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ENTERED
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Via E-Filing

Cynthia T. Brown
Chief, Section of Administration
Surface Transportation Board
Office of Proceedings
395 E Street SW
Washington, DC 20423

Re: Union Pacific Railroad Company—Construction and Operation Exemption—In Maricopa County, Ariz., Docket No. FD 36501

Dear Ms. Brown:

Enclosed for filing in the above-referenced proceeding are Union Pacific Railroad Company's Responses to the Surface Transportation Board's Information Requests and Document Requests set forth in the Board's December 11, 2023 Decision. Attachment A to this letter is Union Pacific's written responses to the Board's Information Requests, and Attachment B is a written response to the Board's Document Requests.

In partial response to the Document Requests, today Union Pacific is producing to the Board 573 documents that have been marked UP-Pirate-0000001 to UP-Pirate-0006543. Union Pacific will complete its response to the Document Requests by February 15, 2024, in accordance with the Board's January 24, 2024 Order granting Union Pacific's Motion for Rolling Production. As described in that Motion, Union Pacific is reviewing a large universe of documents to identify any documents that may be responsive to the Document Requests, and is working to ensure that the Board receives all available responsive documents (and that it is not burdened with reviewing nonresponsive documents).

Union Pacific is providing an index that contains descriptive information about each produced document and identifies relevant Document Requests for each document. In some instances, a document may be responsive to multiple Document Requests; the index identifies the Document Request or Requests to which each document primarily relates, but may not identify every Document Request to which the document potentially could relate. The index has been designated Confidential pursuant to the protective order in this proceeding entered on December 11, 2023 ("Protective Order") and is being filed separately.

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Documents in PDF or email form are being produced as PDFs and all other documents are being produced in native format. All PDFs will have identifying numbers on every page as well as a Public, Confidential, or Highly Confidential designation pursuant to the Protective Order. Documents produced in native format will have the identifying number and confidentiality designation in the file name.

Union Pacific will provide documents produced to the Board to any interested party who signs the appropriate undertaking to the Protective Order. Requests for access to the documents produced by Union Pacific should be directed to Stephen Laudone at slaudone@sidley.com.

Respectfully submitted,

/s/ Raymond A. Atkins

Raymond A. Atkins, Ph.D.

Attachments

cc: Service List for Docket No. FD 36501

Attachment A

BEFORE THE
SURFACE TRANSPORTATION BOARD

Docket No. FD 36501

UNION PACIFIC RAILROAD COMPANY—CONSTRUCTION AND OPERATION
EXEMPTION—IN MARICOPA COUNTY, ARIZ.

UNION PACIFIC RESPONSES TO INFORMATION REQUESTS

Union Pacific provides the following Responses to the Surface Transportation Board’s (“STB”) Information Requests set forth in its December 11, 2023 Decision. Union Pacific is still reviewing documents in connection with the STB’s Document Requests, which may contain information relevant to Union Pacific’s Responses to the STB’s Information Requests. The Responses below are based on Union Pacific’s current knowledge or belief and Union Pacific reserves the right to supplement or amend these Responses as circumstances may require.

Information Request 1. (a) Identify the UP personnel involved in the environmental and historic review process in this proceeding, including personnel responsible for coordination and communications between and among departments within UP and with adjacent landowners; (b) state each person’s position; and (c) describe their role and responsibilities.

To the extent any UP personnel had specific responsibilities for conducting, overseeing, or ensuring compliance with Section 106 of NHPA, identify those individuals and describe their specific responsibilities.

Union Pacific Response:

For projects such as the Pecos Industrial Rail Access and Train Extension (“PIRATE”) Project, Kevin Rice, Senior Manager – Maintenance of Way, Environmental, Engineering Department, coordinates the expert consultant reviews for the Environmental Assessment, and oversees the permitting process. The environmental assessment includes identifying projects or components of projects with Section 106 of NHPA requirements, and coordinating expert consultant reviews. Specific duties include: (i) coordinating among internal UP departments to provide design, construction, and operational information to the STB; (ii) participation in UP-STB status meetings; (iii) participation in internal UP design and construction meetings; (iv) coordination of STB field investigations; and (v) oversight of consultants providing permitting requirements and reviews.

The chart below identifies Union Pacific personnel who have been involved in the environmental and historic review process in this proceeding, including personnel responsible for coordination and communications between and among departments within UP and with adjacent landowners, and their position, role, and responsibilities:

UP Personnel 1(a)	Position 1(b)	Role/Responsibilities 1(c)
Kevin Rice	Senior Manager – Maintenance of Way Environmental, Engineering Department (Union Pacific)	Responsible for Environmental and Historic Review process. Responsible for coordination between UP departments.
Greg Brigham	General Director, Real Estate Facilities, Finance Department (Union Pacific)	Responsible for coordination with adjacent landowners. Responsible for coordination between UP departments.
Darrell Kris Anderson	Senior Manager, Real Estate Acquisitions, Finance Department (Union Pacific)	Responsible for coordination with adjacent landowners. Responsible for coordination between UP departments.
Stephanie Tingley	Senior Manager, Real Estate Acquisitions, Finance Department (Union Pacific)	Responsible for coordination with adjacent landowners. Responsible for coordination between UP departments.
Mark Mentele	Senior Manager, Real Estate Acquisitions, Finance Department (Union Pacific)	Responsible for coordination with adjacent landowners. Responsible for coordination between UP departments.
Jeremy Berman	Senior General Attorney, Law Dept, (Union Pacific)	Former Lead Counsel for Application to STB for PIRATE Project.
Tanya Spratt	Senior General Attorney, Law Dept (Union Pacific)	Lead Counsel for Application to STB for PIRATE Project
Olsson & Associates	Third-party consulting firm	Consultant reviewing permitting requirements for project
Benesch	Third-party consulting firm	Consultant reviewing utilities relocation for project

Information Request 2. Identify each third party with which UP discussed, negotiated, and/or entered into an agreement at any time allowing that party (or an agent or affiliate on its behalf) to conduct ground-disturbing activity on land within the five Damage Areas identified on page 4, supra. For each such party,

(a) identify (i) the date the issue was first discussed with UP; (ii) the time period over which negotiations were held; and (iii) the titles and dates of any related letters of intent, agreements, and/or understandings.

(b) identify and describe all communications, oral and written, that took place (among UP personnel and between UP and the third party) about the environmental and historic review and/or the NHPA Section 106 consultation processes for the PIRATE project, including the dates, the persons involved (by name, title, and affiliation), and the subject(s) and information discussed.

(c) identify and describe all communications, oral and written, that took place (among UP personnel and between UP and the third party) relating to the commencement, conduct, and completion of the activity for which right of entry was sought, including the dates, persons involved (by name, title, and affiliation), and subject(s) and information discussed.

(d) state whether notice of commencement of activities was provided to UP and identify (i) the date, (ii) the persons who provided and received the notice (by name, title, and affiliation), and (iii) how the notice was conveyed (e.g., in-person, telephonic, email, letter).

Union Pacific Response:

The responses below provide the requested information as to third parties with which Union Pacific discussed, negotiated, or entered into an agreement allowing that party to conduct ground-disturbing activity on land within the five Damage Areas. Union Pacific notes that some of the third parties discussed below had rights to access land that predated the PIRATE project; such rights are encompassed in these responses to the extent they are associated with work on land within the five Damage Areas. In addition to these written responses to Information Request 2, Union Pacific refers the Board to the written communications that it is producing in response to the Requests for Documents.

1. Third Party: Power Industrial Owner, LLC

(a) (i) **the date the issue was first discussed with UP:** Approximately December 2021 or early January 2022.

(ii) **the time period over which negotiations were held:** January 2022 to December 2022.

(iii) **the titles and dates of any related letters of intent, agreements, and/or understandings:** Right of Entry Agreement, dated December 1, 2022.

(b) **identify and describe all communications, oral and written, that took place (among UP personnel and between UP and the third party) about the environmental and historic review and/or the NHPA Section 106 consultation processes for the PIRATE project, including the dates, the persons involved (by name, title, and affiliation), and the subject(s) and information discussed:**

The Right of Entry Agreement requires the licensee to obtain all necessary permits prior to beginning work, and to comply with all applicable federal, state, and local laws, regulations, and enactments affecting the work.

- (c) **identify and describe all communications, oral and written, that took place (among UP personnel and between UP and the third party) relating to the commencement, conduct, and completion of the activity for which right of entry was sought, including the dates, persons involved (by name, title, and affiliation), and subject(s) and information discussed:**

Union Pacific refers the Board to the written communications that are being provided in response to the Document Requests.

- (d) **notice of commencement of activities was provided to UP:**

No notice of commencement of activities was provided to Union Pacific.

2. Third Party: Unbound Phase 1 Property Owner, LLC / Greystar

- (a) (i) **the date the issue was first discussed with UP:** Approximately January or February 2022.

(ii) **the time period over which negotiations were held:** January or February 2022 to May 2023.

(iii) **the titles and dates of any related letters of intent, agreements, and/or understandings:** Agreement of Purchase and Sale with Unbound Phase 1 Property Owner, LLC (undated); Letter of Intent for Sale with Unbound Phase 1 Property Owner, LLC, dated October 7, 2022; Easement to Unbound Phase I Property Owner, LLC, and GS Unbound Phase II Property Owner, LLC, dated May 8, 2023.

- (b) **identify and describe all communications, oral and written, that took place (among UP personnel and between UP and the third party) about the environmental and historic review and/or the NHPA Section 106 consultation processes for the PIRATE project, including the dates, the persons involved (by name, title, and affiliation), and the subject(s) and information discussed:**

The terms for the Stormwater Drainage and Detention Easement require Unbound Phase 1 Property Owner, LLC to comply with governmental requirements and permitting for construction.

- (c) **identify and describe all communications, oral and written, that took place (among UP personnel and between UP and the third party) relating to the commencement, conduct, and completion of the activity for which right of entry was sought, including the dates, persons involved (by name, title, and affiliation), and subject(s) and information discussed:**

Union Pacific refers the Board to the written communications that are being provided in response to the Document Requests

(d) notice of commencement of activities was provided to UP:

No notice of commencement of activities was provided to Union Pacific.

3. Third Party: El Paso Natural Gas Company / Kinder Morgan

El Paso Natural Natural Gas Company has an existing pipeline in a 75-foot right of way adjacent to Union Pacific's Phoenix Subdivision, over which the wye portion of track is proposed to cross.

(a) (i) the date the issue was first discussed with UP: September 21, 2021.

(ii) the time period over which negotiations were held: September 21, 2021 to May 18, 2023.

(iii) the titles and dates of any related letters of intent, agreements, and/or understandings: Reimbursement Agreement dated November 18, 2022; Encroachment Agreement dated May 15, 2022; Temporary Workspace Agreement May 18, 2023; and Project Notification dated March 20, 2023.

(b) identify and describe all communications, oral and written, that took place (among UP personnel and between UP and the third party) about the environmental and historic review and/or the NHPA Section 106 consultation processes for the PIRATE project, including the dates, the persons involved (by name, title, and affiliation), and the subject(s) and information discussed:

Email communications, primarily through Union Pacific's expert consultant Olsson & Associates, were exchanged with the pipeline owner regarding review prior to ground disturbance and environmental review. These email communications are being provided in response to the Document Requests and will be accompanied by an index.

(c) identify and describe all communications, oral and written, that took place (among UP personnel and between UP and the third party) relating to the commencement, conduct, and completion of the activity for which right of entry was sought, including the dates, persons involved (by name, title, and affiliation), and subject(s) and information discussed:

Union Pacific refers the Board to the written communications that are being provided in response to the Document Requests. Union Pacific notes that email communications with the pipeline owner relating to the commencement, conduct, and completion of activity were primarily conducted through Union Pacific's expert consultant Olsson & Associates.

(d) notice of commencement of activities was provided to UP:

In June 2023, the pipeline owner provided notice of commencement during a conference call.

4. Third Party: Lumen / CenturyLink / Level 3 Communications, LLC

Lumen / CenturyLink / Level 3 Communications, LLC has an existing fiber line within the Union Pacific Phoenix Subdivision right of way, installed in approximately 2000. Project notifications were sent to telecommunications companies on October 24, 2022, asking for review and identification of any potential conflicts between Union Pacific's construction plans and existing telecommunication facilities.

- (a) (i) **the date the issue was first discussed with UP:** October 24, 2022.
- (ii) **the time period over which negotiations were held:** March 23, 2023 to May 10, 2023.

(iii) **the titles and dates of any related letters of intent, agreements, and/or understandings:** Fiber Optic Agreement Between Level 3 Communications, LLC, and Union Pacific Railroad Company dated August 25, 1998 (C.D. No. 56731-A), amended by Addendum to Agreement executed March 22, 1999.

- (b) **identify and describe all communications, oral and written, that took place (among UP personnel and between UP and the third party) about the environmental and historic review and/or the NHPA Section 106 consultation processes for the PIRATE project, including the dates, the persons involved (by name, title, and affiliation), and the subject(s) and information discussed:**

The Fiber Optic Agreement requires the fiber line owner to secure and maintain all federal, state, and local permits and licenses required for construction, operation, and maintenance of the facilities.

- (c) **identify and describe all communications, oral and written, that took place (among UP personnel and between UP and the third party) relating to the commencement, conduct, and completion of the activity for which right of entry was sought, including the dates, persons involved (by name, title, and affiliation), and subject(s) and information discussed:**

Email communications, primarily through Union Pacific's Commercial Telecom team, were exchanged with the fiber line owner relating to the proposed timelines for commencement, conduct, and completion of activity. These email communications are being provided in response to the Document Requests. Additional telephone calls between Union Pacific's Commercial Telecom team occurred between May 25, 2023, and August 2, 2023, regarding the fiber line owner's project timeline.

- (d) **notice of commencement of activities was provided to UP:**

On August 15, 2023, by Carlos Muniz, Senior Network Implementation Program Manager at Lumen, by telephone call to Juan Rivera, Fiber Optics Construction Coordinator, Commercial Telecom in Union Pacific's Technology Department.

Information Request 3. Identify the UP personnel (by name and title) who (i) handled on a daily basis and/or (ii) had ultimate responsibility for negotiating, authorizing, approving, and/or overseeing rights of entry and related activities by third parties on UP-owned property associated with the PIRATE project.

To the extent different UP personnel handled or had ultimate responsibility for different third parties or at different times, identify which personnel were involved for each such third party or time.

Union Pacific Response:

Union Pacific does not have personnel generally on site overseeing third-party activity on Union Pacific's property associated with the PIRATE project. As a matter of general policy, the extent of Union Pacific's monitoring and oversight of third-party activity on Union Pacific property depends on the type of third-party, the purpose for entry, and the property being entered.

Negotiations with individual third parties to acquire land rights or to grant land rights, including rights of a third-party to enter Union Pacific's property for the third-party's own purposes, are handled by Union Pacific's Real Estate department. Third parties performing work on Union Pacific property may be required to provide design and engineering plans for the proposed work, and Union Pacific's review of the third-party's design work is generally handled by consultants. For the PIRATE project, Union Pacific's Real Estate department is involved for negotiating and completing rights of entry agreements and agreements granting land rights, including utilities relocation, and an expert consultant was hired for engineering design plan review.

A Union Pacific construction project may involve work that requires relocation or modification of existing telecom facilities. The Commercial Telecom team identifies existing telecom facilities, including fiber optic lines, that conflict with Union Pacific's construction design plans, and notifies and coordinates with the telecom facility owners for location, evaluation, protection, and modification of existing telecom facilities located on Union Pacific property. The telecom owner is required to submit plans for modification and is responsible for completion of the work, including compliance with applicable laws and permitting requirements. For the PIRATE project, Lumen / CenturyLink's existing telecom facilities would require modification to accommodate the construction of new Union Pacific track within the Phoenix Subdivision right of way. However, no new rights of access were required or negotiated for Lumen / CenturyLink's modification work.

Access to Union Pacific property for contractors hired by Union Pacific in order to perform work for Union Pacific as part of its construction project is overseen by the Engineering department, with on-site activity generally handled by the contractors. The PIRATE project has not completed the design and planning phase, so Union Pacific has not hired contractors to perform on-site work for construction of Union Pacific infrastructure.

UP Personnel	Title	Third Party	Time Period
Darrell Kris Anderson	Senior Manager, Real Estate Acquisitions, Finance Department (Union Pacific)	Sunbelt Land Holdings, LP & Sunbelt Mesa Ellsworth, LP; The Cubes at Mesa Gateway Building C, LLC & The Cubes at Mesa, LLC	N/A
Stephanie Tingley	Senior Manager, Real Estate Acquisitions, Finance Department (Union Pacific)	Power Industrial Owner, LLC; Unbound Phase 1 Property Owner, LLC	N/A
Mark Mentele	Senior Manager, Real Estate Acquisitions, Finance Department (Union Pacific)	Southwest Gas; El Paso Natural Gas Company, LLC; SRP	N/A
Juan Rivera	Fiber Optics Construction Coordinator, Commercial Telecom, Technology Department (Union Pacific)	Lumen / CenturyLink / Level 3 Communications	N/A
Marla Cox	Fiber Optics Engineer, Commercial Telecom, Technology Department (Union Pacific)	Lumen / CenturyLink / Level 3 Communications	September 2023 to Present
Gary Voogd [former employee]	Fiber Optics Engineer, Commercial Telecom, Technology Department (Union Pacific)	Lumen / CenturyLink / Level 3 Communications	October 2022 to September 2023

Information Request 4. Identify (a) by name and position the UP personnel from the environmental and real estate departments and from the PIRATE project management team

(including legal staff) who visited the PIRATE project site between December 1, 2022, and July 28, 2023; (b) the date and purpose of each visit; and (c) the specific locations visited.

Union Pacific Response:

UP Personnel 4(a)	Position 4(a)	Date 4(b)	Purpose 4(b)	Location Visited 4(c)
Levi Hawkins	Manager of Project Design, Engineering Department (Union Pacific)	11/10/2022	General overview of the project	Drove all limits of the project accessible by road.
Raymond Johnson	Manager of Track Construction, Engineering Department (Union Pacific)	11/10/2022	General overview of the project	Drove all limits of the project accessible by road.
Shelly Huckfeldt	Manager of Industrial Development, Marketing & Sales Department (Union Pacific)	11/10/2022	General overview of the project	Drove all limits of the project accessible by road.
Benesch Design	Union Pacific consultant	11/10/2022	General overview of the project	Drove all limits of the project accessible by road.
Marla Cox	Fiber Optics Engineer, Commercial Telecom, Technology Department (Union Pacific)	12/6/2022	Site visit while in the area supporting other projects in Phoenix.	Phoenix Sub MP 935
Juan Rivera	Fiber Optics Construction Coordinator, Commercial Telecom, Technology Department (Union Pacific)	12/6/2022	Site visit while in the area supporting other projects in Phoenix.	Phoenix Sub MP 935
Mark Mentele	Senior Manager, Real Estate Acquisitions, Finance Department (Union Pacific)	2/13/2023	Review third party utility conflicts requiring modifications	Intersections of the proposed project and the following roads: E Pecos, Sossaman, Ellsworth, Crismon S Merrill, and Signal

UP Personnel 4(a)	Position 4(a)	Date 4(b)	Purpose 4(b)	Location Visited 4(c)
				Butte. Proposed project along E Pecos Rd between Signal Butte Rd and the east end of the proposed project and Kinder Morgan easement area.
Levi Hawkins	Manager of Project Design, Engineering Department (Union Pacific)	4/6/2023	To have bid meeting with potential contractors	Drove all limits of the project accessible by road.
Raymond Johnson	Manager of Track Construction, Engineering Department (Union Pacific)	4/6/2023	To have bid meeting with potential contractors	Drove all limits of the project accessible by road.
Benesch Design	Union Pacific consultant	4/6/2023	To have bid meeting with potential contractors	Drove all limits of the project accessible by road.
Jason A. Cheney	Director Track Construction, Engineering Department (Union Pacific)	4/6/2023	PreBid Meeting with contractors bidding on project work	Existing Sossaman Road Crossing, Phoenix Sub Main track at proposed location of wye turnouts, drove public right of way and stopped at each proposed road crossing along the proposed route
Tanya Spratt	Senior General Attorney - Law Department (Union Pacific)	5/5/2023	Discuss overview of the project.	In the vicinity of the PIRATE project but did not go on to any of the PIRATE project site.
Shelly Huckfeldt	Manager of Industrial Development, Marketing & Sales	5/5/2023	Discuss overview of the project.	In the vicinity of the PIRATE project but did not go on to any of the PIRATE project site.

UP Personnel 4(a)	Position 4(a)	Date 4(b)	Purpose 4(b)	Location Visited 4(c)
	Department (Union Pacific)			
Olsson & Associates	Union Pacific consultant	Multiple trips during this time frame	Consultant for utilities relocation projects	Intersections of the proposed project and the following roads: E Pecos, Sossaman, Ellsworth, Crismon S Merrill, and Signal Butte. Proposed project along E Pecos Rd between Signal Butte Rd and the east end of the proposed project and Kinder Morgan easement area.

Information Request 5. Identify all manuals, policies, procedures, and/or guidance in effect from January 2018 to the present used to educate UP personnel and/or promote compliance with requirements and limitations imposed by NHPA to protect cultural and archaeological resources at sites subject to federal licensing requirements under 49 U.S.C. Chapter 109. For each item identified,

(a) state (i) its full title; (ii) the date it was adopted; (iii) the time period it was or has been in effect; and (iv) the date(s) of any amendments (if applicable).

(b) describe how UP used and disseminated the items to relevant UP personnel involved in the PIRATE project.

Union Pacific Response:

Union Pacific's employees that perform work on property that may result in ground disturbing activities are provided training to promote compliance with project permitting processes and compliance with requirements and limitations imposed by NHPA to protect cultural and archaeological resources.

Additionally, during the design phase of a track construction project, the Engineering Department completes an Environmental Review. Union Pacific retains an expert consultant to investigate the project from a desktop perspective, reviewing the potential investigations and permits that might be required, including NHPA requirements. The consultant performs field investigations, frequently including aquatic resources surveys, a Threatened and Endangered (T&E) Species Survey, cultural resources surveys, and Hydrology and Hydraulics (H&H) surveys. The consultant identifies what potential governmental jurisdictions apply and the permits that will need to be obtained based on the physical footprint of the project. The

consultant prepares and submits permit applications, and once all permits have been issued the information is consolidated into the All Permits Issued (API) document.

The API is used in the bidding process to hire construction contractors, and the contractors are required to comply under the terms of the contracts. Retained contractors are required to comply with general conditions applicable to all Union Pacific projects, and special conditions specific to the project. Union Pacific's General Conditions and Specifications require contractors to obtain required permits and stop work if objects of scientific, prehistoric, historical, or archaeological significance are discovered. (See General Conditions, 00 07 00-2, 3.01, E. on page 18.)

Once the construction project is completed, the consultant verifies project completion in accordance with the API and submits permit closure documentation to the relevant agencies as required.

Third parties requesting or permitted access to Union Pacific's property to perform work for their own purposes are required under the terms of their access agreements to comply with laws applicable to their work.

For the PIRATE project, Union Pacific has not progressed past the design phase for its construction project, and the API has not been issued.

Document Title 5(a)(i)	Date Adopted 5(a)(ii)	Time Period in Effect 5(a)(iii)	Amendment Dates 5(a)(iv)	Use/Dissemination 5(b)
Track & Bridge Construction Environmental Reference	2/21/2017	2/21/2017 – Present	N/A	This document is available to all UPRR track and bridge construction employees for reference on MyUP. This document is also highlighted in all track and bridge employees mandatory training (Course EPETRK).
General Conditions and Specifications	2017	2017-Present	1/1/2022	The General Conditions and Specifications of the Union Pacific Engineering Department are accessible to contractors performing

Document Title 5(a)(i)	Date Adopted 5(a)(ii)	Time Period in Effect 5(a)(iii)	Amendment Dates 5(a)(iv)	Use/Dissemination 5(b)
				construction work for Union Pacific, and incorporated into bid packages and contractor agreements.

Information Request 6. Identify the UP personnel (by name and title) who had any responsibility for and/or duties related to oversight and/or monitoring of activity on UP-owned property associated with the PIRATE project, and for each such person, describe their responsibilities and/or duties.

Union Pacific Response:

Union Pacific does not have personnel generally on site overseeing third-party activity on Union Pacific's property associated with the PIRATE project. Access to Union Pacific property for contractors hired by Union Pacific in order to perform work for Union Pacific as part of its construction project is overseen by the Engineering department, with on-site activity generally handled by the contractors. The PIRATE project has not completed the design and planning phase, and Union Pacific has not hired contractors to perform the on-site work for construction of Union Pacific's track infrastructure.

Information Request 7. Identify and describe in detail all manuals, policies, procedures, and/or guidance in effect at UP from January 2018 to the present relating to oversight and/or monitoring of sites subject to federal licensing requirements under 49 U.S.C. Chapter 109. For each item identified,

(a) state (i) its full title; (ii) the date it was adopted; (iii) the time period it was or has been in effect; and (iv) the date(s) of any amendments (if applicable).

(b) describe how UP used and disseminated the item to relevant UP personnel involved in the PIRATE project.

Union Pacific Response:

Union Pacific refers the Board to the information provided above in its response to Information Request 5.

Information Request 8. Identify and describe in detail any other manuals, policies, procedures, and/or guidance in UP's possession that relate to oversight and/or monitoring of sites subject to federal licensing requirements under 49 U.S.C. Chapter 109. For each item identified,

(a) state (i) its full title; (ii) its author; and (iii) when the item was created or obtained by UP.

(b) describe whether and if so how UP used and disseminated the item to relevant UP personnel involved in the PIRATE project and/or other projects subject to federal licensing requirements under 49 U.S.C. Chapter 109.

Union Pacific Response:

Union Pacific's responses to Information Request 5 and Request 7 reflect the process and procedures in place for Union Pacific's compliance with federal licensing requirements. Additionally:

Document Title 8(a)(i)	Author 8(a)(ii)	Creation/Obtained Date 8(a)(iii)	Use/Dissemination & Method 8(b)
Engineering Environmental Field Manual	Maintenance of Way, Environmental, Engineering Department	Version 2 Published 2/24/2011	The Engineering Environmental Field Manual is available to employees in the MyUP Portal.

Attachment B

BEFORE THE
SURFACE TRANSPORTATION BOARD

Docket No. FD 36501

UNION PACIFIC RAILROAD COMPANY—CONSTRUCTION AND OPERATION
EXEMPTION—IN MARICOPA COUNTY, ARIZ.

UNION PACIFIC RESPONSES TO DOCUMENT REQUESTS

Union Pacific provides the following Responses to the Surface Transportation Board’s (“STB”) Document Requests set forth in its December 11, 2023 Decision. Union Pacific is still reviewing documents in connection with the STB’s Document Requests, and plans to produce additional documents that are responsive and not privileged on a rolling basis. The Responses below are based on Union Pacific’s current knowledge or belief and its review of documents to date. Union Pacific reserves the right to supplement or amend these Responses as circumstances may require.

Document Request 1. All agreements identified in response to Information Request 2 between UP and any third party permitted to conduct ground-disturbing activity on UP-owned land within the APE, including the agreements listed in the matrix file submitted by UP on August 28, 2023. (See Env’t Comment EI-33130, pdf pages 1-2.)

Union Pacific Response: Union Pacific is providing both (i) agreements responsive to Information Request 2, and (ii) agreements that grant rights to Union Pacific-acquired property to conduct ground-disturbing activity on UP-owned land within the APE. Responsive documents are being provided in today’s production. Union Pacific is continuing its search for any additional responsive documents, and Union Pacific will provide any such documents in future waves of its rolling production.

Document Request 2. The drafts of the proposed right of entry agreement exchanged between UP and Power Industrial during the negotiations referenced on page 1 of the document titled “Union Pacific Railroad – PIRATE Project: Transaction Summary – Retention Basin Construction”¹⁴ (Transaction Summary) submitted by UP on August 28, 2023. (See Env’t Comment EI-33130, pdf pages 3-5.)

Union Pacific Response: Union Pacific is providing responsive documents in today’s production. While Union Pacific believes that its response to Document Request 2 is complete, Union Pacific is continuing its search for any additional responsive documents, and Union Pacific will provide any such documents in future waves of its rolling production.

Document Request 3. The drafts of the Option Agreement and the Letter of Intent exchanged between UP and Unbound Phase I Property Owner, LLC (Unbound), and the final version of the Letter of Intent executed by the parties on October 14, 2022, referenced on page 2 of the Transaction Summary. (Also produce a final version of the Option Agreement, if one was executed.)

Union Pacific Response: Union Pacific is providing responsive documents in today's production. While Union Pacific believes that its response to Document Request 3 is complete, Union Pacific is continuing its search for any additional responsive documents, and Union Pacific will provide any such documents in future waves of its rolling production.

Document Request 4. All Contractor Right of Entry Agreements (CROE, as described in Section E of the UP-Unbound Easement Agreement) executed in connection with the PIRATE project. If, in any instance, a CROE was not executed in connection with the ground-disturbing activity that occurred on land within the five Damage Areas identified on page 4, supra, state why.

Union Pacific Response: Union Pacific is providing responsive documents in today's production. Union Pacific is continuing its search for any additional responsive documents, and Union Pacific will provide any such documents in future waves of its rolling production. Union Pacific also directs the Board to Union Pacific's responses to information requests regarding land right grants.

Document Request 5. All documents that reflect or refer to communications between UP personnel and Power Industrial about:

- the terms and conditions of, and/or considerations pertinent to, Power Industrial's ability to access and commence activity on UP-owned land within the APE.
- activities conducted or to be conducted by Power Industrial within the APE, including the nature of these activities and the timing of, and commencement date for, the activities.
- the environmental and historic review and/or NHPA Section 106 processes applicable to the PIRATE project, including requirements and limitations imposed by applicable laws to protect cultural resources and expected timetables for completion of the Section 106 process.
- UP's need or potential need for, or future use of, the drainage basin, including the contemplated "use by Railroad" referenced in the UP-Power Industrial Right of Entry Agreement (ROE Agreement), Ex. B, Section 10, that UP submitted to OEA on August 28, 2023.
- when work in the area encompassed by Damage Area 1 commenced; when it was completed; and the precise location where the material that was excavated or removed was placed.

Union Pacific Response: Union Pacific is providing some responsive documents in today's production. Union Pacific is continuing its search for additional responsive documents, and Union Pacific will provide any such documents in future waves of its rolling production. Union Pacific notes that it is not generally providing copies of communications to which the Board was a party, in an effort to avoid burdening the Board with information already in its possession.

Document Request 6. All documents that reflect or refer to communications between UP personnel and Unbound about:

- the terms and conditions of, and/or considerations pertinent to, Unbound's ability to access and commence activity on UP-owned land within the APE.
- activities conducted or to be conducted by Unbound within the APE, including the nature of these activities and the timing of, and commencement date for, the activities.
- the environmental and historic review and/or NHPA Section 106 processes applicable to the PIRATE project, including requirements and limitations imposed by applicable laws to protect cultural resources and expected timetables for completion of the Section 106 process.
- UP's need or potential need for, or future use of, the drainage basin.
- when work in the area encompassed by Damage Area 2 commenced; when it was completed; and the precise location where the material that was excavated or removed was placed.

Union Pacific Response: Union Pacific is providing some responsive documents in today's production. Union Pacific is continuing its search for additional responsive documents, and Union Pacific will provide any such documents in future waves of its rolling production. Union Pacific notes that it is not generally providing copies of communications to which the Board was a party, in an effort to avoid burdening the Board with information already in its possession.

Document Request 7. All documents that reflect or refer to communications between UP personnel and other adjacent landowners to which UP granted rights of entry (including Sunbelt Land Holdings, The Cubes, and Lumen/Century Link) about:

- the terms and conditions of, and/or considerations pertinent to, their ability to access and commence activity on UP-owned land within the APE.
- activities conducted or to be conducted by them within the APE, including the nature of these activities and the timing of, and commencement date for, the activities.

- the environmental and historic review and/or NHPA Section 106 processes applicable to the PIRATE project, including requirements and limitations imposed by applicable laws and expected timetables for completion of the Section 106 process.
- UP's need or potential need for, or future use of, the work that was performed.
- when work was or would be commenced; when it was or would be completed; and the precise location where any material that was excavated or removed was placed.

Union Pacific Response: Union Pacific is providing some responsive documents in today's production. Union Pacific is continuing its search for additional responsive documents, and Union Pacific will provide any such documents in future waves of its rolling production. Union Pacific notes that it is not generally providing copies of communications to which the Board was a party, in an effort to avoid burdening the Board with information already in its possession.

Document Request 8. All documents reflecting or referring to communications within UP, and/or between UP and any contractor or other agent of UP, about the matters listed in the bullet points under Document Requests 5 through 7.

Union Pacific Response: Union Pacific is providing some responsive documents in today's production. Union Pacific is continuing its search for additional responsive documents, and Union Pacific will provide any such documents in future waves of its rolling production.

Document Request 9. All documents that reflect or refer to the following matters, referenced on page 1 of the Transaction Summary:

- Power Industrial's inquiry to UP on or about December 1, 2021, about using a portion of the wye track property for temporary drainage to support the development on their property.
- the call between UP and Power Industrial that took place on January 31, 2022 (including subjects discussed and related communications between the parties and/or UP personnel).
- UP's continued review and assessment of Power Industrial's proposed drainage plans during the spring and summer of 2022.
- the work that was reportedly started on December 19, 2022, and completed approximately a week later.
- the notice provision in the ROE Agreement (including without limitation its development, content, intended purpose, use, and any alleged failure by Power Industrial to comply with its terms).

Union Pacific Response: Union Pacific is providing some responsive documents in today's production. Union Pacific is continuing its search for additional responsive documents, and Union Pacific will provide any such documents in future waves of its rolling production.

Document Request 10. All documents that reflect or refer to the following matters, referenced on page 2 of the Transaction Summary:

- Unbound's request to construct a retention basin on the 24-acre property that UP purchased from Unbound.
- UP's responses on the type and location of a retention basin that could be constructed.
- the drainage basin proposals that Unbound presented to UP on May 6, 2022, and June 10, 2022.
- discussions between the parties, and among UP personnel, regarding the timing, scope, and/or related considerations involving the "first phase of initial development" in Unbound's construction plan.
- Unbound's June 28, 2022 communication to UP that it expected to incur additional expenses to construct the drainage basin, so would require additional compensation from UP.
- the discussions "focused on drainage and potential impacts to their respective properties" that occurred between UP personnel and Unbound during 2022, including those that did not involve the design teams.
- which UP personnel viewed the drainage basin work to be undertaken on the 24-acre site as unrelated to UP's construction project and which UP personnel viewed the work as related to the project.

Union Pacific Response: Union Pacific is providing some responsive documents in today's production. Union Pacific is continuing its search for additional responsive documents, and Union Pacific will provide any such documents in future waves of its rolling production.

Document Request 11. All documents that reflect or refer to the following matters, referenced on page 3 of the Transaction Summary:

- the "mistaken belief that [UP's] application process would be concluded before Unbound would ultimately proceed with its drainage basin work" held by some members of the UP team.
- the "long-resolved drainage terms" that should have been revisited "in light of the updated timeline for [UP's] application process."

Union Pacific Response: Union Pacific is providing some responsive documents in today's production. Union Pacific is continuing its search for additional responsive documents, and Union Pacific will provide any such documents in future waves of its rolling production.

Document Request 12. All documents that reflect or refer to Unbound's construction activity relating to the retention basin in May 2023.

Union Pacific Response: Union Pacific is providing some responsive documents in today's production. Union Pacific is continuing its search for additional responsive documents, and Union Pacific will provide any such documents in future waves of its rolling production.

Document Request 13. For each Damage Area identified on page 4, supra, all documents that reflect or refer to when UP's real estate department first became aware of ground-disturbing activities within that area.

Union Pacific Response: Union Pacific is providing some responsive documents in today's production. Union Pacific is continuing its search for additional responsive documents, and Union Pacific will provide any such documents in future waves of its rolling production.

Document Request 14. For each Damage Area identified on page 4, supra, all documents that reflect or refer to when the department within UP responsible for the environmental and historic review and NHPA Section 106 processes first became aware of ground-disturbing activities within that area.

Union Pacific Response: Union Pacific is providing some responsive documents in today's production. Union Pacific is continuing its search for additional responsive documents, and Union Pacific will provide any such documents in future waves of its rolling production.

Document Request 15. All manuals, policies, procedures, and/or guidance identified in response to Information Requests 7 and 8.

Union Pacific Response: Union Pacific is providing some responsive documents in today's production. Union Pacific is continuing its search for additional responsive documents, and Union Pacific will provide any such documents in future waves of its rolling production.

Document Request 16. Any documents not encompassed by other requests that reflect or refer to when UP's real estate department first became aware that ground-disturbing activity could not occur within the APE until the Board had completed its review of the proposed transaction or otherwise approved the work.

Union Pacific Response: Union Pacific is providing some responsive documents in today's production. Union Pacific is continuing its search for additional responsive documents, and Union Pacific will provide any such documents in future waves of its rolling production.

Document Request 17. Any documents not encompassed by other requests that discuss limitations, requirements, obligations, and/or responsibilities arising under NHPA with respect to the conduct of grounddisturbing activities within the APE.

Union Pacific Response: Union Pacific is providing some responsive documents in today's production. Union Pacific is continuing its search for additional responsive documents, and Union Pacific will provide any such documents in future waves of its rolling production.