



May 8, 2026

Chief of Case Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington, DC 20423-0001

SUBJECT: Docket No. FD 36873, Union Pacific Corp., et al. — Control — Norfolk Southern Corp., et al.

Dear Chief of Case Administration,

The City of San José submits these comments regarding the completeness of the revised major merger application filed by Union Pacific (UP) and Norfolk Southern (NS). The City acknowledges that this consolidation offers significant potential public benefits, including reduced highway congestion, improved road safety, and lower carbon emissions by shifting freight from long-haul trucks to rail. However, it is our position that if the applicants are to realize the private and public benefits of this merger, they must provide meaningful concessions to protect the passenger rail network.

As a major multimodal gateway and manager of the Diridon Station hub, the City asserts that the application remains incomplete due to the following shortcomings:

1. Explicit Protection of Existing Trackage Rights

The application lacks a binding and detailed inventory of how existing trackage rights and operating agreements with passenger rail agencies will be shielded from operational changes post-merger. To be considered complete, the filing must include an explicit commitment that all current contractual and statutory obligations to Amtrak and regional commuter partners are fully protected and will not be subject to unilateral renegotiation or service deprioritization.

2. Capacity Modeling for Projected Passenger Rail Growth

The current application focuses almost exclusively on maintaining the status quo. However, a comprehensive impact analysis must account for the projected growth and performance of passenger rail as documented in state and regional rail plans. The application is incomplete without a capacity modeling analysis demonstrating that the merged entity will maintain sufficient infrastructure to enable this growth, especially in the event of future trackage consolidations or line abandonments.

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3. Corridor Ownership Concentration

The application fails to address how consolidation reduces the ability of state and local governments to negotiate fair access to the national rail network. By merging, the applicants eliminate the competitive leverage governments use when negotiating with multiple right-of-way owners, often resulting in "take-it-or-leave-it" monopolies. To be deemed complete, the STB should direct the applicants to:

- a) Document metropolitan areas and intercity corridors where a monopoly on passenger access will be created or worsened.
- b) Analyze the impact of this ownership concentration on the public's ability to secure reasonable access and fair value for investments in private rights-of-way.

4. Right-of-First-Refusal for Corridor Preservation

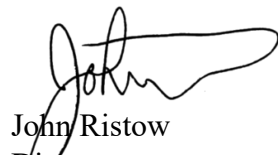
To address the potential for permanent loss of critical public infrastructure, the application should include a formal protocol offering states and the passenger rail community the right-of-first-refusal for any right-of-way to be abandoned or sold. Without this provision, the application fails to satisfy the public interest requirement of preserving essential transit corridors.

5. Insufficient Analysis of Freight-Passenger Dispatching Conflicts

While the applicants project significant freight volume growth, the application lacks the detailed dispatching simulations necessary to ensure these new freight lanes do not degrade passenger service. For the record to be considered complete, the applicants must provide evidence that the projected shift from truck to rail will not create insurmountable congestion for the passenger rail services that share these corridors.

The City of San José respectfully requests that the Board require the applicants to provide these additional pieces of information before the revised application is accepted for a determination on the merits.

Sincerely,



John Ristow
Director

Department of Transportation
City of San José

Copy: All Parties of Record