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Office of Chief Counsel
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Public Record

BEFORE THE

SURFACE TRANSPORTATION BOARD

Finance Docket No. 36873

UNION PACIFIC CORPORATION AND
UNION PACIFIC RAILROAD COMPANY

— CONTROL —

NORFOLK SOUTHERN CORPORATION AND
NORFOLK SOUTHERN RAILWAY COMPANY

COMMENTS, REQUESTS FOR CONDITIONS, AND INFORMATION REQUESTS OF THE CITY OF ROANOKE, VIRGINIA

I. Summary of the City's Comments and Requests

The City of Roanoke, Virginia (City), welcomes the Surface Transportation Board's (Board) full review of the proposed transaction involving Union Pacific Corporation, Union Pacific Railroad Company, Norfolk Southern Corporation, and Norfolk Southern Railway Company (collectively, Applicants). The City asks that the Board address the following local matters in the merger record and the environmental review:

(a) **Roanoke-specific information.** Traffic, hazardous-materials, and crossing data needed to evaluate local effects and that the Applicants should supply through the appropriate public or secure process.
(b) **Environmental review.** An environmental impact statement that evaluates transaction-related effects on air quality, noise, sensitive receptors, and waterways in Roanoke.
(c) **Conditions.** Specific conditions covering emergency coordination, crossing mitigation, advance notice of facility and employment changes, and continuing coordination during integration (Section VIII).
(d) **Roanoke-based positions.** Clarification of the current status of Roanoke facilities, a written commitment addressing retention of Roanoke-based work in the Roanoke Valley, and advance notice of facility and employment changes.
(e) **Local session.** A session in the Roanoke Valley when the Board schedules its public hearing.

II. Introduction and Local Context

The City of Roanoke has longstanding operational, historical, and economic ties to Norfolk Southern and its predecessor railroads, including Norfolk & Western. Railroad lines and facilities remain integral to the City's transportation network, employment base, public infrastructure, and neighborhoods. The proposed combination of Union Pacific and Norfolk Southern accordingly raises questions of particular importance for Roanoke, even where the City cannot yet quantify the transaction's effects at individual locations. The City is a party of record in this proceeding.

The City values Norfolk Southern's existing cooperation with municipal personnel, particularly in environmental incident response and emergency preparedness. City staff report productive direct

communication with the railroad's environmental representatives and Norfolk Southern participation in regional emergency planning and first-responder training. The City seeks to ensure that this cooperation continues through the transaction and that reasonably foreseeable changes in rail operations do not create unaddressed local public-safety, environmental, transportation, or economic impacts.

The City's comments distinguish effects that the transaction may cause from longstanding infrastructure and operating concerns that the City intends to pursue separately with the railroad. Consistent with the Board's public-interest review under 49 U.S.C. § 11324(c), the City asks the Board to examine transaction-related effects on Roanoke and to attach conditions where the record supports them.

III. Projected Rail Activity and Hazardous-Materials Preparedness

According to McGuireWoods Consulting's review of the Applicants' Master Data Tables submitted September 9, 2026, the Roanoke District could experience an increase of approximately 17 percent in gross tonnage and approximately 13 percent in hazardous-material carloads per day under the proposed transaction. Attachment A summarizes the reported projections and related facility information and identifies the source references supplied by the City's advisors.

These are district-level projections. They are not verified counts of shipments within City limits, and they do not identify the specific commodities that move through individual Roanoke neighborhoods. The City asks the Applicants to clarify where these increases would occur and what operational changes underlie them, so that municipal agencies can evaluate potential effects on emergency readiness and public safety.

The City does not contend that existing emergency planning is inadequate. Fire-EMS reports that responders use AskRail to identify chemicals on placarded railcars and that E911 participates in RapidSOS, through which cargo information is shared during rail emergencies. These capabilities do not substitute for historical commodity-flow information or analysis of projected operating changes. The materials assembled for these comments do not include the Roanoke-specific shipment baseline and neighborhood-level analyses needed to evaluate all potential local effects. The City requests that the Applicants provide relevant information through appropriate public or secure channels and coordinate with authorized emergency-planning and response agencies. The absence of this information from the City's assembled materials should not be treated as evidence that local effects will be minimal.

Emergency Management identifies ESF 10—Oil and Hazmat, a Catastrophic Incident Annex, and a Hazardous Materials Annex among the City's planning resources. It also reports that the regional Hazmat Response Plan is due for updates. The City will work with Norfolk Southern and appropriate regional partners to confirm the currency of railway-incident response information and evaluate planning needs associated with proposed operating changes.

Local planners need Roanoke-specific information, not only district or state summaries, to plan effectively. The City therefore requests (a) continued participation by the combined railroad in regional emergency-planning bodies; (b) regular specialized training and joint exercises for Roanoke responders, including on commodities expected to increase in volume; (c) clearly identified and maintained emergency contacts; and (d) a process for sharing commodity-flow and operational information with authorized emergency-planning and response agencies, consistent with applicable safety and security requirements. The City also asks the Applicants to coordinate with local responders before material changes in train movements or operating practices affecting Roanoke, and to assist in reviewing incident-response planning for railroad-adjacent neighborhoods.

IV. At-Grade Crossings and Emergency Access

Rail lines intersect important City streets, pedestrian routes, and emergency-response corridors. Public Works reports existing roadway and accessibility concerns at several crossings, including rough pavement across five tracks at the 13th Street crossing near the former East End Shops and accessibility improvements needed at approximately 16 at-grade crossings. These are present conditions. The City intends to pursue them separately with the railroad, and they do not by themselves establish impacts caused by the transaction.

Changes in train volume, length, or operating patterns could nevertheless affect crossing delay, traffic circulation, and the ability of emergency vehicles to reach residents and businesses promptly. The City asks the Applicants to provide, for each Roanoke at-grade crossing on the affected lines, baseline and projected train counts, train lengths, and blocked-crossing durations, so that expected changes can be evaluated. Where the record demonstrates transaction-related impacts, the City asks the Board to require a cooperative process among the railroad, the City, and the Virginia Department of Transportation to identify feasible operational or infrastructure mitigation and to allocate its cost. The City also seeks regular coordination on blocked-crossing concerns and prompt notice of major operating changes with implications for public access.

V. Environmental Review, Noise, and Locomotive Activity

Roanoke includes residential areas, public facilities, and waterways near active rail corridors and railroad facilities. Public Works identifies railroad property adjacent to or above streams, including areas around East End Shops and Lick Run/Trout Run. Increased operations, if realized locally, may affect locomotive idling, noise, diesel-related emissions, and the consequences of a railroad incident. City staff report generally effective environmental coordination with Norfolk Southern, including direct communication between the City's Environmental Manager and the railroad's Regional Environmental Manager. The City seeks to preserve that coordination through integration.

The materials assembled for these comments do not quantify locomotive-related particulate exposure in specific Roanoke neighborhoods. The City does not assert that any particular location exceeds applicable air-quality standards. The Board has determined that an environmental impact statement is appropriate for this transaction. The City asks the Board's Office of Environmental Analysis to evaluate, within that process: (1) reasonably foreseeable merger-related changes in traffic and locomotive operations at Roanoke; (2) associated air emissions, noise, and idling; (3) sensitive receptors, such as schools, health facilities, and residences, near affected corridors; and (4) potential effects on adjacent streams and on emergency incident response.

The City requests that the Board consider reasonable mitigation where the analysis identifies significant transaction-related adverse effects, while the railroad maintains its established environmental contacts and response practices.

VI. Railroad Facilities, Employment, and Local Economic Activity

According to the Revised Application references identified by McGuireWoods Consulting, the Shaffers Crossing locomotive shop is listed as a Norfolk Southern mechanical location with approximately 124 employees, and examination of existing mechanical facilities could lead to additional consolidation. The application also discusses potential efficiencies from consolidating pre-plated-panel turnout manufacturing at Little Rock and Roanoke. These statements do not establish that a specific Roanoke facility will close or that identified positions will be lost. They do warrant specific clarification and commitments because they describe consolidation that could move work out of a community. Attachment A identifies the application page references supplied by the City's advisors.

The City asks the Applicants to identify the current operating status of each Roanoke-area facility, including Shaffers Crossing, and to describe any reasonably foreseeable transaction-related changes at each, including consolidation, relocation, or changes in facility use. The City also asks the Applicants to designate a point of contact for discussing community and employment impacts.

The City notes the Applicants' public commitment that every union employee with a job at the time of the merger will continue to have one. Continued employment does not, by itself, address whether that employment remains in the Roanoke Valley. The City therefore asks that this commitment cover work location as well as continued employment. The City also asks the Board to confirm that the employee protective conditions it customarily imposes in control transactions apply to Roanoke-based employees.

Separately, the City requests advance consultation and notice concerning material decisions affecting local railroad operations, facilities, or positions. The notice request is distinct from the request to retain work locally; notice alone would not prevent relocation. The notice process is intended to ensure transparency and local coordination as integration proceeds, not to foreclose legitimate future operational decisions.

VII. Passenger-Rail Coordination

The City values existing passenger-rail access and opportunities to improve service over time. To the extent merger implementation changes freight operations on corridors used by Amtrak service in Roanoke, the City requests that the Applicants coordinate with Amtrak and with the Virginia Department of Rail and Public Transportation to avoid unnecessary adverse effects on passenger reliability, scheduling, and future capacity. The City does not seek passenger infrastructure investments as merger conditions. Its request is limited to preserving existing service and the ability to improve it.

VIII. Requested Conditions, Information Requests, and Public Session

If the Board approves the transaction, the City respectfully requests that approval be conditioned on the following commitments, or that the Applicants make equivalent commitments in the record before the Board decides. These requests address the potential local effects and information needs described in Sections III through VII.

(f) **Local point of contact.** Before closing, designate and maintain named contacts for government relations, emergency management, environmental matters, and operating changes affecting Roanoke.

(g) **Hazardous-materials and emergency information.** Provide Roanoke-specific hazardous-materials and train-movement information to City emergency-planning agencies through a secure process consistent with applicable federal security requirements, and update it when material changes occur.

(h) **Responder training and exercises.** Continue regional rail-incident planning, provide specialized first-responder training, and conduct joint exercises with Roanoke agencies, including on commodities expected to increase in volume.

(i) **Crossing data and mitigation.** Provide baseline and projected train counts, train lengths, and blocked-crossing durations for each Roanoke at-grade crossing on the affected lines, and cooperate with the City and the Virginia Department of Transportation in evaluating and mitigating any merger-related impacts the record demonstrates.

(j) **Facility and employment notice.** Provide at least 180 days' advance written notice before any transaction-related consolidation, relocation, closure, or material change in use of a Roanoke facility. Commit that union and management positions based in Roanoke will not be relocated outside the Roanoke Valley as a result of the transaction without that notice. This notice requirement is separate from the work-location commitment requested in Section VI.

(k) **Environmental evaluation and mitigation.** Provide information and cooperate with the Board's Office of Environmental Analysis in evaluating the Roanoke-specific effects described in Section V. Implement mitigation required by the Board for significant transaction-related adverse effects identified through that review.

(l) **Continuing coordination.** Hold City and railroad coordination meetings at least quarterly during integration to identify and address emerging local issues.

(m) **Passenger rail.** Coordinate with Amtrak and the Virginia Department of Rail and Public Transportation before any change in freight operations that would affect Roanoke passenger service.

The City asks that the Applicants answer the following in their response to comments, due February 16, 2027:

(n) **The source, baseline period, and calculation of the Roanoke District projections described in Section III, including whether the hazardous-materials figure is a daily average.**

(o) **Whether any Roanoke-area yard, intermodal facility, or shop is among the locations the Applicants project will see increased workloads, and the magnitude of those changes.**

(p) **The current operating status of Shaffers Crossing and any reasonably foreseeable transaction-related changes at that location.**

(q) **Projected changes in train length, speed, and frequency on the Roanoke-area lines.**

Public session. The City requests that the Board's public hearing include a session in the Roanoke Valley or, at a minimum, a virtual participation option that allows residents, responders, and local officials to be heard.

The City appreciates the Board's consideration of these local concerns and requests that they be addressed in the merger record and in the environmental review as appropriate. Subject to the Board's procedures and orders, the City intends to supplement these comments as the Applicants respond, the environmental review proceeds, and the record develops, including in response to any preliminary comments of the Department of Justice and the U.S. Department of Transportation due December 3, 2026. The City intends to pursue separate discussions with Norfolk Southern regarding preexisting infrastructure, maintenance, and permitting matters that are not presently shown to result from the proposed transaction.

Respectfully submitted,

CITY OF ROANOKE, VIRGINIA

By: _____

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Dated: November 18, 2026

ATTACHMENT A

Summary of Reported Roanoke District Projections and Facility Information

City of Roanoke, Virginia | Finance Docket No. 36873 | November 18, 2026

This attachment summarizes application references and projections identified by McGuireWoods Consulting in its November 9, 2026 correspondence. The reported traffic percentages are district-level projections, not verified counts within Roanoke's City limits.

Subject	Information reported	Source reference supplied	Context
Shaffers Crossing locomotive shop	Mechanical location with 124 employees; further evaluation could lead to consolidation of mechanical facilities.	Revised Application, filing No. 311221, pp. 1463–1464.	The employee count is not a forecast of job losses; the cited description does not identify a confirmed local closure.
Turnout manufacturing	Potential consolidation of pre-plated-panel turnout manufacturing at Little Rock (Union Pacific) and Roanoke (Norfolk Southern).	Revised Application, filing No. 311221, p. 1489.	Identifies potential consolidation, not its final location, timing, or quantified Roanoke employment effect.
Roanoke District gross tonnage	Approximately 17% projected increase under the proposed merger.	Master Data Tables, September 9, 2026; environmental record EI-34309.	District-level projection, not a 17% increase in train frequency.
Roanoke District hazardous-material carloads	Approximately 13% projected increase in hazardous-material carloads per day under the proposed merger.	Master Data Tables, September 9, 2026; environmental record EI-34309.	District-level projection. The City requests clarification of the baseline, calculation, commodities, and local implications.

Source: McGuireWoods Consulting, "STB Comment Guidance and Examples," November 9, 2026, and the filing references supplied to the City. This attachment is a reference summary; the original tables are not reproduced.

CERTIFICATE OF SERVICE

I hereby certify that on November 17, 2026, a true and correct copy of the foregoing Comments, Requests for Conditions, and Information Requests of the City of Roanoke, Virginia, including Attachment A, was served upon all parties of record in Finance Docket No. 36873 and all other recipients required by the Board's applicable orders, in accordance with 49 C.F.R. § 1104.12, by the following authorized method or methods:

By electronic mail to each party of record that lists an email address on the Board's service list; and

By first-class mail, postage prepaid, to each party of record that does not list an email address on the Board's service list.

Signature:	/s/ Jennifer Crook Braxton
Name:	Jennifer Crook Braxton (VSB No. 87433)
Title / Organization:	Assistant City Attorney, City of Roanoke, Virginia
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Date: November 17, 2026