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BEFORE THE
SURFACE TRANSPORTATION BOARD

FD NO. 36873

UNION PACIFIC CORPORATION AND UNION PACIFIC RAILROAD COMPANY
—CONTROL—
NORFOLK SOUTHERN CORPORATION AND NORFOLK SOUTHERN RAILWAY COMPANY

COMMENTS AND REQUEST FOR CONDITIONS OF THE SOUTHERN CALIFORNIA REGIONAL RAIL AUTHORITY

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Pursuant to 49 U.S.C. § 11325 and Decision No. 30 in the above-captioned proceeding, the Southern California Regional Rail Authority ("SCRRA"), operator of Metrolink regional passenger rail service across Southern California, hereby submits its comments on the proposed merger between Union Pacific Railroad ("UPRR") and Norfolk Southern Railway currently under consideration by the Surface Transportation Board (the "Board") [Docket FD No. 36873], as reflected in the Amended Railroad Control Application filed on April 30, 2026 and supplemented on July 7 and 27, 2026 (collectively, the "Application").

SCRRA maintains that freight and passenger rail service can successfully coexist on shared corridors when all parties adhere to the operating and capital-development protocols set forth in their existing agreements, which can be updated as the circumstances and the parties' relationship evolve. SCRRA has reviewed the Application and is concerned about the impact of the merger on SCRRA's rail network and the quality of regional passenger rail service in Southern California, indisputably a matter of significant public interest, particularly in light of its longstanding shared-use agreements with UPRR. Accordingly, in order to protect the public interest in existing and future passenger rail operations on the

Southern California corridors affected by the merger, SCRRA respectfully requests that any approval of the merger by the Board be accompanied by the imposition upon the Applicants of the conditions set forth below.

SCRRA Provides A Vital Public Service Which Depends On Corridors Shared With UPRR.

SCRRA operates regional Metrolink passenger service on seven lines in Southern California, connecting six counties over a network of more than 500 route miles. Within the SCRRA network:

- Two regional rail lines operate under shared-use agreements at least partially over UPRR-managed and -dispatched tracks:
  - Metrolink's Riverside Line operates across the length of UPRR's Los Angeles Subdivision.
  - Metrolink's Ventura County Line operates across a portion of UPRR's Santa Barbara Subdivision.
- SCRRA manages and dispatches the Metrolink Valley and River Subdivisions, over which UPRR operates intermodal service under shared-use agreements.
- SCRRA manages and dispatches various other subdivisions across its regional network, over which UPRR operates local freight service under shared-use agreements.
- SCRRA and UPRR share interconnections throughout Southern California, and close coordination between both rail operators is required where UPRR owns a portion of the real estate underlying SCRRA's Ventura Subdivision and under a small portion of its San Gabriel Subdivision.

Wherever SCRRA dispatches UPRR trains on SCRRA's network, SCRRA provides UPRR with quality service consistent with the parties' shared-use agreements.

Metrolink's seven lines carry nearly eight million rider trips per year—serving over half a million unique passengers, taking 290 million vehicle-miles off the road, and generating $2.3 billion in

annual economic value. Metrolink service is vital to regional mobility, and the public has a strong interest in its preservation and further development as acknowledged in the federally-required 2024 California State Rail Plan.[1] The Board has recognized that commuter rail is a "vital public service" which must be safeguarded by the Board.[2]

Given the importance of SCRRA's Metrolink service to Southern California and its high degree of interconnection with the UPRR system, SCRRA met with UPRR representatives on three occasions this year to discuss its concerns (outlined below). To date, these concerns remain unresolved, and the conditions proposed herein for adoption by the Board are therefore necessary to protect the public's interest in high-quality regional passenger rail service in Southern California.

More particularly, SCRRA has raised three specific concerns in its discussions with UPRR representatives, which would be exacerbated by the operating and organizational changes described in the Application:

1. Impacts To Metrolink On-Time Performance
2. Treatment Of Metrolink Passenger Service Growth
3. Reduced Responsiveness To Necessary Collaboration

Each concern is addressed in turn immediately below.

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[1] *See* https://dot.ca.gov/-/media/dot-media/programs/rail-mass-transportation/documents/california-state-rail-plan/2024-ca-state-rail-plan-a11y.pdf, at p. III ("An attractive and competitive California requires a 21st century transportation system, and the California State Transportation Agency (CalSTA) envisions passenger rail as the backbone of mobility for all people across our great state.").

[2] *See Commuter Rail Div. of the Reg'l Transp. Auth. d/b/a Metra-Terminal Trackage Rts.-Union Pac. R.R. Co.*, No. FD 36844, 2025 WL 2549366 at 22 (Sep. 2, 2025), vacated on other grounds and remanded by *Union Pac. R.R. Co. v. Surface Transp. Bd.*, 191 F.4th 585 (8th Cir. 2026).

Impacts To Metrolink On-Time Performance

SCRRA's foremost concern with the proposed merger is the expected impact on Metrolink train on-time performance ("OTP"). The Application projects more freight train counts, longer freight trains, and dispatching pressures created by the introduction of new intermodal lanes in Southern California, and these changes, individually and cumulatively, are likely to degrade Metrolink passenger OTP if not mitigated. Such degradation in service quality is contrary to the public interest.

Metrolink's Riverside Line operates principally on UPRR's Los Angeles Subdivision transcontinental mainline and is the Metrolink line most exposed to increased freight train traffic from the merger. The Application forecasts an average of six additional freight trains daily through Pomona, where the Alhambra and Los Angeles Subdivisions overlap for about nine miles.[3] It also forecasts longer trains.

Historically, increases in UPRR train volumes and train lengths have caused Metrolink's OTP to suffer. The Metrolink Riverside Line OTP decreases seasonally by more than ten percentage points due to freight train congestion in the summer and fall months—when UPRR's freight volumes increase in advance of the holiday season. Longer trains create additional challenges when they extend past sidings, over Control Points, or into station limits. Long and slow-moving trains entering or exiting UPRR's Los Angeles Intermodal Terminal sometimes extend into and block the passenger crossings at Metrolink's Montebello/Commerce station two miles away, causing both significant delays and extreme

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[3] SCRRA derives six additional freight trains through Pomona as four trains on the Alhambra Subdivision and two on the Los Angeles Subdivision. These two subdivisions combine through the city of Pomona before separating on either side. Appendix Volume 2 (at page 316 #762) refers to "four trains per day between North Pomona and West Colton, California" on what appears to be the Alhambra Subdivision (based on the routing of the Amtrak Sunset Limited), and (at page 777 #353) to "two trains per day only between Pomona, California, and Soto St. Jct, California" on what appears to be the Los Angeles Subdivision (based on the routing of the Metrolink Riverside Line). However, whether it is six additional trains, or more than six or fewer than six, it is undisputed that more trains will be added and there will be an adverse impact.

inconvenience to passengers. Given the Application's forecast of more and longer trains, and the impacts of seasonal increases to date, it is an open question whether the Application's projected transaction-related growth could ever be accommodated with current processes and the existing rail network. What is certain, however, is that the Application provides no basis for believing that such an accommodation is likely.

Indeed, the existing congestion conditions do not even appear to have been the subject of an operational analysis of the merger's impacts to passenger services. The supplemental material filed by UPRR in response to the Board's request contained a statistical analysis performed by an economist, but it included a confounding variable of seasonality, which appears to have had the effect of reducing the statistical significance of freight volume impacts to passenger performance. The economist's approach masks the very merger-related effect which should be considered by the Board.

In addition, the Application's assertion of significant unused capacity in the relevant Southern California corridors does not appear to have been tested using industry-standard rail operation simulations, such as Rail Traffic Controller (RTC) modeling. The capacity assertion, moreover, appears to rest on 24-hour operations rather than on capacity during peak or optimal periods for both passenger and freight rail. SCRRA urges the Board to impose conditions on any merger approval requiring that host-responsible OTP at least be maintained at pre-merger levels on shared-use corridors anticipated to experience freight rail growth associated with the merger.

The Application currently does not add any new protections for quality passenger service and instead appears to rely on existing dispatching practices and protocols which have resulted in substandard OTP for Metrolink passenger trains in the past. The Application asserts in the Service Assurance Plan that UPRR currently trains and instructs its dispatchers to prioritize passenger trains. But, in SCRRA's experience, when UPRR dispatches trains over UPRR territory, freight trains often appear to receive priority, despite shared-use agreements affording passenger trains priority during peak

commuter hours. The Application similarly describes communication protocols for passenger delays that are inconsistent with SCRRA experience over multiple years of seeking to improve OTP on UPRR-dispatched shared-use routes in Southern California. Further, the Application's descriptions of proposed processes for evaluating performance or potential impacts to passenger service remain vague and non-committal. SCRRA recommends that the Board require UPRR to replace terms such as "consider"[4] and "expect"[5] with more definitive terms such as "ensure" and "will."

Given the proposed merger's emphasis on creating new priority intermodal lanes on transcontinental routes connecting Western and Eastern markets, SCRRA is concerned that, unless clear dispatching priority requirements for passenger trains are enforced, UPRR managers and dispatchers will inevitably face pressure to prioritize freight rail benefits over passenger rail obligations—resulting in negative impacts to passenger OTP and harm to the vital public interest in regional passenger rail service. SCRRA believes that passenger reliability could be insulated against the Applicants' desired merger-related growth, however, if effective conditions are imposed by the Board.

Treatment Of Metrolink Passenger Growth

The Application also does not adequately account for future expansion of passenger service by Metrolink, especially with respect to existing but currently underutilized passenger service rights in existing shared-use agreements. As the population in the Southern California region continues to grow and more families find housing in the outer areas of the Metrolink network, preserving Metrolink's ability to expand its service and provide timely, reliable service for additional passengers is in the public interest.

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4 *See* Appendix Volume 2, page 1073 #509, for an example.

5 *See* Appendix Volume 2, page 1074 #512, for an example.

Indeed, Metrolink currently has contractual rights to operate additional passenger trains on the Riverside Line, and operated more service than at present before the 2019 COVID pandemic. The Application does not analyze the contractual level of passenger service or the possibility of further growth. It only looks at "current" service levels.

The Applicants state that significant capacity over their lines will remain unused even with merger-induced growth. The Applicants and the Board should recognize and affirm Metrolink's existing right to increase service above current levels as well the prospect for and benefit of further growth in the future, and establish a framework which permits such growth in the future while also supporting the Applicants' desired increase in freight traffic.

Reduced Responsiveness To Necessary Collaboration

Lastly, SCRRA is concerned that planned administrative workforce consolidation will slow or impede the combined railroad's responsiveness and collaboration with public agencies responsible for passenger rail service and improvements, and thus increase the costs for necessary publicly funded maintenance and improvement projects in shared corridors. Such administrative workforce "rationalizations" often accompany corporate mergers between entities with overlapping administrative workforces. SCRRA's particular concern is the merged entity's ability to effectively collaborate on the shared network in Southern California. SCRRA and UPRR's networks are closely intertwined, with many direct connections, several parallel and adjacent subdivisions, and cases where SCRRA subdivisions traverse property partially or fully owned by UPRR. This requires close collaboration and sometimes complicated review and approvals for even routine maintenance. If the combined railroad consolidates the functions key to that collaboration, leaving remaining staff responsible for a larger nationwide network, SCRRA is concerned that the necessary collaboration may degrade, resulting in significant delays or higher costs to publicly funded improvement projects on shared corridors.

With agreed-to conditions and protocols, including the setting of minimum response times and the simplifying of current processes, SCRRA believes these disruptions can be avoided while permitting the Applicants to achieve their desired efficiencies.

Engagement with UPRR

SCRRA met with UPRR on January 21, September 30, and November 16, 2026 to discuss the merger and SCRRA's concerns. SCRRA shared the three main concerns (described above) with UPRR in the September meeting. SCRRA welcomes continued dialogue with UPRR to address SCRRA's concerns and will inform the Board if the parties reach agreement on any protections for the passenger rail service provided by SCRRA.

Proposed Conditions

In reviewing a merger of two Class I railroads, the Board must determine whether the transaction is consistent with the public interest, considering "the effect of the proposed transaction on the adequacy of transportation to the public." 49 U.S.C. § 11324(b)(1), (c). The Board must ensure that essential passenger and commuter rail services are preserved wherever feasible, 49 C.F.R. § 1180.1(c)(2)(ii), and applicants must detail anticipated impacts on commuter services, 49 C.F.R. § 1180.8(b)(2), and describe "definitively" how they will continue to facilitate those operations, 49 C.F.R. § 1180.10(b). The Board may impose conditions to mitigate or offset harm to the public interest, 49 U.S.C. § 11324(c); 49 C.F.R. § 1180.1(d), and has "extraordinarily broad discretion" in doing so. *Commuter Rail Div. of the Reg'l Transp. Auth. v. STB*, 608 F.3d 24, 31 (D.C. Cir. 2010).

SCRRA urges the Board to develop concrete conditions and protections that address SCRRA's concerns as part of any approval of the merger—conditions which protect the public interest in commuter and regional passenger rail service. In particular, SCRRA requests the Board to impose the following conditions:

1. **Requested Condition #1 – Protect Existing And Contracted Metrolink Service**: The Board should direct the Applicants to confer with SCRRA and develop a plan to ensure that existing commuter rail services, being operated on the Applicants' Los Angeles and Alhambra Subdivisions by agreement,[6] will not be subject to any transaction-related degradation. This protection should include additional commuter rail services already afforded by the subject agreements but not currently in operation, as well as enforcement of the operating priorities set forth in those agreements. These negotiations should be subject to specified time frames and Board-directed outcomes if the parties fail to reach agreement within the allocated time.

2. **Requested Condition #2 – Plan For Metrolink Service Expansion And Require Robust Modeling**: The Board should direct the Applicants to confer with SCRRA on a plan to improve, and a framework to expand, commuter services on the Los Angeles and Alhambra Subdivisions. SCRRA and the Applicants should also be directed to confer and agree upon a process to analyze the impacts of transaction-related additions of Applicants' freight service on those plans for future expansion of commuter service. The Applicants should be directed to use RTC or other operational simulation models in that analysis and to share model inputs and outputs with SCRRA or its consultants in a confidential manner. These negotiations should be subject to specified time frames and Board-directed outcomes if the parties fail to reach agreement within the allocated time.

3. **Requested Condition #3 – Establish Objective Project Review Timelines**: The Board should direct the Applicants and SCRRA to develop objective timelines for review and approval of designs, construction and issuing of permits for projects on Applicants' owned or

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[6] Relevant agreements include the Riverside Operating Agreement dated December 3, 1991 between UPRR and LACTC (now LACMTA); Supplement Agreement to Riverside Operating Agreement dated March 19, 1994 between UPRR and LACMTA; and Riverside Nonexclusive Lease of Railroad Facilities dated December 3, 1991 between UPRR and LACTC (now LACMTA).

partially-owned properties for which SCRRA has existing shared-use agreements. These negotiations should be subject to specified time frames and Board directed outcomes if the parties fail to reach agreement within the allocated time.

4. **Requested Condition #4 – Performance Monitoring and Reporting**: For a minimum of ten years after transaction approval, the Board should require the Applicants to provide SCRRA and the Board with regular reports sufficient to identify transaction-related effects on SCRRA's passenger service. The reports should include on-time performance, delay minutes and causes, freight-train interference, terminal holds, blocked or occupied main tracks, blocked at-grade crossings, slow orders, maintenance windows, dispatching conflicts, and compliance with agreed passenger operating windows.

5. **Requested Condition #5 – Continuing Oversight And Enforcement**: The Board should retain jurisdiction for at least ten years to enforce these conditions and address any material, transaction-related degradation of commuter rail service. During that period, SCRRA should be permitted to petition the Board for expedited relief upon a showing that merger-related traffic, terminal operations, dispatching practices, or noncompliance with an imposed condition has materially impaired existing or planned passenger service.

CONCLUSION

For the reasons outlined above, SCRRA respectfully requests that the Board only approve the merger if it imposes the requested conditions.

Respectfully Submitted,

SOUTHERN CALIFORNIA REGIONAL RAIL AUTHORITY

/s/ Chris A. Hollinger

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Date: November 18, 2026

CERTIFICATE OF SERVICE

I hereby certify that on the 18th day of November 2026, I caused the foregoing Comments And Request For Conditions of the Southern California Regional Rail Authority to be served via e-mail on all parties of record in this proceeding.

Dated: November 18, 2026.

By: */s/ Chris A. Hollinger*

Chris A. Hollinger