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Surface Transportation Board
395 E Street SW
Washington, DC 20423-0001

RE: Docket No. FD 36873 – Union Pacific Corporation and Union Pacific Railroad Company – Control – Norfolk Southern Corporation and Norfolk Southern Railway Company

Dear Members of the Surface Transportation Board,

On behalf of the City of Cleveland, I write to offer our comments regarding the proposed acquisition of Norfolk Southern Corporation by Union Pacific Corporation.

The City of Cleveland is a major freight rail center, with active rail corridors passing through and adjacent to residential neighborhoods, employment centers, industrial areas, and critical transportation infrastructure. Given Cleveland's position within the national freight rail network, the City has a strong interest in the proposed merger.

We see both opportunity for increased connectivity and operational efficiency, as well as the need to consider potential impacts and ensure protections for our community. We ask that the Board consider our concerns regarding infrastructure, costs, jobs, environmental harms, passenger rail service, and ongoing communication.

1. **Infrastructure**. We request commitments for investment in deteriorating and aging infrastructure due to increased traffic. Our community requests specific and enforceable provisions related to capital investment, infrastructure repairs (i.e. crumbling overpass bridges), rail safety, and the preservation and expansion of access for passenger rail users.
2. **Costs**. We are concerned about rising costs with few or no alternatives. A merger that eliminates competition could result in higher rates to shippers, which would then trickle down to constituents who would be impacted by higher prices. We request examination of viable alternatives, and if none exist, commitments to ensure customers are protected.
3. **Jobs**. We are concerned about the impact of a merger on local jobs. If jobs are moved or eliminated, workers may have to relocate, possibly out of state, setting up a choice between their family and their paycheck. We request commitments to maintain local jobs without the need for relocation.
4. **Environmental harm mitigation**. We request a commitment to ensuring that potentially harmful byproducts – air quality impacts, noise and vibrations, hazardous materials, and affects of blocked crossings – be mitigated for those located in neighborhoods closest to the infrastructure. We are most concerned about air quality impacts from emissions, idling,

and activity at rail yards and other facilities, noise and vibrations associated with train traffic, switching activity, idling, or other operational changes, and changes to the volume, type, or routing of hazardous materials transported through Cleveland and any associated implications for public safety, emergency preparedness, and response. Moreover, we request mitigation of the effects of changes in train frequency or length regarding roadway operations and the duration of blocked crossings, including potential effects on motorists, pedestrians, and bicyclists, as well as access and response times for police, fire, and emergency medical services.

5. **Passenger rail service**. We request partnership in the prioritization and development of current and future passenger rail service. Cleveland is centrally located and there is interest in expanding our passenger rail service to adjacent regions such as Buffalo and Pittsburgh to the east, Chicago and Detroit to the west, and Columbus and Cincinnati to the south. We request partnership in ensuring passenger rail service is predictable, efficient, safe, and timely. Additionally, we request that passenger rail service not be subjected to delays behind freight traffic. We also request that the Board make, as an enforceable commitment as part of any merger, a clear and transparent process for requesting additional passenger rail service.
6. **Communication**. We request ongoing, meaningful communication and a commitment to a strong working relationship with representatives from the City of Cleveland, as well as other regional partners. Timely communication regarding infrastructure improvements and repairs, operational changes, and anticipated construction work will help to build a relationship based on trust and mutual benefits. We stand ready to work with the proposed railroad and our constituent communities to cooperatively develop solutions that work for all stakeholders.

Cleveland recognizes the important role freight rail plays in supporting the regional and national economy, including the movement of goods and the economic activity that depends on a reliable freight network. We appreciate the Board's consideration of Cleveland's comments. We look forward to continuing to work constructively with the Board, the Applicants, and other stakeholders. If you have any questions, please contact the City of Cleveland's Chief of Government Affairs, Mike Culp, at mculp@clevelandohio.gov.

Sincerely,

Martin J. Keane
Chief Operating Officer | City of Cleveland

CC: Parties of Record