Chicago Metropolitan Agency for Planning

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Chairman Patrick J. Fuchs
Vice-Chair Michelle A. Schultz
Members Karen J. Hedlund and Richard J. Kloster
Surface Transportation Board
395 E Street SW, Washington, DC 20423

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

Dear Chairman Fuchs, Vice-Chair Schultz, and Members Hedlund and Kloster:

Thank you for the opportunity to comment on the proposed acquisition of the Norfolk Southern Railway (NS) by the Union Pacific Railroad (UP).

The Chicago Metropolitan Agency for Planning (CMAP) is the federally designated metropolitan planning organization for northeastern Illinois. In support of our mission, we ensure that freight-system development benefits our region's shippers, our transportation system, and our communities. We recognize that freight is an essential part of our region's economy and transportation system. However, freight operations impose costs on communities, with consequences for safety, mobility, and public health, all of which must be safeguarded. The UP must commit to meaningful capital investments and other measures in northeastern Illinois to offset the impacts of the proposed acquisition.

We do not take a position on the merits of the application. However, the Surface Transportation Board (STB) must establish conditions to ensure that the merger serves the public interest. If the STB approves the transaction, we urge the Board to impose at least the following conditions:

Board Members
Gerald Bennett, Chair
Frank Beal
Matthew Brolley
Jada Curry
Gary Grasso
Paul Hoefert
Nina Idemudia
John Noak
Richard Reinbold
Nancy Rotering
Joanna Ruiz
Carolyn Schofield
Anne Sheahan
Matthew Walsh
Jung Yoon

Non-voting Members
Abolfazl Mohammadian

Executive Director
Erin Aleman

(1) Right-size the applicants' physical footprint in the Chicago region

Property exchange in support of Metra commuter rail operations.
The Northeast Illinois Railroad Corporation, dba Metra, operates commuter trains on several rail lines in the Chicago region, including the UP's Kenosha, Harvard, and Geneva Subdivisions. There is very little freight volume on these lines; UP obtains little or no benefit from owning these properties that could not be obtained through trackage rights. On the other hand, Metra obtains little or no benefit from having to work with UP on everything from daily operations to planned track and infrastructure improvements. Should UP and NS combine, these existing inefficiencies could be compounded by the merger. To the extent feasible, Metra should be insulated from the negative impacts of the merger. To this end, we request a condition that UP establish a structured process for the preservation or negotiated public acquisition of the railroad assets associated with all or part of the lines laid out below:

- **Kenosha Subdivision** hosts Metra's UP North passenger trains. For the entire length of Metra's passenger service on this line, expected freight train counts in the growth plan are less than one per day. By comparison, passenger trains per day total between 18 and 58. Supporting data include the following excerpted train counts from UP's updated master data table:

Corridor name	Start city	End city	Year 5 freight trains per day with transaction including locals	Average current passenger trains per day	Year 5 total trains per day with transaction including locals
10243-KENOSHA SUB	Kenosha	Waukegan	0.01	18.29	18.30
10244-KENOSHA SUB	Waukegan	Lake Bluff	0.32	45.57	45.89
10245-KENOSHA SUB	Lake Bluff	Winnetka	0.01*	50.28*	50.29*
10246-KENOSHA SUB	Winnetka	Clybourn Chicago	0.01	58.43	58.44

*From revised application.
Source: UP-NS response to the Office of Environmental Analysis (OEA) for errata filing – master data table – rail line segments, STB Docket FD 36873, July 27, 2026.

- **Harvard Subdivision** hosts Metra's UP Northwest passenger trains. From Harvard to Deval (in Des Plaines, IL), expected freight train counts in the growth plan are approximately two per day. From Deval to Lake Street, the expected number of freight trains per day is near zero. By comparison, passenger trains per day total between 24 and 109. Supporting data include the following excerpted train counts from UP's updated master data table:

Corridor name	Start city	End city	Year 5 freight trains per day with transaction including locals	Average current passenger trains per day	Year 5 total trains per day with transaction including locals
10321-HARVARD SUB	Harvard	Crystal Lake	2.32	23.86	26.18
10322-HARVARD SUB	Crystal Lake	Barrington	2.14	47.85	45.71
10323-HARVARD SUB	Barrington	Deval	1.41	54.29	55.70
10324-HARVARD SUB	Deval	Clybourn Chicago	0.10	60.72	60.82
12037 – OTHER CLYBOURN CHICAGO – CHICAGO LAKE ST	Clybourn Chicago	Chicago Lake Street	0.01*	109.44*	109.45*

*From revised application.
Source: UP-NS response to the OEA for errata filing – master data table – rail line segments, STB Docket FD 36873, July 27, 2026.

- **Geneva Subdivision** hosts Metra's UP West passenger trains. For the short segment from Kedzie to Clinton Street (in Chicago, IL), expected freight train counts in the growth plan are only about one train per day. By comparison, passenger trains per day total 47. Supporting data include the following excerpted train counts from UP's updated master data table:

Corridor name	Start city	End city	Year 5 freight trains per day with transaction including locals	Average current passenger trains per day	Year 5 total trains per day with transaction including locals
10234-GENEVA SUB	Kedzie	Chicago Clinton Street	0.97	46.86	47.83

Source: UP-NS response to the OEA for errata filing – master data table – rail line segments, STB Docket FD 36873, July 27, 2026.

(2) Ensure that the economic benefits of the merger accrue to shippers, not just the railroads

Many of our region's industries are rail shippers. Historically, with multiple railroads serving our region, this has meant more options for shippers in national and international markets. The merger will reduce shippers' options. The STB must establish mechanisms to maintain and improve competition and choice.

UP argues that, as a result of reducing the number of railroads that shippers need to work with, there will be operational efficiencies. However, those efficiencies may accrue largely to the Union Pacific Railroad. In the long run, a merged railroad may cost less to operate; that anyone aside from the Union Pacific will benefit is not guaranteed.

The STB should establish enforceable conditions to level the playing field, including: open access for alternative rail operators, with trackage and haulage rights over the entire UP system.

(3) Facilitate public projects

Public projects in our region benefit railroads and other stakeholders by eliminating conflicts at rail crossings, reducing trespassing, and improving infrastructure and track crossing conditions. UP's practices of contracting out engineering services for public projects and charging fees to local agencies to begin project development discourage such projects. Working directly with UP staff is more effective for solving problems.

If the STB approves UP's merger application, the following conditions should be placed on the merged railroad:

- UP shall maintain an in-house engineering program for public projects. UP's in-house engineering program staff should serve as the point of contact for public projects.
- UP shall not charge fees for its participation in engineering processes for any activities.
- Upon request by a government agency, UP shall provide railroad field data for crossing improvement projects, including records of gate-down durations, gate malfunctions, gate strikes by highway vehicles, and Emergency Notification System calls. Such data is often necessary to establish the purpose and need for an improvement.
- Upon request by a government agency, UP shall provide bridge inspection reports for UP-owned bridges, consistent with National Bridge Inspection Standards, including substructure and superstructure evaluations. Such information may be necessary for undercrossing improvement projects and for larger projects involving existing railroad bridges.

(4) Improve UP's blocked-crossing plan

Notwithstanding the need or lack thereof for mitigation solely as a consequence of the proposed transaction, the proposed Blocked Crossing Plan is not adequate to ensure the health, safety, or welfare of residents along UP rail corridors.[1] The STB recently issued a policy statement asserting preemption of the ICC Termination Act over local and state jurisdictions' exercise of police powers over blocked crossings.[2] With our communities unable to protect the public interest from excessive railroad-related delays, the plan must address excessive gate-down durations at highway-rail crossings to better balance

[1] Union Pacific Corporation and Union Pacific Railroad Company, Norfolk Southern Corporation and Norfolk Southern Railway Company, "Information on measures to address potentially blocked crossings as a result of merger-related changes in operations or increase in rail traffic," STB Docket FD 36873, April 30, 2026, https://dcms-external.s3.amazonaws.com/DCMS_External_PROD/1778704426696/EI-34241.pdf.

[2] STB, "Policy statement on jurisdiction and preemption under the ICC Termination Act," STB Docket EP 791, November 9, 2026, https://dcms-external.s3.amazonaws.com/DCMS_External_PROD/1794238213258/53040.pdf.

the benefits of the rail merger with impacts of rail activities where those impacts already occur.

With local communities unable to act, the STB must act. In a previous rail transaction affecting the Chicago region — Canadian National's acquisition of the Elgin Joliet and Eastern Railway (STB FD 35087) — the STB directed the collection of gate-down incidents with a duration of 10 minutes or more during an extended monitoring period from December 2011 to August 2016. There were 76,188 such events exceeding 10 minutes,[3] with gate-down durations as long as 35 hours. However, the STB did not act on this data. For the UP-NS transaction, the STB must better address the public interest and support the following conditions:

- Upon request by a government agency, school, or hospital, a roadway functionally classed as a major collector or above may be designated as a "911 critical crossing." Whenever crossing gates at a location identified as a 911 critical crossing are down for a duration of more than 10 minutes, UP should immediately notify the requesting agency by email and should notify the requesting agency again by email when the crossing is open.
- If the gate-down duration for a 911 critical crossing exceeds 30 minutes, the UP should place liquidated damages[4] in the sum of $2,637.50[5] into an escrow account for that 30-minute period and for each additional 30-minute period, or portion thereof, that the gates are down (or lights are flashing, where gates are not present). Liquidated damages would be assessed regardless of whether the crossing is occupied by a moving train, a standing train, or is not occupied by a train (e.g., when a train stops short of the crossing but is still close enough for the crossing to be closed).
- Any liquidated damages will be kept by the state transportation agency (or equivalent) in escrow and used solely for highway-rail crossing separations at UP highway-rail crossings. The metropolitan planning organization, where applicable,

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[3] The STB's monitoring website is archived at https://web.archive.org/web/20161025113852/http://stbfinancedocket35087.com/html/monthlyreports.html.

[4] Liquidated damages are not a penalty but a reasonable estimate of the harm. For this condition, liquidated damages are applied to funding an improvement to eliminate future harm and the need for further liquidated damage assessments.

[5] Conservatively, these damages can be estimated as:

$$D = \frac{AADT}{48} * \frac{\text{Hourly Value}}{2}, \text{where}$$

D is the damage estimate for a 30-minute period
AADT is the annual average daily traffic volume
Hourly Value is the value of time for one hour

Using AADT = 12000 (daily highway-traffic volume for a typical minor arterial)
Hourly Value = $21.10 (FHWA benefit-cost analysis, 2025 value of travel time savings – all purposes)
D= $2,637.50

This calculation is based on average conditions. The STB could specify factors in this calculation to match specific site conditions, at the expense of more complexity.

and state transportation agency will jointly program funds from the escrow account in consultation with the UP. The amount paid by the UP into this escrow will count as railroad matching share for such improvements.

- The STB should establish a maximum amount of liquidated damages held in escrow for each site and may vary that amount by the crossing's highway functional classification.

(5) <u>Address priority highway-rail and rail-rail crossings</u>

CMAP identifies priority highway-rail and rail-rail crossings as part of our freight-system planning activities. Priorities are substantiated by the following:

- An estimate of motorist delays on weekdays based on train volumes (passenger and freight), highway-traffic volumes, and roadway geometry (pedestrian volumes are not available). Factors were developed through field data collection, including video data to determine gate-down durations;
- A comprehensive database of rail collisions with highway vehicles and pedestrians stretching from 2012 to 2025, including trespassing casualty data;
- An analysis of high-resolution Nearmap aerial images to identify crossings with frequent closures; and
- A recent survey of municipal and county governments focused on addressing highway-rail crossing safety.

The STB must impose conditions to ensure that the proposed transaction does not negatively affect performance at the priority crossings identified below. Potential methods to address priority crossings include:

- Front-end funding of an escrow account established for such purposes;
- 911 critical crossing identification and performance-based funding of an escrow account, as described above;
- Increased UP funding participation for priority crossings (following the CN/EJE precedent); and/or
- Crossing performance standards established by STB with monitoring and consequences as appropriate.

Priority crossing locations in northeastern Illinois include:

- **IL 171 1st Avenue Highway-Rail Grade Separation (Cook County/Maywood: CREATE Project GS12).** IL 171 1st Avenue is a principal arterial and a part of the National Highway System. At the UP railroad crossing, the most recent annual average daily traffic (AADT) is 25,400, with 1,725 trucks per day (www.gettingaroundillinois.com). At this crossing, UP reports in its master table (EI-34263) that the number of freight trains is forecasted to rise from 20.57 in the base plan to 35.25. *This same table also indicates 46.86 transit trains per day, but in fact the current schedule for the Metra UP-W line shows 58 revenue trains per weekday passing through or stopping at the nearby Maywood Metra Station (https://schedules.metrarail.com/pdf/UP-W.pdf).* Motorist delay estimates by scenario follow:

Scenario	Motorist delay in hours, average weekday
UP base case	179.62
UP growth plan	286.87

Source: CMAP estimate. This *differs from* or is *consistent with* previously published 2023 CMAP estimates in the following ways: (a) *traffic volume* updated to 2025 AADT of 25,400 from the previous 23,800; (b) *freight trains per day from UP Base (21) and Growth (35)* plans; (c) *Metra trains per day corrected from the UP's report of 47 to 58*, to reflect Metra's current weekday schedule; and (d) gate-down durations changed *from the regional average of 6:41 to 3:55 for the UP Base and to 4:48 for the UP growth plan* (derived from the Master Data Table Locomotive, Consist, and Track report EI-34415). The UP Base Case gate-down duration is consistent with CMAP field data collected for the 1st Avenue site in 2024.

    - As seen in the table above, the best revised estimate of delay under current circumstances is 179.86 hours of motorist delay per weekday, which would rank the crossing 26th in the region. Under the UP growth scenario, with more trains and longer trains, motorist delay would increase to 286.87 hours per weekday, ranking the crossing 4th in the region. Master Data Table Locomotive, Consist, and Track report EI-34415 shows a maximum train length of 8,900 feet for segment 10235.

    - The STB should establish this 8,900-foot maximum trailing train length as a condition of the transaction. As part of the Office of Environmental Analysis (OEA) environmental review process, additional mitigation should also be considered at this busy National Highway System crossing.

- **Brighton Park Crossing (Cook County/Chicago: Site of proposed CREATE Project P5).** The Metra Heritage Corridor and the Amtrak Illinois Service cross segment 12702 at Brighton Park. The length and number of UP trains will increase on this segment, requiring mitigation. Table EI-34415 (Master Data Table – Locomotives, Consists and Track) indicates an average speed on this segment of just 8.9 miles per hour and an increase in train length from 7,266 to 8,450 feet, meaning that moving trains would occupy the crossing for more than 10 minutes. The STB needs to ensure that Metra and Amtrak passenger trains are not delayed at this diamond crossing.

Master Data Table Locomotive, Consist, and Track report EI-34415 shows a maximum train length for this segment 12702 of 8,450 feet.

  - The STB should establish this 8,450-foot maximum trailing train length as a condition of the transaction unless and until a flyover is built at this location consistent with CREATE Project P5. The STB should also, as a condition of the transaction, prohibit UP trains from stopping over this crossing and/or blocking it, with liquidated damages assessed for train-passenger and train-crew delay if Amtrak or Metra trains are delayed because the crossing is occupied by UP trains for more than 10 minutes.

- **Rock Island Connection (Cook County/Chicago: CREATE Project P2).** The current routing of Metra's Southwest Service will present conflicts with the UP's growth plan for longer and more numerous trains. CREATE Project P2 will address these increasing conflicts by moving Southwest Service trains to Metra's Rock Island District.
  - The STB should require UP participation in CREATE Project P2.
- **Winfield Road (DuPage County/Winfield, site of Central DuPage Hospital).** Winfield Road, crossing 174964H in DuPage County, is on segment 10236. Winfield Road is functionally classed as a minor arterial with an AADT of 12,600. This crossing is a major concern because of its proximity to Central DuPage Hospital, as well as the police department adjacent to the crossing. The maximum trailing train length in the Locomotives, Consists, and Track report, EI-34415, is 7,992 feet, while the speed is 17 mph. This would mean a maximum train occupancy of about five minutes.
  - As a condition of the transaction, the STB should establish 7,992 feet as the maximum trailing train length and prohibit UP from occupying the crossing for more than 10 minutes.
- **Washington Street (DuPage County/West Chicago, site of West Chicago interlocking/Canadian National).** The Washington Street crossing, 174973G in DuPage County, is a concern because of its complexity. Washington Street is functionally classed as a minor arterial with an AADT of 9,950. It is a designated Class II truck route. It is adjacent to the Washington Street crossing of the CN (260541T), the UP crossing of the CN (West Chicago), and is close to the UP's auto terminal in West Chicago. This crossing is at the edge of segment 10236 (described above).
  - As a condition of the transaction, the STB should establish 7,992 feet as the maximum trailing train length and prohibit UP from occupying the crossing for more than 10 minutes. The STB should also require UP to contribute to a grade separation at this location.

- **Morgan Street/Racine Avenue (Cook County/Chicago: CREATE Project GS3a).** Morgan Street (243177N) is functionally classed as a local street, with an AADT of 1,800. Racine Avenue (243205P) is functionally classed as a minor collector with an AADT of 2,450. Morgan Street provides access from Pershing Road, a National Highway System route, to the industrial park on the site of Chicago's former stockyards (Racine Avenue is separated from Pershing Road, with limited access). The crossings are on segment 12754, lying between the Ashland Yard and CP 518 on the former CR&I industrial track. According to UP submittals, the post-acquisition average (and maximum) trailing train length in the Locomotives, Consists, and Track report, EI-34415, is 5,739 feet, while the speed is 23 mph.
    - CMAP collected data regarding these crossings. Forty-two Nearmap high-resolution aerial images from 2014 to 2026 showed that the gates on Morgan Street were closed for 33% of observations. The 42 observations on Racine Avenue showed a gate-down rate of 39.5%. Together, these are the highest and third-highest rates of gate-closure observations in the region. In addition, a 2019 24-hour video-based tabulation of train activity showed that, among other trains, one train blocked the Morgan Street crossing from 5:47 p.m. to 10:12 p.m. — almost four-and-a-half hours. Another train closed the crossing from 9:33 p.m. to 11:01 p.m., so the crossing was not open when the first train cleared. Overall, during the 24-hour observation period, 6 trains closed the crossing for more than 10 minutes each. Because Morgan provides a unique route from nearby neighborhoods to job locations, people were observed climbing over and under the trains at the crossing when it was closed. CMAP is deeply concerned about this location. These crossings need to remain clear, and crossing gate-down durations must not be unreasonable.
    - As a condition of the transaction, the STB should limit the maximum trailing train length to 5,739 feet and limit gate-down durations to 10 minutes. The STB should also require UP financial participation in CREATE Project GS3a, Morgan Street Grade Separation.
- **Kedzie Interlocking (Cook County/Chicago, where Metra's UP West line meets Rockwell Subdivision).** Kedzie is where UP freight trains will diverge from the UP-West Metra trains to the Rockwell Subdivision. Because Metra trains will be sharing this freight route and crossing trains to and from the Rockwell Subdivision, UP trains must not occupy this interlocking for unreasonable periods. The Rockwell Subdivision is segment 11985. For this segment, in the Master Data Table – Locomotives, Consists, and Track, the post-acquisition maximum trailing train length is 8,065 feet, and the speed is 8.9 mph, yielding a train occupancy time of more than 10 minutes.
    - CMAP requests that the STB establish 8,065 feet as the maximum trailing train length and that Metra delays be limited to 10 minutes.

(6) Mitigation requested through the OEA process

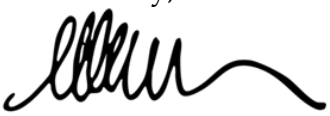
As part of the OEA process, CMAP will request the following mitigation measures:

- **Pavement rehabilitation for intermodal connectors.** Additional trucks using the Global II Intermodal Terminal, the 47th Street Intermodal Terminal, and the Chicago Mixing Center autoload terminal in Hegewisch will accelerate pavement deterioration. CMAP requests UP financial participation for pavement maintenance for affected roadways.
- **Air quality monitoring.** Additional trucks and locomotives will negatively impact air quality. CMAP requests an air-quality monitoring program for affected routes.
- **Idling reduction.** Truck emission controls are much less effective in an idling environment. CMAP requests that an idling reduction and mitigation program be put in place at locations where truck volumes would increase as a result of the transaction.
- **Preserve capacity for regional rail.** Pursuant to Illinois Public Act 104-0457, the Northern Illinois Transit Authority will soon adopt new service standards, which must include the transition from commuter rail to a regional rail service pattern or the retention of commuter rail with additional regional rail service. To support this transition, Metra is evaluating plans for regional rail operations and has recently released a draft Systemwide Network Plan. CMAP requests that the STB require UP to accommodate regional rail service in northeastern Illinois and consider impacts of UP trains on Metra segments and Metra crossings on the UP system.
- **Tier 4 Locomotive Emissions Program.** CMAP supports the rail industry's efforts to modernize locomotive fleets with clean-air technology. CMAP requests mitigation to enforce an average Tier 4 emissions standard for segments with an air quality impact.
- **Accelerate tanker fleet upgrades.** CMAP supports the rail industry's efforts to modernize tanker-car fleets with tankers more resistant to leaks, spills, punctures, fires, and explosions. CMAP requests mitigation to accelerate the rollout of these safer cars.
- **Minimize hazardous materials risks.** Consistent with previous UP requests, CMAP requests mitigation to route toxic inhalation hazards around the Chicago metropolitan area or to permit UP to refuse shipments through high-population areas when shorter and safer routes are available.
- **Fund Operation Lifesaver.** CMAP supports rail industry efforts to inform motorists, students, local community groups, local agencies, and others about rail safety, through a shared-responsibility model. CMAP recommends mitigation to increase funding for Operation Lifesaver.

- **Fund additional training and equipment for first responders.** CMAP supports rail industry investments in training and equipment for first responders addressing rail emergencies. CMAP recommends mitigation to increase funding for these activities.
- **Support traffic studies.** At UP locations where truck traffic increases on nearby roads, higher truck volumes may affect the level of service. The degradation of service may necessitate traffic studies to evaluate the need for and scope of any improvements. CMAP recommends mitigation consisting of required UP participation in these studies and a financial contribution, as appropriate, to address traffic-flow improvements identified as needed in the studies.

Thank you for the opportunity to provide these comments. We look forward to working with your office as you evaluate the proposed transaction.

Sincerely,



Erin Aleman
Executive Director

CERTIFICATE OF SERVICE

I hereby certify that on this 18th day of November, 2026, the foregoing document was served upon all parties of record in this proceeding by electronic mail to parties accepting email service and by first-class mail to parties not accepting email service, pursuant to 49 C.F.R. § 1104.12(a).

/s/ Charles S. Rotering
Intergovernmental Affairs
Chicago Metropolitan Agency for Planning