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City of MEMPHIS TENNESSEE

PAUL A. YOUNG
MAYOR

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

OPENING COMMENTS OF THE CITY OF MEMPHIS, TENNESSEE

The City of Memphis (the "City") has long served as one of the nation's principal transportation and logistics hubs, and the City recognizes the critical role freight rail transportation plays in supporting commerce, employment, and regional economic development. The City appreciates the potential economic benefits and operational efficiencies associated with the proposed merger of Union Pacific Railroad Company and Norfolk Southern Railway Company. Those benefits, however, must be balanced against the potential effects of increased rail operations on local infrastructure, public safety, and residential communities. Accordingly, the City submits these comments requesting that the Surface Transportation Board ("Board") carefully evaluate the merger's anticipated impacts on Memphis and consider appropriate mitigation measures.

1. **Infrastructure, Traffic, and Public Safety**

The applicants' publicly available submissions indicate that the proposed merger will alter rail traffic across portions of the combined network, including increased train movements along certain corridors. The Board's environmental review materials identify Tennessee among the states potentially affected by operational changes warranting further examination. Although the extent of increased rail activity within Memphis requires additional analysis, the prospect of more frequent or longer trains raises concerns regarding roadway congestion and delays at public at-grade crossings. Such delays can disrupt traffic, restrict neighborhood access, and impede the movement of emergency responders and public transportation.

The City is particularly concerned about the cumulative effects of increased crossing occupancy on heavily traveled roadways and corridors serving residential neighborhoods, commercial districts, and essential public facilities. These impacts cannot be adequately assessed by considering train frequency alone. The Board should evaluate projected train lengths, operating speeds, scheduling patterns, crossing occupancy, and roadway traffic volumes to determine whether the merger will materially increase vehicular delays. Particular attention should be given

to crossings affecting access to hospitals, fire stations, schools, and other critical facilities, where prolonged delays may have significant public safety consequences. The analysis should distinguish existing congestion from additional impacts attributable to the proposed transaction and consider feasible operational improvements or infrastructure modifications.[1]

a. REQUEST: Meaningful consultation with City officials is essential to evaluating these localized impacts. Municipal transportation, engineering, planning, and public safety personnel possess information regarding roadway conditions, emergency access, and neighborhood characteristics that may not be fully reflected in the applicants' submissions. The City therefore requests sufficiently detailed Memphis-specific projections of train frequency, train length, crossing delays, and noise exposure, together with an opportunity to review relevant environmental findings and proposed mitigation measures before the Board reaches a final determination.

2. Noise

Increased rail activity also raises concerns regarding noise and vibration in residential neighborhoods near affected corridors. Federal Railroad Administration regulations generally require locomotive horns to be sounded in advance of public highway-rail crossings, subject to specified exceptions. Additional train movements may therefore increase the frequency of horn activity and other railroad-related noise, particularly during nighttime and early morning hours.

a. REQUEST: The City requests a location-specific assessment of existing and projected noise conditions, including horn frequency, train operations, and vibration near residential and other sensitive land uses. Where material adverse effects are identified, the Board should consider reasonable mitigation measures, including operational adjustments, crossing improvements, and quiet-zone measures consistent with applicable federal safety requirements.

3. Environmental Impact

a. REQUEST: To the extent the environmental review identifies material adverse impacts attributable to the merger, the City requests that the Board consider enforceable mitigation conditions addressing roadway congestion, emergency access, and residential noise. Such conditions should establish clear implementation responsibilities, reasonable schedules, and appropriate mechanisms for monitoring their effectiveness. Mitigation should be evaluated as

[1] The State of Tennessee Department of Transportation's 2025-2026 Tennessee Blocked Highway-Rail Grade Crossings Report reflects 32 blocked crossings reported by the public during the review period.

part of the approval process rather than deferred until increased rail operations have commenced.

The City does not seek to impede the efficient movement of freight or the economic opportunities associated with improved rail connectivity. Rather, it seeks to ensure that the proposed transaction proceeds with appropriate consideration of its effects on Memphis residents and infrastructure.

The City respectfully requests that the Board conduct a thorough assessment of these localized impacts, provide meaningful opportunities for municipal participation, and incorporate reasonable mitigation conditions into any approval where supported by the record.

Respectfully submitted,

CITY OF MEMPHIS, TENNESSEE

Greg Dotson, Interim City Engineer

CERTIFICATE OF SERVICE

I hereby certify that on the 18th day of November 2026, I caused the foregoing Opening Comments for the City of Memphis to be served on all parties of record in this proceeding.

By: */s/ Tannera Gibson*

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