COOK COUNTY
DEPARTMENT OF
Transportation
and Highways

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ENTERED
Office of Chief Counsel
November 24, 2026
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Public Record

Date: November 18, 2026

VIA ELECTRONIC FILING

Chief of Case Administration
Office of the Chief Counsel
395 E Street, SW
Washington, DC 20423-0001

Subject: Union Pacific Corporation and Union Pacific Railroad Company—Control—Norfolk Southern Corporation and Norfolk Southern Railway Company
Docket No. FD 36873
Cook County Comments and Requests for Conditions

Dear Chief Case Administrator,

Attached, for e-filing, please find comments on behalf of Cook County, Illinois, concerning the proposed merger between Union Pacific (UP) and Norfolk Southern (NS). Please do not hesitate to contact me with any questions.

Respectfully Submitted,

Yasemine Givan

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CC: All Parties of Record

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Date: November 18, 2026

VIA ELECTRONIC FILING

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

Subject: Union Pacific Corporation and Union Pacific Railroad Company—Control—Norfolk Southern Corporation and Norfolk Southern Railway Company
Docket No. FD 36873
Cook County Comments and Requests for Conditions

Dear Members of the Board:

Cook County, Illinois, submits these comments concerning the revised application of Union Pacific Corporation and Union Pacific Railroad Company and Norfolk Southern Corporation and Norfolk Southern Railway Company (collectively, the Applicants) for authority to combine their rail systems (the Transaction). As the second most populous county in the United States and the center of the nation's largest freight rail hub, Cook County has a substantial interest in the Board's review of the Transaction and its effects on local communities, transportation systems, environmental resources, and economic activity.

Cook County previously submitted preliminary consultation comments on September 21, 2026, requesting a comprehensive review of the Transaction's effects on rail operations, passenger service, highway and pedestrian crossings, roadway conditions, environmental resources, and economic activity. The County reiterates those concerns here and identifies specific impacts and requested conditions for the Board's consideration.

Cook County requests that the Board condition any approval of the Transaction on specific, enforceable commitments addressing its effects in Cook County and the Chicago region. These encompass protections for passenger rail service and capacity, including Metra's ongoing access to UP assets at a reasonable per-train-mile cost. Commitments would also include contributions to priority Chicago Region Environmental and Transportation Efficiency (CREATE) Program projects (1st Avenue (GS12) and the 75th Street Corridor (P2)), roadway improvements at terminal access points, preservation of transportation assets with potential public value, targeted community and environmental measures, and long-term monitoring and reporting.

Any approved conditions should clearly identify responsible parties, affected locations, implementation schedules, performance measures, reporting requirements, and processes for corrective action where actual conditions materially differ from those anticipated in the approval record.

TRANSACTION-RELATED IMPACTS IN COOK COUNTY

Chicago is the nation's principal rail interchange hub and the only U.S. city where all six Class I railroad systems meet to exchange freight. The Applicants project concentrated increases in rail and terminal activity within the Chicago region as a result of the Transaction.[1] The magnitude and disproportionate

[1] Except where otherwise noted, figures are derived from the following documents submitted by the Applicants: Union Pacific Corporation and Norfolk Southern Corporation, *Amended Railroad Control Application*, Finance Docket No. 36873

impact of those changes in the Chicago region, combined with the region's extensive passenger rail operations, crossings, and terminal-access roadways, warrants location-specific mitigation.

The Applicants' submitted environmental information indicates that **rail segments in the Chicago area will face the largest absolute increases in daily train movements of any included in the transaction nationwide**. Of the segments that exceed the Board's environmental review thresholds under 49 C.F.R. § 1105.7(e)(5), there are three segments with an increase of more than 14 trains per day. Seven of the ten highest-increase segments nationwide are in the Chicago area.

Projected changes in rail terminal activity show a similar concentration. Chicago is the only metropolitan area that appears multiple times on a list of the ten-yard facilities in the nation that would experience the largest increases in activity.

Despite these disproportionate increases in freight corridor and yard activity, the Applicants do not propose any capital improvements in the Chicago region as part of the Transaction, despite proposing approximately $443 million in yard and terminal investments nationally to accommodate anticipated growth due to the merger.

Impacts on the regional freight system

The Transaction would allow some traffic now interchanged in Chicago to move as single-line traffic. Some intermediate handling could disappear, certain trains could move through without stopping for interchange, and other traffic could bypass the region entirely. The Applicants identify those changes as sources of operating and environmental efficiencies.

Those reductions do not mean that freight activity declines throughout the Chicago region. As shown in **Table 1**, the Applicants' projections show substantial increases on selected corridors, together with changes in the location of terminal activity. The principal path of increased rail activity extends from the west along the UP Geneva and Rockwell Subdivisions, across Chicago's South Side, and onto the NS Chicago Line. Along portions of that route, the Applicants project an increase of approximately 14 trains per day, while other affected segments would experience additional trains or substantial growth in gross ton-miles.

Terminal activity would likewise be redistributed. Intermodal operations would shift from Yard Center to 47th Street and from 63rd Street to Global II. Automotive activity would shift from Chicago Heights to the Chicago Mixing Center in Hegewisch. These changes may reduce activity at the facilities losing operations while increasing rail handling, truck traffic, and associated effects at the receiving facilities.

Table 1. Selected projected Transaction-related operating changes

Corridor or terminal	Measure	Year 5 No-Transaction activity	Year 5 With-Transaction activity	Absolute change
UP Geneva Subdivision, Proviso–Kedzie (ID 10235)	Freight trains per day	68.48	82.11	+13.63
	Annual carloads	438,585	850,798	+412,213

(Surface Transportation Board, Apr. 30, 2026); Union Pacific Corporation and Norfolk Southern Corporation, *UP-NS Response to OEA Request #3, Master Data Table - Rail Line Segments*, (Surface Transportation Board, Apr. 30, 2026); Union Pacific Corporation and Norfolk Southern Corporation, *UP-NS Response to OEA Request #4 Master Data Table - Intermodal & Auto Ramps (IR4 C.1.i-ix)*, (Surface Transportation Board, September 25, 2026); Union Pacific Corporation and Norfolk Southern Corporation, *UP-NS Response to OEA Request #4 Master Data Table - Capital Improvement Projects*. (Surface Transportation Board, September 25, 2026).

Corridor or terminal	Measure	Year 5 No-Transaction activity	Year 5 With-Transaction activity	Absolute change
	Annual mGTMs[2]	536.82	1,113.94	+577.12
SouthWest Service corridor in the P2 project area (ID 12755)	Freight trains per day	22.28	24.28	+2.00
	Annual carloads	0	32,120	+32,120
	Annual mGTMs	0	13.76	+13.76
Western Avenue corridor near Brighton Park (ID 12702)	Freight trains per day	8.66	22.80	+14.14
	Annual carloads	222,770	662,669	+439,899
	Annual mGTMs	62.64	185.88	+123.24
Global II	Lifts per day	1,451	1,898	+447

The spatial pattern of railroad network impacts matters because Chicago's transportation system is highly interconnected. An operational efficiency for the combined railroad can simultaneously shift costs or capacity demands to a passenger corridor, highway crossing, roadway providing access to a rail terminal, or surrounding community. **Regional or systemwide measures of reduced train miles, truck movements, or emissions therefore do not by themselves describe the Transaction's effects within Cook County.**

Passenger rail network impacts

Northeastern Illinois is served by 11 Metra commuter rail lines and 12 Amtrak routes.[3] In 2025, Metra provided 38.1 million trips[4] while Amtrak serves more than 3.0 million riders annually from Chicago Union Station, making it the busiest Amtrak station outside the Northeastern Corridor.[5] The Chicago region's passenger rail network is therefore one of the largest and most heavily used in North America. Passenger and freight rail operations in the Chicago region are closely intertwined. Metra commuter trains and Amtrak intercity trains operate over, alongside, and across freight railroad infrastructure throughout the region. Consequently, additional freight traffic can affect passenger service even where total daily traffic remains below a theoretical maximum capacity. Passenger operations depend on schedule reliability, dispatching, recovery time, junction performance, maintenance windows, yard access, and overall operating flexibility, not simply on whether another freight train can physically be accommodated on a corridor.

The Applicants assert that existing passenger service can be accommodated following the Transaction. However, the relevant question is not simply whether current Metra and Amtrak schedules can continue to operate under normal conditions. As freight traffic increases, maintaining reliable passenger service becomes more challenging because passenger and freight trains have different operating requirements

[2] Millions of Gross Ton Miles.
[3] Metra, "Stations, Lines & Schedules," listing 11 lines serving the Chicago region (Accessed October 24, 2026).; Chicago Union Station, "About the Station," available online: https://chicagounionstation.com/about (Accessed October 27, 2026).
[4] Metra, "January 2026 Ridership Trends, Initiatives & 2025 Annual Ridership Figures," reporting 38.1 million passenger trips in 2025 (February 19, 2026, p.1).
[5] Amtrak, "Amtrak FY25 Ridership," available online: https://media.amtrak.com/wp-content/uploads/2025/11/FY25-Year-End-Ridership-Fact-Sheet.pdf (Accessed October 26, 2026).

and compete for limited track capacity during key periods of the day. Infrastructure that may appear to have sufficient capacity can have less flexibility to recover from delays, manage service disruptions, and maintain reliable passenger operations. The Applicants' analysis focuses primarily on accommodating existing service. It does not demonstrate that the Chicago-area rail network would retain sufficient capacity and operating flexibility to support planned increases in Metra or Amtrak service.

Metra commuter rail

These requirements become increasingly important as Metra moves toward a regional rail operating model based on more consistent service throughout the day, rather than a system principally organized around traditional weekday peak commuting. All-day passenger frequency requires recurring and predictable operating windows in both directions. A corridor that can accommodate a limited number of existing peak-oriented passenger movements may not provide the same flexibility for a more frequent service pattern.

Metra's draft Systemwide Network Plan (SNP) was released on October 15, 2026, and proposes a two-phase approach (i.e., Regional Rail 1.0 and 2.0).[6] **Table 2** below summarizes Metra's proposed implementation of regional rail on both the UP-West and SouthWest service lines, which are directly impacted by the Transaction, with existing service levels included for reference. Each is described in more detail in the following sections.

Table 2. Existing and proposed Metra service levels[7]

Corridor	Existing service frequency (bidirectional total)	Regional Rail 1.0	Regional Rail 2.0
UP-West	▪ Peak: Approximately 5–6 trains per hour ▪ Off-peak: Approximately 2 trains per hour	▪ 30-minute peak and 60-minute off-peak service for both express and local operating patterns in both directions	▪ 20-minute peak and 30-minute off-peak service for both express and local operating patterns in both directions
SouthWest Service	▪ Peak: Approximately 3–4 trains per hour between downtown Chicago and Orland Park ▪ Off-peak: Approximately 1 train per hour between downtown Chicago and Orland Park ▪ Service to Manhattan is less frequent	▪ 60-minute all-day service on the inner zone of the line and 120-minute service in the outer zone in both directions	▪ 15-minute peak and 30-minute off-peak service in the inner zone; 30-minute all-day outer-zone service in both directions

The most substantial direct passenger-rail issue within Cook County occurs on the UP-West Line. Metra currently operates 29 inbound and 29 outbound trains per weekday on the corridor, making it one of the region's highest-volume commuter rail services. The Applicants project approximately 14 additional daily

[6] Metra, "Draft Systemwide Network Plan Final Report," https://metra.com/SNP (October 2026).
[7] Metra, "Draft Systemwide Network Plan Final Report"; Metra, "UP-W Schedule" and "SWS Schedule," (October 2026).

freight trains between Proviso Yard and Kedzie Avenue on the same corridor. This represents a significant absolute increase in freight activity on a line that already accommodates frequent passenger service and where freight activity is already a frequent source of delay.[8] Not only that, but additional freight trains coming from Global II/Proviso to the Rockwell subdivision will have to cross over tracks carrying UP-West trains, increasing the likelihood of conflicts. The UP-West Line is also expected to play an important role in Metra's future regional rail plans.

A second direct interaction occurs on Metra's SouthWest Service, which runs on an NS corridor. Metra currently operates approximately 15 trains in each direction on weekdays over a network of freight-owned and freight-controlled infrastructure. Consolidation of Yard Center intermodal operations at 47th Street would change freight movements through the South Side rail network and add freight activity on or near infrastructure used by SouthWest Service. Although the increase on the most directly affected segment is projected to be approximately two trains per day, those movements occur within a complex network of freight corridors, junctions, and terminal approaches. SouthWest Service trains must navigate conflicts created by surrounding freight operations, and additional activity can increase the number or duration of those conflicts, affecting passenger service reliability beyond the specific segment where the additional trains operate.

Amtrak and intercity passenger rail

Cook County is also a major national intercity passenger rail hub. Amtrak services use UP and NS tracks and cross UP and NS corridors at multiple locations. Relevant interfaces include Lincoln Service and Texas Eagle movements at Brighton Park and Amtrak operations for the Lake Shore Limited, Wolverine, Blue Water, and Pere Marquette services on the NS Chicago Line.[9] These existing interactions are likely to become more important as state-supported and federally sponsored passenger rail initiatives advance through the Federal Railroad Administration's (FRA) Corridor Identification and Development Program and related state planning efforts. Many of those services may use or intersect corridors that would carry additional UP-NS freight traffic. As a result, the Transaction could affect the operating flexibility available for future intercity passenger rail expansion even if existing trains can be accommodated under current conditions.

Highway-rail grade crossing impacts

The concentration of additional freight traffic on specific corridors also affects highway-rail crossings. Train frequency is only one determinant of crossing impacts. Train length and speed, stopping and staging practices, time of operation, passenger trains on the same corridor, roadway traffic volumes, adjacent intersections, and the availability of alternate crossings all shape the amount of delay and the consequences of a blockage.

The Transaction would increase freight activity along corridors containing at least 20 at-grade crossings of particular concern in Cook County, including 19 roadway crossings and one pedestrian crossing (see **Table 3**).[10] Several of these crossings already carry substantial roadway traffic, host CTA or Pace bus service, and/or have been identified as regional priorities for grade separation. Additional or longer freight trains could increase crossing delays and compound existing effects on roadway operations, transit service, pedestrian access, and emergency response.

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[8] Metra, On-Time Performance Report for December 2025, https://assets.metra.com/s3fs-public/2026-01/On-Time-Performance-Report-December-2026.pdf?VersionId=G8hEJxhmg.896M2_gwxw7qlg61uKKNVg
[9] BTS, National Rail Network Lines, https://geodata.bts.gov/datasets/usdot::north-american-rail-network-lines/about.
[10] FRA Crossing ID and AADT: FRA, FRA Crossing Inventory, https://safetydata.fra.dot.gov/officeofsafety/publicsite/crossing/crossing.aspx; all other fields sourced from Transaction materials as indicated in footnote 1.

Table 3. At-grade highway-rail crossings impacted by the Transaction in Cook County

FRA Crossing ID	Street	Rail Segment	AADT	Current Freight Volume (Trains per Day)	Year 5 Freight Volume with Transaction	Percent Change
174341Y	Wolf Road	10235 – Geneva Sub	3,150	67	82	21.8%
174009S	19th Avenue	10235 – Geneva Sub	4,900	67	82	21.8%
174001M	9th Avenue	10235 – Geneva Sub	9,300	67	82	21.8%
173998Y	5th Avenue	10235 – Geneva Sub	9,050	67	82	21.8%
173996K	1st Avenue	10235 – Geneva Sub	23,800	67	82	21.8%
243205P	Racine Avenue	12754-Other UW2NS – CD518NS	2,450	34	51	46.7%
243177N	Morgan Street	12754-Other UW2NS – CD518NS	1,800	65	119	82.4%
867231E	95th Street	12367-Other Dolton JCT – Chicago 59th St	19,700	9	12	25.9%
867232L	97th Street	12367-Other Dolton JCT – Chicago 59th St	725	9	12	25.9%
867233T	101st Street	12367-Other Dolton JCT – Chicago 59th St	2,150	9	12	25.9%
867234A	103rd Street	12367-Other Dolton JCT – Chicago 59th St	10,400	9	12	25.9%
867235G	107th Street	12367-Other Dolton JCT – Chicago 59th St	4,650	9	12	25.9%
840131W	111th Street	12367-Other Dolton JCT – Chicago 59th St	8,650	9	12	25.9%
N/A	113th Street (Pedestrian)	12367-Other Dolton JCT – Chicago 59th St	N/A	9	12	25.9%
840134S	Wentworth Avenue	12367-Other Dolton JCT – Chicago 59th St	2,450	9	12	25.9%
840136F	115th Street	12367-Other Dolton JCT – Chicago 59th St	8,200	9	12	25.9%
840144X	130th Street	12367-Other Dolton JCT – Chicago 59th St	16,700	9	12	25.9%
840146L	138th Street	12367-Other Dolton JCT – Chicago 59th St	1,800	9	12	25.9%
840147T	Lincoln Avenue	12367-Other Dolton JCT – Chicago 59th St	3,350	9	12	25.9%
167450K	142nd Street	12367-Other Dolton JCT – Chicago 59th St	5,950	9	12	25.9%

These concerns are particularly significant along the UP-West corridor in west suburban Cook County, where a series of closely spaced at-grade crossings intersect major local roadways. Additional freight traffic could increase gate activations and cumulative gate-down time, affecting roadway operations,

transit service, emergency response, and pedestrian and bicycle travel. Crossings at 1st Avenue, 5th Avenue, 9th Avenue, 19th Avenue, and Wolf Road warrant particular attention because delays at any one location can affect traffic patterns throughout the corridor.

The 1st Avenue crossing in Maywood is notable because it serves as a major north-south arterial and already experiences substantial delays from rail operations. As shown in **Table 3**, the FRA estimates that 23,800 vehicles pass through the crossing per day. Separate CREATE program estimates have reported as high as 26,800 vehicles cross the railroad at this location each day, and prior analyses estimated that a grade separation would eliminate nearly 22,500 hours of motorist delay annually.[11] The proposed Transaction would add 14 freight trains per day through this crossing, an increase of more than 20 percent, and projected growth in rail traffic would result in extended gate-down times. As a result, the Transaction would exacerbate an existing source of congestion, further affecting mobility, community connectivity, emergency response, and public safety in the surrounding area.

Arterial highway network impacts at yards

By eliminating some UP–NS interchanges and attracting freight from highway to rail, the Applicants project reductions in trucking at the network level. Within Cook County, however, consolidation of terminal activity concentrates truck trips toward a smaller number of locations, resulting in impacts to local highway operations. The resulting effects can include additional turning movements, queues, pavement and bridge wear, conflicts with pedestrians and other traffic, localized diesel emissions, noise, and additional truck exposure in nearby communities. The Applicants' projections indicate substantial increases in freight activity at Global II, 47th Street, and the Chicago Mixing Center, which are expected to generate corresponding increases in truck traffic for nearby roadways.

Global II intermodal terminal

Global II warrants particular attention because the Transaction would consolidate NS's 63rd Street intermodal activity at that facility. Global II is already one of the region's largest intermodal terminals, handling approximately 506,000 lifts in 2024. The Applicants' Year 5 forecasts project truck traffic increasing from 1,191 trucks per day without the Transaction to 1,556 trucks per day with it, an increase of 365 daily truck trips, or approximately 30.6 percent. The Applicants also project terminal throughput increasing from 1,451 to 1,898 lifts per day, an increase of 447 lifts per day, or approximately 30.8 percent. These increases would further concentrate freight activity at a facility that has grown significantly over time and is projected to become one of the largest urban intermodal yards in the Chicago region.

Those additional truck trips would be concentrated on a roadway network that already has operational limitations. Access to Global II relies heavily on the intersection of Lake Street and 47th Avenue, which currently operates without a traffic signal and provides only a dedicated left-turn lane on the westbound Lake Street approach. Lake Street also narrows beneath closely spaced railroad viaducts near the terminal entrance, and no dedicated eastbound right-turn lane currently serves inbound truck traffic. A substantial increase in truck activity associated with the Transaction could worsen delays and turning conflicts at this location, particularly during peak periods. The projected growth in terminal activity may therefore warrant intersection improvements, including installation of a traffic signal and evaluation of an additional eastbound right-turn lane or other capacity improvements to better accommodate truck movements.

47th Street intermodal terminal

The same dynamic occurs at the 47th Street terminal, where Yard Center intermodal activity would be consolidated. The Transaction would increase terminal throughput and associated truck movements at a facility located within the dense South Side rail network and near communities already traversed by major

[11] CREATE Program, 1st Avenue and Union Pacific Grade Separation, Project GS12, https://www.createprogram.org/projects/1st-avenue-unionpacific-grade-separation/.

freight corridors. The Applicants' Year 5 facility table projects throughput at 47th Street increasing from 1,422 to 1,799 lifts per day, an increase of 377 lifts per day, or approximately 26.5 percent. This is the ninth-largest absolute increase among the threshold-screened intermodal and automotive facilities. Truck access to the yard is available exclusively from a single entrance off 47th Street. At the entrance, 47th Street is a two-lane roadway with one lane in each direction and no turn lanes or traffic signals.

Chicago Mixing Center/Hegewisch

Automotive traffic would also be concentrated at the Chicago Mixing Center in Hegewisch. Truck access to the Chicago Mixing Center is available exclusively from a single entrance off Torrence Avenue. At the entrance, Torrence Avenue is a four-lane roadway with two lanes in each direction and no turn lanes or traffic signals. The Applicants' Year 5 forecasts project truck activity increasing from 72 trucks per day without the Transaction to 112 trucks per day with it, an increase of 40 trucks per day, or approximately 55.6 percent. Although the absolute increase in truck traffic is smaller than at Global II or 47th Street, the proportional increase is substantial and reflects the consolidation of automotive activity at the facility. The resulting access and circulation effects should be evaluated against local roadway capacity, turning movements, queues, surrounding land uses, and existing community exposure.

Community, environmental, and economic effects

The Applicants project that the Transaction would produce net environmental benefits at the national and regional scale, in part through improved rail operating efficiency and diversion of some freight traffic from truck to rail. Within Cook County, however, those benefits would be accompanied by localized environmental impacts where freight activity increases**. Additional train traffic on affected rail corridors could increase noise, vibration, locomotive emissions, and idling in nearby communities, particularly along corridors identified by the Applicants and the STB's environmental review as experiencing substantial growth in train volumes or tonnage.** Similarly, consolidation of terminal activity at facilities such as Global II, 47th Street, and the Chicago Mixing Center could increase truck traffic on nearby roadways, resulting in additional diesel emissions, noise, and localized air quality impacts. These effects are likely to be concentrated in specific communities and transportation corridors rather than distributed evenly across the region.

While the Applicants project overall network efficiencies, those benefits may not be experienced uniformly by all local shippers. Consolidation of terminal and yard activity could change service patterns, alter access to rail facilities, and reduce the strategic importance of certain railroad assets. Over time, these changes could affect the options available to industries that rely on freight rail service in specific parts of Cook County and the broader Chicago region.

Similarly, reduced or discontinued railroad functions can affect the future use of railroad property. Consolidation may leave yards, tracks, or other facilities with substantially reduced operating roles. The resulting disposition of those assets can affect industrial access, municipal land use, redevelopment, environmental conditions, the tax base, and the ability to preserve strategically located rail infrastructure for future freight or passenger transportation purposes.

Finally, the Transaction can affect the broader framework within which transportation agencies and freight railroads plan and invest in the Chicago region. For decades, public infrastructure investments, passenger rail improvements, and freight mobility initiatives have been developed around an operating environment defined by existing railroad networks and service patterns. Significant shifts in freight activity, terminal operations, and corridor utilization may require public agencies to revisit planning assumptions, investment priorities, and coordination strategies. These effects therefore extend beyond the immediate operating plan and may influence long-term regional transportation policy and project development.

Overall consequences

Cook County recognizes that the proposed Transaction may produce broader environmental and transportation benefits, including improved rail network efficiency, reduced interchange activity, and the diversion of some freight from truck to rail. However, those regional and national benefits do not eliminate the localized impacts that would be experienced by specific communities within Cook County. In many locations, the Transaction would increase train volumes, concentrate terminal activity, add truck traffic, lengthen crossing delays, and create new operational challenges for passenger rail service, roadway users, pedestrians, and emergency responders. These impacts would not be distributed evenly across the region, but instead would be concentrated in particular communities and transportation corridors. Accordingly, any approval of the Transaction should be accompanied by measures that mitigate these site-specific impacts and ensure that the communities bearing the greatest burdens also receive appropriate infrastructure, operational, and community benefits.

The following section identifies the specific commitments Cook County believes are appropriate to address those Transaction-related effects.

SPECIFIC MITIGATIONS AND COMMITMENTS THAT SHOULD BE INCLUDED AS CONDITIONS IF THE TRANSACTION IS APPROVED

Cook County requests a focused package of capital, operational, performance monitoring, and coordination commitments targeted to the Transaction-related effects identified above. The mitigation and coordination requests are summarized below, and discussed in greater detail in the following sections.

- **Passenger rail access and capacity commitments.** Require operating and capacity commitments that protect existing Metra and Amtrak service and reasonably foreseeable service expansions. Particular attention should be given to locations where additional freight activity would interact with passenger operations, including the UP-West corridor, SouthWest Service, the NS Chicago Line, and other key Chicago terminal approaches.
- **Priority capital investments.** Require funding contributions toward priority capital projects identified in the CREATE Program and related regional plans, including GS12 and P2, together with any necessary project updates and railroad coordination. These investments are warranted where additional freight activity would affect highway mobility, freight operations, and passenger rail service.
- **Terminal access and highway improvements.** Require engineering, design, and implementation of roadway access, safety, circulation, and capacity improvements at terminals expected to receive additional traffic as a result of the Transaction, including Global II, the 47th Street terminal, and the Chicago Mixing Center in Hegewisch.
- **Asset preservation and public acquisition.** Require advance notice, a defined evaluation period, good-faith consultation, and a right of first refusal or comparable public acquisition opportunity before the sale, disposition, or material change in use of rail assets with potential public transportation value, including portions of the UP-N and UP-NW corridors and and Global I.
- **Community and environmental mitigation.** Require location-specific measures addressing emissions, idling, noise, vibration, emergency response, crossing safety, property management, and related community impacts in areas expected to experience increased rail or truck activity.
- **Monitoring and corrective action.** Require Board-approved baseline conditions and performance thresholds, quarterly public reporting, defined agency complaint and investigation procedures, long-term oversight for at least ten years, and mandatory corrective actions where actual

conditions materially exceed the forecasts and assumptions on which Transaction approval is based.

Cook County requests that the STB, in its final determination of specific commitments, identify the responsible party, establish an implementation schedule, and provide a means of determining whether the required action has been completed and is functioning as intended.

Passenger rail access and capacity commitments

It is likely that the Transaction will have a negative impact on passenger rail service. Cook County's position is that **STB should not allow freight operations resulting from the Transaction to reduce existing passenger operating access, degrade passenger performance, or foreclose reasonable growth in commuter or intercity passenger service.** Cook County requests that any approval of the Transaction include enforceable commitments protecting existing passenger rail operations and preserving the region's ability to implement planned passenger service and infrastructure improvements. Specific requests for conditions on the Transaction include the following:

- The Applicants should **preserve Metra operating access to the Applicants' track at a reasonable price comparable to current per-train-mile charges** and provide reasonable dispatching, scheduling, and incident-management commitments on shared and intersecting corridors. They should also coordinate with Metra, Amtrak, the Illinois Department of Transportation (IDOT), and other affected passenger agencies before implementing material operational changes that could affect existing passenger service. On select lines such as the UP-North and UP-Northwest, and as discussed below, **a public acquisition of UP assets on agreed terms may be an appropriate vehicle** by which to assure ongoing use of those corridors for commuter rail while maintaining trackage rights on UP-West.
- These protections should **account for reasonably foreseeable passenger-service growth** identified in Metra's October 2026 draft Systemwide Network Plan and other applicable passenger plans.[12] The draft plan describes a transition toward more consistent service throughout the day rather than a system principally organized around traditional weekday peak commuting. The Applicants should analyze the dispatching, scheduling, operating agreements, and infrastructure needed to accommodate the Systemwide Network Plan.
- The Applicants should **preserve the operating and physical capacity needed for existing Amtrak services and evaluate reasonably foreseeable services** being advanced by Amtrak and IDOT through the Federal Railroad Administration's Corridor Identification and Development Program. The evaluation should distinguish committed expansions from longer-term service concepts and address specific interfaces, including Lincoln Service and Texas Eagle movements at Brighton Park and Amtrak operations on the NS Chicago Line.

The Applicants should also protect right-of-way, terminal options, bridge clearances, track envelopes, and other physical capacity needed for adopted or actively planned passenger improvements. These protections should encompass the Chicago Hub Improvement Program, improvements addressing A2 interlocking, and potential reconfigurations of the approaches to Ogilvie Transportation Center and Chicago Union Station.[13] Conditions should preserve sufficient flexibility for the responsible passenger

[12] Metra, Draft Systemwide Network Plan Final Report, https://metra.com/SNP (October 2026).
[13] Amtrak New Era, Chicago Hub Improvement Program (CHIP), https://amtraknewera.com/chip/ (Accessed October 26, 2026); Northern Illinois Transit Authority, A2 Interlocking, https://datahub.nita.illinois.gov/projects/capital/50550 (Accessed October 26, 2026).

agencies to determine the appropriate future configuration rather than locking the region into a particular infrastructure solution today.

Priority capital investment projects

Cook County requests Applicant participation in two priority projects within the CREATE Program:

- **GS12**, which would separate 1st Avenue in Maywood from the Union Pacific Geneva Subdivision and address highway-rail conflicts on the corridor projected to receive approximately 14 additional daily freight trains; and
- **P2**, the Rock Island Connection within the 75th Street Corridor Improvement Program, which would separate and expand passenger operations where the Transaction would add freight activity affecting Metra's Southwest Service.

Each project addresses a location where Transaction-related freight growth would affect infrastructure already serving substantial passenger-rail or highway movements. Collectively, the projects would reduce highway-rail and rail-rail conflicts, preserve passenger operating flexibility, and add capacity where the Applicants' operating plan would place additional demands on the regional network. Specific mitigation requests associated with these two CREATE projects are presented in **Table 4** below.

Table 4. Capital-request costs and funding requirements

Project	Cost estimate	Scope of work	Requested Applicant contribution
GS12: 1st Avenue grade separation	$101.5 million[14]	Design engineering and construction	$49 – 74 million
P2: Rock Island Connection	$480 million[15]	Construction	$96 million

CREATE Program project GS12: 1st Avenue

Cook County requests that the Applicants provide a significant portion of the funding for the GS12 grade separation and suggests a contribution of $49 – 74 million based on two potential methods for allocating project costs. Note that Cook County has initiated preliminary engineering for the project, with the Phase II design and construction phases remaining. The project cost is estimated at $101.5 million, per July 2026 reporting.

Method 1: The $49 million request is based on the Transaction-attributable share of annual Year 5 carloads, calculated as the difference between the annual Year 5 carloads with the Transaction and the annual Year 5 carloads without Transaction, divided by the annual Year 5 carloads with the Transaction. That share was then applied to the assumed $101.5 million cost to arrive at the requested amount. Data from the Applicants' submittal from the project-area segment with the greatest change was used for this calculation. This methodology is similar to that used by the STB to determine cost share for two highway-railroad grade separation projects required as mitigation for the Canadian National's (CN) acquisition of

[14] Chicago Metropolitan Agency for Planning, FFY2026-2030 STP-Shared Fund Active Status Report (July 2026), https://cmap.illinois.gov/wp-content/uploads/STP-SF-Active-Program_July2026.pdf.
[15] CREATE Program, FY25-26 CRISI grant application for P2, https://create-program-wp-assets.s3.us-east-2.amazonaws.com/wp-content/uploads/P2-Narrative-FY25-26-CRISI.pdf.

the Elgin, Joliet, and Eastern Railway (EJ&E) in 2008. The STB may refine this estimate subject to additional analysis on the incremental delays and other consequences attributable to the Transaction.

Method 2: The $74 million request is based on the STB's required mitigation for two highway-railroad grade separation projects required as part of the Canadian National's (CN) acquisition of the Elgin, Joliet, and Eastern Railway (EJ&E) in 2008. In that case, the CN paid an average of 73 percent for the grade separation of Lincoln Highway and Ogden Avenue, both located in the Chicago metropolitan area. That transaction used the average of incremental increase in motorist delay and collision exposure as the determining factor for cost share for those two projects. Applying that same 73 percent share to the assumed $101.5 million cost for GS12 results in a mitigation request of $74 million. The STB may refine this estimate subject to additional analysis on the incremental delays and other consequences attributable to the Transaction.

The condition should also require the Applicants to provide the railroad coordination and review necessary to advance GS12 without unnecessary delay.

CREATE Program project P2: Rock Island Connection

Cook County also requests that the Applicants fund $96.0 million, or 20 percent, of the anticipated construction cost for CREATE Project P2, the Rock Island Connection, which totals approximately $480 million. A key component of the 75th Street Corridor Improvement Program, P2 would construct a second main track for Metra's SouthWest Service and a flyover connection to the Rock Island District, allowing SouthWest Service trains to access LaSalle Street Station and separating passenger movements from major freight conflicts in the 75th Street area. P2 is also important to Metra's planned transition toward a Regional Rail operating model. The project is in final design and right-of-way acquisition.[16]

The requested mitigation reflects the non-federal matching funds recently proposed by the CREATE partners in the unsuccessful application to the Federal Railroad Administration's FY2025-2026 Consolidated Rail Infrastructure and Safety Improvements (CRISI) grant program. This cost contribution by UP-NS would allow the CREATE partners to provide the required non-federal matching funds for a future competitive grant application. It would further allow the CREATE partners to use their share of the matching funds originally proposed in the CRISI application to make other improvements to the regional rail network, potentially including those required to respond to potential negative impacts of the Transaction, and potentially also increasing the competitiveness of a future grant application. The STB may refine this estimate subject to additional analysis on the incremental delays and other consequences attributable to the Transaction.

The condition should also require the Applicants to participate in the railroad coordination necessary for P2's implementation.

Terminal access and highway improvements

Cook County requests targeted improvements at terminals where the Transaction would concentrate additional truck activity. Cook County's principal request is at Global II, with additional measures at 47th Street and the Chicago Mixing Center/Hegewisch to be coordinated with the affected roadway agencies. Cook County requests that the Applicants fully fund any required improvements to public roadways at the Global II, 47th Street, and Chicago Mixing Center/Hegewisch facilities, to mitigate impacts associated with increased truck volumes at those locations.

[16] CREATE Program, Rock Island Connection (75th Street Corridor Improvement Project), Project P2, https://www.createprogram.org/projects/rock-island-connection-75th-street-corridor-improvement-project/ (Accessed October 26, 2026).

Global II: Lake Street/47th Avenue

Cook County requests Applicant-funded engineering and construction of improvements at Lake Street and 47th Avenue sufficient to address the additional terminal traffic attributable to the Transaction. The intersection is unsignalized and provides no dedicated eastbound right-turn lane into the terminal. The evaluation should include signalization, an eastbound right-turn lane or comparable capacity improvement, pedestrian accommodation, and queue management. It should account for the distribution of truck traffic among terminal gates and adjoining roadway approaches rather than assigning all additional terminal traffic to a single entrance. The final configuration should be approved by the responsible roadway agencies based on traffic, safety, and engineering analysis.

47th Street terminal and Chicago Mixing Center/Hegewisch

Cook County also requests that the Applicants coordinate with the City of Chicago and other affected roadway agencies to identify appropriate access, safety, and circulation improvements at the 47th Street terminal and Chicago Mixing Center/Hegewisch. The Applicants should fund the engineering and implementation of measures necessary to address the additional terminal traffic attributable to the Transaction.

Facilitated asset preservation and public acquisition process

Following the Transaction, the materials submitted by the Applicants indicate that several important assets in the Chicago region will see significant reductions in use. Other assets that also see little to no use under existing operations will continue to remain at low levels of utilization. Thus, Cook County further requests that the Board require the Applicants to establish a structured process for preservation or negotiated public acquisition of railroad assets whose freight role would be reduced by the Transaction and that could support passenger rail service or another transportation investment for the public. For these assets, the process should provide:

- Advance notice to affected public agencies before an asset is declared surplus, abandoned, sold, or otherwise disposed of;
- A reasonable period for Metra, IDOT, Amtrak, Cook County, the City of Chicago, or another appropriate public entity to evaluate the asset's transportation value;
- Good-faith consultation regarding preservation, continued passenger use, or negotiated transfer; and
- A right of first refusal or comparable opportunity for public acquisition before disposition for a use that could foreclose future transportation purposes.

Subject to demonstration of a Transaction-related disposition or material change in use, assets considered through this process should include, as appropriate:

- Track and right-of-way between Ogilvie Transportation Center and Western Avenue Yard, including infrastructure relevant to future improvements or reconfiguration of the A2 interlocking;
- Track and right-of-way between Ogilvie Transportation Center and Clybourn on the shared UP-N and UP-NW corridors, Clybourn and Park Ridge on the UP-NW corridor, and Clybourn and North Chicago on the UP-N corridor; and
- Part or all of UP's now disused Global I yard.

The purpose of this process is to preserve options for a changing regional rail network before potentially strategic assets are irreversibly disposed of. The Transaction itself would substantially reorganize the combined railroad's Chicago-area operations. Where that reorganization reduces the freight need for

particular assets, the Board should ensure that public agencies have a meaningful opportunity to determine whether those assets can instead support regional rail, intercity passenger service, terminal improvements, or other adopted transportation investments.

Community and environmental commitments

Cook County requests targeted community and environmental commitments where the Transaction would increase rail or terminal activity and result in additional localized effects. These commitments should complement the location-specific capital, passenger-rail, and transportation measures described above and should be tailored to the impacts identified through the environmental review.

Appropriate measures should include, where warranted:

- Cleaner locomotive deployment or other emissions-reduction measures on affected corridors and at terminals experiencing increased activity;
- Idling-reduction and train-staging practices;
- Noise and vibration controls where operations materially change;
- Emergency-response coordination, communications, information sharing, training, and responder support;
- Pedestrian and highway-rail crossing safety improvements; and
- Security, maintenance, environmental review, and municipal coordination for railroad property that becomes surplus or experiences a material change in use.

The County also supports consideration of complementary mitigation measures identified by the Illinois Commerce Commission, the City of Chicago, CMAP, and other affected public partners where those measures address Transaction-related effects in Cook County and northeastern Illinois.

Monitoring, reporting, and ongoing mitigation

Cook County requests a transparent monitoring and reporting program to evaluate actual post-Transaction conditions against the forecasts, assumptions, and commitments relied upon in approving the Transaction. Prior to implementation of material operational changes, **the Applicants should submit a Board-approved monitoring plan, developed in consultation with affected public agencies, establishing baseline conditions, reporting locations, performance measures, investigation thresholds, and responsible reporting entities.** Reporting should address relevant conditions at affected corridors, crossings, terminals, and passenger-rail interfaces, including train volumes, terminal activity, truck traffic, crossing blockages, and passenger-service performance. Quarterly reports and supporting nonconfidential data should be made publicly available.

Long-term monitoring is an important means of enforcing merger-related commitments. The Board should retain oversight for at least ten years following implementation of the Transaction, with a defined process for affected public agencies to raise compliance concerns or identify material deviations from projected conditions. Where monitoring identifies impacts that materially exceed approval assumptions or demonstrates noncompliance with imposed conditions, the Board should retain authority to require corrective action or supplemental mitigation. The Applicants should also maintain ongoing coordination with affected transportation agencies where implementation of mitigation measures or public infrastructure projects requires railroad participation.

WHY MITIGATION AND ENFORCEABLE COMMITMENTS ARE WARRANTED

The conditions requested by Cook County are directly related to the effects of the Transaction identified above. They address locations where the Transaction would increase rail or terminal activity, reduce

transportation system flexibility, or intensify conflicts among freight rail, passenger rail, roadways, and surrounding communities. They also preserve capacity and transportation assets needed to accommodate existing and planned passenger service in a rail network that the Transaction would materially alter. These principles provide a practical basis for conditions ranging from capital investments to operating commitments, asset preservation, environmental measures, and monitoring.

Accordingly, the conditions requested by Cook County are consistent with the Board's established practice of imposing targeted, measurable, and enforceable conditions to address transaction-related impacts. Specific examples of Board precedent include the following:

- The CN–EJ&E proceeding (STB Finance Docket No. 35087, 2008) is particularly relevant because it addressed the effects of a major change in freight operations within the Chicago region. The Board approved the transaction subject to extensive environmental mitigation and established a five-year formal oversight period to assess operational impacts and the effectiveness of the conditions imposed. The mitigation package combined major capital investments with targeted measures addressing highway-rail crossings, emergency response, pedestrian and school safety, noise, air quality, crossing blockages, community coordination, monitoring, and reporting.[17]
- The grade-separation conditions imposed in the CN–EJ&E proceeding provide a particularly relevant precedent for the County's request for Applicant participation in CREATE Project GS12 at 1st Avenue. The Board required CN to contribute approximately $54.1 million toward two grade separations, including $30.8 million, or about 67 percent, of the $46 million Ogden Avenue project and $23.2 million, or about 78 percent, of the $29.6 million Lincoln Highway project. These crossing-specific allocations reflected that transaction's contribution to projected delay and collision exposure at those locations. Also, this example demonstrates the Board's requirement for substantial Applicant funding of infrastructure improvements tied to transaction-related impacts.
- The CP–KCS (STB Finance Docket No. 36500, 2023) proceeding provides more recent precedent for combining mitigation with sustained oversight. Conditions imposed through that proceeding included performance monitoring for passenger coordination, blocked crossings, and community impacts over a seven-year period. Chicago-area implementation of those conditions included predictive mobility and advanced-warning systems intended to provide information about train movements and crossing occupancy to the public and emergency responders. The Applicants in the present proceeding recognize the role of post-merger oversight under the Board's major-merger rules, including reporting designed to determine whether merger conditions are working as intended, representations are being honored, unforeseen harms have arisen, and projected benefits are being realized.[18]

These precedents are relevant not because the circumstances of each transaction are identical, but because they demonstrate the range of tools available to address merger-related effects. Board-approved conditions have included capital cost sharing, crossing improvements, operational commitments, passenger-rail protections, environmental measures, reporting requirements, oversight, and durable access rights. The conditions requested by Cook County are similarly directed to identifiable

[17] Surface Transportation Board, *Canadian National Railway Company and Grand Trunk Corporation—Control—EJ&E West Company, Decision No. 16*, STB Finance Docket No. 35087 (December 24, 2008).
[18] Surface Transportation Board, *Canadian Pacific Railway Limited et al.—Control—Kansas City Southern et al., Decision No. 35*, STB Finance Docket No. 36500 (March 15, 2023).

Transaction-related impacts, including infrastructure conflicts, passenger-rail operations, asset preservation, community impacts, and environmental effects.

Monitoring and enforcement are particularly important because many of the Transaction's effects will emerge over time as the operating plan is implemented. Consistent with the Board's approach in CN–EJ&E and CPKC, post-transaction reporting and oversight would provide a mechanism to evaluate actual conditions against the forecasts and commitments supporting approval and, where necessary, support corrective action.

CONCLUSION

Cook County has a substantial and continuing interest in ensuring that the Chicago region's transportation system remains safe, efficient, equitable, and multimodal. The requests presented in this filing are not intended to address existing transportation needs generally. Rather, they are directed to the locations and transportation functions where the Transaction would create or materially intensify impacts.

Accordingly, Cook County respectfully requests that the Board fully evaluate the impacts identified in this filing and, if it approves the Transaction, require meaningful and enforceable capital and operational commitments to address them. The Applicants should bear or contribute to mitigation costs in proportion to the Transaction's contribution to the need for mitigation and the benefits received by the combined railroad. Any conditions should include clear implementation responsibilities, transparent monitoring and reporting, and continued oversight sufficient to evaluate whether actual operations remain consistent with the assumptions underlying the Board's decision.

Cook County recognizes the important role of freight rail in the Chicago region and the national economy and supports improvements that strengthen freight mobility while protecting passenger transportation, community access, safety, and public investment. The County remains willing to work with the Applicants, the Board, passenger railroads, municipalities, and regional partners to develop and implement reasonable mitigation measures. With appropriate conditions, monitoring, and accountability, the Board can help ensure that the benefits of the Transaction are shared broadly while the resulting impacts are addressed where they occur.

Respectfully submitted,



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Acting Superintendent

Cook County, Illinois, Department of Transportation and Highways

CC: All Parties of Record