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VIA E-FILING

Ms. Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Re: ***The Illinois State Toll Highway Authority - Response in Support of its Petition for Declaratory Order*, Finance Docket No. 36075**

Dear Ms. Brown:

The Illinois State Toll Highway Authority submitted, via e-filing, its Response in Support of its Petition for Declaratory Order, FD 36075. Please do not hesitate to contact me if there are any questions or issues. Thank you.

Sincerely,

Robert T. Lane
Senior Assistant Attorney General
(630) 241-6800 ext. 1530

Cc: Parties of Record

BEFORE THE

SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 36075

THE ILLINOIS STATE TOLL HIGHWAY AUTHORITY RESPONSE IN SUPPORT OF ITS PETITION FOR DECLARATORY ORDER

EXPEDITED CONSIDERATION REQUESTED

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The Illinois State Toll Highway Authority (the "Tollway") submits this Response in further support of its Petition for Declaratory Order and in response to the Reply Statement of the Soo Line Railroad Company, d/b/a Canadian Pacific ("CP"). The Tollway's Petition for Declaratory Order focused exclusively on the Western Access Interchange, the heart of Phase 4 of the Elgin O'Hare Western Access Project (the "EOWA Project").[1] In response to CP's argument that "construction of the Western Access Interchange commits the Western Bypass to an alignment through Bensenville Yard," the Surface Transportation Board ("Board") agreed to institute a proceeding "to consider whether 49 U.S.C. §10501(b) preempts the Tollway's eminent domain authority to acquire the temporary and permanent easements needed to construct highway bridges over CP's rail tracks, as well as to consider the implications of the Tollway's prospective plans to cross or go through the Bensenville Yard." STB Decision, FD 36075, at 1 (STB served Jan. 17, 2017). The Board established a procedural schedule allowing the Tollway to respond to CP's Reply "only on the issue of the potential crossing of Bensenville Yard." *Id*.

In support of this Response, the Tollway submits the Verified Statements of Aaron Chanowitz, Manar Nashif, and Lidia Pilecky, and the Verified Report of R.L. Banks & Associates, Inc.

INTRODUCTION AND SUMMARY

CP's Reply is rife with hyperbole and demonstrably false assertions regarding the history of the EOWA Project. Most misleading is CP's claim that the Tollway refused to consider alternative alignments and "forged ahead" with construction despite CP making its objections "plain in correspondence dating back to 2009." CP Reply, at 7. This is simply untrue. Fifteen different potential alignments for connecting the Western Bypass with Interstate 294 in the

[1] *See*, Petition, Fig. 6, for a depiction of the 10 EOWA Project Phases.

vicinity of Bensenville Yard were initially evaluated. *With CP's input and agreement,* the field was reduced to four alternatives, all of which included the Western Access Interchange and a new tollway crossing Bensenville Yard. *See*, Lidia Pilecky, P.E., Verified Statement ("Pilecky VS") Exh. 1-B; CP Reply, Sabatka VS Exh. H. Far from "making its objections plain," CP stated in 2010 that senior management had given the "green light" to the EOWA Project. *See*, Pilecky VS Exh. 1-E. In March 2014, CP offered to settle all of its concerns and sell the Tollway all of the Bensenville Yard property it needed for $114 million – an offer CP reiterated in April 2015. *See*, Manar Nashif Verified Statement ("Nashif VS") Exhs. 2-D, 2-H. It was not until November 2015, after more than $1 billion dollars in public money had been spent on the EOWA Project, that CP declared its refusal to allow any construction within Bensenville Yard.

CP presents a misleading description of the Tollway's plans for the Western Access Interchange by implying the Tollway seeks exclusive use through "permanent takings" of 2.85 acres of CP property. CP Reply, at 9. The permanent easements sought by the Tollway are *aerial* easements for overhead bridges; the only actual contact with CP property will be a single pier for each bridge that encroaches a mere five feet onto CP property. Once the construction is complete the easements will not obstruct railroad operations at all and there will be ample room for expansion.[2] Finally, construction of the Western Access Interchange does not commit the Tollway to a Bensenville Yard crossing or have any "downstream effects" on Bensenville Yard whatsoever.

[2] Pursuant to the Board's Jan. 17, 2017 Order, the Tollway's Response is now limited to the issue of the potential crossing of the Bensenville Yard. However, CP's last minute, hastily conceived plans for inspection tracks and/or a transload facility in the Bryn Mawr corridor are so shot through with design errors and mistakes, the Tollway is compelled to respond. The Tollway's analysis is set forth in its attached Addendum.

CP also misrepresents the Tollway's plans relating to Bensenville Yard. As explained in the Tollway's Petition, the EOWA Project primarily involves the construction of two new tollways – an extension of the old Elgin-O'Hare Expressway into the western border of O'Hare International Airport ("IL-390"), and the new Western Bypass running along the edge of O'Hare from I-90 in the north to I-294 in the south (the "Western Bypass") – with the Western Access Interchange connecting the two. This proceeding originally concerned Phase 4 of the EOWA Project, which included a segment of IL-390 from Route 83 to O'Hare International Airport ("O'Hare"), a segment of the Western Bypass from approximately Devon Avenue in the north to Irving Park Road/IL 19 in the south, and the Western Access Interchange.

In response to CP's argument that construction of Phase 4 will compel the Tollway to ultimately cross Bensenville Yard, the Board's January 17, 2017 Order ("Order") expanded the scope of the proceedings to include consideration of Phase 9 of the EOWA Project, during which the Western Bypass could be extended from Irving Park Road south to Franklin/Green Street. Part of this segment of the Western Bypass runs under and across the southwest corner of CP's Bensenville Yard (the "Bensenville Yard Crossing").

It is important to distinguish the Bensenville Yard Crossing from work contemplated during Phase 10 of the EOWA Project. Phase 10 is a stand-alone add-on to the EOWA Project in which the Tollway is considering the construction of a bridge extending Taft Avenue over the center of Bensenville Yard to Irving Park Road (the "Taft Avenue Extension"). In concept, the Taft Avenue Extension would run next to the current Union Pacific Railroad ("UPRR") tracks that already bisect Bensenville Yard and cause its hourglass configuration. *See*, Petition, at 1. The Taft Avenue Extension is distinct from both Phase 9 of the EOWA Project and the Bensenville Yard Crossing. *See*, Petition, at 17. Nothing about the Western Access Interchange

commits the Tollway to the Taft Avenue Extension, so it is not properly part these proceedings. *See*, Petition, at 30-31.

In its Reply, CP claims the plans for the Bensenville Yard Crossing "demand that the Tollway acquire between 35 and 40 acres of Bensenville Yard for the Tollway's permanent exclusive use." CP Reply, at 10. This is false. As CP's own Exhibit C clearly states, the 36 acre figure includes temporary construction easements, property outside of Bensenville Yard, and property sought for the Taft Avenue Extension. CP Reply, Exh. C. In actuality, as currently planned, the Bensenville Yard Crossing requires only 16.9 acres of land from the west side of Bensenville Yard. *See*, Fig. 3, *infra*, at 23. In addition, the Tollway has developed preliminary mitigation plans that could reduce this taking to 14 acres and provide more than 27.8 acres of adjoining substitute property to CP, thus conferring a net gain of 13.8 acres. *Id*.

The Tollway had originally intended to explain these mitigation plans to the Board in detail as part of a subsequent petition to be filed if the Tollway elects to proceed with Phase 9. In accordance with the Board's Order, however, the Tollway describes its mitigation concepts below, including its intention to maintain all CP operations during construction, fully restore all rail lines to their original locations, and relocate any displaced facilities such as CP's turntable.

Next, CP's "vice" argument is not supported by the record. The EOWA Project, like other multi-billion dollar public works projects, must be designed and constructed in phases. *See*, Aaron Chanowitz, P.E., Verified Statement ("Chanowitz VS"), ¶ 3. Each phase has independent utility. *See*, Chanowitz VS, ¶ 3. The segment of the Western Bypass to be constructed during Phase 4 has always been planned to terminate at Irving Park Road north of Bensenville Yard, with traffic exiting onto surface streets for multiple years. *See*, Chanowitz

VS, ¶ 3. Even if the Western Bypass terminates at this location, it still confers a significant public benefit. *See*, Chanowitz VS, ¶ 3.

Likewise, the construction of the access ramps from Franklin Avenue/Green Street, south of Bensenville Yard, to and from I-294 is not the other half of CP's fictitious "vice." This work has always been planned as part of Phase 7 and is merely proceeding according to schedule. *See*, Petition, Exh. Q, ¶8. Like every other phase, this work has independent value regardless of whether the Bensenville Yard Crossing is ever constructed. *See*, Chanowitz VS, ¶ 3. The ramps create direct access to and from I-294 for the Franklin Park industrial park area and Bensenville Yard. In fact, the Tollway is surprised by CP's objections to this work because its intermodal operations will be one of the main beneficiaries.

CP also misstates the law of preemption under the Interstate Commerce Commission Termination Act, 49 U.S.C. § 10101 ("ICCTA"). According to CP, any taking of operating property for a conflicting use is categorically preempted. CP Reply, at 17-18.[3] This overstates the law. Categorical preemption applies to regulations that seek to regulate railroads on their face, no matter what their context or rationale. Generally applicable regulations, such as eminent domain, may be preempted when they are applied to the railroads, but only when that application would unreasonably interfere with railroad operations. *See, infra*, at 27.

The Tollway requests the Board grant its Petition with regard to the Western Access Interchange and declare that ICCTA does not preempt the Tollway's eminent domain authority to condemn the combination of temporary and permanent easements required to construct the

[3] The Association of American Railroads ("AAR") submitted a Reply to the Tollway's Petition in which it argues the Board has "suggested" the taking of rail property for another, conflicting use would be categorically preempted. AAR Reply, at 4-5. However, AAR also argues the Tollway's use of eminent domain could be preempted as applied to Bensenville Yard. *Id.* Thus, it is not clear which standard AAR contends should apply.

Western Access Interchange bridges. This is an independent part of the EOWA Project that is necessary to create access to the west side of O'Hare and connect IL-390 with the Western Bypass. It will not unreasonably interfere with railroad transportation and has zero downstream implications for Bensenville Yard.

With regard to the potential implications on railroad transportation that might result from the Bensenville Yard Crossing, the Tollway submits the Board cannot properly determine unreasonable interference will occur on the basis of only preliminary, conceptual designs and plans. If the Tollway elects to proceed with Phase 9 of the EOWA Project to construct the Bensenville Yard Crossing, the Tollway commits to filing a new petition with the Board, supported by fully developed designs and plans for mitigation of any impacts on CP's operations. Nevertheless, in accordance with the Board's Order, the Tollway's current conceptual designs and mitigation ideas for Phase 9 are previewed in this Response.

STATEMENT OF FACTS

CP flagrantly misstates the history of its negotiations with the Tollway. For approximately seven years, from 2007 to 2015, CP officials represented they could accommodate the Bensenville Yard Crossing. In written communications and meetings with IDOT and the Tollway, CP officials stated the underpass at the west end of Bensenville Yard "appeared feasible if constructed in Phases" and the resulting displacement of its turntable and machine shop "were not major issues." CP even developed its own plans for improvements to Bensenville Yard that would accommodate the entire EOWA Project, and offered to sell the Tollway the property it needed if the Tollway also agreed to fund the improvements. From 2014 through 2015, CP's total asking price was $114 million, which CP characterized as a "compromise" and a "settlement" that would allow CP to "accommodate the Tollway's design

… and still support and grow [our] business." In short, CP's new-found dire prediction that the Bensenville Yard Crossing will "prove disastrous … to the national rail network as a whole" is completely contradicted and disproven by its own representations from 2007 through the end of 2015. *See*, CP Reply, at 2.

Far from proving that the proposed Bensenville Yard Crossing will lead to unreasonable interference with railroad transportation, the history of CP's dealings with IDOT and the Tollway prove the EOWA Project can be reasonably accommodated by CP and any interference with railroad operations can be mitigated. The Tollway's Bensenville Yard Crossing plans call for all current railroad tracks to be restored to their existing alignments and for the turn-table and machine shed to be relocated to a location that will actually improve CP's operations. Finally, the Tollway can convey to CP more land than will be lost by the taking, resulting in a net increase in the size of the Bensenville Yard.

A. CP Was Involved Throughout the Planning Process of the EOWA Project.

In its Reply, CP attempts to create the false impression that it unequivocally opposed the Western Access Interchange and any encroachment on Bensenville Yard throughout the entire EOWA Project. The opposite is true. CP <u>never</u> expressed any concerns regarding the Western Access Interchange at any time prior receiving the Tollway's offer to purchase the easements in 2015. All of the discussions between IDOT, the Tollway and CP focused instead on Bensenville Yard. From 2007 through at least May 2015, CP repeatedly indicated its willingness to sell portions of Bensenville Yard to accommodate the EOWA Project. It was not until November 2015 that CP pulled its offer and announced it would oppose any construction through Bensenville Yard and the Western Access Interchange. By that point, IDOT, the Tollway and

the United States Department of Transportation had spent over $1 billion of public money on the EOWA Project.

(1) 2007 – 2008

Unlike a municipal bike path, where a railroad's statement of support can be reversed with little consequence, the EOWA Project has been the subject of years of study, analysis, and public comment. *See*, Petition, at 7-13. The total budget for this ten-phase, twelve-year, construction project is estimated at $3.4 billion. *See*, Petition, Exh. Q, ¶2; Nashif VS, Exh. 2-E. At the very outset of the EOWA Project, IDOT and the Tollway sought and obtained CP's buy-in, including the Bensenville Yard Crossing, and proceeded with the EOWA Project on that basis. *See*, *e.g.,* Petition, Exh. M. It would have been unthinkable to proceed with planning and construction of this route absent CP's indication it would cooperate. It would also have been impossible to completely design the Bensenville Yard Crossing and acquire all necessary property rights from CP prior to commencement of the EOWA Project. As with all multi-year public works projects, IDOT and the Tollway have had to proceed in phases, in reliance on CP's good faith negotiations and honest indications that it would cooperate when the time came.

The Federal Highway Administration ("FHWA") and IDOT formally initiated an Environmental Impact Statement ("EIS") Tier One analysis for the EOWA Project in 2007. *See*, Petition, at 8. At the very beginning, CP participated as a member of the Transportation Task Force established as part of the Tier One EIS. *See*, Exh. 5. CP representatives regularly attended Task Force meetings beginning in December 2007.

IDOT records indicate that Bob Denny of CP attended the April 17, 2008 Task Force meeting at which the project corridor design manager presented fifteen roadway system alternatives. *See*, Exh. 6. Of these, seven proposed routes depicted the Western Access

Interchange and a new tollway across Bensenville Yard. *Id.* There is no record of any CP objection to these routes at any Task Force meeting.

On August 5, 2008, IDOT met directly with CP to provide "an overview of the project….The introductory material included a discussion of the seven remaining roadway strategies. The balance of the meeting focused on the south bypass connections and specific comments that the railroad representatives may have regarding operational or future uses at Bensenville Yard." *See*, FD 36075, IDOT Support Statement Exh. A, filed Feb. 22, 2017. CP officials objected to three of the potential alignments, but "the CP representative indicated that options A, B, C, and D were workable solutions." *Id*. At the conclusion of the meeting, "The EO-WB project team requested CP to examine the south connection further with the various appropriate divisions and offices and assemble a comprehensive list of concerns and comments to be submitted in writing." *Id*.

CP presented its list of concerns to IDOT when they met again in December 2008. *See*, FD 36075, IDOT Support Statement Exh. B, filed Feb. 22, 2017. Among other issues, CP noted that "All options will impact the west end of the yard which will require relocation of the turntable. CP expressed that while the turntable is still used, relocation is a feasible option." *Id*., at 2. CP stated, "The displacement of the turntable and machine shop was not a major issue if they were relocated or replaced in kind." *Id*. at 1. Finally, CP indicated "construction of the tunnel construction at the west end of the yard appears to be feasible if constructed in stages." *Id*., at 2. CP did not articulate any concerns with the Western Access Interchange.

(2) 2009 – 2011

In September 2009, IDOT wrote to CP's Area Real Estate Manager, Charles Weise, and explained that Option D, one of CP's preferred routes, had been selected and IDOT would need

to purchase property from CP. *See*, Pilecky VS Exh. 1-C. "We would like to work with you to develop an appropriate plan for offsetting any impacts caused by the implementation of the EO-WB project, should it move forward." *Id*.

On January 18, 2010, IDOT followed up, asking CP when it could expect a response to the September 2009 correspondence. *See*, Pilecky VS Exh. 1-D. CP reported "a reply is pending railroad management review." *Id*. Then, on April 19, 2010, Weise emailed IDOT: "**I'm excited to let you know that the green light was granted to move forward with this project from the CP side**. A letter of response will be provided to you later this week." *Id*. (emphasis supplied). Two days later, in a letter dated April 21, 2010, CP stated that it "looks forward to working closely with the IDOT to proceed in a mutually beneficial manner for the implementation of the EO-WB project." *Id*. CP requested eleven "accommodations" "in consideration of potentially displaced improvements." *See*, Pilecky VS Exh. 1-E. CP identified potential areas for relocating the turntable and mechanics' shop, CP identified potential land swaps, and CP even demanded IDOT take <u>more</u> property from Bensenville Yard than IDOT initially planned. *Id*. Once again, none of CP's requested accommodations involved the Western Access Interchange.

In August 2010, CP agreed to draft a "master agreement…designed to encompass everything that was discussed." *See*, Pilecky VS Exh. 1-F. On October 7, 2010, Weise advised IDOT the "adjusted master document and appendices were forwarded to the Director for review." *Id*. In December 2010, CP decided a "master agreement" would be too difficult to draft, reporting, "After long internal deliberation, it was decided that a master agreement may very well confuse matters more than assist." *Id*. In the same email, however, CP asked about a memorandum of understanding, stating, "[I]t seems plausible to work out a sale of railroad real property to IDOT in the near future." *Id*.

On January 3, 2011, CP again wrote to IDOT, advising: "All of the documents for property/rights being transferred from CP to IDOT are complete based on CP's standard templates." *Id*. CP provided copies of the draft agreements to IDOT. *Id*.

Throughout these negotiations, CP had been carefully analyzing the concept plans for the Bensenville Yard Crossing. For example, in 2011, CP asked for a change to the girder bridge design for the segment of the Bensenville Yard Crossing that would pass under CP's tracks at the west end of Bensenville Yard. The original design called for each of CP's lines to travel on its own bridge. CP believed separate bridges could restrict future expansion possibilities in the area. Over the course of several months, IDOT engineers developed and reviewed with CP at least eleven new concepts for the underpass. Ultimately, they agreed on a deck bridge design that restored all surface area in the location of the underpass. This design would allow space for six additional railroad tracks as well as vehicle traffic. IDOT incorporated this design into its concept plans for the Bensenville Yard Crossing even though it added $30 million to the EOWA Project cost. *See*, Pilecky VS Exh. 1-H.

(3) 2012 – 2014

In 2012, the Tollway was confirmed as the agency responsible for implementation of the EOWA Project. During 2012, the Tollway in collaboration with IDOT continued to work with CP on a memorandum of understanding. In its Reply, CP argues the parties failed to execute a memorandum of understanding in 2012 because "the impacts to rail operations and rail capacity were too great," and this failure signaled its objections to the Bensenville Yard Crossing. CP Reply, at 15. The record of communications between CP and the Tollway contradicts this claim.

In June 2012, the Tollway held a conference call with CP representatives regarding the EOWA Project and the parties' work on the memorandum of understanding. *See*, Nashif VS

Exh. 2-A. During the call, CP indicated it "wanted to add more detail to the MOU" and was "going to revise with suggested changes and send back to the Tollway for review." *Id*. Thus, far from rejecting a memorandum of understanding, CP actually agreed to revise and draft the document for the Tollway's review. *Id*.

Late in 2012, responsibility for the EOWA Project at CP shifted to Daniel Sabatka. In January 2013, Tollway engineers met with Sabatka and presented "a big picture overview of the entire project to provide context to the CP impacts and coordination." *See*, Pilecky VS Exh. 1-I. The Meeting Minutes also indicate "a review of the MOU open items was conducted. All agreed that future discussions would be more productive with land acquisition/real estate representation present from both parties." *Id*.

The parties met again in July 2013. At this meeting, CP representatives advised the Tollway that CP had "been undergoing leadership changes, including a new CEO and senior management. The new leadership has shifted the focus of the company to be more results driven and is very sensitive to operation impacts."[4] *See*, Nashif VS Exh. 2-B. Nevertheless, the parties continued to negotiate over terms of price and compensation. Among other items, the Meeting Minutes state as follows:

- " **Permanent Easement for West Yard Underpass subject to bridge design requirements set forth by CP.** The Tollway will require a permanent easement in this location. This was the CP's expectation and is agreeable."

  * * *

- **"Turntable at replacement value and Mechanic Shop at replacement value.** The CP was agreeable to the Tollway compensating the turntable and mechanic shop at the actual value of replacement. The acquisition/relocation would be greater than 5 years. Action item: CP to look into plans for these sites and how much time it would take to relocate."

[4] The hedge fund Pershing Square Capital Management had successfully wrested control of CP through a proxy battle and installed E. Hunter Harrison as the new CEO in 2012.

* * *

- "The CP prefers to have an overall MOU in place first. Cooperative agreements for the individual projects would follow. Action item: CP to draft MOU language."

See, Nashif VS Exh. 2-B.

When the Tollway and CP next met in January 2014, CP personnel "explained that the CP would work with the Tollway to help with the project, but that they have significant concerns with the impacts to the CP operations and they need to protect their interest." *See*, Nashif VS Exh. 2-C. Nevertheless, CP committed to submit a proposal for the Tollway:

> The CP will evaluate where and if potential relocation of the Machine Shop, Turn-Table, and Dome Yard is viable and will evaluate some alternatives internally. They will focus on finding locations that meet their existing needs, but also any expansion opportunities in the future. They will present their findings, including how the relocation could occur and potential cost impacts at the next meeting.
>
> *Id*. at 3.

(4) CP's March 2014 Offer to Sell All Necessary Property to the Tollway

The next meeting was on March 18, 2014. According to the meeting minutes, "CP leadership stated that the yard is not for sale, but given their review of the situation a compromise is offered to allow the project to proceed." *See*, Nashif VS Exh. 2-D, at 1. CP's compromise was "a non-negotiable offer" in three parts: (1) $63 million for land and property rights ($10 per square foot plus a 5x multiplier because CP considered Bensenville Yard a "corridor"); (2) $51 million for relocation of various facilities within Bensenville Yard, including the turntable and machine shop displaced by the Bensenville Yard Crossing, and a dome yard and RIP facility displaced by the Taft Avenue Extension; and, (3) the Tollway would assume responsibility for management of diesel fuel contamination in the area of the proposed roadway. *See*, Nashif VS Exh. 2-D, at 2. In support of its offer, CP provided the Tollway with

detailed plans developed by its engineering consultant, HDR, showing how the various affected facilities could be relocated and the rail tracks reconfigured to accommodate the EOWA Project. *See*, Nashif VS Exh. 2-H. The Tollway agreed to evaluate the offer.

On May 21, 2014, CP confirmed its offer in a letter to the Tollway, stating:

> In an effort to amicably resolve the matter, we met with the Tollway on January 21 and March 18, 2014, to provide information and describe the necessary changes and modifications to CP operations that would be required to accommodate the Tollway's design, if we were to come to an agreement, and still support and grow the business. At our meeting on March 18, we presented conceptual drawings, engineering information and cost details regard relocation and reconfigurations within the rail yard, and land value.
>
> * * *
>
> [F]rom our perspective the Tollway has all the information it needs to make a decision regarding our proposal. We hope to receive a decision from you on this matter by June 30, in order to be able to make plans for our ongoing operations.

See, Nashif VS Exh. 2-F.

In response to CP's exorbitant $114 million demand, the Tollway undertook a reexamination of the Bensenville Yard Crossing and the Taft Avenue Extension in an attempt to identify ways to mitigate the impacts claimed by CP. *See*, Nashif VS Exh. 2-G. Over the next several months, the Tollway sought access to Bensenville Yard to complete this analysis. In response to several inquiries from Tollway consultants, CP finally wrote to the Tollway in April 2015. *See*, Nashif VS Exh. 2-H. CP agreed to allow access for a one day site visit by a Tollway appraiser. In addition, CP stated that its $114 million offer was still on the table: "We would appreciate your attention to this matter, and hope to receive a decision from the Tollway by May 29 regarding the offer of settlement we made in March 2014." *Id*.

In short, CP's claim that the loss of a "single square inch" (CP Reply, at 13) from Bensenville Yard would be "potentially disastrous" (CP Reply, at 2) is belied by its prior

representations and its offer to sell to the Tollway the property it sought. From April 2014 until May 2015, more than two years after CP's "new leadership" had taken over, CP reaffirmed through this open offer that the EOWA Project could be accommodated. Significantly, CP's offer and its engineering plans do not foresee any impact on Bensenville Yard as a result of the Western Access Interchange, or disclose any plans for expansion of operations in the Bryn Mawr corridor.

CP and the Tollway met again in November 2015. *See*, Petition, at 29. The Tollway had modified its plans to reduce the amount of property it sought to acquire and developed various proposals to mitigate CP's claimed impacts, but CP was not interested. For the first time, CP officials stated it would not convey any property rights to the Tollway under any circumstances. The next day, on November 13, 2015, CP filed a lawsuit in the United States District Court for the Northern District of Illinois arguing the Tollway's eminent domain authority was preempted by ICCTA, and sought to enjoin all parts of the EOWA involving Bensenville Yard. *Soo Line Railroad Company, d/b/a Canadian Pacific, v. Illinois State Toll Highway Authority*, Case No. 15-cv-10328.

B. The Tollway Can Mitigate any Impacts and Compensate CP for any Property or Relocations Necessary for the Bensenville Yard Crossing.

In accordance with the Board's January 17, 2017 Order, the Tollway provides the following summary of its concept plans for the Bensenville Yard Crossing as well as possible alternatives for mitigating any impact on CP operations. As explained in the attached Verified Statement of Aaron Chanowitz, the Tollway's plans for the Bensenville Yard Crossing have been developed to a conceptual (30%) level of design. At this stage, the designs identify major project features, set approximate geometry, foot-print and estimate right-of-way requirements. Chanowitz VS, ¶ 8. However, they are not sufficiently detailed for bidding or construction. *Id*.

In CP's federal lawsuit against the Tollway, the court found that Tollway's plans for the Bensenville Yard Crossing were too preliminary for it to assess whether they would unreasonably interfere with railroad operations:

> The Authority's plans for the EOWA project continue to evolve, and it appears to still be interested in purchasing some portion of Bensenville Yard from Canadian Pacific. Because the Court cannot determine the extent to which railroad transportation would be prevented or unduly interfered with by a hypothetical condemnation of the land the Authority wishes to acquire, any adjudication of this dispute would amount to an advisory opinion.

Soo Line Railroad Company v. Illinois State Toll Highway Authority, Case No. 15 C 10328, Slip Op. Mar. 29, 2016, at 6-7.

The Taft Avenue Extension is distinct from the Bensenville Yard Crossing and not addressed in the Response. Nothing about the Western Access Interchange would compel the Tollway to construct the Taft Avenue Extension, so it is not implicated by the Tollway's Petition. It is not connected to either of the new tollways. Rather, it is a stand-alone project that could relieve surface street congestion in the area around O'Hare and was included in the EOWA Project because the Tollway believed it could be efficiently constructed in conjunction with the other work.

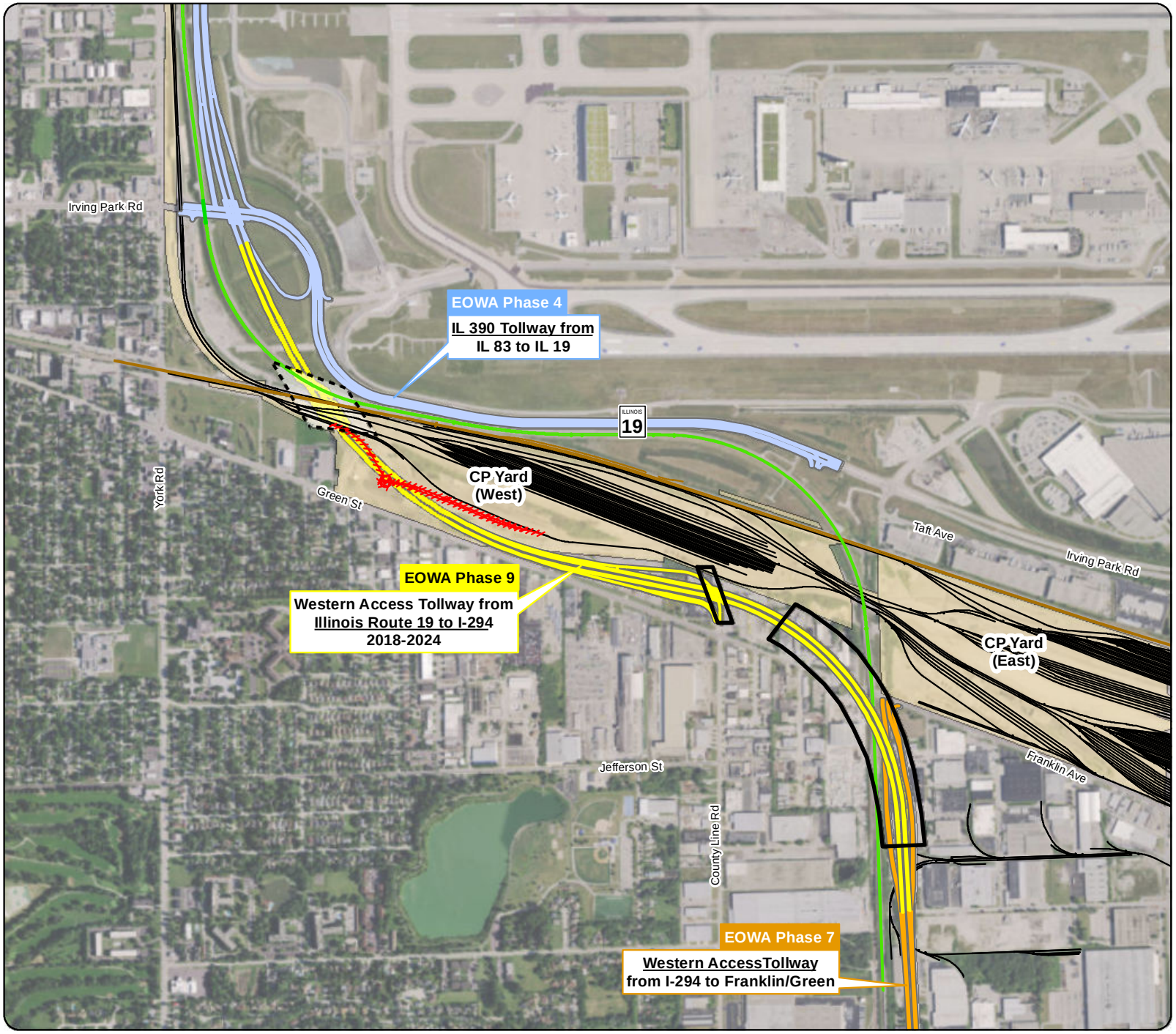
The distinction between the Bensenville Yard Crossing and the Taft Avenue Extension is critical to the Board's analysis. Tollway engineers analyzed the HDR plans provided by CP with its $114 million offer. They discovered the Bensenville Yard Crossing would require only the relocation of CP's turntable and machine shed and the loss of some property currently leased to a third party for chassis storage. All of the other disruptions predicted by CP were caused by the Taft Avenue Extension. The Tollway engineers' independent estimate indicates it would cost approximately $5.4 million to relocate the facilities disrupted by the Bensenville Yard Crossing.

The remainder of CP's $51 million demand for relocation costs is attributable to the Taft Avenue Extension. *See*, Exh. 7, at 8-14.

(1) The Tollway's Conceptual Plan for the Bensenville Yard Crossing

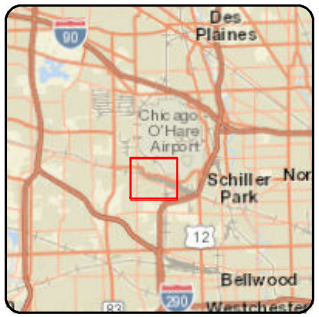
The Bensenville Yard Crossing is planned as part of Phase 9 of the EOWA Project which extends the Western Bypass from Irving Park Road in the north to Franklin/Green Street in the south. Proceeding southbound from Irving Park Road, the new tollway will drop below grade, passing under the UP/Metra mainline and three CP tracks in the far west side of Bensenville Yard. CP's tracks will be replaced on a deck bridge that fully restores all of the current surface area. After passing under the CP tracks, the new roadway will rise above grade, turn east, then turn south and proceed to a new interchange with I-294. *See*, Figure 1.

Elgin O'Hare Western Access



LEGEND

- CPR ROW
- CPR Track
- METRA Track
- UPRR Track
- Existing CPR Turntable and Turntable Track (to be relocated)
- Western Access Tollway Overpass Bridge
- Western Access Tollway Underpass Bridge

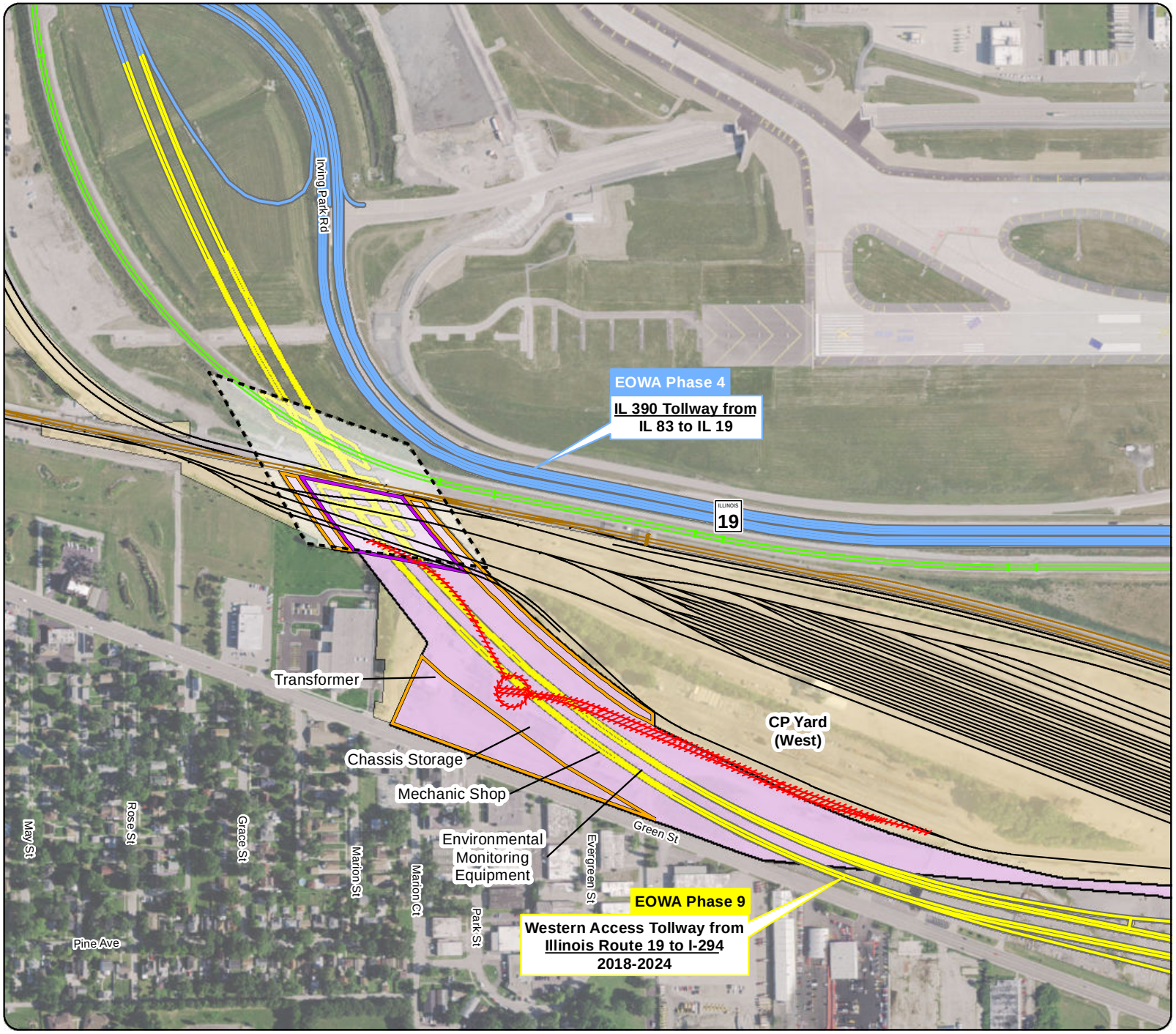


0 500 1,000 2,000
Feet

Figure 1
Western Access Tollway from IL 19 to Franklin Ave/ Green St Project
March 15, 2017

As originally planned, the Bensenville Yard Crossing required the Tollway to purchase approximately 16 acres of CP property in the southwest corner of Bensenville Yard. In its Reply, CP inflates this figure to "between 35 and 40 acres" by including temporary easements, property outside of Bensenville Yard, and property needed for the Taft Avenue Extension. *See,* CP Reply at 21; CP Reply Exh. C.

The placement of the Bensenville Yard Crossing was carefully chosen during the Tier One EIS in conjunction with CP advice. CP acknowledged the west side of Bensenville Yard is less important than the east side. In addition, in the area where the new tollway will rise above ground and turn east it would be difficult for CP to add track that could connect to the mainline because the west side of Bensenville Yard narrows sharply in this area. *See*, R.L. Banks Verified Report ("R.L. Banks VR"), at 5. Currently, CP's turntable and a machine shed are located in this area. *See*, Figure 2.



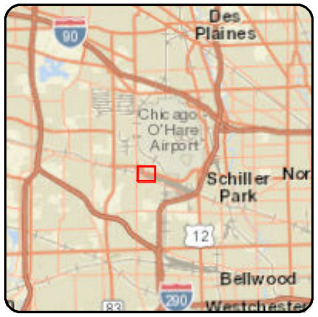
Elgin O'Hare Western Access

LEGEND

- CPR ROW
- CPR Track
- METRA Track
- UPRR Track
- Existing CPR Turntable and Turntable Track (to be relocated)
- Western Access Tollway Underpass Bridge
- CPR Land Acquisition Parcel

Land Acquisition Type

- Permanent Easement
- Temporary Easement



0 200 400 800
Feet

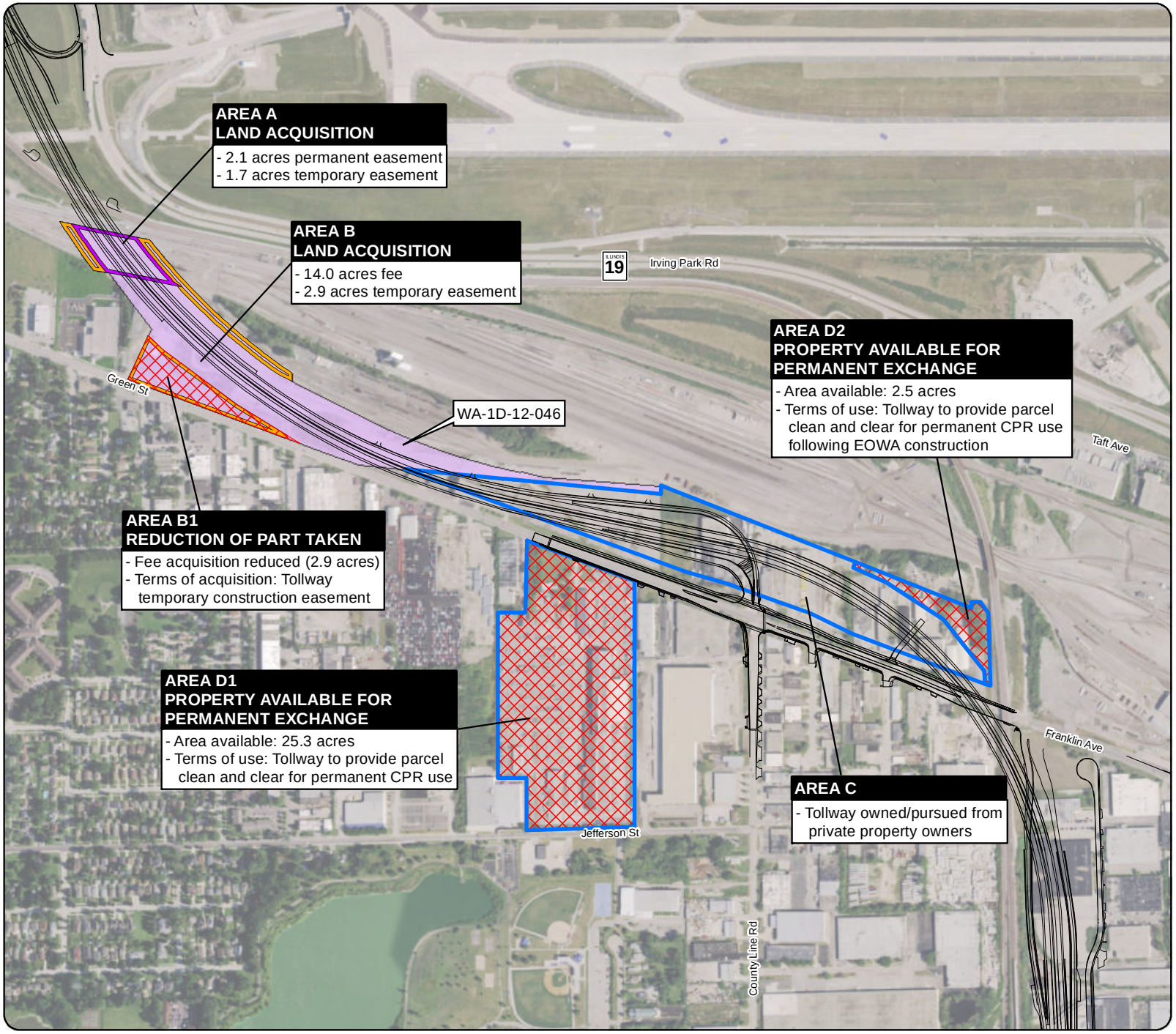
Figure 2

Western Access Tollway from
IL 19 to Franklin Ave/
Green St Project
March 15, 2017

Prior to construction of the Bensenville Yard Crossing, CP's turntable and machine shed will be replaced with a new facility at a location of CP's choosing. In the HDR plans provided by the CP with its $114 million offer, CP proposed locating the turntable in the east side, where most of the dependent activity already occurs. The Tollway's consultant, R.L. Banks, agrees this location will actually improve CP operations. R.L. Banks VR, at 3-6.

Partially in response to CP's $114 million sale price, the Tollway has explored various mitigation options to reduce the impact of the Bensenville Yard Crossing. Some of these concepts are depicted in Figure 3:

Elgin O'Hare Western Access



LEGEND

- Land Returned to CPR
- Tollway Owned/Pursued from Private Property Owners
- CPR Land Acquisition

Land Acquisition Type

- Permanent Easement
- Temporary Easement

0 500 1,000 2,000
Feet

Figure 3
CPR Land Acquisition
Mitigation Options
March 15, 2017

Area A depicts the location of the underpass, where the Tollway seeks a permanent easement underneath CP's tracks and will have no effect on surface operations. Areas B and B1 comprise 16.9 acres the Tollway needs for construction of the portion of the Bensenville Yard Crossing on CP Property. After analysis, the Tollway believes it only requires a temporary construction easement for Area B1, so it can return this property to CP after construction is complete. This would reduce the net taking from CP to 14 acres. As Figure 3 shows, most the tollway in this area will be built on the 22 acre parcel designated as Area C, which is not CP property or within the boundaries of Bensenville Yard.

Another mitigation concept the Tollway is developing involves the transfer of the properties depicted as Areas D1 and D2. Area D1 is a 25.3 acre parcel the Tollway must acquire from a third party. In the opinion of R.L. Banks, this property is well-suited for CP's intermodal support operations and the chassis storage currently being conducted in the Area B. *See*, R.L. Banks VR, at 8-9. Area D2 is actually a parcel CP requested as a land swap in its initial list of accommodations back in April 2010. *See*, Pilecky VS Exh. 1-E.

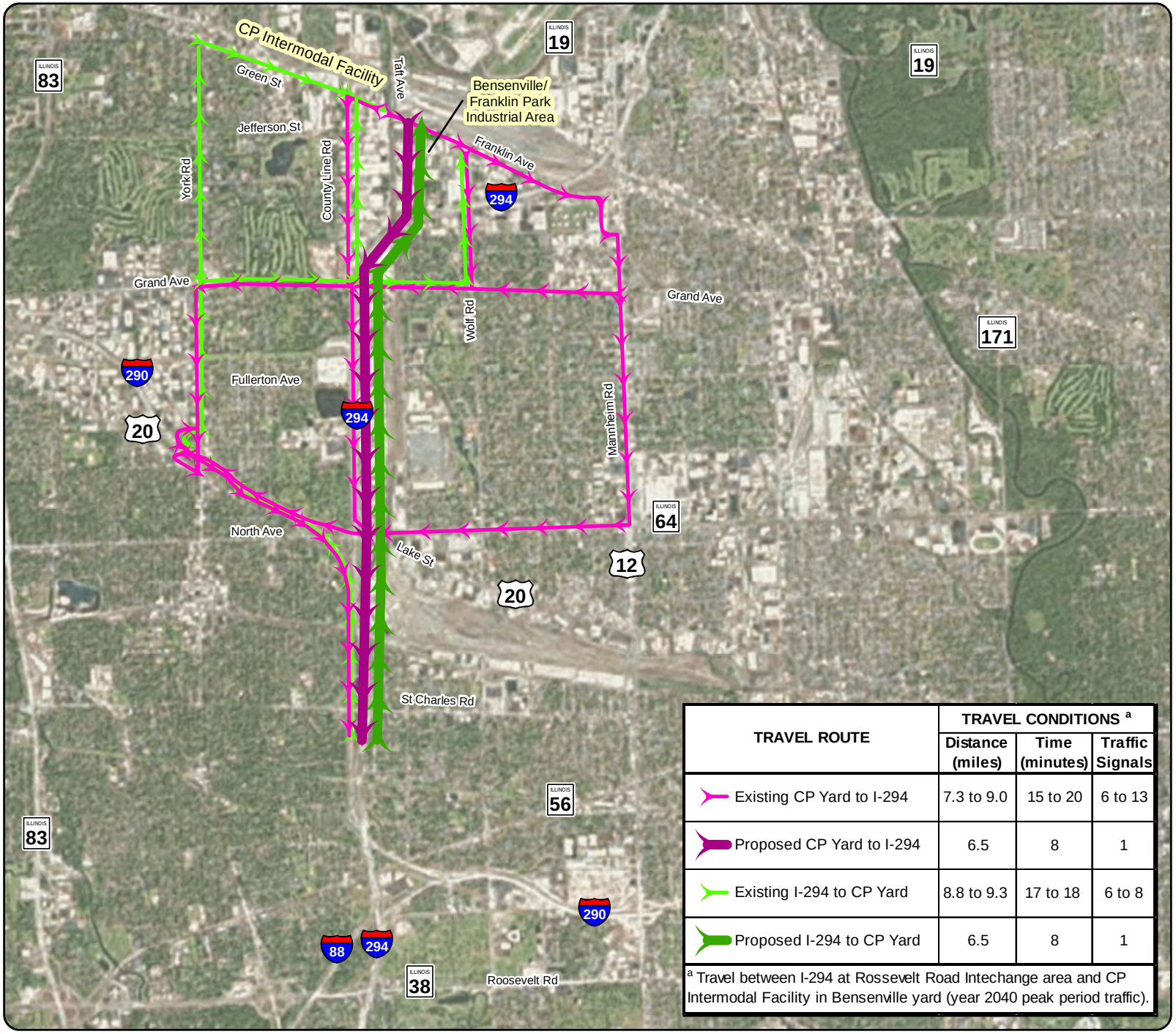
If these mitigation concepts prove feasible, the Tollway will be able to offer CP 27.8 acres of new property in exchange for the 14 acres required for the Bensenville Yard Crossing. These land swaps will address CP's concerns over "the near impossibility of acquiring additional property for rail operations in the area." CP Reply, at 13.

(2) Ramp Construction South of Bensenville Yard

South of Bensenville Yard, the Tollway has already commenced staging for construction of access ramps between Franklin Ave/Green Street and I-294. CP incorrectly alleges this work is part of a "vice" strategy to exert pressure on CP. As explained in the Pilecky Verified Statement, this work is actually part of EOWA Project Phase 7. It was always planned to

proceed prior to and independent of the Bensenville Yard Crossing. The work will significantly ease congestion and directly benefit Bensenville Yard. Currently, trucks leaving Bensenville Yard must travel over surface roads to an interchange southwest of Bensenville Yard in order to access I-294, the major interstate highway passing through Chicago. These ramps will provide direct access between Bensenville Yard and I-294. *See*, Figure 4.

Elgin O'Hare Western Access



TRAVEL ROUTE	TRAVEL CONDITIONS [a]		
	Distance (miles)	Time (minutes)	Traffic Signals
Existing CP Yard to I-294	7.3 to 9.0	15 to 20	6 to 13
Proposed CP Yard to I-294	6.5	8	1
Existing I-294 to CP Yard	8.8 to 9.3	17 to 18	6 to 8
Proposed I-294 to CP Yard	6.5	8	1

[a] Travel between I-294 at Rossevelt Road Intechange area and CP Intermodal Facility in Bensenville yard (year 2040 peak period traffic).

0 1,500 3,000 6,000
Feet

Figure 4
CPR Intermodal Yard Access
March 15, 2017

ARGUMENT

I. The Tollway's eminent domain authority is not categorically preempted by ICCTA.

The Tollway's request for a declaratory order related to the Western Access Interchange should be evaluated under the Board's "as applied" standard. That is, the proposed acquisition for the purpose of constructing standard highway bridges over CP's tracks is preempted only if the bridges will unreasonably interfere with railroad operations. *See, Lincoln Lumber Co. v. City of Lincoln*, 2007 WL 2299735, at *2, FD 34915 (STB served Aug. 10, 2007) ("acquisition by eminent domain … would not implicate the section 10501(b) preemption unless it would prevent or unreasonably interfere with railroad operations.")

"As applied" preemption stands in contrast to categorical, or *per se,* preemption. *Per se* preemption applies to regulations that on their face seek to regulate rail transportation, such as local permitting or preclearance of railroads, or state regulation of matters already subject to Board regulation, such as rates, operations, or mergers. *Eastern Alabama Ry. LLC – Petition for Declaratory Order*, FD 35583, at 4 (STB served Mar. 9, 2012); *New Orleans & Gulf Coast Ry. Co. v. Barrois*, 533 F.3d 321, 332 (5th Cir. 2008) (State actions that "directly conflict with the exclusive federal regulation of rail transportation" are categorically preempted). Put another way, preemption can be determined by examining the regulation itself; there is no need to examine the context or manner of application in any particular case. *See Florida East Coast Ry. Co. v. City of West Palm Beach*, 110 F.Supp.2d 1367, 1374 (S.D.Fla. 2000) ("'conflict' preemption [is] where federal and state law so conflict that it is impossible for a party simultaneously to comply with both, or where state law prevents the accomplishment of the full purposes and objectives of federal law"). *See also Barrois*, 533 F.3d at 332 ("the preemption

analysis for state regulations in this first category ["*per se*" preemption] is addressed to 'the act of regulation' itself and 'not to the reasonableness of the particular state or local action.'").

The application of general state and local regulations to railroad transportation is examined on a case-by-case basis to determine if that application would unreasonably interfere with railroad transportation. "As applied" preemption "requires a factual assessment of whether the proposed action would have the effect of preventing or unreasonably interfering with railroad transportation." *Barrois*, 533 F.3d at 333. *See also, Union Pac. R.R. Co. v. Chicago Transit Auth.*, 647 F.3d 675, 679 (7th Cir. 2011). Eminent domain authority, a form of generally applicable regulation, is always analyzed under the "as applied" standard. There is no blanket rule that all condemnation action against railroad property is impermissible. *See Lincoln Lumber Co. – Petition for Declaratory Order*, 2007 WL 2299735, at *2, FD 34915 (STB served Aug. 13, 2007) (citing *Maumee & W. R.R. Corp. & RMW Ventures, LLC – Petition for Declaratory Order*, 2004 WL 395835, at *2, FD 34354 (STB served Mar. 3, 2004).

In its federal lawsuit against the Tollway, CP agreed the correct standard was "as applied." The Court noted in its ruling dismissing CP's claims: "Canadian Pacific, for its part, agrees that the ICCTA leaves room for states to regulate and otherwise impact the ways Surface Transportation Board-regulated railway entities make use of their properties – in other words, Canadian Pacific indeed does not claim the ICCTA categorically preempts either of the Illinois statutes at issue." *Soo Line Railroad Company v. Illinois State Toll Highway Authority,* Case No. 15 C 10328, Slip Op. 3/29/16, at 6-7.

In its Reply before this Board, however, CP now makes a confusing and internally inconsistent argument for categorical preemption. CP contends that "takings of rail operating property for another conflicting use generally are categorically protected." CP Reply, at 18.

This recitation of the standard is nonsensical. Categorical preemption either applies to a regulation "on its face," or does not. There is no "generally." *See Adrian & Blissfield R. Co. v. Village of Blissfield*, 550 F.3d 533, 540 (6th Cir. 2008) ("the preemption analysis is addressed not to the reasonableness of the particular state or local action, but rather to the act of regulation itself.")

CP attempts to bootstrap its overstatement of the categorical standard by claiming it "will eventually utilize every square inch" of Bensenville Yard and the Bryn Mawr corridor so any taking, no matter how small, will prevent or unreasonably interfere with its operations. CP Reply, at 13. This theory of preemption is audacious. CP is asserting that railroads may veto any public works project that conflicts with any operating railroad property, and federal, state and local authorities are rendered powerless by ICCTA preemption. Given the breadth of the railroads' collective land holdings, this would give them control over virtually all transportation projects. In this case in particular, CP is claiming an absolute right to bar access to the west side of O'Hare.

CP's legal interpretation is obviously flawed. The interference posed by a taking must be <u>unreasonable</u> interference, not simply any conflicting use. And, while the Board may include a railroad's future plans in its preemption analysis, plans offered by the railroad must be more than hypothetical. *See Girard v. Youngstown Belt Ry. Co.*, 979 N.E.2d 1273, 1286 (Ohio 2012) ("Youngstown Railway has no concrete plans to put these hypothetical plans into execution and in fact is selling the [] Yard. Without anything more specific, Youngstown Railway's evidence of a general desire for future development is not enough to establish that the property will be used for railway transportation."). CP's generalized claim that it will need "every square inch"

because freight volumes are predicted to increase over the next twenty five years is simply not sufficient. CP Reply, at 13.

CP attempts to support its "every square inch" theory with cases that involve attempts to remove active railroad operating property either without compensation or replacement. For example, in *Jie Ao and Xin Zhou,* the petitioners asserted ownership through adverse possession (*i.e.*, with no compensation due the railroad), of a 35 by 135 foot strip of surface property within Port of Seattle's right of way. *Jie Ao and Xin Zhou – Petition for Declaratory Order*, 2012 WL 2047726, at *1, FD 35539 (STB served June 6, 2012). The Board found that transfer of legal title would "unreasonably interfere" with potential reactivation of the line and prevent access for future track maintenance. Thus, far from finding categorical preemption, the Board used an "as-applied" standard. *Id*., at *6. The petitioners in *Zhou* also claimed a prescriptive easement over a second parcel. With regard to this parcel, the Board found "a prescriptive easement does not take railroad property outright, and it is often possible for an easement that crosses over, under, or across a right-of-way, to co-exist with active rail operations without necessarily interfering with the latter." *Id*., at *7. Thus, the Board's finding in *Zhou* actually supports the Tollway's request to take aerial easements for the Western Access Interchange.

Similarly, in *City of Lincoln--Petition for Declaratory Order*, FD 34425 (STB served Aug. 11, 2004), the Board found the City's attempt to condemn surface property within a right of way without offering replacement property would leave the railroad "with less than it previously had" and interfere with railroad operations. *Id*. at 4. Using the "as applied" standard, the Board found the City's attempts were preempted. *Id*. at 5. In contrast, here the Tollway can fully compensate CP for the property it seeks to acquire in Bensenville Yard, increase CP's land

holdings by providing larger parcels in exchange, and pay for the relocation of any affected facilities.

Finally, the situation in *City of Creede* is easily distinguishable from the case at hand. In *Creede,* the City attempted to subject large portions of a railroad right of way to residential zoning requirements without compensation or replacement. *See City of Creede, Co. – Petition for Declaratory Order*, 2005 WL 1024483, at *2, FD 34376 (STB served May 3, 2005). The issue in *Creede* was whether the right of way was still an active rail line subject to federal preemption. *Id*. The passage of the Board's decision cited by CP in its Reply is not part of an "as applied" preemption analysis. Rather, it was a determination that the property remained part of the national rail network. *See id*. at *7.

State of Texas, Dep't of Transportation – Petition for Declaratory Order Regarding Highway Construction in Tarrant Cnty, TX remains the most analogous precedent to this situation. *See* 1995 WL 44836, FD 32589 (ICC served Feb. 7, 1995). CP attempts to distinguish *State of Texas* by claiming the Tollway is seeking to take "actively used rail property" and leave CP "with less than it previously had." CP Reply, at 29-30. To the contrary, the only currently operating facilities potentially affected by the Bensenville Yard Crossing are CP's turntable and machine shed, which the Tollway has offered to replace at no cost to CP. All other tracks will be restored to their original alignment. Because the Tollway believes it can transfer property acquired in the immediate vicinity of Bensenville Yard, CP could end up with more property than it currently possesses.

II. The Western Access Interchange does not create downstream implications for Bensenville Yard.

Even under CP's legal interpretation, the Tollway's use of eminent domain to take temporary and permanent easements for the construction of the Western Access Interchange

should not be preempted. As explained in the Tollway's Petition, the Western Access Interchange consists of standard highway bridges that do not conflict with or prevent railway operations. The bridges pose even less potential for conflict than at-grade crossings regularly allowed by the Board and Federal Courts. *See, e.g., Eastern Alabama Ry. LLC – Petition for Declaratory Order*, FD 35583, at 4 (STB served Mar. 9, 2012); *Franks Inv. Co. LLC v. Union Pac. R.R. Co.,* 593 F.3d 404, 414 (5th Cir. 2010).[5]

Furthermore, the Western Access Interchange does not pose any "downstream implications" for Bensenville Yard. As the Tollway explained in its Petition, the Interchange is the keystone of Phase 4 of the EOWA Project, which connects the new IL 390 with the new Western Bypass. The portion of the Western Bypass constructed during Phase 4 extends only from approximately Devon Avenue on the north, to IL 19, Irving Park Road, on the south. *See*, Tollway Petition, at 15.

Extension of the Western Bypass beyond Irving Park Road, while envisioned in the complete EOWA Project, is not slated for several years. If that Phase of the EOWA Project does not come to fruition, nothing prevents the Irving Park terminus from becoming permanent. In such a case, the Tollway would update the EIS accordingly. This segment of the Western Bypass will still have independent utility.

CP argues the Irving Park Road terminus will impact Bensenville Yard by increasing congestion on local surface roads in the area. This argument is doubly wrong. First, CP does not take into account the fact that Phase 4 includes improvements to Irving Park Road and other

[5] In the attached Addendum, the Tollway addresses CP's claimed plans for future operations in the area of the Western Access Interchange. The Tollway would have discussed these plans in its original Petition if they had ever been disclosed by CP during the parties' seven years of negotiations. Prior to filing its Reply, CP never claimed to have any expansion plans for this area, or any objections whatsoever to the Western Access Interchange.

local roads in order to handle the increased traffic. Second, CP never explains what right it has to complain about traffic problems outside of Bensenville Yard. ICCTA preemption does not confer power upon the railroads to dictate whether improvements can be made to roads *outside* of its property.

III. If the Tollway decides to pursue the Bensenville Yard Crossing, it can minimize impacts on Bensenville Yard, replace all affected facilities, and provide significant benefits to CP.

As explained above in detail, IDOT and the Tollway adapted the route and design of the EOWA in response to CP concerns, and attempted to minimize any potential impact on Bensenville Yard. For example, during the Tier One EIS process, several alternative routes across CP's Bensenville Yard were examined. In consultation with CP, the design that crosses the narrow western edge of the smaller, western half of Bensenville Yard was identified as the least impactful and selected as the preferred alternative route. CP deemed this a "workable alternative." Later, IDOT changed the design of the underpass from separate through girder bridges to a full-span deck bridge (at an additional cost of $30 million) in order to preserve all surface area and allow for up to six additional tracks and vehicle access in the area of the tollway underpass. The plans also require that all track alignments be restored to their original configuration to preserve the length of CP's lead tracks.

The only operating railroad facilities that will be displaced by the Bensenville Yard Crossing are CP's locomotive turntable and a machine shed. The Tollway has always agreed to compensate CP for this replacement and relocation. As explained by R.L. Banks Verified Report, relocating the turntable to the east side of Bensenville Yard actually benefits CP, because it will be closer to the current maintenance and repair facilities. R.L. Banks VR, 5-6.

The remaining CP property needed for the Bensenville Yard Crossing is currently being used for storage of truck chassis as part of CP's intermodal operations. As R.L. Banks explains, this area is oddly shaped and remote from CP's intermodal operations. The Tollway can mitigate the loss of these 16 acres by substituting an even larger 25.3 acre parcel immediately across from the Yard Franklin Avenue/Green Street and a 2.5 acre parcel north of Franklin Avenue/Green Street. As R.L. Banks explains, the 25 acre parcel is better suited for intermodal support operations because it is an unobstructed rectangle and just as convenient to CP's intermodal operations. R.L. Banks VR, 6-9. As a result of these land swaps CP will end up with more land than it currently possesses and a suitable substitute for the current operations.

In short, the Tollway does not accept CP's claim that "the proposed takings would indisputably interfere with current rail operations and that interference could prove disastrous to CP, its customers, and to the national rail network as a whole." CP Reply, at 2. The Tollway's conceptual plans (and CP's own plans developed as part of its offer to sell property to the Tollway) demonstrate that opportunities exist to accommodate the Bensenville Yard Crossing without unduly interfering with CP's operations.

However, the Tollway's plans for the Bensenville Yard Crossing are not yet sufficiently developed for the Board to make a definitive determination on this issue. If the Tollway determines to proceed with Phase 9 of the EOWA Project, and pursues the Bensenville Yard Crossing, it will return to the Board with a subsequent petition, supported by detailed designs and plans for compensating CP and mitigating any effect on Bensenville Yard.

IV. The Board should balance the public interest against CP's conduct.

In its Reply, CP maintains the public benefits of the EOWA Project are simply "not relevant." CP Reply, at 28. Instead, CP believes any potentially "conflicting use" with even a

"single square inch" of railroad property is categorically preempted. In short, CP apparently believes virtually all aspects of the economy and the body politic must yield to the primacy of the railroads.

While the railroad industry is an important component of the national economy, the Tollway submits CP's position is unreasonable. The EOWA Project was designated as having regional and national significance over twelve years ago. As the U.S. Department of Transportation explains in its submission to the Board, this issue involves "*not only the operation of the railway system,* but also … has significant implications for the highway system and the efficiency of air travel through O'Hare International Airport." *See*, U.S. DOT Letter Support Statement, filed Jan. 13, 2017, at 2 (emphasis supplied). As also explained by the Illinois Congressional Delegation, the Project will "transform the region's transportation network," and is estimated to create approximately 65,000 new permanent jobs by 2040. *See*, FD 36075, Illinois Congressional Delegation Support Statement, filed Feb 22, 2017, at 1.

From 2007 through mid-2015, CP expressed willingness to convey the property rights necessary for the EOWA Project, provided that, like any other property owner, it "be made whole," a position with which IDOT and the Tollway have always agreed. Now that the IDOT, the Tollway and the United States Department of Transportation have spent more than $1 billion on this project, in partial reliance on CP's expressions of cooperation, it is simply inequitable for CP to reverse its position and demand the complete reconfiguration of the route selected almost eight years ago. Its conduct perverts the intent of ICCTA to protect railroads from inconsistent, patchwork local regulations. CP seeks to use this Board's exclusive jurisdiction as a club rather than a shield.

The Board should reject CP's attempt. All other public agencies with jurisdiction relating to the EOWA Project, including the U.S. Department of Transportation, the Federal Highway Administration, the Federal Aviation Administration, the Illinois Department of Transportation, and the City of Chicago, support the EOWA Project. If CP truly believed this Project is preempted and subject to the Board's exclusive jurisdiction, it should have sought the Board's guidance many years ago, rather than mislead the Tollway regarding its intentions.

CONCLUSION

The Tollway requests that the Board grant the Tollway's Petition and declare that the Tollway's use of eminent domain authority as applied to its efforts to take permanent and temporary easements necessary for the construction of the Western Access Interchange is not preempted under ICCTA. This Phase of the EOWA Project does not impact CP operations either along the Bryn Mawr corridor or within Bensenville Yard. Nor does construction of the Western Access Interchange make the Bensenville Yard Crossing inevitable. This Phase of the EOWA Project should proceed.

The Tollway further requests that the Board withhold making any definitive findings regarding potential impacts on Bensenville Yard that may result from the EOWA Project. Although the Tollway has presented preliminary conceptual designs and mitigation proposals, its plans are not sufficiently detailed for the Board to determine with certainty whether the Bensenville Yard Crossing will cause unreasonable interference with railroad transportation. If and when the Tollway elects to proceed with future Phases of the EOWA Project that require additional CP property, the Tollway will file a subsequent petition with the Board that provides it with sufficient information to address the question of preemption.

Respectfully Submitted,

The Illinois State Toll Highway Authority,
By: Lisa Madigan
Attorney General of the State of Illinois

/s/ David A. Goldberg
David A. Goldberg
Assistant Attorney General

CERTIFICATE OF SERVICE

I certify that I have this 16th day of March, 2017 served copies of **The Illinois State Toll Highway Authority's Response Statement in Support of its Petition for Declaratory Order**, upon all parties of record in this proceeding via electronic mail or U.S. First Class Mail.

/s/ David A. Goldberg

TOLLWAY ADDENDUM

Technical Analysis of CP Plans for Additional Inspection Tracks and/or a Transloading Facility in its Right-of-Way along the Bryn Mawr Corridor

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In its Reply to the Tollway's Petition, CP described potential plans for the addition of two inspection tracks or a transload facility in its right-of-way along the Bryn Mawr Corridor, which CP claimed would be prevented by construction of the Western Access Interchange. These plans had never been previously disclosed to the Tollway. The Board's Order of January 17, 2017, which was entered before CP submitted its Reply, instructs the Tollway to limit its response to the issue of the potential crossing of Bensenville Yard. Nevertheless, the Tollway believes the Board should consider important information regarding CP's proffered plans, as it will assist the Board in determining whether the plans are even feasible or prevented by the Western Access Interchange. In an effort to comply with the Board's Order, the Tollway presents its analysis in this Addendum.

I. CP's Plans Contain Numerous Design Flaws.

As explained in the Technical Report by the Tollway's Design Corridor Manager submitted with the Tollway's Petition, the Western Access Interchange is a system of five highway bridges designed to cross over CP and UPRR mainline on the western border of O'Hare. These standard highway bridges will exceed all applicable minimum horizontal and vertical clearances for railroad overpasses. The Tollway seeks a combination of permanent aerial easements (for the bridges to cross over CP's railroad tracks), temporary construction easements, and permanent surface easements for one support pier per bridge.

The single support pier required for each bridge will be placed on the boundary between CP's and UPRR's right of way, encroaching five feet onto each railroad's property. In an

attempt to render this five-foot encroachment conflicting, CP suddenly devised plans for inspection or storage tracks and/or a transload facility that occupy the entire width of its right-of-way, which spans 90 to 100 feet. The Tollway's consulting engineer, R.L. Banks, has reviewed these plans and noted several issues that may prevent CP from utilizing the full width of its right-of-way even in the absence of the Western Access Interchange.

(A) CP's Inspection Track Plans Assume Significant Burdens Upon UPRR

For example, CP's plan for the addition of two inspection tracks alongside its double mainline in the Bryn Mawr Corridor calls for the relocation of its mainline tracks as far east as possible. *See,* CP Reply, Verified Statement of Daniel Sabatka, at Exh. B, E. However, relocating CP mainline 2 as far to the east as possible would require shifting 1,170 feet of the currently existing shared access road that runs between CP and UPRR's tracks entirely onto UPRR property. *See,* R.L. Banks Verified Statement, § 2.3.1.1. CP's plan to relocate its mainlines would also require shifting all of the currently shared drainage onto UPRR property. *Id.*

Relocating the current access road and the shared drainage facility completely onto UPRR property would impede upon UPRR's ability to expand tracks in its own corridor. CP simply assumes UPRR will agree to the relocation. Absent UPRR consent, CP's plans for additional inspection tracks are unworkable.

CP's addition of inspection tracks imposes other burdens on UPRR as well. The R.L. Banks Verified Report states:

- According to the drawing submitted as Exhibit B to the Sabatka's Verified Statement, CP seeks to install additional switches beyond the limits of its track ownership, on track that will be maintained by UPRR. R.L. Banks VR, p. 29.
- CP's plans would require UPRR to install a new #15 right hand crossover between UPRR main tracks 1 and 2. *Id.*
- CP's plans would require the installation of two # 11 power turnouts inside the interlocking off of current CP main #1. *Id.*
- CP's plans could potentially require replacement of UPRR interlocking's vital signal logic. *Id.*

(B) CP's Inspection Track Plans Contain Other Flaws

In order to consume the entire width of its right-of-way, CP's plans depict its two existing mainlines, two inspection tracks, two access roads, and safety clearances. The plans fail to account for various necessary signal infrastructure, existing conditions, and other operations. As explained in the R.L. Banks report, CP's Plans contain the following flaws:

- Necessary signal structures will obstruct CP's access roads and some will need to be placed on UPRR property. R.L Banks VR, § 2.3.1.2.
- CP's plans do not account for the impact on the drainage culverts south of the Bryn Mawr Interlocking, and the resulting impact on the York Road drainage ditch. *Id.*, § 2.3.1.3.
- CP's plans require the relocation of O'Hare runway lights onto UPRR property and in conflict with FAA spacing requirements. *Id.,* § 2.3.1.4

- CP's industrial spur track crossing York Road will limit the use of one of its proposed inspection tracks at least twice each day. *Id.*, § 2.3.1.5.
- The design of CP's proposed south ladder track goes against industry-standard engineering practices. *Id.*, § 2.3.1.6.

(C) CP's Transload Facility Design Is Also Flawed.

Exhibit G to the Sabatka Verified Statement outlines the proposed layout of CP's transload facility along the Bryn Mawr corridor. The plan shows two proposed driveway aprons accessing York Road for the entry and exit of truck traffic at the transload facility. York Road is a 40 mile per hour local road subject to the County of DuPage jurisdiction. CP must obtain permits from the proper authorities to construct these aprons and access York Road. CP offers no indication that it has applied for any permits, or that permitting is likely to be granted. Moreover, it does not appear that CP owns all of the property abutting the York Road right-of-way. In several locations, the City of Chicago owns property between CP's western property line and the York Road right-of-way. As a result, CP does not even have a right to access York Road in these areas.

II. The Western Access Interchange will not prevent CP from constructing either its inspection tracks or the transload facility.

The plans for CP's inspection tracks and its transload facility concepts both assume its mainline tracks will be shifted east, so the center of mainline track 2 will be ten feet from the right-of-way boundary with UPRR. The CP plans show a two-foot thick retaining wall on the right-of-way line, resulting in the minimum eight-foot clearance. In five locations along the Bryn Mawr corridor, this design will result in a conflict with the five support piers of the Western Access Interchange, because they encroach five feet onto CP property. However, the

Tollway's consulting engineers have reviewed CP's plans and conclude that with slight modifications, both the Western Access Interchange and either CP's inspection tracks or the transload facility can be constructed.

First, CP's proposed two-foot wide retaining wall can be easily integrated into the Tollway's support piers. With this modification, CP's inspection track design can be constructed if the mainline tracks are located just three feet west of CP's proposed design. R.L. Banks has identified multiple ways to pick up these three feet.

First, the track-centers between Main 1 and the eastern-most inspection track, and between the two inspection tracks can be reduced from 24 feet to 22 feet. CP has employed an eight foot clearance on both sides of the inspection roads on the basis that a parked vehicle is a fixed obstruction. According to CP's own standards, a seven foot clearance is more applicable. *See,* R.L. Banks VR, § 2.1. In fact, CP's Bensenville Departure Yard appears to have seven inspection tracks with 21-foot track centers. *Id.*

Alternatively, the shared ditch located on the west edge of CP's right of way, parallel to York Road, could be modified to a storm sewer and curb and gutter design. Or, the two-foot safety buffer provided in the 18 feet of the inspection road dimension between the track center of the western inspection track and the western edge of CP's right-of-way could be eliminated if the back slope of the ditch was adjusted or eliminated. Either option would result in a pick-up of more than three feet. *Id.*

CP's plans for its transload facility do not provide the same level of detail regarding horizontal clearance. However, the plans appear to indicate a distance of 41 feet between the center of the transload track and the edge of the truck access road. Based upon the dimensions of

CP's existing transload facility and the AASHTO standards for highway and street design, R.L. Banks has concluded this dimension should actually be a maximum 38 feet. *Id.*, § 2.2.

The more critical dimension for CP's proposed transload facility is vertical, because it locates the facility exactly at the spot where the Tollway proposes to construct one of the Western Access Interchange bridges. This vertical constraint can be avoided if the transload facility is shifted 100 feet to the south of the location CP proposes. At that spot, the transload would be between two Tollway ramps and not impacted by the Tollway bridges. According to R.L. Banks' calculations, this relocation would not affect the facility's capacity or operation. *Id.*, § 2.2.

BEFORE THE

SURFACE TRANSPORTATION BOARD

STB DOCKET NO. 36075

THE ILLINOIS STATE TOLL HIGHWAY AUTHORITY

PETITION FOR DECLARATORY ORDER –

EXPEDITED CONSIDERATION REQUESTED

RESPONSE STATEMENT OF

THE ILLINOIS STATE TOLL HIGHWAY AUTHORITY

VERIFIED STATEMENT OF LIDIA PILECKY, P.E.

Vice President and Program Manager

CH2M

1. I am employed as a Vice President and Program Manager with CH2M, previously named CH2M HILL.

2. In 2012, the Illinois State Toll Highway Authority ("Tollway") selected CH2M as the Design Corridor Manager for the Elgin O'Hare Western Access Project (the "EOWA Project").

3. Prior to 2012, CH2M served as the prime consultant for the Environmental Impact Statements and studies for the EOWA Project, providing technical engineering, environmental, and public involvement services to support the selection of a preferred transportation alternative.

4. In my role as Program Manager for CH2M, I have been directly involved in or have knowledge of the communications between CH2M, the Illinois Department of Transportation ("IDOT"), and the Tollway with the Canadian Pacific Railway ("CP") that have taken place throughout the development of the EOWA Project.

5. Attached as Exhibit 1-A is a true and correct copy of the "Final Meeting Summary" for a meeting that took place on August 8, 2008 at the CH2M HILL office regarding "Elgin O-Hare – West Bypass Canadian Pacific Railroad Meeting."

6. Attached as Exhibit 1-B is a true and correct copy of a "Final Meeting Summary" for a meeting that took place on December 10, 2008 regarding "Elgin O-Hare – West Bypass CP Railroad Conference Meeting."

7. Attached as Exhibit 1-C is a true and correct copy of a letter dated September 21, 2009 from Diane M. O'Keefe, P.E., Deputy Director of Highways, Region One Engineer for IDOT, to Charles Weise, Area Manager, Real Estate – Marketing for the Soo Line Railroad d/b/a Canadian Pacific Railway, regarding IDOT's Elgin O-Hare – West Bypass study.

8. Attached as Exhibit 1-D is a true and correct print out of email correspondence from January 18, 2010 through April 21, 2010 between Ronald D. Krall of IDOT and Mr. Weise regarding "I-DOT's EOWB & CP RR, 12/09 (002051)."

9. Attached as Exhibit 1-E is a true and correct copy of a letter dated April 21, 2010 from Mr. Weise to Mr. Krall, regarding the Elgin O-Hare – West Bypass and in response to IDOT's letter dated September 21, 2009.

10. Attached as Exhibit 1-F is a true and correct print out of a string of email correspondence commencing on August 12, 2010 between Mr. Krall and Mr. Weise, with enclosures, "regarding EO-WB and moving forward (002051)."

11. Attached as Exhibit 1-G is a true and correct print out of a string of email correspondence. The earliest emails in the string are from January 18, 2010 to April 21, 2010 between Mr. Krall and Mr. Weise regarding "I-DOT's EOWB & CP RR, 12/09 (002051)." The next most recent email correspondence in the string is dated April 26, 2010 and is between Pete E. Harmet of IDOT, Larry Martin of CH2M, Mr. Krall, and me regarding "I-DOT's EOWB & CP RR, 12/09 (002051), CP RR frame work letter, 4/26/10." The final and most recent three email correspondences in the string are dated June 5, 2012, and are between Manar Nashif, Senior Project Engineer for the Tollway, Mr. Martin, Mr. Krall, Mr. Harmet, and me, regarding "I-DOT's EOWB & CP RR, 12/09 (002051), CP RR frame work letter, 4/26/10" and "CPRR Coordination."

12. Attached as Exhibit 1-H is a true and correct copy of the telephone conversation record dated December 12, 2011 between Paul E. Bobby, P.E., Director of Railroad Engineering – Midwest Region Associate of STV, Inc. and Curt Whelan of the CP regarding "CP review comments from B17 Construction Sequence and Structure Typ." Also attached as Exhibit 1-H is

a true and correct copy of a string of email correspondence commencing on December 16, 2011 regarding "Request for Meeting – Elgin O'Hare." IDOT incorporated the CP's requested modification from a girder to deck bridge into IDOT's concept plans even though the modification added $30 million to the EOWA Project cost.

13. Attached as Exhibit 1-I is a true and correct copy of the "Capital Program Meeting Minutes" for a meeting that took place on February 7, 2013 at the CP's Bensenville Yard office regarding "Update MTG w/ CP."

VERIFICATION

I, Lidia Pilecky, P.E., verify under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to sponsor this Verified Statement. Executed this 16th day of March, 2017.

Lidia Pilecky, P.E.

#49990955_v1

VERIFIED STATEMENT OF LIDIA PILECKY, P.E.

Vice President and Program Manager

CH2M

EXHIBIT 1-A

FINAL MEETING SUMMARY

CH2MHILL

MEETING SUBJECT:	Elgin O'Hare - West Bypass Canadian Pacific Railroad Meeting	**RECORDER:**	CH2M HILL/Larry Martin
MEETING DATE & TIME:	August 5, 2008, 2:00 PM	**PREPARATION DATE:**	August 6, 2008
MEETING LOCATION:	CH2M HILL Office		
ISSUE STATUS:	☐ Draft for Review ☒ Final		

ATTENDEE NAME	ORGANIZATION	E-MAIL
Ron Krall	SEC Group, Inc.	ronald.krall@illinois.gov
Larry Martin	CH2M HILL	lmartin@ch2m.com
Nate Schutte	CP Railroad	nate_schutte@cpr.ca
Jean-Alix Peralte	STV	jean-alix.peralte@stvinc.com

The meeting commenced with introductions and an overview of the project. The study area, transportation problems, and the multi-modal transportation solution were discussed, as well as the regional significance of the project. The introductory material included a discussion of the seven remaining roadway strategies. The balance of the meeting focused on the south bypass connections and specific comments that the railroad representative may have regarding operational or future uses at the Bensenville Yard. The following is a list of the issues, concerns, and comments raised by the Canadian Pacific Railroad (CPR) representative.

- On the west end of the yard, the location of the roadway would likely impact two unique facilities serving the yard...these include the roundhouse and the electrical shop. Although the alignment is in the tunnel passing under these facilities, the depth of the roundhouse pit and/or the cover over a tunnel may be issues, therefore causing its relocation. The CP is agreeable to the relocation of these facilities, preferably to the east end of the yard, which is closer to the center of activity. The CP would want these facilities replaced in-kind on property that the yard currently owns or on property adjacent to the yard that would be purchased. The relocation of these facilities would require study, and IDOT may be responsible for the cost of such study.

- Given that potential future uses of the yard would include an expanded intermodal operation, the CP representative suggested that any alignment on the south side of the west end should be located as far south in the yard as possible. This would give the yard maximum use of its properties to the north of the roadway and avoid land locking property. More detailed design work is needed in this area including further examination of the tunnel depth, profile, and length to determine if the existing uses (roundhouse and electrical workshop) can remain.

- The CP representative pointed out another issue in the west yard...an eight-foot high berm of considerable length and width present, and contains tainted or special waste material. No attempt by the railroad has been made to either assess or dispose of the material. Depending on the proposed preferred plan, the tainted soil may need to be addressed.

- It was noted that CPR is in the process of acquiring the IC&E (acquisition to be finalized ~ October 2008)...the rail line entering the west end of the yard. This acquisition will

likely impact future uses of the yard, however, the representative noted that any plans that would accommodate the IC&E traffic from the west are unknown and will remain confidential until the transaction is complete. The representative indicated that this acquisition, if approved, will shift a lot more emphasis to the west yard and could substantially affect what IDOT is able to do regarding roadway alignments and potential railroad ROW impacts to tie into I-294.

- Generally, it was noted that the west side of the yard was not as important as the east side. However, this may change significantly depending on the approval of the IC&E purchase. The east side of the location of the primary operation and includes the yard "hump" used to assemble all trains, the car shop, cargo storage, truck entrance, Chicago Starter Headquarters Building, and more. Again, the unknown for the west side is the impact of the purchase of the IC&E. Future plans for incorporating this segment of traffic remains unknown.

- It was reiterated that the EO – WB project was re-initiated due to federal ear-mark funding and this project is deemed regionally significant and thus, it is a good idea to work cooperatively to implement each others' plans to best satisfy all users and the surrounding area.

- As the discussion moved to the center of the yard (vicinity of the Union Pacific crossing line) comments were made regarding options E, F, and G. The CP representative considered option E a show stopper. It's location in the yard, even though elevated, is impractical and potentially would limit options for reconfiguring the yard in the future. It would also impact the Service/Control Hdqts, the existing "hump" operation, impact revenue during construction and perhaps permanently, and would be most disruptive to underground utilities. Options F and G were less problematic to the railroad, but would not provide the same level of access as Options A, B, C, or D; therefore are considered having no value to an expanded intermodal operation at the yard and thus, the CP would be less likely to work to implement. It is also thought that the profile for "F" and "G" may not be possible to meet standards and/or interfere with the Runway Protection Zone.. Further, Option F has a southbound ramp located at the end of the yard which is the location of the highest train traffic in the yard; thus, construction in this location would be difficult, needing to accommodate frequent train movement through this area. Also, cargo storage is located in the vicinity of this ramp as well, and includes cranes and other elevated equipment that would require consideration in the design and construction of this ramp. The CP representation also mentioned that G and F would potentially involve the Metra line. The track is owned by CP and leased by Metra with lease-back provisions. Operational complications will require further discussion with the CP and Metra, and any type of construction staging would be difficult at best and very costly.

- The CPR representative indicated that options A, B, C, and D were workable solutions. The access afforded by these options to the area was viewed as very positive. The CPR representative noted that industries located east of the UP line are CP customers and industries to the west of the UP line are UP customers. Thus, displacements would have a direct impact on revenue.

- The reconnection of Taft Road was viewed by the CP representative as a workable feature. It was recognized that the connection would aid in the overall accessibility into and through the area. The CP representative mentioned that the OMP/UP and CP were developing an agreement that provides for the transfer of the abandoned UP R-O-W when the new bridge for the realigned UP line is constructed under the OMP program.

Whereas the CP would have ownership of much of the corridor required for the reconnection of Taft, IDOT may wish to consider involvement in the agreement to secure the necessary property for their use.

- A question was posed to the CPR rep regarding utilities through the yard. It was specifically asked if fiber optics are located in the yard. The CPR rep noted there is a large east/west run but the location is not known exactly. In addition, there is a lot of signal equipment and connections in the yard. Also, MCT has a large fiber optics run north/south near Taft. Lastly, there is a large (~48) storm sewer main that runs east/west through the yard.
- The EO-WB project team requested CPR to examine the south connections further with the various appropriate divisions and offices and assemble a comprehensive list of concerns and comments to be submitted in writing. It was requested that comments be received shortly after Labor Day, by September 5th.
- It was established at the meeting that Nate Schutte would be the primary contact for the CPR, unless it is directed otherwise. His contact information is as follows:
    - 612-904-5945 – office
    - 612-581-1420 – cell
    - Nate_schutte@cpr.ca
- The CPR representative was given a package of background information concerning the project, and the meeting was adjourned at 4:00 p.m.

VERIFIED STATEMENT OF LIDIA PILECKY, P.E.

Vice President and Program Manager

CH2M

EXHIBIT 1-B

#49990955_v1

FINAL MEETING SUMMARY **CH2MHILL**

MEETING SUBJECT:	Elgin O'Hare - West Bypass CP Railroad Conference Meeting	**RECORDER:**	CH2M HILL/Lisa Sagami
MEETING DATE & TIME:	December 10, 2008, 10:00 AM	**PREPARATION DATE:**	December 15, 2008
MEETING LOCATION:	Conference Meeting		
ISSUE STATUS:	☐ Draft for Review ☒ Final		

ATTENDEE NAME	ORGANIZATION	E-MAIL
Nate Schutte	Canadian Pacific Railway	nate_schutte@cpr.ca
Pete Harmet	IDOT	pete.harmet@illinois.gov
Larry Wilson	IDOT	larry.wilson@illinois.gov
Ron Krall	SEC Group, Inc.	ronald.krall@illinois.gov
Pat Pechnick	SEC Group, Inc.	ppechnick@secgroupinc.com
Patrick Bryant	STV Group, Inc.	
Jean-Alix Peralte	STV Group, Inc.	peraltj@stvinc.com
Joanne Schroeder	VSA	jschroeder@vlecides-schroeder.com
Lidia Pilecky	CH2M HILL	lpilecky@ch2m.com
Larry Martin	CH2M HILL	lmartin@ch2m.com
Cheng Soong	CH2M HILL	csoong@ch2m.com
Lisa Sagami	CH2M HILL	lsagami@ch2m.com

A conference meeting was held between representatives of IDOT, the Elgin O'Hare – West Bypass project team, and the Canadian Pacific Railroad. The purpose of the meeting was to obtain input regarding impacts of the O'Hare Bypass South Alignment Options on freight rail operations, particularly on the Bensenville Yard. An exhibit depicting the alignment options was distributed to meeting participants. CH2M HILL provided a general description of alignment options A through G, including the potential refinement of options A through D west of the UP crossing of the Bensenville Yard.

The following is a list of the issues, concerns, and comments raised during the meeting.

- CP understood the rationale for realigning A-D in the vicinity of Green Street to provide a 300' frontage for commercial development. The displacement of the turntable and machine shop was not a major issue if they are relocated or replaced in kind.
- CP indicated that operations at the east end of the Bensenville Yard are most important and that any construction within the yard could cause major disruptions to their operations and to the region's freight movement. Much of the regions' freight passes through this area.
- CP agreed that Option F which crosses the freight yard three times should be considered a fatal flaw. The ability to maintain freight operations in this scenario is not a feasible or a reasonable assumption. Further the volume of rail traffic entering the east end of the yard and the management of rail traffic to construct the SB ramp to I-294 would be unworkable.
- CP agreed that Option E which crosses the freight yard twice should also be considered a fatal flaw for the same reasons as those stated above. Further Option E interrupts the nerve center of the operation (the hump yard operation) which would cause intermittent shut down of the hump

during construction. Cars would have to be flat switched and reduce the capacity of the yard by more than 50%. This is an unacceptable condition.

- CP noted that Option G crosses the yard in at least two locations which would cause a major reduction in the yards capacity because of temporary track and signal modification in numerous locations. Further, CP noted that elevated sections of this alignment would require extensive staging, further disrupting their operations.
- CP offered that any roadway which straddles the UP tracks (such as with Option C) would be very disruptive to freight operations along this heavily used corridor; however, they deferred to the UP RR for their input.
- All options will impact the west end of the yard which will require the relocation of the turntable. CP expressed that while the turntable is still used, relocation is a feasible option. Relocation or replacement of the affected shop building would be required as well.
- CP stated that construction of the tunnel construction at the west end of the yard appears to be feasible if constructed in stages.
- CP noted that any option that spans across the freight yard, especially long spans, will severely limit options for potential reconfiguration of the Bensenville Yard.

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VERIFIED STATEMENT OF LIDIA PILECKY, P.E.

Vice President and Program Manager

CH2M

EXHIBIT 1-C

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Cham Hill

Illinois Department of Transportation
Division of Highways / Region 1 / District 1
201 West Center Court / Schaumburg, Illinois / 60196-1096
Telephone 847/705-4000

Project and Environmental Studies
Elgin O'Hare – West Bypass
Cook and DuPage Counties

September 21, 2009

Mr. Charles Weise
Area Manager, Real Estate - Marketing
Soo Line Railroad Company dba
Canadian Pacific Railway
Suite 1525
501 Marquette Ave S
Minneapolis, MN 55402

Dear Mr. Weise:

This is in regards to the Department's Elgin O'Hare - West Bypass (EO-WB) study. The roadway alternatives that are currently under consideration would cross under the Canadian Pacific's (CP) tracks at the western end of the Bensenville Yard, then parallel the yard, as shown on the attached exhibit. During past conversations, the CP Railroad has raised concerns regarding the ability to expand the CP's western yard in the future, particularly at the junction of the east and west yards, where Union Pacific tracks cross the CP's facilities. This narrow opening is governed by a 1910 agreement between the CP and UP Railroads. Under current State and Federal Statutes, the Department is unable to provide any assistance with respect to expanding this narrow opening.

The Department will need to purchase right-of-way from the CP railroad as part of the EO-WB project. This acquisition would present an opportunity to purchase property at another location to offset impacts at the Bensenville Yard. It is important to note that our ability to purchase other property will be dependent upon the ownership and environmental status of that property. For example, the State would be unable to purchase public lands, railroad property or environmentally sensitive property (i.e., wetlands, nature preserves). Another option would be for the Department to appraise the property and pay fair cash market value for the land sought for acquisition. This valuation would include any cost to cure and damages to the remainder.

We would like to work with you to develop an appropriate plan for offsetting any impacts caused by implementation of the EO-WB project, should it move forward.

If you have any questions or need additional information, please contact Peter E. Harmet, Bureau Chief of Programming, at (847) 705-4393.

Very truly yours,

Diane M. O'Keefe, P.E.
Deputy Director of Highways,
Region One Engineer

By:
John Fortmann, P.E.
Engineer of Program Development

Attachment

bcc: Cindy Bushur-Hallam
John Fortmann
CH2M HILL
O'Hare Modernization Program
File

Prepared By: Ron Krall, ext. 4103
Bureau of Programming

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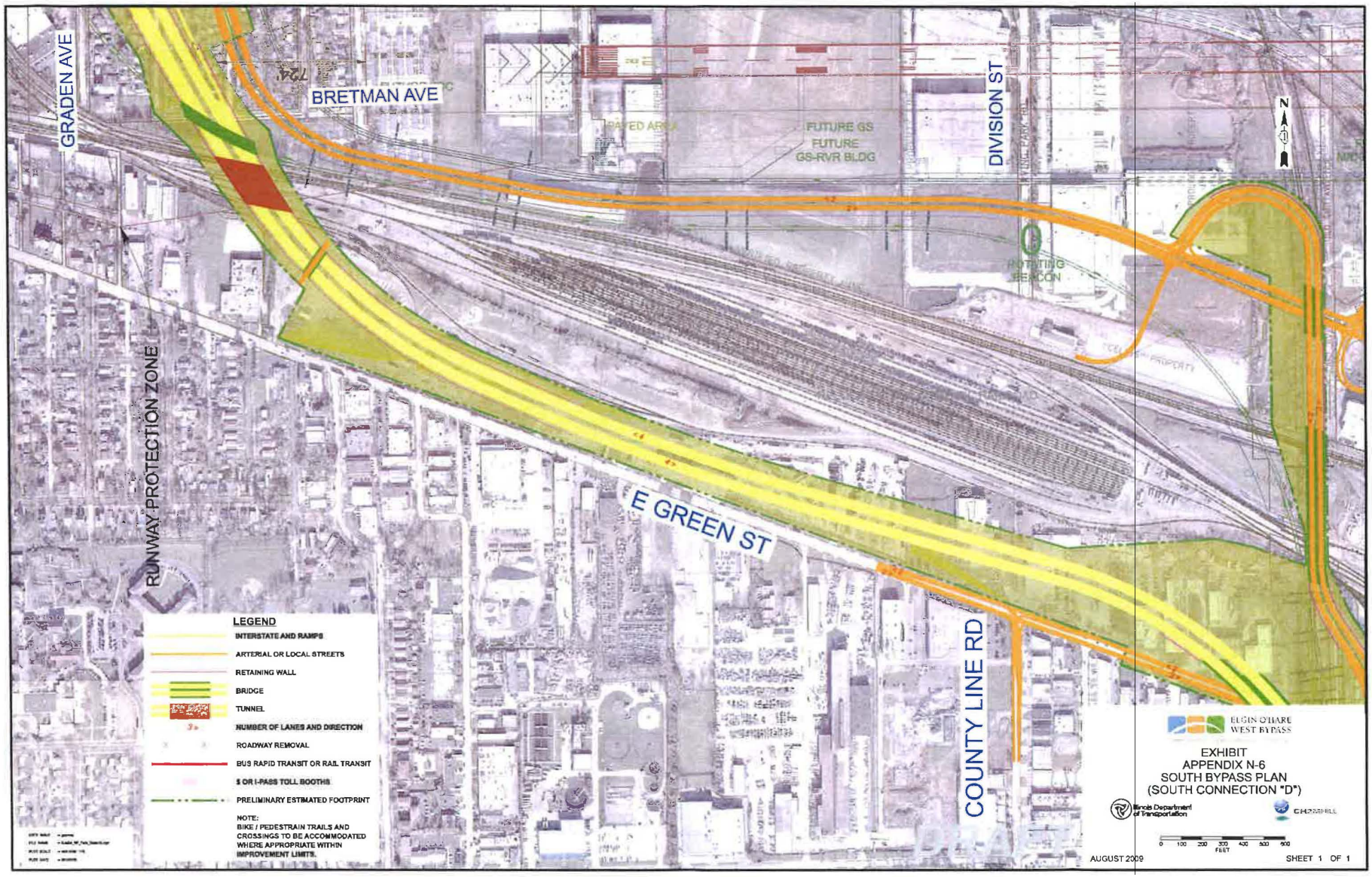
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NUMBER OF LANES AND DIRECTION
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PRELIMINARY ESTIMATED FOOTPRINT
NOTE:
BIKE / PEDESTRAIN TRAILS AND
CROSSINGS TO BE ACCOMMODATED
WHERE APPROPRIATE WITHIN
IMPROVEMENT LIMITS.
ELGIN O'HARE
WEST BYPASS
EXHIBIT
APPENDIX N-6
SOUTH BYPASS PLAN
(SOUTH CONNECTION "D")
Illinois Department of Transportation
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FEET
AUGUST 2009
SHEET 1 OF 1

VERIFIED STATEMENT OF LIDIA PILECKY, P.E.

Vice President and Program Manager

CH2M

EXHIBIT 1-D

#49990955_v1

From: Charles Weise [mailto:Charles_Weise@cpr.ca]
Sent: Wednesday, April 21, 2010 10:31 AM
To: Krall, Ronald D
Cc: Lin Gartner
Subject: RE: I-DOT's EOWB & CP RR, 12/09 (002051)

Ron:

After you have had an opportunity to review the attached information, let me know a convenient time to meet with your group in Chicago to discuss the various points.

I look forward to visiting with you in the near future.

Thank you,

~ Charles

From: Charles Weise
Sent: Monday, April 19, 2010 12:43 PM
To: 'Krall, Ronald D'
Subject: RE: I-DOT's EOWB & CP RR, 12/09 (002051)

Ron:

I'm excited to let you know that the green light was granted to move forward with this project from the CP side. A letter of response will be provided to you later this week. The purpose of the letter will be to provide a platform for us to build upon for future discussions. Ideally, a meeting can be scheduled in the next few weeks to discuss the project in detail and how CP can be of assistance to I-DOT.

Thank you,

~ Charles

From: Krall, Ronald D [mailto:Ronald.Krall@illinois.gov]
Sent: Wednesday, March 17, 2010 2:46 PM
To: Charles Weise
Subject: RE: I-DOT's EOWB & CP RR, 12/09 (002051)

Good afternoon Charles. Anything going on at your end on this? I do not recall seeing anything since we last chatted below. Thanks.

From: Charles Weise [mailto:Charles_Weise@cpr.ca]
Sent: Monday, January 18, 2010 2:15 PM
To: Krall, Ronald D
Cc: David Drach
Subject: RE: I-DOT's EOWB & CP RR, 12/09 (002051)

Ron:

Thank you for the status update inquiry. Yes, a reply is still pending railroad management review. Your status update request was forwarded internally. Any response received will be forwarded to you upon receipt.

I hope that you have a happy new year and I look forward to meeting soon to initiate a mutually beneficial outcome.

Thanks again,

~ Charles

From: Krall, Ronald D [mailto:Ronald.Krall@illinois.gov]
Sent: Monday, January 18, 2010 1:21 PM
To: Charles Weise
Subject: RE: I-DOT's EOWB & CP RR, 12/09

Good afternoon Charles. Hope you had a great holidays and have acclimated yourself back to a more normal schedule. Back in the fall of 2009, during the later part of September, September 21, 2009, IDOT sent a letter regarding the need to acquire right-of-way from the CP RR. I believe we are still awaiting a reply from the CP RR. When you have a minute, can you please confirm that a reply is still pending? Also, let us know if there is anything you need from IDOT or if a meeting to discuss this topic may be helpful. Thanks and I hope this e-mail finds you well.

---------- IMPORTANT NOTICE - AVIS IMPORTANT ----------
Computer viruses can be transmitted via email. Recipient should check this email and any attachments for the presence of viruses. Sender and sender company accept no liability for any damage caused by any virus transmitted by this email. This email transmission and any accompanying attachments contain confidential information intended only for the use of the individual or entity named above. Any dissemination, distribution, copying or action taken in reliance on the contents of this email by anyone other than the intended recipient is strictly prohibited. If you have received this email in error please immediately delete it and notify sender at the above email address.

Le courrier electronique peut etre porteur de virus informatiques. Le destinataire doit donc passer le present courriel et les pieces qui y sont jointes au detecteur de virus. L' expediteur et son employeur declinent toute responsabilite pour les dommages causes par un virus contenu dans le courriel.
Le present message et les pieces qui y sont jointes contiennent des renseignements confidentiels destines uniquement a la personne ou a l' organisme nomme ci-dessus. Toute diffusion, distribution, reproduction ou utilisation comme reference du contenu du message par une autre personne que le destinataire est formellement interdite. Si vous avez recu ce courriel par erreur, veuillez le detruire immediatement et en informer l' expediteur a l' adresse ci-dessus.
---------- IMPORTANT NOTICE - AVIS IMPORTANT ----------

VERIFIED STATEMENT OF LIDIA PILECKY, P.E.

Vice President and Program Manager

CH2M

EXHIBIT 1-E

#49990955_v1

CANADIAN PACIFIC

Real Estate

Suite 1525
501 Marquette Ave South
Minneapolis, MN 55402

April 21, 2010

Mr. Ron Krall
Illinois Department of Transportation
Division of Highways/ Region 1 / District 1
201 West Center Court
Schaumburg, IL 60196-1096

Re: Elgin O'Hare – West Bypass; Response to letter dated September 21, 2009

Dear Mr. Kroll:

This is in reply to a letter from Diane O'Keefe dated September 21, 2009, a copy of which is attached. Canadian Pacific ("CP") looks forward to working closely with the I-DOT to proceed in a mutually beneficial manner for the implementation of the EO-WB project.

In consideration of potentially displaced improvements as a result of the proposed EO-WB project, CP requests the following accommodations (ref attached Exhibit A):

1) I-DOT shall include remnant parcel in taking

2) Turntable relocation

   a. I-DOT shall replace existing turntable in like-kind
   b. I-DOT shall install low-profile turntable (approx location)

3) I-DOT shall relocate mechanic shop facilities in like-kind (work / storage space & employee stations)

4) I-DOT shall reimburse CP for all environmental monitoring equipment removed for project purposes (detailed locations: Inset Item 4)

5) I-DOT shall design / build a single-span overpass at the junction of the easterly and westerly Bensenville Yard

6) Land swap

   a. I-DOT shall purchase property shown on Exhibit A as Item 6.a.
   b. Item 6.a. property shall be granted to CP along with already planned purchased property shown on Exhibit A as Item 6.b.

c. Property granted to CP (Item 6.a & 6.b) shall be swapped (acre for acre) for currently CP owned, EO-WB required property

7) Remnant parcel (see Item 6) shall be level and clear of all improvements

8) I-DOT shall compensate CP for any remaining acreage required for the EO-WB project not swapped (reference Item 6) in addition to property located in the southwesterly portion of easterly Bensenville Yard (Item 8)

9) Compensation referenced in Item 8 shall be determined by a third-party appraiser of CP's choosing at I-DOT's cost

10) I-DOT shall relocate access to the westerly Bensenville Yard to a location determined through cooperation with the CP Engineering Department

11) I-DOT shall release CP of all environmental liability

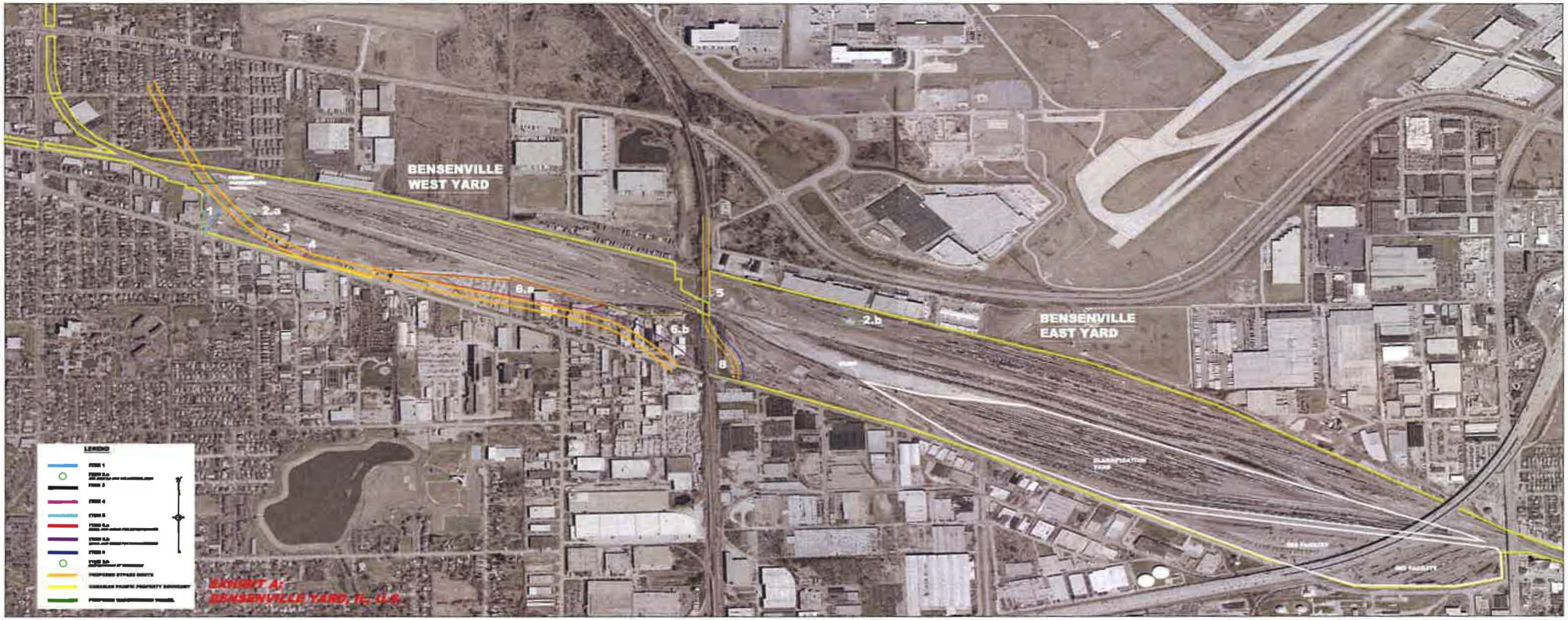
This letter shall in no way represent an agreement between I-DOT and CP. All information provided is for the purpose of providing a negotiation platform with which to begin. Further, any concepts agreed upon during preliminary discussions that are deemed reasonable by CP's representative shall be recommended to railroad management and shall be entirely dependent upon railroad management's potential approval.

If you would like to arrange a conference call or in-person meeting to discuss any or all of the points addressed, feel free to contact me at your earliest opportunity.

I look forward to your response,

Sincerely,

Charles D. Weise
Area Manager, Real Estate Marketing
(612) 904-6143
e-mail: charles_weise@cpr.ca


BENSENVILLE
WEST YARD
BENSENVILLE
EAST YARD
1
2.a
3
4
5
6.a
6.b
2.b
8
LEGEND
EXHIBIT A:
BENSENVILLE YARD, IL, U.S.

Illinois Department of Transportation
Division of Highways / Region 1 / District 1
201 West Center Court / Schaumburg, Illinois / 60196-1096
Telephone 847/705-4000

Project and Environmental Studies
Elgin O'Hare – West Bypass
Cook and DuPage Counties

September 21, 2009

Mr. Charles Weise
Area Manager, Real Estate - Marketing
Soo Line Railroad Company dba
Canadian Pacific Railway
Suite 1525
501 Marquette Ave S
Minneapolis, MN 55402

Dear Mr. Weise:

This is in regards to the Department's Elgin O'Hare - West Bypass (EO-WB) study. The roadway alternatives that are currently under consideration would cross under the Canadian Pacific's (CP) tracks at the western end of the Bensenville Yard, then parallel the yard, as shown on the attached exhibit. During past conversations, the CP Railroad has raised concerns regarding the ability to expand the CP's western yard in the future, particularly at the junction of the east and west yards, where Union Pacific tracks cross the CP's facilities. This narrow opening is governed by a 1910 agreement between the CP and UP Railroads. Under current State and Federal Statutes, the Department is unable to provide any assistance with respect to expanding this narrow opening.

The Department will need to purchase right-of-way from the CP railroad as part of the EO-WB project. This acquisition would present an opportunity to purchase property at another location to offset impacts at the Bensenville Yard. It is important to note that our ability to purchase other property will be dependent upon the ownership and environmental status of that property. For example, the State would be unable to purchase public lands, railroad property or environmentally sensitive property (i.e., wetlands, nature preserves). Another option would be for the Department to appraise the property and pay fair cash market value for the land sought for acquisition. This valuation would include any cost to cure and damages to the remainder.

We would like to work with you to develop an appropriate plan for offsetting any impacts caused by implementation of the EO-WB project, should it move forward.

If you have any questions or need additional information, please contact Peter E. Harmet, Bureau Chief of Programming, at (847) 705-4393.

Very truly yours,

Diane M. O'Keefe, P.E.
Deputy Director of Highways,
Region One Engineer

By:
John Fortmann, P.E.
Engineer of Program Development

Attachment

VERIFIED STATEMENT OF LIDIA PILECKY, P.E.

Vice President and Program Manager

CH2M

EXHIBIT 1-F

#49990955_v1

From: Larry.Martin@CH2M.com
Sent: Tuesday, February 01, 2011 9:30 AM
To: Bobby, Paul E.
Subject: FW: regarding EO-WB and moving forward (002051)
Attachments: 00 - 002051 2011-01-07 ~ Exhibit 1.0 - West Yard Land Transaction Overview.pdf; 00 - 002051 2011-01-07 ~ Exhibit 2.0 - East Yard Land Transaction Overview.pdf; 00 - 002051 2011-01-03 ~ Master Agreement.doc; 00 - 002051 2011-01-06 ~ Exhibit 3.0 - Bensenville Yard Highway Impact Overview.pdf

Materials for the agreement with CP

From: Krall, Ronald D [mailto:Ronald.Krall@illinois.gov]
Sent: Tuesday, February 01, 2011 9:17 AM
To: Martin, Larry/CHI
Subject: FW: regarding EO-WB and moving forward (002051)

Forgot to get this to you yesterday. Sorry.

From: Charles Weise [mailto:Charles_Weise@cpr.ca]
Sent: Friday, January 07, 2011 10:07 AM
To: Krall, Ronald D
Subject: RE: regarding EO-WB and moving forward (002051)

Ron:

Calling this a "draft" copy would be a stretch. The agreements that I draft typically look vastly different after my boss marks all over the page with red ink. Accordingly, please do not release to legal at this time, but it will give you a sense of what I am working on. Your input is greatly appreciated to potentially save time in revisions. I should be able to review it with the Director on Monday or Tuesday. He has agreed to water down our standard agreements and provide something that the railroad could agree to in return. This way, the agreement terms can be identical for both parties going in both directions. So, I have not included any of the appendix documents as they will be substantially reduced via removed clauses. I just don't know which clauses.

Attached, is the Master Agreement (thus far) along with the exhibits. I am about to work on Part 4. So, anything prior to that section is what I am presenting to the Director for modifications. Do you have a more current map that can be used for creating the Exhibits 1, 2, & 3?

Following Andy's message, I'm not sure what the best approach would be, but it seemed to simplify things if the project is viewed as a purchase of existing assets vs. a relocation of assets. What are your thoughts? If the latter is the direction I-DOT is firm on, the direction of the Master Agreement will require adjustment.

~ Charles

From: Krall, Ronald D [mailto:Ronald.Krall@illinois.gov]
Sent: Wednesday, January 05, 2011 9:51 AM
To: Charles Weise
Subject: FW: regarding EO-WB and moving forward (002051)

Charles,

Sorry for the delayed reply...Happy New Year.

Sure, please send the "draft" copy. Thanks for the offer.

From: Charles Weise [mailto:Charles_Weise@cpr.ca]
Sent: Monday, January 03, 2011 11:40 AM
To: Krall, Ronald D
Subject: RE: regarding EO-WB and moving forward (002051)

Ron:

Happy New Year. All of the documents for property / rights being transferred from CP to I-DOT are complete based on CP's standard templates. As you may imagine, the standard templates for transfer of property / rights from external parties to CP provide fewer restrictions on CP than vice versa. Accordingly, I am meeting with the Director to discuss how he would recommend evening the playing field.

Are you interested in reviewing the documents that have been completed with the disclaimer that they may change, or do you want me to wait until the documents are complete on this end (may take until 1/14)?

~ Charles

From: Krall, Ronald D [mailto:Ronald.Krall@illinois.gov]
Sent: Wednesday, December 22, 2010 2:27 PM
To: Charles Weise
Subject: RE: regarding EO-WB and moving forward (002051)

Thanks. I am sure we will be in contact a lot over the next bit of time.

From: Charles Weise [mailto:Charles_Weise@cpr.ca]
Sent: Thursday, December 16, 2010 4:23 PM
To: Krall, Ronald D
Subject: RE: regarding EO-WB and moving forward (002051)

Ron:

Attached is the outline being used to develop the component documents. The PSA is complete. I intend on having an example easement completed by tomorrow. I am in the office all of next week. This should present an opportunity to dedicate time to this project, as most others will be on holiday.

Also, earlier today I spoke with Larry and forwarded him to the correct contact to get on the property.

~ Charles

From: Charles Weise
Sent: Friday, December 10, 2010 6:28 PM
To: 'Krall, Ronald D'
Subject: RE: regarding EO-WB and moving forward (002051)

Ron:

The agreement requires updates to make any sense and I am just now getting to it. I will work on this first thing Monday morning and get something over to you as soon as possible.

~ Charles

From: Krall, Ronald D [mailto:Ronald.Krall@illinois.gov]
Sent: Friday, December 10, 2010 11:24 AM
To: Charles Weise
Subject: RE: regarding EO-WB and moving forward (002051)

Ok. Thanks.

From: Charles Weise [mailto:Charles_Weise@cpr.ca]
Sent: Friday, December 10, 2010 9:36 AM
To: Krall, Ronald D
Subject: RE: regarding EO-WB and moving forward (002051)

Ron:

Later today, I will send over the agreement that was started prior to being re-routed by management.

~ Charles

From: Krall, Ronald D [mailto:Ronald.Krall@illinois.gov]
Sent: Tuesday, December 07, 2010 4:17 PM
To: Charles Weise
Subject: RE: regarding EO-WB and moving forward (002051)

I am not sure that an "official" Agreement is not needed (I do not know one way or the other, but I'd be surprised if there was not some overarching document in place laying out all the various parts). As I remember, I thought you were going to take the initial swing at pulling this together and you noted it would not be ready until sometime in December so the IDOT folks were in an ideal mode to see what you developed. Regardless, we will work through this, and it sounds as though that can and will start happening sooner rather than later now that your reorg is complete. Have a good eveing.

From: Charles Weise [mailto:Charles_Weise@cpr.ca]
Sent: Tuesday, December 07, 2010 3:55 PM
To: Krall, Ronald D
Subject: RE: regarding EO-WB and moving forward (002051)

Ron:

Quick response to #1, I'm headed out of the office & if an "official" agreement is not required, I can send over a list of primary points to pull the deal together on Friday. I'll review other responses in a few days. I embarrassed by the delay in a response, but I have been at the mercy of the reorg. You should see some substantial momentum in the near future from CP.

~ Charles

From: Krall, Ronald D [mailto:Ronald.Krall@illinois.gov]
Sent: Tuesday, December 07, 2010 3:21 PM
To: Charles Weise
Subject: RE: regarding EO-WB and moving forward (002051)

See replies (my replies, not necessarily the expert in each field replies) below.

From: Charles Weise [mailto:Charles_Weise@cpr.ca]
Sent: Tuesday, December 07, 2010 2:50 PM
To: Krall, Ronald D
Subject: RE: regarding EO-WB and moving forward (002051)

Ron:

1) Has there been any movement on the MOU? No, IDOT was going to read through the Master Agreement you were developing and then would develop the MOU and subsequent individual Agreements needed as each element of the overall acquisition was pursued. Not sure how the MOU will be crafted now. do you have any dot points/specific elements that need to be noted in there or just some general over arching Umbrella MOU that notes something to the effect that CP RR and IDOT will negotiate the needed land purchase/acq. for the EO-WB project with one another in good faith? After long internal deliberation, it was decided that a master agreement may very well confuse matters more than assist.

2) Can you send over the most up-to-date maps for the impacted railroad property? I can...but it may be better to wait a month or so b/c we are currently developing functional geometry (50 scale plans) from the "yeelow brick road" general alignment plans (ones you have seen)...this should be in decent shape no later than the end of January 2011. If it would be beneficial to you for an exhibit to be overlayed on whatever map you provide describing the following points, it can be arranged for clarity of discussion. Once this 50 scale is developed and shipped to you...I can easily see the benefit of having the CP RR "stuff" overlaid onto IDOT plans. I believe that may be very useful as the detailed designs are being finalized.

3) Considering what was relayed to me from the IDOT's meeting with CP's strategy group, it seems plausible to work out a sale of railroad real property to IDOT in the near future. Does it seem reasonable that IDOT would purchase the real property and provide a temporary easement to the railroad for operating purposes until the required facilities are replaced in other locations? It does seem reasonable but ultimately an IDOT official and IDOT Land Acq official will have to confirm this. The details of a termination date will likely require negotiation with talks between CP Operations/Engineering & IDOT. This would allow for the sale transaction to take place in the next quarter or so, pending negotiations.

4) Will IDOT be open to a covenant not to sue clause regarding potential environmental implications as a result of the transaction / project? I understand not being able to answer that question now without more detailed information in the form of an agreement; but, we should open up discussion about this item in the near future to prevent delay in any of the transactions. This I cannot answer...Office of Chief Council for IDOT will have to weigh in on this as will the Bureau of Land Acq. I will not

speculate on this item, but it seems to me to be something that will be difficult.

5) Also at the recent meeting between IDOT & CP Strategy, the notion of four bridges at the west end to replace the original proposition of a tunnel was mentioned. CP Engineering will likely not be able to approve this as it reduces CP's ability to expand. Expansion potential that is currently available. Not ideal...as I am sure you are aware, tunnels are very expensive. Considering where we are in the yard (well west) and the seemingly minimal likelihood of "lead" track additions as you go west, it seems like this would have to be at least explored more on both sides. Costs have to be considered by IDOT vs the "real possibilities" of this are requiring expansion. Having said the above, ultimately, the real/final answer will come from an IDOT official. So I may be off base with my thoughts.

6) We had discussed the storage of chassis and materials under the IDOT bridge (adjacent Green St & immediately West of the UP overhead) via permanent easement to CP. Is this option still available? It will impact our operations substantially and a contingency plan will require implementation if that is going to be a problem. I would think this is still an viable option until a plan is developed, reviewed, and determined to have a flaw in it. However, to make this work for all involved, I would think if it is doable without ill effect, then it could be/would be included as an element in any developed Agreement.

7) Internally, CP recently went through a reorg. Fortunately, the new managers are highly motivated to have this project succeed. We are now having weekly meetings and should have some detailed cost estimates available to you in the near future for impacted real property (other than land value). Good to hear about the "high motivation" and the cost estimates. IDOT has appreciated the initial meetings and the open dialogue and looks forward to continuing to process through to conclusion with the acquisition of the needed land. Thanks.

Thank you,

~ Charles

From: Krall, Ronald D [mailto:Ronald.Krall@illinois.gov]
Sent: Thursday, October 07, 2010 2:44 PM
To: Charles Weise
Subject: RE: regarding EO-WB and moving forward (002051)

All good. Thanks for the update and status. I will be on the lookout for it. I know from the IDOT side there will be a Memo of Understanding put together trying to touch on all elements involved and then separate agreements will be made for the various parts as they move forward.

From: Charles Weise [mailto:Charles_Weise@cpr.ca]
Sent: Thursday, October 07, 2010 1:39 PM
To: Krall, Ronald D
Subject: RE: regarding EO-WB and moving forward (002051)

Ron:

I've been brought up to speed regarding discussions during Tuesday's meeting. The information is being incorporated into the documents. The adjusted master document and appendices were forwarded to the Director for review. I am requesting that he make it his top priority in order to maybe get something (final form) together by the end of the year. My immediate deadline is to have a roughed out version over to you by the end of next week.

This may sound familiar and I apologize for the delay. Several months ago, my territory was doubled without assistance and putting out fires has absorbed much of my time.

Thank you,

~ Charles

From: Krall, Ronald D [mailto:Ronald.Krall@illinois.gov]
Sent: Monday, August 30, 2010 3:40 PM
To: Charles Weise
Subject: RE: regarding EO-WB and moving forward

Thanks for the heads up. Look forward to seeing it.

From: Charles Weise [mailto:Charles_Weise@cpr.ca]
Sent: Monday, August 30, 2010 1:34 PM
To: Krall, Ronald D
Subject: RE: regarding EO-WB and moving forward

Ron:

A copy of the draft master agreement will be presented to the CP Director tomorrow for review. Hopefully, he will be able to provide feedback by next week and I can send it over. It is currently designed to encompass everything that was discussed at the meeting in the form of an outline referencing various required agreements for the overarching project.

~ Charles

From: Krall, Ronald D [mailto:Ronald.Krall@illinois.gov]
Sent: Tuesday, August 17, 2010 4:14 PM
To: Charles Weise
Subject: RE: regarding EO-WB and moving forward

Sounds great. Look forward to seeing/reviewing. Thanks for putting together the group you did. I thought that mtg was a very productive 1st step.

From: Charles Weise [mailto:Charles_Weise@cpr.ca]
Sent: Friday, August 13, 2010 10:16 AM
To: Krall, Ronald D
Subject: RE: regarding EO-WB and moving forward

Ron:

Yes to all. I intend on having something for you to look at / review mid to late next week.

~ Charles

From: Krall, Ronald D [mailto:Ronald.Krall@illinois.gov]
Sent: Thursday, August 12, 2010 11:36 AM
To: Charles Weise
Subject: regarding EO-WB and moving forward

As follow up to our recent mtg., were you putting together the various scope items that will need to be included in the overall Master Agreement and associated cost and elements involved? Also, were you specifically breaking out the 1st 2 main elements that are desired to be moved on initially, the turn table and the Maintenance building? Lastly, were you going to draft the Master Agreement and the specific agreement regarding the turn table/maint building for IDOT's Chief Council to review? Please let me know the answers to the above when you get a minute. Thanks. I hope all is well with you.

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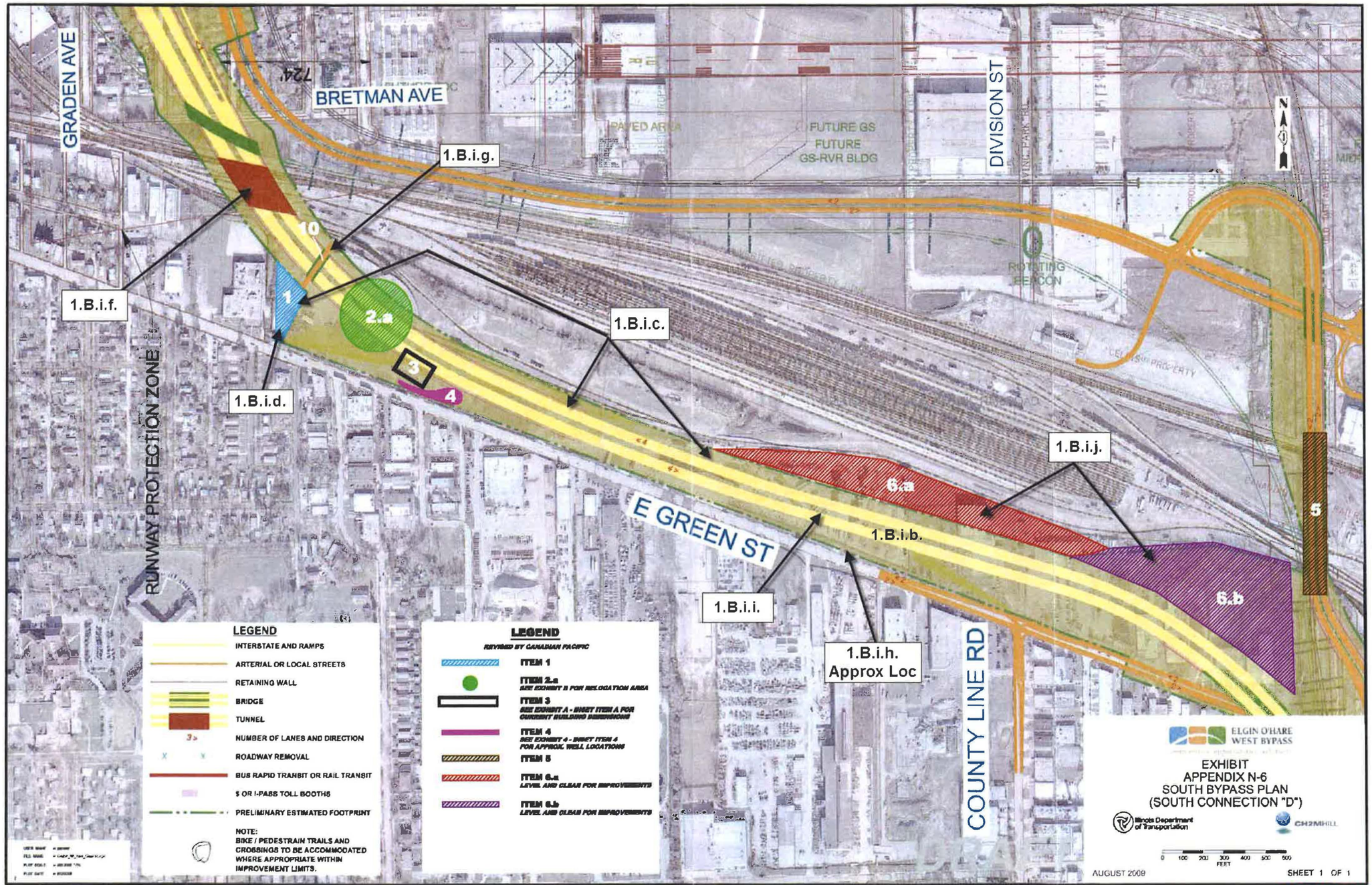
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RUNWAY PROTECTION ZONE
PAVED AREA
FUTURE GS
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RETAINING WALL
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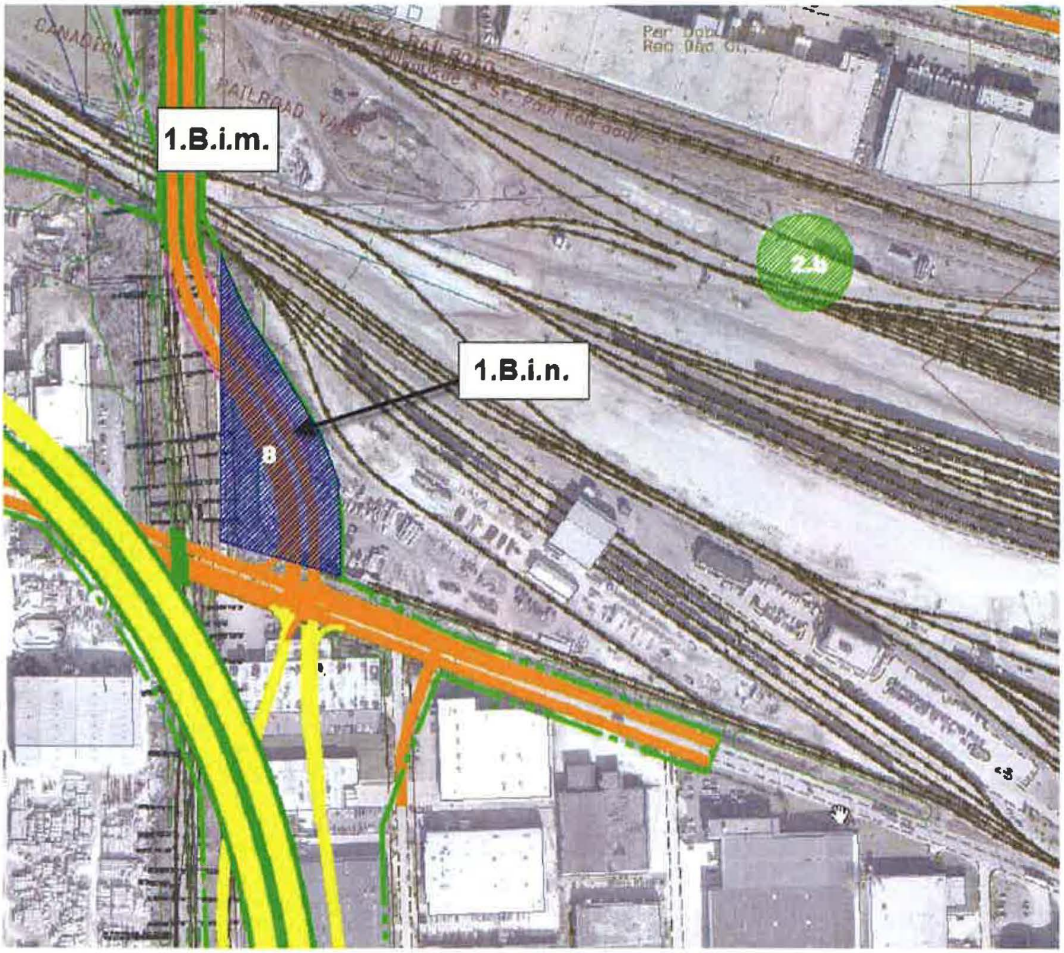
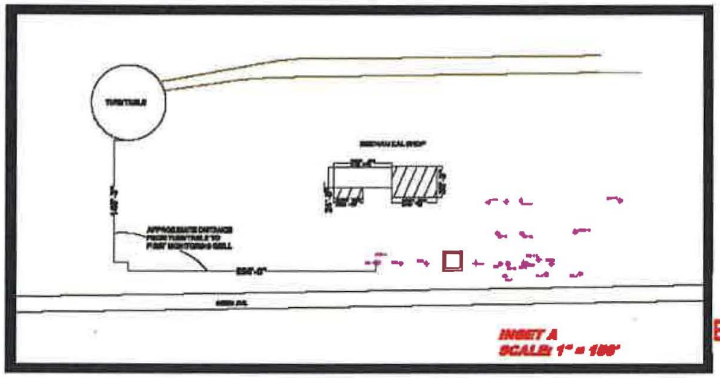
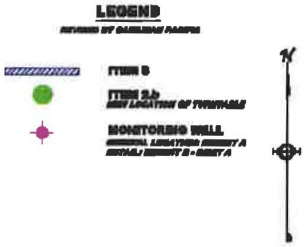
TUNNEL
NUMBER OF LANES AND DIRECTION
ROADWAY REMOVAL
BUS RAPID TRANSIT OR RAIL TRANSIT
$ OR I-PASS TOLL BOOTHS
PRELIMINARY ESTIMATED FOOTPRINT
NOTE:
BIKE / PEDESTRAIN TRAILS AND CROSSINGS TO BE ACCOMMODATED WHERE APPROPRIATE WITHIN IMPROVEMENT LIMITS.
LEGEND
REVISED BY CANADIAN PACIFIC
ITEM 1
ITEM 2.a
SEE EXHIBIT B FOR RELOCATION AREA
ITEM 3
SEE EXHIBIT A - SHEET ITEM A FOR CURRENT BUILDING DIMENSIONS
ITEM 4
SEE EXHIBIT 4 - SHEET ITEM 4 FOR APPROX. WELL LOCATIONS
ITEM 5
ITEM 6.a
LEVEL AND CLEAR FOR IMPROVEMENTS
ITEM 6.b
LEVEL AND CLEAR FOR IMPROVEMENTS
ELGIN O'HARE WEST BYPASS
EXHIBIT
APPENDIX N-6
SOUTH BYPASS PLAN
(SOUTH CONNECTION "D")
Illinois Department of Transportation
CH2MHILL
0 100 200 300 400 500 600
FEET
AUGUST 2009
SHEET 1 OF 1

EXHIBIT 1.0







2011 Elgin O'Hare West Bypass Agreement 32691

EXHIBIT 2.0

2011 Elgin O'Hare – West Bypass Agreement 32691

Main Agreement

Section

1. Agreement Details
2. Effective, Expiration and Termination Dates
3. Covenant Not to Sue
4. Component Transactions
5. Project Sequence of Events
6. Signatures

Appendices

1.0 West Yard Real Property
- 1.1 Purchase and Sale Agreement to I-DOT
- 1.2 Easements to CP
  - 1.2.1 Permanent Substation Easement
  - 1.2.2 Temporary Operating Easement
  - 1.2.3 Permanent Underpass Access Easement
  - 1.2.4 Permanent Operating Easement
  - 1.2.5 Permanent Overhead Bridge Access Easement
  - 1.2.6 Permanent Billboard and Transmission Tower Easement
- 1.3 Purchase and Sale Agreement to CP

2.0 East Yard Real Property
- 2.1 Purchase and Sale Agreement to I-DOT
- 2.2 Temporary Operating Easement to CP
- 2.3 Permanent Billboard and Transmission Tower Easement to CP

3.0 Permanent Overhead Bridge to I-DOT
- 3.1 Permanent Overhead Bridge Easement 32698
- 3.2 Construction and Maintenance Agreement: Construction and maintenance terms

4.0 Track Construction Agreement

5.0 Definitions

Exhibits

1.0 West Yard Land Transaction Overview

2.0 East Yard Land Transaction Overview

3.0 Bensenville Yard Highway Impact Overview

4.0 [Insert track schematics as necessary]

1. AGREEMENT DETAILS

A. Parties:

S00 LINE RAILROAD COMPANY, a Minnesota Corporation doing business as Canadian Pacific with general offices at:

Address	Contact Info	
Real Estate Department 501 Marquette Ave. Suite 1525 Minneapolis, Minnesota 55402	Name:	Charles Weise
	Phone:	(612) 904-6143
	Fax:	(612) 904-6147
	Email:	charles_weise@cpr.ca

hereinafter called "**CP**,"

and

ILLINOIS DEPARTMENT OF TRANSPORTATION

Address	Contact Info	
2301 Schermer Road Northbrook, IL 60062	Name:	Ron Krall
	Phone:	(847) 705-4393
	Office:	(847) 705-4000
	Email:	Ronald.krall@illinois.gov

hereinafter called "**I-DOT**."

B. Background, Location, Definitions and Scope.

(i) Background

(a) CP owns land located in Bensenville, IL generally known as the West Bensenville Yard as shown on Exhibit 1.0 and hereby referenced as "**West Yard**."

(b) I-DOT desires to build a highway through a portion of the West Yard as a component of a government funded initiative known as the Elgin O'Hare West Bypass Project.

(c) I-DOT desires to purchase property from CP as located in the West Yard and shown on Exhibit 1.0.

(d) CP desires a permanent utility easement from I-DOT for an existing transformer box located on the Southwesterly corner of the West Yard as shown on Exhibit 1.0.

(e) CP desires to obtain a temporary operating easement from I-DOT to the property referenced in 1.B.i.c. until at what time the operational functionality of existing facilities is replaced in an adequate manor as determined by CP or until funding is approved and construction begins on the property in direct conjunction with the Elgin O'Hare West Bypass Project.

(f) I-DOT desires to obtain a permanent easement from CP to construct a tunnel under the Westerly portion of the West Yard as shown on Exhibit 1.0.

(g) CP desires a bridge to be constructed and maintained by I-DOT granting permanent access to the Westerly portion of the West Yard as shown on Exhibit 1.0.

(h) CP desires permanent ingress and egress to the Easterly portion of the West Yard via curb cut at Green Street as shown on Exhibit 1.0.

(i) CP desires to obtain a permanent land use easement from I-DOT under the future overpass as shown on Exhibit 1.0.

(j) CP desires to obtain additional property from I-DOT as located adjacent Southerly to the West Yard and shown on Exhibit 1.0.

(k) CP owns land located in Franklin Park, IL generally known as the East Bensenville Yard as shown on Exhibit 2.0 and hereby referenced as "**East Yard**."

(l) I-DOT desires to obtain a permanent overhead roadway easement from CP for a bridge located between the West Yard and East Yard.

(m) I-DOT desires to build a roadway through a portion of the East Yard as a component of a government funded initiative known as the Elgin O'Hare West Bypass Project.

(n) I-DOT desires to purchase property from CP as located in the East Yard and shown on Exhibit 2.0.

(o) CP desires to obtain a temporary operating easement from I-DOT to the property referenced in 1.B.i.n. until at what time the operational functionality of existing facilities is replaced in an adequate manor as determined by CP or until funding is approved and construction begins on the property in direct conjunction with the Elgin O'Hare West Bypass Project.

(p) CP desires to obtain a permanent billboard and transmission tower easement from I-DOT covering the property referenced in 1.B.i.c and 1.B.i.n. for present and future billboards and transmission towers that do not interfere in I-DOT's intended use of the property for highway purposes.

(ii) Location

The land encompassed by this agreement is located in Bensenville, DuPage County, Illinois and Franklin Park, Cook County, Illinois.

(iii) Definitions

(a) "**Agreement**" and "**2011 Elgin O'Hare West Bypass Agreement 32691**" shall mean this document together with all its subparts, exhibits and appendices.

(c) "**Main Agreement**" shall mean this document.

(b) "**Component**" means one of the four transactions contemplated by this Agreement

(c) **Other Definitions:** The definitions set forth in Appendix 8.0 shall apply to the entire Agreement.

(iv) Scope

The scope of this agreement is to coordinate several component documents required to meet the objectives of the parties hereto. This Agreement creates commitment to enter into the Component transactions and to embody terms and provisions that are preliminary to the consummation of a Component, or that are common the Components.

2. EFFECTIVE, EXPIRATION AND TERMINATION DATES:

A. Effective Date: The effective date of this agreement shall be the date on that the last party hereto executes this Agreement.

B. **Expiration Date:** This Agreement shall be deemed expired if it has not been fully executed by all parties within 90 days of the date on that the Agreement is first executed by a party.

C. **Termination Date:** This Agreement does not terminate as a whole unless all Components to this Agreement terminate as provided herein or any appendices hereto in respect to a Component.

D. **Project Funding Cancellation Recourse:**

3. **COVENANT NOT TO SUE:**
As used in this paragraph, "**Claims**" means any and all liabilities, suits, claims, counterclaims, causes of action, demands, penalties, debts, obligations, promises, acts, fines, judgments, damages, consequential damages, losses, costs, and expenses of every kind (including without limitation any attorney's fees, consultant's fees, costs, remedial action costs, cleanup costs and expenses which may be related to any claims); "**Environmental Law**" means the Comprehensive Environmental Response, Compensation and Liability Act ("CERCLA"), 42 U.S.C. § 9601 et seq., the Resource Conservation and Recovery Act, 42 U.S.C. § 6901 et seq., the Federal Water Pollution Control Act, 33 U.S.C. § 1251 et seq., the Clean Water Act, 33 U.S.C. § 1321 et seq., the Clean Air Act, 42 U.S.C. § 7401 et seq., the Toxic Substances Control Act, 15 U.S.C. § 2601 et seq., all as amended from time to time, and any other federal, state, local or other governmental statute, regulation, rule, law or ordinance dealing with the protection of human health, safety, natural resources or the environment now existing and hereafter enacted; and "**Hazardous Substance**" means any pollutant, contaminant, hazardous substance or waste, solid waste, petroleum product, distillate, or fraction, radioactive material, chemical known to cause cancer or reproductive toxicity, polychlorinated biphenyl or any other chemical, substance or material listed or identified in or regulated by any Environmental Law. By accepting delivery of this Quit Claim Deed, Grantee, for itself, its directors, officers, agents, affiliates, predecessors, successors and assigns, and anyone acting on its behalf or their behalf covenants and agrees not to sue Grantor or its respective directors, officers, stockholders, divisions, agents, affiliates, subsidiaries, predecessors, successors and assigns, grantors or anyone acting on its behalf or their behalf with respect to any Claims (including without limitation all Claims arising under any Environmental Law), existing and contingent, known and unknown, that Grantee had, has or may have, whether arising at common law, in equity, or under a federal, state or local statute, rule or regulation, arising out of, resulting from, or relating to the condition of the Property. The foregoing shall apply to any condition of the Property, known or unknown, contemplated or uncontemplated, suspected or unsuspected, including without limitation the presence of any Hazardous Substance on the Property, whether such Hazardous Substance is located on or under the Property, or has migrated from or to the Property, regardless of whether the foregoing condition of the Property was caused in whole or in part by the Grantor's actions or inactions.

4. **COMPONENT TRANSACTIONS:**

A.

5. **PROJECT SEQUENCE OF EVENTS:**

A.

6. **SIGNATURES**

This Agreement has been executed by parties as evidence of their agreement to bound by the terms hereof.

A. **SOO LINE RAILROAD COMPANY**

SOO LINE RAILROAD COMPANY
doing business as Canadian Pacific

By: _____

Its **Director, Real Estate Marketing, U. S.**

Date _____

B. <u>ILLINOIS DEPARTMENT OF TRANSPORTATION</u>

ILLINOIS DEPARTMENT OF TRANSPORTATION

By: _____

Name: _____

Title: _____

Date _____

VERIFIED STATEMENT OF LIDIA PILECKY, P.E.

Vice President and Program Manager

CH2M

EXHIBIT 1-G

#49990955_v1

From: Krall, Ronald D <Ronald.Krall@illinois.gov>
Sent: Tuesday, June 05, 2012 9:31 AM
To: Nashif, Manar
Cc: Larry.Martin@CH2M.com; 'Lidia.Pilecky@CH2M.com'
Subject: FW: I-DOT's EOWB & CP RR, 12/09 (002051), CP RR frame work letter, 4/26/10
Attachments: 2010-04-21 ~ Response to IDOT packet.pdf; SKMBT_50110042614591.pdf

Manar, here is the letter (and exhibit) that Curt is referencing and this was in play back in April, 2010 when the CP RR/IDOT agreement/MOU was first discussed. However, it is not from him to me, it was from the Real Estate guy, Charles Weise. They initially wanted to purchase/swap some backend properties that we need full acq of. You will see on the exhibit which is part of the 6MB file. Any questions, please call.

I agree with Larry, anything that involves the UP RR will likely be tough if not impossible. Assume UP RR owns rights beneath their new bridge...if not, then maybe not as tough as initially I am thinking it would be.

Machine shop, as noted in a couple mtgs, along with the turn table were the 1st two things IDOT was going to purchase and move (pay for) for the CP RR. It was part of the original MOU but at some pt it was cut by someone.

From: Larry.Martin@CH2M.com [mailto:Larry.Martin@CH2M.com]
Sent: Tuesday, June 05, 2012 8:53 AM
To: Nashif, Manar; Krall, Ronald D
Cc: Lidia.Pilecky@CH2M.com
Subject: RE: CPRR Coordination

Manar…looks like we are making progress…some of the things they are requesting in the MOU where in the original, suspect they were edited out along the way. The special wastes considerations have been known, we will check our PSEA data to enlighten that situation further. The new turntable location was thought to be on existing CP property on the east side of the yard…wasn't aware that more land was needed. The easement for n-s vehicle movement may involve UP property…that could be sticky…we'll check that out. The machine shop is located on the west side of the yard near the existing turntable…I thought the turntable and the machine shop are a matched set that would be located together on a new site. Larry

---

From: Nashif, Manar [mailto:mnashif@getipass.com]
Sent: Tuesday, June 05, 2012 8:38 AM
To: Ronald.Krall@illinois.gov; Martin, Larry/CHI
Cc: Pilecky, Lidia/CHI
Subject: CPRR Coordination

Ron, the Tollway held a conference call yesterday with the CPRR per their request to discuss the MOU that was sent. I wanted to give you an update with respect to what was discussed. CPRR wanted to add more detail to the MOU. They are going to revise with suggested changes and send back to the Tollway for review. See below items that were discussed. Can you provide more information with respect to the items I have highlighted below? Thanks,

- Indication that fee simple conveyances will require turntable relocation. The Tollway doesn't take exception to adding to the MOU. We indicated that the Tollway has standard procedures for such impacts.
- Indication that fee simple conveyance is required for Taft Avenue. I believe that the Taft Avenue ROW will be in the form of a Permanent Easement but regardless, they wanted to note as such in the MOU. The Tollway doesn't take exception to adding to the MOU.
- CPRR noted that near the turntable there are monitoring wells that need to be accounted for during the design phase. CPRR was being forthright in bringing their existence to our attention. We will need to obtain further information as to what environmental concerns there may be in the area that the Tollway is acquiring so that proper accommodations can be made during construction and so that the Tollway is aware of such concerns prior to acquisition. I am guessing the area will be the subject of a PSI to be performed at later date.
- CPRR reiterated that they would like to be "made whole" as part of the project. We noted that the Tollway's standard Land Acquisition process compensates for land acquired as well as damages to the remainder, however, the CPRR was interested in obtaining right of way that could be used for their operations (potentially providing a location for the turntable relocation). Curt Whelan referenced a letter that he sent Ron that requested or referenced "Parcels 6A and 6B". Ron, do you have a copy of the letter?
- The CPRR requested an easement in the NW quadrant of Franklin Ave and Taft Avenue under the proposed West Bypass for purposes of moving vehicles north and south. I will need to coordinate Tollway Land Acquisition and Tollway Maintenance but will need to confirm vertical clearance in that proximity. Lidia/Larry, can you provide a suggested location for a crossing easement? The CPRR didn't indicate that they needed the full 23' RR clearance for the crossing since rail would not be using the crossing. I would think a 40 foot wide easement would be sufficient.
- CPRR requested that the mechanic shop impacts be referenced in the MOU. Do you know where the shop is located? The Tollway doesn't take exception to adding to the MOU. I just wanted to confirm location and impact.

Let me know if you need more information or wish to further discuss.

From: Krall, Ronald D
Sent: Monday, April 26, 2010 3:51 PM
To: Harmet, Pete E
Cc: Larry.Martin@CH2M.com; Lidia.Pilecky@CH2M.com
Subject: I-DOT's EOWB & CP RR, 12/09 (002051), CP RR frame work letter, 4/26/10

FYI. I have reviewed the CP RR framework letter to acquisition of the CP RR property. The 2nd attachment has my marked comments in the margin based on some of the "stipulations" for the property noted. Please review at your convenience. I attempted to speak with Sam about the Special/Haz Waste, but he was not at his desk. I did ask that he swing by at his convenience.

From: Charles Weise [mailto:Charles_Weise@cpr.ca]
Sent: Wednesday, April 21, 2010 10:31 AM
To: Krall, Ronald D
Cc: Lin Gartner
Subject: RE: I-DOT's EOWB & CP RR, 12/09 (002051)

Ron:

After you have had an opportunity to review the attached information, let me know a convenient time to meet with your group in Chicago to discuss the various points.

I look forward to visiting with you in the near future.

Thank you,

~ Charles

From: Charles Weise
Sent: Monday, April 19, 2010 12:43 PM
To: 'Krall, Ronald D'
Subject: RE: I-DOT's EOWB & CP RR, 12/09 (002051)

Ron:

I'm excited to let you know that the green light was granted to move forward with this project from the CP side. A letter of response will be provided to you later this week. The purpose of the letter will be to provide a platform for us to build upon for future discussions. Ideally, a meeting can be scheduled in the next few weeks to discuss the project in detail and how CP can be of assistance to I-DOT.

Thank you,

~ Charles

From: Krall, Ronald D [mailto:Ronald.Krall@illinois.gov]
Sent: Wednesday, March 17, 2010 2:46 PM
To: Charles Weise
Subject: RE: I-DOT's EOWB & CP RR, 12/09 (002051)

Good afternoon Charles. Anything going on at your end on this? I do not recall seeing anything since we last chatted below. Thanks.

From: Charles Weise [mailto:Charles_Weise@cpr.ca]
Sent: Monday, January 18, 2010 2:15 PM
To: Krall, Ronald D
Cc: David Drach
Subject: RE: I-DOT's EOWB & CP RR, 12/09 (002051)

Ron:

Thank you for the status update inquiry. Yes, a reply is still pending railroad management review. Your status update request was forwarded internally. Any response received will be forwarded to you upon receipt.

I hope that you have a happy new year and I look forward to meeting soon to initiate a mutually beneficial outcome.

Thanks again,

~ Charles

From: Krall, Ronald D [mailto:Ronald.Krall@illinois.gov]
Sent: Monday, January 18, 2010 1:21 PM
To: Charles Weise
Subject: RE: I-DOT's EOWB & CP RR, 12/09

Good afternoon Charles. Hope you had a great holidays and have acclimated yourself back to a more normal schedule. Back in the fall of 2009, during the later part of September, September 21, 2009, IDOT sent a letter regarding the need to acquire right-of-way from the CP RR. I believe we are still awaiting a reply from the CP RR. When you have a minute, can you please confirm that a reply is still pending? Also, let us know if there is anything you need from IDOT or if a meeting to discuss this topic may be helpful. Thanks and I hope this e-mail finds you well.

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CANADIAN PACIFIC

Real Estate

Suite 1525
501 Marquette Ave South
Minneapolis, MN 55402

April 21, 2010

Mr. Ron Krall
Illinois Department of Transportation
Division of Highways/ Region 1 / District 1
201 West Center Court
Schaumburg, IL 60196-1096

Re: Elgin O'Hare – West Bypass; Response to letter dated September 21, 2009

Dear Mr. Kroll:

This is in reply to a letter from Diane O'Keefe dated September 21, 2009, a copy of which is attached. Canadian Pacific ("CP") looks forward to working closely with the I-DOT to proceed in a mutually beneficial manner for the implementation of the EO-WB project.

In consideration of potentially displaced improvements as a result of the proposed EO-WB project, CP requests the following accommodations (ref attached Exhibit A):

1) I-DOT shall include remnant parcel in taking

2) Turntable relocation

   a. I-DOT shall replace existing turntable in like-kind
   b. I-DOT shall install low-profile turntable (approx location)

3) I-DOT shall relocate mechanic shop facilities in like-kind (work / storage space & employee stations)

4) I-DOT shall reimburse CP for all environmental monitoring equipment removed for project purposes (detailed locations: Inset Item 4)

5) I-DOT shall design / build a single-span overpass at the junction of the easterly and westerly Bensenville Yard

6) Land swap

   a. I-DOT shall purchase property shown on Exhibit A as Item 6.a.
   b. Item 6.a. property shall be granted to CP along with already planned purchased property shown on Exhibit A as Item 6.b.

c. Property granted to CP (Item 6.a & 6.b) shall be swapped (acre for acre) for currently CP owned, EO-WB required property

7) Remnant parcel (see Item 6) shall be level and clear of all improvements

8) I-DOT shall compensate CP for any remaining acreage required for the EO-WB project not swapped (reference Item 6) in addition to property located in the southwesterly portion of easterly Bensenville Yard (Item 8)

9) Compensation referenced in Item 8 shall be determined by a third-party appraiser of CP's choosing at I-DOT's cost

10) I-DOT shall relocate access to the westerly Bensenville Yard to a location determined through cooperation with the CP Engineering Department

11) I-DOT shall release CP of all environmental liability

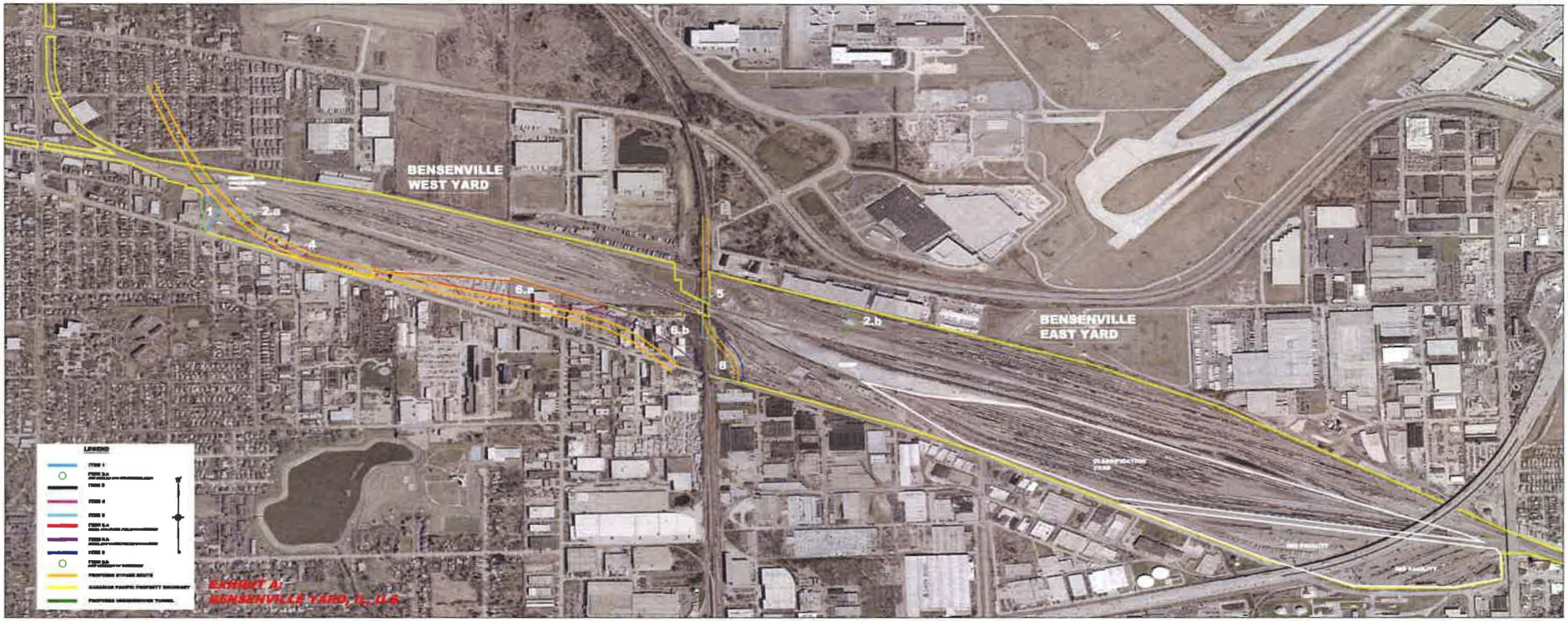
This letter shall in no way represent an agreement between I-DOT and CP. All information provided is for the purpose of providing a negotiation platform with which to begin. Further, any concepts agreed upon during preliminary discussions that are deemed reasonable by CP's representative shall be recommended to railroad management and shall be entirely dependent upon railroad management's potential approval.

If you would like to arrange a conference call or in-person meeting to discuss any or all of the points addressed, feel free to contact me at your earliest opportunity.

I look forward to your response,

Sincerely,

Charles D. Weise
Area Manager, Real Estate Marketing
(612) 904-6143
e-mail: charles_weise@cpr.ca


BENSENVILLE
WEST YARD
BENSENVILLE
EAST YARD
1
2.a
3
4
5
6.a
6.b
2.b
6
LEGEND
EXHIBIT A:
BENSENVILLE YARD, IL, U.S.

Illinois Department of Transportation
Division of Highways / Region 1 / District 1
201 West Center Court / Schaumburg, Illinois / 60196-1096
Telephone 847/705-4000

Project and Environmental Studies
Elgin O'Hare – West Bypass
Cook and DuPage Counties

September 21, 2009

Mr. Charles Weise
Area Manager, Real Estate - Marketing
Soo Line Railroad Company dba
Canadian Pacific Railway
Suite 1525
501 Marquette Ave S
Minneapolis, MN 55402

Dear Mr. Weise:

This is in regards to the Department's Elgin O'Hare - West Bypass (EO-WB) study. The roadway alternatives that are currently under consideration would cross under the Canadian Pacific's (CP) tracks at the western end of the Bensenville Yard, then parallel the yard, as shown on the attached exhibit. During past conversations, the CP Railroad has raised concerns regarding the ability to expand the CP's western yard in the future, particularly at the junction of the east and west yards, where Union Pacific tracks cross the CP's facilities. This narrow opening is governed by a 1910 agreement between the CP and UP Railroads. Under current State and Federal Statutes, the Department is unable to provide any assistance with respect to expanding this narrow opening.

The Department will need to purchase right-of-way from the CP railroad as part of the EO-WB project. This acquisition would present an opportunity to purchase property at another location to offset impacts at the Bensenville Yard. It is important to note that our ability to purchase other property will be dependent upon the ownership and environmental status of that property. For example, the State would be unable to purchase public lands, railroad property or environmentally sensitive property (i.e., wetlands, nature preserves). Another option would be for the Department to appraise the property and pay fair cash market value for the land sought for acquisition. This valuation would include any cost to cure and damages to the remainder.

We would like to work with you to develop an appropriate plan for offsetting any impacts caused by implementation of the EO-WB project, should it move forward.

If you have any questions or need additional information, please contact Peter E. Harmet, Bureau Chief of Programming, at (847) 705-4393.

Very truly yours,

Diane M. O'Keefe, P.E.
Deputy Director of Highways,
Region One Engineer

By:
John Fortmann, P.E.
Engineer of Program Development

Attachment

VERIFIED STATEMENT OF LIDIA PILECKY, P.E.

Vice President and Program Manager

CH2M

EXHIBIT 1-H

#49990955_v1

STV

TELEPHONE CONVERSATION RECORD

DATE: 12/12/11
TIME: 1:35

PROJECT: IDOT – Elgin O'Hare West Bypass

SUBJECT: CP review comments from B17 Construction Sequence and Structure Typ.

REF:

FILE NO.:
PROJ. NO.: 40-13476

CALLER(S): Paul E. Bobby (STV)

RESPONDENT(S): Curt Whalen (CP)

SUMMARY OF DISCUSSION:

- CP does not have a future layout or envisioned footprint that could be provided to the project at this time.

- The major concern from the CP is that after the agreement with UP for the new bridge structure associated with the O'Hare/UP reroute (which did not provide for any future capacity to expand the Bensenville West yard to the east) that the CP will be permanently land locked for any future expansion to the east if thru girders are provided as a structure type for the B17 crossing.

- The CP did acknowledge that previous discussions from the September 15, 2010 meeting did present a thru girder structure solution.

- The new UP bridge crossing has been an internal sore spot with the CP. Upper management feels that the previous CP representation was not looking out for the railroads best interests and future growth.

- The local General Manager (Scott Paradise) has the strongest opposition to the present arrangement and his concerns for future growth restrictions generated the response received from IDOT. He was not in attendance at the 9/15/2010 meeting.

- Curt Whalen would be open to coming to Chicago to meet and discuss alternative arrangements in the early January. He indicated that his schedule is fairly flexible at this point and he should be able to accommodate a meeting date with a week's notice. He indicated that Scott Paradise would need to attend and recommend STV's check with him for availability. Any design concepts proposed will need his buy in to move forward.

CHI-Service Center Staff 1 (CHI - X66617)

From: Curt Whelan <Curt_Whelan@cpr.ca>
Sent: Wednesday, January 04, 2012 8:00 AM
To: Bobby, Paul E.
Cc: Andy Inserra; Kirchner, Lawrence L.; John Unsworth
Subject: RE: Request for Meeting - Elgin O'Hare
Attachments: US Bridge Design.pdf

Paul,

Attached are CP's current bridge design requirements.

Andy and I have a conflict with the proposed meeting date of January 19th, would like to move it to January 26th.

Curt Whelan | Director–Project Services | Minneapolis| **612-904-5904**
Canadian Pacific Railway

From: Paul E. Bobby [mailto:Paul.Bobby@stvinc.com]
Sent: Wednesday, January 04, 2012 7:50 AM
To: Curt Whelan
Cc: Andy Inserra; Lawrence L. Kirchner
Subject: RE: Request for Meeting - Elgin O'Hare

Curt,

Do you have any CP specific design criteria for structures that you can share? To date we have been following AREMA guidelines but my structural guys want to make sure that if the CP has more restrictive criteria in place that we account for it in our analysis. Thanks,

Paul E. Bobby, P.E.
Director of Railroad Engineering - Midwest Region
Associate

STV Incorporated
200 W. Monroe, Suite 1650
Chicago, IL 60606
paul.bobby@stvinc.com
(312) 553-8422 dir.
(312) 502-3218 cell

From: Curt Whelan [mailto:Curt_Whelan@cpr.ca]
Sent: Thursday, December 22, 2011 8:02 AM
To: Paul E. Bobby
Cc: Andy Inserra
Subject: FW: Request for Meeting - Elgin O'Hare

Paul,

January 11th, 12th, 19th or 26th would work for a meeting in Chicago.

Curt

From: Andy Inserra
Sent: Thursday, December 22, 2011 7:50 AM
To: Curt Whelan
Subject: RE: Request for Meeting - Elgin O'Hare

FYI – I'm out of town Jan 20-24th... But the rest of the month looks fine for me, second week is wide open.

~Andy

From: Curt Whelan
Sent: Thursday, December 22, 2011 7:48 AM
To: Paul E. Bobby
Cc: Andy Inserra
Subject: RE: Request for Meeting - Elgin O'Hare

Paul,

I'm pretty flexible in January, if you want to come to Minneapolis.

If you'd like to meet in the Chicago area, the second or fourth week look good for me at this point. Would prefer a Wednesday meeting (or Tuesday as an alternate). We could meet at our Yard office or an STV office, if you have one in the project vicinity. I would like to visit the site either before or after the meeting.

Curt Whelan | Director–Project Services | Minneapolis| **612-904-5904**
Canadian Pacific Railway

From: Scott Paradise
Sent: Friday, December 16, 2011 10:08 AM
To: Paul E. Bobby
Cc: Curt Whelan
Subject: RE: Request for Meeting - Elgin O'Hare

Paul – Please schedule directly with Curt as he is the project lead contact for CP and I will attend if possible.

Thanks.

Scott Paradise

From: Paul E. Bobby [mailto:Paul.Bobby@stvinc.com]
Sent: Friday, December 16, 2011 9:46 AM

To: Scott Paradise; Curt Whelan
Subject: Request for Meeting - Elgin O'Hare

Curt and Scott,

I would like to requested a meeting with you to review potential design alternatives to better accommodate future CP expansion of the west yard as it relates to the proposed Elgin O'Hare express way project. Please take a look at your schedule and advise a convenient day and location after the new year to possible get together. Thanks,

Paul E. Bobby, P.E.
Director of Railroad Engineering - Midwest Region
Associate

STV Incorporated
200 W. Monroe, Suite 1650
Chicago, IL 60606
paul.bobby@stvinc.com
(312) 553-8422 dir.
(312) 502-3218 cell

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VERIFIED STATEMENT OF LIDIA PILECKY, P.E.

Vice President and Program Manager

CH2M

EXHIBIT 1-I

#49990955_v1

Capital Program
MEETING MINUTES

MEETING PURPOSE: Update MTG w/ CP

MEETING DATE/TIME: 02/07/2013 1:30 PM

CHAIRPERSON: Paul E. Bobby

LOCATION: Bensenville Yard Office Project#: 4014

TO: Distribution and All Attendees

ATTENDEEES:

Name	Organization	Attended?
Paul E. Bobby	STV	Y
Dan Sabatka	CP	Y
Larry Martin	CH2M Hill	Y
Wesley Brazas	PMO	Y

PREPARED BY:

ISSUE DATE:

CURRENT STATE: Open

Topic/ Item No.	Item Description	Responsibility	Due Date
001	D. Sabatka will be the new project contact replacing C. Whalen. His contact information is 11306 Franklin Avenue, Franklin Park IL 60131 C: 612 209 7659 Daniel_Sabatka@cpr.ca P. Bobby and L. Martin presented a "big picture" overview of the entire project to provide context to the CP impacts and coordination In advance of MOU execution, CP was advised of the Project A Schedule and the priority of the TS&L and agreement review for the CP spur near Mitchell. Flagging requirements were discussed for the work. D. Sabatka informed the group that there has been an overtime freeze on flagging services and a subsequent drain on available flagging resources. Flagman will be limited to an 8hr day and will be required to start and end each day from there headquarter point (most likely Bensenville Yd). He also reported the e-rail safe training will also be required for all parties on the property.	N/A	N/A

Capital Program
MEETING MINUTES

Topic/ Item No.	Item Description	Responsibility	Due Date
002	A review of the MOU open items was conducted. All agreed that future discussion would be more productive with land acquisition / real estate representation present form both parties. P. Bobby proposed a standing meeting or conference call with the CP to keep both parties up to speed. D. Sabatka agreed. Tentative date for next MTG was 2/27/13.	N/A	N/A
003	P. Bobby inquired about CP ownership and operations of the industrial track south of Franklin Ave and east of the UP. D. Sabatka was not familiar off hand but offered to have his real estate group look into it.		
003.2	P. Bobby to send location drawing of CP industrial track south of Franklin Ave and east of the UP	PEB	2/15/13
004			

Please notify the author of the minutes of any corrections and/or clarifications within five (5) business days.

cc: Attendees

BEFORE THE

SURFACE TRANSPORTATION BOARD

STB DOCKET NO. 36075

THE ILLINOIS STATE TOLL HIGHWAY AUTHORITY

PETITION FOR DECLARATORY ORDER –

EXPEDITED CONSIDERATION REQUESTED

RESPONSE STATEMENT OF

THE ILLINOIS STATE TOLL HIGHWAY AUTHORITY

VERIFIED STATEMENT OF MANAR NASHIF

Senior Project Engineer

Illinois State Toll Highway Authority

1. I am employed as a Senior Project Engineer with the Illinois State Toll Highway Authority ("Tollway"). In that capacity, I have been given the responsibility of Deputy Program Manager for the Elgin O'Hare Western Access Project (the "EOWA Project").

2. Attached as Exhibit 2-A is a true and correct print out of email correspondence commencing on May 9, 2012 between me and Curt Whelan and Scott Paradise, and others, of the Canadian Pacific Railway ("CP"), John Romano and Rocco Zucchero and others of the Tollway, with enclosures, regarding "Elgin O'Hare/West By-Pass Memorandum of Understanding."

3. Attached as Exhibit 2-B is a true and correct copy of the "Capital Program Meeting Minutes" for a meeting that took place on July 30, 2013 at the CH2M HILL office.

4. Attached as Exhibit 2-C is a true and correct copy of the "Capital Program Meeting Minutes" for a meeting that took place on January 21, 2014 regarding "4014D EOWA Design Corridor Management and Design."

5. Attached as Exhibit 2-D is a true and correct copy of the "Capital Program Meeting Minutes" for a meeting that took place on March 18, 2014 at the CP's Bensenville Yard office regarding "4014D EOWA Design Corridor Management and Design."

6. Attached as Exhibit 2-E is a true and correct copy of a letter dated May 9, 2014, from Paul D. Kovacs, P.E., Chief Engineer for the Tollway to Robert Johnson, Senior Vice President of Operations for the CP, regarding "Elgin O'Hare Western Access (EOWA) Canadian Pacific Railroad (CPRR) Bensenville Yard."

7. Attached as Exhibit 2-F is a true and correct copy of a letter dated May 21, 2014, from Mr. Johnson to Mr. Kovacs, regarding "Elgin O'Hare Western Access Canadian Pacific Bensenville Yard."

8. Attached as Exhibit 2-G is a true and correct copy of a letter dated June 19, 2014, from Mr. Kovacs to Mr. Johnson, regarding "Elgin O'Hare Western Access Canadian Pacific Bensenville Yard."

9. Attached as Exhibit 2-H is a true and correct copy of a letter dated April 8, 2015 from Mr. Johnson to Joanne F. Fehn, Land Acquisition Manager for the Tollway, regarding "Elgin O'Hare Western Access Canadian Pacific/Soo Line Railroad Bensenville Yard."

VERIFICATION

I, Manar Nashif, verify under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to sponsor this Verified Statement. Executed this 16th day of March, 2017.

Manar Nashif

VERIFIED STATEMENT OF MANAR NASHIF

Senior Project Engineer

Illinois State Toll Highway Authority

EXHIBIT 2-A

From: Curt Whelan <Curt_Whelan@cpr.ca>
Sent: Tuesday, October 30, 2012 7:54 AM
To: Nashif, Manar (mnashif@getipass.com)
Cc: Brazas, Wesley (wbrazas@getipass.com); Romano, John (jromano@getipass.com); Kristine Williams; Scott Paradise; David Drach
Subject: FW: Elgin O'Hare/West By-Pass Memorandum of Understanding
Attachments: 002051 2012-10-16 MOU Exhibit.pdf

Manar-

Before we can prepare a MOU, we will need to reach an understanding on the terms for the complex real estate and facility issues involved.

The Tollway real estate group should contact Kristine Williams, Manager-Real Estate (612-851-7591) to discuss. Once we reach agreement on those issues, we can prepare a memorandum of understanding for the project.

Curt Whelan | Director Project Services | Suite 900, 120 South Sixth Street, Minneapolis, MN 55402
612-904-5904 **Canadian Pacific**

From: Kristine Williams
Sent: Tuesday, October 16, 2012 11:48 AM
To: Curt Whelan
Subject: RE: Elgin O'Hare/West By-Pass Memorandum of Understanding

Curt,

Before redrafting the MOU, there were several outstanding issues identified in our June call with the Tollway. I understand we previously discussed the following with IDOT:

- Transfers by CP to Tollway:
  - West Yard Corridor via QCD with reservation of perpetual easements for billboards and transmission lines
  - Easement for West Yard Underpass subject to bridge design requirements set forth by CP
  - Easement for East Yard Highway Bridge
  - Turntable at replacement value
  - Mechanic Shop at replacement value
  - Tollway assumes all environmental liability for property impacted by project, indemnifies CP
- Transfers by Tollway to CP:
  - Replacement Property in fee, clear of any existing improvements
  - Easement for existing transformer
  - Easement for ingress and egress to West yard
  - Easement for use of property beneath overpass with clearance for material and equipment storage

I would like to include the issues identified above and an anticipated timeline for property transfer and construction in an MOU. The MOU proposed by the Tollway did not contemplate any compensation for the significant impacts to the yard nor did it contemplate how the Tollway would partner to mitigate those impacts. Once we reach an agreement on the details I've outlined we can take steps to draft an agreement for how we move forward.

Thanks,
Kristine

Kristine Williams
612-851-5791

From: Nashif, Manar [mailto:mnashif@getipass.com]
Sent: Monday, October 15, 2012 3:11 PM
To: Curt Whelan; Scott Paradise
Cc: Brazas, Wesley; Romano, John
Subject: RE: Elgin O'Hare/West By-Pass Memorandum of Understanding

Curt,

Back in June we (the Tollway) held a conference call with you and Kristine to discuss the MOU for the Elgin O'Hare West Bypass project. At that time, you had indicated that you were going to provide comments/suggested language with regard to the MOU. The MOU basically sets the framework for future agreements and coordination for the project. Can you let me know the status of the comments? Thanks,

Manar Nashif
Senior Project Engineer
Illinois Tollway
(630)241-6800 x3841

From: Curt Whelan [mailto:Curt_Whelan@cpr.ca]
Sent: Tuesday, May 29, 2012 8:53 AM
To: Romano, John; Scott Paradise
Cc: Zucchero, Rocco; Nashif, Manar; Brazas, Wesley; Lintner, Adam; Kell, Kevin
Subject: RE: Elgin O'Hare/West By-Pass Memorandum of Understanding

John,

I am awaiting input from our Real Estate group and will respond soon.

Curt Whelan | Director–Project Services | Minneapolis| **612-904-5904**
Canadian Pacific Railway

From: Romano, John [mailto:jromano@getipass.com]
Sent: Wednesday, May 09, 2012 2:28 PM
To: Curt Whelan; Scott Paradise
Cc: Zucchero, Rocco; Nashif, Manar; Brazas, Wesley; Lintner, Adam; Kell, Kevin
Subject: Elgin O'Hare/West By-Pass Memorandum of Understanding

Gentlemen:

On April 19th I sent you a "draft Memorandum of Understanding (MOU) for the Elgin O'Hare By-Pass project (see attached). I trust you have received it and that it is under review. I look forward to your comments. We are in receipt of the existing railroad agreement for the crossing of the existing Elgin O'Hare expressway with the CPRR Spur east of Mitchell Blvd. The tracks appear to be owned by CMC Heartland Partners and operated by the SOO Line Railroad Company at the time the agreement was executed in 1991. As you are aware, the Tollway is to be responsible for the existing Elgin O'Hare, and as we progress with the plans for its widening we will need to have new agreements with all parties involved. If the owners are not the same please let us know who they are so we can get in touch with them. We look forward to working with you and would appreciate any knowledge into any existing agreements pertaining to the Elgin O'Hare that you have, that you can share. Also, when the time comes, if your railroad would prefer your own agreement template to be used, I'm sure we can accommodate. Otherwise we will use the Tollway's standard template. Thank you.

John M. Romano
IGA Project Coordinator
Illinois Tollway/PMO
630-241-6800 x-3906
312-735-1579 (cell)
jromano@getipass.com

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---------- IMPORTANT NOTICE - AVIS IMPORTANT ---------- Computer viruses can be transmitted via email. Recipient should check this email and any attachments for the presence of viruses. Sender and sender company accept no liability for any damage caused by any virus transmitted by this email. This email transmission and any accompanying attachments contain confidential information intended only for the use of the individual or entity named above. Any dissemination, distribution, copying or action taken in reliance on the contents of this email by anyone other than the intended recipient is strictly prohibited. If you have received this email in error please immediately delete it and notify sender at the above email address. Le courrier electronique peut etre porteur de virus informatiques. Le destinataire doit donc passer le present courriel et les pieces qui y sont jointes au detecteur de virus. L' expediteur et son employeur declinent toute responsabilite pour les dommages causes par un virus contenu dans le courriel. Le present message et les pieces qui y sont jointes contiennent des renseignements confidentiels destines uniquement a la personne ou a l' organisme nomme ci-dessus. Toute diffusion, distribution, reproduction ou utilisation comme reference du contenu du message par une autre personne que le destinataire est formellement interdite. Si vous avez recu ce courriel par erreur, veuillez le detruire immediatement et en informer l' expediteur a l' adresse ci-dessus. ---------- IMPORTANT NOTICE - AVIS IMPORTANT ----------

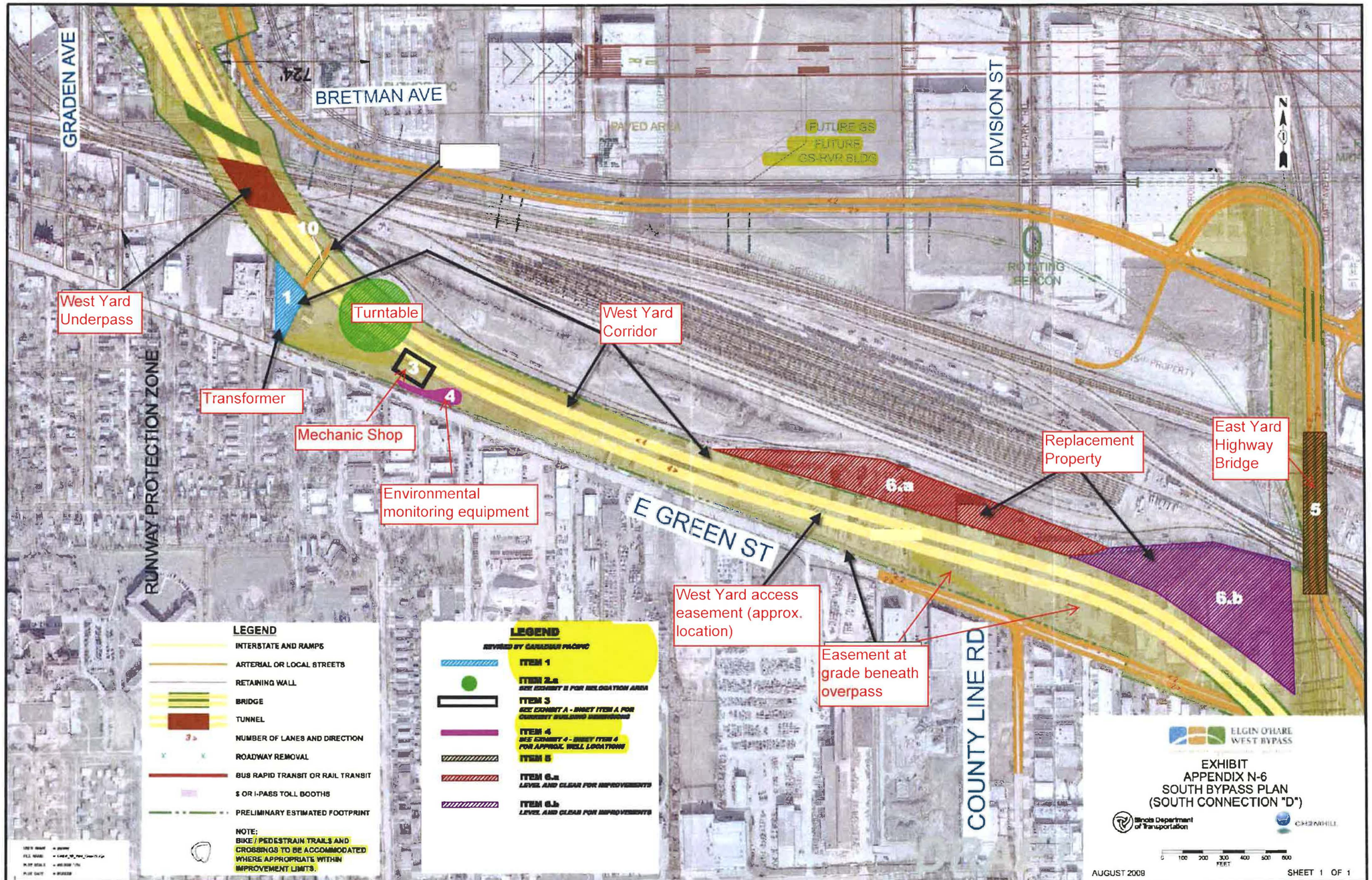
GRADEN AVE
BRETMAN AVE
DIVISION ST
E GREEN ST
COUNTY LINE RD
RUNWAY PROTECTION ZONE
PAVED AREA
FUTURE GS
FUTURE CS-RVR BLDG
ROTATING BEACON
West Yard Underpass
Turntable
West Yard Corridor
Transformer
Mechanic Shop
Environmental monitoring equipment
Replacement Property
East Yard Highway Bridge
West Yard access easement (approx. location)
Easement at grade beneath overpass
LEGEND
INTERSTATE AND RAMPS
ARTERIAL OR LOCAL STREETS
RETAINING WALL
BRIDGE
TUNNEL
NUMBER OF LANES AND DIRECTION
ROADWAY REMOVAL
BUS RAPID TRANSIT OR RAIL TRANSIT
$ OR I-PASS TOLL BOOTHS
PRELIMINARY ESTIMATED FOOTPRINT
NOTE:
BIKE / PEDESTRAIN TRAILS AND CROSSINGS TO BE ACCOMMODATED WHERE APPROPRIATE WITHIN IMPROVEMENT LIMITS.
LEGEND
ITEM 1
ITEM 2.a
ITEM 3
ITEM 4
ITEM 5
ITEM 6.a
ITEM 6.b
ELGIN O'HARE WEST BYPASS
EXHIBIT
APPENDIX N-6
SOUTH BYPASS PLAN
(SOUTH CONNECTION "D")
Illinois Department of Transportation
AUGUST 2009
SHEET 1 OF 1

EXHIBIT 1.0

VERIFIED STATEMENT OF MANAR NASHIF

Senior Project Engineer

Illinois State Toll Highway Authority

EXHIBIT 2-B

Capital Program
MEETING MINUTES

MEETING PURPOSE: MM_CH2M_LM_4014-CPRRMtg_07302013

MEETING DATE/TIME: 07/30/2013 10:00 AM

CHAIRPERSON: Manar Nashif

LOCATION: CH2M HILL Office Project#: 4014

TO: Distribution and All Attendees

ATTENDEEES:

Name	Organization	Attended?
Manar Nashif	Illinois Tollway	Yes
Joanne Fehn	Illinois Tollway	Yes
Wesley Brazas	PMO	Yes
John Romano	PMO	Yes
Kesti Susinskas	AECOM Transportation	Yes
Larry Martin	CH2M HILL	Yes
Sarah Archer	CH2M HILL	Yes
Paul Bobby	STV Incorporated	Yes

PREPARED BY: Larry Martin

ISSUE DATE: 09/06/2013 7:14 AM

CURRENT STATE: Approved

Topic/ Item No.	Item Description	Responsibility	Due Date
001	**Additional Attendees** Brian Hecht/ EXP Tom Hough/ EXP Kristine Williams/ CP Dan Sabatka/ CP	Sarah Archer	07/30/2013
002	A coordination meeting was held with the Canadian Pacific (CP) railroad to provide a project overview and discuss the draft memorandum of understanding (MOU). The proceeding is a list of key coordination topics and action items.	Sarah Archer	07/30/2013
003	A project overview was provided, including coordination efforts with CP, the scope of improvements, and schedule. The signature ready Schaumburg Industrial Lead Agreement between the Tollway and CP will be taken to the August 2013 Tollway Board for approval; the improvement is within existing right-of-way, where the standard right-of-	Sarah Archer	07/30/2013

Topic/ Item No.	Item Description	Responsibility	Due Date
	entry and flagging requirements will apply. CP noted that they have been undergoing leadership changes, including a new CEO and senior management. The new leadership has shifted the focus of the company to be more results driven and is very sensitive to operational impacts. The CP was assured that operations have been considered in the design and phasing of the project with little to no impact on CP operations.		
004	The Illinois Tollway (Paul Kovacs) provided a response letter to CP's comments on the draft MOU language in a letter dated 5/28/13. Each items was discussed in detail, as noted below:	Sarah Archer	07/30/2013
005	**West Yard Corridor via QCD with reservation of perpetual easements for billboards and transmission lines.** The CP stated that they would like to reserve the right to place billboards and utilities along the toll road for revenue purposes. The CP indicated the economic viability of such features would be considered for any conveyed corridor. The Tollway explained that billboards are prohibited by statute and policy. Action Items: CH2M HILL to define right-of-way limits and investigate the opportunity for billboard and utility corridor adjacent to Tollway ROW. CH2M HILL to investigate municipality requirements for billboards.	Larry Martin	09/13/2013
006	CP requested that no utilities on CP property be contacted before an MOU is in place.	Sarah Archer	07/30/2013
007	**Permanent Easement for West Yard Underpass subject to bridge design requirements set forth by CP.** The Tollway will require a permanent easement in this location. This was the CP's expectation and is agreeable.	Sarah Archer	07/30/2013
008	**Permanent Easement for East Yard Highway Bridge.** The Taft Avenue project was discussed. The CP stated that critical rail operations in this area will govern design considerations and that coordination on these details be given priority. The advance schedule was also discussed, in that land acquisition would need to be completed by May 2014.	Sarah Archer	07/30/2013
009	**Turntable at replacement value and Mechanic Shop at replacement value.**	Larry Martin	09/20/2013

Topic/ Item No.	Item Description	Responsibility	Due Date
	The CP was agreeable to the Tollway compensating the turntable and mechanic shop at the actual value of replacement. The acquisition/relocation would be greater than 5 years. Action Item: CP to look into plans for these sites and how much time it could take to relocate.		
010	**Illinois Tollway assumes all environmental liability for property impacted by project, indemnifies CP** Based on discussions of existing environmental conditions, further conversations are required, including the extent of liability, remediation, and long term monitoring. Action Items: CP to provide information on their environmental studies and monitoring. CH2M HILL to provide environmental studies in this location. CH2M HILL to provide overall strategy for the management of special wastes.	Larry Martin	08/23/2013
011	**Replacement Property in fee, clear of any existing improvements.** The Tollway property will be used for highway purposes only. Any properties determined to be excess will be disposed in accordance with Tollway procedures. The CP is interested in the land noted on their marked up exhibits as 6a and 6b, which is located on the southeast side of the West Yard and just north of the Western Access. A portion of the property may be used for detention. The CP expressed interest in direct access from Green Street. Action items: Tollway (Joanne Fehn) will look into land "swaping" for private use. Potential access to the CP Yard from Green Street will be reviewed.	Joanne Fehn Larry Martin	09/20/2013
012	**Easement for existing transformer.** Could be considered on Tollway right-of-way via permit.	Sarah Archer	07/30/2013
013	**Easement for ingress and egress to West Yard.** CP is interested in another access point to the West Yard from Green Street because access currently exists. A non-signalized stop would be acceptable to CP. Access from the deck would also be workable. Action items: CH2M HILL to look into the usage of the property in this	Larry Martin	09/27/2013

Topic/ Item No.	Item Description	Responsibility	Due Date
	location and to determine if access at Green Street is feasible.		
014	**Easement for use of property beneath overpass with clearance for material and equipment storage.** The usage underneath the overpass would be for trailer intermodal truck storage. The usage would be storage and the movement of trailers in and out. Action item: Illinois Tollway to look into the potential for storage under structures.	Joanne Fehn	08/23/2013
015	The CP requested a reimbursable service agreement for the EOWA project for both the engineering and legal review required for the project. The service agreements would be separate for each contract with the initial considered for Taft Avenue. Action item: CP to provide draft language of service agreement, including the services requested and the not to exceed amount.	Larry Martin	08/30/2013
016	The CP prefers to have an overall MOU in place first. Cooperative agreements for the individual projects would follow. Action item: CP to draft MOU language.	Larry Martin	08/30/2013
017	CH2M HILL to provide a more detailed timeline of the design packages that the CP can anticipate.	Larry Martin	09/20/2013
018	CH2M HILL to provide a CP property requirements map and to update the Taft Avenue exhibit to better define the fee simple, permanent and temp easement requirements	Larry Martin	09/20/2013
019	CH2M HILL to provide Master Plans (Project D1) to CP for review.	Sarah Archer	08/16/2013
020	These meeting minutes will serve as CP's response to the 5/28/13 letter from the Tollway.	Sarah Archer	07/30/2013

Please notify the author of the minutes of any corrections and/or clarifications within five (5) business days.

cc: Attendees

VERIFIED STATEMENT OF MANAR NASHIF

Senior Project Engineer

Illinois State Toll Highway Authority

EXHIBIT 2-C

Capital Program
MEETING MINUTES

PROJECT NUMBER/NAME: 4014D EOWA Design Corridor Management and Design

MEETING PURPOSE: MM_CH2M_LM_4014-CPRRCoord_01212014

MEETING DATE/TIME: 1/21/2014 10:00:00 AM

CHAIRPERSON: Nashif, Manar

LOCATION: DCM Office

ATTENDEES:

Name	Organization	Attended?
peter.josefchak@stantec.com		Yes
daniel_sabatka@cpr.ca		Yes
david_drach@cpr.ca		Yes
jfehn@getipass.com		Yes
jromano@getipass.com		Yes
wally_sieruga@cpr.ca		Yes
charles_webster@cpr.ca		Yes
paul.bobby@stvinc.com		Yes
justin_meyer@cpr.ca		Yes
sarah.archer@ch2m.com		Yes
kristine_williams@cpr.ca		Yes
Larry.Martin@CH2M.com		Yes
robert_johnson@cpr.ca		Yes
rebecca.belvisi@ch2m.com	CH2M HILL	No
wbrazas@getipass.com	PMO - Tollway Program Management	Yes
mnashif@getipass.com	Illinois Tollway	Yes
rskidmore@getipass.com	Illinois Tollway	Yes
gstukel@getipass.com	Illinois Tollway	Yes
rzucchero@getipass.com	Illinois Tollway	Yes

PREPARED BY: Belvisi, Rebecca

ISSUE DATE: 3/24/2014 12:39:00 PM

CURRENT STATE: Published

Topic/ Item No.	Item Description	Action Item Subject	
		Responsibility	Due Date
Project Overview 33.1 -	A coordination meeting was held with the Canadian Pacific (CP) railroad to provide a project overview and discuss the CP involvements and required coordination. Larry Martin provided an Elgin O'Hare Western Access (EOWA) project overview, including the	Open: Welcome	N/A

Capital Program

MEETING MINUTES

Topic/ Item No.	Item Description	Action Item Subject	
		Responsibility	Due Date
	scope of improvements, CP impact locations, schedule, and construction contract packages. Larry also provided an overview of the land requirements from CP for construction of the project.		
CP Schaumburg Industrial Spur Track 33.2 -	The status of the Schaumburg Industrial Lead Track bridge crossing east of Mitchell Boulevard was discussed. The Tollway submitted a petition to the Illinois Commerce Commission (ICC) in December 2013 and a Public Hearing is scheduled for January 30, 2014. The ICC has prepared a draft Staff Response and Order, has requested concurrence from CP, and is recommending that the hearing be canceled. The proposed improvements to the existing bridge over this track include widening to accommodate a third lane in each direction, but do not require excavation or any changes to right-of-way. The CP stated that they do not see this as being an issue and that they will provide concurrence, as required. After the meeting, Dan Sabatka provided a letter (dated 1/20/14) to the ICC documenting CP's concurrence with the Agreed Order.	Schaumburg Industrial Lead Track	N/A
CP Schaumburg Industrial Spur Track 33.3 -	Robert Johnson explained that the CP would work with the Tollway to help with the project, but that they have significant concerns with the impacts to the CP operations and that they need to protect their interest. Greg Stukel indicated that the Tollway wants to collaborate with the CPRR to move the project forward.	Schaumburg Industrial Lead Track	N/A
Other Issues 33.4 -	The relocation of the machine shop and turn table is a priority to CP because of its implications for existing operations and future expansion of the rail yard.	Machine shop and turn table	N/A
Other Issues 33.5 -	Robert Johnson also indicated that in recent conversations that the CP has had with Franklin Park, the Village has provided information on modification of access in and out of the yard. The Tollway confirmed that these modifications are not part of the EOWA project and that they are not involved in such discussions.	Other Issues	N/A
Other Issues 33.6 -	The CP questioned why the design wasn't modified to avoid the machine shop and turn-table by taking the roadway further south. It was explained that the local impact of relocating the roadway would be significant to local community (Village of Bensenville) and would cause a large number of displacements.	Other Issues	N/A
Other Issues 33.7 -	The CP also expressed concern with the impact to the "Dome Yard" that is part of the acquisition	Other Issues	N/A

Capital Program

MEETING MINUTES

Topic/ Item No.	Item Description	Action Item Subject	
		Responsibility	Due Date
	required for the Taft Avenue contract. The concern is maintaining and finding a location for the existing and future operations of this area if it needs to be relocated.		
Land Acquisition 33.8 -	The CP indicated that they do not want to move forward with any right-of-entry, service agreement, or other coordination on this project until they evaluate the feasibility of relocating existing facilities and the project impacts to the yard.	Land Acquisition	3/18/14
Land Acquisition 33.9 -	The CP will evaluate where and if potential relocation of the Machine Shop, Turn-Table, and Dome Yard is viable and will evaluate some alternatives internally. They will focus on finding locations that meet their existing needs, but also any expansion opportunities in the future. They will present their findings, including how the relocation could occur and potential cost impacts at the next meeting.	Land Acquisition Belvisi, Rebecca	2/18/14

Please notify the author of the minutes of any corrections and/or clarifications within five (5) business days.

cc: Attendees

Capital Program
MEETING AGENDA

MEETING PURPOSE:	**Elgin O'Hare Western Access: Canadian Pacific Railroad Coordination Meeting**
MEETING DATE/TIME:	**1/21/2014 at 10:00 AM**
PROJECT #:	**4014**
CHAIRPERSON:	**Larry Martin**
LOCATION:	**CH2M HILL Offices**

TOPICS TO BE DISCUSSED:

01 Project Overview
- a. Description of EOWA
- b. CPRR Involvements

02 CP Schaumburg Industrial Spur Track
- a. ICC Petition Filed
- b. January Hearing
- c. Status of Cooperative Agreement

03 Land Acquisition
- a. Right-of-entry – Land Survey
- b. Land Requirements
- c. Schedule for Acquisition

04 Agreement Status
- a. CPRR MOU
- b. Draft Service Agreement

05 Next Steps
- a. Regular Meetings
- b. Other Issues
  - i. Utility/Billboard Accommodations
  - ii. CP Bensenville Yard Access from Franklin Avenue/Green Street
  - iii. Special Waste Procedures

06 Other

Open Discussion

CC:

Illinois Tollway

Capital Program

MEETING AGENDA / SIGN-IN SHEET / MINUTES

Meeting date | time 1/21/2014 10:00 AM | Meeting location *CH2M HILL Office, Bears Conference Room*

Meeting Purpose: EOWA CPRR Coordination Meeting

Chairperson: Sarah Archer

Project No.: 4014

ATTENDEES SIGN-IN:

	NAME	TITLE	ORGANIZATION	EMAIL	PHONE NUMBER
1.	Manar Nashif MN	Sr. Proj. Eng.	Illinois Tollway	mnashif@getipass.com	X3871
2.	Bob Skidmore		Illinois Tollway	rskidmore@getipass.com	
3.	John Romano		Illinois Tollway	jromano@getipass.com	
4.	Joanne Fehn	Asst Mgr	Illinois Tollway	Jfehn@getipass.com	3956
5.	Rocco Zucchero	Deputy Chief Eng/Plan	Illinois Tollway	rzucchero@getipass.com	
6.	Wes Brazas WB	PM	Tollway PMO	wbrazas@getipass.com	
7.	Gregory Stukel GS	DC	Illinois Tollway	gstukel@getipass.com	x 3929
8.	Laura Niemeyer		Illinois Tollway	lniemeyer@getipass.com	
9.	Paul Kovacs		Illinois Tollway	pkovacs@getipass.com	
10.	Sarah Archer		CH2M HILL	Sarah.archer@ch2m.com	
11.	Larry Martin		CH2M HILL	Larry.martin@ch2m.com	
12.	Paul Bobby		STV	Paul.bobby@stvinc.com	312 502 3218
13.	Peter Josefchak		Stantec	Peter.josefchak@stantec.com	312 262 [illegible]
14	Dan Sabatka DS	Dir Engineering [illegible]	CP	Daniel_sabatka@cpr.ca	630 [illegible]
15.	David Drach		CP	David_drach@cpr.ca	
16	Justin Meyer	[illegible]	CP	Justin_meyer@cpr.ca	[illegible]
17	Charles Webster CW		CP	Charles_webster@cpr.ca	(630) 561 4161
18	Kristine Williams		CP	Kristine_williams@cpr.ca	

Illinois Tollway

Capital Program

MEETING AGENDA / SIGN-IN SHEET / MINUTES

Meeting date : time 1/21/2014 10:00 AM | Meeting location *CH2M HILL Office, Bears Conference Room*

Meeting Purpose: EOWA CPRR Coordination Meeting

Chairperson: Sarah Archer

Project No.: 4014

	NAME	TITLE	ORGANIZATION	EMAIL	PHONE NUMBER
19.	Wally Sieruga	GM Exit	CP	Wally_sieruga@cpr.ca	612-910-9474
20	Robert Johnson	VP Southern Ry.	CP	Robert_johnson@cpr.ca	612-710-1525
21.					
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VERIFIED STATEMENT OF MANAR NASHIF

Senior Project Engineer

Illinois State Toll Highway Authority

EXHIBIT 2-D

Capital Program
MEETING MINUTES

PROJECT NUMBER/NAME: 4014D EOWA Design Corridor Management and Design

MEETING PURPOSE: MM_CH2M_LM_4014-CP-BensenvilleYardImpacts_03182014

MEETING DATE/TIME: 3/18/2014 10:00:00 AM

CHAIRPERSON: Nashif, Manar

LOCATION: CP Bensenville Yard Office

ATTENDEES:

Name	Organization	Attended?
jfehn@getipass.com		Yes
justin_meyer@cpr.ca		Yes
Larry.Martin@CH2M.com		Yes
daniel_sabatka@cpr.ca		Yes
paul.bobby@stvinc.com		Yes
charles_webster@cpr.ca		Yes
robert_johnson@cpr.ca		Yes
rebecca.belvisi@ch2m.com	CH2M HILL	No
kathleen.grimshaw@ch2m.com	CH2M HILL	No
mnashif@getipass.com	Illinois Tollway	Yes

PREPARED BY: Belvisi, Rebecca

ISSUE DATE: 4/16/2014 12:20:00 PM

CURRENT STATE: Published

Topic/ Item No.	Item Description	Action Item Subject	
		Responsibility	Due Date
Introduction 42.1 -	The purpose for this meeting was for CP to present their views of the impact of the EOWA to the Bensenville Yard and describe the mitigation and compensation required to offset impact. CP had conducted a comprehensive review of the impacts and the needs of the yard during the past 2 months. They presented their findings, summarized on plan sheets. In the initial statements by CP, the Bensenville Yard facility was described as critical in their operation, noting that Chicago has one of the highest car loadings in the nation. They further noted that the yard is small, approximately 300 acres and that their existing footprint is fully utilized to maximize their operations. Any loss of acreage will have an impact to the yard's operation and is considered to have lost opportunity cost in the future. CP leadership stated that the yard is not for sale, but given their review of the situation a compromise is offered to allow the project to proceed.	Introduction	N/A

Capital Program
MEETING MINUTES

Topic/ Item No.	Item Description	Action Item Subject	
		Responsibility	Due Date
CP Findings 42.2 -	CP reviewed the impact to the yard point by point. • To facilitate the relocation of the dome yard operation and chassis storage the RIP track facility will need to be relocated to the north portion of the existing C Yard. The relocation will result in a loss of capacity in C Yard. • Turntable would be relocated to the east yard near the locomotive repair track and I-294. • The ladder track at the east end of the west yard are required to accommodate DG operations which were planned for the north part of C yard o Ladder track will restore access using new No. 9 turnouts • Tollway to assume the Management of Environmental issues including but not limited to: o Environmental remediation for the yard relocations o Assume all liabilities associated with the property acquired and known contamination around the turn table location.	CP Findings	N/A
CP Offer 42.3 -	Based on the impacts described above, CP presented a non-negotiable offer in the 3 categories below: A. Land $63 million (27-29 acres x $10/sf x 5mu for lost opportunity) B. Yard relocations $51 million C. Environmental (Tollway would be responsible for management of all special waste along the roadway corridor as well as future location of the turntable and the RIP track facility.)	CP Offer	N/A
CP Offer 42.4 -	The Tollway representatives indicated that the CP offer would be taken back to Tollway leadership and discussed. Tollway representatives also indicated that their land acquisition process requires plats and appraisals prior to an offer; therefore, the Tollway requested, in consideration of advancing discussions, that the CP grant right of entry for land survey to	ROE Applications- Larry Martin CP - ROE	4/18/14 5/9/14

Topic/ Item No.	Item Description	Action Item Subject	
		Responsibility	Due Date
	complete plats as well as right of entry for appraisers. CH2M HILL will prepare right of entry applications for SpaceCo and Exp and submit to CP along with insurance certificates and exhibits showing the extent of survey. Dan and Justin of CP will facilitate the right of entry and access for survey work needed for the land acquisition process; no other access will be permitted at this time.		
Other 42.5 -	CP will transmit copies of the proposed relocation plan, the IEPA report for 2013, and the DEED restrictions.	CP	4/4/14

Please notify the author of the minutes of any corrections and/or clarifications within five (5) business days.

cc: Attendees

Capital Program

MEETING AGENDA

MEETING PURPOSE:	**Elgin O'Hare Western Access: Canadian Pacific Railroad Coordination Meeting**
MEETING DATE/TIME:	**3/18/2014 at 10:00 AM**
PROJECT #:	**4014**
CHAIRPERSON:	**Larry Martin**
LOCATION:	**CPRR Offices**

TOPICS TO BE DISCUSSED:

01 Introduction and Project Status
   a. CP Schaumburg Industrial Spur Track Executed Agreement and Final Order

02 CP Findings
   a. Bensenville Yard Plan Overview
   b. Alternative Location(s) for Machine Shop and Turntable Relocation
   c. Other Issues

03 Right of Entry

04 Other

Open Discussion

CC:

Illinois Tollway

Capital Program

MEETING AGENDA / SIGN-IN SHEET / MINUTES

Meeting date | time 3/18/2014 10:00 AM | Meeting location *CP Bensenville Yard Office*

Meeting Purpose: CPRR Coordination - Bensenville Yard Impacts

Chairperson: Larry Martin

Project No.: 4014

ATTENDEES SIGN-IN:

	NAME	TITLE	ORGANIZATION	EMAIL	PHONE NUMBER
1.	Manar Nashif	Sr. Proj Eng	Illinois Tollway	mnashif@getipass.com	630-241-6800x3041
2.	Joanne Fehn	Land Acq Mgr	Illinois Tollway	jfehn@getipass.com	630-241-6800 3950
3.	Larry Martin	DCM	CH2M HILL	Larry.martin@ch2m.com	773 458-2838
4.	Paul Bobby	RR coordinator	STV	Paul.bobby@stvinc.com	312-553-8422
5.	Robert Johnson		CP	robert_johnson@cpr.ca	612-760-1533
6.	Justin Meyer		CP Regional Chief Engineer	justin_meyer@cpr.ca	612-280-3617
7.	Charles Webster		CP	Charles_webster@cpr.ca	(630)860-4161
8.	Wally Sieruga		CP	wally_sieruga@cpr.ca	
9.	Daniel Sabatka	Dir. Eng. Works	CP	daniel_sabatka@cpr.ca	612-209-7659
10.					
11.					
12.					
13.					
14.					
15.					
16.					
17.					
18.					
19.					
20.					

VERIFIED STATEMENT OF MANAR NASHIF

Senior Project Engineer

Illinois State Toll Highway Authority

EXHIBIT 2-E

Illinois Tollway

The Illinois Tollway
2700 Ogden Avenue
Downers Grove, Illinois 60515-1703
Phone: 630/241-6800
Fax: 630/241-6100
TTY: 630/241-6898

May 9, 2014

Mr. Robert Johnson
Canadian Pacific Railroad
Vice President Operations Southern Region
120 South 6th Street
Minneapolis, MN 55402

Re: Elgin O'Hare Western Access (EOWA)
Canadian Pacific Railroad (CPRR) Bensenville Yard

Dear Mr. Johnson,

Thank you for meeting with the Tollway Elgin O'Hare Western Access (EOWA) corridor management and land acquisition team to discuss the Illinois Tollway (Tollway) EOWA project. As you may know, the $3.4B EOWA project is a part of the Tollway's 15-year, $12 billion capital program, *Move Illinois: The Illinois Tollway Driving the Future.* This program has the potential to change the face of Illinois' northwest suburbs, the Midwest region and beyond. Due to the overall magnitude of the project and potential to dramatically improve mobility, freight connectivity and enhance the national and regional economies, the EOWA Project is considered a Project of National and Regional Significance by the U.S. Department of Transportation.

The March 18, 2014 meeting with the Tollway discussed the EOWA's project interface with the CPRR Bensenville Yard. At the meeting you presented proposed conceptual plans and estimated costs for proposed yard modifications along with an estimated cost for the right of way that the Tollway needs to acquire from CPRR. Since the meeting on March 18, 2014, the Tollway has been in the process of evaluating your proposal. There were several aspects to your proposal that have required discussion at all levels of the Tollway. Your proposal represented a substantial amount of work and thought in its preparation. Similarly, the Tollway must carefully consider its response and path to move forward in this matter.

The Tollway is obligated to take a number of procedural and statutory steps for the acquisition of properties that would support the development of this part of the project. Because portions of the EOWA involve federal funding, the land acquisition and relocation process is required to follow both State and Federal Highway Administration law. In addition, there are many aspects to the CPRR acquisition that will require the assistance of special counsel.

As indicated during the meeting, the Tollway must follow a prescriptive process for land acquisition per what has been referenced above as well as the Toll Highway policies and procedures. Among them include the requirement to conduct land surveys, prepare plats of acquisition and legal descriptions, and to have appraisals for each individual parcel. Additionally, CPRR properties will involve facility relocation and that process requires rigorous compliance with the Federal Uniform Relocation Act (URA) and Toll Highway Act which encompasses eligibility for relocation benefits. Relocation counselors are typically assigned to work with property owners and tenants to identify features that may be eligible for relocation and to identify the special requirements and timing of such relocation.

As the Tollway seeks valuation of the CPRR properties by appraisal and yard improvements, we would appreciate any information that you would share regarding the valuation you presented at the meeting. Among this information would be the basis of the multiplier placed on the base land value as well as any added details you may have regarding the costs assigned to the yard improvements, and impacts to existing operation.

We appreciate your cooperation with respect to issuance of rights of entry that allow Tollway assigned land surveyors and appraisers to enter the property. We expect the plats to be complete by late June which will be followed by appraisals which we would anticipate to be completed by late summer. By fall of this year, the Tollway expects that internal analyses, considerations, and valuations will have been fully developed and vetted, which will then allow for final negotiations to take place.

As part of our continuing efforts to work toward an agreeable solution, the Tollway continues to look for ways to reduce the amount of right of way required from the CPRR Bensenville Yard. As we progress toward the fall, we suggest a meeting at the mid-point (July) to review the status of work performed.

We look forward to future discussions with CPRR as we work toward an agreement that accommodates a regionally and nationally significant roadway project and a strategic rail facility.

Sincerely,

Paul Kovacs

Paul D. Kovacs, P.E.
Chief Engineer

02.4014.07.07.01
LT_Tollway_PDK_CPRRBensenvilleYardCoord_05092014

VERIFIED STATEMENT OF MANAR NASHIF

Senior Project Engineer

Illinois State Toll Highway Authority

EXHIBIT 2-F

CANADIAN PACIFIC

Robert A. Johnson
Vice President Operations
Southern Region

Suite 1000
120 So. 6th St.
Minneapolis, MN
55402

Tel 612 904 5959
Fax 612 851 5647
Cell 612 760 1533
Robert_A_Johnson@cpr.ca

May 21, 2014

RECEIVED
JUN 02 2014
CHIEF ENGINEER

Paul D. Kovacs, P.E.
Illinois Tollway
2700 Ogden Avenue
Downers Grove, IL 60515-1703

Re: *Elgin O'Hare Western Access*
Canadian Pacific Bensenville Yard

Dear Mr. Kovacs:

Thank you for your letter of May 9, 2014. We appreciate your attention to this matter.

As you know, the Tollway's proposed project poses significant operational issues for Canadian Pacific. The project interferes with existing railroad operations and restricts future rail capacity at Bensenville Yard, CP's only facility at Chicago the nation's rail hub. As a result, the proposal triggers the pre-emption provisions of the Interstate Commerce Commission Termination Act, which foreclose the Tollway from acquiring the rail property by condemnation. In addition, the Tollway's design specifies construction of the expressway through a known environmental remediation site, which is a matter of concern to us.

In an effort to amicably resolve the matter, we met with the Tollway on January 21 and March 18, 2014, to provide information and describe the necessary changes and modifications to CP operations that would be required to accommodate the Tollway's design, if we were to come to an agreement, and still support and grow the business. At our meeting on March 18, we presented conceptual drawings, engineering information and cost details regarding relocations and reconfigurations within the rail yard, and land value. We also addressed the environmental issue. Specifically, we provided details and costs incident to moving and constructing multiple tracks; demolishing, replacing and furnishing our railcar maintenance facility; demolishing, replacing and furnishing an existing auxiliary maintenance facility; replacing and installing a locomotive turntable and its associated track, ring, and pneumatic sanding system; and constructing road crossings and an access road and a pedestrian bridge. As owner of the property, we also assigned a land value to the real estate the Tollway intends to acquire, which real estate was not for sale. Since that meeting, our engineering department provided your consultant with additional information on March 21.

We understand that the Tollway has procedures to follow, and is suggesting that we meet again in July. It is surprising to us that it would take from March to July to perform several surveys, create plats and arrive at appraisals. In any event, from our perspective the Tollway has all the information it needs to make a decision regarding our proposal. We hope to receive a decision from you on this matter by June 30, in order to be able to make plans for our ongoing operations.

Thank you for courtesy and cooperation.

Sincerely,

Robert Johnson
Vice President of Operations Southern Region

VERIFIED STATEMENT OF MANAR NASHIF

Senior Project Engineer

Illinois State Toll Highway Authority

EXHIBIT 2-G

The Illinois Tollway
2700 Ogden Avenue
Downers Grove, Illinois 60515-1703
Phone: 630/241-6800
Fax: 630/241-6100
TTY: 630/241-6898

June 19, 2014

Mr. Robert A Johnson
Canadian Pacific
Vice President of Operations
120 South 6th Street
Minneapolis, MN 55402

Re: Elgin O'Hare Western Access (EOWA)
Canadian Pacific Railroad (CPRR) Bensenville Yard

Dear Mr. Johnson:

The Illinois Tollway (Tollway) is in receipt of your letter, dated May 21, 2014. As mentioned in our previous letter, the Tollway has been in the process of evaluating the proposal you presented at a meeting on March 18, 2014 with the EOWA Land Acquisition and Management team. As you may know, planning for the EOWA project was initiated in 2007 by the Illinois Department of Transportation (IDOT). It was during that planning phase of the project (2007-2012) that an initial alternatives analysis was performed in the vicinity of the Bensenville Yard. The analysis was extensive and fully reflected the input of counterpart CPRR staff at that time and was the basis for the current proposed design configuration.

The information that was provided on March 18th represented new information which was the product of a thorough assessment by current CPRR management and based upon current CPRR business objectives and future planning. Based on a better understanding of your goals, objectives and future operations, the Tollway has initiated a wide reconsideration of potential alternatives that would reduce impact to your facility. Our resulting further review of the corridor adjacent to the CPRR Bensenville Yard (Yard) has given us a better understanding and appreciation for your concerns with respect to the operations, efficiencies and the ability for future modification of the Yard. The outcome of that review has resulted in a far reaching re-evaluation of the EOWA project and corridor alignment adjacent to the Yard between the Tri-State Tollway (I-294) and IL 19 (Irving Park Road). As a result, the Tollway has decided to further undertake more detailed studies of the EOWA corridor alignment in order to explore options for reducing the overall impact of the EOWA project to the Yard and CPRR facilities which will also serve to optimize the design characteristics and resulting costs as they relate to the Tollway's EOWA project itself. The more detailed review will include an evaluation of the proposed Taft Avenue connector crossing the Yard between Franklin Avenue and Irving Park Road which is a project that has significant local support due to its ability to improve local north-south traffic movement south of O'Hare International Airport.

The various alternatives have been developed, screened and reviewed by Tollway staff. A further examination and analysis of alternatives that are potentially feasible is now underway. As indicated in our prior letter, we would still like to meet with CPRR in July to share the work we have performed to date. We would like to suggest scheduling a meeting during the week of July 14th or July 21st to share our thoughts. We will coordinate with Daniel Sabatka to arrange a date satisfactory for all. We look forward to meeting with you again.

Sincerely,

Paul D. Kovacs, P.E.
Chief Engineer

File: 02.4014.07.07.01 LT_Tollway_PDK_CPRRBensenvilleYardCoord_06192014

VERIFIED STATEMENT OF MANAR NASHIF

Senior Project Engineer

Illinois State Toll Highway Authority

EXHIBIT 2-H

Robert A. Johnson
Senior Vice President
Operations Southern Region

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USA

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Fax 612 851 5647
Cell 612 760 1533
Robert_Johnson@cpr.ca

RECEIVED

APR 13 2015

LAND ACQUISITION

April 8, 2015

Ms. Joanne F. Fehn
Land Acquisition Manager
Illinois Tollway Authority
2700 Ogden Avenue
Downers Grove, IL 60515-1703

Re: *Elgin O'Hare Western Access*
Canadian Pacific/Soo Line Railroad Bensenville Yard

Dear Ms. Fehn:

I'm writing in response to your letter of April 1, 2015.

As you know, the Tollway's proposed project poses significant operational issues for Canadian Pacific.[1] The project interferes with existing railroad operations and restricts future rail capacity at Bensenville Yard, CP's only facility at Chicago the nation's rail hub. As a result, the proposal triggers the pre-emption provisions of the Interstate Commerce Commission Termination Act, which foreclose the Tollway from acquiring the rail property by condemnation. In addition, the Tollway's design specifies construction of the expressway through a known environmental remediation site, which is a matter of concern to us.

In an effort to amicably resolve the matter, we met with the Tollway over a year ago on January 21, 2014 and March 18, 2014, to provide information and describe the necessary changes and modifications to CP operations that would be required to accommodate the Tollway's design, if we were to come to an agreement, and still support and grow the business.

At our meeting on March 18, we presented conceptual drawings, engineering information and cost details regarding relocations and reconfigurations within the rail yard, and land value. We also addressed the environmental issue, and as owner of the property, assigned a land value to the real estate the Tollway intends to acquire, which real estate was not for sale. In our subsequent correspondence of May 21, 2014, we noted that our engineering department had supplied the Tollway with additional information and requested that the Tollway complete the surveys, plats and appraisals it considered appropriate and to get back to us with a decision by June 30.

[1] Canadian Pacific is a trade name under which Canadian Pacific Railway Company and its subsidiaries, Soo Line Railroad Company, Dakota, Minnesota and Eastern Railroad Corporation, and Delaware and Hudson Railway Company, Inc. operate.

Now nearly a year later, without any further follow-up from the Tollway, we receive a letter informing that the Tollway's appraisal work is not done. Under the circumstances, we do not believe the Tollway has treated us or the customers we serve in the manner it should. We understand that for the Tollway to complete its appraisal that its appraiser requests a site visit, and that this visit will take no more than one day. In an effort to resolve the matter, we agree to a site visit by the Tollway's appraiser not to exceed one day and on the terms, agreed to by the Tollway, in the access agreement dated May 9, 2014. This site visit must take place on or before April 30, 2015. By its terms, the access agreement expires on May 1, 2015. Please coordinate with our engineer, Dan Sabatka, regarding this appraiser visit.

We would appreciate your attention to this matter, and hope to receive a decision from the Tollway by May 29 regarding the offer of settlement we made in March of 2014.

Sincerely,

Robert Johnson
Senior Vice President Operations

cc: Daniel Sabatka
Kristine Williams

Verified Statement of Aaron Chanowitz, P.E.

1. My name is Aaron Chanowitz. I am a licensed Professional Engineer, registered in the State of Illinois. I have more than 30 years of experience in planning, design and management of transportation projects in the U.S, and have been involved in planning, design and management of numerous highway, bridge and other transportation facility development projects located in several states. I earned my Bachelor of Science in Civil Engineering from the University of Maryland in 1986. Since 2004 I have been employed by CH2M Hill, Inc. (CH2M), an international consulting engineering firm employing over 20,000 staff worldwide, and serve as Business Vice President. CH2M is currently under contract with the Illinois Tollway to serve as the Design Corridor Manager for the Elgin O'Hare Western Access Project (EOWA), and I am serving as the Engineering Lead for this project. I have been involved with the EOWA since 2012. As engineering lead, I worked closely with the design team during EOWA Concept Design development, and have continued to work closely with the EOWA Design Corridor Management Team since. I was not involved in the EOWA Environmental Impact Statement Study (EIS) phase, but am familiar with the design work that was prepared during the Tier 2 EIS.

2. The purpose of this statement is to describe the level of development of plans prepared for the Bensenville Yard Area of the EOWA, and to describe the level of development of plans prepared for the Western Access Interchange area of the EOWA.

3. The EOWA is a very large and very complex project, with a total construction cost in the billions of dollars. Due to the project's overall size and complexity as well as a number of other factors such as available manpower, contractor bonding capacity, Tollway cash-flow, utility relocations and land acquisition, the EOWA project is not being developed as a single project, but instead as a group or program of several smaller design and construction projects. This is a common approach for projects of this magnitude. EOWA construction projects have generally been sized to include less than $80 million

in construction work each, although some projects have been significantly smaller. This maximum targeted size has been largely due to regional construction industry feedback. The EOWA is being developed and opened in ten phases or segments, as shown in Figure 4 of the Technical Report "Western Access Interchange Ramp Bridges over Canadian Pacific Railway and Union Pacific Railroad" dated September 15, 2016 and included in the November 23, 2016 filing as figure 6. A significant criteria in the definition of the ten phases is that each is an operationally viable segment – that is, it can be opened to traffic when construction is completed and will provide travel benefits. The segment of Western Access Tollway to be constructed in Phase 4 (IL 83 to IL 19) has always been planned to terminate at IL 19 (Irving Park Road) north of Bensenville Yard, with traffic exiting onto surface streets for multiple years. Even if the EOWA projects ends with this Phase, it still confers a significant public benefit.

4. Initial EOWA project design development work was prepared in support of the EOWB Tier 1 and Tier 2 EIS, led by the Illinois Department of Transportation. When the Tier 2 EIS was completed, project design development had been advanced to approximately 15%, and had focused on identifying general facility type, location, alignment, and other major characteristics, required to support assessment of environmental impacts.

5. After the EIS was completed and a Record of Decision issued in 2012, the Illinois Tollway assumed role of lead agency for the project. Design development has since been prepared generally following Illinois Tollway's processes and procedures which are described in the Illinois Tollway's Design Section Engineers (DSE) Manual. The DSE Manual describes a design development process with several milestones leading up to Contract Advertisement Phase Plans as follows;

- Master Planning or Pre-Conceptual Phase
- Conceptual Design Phase (30%)
- Preliminary Engineering Phase (60%)
- Pre-Final Design Phase (95%)
- Final Check Design Phase (100%)

- Contract Advertisement Phase

A Tollway review occurs at the end of each design phase, and is conducted by the Tollway's review team.

6. For a typical EOWA design project, the time required to advance a project from Concept Plans (30%) to Contract Advertised Phase Plans ranges from a minimum of 15 months, to well over 24 months. The duration depends on a number of factors such as project complexity, utilities involvement, other agency involvement and right-of-way requirements, all of which tend to increase the project design duration. Proximity to and involvement with other transportation features such as airports and railroads can also significant influence and affect project development schedule.

7. The Bensenville Yard Area lies in two adjoining sections of the EOWA project – the Western Access Tollway from Illinois Route 19 to Franklin Avenue/Green Street project section and the Taft Avenue Connector project section. The Bensenville Yard Area also lies to the north of the Western Access Tollway from I-294 (Tri-State Tollway) to Franklin Avenue/Green Street project section. Please refer to the attached exhibit which shows the EOWA sections described below and associated levels of design development.

8. Plans for the Western Access Tollway from Illinois Route 19 to Franklin Avenue/Green Street section have been developed to a Conceptual (30%) Level of Design. For reference, plans are considered complete when they have been advanced to Contract Advertisement Phase and are ready to be issued for contractor bidding and construction. Conceptual Design Plans at 30% complete are considerably less developed than will be required to bid and construct the project. Conceptual Design Plans (30%) contain a conceptual evaluation of many disciplinary aspects of the project, but contain very little detailed design of project elements. As described by the Illinois Tollway's Design Section Engineers Manual, the purpose of Conceptual Design Phase (30%) is "to prepare a report which presents information about each aspect of the project with sufficient detail to allow the Illinois Tollway to approve the recommended scope and design direction prior to moving to the next milestone submittal." This

generally includes identifying major project features; setting approximate geometry and footprint; estimating right-of-way requirements; and estimating construction cost, duration and schedule. Plans for the Western Access Tollway from Illinois Route 19 to Franklin Avenue/Green Street section have not been developed to a level which would include details on specific type, size and location of bridges and structures. Detailed sequences of construction activities have not yet been developed. Ideally, sequences of construction activities through railroad property are developed in collaboration with the railroad so as to minimize impacts to rail operations. Several other studies will need to be completed before the design can be completed including a detailed geotechnical investigations, which will be needed to design bridges and retaining walls. Conceptual design Plans (30%) do not include detailed construction staging plans or a detailed construction schedule.

9. Plans for the Taft Avenue Connector Project Section have been generally developed to a Preliminary (60%) level of design, however some design elements could not be advanced to 60% because site access was restricted and railroad coordination was limited. The designer's geotechnical driller was unable to obtain a right-of-entry from the railroad. Without a right-of-entry, geotechnical borings could not be obtained, a geotechnical investigation and Structure Geotechnical Report could not be prepared, and bridge substructure elements could not be designed. Bridge type, size and location drawings were prepared but could not be completed without a Structural Geotechnical Report and associated design recommendations. Limited coordination with the railroad limited the designer's ability to confidently design other aspects of the project as well. Site construction access, typically prepared in close coordination with the railroad, could not be confidently defined.

10. Plans for the Franklin Avenue/Green Street widening located along the south boundary of the Bensenville Yard have been developed to a 95% level of design. This widening is proposed as a component of the Western Access Tollway: I-294 to Franklin Avenue/Green Street project section south of the Bensenville Yard. At a 95% level of development, plans are approaching completion. Most of the detailed design has been completed and right-of-way requirements have been clearly defined, however

the plans and specifications still require additional development and are not quite ready to be used for bidding or construction. Based on these plans, acquisition of property from CPR is required to accommodate roadside grading, drainage improvements and utility relocations associated with the proposed roadway widening.

11. Plans for the Western Access Tollway from I-294 (Tri-State Tollway) to Franklin Avenue/Green Street project section have been prepared to a Conceptual (30%) Level of Design. Please refer to the above discussion which describes what is included in Conceptual Plans, and some of the major work items which have not yet been completed.

12. Plans for the Western Access Interchange, a component of the IL 390 Tollway from Illinois Route 83 to Illinois Route 19 project section, have been developed to a level of completion that exceeds Pre-Final Design Phase (95%) and which is just shy of Final Check Design Phase (100%). At 100% complete, the plans and specifications will be sufficiently developed to be issued for contractor bidding, and can be used to construct the project. Detailed design, plans and specifications have been completed for virtually all elements of the Western Access Interchange project, including bridges, structures, retaining walls, roadways, drainage facilities, earthwork and other appurtenances. Only minor adjustments and refinements will be required to make these plans and specifications ready for Contract Advertisement Phase, contractor biding and construction.

VERIFICATION

I, Aaron Chanowitz, verify under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to sponsor this Verified Statement.

Executed this 16th day of March 2017.

Aaron Chanowitz

PRE-FINAL (95%) DESIGN TO FINAL CHECK (100%) DESIGN

Western Access Interchange and West to IL 83

PRELIMINARY (60%) DESIGN

South of Western Access Interchange to IL 19

PRELIMINARY (60%) DESIGN[1]

Taft Ave Extension

CONCEPTUAL (30%) DESIGN

Western Access Tollway From IL 19 to Franklin Ave/ Green St

PRE-FINAL (95%) DESIGN

Franklin Ave/ Green St Widening

CONCEPTUAL (30%) DESIGN

Western Access Tollway From I-294 to Franklin Ave/ Green St

O'HARE INTERNATIONAL AIRPORT

Supreme Dr
ILLINOIS 83
Irving Park Rd
ILLINOIS 19
Green St
Taft Ave
Jefferson St
County Line Rd
Franklin Ave
294
Grand Ave
Wolf Rd

LEGEND

- CPR Track
- METRA Track
- UPRR Track

[1] Some design elements could not be advanced to 60% due to restricted site access and limited railroad coordination

0 1,000 2,000 4,000 Feet

MOVE ILLINOIS DRIVING THE FUTURE

Elgin O'Hare Western Access

Design Development Status
(As of March 2017)

Design_Development_Status.mxd, 3/16/2017 Service Layer Credits: Sources: Esri, et al.

BEFORE THE
SURFACE TRANSPORTATION BOARD

STB Docket FD 36075

THE ILLINOIS STATE TOLL HIGHWAY AUTHORITY –
RESPONSE IN SUPPORT OF ITS PETITION FOR DECLARATORY ORDER

VERIFIED STATEMENT OF WALTER H. SCHUCHMANN,
RALPH LEE MEADOWS Jr., P.E., JOHN W. McLAUGHLIN AND
STEPHEN M. SULLIVAN

I. Introduction

We are Walter H. Schuchmann, Ralph Lee Meadows Jr., P.E., John W. McLaughlin and Stephen M. Sullivan of R.L. Banks & Associates, Inc. ("RLBA"). RLBA was retained by the Illinois State Toll Highway Authority ("Tollway") to examine the permanent and construction-related impacts of the Tollway's plans for constructing the Elgin-O'Hare Western Access Project's Bensenville Yard Crossing (the "Bensenville Yard Crossing"). We generated a report titled "Impacts of Illinois State Toll Highway Authority Elgin O'Hare Western Access Project Construction and Operation upon Canadian Pacific Rail Operations in the Vicinity of York Road and Thorndale Avenue in Bensenville, Illinois," dated October 3, 2016, that accompanied the Tollway's Petition for Declaratory Order. A description of RLBA and the experience of the four authors of this Verified Statement can be found in that original report.

Our Verified Statement addresses two primary issues raised by the Soo Line Railroad Company d/b/a Canadian Pacific ("CP"): 1) impact on Bensenville Yard based on preliminary plans of the Bensenville Yard Crossing; and 2) impacts of Western Access Interchange on the

Bryn Mawr corridor conceptual plans.

It should be noted that the Bensenville Yard Crossing is only designed to a preliminary basis, as its construction was planned to occur a few years from now; therefore our assessment is based on these preliminary thoughts, whereas the Report we submitted with the Tollway's Petition on the Western Access Interchange was based on designs that were nearly 100% complete. Furthermore, in this Verified Statement we were tasked with assessing the potential impact of the Bensenville Yard Crossing on the West Yard.[1] The Taft Avenue Connector is not part of this Response because it is independent from the Bensenville Yard Crossing and Western Access Interchange projects.

After a thorough review of CP's Reply Statement and the Verified Statements of its witnesses attached thereto, we are confident that none of CP's assertions about potential impacts of the Tollway's takings in the West Yard represent plausible outcomes that are fatal to CP's operations or the operations of the overall Chicago rail network. CP's assertions are made either without merit, from a railroad operations perspective, because they do not quantitatively define an impact upon the overall capacity of Bensenville Yard and train operations, or they merely suggest a need to relocate assets to other areas of its yard, such as the turntable, which, again, have no defined impact upon yard capacity or operations and which may even, as in the case of relocating the turntable, have positive impacts upon CP operations.

The purpose of our statement is twofold:

1) To explain that the permanent impacts of the Tollway's Bensenville Yard Crossing will not unreasonably interfere with the CP and the use of its

[1] Bensenville Yard is shaped like an hourglass due to its being bifurcated by the Union Pacific Railroad Milwaukee Subdivision viaduct. For purposes of clarity, RLBA uses the terms "East Yard" and "West Yard" to refer to portions of the Yard to the east and west of the UPRR Milwaukee Subdivision bridge.

Bensenville Yard, and the plan would, in fact, result in providing CP with a more efficient rail yard layout, improved rail yard operations, and greater net acreage to CP's Chicago Terminal and

2) To demonstrate that engineering solutions could be implemented that would allow the Western Access Interchange to coexist with CP's hypothesized inspection/staging track and transload facility proposals.

II. Impact on Bensenville Yard based on the Preliminary Designs of the Bensenville Yard Crossing

1.1. The Proposed Bensenville Yard Crossing will Result in Improvements to the Layout and Operation of Bensenville Yard

The proposed Bensenville Yard Crossing would result in both the relocation of rail assets within Bensenville Yard and a net increase to the total acreage of Bensenville Yard. The moving of the turntable and swapping the land where it is currently located for a more rectilinear portion of land would result in a more preferential layout and operation of CP's Bensenville Yard overall. Furthermore, neither will impact adversely the ability of CP to conduct railroad transportation, rather both will increase the operational fluidity of, and ability to expand service in the, Yard.

1.2. Moving the Turntable is Beneficial to CP

As with many railroad properties, the existing layout of Bensenville Yard is the result of many decades of modification and change. As the industry transitioned from steam locomotive power to diesel-electric, the size, shape, and requirements of locomotive servicing facilities

evolved. At Bensenville Yard, the former steam locomotive roundhouse and machine shop have been torn down, but the turntable remains in its original location.

CP uses the turntable "…virtually every day"[2] to turn locomotives for use on outbound trains, even though the turntable is on the far end of the West Yard, opposite the East Yard, in which the majority of outbound trains are assembled and departed. In fact, the turntable is more than two miles from the locomotive holding tracks. From a modern yard layout perspective, this is the opposite of efficient.

As part of its discussions with the Tollway in 2014, CP engaged railroad engineering firm HDR, Inc. ("HDR") to devise a series of plans outlining improvements to Bensenville Yard sufficient to accommodate the Bensenville Yard Crossing. They are attached as Exhibit A. The plans identify "Turntable Relocation Option #1D (Proposed)" as a viable place to install the 110 foot diameter turntable. This location is directly adjacent to the exiting locomotive hold tracks in the East Yard, more than two miles from its current location. This proposed relocation would place the turntable in a much more advantageous and logical place for use by CP.

Further improving the existing layout, the HDR plan also proposes to install a sand tower and additional locomotive storage tracks in the vicinity of the relocated turntable. Suffice it to say, relocating the turntable would have no negative impact on the capacity of any CP classification yard in the vicinity, and it would, in fact, result in a more beneficial yard layout than the vestigial arrangement currently employed by CP.

Not only would the layout of Bensenville Yard be improved as a result of moving the turntable, but so too will the operation of the facility resulting from that relocation. As described succinctly in its Reply, CP's witness Thomas C. Albanese explains that the turntable is a "large

[2] Albanese VS p.4

and indispensable facility that allows us to re-position locomotives for use on outbound trains... [one that CP uses] virtually every day."[3] Just one page further in Mr. Albanese's Statement, he writes that, "the UPRR viaduct through the center of the Yard… restricts flexibility."[4]

The viaduct to which Mr. Albanese refers carries the double-track Union Pacific Railroad ("UPRR") Milwaukee Subdivision. The Milwaukee Subdivision divides Bensenville Yard into the two halves referred to throughout this Statement as the East Yard and West Yard. The UPRR tracks bisect the Yard perpendicularly on an elevated berm, save for the aforementioned viaduct, which is a two-span through-deck plate girder bridge, the spans of which provide sufficient opening to accommodate four CP tracks and an access road. It is via these four tracks that the vast majority, if not all, arriving and departing CP trains operating between northerly points such as Milwaukee and westerly points such as Kansas City and Bensenville Yard operate.

The four tracks beneath the viaduct serve as the throat to the East Yard, providing access to CP's East Yard, which includes: four classification yards ("A" Yard, "C" Yard, "D" Yard, and "F" Yard); the Intermodal Facility; a car shop; rip tracks; and locomotive facility. The East Yard operations and functions constitute the vast majority of overall Bensenville Yard activity. The West Yard serves as the "Local Yard" in which cars are: interchanged with the Chicago Terminal Railroad; staged for local freight customers; stored on stub-ended tracks; and switched to and from a bulk transload facility. West Yard also includes the turntable.

The current location of the turntable on the extreme western end of the West Yard is illogical given the extant operational needs of CP in Bensenville Yard. Originally, the turntable was at the center of a roundhouse where all steam locomotives that came to the Yard were serviced. In modern railroading, when a diesel-electric locomotive enters a terminal, it generally

[3] Albanese VS p.4
[4] Albanese VS p.5

need only be fueled, sanded, inspected and sometimes turned, a much less onerous process than the multiple duties required to maintain the steam locomotives for which the turntable and related facilities were built.

We understand that CP seeks to turn locomotives frequently to ensure that cross-country trains have forward-facing locomotives. According to the HDR plans and RLBA's observations, the locomotives are generally held on the "Engine Hold Tracks" in the north eastern corner of the East Yard. This would mean that those locomotives must travel more than two miles, including through the throat of the Yard under the UPRR Viaduct, get turned, then return to the East Yard through the same choke point. Traveling this far not only takes significant time, but it also costs CP precious track capacity through the constricted throat of its yards.

Moving the turntable to the vicinity of the locomotive hold tracks between the "F" Yard and "D" Yard would provide operational benefit to CP in both minimizing the amount of yard crew time consumed moving locomotives between the East Yard and the turntable as well as in maximizing track capacity through CP's congested throat between the East Yard and West Yard, resulting in improved yard operations.

1.3. Tollway Can Propose a Land Swap that would Improve Intermodal Layout and Operations at Bensenville Yard

In its Reply, CP states that the Tollway seeks to "…acquire 35 to 40 acres of Bensenville Yard"[5] or, as its expert Thomas C. Albanese reports, "about 1/10th the acreage of the yard."[6] As proposed, the Tollway seeks to acquire a dead-end, trapezoidal 14.0 acre piece of CP property at the West Yard adjacent to East Green Street for the transition of its Bensenville Yard Crossing

[5] "Reply Statement of the Soo Line Railroad Company d/b/a Canadian Pacific" STB Docket FD 36075, February 23, 2017. p.4.
[6] Verified Statement of Thomas C. Albanese "Reply Statement of the Soo Line Railroad Company d/b/a Canadian Pacific" STB Docket FD 36075, February 23, 2017, p.4.

underpass to overpass. As shown in the attached Exhibit B, the Tollway can offer a 25.3 acre parcel of land ("Area D1") adjacent to East Green Street in a land swap to CP.[7] If we are to infer from Mr. Albanese's statement that the total area of Bensenville Yard is approximately 400 acres, then the Tollway swap would, in fact, increase the size of Bensenville Yard by approximately 3%.

The portion of land the Tollway seeks to use for its transition from underpass to overpass at the West Yard encompasses the former site of the roundhouse, the existing turntable and the surrounding, trapezoidal piece of land, referred to as "Area B" in the attached Exhibit B. According to historical aerial imagery, attached as Exhibit C, this land has been used to store truck chassis associated with intermodal services in the East Yard for more than a decade, before which it was host to the ruins of the razed roundhouse and shop structures.

CP made quite clear in its Reply to the Tollway that it sees intermodal as a growth area, stating:

> *Growth and shifts in flow of intermodal traffic has required investment in intermodal transfer facilities and reconfiguration of yards to accommodate such facilities. Over the long term, volumes are projected to increase significantly and the need to add capacity to meet that growth is a virtual certainty. In the short term, railroads need the flexibility to be able to respond to both expected and unexpected changes in volumes and operating practices.*[8]

As railroad economics, engineering, and operations experts, we could not agree more with CP's expectation that, in the long term, intermodal traffic will continue to grow. In fact, recent declines in certain bulk and unit train commodity flows have put an even greater emphasis on the importance of intermodal traffic. That said, the portion of Bensenville Yard the Tollway seeks to acquire for its construction is not ideally designed to accommodate growth in

[7] Exhibit B
[8] "Reply Statement of the Soo Line Railroad Company d/b/a Canadian Pacific" STB Docket FD 36075, February 23, 2017. p.20-21.

intermodal.

As shown in Exhibit B, "Area A" is the portion of land the Tollway seeks to use to transition its Bensenville Yard Crossing from below grade to above grade and which is currently owned by CP. The diagram shows quite clearly the dead-end shape of the property, especially when considering the adjacent blue-hatched property, labelled as "Area C," is not owned by CP.

Mr. Albanese makes clear in his verified statement that, in addition to hosting the turntable, CP uses the "…acreage on the west end of the Yard in connection with [CP's] intermodal operations and for an existing bulk transfer facility and associated trackage."[9] The intermodal activity to which Mr. Albanese refers is the storage of truck chassis which, as shown in Exhibit C, has been undertaken by CP, either for its own purposes or leased to a chassis operator, for at least a decade.

RLBA understands that intermodal trains arrive at Bensenville Yard twice per day, and they are unloaded and loaded at the intermodal facility in the East Yard. The intermodal containers from an arriving train are unloaded one-at-a-time onto a waiting tractor trailer chassis. It is important to have a nearby storage pool of chassis to enable CP and its trucking pool partners to maintain sufficient availability of empty chassis.

The current chassis storage location in the West Yard is an odd dimension, with the central location of the turntable within the parcel preventing storage more than a few chassis deep, as shown in Exhibit C. The 25.3 acre parcel of land the Tollway can offer to provide CP in exchange for the subject 14.0 acre parcel is of nearly rectangular shape and has no impediments, referred to as "Area D1" and "Area B," respectfully, in the attached Exhibit B.

Access to the chassis storage location adjacent to the turntable is made possible via a

[9] Verified Statement of Thomas C. Albanese "Reply Statement of the Soo Line Railroad Company d/b/a Canadian Pacific" STB Docket FD 36075, February 23, 2017, p.4.

driveway located at approximately 401 East Green Street. The existing entrance off of East Green Street into the Green Street Parcel is one half mile, or 25%, closer to CP's intermodal terminal entrance than the entrance to the existing chassis pool storage. This closer location will result in significant time and fuel savings associated with intermodal operations at the Yard.

Having a pool of chassis in the vicinity of an intermodal facility is key to the fluidity and efficiency of said operation. For these purposes, the parcel adjacent to the turntable ("Area B"), while not of optimal location or size, is still of sufficient utility. The 25.3 acres that the Tollway can offer CP provides a property of larger size and more optimal shape that will be of greater use to CP in support of its intermodal operations. The increased size and more utilitarian shape of the Green Street Parcel as compared with the existing CP chassis storage location will increase CP's ability to handle and store chassis and equipment, and the nearer location to CP's intermodal truck entrance in its East Yard will result in fuel and labor savings as compared with operations to and from the existing location.

1.4. The Bulk Transload Facility will not be impacted negatively

As to the existing bulk transload facility at the West Yard mentioned in Mr. Albanese's Verified Statement, access to that facility could still be provided, and possibly improved, thanks to an additional 2.5 acre parcel of land the Tollway can offer to CP. Referred to as "Area D2" in the attached Exhibit B, the property is adjacent to the southwest edge of the elevated UPRR Milwaukee Subdivision. This portion of land would provide sufficient access for trucks seeking to reach the West Yard from Green Street, thus enabling the continued operation and, as required, growth of CP's existing bulk transload facility in that end of the Yard.

2. CP represents only a fraction of Chicago rail operations and minor, scheduled outages on CP will not affect network performance

CP attempts to imply that the planned, scheduled, limited construction activities of the Tollway would have impacts analogous to a record setting winter whose impacts came over a period of months compounded, according to CP, by a bumper harvest.[10] It is more than a stretch to believe that planned, limited construction-related delays to even several trains on a given day is in any way similar to the impacts upon all of the 500 freight trains[11] on the Chicago network of near-record snow and severe cold day after day for several months in 2013-2014. And we note that the ability of the Chicago network to withstand another blizzard is not germane to this proceeding.

2.1. In Chicago, the Tollway is not Mother Nature

CP asserts no fewer than nine times in its Reply Statement that the Chicago rail network is fragile. It bases this conclusion upon the effects of the winter of 2013-2014. That the weather that winter was extraordinary is not disputed. The National Weather Service said: "Chicago experienced its coldest four-month period on record between December 2013 and March 2014."[12] Another of countless additional sources said:

> ***2013-2014:*** *This season will be remembered for its relentless combination of snow and cold. Unlike the other winters on this list [of four worst winters], Chicago didn't have a huge snowstorm. It just had a lot of it. The 67.4 inches of snow makes this the third-highest snowfall for meteorological winter (December-February) Only 1978 (71.2) and 1979 (80.6) had more snow."*[13]

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[10] "Reply Statement of the Soo Line Railroad Company d/b/a Canadian Pacific" STB Docket FD 36075, February 23, 2017. p. 12.

[11] Chicago Region Environmental and Transportation Efficiency Program. January 20,2015. Accessed March 9, 2017. http://www.createprogram.org/about.htm.

[12] National Weather Service Weather Forecast Office, Chicago, IL. "Coldest December-March Period in Chicago History", Accessed March 9, 2017. http://www.crh.noaa.gov/news/display_cmsstory.php?wfo=lot&storyid=101458.

[13] Dodge, John. "The Four Worst Winters Ever in Chicago." CBS Chicago, March 6, 2014. Accessed March 9, 2017. http://chicago.cbslocal.com/2014/03/06/the-four-worst-winters-ever-in-chicago/.

Of course, Chicago is the nation's key rail freight hub and the Board is sufficiently concerned to measure its health on a weekly basis. But CP establishes not that the Chicago rail network is "fragile" but that, under pressure of one of the worst winters ever, there were severe problems with Chicago rail network performance. This proceeding has nothing to do with the ability of the Chicago network to withstand another bitter winter. The limited, planned construction activities of the Tollway would not have the same impact as prolonged, extreme winter weather. Furthermore, unlike the weather, the Tollway has cooperated, and intends to continue cooperating, with CP throughout this process.

2.2. The health and functioning of Chicago's rail network is in the hands of the railroads (not the Tollway) and is improving in terms of infrastructure and operational coordination

While the Chicago network hosts huge volumes of freight and passenger trains and has had troubles at times, it is ever-evolving and not nearly as fragile as is implied by Messrs. Clements and Albanese in the CP Reply. More importantly, the health and functioning of the network is in the hands of the network users – the railroads – and not those of the Tollway. The Chicago railroad scene is evolving in the key areas of infrastructure and operations planning, and the potential for further improvement exists. The network is better prepared to withstand operational challenges than it was in 2013-2014, and potential planned, limited outages impacting no more than a handful of CP trains for Tollway construction hardly constitute an operational challenge. Furthermore, the Tollway intends to coordinate construction with CP to

maximize the use of existing METRA outage windows[14] to minimize temporary construction-related delays upon CP.

2.3. CREATE Infrastructure Projects

The Chicago Region Environmental and Transportation Efficiency Program, known throughout the region and the railroad industry as "CREATE," is a comprehensive program designed to improve fluidity of freight and passenger trains and motor vehicles in the greater Chicago region. It consists of 70 projects including grade separations of multiple rail line, grade separations of railroads and streets and additions and improvements to railroad tracks and signal systems. Project status as of last summer is summarized below.

Current CREATE Project Status (as of Summer 2016)[15]

Completed Projects	27
Under Construction	7
Final Design	3
Environmental Review	14
Remaining Projects	19
TOTAL	**70**

2.4. CREATE projects - built and functioning, underway and identified

Chicago railroads, including CP, are already benefitting from the completed CREATE projects and more are scheduled to come online. CP and all network users benefit from projects that improve overall network fluidity and CP will benefit directly from the Bryn Mawr Corridor grade separation project at Irving Park Road, and other projects yet to be completed, funded through CREATE.

[14] Albanese VS p.2
[15] "Summer 2016 Newsletter." CREATE Newsletter, June 2016. Accessed March 10, 2017. http://www.createprogram.org/newsletter_archive/newsletter_06_16.htm.

While all CREATE projects have not yet been funded, it is important that the projects and their benefits have been identified. The railroads could opt to fund these projects using their own resources, should the need become urgent.

A separate rail improvement project in the Chicago region that will benefit CP, and other freight and passenger services, is the Indiana Gateway program that began construction in May 2014. The project involves adding track and crossovers between the Illinois state line and Porter, Indiana, on the principal main line of Norfolk Southern into Chicago from the east, a route that is also used by CP trains under a trackage rights agreement. The project was scheduled for completion in 2016.

2.5. Operations Coordination

In 2015, Chicago railroads opened the Chicago Integrated Rail Operations Center ("CIROC"). It is staffed continuously and offers railroads the ability to rapidly coordinate response to outages, incidents or congestion. The Association of American Railroads celebrated the first year of operations with a news release excerpted below (emphasis added):

> *WASHINGTON, D.C. – Dec. 1, 2016 – Freight railroads operating in Chicago are* ***better prepared to manage rail traffic going to, from and through the Chicago region****, thanks to the Chicago Integrated Rail Operations Center (CIROC).*
>
> *Opened in December 2015, the railroads that make up the Chicago Planning Group and the Chicago Transportation Coordination Office established CIROC to monitor and facilitate efficient rail operations within Chicago. CIROC, a facility that operates around-the-clock, includes direct connections to each carrier and track views that assist employees with resolving operational issues and identifying and addressing congestion issues in order to reduce train delays.* ***The operation of the CIROC continues the ongoing railroad efforts to improve freight mobility in the region, including the completion of many railroad capital construction projects designed to reduce***

chokepoints and increase capacity…[16]

In addition, the Chicago Transportation Coordination Office ("CTCO") acquired the authority to limit freight volumes destined for Chicago when certain operating or climatic conditions deteriorate. The office can institute an "Operating Condition Yellow" to reduce traffic by 15 percent or "Operating Condition Red" to reduce it by 25 percent.[17]

2.6. CP traffic represents only a portion of entire Chicago Terminal rail traffic

2.6.1. Trains

Each day 500 trains come through the Chicago area with over 37,500 railcars according to the CREATE website.[18] In addition, 760 daily passenger trains[19] are operated, for a total of 1,260 daily trains. It is reported that "CP routes about 10 trains a day through the heart of Chicago to reconnect with its eastern lines in Windsor, Ontario, via trackage rights on Norfolk Southern."[20] Adding these 10 trains to those reported by CP as operating over the Bryn Mawr segment and allowing for some transfer or industrial crews yields an estimate of daily CP train movements on the Chicago rail network of about 30 trains. That would represent 6% of the 500 freight daily trains and 2.4% of the total daily Chicago trains.

2.6.2. Car Counts

In October, 2014, the STB required the CTCO to report, among other things, "Average daily car counts in the key Chicago terminal yards of Barr, Bensenville, Blue Island, Calumet,

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[16] Association of American Railroads Press Release. *Freight Rail Industry Improves Train Management in Chicago Region*, December 1, 2016.
[16] Ibid.
[17] *Chicago: America's Railroad Capital, Trains Magazine Special Issue,* January 10, 2017.
[18] Chicago Region Environmental and Transportation Efficiency Program. January 20,2015. Accessed March 9, 2017. http://www.createprogram.org/about.htm.
[19] Ibid.
[20] *Chicago: America's Railroad Capital, Trains Magazine Special Issue,* January 10, 2017.

Cicero, Clearing, Corwith, Gibson, Kirk, Markham, and Proviso for the reporting week".[21]

In 2016, total average daily cars in the eleven major terminals reported by CTCO was 14,075. CP's share, represented by 997 average cars at Bensenville, was 7.1%.[22] This statistic overstates CP's role in Chicago because while it does include Bensenville, it does not include cars at 16 of the 19 intermodal terminals identified by the Intermodal Association of Chicago.[23] The following section examines CP's relative participation in Chicago intermodal loadings.

2.6.3. Intermodal

The 14,075 average total cars tallied above are far from the full story of rail activity in Chicago. Intermodal shipments represent a huge and growing share of Chicago rail activity. According to the Chicago Metropolitan Agency for Planning, in 2015 lifts in the greater Chicago Region totaled 8,242,107.[24] CP lifts totaled 226,710, or 2.75% of the total lifts in the Chicago Terminal.[25]

2.7. Unplanned and planned temporary outages are commonplace and can be dealt with in turn

In our initial Report that accompanied the Tollway's Petition, we offered testimony that both unplanned and planned temporary outages are commonplace and can be dealt with in turn. Since filing the Petition, Rod Case, Global Practice Head of Oliver Wyman, a rail consulting

[21] Docket No. EP 724 (Sub-No. 3), UNITED STATES RAIL SERVICE ISSUES—DATA COLLECTION, Decided: October 8, 2014.
[22] Surface Transportation Board, EP 724 – Rail Service Issues, 2016 CTCO Service Updates at: https://www.stb.gov/railserviceissues.nsf?OpenDatabase&Start=1&Count=300&Expand=2.1.5 accessed 3/8 and 3/9/2017.
[23] Intermodal Association of Chicago. "Chicago Area Intermodal Rail Terminals and Depots." January 10, 2017. Accessed March 9, 2017. https://www.intermodalofchicago.org/terminals_map.cfm.
[24] Chicago Metropolitan Agency for Planning,. "Chicago Intermodal Facility Lift Counts and Regional TEU Estimate (February, 2017)." January 10, 2017. Accessed March 9, 2017. http://www.cmap.illinois.gov/documents/10180/19427/FacilityLiftCountANALYSIS_Revised2015_20170223.pdf/31a31b6d-a02c-48c7-aedf-31d4b7563ccf.
[25] Ibid.

firm and rail operations software designer, said that unexpected events such as locomotive failures, signal outages and recrews affect 25% of all trains and lead to delays.[26] Dealing with such delays is a daily part of railroad operations management, and as we previously testified, known, planned outages are far easier to deal with than unplanned events.

2.8. CP has identified a viable alternative to operating through trains through Chicago providing operational flexibility when needed

CP has the ability to operate some of the ten trains per day that regularly traverse Chicago via another route, as needed. CP President and Chief Executive Officer Keith Creel said, "The shortest route for our crude oil, for instance, is through Chicago. <u>But if Chicago gets congested, we can flip the switch and go above the Great Lakes.</u>"[27] (Emphasis added.) Since it is as simple as "flipping a switch," there should be little concern that CP would be able to exercise that option, if desired, in the event of a few planned, limited outages for Tollway construction.

When faced with a need to reroute around a certain area, railroad companies have a decision to try to reroute internally, over their own tracks, or externally, over tracks owned by another railroad company. Railroads maintain plans to implement internal and external reroutes when circumstances warrant their implementation.

As illustrated by Mr. Creel in his quote, railroads prefer to reroute shipments over their own tracks to retain full control over the traffic and operations and the prioritizing of train movements. But railroads also maintain arrangements that permit detouring trains on the tracks of other railroads when necessary. These arrangements date back to the "Standard Form for Detour Agreement," an agreement adopted in 1905 by the American Railway that serves as the

[26] "Finding a New Winning Formula", Trains Magazine, March 2017, page 37.
[27] *Chicago: America's Railroad Capital, Trains Magazine Special Issue,* January 10, 2017.

basis of contemporary inter-company arrangements.[28] Under the Detour Agreement, a railroad may request as an accommodation the ability to detour over a railway track owned by another company.

The company that owns the line has discretion to accept or refuse offered detours. In general, railroads often grant detour requests because the benefits are reciprocal; a carrier may one day need to detour over the requesting railroads' lines.[29] The cost of rerouting trains carries a basic fee per train-mile of $9 as well as the cost of its crews, fuel, train and engine supplies, "wear and tear" on the railroad infrastructure, management time, and similar costs provided to handle and/or host detoured trains.[30]

While railroads have had detour arrangements in place for more than a century, executing a detour is far easier now than ever. Modern operations management tools address the above factors to make execution of detours far easier than in the past. CP, like all major railroads, uses sophisticated computerized routing and blocking tools that enable it to quickly change operating plans to respond to changing circumstances.[31]

2.9. Temporary Disruptions on CP will not cause Chicago to Crumble

There are operational reasons why the planned, limited outages that may occur on CP incidental to Tollway construction would not be disruptive to the greater Chicago rail network.

First, outages that occur at Bensenville or Bryn Mawr are outside the densest portion of the Chicago network, of which the CP is just one operator. Canadian National Railway's former Elgin, Joliet & Eastern Railway line can be thought of as analogous to an outer beltway which

[28] Proceedings of the American Railway Association, American Railway Association, at 97.
[29] Michael W. Blaszak, When Trains Detour, Trains Magazine, May 1, 2006, http://trn.trains.com/railroads/abcs-of-railroading/2006/05/when-trains-detour.
[30] Ibid.
[31] Ibid.

roughly bounds and defines the greater Chicago rail region. The Indiana Harbor Belt (IHB) line between Franklin Park, Gibson Yard and Calumet Junction (both in Northwest Indiana) constitutes an inner beltway. The densest part of the Chicago network in terms of trackage, freight trains and congestion occurs inside this IHB inner beltway. Bensenville Yard and the Bryn Mawr trackage are outside (west of) the IHB, so what happens on those CP segments is outside the densest part of the Chicago network and, therefore, of lesser impact to network operations.

Second, planned delays to a few CP trains will not be felt across the network because the CP trains do not operate across the Chicago Terminal on a precise schedule. While some higher priority originating trains may depart their Chicago terminals at approximately the same time each day, lower priority departing trains operate on looser schedules.

Inbound intermodal and manifest trains which ostensibly operate according to a plan or schedule may have traveled hundreds, if not thousands, of miles before reaching Chicago and may not be exactly on schedule, so their precise Chicago operating time is likely to vary from day to day. Interchange movements between railroads may be operated with no more schedule than being operated on the same shift each day. Bulk unit trains (one-third of CP's traffic, according to Mr. Albanese), loaded and empty, generally operate with no schedule and can show up at any time.

So, practically speaking, most freight trains traversing Chicago are not on an exact schedule, or are on no schedule at all. In this context, the impact of a few CP trains on a given day being delayed by a planned, limited outage on CP tracks outside the densest part of the Chicago network, will not impact the rest of the 500 daily freight trains.

III. Impacts of the Western Access Interchange on the Bryn Mawr Corridor

1. CP's Bryn Mawr Corridor has Sufficient Capacity to Withstand Tollway Construction

CP does not factually refute the railroad operational and engineering feasibility of Tollway's plans to construct the Western Access Interchange standard highway ramp bridges (henceforth, "interchange bridges"). CP's arguments in this regard should be rejected because they are without merit. CP has abundant capacity in the segment and can easily absorb the temporary impacts of Tollway construction and any post-construction impacts.

1.1. Operations over the Bryn Mawr Right of Way - Capacity

CP simply talks about the number of trains which currently operate, and historically have operated, on the Bryn Mawr corridor without providing any evidence or expert testimony which quantify the capacity of the rail corridor.

In referring to its trains which operate over the Bryn Mawr corridor, CP says: "The approximate total of this traffic is 16 – 18 trains per day. In the past, we have operated 25 or more trains per day on the Bryn Mawr corridor."[32]

CP does not explain the discrepancy between its assertions of train volumes and the 11.7 daily trains recorded during video monitoring in June 2016 and the similar volume recorded in FRA grade crossing data. Discussing current or historical train volumes is of little value without knowing the capacity of the line. CP makes no attempt to define the line's capacity anywhere in its filing nor does CP ever connect the Tollway's planned, temporary outages with quantified reductions in capacity. We, in turn, have estimated the capacity available to CP on the Bryn Mawr corridor and find it sufficiently plentiful to enable CP to accommodate planned, temporary

[32] Albanese VS, paragraph 6.

outages to a handful of its trains.

The Bryn Mawr right-of-way is part of CP's C&M Subdivision, its mainline between Bensenville and Milwaukee. The Subdivision includes an approximately 10-mile segment over which CP operates on trackage rights over track owned by UPRR. Train movement over this line is controlled by a Centralized Traffic Control (CTC) signal system. One source suggests that a double-track, CTC railroad, such as CP's C&M Subdivision, would have the capacity to handle an average of 75 trains per day, of various train types. [33] Even if the 75 trains per day were discounted by 33 percent to recognize the capacity constraint imposed by the Metra commuter windows, the suggested capacity is roughly 50 trains per day (75 x 67%).

Even at the historical high-point, cited by CP, of 25 CP trains per day, an additional 25 trains per day of capacity remain. The hypothetical capacity of the line is up-to 50 trains per day, which is more than twice what CP's expert witness Mr. Albanese said was its maximum historical volume, not to mention significantly higher than the average number of trains (roughly 12 per day) observed during RLBA's train observations.

The data suggest that CP enjoys sufficient capacity to absorb a few planned, temporary outages (19 of them spread out over 6 months[34] and coordinated between CP and the Tollway's contractor) as described on page 24 of Tollway's Exhibit A in its Petition.

1.2. Impact of the Tollway's Proposed Takings of the Bryn Mawr Right of Way - Planned, Temporary Outages are Common Railroad Practice

CP makes several general assertions about potential adverse impacts upon its operations

[33] National Rail Freight Infrastructure Capacity and Investment Study, prepared for the Association of American Railroads by Cambridge Systematics, September 2007, Table 4.2 Average Capacities of Typical Rail Freight Corridors, page 4-7.
[34] The Illinois State Toll Highway Authority Petition for Declaratory Order, November 23, 2016 Exhibit A "Western Access Interchange Ramp Bridges Over Canadian Pacific Railway and Union Pacific Railroad," CH2M Report Prepared for Illinois Tollway, September 15, 2016, Table 2 Estimated CP and UPRR Track Outages for Beam Erection, page 24.

to lead the STB to believe that CP's operations on the Bryn Mawr corridor and in Bensenville Yard are so fragile that any deviation from its operating plan, which might be caused by Tollway's planned, temporary outages, "…would cause unacceptable disruptions to rail service."[35]

Holding trains at origin yards,[36] such as Bensenville, and staging inbound trains short of destination,[37] are common railroad practices. We noted in our Report attached to the Tollway's Petition that planned, temporary outages are a reasonable and expected fact of life which railroad managers throughout the industry accommodate every day.[38] CP asks the STB to believe the exact opposite – that CP's operations are so different from the rest of North American railroading that it is unable to adjust its operations to 19 temporary outages that would be spread out over six months and would be planned and coordinated with CP well in advance of their occurrence. This suggests that CP's assertions about adverse impacts from the Tollway's temporary, planned interruptions to CP's operations are baseless and without merit.

Further, CP acknowledges the number of planned, temporary outages that Tollway expects CP will experience (19 <u>over six months</u>)[39], but CP conveniently ignores how small this number of outages is relative to CP's current train volume (12 to 18 train per day), its historical train volume (25 trains per day) and the estimated capacity of the line (50 trains per day as explained above).

Additionally, in its effort to paint the most unreasonable possible picture of the impact of the planned, temporary outages, CP ignores Tollway's experience in similar projects and its

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[35] Albanese VS, paragraph 9.
[36] Albanese VS, paragraph 9.
[37] Albanese VS, paragraph 9.
[38] The Illinois State Toll Highway Authority Petition for Declaratory Order, November 23, 2016; Exhibit B ["R.L. Banks report"] Impacts of Illinois State Toll Highway Authority Elgin O'Hare Western Access Project Construction and Operation upon Canadian Pacific Rail Operations in the Vicinity of York Road and Thorndale Avenue in Bensenville, IL, October 3, 2016, Section 3.3.2 Scheduled Outages, page 28.
[39] CP Reply, page 14 (last para.)

plans to carefully coordinate with CP to mitigate the number and duration of the planned, temporary outages: "Based on similar project experience, the Tollway requires the contractor to contact the railroad and schedule bridge girder erection operations to comply with railroad allowances for track outage duration and dates. Typical outages are expected to range from four to eight hours each, with a single longer outage of up to 14 hours needed once for each of the five bridges."[40] (Emphasis added.)

CP also ignores its own experience and willingness to advance necessary public improvements as a matter of course. CP has accommodated projects similar to the proposed Western Access Interchange bridges, such as the Marquette Interchange highway bridges over CP's mainline in Milwaukee, Wisconsin,[41] which was cited in our Report that accompanied the Tollway's Petition.

In addition, CP has not provided specific evidence which refutes the well-established railroad industry practice of accommodating such planned, temporary outages which occur when a railroad undertakes a major infrastructure project of its own or when it coordinates with local, state and Federal agencies on major highway projects. CREATE projects[42] often require planned, temporary outages associated with separation of roadway grade crossings and complex interlockings involving multiple railroads. Many such projects have been completed in the greater Chicago Terminal, including the grade separation of Irving Park Road on the subject Bryn Mawr corridor by CP in 2015. Thus, not only are planned, temporary outages of the type contemplated by the Tollway commonplace and feasible within the Chicago Terminal, contrary to what CP would have the Board believe, but the railroad industry accepts such temporary

[40] Tollway Opening, page 27 (first para.)
[41] Tollway Opening, RLBA Report, page 24
[42] CREATE Program - Overall Project Status Summary, Revised January 25, 2017, http://www.createprogram.org/linked_files/status_map.pdf , accessed March 12, 2017.

outages as essential to improving the resiliency and fluidity of the Chicago Terminal.

2. Each of CP's Hypothesized Concepts for Developing the Bryn Mawr Segment could be accommodated by the Tollway, with Modest Modifications to CP's Concepts

CP has offered two potential infrastructure projects which, it asserts, would consume all of the remaining available land within the portion of its right-of-way in the vicinity of Tollway's Western Access Interchange bridges and would thus preclude Tollway from being able to build the bridges.[43] The two concepts are characterized by CP as: 1) two 7,000-foot staging/inspection tracks[44] (Option 1-A);[45] and 2) an overhead bulk transfer facility[46] (Option 2-B).[47]

Notwithstanding the questionable need for and utility of these two hypothesized concepts – not final, real plans – we are confident that modest modifications to the concepts by CP would enable the interchange bridges to be constructed while preserving CP's ability to build either concept.

All of the west piers/columns of the Tollway's interchange bridges are outside CP's right-of-way (ROW), so do not conflict with CP's concepts. However the east piers/columns will be located such that the east edge of CP's ROW (also the west edge of the adjacent UPRR ROW) passes through the center of the piers. In other words, the east piers will straddle the property line between the CP and UPRR. This means that five feet (one half of each 10-foot diameter pier) and its supporting substructure will be on CP's ROW along its east edge. Both of CP's concepts show a two-foot width for the placement of a retaining wall on its ROW along its

[43] Albanese VS, para. 10 and Sabatka VS, paragraphs 5 – 9.
[44] Albanese VS, para. 10 and Sabatka VS, paragraphs 5 – 9.
[45] Sabatka VS, Exhibit B title block.
[46] Albanese VS, para. 11 and Sabatka VS, paragraphs 10 – 11.
[47] Sabatka VS, Exhibit G title block.

east edge and eight feet clearance[48] from the center of Main [track] 2 to the face of the proposed retaining wall. The piers and wall would be able to be integrated through the ramp (interchange bridge) areas and only three additional feet would be needed to accommodate the Tollway's east piers. Therefore, to maintain CP's standard clearance of eight feet between a fixed object like the Tollway's east bridge piers, and the centerline of an immediately adjacent track, Main 2 in this case, Main 2, Main 1 and some other track must be shifted three feet to the west in both of CP's concepts.

Based on CP's typical sections,[49] and with minimal modifications to CP's proposed track geometry, the overall cross-sections (widths) of both concepts could be reduced by [at least] three feet and enable the Tollway's east piers to fit as presently designed on CP's ROW. This would be achieved by the following modest modifications to CP's two concepts:

2.1. Modifications to Inspection/Storage Tracks (Option 1-A)

We suggest that the track-centers between Main 1 and the eastern-most inspection track and between the two inspection tracks can be reduced from 24 feet[50] to 22 feet. The typical sections produced by CP[51] suggest that CP employed eight feet of clearance between a parked vehicle on the inspection roads and an adjacent track, as if it were a fixed object instead of a moveable vehicle. CP's own "Minimum Safety Requirements for Contractors Working on Railway Property" section 7.1.6 stated "Fouling Track - The placement of an individual or an item of equipment in such proximity to a track that the individual or equipment could be struck by a moving train or track unit or in any case within four (4) feet of the field side of the nearest

[48] Sabatka VS, para. 8.
[49] Sabatka VS, Exhibit E presents typical sections of CP's Inspection/Staging Tracks concept, and Exhibit F presents typical sections of CP's Overhead Bulk Transfer Facility concept.
[50] Sabatka VS, Exhibit E.
[51] Sabatka VS, Exhibit E

rail."[52] Other railroads have similar rules. Foul can also be stated as a center of track clearance of one-half gauge (2.35') plus the width of rail (0.25') plus foul (4') equal to 6.6'. Therefore, a clearance standard of seven feet in this situation would be acceptable for CP vehicles driving. CP's existing Bensenville Yard's Departure Yard has seven tracks that appear to be inspection tracks at approximately 21 feet average spacing and two tracks at 26-foot spacing. All tracks have aggregate crossings of the ladder track (for vehicle access) and very apparent tire tracks along their length.

If CP were to employ the same seven-foot clearance standard explained above, and assuming an eight-foot wide vehicle, CP could achieve 22-foot track centers between Main 1 and the eastern-most inspection track and between the two inspection tracks. For example, the clearance between the CP's the east inspection track and Main 1 would be calculated as: 7 feet between east inspection track and the inspection vehicle + 8 feet, width of the inspection vehicle + 7 feet between the inspection vehicle and Main 1 = 22 feet. This would enable CP to reduce the footprint (cross-section) width of this concept by four feet and shift Main 2, Main 1 and the eastern-most inspection track four feet to the west (one more than needed).

An alternative option to reduce the footprint of the inspection track concept, if the track centers cannot be reduced as suggested above, is to modify the shared ditch which is located along the west edge of CP's ROW and parallel York Rd. A storm sewer and curb and gutter on York Road could be added to allow for the proposed tracks to be shifted towards the west and accommodate the Tollway's pier. Also, the two-foot safety buffer provided in the 18 feet of the inspection road dimension between the track center of the western inspection track and the

[52] Canadian Pacific, "Minimum Safety Requirements for Contractors Working on Railway Property," April 2007, Section 7.1.6, page 8.

western edge of CP's ROW could be eliminated if the back slope of the ditch was adjusted or eliminated.

2.2. Modifications to Transload Facility (Option 2-B)

CP has developed its design for a transload facility along the Bryn Mawr ROW to a relatively low level of completeness, in contrast with the reasonable amount of detail CP provided about the inspection track concept. Key horizontal spacing dimensions among major components of the transload facility (such as width of the hopper support structure and width of the truck access road) have been omitted from both CP's narrative[53] and typical sections drawing.[54] This is significant because horizontal spacing of track and other infrastructure across the width (cross-section) of both concepts is critical to determining the overall width of the concept and the extent to which each consumes the available 90 – 100 feet of CP's ROW in the vicinity of the Tollway's interchange bridges. Consequently, we have had to make reasonable assumptions about certain key horizontal dimensions in developing our modest modifications to CP's transload facility concept.

Our modifications address horizontal spacing among the following major components of the transload facility: a hopper support structure, a transload track and a two-lane truck access road. We suggest that CP's proposed transload facility could be shifted three feet to the west as described below. Main 1 and Main 2 could then be shifted three feet to the west as well and achieve the three feet of additional clearance between Main 2 and the east piers of Tollway's interchange bridges.

CP's typical section shows a distance of 41 feet between the center of the transload track and the edge of truck access road. This distance could be reduced by three feet, from 41 feet to

[53] Sabatka VS, paragraphs 5 – 9.
[54] Sabatka VS, Exhibit F.

38 based upon our review of the likely reasonable dimensions of the hopper support structure and the two-lane truck access road, for which CP does not provide dimensions.

To determine the width of the hopper support structure in CP's prospective transload facility, we inspected a similar CP transload facility at its Bensenville Yard via Google Earth. The Bensenville Yard transload facility appears to be similar to the transload facility which CP has suggested along the Bryn Mawr corridor. Our inspection of the Bensenville Yard transload indicates it has a hopper support structure that is approximately 26-feet wide between the outside surfaces of its walls, which suggests it is reasonable to assume that the hopper support structure of CP's prospective transload facility could be 26-feet wide. Assuming that the transload track of the hypothetical mobile transload facility is centered under the hopper support structure, we then have the dimension of 13 feet between the centerline of the transload track and outside of the walls of the hopper support structure.

Next, the width of the two-lane truck access road was determined. The road lies between the west wall of the hopper support structure and the open ditch along the west edge of CP's ROW. The AASHTO publication, "A Policy on Geometric Design of Highways and Streets, 2011", Section 4.3 "Lane Widths", states "Lane widths of 2.7 to 3.6 m [9 to 12 ft] are generally used, with a 3.6-m [12-ft] lane predominant on most high-speed, high-volume highways,"[55] so the type of truck access road contemplated by CP indicates that a 25-foot width would be reasonable. This would easily allow for two semi-trucks to pass each other.

If we then combine the 25-foot wide, two-lane truck access road with the 13-foot dimension between the outside of the west wall of the hopper support structure and track centerline of the transload track we arrive at a dimension of 38 feet, which is three feet less than

[55] A Policy on Geometric Design of Highways and Streets, American Association of State Highway and Transportation Officials (AASHTO), 2011, section 4.3 Lane Widths, page 4-7.

the 41 feet suggested by CP over the same infrastructure. This would reduce CP's footprint width by three feet by enabling the hopper support structure, Main 1 and Main 2 to be shifted three feet to the west, thus allowing Tollway the needed clearance to construct the east piers of its Western Access Interchange bridges.

We also considered CP's repeatedly expressed concerns about the heights of the mobile transload facility's towers and how constricted they would be by the ramp construction. The 200-foot long facility is located partially under the two northern-most ramps. If the facility is shifted 100 feet to the south, it would then be between two ramps and not impacted by the bridges. CP's design shows the same length of track (1,150 feet, which is enough to accommodate approximately 19-20 cars on each side) for both approaches to the loading / unloading area. With a realignment of the south end of CP's proposed track work, the mainline switch for this operation can be moved 100 feet in line with the facility to locate the tower in between the ramps and maintain CP rail operations and capacity. This would allow the same length of track (1,150') on both approaches to the relocated facility.

2.3. CP's-Plans for the Hypothesized Staging Tracks and Transload Facility in the Bryn Mawr Right-of-Way Do Not Account for Several Important Engineering Issues

The plans provided by CP do not account for several engineering issues that will need to be addressed if they intend to move either concept forward.

2.3.1. Engineering Issues with CP "Option 1A" – the Addition of 2 Inspection Tracks

The following are issues we have identified with the proposed installation of two inspection tracks along the Bryn Mawr corridor.

2.3.1.1. Expanding CP-owned Infrastructure in the Bryn Mawr Interlocking

In its Reply, CP provides an engineering drawing as Exhibit B[56] that outlines the proposed track layout of the inspection facility. According to this drawing, CP seeks to install additional switches further to the North, beyond the limits of its ownership and, in fact, on track that will be maintained by UPRR.

Presently the interlocking is owned, maintained, and operated by UPRR. The switch modifications proposed by CP will require substantial labor efforts from UP, potential replacement of the interlocking's vital signal control logic, and will have an impact to UPRR and CP operations during construction. As outlined in CP's Exhibit B,[57] the following are engineering improvements CP's plan would require of the UPRR to undertake using its own forces:

- Installation of a new #15 right hand crossover between UPRR main tracks 1 and 2;
- Installation of two #11 power turnouts inside the interlocking off of current CP main #1; and
- Shifting of 1,170 feet of access road from CP ROW to UP; this is shared access between the two RRs.
- Shifting of all shared drainage unto the UPRR.

[56] Sabatka VS, Exhibit B.
[57] Ibid.

All of the above-outlined design considerations rely upon the cooperation of UPRR and impede upon the ability of UPRR to expand track within its own corridor. The CP assumes that UPRR will simply cooperate with its wishes. If UPRR were to simply say no, CP would be unable to pursue this plan.

2.3.1.2. Signal Infrastructure not currently accounted for in CP's Exhibit E[58] (Inspection Track concept) would impact significantly CP's proposed plans

In its Exhibit E "Option 1 – Typical Section Looking North,"[59] CP fails to account for the relocation/redesign of the signal infrastructure required to govern safe train control on its main tracks (and access to the side tracks). These signals control both mains and require signal houses to function. CP's proposed cross section does not account for the room the relocated signals and foundations or the signal houses require within the ROW.

Presently, the south signals at Bryn Mawr are Mast Signals and can easily fit on CP's ROW. With the addition of the two inspection tracks, and the shifting of the main tracks so close to the ROW line, mast signals will not be a practical option due to clearance issues and blockage of the inspection access road. Signal masts have targets which are usually 2 feet in width, have ladders on the outside to enable servicing of the signals with widths of about 2 feet and a three to four foot safety walkway is required outside the ladder. Railroads prefer 11 - 12 feet of horizontal clearance between a signal and the centerline of the nearest track for safe maintenance, but will reluctantly decrease that to 9 feet with waivers. So, a minimum width of 16 feet from the center of track to center of signal would be required for CP's Main [track] 2.

[58] Sabatka VS. Exhibit E.
[59] Sabatka VS, Exhibit E.

Since CP only provides 10 feet,[60] the east mast of CP's south signal at Bryn Mawr would need to be located mostly within UP's ROW. Though west mast signal would fit with reduced clearances within the 24 feet of horizontal track spacing between the main and inspection tracks called for by CP, this would block CP's access road, not allowing vehicles to get by when there are trains on both tracks.

A more likely signal design would be a signal bridge over all tracks, though only having signals for the main tracks. There is adequate room further north to accommodate the signals which would govern the two inspection tracks, so adequate space for these signals is not an issue.

Due to almost the same clearance issues outlined above for mast signals (Ladder/safety walkway), the east signal bridge foundation and tower would need to be on UP's ROW, with the same restrictions placed on future UPRR expansions. The west foundation and tower could fit within the west CP ROW, though it will possibly need a guard rail due to the closeness of York Road. Due to the restricted ROW CP has imposed on themselves in the two concepts, the existing signal house for the south Bryn Mawr signals will also need to be relocated onto UP's ROW, restricting any planned UPRR expansion. There might not be enough room on the west side of the CP ROW for the signal house. Railroads generally prefer 12 feet of horizontal clearance (for safety) between the face of a signal house and the centerline of the adjacent track. CP's present west side signal house is eight feet wide which means the back of this signal house would be only about four to six feet from CP's west ROW line, and probably violates the minimum setback for York Road.

CP inspection track concept calls for a new right-hand crossover on the UPRR tracks that will force the relocation of the north UPRR signals further north, increasing the length of the

[60] Sabatka VS, Exhibits E and F.

interlocking and shortening the UPRR block, possibly causing permanent impacts to their operations. It is assumed the existing right-hand crossover will need to stay for UPRR to have access to their yard lead track from both their main tracks. The north signal house will also need to be relocated by the UP

Also, there are Intermediate Mast Signals for the main tracks just to the north of the York Road grade crossing that CP has not addressed, but will be impacted the same as the south Bryn Mawr signals described above.

There is also the non-trivial issue of addressing the traffic control grade crossing signal which governs the crossing of York Road by the CP industrial track. The CP Spur track grade crossing of York Road just north of Foster Ave. requires a signal house for its track circuit, crossing controls and equipment. At present, that signal house is located within the CP Bryn Mawr corridor, and the CP plans and typical sections do not account for foot print space which that signal house will require.

Placement of this control box after installation of two additional inspection tracks would render the western access road discontinuous or require CP to modify the roadway widths and clearances to accommodate its placement. The former option would require the signal control box to be placed within the footprint of the inspection track, again dividing it into two pieces, or require the narrowing of York Road.

2.3.1.3. CP's plans do not accurately consider impacts of drainage requirements

There are multiple instances of incorrect or incomplete drainage engineering outlined in

the inspection track concept plans proffered by CP as Exhibit D[61] and Exhibit E[62].

Three existing, large culverts just south of Bryn Mawr Interlocking through which Willow Creek flows will be impacted by CP's new inspection tracks, and CP's plans do not provide for any extensions or modifications for this proposed work, as in the other location as described below. Due to the size of the culverts and the tributary flow rate, any modifications could have significant impact to York Road and its drainage ditch, which also appears to tie into these cross-culverts as an outfall.

Furthermore, CP's plans call for extending an existing culvert to connect with an existing one under the UPRR at the south end of the Bryn Mawr corridor. This drainage work will impact UP's operations during construction.

Finally, CP represents a small retaining wall at the ROW line with the UPRR. It has not provided any details about the wall, or relocation of the shared ditch between the CP and UPRR to accommodate for the wall. Based on the cross sections of the Tollway's final plans and the Irving Park Grade Separation Plans, the proposed wall will possibly be 5' - 6' in height, possibly higher. Moving the shared assets (the existing access road and ditch) requires approval of the UPRR prior-to execution, and construction of a wall that close to the UPRR would have impacts to the UPRR during construction and place permanent restrictions on any UPRR expansion plans.

2.3.1.4. CP's plans affect key O'Hare Airport infrastructure with no plan to address impact

Exhibit B[63] indicates that CP plans to relocate or modify an existing O'Hare Runway

[61] Sabatka VS, Exhibit D.
[62] Sabatka VS, Exhibit E.

light that is currently located within its Bryn Mawr ROW. To maintain this important aviation infrastructure, CP will either need to maintain the light's current location, which would be in conflict with CP's proposed mainline tracks, or relocate the light onto the UPRR. Again, relocation onto the UPRR would block any future UPRR expansion and could only be done at the pleasure of UPRR. Furthermore, FAA guidelines require runway lights follow certain spacing between lights. So it is possible more lights than just this one would need to be relocated.

2.3.1.5. CP's need to serve local industries impacts functionality of the proposed inspection tracks

CP's plan show that the access to the Industry track that crosses York Road will be off of their proposed west Inspection track[64]. In his reply statement, Thomas Albanese, CP's General Manager Operations, US East, states:

> *Currently, not including bulk trains, we operate ten scheduled trains a day, seven days a week into and out of the Yard over the B17 to Bryn Mawr track segment (train nos. 470, 484, 280, 198, 199, 288, 289, 471, 287, 281). In addition, we operate approximately 4-6 bulk trains (ethanol, crude, grain, potash or sand) per day over this same track, and the Chicago Terminal Railroad operates a local switcher in and out the Yard over the track (train nos. G46 and G48). The approximate total of this traffic is 16-18 trains per day.*[65]

In other words, based on his math, there are two (2) local trains a day, seven days a week that need to access through the west inspection track. Therefore, approximately 1,900' of the 7,600' (as measured on their plan) long track to the south of the industrial lead will be not useable twice a day. To that end, the useable length of the western-most inspection track will be

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[63] Sabatka VS, Exhibit B.
[64] Sabatka VS, Exhibit B.
[65] Albanese VS, para. 6.

5,700 feet, not the 7,000+ feet Mr. Albanese mentions later in his statement.

2.3.1.6. CP's track engineering goes against industry-standard practices

The south ladder track (with its two turnouts) is partially located within the vertical curve of the north approach grade to the Irving Park separation (per the Grade separation of Irving Park Road plans[66]). A copy of those plans is attached as Exhibit D to this Verified Statement. AREMA Chapter 5 - Track, Section 3.6 - Vertical Curves states "It is not recommended to place turnouts within limits of a vertical curve,"[67] It is not a recommended practice due to some of the parts, such as the frog, are cast as tangent. Forcing a vertical curve in the frog would cause stress that it is not designed for, causing maintenance issues/earlier replacement cycle. Furthermore, while technically allowable under AREMA, the balance of the ladder track is located on the 0.85% grade to the Irving Park grade separation. A steep grade will also cause maintenance issues/earlier replacement cycle.

To remove the ladder out of the vertical curvature, then the ladder will need to either be shifted to the south or north. If it shifted to the south, the entire ladder track will be on the 0.85% grade. If the ladder track is shifted to the north, it will be on a 0.06% grade, but the length of the sidings will be decreased to 6,400 feet which, according to RLBA's video observation of train operations it undertook as part of its initial filing, is shorter than some of the unit bulk trains that it was able to observe clearly operated within the region.

[66] State of Illinois Department of Transportation, Canadian Pacific Railway Plan and Profile: Sheet 6 of 12, From STA 10313+00 to STA 10328+00; Contract 60R38, Sheet 297, 10/29/2011, pdf page 4 of 5.
[67] Manual for Railway Engineering, American Railway Engineering and Maintenance-of-Way Association (AREMA), Chapter 5 Track, Section 3.6 Vertical Curves, page 5-3-25, Line j.

2.3.2. Engineering Concerns with CP "Option 2-B" – the Addition of a Bulk Transload Facility

The plans offered by CP, outlined as "Option 2-B" in Exhibit G[68] and as a "Mobile Transload Facility in Exhibit F[69], share some of the same issues as those outlined as "Option 1A" (Inspection Track concept) and addressed above, as well as additional engineering discrepancies associated specifically with transload operations.

2.3.2.1. Analogous Engineering issues between Inspection Track Concept ("Option 1A") and Bulk Transload Facility Concept ("Option 2-B")

The transload facility proposed by CP in Exhibit G[70] does not address issues associated with the box culvert through which Willow Creek flows. As in the analysis of CP's Inspection Tracks concept, addressing the stream flow is not a trivial matter and must be addressed (though the expansion of the culvert) in order to facilitate this plan.

Similarly, CP is proposing to shift 1,170 feet of access road from their ROW onto UP's ROW. This is shared access between the two railroads, and proposing this shift puts the burden of the access road entirely on UPRR and restricts future UPRR track expansion. Furthermore, this relocation may only be accomplished with the permission of UPRR.

Also to be accomplished only by permission of UP, CP Exhibit G[71] shows a two-foot wide retaining wall along the ROW line with the UPRR. CP has not provided any details on the wall, or the associated relocation of the shared ditch between the CP and UPRR. Both items would need to be sanctioned by UP, if either is to impinge upon UPRR property.

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[68] Sabatka VS, Exhibit G.
[69] Sabatka VS, Exhibit F.
[70] Sabatka VS, Exhibit G.
[71] Sabatka VS, Exhibit G.

2.3.2.2. Engineering issues specific to the Bulk Transload Concept ("Option 2-B")

Exhibit G[72] outlines the proposed layout of CP's transload facility along the Bryn Mawr corridor. This plan shows two proposed driveway aprons accessing York Road to facilitate the entry and exit of truck traffic at the transload facility. It will be CP's responsibility to ensure these drives are permitted and allowed by the appropriate highway department. Furthermore, not shown in the drawings are the ditch culverts under the drives that will probably be needed.

Regarding drawing nomenclature and labeling, we would like to point out that Exhibit F[73] indicates a Section Drawing B-B showing the 80 foot truck ramp, yet no section drawing to that name was included in their filings. We would also like to note that the drawing name "Option 2-B" with the letter "B" following numeral "2" seems to indicate the presence of an Option 2A, which also was absent from CP's submission to the STB.

Neither the transload facility nor the inspections tracks were ever mentioned in discussions with the Tollway. Unlike the multiple claims of CP that the Western Access Interchange would interfere with these projects, it is apparent that engineering solutions could be implemented that would allow both to coexist.

IV. Conclusions

CP's assertions of harm related to the Bensenville Yard Crossing project, and the Western Access Interchange as it relates to Bryn Mawr, are vastly overstated. Indeed, the Bensenville Yard Crossing will result in improvements to the layout and operation of

[72] Sabatka VS, Exhibit G.
[73] Sabatka VS, Exhibit F.

Bensenville Yard with respect to turning locomotives and chassis storage. CP represents only a fraction of Chicago rail operations and minor, scheduled outages on CP will hardly be noted on the overall Chicago network and will not adversely affect network performance. It is also apparent that CP's Bryn Mawr Corridor has plenty of capacity to maintain operations during the outages related to the Western Access Interchange construction. Finally, using industry-standard clearances, we have demonstrated that design alternatives identified by CP as alternative uses for the Bryn Mawr Corridor can be made to fit within the corridor post-construction of the Western Access Interchange ramps.

Verification

I, Walter H. Schuchmann, verify under penalty of perjury that I have read the foregoing report titled: "THE ILLINOIS STATE TOLL HIGHWAY AUTHORITY – RESPONSE IN SUPPORT OF ITS PETITION FOR DECLARATORY ORDER," that I know the contents thereof, and that the same are true and correct. Further, I certify that I am qualified and authorized to file this statement.

Executed on March 16, 2017

Walter H. Schuchmann

I, Ralph Lee Meadows, Jr., verify under penalty of perjury that I have read the foregoing report titled: "THE ILLINOIS STATE TOLL HIGHWAY AUTHORITY – RESPONSE IN SUPPORT OF ITS PETITION FOR DECLARATORY ORDER," that I know the contents thereof, and that the same are true and correct. Further, I certify that I am qualified and authorized to file this statement.

Executed on March 16, 2017

Ralph Lee Meadows, Jr.

I, John W. McLaughlin, verify under penalty of perjury that I have read the foregoing report titled: "THE ILLINOIS STATE TOLL HIGHWAY AUTHORITY – RESPONSE IN SUPPORT OF ITS PETITION FOR DECLARATORY ORDER," that I know the contents thereof, and that the same are true and correct. Further, I certify that I am qualified and authorized to file this statement.

Executed on March 16, 2017

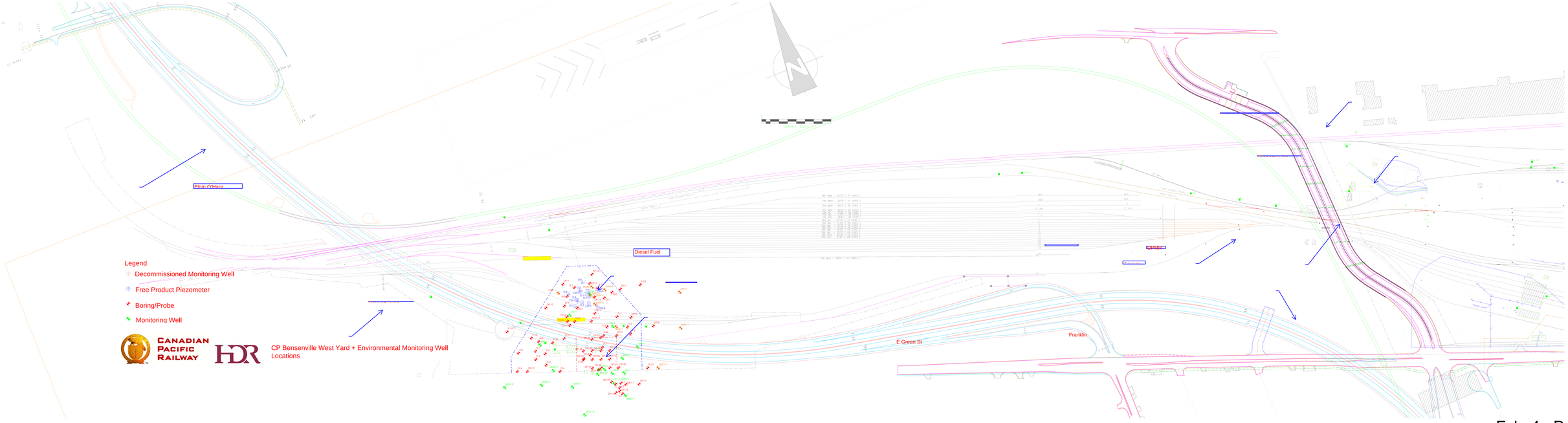
John W. McLaughlin

I, Stephen M. Sullivan, verify under penalty of perjury that I have read the foregoing report titled: "THE ILLINOIS STATE TOLL HIGHWAY AUTHORITY – RESPONSE IN SUPPORT OF ITS PETITION FOR DECLARATORY ORDER," that I know the contents thereof, and that the same are true and correct. Further, I certify that I am qualified and authorized to file this statement.

Executed on March 16, 2017

Stephen M. Sullivan

EXHIBIT A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Monitoring Well
CANADIAN PACIFIC RAILWAY
HDR
CP Bensenville West Yard + Environmental Monitoring Well Locations

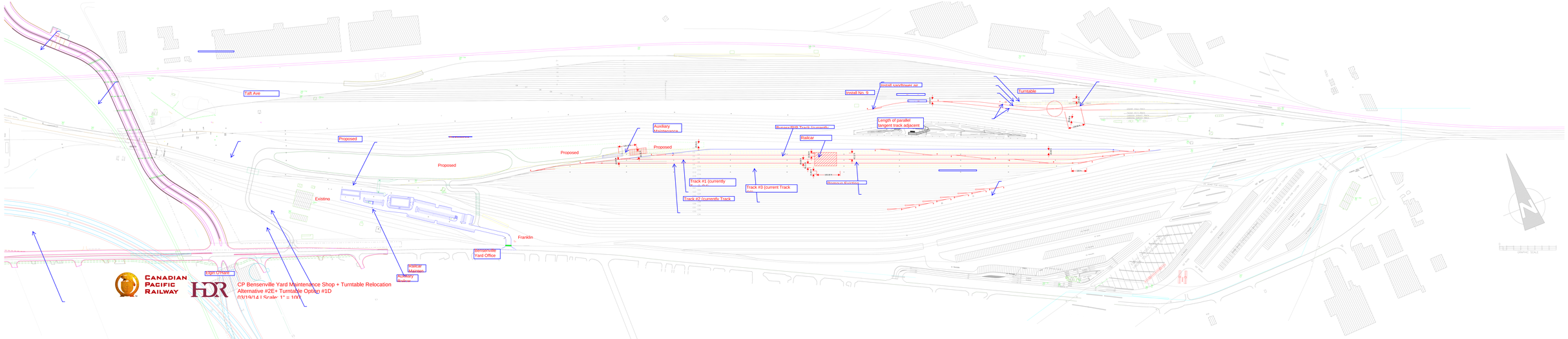
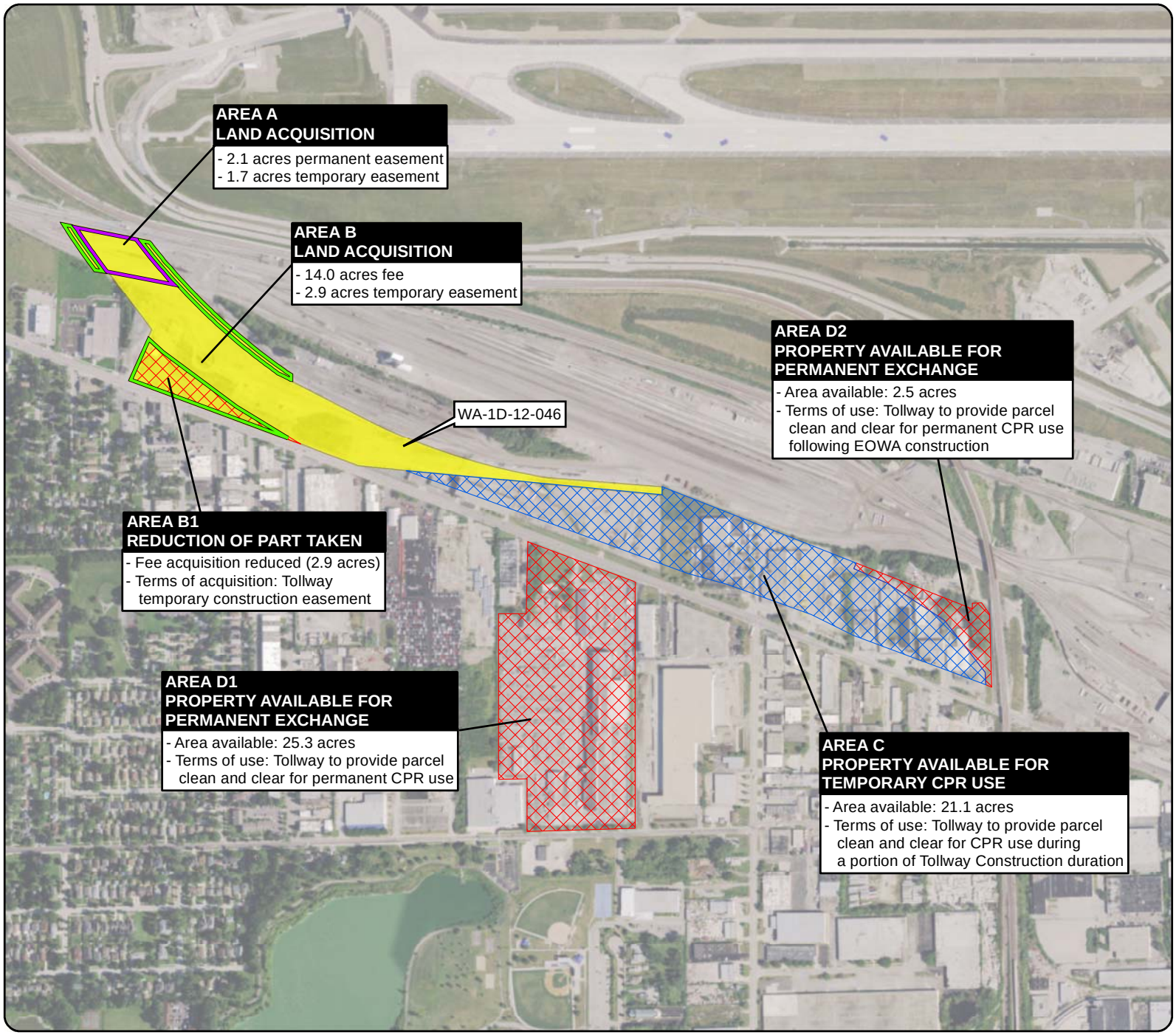

Taft Ave
Proposed
Proposed
Proposed
Existing
Proposed
Auxiliary Maintenance
Proposed
Track #1 (currently
Track #2 (currently Track
Track #3 (current Track
Railcar
Length of parallel
argent track adjacent
Install No. 9
Install sandhouse or
Turntable
Franklin
Bensenville Yard Office
Edge Drive
Political Maintain
Railway
CANADIAN PACIFIC RAILWAY
HDR
CP Bensenville Yard Maintenance Shop + Turntable Relocation
Alternative #2E+ Turntable Option #1D
03/19/14 | Scale: 1" = 100'

EXHIBIT B



Elgin O'Hare Western Access

LEGEND

- Land Returned to CPR
- Temporary Use
- CPR Land Acquisition Parcel

Land Acquisition Type

- Permanent Easement
- Temporary Easement

0 500 1,000 2,000
Feet

Figure 3
CPR Land Acquisition Mitigation Options
March 14, 2017

Fig3_CPRR_BenYard_170314_LandMitigation.mxd, 3/14/2017

EXHIBIT C

March 1999
19
W Irving Park Rd
E Green St
Marion St
Park St
Evergreen St
Google earth
Image U.S. Geological Survey
500 ft
N

March 2002
19
E Green St
Marion St
Park St
Evergreen St
Google earth
Image U.S. Geological Survey
500 ft
N

April 2005
19
E Green St
Marion St
Park St
Evergreen St
Google earth
Image U.S. Geological Survey
500 ft

August 2006
19
E Green St
Marion St
Park St
Evergreen St
500 ft
N
Google earth
Image U.S. Geological Survey

August 2007
19
E Green St
Marion St
Park St
Evergreen St
500 ft
N
Google earth
Image U.S. Geological Survey

August 2008
19
E Green St
Marion St
Park St
Evergreen St
Google earth
Image U.S. Geological Survey
500 ft
N

October 2009
19
E Green St
Marion St
Park St
Evergreen St
500 ft
N
Google earth
Image U.S. Geological Survey

June 2010
19
E Green St
Marion St
Park St
Evergreen St
Google earth
Image U.S. Geological Survey
500 ft
N

April 2013
19
E Green St
Marion St
Park St
Evergreen St
500 ft
N
Google earth
Image U.S. Geological Survey

April 2015
19
E Green St
Marion St
Park St
Evergreen St
500 ft
N
Google earth
Image U.S. Geological Survey

June 2016
19
E Green St
Marion St
Park St
Evergreen St
Google earth
500 ft
N

EXHIBIT D

F.A.U. RTE.	SECTION	COUNTY	TOTAL SHEETS	SHEET NO.
1321	32VB	DUPAGE	371	1
		ILLINOIS CONTRACT NO. 60R38		

STATE OF ILLINOIS
DEPARTMENT OF TRANSPORTATION
DIVISION OF HIGHWAYS

PROPOSED
HIGHWAY PLANS

FAU ROUTE 1321 (IL 19 – IRVING PARK RD.) AT YORK RD.
SECTION 32VB
PROJECT
GRADE SEPARATION, RR BRIDGE, RETAINING WALLS
C-91-076-12

DUPAGE COUNTY

FOR INDEX OF SHEETS, SEE SHEET NO. 2

FOR LIST OF HIGHWAY STANDARDS, SEE SHEET NO. 3

TRAFFIC DATA

DESIGN DESIGNATION:
IRVING PARK ROAD =
3230 (30) PRINCIPAL ARTERIAL 20.98 (PCC-20)

YORK ROAD =
2880 (30) MINOR ARTERIAL 20.38 (PCC-20)

ADT:
IL ROUTE 19 (EAST) = 37,000
IL ROUTE 19 (WEST) = 30,000

YORK ROAD (NORTH) = 28,000
YORK ROAD (SOUTH) = 23,000

DESIGN SPEED:
IL ROUTE 19 = 40 MPH

YORK ROAD (NORTH) = 45 MPH
YORK ROAD (SOUTH) = 40 MPH

PROJECT LOCATED IN VILLAGE OF BENSENVILLE AND CITY OF CHICAGO

END IMPROVEMENTS
IL ROUTE 19
STA 400+56

END IMPROVEMENTS
CPR
STA 10327+12

THIS PROJECT WILL REQUIRE, AT A MINIMUM, COORDINATION WITH THE US ARMY CORPS OF ENGINEERS, IEPA, IDNR, AND THE FAA TO OBTAIN VARIOUS PERMITS, INCLUDING, BUT NOT LIMITED TO NPDES, SECTION 404, IDNR FLOODWAY, AND FAA FORM 7460.

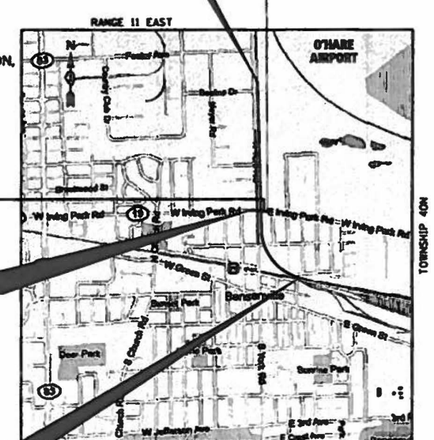
DESCRIPTION OF PROJECT

THIS PROJECT CONSISTS OF BRIDGE CONSTRUCTION, RETAINING WALL CONSTRUCTION, AND ALL INCIDENTAL AND COLLATERAL WORK AS NECESSARY TO COMPLETE THE IMPROVEMENT SHOWN HEREIN AND AS DESCRIBED IN THE SPECIAL PROVISIONS.

FAU ROUTE 1321 UNDER CPR
STRUCTURE NO. 022-0226 (STA. 399+06.57)
TWO SPAN THROUGH PLATE GIRDER BRIDGE

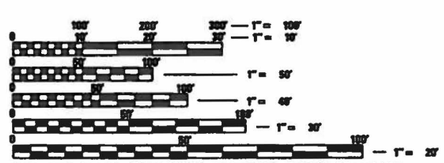
BEGIN IMPROVEMENTS
IL ROUTE 19
STA 397+37

BEGIN IMPROVEMENTS
CPR
STA 10271+85



LOCATION MAP
APPROX. SCALE 1 INCH = 1760 FEET

GROSS LENGTH = 6636 FT. = 1.257 MILES
NET LENGTH = 6636 FT. = 1.257 MILES



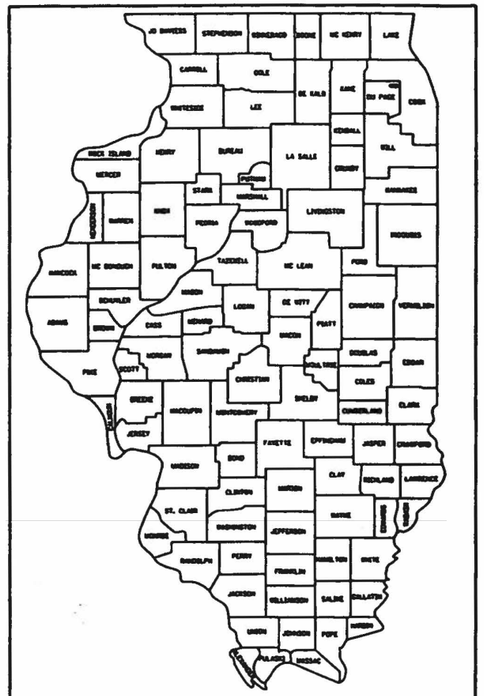
FULL SIZE PLANS HAVE BEEN PREPARED USING STANDARD ENGINEERING SCALES. REDUCED SIZED PLANS WILL NOT CONFORM TO STANDARD SCALES. IN MAKING MEASUREMENTS ON REDUCED PLANS, THE ABOVE SCALES MAY BE USED.

J.U.L.I.E. (JOINT UTILITY LOCATION INFORMATION FOR EXCAVATION)
1-800-892-0123 OR 811
C.U.A.N. (CHICAGO UTILITY ALERT NETWORK)
312-744-7000
RAILROAD UTILITY CONTACT TELEPHONE NUMBERS
1-888-625-8702

PROJECT MANAGER – CATHERINE KIBBLE, PE (847) 705-4269
PROJECT ENGINEER – SERIN KELLER, PE (847) 705-4556

CONTRACT NO. 60R38

D-91-332-06



LOCATION OF SECTION INDICATED THUS:-

BY: [signature] DATE: 10/19/11
HDR ENGINEERING, INC.
DWGS. 1-25, 41-77
LICENSE EXPIRES NOV. 30, 2011

BY: [signature] DATE: 10/19/11
HDR ENGINEERING, INC.
DWGS. 125-139, 148-170, 173-182, 194-231
LICENSE EXPIRES NOV. 30, 2012

BY: [signature] DATE: 10/19/11
HDR ENGINEERING, INC.
DWGS. 26-40, 278-280
LICENSE EXPIRES NOV. 30, 2011

BY: [signature] DATE: 10/19/11
HDR ENGINEERING, INC.
DWGS. 281-371
LICENSE EXPIRES NOV. 30, 2011

BY: [signature] DATE: 10/19/11
SENSH, INC.
DWGS. 96-124
LICENSE EXPIRES NOV. 30, 2011

BY: [signature] DATE: 10/19/11
GEOSERVICES, INC.
DWGS. 186-187, 171, 172, 183-185, 222-227
LICENSE EXPIRES NOV. 30, 2011

STATE OF ILLINOIS
DEPARTMENT OF TRANSPORTATION
DIVISION OF HIGHWAYS

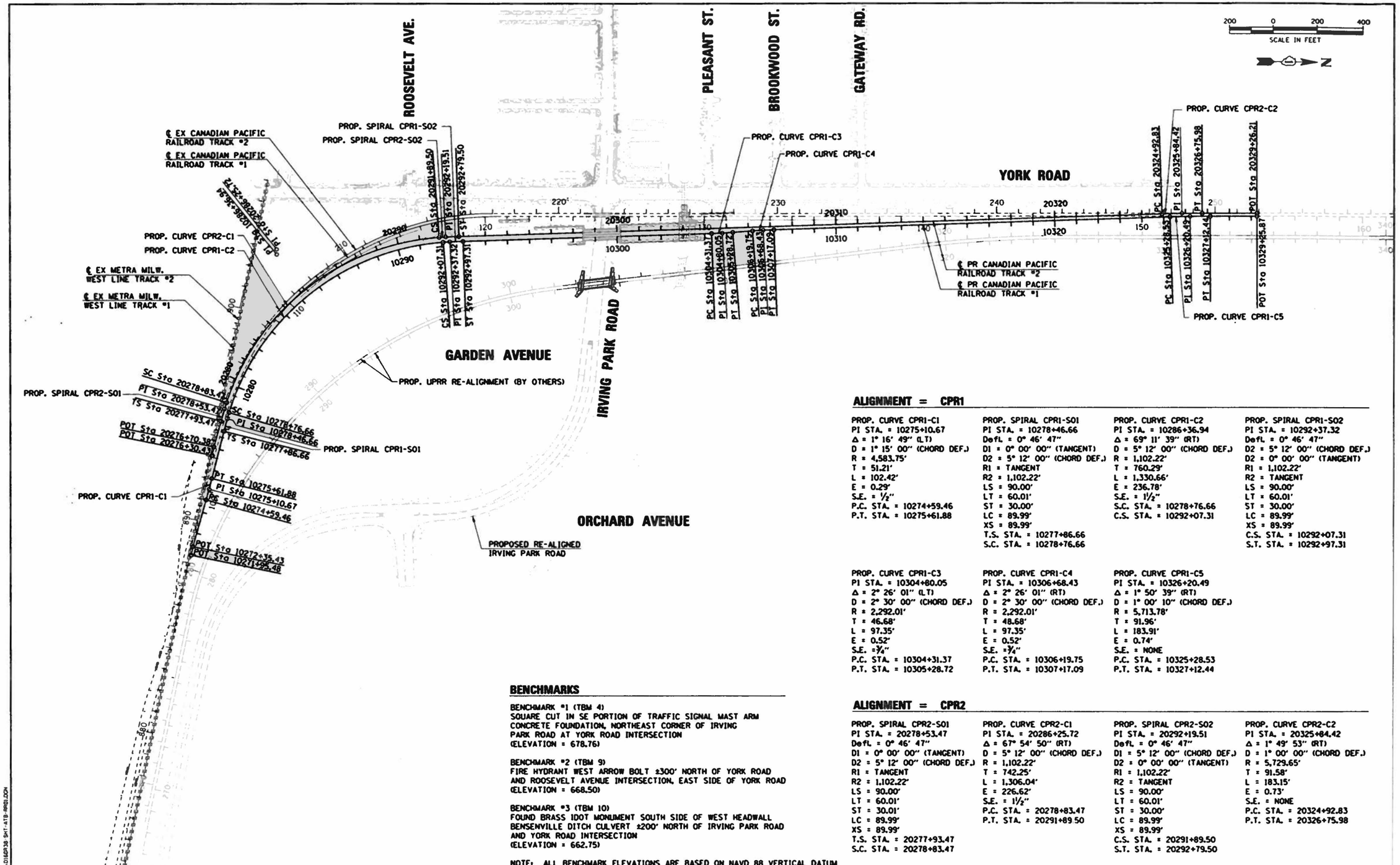
SUBMITTED October 20, 2011
Diane M. O'Keefe
DISTRICT ENGINEER

20
ENGINEER OF DESIGN AND ENVIRONMENT

20
DIRECTOR, DIVISION OF HIGHWAYS

PRINTED BY THE AUTHORITY OF THE STATE OF ILLINOIS

HDR
8550 W. Bryn Mawr Ave., Suite 900
Chicago, IL 60631
773-380-7900
HDR Engineering, Inc.



ALIGNMENT = CPR1

PROP. CURVE CPR1-C1
PI STA. = 10275+10.67
Δ = 1° 16' 49" (LT)
D = 1° 15' 00" (CHORD DEF.)
R = 4,583.75'
T = 51.21'
L = 102.42'
E = 0.29'
S.E. = 1/2"
P.C. STA. = 10274+59.46
P.T. STA. = 10275+61.88

PROP. SPIRAL CPR1-S01
PI STA. = 10278+46.66
Defl. = 0° 46' 47"
D1 = 0° 00' 00" (TANGENT)
D2 = 5° 12' 00" (CHORD DEF.)
R1 = TANGENT
R2 = 1,102.22'
LS = 90.00'
LT = 60.01'
ST = 30.00'
LC = 89.99'
XS = 89.99'
T.S. STA. = 10277+86.66
S.C. STA. = 10278+76.66

PROP. CURVE CPR1-C2
PI STA. = 10286+36.94
Δ = 69° 11' 39" (RT)
D = 5° 12' 00" (CHORD DEF.)
R = 1,102.22'
T = 760.29'
L = 1,330.66'
E = 236.78'
S.E. = 1 1/2"
S.C. STA. = 10278+76.66
C.S. STA. = 10292+07.31

PROP. SPIRAL CPR1-S02
PI STA. = 10292+37.32
Defl. = 0° 46' 47"
D2 = 5° 12' 00" (CHORD DEF.)
D2 = 0° 00' 00" (TANGENT)
R1 = 1,102.22'
R2 = TANGENT
LS = 90.00'
LT = 60.01'
ST = 30.00'
LC = 89.99'
XS = 89.99'
C.S. STA. = 10292+07.31
S.T. STA. = 10292+97.31

PROP. CURVE CPR1-C3
PI STA. = 10304+80.05
Δ = 2° 26' 01" (LT)
D = 2° 30' 00" (CHORD DEF.)
R = 2,292.01'
T = 46.68'
L = 97.35'
E = 0.52'
S.E. = 3/4"
P.C. STA. = 10304+31.37
P.T. STA. = 10305+28.72

PROP. CURVE CPR1-C4
PI STA. = 10306+68.43
Δ = 2° 26' 01" (RT)
D = 2° 30' 00" (CHORD DEF.)
R = 2,292.01'
T = 48.68'
L = 97.35'
E = 0.52'
S.E. = 3/4"
P.C. STA. = 10306+19.75
P.T. STA. = 10307+17.09

PROP. CURVE CPR1-C5
PI STA. = 10326+20.49
Δ = 1° 50' 39" (RT)
D = 1° 00' 10" (CHORD DEF.)
R = 5,713.78'
T = 91.96'
L = 183.91'
E = 0.74'
S.E. = NONE
P.C. STA. = 10325+28.53
P.T. STA. = 10327+12.44

ALIGNMENT = CPR2

PROP. SPIRAL CPR2-S01
PI STA. = 20278+53.47
Defl. = 0° 46' 47"
D1 = 0° 00' 00" (TANGENT)
D2 = 5° 12' 00" (CHORD DEF.)
R1 = TANGENT
R2 = 1,102.22'
LS = 90.00'
LT = 60.01'
ST = 30.01'
LC = 89.99'
XS = 89.99'
T.S. STA. = 20277+93.47
S.C. STA. = 20278+83.47

PROP. CURVE CPR2-C1
PI STA. = 20286+25.72
Δ = 67° 54' 50" (RT)
D = 5° 12' 00" (CHORD DEF.)
R = 1,102.22'
T = 742.25'
L = 1,306.04'
E = 226.62'
S.E. = 1 1/2"
P.C. STA. = 20278+83.47
P.T. STA. = 20291+89.50

PROP. SPIRAL CPR2-S02
PI STA. = 20292+19.51
Defl. = 0° 46' 47"
D1 = 5° 12' 00" (CHORD DEF.)
D2 = 0° 00' 00" (TANGENT)
R1 = 1,102.22'
R2 = TANGENT
LS = 90.00'
LT = 60.01'
ST = 30.00'
LC = 89.99'
XS = 89.99'
C.S. STA. = 20291+89.50
S.T. STA. = 20292+79.50

PROP. CURVE CPR2-C2
PI STA. = 20325+84.42
Δ = 1° 49' 53" (RT)
D = 1° 00' 00" (CHORD DEF.)
R = 5,729.65'
T = 91.58'
L = 183.15'
E = 0.73'
S.E. = NONE
P.C. STA. = 20324+92.83
P.T. STA. = 20326+75.98

BENCHMARKS

BENCHMARK #1 (TBM 4)
SQUARE CUT IN SE PORTION OF TRAFFIC SIGNAL MAST ARM CONCRETE FOUNDATION, NORTHEAST CORNER OF IRVING PARK ROAD AT YORK ROAD INTERSECTION
(ELEVATION = 678.76)

BENCHMARK #2 (TBM 9)
FIRE HYDRANT WEST ARROW BOLT ±300' NORTH OF YORK ROAD AND ROOSEVELT AVENUE INTERSECTION, EAST SIDE OF YORK ROAD
(ELEVATION = 668.50)

BENCHMARK #3 (TBM 10)
FOUND BRASS IDOT MONUMENT SOUTH SIDE OF WEST HEADWALL BENSENVILLE DITCH CULVERT ±200' NORTH OF IRVING PARK ROAD AND YORK ROAD INTERSECTION
(ELEVATION = 662.75)

NOTE: ALL BENCHMARK ELEVATIONS ARE BASED ON NAVD 88 VERTICAL DATUM

FILE NAME = ...\0160938 SHT-ATB-PROD.DGN

HDR ENGINEERING, INC.

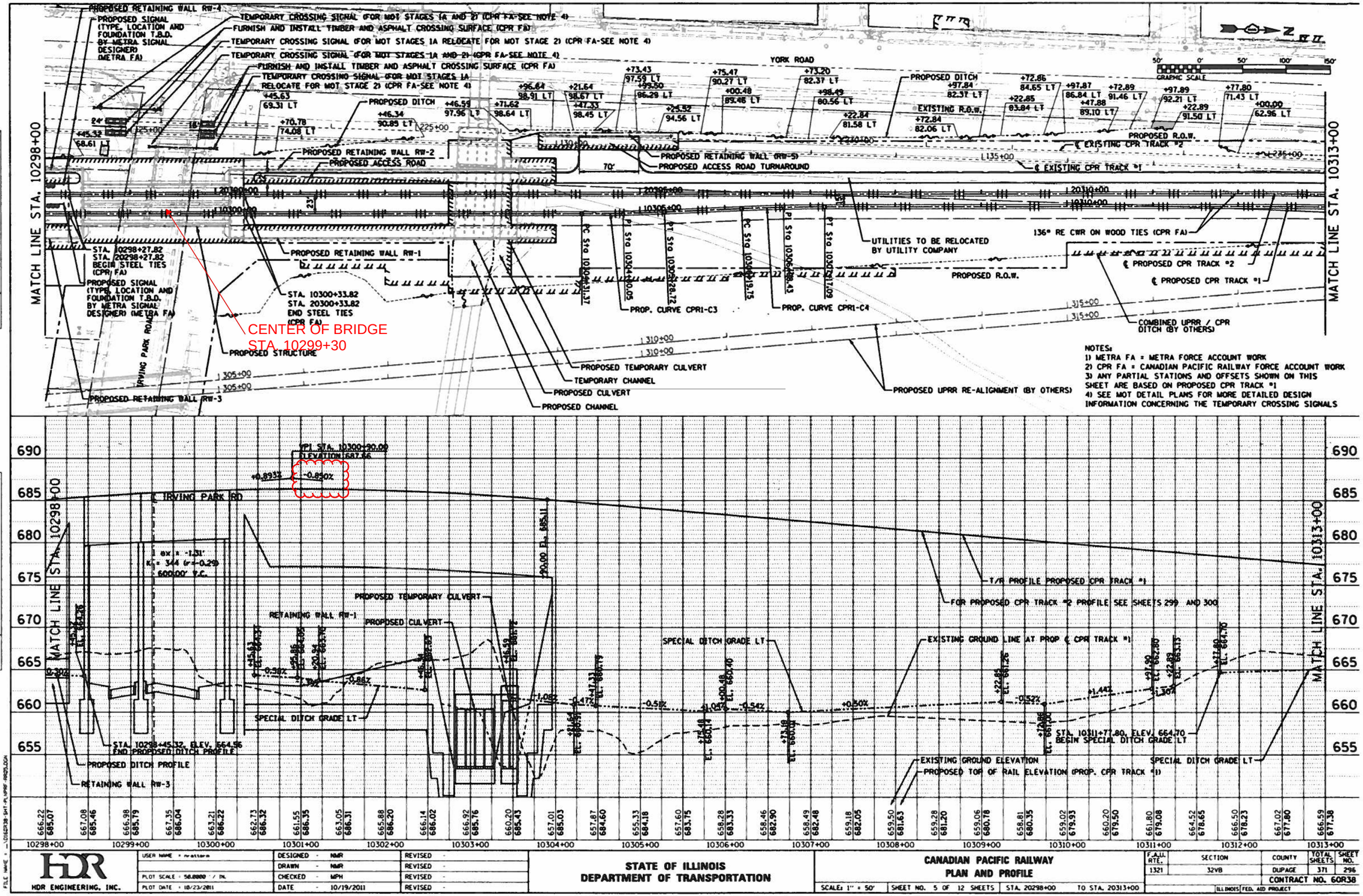
USER NAME = rwatters	DESIGNED - NMR	REVISED -	
	DRAWN - NMR	REVISED -	
PLOT SCALE = 200.0000 ' / IN.	CHECKED - MPH	REVISED -	
PLOT DATE = 10/23/2011	DATE - 10/19/2011	REVISED -	

STATE OF ILLINOIS
DEPARTMENT OF TRANSPORTATION

ALIGNMENT TIES & BENCHMARKS
CANADIAN PACIFIC RAILWAY

SCALE: 1"=200' | SHEET NO. 1 OF 2 SHEETS | STA. | TO STA.

F.A.U. RTE.	SECTION	COUNTY	TOTAL SHEETS	SHEET NO.
1321	32VB	DUPAGE	371	287
		CONTRACT NO. 60R38		
		ILLINOIS FED. AID PROJECT		



HDR ENGINEERING, INC.

USER NAME = nrattana	DESIGNED - NMR	REVISED -	
	DRAWN - NMR	REVISED -	
PLOT SCALE = 50.0000 ' / IN.	CHECKED - MPH	REVISED -	
PLOT DATE = 10/23/2011	DATE - 10/19/2011	REVISED -	

STATE OF ILLINOIS
DEPARTMENT OF TRANSPORTATION

CANADIAN PACIFIC RAILWAY
PLAN AND PROFILE

SCALE: 1" = 50' | SHEET NO. 5 OF 12 SHEETS | STA. 20298+00 TO STA. 20313+00

F.A.U. RTE.	SECTION	COUNTY	TOTAL SHEETS	SHEET NO.
1321	32VB	DUPAGE	371	296

CONTRACT NO. 60R38

ILLINOIS FED. AID PROJECT

NOTES:
1) METRA FA = METRA FORCE ACCOUNT WORK
2) CPR FA = CANADIAN PACIFIC RAILWAY FORCE ACCOUNT WORK
3) ANY PARTIAL STATIONS AND OFFSETS SHOWN ON THIS SHEET ARE BASED ON PROPOSED CPR TRACK #1

GRAPHIC SCALE 50' 0' 50' 100' 150'

MATCH LINE STA. 10313+00

STA. 10315+00.00, 53.06' LT
PROPOSED DITCH LT HIGH POINT

PROPOSED ACCESS ROAD

PROPOSED DITCH LT

YORK ROAD

EXISTING R.O.W.

℄ EXISTING CPR TRACK #2

℄ EXISTING CPR TRACK #1

PROPOSED R.O.W.

140+00 240+00 245+00 250+00

20315+00 20320+00 20325+00
10315+00 10320+00 10325+00

EXISTING R.O.W.

TEMPORARY EASEMENT

PROPOSED R.O.W.

320+00 325+00 330

℄ PROPOSED CPR TRACK #2

℄ PROPOSED CPR TRACK #1

COMBINED UPRR-CPR DITCH (BY OTHERS)

PROPOSED RUNWAY APPROACH LIGHTING (BY OTHERS)

UTILITIES TO BE RELOCATED BY UTILITY COMPANY

COMBINED UPRR-CPR DITCH (BY OTHERS)

ABANDONED/FILLED SANITARY SEWER (BY OTHERS)

136# RE CWR ON WOOD TIES (CPR FA)

PROPOSED UPRR RE-ALIGNMENT (BY OTHERS)

PC STA. 20324+92.83

PI STA. 20325+84.42

PT STA. 20326+75.98

PC STA. 10325+83.83

PI STA. 10326+20.49

PT STA. 10327+12.44

STA. 10326+53.81, 65.82' LT
END PROP. ACCESS ROAD

STA. 10326+53.81, 49.86' LT
38 LF PIPE CULVERTS
CLASS A, TYPE 1 30"

STAA. 10326+34.48, 49.31' LT
PRC FLAR END SEC 30
GRATING-C FL END S 30
℄ = 661.47'

STAA. 10326+72.14,
50.43' LT
PRC FLAR END SEC 30
℄ = 661.28

STA. 20326+75.98
END PROP. CPR TRACK #2
MATCH EXISTING

STA. 10327+12.44,
51.38' LT END
PROPOSED DITCH LT
MATCH EXISTING

STA. 10327+12.44
END PROP.
CPR TRACK #1
MATCH EXISTING

PROP. CURVE CPR2-C2

PROP. CURVE CPR1-C5

LADDER TRACK 1ST PS
STA. 10299+30

PROPOSED LADDER TRACK LIMITS

LADDER TRACK 2ND LAST
LONG TIE
STA. 10299+30

TRACK TO BE RESURFACED BY CANADIAN PACIFIC RAILWAY TO RAISE PROFILE BY 12"

STA. 10327+12.44
MATCH RE-SURFACED TOP OF RAIL

FOR PROPOSED CPR TRACK #2 PROFILE SEE SHEETS 299 AND 300

T/R PROFILE PROPOSED CPR TRACK #1

EXISTING GROUND LINE AT PROP ℄ CPR TRACK #1

SPECIAL DITCH GRADE LT

EXISTING GROUND ELEVATION

PROPOSED TOP OF RAIL ELEVATION (PROP. CPR TRACK #1)

Δx = 0.30'
K = 380 (K=0.26)
100.00' V.C.

+00.00 EL. 665.67
+00.00 EL. 664.59
+25.00 EL. 669.51
+25.00 EL. 668.15
+25.00 EL. 661.51
+75.00 EL. 661.26
+12.44 EL. 661.19

+0.30% -1.08% -1.06% -0.30% -0.850% -0.060% -0.30% -0.50% -0.20% -0.06%

VPI STA. 10323+75.00
ELEVATION 665.22

668.04

STA. 10326+12.44
END SPECIAL DITCH GRADE LT
MATCH EXISTING

690 685 680 675 670 665 660 655

666.59 677.38 | 667.00 676.95 | 667.87 676.53 | 668.23 676.10 | 668.62 675.68 | 667.31 675.25 | 666.48 674.83 | 665.91 674.40 | 665.28 673.98 | 665.01 673.55 | 665.05 673.13 | 665.14 672.70 | 665.28 672.28 | 665.40 671.85 | 665.38 671.43 | 665.26 671.00 | 665.20 670.58 | 665.41 670.15 | 665.69 669.73 | 665.89 669.31 | 665.97 668.95 | 666.04 668.66 | 666.12 668.43 | 666.25 668.27 | 666.61 668.17 | 667.22 668.14 | 667.24 668.11 | 667.23 668.08 | 667.26 668.05 | 667.22 | 667.18

10313+00 10314+00 10315+00 10316+00 10317+00 10318+00 10319+00 10320+00 10321+00 10322+00 10323+00 10324+00 10325+00 10326+00 10327+00 10328+00

PLAN: SURVEYED / PLOTTED / DRAWN / CHECKED / ALIGNMENT CHECKED / CADD FILE NAME / NOTE BOOK NO. / DATE / BY

PROFILE: SURVEYED / PLOTTED / GRADES CHECKED / STRUCTURE NOTATIONS CHECKED / NOTE BOOK NO. / DATE / BY

FILE NAME = ...\D160938-SHT-PLPRF-RRGE.DGN

HDR ENGINEERING, INC.

USER NAME = rwatterm	DESIGNED - NWR	REVISED -	
	DRAWN - NWR	REVISED -	
PLOT SCALE = 50.0000 / IN.	CHECKED - MPH	REVISED -	
PLOT DATE = 10/23/2011	DATE - 10/19/2011	REVISED -	

STATE OF ILLINOIS
DEPARTMENT OF TRANSPORTATION

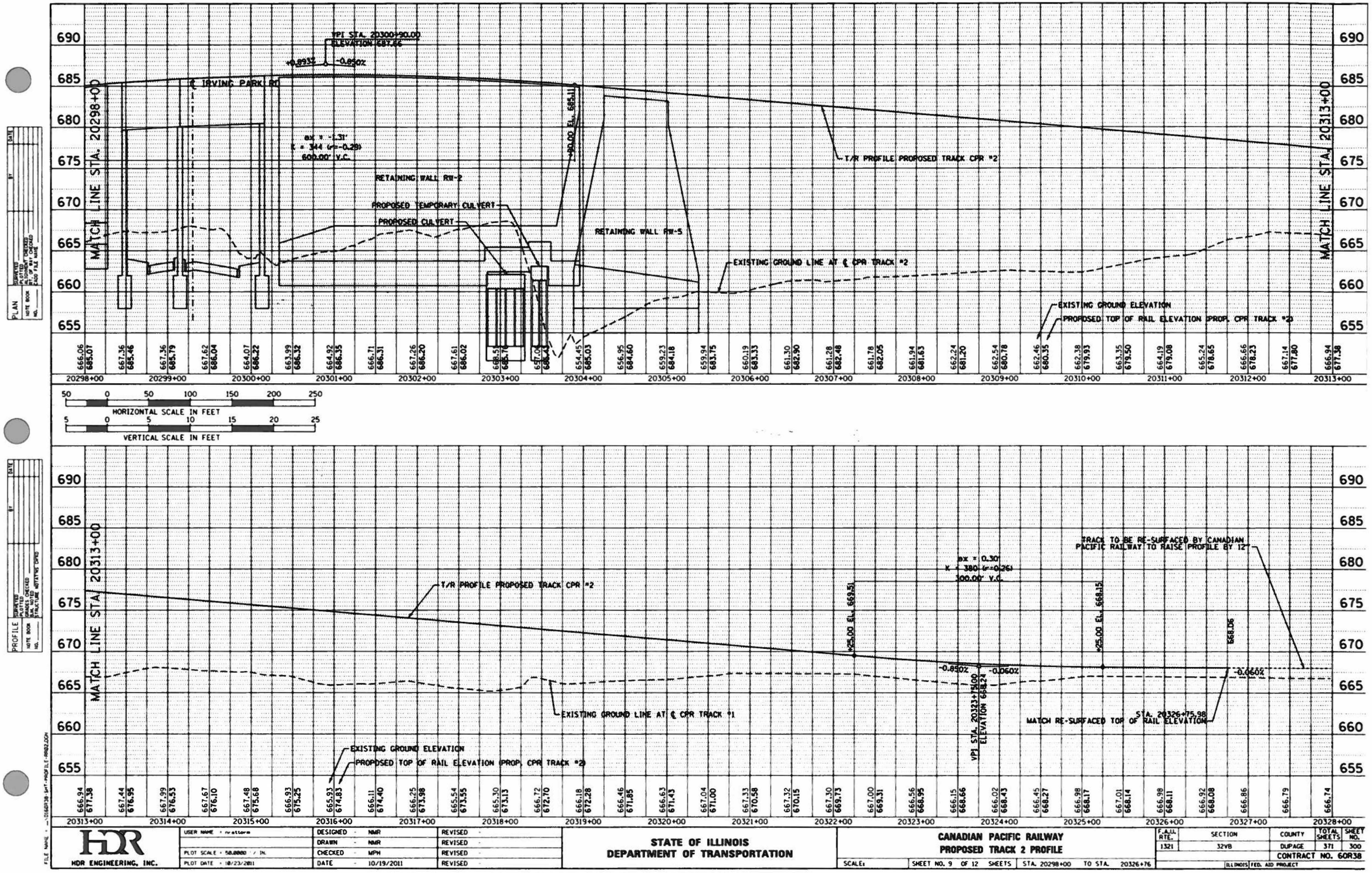
CANADIAN PACIFIC RAILWAY
PLAN AND PROFILE

SCALE: 1" = 50' | SHEET NO. 6 OF 12 SHEETS | STA. 10313+00 TO STA. 10328+00

F.A.U. RTE.	SECTION	COUNTY	TOTAL SHEETS	SHEET NO.
1321	32VB	DUPAGE	371	297

CONTRACT NO. 60R38

ILLINOIS FED. AID PROJECT



HDR ENGINEERING, INC.

USER NAME = rwatson	DESIGNED - NWR	REVISED -	
	DRAWN - NWR	REVISED -	
PLOT SCALE = 50.0000 ' / IN.	CHECKED - MPH	REVISED -	
PLOT DATE = 10/23/2011	DATE - 10/19/2011	REVISED -	

STATE OF ILLINOIS
DEPARTMENT OF TRANSPORTATION

CANADIAN PACIFIC RAILWAY
PROPOSED TRACK 2 PROFILE

SCALE: | SHEET NO. 9 OF 12 SHEETS | STA. 20298+00 TO STA. 20326+76

F.A.U. RTE.	SECTION	COUNTY	TOTAL SHEETS	SHEET NO.
1321	32VB	DUPAGE	371	300

CONTRACT NO. 60R38

ILLINOIS FED. AID PROJECT

MEETING SUBJECT:	Elgin O'Hare – West Bypass Task Force Kickoff Meeting Presentation	**RECORDER:**	CH2M HILL / Berna Sunman Sidal, Libby Braband
MEETING DATE & TIME:	December 13, 2007 1:00 PM – 5:00 PM	**PREPARATION DATE:**	December 21, 2007
MEETING LOCATION:	Oak Meadows Golf Club		
ISSUE STATUS:	☐ Draft for Review ☒ Final		

Task Force Meeting #1

The initial Task Force Kickoff Meeting was a Joint Task Force meeting with all three Task Forces, and Stakeholder Workshop #1 for the Elgin O'Hare – West Bypass study was held on December 13, 2007. The purpose of the meeting was to provide Task Force members with an overview of the project, and with an opportunity to provide input regarding transportation issues (problems), and to identify potential project goals based on the identified transportation issues. Meeting attendees are listed on the attached sign-in sheet (Attachment A).

A summary of information presented at the meeting, meeting discussions, and Task Force input related to the transportation issues and concerns is presented below.

Project Overview and Task Force Role

The Kickoff Meeting began with project team introductions including a description of project team roles. An overview of the project including project objectives, process and schedule was presented. It was noted that early project efforts are focused on the preparation of a detailed technical analysis of the current and future performance of the existing transportation system. Analysis findings coupled with stakeholder input regarding transportation issues will be used to develop the project Purpose and Need. The presentation included a summary of the Stakeholder Involvement Plan (SIP) and organization of project working groups (Corridor Planning Group, Task Forces, and Project Study Group). The project overview was followed by an explanation of the project working groups' role and Task Force operating rules.

Introduction to Transportation System Performance

Information regarding the transportation system performance was presented. This included a summary of transportation issues that have been identified to date from public comments during Public Meeting #1, Corridor Planning Group Meeting #1 and feedback, and one-on-one agency meetings.

An introduction to the transportation system performance analysis process and information regarding early analysis findings was also presented. This included a description of the project baseline ("No-Action" alternative in year 2030), current year 2007 roadway performance characteristics, as well as potential performance issues on the area's transit, freight, and bike/pedestrian systems.

Introduction to Stakeholder Workshop Group Exercises

The project team explained that the remainder of the meeting would consist of a stakeholder workshop conducted in small groups. The first exercise (Exercise #1) would be an effort to expand, validate, and prioritize transportation issues in the study area by "spending transportation bucks." The second exercise (Exercise #2) would be an exercise in identifying potential project goals based on results of Exercise #1. Workshop Group participants are listed in Attachment B.

The meeting presentation materials are included as Attachment C.

Questions and Discussion

Q: How many future meetings of the Task Force will be held?

A: IDOT replied that approximately 4-6 meetings are anticipated.

Q: Why are regional transportation plan improvements outside the study area included in the baseline?

A: The project baseline represents our assumptions based on best available information at this time as to what the transportation system will look like in the year 2030 without any of the major transportation improvements considered with this project. The project baseline was developed based on input from each of the transportation providers and what they expected to be in place by the year 2030 on their respective systems.

Q: What is the number of riders entering CTA stations within the study area on an average weekday?

A: With this project, we will focus on evaluating CTA ridership numbers for the morning rush period to be consistent with ridership data available for other transit systems in the area.

Q: Why was a ¼ mile perimeter chosen for rail/bus and bike/pedestrian connections (regarding the quality and availability of transit connections within the study area)?

A: A ¼ mile is assumed as a reasonable distance for pedestrians to walk to a connection under most weather conditions.

What's Next?

The initial portion of the meeting with the entire group concluded with a general description of upcoming project milestones, including completion of transportation system performance analyses, development/completion of the Transportation System Performance Report, and development of project Purpose and Need. The next Task Force meeting is expected to be held in February 2008.

Stakeholder Workshop #1

Following a short break at the end of the Task Force meeting, participants moved to the adjacent ballroom to conduct a series of small group exercises (see Appendix B for the list of workshop attendees in each color group).

Group 1 (Blue): Moderator – Lidia Pilecky (CH)[1]; Scribe – Berna Sunman (CH)

Group 2 ( ): Moderator – Larry Martin (CH); Scribe – Michelle Faulkner (CH)

Group 3 (Green): Moderator – Bryan Nicol (CH); Scribe – Athreya Sreenivasan (CH)

Group 4 (Orange): Moderator – Mike Matkovic (CB)[1]; Scribe – Pete Knysz (CB)

Group 5 ( ): Moderator –Joanne Schroeder (VS)[1]; Scribe – Erich Neuman (LB)[1]

Group 6 (Red): Moderator – Libby Braband (CH); Scribe – Sandra Vasquez (CH)

Floaters (IDOT/SEC[1] Representatives): Pete Harmet, John Baczek, Pat Pechnick, Ron Krall

Overall Scribe: Lisa Sagami (CH): tracked/tallied total results – during report out

Exercise #1

Each group was situated in a different area of the large ballroom, and given a laptop and projector as well as large (24"x36") copies of all of the existing and baseline conditions maps. Discussion was guided by a moderator and recorded by a project team member acting as the scribe. The groups spent approximately 10 minutes reviewing a list of transportation/social issues that had been developed based on Corridor Planning Group, public input, and agency coordination. At the end of the review, each group identified additional issues within the following categories:

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[1] CH = CH2M HILL, CB = Christopher B. Burke Engineering, VS = Vlecides-Schroeder, LB = Landrum & Brown, SEC = SEC Group, Inc.

- Freeway and Tollway System
- Major Arterials and Local Roads
- Public Transit, Freight and Bike/Pedestrian System
- Quality of Life/Economic Development
- Transportation System/Demand Management

The new issues identified include:

Freeway and Tollway System Issues

- I-294 interchange at Irving Park: allow for full access (1)*
- Need for an improved interchange at I-290 and Thorndale Avenue (1)
- Congestion on area expressways, including I-294 between I-88 and I-90 (2)
- Lack of access to O'Hare Airport (2, 4)
- Congestion issues on I-190 east of O'Hare need to be fixed (3)
- Lack of adequate access to I-90 (3)
- Need evaluation of all interchanges (3)
- Interchange on I-294 between Golf and I-90 needs to be improved (3)
- Tolled facilities should be considered as an option (3)
- Completion of IL 53 (north of Army Trail Road to Thorndale or Devon) to reduce congestion (5)
- Need a bypass for trips not originating or ending in Chicago. Add a north/south ring road between I-355 and Randall Road (5)
- Congestion at I-290/I-294/I-88 interchange southbound (5)
- Add lanes to I-290 (5)
- Connection between I-294 and Mannheim Road in Franklin Park (6)

Major Arterials/Local Road Issues

- I-290 at Grand Avenue and York Road needs safety improvements (1)
- Ensure EO-WB improvements maintain access to nodes in the study area (2)
- Interchange improvements are needed at Rohlwing Road (2)
- Thorndale Avenue corridor issues and potential community impacts (3)
- Address congestion caused by multiple existing conflicts (i.e., at-grade railroad crossings) with UPRR and CPRR and avoid additional conflicts with proposed plans (4)
- Improve Irving Park Road west of York Road (5)
- Disproportionately high percentage of truck traffic on local roads (5)
- Lack adequate north/south through routes in the northeast portion of the study area (6)
- Need for parking regulations/limits on major arterials (6)

Public Transit, Freight, and Bike/Pedestrian System

- Provide internal bike/pedestrian systems within communities (1)
- Provide last mile connection for transit (1)
- Provide options to bike and walk to public transit (1)
- Lack of north/south transit facilities (2)
- Improve transit connections between home/work and station/work (2)
- Need north/south Metra in the study area (4)
- Improve Metra connections with Bus Rapid Transit (4)
- Improve connectivity to intermodal facilities to reduce truck traffic on roadways (4)
- Improve connections within and between employment centers and bus and train stations (sidewalks, etc) (5)
- Plan for light rail as part of the project (5)
- Strategic access points along the rail lines to attract people to take the train (5)

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* Group(s) that identified this particular issue

- Right-of-Way access for buses (5)
- Need adequate parking for vehicles and bicycles at existing public transit stations (park-n-ride; perhaps a public/private venture) (6)
- Need for circulator/connectors in DuPage County Transportation Plan (shoulder running) (6)

Quality of Life/Economic Development and Community Issues

- Design must be sensitive to environmental and cultural issues (2)
- Minimize negative impacts on communities (4)
- Improvements should be compatible with and allow access for local land use (4)
- Provide strategic access points to industrial, residential, commercial, retail at western access to O'Hare (5)
- Crucial for western access to be completed at O'Hare if Elgin-O'Hare Expressway is built (5)
- Protect and enhance community features (main street, central business districts, affordable housing, neighborhoods) (5)
- Develop Irving Park Road corridor (5)

Transportation System/Demand Management

- Improve coordination of arterial signals (2)
- Need for traffic signal management on major routes (6)

Other

- Time-phase EO-WB improvement with O'Hare Modernization Program (2)
- Project scope needs to be broader than the study area; need to look at Chicago region (5)

All groups reported out on any new transportation issues they identified. Boxes labeled with each of the transportation issues (including both issues identified in today's workshop as well as issues identified in prior meetings and coordination out reach events) were distributed in the meeting room. Attendees were provided $100 of "transportation bucks" that they could spend as they wished on the issues they felt most strongly about. Each attendee could choose to spend his/her money in any way – all on one priority, split evenly or disproportionately between multiple priorities, etc. They were given fifteen minutes to spend their money (by placing their money in the box labeled with the issue(s) that each felt to be of highest priority). Issues receiving the most money, and therefore the highest priority were:

- Need for expanded public transportation
- Need for a lasting solution that minimizes community impact and maximizes economic development potential
- Poor connectivity from I-290 to I-294 (including North Avenue)
- Lack of access to O'Hare Airport
- Travel delays along roadways with at-grade railroad crossings (e.g. Irving Park Road and York Road)

Exercise #2

The objective of the second exercise was to identify potential project goals based on the issues defined in the first exercise. Each group worked for 25 minutes to develop broad goals that were then shared with the entire workshop. The goals developed by each group included:

- Improve connections between area communities and major transportation facilities (1)
- Develop transportation solutions that respect communities and the environment (1)
- Maximize the mobility options for all trips related to the study area (1, 2)
- Optimize freeway/tollway access in the future (1)
- Identify the best package of projects that will move people and goods more efficiently with less delay (1)
- Western access should provide full access to western terminal and should include all modes of transportation (1, 2)

- Provide a balanced transportation system to support community economic goals while avoiding inequities (1)
- Economic development and redevelopment to protect the existing base and expand opportunities (2, 3)
- Maintain global competitiveness by improving and enhancing all transportation modes (freight, road, rail) (2, 3, 6)
- Protect, preserve, and enhance environment and quality of life (2, 3, 6)
- Expand upon existing public transit to better link land uses (2)
- Improve coordination between rail and road to protect integrity and efficiency of the transportation network (2)
- Improve freight rail options (3)
- Improve public transit quality, convenience, and comfort (3)
- Improve system-wide safety (3)
- Use sustainable designs, plans, and projects (3)
- Require positive cost/benefit analysis for the whole program (3)
- Minimize physical impacts on communities (3, 5)
- Improve interstate access (4)
- Identify a solution that minimizes community impact, maximizes economic development and enhances the community environment within the study area and within each community (4)
- Enhanced public transportation opportunities and connectivity (4)
- Alleviate the problems, not just move them. Congestion problems included (5)
- Should be looking at the big picture. How do you move people and goods through the area efficiently (5)
- Don't dump traffic onto York Road and other roads because of the project (5)
- Need dedicated freight routes. Get the trucks off of the local roads (4, 5)
- Re-design the airport freight storage and delivery systems (5)
- A reasonable solution in airside and landside traffic in the Chicago region (5)
- Ensure that the communities most impacted by this project are given adequate and substantial consideration. They should have more say than others (5, 6)
- Regional planning which doesn't only include this project but also includes the creation of a south suburban airport. We are looking at a small area and we should be looking at a bigger one (5)
- Increase the number of households with access to jobs (5)
- Protect future of affected communities (6)
- Consider environmental design and corridor aesthetics in long-term solution (6)
- Support planned and emerging land use objectives- preserve existing development and accommodate future economic development (6)
- Reduce travel delays associated with at-grade railroad crossings (e.g. Irving Park Road and York Road) (3, 6)

Attachments:

Attachment A: Sign-In Sheets

Attachment B: Workshop Group Participants

Attachment C: Meeting Presentation Materials

ELGIN O'HARE
WEST BYPASS

Task Force Meeting #1 and Stakeholder Workshop #1
December 13, 2007

Name	Organization	Address	City, State, Zip	Email	Specify Task Force (Environmental, Land Use, Transportation)	Alternate? Y/N (if alternate specify actual member)	Best Days/Times for Future meetings
Christine Czesak	Salt Creek Watershed	225 E. Vermont St	Villa Park IL 60181	czesak@aol.com			
Kim McGrew	City of Elmhurst	209 N. York	Elmhurst, IL	kim.mcgrew@elmhurst.org			
Karna Dobbs	DuPage Mayors & Managers Conf	122 Oak Brook Rd	Oak Brook 60523	kdobbs@dupage-cog.org	Transportation		
Chris Stern	Northwest Municipal Conf	1600 E Golf Rd	Des Plaines, IL	cstern@nwmc-cog.org		M	
JOHN BERNARDI	Itasca		Itasca, IL	jbernardi@mainegis	Transportation	Y/ Stefan	
Ross Klicker	City of Wood Dale	404 N. Wood Dale	Wood Dale IL	RKlicker@woddale.com			
Gary Reschke	Village of Addison (D)	One Friendship Plaza	Addison 60101	greschke@addisonil.org			
Stephanie Lemm	CDOA	1600 Busse Rd	Des Plaines	Slemm@ci.des-plaines.il.us	Transportation		
JIM JOHNSON	VILLAGE of BENSENVILLE	12 S. CENTER	BENSENVILLE	JJohnson@bensenville.il.us	ENVIRONMENTAL		
Matthew Roan	Village of Elk Grove	901 Wellington Ave	Elk Grove Village	mroan@elkgrove.org			
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Jessica Telcamo	IDOT						
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JIM BENDER	CPR	1200 JANE ADDAMS	OAK BROOK 60523	JIM_BENDER@CPR.CA	TRANS		

MEETING SUBJECT:	Elgin O'Hare - West Bypass Task Force (Joint) Meeting #3	**RECORDER:**	Libby Braband, Lisa Sagami, Carla Mykytiuk, Athreya Sreenivasan
MEETING DATE & TIME:	April 17, 2008, 1:00-3:00 p.m.	**PREPARATION DATE:**	4/18/2008
MEETING LOCATION:	Oak Meadows Golf Course, Addison, IL		
ISSUE STATUS:	☐ Draft for Review ☒ Final		

The third Task Force (Joint) Meeting for the Elgin O'Hare – West Bypass study was held on April 17, 2008. The purpose of the meeting was to provide CPG members with a project update, transportation system performance information, present the draft Purpose and Need statement, present the Initial System Strategies that have been developed based on stakeholder input, and to discuss the next steps in the project. Meeting attendees are listed on the attached sign-in sheet (Attachment A).

A summary of information presented at the meeting and meeting discussions is presented below. The presentation deck is included as Attachment B.

Project Status Update and Stakeholder Involvement

Illinois Department of Transportation (IDOT) began the meeting with a project update that outlined what has been occurring since the last TF meeting in February, 2008. The summary included both public involvement activities and technical analysis.

Draft Transportation System Performance

CH2M HILL gave an overview of the existing and 2030 No-Action transportation system performance analysis findings which are presented in the *Draft Transportation System Performance Report.* An electronic copy (cd) of the report was provided to meeting attendees. The document includes a comprehensive evaluation of the transportation conditions and problems in the study area, and provides a starting point for developing solutions. The performance analysis considered roadway congestion and safety, transit ridership and trends, travel time and connectivity, freight and intermodal issues related to at-grade railroad crossings and schedule performance, and the bike and pedestrian system performance (including safety, accessibility and interconnectivity with the transit system).

Draft Purpose and Need

CH2M HILL presented a summary of the Draft Purpose and Need which was developed on the basis of the findings of the transportation system performance and stakeholder input. Each attendee was provided a copy of the Draft Purpose and Need. The document defines what problems will be addressed by the project, and defines the objectives that improvements should achieve. The main project needs are as follows:

- Improve local and regional travel
- Improve travel efficiency
- Improve access to O'Hare from the west
- Improve modal opportunities and connections.

The TF members are invited to review and provide comments on the Draft Purpose and Need and the TSPR through May 9, 2008.

Stakeholder Workshop #2 Summary

A summary of Stakeholder Workshop #2 was presented. The objective of the workshop was to provide attendees an opportunity to identify improvement strategies to address transportation issues in the study area. The meeting was attended by 61 people and through the planning charette process, a total of 319 individual improvement strategies were recommended for consideration. Suggested improvement strategies were summarized graphically, see Attachment C. The suggestions encompass:

- Roadway improvements (both improvements to existing roadways and new roadways/expansion)
- Transit/freight improvements (both existing system improvements and new transit corridors/expansion)
- Other improvements – bike/pedestrian facilities, Park-and-Ride lots, landscaping, shared use corridors, and transportation hubs
- Operating technologies/demand management techniques

Improvement strategies identified by stakeholders will be considered through the alternatives development process. An overview of the alternatives development process was provided, see Attachment D.

Initial Roadway System Strategies

CH2M HILL presented 13 Initial Roadway System Strategies that were developed on the basis of stakeholder suggested roadway improvements, see Attachment E. The alternatives generally fall into five groupings as follows:

- Group 1 (Existing System Strategies), which consists of capacity improvements to various existing roadways in the study area
- Group 2 (System Expansion Strategies), which consists of new roadways in the study area
- Group 3 (Combination Strategies), which consists of capacity improvements to various existing roadways, and construction of the O'Hare Bypass
- Group 4 (Combination Strategies), which consists of capacity improvements to various existing roadways, construction of the Elgin O'Hare Extension, and partial construction of the O'Hare Bypass
- Group 5 (Combination Strategies), which consists of capacity improvements to various existing roadways, and construction of the Elgin O'Hare Extension

The Initial Roadway System Strategies are currently being evaluated to determine which packages of improvements address Purpose and Need. CH2M HILL noted that a complementary Initial Transit System Strategies is under development and will be presented at the next Stakeholder Workshop. The transit strategies will then be combined with roadway strategies which satisfy Purpose and Need to form complete Finalist System Alternatives. The transit strategies are not stand alone alternatives, but rather complementary proposals to be overlaid on to the proposed roadway framework to enhance the overall transportation system solution. Other improvement strategies such as demand management and operating technologies will then be applied to the remaining Finalist System Alternatives.

Task Force Questions and Discussion

Questions from the TF members and other meeting attendees were invited throughout the presentation. A summary of the key questions and responses is listed below.

Q: Are you coordinating with the railroads?

A: A representative of the Canadian Pacific is in attendance at today's meeting and serves as a member of the Transportation Task Force.

Q: How will land use compatibility be considered in the process?

A: We will consider land use and community cohesion issues in detail as part of the Finalist System Alternatives development and evaluation.

Q: Why isn't the Star Line on any of the proposed improvement graphics?

A: The Star Line is part of the assumed 2030 baseline transit network for this project and is already reflected in the 2030 No-Action travel modeling.

Q: Does this project assume the western terminal at O'Hare to be in place?

A: The 2030 baseline network includes the western terminal.

Q: Will you consider financing in the project?

A: Implementation strategies and financing options will be considered later in the study process. This will include consideration of both freeway and tollway facilities for new roadway corridors.

Q: Can you further explain the timeline?

A: Development and evaluation of Initial System Strategies will continue through this summer. The Initial Transit System Strategies as well as travel performance results for the Initial Roadway System Strategies will be presented at Stakeholder Workshop #3 in May 2008. We will then move toward identification of the Finalist System Alternatives in early summer, with Module 3 (Finalist System Alternatives) to be completed at the end of the year.

The TF members and other meeting attendees who had participated in Stakeholder Workshop #2 provided corrections to the graphics distributed at today's meeting. Attendees also provided suggested changes to the Initial Roadway System Strategies presented at today's meeting. A summary of the proposed corrections and changes is presented in the table below.

Comment	Response to Comment
Add new service interchange - full access at Meacham Road/I-90	New access at Meacham Road along with operational improvements at the I-90/IL 53/I-290 system interchange will be considered as part of the Finalist System Alternatives development
Complete Elgin O'Hare from Rohlwing to I-290	Initial Roadway System Strategies will be revised to include this upgraded facility
Add new service interchange - full access at Devon Avenue/I-290 along the O'Hare Bypass	Initial Roadway System Strategies will be revised to include new service interchange
Include improvements to I-290/I-88/I-294 system interchange	Operational improvements at this system interchange will be considered as part of the Finalist System Alternatives development
Add an improvement option - same as Group 4 Option 4 but with IL 83 (Elgin O'Hare to I-290) as expressway	Will develop another Initial Roadway System Strategy (Group 2 Option 5)

Revise options to show new service interchange along Elgin O'Hare at Prospect Avenue rather then at Arlington Heights Road	Initial Roadway System Strategies will be revised accordingly
Add new service interchange along O'Hare Bypass near County Line Road and IL 19	Initial Roadway System Strategies will be revised accordingly
Add transportation hub east of York Road and west of York Road	This feature will be incorporated and considered as part of the Finalist System Alternatives development

Next Steps

The presentation ended with a summary of the next steps. Upcoming activities include a Stakeholder Workshop in May and a Public Meeting in the summer of 2008. Technical work will focus on Module 2 and 3 of the laternatives development process.

Attachments

Attachment A	Meeting Attendees
Attachment B	Meeting PowerPoint Presentation
Attachment C	Stakeholder Workshop Exhibits
Attachment D	Alternatives Development Process
Attachment E	Initial Roadway System Strategies

ELGIN O'HARE
WEST BYPASS

Task Force Meeting #3
17-Apr-08

Name	Organization	Email	Phone Number
Bob Denny	CP Railway	Bob-Denny@CPR.CA.	312 542 8352
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Specialty Report
Parcel No. WA-1D-12-066
& Parcel No. WA-1D-12-046
Canadian Pacific Railway (CPR) Bensenville Yard
DuPage County and Cook County, IL

Elgin-O'Hare Western Access Project

May 8, 2015

Prepared For: **Illinois State Toll Highway Authority Prepared**

By:

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1. Purpose of the Specialty Report

The purpose of this specialty report is to provide an opinion of the potential cost to be incurred for relocation and related work at the CPR Bensenville Yard in DuPage County, Illinois and Cook County Illinois that would occur from the development of the Elgin O'Hare Western Access Project (EOWA). The EOWA requires about 25 acres of land from the Bensenville Yard, and acquisition involves the purchase of property in fee, Permanent Easement (PE), and Temporary Easement (TE). The parcels are described as Parcel No. WA-1D-12-066, and WA-1D-12-046.

2. Limiting Conditions and Assumptions

The opinion of probable relocation and replacement costs were determined based on an opinion of probable construction cost prepared by the team and/or information obtained from local contractors. The opinion is based on current prices and does not reflect the future increases in the cost of labor and/or materials. Legal descriptions, parcel plats, and information regarding ownership of the property were furnished by the Illinois State Toll Highway Authority (ISHTA). The team assumes no responsibility for matters of a legal nature. It is our understanding that the work within the acquisition areas include the construction of a mainline tollroad from the west end of the Bensenville Yard and along the south boundary to approximately County Line Road. Additionally, construction includes a tolled roadway spanning the Yard between Franklin Avenue and Irving Park Road. The construction includes the removal of site entrances at the west end of the Yard, displacement of a turn table, machine shop, three small buildings and chassis storage area at the west end of the Yard, and encroachment upon the Dome Yard. Construction will also cause the staging of Yard track to maintain railroad operations and accommodate the construction of the depressed tollroad at the west end of the Yard. The team also understands that design decisions and engineering plans completed by ISTHA have been coordinated and reviewed by the property owner and modifications to structure type and effected footprint have already been incorporated.

3. Present Functionality of the Yard

The Canadian Pacific's Bensenville Yard is a large Railroad Freight Classification Yard south of O'Hare Airport and bounded by Metra's Milwaukee West line on the north, Franklin Street on the south, York Road on the west, and Mannheim Road on the east. A Classification Yard is a set of tracks where rail cars are sorted, segregated or grouped according to their kind, contents or destination.

The Bensenville Yard is the Canadian Pacific largest Yard in the Chicago-land area. The Yard is 3.8 miles long and has an area of 376 acres. The Yard processes approximately 60 Million Gross Tons (MGT) of freight a year (1,476 cars a day). The east part of Yard contains 34 classification tracks, an arrivals yard, a departures yard, Storage tracks north of the departure yard, an Intermodal facility located at the southeast corner with 5 loading and unloading tracks, and a machine shop/car repair. The west part of Yard contains a local yard, a Locomotive Turntable, an area leased for the Hostler (Chassis storage) of the Intermodal Yard, and four small yard buildings adjacent to the turntable.

The trains arrive at the arrival tracks from the east, west, and north. The trains are broken down and cars are placed into one of the 34 classification tracks. New trains are then assembled from the blocks of cars held within the classification yard and taken to the storage tracks or the departures tracks, where they are then dispatched out of the yard.

Within the CPR Bensenville Yard there are three geographic areas that have unique and important freight operational characteristics. In particular:

West Bensenville Yard Area

- West Yard - Switches and classifies local freight
- Freight turn-over level less than that of the East Yard Area
- Houses one active locomotive turntable
- B-17 Interlocking which facilitate train movements in and out of the yard and on to the mainline
- CPR Maintenance area (including four small buildings)
- Leased container trailer area

Central Bensenville Yard Area

- Switching Lead, Departure Track, Arrival track – provide access to the yards located in the east area
- Yard Tower – houses command operations for Bensenville Yard car classification operations
- Yard Office – Houses regional CPR operations employees
- Dome Yard – Truck trailer parking
- Car Repair Shop & Yard – Allows the CPR to perform light maintenance and running repairs to rail cars
- UP – Milwaukee Sub provides a main north-south railroad from the UP's Proviso Yard to Milwaukee, WI. UP Track is elevated over the Bensenville Freight Yard and is oriented in a north-south direction.

East Bensenville Yard Area

- "C" Yard – 34 track classification yard
- "D" Yard – Departure yard
- "A" Yard – Arrival yard
- "F" Yard – Marshalling yard
- Intermodal Facility adjacent to and south of "A" Yard
- Center of activity for the Bensenville Freight Yard
- Location of the majority of the Freight Yard storage tracks

4. Direct Impacts to Bensenville Yard

The Elgin O'Hare Western Access project will cross the west end of the Bensenville Yard. The location of the tollway alignment through the Yard was the result of coordination with the CPR. The tollway section at the west end of the Yard will be a depressed section and CPR tracks will be overhead supported on a deck girder bridge. The deck girder bridge was developed in coordination with the CPR and will support up to nine (9) tracks, which allows for 3 existing tracks and 6 future tracks. The cost of the deck girder bridge is $42.2 million or about $30 million more than the original concept. The tollway will be located at-grade on the southwest side of the Yard and will be elevated over the north-south Union Pacific tracks and turn south to a connection with I-294. The proposed tollway will require the relocation of the Locomotive Turntable, the Hostler leased area, and the four yard buildings to other locations within the yard. The acquisition WA-1D-12-046 from CPR in this area will total 19.908 acres with a break down as follows:

- Fee – 16.911 acres
- Permanent Easement – 2.079 acres
- Temporary Easement – 1.719 acres

Another element of the EOWA affecting the Bensenville Yard is the new Taft Avenue connection between Franklin Avenue and Irving Park Road. The new alignment spans the Yard on embankment and bridge (Tollway Parcel WA-1D-12-066). The acquisition from CPR in this area will total 6.255 acres with a break down as follows:

- Fee – 2.216 acres
- Permanent Easement - 1.326 acres
- Temporary Easement – 2.712 acres

Locomotive Turntable

The CPR's Bensenville Yard maintains a locomotive turntable located at the west end of the West Yard, approximately 300' north of Green Street. This turntable once supported a Locomotive Round House. This Round House was used to service locomotives and has since been retired, though some of the heavy foundations appear to remain and can be seen on aerial photos. The turntable allows an east-facing locomotive to be rotated to the west (180 degrees) and vice versa. The use of the turntable will experience wide variation in daily turns based on traffic patterns and locomotive power distribution.

The availability of the turntable provides the railroad with operational efficiencies and it is anticipated to be relocated within another area of the Yard.

An estimate of probable cost to replace the turntable is outlined in Table 1 and includes the supporting track and infrastructure to efficiently access and use the turntable.

Table 1

Description	Unit	Unit Cost	Units	Cost
CP 110' Turntable Relocation				
Heavy Civil / Structural Construction for Proposed Turntable				
Earthwork - Cut / Fill	CY	$25	5,375	$134,000
Concrete Pit Bottom (6")	SF	$6	9,499	$57,000
Aggregate Subbase for Pit Bottom (4")	SF	$2	9,499	$14,000
Drainage (Sump with Pump)	Lump Sum	$75,000	1	$75,000
Structural (6' Wall)	LF	$275	346	$95,000
Structural (Plinth Foundation for Crane Rail)	LF	$60	331	$20,000
Structural (Foundation for Center Pivot)	CF	$30	70	$2,000
Pit 135# Crane Rail Material & Installation (105'-6" Diameter)	LF	$150	331	$50,000
Civil/Structural Subtotal =				**$447,000**
Trackwork (Approaches) (Includes Material & Labor)				
CP#9 Turnouts (Power-Operated)	EA	$100,000	2	$200,000
115# Ballasted Industrial Track	EA	$150	2,592	$389,000
Track Removal	EA	$35	1,996	$70,000
Trackwork Subtotal =				**$659,000**
Sandtower Facility (Includes Material & Labor)				
Sandtower	EA	$75,000	1	$75,000
Sand Storage Bin	EA	$5,000	1	$5,000
Sandtower Air Compressor Equipment Building	EA	$75,000	1	$75,000
Existing Sandtower Removal	EA	$25,000	1	$25,000
Sandtower Facility Subtotal =				**$180,000**
Proposed 110' Turntable				
Turntable Materials	Lump Sum	$640,000	1	$640,000
Turntable Installation	Lump Sum	$85,000	1	$85,000
Electrical Installation & Materials	Lump Sum	$75,000	1	$75,000
Turntable Subtotal =				**$800,000**
Turntable Subtotal =				**$2,086,000**

Table 1 Continued on Next Page

Description	Unit	Unit Cost	Units	Cost
Lump Sum Items				
Design/Surveying/Construction Management (6%)	Lump Sum	$125,160	1	**$125,000**
Flagging (2%)	Lump Sum	$41,720	1	**$42,000**
Permitting (2%)	Lump Sum	$41,720	1	**$42,000**
Utilities & Drainage (5%)	Lump Sum	$104,300	1	**$104,000**
Subtotal =				**$2,399,000**
Contingency				
Contingency (25%)				**$600,000**
Total				
				$2,999,000

Machine Shop / Small Yard Buildings

Located near the turntable is an old machine shop and three small support facilities. It does not appear that these buildings function in any greater capacity than storage and light maintenance. These facilities are on the property required by the EOWA. Relocation for these facilities are shown in Table 2.

Hostlter Yard

Hostler Yard is located in the west Yard and provides storage for container trailers which support the intermodal operation at the Yard. Hostler Yard will be directly impacted by the acquisition of Parcel WA-1D-12-046. This operation is leased to a third party. It is expected that secondary facilities may be required at the new location including pavement, pavement stripping, access roads, and drainage. Costs for this facility is shown in Table 2.

Table 2

Description	Unit	Unit Cost	Units	Cost
CPR Bensenville Yard - Hostler Chassis Parking and Building Relocation				
Hostler Chassis Parking Relocation Cost (From Adjacent to existing Turntable to another location in Yard)				
(Total area of existing parking = 21,113 SY)				
Earthwork - Cut / Fill (1' Depth for parking area)	CY	$25	7,038	$176,000
Parking Area Surface Course, 1.5"	SY	$10	21,113	$211,000
Parking Area Binder Course, 1.5"	SY	$8	21,113	$169,000
Parking Area - Aggregate Base Course, 4"	SY	$5	21,113	$106,000
Civil/Structural Subtotal =				**$662,000**
Yard Buildings Relocation(From Adjacent to existing Turntable to another location in Yard)				
Building #1 (68' x 51')	SF	$200	3,468	$694,000
Building #2 (44' x 18')	SF	$200	792	$158,000
Building #3 (26' x 18')	SF	$200	468	$94,000
Building #4 (18' x 21')	SF	$200	378	$76,000
Yard Building Subtotal =				**$1,022,000**
Relocation Subtotal =				**$1,684,000**
Lump Sum Items				
Design/Surveying/Construction Management (6%)	Lump Sum	$101,040	1	**$101,000**
Flagging (2%)	Lump Sum	$33,680	1	**$34,000**
Permitting (2%)	Lump Sum	$33,680	1	**$34,000**
Utilities & Drainage (5%)	Lump Sum	$84,200	1	**$84,000**
Subtotal =				**$1,937,000**
Contingency				
Contingency (25%)				**$484,000**
Total				
Relocation of Yard facilities adjacent to Turntable Total =				***$2,421,000***
(Hostler Chassis Parking and yard buildings)				

Dome Yard and RIP Track Facility

The Bensenville Yard's Dome Yard is used for chassis parking and storage. This area is located on Franklin Avenue just east of the UPRR's north-south tracks.

Recent tollway design revisions have occurred as a result of meeting with CPR in March 2014. Land requirements in the vicinity of the Dome Yard have been reduced by 1.25 acres. This is significant because the reduction preserves the western edge of the existing yard as it operates today, therefore any impact to the Dome Yard is minimal. The present capacity of the Dome Yard can be retained.

The potential loss of storage at the Dome Yard (approximately 30 chassis/trailers) resulting from permanent easement and temporary easement is in the range of 25,000 square feet. Most of this area is temporary easement and the average duration of a temporary easement is 3-5 years.

Table 3

Description	Unit	Unit Cost	Units	Cost
Stage 1 - CPR Bensenville Yard - Dome Yard Parking Cost (During Taft Ave. Construction)				
Franklin Av. Entrance				
Earthwork - Cut / Fill (1' Depth)	CY	$25	100	$3,000
B-6.12 Curb & Gutter for Concrete Entrance	LF	$13	90	$1,000
Concrete Entrance, 8"	SF	$9	1,500	$14,000
4" Aggregate Base Course For Concrete Entrance	SY	$5	200	$1,000
Franklin Avenue Entrance Sub-Total =				**$19,000**
Trailer Parking				
Earthwork - Cut / Fill (1' Depth)	CY	$25	2,500	$63,000
Pavement Marking, 4" Parking Lines	LF	$2	4,000	$8,000
B-6.12 Curb & Gutter for Back of Trailer Parking	LF	$13	700	$9,000
Trailer Parking Surface Course, 1.5"	SY	$10	7,200	$72,000
Trailer Parking Binder Course, 1.5"	SY	$8	7,200	$58,000
Trailer Parking - Aggregate Base Course, 8"	SY	$8	7,200	$58,000
Trailer Parking Sub-Total =				**$268,000**
Lump Sum Items				
Design/Surveying/Construction Management (6%)	Lump Sum	$17,220	1	**$17,000**
Permitting (2%)	Lump Sum	$5,740	1	**$6,000**
Utilities & Drainage (5%)	Lump Sum	$14,350	1	**$14,000**
Lump Sum Subtotal =				**$37,000**
Contingency (25%)				**$81,000**
Dome Yard Parking Cost During Taft Ave. Construction Subtotal =				**$405,000**

Table 3 Continued on Next Page

Description	Unit	Unit Cost	Units	Cost
Stage 2 - CPR Bensenville Yard - Dome Yard Parking Cost (After Taft Ave. Construction)				
Trailer Parking				
Earthwork - Cut / Fill (1' Depth)	CY	$25	500	$13,000
Pavement Marking, 4" Parking Lines	LF	$2	2,000	$4,000
B-6.12 Curb & Gutter for Back of Trailer Parking	LF	$13	350	$5,000
Trailer Parking Surface Course, 1.5"	SY	$10	1,375	$14,000
Trailer Parking Binder Course, 1.5"	SY	$8	1,375	$11,000
Trailer Parking - Aggregate Base Course, 8"	SY	$8	1,375	$11,000
Trailer Parking Sub-Total =				**$58,000**
Lump Sum Items				
Design/Surveying/Construction Management (6%)	Lump Sum	$3,480	1	**$3,000**
Permitting (2%)	Lump Sum	$1,160	1	**$1,000**
Utilities & Drainage (5%)	Lump Sum	$2,900	1	**$3,000**
Lump Sum Subtotal =				**$7,000**
Contingency (25%)				**$16,000**
Dome Yard Parking Cost After Taft Ave. Construction Subtotal =				**$81,000**
Total				
CPR Dome Yard Parking Total =				***$486,000***

Other Cost Considerations

The construction of the EOWA requires a depressed roadway section at the west end of the Bensenville Yard. A deck girder type bridge will be constructed over the depressed roadway to support the Bensenville Yard trackage. As the bridge is built, the tracks in the Yard will require several stages of alignment shifts during the construction period to maintain operations. The cost to the tollway for this track staging is $9.4 million. The work will be performed under force account where the CPR performs the work. The Tollway will make a decision concerning the assignment of these dollars i.e. construction, land acquisition, etc. A detail cost estimate is provided in Table 4.

Table 4

Description	Unit	Unit Cost	Units	Cost
STAGE I - Shift METRA Traffic to South for METRA Bridge & UPRR Traffic north for UPRR Girder Bridge Construction (CPR Costs)				
(CPR Costs)				
Heavy Civil / Struct				
Earthwork - Cut / Fill	CY	$20	2,500	$50,000
Trackbed - Subballast	TF	$19	4,176	$81,000
Trackwork				
Track Removal / Disposal	TF	$32	8,178	$265,000
Shift Ballasted Track	TF	$105	1,079	$113,000
Ballasted Yard Track	TF	$157	2,260	$354,000
Ballasted Track - 136# CWR	TF	$211	1,456	$307,000
Special Trackwork				
No. 10 Ballasted Turnout	EA	$113,400	4	$454,000
Signal				
Train Control / Signaling (B-17 Temporary Interlocking Improvements)	EA	$7,000,000	0.25	$1,750,000
(CPR's share of Interlocking Cost estimated at 25%)				
Subtotal =				**$3,374,000**
STAGE II – Shift METRA Traffic onto the METRA Bridge & UP Traffic onto the UPRR Bridge, construct North section CPR Deck Bridge				
(CPR Costs)				
Heavy Civil / Struct				
Earthwork – Cut / Fill	CY	$20	5,071	$101,000
Trackbed – Subballast	TF	$19	4,168	$81,000
Trackwork				
Track Removal / Disposal	TF	$32	1,817	$59,000
Shift Ballasted Track	TF	$105	4,070	$427,000
Ballasted Yard Track	TF	$157	2,550	$399,000
Ballasted Track – 136# CWR	TF	$211	1,115	$235,000
Special Trackwork				
No. 10 Ballasted Turnout (CP-3 Ea.)	EA	$113,400	3	$340,000
Signal				
Train Control / Signaling (B-17 Temporary Interlocking Improvements)	EA	$7,000,000	0.25	$1,750,000
(CPR's share of Interlocking Cost estimated at 25%)				
Subtotal =				**$3,392,000**
STAGE III - Construct South section CP Deck Bridge (CPR Costs)				
(CPR Costs)				
Heavy Civil / Struct				
Earthwork - Cut / Fill	CY	$20	14,602	$292,000
Trackbed - Subballast	TF	$19	6,091	$118,000

Table 4 Continued on Next Page

Description	Unit	Unit Cost	Units	Cost
Trackwork				
Track Removal / Disposal	TF	$32	4,842	$157,000
Shift Ballasted Track	TF	$105	2,797	$294,000
Ballasted Yard Track	TF	$157	4,692	$735,000
Special Trackwork				
No. 10 Ballasted Turnout	EA	$113,400	3	$340,000
Subtotal =				**$1,936,000**
STAGE IV - Shift CPR Yard Traffic to final alignment (CPR Costs)				
(CPR Costs)				
Heavy Civil / Struct				
Earthwork - Cut / Fill	CY	$20	870	$17,000
Trackbed - Subballast	TF	$19	1,567	$30,000
Trackwork				
Track Removal / Disposal	TF	$32	1,530	$50,000
Shift Ballasted Track	TF	$105	429	$45,000
Ballasted Yard Track	TF	$157	1,352	$212,000
Special Trackwork				
No. 10 Ballasted Turnout	EA	$113,400	3	$340,000
Subtotal =				**$694,000**
Canadian Railway Staging Total =				**$9,396,000**