

16359



Part 1 of 2

James A. Waldorf
PRESIDENT

Michelle Gibas
VILLAGE CLERK

TRUSTEES

Jeffrey Dement

Paul Fay

Bill Lamb

Walter O. Manning

James Racich

Larry Vaupel

September 30, 2008 (VIA CERTIFIED MAIL)

Phillis Johnson-Ball
Surface Transportation Board
395 E Street, SW
Washington, DC 20423

Ref: STB Finance Docket No. 35087

Ms. Johnson-Ball,

On behalf of the Board of Trustees and residents of the Village of Plainfield, Illinois, I hereby submit the attached comments on the Draft Environmental Impact Statement (EIS) for the above-referenced application. Based on factual data, we believe that our community will be significantly impacted by Canadian National Railway's proposed acquisition of the Elgin, Joliet and Eastern (EJ&E) Railway, and we respectfully request that the Surface Transportation Board DENY the application. Please find the enclosed resolutions from the Village of Plainfield, Plainfield Fire Protection District, Plainfield Community School District 202, Plainfield Park District, Plainfield Public Library District, Plainfield Township, Wheatland Township, and one of our neighboring communities – the Village of Oswego, all opposing the proposed transaction.

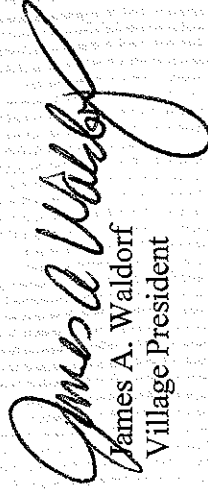
Should the Surface Transportation Board ultimately find that the transaction should be approved based on consideration of the entire environmental record, including the record on the transportation merits, the Draft EIS, the Final EIS, and all public and agency comments received, the Village of Plainfield hereby requests that the Board ONLY approve the transaction with numerous mitigating conditions, including environmental conditions, which are outlined in the attached narrative. The Village of Plainfield further requests that pursuant to the recommendation of the Board's Section of Environmental Analysis (SEA) as provided in the Draft EIS, the Board require the Applicants to comply with all of the voluntary mitigation measures submitted, in addition to those which may be imposed by the Board.

The attached narrative is organized into three parts:

- Part One: Introduction and Overview of Village of Plainfield Concerns
- Part Two: Concerns with the Draft EIS
- Part Three: Additional Mitigation Requested by the Village of Plainfield

Thank you for the opportunity to submit comments on the Draft EIS.

Cordially,


James A. Waldorf
Village President

Enclosures

cc: Board of Trustees

24401 W. Lockport Street Plainfield, IL 60544
Phone (815) 436-7093 Fax (815) 436-1950 Web www.plainfield-il.org

RESOLUTION NO. 1564

STATEMENT OF REGIONAL OPPOSITION
TO THE CANADIAN NATIONAL RAILWAY
PURCHASE OF THE EJ&E

WHEREAS, on October 30, 2007, the Canadian National Railway Corporation, along with its United States subsidiary, Grand Trunk Corporation (collectively, "CN") filed an application with the federal Surface Transportation Board ("STB") seeking approval to acquire the EJ&E West Company, a wholly owned subsidiary of the Elgin, Joliet and Eastern Railway Company (collectively, "EJ&E"); and

WHEREAS, the undersigned speaks for many communities made up of over (a million ?) people who would be negatively impacted by the overwhelming increase of freight traffic CN plans to run on the EJ&E railroad based on its current projections as well as the traffic onslaught that would ensue with planned expansion of the Port of Prince Rupert, Canada; and

WHEREAS, our communities are united in a concern that the negative community impacts on safety, traffic gridlock, property values and overall quality of life along the EJ&E created by this acquisition cannot now or ever be adequately resolved to accommodate transforming the EJ&E from the equivalent of a small country road into a rail freight "superhighway," and

WHEREAS, this purchase would further aggravate commuter gridlock into the future by precluding the use of the EJ&E for the planned Metra commuter rail Star Line; and

WHEREAS, a business wishing to open or develop in an American community is required to be a good citizen and make infrastructure investment that integrates it into the community in which it is locating; and

WHEREAS, the cost of fully mitigating the community problems CN would create through its operations on the EJ&E would run into the billions of dollars and CN has committed to shouldering only \$30 to \$40 million of these costs; and

WHEREAS, it is not in the interest of American taxpayers -- not their obligation -- to underwrite mitigation costs for a private business deal that benefits only a foreign corporation; and

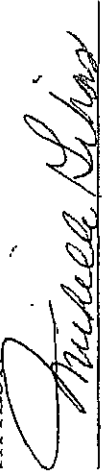
WHEREAS, we acknowledge that freight congestion in Chicago is a reality and that fixing this problem is a matter of careful planning followed by a commitment of substantial dollars to get the job done, and that this planning has already occurred through a project started a decade ago called CREATE.

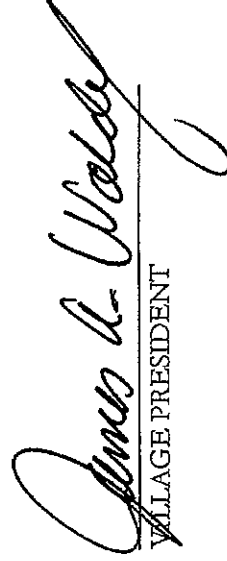
THEREFORE BE IT RESOLVED THAT:

1. CREATE should be pursued as the regional solution for freight congestion;
2. If it chooses to pursue the acquisition of the EJ&E then Canadian National Railway should be held to the same corporate community standards as American businesses are held to in 2008;
3. Until the Canadian National Railway is willing to invest the dollars necessary to alleviate the problems it is creating in our communities, our communities will stand united in opposition to this transaction.

APPROVED this 23rd day of June, 2008.

ATTEST:


VILLAGE CLERK


VILLAGE PRESIDENT

RESOLUTION NO. 08-909**STATEMENT OF REGIONAL OPPOSITION
TO THE CANADIAN NATIONAL RAILWAY
PURCHASE OF THE EJ&E**

WHEREAS, on October 30, 2007, the Canadian Nation Railway Corporation, along with its United States subsidiary, Grand Trunk Corporation (collectively, "CN") filed an application with the federal Surface Transportation Board ("STB") seeking approval to acquire the EJ&E West Company, a wholly owned subsidiary of the Elgin, Joliet and Eastern Railway Company (collectively, "EJ&E"); and

WHEREAS, the undersigned speaks for many emergency responders who would be negatively impacted by the overwhelming increase of freight traffic CN plans to run on the EJ&E railroad based on it's current projections as well as the traffic onslaught that would ensue with planned expansion of the Port of Prince Rupert, Canada; and

WHEREAS, our communities are united in a concern that the negative community impacts on safety, emergency response times, traffic gridlock, property values and overall quality of life along the EJ&E created by this acquisition cannot now or ever be adequately resolved to accommodate transforming the EJ&E from the equivalent of a small country road into a rail freight "superhighway," and

WHEREAS, this purchase would further aggravate commuter gridlock into the future by precluding the use of the EJ&E for the planned Metra commuter rail Star Line; and

WHEREAS, this transaction would tie up 23 railroad crossings in the Plainfield Fire Protection District alone, thereby delaying emergency response to fire and medical calls, and

WHEREAS, the cost of fully mitigating the community problems CN would create through its operations on the EJ&E would run into the billions of dollars and CN has committed to shouldering only \$30 to \$40 million of these cost; and

WHEREAS, it is not in the interest of American taxpayers -- nor their obligation -- to underwrite mitigation costs for a private business deal that benefits only a foreign corporation; and

WHEREAS, we acknowledge that freight congestion in Chicago is a reality and that fixing this problem is a matter of careful planning followed by a commitment of substantial dollars to get the job done, and that this planning has already occurred through a project started a decade ago called CREATE.

THEREFORE BE IT RESOLVED THAT:

1. CREATE should be pursued as the regional solution for freight congestion;
2. If it chooses to pursue the acquisition of the EJ&E then Canadian National Railway should be held to the same corporate community standards as American businesses are held to in 2008;
3. Until the Canadian National Railway is willing to invest the dollars necessary to alleviate the problems it is crating in our communities, our communities will stand united in opposition to the transaction.

APPROVED the 9th day of September, 2008.

ATTEST:

PLAINFIELD FIRE PROTECTION DISTRICT


PRESIDENT, BOARD OF TRUSTEES


SECRETARY, BOARD OF TRUSTEES

RESOLUTION NO. 1564

STATEMENT OF REGIONAL OPPOSITION
TO THE CANADIAN NATIONAL RAILWAY
PURCHASE OF THE EJ&E

WHEREAS, on October 30, 2007, the Canadian National Railway Corporation, along with its United States subsidiary, Grand Trunk Corporation (collectively, "CN") filed an application with the federal Surface Transportation Board ("STB") seeking approval to acquire the EJ&E West Company, a wholly owned subsidiary of the Elgin, Joliet and Eastern Railway Company (collectively, "EJ&E"); and

WHEREAS, the undersigned speaks for many communities made up of over (a million ?) people who would be negatively impacted by the overwhelming increase of freight traffic CN plans to run on the EJ&E railroad based on its current projections as well as the traffic onslaught that would ensue with planned expansion of the Port of Prince Rupert, Canada; and

WHEREAS, our communities are united in a concern that the negative community impacts on safety, traffic gridlock, property values and overall quality of life along the EJ&E created by this acquisition cannot now or ever be adequately resolved to accommodate transforming the EJ&E from the equivalent of a small country road into a rail freight "superhighway;" and

WHEREAS, this purchase would further aggravate commuter gridlock into the future by precluding the use of the EJ&E for the planned Metra commuter rail Star Line; and

WHEREAS, a business wishing to open or develop in an American community is required to be a good citizen and make infrastructure investment that integrates it into the community in which it is locating; and

WHEREAS, the cost of fully mitigating the community problems CN would create through its operations on the EJ&E would run into the billions of dollars and CN has committed to shouldering only \$30 to \$40 million of these costs; and

WHEREAS, it is not in the interest of American taxpayers -- nor their obligation -- to underwrite mitigation costs for a private business deal that benefits only a foreign corporation; and

WHEREAS, we acknowledge that freight congestion in Chicago is a reality and that fixing this problem is a matter of careful planning followed by a commitment of substantial dollars to get the job done, and that this planning has already occurred through a project started a decade ago called CREATE.

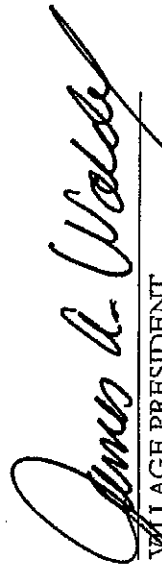
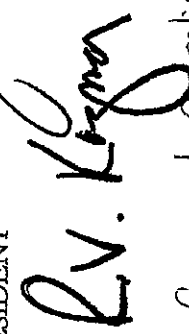
THEREFORE BE IT RESOLVED THAT:

1. CREATE should be pursued as the regional solution for freight congestion;
2. If it chooses to pursue the acquisition of the EJ&E then Canadian National Railway should be held to the same corporate community standards as American businesses are held to in 2008;
3. Until the Canadian National Railway is willing to invest the dollars necessary to alleviate the problems it is creating in our communities, our communities will stand united in opposition to this transaction.

APPROVED this 23rd day of June, 2008.

ATTEST


VILLAGE CLERK


VILLAGE PRESIDENT

(Plainfield Community Consolidated
School District 202)

RESOLUTION 2008-07

**STATEMENT OF REGIONAL OPPOSITION
TO THE CANADIAN NATIONAL RAILWAY
PURCHASE OF THE EJ&E**

WHEREAS, on October 30, 2007, the Canadian National Railway Corporation, along with its United States subsidiary, Grand Trunk Corporation (collectively, "CN") filed an application with the federal Surface Transportation Board ("STB") seeking approval to acquire the EJ&E West Company, a wholly owned subsidiary of the Elgin, Joliet and Eastern Railway Company (collectively, "EJ&E"); and

WHEREAS, the undersigned speaks for many communities made up of over (a million) people who would be negatively impacted by the overwhelming increase of freight traffic CN plans to run on the EJ&E railroad based on its current projections as well as the traffic onslaught that would ensue with planned expansion of the Port of Prince Rupert, Canada; and

WHEREAS, our communities are united in a concern that the negative community impacts on safety, traffic gridlock, property values and overall quality of life along the EJ&E created by this acquisition cannot now or ever be adequately resolved to accommodate transforming the EJ&E from the equivalent of a small country road into a rail freight "superhighway;" and

WHEREAS, this purchase would further aggravate commuter gridlock into the future by precluding the use of the EJ&E for the planned Metra commuter rail Star Line; and

WHEREAS, a business wishing to open or develop in an American community is required to be a good citizen and make infrastructure investment that integrates it into the community in which it is locating; and

WHEREAS, the cost of fully mitigating the community problems CN would create through its operations on the EJ&E would run into the billions of dollars and CN has committed to shouldering only \$30 to \$40 million of these costs; and

WHEREAS, it is not in the interest of American taxpayers – nor their obligation – to underwrite mitigation costs for a private business deal that benefits only a foreign corporation; and

WHEREAS, we acknowledge that freight congestion in Chicago is a reality and that fixing this problem is a matter of careful planning followed by a commitment of substantial dollars to get the job done, and that this planning has already occurred through a project started a decade ago called CREATE.

THEREFORE BE IT RESOLVED THAT:

1. CREATE should be pursued as the regional solution for freight congestion;
2. If it chooses to pursue the acquisition of the EJ&E then Canadian National Railway should be held to the same corporate community standards as American businesses are held to in 2008;
3. Until the Canadian National Railway is willing to invest the dollars necessary to alleviate the problems it is creating in our communities, our communities will stand united in opposition to this transaction.

APPROVED this 27th day of August, 2008.

ATTEST



SECRETARY



Larry D. Newton, President

STATE OF ILLINOIS)
) SS
COUNTY OF WILL)

SECRETARY'S CERTIFICATION OF RESOLUTION

I, the undersigned, do hereby certify that I am the duly elected, qualified and acting Secretary of the Plainfield Public Library District, Will and Kendall Counties, Illinois (the "District"), and that as such official I am the keeper of the records, files and seal of The Board of Library Trustees of the District (the "Board").

I do further certify that attached hereto is a full, true and complete copy of Resolution No. 2008-2, fully entitled:

RESOLUTION OF THE BOARD OF TRUSTEES OF
THE PLAINFIELD PUBLIC LIBRARY DISTRICT,
WILL AND KENDALL COUNTIES, ILLINOIS
STATEMENT OF REGIONAL OPPOSITION TO THE
CANADIAN NATIONAL RAILWAY PURCHASE OF THE EJ&E

which Resolution was duly passed and adopted by the Board at a meeting of the Board held on July 16, 2008, and approved by the President of the District on July 16, 2008, and said Resolution has been duly filed with the undersigned as acting Secretary of the District and is in full force and effect as provided therein.

I do further certify that the deliberations of the Board on the adoption of said Resolution were conducted openly, that the vote on the adoption of said Resolution was taken openly, that said meeting was called and held in strict compliance with the provisions of the Open Meetings Act of the State of Illinois, as amended, and with the provisions of the Public Library District Act of 1991, as amended, and that the Board has complied with all of the provisions of said Acts and with all of the procedural rules of the Board.

IN WITNESS WHEREOF, I hereunto affix my official signature and the seal of the District this 16th day of July, 2008.


Secretary, Board of Library
Trustees of the Plainfield Public
Library District, Will and Kendall
Counties, Illinois

Resolution No. 2008-2

**RESOLUTION OF THE BOARD OF TRUSTEES OF
THE PLAINFIELD PUBLIC LIBRARY DISTRICT,
WILL AND KENDALL COUNTIES, ILLINOIS
STATEMENT OF REGIONAL OPPOSITION TO THE
CANADIAN NATIONAL RAILWAY PURCHASE OF THE EJ&E**

WHEREAS, on October 30, 2007, the Canadian National Railway Corporation, along with its United States subsidiary, Grand Trunk Corporation (collectively, "CN") filed an application with the federal Surface Transportation Board ("STB") seeking approval to acquire the EJ&E West Company, a wholly owned subsidiary of the Elgin, Joliet and Eastern Company (collectively, "EJ&E"); and

WHEREAS, the undersigned speaks for a community made up of over 66,000 people, who would be negatively impacted by the overwhelming increase of freight traffic CN plans to run on the EJ&E railroad based on its current projections as well as the traffic onslaught that would ensue with planned expansion of the Port of Prince Rupert, Canada; and

WHEREAS, our communities are united in a concern that the negative community impacts on safety, traffic gridlock, property values and overall quality of life along the EJ&E created by this acquisition cannot now or ever be adequately resolved to accommodate transforming the EJ&E from the equivalent of a small country road into a rail freight "superhighway," and

WHEREAS, this purchase would further aggravate commuter gridlock into the future by precluding the use of the EJ&E for the planned Metra commuter rail Star Line; and

WHEREAS, a business wishing to open or develop in an American community is required to be a good citizen and make infrastructure investment that integrates it into the community in which it is locating; and

WHEREAS, the cost of fully mitigating the community problems CN would create through its operations on the EJ&E would run into the billions of dollars and CN has committed to shouldering only \$30 to \$40 million of these costs; and

WHEREAS, it is not in the interest of American taxpayers - not their obligation - to underwrite mitigation costs for a private business deal that benefits only a foreign corporation; and

WHEREAS, we acknowledge that freight congestion in Chicago is a reality and that fixing this problem is a matter of careful planning followed by a commitment of substantial dollars to get the job done, and that this planning has already occurred through a project started a decade ago called CREATE.

THEREFORE BE IT RESOLVED THAT:

1. CREATE should be pursued as the regional solution for freight congestion;
2. If it chooses to pursue the acquisition of the EJ&E then Canadian National Railway should be held to the same corporate community standards as American businesses are held to in 2008;
3. Until the Canadian National Railway is willing to invest the dollars necessary to alleviate the problems it is creating in our communities, our communities will stand united in opposition to this transaction.

Passed by the Board of Library Trustees of the Plainfield Public Library District, Will and Kendall Counties, Illinois this 16th day of July, 2008 by a vote of:

AYES:	<u>Kinley, Allen, Miller, Martin</u>
NAYS:	<u>None</u>
ABSENT:	<u>Awalt, Narine</u>
VACANCY:	<u>One</u>

Approved this 16th day of July, 2008.

Attest:



Secretary, Board of Library Trustees
of the Plainfield Public Library District,
Will and Kendall Counties, Illinois


President, The Board of Library Trustees of the
Plainfield Public Library District,
Will and Kendall Counties, Illinois

PLAINFIELD TOWNSHIP

Supervisor
John F. Argoudelis

Assessor
Richard G. Martin
815.436.5110

Highway Commissioner
Samuel L. Reichert
815.436.6090

Clerk
Anita Gerardy

Trustees
Ken McCafferty
Paul Pesavento
Kim Sandstrom
Chuck Willard

Tax Collector
Steve Cammack

Mr. Alex Harris
Village of Plainfield
24001 Lockport Street
Plainfield, IL 60544

September 8, 2008

Dear Mr. Harris:

Please be advised that the Plainfield Township Board of Trustees unanimously adopted a resolution at the August 13, 2008 monthly board meeting opposing the purchase of the E.J. & E railroad lines by Canadian National.

We fully agree with the Village of Plainfield's articulated concerns for the well being of the community and ask that you pass our opposition on to the appropriate parties.

Please let me know if any further help to the Village in this matter is needed.

Respectfully,



John F. Argoudelis
Plainfield Township Supervisor

JFA:af

RESOLUTION 08-02-R WHEATLAND TOWNSHIP, WILL COUNTY

STATEMENT OF WHEATLAND TOWNSHIP'S OPPOSITION TO THE CANADIAN NATIONAL RAILWAY PURCHASE OF THE EJ&E

- WHEREAS,** on October 30, 2007, the Canadian National Railway Corporation, along with its United States subsidiary, Grand Trunk Corporation (collectively, "CN") filed an application with the federal Surface Transportation Board ("STB") seeking approval to acquire the EJ&E West Company, a wholly owned subsidiary of the Elgin, Joliet and Eastern Railway Company (collectively, "EJ&E"); and
- WHEREAS,** the undersigned speaks for many communities made up of over a million or more people who would be negatively impacted by the overwhelming increase of freight traffic CN plans to run on the EJ&E railroad based on its current projections as well as the traffic onslaught that would ensue with planned expansion of the Port of Prince Rupert, Canada; and
- WHEREAS,** our communities are united in a concern that the negative community impacts on safety, traffic gridlock, property values and overall quality of life along the EJ&E created by this acquisition cannot now or ever be adequately resolved to accommodate transforming the EJ&E from the equivalent of a small country road into a rail freight "superhighway;" and
- WHEREAS,** this purchase would further aggravate commuter gridlock into the future by precluding the use of the EJ&E for the planned Metra commuter rail Star Line; and
- WHEREAS,** a business wishing to open or develop in an American community is required to be a good citizen and make infrastructure investment that integrates it into the community in which it is locating; and
- WHEREAS,** the cost of fully mitigating the community problems CN would create through its operations on the EJ&E would run into the billion of dollars and CN has committed to shouldering only \$30 to \$40 million of these costs; and
- WHEREAS,** it is not in the interests of American taxpayers -- nor their obligation -- to underwrite mitigation costs for a private business deal that benefits only a foreign corporation; and
- WHEREAS,** we acknowledge that freight congestion in Chicago is a reality and that fixing this problem is a matter of careful planning followed by a commitment of substantial dollars to get the job done, and that this planning has already occurred through a project started a decade ago called CREATE.

NOW, THEREFORE, BE IT RESOLVED THAT:

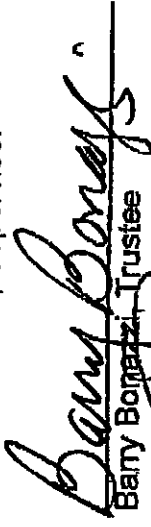
1. CREATE should be pursued as the regional solution for freight congestion;
2. If it chooses to pursue the acquisition of the E.J.&E then Canadian National Railway should be held to the same corporate community standards as American businesses are held to in 2008;
3. Until the Canadian National Railway is willing to invest the dollars necessary to alleviate the problems it is creating in our communities, our communities will stand united in opposition to this transaction.

Approved this 14th day of August, 2008.

Wheatland Township Board



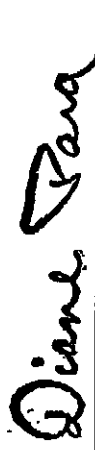
Robert Bledron, Supervisor



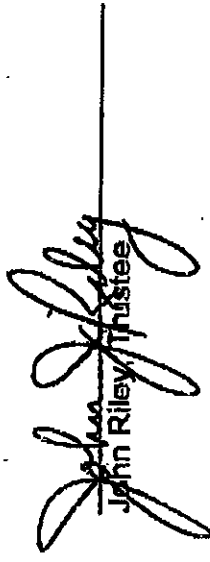
Barry Bonazzi, Trustee



Douglas Haddad, Trustee



Diane Para, Trustee



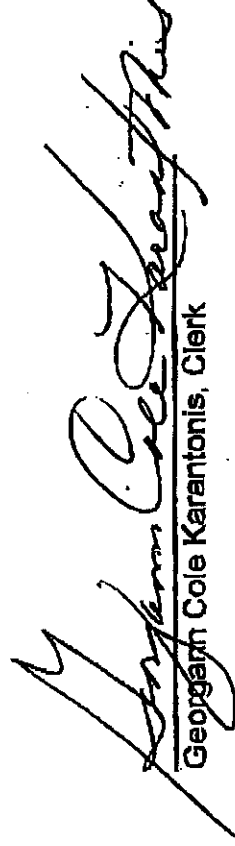
John Riley, Trustee

ATTEST:

Ayes: 5

Nays: 0

Absent: 0



Georgann Cole Karantonis, Clerk

RESOLUTION 08-02-R - CN Opposition

RESOLUTION NO. 08- R - 36

**STATEMENT OF REGIONAL OPPOSITION
TO THE CANADIAN NATIONAL RAILWAY PURCHASE OF THE EJ & E**

WHEREAS, On October 30, 2007, the Canadian National Railway Corporation, along with its United States subsidiary, Grand Trunk Corporation (collectively, "CN") filed an application with the federal Surface Transportation Board ("STB") seeking approval to acquire the EJ & E West Company, a wholly owned subsidiary of the Elgin, Joliet and Eastern Railway Company (collectively, "EJ & E"); and

WHEREAS, the undersigned speaks on behalf of many communities made up of countless people who would be negatively impacted by the overwhelming increase of freight traffic CN plans to run on the EJ & E railroad based on its current projections as well as the traffic onslaught that would ensue with planned expansion of the Port of Prince Rupert, Canada; and

WHEREAS, our communities are united in a concern that the negative community impacts on safety, traffic gridlock, property values and overall quality of life along the EJ & E created by this acquisition cannot now or ever be adequately resolved to accommodate transforming the EJ & E from the equivalent of a small country road into a rail freight "superhighway" and

WHEREAS, the purchase would further aggravate commuter gridlock into the future by precluding the use of the EJ & E for the planned Metra commuter rail Star Line; and

WHEREAS, a business wishing to open or develop in an American community is required to be a good citizen and make infrastructure investment that integrates it into the community in which it is locating; and

WHEREAS, the cost of fully mitigating the community problems CN would create through its operations on the EJ & E would run into the billions of dollars and CN has committed to shouldering only \$30 to \$40 million of these costs; and

WHEREAS, it is not in the interest of American taxpayers -- nor their obligation -- to underwrite mitigation costs for a private business deal that benefits only a foreign corporation; and

WHEREAS, we acknowledge that freight congestion in Chicago is a reality and that fixing this problem is a matter of careful planning followed by a commitment of substantial dollars to get the job done, and that this planning has already occurred through a project started a decade ago called CREATE.

NOW, THEREFORE, BE IT RESOLVED BY THE VILLAGE PRESIDENT AND BOARD OF TRUSTEES OF THE VILLAGE OF OSWEGO, KENDALL COUNTY, ILLINOIS, as follows:

Section 1: CREATE should be pursued as the regional solution for freight congestion;

Section 2: If it chooses to pursue the acquisition of the EJ & E then Canadian National Railway should be held to the same corporate community standards as American businesses are held to in 2008;

Section 3: Until the Canadian National Railway is willing to invest the dollars necessary to alleviate the problems it is creating in our communities, our communities will stand united in opposition to this transaction.

PASSED by the Oswego Village Board of Trustees this 15th day of July, 2008.

APPROVED by me as President of the Board of Trustees of the Village of Oswego, Kendall County, Illinois, this 15th day of July, 2008.

ATTEST:


Jeanne L. Hoch, Village Clerk


BRIAN LeCLERCQ, VILLAGE PRESIDENT

**VILLAGE OF PLAINFIELD COMMENTS ON THE DRAFT EIS -
CANADIAN NATIONAL RAILWAY COMPANY AND GRAND TRUNK
CORPORATION – CONTROL -EJ & E WEST COMPANY -
STB FINANCE DOCKET NO. 35087**

SEPTEMBER 30, 2008

**PART ONE: INTRODUCTION AND OVERVIEW OF VILLAGE OF
PLAINFIELD CONCERNS**

Introduction

The Village of Plainfield has examined the possible impacts of the proposed acquisition of the EJ&E Railway to Canadian National Railway. As a community located on the rail line, the Village has significant concerns related to several areas of the proposed acquisition. This Analysis will present an overview of the areas of concern. It is the Village's intent and request that the Surface Transportation Board (STB) consider these areas of concern when evaluating the Draft Environmental Impact Study (EIS) which has been prepared as part of this transaction.

In the fall of 2007, the Village became aware that CN announced plans to acquire the EJ&E Railway. CN would like to use the EJ&E railway as a "bypass" around the congested rail hub and rail lines of the inner ring Chicago suburbs. As a result of the proposed sale and resulting use of the rail line, CN estimates that rail traffic on the line will increase from approximately 16 trains per day to approximately 42 trains per day on the Village's section of the main rail line. This represents nearly a 300% increase in train traffic volume. These increases reflect today's activity and freight hauling demand as indicated by CN, and could increase as the demand for CN's rail hauling services increases. Additionally, more traffic could be generated in the event that CN would allow other carriers to utilize the line to allow them to bypass the congestion of the Chicago and near suburban yards.

The EJ&E runs through the middle of the Village and in effect separates the Village into two distinct sections (refer to enclosed maps). The historic "core" of Plainfield lies to the east and north of the tracks while the newer areas of the Village's development are located to the west and south of the main EJ&E line. The mainline railway enters the Village just north and east of the intersection of 119th Street and Route 30 and exits the Village just south and east of the Renwick Road/Lockport Street intersection, traversing a generally northwest to southeast route through the Village. Additionally, the Illinois River Branch Line also traverses the Village in a generally north to south alignment beginning at 143rd Street and exiting the Village just north of Caton Farm Road. Due to the significant amount of trackage and crossings located within the Village's borders, the proposed sale would have a significant impact on the Village of Plainfield and its residents' quality of life.

The Village currently has 17 crossings of the EJ&E within its borders (refer to enclosed *Railroad Crossings: September 2008 Update* map). Sixteen (16) of the crossings are at-grade crossings with the EJ&E railway. Eleven crossings are on the mainline, three crossings are on the Illinois River Line, one crossing is grade separated (at Illinois Route 59) and two are private crossings. Of the Main Line public crossings identified, three crossings are the jurisdiction of the Illinois Department of transportation (IDOT). These crossings are the Route 59 crossing, the Route 126/Main Street crossing, and the Route 30/143rd Street crossing. Additionally, the Renwick Road crossing is under the jurisdiction of Will County. The US 30/Lockport Street crossing on the Illinois River line is also under the jurisdiction of IDOT. The Village has identified the 119th Street corridor as a Strategic Regional Arterial route in its Comprehensive Plan. This route contains the 119th Street crossing which is an at-grade crossing of the main line. A table of at-grade crossings of the EJ&E Line within Plainfield village limits is provided in Part Two, Page 9 of this narrative.

Overview of Village of Plainfield Concerns

1. The projected increase of rail traffic would significantly increase delays at the Village's at grade rail crossings resulting in significant impacts on the Village's roadway transportation network.

The Village's unique location adjacent to Interstate 55 requires the Village to accommodate significant volumes of "cut through" traffic. Residents of adjacent communities utilize the Village's transportation network to access Chicago and near west suburban communities and job centers via I-55. The routes that this "cut through" traffic utilizes to access I-55 contain at-grade rail crossings. Therefore, the Village of Plainfield would be unduly impacted by increased train traffic blocking the access to I-55. Additionally, the air quality adjacent to the crossings would be impacted by increased exhaust fumes.

The Final EIS must evaluate the impacts of more traffic, longer trains, track speed, and other operational constraints of the rail network on the roadway transportation network. It is the Village's position that the road network traffic impact of the proposed sale is sufficient in and of itself for the STB to deny the sale of the EJ&E to CN. Alternatively, due consideration to requiring CN to fund grade separation of crossings and other operational conditions such as hours of rail operation, train speeds, train length, and the amount of time a train can block an at-grade crossing MUST be evaluated. Additionally, the environmental impact of idling cars waiting for trains to pass at-grade crossings must also be evaluated. This issue is CRITICAL to the Village of Plainfield.

2. Increased train horn noise would significantly impact the Village's sensitive noise and vibration receptors. Three such locations are identified within the Village's boundaries:
 - Walkers Grove Elementary School 24810 West 135th Street (just west of the 135th Street Crossing)
 - Indian Trail Middle School 1005 N. Eastern Ave (just north of the Eastern Ave Crossing)
 - Lakewood Nursing and Rehabilitation Center (north of the Eastern Ave crossing)
 - Village Hall 24401 West Lockport Street
 - The Lake Renwick Rookery owned by the Will County Forest Preserve District is also adjacent to the mainline tracks

3. Increased train horn noise would significantly impact the quality of life of Village residents who live proximate to the rail line. There are approximately 3,800 households within a one-half mile radius of the rail line within the village's borders. This equates to approximately 14,000 residents who live within one-half mile of the rail tracks. This represents approximately 38% of the village's population.

The Final EIS must evaluate the impacts of increased rail traffic on noise and vibration levels in and proximate to the mainline. Due consideration must be given to requiring CN to install noise and vibration mitigation measures as a condition of the sale. The Village of Plainfield has established a "Quiet Zone" within a substantial portion of its boundaries to combat the effects of noise and vibration of rail traffic and funded the necessary improvements. The STB must consider requiring CN to fund measures to further establish quiet zones within affected areas and/or to install noise mitigation measures, particularly adjacent to sensitive noise and vibration receptors. The Village of Plainfield views the noise and vibration impacts as sufficient grounds to deny the sale of the EJ&E rail line to CN.

4. The projections in CN's application ignore the growth that the region is undergoing. Analysis of the impacts based on today's populations and traffic volumes are not an accurate reflection of what the situation will be even 5 years from now. A longer timeframe for analysis is necessary to fully evaluate the impact from the proposed sale.

The Village's population has increased from 9,040 in 1997 to approximately 36,000 as of the end of 2007. This represents a quadrupling of the Village's population in a 10-year period. The Village is continuing to grow and approximately 20,000 acres of undeveloped property are located within its planning area. The ultimate population at build-out is projected to be more than 110,000. In 2007, Forbes Magazine reported the Village as the 5th fastest growing

suburban community in the United States. Communities to the west of the Village that utilize the Village's transportation network to access I-55 are undergoing similar periods of growth as the region transforms from a rural farming region to the far southwest suburban area of Chicago.

When the EJ&E was constructed, the area was a rural farming area (for the most part) and little impact was noticed as volumes of train traffic varied based on demand changes throughout the years. Obviously, that is no longer the case and changes in rail volume loads will have significant impact to hundreds of thousands of people who now live in the west suburban communities affected.

The Draft EIS only considers traffic projections through the year 2015, which is woefully inadequate in long-range planning. We believe that the Final EIS must evaluate a twenty year timeframe when projecting the impacts to the population and roadway networks in the affected communities. Conditions within the southwest suburban area (mainly Will and Kendall Counties) are changing so rapidly and so much growth is occurring that even 5-year projections are not adequate to determine an accurate impact of the sale on this area and region. Population levels and traffic counts will continue to increase in the affected communities and the impacts and concerns identified in this analysis will be magnified by the sheer volume of population growth within the area.

Further, STB should give due consideration to phasing of conditions of approval. For example, conditions and improvements could be identified as part of approval of the initial sale and further conditions and improvements could be identified as time passes or as rail volumes on the line increase. Phasing of improvements would allow CN to benefit immediately from the increased efficiencies of utilizing the EJ&E line and also require them to re-invest in the line as time passes and their cash flows from the sale are realized.

5. Effect on Emergency Services Delivery: The Village is bifurcated by the main rail line. Emergency services delivery is dependent upon timely access to the roadway network. Although the Village does not oversee fire and ambulance protection (an independent Fire Protection District provides these services) effective and efficient delivery of police, fire, ambulance services, and access to adequate health care facilities are cornerstones to good community planning and quality of life.

Currently, the Plainfield Fire Protection District serving the Village does not have a facility located on the west side of the EJ&E mainline. Ground has been broken on the first such facility, but it is not yet operational. Additionally, the Village's Law Enforcement Center (Police Station) and Emergency Operations Center (EOC) are both located on the west side of the EJ&E mainline tracks. Western

Will County regional dispatch center is also located within the Village's Law Enforcement Center. Access to these facilities is critical in an emergency situation.

In the event of a rail catastrophe, due to the configuration of these emergency services facilities, response times would be lengthened if one or more of the Village's at-grade crossings were blocked by a stopped train. This scenario is the best case scenario. It is possible that in the event of a multi-train disaster, one side of the community could be entirely isolated from the other side of the community. It is also possible that the Village could not effectively utilize its Emergency Operations Center in these scenarios.

The possibility of such a scenario increases with increased rail traffic volume, increased train speeds, an increased number of cars attached to each train and more sophisticated switching scenarios requiring more coordination. Additionally, the possibility for train/car accidents increases with these factors as well as the level of frustration that drivers feel while waiting for trains to pass at-grade crossings.

Additionally, CN has indicated that shipments of hazardous waste through the Village of Plainfield will increase as a result of the merger. The Village is concerned that we would have the equipment and training necessary to respond in the event of an accident or derailment on the line.

As stated earlier, the STB must give ample consideration to having CN fund grade separations for rail crossings on the line. This is a critical and crucial step toward mitigating and alleviating the affect of the proposed sale on the roadway traffic network. The effect of the proposed sale on the roadway network is a fatal flaw and measures to mitigate these impacts must be taken.

As a corollary, the Final EIS must address the impact of the transaction on the delivery of emergency services. Placement of facilities and the hardships created by additional traffic, longer trains, and greater track speeds must be considered in the analysis involving safety factors.

The STB must consider a condition requiring CN to fund the necessary equipment for all affected communities to be able to adequately and appropriately respond to a hazardous materials situation. Additionally, the STB must consider a condition to have CN provide ongoing emergency response training so that first responders are adequately trained to mitigate the effects of a hazardous materials incident.

6. In addition to providing emergency services, transportation networks are also of critical importance to other governmental agencies and bodies providing services to the Village and its residents. Plainfield Consolidated Community School District 202 is currently the fifth largest school district in the State of Illinois.

With the continued growth expected for the Plainfield region, District 202 is projected to become the second largest school district in the state. District 202 is currently searching for sites within the Village limits to place a facility to house approximately 400 school buses it uses to transport students every day. Obviously, having adequate grade separations for rail crossings is essential to ensure the efficient and safe travel of the District's students every day.

7. The effect of the transaction on the future of the STAR Line (commuter rail line): The STAR line has been identified to be an outer loop providing commuter rail service from suburb to suburb within the Chicago area. Currently, a simple hub and spoke system exists in the Chicago area. Federal, State, and Regional leaders have identified the STAR Line as the next phase in the development of light commuter rail service in the Chicago region. Several studies have been conducted and the feasibility of such a line has been established. With the Village's ongoing commitment to the Cool Cities initiative to reduce greenhouse gas emissions and the growth outlined in the region mass transit opportunities including the STAR Line are critical.

CN has been unwilling to commit to allowing the STAR Line to proceed on its tracks after its proposed acquisition of the EJ&E. The EJ&E was willing to share its trackage with METRA to achieve the vision of the STAR commuter line. CN has been unwilling to make a similar commitment. CN has even stated that its core business is serving as a freight hauler. As such, its motivations are to maximize the amount of freight that it can move over its tracks. CN has stated that it would consider allowing another party to construct a light rail line at the other party's expense, but has not committed to such a position. This line could then be utilized as the commuter rail line.

It is extremely unlikely that this scenario would provide a cost effective solution and opportunity to achieve the STAR Line. One of the reasons that the STAR Line was such an attractive option to area officials was that the EJ&E railway was willing to allow its tracks to serve as the STAR Line with minimal additional construction.

Based on the level of planning that has occurred with the STAR Line proposal, several communities have identified station sites along the line and affected planning and zoning changes to implement the vision. The City of Naperville acquired two sites for rail stations along the proposed STAR Line. In November of 2006, the Village of Plainfield expended approximately \$7.5 million to acquire 57 acres of land adjacent to the EJ&E rail line. It is the Village's vision to utilize this land for a train station, parking, and a transit oriented development opportunity within the Village.

If the STB is inclined to approve the sale of the EJ&E line, a condition MUST be imposed to require CN to allow the STAR Line to run on its tracks

and to require CN to finance any additional construction necessary to allow for the operation of the commuter rail line on the EJ&E line.

8. The impact of the double tracking improvements contemplated within and proximate to the Village of Plainfield must be evaluated. Allowing double tracking and siding improvements to the line will result in multiple accelerations and decelerations of trains in and proximate to the double tracked zones.

When one train has to switch tracks and/or stop to allow another train to pass, lower train speeds result from the acceleration and deceleration process. This has the impact of longer times proceeding through at-grade rail crossings, thereby increasing delays encountered.

Double tracking zones have been proposed both within and adjacent to Village boundaries. This issue has greater importance and emphasis for the Village of Plainfield with the number of crossings that are located within Village boundaries.

The Village must again stress that the STB must give ample consideration to having CN fund grade separations for rail crossings on the line. This is a critical and crucial step toward mitigating and alleviating the affect of the proposed sale on the roadway traffic network. The affect on the roadway network is a fatal flaw in the proposed sale and measures to mitigate these impacts must be taken.

Additionally, the STB must place a higher priority on grade separations in double tracked areas or those areas where multiple accelerations and decelerations of train traffic will occur due to the more pronounced impacts that the acceleration and deceleration process has on at-grade rail crossings.

The STB must also evaluate whether double tracking is indeed appropriate in those areas for which it is proposed.

9. Antiquated Circuitry: Switching mechanisms on the mainline and the Illinois River Branch line are still manually operated. This results in lengthy delays on the roadway network as the train engineer stops to manually switch the track mechanism. Automated switching is available, but to date, EJ&E has been unwilling to invest in its system to upgrade the switches to mitigate this impact.

If the STB is inclined to approve the sale of the EJ&E line, a condition MUST be imposed to require CN to fund an upgrade to manual switching circuitry at all manual switching locations. By requiring such a condition, the STB would be putting measures in place to alleviate the significant roadway delays that occur from the switching activities.

10. The Village of Plainfield has had a Comprehensive Plan since 1978. The most recent version of the Comprehensive Plan was adopted on May 20, 2002, and has subsequently been updated several times since then to reflect rapidly-occurring growth and development within the Village (available on the Village web site at www.plainfield-il.org). The Village takes long-range planning very seriously and places great importance on sound planning for future land use, transportation, and community facilities through the implementation of the Comprehensive Plan. Section 4 of the Comprehensive Plan pertains to transportation, and identifies various grade-crossing improvements along the EJ&E main line. The Village is very concerned that the Draft EIS only looks out to the year 2015 for traffic projections and is not consistent with sound long-range planning practices, which often take a longer view, sometimes up to 20 or even 30 years from the present.

PART TWO: CONCERNS WITH THE DRAFT EIS

The following section is organized into two sub-sections –specific concerns and general concerns with the Draft EIS.

Specific Concerns

1. The VOP submitted population data as part of the scoping process as presented in point number four on Page 5 of this narrative. However, this data was not included in the Draft EIS. The study indicates that Plainfield's population is 13,038 when in fact we currently have over 37,000 residents. This type of error was common throughout the document as similar incorrect data was utilized to underestimate current and future traffic volumes.
2. Under the "Environmental Consequences" section it is noted that the existing "Quiet Zones" will not be adversely impacted up to the design year of 2015. As the Village has completed a great deal of work to establish these "Quiet Zones" we believe that some additional assurance should be provided so we can retain our "Quiet Zones" well beyond the year 2015.
3. Under the "Mitigation" section the study also recognizes that since Plainfield's 135th Street "at-grade" railway crossing is only 605' from the US Route 30 intersection, vehicular traffic on US Route 30 will be backed up at times and mitigation will be required. If we apply the same type of thinking to some of the other Plainfield crossings you will find:
 - The Naperville Road crossing is only 335' from the Route 59 intersection.
 - The Route 126 crossing is only 710' from the Route 59 intersection.
 - The 127th Street crossing is only 45' from the US Route 30 intersection.We question as to why the Draft EIS failed to recognize the actual traffic delays at these other locations? We believe that the Draft EIS is deficient in this area.

4. Under the "Transportation System Analysis" section we believe that the traffic data that was utilized is outdated and incorrect. For example, the Draft EIS failed to recognize that significant traffic pattern changes have occurred within a section of 143rd Street. Specifically, since this section of 143rd Street was designated by the Illinois Department of Transportation as US Route 30 earlier this year, the traffic volumes have more than doubled. Overall, we believe that the Draft EIS is deficient in the area of current as well as projected traffic volumes.

Section E.2.4 deals with how the Section of Environmental Analysis (SEA) compiled Vehicle Traffic Data. In most cases, the SEA used Average Daily Traffic (ADT) from the Illinois Department of Transportation to obtain existing traffic data and then projected these counts to 2007, 2015, and 2020 using a 3.0% growth factor for Will County. These traffic projections, primarily the 2015 values, form the foundation for all of the SEA's traffic analyses in the EIS. We feel that several of the 2007 ADT volumes included in the EIC for Plainfield routes are below what we would expect them to be. Enclosed are Figure E-1 Sheets 13-14, and 18 of 32 which depict the 2007 projected ADT volumes used in the EIS for the Plainfield area. We recommend that the Village Public Works Department check these volumes against their own data for locations that have significant differences.

Current traffic counts for 143rd Street (+/- 9000) are approximately double those used in the EIS, which uses 2007 ADT from the Illinois Department of Transportation. Projected 2030 ADT for 143rd (from the 143rd connection - IL 126 to IL 59 Phase I study) is 23,000. Again, this projection was prepared *before*, and does not take into account the relocation of US 30. Being that 143rd will lead directly to I-55 with the completion of a planned east extension, the Village expects that some siphoning of traffic from 135th Street would occur as traffic would seek out the most convenient route. A truly accurate year 2015 EIS traffic projection would have taken into account the US 30 relocation, as well as the proposed extensions of 143rd Street east and west of the Village to form a continuous, relocated IL Route 126.

The next priority for potential grade-separation would seem to be the 119th Street crossing. With 119th Street being designated a Strategic Regional Arterial (SRA) route, it seems that special emphasis would have been placed on this route for mitigation purposes, even if only for future planning.

The following table provides a list of at-grade crossings within the Village of Plainfield, as well as the most current Average Daily Traffic (ADT) data collected by the Village:

At-Grade Crossings of the E.J&E Line within Plainfield Village Limits

	STREET	BRANCH	ADT	YR
	119th Street	Mainline	4,346	2007
	127th Street	Mainline	9,955	2008
	135th Street	Mainline	12,441	2008
	Van Dyke Road	Mainline	5,151	2008
1	143rd Street	Mainline	8,974	2008
	Naperville-Plainfield Road	Mainline	4,605	2008
1	IL Route 126/Main Street	Mainline	17,961	2007
	Center Street	Mainline	1,292	2008
	Eastern Avenue	Mainline	2,700	2008
	Lockport/Airport road	Mainline	8,859	2008
2	Renwick Road (CH 36)	Mainline	9,434	2008
1	US 30/Lockport Street	Illinois River	28,524	2007
	Renwick Road	Illinois River	4,070	2008
	Drauden Road	Illinois River	7,007	2008

Does not include the 2 private crossings within the Village of Plainfield's borders

Does not include the Route 59 grade-separated crossing within Village limits

1 – Crossing under the jurisdiction of the Illinois Department of Transportation

2 – Crossing under the jurisdiction of Will County

5. We believe that the Draft EIS failed to address and properly analyze the need for “grade separated crossings” within our community. As we foresee significant increases in vehicular traffic, additional rail traffic will bring problematic congestion at our sixteen grade level crossings. While it is commonly known that “grade separated crossings” are safer and reduce traffic congestion, the cost for this type of improvement is extremely high. As our estimated cost to construct just one “grade separated crossing” is over \$20,000,000, we simply do not have the funds to offer this type of improvement. We believe that this issue should be seriously considered to address the real impact that the proposed acquisition will have on our area.

Under the "Mitigation Section", Section 6.3.3 deals with the exacerbation of existing traffic problems due to the Proposed Action. The 135th Street crossing has been included in the list of locations that requires mitigation due to effects under the Proposed Action. The inclusion of 135th Street is due, in the main, to back-up of proposed vehicle queues on 135th Street into the US Route 30 intersection. It should be noted that the study was initiated in 2007, before US Route 30 was re-aligned to 143rd Street by the Village and the State. As such, the study does not properly take into account the new traffic volumes on 143rd Street, nor does it properly consider 143rd Street as a "major thoroughfare". We feel that if the recent changes to 143rd are taken into account, it may qualify for mitigation as well.

6. Under the "Mitigation Section", Section 6.3.3.2 deals with effects to emergency response due to the Proposed Action. Plainfield Fire Protection District – Station No. 3 has been identified as an emergency response provider that would be potentially substantially affected under the Proposed Action. We feel that if recent changes to 143rd Street, as described above, were taken into account, and if the current relocation of Plainfield Fire Protection District – Station No. 1 to its new location at the intersection of Van Dyke Road and 143rd Street were taken into account, then Plainfield Fire Protection District – Station No. 1 may qualify for mitigation as well.
7. The Draft EIS does not include projections for future freight rail traffic on the Illinois River Line, which is a spur which comes off of the EJ&E main line near the center of the Village. CN estimates that rail traffic on the line will increase from approximately 16 trains per day to approximately 42 trains per day on the Village's section of the main rail line. Again, this represents nearly a 300% increase in train traffic volume. These increases reflect today's activity and freight hauling demand as indicated by CN, and could increase as the demand for CN's rail hauling services increases. The Final EIS should include a reasonable assumption that freight rail traffic can be expected to increase on the Illinois River Line as a result of the applicants' intention to maximize all rail assets included in the proposed action.
8. The Draft EIS says the chance of a hazardous materials spill is "remote," despite a rising number of hazmat incidents on freight lines.
9. The Draft EIS does not comply with federal standards for coordinating hazmat emergency response plans with local communities.
10. The Draft EIS fails to address how the increase in freight traffic will indirectly affect property values, land use and market influences.
11. The applicant's estimate that the EJ&E purchase will mean an increase in the number of daily freight trains in the Plainfield area from 16 to 42 is "quite conservative," considering that CN could make other improvements after the purchase that would not be subjected to an environmental impact study.

General Concerns

The Draft EIS has the following general flaws as identified by The Regional Answer to Canadian National (TRAC), a coalition of other local units of government, of which the Village of Plainfield is a participating member:

- 1. No Review of Alternatives:** The DEIS completely eliminated CREATE as a reasonable alternative to CN's proposed acquisition based on a very narrow reading of CN's statement of purpose in its initial application to the STB. CN's stated purpose in its application is to: (1) improve its operations, (2) have access to various rail yards in Chicago, and (3) develop closer relationships with companies and industries served now by the EJ&E. Since CN's public statements have focused consistently on emphasizing that its rationale for this acquisition is to improve its operational efficiencies, it would seem that the latter two stated purposes are intended only to preclude an STB review of alternatives such as CREATE. This seems to be an example of an applicant "gaming" the review system by incorporating such narrow statements of purpose that no other reasonable alternative could be feasible. If access to the Kirk Yard (the only rail yard CN does not currently have access to) and current shippers now served by the EJ&E are so important to CN, the DEIS should have made an effort to substantiate the validity of these purposes before rejecting the CREATE alternative. It is a particularly glaring omission to reject a public-private regional freight management plan that has already been partially funded given that the DEIS envisions that a substantial public investment is needed to mitigate the environmental impacts this transaction would have in the region.
- 2. Failure to Assess Likelihood of Taxpayer Investment in Mitigation Options:** The DEIS states that there are "15 Highway/Rail Grade Crossings in the Study Area that require mitigation due to effects under the proposed action" and provides a range of mitigation options for consideration. In the first place, we believe more than 15 grade crossings would need mitigation. But, if we accept that only these 15 crossings would require mitigation, grade separations are the only realistic approach. At an average cost of \$35 million each, we would be looking at a minimum cost of \$525 million for just the 15 crossings identified in the DEIS. Since the Board's Section of Environmental Analysis (SEA) would consider recommending that the Board mandate that CN only pay from 5% to 50% of these costs, it is a failure of the DEIS that SEA did not investigate the reasonable likelihood of whether the federal government, state governments, and localities actually have the taxpayer funded resources available to make up the differential that could range anywhere from \$500 million down to \$263 million. In an August 5 Congressional field hearing on this transaction, two State of Illinois agencies (IDOT and the ICC) definitively stated that Illinois is not in a position to fund any needed grade crossing mitigation that would result from approval of this transaction. A mitigation funding premise that fails to take government fiscal realities into account is nothing but an empty promise to impacted communities absent a Board-mandated mitigation requiring that CN's

freight operations on the EJ&E not occur until AFTER these grade separations are fully funded and constructed.

3. **Contradictory Capacity Conclusions as it Relates to Interference with Other Railroads and Commuter Service.** While the Executive Summary acknowledges that CN would operate at capacity in 2015, it concludes that the operations would not interfere with Metra trains and it is silent on interference with freight trains that cross the EJ&E or have trackage rights on the EJ&E. Yet the body of the DEIS contradicts this: “under the Proposed Action there would be several segments of the EJ&E rail line that would operate at or near capacity. On these line segments, there is little capacity beyond the train numbers reflected in the Applicants’ Operating Plan, for the Applicants or other railroads to coordinate trackage-rights operations or to ensure non-interference of Applicants’ trains with the freight and passenger trains of other railroads crossing the EJ&E rail line at railroad/railroad crossings.” The Rail Operations Appendix to the DEIS reaches an even more alarming conclusion that even with the EJ&E operated under circumstances most favorable to the EJ&E system itself, the EJ&E system with physical plant improvements proposed by CN is “*unlikely to be able to accept the total number of trains that CN proposed* in its operating plan, even with a significant increase in horsepower per ton.” Which part of the DEIS is the STB Board, a regulatory agency, a railroad operator, or a member of the general public supposed to believe?
4. **Capacity Examination Based on Applicant’s Operating Plan Rather than a Full ROW Capacity Review:** The DEIS states that CN’s operating plan would have the EJ&E operating at capacity by 2015 so the threat of additional trains beyond CN’s current projections is unlikely. It is unclear whether this “capacity analysis” is based on an acceptance that the \$100 million in line upgrades CN details in its operating plan is all the upgrading CN would ever do on the EJ&E. Given that CREATE documents project that there will be a near doubling of freight traffic through Chicago in the next 20 years, it would seem reasonable that some of it would likely be running on the EJ&E right-of-way (ROW). A realistic and reasonable capacity analysis of the EJ&E would take into account the extent to which CN could add trackage and change operations within its existing right-of-way to meet this 88% growth in freight traffic as projected by the U.S. Department of Transportation and highlighted in the American Association of Railroads’ White Paper that presses for public investment in freight rail infrastructure. It is interesting to note that SEA’s forecast of freight traffic growth along the EJ&E averages only about 2% annually (Attachment B, Appendix B, page 2 of 12) despite an admission that most freight passes through the Chicago freight hub. It seems that the railroads are interested in maximizing growth when looking for public funding to support their industry, but want the opportunity to minimize growth projections in environmental impact studies when it better serves their interests. A valid DEIS would not provide the industry – or the applicant railroad – that option.

5. **Benefit to Current CN Line Communities Accepted at Face Value:** Much of the DEIS analysis concludes that the environmental “benefits” to communities currently on CN rail lines would offset the harms done to communities along the EJ&E. This is based on the unsubstantiated assumption that CN’s shift in operations will mean a permanent reduction in freight traffic along those current lines of operation. Given the projected growth in freight traffic in Chicago, it seems inevitable that at least a portion of that freight increase will end up as backfill on these current CN lines. As a result, the DEIS analysis is flawed in that it fails to calculate the reasonably foreseeable reality that the negative environmental impacts will actually be compounded (rather than just shifted) throughout the greater Chicagoland area as a result of this transaction. The only valid way to insure that the current line environmental benefits as outlined by SEA are not just transitory is for the Board to mandate that once the CN trains are re-routed along the EJ&E, no other freight traffic from any railroad could take its place for the next twenty years.
6. **Benefit to the Region is Accepted Without Proof:** Once the fallacy of “winner” communities is unmasked as the “bait and switch” maneuver that it is, it is difficult to find any real benefits that the greater Chicagoland region will derive from this transaction. In its application, CN states that rail jobs will be lost; this transaction threatens to siphon public funds from the CREATE project which would have done more to ease congestion for the other Class I railroads that operate in the region; no shippers have come forward to guarantee that the purported cost savings they derive from CN operating efficiencies would accrue to them or the end consumer. All opponents hear is that this transaction would benefit the region and the nation. Nonetheless, the DEIS fails to provide any specific substantiation to that claim.
7. **Unsubstantiated and Unsourced Data:** If an environmental impact study is meant to provide interested members of the public, the STB Board, and regulatory agencies with the details necessary to be fully informed of the environmental impacts, this DEIS fails completely. The DEIS is filled with unsubstantiated claims based on unsourced data. As an example, the DEIS uses analysis and mitigation thresholds for noise and hazardous materials that are unsubstantiated and have been sharply criticized by the U.S. Environmental Protection Agency and U.S. Department of Transportation in previous Environmental Impact Studies prepared by SEA. The public perception of validity for this DEIS must be based on an acceptable level of data validity and transparency. In this document, these characteristics are spotty at best.
8. **Assumption that Impacted Communities Know What Can/Should be Mitigated and Have Negotiating Power Vis-à-Vis CN:** The DEIS urges impacted communities to negotiate directly with CN to reach suitable mitigation agreements with the inference that these negotiations can achieve more than an STB-mandated mitigation. However, the DEIS provides a broad range of

mitigation possibilities without clearly indicating which measures the STB would likely impose on CN for specific levels of impact. One of the few indications of SEA's attitude toward mitigation comes with the phrase: "SEA concludes that requiring mitigation for all of the noise-sensitive receptors predicted to experience an Ldn of 70 dBA or greater may unreasonably burden the Applicants." Of course, how would any community know that the Ldn of 70 dBA is an unsubstantiated threshold that no other agency uses and the U.S. EPA has criticized in other SEA EISs? Obviously, an investment in the legal and technical resources necessary to make this a bargaining equation between equals is prohibitively expensive. For communities that lack these resources, the SEA's urging of a negotiated mitigation agreement results only in duped communities settling for crumbs from CN's table – a result that is clearly not in the region's public interest.

9. **Failure to Look Broadly at Indirect & Cumulative Effects:** Rather than looking at the broad national consequences of this deal as required by U.S. environmental regulations, the DEIS dismisses the potential for consequences that are not immediately adjacent to the EJ&E rail line. This precluded a hard look at two critical issues: (1) a broader examination of air quality impacts, and (2) how this deal could impact homeland security issues.

Air quality impacts: It can be argued that this transaction will negatively impact air quality well beyond the Chicago Metro region and that a cumulative impact assessment needs to be done in light of CN's growth, as the air quality impacts of its current operations has not been reviewed. In 1998, Canadian National purchased the Illinois Central Railroad and connected its existing lines across all of Canada with a line from Chicago to New Orleans. In 2001, CN purchased the Wisconsin Central Railroad, which gave CN a network of rail lines encircling Lake Superior, Lakes Michigan and Huron and enhanced CN's connections between Chicago and Western Canada. In 2004, CN acquired Great Lakes Transportation, the owner of the Bessemer & Lake Erie Railroad, the Duluth, Missabe and Iron Range Railway, and the Pittsburgh Conneaut Dock Company. This transaction, among other things, allowed CN to close an ownership gap in Duluth, Minnesota and further enhance its Western Canada to Chicago routings. The Surface Transportation Board did not do an environmental impact statement in connection with any of these transactions. Nor has the STB evaluated the cumulative effect of these transactions since CN's acquisition of the Illinois Central Railroad in 1999. This transaction should have been the impetus to a broad cumulative air quality assessment that is long overdue.

Homeland Security Issues: Congress and the Administration have focused significant attention and resources on developing a security regime for the purpose of guarding against threats posed to the U.S. through our robust trade system, and specifically, one of its primary mediums, the maritime cargo container. In the Safe Port Act and through other regulatory measures, Congress

and the Administration have imposed a rigorous security regime on maritime cargo containers shipped from a foreign port that enter the U.S. directly via one of our maritime ports. Foreign originated containers trans-shipped through our North American neighbors that enter via our land border are not subjected to the same strict standards as those entering the U.S. through a domestic seaport. This fact represents a threat to both our regional and national security, safety, and our economic interests. That the DEIS did not examine the indirect impact on homeland security safeguards given the increased traffic Canadian National plans to bring in through the Canadian Port of Prince Rupert -- which CN is marketing as the quickest route from Asia -- is unconscionable.

Metra & Commuter Rail Flaws:

10. **False Assurances on the STAR Line:** Despite the fact that various parts of the DEIS conclude that the EJ&E would reach capacity and interfere with Metra's trains and freight trains under CN's operating plan, in other parts of the DEIS, SEA concludes that this transaction would not preclude implementation of the STAR line (that is meant to connect suburban communities via commuter rail) but just add some "complexities." In fact, the DEIS seems to accept that CN's voluntary mitigation offer that it "shall work with Metra to explore all options" via a commitment to "continuing discussions" actually constitutes real mitigation. If the EJ&E transaction would not endanger the STAR Line project as the DEIS states, why does CN's March 13 filing to the STB so strenuously object to Metra's request of the STB that approval for CN's acquisition of the EJ&E be conditioned on an immediate grant of trackage rights over the EJ&E, calling it an "unwarranted attempt to use the Board's powers to address a pre-existing issue"? CN continues by stating in its filing, "Metra has never been in a position to enter into serious negotiations concerning such rights because the service it hopes to place on that line is undefined and still far from becoming a reality." Future assurances that would not have to be honored after the deal is approved are meaningless unless the FEIS mandates that when the STAR line is funded, CN will allow it to run on the current EJ&E rail line and give the commuter trains priority over its freight trains into perpetuity.

11. **Current Metra Commuter Rail Service Will Likely Be Disrupted:** The DEIS notes in Chapter 2 (page 2-14) of the DEIS that there are six at-grade crossing where Metra trains will intersect with freight trains on the EJ&E: in Rondout, Leithton, Barrington, Spaulding, West Chicago, and Rock Island. However, in Chapter 4 where the DEIS provides its methodology for the analysis of environmental consequences, that number has been reduced to only four in the written summary while the referenced chart (Table 4.1-4) actually lists 5 Metra Rail/EJ&E at-grade rail crossings. It is hard to believe that an analysis that can't keep track of the number of at-grade crossings involved could lead to any valid conclusions. This slipshod analysis then goes on to serve as the foundation for SEA to conclude "that it would be physically possible for

CN to operate the increased train numbers” but that “CN and Metra would have to work together closely to coordinate to ensure” an outcome that doesn’t disrupt Metra’s current and projected commuter train service. Meanwhile, other parts of the DEIS conclude that “On these line segments, there is little capacity beyond the train numbers reflected in the Applicants’ Operating Plan, for the Applicants or other railroads to coordinate trackage-rights operations or to ensure non-interference of Applicants’ trains with the freight and passenger trains of other railroads crossing the EJ&E rail line at railroad/railroad crossings.”

- 12. Northwestern Indiana’s Expansion of Commuter Rail Service is Ignored:** The DEIS determined that the planned expansion of existing Northern Indiana commuter rail service “was not reasonably foreseeable” (page 4.1-49 of chapter 4) so SEA chose not to assess the impacts this transaction could have on those plans that would have commuter rails crossing the EJ&E at-grade in Griffith, Maynard, and Dyer. In August 5 testimony at a Congressional Field Hearing on this transaction, the Northwestern Indiana Regional Planning Commission (NIRPC) strenuously objected to that dismissal stating, “State legislation to help finance the expanded rail service passed one House of the Indiana Legislature this past spring, and a bill to secure a financing mechanism is expected to be reintroduced during the next session. The expanded commuter rail service is also supported by a series of NIRPC studies and the NIRPC Board has taken a policy position to support it. It has strong support at the federal, state and local levels and the Phase I Alternatives analysis is underway and the results should become available shortly. It is wrong and unreasonable to dismiss and undercut the ongoing federally-funded feasibility study before it is completed.”

Vehicular Gridlock Analysis Flaws:

- 13. List of Substantially Affected Crossings Fatally Flawed:** Analyzing the effect of major increases of freight on the EJ&E and the potential for vehicular delays at grade crossings requires that numerous variables be calculated. The basic variable is the projected Average Daily Traffic (ADT) count on those roads crossing the EJ&E at grade level. Communities along the EJ&E have done their own current ADT counts and have determined in many instances that the ADT numbers that are used as SEA’s basis for projections of 2015 ADTs don’t accurately reflect the current ADTs, so they vastly undercount the ADTs these crossings can expect to experience by 2015. This is truly a situation where junk input data yielded junk results with the inevitable consequence being that the SEA list of 15 substantially impacted grade crossings in need of mitigation omits numerous other crossings up and down the EJ&E that will require equivalent levels of mitigation.

In addition to flawed ADT data, the train lengths and train speeds used by SEA have been provided by CN and are highly questionable. Opponents have seen press reports indicating that train lengths could be up to 12,000 feet long (*June 4,*

2008 Terrace Standard) and those longer train lengths reflect the lengths CN has mentioned in conversations with local communities. In terms of train speeds, it is questionable that CN trains traveling on the EJ&E will reach the speeds indicated in the DEIS as this does not reflect the slower speeds that are now the norm on this line. It is questionable that the speeds provided to SEA by CN can be achieved given that CN's freight movement will have to be integrated with commuter trains and other freight traffic that will cross the EJ&E. With undercounted ADTs, artificially short train lengths, and the overly optimistic data regarding train speeds, the region cannot accept the DEIS conclusions on delay calculations that led to an undercounting of the number of grade crossings that are in need of mitigation.

Noise Assessment Flaws:

14. **Noise Assessment Methodology Outdated:** The DEIS uses a methodology for generating noise contours and accounting for building shielding that is outdated and was used prior to the advent of high-speed personal computers. This methodology is too generalized and could result in inaccurate inclusion or exclusion of impacted homes that could require mitigation for noise impacts. The DEIS uses an unsubstantiated threshold for the consideration of mitigation for noise impacts that has no technical basis, which no other agency uses, and that has been roundly criticized by the U.S. Environmental Protection Agency. This threshold is higher than the widely accepted threshold at which impacts are deemed significant. In the DEIS, SEA abdicates its responsibility to address mitigation for noise impacts by encouraging CN to negotiate with affected municipalities rather than taking a hard look at mitigation itself. The DEIS mentions noise walls and suggests that CN determine their feasibility. Once again, the affected communities are left to their own devices to negotiate with CN without an indication of what specific mitigation the STB could impose on CN. In its Environmental Justice analysis, the DEIS fails to include a map showing low-income and minority homes that would be impacted by noise. Without this basic information, how can those communities even begin to negotiate with CN?

First Responder Issues:

15. **Life and Death Impacts Downplayed:** The DEIS methodology for assessing emergency response impacts is incomplete as it makes arbitrary assumptions based on unknown rationales. To determine whether an emergency service facility would make it to the list of facilities noted as "potentially substantially impacted" and therefore in need of mitigation fails to take into account a number of important factors. As an example, if a community has a first responder EMS facility on both sides of the EJ&E, it is automatically disqualified by SEA from being considered "potentially substantially impacted." This fails to take into account emergency response staffing levels at any given time for each of the impacted communities. If a community has limited personnel resources, an

emergency response crew that is out on a call may deplete that community of EMS responders from the “right” side of the tracks if a subsequent call comes in. Compounding this problem is the fact that unlike many of the more populated areas along current CN lines, communities along the EJ&E have fewer through roads making it more difficult for first responders to travel expeditiously on alternative routes. Ultimately, if the closest medical facility is on the “wrong” side of the tracks, it doesn’t matter if both patient and ambulance started out on the “right” side of the tracks as they can’t get to the nearest medical facility. The DEIS analysis discards this problem by noting that “response to the actual scene of an emergency is the most critical action, not the transport to the emergency medical facility.” It seems astounding that SEA concludes getting the patient in an ambulance to a hospital quickly is not a “critical action”, when in fact timely access to a skilled medical team and life-saving equipment can mean the difference between life and death!

Public Safety Impact Flaws:

16. Increased Risk of Hazardous Material Spills Minimized: The DEIS concludes that despite the potential for an increase of hazardous material spills along the EJ&E that this transaction would create, that “a hazardous material release would remain remote because of the regulatory and other safeguards already in place.” As additional comfort, SEA added, “In addition, the CN rail lines (currently used) tend to be in more densely populated areas than the areas along the EJ&E rail line, where hazardous materials transportation would increase.” SEA’s analysis failed to look at a few critical issues that undermine these blanket conclusions as it ignored on-the-ground realities about the communities CN will be carrying additional hazardous materials through.

SEA should have analyzed the extent to which the current rail lines that now carry much of this hazardous cargo moved through the region by CN is through terrain that is qualitatively different from the topography surrounding the EJ&E. Unlike communities along current CN lines that enjoy access to Lake Michigan drinking water, many of the collar communities along the EJ&E depend upon a shallow aquifer system to supply 100% of their drinking water. Some communities have no existing infrastructure to deliver water from an alternate source and have no access to Lake Michigan water. As a result, SEA needs to undertake substantially more groundwater analysis than it has done to prepare this DEIS, including: the behavior of hazardous materials in groundwater toxicology; study of groundwater flow patterns; study of stormwater flow patterns relating to groundwater recharge; baseline water chemistry from well sampling; and, municipal liability for new wells and infrastructure.

Many of the areas along the EJ&E line are environmentally sensitive areas that would make a hazmat spill difficult to clean up expeditiously as it is surrounded by wetlands, lakes, and marshes. The type of land that abuts the EJ&E in areas

would make it exceedingly difficult for a hazmat cleanup crew to access and operate in when addressing an emergency. The disastrous reality of what communities along the EJ&E could experience if a train derailed and resulted in a hazmat spill cannot be overstated. With a huge increase in freight volume as well as an increase in hazardous cargo loads, this risk is very real. Increased transport of hazardous materials is compounded by CN's deplorable safety record in Canada that has led to intense scrutiny by the Canadian government over the last several years. That SEA decided not to look at CN's Canadian safety record in developing the DEIS is unfathomable and needs to be rectified, as Canada has concluded much of CN's safety problems are due to a "culture of fear" that CN has created for employees who try to report safety-related problems.

A November 29, 2007 Globe and Mail Update feature article on E. Hunter Harrison puts this hazmat spill threat in chilling perspective for communities along the EJ&E as it points to the flaws of relying upon CN to do the "right" thing in addressing hazmat spills:

"The Lake Wabamun case, caused by a defective rail, continues to haunt CN. Though the lake is once again swimmable – at a cost of \$130 million to the company and its insurer – CN still faces charges from Alberta's Environment Ministry that it failed to act properly to confine the spill... Harrison says there was an element of bad luck at play – "If the derailment had happened a mile before Wabamun or a mile after, it would have been a non-event." Maybe so. But it was CN's response, not the derailment itself, that really hurt the company's reputation. Within 48 hours, the trains were moving again, yet lakeside residents were still being told little; they'd been stood up by a CN official who had promised to meet with them... "They were pretty arrogant," says (a citizen). A few dozen people blocked the main railway crossing in the town of Wabamun, garnering plenty of attention from the media. Even so, Harrison took 10 days to issue a written apology to residents."

Economic Issues:

17. **Residential Housing Impacts Ignored:** Although the DEIS admits that "some homes within 250 feet of a rail line with 20 additional trains could experience a decrease in property value" it concluded that this would have "only minor, negligible effects" if the transaction were to be approved. There is no attempt by SEA to actually determine how many homes along the EJ&E are within 250 feet of the line and then calculate the potential property value loss in any way, so it is hard to understand how SEA came to the conclusion that it is a non-issue. This is particularly problematic given the state of today's housing market and the fact that much of the residential growth along the EJ&E has been recent. An August 2008 Zillow real estate study in the greater Chicagoland market said that about a third of all homes sold in 2006 and 2007 in the Chicago area are now financially "under water," meaning their owners have negative equity in the property. How

many homes along the EJ&E will become negative equity situations if their values drop by a significant percentage? That the DEIS fails to take a hard look at this possibility when the federal government is enacting expensive programs to prevent home foreclosures is unacceptable.

18. Regional Business Impacts Ignored: The DEIS concludes that the only jobs impact – direct, indirect or induced – would be in the rail industry, and that the 280 rail job losses would minimally impact the greater Chicagoland economy. This overly narrow focus on business impacts completely ignores the business and job losses that will likely occur in communities along the EJ&E. If consumers cannot easily get to their local businesses, these businesses will close in the communities adjacent to the EJ&E with only those having the financial resources having an option to relocate to other areas. This will decimate the sales tax base of impacted communities and create commercial ghost towns along the EJ&E. This analysis omission must be addressed and rectified in the FEIS.

19. Local Tax Base Harms Ignored: The fiscal health of the communities located along the EJ&E is based on revenues derived from property and sales taxes. That revenue is used to support school districts and maintain first responder capabilities in the region. The failure of the DEIS to calculate the ripple effect harms from a reduction in local business activity and property values, and then assess how that will harm the tax bases of these localities will have long-term consequences for the people who live in these communities now and for generations to come. The DEIS is wholly inadequate in examining the socioeconomic consequences that are likely to occur along the EJ&E if this transaction is approved.

Air Quality Analysis Flaws:

20. Contradictory Data Used: The Operational Air Emissions Methodology indicates that the DEIS provides two sets of emissions estimates. One is based on the original, published fuel use estimates (referred to as the “original estimates” throughout the DEIS) and the other is based on supplemented fuel use information submitted by CN in its May 23, 2008 filing (referred to as “revised estimates”.) The DEIS also states that “SEA used the General Conformity emissions thresholds (100 tons/year for all affected pollutants)” (p. 4.9-1). The DEIS also acknowledges that NO_x is the “criteria pollutant of greatest concern with respect to the Proposed Action” (p. 4.9-10). For NO_x the increase net change in emissions based on original estimates is 374.1 tons/yr (Table 4.9-11), which could pose a barrier to metropolitan Chicago’s efforts to achieve federally required air quality standards. The revised estimates reduce this number to 95.8 tons/yr (Table 4.9-12). The May 23, 2008 CN letter contains an exhibit with data that indicates a much lower change in operational fuel usage than previous estimates, but these numbers are not substantiated to the degree that the original estimates were by Exhibit C in the CN’s February 15, 2008 filing. In the May 23, 2008 filing, brief

qualitative assumptions are provided to explain the changes, but no data is provided to verify the validity of the revised fuel use information. It could be construed that this change was made by CN to alleviate a major air quality roadblock to approving the transaction.

In addition, the apparent assumption in the revised fuel data is that there would be no change in fuel used for EJ&E and other trains using EJ&E rail line as a result of the proposed action (CN filing from May 23, 2008). From the way that the fuel consumption is categorized by CN, it is apparent that the DEIS uses decreased idling time (of both CN and other trains) on CN and other lines to reduce the amount of fuel used. However, the data provided by CN – and consequently used in the DEIS for fuel consumption and air quality analysis – fails to provide an accounting for changes in fuel consumption that would result from changes in idling time by EJ&E and other trains on EJ&E lines. Based on the delay information presented in the Rail Operations segment of the DEIS it would seem that delay on EJ&E lines would increase for both EJ&E and other trains thus increasing their fuel use and air emissions.

Carbon Footprint Issues:

21. Increased Fuel Usage and Climate Change: The DEIS includes both “original” and “revised” estimates for fuel use and states that an additional 723,684 gallons of fuel (or 2,569,889 gallons under the original estimate) would be used under CN’s proposed action in the year 2015. Contrast this with the CN claims of the project improving fuel use efficiency in the Chicago area. The reality is somewhat different. All this extra fuel consumption leads to emissions of greenhouse gases, a subject that is given short shrift in the DEIS. The DEIS seems to question whether human sources of greenhouse gases are really much of a concern. It states that there are many other factors affecting climate change and that CO₂ is a minor contributor to the greenhouse effect in comparison to water vapor and clouds. SEA’s dismissive approach to climate change is out-of-date and out of step with the position of the U.S. Government and overwhelming worldwide scientific consensus. President George W. Bush recently pronounced that “the United States takes this issue seriously” and would be supporting the goal of reducing greenhouse gas emissions by 50 percent by 2050. The DEIS fails to analyze the cumulative effects of greenhouse gas emissions, despite many recent court decisions directing agencies to prepare such analyses as part of EISs.

PART THREE: ADDITIONAL MITIGATION REQUESTED BY THE VILLAGE OF PLAINFIELD*

** In order of the Environmental Impact categories and sub-headings found in the Final Scope of Study.*

The Village of Plainfield supports the mitigation recommendations of the Board's Section of Environmental Analysis (SEA) as provided in the Draft EIS, and hereby requests that the Board require the Applicants to comply with all of the voluntary mitigation measures submitted, in addition to those which may be imposed by the Board. The Village of Plainfield further requests that the STB impose the following mitigation measures on the proposed transaction, within each Environmental Impact category as follows, should the application be approved.

SAFETY

Grade Crossings

The Village of Plainfield hired a consultant to prepare a *Railroad Grade Separation Study* for six (6) key locations for potential grade-separated crossings within the Village (refer to enclosed study). The study provides cost estimates for potential grade-separated crossings of the EJ&E line at 119th Street, 127th Street, 135th Street, 143rd Street, Illinois Route 126, and Renwick Road. With the exception of Renwick Road, which would most likely only involve an overpass due to adjacent bodies of water, cost estimates were provided for both roadway overpasses and underpasses. These six key locations alone represent a combined total cost of \$247,377,719 in 2008 dollars on the low end of the estimates and \$275,793,571 on the high end of the estimates, depending on whether overpasses or underpasses are provided. Again, these estimates are in today's dollars and would increase significantly over time. The Village of Plainfield hereby requests that the STB require the applicant to pay its fair share of the estimated cost for each of these potential grade-separated crossings to partially mitigate grade crossing delay within the Village of Plainfield.

Hazardous Materials Transportation

The potential risks associated with a hazardous material spill should be clearly communicated with Plainfield Community Consolidated School District 202 and the Plainfield Fire Protection District and an appropriate emergency response plan shall be created with the input of officials from both units of government.

TRANSPORTATION SYSTEMS

Grade Crossing Delay

The Village of Plainfield hired a consultant to prepare a *Railroad Grade Separation Study* for six (6) key locations for potential grade-separated crossings within the Village (refer to enclosed study). The study provides cost estimates for potential grade-separated crossings of the EJ&E line at 119th Street, 127th Street, 135th Street, 143rd Street, Illinois Route 126, and Renwick Road. With the exception of Renwick Road, which would most

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As stated in the "Overview" section on Page 9 of this narrative, the current EJ&E line has antiquated circuitry. Switching mechanisms on the mainline and the Illinois River Branch line are still manually operated. This results in lengthy delays on the roadway network as the train engineer stops to manually switch the track mechanism. Automated switching is available, but to date, EJ&E has been unwilling to invest in its system to upgrade the switches to mitigate this impact. If the STB is inclined to approve the sale of the EJ&E line, a condition MUST be imposed to require CN to fund an upgrade to manual switching circuitry at all manual switching locations. By requiring such a condition, the STB would be putting measures in place to alleviate the significant roadway delays that occur from the switching activities.

Emergency Vehicle Delay

Please refer to comments provided in the preceding paragraphs.

Construction

The Village of Plainfield supports the mitigation recommendations of the Board's Section of Environmental Analysis (SEA) as provided in the Draft EIS, and hereby requests that the Board require the Applicants to comply with all of the voluntary mitigation measures submitted, in addition to those which may be imposed by the Board.

LAND USE

General Land Use

The Village of Plainfield supports the mitigation recommendations of the Board's Section of Environmental Analysis (SEA) as provided in the Draft EIS, and hereby requests that the Board require the Applicants to comply with all of the voluntary mitigation measures submitted, in addition to those which may be imposed by the Board.

Community Outreach

The Village of Plainfield supports the mitigation recommendations of the Board's Section of Environmental Analysis (SEA) as provided in the Draft EIS, and hereby requests that the Board require the Applicants to comply with all of the voluntary mitigation measures submitted, in addition to those which may be imposed by the Board.

Residential

The Village of Plainfield supports the mitigation recommendations of the Board's Section of Environmental Analysis (SEA) as provided in the Draft EIS, and hereby requests that the Board require the Applicants to comply with all of the voluntary mitigation measures submitted, in addition to those which may be imposed by the Board.

Business and Industrial

The Village of Plainfield supports the mitigation recommendations of the Board's Section of Environmental Analysis (SEA) as provided in the Draft EIS, and hereby requests that the Board require the Applicants to comply with all of the voluntary mitigation measures submitted, in addition to those which may be imposed by the Board.

State Lands

The Village of Plainfield supports the mitigation recommendations of the Board's Section of Environmental Analysis (SEA) as provided in the Draft EIS, and hereby requests that the Board require the Applicants to comply with all of the voluntary mitigation measures submitted, in addition to those which may be imposed by the Board.

Utility Corridors

The Village of Plainfield supports the mitigation recommendations of the Board's Section of Environmental Analysis (SEA) as provided in the Draft EIS, and hereby requests that the Board require the Applicants to comply with all of the voluntary mitigation measures submitted, in addition to those which may be imposed by the Board.

AIR QUALITY

The Village of Plainfield supports whatever alternate or supplemental mitigation measures are requested by Will County and/or the Will County Forest Preserve District.

NOISE AND VIBRATION

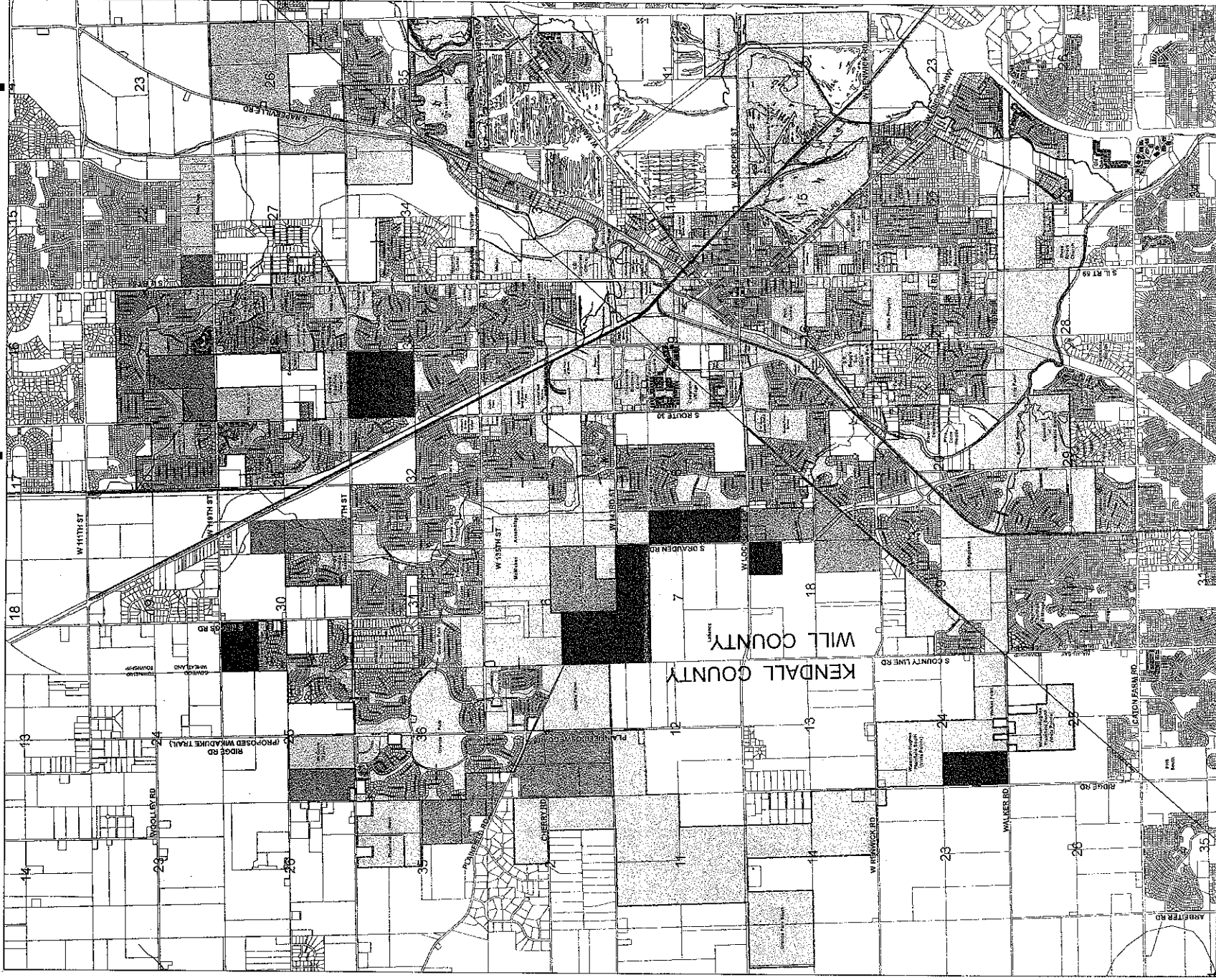
The Village of Plainfield has not received any written data from Canadian National on projected noise and vibration due to the proposed action and additional time will be needed to determine the best potential mitigation options for the community. Should the application be approved, the Village of Plainfield hereby requests that CN be required to hire an independent sound consultant at its sole cost, with the selection of said consultant being subject to the approval of the Village, to conduct a bi-annual noise study in perpetuity. Should the findings of the study result in noise levels that exceed Federal Railroad Administration (FRA) standards, the applicants shall be required to mitigate the impacts as determined by the Village of Plainfield.

WATER RESOURCES

The Village of Plainfield supports whatever alternate or supplemental mitigation measures are requested by Will County and/or the Will County Forest Preserve District.

Village of Plainfield, Illinois

2008 Development Map



Development Status

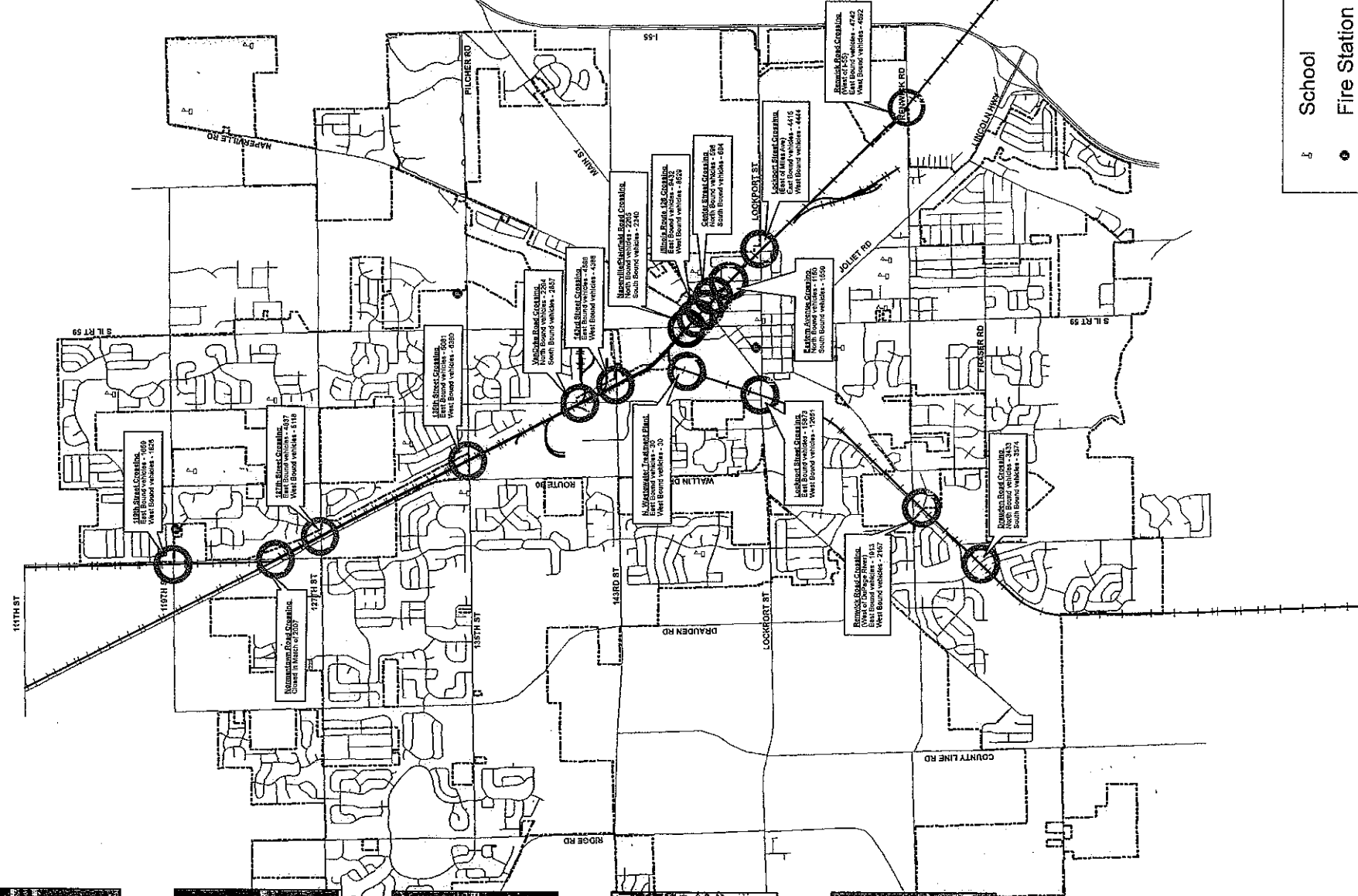
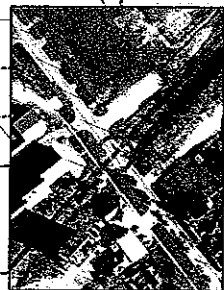
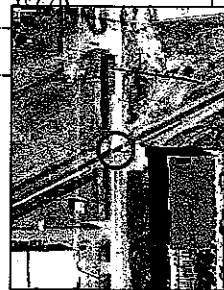
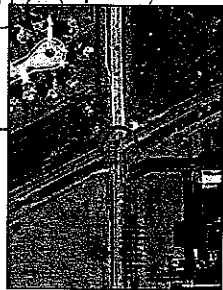
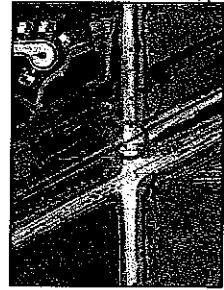
-  Current
-  Proposed Annexation
-  Pending Annexation
-  Unincorporated
-  Pre Annexation
-  Village Boundary

Disclaimer: The Village of Plainfield provides no warranty, expressed or implied, as to the accuracy, reliability or completeness of furnished data. Users are cautioned to consider carefully the provisional nature of these data and information before using them for decisions that concern personal or public safety or the conduct of business that involves substantial monetary or operational consequences. Conclusions drawn from, or actions undertaken on the basis of, such data and information are the sole responsibility of the user. Maps and data are to be used for reference purposes only.



Railroad Crossings: September 2008 Update

Village of Plainfield, IL

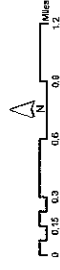


Railroad Crossing: 16 Total

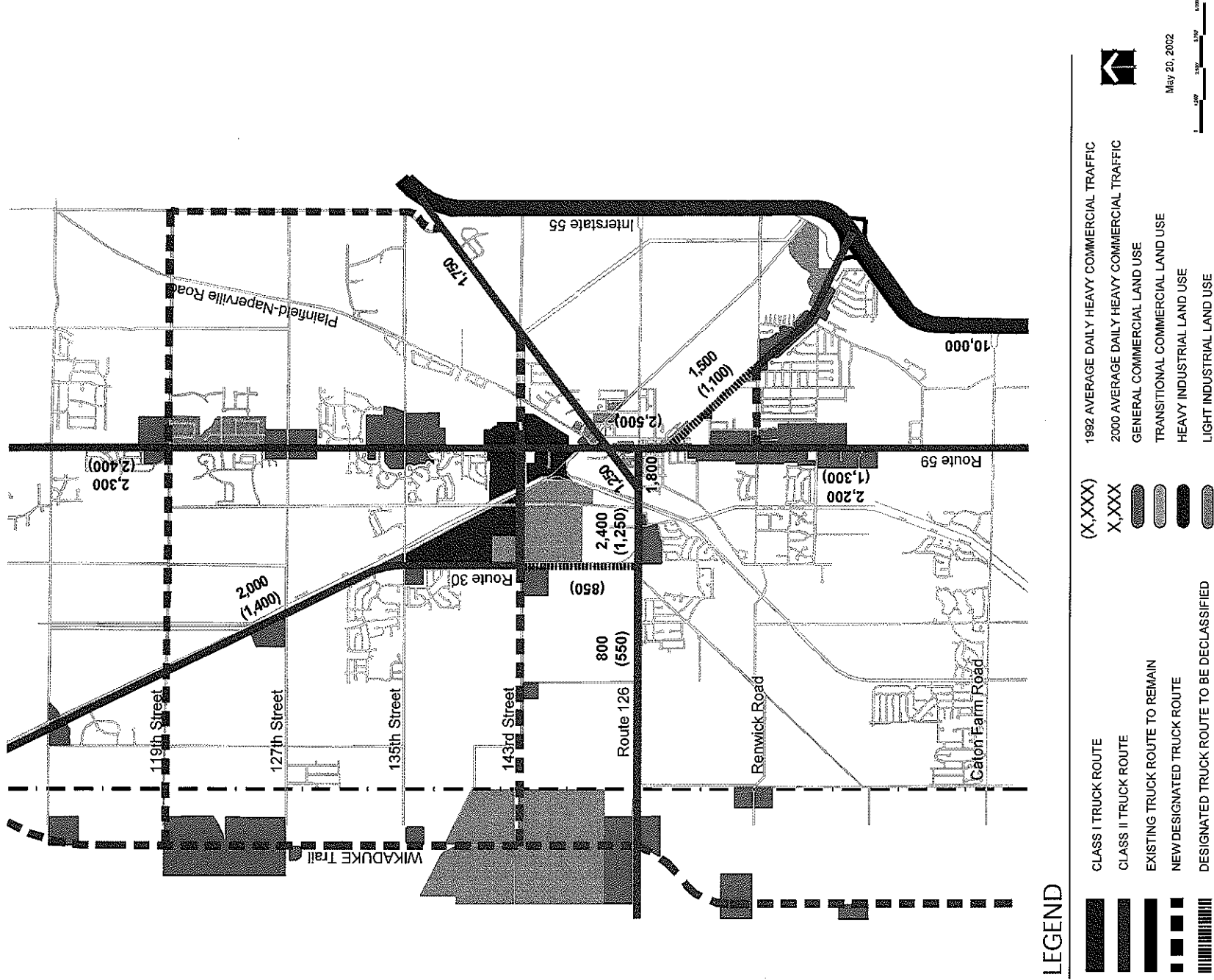
Underpass: 1 Total

School

Fire Station



#1 Crosses 119 th St. West of Normantown Rd.	#10 Crosses Center St. East of Route 59
#2 Crosses Normantown Rd. North of Route 30	#11 Crosses Eastern Ave.
#3 Crosses 127 th St. East of Route 30	#12 Crosses Lockport St. East of Miles Ave.
#4 Crosses 135 th St. East of Route 30	#13 Crosses Renwick Rd. West of I-55
#5 Crosses Van Dyke Rd. North of 143 rd St.	#14 N. Wastewater Treatment Plant
#6 Crosses 143 rd St. East of Van Dyke Rd.	#15 Crosses Lockport St. West of the DuPage River
#7 Crosses Over Route 59 (underpass)	#16 Crosses Renwick Rd. West of the DuPage River
#8 Crosses Naperville Rd. East of Route 59	#17 Crosses Drauden Rd. South of Van Dyke Rd.
#9 Crosses Illinois Route 126 East of Route 59	



VILLAGE OF PLAINFIELD

Truck Routes Map