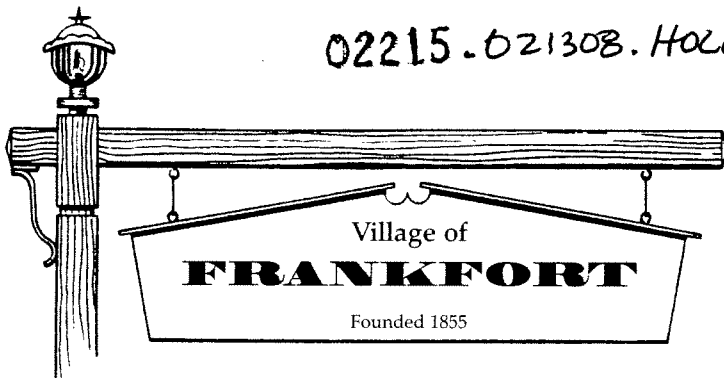




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Village President
Jim Holland

Village Clerk
Kate Romani

Village Administrator
Jerald P. Ducay

February 13, 2008

Surface Transportation Board
395 E Street, SW
Washington, D.C. 20243

Attention: Phillis Johnson-Ball
Environmental Filing
STB Finance Docket No. 35087

Surface Transportation Board

CN-EJ&E EIS - FD-35087

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SUBJECT: Comments on the Scope of Study for the Draft Environmental Impact Statement for the Proposed Canadian National Railway Company Acquisition of the Elgin, Joliet and Eastern Railway Company, STB Finance Docket No. 35087

Dear Ms. Johnson-Ball:

The Village of Frankfort is one of the fastest growing municipalities in Illinois, with a projected population of 55,000 by 2030. Our unique community was recognized in 2003 by Southland's Reader's Choice for "Best Community," and subsequently has become known as the "Jewel of the South Suburbs." To preserve our excellent quality of life, we have a firm commitment to progressive growth management policies/strategies that honor our rich heritage dating back to 1855. These strategies include preservation of our historic downtown and a community design that encourages economic growth and protection of open spaces while maintaining high levels of public safety.

While we understand the economic aspirations of Canadian National Railway Company (CN) to acquire the Elgin, Joliet and Eastern Railway Company (EJ&E), we respectfully request that the Surface Transportation Board (STB) ensure that all aspects of our quality of life be fully evaluated and addressed as part of this proceeding. The heart of our concerns lies with the rail traffic projections that form the evaluation and analysis of all environmental impacts. We believe the Application may significantly understate future rail traffic volumes. Unless accurate figures are obtained and used in the Board's review, the EIS process will result, in turn, in significant understatement of environmental impacts and requisite mitigation.

The Application does not appear to address rail traffic increases other than diversions of existing CN and EJ&E traffic. The acquisition of the EJ&E, as articulated by CN's President, E. Hunter Harrison, will allow CN to "expand our operational flexibility, and move through the

Chicago gateway more effectively, efficiently, and reliably.”¹ Mr. Harrison further states, “Unfortunately, there is no way to achieve these benefits in the dense urban core of Chicago without introducing new traffic in less populated areas.”² Frankfort will be affected directly and profoundly by this aspect of the proposed transaction.

This transaction is about CN’s using the EJ&E seamlessly as an integral part of a 20,000 mile dominant Class I railroad whose routes connect both coasts of Canada through a spine terminating in the Gulf of Mexico with its locus of connectivity in Chicago. CN will be able to offer more competitive rail and truck routes when this deal is consummated and connections completed. Competing railroads and truckers will most likely lose a portion of their traffic base to CN where current interline movements on existing routes in and around Chicago cannot compete on time or rates with the new CN/EJ&E routings.

In order for our Village—and the SEA—to understand fully the impacts from this proposed acquisition, an accurate projection of train traffic is essential. This traffic not only drives the impact assessment but informs mitigation strategies. The decisions made by the STB concerning this acquisition have irreversible and potentially devastating consequences to our citizens’ lives. To assist with understanding Frankfort’s unique context, we offer the following specific comments to the draft scope of the EIS presented in the Federal Register notice of December 21, 2007. In the event that all impacts from this transaction cannot be avoided, we ask that thorough consideration be given to a full range of mitigation strategies to alleviate negative consequences to our quality of life.

Moreover, and as required by the National Environmental Policy Act (NEPA) and the Council on Environmental Quality’s implementing regulations, the time horizon of the EIS process must be sufficiently distant to take into account the reasonably foreseeable cumulative effects of (1) the proposed rail transaction *and* (2) the explosive growth of Will County in general and Frankfort in particular. The Northeastern Illinois Planning Commission estimates that Frankfort’s population will grow from its 2000 level of 10,000 to 55,000 by 2030. By 2021, the daily motor vehicle traffic count for Frankfort’s six at-grade crossings of the EJ&E will increase from 32,000 to 142,000. Although the Application is less than clear on the point, it appears to look only about three years ahead—to the end of 2010. This is far too short a period. The environmental process should consider rail and motor vehicle traffic projections for at least ten years after all post-acquisition construction has been completed.

Finally, although Frankfort understands that the third-party contractor assisting the Section on Environmental Analysis (SEA) in preparing the DEIS and FEIS is working under the SEA’s direction, Frankfort objects to CN’s having been permitted to select the contractor. We understand that the Board believes the arrangements outlined in its 2001 policy statement on the subject are adequate to ensure the contractor’s neutrality, but we respectfully disagree.

¹ Application at 51.

² Application at 53.

1. SAFETY

Many issues related to safety must be considered as part of the Draft and Final EIS. First and foremost, we have nine residential subdivisions adjacent to the EJ&E and over 1800 parcels within 1500 feet of the EJ&E line. In addition, we have one of the fastest growing school districts in Will County and we are expected to expand from 2400 students to 4000 by 2014. Four of our schools are in close proximity to the EJ&E. We have a church and one of the most beautiful retreat and conference centers in the Chicago area (65-acre farm and nature preserve) adjacent to the EJ&E. The Village of Frankfort contains approximately six miles of track between 116th Street and Harlem Avenue with seven crossings of the EJ&E (see Table 1). All these crossings are at-grade except one. Five of the six at-grade crossings have only two gates and the sixth is ungated.³ The CN application notes an almost 500 percent increase in rail traffic—from 6.4 to 28.3 trains per day. As previously stated, we believe these numbers are substantially underestimated (*see* additional discussion under Section 2: Transportation Systems). When considering the dramatic increase in train traffic coupled with projected vehicle, pedestrian and bicycle traffic projections (2021), we have the following concerns, particularly with the at-grade crossings:

- Absent appropriate additional safety measures, children (and others) will cross in an unfettered way without adequate train warning and protection.
- The high school is located north of the tracks, and students living to the south of the tracks will have to cross to go to school.
- As trains increasingly block the tracks at grade crossings, delay time will go up, as will the propensity to avoid warnings and “beat the train,” unless appropriate safety protections are in place.
- The Town will be effectively bisected into two communities affecting not only safety but also economic, social, and cultural aspects of Frankfort.

³ Ungated crossings have automatically activated flashing lights mounted on classic crossbuck railroad warnings.

Table 1: Frankfort Railroad Crossing Characteristics⁴

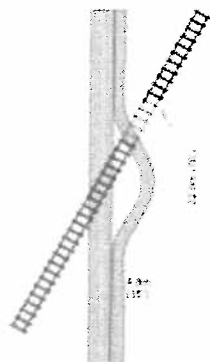
Crossing	# of Lanes	Func. Class	Crossing Type	Truck Route	Existing Volume		Proj. Volume (2021)
					All	Truck	
Owens Rd/116 th	2	Maj Coll	At-grade		2,500		5,000
Wolf Rd	2	Commtty Art	At-grade		7,200		53,800
LaGrange Rd	2	Reg Art	Overpass	Y	10,400	1450	45,800
Center Rd	2	Maj Coll	At-grade		4,200		5,200
Sauk Trail	2	Maj Coll	At-grade		2,500		9,400
Pfeiffer Rd	2	Maj Coll	At-grade		5,600		20,500
Harlem Ave	2	Reg Art	At-grade	Y	10,000	1000	48,200

We request that the scope of the draft EIS include the use of the projected (2021) traffic volumes for probability analysis, as well as crossing geometry and associated vehicular site distances set forth in the American Association of State Highway and Transportation Officials (AASHTO) requirements, and crossing controls including the types of signals and signing.

Non-Rail Exposure

Not only vehicular but also pedestrian and bicycle crash rates should be included in this analysis. The number of pedestrian accidents at railroad crossings has amplified nationally due to increased exposure from more frequent train/pedestrian interactions. Crossings can be made considerably safer and reduce liability for the railroad company, while providing an excellent opportunity to mitigate impacts upon the community by offering improved crossing treatments and alternative paths for cyclists and pedestrians.

Consequently, we request that the scope for the EIS include an examination of each at-grade crossing to assess hazards to cyclists and pedestrians at every point of interaction – in this case, “crossing” refers to both on-road, parallel, and off-road bicycle and pedestrian facilities. The assessment will determine the skew or angle of approach as well as the smoothness of the



crossing to assess the threat of trapped/diverted wheels, and the concomitant need for adjusting crossings of bicycle lanes, trails, or off-road facilities to address skew (see figure to the left). The following should also be addressed throughout the corridor: the need for additional, advance warning signage at each crossing based on sight distance, crossing design specifics, and exposure; the need for additional parallel fencing to separate adjacent bicycle/pedestrian traffic from the

Bicycle Path Crossing RR at Acute Angle (>45°) - Plan View.

Source: The Louis Berger Group, Inc. from AASHTO Guide for the Development of Bicycle Facilities (Figure 27)

railroad right-of-way; modifications to pavement markings on all crossing approaches, particularly for facilities with bicycle lanes or near off-road crossings; and the need for additional gates, flashing signals, audible warnings, or other warning devices at every crossing.

Additionally, the growth of Frankfort will result in substantially increased volumes of pedestrian and bicycle traffic that should be taken into account in all traffic forecasts, including accident exposure indices at each crossing. Off-road trails, designated bicycle trails, and popular destinations for bicyclists and pedestrians within ½-mile (pedestrians) and one mile (bicyclists) of the corridor, including but not limited to schools, parks, event centers and venues, major employers, playgrounds, libraries, recreation centers, large (greater than 100 units) housing developments, shopping/retail centers, and office complexes should be noted in this assessment as well as probable paths between these destinations. We request that opportunities to mitigate and minimize damage to the pedestrian and cycling system consider the physical separation of pedestrians and cyclists from the right-of-way (e.g., pedestrian gates and mazes) .

Emergency Management Services

The impact to public safety due to potential delays in delivery of emergency medical services (EMS) is of great concern to the Village. With the large increase in train traffic and the lack of grade separations, delays in EMS are inevitable. These consequences to public safety should be considered as part of the draft EIS.

Derailment Potential

A walking inspection of the track structure in Frankfort was conducted by our environmental consultants in winter when much of the right of way was not visible due to snow. They noted that much of the track has deteriorated ties, 132-pound butt welded rail with a roll date of 1979, implying it has been in track for about 25 years. They also noted some track geometry alignment deviations, as well as settling of the grade crossings, particularly in and around the ballasted track to asphalt transition zones and the rubberized grade crossing surface. While we assume CN will entirely rehabilitate the track structure with new ties, undercutting, fasteners, plates and rail grinding, the EIS should consider the specifics of CN's Capital Improvement Plan for the next five years, including the switch between Sauk Trail and Center Road. Substandard rail conditions can increase the potential for derailments; therefore, the SEA and we will need to know when the track work will be done. In addition, track conditions, especially at the turnout, are important when combined with increased traffic and load composition for predicting derailment severity. In order to better evaluate derailment and consequence scenarios, the Village requests that the DEIS address:

- Traffic mix including current and post merger locomotives, train length, STCC commodity flows.
- Origin-Destination flows projected post merger.
- When, where and how often train meets will occur at the only turnout in Frankfort.

- Time of day where unit trains, chemical trains, and coal trains will idle waiting for block clearance.
- Percentage of trains forecast by train length by time of day (night, off peak, peak, Saturday and Sunday).
- CN's plans to upgrade the track.
- CN's plans to integrate train dispatch and control into its own system. The Application addresses consolidations at Kirk Yard and train crew consolidation at Homewood, but does not provide sufficient additional detail to allow a full assessment of the impacts on safety of scheduling and labor consolidations.

Operational Safety

The Safety Integration Plan (SIP) is critical to bringing EJ&E into the CN culture of safety, as employees coming from EJ&E will need retraining to be integrated successfully. Full acknowledgement of the information in the SIP as part of the Draft EIS is important given the significant traffic impacts of the merger. In accordance with past STB rail mergers, CN will use merger-related Safety Integration Plan Guidelines developed by FRA specifically for this purpose. The Applicants must address all of the safety concerns identified by FRA. As noted, subsequent to the initial filing of the SIPs, a SIP review team (made up of FRA experts and representatives from each Applicant) must work to prepare for the implementation of the SIPs by the Applicants under the supervision of FRA, in the event that the STB approves the proposed transaction.

The Village is considering a quiet zone along with other measures to mitigate environmental impact categories. FRA has a policy and procedures associated with quiet zone establishment. Quiet zone creation requires changes in FRA grade crossing safety to either:

- Supplemental Safety Measure (SSM) – a measure intended to improve grade crossing safety when train horns are not sounded that is defined as effective in the FRA rule.
- Alternative Safety Measure (ASM) – a measure intended to improve grade crossing safety when train horns are not sounded that does not fall under the definition of an SSM is defined as effective in the FRA rule. ASM's are subject to FRA review and analysis to determine their effectiveness.

In either case, there is ample evidence and long precedent establishing that STB's role in ordering appropriate mitigation for affected communities is strong in scope and enforcement power. Based upon past precedent, for example in cases involving the DM&E (Mayo Clinic in Rochester, MN) as well as Conrail's Cleveland case with NS, appropriate grade crossing safety and community partnership monies were allocated as part of a long negotiation. Railroads are typically responsible for between ten and one hundred percent of the cost of grade separation or quad gate protection, and we believe that the anticipated level of traffic warrants maximum, railroad-paid protection through Frankfort.

While no comprehensive grade crossing assessment has been made in Frankfort, one option is the establishment of a quiet zone for the entire EJ&E run through Frankfort. The cost of such a zone should be paid by CN. Most of Frankfort's at-grade crossings have only two gates; one has only flashing lights. With both rail and motor vehicle traffic growing significantly, introduction of a combination of quad and grade separated crossings likely is in order. It also may be appropriate to rebuild and widen the Howe Truss bridge and its timber piers at Route 45 (La Grange Road). In 2006, FRA reported that 94% of rail related fatalities were grade crossing users and trespassers.⁵ The massive growth of rail, motor vehicle, and bicycle/pedestrian traffic at the existing crossings demands close attention to ensuring maximum safety for all concerned.

Further, track condition in Frankfort appears somewhat deteriorated. During their January 2008 field inspection, our consultants they noted that visible tie conditions were deteriorated with many condemnable at FRA Class 2 limits. We would anticipate that before the merger was effective, Class 4 track would be reconstructed to handle the significant increases in traffic and hazardous material. Frankfort trusts that CN will do this work before full operations commence so the risk of catastrophic incidents and derailments is reduced. It is not possible from the Application to ascertain CN's precise track capital plans during the merger and transition period and we request they be submitted for consideration in the preparation of the DEIS. Included in this package should be:

- Five Year Capital Plans
- Track Class Planned post merger.
- Track geometry run history (at least four recent consecutive runs).
- Drainage and ditching history and plans, including undercutting and tie replacement.

We also request that a risk/exposure index calculation be utilized to assist with evaluating the merits of providing grade separations. The FRA maintains a risk rating of all grade crossings nationally. We request that the crossings in Frankfort be considered for mitigation within the parameters of known risk together with future traffic to be loaded on the network as a function of this merger.

Hazardous Materials Safety

Based on information from the CN application, hazardous materials cars per day are expected to increase by 636%. This is a dramatic increase and poses numerous risks to the many citizens living, working, playing, socializing, worshipping, and exercising in locations adjacent to the EJ&E. It is critical that the Draft EIS analyze the specific safety risks associated with the unique characteristics of the Village of Frankfort. We request the following information be examined in preparing the Draft EIS:

⁵ <http://safetydata.fra.dot.gov/Objects/2006-PRELIM-BOOK-OCT.pdf>

- How is CN managing safety risks, especially in terms of the most frequent, highest risk causes of accidents including human operating error and track deficiencies? Federal Railroad Administration (FRA) inspection findings for CN, including those provided in the National Hazardous Materials Audit (February 5, 2007), indicated a 22.3 percent defect ratio (second highest of companies inspected) in terms of trains inspected and found to be noncompliant with FRA's requirements for train placement of hazardous materials shipments and accurate hazardous communications information on train consists in the train crews possession.⁶
- How does CN classify a hazardous material and what procedures are in place to help minimize the possibility of a hazardous material spill?
- How will CN coordinate with the Village of Frankfort representatives regarding the transport of hazardous materials through populated areas?
- What are the employee training protocols for operators involved with all aspects of hazardous material transport.
- Security measures – how will CN protect against terrorism threats?
- Inclusion of information indicating how CN complies with all applicable hazardous material safety statutes and regulations.
- Discussion of appropriate mitigation strategies including:
 - Training and coordination with local emergency responders for improved preparedness in the case of an accident or spill.
 - Development of a community based emergency evacuation plan.
 - Public involvement programs aimed at educating the general public on the community based emergency evacuation planning and ways to minimize their risk of exposure to hazardous materials that will be transported via CN through their community.

2. TRANSPORTATION SYSTEMS

Frankfort is concerned with the effect of increased train traffic generated through the merger of EJ&E with CN. CN and the Illinois Central Railroad (IC) (which later was purchased by CN) first instituted running highly scheduled rail freight operations. We note CN's statement about CN President Harrison:

During his career with Illinois Central, he [Harrison] initiated the concept of scheduled service for freight shipments, maintaining a sharp focus on operational efficiency and asset utilization. By 1996, he had succeeded in driving down the railroad's operating

⁶ Federal Railroad Administration, Office of Safety, National Hazardous Materials Audit 14-15 (Feb. 5, 2007).

ratio by some 30 points to the low 60s – the best in the entire North American railroad industry.⁷

Since privatization and the acquisitions of the IC and Wisconsin Central, CN has experienced:

- Consistently high operating ratios (revenue divided by cost) each year.
- Strong train scheduling enabling faster and longer trains -- particularly in premium intermodal and unit-train service.
- Use of Berkley Systems' Train Performance Calculator (TPC) for train simulation and network optimization. The TPC enables a service planner to minimize train conflicts.

Given the nature of the proposed transaction and CN's unwillingness to provide the rail traffic projections that Frankfort has sought in discovery, Frankfort is concerned that there may be a significant discrepancy between CN's rail traffic projection of 28 trains per day and the actual volume that Frankfort soon will experience. CN states that it is buying EJ&E to better connect its gateways around Chicago while alleviating congestion and decreasing through train travel time around the inner City and out to the EJ&E ring.

It is difficult to avoid the conclusion that CN's \$400 million dollar investment in upgrading corridor connectivity (\$300 million in railroad acquisition plus \$100 million in planned immediate capital improvements) will have, at the very least, the following effects:

1. Attract traffic from other Chicago area Class I railroads (*e.g.*, UP, CSX, NS, BNSF and CPR) to the EJ&E corridor by offering a competitive advantage for interline⁸ movements.
2. Induce truck to rail traffic with improved intermodal service.
3. Reduce travel time for existing rail to rail traffic.⁹

Frankfort respectfully requests that STB obtain and consider in the EIS process a detailed plan for CN's capital and operating plans and programs over at least the ten years following completion of the post-acquisition construction proposed in the Application. The level of traffic shortly following the acquisition (or at least the completion of post-acquisition construction) could be substantially greater than the traffic level CN has included in its filing. That does not account for a five to ten year forecast and may accurately represent only the immediate post-merger future (within one to three years).

CN asserts that there will be "[n]o *quantifiable* traffic gains from trucks or rail traffic not presently handled in part by CN, EJ&E or both carriers."¹⁰ In refusing to provide rail traffic

⁷ Application at 58.

⁸ Interline traffic is rail traffic that a) neither originates or terminates in the Chicago area, b) is not captive to EJ&E; and c) does not currently use CN routes. Rate and travel time improvements lead to a change in route choice, skimming traffic from one railroad to another and improving shipper Level of Service.

⁹ Reduced travel time is one of the primary rationales for this merger. Application at 50 (Harrison V.S.).

¹⁰ Application at 209 (emphasis added).

projections sought by Frankfort in discovery, CN said that it had “not made *definitive* projections or estimates for time periods after those addressed [on page 247 of the Application].”¹¹ The use of qualifiers such as “definitive” and “quantifiable” suggest that CN at least has expectations of additional traffic. These expectations should be factored into the environmental review process.

Given the nature of the transaction and the nature of CN’s business, the mix of trains running on the EJ&E is likely to change from low-value bulk commodity mixed freights (*e.g.*, coal, petrochemicals, and steel) to higher value fast unit-trains and double stack trains. The Village currently sees trains in the range of 100 to 120 cars long operated with two to three second-generation 2000 HP locomotives. That too will change, and we anticipate that CN will move to 4000 HP AC traction locomotives coupled with longer trains. We understand EJ&E has a policy of 8000-foot trains maximum (they actually run shorter) using existing locomotives.

As train length increases, so does the probability of blocking at-grade crossings. The potential exists with at-grade crossings to bisect Frankfort. If train length increases from 100 to 150 cars per train and these are intermodal stack trains of eighty-six foot cars (instead of the sixty-foot average car length assumed now) train length increases from 6000 to 12,900 feet, or more than double. Order of magnitude traffic increases in STB cases typically and necessarily involve more mitigation.

We are concerned with significantly higher grade crossing delay and safety risk and accordingly request that the following be included in the Draft EIS:

- Models and horsepower of CN’s planned road locomotive and switchers to be assigned to the EJ&E corridor.
- TPC inputs and outputs for the base case and post-merger traffic assumptions and projections.
- Times when train meets at the switch between Sauk Trail and Center Street are likely to occur.
- Post-merger train length and car mix.
- Capital and operating plans for train control and dispatch.

The Application’s time frame of 2010 is unacceptable because a five to ten year growth forecast (*i.e.*, following the completion of all capital improvements designed to increase traffic capacity and connectivity) is required to present an accurate picture of the impact this merger will have on the Village. By 2010, CN may not have completed track connections and yard improvements on the EJ&E described in CN’s filing (three capital phase improvements totaling \$100 million in expenditure).

The Application does not disclose plans for double-tracking east of Sauk Trail/Center Road where the double-to-single track switch in Frankfort is located. CN should advise the SEA

¹¹ Exh. 3 to Motion to Compel Discovery from Applications (FRKF-3) (filed Jan. 25, 2008).

(and Frankfort) whether CN has any plans during the five years following the proposed acquisition to double-track to the east of the existing switch. Railroading is all about efficient train movements and the benefit to CN of double tracking throughout the EJ&E seems obvious. Double tracking will significantly increase capacity and therefore increase train traffic. Further, if double-tracking occurs, the grade crossings in the area to be double-tracked should be candidates for the same level of grade crossing protection as those to the west of the current switch.

Another aspect of train traffic projection as well as truck traffic changes involves *short haul moves* versus *long haul moves*. The Application states that truck movements below 750 miles will not be loaded onto CN's rail network in and around Chicago.¹² In industry parlance, these are called *short haul moves* and this thesis is changing as fuel price increases, crew costs and travel time improvements have made rail more competitive with truck. That is, depending upon the corridor, moves less than 750 miles are more likely than ever to go on rail. Frankfort believes that the assumption that additional trucks will not be loaded to the new CN network as a result of this acquisition is inaccurate. As rail to truck competitiveness increases, we expect that short haul truck movements will be skimmed from roads as highway congestion rises and as the new CN/EJ&E corridor becomes more competitive coupled with rail's fundamental rule and crew cost advantage. These advantages will only increase with time. Moreover, CN has a set of strong intermodal loading facilities in and around Chicago that will increase the efficiency of loading containerized cargo. All these considerations affect rail traffic projections as well as effects upon road crossings.

Once accurate rail traffic projections have been obtained, we request that the analysis of traffic delay at each crossing include an estimate of the delay (average vehicle delay, average person delay, total vehicle hours of delay, a queue analysis, and a level of service determination). Analysis of traffic operations should include an AM, PM, and off-peak period analysis. As part of the traffic operations analysis, a determination should be made as to how long the queues will be and whether they interfere with nearby intersections. The analysis should also include a traffic analysis of any special events that may involve traffic generation from the Village of Frankfort. Delay impacts on school buses and emergency vehicles (fire, police, and ambulances) should be also be considered. Alternative routing should be identified if crossings are blocked due to a potential long term crossing delay.

We strongly recommend that all delay and operational analysis be conducted using VISSIM microsimulation software. VISSIM, one of the leading microsimulation software packages, will provide a complete analysis of intersections and railroad crossings. The software is capable of determining the operational impact on vehicular traffic due to railroad traffic. It is critical for VISSIM to be calibrated based on demonstration of its capability to replicate existing conditions. An important product of the microsimulation analysis will be a visualization of future operations at the railroad crossings. This visualization will assist in fully understanding the impacts at crossings.

¹² Application at 195 (Stuebner V.S.).

3. LAND USE AND SOCIOECONOMICS

The future of the EJ&E in many ways represents the future of Frankfort. The EJ&E bisects our community, requires busing of school children across grade crossings, presents a barrier to connectivity between our residents and our employment base and plays a vital role in our economic vitality. Any variation in service along the EJ&E represents a significant impact on our growing Village.

While we have planned for the EJ&E as a part of our community, we have not planned for the context and intensity of service increases associated with the proposed acquisition. The increase in transport of hazardous materials, along with construction of the Matteson connection and the siding extension from Frankfort to Joliet, were not factors in the development of the Village of Frankfort Comprehensive Plan (2004), the Transportation Master Plan (2007) and the Historic District Master Plan (2007). Instead, growth patterns and associated land uses were predicated on the EJ&E's maintaining freight traffic at or near existing levels.

Without careful consideration to the impact of the increased rail traffic on land uses, open space and schools, and identification of appropriate mitigation measures to ensure Frankfort's future sustainability, Frankfort will not be able to grow in accordance with the adopted local and regional plans created by our citizens and elected leaders.

Based on these factors, as well as those noted in Sections 1 and 2 above, we request that:

- Section 3 address the impacts of the proposed acquisition on the land uses depicted in the Frankfort Comprehensive Plan so we can safely and effectively accommodate growth from a population of 15,000 today to 55,000 by 2030.
- Section 3 be modified to require more community-specific land use and socio-economic analysis, particularly regarding impacts on businesses, schools and residences (existing and planned) near the railroad. The effects should be specifically quantified in order to determine the impacts on the downtown historic district, local businesses, schools, neighborhoods and Frankfort's overall tax base.
- Section 3E be revised to address funding and implementation roles for mitigation measures in Frankfort and updates to existing adopted plans.

Figure 1 depicts Frankfort's planned land uses and shows the Village's proximity to the EJ&E. A majority of Frankfort's historical residential and commercial structures are just north of the EJ&E tracks, with most business parks and industrial land uses located south of the railroad. The ability to connect these residences to future jobs is a critical facet of Frankfort's future, and the combination of roadway and railroad traffic growth poses many challenges in that regard. Frankfort must be able to connect all of its jobs and people to one another, now and in the future, and Frankfort should not be solely responsible for funding the improvements to sustain acceptable levels of service and safety.

Figure 1: Village of Frankfort Future Land Use Map (2004)



4. ENERGY

Energy consumption is a major issue for our Village residents. Traffic delays incurred as a result of waiting for trains can affect family budgets as well as business and government operations. We request that changes in energy consumption resulting from increases in the delays of motor vehicles at all at-grade crossings be addressed in the Draft EIS.

5. AIR QUALITY

We believe that for air quality, the draft scope does not meet the intent of the National Environmental Policy Act (NEPA), General Conformity Rules¹³ or the requirements of the STB's environmental rules,¹⁴ as described below.

■ Mobile Source Vehicular Emission and Impact need to be analyzed

The CEQ regulations require that all direct and indirect environmental effects and their significance be discussed.¹⁵ Therefore, in addition to the scope proposed, analysis of local impacts caused by changes in diesel particulate emissions resulting from rail train and rail yard operations, the air quality impacts resulting from increased mobile source emissions

¹³ 40 C.F.R. pts. 51 and 93.

¹⁴ 49 C.F.R. 1105.7(e)(5).

¹⁵ 40 C.F.R. 1502.16

from vehicles on local roadways due to increased rail operations and delays at railroad crossings, and additional vehicles queuing or idling conditions should also be analyzed in the Draft EIS. These emission increases will affect numerous sensitive receptors including homes, parks, schools, and other facilities. Sensitive receptors need to be identified along the EJ&E route as well as at all road crossings (see Table 1). This may require a mobile sources vehicular impact analysis.

▪ **A conformity determination to the State Implementation Plan (SIP) needs to be demonstrated**

As required by the General Conformity Rules,¹⁶ the proposed EJ&E acquisition must conform to the Illinois SIP. The SIP emission inventories include State projected railroad locomotive emissions of various pollutants for Will County, as well as for Chicago Non-Attainment Area. As such, the Draft EIS should conduct an emission analysis and demonstrate the SIP emission budget SIP conformity of the EJ&E acquisition and present it to the Illinois Environmental Protection Agency.

▪ **Construction Schedule, Emission and Impact need to be evaluated**

Based on the Conformity Rules, if the construction period will last five years or longer, analyses of construction emissions and impacts are required. As such, the construction schedules and phases of EJ&E acquisition need to be reviewed to determine whether an air quality impact analysis will be included in the DEIS.

▪ **Data that should be utilized for air quality analysis includes:**

- On-Road Mobile Traffic Data
- Changes in locomotive type used pre and post merger as well as changes in train length and car mix.
- Rail Yard and Stationary Sources Operational Data.

▪ **Analytical methods utilized for the air quality analysis should include:**

- Microscale Analysis for Mobile Sources (MOBILE6.2, CAL3QHC/R Modeling)
- AP-42 Fugitive Emissions, Locomotive Engines Pollutants, Stationary Sources Modeling
- Construction impact AERMOD modeling.

▪ **Possible mitigation strategies that should be evaluated as part of the Draft EIS include**

- Adjustment of Train Operation Schedule
- Engine Upgrades Design or Retrofit to Reduce Air Emissions.
- Placement of the eastern terminus of the second track to the west of Frankfort rather than in Frankfort.

¹⁶ 40 C.F.R. pts. 51 and 93.

6. NOISE AND VIBRATION

Noise and vibration concerns are paramount to the citizens living adjacent to the EJ&E. Consequently, we suggest the following changes to the scope of study for the Draft EIS:

- We request you revise Section 6B to read: “Identify all locations where the proposed increase in rail traffic will cause an increase to a noise level of 65 decibels L_{dn} or greater. Identify all existing and permitted sensitive receptors (e.g. schools, libraries, parks, and residences) and identify mitigation measures to abate the increase down to existing levels or below 65 L_{dn} impact limit whichever is lower. Affected receptors will not be limited to those adjacent to the right of way, but be based on line of sight and current measured ambient noise levels.”
- We request you revise Section 6C to read: “Identify all sensitive receptors that will experience an increase in noise level of 3 decibels L_{dn} including but not limited to all sensitive receptors adjacent to or with line of sight views of the tracks.
- Due to the significant increase in train traffic, we request you revise Section 6D to read: “Assess potential vibration effects based on Federal Transit Administration (FTA) vibration methodology for Detailed Analysis in areas where it appears there may be vibration sensitive receptors within or immediately adjacent to the railroad right of way.”

The following neighborhoods have residences with outdoor use areas approximately fifty feet from the EJ&E tracks: Newbrook, Sandlewood Estates, and Heritage Knoll, as well as several individual and future residential areas abutting the EJ&E right of way. The Prestwick neighborhood has outdoor use areas approximately 100 feet from the right of way. In addition, the Cardinal Lake, Founders Place, and Old Towne neighborhoods have outdoor use areas approximately 200 feet from the EJ&E right of way. All these neighborhoods are adjacent to the right of way and are the most likely to be affected by noise. Further, a noise screening estimate based on literature review of existing and future freight operations and the FTA Noise Spreadsheet Model indicate future L_{dn} noise levels could potentially increase by 8 to 9 dBA over existing L_{dn} noise levels (well above STB’s 3 dBA incremental impact criteria) making it crucial to start assessing mitigation alternatives as soon as possible. Desired mitigation from affected neighborhoods includes quiet zones and receptor side sound walls.

Moreover, there is an earthen dam located just south of Prestwick that could be affected adversely by the increased rail traffic and the resulting increase in noise and vibration. The environmental review should require an examination of the dam and the Board should, if necessary, require reinforcement of the dam to ensure its integrity.

7. BIOLOGICAL RESOURCES

We request that the Draft EIS include an investigation of the existing terrestrial ecosystem (natural plant communities and aquatic communities), not just federally or state protected wildlife areas (Table 2). We have particular concerns about the ecological character and functions that comprise the Manitoqua Camp grounds and Prestwick neighborhood,

including large stands of old-growth oak trees. The preservation of these tree stands are important to the surrounding communities.

In addition, the scope should include:

- Discussion that impacts to natural resources will be avoided to the extent possible, minimized to the extent possible, and mitigated if impacts are not avoidable.
- A statement that impacts to jurisdictional wetlands/streams will be mitigated in conformity with federal and state requirements.
- Double tracking east of the existing double-to-single track switch should be considered now, as part of the environmental investigation. The project study area should be large enough to encompass the potential area for double tracking.

Table 2: Will County List of Threatened and Endangered Species¹⁷

Indiana bat	<i>Myotis sodalist</i>	Endangered	Caves, mines (hibernacula); small stream corridors with well developed riparian woods; upland forests (foraging)
Eastern prairie fringed orchid	<i>Platanthera leucophaea</i>	Threatened	Mesic to wet prairies
Prairie bush clover	<i>Lespedeza leptostachya</i>	Threatened	Dry to mesic prairies with gravelly soil
Mead's milkweed	<i>Asclepias meadii</i>	Threatened	Virgin prairies
Lakeside daisy	<i>Hymenoxys herbacea</i>	Threatened	Dry rocky prairies
Leafy-prairie clover	<i>Dalea foliosa</i>	Endangered	Prairie remnants on thin soil over limestone
Hine's emerald dragonfly	<i>Somatochlora hineana</i>	Endangered	Spring fed wetlands, wet meadows and marshes
Eastern massasauga	<i>Sistrurus c. catenatus</i>	Candidate	
Sheepnose mussel	<i>Plethobasus cyphus</i>	Candidate	Rivers
Spectaclecase mussel	<i>Cumberlandia monodonta</i>	Candidate	Rivers

¹⁷ <http://www.fws.gov/midwest/endangered/lists/illinois-cty.html>.

8. WATER RESOURCES

Frankfort has numerous water bodies, including associated floodways, located in or near the EJ&E right of way. The DEIS and FEIS should:

- inventory and assess the existing condition of such waters;
- assess how storm water runoff from the EJ&E affects water quality in these waters;
- assess how activities associated with the action (*e.g.* pollutant loadings associated with lubricants and wheel/track wear from increased traffic) will affect water quality in the future condition; and
- describe steps to be taken by CN to comply with requirements of the Clean Water Act and associated federal and state regulations and requirements.

Due to the large increases projected for hazardous loads on the EJ&E, the draft EIS should include an accurate reading of the seasonal high water table and soil characteristics in order to evaluate how long it would take spilled hazardous materials to leach into the groundwater table. This information then should be utilized to develop safety protocols for managing infusion risk to potable water supplies.

The Village has identified numerous drainage, debris, and sediment issues in proximity to the EJ&E that result from runoff, which the Village will provide in due course. We request that these types of considerations be included in the Draft EIS in order to identify areas in which CN may need to adjust construction/maintenance plans to correct these problem areas.

9. ENVIRONMENTAL JUSTICE

No Comments

10. CULTURAL RESOURCES

The impacts of the EJ&E acquisition will play an important role in Frankfort's abilities to continue to preserve and grow the downtown Historic District. Section 10 notes that the EIS will "address potential impacts ... on cultural and historic resources that are on, or immediately adjacent to, a railroad right-of-way." We request Section 10 be required to examine impacts on the historic commercial and residential areas of Frankfort, as well as the downtown historic district up to one-mile north of the railroad along Center Road.

This is especially important from a mitigation standpoint, as the delays created on other railroad crossings within the Village will likely cause traffic to divert to less-traveled roadways. The historic commercial and residential areas spread approximately one-mile to the north of the railroad along Center Road, which is roughly parallel to US 45/LaGrange Road and Pfeiffer Road, both of which are projected to experience multifold traffic increases in the next 15 years (see traffic volumes in Table 1 above).

11. SECONDARY AND CUMULATIVE EFFECTS

The EIS should address impacts beyond those immediately adjacent to the railroad and proposed improvements. To the railroads this may appear as a railroad acquisition project but to Frankfort, it has a community-wide impact, not only in the immediate vicinity and during the time of implementation, but also further removed in time and distance from the EJ&E corridor.

Forecasting project-influenced effects, not only adjacent to the railroad, are paramount as secondary and cumulative effects have great potential to affect Frankfort. As noted in our Section 3 comments, the context and intensity of the proposed increased railroad operations were not foreseen in the development of adopted plans.

For Section 11, we request that the following items be included:

- Guidance: Secondary and cumulative effects be closely examined in accordance with the Council on Environmental Quality (CEQ) requirements,¹⁸ NCHRP REPORTS 403/466,¹⁹ and the ILLINOIS DEPARTMENT OF TRANSPORTATION COMMUNITY IMPACT ASSESSMENT MANUAL.²⁰
- Study Area and Temporal Boundaries: An evaluation of secondary and cumulative effects should include a study area encompassing up to a one-mile buffer around the railroad and up to one-mile north and south along grade crossings, although the area of influence may increase along high-volume roadways that cross the corridor. Potential conflicts of the proposed action with adopted land use, transportation, corridor, subarea, and environmental plans; sensitive natural and human environmental features; jurisdictional boundaries; watershed/sub-watershed areas; and ordinances and regulations adopted by Frankfort should be utilized to assist in the delineation of the secondary and cumulative boundary. Sub-areas of particular influence in the immediate vicinity of loading/unloading points; switching areas; major roadway crossings; and other areas of heightened influence should also be assessed at a greater level of detail. The analysis horizon should extend to the same time frame as that of the long-range planning documents currently adopted by Frankfort and regional/state governmental agencies. The specific time scale and area of influence of secondary and cumulative effects should be discussed and agreed-upon with the Village of Frankfort and its representatives prior to engaging in further analysis of indirect and cumulative effects.
- Items to Include: Secondary and Cumulative Effects should be considered in the following contexts, at a minimum, as well as reviewing the areas of impact from induced growth and encroachment-alteration effects described in detail in NCHRP Reports 403/466 and the CEQ's CONSIDERING CUMULATIVE EFFECTS UNDER THE NATIONAL ENVIRONMENTAL POLICY ACT (NEPA).²¹ All outcomes that are reasonably foreseeable should be considered in the

¹⁸ 40 C.F.R. pts. 1500-1508.

¹⁹ http://gulliver.trb.org/publications/nchrp/nchrp_rpt_466.pdf

²⁰ <http://www.dot.state.il.us/desenv/CIAManual.pdf>

²¹ <http://www.fhwa.dot.gov/environment/guidebook/vol2/doc6a.pdf>

analysis of secondary and cumulative effects. Again, agreement with local officials should be obtained to catalogue accurately the natural and human elements to be considered in the assessment, but the following general items should be anticipated:

- Effects on natural habitat, wildlife fragmentation, threatened/endangered species, and water quality, due to induced development or changes in the density or pace of development activities already anticipated in the study area;
- Effects on property valuation, human health, and quality of life issues due to induced development on community facilities, services, and activities; and
- Cumulative impacts from new developments with similar impact profiles as that of the proposed project, such as increased traffic, noise/vibration, and odors.

We expect the Draft EIS to generally adhere to the framework for estimating secondary and cumulative effects as outlined in NCHRP REPORTS 403/466. These include:

- Scoping
- Identifying the study area's direction and goals
- Inventorying the study area's notable features
- Identifying impact-causing activities of proposed action and alternatives
- Identifying potentially significant indirect effects for analysis
- Analyzing indirect effects
- Evaluating analysis results; and
- Assessing consequences and develop mitigation
- Analysis of impact methods should include comparative case studies that assess the degree to which each case is similar/dissimilar to that of the proposed action as well as the relevant outcomes; convening local and national expert panels to refine potential impact scenarios from the project; and overlay analyses that graphically portray those geographic areas that are most sensitive to change compared with those areas that are most likely to change based on the direct, indirect, and cumulative effects associated with the proposed action.

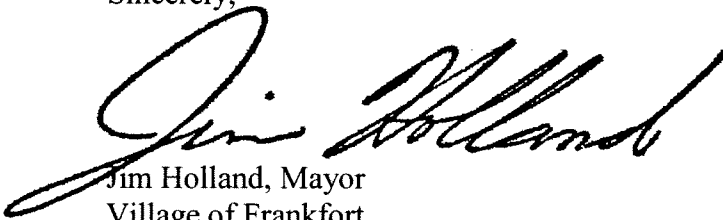
Mitigation Strategies

Although the scope of the Draft EIS only mentions mitigation in Section 3 (Land Use and Socioeconomics), an STB EIS must describe any actions that are proposed to mitigate adverse environmental impacts, including an indication of why the proposed mitigation is appropriate.²² We request that mitigation for impacts identified in each of the above sections be clearly addressed, including all impacts for which no mitigation is being proposed.

²² 49 C.F.R. 1105.7(e)(10).

We appreciate the opportunity to provide input on the scope of study for the Draft EIS. We respectfully ask that STB consider all of our issues, concerns, and requests before making a final decision on the EJ&E rail acquisition. We look forward to additional opportunities for public input during this Environmental Review Process and offer our full cooperation to the STB and CN during the development of the Draft and Final EIS.

Sincerely,



Jim Holland, Mayor
Village of Frankfort