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THOMAS F. MCFARLAND

September 30, 2008

By e-filing

Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423

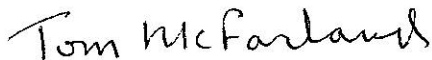
Attention: Phillis Johnson-Ball
Environmental Filing

Re: Finance Docket No. 35087, *Canadian National Railway Company and Grand Trunk Corporation -- Control -- EJ&E West Company*

Dear Ms. Johnson-Ball:

Hereby transmitted is the Comments On Draft Environmental Impact Statement And Request For Mitigating Conditions on behalf of Metra, for filing with the Board in the above referenced matter.

Very truly yours,



Thomas F. McFarland
Attorney for Commenter

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cc: Michael Noland, Esq., *by e-mail to mnoland@metrarr.com*
Mr. Rick Tidwell, *by e-mail to rtidwell@metrarr.com*
Mr. Jack Bauer, *by e-mail to jbauer@metrarr.com*



September 29, 2008

The Honorable Anne K. Quinlan
Acting Secretary
Surface Transportation Board
395 E Street SW
Washington, DC 20423

**RE: STB FINANCE DOCKET 35087
CANADIAN NATIONAL RAILWAY COMPANY ACQUISITION OF CONTROL OF
THE EJ&E WEST COMPANY**

Dear Acting Secretary Quinlan:

Thank you for the opportunity to comment on the draft Environmental Impact Statement (EIS) governing the proposed Canadian National Railway's (CN) acquisition of the Elgin, Joliet & Eastern Railway Company (EJ&E). Metra is aware that the Surface Transportation Board (STB) through its Section of Environmental Analysis (SEA) will prepare this EIS. Please accept these comments to the draft EIS on behalf of the Commuter Rail Division of the Regional Transportation Authority of Northeastern Illinois (Metra).

- Section 2.4.3.2 states that the proposed connection by CN at Matteson could affect Metra's commuter parking lot at that site. As this facility was constructed using federal and local funds, any CN construction that causes a loss of parking spaces or other adverse impacts to the facility may cause financial and grant repercussions to Metra or the local municipality. Metra is not willing to accept any financial loss or claim due to this CN construction and CN must be held responsible.
- Page 4.1-47 states that the Proposed Action would not adversely affect the potential implementation of the STAR Line service on the EJ&E rail line. This statement is not entirely correct. The acquisition by the CN and its ensuing increase in freight traffic will cause the need and implementation of additional capacity improvements not originally considered to accommodate the STAR Line. These extra improvements will cause the cost of the STAR Line Project to increase thereby subjecting the Project to possible disqualification under the cost benefit standard developed by the Federal Transit Administration. In addition, although the SEA states that "Metra has a history of working collaboratively with freight railroads," the level of CN's cooperation with Metra is not at the level Metra has enjoyed with the other Chicago area railroads. We hope to establish a good working relationship with the CN but need to point out to the Board that while CN cites the Metra Heritage Corridor Service and the Metra North Central Service (NCS) as examples of the cooperative effort that Metra can expect from CN in working toward the STAR Line implementation, service on these two lines was implemented not by the CN but by its predecessors, the Illinois Central and the Wisconsin Central Ltd, respectively. CN's involvement has been with their continued operation. Therefore, the SEA should not assume that Metra would receive the same collaborative working relationship in its attempts to implement the Star Line that Metra enjoyed with the other freight railroads. In fact, Metra expects that CN will be aggressive in pushing their freight agenda and this may jeopardize

commuter rail's interests. Because Metra's plans for the STAR Line entail substantial public benefits, STB review and monitoring is necessary to assure that this Project is able to be implemented.

- Page 4.1-45 states that based upon the analysis of the four interlockings (Barrington, Spaulding, West Chicago and Joliet) currently used by Metra and crossing the EJ&E, SEA concluded that the CN could physically operate across the interlockings without adversely affecting existing and proposed Metra trains. At West Chicago, the number of UP trains in the analysis seems very low at 38. During discussions between Metra and UP related to Metra's New Start expansion, UP estimated that the number of trains operating through that interlocking was between 50 -70 per day and on page 3.1-27 of the Draft EIS describing Metra's UP West Line Service, it states that UP operates more than 50 trains per day through this interlocking. If the analysis were to be changed to use a more realistic 50 daily UP trains and the increased Metra New Start service number of 64 daily trains is used, the analysis would fail as the interlocking would be occupied slightly more than 24 hours in a single day. We believe that this logic and the methodology used is somewhat flawed as the UP has 3 tracks at this interlocking and more than one UP train can occupy the interlocking at any one time. Nevertheless, the West Chicago interlocking will become extremely congested and can not suffer any down time due to mechanical or electronic problems. CN has stated that the current level of EJ&E signal maintainers on the EJ&E corridor is sufficient. However, if the West Chicago signal maintainer is called out to repair a gate miles away from the West Chicago interlocking and the interlocking malfunctions, Metra commuter service and UP freight service are exposed to the potential for serious delay while waiting for that maintainer to make his gate repair, return and then focus on the interlocking repair. Metra believes that due to the close time tolerances involved and the high volume of trains at this interlocking, the SEA should insist that, at a minimum, one EJ&E maintainer be dedicated to cover only this interlocking, between 4am to noon and noon to 8pm because there is no margin of error. Metra recognizes that it is the senior railroad at the Spaulding and Joliet interlockings and that the Union Pacific has seniority at the Barrington and West Chicago interlockings and such seniority provides Metra with a level of assurance that its commuter trains and Union Pacific's freight trains will have priority over other trains, including CN's proposed new operations; however, inefficient operation and maintenance of the EJ&E line could undermine such priority. STB should monitor and review this situation for a minimum period of 10 years to ensure that CN efficiently and effectively operate and maintain the West Chicago interlocking plant, and if they do not, require that proper remedial measures be put in place.
- Voluntary Mitigation Measure 76 on page 6-12 states that during and after construction, the CN shall maintain the pedestrian tunnel at the Matteson commuter station. We assume this means that any proposed connection construction by CN will not interfere with the public's access along Front Street. Though Metra was not involved in any previous discussions regarding this tunnel or the connection, any plans by CN for the connection must include preliminary and ongoing discussions with Metra regarding tunnel access, track construction, impacts and pedestrian safety.
- Metra asks that the STB take specific note of CN's claim that this transaction, if approved, will result in the reduction of freight traffic on its Waukesha Subdivision south of Leighton,

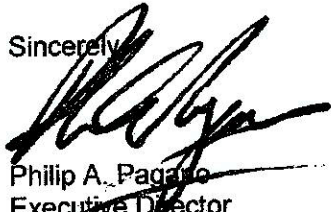
The Honorable Anne K. Quinlan
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where Metra operates a portion of its NCS line. Due to the substantial investment of capacity improvements by Metra in this corridor, Metra suggests that if this pro-offered remedial benefit is to be truly valued, and factored into the environmental benefits of this transaction, then the STB should mandate that CN reduce its freight service on this portion of the Subdivision and stipulate that such excess capacity be made available to Metra to provide additional commuter rail service for the benefit of the public.

Metra and the CN have been in discussion to attempt to reach an agreement that resolves Metra's concerns over this proposed transaction. To date, the parties have been unable to reach a negotiated settlement, though discussions continue.

By separate cover, Metra has provided technical corrections to the draft EIS to the HDR consultants for their consideration. These technical changes should not alter the impacts defined in the EIS, but will enhance the accuracy of the final document.

Sincerely,



Philip A. Pagano
Executive Director