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**BEFORE THE
SURFACE TRANSPORTATION BOARD**

Docket No. AB-33 (Sub-No. 278X)

**UNION PACIFIC RAILROAD COMPANY
-- ABANDONMENT EXEMPTION --
IN SAN JOAQUIN and STANISLAUS COUNTIES, CA
(MCHENRY INDUSTRIAL LEAD)**

Combined Environmental and Historic Report

UNION PACIFIC RAILROAD COMPANY

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**Dated: May 15, 2009
Filed: May 19, 2009**

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Docket No. AB-33 (Sub-No. 278X)

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IN SAN JOAQUIN and STANISLAUS COUNTIES, CA
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Combined Environmental and Historic Report

Union Pacific Railroad Company ("UP") submits this Combined Environmental and Historic Report ("EHR") pursuant to 49 C.F.R. § 1105.7(e) and 49 C.F.R. § 1105.8(d), respectively, for an exempt abandonment of a portion of the McHenry Industrial Lead, from Milepost 21.25 near Escalon to Milepost 26.43 near McHenry, a total distance of 5.18 miles in San Joaquin and Stanislaus Counties, California (the "Line"). The Line traverses U.S. Postal Service zip codes 95320 and 95356. UP anticipates that it will file a Notice of Exemption to abandon the Line on or after June 8, 2009.

A map of the Line (Attachment No. 1), and UP's letter to federal, state, and local government agencies (Attachment No. 2) are attached to this EHR. To date, UP has not received any responses to its letter.

ENVIRONMENTAL REPORT
49 C.F.R. § 1105.7(e)

(1) Proposed action and alternatives. Describe the proposed action, including commodities transported, the planned disposition (if any) of any rail line and other structures that may be involved, and any possible changes in current operations or maintenance practices. Also describe any reasonable alternatives to the proposed action. Include a readable, detailed map and drawings clearly delineating the project.

Response: The proposed action involves an exempt abandonment of a portion of UP's McHenry Industrial Lead. The Line extends from Milepost 21.25, near Escalon, to Milepost 26.43, near McHenry, a distance of 5.18 miles in San Joaquin and Stanislaus Counties, California. A map of the Line is attached as Attachment No. 1.

The Line was constructed by the Tidewater Southern Railway in 1912. The Line is constructed with a combination of 100, 112, and 115-pound jointed rail and 115 and 119-pound welded rail. Installation dates for these materials range from 1971 through 1992.

The right-of-way proposed for abandonment could be suitable for other public purposes, including roads or highways, other forms of mass transportation, conservation, energy production or transmission, or recreation. However, due to the limited population base in the area, there appears to be no need for such uses of the right-of-way.

The Line contains a limited amount of reversionary property. Based upon information in UP's possession, the Line does not contain any federally granted rights-of-way. Any documentation in UP's possession will be made available to those requesting it.

After the proposed abandonment, the closest available rail service to McHenry would be available from both UP and BNSF Railway Company ("BNSF") at Escalon, and from the Modesto and Empire Traction Company, UP, and BNSF at Modesto. The McHenry area is also well served by local roads, while California Route 99 is located approximately 5 miles west of McHenry.

No local traffic has moved over the Line during the past two years, and there is no overhead traffic or passenger service on the Line. No complaint regarding cessation of service has been filed, is pending, or has been ruled upon in favor of a complainant during the prior two years.

(2) Transportation System. Describe the effects of the proposed action on regional or local transportation systems and patterns. Estimate the amount of traffic (passenger or freight) that will be diverted to other transportation systems or modes as a result of the proposed action.

Response: Given that no traffic uses the Line, the proposed abandonment will have no impact on area transportation systems and patterns.

(3) Land Use.

(i) Based on consultation with local and/or regional planning agencies and/or a review of the official planning documents prepared by such agencies, state whether the proposed action is consistent with existing land use plans. Describe any inconsistencies.

(ii) Based on consultation with the U.S. Soil Conservation Service, state the effect of the proposed action on any prime agricultural land:

(iii) If the action affects land or water uses within a designated coastal zone, include the coastal zone information required by 49 C.F.R. § 1105.9.

(iv) If the proposed action is an abandonment, state whether or not the right-of-way is suitable for alternative public use under 49 U.S.C. § 10905 and explain why.

Response:

(i) UP is unaware of any adverse effects on local and existing land use plans. To date, UP has received no response from the county supervisors it has contacted regarding the proposed abandonment.

(ii) The Natural Resources Conservation Service has been contacted. To date, UP has received no response.

(iii) Not applicable.

(iv) The right-of-way proposed for abandonment could be suitable for other public purposes, including roads or highways, other forms of mass transportation, conservation, energy production or transmission, or recreation. However, due to the limited population base in the area, there appears to be no need to use the right-of-way for any of these purposes. UP believes the highest and best use of the property would be to dispose of UP's interests through sales to adjacent property owners.

(4) Energy.

(i) Describe the effect of the proposed action on transportation of energy resources.

(ii) Describe the effect of the proposed action on recyclable commodities.

(iii) State whether the proposed action will result in an increase or decrease in overall energy efficiency and explain why.

(iv) If the proposed action will cause diversions from rail to motor carriage of more than:

(A) 1,000 rail carloads a year, or

(B) an average of 50 rail carloads per mile per year for any part of the affected line, quantify the resulting net change in energy consumption and show the data and methodology used to arrive at the figure given.

- Response:** (i) There will be no effects on the transportation of energy resources.
- (ii) No recyclable commodities move over the Line.
- (iii) There will be no change in energy consumption from the proposed action.
- (iv)(A)(B) UP does not anticipate that there will be any rail-to-motor diversion.

(5) Air. (i) If the proposed action will result in either:

(A) an increase in rail traffic of at least 100% (measured in gross ton miles annually) or an increase of at least eight trains a day on any segment of rail line affected by the proposal, or

(B) an increase in rail yard activity of at least 100% (measured by carload activity), or

(C) an average increase in truck traffic of more than 10% of the average daily traffic or 50 vehicles a day on any affected road segment, quantify the anticipated effect on air emissions. For a proposal under 49 U.S.C. §10901 (or §10505) to construct a new line or reinstitute service over a previously abandoned line, only the eight train a day provision in subsection (5)(i)(A) will apply.

Response: UP does not anticipate any such effects.

(5) Air. (ii) If the proposed action affects a class 1 or nonattainment area under the Clean Air Act, and will result in either:

(A) an increase in rail traffic of at least 50% (measured in gross ton miles annually) or an increase of at least three trains a day on any segment of rail line, or

(B) an increase in rail yard activity of at least 20% (measured by carload activity), or

(C) an average increase in truck traffic of more than 10% of the average daily traffic or 50 vehicles a day on a given road segment, then state whether any expected increased emissions are within the parameters established by the State Implementation Plan. However, for a rail construction under 49 U.S.C. §10901 (or 49 U.S.C. §10505), or a case involving the reinstatement of service over a previously abandoned line, only the three train a day threshold in this item shall apply.

Response: There will be no increase in rail traffic, rail yard activity, or truck traffic as a result of the proposed action.

(5) Air. (iii) If transportation of ozone depleting materials (such as nitrogen oxide and freon) is contemplated, identify: the materials and quantity; the frequency of service; safety practices (including any speed restrictions); the applicant's safety record (to the extent available) on derailments, accidents and spills; contingency plans to deal with accidental spills; and the likelihood of an accidental release of ozone depleting materials in the event of a collision or derailment.

Response: The proposed action will not affect the transportation of ozone-depleting materials.

(6) Noise. If any of the thresholds identified in item (5)(i) of this section are surpassed, state whether the proposed action will cause:

(i) an incremental increase in noise levels of three decibels Ldn or more or

(ii) an increase to a noise level of 65 decibels Ldn or greater. If so, identify sensitive receptors (e.g., schools, libraries, hospitals, residences, retirement communities, and nursing homes) in the project area and quantify the noise increase for these receptors if the thresholds are surpassed.

Response: Not applicable.

(7) Safety.

(i) Describe any effects of the proposed action on public health and safety (including vehicle delay time at railroad grade crossings).

(ii) If hazardous materials are expected to be transported, identify: the materials and quantity; the frequency of service; whether chemicals are being transported that, if mixed, could react to form more hazardous compounds; safety practices (including any speed restrictions); the applicant's safety record (to the extent available) on derailments, accidents and hazardous spills; the contingency plans to deal with accidental spills; and the likelihood of an accidental release of hazardous materials.

(iii) If there are any known hazardous waste sites or sites where there have been known hazardous materials spills on the right-of-way, identify the location of those sites and the types of hazardous materials involved.

Response: (i) The proposed action will have no detrimental effects on public health and safety.

(ii) The proposed action will not affect the transportation of hazardous materials.

(iii) There are no known hazardous materials waste sites or sites where known hazardous material spills have occurred on or along the Line's right-of-way.

(8) Biological resources.

(i) Based on consultation with the U.S. Fish and Wildlife Service, state whether the proposed action is likely to adversely affect endangered or threatened species or areas designated as a critical habitat, and if so, describe the effects.

(ii) State whether wildlife sanctuaries or refuges, National or State parks or forests will be affected, and describe any effects.

Response: (i) The U.S. Fish and Wildlife Service has been contacted. To date, UP has received no response.

(ii) The National Park Service has been contacted. To date, UP has received no response.

(9) Water.

(i) Based on consultation with State water quality officials, state whether the proposed action is consistent with applicable Federal, State or local water quality standards. Describe any inconsistencies.

(ii) Based on consultation with the U.S. Army Corps of Engineers, state whether permits under Section 404 of the Clean Water Act (33 U.S.C. § 1344) are required for the proposed action and whether any designated wetlands or 100-year flood plains will be affected. Describe the effects.

(iii) State whether permits under Section 402 of the Clean Water Act (33 U.S.C. § 1342) are required for the proposed action. (Applicants should contact the U.S. Environmental Protection Agency or the state environmental protection or equivalent agency if they are unsure whether such permits are required.)

Response: (i) The U.S. Environmental Protection Agency Regional Office and California Environmental Protection Agency have been contacted. To date, UP has received no response from either agency.

(ii) The U.S. Army Corps of Engineers has been contacted. To date, UP has received no response.

(iii) UP does not anticipate that there will be any requirements for Section 402 permits.

(10) Proposed Mitigation. Describe any actions that are proposed to mitigate adverse environmental impacts, indicating why the proposed mitigation is appropriate.

Response: There are no known adverse environmental impacts.

HISTORIC REPORT
49 C.F.R. § 1105.8(d)

(1) A U.S.G.S. topographic map (or an alternate map drawn to scale and sufficiently detailed to show buildings and other structures in the vicinity of the proposed action) showing the location of the proposed action, and the locations and approximate dimensions of railroad structures that are 50 years old or older and are part of the proposed action:

Response: See Attachment No. 1.

(2) A written description of the right-of-way (including approximate widths to the extent known), and the topography and urban and/or rural characteristics of the surrounding area:

Response: The topography is generally level. The Line runs primarily through agricultural areas, with some intermixed residential and industrial areas. The right-of-way width generally varies from 50 to 60 feet.

(3) Good quality photographs (actual photographic prints, not photocopies) of railroad structures on the property that are 50 years old or older and of the immediately surrounding area:

Response: UP has provided California Historic Preservation Agency with photographs of each of the structures on the Line that are 50 years old or older. A copy of the letter to the Deputy State Historic Preservation Officer and photographs are attached as Attachment No. 3. To date UP has received no response.

(4) The date(s) of construction of the structure(s), and the date(s) and extent of any major alterations to the extent such information is known:

Response: See Attachment No. 1.

(5) A brief narrative history of carrier operations in the area, and an explanation of what, if any, changes are contemplated as a result of the proposed action:

Response: See UP's response to question (1) in the Environmental Report for a brief history and description.

(6) A brief summary of documents in the carrier's possession, such as engineering drawings, that might be useful in documenting a structure that is found to be historic:

Response: UP does not have any relevant documentation.

(7) An opinion (based on readily available information in the UP's possession) as to whether the site and/or structures meet the criteria for listing on the National Register of Historic Places (36 C.F.R. § 60.4), and whether there is a likelihood of archeological resources or any other previously unknown historic properties in the project area, and the basis for these opinions (including any consultations with the State Historic Preservation Office, local historical societies or universities):

Response: At this time, UP knows of no historic sites or structures or archeological resources on the Line or in the project area. UP is of the opinion that there is nothing in the scope of the proposed abandonment that merits historical comment and that any archeological sites within the scope of the right-of-way would have previously been disturbed during the construction and maintenance of the Line.

(8) A description (based on readily available information in the railroad's possession) of any known prior subsurface ground disturbance or fill, environmental conditions (naturally occurring or manmade) that might affect the archeological recovery of resources (such as swampy conditions or the presence of toxic wastes), and the surrounding terrain.

Response: UP does not have any such readily available information.

(9) Within 30 days of receipt of the historic report, the State Historic Preservation Officer may request the following additional information regarding specified non-railroad owned properties or groups of properties immediately adjacent to the railroad right-of-

way. Photographs of specified properties that can be readily seen from the railroad right-of-way (or other public rights-of-way adjacent to the property) and a written description of any previously discovered archeological sites, identifying the locations and type of the site (i.e., prehistoric or native American):

Response: Not applicable.

Dated this 15th day of May, 2009.

Respectfully submitted,



UNION PACIFIC RAILROAD COMPANY

Gabriel S. Meyer

Assistant General Attorney

1400 Douglas Street, Mail Stop 1580

Omaha, Nebraska 68179

(402) 544-1658

(402) 501-3393 FAX

CERTIFICATE OF SERVICE

The undersigned hereby certifies that a copy of the foregoing Combined Environmental and Historic Report in Docket No. AB-33 (Sub-No. 278X), the McHenry Industrial Lead in San Joaquin and Stanislaus Counties, California was served by First Class U.S. Mail, postage prepaid, on the 15th day of May, 2009, on the following parties:

State Clearinghouse (or alternate):

Office of Planning and Research
1400 Tenth Street
Sacramento, CA 95814

State Environmental Protection Agency:

California Environmental Protection Agency
1001 I Street
Sacramento, CA 95814

State Coastal Zone Management Agency**(If applicable):**

California Coastal Commission
45 Fremont Street
Suite 2000
San Francisco, CA 94105-2219

Head of each County:

San Joaquin County Supervisor
Courthouse Room 701
222 E. Weber Ave
Stockton, CA 95202

Stanislaus County Supervisor
1010 10th Street, Suite 6700
Modesto, CA 95354

Environmental Protection Agency**(Regional Office):**

U.S. Environmental Protection Agency
Region 9
75 Hawthorne Street
San Francisco, CA 94105

U.S. Fish and Wildlife:

U.S. Fish & Wildlife Service, Region 8
2800 Cottage Way W-2606
Sacramento, CA 95825

U.S. Army Corps of Engineers:

U. S. Army Corps of Engineers,
Sacramento District
1325 J Street
Sacramento, CA 95814

National Park Service:

National Park Service
Pacific West Region
One Jackson Center
1111 Jackson Street, Suite 700
Oakland, CA 94607

U.S. Natural Resources Conservation Service:

State Conservationist
Natural Resource Conservation Service
4625 W Jennifer Ave., Ste. 109
Fresno, CA 93722

National Geodetic Survey:

National Geodetic Survey
SSMC-3 #9209
NOAA N/NGS2
1315 E-W Highway
Silver Spring, MD 20910-3282

State Historic Preservation Office:

California Department of Parks and Recreation
Office of Historic Preservation
1416 9th Street, Room 1442
P. O. Box 942896
Sacramento, CA 94296-0001

Dated this 15th day of May, 2009.


Gabriel S. Meyer

Attachment No. 1



BRIDGE NO.	BRIDGE TYPE	TOTAL LENGTH	DATE
22.74	5 - SPAN DECK PLATE GIRDER,	857	1942
59	SPAN THROUGH PLATE TRESTLE BALLAST DECK		
25.36	2 - SPAN THROUGH PLATE TRESTLE BALLAST DECK	25	1812

STATION	MILE POST
MCHENRY	.26.1

Legend

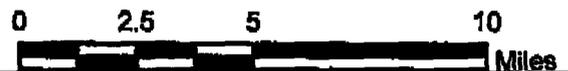
- 50 + YEAR OLD STRUCTURES
- UPRR TO BE ABANDONED
- OTHER UPRR LINES
- OTHER RAILROADS
- PRINCIPAL HIGHWAYS
- OTHER ROADS

MCHENRY INDUSTRIAL LEAD

MP 21.25 TO MP 26.43
 TOTAL OF 5.18 MILES IN CALIFORNIA,
 IN SAN JOAQUIN COUNTY = 1.58 MILES
 IN STANISLAUS COUNTY = 3.63 MILES

UNION PACIFIC RAILROAD CO.
 MCHENRY INDUSTRIAL LEAD
 CALIFORNIA

INCLUDING 50+ YEAR OLD STRUCTURES



Attachment No. 2



Law Department

February 11, 2009

State Clearinghouse (or alternate):

Office of Planning and Research
1400 Tenth Street
Sacramento, CA 95814

State Environmental Protection Agency:

California Environmental Protection Agency
1001 I Street
Sacramento, CA 95814

State Coastal Zone Management Agency**(if applicable):**

California Coastal Commission
45 Fremont Street
Suite 2000
San Francisco, CA 94105-2219

Head of each County:

San Joaquin County Supervisor
Courthouse Room 701
222 E. Weber Ave
Stockton, CA 95202

Stanislaus County Supervisor

1010 10th Street, Suite 6700
Modesto, CA 95354

Environmental Protection Agency**(Regional Office):**

U.S. Environmental Protection Agency
Region 9
75 Hawthorne Street
San Francisco, CA 94105

U.S. Fish and Wildlife:

U.S. Fish & Wildlife Service, Region 8
2800 Cottage Way W-2606
Sacramento, CA 95825

U.S. Army Corps of Engineers:

U. S. Army Corps of Engineers,
Sacramento District
1325 J Street
Sacramento, CA 95814.

National Park Service:

National Park Service
Pacific West Region
One Jackson Center
1111 Jackson Street, Suite 700
Oakland, CA 94607

U.S. Natural Resources Conservation Service:

State Conservationist,
Natural Resource Conservation Service
4625 W Jennifer Ave., Ste. 109
Fresno, CA 93722

National Geodetic Survey:

National Geodetic Survey
SSMC-3 #9209
NOAA N/NGS2
1315 E-W Highway
Silver Spring, MD 20910-3282

State Historic Preservation Office:

California Department of Parks and Recreation
Office of Historic Preservation
1416 9th Street, Room 1442
P. O. Box 942896
Sacramento, CA 94296-0001

Re: Proposed Abandonment of the McHenry Industrial Lead from Milepost 21.25 near Escalon to Milepost 26.43 near McHenry, a total distance of 5.18 miles in San Joaquin and Stanislaus Counties, California; STB Docket No. AB-33 (Sub-No. 278X)

Dear Sirs:

Union Pacific Railroad Company plans to request authority from the Surface Transportation Board (STB) to abandon and discontinue service on the McHenry Industrial Lead from Milepost 21.25 near Escalon to Milepost 26.43 near McHenry, a total distance of 5.18 miles in San Joaquin and Stanislaus Counties, California. A map of the proposed track abandonment shown in black is attached.

Pursuant to the STB's regulations at 49 C.F.R. Part 1152, and the environmental regulations at 40 C.F. R. Part 1105.7, this is to request your assistance in identifying any potential effects of this action as indicated in the paragraphs below. We do not anticipate any adverse environmental impacts. However, if you identify any adverse environmental impacts, describe any actions that are proposed in order to mitigate the environmental impacts. Please provide us with a written response that can be included in an Environmental Report, which will be sent to the STB.

LOCAL AND/OR REGIONAL PLANNING AGENCIES. State whether the proposed action is consistent with existing land use plans. Describe any inconsistencies.

U. S. SOIL CONSERVATION SERVICE. State the effect of the proposed action on any prime agricultural land.

U. S. FISH AND WILDLIFE SERVICE (And State Game And Parks Commission. If Addressed). State (1) whether the proposed action is likely to adversely affect endangered or threatened species or areas designated as a critical habitat, and if so, describe the effects, and, (2) whether wildlife sanctuaries or refuges, National or State parks or forests will be affected, and describe any effects.

STATE WATER QUALITY OFFICIALS. State whether the proposed action is consistent with applicable Federal, State or Local water quality standards. Describe any inconsistencies.

U. S. ARMY CORPS OF ENGINEERS. State (1) whether permits under Section 404 of the Clean Water Act (33 U.S. C. § 1344) are required for the proposed action and (2) whether any designated wetlands or 100-year flood plains will be affected. Describe the effects.

U. S. ENVIRONMENTAL PROTECTION AGENCY AND STATE ENVIRONMENTAL PROTECTION (OR EQUIVALENT AGENCY). (1) Identify any potential effects on the surrounding area, (2) identify the location of hazardous waste sites and known hazardous material spills on the right-of-way and list the types of hazardous materials involved, and (3) state whether permits under Section 402 of the Clean Water Act (33 U.S.C. § 1342) are required for the proposed action.

Thank you for your assistance. Please send your reply to the undersigned.

Sincerely,



Colleen K. Graham
Paralegal
Union Pacific Railroad
Law Department
1400 Douglas St., Stop 1580
Omaha, NE 68179
(w) 402-544-1643
cgraham@up.com

CKG/

Enclosure(s)

Attachment No. 3



Law Department

February 11, 2009

State Historic Preservation Office
 California Department of Parks and Recreation Office of Historic Preservation
 1416 9th Street, Room 1442
 P. O. Box 942896
 Sacramento, CA 94296-0001

Re: Proposed Abandonment of the McHenry Industrial Lead from Milepost 21.25 near Escalon to Milepost 26.43 near McHenry, a total distance of 5.18 miles in San Joaquin and Stanislaus Counties, California.; STB Docket No. AB-33 (Sub-No. 278X)

Dear Sirs:

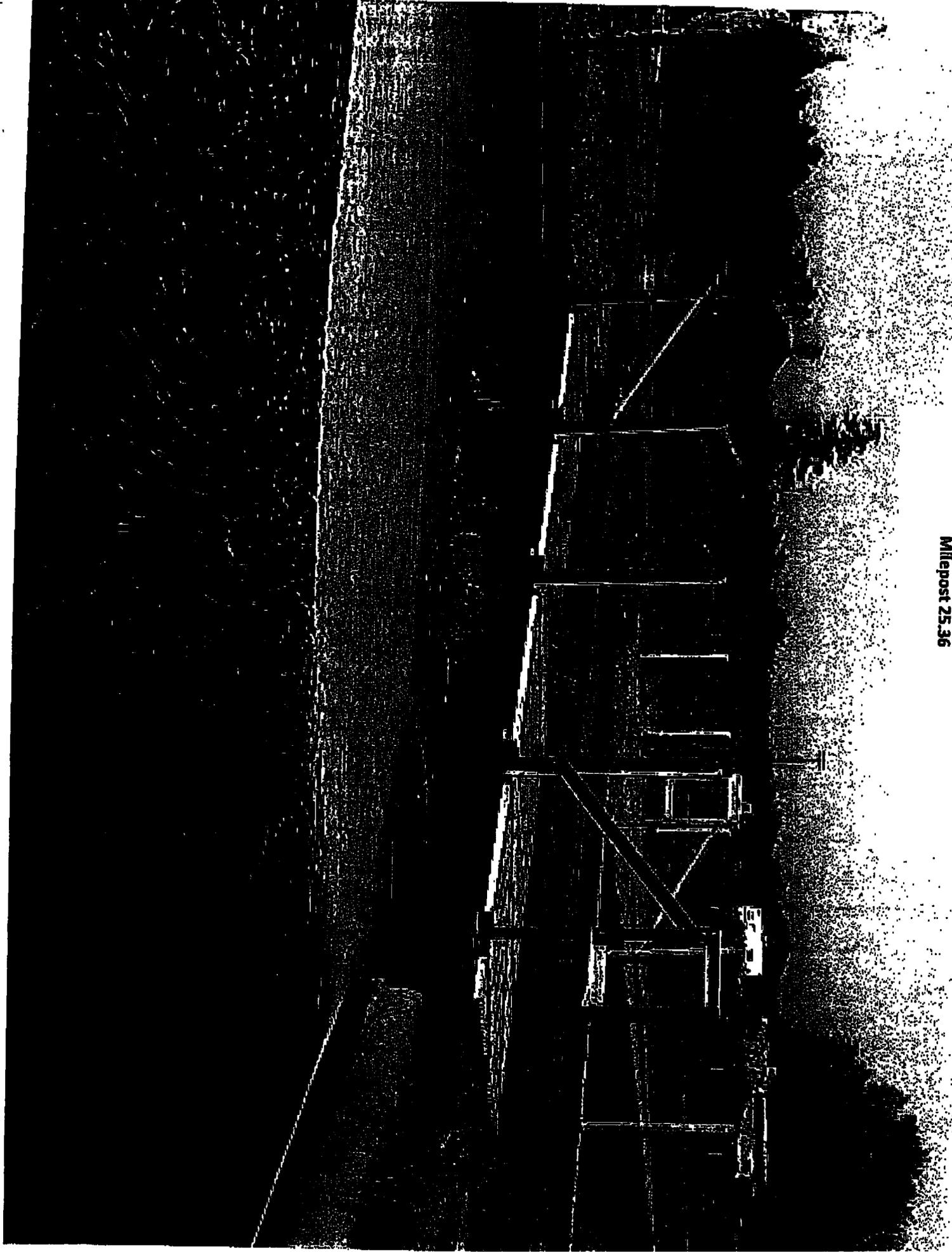
Enclosed for your review are photographs of below listed bridges. Also enclosed is a map of the proposed abandonment. The bridges are as follows:

Milepost	Length	Year Constructed
22.74	4-55' DPG	1942
	1-30' DPG	1942
	59 Span 872' TPTOD	1942
25.36	2 Span 25' TPOD	1912

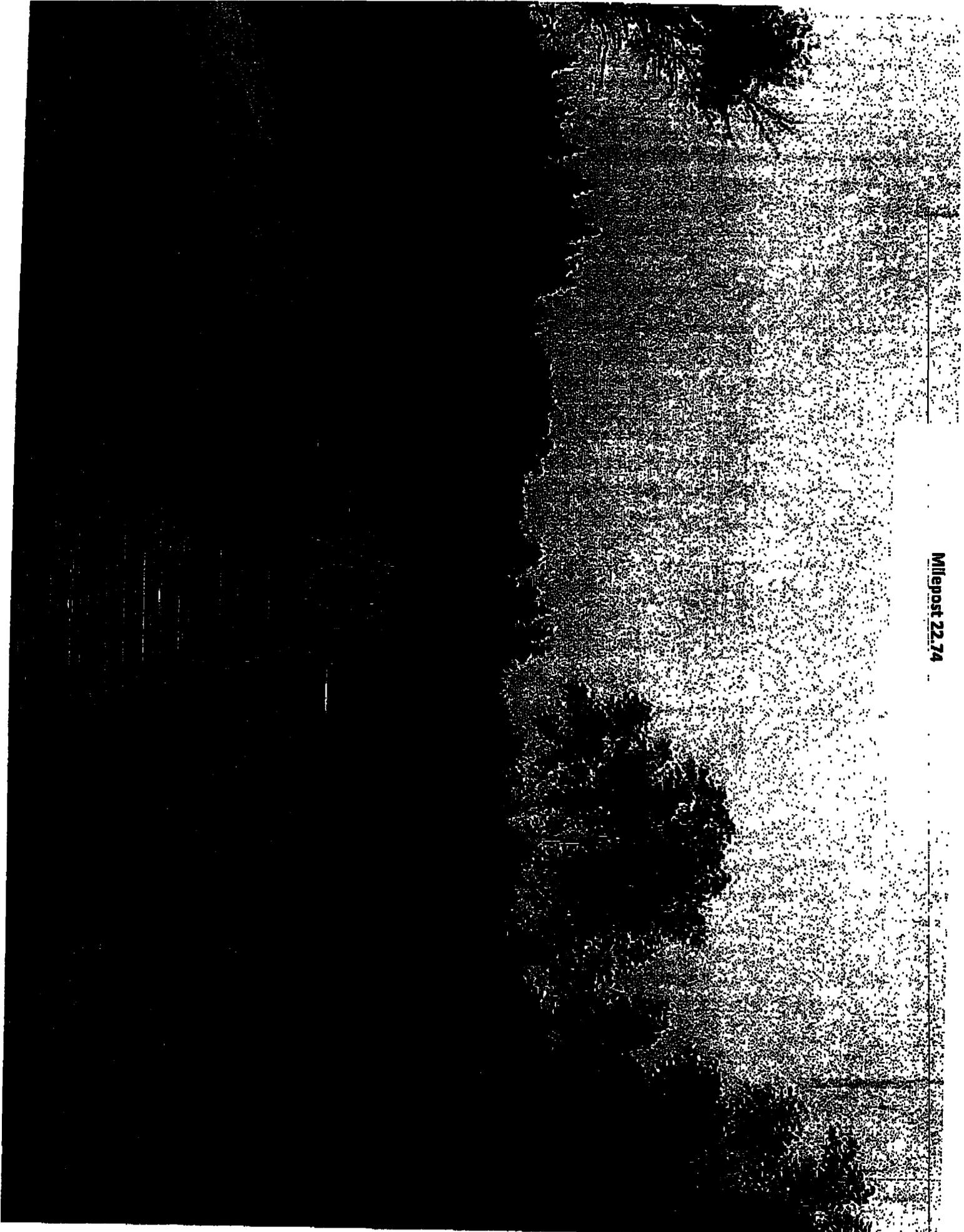
lease advise if there is any historical significance to these bridges.

Sincerely,

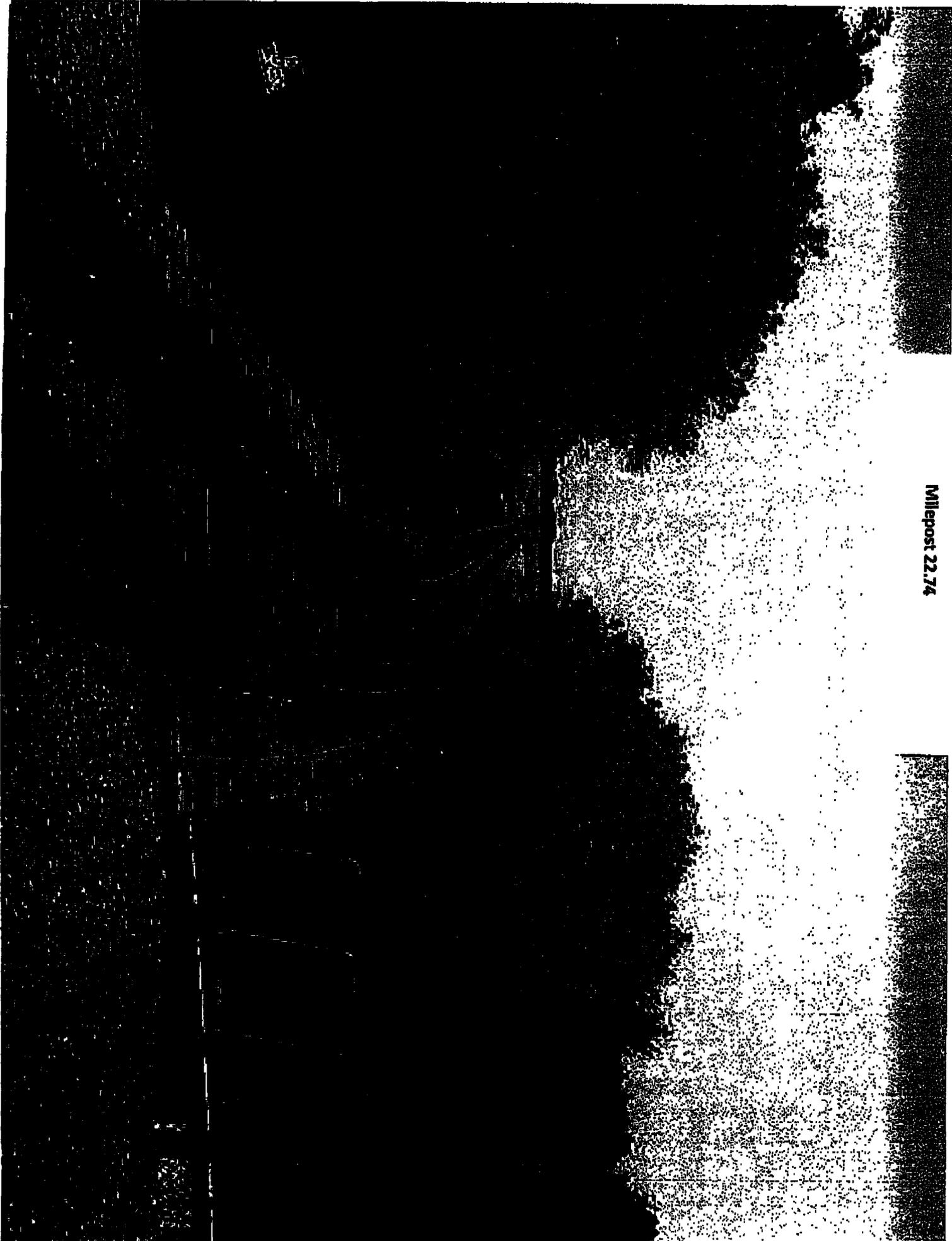
Colleen K. Graham
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 Union Pacific Railroad
 Law Department
 1400 Douglas St., Stop 1580
 Omaha, NE 68179
 (w) 402-544-1643
 cgraham@up.com
 Enclosure(s)



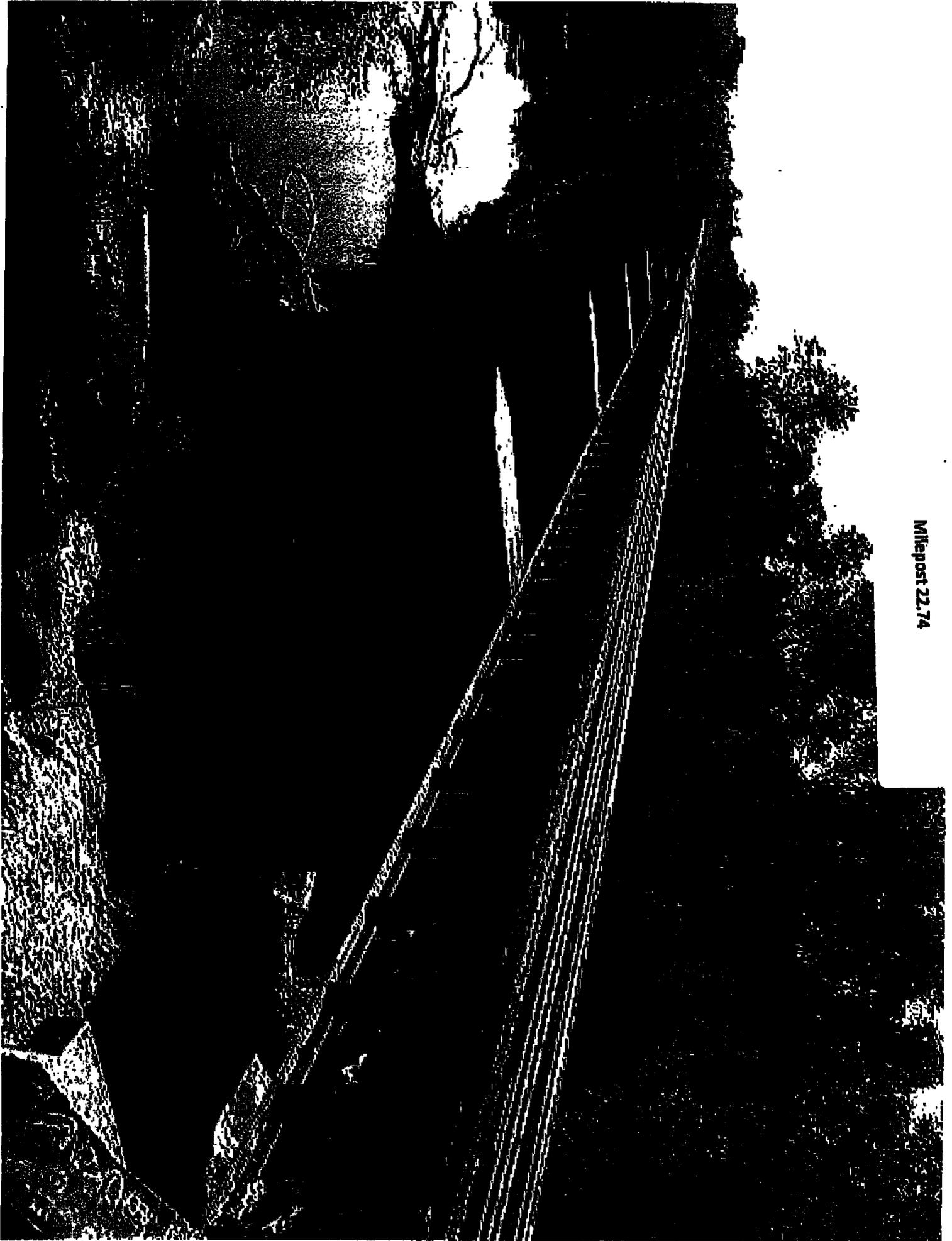
Milepost 25.36



Milepost 22.74



Millepost 22.74



Milepost 22.74