oxides (NOx) and volatile hydrocarbons (HC) in the presence of sunlight. Lead (Pb) is present in trace quantities in fuel oils. However, for purposes of this study, the magnitude of lead emissions associated with diesel fuel combustion is not anticipated to be significant; therefore, it is not shown in the table.

Contiguous areas of the country having similar topography and air quality management needs are grouped into Air Quality Control Regions (AQCRs). The ambient air quality concentrations in a given AQCR may exceed these NAAQS making the AQCR a nonattainment area. If pollutant concentrations are less than the standards, the AQCR is referred to as an attainment area. Part 6 of the ER presents the attainment status of the AQCRs in all states affected by the proposed UP/SP merger. Air quality impacts associated with the proposed merger were evaluated for each affected AQCR. In some cases, a rail line segment crosses more than one AQCR. For purposes of this analysis a conservative approach was taken; if a portion of an AQCR is designated as nonattainment for one or more pollutants, the entire AQCR is assumed to be nonattainment.

Some areas of the country, such as National Parks and National Wildlife Areas, are further designated as Prevention of Significant Deterioration (PSD) Class I air quality areas. There are no rail line segments in PSD Class I areas which will experience increases exceeding STB thresholds.

The threshold values which determine whether the impact to ambient air quality adjacent to a rail segment must be assessed are specified in 49 CFR 1105.7(e)(5) and summarized below.

### STB AIR QUALITY THRESHOLDS FOR IMPACT ANALYSIS

<table>
<thead>
<tr>
<th>ACTIVITY</th>
<th>THRESHOLD</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Attainment Areas</strong> [49 CFR 1105.7(e)(5)(I)]</td>
<td></td>
</tr>
<tr>
<td>Rail line segment</td>
<td>Increase of 8 trains/day or 100% as measured in gross ton miles annually</td>
</tr>
<tr>
<td><strong>Nonattainment Areas or PSD Class I Areas</strong> [49 CFR 1105.7(e)(5)(ii)]</td>
<td></td>
</tr>
<tr>
<td>Rail line segment</td>
<td>Increase of 3 trains/day or 50% as measured in gross ton miles annually</td>
</tr>
</tbody>
</table>
1.3.2 Noise

The STB regulations require the performance of noise studies for all rail line segments on which traffic will increase by at least 100% as measured by gross ton miles annually or at least eight trains per day. Noise sensitive land uses where the weighted 24-hour sound exposure level $L_{dn}$ will increase by 3 decibels (dBA) or will meet or exceed 65 dBA are required to be identified. Methodologies used to evaluate noise impacts along rail line segments were previously discussed in Part 6 of the ER. For this study, any increase in $L_{dn}$ less than 2 decibels was considered insignificant, and only segments where the projected change in traffic would cause at least a 2 decibel increase in $L_{dn}$ were evaluated.

Details of the approach used to identify noise impacts on the above-threshold segments and the models used to project noise exposure were previously presented in Part 6 of the ER. Following is a summary of the steps taken:

1. Noise sensitive land uses near line segments were identified. When possible, the towns that the rail segments pass through were visited to inventory the noise sensitive land uses. For towns that were not visited, land use along the line was analyzed on the basis of USGS 7.5 minute quad maps. In some locations it is unclear from the USGS maps whether land use is residential or commercial/industrial. In most cases, residential land use was assumed, to ensure that potential noise impacts are not overlooked.

2. $L_{dn}$ 65 contours were drawn on the USGS maps for each community. For the noise projections, the average train was assumed to be pulled by 3.5 locomotives, 5000 feet long, and traveling at 50 mph. It was assumed that train horns are sounded starting ¼-mile before all grade crossings and continuing until the locomotive is through the grade crossing. Where, based on either a site visit or information on USGS maps, buildings along the tracks act as acoustical shielding for buildings farther from the tracks, an assumption, based on available data was made. It was assumed that the acoustical shielding reduces levels of train noise by 5 dBA. This is an important assumption since acoustical shielding by buildings can greatly reduce the extent of noise impacts.
3. Approximate counts were made of the number of residences, schools, nursing homes and libraries and churches within the $L_{dn}$ 65 contour for both the pre-merger and post-merger train volumes.

This report includes eight segments where the projected post-merger train volumes (including BN/Santa Fe trains, using BN/Santa Fe projections) are sufficient to require a noise assessment. Table 1-2 summarizes the line segments that exceed the STB threshold for a noise study. Also shown in Table 1-2 are the total number of trains using the line segment for the pre- and post-merger cases, the estimated sound exposure increase caused by the increase in train traffic, and whether the increase is greater than 2 dBA requiring tabulation of the noise impacts. For two of the segments in Table 1-2 the projected increase in volume is sufficient to cause a 3 dBA or greater increase in noise exposure. With the information available, it was not feasible to estimate the number of noise sensitive land uses where $L_{dn}$ will increase by 3 dBA in addition to counting the number where $L_{dn}$ will exceed 65 dBA.

In addition, for four segments (Sparks to Roseville; Bond to Dotsero; Winnemucca to Sparks; and Iowa Junction to Beaumont which were previously analyzed in Part 2 of the ER), a simplified approach has been used. On-site counts of noise sensitive receivers for these four rail line segments developed by SEA's third-party consultant using standard noise measurement methodology and train counts shown in the ER were adjusted to reflect the revised post-merger train volumes based on BN/Santa Fe traffic estimates. This simplified methodology was used to generate a representative estimate of the noise sensitive receivers within the post-merger $L_{dn}$ 65 contours. The procedure used to increase in the number of residences within the $L_{dn}$ 65 contour based on the previous estimates was:

1. The distances to the $L_{dn}$ contours were estimated for both the post-merger train volumes identified in Part 2 of the ER and the post-merger train volumes based on BN/Santa Fe traffic estimates using the train noise model described in Part 6 of the ER.

---

2 SEA’s on-site counts of noise sensitive receivers replace estimates of noise sensitive receivers for these four line segments shown in the ER, and are reflected in Tables 3-2, 3-3 and 3-4.
2. The projected post-merger increase in the number of residences within the $L_{dn}$ contour was scaled up using the ratio of the increase in the impact distances. This procedure will give a reasonably accurate estimate of the increase in the number of residences inside the $L_{dn}$ 65 contour in areas where population density is relatively uniform. Adjusted numerical values are shown in Table 1-3.

1.3.3 Safety

Public safety considerations related to rail line traffic increases include accidents at highway grade crossings, spills, and releases of hazardous materials.

The proposed merger, including the settlement with BN/Santa Fe, will result in a rerouting of train traffic within the consolidated system, generating increased train traffic densities on some line segments, and decreases on other segments. On a particular rail line, the number of accidents/incidents related to train/vehicle collisions is statistically likely to vary in relation to rail and vehicle traffic volumes as well as with the number of grade crossings.
**TABLE 1-1**

**SUMMARY OF RAIL LINE SEGMENTS MEETING STB EVALUATION THRESHOLDS**

<table>
<thead>
<tr>
<th>RAIL SEGMENT</th>
<th>ORIGIN</th>
<th>DESTINATION TO</th>
<th>LENGTH (MILES)</th>
<th>TRAINS PER DAY</th>
<th>PERCENT CHANGE IN GROSS TON-MILES PER YEAR</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>PRE MERGER</td>
<td>POST MERGER</td>
</tr>
<tr>
<td>BRINKLEY AR</td>
<td>PINE BLUFF AR</td>
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<td>22.6</td>
<td>31.6</td>
<td>9</td>
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<tr>
<td>SHREVEPORT LA</td>
<td>LUFKIN TX</td>
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<td>8.3</td>
<td>11.8</td>
<td>3.5</td>
</tr>
<tr>
<td>AVONDALE LA</td>
<td>LAFAYETTE LA</td>
<td>125</td>
<td>12.2</td>
<td>17.7</td>
<td>5.5</td>
</tr>
<tr>
<td>LAFAYETTE LA</td>
<td>IOWA JCT. LA</td>
<td>58</td>
<td>11.2</td>
<td>16.7</td>
<td>5.5</td>
</tr>
<tr>
<td>IOWA JCT. LA</td>
<td>BEAUMONT TX</td>
<td>75</td>
<td>15.5</td>
<td>30.8</td>
<td>15.3</td>
</tr>
<tr>
<td>DENVER CO</td>
<td>BOND CO</td>
<td>127</td>
<td>11.0</td>
<td>19.6</td>
<td>8.6</td>
</tr>
<tr>
<td>BOND CO</td>
<td>DOTZERO CO</td>
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<td>6.0</td>
<td>14.0</td>
<td>8.0</td>
</tr>
<tr>
<td>Klamath Falls OR</td>
<td>CHEMUL OR</td>
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<td>30.2</td>
<td>8.1</td>
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<td>Alazone NV</td>
<td>Winnemucca NV</td>
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<td>Winnemucca NV</td>
<td>Sparks NV</td>
<td>175</td>
<td>13.8</td>
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<td>12.4</td>
</tr>
<tr>
<td>Sparks NV</td>
<td>Roseville CA</td>
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<td>13.8</td>
<td>25.1</td>
<td>11.3</td>
</tr>
<tr>
<td>Roseville CA</td>
<td>Sacramento CA</td>
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<td>29.1</td>
<td>36.1</td>
<td>7</td>
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<td>Niles JCT. CA</td>
<td>Oakland CA</td>
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<td>24.4</td>
<td>29.8</td>
<td>5.4</td>
</tr>
<tr>
<td>Stockton/Lathrop CA</td>
<td>Sacramento CA</td>
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<td>13.3</td>
<td>23.0</td>
<td>9.7</td>
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<td>Martinez CA</td>
<td>Oakland CA</td>
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<td>25.2</td>
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<td>7.1</td>
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<td>Keddie CA</td>
<td>Bieber CA</td>
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<td>1.0</td>
<td>4.0</td>
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</tr>
</tbody>
</table>

Notes:

* Includes BN/Santa Fe trains, per information derived from BN/SF-1.
### TABLE 1-2
RAIL SEGMENTS EXCEEDING STB TRAFFIC THRESHOLDS FOR NOISE ASSESSMENT

<table>
<thead>
<tr>
<th>RAIL SEGMENT</th>
<th>ORIGIN</th>
<th>DESTINATION TO</th>
<th>LENGTH (MILES)</th>
<th>TRAINS PER DAY*</th>
<th>CHANGE IN TRAINS PER DAY</th>
<th>dB&quot; INCREASE</th>
<th>NOISE IMPACT ASSESSMENT</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>PRE MERGER</td>
<td>POST MERGER</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>BRINKLEY AR</td>
<td>71</td>
<td>22.6</td>
<td>31.6</td>
<td>9</td>
<td>1.5</td>
<td>No</td>
<td></td>
</tr>
<tr>
<td>IOWA JCT. LA</td>
<td>75</td>
<td>15.5</td>
<td>30.8</td>
<td>15.3</td>
<td>3.0</td>
<td>Yes</td>
<td></td>
</tr>
<tr>
<td>DENVER CO</td>
<td>127</td>
<td>11.0</td>
<td>19.6</td>
<td>8.6</td>
<td>2.5</td>
<td>Yes</td>
<td></td>
</tr>
<tr>
<td>BOND CO</td>
<td>38</td>
<td>6.0</td>
<td>14.0</td>
<td>8.0</td>
<td>3.7</td>
<td>Yes</td>
<td></td>
</tr>
<tr>
<td>WINNEMUCCA NV</td>
<td>175</td>
<td>13.8</td>
<td>26.2</td>
<td>12.4</td>
<td>2.8</td>
<td>Yes</td>
<td></td>
</tr>
<tr>
<td>SPARKS NV</td>
<td>139</td>
<td>13.8</td>
<td>25.1</td>
<td>11.3</td>
<td>2.6</td>
<td>Yes</td>
<td></td>
</tr>
<tr>
<td>KLAMATH FALLS OR</td>
<td>74</td>
<td>22.1</td>
<td>30.2</td>
<td>8.1</td>
<td>1.4</td>
<td>No</td>
<td></td>
</tr>
<tr>
<td>STOCKTON/LATHROP CA</td>
<td>46</td>
<td>13.3</td>
<td>23.0</td>
<td>9.7</td>
<td>2.4</td>
<td>Yes</td>
<td></td>
</tr>
</tbody>
</table>

Notes:

* Includes BN/Santa Fe trains, per information derived from BN/SF-1.
** dB sound exposure increases in decibels. Only segments with a minimum of 2 dBA sound exposure increases were evaluated for noise impacts.
### TABLE 1-3
NOISE ASSESSMENT PROJECTIONS

<table>
<thead>
<tr>
<th>Segment</th>
<th>Train Volume (trains per day)</th>
<th>Values from Applicants' Environmental Report</th>
<th>Modified Values</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td>Exist Train</td>
<td>Future Train</td>
</tr>
<tr>
<td>Sparks, NV to Roseville, CA</td>
<td>13.8</td>
<td>22.6</td>
<td>8.8</td>
</tr>
<tr>
<td>Stockton/Lathrop, CA to Sacramento, CA</td>
<td>13.3</td>
<td>17.5</td>
<td>4.2</td>
</tr>
<tr>
<td>Denver, CO to Bond, CO</td>
<td>11.0</td>
<td>17.8</td>
<td>6.8</td>
</tr>
<tr>
<td>Bond, CO to Dotsero, CO</td>
<td>6.0</td>
<td>12.1</td>
<td>6.1</td>
</tr>
<tr>
<td>Klamath, OR to Chemult, OR</td>
<td>22.1</td>
<td>28.2</td>
<td>6.1</td>
</tr>
<tr>
<td>Winnemucca, NV to Sparks, NV</td>
<td>13.8</td>
<td>23.7</td>
<td>9.9</td>
</tr>
<tr>
<td>Iowa Junction, LA to Beaumont, TX</td>
<td>15.5</td>
<td>26.8</td>
<td>11.3</td>
</tr>
<tr>
<td>Brinklely, AR to Pine Bluff, AR</td>
<td>22.6</td>
<td>31.3</td>
<td>8.7</td>
</tr>
</tbody>
</table>

Notes:

* Includes BN/Santa Fe trains, per information derived from BN/SF-1.
2.0 RAIL LINE SEGMENTS

Rail line segment traffic increases proposed as part of the UP/SP merger, including Applicants' estimates of BN/Santa Fe trains operating on the UP/SP system as a result of the settlement, were described in detail in Part 2 of the ER. The 16 rail line segment traffic increases addressed in this report reflect BN/Santa Fe's estimates of the trains it will operate on the UP/SP system as a result of the settlement agreement, combined with Applicants' estimates of Applicants' traffic on the UP/SP system. Air quality and noise impacts related to the individual rail line segments are described in Section 3.0.
3.0 IMPACTS TO RAIL LINE SEGMENTS

The following text summarizes the emission increases for each rail line segment which is projected to experience merger-related traffic increases that exceed the STB threshold for evaluation. This section discusses only those 16 segments identified in this report. The projections for post-merger train traffic in this section are based on Applicants' estimate of Applicants' trains on the line segments after the merger, plus BN/Santa Fe's estimates of its trains on the segments after the merger is a result of the BN/Santa Fe settlement.

Table 3-5 summarizes the estimated emission increases generated by each of these rail line segments and indicates the AQCR. Some of the rail line segments analyzed affect more than one AQCR; also, a given AQCR may be impacted by several segments. The emissions increases in each AQCR shown on Table 3-5 are attributable solely to the increases on the rail lines. Table 3-5 does not attempt to show the merger's overall effect on emissions within the AQCRs because it does not take into account appropriate offsets from abandonments, diversions from other rail lines and truck diversions.

The results of the noise impact assessment are summarized in Table 3-6, which shows the number of noise impacts for the pre- and post-merger train volumes. Table 3-6 shows the number of noise sensitive receptors exposed to noise levels exceeding $L_{dn}$ 65. At most of these receptors the increase in noise exposure will be between 2 and 3 dBA. The increase in noise exposure will be solely due to more trains operating on the tracks; there should be no change in the noise emission on individual trains.

A large majority of the noise impact is due to train horns being sounded starting ¼-mile prior to grade crossings. The train horns are much louder than the trains, which means that for ¼-mile either side of a grade crossing the horns are the dominant rail noise source. In a number of the small towns that the trains pass through there are a sufficient number of grade crossings that the train horns should be sounded virtually continuously as the trains pass through the community.

3.1 BRINKLEY, ARKANSAS TO PINE BLUFF, ARKANSAS

3.1.1 Air Quality Analysis

This rail segment (refer to Figure 3-1) will experience an increase of 9 trains per day (previously shown in Part 2 of the ER as 8.7 trains per day) as a result of the UP/SP merger. It crosses one state and two AQCRs (16 and 20) which are both designated as attainment for all criteria pollutants.
revised projected increases in pollutant emissions on this rail segment are estimated in tons per year, as follows: HC 28.81, CO 89.59, NO\textsubscript{x} 670.60, SO\textsubscript{2} 48.59, and PM 14.54.

3.1.2 Noise

The existing traffic on this segment is 22.6 trains per day. This is projected to increase by 9.0 trains per day, exceeding the threshold of 8 trains per day for a noise analysis. This increase in train volume would cause a 1.5 dBA increase in the noise exposure, which is below the 2 dBA threshold for a detailed noise assessment.

3.2 KEDDIE, CALIFORNIA TO BIEBER, CALIFORNIA

3.2.1 Air Quality Analysis

This rail segment (refer to Figure 3-2) will experience an increase of 3 trains per day as a result of the UP/SP merger. It crosses one state and two AQCRs (27 and 508). AQCR 27 is designated as attainment for all criteria pollutants. AQCR 508 is designated as attainment for all criteria pollutants except ozone. The projected increases in pollutant emissions on this rail segment are estimated in tons per year, as follows: HC 1.47, CO 4.57, NO\textsubscript{x} 34.24, SO\textsubscript{2} 2.48, and PM 0.74.

3.2.2 Noise

The projected increase in train volume on this segment does not meet the STB analysis threshold for noise.

3.3 MARTINEZ, CALIFORNIA TO OAKLAND, CALIFORNIA

3.3.1 Air Quality Analysis

This rail segment (refer to Figure 3-2) will experience an increase of 7.1 trains per day (previously shown in Part 2 of the ER as 4.8 trains per day) as a result of the UP/SP merger. It crosses one state and one AQCR (30) which is designated as attainment for all criteria pollutants except PM and CO. The revised projected increases in pollutant emissions on this rail segment are estimated in tons per year, as follows: HC 3.59, CO 11.17, NO\textsubscript{x} 83.62, SO\textsubscript{2} 6.06, and PM 1.81.

3.3.2 Noise

The projected increase in train volume on this segment does not meet the STB analysis threshold for noise.

3.4 NILES JUNCTION, CALIFORNIA TO OAKLAND, CALIFORNIA

3.4.1 Air Quality Analysis

This rail segment (refer to Figure 3-2) will experience an increase of 5.4 trains per day (previously shown in Part 2 of the ER as 5.1 trains per day) as a result of the UP/SP merger. It crosses
one state and one AQCR (30) which is designated as attainment for all criteria pollutants except PM and CO. The revised projected increases in pollutant emissions on this rail segment are estimated in tons per year, as follows: HC 0.52, CO 1.61, NO, 12.03, SO, 0.87, and PM 0.26.

3.4.2 Noise

The projected increase in train volume on this segment does not meet the STB analysis threshold for noise.

3.5 ROSEVILLE, CALIFORNIA TO SACRAMENTO, CALIFORNIA

3.5.1 Air Quality Analysis

This rail segment (refer to Figure 3-2) will experience an increase of 7 trains per day (previously shown in Part 2 of the ER as 4.6 trains per day) as a result of the UP/SP merger. It crosses one state and two AQCRs (28 and 508). AQCR 508 is designated as attainment for all criteria pollutants except ozone. AQCR 28 is designated as attainment for all criteria pollutants except PM, CO, and ozone. The revised projected increases in pollutant emissions on this rail segment are estimated in tons per year, as follows: HC 6.28, CO 19.52, NO, 14.09, SO, 10.59, and PM 3.17.

3.5.2 Noise

The projected increase in train volume on this segment does not meet the STB analysis threshold for noise.

3.6 STOCKTON/LATHROP, CALIFORNIA TO SACRAMENTO, CALIFORNIA

3.6.1 Air Quality Analysis

This rail segment (refer to Figure 3-2) will experience an increase of 9.7 trains per day (previously shown in Part 2 of the ER as 4.2 trains per day) as a result of the UP/SP merger. It crosses one state and two AQCRs (28 and 31) which are designated as attainment for all criteria pollutants except PM, CO, and ozone. The revised projected increases in pollutant emissions on this rail segment are estimated in tons per year, as follows: HC 17.15, CO 53.33, NO, 399.22, SO, 28.93, and PM 8.65.

3.6.2 Noise

This rail segment currently has an average of 13.3 trains per day and is projected to experience an increase of 9.7 trains per day and an increase of 56% in gross ton-miles per year as a result of the proposed merger. The change in train volume would result in an Ldn increase of 2.4 dB. Train horns sounded before grade crossings are the dominant noise source in most of this corridor. Currently the Ldn 65 contour at grade crossings extends to a distance of approximately 900 feet from the tracks. The
The distance to the Ldn 65 contour is projected to increase to 1300 feet with the projected increase in traffic. The land use and noise impacts along the segment are described below:

City of Sacramento: The northern end of this segment is in the City of Sacramento. Within the city, the tracks pass through mixed area of residential subdivisions, commercial, and industrial, including gravel pits. Horns at grade crossings are the dominant noise source. With the current train volume, it is estimated that 82 residences are within the Ldn 65 contour. With the projected post-merger volume, this increases to 105 homes. One neighborhood, on the west side of the tracks near 21st Avenue, is protected by a noise wall. The wall has been assumed to provide sufficient sound attenuation to keep existing and post-merger noise exposure west of the wall below Ldn 65.

Sacramento County: This area includes the unincorporated area between Sacramento and Elk Grove. There are several new developments in this area that are within 150 feet on either side of the tracks including an extensive development south of Gerber Road extending south to Elk Grove, which has occurred within the past fifteen years and is not shown on the latest USGS maps. All of these new developments are protected by sound walls running parallel to the tracks. It is assumed that the sound walls provide sufficient sound attenuation to keep existing and post-merger noise exposure west of the wall below Ldn 65. An estimated 30 residences and two churches are within the existing Ldn 65 contour. This is projected to increase to 39 residences and three churches with the post-merger train volumes. Most of the impacts are in the Florin area due to the grade crossing at Florin Road. Although some of the new developments are within 150 feet on either side of the tracks, without exception, the developments are separated from the tracks by noise walls.

Elk Grove: It is estimated that seven residences on the north side of Elk Grove, near Campbell Road, are currently within the Ldn 65 contour. With the post-merger train volumes, this is projected to increase to 12 residences. Much of the Elk Grove area has been developed recently, but all of the new developments are protected by noise walls which should be sufficient to keep existing and future Ldn below 65.
distance to the Ldn 65 contour is projected to increase to 1300 feet with the projected increase in traffic. The land use and noise impacts along the segment are described below:

City of Sacramento: The northern end of this segment is in the City of Sacramento. Within the city, the tracks pass through mixed area of residential subdivisions, commercial, and industrial, including gravel pits. Horns at grade crossings are the dominant noise source. With the current train volume, it is estimated that 82 residences are within the Ldn 65 contour. With the projected post-merger volume, this increases to 105 homes. One neighborhood, on the west side of the tracks near 21st Avenue, is protected by a noise wall. The wall has been assumed to provide sufficient sound attenuation to keep existing and post-merger noise exposure west of the wall below Ldn 65.

Sacramento County: This area includes the unincorporated area between Sacramento and Elk Grove. There are several new developments in this area that are within 150 feet on either side of the tracks including an extensive development south of Gerber Road extending south to Elk Grove, which has occurred within the past fifteen years and is not shown on the latest USGS maps. All of these new developments are protected by sound walls running parallel to the tracks. It is assumed that the sound walls provide sufficient sound attenuation to keep existing and post-merger noise exposure west of the wall below Ldn 65. An estimated 30 residences and two churches are within the existing Ldn 65 contour. This is projected to increase to 39 residences and three churches with the post-merger train volumes. Most of the impacts are in the Florin area due to the grade crossing at Florin Road. Although some of the new developments are within 150 feet on either side of the tracks, without exception, the developments are separated from the tracks by noise walls.

Elk Grove: It is estimated that seven residences on the north side of Elk Grove, near Campbell Road, are currently within the Ldn 65 contour. With the post-merger train volumes, this is projected to increase to 12 residences. Much of the Elk Grove area has been developed recently, but all of the new developments are protected by noise walls which should be sufficient to keep existing and future Ldn below 65.
Twin Cities: South of Elk Grove, there is much less new development along the tracks, which run through a wetlands area. The projections are that 14 residences are within the existing Ldn 65 contour, most near the Twin Cities Road grade crossing, north of Galt. Following the merger, the number or residences within the Ldn 65 contour is projected to increase to 26.

Galt: The tracks run through the western side of this town parallel to and between 3rd and 4th streets. Grade crossings occur at many cross streets, and noise impact extends in most cases to the second row of homes, and sometimes to the third. There are an estimated 212 residences and three churches within the Ldn 65 contour. The number of residences within the Ldn 65 contour is projected to increase to 272 with the post-merger volumes.

Acampo: Between Galt and Lodi, the land is mostly undeveloped, however 21 residences are currently within the Ldn 65 contour in the area around the Acampo Road grade crossing where the small community of Acampo lies mostly to the west of the tracks. Following the UP/SP merger, a total of 38 residences is projected to be within the Ldn 65 contour.

Lodi: The track runs through the eastern section of town. Grade crossings exist throughout the downtown area, but there are few residences here. The grade crossings through the southern part of Lodi make the largest contribution to the pre-merger impact on 74 residences and the post-merger impact on 120 residences. No schools or churches were identified in either impact area.

Lodi to Stockton: The area between Lodi and Stockton is rural. Ten farmhouses were observed close enough to the tracks so that they are within both the pre-merger and post-merger Ldn 65 contour.

Stockton: Unlike Lodi, Stockton has residences throughout the city core area where the line has numerous grade crossings. Also, a large development corridor to the north of the city core parallels the line. This development corridor is situated west of the line by about 100 feet. Parts of this corridor are protected by a 10 foot wall between the residences and the track. Currently there are 437 residences within the pre-merger Ldn 65 contour, an additional 141 residences
would lie within the post-merger contour. One church is located adjacent to the tracks. One school falls within the post-merger contour.

**Stockton to Sharpe Depot:** This is a semi-rural area with most of the residences to the west of the tracks. There are an estimated 112 residences within the pre-merger Ldn 65 contour. This increases to 126 residences with the post-merger train volumes.

| TABLE 3-1 |
| NOISE SUMMARY |
| STOCKTON/LATHROP, CALIFORNIA TO SACRAMENTO, CALIFORNIA |

<table>
<thead>
<tr>
<th>Community</th>
<th>Number of Sensitive Receptors</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Pre-Merger</td>
</tr>
<tr>
<td></td>
<td>Resident</td>
</tr>
<tr>
<td>City of Sacramento</td>
<td>82</td>
</tr>
<tr>
<td>Sacramento County</td>
<td>30</td>
</tr>
<tr>
<td>(south of city)</td>
<td></td>
</tr>
<tr>
<td>Elk Grove</td>
<td>7</td>
</tr>
<tr>
<td>Twin Cities</td>
<td>14</td>
</tr>
<tr>
<td>Galt</td>
<td>212</td>
</tr>
<tr>
<td>Acampo</td>
<td>21</td>
</tr>
<tr>
<td>Lodi</td>
<td>74</td>
</tr>
<tr>
<td>Lodi-Stockton</td>
<td>10</td>
</tr>
<tr>
<td>Stockton</td>
<td>437</td>
</tr>
<tr>
<td>Stockton-Sharpe</td>
<td>112</td>
</tr>
<tr>
<td>TOTAL</td>
<td>999</td>
</tr>
</tbody>
</table>

**3.7 DENVER, COLORADO TO BOND, COLORADO**

**3.7.1 Air Quality Analysis**

This rail segment (refer to Figure 3-3) will experience an increase of 8.6 trains per day (previously shown in Part 2 of the ER as 4.8 trains per day) as a result of the UP/SP merger. It crosses one state and three AQCRs (35, 36, and 40). AQCR 35 is designated as attainment for all criteria pollutants except PM. AQCR 36 is designated as attainment for all criteria pollutants except PM, CO, and ozone. AQCR 40 is designated as attainment for all criteria pollutants except PM. The revised projected increases in pollutant emissions on this rail segment are estimated in tons per year, as follows: HC 42.87, CO 133.28, NOx 997.62, SO2 72.29, and PM 21.63.
3.7.2 Noise

This rail segment currently has an average of 11.0 trains per day. For the consolidated operating plan the train volume is projected to increase to 19.6 trains, sufficient to cause a 2.5 dB increase in the Ldn. This line has not been visited, but review of the available mapping indicates that there are a number of residential areas near the tracks on the west side of Denver and in Arvada and Leyden. A preliminary estimate is that 900 residence in the Denver/Arvada/Leyden area are presently within the Ldn 65 contour and that based on the methodology previously described, it is estimated that this number will increase to 1400 residents with the post-merger train volumes.

West of Arvada, the tracks pass through and near a number of small communities, most of which are calculated to have approximately 10 to 15 residences within the Ldn 65 contour. Following is a list of the communities:

- Plainview
- Pinecliffe
- Winter Park
- Fraser
- Granby
- Parshall
- Wondervu
- Rollinsville
- Hideway Park
- Tabernash
- Hot Sulfer Springs
- Kremmling

Based on the preliminary analysis described, it is estimate that a total of 1000 residences are within the existing Ldn 65 contour for this track segment and that this number will increase to 1550 residences with the post-merger train volumes.

3.8 Bond, Colorado to Dotsero, Colorado

3.8.1 Air Quality Analysis

This rail segment (refer to Figure 3-3) will experience an increase of 8 trains per day (previously shown in Part 2 of the ER as 6.1 trains per day) as a result of the UP/SP merger. It crosses one state and one AQCR (35) which is designated as attainment for all criteria pollutants except PM. The revised projected increases in pollutant emissions on this rail segment are estimated in tons per year, as follows: HC 12.80, CO 39.80, NOx 297.88, SO2 21.58, and PM 6.46.

3.8.2 Noise

The volume of freight train is projected to increase from a current total of 6 trains per day to 14 trains per day, which would result in a 3.7 dBA increase in Ldn along the line. There are currently
no noise sensitive receivers within the 65 Ldn contour and there are none anticipated with the post merger train volume.

3.9 AVONDALE, LOUISIANA TO LAFAYETTE, LOUISIANA

3.9.1 Air Quality Analysis

This rail segment (refer to Figure 3-1) will experience an increase of 5.5 trains per day as a result of the UP/SP merger. It crosses one state and one AQCR (106) which is designated as attainment for all criteria pollutants except ozone. The projected decreases in pollutant emissions on this rail segment are estimated in tons per year, as follows: HC -10.22, CO -31.79, NO\textsubscript{x} -237.96, SO\textsubscript{2} -17.24, and PM -5.16.

3.9.2 Noise

The projected increase in train volume on this segment does not meet the STB analysis threshold for noise.

3.10 LAFAYETTE, LOUISIANA TO IOWA JUNCTION, LOUISIANA

3.10.1 Air Quality Analysis

This rail segment (refer to Figure 3-1) will experience an increase of 5.5 trains per day as a result of the UP/SP merger. It crosses one state and one AQCR (106) which is designated as attainment for all criteria pollutants except ozone. The projected decreases in pollutant emissions on this rail segment are estimated in tons per year, as follows: HC -5.11, CO -15.89, NO\textsubscript{x} -118.93, SO\textsubscript{2} -8.62, and PM -2.58.

3.10.2 Noise

The projected increase in train volume on this segment does not meet the STB analysis threshold for noise.

3.11 IOWA JUNCTION, LOUISIANA TO BEAUMONT, TEXAS

3.11.1 Air Quality Analysis

This rail segment (refer to Figure 3-1) will experience an increase of 15.3 trains per day (previously shown is Part 2 of the ER as 11.3 trains per day) as a result of the UP/SP merger. It crosses two states and one AQCR (106) which is designated as attainment for all criteria pollutants except ozone. The revised projected increases in pollutant emissions on this rail segment are estimated in tons per year, as follows: HC 28.99, CO 90.14, NO\textsubscript{x} 674.75, SO\textsubscript{2} 48.89, and PM 14.63.
3.11.2 Noise

This rail segment currently has an average of 15.5 trains per day and is projected to carry an average of 30.8 trains following the UP/SP merger. This is a sufficient increase in train volume to cause a 3.0 dB increase in Ldn. It is projected that with the existing train traffic there are 771 residences, three schools, and eighteen churches within the Ldn 65 contour. With the projected increase in train traffic, the noise sensitive land uses within the Ldn 65 contour are projected to include 1362 residences, eight schools and twenty five churches.

<table>
<thead>
<tr>
<th>Community</th>
<th>Number of Sensitive Receptors</th>
<th>Pre-Merger</th>
<th></th>
<th>Post-Merger</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Resident</td>
<td>School</td>
<td>Church</td>
<td>Resident</td>
<td>School</td>
</tr>
<tr>
<td>Iowa, LA</td>
<td>26</td>
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<td>0</td>
<td>56</td>
<td>1</td>
</tr>
<tr>
<td>Lake Charles, LA</td>
<td>72</td>
<td>0</td>
<td>0</td>
<td>133</td>
<td>2</td>
</tr>
<tr>
<td>Westlake, LA</td>
<td>61</td>
<td>0</td>
<td>0</td>
<td>94</td>
<td>0</td>
</tr>
<tr>
<td>Maplewood, LA</td>
<td>9</td>
<td>0</td>
<td>0</td>
<td>24</td>
<td>0</td>
</tr>
<tr>
<td>Sulphur, LA</td>
<td>143</td>
<td>0</td>
<td>5</td>
<td>192</td>
<td>0</td>
</tr>
<tr>
<td>Edgerly, LA</td>
<td>12</td>
<td>0</td>
<td>1</td>
<td>38</td>
<td>0</td>
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<tr>
<td>Vinton, LA</td>
<td>65</td>
<td>0</td>
<td>1</td>
<td>157</td>
<td>0</td>
</tr>
<tr>
<td>Toomey, LA</td>
<td>16</td>
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<td>0</td>
<td>26</td>
<td>0</td>
</tr>
<tr>
<td>Echo, TX</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Orange, TX</td>
<td>303</td>
<td>3</td>
<td>11</td>
<td>524</td>
<td>5</td>
</tr>
<tr>
<td>Tulane, TX</td>
<td>4</td>
<td>0</td>
<td>0</td>
<td>9</td>
<td>0</td>
</tr>
<tr>
<td>Oilla, TX</td>
<td>16</td>
<td>0</td>
<td>0</td>
<td>32</td>
<td>0</td>
</tr>
<tr>
<td>Connell, TX</td>
<td>34</td>
<td>0</td>
<td>0</td>
<td>53</td>
<td>0</td>
</tr>
<tr>
<td>Rose City, TX</td>
<td>10</td>
<td>0</td>
<td>0</td>
<td>24</td>
<td>0</td>
</tr>
<tr>
<td>Beaumont, TX</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>TOTAL</td>
<td>771</td>
<td>3</td>
<td>18</td>
<td>1362</td>
<td>8</td>
</tr>
</tbody>
</table>

3.12 SHREVEPORT, LOUISIANA TO LUFKIN, TEXAS

3.12.1 Air Quality Analysis

This rail segment (refer to Figure 3-1) will experience an increase of 3.5 trains per day (previously shown in Part 2 of the ER as 3.2 trains per day) as a result of the UP/SP merger. It crosses two states and two AQCRs (22 and 106). AQCR 22 is designated as attainment for all criteria pollutants. AQCR 106 is designated as attainment for all criteria pollutants except ozone. The revised
projected increases in pollutant emissions on this rail segment are estimated in tons per year, as follows: 
HC 0.89, CO 2.78, NO$_x$ 20.81, SO$_2$ 1.51, and PM 0.45.

3.12.2 Noise

The projected increase in train volume on this segment does not meet the STB analysis threshold for noise.

3.13 ALAZON, NEVADA TO WINNEMUCCA, NEVADA

3.13.1 Air Quality Analysis

This rail segment (refer to Figure 3-2) will experience an increase of 4 trains per day as a result of the UP/SP merger. It crosses one state and one AQCR (147) which is designated as attainment for all criteria pollutants except SO$_2$ and PM. The projected increases in pollutant emissions on this rail segment are estimated in tons per year, as follows: HC 33.92, CO 105.46, NO$_x$ 789.39, SO$_2$ 57.20, and PM 17.11.

3.13.2 Noise

The projected increase in train volume on this segment does not meet the STB analysis threshold for noise.

3.14 WINNEMUCCA, NEVADA TO SPARKS, NEVADA

3.14.1 Air Quality Analysis

This rail segment (refer to Figure 3-2) will experience an increase of 12.4 trains per day (previously shown in Part 2 of the ER as 10.1 trains per day) as a result of the UP/SP merger. It crosses one state and two AQCRs (147 and 148). AQCR 147 is designated as attainment for all criteria pollutants except SO$_2$ and PM. AQCR 148 is designated as attainment for all criteria pollutants except PM, CO, and ozone. The revised projected increases in pollutant emissions on this rail segment are estimated in tons per year, as follows: HC 50.88, CO 158.20, NO$_x$ 1184.20, SO$_2$ 85.81, and PM 25.67.

3.14.2 Noise

This rail segment currently has an average of 13.8 trains per day. For the consolidated operating plan the train volume is projected to increase to 26.2 trains per day. The projections are that there are currently 113 residences and no churches or schools within the Ldn 65 contour. With the projected post merger increase in train traffic, the number of residences within the Ldn 65 contour is projected to increase to 244 in addition to one church and one school that are projected to be within the Ldn 65 contour.
### TABLE 3-3

**NOISE SUMMARY**

**WINNEMUCCA, NEVADA TO SPARKS, NEVADA**

<table>
<thead>
<tr>
<th>Community</th>
<th>Number of Sensitive Receptors</th>
<th>Pre-Merger</th>
<th>Post-Merger</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td>Resident</td>
<td>Church</td>
</tr>
<tr>
<td>Winnemucca, NV</td>
<td></td>
<td>34</td>
<td>0</td>
</tr>
<tr>
<td>Imlay, NV</td>
<td></td>
<td>8</td>
<td>0</td>
</tr>
<tr>
<td>Lovelock, NV</td>
<td></td>
<td>70</td>
<td>0</td>
</tr>
<tr>
<td>Fernley, NV</td>
<td></td>
<td>1</td>
<td>0</td>
</tr>
<tr>
<td>Sparks, NV</td>
<td></td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>TOTAL</td>
<td></td>
<td>113</td>
<td>0</td>
</tr>
</tbody>
</table>

#### 3.15 SPARKS, NEVADA TO ROSEVILLE, CALIFORNIA

**3.15.1 Air Quality Analysis**

This rail segment (refer to Figure 3-2) will experience an increase of 11.3 trains per day (previously shown in Part 2 of the ER as 9.0 trains per day) as a result of the UP/SP merger. It crosses two states and two AQCRs (148 and 508). AQCR 148 is designated as attainment for all criteria pollutants except PM, CO, and ozone. AQCR 508 is designated as attainment for all criteria pollutants except ozone. The revised projected increases in pollutant emissions on this rail segment are estimated in tons per year, as follows: HC 38.44, CO 119.53, NO₉ 894.70, SO₂ 64.83, and PM 19.40.

**3.15.2 Noise**

The existing traffic on this section of track is projected to increase from 13.8 to 25.1 trains per day. The projections are that there are currently 755 residences, three schools, and six churches along this segment exposed to noise levels exceeding Ldn 65 dBA. This is projected to increase to 1498 residences, four schools and seven churches with an average post-merger volume of 25.1 freight trains per day.
### TABLE 3-4
**NOISE SUMMARY**  
**SPARKS, NEVADA TO ROSEVILLE, CALIFORNIA**

<table>
<thead>
<tr>
<th>Community</th>
<th>Number of Sensitive Receptors</th>
<th>Pre-Merger</th>
<th>Post-Merger</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Resident</td>
<td>School</td>
<td>Church</td>
</tr>
<tr>
<td>Sparks, NV</td>
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<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Reno, NV</td>
<td>75</td>
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<td>1</td>
</tr>
<tr>
<td>Verdi, NV</td>
<td>64</td>
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<td>1</td>
</tr>
<tr>
<td>Truckee, CA</td>
<td>35</td>
<td>0</td>
<td>0</td>
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<tr>
<td>Soda Springs, CA</td>
<td>1</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Blue Canyon, CA</td>
<td>18</td>
<td>1</td>
<td>0</td>
</tr>
<tr>
<td>Alta, CA</td>
<td>17</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Dutch Flat Station, CA</td>
<td>23</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Gold Run, CA</td>
<td>17</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Colfax, CA</td>
<td>41</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>New England Mills, CA</td>
<td>4</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Weimar, CA</td>
<td>36</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Applegate, CA</td>
<td>4</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Auburn, CA</td>
<td>144</td>
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<td>1</td>
</tr>
<tr>
<td>Penryn, CA</td>
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<td>0</td>
</tr>
<tr>
<td>Loomis, CA</td>
<td>30</td>
<td>0</td>
<td>1</td>
</tr>
<tr>
<td>Rocklin, CA</td>
<td>82</td>
<td>0</td>
<td>1</td>
</tr>
<tr>
<td>Roseville, CA</td>
<td>101</td>
<td>1</td>
<td>1</td>
</tr>
<tr>
<td>TOTAL</td>
<td>755</td>
<td>3</td>
<td>6</td>
</tr>
</tbody>
</table>

### 3.16 KLAMATH FALLS, OREGON TO CHEMULT, OREGON

#### 3.16.1 Air Quality Analysis

This rail segment (refer to Figure 3-2) will experience an increase of 8.1 trains per day (previously shown in Part 2 of the ER as 6.1 trains per day) as a result of the UP/SP merger. It crosses one state and one AQCR (190) which is designated as attainment for all criteria pollutants except PM and CO. The revised projected increases in pollutant emissions on this rail segment are estimated in tons per year, as follows: HC 7.21, CO 22.41, NOx 167.72, SO2 12.15, and PM 3.64.
3.16.2 Noise

The existing traffic on this segment is 22.1 trains per day. This is projected to increase by 8.1 trains per day, exceeding the threshold of 8 trains per day for noise analysis. This increase in train volume would cause a 1.4 dBA increase in the noise exposure, which is below the 2 dBA threshold for detailed noise assessment.
### TABLE 3-5

**SUMMARY OF RAIL LINE SEGMENT EMISSION CHANGES**

<table>
<thead>
<tr>
<th>SEGMENT ORIGIN</th>
<th>SEGMENT DESTINATION</th>
<th>AFFECTED AOCR</th>
<th>ATTAINMENT STATUS</th>
<th>TRAINS PER DAY CHANGE</th>
<th>GROSS TONS PER YEAR CHANGE</th>
<th>CRITERIA POLLUTANT EMISSIONS IN TONS PER YEAR</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td><strong>HC</strong></td>
</tr>
<tr>
<td><strong>BRINKLEY AR</strong></td>
<td><strong>PINE BLUFF AR</strong></td>
<td>20</td>
<td>A</td>
<td>9</td>
<td>23.2</td>
<td>28.81</td>
</tr>
<tr>
<td></td>
<td></td>
<td>16</td>
<td>A</td>
<td>18.44</td>
<td>57.34</td>
<td>429.19</td>
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<td><strong>SHREVEPORT LA</strong></td>
<td><strong>LUFKIN TX</strong></td>
<td>22</td>
<td>A</td>
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<td>0.89</td>
</tr>
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<td></td>
<td></td>
<td>106</td>
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<td>0.32</td>
<td>1.00</td>
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<td><strong>AVONDALE LA</strong></td>
<td><strong>LAFAYETTE LA</strong></td>
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<td>-31.79</td>
<td>-237.96</td>
</tr>
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<td><strong>LAFAYETTE LA</strong></td>
<td><strong>IOWA JCT. LA</strong></td>
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<td>-15.89</td>
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<td><strong>BEAUMONT TX</strong></td>
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<td><strong>DENVER CO</strong></td>
<td><strong>BOND CO</strong></td>
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<td>NA</td>
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<td><strong>BOND CO</strong></td>
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<td><strong>KLAMATH FALLS OR.</strong></td>
<td><strong>CHEMULI GT OR.</strong></td>
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<td>9.33</td>
<td>69.83</td>
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<tr>
<td><strong>ALAZON NV</strong></td>
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<td>33.92</td>
<td>105.46</td>
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<tr>
<td><strong>WINNEMUCCA NV</strong></td>
<td><strong>SPARKS NV</strong></td>
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<td>16.6</td>
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<td>38.16</td>
<td>118.65</td>
<td>888.15</td>
</tr>
<tr>
<td><strong>SPARKS NV</strong></td>
<td><strong>ROSEVILLE CA</strong></td>
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<td>12.72</td>
<td>39.55</td>
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<tr>
<td></td>
<td></td>
<td>508</td>
<td>NA</td>
<td>11.3</td>
<td>15.8</td>
<td>38.44</td>
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<tr>
<td><strong>ROSEVILLE CA</strong></td>
<td><strong>SACRAMENTO CA</strong></td>
<td>508</td>
<td>NA</td>
<td>3.08</td>
<td>9.56</td>
<td>71.58</td>
</tr>
<tr>
<td></td>
<td></td>
<td>28</td>
<td>NA</td>
<td>35.37</td>
<td>109.96</td>
<td>823.12</td>
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<tr>
<td><strong>NILES JCT. CA</strong></td>
<td><strong>OAKLAND CA</strong></td>
<td>30</td>
<td>NA</td>
<td>7</td>
<td>19.9</td>
<td>6.28</td>
</tr>
<tr>
<td><strong>STOCKTON/LATHROP CA</strong></td>
<td><strong>SACRAMENTO CA</strong></td>
<td>30</td>
<td>NA</td>
<td>5.4</td>
<td>1.18</td>
<td>4.14</td>
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<tr>
<td></td>
<td></td>
<td>28</td>
<td>NA</td>
<td>4.90</td>
<td>15.22</td>
<td>113.95</td>
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<tr>
<td><strong>MARTINEZ CA</strong></td>
<td><strong>OAKLAND CA</strong></td>
<td>31</td>
<td>NA</td>
<td>9.68</td>
<td>21.3</td>
<td>17.15</td>
</tr>
<tr>
<td></td>
<td></td>
<td>31</td>
<td>NA</td>
<td>9.43</td>
<td>29.33</td>
<td>219.57</td>
</tr>
<tr>
<td><strong>KEDDIE CA</strong></td>
<td><strong>BIEBER CA</strong></td>
<td>30</td>
<td>NA</td>
<td>7.1</td>
<td>6.41</td>
<td>3.59</td>
</tr>
<tr>
<td></td>
<td></td>
<td>27</td>
<td>A</td>
<td>3</td>
<td>0.75</td>
<td>1.47</td>
</tr>
</tbody>
</table>

**Notes:**
Emission Factors (lb/1000 gallons diesel fuel):
- Pollutant: Emission Factor
  - HC: 12
  - CO: 22
  - NOx: 512
  - SO2: 37.1
  - PM: 11.1

Fuel efficiency factor = 628 (gross ton miles/gallon)
### TABLE 3-6
NOISE IMPACT ASSESSMENT FOR RAIL LINE SEGMENTS

<table>
<thead>
<tr>
<th>RAIL SEGMENT</th>
<th>ORIGIN</th>
<th>DESTINATION TO</th>
<th>LENGTH (MILES)</th>
<th>NOISE SENSITIVE RECEPTORS</th>
<th>PRE MERGER</th>
<th>POST MERGER</th>
<th>INCREASE</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>BRINKLEY AR</td>
<td>PINE BLUFF AR</td>
<td>71</td>
<td>**</td>
<td>**</td>
<td>**</td>
<td>**</td>
</tr>
<tr>
<td></td>
<td>IOWA JCT. LA</td>
<td>BEAUMONT TX</td>
<td>75</td>
<td>792</td>
<td>1395</td>
<td>603</td>
<td></td>
</tr>
<tr>
<td></td>
<td>DENVER CO</td>
<td>BOND CO</td>
<td>127</td>
<td>1900</td>
<td>2950</td>
<td>1050</td>
<td></td>
</tr>
<tr>
<td></td>
<td>BOND CO</td>
<td>DOTSECO CO</td>
<td>38</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td></td>
</tr>
<tr>
<td></td>
<td>WINNEMUCCA NV</td>
<td>SPARKS NV</td>
<td>175</td>
<td>113</td>
<td>246</td>
<td>133</td>
<td></td>
</tr>
<tr>
<td></td>
<td>SPARKS NV</td>
<td>ROSEVILLE CA</td>
<td>139</td>
<td>764</td>
<td>1509</td>
<td>745</td>
<td></td>
</tr>
<tr>
<td></td>
<td>KLAMATH FALLS OR</td>
<td>CHEMULT OR</td>
<td>74</td>
<td>**</td>
<td>**</td>
<td>**</td>
<td>**</td>
</tr>
<tr>
<td></td>
<td>STOCKTON/LATHROP CA</td>
<td>SACRAMENTO CA</td>
<td>46</td>
<td>1005</td>
<td>1334</td>
<td>329</td>
<td></td>
</tr>
</tbody>
</table>

**Notes:**
- * L<sub>a</sub> exceeds 65 dBA at noise sensitive receptors (residences, schools, and churches).
- ** Less than a 2 dBA increase in noise exposure.
4.0 MITIGATION

4.1 AIR QUALITY

The air emissions which have been calculated for each of the AQCRs from increases in train activity are from diesel locomotives operating on these line segments. Calculations were made on the basis of a 1991 study which calculated emission factors for pounds of HC, CO, NOx, SO2 and PM per 1000 gallons of diesel fuel. These factors will change as improvements in locomotive fuel efficiency and controls are implemented. Changes in emission regulations, under the Clean Air Act currently under consideration, if implemented, will require significant reductions in emission factors for some criteria pollutants, most notably NOx. UP/SP continues to study ways to reduce emissions and intends to work with all appropriate agencies as well as locomotive builders to reduce air emissions from locomotives.

4.2 NOISE

It is important to recognize that the increase in noise impacts along the evaluated segments are spread out over hundreds of miles of track and that they will be in some circumstances partially counterbalanced by decreases in noise impact on lines that will be abandoned or will see a decrease in train traffic. The majority of noise impacts are in neighborhoods within 1/4-mile of grade crossings. For the noise analysis it was assumed that all trains sound their horns for the full 1/4-mile before all grade crossings. This may not be the case at all crossings, however, since local or state requirements may prohibit train whistles. Recent research by the Federal Railroad Administration has shown that the accident rate is higher at grade crossings where warning horns are not sounded.

Any effort to mitigate the principal noise impacts from train operations must focus on the noise from the train horns. In most cases, the elimination of train whistles or reduction in decibel levels could create safety concerns for vehicular or pedestrian traffic. UP/SP will consult with local and state authorities to address noise concerns where appropriate.
5.0 SUMMARY OF AGENCY COMMENTS

To assist in assessing the potential environmental impacts of these 16 rail line segment increases, Dames & Moore sent letters requesting information to various Federal, state, and local agencies. In these letters, information was requested for the areas of air quality, noise, land use, biological and water resources, historic and cultural resources, transportation systems, energy, and public health and safety. A sample notification letter and list of agencies contacted are included in Appendix A.
6.0 REFERENCES

6.1 AIR QUALITY

6.1.1 References

40 CFR Part 81, Designation of Areas for Air Quality Planning Purposes, Appendix A to Part 81.

40 CFR Part 81, Designation of Areas for Air Quality Planning Purposes, Sub Part C Section 107, Attainment Status Designation.


40 CFR Part 70, State Operating Permit Programs.


Booz, Allen, Hamilton Locomotive Emission Study (Emission Factors for Locomotives), Provided by the Santa Fe Railway Company.


EPA Mobile Emissions Factors for 1995 (Heavy Duty Trucks), Provided by the Santa Fe Railway Company.


6.2 NOISE

6.2.1 References

Figure 1-1
Rail Line Segments
Texas, Louisiana, Arkansas

Legend
- Nodes
- Rail Lines
- State Border

BRINKLEY AR
PINE BLUFF AR
SHREVEPORT LA
LUFKIN TX
IOWA CT LA
LA FAYETTE LA
BEAUMONT TX
AVONDALE LA
LEIBIO
LEGBJO
Figure 1-3
Rail Line Segments
Colorado

LEGEND

• Nodes

rail lines

State Border

Bond Co

Denver Co

Dotsero Co
Figure 3-1
Rail Line Segments and AQCR Status
Texas, Louisiana, Arkansas

LEGEND

- Nodes
- Rail Lines
- AQCR Boundary
- State Border
- County Boundary
- PSD Class 1 Area

AQCR Status

- Attainment
- Non-Attainment

<table>
<thead>
<tr>
<th>Segment</th>
<th>AQCR</th>
<th>% of Segment within AQCR</th>
</tr>
</thead>
<tbody>
<tr>
<td>Iowa Jct. to Beaumont</td>
<td>106</td>
<td>100</td>
</tr>
<tr>
<td>La Fayette to Iowa Jct.</td>
<td>106</td>
<td>100</td>
</tr>
<tr>
<td>Avondale to La Fayette</td>
<td>106</td>
<td>100</td>
</tr>
<tr>
<td>Shreveport to Lufkin</td>
<td>22</td>
<td>36</td>
</tr>
<tr>
<td>Brinkley to Pine Bluff</td>
<td>20</td>
<td>64</td>
</tr>
<tr>
<td></td>
<td>16</td>
<td>36</td>
</tr>
</tbody>
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Figure 3-2
Rail Line Segments and AQCR Status
California (Northern), Oregon, Nevada

LEGEND

- Nodes
- Rail Lines
- AQCR Boundary
- State Border
- County Boundary
- PSD Class 1 Area

AQCR Status
- Attainment
- Non-Attainment

Segment | AQCR | % of Segment within AQCR
--- | --- | ---
Sparks to Roseville | 148 | 8
Roseville to Sacramento | 508 | 22
Keddie to Bieber | 27 | 72
Keddie to Bieber | 508 | 28
Martinez to Oakland | 30 | 100
Lathrop to Sacramento | 31 | 55
Niles Jct. to Oakland | 30 | 100
Winnebago to Sparks | 147 | 75
Winnebago to Sparks | 147 | 25
Klamath Falls to Chemult | 190 | 100

Note: The table lists the segments and their corresponding AQCR values along with the percentage of the segment within the AQCR boundary.
Figure 3-3
Rail Line Segments and AQCR Status
Colorado

LEGEND

- Nodas
- Rail Lines
- AQCR Boundary
- State Border
- County Boundary
- PSD Class 1 Area

AQCR Status
- Attainment
- Non-Attainment

<table>
<thead>
<tr>
<th>Segment</th>
<th>AQCR</th>
<th>% of Segment within AQCR</th>
</tr>
</thead>
<tbody>
<tr>
<td>Denver to Bond</td>
<td>36</td>
<td>36</td>
</tr>
<tr>
<td>Bond to Dotsero</td>
<td>35</td>
<td>100</td>
</tr>
</tbody>
</table>
SUPPLEMENTAL REPORT
CONSTRUCTION PROJECTS
UNION PACIFIC RAILROAD COMPANY/
SOUTHERN PACIFIC RAILROAD COMPANY
MERGER

Prepared by:
Dames & Moore
5425 Hollister Avenue
Suite 160
Santa Barbara, California 93111

March 28, 1996
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<tr>
<td>3-1</td>
<td>EXISTING LAND USE INFORMATION AT PROPOSED CONSTRUCTION LOCATIONS</td>
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<tr>
<td>3-2</td>
<td>POTENTIAL LAND USE IMPACTS AT PROPOSED CONSTRUCTION LOCATIONS</td>
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<td>3-3</td>
<td>WATER RESOURCES AND WETLAND INFORMATION AT PROPOSED CONSTRUCTION LOCATIONS</td>
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<td>3-4</td>
<td>BIOLOGICAL RESOURCES INFORMATION AT PROPOSED CONSTRUCTION LOCATIONS</td>
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<td>3-5</td>
<td>POTENTIAL IMPACTS TO SENSITIVE BIOLOGICAL RESOURCES AT PROPOSED CONSTRUCTION LOCATIONS</td>
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<td>3-6</td>
<td>EXISTING CONDITIONS AND POTENTIAL IMPACTS FOR HISTORIC AND CULTURAL RESOURCES AT PROPOSED CONSTRUCTION LOCATIONS</td>
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</tbody>
</table>

FIGURES

Figures depicting: (1) location and land use; and (2) wetlands information at the proposed construction locations are located at the end of Section 3.

APPENDICES

APPENDIX A

CONSULTATION

SAMPLE LETTER TO AGENCIES

CONTACT LIST

AGENCY RESPONSES
1.0 INTRODUCTION

1.1 OVERVIEW OF PROPOSED MERGER


The Railroad Merger Application (Application), which was filed with the ICC simultaneously with the ER, describes the merger and consolidation of the respective Union Pacific (UP) and Southern Pacific (SP) railroad systems in detail and illustrates the proposed system on a combined system map as shown in the Figure following the Table of Contents. The Application addresses the benefits of the combined system, including improved service capabilities and increased operating efficiencies. The Environmental Report addresses the changes proposed by the consolidated operations as required by STB regulations (49 CFR 1105.7).

1.2 OVERVIEW OF SUPPLEMENTAL REPORT AND SUMMARY OF BENEFITS

In comments filed with the ICC on December 29, 1995 in BN/SF-1, BN/Santa Fe identified five construction projects that had not been analyzed in the ER. These construction projects involve building connections to the UP/SP rail lines. The
connections will facilitate the efficient implementation of BN/Santa Fe trackage rights on UP/SP rail lines. The projects are located in three different states, as shown below.

<table>
<thead>
<tr>
<th>State</th>
<th>Location of Project</th>
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<tr>
<td>Arkansas</td>
<td>Bridge Junction</td>
</tr>
<tr>
<td>California</td>
<td>Richmond</td>
</tr>
<tr>
<td></td>
<td>Stockton</td>
</tr>
<tr>
<td>Texas</td>
<td>Robstown</td>
</tr>
<tr>
<td></td>
<td>Sealy</td>
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</table>

The proposed construction projects are generally described in Section 2. The environmental impact analyses of the proposed construction projects are presented in Section 3, which provides the following information for construction projects: (1) description of existing environments shown on U.S. Geological Survey (USGS) quadrangle maps, (2) potential environmental impacts of the proposed action, (3) proposed action and alternative actions, including the no-action alternative, (4) potential environmental impacts of the alternatives and (5) summary of agency comments. Suggested mitigation actions are described in Section 4.

Appendix A presents a sample consultation letter to federal, state, and local government agencies, agency contact lists, and agency responses. Also included in the appendices are lists of rare, threatened and endangered species (Appendix B), historic resources (Appendix C) and a list of acronyms and abbreviations, as well as a glossary (Appendix D).

Completion of the UP/SP merger and the settlement with BN/Santa Fe, including the five proposed construction projects addressed in this report, would result in significant beneficial effects associated with improved efficiency of the overall railroad system and operations. Beneficial effects would include the following:

- Construction projects are expected to increase efficiencies and maximize effectiveness of UP/SP consolidated activities, as well as those of
BN/Santa Fe, thereby reducing transit times on rail lines, and delays at terminals and interchange points with other carriers. This will result in increased efficiency for the overall transportation systems of UP/SP and BN/Santa Fe and improved service to transportation customers.

- The efficiencies will result in overall fuel consumption savings and reductions in air emissions. In addition, the improved rail system would result in new truck to rail diversions, as well as more efficient reroutings which will result in further fuel savings and air emissions reductions.

1.3 POTENTIAL IMPACT AREAS AND METHODOLOGIES

The methodologies used for this Supplemental Report were similar to those previously described in Part 5 of the ER for the following impact areas: land use, water resources and wetlands, biological resources, and historic and cultural resources. All sites were visited by Dames & Moore. Information was collected from agencies in a manner similar to that described in Part 5 of the ER. For sites in proximity to proposed construction projects previously analyzed in the ER, data already collected regarding sensitive, threatened, and endangered species were utilized. Summary lists of Rare, Threatened and Endangered Species, as well as potential Historical and Cultural Resources, are in Appendix B and C respectively.

Methodologies and approaches for air quality, noise, transportation, safety, and energy are summarized below and described further in the Appendix, Part 6, of the Environmental Report.

1.3.1 Safety

UP/SP state that none of these five construction projects involve crossing a road for the first time. Therefore, it is not anticipated that there would be significant adverse impacts on safety.
Safety is a concern during construction and the mitigation suggested in Section 4 would be implemented as appropriate. Construction would be performed in accordance with all applicable regulatory requirements.

### 1.3.1.1 Hazardous Waste Issues

Prior to the start of construction activities, federal data bases would be reviewed to determine whether hazardous waste sites are known to occur on or adjacent to proposed construction locations. If hazardous waste issues are found to occur on or directly adjacent to proposed construction locations, the appropriate state agencies would be contacted to assess procedures necessary to address issues related to the sites.

### 1.3.2 Transportation

Transportation impacts of new construction projects relate to increased traffic, including heavy equipment on roads used to access the construction sites. In some cases, temporary disruption of local traffic patterns may occur and there may be some wear and tear on local roads. Most impacts are expected to be temporary, limited to the construction period, and are not discussed on a site-specific basis.

The construction projects are expected to increase rail service efficiency.

### 1.3.3 Air Quality

Air quality impacts associated with construction projects generally can be classified as: (1) impacts associated with fugitive dust generation; and (2) impacts associated with the operation of construction equipment and related vehicles. It is anticipated that merger-related construction activities would result in minor temporarily increased emissions.

Fugitive dust generation would result from construction activities (land clearing, grading, excavation, concrete work, etc.) in addition to vehicle traffic on paved and unpaved roads. The magnitude of fugitive dust generation would be primarily a function of the area of construction, silt and moisture contents of the soil,
wind speed, frequency of precipitation, amount of vehicle traffic, vehicle types and weights, and paved roadway characteristics.

Air quality impacts are also associated with the operation of gasoline and diesel fuel engines in land clearing/grading equipment, cranes, bulldozers, various types of trucks, and cars. The engines would emit relatively small amounts of sulfur oxides, nitrogen oxides, carbon monoxide, particulate matter, volatile organic compounds, and trace amounts of regulated hazardous air pollutants.

1.3.4 Noise

Although the new projects have the potential of causing noise at nearby noise-sensitive land uses, the noise effects will be of a limited duration and will not cause any permanent noise impacts. These construction projects are anticipated to involve construction activities lasting for a month or two at any one location, with noise characteristics similar to those associated with normal track maintenance procedures taking place at these locations.

For all construction projects, noise mitigation will be implemented as appropriate in accordance with the suggested mitigation practices in Section 4.

1.3.5 Energy

The construction projects would require the consumption of diesel fuel, which cannot be quantified at this time. Increased energy consumption from construction activities would be minimal, and insignificant when compared to overall fuel consumption savings realized from new truck-to-rail diversions, internal rerouting, and rail-to-rail diversions resulting from the merger and the BN/Santa Fe Settlement.

1.4 COASTAL ZONE MANAGEMENT ACT REQUIREMENTS

Coastal Zone Management Act (CZMA) requirements (49 C.F.R. § 1105.9) do not apply to the construction sites addressed in this Supplemental Report. None are located within the Coastal Zone.
1.5 OPERATIONAL ASPECTS OF ADDITIONAL CONSTRUCTION SITES

The five construction projects will facilitate efficient use of UP/SP rail lines by BN/Santa Fe. As such, the amount of rail traffic on those lines will change. Significant traffic increases on rail line segments projected by Applicants for the merged UP/SP system (assuming the BN/Santa Fe settlement) were analyzed for potential impacts and described in Part 2 of the ER and are further analyzed in a supplemental report.
2.0 CONSTRUCTION PROCEDURES

Construction projects proposed as part of the UP/SP merger were described in detail in the Environmental Report. The five new projects proposed in this Supplemental Report would provide connections for the efficient implementation of BN/Santa Fe trackage rights on UP/SP rail lines. Summary descriptions of the individual projects are presented in Section 3.
3.0 CONSTRUCTION PROJECTS

3.1 PROPOSED ACTION AND NO-ACTION ALTERNATIVES

The proposed actions would involve the construction projects as described in this Section, which would be constructed generally as described in ER previously submitted to ICC. In each case, the proposed construction is necessary to increase the efficiency of rail operations. The no-action alternative assumes that the projects would not be constructed.

The projects are listed below.

Bridge Jct., Arkansas - This project involves the construction of a 30-mph connection involving approximately 800 total feet of new track and two No. 14 turnouts as shown in Figure 3.1-1.

Richmond, California - This project will involve the construction of a 10 mph cross-over between BN and SP lines. The cross-over involves 1,225 total feet of track and two No. 10 turnouts as shown in Figure 3.1-2.

Stockton, California - This project involves the construction of an 800-foot wye track with two No. 10 turnouts as shown in Figure 3.1-3.

Robstown, Texas - This project will involve the construction of a 10-mph connection between UP and TM lines. The connection involves approximately 600 total feet of track, two No. 10 turnouts, and a new 36-foot timber crossing as shown in Figure 3.1-4. Construction may involve acquisition of adjoining commercial property.

Sealy, Texas - This project will shift the UP mainline and construct a connection to ATSF. The construction will involve shifting 422 total feet of track, adding 322 total feet of track and two No. 10 turnouts, and signal work as shown in Figure 3.1-5.
3.2 DESCRIPTION OF EXISTING ENVIRONMENT AND POTENTIAL ENVIRONMENTAL IMPACTS OF PROPOSED ACTIONS

Existing land use information and potential impacts for proposed construction projects are included in Tables 3-1 and 3-2 and shown on Figures 3.1-1 to 3.1-5. Water resources and wetland information is summarized in Table 3-3 and shown on Figures 3.2-1 to 3.2-5. FEMA and NWI data was reviewed and included as appropriate, except for Sealy, where NWI information was not available. Existing biological resources information and potential impacts are presented in Tables 3-4 and 3-5. Information concerning historic and cultural resources information at proposed construction project sites is included in Table 3-6 and shown on Figures 3.1-2 and 3.1-3.

Suggested mitigation measures are described in Section 4. Such measures as are appropriate will be implemented before and during construction activities.

3.3 POTENTIAL ENVIRONMENTAL IMPACTS OF NO-ACTION ALTERNATIVES

Under the no-action alternative, it is assumed that the proposed projects would not be constructed and land use and environmental conditions that currently exist at the proposed sites would remain unchanged. However, if the merger and the BN/Santa Fe settlement are approved and implemented, elimination of the projects would result in less efficient rail service causing capacity constraints, delays, and slower operating speeds which would result in additional fuel consumption and air emissions.

3.4 SUMMARY OF COMMENTS

To assist in assessing the potential environmental impacts of these five proposed construction projects, Dames & Moore sent letters requesting information to various federal, state, and local agencies. In these letters, information was requested for the areas of: air quality, noise, land use, biological and water resources,
historic and cultural resources, transportation systems, energy, and public health and safety. A sample notification letter, list of agencies contacted, and copies of all correspondence received are included in Appendix A.

For the proposed construction projects, the following agencies responded: Arkansas Department of Parks and Tourism; Arkansas Historic Preservation Program (AHPP); Army Corps of Engineers, Little Rock District; Natural Resources Conservation Service (NRCS), Davis, CA.; and U.S. Fish and Wildlife Service, Vicksburg, MS. A summary of comments received prior to 3/20/96 is listed below.

- The Arkansas Department of Parks and Tourism sent an inventory of parks in the area of the site in Arkansas.
- The Arkansas Historic Preservation Program stated that the project would have "no effect" on known historic properties or archeological sites.
- The Army Corps of Engineers, Little Rock District, sent a copy of a memorandum addressed to the Commander, Memphis District. The memo stated that comments for Crittenden County, Arkansas, should be sent to Dames & Moore, Inc., and that information regarding two existing rail lines were enclosed in the memo.
- The Davis, CA, office of the NRCS stated that they were primarily concerned with prime farmland and would forward the request for environmental information to their Stockton field office. Contacts for other agencies were provided.
- The Vicksburg, MS, office of the U.S. Fish and Wildlife Service stated that no federally listed or candidate species were present but that the site may contain wetlands. A contact for the Army Corps of Engineers was provided.
3.5 REFERENCES

3.5.1 Land Use

Blair, Robby, 1996. Personal communication with City of Sealy from D. Lowrey, Dames & Moore. February.

Guerra, Jesse, 1996. Personal communication with City of Robstown from D. Lowrey, Dames & Moore. February.

Hemminger, Lee, 1996. Personal communication with City of Stockton Planning Dept. from D. Lowrey, Dames & Moore. February.

Lloyd, Mary, 1996. Personal communication with Crittenden County from D. Lowrey, Dames & Moore. February.

Rasmussen, Jerry, 1996. Personal communication with City of Richmond Planning Department from Dan Lowery, Dames & Moore. March.


U.S. Geological Survey, various dates. Land use and land cover maps.

U.S. Geological Survey, various dates. 1:24,000-scale topographic maps.

3.5.2 Water Resources and Wetlands

Federal Emergency Management Agency (FEMA), various dates. FEMA Flood Insurance. Rate Maps (FIRM) for Arkansas, California and Texas.


U.S. Geological Survey, various dates. 1:24,000-scale topographic maps.

3.5.3 Biological Resources


California Department of Fish and Game Natural Diversity Data Base. 1995. Rarefind Report. The following USGS 7.5 minute topographic maps were queried: Stockton, Contra Costa.

3.5.4 Historic and Cultural Resources

Central California Information Center of Archaeological Inventory, 1996. Record search conducted by Dames & Moore, March.

Dames & Moore, 1996. Notes from site visits to Arkansas and Texas by George High, February.

Dames & Moore, 1996. Notes from site visit to Stockton by Denise Bradley, March.

Dames & Moore, 1996. Notes from site visit to Stockton by Don Mitchell, February.

Dames & Moore, 1996. Notes from site visit to Richmond by Brodie Stuart, March.

Northwest California Information Center of Archaeological Inventory, 1996. Record search conducted by Dames & Moore, March.

Robstown High. Undated. Pridestown Revisited, Historical Perspective of Robstown, Texas.


Slater, Cathy Buford, 1996. Letter from AHPP to Andy York (Dames & Moore), March 1.

Texas State Historic Preservation Office, 1996. Record search conducted by Dames & Moore, February.

3.5.5 Air Quality


40 CFR Part 81 - Designation of Areas for Air Quality Planning Purposes, Sub Part C Section 107, Attainment Status Designation.


3.5.6 Noise


<table>
<thead>
<tr>
<th>Location/Station</th>
<th>Existing Land Uses</th>
<th>General Plan Designation</th>
<th>Zoning Designation</th>
<th>Structures Near Site</th>
<th>Occurrence Within</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Within 500 Feet</td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Length in Urbanized Areas (feet)</td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Prime Farmland</td>
<td>Coastal Zone</td>
</tr>
<tr>
<td>Bridge Jct., Arkansas</td>
<td>Site: Transportation</td>
<td>Does not exist</td>
<td>Floodplain, Agriculture (R-R development allowed)</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td></td>
<td>Surrounding: Cropland and pasture</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Richmond, California</td>
<td>Site: Transportation</td>
<td>Light industrial</td>
<td>Heavy industrial (R-R development allowed)</td>
<td>6</td>
<td>0</td>
</tr>
<tr>
<td></td>
<td>Surrounding: Industrial</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Stockton, California</td>
<td>Site: Transportation</td>
<td>Transportation Related</td>
<td>Transportation Related (R-R development allowed)</td>
<td>0</td>
<td>800</td>
</tr>
<tr>
<td></td>
<td>Surrounding: Residential</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Robstown, Texas</td>
<td>Site: Transportation</td>
<td>Does not exist</td>
<td>Industrial, Commercial (R-R development allowed)</td>
<td>7</td>
<td>1,000</td>
</tr>
<tr>
<td></td>
<td>Surrounding: Residential, transportation</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Sealy, Texas</td>
<td>Site: Transportation</td>
<td>No formal land use policies/controls exist</td>
<td>No formal land use policies/controls exist</td>
<td>9</td>
<td>700</td>
</tr>
<tr>
<td></td>
<td>Surrounding: Residential</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

1 Sensitive Receptors = Some structures occur within approximately 200 feet of construction activities.
### TABLE 3-2

POTENTIAL LAND USE IMPACTS AT PROPOSED CONSTRUCTION LOCATIONS

<table>
<thead>
<tr>
<th>Location/Station</th>
<th>Compatible with Surrounding Land Uses</th>
<th>Consistent with General Plan/Zoning Designation</th>
<th>Potential Loss of Prime Farmland</th>
</tr>
</thead>
<tbody>
<tr>
<td>Bridge Jct., Arkansas</td>
<td>Yes - Not significant</td>
<td>Yes - Not significant</td>
<td>Not expected - Not significant¹</td>
</tr>
<tr>
<td>Richmond, California</td>
<td>Yes - Not significant</td>
<td>Yes - Not significant</td>
<td>Not expected - Not significant¹</td>
</tr>
<tr>
<td>Stockton, California</td>
<td>Yes - Not significant</td>
<td>Yes - Not significant</td>
<td>Not expected - Not significant¹</td>
</tr>
<tr>
<td>Robstown, Texas</td>
<td>Yes - Not significant</td>
<td>Yes - Not significant</td>
<td>Not expected - Not significant¹</td>
</tr>
<tr>
<td>Sealy, Texas</td>
<td>Yes - Not significant</td>
<td>Not applicable - Not significant</td>
<td>Not expected - Not significant¹</td>
</tr>
</tbody>
</table>

¹ Construction is anticipated to be largely within existing right-of-way and no prime farmland is expected to be affected.
### TABLE 3-3

WATER RESOURCES AND WETLAND INFORMATION
AT PROPOSED CONSTRUCTION LOCATIONS IN ARIZONA

<table>
<thead>
<tr>
<th>Location/Station</th>
<th>bls</th>
<th>wb</th>
<th>wi</th>
<th>cd</th>
<th>tc</th>
<th>mf</th>
<th>ss</th>
<th>sp</th>
</tr>
</thead>
<tbody>
<tr>
<td>Bridge Jct., Arkansas</td>
<td>-</td>
<td>1</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Richmond, California</td>
<td>1</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Stockton, California</td>
<td>1</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Robstown, Texas</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Sealy, Texas</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

1. blue-line streams (bls) = permanent and intermittent watercourses, including creeks, streams, rivers, washes, and sloughs
2. waterbodies (wb) = permanent and intermittent bodies of standing water including ponds, lakes, reservoirs, bayous, catchments, and beaver ponds
3. wetlands (wl) = areas depicted with the USGS wetland symbol, primarily including marshes and wet meadows
4. canals, culverts, ditches (cd) = human-made water conveyances
5. tidal channels (tc) = tidal channels including inlets, harbors, bays, and sloughs subject to tidal influences
6. mudflats (mf) = permanent to intermittently wet, non-vegetated, usually alkaline, mudflats
7. sewage-treatment ponds, industrial waste ponds, salt evaporators, etc. (ss) = areas used for public facilities or commercial purposes
8. springs (sp) = areas depicted with the USGS spring symbol
<table>
<thead>
<tr>
<th>Location</th>
<th>Vegetation Type</th>
<th>At the Site</th>
<th>Adjacent</th>
<th>Known and Potential Occurrence of Rare, Threatened, and Endangered Species in the Area</th>
<th>Parks, Forests, Refuges, or Sanctuaries within 5 Miles</th>
</tr>
</thead>
<tbody>
<tr>
<td>Bridge Jct., AR</td>
<td>Mixed forb and grasses</td>
<td>Wetlands</td>
<td>Agricultural cane (<em>Arundinaria sp.</em>)</td>
<td>Flat floater&lt;br&gt;Swamp darter&lt;br&gt;Tail light shiner&lt;br&gt;Cray rat snake&lt;br&gt;Hooded merganser&lt;br&gt;Bald eagle&lt;br&gt;Interior least tern&lt;br&gt;Backman’s warbler&lt;br&gt;Brown creeper&lt;br&gt;Bristly greenbriar</td>
<td>None</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Kudzu (<em>Pueraria lobata</em>)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td>Red oak (<em>Quercus falcata</em>)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td>American elm (<em>Ulmus americana</em>)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Richmond, CA</td>
<td>Mixed shrubs</td>
<td>Non-native grasses</td>
<td>Blackberry (<em>Rubus allegheniensis</em>)</td>
<td>California black rail&lt;br&gt;California clapper rail&lt;br&gt;Salt marsh harvest mouse&lt;br&gt;Santa Cruz tarplant&lt;br&gt;California sea blite&lt;br&gt;Palid manzanita</td>
<td>None</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>Willow (<em>Salix spp.</em>)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Stockton, CA</td>
<td>Barren</td>
<td>Ruderal</td>
<td>Ruderal</td>
<td>Swainson’s hawk&lt;br&gt;Burrowing owl</td>
<td>Stribely Park&lt;br&gt;Holt Park</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Non-native grassland</td>
<td>Urban landscaping</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Robstown, TX</td>
<td>Native grasses</td>
<td>Ruderal</td>
<td>Native grasses&lt;br&gt;Trees (<em>Quercus spp.</em>)&lt;br&gt;Oleander&lt;br&gt;(<em>Nerium oleander</em>)</td>
<td>Arctic peregrine falcon&lt;br&gt;Brown pelican&lt;br&gt;Interior least tern&lt;br&gt;Piping plover&lt;br&gt;Whooping crane&lt;br&gt;Slender rush-pea</td>
<td>Memorial Park</td>
</tr>
<tr>
<td>Sealy, TX</td>
<td>Mixed forbs and grasses</td>
<td></td>
<td>Hackberry&lt;br&gt;(<em>Celtis laevigata</em>)&lt;br&gt;Elm (<em>Ulmus spp.</em>)</td>
<td>Attwater’s greater prairie chicken&lt;br&gt;Houston toad</td>
<td>None</td>
</tr>
</tbody>
</table>
TABLE 3-5
POTENTIAL IMPACTS TO SENSITIVE BIOLOGICAL RESOURCES AT PROPOSED CONSTRUCTION LOCATIONS

<table>
<thead>
<tr>
<th>Location</th>
<th>Potential Impacts To Rare, Threatened, and Endangered Species</th>
<th>Critical Habitat</th>
<th>Parks, Forests, Refuges, Sanctuaries</th>
</tr>
</thead>
<tbody>
<tr>
<td>Bridge Jct., AR</td>
<td>Flat floater - NS, Swamp darter - NS, Tail light shiner - NS, Gray rat snake - NS, Hooded merganser - NS, Bald eagle - NS, Interior least tern - NS, Backman’s warbler - NS, Brown creeper - NS, Bristly greenbriar - NS</td>
<td>None - NS</td>
<td>None - NS</td>
</tr>
<tr>
<td>Richmond, CA</td>
<td>California black rail - NS, California clapper rail - NS, Salt marsh harvest mouse - NS, Santa Cruz tarplant - NS, California sea blite - NS, Pallid manzanita - NS</td>
<td>None - NS</td>
<td>None - NS</td>
</tr>
<tr>
<td>Stockton, CA</td>
<td>Swainson’s hawk - PS, Burrowing owl - PS</td>
<td>None - NS</td>
<td>None - NS</td>
</tr>
<tr>
<td>Robstown, TX</td>
<td>Arctic Peregrine falcon - NS, Brown pelican - NS, Interior least tern - NS, Piping plover - NS, Whooping crane - NS, Slender paa-rush - NS</td>
<td>None - NS</td>
<td>Memorial Park</td>
</tr>
<tr>
<td>Sealy, TX</td>
<td>Attwater’s greater prairie chicken - NS, Houston toad - NS</td>
<td>None - NS</td>
<td>None - NS</td>
</tr>
</tbody>
</table>

NS = Not Significant
PS = Potentially Significant
**TABLE 3-6**

EXISTING CONDITIONS AND POTENTIAL IMPACTS FOR HISTORIC AND CULTURAL RESOURCES AT PROPOSED CONSTRUCTION LOCATIONS

<table>
<thead>
<tr>
<th>Location</th>
<th>Historic Resources</th>
<th>Archaeological Resources</th>
<th>Potential Impacts</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>L</td>
<td>E</td>
<td>U</td>
</tr>
<tr>
<td>Bridge Jct., AR</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Richmond, CA</td>
<td>0</td>
<td>0</td>
<td>1</td>
</tr>
<tr>
<td>Stockton, CA</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Robstown, TX</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Sealy, TX</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
</tbody>
</table>

Note: L, listed on National Register of Historic Places (NRHP); E, determined or recommended eligible for NRHP; U, eligibility for NRHP is unknown; NS, not significant; PS, potentially significant. The numbers on table denote the number of known historic or archaeological resources within 100 feet of construction areas.
# KEY FOR LAND USE

## URBAN OR BUILT-UP LAND
- **RE**: Residential
- **C**: Commercial and services
- **I**: Industrial
- **T**: Transportation, communications and utilities
- **I/C**: Industrial and commercial complexes
- **MU**: Mixed urban or build-up land
- **OU**: Other urban or built-up land

## RANGELAND
- **Rh**: Herbaceous rangeland
- **Rsb**: Shrub and brush rangeland
- **Rm**: Mixed rangeland

## FOREST LAND
- **FD**: Deciduous forest land
- **FE**: Evergreen forest land
- **FM**: Mixed forest land

## AGRICULTURAL LAND
- **CP**: Cropland and pasture
- **CH**: Orchards, groves, vineyards, nurseries, and ornamental horticultural areas
- **CF**: Confined feeding operations
- **CO**: Other agricultural land

## BARREN LAND
- **Bs**: Dry salt flats
- **Bb**: Beaches
- **Bs**: Sandy areas other than beaches
- **Br**: Bare exposed rocks
- **Bm**: Strip mines, quarries, and gravel pits
- **Bt**: Transitional areas
- **B**: Mixed barren land

## WATER
- **WS**: Streams and canals
- **WL**: Lakes
- **WR**: Reservoirs
- **WB**: Bays and estuaries

## WETLAND
- **WE**: Forested wetland, and/or nonforested wetland

### KEY FOR HISTORIC STRUCTURES
- Location of known historic structure/site
Figure 3.1-1  Proposed Construction: Bridge Junction, Arkansas. Location and Land Use.

Base Map: USGS 7.5' Topographic Quadrangle: Northwest Memphis, Tennessee-Arkansas 1965 (Revised 1993); Southwest Memphis, Tennessee-Arkansas 1965 (Revised 1993)

SCALE 1:24000

N

RIVER
CRITTENDEN CO
SHELBY CO
MISSISSIPPI
INDEF CORP

DE SOTO PARK
CRUMP PARK
CRUMP PLAZA
HOSPITAL

SCALE 1:24000

1000 0 1000 2000 3000 4000 5000 6000 7000 FEET
1 MILE

A-95
Figure 3.1-2  Proposed Construction: Richmond, California. Location and Land Use.

Base Map: USGS 7.5' Topographic Quadrangles: San Quentin, California 1959 (Photorevised 1980); Richmond, California 1959 (Photorevised 1980)
Figure 3.1-3  Proposed Construction: Stockton, California. Location and Land Use.

Base Map: USGS 7.5' Topographic Quadrangle: Stockton West, California 1968 (Photorevised 1987)
# NWI Legend

## System

### 1 - Subtidal

<table>
<thead>
<tr>
<th>Class</th>
<th>ROCK BOTTOM</th>
<th>UNCONSOLIDATED BOTTOM</th>
<th>AQUATIC BED</th>
<th>REEF</th>
<th>OPEN WATER/Unknown Bottom</th>
</tr>
</thead>
<tbody>
<tr>
<td>Subclass</td>
<td>Bedrock</td>
<td>Cobble Gravel</td>
<td>Sand</td>
<td>Mud</td>
<td>Organic</td>
</tr>
<tr>
<td></td>
<td>Rubble</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

### 2 - Intertidal

<table>
<thead>
<tr>
<th>Class</th>
<th>AQUATIC BED</th>
<th>REEF</th>
<th>ROCKY SHORE</th>
<th>UNCONSOLIDATED SHORE</th>
<th>OPEN WATER/Unknown Bottom</th>
</tr>
</thead>
<tbody>
<tr>
<td>Subclass</td>
<td>Bedrock</td>
<td>Cobble Gravel</td>
<td>Sand</td>
<td>Mud</td>
<td>Organic</td>
</tr>
<tr>
<td></td>
<td>Rubble</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

## System

### 1 - Tidal

<table>
<thead>
<tr>
<th>Class</th>
<th>ROCK BOTTOM</th>
<th>UNCONSOLIDATED BOTTOM</th>
<th>STREAMBED</th>
<th>AQUATIC BED</th>
<th>ROCKY SHORE</th>
<th>UNCONSOLIDATED SHORE</th>
</tr>
</thead>
<tbody>
<tr>
<td>Subclass</td>
<td>Bedrock</td>
<td>Cobble Gravel</td>
<td>Rubble</td>
<td>Sand</td>
<td>Mud</td>
<td>Organic</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

### 2 - Lower Perennial

### 3 - Upper Perennial

### 4 - Intermittent

### 5 - Unknown Perennial

**STREAMBED**: is limited to TIDAL and INTERMITTENT SUBSYSTEMS, and comprises the only CLASS in the INTERMITTENT SUBSYSTEM.

**EMERGENT**: is limited to TIDAL and LOWER PERENNIAL SUBSYSTEMS.

## System

### P - Palustrine

<table>
<thead>
<tr>
<th>Class</th>
<th>ROCK BOTTOM</th>
<th>UNCONSOLIDATED BOTTOM</th>
<th>AQUATIC BED</th>
<th>MOSS LICHEN</th>
<th>MOSS EMERGENT</th>
<th>SCRUB SHRUB</th>
<th>FORESTED</th>
</tr>
</thead>
<tbody>
<tr>
<td>Subclass</td>
<td>Bedrock</td>
<td>Cobble Gravel</td>
<td>Algal</td>
<td>Moss</td>
<td>Persistent</td>
<td>Deciduous</td>
<td>Broad Leaved</td>
</tr>
<tr>
<td></td>
<td>Rubble</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

## Instructions for using the legend:

The NWI Inventory uses a hierarchy of alphabetical and numerical symbols to indicate wetland characteristics. The following example illustrates how the hierarchy works. For a hypothetical wetland type indicated as "L2A3a" begin by finding the system type indicated by the first symbol; that is, "L" indicates "Lacustrine." The next symbol "2" indicates that the system type is "Littoral." The symbols "AB" indicate that the class is "Aquatic Bed." The symbol "3" indicates that the subclass is "Rooted Vascular." The last symbol "a" is explained in the Modifiers part of the system; the modifier indicates "acid."
The NWI Inventory uses a hierarchy of alphabetical and numerical symbols to indicate wetland characteristics. The following example illustrates how the hierarchy works. For a hypothetical wetland type indicated as "L2AB3a" begin by finding the system type indicated by the first symbol; that is, "L" indicates "Lacustrine." The next symbol "2" indicates that the system type is "Littoral." The symbols "AB" indicate that the class is "Aquatic Bed." The symbol "3" indicates that the subclass is "Rooted Vascular." The last symbol "a" is explained in the Modifiers part of the system; the modifier indicates "acid."
FLOOD INSURANCE RATE MAP LEGEND
EXPLANATION OF ZONE DESIGNATIONS

Flood Insurance Rate Maps (FIRMs) display the zone designations for communities according to areas of designated flood hazards. The zone designations used by the Federal Emergency Management Agency (FEMA) are:

<table>
<thead>
<tr>
<th>Zone</th>
<th>Explanation</th>
</tr>
</thead>
<tbody>
<tr>
<td>A</td>
<td>Areas of 100-year flood; base flood elevations and flood hazard factors not determined.</td>
</tr>
<tr>
<td>AO</td>
<td>Areas of 100-year shallow flooding; flood depth 1 to 3 feet; product of flood depth (feet) and velocity (feet per second) less than 15.</td>
</tr>
<tr>
<td>AH</td>
<td>Areas of 100-year shallow flooding where depths are between one (1) and three (3) feet; base flood elevations are shown, but no flood hazard factors are determined.</td>
</tr>
<tr>
<td>A1-A30</td>
<td>Areas of 100-year flood; base flood elevations and flood hazard factors determined.</td>
</tr>
<tr>
<td>AE</td>
<td>Areas of 100-year flood; base flood elevations determined (for Louisiana).</td>
</tr>
<tr>
<td>A99</td>
<td>Areas of 100-year flood to be protected by a flood protection system under construction; base flood elevations and flood hazard factors not determined.</td>
</tr>
<tr>
<td>B</td>
<td>Areas between limits of 100-year flood and 500-year flood, areas of 100-year shallow flooding where depths less than 1 foot.</td>
</tr>
<tr>
<td>C</td>
<td>Areas outside 500-year flood.</td>
</tr>
<tr>
<td>X</td>
<td>Areas of combined B and C zones (for Louisiana).</td>
</tr>
<tr>
<td>D</td>
<td>Areas of undetermined; but possible, flood hazards.</td>
</tr>
<tr>
<td>V</td>
<td>Areas of 100-year coastal flood with velocity (wave action); base flood elevations and flood hazard factors not determined.</td>
</tr>
<tr>
<td>V1-V30</td>
<td>Areas of 100-year coastal flood with velocity (wave action); base flood elevation and flood hazard factor determined.</td>
</tr>
</tbody>
</table>

Notes

Certain areas not in the special flood hazard areas (zones A and V) may be protected by flood control structures.

FIRMs are for flood insurance rate purposes only; maps may not necessarily show all areas subject to flooding in the community or all planimetric features outside special flood hazard areas.
Figure 3.2-1 Proposed Construction: Bridge Junction, Arkansas. Wetland Information.

NOTE: ENTIRE PROJECT SITE
FIRM DESIGNATION IS ZONE A

SCALE 1:24000

Base Map: USGS 7.5' Topographic Quadrangle: Northwest Memphis, Tennessee-Arkansas 1965
(Revised 1993); Southwest Memphis, Tennessee-Arkansas 1965 (Revised 1993)
Figure 3.2-3  Proposed Construction: Stockton, California. Wetland Information.

Base Map: USGS 7.5' Topographic Quadrangle: Stockton West, California 1968 (Photorevised 1987)
Figure 3.2-5 Proposed Construction: Sealy, Texas. Wetland Information.

- FEMA Map indicates no flood hazard.
- No NWI map available for this site.

Base Map: USGS 7.5' Topographic Quadrangle: Sealy, Texas 1960 (Photorevised 1981)
4.0 SUGGESTED MITIGATION

Based on a review of: (1) the resources at and near the proposed construction projects; (2) standard practices and measures used on previous projects; and (3) agency suggestions and recommendations received in communications, the following mitigation measures are suggested for implementation, where appropriate, before and during construction activities.

4.1 LAND USE

- Disposal of woody vegetation and other construction debris in compliance with applicable state and local regulations.
- Compliance with the Farmland Protection Policy Act, including submittal of completed Form AD-1006 to the local office of the Natural Resources Conservation Service.
- Consultation with local agencies as necessary to determine the need to obtain land use permits.

4.2 WATER RESOURCES AND WETLANDS

- Minimization of disturbance to water resources, including design considerations to:
  - reduce construction footprints,
  - adjust proposed locations or alignments of connections, corridor upgrades, and facilities to avoid water resources, crossings of permanent streams and waterbodies, if possible.
- Proper servicing of mechanized equipment to lessen the potential for leakage of petrochemicals (such as diesel and lubricants) in and near wetlands areas.
- In and near wetlands areas, restriction of mechanized equipment to the area required to complete construction activities.
- Proper disposal of excavated material (cut) in excess of that required for use as railbed material and materials excavated within tunnels.
• Staging construction equipment and stockpiles of construction materials away from water resources, both on-site and off-site.
• Implementation of additional Best Management Practices (BMPs) as necessary to minimize impacts to water resources and wetlands.
• Consultation with the appropriate state and federal agencies prior to the start of construction activities to determine the need for permits.

4.3 BIOLOGICAL RESOURCES

• Implementation of BMPs as necessary regarding the use of mechanized equipment and ground-disturbing activities to minimize impacts to vegetation types and wildlife habitats.
• Consultation with the U.S. Fish and Wildlife Service and appropriate state agencies if rare, threatened, or endangered species are discovered at or near the construction projects and development of additional mitigation measures as necessary.
• Identification of vegetation and habitat types in areas of potential disturbance and areas likely to contain rare, threatened or endangered plant or wildlife species. Survey during the appropriate time of year for species identification and observation.

4.4 HISTORIC AND CULTURAL RESOURCES

• Further consultation with SHPOs, if appropriate, to develop mitigation measures for historic properties that are determined eligible for, or are listed on, the National Register and to determine the need for additional surveys at some construction locations.
• Consultation with the SHPO if previously unknown archaeological remains are discovered during ground disturbance.
4.5 SAFETY
- Installation, as necessary, of appropriate safety devices at grade crossings during construction.
- Performance of construction in accordance with applicable regulatory requirements.
- Consultation with appropriate agencies if hazardous waste issues are discovered at the sites.

4.6 TRANSPORTATION
- If appropriate, rerouting construction traffic along the least traveled roads and during off peak travel hours.

4.7 AIR QUALITY
- Application of appropriate dust suppressants to exposed surfaces during construction.
- Installation of wind barriers as appropriate.
- Restriction of vehicles and equipment to construction areas and haul routes.

4.8 NOISE
- Performance of construction activities in accordance with applicable regulatory requirements.
- Maintenance of equipment used on construction projects in good operating condition.
- Restriction of vehicles and equipment to construction areas and haul routes.
- Employment of BMPs to reduce noise levels in residential areas.
APPENDIX A

CONSULTATION
AGENCY RESPONSES
March 8, 1996

Julie Donsky  
Environmental Specialist  
Dames and Moore Inc.  
1701 Golf Road, Suite 1000  
Rolling Meadows, IL 60008

Dear Ms. Donsky:

I am responding to your letter of February 26, 1996, pertaining to a request for environmental information concerning the potential merger of the Union Pacific and Southern Pacific Railroads.

The Natural Resources Conservation Service is primarily concerned with the impact of actions which relate to Prime Farmlands. Accordingly, I am forwarding your request to our Stockton field office so they may comment on that subject. I suggest you contact the following agencies for other information you seek:

1. Protected Species: U.S. Fish and Wildlife Service or California Department of Fish and Game.
2. Critical Habitats: Same as above.
3. Location of Parks and Refuges: Consult map of area, National Park Service, etc.
4. Citations re: Permits/Approval authority - State of CA.

I trust this information will be of value to you.

Sincerely,

CHUCK BELL  
State Resource Conservationist

cc:  
John Beyer, Area Conservationist, NRCS, Fresno, CA  
Dave Simpson, District Conservationist, NRCS, Stockton, CA
MEMORANDUM FOR Commander, Memphis District, ATTN: CELMM-PD
167 North Main Street, Room 202
Memphis, Tennessee 38103-1894

SUBJECT: Transfer Letter Pertaining to Your District

The subject letter concerning the construction of two existing rail lines for the Union Pacific and Southern Pacific Railroads, Crittenden County, Arkansas, in your District is enclosed for your response.

Please send comments to Dames and Moore, Inc.

FOR THE COMMANDER:

KENNETH W. CARTER
Chief, Planning Division

ENCL

CF:
Dames and Moore
One Continental Towers
1701 Golf Road, Suite 1000
Rollings Meadows, Illinois 60008
February 26, 1995

U.S. FISH AND WILDLIFE SERVICE
Region 4
Richard B. Russell Federal Bldg., Rm. 1200
1875 Century Boulevard, Suite 200
Atlanta, GA 30345

Dames & Moore is preparing an addendum to the Environmental Report for the application for merger of the Union Pacific and Southern Pacific Railroads. The attached list and maps show additional construction projects which have been identified within your state.

To prepare our addendum to the Environmental Report, we are requesting that you inform us of any concerns you have and provide information regarding:

- protected species information (State, Federal) within 5 miles of each site.
- listing of critical habitats within 5 miles of each site.
- locations of parks and refuges in proximity to the proposed projects.
- citations to any permitting/approval authority which you believe your state has over the actions identified.
- any other information you would like to provide regarding environmental matters or local concerns at these sites.

We would appreciate receiving the requested information at your earliest convenience. We would further appreciate it if the information could be supplied in writing or orally to the undersigned at the address and phone/fax numbers on this letterhead.

We very much appreciate your assistance.

Very truly yours,

DAMES & MOORE, INC.

Julie Donsky
Environmental Scientist

No federally listed endangered, threatened or candidate species present

Site may contain wetlands. Contact Corps of Engineers for necessary permits.
(telephone 901-544-3471)

Environmental Coordinator
U.S. Fish and Wildlife Service

Log# 96-351

Date 3/12/96
March 15, 1996

Ms. Julie Donsky, Environmental Scientist
Dames and Moore
One Continental Towers
1701 Golf Road, Suite 1000
Rolling Meadows, Illinois 60008

Dear Ms. Donsky:

Enclosed is the information your requested for the addendum to the Environmental Report for the application for merger of the Union Pacific and Southern Pacific Railroads.

Attached is an inventory of all parks in that area.

Sincerely,

Bryan Kellar, Director
Outdoor Park Recreation Grants

BK:wb

Enclosure
APPENDIX B

RARE, THREATENED, AND ENDANGERED SPECIES
## RARE, THREATENED AND ENDANGERED SPECIES
### IN THE REGION OF CONSTRUCTION SITES

<table>
<thead>
<tr>
<th>Common Name</th>
<th>Scientific Name</th>
<th>Status</th>
</tr>
</thead>
<tbody>
<tr>
<td>ARKANSAS SITE</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Flat floater</td>
<td>Anodonta suborbiculata</td>
<td>S(SS)</td>
</tr>
<tr>
<td>Swamp darter</td>
<td>Etheostoma fusiforme</td>
<td>S(SS)</td>
</tr>
<tr>
<td>Tail light shiner</td>
<td>Notropis maculatus</td>
<td>S(SS)</td>
</tr>
<tr>
<td>Gray rat snake</td>
<td>Elaphe obsoleta spiloides</td>
<td>S(SS)</td>
</tr>
<tr>
<td>Hooded merganser</td>
<td>Lophodytes cucullatus</td>
<td>S(SS)</td>
</tr>
<tr>
<td>Bald eagle</td>
<td>Haliaeetus leucocephalus</td>
<td>S(SS); F(T)</td>
</tr>
<tr>
<td>Interior least tern</td>
<td>Sterna antillarum athalassos</td>
<td>F(E)</td>
</tr>
<tr>
<td>Backman’s warbler</td>
<td>Vermivora backmani</td>
<td>S(SS); F(E)</td>
</tr>
<tr>
<td>Brown creeper</td>
<td>Certha americana</td>
<td>S(SS)</td>
</tr>
<tr>
<td>Bristly greenbriar</td>
<td>Similax tamnoides</td>
<td>S(SS)</td>
</tr>
<tr>
<td>CALIFORNIA SITE</td>
<td></td>
<td></td>
</tr>
<tr>
<td>California black rail</td>
<td>Laterallus jamaicensis</td>
<td>S(T)</td>
</tr>
<tr>
<td>California clapper rail</td>
<td>coturniculus</td>
<td>F(E)</td>
</tr>
<tr>
<td>Swainson’s hawk</td>
<td>Rallus longirostris obsoletus</td>
<td>S(T)</td>
</tr>
<tr>
<td>Burrowing owl</td>
<td>Buteo swainsoni</td>
<td>F(C2)</td>
</tr>
<tr>
<td>Salt marsh mouse</td>
<td>Athene cunicularia</td>
<td>F(E)</td>
</tr>
<tr>
<td>Santa Cruz tarplant</td>
<td>Reithrodontomys raviventris</td>
<td>S(E)</td>
</tr>
<tr>
<td>California sea blite</td>
<td>Holocarpha macradenia</td>
<td>F(E)</td>
</tr>
<tr>
<td>Pallid manzanita</td>
<td>Suaeda californica</td>
<td>S(PT); F(PT)</td>
</tr>
<tr>
<td>TEXAS SITE</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Houston toad</td>
<td>Bufo houstonensis</td>
<td>S(E); F(E)</td>
</tr>
<tr>
<td>Whooping crane</td>
<td>Grus americana</td>
<td>S(E); F(E)</td>
</tr>
<tr>
<td>Interior least tern</td>
<td>Sterna antillarum athalassos</td>
<td>S(E); F(E)</td>
</tr>
<tr>
<td>Brown pelican</td>
<td>Pelecanus occidentalis</td>
<td>S(E); F(E)</td>
</tr>
<tr>
<td>Piping plover</td>
<td>occidentalis</td>
<td>S(E); F(E)</td>
</tr>
<tr>
<td>Attwater’s greater prairie</td>
<td>Charadrius melodus</td>
<td>S(E); F(E)</td>
</tr>
<tr>
<td>chicken</td>
<td>Tympanuchus cupido</td>
<td>S(E); F(E)</td>
</tr>
<tr>
<td>Arctic peregrine falcon</td>
<td>attwateri</td>
<td>S(T); F(T)</td>
</tr>
<tr>
<td>Slender rush-pea</td>
<td>Falco peregrinus tundrius</td>
<td>S(E); F(E)</td>
</tr>
<tr>
<td>Hoffmannseggia tenella</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Legend:**
- **F** = Federal
- **S** = State
- **(E)** = Endangered
- **(T)** = Threatened
- **(PT)** = Proposed Threatened
- **(C2)** = Category 2 Candidate
- **(SS)** = Special Species, in several levels
APPENDIX C

HISTORIC RESOURCES
HISTORIC RESOURCES

- Historic Resources (Rail Bridge over Wildcat Creek) at Richmond, CA.

- Historic Resources (Sheet-metal manufacturing building and brick building) at 1110 East Scott Ave., Stockton, CA. The date of construction of these two structures is not known. These buildings appear to be 50 years or older. They do not appear to be located in the construction project area, so there does not appear to be an effect on either building. All are within the Old Town Stockton Historic District, although status of these properties with the district is unknown.
My name is Richard B. Peterson. I am Senior Director-Interline Marketing of UP. My educational background and relevant work experience are set forth in my verified statement in Volume 2 of the merger application (UP/SP-23).

This statement is submitted in response to a letter dated March 5, 1996 from the Chief of the Section of Environmental Analysis ("SEA") of the Surface Transportation Board concerning possible environmental effects of executed settlement agreements. The letter states: "[Applicants] may file a Verified Statement [rather than a Preliminary Draft Environmental Assessment ("PDEA") for a settlement agreement if the agreement involves no substantive operational changes and no abandonment or construction projects. If after reviewing the operating plans for each settlement agreement, you determine that a Verified Statement is appropriate, you must certify that the agreement meets the exemption criteria under 49 C.F.R. § 1105.6(c)(2). Each Verified Statement must include supporting operating data."

As explained below, the agreement with Utah Railway does not involve substantive operational changes or rail line abandonments or construction projects. Applicants hereby certify that the agreement meets the exemption criteria under 49 C.F.R. § 1105.6(c)(2).

In general, the settlement provides Utah Railway with trackage rights for overhead traffic between Utah Railway Junction, Utah, and Grand Junction, Colorado. It also permits, subject to the terms of the agreement, Utah Railway to serve the Savage Coal Terminal coal loading facility near Price, Utah, and to have access to a coal mine near Castle Gate, Utah.

The settlement agreement does not provide for or require any rail line abandonments or construction projects, and none is planned as a result of the agreement.

The agreement also is not expected to result in any substantive operational changes or any increases (or decreases) in traffic on the UP/SP line segments affected by the agreement. The traffic that Utah Railway would be in a position to handle over the trackage rights between Utah Railway Junction and Grand Junction would, in all likelihood, otherwise be carried on the same lines by UP/SP's or BN/Santa Fe's trains. Also, any coal freight that Utah Railway might carry to or from the coal loading points referred to above would otherwise be carried on the same lines by UP/SP's trains. The total rail volume of traffic over the line...
between Utah Railway Junction and Grand Junction, or to and from the coal loading points referred to above, will not be affected materially, if at all, by the agreement.

STATE OF NEBRASKA }
COUNTY OF DOUGLAS }

I, Richard B. Peterson, being duly sworn, state that I have read the foregoing statement, that I know its contents, and that those contents are true as stated.

RICHARD B. PETERSON

SUBSCRIBED AND SWORN TO before me this 27th day of March, 1996.

DORIS J. VAN BEEVER
NOTARY PUBLIC

My Commission Expires: Nov. 30, 1996
VERIFIED STATEMENT
OF
RICHARD B. PETERSON

My name is Richard B. Peterson. I am Senior Director-Interline Marketing of UP. My educational background and relevant work experience are set forth in my verified statement in Volume 2 of the merger application (UP/SP-23).

This statement is submitted in response to a letter dated March 5, 1996 from the Chief of the Section of Environmental Analysis ("SEA") of the Surface Transportation Board concerning possible environmental effects of executed settlement agreements. The letter states: "[Applicants] may file a Verified Statement [rather than a Preliminary Draft Environmental Assessment ("PDEA") for a settlement agreement if the agreement involves no substantive operational changes and no abandonment or construction projects. If after reviewing the operating plans for each settlement agreement, you determine that a Verified Statement is appropriate, you must certify that the agreement meets the exemption criteria under 49 CFR 1105.6(c)(2). Each Verified Statement must include supporting operating data."

This statement discusses the settlement agreement that Applicants executed with Illinois Central Railroad Company ("IC") on January 30, 1996 and submitted to the Board on February 2, 1996. See UP/SP-74.

- 2 -

As explained below, the agreement with IC does not involve substantive operational changes or rail line abandonments or construction projects. Applicants hereby certify that the agreement meets the exemption criteria under 49 C.F.R. § 1105.6(c)(2).

In general, the settlement with IC calls for continued use of efficient interline routes involving IC, and for developing traffic with IC through joint marketing efforts after the consummation of the UP/SP merger. Applicants are of the view that joint-line routings with IC would continue to be used whenever they are efficient even without the settlement agreement, but in the interest of resolving disputes amicably through settlement. Applicants agreed that UP/SP will continue to join with IC in joint routings when it is efficient to do so. Other provisions of the agreement address specific joint marketing opportunities which Applicants have agreed with IC, in the parties' mutual interest, to work to develop. The agreement also contains provisions designed to ensure efficient operations after the merger, such as a clarification of interchange arrangements in the Chicago area.

The settlement agreement does not call for or require any rail line abandonments, and none is planned as a result of the agreement. The agreement also does not require any railroad construction projects. However, the agreement provides UP/SP with the optional right to build connections between existing UP trackage or trackage rights and IC.
trackage at 16th Street, 21st Street and Brighton Park in Chicago. Applicants have not made a final decision to build any of these connections, and a preliminary review by UP has indicated that some of these possible connections are not feasible from an engineering standpoint. However, one or two connections at Brighton Park are under active consideration, and might be built as part of a project to reduce freight volume on a UP commuter line. There previously had been connections at this location, and Applicants are consider­ ing rebuilding this connection. If the connection is re­ established, approximately four to six trains per day could be rerouted from UP’s route from Chicago to Buda, Illinois, via Nelson to a combination IC-BN/Santa Fe route through Joliet. The agreement also provides that UP/SP will cooperate, within five years after the merger, with IC in seeking to rebuild the interlocking plant at the east end of the New Orleans Public Belt Railway Company’s Huey Long Bridge near New Orleans. The agreement is contingent upon certain financing arrangements. This project, assuming it takes place, would not involve construction of new tracks or connections. Applicants do not anticipate that the agreement will have a material effect on traffic, or cause any of the traffic threshold limits in 49 C.F.R. § 1105.7(e)(4),(5) to be exceeded. In general, the agreement provides for joint-line routings and rates that Applicants would have maintained and offered even without the agreement. The agreement should not result in traffic diversions from any other carriers. We do not expect that there will be any significant rerouting of traffic, and the agreement would not require any changes in UP/SP’s Operating Plan.

VERIFICATION

STATE OF NEBRASKA )
COUNTY OF DOUGLAS )

I, Richard B. Peterson, being duly sworn, state that I have read the foregoing statement, that I know its contents, and that those contents are true as stated.

RICHARD B. PETERSON

SUBSCRIBED AND SWORN TO before me this 27th day of March, 1996.

NOTARY PUBLIC

March 21, 1996

BY HAND AND FACSIMILE

Mr. Harold McNulty
Section of Environmental Analysis
Surface Transportation Board
12th & Constitution Ave. NW
Washington, D.C. 20423

Re: Finance Packet No. 12760, "UP/SP Merger"

Dear Mr. McNulty:

As you know, Applicants’ environmental report was based, among other things, on Applicants’ estimates of traffic and trains that BN/Santa Fe will handle over various segments of the UP/SP system as a result of the settlement agreement with BN/Santa Fe. BN/Santa Fe subsequently submitted its own estimates of the number of trains that it would handle over those segments; the attached letter summarizes its estimates. BN/Santa Fe’s estimates of train counts are in a number of instances higher than Applicants’ estimates. We have confirmed that the differences principally relate to the fact that BN/Santa Fe and Applicants made different judgments concerning rerouting of traffic formerly carried by BN/Santa Fe on its own lines or in interline service with other carriers.

Applicants have no basis for concluding that BN/Santa Fe’s train counts are unreasonable. For purposes of preparing its environmental study, the most conservative approach that the Board could follow would be to use BN/Santa Fe’s train counts.

Sincerely,

[Signature]

S. William Livingston, Jr.

Attachment

EXHIBIT A-12

SEA CORRESPONDENCE REGARDING
BURLINGTON NORTHERN/ SANTA FE SETTLEMENT AGREEMENT
### BN/Santa Fe Train Count Projections

The following information on daily train counts resulting from the UP/SP/BN/Santa Fe Settlement Agreement is derived from the Verified Statement of Neil D. Owen, submitted by BN/Santa Fe in its "Comments on the Primary Application" (BN/SF - 1) dated December 29, 1995. This chart assumes that all trains will operate daily. Mr. Owen predicts that BN/Santa Fe may operate additional intermodal trains on the I-5 Corridor and the Central Corridor via Reno as traffic warrants, as well as unit coal and grain trains on the Central Corridor via Keddie and unit coal and aggregate trains in South Texas. The precise form of local service to points such as Orange and Amelia was not defined and will depend on shipper needs and operating circumstances.

<table>
<thead>
<tr>
<th>Line Segment</th>
<th>Trains per Day</th>
</tr>
</thead>
<tbody>
<tr>
<td>Richmond/Oakland - San Jose</td>
<td>2</td>
</tr>
<tr>
<td>New Orleans - Iowa Junction</td>
<td>10</td>
</tr>
<tr>
<td>Iowa Junction - Beaumont</td>
<td>8</td>
</tr>
<tr>
<td>Beaumont - Houston</td>
<td>4</td>
</tr>
<tr>
<td>Houston - Memphis</td>
<td>4</td>
</tr>
<tr>
<td>Houston - Robstown</td>
<td>2</td>
</tr>
<tr>
<td>Waco - Temple</td>
<td>2</td>
</tr>
<tr>
<td>Houston - Smithville</td>
<td>2</td>
</tr>
<tr>
<td>Temple - Smithville</td>
<td>2</td>
</tr>
<tr>
<td>Smithville - San Antonio</td>
<td>4</td>
</tr>
<tr>
<td>San Antonio - Eagle Pass</td>
<td>2</td>
</tr>
</tbody>
</table>

[EXHIBIT A-12, Continued]
APPENDIX B

LIST OF PREPARERS
LIST OF PREPARERS

Surface Transportation Board
Section of Environmental Analysis

Elaine K. Kaiser  Project Director/ Environmental and Legal Review
Phillis Johnson-Ball  Project Manager/ Environmental Review
Harold McNulty  Environmental Review/ Operations Analysis
Victoria Rutson  Legal and Environmental Review
Dana White  Environmental Review

THIRD PARTY ENVIRONMENTAL CONSULTANT

De Leuw, Cather & Company

Robert De Santo, Ph.D.  Project Director
Stephen C. Walter  Project Manager
J. Steven Brooks, AICP  Deputy Project Manager
Winn Frank, P.E.  Transportation/Operations Analyst
Warren Gray  Biological and Wetlands Analyst
Mary E. Pickens  Editor
Karl A. Rohrer, AICP  Technical Writer
Joseph Springer  Transportation Analyst

Associated Firms:

Applied Solutions, Inc.
Ann Pederson, Task Leader  Database Management
Kevin Ellis  Database Management

Myra L. Frank & Associates
Myra L. Frank, Task Leader  Cultural/ Historic Resources
Richard J. Starzak  Cultural/ Historic Resources

McGinley Hart Associates
Paul J. McGinley, AICP Task Leader  Cultural/Historic Resources
Thompson S. Lingel  Cultural/Historic Resources

Public Affairs Management
Bonnie Nixon, Task Leader  Public Outreach
Olivia Perreault  Public Outreach

Rail Trac Associates
John Pinto, Task Leader  Transportation/Safety Analyst

Wilson, Ihrig & Associates, Inc.
James T. Nelson, P.E., Task Leader  Noise Specialist

Appendices  B-2
PUBLIC OUTREACH

SEA conducted several public outreach activities to inform the public than an EA was being prepared for the proposed merger and to facilitate public participation in the environmental review process. These included published notifications about the environmental process, establishing a toll-free environmental hotline number in December 1995, and preparing information materials. Copies of materials developed for the public outreach effort are shown in the following exhibits.

Exhibit C-1: A Notice of Intent to prepare an environmental document was published in the Federal Register on December 27, 1995.

Exhibit C-2: The Surface Transportation Board issued a press release on February 22, 1996 stating the Board’s intent to prepare an environmental assessment, its anticipated date of release, inviting public comment about environmental concerns, and announcing toll-free hotline.

Exhibit C-3: Fact Sheets that included an overview of proposed activities in each of the 19 states where changes and potential effects were identified were prepared and distributed to:
- those who requested information via the toll-free environmental hotline,
- libraries in affected areas,
- county executives in each affected county.

Exhibit C-4: Notices of Environmental Review and Invitation to Comment were placed in 43 newspapers in 19 states on February 28 and 29, 1996 to inform the public about the proposed merger, the preparation of the EA, the availability of the Fact Sheet and the toll-free environmental hotline, and the anticipated date of release of the EA and the comment period.

Table C-1: Listing of 43 newspapers where the Notice of Environmental Review and Invitation to Comment was posted.

Exhibit C-5: Letter advising libraries in affected areas of the anticipated time of release of the EA, the comment period, and requesting posting of the Fact Sheet; distributed between March 18 and 25, 1996.

Table C-2: Listing of approximately 300 libraries where letters and EA documents were sent.

Exhibit C-6: Letter to county executives reminding them of the pending release of the EA and requesting that at least one of the two copies of the EA to be sent be made available for public review. (Letters were distributed to the 245 county officials listed in Exhibit D-9, Recipients).

The Board’s toll-free environmental hotline is still available to provide information and answer questions regarding the environmental aspects of this merger proposal. (The toll-free number is 1-800-448-7246.)
PUBLIC OUTREACH

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Exhibit C-4 Notices of Environmental Review and Invitation to Comment were placed in 43 newspapers in 19 states on February 28 and 29, 1996 to inform the public about the proposed merger, the preparation of the EA, the availability of the Fact Sheet and the toll-free environmental hotline, and the anticipated date of release of the EA and the comment period.

Table C-1 Listing of 43 newspapers where the Notice of Environmental Review and Invitation to Comment was posted.

Exhibit C-5 Letter advising libraries in affected areas of the anticipated time of release of the EA, the comment period, and requesting posting of the Fact Sheet; distributed between March 18 and 25, 1996.

Table C-2 Listing of approximately 300 libraries where letters and EA documents were sent.

Exhibit C-6 Letter to county executives reminding them of the pending release of the EA and requesting that at least one of the two copies of the EA to be sent be made available for public review. (Letters were distributed to the 245 county officials listed in Exhibit D-9, Recipients).

The Board’s toll-free environmental hotline is still available to provide information and answer questions regarding the environmental aspects of this merger proposal. (The toll-free number is 1-800-448-7246.)
Finance Docket No. 32760

UNION PACIFIC CORPORATION, UNION PACIFIC RAILROAD COMPANY, AND MISSO PACIFIC RAILROAD COMPANY--CONTROL AND MERGER--SOUTHERN PACIFIC RAIL CORPORATION, SOUTHERN PACIFIC TRANSPORTATION COMPANY, ST. LOUIS SOUTHWESTERN RAILWAY COMPANY, SPICL CORP., AND THE DENVER AND RIO GRANDE WESTERN RAILROAD COMPANY

Decision No. 9

December 21, 1995

MEMORANDUM TO THE COMMISSION:

Decision No. 9 is the notice accepting the primary application this proceeding. Votes were due on December 19, 1995. On December 19, 1995, applicants filed a supplement to the primary application with errata sheets, additional supporting statements, and an amended SEC filing. In the process of making the changes recommended in the Chairman's vote, we will add a reference to this material in the footnotes on page 3, line 2, after the word "1995" to read as follows:

1 We are also accepting for consideration applicants' supplement to the primary application, filed on or about December 21, 1995.

Decision No. 9 will be sent to the Federal Register later today for publication on December 27, 1995.

Respectfully submitted,

[Signature]

Contact: Duffy x5277
Farr x5352

cc: General Counsel Rush
Director Foschini
Director Fidler
Director Kaillard
Director Gardner
Deputy Director Gordon
VP/SP merger team members
Clearance Unit

INTERSTATE COMMERCE COMMISSION

UNION PACIFIC CORPORATION, UNION PACIFIC RAILROAD COMPANY, MISSO PACIFIC RAILROAD COMPANY--CONTROL AND MERGER--SOUTHERN PACIFIC RAIL CORPORATION, SOUTHERN PACIFIC TRANSPORTATION COMPANY, ST. LOUIS SOUTHWESTERN RAILWAY COMPANY, SPICL CORP., AND THE DENVER AND RIO GRANDE WESTERN RAILROAD COMPANY

AGENCY: Interstate Commerce Commission

ACTION: Decision No. 9; Notice of Acceptance of Application.

This designation embraces the following:


(continued...)
SUMMARY: The Commission is accepting for consideration the application filed November 30, 1993, by Union Pacific.

[Detailed text of the summary and the full document is not transcribed here.]

DATES: The effective date of this decision is December 27, 1995. Parties must file notification of intent to participate in this proceeding by January 14, 1996. Descriptions of inconsistent and responsive applications, and petitions for waiver or clarification regarding those applications, must be filed by January 29, 1996. Inconsistent and responsive applications, written comments, including comments of the United States Department of Justice (DOJ) and the United States Department of Transportation (USDOT), protests, requests for conditions, and any other opposition evidence and argument must be filed by March 29, 1996. For further information, see the attached procedural schedule.

ADDRESSES: An original and 20 copies of all documents must refer to Finance Docket No. 32760 and be sent to the Office of the Secretary, Case Control Branch, Attn: Finance Docket No. 32760, Interstate Commerce Commission, 1301 Constitution Avenue, N.W., Washington, DC 20423.

In addition, one copy of all documents in this proceeding must be sent to each of the following representatives: (1) Arvid E. Roach II, Esq., Covington & Burling, 1201 Pennsylvania Avenue, N.W., P.O. Box 7666, Washington, D.C. 20044; and (2) Paul A. Cunningham, Esq., Harkins Cunningham, 1300 Nineteenth Street, N.W., Washington, DC 20036.

FOR FURTHER INFORMATION CONTACT: Julia Farr, (202) 927-5152. (For the hearing impaired: (202) 272-8395.)

EXHIBIT C1. Continued.

1 UTC. UP, and MPR are referred to collectively as Union Pacific. UPRR and NS are referred to collectively as UPRR. BPT is collectively referred to as BPT. SSW, SP, and DRGW are referred to collectively as BPT. SSW, SP, and DRGW are referred to collectively as BPT.

2 We are also accepting for consideration applicants' supplement to the primary application, filed on about December 21, 1995.
EXHIBIT C-2
BOARD PRESS RELEASE

Surface Transporation Board
1201 Constitution Ave., N.W.
Washington, D.C. 20423-001

NEWS

FOR RELEASE
Thursday, February 22, 1996
No. 96-2

Contact: Elaine K. Kiaser
Phillis Johnson-Ball
(202) 927-6213
TDD (202) 927-5721

SURFACE TRANSPORTATION BOARD
ISSUES NOTICE OF ENVIRONMENAL ASSESSMENT
IN "UNION OF PACIFIC-SOUTHERN PACIFIC"
RAIL MERGER PROPOSAL

The Surface Transportation Board (Board) has announced that it will prepare an Environmental Assessment (EA) as part of its review of the control and merger application recently filed by the Union Pacific Railroad Corporation, and its subsidiaries (collectively, "UP") and the Southern Pacific Railroad Corporation, and its subsidiaries (collectively, "SP") in Finance Docket No. 32760.

The EA will be prepared by the Board's Section of Environmental Analysis (SEA). The EA will address possible environmental impacts associates with the proposed merger, including 17 related rail line abandonment proposals, four rail

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1 Union Pacific Railroad Company and Missouri Pacific Railroad Company.

2 Southern Pacific Transportation Company, St. Louis Southwestern Railway Company, SPCSL Corporation, and The Denver and Rio Grande Western Railroad Company.
line service discontinuance proposals, rail and intermodal yard consolidations, rail line traffic density increases, and 25 related rail line construction projects. SEA plans to issue the EA by late April 1996. Once the EA is issued, the public will have 20 days to submit comments.

Specifically, the EA will address proposed abandonment projects (and service discontinuances in Colorado and Kansas) between the following points in: (1) Arkansas, Gurdon to Camden; (2) California, Whittier Jct. to Colima, Magnolia Tower to Melrose, and Alturas to Wendel; (3) Colorado, Sage to Leadville, Malta to Canon City, and Towner to NA Junction; (4) Illinois, Edwardsville to DeCamp, Edwardsville to Madison, and Barr to Girard; (5) Kansas, Hope to Bridgewater and Whitewater to Newton; (6) Louisiana, Iowa Jct. to Manchester; (7) Texas, Seabrook to San Leon, Suman to Bryan, and Troup to Whitehouse; and (8) Utah, Little Mt. Jct. to Little Mt.

The rail line construction proposals requiring new rights-of-way that the EA will address include the following locations in: (1) Arkansas, at Texarkana, Camden, Pine Bluff, and Fair Oaks; (2) California, at West Colton, Lathrop, and Stockton; (3) Colorado, at Denver; (4) Illinois, at Girard and Salem; (5) Kansas, at Hope; (6) Louisiana, at Kinder and Shreveport; (7) Missouri, at Dexter and Paront; and (8) Texas, at Westpoint, Houston, Fort Worth, and Carrollton.

The public is invited to contact SEA by telephone or letter with questions or comments specifically regarding the Board's environmental review process for the proposed merger and related abandonment, service discontinuances, and construction projects. The public may contact SEA by dialing it toll-free "Environmental Hotline" at 1-800-448-7246. Written questions or comments involving environmental matters should be addressed to:

Attn: FD-32760

Elaine K. Kaiser, Chief
Section of Environmental Analysis
Room 3210
Surface Transportation Board
1201 Constitution Avenue, N.W.
Washington, DC 20423-001

On November 30, 1995, UP and SP filed their application for authority to merge their operations into a single Union Pacific Railroad Company. Under the procedural schedule adopted in this proceeding, the Board will issue a decision on the merits of the merger proposal by August 12, 1996.
EXHIBIT C-3

FACT SHEETS

1. January Date--Provided for Hotline Requests

2. March Update--Provided with Letters to Libraries and County Officials (see Exhibits C-5 and C-6)
On November 30, 1995, the Union Pacific Railroad Company (UP) and Southern Pacific Transportation Company (SP) applied to the Interstate Commerce Commission (ICC), for authority to merge their operations into a single Union Pacific Railroad Company in order to improve service capabilities and increase operating efficiencies. This proposed merger now requires approval by the Surface Transportation Board (Board). The STB retains the former ICC’s merger review authority. 

The Board’s Section of Environmental Analysis (SEA) plans to issue an Environmental Assessment (EA) in April 1996 for the proposed merger. The proposed merger may have impacts on air quality, noise levels, water quality, safety, biological resources, hazardous materials, and/or transportation systems. The EA will be prepared pursuant to the Board’s environmental regulations (49 CFR Part 1105), the National Environmental Policy Act, the National Historic Preservation Act, the Endangered Species Act, and other related environmental statutes.

SEA will make the EA available for public review and comment. Interested parties may file environmental comments within 20 days after the EA is issued. SEA will consider all comments received in response to the EA in making its final recommendations to the Board. The Board will consider SEA’s final recommendations and the environmental comments in making its final decision in this proceeding.

The public can call SEA’s Environmental Hotline at 1-800-448-7246 or Phyllis Johnson-Ball, Environmental Project Manager, at 202-927-6213 concerning any questions regarding the environmental review process for the proposed merger and related abandonment and construction projects. Any written questions concerning the Board’s environmental review process should be addressed to:

Elaine K. Kaiser
Environmental Project Director
Section of Environmental Analysis
Room 3219
Surface Transportation Board
1201 Constitution Avenue, NW
Washington, DC 20423-0001
Attention: Finance Docket No. 32760

All written comments regarding the merits of the proposed merger are due by March 29, 1996 and should be addressed to:

Office of the Secretary
Surface Transportation Board
Case Control Branch
Room 1324
1201 Constitution Avenue, NW
Washington, DC 20423-0001
Attention: Finance Docket No. 32760

Parties should include an original and 20 copies of all written submissions.

To assist you in assessing the potential environmental impacts of the proposed merger, we have provided the following information.

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1 UP includes the following subsidiaries: Union Pacific Railroad Company and Missouri Pacific Railroad Company. SP includes the following subsidiaries: Southern Pacific Transportation Company, St. Louis Southwestern Railway Company, SPCSCL Corp., and the Denver and Rio Grande Western Railroad Company.

2 The ICC Termination Act of 1995, Pub. L. No. 104-88, 109 Stat. 803 (the Act), which was enacted on December 29, 1995 and took effect on January 1, 1996, abolished the Interstate Commerce Commission and transferred its railroad merger approval functions to the Surface Transportation Board.
At the present time, UP operates about 18,181 route miles of rail line in 23 states. The UP extends from Seattle, Portland, Oakland and Los Angeles, on the west, to Chicago, St. Louis, Memphis, and New Orleans, on the east. SP operates approximately 16,700 miles in 15 states. The SP extends from Portland to Oakland and Los Angeles, and from those three points east to Chicago, St. Louis, Memphis and New Orleans. UP and SP operate in 14 common states: Oregon, California, Nevada, Utah, Colorado, Kansas, Oklahoma, Texas, Iowa, Illinois, Missouri, Arkansas, Tennessee and Louisiana.

The combined UP/SP system would operate over more than 34,000 route miles in 25 states. (See attached map of the proposed UP/SP merged system.) The proposed merger would enable UP/SP to create an expanded rail network with far broader geographic coverage than either of the applicant carriers' existing systems. Also, the proposed merger would increase opportunities for intermodal partnerships between the combined company and motor carriers (i.e., connections between rail and trucking operations).

The proposed merger would result in a rerouting of train traffic within the consolidated system, generating increased traffic densities on some rail line segments, decreases on other segments and overall efficiencies within the system. Also, there would be increased activity on certain rail line segments and yards as a result of diversions from rail and non-rail carriers. These changes would result in increased local truck traffic in and around intermodal facilities, and corresponding decreased levels of long-haul truck traffic. Further, certain yards would experience increased activity due to the consolidation of yard activities at a single location in areas where each railroad now maintains its own yard. These rerouting and consolidation activities would require some construction at specific sites to maximize effectiveness and efficiencies. Site-specific construction projects are discussed later in this fact sheet.

The rail line segments, yards, and intermodal facilities that are expected to experience changes in activity in rail and truck traffic that may raise potential environmental concerns include:

**RAIL LINE SEGMENTS TO BE ANALYZED**

**Arizona**
- Yuma to Picacho (SP)
- Picacho to Tucson (SP)
- Tucson to Cochise (SP)
- Cochise to Lordsburg, NM (SP)
- West Colton, CA to Yuma (SP)

**Arkansas**
- Pine Bluff to Brinkley (SP)
- Brinkley to Fair Oaks (SP)
- Fair Oaks to Paragould (SP)
- Paragould to Dexter Junction, MO (SP)

**California**
- Long Beach to Slauson Junction (SP)
- Slauson Junction to Los Angeles (SP)
- Palmdale to West Colton (SP)
- West Colton to Yuma, AZ (SP)
- Niles Junction to Oakland (UP)
- Oakland to Martinez (SP)
- Martinez to Stockton/Lathrop (SP)
- Stockton/Lathrop to Sacramento (UP)
- Sacramento to Roseville (SP)
- Roseville to Sparks, NV (SP)
- Roseville to Marysville (SP)
- Marysville to Dunsmuir (SP)
- Dunsmuir to Klamath Falls, OR (SP)

**Colorado**
- Dotsero to Bond (SP)
- Bond to Denver (SP)
- Denver to Oakley, KS (UP)
- Denver to Cheyenne, WY (UP)

**Illinois**
- Nelson to Clinton, IA (UP)
- Nelson to Geneva (UP)
- Geneva to West Chicago (UP)
Rail Segments to be Analyzed, continued...

Illinois, continued
- West Chicago to Chicago-Proviso (UP)
- Galesburg to Buda (BN/SF)
- Buda to Nelson (UP)
- Villa Grove to Chicago (UP)

Iowa
- California Junction to Fremont, NE (UP)
- California Jct. to Missouri Valley (UP)
- Beverly to Clinton (UP)
- Nelson, IL to Clinton (UP)

Kansas
- Salina to Oakley (UP)
- Herington to Lost Springs (UP)
- Denver, CO to Oakley (UP)
- Valley, NE to Marysville (UP)
- Stratford, TX to Hutchinson (SP)
- Chickasha, OK to Wichita (UP)
- Lost Springs to Wichita (UP)

Louisiana
- Iowa Junction to Beaumont, TX (SP)
- Livonia to Kinder (UP)
- Lufkin, TX to Shreveport (SP)

Missouri
- Paragould, AR to Dexter Junction (SP)

Nebraska
- Valley to Marysville, KS (UP)
- California Junction, IA to Fremont (UP)

Nevada
- Sparks to Winnemucca (SP)
- Roseville, CA to Sparks (SP)
- Ogden, UT to Alazon (SP)

New Mexico
- Lordsburg to El Paso, TX (SP)
- Cochise, AZ to Lordsburg (SP)
- El Paso, TX to Dalhart, TX (SP)

Oklahoma
- Chickasha to Wichita, KS (UP)
- Stratford, TX to Hutchinson, KS (SP)
- Fort Worth, TX to Chickasha (UP)

Oregon
- Klamath Falls to Chemult (SP)
- Chemult to Eugene (SP)
- Eugene to Portland (SP)
- Portland to Oregon Trunk Junction (UP)
- Dunsmuir, CA to Klamath Falls (SP)
- Tacoma, WA to Portland UP (trackage rights on BN/SF)

Texas
- El Paso to Dalhart (SP)
- Dalhart to Stratford (SP)
- Stratford to Hutchinson, KS (SP)
- El Paso to Sierra Blanca (SP)
- Sierra Blanca to Toyah (UP)
- Toyah to Big Spring (UP)
- Big Spring to Fort Worth (UP)
- Fort Worth to Dallas (UP)
- Dallas to Big Sandy (UP)
- Big Sandy to Texarkana (UP)
- Fort Worth to Chickasha, OK (UP)
- Lufkin to Shreveport, LA (SP)
- Angleton to Bloomington (UP)
- Odem to Corpus Christi (UP)
- Iowa Junction, LA to Beaumont (SP)
- Lordsburg, NM to El Paso (SP)

Utah
- Provo to Lynndyl (UP)
- Ogden to Alazon, NV (SP)
- Granger, WY to Ogden (UP)

Washington
- Seattle to Tacoma (UP)
- Tacoma to Portland, OR UP (trackage rights on BN/SF)

Wisconsin
- Oak Creek to St. Francis (UP)

Wyoming
- Granger to Ogden, UT (UP)
- Granger to Green River (UP)
- Green River to Rawlins (UP)
- Rawlins to Cheyenne (UP)
- Denver, CO to Cheyenne (UP)
SURFACE TRANSPORTATION BOARD
SECTION OF ENVIRONMENTAL ANALYSIS
FACT SHEET REGARDING THE PROPOSED MERGER OF THE UNION PACIFIC
AND SOUTHERN PACIFIC RAILROADS

CHANGES TO RAIL YARDS

Arizona
- Nogales (Increased Traffic to Existing SP Rail Yard)
- Phoenix (Increased Traffic to Existing SP Rail Yard)
- Yuma (Increased Traffic to Existing SP Rail Yard)

Arkansas
- Texarkana (Phaseout of SP Facility)

California
- Lathrop (Increased Traffic to Existing SP Rail Yard)
- Los Angeles Basin (Phaseout of SP "J" Yard; Phaseout of SP Valla Automotive Facility)
- Martinez (Increased Traffic to Existing SP Rail Yard)
- Montclair (Increased Traffic to Existing UP Rail Yard)
- Niland (Increased Traffic to Existing SP Rail Yard)
- Oakland (Phaseout of UP Auto Facility)
- Roseville (Upgrade and Expand Existing SP Rail Yard)
- Sacramento
  - Haggin Yard (Increased Traffic to UP/SP Facility)
  - South Sacramento (Increased Traffic to UP Facility)
  - SP Yard (Phaseout of SP Facility)
- Stockton (Phaseout of SP Facility)

Colorado
- Grand Junction (Increased Traffic to Existing SP Rail Yard)
- La Salle (Consolidate Automotive Facilities at UP Yard)
- Rolla (Increased Traffic to Existing UP Automotive Facility)

Illinois
- East St. Louis (Phaseout of UP Madison Yard)
- Salem (Increased Traffic to Existing UP Rail Yard)
- Chicago
  - Canal Street (Increased Traffic to Existing UP Rail Yard)

Kansas
- Herington (Increased Traffic to Existing SP Rail Yard)
- Topeka (Phaseout of SP Rail Yard)

Louisiana
- Avondale (Consolidated Operations at UP Yard; SP "New Yard" to be sold to BN/SF)
- De Quincy (Traffic Increased to Existing UP Rail Yard)
- Lake Charles (Traffic Increased to Existing SP Rail Yard; Phaseout of UP Yard)
- Lafayette (SP Facility to be sold to BN/SF)
- Livonia (Traffic Increased and Expanded UP Rail Yard)
- Shreveport (Phaseout of SP Yard)

Missouri
- Poplar Bluff (Increased Traffic at Existing SP Rail Yard)
- St. Louis:
  - Lesperance St. (Phaseout of Existing UP Rail Yard)

Nevada
- Carlin (Phaseout of Existing SP Rail Yard)

Oregon
- Salem (Increased Traffic to Existing SP Rail Yard)
- Hinkle (Increased Traffic to Existing UP Rail Yard)
- Bend (Increased Traffic to Existing UP Rail Yard)
- Portland:
  - Albina (Expansion of Existing UP Rail Yard)
  - Barnes (Expansion of Existing UP Rail Yard)
  - Rivergate (Expansion of Existing UP Rail Yard)
  - Bonneville (Expansion of Existing UP Rail Yard)

Texas
- Amarillo (Increased Traffic to Existing SP Yard)
- Bellmead (Increased Traffic to Existing SP Rail Yard)
SURFACE TRANSPORTATION BOARD
SECTION OF ENVIRONMENTAL ANALYSIS
FACT SHEET REGARDING THE PROPOSED MERGER OF THE UNION PACIFIC AND SOUTHERN PACIFIC RAILROADS

Changes to Rail Yards, Continued...
Texas, Continued...
- Brownsville (Phaseout of SP Yard; Consolidation of Operations at UP Yard)
- Carrollton (Increased Traffic to Existing SP Yard)
- Dayton (Expansion of Existing SP Rail Yard)
- El Paso (Consolidation of Operations at Existing SP Yard; Phaseout of UP Yard)
- Fort Worth (Increased Traffic to Existing UP Yard)
  - Broadway (Phaseout of SP Yard)
- Harlingen (Phaseout of SP Yard)
- Houston: Strang (Expansion of Existing SP Yard)
- Texarkana (Phaseout of SP Yard)
- Waco (Consolidation of Operations at Existing UP Yard; Phaseout of SP Yard)

Utah
- Salt Lake City/Ogden:
  - Roper Yard (Consolidation of Automotive Operations to SP Facility)
  - Clearfield (Phaseout of UP Maintenance Facility)

Washington
- Seattle (Increased Traffic at Existing UP Rail Yard)

CHANGES TO INTERMODAL FACILITIES

Arizona
- Phoenix (Expanded SP Intermodal Facility)

Arkansas
- Texarkana (New UP/SP Intermodal Facility)
- Pine Bluff (Phaseout of SP Facility)

California
- Benicia (Increased Traffic to SP Auto Facility)
- City of Industry (Phaseout of SP Intermodal Facility)
- East Los Angeles (Expanded UP Intermodal Facility)
- Inland Empire (New UP/SP Intermodal Facility; Location Not Determined)
- Lathrop (Increased Traffic to UP Intermodal Facility)
- Los Angeles
  - ICF (Expanded Existing SP Intermodal Facility)
  - Transportation Center (Phaseout of SP LATC Intermodal Facility)
- Oakland
  - UP Intermodal (Reconfigured UP Intermodal Facility)
  - SP Intermodal (Expanded SP Intermodal Facility)
- Roseville (Increased Traffic to SP Intermodal Facility)

Colorado
- Denver
  - 40th Street (Expanded UP Intermodal Facility)
  - North Yard (Phaseout of SP Facility)
  - North Yard/Belt Line (Phaseout of SP Automotive Facility)

Illinois
- Chicago
  - Canal Street (Expanded UP Facility)
  - Forest Hill (Phaseout of SP Facilities Leased from CSX Intermodal)
  - Proviso (Expanded Global II (UP) Intermodal Facility)
- Dolton
  - Yard Center (Expanded UP Facility)
- Dupo (Expanded UP Intermodal Facility)
- East St. Louis (Phaseout of SP Valley Yard)

Kansas
- Kansas City (SP) Armourdale (New UP/SP Intermodal Facility)

Louisiana
- Avondale
  - SP Facility (Expanded Existing SP Facility)
  - UP Facility (UP Facility at Westwego to be Sold to BN/SF)
- Shreveport (Phaseout of SP Operations at a Port-Owned Facility)

Missouri
- Kansas City, MO:
  - Neff (UP) (Ramp Closed; Expansion of Existing Facility)

January 1996
SURFACE TRANSPORTATION BOARD
SECTION OF ENVIRONMENTAL ANALYSIS
FACT SHEET REGARDING THE PROPOSED MERGER OF THE UNION PACIFIC
AND SOUTHERN PACIFIC RAILROADS

Changes to Intermodal Facilities, Continued. Missori, Continued...
- Kansas City, KS:
  - Armourdale (SP) (Conversion to Intermodal Facility)

Nevada
- Reno/Sparks: (Phaseout of Existing UP Facility; Consolidation of Intermodal Traffic at SP Facility)

Oregon
- Portland:
  - Albina (Expansion of Existing UP Facility)
  - Brooklyn (Phaseout of Existing SP Facility)

Texas
- Harlingen (New UP/SP Intermodal Facility)
- Marshall (Closure of UP Ramp)
- Mesquite (Phaseout of UP Automotive Operations)
- Midlothian (Increased Traffic at SP Automotive Facility)
- Port Laredo (Expansion of Existing UP Facility)
- Texarkana (New UP/SP Intermodal Facility)
- San Antonio (Phaseout of Existing SP Facility)
- South San Antonio (Expansion of Existing UP Facility)
- Houston (Phaseout of SP Galena Park Auto Facility; Combined with UP Westfield Facility)
- Dallas (Expansion of Existing SP Facility)

Utah
- Salt Lake City (Expansion of UP North Yard Facility)

Washington
- Seattle (Expansion of UP Facility)

PROPOSED ABANDONMENTS

Rail line abandonments are planned as part of the proposed merger. Seventeen (17) rail lines in eight states (AR, CA, CO, IL, KS, LA, TX, UT), including 600 miles of track, would be abandoned. Abandonments are proposed at the following locations:

Arkansas
- Gurdon to Camden (UP), Mileage-28.7
  Docket No. AB-3 (Sub-No. 129X)

California
- Whittier Junction to Colima Junction (UP), Mileage 5.2
  Docket No. AB-33 (Sub-No. 93X)
- Magnolia Tower to Melrose (UP), Mileage 4.9
  Docket No. AB-33 (Sub-No. 94X)
- Alturas to Wendel (SP), Mileage 85.5
  Docket No. AB-12 (Sub-No. 184X)

Colorado
- Sage to Leadville (SP), Mileage 69.1
  Docket No. AB-12 (Sub-No. 189X)
- Malta to Canon City (SP), Mileage 109.0
  Docket No. AB-12 (Sub-No. 188)
- Towner to NA Junction (UP), Mileage 122.4
  Docket No. AB-3 (Sub-No. 130);

In addition to the abandonments in Colorado described above, discontinuance of service is proposed over the following rail line segments:

- Sage to Leadville (DRGW), Mileage 69.1
  Docket No. AB-8 (Sub-No. 36X)
- Malta to Canon City (DRGW), Mileage 109.0
  Docket No. AB-8 (Sub-No. 39)
- Towner to NA Junction (DRGW), Mileage 122.4
  Docket No. AB-8 (Sub-No. 38)

Illinois
- Edwardsville to Madison (UP), Mileage 15.0
  Docket No. AB-33 (Sub-No. 98X)
- DeCamp to Edwardsville (UP), Mileage 14.6
  Docket No. AB-33 (Sub-No. 97X)
- Barr to Girard (UP), Mileage 38.4
  Docket No. AB-33 (Sub-No. 96)

Kansas
- Whitewater to Newton (UP), Mileage 9.0
  Docket No. AB-3 (Sub-No. 132X)
- Hope to Bridgeport (UP), Mileage 31.2
  Docket No. AB-3 (Sub-No. 131)

January 1996

C-13
Proposed Abandonments, Continued...

In addition to the abandonments in Kansas described above, discontinuance of service is proposed over the following rail line segment:
- Hope to Bridgeport (DRGW), Mileage 31.2, Docket No. AB-8 (Sub-No. 37)

Louisiana
- Iowa Junction to Manchester (UP), Mileage 8.5, Docket No. AB-3 (Sub-No. 133X)

Texas
- Seabrook to San Leon (SP), Mileage 10.5, Docket No. AB-12 (Sub-No. 187X)
- Suman to Bryan (SP), Mileage 13.1, Docket No. AB-12 (Sub-No. 185X)
- Troup to Whitehouse (UP), Mileage 7.5, Docket No. AB-3 (Sub-No. 134X)

Utah
- Little Mountain Junction to Little Mountain (UP), Mileage 12.0, Docket No. AB-33 (Sub-No. 99X)

PROPOSED CONSTRUCTION PROJECTS

Twenty-five (25) rail line construction projects in eight states (AR, CA, CO, IL, KS, LA, MO, TX) are planned as part of the proposed merger. These projects involve construction of new rail line connections on new rights-of-way. The construction of rail line connecting track is planned at the following locations:

Arkansas
- Texarkana: New connection between UP and SP to permit operation of trains between Pine Bluff, AR (SP) and Longview, TX (UP); approximately 2,500 feet of new track construction
- Camden: New connection between SP and UP tracks; approximately 1,000 feet of new track construction
- Pine Bluff:
  - New connection (east) to permit operation of trains between the SP Pine Bluff yard and the UP mainline south to Monroe, LA; approximately 1,000 feet of new track construction
  - New connection (west) to permit operation of trains between the UP Monroe subdivision north to Little Rock; approximately 1,500 feet of new track construction
- Fair Oaks: Upgrade existing connection of UP to SP in southeast quadrant to 30 mph standards; approximately 1,000 feet of new track construction

California
- West Colton: Two new connections, one to allow trains off UP from Los Angeles to operate east on SP towards Yuma and one to allow eastbound trains off SP from West Colton to operate west on UP. The first connection involves approximately 2,500 feet of new track construction; the second involves construction of 6,300 feet of new track along SP
- Lathrop: New connection between UP and SP; approximately 2,500 feet on new track construction
- Stockton: New connection from SP Mainline to El Pinal to UP Stockton Yard; approximately 1,500 feet of new track construction

Colorado
- Denver:
  - Connection from SP Moffat Mainline to SP Belt Line at North Yard; construction of approximately 4,000 feet of new rail line
  - Construction of a new connection between UP Greeley Mainline and SP Belt Line, and a siding extension of approximately 5,000 feet of new rail line

Illinois
- Girard: Construction of a new connection between UP Madison subdivision and the SP Springfield subdivision; approximately 3,000 feet of new rail line construction and relocation of approximately 1,500 feet of existing track
- Salem: Connection between UP Chicago subdivision mainline and CSX mainline; approximately 2,500 feet of new rail line construction
Proposed Construction, Continued...

Kansas
- Hope: Connection between the UP Hoisington subdivision mainline and BN/SF; construction of approximately 2,000 feet of new rail line and two turnouts

Louisiana
- Kinder: Connection between the UP Lake Charles Subdivision mainline and UP Beaumont Subdivision mainline; construction of approximately 1,400 feet of new rail line and two turnouts
- Shreveport: Connection between the UP Reisor Subdivision mainline and SP Lufkin Subdivision mainline; construction of two turnouts, approximately 1,200 feet of new rail line, acquisition of approximately three acres of right-of-way, and the relocation of a US Highway 171 overpass pier

Missouri
- Dexter: Construction of a 2,062-foot extension to an existing siding at MP 189.9 on new right-of-way
- Pomon: Construction of an 8,000-foot extension to an existing siding at MP 47.1 on new right-of-way

Texas
- West Point: Connection between the UP Houston subdivision mainline and the SP Ennis subdivision Flatonia line; construction of two turnouts and approximately 1,500 feet of new rail line
- Houston:
  - Connection between the SP mainline and HB&T line at Tower 26; construction of two turnouts and approximately 1,000 feet of new rail line
  - Connection between the SP mainline and HB&T line at Tower 87; construction of two turnouts and approximately 800 feet of new rail line
  - Connection between the SP Lufkin subdivision and UP Settegast yard; construction of two turnouts, and approximately 1,400 feet of new rail line
- Carrollton (SP): Construction of two new tracks and one track extension, involving approximately 3,100 feet on new rail line

Ennis Subdivision Fort Worth branch: (a) construction of two turnouts and approximately 570 feet of new rail line in the northeast quadrant; and (b) construction of two turnouts and approximately 650 feet of new rail line in the southwest quadrant

Again, if you have any comments regarding the environmental review process for the proposed merger, you may call SEA's Environmental Hotline at 1-800-448-7246.
UP/SP Merged System
On November 30, 1995, the Union Pacific Railroad Company (UP) and Southern Pacific Transportation Company (SP) applied to the Interstate Commerce Commission (ICC) for authority to merge their operations into a single Union Pacific Railroad Company in order to improve service capabilities and increase operating efficiencies. This proposed merger now requires approval by the Surface Transportation Board (STB). The STB retains the former ICC’s merger review authority.

The Board’s Section of Environmental Analysis (SEA) plans to issue an Environmental Assessment (EA) in mid-April 1996 for the proposed merger. The proposed merger may have impacts on air quality, noise levels, water quality, safety, biological resources, hazardous materials, and/or transportation systems. The EA will be prepared pursuant to the Board’s environmental regulations (49 CFR Part 105), the National Environmental Policy Act, the National Historic Preservation Act, the Endangered Species Act, and other related environmental statutes.

SEA will make the EA available for public review and comment. Interested parties may file environmental comments within 20 days after the EA is issued. SEA will consider all comments received in response to the EA in making its final recommendations to the Board. The Board will consider SEA’s final recommendations and the environmental comments in making its final decision in this proceeding.

The public can call SEA’s Environmental Hotline at 1-800-448-7246 or Phyllis Johnson-Ball, Environmental Project Manager, at 202-227-6213 concerning any questions regarding the environmental review process for the proposed merger and related abandonment and construction projects. Any written questions concerning the Board’s environmental review process should be addressed to:

Elaine K. Kaiser
Environmental Project Director
Section of Environmental Analysis
Room 3219
Surface Transportation Board
1201 Constitution Avenue, NW
Washington, DC 20423-0001
Attention: Finance Docket No. 32760

All written comments regarding the merits of the proposed merger are due by March 29, 1996 and should be addressed to:

Office of the Secretary
Surface Transportation Board
Case Control Branch
Room 1324
1201 Constitution Avenue, NW
Washington, DC 20423-0001
Attention: Finance Docket No. 32760

Parties should include an original and 20 copies of all written submissions.

To assist you in assessing the potential environmental impacts of the proposed merger, we have provided the following information.

At the present time, UP operates about 18,181 route miles of rail line in 23 states. The UP extends from...
Seattle, Portland, Oakland and Los Angeles, on the west, to Chicago, St. Louis, Memphis, and New Orleans, on the east. SP operates approximately 16,700 miles in 15 states. The SP extends from Portland to Oakland and Los Angeles, and from those three points east to Chicago, St. Louis, Memphis and New Orleans. UP and SP operate in 14 common states: Oregon, California, Nevada, Utah, Colorado, Kansas, Oklahoma, Texas, Iowa, Illinois, Missouri, Arkansas, Tennessee and Louisiana.

The combined UP/SP system would operate over more than 34,000 route miles in 25 states. (See attached map of the proposed UP/SP merged system.) The proposed merger would enable UP/SP to create an expanded rail network with far broader geographic coverage than either of the applicant carriers' existing systems. Also, the proposed merger would increase opportunities for intermodal partnerships between the combined company and motor carriers (i.e., connections between rail and trucking operations).

The proposed merger would result in a rerouting of train traffic within the consolidated system, generating increased traffic densities on some rail line segments, decreases on other segments and overall efficiencies within the system. Also, there would be increased activity on certain rail line segments and yards as a result of diversions from rail and non-rail carriers. These changes would result in increased local truck traffic in and around intermodal facilities, and corresponding decreased levels of long-haul truck traffic. Further, certain yards would experience increased activity due to the consolidation of yard activities at a single location in areas where each railroad now maintains its own yard. These rerouting and consolidation activities would require some construction at specific sites to maximize effectiveness and efficiencies. Site-specific construction projects are discussed later in this fact sheet.

The rail line segments, yards, and intermodal facilities that are expected to experience changes in activity in rail and truck traffic that may raise potential environmental concerns are listed on the following pages.

**UP/SP MERGED SYSTEM**
Heavy lines indicate post-merger upgrades to major corridors
## Rail Line Segments to be Analyzed

### Arizona
- Yuma to Picacho (SP)
- Picacho to Tucson (SP)
- Tucson to Cochise (SP)
- Cochise to Lordsburg, NM (SP)
- West Colton, CA to Yuma (SP)

### Arkansas
- Pine Bluff to Brinkley (SP)
- Brinkley to Fair Oaks (SP)
- Fair Oaks to Paragould (SP)
- Paragould to Dexter Junction, MO (SP)

### California
- Long Beach to Slauson Junction (SP)
- Slauson Junction to Los Angeles (SP)
- Palmdale to West Colton (SP)
- West Colton to Yuma, AZ (SP)
- Nile Junction to Oakland (UP)
- Oakland to Martinez (SP)
- Martinez to Stockton/Lathrop (SP)
- Lathrop to Sacramento (UP)
- Sacramento to Roseville (SP)
- Roseville to Sparks, NV (SP)
- Roseville to Marysville (SP)
- Marysville to Dunsmuir (SP)
- Dunsmuir to Klamath Falls, OR (SP)

### Colorado
- Dotsero to Bond (SP)
- Bond to Denver (SP)
- Denver to Oakley, KS (UP)
- Denver to Cheyenne, WY (UP)

### Illinois
- Nelson to Clinton, IA (UP)
- Nelson to Geneva (UP)
- Geneva to West Chicago (UP)
- West Chicago to Chicago-Proviso (UP)
- Galesburg to Buda (BN/SF)
- Buda to Nelson (UP)
- Villa Grove to Chicago (UP)

### Iowa
- California Junction to Fremont, NE (UP)
- California Jct. to Missouri Valley (UP)
- Clinton to Clinton (UP)
- Nelson, IL to Clinton (UP)

### Kansas
- Salina to Oakley (UP)
- Herington to Lost Springs (UP)
- Denver, CO to Oakley (UP)
- Valley, NE to Marysville (UP)
- Stratford, TX to Hutchinson (SP)
- Chickasha, OK to Wichita (UP)
- Lost Springs to Wichita (UP)

### Louisiana
- Iowa Junction to Beaumont, TX (SP)
- Livonia to Kinder (UP)
- Lufkin, TX to Shreveport (SP)

### Missouri
- Paragould, AR to Dexter Junction (SP)

### Nebraska
- Valley to Marysville, KS (UP)
- California Junction, IA to Fremont (UP)

### Nevada
- Sparks to Winnemucca (SP)
- Roseville, CA to Sparks (SP)
- Ogden, UT to Alazon (SP)

### New Mexico
- Lordsburg to El Paso, TX (SP)
- Cochise, AZ to Lordsburg (SP)
- El Paso, TX to Dalhart, TX (SP)

### Oklahoma
- Chickasha to Wichita, KS (UP)
- Stratford, TX to Hutchinson, KS (SP)
- Fort Worth, TX to Chickasha (UP)

### Oregon
- Klamath Falls to Chemult (SP)
- Chemult to Eugene (SP)
- Eugene to Portland (SP)
- Portland to Oregon Trunk Junction (UP)
- Dunsmuir, CA to Klamath Falls (SP)
- Tacoma, WA to Portland UP (trackage rights on BN/SF)

### Texas
- El Paso to Big Spring (SP)
- Dalhart to Pampa (SP)
- Stratford to Wichita (SP)
- El Paso to Sierra Blanca (SP)
- Sierra Blanca to Toyah (UP)
- Toyah to Big Spring (UP)
- Big Spring to Fort Worth (UP)

### Utah
- Provo to Lynndyl (UP)
- Ogden to Alazon, NV (SP)
- Granger, WY to Ogden (UP)

### Washington
- Seattle to Tacoma (UP)
- Tacoma to Portland, OR UP (trackage rights on BN/SF)

### Wisconsin
- Oak Creek to St. Francis (UP)

### Wyoming
- Granger to Ogden, UT (UP)
- Granger to Green River (UP)
- Green River to Rawlins (UP)
- Rawlins to Cheyenne (UP)
- Denver, CO to Cheyenne (UP)

### Changes to Rail Yards

#### Arizona
- Nogales (Increased Traffic to Existing SP Rail Yard)
- Phoenix (Increased Traffic to Existing SP Rail Yard)
- Yuma (Increased Traffic to Existing SP Rail Yard)

#### Arkansas
- Texarkana (Phaseout of SP Facility)

#### California
- Lathrop (Increased Traffic to Existing SP Rail Yard)
- Los Angeles Basin (Phaseout of SP “J” Yard; Phaseout of SP Valla Automotive Facility)
- Martinez (Increased Traffic to Existing SP Rail Yard)
• Montclair (Increased Traffic to Existing UP Rail Yard)
• Niland (Increased Traffic to Existing SP Rail Yard)
• Oakland (Phaseout of UP Auto Facility)
• Roseville (Upgrade and Expand Existing SP Rail Yard)
• Sacramento
  - Heggin Yard (Increased Traffic to UP/SP Facility)
  - South Sacramento (Increased Traffic to UP Facility)
  - SP Yard (Phaseout of SP Facility)
• Stockton (Phaseout of SP Facility)

COLORADO
• Grand Junction (Increased Traffic to Existing SP Rail Yard)
• La Salle (Consolidate Automotive Facilities at UP Yard)
• Rolla (Increased Traffic to Existing UP Automotive Facility)

ILLINOIS
• East St. Louis (Phaseout of UP Madison Yard)
• Salem (Increased Traffic to Existing UP Rail Yard)
• Chicago
  - Canal Street (Increased Traffic to Existing UP Rail Yard)

KANSAS
• Herington (Increased Traffic to Existing SP Rail Yard)
• Topeka (Phaseout of SP Rail Yard)

LOUISIANA
• Avondale (Consolidated Operations at UP Yard; SP “New Yard” to be sold to BN/SF)
• De Quincy (Traffic Increased to Existing UP Rail Yard)
• Lake Charles (Traffic Increased to Existing SP Rail Yard; Phaseout of UP Yard)
• Lafayette (SP Facility to be sold to BN/SF)
• Livonia (Traffic Increased and Expanded UP Rail Yard)
• Shreveport (Phaseout of SP Yard)

MISSOURI
• Poplar Bluff (Increased Traffic at Existing SP Rail Yard)
• St. Louis:
  - Lesperance St. (Phaseout of Existing UP Rail Yard)

NEVADA
• Carlin (Phaseout of Existing SP Rail Yard)

OREGON
• Salem (Increased Traffic to Existing SP Rail Yard)
• Hinkle (Increased Traffic to Existing UP Rail Yard)
• Bend (Increased Traffic to Existing UP Rail Yard)
• Portland:
  - Albina (Expansion of Existing UP Rail Yard)
  - Barnes (Expansion of Existing UP Rail Yard)
  - Rivergate (Expansion of Existing UP Rail Yard)
  - Bonneville (Expansion of Existing UP Rail Yard)

TEXAS
• Amarillo (Increased Traffic to Existing SP Yard)
• Bellmead (Increased Traffic to Existing SP Rail Yard)
• Brownsville (Phaseout of SP Yard; Consolidation of Operations at UP Yard)
• Carrollton (Increased Traffic to Existing SP Yard)
• Dayton (Expansion of Existing SP Rail Yard)
• El Paso (Consolidation of Operations at Existing SP Yard; Phaseout of UP Yard)
• Fort Worth (Increased Traffic to Existing UP Yard)
  - Broadway (Phaseout of SP Yard)
• Harlingen (Phaseout of SP Yard)
• Houston: Strang (Expansion of Existing SP Yard)
• Texarkana (Phaseout of SP Yard)
• Waco (Consolidation of Operations at Existing UP Yard; Phaseout of SP Yard)

UTAH
• Salt Lake City/Ogden:
  - Roper Yard (Consolidation of Automotive Operations to SP Facility)
  - Clearfield (Phaseout of UP Maintenance Facility)

WASHINGTON
• Seattle (Increased Traffic at Existing UP Rail Yard)

CHANGES TO INTERMODAL FACILITIES

ARIZONA
• Phoenix (Expanded SP Intermodal Facility)

ARKANSAS
• Texarkana (New UP/SP Intermodal Facility)
• Pine Bluff (Phaseout of SP Facility)

CALIFORNIA
• Benicia (Increased Traffic to SP Auto Facility)
• City of Industry (Phaseout of SP Intermodal Facility)
• East Los Angeles (Expanded UP Intermodal Facility)
• Lathrop (Increased Traffic to UP Intermodal Facility)
• Los Angeles
  - ICTF (Expanded Existing SP Intermodal Facility)
  - Transportation Center (Phaseout of SP LATC Intermodal Facility)
• Oakland
  - UP Intermodal (Reconfigured UP Intermodal Facility)
  - SP Intermodal (Expanded SP Intermodal Facility)
• Roseville (Increased Traffic to SP Intermodal Facility)

COLORADO
• Denver
  - 40th Street (Expanded UP Intermodal Facility)
• North Yard (Phaseout of SP Facility)
• North Yard/Belt Line (Phaseout of SP Automotive Facility)

ILLINOIS
• Chicago
  - Canal Street (Expanded UP Facility)
- Forest Hill (Phaseout of SP Facilities Transferred from CSX Intermodal)
  - New (Expanded Global II (UP) Intermodal Facility)
  - Dolton
    - Yard Center (Expanded UP Facility)
  - Dupo (Expanded UP Intermodal Facility)
  - East St. Louis (Phaseout of SP Valley Yard)

**KANSAS**
- Kansas City (SP) Armourdale (New UP/SP Intermodal Facility)

**LOUISIANA**
- Avondale
  - SP Facility (Expanded Existing SP Facility)
  - UP Facility (UP Facility at Westwego to be Sold to BN/SF)
- Shreveport (Phaseout of SP Operations at a Port-Owned Facility)

**MISSOURI**
- Kansas City, MO:
  - Neff (UP) (Ramp Closed; Expansion of Existing Facility)
  - Kansas City, KS:
    - Armourdale (SP) (Conversion to Intermodal Facility)

**NEVADA**
- Reno/Sparks: (Phaseout of Existing UP Facility; Consolidation of Intermodal Traffic at SP Facility)

**OREGON**
- Portland:
  - Albina (Expansion of Existing UP Facility)
  - Brooklyn (Phaseout of Existing SP Facility)

**TEXAS**
- Harlingen (New UP/SP Intermodal Facility)
- Marshall (Closure of UP Ramp)
- Mesquite (Phaseout of UP Automotive Operations)
- Midlothian (Increased Traffic at SP Automotive Facility)
- Laredo (Expansion of Existing UP Facility)
- Texarkana (New UP/SP Intermodal Facility)

- San Antonio (Phaseout of Existing SP Facility)
- South San Antonio (Expansion of Existing UP Facility)
- Houston (Phaseout of SP Galena Park Auto Facility; Combined with UP Westfield Facility)
- Dallas (Expansion of Existing SP Facility)

In addition to the abandonments in Colorado described above, discontinuance of service is proposed over the following rail line segments:
- Sage to Leadville (DRGW), Mileage 69.1, Docket No. AB-8 (Sub-No. 36X)
- Malta to Canon City (DRGW), Mileage 109.0, Docket No. AB-8 (Sub-No. 39)
- Towner to NA Junction (DRGW), Mileage 122.4, Docket No. AB-8 (Sub-No. 38)

**PROPOSED ABANDONMENTS**

Rail line abandonments are planned as part of the proposed merger. Seventeen (17) rail lines in eight states (AR, CA, CO, IL, KS, LA, TX, UT), including 600 miles of track, would be abandoned. Abandonments are proposed at the following locations:

**ARKANSAS**
- Gurdon to Camden (UP), Mileage 28.7 Docket No. AB-3 (Sub-No. 129X)

**CALIFORNIA**
- Whittier Junction to Colima Junction (UP), Mileage 5.2, Docket No. AB-33 (Sub-No. 93X)
- Magnolia Tower to Melrose (UP), Mileage 4.9, Docket No. AB-33 (Sub-No. 94X)
- Alturas to Wendel (SP), Mileage 85.5, Docket No. AB-12 (Sub-No. 184X)

**COLORADO**
- Sage to Leadville (SP), Mileage 66.1, Docket No. AB-12 (Sub-No. 189X)
- Malta to Canon City (SP), Mileage 109.0, Docket No. AB-12 (Sub-No. 188)
- Towner to NA Junction (UP), Mileage 122.4, Docket No. AB-3 (Sub-No. 130);

**ILLINOIS**
- Edwardsville to Madison (UP), Mileage 15.0, Docket No. AB-33 (Sub-No. 98X)
- DeCamp to Edwardsville (UP), Mileage 14.6, Docket No. AB-33 (Sub-No. 97X)
- Barr to Girard (UP), Mileage 38.4, Docket No. AB-33 (Sub-No. 96)

**KANSAS**
- Whitewater to Newton (UP), Mileage 90.0, Docket No. AB-3 (Sub-No. 132X)
- Hope to Bridgeport (UP), Mileage 31.2, Docket No. AB-3 (Sub-No. 131)

In addition to the abandonments in Kansas described above, discontinuance of service is proposed over the following rail line segment:
- Hope to Bridgeport (DRGW), Mileage 31.2, Docket No. AB-8 (Sub-No. 37)

**LOUISIANA**
- Iowa Junction to Manchester (UP), Mileage 8.5, Docket No. AB-3 (Sub-No. 133X)

**TEXAS**
- Seabrook to San Leon (SP), Mileage 10.5, Docket No. AB-12 (Sub-No. 187X)
- Sonora to Bryan (SP), Mileage 13.1, Docket No. AB-12 (Sub-No. 185X)
- Troup to Whitehouse (UP), Mileage 7.5, Docket No. AB-3 (Sub-No. 134X)

**UTAH**
- Little Mountain Junction to Little Mountain (UP), Mileage 12.0, Docket No. AB-33 (Sub-No. 99X)
Proposed Construction Projects

Twenty-five (25) rail line construction projects in eight states (AR, CA, CO, IL, KS, LA, MO, TX) are planned as part of the proposed merger. These projects involve construction of new rail line connections on new rights-of-way. The construction of rail line connecting track is planned at the following locations:

Arkansas
- Texarkana: New connection between UP and SP to permit operation of trains between Pine Bluff, AR (SP) and Longview, TX (UP); approximately 2,500 feet of new track construction
- Camden: New connection between SP and UP tracks; approximately 1,000 feet of new track construction
- Pine Bluff:
  - New connection (east) to permit operation of trains between the SP Pine Bluff yard and the UP mainline south to Monroe, LA; approximately 1,000 feet of new track construction
  - New connection (west) to permit operation of trains between the UP Monroe subdivision north to Little Rock; approximately 1,500 feet of new track construction
- Fair Oaks: Upgrade existing connection of UP to SP in southeast quadrant to 30 mph standards; approximately 1,000 feet of new track construction

California
- West Colton: Two new connections, one to allow trains off UP from Los Angeles to operate east on SP towards Yuma and one to allow eastbound trains off SP from West Colton to operate west on UP. The first connection involves approximately 2,500 feet of new track construction; the second involves construction of 6,300 feet of new track along SP
- Lathrop: New connection between UP and SP; approximately 2,500 feet on new track construction
- Stockton: New connection from SP Mainline to El Pinal to UP Stockton Yard; approximately 1,500 feet of new track construction

Colorado
- Denver:
  - Connection from SP Moffat Mainline to SP Belt Line at North Yard; construction of approximately 4,000 feet of new rail line
  - Construction of a new connection between UP Greeley Mainline and SP Belt Line, and a siding extension of approximately 5,000 feet of new rail line

Illinois
- Girard: Construction of a new connection between UP Madison subdivision and the SP Springfield subdivision; approximately 3,000 feet of new rail line construction and relocation of approximately 1,500 feet of existing track
- Salem: Connection between UP Chicago subdivision mainline and CSX mainline; approximately 2,500 feet of new rail line construction

Kansas
- Hope: Connection between the UP Hoisington subdivision mainline and BN/SF; construction of approximately 2,000 feet of new rail line and two turnouts

Louisiana
- Kinder: Connection between the UP Lake Charles Subdivision mainline and UP Beaumont Subdivision mainline; construction of approximately 1,400 feet of new rail line and two turnouts
- Shreveport: Connection between the UP Reisor Subdivision mainline and SP Lufkin Subdivision mainline; construction of two turnouts, approximately 1,200 feet of new rail line, acquisition of approximately three acres of right-of-way, and the relocation of a US Highway 171 overpass pier

Missouri
- Dexter: Construction of a 2,067-foot extension to an existing siding at Milepost 189.9 on new right-of-way
- Paront: Construction of an 8,000-foot extension to an existing siding at MP 47.1 on new right-of-way

Texas
- West Point: Connection between the UP Houston subdivision mainline and the SP Ennis subdivision Flatonia line; construction of two turnouts and approximately 1,500 feet of new rail line
- Houston:
  - Connection between the SP mainline and H&B&T line at Tower 26: construction of two turnouts and approximately 1,000 feet of new rail line
  - Connection between the SP mainline and H&B&T line at Tower 87: construction of two turnouts and approximately 800 feet of new rail line
  - Connection between the SP Lufkin subdivision and UP Settegast yard; construction of two turnouts, and approximately 1,400 feet of new rail line
- Fort Worth: Connections between the Fort Worth Subdivision mainline and SP Ennis Subdivision Fort Worth branch; (a) construction of two turnouts and approximately 570 feet of new rail line in the northeast quadrant; and (b) construction of two turnouts and approximately 650 feet of new rail line in the southwest quadrant
- Carrollton (SP): Construction of two new tracks and one track extension, involving approximately 3,100 feet on new rail line.

If you have any comments regarding the environmental review process for the proposed merger, you may call SEA’s Environmental Hotline at 1-800-448-7246.
NOTICE OF ENVIRONMENTAL REVIEW
PROPOSED U/SP MERGER
Public Comments Invited

The Surface Transportation Board’s (STB) Section of Environmental Analysis is preparing an Environmental Assessment (EA) for the proposed Union Pacific/Southern Pacific (UP/SP) railroad merger. This EA will examine environmental impacts such as air quality, traffic, noise, safety, historic resources, biological resources, and hazardous waste associated with the merger proposal and related rail line abandonment and construction projects. The EA will be available in April for a 20-day public review and comment period.

Certain rail line segments, yards, and intermodal facilities in AR, AZ, CA, CO, IA, IL, KS, LA, MO, NE, NM, NV, OK, OR, TX, UT, WA, WI, and WY are expected to experience changes in activity in rail and truck traffic. Seventeen rail lines in AR, CA, CO, IL, KS, LA, TX, and UT, including approximately 600 miles of track, are proposed to be abandoned. Twenty-five rail line construction projects involving new rail line connections on new rights-of-way in AR, CA, CO, IL, KS, LA, MO, and TX are planned as part of the proposed merger.

If you have any questions regarding the Board’s environmental review process for the proposed merger and related abandonment and construction projects, or would like a UP/SP Environmental Fact Sheet, please call the STB Environmental Hotline at 1-800-448-7246.

Please note that this Hotline is for the purpose of addressing environmental concerns. If you have comments concerning the merits of the proposed merger, please contact the Board in writing at the following address and reference Finance Docket 32760 in your request:

Case Control Branch
Room 1324
Office of the Secretary
Surface Transportation Board
1201 Constitution Avenue, NW
Washington, D.C. 20423-0001
TABLE C-1

NEWSPAPERS WHERE
"NOTICE OF ENVIRONMENTAL REVIEW
PROPOSED U/SP MERGER
Public Comments Invited"

WAS PLACED
FEBRUARY 28-29, 1996

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Appendices C-24
Section of Environmental Analysis

March 15, 1996

Nelda Antonetti
Librarian
Crittenden County Library
116 Center Street, County Office Building
Marion, Arkansas 72364

Dear Ms. Antonetti:

The Surface Transportation Board’s Section of Environmental Analysis will prepare an Environmental Assessment (EA) as part of its review of the control and merger application recently filed by the Union Pacific and Southern Pacific Railroads. Your library has been selected to receive a copy of the EA to facilitate public review and comment.

The EA will address possible impacts on air quality, noise levels, water quality, safety, biological resources, hazardous materials, and/or transportation systems associated with the proposed merger activities, including related rail line abandonments, rail and intermodal yard consolidations, increases in traffic density, and related rail line construction projects.

Enclosed is a Fact Sheet that provides general information about the proposed merger. We would appreciate your posting the Fact Sheet in one or more publicly accessible locations.

The EA will be issued in mid-April 1996 and distributed for a 20-day public review and comment period. We will be forwarding a copy to your library and request that you make it available for public review as soon as possible.

Should you have questions, please call Mr. Steve Brooks at the project’s toll-free environmental hotline at (800) 448-7245. We appreciate your cooperation and assistance in the environmental review process for the proposed UP/SP merger.

Sincerely,

Elaine K. Kaiser
Chief, Section of Environmental Analysis

Attachment (FACT SHEET)
**TABLE C-2**  
**PUBLIC LIBRARY LOCATIONS FOR FACT SHEET POSTING AND AVAILABILITY OF THE EA**

<table>
<thead>
<tr>
<th>State</th>
<th>County</th>
<th>Name of Library</th>
<th>Street Address</th>
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<td>1221 N. Central Avenue</td>
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<td>630 W. 5th Street</td>
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### TABLE C-2, Continued

#### PUBLIC LIBRARY LOCATIONS

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EXHIBIT C-6
LETTER TO COUNTY OFFICIALS REGARDING PUBLIC REVIEW

(This Letter Went to All Counties Identified in Exhibit D-9, Recipients)

Surface Transportation Board
Washington, D.C. 20423-0001

Section of Environmental Analysis

March 25, 1996

Mr. Cardon Berry
Board of Commissioners Chair
Kiowa County
P.O. Box 591
Eads, CO 81036

Dear Mr. Berry:

As we indicated to you in our letter of January 29, 1996, the Surface Transportation Board's Section of Environmental Analysis is preparing an Environmental Assessment (EA) as part of its review of the control and merger application filed on November 30, 1995 by the Union Pacific and Southern Pacific Railroads.

The EA will address possible impacts on air quality, noise levels, water quality, safety, biological resources, hazardous materials, and/or transportation systems associated with the proposed merger activities, including related rail line abandonments, rail and intermodal yard consolidations, increases in traffic density, and related rail line construction projects.

The EA will be issued in mid-April 1996 and distributed for a 20-day public review and comment period. We will be forwarding two copies to you and request that you make at least one copy available for public review.

Also enclosed is a Fact Sheet that provides general information about the proposed merger. Should you have questions, please call Mr. Steve Brooks at the project's toll-free environmental hotline at (800) 448-7246. We appreciate your cooperation and assistance in the environmental review process for the proposed UP/SP merger.

Sincerely,

Elaine K. Kaiser
Chief, Section of Environmental Analysis

Attachment (FACT SHEET)
APPENDIX D

SAMPLE CONSULTATION LETTERS AND RECIPIENTS
January 29, 1996

Mr. Ronald M. Jaeger
Area Director
Bureau of Indian Affairs
2800 Cottage Way
Sacramento, CA  95825

Re:  Surface Transportation Board Request for Environmental Comments on the Potential Environmental Impacts of the Control and Merger Application between the Union Pacific and Southern Pacific Railroads (Finance Docket No. 32760)

Dear Mr. Jaeger:

On November 30, 1995, the Union Pacific Railroad Company (UP) and the Southern Pacific Transportation Company (SP) applied to the Interstate Commerce Commission (ICC) for authority to merge their operations into a single Union Pacific Railroad Company. The proposed merger is intended to improve service capabilities and operating efficiencies. This proposed merger now requires the approval of the Surface Transportation Board (STB or Board). The STB retains the former ICC’s merger review authority.¹

The Board’s Section of Environmental Analysis (SEA) requests your comments on the potential environmental impacts of the proposed merger to assist us in conducting the environmental review process required by the National Environmental Policy Act (NEPA). As part of this process, it is essential that we consult with agencies or organizations that may have specific interest in or knowledge of the potential environmental impacts.

The proposed merger of the UP and SP railroads would create a single railroad company with more than 35,000 miles of track operating in 24 states. It would result in the rerouting of train traffic within the consolidated system. This rerouting could cause increased traffic on some rail line segments and decreased traffic on other segments. Also, there could be increased activity on certain rail segments due to diversion from non-rail transportation modes such as motor carrier.

In addition, local truck traffic could increase or decrease as a result of consolidating rail yards and intermodal facilities. Further, other railroads and/or other parties may seek trackage rights, rail line acquisitions, and new rail line connections as part of this proposed merger.

¹ The ICC Termination Act of 1995, Pub. L. No. 104-88, 109 Stat. 803 (the Act), which was enacted on December 29, 1995 and took effect on January 1, 1996, abolished the Interstate Commerce Commission and transferred its railroad merger approval functions to the Surface Transportation Board.
January 29, 1996

Rail line abandonments are planned as part of the proposed merger. Seventeen rail lines in eight states (AR, CA, CO, IL, KS, LA, TX, UT), involving approximately 600 miles of track, would be abandoned.

The proposed merger would require a number of rail line construction projects. These involve 25 new rail line connections in eight states (AR, CA, CO, IL, KS, LA, MO, TX) that would require construction outside existing rights-of-way. Other merger-related activities would include the construction, consolidation, or phaseout of intermodal facilities as well as the closure of existing rail yards.

As noted above, we are soliciting your comments regarding the potential environmental impacts of the proposed merger and related abandonments and constructions. In your comments, please address those areas of environmental concerns that pertain to your jurisdiction. These may include the following environmental impact areas:

- Existing local, regional, and national transportation systems.
- Local land use, including parks and refuges.
- Energy use.
- Air emissions and ambient air quality conditions.
- Noise.
- Public health and safety, including hazardous materials.
- Biological resources, including threatened or endangered species.
- Water resources, including water quality and wetlands.
- Historic, cultural, or archaeological resources.
- American Indian populations, lands, and cultures.

Also, please include in your comments the following:

- Impacts to American Indian populations, lands, and culture.
- Information on sensitive resources.

Because of the expedited time frames required for this project, we must issue in April an Environmental Assessment analyzing the potential impacts of the proposed merger. Under these circumstances, we can provide you with only 20 days to comment on the Environmental Assessment. Accordingly, we are seeking your assistance as quickly as possible in identifying and addressing environmental issues. Your comments on the proposed merger should be submitted by February 15, 1996. This will allow us to incorporate your comments and to include a record of consultation and coordination efforts in the Environmental Assessment.

Please submit your comments by February 15, 1996 to:

Elaine K. Kaiser
UP/SP Environmental Project Director
Section of Environmental Analysis
Surface Transportation Board
12th and Constitution Avenue, Room 3219
Washington, D.C. 20423-0001
Attention: Finance Docket No. 32760 - Comments

To help ensure your timely response, we have prepared specific information, on a state-by-state basis, about the proposed merger. Attachment 1, "Union Pacific/Southern Pacific Proposed Merger Environmental Information Package," contains descriptions of merger-related actions and maps indicating locations of potential environmental impacts.
De Leuw, Cather & Company (De Leuw, Cather) is acting as an independent "third party consultant" to assist SEA in conducting the environmental review process and in preparing the environmental documentation for this project as required by NEPA. We have assigned an environmental coordinator from De Leuw, Cather to assist you in your review as needed. He or she will contact you within the week to ensure your receipt of this request and to provide you with assistance.

Please note that the railroads' environmental consultant (Dames & Moore, Inc.) may have contacted you previously on behalf of UP and SP in the preparation of the environmental report, which has been submitted to the Board with the UP/SP merger application. If your office has already responded to a previous request for information related to this project from Dames & Moore, that response will be verified by our staff and incorporated into our environmental analysis.

If you have questions about the proposed merger or our environmental review process, please call Ms. Phillis Johnson-Ball, SEA's UP/SP Environmental Project Manager, at (202) 927-6213. If you have questions concerning agency coordination and responses, or need specific information about the proposed merger and the related abandonments and constructions, please call Mr. Steve Brooks of De Leuw, Cather at (703) 352-1163. Also, you may leave a recorded message at (800) 448-7246.

We appreciate your cooperation and assistance in the environmental review process for the proposed UP/SP merger.

Sincerely,

Elaine K. Kaiser
Chief, Section of Environmental Analysis

Attachment

Appendices D-4
January 29, 1996

DISTRIBUTION OF LETTER:

BUREAU OF INDIAN AFFAIRS

Mr. Walter Mills
Area Director
Bureau of Indian Affairs Phoenix Area Office
P.O. Box 10
Phoenix AZ 85001

Mr. Ronald M. Jaeger
Area Director
Bureau of Indian Affairs Sacramento Area Office
2800 Cottage Way
Sacramento CA 95825

Ms. Denise Homer
Area Director
Bureau of Indian Affairs Minneapolis Area Office
331 S. 2nd Avenue
Minneapolis MN 55401

Mr. Keith Beartusk
Area Director
Bureau of Indian Affairs Billings Area Office
316 N. 26th Street
Billings, MT 59101

Mr. Patrick A. Hayes
Area Director
Bureau of Indian Affairs Albuquerque Area Office
P.O. Box 26567
Albuquerque NM 87125

Mr. Wilson Barber
Area Director
Bureau of Indian Affairs Navajo Area Director
P.O. Box 1060
Gallup NM 87305

Mr. Bill Collier
Area Director
Bureau of Indian Affairs Anadarko Area Office
P.O. Box 368
Anadarko OK 73005

Mr. Bill Collier
Area Director
Bureau of Indian Affairs Muskogee Area Office
101 N. 5th Street
Muskogee OK 74401

Mr. Stanley Speaks
Area Director
Bureau of Indian Affairs Portland Area Office
911 N.E. 11th Street
Portland OR 97232

Mr. Joe Walker
Area Director
Bureau of Indian Affairs Aberdeen Area Office
115 S. 11th Avenue S.E.
Aberdeen SD 57401

Ms. Nancy Jemison
Acting Area Director
Bureau of Indian Affairs Eastern Area Office
3701 N. Fairfax Drive, Mailstop: VASQ 260
Arlington VA 22203
January 29, 1996

General Bruce K. Scott
Commander
U.S. Army Corps of Engineers
630 Samsome Street, Room 720
San Francisco, CA 94111

Re: Surface Transportation Board Request for Environmental Comments on the Potential Environmental Impacts of the Control and Merger Application between the Union Pacific and Southern Pacific Railroads (Finance Docket No. 32760)

Dear General Scott:

On November 30, 1995, the Union Pacific Railroad Company (UP) and the Southern Pacific Transportation Company (SP) applied to the Interstate Commerce Commission (ICC) for authority to merge their operations into a single Union Pacific Railroad Company. The proposed merger is intended to improve service capabilities and operating efficiencies. This proposed merger now requires the approval of the Surface Transportation Board (STB or Board). The STB retains the former ICC's merger review authority.²

The Board's Section of Environmental Analysis (SEA) requests your comments on the potential environmental impacts of the proposed merger to assist us in conducting the environmental review process required by the National Environmental Policy Act (NEPA). As part of this process, it is essential that we consult with agencies or organizations that may have specific interest in or knowledge of the potential environmental impacts.

The proposed merger of the UP and SP railroads would create a single railroad company with more than 35,000 miles of track operating in 24 states. It would result in the rerouting of train traffic within the consolidated system. This rerouting could cause increased traffic on some rail line segments and decreased traffic on other segments. Also, there could be increased activity on certain rail segments due to diversion from non-rail transportation modes such as motor carrier. In addition, local truck traffic could increase or decrease as a result of consolidating rail yards and intermodal facilities. Further, other railroads and/or other parties may seek trackage rights, rail line acquisitions, and new rail line connections as part of this proposed merger.

Rail line abandonments are planned as part of the proposed merger. Seventeen rail lines in eight states (AR, CA, CO, IL, KS, LA, TX, UT), involving approximately 600 miles of track, would be abandoned.

The proposed merger would require a number of rail line construction projects. These involve 25 new rail

² The ICC Termination Act of 1995, Pub. L. No. 104-88, 109 Stat. 803 (the Act), which was enacted on December 29, 1995 and took effect on January 1, 1996, abolished the Interstate Commerce Commission and transferred its railroad merger approval functions to the Surface Transportation Board.
line connections in eight states (AR, CA, CO, IL, KS, LA, MO, TX) that would require construction outside existing rights-of-way. Other merger-related activities would include the construction, consolidation, or phaseout of intermodal facilities as well as the closure of existing rail yards.

As noted above, we are soliciting your comments regarding the potential environmental impacts of the proposed merger and related abandonments and constructions. In your comments, please address those areas of environmental concerns that pertain to your jurisdiction. These may include the following environmental impact areas:

- Existing local, regional, and national transportation systems.
- Local land use, including parks and refuges.
- Energy use.
- Air emissions and ambient air quality conditions.
- Noise.
- Public health and safety, including hazardous materials.
- Biological resources, including threatened or endangered species.
- Water resources, including water quality and wetlands.
- Historic, cultural, or archaeological resources.
- American Indian populations, lands, and cultures.

Also, please include in your comments the following:

- Identification of permit requirements under Section 404 or other applicable sections of the Clean Water Act.
- Impacts to jurisdictional wetlands and/or other water resources.
- Impacts to 100-year floodplains.

Because of the expedited time frames required for this project, we must issue in April an Environmental Assessment analyzing the potential impacts of the proposed merger. Under these circumstances, we can provide you with only 20 days to comment on the Environmental Assessment. Accordingly, we are seeking your assistance as quickly as possible in identifying and addressing environmental issues. Your comments on the proposed merger should be submitted by February 15, 1996. This will allow us to incorporate your comments and to include a record of consultation and coordination efforts in the Environmental Assessment.

Please submit your comments by February 15, 1996 to:
Elaine K. Kaiser
UP/SP Environmental Project Director
Section of Environmental Analysis
Surface Transportation Board
12th and Constitution Avenue, Room 3219
Washington, D.C. 20423-0001

Attention: Finance Docket No. 32760 - Comments

To help ensure your timely response, we have prepared specific information, on a state-by-state basis, about the proposed merger. Attachment 1, "Union Pacific/Southern Pacific Proposed Merger Environmental Information Package," contains descriptions of merger-related actions and maps indicating locations of potential environmental impacts.
De Leuw, Cather & Company (De Leuw, Cather) is acting as an independent "third party consultant" to assist SEA in conducting the environmental review process and in preparing the environmental documentation for this project as required by NEPA. We have assigned an environmental coordinator from De Leuw, Cather to assist you in your review as needed. He or she will contact you within the week to ensure your receipt of this request and to provide you with assistance.

Please note that the railroads' environmental consultant (Dames & Moore, Inc.) may have contacted you previously on behalf of UP and SP in the preparation of the environmental report, which has been submitted to the Board with the UP/SP merger application. If your office has already responded to a previous request for information related to this project from Dames & Moore, that response will be verified by our staff and incorporated into our environmental analysis.

If you have questions about the proposed merger or our environmental review process, please call Ms. Phillis Johnson-Ball, SEA's UP/SP Environmental Project Manager, at (202) 927-6213. If you have questions concerning agency coordination and responses, or need specific information about the proposed merger and the related abandonments and constructions, please call Mr. Steve Brooks of De Leuw, Cather at (703) 352-1163. Also, you may leave a recorded message at (800) 448-7246.

We appreciate your cooperation and assistance in the environmental review process for the proposed UP/SP merger.

Sincerely,

Elaine K. Kaiser
Chief, Section of Environmental Analysis

Attachment

Appendices

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January 29, 1996

Page 1

DISTRIBUTION OF THIS LETTER:

CORPS OF ENGINEERS

General Bruce K. Scott
Commander
U.S. Army Corps of Engineers
630 Samsome Street, Room 720
San Francisco, CA  94111

Colonel James Vaneeps
Commander
U.S. Army Corps of Engineers
111 N. Canal Street, Suite 600
Chicago, IL  60606

Mr. Robert B. Flowers
Commander
U.S. Army Corps of Engineers
1400 Walnut Street
Vicksburg, MS  39181

Colonel Richard W. Craig
Commander
U.S. Army Corps of Engineers
12565 W. Center Road
Omaha, NE  68144

Colonel Alexander R. Jansen
Commander
U.S. Army Corps of Engineers
550 Main Street
Cincinnati, OH  45201

Major General Russell L. Fuhrman
Commander
U.S. Army Corps of Engineers
P.O. Box 2870
Portland, OR  97208

Colonel James P. King
Commander
U.S. Army Corps of Engineers
1114 Commerce Street
Dallas, TX  75242

D-9

Appendices
January 29, 1996

Mr. Dennis P. Grams
Regional Administrator
U.S. Environmental Protection Agency
726 Minnesota Avenue
Kansas City, MO 66101

Re: Surface Transportation Board Request for Environmental Comments on the Potential Environmental Impacts of the Control and Merger Application between the Union Pacific and Southern Pacific Railroads (Finance Docket No. 32760)

Dear Mr. Grams:

On November 30, 1995, the Union Pacific Railroad Company (UP) and the Southern Pacific Transportation Company (SP) applied to the Interstate Commerce Commission (ICC) for authority to merge their operations into a single Union Pacific Railroad Company. The proposed merger is intended to improve service capabilities and operating efficiencies. This proposed merger now requires the approval of the Surface Transportation Board (STB or Board). The STB retains the former ICC's merger review authority.

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line connections in eight states (AR, CA, CO, IL, KS, LA, MO, TX) that would require construction outside existing rights-of-way. Other merger-related activities would include the construction, consolidation, or phaseout of intermodal facilities as well as the closure of existing rail yards.

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- Existing local, regional, and national transportation systems.
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- Public health and safety, including hazardous materials.
- Biological resources, including threatened or endangered species.
- Water resources, including water quality and wetlands.
- Historic, cultural, or archaeological resources.
- American Indian populations, lands, and cultures.

Also, please include in your comments the following:

- Air quality standards and current attainment and nonattainment status under the Clean Air Act for locations along the rail corridors as well as proposed abandonment and construction sites.
- Impacts to water quality as a result of the proposed merger.
- Impacts to any sole-source aquifers.
- Impacts to any hazardous materials treatment, storage, or disposal facilities.
- Identification of any National Priority hazardous material sites near the UP/SP rail corridors or proposed abandonment and construction sites.

Because of the expedited time frames required for this project, we must issue in April an Environmental Assessment analyzing the potential impacts of the proposed merger. Under these circumstances, we can provide you with only 20 days to comment on the Environmental Assessment. Accordingly, we are seeking your assistance as quickly as possible in identifying and addressing environmental issues. Your comments on the proposed merger should be submitted by February 15, 1996. This will allow us to incorporate your comments and to include a record of consultation and coordination efforts in the Environmental Assessment.

Please submit your comments by February 15, 1996 to:

Elaine K. Kaiser
UP/SP Environmental Project Director
Section of Environmental Analysis
Surface Transportation Board
12th and Constitution Avenue, Room 3219
Washington, D.C. 20423-0001

Attention: Finance Docket No. 32760 - Comments
January 29, 1996

To help ensure your timely response, we have prepared specific information, on a state-by-state basis, about the proposed merger. Attachment 1, "Union Pacific/Southern Pacific Proposed Merger Environmental Information Package," contains descriptions of merger-related actions and maps indicating locations of potential environmental impacts.

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If you have questions about the proposed merger or our environmental review process, please call Ms. Phillis Johnson-Ball, SEA’s UP/SP Environmental Project Manager, at (202) 927-6213. If you have questions concerning agency coordination and responses, or need specific information about the proposed merger and the related abandonments and constructions, please call Mr. Steve Brooks of De Leuw, Cather at (703) 352-1163. Also, you may leave a recorded message at (800) 448-7246.

We appreciate your cooperation and assistance in the environmental review process for the proposed UP/SP merger.

Sincerely,

Elaine K. Kaiser
Chief, Section of Environmental Analysis

Attachment

Appendices D-12
January 29, 1996

DISTRIBUTION OF THIS LETTER

US ENVIRONMENTAL PROTECTION AGENCY

Ms. Felicia Markus
Regional Administrator
U.S. Environmental Protection Agency
215 Fremont Street
San Francisco, CA 94105

Mr. William P. Yellowtail
Regional Administrator
Attn: Nancy Mangone (added 2/7/96)
U.S. Environmental Protection Agency
999 18th Street, Suite 500
Denver, CO 80202-2466

Mr. Valdus Adamkus
Regional Administrator
U.S. Environmental Protection Agency
230 S. Dearborn Street
Chicago, IL 60604

Mr. Dennis P. Grams
Regional Administrator
U.S. Environmental Protection Agency
726 Minnesota Avenue
Kansas City, MO 66101

Ms. Jane N. Saginaw
Regional Administrator
U.S. Environmental Protection Agency
1455 Ross Avenue, Suite 1200
Dallas, TX 75202

Mr. Charles C. Clarke
Regional Administrator
U.S. Environmental Protection Agency
1200 6th Avenue
Seattle, WA 98101

Appendices
January 29, 1996

Mr. Ralph O. Morgenweck  
Regional Director  
U.S. Fish and Wildlife Service  
P.O. Box 25486  
Denver, CO 80225

Re: Surface Transportation Board Request for Environmental Comments on the Potential Environmental Impacts of the Control and Merger Application between the Union Pacific and Southern Pacific Railroads (Finance Docket No. 32760)

Dear Mr. Morgenweck:

On November 30, 1995, the Union Pacific Railroad Company (UP) and the Southern Pacific Transportation Company (SP) applied to the Interstate Commerce Commission (ICC) for authority to merge their operations into a single Union Pacific Railroad Company. The proposed merger is intended to improve service capabilities and operating efficiencies. This proposed merger now requires the approval of the Surface Transportation Board (STB or Board). The STB retains the former ICC’s merger review authority.  

The Board's Section of Environmental Analysis (SEA) requests your comments on the potential environmental impacts of the proposed merger to assist us in conducting the environmental review process required by the National Environmental Policy Act (NEPA). As part of this process, it is essential that we consult with agencies or organizations that may have specific interest in or knowledge of the potential environmental impacts.

The proposed merger of the UP and SP railroads would create a single railroad company with more than 35,000 miles of track operating in 24 states. It would result in the rerouting of train traffic within the consolidated system. This rerouting could cause increased traffic on some rail line segments and decreased traffic on other segments. Also, there could be increased activity on certain rail segments due to diversion from non-rail transportation modes such as motor carrier. In addition, local truck traffic could increase or decrease as a result of consolidating rail yards and intermodal facilities. Further, other railroads and/or other parties may seek trackage rights, rail line acquisitions, and new rail line connections as part of this proposed merger.

Rail line abandonments are planned as part of the proposed merger. Seventeen rail lines in eight states (AR, CA, CO, IL, KS, LA, TX, UT), involving approximately 600 miles of track, would be abandoned.

The proposed merger would require a number of rail line construction projects. These involve 25 new rail

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line connections in eight states (AR, CA, CO, IL, KS, LA, MO, TX) that would require construction outside existing
rights-of-way. Other merger-related activities would include the construction, consolidation, or phaseout of
intermodal facilities as well as the closure of existing rail yards.

As noted above, we are soliciting your comments regarding the potential environmental impacts of the
proposed merger and related abandonments and constructions. In your comments, please address those areas
of environmental concerns that pertain to your jurisdiction. These may include the following environmental impact
areas:

- Existing local, regional, and national transportation systems.
- Local land use, including parks and refuges.
- Energy use.
- Air emissions and ambient air quality conditions.
- Noise.
- Public health and safety, including hazardous materials.
- Biological resources, including threatened or endangered species.
- Water resources, including water quality and wetlands.
- Historic, cultural, or archaeological resources.
- American Indian populations, lands, and cultures.

Also, please include in your comments the following:

- Impacts to federally-listed endangered or threatened species or areas designated as critical
  habitat.
- Identification of protected species located proximate to UP/SP rail corridors or proposed
  abandonment and construction sites.
- Identification of critical habitats proximate to UP/SP rail corridors or proposed abandonment and
  construction sites.
- Identification of wildlife refuges or protected parks proximate to the UP/SP rail corridors or
  proposed abandonment and construction sites.
- Impacts to fish or wildlife resources.

Because of the expedited time frames required for this project, we must issue in April an Environmental
Assessment analyzing the potential impacts of the proposed merger. Under these circumstances, we can provide
you with only 20 days to comment on the Environmental Assessment. Accordingly, we are seeking your
assistance as quickly as possible in identifying and addressing environmental issues. Your comments on the
proposed merger should be submitted by February 15, 1996. This will allow us to incorporate your comments
and to include a record of consultation and coordination efforts in the Environmental Assessment.

Please submit your comments by February 15, 1996 to:

Elaine K. Kaiser
UP/SP Environmental Project Director
Section of Environmental Analysis
Surface Transportation Board
12th and Constitution Avenue, Room 3219
Washington, D.C. 20423-0001
Attention: Finance Docket No. 32760 - Comments

To help ensure your timely response, we have prepared specific information, on a state-by-state basis,
about the proposed merger. Attachment 1, "Union Pacific/Southern Pacific Proposed Merger Environmental Information Package," contains descriptions of merger-related actions and maps indicating locations of potential environmental impacts.

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Please note that the railroads' environmental consultant (Dames & Moore, Inc.) may have contacted you previously on behalf of UP and SP in the preparation of the environmental report, which has been submitted to the Board with the UP/SP merger application. If your office has already responded to a previous request for information related to this project from Dames & Moore, that response will be verified by our staff and incorporated into our environmental analysis.

If you have questions about the proposed merger or our environmental review process, please call Ms. Phillis Johnson-Ball, SEA's UP/SP Environmental Project Manager, at (202) 927-6213. If you have questions concerning agency coordination and responses, or need specific information about the proposed merger and the related abandonments and constructions, please call Mr. Steve Brooks of De Leuw, Cather at (703) 352-1163. Also, you may leave a recorded message at (800) 448-7246.

We appreciate your cooperation and assistance in the environmental review process for the proposed UP/SP merger.

Sincerely,

Elaine K Kaiser
Chief, Section of Environmental Analysis

Attachment
January 29, 1996
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DISTRIBUTION OF THIS LETTER

US FISH & WILDLIFE SERVICE

Mr. Ralph O. Morgenweck
Regional Director
U.S. Fish and Wildlife Service
P.O. Box 25486
Denver, CO  80225

Ms. Noreen Clough
Regional Director
U.S. Fish and Wildlife Service
1875 Century Boulevard, Suite 200
Atlanta, GA  30345

Mr. William F. Hartwig
Regional Director
U.S. Fish and Wildlife Service
1 Federal Drive
Ft. Snelling, MN  55111

Ms. Nancy M. Kaufman
Regional Director
U.S. Fish and Wildlife Service
P.O. Box 1306
Albuquerque, NM  87102

Mr. Michael J. Spear
Regional Director
U.S. Fish and Wildlife Service
911 NE 11th Avenue
Portland, OR  97232-4181

ADDED 2/5/96 per request of Regional Office:

Field Supervisor
U.S. Fish and Wildlife Service
2105 Osuna Road NE
Albuquerque, NM  87113

Field Supervisor
U.S. Fish and Wildlife Service
2321 West Royal Palm Road, Suite 103
Phoenix, AZ  85021-4957

Field Supervisor
U.S. Fish and Wildlife Service
222 South Houston, Suite A
Tulsa, OK  74127

Office of the State Administrator
U.S. Fish and Wildlife Service
10711 Burnet Road, Suite 301
Austin, TX  78758

Ecological Services Austin Field Office
U.S. Fish and Wildlife Service
10711 Burnet Road, Suite 200
Austin, TX  78758

Field Supervisor
U.S. Fish and Wildlife Service
711 Stadium Drive East, Suite 252
Arlington, TX  76011

Field Supervisor
U.S. Fish and Wildlife Service
17629 El Camino Real, Suite 211
Houston, TX  77058

Field Supervisor
U.S. Fish and Wildlife Service
6300 Ocean Drive, Campus Box 338
Corpus Christi, TX  78412

D- 17

Appendices
January 29, 1996

Mr. Roger Kennedy
Director
Department of the Interior
1849 C Street NW
Washington, DC 20240

Re: Surface Transportation Board Request for Environmental Comments on the Potential Environmental Impacts of the Control and Merger Application between the Union Pacific and Southern Pacific Railroads (Finance Docket No. 32760)

Dear Mr. Kennedy:

On November 30, 1995, the Union Pacific Railroad Company (UP) and the Southern Pacific Transportation Company (SP) applied to the Interstate Commerce Commission (ICC) for authority to merge their operations into a single Union Pacific Railroad Company. The proposed merger is intended to improve service capabilities and operating efficiencies. This proposed merger now requires the approval of the Surface Transportation Board (STB or Board). The STB retains the former ICC’s merger review authority.

The Board’s Section of Environmental Analysis (SEA) requests your comments on the potential environmental impacts of the proposed merger to assist us in conducting the environmental review process required by the National Environmental Policy Act (NEPA). As part of this process, it is essential that we consult with agencies or organizations that may have specific interest in or knowledge of the potential environmental impacts.

The proposed merger of the UP and SP railroads would create a single railroad company with more than 35,000 miles of track operating in 24 states. It would result in the rerouting of train traffic within the consolidated system. This rerouting could cause increased traffic on some rail line segments and decreased traffic on other segments. Also, there could be increased activity on certain rail segments due to diversion from non-rail transportation modes such as motor carrier. In addition, local truck traffic could increase or decrease as a result of consolidating rail yards and intermodal facilities. Further, other railroads and/or other parties may seek trackage rights, rail line acquisitions, and new rail line connections as part of this proposed merger.

Rail line abandonments are planned as part of the proposed merger. Seventeen rail lines in eight states (AR, CA, CO, IL, KS, LA, TX, UT), involving approximately 600 miles of track, would be abandoned.

5 The ICC Termination Act of 1995, Pub. L. No. 104-88, 109 Stat. 803 (the Act), which was enacted on December 29, 1995 and took effect on January 1, 1996, abolished the Interstate Commerce Commission and transferred its railroad merger approval functions to the Surface Transportation Board.
The proposed merger would require a number of rail line construction projects. These involve 25 new rail line connections in eight states (AR, CA, CO, IL, KS, LA, MO, TX) that would require construction outside existing rights-of-way. Other merger-related activities would include the construction, consolidation, or phaseout of intermodal facilities as well as the closure of existing rail yards.

As noted above, we are soliciting your comments regarding the potential environmental impacts of the proposed merger and related abandonments and constructions. In your comments, please address those areas of environmental concerns that pertain to your jurisdiction. These may include the following environmental impact areas:

- Existing local, regional, and national transportation systems.
- Local land use, including parks and refuges.
- Energy use.
- Air emissions and ambient air quality conditions.
- Noise.
- Public health and safety, including hazardous materials.
- Biological resources, including threatened or endangered species.
- Water resources, including water quality and wetlands.
- Historic, cultural, or archaeological resources.
- American Indian populations, lands, and cultures.

Also, please identify any parks or parkways nearby or potentially affected.

We are contacting the State Historic Preservation Officer for each affected state in regard to historical and cultural resources.

Because of the expedited time frames required for this project, we must issue in April an Environmental Assessment analyzing the potential impacts of the proposed merger. Under these circumstances, we can provide you with only 20 days to comment on the Environmental Assessment. Accordingly, we are seeking your assistance as quickly as possible in identifying and addressing environmental issues. Your comments on the proposed merger should be submitted by **February 15, 1996**. This will allow us to incorporate your comments and to include a record of consultation and coordination efforts in the Environmental Assessment.

Please submit your comments by **February 15, 1996** to:

Elaine K. Kaiser  
UP/SP Environmental Project Director  
Section of Environmental Analysis  
Surface Transportation Board  
12th and Constitution Avenue, Room 3219  
Washington, D.C. 20423-0001  
Attention: Finance Docket No. 32760 - Comments

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We appreciate your cooperation and assistance in the environmental review process for the proposed UP/SP merger.

Sincerely,

Elaine K. Kaiser
Chief, Section of Environmental Analysis
January 29, 1996
Page _

DISTRIBUTION OF THIS LETTER

NATIONAL PARK SERVICE

Mr. Stanley T. Albright
Regional Director
National Park Service
600 Harrison Street, Suite 600
San Francisco, CA  94107

Mr. John E. Cooke
Field Director
National Park Service
P.O. Box 25287
Denver, CO  80225-0287

Mr. Robert M. Baker
Field Director (attn: Rachel Wheeles)
National Park Service
75 Spring Street SW, Suite 1094
Atlanta, GA  30303

Mr. William Schenk
Field Director
National Park Service
1709 Jackson Street
Omaha, NE  68102

Mr. Roger Kennedy
Director
Department of the Interior
1849 C Street NW
Washington, DC  20240
January 29, 1996

Mr. Humberto Hernandez  
State Conservationist  
USDA Natural Resources Conservation Service  
3003 N. Central Avenue, Suite 800  
Phoenix, AZ  85012-2945  

Re:  Surface Transportation Board Request for Environmental Comments on the Potential Environmental Impacts of the Control and Merger Application between the Union Pacific and Southern Pacific Railroads  
(Finance Docket No. 32760)  

Dear Mr. Hernandez:  

On November 30, 1995, the Union Pacific Railroad Company (UP) and the Southern Pacific Transportation Company (SP) applied to the Interstate Commerce Commission (ICC) for authority to merge their operations into a single Union Pacific Railroad Company. The proposed merger is intended to improve service capabilities and operating efficiencies. This proposed merger now requires the approval of the Surface Transportation Board (STB or Board). The STB retains the former ICC’s merger review authority.6  

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- Impacts to any sole-source aquifers.
- Impacts to any hazardous materials treatment, storage, or disposal facilities.
- Identification of any National Priority hazardous material sites near the UP/SP rail corridors or proposed abandonment and construction sites.

Because of the expedited time frames required for this project, we must issue in April an Environmental Assessment analyzing the potential impacts of the proposed merger. Under these circumstances, we can provide you with only 20 days to comment on the Environmental Assessment. Accordingly, we are seeking your assistance as quickly as possible in identifying and addressing environmental issues. Your comments on the proposed merger should be submitted by February 15, 1996. This will allow us to incorporate your comments and to include a record of consultation and coordination efforts in the Environmental Assessment.
January 29, 1996
Page _

Please submit your comments by **February 15, 1996** to:
Elaine K. Kaiser
UP/SP Environmental Project Director
Section of Environmental Analysis
Surface Transportation Board
12th and Constitution Avenue, Room 3219
Washington, D.C. 20423-0001
**Attention: Finance Docket No. 32760 - Comments**

To help ensure your timely response, we have prepared specific information, on a state-by-state basis, about the proposed merger. Attachment 1, "Union Pacific/Southern Pacific Proposed Merger Environmental Information Package," contains descriptions of merger-related actions and maps indicating locations of potential environmental impacts.

De Leuw, Cather & Company (De Leuw, Cather) is acting as an independent "third party consultant" to assist SEA in conducting the environmental review process and in preparing the environmental documentation for this project as required by NEPA. We have assigned an environmental coordinator from De Leuw, Cather to assist you in your review as needed. He or she will contact you within the week to ensure your receipt of this request and to provide you with assistance.

Please note that the railroads' environmental consultant (Dames & Moore, Inc.) may have contacted you previously on behalf of UP and SP in the preparation of the environmental report, which has been submitted to the Board with the UP/SP merger application. If your office has already responded to a previous request for information related to this project from Dames & Moore, that response will be verified by our staff and incorporated into our environmental analysis.

If you have questions about the proposed merger or our environmental review process, please call Ms. Phillis Johnson-Ball, SEA's UP/SP Environmental Project Manager, at (202) 927-6213. If you have questions concerning agency coordination and responses, or need specific information about the proposed merger and the related abandonments and constructions, please call Mr. Steve Brooks of De Leuw, Cather at (703) 352-1163. Also, you may leave a recorded message at (800) 448-7246.

We appreciate your cooperation and assistance in the environmental review process for the proposed UP/SP merger.

Sincerely,

Elaine K. Kaiser
Chief, Section of Environmental Analysis

Attachment

Appendices D-24
DISTRIBUTION OF THIS LETTER

NATURAL RESOURCES CONSERVATION SERVICE

<table>
<thead>
<tr>
<th>Name</th>
<th>Position</th>
<th>Address</th>
</tr>
</thead>
<tbody>
<tr>
<td>Mr. Humberto Hernandez</td>
<td>State Conservationist</td>
<td>USDA Natural Resources Conservation Service 3003 N. Central Avenue, Suite 800 Phoenix, AZ 85012-2945</td>
</tr>
<tr>
<td>Mr. Thomas Wehri</td>
<td>State Conservationist</td>
<td>USDA Natural Resources Conservation Service 5404 Federal Building 700 W. Capitol Avenue Little Rock, AR 72219</td>
</tr>
<tr>
<td>Mr. Hershel R. Read</td>
<td>State Conservationist</td>
<td>USDA Natural Resources Conservation Service 2121-C Second Street, Suite 102 Davis, CA 95616-5475</td>
</tr>
<tr>
<td>Mr. Duane L. Johnsen</td>
<td>State Conservationist</td>
<td>USDA Natural Resources Conservation Service 655 Parfet Street, Room E200C Lakewood, CO 80215-5517</td>
</tr>
<tr>
<td>Mr. Thomas Christensen</td>
<td>State Conservationist</td>
<td>USDA Natural Resources Conservation Service 1902 Fox Drive Champaign, IL 61820</td>
</tr>
<tr>
<td>Mr. Leroy Brown</td>
<td>State Conservationist</td>
<td>USDA Natural Resources Conservation Service Federal Building, Suite 693 210 Walnut Street Des Moines, IA 50309</td>
</tr>
<tr>
<td>Mr. James N. Habiger</td>
<td>State Conservationist</td>
<td>USDA Natural Resources Conservation Service 760 South Broadway Salina, KS 67401</td>
</tr>
<tr>
<td>Mr. Donald W. Gohmert</td>
<td>State Conservationist</td>
<td>USDA Natural Resources Conservation Service 3737 Government Street Alexandria, LA 71302</td>
</tr>
<tr>
<td>Mr. Russell Mills</td>
<td>State Conservationist</td>
<td>USDA Natural Resources Conservation Service Parkade Center, Suite 250 601 Business Loop (70W) Columbia, MO 65203-2546</td>
</tr>
<tr>
<td>Mr. Stephen K. Chick</td>
<td>State Conservationist</td>
<td>USDA Natural Resources Conservation Service 100 Centennial Mall N., Suite 152 Lincoln, NE 68508-3866</td>
</tr>
<tr>
<td>Mr. William D. Goddard</td>
<td>State Conservationist</td>
<td>USDA Natural Resources Conservation Service Building F, Suite 201 5301 Longley Lane Reno, NV 89511</td>
</tr>
<tr>
<td>Mr. Rosendo Trevino</td>
<td>State Conservationist</td>
<td>USDA Natural Resources Conservation Service 6200 Jefferson NE Albuquerque, NM 87109</td>
</tr>
</tbody>
</table>
January 29, 1996
Page _

NRCS CONTINUED

Mr. Robert N. Jones
Acting State Conservationist
USDA Natural Resources Conservation Service
100 USDA, Suite 203
Stillwater, OK  74074

Mr. Bob Graham
State Conservationist
USDA Natural Resources Conservation Service
101 SW Main Street, Suite 1300
Portland, OR  97204

Mr. Harry W. Oneth
State Conservationist
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Poage Federal Building
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Temple, TX  76501-7682

Mr. Phillip J. Nelson
State Conservationist
USDA Natural Resources Conservation Service
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Salt Lake City, UT  84147

Ms. Lynn A. Brown
State Conservationist
USDA Natural Resources Conservation Service
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Ms. Patricia Leavenworth
State Conservationist
USDA Natural Resources Conservation Service
6516 Watts Road, Suite 200
Madison, WI  53719-2726

Mr. Lincoln E. Burton
State Conservationist
USDA Natural Resources Conservation Service
100 East B Street, Room 3124
Casper, WY  82601

Appendices

D-26
January 29, 1996

Mr. Russell F. Rhoades
Director
Department of Environmental Quality
3033 North Central Avenue
Phoenix, AZ 85012

Re: Surface Transportation Board Request for Environmental Comments on the Potential Environmental Impacts of the Control and Merger Application between the Union Pacific and Southern Pacific Railroads (Finance Docket No. 32760)

Dear Mr. Rhoades:

On November 30, 1995, the Union Pacific Railroad Company (UP) and the Southern Pacific Transportation Company (SP) applied to the Interstate Commerce Commission (ICC) for authority to merge their operations into a single Union Pacific Railroad Company. The proposed merger is intended to improve service capabilities and operating efficiencies. This proposed merger now requires the approval of the Surface Transportation Board (STB or Board). The STB retains the former ICC’s merger review authority.

The Board’s Section of Environmental Analysis (SEA) requests your comments on the potential environmental impacts of the proposed merger to assist us in conducting the environmental review process required by the National Environmental Policy Act (NEPA). As part of this process, it is essential that we consult with agencies or organizations that may have specific interest in or knowledge of the potential environmental impacts.

The proposed merger of the UP and SP railroads would create a single railroad company with more than 35,000 miles of track operating in 24 states. It would result in the rerouting of train traffic within the consolidated system. This rerouting could cause increased traffic on some rail line segments and decreased traffic on other segments. Also, there could be increased activity on certain rail segments due to diversion from non-rail transportation modes such as motor carrier. In addition, local truck traffic could increase or decrease as a result of consolidating rail yards and intermodal facilities. Further, other railroads and/or other parties may seek trackage rights, rail line acquisitions, and new rail line connections as part of this proposed merger.

Rail line abandonments are planned as part of the proposed merger. Seventeen rail lines in eight states (AR, CA, CO, IL, KS, LA, TX, UT), involving approximately 600 miles of track, would be abandoned.

---

7 The ICC Termination Act of 1995, Pub. L. No. 104-88, 109 Stat. 803 (the Act), which was enacted on December 29, 1995 and took effect on January 1, 1996, abolished the Interstate Commerce Commission and transferred its railroad merger approval functions to the Surface Transportation Board.
January 29, 1996

The proposed merger would require a number of rail line construction projects. These involve 25 new rail line connections in eight states (AR, CA, CO, IL, KS, LA, MO, TX), that would require construction outside existing rights-of-way. Other merger-related activities would include the construction, consolidation, or phaseout of intermodal facilities as well as the closure of existing rail yards.

As noted above, we are soliciting your comments regarding the potential environmental impacts of the proposed merger and related abandonments and constructions. In your comments, please address those areas of environmental concerns that pertain to your jurisdiction. These may include the following environmental impact areas:

- Existing local, regional, and national transportation systems.
- Local land use, including parks and refuges.
- Energy use.
- Air emissions and ambient air quality conditions.
- Noise.
- Public health and safety, including hazardous materials.
- Biological resources, including threatened or endangered species.
- Water resources, including water quality and wetlands.
- Historic, cultural, or archaeological resources.
- American Indian populations, lands, and cultures.

Because of the expedited time frames required for this project, we must issue in April an Environmental Assessment analyzing the potential impacts of the proposed merger. Under these circumstances, we can provide you with only 20 days to comment on the Environmental Assessment. Accordingly, we are seeking your assistance as quickly as possible in identifying and addressing environmental issues. Your comments on the proposed merger should be submitted by February 15, 1996. This will allow us to incorporate your comments and to include a record of consultation and coordination efforts in the Environmental Assessment.

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Elaine K. Kaiser
UP/SP Environmental Project Director
Section of Environmental Analysis
Surface Transportation Board
12th and Constitution Avenue, Room 3219
Washington, D.C. 20423-0001
Attention: Finance Docket No. 32760 - Comments

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If you have questions about the proposed merger or our environmental review process, please call Ms. Phillis Johnson-Ball, SEA's UP/SP Environmental Project Manager, at (202) 927-6213. If you have questions concerning agency coordination and responses, or need specific information about the proposed merger and the related abandonments and constructions, please call Mr. Steve Brooks of De Leuw Cather at (703) 352-1163. Also, you may leave a recorded message at (800) 448-7246.

We appreciate your cooperation and assistance in the environmental review process for the proposed UP/SP merger.

Sincerely,

Elaine K. Kaiser
Chief, Section of Environmental Analysis
January 29, 1996
Page _

DISTRIBUTION OF THIS LETTER

STATE CLEARINGHOUSE/ EQUIVALENTS

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3800 N. Central Avenue, Suite 1500
Phoenix, AZ  85012

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Arkansas State Clearinghouse
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Department of Local Affairs
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Iowa Department of Economic Development
200 East Grand Avenue
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Kansas Department of Transportation
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Mr. Lawrence C. St. Blanc
Secretary
Louisiana Public Service Commission
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Baton Rouge, LA  70821-9154

Mr. Stan Perovich
Federal Assistance Clearinghouse
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Jefferson City, MO  65102

Mr. Daniel Urweller
Commissioner
Nebraska Public Service Commission
P.O. Box 94927
Lincoln, NE  68509-4927

Appendices  D- 30
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<tr>
<td>Clearinghouse Coordinator</td>
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<tr>
<td>Department of Administration</td>
</tr>
<tr>
<td>209 East Musser, Room 200</td>
</tr>
<tr>
<td>Carson City, NV 89710</td>
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<tr>
<td>Mr. John Gasparich</td>
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<td>Budget Division</td>
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<td>Department of Finance and Admin.</td>
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<tr>
<td>Bataan Memorial Building, Room 180</td>
</tr>
<tr>
<td>Santa Fe, NM 87503</td>
</tr>
<tr>
<td>Mr. Paul A. Adams</td>
</tr>
<tr>
<td>Acting Director</td>
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<tr>
<td>Department of Transportation</td>
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<tr>
<td>200 N.E. 21st Street</td>
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<tr>
<td>Oklahoma City, OK 73105-3204</td>
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<tr>
<td>Mr. Cody L. Graves</td>
</tr>
<tr>
<td>Chairman</td>
</tr>
<tr>
<td>Oklahoma Corporation Commission</td>
</tr>
<tr>
<td>P.O. Box 52000-2000</td>
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<tr>
<td>Oklahoma City, OK 73105</td>
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<tr>
<td>Mr. Henry Hewitt</td>
</tr>
<tr>
<td>Chairman, Transportation Commission</td>
</tr>
<tr>
<td>Department of Transportation</td>
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<tr>
<td>135 Transportation Building</td>
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<tr>
<td>Salem, OR 97310</td>
</tr>
<tr>
<td>Director</td>
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<tr>
<td>Oregon Public Utility Commission</td>
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<tr>
<td>300 Labor and Industries Bldg.</td>
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<tr>
<td>Salem, OR 97310</td>
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<tr>
<td>Mr. Albert Hawkins</td>
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<tr>
<td>State Clearinghouse</td>
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<tr>
<td>attn: Cindy Mendel</td>
</tr>
<tr>
<td>Governor's Office of Budget and Planning</td>
</tr>
<tr>
<td>1100 San Jacinto, Room 441A</td>
</tr>
<tr>
<td>Austin, TX 78701</td>
</tr>
</tbody>
</table>

| Utah State Clearinghouse         |
| Office of Planning and Budget    |
| Office of the Governor           |
| State Capitol Building, Room 116 |
| Salt Lake City, UT 84114         |
| Ms. Jane Beyer                   |
| Assistant Secretary              |
| Department of Transportation     |
| P.O. Box 45500                   |
| Olympia, WA 98504-5500           |
| Ms. Sharon L. Nelson             |
| Chairman                         |
| Washington Utilities and Transport Commission|
| P.O. Box 47250                   |
| Olympia, WA 98504                |
| Section Chief                    |
| Federal/State Relations Office   |
| Department of Administration     |
| P.O. Box 7864                    |
| Madison, WI 53707-7868           |
| Ms. Mary Kay Hill                |
| Wyoming State Clearinghouse      |
| State Planning Coordinator's Office|
| State Capitol Building           |
| Cheyenne, WY 82002               |
COASTAL ZONE MANAGEMENT AGENCIES

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Executive Director
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San Francisco, CA  94105-2219

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Water Resources Office
Department of Natural Resources
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Mr. Ivor Vanheerden
Assistant Secretary
Coastal Restoration & Management Division
Department of Natural Resources
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Coastal and Ocean Program
Department of Land Conservation and Development
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Assistant Director
Water & Shorelands Division
Department of Ecology
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Olympia, WA  98504-7600

Coastal Policy Section
Division of Energy
Department of Administration
P.O. Box 7864
Madison, WI  53707-7868

Appendices D- 32
STATE ENVIRONMENTAL PROTECTION AGENCIES

Mr. Russell F. Rhoades
Director
Department of Environmental Quality
3033 North Central Avenue
Phoenix, AZ  85012

Mr. Randall Mathis
Director
Department of Pollution Control and Ecology
P.O. Box 8913
Little Rock, AR  72219-8913

Mr. James M. Strock
Secretary
Environmental Protection Agency
555 Capitol Mall, Suite 235
Sacramento, CA  95814

Mr. Jim Lochhead
Executive Director
Department of Natural Resources
1313 Sherman Street, Room 718
Denver, CO  80203-3528

Ms. Mary Gade
Director
Illinois Environmental Protection Agency
P.O. Box 19276
Springfield, IL 62794

Mr. Larry J. Wilson
Director
Department of Natural Resources
Wallace State Office Building
Des Moines, IA  50319

Mr. Ron Hammerschmidt
Manager
Department of Health and Environment
Environment Division
900 S.W. Jackson Street, Suite 620
Topeka, KS  66612

Mr. William Kucharski
Secretary
Department of Environmental Quality
P.O. Box 82263
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Mr. David A. Shorr
Director
Department of Natural Resources
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Jefferson City, MO  65102

Mr. Randolf Wood
Director
Department of Environmental Control
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Lincoln, NE  68509-8922

Mr. Peter G. Morros
Director
Department of Conservation and Natural Resources
123 W. Nye Lane, Room 230
Carson City, NV  89710

Mr. Mark Weidler
Secretary
Department of Environment
P.O. Box 26110
Santa Fe, NM  87502
STATE ENVIRONMENTAL PROTECTION AGENCIES, CONTINUED

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Department of Environmental Quality  
1000 N.E. 10th Street  
Oklahoma City, OK  73117

Mr. Langdon Marsh  
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Department of Environmental Quality  
811 S.W. 6th Avenue  
Portland, OR  97204

Mr. Barry McBee  
Chairman  
Natural Resources Conservation Commission  
P.O. Box 13087  
Austin, TX  78711

Ms. Dianne R. Neilson  
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Department of Environmental Quality  
P.O. Box 144810  
Salt Lake City, UT  84114-4810

Ms. Mary Riveland  
Director  
Department of Ecology  
P.O. Box 47600  
Olympia, WA  98504-7600

Mr. George E. Meyer  
Secretary  
Department of Natural Resources  
P.O. Box 7921  
Madison, WI  53707

Mr. Dennis Hemmer  
Director  
Department of Environmental Quality  
122 W. 25th Street, 4th Floor West  
Cheyenne, WY  82002
January 29, 1996

Mr. Jeffrey M. Dean
State Historic Society of Wisconsin
816 State Street
Madison, WI 53706

Re: Surface Transportation Board Request for Environmental Comments on the Potential Environmental Impacts of the Control and Merger Application between the Union Pacific and Southern Pacific Railroads (Finance Docket No. 32760)

Dear Mr. Dean:

On November 30, 1995, the Union Pacific Railroad Company (UP) and the Southern Pacific Transportation Company (SP) applied to the Interstate Commerce Commission (ICC) for authority to merge their operations into a single Union Pacific Railroad Company. The proposed merger is intended to improve service capabilities and operating efficiencies. This proposed merger now requires the approval of the Surface Transportation Board (STB or Board). The STB retains the former ICC’s merger review authority.

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- Air emissions and ambient air quality conditions.
- Noise.
- Public health and safety, including hazardous materials.
- Biological resources, including threatened or endangered species.
- Water resources, including water quality and wetlands.
- Historic, cultural, or archaeological resources.
- American Indian populations, lands, and cultures.

Also, please include in your comments the following:
- Identification of recorded historic, archaeological or cultural resources along or proximate to the UP/SP rail corridors or proposed abandonment and construction sites.
- Level of historic review conducted for all recorded sites.
- Identification of sites listed in or eligible for listing in the National Register of Historic Places, with site boundary maps if available.

Because of the expedited time frames required for this project, we must issue in April an Environmental Assessment analyzing the potential impacts of the proposed merger. Under these circumstances, we can provide you with only 20 days to comment on the Environmental Assessment. Accordingly, we are seeking your assistance as quickly as possible in identifying and addressing environmental issues. Your comments on the proposed merger should be submitted by February 15, 1996. This will allow us to incorporate your comments and to include a record of consultation and coordination efforts in the Environmental Assessment.

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UP/SP Environmental Project Director
Section of Environmental Analysis/ Surface Transportation Board
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We appreciate your cooperation and assistance in the environmental review process for the proposed UP/SP merger.

Sincerely,

Elaine K. Kaiser
Chief, Section of Environmental Analysis
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<tr>
<th>State</th>
<th>Name</th>
<th>Title</th>
<th>Address</th>
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<tr>
<td>Arizona</td>
<td>Mr. James Garrison</td>
<td>Historic Preservation Officer</td>
<td>Arizona State Parks</td>
<td>Phoenix</td>
<td>AZ</td>
<td>85007</td>
</tr>
<tr>
<td>Arkansas</td>
<td>Ms. Cathy Slater</td>
<td>Arkansas Historic Preservation Office</td>
<td>Department of Arkansas Heritage</td>
<td>Little Rock</td>
<td>AR</td>
<td>72201</td>
</tr>
<tr>
<td>Arkansas</td>
<td>Ms. Cheryl Widul</td>
<td>Executive Secretary</td>
<td>State Historic Resources Commission</td>
<td>Sacramento</td>
<td>CA</td>
<td>94296-0001</td>
</tr>
<tr>
<td>Colorado</td>
<td>Ms. Susan Collins</td>
<td>State Archeologist</td>
<td>Colorado Historic Society</td>
<td>Denver</td>
<td>CO</td>
<td>80203</td>
</tr>
<tr>
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<td>Ms. Susan Mogerman</td>
<td>Director</td>
<td>Illinois Historic Preservation Agency</td>
<td>Springfield</td>
<td>IL</td>
<td>62701-1512</td>
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<tr>
<td>Colorado</td>
<td>Ms. Beth Foster</td>
<td>R &amp; C Coordinator</td>
<td>State Historic Society of Iowa</td>
<td>Des Moines</td>
<td>IA</td>
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<tr>
<td>Illinois</td>
<td>Mr. Ramon Powers</td>
<td>Executive Director</td>
<td>Kansas Historic Society</td>
<td>Topeka</td>
<td>KS</td>
<td>66612</td>
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<tr>
<td>Illinois</td>
<td>Mr. Jonathan Fricker</td>
<td>Department of Culture, Recreation and Tourism</td>
<td>Historic Preservation Division</td>
<td>Baton Rouge</td>
<td>LA</td>
<td>70804</td>
</tr>
<tr>
<td>Illinois</td>
<td>Mr. Doug Eiken</td>
<td>Director</td>
<td>State Parks Division</td>
<td>Jefferson City</td>
<td>MO</td>
<td>65102</td>
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<td>Illinois</td>
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January 29, 1996

Mr. Cardon Berry  
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Re: Surface Transportation Board Request for Environmental Comments on the Potential Environmental Impacts of the Control and Merger Application between the Union Pacific and Southern Pacific Railroads (Finance Docket No. 32760)

Dear Mr. Berry:

On November 30, 1995, the Union Pacific Railroad Company (UP) and the Southern Pacific Transportation Company (SP) applied to the Interstate Commerce Commission (ICC) for authority to merge their operations into a single Union Pacific Railroad Company. The proposed merger is intended to improve service capabilities and operating efficiencies. This proposed merger now requires the approval of the Surface Transportation Board (STB or Board). The STB retains the former ICC's merger review authority.⁹

The Board's Section of Environmental Analysis (SEA) requests your comments on the potential environmental impacts of the proposed merger to assist us in conducting the environmental review process required by the National Environmental Policy Act (NEPA). As part of this process, it is essential that we consult with agencies or organizations that may have specific interest in or knowledge of the potential environmental impacts.

The proposed merger of the UP and SP railroads would create a single railroad company with more than 35,000 miles of track operating in 24 states. It would result in the rerouting of train traffic within the consolidated system. This rerouting could cause increased traffic on some rail line segments and decreased traffic on other segments. Also, there could be increased activity on certain rail segments due to diversion from non-rail transportation modes such as motor carrier. In addition, local truck traffic could increase or decrease as a result of consolidating rail yards and intermodal facilities.

---
⁹ The ICC Termination Act of 1995, Pub. L. No. 104-88, 109 Stat. 803 (the Act), which was enacted on December 29, 1995 and took effect on January 1, 1996, abolished the Interstate Commerce Commission and transferred its railroad merger approval functions to the Surface Transportation Board.
Further, other railroads and/or other parties may seek trackage rights, rail line acquisitions, and new rail line connections as part of this proposed merger.

Rail line abandonments are planned as part of the proposed merger. Seventeen rail lines in eight states (AR, CA, CO, IL, KS, LA, TX, UT), involving approximately 600 miles of track, would be abandoned.

The proposed merger would require a number of rail line construction projects. These involve 25 new rail line connections in eight states (AR, CA, CO, IL, KS, LA, MO, TX) that would require construction outside existing rights-of-way. Other merger-related activities would include the construction, consolidation, or phaseout of intermodal facilities as well as the closure of existing rail yards.

As noted above, we are soliciting your comments regarding the potential environmental impacts of the proposed merger and related abandonments and constructions. In your comments, please address those areas of environmental concerns that pertain to your jurisdiction. These may include the following environmental impact areas:

- Existing local, regional, and national transportation systems.
- Local land use, including parks and refuges.
- Energy use.
- Air emissions and ambient air quality conditions.
- Noise.
- Public health and safety, including hazardous materials.
- Biological resources, including threatened or endangered species.
- Water resources, including water quality and wetlands.
- Historic, cultural, or archaeological resources.
- American Indian populations, lands, and cultures.

Because of the expedited time frames required for this project, we must issue in April an Environmental Assessment analyzing the potential impacts of the proposed merger. Under these circumstances, we can provide you with only 20 days to comment on the Environmental Assessment. Accordingly, we are seeking your assistance as quickly as possible in identifying and addressing environmental issues. Your comments on the proposed merger should be submitted by February 15, 1996. This will allow us to incorporate your comments and to include a record of consultation and coordination efforts in the Environmental Assessment.

Please submit your comments by February 15, 1996 to:
Elaine K. Kaiser    UP/SP Environmental Project Director
Section of Environmental Analysis
Surface Transportation Board
12th and Constitution Avenue, Room 3219
Washington, D.C. 20423-0001
Attention: Finance Docket No. 32760 - Comments

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Appendices
To help ensure your timely response, we have prepared specific information, on a state-by-state basis, about the proposed merger. Attachment 1, "Union Pacific/Southern Pacific Proposed Merger Environmental Information Package," contains descriptions of merger-related actions and maps indicating locations of potential environmental impacts.

De Leuw, Cather & Company (De Leuw, Cather) is acting as an independent "third party consultant" to assist SEA in conducting the environmental review process and in preparing the environmental documentation for this project as required by NEPA. We have assigned an environmental coordinator from De Leuw, Cather to assist you in your review as needed. He or she will contact you within the week to ensure your receipt of this request and to provide you with assistance.

Please note that the railroads' environmental consultant (Dames & Moore, Inc.) may have contacted you previously on behalf of UP and SP in the preparation of the environmental report, which has been submitted to the Board with the UP/SP merger application. If your office has already responded to a previous request for information related to this project from Dames & Moore, that response will be verified by our staff and incorporated into our environmental analysis.

If you have questions about the proposed merger or our environmental review process, please call Ms. Phillis Johnson-Ball, SEA's UP/SP Environmental Project Manager, at (202) 927-6213. If you have questions concerning agency coordination and responses, or need specific information about the proposed merger and the related abandonments and constructions, please call Mr. Steve Brooks of De Leuw, Cather at (703) 352-1163. Also, you may leave a recorded message at (800) 448-7246.

We appreciate your cooperation and assistance in the environmental review process for the proposed UP/SP merger.

Sincerely,

Elaine K. Kaiser
Chief, Section of Environmental Analysis

Attachment

Appendices D-42
January 29, 1996

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Galveston TX 77550
TEXAS, CONTINUED

Mr. Robert Echols
County Judge
Harris County
1001 Preston, Suite 911
Houston TX 77002

Mr. Ronnie Gordon
County Judge
Hartley County
P.O. Box G
Channing TX 79018

Mr. Ben Lockhart
County Judge
Howard County
300 Main Street, Room 207
Big Spring TX 79720

Mr. James Peace
County Judge
Hudspeth County
P.O. Box 68
Sierra Blanca TX 79851

Mr. Harrison Stafford II
County Judge
Jackson County
115 W. Main, Room 207
Edna TX 77957

Ms. Peggy Robertson
County Judge
Jeff Davis County
P.O. Box 836
Fort Davis TX 79734

Mr. Richard P. LeBlanc
County Judge
Jefferson County
P.O. Box 4025
Beaumont TX 79543

Ms. Maxine Darst
County Judge
Kaufman County
Kaufman County Courthouse
Kaufman TX 75142

Mr. Charles J. Rother
County Judge
LaVaca County
P.O. Box 243
Hallettsville TX 77964

Mr. Lloyd Kirkman
County Judge
Liberty County
1923 Sam Houston Street
Liberty TX 77575

Mr. Cleve E. Steed
County Judge
Montague County
P.O. Box 475
Montague TX 76251

Mr. Bob Deavenport
County Judge
Martin County
P.O. Box 1330
Stanton TX 79782

Mr. Loy Sneary
County Judge
Matagorda County
1700 7th Street, Room 301
Bay City TX 77414

Mr. Jim Lewis
County Judge
McLennan County
P.O. Box 1728
Waco TX 76703

Mr. Jeff Norwood
County Judge
Midland County
200 W. Wall Street
Midland TX 79707

Mr. Ray Mayo
County Judge
Mitchell County
349 Oak Street
Colorado City TX 79512

Mr. Vanoy Boozer
County Judge
Morris County
500 Broadnax
Daingerfield TX 75638
TEXAS, CONTINUED

Mr. Ocie Westmoreland
County Judge
Nacogdoches County
101 W. Main Street
Nacogdoches TX 75961

Mr. Jack Aycock
County Judge
Nolan County
P.O. Drawer J
Sweetwater TX 79556

Mr. Richard M. Borchard
County Judge
Nueces County
901 Leopard Street
Corpus Christi TX 78401-3697

Mr. Cari Thibodeaux
County Judge
Orange County
801 Division, Room 207
Orange TX 77630

Mr. Harold M. Couch
County Judge
Palo Pinto County
P.O. Box 219
Palo Pinto TX 76484

Mr. Ben Long
County Judge
Parker County
One Courthouse Square
Weatherford TX 76086

Mr. Arthur Ware
County Judge
Potter County
500 S. Fillmore Street
Amarillo TX 79101

Mr. Jimmy Galindo
County Judge
Reeves County
P.O. Box 749
Pecos TX 79772

Mr. Billy Lee Stellbauer
County Judge
Robertson County
P.O. Box 427
Franklin TX 77856

Ms. Josephine Miller
County Judge
San Patricio County
400 W. Sinton Street
Sinton TX 78387

Mr. Floyd Watson
County Judge
Shelby County
200 St. Augustine Street
Center TX 75935

Mr. W.C. Fesler
County Judge
Sherman County
P.O. Box 145
Stratford TX 79084

Mr. Larry Craig
County Judge
Smith County
100 N. Broadway, Room 304
Tyler TX 75702

Mr. Tom Vandergriff
County Judge
Tarrant County
100 E. Weatherford Street
Fort Worth TX 76196-0101

Mr. Lee Hamilton
County Judge
Taylor County
300 Oak Street
Abilene TX 79602

Mr. Danny P. Crooks
County Judge
Titus County
100 W. 1st Street, Suite 200
Mount Pleasant TX 75455

Mr. Charles Still
County Judge
Upshur County
P.O. Box 739
Gilmer TX 75644

Appendices
TEXAS, CONTINUED

Ms. Helen R. Walker  
County Judge  
Victoria County  
115 N. Bridge, Room 127  
Victoria TX 77901

Mr. Richard Lawrence  
County Judge  
Van Zandt County  
121 E. Dallas, Room 201  
Canton TX 75103

Mr. Sam Massey  
County Judge Ward County  
County Courthouse  
Monahans TX 79756

Mr. Mercurio Martinez, Jr.  
County Judge  
Webb County  
P.O. Drawer 29  
Laredo TX 78042

Mr. L.B. McDonald  
County Judge  
Wise County  
P.O. Box 393  
Decatur TX 76234

Mr. Lee E. Williams  
County Judge  
Wood County  
P.O. Box 938  
Quitman TX 75783

UTAH

Mr. R. Lee Allen  
County Commission Chair  
Box Elder County  
1 Main  
Brigham City UT 84302

Ms. Gayle Stevenson  
Board of Commissioners Chair  
Davis County  
P.O. Box 618  
Farmington UT 84025

Mr. Gordon M. Young  
Board of Commissioners Chair  
Juab County  
160 N. Main  
Nephi UT 85648

Mr. Blair R. Francis  
Board of Commissioners Chair  
Rich County  
P.O. Box 218  
Logan UT 84321

Mr. Brent Overson  
Board of Commissioners Chair  
Salt Lake County  
2001 S. State Street  
Salt Lake City UT 84190-1000

Mr. Sheldon Richins  
Board of Commissioners Chair  
Summit County  
P.O. Box 128  
Coalville UT 84017

Mr. Jerry Grover  
Board of Commissioners Chair  
Utah County  
100 E. Center  
Provo UT 84606

Mr. Bruce Anderson  
Board of Commissioners Chair  
Weber County  
2510 Washington Boulevard  
Ogden UT 84401

WASHINGTON

Mr. John Magnano  
Board of Commissioners Chair  
Clark County  
P.O. 5000  
Vancouver WA 98502

Mr. Jon A. Taylor  
Board of Commissioners Chair  
Cowlitz County  
207 N. 4th Avenue  
Kelso WA 98626
WASHINGTON, CONTINUED

Mr. Kent Pullen
County Council Chair
King County
516 3rd Seattle
Seattle WA 98028

Mr. Carl Hemenway
Board of Commissioners Chair
Lewis County
360 N.W. North Street
Chehalis WA 98532-1900

Ms. Sally W. Walker
County Council Chair
Pierce County
930 Tacoma Avenue S.
Tacoma WA 98402

Ms. Judy Wilson
Board of Commissioners Chair
Thurston County
2000 Lakeridge Drive S.W.
Olympia WA 98502

WISCONSIN

Mr. Robert Jackson
County Board Chair
Milwaukee County
901 N. 9th Street, Room 201
Milwaukee WI 53233

WYOMING

Mr. Pat Gabriel
Board of Commissioners Chair
Albany County
Albany County Courthouse, Room 202
Laramie WY 82070

Mr. Artlin Zeiger
Board of Commissioners Chair
Carbon County
415 W. Pine Street
Rawlins WY 82301

Mr. Nick Mirach
Board of Commissioners Chair
Laramie County
309 W. 20th Street
Cheyenne WY 82001

Ms. Linda Taliaferro
Board of Commissioners Chair
Sweetwater County
P. O. Box 730
Green River WY 82935

Mr. John Fanos
Board of Commissioners Chair
Vinita County
255 9th Street
Evanston WY 82931
EXHIBIT D-10
SAMPLE OF ATTACHMENT SENT TO AGENCIES
(CALIFORNIA SHOWN AS AN EXAMPLE;
EACH AGENCY RECEIVED MATERIALS APPROPRIATE TO ITS JURISDICTION)
1. RAIL LINE SEGMENTS

The proposed merger of the UP and SP railroads would create a single railroad company with more than 35,000 miles of track operating in 24 states. It would result in the rerouting of train traffic within the consolidated system. Rerouting could cause increased traffic on some segments and decreased traffic on other segments. There also could be increased activity on certain rail line segments due to diversion from non-rail transportation modes such as motor carrier as well as other railroads. These changes in rail traffic may have local or regional impacts on air quality, noise levels, water quality, safety, biological resources, and/or transportation systems.

Rail line segments that could experience increased traffic volumes sufficient to warrant evaluation of potential environmental impacts in California include:

<table>
<thead>
<tr>
<th>Location</th>
<th>Owner</th>
</tr>
</thead>
<tbody>
<tr>
<td>Long Beach to Slauson Junction</td>
<td>SP</td>
</tr>
<tr>
<td>Slauson Junction to Los Angeles</td>
<td>SP</td>
</tr>
<tr>
<td>Palmdale to West Colton</td>
<td>SP</td>
</tr>
<tr>
<td>West Colton to Yuma, AZ</td>
<td>SP</td>
</tr>
<tr>
<td>Palmdale to West Colton</td>
<td>SP</td>
</tr>
<tr>
<td>West Colton to Yuma, AZ</td>
<td>SP</td>
</tr>
<tr>
<td>Niles Junction to Oakland</td>
<td>UP</td>
</tr>
<tr>
<td>Oakland to Martinez</td>
<td>SP</td>
</tr>
<tr>
<td>Martinez to Stockton/Lathrop</td>
<td>SP</td>
</tr>
<tr>
<td>Stockton/Lathrop to Sacramento</td>
<td>UP</td>
</tr>
<tr>
<td>Sacramento to Roseville</td>
<td>SP</td>
</tr>
<tr>
<td>Roseville to Sparks, NV</td>
<td>SP</td>
</tr>
<tr>
<td>Roseville to Marysville</td>
<td>SP</td>
</tr>
<tr>
<td>Marysville to Dunsmuir</td>
<td>SP</td>
</tr>
<tr>
<td>Dunsmuir to Klamath Falls, OR</td>
<td>SP</td>
</tr>
</tbody>
</table>

Maps of these rail line segments are provided on the following pages.

To accommodate increased traffic, rail line segments may require capacity improvements such as double tracking, siding extensions, and/or bridge and tunnel modifications.
Figure 1-4
Rail Line Segments
California (Northern), Nevada, Oregon, Washington

LEGEND
- Nodes
\[\text{Rail Lines}\]
\[\text{State Border}\]
Union Pacific/Southern Pacific Railroad Merger: Potential Environmental Impacts from Proposed Action

2. RAIL YARDS

The consolidation of operations and rerouting of trains associated with the proposed merger could result in increases or decreases in traffic. As a result, rail yards could be expanded or closed. Changes in rail yard activity may have local or regional impacts on air quality, noise levels, water quality, safety, biological resources, and/or transportation systems.

Rail yards that may warrant evaluation of potential environmental impacts in California include:

- Lathrop (Increased Traffic to Existing SP Rail Yard).
- Los Angeles Basin (Phaseout of SP "J" Yard; Phaseout of SP Valla Automotive Facility).
- Martinez (Increased Traffic to Existing SP Rail Yard).
- Montclair (Increased Traffic to Existing UP Rail Yard).
- Niland (Increased Traffic to Existing SP Rail Yard).
- Oakland (Phaseout of UP Auto Facility).
- Roseville (Upgrade and Expand Existing SP Rail Yard).
- Sacramento
  - Haggin Yard (Increased Traffic to UP/SP Facility).
  - South Sacramento (Increased Traffic to UP Facility).
  - SP Yard (Phaseout of SP Facility).
- Stockton (Phaseout of SP Facility).

Maps depicting the location and sites of these rail yards are provided on the following pages.
FIGURE 2-5
RAIL YARDS
IN CALIFORNIA
FIGURE 2-7
MARTINEZ, CALIFORNIA
RAIL YARD

Martinez Yard, CA
FIGURE 2-8
MONTCLAIR, CALIFORNIA
RAIL YARD

Montclair Yard, CA
FIGURE 2-10
ROSEVILLE, CALIFORNIA
RAIL YARD

Roseville Yard, CA
SACRAMENTO, CA

LEGEND:
- UNION PACIFIC RR
- SOUTHERN PACIFIC RR
- OTHER RR

FIGURE 13-6
UP - SP TRACKAGE
AT SACRAMENTO, CA
11/95
FIGURE 13-8
UP - SP TRACAGE
OAKLAND - SAN JOSE, CA
11/95
Union Pacific/Southern Pacific Railroad Merger: Potential Environmental Impacts from Proposed Action

**INTERMODAL FACILITIES**

The consolidation of operations and rerouting of trains associated with the proposed merger could result in increases or decreases in traffic. As a result, intermodal facilities may be expanded, phased out, or newly constructed. Intermodal facility activity may have local or regional impacts on air quality, noise levels, water quality, safety, biological resources, and/or transportation systems.

Intermodal facilities that may warrant evaluation of potential environmental impacts in California include:

- Benicia (Increased Traffic to SP Auto Facility).
- City of Industry (Phaseout of SP Intermodal Facility).
- East Los Angeles (Expanded UP Intermodal Facility).
- Inland Empire (New UP/SP Intermodal Facility; Location Not Determined).
- Lathrop (Increased Traffic to SP Intermodal Facility).
- Los Angeles
  - ICTF (Expanded Existing SP Intermodal Facility).
  - Transportation Center (Phaseout of SP LATC Intermodal Facility).
- Oakland
  - UP Intermodal (Reconfigured UP Intermodal Facility).
  - SP Intermodal (Expanded SP Intermodal Facility).
- Roseville (Increased Traffic to SP Intermodal Facility).

Maps depicting the location and sites of these intermodal facilities are provided on the following pages.
FIGURE 3-3
INTERMODAL FACILITIES
IN CALIFORNIA
FIGURE 3-4
INTERMODAL FACILITIES
LOS ANGELES, CALIFORNIA

KEY:
- INTERMODAL FACILITY
- INTERMODAL FACILITY TO BE CLOSED

Surface Transportation Board
January 1996

D-75
FIGURE 3-5
INTERMODAL FACILITY
LATHROP, CALIFORNIA

KEY:
• INTERMODAL FACILITY
• INTERMODAL FACILITY TO BE CLOSED
FIGURE 3-6
INTERMODAL FACILITIES
OAKLAND, CALIFORNIA

KEY:
• INTERMODAL FACILITY
• INTERMODAL FACILITY TO BE CLOSED

Surface Transportation Board
January 1996
D-77
FIGURE 3-7
INTERMODAL FACILITY
ROSEVILLE, CALIFORNIA

KEY:
• INTERMODAL FACILITY
• INTERMODAL FACILITY TO BE CLOSED

Surface Transportation Board
January 1996
Appendices
D-78
Union Pacific/Southern Pacific Railroad Merger:
Potential Environmental Impacts from Proposed Action

4. RAIL LINE ABANDONMENTS

As a result of the proposed merger, 17 rail line segments in eight states (AR, CA, CO, IL, KS, LA, TX, UT) would be abandoned. Rail traffic currently using these segments may be rerouted to other lines within the UP/SP system, transported by other railroads, or diverted to non-rail transportation modes. Abandonment of a rail line segment generally includes removing rails, ties, ballast, and track appurtenances. Most removal and salvage operations would occur within the existing right-of-way.

Proposed rail line segment abandonments in California are as follows:

<table>
<thead>
<tr>
<th>Location</th>
<th>Mileage</th>
<th>Docket No.</th>
</tr>
</thead>
<tbody>
<tr>
<td>Whittier Junction to Colima Junction (UP)</td>
<td>5.2</td>
<td>AB-33 (Sub-No. 93X)</td>
</tr>
<tr>
<td>Magnolia Tower to Melrose (UP)</td>
<td>4.9</td>
<td>AB-33 (Sub-No. 94X)</td>
</tr>
<tr>
<td>Alturas to Wendel (SP)</td>
<td>85.5</td>
<td>AB-12 (Sub-No. 184X)</td>
</tr>
</tbody>
</table>

Maps depicting the location and sites of these abandonments are provided on the following pages.
Figure 4B. Overview of Proposed Abandonment: Magnolia Tower – Melrose, California
Figure 4A  Overview of Proposed Abandonment: Alturas - Wendel, California
Union Pacific/Southern Pacific Railroad Merger:
Potential Environmental Impacts from Proposed Action

5. RAIL LINE CONSTRUCTION PROJECTS

Twenty-five rail line construction projects in eight states (AR, CA, CO, IL, KS, LA, MO, TX) are planned as part of the proposed merger. These projects involve construction of new rail line connections on new rights-of-way. We generally conduct an environmental review of the proposed construction and operation of these new rail line connections to determine the potential environmental impacts and any appropriate mitigation. The construction and operation of new rail line connections may have local or regional impacts on air quality, noise levels, water quality, safety, biological resources, and/or transportation systems.

The construction of rail line connecting track is planned at the following locations:

- West Colton: Two new connections, one to allow trains off UP from Los Angeles to operate east on SP towards Yuma and one to allow eastbound trains off SP from West Colton to operate west on UP. The first connection involves approximately 2,500 feet of new track construction; the second involves construction of 6,300 feet of new track along SP.
- Lathrop: New connection between UP and SP; approximately 2,500 feet on new track construction.
- Stockton: New connection from SP Mainline to El Pinal to UP Stockton Yard; approximately 1,500 feet of new track construction.

Maps depicting the location and sites of these proposed connections are provided on the following pages.
Base Map: USGS 7.5' Topographic Quadrangles: Lathrop, California 1952 (Photorevised 1987, Minor Revision 1994), Manteca, California 1962 (Photorevised 1987)
Union Pacific/Southern Pacific Railroad Merger:
Potential Environmental Impacts from Proposed Action

NOTE: MAPS SHOWING WETLAND LOCATIONS, ON THE SAME BASE AS THE CONSTRUCTION MAPS, WERE PROVIDED TO RESOURCE AGENCIES, BUT ARE NOT REPRODUCED HERE.
APPENDIX E

AGENCY CORRESPONDENCE
(RESPONSES TO JANUARY 29, 1996 EARLY NOTIFICATION AND REQUEST FOR COMMENTS)

<table>
<thead>
<tr>
<th>EXHIBIT No</th>
<th>AGENCY</th>
</tr>
</thead>
<tbody>
<tr>
<td>E-1</td>
<td>BUREAU OF INDIAN AFFAIRS</td>
</tr>
<tr>
<td>E-2</td>
<td>BUREAU OF LAND MANAGEMENT</td>
</tr>
<tr>
<td>E-3</td>
<td>CO\PS OF ENGINEERS</td>
</tr>
<tr>
<td>E-4</td>
<td>ENVIRONMENTAL PROTECTION AGENCY</td>
</tr>
<tr>
<td>E-5</td>
<td>FISH &amp; WILDLIFE SERVICE</td>
</tr>
<tr>
<td>E-6</td>
<td>FOREST SERVICE</td>
</tr>
<tr>
<td>E-7</td>
<td>NATIONAL PARK SERVICE</td>
</tr>
<tr>
<td>E-8</td>
<td>NATURAL RESOURCES CONSERVATION SERVICE</td>
</tr>
<tr>
<td>E-9</td>
<td>STATE AGENCIES</td>
</tr>
<tr>
<td>E-10</td>
<td>STATE HISTORIC PRESERVATION OFFICERS</td>
</tr>
<tr>
<td>E-11</td>
<td>COUNTIES, CITIES, ORGANIZATIONS AND PUBLIC</td>
</tr>
</tbody>
</table>
Dear Ms. Kaiser:

Thank you for the opportunity to provide comments on the potential environmental impacts of the merger of the Union Pacific and Southern Pacific Railroads. In past correspondence with Dames & Moore we have discussed some issues that should be taken into consideration, namely as they relate to Native American Tribal governments and encouraged solicitation of their opinions of the impacts the different proposals will have on the Native American populations to be most affected by the proposed merger.

A segment of a map of culture areas of North America as tentatively delimited by European explorers beginning with the Spanish entrada in the early 1500s (Indians of North America; National Geographic Society, December 1972, Vol. 142 No. 6) is enclosed for your information and as a guide to determine what Tribes to contact with regard to consultation for projects located in Kansas, Nebraska, Oklahoma, and Texas. Also enclosed is a list of Tribes, officials and addresses within the Anadarko Area Jurisdiction that you should contact for consultation regarding American Indian Populations, lands, and cultures and areas of sensitive resources. The Tribes to contact would be the Apache Tribe of Oklahoma, Cheyenne-Arapaho Tribes, Comanche Tribe of Oklahoma, Kaw (Kansa) Nation, Kiowa Tribe of Oklahoma, Pawnee Tribe of Oklahoma, Otoe-Missouria Tribe, and Tonkawa Tribe of Oklahoma.

With regard to historic, cultural, or archaeological resources on Indian lands that may be impacted by the project we will require more specific information regarding legal descriptions on proposed areas of new construction to determine if individual Indian allotted lands, or Tribal trust lands will be impacted. As you are probably well aware, the best source for determining impacts to archeological and historic properties are the State Historic Preservation Offices and State Archaelogists. They maintain a record of all sites recorded in the States and can best apprise you of the potential for impacting those sites. The Bureau of Indian Affairs keeps records only of those sites located on individual Indian allotted and Tribal trust lands, although we can provide an opinion regarding the potential for encountering unrecorded sites based on the topography and hydrologic setting.

You should also take into consideration Executive Order 12898 "Federal Actions to Address Environmental Justice in Minority Populations and Low Income Populations" as it relates to the concerns of Native Americans. What impact will the increased or decreased transportation of hazardous materials have on Indian lands and the populations living there? What impact will the increased or decreased traffic, new construction, etc. have on Native Americans’ need for quiet during spiritual and ceremonial activities? Do the rail lines pass through areas considered more sensitive than others to Native Americans, etc.? The issues you have developed to be addressed in your environmental analysis are appropriate; however you should also consult the Tribal governments mentioned above about other issues that may be important to them but that are not included in your list.

If you have any questions regarding these comments, please contact Tom Parry, Area Archaeologist, or Mike Reed, Environmental Scientist at (405) 247-6473, extension 265 or 249 respectively.

Sincerely,

[Signature]

Area Director

Enclosures
To Whom It May Concern:

The Muskogee Area Bureau of Indian Affairs has reviewed the proposed merger between Union Pacific and Southern Pacific Railroads for areas of environmental concerns within the Bureau's jurisdiction.

Potential environmental impacts regarding increases in rail traffic on existing transportation systems near Indian lands were considered. An increase in traffic may result in more train derailments, hazardous releases, and train-vehicle collisions. The counties of Grady, Stephens, and Jefferson are within the Chickasaw Nation of Oklahoma territorial boundaries. The Chickasaw Agency, Bureau of Indian Affairs, provides the Chickasaw Nation with Law Enforcement and Emergency Response.

Tribal lands and Indian people are checkerboard throughout these counties and may be directly impacted by rail accidents should they occur. Coordination and notification of emergency situations with the Chickasaw Agency, Bureau of Indian Affairs, would be required for incidents involving counties of Grady, Jefferson, and Stephens, Oklahoma. A copy of Union Pacific's Emergency Response Plan is requested to complete the Bureau's Emergency Preparedness Plan. The Bureau will provide Union Pacific with a list of contacts during and after work hours to complete the information necessary for emergency response situations. Significant impacts to Public Health and Safety are not anticipated if Emergency Response Plans and Emergency Preparedness Plans are in place.

Significant impacts to tribal land use, air quality, noise, biological resources, water resources, historic, cultural, archeological, and tribal populations are not anticipated.

Thank you for the opportunity to comment on these proposed actions early in the planning stage.

Sincerely,

[Signature]

Acting Area Director
United States Department of the Interior
BUREAU OF LAND MANAGEMENT
Eagle Lake Resource Area
701 Hail Street
Suite 310
Searlesville, CA 96130

In Reply
To: ICC 2 / 1995
Ref: 5

Dear Commissioners,

This request is filed on behalf of the Eagle Lake Resource Area, Bureau of Land Management, U.S. Department of Interior herein referred to as "proponent".

Proponent requests issuance of a Public Use Condition under 49 U.S.C. 10906 as prescribed in section 1152.29

Proponent asks the ICC to find that this property is suitable for other public use and to place the following

# 1 An order prohibiting the carrier from disposing of the corridor, other than for back, ties and signal equipment, except for public use on reasonable terms. Justification for this condition is:

The proposed abandonment crosses public lands managed by the Bureau of Land Management (BLM) Eagle Lake and Atucks Resource Areas. BLM lands constitute the largest single land management entity affected by this proposed abandonment. Initial estimates indicate that approximately 45 miles of the line cross BLM land. This constitutes 50% of the corridor.

Other public ownerships crossed by the railroad grade include lands held by the State of California and the U.S. Fish and Wildlife Service. These lands total approximately 3 additional miles. When combined with BLM managed lands, total public ownerships crossed by the railroad is estimated to be 48 miles or 55% of the railroad corridor.

If abandoned, those segments of the railroad grade that cross BLM lands would revert to BLM administration. Because these segments would afford opportunities for public access to public lands using the existing roadway of the railroad grade and also afford opportunities for improved administrative access to these same lands, BLM is exploring options for managing these segments as the proposed abandonment. In order to effectively manage the railroad corridor across BLM land, access along the full length of those segments across BLM land would be required including the right to use and manage the inter-related non BLM managed segments.

The railroad grade could afford access for wildlife viewing (lens, telescopes, chairs, wathes and non-game birds) and for sightseeing activities ranging from unmotorized trail uses including walking, mountain bicycling and horseback riding to motorized scenic byway touring. The grade passes through prime anadrome habitat and passes by many areas that support waterfowl and other wetland species. Wetland areas include Biscar Reservoirs, numerous seasonal wetlands, perennial streams including Snowstorm Creek, East Side Canal of the Pi River and the Modoc National Wildlife Refuge. Cross country skiing and snowmobiling would also be possible on some segments of the grade. Historic uses of the area by hunters could also benefit from the access afforded along the railroad grade.

# 2 As part of our request for Public Use Conditions we ask that ICC issue an order barring removal or destruction of potential trail-related structures such as bridges, trestles and culverts. The justification for this condition is that these structures have considerable value for transportation and recreational trail use of the railroad grade.

# 3 We request that the time period for imposition of Public Use Conditions be established at 180 days, the maximum amount of time allowed under U.S.C. 10906. This is necessary to enable BLM to complete public involvement scoping, conduct feasibility analysis about possible trail uses and management costs and to initiate negotiations with the railroad.

At this time BLM is not prepared to commit to any specific action on the corridor until a feasibility analysis and public involvement can be completed. However, BLM is exploring options for managing those segments that would revert to BLM administration and possibly other segments or combinations of segments that would be complementary to the uses of the corridor across BLM lands.

Analysis of public support, management feasibility and funding sources will require considerable time. Therefore it is imperative that public use conditions be established to allow BLM to explore public use options of the proposed abandonment and have time to begin negotiations with the railroad. If, as a result of further analysis and public involvement, interim trail use (mountain biking) is determined to be a desired use of the corridor, BLM would then submit a request for interim trail use under section 10 of the 1983 Trails Act in addition to this request for public use conditions.

Because of the time needed to analyze public interest in the corridor and complete feasibility analysis of possible trail uses, we need to know as soon as possible how much time we have to complete these procedures and if appropriate, request interim trail use. Please provide us with the timeframe required to request interim trail use and indicate when that timeframe begins and ends under the "intent to petition for exemption" process that appears to have already begun. Based on the notice in the Lassen County Times on November 26, 1995. Also, please clarify how the proposed merger of Southern Pacific and Union Pacific will affect the petition for exemption process.

We are further concerned that under the impending dissolution of the Interstate Commerce Commission, communication and guidance on this issue with ICC and its successor may become confused and inputs under the critical timeframes required in abandonments may be missed if timely correspondence does not occur. Please provide us with the names and addresses of the person(s) and organization(s) that will be responsible for this abandonment once ICC is dissolved on December 31, 1995.
Thank you for this opportunity to comment on the proposed abandonment. We look forward to your response to our questions and continued participation in the abandonment process.

Sincerely,

[Signature]

Linda D. Harren
Area Manager

cc: Southern Pacific Railroad

encl: Notice - System Diagram Map

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DEPARTMENT OF THE ARMY
U.S. ARMY ENGINEER DISTRICT, LOUISVILLE
CORPS OF ENGINEERS
904 BOX 59
LOUISVILLE KENTUCKY 40201-0059

February 21, 1996

Planning Division
Environmental Analysis Branch

Ms. Elaine K. Kaiser
UP/SP Environmental Project Director
Section of Environmental Analysis
Surface Transportation Board
11th and Constitution Avenue, Rm 3219
Washington, D.C. 20417-0001

Dear Ms. Kaiser:

This is in response to your correspondence of January 29, 1996 to Colonel Alexander R. Jansen, Commander, Ohio River Division.

After review of the information provided, it does not appear that any of the activities associated with the proposed merger of the Union Pacific Railroad Company and the Southern Pacific Transportation Company fall within the jurisdictional boundaries of the Ohio River Division Corps of Engineers.

Sincerely,

[Signature]

Robert W. Woodyard
Chief, Environmental Analysis Branch

DEPARTMENT OF THE ARMY

Planning Division
February 13, 1996

Department of the Army
CEMRD-ET-P
Kathleen L. Allman, Director, Engineering and Technical Services
12565 West Center Road
Omaha, NE 68144-3869

Dear Mrs. Andrews:

We have reviewed your letter, dated February 1, 1996 and enclosed attachments on Potential Environmental Impacts from Proposed Action by Union Pacific/Southern Pacific Railroad Merger in Colorado, Iowa, Nebraska, and Wyoming. We offer the following comments.

The Federal Flood Plain Management criterion basically states that construction which could be damaged by floodwaters or which could obstruct floodflows should not be located in the 100-year flood plain. If this is not practicable, any residential construction that could be damaged by floodwater should be placed above the 100-year floodwater surface elevation and any nonresidential construction that could be damaged by floodwater should be placed above or flood proofed to above the 100-year floodwater surface elevation and should be designed to minimize potential harm to or within the flood plain. If the operation of the constructed facilities is considered critical during flood periods, the facilities should be protected from the 500-year flood. Flood plain construction should not increase the water surface elevation of the 100-year flood more than 1 foot relative to existing conditions.

The design of the proposed project should ensure that the project is in compliance with flood plain management criteria of the City of Denver and the State of Colorado. As a minimum, the design should ensure that the 100-year flood water surface elevation of any stream affected is not increased more than one foot relative to pre-project conditions. It is desirable, however, that water surface elevations either remain the same or decrease as a result of this project.

Your plans should be coordinated with the U.S. Environmental Protection Agency, which is currently involved in a program to protect groundwater resources.

If you have not already done so, we recommend that you consult with the U.S. Fish and Wildlife Service and the state agency responsible for fish and wildlife resources. In addition, the State Historic Preservation Office should be contacted for information and recommendations on potential cultural resources in the project area.
It appears that some of the construction could take place in waterways or wetlands which are classified as waters of the United States and are therefore regulated under Section 404 of the Clean Water Act. If construction activities involve any work in waters of the United States, a Section 404 permit may be required. For a detailed review of permit requirements, final project plans should be sent to:

Mr. Tim Carey
Tri-Lakes Project Office
U.S. Army Corps of Engineers
9307 Colorado State Hwy. #121
Littleton, Colorado 80123-6901

If you have any questions, please contact Mr. Robert Tusa of our staff at (402) 221-4594.

Thank you for the opportunity to review this proposal.

Sincerely,

Candace M. Thomas
Chief, Environmental Analysis Branch
Planning Division

If you have any questions, please contact Dr. Nancy Andrews at (402) 697-2471.

Sincerely,

[Signature]

Dir. Enviro. Sci. 

DEPARTMENT OF THE ARMY
CORPS OF ENGINEERS.
MISSOURI RIVER DIVISION
1200 WEST CENTER ROAD
OMAHA, NEBRASKA 68144-3609

Planning Division

Ms. Elaine K. Kaiser
UP/SP Environmental Project Director
Section of Environmental Analysis
Surface Transportation Board
12th and Constitution Avenue, Room 3219
Washington, D.C. 20423-0001

Dear Ms. Kaiser:

This responds to your January 29, 1996 request for environmental impact review of the proposed railroad merger. Please find Omaha District comments on the proposal at enclosure 1.

If you have questions, please contact Dr. Nancy Andrews at (402) 697-2471.

Sincerely,

[Signature]

Director, Engineering and Technical Services

Enclosure
Ms. Elaine K. Kaiser  
DP/DP Environmental Project Director  
Department of Environmental Analysis  
Surface Transportation Board  
12th and Constitution Avenue, Room 3219  
Washington, DC  20423-0001

Dear Ms. Kaiser:

This letter is in response to your correspondence dated January 29, 1996, addressed to our Dallas, U.S. Army Corps of Engineers office, concerning the Control and Merger Application between the Union Pacific and Southern Pacific Railroads (Finance Pocket Number 32760). The correspondence was forwarded to me for reply.

You are correct in that the railroads' environmental consultant, Dames and Moore, Incorporated, has previously contacted this office. We have advised that firm of the possible need for Department of the Army permits and identified appropriate points of contact.

Sincerely,

[Signature]

R. W. Schroeder, Jr.  
Chief, Planning Division
Ms. Elaine K. Kaiser
US/EP Environmental Project Director
Section of Environmental Analysis
Surface Transportation Board
12th and Constitution Avenue, Room 3219
Washington, DC 20423-0001

Dear Ms. Kaiser:

I refer to your letter of January 29, 1996, concerning comments on the potential environmental impacts of the control and merger application between the Union Pacific and Southern Pacific Railroads (Finance Docket No. 32760).

Daines and Moore and the Union Pacific Railroad Law Department contacted the U.S. Army Corps of Engineers, Vicksburg District, regarding subject merger. Our comments provided to Daines and Moore dated October 16, November 9, December 6, and December 21, 1995, indicated that the Vicksburg District has no ongoing or proposed activities, including parks or refuges, in proximity to the proposed project. However, if the proposed actions would impact navigable waters or waters of the United States, a permit from the Corps of Engineers would be required. A pamphlet describing the Corps permitting process was provided for their information.

The environmental report (Finance Docket No. 32760) addresses the issues of land use, water, wetlands, biological, cultural resources, transportation, air quality, and noise. Mitigation of each of these issues is addressed primarily by avoiding impacts that would be considered significant. Each issue appears to have been coordinated with the appropriate agencies.

Your letter specifically addresses impacts to the 100-year flood plain. Any proposed construction in a 100-year flood plain should be coordinated with the appropriate office of the local government responsible for issuing development permits to avoid adverse impacts to the 100-year flood plain.

Proposed rail line abandonments should be coordinated with the office responsible for maintenance of drainage. Consideration should be given to removing abandoned rail lines at stream crossings or making arrangements with the office responsible for channel maintenance.

I trust this information meets your needs. If you have any questions, please contact Mr. Stuart McLean of this office.

Telephone (601) 631-5814, or write the above address.
ATTN: CERMK-PD-Q.

Sincerely,

William B. Hochstet
Chief, Planning Division