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**STATE OF ILLINOIS
ILLINOIS COMMERCE COMMISSION
STIPULATED AGREEMENT 1269**

This Agreement made and entered into, by and between the State of Illinois acting by and through the Illinois Commerce Commission ("Commission"), the Union Pacific Railroad Company ("Company"), the City of West Frankfort ("City"), and the State of Illinois, Department of Transportation ("Department" or "IDOT").

WITNESSETH:

WHEREAS, it has come to the attention of the Commission through correspondence that inquiry should be made into the matter of improving public safety at the Oak Street, Elm Street and Cleveland Street highway-rail grade crossings of the Company's track in the City of West Frankfort, in Franklin County, Illinois, designated as crossings AAR/DOT 167 635S, milepost 305.07-CC, AAR/DOT 167 636Y, milepost 305.13-CC and AAR/DOT 167 637F, milepost 305.42-CC, respectively; and

WHEREAS, proper investigation has been made of the circumstances surrounding the subject crossings by a representative of the Commission's Transportation Bureau, Railroad Section; and

WHEREAS, the physical aspects, including geometrics of the intersections, train movements, vehicular traffic volumes and other pertinent data relating to the crossings have been obtained and shown on Exhibits A, A-1 and A-2 attached to this Agreement; and

WHEREAS, the parties are mutually agreeable to accomplish proposed improvements to the crossings upon determination of the Commission by Order.

NOW, THEREFORE in consideration of the premises and of the mutual covenants and agreements as hereinafter contained the parties pray that the Commission enter an Order according to the provisions of Section 18c-7401 of the Illinois Commercial Transportation Law, 625 ILCS 5/18(c)-7401, requiring that certain improvements as hereinafter stated be made and that the cost for the proposed improvements be divided among the parties according to law and that in the interest of the traveling public the Grade Crossing Protection Fund ("GCPF") of the Motor Fuel Tax Law ("MFT") be required to bear a substantial portion of the cost; To Wit the parties agree as follows:

Section 1 All improvements encompassed by this Agreement shall be made in accordance with all applicable State laws, rules, standards, regulations and orders and procedures in general.

Section 2 The parties are of the opinion that the following improvements in the interest of public safety at the aforesaid crossings should be:

- (a) Installation of automatic flashing light signals and gates with a bell, controlled by constant warning time circuitry, by the Company.
- (b) Installation of temporary STOP signs at the Oak Street and Elm Street

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crossings within 30 days of a Commission Order for the installation of new automatic warning devices, by the Company.

Section 3 The Company has prepared detailed drawings, circuit plans, required specifications and preliminary cost estimates to accomplish the proposed safety improvements, which may be required by Commission Order. The drawings, circuit plans, specifications and cost estimates are attached and incorporated herein by reference as Exhibits B, B-1 and B-2.

Section 4 The Company shall upon Commission Order, according to the requirements contained therein, proceed toward the completion of the proposed improvements, accomplishing the work with its own forces or appropriate contracted services and agrees that an appropriate time for the completion of the proposed improvements should be twelve (12) months from the date of a Commission Order approving this Agreement.

Section 5 The parties agree that an equitable division of cost for the proposed improvements is as follows:

- COST DIVISION TABLE -

IMPROVEMENT	EST. COST	GCPF	CITY	COMPANY	IDOT
Install Automatic Flashing Light Signals and Gates, controlled by CWT Circuitry at Oak Street, Elm Street and Cleveland Street	\$518,018	(90%) \$466,216 ¹	(0%) \$0	(10%) \$51,802 ²	(0%) \$0
Install temporary STOP signs, if ordered	No Estimate Required	(0%) \$0	(0%) \$0	(100%) ³ \$Unknown	(0%) \$0
TOTALS	\$518,018	\$466,216	\$0	\$51,802	\$0

Notes:

¹ Total Grade Crossing Protection Fund (GCPF) assistance not to exceed \$466,216; any installation costs above the estimated amount of \$518,018 will be divided between the GCPF and the Company in the same percentages noted above, upon submittal and review of evidence to support the additional cost and subject to approval by the Commission.

² Company responsible for all future operating and maintenance costs associated with the new automatic warning devices.

³ Company responsible for all future maintenance costs associated with the temporary STOP signs, if ordered.

Section 6 The City is not required to pay any portion of the cost for the proposed improvements.

Section 7 Special Provisions: The Company shall complete and submit the Project Manager Information portion of the Project Status Report sheet, attached as Exhibit 1, along with this executed Agreement.

The Company shall, within six (6) months from the date of the Commission Order approving this Agreement, submit to the Director of Processing and Information, Transportation Bureau of the Commission, a Project Status Report, attached as Exhibit 1, regarding the progress it has made toward completion of the work required by this

Agreement. The Project Status Report shall include the Commission Order's docket number, the Order date, the project completion date as noted in the Order, crossing information (inventory numbers and railroad mileposts), type of improvement, and the name, title, mailing address, phone number, facsimile number, and electronic mailing address of the Company Project Manager.

All bills for work specified in Section 2 of this Agreement authorized for reimbursement from the Grade Crossing Protection Fund shall be submitted to the Fiscal Control Unit, Bureau of Local Roads and Streets, Illinois Department of Transportation, 2300 South Dirksen Parkway, Springfield, Illinois 62764. The Department shall send a copy of all invoices to the Director of Processing and Information, Transportation Bureau of the Commission. All bills shall be submitted no later than twelve (12) months from the completion date specified in the Commission Order approving this Agreement. The final bill for expenditures shall be clearly marked "Final Bill". The Department shall not obligate any assistance from the Grade Crossing Protection Fund for the cost of proposed improvements described in this Agreement without prior approval by the Commission. The Commission shall, at the end of the 12th month from the completion date specified in the Commission Order approving this Agreement, or any Supplemental Order(s) issued for this project, conduct a review to determine if any unused assistance from the Grade Crossing Protection Fund should be deobligated. Upon completion of the review, the Commission shall notify the Department to deobligate all residual funds accountable for installation costs for this project. Notification may be by regular mail, electronic mail, fax, or phone.

SECTION 8 Billing: For all signal work specified in Section 2 of this Agreement, and authorized by an Order of the Commission, The Company shall assure that sufficient documentation for all bills is made available for review by the Department or the Department's representative. The minimum documentation that must be made available is outlined below:

- a) Labor Charges (including additives) - Copies of employee work hours charged to the railroad account code for the project.
- b) Equipment Rental - Copies of rental agreements for the equipment used, including the rental rate; number of hours the equipment was used and the railroad account code for the project.
- c) Material - An itemized list of all materials purchased and installed at the crossing location. If materials purchased are installed at multiple crossing locations, a notation must be made to identify the crossing location.
- d) Engineering - Copies of employee work hours charged to the railroad account code for the project.
- e) Supervision - Copies of employee work hours charged to the railroad account code for the project.
- f) Incidental Charges - An itemized list of all incidental charges along with a written explanation of those charges.
- g) Service Dates - Invoice shall include the beginning and ending date of the work accomplished for the invoice.
- h) Final or Progressive - Each invoice shall be marked as a Progressive or a Final Invoice.

- i) Reference Numbers - Each invoice shall include the AAR/DOT number, the ICC Order number and the state job number when federal funds are involved.
- j) Locations - Each invoice shall show the location, with the street name and AAR/DOT crossing inventory number.

Section 9 This Agreement shall be binding upon the parties hereto, their successors or assigns. Upon execution of this Agreement by all parties, the Commission shall enter an appropriate Order, within 60 days accepting or rejecting such stipulation according to the provisions contained herein.

In Witness Whereof, the parties have caused this Agreement to be executed by their duly authorized officers, as of the dates indicated on their respective Execution Pages, attached hereto.

Executed by the Commission this 2nd day of April 2007.



Michael E. Stead
Rail Safety Program Administrator

Attest:



John J. Blair
Senior Rail Safety Specialist

Illinois Commerce Commission Stipulated Agreement No. 1269, executed by Commission Staff on April 2, 2007, concerning safety improvements at the Oak Street, Elm Street and Cleveland Street crossings with the Union Pacific Railroad Company tracks in West Frankfort, Illinois.

Executed by the CITY OF WEST FRANKFORT this 5th day of APRIL 2007.

CITY OF WEST FRANKFORT

By: 

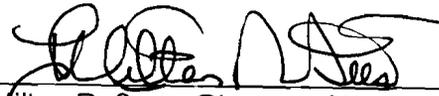
Attest:



Illinois Commerce Commission Stipulated Agreement No. 1269 executed by the Commission Staff on April 2, 2007, concerning safety improvements at the Oak Street, Elm Street and Cleveland Street crossings with the Union Pacific Railroad Company tracks in West Frankfort, Illinois.

Executed by the Department this 30th day of April 2007.

STATE OF ILLINOIS
DEPARTMENT OF TRANSPORTATION

By: 
Milton R. Sees, Director of Highways/Chief Engineer

Illinois Commerce Commission Stipulated Agreement No. 1269, executed by Commission Staff on April 2, 2007, concerning safety improvements at the Oak Street, Elm Street and Cleveland Street crossings with the Union Pacific Railroad Company tracks in West Frankfort, Illinois.

Executed by the Company this 23rd day of July 2007.

UNION PACIFIC RAILROAD COMPANY

By: Thomas J. Osee
AVP ENGINEERING

Attest:

C. N. Taylor

Approved as to Form
By P. J. Wells

**ILLINOIS COMMERCE COMMISSION
TRANSPORTATION DIVISION / RAIL SAFETY SECTION**

PROJECT STATUS REPORT:

TYPE: (CHECK ONE)

PROGRESS	X
COMPLETION*	

DATE	
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PROJECT INFORMATION:

Reporting Party:	Union Pacific Railroad Company
Docket/Order #; Date:	
Status Reports Due:	
Ordered Completion Date:	
Completion Report Due ¹ :	
AAR/DOT#, Milepost:	167 635S, MP 305.07-CC and 167 636Y, MP 305.13 CC and 167 637F, MP 305.42
Street, (in/near) City, County:	Oak Street, Elm Street, and Cleveland Street in the City of West Frankfort, Franklin County
Railroad Company:	Union Pacific Railroad Company

¹Completion reports involving changes to the railroad crossing must include an updated USDOT Inventory Form.

PROJECT MANAGER INFORMATION²:

Name:	D.W. McKernan
Title:	Manager Industry and Public Projects
Representing:	Union Pacific Railroad
Street Address:	100 North Broadway, Suite 1500
City, State, Zip:	St. Louis, MO 63102
Office Phone:	314-331-0682
Office Fax:	402-501-2520
Cellular Phone:	
E-Mail Address:	dwmckern@up.com

²Project Manager information to be submitted by Roadway Authority and Railroad Company

DESCRIPTION OF IMPROVEMENT(S) ORDERED:

1. Install automatic LED flashing light signals and gates with bells, controlled by constant warning time circuitry.
2. Include TEMPORARY STOP SIGNS at Oak Street and Elm Street crossings.

STATUS OF WORK:

**ILLINOIS COMMERCE COMMISSION
TRANSPORTATION DIVISION / RAIL SAFETY SECTION**

Mail directed to the **Rail Safety Section** or the **Director of Processing and Information**, Transportation Bureau of the Commission should be addressed to:

The Illinois Commerce Commission
527 East Capitol Avenue
Springfield, IL 62701-1827

If you have questions contact:

John J. Blair, Senior Railroad Safety Specialist
Phone: (217) 785-8421
Email: jblair@icc.illinois.gov

A **Form 3** can be obtained from the Illinois Commerce Commission by calling 217/782-7660 or on the web at:

<http://www.icc.illinois.gov/rr/library.aspx>

United States Department of Transportation Inventory Form #6180.71 can be obtained on the web at:

<http://safetydata.fra.dot.gov/OfficeofSafety/Forms/Default.asp>

Submit Inventory forms to:

Federal Railroad Administration Office of Safety 1120 Vermont Avenue, NW Washington, DC 20590	<u>And</u>	Chief of Data Services Illinois Department of Transportation 2300 S. Dirksen Parkway Springfield, IL 62764
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**ILLINOIS COMMERCE COMMISSION
STIPULATED AGREEMENT
CROSSING DATA FORM**

GENERAL INFORMATION: See Location Sketch

RAILROAD	UPRR
USDOT#, MILEPOST	167 635S, 305.07-CC
STREET, CITY, COUNTY	Oak Street, (I) West Frankfort, Franklin County
JURISDICTION (RDWY)	City
LOCATION	Urban, Commercial/Residential
STREET SURFACE	Bituminous

CROSSING DATA: Also see Location Sketch for roadway profile and track centers

TRACK (W-E or N-S)	SURFACE TYPE	SURFACE WIDTH	SURFACE CONDITION
N-S	Timber	40.5 feet	Good

ROADWAY DATA: See Location Sketch

INTERSECTING ROADS:	
TRAFFIC CONTROL	
ADT & SPEED	1600 Vehicles Per Day @ 30 MPH
TRAFFIC TYPE	Passenger, School Buses, Hazardous Materials, [All possible]
ADVANCE WARNING	Yes
PAVEMENT MARKING	No

RAILROAD DATA: See Location Sketch

FREIGHT TRAFFIC	3 Per day @ 49 MPH, Day & Night? Yes
PASSENGER TRAFFIC	None
WARNING DEVICES	New MUTCD Crossbucks and YIELD signs

NOTES:

VISIBILITY STUDY: See Location Sketch

Train Speed		MPH
Roadway Speed		MPH
Required Stopping Sight Distance (SSD)		
Along Roadway		FEET
Along Tracks		FEET
Required Clearing Sight Distance (CSD) (Along Tracks)		FEET

Distances calculated per American Association of State Highway and Transportation Officials (AASHTO), A Policy on Geometric Design of Highways and Streets, 2001, Fourth Edition.

QUADRANT	CSD (FT)	OBSTRUCTION	SSD (FT)	OBSTRUCTION
NE	*		*	
NW	*		*	
SE	*		*	
SW	*		*	

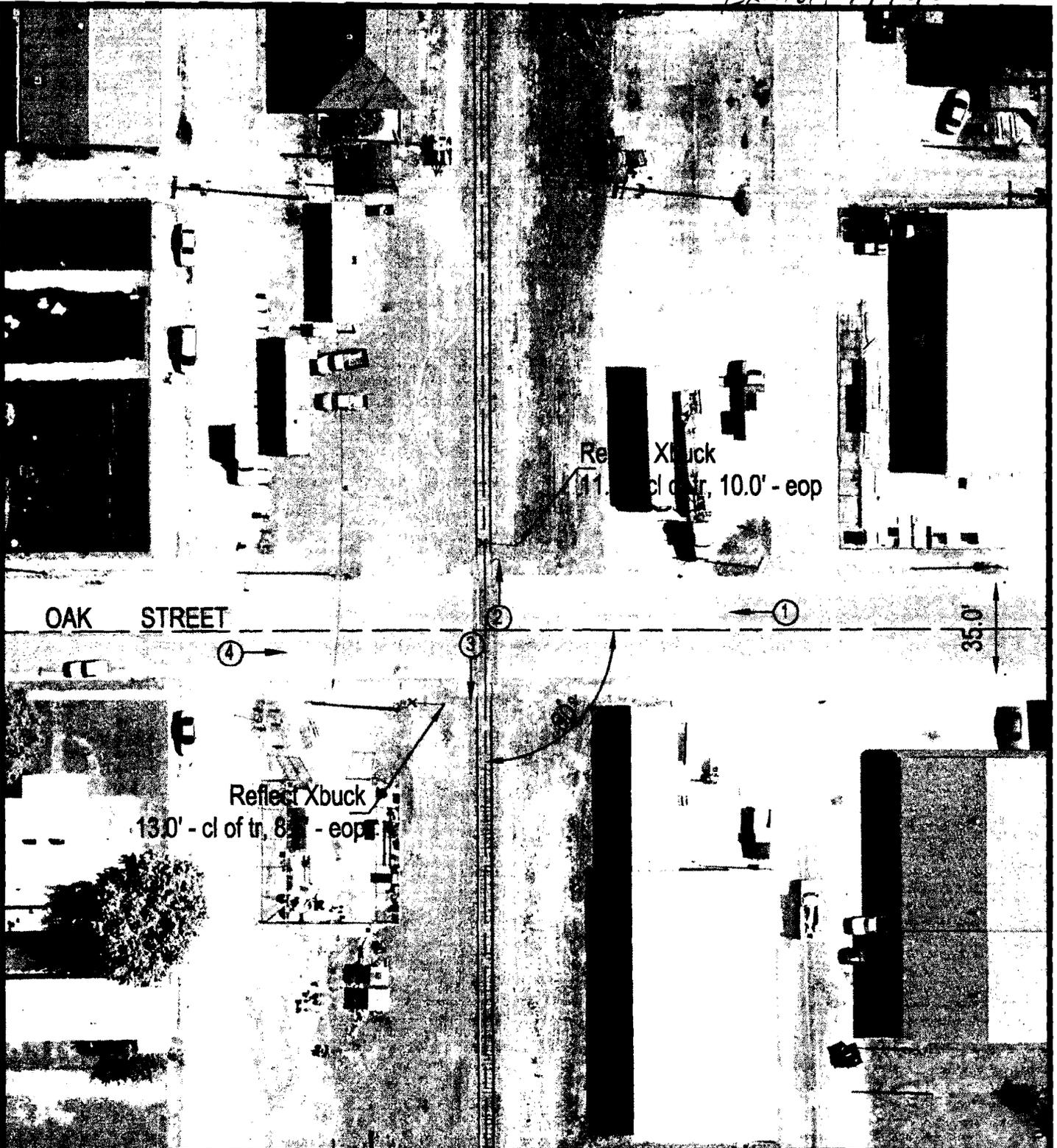
*Note: The installation of automatic flashing light signals and gates eliminates the need to satisfy minimum Sight Distance criteria.

APPROACH GRADES: See Location Sketch

DIRECTION: WEST/NORTH			DIRECTION: EAST/SOUTH		
DISTANCE (FT)	ELEVATION (FT)	GRADE (%)	DISTANCE (FT)	ELEVATION (FT)	GRADE (%)

Distance measured from outermost rail.

COMMENTS:



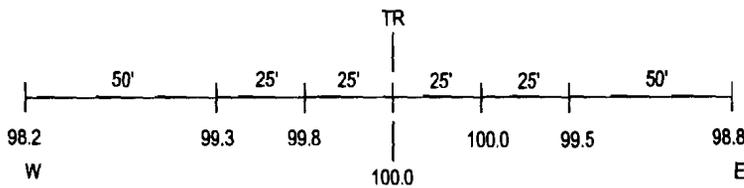
OAK STREET

Reflect Xbuck
11' - cl of tr, 10.0' - eop

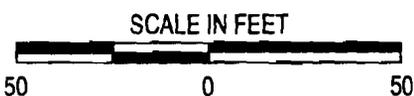
Reflect Xbuck
13.0' - cl of tr, 8' - eop

35.0'

4: [FRANKLIN] 167635S | 167635S.DWG 09/06/00 13:17 .d1



ROAD PROFILE



③ Photo Location

Crossing #: 167635S
 Location: Franklin Co., City of West Frankfort (In)
 Lat/Long: 37°53'49" / 88°55'42"
 Railroad: UP
 Street: Oak Street
 Railroad Milepost: 305.30
 Crossing Protection: Sign

**ILLINOIS COMMERCE COMMISSION
STIPULATED AGREEMENT
CROSSING DATA FORM**

GENERAL INFORMATION: See Location Sketch

RAILROAD	UPRR
USDOT#, MILEPOST	167 636Y, 305.13-CC
STREET, CITY, COUNTY	Elm Street, (I) West Frankfort, Franklin County
JURISDICTION (RDWY)	City
LOCATION	Urban, Commercial/Residential
STREET SURFACE	Bituminous

CROSSING DATA: Also see Location Sketch for roadway profile and track centers

TRACK (W-E or N-S)	SURFACE TYPE	SURFACE WIDTH	SURFACE CONDITION
N-S	Full Depth Timber	24 feet, 4 inches	Good

ROADWAY DATA: See Location Sketch

INTERSECTING ROADS:	
TRAFFIC CONTROL	
ADT & SPEED	1100 Vehicles Per Day @ 30 MPH
TRAFFIC TYPE	Passenger, School Buses, Hazardous Materials, [All possible]
ADVANCE WARNING	Yes
PAVEMENT MARKING	No

RAILROAD DATA: See Location Sketch

FREIGHT TRAFFIC	3 Per day @ 49 MPH, Day & Night? Yes
PASSENGER TRAFFIC	None
WARNING DEVICES	New MUTCD Crossbucks and YIELD signs

NOTES:

VISIBILITY STUDY: See Location Sketch

Train Speed		MPH
Roadway Speed		MPH
Required Stopping Sight Distance (SSD)		
Along Roadway		FEET
Along Tracks		FEET
Required Clearing Sight Distance (CSD) (Along Tracks)		FEET

Distances calculated per American Association of State Highway and Transportation Officials (AASHTO), A Policy on Geometric Design of Highways and Streets, 2001, Fourth Edition.

QUADRANT	CSD (FT)	OBSTRUCTION	SSD (FT)	OBSTRUCTION
NE	*		*	
NW	*		*	
SE	*		*	
SW	*		*	

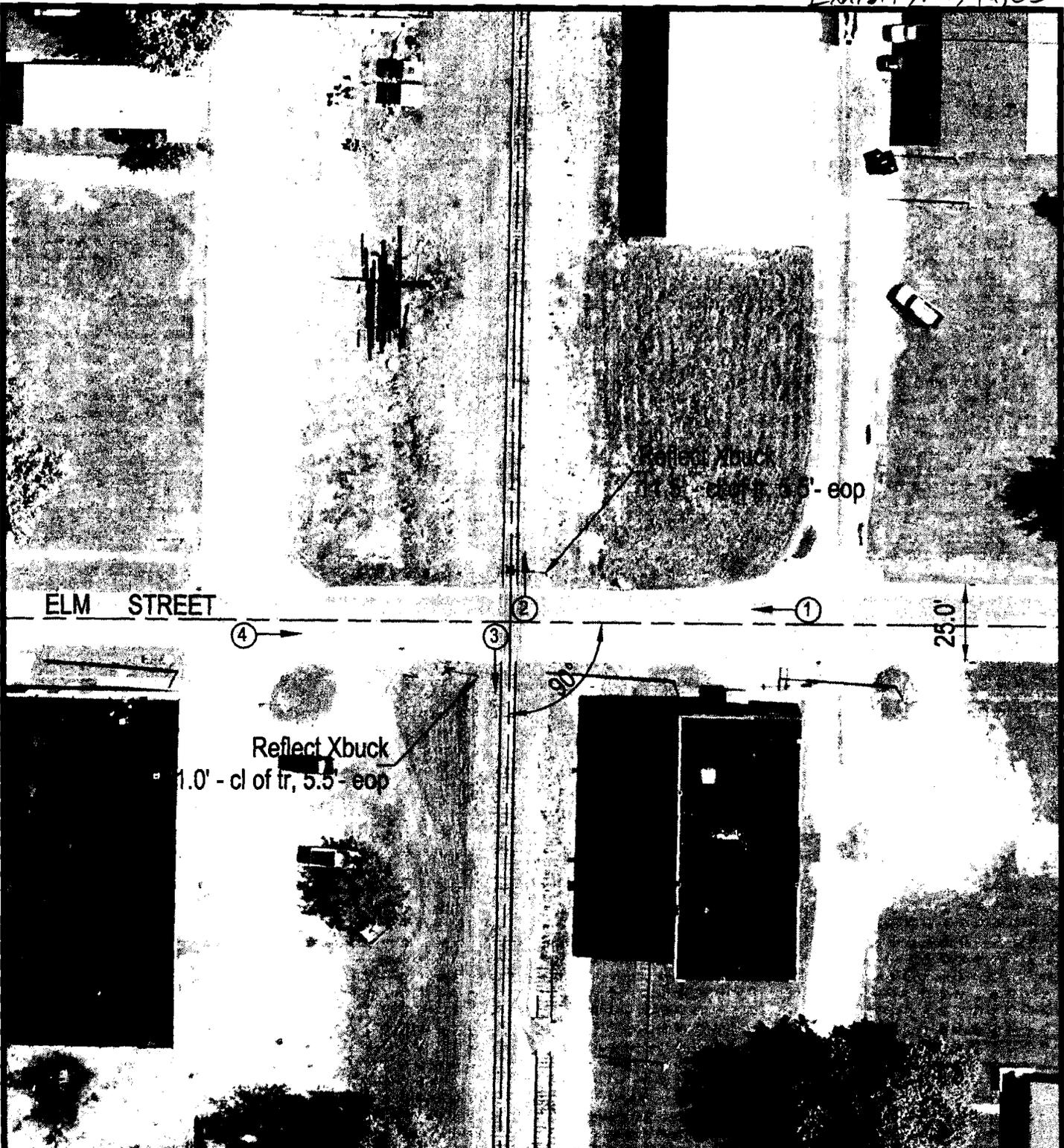
*Note: The installation of automatic flashing light signals and gates eliminates the need to satisfy minimum Sight Distance criteria.

APPROACH GRADES: See Location Sketch

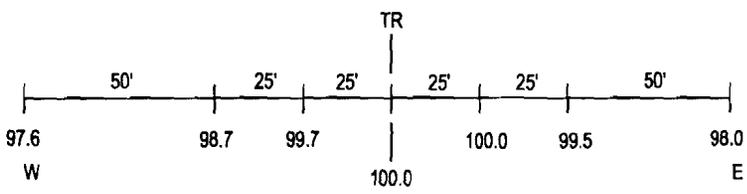
DIRECTION: WEST/NORTH			DIRECTION: EAST/SOUTH		
DISTANCE (FT)	ELEVATION (FT)	GRADE (%)	DISTANCE (FT)	ELEVATION (FT)	GRADE (%)

Distance measured from outermost rail.

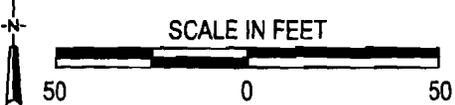
COMMENTS:



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ROAD PROFILE



③ Photo Location

Crossing #: 167636Y
 Location: Franklin Co., City of West Frankfort (In)
 Lat/Long: 37°53'46" / 88°55'42"
 Railroad: UP
 Street: Elm Street
 Railroad Milepost: 305.50
 Crossing Protection: Sign

**ILLINOIS COMMERCE COMMISSION
STIPULATED AGREEMENT
CROSSING DATA FORM**

GENERAL INFORMATION: See Location Sketch

RAILROAD	UPRR
USDOT#, MILEPOST	167 637F, 305.42-CC
STREET, CITY, COUNTY	Cleveland Street, (I) West Frankfort, Franklin County
JURISDICTION (RDWY)	City
LOCATION	Urban, Commercial/Residential
STREET SURFACE	Bituminous

CROSSING DATA: Also see Location Sketch for roadway profile and track centers

TRACK (W-E or N-S)	SURFACE TYPE	SURFACE WIDTH	SURFACE CONDITION
N-S	Concrete	25 feet, 6 inches	Good

ROADWAY DATA: See Location Sketch

INTERSECTING ROADS:	
TRAFFIC CONTROL	
ADT & SPEED	2300 Vehicles Per Day @ 30 MPH
TRAFFIC TYPE	Passenger, School Buses, Hazardous Materials, [All possible]
ADVANCE WARNING	WB-Yes, EB-No
PAVEMENT MARKING	No

RAILROAD DATA: See Location Sketch

FREIGHT TRAFFIC	3 Per day @ 49 MPH, Day & Night? Yes
PASSENGER TRAFFIC	None
WARNING DEVICES	Automatic Flashing Light Signals

NOTES:

VISIBILITY STUDY: See Location Sketch

Train Speed		MPH
Roadway Speed		MPH
Required Stopping Sight Distance (SSD)		
Along Roadway		FEET
Along Tracks		FEET
Required Clearing Sight Distance (CSD) (Along Tracks)		FEET

Distances calculated per American Association of State Highway and Transportation Officials (AASHTO), A Policy on Geometric Design of Highways and Streets, 2001, Fourth Edition.

QUADRANT	CSD (FT)	OBSTRUCTION	SSD (FT)	OBSTRUCTION
NE	*		*	
NW	*		*	
SE	*		*	
SW	*		*	

*Note: The installation of automatic flashing light signals and gates eliminates the need to satisfy minimum Sight Distance criteria.

APPROACH GRADES: See Location Sketch

DIRECTION: WEST/NORTH			DIRECTION: EAST/SOUTH		
DISTANCE (FT)	ELEVATION (FT)	GRADE (%)	DISTANCE (FT)	ELEVATION (FT)	GRADE (%)

Distance measured from outermost rail.

COMMENTS:



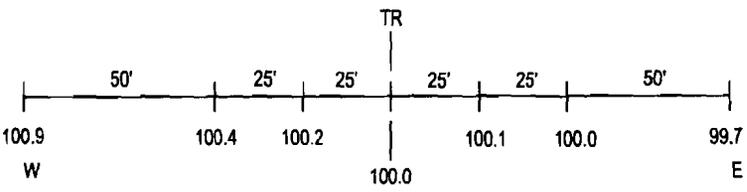
Standard T. Perfect X-block
14.0' - cl of tr, 3.5' - ecc

Control
12.0' - cl of tr, 31.0' - ecc

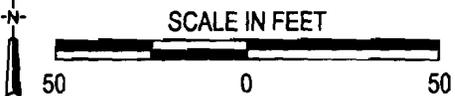
Standard T. Perfect X-block
14.5' - cl of tr, 3.5'

CLEVELAND STREET

J:FRANKLIN\167637F\167637F.DWG 09/08/00 14:02 JLA



ROAD PROFILE



③ Photo Location

Crossing #: 167637F

Location: Franklin Co., City of West Frankfort (In)

Lat/Long: 37°53'31" / 88°55'42"

Railroad: UP

Street: Cleveland Street

Railroad Milepost: 305.17

Crossing Protection: Train Activated Devices