

STATE OF ILLINOIS

ILLINOIS COMMERCE COMMISSION

City of Granite City, an Illinois municipal corporation	:	
Petitioner,	:	
	:	
Vs.	:	
	:	
The Department of Transportation of the State of Illinois, for and	:	
in behalf of the People of the State of Illinois, Gateway Eastern	:	
Railway Company, Kansas City Southern Railway Company	:	
(Gateway Western Railway Company), Norfolk Southern Railway	:	
Company, and Union Pacific Railroad Company, Kansas City	:	
Southern Railway Company,	:	T02-0067
Respondent.	:	
	:	
Terminal Railroad Association of St. Louis	:	
Intervener.	:	
	:	
Petition for an Order regarding a separation of grades and	:	
construction of an overpass at Pontoon Road, Granite City,	:	
Illinois, closing of the railway crossing at 22 nd Street, an	:	
apportionment of costs thereof, including directing payment to be	:	
borne by the Grade Crossing Protection Fund, and other stated	:	
or requested relief.	:	

SECOND SUPPLEMENTAL ORDER

By the Commission:

On December 4, 2007, the City of Granite City, a body politic and corporate ("Petitioner" or "City") filed the above-captioned verified Second Supplemental Petition with the Illinois Commerce Commission ("Commission") seeking a Second Supplemental Order increasing the project cost and allocating the additional costs amongst the parties and the Grade Crossing Protection Fund ("GCPF").

Pursuant to notice, the matter came on for hearing before a duly authorized Administrative Law Judge ("ALJ") of the Commission at the Commission's Springfield office on January 3, 2008. Petitioner was represented by counsel. Respondents, Union Pacific Railroad ("UP"), Norfolk Southern Railway Company ("NS") and the Department of Transportation of the State of Illinois ("IDOT" or "Department") were represented by counsel. Per counsel for the UP, the Kansas City Southern Railway Company ("KCS") authorized the UP to speak on its behalf. An appearance was also entered by Brian Vercruysse,

Senior Railroad Safety Specialist of the Commission's Transportation Bureau, Railroad Section. At the hearing, The Terminal Railroad Association of St. Louis ("TRRA"), represented by counsel, filed a Motion to Intervene due to its involvement at the 20th Street crossing. This Motion was granted. The City entered into the record City Second Supplemental Exhibit 1. All of the Parties supported the City's Petition, as did Commission Staff. At the conclusion of the January 3, 2008, hearing, the record was marked "Heard and Taken."

PROCEDURAL HISTORY

On June 28, 2002, the City filed its initial Petition seeking approval for the construction of a highway overpass structure to carry Pontoon Road over Illinois Route 203 (Nameoki Road) and the tracks of the NS, UP, KCS, and the Gateway Eastern Railway Company ("GWWE" or "KCS"), a subsidiary of the KCS. Numerous hearings, status meetings, and filings occurred as the project progressed through its various stages of design, land acquisition, and advance construction in anticipation of the construction letting for the overall improvement. The following provides a summary of the Commission Orders associated with this docket, and the recent activities leading to the City's December 4, 2007, Second Supplemental Petition.

On December 4, 2002, the Commission entered its Interim Order in this case which granted permission to the City to proceed with the preliminary engineering, right-of-way assessment and documentation, and soil boring and analysis. The Interim Order also divided the cost for these preliminary activities between the GCPF (\$1,300,000) and IDOT (\$900,000). The Interim Order also established the maximum overall project contribution from the GCPF as an amount not to exceed \$17,500,000.

On June 18, 2003, the Commission entered its Interim Supplemental Order that authorized a payment of \$2,000,000 from the GCPF to pay for eleven (11) parcels of land involved in the right of way acquisition required for construction of the Pontoon Road overpass structure.

On October 22, 2003, the Commission entered its Second Supplemental Interim Order that granted an extension of time, to and including March 31, 2004, to the City within which to complete the work as required by the December 4, 2002, Interim Order and the June 18, 2003, Supplemental Interim Order.

On June 23, 2004, the Commission entered its Third Supplemental Interim Order that authorized a payment of \$3,000,000 from the GCPF to pay for land acquisition, construction funding for demolition services, and residential and business relocation costs. An extension of time was also granted to and including December 31, 2004, to complete the work required by the previous interim orders.

On March 9, 2005, , the Commission entered its Order and subsequently on May 17, 2005 an Amended Order providing a Division of Cost amongst the

parties and the GCPF for the overall project, including improvements at or near the Pontoon Road, 22nd Street, and 20th Street highway–rail crossings in the City of Granite City. The Amended Order established the estimated cost of the project at \$24,064,022 and authorized an additional payment of \$4,436,362 from the GCPF (with previous contributions totaling \$10,736,362 and overall project assistance not to exceed to \$14,736,362). The Amended Order required the City to file a Supplemental Petition requesting the remaining contribution from the GCPF.

On May 17, 2006, the Commission entered its First Supplemental Order (previously and erroneously titled “Second” Supplemental Order), granting the remaining \$4,000,000 GCPF contribution requested in the City’s April 18, 2006, Supplemental Petition. The Phase I construction contract had been awarded for auxiliary roads, utility relocation, building demolition and property acquisition and relocation. It was anticipated that the main Phase II construction contract would be let in October of 2006.

On December 4, 2007, the City filed its Second Supplemental Petition seeking a Second Supplemental Order increasing the project cost to \$30,145,146 and allocating the additional costs among the parties and the GCPF. The project cost increases assigned to Phase I, which is at or near completion, and Phase II include construction cost increases, as well as cost increases in land acquisition, construction engineering, and building demolition. On December 5, 2007, the parties met to discuss the increased costs and division of costs in anticipation of the construction letting and further Commission proceedings. On December 21, 2007, the Phase II construction letting occurred with a low bid of \$13,920,482, which was lower than the engineering estimate of \$14,437,388 referenced in the Second Supplemental decision. Upon review of all bids, the City recommended conditional award, pending resolution of the funding issues, of the project on January 2, 2008, to the low bidder for an overall project cost of **\$29,627,791**.

PETITIONER, RESPONDENTS, INTERVENER, & STAFF POSITION & AGREEMENT

During the January 3, 2008, hearing, counsel for the City provided an updated division of cost comparison table based upon the low bid estimate. The ALJ granted the parties time in which to negotiate and reach agreement upon this division of costs (note: the term “parties” or “party” as hereinafter referred to does not include Intervener TRRA). Agreement was reached as outlined in the Cost Division Table attached hereto as Appendix A and below in paragraphs 1 through 7 (collectively the “Agreement”). The parties agreed to the following provisions:

1. The contributions from each party shall not exceed the “Total Funding” assigned to each party in the table. If actual project costs exceed what is outlined in Exhibit A, a Third Supplemental Petition shall be required with

the City providing evidence as to the cause or special circumstances that created the increased costs.

2. If necessary, IDOT will provide for additional funding for construction change orders or other unanticipated construction activities in an amount not to exceed 5% of the estimated railroad force account work (\$2,332,850) and the awarded construction costs for Phase I (\$2,437,388) and Phase II (\$13,920,482) for an amount totaling \$934,536. The City shall obtain the approval of IDOT prior to all change orders.
3. The City will seek to provide for a construction contingency amount of \$160,000. Subsequent to the hearing, the City approved a motion at the January 8, 2007, Council Meeting to fund the \$160,000 above IDOT's additional 5% for change orders. These funds would be brought into the project only after IDOT's 5% was expended and only applies to Phase I & Phase II construction funding (this does not include railroad force account work).

The appraised value of all NS real estate property interests required for this project is \$157,536.95 of which the City has paid NS \$54,000. Further, the NS states that it will be able to complete the construction of the NS Maintenance Building (replacement of which is necessitated by the construction of the Century Drive Extension) for an estimated cost of \$253,000, as compared to the City's updated estimate of \$285,350. Any future requests or supplemental petitions regarding proposed modifications to project cost division shall be brought before the Commission with the agreement that the parties shall take into account these NS contributions and City reimbursements, including the remaining real estate value donated by NS, referenced above in this paragraph.

4. Any warning device work at the 20th Street crossing that is required due to the Century Drive Extension, and that was not contemplated in the previous Orders, will be addressed by a separate Stipulated Agreement among the parties, including the Intervener (TRRA), which maintains the existing automatic warning devices at the crossing. Subsequent to the hearing, Commission Staff ("Staff") recommended that the preliminary division of cost for this work should be apportioned 95% to the GCPF and the remainder to the "Railroads" (term as defined in Appendix A).
5. The City will provide monthly construction reports that include status, project contact information, and detailed billing information broken-out by location and category (utility relocation, construction engineering, railroad force account, construction, and change orders). These reports shall include all aspects of the project, including railroad force account work. The City is required in these reports to provide an assessment of the current status of project costs and schedule in conjunction with project milestones, and relative to the established costs and schedules listed in

the Order. It is the responsibility of the City to track the project costs and schedule and notify all parties in a timely manner regarding any anticipated changes in project cost or schedule. This notification, if required, shall be via written correspondence to all parties, and TRRA. An initial draft report template with current detailed billing information is attached hereto as Appendix B.

6. Staff will provide a draft Second Supplemental Order to all parties and TRRA for review and approval. If agreed to and accepted, each party and TRRA will indicate their concurrence in a reply letter to Staff, noting that the Agreed Second Supplemental Order is acceptable and that the party waives its right to a Proposed Order from the ALJ.

The Commission, having given due consideration to the entire record herein, finds that:

- 1) the Commission has jurisdiction of the parties and Intervener TRRA hereto and the subject matter herein;
- 2) the recitals of fact as set forth in the prefatory portion of this Second Supplemental Order are true and correct and are hereby adopted as findings of fact;
- 3) the amount of assistance to be provided by the Grade Crossing Protection Fund for eligible costs associated with the Pontoon Road Highway Overpass Project and Century Drive Extension should be increased by \$2,763,638 to an amount not to exceed \$17,500,000;
- 4) the cost allocation for the Pontoon Road Highway Overpass Project and Century Drive Extension should be amended in accordance with the Cost Division Table attached as Appendix A to this Second Supplemental Order;
- 5) this agreed order was circulated to all parties for concurrence and the right to a proposed order was waived by said parties and the TRRA.
- 6) all other terms and conditions of the Orders entered to date in this Docket should remain in full force and effect except as herein modified.

IT IS THEREFORE ORDERED by the Illinois Commerce Commission that the Pontoon Road Highway Overpass Project and Century Drive Extension shall be completed in accordance with Findings (1) through (5), as well as the Agreement provisions outlined in the prefatory section.

IT IS FURTHER ORDERED that all work for the Pontoon Road Highway Overpass Project and Century Drive Extension shall be completed by June 30, 2010.

IT IS FURTHER ORDERED that all other terms and conditions of the previous Orders entered by the Illinois Commerce Commission in this Docket shall remain in full force and effect except as herein modified.

IT IS FURTHER ORDERED that all bills for expenditures authorized to be reimbursed from the Grade Crossing Protection Fund shall be submitted **by invoice, which is to include a breakdown of all costs per Appendix B,** to the District 8 Office of the Illinois Department of Transportation. 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 this Second Supplemental Order approving the Agreement. The final bill for expenditures from each party, including Intervener TRRA if applicable 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.

IT IS FURTHER ORDERED that any person making a Request for an Extension of Time up to 30 days to complete a project ordered by the Commission must file a request with the Director of Processing and Information no later than 14 days in advance of the scheduled deadline. An Administrative Law Judge will consider and decide the request.

IT IS FURTHER ORDERED that any person making a Request for an Extension of Time that exceeds 30 days must file a Petition For Supplemental Order with the Director of Processing and Information no later than 21 days in advance of the scheduled deadline. The Commission will decide Petitions for Supplemental Orders.

IT IS FURTHER ORDERED that requests For Extension of Time and Petitions For Supplemental Orders must include the reason(s) the additional time is needed to complete the work and the time within which the project will be completed. Prior to submitting a Request for Extension of Time or a Petition for Supplemental Order, the person must notify the Commission's Rail Safety Program Administrator that it is unable to complete the project within the ordered timeframe.

IT IS FURTHER ORDERED that the Commission or its Administrative Law Judge reserves the right to deny Petitions for Supplemental Orders and

Requests for Extension of Time, if the reason(s) supporting the request is (are) insufficient or where it appears the person has not made a good faith effort to complete the project within the allotted time. Failure of the Commission or Administrative Law Judge to act on a pleading prior to the deadline means the originally ordered completion date remains in effect.

IT IS FURTHER ORDERED that subject to Sections 18c-2201 and 18c-2206 of the Law, this is a final decision of the Commission, subject to Administrative Review Law.

By Order of the Commission this 6th day of February, 2008.

CHARLES E. BOX
Chairman

Appendix A, Page 1 of 3
 - Pontoon Road Highway Overpass Project and Century Drive Extension –
 Division of Costs

IMPROVEMENT	ESTIMATED AND ACTUAL COSTS	GCPF	NS	RAILROADS ⁴	IDOT	CITY
RR Bridge	\$6,903,943	67.25% \$4,642,902	\$0	5% \$345,197	27.75% \$1,915,844	\$0
MSE Wall (between RR Bridge and IL 203 Bridge)	\$1,688,212	45.90% \$774,961	\$0	\$0	54.10% \$913,251	\$0
IL 203 Bridge	\$1,560,314	\$0	\$0	\$0	100% \$1,560,314	\$0
Pontoon Road-Bridge West Approach	\$3,256,151	67.25% \$2,189,762	\$0	5% \$162,807	27.75% \$903,582	\$0
Pontoon Road-Bridge East Approach	\$4,780,950	67.25% \$3,215,189	\$0	5% \$239,047	27.75% \$1,326,714	\$0
Connector Roads-West Pontoon Road	\$2,703,441	40.59% \$1,097,366	\$0	\$0	26.88% \$726,711	32.53% \$879,364
Connector Roads-East Pontoon Road	\$4,475,604	69.50% \$3,110,719	\$0	\$0	30.50% \$1,364,885	\$0
West Pontoon Road Improvements	\$1,447,025	39.40% \$570,083	\$0	\$0	48.31% \$699,109	12.29% \$177,833
Replace NS Building	\$285,350	(70%) \$199,745	(15%) \$42,802 ³	\$0	\$0	(15%) \$42,803
Install barricades at 22nd Street and Closure	No Estimate	\$0	\$0	100% (See Note 5)	\$0	\$0
Century Drive Extension	\$2,526,801	67.25% \$1,699,273	\$0	5% \$126,341	27.75% \$701,187	\$0
TOTALS	\$29,627,791	\$17,500,000²	\$42,802	\$873,392⁶	\$10,111,597	\$1,100,000

AVAILABLE ADDITIONAL FUNDING FOR CONSTRUCTION CHANGE ORDERS (CO)

		\$0	\$0	\$0	\$934,536 ⁷	\$160,000 ⁸
TOTAL FUNDING¹	\$30,722,327	\$17,500,000	\$42,802	\$873,392	\$11,046,133	\$1,260,000

PAYMENTS OR REIMBURSEMENTS MADE TO PROJECT (As of 12/31/07)

	\$14,486,647	\$9,742,516	\$0	\$0	\$4,701,329	\$0
REMAINING	\$15,183,946	\$7,757,484	\$42,802	\$873,392	\$5,410,268	\$1,100,000
					\$6,344,804	\$1,260,000
					With Additional CO Funding	

See Page 2 for Notes
 Appendix B for Monthly Report Template and Current Billing

Appendix A, Page 2 of 3

- Pontoon Road Highway Overpass Project and Century Drive Extension –
Division of Costs

1. The contributions from each party shall not exceed the “Total Funding” assigned to each party in the Cost Division Table. If actual project costs exceed what is outlined above, a Third Supplemental Petition shall be required with the City providing evidence as to the cause or special circumstances that created the increased costs.
2. The GCPF contribution authorized by this Order shall not exceed \$2,763,638 for a maximum of \$17,500,000 for the Pontoon Road Highway Overpass Project and Century Drive Extension.
3. The appraised value of all NS real estate property interests required for this project is \$157,536.95 of which the City has paid NS \$54,000. Further, NS maintains that it will be able to complete the construction of the NS Maintenance Building (replacement of which is necessitated by the construction of the Century Drive Extension) for an estimate of \$253,000, as compared to the City’s updated estimate of \$285,350. The Cost Division Table utilizes the higher estimate to provide a contingency if needed. Bills received from the NS for the building shall be reimbursed 70% from the GCPF and 15% from City for the actual amount spent, not to exceed \$199,745 and \$42,803 respectively. Any future requests or supplemental petitions regarding proposed modifications to project cost division shall be brought before the Commission with the agreement that the parties shall take into account these NS contributions and City reimbursements, including the remaining real estate value donated by NS, referenced above in this paragraph.
4. The title/term “RAILROADS” does not include Intervener TRRA.
5. The Railroads (UP, NS, and KCS/Gateway Eastern) shall be responsible for removing their respective crossing surfaces and warning devices from the 22nd Street crossing at their own expense.
6. The total cost contribution from the Railroads is currently estimated at \$873,392, versus an original amount of \$732,357, which was to be paid to the City in 2006, as indicated in the Commission’s May 17, 2006 Order. The City has recently invoiced the Railroads for payment of this original \$732,357 amount as follows: \$183,089.59 (25%) each to the UP and KCS; and \$366,178.50 (50%) to the NS. The Railroads shall provide payment per these current invoices within 30 days of this Order. To account for the higher cost contribution estimate of \$141,035, the Railroads shall within 60 days of receipt of a second City invoice provide 50% of this remaining cost in the same percentages above: (UP and KCS:

Appendix A, Page 3 of 3

- Pontoon Road Highway Overpass Project and Century Drive Extension –
Division of Costs

$\$35,259 \times 50\% = \$17,630$ each; NS: $\$70,518 \times 50\% = \$35,259$). The remaining payments by the Railroads will be due within 60 days of receipt of a final invoice from the City. This final invoice shall be forwarded by the City upon substantial project completion and reflect and account for the actual work completed during the project. In the event that actual construction costs, including Railroad Force Account work, are less than the estimates or payments provided, the City shall provide a final bill that reflects the actual amount spent, or if applicable, reimburse the Railroads for any overpayment.

7. If necessary, IDOT will provide for additional funding for construction change orders or other unanticipated construction activities in an amount not to exceed 5% of the estimated railroad force account work (\$2,332,850) and the awarded costs for Phase I (\$2,437,388) and Phase II (\$13,920,482) for an amount totaling \$934,536. The City shall obtain the approval of IDOT prior to all change orders.
8. The \$160,000 is above IDOT's additional 5% for change orders. These funds would be brought into the project after IDOT's 5% was expended and only applies to Phase 1 & Phase II construction funding (this does not include railroad force account work).

Monthly Report and Current Billing Template

DATE: FEBRUARY 6, 2008

PROJECT INFORMATION:

Illinois Commerce Commission Docket Number	T02-0067
Ordered Completion Date:	June 30, 2010
AAR/DOT#'s and Milepost:	Pontoon Road at NS - 608 227C, 49.50 Pontoon Road at UP - Pontoon Road at KCS - 22 nd Street at NS - 22 nd Street at UP - 22 nd Street at KCS - 20 th Street at NS - 20 th Street at UP - 20 th Street at KCS -

PROJECT MILESTONES	START	COMPLETE
Preconstruction Meeting	2/__/08	-----
Temporary Pontoon Road Crossing		
Bridge Substructure		
Bridge Superstructure		
MSE Wall		
Century Drive Extension		
22 nd Street Crossing Closure		

STATUS OF WORK:

CONTACT INFORMATION:

<p>Granite City</p> <table border="1" style="width:100%; border-collapse: collapse;"> <tr><td style="width:20%;">Name:</td><td></td></tr> <tr><td>Title:</td><td></td></tr> <tr><td>Representing:</td><td></td></tr> <tr><td>Street Address:</td><td></td></tr> <tr><td>City, State, Zip:</td><td></td></tr> <tr><td>Office Phone:</td><td></td></tr> <tr><td>Office Fax:</td><td></td></tr> <tr><td>Cellular Phone:</td><td></td></tr> <tr><td>E-Mail Address:</td><td></td></tr> </table> <p>EMERGENCY #:</p>	Name:		Title:		Representing:		Street Address:		City, State, Zip:		Office Phone:		Office Fax:		Cellular Phone:		E-Mail Address:		<p>Norfolk Southern Railway Company</p> <table border="1" style="width:100%; border-collapse: collapse;"> <tr><td style="width:20%;">Name:</td><td></td></tr> <tr><td>Title:</td><td></td></tr> <tr><td>Representing:</td><td></td></tr> <tr><td>Street Address:</td><td></td></tr> <tr><td>City, State, Zip:</td><td></td></tr> <tr><td>Office Phone:</td><td></td></tr> <tr><td>Office Fax:</td><td></td></tr> <tr><td>Cellular Phone:</td><td></td></tr> <tr><td>E-Mail Address:</td><td></td></tr> </table> <p>EMERGENCY #:</p>	Name:		Title:		Representing:		Street Address:		City, State, Zip:		Office Phone:		Office Fax:		Cellular Phone:		E-Mail Address:	
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