

STATE OF ILLINOIS
ILLINOIS COMMERCE COMMISSION

City of Rockford, Rockford, Illinois,
Petitioner,

v.

State of Illinois Department of Transportation, Illinois Railway,
and Chicago, Central, and Pacific Railroad,
Respondents.

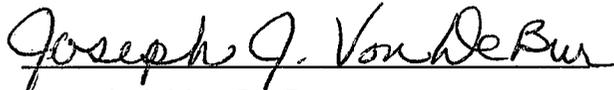
Petition seeking an order from the Illinois Commerce Commission
authorizing the removal and replacement of the grade separated
structure situated over the Rock River and the Illinois Railway
tracks (AAR/DOT #080 058B, Railroad Milepost 23.08) located
along the east bank of the Rock River at Morgan Street, in
Rockford, Winnebago County, Illinois.

T10-0041

NOTICE OF FILING

TO ALL PARTIES OF RECORD:

PLEASE TAKE NOTICE that a PROPOSED AGREED ORDER in the above
entitled matter has been filed with the Illinois Commerce Commission this 6th day of
May, 2010. In addition, a copy of the aforementioned response has been sent to all
parties of record.



Joseph J. Von De Bur
Railroad Safety Specialist
Illinois Commerce Commission
527 East Capitol Avenue
Springfield, Illinois 62701
Telephone (217) 557-1286
jvondebu@icc.illinois.gov

Certificate of Service

I, Joseph J. VonDeBur, Railroad Safety Sepcialist for the Illinois Commerce Commission, hereby certify that the PROPOSED AGREED ORDER for T10-0041 was docketed on e-Docket and emailed to the parties listed below on May 6, 2010.

RAIL SAFETY SECTION STAFF
ILLINOIS COMMERCE COMMISSION

Joseph J. Von DeBur

Joseph J. Von De Bur
Railroad Safety Specialist

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Mr. Lawrence J. Morrissey Mayor – City of Rockford 425 East State Street Rockford, IL 61104-1014 Larry.Morrissey@rockfordil.gov	Mr. Patrick Hayes Director, Legal Department City of Rockford 425 East State Street Rockford, IL 61104 patrick.hayes@rockfordil.gov
Ms. Christine Reed Director of Highways, IDOT ATTN: JEFF HARPRING, ROOM 205 2300 South Dirksen Parkway Springfield, IL 62764 jeff.harpring@illinois.gov (& Jason.Johnson@illinois.gov)	Ronald N. Schultz City Attorney City of Rockford 425 East State Street Rockford, IL 61104 Ronald.Schultz@rockfordil.gov

Chicago and Springfield offices on May 6, 2010. Appearance were made by Ronald N. Schultz, Attorney for the City of Rockford, Thomas J. Healey, for the Chicago, Central & Pacific Railroad, Tom Resch, for the Illinois Railway, Inc., Gloria M. Camarena, Counsel for the Illinois Department of Transportation, and Joe VonDeBur for the Illinois Commerce Commission. Exhibits were entered into the record, including Petitioner's Exhibits _____ (Memorandum of Understanding – including its Exhibits A, B & C, Estimates of Cost, Project Plan Maps, etc.)

A Proposed Agreed Order was also presented with the consent of the Parties for the use of the ALJ in preparing a final Order for the Commission. At the conclusion of the hearing the record was marked Heard and Taken.

PETITIONER'S EVIDENCE

The existing bridge was constructed in 1916 and carries the local roadway, Morgan Street, over the Rock River and the IR. The superstructure was subsequently reconstructed in 1956. A bridge condition report recommending total replacement was approved by IDOT on January 17, 2000. Based on current information, Morgan Street Bridge carries vehicular traffic of approximately 10,000 vehicles per day, even though the existing bridge is restricted to vehicles weighing less than 10,000 pounds. The new structure will support a Class II Truck Route.

In April 2009, an FHWA-mandated value engineering study was performed for the proposed Morgan Street Bridge replacement project. One of the suggestions approved by the City of Rockford for further study, proposed temporarily re-routing railroad traffic from the IR to a track operated by the CCP, thus by-passing the bridge project. Temporary re-routing greatly enhances worker safety, bridge constructability and benefits the public by reducing the overall project duration and cost. The City of Rockford learned during discussions with the IR and CCP that re-routing would only be considered by the railroads if rail traffic was permanently relocated. The permanent relocation involves the re-alignment of both IR and CCP trackage and interchanges and elimination of IR trackage beneath the Morgan Street Bridge. This provides benefit to the bridge project as the IR right-of-way can be used to locate structural bridge components. The Rail Consolidation Plan provides public safety benefits since additional existing public highway-rail grade crossings can be closed.

Following preliminary discussions between the City of Rockford and the railroads, the engineering firm of Crawford Murphy & Tilly, Inc. (CMT) prepared a value engineering proposal for the permanent relocation of rail traffic from the IR tracks beneath the existing Morgan Street Bridge. Concept plans for the proposed Rail Consolidation Plan that fulfill the requirements of the IR and the CCP have been prepared. The Value Engineering Proposal and Concept Relocation Plans were attached to the Petition as Exhibits A and B, respectively.

The IR and CCP intersect at a rail-rail grade crossing ("diamond") located approximately 2,000 feet south of the Morgan Street Bridge. The Rail Consolidation Plan will eliminate the need for the diamond and thus provide increased railroad

safety and decreased maintenance for the railroads. Relocation and consolidation will improve safety within the Joseph Behr and Sons Inc., recycling facility and at the Seminary Street grade crossing by eliminating through rail traffic. The Rail Consolidation Plan will also allow for the retirement of the IR railroad bridge across the Rock River upstream from the Morgan Street Bridge.

Another component of the Rail Consolidation Plan that will increase safety to the motoring public is the removal of four public grade crossings of the CCP West Belt track: Buckbee Street (AAR/DOT 290071U, railroad milepost 85.55); 15th Avenue (AAR/DOT 290070M, railroad milepost 85.55); 16th Avenue (AAR/DOT 290069T, railroad milepost 85.55); and, 18th Avenue (AAR/DOT 290068L, railroad milepost 85.55).

With removal of the CCP West Belt track, all rail traffic south of the diamond will be relocated to the IR. The five existing IR highway-rail grade crossings, located south of the CCP West Belt, are very old and in need of repair. Public safety will be improved by providing new automatic flashing light signals and gates with bells controlled by CWT circuitry at the Buckbee Street (AAR/DOT 080054Y, railroad milepost 22.46), 15th Avenue (AAR/DOT 080053S, railroad milepost 22.32), 16th Avenue (AAR/DOT 080052K, railroad milepost 22.25), 18th Avenue (AAR/DOT 080051D, railroad milepost 22.10) and Blackhawk Park Avenue (AAR/DOT 080050W, railroad milepost 21.91) crossings of the IR track.

The City of Rockford believes the Rock River is its most valuable natural asset and intends to construct public parks and paths along the river in accordance with Rockford's 2020 Plan and the Boone and Winnebago Regional Greenways Plan. The IR right of way and river bridge, when no longer needed for railroad purposes, will become an integral part of these plans. The Rail Consolidation Plan portion of the Morgan Street Bridge Project provides the added benefit of being the first major step in rail consolidation throughout the City of Rockford.

Permanent relocation of the IR will allow the design and construction of a safer, more sustainable highway bridge. Bridge pier location will be optimized, moving them out of the high velocity, scour susceptible Rock River. Relocation of the IR track removes the 23'-0" railroad vertical clearance requirement on the east bank of the Rock River resulting in a flatter and safer roadway profile on the proposed Morgan Street Bridge. Permanent relocation of the IR also helps to resolve bridge constructability issues by allowing alternative construction access and reducing potential conflict with existing 69kv electric power transmission lines. Sustainability is enhanced and future bridge maintenance and inspection costs are decreased.

The City of Rockford has applied for and received certain federal funding for removal and replacement of the Morgan Street Bridge and companion roadway improvement project. The estimated total cost of the project is \$34,500,000. Illinois Major Bridge Program funds, in the amount of \$21,180,000, have been allocated by IDOT for this project.

Following the submission of a Grade Crossing Protection Fund Grade Separation Project application in June 2008, the City was notified by the Commission’s Rail Safety Section that assistance from the Grade Crossing Protection Fund (“GCPF”) in the amount of \$5,238,000 (see Table 1 below) had been programmed as part of the Crossing Safety Improvement Program for the Morgan Street Bridge Project. The proposed Rail Consolidation Plan will result in the permanent elimination of vehicular/rail traffic conflicts at the Morgan Street Bridge, closure of four existing public highway-rail grade crossings of the CCP track, and safety improvements at five highway-rail grade crossings of the IR track. Assistance from the GCPF for the proposed Rail Consolidation Plan is estimated at \$5,000,000 as shown in Tables 2 and 3. Implementation of the Rail Consolidation Plan, with assistance from the GCPF not only improves public safety but also enhances the design and construction of a safer, more sustainable bridge and creates public green space and pedestrian corridors at the Rock River.

The proposed Rail Consolidation Plan enhances public safety, reduces the Morgan Street Bridge construction costs and reduces maintenance costs by an equitable cost sharing arrangement among the benefitting parties including the GCPF. The public safety, convenience and necessity require that the GCPF be used to pay a portion of the cost of any improvements that may be authorized by the Illinois Commerce Commission pursuant to the Petition. The Petitioner requests that the ICC allocate \$5,000,000 in assistance from the GCPF for the Railroad Consolidation Plan improvements. The GCPF assistance will be applied toward the proposed Railroad Relocation Plan scope of work. Without the GCPF assistance toward the proposed Rail Consolidation Plan, implementation of the railroad consolidation and its associated public safety improvements and benefits will not be financially feasible.

**TABLE 1: MORGAN STREET BRIDGE RECONSTRUCTION ONLY
[INITIAL PROPOSAL FOR COMPARITIVE PURPOSES ONLY]**

WORK ITEM	TOTAL EST COST	GCPF ¹	DEPARTMENT ²	RAILROADS	CITY ³
Construction (Total)	\$24,353,500	(19.8%) \$4,819,500	(80.0%) \$19,482,800	\$0	(0.20%) \$51,200
Preliminary Engineering	\$2,369,000	\$0	\$0	\$0	(100%) \$2,369,000
Construction Engineering	\$2,117,500	(19.8%) \$418,500	(80.0%) \$1,694,000	\$0	(0.20%) \$5,000
Utilities	\$2,163,000	\$0	\$0	\$0	(100%) \$2,163,000
Right of Way Acquisition	\$3,914,000	\$0	\$0	\$0	(100%) \$3,914,000
TOTALS	\$34,917,000	\$5,238,000	\$21,176,800	\$0	\$8,502,200

1. Total Grade Crossing Protection Fund (GCPF) assistance shall not exceed \$5,238,000; all GCPF shall be available on a reimbursement basis upon Commission approval of this Order.
2. Total Illinois Department of Transportation (Department) assistance shall not exceed \$21,176,800; since federal funding is being utilized for the reconstruction.
3. The City will pay the remaining reconstruction costs, after payments from the GCPF and the Department.

TABLE 2: RAIL CONSOLIDATION PLAN COST ESTIMATE ⁴

WORK ITEM	RESPONSIBLE PARTY	EST COST
CN/CCP Track Improvements ⁵	CC&P	\$1,880,000
IR Track Improvements (Including Buckbee St. Crossing)	City Contractor	\$750,000
Grading / Drainage	City Contractor	\$520,000
Right of Way Acquisition	City	\$50,000
Utility Relocation	City & AT&T	\$50,000
Retaining Wall & Excavation	City Contractor	\$300,000
At-Grade Signal & Warning Device Upgrades (Buckbee St., 15 th , 16 th , 18 th , Blackhawk Park Ave) ⁶	IR Contractor (R.S.I.)	\$1,250,000
At-Grade Crossing Elimination (Buckbee, 15 th , 16 th , 18 th)	City Contractor	\$100,000
Construction Engineering	City	\$100,000
TOTALS		\$5,000,000

4. The City of Rockford will act as the lead agency for the construction of the Rail Consolidation Project, utilizing grade crossing protection funds for construction activities listed above.
5. Improvements by the CCP will be paid by force account, utilizing the Grade Crossing Protection Funds through the City of Rockford.
6. The at-grade signal and warning device upgrades will be included in the City's contract package "For Information" and will be designed and constructed by Illinois Railway, Inc.'s contractor. (At-Grade Crossing Roadway Improvements – Not Included)

**TABLE 3: DIVISION OF COST
MORGAN STREET BRIDGE & RAIL CONSOLIDATION PLAN**

WORK ITEM	TOTAL EST. COST	GCPF ⁷	IDOT ⁸	RRs	CITY ⁹
Bridge Construction (Total)	\$22,940,000	\$0	(84.93%) \$19,482,800	\$0	(15.07%) \$3,457,200
RR Consolidation Construction (Total)	\$5,000,000	(100%) \$5,000,000	\$0	\$0	\$0
Preliminary Engineering	\$2,369,000	\$0	\$0	\$0	(100%) \$2,369,000
Construction Engineering	\$2,117,500	\$0	(80.0%) \$1,694,000	\$0	(20.0%) \$423,500
Utilities	\$2,163,000	\$0	\$0	\$0	(100%) \$2,163,000
Right of Way Acquisition	\$3,914,000	\$0	\$0	\$0	(100%) \$3,914,000
TOTALS	\$38,503,500	\$5,000,000	\$21,176,800	\$0	\$12,326,700

7. Total Grade Crossing Protection Fund (GCPF) assistance shall not exceed \$5,000,000; all GCPF shall be available upon Commission approval of this Order.
8. Total Illinois Department of Transportation (Department) assistance shall not exceed \$21,176,800; since federal funding is being utilized for the reconstruction.
9. The City will pay the remaining reconstruction costs, after payments from the GCPF and the Department.

RESPONDENT ILLINOIS RAILWAY, INC.'S EVIDENCE

The IR recognizes the Petitioner's evidence as a valid representation of the facts and accepts the proposed relocation and consolidation plan as the best long term solution for the parties. The IR has executed a Memorandum of Understanding (Petitioner's Exhibit [REDACTED]) with the City and the CCP regarding said relocation and consolidation.

RESPONDENT CHICAGO, CENTRAL, AND PACIFIC RAILROAD'S EVIDENCE

The CCP recognizes the Petitioner's evidence as a valid representation of the facts and accepts the proposed relocation and consolidation plan as the best long term solution for the parties. The CCP has executed a Memorandum of Understanding (Petitioner's Exhibit [REDACTED]) with the City and the IR regarding said relocation and consolidation.

STAFF'S POSITION

The Petitioner applied for assistance from the GCPF in June 2008 for the Morgan Street Bridge Project, and has kept the Commission Staff apprised of their progress since that time. Staff is of the opinion that the recommended Rail Consolidation Project is a more efficient use of GCPF assistance as it improves the warning devices at a number of existing highway-rail grade crossings, eliminates multiple crossings, improves railroad efficiency and safety, improves roadway/bridge design parameters, minimizes utility relocation costs, enhances the aesthetics of the area and does so for less cost than the simple reconstruction of the Morgan Street grade separation.

Staff agrees that that City should be the Project Lead in this project. The City, the CCP and the IR have established their specific roles in the project by execution of the Memorandum of Understanding (Petitioner's Exhibit [REDACTED]). Each party should provide contact information for their respective personnel having responsibility for oversight of their portion of the work. The City should be responsible for regular reporting of the project status to the Commission.

Staff recommends entry of the Agreed Order.

COMMISSION ANALYSIS AND CONCLUSION

ALJ Comments/Observations

FINDINGS

The Commission, having given due consideration to the entire record herein and being fully advised in the premises, is of the opinion and finds that:

- (1) The Commission has jurisdiction of the subject matter hereof and the parties hereto;

- (2) The recitals of the fact set forth in the prefatory portion of this order are supported by the evidence of record and are hereby adopted as findings of fact;
- (3) The City of Rockford proposes to remove and replace the existing Morgan Street grade separation over the Illinois Railway, Inc. and the Rock River;
- (4) The reconstruction of the grade separation requested by the Petitioner is necessary to promote safety and the convenience of the public, in accordance with the Illinois Commercial Transportation Law, 625 ILCS 5/18c-7401(3), and should be granted;
- (5) The City of Rockford's proposed "Rail Consolidation Plan" should be undertaken as part of the Morgan Street Bridge Project including:
 - a) Abandonment and removal of the Chicago, Central and Pacific Railroad Company tracks, surfaces and warning devices at the Buckbee Street (AAR/DOT 290071U, railroad milepost 85.55), 15th Avenue (AAR/DOT 290070M, railroad milepost 85.55), 16th Avenue (AAR/DOT 290069T, railroad milepost 85.55) and 18th Avenue (AAR/DOT 290068L, railroad milepost 85.55) highway-rail grade crossings;
 - b) Installation of automatic flashing light signals and gates with a bell, controlled by constant warning time circuitry, and equipped with an event recorder and a remote monitoring system at the Buckbee Street (AAR/DOT 080054Y, railroad milepost 22.46), 15th Avenue (AAR/DOT 080053S, railroad milepost 22.32), 16th Avenue (AAR/DOT 080052K, railroad milepost 22.25), 18th Avenue (AAR/DOT 080051D, railroad milepost 22.10) and Blackhawk Park Avenue (AAR/DOT 080050W, railroad milepost 21.91) highway-rail grade crossings of the Illinois Railway, Inc. track;
 - c) Abandonment and removal of the Illinois Railway, Inc. tracks and appurtenances as specified in the Memorandum of Understanding (Petitioner's Exhibit [REDACTED]);
 - d) Elimination of the rail-rail grade crossing between the Illinois Railway, Inc. and the Chicago, Central and Pacific Railroad Company and replacement of the rail crossing with a switching system to accommodate the transfer of rail traffic between the IR and CCP tracks;
- (6) The City of Rockford, the Illinois Railway, Inc. and the Chicago, Central and Pacific Railroad Company have executed a Memorandum of Understanding, submitted as Petitioner's Exhibit [REDACTED], which outlines the duties and responsibilities of each party regarding the relocation and consolidation portion of the project;
- (7) In the interest of public safety and convenience, as well as financial efficiency, the proposed Rail Consolidation Plan should be undertaken as shown in Petitioner's Exhibits A, B and C and Table 2 of Petitioner's Evidence;

- (8) Costs for the project should be divided as shown in Table 3 of the Petitioner's Evidence;
- (9) The City should upon entry of this 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 completion of the proposed improvements should be twenty-four (24) months from the date of this Commission Order;
- (10) Any and all contractors engaged by the City to perform project related work within the Railroads right-of-way should comply with Articles 107.10, 107.11 and 107.12 of the Department's most current "Standard Specifications for Road and Bridge Construction";
- (11) The City should prepare and submit copies of construction drawings and estimates of cost and any required specifications for the proposed Rail Consolidation Plan improvements for the approval of the Commission and the Railroads. The City agrees that an appropriate time for the submission of plans should be no longer than six (6) months from the date the Commission Order subsequent to this Agreement;
- (12) The Railroads should provide notice to the Commission within forty-five (45) calendar days after it has received the construction drawings and estimates for cost and any required specifications for the proposed improvements from the City. Said notice shall indicate Railroad approval or disapproval of said construction drawings, estimates of costs and specifications;
- (13) 625 ILCS 5/18c-1701 and 1704 require each "person", as defined by Section 18c-1104, to comply with every regulation or order of the Commission. These sections further provide that any person who fails to comply with a Commission regulation or order shall forfeit to the state not more than \$1000.00 for each such failure, with each day's continuance of the violation being considered a separate offense. While the Commission expects all parties to comply with this Order in all matters addressed herein and in a timely manner, the Commission advised that any failure to comply may result in the assessment of such sanctions;
- (14) 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;
- (15) 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;

- (16) 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.

ORDERING PARAGRAPHS

IT IS THEREFORE ORDERED by the Illinois Commerce Commission that the City of Rockford is authorized and is hereby directed to, in accordance with the plans incorporated into the Petition, remove and reconstruct the Morgan Street grade separation over the Rock River and the Illinois Railway, Inc. tracks designated as crossing AAR/DOT #080058B, railroad milepost 23.08, IDOT Structure Number 101-6108.

IT IS FURTHER ORDERED that the City of Rockford is authorized and hereby directed to, in accordance with the plans incorporated into the Petition, proceed with the execution of the Rail Consolidation Plan.

IT IS FURTHER ORDERED that the City of Rockford shall own, have jurisdiction of, and be responsible for all future maintenance of the new Morgan Street structure. The City shall have access from the Railroads for required routine and emergency bridge inspections.

IT IS FURTHER ORDERED that the Railroads shall own, have jurisdiction of, and be responsible for all future maintenance of the respective improvements made as part of the proposed Railroad Consolidation Plan.

IT IS FURTHER ORDERED that the City of Rockford is and it is hereby, required and directed to proceed immediately in performing the work set forth hereinabove and shall complete the work within twenty-four (24) months from the date of this Order.

IT IS FURTHER ORDERED that the City of Rockford shall prepare and submit copies of construction drawings and estimates of costs and any required specifications for the proposed Rail Consolidation improvements for the approval of the Commission and the Illinois Railway, Inc. and Chicago, Central and Pacific Railroad Company. The City shall submit plans within six (6) months from the date of this Order.

IT IS FURTHER ORDERED that the Illinois Railway, Inc. and Chicago, Central and Pacific Railroad Company shall each provide notice to the Commission within forty-five (45) calendar days after each has received the construction drawings and estimates of cost and any required specifications for the proposed improvements from the City. Notice shall indicate Illinois Railway, Inc. or Chicago, Central and Pacific Railroad Company approval or disapproval of the construction drawings, estimates of cost and specifications.

IT IS FURTHER ORDERED that since federal funding is being utilized for the grade separation reconstruction, all such work shall be covered by appropriate provisions of Title 23, Chapter I, Subchapter G, Part 646 of the Federal-Aid Policy Guide adopted Dec. 9, 1991. Contractor liability insurance will be required.

IT IS FURTHER ORDERED that the cost of making the improvements herein required shall be divided among the parties and the Grade Crossing Protection Fund of the Motor Fuel Tax Law, as set forth in Petitioner's Evidence, Table 3 of this Order.

IT IS FURTHER ORDERED the City of Rockford shall, at six (6) month intervals from the date of Commission Order subsequent to this Agreement, submit to the Director of Processing and Information, Transportation Bureau of the Commission, a Project Status Report stating the progress it has made toward completion of the work herein required. Each Project Status Report shall include the Commission Order number, the Order date, the project completion date as noted in the Order, crossing information (inventory number and railroad milepost), type of improvement, and the name, title, mailing address, phone number, facsimile number, and electronic mailing address of the City Project Manager.

IT IS FURTHER ORDERED that the Illinois Railway, Inc. and the Chicago, Central and Pacific Railroad Company shall each, within five (5) days of the completion of the crossing eliminations and signal upgrades as noted in Findings 5(a) and 5(b), submit a completely updated United States Department of Transportation Inventory Form (#6180.71) to the Federal Railroad Administration, the Chief of Data Services at the Illinois Department of Transportation, and the Director of Processing and Information, Transportation Bureau of the Commission.

IT IS FURTHER ORDERED that the City of Rockford is hereby required and directed to submit a Project Status Report, to the Director of Processing and Information, Transportation Bureau of the Commission, stating that the work herein required of it has been completed. Said Report shall be submitted within thirty (30) days after the project completion date.

IT IS FURTHER ORDERED that the Illinois Railway, Inc. shall file Form 3 of 92 Ill. Adm. Code 1535 of this Commission showing details of the required automatic warning devices being added as part of the Rail Consolidation Plan, as noted in Finding 5(b), and shall receive approval by X-Resolution before commencing the work of installation.

IT IS FURTHER ORDERED that all bills for Rail Consolidation Plan expenditures, as shown in Petitioner's Evidence, Table 2 and Table 3, are authorized for reimbursement from the Grade Crossing Protection Fund and shall be submitted to the Department's District 2 office, located at 819 Depot Avenue, Dixon, IL, 61021-3500. 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 Order of Supplemental Order. The final bill for expenditures from each party shall be clearly marked "Final Bill". All bills shall meet the minimum documentation requirements set forth in Section 8 of the Stipulated Agreement, appended hereto. The Department shall not obligate any assistance from

the Grade Crossing Protection Fund for the cost of proposed improvements set forth in Section 2 of the Stipulated Agreement, appended hereto, without prior approval by the Commission. The Commission shall, at the end of the 12th month from the completion date specified in this Order or any Supplemental Order, conduct a review to determine if any unused assistance from the Grade Crossing Protection fund should be de-obligated. Upon completion of the review, the Commission shall notify the Department to de-obligate all residual funds accountable for installation costs for this project.

IT IS FURTHER ORDERED that the City of Rockford shall assure that sufficient documentation for all bills is made available for review by the Department of 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 and/or highway 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 and/or highway 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 and/or highway account code for the project.
- e) Supervision - Copies of employee work hours charged to the railroad and/or highway 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.

Reimbursement of labor additives will be limited to only the most current direct labor additives, small tools additives, equipment additive rate, if so developed, and public liability/property damage liability insurance rates as audited and approved by a cognizant State agency and the Federal Highway Administration. Indirect overhead or general and administrative expenses, or those expenses which may be classified as such under generally accepted accounting principles, are not eligible for reimbursement on this project.

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 Section 18c-2201 and 18c-2206 of the Law, this is a final decision subject to the Administrative Review Law.

By Order of the Commission this _____ day of _____, 2010.

MANUEL FLORES
Acting Chairman

From: @ Healey, Thomas J.
To: Ken Koff
Cc: Broers, Charles; Bushur-Hallam, Cindy K; Schanzle-Haskins, Ellen J; Camarena, Gloria M; harlan.arians@cn.ca; Johnson, Jason L; Harpring, Jeff L; BLAIR, JOHN; Jon Hollander; VonDeBur, Joe; Jones, Lance T; Mike Ogborn; Mike Shore; Stead, Mike; Patrick Zuroske; rkerhlikar@cmtengr.com; Ronald Schultz; Matrisch, Steven; sprange@cmtengr.com; Thomas Resch
Subject: RE: T10-0041: Rockford - Morgan Street
Date: Wednesday, May 05, 2010 8:46:03 PM

Good Evening:

Sorry to be so late. CCP agrees with the correction of Table 3.

Tom

"Ken Koff" <kkoff@omnitrax.com>

05/05/2010 06:00 PM

To "Jon Hollander" <Jon.Hollander@rockfordil.gov>, "Johnson, Jason L" <Jason.Johnson@illinois.gov>, "VonDeBur, Joe" <jvondebu@icc.illinois.gov>

cc "Stead, Mike" <mstead@icc.illinois.gov>, "Jones, Lance T" <Lance.Jones@illinois.gov>, "Ronald Schultz" <Ronald.Schultz@rockfordil.gov>, "Harpring, Jeff L" <Jeff.Harpring@illinois.gov>, <tom.healey@cn.ca>, "Bushur-Hallam, Cindy K" <Cindy.Bushur-Hallam@illinois.gov>, "Schanzle-Haskins, Ellen J" <Ellen.Schanzle-Haskins@illinois.gov>, "Camarena, Gloria M" <Gloria.Camarena@illinois.gov>, "Thomas Resch" <tresch@omnitrax.com>, "Patrick Zuroske" <Patrick.Zuroske@rockfordil.gov>, "Mike Ogborn" <mogborn@omnitrax.com>, "Matrisch, Steve" <smatrisc@icc.illinois.gov>, "Broers, Charles" <cbroers@icc.illinois.gov>, <harlan.arians@cn.ca>, <rkerhlikar@cmtengr.com>, <sprange@cmtengr.com>, "BLAIR, JOHN" <JOHN.BLAIR@doc.illinois.gov>, "Mike Shore" <mshore@omnitrax.com>

Subject RE: T10-0041: Rockford - Morgan Street

Gentlemen,

The Illinois Railway finds the PAO acceptable as submitted subject to the correction of typographical errors in Table 3 as noted by Mr. Johnson (see e-mails below).

Regards,

Ken

Kendall Koff

OmniTRAX/Illinois Railway

From: Jon Hollander [<mailto:Jon.Hollander@rockfordil.gov>]

Sent: Wednesday, May 05, 2010 4:15 PM

To: 'Johnson, Jason L'; VonDeBur, Joe

Cc: Ken Koff; Stead, Mike; Jones, Lance T; Ronald Schultz; Harpring, Jeff L; tom.healey@cn.ca; Bushur-Hallam, Cindy K; Schanzle-Haskins, Ellen J; Camarena, Gloria M; Thomas Resch; Patrick Zuroske; Mike

Ogborn; Matrisch, Steve; Broers, Charles; harlan.arians@cn.ca; rkerhlikar@cmtengr.com; sprange@cmtengr.com; BLAIR, JOHN

Subject: RE: T10-0041: Rockford - Morgan Street

Joe:

The City of Rockford agrees with IDOT and concurs with their assessment of the typographical errors in Table 3. The table apparently did not get fully updated after a cost modification was entered last week.

Jon Hollander, P.E.
City Engineer
425 E. State Street
Rockford, Illinois 61104
Phone 815-967-7060
Fax 815-967-6942

From: Johnson, Jason L [<mailto:Jason.Johnson@illinois.gov>]
Sent: Wednesday, May 05, 2010 4:38 PM
To: VonDeBur, Joe
Cc: kkoff@omnitrax.com; Stead, Mike; Jones, Lance T; Ronald Schultz; Harpring, Jeff L; tom.healey@cn.ca; Bushur-Hallam, Cindy K; Schanzle-Haskins, Ellen J; Camarena, Gloria M; Jon Hollander; Thomas Resch; Patrick Zuroske; mogborn@omnitrax.com; Matrisch, Steve; Broers, Charles; harlan.arians@cn.ca; rkerhlikar@cmtengr.com; sprange@cmtengr.com; BLAIR, JOHN; Johnson, Jason L
Subject: FW: T10-0041: Rockford - Morgan Street

Joe:

The department agrees with the attached, except for a few typographical errors in Table 3. Notice in the first row of numbers, for Work Item "Bridge Construction", that (1) the Total Est. Cost is missing a zero; and (2) the correct % split for IDOT and the CITY in that row is 84.93% and 15.07%, respectively. Also, the TOTAL EST. COST adds up to \$38,503,500 instead of \$38,253,500.

Please let me know if you have any questions.

Thanks,

Jason

++++
Jason L. Johnson, P.E.
Rail Safety Technician
Illinois Dept. of Transportation
Bureau of Local Roads & Streets
2300 S. Dirksen Pkwy., Rm. 204
Springfield, Illinois 62764
Phone (217) 557-1399
FAX (217) 782-3971
Email: Jason.Johnson@illinois.gov
++++

From: VonDeBur, Joe [<mailto:jvondebu@icc.illinois.gov>]

Sent: Wednesday, May 05, 2010 2:23 PM

To: 'Ken Koff'; Stead, Mike; Jones, Lance T; Ronald Schultz; Harpring, Jeff L; @ Healey, Thomas J.; Bushur-Hallam, Cindy K; Schanzle-Haskins, Ellen J; Camarena, Gloria M; Jon Hollander; Thomas Resch; Patrick Zuroske; Mike Ogborn

Cc: Matrisch, Steve; Broers, Charles; harlan.arians@cn.ca; Rich Kerhlikar; Steve Prange; Blair, John; Johnson, Jason L

Subject: RE: T10-0041: Rockford - Morgan Street

City of Rockford

Chicago, Central and Pacific Railroad

Illinois Railway, Inc.

Illinois Department of Transportation

Attached is what I hope is the Final version of the Proposed Agreed Order (PAO) with the footing "ICC, 5/5/2010 2:07 PM". Please review the PAO, and provide your approval and concurrence for the party you represent. With everyone's concurrence, I will file the PAO via e-Docket today.

Thanks for your patience, cooperation, and hard work,
Joe

Joe Von De Bur
Railroad Safety Specialist
Illinois Commerce Commission
527 East Capitol Avenue
Springfield, Illinois 62701
217.557.1286
jvondebu@icc.illinois.gov

PARTIES APPROVALS