

STATE OF ILLINOIS



ILLINOIS COMMERCE COMMISSION TRANSPORTATION DIVISION / RAIL SAFETY SECTION

Michael E. Stead

Rail Safety Program Administrator

May 19, 2010

Mr. John Venice
Manager Industry & Public Projects
Union Pacific Railroad Company
301 W. Lake Street
Northlake, IL 60164

Mr. Darrell Lewis, P.E.
Engineer of Local Roads and Streets
Illinois Department of Transportation
2300 S. Dirksen Parkway, Room 205
Springfield, IL 62764
ATTN: Jeff Harpring

Ms. Deborah K. Nier, Administrator
City of Marengo
132 E. Prairie Street
Marengo, IL 60152

Mr. John Adamson
Highway Commissioner
Marengo Township
4010 N. Route 23
Marengo, IL 60152

Dear Ms. Nier and Gentlemen:

Enclosed are copies of Stipulated Agreement 1478 concerning proposed improvements at the Thorne Road (**AAR/DOT #174 576J, railroad milepost 69.07**) and East Street (**AAR/DOT #174 570T, railroad milepost 65.93**) highway-rail grade crossings of the Union Pacific Railroad Company's track located in the Village of Marengo, Marengo Township, McHenry County.

In accordance with the provisions of the Commission's Recommended Procedures for Initiation and Execution of the Stipulated Agreement, all parties must sign the Execution Page of the Agreement within 60 days from the date of mailing and return it to our office or the terms of the Agreement shall be renegotiated or declared void.

Please read the entire Agreement before execution. Take note of new language in Section 8 "Billing" of the Agreement, pertaining to additives, that has been added at the request of IDOT. The UP must submit Project Manager Information (see Exhibit D of the Agreement) at the same time as the Execution Pages. If any changes are required, the sheets are to be corrected and sent with this executed Agreement.

We urge all parties to act expeditiously in executing the agreement so that the Commission will be in a position to enter an early Order in this matter.

Ms. Nier & Messrs. Venice, Lewis, Adamson
May 19, 2010
Page Two

Thank you fore your prompt attention to this matter. If you have any questions, or need additional information, please contact Brian Vercruysse, Senior Railroad Safety Specialist, at (312) 636-7760 or bvercruy@icc.illinois.gov.

Very truly yours,

A handwritten signature in black ink, appearing to read "Michael E. Stead". The signature is fluid and cursive, with a large initial "M" and "S".

Michael E. Stead
Rail Safety Program Administrator

Enclosure

cc: Mike Payette, UP

**STATE OF ILLINOIS
ILLINOIS COMMERCE COMMISSION
STIPULATED AGREEMENT 1478**

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 Marengo ("City"), the Marengo Township Highway Department ("Township"), and the State of Illinois, Department of Transportation ("Department" or "IDOT").

WITNESSETH:

WHEREAS, it has come to the attention of the Commission through Staff of the Rail Safety Section ("Staff") that inquiry should be made into the matter of improving public safety at the Thorne Road and East Street highway-rail grade crossings of the Company's track located in the City of Marengo, Marengo Township, McHenry County, designated as crossings AAR/DOT #174 576J, railroad milepost 69.07 and AAR/DOT #174 570T, railroad milepost 65.93 respectively; and

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

WHEREAS, the physical aspects, including geometrics of the intersection, train movements, vehicular traffic volume, and sight distances and other pertinent data relating to the crossings have been obtained and shown on Exhibit 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 new 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 Thorne Road crossing, by the Company.
- (b) Installation of new 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 East Street crossing, by the Company.
- (c) Installation of temporary STOP signs at the Thorne Road crossing within 30 days of a Commission Order for the installation of new automatic warning devices, by the Company.

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

The Company shall upon Commission Order, according to the requirements contained therein, prepare and submit duplicate copies of detailed drawings, detailed circuit plans, and any required specifications for the proposed warning device improvements for the approval of the Commission. The Company agrees that an appropriate time for the submission of plans should be ninety (90) days from the date of a Commission Order approving this Agreement.

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	TOWNSHIP	COMPANY
Install Automatic Flashing Light Signals and Gates, controlled by CWT Circuitry at the Thorne Rd Crossing	\$185,853	(~87.1%) \$161,867 ¹	(2.9%) \$5400	(5%) \$9293	(5%) Remainder ^{2,3}
Install Automatic Flashing Light Signals and Gates, controlled by CWT Circuitry at the East St Crossing	\$180,756	(95%) \$171,718 ¹	\$0	\$0	(5%) Remainder ²
TOTALS	\$366,609	\$333,585	\$5,400	\$9,293	\$18,331

Notes:

¹ Total Grade Crossing Protection Fund (GCPF) assistance not to exceed \$333,585; any installation costs above the estimated amount of \$366,609 will be divided between the GCPF, City, Township, 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 is responsible for all future operating and maintenance costs associated with the automatic warning devices.

³ Company is responsible for all maintenance costs associated with the existing/temporary STOP signs prior to installation of the active warning devices.

Section 6 The Township and City are financially able and willing to bear an equitable portion of the cost for the proposed improvements as may be assigned by the Order and indicate this intent by Resolution incorporated herein by reference as Exhibit C. The Township and City shall submit a certified copy of the Resolution at the same time as the Execution Page of this Agreement is submitted to the Commission.

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

The Company shall, at six (6) month intervals 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 D, regarding the progress it has made toward completion of the work required by this Agreement. Each 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 number and railroad milepost), 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 S. Dirksen Parkway, Springfield, IL 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 from each party 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 work specified in Section 2 of this Agreement, and authorized by an Order of the Commission, 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.

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.

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.

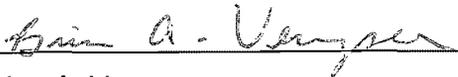
In Witness Whereof, the parties have caused this Agreement to be executed by their duly authorized officers, as of the dates indicated on their respective Execution Pages, attached hereto.

Executed by the Commission this 19th day of May 2010.



Michael E. Stead
Rail Safety Program Administrator

Attest:



Brian A. Vercruysse
Senior Rail Safety Specialist

Illinois Commerce Commission Stipulated Agreement 1478, executed by Commission Staff on May 19, 2010, concerning improvements at the Thorne Road and East Street highway-rail grade crossings of the Company's track located in the City of Marengo, Marengo Township, in McHenry County, designated as crossings AAR/DOT #174 576J, railroad milepost 69.07 and AAR/DOT #174 570T, railroad milepost 65.93 respectively.

Executed by the Marengo Township Highway Department this 24th day of

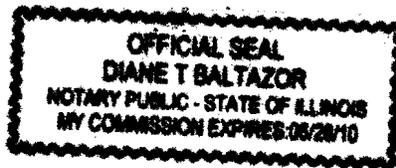
May 2010.

MARENGO TOWNSHIP HIGHWAY DEPARTMENT

By: *[Signature]*

Attest:

[Signature]
5/24/10



Illinois Commerce Commission Stipulated Agreement 1478, executed by Commission Staff on May 19, 2010, concerning improvements at the Thorne Road and East Street highway-rail grade crossings of the Company's track located in the City of Marengo, Marengo Township, in McHenry County, designated as crossings AAR/DOT #174 576J, railroad milepost 69.07 and AAR/DOT #174 570T, railroad milepost 65.93 respectively.

Executed by the City of Marengo this 14 day of June 2010.

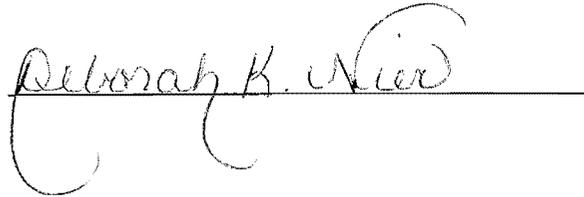
CITY OF MARENGO

BY:



A handwritten signature in black ink, appearing to read "Donah B. Bodden", written over a horizontal line. The signature is stylized and cursive.

Attest:



A handwritten signature in black ink, appearing to read "Deborah K. Nier", written over a horizontal line. The signature is cursive.

Illinois Commerce Commission Stipulated Agreement 1478, executed by Commission Staff on May 19, 2010, concerning improvements at the Thorne Road and East Street highway-rail grade crossings of the Company's track located in the City of Marengo, Marengo Township, in McHenry County, designated as crossings AAR/DOT #174 576J, railroad milepost 69.07 and AAR/DOT #174 570T, railroad milepost 65.93 respectively.

Executed by the Union Pacific Railroad Company this 2nd day of

July 2010.

UNION PACIFIC RAILROAD COMPANY

By: John Horvath
AVP ENGINEERING

Attest:

Maura Foghtner

Assistant Secretary

Illinois Commerce Commission Stipulated Agreement 1478, executed by Commission Staff on May 19, 2010, concerning improvements at the Thorne Road and East Street highway-rail grade crossings of the Company's track located in the City of Marengo, Marengo Township, in McHenry County, designated as crossings AAR/DOT #174 576J, railroad milepost 69.07 and AAR/DOT #174 570T, railroad milepost 65.93 respectively.

Executed by the Illinois Department of Transportation this 19th day of

July 2010.

STATE OF ILLINOIS
DEPARTMENT OF TRANSPORTATION

By: Christine M. Reed
Christine M. Reed, Director of Highways

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

GENERAL INFORMATION: See Location Sketch

RAILROAD	Union Pacific Railroad Company
USDOT#, MILEPOST	174 576J, MP 69.07
STREET, CITY, COUNTY	Thorne Road (TR 38), Marengo, McHenry County
JURISDICTION (RDWY)	Township north of Crossing/City south of crossing
LOCATION	Residential/Agriculture
STREET SURFACE	Asphalt – 24' wide

CROSSING DATA: See Location Sketch for roadway profile and track centers

TRACK (W-E or N-S)	SURFACE TYPE	SURFACE WIDTH	SURFACE CONDITION
1	Timber	28'	OK

ROADWAY DATA: See Location Sketch

INTERSECTING ROADS:	NA
TRAFFIC CONTROL	NA
ADT & SPEED	225 @ 55 MPH (13% Trucks)
TRAFFIC TYPE	Cars, trucks, trailers (passenger, work, truck)
ADVANCE WARNING	OK
PAVEMENT MARKING	None

RAILROAD DATA: See Location Sketch

FREIGHT TRAFFIC	2 Per day @ 49 MPH Day & Night
PASSENGER TRAFFIC	NA
WARNING DEVICES	Yield Signs with Cross Bucks

NOTES:

VISIBILITY STUDY: See Location Sketch

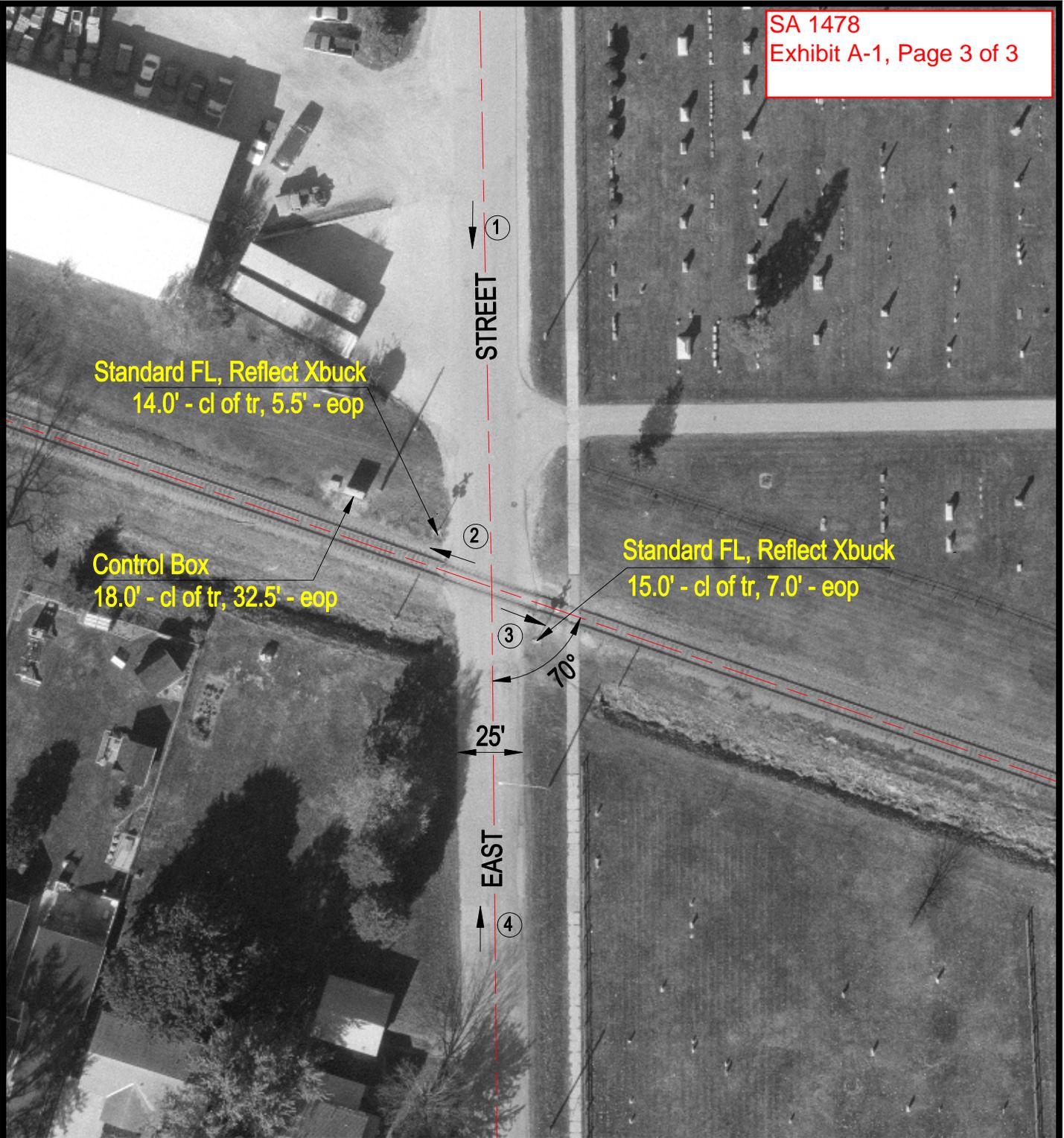
Train Speed	40	MPH
Roadway Speed	55	MPH
Required Stopping Sight Distance (SSD)		
Along Roadway	483	FEET
Along Tracks	409	FEET
Required Clearing Sight Distance (CSD) (Along Tracks)	951	FEET

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

COMMENTS:

Crossing Meets Profile Requirements

See Page 3 for a Location Sketch (Aerial Photo) of the crossing.



Standard FL, Reflect Xbuck
14.0' - cl of tr, 5.5' - eop

Control Box
18.0' - cl of tr, 32.5' - eop

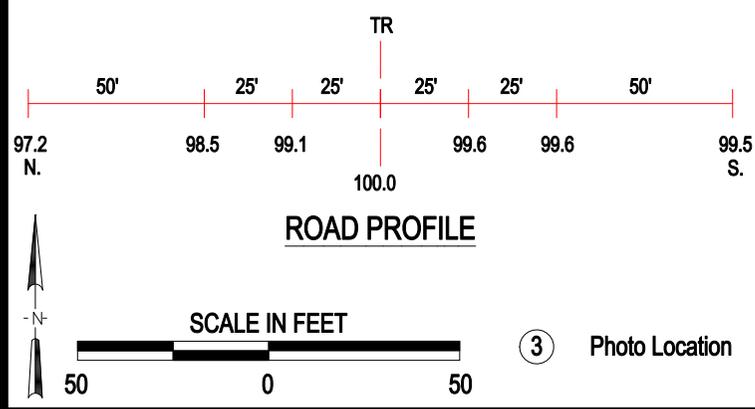
Standard FL, Reflect Xbuck
15.0' - cl of tr, 7.0' - eop

STREET
EAST

25'

70°

③ Photo Location



Crossing #:	174570T
Location:	Mc Henry Co., City of Marengo (I)
Lat/Long:	42°15'00" / 88°36'13"
Railroad:	UP
Street:	East Street
Railroad Milepost:	65.80
Crossing Protection:	Train Activated Devices

J:\MCHENRY\174570T.DWG 04/28/00 11:04 JFG

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

GENERAL INFORMATION: See Location Sketch

RAILROAD	Union Pacific Railroad
USDOT#, MILEPOST	174 570T, MP 65.93
STREET, CITY, COUNTY	East Street in Marengo McHenry County
JURISDICTION (RDWY)	City of Marengo
LOCATION	Commercial and Residential
STREET SURFACE	Bituminous

CROSSING DATA: See Location Sketch for roadway profile and track centers

TRACK (W-E or N-S)	SURFACE TYPE	SURFACE WIDTH	SURFACE CONDITION
1N	Concrete	40'	Good

ROADWAY DATA: See Location Sketch

INTERSECTING ROADS:	N/A
TRAFFIC CONTROL	N/A
ADT & SPEED	150 @ 30 MPH (5%Trucks)
TRAFFIC TYPE	Passenger, School Busses, Trucks
ADVANCE WARNING	Yes
PAVEMENT MARKING	No

RAILROAD DATA: See Location Sketch

FREIGHT TRAFFIC	2 Per day @ 40 MPH
PASSENGER TRAFFIC	Not Applicable
WARNING DEVICES	Automatic Flashing Light Signals (AFLS)

NOTES:

VISIBILITY STUDY: See Location Sketch

Train Speed	40	MPH
Roadway Speed	30	MPH
Required Stopping Sight Distance (SSD)		
Along Roadway	208	FEET
Along Tracks	382	FEET
Required Clearing Sight Distance (CSD) (Along Tracks)	951	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.

COMMENTS:

Crossing Meets Profile Requirements

See Page 3 for a Location Sketch (Aerial Photo) of the crossing.