

STIPULATION
BY AND BETWEEN
THE STATE OF WISCONSIN
DEPARTMENT OF TRANSPORTATION
AND
UNION PACIFIC RAILROAD COMPANY
AND
THE CITY OF MILWAUKEE
South 29th Street Overpass
Project I.D. 2984-11-77

Structure B-40-718
DOT Crossing No. 177 204C MP 83.87

Located at the intersection of the
Milwaukee Subdivision of Union Pacific Railroad Company
with South 29th Street in the
City of Milwaukee, Milwaukee County

STIPULATION is made and entered into by and between the State of Wisconsin, Department of Transportation, hereinafter referred to as the "STATE", the Union Pacific Railroad Company, hereinafter referred to as the "COMPANY", and City of Milwaukee, hereinafter referred to as the "CITY".

WHEREAS, the grades of the crossing of South 29th Street with the COMPANY'S Milwaukee Subdivision at the location shown on the title sheet marked Exhibit "A", and the plan and profile, marked Exhibit "B" which exhibits are attached hereto and made a part hereof, are now separated by means of a highway overpass structure, and

WHEREAS, the CITY proposes the removal and replacement of the South 29th Street overpass structure, and

WHEREAS the existing South 29th Street structure over the tracks of the COMPANY provides 20 feet – 2 inches and 19 feet – 10 inches vertical clearance above the tops of the rails of the

north and south tracks respectively; and

WHEREAS the CITY has developed a design that will provide 22 feet - 2 inches of vertical clearance above the northerly track and 22 feet - 0 inches above the southerly track

NOW, THEREFORE, in consideration of the premises and of their mutual dependent agreements hereinafter set forth, the parties hereto hereby stipulate as follows:

1. SEPARATION OF GRADES. A separation of grades between South 29th Street and the railroad shall be effected at the location herein before described by means of a highway overpass structure to be designated Structure B-40-718 shown on the general plans and cross sections, marked Exhibit "C", which is attached hereto and made a part hereof.

2. GENERAL. (a) Detail plans for the structure, the highway approaches, and for such other incidental or appurtenant work for which plans will be necessary will be subject to the approval of the parties to this Stipulation. Such approval shall not be unreasonably withheld by the parties to this Stipulation.

(b) Should federal aid funds be authorized to finance this separation project, the plans, contracts, agreements, and the work done under them, will be subject to the approval of the United States Department of Transportation, Federal Highway Administrator or authorized representative, and the regulations pertinent to the work issued by the Federal Highway Administration.

(c) Construction operations by the STATE or its contractors will be subject to the inspection of the Director - Track Maintenance of the COMPANY or his authorized representatives to insure safety of railroad operations during construction.

(d) Construction operations by the COMPANY with its own forces, performed in connection with this project, will be subject to the inspection and approval of the Administrator of the STATE or his authorized representatives.

3. CONSTRUCTION. (a) The STATE will undertake the removal of the existing overpass structure (P-40-898), the construction of the new overpass Structure B-40-718, highway approaches, and work incidental or appurtenant thereto under STATE Project I.D. 2984-11-77. All work to be undertaken by the STATE shall be performed in accordance with the plans there for, the Standard Specifications for Highway and Structure Construction of the State of Wisconsin, Department of Transportation, 2003 Edition, supplemental specifications and pertinent special provisions to be incorporated into the contracts for the work. Special provision item entitled "Railroad Requirements and Coordination", in form similar to Exhibit "D", which is attached hereto and made a part hereof, will be made a part of the proposal to be furnished to

highway contractors for bidding purposes.

(b) The COMPANY with its own forces or by contract with others will make such alterations in the facilities owned or operated by it as may be made necessary by the separation of grades and will undertake such other work as may be mutually agreed upon. All of such work shall be the subject of a separate agreement between the STATE and the COMPANY. Said agreement shall contain a detailed statement of the work to be performed, supplemented as necessary with plans therefore, and shall show the estimated cost of the work.

4. COST SHARING. Inasmuch as the proposed structure is replacing an existing grade separation structure for which the COMPANY has a maintenance responsibility, and in compliance with Classification (646.210 (b) (2)) of Code of Federal Regulations 23, Part 646, Subpart B, Railroad-Highway Projects, costs for the construction and maintenance of the new structure shall be in accordance with the provisions stipulated in this agreement.

The COMPANY agrees to make a cash contribution of Two Hundred Forty One Thousand Five Hundred Dollars (\$241,500) within 60 days after opening the highway to public travel and billing by the STATE. The considerations herein stated shall constitute the COMPANY'S full share of the cost of the project work described in Item 3(a) above.

5. VERTICAL CLEARANCE. The parties hereto wish to provide greater vertical clearance under Structure B-40-718 than presently exists but agree that it is not necessary and not economically justified to provide 23 feet – 0 inch vertical clearance at this time. The parties agree that:

A) construction of a new structure with 23 feet 0 inch vertical clearance above the top of rails would adversely affect roadway sight distances, adjacent properties and street intersections;

B) lowering the tracks to provide vertical clearance of 23 feet – 0 inches above the top rails is not required to transport railroad freight at this location; and

C) vertical clearance of not less than 22 feet 0 inches above top of rails under structure B-40-718 will not imperil life or limb and the public interest requires that such minimum clearance be permitted above the top of rails under structure B-40-718; and

D) telltales are not required above the tracks on the railroad approaches to structure B-40-718.

6. MAINTENANCE. Upon completion of the work, the CITY shall perform routine repairs and maintenance for the preservation of Structure B-4-718 and shall maintain the highway approaches thereto.

Obligation with respect to maintenance shall not include replacement, reconstruction, or modification of the Structure arising from the requirements of railroad usage.

In the event a major restoration or replacement of the Structure becomes necessary due to disaster, deterioration, or serious accident affecting the safe use of the Structure, the cost of such restoration or replacement shall be apportioned between the CITY and the COMPANY, as mutually agreed between them.

The maintenance of all highway approaches and the drainage there from will be by the constituted public authority having legal jurisdiction for the maintenance thereof.

The CITY or public highway authority shall notify the COMPANY in advance of undertaking any maintenance operations on the structure except the structure deck, and such work shall be conducted and performed in a manner satisfactory to the COMPANY.

The COMPANY shall continue to be responsible for maintenance of the retaining walls along or parallel to its right of way.

7. RIGHT OF WAY. The COMPANY hereby grants its assent to this separated crossing, and the STATE, or such duly constituted public authority having jurisdiction for the highway, may occupy or cross property owned or controlled by the COMPANY, its successors or assigns, at this location as necessary for the construction of this project and as long as required for the continued operation and maintenance of the highway.

The right for the construction of Structure B-40-718 on and across COMPANY lands and the continued operation and use thereof shall be limited to the area outlined and marked "A-B-C-D" on the attached Exhibit "E".

The COMPANY further agrees to permit the STATE or its agents to remove the existing highway overpass structure and to construct cut and fill slopes on COMPANY lands in accordance with the approved project plans.

8. FIBER OPTIC LINES. The STATE will require its contractor to contact the COMPANY'S "call before you dig" office at 1-800-336-9193, referencing Milwaukee County, City of Milwaukee, Wisconsin, Mile Post 83.87, Milwaukee Subdivision to verify the location of fiber optic lines located on railroad right of way at the construction site.

9. FENCING. If in the future the absence of fencing on the portion of the Structure over the right of way of the COMPANY is causing a safety concern for railroad operations, the parties will work together to resolve the concern.

10. PREVIOUS STIPULATION TERMINATED. Upon completion of the construction

of Structure B-40-718 under STATE Project I.D. 2984-11-77, and subject to the approval of the Office of the Commissioner of Railroads, this Stipulation shall terminate the provisions of the Order (R-1274) of the former Railroad Commission of Wisconsin related to the existing structure (P-40-898).

11. SALE OR TRANSFER OF CONTROL OF PROPERTY. The COMPANY agrees that any purchaser or other recipient of ownership or control of the property of the COMPANY involved in this Stipulation shall be bound by this Stipulation to the same extent as the COMPANY. The COMPANY shall include specific notice of this Stipulation in any sale or transfer document and shall require the purchaser or other recipient of ownership or control to acknowledge and assume the COMPANY'S rights and/or obligations included herein.

IN WITNESS WHEREOF, the parties hereto have caused this agreement to be executed the year and the day below written by their proper officers and representatives.

CITY OF MILWAUKEE

UNION PACIFIC RAILROAD COMPANY

By _____

By *Shuman J. Ogee*

Title _____

Title **AVP ENGINEERING** _____

Date _____, 20__

Date *November 13th*, 20*06*

By _____

STATE OF WISCONSIN
DEPARTMENT OF TRANSPORTATION

Title _____

By _____
Division Administrator or designee

Date _____, 20__

Date _____, 20__

By _____

Title _____

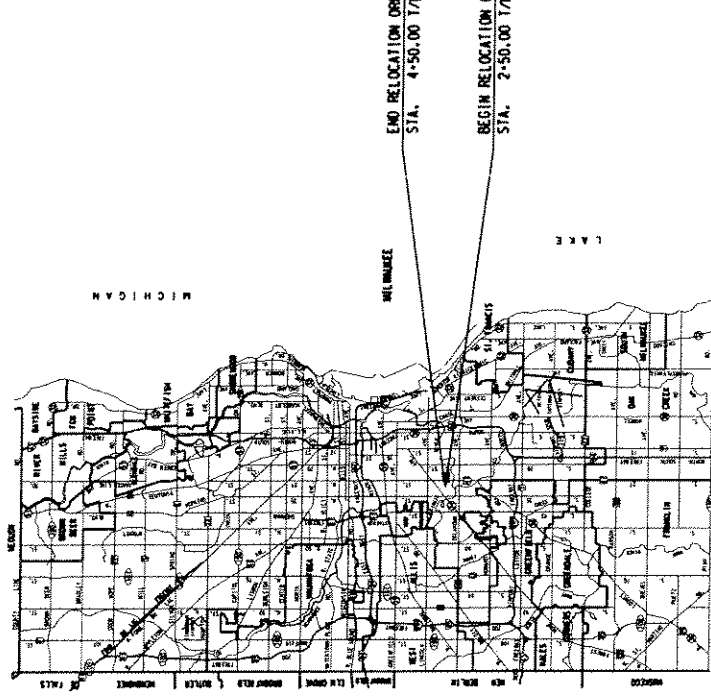
Date _____, 20__

By _____

Title _____

Date _____, 20__

R/W PROJECT NUMBER	2984-11-20	SHEET TOTAL	2
FEDERAL PROJECT NUMBER	2984-11-70	NUMBER SHEETS	4.0
PLAT OF RIGHT OF WAY REQUIRED FOR			
SOUTH 29TH STREET AT THE UNION PACIFIC RAILROAD COMPANY RIGHT-OF-WAY MILWAUKEE COUNTY			



CONVENTIONAL SIGNS AND ABBREVIATIONS

- SECTION LINE
- QUARTER SECTION LINE
- EXISTING ROW OF HWY
- PROPOSED ROW OF HWY
- LOB LINE
- PROPERTY LINE
- FEE
- HIGHWAY EASEMENT
- PERMANENT LIMITED EASEMENT
- TEMPORARY LIMITED EASEMENT
- SLOPE INTERSECT
- ADJACENT PROPERTY
- CORPORATE LIMITS
- POWER POLE
- LIGHT POLE
- TELEPHONE OR TELEGRAPH POLE
- POLE (TYPE)
- PUBLIC SIGNAL
- TRAFFIC SIGNAL CONTROL BOX
- EAST
- WEST
- NORTH
- SOUTH
- NORTHEAST
- NORTHWEST
- SOUTHWEST
- RIGHT-OF-WAY
- PROPERTY LINE
- HIGHWAY EASEMENT
- PERMANENT LIMITED EASEMENT
- TEMPORARY LIMITED EASEMENT
- PERMANENT MAINTENANCE EASEMENT
- ACCESS RIGHTS
- CORNER
- Road
- STREET
- ASPHALT
- CONCRETE
- CONCRETE PAVL
- GRAVEL
- DIKEWAY
- ROUGE
- BUILDING
- CATCH BASIN OR INLET
- MANHOLES - SEWERS
- MANHOLES - UTILITY (TYPE)
- HYDRANT
- FENCE
- TREES
- E.
- W.
- N.
- S.
- A.E.
- A.R.
- S.E.
- S.W.
- P.E.
- P.W.
- P.L.E.
- T.L.E.
- PENL. MAINT.
- R.O.E.
- A.R.
- CON.
- ST.
- ASPH.
- CONC.
- CONC. PAVL
- C.W.
- D.W.
- ROU.
- BUILD.

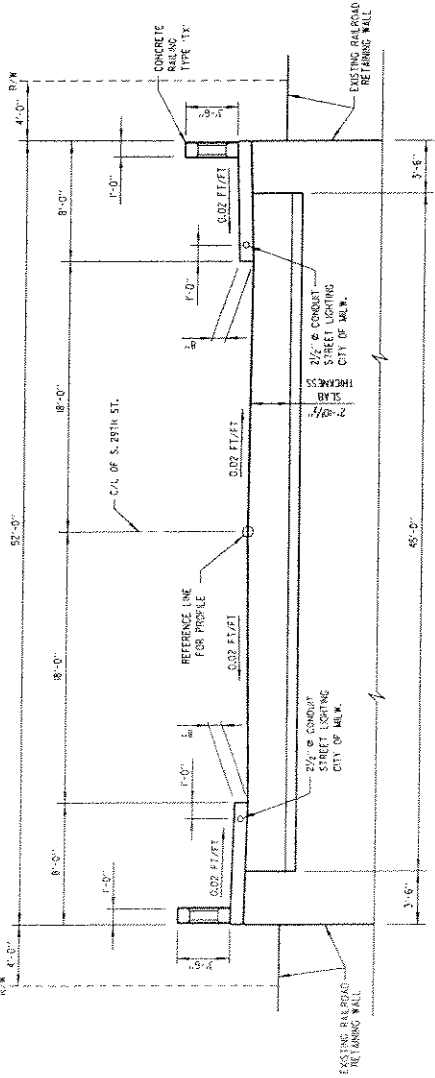
LAYOUT SCALE 1" = 3.00" MILES

TOTAL NET LENGTH OF CENTERLINE - 0.0379 MI.

APPROVED FOR:	
DATE	CITY ENGINEER
DATE	COMMISSIONER OF PUBLIC WORKS
DATE	COMMISSIONER OF CITY DEVELOPMENT

REVISION DATE

EXHIBIT A



CROSS SECTION THRU NEW BRIDGE LOOKING WEST
 SCALE: 1/4" = 1'-0"

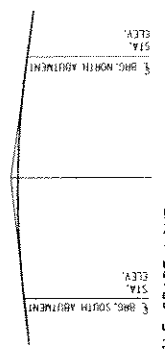
TRAFFIC VOLUME
 ADT 12000 = 85%
 ADT 12000 = 2300
 R.O.S. = 30 M.P.H.

DESIGN DATA
 DEAD LOAD
 CONCRETE = 150 LBS./CF.
 F.W.S. = 20 LBS./SF.
 PARAPET = 322 LBS./L.F.

LIVE LOAD
 DESIGN RATING: HS 20
 INVENTORY RATING: HS 24
 MAX. STD. TRAILER VEHICLE LOAD = 250 KIPS
 MAX. STD. TRAILER VEHICLE LENGTH = 40'

ALLOWABLE DESIGN STRESSES
 CONCRETE MASONRY (ELLERS) $f_c = 4000$ PSI
 CONCRETE MASONRY (HALL OTHERS) $f_c = 3000$ PSI
 BAR STEEL REINFORCEMENT $f_y = 60,000$ PSI

FOUNDATION DATA
 ABUTMENTS TO BE SUPPORTED ON
 18" DIA. COLUMNS TO 150' CONSOLIDATE
 WITH AN ESTIMATED LENGTH OF



PROFILE GRADE LINE ALONG C/L OF S. 29TH ST.

ITEM NO.	BIO ITEM	UNIT	ABUTMENTS		RETAINING WALLS		SUPER-STRUCTURE	TOTAL
			EAST	WEST	EAST	WEST		
203.0200	REMOVE OLD STRUCTURE, STATION 3+40.87	L.S.						
206.0100	EXCAVATION FOR STRUCTURES, BRIDGE B-40-78	L.S.						
310.0100	STRUCTURAL BACKFILL	C.Y.						
302.0100	CONCRETE MASONRY BRIDGES	C.Y.						
303.3200	PROTECTIVE SURFACE TREATMENT	S.Y.						
305.0415	HIGH STRENGTH BAR STEEL REINFORCEMENT BRIDGES	LB.						
305.0405	COATED HIGH STRENGTH BAR STEEL REINFORCEMENT BRIDGES	LB.						
305.0105	STRUCTURAL CARBON STEEL	LB.						
311.2100	STEEL PILING, DELIVERED AND DRIVEN, UP TO 42 LB.	L.F.						
315.0500	RUBBERIZED MEMBRANE WATERPROOFING	S.Y.						
612.0100	PIPE UNDERDRAIN, 8-INCH	L.F.						
645.0110	PIPE UNDERDRAIN, UNPERFORATED 8-INCH	S.Y.						
852.0230	NON METALLIC CONDUIT, TYPE DP	L.F.						
SPV.0030	CONCRETE PAILING	L.F.						
SPV.0105	ANTI-CRAFFETTI SHEILD	S.F.						
SPV.0105	CRAFFETTI REMOVAL PRE-PAINING/STAINING	S.F.						
SPV.0105	CRAFFITI REMOVAL POST-PAINTING/STAINING	S.F.						
SPV.0105	CRACK AND DAMAGE SURVEY	L.S.						

PROFILE GRADE LINE, UNION PACIFIC R.R.

NO.	DATE	REVISION	BY
CITY OF MILWAUKEE DEPARTMENT OF PUBLIC WORKS INFRASTRUCTURE SERVICES DIVISION			
STRUCTURE B-40-78			
DESIGNED BY	DRAWN	CHECKED	DATE
PRELIMINARY PLAN CROSS SECTION AND QUANTITIES			
			SHEET 3 OF 4
			X

EXHIBIT C

Railroad Requirements and Coordination.

A Description

Comply with 107.17 of the standard specifications for all work affecting Union Pacific Railroad Company property and any existing tracks.

A.1 Railroad Insurance Requirements

In addition to 107.26 of the standard specifications, provide railroad protective liability insurance coverage as specified in 107.17.3 of the standard specifications. Insurance is filed in the name of Union Pacific Railroad Company.

Notify evidence of the required coverage, and duration to Union Pacific Railroad Company at 301 West Lake Street, Northlake, IL 60164, Attention Richard Ellison, Public Projects Coordinator.

A.2 Work by Railroad

The railroad will perform the work described in this section, except for work described in other special provisions and will be accomplished without cost to the contractor: ~~Installation of two temporary crossings.~~ *Installation 30*

A.3 Names and Addresses of Railroad Representatives

UPRR: Manager Industry and Public Projects, 301 W. Lake St., Northlake IL 60164, telephone 708-649-5214, Fax 708-649-5418, for consultation on railroad requirements during construction.

A.4 Temporary Grade Crossing

Submit a written request for a temporary grade crossing, if desired, to the railroad representative named in A.3 Names and Addresses of Railroad Representatives several weeks prior to the time needed. Approval is subject to the railroad's discretion. The department has made no arrangements for a temporary grade crossing.

A.5 Train Operation

Approximately 8 through freight trains operate daily through the construction site. Through freight trains operate at up to ~~30~~ ⁴⁰ mph. In addition to through movements there are 6 switching movements traveling at ~~30~~ ⁴⁰ mph. *40 100*

B Railroad Flagger

Arrange with the railroad for the flagging of trains and safety of railroad operations if clearances specified in 107.17.1 are not maintained during construction operations and when working between the clearance fences when specified. The following conditions may also warrant flagging:

- Cranes swinging or handling materials or equipment within 25 feet of the centerline of any track or tracks.
- Construction operations that are in proximity of power lines or railroad signal and communication lines, underground cables, fuel oil facilities or pipe lines and which might result in fire or damage to such facilities, danger to railroad operations or danger to the public in the transaction of business on railroad premises.
- Excavation, tunneling, blasting, pile driving, placing or removing cofferdams or sheeting, or similar activities might cause the railroad's tracks or buildings to be undermined, heaved out of normal level, shifted out of alignment, or otherwise impaired.
- Bridge painting activities including rigging of falsework, scaffolding or similar activities within 25 feet of the centerline of any track or tracks.
- Deck removal activities within 25 feet horizontally of the centerline of any track or tracks.
- Pouring of bridge decks in spans over an operated track.
- At any other time, in the judgment of the railroad's representatives, the contractor's work or operations constitutes an intrusion into the track zone and creates an extraordinary hazard to railroad traffic, and at any other time when flagging protection is necessary for safety to comply with the operating rules of the railroad.

Projects with concurrent activity may require more than one flagger.

Projects with heavy contractor activity within 25 feet horizontally of the centerline of any track or unusual or heavy impact on railroad facilities will normally require a full-time flagger.

The department and railroad will monitor operations for compliance with the above flagging requirements. Violations may result in removal from railroad property until arrangements to adhere to the flagging requirements are satisfied. If the railroad imposes additional flagging requirements beyond the above flagging requirements due to the previous violations, the contractor shall bear all costs of the additional flagging requirements.

B.1 Estimated Cost of Flagging

Add to 107.17.1, paragraph three of the standard specifications the following:

The department will reimburse fifty percent of the cost of such services after the completion of the work requiring flagging protection as provided in subsection B above based on paid railroad invoices. Calculate flagging costs using the prevailing hourly rates in effect at the time the service is performed for the class of person assigned for an eight-hour day, including any reasonable mileage and expense as may be authorized under railroad-employee agreements. Estimated cost for flagging for an 8-hour day is as follows:

No. of People	Title of Classification	Rate of Pay for 8-hour day*
1	Operating Personal	\$1,000

* Includes labor surcharges, travel time, and vehicle or mileage allowance.

The actual amount will be billed by the railroad.

Time and one-half rates apply for all time worked before or after assigned hours and for all time worked on Saturdays, Sundays, and holidays. Flagging time shall include travel time from headquarters to the job site and return to the headquarters. Any additional expense to the railroad for meals, etc., due to requirement for extended periods of service beyond assigned hours and travel time will also be billed when required under the terms and conditions of the railroads labor agreement or otherwise justified.

Wage rates are subject to change at any time by law or by agreement between the company and its employees. The labor surcharges, overhead and indirect cost are also subject to change. The contractor is responsible for knowing the requirements of the railroad for arranging and terminating flagging services, and all associated costs of these services. The contractor is responsible for paying flagging charges that are in effect at the time flagging services are provided.

B.2 Payment for Flagging

Railroads may issue progressive bills. Notify the railroad when the work is completed and request a final bill from the railroad. The railroad will issue a final bill. Promptly pay railroad-flagging bills, less any charges that may be in dispute. The department will pay for flagging reimbursement under the Railroad Flagging Reimbursement administrative item. The department will withhold flagging reimbursement until any disputed charges are resolved and the final bill is paid. No reimbursement for flagging will be made by the department if a violation of subsection B is documented.

C Temporary Clearances During Construction

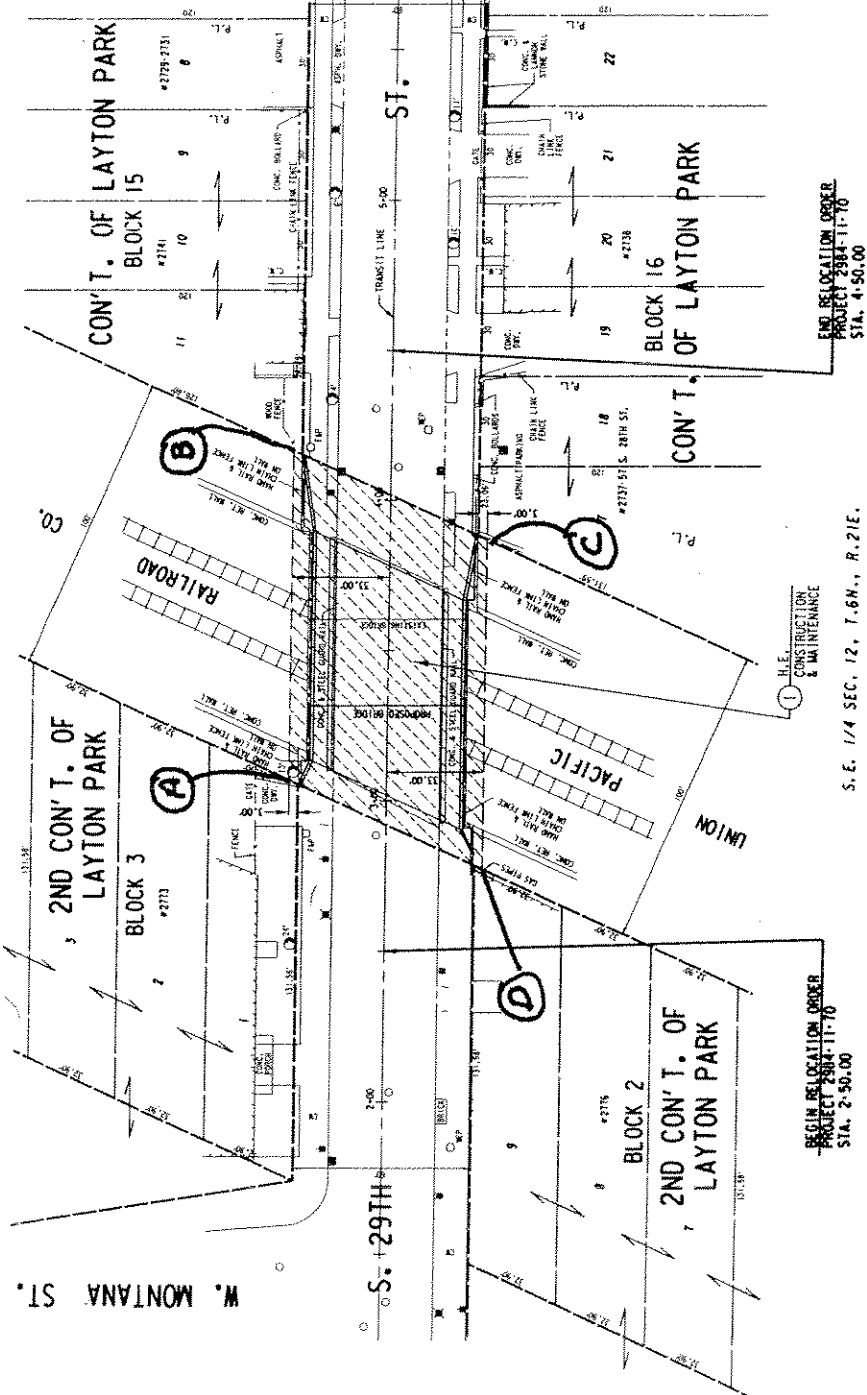
Temporary minimum clearances to fixed objects such as false work shall be as follows:

Vertical - 20 feet 0 inches above to of rail.

Horizontal - 9 feet 0 inches from the center line of the near track.

PARCEL NUMBER	SHEET NUMBER	OWNER	INTEREST REQUIRED	TOTAL SQUARE FEET		R/W REQUIRED (SQUARE FEET)		TOTAL SQUARE FEET		TOTAL SQUARE FEET	
				INTEREST REQUIRED	INTEREST REQUIRED	NEW	EXISTING	NEW	EXISTING	NEW	EXISTING
4.1	4.1	UNION PACIFIC RAILROAD CO.	H.E.								
									H.E.	P.L.E.	T.I.
									7,234		

S. E. 1/4 SEC. 12, T. 6N., R. 21E.



END RELOCATION ORDER
PROJECT 2984-11-70
STA. 4+50.00

BEGIN RELOCATION ORDER
PROJECT 2984-11-70
STA. 2+50.00

S. E. 1/4 SEC. 12, T. 6N., R. 21E.

REVISION DATE	DATE:	SCALE FEET	HWY: S. 29TH ST.	CONSTRUCTION PROJECT NUMBER 2984-11-70	PS&E SHEET NO: 4.
		40'	COUNTY: MILWAUKEE	STATE R/W PROJECT NUMBER 2984-11-20	PLAT SHEET NO: 4, 1
FILE NAME: W:\NEWROADSTATE PROJECTS\29TH ST\29 LAYOUT.DWG 2-11-2005					

EXHIBIT E

Estimate of Material and Force Account Work
By The
Union Pacific Railroad Company
For the
State of Wisconsin

Description of Work: Perform flagging services from city of Milwaukee WI for the Wisconsin Department of Transportation Provide flagging for the project proposes to replace the existing bridge

Project I.D. 2984-11-77
South 29th Street, City of Milwaukee
Milwaukee County
RR Crossing NO. 177204C
MP. 83.87 Milwaukee Sub

<u>Description</u>	<u>Labor</u>	<u>Material</u>	<u>State Total</u>
<u>Flagging Services</u>			
Flagging (per Day)	\$1000.00		
Times 180 Days	\$180,000.00		
Total Project	\$180,000.00		
Existing Reusable Material	None		
Salvage Nonusable Material	None		
Total Estimated Cost of Project Less Credits			\$180,000.00

The above figures are estimates only and subject to fluctuation. In the event of an increase or decrease in the cost of amount of material or labor required, the state will be billed for actual construction cost at the current rates effective thereof