



Division of Transportation
Investment Management
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May 16, 2014

Mr. Ed Ohm
Canadian Pacific Railway Company
Suite 900
South Sixth Street
Minneapolis, MN 55402

Dear Mr. Ohm:

Project ID 2135-03-70
North Avenue, City of Milwaukee
(CP Overpass)
B-40-760
Milwaukee County

Enclosed are an original and three copies of the proposed Agreement by and between the Department of Transportation, the City of Milwaukee and your company covering railroad forcework to be performed on your company's North Milwaukee Subdivision near milepost 90.28 in Milwaukee County.

If satisfactory, please sign the original "State", "City" copy and "Company" copy and return them to us for our signing. Let me know if you need anything else. Thank you for reviewing the project plans so quickly.

Sincerely,

A handwritten signature in dark ink, appearing to read "G. Baer", with a long horizontal flourish extending to the right.

Gregory A Baer, P.E.
Statewide Railroad Structure and Track Engineer

Attachments

cc w/attachs: DOT SE Region-Paul Derksen

STIPULATION
BY AND BETWEEN
THE STATE OF WISCONSIN
DEPARTMENT OF TRANSPORTATION
AND
SOO LINE RAILROAD COMPANY
AND
THE CITY OF MILWAUKEE
North Avenue Overpass
Project I.D. 2135-03-70

Structure B-40-760
DOT Crossing No. 387 247A MP 90.28

Located at the intersection of the
North Milwaukee Subdivision of Soo Line Railroad Company
and North Avenue 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 Soo Line 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 North Avenue with the COMPANY's Milwaukee Subdivision at the location shown on the title sheet marked Exhibit "A", which exhibit is 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 North Avenue overpass structure, and

WHEREAS the existing North Avenue structure over the tracks of the COMPANY provides 21 feet – 5 inches of vertical clearance above the tops of the rails of the north track; and

WHEREAS the CITY has developed a design that will provide a minimum of 22 feet - 3 inches of vertical clearance above the rails.

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 North Avenue and the railroad shall be effected at the location herein before described by means of a highway overpass structure to be designated Structure B-40-760 shown on the general plans and cross sections, marked Exhibits B-1 through B-4, which are 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-40-810), the construction of the new overpass Structure B-40-760, highway approaches, and work incidental or appurtenant thereto under STATE Project I.D. 2135-03-70. All work to be undertaken by the STATE shall be performed in accordance with the plans therefor, the Standard Specifications for Highway and Structure Construction of the State of Wisconsin, Department of Transportation, 2015 Edition, supplemental specifications and pertinent special provisions to be incorporated into the contracts for the work. Special provision

item entitled "Railroad Requirements and Coordination", and "in a form similar to Exhibits C-1 through C-3, which are 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. This project is considered within classification No. 646.210(b)(2) of Code of Federal Regulations 23, Part 646, Subpart B, Railroad-Highway Projects under which there will be no assessment of benefits against the COMPANY.

5. VERTICAL CLEARANCE. The parties hereto wish to provide greater vertical clearance under Structure B-40-846 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 3 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-40-846; 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-4-760 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. 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 78.65, Milwaukee Subdivision to verify the location of fiber optic lines located on railroad right of way at the construction site.

8. 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.

9. PREVIOUS STIPULATION TERMINATED. Upon completion of the construction of Structure B-40-846 under STATE Project I.D. 2135-03-70, and subject to the approval of the Office of the Commissioner of Railroads, this Stipulation shall terminate the provisions of the Previous Decision Dated Jan. 30, 1915.

10. 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

SOO LINE RAILROAD COMPANY

By _____

By _____

Title _____

Title _____

Date _____, 20__

Date _____, 20__

By _____

STATE OF WISCONSIN
DEPARTMENT OF TRANSPORTATION

Title _____

By _____
Division Administrator or designee

Date _____, 20__

Date _____, 20__

By _____

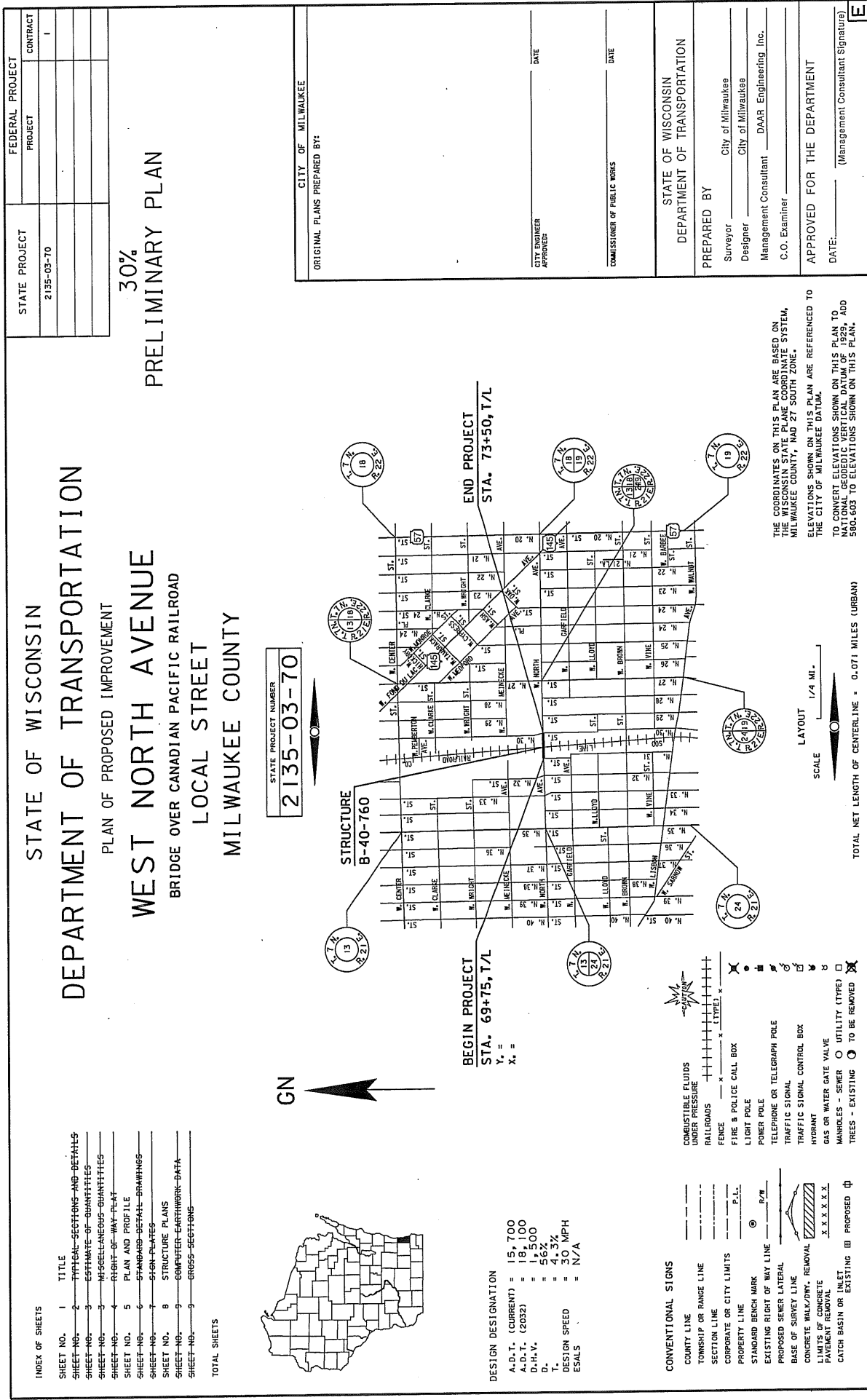
Title _____

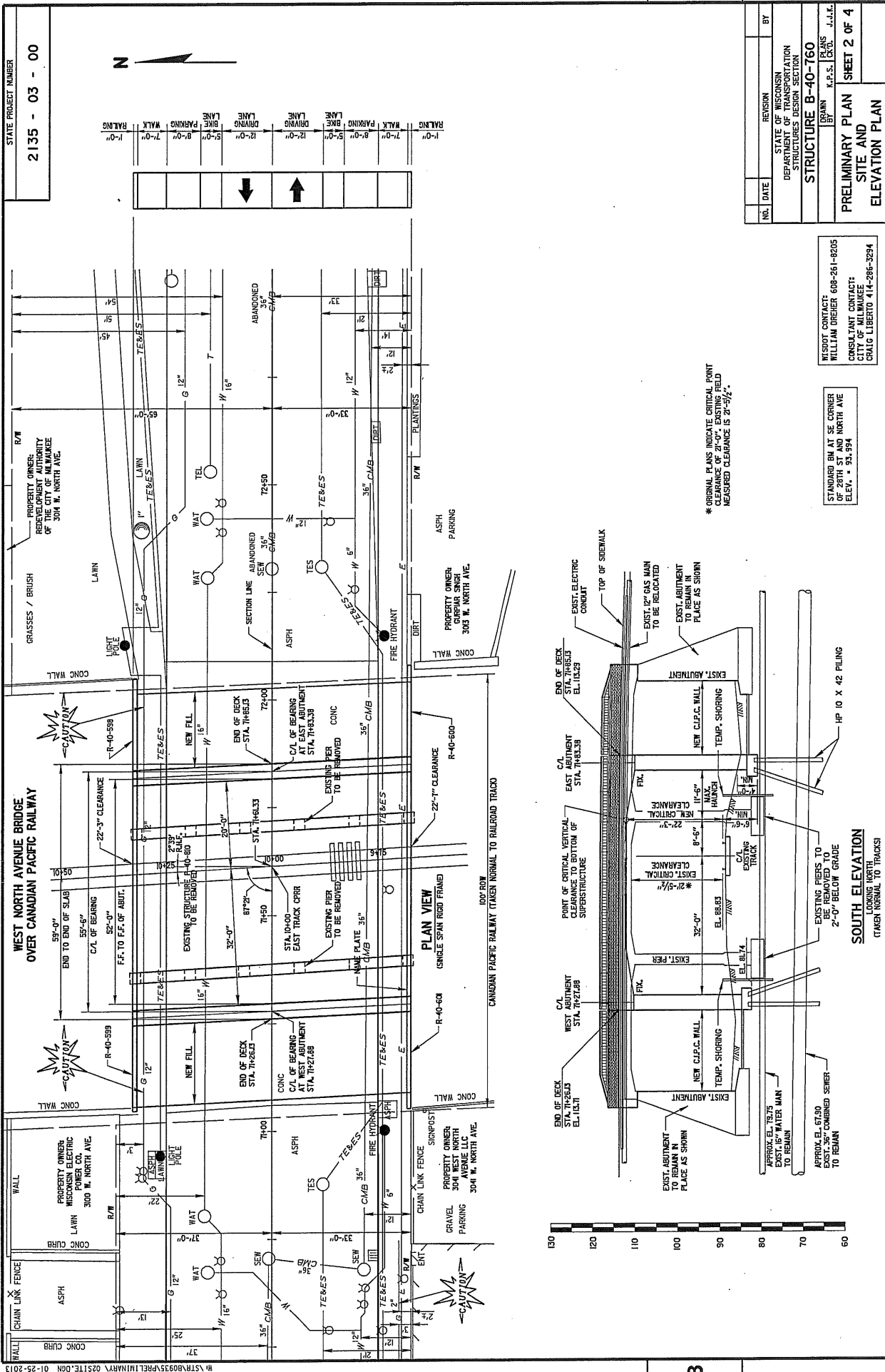
Date _____, 20__

By _____

Title _____

Date _____, 20__





<u>YEAR</u>	
A.D.T. (2011)	= 15,700
A.D.T. (2031)	= 18,100
R.D.S.	= 30 MPH

DEAD LOAD
C.J.P. CONCRETE = 150 LBS./C.F.
F.W.S. = 20 LBS./S.F.
PARAPET = 350 LBS./L.F.

DESIGN RATING: H.93
INVENTORY RATING: X.XX
OPERATIONAL RATING: X.XX
MAX. STD. PERMIT VEHICLE LOAD = 250 KIPS

ULTIMATE DESIGN STRESSES

CONCRETE MASONRY SUPERSTRUCTURE	f _c
CONCRETE MASONRY (ALL OTHERS)	f _c
BAR STEEL REINFORCEMENT	f _y

GENERAL NOTES

ALL DETAILS, MATERIALS AND FABRICATION SHALL CONFORM TO THE STANDARD SPECIFICATIONS FOR HIGHWAY AND STRUCTURE CONSTRUCTION OF THE STATE OF WISCONSIN DEPARTMENT OF TRANSPORTATION EDITION OF 2015 OR CURRENT EDITION EXCEPT AS OTHERWISE NOTED.

ALL STATIONS AND ALL ELEVATIONS ARE IN FEET.

ALL ELEVATIONS ARE REFERRED TO CITY OF MILWAUKEE DATUM.
DRAWINGS SHALL NOT BE SCALED.

BEVEL EXPOSED EDGES OF CONCRETE 1" UNLESS OTHERWISE NOTED.

BENDING DIMENSIONS FOR REINFORCING BARS ARE OUT TO OUT.

ALL REINFORCING BARS ARE ENGLISH AND THE FIRST OR FIRST TWO DIGITS OF A BAR MARK SIGNIFIES THE SIZE OF THE BAR. BAR STEEL REINFORCEMENT SHALL BE EMBEDDED 2" CLEAR UNLESS OTHERWISE NOTED.

THE EXISTING GROUND LINE SHALL BE THE UPPER LIMITS OF EXCAVATION FOR STRUCTURE.

ALL SPACES EXCAVATED AND NOT OCCUPIED BY THE NEW

STRUCTURE SHALL BE BACKFILLED WITH STRUCTURE BACKFILL.
BACKFILL THE FRONT FACE OF WALLS BEFORE THE BACK FACE.

JOINT FILLER SHALL CONFORM TO AASHTO DESIGNATION TYPE 1, II, OR III OR AASHTO DESIGNATION UH17

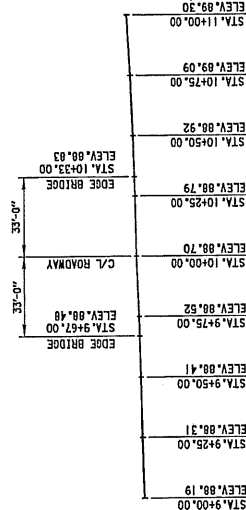
THE INFORMATION SHOWN ON THESE DRAWINGS CONCERNING TYPE AND LOCATION ON UNDERGROUND UTILITIES IS NOT GUARANTEED TO BE ACCURATE OR ALL-INCLUSIVE.

THE CONTRACTOR IS RESPONSIBLE FOR MAKING THEIR OWN DETERMINATIONS AS TO THE TYPE AND LOCATION OF UNDERGROUND UTILITIES AS MAY BE NECESSARY TO AVOID DAMAGES.

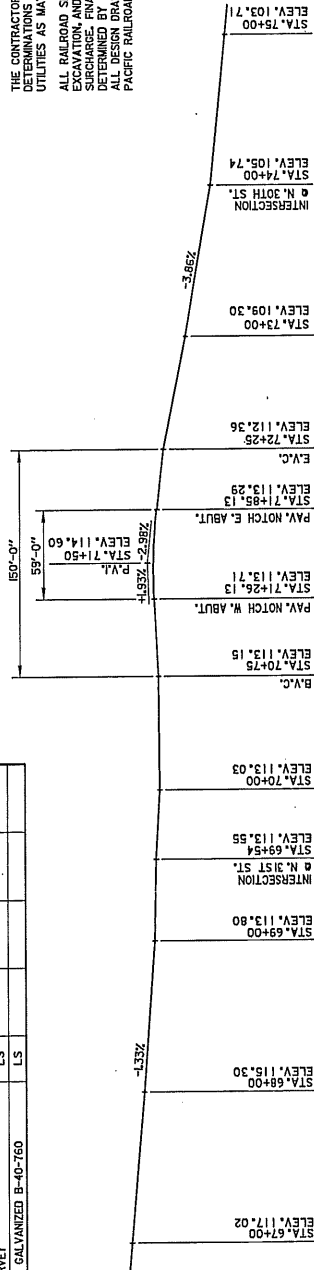
FOUNDATION DATA

EAST ABUTMENT TO BE SUPPORTED ON HP 10 X 42 STEEL PILING WITH A AXIAL COMPRESSION OF 180 KIPS WITH AN ESTIMATED LENGTH OF 42'-0"

WEST ABUTMENT TO BE SUPPORTED ON HP 10 X 42 STEEL PILING WITH A AXIAL COMPRESSION OF 180 KIPS WITH AN ESTIMATED LENGTH OF 37'-0"



PROFILE GRADE LINE ALONG EAST TRACK, WEST RAIL, CPRR



TYPICAL SECTION THRU NEW BRIDGE LOOKING EAST

ESTIMATE OF QUANTITIES

ITEM NO.	BID ITEM	UNIT	WEST ABUTMENT	EAST ABUTMENT	SUPER- STRUCTURE	TOTAL
205.0200	REMOVING OLD STRUCTURE (74-61.33)	LS				
205.0225.S	DEBRIS CONTAINMENT STRUCTURE B-40-760	LS				
206.1000	EXCAVATION FOR STRUCTURES BRIDGES (B-40-760)	LS				
206.6000.S	TEMPORARY SHORING	SF				
210.0100	BACKFILL, STURGE	CY				
502.0100	CONCRETE MASONRY BRIDGES	CY				
502.3200	PROTECTIVE SURFACE TREATMENT	SY				
505.0405	BAR STEEL REINFORCEMENT HS BRIDGES	LB				
505.0605	BAR STEEL REINFORCEMENT HS COATED BRIDGES	LB				
516.0100	DAMP-PROOFING	SY				
516.0500	RUBBERIZED MEMBRANE WATERPROOFING	SY				
517.1010.S	CONCRETE STAINING	SF				
517.1015.S	CONCRETE STAINING MULTI-COLOR B-40-760	SF				
517.1050.S	ARCHITECTURAL SURFACE TREATMENT	SF				
550.0200	PRE-BORING ROCK OR CONSOLIDATED MATERIALS	LF				
550.1100	PILING STEEL HP 10-INCH X 42 LB	LF				
652.0235	CONDUIT RIGID NONMETALLIC SCHEDULE 40 3-INCH	LF				
999.1000.S	SEISMOGRAPH	LS				
999.1500.S	CRACK AND DAMAGE SURVEY	LS				
	REMOVE GRASS AND MAINTEN B-40-760	LS				

PROFILE GRADE LINE ALONG C/L OF W. NORTH AVE.

NO.	DATE	REVISION			BY
STATE OF WISCONSIN DEPARTMENT OF TRANSPORTATION STRUCTURES DESIGN SECTION					
STRUCTURE B-40-760					
DRAWN BY		CHECKED BY		DATE	
				J.J.K.	
PRELIMINARY PLAN			SHEET 3 of 4		
SECTION AND					
ESTIMATE OF					
QUANTITIES					



cc

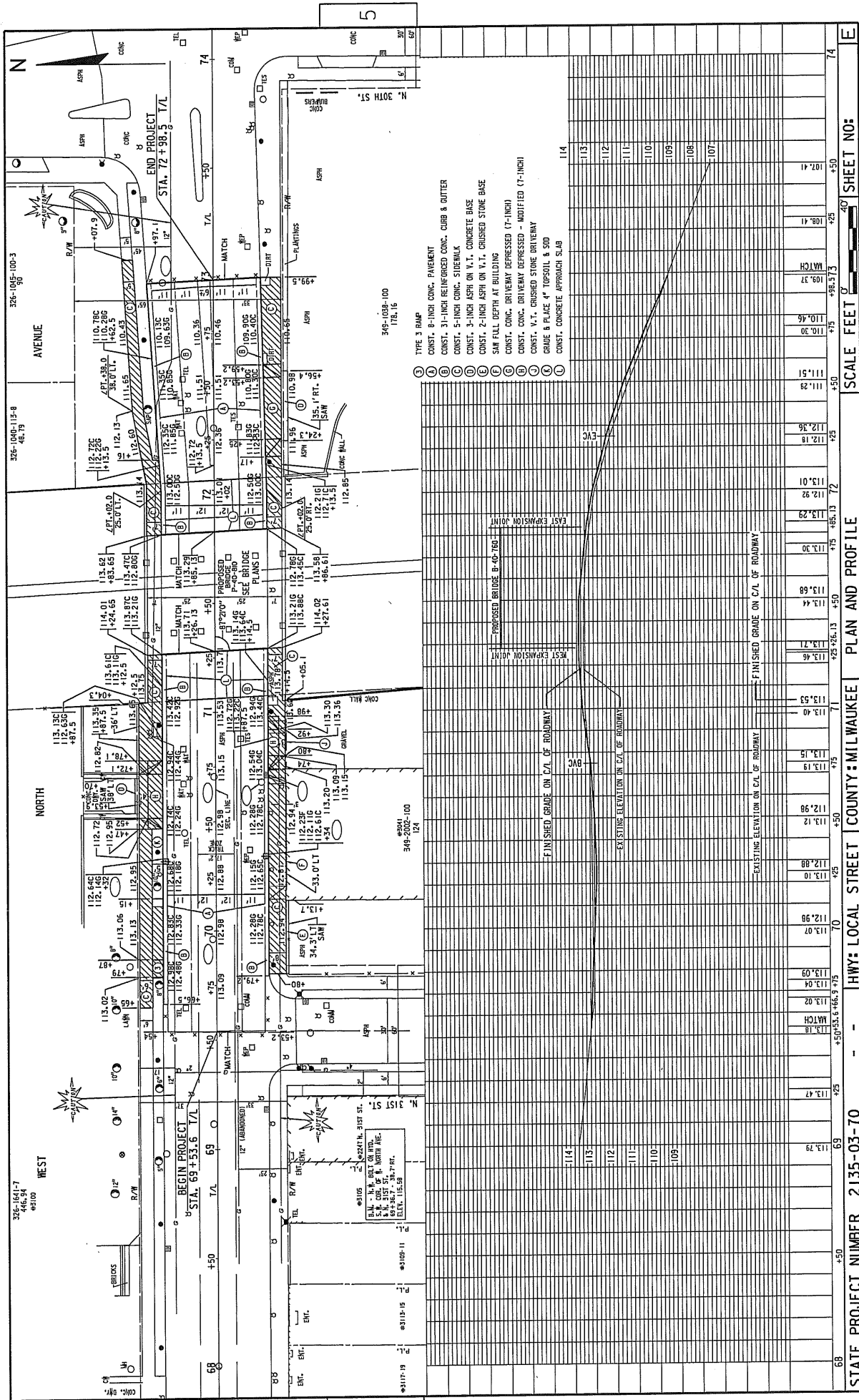


EXHIBIT B-4

1. Railroad Insurance and Coordination.

A Description

Comply with subsection 107.17 of the standard specifications for all work affecting Soo Line Railroad Company, d/b/a Canadian Pacific Railway Company property and any existing tracks.

A.1 Railroad Insurance Requirements

In addition to subsection 107.26 of the standard specifications, provide railroad protective liability insurance coverage as specified in subsection 107.17.3 of the standard specifications. B2 Insurance is filed in the name of Soo Line Railroad Company, d/b/a Canadian Pacific Railway Company.

Provide the second policy in the name of Wisconsin & Southern Railroad LLC.

Notify evidence of the required coverage, and duration to Edward Oom, Manager Public Works from Canadian Pacific at 11306 Franklin Avenue, Franklin Park, IL 60131; TELEPHONE (630) 701-5882; email oom0001@cpr.ca. The second policy to Wisconsin & Southern Railroad LLC send to Roger Schaalma, Road Master, 1890 E Johnson Street, Madison, WI 54704, telephone (608) 620-2044, email rschaalma@watcocompanies.com. Include the following information on the insurance document:

Project Id: 2135-03-70

Route Name: North Avenue, Milwaukee County

Crossing ID: 387 247A

Railroad Subdivision: North Milwaukee Subdivision

Railroad Milepost: 90.28

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. None

A.3 Names and addresses of Railroad Representatives for Consultation and Coordination

Contact: Roger Schaalma, Road Master, 1890 E Johnson Street, Madison, WI 54704, telephone (608) 620-2044, email rschaalma@watcocompanies.com. for consultation on railroad requirements during construction.

Amend subsection 108.4 of the standard specifications to include the railroad in the distribution of the initial bar chart, and monthly schedule updates. The bar chart shall specifically show work involving coordination with the railroad.

A.4 Temporary Grade Crossing

If a temporary grade crossing is desired, submit a written request to the railroad representative named in A.3 several weeks prior to the time needed. Approval is subject to the discretion of the railroad. The department has made no arrangements for a temporary grade crossing.

A.5 Train Operation

Approximately 2 through freight trains operate daily through the construction site. Through freight trains operate at up to 25 mph. In addition to through movements, there are switching movements at slower speeds.

A.6 Temporary Clearances During Construction

Replace subparagraphs (2) 4.1 and (2) 4.2 of subsection 107.17.1 of the standard specifications with the following:

Provide 12 feet plus 1.5 inches (38 mm) per degree of track curvature, measured horizontally from the track center line.

Provide 20 foot - 3 inches, plus compensation for super-elevated track, measured vertically above the top of the highest rail.

The construction of the replacement overhead bridge structure piers and superstructure as indicated on the Project Plans will have a 22 foot 3 inch vertical clearance and 51 foot 3 inches horizontal clearance measurements. Temporary vertical clearance of 19 foot 10 inches and temporary horizontal clearance of 12 foot will be used as minimum clearances during the duration of the construction.

Note: During removal of the existing bridge, which will require temporary shoring during removal of the existing piers, a temporary horizontal clearance of 7 feet (up to the top of rail elevation) may be used as the minimum clearance for the pile driving operations only. The infringement on 12 foot minimum horizontal clearance shall be allowed only during the actual driving of the pile. The pile shall be lower than the top of rail at all times other than the driving of the pile. Vertical clearance is measured from top of rail and horizontal clearance is from centerline of track.

B Railroad Flagging

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

1. Cranes swinging or handling materials or equipment within 25 feet of the centerline of any track.
2. 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.
3. 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.

4. Bridge painting activities including rigging of falsework, scaffolding or similar activities within 25 feet of the centerline of any track.
5. Deck removal activities within 25 feet of the centerline of any track.
6. Pouring of bridge decks in spans over an operated track.
7. At any other time in railroad representative's judgment, the contractor's work or operations constitute an intrusion into the track zone and create 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 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.

C Flagging by Railroad– Railroad Does Not Pay Flagging Costs

C.1 General

Replace paragraph (3) of subsection 107.17.1 of the standard specifications with the following:

Comply with the railroad's rules and regulations regarding operations on railroad right-of-way. If the railroad's chief engineering officer requires, arrange with the railroad to obtain the services of qualified railroad employees to protect railroad traffic through the work area. Bear the cost of these services and make payment directly to the railroad. Notify the appropriate railroad representative as listed in section A.3 above, in writing, at least 7 business days before starting work near a track. Provide the specific time planned to start the operations.

C.2 Rates – Wisconsin and Southern Railroad LLC

The following rates, reimbursement provisions, and excluded conditions will be used to determine the contractor's cost of flagging:

\$90 per hour for up to nine-hours at the work-site per day (including wages, labor surcharges, meals, lodging, vehicle and mileage expenses),

\$135 per hour for all hours over nine in any week-day (including wages, labor surcharges, meals, lodging, vehicle and mileage expenses),

\$135 per hour for up to nine hours at the work-site on Saturdays (including wages, labor surcharges, meals, lodging, vehicle and mileage expenses),

\$180 per hour for all hours over nine in on Saturdays (including wages, labor surcharges, meals, lodging, vehicle and mileage expenses),

\$180 per hour for up to nine hours at the work-site on Sundays or holidays (including wages, labor surcharges, meals, lodging, vehicle and mileage expenses),

Travel time to and from the work site is included in the hourly rates and will not be additionally charged.

There will be a minimum three-hour charge at the applicable rate provided above if a flagger is not used or if a flagger can be released.

The flagger is required to set flags each day in advance of the contractor commencing work that will require flagging. The flagger must also remove the flags each day after the completion of work that required flagging. Any time worked before or after the minimum eight-hour flagging day to set or remove flags will be billed at the overtime rate. The contractor is responsible for knowing the requirements of the railroad for arranging and terminating flagging services and for the associated costs of those services.

C.3 Reimbursement Provisions

The actual cost for flagging will be billed by the railroad. After the completion of the work requiring flagging protection as provided in section B above, the department will reimburse 50% of the cost of such services up to the rates provided above based on paid railroad invoices, except for the excluded conditions enumerated below. In the event actual flagging rates exceed the rates stated above, the department will reimburse 100% of the portion of the rate that is greater than the rates stated above.

C.4 Excluded Conditions

The department will not reimburse any of the cost for additional flagging attributable to the following:

1. Additional flagging requirements imposed by the railroad beyond the flagging requirements provided in subsection B above due to violations by the contractor.
2. Temporary construction crossings arranged for by the contractor.

The contractor shall bear all costs of the additional flagging requirements for the excluded conditions.

C.5 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.
107-034 (20090901)