



FILED

07/06/20
04:59 PM

A2007006

**BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF CALIFORNIA**

Application of DesertXpress Enterprises, LLC)
 dba XpressWest to construct proposed high-) Application No. _____
 speed tracks under the following public road)
 crossings: Harvard Rd. (MP 123.53), ZZYZX)
 Rd. (MP 89.77), West Baker (MP 84.13), and)
 Route 127-15 Separation (MP 83.37).)
)

APPLICATION

DesertXpress Enterprises, LLC
c/o Andrew D. Bluth
Lewis Brisbois Bisgaard & Smith
2200 West El Camino Avenue, Suite 700
Sacramento, CA 95833
Telephone: 916-646-8200
andrew.bluth@lewisbrisbois.com

Dated: July 6, 2020

APPLICANT

DesertXpress Enterprises, LLC dba XpressWest (“XpressWest” or “Applicant”) hereby respectfully requests authority from the California Public Utilities Commission (“CPUC” or “Commission”) to construct proposed grade-separated high-speed rail tracks under existing overpass structures for four public roads: Harvard Road (MP 123.53); ZZYZX Road (MP 89.77); West Baker (MP 84.13); and Route 127-15 Separation (MP 83.37). All crossings will be located in San Bernardino County and are part of the planned XpressWest high-speed passenger rail service between Apple Valley, California and Las Vegas, Nevada.

In support of its application, XpressWest respectfully shows:

1. The Applicant’s exact legal name is DesertXpress Enterprises, LLC, a limited liability company formed under the laws of the State of Nevada. Applicant’s principal place of business is 6700 Via Austi Parkway, Suite B, Las Vegas, Nevada 89119.

2. All correspondence, communication, notices, orders and other papers relative to this application should be addressed to Andrew D. Bluth, Lewis Brisbois Bisgaard & Smith, 2020 West El Camino Ave., Suite 700, Sacramento, CA 95833; andrew.bluth@lewisbrisbois.com; Telephone: 916-646-8200. Mr. Bluth will serve as the Applicant’s authorized agent for service for this proceeding.

3. Copies of such correspondence, communication, notices, orders, and other papers should also be addressed to: Adrian Share, Vice President of Rail Infrastructure for XpressWest, 6700 Via Austi Parkway, Suite B, Las Vegas, Nevada 89119; Telephone: 407-496-5483; ashare@xpresswest.com.

4. Pursuant to Rule 2.1(b) of the California Public Utilities Commission Rules of Practice and Procedure, Applicant consents to e-mail service at andrew.bluth@lewisbrisbois.com.

5. Pursuant to Rule 2.2 of the California Public Utilities Commission Rules of Practice and Procedure, a copy of Applicant's organizing documents and evidence of its qualification to transact business in California is attached hereto as **Exhibit A**.

6. Pursuant to Rule 2.4(c) of the California Public Utilities Commission Rules of Practice and Procedure, the project for which this application seeks authority from the Commission is exempt from requirements of the California Environmental Quality Act (CEQA), as set forth in the declaratory order of the Surface Transportation Board, attached hereto as **Exhibit B**. The finding of preemption by the Surface Transportation Board is supported by reviewing courts. *See City of Auburn v. United States*, 154 F.3d 1025 (9th Cir. 1998) (affirming STB's federal preemption finding of state and local environmental review laws for private railroad project); *see also Friends of Eel River v. North Coast Railroad Authority*, 3 Cal. 5th 677, 714-717 (2017) ("state environmental permitting or preclearance regulation that would have the effect of halting a private railroad project pending environmental compliance would be categorically preempted.")

7. This application and the relief sought herein is made pursuant to sections 1201 through 1205, inclusive, of the Public Utilities Code of the State of California and in accordance with Rule 3.9 of the California Public Utilities Commission Rules of Practice and Procedure.

8. Applicant's project (the "Project") will provide electrified high-speed passenger rail service in the high-demand corridor between Apple Valley, California and Las Vegas, Nevada. The Project will include construction of approximately 170 miles of track that

will be fully grade-separated and operate primarily in the median of Interstate 15. Construction is on course to begin by the end of 2020 and revenue service is expected to begin in 2023.

High-speed rail will improve mobility for residents living in these two markets. Providing a non-highway travel alternative will increase access to employment, new business opportunities, and expansion of affordable housing. The economic impact report for the Project concludes that the Project will create more than 10,000 jobs during construction and 320 direct permanent jobs during operations. The Project will remove 100,000 metric tons of carbon from the air annually by eliminating an estimated 3 million car trips per year between these points. Safety and convenience will be greatly enhanced as people travel on a fully grade-separated and state-of-the-art rail line that will reduce travel time between the end points by more than an hour compared to driving.

Attached hereto as **Exhibit C** are overview maps showing the full route and segments of the Project within California that are relevant to this application.

9. On February 26, 2020, a Field Diagnostic Meeting was held to review each of the crossings that are the subject of this application as well as additional crossings that will be the subject of future applications. CPUC staff participated in the diagnostic meeting, along with representatives from Caltrans, San Bernardino County, and the Applicant. All participants expressed support for the Project; no opposition is expected to this Application.

10. Applicant hereby requests authority to construct new rail grade-separated crossings for the Project under four (4) existing Caltrans bridge structures. On June 19, 2020, Caltrans and XpressWest entered into a Right of Way Use Agreement Related to the DesertXpress High-Speed Rail Project – Apple Valley to California/Nevada Border Segment (“Lease Agreement”) that authorizes construction of the Project, including construction of the

grade-separated crossings that are the subject of this application, upon authorization from the Commission. In each instance, the proposed track is typical rail formation on concrete ties placed on ballast material with robust protection barriers separating the track from the adjacent I-15 freeway. The horizontal and vertical clearances meet the minimum clearances required by CPUC General Order 26-D and General Order 176, as discussed at the diagnostic meeting. The clearances are designed to provide sufficient vertical clearances to accommodate the high-speed rail Overhead Catenary System (OCS) protective devices and ensure that the road crossing structure will be protected. As depicted in **Exhibit D**, where speeds are below 155mph, minimum vertical clearances will be 19 feet, and where speeds are above 155mph, minimum vertical clearances will be 21.35 feet. To prevent pedestrians from falling onto the guideway, touching the electrified OCS, or throwing objects into the guideway, a protective screen on-bridge barrier will be provided at each structure. The existing Caltrans bridges will remain in place and vehicular use will be maintained. Construction activities will be staged under the bridges and adjacent to Interstate 15. The work may be performed using temporary lane closures and during low traffic windows. Applicant is in the process of preparing one or more agreements with Caltrans to further memorialize the terms for construction and maintenance of the crossings before beginning construction of them.

11. Details of each proposed crossing are set forth below.

Location 1 - Harvard Road (“Harvard Road”)

The proposed Harvard Road crossing (Proposed CPUC No. 141-123.53-A) will be located at the existing Harvard Road bridge (N 2175759.08, E 6967765.90) (Caltrans Bridge No. 54-634), a 34-foot concrete box girder bridge crossing over Interstate 15 at MP 123.53. The proposed track configuration for this crossing is two tracks, with a minimum vertical clearance

of 21.35 feet. The nearest proposed public crossing to the east of Harvard Rd. would be Alvord Mountain Rd. at MP 120.45 (CPUC No. 141-120.45-A) . The nearest proposed public crossing to the west of Harvard Rd. would be Coyote Lake Rd. at MP 128.12 (CPUC No. 141-128.12-A). Attached hereto as **Exhibit E** are the maps required pursuant to CPUC Rule 3.7 (d)-(e)/3.9(c), and the profile required pursuant to CPUC Rule 3.7(f).

Location 2 - ZZYZX Road (“ZZYZX Road”)

The proposed ZZYZX Road crossing (Proposed CPUC No. 141-89.77-A) will be located at the existing ZZYZX bridge (N 2262583.82, E 7117034.98) (Caltrans Bridge No. 54-398), a 34-foot wide steel girder bridge crossing over Interstate 15 at MP 89.77. The proposed track configuration for this crossing is two tracks, with a minimum vertical clearance of 19 feet. The nearest proposed public crossing to the east of ZZYZX Road would be West Baker at MP 84.13(CPUC No. 141-84.13-A). The nearest proposed public crossing to the west of ZZYZX Road would be Rasor Road at MP 95.71 (CPUC No. 141-95.71-A). Attached hereto as **Exhibit F** are the maps required pursuant to CPUC Rule 3.7 (d)-(e)/3.9(c), the profile required pursuant to CPUC Rule 3.7(f), and the permit required pursuant to Rule 3.9(a).

Location 3 - West Baker (“West Baker”)

The proposed West Baker crossing (Proposed CPUC No. 141-84.13-A) will be located at the existing West Baker bridge (N 2285102.87, E 7133716.15) (Caltrans Bridge No. 54-6095), a 34-foot wide steel girder bridge crossing over Interstate 15 at MP 84.13. The proposed track configuration for this crossing is two tracks, with a minimum vertical clearance of 19 feet. The nearest proposed public crossing to the east of West Baker would be Route 127 at MP 83.37 (CPUC No. 141-83.37-A). The nearest proposed public crossing to the west of West Baker would be ZZYZX Road at MP 89.77 (CPUC No. 141-89.77-A). Attached hereto as **Exhibit G**

are the maps required pursuant to CPUC Rule 3.7 (d)-(e)/3.9(c), and the profile required pursuant to CPUC Rule 3.7(f).

Location 4 – Route 127-15 Separation (“Route 127”)

The proposed Route 127 crossing (Proposed CPUC No. 141-83.37-A) will be located at the existing Route 127 bridge (N 2287514.96, E 7136982.97) (Caltrans Bridge No. 54-610), a 34-foot wide steel girder bridge crossing over Interstate 15 at MP 83.37. The proposed track configuration for this crossing is two tracks, with a minimum vertical clearance of 19 feet. The nearest proposed public crossing to the east of Route 127 would be East Baker at MP 81.48 (CPUC No. 141-81.48-A). The nearest proposed public crossing to the west of Route 127 would be West Baker MP 84.13 (CPUC No. 141-84.13-A). Attached hereto as **Exhibit H** are the maps required pursuant to CPUC Rule 3.7 (d)-(e)/3.9(c), and the profile required pursuant to CPUC Rule 3.7(f).

12. Attached hereto as **Exhibit I** is the Scoping Memo for this application.

WHEREFORE, Applicant respectfully requests:

1. That the Commission issue an order authorizing the construction of the grade-separated crossings at the locations described herein.
2. That the order shall allow up to 60 months from the date of issuance to complete the project herein proposed.

Dated this 6th day of July, 2020 at Sacramento, California.



Desert Express Enterprises, Inc.
By Andrew Bluth
Lewis Brisbois Bisgaard & Smith
2020 West El Camino Ave., Suite 700
Sacramento, CA 95833
Telephone: 916-646-8200
Andrew.bluth@lewisbrisbois.com

VERIFICATION

(CPUC Rule 1.11)

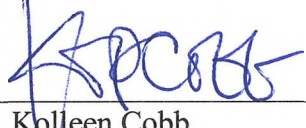
For Applicant DesertXpress Enterprises, LLC dba XpressWest:

I am an officer of the applicant limited liability company herein, and am authorized to make this verification on its behalf. The statements in the foregoing document are true of my own knowledge, except as to matters which are therein stated on information or belief, and as to those matters I believe them to be true.

I declare under penalty of perjury that the foregoing is true and correct. Executed at Miami, Florida on June 26, 2020.

DesertXpress Enterprises, LLC

By: _____


Kolleen Cobb
Vice President

DesertXpress Enterprises, LLC
6700 Via Austi Parkway, Suite B
Las Vegas, Nevada 89119

EXHIBIT A

STATE OF NEVADA

BARBARA K. CEGAVSKE

Secretary of State

KIMBERLEY PERONDI

*Deputy Secretary
for Commercial Recordings*



Commercial Recordings Division

*202 N. Carson Street
Carson City, NV 89701-4201
Telephone (775) 684-5708
Fax (775) 684-7138*

OFFICE OF THE
SECRETARY OF STATE

Certified Copy

May 19, 2017

Job Number: C20170519-1797

Reference Number: 00010641545-86

Expedite:

Through Date:

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

Document Number(s)	Description	Number of Pages
20050005731-63	Articles of Organization	1 Pages/1 Copies



Respectfully,

Barbara K. Cegavske

Barbara K. Cegavske
Secretary of State

Certified By: Jennifer Wilton
Certificate Number: C20170519-1797
You may verify this certificate
online at <http://www.nvsos.gov/>

Commercial Recording Division
202 N. Carson Street
Carson City, Nevada 89701-4201
Telephone (775) 684-5708
Fax (775) 684-7138



DEAN HELLER
Secretary of State
206 North Carson Street
Carson City, Nevada 89701-4299
(775) 684 5708
Website: secretaryofstate.biz

Articles of Organization Limited-Liability Company

(PURSUANT TO NRS 86)

Filed in the office of <i>Dean Heller</i> Dean Heller Secretary of State State of Nevada	Document Number 20050005731-63
	Filing Date and Time 02/01/2005 10:44 AM
	Entity Number E0009382005-2

Important: Read attached instructions before completing form.

ABOVE SPACE IS FOR OFFICE USE ONLY

1. Name of Limited-Liability Company:	DesertXpress Enterprises, LLC
2. Resident Agent Name and Street Address: (must be a Nevada address where process may be served)	Name <u>Scott Langsner</u> Address <u>10816 Iris Canyon Lane</u> <u>Las Vegas</u> <u>NEVADA</u> <u>89135</u> Physical Street Address City State Zip Code Additional Mailing Address _____ City _____ State _____ Zip Code _____
3. Dissolution Date: (OPTIONAL—see instructions)	Latest date upon which the company is to dissolve (if existence is not perpetual): _____
4. Management: (check one)	Company shall be managed by ☒ Manager(s) OR _____ Members
5. Names Addresses of Manager(s) or Members: (attach additional pages as necessary)	Name <u>Tom Stone</u> Address <u>427 Detroit Street</u> <u>Denver</u> <u>CO</u> <u>80206</u> City State Zip Code Name <u>Andrew Mack</u> Address <u>2857 Paradise Road #2305</u> <u>Las Vegas</u> <u>NV</u> <u>89109</u> City State Zip Code Name _____ Address _____ City _____ State _____ Zip Code _____
6. Names, Addresses and Signatures of Organizers: (if more than one organizer, please attach additional page)	Name <u>Scott Langsner</u> Address <u>10816 IRIS CANYON LANE</u> <u>LAS VEGAS</u> <u>NV</u> <u>89135</u> City State Zip Code Signature <i>Scott Langsner</i>
7. Certificate of Acceptance of Appointment of Resident Agent:	I hereby accept appointment as Resident Agent for the above named limited-liability company. Authorized Signature of R.A. <u><i>Scott Langsner</i></u> or On Behalf of R.A. Company _____ Date <u>2/2/05</u>

This form must be accompanied by appropriate fees. See attached fee schedule.

Nevada Secretary of State Form LLC Arts .2003
Revised on: 12/04/03

**INITIAL/ANNUAL LIST OF MANAGERS OR MANAGING MEMBERS AND STATE
BUSINESS LICENSE APPLICATION OF:**

DesertXpress Enterprises, LLC
NAME OF LIMITED-LIABILITY COMPANY

ENTITY NUMBER
E0009382005-2



FOR THE FILING PERIOD OF February-2019 TO February-2020

USE BLACK INK ONLY - DO NOT HIGHLIGHT

****YOU MAY FILE THIS FORM ONLINE AT www.nvsilverflume.gov****

- ☐ Return one file stamped copy. (If filing not accompanied by order instructions, file stamped copy will be sent to registered agent.)

IMPORTANT: Read instructions before completing and returning this form.

1. Print or type names and addresses, either residence or business, for all manager or managing members. A Manager, or if none, a Managing Member of the LLC must sign the form. **FORM WILL BE RETURNED IF UNSIGNED.**
2. If there are additional managers or managing members, attach a list of them to this form.
3. Return completed form with the fee of \$150.00. A \$75.00 penalty must be added for failure to file this form by the deadline. An annual list received more than 90 days before its due date shall be deemed an amended list for the previous year.
4. State business license fee is \$200.00. Effective 2/1/2010, \$100.00 must be added for failure to file form by deadline.
5. Make your check payable to the Secretary of State.
6. **Ordering Copies:** If requested above, one file stamped copy will be returned at no additional charge. To receive a certified copy, enclose an additional \$30.00 per certification. A copy fee of \$2.00 per page is required for each additional copy generated when ordering 2 or more file stamped or certified copies. Appropriate instructions must accompany your order.
7. Return the completed form to: Secretary of State, 202 North Carson Street, Carson City, Nevada 89701-4201, (775) 684-5708.
8. Form must be in the possession of the Secretary of State on or before the last day of the month in which it is due. (Postmark date is not accepted as receipt date.) Forms received after due date will be returned for additional fees and penalties. Failure to include annual list and business license fees will result in rejection of filing.

ABOVE SPACE IS FOR OFFICE USE ONLY

Filed in the office of <i>Barbara K. Cegavske</i> Barbara K. Cegavske Secretary of State State of Nevada	Document Number 20190222380-09
	Filing Date and Time 05/23/2019 8:00 AM
	Entity Number E0009382005-2

ANNUAL LIST FILING FEE: \$150.00 LATE PENALTY: \$75.00 (if filing late)

BUSINESS LICENSE FEE: \$200.00 LATE PENALTY: \$100.00 (if filing late)

CHECK ONLY IF APPLICABLE AND ENTER EXEMPTION CODE IN BOX BELOW

NRS 76.020 Exemption Codes

- ☐ Pursuant to NRS Chapter 76, this entity is exempt from the business license fee. Exemption code:

001 - Governmental Entity

006 - NRS 680B.020 Insurance Co.

NOTE: If claiming an exemption, a notarized Declaration of Eligibility form must be attached. Failure to attach the Declaration of Eligibility form will result in rejection, which could result in late fees.

NAME Virgin Trains USA LLC	MANAGER OR MANAGING MEMBER		
ADDRESS 161 NW 6th Street, 9th Floor	CITY Miami	STATE FL	ZIP CODE 33136
NAME	MANAGER OR MANAGING MEMBER		
ADDRESS	CITY	STATE	ZIP CODE
NAME	MANAGER OR MANAGING MEMBER		
ADDRESS	CITY	STATE	ZIP CODE
NAME	MANAGER OR MANAGING MEMBER		
ADDRESS	CITY	STATE	ZIP CODE

None of the managers or managing members identified in the list of managers and managing members has been identified with the fraudulent intent of concealing the identity of any person or persons exercising the power or authority of a manager or managing member in furtherance of any unlawful conduct.

I declare, to the best of my knowledge under penalty of perjury, that the information contained herein is correct and acknowledge that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State.

X
Signature of Manager, Managing Member or
Other Authorized Signature

Title
Vice President of Manager

Date 5.22.19



BARBARA K. CEGAVSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov



181004

Statement of Change of Registered Agent by Represented Entity

(PURSUANT TO NRS 77.340)

This form may be submitted by: the Represented Entity to appoint a new Registered Agent or amend own service of process info. For more information please visit <http://www.nvsos.gov/index.aspx?page=141>

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

1. Name of Represented Entity:

DesertXpress Enterprises, LLC

2. Entity File Number: E0009382005-2

3. This statement of change will have the following effect: (check only one)

- ☒ Appoints a new agent for service of process (complete 4a or 4b)
☐ Updates contact information of the Represented Entity acting as own agent (complete 4c)

4. Information in effect upon the filing of this statement: (complete only one section)

a) Commercial Registered Agent:

CSC SERVICES OF NEVADA, INC.
Name

b) Noncommercial Registered Agent:

Name

Street Address

City

Nevada

Zip Code

Mailing Address (if different from street address)

City

Nevada

Zip Code

c) Title of Office or Other Position within Represented Entity:

Name of Title or Position

Street Address

City

Nevada

Zip Code

Mailing Address (if different from street address)

City

Nevada

Zip Code

5. Signature of Represented Entity: (required)

X Kolleen Cobb, Vice President
Authorized Signature of Manager

5.22.19
Date

6. Registered Agent Acceptance: (required)

I hereby accept appointment as Registered Agent for the above named Entity.

X April Miller April Miller, Asst. Secretary
Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity

05/22/2019
Date

FEE: \$60.00

This form must be accompanied by appropriate fees

Nevada Secretary of State Form RA Change by Entity
Revised: 1-5-15



CALIFORNIA SECRETARY OF STATE



Business
Programs Division

Business Entities, 1500 11th St., 3rd Floor,
Sacramento, CA 95814

Thank You for Doing Business in California

Congratulations on the registration of your limited liability company with the California Secretary of State (SOS). Please see below for important information.

What's next? Required Filings

SOS Statement of Information – Limited liability companies must fill out and file a complete Statement of Information (Form LLC-12) within the first 90 days of registering with the SOS, and every 2 years thereafter before the end of the calendar month of the original registration date.

How can you file your Statement of Information?

- Currently, Statements of Information can be submitted on paper to the SOS through the mail, or submitted in person (drop off) to the Sacramento office. Additional information regarding Statements of Information, including forms, instructions and fees is available at www.sos.ca.gov/business/be/statements.
- Current processing times for Statements of Information may be found at www.sos.ca.gov/business/be/processing-times.
- Limited liability companies may file their Statement of Information using our secure E-File Statement of Information filing service at <https://llcbizfile.sos.ca.gov>.

Franchise Tax Board (FTB) Tax Filing – Once your limited liability company is registered with the SOS, you are required to file a tax return with FTB for each taxable year even if you are not conducting business or have no income. Contact FTB at www.ftb.ca.gov or (800) 852-5711 for forms and requirements concerning franchise taxes or income taxes.

Be aware, if you fail to file a return by the original or extended due date, or fail to pay taxes when due, a penalty may be imposed by FTB. Please visit www.ftb.ca.gov/businesses/Penalty-Information.shtml for tax penalty related information.

Other Business Information and Resources

All business entities are subject to state and federal tax laws. You may wish to contact the following agencies to assist you with these issues:

- Internal Revenue Service – www.irs.gov or call (800) 829-1040 for forms and issues concerning Federal tax, employer identification numbers, subchapter S elections.
- State Board of Equalization – www.boe.ca.gov or call (800) 400-7115 for forms and issues concerning sales taxes or use taxes.
- Employment Development Department – www.edd.ca.gov or call (800) 300-5616 for forms and issues concerning employment and payroll taxes.
- CalGold – www.calgold.ca.gov for appropriate permit, licensing, and contact information for the various agencies that administer and issue these permits.
- SOS Business Resources – www.sos.ca.gov/business/be/resources for a list of agencies you may need to contact to ensure proper compliance with California state law.
- CA Governor's Office of Business and Economic Development (Go-Biz) – www.business.ca.gov for a range of business services including, site selection and permit assistance.
- The California Business Incentives Gateway (CBIG) – <https://cbig.ca.gov> is a web portal that connects business owners and entrepreneurs with financial incentives.

State of California
Secretary of State

CERTIFICATE OF REGISTRATION

I, ALEX PADILLA, Secretary of State of the State of California, hereby certify:

That on the **6th** day of **SEPTEMBER, 2019**, **DESERTXPRESS ENTERPRISES, LLC**, complied with the requirements of California law in effect on that date for the purpose of registering to transact intrastate business in the State of California; and further purports to be a limited liability company organized and existing under the laws of **NEVADA** as **DESERTXPRESS ENTERPRISES, LLC** and that as of said date said limited liability company became and now is duly registered and authorized to transact intrastate business in the State of California, subject, however, to any licensing requirements otherwise imposed by the laws of this State.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great Seal
of the State of California this day of
September 9, 2019.



A handwritten signature in black ink, appearing to read "Alex Padilla", is written over the printed name.

ALEX PADILLA
Secretary of State

VRF



Secretary of State

LLC-5

Application to Register a Foreign Limited Liability Company (LLC)

201924910558

FILED Dyy

Secretary of State
State of California

SEP 06 2019

IMPORTANT — Read instructions before completing this form.

Must be submitted with a current Certificate of Good Standing issued by the government agency where the LLC was formed. See instructions.

Filing Fee — \$70.00

Copy Fees — First page \$1.00; each attachment page \$0.50;
Certification Fee — \$5.00

Note: Registered LLCs in California may have to pay minimum \$800 tax to the California Franchise Tax Board each year. For more information, go to <https://www.ftb.ca.gov>.

This Space For Office Use Only

1a. LLC Name (Enter the exact name of the LLC as listed on your attached Certificate of Good Standing.)

DesertXpress Enterprises, LLC

1b. California Alternate Name, If Required (See instructions — Only enter an alternate name if the LLC name in 1a not available in California.)

2. LLC History (See instructions — Ensure that the formation date and jurisdiction match the attached Certificate of Good Standing.)

a. Date LLC was formed in home jurisdiction (MM/DD/YYYY)

02 / 01 / 2005

b. Jurisdiction (State, foreign country or place where this LLC is formed.)

Nevada

c. Authority Statement (Do not alter Authority Statement)

This LLC currently has powers and privileges to conduct business in the state, foreign country or place entered in Item 2b.

3. Business Addresses (Enter the complete business addresses. Items 3a and 3b cannot be a P.O. Box or "In care of" an individual or entity.)

a. Street Address of Principal Executive Office - Do not enter a P.O. Box

6700 Via Austi Parkway, Suite B

City (no abbreviations)

Las Vegas

State

NV

Zip Code

89119

b. Street Address of Principal Office in California, if any - Do not enter a P.O. Box

City (no abbreviations)

State

CA

Zip Code

c. Mailing Address of Principal Executive Office, if different than item 3a

700 NW 1st Avenue, Suite 1620

City (no abbreviations)

Miami

State

FL

Zip Code

33136

4. Service of Process (Must provide either Individual OR Corporation.)

INDIVIDUAL — Complete Items 4a and 4b only. Must include agent's full name and California street address.

a. California Agent's First Name (if agent is not a corporation)

Middle Name

Last Name

Suffix

b. Street Address (if agent is not a corporation) - Do not enter a P.O. Box

City (no abbreviations)

State

CA

Zip Code

CORPORATION — Complete Item 4c only. Only include the name of the registered agent Corporation.

c. California Registered Corporate Agent's Name (if agent is a corporation) — Do not complete Item 4a or 4b

Corporation Service Company Which Will Do Business In California As CSC-Lawyers

5. Read and Sign Below (See instructions. Title not required.)

By signing, I affirm under penalty of perjury that the information herein is true and correct and that I am authorized to sign on behalf of the foreign LLC.

DesertXpress Enterprises, LLC
By: [Signature]
Signature

Kolleen Cobb, Vice President

Type or Print Name

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, Barbara K. Cegavske, the duly qualified and elected Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporations sole, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **DESERTXPRESS ENTERPRISES, LLC**, as a **DOMESTIC LIMITED-LIABILITY COMPANY (86)** duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since 02/01/2005, and is in good standing in this state.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on 08/05/2019.

Barbara K. Cegavske

BARBARA K. CEGAVSKE
Secretary of State

Certificate Number: B20190805136272

You may verify this certificate
online at <http://www.nvsos.gov>

201924910558



I hereby certify that the foregoing
transcript of 2 page(s)
is a full, true and correct copy of the
original record in the custody of the
California Secretary of State's office.

SEP 09 2019 *af*

Date: _____

Alex Padilla

ALEX PADILLA, Secretary of State

EXHIBIT B

37656
EB

SERVICE DATE – JUNE 27, 2007

SURFACE TRANSPORTATION BOARD

DECISION

STB Finance Docket No. 34914

DESERTXPRESS ENTERPRISES, LLC—PETITION FOR DECLARATORY ORDER

Decided: June 25, 2007

By petition for declaratory order filed on July 24, 2006, DesertXpress Enterprises, LLC (DesertXpress) asks the Board to issue a declaratory order finding that its proposed construction of an interstate high speed passenger rail system is not subject to state and local environmental review and land use and other permitting requirements because of the Federal preemption in 49 U.S.C. 10501(b). The request for a declaratory order will be granted, as discussed herein.

BACKGROUND

DesertXpress' petition for declaratory order concerns its proposed project to construct an approximately 200-mile interstate high speed passenger rail system between Victorville, CA, and Las Vegas, NV. Petitioner states that the project would involve the construction of significant lengths of new track and ancillary facilities, including two passenger stations and a 50-acre train maintenance and storage facility and operations center. DesertXpress states that the proposed route is planned alongside or within the median of Interstate 15 and would provide an alternative to automobile travel on that highway. Petitioner anticipates that the project would utilize European high-speed trains that would operate at speeds up to 125 miles per hour and would travel between the two termini in under 105 minutes.

Petitioner states that it has already met with both the Federal Railroad Administration (FRA) and the Board's Section of Environmental Analysis about the project and supplied sufficient information to allow the process of preparation of an Environmental Impact Statement (EIS) to begin under the National Environmental Policy Act (NEPA) and related laws.¹ (The Board is participating as a cooperating agency in that process. See 40 CFR 1501.6.) DesertXpress states that, in the near future, it will seek from the Board the necessary authority

¹ FRA, which has primary regulatory authority over safety aspects of the proposed line, will be the lead agency in preparing the EIS. The Board is participating in preparing the EIS as a cooperating agency. The EIS, when completed, should give the Board the environmental information it needs to take the requisite hard look at any environmental concerns related to the proposal. See 40 CFR 1501.6(a)(2).

under 49 U.S.C. 10901 to construct the new line and related facilities and to conduct rail operations over the line.

DesertXpress argues that this project presumptively falls within the Board's exclusive jurisdiction over transportation by rail carriers as set forth at 49 U.S.C. 10501 and accordingly qualifies for the preemption from most state or local laws provided in section 10501(b). Petitioner seeks an order from the Board declaring that this project is not subject to state and local land use restrictions, and other permitting requirements in California and Nevada, or to state and local environmental laws, including the California Environmental Quality Act, Cal. Pub. Res. Code 21000 et seq. Petitioner points out, however, that state and local agencies will be encouraged to participate in the ongoing EIS process.

On August 31, 2006, the Board instituted a declaratory order proceeding and sought public comments to determine whether its jurisdiction preempts state and local environmental laws, land use restrictions, and other permitting requirements that might otherwise apply to DesertXpress' project.

On October 16, 2006, the International Brotherhood of Teamsters Rail Conference and its affiliated organizations, the Brotherhood of Locomotive Engineers and Trainmen Division/IBT, and the Brotherhood of Maintenance of Way Employees Division/IBT, filed comments in support of DesertXpress' petition, stating that they believe DesertXpress would be a rail carrier subject to the Board's jurisdiction and that preemption therefore would apply.

Also on October 16, 2006, the New Jersey Department of Environmental Protection (NJDEP) and the New Jersey Meadowlands Commission (NJMC) filed comments in response to the petition. NJDEP and NJMC, which take no position concerning the project described by DesertXpress, maintain that the Board should not issue a declaratory order or otherwise enunciate any general principles concerning the proper scope of Federal preemption under section 10501(b) on this record. They argue that there is neither a particular controversy for which Board guidance is required nor any uncertainty concerning the role to be played by state and local government bodies with respect to this project. NJDEP and NJMC express concern that, if the Board issues broad statements regarding preemption, parties in future or even existing controversies unrelated to this proceeding could mischaracterize those statements in an attempt to mislead governmental bodies or courts concerning the scope of section 10501(b).

On November 6, 2006, DesertXpress filed a reply in response to the comments from NJDEP and NJMC. Petitioner states that there is in fact lingering uncertainty on its part and that of state and local authorities² regarding the scope of the Board's exclusive jurisdiction and the

² Petitioner attaches a letter signed by seven California state and local officials asking the Board to clarify the jurisdictional issues and confirm the preemptive authority of the Board over the proposed project.

extent of DesertXpress' obligations to those state and local authorities. DesertXpress also argues that the magnitude of the rail construction and the significant financial undertaking of private investors for this unique project justify the issuance of a declaratory order here. Petitioner maintains that Board guidance regarding this project would assist it with its efforts to secure the private investment necessary to move the project forward and would mitigate future project development risks. Finally, petitioner notes that the Board has issued declaratory orders on many occasions to resolve uncertainty and provide guidance to parties.³

DISCUSSION AND CONCLUSIONS

Under 5 U.S.C. 554(e) and 49 U.S.C. 721, the Board may issue a declaratory order to terminate a controversy or remove uncertainty. The Board has broad discretion in determining whether to issue a declaratory order. See InterCity Transp. Co. v. United States, 737 F.2d 103 (D.C. Cir. 1984); Delegation of Authority—Declaratory Order Proceedings, 5 I.C.C.2d 675 (1989). In this case, there is uncertainty regarding the scope of the Board's jurisdiction over this project and the role of state and local government bodies. Moreover, the request for clarification comes not only from petitioner but from a number of state and local officials as well. NJDEP and NJMC's concern that any Board statements regarding preemption might be mischaracterized in unrelated proceedings is unwarranted, as our findings here are relevant only to the specific project DesertXpress is proposing and the individual facts and circumstances at issue here. In sum, it is appropriate for the Board to issue a declaratory order here.

The Federal preemption provision contained in 49 U.S.C. 10501(b), as broadened by the ICC Termination Act of 1995, Pub. L. No. 104-88, 109 Stat. 803 (1995) (ICCTA), shields railroad operations that are subject to the Board's jurisdiction from the application of most state and local laws.⁴ Section 10501(b) expressly provides that the "jurisdiction of the Board over . . .

³ In support, petitioner cites The New York City Economic Development Corporation—Petition for Declaratory Order, STB Finance Docket No. 34429 (STB served July 15, 2004); Wisconsin Department of Transportation—Petition for Declaratory Order, STB Finance Docket No. 34764 (STB served Feb. 6, 2006); and Georgia Department of Transportation—Petition for Declaratory Order, STB Finance Docket No. 34665 (STB served Apr. 14, 2005).

⁴ The courts have found two broad categories of state and local actions to be preempted regardless of the context or rationale for the action: any form of state or local permitting or preclearance that, by its nature, could be used to deny the railroad the ability to conduct its operations or to proceed with activities that the Board has authorized, and state or local regulation of matters directly regulated by the Board (such as the construction, operation, and abandonment of rail lines). Otherwise the section 10501(b) preemption analysis requires a factual assessment of whether a particular action would have the effect of preventing or unreasonably interfering with railroad transportation. See, e.g., City of Auburn v. STB, 154 F.3d 1025, 1029-31 (9th Cir. 1998) (City of Auburn) (state and local environmental and land use

(continued...)

transportation by rail carriers” over any track that is part of the interstate rail network “is exclusive.” Section 10501(b) also expressly provides that the remedies provided under 49 U.S.C. 10101-11908 are exclusive and preempt the remedies provided under State law.⁵ We therefore now examine whether the particular activities contemplated by DesertXpress constitute transportation by a rail carrier under section 10501, and clarify the kinds of laws that are and are not preempted involving this project.

As noted, the Board has jurisdiction over “transportation by rail carrier,” 49 U.S.C. 10501(b). Accordingly, to be subject to the Board’s jurisdiction and qualify for Federal preemption under section 10501(b), there must be transportation, and that transportation must be provided by a rail carrier, which is defined as “a person providing common carrier railroad transportation for compensation,” 49 U.S.C. 10102(5).⁶ Here, DesertXpress intends to carry passengers by rail in interstate transportation. Moreover, it will be providing this transportation as a common carrier, offering service to the general public. Thus, this project clearly involves transportation by a rail carrier. See American Orient Express Railway Company v. STB, No. 06-1077, slip op. at 4, 6 (D.C. Cir. Apr. 20, 2007), aff’g American Orient Express Railway Company, LLC—Petition For Declaratory Order, STB Finance Docket No. 34502 (STB served Dec. 27, 2005) (rail carrier may provide railroad transportation by transporting passengers over its own tracks). Accordingly, the Board has exclusive jurisdiction over the planned new track, facilities, and operations and the Federal preemption under section 10501(b) attaches.

(...continued)

permitting are preempted); Joint Petition for Declaratory Order—Boston and Maine Corporation and Town of Ayer, MA, STB Finance Docket No. 33971 (STB served May 1, 2001), aff’d, Boston & Maine Corp. v. Town of Ayer, 206 F. Supp. 2d 128 (D. Mass. 2002) (state and local permit requirements and environmental review of construction and operation of railroad intermodal facility preempted); N. San Diego County Transit Dev. Bd.—Pet. For Decl. Order, STB Finance Docket No. 34111 (STB served Nov. 9, 2001) (City cannot unilaterally prevent a railroad from reactivating and operating over a line that the Board has not authorized for abandonment).

⁵ As the ICCTA legislative history makes clear, the states’ police powers are not entirely preempted by section 10501(b). Thus, for example, railroads can be required to comply with some health and safety rules, such as fire and electric codes. Flynn v. Burlington N. Santa Fe Corp., 98 F. Supp. 2d 1186, 1189-90 (E.D. Wash. 2000).

⁶ See also 49 U.S.C. 10102(9) (“Transportation” defined expansively to embrace “a locomotive, car, vehicle, vessel, warehouse, wharf, pier, dock, yard, property, facility, instrumentality, or equipment of any kind related to the movement of passengers or property, or both, by rail . . .,” as well as “services related to that movement”).

This means that Federal environmental statutes, such as NEPA,⁷ the Clean Air Act, and the Clean Water Act, and the regulation of railroad safety under the Federal Railroad Safety Act, will apply to this proposal. See, e.g., City of Auburn, 154 F.3d at 1031-33; Friends of the Aquifer, et al., STB Finance Docket No. 33966, slip op. at 4-6 (STB served Aug. 15, 2001). However, state permitting and land use requirements that would apply to non-rail projects, such as the California Environmental Quality Act, will be preempted. See City of Auburn, 154 F.3d at 1031. But state and local agencies and concerned citizens will have ample opportunity to participate in the ongoing EIS process under NEPA and related laws.

This action will not significantly affect either the quality of the human environment or the conservation of energy resources.

It is ordered:

1. DesertXpress' petition for declaratory order is granted.
2. This proceeding is discontinued.
3. This decision is effective on its service date.

By the Board, Chairman Nottingham, Vice Chairman Buttrey, and Commissioner Mulvey.

Vernon Williams
Secretary

⁷ As noted, NEPA review has already begun in this case.

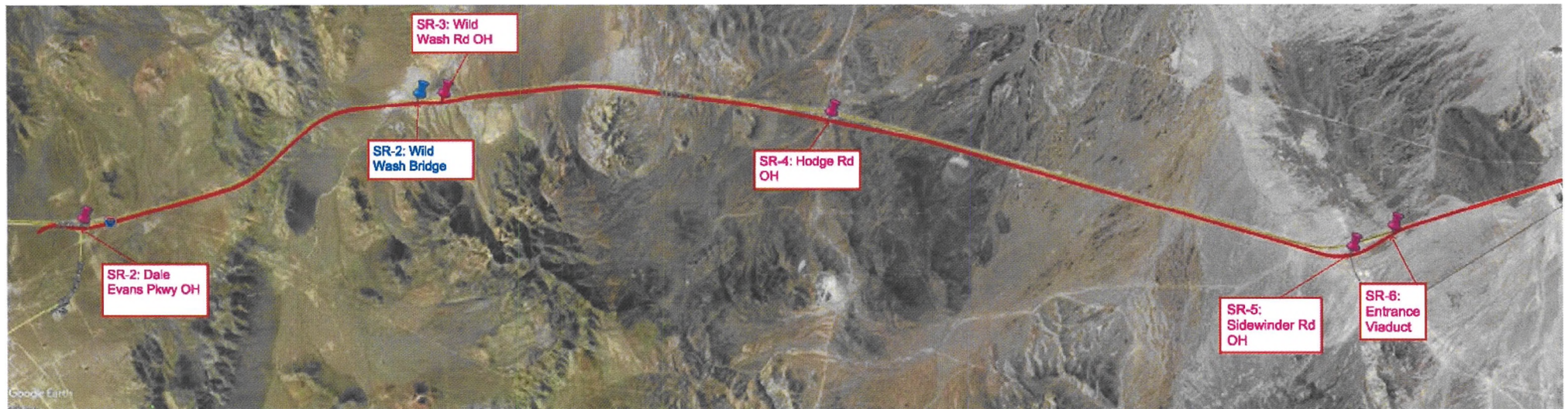
EXHIBIT C



Middle Running-Segment 1

Legend: [S1-2: Wild Wash Br (G6)] - Group 6 Segment 1 bridge location 2 where HSR Underpass over Wild Wash Bridge

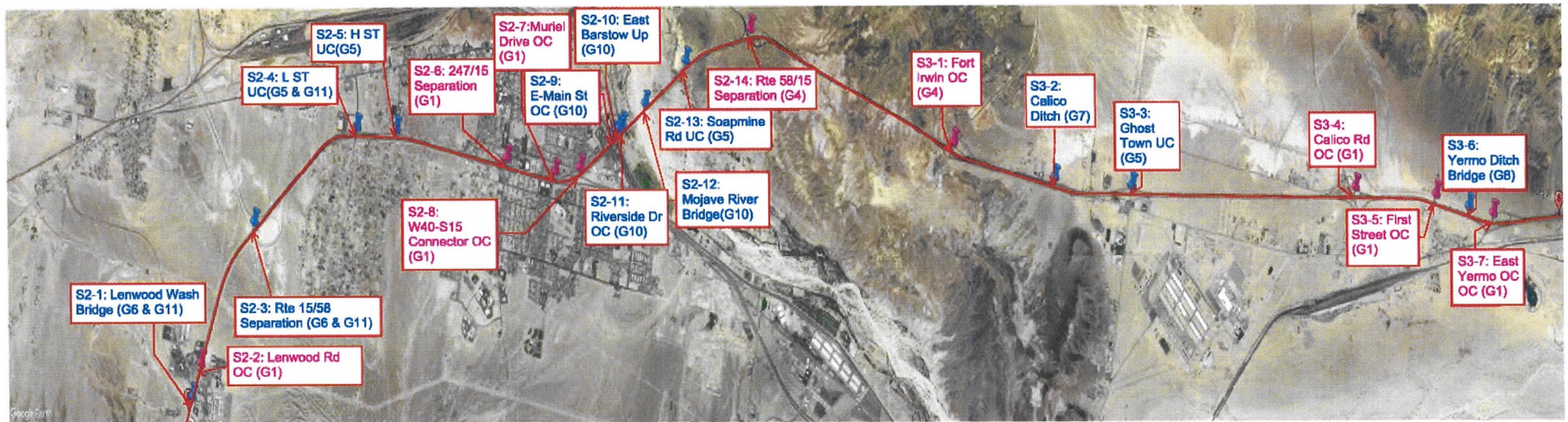
Legend: [S1-3: Wild Wash Rd OC (G1)] - Group 1 Segment 1 Existing bridge location 3 [Caltrans Bridge name - Wild Wash Rd Overcrossing]



Side Running-Segment 1

Legend: [SR-2: Wild Wash Br] - Group 3 Side running bridge location 2 where HSR Underpass over Wild Wash Bridge

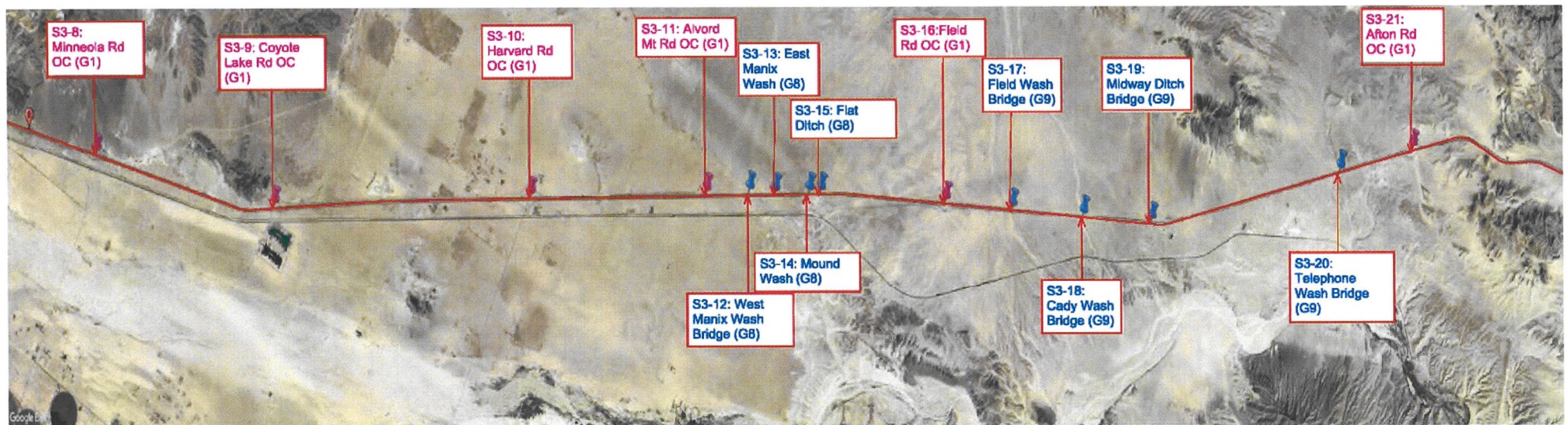
Legend: [SR-3: Wild Wash Rd OH] - Group 3 Side running location 3 where HSR Overhead below Wild Wash Rd



Segment 2

Legend: [S2-2: Lenwood Rd OC (G1)] - Group 1 Segment 2 bridge location 2 where HSR goes under existing Lenwood Rd Overcrossing

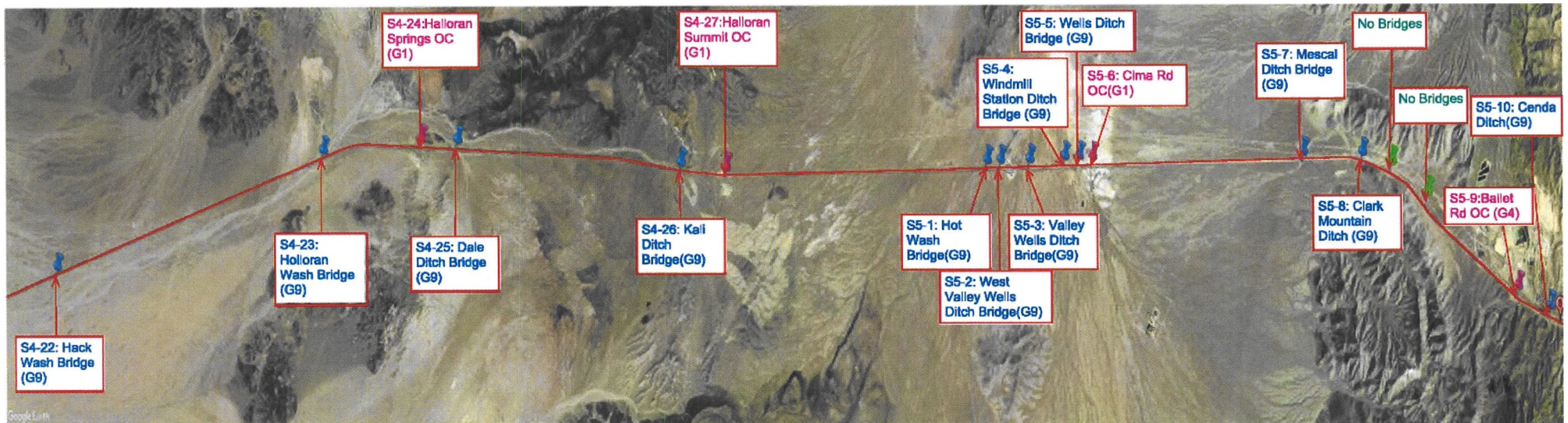
Legend: Group 10 Viaduct include S2-9, S2-10, S2-11, and S2-12.



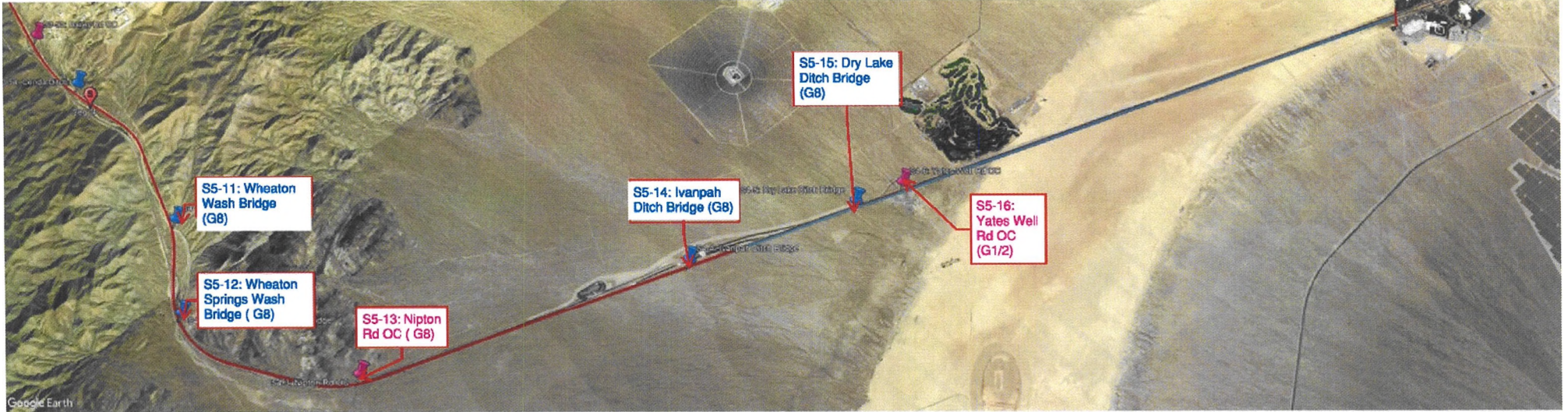
Segment 3



Segment 4 -1



Segment 4 -2



Segment 5

EXHIBIT D

1. REQUIRED VERTICAL CLEARANCE FOR EXISTING OVERHEAD STRUCTURES

SPEED	CONTACT WIRE HEIGHT (C)	MESSENGER WIRE-FEEDER WIRE (B)	STATIC ELECTRICAL CLEARANCE (A)	CONSTRUCTION TOLERANCE (A)	TOTAL
>155 mph	17.39'	1.97'	1.74'	0.25'	21.35'
<155 mph	16.2'	0.81'	1.74'	0.25'	19.0'

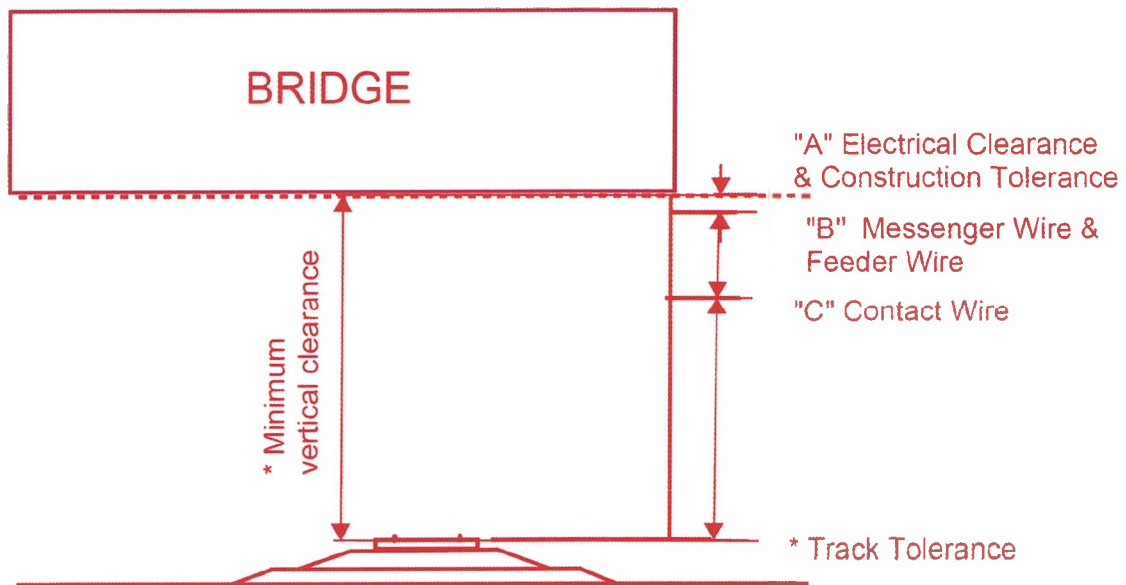


EXHIBIT E



Legend:
 — XW HSR
 — BNSF

S3-3 Harvard Rd
 OC
 Track 1, MP123.53

BNSF Track

XWHS Track

EXHIBIT
 CALTRANS BRIDGE NUMBER:
 54-634
 CPUC CROSSING NUMBER:
 141-123.53-A

WISCONSIN						DESIGNED BY
						DRAWN BY
						CHECKED BY
						IN CHARGE
	REV	DATE	BY	CHK	APP	DESCRIPTION

HNTB
 3633 INLAND EMPIRE BLVD, SUITE 750
 ONTARIO, CA 91764



**XPRESSWEST HIGH-SPEED RAIL
 APPLE VALLEY TO CA STATELINE
 TRACK 1, MP 125 TO 122
 EXHIBIT - VICINITY MAP**

BRIDGE NO.	CONTRACT NO.
MILE POST	DRAWING NO.
SEGMENT	SCALE
STRUCTURE NO.	SHEET NO.

APPLE VALLEY, CA

CA STATELINE

RR SOUTH

RR NORTH

LEGEND:

-  XWHSR TRACK
-  STRUCTURE



50' 0 50' 100'
1"=50'

EXHIBIT C-25A
 CALTRANS BRIDGE NUMBER:
 54-634
 CPUC CROSSING NUMBER:
 141-123.53-A

REV	DATE	BY	CHK	APP	DESCRIPTION

HNTB

3653 INLAND EMPIRE BLVD, SUITE 750
 ONTARIO, CA 91764



XPRESSWEST HIGH-SPEED RAIL
 APPLE VALLEY TO CA STATELINE
 TRACK 1 MP 123.53
 HARVARD RD OC
 PLAN - SHEET 1

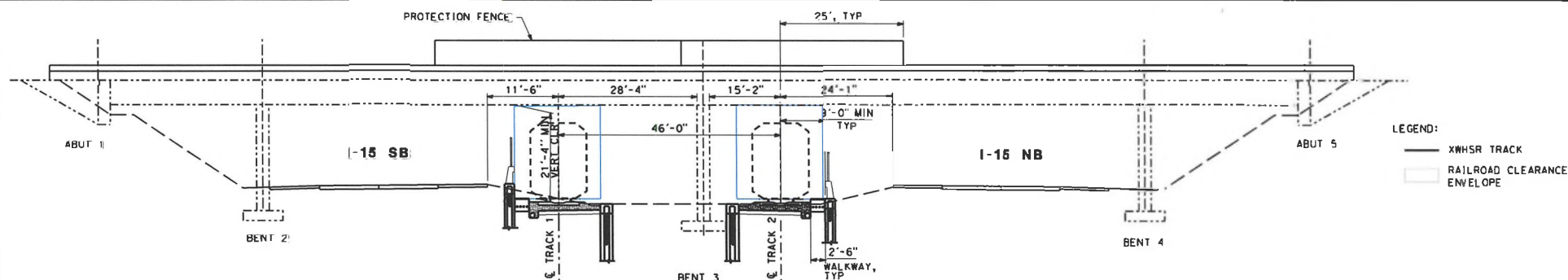
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SEGMENT	SCALE
STRUCTURE NO.	SHEET NO.

FILES

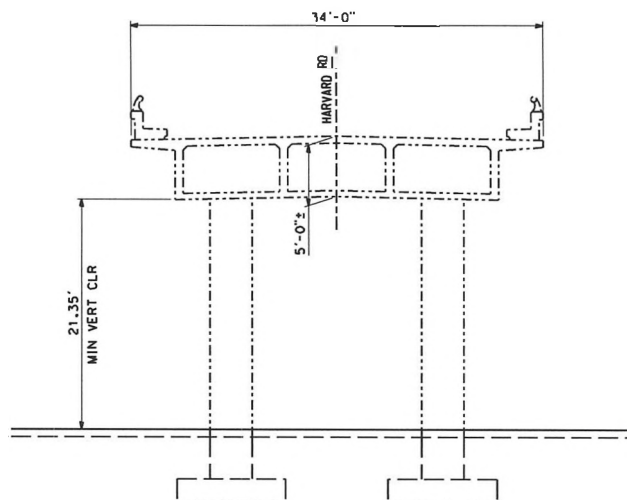
SPRINT/BLSS

SSS/DATE/SSS

USERS



**ELEVATION
HARVARD RD OC**
NO SCALE



**TYPICAL SECTION
HARVARD RD OC**
NO SCALE

EXHIBIT C-25B

CALTRANS BRIDGE NUMBER :
54-634
CPUC CROSSING NUMBER :
141-123.53-A

REV	DATE	BY	CHK	APP	DESCRIPTION

DESIGNED BY	
DRAWN BY	
CHECKED BY	
IN CHARGE	A. DURRANI
DATE	

HNTB

3633 INLAND EMPIRE BLVD, SUITE 750
ONTARIO, CA 91764



**XPRESSWEST HIGH-SPEED RAIL
APPLE VALLEY TO CA STATELINE
TRACK 1 MP 123.53
HARVARD RD OC
TYPICAL SECTION AND ELEVATION - SHEET 1**

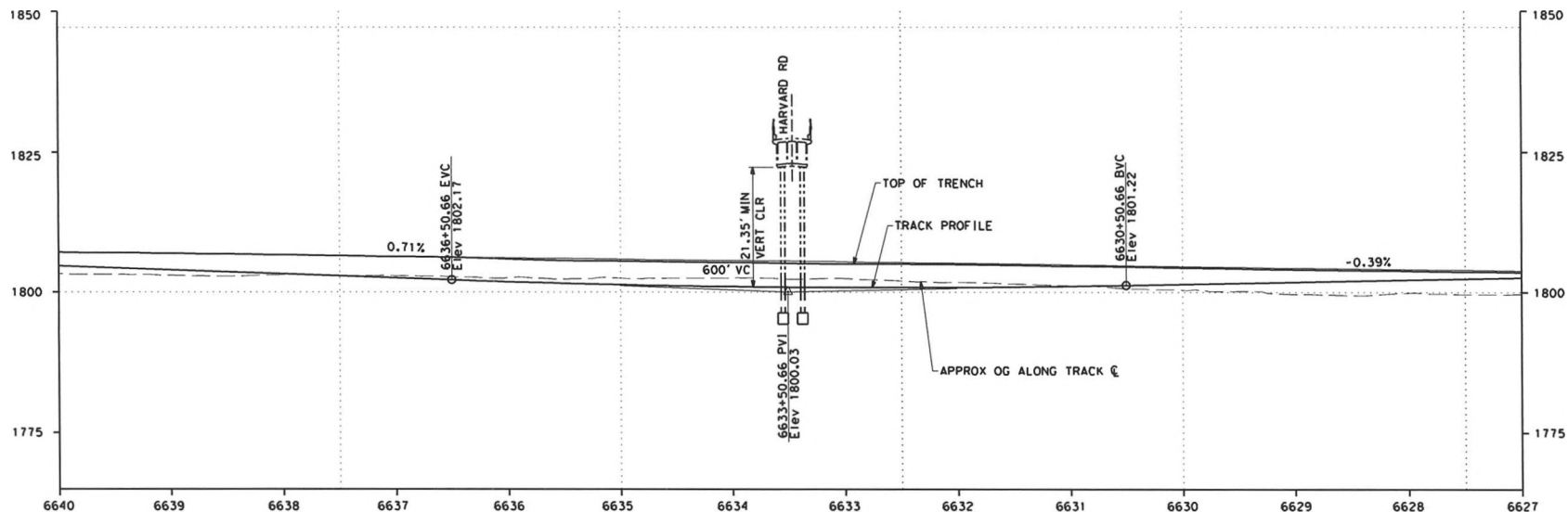
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MILE POST	DRAWING NO.
SEGMENT	SCALE
STRUCTURE NO.	SHEET NO.

FILES

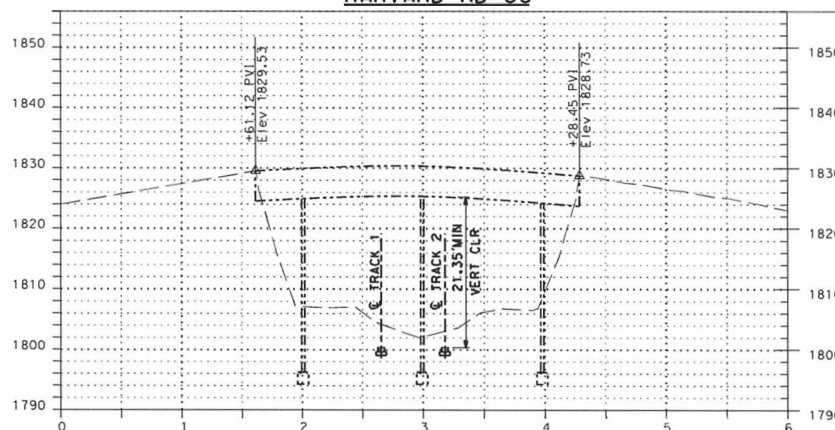
MP100V55

BRIDGE NO. 54-634

MP100V55



TRACK PROFILE
HARVARD RD OC



ROADWAY PROFILE
HARVARD RD OC

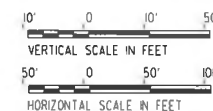


EXHIBIT C-25C

CALTRANS BRIDGE NUMBER:
54-634
CPUC CROSSING NUMBER:
141-123.53-A

REV	DATE	BY	CHK	APP	DESCRIPTION

DESIGNED BY	
DRAWN BY	
CHECKED BY	
IN CHARGE	A. DURRANI
DATE	

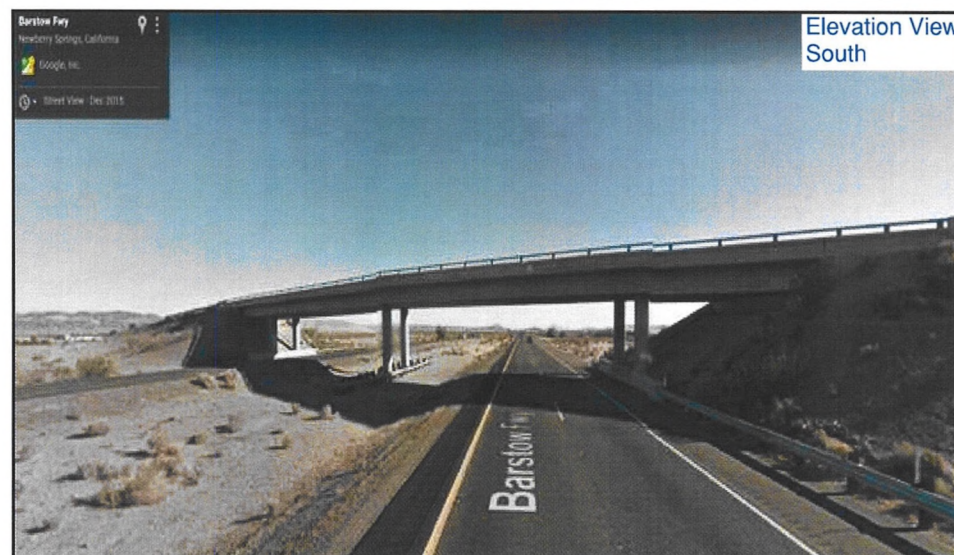
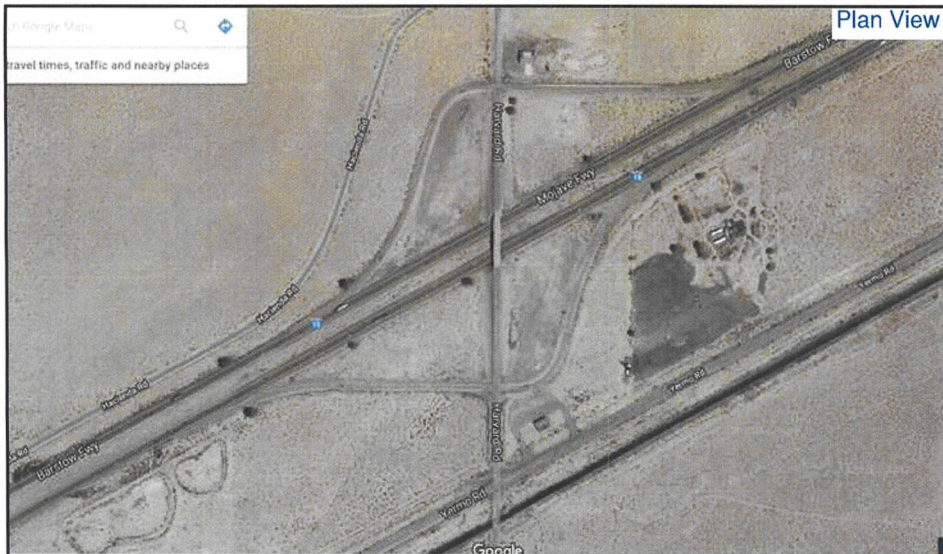
HNTB

3633 INLAND EMPIRE BLVD, SUITE 750
ONTARIO, CA 91764



XPRESSWEST HIGH-SPEED RAIL
APPLE VALLEY TO CA STATELINE
TRACK 1 MP 123.53
HARVARD RD OC
TRACK AND ROAD PROFILE - SHEET 1

BRIDGE NO.	CONTRACT NO.
MILE POST	DRAWING NO.
SEGMENT	SCALE
STRUCTURE NO.	SHEET NO.



DESIGNED BY	
DRAWN BY	
CHECKED BY	
IN CHARGE	
DATE	

HNTB

3633 INLAND EMPIRE BLVD, SUITE 750
ONTARIO, CA 91764



**XPRESSWEST HIGH-SPEED RAIL
APPLE VALLEY TO CA STATELINE**

EXHIBIT - LOCAL PICTURES

BRIDGE NO.	CONTRACT NO.
MILE POST	DRAWING NO.
SEGMENT	SCALE
STRUCTURE NO.	SHEET NO.

EXHIBIT F



Legend:

— XW HSR

— BNSF

S3-24 ZZYX Rd
OC
Track 1, MP89.77

XWHS Track

EXHIBIT
CALTRANS BRIDGE NUMBER:
54-398
CPUC CROSSING NUMBER:
141-89.77-A

HNTB

3633 INLAND EMPIRE BLVD, SUITE 750
ONTARIO, CA 91764



**XPRESSWEST HIGH-SPEED RAIL
APPLE VALLEY TO CA STATELINE
TRACK 1, MP 91.1 TO 88.2
EXHIBIT - VICINITY MAP**

BRIDGE NO.	CONTRACT NO.
MILE POST	DRAWING NO.
SEGMENT	SCALE
STRUCTURE NO.	SHEET NO.

DESIGNED BY	
DRAWN BY	
CHECKED BY	
IN CHARGE	
DATE	

APPLE VALLEY, CA

CA STATELINE



LEGEND:
 XWHSR TRACK
 STRUCTURE



50' 0 50' 100'
 1"=50'

EXHIBIT C-31A
 CALTRANS BRIDGE NUMBER:
 54-398
 CPUC CROSSING NUMBER:
 141-89.77-A

DESIGNED BY	
DRAWN BY	
CHECKED BY	
IN CHARGE	
A. DURRANI	
DATE	

REV	DATE	BY	CHK	APP	DESCRIPTION

HNTB

3633 INLAND EMPIRE BLVD, SUITE 750
 ONTARIO, CA 91764



XPRESSWEST HIGH-SPEED RAIL
APPLE VALLEY TO CA STATELINE
 TRACK 1 MP 89.77
 ZZYX RD OC
 PLAN - SHEET 1

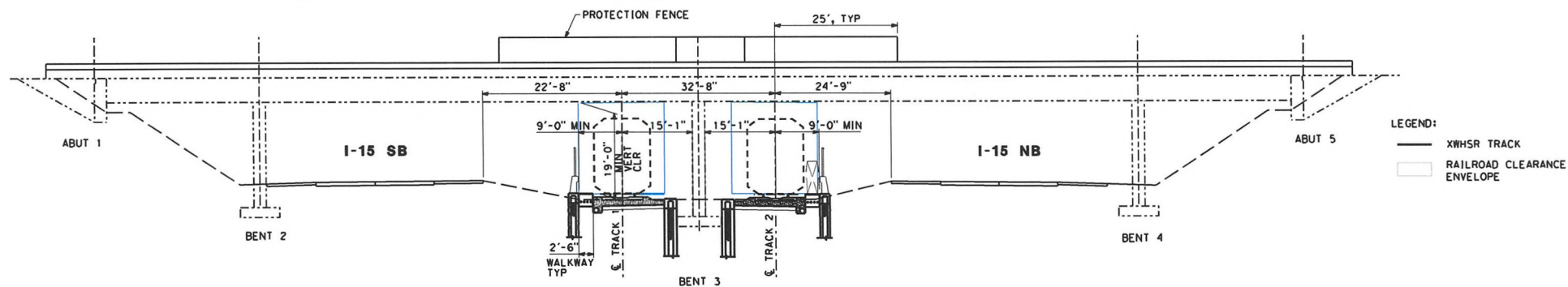
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MILE POST	DRAWING NO.
SEGMENT	SCALE
STRUCTURE NO.	SHEET NO.

8/1/18

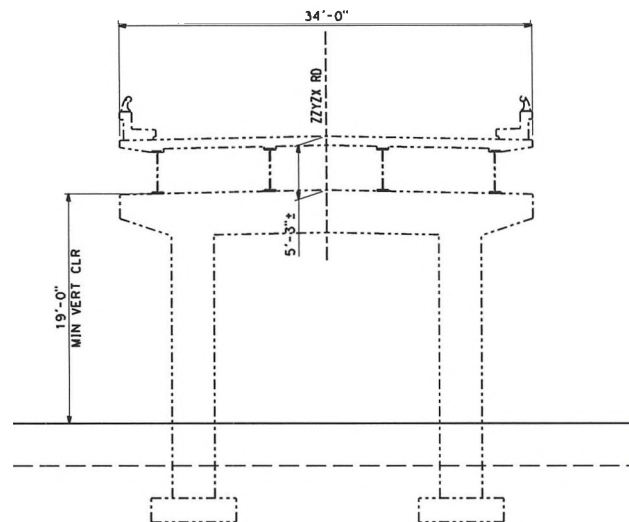
8/1/18

8/1/18

8/1/18



ELEVATION
ZZYZX RD OC
NO SCALE



TYPICAL SECTION
ZZYZX RD OC
NO SCALE

EXHIBIT C-31B

CALTRANS BRIDGE NUMBER:
54-398
CPUC CROSSING NUMBER:
141-89.77-A

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CHECKED BY	
IN CHARGE	
DATE	

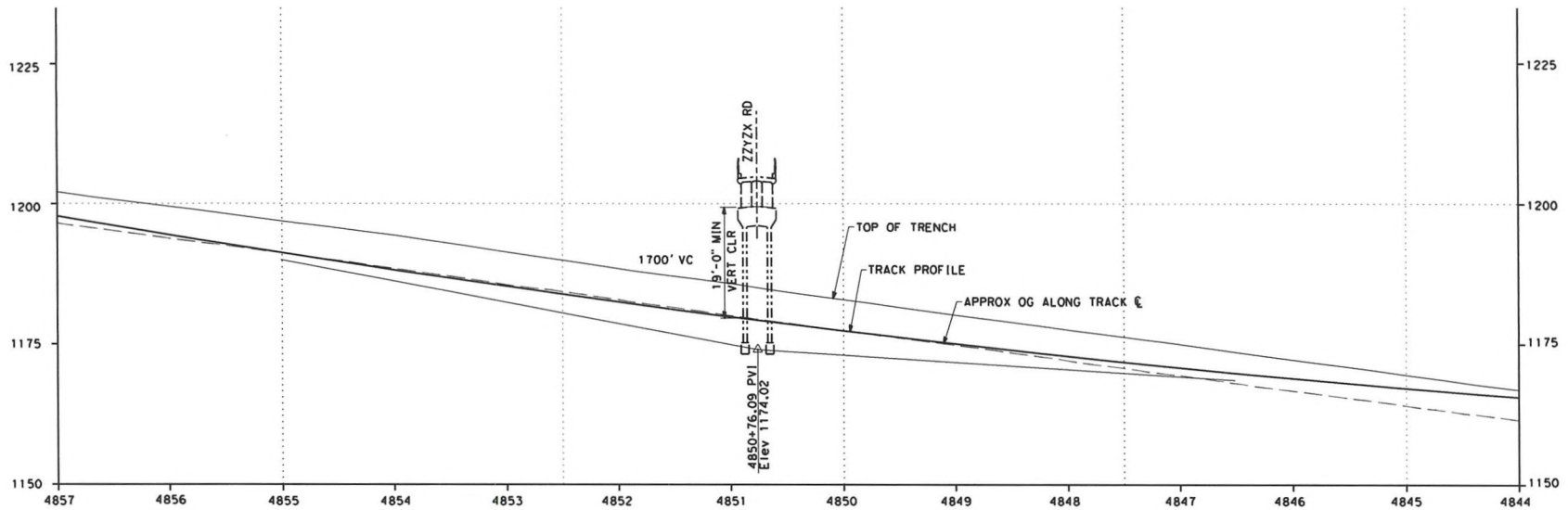
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3633 INLAND EMPIRE BLVD, SUITE 750
ONTARIO, CA 91764

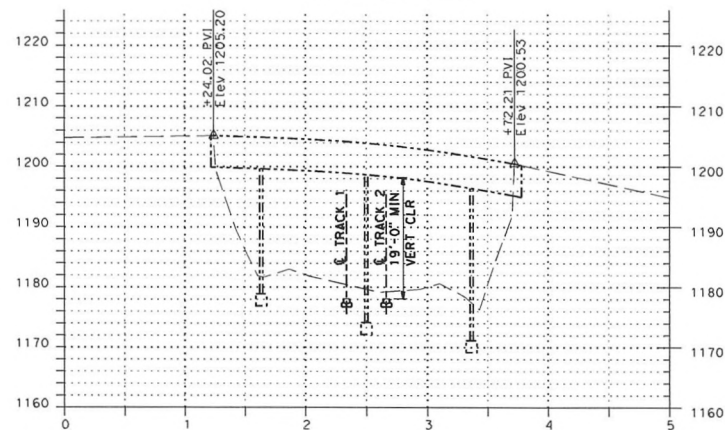


XPRESSWEST HIGH-SPEED RAIL
APPLE VALLEY TO CA STATELINE
TRACK 1 MP 88.77
ZZYZX RD OC
TYPICAL SECTION AND ELEVATION - SHEET 1

BRIDGE NO.	CONTRACT NO.
MILE POST	DRAWING NO.
SEGMENT	SCALE
STRUCTURE NO.	SHEET NO.



TRACK PROFILE
ZZYX RD OC



ROADWAY PROFILE
ZZYX RD OC

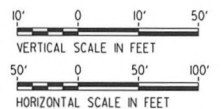


EXHIBIT C-31C

CALTRANS BRIDGE NUMBER:
54-398
CPUC CROSSING NUMBER:
141-89.77-A

DESIGNED BY	
DRAWN BY	
CHECKED BY	
IN CHARGE	
A. DURRANI	
DATE	

HNTB
3633 INLAND EMPIRE BLVD, SUITE 750
ONTARIO, CA 91764



XPRESSWEST HIGH-SPEED RAIL
APPLE VALLEY TO CA STATELINE
TRACK 1 MP 89.77
ZZYX RD OC
TRACK AND ROAD PROFILE - SHEET 1

BRIDGE NO.	CONTRACT NO.
MILE POST	DRAWING NO.
SEGMENT	SCALE
STRUCTURE NO.	SHEET NO.

SP1158

SP1158

SP1158

SP1158



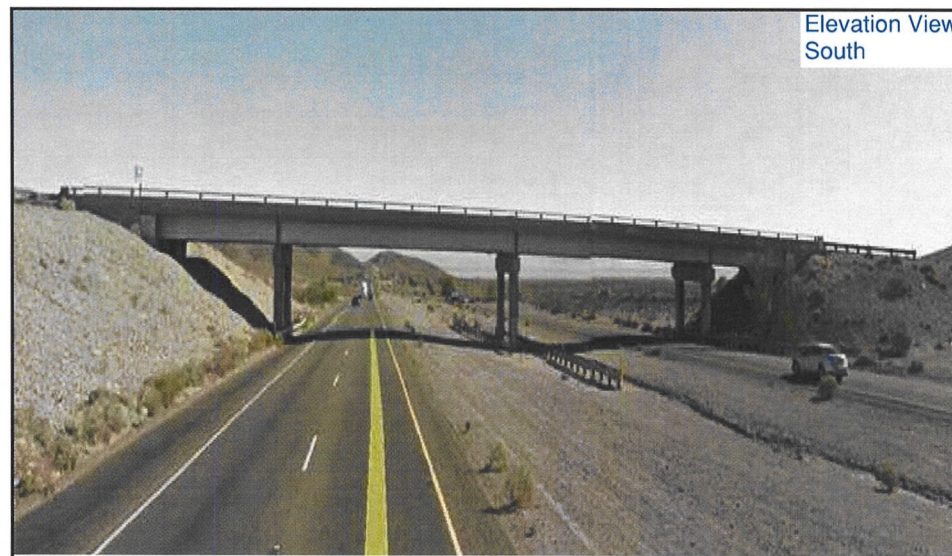
Plan View



Top View



Elevation View
North



Elevation View
South

DESIGNED BY	
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IN CHARGE	
DATE	

HNTB

3633 INLAND EMPIRE BLVD, SUITE 750
ONTARIO, CA 91764

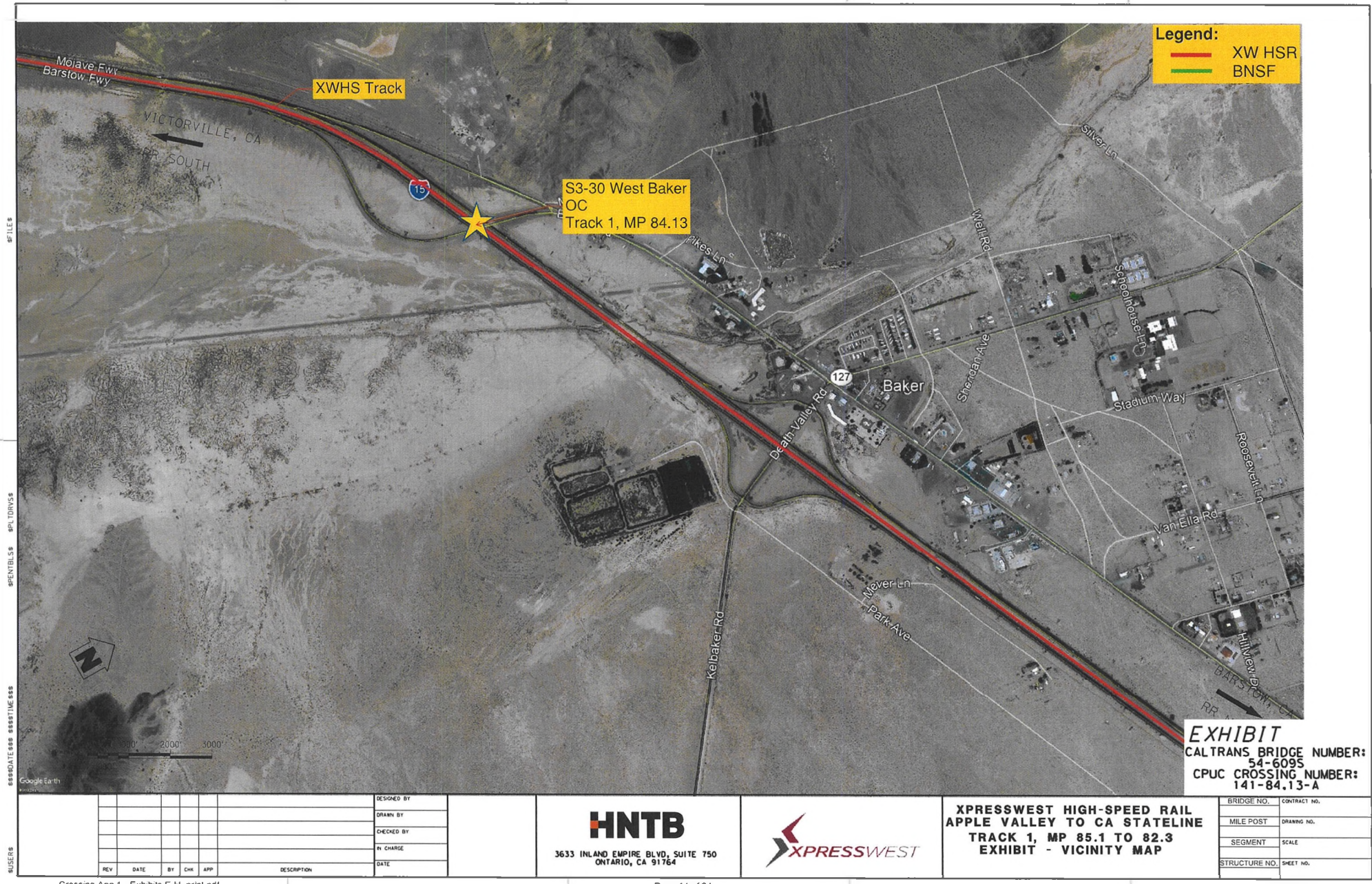


**XPRESSWEST HIGH-SPEED RAIL
APPLE VALLEY TO CA STATELINE**

EXHIBIT - LOCAL PICTURES

BRIDGE NO.	CONTRACT NO.
MILE POST	DRAWING NO.
SEGMENT	SCALE
STRUCTURE NO.	SHEET NO.

EXHIBIT G



APPLE VALLEY, CA

CA STATELINE



LEGEND:

- XWHSR TRACK
- STRUCTURE



50' 0 50' 100'
1"=50'

EXHIBIT C-32A

CALTRANS BRIDGE NUMBER:
54-609S

CPUC CROSSING NUMBER:
141-84.13-A

DESIGNED BY	
DRAWN BY	
CHECKED BY	
IN CHARGE	A. DURRANI
DATE	

REV	DATE	BY	CHK	APP	DESCRIPTION

HNTB

3633 INLAND EMPIRE BLVD, SUITE 750
ONTARIO, CA 91764



**XPRESSWEST HIGH-SPEED RAIL
APPLE VALLEY TO CA STATELINE
TRACK 1 MP 84.13
WEST BAKER OC
PLAN - SHEET 1**

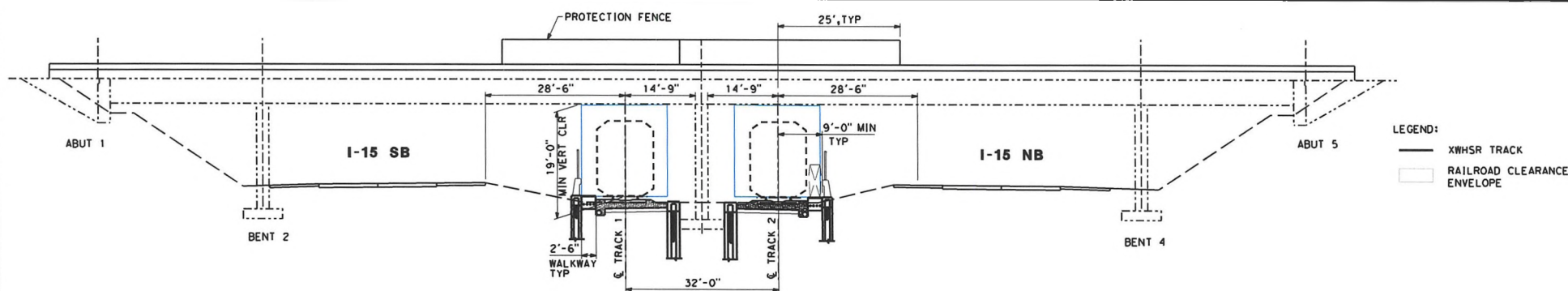
BRIDGE NO.	CONTRACT NO.
MILE POST	DRAWING NO.
SEGMENT	SCALE
STRUCTURE NO.	SHEET NO.

SFILES

SPECIALISTS

SPECIALISTS

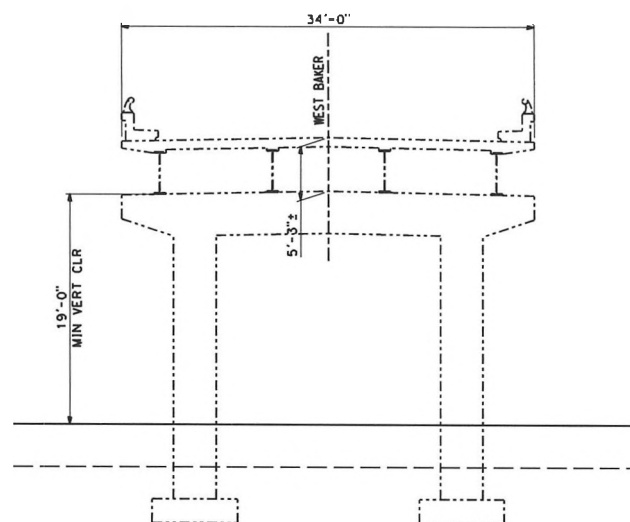
SPECIALISTS



LEGEND:

- XWHSR TRACK
- RAILROAD CLEARANCE ENVELOPE

ELEVATION
WEST BAKER OC
NO SCALE



TYPICAL SECTION
WEST BAKER OC
NO SCALE

EXHIBIT C-32B

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54-609S
CPUC CROSSING NUMBER:
141-84.13-A

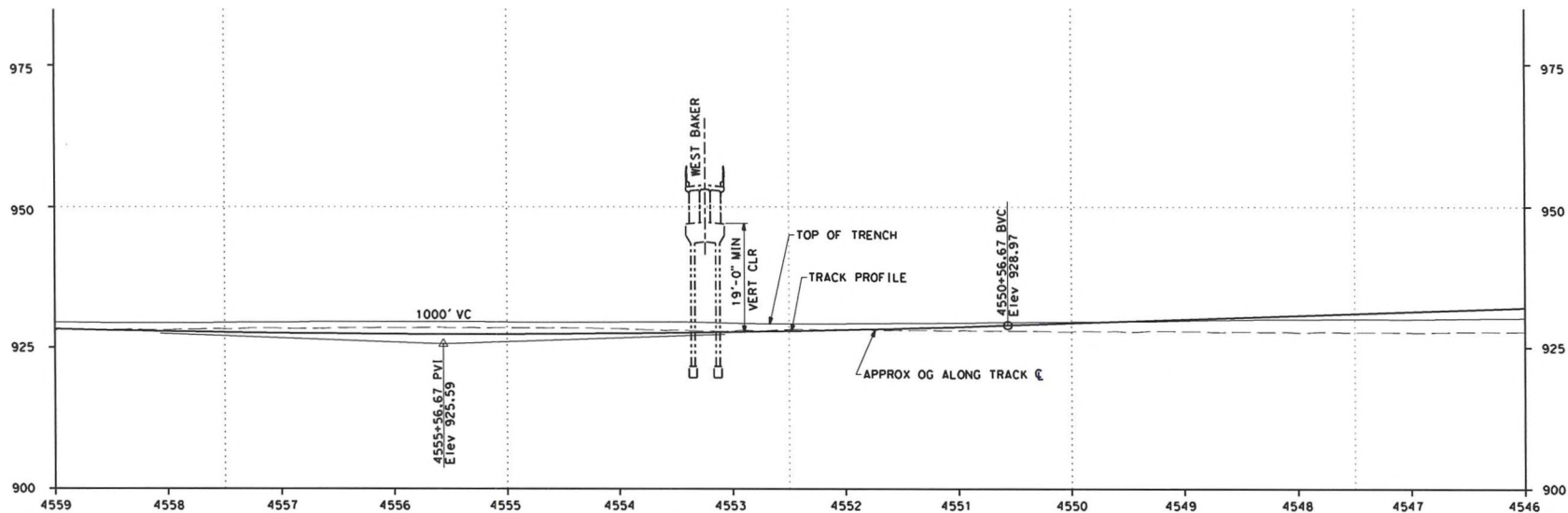
HNTB

3633 INLAND EMPIRE BLVD, SUITE 750
ONTARIO, CA 91764

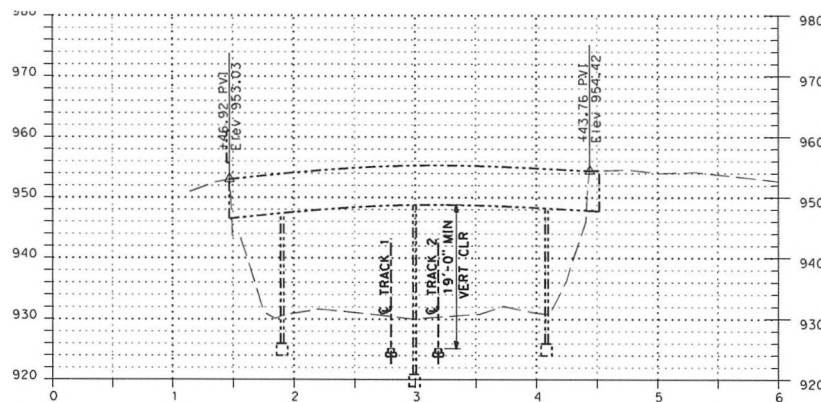


XPRESSWEST HIGH-SPEED RAIL
APPLE VALLEY TO CA STATELINE
TRACK 1 MP 84.13
WEST BAKER OC
TYPICAL SECTION AND ELEVATION - SHEET 1

BRIDGE NO.	CONTRACT NO.
MILE POST	DRAWING NO.
SEGMENT	SCALE
STRUCTURE NO.	SHEET NO.



TRACK PROFILE
WEST BAKER OC



ROADWAY PROFILE
WEST BAKER OC

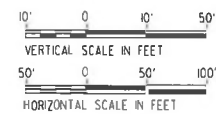


EXHIBIT C-32C

CALTRANS BRIDGE NUMBER:
54-609S
CPUC CROSSING NUMBER:
141-84.13-A

HNTB

3633 INLAND EMPIRE BLVD, SUITE 750
ONTARIO, CA 91764



**XPRESSWEST HIGH-SPEED RAIL
APPLE VALLEY TO CA STATELINE
TRACK 1 MP 84.13
WEST BAKER OC
TRACK AND ROAD PROFILE - SHEET 1**

BRIDGE NO.	CONTRACT NO.
MILE POST	DRAWING NO.
SEGMENT	SCALE
STRUCTURE NO.	SHEET NO.

W/FILE

SP/INT/BL/SR SP/INT/BL/SR

BRIDGE/DATE/NO. BRIDGE/DATE/NO.

BL/USE/NO.



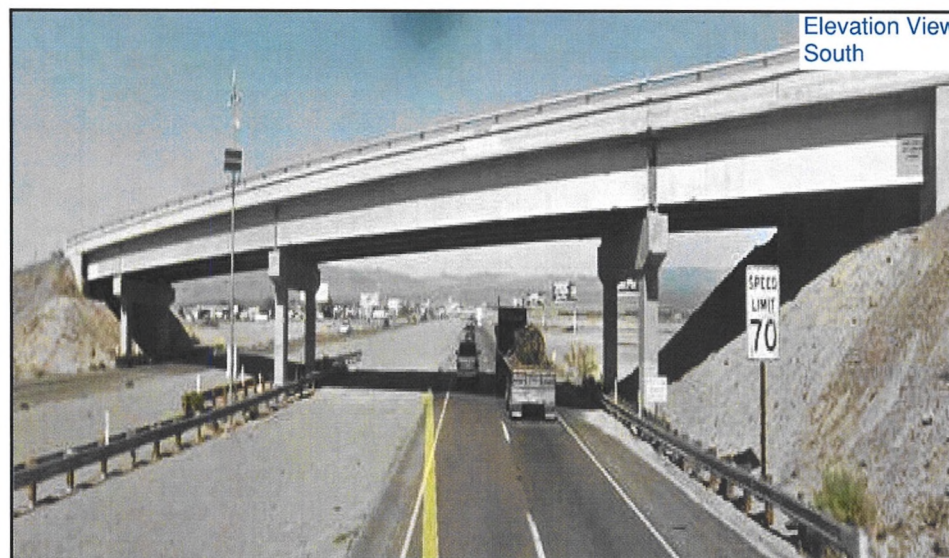
Plan View



Top View



Elevation View North



Elevation View South

REV	DATE	BY	CHK	APP	DESCRIPTION

DESIGNED BY
DRAWN BY
CHECKED BY
IN CHARGE
DATE

HNTB

3633 INLAND EMPIRE BLVD, SUITE 750
ONTARIO, CA 91764

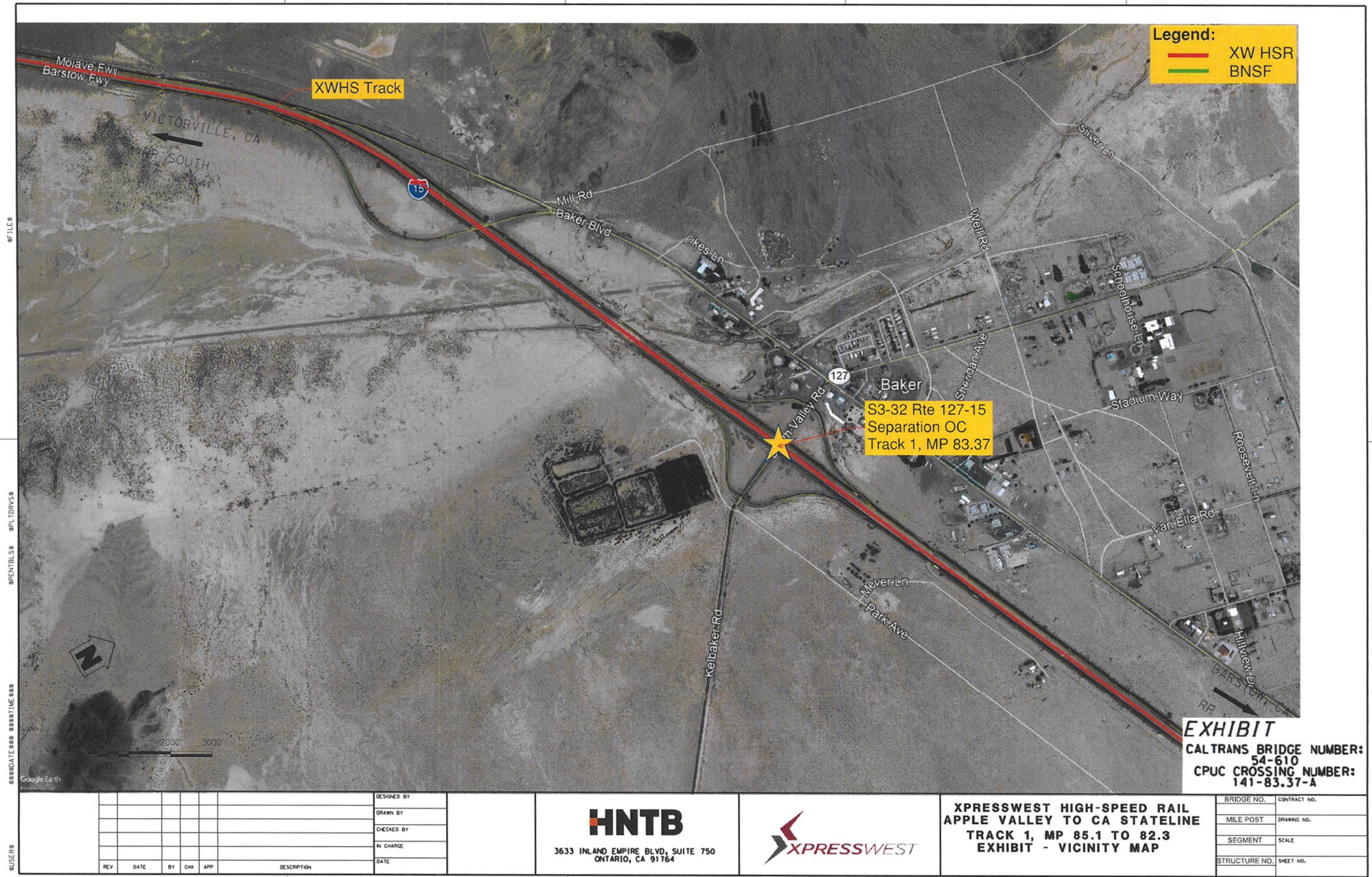


**XPRESSWEST HIGH-SPEED RAIL
APPLE VALLEY TO CA STATELINE**

EXHIBIT - LOCAL PICTURES

BRIDGE NO.	CONTRACT NO.
MILE POST	DRAWING NO.
SEGMENT	SCALE
STRUCTURE NO.	SHEET NO.

EXHIBIT H



RR SOUTH

RR NORTH

— XWHSR TRACK
 STRUCTURE



EXHIBIT C-33A
CALTRANS BRIDGE NUMBER:
54-610
CPUC CROSSING NUMBER:
141-83.37-A

						DESIGNED BY
						DRAWN BY
						CHECKED BY
						IN CHARGE
						A. DURRANI
						DATE
REV	DATE	BY	CHK	APP	DESCRIPTION	

HNTB

3633 INLAND EMPIRE BLVD, SUITE 750
ONTARIO, CA 91764



**XPRESSWEST HIGH-SPEED RAIL
APPLE VALLEY TO CA STATELINE
TRACK 1 MP 83.37
ROUTE 127/15 SEPARATION
PLAN - SHEET 1**

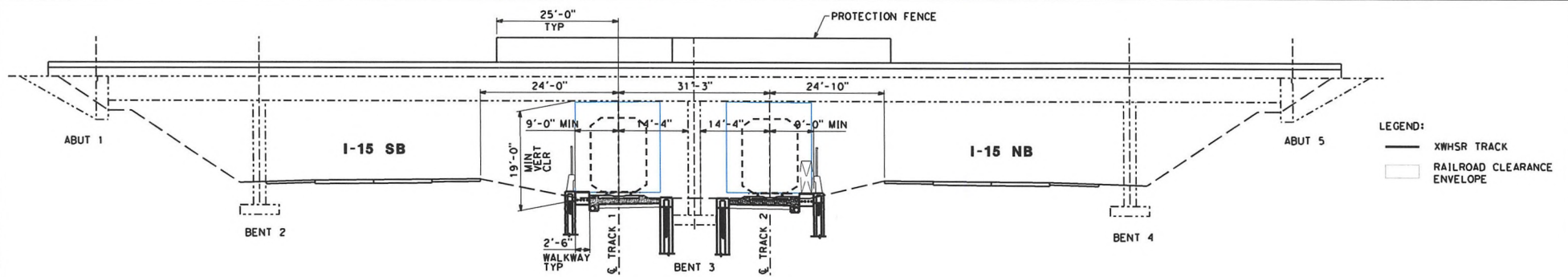
BRIDGE NO.	CONTRACT NO.
MILE POST	DRAWING NO.
SEGMENT	SCALE
STRUCTURE NO.	SHEET NO.

STILES

WENTWILLIS RD. TOWNSHIP

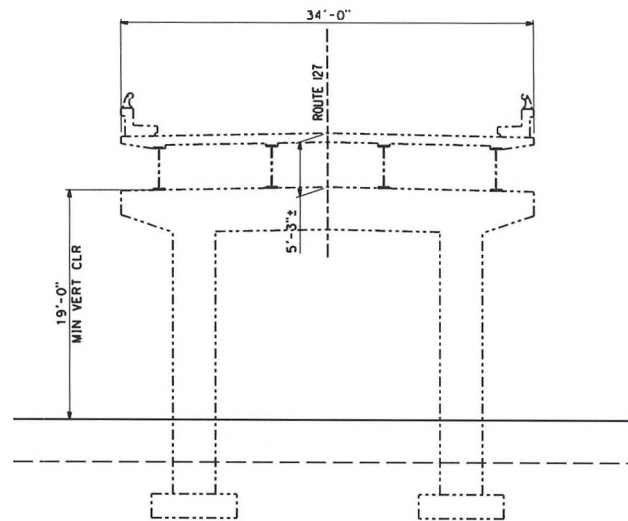
BRANDT/STILES ROADWAY

WENTWILLIS



LEGEND:
 — XWHSR TRACK
 □ RAILROAD CLEARANCE ENVELOPE

ELEVATION
ROUTE 127/15 SEPARATION
 NO SCALE



TYPICAL SECTION
ROUTE 127/15 SEPARATION
 NO SCALE

EXHIBIT C-33B

CALTRANS BRIDGE NUMBER:
 54-610
CPUC CROSSING NUMBER:
 141-83.37-A

						DESIGNED BY
						DRAWN BY
						CHECKED BY
						IN CHARGE
						A. DURRANI
						DATE
REV	DATE	BY	CHK	APP	DESCRIPTION	

HNTB

3633 INLAND EMPIRE BLVD, SUITE 750
 ONTARIO, CA 91764



XPRESSWEST HIGH-SPEED RAIL
APPLE VALLEY TO CA STATELINE
 TRACK 1 MP 83.37
ROUTE 127/15 SEPARATION
TYPICAL SECTION AND ELEVATION - SHEET 1

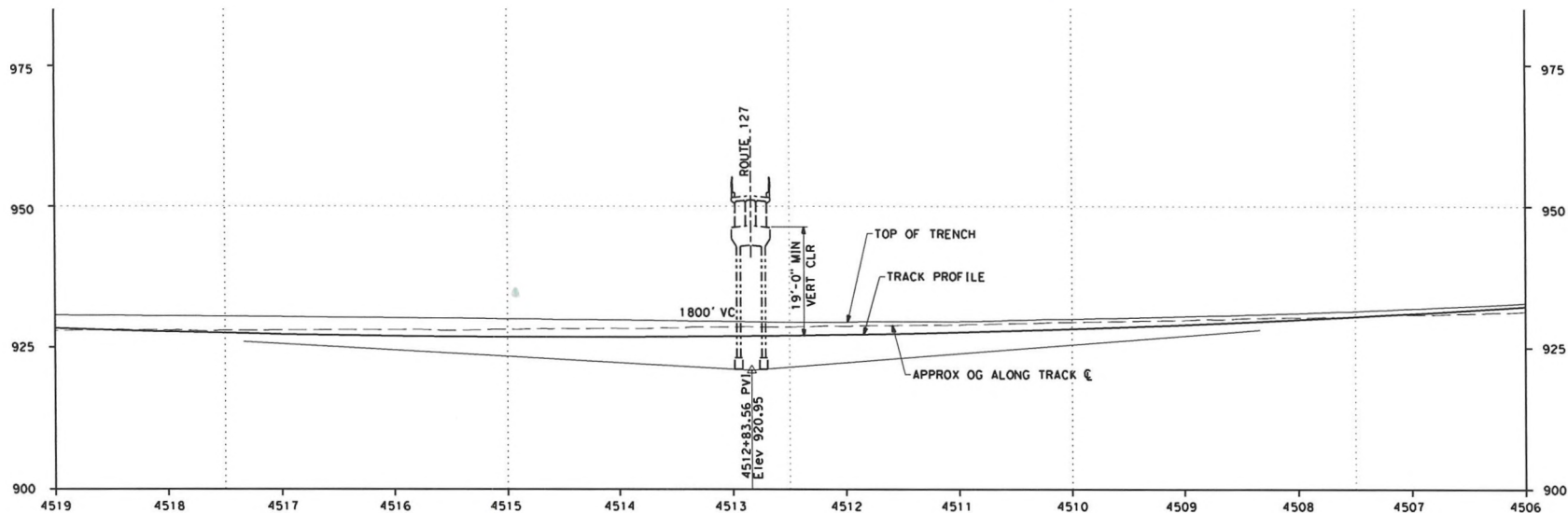
BRIDGE NO.	CONTRACT NO.
MILE POST	DRAWING NO.
SEGMENT	SCALE
STRUCTURE NO.	SHEET NO.

4519

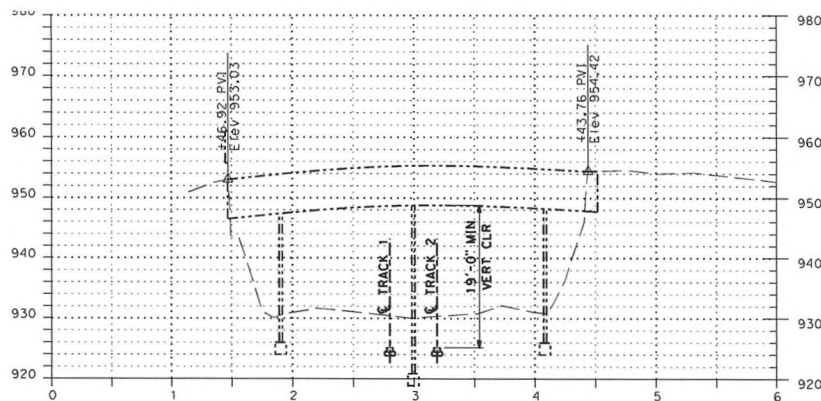
4519

4519

4519



TRACK PROFILE
ROUTE 127/15 SEPARATION



ROADWAY PROFILE
ROUTE 127/15 SEPARATION

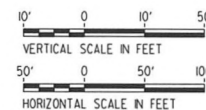


EXHIBIT C-33C

CALTRANS BRIDGE NUMBER:
54-610
CPUC CROSSING NUMBER:
141-83.37-A

DESIGNED BY	
DRAWN BY	
CHECKED BY	
IN CHARGE	
DATE	

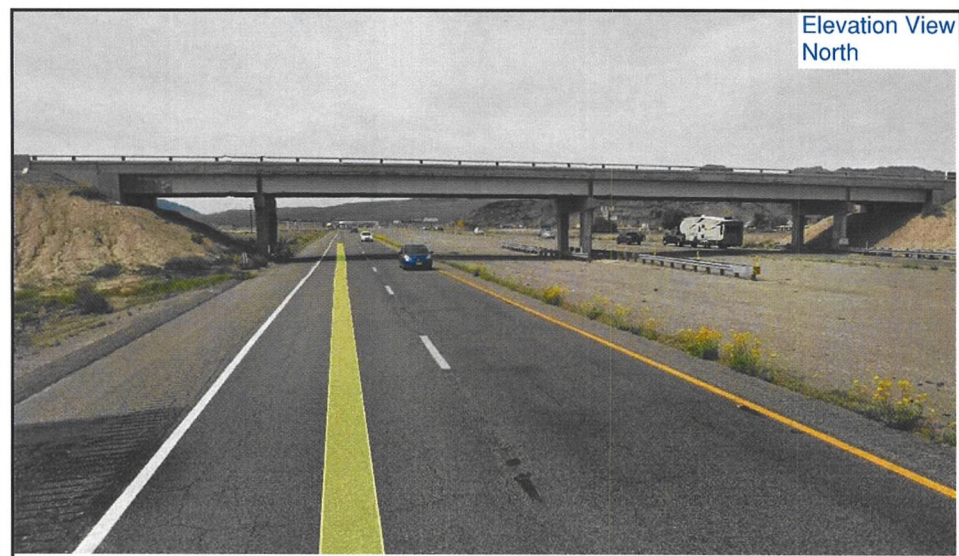
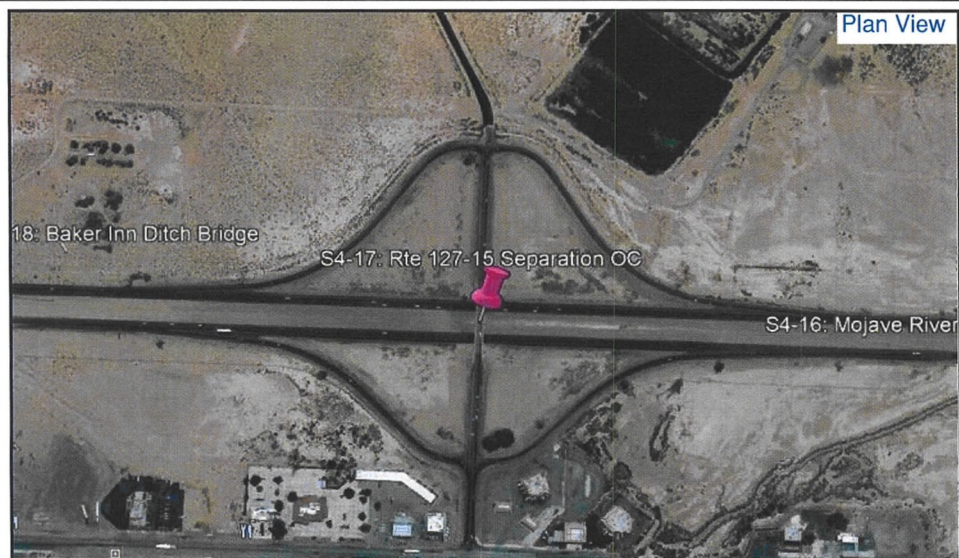
HNTB

3633 INLAND EMPIRE BLVD, SUITE 750
ONTARIO, CA 91764



XPRESSWEST HIGH-SPEED RAIL
APPLE VALLEY TO CA STATELINE
TRACK 1 MP 83.37
ROUTE 127/15 SEPARATION
TRACK AND ROAD PROFILE - SHEET 1

BRIDGE NO.	CONTRACT NO.
MILE POST	DRAWING NO.
SEGMENT	SCALE
STRUCTURE NO.	SHEET NO.



						DESIGNED BY
						DRAWN BY
						CHECKED BY
						IN CHARGE
REV	DATE	BY	CHK	APP	DESCRIPTION	DATE

DESIGNED BY
DRAWN BY
CHECKED BY
IN CHARGE
DATE

HNTB
3633 INLAND EMPIRE BLVD, SUITE 750
ONTARIO, CA 91764



**XPRESSWEST HIGH-SPEED RAIL
APPLE VALLEY TO CA STATELINE**

EXHIBIT - LOCAL PICTURES

BRIDGE NO.	CONTRACT NO.
MILE POST	DRAWING NO.
SEGMENT	SCALE
STRUCTURE NO.	SHEET NO.

EXHIBIT I

EXHIBIT I

Scoping Memo Information for Applications

A. Category (Check the category that is most appropriate)

☐ **Adjudicatory** - “Adjudicatory” proceedings are: (1) enforcement investigations into possible violations of any provision of statutory law or order or rule of the Commission; and (2) complaints against regulated entities, including those complaints that challenge the accuracy of a bill, but excluding those complaints that challenge the reasonableness of rates or charges, past, present, or future, such as **formal rough crossing complaints** (maximum 12 month process if hearings are required).

☒ **Ratesetting** - “Ratesetting” proceedings are proceedings in which the Commission sets or investigates rates for a specifically named utility (or utilities), or establishes a mechanism that in turn sets the rates for a specifically named utility (or utilities). “Ratesetting” proceedings include complaints that challenge the reasonableness of rates or charges, past, present, or future. Other proceedings may also be categorized as ratesetting when they do not clearly fit into one category, such as **railroad crossing applications** (maximum 18 month process if hearings are required).

☐ **Quasi-legislative** - “Quasi-legislative” proceedings are proceedings that establish policy or rules (including generic ratemaking policy or rules) affecting a class of regulated entities, including those proceedings in which the Commission investigates rates or practices for an entire regulated industry or class of entities within the industry.

B. Are hearings necessary?

☐ **Yes**

☒ **No**

If yes, identify the material disputed factual issues on which hearings should be held, and the general nature of the evidence to be introduced. Railroad crossing applications which are not controversial usually do not require hearings.

Are public witness hearings necessary?

☐ Yes

☒ No

Public witness hearings are set up for the purpose of getting input from the general public and any entity that will not be a party to the proceeding. Such input usually involves presenting written or oral statements to the presiding officer, not sworn testimony. Public witness statements are not subject to cross-examination.

C. Issues - List here the specific issues that need to be addressed in the proceeding.

Applicant has worked cooperatively with CalTrans, the sole entity with jurisdictional authority of the public roads that are the subject of this crossing application. Applicant has also worked cooperatively with San Bernardino County, which has some maintenance responsibility for the public roads that are the subject of this crossing application. Applicant believes all issues have been worked out before the filing of this application and is not aware of any objections to be raised by any party in connection with this application.

D. Schedule (Even if you checked “No” in B above) Should the Commission decide to hold hearings, indicate here the proposed schedule for completing the proceeding within 12 months (if categorized as adjudicatory) or 18 months (if categorized as ratesetting or quasi-legislative).

The schedule should include proposed dates for the following events as needed:

45 days from date of filing	Prehearing conference
3 months from date of filing	Hearings
5 months from date of filing	Briefs due
7 months from date of filing	Submission
10 months from date of filing	Proposed decision (90 days after submission)
12 months from date of filing	Final decision (60 days after proposed decision is mailed)