

Decision \_\_\_\_\_

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

Application of the City of Palmdale to construct at-grade crossing modifications at State Route 138 (DOT # 750603S and CPUC #101VY-68.40) for the Southern California Regional Rail Authority and 001B-413.70 for the Union Pacific Railroad within the County of Los Angeles.

Application 24-05-012

**DECISION APPROVING THE AMENDED SETTLEMENT AGREEMENT  
BETWEEN THE CITY OF PALMDALE, UNION PACIFIC RAILROAD  
COMPANY, SOUTHERN CALIFORNIA REGIONAL RAIL AUTHORITY, AND  
THE CALIFORNIA DEPARTMENT OF TRANSPORTATION AND  
AUTHORIZING THE CITY OF PALMDALE TO MODIFY THE EXISTING  
RAILROAD CROSSING AT STATE ROUTE 138/PALMDALE BOULEVARD**

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RAILROAD CROSSING AT STATE ROUTE 138/PALMDALE BOULEVARD**

**Summary**

This decision approves the uncontested Amended Settlement Agreement reached between the City of Palmdale, Union Pacific Railroad Company, the Southern California Regional Rail Authority, and the California Department of Transportation. The Amended Settlement Agreement resolves all of the contested issues in the City of Palmdale's application for a railroad crossing modification on State Route 138. This decision likewise authorizes the City of Palmdale 48 months to construct the railroad crossing modification consistent with the amendments made to the City of Palmdale's application in the Amended Settlement Agreement.

This proceeding is closed.

**1. Background**

**1.1. Factual and Procedural Background**

On May 9, 2024, the City of Palmdale (City, Palmdale or Applicant) filed an application to construct at-grade crossing modifications at State Route (SR) 138 (CPUC Crossing No. 101Vy and DOT #750603S and at milepost 68.40 for the Southern California Regional Rail Authority), and CPUC Crossing No. 001B at milepost 413.70 for Union Pacific Railroad Company) within the County of Los Angeles (Application).

The City desires to modify the existing at-grade railroad crossing at SR 138/Palmdale Boulevard.<sup>1</sup> The crossing spans two sets of tracks used by Southern California Regional Rail Authority (Metrolink) commuter trains and Union Pacific Railroad Company (UPRR) trains. The at-grade crossing modification is part of the Palmdale Boulevard Phase I Improvement Project that includes widening Palmdale Boulevard. The railroad improvements include upgrading traffic signal equipment at the adjacent intersections to incorporate railroad interconnection, upgrading the existing at-grade crossing by replacing existing railroad concrete panels, improved railroad maintenance access points, installing a new vehicular curb and median with mounted flashing light signals and automatic gate arms, and improving the pedestrian facilities at the crossing with channelization railing, pavement markings, pedestrian automatic gate arms, emergency exit swing gates, and detectable warning surfaces.

On June 14, 2024, the Commission's Railroad Safety Division (RSD) filed a response and UPRR filed a protest to the Application. UPRR challenged the preemption timing proposed at 85 seconds, the City's request that the Commission order UPRR to pay a portion of the project costs and the proposed 60-month timing for completion of the project.

On June 25, 2024, in compliance with the assigned Administrative Law Judge's (ALJ) ruling, the parties filed a Joint Prehearing Conference (PHC) Statement. On July 29, 2024, Applicant served a copy of the California

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<sup>1</sup> CPUC Crossing No. 101VY at milepost 68.4 for the Southern California Regional Rail Authority and CPUC Crossing No. 001V at milepost 413.70 for the Union Pacific Railroad Company, DOT No. 750603S.

Environmental Quality Act Initial Study with Mitigated Negative Declaration/Environmental Assessment with a Finding of No Significant Impact (IS/MND).

On August 27, 2024, the Parties accompanied the assigned ALJ and the assigned Assistant Chief ALJ (ACALJ) on a site visit to the existing railroad crossing for the purpose of understanding the proposed modifications detailed in the Application. Immediately following the site visit, the assigned ALJ and ACALJ conducted a PHC, in person at the Palmdale City Hall to address the issues of law and fact, determine the need for hearing, set the schedule for resolving the matter, and address other matters as necessary. At the PHC, the assigned ALJ approved motions for party status made by the California Department of Transportation (Caltrans), which will assume ownership of the improvements after construction, and Metrolink, which owns a set of railroad tracks that transverse the subject rail crossing.

Commissioner Matthew Baker issued a Scoping Ruling on September 18, 2024, that contained the proceeding schedule.

On November 19, 2024, the City and UPRR filed a joint motion to extend the time to file testimony, briefings and reschedule evidentiary hearings. The City and UPRR conferred with RSD, Metrolink and Caltrans and reported that these parties did not object to the motion. The assigned ALJ granted the motion on November 25, 2024.

On January 9, 2025, the parties filed a Joint Case Management Statement again requesting to extend the proceeding schedule by 90 days to allow time for additional settlement discussions.

On January 14, 2025, the assigned ALJ issued a Ruling Amending the Proceeding Schedule and Directing the Parties to File a Joint Status Report. The parties filed a Joint Status Report on April 9, 2025, requesting an additional 60-day extension to the proceeding schedule to allow the parties additional time to discuss settlement of one of the scoped issues.

On April 30, 2025, the assigned ALJ held a status conference to discuss the parties' request to extend the proceeding schedule.

On May 14, 2025, the assigned ALJ issued a ruling amending the proceeding schedule to allow the parties additional time to conduct settlement discussions.

On June 9, 2025, the parties filed a Joint Status Report stating that they had reached a settlement in principle. On June 27, 2025, the parties requested an extension to the proceeding schedule to allow time to draft the Settlement Agreement and to prepare a motion to approve the Settlement Agreement.

On July 1, 2025, the assigned ALJ held a status conference to discuss the extension request. On July 10, 2025, the assigned ALJ issued a Ruling Amending the Proceeding Schedule and Directing the Parties to File a Joint Status Report. The parties filed a joint status report on July 28, 2025, explaining that they had reached a settlement on all issues, were memorializing the settlement, and would file a motion to approve the settlement by August 28, 2025.

On August 28, 2025, all parties joined in filing a Joint Motion to Approve the Settlement Agreement.

On September 11, 2025, the City of Palmdale sent a procedural email to the assigned ALJ notifying the Commission that the City would be amending its

Application and would supply necessary attachments to the Settlement Agreement in its amended Application. Because an amended application is not typically part of a motion to approve a settlement agreement, on September 29, 2025, the assigned ALJ held a status conference to discuss the necessity of amending the Application. At the status conference, the parties agreed that it would be more efficient to modify the Settlement Agreement to include the agreed-upon drawings and plans and amend the Motion to Approve the Settlement Agreement.

Throughout the months of October, November and December 2025, the parties notified the assigned ALJ through procedural emails that they were still in negotiations on the design drawings. The assigned ALJ held another status conference on February 3, 2026, to discuss the parties' efforts to complete the design plan and file an amended Motion to Approve the Settlement Agreement and to set a deadline for doing so.

At the February 3, 2026 status conference, the parties explained that the design plans were 95 percent completed. The consultant anticipated having final design plans by February 20, 2026, after which the consultant and the parties' technical experts required several meetings in order to finalize the plans. The assigned ALJ ordered the parties to file and serve a status statement by March 6, 2026, and set a deadline to complete the Settlement Agreement and amend the motion for approval by March 20, 2026.

The parties filed an Amended Joint Motion to Approve Amended Settlement Agreement on March 23, 2026. The Amended Settlement Agreement resolves all contested issues in the Scoping Memo; however, RSD is not a party to

the Amended Settlement Agreement. RSD explained that it does not enter into settlement agreements, but its lack of opposition to the parties' motion indicates that it does not oppose the Amended Settlement Agreement.

On April 3, 2026, RSD filed a Response to the Amended Joint Motion to Approve the Amended Settlement Agreement in which RSD confirmed that it has no objections to the Amended Settlement Agreement and the exhibits thereto.<sup>2</sup>

## **2. Admitting Application and Exhibits into Evidence and Closing Proceeding Record**

The Application and all attached exhibits (Exhibits A through I), as modified by the Amended Settlement Agreement, and discussed in sections 2.1 and 2.2, below, and the Amended Settlement Agreement are received into the record.

Modifications to the Application in the Amended Settlement Agreement are:

### **2.1. Page 6 of the Application**

The following paragraphs are removed from page 6 of the Application:

- i. That the Public Utilities Commission of the State of California issue an Order requiring Union Pacific to provide preemption time, as per the engineering calculations attached hereto as Exhibit B, preemption calculations, pursuant to the provisions of Sections 1201-1205, inclusive of California Public Utilities Code.

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<sup>2</sup> Response of The Rail Safety Division to The Amended Joint Motion to Approve the Amended Settlement Agreement, at 2.

- ii. That the Public Utilities Commission of the State of California issue an Order providing 60 months from the date of such an Order within which to complete the work requested.
- iii. That the Public Utilities Commission of the State of California issue an Order requiring Union Pacific to pay a percentage of the total project which include improvements, such as, but not limited to, track and signal procurement, track and signal construction, positive train control updates, and flagging. Reasonable costs to be paid by Union Pacific should be determined by the Commission. The lack of consensus from Union Pacific regarding the advance preemption timing has resulted in more than 16 months of delay. With increasing costs over time, authorizing cost sharing from Union Pacific and requiring Union Pacific to implement the safety improvements will ensure the project is constructed.

## **2.2. Exhibits A and B to the Application**

The parties updated Exhibits A and B to the Application and renumbered them to Exhibits A-2, A-3 and B. These Exhibits attached to the Amended Settlement Agreement contain final design and signal plans and preemption calculations

The evidentiary record is now closed.

## **3. Submission Date**

This matter was submitted on April 2, 2026, upon RSD's filing of its Response to the Amended Joint Motion to Approve Amended Settlement Agreement.

## **4. Jurisdiction**

Public Utilities (Pub. Util.) Code Sections 1201 and 1202 grant the Commission jurisdiction over railroad crossing applications. The applicable

safety and regulatory requirements are found in Pub. Util. Code sections 1201-1205 and section 99152. The Commission's Rules of Practice and Procedure (Rule(s)) 3.7-3.11 also govern applications to construct crossings involving railroads and public roads.

## **5. Issues Before the Commission**

The issues to be determined or otherwise considered in this proceeding are:

1. Is the advanced preemption timing in the engineering calculations in Exhibit B to the Application, of 85 seconds, appropriate and safe for all intersection and crossing users?
  - a) Is there any impact on pre-emption timing when commuter trains stop at the Palmdale station heading towards Los Angeles or heading towards Lancaster?
2. Should the Commission approve the Application for construction of at-grade modifications to the railroad crossing at SR 138, under Pub. Util. Code sections 1201-1205, and Rules 3.7 and 3.8?
3. Should the Commission grant the Applicant a period of 60 months, or five years, from the date the Application is approved to complete the proposed project?
4. Is there authority for the Commission to order any party, other than the Applicant, to pay a percentage of the total project costs?
  - a) If so, should the Commission order UPRR or any other party to pay a percentage of the total project costs?
5. Has the applicant complied with the California Environmental Quality Act?

6. Does the Application align with or impact the achievement of any of the nine goals of the Commission's Environmental and Social Justice Action Plan?

## **6. Settlement Agreement Terms**

After significant and extended negotiations, Palmdale, UPRR, Metrolink and Caltrans (collectively Settling Parties) entered into an Amended Settlement Agreement to address all contested issues in the Application, namely scoped issues one, three and four. RSD has no objection to the Application or to the Settlement Agreement, but reports that, on principle, it will not sign onto settlement agreements.

The Amended Settlement Agreement resolves the key issues as follows:

### **6.1. Scoped Issue One: Preemption Timing**

The Application proposed a preemption time of 85 seconds predicated on the need to clear vehicular and pedestrian traffic from the at-grade crossing after widening the roadway and upgrading the traffic signal equipment and railroad warning devices. UPRR objected to this preemption timing based on the City's proposed preemption time of 85 seconds exceeding the equipment manufacturer's stated equipment limitations, industry recommendations, and Union Pacific's standard of 50 seconds.<sup>3</sup> Metrolink also challenged the preemption timing, although Metrolink did not file an independent protest, instead concurring with UPRR's protest. To settle this issue, Applicant conducted a comprehensive evaluation of the advanced preemption timing calculations, analyzing various factors including train frequencies, traffic

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<sup>3</sup> UPRR Protest to Application A2405012, at 5.

patterns, pedestrian activity and clearance intervals. Applicant incorporated the findings into design changes, including refining the crosswalk lengths and balancing traffic flow. The resulting preemption timing (referred to in the Amended Settlement Agreement as “TAT” total approach time) is 78 seconds for the UPRR track and 83 seconds for the Metrolink track.<sup>4</sup>

Scoped issue 1.a is also resolved in that the negotiated design modifications address any impact on preemption timing when commuter trains stop at the Palmdale Station heading towards Los Angeles or towards Lancaster. Given the proximity of the Palmdale Station to Palmdale Boulevard, as trains are heading towards Los Angeles, Metrolink will use nearside technology. Nearside technology integrates traffic signal controllers to dynamically adjust the preemption sequence based on real-time train location and speed. The result is that crossing gates and signals are activated only when a train will be passing through the crossing<sup>5</sup> and not when the train is heading into the station.

## **6.2. Scoped Issue Three: Project Completion Timing**

Applicant requested 60 months to complete the crossing modification.<sup>6</sup> RSD had no objection to the 60-month timeframe. UPRR, on the other hand, contested this timing, but did not propose an alternative. UPRR simply stated “Union Pacific opposes this request because the time frame of sixty (60) months is entirely unreasonable and does not acknowledge the realities of the project or

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<sup>4</sup>Amended Joint Motion to Approve Amended Settlement Agreement, at 6 and 11. *See also*, Settlement Agreement, Exhibit B.

<sup>5</sup> Amended Joint Motion to Approve Amended Settlement Agreement, at 11-12.

<sup>6</sup> Application, at 6.

the impact that rushing the project might have on the safety of the community.”<sup>7</sup> Surprisingly then, in the Amended Settlement Agreement, the parties settled for 48 months to complete the project. The Commission finds that this timeframe is reasonable and consistent with similar Commission approved crossing projects.

### **6.3. Scoped Issue Four: UPRR’s Cost Sharing**

The Application requested that the Commission order UPRR to contribute to the cost of the project based on a lack of consensus between the parties, resulting in project implementation delay and rising costs.<sup>8</sup> UPRR vociferously opposed this request for a number of reasons but primarily citing safety as UPRR’s primary concern.<sup>9</sup> The Amended Settlement Agreement requires the City to strike the request for UPRR’s cost sharing from the Application. Because the Commission does not generally involve itself in the project funding, the Commission agrees that settlement on this issue is the most efficient mechanism to address these concerns.

## **7. The Settlement Satisfies Rule 12.1 of the Commission’s Rules of Practice and Procedure**

Although California law recognizes “a strong public policy favoring the voluntary settlement of disputes,”<sup>10</sup> an adjudicating tribunal must find a

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<sup>7</sup> Protest of UPRR to Application No. 24-05-012, at 7.

<sup>8</sup> Application No. 24-05-012, at 6.

<sup>9</sup> Protest of UPRR to Application No. 24-05-012, at 7.

<sup>10</sup> *Rheinhardt v. Nissan N. Am., Inc.* (2023) 92 Cal.App.5th 1016, 1027, citing *Monster Energy Co. v. Schechter* (2019) 7 Cal.5th 781, 793, 249, *Zamora v. Clayborn Contracting Group, Inc.* (2002) 28 Cal.4th 249, 260, *Kaufman v. Goldman* (2011) 195 Cal.App.4th 734, 745, *Osumi v. Sutton* (2011) 151  
*Footnote continued on next page.*

proposed settlement agreement satisfies prescribed criteria before deciding upon approval.<sup>11</sup>

The Commission facilitates this strong policy goal by considering whether a settlement agreement produces a just outcome overall, instead of focusing on its individual terms:

“In assessing settlements, we consider individual settlement provisions but, in light of strong public policy favoring settlements, *we do not base our conclusion on whether any single provision is the optimal result*. Rather we determine *whether the settlement as a whole produces a just and reasonable outcome*.”<sup>12</sup>

The Rules establish the requirements for evaluating and approving a proposed settlement agreement. Rule 12.1(d) provides that a proposed settlement may be approved if the Commission finds it to be (1) reasonable in light of the whole record, (2) consistent with the law, and (3) in the public interest.<sup>13</sup>

The Settling Parties contend that the Amended Settlement Agreement terms comprehensively address and resolve all of the Scoping Memo’s contested

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Cal.App.4th 1355, 1359 (“[i]t is, of course, the strong public policy of this state to encourage the voluntary settlement of litigation”). Settlement agreements “are highly favored as productive of peace and good will in the community, and reducing the expense and persistency of litigation.” *McClure v. McClure* (1893) 100 Cal. 339, 343.

<sup>11</sup> *Rheinhardt v. Nissan N. Am., Inc.*, 92 Cal.App.5th at 1027 “Notwithstanding that policy, courts can declare settlement agreements and releases, which the law treats like any other contracts (*Timney v. Lin* (2003) 106 Cal.App.4th 1121, 1127,), void and unenforceable on the basis of other public policies, illegality or unfairness.” *citing City of Santa Barbara v. Superior Ct.* (2007) 41 Cal.4th 747, 777 & fn. 53.

<sup>12</sup> See D.11-05-018 at 16 (emphasis added). See also, D. 25-12-029.

<sup>13</sup> See D.12-10-019, Order Denying Rehearing of D.08-08-030 (October 11, 2012) at 14-15; D.09-11-008, Decision Denying Motion to Adopt Contested Settlement and Dismissing Application (November 20, 2009), at 6.

issues as discussed above, and that the Amended Settlement Agreement is reasonable in light of the whole record, consistent with the law and in the public interest.

**7.1. The Amended Settlement Agreement is Reasonable In Light of the Whole Record**

The settling parties reached an agreement after extensive settlement negotiations over a considerable amount of time. Although RSD is not a signatory to the Amended Settlement Agreement, it did not oppose the Application and does not oppose the Amended Settlement Agreement.<sup>14</sup> RSD did not identify any safety issues with the railroad crossing modification as originally proposed or as modified by the Amended Settlement Agreement.

The contested issues in the proceeding involve the preemption timing, the project construction costs and the project completion timing. The City's Application requested a preemption timing of 85 seconds. After significant negotiations and involving all of the parties' technical staff, the Settling Parties arrived at preemption timing that addresses the safety concerns raised by UPRR and Metrolink. The total approach time for UPRR trains will be 78 seconds and the total approach time for Metrolink trains will be 83 seconds. Metrolink will also employ nearside technology to avoid triggering crossing signals before it pulls into the Palmdale Station. This technology will only activate crossing gates and signals when trains leave the station and will traverse the crossing.

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<sup>14</sup> RSD Response to Joint Motion to Approve Amended Settlement Agreement, at 2.

As noted, allocation of project completion costs is generally not within the Commission's purview. Accordingly, a negotiated settlement between the parties was the best method to address this issue.

Lastly, the negotiated timing for project construction simply reduces the construction timeframe from 60 months to 48 months. The reduction of one year to complete the project is not significant, and the time frame is consistent with construction of similar railroad crossing projects.

The record of this proceeding shows that the Amended Settlement Agreement was the result of zealous advocacy and arm's length negotiations by sophisticated counsel. The Amended Settlement Agreement is uncontested and reasonably resolves three of the disputed issues in this proceeding. We find that the Amended Settlement Agreement is reasonable in light of the whole record and produces a just outcome.

#### **7.2. The Amended Settlement Agreement is Consistent with the Law**

The Amended Settlement Agreement is consistent with all applicable statutes, regulations and Commission Rules.

The Settling Parties and counsel to this proceeding are sophisticated and experienced in Commission proceedings. They each possess substantial expertise regarding the issues presented by the Application. The record shows that the Settling Parties proposed approval and adoption of the Amended Settlement Agreement through a written joint motion. The motion presents the factual and legal considerations adequate to advise the Commission on the scope and terms of the Amended Settlement Agreement and of the grounds for its

adoption, including detailed design plans to replace those in the Application. The Amended Settlement Agreement was limited to the issues scoped in this proceeding. Therefore, the Parties complied with the written motion requirements of Rule 12.1(a).

In addition, the Amended Settlement Agreement effectuates established Commission and state policy to promote settlement of disputes. This policy reduces litigation expenses, conserves Commission resources, and allows parties to control the risk of unacceptable results of litigation. The Commission policy favoring settlements is especially appropriate here, where the Settling Parties, including the Applicant, jointly requested approval of the Amended Settlement Agreement and RSD has stated that it has no objection to the Amended Settlement Agreement. That said, we recognize that California's strong public policy favoring settlement does not excuse a contractual clause that is otherwise illegal or unjust.<sup>15</sup> A reading of the Amended Settlement Agreement does not reveal any concerns about the legality of its terms.

Accordingly, we find that the Amended Settlement Agreement is consistent with applicable law.

### **7.3. The Amended Settlement Agreement is in the Public Interest**

We review each settlement agreement presented in light of the circumstances of each case to determine if the settlement agreement is in the

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<sup>15</sup> *Rheinhardt v. Nissan N. Am., Inc.*, 92 Cal.App.5th 1016, 1028 citing *Timney v. Lin* (2003) 106 Cal.App.4th 1121, 1127, "[O]ur Supreme Court and other California courts have rejected the notion that a settlement judge may properly act to 'approve' an illegal contract and thereby shield it from invalidation. [Citations.]"

public interest.<sup>16</sup> The Settling Parties have shown that the Amended Settlement Agreement is in the public interest by agreeing to a reasonable compromise of issues that would have otherwise been litigated with attendant costs on the Settling Parties and the Commission, that significant compromises of adverse litigation positions were made, and that the compromises reached do not jeopardize safety or adversely impact environmental and social justice communities.

The Amended Settlement Agreement reflects the unique characteristics of this at-grade railroad crossing. In particular, the revised preemption timing was fully vetted by the Settling Parties' and RSD's engineers to ensure that vehicles and pedestrians can vacate the crossing in time for trains to safely approach.

The settlement likewise resolves the two other contested issues-namely the time frame for project completion and the need for UPRR to share in the project costs-both of which are reasonable compromises. Fully litigating these contested issues, as well as the very technical preemption timing issue, between five parties

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<sup>16</sup> In *Santa Barbara v. Superior Court* (2007) 41 Cal.4th 747, 755-56, the California Supreme Court, citing *Tunkl v. Regents of University of California* (1963) 60 Cal.2d 92, 98 addressed the "factors or characteristics" that underlie the concept of "public interest" in the context of an agreement releasing liability as follows:

"The social forces that have led to such characterization are volatile and dynamic. No definition of the concept of public interest can be contained within the four corners of a formula. The concept, always the subject of great debate, has ranged over the whole course of the common law; rather than attempt to prescribe its nature, we can only designate the situations in which it has been applied. We can determine whether the instant contract does or does not manifest the characteristics which have been held to stamp a contract as one affected with a public interest."

would consume significant time and expense for the parties and for the Commission.

Therefore, we find the Amended Settlement Agreement to be in the public interest. The Joint Amended Motion to Approve the Amended Settlement Agreement is granted, the modifications in the motion to the Application are made, and the Amended Settlement Agreement is approved.

**8. The Application Complies with  
Public Utilities Code Sections 1201-1205  
and the Rules 3.7 and 3.8,  
and the Commission's General Orders**

**8.1. Public Utilities Code, Section 1201<sup>17</sup>**

Under Pub. Util. Code section 1201, the Commission has the authority to approve new and modified rail crossings. Applicant complied with Pub. Util. Code Section 1201 by submitting A.24-05-012, as amended, to the Commission to modify an at-grade crossing at SR 138/Palmdale Boulevard.

**8.2. Rule 3.7**

Rule 3.7 is the applicable Rule for applications to construct a roadway over existing railroad tracks, as in the case of the modifications to SR 138 over the UPRR Tracks and the Metrolink Tracks.

Rule 3.7 is satisfied as follows:

Rule 3.7(a): The crossing name is SR 38/Palmdale Blvd, located at MP 68.4 on the SCRRA Valley Subdivision and MP 413.70 on the UPRR Mojave

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<sup>17</sup> Pub. Util. Code sections 1202-1205 grants various authority to the Commission, such as the right to determine the particular point of crossing (section 1202), the right to conduct a pilot study to evaluate crossing safety measures (section 1202.05) the cost apportionment for the crossing construction (sections 1202.1, 1202.2, 1202.3 1202.5, 1202.6 1203, 1204, and 1205). Accordingly, compliance with these sections does not need to be separately evaluated.

Subdivision, with latitude and longitude coordinates as follows: latitude - 34.579511, longitude -118.117425.

Rule 3.7(b): The crossing identification numbers of the nearest existing public crossings located to the proposed crossing are:

- To the south, Ave R at-grade rail crossing, CPUC Crossing No. 001B-414.20, 101VY-67.92/ DOT No. 750602K, and
- To the north, Sierra Hwy at-grade rail crossing, CPUC Crossing No. 001B-412.80, 101VY-69.32/DOT No. 750604Y.

Rule 3.7(c)(1): A statement showing the public need to be addressed by the proposed crossing is included on pages 1-3 of the Application wherein the City reports that the crossing is part of a larger project to widen SR 138/Palmdale Blvd. Between 1997 and 2024, five fatalities and two injuries occurred at this railroad crossing. A total of 131 accidents were reported at adjacent intersections between 2015 and 2020. Applicant asserts that upgrading the traffic signal operations, pedestrian gates and median islands will improve safety for all users.<sup>18</sup>

Moreover the simultaneous preemption that currently exists at this rail crossing does not provide adequate track clearance green time interval to clear the design vehicle from the minimum track clearance distance in the worst-case scenario and the existing operation does not allow time to provide any pedestrian clearance interval prior to track clearance green time interval.<sup>19</sup> The City intends to upgrade the preemption operation to advanced preemption

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<sup>18</sup> Application, at 3.

<sup>19</sup> *Id.*, at 2.

timing, which would allow for full pedestrian clearance. This in turn would further enhance the safety of the railroad crossing.

Rule 3.7(c)(3): A drawing showing the signs, signals, or other crossing warning devices is included in Exhibit A to the Application as modified by Exhibit A to the Amended Settlement Agreement.<sup>20</sup>

Rule 3.7(d): Drawings in compliance with Rule 3.7(d) are included in Exhibit A to the Application as modified by Exhibit A to the Amended Settlement Agreement.<sup>21</sup>

Rule 3.7(e): A map in compliance with Rule 3.7(e) is included in Exhibit A to the Application as modified by Exhibit A to the Amended Settlement Agreement.<sup>22</sup>

Rule 3.7(f): Drawings (profile) in compliance with Rule 3.7(f) are included in Exhibit A-2 to the Application as modified by Exhibit A-2 to the Amended Settlement Agreement.

Although applicant did not submit a statement showing why a separation of grades is not practicable, Applicant has provided sufficient evidence to satisfy Rule 3.7.

### **8.3. Rule 3.8**

The Application complies with Rule 3.8 by stating the crossing identification number of the crossing, which is CPUC Crossing No. 001B-414.20,101VY-67.92/ DOT No. 750602K. All improvements will be within the

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<sup>20</sup> Amended Settlement Agreement, Exhibit A-3.

<sup>21</sup> *Id.*, at Exhibits A-1 and A-2.

<sup>22</sup> *Id.*, at Exhibits A-1.

City's and Railroads' existing right-of-way as shown in the civil drawings in Exhibit A-2 to the Amended Settlement Agreement.

#### **8.4. The Commission's General Orders**

The Commission has four General Orders (GO(s)) that apply to rail crossings, two of which specifically apply to at-grade crossings. GO 26-D governs clearances on railroads and street railroads as to side and overhead structures, parallel tracks and crossings. GO 72-B governs construction and maintenance-standard types of pavement construction for at-grade railroad crossings. GO 75-D governs warning devices for at-grade railroad crossings. GO 118-A regulates the construction, reconstruction and maintenance of sidewalks and vegetation management adjacent to railroad tracks.

The Application complied with all four GOs. Specifically, in compliance with GO 26-D, the final design complies with all regulations governing clearances on railroads and street railroads with reference to side and overhead structures, parallel tracks, crossing of public roads, highways and streets.<sup>23</sup>

In compliance with GO 72-B, the final design complies with all rules governing the construction and maintenance of at-grade crossings within public streets, roads and highways.<sup>24</sup>

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<sup>23</sup> Response of The Rail Safety Division to the Application of the City of Palmdale to Alter State Route 138/ Palmdale Boulevard At-Grade Crossing in the City Of Palmdale, Attachment A at A-2. *See also*, Response of the Rail Safety Division to the Amended Joint Motion to Approve the Amended Settlement Agreement, at 5.

<sup>24</sup> *Ibid.*

In compliance with GO 75-D, the final design complies with all regulations governing standards for warning devices for at-grade highway rail crossings.<sup>25</sup>

In compliance with GO 118-A, the final design complies with all regulations governing the construction, reconstruction, and maintenance of walkways, adjacent to railroad tracks and control of adjacent vegetation.<sup>26</sup>

Applicant has provided sufficient evidence to satisfy GO 26-D, GO 72-B, GO 75-D and GO 118-A.

## **9. California Environmental Quality Act Compliance**

The California Environmental Quality Act (CEQA)<sup>27</sup> requires governmental agencies to determine if there are any environmental impacts from proposed projects, and to mitigate any identified environmental impacts to the extent possible. The modifications to the existing crossing at SR 138/Palmdale Boulevard are a “project” under CEQA that require CEQA analysis and possible exemption or mitigation of adverse or significant environmental impacts.

The CEQA lead agency is the agency with the principal responsibility for approving or carrying out the project. The lead agency maintains the responsibility for deciding whether an Environmental Impact Report (EIR) or a negative declaration will be required and has the obligation to prepare the appropriate document,<sup>28</sup> or to determine whether the project is statutorily or

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<sup>25</sup> *Ibid.*

<sup>26</sup> *Ibid.*

<sup>27</sup> Public Resources Code sections 21000 *et seq.*

<sup>28</sup> 14 CCR section 15367.

categorically exempt. A “responsible agency” is a public agency that will make a discretionary decision about the project, for which a lead agency is preparing or has prepared an EIR or negative declaration.<sup>29</sup>

Here, the City is the lead agency and the Commission is a responsible agency under CEQA. As a responsible agency under CEQA, the Commission must consider the lead agency’s environmental document and findings before acting on or approving a project.<sup>30</sup>

The Commission is responsible for mitigating or avoiding only the direct or indirect environmental effects of those parts of the project that it decides to carry out, finance, or approve.<sup>31</sup> In this case, the Commission only needs to consider the direct or indirect environmental effects of the proposed crossing modification.

### **9.1. Environmental Review**

The City proffered the IS/MND prepared by Caltrans and dated December 29, 2017 (MND). The IS/MND evaluated the larger project that includes widening SR 138/Palmdale Boulevard between 5<sup>th</sup> street East and 10<sup>th</sup> Street East from two lanes to three lanes in each direction, a distance of approximately .5 miles, and widening Sierra Highway from two lanes to three lanes in each direction between Avenue R and a point 500 feet south of Avenue Q, a distance of approximately .9 miles. The crossing modification that is the subject of the

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<sup>29</sup> 14 CCR section 15381. For the purposes of CEQA, the term “responsible agency” includes all public agencies other than the lead agency that have discretionary approval power of the project.

<sup>30</sup> 14 CCR section 15050(b) and section 15096.

<sup>31</sup> 14 CCR section 15096(g).

Application, is only one facet of the overall project that is intended to reduce traffic congestion. The IS/MND notes that the project is necessary because vehicle volumes are expected to increase by approximately 2% per year between 2014 and 2040. The project will also reduce vehicle queuing (traffic congestion) across the UPRR and Metrolink tracks located between 6th Street East and Sierra Highway, improving safety at this location.

The IS/MND considered a number of alternatives including the no project alternative, a standard build alternative, a grade separation, and reversible lanes.<sup>32</sup> The grade separation alternative, while the safest option, was determined to be economically infeasible.

## **9.2. Determination**

After reviewing the IS/MND, we find that the project to modify the railroad crossing at SR 138/Palmdale Blvd (which is a portion of the greater project to widen SR 138/Palmdale Blvd) has been sufficiently reviewed under CEQA. The IS/MND contains appropriate mitigation measures to mitigate environmental impacts to less than significant levels associated with the portion of the project over which the Commission has jurisdiction. Following issuance of this decision and in compliance with California Code of Regulations (CCR), Title 14, section 15096(h) through (i), the Commission's Energy Division shall file a Notice of Determination with the CEQA Clearinghouse certifying that the Commission considered the environmental documents related to the proposed crossing modifications prior to issuing this decision.

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<sup>32</sup> MND, at 1-19 to 1-21.

## **10. Compliance with the Commission's Environmental and Social Justice Action Plan**

The Commission promulgated its Environmental and Social Justice (ESJ) Action Plan 2.0 (Action Plan) to provide an operating framework for incorporating ESJ considerations into all Commission proceedings. The Action Plan requires the Commission to consider equity, diversity, inclusion, access, and burdens on low-income populations, populations of color, and Native American Tribes. The Action Plan contains nine goals, and the operational framework established four steps in achieving those goals, namely: (1) determine if the proceeding has an ESJ impact; (2) establish an outreach plan for potentially impacted communities; (3) determine the specific ESJ impact in the proceeding; and (4) incorporate ESJ impacts into the proceeding and record.<sup>33</sup>

According to recent United States Census Information, the proposed rail crossing is in an area of the City that is roughly 63.5% Latino or Hispanic, 23.4% White, and 13% Black.<sup>34</sup> The railroad tracks divide two census tracts. Census Tract 6037910405 has a CalEnviroScreen score of 93.86<sup>35</sup> and Census Tract 6037910501 has a CalEnviroScreen Score of 86.2.<sup>36</sup> The Action Plan classifies communities as disadvantaged if they have a CalEnviroScreen score in the top

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<sup>33</sup> Action Plan, at 15.

<sup>34</sup> <https://www.census.gov/quickfacts/fact/table/palmdalecitycalifornia/PST045224>

<sup>35</sup> [https://experience.arcgis.com/experience/8c5c5c91ebb8481a8a3d92c897faf8ed/page/Overall-Results#data\\_s=id%3AdataSource\\_87-19bb33ab09e-layer-3%3A3745](https://experience.arcgis.com/experience/8c5c5c91ebb8481a8a3d92c897faf8ed/page/Overall-Results#data_s=id%3AdataSource_87-19bb33ab09e-layer-3%3A3745)

<sup>36</sup> [https://experience.arcgis.com/experience/8c5c5c91ebb8481a8a3d92c897faf8ed/page/Overall-Results#data\\_s=id%3AdataSource\\_87-19bb33ab09e-layer-3%3A3746](https://experience.arcgis.com/experience/8c5c5c91ebb8481a8a3d92c897faf8ed/page/Overall-Results#data_s=id%3AdataSource_87-19bb33ab09e-layer-3%3A3746)

25%. Therefore, this area in the City of Palmdale is classified as a disadvantaged community.

The first step is determining whether the proposed rail crossing modification will have a social and environmental impact on this disadvantaged community. The City of Palmdale conducted this analysis in the IS/MND and found that the proposed rail crossing modification coupled with the widening SR 138 would not have a social or environmental impact on the community.

“The proposed project is located within the downtown commercial area of Palmdale. It proposes to widen existing roadways for the purpose of reducing congestion and increasing capacity on SR-138 (Palmdale Boulevard) and Sierra Highway. Direct impacts that could affect community character and cohesion would not occur because the Build Alternative does not involve construction of a new roadway; all improvements are along existing roadways. For the same reason, the Build Alternative would not bisect an existing residential neighborhood or community. Increasing the capacity of SR-138 (Palmdale Boulevard) and Sierra Highway would not change the character of the area because it is already an urban area. The Build Alternative would benefit the neighborhoods and communities in Palmdale by reducing congestion and travel time, which could help to further link the communities of Palmdale together.”<sup>37</sup>

The IS/MND, also found that the project (the railroad crossing plus the roadway widening) would not change or curtail any community services.

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<sup>37</sup> Initial Study with Mitigated Negative Declaration/Environmental Assessment with Findings of No Significant Impact, at 2-31.

Instead, the proposed project would increase the quality of life for residents by reducing congestion.<sup>38</sup>

The IS/MND concluded that “with implementation of avoidance and minimization measures,<sup>39</sup> impacts associated with the Build Alternative would not be predominantly borne by a minority or low-income population, nor would these impacts be appreciably more severe or greater in magnitude than those experienced by non-minority or non-low income populations.”<sup>40</sup>

The IS/MND likewise found no environmental impact.<sup>41</sup>

Accordingly, the Commission finds that the City has and will continue to engage the community as it proceeds to construct the project. The Commission further finds that the Application aligns with the Action Plan.

## **11. Summary of Public Comment**

Rule 1.18 allows any member of the public to submit written comment in any Commission proceeding using the “Public Comment” tab of the online Docket Card for that proceeding on the Commission’s website. Rule 1.18(a) requires that all written public comment submitted prior to the submission of the proceeding are part of the administrative record of the proceeding. Rule 1.18(b)

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<sup>38</sup> *Ibid.*

<sup>39</sup> The avoidance and mitigation measures include “[i]nvolv[ing] low-income and minority status populations, through public outreach efforts, throughout the various phases of the project to address their concerns and needs.” Initial Study with Mitigated Negative Declaration/Environmental Assessment with Findings of No Significant Impact, at 2-40.

<sup>40</sup> *Ibid.*

<sup>41</sup> Initial Study with Mitigated Negative Declaration/Environmental Assessment with Findings of No Significant Impact Determination, attested to by Ron Kosinski on December 29, 2017.

requires that relevant written comment submitted in a proceeding be summarized in the final decision issued in that proceeding.

There are no comments on the Docket Card for this proceeding.

## **12. Conclusion**

As discussed in the preceding sections, the uncontested Amended Settlement Agreement is reasonable, consistent with the law and is in the public interest. The parties agreed to a reasonable compromise of issues that would have otherwise been litigated with attendant costs on the parties and the Commission, that significant compromises of adverse litigation positions were made, and that the compromises reached do not jeopardize safety or adversely impact ESJ communities.

The Application complies with the requirements of Pub. Util. Code sections 1201-1205, with Rules 3.7 and 3.8, and GO 26-D, GO 72-B, GO 75-D and GO 118-A.

Accordingly, we find that the Motion to Approve the Amended Settlement Agreement should be granted and the Application should be approved as modified by the Amended Settlement Agreement. The City should be granted a period of 48 months from the date of this decision within which to complete the railroad crossing modification. Finally, we find it reasonable to adopt RDS's recommended language, in part, for the Ordering Paragraphs in this decision.

## **13. Procedural Matters**

This decision affirms all rulings made by the assigned ALJ and assigned Commissioner in this proceeding. This decision grants the Amended Joint Motion of the City of Palmdale, Union Pacific Railroad Company, Southern

California Regional Rail Authority, and California Department of Transportation to Approve Amended Settlement Agreement. All motions not ruled on are deemed denied.

#### **14. Waiver of Comment Period**

This is an uncontested matter in which the decision grants the relief requested. Accordingly, as provided in Rule 14.6(c)(2), the otherwise applicable 30-day public review and comment period for this decision is waived.

#### **15. Assignment of Proceeding**

Matthew Baker is the assigned Commissioner and Leah Goldberg is the assigned Administrative Law Judge in this proceeding.

#### **Findings of Fact**

1. The at-grade crossing modification is part of the Palmdale Boulevard Phase I Improvement Project that includes widening Palmdale Boulevard.
2. The railroad improvements include upgrading traffic signal equipment at the adjacent intersections to incorporate railroad interconnection, upgrading the existing at-grade crossing by replacing existing railroad concrete panels, improved railroad maintenance access points, installing a new vehicular curb and median with mounted flashing light signals automatic gate arms, and improving the pedestrian facilities at the crossing with channelization railing, pavement markings, pedestrian automatic gate arms, emergency exit swing gates, and detectable warning surfaces.
3. Upgrading the traffic signal operations, pedestrian gates and median islands will improve safety for all users.

4. RSD did not identify any safety issues with the railroad crossing modification as originally proposed or as modified by the Amended Settlement Agreement.

5. After significant and extended negotiations, Palmdale, UPRR, Metrolink and Caltrans entered into an Amended Settlement Agreement to address all contested issues in the Application, namely scoped issues one, three and four.

6. The contested issues in the proceeding involve the preemption timing, the project construction costs and the project completion timing.

7. The preemption timing agreed to by the parties in the Amended Settlement Agreement is 78 seconds for the UPRR track and 83 seconds for the Metrolink track.

8. Metrolink will employ nearside technology, which integrates traffic signal controllers to dynamically adjust the preemption sequence based on real-time train location and speed. The result is that crossing gates and signals are activated only when a train will be passing through the crossing and not when the train is heading into the station.

9. Upgrading the preemption operation to advanced preemption timing will allow for full pedestrian clearance and further enhance the safety of the railroad crossing.

10. The Amended Settlement Agreement resolves the issue of whether UPRR should contribute to the costs to modify the rail crossing.

11. The parties agreed to 48 months to complete the modifications to the crossing.

12. RSD has no objection to the Application or to the Settlement Agreement.

13. The IS/MND was prepared by Caltrans and dated December 29, 2017, and contains a detailed analysis of the proposed crossing modification.

14. The railroad tracks at the location of the proposed crossing modification currently straddle two disadvantaged communities.

### **Conclusions of Law**

1. The Amended Settlement Agreement resolves all contested issues in the Scoping Memo

2. The Application and all attached exhibits (Exhibits A through I), as modified by the Amended Settlement Agreement, and the Amended Settlement Agreement are received into the record.

3. The Amended Settlement satisfies Rule 12.1.

4. The Settling Parties complied with the written motion requirements of Rule 12.1(a).

5. The Amended Settlement Agreement is reasonable in light of the whole record and produces a just outcome.

6. The Amended Settlement Agreement is consistent with all applicable statutes, regulations and Commission Rules.

7. The Amended Settlement Agreement is in the public interest because it is a reasonable compromise of issues that would have otherwise been litigated with attendant costs on the parties and the Commission, significant compromises of adverse litigation positions were made, and the compromises reached do not jeopardize safety or adversely impact ESJ communities.

8. The negotiated total approach time for UPRR trains of 78 seconds and the total approach time for Metrolink trains of 83 seconds coupled with Metrolink's

use of nearside technology to avoid triggering crossing signals before it pulls into the Palmdale Station is reasonable.

9. The reduction of one year to complete the project is not significant, and the time frame is consistent with construction of similar railroad crossing projects. Forty eight months is a reasonable timeframe for completion of the rail crossing modifications.

10. The agreement reached in the Amended Settlement Agreement regarding cost allocation between Applicant and UPRR is reasonable.

11. The Amended Joint Motion of the City of Palmdale, Union Pacific Railroad Company, Southern California Regional Rail Authority, and California Department of Transportation to Approve the Amended Settlement Agreement should be granted.

12. Applicant has provided sufficient evidence to satisfy Rules 3.7 and 3.8.

13. Applicant has provided sufficient evidence to satisfy GO 26-D, GO 72-B, GO 75-D and GO 118-A.

14. The crossing modifications have been sufficiently reviewed under CEQA, and any adverse environmental impacts will be appropriately mitigated to less than significant levels.

15. The Commission finds that the City has and will continue to engage the community as it proceeds to construct the project. The Commission further finds that the Application aligns with the Action Plan.

16. Any motions not ruled on should be deemed denied.

17. The Application should be approved.

18. This proceeding should be closed.

**O R D E R****IT IS ORDERED** that:

1. The Application of the City of Palmdale (Application 24-05-012) and all attached exhibits (Exhibits A through I), as modified by the Amended Settlement Agreement, and the Amended Settlement Agreement are received into the evidentiary record and the record is closed.
2. The Amended Joint Motion of the City of Palmdale, Union Pacific Railroad Company, Southern California Regional Rail Authority, and California Department of Transportation to Approve the Amended Settlement Agreement (Motion) is granted, the modifications in the Motion to Application 24-05-012 are made, and the Amended Settlement Agreement is approved.
3. The City of Palmdale is authorized to alter the State Route 138/Palmdale Boulevard crossing on the shared corridor of the Southern California Regional Rail Authority Valley Subdivision track and Union Pacific Railroad Mojave Subdivision track, in the City of Palmdale, County of Los Angeles.
4. The State Route 138/Palmdale Boulevard at-grade crossing alterations shall have the configuration specified in Application 24-05-012 and its exhibits as modified by the Amended Settlement Agreement.
5. The City of Palmdale shall comply with all applicable rules, including California Public Utilities Commission (Commission) General Orders and the California Manual on Uniform Traffic Control Devices.
6. The City of Palmdale shall submit a compliance filing of 100% design level drawings for the crossing to the Commission's Rail Safety Division, Rail Crossings and Engineering Branch no later than 60 days prior to commencing

construction. The compliance filing will serve to demonstrate conformance with the crossing designs approved in this decision.

7. Prior to completing the crossing alterations, the City of Palmdale shall execute a maintenance agreement with the Southern California Regional Rail Authority and Union Pacific Railroad Company.

8. The City of Palmdale shall notify the Commission's Rail Crossings and Engineering Branch of the Rail Safety Division at least 5 (five) business days prior to the opening of the crossing. Notification should be made by e-mail to [rceb@cpuc.ca.gov](mailto:rceb@cpuc.ca.gov).

9. Within 30 (thirty) days after completion of the work authorized by this decision, the City of Palmdale shall notify the Commission's Rail Crossings and Engineering Branch of the Rail Safety Division by submitting the following documents:

- a. A completed Commission Standard Form G (Report of Changes at Highway Grade Crossing and Separations), for the completion of the authorized work. Form G requirements and forms can be obtained at the Commission's web site at [www.cpus.ca.gov/crossings](http://www.cpus.ca.gov/crossings). The completed report shall be submitted via email to [rceb@cpuc.ca.gov](mailto:rceb@cpuc.ca.gov). A copy of the executed maintenance agreements between the City of Palmdale and the Southern California Regional Rail Authority and between the City of Palmdale and Union Pacific Railroad Company.

10. Upon issuance of this decision and in compliance with California Code of Regulations, Title 14, sections 15096(h) and (i), the Commission's Energy Division shall file a Notice of Determination with the California Environmental Quality Act clearinghouse certifying that the Commission considered the

environmental documents related to the modifications of the at-grade rail crossing at State Route 138/Palmdale Boulevard.

11. This authorization shall expire if not completed within 48 months of the issuance of this decision unless time is extended or if the above conditions are not satisfied. Authorization may be revoked or modified if public convenience, necessity, or safety so require.

12. A request for extension of the 48-month authorization must be submitted to the Commission's Rail Crossings and Engineering Branch of the Rail Safety Division at least 30 days before the expiration of the 48-month authorization period. A copy of the extension request shall be sent to all interested parties.

13. Any motions not previously ruled on are denied.

14. Application 24-05-012 is closed.

This order is effective today.

Dated \_\_\_\_\_, at San Francisco, California