

BEFORE THE PUBLIC UTILITIES COMMISSION OF THE STATE OF COLORADO

Docket No. 05A-361R

IN THE MATTER OF THE APPLICATION FOR THE CITY OF THORNTON,
COLORADO, FOR THE AUTHORITY TO CONSTRUCT CANTILEVER LIGHT
SIGNALS, AUTOMATIC GATE ARMS, AND CONCRETE PAD CROSSING SURFACE
AT THE CROSSING OF THE UNION PACIFIC RAILROAD TRACKS ON 144TH
AVENUE

STIPULATED SETTLEMENT

The City of Thornton, State of Colorado ("City"), Regional Transportation District ("RTD") and the Union Pacific Railroad ("UPRR") (together the "Parties") hereby submit to the Public Utilities Commission ("PUC") a Stipulated Settlement related to the Application of the City of Thornton, Colorado for the authority to construct cantilever light signals, automatic gate arms, and concrete pad crossing surface at the crossing of tracks on 144th Avenue, previously owned by the Union Pacific Railroad Company ("UPRR"), now owned by the Regional Transportation District ("RTD").

The Parties present the following information in support of their Stipulated Settlement:

1. That on August 24, 2005, the City of Thornton, State of Colorado, filed an application requesting authority to construct cantilever light signals, automatic gate arms, and a concrete pad crossing surface at the crossing of the UPRR east of 144th Avenue (the "Improvements").
2. That the Commission gave notice of this application to all interested parties, including adjacent property owners in accordance with §40-6-108(2), C.R.S. The Notice was mailed August 30, 2005.
3. That on September 26, 2005, UPRR filed an Entry of Appearance and Notice of Intervention.
4. That on October 7, 2005, the Commission reviewed the record in this matter and deemed the application complete and granted the application, within the meaning of §40-6-109.5, C.R.S., and authorized and ordered Thornton to proceed with construction of the Improvements at the Union Pacific Railroad Company mainline track crossing at 144th Avenue.
5. That the Improvements were considered necessary by Thornton due to pending development and planned widening of 144th Avenue in support thereof.

However, as of this date, the development and road widening have not occurred, and are not scheduled.

6. The UP and the City entered into an agreement for the construction of the components described in the original Application ("Crossing Agreement"), which provides that the City shall pay for the costs of such components. UPRR has completed all of the work related to the remaining components except for the installation of the two longer gate mast mechanisms and relocation of the pedestals once the road is widened. To date there is an outstanding balance of \$43,633.34 for such work, which shall be paid to UP by Thornton no later than three weeks after approval of this Stipulated Settlement. Upon receipt of a check payable to the Union Pacific Railroad, in such amount, UPRR shall make available, and Thornton shall pick up within a reasonable time period and take legal possession of, two new gate mast mechanisms of the type described in the 2005 application at the UP Signal Shop located at 1400 W. 52nd Avenue, Denver, CO, contact; Keith Seely, UP Manager of Signal Maintenance.

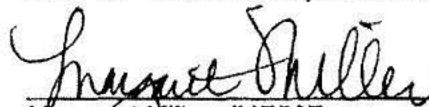
7. The UPRR shall make no claim against RTD under the Property Transfer and Railroad Relocation Agreement of June 24, 2009, between UPRR and RTD and its associated addenda and agreements related to any expense that the UPRR has incurred at the 144th Avenue crossing through the date of the payment required by Section 6, above.

8. In the near future, the City and RTD will be filing a joint motion for temporary variance from the crossing surface width requirement of Rail Rule 7211(b) ("Motion") and approval to install pavement markings. UPRR takes no position concerning the Motion.

WHEREFORE, the Parties, having settled the claims that UPRR raised in this action, request that the Public Utilities Commission find it just and reasonable and order that the City shall pay the outstanding Crossing Agreement balance of \$43,633.34 to UPRR no later than three weeks after approval of this Stipulated Settlement, and that upon UPRR's receipt of a check in that amount from the City, the City shall pick up within a reasonable time period and take legal ownership and possession of two new gate mast mechanisms as described in the Crossing Agreement at the UP Signal Shop located at 1400 W. 52nd Avenue, Denver, CO.

Respectfully submitted this 22nd day of September, 2011.

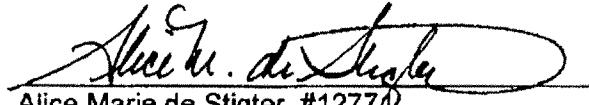
CITY OF THORNTON, COLORADO



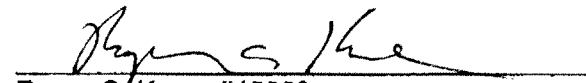
Margaret Miller, #17537
Senior Assistant City Attorney for
the City of Thornton
9500 Civic Center Drive

Thornton, Colorado 80229-4326
(303) 538-7210
(303) 538-7427 (FAX)

UNION PACIFIC RAILROAD


Alice Marie de Stigter, #12770
Union Pacific Railroad Law Department
1331 17th Street, Suite 406
Denver, Colorado 80202
(303) 405-5406
(303) 405-5413 (FAX)

REGIONAL TRANSPORTATION DISTRICT


Roger C. Kane, #15083
1600 Blake Street
Denver, Colorado 80202
(303) 299-2209
(303) 299-2217 (FAX)