

File No. 100492

Committee Item No. 5

Board Item No. 17

## COMMITTEE/BOARD OF SUPERVISORS

### AGENDA PACKET CONTENTS LIST

Committee: Land Use and Economic Development Date May 3, 2010

Board of Supervisors Meeting Date May 11, 2010

#### Cmte Board

- |                                     |                                     |  |
|-------------------------------------|-------------------------------------|--|
| <input type="checkbox"/>            | <input type="checkbox"/>            | Motion                                       |
| <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | Resolution                                   |
| <input type="checkbox"/>            | <input type="checkbox"/>            | Ordinance                                    |
| <input type="checkbox"/>            | <input type="checkbox"/>            | Legislative Digest                           |
| <input type="checkbox"/>            | <input type="checkbox"/>            | Budget Analyst Report                        |
| <input type="checkbox"/>            | <input type="checkbox"/>            | Legislative Analyst Report                   |
| <input type="checkbox"/>            | <input type="checkbox"/>            | Youth Commission Report                      |
| <input type="checkbox"/>            | <input type="checkbox"/>            | Introduction Form (for hearings)             |
| <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | Department/Agency Cover Letter and/or Report |
| <input type="checkbox"/>            | <input type="checkbox"/>            | MOU  |
| <input type="checkbox"/>            | <input type="checkbox"/>            | Grant Information Form                       |
| <input type="checkbox"/>            | <input type="checkbox"/>            | Grant Budget                                 |
| <input type="checkbox"/>            | <input type="checkbox"/>            | Subcontract Budget                           |
| <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | Contract/Agreement                           |
| <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | Form 126 – Ethics Commission                 |
| <input type="checkbox"/>            | <input type="checkbox"/>            | Award Letter                                 |
| <input type="checkbox"/>            | <input type="checkbox"/>            | Application                                  |
| <input type="checkbox"/>            | <input type="checkbox"/>            | Public Correspondence                        |

#### OTHER

(Use back side if additional space is needed)

- |                                     |                                     |   |
|-------------------------------------|-------------------------------------|---|
| <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <u>Public Utilities Commission's Resolution No. 09-0119</u> |
| <input type="checkbox"/>            | <input type="checkbox"/>            | _____   |
| <input type="checkbox"/>            | <input type="checkbox"/>            | _____   |
| <input type="checkbox"/>            | <input type="checkbox"/>            | _____   |
| <input type="checkbox"/>            | <input type="checkbox"/>            | _____   |

Completed by: Alisa Somera Date April 30, 2010

Completed by: Alisa Somera Date May 6, 2010

An asterisked item represents the cover sheet to a document that exceeds 25 pages.  
The complete document can be found in the file.

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1 [Supplemental Agreement to Install an Additional Water Pipeline over Union Pacific  
2 Railroad Company Property in Stanislaus County]

3 **Resolution approving and authorizing a Supplemental Agreement with Union Pacific**  
4 **Railroad Company to install an additional water pipeline within an existing easement**  
5 **area over Railroad property near the City of Oakdale in Stanislaus County required for**  
6 **the San Joaquin Pipeline System Project No. CUW37301 for a fee of \$2,500; adopting**  
7 **findings under the California Environmental Quality Act; adopting findings that the**  
8 **conveyance is consistent with the City's General Plan and Eight Priority Policies of**  
9 **City Planning Code Section 101.1; and authorizing the Director of Property to execute**  
10 **documents, make certain modifications and take certain actions in furtherance of this**  
11 **resolution.**

12  
13 WHEREAS, The San Francisco Public Utilities Commission (SFPUC) has developed  
14 a project known as the San Joaquin Pipeline System Project, (also commonly referred to as  
15 the SJPL System Project, Project No.CUW37301, and herein as the "Project"), a water  
16 infrastructure project included as part of the Water System Improvement Program (WSIP).  
17 The Project is located in Tuolumne, Stanislaus, and San Joaquin Counties, beginning at the  
18 Oakdale Portal in Tuolumne County, and ending at the Tesla Portal in San Joaquin County.  
19 The Project includes, among other related features, the construction of two new facility  
20 crossovers (Emery and Pelican), two new throttling stations (MP 50.57 Northeast of Willms  
21 Road and MP 55.32), Oakdale Portal improvements including a new valve house, upgrading  
22 the discharge valves at Cashman Creek and a new discharge valve at the California  
23 Aqueduct, construction of a fourth pipeline segment (Eastern Segment approximately 6.5  
24 miles from Oakdale Portal (MP 49.84) to near Fogarty Road (MP 56.50) and a tie-in vault),  
25

1 construction of a fourth pipeline segment (Western Segment approximately 11 miles from  
2 west of the San Joaquin River to Tesla Portal), a new truss bridge aerial structure to carry  
3 SJPL No. 4 over the California Aqueduct, and a discharge structure at the Pelican  
4 Crossover involving intermittent drainage to the San Joaquin River, and discharge of water  
5 to U.S. Fish and Wildlife Service San Joaquin River National Wildlife Refuge, to irrigate a  
6 managed wetland area; and

7 WHEREAS, the objectives of the Project are to improve delivery reliability and  
8 provide operational flexibility during maintenance activities or unplanned outages, as well as  
9 to replenish local reservoirs after such events; and

10 WHEREAS, The Project is an improvement facility project approved by the SFPUC  
11 as part of the Water System Improvement Program ("WSIP"); and

12 WHEREAS, A Final Program Environmental Impact Report ("PEIR") was prepared for  
13 the WSIP and certified by the Planning Commission on October 30, 2008 by Motion No.  
14 17734; and

15 WHEREAS, Thereafter the SFPUC approved the WSIP and adopted findings and a  
16 Mitigation Monitoring and Reporting Program as required by the California Environmental  
17 Quality Act ("CEQA") on October 30, 2008 by Resolution No. 08-0200; and

18 WHEREAS, an environmental impact report ("EIR") as required by CEQA was  
19 prepared for the Project in Planning Department File No. 2007.01 18E; and

20 WHEREAS, The Final EIR ("FEIR") for the Project was certified by the San Francisco  
21 Planning Commission on July 9, 2009 by Motion No. 17917; and

22 WHEREAS, The FEIR prepared for the Project is tiered from the PEIR, as authorized  
23 by and in accordance with CEQA and the CEQA Guidelines; and

24 WHEREAS, On July 14, 2009, the San Francisco Public Utilities Commission  
25 (SFPUC), by Resolution No. 09-0119, a copy of which is included in Board of Supervisors

1 File No. 100492 and which is incorporated herein by this reference: (1) approved the  
2 Project; (2) adopted findings (CEQA Findings), including the statement of overriding  
3 considerations, and a Mitigation Monitoring and Reporting Program ("MMRP") required by  
4 CEQA; and (3) authorized the General Manager to seek the Board of Supervisors' approval  
5 of and, if approved, to execute certain necessary agreements and deeds, which the SFPUC  
6 staff will pursue and submit to the Board of Supervisors at a later date; and

7 WHEREAS, The Project files, including the FEIR, PEIR and SFPUC Resolution No.  
8 09-0119 have been made available for review by the Board and the public, and those files  
9 are considered part of the record before this Board; and

10 WHEREAS, The Board of Supervisors has reviewed and considered the information  
11 and findings contained in the FEIR, PEIR and SFPUC Resolution No. 09-0119, and all  
12 written and oral information provided by the Planning Department, the public, relevant public  
13 agencies, SFPUC and other experts and the administrative files for the Project; and

14 WHEREAS, This Board, by Resolution No. 369-09 adopted on September 22, 2009,  
15 a copy of which is on file with the Clerk of the Board of Supervisors in File No. 090980 and  
16 which is incorporated herein by this reference and considered part of the record before this  
17 Board, adopted findings under CEQA related to the Project, including the statement of  
18 overriding considerations and the MMRP; and

19 WHEREAS, A copy of the Supplemental Agreement (the "Agreement") between the  
20 City, as Grantee, and Union Pacific Railroad Company, as Grantor, is on file with the Clerk  
21 of the Board of Supervisors under File No. 100492; and,

22 WHEREAS, The Director of Property has determined that a one-time fee of \$2,500 is  
23 fair and reasonable; and,

24 WHEREAS, The Director of Planning, by letter dated June 29, 2009, found that the  
25 purchase of all the necessary property rights for the Project, is consistent with the City's

1 General Plan and with the Eight Priority Policies of City Planning Code Section 101.1, which  
2 letter is on file with the Clerk of the Board of Supervisors under File No. 100492, and which  
3 letter is incorporated herein by this reference; now, therefore, be it

4 RESOLVED, The Board has reviewed and considered the FEIR and record as a  
5 whole, finds that the FEIR is adequate for its use as the decision making body for the action  
6 taken herein and hereby incorporates by reference the CEQA findings contained in  
7 Resolution No. 369-09; and, be it

8 FURTHER RESOLVED, The Board finds that the Project mitigation measures  
9 adopted by the SFPUC will be implemented as reflected in and in accordance with the  
10 MMRP; and, be it

11 FURTHER RESOLVED, The Board finds that since the FEIR was finalized, there  
12 have been no substantial project changes and no substantial changes in the Project  
13 circumstances that would require major revisions to the FEIR due to the involvement of new  
14 significant environmental effects or an increase in the severity of previously identified  
15 significant impacts, and there is no new information of substantial importance that would  
16 change the conclusions set forth in the FEIR; and, be it

17 FURTHER RESOLVED, That the Board of Supervisors of the City and County of San  
18 Francisco hereby finds that the Agreement is consistent with the General Plan and with the  
19 Eight Priority Policies of city planning Code Section 101.1 for the same reasons as set forth  
20 in the letter of the Director of Planning dated June 29, 2009, and hereby incorporates such  
21 findings by references as though fully set forth in this resolution; and, be it

22 FURTHER RESOLVED, That in accordance with the recommendations of the Public  
23 Utilities Commission and the Director of Property, the Board of Supervisors hereby approves  
24 the Agreement and the transaction contemplated thereby in substantially the form of such  
25 Agreement presented to this Board; and, be it

1           FURTHER RESOLVED, That the Board of Supervisors authorizes the Director of  
2 Property to enter into any additions, amendments or other modifications to the Agreement  
3 (including, without limitation, the attached exhibits) that the Director of Property determines  
4 are in the best interest of the City, that do not increase the cost for the Agreement or  
5 otherwise materially increase the obligations or liabilities of the City, and are necessary or  
6 advisable to complete the transaction contemplated in the Agreement and effectuate the  
7 purpose and intent of this resolution, such determination to be conclusively evidenced by the  
8 execution and delivery by the Director of Property of the Agreement and any amendments  
9 thereto; and, be it

10           FURTHER RESOLVED, That the Director of Property is hereby authorized and  
11 urged, in the name and on behalf of the City and County, to accept the Agreement for  
12 installation of an additional water pipeline from the Grantor in accordance with the terms and  
13 conditions of the Agreement, and to take any and all steps (including, but not limited to, the  
14 execution and delivery of any and all certificates, agreements, notices, consents, escrow  
15 instructions, closing documents and other instruments or documents) as the Director of  
16 Property deems necessary or appropriate pursuant to the Agreement, or to otherwise  
17 effectuate the purpose and intent of this resolution, such determination to be conclusively  
18 evidenced by the execution and delivery by the Director of Property of any such documents.  
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1 RECOMMENDED:

\$2,500 Available

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3 Amy L. Brown  
4 Director of Property

5   
6 Controller

7 Appropriation: Index Code 737312  
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RECORDING REQUESTED BY,  
AND WHEN RECORDED RETURN TO:

Public Utilities Commission  
1145 Market Street, 7<sup>th</sup> Floor  
San Francisco, California 94102  
Attn: Brian Morelli  
WSIP Right of Way Manager

Free recording requested pursuant to Government  
Code Section 27383.

(Space above this line reserved for Recorder's use only)

SUPPAGR.DOC 980220  
Form Approved, AVP-Law

Folder: 02533-63  
Audit: 251177

## SUPPLEMENTAL AGREEMENT

THIS SUPPLEMENTAL AGREEMENT is made as of the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, between UNION PACIFIC RAILROAD COMPANY, a Delaware corporation, (hereinafter the "Grantor") and CITY AND COUNTY OF SAN FRANCISCO, a California municipal corporation, with a mailing address at 1145 Market Street, 7th Floor, San Francisco, California 94103 (hereinafter the "Grantee").

### RECITALS:

By instrument dated June 1, 1931, and recorded on July 11, 1931 in Vol. 444, Page 330 of the Official Records of Stanislaus County, the parties hereto, or their predecessors in interest (if any), entered into an easement agreement (herein the "Basic Agreement"), identified as Audit No. 251177, relating to 3 water pipelines and a telephone wireline located across and underneath lands of Grantor situated at or near Oakdale, Stanislaus County, California, as more particularly described on Exhibit "B" attached hereto.

The parties now desire to modify the Basic Agreement by the following.

### AGREEMENT:

NOW, THEREFORE, IT IS AGREED by and between the parties hereto as follows:

#### Article 1. ADDITION OF PRINT.

The print dated February 10, 2010, attached hereto as Exhibit 'A', shall be and hereby is added to the Basic Agreement dated June 01, 1931, and from and after the effective date herein whenever the term Pipeline is used in the Basic Agreement, or any amendment or supplement thereto (if any), such reference shall be deemed to include the Pipeline as shown on Exhibit 'A', hereto attached.

Grantee and Grantor agree that the additional Pipeline improvements depicted on Exhibit 'A' attached hereto and any related culverts, shall be constructed by Grantee, at Grantee's sole cost.

**Article 2. LICENSE FEE.**

Upon execution and delivery of this Supplemental Agreement, the Grantee shall pay to the Grantor a one-time fee of Two Thousand Five Hundred Dollars (\$2,500.00).

**Article 3. EFFECTIVE DATE.**

This Supplemental Agreement shall be effective as of March 10, 2010.

**Article 4. AGREEMENT SUPPLEMENT.**

Nothing in this Supplemental Agreement shall be construed as amending or modifying the Basic Agreement unless specifically provided herein.

IN WITNESS WHEREOF, the parties have executed this Supplemental Agreement as of the day and year first written.

**UNION PACIFIC RAILROAD COMPANY,**  
a Delaware corporation

**CITY AND COUNTY OF SAN FRANCISCO,**  
a California municipal corporation

By: \_\_\_\_\_  
Manager - Contracts

By: \_\_\_\_\_  
Name Printed: \_\_\_\_\_  
Title: \_\_\_\_\_

**APPROVED AS TO FORM**

**DENNIS J. HERRERA, City Attorney**

By: \_\_\_\_\_  
Hazel M. Brandt  
Deputy City Attorney

**CERTIFICATE OF ACCEPTANCE**

This is to certify that the interest in real property conveyed by this instrument dated 20, from Grantor to Grantee, is hereby accepted pursuant to Board of Supervisors' Resolution No. 18110 Series of 1939, approved August 7, 1957, and Grantee consents to recordation thereof by its duly authorized officer.

Dated: \_\_\_\_\_

By: \_\_\_\_\_  
AMY L. BROWN  
Director of Property



State of California            )  
  ) ss  
County of \_\_\_\_\_ )

On \_\_\_\_\_, before me, \_\_\_\_\_, a notary public in and for said State, personally appeared \_\_\_\_\_, who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature \_\_\_\_\_ (Seal)

State of California            )  
  ) ss  
County of \_\_\_\_\_ )

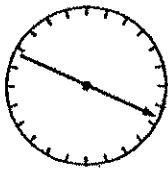
On \_\_\_\_\_, before me, \_\_\_\_\_, a notary public in and for said State, personally appeared \_\_\_\_\_, who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature \_\_\_\_\_ (Seal)

PLACE ARROW INDICATING NORTH DIRECTION RELATIVE TO CROSSING

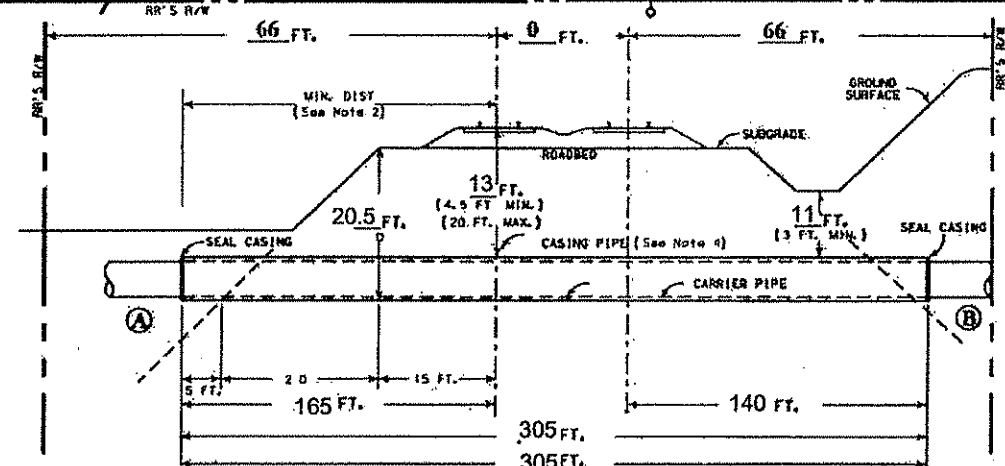
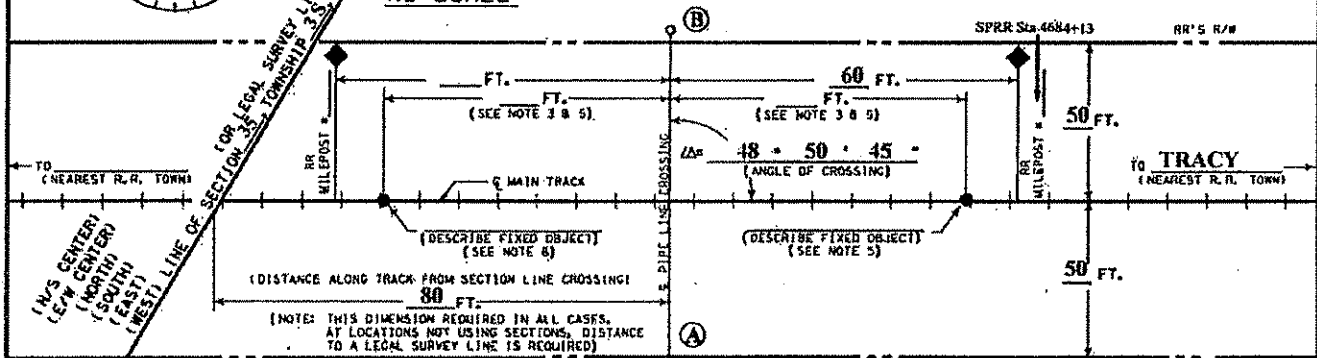


# ENCASED NON-FLAMMABLE PIPELINE CROSSING

FORM DR-0404-B  
REV. 5-15-98  
www.uprr.com

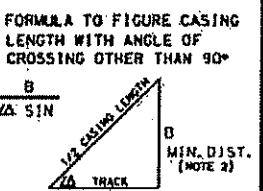
NOTE: ALL AVAILABLE DIMENSIONS MUST BE FILLED IN TO PROCESS THIS APPLICATION.

NO SCALE



MINIMUM THICKNESS	DIAMETER OF CASING PIPE
.2500"	1 7/8" OVER 12"-18"
.3125"	5/16" OVER 18"-22"
.3750"	3/8" OVER 22"-28"
.4375"	7/16" OVER 28"-34"
.5000"	1/2" OVER 34"-42"
.5625"	9/16" OVER 42"-48"
.6250"	5/8"

OVER 48" MUST BE APPROVED BY R.R. CO.  
NOTE: THIS CHART IS ONLY FOR SMOOTH STEEL CASING PIPES WITH MINIMUM YIELD STRENGTH OF 35,000 PSI.



- NOTES:
- ALL HORIZONTAL DISTANCES TO BE MEASURED AT RIGHT ANGLES FROM C.E. OF TRACK.
  - CASING TO EXTEND BEYOND THE C.E. OF TRACK AT RIGHT ANGLES THE GREATER OF 20' + 20 FT., OR 30 FT., AND BEYOND LIMIT OF RAILROAD RIGHT-OF-WAY IF NECESSARY TO PROVIDE PROPER LENGTH OUTSIDE OF TRACK.
  - MINIMUM OF 50' FROM THE END OF ANY RAILROAD BRIDGE, C.C. OR ANY CURVE, OR FROM ANY SWITCHING AREA.
  - SIGNAL REPRESENTATIVE MUST BE PRESENT DURING INSTALLATION IF RAILROAD SIGNALS ARE IN THE VICINITY OF CROSSING.
  - ALLOWABLE FIXED OBJECTS INCLUDE BACKWALLS OF BRIDGES & OF ROAD CROSSINGS & OVERHEAD VIADUCTS (GIVE ROAD NAME), OR CURVES.
  - CASING AND CARRIER PIPE MUST BE PLACED A MINIMUM OF 2 FEET BELOW THE EXISTING FIBER OPTIC CABLE. ANY EXCAVATION REQUIRED WITHIN 3 FEET OF THE EXISTING FIBER OPTIC CABLE MUST BE HAND DUG.
- (CASING LENGTH WHEN MEASURED ALONG PIPELINE.)

A) IS PIPELINE CROSSING WITHIN DEDICATED STREET? YES /  YES;  NO;

B) IF YES, NAME OF STREET \_\_\_\_\_

C) DISTRIBUTION LINE \_\_\_\_\_ OR TRANSMISSION LINE  TRANSMISSION LINE

C) CARRIER PIPE :  
COMMODITY TO BE CONVEYED Raw Water  
OPERATING PRESSURE 200 PSI  
WALL THICKNESS 3/8" ; DIAMETER 79" ; MATERIAL Steel ;

E) CASING PIPE :  
WALL THICKNESS 1" ; DIAMETER 90" ; MATERIAL Steel ;  
NOTE : CASING MUST HAVE 2" CLEARANCE BETWEEN GREATEST OUTSIDE DIAMETER OF CARRIER PIPE AND INTERIOR DIAMETER OF CASING PIPE. WHEN FURNISHING DIMENSIONS, GIVE OUTSIDE OF CARRIER PIPE AND INSIDE OF CASING PIPE.

F) METHOD OF INSTALLING CASING PIPE UNDER TRACK(S) :  
 DRY BORE AND JACK (WET BORE NOT PERMITTED) ;  
 TUNNEL ; OTHER \_\_\_\_\_

G) WILL CONSTRUCTION BE BY AN OUTSIDE CONTRACTOR?  YES;  NO;

H) DISTANCE FROM CENTER LINE OF TRACK TO NEAR FACE OF BORING AND JACKING PITS WHEN MEASURED AT RIGHT ANGLES TO TRACK 100 feet (30' MIN.)

I) APPLICANT HAS CONTACTED 1-800-336-9193, U. P. COMMUNICATION DEPARTMENT, AND HAS DETERMINED FIBER OPTIC CABLE DOES ; DOES NOT ; EXIST IN VICINITY OF WORK TO BE PERFORMED. TICKET NO. \_\_\_\_\_

**EXHIBIT "A"**  
(FOR RAILROAD USE ONLY)

UNION PACIFIC RAILROAD CO.  
West Side Line (Leased to CFNR)

M. P. 93.61 E. S. 4685+501

ENCASED Pipeline CROSSING AT  
Oakdale Stanislaus CA

City and County of San Francisco

RR FILE NO. 2533-63 DATE 2-2-10

**WARNING**

IN ALL OCCASIONS, U. P. COMMUNICATIONS DEPARTMENT MUST BE CONTACTED IN ADVANCE OF ANY WORK TO DETERMINE EXISTENCE, AND LOCATION OF FIBER OPTIC CABLE.  
PHONE 1-800-336-9193

EXHIBIT B

Legal Description of Property

That land situated in the County of Stanislaus, State of California, and particularly described as follows, to wit:

PARCEL 1:

A tract of land near the City of Oakdale, being a portion of the northeast quarter of Section 26, T. 2 S., R. 10 E., M. D. B. & M.

BEGINNING at the point of intersection of the easterly line of the right of way of the Southern Pacific Railroad Company with the northerly line of that certain tract of land conveyed to City and County of San Francisco by L. F. Brichetto, et al., by deed dated October 8, 1923, and recorded November 16, 1923, in Book 43 at page 243, Official Records of Stanislaus County; running thence along said easterly line South 26° 46' East 113.81 feet; thence South 78° 06' West 103.46 feet to a point in the westerly line of said railroad right of way; thence along said westerly line North 26° 46' West 113.81 feet; thence North 78° 06' East 103.46 feet to the point of beginning.

PARCEL 2:

A tract of land near Ohm Station, being a portion of the southwest quarter of Section 35, T. 3 S. R. 6 E., M. D. B. & M.

BEGINNING at the point of intersection of the northeasterly line of the right of way of the Southern Pacific Railroad with the South line of Section 35, T. 3 S., R. 6 E., M. D. B. & M., running thence along said northeasterly line North 41° 03' West 161.70 feet ; thence South 89° 58' 15" West 132.54 feet to a point in the southwesterly line of said railroad right of way; thence along said southwesterly line South 41° 03' East 161.70 feet to a point in the South line of said Section 35; thence along said South line North 89° 58' 15" East 132.54 feet to the point of beginning.





## PUBLIC UTILITIES COMMISSION

City and County of San Francisco

RESOLUTION NO. 09-0119

WHEREAS, San Francisco Public Utilities Commission ("SFPUC") staff have developed a project description for Project No. CUW37301 San Joaquin Pipeline System Project ("SJPL" or "Project") under the Water System Improvement Program ("WSIP") for the improvements to the regional water supply system, and

WHEREAS, The objectives of the Project are to provide for a SJPL System flow of 313 million gallons per day (mgd) with all pipelines in service, and an average flow of 271 mgd when any one segment of the system is taken out of service for maintenance or repairs, or during an emergency, and to meet current customer demands as well as replenish local reservoirs to allow for maintenance activities and for the capability of removing any second pipeline segment from service, after any other segment has already been removed from service for maintenance, without discontinuing deliveries; and

WHEREAS, On July 9, 2009, the Planning Commission reviewed and considered the Final Environmental Impact Report ("Final EIR") in Planning Department File No. 2007.0118E, consisting of the Draft EIR, the Comments and Responses document (including a Supplement to the Comments and Responses Document) and an Errata Sheet dated July 1, 2009, and found that the contents of said report and the procedures through which the Final EIR was prepared, publicized, and reviewed complied with the provisions of the California Environmental Quality Act ("CEQA"), the CEQA Guidelines and Chapter 31 of the San Francisco Administrative Code and found further that the Final EIR reflects the independent judgment and analysis of the City and County of San Francisco, is adequate, accurate, and objective, and that the Comments and Responses document contains no significant revisions to the Draft EIR, and certified the completion of said Final EIR in compliance with CEQA and the CEQA Guidelines in its Motion No. 1798 and

WHEREAS, This Commission has reviewed and considered the information contained in the Final EIR, all written and oral information provided by the Planning Department, the public, relevant public agencies, SFPUC, and other experts and the administrative files for the Project and the EIR; and

WHEREAS, The Project and Final EIR files have been made available for review by the SFPUC and the public, in File No. 2007.0118E, at 1650 Mission Street, Fourth Floor, San Francisco, California, and those files are part of the record before this Commission; and

WHEREAS, SFPUC staff prepared proposed findings, as required by CEQA, ("CEQA Findings") and a proposed Mitigation, Monitoring, and Reporting Program ("MMRP"), which material was made available to the public and this Commission for the Commission's review, consideration and action; and

WHEREAS, The Project is a capital improvement project approved by this Commission as part of the Water System Improvement Program (WSIP); and

WHEREAS, A Final Program EIR (PEIR) was prepared for the WSIP and certified by the Planning Commission on October 30, 2008 by Motion No. 17734; and

WHEREAS, Thereafter, this Commission approved the WSIP and adopted findings and a MMRP as required by CEQA on October 30, 2008 by Resolution No. 08-200; and

WHEREAS, The Final EIR prepared for the Project is tiered from the PEIR, as authorized by and in accordance with CEQA and the CEQA Guidelines; and

WHEREAS, The PEIR has been made available for review by the SFPUC and the public, and is part of the record before this Commission; and

WHEREAS, The SFPUC staff will comply with Government Code Section 7260 *et seq.* statutory procedures for possible acquisition of interests in real property (temporary or permanent) in: (1) Assessor's Parcel #010-015-062 owned by Ardis Family Partnership, (2) Assessor's Parcel #010-041-026 owned by Emilio Moran, (3) Assessor's Parcel #016-002-014 owned by Frank M. Bettencourt, (4) Assessor's Parcel #016-009-008 owned by Henry Bettencourt, (5) Assessor's Parcel #255-070-08 owned by Clifford W. & Onalee J. Koster, (6) Assessor's Parcel #253-280-03 owned by Triangle Properties, Inc., (7) Assessor's Parcel #011-013-006 owned by Willms Ranch, LLC, (8) Assessor's Parcel #011-013-011 owned by Willms Ranch, LLC, (9) Assessor's Parcel #011-001-028 owned by Richard B. and Alida C. Ardis, (10) Assessor's Parcel #016-002-017 owned by James W. Lopes, (11) Assessor's Parcel #016-002-018 owned by James W. Lopes, (12) Assessor's Parcel # 016-002-044 owned by James W. Lopes, (13) Assessor's Parcel #253-170-05 owned by Garry & Christine DeWolfe, (14) Assessor's Parcel #253-17-06-05 owned by Garry & Christine DeWolfe, (15) Assessor's Parcel #016-002-048 owned by Angela Bogetti-Dumlao, (16) Assessor's Parcel #016-002-012 owned by Gary Oosterkamp, (17) Assessor's Parcel #016-022-014 owned by Frank M. Bettencourt, and (18) Assessor's Parcel #253-270-24 owned by Tracy Golf and Country Club. The total combined purchase price of all such possible acquisitions is estimated to not exceed \$700,000; and

WHEREAS, The Project work is primarily located within the City-owned SFPUC right of way, however, several private or public property owners hold easement interests in portions of the right of way, including El Solyo Water District, Shell Oil, Standard/Chevron Oil, and California Department of Water Resources (California Aqueduct) and it may be necessary for the Project for the General Manager to negotiate and enter into agreements with respect to those easement interests; and

WHEREAS, SFPUC has issued leases, permits, or licenses to certain parties, to use for various purposes, portions of City-owned property along the SFPUC right of way where the Project work will occur, and in some instances, there is apparent use of City-owned property by other parties for which there is no evidence of SFPUC authorization, and it may be necessary for the Project for the General Manager to (a) exercise rights under any such deed, lease, permit, or license or (b) negotiate and execute new or amended lease, permit, license, or encroachment removal agreements (each, a "Use Instrument") with owners or occupiers of property interests on, or adjacent to, City property, including West Stanislaus Irrigation District, Blewett Mutual Water District, PAR Country Estates, Chevron/Getty/Tide Water Oil, Standard/Chevron Oil, and Tracy Golf and Country Club, or other property owners or occupiers of land on, or adjacent to, the SFPUC right of way; and

WHEREAS, The Project will require the SFPUC to obtain various necessary permits and encroachment permits from San Joaquin and Stanislaus Counties, which permits shall be consistent with SFPUC existing fee or easement interests, where applicable, and will include terms and conditions including, but not limited to, maintenance, repair, and relocation of improvements and, possibly, indemnity obligations; and

WHEREAS, The SFPUC intends to obtain a permit or enter into an agreement with the U.S. Fish and Wildlife Service for intermittent discharge (e.g., maintenance, emergency) of water from the Pelican Crossover facility to San Joaquin National Wildlife Refuge facilities; and

WHEREAS, The Project will require the SFPUC to augment or amend its existing easement rights, with respect to the proposed fourth pipeline crossing of Union Pacific Railroad (UPRR) land at UPRR milepost 93.61 in San Joaquin County, and, pending such amendment, enter into a pipeline crossing agreement with respect to such location with UPRR; and

WHEREAS, The Project will require the SFPUC to obtain a permanent easement from Stanislaus County across River Road in Stanislaus County; and

WHEREAS, Implementation of the Project mitigation measures will involve consultation with, or required approvals by, state and federal regulatory agencies, including but not limited to the following: U.S. Army Corps of Engineers, U.S. Fish & Wildlife Service, National Marine Fisheries Service, California Department of Transportation, State Historic Preservation Officer, California Department of Fish and Game, and Central Valley Regional Water Quality Control Board; now, therefore, be it

RESOLVED, This Commission has reviewed and considered the Final EIR, finds that the Final EIR is adequate for its use as the decision-making body for the actions taken herein, and hereby adopts the CEQA Findings, including the Statement of Overriding Considerations, attached hereto as Attachment A and incorporated herein as part of this Resolution by this reference thereto, and adopts the MMRP attached to this Resolution as Attachment B and ~~incorporated herein as part of this Resolution by this reference thereto, and authorizes a request~~ to the Board of Supervisors to adopt the same CEQA Findings, Statement of Overriding Considerations and MMRP; and be it

FURTHER RESOLVED, That this Commission hereby approves Project No. CUW37301, San Joaquin Pipeline System Project, and authorizes staff to proceed with actions necessary to implement the Project; and be it

FURTHER RESOLVED, That this Commission hereby authorizes the SFPUC General Manager to undertake the process, in compliance with Government Code Section 7260 et seq., with the San Francisco Charter and all applicable laws, for possible acquisition of interests in real property (temporary or permanent) in: 1) Assessor's Parcel #010-015-062 owned by Ardis Family Partnership, (2) Assessor's Parcel #010-041-026 owned by Emilio Moran, (3) Assessor's Parcel #016-002-014 owned by Frank M. Bettencourt, (4) Assessor's Parcel #016-009-008 owned by Henry Bettencourt, (5) Assessor's Parcel #255-070-08 owned by Clifford W. & Onalee J. Koster, (6) Assessor's Parcel #253-280-03 owned by Triangle Properties, Inc. (7) Assessor's Parcel #011-013-006 owned by Willms Ranch, LLC, (8) Assessor's Parcel #011-013-011 owned by Willms Ranch, LLC, (9) Assessor's Parcel #011-001-028 owned by Richard B. and Alida C. Ardis, (10) Assessor's Parcel #016-002-017 owned by James W. Lopes, (11) Assessor's Parcel #016-002-018 owned by James W. Lopes, (12) Assessor's Parcel #016-002-044 owned by James W. Lopes, (13) Assessor's Parcel #253-170-05 owned by Garry & Christine DeWolfe, (14) Assessor's Parcel #253-17-06-05 owned by Garry & Christine DeWolfe, (15) Assessor's Parcel #016-002-048 owned by Angela Bogetti-Dumlao, (16) Assessor's Parcel #016-002-012 owned by Gary Oosterkamp, (17) Assessor's Parcel #016-022-014 owned by Frank M. Bettencourt, and (18) Assessor's Parcel #253-270-24 owned by Tracy Golf and Country Club, and to work with the Director of Real Estate to seek Board of Supervisors' approval of, and if approved, to accept and execute final agreements, and any other related documents necessary to consummate the transactions contemplated therein, in such form approved by the City Attorney; and be it

FURTHER RESOLVED, That this Commission authorizes the General Manager to negotiate and subject to any applicable approvals, enter into agreements, if necessary for the Project, with parties holding existing easement interests on City property, including El Solvo Water District, Shell Oil, Standard/Chevron Oil, and California Department of Water Resources

(California Aqueduct) in a form that the General Manager determines is in the public interest and is acceptable, necessary, and advisable to effectuate the purposes and intent of this Resolution, and in compliance with the Charter and all applicable laws, and in such form approved by the City Attorney; and be it

FURTHER RESOLVED, That this Commission authorizes the General Manager to exercise any right as necessary under any Use Instrument and negotiate and execute new or amended Use Instruments, if necessary for the Project, with owners or occupiers of property interests on, or adjacent to, the SFPUC right of way, including West Stanislaus Irrigation District, Blewett Mutual Water District, PAR Country Estates, Chevron/Getty/Tide Water Oil, Standard/Chevron Oil, and Tracy Golf and Country Club, in a form that the General Manager determines is in the public interest and is acceptable, necessary, and advisable to effectuate the purposes and intent of this Resolution, and in compliance with the Charter and all applicable laws, and in such form approved by the City Attorney; and be it

FURTHER RESOLVED, That this Commission authorizes the General Manager, or his designee, to apply for and execute various necessary permits and encroachment permits with the San Joaquin and Stanislaus Counties, which permits shall be consistent with SFPUC's existing fee or easement interests, where applicable. To the extent that the terms and conditions of the permits will require SFPUC to indemnify the respective jurisdictions, those indemnity obligations are subject to review and approval by the San Francisco Risk Manager. The General Manager is authorized to agree to such terms and conditions, including but not limited to those relating to maintenance, repair, and relocation of improvements, that are in the public interest, and, in the judgment of the General Manager, in consultation with the City Attorney, are reasonable and appropriate for the scope and duration of the requested use as necessary for the Project; and be it

FURTHER RESOLVED, That this Commission hereby authorizes the SFPUC General Manager to negotiate and, if necessary, to seek Board of Supervisors' approval of, and, if approved, accept and execute a permit or agreement with the U.S. Fish and Wildlife Service with respect to intermittent discharge of water into San Joaquin National Wildlife Refuge facilities, in such form approved by the City Attorney. To the extent that the terms and conditions will require SFPUC to indemnify other parties, those indemnity obligations are subject to review and approval by the San Francisco Risk Manager. The General Manager is authorized to agree to such terms and conditions that are in the public interest, and, in the judgment of the General Manager, in consultation with the City Attorney, are reasonable and appropriate for the scope and duration of the requested use as necessary for the Project; and be it

FURTHER RESOLVED, That this Commission hereby authorizes the SFPUC General Manager to negotiate and seek Board of Supervisors' approval of, and if approved, to accept and execute an amended easement deed and, pending such acceptance and execution, a pipeline crossing agreement and any other related documents necessary to consummate the transactions contemplated therein, with UPRR, in such form approved by the City Attorney, with respect to the proposed pipeline crossing at UPRR milepost 93.61 in San Joaquin County; and be it

FURTHER RESOLVED, That this Commission hereby authorizes the SFPUC General Manager to undertake the process, in compliance with Government Code Section 7260 *et seq.*, the San Francisco Charter, and all applicable laws, to seek Board of Supervisors' approval of, and if approved, to accept and execute an easement deed and any other related documents necessary to consummate the transactions contemplated therein, in such form approved by the City Attorney, for acquisition of a permanent easement from Stanislaus County across River Road in Stanislaus County; and be it

FURTHER RESOLVED, The General Manager will confer with the Commission during the negotiation process on real estate agreements as necessary, and report to the Commission on all agreements submitted to the Board of Supervisors for approval; and be it

FURTHER RESOLVED, That this Commission authorizes the General Manager to consult with, or apply for, and, if necessary, seek Board of Supervisors' approval, and if approved, to accept and execute permits or required approvals by state and federal regulatory agencies, including but not limited to: U.S. Army Corps of Engineers, U.S. Fish & Wildlife Service, National Marine Fisheries Service, California Department of Transportation, State Historic Preservation Officer, California Department of Fish and Game, and Central Valley Regional Water Quality Control Board, including terms and conditions that are within the lawful authority of the agency to impose, in the public interest, and, in the judgment of the General Manager, in consultation with the City Attorney, are reasonable and appropriate for the scope and duration of the requested permit or approval, as necessary for the Project; and be it

FURTHER RESOLVED, That this Commission authorizes the General Manager to work with the Director of Real Estate to seek Board approval, and if approved, to accept and execute the real property agreements authorized herein; and be it

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FURTHER RESOLVED, That this Commission authorizes the General Manager to enter into any subsequent additions, amendments, or other modifications to the permits, licenses, encroachment removal agreements, pipeline crossing agreements, leases, easements, and other real property agreements, or amendments thereto, as described herein, that the General Manager, in consultation with the Commercial Land Manager and the City Attorney, determines are in the best interests of the SFPUC and the City, do not materially decrease the benefits to the SFPUC or the City, and do not materially increase the obligations or liabilities of the SFPUC or the City, such determination to be conclusively evidenced by the execution and delivery of any such additions, amendments, or other modifications.

*I hereby certify that the foregoing resolution was adopted by the Public Utilities Commission at its meeting of July 14, 2009*

  
Secretary, Public Utilities Commission





# SAN FRANCISCO PLANNING DEPARTMENT

**MEMO**

June 29, 2009

Ms. Amy L. Brown  
Director of Real Estate  
Real Estate Division  
Department of Administrative Services  
25 Van Ness Avenue, Suite 400  
San Francisco, CA 94102

1650 Mission St.  
Suite 400  
San Francisco,  
CA 94103-2479

Reception:  
415.558.6378

Fax:  
415.558.6409

Planning  
Information:  
415.558.6377

Re: Case No. 2009.0202R  
Right of Way Acquisitions –  
SF Public Utilities Commission (PUC)  
PUC San Joaquin Pipeline Project

Dear Ms. Brown:

The Department received your request, dated March 12, 2009, for a General Plan Referral as required by Section 4.105 of the San Francisco Charter, and Section 2A.53 of the San Francisco Administrative Code. The project is the proposed acquisition of temporary and permanent easements from several private and municipal property owners. The Public Utilities Commission (PUC) proposes to acquire easements on 16 parcels, located in Stainslaus and San Joaquin counties. Acquisition of the temporary and permanent easements is, on balance, in conformity with the San Francisco General Plan.

## Project Description

The primary goal of the project is to improve the reliability of water delivery, quality and supply and drought management and seismic reliability per the SFPUC's Water System Improvement Program. The San Joaquin Pipeline Project (SJPL) will consist of constructing two new crossover facilities, installation of pipelines, and the construction of a new vault. The project construction is anticipated to impact several private and municipal properties. Temporary Construction Easements and Staging Areas and Temporary and Permanent access roads will be needed.

## Environmental Review

The Department has determined that the proposed easement acquisition is Categorically Exempt from Environmental Review pursuant to CEQA Guidelines, Section 15060(c)(2).

Memo

A case report listing relevant General Plan Objectives and Policies is included as Attachment 1. The project has also been reviewed for consistency with the Eight Priority Policies of Section 101.1 of the Planning Code, included as Attachment 2.

Sincerely,



John Rahaim  
Director of Planning

cc: Brian Morelli, PUC ✓  
cc: Gary Tom, Real Estate Division, Accounting  
cc: Kathy Wood, ARWS  
cc: Claudia Flores, Planning Department

Attachments:

1. General Plan Case Report
2. Eight Priority Policies Findings- Planning Code Section 101.1
3. Exhibit A - Private and Municipal Properties Potentially Impacted by Project

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Case Number: 2009.0202R

Assessor's Parcel  
Number: Location outside of San Francisco County

Location, Description: Various municipalities and private properties along the San Joaquin Pipeline, see Exhibit Acquisition of vacant properties in unincorporated areas of Alameda and Santa Clara Counties for use by the PUC.

Staff Reviewer: Claudia Flores

Date: June 19, 2009

### GENERAL PLAN POLICY FINDINGS

Note: General Plan Objectives and Policies concerning the project are in bold font, and General Plan text is in regular font. Staff comments are in *italic font*.

#### ENVIRONMENTAL PROTECTION ELEMENT

##### **OBJECTIVE 5**

##### **ASSURE A PERMANENT AND ADEQUATE SUPPLY OF FRESH WATER TO MEET THE PRESENT AND FUTURE NEEDS OF SAN FRANCISCO.**

Hetch Hetchy and the Water Department should continue their excellent planning program to assure that the water supply will adequately meet foreseeable consumption demands. To this end, the City should be prepared to undertake the necessary improvements and add to the Hetch Hetchy/Water Department system in order to guarantee the permanent supply. Furthermore, San Francisco should continually review its commitments for the sale of water to suburban areas in planning how to meet future demand.

##### **POLICY 5.2**

Exercise controls over development to correspond to the capabilities of the water supply and distribution system.

##### **POLICY 5.3**

Ensure water purity.

San Francisco's drinking water must meet State and Federal water quality standards. Ensuring water quality means continuing the present water purification process and monitoring storage facilities and transmission lines for threats to the water supply.

*Comment: The proposed acquisition of easements for the upgrade of the San Joaquin Pipeline System will permit the PUC to protect the land from development or land uses that might impact the PUC's ability to supply high-quality drinking water to San Francisco water users and the PUC's clients in the East Bay and on the Peninsula. Acquisition of the easements is consistent with the PUC's Water System Improvement Program and with the cited General Plan policies.*

#### OBJECTIVE 6

#### CONSERVE AND PROTECT THE FRESH WATER RESOURCE.

The fresh water resource, like all natural resources, is finite and measurable. While San Francisco's water supply seems vast in relation to current demands, it should not be wasted. Supplementary sources should also be investigated.

On balance, the proposal is in conformity with the General Plan. Any development schemes proposed for the subject parcels after acquisition of the easements for the SFPUC will be subject to separate General Plan Referrals to the Planning Department. Any development proposals would also have to comply with the local zoning ordinance and pertinent land use policies of the area.

The Project is XX in conformity with the General Plan.

Planning Code Section 101.1(b) establishes the following eight priority planning policies and requires review of permits for consistency with said policies. The Project and this General Plan Referral application are consistent or inconsistent with each of these policies as follows:

1. That existing neighborhood-serving retail uses be preserved and enhanced and future opportunities for resident employment in and ownership of such businesses enhanced.

*The project would not affect neighborhood serving retail uses or opportunities for employment in or ownership of such businesses.*

2. That existing housing and neighborhood character be conserved and protected in order to preserve the cultural and economic diversity of our neighborhoods.

*The Project would not affect the City's housing stock or neighborhood character.*

3. That the City's supply of affordable housing be preserved and enhanced.

*The Project would not affect the City's supply of affordable housing.*

4. That commuter traffic not impede Muni transit service or overburden our streets or neighborhood parking.

*The Project would not affect Muni transit service, streets, or neighborhood parking.*

5. That a diverse economic base be maintained by protecting our industrial and service sectors from displacement due to commercial office development, and that future opportunities for resident employment and ownership in these sectors be enhanced.

*The Project would not affect the industrial or service sectors or future opportunities for resident employment or ownership in these sectors.*

6. That the City achieve the greatest possible preparedness to protect against injury and loss of life in an earthquake.

*The Project would not affect preparedness against injury and loss of life in an earthquake and would comply with applicable safety standards.*

7. That landmarks and historic buildings be preserved.

*The Project would not affect any of the City's historic resources.*

8. That our parks and open space and their access to sunlight and vistas be protected from development.

*The Project would not have any adverse effect on the City's park system.*

*I:\Citywide\General Plan\General Plan Referrals\2009\2009.0202R San Joaquin pipeline - PUC easements  
acquire - SJ and Stanislaus Counties.doc*

REVISED 4-14-09

**EXHIBIT A**  
**San Joaquin Pipeline System (SJPL)**

PRIVATE AND MUNICIPAL PROPERTIES POTENTIALLY IMPACTED BY PROJECT

OWNER	APN/P.M.	LOCATION	MAP PAGE
The Ardis Family Partnership	010-015-062 59.42	Warnerville Rd. Oakdale, CA Stanislaus County	22
Emilio Moran	010-041-026 59.50	Warnerville Rd. Oakdale, CA Stanislaus County	22
Frank M. Bettencourt	016-002-014 87.33	813 S. River Rd. Vernalis, CA Stanislaus County	18 & 31
Henry Bettencourt	016-002-014 87.34	2400 River Rd. Patterson, CA Stanislaus County	18
Clifford W. & Onalee J. Koster	255-070-08 93.10	3310 W. St. RT 132 Hwy Tracy, CA San Joaquin County	8
Triangle Properties, Inc	253-280-03 93.93	35555 S. Bird Rd Tracy, CA San Joaquin County	6
USA - USACE	016-009-037 86.40	Pelican Rd. Vernalis, CA Stanislaus County	20
Willms Ranch, LLC	011-013-006 011-013-011 53.25-53.40	Willms Road Salida, CA Stanislaus County	32
Richard B. Ardis	011-001-028 53.85	Willms Road Salida, CA Stanislaus County	32
James W. Lopes	016-002-017 016-002-018 016-002-044 87.75-88.80	Blewett Road Vernalis, CA Stanislaus County	31
Garry & Christine DeWolf	253-170-05 96.10	Chrisman Road Tracy, CA San Joaquin County	30
Union Pacific Railroad Co.	Stationing 89+51 89.51	Hwy 33 between McCraken & Welty Roads Vernalis, CA Stanislaus County	14

Stanislaus County	Stationing 87+33 87.33	River Road Vernalis, CA Stanislaus County	18
Iony Ramos and Mary Rocha Meirinho (909) 578-1403	012-058-005 012-058-006 012-058-008 012-058-009 012-058-011 012-059-001 012-059-008 81.40-82.58	1685 Dunn Road Modesto, CA 7956 Shackelford Road Modesto, CA Gates Road Modesto, CA Stanislaus County	33
Angela Bogetti-Dumlao	016-002-48	McCracken Rd Patterson, CA Stanislaus County	33
Gary Oosterkamp	016-002-012	Maze Blvd. Patterson, CA Stanislaus County	33

**FORM SFEC-126:**  
**NOTIFICATION OF CONTRACT APPROVAL**  
 (S.F. Campaign and Governmental Conduct Code § 1.126)

<b>City Elective Officer Information</b> <i>(Please print clearly.)</i>	
Name of City elective officer(s):  Members, SF Board of Supervisors	City elective office(s) held:  Members, SF Board of Supervisors

<b>Contractor Information</b> <i>(Please print clearly.)</i>	
Name of contractor: Union Pacific Railroad Company	
<i>Please list the names of (1) members of the contractor's board of directors; (2) the contractor's chief executive officer, chief financial officer and chief operating officer; (3) any person who has an ownership of 20 percent or more in the contractor; (4) any subcontractor listed in the bid or contract; and (5) any political committee sponsored or controlled by the contractor. Use additional pages as necessary.</i>	
See attached list of Directors and Officers.	
Contractor address: 1400 Douglass Street, Omaha, Nebraska 68179	
Date that contract was approved: Upon approval of the Board and Mayor	Amount of contract: \$2,500 License Fee
Describe the nature of the contract that was approved: Water pipeline within an existing easement area over railroad property near the City of Oakdale in Stanislaus County.	
Comments:	

This contract was approved by (check applicable):

- the City elective officer(s) identified on this form (Mayor, Gavin Newsom)
- a board on which the City elective officer(s) serves San Francisco Board of Supervisors  
Print Name of Board
- the board of a state agency (Health Authority, Housing Authority Commission, Industrial Development Authority Board, Parking Authority, Redevelopment Agency Commission, Relocation Appeals Board, Treasure Island Development Authority) on which an appointee of the City elective officer(s) identified on this form sits
- Print Name of Board

<b>Filer Information</b> <i>(Please print clearly.)</i>	
Name of filer:	Contact telephone number:
Address:	E-mail:

\_\_\_\_\_  
 Signature of City Elective Officer (if submitted by City elective officer)

\_\_\_\_\_  
 Date Signed

\_\_\_\_\_  
 Signature of Board Secretary or Clerk (if submitted by Board Secretary or Clerk)

\_\_\_\_\_  
 Date Signed

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## Directors and Officers

---

### Directors

**Andrew H. Card, Jr.**

Consultant and  
Professional Speaker

**Erroll B. Davis, Jr.**

Chancellor  
University System of Georgia  
*Higher Education*

**Thomas J. Donohue**

President and Chief Executive Officer  
U.S. Chamber of Commerce  
*Business Federation*

**Archie W. Dunham**

Retired Chairman  
ConocoPhillips  
*Integrated Energy Company*

**Judith Richards Hope**

Distinguished Visitor from Practice and  
Professor of Law  
Georgetown University Law Center  
*Law School*

**Charles C. Krulak**

Retired General and  
Former Commandant  
United States Marine Corps  
*Military*

**Michael R. McCarthy**

Chairman  
McCarthy Group, LLC  
*Investment Management*

**Michael W. McConnell**

General Partner  
Brown Brothers Harriman & Company  
*Banking*

**Thomas F. McLarty III**

President  
McLarty Associates  
*Strategic Advisory and Advocacy Services*

**Steven R. Rogel**

Chairman  
Weyerhaeuser Company  
*Integrated Forest Products Company*

**Jose H. Villarreal**

Advisor  
Akin, Gump, Strauss, Hauer & Feld, LLP  
*Law Firm*

**James R. Young**

Chairman

### Officers

**James R. Young**

Chairman  
Chief Executive Officer and President  
Union Pacific Corporation  
Union Pacific Railroad Company

**Dennis J. Duffy**

Vice Chairman - Operations  
Union Pacific Railroad Company

**Charles R. Eisele**

Senior Vice President - Strategic Planning  
Union Pacific Corporation

**Bernard R. Gutschewski**

Vice President - Taxes  
Union Pacific Corporation

**J. Michael Hemmer**

Senior Vice President - Law and  
General Counsel  
Union Pacific Corporation

**Mary Sanders Jones**

Vice President and Treasurer  
Union Pacific Corporation

**Robert M. Knight, Jr.**

Executive Vice President - Finance  
and Chief Financial Officer  
Union Pacific Corporation

**John J. Koraleski**

Executive Vice President - Marketing and Sales  
Union Pacific Railroad Company

**Dick McClish**

Vice President - Continuous Improvement  
Union Pacific Railroad Company

**Joe O'Connor**

Vice President - Purchasing  
Union Pacific Railroad Company

**Mike Rock**

Vice President - External Relations  
Union Pacific Corporation

**Jeffrey P. Totusek**

Vice President and Controller  
Union Pacific Corporation

**Barbara W. Schaefer**

Senior Vice President - Human Resources and  
Secretary  
Union Pacific Corporation



Chief Executive Officer and President  
Union Pacific Corporation  
Union Pacific Railroad Company

**Lynden L. Tennison**  
Senior Vice President and  
Chief Information Officer  
Union Pacific Corporation

**Robert W. Turner**  
Senior Vice President - Corporate Relations  
Union Pacific Corporation

**William R. Turner**  
Vice President - Labor Relations  
Union Pacific Railroad Company

## **Additional Information**

- [Corporate Governance](#)
- [Board Committee Members](#)
- [Union Pacific Executive Profiles](#)

