BEFORE THE
INTERSTATE COMMERCE COMMISSION

PENINSULA CORRIDOR JOINT POWERS
BOARD AND THE SAN MATEO
COUNTY TRANSIT DISTRICT,
Applicants

Notice by Peninsula Corridor
Joint Powers Board (Owner) and San
Mateo County Transit District
(Owner and Manager) - Exemption to
Acquire Rail Line -
51.3 miles of Peninsula Main
Line and Santa Clara/Lick Line -
and Santa Clara Counties,
California

NOTICE OF EXEMPT ACQUISITION

HANSON, BRIDGETT, MARCUS, VLAHOS
& RUDY
DAVID J. MILLER
Attorney for Applicants

PENINSULA CORRIDOR
JOINT POWERS BOARD
SAN MATEO COUNTY TRANSIT DISTRICT

DATED: December 20, 1991
BEFORE THE
INTERSTATE COMMERCE COMMISSION

PENINSULA CORRIDOR JOINT POWERS BOARD AND THE SAN MATEO COUNTY TRANSIT DISTRICT, Applicants

Notice by Peninsula Corridor Joint Powers Board (Owner) and San Mateo County Transit District (Owner and Manager) - Exemption to Acquire Rail Line - 51.3 miles of Peninsula Main Line and Santa Clara/Lick Line - San Francisco, San Mateo and Santa Clara Counties, California

Docket No. FD 31980

NOTICE OF EXEMPT ACQUISITION

The Peninsula Corridor Joint Powers Board and the San Mateo County Transit District provide the following as their Verified Notice of Exempt Acquisition and in response to 49 C.F.R. §1150.33:

1. Full name and address of the applicants:

Peninsula Corridor Joint Powers Board
San Mateo County Transit District
1250 San Carlos Avenue
P. O. Box 3006
San Carlos, CA 94070-1306
2. The name, address and telephone number of representative of Applicants to whom correspondence should be sent:

David J. Miller, Esq.
Attorney for the Peninsula Corridor Joint Powers Board
Attorney for the San Mateo County Transit District
Hanson, Bridgett, Marcus, Vlahos & Rudy
333 Market Street, Suite 2300
San Francisco, CA 94105
(415) 777-3200

3. Statement that an agreement has been reached or details of when the agreement shall be reached: A Purchase, Sale and Option Agreement among the Southern Pacific Transportation Company ("Seller" or "Southern Pacific") and Peninsula Corridor Joint Powers Board ("JPB") and the San Mateo County Transit District ("Samtrans") (referred to collectively herein as "Buyers") was executed on November 22, 1991.

4. The operator of the property:

This transaction involves the acquisition by two public agencies of real estate and rail facilities owned by Southern Pacific Transportation Company which will be used to operate existing passenger commute rail transportation on the San Francisco, California, peninsula. In the process, one of the public agencies, which will serve as Manager, will take over and continue the existing rail commute service which is now operated by Southern Pacific under a contract with the California Department of Transportation. The public agencies, through their Manager, will be operating a service as a common carrier by
railroad, the revenues for which will classify it as a Class III carrier.

The common carrier services to be operated by the public authorities during the first year following acquisition will consist of passenger commute rail service. The structure of the transaction is as follows:

Between San Francisco, Milepost 0.147, and Santa Clara Junction, MP 44.0, Southern Pacific is selling its Peninsula Corridor including trackage, track structure, and land. It is retaining all freight and intercity passenger service rights, under a reservation being confirmed by a trackage rights grant to Southern Pacific in F.D. 31983 submitted to the Commission contemporaneous herewith. Rail freight customers will continue to be served by Southern Pacific. Southern Pacific will also retain intercity rail passenger service rights. (There are no intercity passenger services operated at present on this line segment.) The Buyers will take over the existing rail commute passenger services which are operated between San Francisco and San Jose, MP 46.9. (See Southern Pacific's Tariff ICC SP-P-9001.)

Between Santa Clara, MP 44.0, and Lick, MP 51.4, Southern Pacific will operate its rail freight and intercity passenger service on its single main line
track (of which it has retained ownership) located on the JPB right of way. Southern Pacific will dispatch its own track independent of JPB's passenger commute rail service. However, Southern Pacific has granted bridge trackage rights to JPB from the south end of San Jose (Cahill Yard - MP 47.1) to Lick (MP 51.4) to allow an extension of future passenger commute rail service operations over Southern Pacific's line south of San Jose to Gilroy. From Santa Clara (MP 44.0) to San Jose's Cahill Yard (MP 46.9), there will be at least 3 main tracks, one of which will be owned by Southern Pacific. Multiple tracks are available in San Jose's Cahill Yard between MP 46.9 and MP 47.4.

From MP 47.4, Auzerais Street, south of San Jose's Cahill Yard, to Lick (MP 51.4), Southern Pacific will retain ownership of the existing main track and JPB will own a new, second main track (now under construction between MP 47.4, Auzerais Street, and a new station called Tamien (MP 48.8, near Alma Street). JPB plans to extend that second main track to Lick (MP 51.4). Thus, both SP and the JPB will continue to provide and offer their respective services between Santa Clara and Lick on their separately owned track.
The manager of the rail passenger commute service on the lines being acquired by Buyers will be Samtrans. Operations will be conducted either directly by Samtrans or by a contract operator. Samtrans is in the process of interview and selection for its long-term contract operator, and Southern Pacific has agreed to serve as an interim-short-term operator under the terms and conditions under which it currently provides service.

As part of the Purchase, Sale and Option Agreement among the parties, certain ancillary trackage rights will be granted to the JPB. They shall be subject to separate and distinct Commission filing as follows: (1) FD 31984, trackage rights for JPB over Southern Pacific's 1-mile branch at Lick, which JPB will use from time to time to turn trains or for other operating purposes; (2) FD 31985, trackage rights for JPB over Southern Pacific's line from Lick, MP 51.4, to Gilroy, MP 80.7, to allow an extension of rail passenger commute operations over Southern Pacific's line south of San Jose to Gilroy and bridge trackage rights over Southern Pacific's retained track between San Jose's Cahill Yard, at approximately MP 46.9, and Lick MP 51.4, to allow JPB use of Southern Pacific's track between the San Jose passenger station and Lick.

The ownership of the rail lines and facilities being acquired by Buyers will be held as follows: within San Mateo County (i.e., between MP 5.2 and MP 29.7), ownership shall be held jointly by Samtrans and the JPB; in San Francisco County (MP 0.147 to 5.2) and Santa Clara County (MP 29.7 to MP 51.4),
ownership shall be in the name of the Joint Powers Board. The manager of the service being operated by Buyers, responsible to the public, is Samtrans.

5. Brief summary of the proposed transaction, including:
   
a. Name and address of railroad transferring the subject property:
   
   Southern Pacific Transportation Company
   Southern Pacific Building
   One Market Plaza
   San Francisco, CA 94105

   b. Proposed time schedule for the consummation of the transaction:

   Southern Pacific and the Buyers have concluded an agreement. The transaction is expected to close on or about December 27, 1991.

   c. Mileposts of the subject property:

   The line is between milepost 0.147 in San Francisco, California and milepost 51.4 at Lick, California.

   d. Total route miles being acquired: approximately 51.3 miles.

6. A map indicating the area to be served, including origins, termini, stations, cities, counties and States is attached as Exhibit A.

7. A certificate that applicant’s projected revenues do not exceed those that would qualify it as a Class III carrier is attached as Exhibit B.
8. The required verification is attached as Exhibit C.

Respectfully submitted,

HANSON, BRIDGETT, MARCUS,
VLAHOS & RUDY
DAVID J. MILLER, Esq.

DAVID J. MILLER
Attorney for Applicants
PENINSULA CORRIDOR
JOINT POWERS BOARD
SAN MATEO COUNTY TRANSIT DISTRICT
WESTERN REGION TIMETABLE 4

EFFECTIVE SATURDAY, NOVEMBER 24, 1990
AT 12:01 A.M.

L. A. MOORE
Vice President - Operations

L. L. PHIPPS
General Manager

M. L. WELLS  G. R. FETTY
Asst General Managers

E. L. HORD
Asst Vice President - Transportation Services

A. C. FOX
Superintendent - Transportation

Superintendents:

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(98.5)
EXHIBIT B

I, Gerald E. Haugh, Executive Director of the Peninsula Corridor Joint Powers Board and the General Manager of the San Mateo County Transit District ("Applicants"), certify that the Applicants projected annual carrier operating revenues will not exceed those of a Class III carrier (annual carrier operating revenues of $10 million or less, as adjusted by the railroad revenue deflator formula described in Note A to Title 49, Code of Federal Regulations, part 1201).

Gerald E. Haugh

Executive Director
PENINSULA CORRIDOR
JOINT POWERS BOARD

General Manager
SAN MATEO COUNTY TRANSIT DISTRICT
EXHIBIT C

VERIFICATION

Gerald W. Haugh being duly sworn, deposes and says that he is the Executive Director of the Peninsula Corridor Joint Powers Board and the General Manager of the San Mateo County Transit District, that he has read the foregoing verified Notice of Exemption, knows the contents thereof and that the factual statements contained therein are true.

Gerald W. Haugh

Subscribed and sworn to before me this 4th day of DEC., 1991.

My commission expires 3/28/95.

P. L. Pickens
Notary Public
INTERSTATE COMMERCE COMMISSION

NOTICE OF EXEMPTION

Finance Docket No. 31980

Peninsula Corridor Joint Powers Board
San Mateo County Transit District
Exemption to Acquire Peninsula Mainline and Santa Clara/Lick Line from Southern Pacific Transportation Company

The Peninsula Corridor Joint Powers Board and the San Mateo County Transit District have filed a notice of exemption to acquire the line owned by Southern Pacific Transportation Company located between milepost 0.147 in San Francisco County, and milepost 54.1 in Santa Clara County, California, a distance of 54 miles. Comments must be filed with the Interstate Commerce Commission and served upon David J. Miller, Attorney for the Peninsula Corridor Joint Powers Board and the San Mateo County Transit District, c/o Hanson, Bridgett, Marcus, Vlahos & Rudy, 333 Market Street, San Francisco, CA 94105, telephone (415) 777-3200. This transaction is also the subject of Finance Dockets Nos. 31983, 31984, 31985.

The notice is filed under § 1150.31. If the notice contains false or misleading information, the exemption is void ab initio. Petitions to revoke the exemption under 49 U.S.C. 10505(d) may be filed at any time. The filing of a petition to revoke will not automatically stay the transaction.

Dated:

By the Commission: Sidney L. Strickland, Jr.
Secretary
CERTIFICATE OF SERVICE

I, Michael N. Conneran, certify that I have this day caused copies to be served of the foregoing document upon all parties of record in this proceeding, by first class mail, postage prepaid:

Mr. Gary A. Laakso  
Southern Pacific Building  
One Market Plaza  
San Francisco, CA 94105

California State Historical Preservation Office  
P. O. Box 942896  
Sacramento, CA 94296-0001

California Public Utilities Commission  
Rail Operating & Safety Branch  
505 Van Ness Avenue  
San Francisco, CA 94102

The Hon. Pete Wilson  
State of California  
State Capitol  
Sacramento, CA 94514

Dated: 12/20/1991

MICHAEL N. CONNERAN  
Attorney for Notifying Carrier  
PENINSULA CORRIDOR JOINT POWERS BOARD and SAN MATEO COUNTY TRANSIT DISTRICT

HANSON, BRIDGETT, MARCUS, VLAHOS & RUDY  
333 Market Street  
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