

Commuter Rail



Final Program & Budget Book

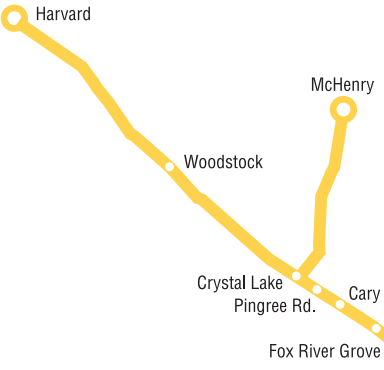
2013

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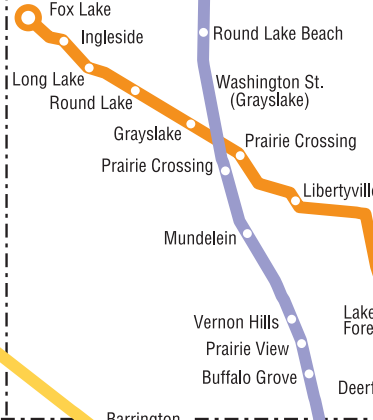
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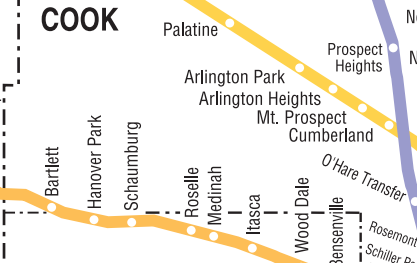
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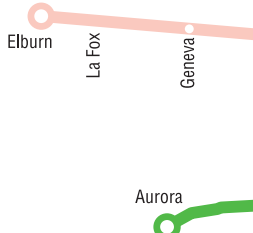
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Metra Commuter Rail System

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ILLINOIS / INDIANA STATE LINE



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Metra moves through the snow in Elgin, Ill.

System Overview

Metra is the largest commuter rail system in the nation geographically, serving a six-county region of more than 3,700 square miles. This complex system is comprised of 11 rail lines operating over more than 1,100 miles of track, 800 bridges and 2,000 signals.

Metra's 241 stations, including five stations in the Chicago Central Business District, are served by 700 trains each weekday. The railroad uses more than 1,100 pieces of rolling stock, storing and maintaining this equipment at 24 rail yards and seven maintenance facilities. Metra also oversees and maintains more than 400 station platforms and provides more than 90,000 parking spaces.

Metra, the Commuter Rail Service Board of the RTA, assumed direct responsibility for commuter railroad operations for Northeastern Illinois in 1984. Metra operates service directly on seven lines and through purchase of service agreements with two freight railroads on four lines. Since 1985, ridership has grown by 34.9 percent and train miles have increased by 31.7 percent. We project that Metra will have provided 81.4 million rides in 2012, a 1.7 percent decrease from 2011.

Metra by the Numbers

241 Stations (5 downtown and 236 outlying)

90,019 Parking Spaces

1,155 Miles of Track

487.7 Route Miles

821 Bridges

571 Grade Crossings

24 Rail Yards (6 downtown, 18 outlying)

11 Substations

5 Tie Stations

12 Fuel Facilities

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Director
Cook County

William A. Widmer III

Director
Suburban Cook County

Alexander Clifford

CEO/Executive Director
Metra

CHAIRMAN'S LETTER

In November 2012, with the support of my fellow board members and the region's appointing authorities, I accepted the role as chairman of the Metra Board.

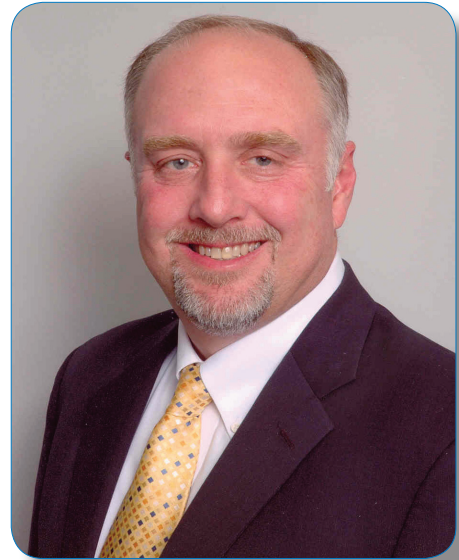
When I joined the Board in 2011, Metra was engaged in the difficult task of restoring public confidence. Over the past two years, we have worked diligently to re-examine our practices, make reforms where necessary and increase transparency, demonstrating that this agency and the Board which governs it are responsible stewards of public funds.

The Board, the agency's management and staff have spent countless hours to – forgive the pun – put this agency on the right track. We have cut costs by identifying efficiencies; we have adopted practices that promote financial stability; and we have provided the public with more information than ever before about our business practices.

One of the most significant changes has been our budgeting process. This year we held two separate rounds of public hearings across the region in November and December to communicate our rationale as well as the potential benefits and risks of decisions to be made regarding Metra's 2013 budget. We also provided additional opportunities for the public to respond to these proposals through our website. By doing so, we provided the public with a better perspective on the difficult balance we and other public agencies must achieve to continue to provide a high level of service in a financially constrained environment.

The 2013 Program and Budget document adopted by the Metra Board in December is balanced and meets the requirement of the Regional Transportation Authority Act, that the region's transit operations recover 50 percent of operating expenses through fares and other revenues. While Metra's 2013 Budget does not include an across-the-board fare increase, the budget does include a change in fare policy discontinuing the practice of discounting the 10-ride ticket. The funds gained from this policy change, an estimated \$8.3 million, will be used primarily to help Metra compete for federal funds for capital projects.

And we need those funds. To help you understand what it takes to keep the railroad going on an annual basis, we pulled data on six key areas of the capital program. To keep Metra in a state of good repair, each year we need to replace or rehab 12 locomotives, replace or rehab 70 cars, replace or rehab 5 stations and 20 platforms, replace or rehab 8 bridges, replace 110,000 ties and replace 105 grade crossings. To do all of this – not including any other capital program areas – would cost



about \$235 million per year. Our 2013 capital program is only \$155 million, leaving an \$80 million shortfall in those areas alone.

One thing we did in 2012 was to undertake Metra's first strategic plan in decades. At a time when resources are so scarce, we need such a plan that will give us focus and direction as we seek to use our limited dollars in a logical, efficient, effective and equitable manner, and in a way that complies with our mission, vision and goals. This document, which will be introduced in early 2013, will guide our decision-making for years to come.

We at Metra believe that we have a responsibility to our riders and the region as a whole to provide exceptional service and leverage every available resource to preserve that service by maintaining our infrastructure. We plan to pursue every funding source available for that purpose so that Metra remains a vital part of this region's transportation infrastructure, providing value to our riders and the communities we serve.

We invite you to review this 2013 Program and Budget document to learn more about our plans.

Sincerely,
 Brad S. O'Halloran
 Chairman, Metra Board of Directors

CHIEF EXECUTIVE OFFICER'S LETTER

The year 2012 was marked by progress in a number of areas at Metra. Major capital projects were started such as the Englewood Flyover and Metra Electric customers began to enjoy more modern travel amenities as the first rail cars intended to replace that line's entire fleet were put into service. All Metra customers also benefited from improved on-time performance and the AED devices installed on trains across the system.

In preparing the 2013 Program and Budget, we were cognizant of the impact on our riders of the historic fare increase that took effect in February 2012. We also learned from our riders that they would prefer fare increases to be smaller and more frequent as opposed to infrequent and large. We also recognized the need to follow the policy adopted by our Board during the preparation of last year's budget: that future fare increases and/or adjustments in fare policies reflect the actual costs of providing commuter rail service.

As a result of last year's increase, as well as our continuous efforts to manage our costs, our operating budget is in better shape. For 2013, in fact, we do not need to raise fares to cover operating costs. However, our capital budget, which covers infrastructure and rolling stock improvements and is primarily funded by federal and state grants, is still woefully short of the dollars needed to achieve and maintain a state of good repair.

This was the rationale behind the decision to recommend to our Board that we cease to discount the 10-ride ticket in 2013. Doing so will generate about \$8.3 million in additional revenue, which will be used primarily to fund our farebox capital program and will bring us into alignment with how our peer commuter railroads treat multiple fare media.

Metra's capital needs are staggering and have grown due to the age of our system and years of shifting capital funding to cover shortfalls in operating revenues at the same time federal discretionary funding and earmarks have gone away. We currently receive about \$150 million annually in federal formula funds for our capital projects but estimate our shortfall to be at least \$5 billion over the next decade. Now, \$8.3 million won't go far in addressing such a huge need. But it will give us the opportunity to compete for potential federal grants that require a local match. In other words, these dollars will help us leverage even more money for our capital needs, fund local projects, provide cleaner trains and improve customer service.

Metra's status as one of the nation's best commuter railroads and a vital transportation resource for this



region isn't sustainable over the long term without adequate capital dollars to maintain and replace infrastructure. Our ability to meet future needs through expansion will also be impacted. Metra staff will be working in 2013 to quantify our needs and seek the support of all stakeholders to secure additional funding for capital.

Maintaining what we have is just one of the challenges facing Metra. We are also tasked with moving this railroad into the future, and that means deploying technologies that improve both safety and service. In 2013, we will work to keep the federally mandated installation of Positive Train Control, a vital safety system, on schedule. We will also continue our exploration of new fare collection tools with the goal of meeting the state's requirement for a regional fare payment system. Additionally, we will continue to investigate the potential of WiFi service on our trains and will add electrical outlets for customer use onboard through our Amerail rehab program and the new Highliner car purchase.

Metra employees understand that our riders want reliable service not just for today, but for years to come. Our goals in a fiscally constrained environment are ambitious but we are committed to improving our customers' experience, increasing transparency in regards to Metra business practices while maintaining safety, pursuing resources for the betterment of our rail system and providing accountability to the riders and taxpayers who fund us.

Sincerely,

Alex Clifford
CEO, Metra

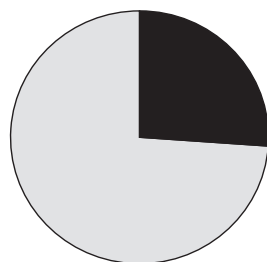
Staying on Track

Metra provides a vital transportation link for more than 300,000 commuters each weekday. Since 1985, Metra has invested more than \$6 billion to rebuild and maintain the region's passenger rail network.

Public funding for transit is provided for two broad categories: Operations and Capital. In the six-county region of northeast Illinois served by Metra, operations funding is provided through system-generated revenues —primarily fares—and subsidized in large part through a regional sales tax. Capital funding is provided through a variety of federal programs as well as state and local funding sources, including bond programs.

For 2013, Metra's total budget for operations and capital is \$868.1 million. As shown in Exhibit 1 below, this total includes \$713.5 million for operations and \$154.6 million for capital.

Uses of Funds - Total \$868.1 million Exhibit 1



■ Capital: \$154.6 million
 □ Operating: \$713.5 million

Operations Funding

Under the provisions of the Regional Transportation Authority Act, the RTA and the Service Boards, which includes Metra, CTA and Pace, are required to recover 50 percent of operating expenses through fares and other revenues. The RTA sets

individual recovery ratios for each of the operating agencies as part of the budgeting process. The RTA revenue recovery ratio mark for Metra is 53.0 percent in 2013. Metra's 2013 budget achieves a recovery ratio of 55.3 percent.

For many years, Metra transferred funds from capital to fund operations in lieu of increasing fares. In 2011, \$60 million was transferred from capital to operations. Over the short term, transferring funds from capital to operations helped Metra put off fare increases. However, in the long term, the practice added to the agency's shortfall in capital investment. In 2012, the Metra Board of Directors supported the staff position that the continued transfer of funds from capital to operations is not sustainable and voted to approve a budget that ended the practice.

Metra is committed to a balanced operating budget without using capital dollars or borrowing. Sales tax receipts are far below what was projected when the RTA sales tax was last revised in 2008 and operating costs continue to rise. For the 2013 budget, cost centers showing significant increases include healthcare, diesel fuel and employee costs directly related to a Federal Railroad Administration (FRA) mandate covering hours of service for our train crews. In total, these items as well as the rate of inflation will increase Metra's 2013 operating budget by \$26.7 million or 3.9 percent versus the 2012 budget.

With these concerns in mind, Metra will continue to identify efficiencies that will reduce both operating and administrative costs. Metra will also seek to recover additional indirect costs by applying more fully developed corporate additive rates to joint work activities with third parties. Between administration and operations, Metra staff actions have resulted in a total of \$6.6 million in cuts and savings for the 2013 budget.

In May 2012, Metra's Budget Group outlined the 2013 budget challenges for the Metra Team as well as options for operating efficiencies, changes

in fare policy and fare increases. Customers responding to an online survey in 2011 indicated that Metra service is a great value to them. This leaves Metra with efficiencies, changes to its fare policy and its fares as the only options to offset rising costs.

Throughout Metra's history, its fares have increased at irregular intervals and have not kept pace with inflation. Metra's last fare increase took place in 2012. Although the 2012 increase was the largest percentage increase in the agency's history, it was largely designed to offset and discontinue the practice of transferring capital funds to support operations. Metra's 2013 budget proposal includes a revision of its overall fare policy structure. Metra staff, with the support of the Board of Directors, has reaffirmed the following principles to be used in the development of this and future fare changes.

Metra Fare Principles are:

- Consider regular fare adjustments that ensure a balanced budget, keep pace with inflation, and avoid significant, infrequent fare increases;
- No longer divert capital-eligible funds to the operating budget;
- Acknowledge the total cost and the total value of providing services;
- Maintain a fair pricing structure that maximizes revenues;
- Review fare media to improve fare collection and simplify overall collection activities and reconciliation;
- Minimize on-train transactions and overall transaction costs;
- Recognize that convenience has a value;
- Equalize fare differentials by zone over time; and
- Evaluate fare policies of sister agencies and peers.

More detail regarding 2013 fares and fare policy can be found in the Fares section of the 2013 Program & Budget on page 33.

Capital Funding

Metra's 2013 Core Capital program is funded through federal fixed guideway and federal formula funds, as well as Metra farebox capital funds. Other sources of funds that supplement Metra's capital program include Homeland Security funding, federal CMAQ (Congestion Mitigation and Air Quality) funding and State of Illinois capital bond program funds.

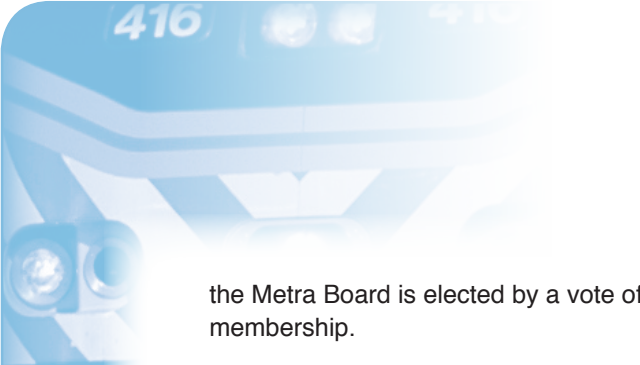
A more detailed discussion of Metra's 2013-2017 capital program begins on page 34. Tables and project descriptions for Metra's 2013-2017 program are included in the Appendix of this document (pages 50-56) and show funding available from current sources.

Effective Stewardship

As Metra navigates the sluggish economic recovery and diminishing capital resources, we are reaffirming the goals that have helped us create the current Metra system. These include: maintaining financial stability through cost containment and efficient deployment of operating assets, continuing the aggressive pursuit of an equitable share of federal, state and local funding, and, most importantly, maintaining safe, reliable service to our riders and the region.

Organization

Metra's operations and policies are guided by an eleven-member Board of Directors. The chairmen of the Boards of the counties of DuPage, Kane, Lake, McHenry, and Will each appoint one director. Four additional directors are appointed by the suburban members of the the Cook County Board. One director is appointed by the chairman of the Cook County Board and one director is appointed by the City of Chicago. A chairman of



the Metra Board is elected by a vote of the Board membership.

Metra's day-to-day operations are overseen by its CEO and executive team. In 2012, Metra continued to examine and make alterations to its organizational structure to better align agency resources. Metra's organizational structure is detailed in Exhibit 2, page 9.

Organizational Units

Finance and Accounting (CFO)

Finance and Accounting is headed by the Chief Financial Officer (CFO) and divided into four groups. The core mission of these groups is to provide accurate financial information so that Metra can run its business efficiently.

2012 has been a year of building for this team. We are in the process of bringing new staff onboard to replace a number of recent retirees, reorganizing to meet current business demands and preparing to meet future demands. The 2013 headcount for finance and IT functions at Metra totals 160.

General Accounting

Reporting to the Controller, this department is charged with the accurate and timely processing of transactions and production of financial statements. Department functions include accounting, payroll, accounts payable, accounts receivable and revenue financial systems.

Budget and Contracts

This group is divided into two sections and reports to the Senior Director of Budgets. The Budget section is charged with the accurate and timely production of annual budgets and monthly variance reporting. The Contracts section is charged with the management and periodic renegotiation of various contracts with other railroads and with utility providers.

Grant Management and Accounting

This group is divided into four sections: development, administration, reimbursement and accounting. These sections report to the Senior Director Grants Management and Accounting.

The Grant Development section is charged with coordinating program-level information for each project, creating detailed scope and account information suitable for funding agency grants and Metra's financial accounting system, and submitting applications for capital, operating and demonstration grants to appropriate funding agencies.

The Grant Administration section is charged with tracking approved grant contracts, setting up project budgets in Metra's financial accounting system, providing financial oversight in project implementation, and reporting project and grant level progress to the funding agencies.

The Grant Reimbursement section is charged with requesting reimbursements from funding agencies for capital expenditures, closing out capital projects and grants after implementation, and providing information on grant-related activities for audits and funding agency reviews.

The Grant Accounting section is charged with developing and maintaining records and reports related to fixed assets, depreciation, funding agency equity, and capital grant receivables, and reconciling reimbursements with capital expenditures, fixed assets and other general ledger accounts.

Information Technology (IT)

This group reports to the Director of IT and is charged with the maintenance of the hardware and software supporting Metra's financial and revenue systems.

Operations

Metra's Operations Department is headed by the Chief Operating Officer and provides executive direction and guidance to the chief officers of Engineering, Transportation and Mechanical as well as Safety, Operations Training and Certification, and Regulatory Compliance. Operations also provides executive oversight and direction to contract carriers (BNSF and Union Pacific) to ensure consistency with Metra's standards and practices.

Transportation

The Metra Transportation Department is responsible for providing safe, efficient and dependable transportation to commuters on all Metra-operated lines (Milwaukee District, Rock Island, Metra Electric District, Southwest Service,

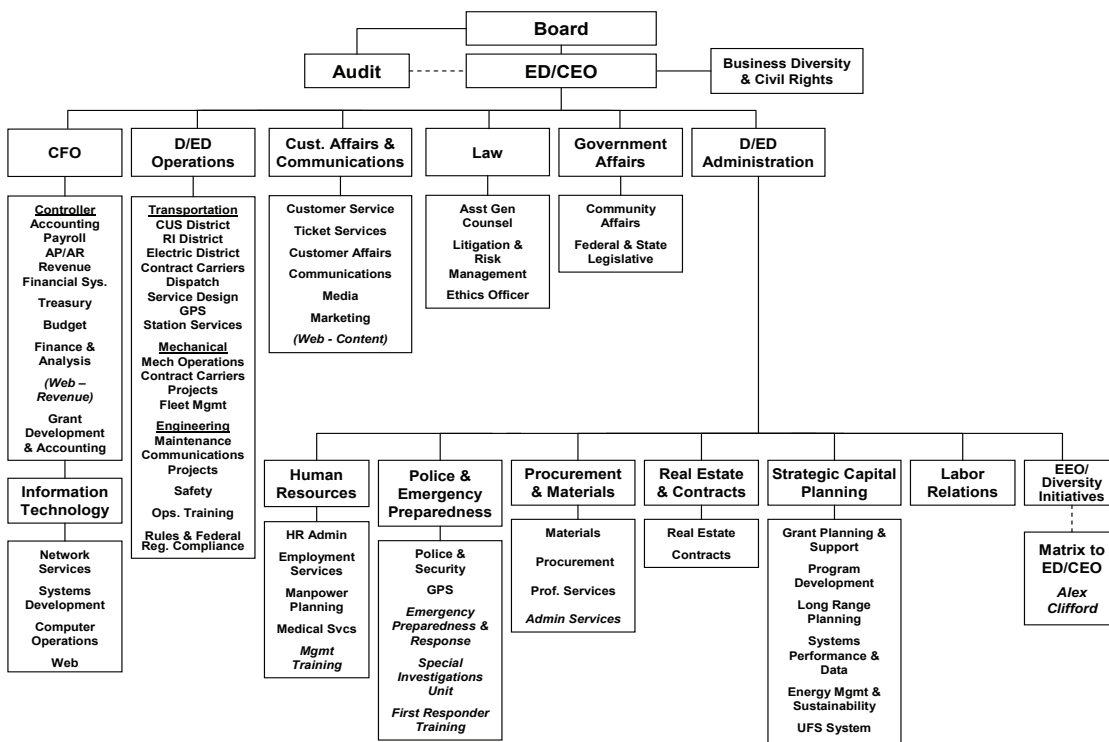
North Central Service and Heritage Corridor) and those operating under purchase-of-service agreements (BNSF and Union Pacific lines). The Transportation Department also oversees the Rules Department, Dispatching Office, Crew Management Center, Station Services and GPS Center. The department is staffed by nearly 800 employees.

2012 Highlights and Achievements:

- Improved on-time performance
- Adjustments made to train schedules on several lines to better reflect operating environment.

Metra Organizational Chart

Exhibit 2





GPS Center operators monitor the PALS Center for the Metra Electric Line.

GPS Center

The Global Positioning System (GPS) Center monitors the on-time performance of all trains systemwide, to ensure that delays are promptly communicated to the public so they are aware of any service disruption that may alter their commute.

Within the GPS Center, technical communication specialists monitor a satellite system that utilizes a Mobile Information Terminal attached to each train and provides real-time tracking. Delays are communicated to the public via public address systems and electronic signage at outlying stations, the Metra website and e-alerts sent to My Metra subscribers. Also, our PAL/GPS section monitors the functionality of credit card and cash vending machines and elevators on the Metra Electric District.

2012 Highlights and Achievements:

- Finalized installation and implementation of the new LATA Train Track system.

- Reduced paper usage by upgrading GPS Technical Communication Specialist training program to a PowerPoint presentation.
- Reduced overtime by filling vacant positions.

Station Services

Metra's Station Services Department's employees are one of the primary points of contact for the public, whether it is at the ticket window or on the concourses at our downtown terminals. However, Station Services responsibilities extend beyond selling Metra tickets. The department is also responsible for the deposit of all monies collected for over-the-counter and on-board sales, as well as the replenishment of ticket stock to our credit card ticket vending machines at our downtown stations.

In addition, Station Services acts as the primary support for passenger assistance during any service disruption or event and regularly assists customers by changing passenger information displays and in-station announcements.

2012 Highlights and Achievements:

- Created a syllabus and trained more than 200 ticket sales clerks through our “in-house” Customer Service Training Course, including Metra contract carrier employees.
- Supplied real time E-alert notification to Communication Supervisors.
- Offered an additional purchase option to customers with eight credit card vending machines split between Chicago Union Station, LaSalle Street Station and Ogilvie Transportation Center.
- Created a major service disruption plan for Chicago Union Station.
- Secured funding for downtown ticket office security cameras.

Engineering

The Engineering Department is responsible for building and maintaining the great majority of Metra’s fixed assets, such as buildings, bridges, track, electrical and signal systems. The department also monitors the condition and assists in building and maintaining the fixed assets on the freight lines that Metra trains operate on. The Engineering Department is split into three major groups: Capital Projects, Communications and Maintenance. The department is staffed by more than 700 employees.

Capital Projects

The Capital Projects group consists of the following subgroups; Construction, Electrical/Mechanical, Signal, Civil/Structural and Station & Parking Design. The subgroups consist of approximately 40 engineers and technical professionals. They manage the design and construction of facilities within their areas of responsibility. Most of the design and construction work is performed by third-party contractors with project management

oversight performed by Metra engineers.

Communications

The Communications group is responsible for building and maintaining Metra’s communication system. These systems include: telephone, GPS train tracking, video surveillance, ticket vending, all radios for train and police operations, train and platform paging, real-time train website information and security access systems.

Maintenance

The Maintenance group is responsible for maintaining and constructing Metra’s signal and track systems. The group also builds and maintains stations, parking lots and support facilities, such as repair shops and headquarter buildings for our work crews.

Metra maintains more than 1,155 miles of track, 571 grade crossings, 3,800,000 track ties and 115,000 switch ties. Metra has 821 bridges, five downtown stations, 236 outlying stations, and 90,019 parking spaces, all of which need to be maintained on a continuous basis. The signal



Tinley Park 80th Avenue dedication.

division is responsible for maintaining all of the circuitry work throughout the Metra system. Metra also has 11 electrical substations and five electrical

416

tie-stations, as well as 109 miles of 1,500-volt DC catenary wire and 104 miles of 4-kilovolt AC electrical wiring.

2012 Highlights and Achievements:

- Continuation of the Positive Train Control (PTC) project including the development of the project management RFP.
- Start of the Englewood Flyover and the completion of structural design and part of the signal design.
- Completed construction work for station, train shelter and platform projects at 211th Street, Highlands, Naperville, Tinley Park 80th Avenue, 75th Street, 63rd Street, Longwood, Halsted, Congress Park, 115th Street/Morgan Park, Edgebrook and Golf.
- Replaced three bridges on the Rock Island District.
- Completed parking lot improvement projects at Joliet and Robbins.
- Completed construction of five bridges on the UP North Line and began retaining wall construction.
- Completed Belmont Road Station underpass project.
- Completed a number of structural design projects including the retaining walls at the A-5 interlocker, the embankment stabilization at Elgin, a turntable at the Blue Island Yard, a Fox Lake crew facility, drainage improvements at the Weldon Yard and a storage building at the Western Avenue Yard.
- Improved and installed a number of new components at the 47th Street Yard, including the refueling area, the diesel fuel lines and the diesel shop exhaust fans.
- Augmented the electrical systems at the 95th Street, Homewood and Riverdale tie stations.
- Completed design work for construction projects

at the Flossmoor, Cicero, Fox River Grove, LaGrange/Stone Avenue, Lombard, Museum Campus, Oak Forest and West Chicago stations.

- Completed design work on parking improvements at Fox Lake, Geneva and Richton Park.
- Installed downtown station credit card ticket vending machines.
- Began implementation of an electronic (paperless) work order system.

Mechanical

The Mechanical Department coordinates and oversees the repair, inspection, cleaning and maintenance for 1,165 pieces of rolling stock used in commuter service. The department's goal is to provide safe, clean and reliable service while maintaining the fleet to FRA, AAR, APTA and OEM standards. The Mechanical Department is also responsible for overseeing Metra's fleet of more than 550 trucks and automobiles. The department employs more than 600 people.

2012 Highlights and Achievements:

- The Amerail rehabilitation project continues to reduce expenditures by performing the work in-house, while providing 60 union jobs.
- Substantially reduced train delays related to mechanical failures through an aggressive quality control program.
- Fully implemented an IBM maintenance tracking program.
- Reorganized the Fleet Management department.

Safety

Safety is one of Metra's top priorities. Metra's Safety Department is responsible for the implementation, oversight and coordination of the agency's passenger and employee safety

programs, designed to promote the safest travel and working environment possible.

The department oversees Metra's employee workplace safety programs, passenger safety programs, rail safety education and outreach programs, emergency evacuation training for first responders, and employee safety training. In addition, the department is responsible for reporting all railroad incident and accident data to the appropriate federal and state regulatory agencies.

2012 Highlights and Achievements:

- Metra was awarded the Bronze Harriman Award, placing third for the best overall safety record of all Commuter Railroads nationwide for 2011.
- Metra's Operation Lifesaver Train Safety presenters conducted more than 900 presentations and are among the top three presenters for this program in the state of Illinois. Their presentations focus on educating children and adults about the dangers of trespassing along railroad right-of-ways and disobeying grade crossing warning devices.
- Representatives from Metra's Safety Department conducted more than 45 "Station Safety Blitzes," personally engaging Metra customers and educating them on safe commuting practices, as well as the dangers of disobeying grade crossing warning devices.
- Metra's Safety Department annually trains first responders in our six-county service area on Metra's emergency evacuation procedures. In the event of a major incident or derailment, this training provides emergency responders with the necessary skills and information to gain emergency access to train coaches, and shut down a locomotive, and familiarizes them with the various types of Metra equipment and our safety procedures.
- Established a memorandum of understanding between Metra and the American Red Cross

to provide disaster services for victims and their families in the event of a major incident or derailment.

Operations Training & Certification / Workforce Education

Metra requires a skilled workforce practicing a variety of railroad-specific trades. Metra must continue to train and develop employees to meet the specific needs of operating Metra service. The Operations Training and Workforce Education departments conduct and oversee the training programs that enable current employees to meet regulatory mandates and help new employees develop necessary skills.

Operations Training and Certification

The Training and Certification Department is responsible for training locomotive engineers, conductors and assistant conductors who perform service for Metra. The department's core mission is to provide quality training while continuing to improve the efficiency and safety of our train crews and passengers.

In addition to training for their specific job functions, employees need to meet regulatory requirements in order to comply with federal guidelines under the Code of Federal Regulations Title 49 Transportation. The department's core mission is to provide quality training while continuing to improve the efficiency and safety of our train crews and passengers.

2012 Highlights and Achievements:

- Promoted six locomotive engineers.
- Promoted 11 assistant conductors on various districts.
- Developed and prepared to implement a new conductors training Program.

- Issued certification licenses to promoted conductors per FRA regulations.
- Updated locomotive simulator training to conform to new FRA regulations.

Workforce Education

In addition to well-trained locomotive engineers and conductors, Metra requires a skilled workforce practicing a variety of railroad-specific trades. As our workforce ages and skilled workers retire, Metra must continue to train and develop employees to meet its specific needs.

A large number of our skilled mechanical employees are age 50 or older, and most are eligible to retire by 60 under the rules of the Federal Railroad Retirement System. With such a scenario in mind, Metra has, for the past several years, invested in an apprenticeship program to train machinists, carmen, electricians and sheet metal workers. This program focuses on general aspects of these trades as well as functions specific to the railroad industry.

Metra began training 36 mechanical apprentices in January 2012 and has budgeted for an additional 24 mechanical apprentices in 2013. The continuation of our apprentice programs, regardless of the constraints of our current economic environment, is critical to Metra's ability to operate service at existing levels.

In addition, the FRA's new PTC regulations will require that Metra hire and train a number of engineering employees in the specific requirements of a PTC system.

After they complete initial training programs, many Metra employees are required to complete additional training at regular intervals. Metra is using technology to streamline some of these processes. In September 2009, Metra entered into an intergovernmental agreement with Western Illinois University's Center for the

Application of Information Technologies (CAIT) to provide computer-based training courses for employees throughout the Metra system. Under the agreement, CAIT is working with Metra's Workforce Education team to create interactive online courses. In 2012, Metra launched the online training tracking system called MeTS. MeTS hosts and tracks all of Metra's online training courses and allows Metra to track all employee training.

2012 Highlights and Achievements:

- Trained 207 Mechanical employees in FRA-regulated courses.
- Trained 141 ticket agents in customer service skills.
- Provided 606 employees with safety training (Blood Borne Pathogens, Back Safety, Defensive Driving, CPR).
- Trained 59 Mechanical, Storehouse and Engineering employees in OSHA-required courses.
- Trained 60 employees in journeymen Mechanical and Engineering courses.
- Trained 36 apprentices in 13 core/basic skills courses, and 5 craft-specific courses per craft.

Regulatory Compliance

The Office of Regulatory Compliance was established by Metra in 2011. It is responsible for ensuring Metra is in compliance with all federal regulations issued by the FRA.

The Director of Regulatory Compliance serves as Metra's representative on the FRA Rail Safety Advisory Committee (RSAC). RSAC was established to develop new regulatory standards, through a collaborative process, with all stakeholders of the rail community in an effort to develop solutions on safety regulatory issues.

2012 Highlights and Achievements

- Implemented the Hours of Service regulation (49 CFR Part 228) for Metra train employees.
- Implemented new recording system for train employees to track their hours of duty.
- Modeled all train employee assignments utilizing the Fatigue Avoidance Scheduling Tool™ (FAST) to assess the risk of fatigue in work schedules.
- Submitted comments to the FRA regarding the Passenger Train Emergency Preparedness (49 CFR Part 239) and Passenger Train Emergency Preparedness II (49 CFR Parts 238 & 239) notice of proposed rulemaking (NPRM).
- Developed a committee to review Metra's current training programs and prepare for the Minimum Training Standards regulation (49 CFR Part 243).
- Developing an awareness campaign for Metra employees regarding the dangers of electronic device distraction.

Rules

The Metra Rules Department develops, interprets and monitors the proper application of rules and operating practices to the working environment of the railroad. It is responsible for the Metra Rules Education Process to ensure that Transportation and Engineering employees are adequately prepared to safely perform their duties in compliance with established rules and federal regulations. The department conducts initial and periodic rules review instructional classes and written examinations.

The department also administers the Operational Testing Program, which monitors employee responses to situations presented in the field and is designed to measure rules knowledge and application, improve rules compliance and isolate areas of noncompliance for corrective action.

2012 Highlights and Achievements:

- Completed annual instruction and re-examination of approximately 600 Transportation and 500 Engineering employees.
- Completed biennial Passenger Train Emergency Preparedness refresher training and reexamination of all train service and control center employees.
- Completed annual update of all instructional programs and examinations.
- Prepared six-month Operational Testing and Inspection Reviews in January and July as required for passenger railroads by the FRA.
- Continued rewrite and update of the Metra Operational Testing Manual.

Customer Affairs and Communications

The Customer Affairs and Communications Department is headed by the Chief Customer Affairs and Communications Officer and is divided into six groups: Customer Service, Ticket Services, Customer Affairs, Media Relations, Marketing and Website Content Management.

Together, these departments are dedicated to helping riders' maximize their use of the Metra system by providing:

- Communications that inform and educate potential and current riders about important initiatives that impact Metra, enhancements that improve the passenger experience, scheduling information and service changes as well as other information that enhances the safety, usability and comfort of the Metra system.
- Online and digital communications that leverage online tools reach our riders through the communications channels that best suit their needs. Digital tools, including e-alerts and Rail-

Time Tracker, provide opportunities to share real-time information with our riders.

- Marketing programs and initiatives that increase ridership and system usage, introduce new riders to Metra's services, and engage the communities we serve.
- Customer service initiatives that provide a "helping hand" when passengers require assistance with directions, want to share a complaint or commendation, or need information to make their trips more enjoyable and efficient.
- Ticket programs that ensures riders can obtain Metra tickets through a variety of channels – online, by mail, at ticket windows and through vending machines. Ticket Services also plays a critical role in preventing ticket fraud.

2012 Highlights and Achievements:

Media Relations

- Developed media materials and executed media outreach for numerous events including NATO Summit service, ticket vending machine downtown station rollout, Nippon Sharyo factory opening and Rail-Time Tracker launch.

- Developed materials and oversaw execution of the 6th Annual Metra Safety Poster and Essay Contest
- Served as primary source of information to the media and the public for major service disruptions.
- Produced monthly commuter newsletter On the Bi-level.
- Assumed responsibility for responding to all customer service e-mails.

Marketing

- Completed Regional Customer Satisfaction Survey project.
- Completed RTA regional collateral/System Map review/edits.
- Developed new and revised collateral materials (line-specific, summer materials).
- Ongoing development of a solicitation for naming rights and sponsorship for Metra's Rock Island Line.
- Developed web-centric, no-cost outreach



The Metra Board and the winners of the 2012 Metra Safety Poster and Essay Contest.

program to promote Metra service to new residents.

Web & Digital Media

- Implemented Rail-Time Tracker feature on the website.
- Reformatted and updated Business Diversity & Civil Rights web pages.
- Provided digital communication of NATO Summit information.
- Facilitated the collection of survey data for Metra's Strategic Plan, Metra Poster Contest People's Choice award voting and several additional rider initiatives via the website.
- Increased Mobile site traffic and My Metra Account registrations through website promotion. Twitter outreach also expanded to more than 10,000 followers.
- Implemented Agency's transparency initiative by posting of all Board meeting materials on the website prior to the monthly meetings.

Customer Service

- Handled nearly 1,200 calls monthly.
- Responded to 500 to 600 monthly customer complaints and comments via email.

Ticket Services

- Introduced process improvements that reduced monthly fulfillment production time by five days.
- Improved Oracle processes for ticket fulfillment and distribution.

Law

Metra's Law Department core mission is to provide legal guidance and support to every

other department in the organization. The department focuses on preventing legal issues at every feasible level, as well as defending the corporation's position if issues arise. The Law Department supports Metra's transportation mission by guiding the corporation through the myriad of restrictions and mandates of federal, state and local statutes, regulations, and ordinances. The Department is comprised of three basic divisions: General Corporate, Litigation and Risk Management and Ethics.

General Corporate

Metra's General Counsel supports all departments with respect to employment, procurement, contracts, discrimination, Freedom of Information Act (FOIA), ethics, and other general municipal and government law issues. On a daily basis, the division engages in preventing and resolving legal matters concerning virtually every area of Metra's operation.

Litigation and Risk Management

The Litigation/Risk Management division investigates and responds to claims and lawsuits brought against Metra. Cases are thoroughly investigated and are prepared for trial. In this way, Metra is placed in the best position to settle, if it is in Metra's best interest, or try any given case. We continue to strive for innovation and detail in assembling cases to ensure that Metra's position is well-founded and well-prepared.

Ethics

With the amendment of the State Officials and Employees Ethics Act, 5 ILCS 430/1 et seq. ("Ethics Act"), effective July 1, 2011, all Metra employees are now subject to the Ethics Act and have been brought under the jurisdiction of the Executive Ethics Commission ("EEC") and the Office of the Executive Inspector General ("OEIG").

Among other things, the Ethics Act mandates that the Metra Board designate an Ethics Officer for Metra. Metra's Ethics Officer acts as a liaison

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between Metra and the EEC and the OEIG. The Ethics Officer also provides guidance to Metra employees and board members in the interpretation and implementation of the Ethics Act.

2012 Highlights and Achievements:

- Decreased outside legal fees for litigated cases by more than 30 percent;
- Took over responsibility for handling BNSF/Metra lawsuits.
- Settled 25 lawsuits and has tried four to verdict in 2012 with five cases on appeal. Settled large cases for lost wages only, obtained summary judgments as well as reasonably small verdicts in the face of unreasonable settlement demands.
- Negotiated additional property rights to service Chicago Union Station operations at no additional cost to Metra.
- Helped obtain waiver of tax charges on ComEd bills without litigation for significant anticipated savings.
- Successfully negotiated resolution of Ravenswood townhouse sound wall issues with respect to the UP North Line bridge project.
- Revised the bidding regulations.
- Created new ethics training material.
- Processed more than 250 FOIA requests.

Government and Community Affairs

The Government and Community Affairs division provides strategic advice to the Metra Board, Executive Director and senior staff on issues relating to Metra's state and federal legislative agendas. The division also develops and implements Metra's state and federal legislative programs and communicates Metra's position on various transportation policies and legislative issues.

Government and Community Affairs staff work with members and staff of the Illinois General Assembly, executive officers of the state of Illinois, Illinois Department of Transportation (IDOT), the U.S. Congress and officials of federal regulatory agencies such as the U.S. Department of Transportation (USDOT), Federal Railroad Administration (FRA) and Federal Transit Administration (FTA). Staff also monitor transportation-related developments, write analyses, and advance proposed legislation and legislative strategies to benefit transit in the region.

Federal Relations

Metra's federal relations efforts center on maintaining positive working relationships with members of the Illinois congressional delegation, particularly congressional offices from the greater Chicago area. In addition, a close working relationship is maintained with key House and Senate committee staffs that are responsible for transit issues.

Activities regarding congressional offices can be broken down into three broad categories:

- Work on legislation that addresses transit programs, including the the passage of a new long-term surface transportation authorization bill. Congress passed a surface transportation bill (MAP 21) in 2012, a short term two-year bill. Work on the next surface transportation authorization legislation will begin in early 2013.
- Work with congressional offices on matters of particular concern, such as transit service needs or a specific project in a district.
- Work to secure funding for transit projects in the annual congressional transportation appropriations bills.

State Relations

Generally, Metra's state relations efforts center on maintaining frequent communication with

members of the Illinois General Assembly, particularly legislative offices within the six-county Metra service region. In addition, a close working relationship is maintained with key House Mass Transit and Senate Transportation committee staff and others who are responsible for state transit issues.

The efforts also include maintaining contact with other units of local government, governmental agencies and state transit advocacy organizations including: the Illinois Department of Transportation, the Governor's Office, the City of Chicago, Cook County, northeastern Illinois "collar county" governments, the Chicago Metropolitan Agency for Planning (CMAP), and the Illinois Public Transit Association.

The activities regarding legislative offices can be broken down into three main components:

- Work with legislative offices on matters of particular concern, such as transit service needs or a specific project in a legislative district.
- Work on transit issues with the members of the northeastern Illinois state delegation, including members that serve on the House Mass Transit and Senate Transportation Committees.
- Work to secure state funding for capital investment and operations.

Local Relations

Metra's Government and Community Relations unit also serves as a key liaison with the various mayors, board chairs, aldermen and other elected officials in the six-county region that we serve. This unit responds to any service-related issues in a given area, while assisting the agency in obtaining the proper approvals for the various Metra planning and construction projects from the various municipalities throughout the region.

Administration

Metra's Administration Division is principally charged with providing support resources to the Operations Division employees who deliver train service to our customers. Whether engaging customers or collaborating with regional stakeholders to develop strategic transportation plans, hiring and training new personnel, managing real estate assets, negotiating service contracts to deliver the best value for taxpayers, or maintaining a safe and secure transportation system, the employees assigned to the Administration Division play a major role in supporting Metra's core mission of moving people.

Human Resources

Metra's Human Resources Department's mission is to recruit and retain qualified employees in a diverse workforce; treat all employees fairly; facilitate training and professional development for personal and career growth; effectively manage and administer compensation; negotiate and administer flexible benefit programs that provide quality and value; administer medical leaves and services; promote wellness; confidential and efficient records administration; ensure that Metra's policies and personnel actions comply with all laws governing employment, benefits and other ancillary services; and create trust and mutual respect with employees as well as internal and external partners. Human Resources is staffed by 30 employees.

Recruiting, selecting, training and retaining talent are essential to Metra's core mission. In order for this to be accomplished, Metra is moving forward with proactive programs to ensure its employees feel valued and secure, thereby improving the quality of services and commitment they provide to the organization.

2012 Highlights and Achievements:

- Collaborated with the Employee Policies

Committee and Senior Leadership Team to revise current non-contract employee handbook policies and implement new policies.

- Negotiated a significant reduction in non-contract health insurance premiums for 2012.
- Launched the Wellness Program for non-contract employees along with a Wellness Website.
- Completed Class and Compensation Study and forwarded it to the Board for action.
- Established the STEAM Program (Student Temporary Employment at Metra) for undergraduate (juniors/seniors) and graduate students to work on professional-level assignments and special projects. Fourteen requests for interns; nine interns hired to-date.
- Ramped up the Full-time Temporary Employees program, thereby reducing the cost of using temporary agencies to fill temporary assignments.
- Of approximately 141 vacancies in 2012, 94 have been filled. Recruitment is ongoing.
- Developed the recruitment tracking log for weekly distribution to senior leaders, to keep them apprised of the status of recruitment activity within their departments.

Police & Emergency Preparedness

The Metra Police Department serves and protects the commuters using the Metra system and protects Metra's property. The mission of the Metra Police is to safeguard the lives and property of the people they serve, to reduce the incidence and fear of crime, and to enhance public safety.

Metra Police work to expedite all onboard issues with the commuting public as well as the handling of vehicle accidents and trespasser incidents on Metra railroad right-of-way and property. Metra Police also actively engage and work with first responder, local, state and federal agencies during

service disruptions and partner with these agencies on security planning. Their work ensures the safety of our passengers and employees and reduces train delays.

2012 Highlights and Achievements:

- Expansion of the Special Operations unit resulting in more than 150 criminal arrests throughout the system.
- Successful completion of more than 450 missions with the U.S. Air Marshals and Transportation Security Administration (TSA) ground forces.
- Completion of the Metra Police K-9 unit training and certification for six TSA-certified K-9 bomb detection dogs and handlers.
- Worked with local, state & federal agencies, including the U.S. Secret Service, on security planning for the NATO Summit.
- Arrested a subject for felony reckless conduct for placing several stolen vehicles on the tracks in the path of Metra trains.
- Arrested more than 50 people in possession of counterfeit tickets.

Procurement & Materials

The Materials Management Department consists of three divisions, Procurement, Professional Services/Contracts and Materials. The purpose of the Materials Management Department is to serve the various customers within Metra by soliciting and procuring goods or services as required to support ongoing operations at Metra.

Additionally, the department operates Metra's four storehouses and maintains, distributes and safeguards the inventories contained within them.

2012 Highlights and Achievements:

- Trained internal user groups on documentation required to properly process a procurement.

- Continued education for staff.
- Maintained 2012 inventory levels consistent with 2011 levels.
- Filled staff positions expeditiously.
- Cross-trained staff to ensure flexibility necessary to meet workflow needs.

Real Estate & Contracts

The core mission of the Real Estate and Contract Management Department is to maximize Metra's non-passenger revenue and minimize its liability exposure through effective negotiation, pricing and contract administration of Metra property and real estate assets. The department's activities support the agency's core mission by participating in real estate/property acquisition for station and parking areas, managing station and vendor facilities and ensuring that utility easements placed in the right-of-way are in compliance with Metra's Engineering standards to allow for safe travel along Metra's corridors.

2012 Highlights and Achievements:

- Maximized leasing opportunities within its corporate headquarters,
- Coordinated the relocation of the Union Pacific Commuter Operations to a newly leased office location at 2 North Riverside Plaza,
- Maximized profits for utility occupations within its right-of-way, and
- Maximized property leasehold rates and ensured timely agreement renewals.

Strategic Capital Planning

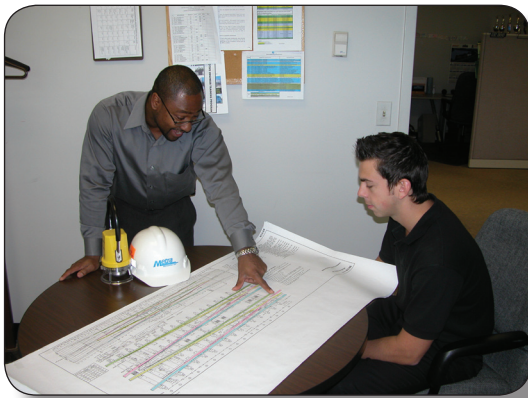
The Strategic Capital Planning Division provides support services in many areas within and outside Metra. The division consists of three departments: Capital Program Development, Long-Range Planning and System Performance and Data. The three departments collaborate and work with staff of other Metra divisions as well as agencies and municipalities in northeast Illinois.

The Capital Program Development Department develops the capital program and amendments in collaboration with multiple divisions within Metra and also prepares all discretionary grant applications. This department, along with other Metra divisions, is working with RTA, CTA and Pace to update the Capital Condition Assessment, and to develop and implement a Capital Investment Decision Tool by 2014.

The Long-Range Planning Department identifies new opportunities for expanding and enhancing the rail system, including line extensions, development of new routes, adding new stations on existing rail lines, and transit-oriented development in station areas. Planning for extensions and new routes typically is directed towards the federal New Starts grants program. Long-Range Planning staff also participates in planning studies led by other entities that will impact Metra operations or Metra riders, including corridor plans and station area studies. Early in 2012, staff took the lead on developing Metra's new Strategic Plan, a critically important document that will guide the agency for years to come, helping Metra to prioritize spending decisions and use the agency's scarce capital dollars in the most efficient and effective way. The System Performance and Data Department prepares monthly reports on system ridership, on-time performance, and capacity utilization of trains, based on data from other Metra divisions.

Often in partnership with other divisions and agencies, the department manages periodic surveys, counts and analyses of:

- Rider satisfaction;
- Rider origins and destinations;
- Rider boarding each train at each station;
- Rider vehicles parked at each station, and fees paid;
- Metra's adherence to Title VI and other equity standards.



Metra employees examine a track work drawing.

The department polls other North American commuter railroads on fare policy and other practices. Starting in early 2012, the department serves as the primary research and development staff for a Metra internal working group that will recommend how to implement the legislated Regional Fare Payment System (Illinois Public Act 097-0085).

2012 Highlights and Achievements:

- Developed Metra's Strategic Plan, over saw public open house meetings, and managed internal and external coordination.
- In order to secure funding through additional

discretionary and non-traditional grants, submitted six discretionary grant applications to USDOT and RTA, receiving awards for two.

- Provided technical assistance and/or active participation on steering committees for more than 40 station area planning studies.
- Coordinated Metra involvement and response to efforts to expand High Speed Rail (HSR) and represented Metra interests in planning groups/committees at CMAP, RTA, and other entities.
- Complete the STAR Line Alternatives Analysis.
- Improved processes to cut the delivery time and add data to on-time performance and ridership reporting to CEO/ED and Board.
- Analyzed and reported on fare pricing issues while representing Metra in the development and support of the RTA's and Metra's Regional Fare Mode and the Peer Fare Report.
- Worked with service boards on various regional initiatives and plans, including the potential procurement of energy management software and the completion of the Regional Customer Satisfaction Survey.
- Developed plan for the implementation of a regional fare payment system, completed white paper, continued peer and vendor research, researched issues and costs with adding TVMs, and prepared draft RFPs for Project Management Oversight.
- Two presentations accepted for the American Planning Association national conference in Chicago in April 2013.

Labor Relations

Metra's stand-alone Labor Relations Department, unique to the rail industry, is charged with the responsibility for the negotiation and administration of 17 collective bargaining agreements between the Northeast Illinois Regional Commuter Railroad

Corporation (NIRCRC d.b.a. Metra) and its employees represented by 14 unions. These responsibilities include representing Metra in arbitration with each of these unions.

As its core mission, Labor Relations builds and maintains productive relationships with union representatives to ensure a professional and productive association that ensures continuity of service and controlled adjudication of disputes.

Staffing will remain static for FY 2013 at six employees. However, due to cyclical contract negotiations, we anticipate a sharp increase in the FY 2013 budget over the FY 2012 due to costs associated with the contract bargaining process under the Railway Labor Act and the retention of outside experts.

2012 Highlights and Achievements:

- Restructured internal responsibilities to ensure departmental continuity.
- Provided greater transparency to the Metra Board and our user departments.
- Adopted a broad discipline team approach to sustain a more aggressive posture in negotiations to ensure our customers the best value for their dollar.
- Worked with labor partners to reconstruct our Labor-Management system to efficiently bring new ideas and safety concerns from the shop floor to decision makers for quick response.

EEO/Diversity Initiatives

The mission of the Equal Employment Opportunity (EEO)/Diversity Initiatives Department is threefold: develop and administer an effective EEO Program that will be carried out in accordance with the mandates and regulations of the FTA and other federal, state and local government statutes; provide timely and effective counseling and/or mediation to resolve internal organizational

conflicts and identify employment practices that need improvement; and provide training in the areas of EEO and workforce diversity for supervisory and staff personnel to foster more effective collaborative efforts on the part of employees in their day-to-day interactions.

EEO/Diversity Initiatives supports Metra's mission to "move people" by striving to ensure that



OBDRC & Engineering staff attend a vendor outreach event.

employees work in an environment free of discrimination and harassment. This includes proactively educating employees on respect in the workplace, accepting differences and communicating effectively with co-workers. These efforts enable

employees to engage fully in their assignments and support Metra's overall mission to get individuals to their destinations safely and on time.

2012 Highlights and Achievements:

- Transitioned our affirmative action program and goals planning model to FTA's approved corporate-wide baseline. Under this calculation method, EEO is beginning to see employment gains where Metra has experienced its highest underutilization corporate-wide, i.e., females.
- Created a new EEO brochure introducing staff and held a successful "meet & greet" between employees and EEO staff.

Audit

The Audit department was restructured in 2012 and now reports to the Chief Audit and Compliance Officer. The department has dramatically changed the focus and practice of the audit and compliance function at the agency, and is now focused on operational, financial and compliance audits and the continuous review of money-handling at the highest levels of the agency. By following professional standards, utilizing the results of risk assessments and hiring well qualified audit professionals, the department is committed to ensuring absolute transparency and proper conduct by all Metra employees.

The department has initiated a compliance hotline (312-COMPLY1) and e-mail address (compliancecounts@metrarr.com). Both the hotline and the e-mail address are intended for the use of passengers, employees and the public to report matters of concern.

Business Diversity & Civil Rights

The Office of Business Diversity and Civil Rights (OBDCR) is responsible for administering the Disadvantaged Business Enterprise (DBE) and Title VI programs.

Through these programs, the OBDCR works to ensure non-discrimination in the award and administration of Metra contracts, and make certain that all individuals have access to Metra's transit services, regardless of race, color, gender or national origin.

The OBDCR's eleven full time staff and one student intern provide the following services:

- DBE certification.
- DBE contract compliance.
- Labor compliance (prevailing wage compliance).
- Federal and non-federal reporting.

- Outreach events, including vendor fairs, certification workshops, business opportunity fairs and expos, and contractor seminars.
- Compilation and monitoring of the Title VI program.

2012 Highlights and Achievements:

- Staff has participated in 34 DBE training workshops/seminars and 17 outreach events allowing staff to provide valuable information to DBEs and small businesses interested in DBE certification and doing business with Metra.
- The Director of OBDCR was a guest speaker at an education workshop for DBEs and small businesses hosted by the Federal Transit Administration, Opening "DOORS" Program.
- The director of OBDCR in collaboration with representatives from CDOT, CTA, IDOT, Illinois Toll Highway Authority, Pace and RTA established the Illinois Transit and Transportation Roundtable (ITTR). The vision of the ITTR is to facilitate the development, growth sustainability and profitability of businesses in contracting opportunities.

Internal Process Improvement

In January 2012, the Metra Board of Directors approved the position of Chief Audit & Compliance Officer and selected Rick Capra, an experienced attorney and former Director of Risk Management, to fill the position.

In order to ensure transparency and accountability of all Metra employees, including at the Executive Director/CEO level, the Board of Directors mandated that the newly appointed Chief Audit & Compliance Officer report directly to it, rather than the previous structure in which the Director of Audit

reported to the Executive Director/CEO. Since that time, Metra's audit function has been independent and completely revamped to include ongoing and comprehensive reviews of operational and financial functions.

Metra also initiated a compliance telephone hotline (1-312-COMPLY1) and a compliance e-mail hotline (compliancecounts@metrarr.com) to be used by passengers, employees and members of the public to report matters of concern.

Metra has also continued to address several areas within the organization with the goal of improving the efficiency of its operations and business processes and increasing transparency.

Organizational Issues

- Consultant has completed a review of non-contract classification and compensation. Staff presented the consultant's report to the Board of Directors and is preparing to implement findings.
- Staff committee continues to work on the revision of the non-contract employee handbook.
- Work continues on succession planning, risk assessment, audit and controls.

Process, Hiring, Promotions

- Established policies to formalize and ensure that a fair and competitive process is in place for all hiring and promotions.
- Established policies for non-contract salary and equity adjustments.
- Established more rigorous review and sign-off policies for all manual overtime entries by contract employees.

Information Technology

Metra is developing a long term plan to move to an Enterprise Resource (ERP) system that will

lower computing costs, provide better insight into business functions and automate manual business processes.

Discipline/Ethics

Managers are trained on progressive discipline procedures to ensure consistency in implementation. Metra employees are required to complete the Illinois Office of Inspector General's ethics training course.

Strategic Plan

In 2012, Metra initiated its first comprehensive strategic plan for Metra since the agency's creation in 1983. The key principles underlying this effort are to identify who we are, where we are going and how to best utilize our financial resources to keep operating safely and sustainably into the future. To achieve these principles, we've developed mission and vision statements, and sets of goals, implementing strategies and strategic priorities for capital investment.

To involve the public in this process, Metra held 18 public meetings throughout the six-county Chicago region (nine in July, nine in November) as part of our public outreach for the strategic plan. We asked the public to weigh in on our mission, vision and values in July and our goals and objectives in November. In coordination with the public meetings, we commissioned two surveys and set up a webpage at metrarail.com/strategicplan where the surveys and all the meeting materials and presentations were available for review.

Between both rounds of public meetings, there were more than 400 attendees, 4,700 survey responses, 371,000 web page views on the strategic plan site and 700 letters sent to our stakeholders.

Work is underway to incorporate all of the feedback received. After these final revisions are complete, the plan will be released in early 2013.

Illinois Inspector General

Effective July 1, 2011, the State Officials and Employees Ethics Act (5 ILCS 43/1-1, et seq.) as amended, applies to Metra's board members and employees. This amendment designates the Office of Executive Inspector General for the Agencies of the Illinois Governor (the OEIG) to serve as executive inspector general for Metra and the other regional transit boards (RTA, CTA and Pace). On that date, responsibilities for inspector general activities were transferred from Metra's inspector general, Hillard Heintze LLC, to the OEIG.

Complaints regarding misconduct, fraud or abuse by Metra employees and its board of directors should be directed to the OEIG, which can be contacted through its website, www.inspectorgeneral.illinois.gov, its toll-free hotline (866-814-1113), TTY (888-261-2734), fax (312-814-5479) or mail OEIG, ATTN: Complaint Division, 32 W. Randolph St., Ste 1900, Chicago, IL 60601.

Citizens Advisory Board

In 2011, Metra launched a reconstituted Citizens Advisory Board (CAB). The board is composed of 12 residents of the region Metra serves who are appointed by members of the Metra Board and suburban mass transit districts. CAB is intended to reflect the geographic, ethnic and economic diversity of the six-county region. The CAB members are appointed to two-year terms and serve without compensation.

The function of the CAB is to meet with the Metra Board quarterly and provide counsel on how Metra's policies, programs and services impact their constituencies. Metra and its Board hope that the new CAB members will increase the dialogue between Metra and the riders it serves.

RTA Transit Priority Initiatives

The RTA's long-term objectives in the region are to increase mobility, provide more accessible transit,

modernize technology and provide better customer service. In light of very real financial challenges, the RTA has launched a series of key priority initiatives with the service boards to advance a collective vision for the region's transit system and establish a strategic, coordinated means of identifying areas for cost savings and greater efficiency.

Goals outlined in the RTA's guiding principles, which are universally shared by Metra, are to ultimately increase ridership, reduce operating costs, and improve service. The following are some examples of how Metra is implementing these goals:

Impact of Capital Projects on Operating Costs

Metra continuously considers the impact of capital projects on operating costs. As stated previously, Metra did not transfer capital dollars to operating in 2012, nor are there plans to transfer capital dollars to operating in 2013. Metra is constantly reviewing grants with unobligated and unexpended funds and determine if these funds can be reprogrammed or reassigned to other, potentially higher priority projects or projects that will provide operational savings. The Metra Union Pacific North Line Bridge Replacement Project is an example of a major capital project that will reduce operating costs. These bridges are more than 100 years old and can no longer be repaired economically. Once completed, this \$185 million project will provide more reliable service for UP North Line customers.

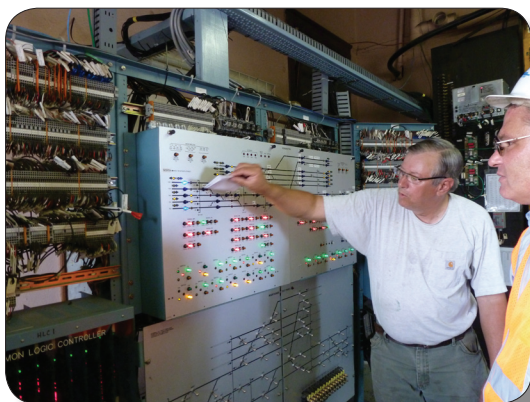
Capital Investment Decision Tool

A task force comprised of the RTA and the service boards is testing the Capital Investment Decision Tool, a computerized method for planning yearly budgets and prioritizing projects. This software is to be fully implemented for use by all agencies in 2014. In addition, Metra is also working with the RTA, CTA and Pace on the update of the Capital Condition Assessment, which has identified Metra's capital needs over a 10-year period and will help

to better manage our capital assets. Updating the Capital Condition Assessment is critical to effectively utilizing the decision tool. In addition, Metra will be supplementing the RTA efforts by completing a detailed asset inventory over the next two years. The results from Metra's inventory will be used for the RTA's annual Condition Assessment and will become the foundation of the data used for the Capital Investment Decision Tool.

Joint Procurement of Energy Management System Software

In 2012, Metra began working with the RTA, CTA and Pace on procurement of an energy management system. This software will track commodity consumption (electricity, natural gas and fuel) and evaluate potential savings for Metra



A Metra signal maintainer explains the function of a local control panel at Kensington.

and the other agencies.

Improve the Transit Benefit Program

The RTA will streamline the Transit Benefit Program by transitioning the transit voucher to a credit/debit card system in 2013. Earlier this year, the RTA solicited private vendor proposals to implement and administer the upgraded program. The new program will be accompanied by a broad


marketing effort to increase program visibility and participation. Metra has continually championed the RTA's Benefit Program, and will now work even more closely with the RTA since the upgrade will enhance the scope and usage of Metra's Ticket-by-Internet program.

Grow the Reverse Commute

Metra, with the RTA and Pace, continues to identify new opportunities to serve reverse commuters in specific communities along its rail lines. The agencies work with business/civic groups, such as TMA Lake-Cook and the DuPage Mayors and Managers Conference, to develop and promote coordinated services that provide "last-mile shuttle" connections for reverse- and suburb-to-suburb commuters. Metra revenue attributed to the shuttle network is projected to be more than \$1.3 million in 2012, with Metra's net share of shuttle costs estimated to be \$220,000, or 17 percent. In surveys, as many as 70 percent of the shuttles' users have said that they would drive alone to work if the shuttles were not available. Metra also encourages and supports other connecting options, such as Pace's Metra Feeder vanpool program, which enables Metra's reverse-commute passengers to park Pace vans at or near suburban Metra stations overnight and use them to reach job sites in the morning.

Improve Regional Real-Time Travel Information

In July 2012, Metra debuted on its website the new "Rail-Time Tracker," which allows riders to check the status of the next trains at every station on the Metra system. If trains are running late, the Rail-Time Tracker shows riders the estimated revised departure times. The new feature is linked to the Metra GPS tracking system, which uses satellites to plot the exact locations of all trains on the system and can record precisely when a train arrives at and leaves from each station. As more and more passengers have become aware of this feature, page hits have steadily increased, and it will likely continue to gain popularity. Since



September 2009, Metra has been publishing service advisories online and via “My Metra” account e-mail and Twitter alerts. In March 2010, Metra’s mobile website was launched and now draws 25 percent of Metra’s website usage.

Metra has received Innovation, Coordination, and Enhancement (ICE) funding from the RTA to expand the electronic Visual Information System (VIS) signs to 19 stations. Metra will also receive federal funding through the New Freedom program for expanding the VIS at 11 other stations throughout the Metra system. VIS signs are located centrally on station platforms to provide current train service and delay information, and other announcements, in compliance with the Americans with Disabilities Act (ADA). Although the intent of the VIS is to assist the hearing-impaired, other Metra customers also benefit, especially when there is background noise. Currently, Metra has 80 stations without VIS systems. All of these efforts to make regional travel information more available will enhance the customer experience.

Downtown Connections

Metra is working with the RTA to improve signage at downtown Metra stations to provide coordinated interagency service and connection information to enhance the customer experience. Through joint inspections, we have identified many potential improvements. We will continue to work with the RTA and other transit services on collateral materials such as the downtown visitor guide maps, connections guides and other popular passenger informational materials. Metra works with the RTA and the other service boards on joint outreach initiatives, targeting specific populations such as central business district (CBD) commercial property managers, hotel concierges and sales staff, to raise awareness about Chicago’s vast network of coordinated transit services and to promote ridership among local commuters as well as visitors and convention attendees.

In recent years, the City of Chicago has attracted several key employers to relocate their corporate offices in its CBD. To prepare their employees for their new commutes, Metra has worked directly with United Airlines, BP, University Health Consortium, Google and Gibbs-Soell. In 2012, Metra also supported Hillshire Brands (formerly Sara Lee) and Motorola Mobility on their relocations to the CBD. Since 2010, these and several smaller companies have added 7,500-10,000 employees to downtown Chicago, increasing Metra ridership.

Regional Fare Payment System

Building off of the fare policies adopted in Fall 2011, Metra, via its Board, adopted principles in May 2012 for its part of the Regional Fare Payment System to meet the intent of recently enacted legislation (Illinois Public Act 097-0085). Illinois Public Act 097-0085 states the following: “By January 1, 2015, the [Regional Transportation] Authority must develop and implement a regional fare payment system. The regional fare payment system must use and conform with established information security industry standards and requirements of the financial industry. The system must allow consumers to use contactless credit cards, debit cards, and prepaid cards to pay for all fixed-route public transportation services.” In early 2012, Metra staff formed an internal Working Group and established a timeline for fare payment system implementation. The working group has been actively conducting peer and vendor research, reviewing our current practices, and drafting a road map for the future state of fare collection at Metra.

Metra wants to hear from our customers about these issues, because their input is vital to providing the best possible service. During September 2012, Metra issued a survey questionnaire on its website, asking customers to explain how they pay for Metra fares, how easy the fare system is to use, and how they use credit, debit, and prepaid cards today. The survey also included questions about potential solutions we are exploring, and asked riders to volunteer for

“customer research panels” for providing further input and opinion. Customer responses will help guide our efforts to adopt the best possible fare payment system. We received nearly 2,500 responses to our online survey.

In 2013, we plan to release a solicitation for pilot/demonstration projects and for transit fare system management expertise. It is anticipated that testing could begin by December 2013. We are on-target with the timeline that we established, and are working to have a solution in place by 2015 that will meet the intent of the legislation.

Maintaining Our System: State of Good Repair

Many of today’s riders did not use commuter rail when Metra was first created, and therefore have no memory of the deteriorated condition of the rail system we inherited. Century-old infrastructure had seen a bare minimum of preventive maintenance, particularly in the later years of private railroad operations. Outdated rail facilities and yards hampered our efforts to maintain our equipment and provide on-time service. Over its first 26 years Metra spent approximately \$6 billion to renew its capital assets. These projects have created the safe and reliable service that our riders have come to expect.

Metra has continually emphasized the need for new capital funding sources that will enable investment in the system to uphold our current levels of service and reliability while keeping our system in a State of Good Repair (SOGR). Unfortunately, recent federal funding has fallen short of 2012 projections and is now likely to fall below previously budgeted projections by as much as 36 percent over the next five-year period.

It was estimated in 2009 that Metra would need \$7.4 billion from 2010 through 2020 to keep our railroad in a state of good repair. Optimistically

Metra might receive a little more than \$2 billion over the same period from federal formula funds and approved state bond funds. That leaves a funding gap of more than \$5 billion. A State of Good Repair is defined as providing sufficient capital investment to sustain on-time train operations on a daily basis. It is achieved when infrastructure components are replaced consistent with their life expectancy, and without non-budgeted capital expenditures. It addresses preventive maintenance, rehabilitation and regularly scheduled replacement of assets, in order to avert operational deficiencies and maintain compliance with Federal Railroad Administration regulations.

Reauthorization of federal transportation legislation and future state bond programs are essential funding mechanisms for Metra to maintain a State of Good Repair, meet legislative and regulatory mandates to incorporate new technologies, and expand service to meet the region’s future transportation needs. Metra staff will continue to work with local, state and national leaders to pursue additional capital funding sources.

Metra’s 2013 core capital program totals \$154.6 million. The core program includes federal formula (Section 5307) and state of good repair (Section 5337) formula funds of \$136.3 million. The remaining \$18.3 million, comprised of Homeland Security funds of \$5 million, Northern Indiana Commuter Transit District (NICTD) local-match funds of \$800,000, Metra capital fare box funds of \$5.5 million, and RTA Capital Assistance in the amount of \$7 million are restricted to specific projects. Metra’s core capital program in 2013 also contains approximately \$46.9 million in financial commitments to ongoing projects. Metra’s cumulative five-year capital program investment total is more than \$800 million and is only a small component of the \$7.4 billion mentioned above in total capital needs over the next 10 years. Metra is continually refining this estimate of its capital needs, which is detailed in the RTA’s 2009 Capital Asset Inventory (released in 2010).

State Bond Program

The Illinois General Assembly passed a bond program in 2009 that provides up to \$1.1 billion to supplement Metra's core capital program.

Metra's first acquisition under the State of Illinois Bond Program is 160 Highliner cars to replace an aging Metra Electric rail car fleet that has exceeded its useful life. Metra has long stated this project is our top priority. The fleet being replaced dates back to 1971 and its cars can no longer be rebuilt or refurbished. In August 2010, the Metra Board approved a \$585.1 million contract with Sumitomo Corporation of America for this acquisition. The first cars of this order were delivered in Fall 2012. In addition, \$38.2 million of state bond funds has been made available to fund Metra station projects throughout the region.

The remaining \$477.4 million of bonds in the 2011-14 state capital program will be used to address various infrastructure projects, including a number of station, bridge and yard projects in the six-county region, and to partially fund the installation of federally mandated PTC on our rail system.

However the use of remaining state bond funds is subject to the release of funds and prioritization of projects by the State of Illinois in order to meet cash flow requirements.

American Recovery and Reinvestment Act (ARRA)

In 2009, an additional \$140.9 million in capital funding was made available to Metra through the American Recovery and Reinvestment Act (ARRA), more popularly known as the federal economic stimulus program. Federal stimulus dollars were put to use on projects as far-ranging as the remanufacture of 40 locomotives and the replacement of bridges on the UP North Line and Metra Electric District. ARRA funds were used to restore the Winnetka Station, to complete various station parking and platform projects, install signal system improvements on the BNSF Line and to construct the new 35th Street/ Lovana S. "Lou" Jones/ Bronzeville Station on the Rock Island Line.



Workers resurface the platform at the Edgebrook Station on the Milwaukee North Line.

Chicago Region Environmental and Transportation Efficiency (CREATE)

The Chicago Region Environmental and Transportation Efficiency (CREATE) Program is a partnership between the State of Illinois, the City of Chicago, freight railroads, Metra and Amtrak, to remove and reduce train congestion throughout Chicagoland and the Midwest region. This congestion impacts all modes of transportation, forcing more trucks on to the highways, limiting access to airports and reducing railroad capacity.

In 2012, construction contracts were awarded and work began on the first phase of the railroad bridge known as the Englewood Flyover. The \$141 million project is intended to reduce commuter and freight rail congestion.

Metra Connects and other Expansion Projects

The year 2012 saw the continued planning work on several elements of the Metra Connects Program and other system expansion projects. These projects are all being evaluated as part of the Strategic Planning effort described above.

The STAR Line Alternatives Analysis (AA) was completed in June 2012. The AA identified the 55-mile commuter rail segment as the long-term vision for the corridor. With this established, Metra will work to support efforts by others to build the travel markets in this corridor. Ongoing coordination with stakeholders and implementing agencies will continue to ensure that the long term vision of the STAR Line is taken into account throughout the implementation of Move Illinois, the Illinois Tollway's current capital plan, and Pace's expanded express bus operations on Interstate 90.

The SouthEast Service AA was completed in 2011, but coordination continues with the newly established Southeast Commuter Rail Mass Transit

District, established by Illinois HB 1644. The Transit District Board is pursuing various options to seek funding to continue to move this project forward.

The Union Pacific West Upgrade and the Union Pacific Northwest Upgrade are currently undergoing environmental assessments to evaluate the environmental impacts of these projects and identify any appropriate mitigation.

Preliminary engineering and environmental assessment studies on the BNSF Extension to Oswego began in June 2012 and are currently underway. Metra is using previously secured federal funds to complete these studies, which will inform decision making about the capital and operating costs of the project as well as its benefits. These two studies will likely take approximately two years to complete.

Additional Challenges

Positive Train Control (PTC) is an unfunded federal mandate. PTC systems are designed to improve operational safety and to prevent the type of head-on collision experienced by Metrolink in southern California in 2008. In 2012, Metra programmed at \$28.5 million for PTC. An additional \$19.2 million has been programmed for PTC in 2013.

Technological investments necessary to replace Metra's financial systems are programmed for \$10 million in 2013. This is in addition to the \$10 million that was programmed in 2012. Auditors found many of the existing systems to be outdated. The new systems will increase the efficiency of the process, improve sharing of information, and enable Metra's management team to develop metrics that drive performance and efficiency.

Ridership

Metra's customer base is comprised primarily of city and suburban residents who use our system to travel to work in downtown Chicago. Overall ridership has declined in recent years from record levels in 2008 due to the global economic downturn. Nonetheless, Metra provided more than 82.7 million rides in 2011, the third-highest year in Metra's history.

Despite an average 25.1 percent fare increase effective February 1, 2012, Metra ridership only decreased by 1.7 percent during the January-December 2012 period compared to the same period last year. 2011 saw relatively stable regional employment, the discontinuance of the Seniors Ride Free Program as of September 1, 2011, and record high gas prices, all of which impacted commuter rail ridership. The continued impacts of these phenomena, plus the 2012 reduction in special events in downtown Chicago resulted in Metra ridership of 81.4 million in

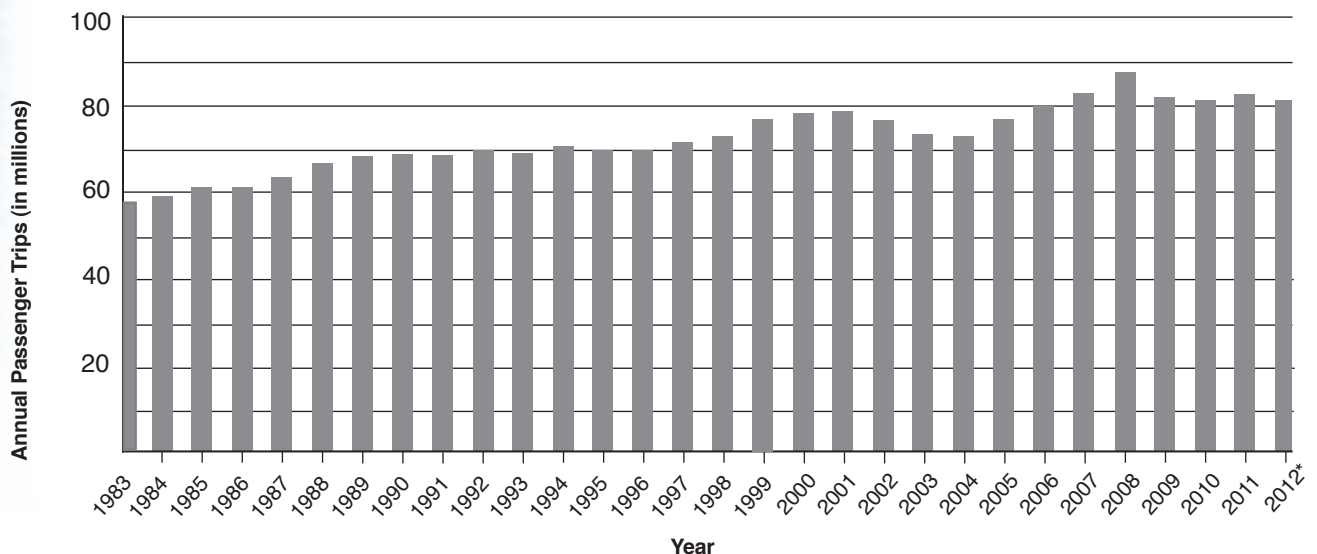
2012. Exhibit 3, below shows annual ridership since 1983.

Metra's marketing goal is to continue to gain satisfied and loyal customers through timely, accurate and creative communication, in both the traditional and non-traditional travel markets. Marketing programs will maximize awareness of Metra by promoting a transportation service that is predictable and of a consistently high standard and quality while reinforcing a smart buying decision made by present riders through defined advertising and promotional resources. In 2013, Metra's marketing goal to increase ridership by 2 percent in 2013.

Ongoing uncertainties about the economy and its impact on the region's employment continue to pose the biggest challenge to increasing ridership. Other external influences such as gas prices and the cost of parking in downtown Chicago also

Annual Passenger Trips in Millions

Exhibit 3



will continue to impact Metra's efforts to attract new riders and maintain existing ridership levels. However, secondary markets, such as reverse-commuting and recreational travel, are Metra's fastest-growing markets and present the greatest opportunity for growth. Metra is committed to growing ridership across all market segments. Metra's strategy is to position our service as the preferred mode of travel for selected trips in terms of reliability, efficiency and convenience. To deliver on this strategy, Metra needs to adequately maintain its infrastructure to ensure reliable service. Ongoing capital projects and funding through the State of Illinois Bond program will help Metra achieve this goal.

Fares

In February 2012, Metra enacted the largest fare increase in its history in order to address a mounting structural operating budget deficit, exacerbated by the lack of small but regular fare increases over time. As a result of the 2012 fare increase, Metra's operating budget can be balanced with regular smaller fare adjustments (consistent with the fare policies listed below) for the foreseeable future. However, the current capital budget is insufficient to sustain the physical integrity of the system's infrastructure and rolling stock.

A healthy capital budget is vital for Metra to adequately leverage federal and state capital grants necessary to achieve and maintain a state of good repair. However, our capital budget, which covers infrastructure and rolling stock improvements, is woefully short of the dollars we need to achieve and maintain a state of good repair. We must start attacking that problem.

Last year during the 2012 budget review process the Board adopted the following principles for fare policy:

- Consider regular fare adjustments that ensure a

balanced budget, keep pace with inflation, and avoid significant, infrequent fare increases.

- Allow no diversion of capital-eligible funds to the operating budget.
- Acknowledge the total cost and the total value of providing services.
- Maintain a fair pricing structure that maximizes revenues.
- Review fare media to improve fare collection and simplify overall collection activities and reconciliation.
- Minimize on-train transactions and overall transaction costs.
- Recognize that convenience has a value.
- Equalize fare differentials by zone over time.
- Evaluate fare policies of sister agencies and peers.

Given these considerations, Metra imposed a fare policy change to the 10-ride ticket for 2013 adjusting the price of the ticket from ten rides for the price of nine to ten for the price of ten. This pricing change is projected to generate about \$8.3 million for 2013, most of which will go to our Farebox Capital Program. This is equivalent to an 11.1 percent increase on this ticket type.

As with the change to the ten-ride ticket effective February 1, 2012, Metra adopted temporary restrictions on the 10-ride ticket to prevent stockpiling of tickets at the former price and minimize revenue loss. All ten-ride tickets purchased between Nov. 17, 2012 (the day after the fare increase was announced) and Jan. 31, 2013 (the day before the fare increase) will only be valid through Feb. 28, 2013. Unused tickets will be reimbursed according to the refund policy in effect at the time of purchase. 2013 fares tables can be found in Exhibits 21 and 22 on pages 68-69.



Recovery Ratio

The recovery ratio represents the ratio of Metra system revenues to expenses, less certain exclusions, that must be achieved within the statutory provisions of the RTA Act. For 2013, Metra is excluding \$38.5 million from this calculation. With this exclusion, Metra's 2013 budget achieves a recovery ratio of 55.3 percent (Exhibit 5, page 44).

Capital Program

Metra's 2013 Core Capital program is funded through federal fixed guideway and federal formula funds, as well as Metra farebox capital funds. Metra's supplemental capital program includes Homeland Security funding, federal CMAQ (Congestion Mitigation and Air Quality) funding and State of Illinois capital bond program funds. The 2013-2017 Metra Capital Program tables and project descriptions are included in the Appendix (pages 48-61) and show funding available from current sources.

Metra anticipates receiving \$136.3 million of federal fixed guideway and formula funds (as well as \$5 million of federal Homeland Security grant funds) in 2013 to fund its capital program. The 2013 Budget proposes increasing Metra's farebox capital financing by \$5.5 million to support the capital program.

The Northern Indiana Commuter Transportation District (NICTD), through its most recent purchase-of-service agreement with Metra, will provide \$800,000 of capital funds in 2013 for improvements along that portion of the Metra Electric District shared with NICTD service.

The agency's 2013 core capital program totals \$154.6 million and contains approximately \$46.9 million in financial commitments to ongoing projects. Metra estimates that it requires about \$235 million annually to maintain a state of good

repair for our key capital assets, leaving a \$80 million shortfall in 2013 alone.

The absence of a fully authorized state capital program and delays in the renewal of a long-term federal transportation funding has limited Metra's capital available to maintain infrastructure and rolling stock. The result is a continued reliance on Metra "self-help" and other local funds to support its capital funding needs.

Rolling Stock

Metra's fleet consists of 146 locomotives, 838 bi-level cars and 170 electric-propelled Highliner cars. For Metra to maintain a state of good repair for its rail fleet, we must replace or rehab 12 locomotives and 70 rail cars each year. Without a state capital program, Metra has been able to rehabilitate only 23 cars per year since 2005, resulting in an 18- to 19-year rehabilitation cycle.

Rail car rehabilitation costs Metra \$650,000 per car versus \$2.5 million for a new gallery car. Rehabilitation of rail cars also represents a significant cost savings for Metra, while extending the life of the equipment and improving service for our riders. Through the State of Illinois Bond Program, Metra has initiated the replacement of Highliner cars used on the Metra Electric District. A total of \$585.1 million has been programmed through this program for the purchase of 160 new Highliner cars.

Our locomotives must be rehabilitated every ten years to maintain good repair. Currently, the limits on available capital funding have forced that cycle to be extended from ten to 15 years.

Remanufacturing locomotives provides a significant cost savings for Metra while extending the life of this equipment by an estimated 25 years. The cost of remanufacturing a locomotive is \$1.7 million versus \$4 million for a new locomotive. The 2013-2017 capital program provides \$115.7 million for locomotive rehabilitation.

Our five-year core capital program calls for such additional rolling stock projects as the rehabilitation of commuter cars at \$114.5 million and major fleet component overhaul at \$20.3 million.

Track & Structure

Track and structure is the foundation of the Metra system. Without the continual renewal of track components, retaining walls and bridges, Metra's reliable on-time service would deteriorate and the wear and tear on our rail cars and locomotives would increase. Since Metra was formed, we have



A new seal is placed around a window as part of the Amerail railcar rehab at the 49th St. Shops.

spent more than \$1 billion on track and structural replacement.

Metra has established a continual cycle of inspection and renewal for its track and structures. Metra estimates that to achieve a state of good repair for these assets

that we would need to replace or rehab 8 bridges, replace 111,000 ties and 105 grade crossings. We currently replace 80,000 ties and 35 rail crossings annually. Ballast and track resurfacing is performed on a 4-year cycle, and since 1980, 83 bridges on the Metra system have been replaced.

Track and structure project highlights in the 2013-2017 core capital program includes nearly \$115.5 million for bridge replacement and renewal and retaining wall rehabilitation. The State of Illinois Bond Program includes \$151.5 million for bridge

renewal through 2014. Additionally, \$24.4 million is programmed for the replacement of ties and ballast, nearly \$8.7 million for railroad crossing replacement, and nearly \$19.8 million for rail replacement and renewal.

Signal, Electrical and Communications

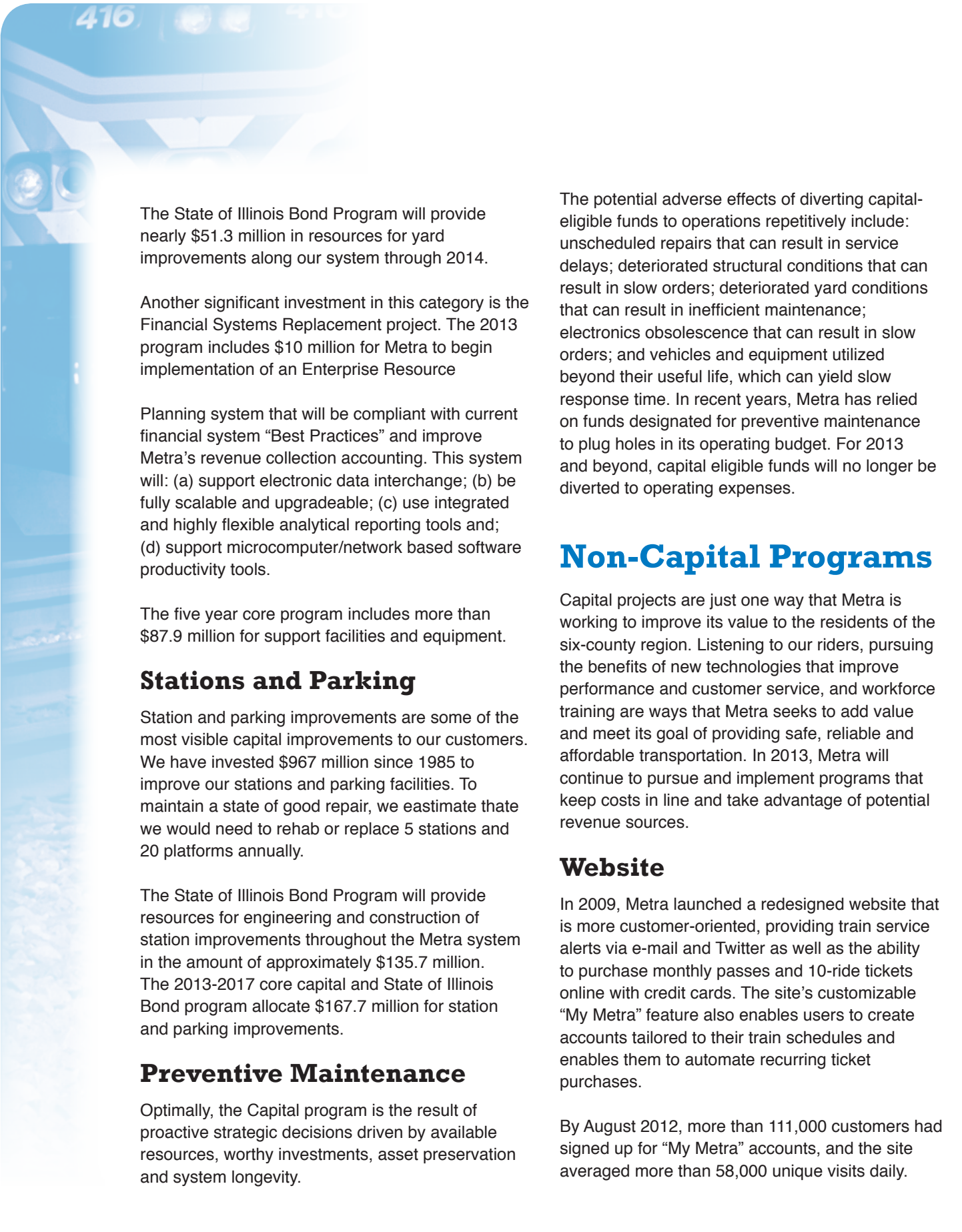
Signal, electrical and communications systems are vital to safe railroad operation. Since Metra's formation, we have invested \$554.3 million to upgrade signal systems. The Metra system has 571 grade crossings, 148 are interconnected with traffic signals. The 2013-2017 Program includes nearly \$3.6 million for signal improvements.

The 2013-2017 core program also includes \$23.9 million to upgrade interlockings, which will improve operational efficiency and enable increased capacity on our system; nearly \$35 million in electrical systems improvements; \$250,000 in communications improvements; and \$66.9 million for the further installation of communications-based Positive Train Control (PTC) plus \$160 million that is programmed through 2014 in the State of Illinois Bond Program toward this federal mandate.

Facilities & Equipment

Metra has 24 rail yards and seven maintenance facilities. When Metra took over commuter rail operations in Northeastern Illinois, most of these facilities were out of date and inefficient. To date, \$473.3 million has been spent to modernize our rail yards and shops.

The majority of these capital expenditures occurred more than a decade ago. Equipment and vehicles have reached the end of their useful life and must be replaced. Upgrades and expansions are also necessary to accommodate future system needs. These projects can have an immediate impact on Metra's operating budget since operating costs increase when equipment doesn't run at optimum efficiency.



The State of Illinois Bond Program will provide nearly \$51.3 million in resources for yard improvements along our system through 2014.

Another significant investment in this category is the Financial Systems Replacement project. The 2013 program includes \$10 million for Metra to begin implementation of an Enterprise Resource

Planning system that will be compliant with current financial system “Best Practices” and improve Metra’s revenue collection accounting. This system will: (a) support electronic data interchange; (b) be fully scalable and upgradeable; (c) use integrated and highly flexible analytical reporting tools and; (d) support microcomputer/network based software productivity tools.

The five year core program includes more than \$87.9 million for support facilities and equipment.

Stations and Parking

Station and parking improvements are some of the most visible capital improvements to our customers. We have invested \$967 million since 1985 to improve our stations and parking facilities. To maintain a state of good repair, we estimate that we would need to rehab or replace 5 stations and 20 platforms annually.

The State of Illinois Bond Program will provide resources for engineering and construction of station improvements throughout the Metra system in the amount of approximately \$135.7 million. The 2013-2017 core capital and State of Illinois Bond program allocate \$167.7 million for station and parking improvements.

Preventive Maintenance

Optimally, the Capital program is the result of proactive strategic decisions driven by available resources, worthy investments, asset preservation and system longevity.

The potential adverse effects of diverting capital-eligible funds to operations repetitively include: unscheduled repairs that can result in service delays; deteriorated structural conditions that can result in slow orders; deteriorated yard conditions that can result in inefficient maintenance; electronics obsolescence that can result in slow orders; and vehicles and equipment utilized beyond their useful life, which can yield slow response time. In recent years, Metra has relied on funds designated for preventive maintenance to plug holes in its operating budget. For 2013 and beyond, capital eligible funds will no longer be diverted to operating expenses.

Non-Capital Programs

Capital projects are just one way that Metra is working to improve its value to the residents of the six-county region. Listening to our riders, pursuing the benefits of new technologies that improve performance and customer service, and workforce training are ways that Metra seeks to add value and meet its goal of providing safe, reliable and affordable transportation. In 2013, Metra will continue to pursue and implement programs that keep costs in line and take advantage of potential revenue sources.

Website

In 2009, Metra launched a redesigned website that is more customer-oriented, providing train service alerts via e-mail and Twitter as well as the ability to purchase monthly passes and 10-ride tickets online with credit cards. The site’s customizable “My Metra” feature also enables users to create accounts tailored to their train schedules and enables them to automate recurring ticket purchases.

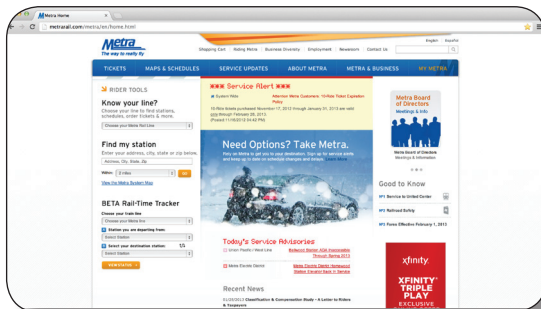
By August 2012, more than 111,000 customers had signed up for “My Metra” accounts, and the site averaged more than 58,000 unique visits daily.

As of August 2012, more than 68,000 tickets have been processed through the website. This activity demonstrates that the website is the primary digital destination for information, communication and interaction with Metra.

In 2010, Metra's new mobile website became operational, giving riders with web-enabled phones another option to access the information they need to easily use Metra. The mobile website currently accounts for more than 36.7 percent of Metra's website traffic.

The website continued to expand its purpose in 2012 to more fully engage passengers with online surveys and to better inform the general public about issues that impact Metra and its customers. The website now includes on-time performance reports and other operational data as well as senior-level reports to Board of Directors.

The website also began to generate revenue through the inclusion of banner advertising in 2011.



Metra introduced the Rail-Time Train Tracker function to its website in 2012.

In 2012, Rail Time Train Tracker functionality was added in a Beta version to the homepage of the Metra website in order to provide passengers with up-to-the minute arrival and departure information per train derived from Global Positioning System (GPS) data.

Credit Cards

In February 2010, Metra expanded its credit card

acceptance program to allow for ticket purchases at stations where an agent is on duty. Credit card purchasing also became available through electronic vending machines at key stations along the Metra Electric District. In 2012, Metra installed electronic vending machines at all its downtown stations.

Safety First

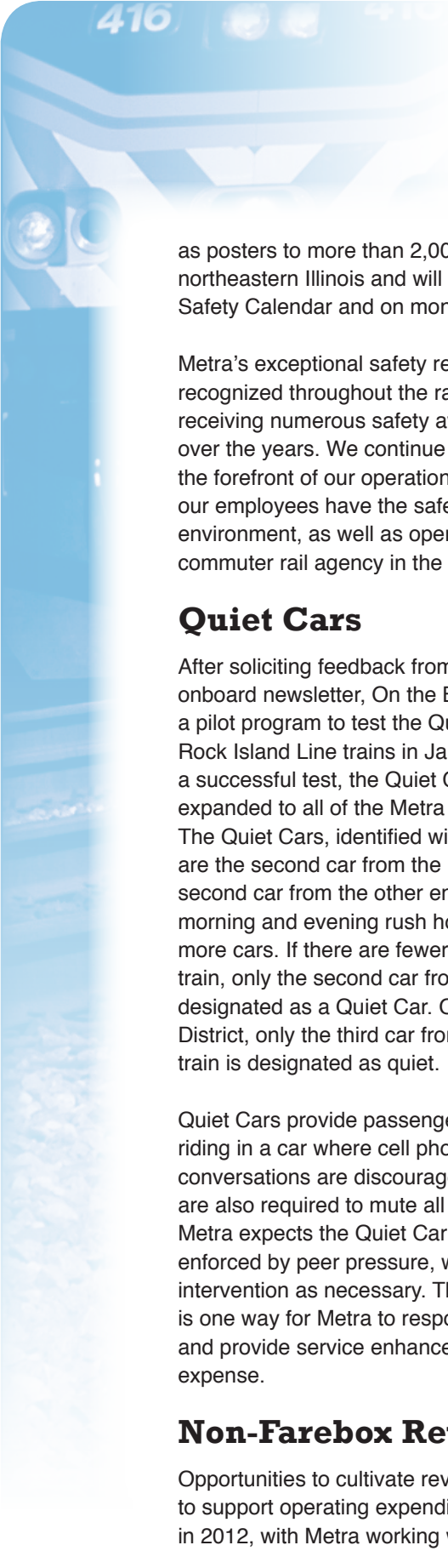
The safety of our employees, passengers and the general public is Metra's number one priority. Metra's ongoing efforts to improve safety throughout our system include numerous programs which incorporate education, engineering and enforcement activities.



Passengers arrive downtown at LaSalle Street Station.

In 2013, Metra will continue its partnership with Operation Lifesaver, a national organization created in 1986 to educate people of all ages on the dangers of disobeying railroad warning devices and trespassing along the railroad right-of-way. Metra has partnered with Operation Lifesaver since 1992 and offers free train safety presentations to schools, professional drivers, bus companies, community organizations and emergency responders.

Metra will continue its Safety Poster Contest in 2013, with particular emphasis on the region's schoolchildren. In its seventh year, Metra's Safety Poster Contest is a key part of our ongoing effort to increase public awareness of railroad safety practices. The winning designs will be distributed



as posters to more than 2,000 schools in northeastern Illinois and will be featured in Metra's Safety Calendar and on monthly passes.

Metra's exceptional safety record has been recognized throughout the railroad industry, receiving numerous safety awards and accolades over the years. We continue to keep safety at the forefront of our operation, ensuring that our employees have the safest possible work environment, as well as operating the safest commuter rail agency in the nation.

Quiet Cars

After soliciting feedback from riders through its onboard newsletter, On the Bi-Level, Metra began a pilot program to test the Quiet Car concept on its Rock Island Line trains in January 2011. Following a successful test, the Quiet Car program was expanded to all of the Metra lines in June 2011. The Quiet Cars, identified with decals and signage, are the second car from the locomotive and the second car from the other end of the train on all morning and evening rush hour trains with six or more cars. If there are fewer than six cars on the train, only the second car from the locomotive is designated as a Quiet Car. On Metra's Electric District, only the third car from the south end of the train is designated as quiet.

Quiet Cars provide passengers with the option of riding in a car where cell phone calls and other conversations are discouraged. Passengers are also required to mute all electronic devices. Metra expects the Quiet Car policies to be largely enforced by peer pressure, with conductor intervention as necessary. The Quiet Car program is one way for Metra to respond to our customers and provide service enhancement with minimal expense.

Non-Farebox Revenue

Opportunities to cultivate revenue partnerships to support operating expenditures expanded in 2012, with Metra working with its advertising

partner, Clear Channel Outdoor, to create additional possibilities for advertisers, including the introduction of "internal train wraps" for floors, doors and modesty panels in our rail car interiors. Most recently, Metra also unveiled its plan to test rolling billboards on the side of train cars. In addition to these enhancements, we continue to identify and pursue various advertisers, partnerships and sponsorships to increase non-ridership revenue.

Metra also directly offers a variety of other advertising opportunities including web-based ads, display ads in our commuter newsletter, Ticket-by-Mail inserts and train schedule back panel ads. Additional outreach initiatives will pursue corporate as well as various public and private foundation grants to fund the existing public safety outreach program. We are also pursuing corporate sponsors for Metra's AED initiative, school safety program, Rock Island and LaSalle Street Station naming rights and other partnership opportunities that have the potential to generate significant revenue.

Unrelated to advertising revenue opportunities, Metra continues to generate revenue from property, such as income from parking locations that we own and right-of-way usage from other railroads.

2013 Budget Overview

Metra's 2013 operating budget and 2014-2015 financial plan meets the RTA's revenue recovery ratio and deficit funding requirements.

The RTA's projection of funding available in 2013 is 2.5 percent higher than the 2012 budget. For 2014, the RTA estimates that available funding will increase by 2.9 percent over 2013. For 2015, the RTA estimates an increase of 3.2 percent from the prior year.

The budget and financial plan presented in this document is based upon the terms of contractual

agreements and reasonable estimates from currently available information. The following additional information about revenues and expenses is provided.

Revenue

Passenger Revenue

Passenger revenue for 2013 is expected to increase over the 2012 budget by \$20.9 million or 7.0 percent. This increase consists of passenger revenue growth totaling \$5.0 million and represents a full year of proceeds from the fare increase that took effect on Feb. 1, 2012. The budget-to-budget increase also includes ridership based upon the 2012 forecast, which exceeds the 2012 budget by about \$7.6 million. Finally, \$8.3 million is budgeted from the increase in the price of the ten-ride ticket to a full ten rides as of Feb. 1, 2013. This is an 11.1 percent increase on that ticket type.

The ticket prices by ticket type and zone combination is detailed in Exhibits 21 and 22 found on pages 68 and 69 of the Appendix.

Reduced Fare Reimbursement

Reduced Fare Reimbursement is budgeted to be \$3.1 million for 2013 based on updated information from RTA.

Capital Credits, Leases, etc...

The 2013 budget for capital credits, leases, etc. has been reduced by \$2.3 million versus 2012, reflecting lower capital credits and other items that negatively impacted this category in 2012. Metra is projecting that federal program funding will remain flat for 2012 to 2013 compared to prior years. Additionally, Metra, in conjunction with NICTD, completed a major project during 2012, and credits related to this project ended during the prior year.

Operating Expenses

The 2013 budget projects an increase of \$26.7 million or 3.9 percent compared to the 2012

budget. Train service levels are unchanged in both years, therefore, the budget expense increase represents projected price increases in labor, benefits, diesel fuel, rents, materials, and other costs associated with operating the service and meeting the maintenance and inspection requirements related to the equipment and infrastructure.

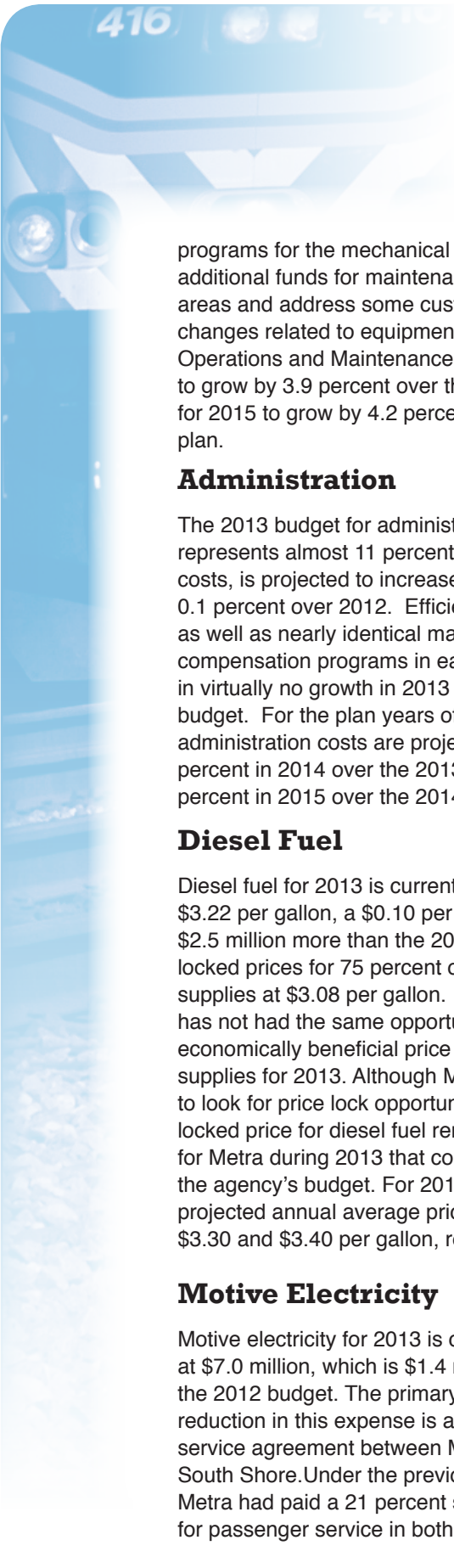
For the period 2014 through 2015, expenses are estimated to increase in accordance with the terms of current contracts and agreements, or with projections of market indices, as applicable. Staff will continue to examine all aspects of Metra operations, including those of the contract carriers, for cost efficiencies. All parties are expected to cut or contain costs wherever possible.

Operations and Maintenance

The 2013 budget for operations and maintenance, which represents about 72 percent of Metra's operating costs, is projected to increase by \$24.9 million or 5.1 percent over 2012. This category includes the operation of 700 weekday trains, the maintenance and inspection of more than 1,100 pieces of equipment, 241 stations, 1,100 miles of track, 800 bridges, 2,000 signals and other infrastructure.

With an aging system and the slow growth in available capital funds, more and more of the cost of maintaining the equipment and infrastructure is borne by the operating budget. While Metra is constantly looking for efficiencies and other cost saving measures within its operations, there is an overwhelming burden related to the shortfall in the overall funding to meet a "state of good repair." This consistent shortfall means that meeting the daily demands of having enough equipment and a safe infrastructure to move customers is becoming more expensive each year.

Metra has budgeted an additional \$5.0 million in 2013 for new expenses that will help the agency provide a skilled workforce through apprentice



programs for the mechanical trades, provide some additional funds for maintenance and support areas and address some customer-requested changes related to equipment cleanliness. Operations and Maintenance for 2014 is projected to grow by 3.9 percent over the 2013 budget and for 2015 to grow by 4.2 percent over the 2014 plan.

Administration

The 2013 budget for administration, which represents almost 11 percent of Metra's operating costs, is projected to increase by \$0.1 million or 0.1 percent over 2012. Efficiencies within this area as well as nearly identical management employee compensation programs in each year result in virtually no growth in 2013 versus the 2012 budget. For the plan years of 2014 and 2015, administration costs are projected to grow by 3.9 percent in 2014 over the 2013 budget and by 3.9 percent in 2015 over the 2014 plan.

Diesel Fuel

Diesel fuel for 2013 is currently budgeted at \$3.22 per gallon, a \$0.10 per gallon increase or \$2.5 million more than the 2012 budget. Metra locked prices for 75 percent of its 2012 diesel fuel supplies at \$3.08 per gallon. Unfortunately, Metra has not had the same opportunity to secure an economically beneficial price lock for diesel fuel supplies for 2013. Although Metra will continue to look for price lock opportunities, the lack of a locked price for diesel fuel remains an exposure for Metra during 2013 that could negatively affect the agency's budget. For 2014 and 2015, Metra's projected annual average price for diesel fuel is \$3.30 and \$3.40 per gallon, respectively.

Motive Electricity

Motive electricity for 2013 is currently budgeted at \$7.0 million, which is \$1.4 million lower than the 2012 budget. The primary reason for the reduction in this expense is a new purchase of service agreement between Metra and NICTD. South Shore. Under the previous agreement, Metra had paid a 21 percent share of electricity for passenger service in both Illinois and Indiana.

Under the new agreement signed in 2012, Metra is only responsible for Illinois charges for train operations including electricity. The balance of the cost savings comes through a new agreement with our electricity supplier, which lowered the cost per kilowatt hour for an 18-month period beginning in the middle of 2012. Metra is projecting higher expenses for 2014 and 2015 due to the expiration of the current supply agreement and higher energy usage by more powerful motors used by the new Metra Electric fleet.

Claims and Insurance

Claims and insurance for 2013 is currently budgeted at \$19.1 million, which is \$0.1 million or 0.5 percent higher than the 2012 budget. Per the recommendations of Metra's auditor, higher claims provisions were included in the 2012 financial results. The higher activity in 2012 allowed for a lower budget provision in this area for 2013. For 2014 and 2015, expenses in this category are projected to be \$19.6 million and \$20.3 million, respectively.

Downtown Stations

For 2013, the downtown stations category, which includes charges for Chicago Union Station, LaSalle Street Station, and the Ogilvie Transportation Center, is budgeted at \$14.8 million. This is \$0.6 million or 4.1 percent higher than the 2012 budget. The station rents are covered by long-term leases that have annual inflators. For 2014 and 2015, the budget projections for this line item are \$15.8 million and \$16.2 million, respectively.

Summary

Exhibit 7 (page 46) presents Metra's 2013 budget while Exhibit 6 (page 45) summarizes Metra's 2013 budget and its 2014-2015 financial plan. Metra's budget and financial plan is presented in a manner consistent with its financial statements, with adjustments in format made, as appropriate, for illustrative purposes. Revenues are recognized when earned and expenses are recorded in the period in which goods and services are used. Metra's 2013 projected cash flow summary is included in the Appendix on page 47 as Exhibit 8.



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Metra MP36PH Locomotive rolls through Bartlett, Ill.

Metra Operating Budget Comparisons

Exhibit 4

2012 Budget & 2013 Budget (\$ in millions)

(\$ in millions)	2012 Budget	2013 Budget	Growth Amt.	%
REVENUES:				
Passenger Revenue	\$297.6	\$318.5	\$20.9	7.0%
Reduced Fare Subsidy	3.4	3.1	(0.3)	-8.8%
Capital Credits, Leases, etc.	52.6	50.3	(2.3)	-4.4%
Total Revenues	\$353.6	\$371.9	\$18.3	5.2%
OPERATING EXPENSES:				
Transportation	\$217.7	\$218.6	\$0.9	0.4%
Maintenance of Way	125.5	133.7	8.2	6.5%
Maintenance of Equipment	145.3	156.0	10.7	7.3%
Unallocated Operations	0.0	5.0	5.0	
Subtotal - Operations	\$488.5	\$513.3	\$24.8	5.1%
Administration	\$74.5	\$74.6	\$0.1	0.1%
Class & Compensation Provision	2.9	2.9	0.0	0.0%
Merit Raise Pool	0.7	0.7	0.0	0.0%
Diesel Fuel	78.0	80.5	2.5	3.2%
Motive Electricity	8.4	7.0	(1.4)	-16.7%
Claims & Insurance	19.0	19.1	0.1	0.5%
Downtown Stations	14.8	15.4	0.6	4.1%
Total Operating Expenses	\$686.8	\$713.5	\$26.7	3.9%
Total Funded Deficit	\$333.2	\$341.6	\$8.4	2.5%
Metra Sales Taxes	\$337.5	\$345.9	\$8.4	2.5%
Add: Security Grant	1.2	1.2	0.0	0.0%
Less: Capital Fare Program	(5.0)	(5.5)	(0.5)	10.0%
Total Funds for Operating	\$333.7	\$341.6	\$7.9	2.4%
Excess/(Shortfall) of Funds	0.5	0.0	(0.5)	
Recovery Ratio (RTA Calculation)	54.7%	55.3%		
Recovery Ratio Additions	\$1.6	\$1.7		
Recovery Ratio Exclusions	38.0	38.5		

Calculation of 2013-2015 Farebox Recovery Ratios (\$ in millions)

Exhibit 5

(\$ in millions)	2013	2014	2015
System Generated Revenues	\$371.9	\$392.8	\$412.5
Additions to Recovery Ratio Revenues	1.7	1.8	1.9
Farebox Recovery Ratio Revenue	\$373.6	\$394.6	\$414.4
Total Operating Expenses	\$713.5	\$740.0	\$770.0
Exclusions from Recovery Ratio Expenses	(38.5)	(39.0)	(39.5)
Farebox Recovery Ratio Expenses	\$675.0	\$701.0	\$730.5
Farebox Recovery Ratio	55.3%	56.3%	56.7%



Metra Electric Conductor prepares to close the doors for the inaugural run of the new Highliner cars.

2013 Budget Summary and 2014 - 2015 Financial Plan (\$ in millions)

Exhibit 6

(\$ in millions)	2013 Budget	2014 Plan	2015 Plan
REVENUES:			
Passenger Revenue	\$318.5	\$323.3	\$344.8
Reduced Fare Subsidy	3.1	3.1	3.1
Capital Credits, Leases, etc.	50.3	50.0	51.0
Required Additional Revenue	0	16.4	13.6
Total Revenues	\$371.9	\$392.8	\$412.5
OPERATING EXPENSES:			
Transportation	\$218.6	\$227.2	\$236.4
Maintenance of Way	133.7	138.5	143.8
Maintenance of Equipment	156.0	162.4	169.7
Unallocated Operations	5.0	5.2	5.4
Subtotal - Operations	\$513.3	\$533.3	\$555.3
Administration	\$74.6	\$77.4	\$80.5
Class & Compensation Provision	2.9	3.0	3.1
Merit Raise Pool	0.7	0.8	0.9
Diesel Fuel	80.5	82.5	85.0
Motive Electricity	7.0	7.6	8.7
Claims & Insurance	19.1	19.6	20.3
Downtown Stations	15.4	15.8	16.2
Total Operating Expenses	\$713.5	\$740.0	\$770.0
Total Funded Deficit	\$341.6	\$347.2	\$357.5
Metra Sales Taxes	\$345.9	\$356.0	\$367.5
Add: Security Grant	1.2	1.2	0.0
Less: Capital Fare Program	(5.5)	(10.0)	(10.0)
Total Funds for Operating	\$341.6	\$347.2	\$357.5
Excess / (Shortfall) of Funds	0.0	0.0	0.0
Revenue Recovery Ratio	55.3%	56.3%	56.7%
Recovery Ratio Additions	\$1.7	\$1.8	\$1.9
Recovery Ratio Exclusions	38.5	39.0	39.5

Metra 2013 Budget by Carrier & Type of Expense (\$ in millions)

Exhibit 7

(\$ in millions)	NIRCRC	BNSF Railway	Union Pacific	Total Metra
REVENUES:				
Passenger Revenue	\$144.6	\$64.0	\$109.9	\$318.5
Reduced Fare Subsidy	1.4	0.6	1.1	3.1
Capital Credits, Leases, etc.	50.2	0.0	0.1	50.3
Total Revenues	\$196.2	\$64.6	\$111.1	\$371.9
OPERATING EXPENSES:				
Transportation	\$123.0	\$25.0	\$70.6	\$218.6
Maintenance of Way	90.2	4.7	38.8	133.7
Maintenance of Equipment	87.3	22.2	46.5	156.0
Unallocated Operations	5.0	0.0	0.0	5.0
Subtotal - Operations	\$305.5	\$51.9	\$155.9	\$513.3
Administration	\$54.5	\$4.9	\$15.2	\$74.6
Class & Compensation Provision	2.9	0.0	0.0	2.9
Merit Raise Pool	0.7	0.0	0.0	0.7
Diesel Fuel	32.8	14.5	33.2	80.5
Motive Electricity	7.0	0.0	0.0	7.0
Claims & Insurance	11.2	3.5	4.4	19.1
Downtown Stations	8.1	5.7	1.6	15.4
Total Operating Expenses	\$422.7	\$80.5	\$210.3	\$713.5
Total Funded Deficit	\$226.5	\$15.9	\$99.2	\$341.6
Metra Sales Taxes				\$345.9
Add: Security Grant				1.2
Less: Capital Fare Program				(5.5)
Total Funds for Operating				\$341.6
Excess / (Shortfall) of Funds				0.0
Revenue Recovery Ratio				55.3%
Recovery Ratio Additions				\$1.7
Recovery Ratio Exclusions				\$38.5

Projected Cash Flow Summary (\$ in 000's)

METRA - METROPOLITAN RAIL
2013 PROJECTED CASHFLOW SUMMARY
(\$ in 000's)

	JANUARY	FEBRUARY	MARCH	APRIL	MAY	JUNE	JULY	AUGUST	SEPTEMBER	OCTOBER	NOVEMBER	DECEMBER	TOTAL
BEGINNING BALANCE	54,900												
OPERATING REVENUE	27,979	27,094	29,652	29,485	30,348	32,013	31,167	32,739	31,698	31,812	32,350	30,101	386,438
CAPITAL FAREBOX REVENUE	458	458	458	458	458	458	458	458	458	458	458	462	5,500
TOTAL OPERATING REVENUE	28,437	27,552	30,110	29,943	30,806	32,471	31,625	33,197	32,156	32,270	32,808	30,563	371,938
RTA SALES TAX	19,005	19,029	23,235	22,462	23,560	25,323	23,331	24,143	23,427	29,477	29,978	35,577	298,547
STATE PTF	3,405	3,408	3,960	3,859	4,003	4,235	3,973	4,080	3,986	3,873	3,939	4,672	47,393
RTA SALES TAX / STATE PTF	22,410	22,437	27,195	26,321	27,563	29,558	27,304	28,223	27,413	33,350	33,917	40,249	345,940
CAPITAL GRANTS:													
FTA	11,843	11,843	11,843	11,843	11,843	11,843	11,843	11,843	11,843	11,843	11,843	11,837	142,110
RTA	583	583	583	583	583	583	583	583	583	583	583	587	7,000
IDOT	4,141	4,141	4,141	4,141	4,141	4,141	4,141	4,141	4,141	4,141	4,141	4,139	49,690
SUBTOTAL	16,567	16,567	16,567	16,567	16,567	16,567	16,567	16,567	16,567	16,567	16,567	16,563	198,800
TOTAL CASH RECEIPTS	67,414	66,555	73,872	72,831	74,936	78,596	77,987	77,987	76,136	82,186	83,292	87,378	916,678
OPERATING EXPENSES	61,649	58,370	59,911	56,237	58,414	59,875	59,759	61,019	57,733	59,408	59,002	62,123	713,500
CAPITAL FAREBOX EXPENSES	0	0	0	0	0	0	0	0	0	0	0	0	0
TOTAL OPERATING EXPENSES	61,649	58,370	59,911	56,237	58,414	59,875	59,759	61,019	57,733	59,408	59,002	62,123	713,500
CAPITAL PROJECTS:													
FTA/RTA/IDOT	16,467	16,467	16,467	16,466	16,467	16,466	16,467	16,467	16,467	16,466	16,466	16,467	197,600
METRA	1,600	1,600	1,600	1,600	1,600	1,600	1,600	1,600	1,600	1,600	1,600	1,600	19,200
TOTAL CAPITAL PROJECTS	18,067	18,067	18,067	18,066	18,067	18,066	18,067	18,067	18,067	18,066	18,066	18,067	216,800
TOTAL CASH DISBURSEMENTS	79,716	76,437	77,978	74,303	76,481	77,941	77,826	79,086	75,800	77,474	77,068	80,190	930,300
ENDING BALANCE	42,198	32,316	28,210	26,738	25,193	23,517	22,418	22,754	22,418	22,754	22,418	22,754	40,878



Metra Capital Program Sources 2013 - 2017 (\$ in 000's)

Exhibit 9

Funding Source	2013	2014 -2017	Total
Federal Base Program			
State of Good Repair (5337)/ Formula (5307)	\$136,310	\$569,400	\$705,700
Sub–Total Federal Base Program	\$136,310	\$569,400	\$705,700
Supplemental Program			
Metra Farebox Capital	\$5,500	\$40,000	\$45,000
RTA Capital Assistance	\$7,000	\$8,600	\$15,600
Homeland Security	\$5,000	\$20,000	\$25,000
Northern Indiana Commuter Transportation District	\$800	\$1,200	\$2,000
Illinois State Bond*	\$170,800	\$153,400	\$324,200
Sub–Total Supplemental Program	\$189,100	\$223,200	\$411,800
Grand Total	\$325,410	\$792,600	\$1,117,500

Metra Capital Program 2013

Exhibit 10

PE	Description	RR	Source	2013 Amount	PE	Description	RR	Source	2013 Amount
Rolling Stock					4552	A-2 INTERLOCKER	MWD	f	1,000,000
4507	4507 LOCO REHAB (PHASED)	MET	f	\$4,000,000	4343	POSITIVE TRAIN CONTROL	MET	f	11,200,520
4603	4603 TRACTION MOTORS	MET	f	700,000	4343	POSITIVE TRAIN CONTROL	UPR	f	8,000,000
4604	4604 CAR REHAB AMERAIL CARS P4 (PHASED)	MET	f	14,000,000	Signal, Electrical & Communications Sub-Total				
4701	4701 ELECTRIC CAR AUGMENTATION	MED	f	1,000,000	Facilities & Equipment				
4510	BUDD CAR REHAB	MET	f	4,000,000	4768	EQUIPMENT & VEHIC-MECH	MET	f	\$500,000
4602	HOTEL POWER MODIFICATION	MET	f	850,000	4766	EQUIPMENT-OFFICE	MET	f	400,000
4711	HOTEL POWER MODIFICATION (12 MPI LOCO)	MET	f	5,000,000	4773	YARD IMPROVEMENTS	MET	f	750,000
4705	EMERGENCY LIGHTING LOW LEVEL MARKING	MET	f	500,000	4775	YARD IMPROVEMENTS	UPR	f	500,000
4708	WHEEL REPLACEMENT	MET	f	2,500,000	4777	DIESEL POWER FOR PUMP HOUSE	BNS	f	125,500
4706	TRACTION MOTORS	MED	f	650,000	4653	SAND DISPENSING SYSTEM REPLACEMENT	BNS	f	418,500
4709	HVAC REFRIGERANT CONVERSION	MET	f	500,000	4776	NEW STORAGE YARD AND ADD 2 TRACKS -18th street	MED	f	2,000,000
Rolling Stock Sub-Total				\$33,700,000	4774	BIO WASTE DISPOSAL 18TH ST, 11TH PLACE	MET	f	750,000
Track & Structure					4751	COMPUTERS AND NETWORKING EQUIP.*	MET	f	2,000,000
4615	TIES, BALLAST & SW HEATERS	BNS	f	\$375,000	4669	FINANCIAL SYSTEM REPLACEMENT	MET	f	10,000,000
4618	TIES AND BALLAST	RID	f	1,000,000	Facilities & Equipment Sub-Total				
4619	TIES AND BALLAST	UPR	f	1,000,000	Stations & Parking				
4712	TIES AND BALLAST	MED	f	2,500,000	4767	ADA PLATFORMS & IMPROVEMENTS	MET	f	\$3,000,000
4722	RAIL GRINDING	UPR	f	100,000	4784	VAN BUREN ST STATION	MED	f	3,000,000
4725	UNDERCUTTING & SURFACING	MET	f	500,000	4782	CALUMET STATION FACILITY IMPROVEMENTS	MED	f	2,000,000
4727	RAIL AND SWITCHES	BNS	f	375,000	Stations & Parking Sub-Total				
4728	RAIL	MWD	f	250,000	Support Activities				
4027	RAIL	NCS	mt	650,000	4789	HOMELAND SECURITY	MET	zz	\$5,000,000
4724	CROSSINGS (ROAD & TRACK)	MWD	f	275,000	4495	ENGINEERING ASSET MANAGEMENT	MET	f	1,000,000
4734	CROSSINGS (ROAD & TRACK)	UPR	f	750,000	4796	LOCALLY FUNDED PROJECTS / MATCH	MET	rd	7,000,000
4648	RIGHT OF WAY FENCING	UPR	f	100,000	4796	LOCALLY FUNDED PROJECTS / MATCH	MET	mt	3,850,000
4716	RETAINING WALL REHAB	BNS	f	350,000	4798	PROJECT ADMINISTRATION	MET	f	800,000
4735	BRIDGE IMPROVEMENTS	BNS	f	650,000	4799	CONTINGENCIES	MET	f	560,000
4736	BRIDGE IMPROVEMENTS	MET	f	500,000	4794	INFRASTRUCTURE ENGINEERING	MET	f	4,000,000
4729	BRIDGE UPGRADES	MWD	f	500,000	4696	UNANTICIPATED CAPITAL	MET	mt	1,000,000
4737	MORGAN ST. BRIDGE REHAB	RID	f	1,500,000	Support Activities Sub-Total				
4637	BRIDGE IMPROVEMENTS	UPR	f	500,000	Grand Totals For Uses (Without State of Illinois Bond funding)				
2112	NORTH LINE BRIDGES (PHASED)	UPR	f	18,000,000					\$154,610,000
Track & Structure Sub-Total				\$29,875,000					\$136,310,000
Signal, Electrical & Communications									800,000
3446	FIBER OPTIC CABLE (PHASED)	BNS	f	\$2,875,000					5,000,000
4744	PROTECTIVE RELAY REPLACEMENT	MED	f	400,000					7,000,000
4746	IMPEDANCE BONDS	MED	f	790,000					5,500,000
4747	47TH ST. SWITCHGEAR & 12KV HENDRIX LINE	RID	f	1,347,000					TOTAL FUNDING 2013 PROGRAM
4749	DC SWITCHGEAR REPLACEMENT	MED	f	1,020,000					\$154,610,000
4750	RECTIFIER REPLACEMENT	MED	f	1,300,000					
4254	TRACTION POWER SUBSTATION AUGMENTATION 51st street	MED	f	5,048,480					
4254	TRACTION POWER SUBSTATION AUGMENTATION 51st street	MED	ni	800,000					
4662	CONSTANT TIME WARNING DEVICES	MET	f	600,000					
2938	A-5 INTERLOCKER (PHASED)	MWD	f	6,000,000					
3337	LAKE STREET INTERLOCKER	UPR	f	2,000,000					

* Does not include State Bond Program



2013 Capital Program Project Element Descriptions

ROLLING STOCK

PE 4507 LOCOMOTIVE REHABILITATION, MET

This project funds the second mid-life rehabilitation of 14 locomotives delivered between 1989 and 1992. The project includes such components as rebuilding of the diesel engine, overhaul of the traction motors and alternators, replacement of air compressors and batteries, overhaul and modification of electrical systems and body repair and modifications. This rehabilitation is required to ensure continued reliable service and is part of an ongoing program to rehabilitate locomotives.

PE 4603 TRACTION MOTORS-REBUILD, MET

This project funds the overhaul of traction motors and traction alternators for locomotives. This project also involves the overhaul of auxiliary generators and head-end-power alternators. The overhauled equipment will be used on locomotives being operated on railroads owned or operated by Metra. These traction motors and alternators were originally placed in service between 1974 and 2003. These motors are showing signs of deterioration. A basic overhaul is required to return these motors to an acceptable level of performance.

PE 4604 CAR REHAB AMERAIL RAIL (P4), MET

The goal of this project (Phase IV) and the projects/phases that are to follow in subsequent years is to complete the mid-life rehabilitation of all 176 commuter cars built by Morrison Knudsen/Amerail. These cars have not undergone any type of programmed rehabilitation prior to this project. These cars were built between 1996 and 1997 by

the Morrison Knudsen or Amerail Company. They will be 16 to 17 years old prior to rehabilitation under this project and their major components are wearing out.

PE 4701 ELECTRIC CAR AUGMENTATION, MED

This project is for lead paint removal and asbestos abatement on 165 Metra Electric District cars that are being disposed of. The project will also include the temporary storage of these cars until they are sold or disposed.

PE 4510 BUDD CAR REHAB, MET

This project involves the life-extending rehabilitation of 195 commuter rail cars. This is the second year of a multi year project. These cars have not undergone any type of programmed rehabilitation since the period of 1990 to 2001. In 2013, they will have been in service 13 to 23 years since the last rehabilitation. The FTA recommends a life extending rehabilitation be completed when the car is 25 years of age. These cars were built between 1974 and 1980 by the Budd Company, making the youngest of these cars 33 years old in 2013. Thus, all of these cars will have their life extending rehabilitation significantly beyond the FTA's schedule.

PE 4602 HOTEL POWER MODIFICATION, MET

This project will modify five locomotives by replacing the main engine driven generator – inverter combination that provides hotel power for the train consist with a separate engine/generator set for hotel power on five of Metra's Model MP36 passenger locomotives currently assigned to the BNSF service. This will save fuel and reduce emissions.

PE 4711 HOTEL POWER MODIFICATION (12 MPI LOCO), MET

This project will modify 12 locomotives by replacing the main engine driven generator – inverter

combination that provides hotel power for the train consist with a separate engine/generator set for hotel power on 12 of Metra's Model MP36 passenger locomotives currently assigned to service on the RID and MWD railroad lines. This will save fuel and reduce emissions.

PE 4705 EMERGENCY LIGHTING LOW LEVEL MARKING, MET

This project involves the upgrading of the current emergency lighting system on all cab cars and trailers with low level pathway lighting, as required by FRA regulations. The new emergency lighting will consist of LEDs which use significantly less power and last far longer than existing lighting.

PE 4708 WHEEL REPLACEMENT, MET

This project will implement the FRA-mandated replacement of wheel sets on Metra's fleet of locomotives and commuter cars. The replaced wheels will be used on vehicles being operated on all carriers and railroads in the Metra system as part of an ongoing program to overhaul major components on Metra's fleet. Compliance with FRA rules and regulations is an operational requirement for our railroad.

PE 4706 TRACTION MOTORS, MED

This project will overhaul the following components that are used on Highliner cars operated on the Electric District: motor-alternators, interlocks, traction motors, high speed circuit breakers, couplers, and replacement of air compressors. These components are showing signs of deterioration. A basic overhaul or replacement is required for acceptable performance levels. This is part of an ongoing program to overhaul and replace such equipment.

PE 4709 HVAC REFRIGERANT CONVERSION, MET

This project involves the conversion of the air-conditioning units from the R22 refrigerant to a more environmentally-friendly R407C refrigerant on Metra's Bi-level commuter cars. This work will be done on all cab cars, trailers, and EMUs. The work involves replacing the AC system and replacing the temperature control systems. The HVAC system provides heating and cooling to the car's interior.

TRACK AND STRUCTURE

PE 2112 NORTH LINE BRIDGES, UPR

This project includes the replacement of 22 bridges on the Union Pacific North Line in Chicago, from Fullerton Avenue on the south end to Balmoral Avenue on the north end. These bridges are more than 100 years old. They are showing signs of increased deterioration and have reached the end of their useful life. These bridges cannot be repaired economically and must be replaced in order to provide uninterrupted commuter service.

PE 4027 RAIL, NCS

This project consists of the installation of rail, ties and ballast, undercutting, and other capital improvements on the North Central Service (NCS) commuter rail line.

PE 4716 RETAINING WALL REHABILITATION, BNS

This project will provide for the rehabilitation of retaining walls on the BNSF commuter line. Retaining wall sections at intermittent locations along the right-of-way will be rehabilitated. This work typically includes complete reconstruction with steel sheet piling, concrete panels, or bin wall to prevent retaining wall deterioration that can result in destabilization of the roadbed and in turn lead to track shifting.

PE 4615 TIES AND BALLAST, BNS
PE 4618 TIES AND BALLAST, RID
PE 4619 TIES AND BALLAST, UPR
PE 4712 TIES AND BALLAST, MED

These projects consist of the replacement of cross ties, switch ties and ballast. In order to maintain proper track gauge and surface, it is necessary to replace ties and ballast periodically. This improves the riding quality of the trains and reduces the incidence of slow orders, which adversely affect adherence to train schedules. These projects represent part of an ongoing program to replace ties and ballast throughout the commuter territory.

PE 4722 RAIL GRINDING, UPR

These projects consist of on-site grinding of rail that has been recently installed at various locations. This includes second-hand rail, corrugated rail and in-track welded rail. Grinding removes mill scale and corrects irregularities from field and plant welding. Experience has shown that rail corrugation will appear if the rail grinding is not performed. This happens under both freight and commuter operations throughout the country. Corrugation reduces the useful life of the rail and accelerates the deterioration of the rolling stock. Grinding creates a uniform rail profile and prevents corrugation.

PE 4724 CROSSINGS (ROAD & TRACK), MWD
PE 4734 CROSSINGS (ROAD & TRACK), UPR

These projects provide for the renewal of rail-highway grade crossings at various locations on the Metra commuter lines, the Milwaukee District, and the Union Pacific Commuter Lines. The specific crossings to be renewed will be based on the stage of deterioration at each crossing. The work will include, but not be limited to, replacement of cross ties, crossing material, and ballast, as well as the surfacing of the track.

PE 4725 UNDERCUTTING &
SURFACING, MET

Track undercutting provides for the removal of all fouled track ballast, which is then cleaned and returned to the trackbed. The major functions of ballast are to hold ties in place, prevent lateral deflections of the rail, and distribute track loading. When the ballast is fouled, the load spreading capability is lost. Soggy ballast also freezes in winter, causing additional stress on the rail and tie systems. Undercutting is necessary when the ballast section has become so contaminated that normal ballasting and surfacing will no longer hold proper surface of the track. The results of undercutting are a smooth, well-aligned track surface, extended tie and ballast life and reduced ongoing maintenance expense.

PE 4728 RAIL AND SWITCHES, MWD

This project provides for the replacement of rail on the Metra Milwaukee commuter lines. Specific locations are to be determined. In the course of installing the rail, a portion of the ties, ballast, and other track material is typically replaced as well. Rail replacement assures continued safe operations, reduces maintenance costs and provides a smoother, quieter ride for commuters.

PE 4727 RAIL AND SWITCHES, BNS

This project will provide for the installation of rail and switches on the BNSF commuter line. The project also includes the renewal of switch points at various locations along the BNSF railroad, the replacement of switch machines and the replacement of turnouts. The high density of freight and commuter traffic, including extensive express service, requires close monitoring and periodic replacement of switches and switch machines. Turnouts must be inspected and replaced frequently to protect against derailment. While minor defects in switch points and turnouts

can be remedied with field welding, replacement over time is required to ensure reliable operations.

PE 4637 BRIDGE IMPROVEMENTS, UPR
 PE 4735 BRIDGE IMPROVEMENTS, BNS
 PE 4736 BRIDGE IMPROVEMENTS, MET
 PE 4729 BRIDGE IMPROVEMENTS, MWD

These projects fund the improvement of bridges along the BNSF Railway, the Milwaukee District and the Union Pacific commuter rail lines. These improvements can include such rehabilitation items as timber wingwalls and fencing, cracked bearing blocks and cracked bridge seats on abutments. Specific improvements will be determined based on a survey of field conditions.

PE 4737 MORGAN STREET BRIDGE
 REHABILITATION, RID

This project involves construction of Morgan Street Bridge and on the Rock Island District. Design work will also be done.

PE 4648 ROW FENCING, UPR

This project consists of the materials and labor necessary to erect fencing along the railroad right-of-way on the Union Pacific commuter rail lines. Specific locations are determined based on field conditions and are subject to change in the course of consultation and local officials.

SIGNAL, ELECTRICAL AND COMMUNICATIONS

PE 2938 A-5 INTERLOCKER RENEWAL

This project consists of the modernization and upgrade of the A-5 interlocker at Pacific Junction in Chicago. This is the point where the Milwaukee district main line diverges into the West and North lines. Under this project, signal system components will be replaced. The interlocker

control will be upgraded to a solid state system. Additionally, the control point will be shifted from the A-5 Tower to Metra's Consolidated Control Facility (CCF) at 1501 S. Canal Street, Chicago.

PE 3337 LAKE STREET INTERLOCKER, UPR

This project consists of the modernization and upgrading of the Lake Street interlocker, at the north end of the Ogilvie Transportation Center (OTC). It will replace track, trackbed, switches, switch machines, switch heaters, dwarf signals and signal cable for the remaining facilities. In addition, in a future year, the interlocking control machine in Lake Street Tower will be replaced by modern solid state equipment.

PE 3446 FIBER OPTIC CABLE, BNS

This project consists of the installation of fiber optic cable at various locations along the BNSF railroad lines. This cable will be used along with Vital Harmon Logic Controllers to provide a signal communications and control system for interlockings and crossings. This project also includes the installation of Illinois Commerce Commission (ICC) mandated constant warning time equipment at several grade crossings. In addition, the signals for Positive Train Control will be upgraded by inclusion of radios and transponders.

PE 4254 TRACTION POWER SYSTEM
 AUGMENTATION, MED

This project consists of converting four tie stations into electrical substations with substantially greater power, and installing a new prefabricated substation at 31st Street. The tie stations will be converted to substations by adding 12 kilovolt (KV) switchgear, transformers, and rectifiers. The new equipment will be housed in prefabricated metal buildings. With these improvements, Metra's new Electric District Highliner cars will possess the electrical power required to accelerate faster, and provide sufficient traction power to allow them to

increase their maximum operating speed.

PE 4343 POSITIVE TRAIN CONTROL, MET
This project consists of the development and installation of a federally mandated Positive Train Control (PTC) system that integrates new technology with existing train control and operating systems to enhance train operations. This system will help prevent track authority violations, speed limit violations, and unauthorized entry into work zones. The system will monitor and ensure the train crew's compliance with all operating instructions, while a screen-based display will provide the train crew with additional operating information. The system will also query wayside devices for broken rails, proper switch alignment and signal aspects in real time to provide improved train operation.

PE 4552 A-2 INTERLOCKER, MWD, UPR
This project consists of the rehabilitation or rebuilding of signal equipment and the replacement of track at or immediately adjacent to the A-2 interlocker at Western Avenue on the Milwaukee District Joint West and North railroad lines and adjacent to the Union Pacific Railroad California Avenue yard. This will include the rebuilding of air-powered switch machines, changing relays, replacing cable in the control tower, rewiring the control machine and various rail improvements such as replacing the rail and plates on frogs and switches. In addition, ties will be replaced as needed and the track will be surfaced.

PE 4749 DC SWITCHGEAR REPLACEMENT, MED
This project is for the replacement of the DC switchgear at the Brookdale Substation. The equipment was damaged by fire and is kept in service by the station electricians but this method is unreliable. Replacement parts are not available.

PE 4750 RECTIFIER REPLACEMENT, MED
This project is for the replacement of the rectifiers at the Cheltenham Substation. The rectifiers are 35 years old and they have long exceeded their

useful life. Replacement parts are not available.

PE 4662 CONSTANT WARNING TIME DEVICES, MET
This project will install Constant Warning Time Devices for the crossing at Nagle Avenue on the UPR, along with a number of adjacent crossings. This project is mandated by the ICC and the list of crossings for CWTDs has been developed by the ICC. The UPR, ICC and IDOT will all be contributing to the project. Due to the nature of this work, multiple crossings will be implemented in overlapping phases.

PE 4746 IMPEDANCE BONDS, MED
This project will replace impedance bonds that are damaged or defective. The impedance bonds control the current path, and thus limit power losses and assure proper function of the protective relays. A total of 504 impedance bonds must be replaced over a ten year period, or about 50 per year.

PE 4744 PROTECTIVE RELAY REPLACEMENT, MED
This project will replace the protective relay at all traction power substations. They will be replaced by electronic relays that are more reliable than the existing mechanical relays. The protective relay system protects the local breakers at these locations.

PE 4747 47TH STREET SWITCHGEAR, RID
This project is part of an ongoing program to make improvements to the facilities at the 47th Street yard and shops. Improvements in 2013 include replacement of switchgear and the 12K overhead power line.

FACILITIES AND EQUIPMENT

PE 4669 FINANCIAL SYSTEMS REPLACEMENT, MET

This project will provide funding for Metra to implement an Enterprise Resource Planning

('ERP') system that will be compliant with current financial system "Best Practices". This system will: (a) support electronic data interchange; (b) be fully extensible and upgradeable; (c) use integrated highly flexible analytical reporting tools and; (d) support microcomputer/network based software productivity tools.

PE 4768 EQUIPMENT & VEHICLES – MECHANICAL, MET

This project provide for the purchase and rehabilitation of vehicles and equipment to be utilized by Metra's Mechanical Department. The vehicles and equipment purchased will replace various pieces of obsolete or inadequate support vehicles and equipment used to help service and maintain Metra's fleet at the various yards. This includes but is not limited to: supervisory vehicles for supervision of field work, small pickup trucks, various forklift trucks, and car movers. The existing equipment has surpassed its useful life.

PE 4766 EQUIPMENT – OFFICE, MET

This project involves the purchase of new and replacement support equipment for use throughout the Metra system. Obsolete support equipment needs to be replaced in order to increase productivity and efficiency and decrease repair costs. Such equipment can include: general office equipment, copiers, personal computers, servers, mainframe processors, peripheral equipment, printers and network devices.

**PE 4773 YARD IMPROVEMENTS, MET
PE 4774 YARD IMPROVEMENTS, UPR**

These projects involve various upgrades to improve the effectiveness and efficiency of train yards (and yard equipment) on the Rock Island, Metra Electric, Union Pacific North and Northwest, and Milwaukee Districts that is beyond its useful life. Work may include platforms, sand dispensing towers and track work in the yards.

PE 4774 BIO WASTE DISPOSAL, MET

This project involves building a waste disposal unit for train cars, which ties into a sewer line. This enables train cars to pull up next to the unit, and empty the waste from the cars.

PE 4776 NEW STORAGE TRACK, MED

This project will allow for the addition of two new storage tracks in the Weldon Yard to provide room for storage of new train cars.

PE 4751 COMPUTERS AND NETWORKING EQUIPMENT

This project covers a systems upgrade for information technology infrastructure at Metra headquarters to be integrated with the financial system replacement and upgrade.

PE 4777 DIESEL POWER FOR PUMP HOUSE, BNS

Installation of emergency diesel locomotive power at the BNSF 14th Street Yard. In case of a power outage, this system will supply fuel and other lubricants for the locomotives.

PE 4653 SAND DISPENSING SYSTEM REPLACEMENT, BNS

This project will provide for a portable sand system to be installed at the BNSF 14th Street Yard. The current sand dispensing system has exceeded its useful life and is need of immediate replacement.

STATIONS AND PARKING

PE 4767 ADA PLATFORMS & RAMPS, MET

This project is part of Metra's ongoing effort to bring commuter rail stations into compliance with the requirements of the Americans with Disabilities Act (ADA) of 1990. This document identifies, at each key station, the specific work that will be done to bring the key stations into compliance. At these stations, existing platforms will be rehabilitated in order to allow deteriorated tactile surfaces to be replaced with the ADA-compliant "truncated dome"

type surfaces. The work will include, but is not limited to, rehabilitation work at the stations.

PE 4782 CALUMET STATION, MED

This project is a major rehabilitation of the Calumet Station on the Electric District. Improvements will be made to the station structure and decrepit signage will be replaced.

PE 4784 VAN BUREN ST STATION, MED

This project will include rehabilitation of the Van Buren Street station, a major downtown facility. Work to be done includes improvements to structure, access tunnel, stairs, elevators and related facilities.

SUPPORT ACTIVITIES

PE 4495 ENGINEERING ASSET MANAGEMENT, MET

This project funds the initial phases of a Metra's comprehensive asset assessment. This phase will primarily inventory the age and condition of capital assets generally categorized by rolling stock; track and structure; signal, electrical and communications equipment; facilities and equipment; and stations and parking facilities throughout the system. Within each category, there are several asset types for which condition rating/useful life standards will be assessed and actual age will be recorded. The resulting data will assist in capital project prioritization decisions.

PE 4789 HOMELAND SECURITY, MET

This project provides for the further expansion of security throughout Metra's operating territory for the benefit of our passengers. This project also enhances the ability for Metra's assets to be secure from the threat of domestic or international terrorism. Funding will be provided by U.S. Department of Homeland Security.

PE 4794 INFRASTRUCTURE ENGINEERING, MET

This project funds various engineering responsibilities for capital projects. Metra's Engineering Department as well as consultant engineers will provide support to capital projects. The associated professional consultant services will include design engineering and or construction management in the areas of civil, structural, electrical, mechanical, signal, communications and environmental engineering.

PE 4796 LOCALLY FUNDED PROJECTS/MATCH

Metra farebox capital funds to be used to fund projects locally and to provide local "matching" funds for alternate funding sources in order to supplement and advance the system's capital program needs.

PE 4798 PROJECT ADMINISTRATION, MET

This project funds the activities associated with the administration of capital grants and the projects in those grants. This includes only those labor, fringe and overhead costs covered by Metra's cost allocation plan. Examples of the types of activities associated with the administration of capital grants are budget revisions, requisitions, quarterly reports, and reconciliation of expenses done at project closeout. Metra funds associated with capital grant administration are recognized as capitalized costs under generally accepted accounting principles (GAAP).

PE 4799 CONTINGENCIES, MET

This project can fund both emergencies and unanticipated capital needs that arise throughout the course of the program year. These items require immediate attention prior to inclusion in the budget for the forthcoming program year. Contingencies are necessary to fund emergency and other activities to prevent project and service delays.



Congressman Bobby Rush joins Metra and the Chicago White Sox at the dedication of a mural honoring African American baseball players at the 35th Street Station.

Metra 2013 - 2017 Core Capital Program (\$ in 000's)

Exhibit 11

Description	2013	2014	2015	2016	2017	Total
Rolling Stock						
Locomotive Improvements	\$9,850	\$0	\$34,000	\$29,600	\$42,300	\$115,750
Car Rehabilitation	18,000	25,150	25,000	19,300	27,000	114,450
MU Car Improvements	2,350	5,148	4,197	1,202	2,800	15,697
Fleet Component Overhaul	3,000	3,605	3,714	4,918	5,065	20,302
HVAC Refrigerant Conversion	500	515	530	546	563	2,654
Sub-Total	\$33,700	\$34,418	\$67,441	\$55,566	\$77,728	\$268,853
Track & Structure						
Ties and Ballast	\$4,875	\$5,000	\$5,500	\$4,000	\$5,000	\$24,375
Rail	1,875	4,090	4,200	4,750	4,900	19,815
Crossings (Road and Track)	1,125	2,150	2,100	1,850	1,500	8,725
Bridges	21,650	19,750	5,400	38,550	26,900	112,250
Retaining Wall Rehabilitation	350	0	500	500	500	1,850
Structural Upgrades	0	0	300	300	800	1,400
Sub-Total	\$29,875	\$30,990	\$18,000	\$49,950	\$39,600	\$168,415
Signal, Electrical & Communications						
Signal System Upgrades	\$600	\$0	\$1,000	\$1,000	\$1,000	\$3,600
Interlockings	9,000	6,900	4,000	2,000	2,000	23,900
Electrical System Improvements	10,706	6,400	5,900	5,500	6,000	34,506
Communications Improvements	0	0	0	0	250	250
Positive Train Control	22,075	28,386	16,444	0	0	66,905
Sub-Total	\$42,381	\$41,686	\$27,344	\$8,500	\$9,250	\$129,161
Facilities & Equipment						
Yard Improvements	\$3,250	\$3,600	\$2,000	\$5,100	\$2,100	\$16,050
Building Improvements	1,294	629	1,750	1,200	1,300	6,173
Equipment and Vehicles	2,900	5,037	5,650	3,700	8,450	25,737
Financial Systems Replacement	10,000	10,000	10,000	10,000	0	40,000
Sub-Total	\$17,444	\$19,266	\$19,400	\$20,000	\$11,850	\$87,960
Stations & Parking						
Stations & Parking	\$3,000	\$3,000	\$500	\$4,525	\$3,000	\$14,025
Community Initiatives	5,000	4,000	4,225	1,750	3,000	17,975
Sub-Total	\$8,000	\$7,000	\$4,725	\$6,275	\$6,000	\$32,000
Support Activities						
Homeland Security	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$25,000
Technical Studies	5,000	3,000	3,000	3,100	3,000	17,100
Project Administration	800	800	800	800	800	4,000
Locally Funded Projects	10,850	11,669	11,669	7,350	7,350	48,888
Contingencies	560	600	600	789	942	4,091
Unanticipated Capital	1,000	2,000	2,000	2,000	2,000	8,000
Sub-Total	\$23,210	\$23,069	\$23,069	\$19,039	\$19,092	\$107,479
Grand Total	\$154,610	\$156,429	\$159,979	\$159,330	\$163,520	\$793,868

Metra 2013 - 2017 Capital Program

Exhibit 12

Core and State of Illinois Bond Programs (\$ in 000's)

Description	Core Program		State Bond Program
	2013	2014-2017	2010 to 2014
Rolling Stock			
Highliner Car Replacement	\$0	\$0	\$585,100
Locomotive Improvements	9,850	105,900	0
Car Rehabilitation	18,000	96,450	0
MU Car Improvements	2,350	13,347	0
Fleet Component Overhaul	3,000	17,302	0
HVAC Refrigerant Conversion	500	2,154	0
Sub-Total	\$33,700	\$235,153	\$585,100
Track & Structure			
Ties and Ballast	\$4,875	\$19,500	\$0
Rail	1,875	17,940	0
CREATE	0	0	17,000
Crossings (Road and Track)	1,125	7,600	0
Bridges	21,650	90,600	151,500
Retaining Wall Rehab	350	1,500	0
Structural Upgrades	0	1,400	0
Sub-Total	\$29,875	\$138,540	\$168,500
Signal, Electrical & Communications			
Signal System Upgrades	\$600	\$3,000	\$0
Interlockings	9,000	14,900	0
Electrical System Improvements	10,706	23,800	0
Communications Improvements	0	250	0
Positive Train Control	22,075	44,830	160,000
Sub-Total	\$42,381	\$86,780	\$160,000
Facilities & Equipment			
Yard Improvements	\$3,250	\$12,800	\$51,350
Building Improvements	1,294	4,879	0
Equipment and Vehicles	2,900	22,837	0
Financial Systems Replacement	10,000	30,000	0
Sub-Total	\$17,444	\$70,516	\$51,350
Stations & Parking			
Stations and Parking	\$3,000	\$11,025	\$135,750
Community Initiatives	5,000	12,975	0
Sub-total	\$8,000	\$24,000	\$135,750
Support Activities			
Homeland Security	\$5,000	\$20,000	\$0
Technical Studies	5,000	12,100	0
Project Administration	800	3,200	0
Locally Funded Projects	10,850	38,038	0
Contingencies	560	2,931	0
Unanticipated Capital	1,000	8,000	0
Sub-Total	\$23,210	\$84,269	\$0
Grand Total	\$154,610	\$639,258	\$1,100,700

Metra Proposed State of Illinois Capital Bond Program (in \$000's)*
Exhibit 13

Capital Assets	2010	2011	2012	2013	2014	2010-2014 Total
Highliner Cars Replacement, MED (160)	\$118,800	\$466,300	\$0	\$0	\$0	\$585,100
Renew Bridges	\$0	\$8,525	\$19,125	\$70,000	\$53,850	\$151,500
Positive Train Control	\$0	\$30,000	\$28,000	\$35,000	\$67,000	\$160,000
CREATE Program	\$0	\$2,000	\$5,000	\$5,000	\$5,000	\$17,000
Yard Improvements	\$0	\$0	\$2,000	\$21,775	\$27,575	\$51,350
Stations	\$38,200	\$23,500	\$35,000	\$39,050	\$0	\$135,750
Total Bond Program	\$157,000	\$530,325	\$89,125	\$170,825	\$153,425	\$1,100,700

**Use of Bond funding is subject to the release of funds and prioritizing of projects by the State of Illinois in order to meet cash flow requirements.*



Metra locomotives are serviced daily at the Western Avenue Yard.

Metra Stations: State Bond Program

Exhibit 14

Station	Rail Line	Total	Construction Starts (g)	Notes
Naperville	BNSF	\$1,700,000	2010	(f)
Flossmoor	MED	5,000,000	2011	(a)
Cicero	BNSF	6,500,000	2012	(a)
Hazel Crest	MED	5,500,000	2012	
Elmhurst Deck	UP-W	2,500,000	2010	(f)
Geneva Deck	UP-W	3,500,000	2011	
Fox River Grove	UP-NW	2,000,000	2011	
New Auburn Park Station	RID	11,500,000	2012	(b)
New Peterson/ Ridge Station	UP-N	5,000,000	2012	(c)
Burr Oak	MED-BI	4,500,000	2012	
91st Street	RIDB	9,000,000	2012	
115th Street	RIDB	9,000,000	2012	
63rd Street	MED	8,000,000	2012	
Calumet	MED	5,500,000	2012	(e)
River Forest	UP-W	5,500,000	2012	
59th Street	MED	8,000,000	2012	
Healy	MWD-N	4,500,000	2012	
Hickory Creek	RID	4,000,000	2012	
Downers Grove Main St.	BNSF	4,000,000	2012	
Cumberland	UP-NW	4,500,000	2012	
New Romeoville Station	HC	2,000,000	2013	(d)
Hubbard Woods	UP-N	6,900,000	2012	
Ashland Avenue	MED-BI	4,000,000	2012	
Racine Avenue	MED-BI	4,000,000	2012	
Blue Island Ver- mont St.	RID	3,150,000	2012	
Mayfair	MWD-N	3,000,000	2012	
Grayland	MWD-N	3,000,000	2012	
Total		\$135,750,000		
Total Bond \$ Received		\$38,200,000		

(a) - Engineering currently underway.

(b) - Senator Collins to secure additional funds required to fully fund station construction costs.

(c) - \$10 million in state budget. Rep. Osterman to secure additional funds required to fully fund construction costs. Rep. Osterman will also need to secure land. \$10 million in funding received through DECA.

(d) - City designing project- New Station (Metra - platforms only).

(e) - To be constructed after Flossmoor Station completed.

(f) - Construction complete.

(g) Construction dates are based on the projected timetable for the receipt of funds from the state.

Physical Description

Carrier/Line	Location of Outlying Terminal	Downtown Terminal	Number of Stations		Total	Accessible Stations		Rolling Stock			Track Miles	Route Miles	
			Illinois	Out of State		Partial	Full	Loco-motives	Trailer Cars	Cab Cars			Electric Propelled
BNSF Railway													
	Aurora, IL (Kane Co.)	Chicago Union Station	25	0	25	5	13	26	135	32	0	144.0	37.5
Union Pacific													
	Kenosha, WI (Kenosha Co.)	Ogilvie Transportation Ctr.	24	1	25	1	20					107.5	51.6
	Harvard, IL (McHenry Co.)	Ogilvie Transportation Ctr.	21	0	21	2	16					161.1	63.1
	McHenry, IL (McHenry Co.)	Ogilvie Transportation Ctr.	1	0	1	1	0					8.0	7.4
	Elburn, IL (Kane Co.)	Ogilvie Transportation Ctr.	18	0	18	3	13					144.2	43.6
Total			64	1	65	7	49	54	262	67	0	418.2	162.3
Electric District													
	University Park, IL (Will Co.)	Millennium Station	32	0	32	0	13					86.0	31.5
	Blue Island, IL (Cook Co.)	Millennium Station	7	0	7	0	1					5.0	4.4
	Chicago, IL (Cook Co.)	Millennium Station	8	0	8	0	7					11.3	4.7
Total			47	0	47	0	21	0	0	0	170	102.3	40.6
Heritage Corridor													
	Joliet, IL (Will Co.)	Chicago Union Station	5	0	5	0	4	3	11	3	0	78.0	37.2
Milwaukee District													
	Fox Lake, IL (Lake Co.)	Chicago Union Station	20	0	20	3	14					97.0	49.5
	Elgin, IL (Kane Co.)	Chicago Union Station	21	0	21	0	20					102.8	39.8
Total			41	0	41	3	34	35	109	44	0	186.4	83.9
North Central Service													
	Antioch, IL (Lake Co.)	Chicago Union Station	15	0	15	0	15	6	21	6	0	85.0	52.8
SouthWest Service													
	Manhattan, IL (Will Co.)	Chicago Union Station	12	0	12	0	12	6	32	5	0	59.3	40.8
Rock Island District													
	Joliet, IL (Will Co.)	LaSalle Street Station	14	0	14	2	11					84.0	40.2
	Blue Island, IL (Cook Co.)	LaSalle Street Station	12	0	12	5	5					13.3	6.6
Total			26	0	26	7	16	16	81	30	0	97.1	46.8
Downtown Stations			5	0	5	0	5						
System Totals*			240	1	241	22	169	146	651	187	170	1,155.1	487.7

*South Shore (NICTD) is not included.

CARRIER	LINE	REVENUE TRAINS			TRAIN MILES JUL 11 - JUN 12	CAR MILES JUL 11 - JUN 12	AVERAGE SCHEDULED SPEEDS			ON-TIME PERFORMANCE #	
		WEEKDAY	SAT	SUNHOL			WEEKDAY PEAK	WEEKDAY OFF-PEAK	WEEKEND/HOLIDAY	2011 AVERAGE	JAN-JUN 12 AVERAGE
BNSF Railway		94	28	18	946,778	6,948,473	35.0	30.6	28.0	92.9%	95.7%
Union Pacific	North	70	26	18	759,201	4,030,868	30.4	28.9	30.2	92.6%	96.5%
	Northwest	65	24	15	942,725	6,288,424	33.9	32.7	34.0	94.9%	96.9%
	West	59	20	18	700,075	4,742,771	32.0	30.9	30.6	90.9%	94.8%
	Total	194	70	51	2,402,001	15,062,063				92.8%	96.1%
Electric District	Main Line	79	46	20	729,511	3,793,316	23.9	23.0	23.1	95.8%	96.2%
	Blue Island	37	30	0	156,869	518,576	32.3	29.5	29.3	97.9%	97.8%
	So Chicago	54	48	20	229,698	897,742	20.2	20.2	20.6	97.4%	98.5%
	Total	170	124	40	1,116,078	5,209,634				96.8%	97.3%
Heritage Corridor		6	0	0	57,145	266,357	34.3	--	--	86.2%	96.2%
Milwaukee District	North	60	24	20	767,310	4,715,222	32.2	30.3	31.1	89.6%	94.6%
	West	58	24	18	660,486	4,461,601	29.6	29.3	29.2	93.0%	95.8%
	Total	118	48	38	1,427,796	9,176,823				91.3%	95.2%
North Central Service		22	0	0	295,223	1,315,708	34.2	33.9	--	91.1%	93.1%
SouthWest Service		30	6	0	243,750	1,774,252	27.0	27.4	28.8	92.1%	95.0%
Rock Island District		69	20	16	703,589	5,016,890	29.5	29.7	29.0	94.0%	95.3%
System Totals/Averages*		703	296	163	7,192,360	44,770,200	31.5	29.8	29.9	93.6%	96.0%

* South Shore (NICTD) is not included.

Due to changes in calculation methodology, on-time performance figures from May 2011 onward are not exactly comparable to prior months' figures.

Commuter Stations by Fare Zone

ZONE	BNSF	ELECTRIC MAIN LINE	ELECTRIC BLUE ISLAND	ELECTRIC SOUTH CHICAGO	HERITAGE	MILWAUKEE NORTH	MILWAUKEE WEST	NORTH CENTRAL SERVICE	ROCK ISLAND MAN	ROCK ISLAND BRANCH	SOUTHWEST SERVICE	UNION PACIFIC NORTH	UNION PACIFIC NORTHWEST	UNION PACIFIC WEST
A (0.0-5.0)	CUS*	0.0 Millennium	0.0	0.0 CUS*	0.0 CUS*	0.0 CUS*	0.0 CUS*	0.0 CUS*	0.0		0.0 CUS*	0.0 OTC*	0.0 OTC*	0.0 OTC*
		1.6 Van Buren	0.6			2.9 Western Ave	2.9 Western Ave	2.9 Western Ave	0.0			0.0 OTC*	0.0 OTC*	0.0 OTC*
		3.8 Museum Campus/ 11th St	1.4			Western Ave	Western Ave	Western Ave	0.0			0.0 OTC*	0.0 OTC*	0.0 OTC*
		18th St McCormick Place	2.7			Western Ave	Western Ave	Western Ave	0.0			0.0 OTC*	0.0 OTC*	0.0 OTC*
B (5.1-10.0)	Cicero	7.0 17th St	5.9	Stony Island	9.1	Healy	6.4 Grand/Cicero	6.5	9.8					8.5
	LaVergne	9.1 153rd St	6.5	Byrd Maw	9.7	Craigland	8.2 Hanson Park	7.7						9.7
	Harlem	9.6 159th St	7.0	South Shore	10.3	Mayfair	9.0 Galewood	8.6						
	Harlem Ave	10.1 159th St	7.4	Windsor Park	10.9		Mans	9.1						
C (10.1-15.0)	LaGrange Rd	13.8 103rd St	13.0	79th St	11.5	Forest Glen	10.2 Elmwood Park	10.2	10.9 15th St	10.6 Wightwood	11.2	11.0 Norwood Park	11.4	10.5
	Stone Ave	14.2 107th St	13.5	83rd St	12.0	Edgemoor	11.6 River Grove	11.4	12.0 Washington Hts	11.3 Nehalem	12.6 Bawe St	12.9 Edison Park	12.6	11.3
		11th St	14.0	87th St	12.5	Morton Grove	14.3 Franklin Park	14.0	13.0 Schiller Park	11.7	11.7	13.3 Oak Ridge	13.5	12.6
		Kenilworth	14.5	89rd St	13.2	Summit	11.9	11.4	13.2 Schiller Park	12.8	12.8	14.4 Deer Road	15.0	14.3
D (15.1-20.0)	Western Springs	15.5 Riverside	17.3	Wilson Springs	17.5	Golf	16.2 Bensenville	17.2	15.7 123rd St	15.2 Oak Lawn	15.2	15.2	17.1	15.7
	Highlands	16.4 Ivanhoe	16.2	Wood Dale	19.1	Glenview	17.4 Wood Dale	19.1	17.2 Prairie St	15.8 Chicago Ridge	16.9	16.9	18.9	17.8
	Hinsdale	16.9 147th St	16.7	GenN/Glenview	18.8	GenN/Glenview	18.8	18.8	18.4 Vermont St	16.5 Worth	18.2	18.2	20.0	19.9
	W. Hinsdale	17.8 Harvey	17.0	Lake Forest	28.4	Lake Forest	28.4	28.4	17.9th St	17.9	18.7	18.7	19.2	
E (20.1-25.0)	Clermont Hills	18.3	18.4	Blue Island	18.9	Northbrook	21.1 Itasca	21.1	20.4	20.3	20.3	20.5	22.9	22.4
	Westmont	19.5	18.4	Lemont	25.3	Lake Cook Road	23.0	23.0	23.5	143rd St	23.6	21.5	24.4	23.8
	Fairview Ave	20.4 Hazel Crest	22.3	Prospect Heights	24.0	Lake Forest	23.0	23.9	25.1	153rd St	25.2	23.0	24.4	25.0
	Main St	21.2 Calumet	22.8	Whitfield	24.2	Deerfield	24.2	23.9	25.1	179th St	23.9	25.7	26.8	27.5
F (25.1-30.0)	Bloom	22.6 Homewood	23.5	Lake Forest	28.4	Lake Forest	28.4	28.4	29.6	179th St	28.9	28.9	28.9	29.5
	Little	24.5 Rosemoor	24.9	Schaumburg	26.5	Whitfield	26.5	26.5	27.5	179th St	28.9	28.9	28.9	29.5
	Naperville	28.5 Olympia Fields	26.6	Harvester Park	49.5	Harvester Park	49.5	49.5	29.6	179th St	28.9	28.9	28.9	29.5
	211th St	27.6	27.6	Big Timber	39.8	Libertyville	39.8	39.8	29.6	179th St	28.9	28.9	28.9	29.5
G (30.1-35.0)	Matteson	28.2	28.2	Round Lake	44.0	Round Lake	44.0	44.0	34.0	179th St	28.9	28.9	28.9	29.5
	Richton Park	28.3	28.3	Long Lake	46.0	Long Lake	46.0	46.0	34.0	179th St	28.9	28.9	28.9	29.5
H (35.1-40.0)	Route 59	31.6 University Park	31.5	Lockport	32.9	Lockport	32.9	32.9	34.0	179th St	28.9	28.9	28.9	29.5
	Aurora	37.5	37.5	Joliet	37.2	Libertyville	35.5	36.0	40.2	179th St	28.9	28.9	28.9	29.5
I (40.1-45.0)				Libertyville	39.2	Prairie Crossing	39.2	39.2	40.2	179th St	28.9	28.9	28.9	29.5
				Graylake	41.0	Graylake	41.0	41.0	40.2	179th St	28.9	28.9	28.9	29.5
J (45.1-50.0)				Round Lake	44.0	Round Lake	44.0	44.0	40.2	179th St	28.9	28.9	28.9	29.5
				Ingredis	47.8	Ingredis	47.8	47.8	40.2	179th St	28.9	28.9	28.9	29.5
K (50.1-55.0)				Fox Lake	49.5	Fox Lake	49.5	49.5	40.2	179th St	28.9	28.9	28.9	29.5
				Graylake	41.0	Graylake	41.0	41.0	40.2	179th St	28.9	28.9	28.9	29.5
M (60.1-65.0)				Round Lake	44.0	Round Lake	44.0	44.0	40.2	179th St	28.9	28.9	28.9	29.5
				Ingredis	47.8	Ingredis	47.8	47.8	40.2	179th St	28.9	28.9	28.9	29.5

* CUS=Chicago Union Station, # OTC=Ogive Transportation Center

Forecasted Ridership and Vehicle Miles 2012 - 2015

Exhibit 18

	2011 Actual	2012 Projected*	2013 Forecast	2014 Forecast	2015 Forecast
Passenger Trips (1)					
BNSF Railway	16,571,000	16,367,000	16,391,000	16,637,000	16,887,000
Union Pacific	28,443,000	28,051,000	28,093,000	28,514,000	28,942,000
Electric District	10,029,000	9,759,000	9,774,000	9,921,000	10,070,000
Heritage Corridor	707,000	687,000	689,000	699,000	709,000
Milwaukee District	14,066,000	13,766,000	13,787,000	13,994,000	14,204,000
North Central Service	1,686,000	1,707,000	1,710,000	1,735,000	1,762,000
SouthWest Service	2,558,000	2,532,000	2,535,000	2,574,000	2,612,000
Rock Island District	8,599,000	8,524,000	8,537,000	8,665,000	8,795,000
System Total**	82,658,000	81,393,000	81,516,000	82,739,000	83,980,000
Year-to-Year Change		-1.5%	0.2%	1.5%	1.5%
Passenger Miles (2)					
BNSF Railway	383,351,000	384,673,000	384,673,000	390,443,000	396,299,000
Union Pacific	599,689,000	613,200,000	613,200,000	622,398,000	631,734,000
Electric District	189,047,000	188,851,000	188,851,000	191,684,000	194,559,000
Heritage Corridor	19,703,000	19,307,000	19,307,000	19,596,000	19,890,000
Milwaukee District	320,594,000	327,192,000	327,192,000	332,100,000	337,082,000
North Central Service	52,251,000	54,069,000	54,069,000	54,880,000	55,703,000
SouthWest Service	47,481,000	48,080,000	48,080,000	48,801,000	49,533,000
Rock Island District	179,561,000	180,892,000	180,892,000	183,606,000	186,360,000
System Total**	1,791,678,000	1,816,264,000	1,816,264,000	1,843,508,000	1,871,161,000
Year-to-Year Change		1.4%	0.0%	1.5%	1.5%
Revenue Car Miles					
BNSF Railway	6,231,000	6,283,000	6,294,000	6,294,000	6,310,000
Union Pacific	14,868,000	14,900,000	14,903,000	14,903,000	14,934,000
Electric District	4,820,000	4,838,000	4,828,000	4,828,000	4,834,000
Heritage Corridor	265,000	266,000	266,000	266,000	267,000
Milwaukee District	8,928,000	8,942,000	8,952,000	8,952,000	8,969,000
North Central Service	1,303,000	1,310,000	1,311,000	1,311,000	1,316,000
SouthWest Service	1,764,000	1,772,000	1,772,000	1,772,000	1,776,000
Rock Island District	4,681,000	4,676,000	4,672,000	4,672,000	4,683,000
System Total**	42,859,000	42,987,000	42,997,000	42,997,000	43,089,000
Year-to-Year Change		0.3%	0.0%	0.0%	0.2%

*Based on January-June actuals

**South Shore (NICTD) is not included.

(1) - Based on Ticket Sales and Free Trips

(2) - Based on Ticket Sales but does not include Free Trips

Note: Line estimates beginning in August 2010 may be affected by the implementation of a new revenue accounting system, which provides more precise line breakdowns than our previous systems were able to provide for passenger trips and passenger miles. Columns may not add exactly to System Totals due to rounding.

Ticket Sales by Ticket Type - July 2011 - June 2012

Exhibit 19

Carrier/Line	Between Chicago, IL (Cook County) and...	Monthly	Ten-Ride	Regular One-Way	Conductor One-Way	Weekend	Link-Up	PlusBus
BNSF Railway	Aurora, IL (Kane County)	248,400	369,100	937,600	528,100	223,300	20,300	11,900
Union Pacific	North	98,400	282,100	536,000	872,400	179,100		
	Northwest	148,700	253,500	780,600	677,600	231,000		
	West	106,200	193,100	611,700	457,700	155,700		
	Total	353,200	728,700	1,928,300	2,007,700	565,800	20,200	2,900
Electric District	Main Line	120,000	182,100	1,024,000	267,700	92,200		
	Blue Island	3,000	5,000	26,400	32,100	1,800		
	So Chicago	10,000	30,000	146,700	67,400	2,800		
	Total	133,000	217,100	1,197,200	367,100	96,700	13,900	700
Heritage Corridor	Joliet, IL (Will County)	13,000	11,300	8,800	12,600	0	2,000	25
Milwaukee District	North	86,500	187,700	441,700	473,300	147,400		
	West	96,500	130,800	503,500	490,500	144,200		
	Total	183,000	318,400	945,200	963,800	291,600	11,800	1,200
North Central Service	Antioch, IL (Lake County)	26,400	37,600	57,700	148,800	0	1,500	200
SouthWest Service	Manhattan, IL (Will County)	43,100	49,100	79,300	103,600	3,100	3,000	75
Rock Island District	Joliet, IL (Will County)	132,200	174,900	506,300	393,000	84,700	9,300	400
	System Totals*	1,132,400	1,906,200	5,660,300	4,524,700	1,265,300	81,900	17,500

*South Shore (NICTD) is not included.

Note: Line estimates beginning in August 2010 may be affected by the implementation of a new revenue accounting system, which provides more precise line breakdowns than our previous systems were able to provide. Also, columns may not add exactly to System Totals due to rounding.

Ridership-Related Statistics - July 2011 - June 2012

Carrier/Line	Passenger Loads (conductor counts)										Annual Passenger Trips*	Annual Passenger Miles**	Annual Passenger Revenue	Avg Rev Per Pngr Trip	Avg Trip Length (miles)	
	Peak		Weekday Average		Evening		Total		Avg Saturday	Avg Sunday						Avg Week
	Reverse	Midday	Reverse	Midday	Evening	Total	Reverse	Midday								
BNSF Railway	50,100	4,700	7,200	5,400	67,400	14,900	9,700	361,600	16,557,000	387,825,500	\$55,458,200	\$3.35	23.4			
Union Pacific	21,900	5,600	4,900	3,000	35,400	10,700	6,600	194,300	9,163,700	156,352,800	\$27,501,600	\$3.00	17.1			
Northwest	30,000	2,800	5,000	3,100	41,000	12,000	7,500	224,500	11,186,700	279,609,700	\$38,886,800	\$3.48	25.0			
West	23,100	1,600	3,500	2,200	30,300	7,900	6,200	165,600	8,060,100	178,265,300	\$26,837,600	\$3.33	22.1			
Total	75,000	10,000	13,400	8,300	106,700	30,600	20,300	584,400	28,410,500	614,227,800	\$93,226,000	\$3.28	21.6			
Electric District	21,900	800	3,900	1,700	28,300	6,500	3,800	151,800	8,693,800	175,628,100	\$26,705,600	\$3.07	20.2			
Blue Island	1,900	200	400	100	2,500	700	0	13,200	262,200	4,321,000	\$706,800	\$2.70	16.5			
So Chicago	3,400	600	1,200	400	5,600	2,300	1,000	31,300	1,011,900	11,887,100	\$1,906,700	\$1.88	11.7			
Total	27,200	1,600	5,500	2,200	36,400	9,500	4,800	196,300	9,967,900	191,836,200	\$29,319,100	\$2.94	19.2			
Heritage Corridor	2,600	0	0	0	2,600	0	0	13,000	695,900	19,504,200	\$2,429,500	\$3.49	28.0			
Milwaukee District	15,500	3,100	2,800	1,700	23,100	5,500	4,000	125,000	6,977,200	160,375,200	\$23,940,300	\$3.43	23.0			
West	17,700	1,300	2,500	1,300	22,800	5,500	4,100	123,600	6,965,800	168,344,000	\$23,761,900	\$3.41	24.2			
Total	33,200	4,400	5,300	3,000	45,900	11,000	8,100	248,600	13,943,000	328,719,200	\$47,702,200	\$3.42	23.6			
North Central Service	4,700	300	500	200	5,800	0	0	29,000	1,736,200	54,611,700	\$6,831,100	\$3.93	31.5			
SouthWest Service	8,300	200	800	500	9,700	400	0	48,900	2,645,200	48,176,600	\$7,769,300	\$2.94	18.2			
Rock Island District	25,700	700	3,200	1,200	30,700	3,900	2,900	160,300	8,549,300	182,978,500	\$27,462,400	\$3.21	21.4			
System Totals***	226,800	21,900	35,800	20,700	305,200	70,300	45,800	1,642,100	82,505,000	1,827,881,700	\$270,197,900	\$3.27	22.2			

Note: Line estimates beginning in August 2010 may be affected by the implementation of a new revenue accounting system, which provides more precise line breakdowns than our previous systems were able to provide. Also, columns may not add exactly to System Totals due to rounding.

* Includes free trips
 ** Does not include free trips
 *** South Shore (NICTD) is not included.



2013 Adult Fares

Exhibit 21

Ticket	A	B	C	D	E	F	G	H	I	J	K
A Monthly	78.25										
Ten-Ride	27.50										
One-Way	2.75										
B Monthly	85.50	78.25									
Ten-Ride	30.00	27.50									
One-Way	3.00	2.75									
C Monthly	121.00	85.50	78.25								
Ten-Ride	42.50	30.00	27.50								
One-Way	4.25	3.00	2.75								
D Monthly	135.25	121.00	85.50	78.25							
Ten-Ride	47.50	42.50	30.00	27.50							
One-Way	4.75	4.25	3.00	2.75							
E Monthly	149.50	135.25	121.00	85.50	78.25						
Ten-Ride	52.50	47.50	42.50	30.00	27.50						
One-Way	5.25	4.75	4.25	3.00	2.75						
F Monthly	163.75	149.50	135.25	121.00	85.50	78.25					
Ten-Ride	57.50	52.50	47.50	42.50	30.00	27.50					
One-Way	5.75	5.25	4.75	4.25	3.00	2.75					
G Monthly	178.00	163.75	149.50	135.25	121.00	85.50	78.25				
Ten-Ride	62.50	57.50	52.50	47.50	42.50	30.00	27.50				
One-Way	6.25	5.75	5.25	4.75	4.25	3.00	2.75				
H Monthly	192.25	178.00	163.75	149.50	135.25	121.00	85.50	78.25			
Ten-Ride	67.50	62.50	57.50	52.50	47.50	42.50	30.00	27.50			
One-Way	6.75	6.25	5.75	5.25	4.75	4.25	3.00	2.75			
I Monthly	206.50	192.25	178.00	163.75	149.50	135.25	121.00	85.50	78.25		
Ten-Ride	72.50	67.50	62.50	57.50	52.50	47.50	42.50	30.00	27.50		
One-Way	7.25	6.75	6.25	5.75	5.25	4.75	4.25	3.00	2.75		
J Monthly	220.75	206.50	192.25	178.00	163.75	149.50	135.25	121.00	85.50	78.25	
Ten-Ride	77.50	72.50	67.50	62.50	57.50	52.50	47.50	42.50	30.00	27.50	
One-Way	7.75	7.25	6.75	6.25	5.75	5.25	4.75	4.25	3.00	2.75	
K Monthly	235.00	220.75	206.50	192.25	178.00	163.75	149.50	135.25	121.00	85.50	78.25
Ten-Ride	82.50	77.50	72.50	67.50	62.50	57.50	52.50	47.50	42.50	30.00	27.50
One-Way	8.25	7.75	7.25	6.75	6.25	5.75	5.25	4.75	4.25	3.00	2.75
M Monthly	263.50	249.25	235.00	220.75	206.50	192.25	178.00	163.75	149.50	135.25	121.00
Ten-Ride	92.50	87.50	82.50	77.50	72.50	67.50	62.50	57.50	52.50	47.50	42.50
One-Way	9.25	8.75	8.25	7.75	7.25	6.75	6.25	5.75	5.25	4.75	4.25

Weekend:	\$7.00
On-Board Surcharge:	\$3.00

2013 Special User Fares

Exhibit 22

Ticket	A	B	C	D	E	F	G	H	I	J	K
A Monthly	43.75										
Ten-Ride	12.50										
One-Way	1.25										
B Monthly	52.50	43.75									
Ten-Ride	15.00	12.50									
One-Way	1.50	1.25									
C Monthly	70.00	52.50	43.75								
Ten-Ride	20.00	15.00	12.50								
One-Way	2.00	1.50	1.25								
D Monthly	78.75	70.00	52.50	43.75							
Ten-Ride	22.50	20.00	15.00	12.50							
One-Way	2.25	2.00	1.50	1.25							
E Monthly	87.50	78.75	70.00	52.50	43.75						
Ten-Ride	25.00	22.50	20.00	15.00	12.50						
One-Way	2.50	2.25	2.00	1.50	1.25						
F Monthly	96.25	87.50	78.75	70.00	52.50	43.75					
Ten-Ride	27.50	25.00	22.50	20.00	15.00	12.50					
One-Way	2.75	2.50	2.25	2.00	1.50	1.25					
G Monthly	105.00	96.25	87.50	78.75	70.00	52.50	43.75				
Ten-Ride	30.00	27.50	25.00	22.50	20.00	15.00	12.50				
One-Way	3.00	2.75	2.50	2.25	2.00	1.50	1.25				
H Monthly	113.75	105.00	96.25	87.50	78.75	70.00	52.50	43.75			
Ten-Ride	32.50	30.00	27.50	25.00	22.50	20.00	15.00	12.50			
One-Way	3.25	3.00	2.75	2.50	2.25	2.00	1.50	1.25			
I Monthly	122.50	113.75	105.00	96.25	87.50	78.75	70.00	52.50	43.75		
Ten-Ride	35.00	32.50	30.00	27.50	25.00	22.50	20.00	15.00	12.50		
One-Way	3.50	3.25	3.00	2.75	2.50	2.25	2.00	1.50	1.25		
J Monthly	131.25	122.50	113.75	105.00	96.25	87.50	78.75	70.00	52.50	43.75	
Ten-Ride	37.50	35.00	32.50	30.00	27.50	25.00	22.50	20.00	15.00	12.50	
One-Way	3.75	3.50	3.25	3.00	2.75	2.50	2.25	2.00	1.50	1.25	
K Monthly	140.00	131.25	122.50	113.75	105.00	96.25	87.50	78.75	70.00	52.50	43.75
Ten-Ride	40.00	37.50	35.00	32.50	30.00	27.50	25.00	22.50	20.00	15.00	12.50
One-Way	4.00	3.75	3.50	3.25	3.00	2.75	2.50	2.25	2.00	1.50	1.25
M Monthly	157.50	148.75	140.00	131.25	122.50	113.75	105.00	96.25	87.50	78.75	70.00
Ten-Ride	45.00	42.50	40.00	37.50	35.00	32.50	30.00	27.50	25.00	22.50	20.00
One-Way	4.50	4.25	4.00	3.75	3.50	3.25	3.00	2.75	2.50	2.25	2.00

**FY2013 Metra Proposed Program & Budget
Public Hearing Schedule**

Tuesday December 11, 2012 4:00 p.m. – 7:00 p.m.

City of Chicago

Metra
547 W. Jackson Blvd.
13th Floor Board Room
Chicago, Illinois

DuPage County

Wheaton City Hall
Gamon Room
303 W. Wesley St.
Wheaton, Illinois

Kane County

Geneva City Hall
Council Chambers
22 South First Street
Geneva, Illinois

Lake County

Grayslake Village Hall
Council Chambers
10 South Seymour
Grayslake, Illinois

McHenry County

City of Crystal Lake City Hall
Council Chambers
100 W. Woodstock Street
Crystal Lake, Illinois

North Suburban Cook County

Arlington Heights Village Hall
Village Board Room
33 South Arlington Heights Road
Arlington Heights, Illinois

South Suburban Cook County

Flossmoor Village Hall
Village Board Room
2800 Flossmoor Road
Flossmoor, Illinois

Will County

Joliet City Hall
Conference Room 1 and 2
150 West Jefferson Street
Joliet, Illinois

**FY 2013 Budget Presentations - County Boards**

Thursday, November 1, 2012	10:00 a.m.	Cook County Board of Commissioners County Building 118 N. Clark Street, 5th Floor Chicago, Illinois
Tuesday, November 13, 2012	7:00 p.m.	Du Page County Board DuPage County Administration Building County Board Room 421 N. County Farm Road Wheaton, Illinois
Tuesday, November 13, 2012	9:45 a.m.	Kane County Board Kane County Government Center County Board Room 719 Batavia Avenue, Building A Geneva, Illinois
Tuesday, November 20, 2012	9:00 a.m.	Lake County Board Lake County Courthouse County Board Room 18 N. County Street Waukegan, Illinois
Thursday, November 8, 2012	9:00 a.m.	McHenry County Board County Board Room 667 Ware Road Woodstock, Illinois
Thursday, October 18, 2012	9:30 a.m.	Will County Board Will County Board Office 302 N. Chicago Street Joliet, Illinois

Commuter Rail Board Ordinance No. MET 12-30

This proposed budget and financial plan is submitted to comply with the RTA Act. The following 2013 Operating and Capital Program and Budget, 2014-2015 Financial Plan, and 2013-2017 Capital Program are based upon the funding estimates provided by the Regional Transportation Authority.

WHEREAS, the Commuter Rail Board (“Board”) has held at least one meeting for consideration of the program and budget with the county board of each of the several counties in the metropolitan region; and

WHEREAS, the Board has held at least one public hearing for consideration of the program and budget in each of the counties in the metropolitan region in which the Division provides service, and the Board has held at least one public hearing for consideration of the change in the price of the full-fare Ten-Ride Ticket in each of the counties in the metropolitan region in which the Division provides service; and

WHEREAS, the Board has reviewed the various fare and policy change scenarios and has determined that the Ten-Ride Ticket fare should be based upon the full 10 rides and not 9 rides; and

WHEREAS, the 2013 Operating and Capital Program and Budget, the 2014-2015 Financial Plan and the 2013-2017 Capital Program are based upon the RTA estimate of funds to be made available to the Commuter Rail Board and conforms in all respects to the program and budget requirements of the RTA Act.

NOW, THEREFORE, BE IT ORDAINED THAT:

1. The Board of Directors of the Commuter Rail Division of the Regional Transportation Authority (“Commuter Rail Division”) hereby approves

the 2013 Operating and Capital Program and Budget, the 2014-2015 Financial Plan, and the 2013-2017 Capital Program, copies of which are attached hereto and made a part hereof, and further authorizes their transmittal to the Board of Directors of the Regional Transportation Authority (“Authority”) in full compliance with Section 4.11 of the RTA Act.

2. The Executive Director/Chief Executive Officer (“CEO”) of the Commuter Rail Division is hereby authorized and directed to take such action, as he deems necessary or appropriate to implement, administer, and enforce this Ordinance.

3. This Section shall constitute the annual program of the Commuter Rail Division for services to be provided, operations to be continued or begun, and capital projects to be continued or begun during the fiscal year beginning January 1, 2013 and ending December 31, 2013. Authorization is hereby given that the programs and projects herein named may be implemented, or actions toward their implementation taken, during said fiscal year.

4. Sections 5 through 7 of this Ordinance shall constitute the Budget for operations of the services (“Operations”) provided by the Commuter Rail Division other than for technical studies and capital projects as provided in Sections 8 through 10 of this Ordinance for the fiscal year beginning January 1, 2013 and ending December 31, 2013. Sections 8 through 10 of this Ordinance shall constitute the capital budget for project expenditures incurred during the fiscal year beginning January 1, 2013 and ending December 31, 2013. Funds expected to be available from all sources during 2013 which are not identified herein for use in the operating or capital budget are to be used for potential funding shortfalls and working cash.

5. The estimated Commuter Rail Division Operating Funds expected to be available from all sources during 2013 are (in 000's):

Total Operating Revenues (excluding Capital

Farebox Revenues) \$366,360
 Metra 2013 Sales Tax 1 254,827
 Metra 2013 Sales Tax 2 & PTF 2 (New Transit
 Funding) 91,113
 Transportation Security Grant 1,200

Total Sources of Operating Funds \$713,500

6. The following named sums, or so much as may be necessary, are hereby appropriated for the specified use (in 000's):

Operating Commuter Rail Services and Support
 \$713,500

7. The following are estimates of the revenues and expenses for the Commuter Railroads (in 000's):

Operating Revenues \$366,360
 Operating Expenses 713,500

Total Funded Deficit \$347,140

8. The following named sum, or so much thereof as may be necessary, respectively, for technical studies and capital projects which remain unexpended as of December 31, 2012, is hereby reappropriated to meet all obligations of the Commuter Rail Division incurred during the fiscal year beginning January 1, 2013 and ending December 31, 2013 (in 000's):

Total \$806,897

Note: Includes a portion of \$585.1 million in State of Illinois bond funds

9. The estimated Commuter Rail Division Capital Funds expected to be available from all sources to finance the 2013 Capital Program are (in 000's):

Federal Transit Administration \$136,310
 Federal Department of Homeland Security 5,000
 State of Illinois Bond Funds 170,825

RTA Capital Funds 7,000

RTA Capital Funds 800

Metra 2013 Capital Farebox Revenues 5,500

Total Sources of 2013 Capital Funds \$325,435

10. The following named sum, or so much thereof as may be necessary, respectively, for technical studies and capital projects, are hereby appropriated to meet all obligations of the Commuter Rail Division incurred during the fiscal year beginning January 1, 2013 and ending December 31, 2013 (in 000's):

Rolling Stock \$33,700

Track & Structure 104,875

Signal, Electrical & Communications 77,381

Support Facilities & Equipment 39,219

Stations & Parking 47,050

Support Activities 23,210

Total Uses of 2013 Capital Funds \$325,435

11. Effective February 1, 2013, the price of the full fare Ten-Ride Ticket shall be based upon the full fare of ten rides.



Metra signal maintainers apply a bond wire to a join in the rail.

Citizens Advisory Board

Jeffrey Berman - Chairman

Appointed by Director James C. LaBelle,
representing Lake County

Patricia Mahon - Vice Chairman

Appointed by former Director Edward W. Paesel,
representing Suburban Cook County

Timothy M. Calcagno

Appointed by former Director James Dodge,
representing Suburban Cook County

Christian Gutierrez

Appointed by former Director Carole R. Doris,
DuPage County

Sue Klinkhamer

Appointed by former Director Caryl J. Van
Overmeiren, representing Kane County

Gary L. McClung

Appointed by Director Arlene J. Mulder,
representing Suburban Cook County

Bill Molony

Appointed by Director Jack E. Partelow, Will
County

Robert J. Nunamaker

Appointed by Director Jack Schaffer, representing
McHenry County

George Pearce

Appointed by Director William A. Widmer III,
Suburban Cook County

Pamela Pelizzari

Appointed by the Chicago West Suburban Mass
Transit District

Ernest Sawyer

Appointed by Director Larry A. Huggins,
Representing City of Chicago

Metra's Notice of Title VI Protection

Protecting your Rights:

Metra is committed to ensuring that no one is denied participation in, or denied the benefits of, or is otherwise discriminated against in the provision of public transportation by commuter rail because of race, color, or national origin, in accordance with Title VI of the Civil Rights Act of 1964, and pursuant to 49 CFR 21.9 (d).

Metra fully complies with Title VI of the Civil Rights Act of 1964 and related statutes, executive orders, and regulations in all programs and activities.

For additional information please contact:

Metra's Office of Business Diversity & Civil Rights
Attn: Title VI

547 W. Jackson Blvd., 5 West
Chicago, IL 60661
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312.322.8093 (Fax)

or

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MetraSM

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