

EXHIBIT 6d(iii)

Metra's Executive Committee Materials

METRA BOARD OF DIRECTORS
MEETING OF THE EXECUTIVE COMMITTEE
THURSDAY, MARCH 7, 2013
METRA GENERAL OFFICES - BOARD ROOM
547 WEST JACKSON BOULEVARD, CHICAGO, ILLINOIS
ANTICIPATED START TIME 11:15 A.M.
(Following the Employment Practices Committee)

ROLL CALL

DISCUSSION WITH POSSIBLE ACTION - INTERGOVERNMENTAL AGREEMENTS

- 1) **CTA Red Line**
- 2) **Addendum to Funding Agreement - Downers Grove**
- 3) **Amendment to Funding Agreement - Brookfield**
- 4) **Amendment to Funding Agreement - Berwyn**

5. DISCUSSION WITH POSSIBLE ACTION - PROPERTY NAMING POLICY

6. DISCUSSION WITH POSSIBLE ACTION - TRANSPARENCY INITIATIVE

7. ADJOURN

Metra will provide reasonable auxiliary aids or services necessary to afford an individual with a disability an equal opportunity to participate. Persons requiring assistance are requested to notify Metra of their needs well in advance to provide sufficient time to make these accommodations. Requests for services should be made to (312) 322-6966.

**COMMUTER RAIL BOARD
ORDINANCE NO. MET 13-__**

RECITALS:

WHEREAS, the Board ("Board") of the Commuter Rail Division of the Regional Transportation Authority ("Metra") recognizes that transparency initiatives, including the voluntary posting of agency information on-line, have been pursued by many government entities, at all levels, in recent years;

WHEREAS, independent groups including the Illinois Policy Institute and the Sunshine Review have published guidelines and evaluations for the posting of on-line data to assist governmental agencies to be more transparent;

WHEREAS, greater publication of Metra information on-line should allow passengers, stakeholders and the public more access and immediate access to information without the need to utilize Illinois Freedom of Information Act procedures (FOIA); and

WHEREAS, the Board recognizes the important goal of transparency and seeks to promote further transparency of Metra's operations;

BE IT ORDAINED THAT:

1. The Recitals are hereby incorporated herein;
2. The Board directs the Audit and Compliance Department to develop and implement a transparency program, working with Metra staff, that takes into consideration the principles and procedures contained in third-party guidelines such as those published by the Illinois Policy Institute and the Sunshine Review; and
3. The Chief Audit and Compliance Officer will report to the Executive Committee of the Board in six months as to the progress of this transparency initiative.

March 15, 2013

MINUTES OF A PUBLIC MEETING OF THE BOARD OF DIRECTORS OF THE COMMUTER RAIL DIVISION OF THE REGIONAL TRANSPORTATION AUTHORITY

The Board of Directors of the Commuter Rail Division of the Regional Transportation Authority met in a public session for a Meeting of the Executive Committee on Thursday, March 7, 2013, immediately following the Employment Practices Committee. The meeting was held in the Metra Board Room at 547 West Jackson Boulevard, Chicago, Illinois, pursuant to notice.

The roll was then taken.

ROLL CALL

Present: Don A. De Graff, Chairman
Larry A. Huggins
James C. LaBelle
Arlene J. Mulder
Jack Schaffer

DISCUSSION WITH POSSIBLE ACTION - INTERGOVERNMENTAL AGREEMENTS

1) CTA Red Line

Don Orseno, Chief Operations Officer reported that he would discuss the operations side of the CTA Red Line construction project. The CTA Red Line construction will close stations from Cermak/Chinatown to 95th Street. This project will start mid-May and is expected to be finished by mid-October, 2013. Red Line trains will operate south on the Green Line to Garfield Station. The CTA is providing free bus shuttles to their south stations on the Green Line, and then will supplement their bus routes. In addition, CTA is planning on offering a discount on the buses in the affected areas. Pace will have alternative service, which will include shuttle service from the Blue Island park and ride to Roosevelt Road and the Harvey Transportation Center to Roosevelt Road. The service will consist of three additional a.m. and three additional peak trips.

He continued that the Metra service would be useful for up to 1,000 to 1,200 people during the peak periods. These ridership numbers can be absorbed on Metra's existing Metra Electric and Rock Island service to help the CTA riders. Metra will convert two a.m. and two p.m. Metra Electric trains from flag stops to actual stops. On Saturday, they will have three a.m., and four p.m. trains. CTA, Pace and Metra will encourage the use of the Metra Electric stations at 63rd Street, 75th Street, 79th Street, 87th Street, 95th Street, Blue Island Vermont Street, and Harvey station. On the Metra Rock Island, people can use the 95th Street station on the main line, 95th on the Beverly line, and also Blue Island Vermont Street. Staff will monitor this project closely as it progress to see if additional service adjustments are needed.

Director Mulder asked is there is any estimate as to the number of riders that will utilize Metra's service. She said that Mr. Orseno spoke about making some adjustments. She asked if this would require additional cars. Mr. Orseno responded that right now, with existing consists that we have, we should be able to carry these riders that were talked about. We may have to add some cars depending on what is going to happen when the CTA closes down the Red Line. He added that he

**APPROVED BY THE
METRA BOARD EXECUTIVE COMMITTEE
FRIDAY, APRIL 5, 2013**

would love to be able to add cars in certain areas and increase the ridership. Staff will watch this very closely. Right now, though, it is not planned to add additional cars to the consist. Director Mulder remarked that she is really pleased to see the agencies working together to try to serve the public, which is what all of them have as a mission to do, and to do this cooperatively and making certain right up front what the costs may be in making some of these changes is wonderful. Mr. Orseno responded that they have had several meetings with the CTA and Pace about this. One of the things that Metra has said that we would do is if we have to put additional train consists, it will be out of our operating funds. This is part of our contribution. Management has looked at all of this closely and believe that they will be able to handle everything with the existing consist that we have and modifying the schedule a little bit.

Robert Carlton, Chief Marketing and Communications Officer, stated that one of the things that they have been talking with the partner agencies, is putting together some joint fare media to make it as convenient as possible for any impacted riders. In working with the CTA, they have come up with a plan that allows us to put together some prepackaged fare media that will include a CTA five-day discount pass and a ten-ride zone ticket from Metra. He said that they are looking at primarily zones B, C and D. The CTA will be taking these tickets, packaging them together and making them available through their retail network.

He continued that the tickets would be good from the start of the construction on May 1st through 4/30/14, when the construction is scheduled to end. As an additional convenience, Metra will allow customers who purchase one of these packages, and have not used all the rides, to come back and exchange that for one of the regular ride tickets. This ticket will have a special look and feel. It will have the names of the impacted stations to make it easier. The idea is that a customer can go right to the CTA, which they normally would do, and get this package of tickets and be able to easily make their trip with as little impact as possible.

He explained that the other important piece is the communications. Staff has been working closely with the CTA to develop a joint communications plan. This is the CTA's construction project so they really own the communications. He continued that they want to be sure that for the riders coming over to Metra, that we are educating them about our system and how they can use it to overcome any disruption. Metra is also looking at this as an opportunity to bring new riders to the system. We would like them to continue to ride our system. As part of this overall outreach, Metra and the CTA are jointly developing key messages so that we are very consistent in what we are communicating to customers. The CTA has a special website that they are putting up to communicate all the details to their impacted riders. Also there was a joint press conference just a few weeks ago to kick-off the informational outreach to impacted riders on this. CTA is also working on some ongoing briefings with elected officials and outreach to community and faith-based groups. Also, Sam Smith and Lynne Corrao have also been very involved in this outreach, so it is a very coordinated effort.

He continued that there is a great opportunity for Metra when those riders start to take our trains. We need to make sure that they have a great experience and hopefully they will stay with us even after the construction. He said that Metra will be doing some things at our stations, particularly in terms of signage, and they are looking at the Ambassador program to really greet those riders and

answer any questions. He concluded that staff wants to make sure that they get on their way as easily as possible.

Director Huggins remarked that he believes that the 95th Street, 87th Street and the 79th Street stations on the Red Line are the busiest stations. He said that Metra needs to make sure that there is proper signage directing those riders to our 95th Street, 87th Street and 79th Street stations. This is very important. He hopes that Metra will be advertising in the local newspapers of our service. Mr. Carlton responded that they would. He said that they would also be looking at Ambassadors so that the riders will have that help when they show up at our stations.

Director Mulder stated that she has this sense of excitement, because she thinks that this is a precursor to the Universal Fare Cars, and believes that this is an absolutely fantastic chance and situation to bring the transit agencies to a higher level of cooperation. The number one objective is to serve the people that use transit in the entire Chicago region. Having to deal with this fairly is going to be a great opportunity to try some new things. She added that kudos to all who has been involved. She said that she hopes that staff is asking questions on how this would work if this is an ongoing thing, because there are times when people who are a regular Pace rider might use the train or vice versa. She thinks that this could be used as a public education, and hopefully everyone will use this as a learning tool to use the other transit systems.

Director Schaffer asked what the price differential is between someone riding the CTA Red Line and riding Metra right now. Ms. Ciavarella responded the one-way on the El is \$2.25. She said that our fares are \$2.50 or so. Chairman De Graff said that it is an incremental difference then.

Director LaBelle stated that regarding the selling of the tickets he was a little confused reading the agreement. He asked if Metra is selling our tickets to the CTA, and if this is the case, is the CTA marking down the price of a Metra ticket for their riders. He asked how is this going to work. Mr. Carlton responded that the Director is correct. Metra is essentially reselling our tickets to the CTA and will package our ticket with their ticket. They will then sell it through their retail channel. They will also handle any refunds of those tickets through their retail channel, and Metra will come in on the back end if customers want to exchange a ticket near the expiration of the project for one of our regular tickets.

Director LaBelle asked if we think that they are going to sell that little more expensive Metra ticket for the same price as the CTA ticket for their riders. Mr. Carlton responded that staff thinks that they will package their ticket and our ticket together and sell them at face value. The CTA may want to discount their ticket some. However, we have asked them to sell our ticket at face value for the equity with all of our existing customers that are paying face value for our tickets. Director LaBelle asked if the CTA is going to reimburse us for the cost of Metra's tickets regardless of what they plan to do. Mr. Carlton responded that they are. They are buying the tickets from Metra. Director LaBelle asked if we are selling CTA tickets, too. Mr. Carlton replied that we would not be selling CTA tickets. He continued that at the meetings staff has looked at what the anticipated ridership may be. Metra will sell those tickets to them in bulk on the front end. The CTA will then package and resell them and if they have unused tickets, they can return them to us for a refund.

Chairman De Graff stated that it is a little confusing when you have an agreement like this. There are some questions that need to be addressed. He does think that the component of working with the ten-ride ticket of Metra's and the CTA's five-day pass is a pretty noteworthy component. It is a good idea and should work well.

Director Huggins asked if there is a thought process with management in terms of making a fare adjustment after the CTA Red Line project has been completed to keep those new riders. Mr. Clifford responded that this has not been considered. Director Huggins remarked that this is something to think about instead of having empty trains going downtown. If there is a difference of just 25 cents and we will have full trains, this is something that should be thought about and perhaps monitor.

Chairman De Graff stated that he thinks that the idea here is that the experience of taking Metra could potentially be a pattern-changing experience for those riders. This is something that we need to reinforce; the positive experience of riding Metra and what we will do going forward after we see how this all works. However, we need to make sure that we are able to claim additional ridership before reviewing existing fares and adjusting them up or down. He thinks that this is going to take that kind of monitoring because there is an opportunity here that we will not see any time soon. Mr. Carlton said that staff has worked with the CTA to put in place some measurement process. Included in the IGA is some reporting back to us. As the Board knows, we count in different ways, but we will have some indicator on the back end of this project to help us learn what ridership changes there were.

Chairman De Graff said that he knows that the change to the fiscal impact that the members of the Committee received yesterday, relative to expenses, are noteworthy. It is a relatively limited amount, but he thinks it gauges what the estimated revenues that will come as a result of this program will be. He asked staff if they could provide some gauge on that after two, three or four months in terms of the IGA, perhaps we can then begin to formulate what the pricing policy will be. Mr. Clifford responded that staff could do that.

Chairman De Graff asked for a motion to move this agreement to the full Board for approval. Director Mulder moved, and Director Huggins seconded the motion. The motion carried with five ayes.

AYES: Directors' Huggins, LaBelle, Mulder, Schaffer and Chairman De Graff

2) Addendum to Funding Agreement - Downers Grove

Liz Flood, Senior Associate General Counsel of Real Estate, explained that in May of 2005 Metra entered into a grant agreement with Downers Grove. It was a phased agreement for \$1,500,000 and was determined that over the course of several years, Metra would allocate funding as it became available for the renovation for the Downers Grove parking lots that are maintained by the Village of Downers Grove. She continued that with the particular addendum, we asked the Village of Downers Grove to delay the renovation of the main lot servicing the Belmont Road station during construction of the station. The village agreed and we are now ready to fund the project. She said that \$465,000 was earmarked to the Village of Downers Grove for the renovation of this lot, and we

now need to enter into this addendum number three in order to actually pay out the funding to the village for the renovation of this lot.

Director Mulder moved, and Director Schaffer seconded to move this agreement to the full Board for approval. The motion carried with five ayes.

AYES: Directors' Huggins, LaBelle, Mulder, Schaffer and Chairman De Graff

3) Amendment to Funding Agreement - Brookfield

4) Amendment to Funding Agreement - Berwyn

Liz Flood explained that for these two agreements, funding was already allocated for the improvements that are described in the Board write-ups. She said to elucidate, in Brookfield, Metra is providing bicycle racks, sprinklers and concrete repair at the Prairie Avenue station. She continued that these improvements are from the West Suburban Mass Transit District (WSMTD) funding from the sale of locomotives. The work that the village did came in under budget so there was an overage. The Village asked the WSMTD, who makes the determination as to whether or not funds can be allocated to a commuter related project, that the additional \$4,248 plus be allocated to aid in the purchase and installation of a new HVAC system for the Prairie Avenue commuter station. The WSMTD has approved that reallocation of funding to that project.

She stated that in Berwyn there was an original overage of \$26,838. They came in under budget for the original project, which was restricted to construction for the installation of a wireless fire alarm system and energy efficient lighting upgrades at the Harlem Avenue, and Berwyn stations as well as the Berwyn municipal parking structure. This amendment allows the remaining dollars to be allocated for engineering and design expenses to support a federal grant that will be utilized for additional commuter improvements to the Berwyn stations.

Director Schaffer moved and Director LaBelle seconded to approve item 3. Chairman De Graff asked for discussion.

Director Schaffer asked for information on the West Suburban Mass Transit District. He asked who they are, and how they are funded. Lynne Corrao, Director of Community Affairs, responded that the WSMTD is like the other mass transit districts out there. They were originally legislated so that they could apply for grants. The WSMTD owned rail cars that they have sold over the years. Consequently, they are one of the richest MTD's and have accepted grant applications about once a year from communities. The money that Ms. Flood is talking about now came from the proceeds of the old West Suburban cars. There was an agreement with the feds that when those cars were sold that the money could be allocated back to the communities, which is part of what this project is. Director Schaffer said that the reason he asked has nothing to do with the site. It has to do to the Northwest Transit District that was created. He would like as much information as possible on the WSMTD, how they function and who appoints them, so that he can turn that over to the people that are now working on creating the Northwest Transit District. Ms. Corrao responded that she would say that none of the transit districts tax, although they do have that right by legislation. Director Schaffer said that he is really curious about what grants they get and how they get them.

Chairman De Graff asked if there were any other questions. He asked for all in favor to sending item 3 to the full Board for approval to say ayes. The motion carried with five ayes.

AYES: Directors' Huggins, LaBelle, Mulder, Schaffer and Chairman De Graff

Chairman De Graff asked if there was a motion for item 4. Director LaBelle moved and Director Mulder seconded to send item 4 to the full Board for approval. The motion carried with five ayes.

AYES: Directors' Huggins, LaBelle, Mulder, Schaffer and Chairman De Graff

5. DISCUSSION WITH POSSIBLE ACTION - PROPERTY NAMING POLICY

Alex Clifford, CEO, stated that this item is being presented to the Committee in hopes of a brainstorming session. Metra does not have a policy about station naming and typically transit agencies do have policies. Staff pulled together a number of ideas and thoughts that they will be putting out there, and asking for feedback on what is being proposed so that they can come back with a policy for you to consider.

Glen Peters, Senior Director of Capital projects said that the purpose of the policy is to set some clear guidelines for property naming that will ensure that Metra's daily and occasional customers receive concise, effective and geographically significant names to best navigate the Metra system. He continued that as they looked at the policy there are several things that are going to be affected by this policy: station naming rights, new and existing stations, destination identifiers and rolling stock. The line naming will not be affected by this policy.

He explained that the current principles that Metra uses to guide us in naming stations are as follows. When only one station exists within a municipality the station is simply named after that municipality. When more than one station exists, the station is named after the adjacent street, followed by the subtext of the community. For example the Central Street station is named Central Street Evanston. In the City of Chicago, the adjacent street name is used, similar to what is done in municipalities, and the community name is used, for example, the 95th Street Beverly Hills station. With regards to rolling stock staff wants to use names of municipalities that are within the Metra system, or want to dedicate names to deceased persons whose lives positively impacted Metra or the greater local transit industry.

He continued that a destination identifier sign is a secondary platform sign that is mounted to the bottom of the platform sign with messages that identify regional significant cultural institutions or destinations. Typically the requester bears the cost of the sign, the sign's fabrication and installation. There are four such installations in the Metra system. There is one at the Glencoe station for the Chicago Botanic Gardens, one at the Lisle station for the Morton Arboretum, the third is at the University Park station for the Governor State University, and the last one is at the Brookfield station for the zoo stop.

He stated that if they continue to use the current guiding principles in drafting the new policy, here are some of the benefits that will be seen. We would be completely objective, and consistent with

Metra's current best practices and other peer agencies. Currently 89% of our existing stations conform to these principles. This would avoid political or controversial names, and it would make it easier for the customers to find our stations. One of the drawbacks would be that we might disappoint some requesters. He explained that there are many impacts to changing a station name. This includes map changes, website changes, timetables and schedules, etc. For the destination identifiers only one sign would change, and rolling stock would change the locomotives or coaches. .

Mr. Peters said that staff is struggling with some items, and is requesting the committee's input. He explained that the seven points are tied together, so he will simply read item number seven on the slide: "Should Metra allow exclusive corporate station names for the right price and what should that price be." This is directly tied to station naming rights. Item number two is whether Metra should preserve the station name by using an advertising sign or another corporate station name sign in lieu of changing the station name. Item number three is how Metra would handle deceased persons or honorary naming of stations for those deceased persons. Item four would be destination identifiers. Item number five is a color palette for these secondary panels, these destination identifiers, where we want to create a palette that is uniform and consistent throughout the system. The sixth item is if the Board decides that we do want to change the station name do we need to come up with a process or a protocol for how we receive those requests and the approval process for those changes.

He then showed a slide of what would happen if Metra decides to change station names. He said that for example, if the parallel platform sign had a big box store name on it, it would be reflected on the schedule, maps, everywhere. Some of the benefits of this would be certainly the periodic infusion of capital. However, on the drawback side, Metra would probably get some pushback from communities because communities consider the station name as their brand. Partner railroads may also object to these signs and the cost of the signs. When looking at changing the station name, the cost can be as much as \$87,000 if we were going to change the station names and all of those things that impact the station names. For a larger station this cost would increase to about \$288,000. Some other drawbacks are it makes it harder to find the station. It is easier to find a station that is called the Park Ridge station as opposed to trying to find a station that is called the big box station. The last item on this list is that we may get some pressure, which would have some cost implications to Metra. Metra might get some pressure to renovate stations faster than we normally would because the brand would want to make sure that the image is maintained.

Mr. Peters explained that an alternative to changing the station name would be to allow that same brand to have a secondary panel on the platform signs, or station identifier. This would take the place of the destination identifier sign. The corporate name sign would go on the second panel. There are a lot of benefits to doing that. The biggest benefit would be that the station name would remain the same in the map, in the schedule and everywhere else it exists. This sign would be subject to Metra review for taste and style and again the requester would bear not only the cost of the sign, but they would pay Metra whatever that periodic fee is for having this brand at the station.

He said that the third item that staff wants the Committee to weigh in on is, should Metra allow secondary panels dedicated to deceased persons. In this example, he showed the Healy Station with a secondary panel for Roberto Clemente. The one thing to note here is that this option would preclude the future advertising signs or those corporate name signs that he spoke about and would

also preclude the use of the destination identifier for those cultural attractions. An alternative to the secondary panel for a deceased person would be to provide a plaque that can be mounted on one side of the station or on both sides of the station. By doing so, this would free up the bottom panel for the destination identifier.

He stated that what he is looking for from the Committee is direction on how staff should proceed with the destination identifier sign. If the current methodology of how we handle the signs is fine, he would like to know that. If it is not, he needs the Committee to weigh in on how staff should proceed. Specifically, what staff is looking for is, if Metra uses the sign on the slide or if Metra reserves the right to put that sign at a station. This would then preclude that other sign he mentioned, the naming or branding on that secondary panel. It needs to be decided on who comes first. Does Metra want to say that it happens on a first-come basis? But then what happens if someone comes along and wants to buy that spot and are willing to sell that spot at a higher price. This is the decision that he is asking the Committee to make.

He pointed out that the last slide is the color palettes. He said that the picture in this slide on the far left shows the secondary panels. In this slide they want to identify that the person who would purchase that secondary panel would have complete graphic freedom. That is they would be able to bring in their own background colors and their own corporate colors. He continued that in the middle portion of the slide, staff is asking whether or not we only allow two colors. For example, the slide shows a dark gray with a white text. It can be any color, but he just showed this to give the Committee an example of what we are talking about and, in this instance anyone purchasing that bottom panel would only be allowed to use those two colors. The item on the right shows a combination of the first two in that we would allow a background color that would be consistent with what Metra is currently doing with some of the other advertising signs. The example is using the green that the Marketing department is using on current ad campaign and staff is recommending that this should be the background color. On top of that they would allow then anyone who wants to purchase that bottom panel to introduce their own unique colors.

Director Schaffer asked if Metra is looking to sell advertising. Mr. Peters responded yes. Director Schaffer asked about the contract with Clear Channel and whether this gives them the right to control and do the advertising at all the stations. Mr. Carlton responded that Metra does have a contract with Clear Channel. However, this particular station naming is believed to be outside the scope of that contract, so they could sell signage at those stations. Director Schaffer asked if this was an attempt to circumvent local zoning. Mr. Carlton responded that it is not. Director Schaffer said that it clearly does. He would like to find some more revenue, and he will say though for things like the zoo, the sign increases ridership. We want people to understand that they can get to Brookfield Zoo by train, make that as easy as possible. He does not have a problem and he does not think that anyone is going to pay us for it, for the Roberto Clemente idea, especially if this is something that the local community relates to and feels strongly about. He is curious, though who Fred Bear is on the plaque that was shown. He thinks that he should know who this person is. Mr. Peters replied that this was just a random plaque. Director Schaffer replied that it was important enough that somebody made a plaque and he is just curious about who it is. It looks like a real plaque. He is not sure how this going to be done for instance if Macy's wants to have a sign at one of our stations. Is this okay? What about Victoria Secret? How would this play, say in Barrington? Director Schaffer continued that he is just saying that he thinks this is an interesting idea, and likes

the idea, but he is not sure how we make money on it without changing a train station stop to the Dunkin Donuts stop. He added that this would not happen on his watch.

Chairman De Graff remarked that this is an issue that could be talked about probably for three to four hours. He would like the Committee to direct their attention to page ten of the slides, which has the issues and the questions, and the one that he is looking at is number seven that was combined. Also, if he is not mistaken, the identifiers and the secondary panels are kind of one and the same, and then within this idea of four and five and the secondary panels that were mentioned such as zoo stops and deceased persons, such as Roberto Clemente and others. Then you also have the potential for corporate identity or corporate branding and potential revenue sources coming in from that, either whole complete signs or secondary panel signs, which is a whole other area. He thinks that what he would like to do at this point, without getting too bogged down in all the details, is to come up with some kind of answers to these questions, generally speaking, so the Committee can do more work. Otherwise, we will be here for four or five hours because every member has a particular interest and thought about this. Again, what he would like to suggest is that the Committee concentrate on trying to get some direction to the administrative staff and do so in the context of this particular page.

Director Mulder said that she likes the signs that are in municipalities, so she is going to put her municipality hat on and would say that we have a really tough sign ordinance and would fight Metra tooth and nail to put all those advertisements up there. She explained that she sees a member of her Zoning and Planning Commission who would probably know more about this issue, but this would not fly in her community. She stated that there is such a thing as too much signage proliferation. If a couple of those signs were put up there, if you were not a regular rider, you would be confused. If you did not live in that area, and was just there for business, the person would be confused. She added that Metra continues to be a railroad and she knows that we need other sources of money, but just like they do not have any billboards, she thinks that every community feels somewhat autonomous and Metra comes through her town and they love having Metra, but she believes that this would cause a lot of problems. She said that she is just speaking for her community, though.

Director LaBelle remarked that he was thinking of a step before this, which is a principle and he thinks we should have a principle that says that Metra needs to make it as easy as possible for the customers and the public to find their way around the Metra system and to connect to Metra from other transportation that they need to connect to. He thinks that this sort of relates to what Director Mulder said, but he believes that this has to be number one. How does Metra make it as easy as possible for people to use the system and find their way around? Anything that we do in terms of advertising or anything else needs to be below that station identifier and all of it needs to be evaluated in that context. Anything that confuses, he thinks needs to be thought about twice. He continued that regarding the putting of names of either living or dead people, he thinks that what Metra did for Lonnie Hill was a good thing, and this was put on the car. It does not confuse anyone, but it was a really nice way of honoring a person who had done a lot, and it was a nice balance actually. He would look for those kinds of things in term of honoring people in a nice way.

He also thinks that there are stops like the zoo stop or the botanic garden stop, that fit in with the idea of helping people find their way. Metra might want to do more of that. He was also thinking

about the station names. He rides the UP/North line, and there is a Ravenswood stop. There is a Ravenswood neighborhood, but Ravenswood is a north/south street that parallels the UP and it is at Lawrence. If the street is where we want it to be, it should be the cross street, not the parallel street. However, he does think that it makes sense to be as clear on the location as we can and in some cases that might be more than one word. It might be the street, it might be an intersection but to him that would be a number one thing for him.

Chairman De Graff said that he thinks that we would all agree to that. The guiding principles that were initially set up really kind of say that. Mr. Peters responded that it does follow that whole pattern. Chairman De Graff stated that the clarity of where people are getting on and off and directional from one train, whether it be bus, or rail we need to make sure that there is an easy way to find out where you are going and there is no confusion. Director LaBelle remarked that one thing he would like to say is that to the extent that it fits within all that and it is permissible by local ordinance, he does not have a problem with having a station be the Central Street Evanston station, with a Target sign that fits into the scheme. Again, we probably have another thing that we could say that would help people get around better than that.

Chairman De Graff stated that he believes that there are a number of issues here. One of the overriding questions that Metra has to think about is what, if any, are the precedents for existing transportation agencies or agencies that are at least publicly funded. He asked if there are examples of how you handle the honorary, or the examples of how you handle corporate structures. There are some working examples out there, whether in the City of Chicago or outside the City of Chicago, peer agencies that would have similar naming policies at work. He continued that this being said, one of the first engagements that he attended was to be invited as a new Board member to the Lou Jones, and he thinks that people pretty much called it the 35th Street exit at White Sox park, but some people know it as the Lou Jones station, and it was an honorary type of situation. He does not think that anybody necessarily objects to that, and it doesn't necessarily bring in any revenue, but it does pay tribute to someone. So there is a policy of how does the corporate naming rights interact with the honorary and if we are okay with the honorary.

He continued that one of the things that he would like to establish here is if we are pretty much okay with minimally looking at this issue of four and five destination identifiers, the zoos, the major attractions and/or the deceased or living persons where there is a honorary type. Is it okay to have a secondary panel? He thinks that if we feel that it is okay, we can at least give some direction that it is a good thing for Metra to look at. The other issue is the corporate issue and if we have sole signs, secondary panels or no signs relative to municipal ordinances, and do we establish a policy to make this subject to municipal ordinance so that you can still potentially operate in that context. We do not want to forget about the fact that there may be some revenue generation available. Then again we do not want to make that our sole reason for making a decision on this. It cannot be strictly revenue even though we want to be cognizant of what revenue options exists.

Director Huggins said that he wants to piggyback off of Chairman De Graff's comments, because he is absolutely correct. The Lou Jones station was something that was very important to that community at 35th Street, and to be able to name the station there, it became something like a destination point. He continued that there is also a similar situation with the Healy station where the community, because of their pride to honor Roberto Clemente, wants to name that station after

him. Based upon that, the legislators in the area will go out and make sure that Metra gets funding for improvements. In a way naming rights has a value that Metra could really take advantage of and at the end of the day there are 241 stations in the system, and everything is different when it comes to a municipality. That name needs to be up there. This is why Director Mulder is very protective in Arlington Heights.

Director Schaffer stated that he has no particular problem, in fact he think it makes sense, with three and four, and he thinks that Metra's first priority has to be to eliminate confusion. He was thinking that at the Capital Investment meeting, there was some talk about the Racine station with only 50 riders, and frankly, the station would make a great fire. He was thinking that if we did name it the Victoria Secret station, ridership could pick up. It occurs to him, though, that there might be some locations, and he recalls that somewhere someone was trying to name a stop after an Apple store. He thinks it was the CTA. There may be a situation somewhere in the six-county area where we know that a high percentage of Metra riders are getting off to go into an Apple store, or Home Depot where some of this stuff might make sense, particularly if you have an arrow two blocks to the left and it is kind of directional. He does not think that anyone can object too strenuously with that, but we cannot change the names of the municipality. This is important, particularly for towns like Arlington Heights who doesn't allow any other signs, we shouldn't change.

Mr. Peters asked if the Committee is saying that we are going to allow the secondary panels. Chairman De Graff remarked that this would be summarized in a minute. Director LaBelle said that he was actually thinking about the destination. He would be interested if Metra could market this. There are a lot of destinations in this region that people have not probably thought about, and it might help if we had a destination sign at the Metra station that said, that this store is over here and they might be willing to pay for that. There might be a way that Metra can combine the marketing and revenue with helping people find important destinations. He favors that as a direction rather than just have ads for companies that don't have any connection with it. He does not get real thrilled about that.

Chairman De Graff stated that here is what he would say is the beginning of a summation of what he senses is the consensus. When it comes to destination identifiers, secondary panel type of situation, he thinks that this particular committee would recommend that they further discuss this as being a positive attribute toward what we are able to provide for Metra's signage. He does not see anyone necessarily saying that this is not a good thing. He said that he would like to talk about possible secondary panels for destination points and/or deceased or living people as the case may be. He thinks that there probably needs to be an evaluation done relative to for profit and not for profit groups. Metra is a public funded agency and when they start talking about that, aside from the fact that there are municipal codes that need to be met, there are also potentially some responsibilities that we have that private agencies don't have. We have to be careful about how we start marketing or providing for naming rights, he thinks, to public versus private.

He continued that if Metra is going to allow for some corporate advertising for profit groups it seems to him that there is going to have to be a policy established that is really well-defined, so that when it comes to deceased people, Roberto Clemente for example, he would think that this is something that this committee would be very much in favor of using a secondary panel. When it comes to public agencies or potentially semipublic private agencies like zoos, there may be some

opportunity for that to also gain some exposure by secondary panel, like universities for example. He thinks that those heavy destination points, would be something that the Committee would be in favor of.

He said that whether or not there is any revenue generation that comes from any of that would have to be discussed. He thinks though that for the most part, if it serves the public then he does not think that we should use it as a revenue changer. He continued that if we are talking about Targets or big box stores, he thinks that the Committee is not necessarily opposed to it, but this is a whole separate different definition, and a whole separate set of criteria we would need for that. He concluded that he thinks that this is the summation of what this Committee is saying today.

Mr. Peters remarked that he would say that these signs, as mentioned, will have the bottom panel that shows the University of Chicago and also the direction to the Museum of Science and Industry on the bottom panel, those we typically only charge for the fabrication and installation of the sign and then any changes in the future. Chairman De Graff said that anything for the public good, for public service the Committee is all for, and for him that would be a consistent policy. Director LaBelle said that he has one addition on that. He could imagine that the station itself, not necessarily the name of the stop, but perhaps in the station itself, there may be a company that wants to do some promotional activity at the station. Director De Graff responded that this is a whole other discussion about the Starbucks and others that may be in at the station, what is allowed or is not allowed relative to advertising there, but he does not think that this is necessarily involved in this discussion. He asked if he is correct on this. He asked if staff wants the Committee to discuss particular corporate groups that may want advertising inside a station or is this just about signage on how you name a station. Mr. Clifford responded that staff could give this a look. He believes that what Director LaBelle is asking is if somebody wanted to sponsor a bench at a station they might want to have their name on that bench. This something that staff could look at.

Director LaBelle remarked that if that sponsor wanted to refurbish the interior of the station, and if so, they would be able to put a name or promotional thing in the station. He thinks that this would be okay. Director Schaffer added that particularly if they wanted to put directions on how you get from the station to their store. Chairman De Graff said that he thinks that this is good, and worthy of discussion. However, it is potentially a slippery slope too so we have to be real careful. This kind of corporate identity and promotion has to be very carefully defined, very, very carefully. He thinks that the overriding topic that we are talking about here, without spending another hour on this, is that we would certainly as a Committee be very much supportive of the secondary panel idea, consisting of public good and/or names of people who deserve to be named in a particular location.

Director Mulder added that staff might want to reach out to the municipalities about this as well. There are a lot of stations, but the municipalities own some of the stations, and some are owned by Metra, but right there you have a huge difference, so we might want to open up some ideas to them. She continued that she knows that every community has its own little culture and every commuter has their little culture and for the thousands and thousands of people who board at the downtown station, she would say that less than 10% go inside that station. They have a routine every morning or evening and they want to keep it that way. She said that she believes that at her station in Arlington Heights that they have had trouble keeping a vendor in there that offers items that people need, but they barely make it. She explained that the plan, which is taking far longer than she would

like, is putting an exhibit in the station about electricity and the new smart grid and all that. They have been working with ComEd on something like that. However, they did start with having a McDonald's in there when it initially was opened, but because it does not have a drive-thru, it did not make it. She concluded that she thinks that we will have an A to Z response, but you might get an idea that would be something that we all want to grab onto.

Mr. Clifford stated that with the Committee's direction, staff would go back and try to now coalesce all this information into a written policy to bring back with a big old draft stamp on it for the Committee to consider. He asked the Chair if they could have a couple of months to bring it back to the Committee. Chairman De Graff agreed. He also would say that there should also be some sensitivity to some of these particular stations, and he is particularly thinking about Representative Arroyo and others who have some issues, relative to the extent that we can be sensitive to that from a timing perspective. We want to make sure we develop a policy that will be consistent with what the Board would like to see and help those who want to do something that the Committee could concur with as soon as possible.

Director Schaffer said that he was going to suggest something along that line. He continued that we might want to basically put the stamp of approval on three and four on the list, and then come back to us on the rest. That would allow staff to proceed on a couple of those that he would imagine there would be very solid Board support for. He mentioned that in the seventies, after the RTA was created the hostility in the collar counties and Cook was so much and the RTA wanted to make them feel part of it that they started naming the trains after the municipalities in the area. The people out in his area were so impressed they started egging the trains. This is a true story, and McHenry is still paying more than their share.

Director De Graff said that again, much like what was done for Lonnie Hill, this was very effective, and meaningful for the family and all of us. He thinks to that extent we can be cognizant of that and have the benefit and not let a certain time frame get in the way of positive benefits like that.

Director LaBelle said he had one final thought on this, and they have talked on and off about way finding and this destination sign is related to that. He would think that the Board would be interested in how to do a better job at each of the stations, helping people find their way. This is not just about the sign at the station. Director De Graff said that it is not just renovation of the Red Line that changes. It is constantly helping people find where they need to go, helping them to get to certain locations. Director LaBelle stated that in terms of the revenue impact, if we can succeed in that, we would have a higher ridership because more people will want to use it than we could get by advertising. Chairman De Graff commented that this is a good point.

6. DISCUSSION WITH POSSIBLE ACTION - TRANSPARENCY INITIATIVE

Rick Capra, Chief Audit and Compliance Officer, introduced Rich Osbourne, who is Metra's compliance analyst. He said that he works in the Audit and Compliance Department and has been involved in this initiative as well. He explained that this morning he is presenting an ordinance that promulgates a transparency initiative that basically deals with exploring the possibility of putting more information and documents out on Metra's website. Credit for this idea needs to go to Chairman O'Halloran who has been pushing for more ways for the agency to be transparent. Credit

also has to go to Rich Osbourne who over the last few months has done an extensive amount of research looking at transparency initiatives in the private sector and at the state and national level.

He stated that not only would placing more documents and information out on the website serve to increase public trust, but it also may have the added benefit of cutting down on the number of FOIA requests that Metra receives each year. In 2012, Metra received approximately 335 FOIA requests and if that information was already out on the website it might have saved staff time and resources in responding to those FOIA requests. Various organizations have dealt with this idea of putting more information out on the governmental agency's website. They include the Illinois Policy Institute, Sunshine Review and Ethisphere. There are other agencies that give guidance and then actually judge the website.

He explained that to give the Committee an idea of the type of information that they are talking about, it is basically contract information for officials in the agency. It is meeting information, how individuals would use the FOIA procedures, budgets, financial statements, expenditures, salary and benefit information, contracts, any lobbying contracts or associations that do lobbying and any taxes or fees that the agency would pay. He continued that basically what this initiative would be is the Audit and Compliance Department would work with Metra staff, HR, Procurement, and the IT Department to try to identify those areas where more information could be put out onto the website and then after that would be done Metra would submit, if the Board felt it appropriate, to a scoring and the agencies that he mentioned do look at a website and give it a public score. The Illinois Policy Institute has done a fair amount of work in this area. They have given hundred point scores to the Village of Orland Park, County of Kane and Village of Lombard, so there is precedent for agencies doing this type of work.

He concluded that the ordinance that is in front of the Committee basically directs staff to explore the possibility of putting more information out on the website and taking steps in that direction and then reporting back to this committee in six months as to any progress that has been made. He added that this is not a quick fix. It is a long-term project to get this information out onto the website. He thinks that it is a valuable process to do that and Mr. Osbourne and he are here to answer any questions.

Director Schaffer remarked that he does not have any problems with it and think that it is a good idea. He said that he remembers from his County Auditor days that he got the same vigor to go display everything. He went out to his detractors and just gave them everything and they came back to him in the next year and said you must be doing it right because the office was giving them all this information, and they never came back again. It is a good idea on many levels, and he would move that the Committee move it forward. He stated that afterwards, though, he would like to talk to Mr. Capra a little bit here as he has another transparency issue he wants to discuss.

Director LaBelle said that he supports the idea. He has to wonder why the Office of Audit and Compliance has to do it though. He asked if this is something that Mr. Capra's office needs to spend a lot of time on, or is it something that other Metra staff do. He said that this is Audit and Compliance. He asked how they make the best use of their time. Mr. Capra responded that the department is basically separated into two divisions and they have those auditors doing traditional audit work. He continued that Mr. Osbourne was brought on to serve in this role and engage in

compliance and corporate governance issues. Mr. Capra said that Mr. Osbourne was asked to take on this initiative and in addition to doing this, he is also looking at building compliance programs throughout the agency, so he is comfortable doing it and has some experience doing it.

Chairman De Graff asked Mr. Clifford that he would think from an administrative standpoint that this would help. He knows what FOIAs cost to the Village of South Holland is, and he is sure the same is true of Arlington Heights. They can be extremely time consuming and costly to have to go through FOIAs continually. He would think that this would be a good administrative change as well. Mr. Clifford responded that management would love to do anything they can to reduce the number of FOIAs coming through this agency and to the extent that the website can be a greater resource where somebody can click and go, we are happy to accommodate. He added that no doubt Mr. Carlton's team will be the major player in helping this to happen.

Director Mulder asked what method Metra uses to respond. She asked if Metra does it electronically or do you actually supply them with paper copies of the answers. Terry Barnett, General Counsel, responded that first of all normally we go according to the requester's request. However, Metra has done a variety of things. We have done bulk things, electronic form, both PDF and having a site where they can go to and download. If it is a small request and they want the hard copy, we provided them the hard copy. Director Mulder stated that this subject was just part of an agenda at a meeting that she was at last night, and some come in at four pages or 500 pages. To be able to send it electronically is like saving a tree.

Chairman De Graff said that in terms of what we want to accomplish here this morning, there is a copy of a draft ordinance in front of the Committee. He asked if it would be in the best interest of the group that they move to recommend this ordinance as is or with possible modifications, depending on how we feel as the Metra organization would like to come back with. Mr. Capra said that he would ask for referral to the full Board and it would be staff's intention to keep this committee apprised as they are moving forward. Certainly if there are any significant issues that we have to deal with, because this is not an easy fix, we have to look at significant IT support to see if we have the capability to basically handle this.

Chairman De Graff stated that at this point, the Committee would not be making a motion necessarily to recommend this particular ordinance, but from a consensus standpoint the Committee is making a recommendation to the Board that they go forward with the transparency initiative and ordinance to follow and be approved by the Board.

Director Mulder moved and Director Schaffer seconded the motion. Director LaBelle asked what does this mean. Chairman De Graff replied that what it means is that the Committee is in favor of this concept of transparency. However, even though the Committee is not going to specifically use this ordinance, we are going to allow the Metra leadership team to formulate the particular words and procedures and process. Then the Committee will bring it back to the full Board with an ordinance. Director LaBelle stated that he understands.

Chairman De Graff asked that all those in favor signify by saying Aye. The motion carried with five ayes.

AYES: Directors' Huggins, LaBelle, Mulder, Schaffer and Chairman De Graff

OTHER BUSINESS

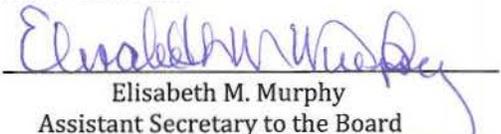
Director Schaffer asked Mr. Capra who he works for. Mr. Capra responded that he works for the Board. Director Schaffer said that it has become fairly apparent that Mr. Capra has been assigned duties and is doing things that the full Board is not aware of. He stated that he finds this inappropriate, and is what got Metra in trouble a few years back. He explained that he is formally requesting emails, mail, summaries of phone calls, discussions of all the duties and activities Mr. Capra has been assigned to by any member of the Board including the Chairman. He wants to know what is going on. He wants to know who requested it. He is not saying that he is against it, he is just saying that he does not know about it and a lot of members of the Board do not know about it. He is particularly interested in any meetings that are being arranged in the near future by what, he thinks, may appear to be a secret committee.

He thinks that the Board is entitled to that and he is not talking about stuff that the Board has formally told him to do. He is talking about all the extracurricular stuff. It may all be well and good, but it may be what got Metra in trouble the last time, with the Board not being told what was going on. He asked that Mr. Greene, Board Counsel, also let the Board members know what is going on. The Board members are his clients, so he does not want to hear about client privilege. He wants to know what is going on. Also, he pulled out the Blackman Kallick report and he is not a lawyer, but he cannot find anything in Blackman Kallick that recommends that the Board start approving hires by individual Board member votes by name. Mr. Johnston said that it was in there, and he would like to see it. He particularly wants to know what duties and things that Counsel has been working on that the full Board is not aware of. He asked if this was a reasonable request. Mr. Greene and Mr. Capra responded that it is a reasonable request. Director Schaffer said that he would respectfully remind everyone that a few people let the Board down a few years ago. They did not do anything illegal, but they did not keep the Board informed. He stated that none of them work for Metra anymore.

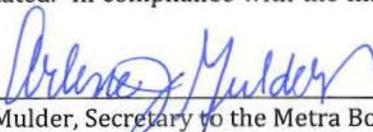
7. ADJOURN

Director Schaffer moved, and Director Huggins seconded to adjourn the meeting. The motion carried with five ayes.

AYES: Directors' Huggins, LaBelle, Mulder, Schaffer and Chairman O'Halloran


Elisabeth M. Murphy
Assistant Secretary to the Board

I, Arlene J. Mulder, in my capacity as Board Secretary of the Commuter Rail Board of the Regional Transportation Authority do hereby attest that the following minutes are a true and accurate reflection of the Board's meeting on the date so stated. In compliance with the Illinois Open Meetings Act, I do hereby authorize their release and publication.


Arlene J. Mulder, Secretary to the Metra Board of Directors