

Final 2004 Program and Budget

November 2003

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Chairman's Message

To Friends of Commuter Rail:

A strong demand for expansion of Metra service throughout the Northeast Illinois Region poses a greater challenge than ever before in our 20-year history.

Our 2004 budget document shows how we plan to meet that demand while we maintain Metra's existing service at high levels of safety and reliability.

Although we're faced again this year with lower projected sales tax proceeds, Metra through responsible cost control will achieve a 55 percent revenue recovery ratio and live within our statutory funding limits without the need for a fare increase.

In January of 2003 we announced our "Vision for the future of Metra." This vision would propel the state's transit network firmly into the next century, with a new SouthEast Service commuter line to the growing segments of Cook and Will counties, and the development of the nation's first intra-suburban rail network. The network, known as the STAR Line, would open the door to numerous possibilities for inter-suburban service. We will do everything in our power to see that these new service projects are included in the next federal transportation authorization bill.

What can the region's commuter rail customers expect in the early years of this new century? New service, more service, and strategic improvements that will continue to solidify Illinois' standing as the nation's premier transportation hub and industry-leading record of on-time performance.

Metra has always been aggressive in our pursuit of local, state and federal dollars because we understand the fruitful partnership between economic development and transportation.

The time for these new service lines is now. Regional forecasts continue to underscore the need for more service, driven by new household migration to the suburbs, forecasted robust growth in the new suburban job development, and the economic impact of roadway congestion in our area. "Peak congestion" has grown to nearly 8 hours per day. This congestion costs the average motorist more than \$1,200 a year in gas alone.

While we have new and bigger plans, we cannot and will not take our eyes off the fundamentals of our existing service: courting local and federal dollars to implement infrastructure improvements that address key bottlenecks and choke points that impede on-time reliability of our existing system, and courting local and federal dollars that allow us to give all our customers more of what they want from Metra: greater frequency, new service, and industry-leading reliability levels.

With one eye firmly fixed on improving the fundamentals of our existing service, and with the other eye fixed on the introduction of new service, Metra will work with a unified Illinois delegation to pursue funds from the federal transportation reauthorization bill for this ambitious program of new service and service enhancements. Metra has a strong reputation in the transit community for securing funding to enhance the safety and reliability of our service. This reputation in based on the importance of Metra's projects, the reliability of the information we present in support of those projects, and our record of completing projects on time and on budget. That is a record of accomplishment that will stand us in good stead as the congress writes the next federal transportation authorization bill.

We think the time is now, and benefits for the region's commuters, businesses, and economy cannot be overstated. We look forward to the continued leadership of our Illinois delegation throughout the authorization and appropriations process, and we will do everything we can to support their efforts.

Sincerely,

Jeffrey R. Ladd, Chairman Metra Board of Directors

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Introduction

In the fall of 1984, the then newly created Commuter Rail Service Board, now known as Metra, adopted its very first annual program and budget. That first document acknowledged the turmoil of a near total collapse of the region's public transportation system in the early 1980's as well as the promise and opportunity afforded an organization with the clear mission to preserve, modernize, and expand commuter rail services throughout the entire six-county northeastern Illinois area.

While prior efforts were geared to halting the deterioration of the system's equipment and physical plant and to addressing the backlog in deferred maintenance and antiquated facilities caused by decades of ongoing disinvestment by the various private rail carriers, the first Metra program was focused on the continuing rebuilding process and the critical need to make the investments required to enhance system reliability, operational performance, and overall cost-effectiveness. This business-like approach has served the general and commuting public well as Metra has stabilized overall finances while still revitalizing the regional commuter network.

Starting with that first plan some twenty years ago, Metra has made the financial, service, and operating investments necessary to preserve and modernize the system and the process continues and is no less vital today as Metra offers its 20th annual program and budget. As set forth in the following pages, Metra remains committed to the twin objectives of core system maintenance and renew-

al and strategic expansion into new areas to meet the growing demand for more service. In terms of operations, Metra has worked hard to address the harsh realities associated with a sluggish regional economy and the impact this downturn has had on the region's entire transit ridership and overall finances.

In particular, Metra has striven to control the growth in expenses and to shift appropriate cost items from operating to capital. Metra has also reinforced ongoing efforts to utilize available capital resources to replace outdated or inefficient equipment and facilities to ensure cost effective operation. All of these actions have been undertaken, and will be continued in 2004, without sacrificing service levels or service quality. In fact, existing expansion efforts will be furthered in the coming year that will result in significant service expansion on both the SouthWest Service as well as the North Central line. Metra also undertook the fiscally responsible step of implementing a modest five percent fare increase in June, 2002 the first general increase in Metra fares since 1996. Coupled with Metra's overall cost management, the fare increase has well positioned Metra for not only 2003, but for 2004-2005. No additional fare increases are contemplated at the present time, unless there is an unanticipated reversal in the current economic recovery. On the capital side, Metra's focus remains in maintaining and improving its core infrastructure, while at the same time providing for strategic system expansion. Metra's massive car and locomotive programs continue, with the ongoing delivery of 300 new bi-level cars for the

diesel lines and the start of production of 26 new Highliner cars for Metra's Electric District service. Work also continues on Metra's three service expansion projects which will significantly increase service and travel opportunities on the SouthWest Service, the North Central Service, and expand service on the Metra/UP West Line.

The five year 2004-2008 capital program sustains these efforts and also provides for critically needed new projects, including the



programmed acquisition of 160 new Highliner cars to complete the replacement of Electric District fleet and the construction of a new yard to service the electric cars. The three current new start projects will be completed under the proposed program and various bridge and station construction will continue.

Alternative analysis funds are also programmed for the four new expansion projects which are being proposed: the first segment of the STAR Line, the new SouthEast Service line, and enhancements to Metra's UP/North and UP/Northwest lines. Essential to Metra's successful implementation of these projects will be the reauthorization of the federal TEA-21 program and the adoption of a new state bonding program. Without these financing elements, Metra's capital program for 2004 through 2008 will require a massive restructuring. Hopefully, the results of the past twenty years have made clear the benefits to be derived from

continuing investment in the regional commuter rail system.

Based on approved funding through June 30, 2003, Metra has invested more than \$3.8 billion in completed and ongoing improvements to the system. The vast preponderance of these monies have been devoted to the base capital program which involves improvements in such tangible asset areas as new and/or rehabilitated rolling stock, upgraded track and structure, improved signal and communication systems, new electrical systems, enhanced facilities, and new stations and parking. These investments have been made throughout the system as a whole and have served to create a modern and efficient rail network. Much has already been done. more remains to be done. Metra's commitment remains the same as it was twenty years ago to maintain and expand the regional network and to build the finest commuter system possible.

A Continuing Commitment to Service

It's not just a catch phrase or an idle boast. Metra riders can count on stepping off their trains and getting to their destinations on time. We are not subject to the whims of traffic. Our riders don't have to worry each morning about the effects of highway construction, or gapers blocks on their schedules.

Metra provides a vital transportation link for hundreds thousands of people each weekday because we're safe, comfortable, friendly and dependable. Metra is a well-known and respected service mark, synonymous with quality. Why? Because we haven't wavered from our mission to ensure the continuation and enhancement of vital commuter rail services throughout northeastern Illinois.



We carefully set goals:

- Maintain financial stability through cost containment and revenue enhancement,
- Continue aggressive pursuit of an equitable share of federal, state and local funding.
- Maintain safety, reliability, and quality of services and facilities, and aggressively promote these attributes in

order to expand Metra's share of both traditional and new transit markets.

- Improve efficiency and cost-effectiveness of operations and services; deploy available capacity in a way to increase ridership levels while minimizing the need to expand fleet size.
- Promote development of a regional rail network that responds to the realities of metropolitan growth and improves the mobility of all citizens in the region.
 - Actively pursue opportunities to use commuter rail to support environmental quality and rational, efficient land use and development.

Over the past 20 years we have acted with these goals in mind and have become a strong and effective foundation for public transit in the region. We have focused on customer service, system rehabilitation, preventive maintenance, and cost containment. We have received consistently high marks from our riders for safety, reliability, comfort and cleanliness and have thus maintained relatively steady ridership levels in hard economic times.



Operations

etra provides safe, reliable commuter rail service to approximately 300,000 passengers daily, with annual ridership of more than 77 million trips. Metra service is a key component of the region's transportation network, providing service on 11 lines spanning 546 miles and 228 commuter stations. Based on its physical and operating characteristics, Metra is the largest commuter railroad in the nation; second only in total ridership.

Metra serves the region on routes owned by Metra or

freight carriers; and through purchase of service agreements with the two largest freight carriers in the nation. (the Union Pacific and Burlington Northern Santa Fe). The South Shore Line, operated by the Northern Indiana Commuter Transportation District, is another Metra partner, providing service between Chicago and South Bend, Indiana.

Metra's hub is the downtown Chicago Business District, which feeds service to all its 11 lines. Today, approximately one-half of all commuter trips made from the suburbs to downtown Chicago are made on Metra. To move the number of passengers Metra carries every day on our highway system would require an additional 35 new traffic lanes. Furthermore, the clogged expressways cannot compete with Metra's twenty year average on-time performance of between 96-97 percent.

In accordance with the RTA Act, the regional revenue-to-expense recovery ratio must be 50% each year. Over the last ten years, Metra's recovery ratio has been set at 55%. During that period Metra has been able to meet or exceed this mark. In fact, Metra has averaged between 56-58%, representing one of the highest transit recovery ratios in the country.



Modernizing and expanding the fleet

In March of 2003, Metra unveiled the first of its 300 new bi-level gallery cars and the first of 27 new locomotives. As of September 30, 2003, Metra has received 58 cars and 13 locomotives which have been integrated into Metra's fleet, and are replacing cars more than fifty years of age and locomotives more than thirty years of age.

The stainless-steel ADA cars offer enhanced features, including larger windows and wider stairwells. High-visibility electric signs in every coach will allow those with impaired hearing to read announcements normally made over train intercoms. Another key advance found in the new cars is improved emergency lighting.

The new locomotives are aerodynamically-styled and sport a new paint job, meet enhanced federal collision requirements, have better acceleration, and greater fuel efficiency. Both the car and locomotive programs are on budget and schedule. The anticipated date of final delivery for the cars is October 2005 and the locomotives are scheduled to be delivered by March of 2004.

Based on favorable pricing achieved in the acquisition of the 300 bi-level gallery cars, Metra's Board of Directors decided to "jump start" the replacement of the Highliner fleet used on the Electric District. The 26 new stainless-steel cars will feature state-of-the art propulsion, will be accessible to riders with disabilities



and will be similar in design to the new bi-level gallery cars. The first two prototype cars will be delivered in December 2004 and the delivery will be completed in February 2006.

Growing the system

On November 5, 2001 through the cooperation of the Illinois congressional delegation and the leadership of Speaker Dennis Hastert, the Northeast Illinois region achieved a major milestone with Metra entering into three Full-Funding Grant Agreements with the FTA for New Start expansion projects.

Components of Metra's current "New Start" program includes a series of infrastructure work that allows us to improve the peak and off-peak service we provide our customers.

With a combined price tag of \$585 million, the three projects will result in major improvements over existing rights-of-way, as well as adding nearly 30 miles of new second and third main line track, approximately 20 miles of line extensions, nine new stations, 26 daily trains, and

two new storage yards. Additional cars, locomotives, parking, and other support facilities are also included under each of the projects.

A key component is the SouthWest Service project, which will improve service and extend the line beyond its current terminus in Orland Park. Three miles of new second main track will be installed along the existing route and 12 miles of presently freight-only trackage beyond 179th Street will be upgraded to provide for extension of the line to Manhattan. These improvements will

allow the SWS schedule to grow from 16 to 30 daily trains. The project also entails three new stations and a new rail storage yard.

The next project involves a nine mile extension of the Union Pacific West Line from Geneva to Elburn. The Elburn extension requires the construction of a third main track and signal improvements along a route that ranks as one of the busiest freight lines in the U.S. Also included in the project is the construction of two new stations and a new yard at Elburn.





The last "New Start" project is an upgrade to Metra's North Central Service to Antioch. The route originally opened in 1996 as the first new commuter line in the region in 75 years. It has already exceeded its 2010 ridership projections. Similar to the South West Service, tracks will be upgraded, five new stations will be added, and service will be expanded from 10 to 22 daily trains.

Commuter rail fares

When the Metra Board of Directors prepared the 2002 Budget some difficult decisions had to be made. Following careful analysis and consideration, a five percent fare increase was approved. The rates went into effect in June, 2002. The Board acted fiscally responsible in anticipation of a downturn in the economy.

Metra's commuter rail fares are calculated on base fare plus an increment for each five-mile fare zone. Operations begin at each rail line's downtown Chicago station. The current base one-way fare is \$1.85. Most other ticket prices are set as multiples of the applicable one-way fare. The price of the Weekend Ticket is a flat \$5, which allows for unlimited travel for a given weekend. See the Appendix for detailed information on the fare-zone system and rate schedules.

Accessibility

The Americans with Disabilities Act (ADA) of 1990 mandated that key stations and at least one car per train be accessible. As a result, Metra has designated one key station in each five-mile fare zone. Key station improvements may include accessible parking, curb cuts, ramps and/or elevators, wider doorways, new or rebuilt restrooms, tactile strips to mark

the edge of the platforms and improved signage.

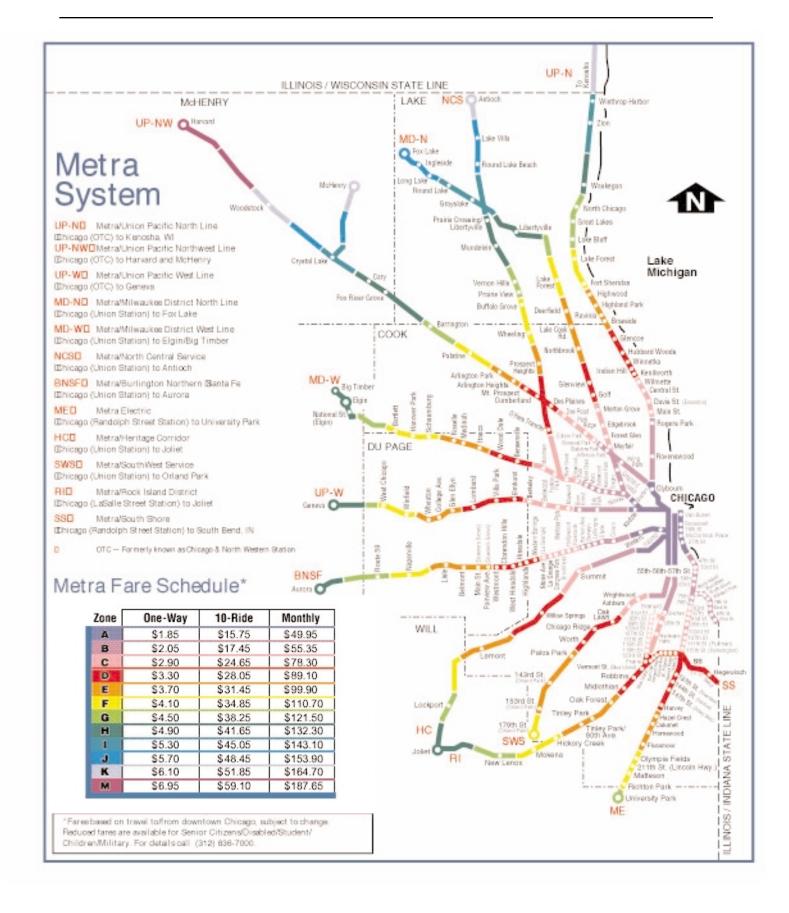
Metra's system has 73 key stations. In addition to our normal station rehabilitation program, we have spent \$35 million on special projects to make our system accessible. We have also provided a visual system which displays the same information as the public address system voice announcements.

All trains are now accessible. Accessible Station Connecting Service provides transportation to and from the nearest accessible train station for those who are within one-half mile of an inaccessible station.

Service changes

Based on 2004 budget constraints, the implementation of any significant service changes are limited. Metra will be analyzing the addition of a main line express train on the Rock Island District and revised weekend service on three Union Pacific rail lines. In 2004, work will begin in revamping the South West and North Central Services to accommodate the increased trains scheduled for late 2005.

Route Map



Budget Overview

etra is proposing a 2004 Operating Budget and a 2005-2006 Financial Plan that holds the line on expense growth in the face of an uncertain post recession environment. Although Metra and the region face lower passenger and other revenues as well as lower sales tax proceeds, Metra projects that it will achieve a 55% revenue recovery ratio and live within its statutory funding limits without the need for a fare increase. Metra projects (although on a more limited basisdue to reduced regional sales tax projections) that it will continue as in previous years to conserve sales tax funds normally available for operations and apply these to needed capital programs.

Development Process

The Metra Operating Budget and the Financial Plan were developed with the objectives of controlling expenses while striving to meet the continuing challenges of improving services and complying with increasingly more comprehensive and complex regulatory mandates. Expenses were projected based upon analysis of current expenses, economic forecasts, and existing contracts. Information was received from contract carriers and Metra departments regarding projections of ridership and the costs of commuter operations.

Using the information provided, the 2004 Preliminary Budget and 2005-2006 Financial Plan were assembled and reviewed by Metra management and reported to the Budget Committee of the Metra Board of Directors.

The RTA established an operating deficit funding mark for Metra for the years 2004, 2005 and 2006 and a required revenue recovery ratio of 55.0% in 2004. The RTA had already notified Metra and the other service boards that due to the impact of the weak economy

on sales tax the deficit funding mark for 2004 would be about the same as the mark established in 2002 for the 2004 Financial Plan. The Financial Plans for 2005 and 2006 developed by Metra project farebox recovery ratios of 55.0% each year for existing operations and service levels, which were similar to the

marks established for 2004 by the RTA.

After the completed Budget and Financial Plan is presented to the Metra Board in October, public hearings are held in early November, and the Metra Board subsequently adopts a proposed Budget and Plan at its November meeting. A final proposed 2004 Budget and 2005-2006 Financial Plan will be submitted to the RTA in November for inclusion in the Regionwide Budget and Financial Plan.

The revenue recovery ratio established for each year represents the ratio of Metra system revenues to expenses, less certain exclusions, that must be achieved. The proceeds from Metra's Capital Farebox Financing Program are excluded from the 2004 through 2006 farebox recovery ratio calculations, as presented in Table 1.

The funding marks established by the RTA represent Metra's estimated share of regional sales and replacement taxes distributed by statutory formula. Figures 1 and 2 summarize Metra funding requirements related to the 2004 operating program. Metra's operating revenues and share of 2004 sales and replacement tax proceeds fully fund all operating costs and provide \$10.0 million for Metra's 2004 Capital Program. Those funds available for capital are the direct result of the many years Metra has strived to contain operating costs and improve revenues so that the maximum investment in capital projects can be made.

In addition to sales tax proceeds, funds generated from Metra's Capital Farebox Financing Program and operational savings are used for the Metra Capital Program. In 2004, \$10.0 million in operating funds available for capital programs, together with the \$9.1 million to be generated by the 5% Capital Farebox Financing Program will enable Metra to provide \$19.1 million for capital projects.

Table 1
Calculation of 2004-2006 Farebox Recovery Ratios
(\$ in OOO's)

2004	2005	2006	
<u>\$246,138</u>	<u>\$253,262</u>	<u>\$260,546</u>	
\$468,925	\$482,288	\$495,955	
(21,402)	(21,812)	(22,234)	
\$447,523	\$460,476	\$473,721	
55.00%	55.00%	55.00%	
	\$246,138 \$468,925 (21,402) \$447,523	\$246,138 \$253,262 \$468,925 \$482,288 (21,402) (21,812) \$447,523 \$460,476	\$246,138 \$253,262 \$260,546 \$468,925 \$482,288 \$495,955 (21,402) (21,812) (22,234) \$447,523 \$460,476 \$473,721

The use for these funds is discussed in more detail in the 2004-2008 capital program section of this document.

constrained expense base to deal with the limited resources projected for 2004, 2005, and 2006.

2003 Estimate

Early in 2002, Metra recognized that a declining regional economy was having an adverse impact on ridership and overall finances. This situation has continued into 2003. Passenger revenues are estimated to be \$9.3 million less than the 2003 budget. Other revenues, however, are estimated to be \$11.3 greater than budgeted. Most of these additional revenues are the result of Metra's extensive review and update of its capital project administration and cost recovery programs. Overall, Total Revenue for 2003 is estimated to be \$2.0 million more than budgeted.

The situation would have been worse if Metra had not taken prudent action in June 2002 to raise fares a modest 5.0%. That step has helped position Metra to deal with the current financial difficulties and should allow it to avoid future fare increases in 2004 or 2005.

Metra is also meeting the challenges of lower revenues through active cost control and cost recovery programs. This action is necessary because, as in any other business, certain expenses are increasing at a rate greater than expected. Natural Gas expenses, resulting from tight supplies and a colder winter season in 2003, are estimated to be \$2.3 million higher or almost three times the 2003 Budget. Risk Management expenses, including insurance costs, reflect the higher risk exposure in the post September 11th environment. These expenses are projected to exceed the 2003

Budget. Health insurance costs are projected to be less in 2003, but this moderation in premium growth is not expected to extend into 2004. The net result is that Metra estimates that Total Expenses in 2003 will be \$1.6 million or 0.4% below the 2003 budget.

Metra estimates it will have an operating deficit that is \$3.6 million less than budgeted and will generate a 56.10% revenue recovery ratio in 2003. Moreover, Metra has developed a tight,

2004 Budget Revenues

Passenger revenue for 2004 is projected to be \$182 million, which is slightly more than 1% over the forecast for 2003. This is \$7 million less than the 2003 Budget. Weaknesses in the economy and employment have impacted Metra's (as well as the CTA and PACE) core ridership and discretionary trips in 2002 and 2003. Metra projects passenger revenue to recover slowly over the period from 2004 through 2006.

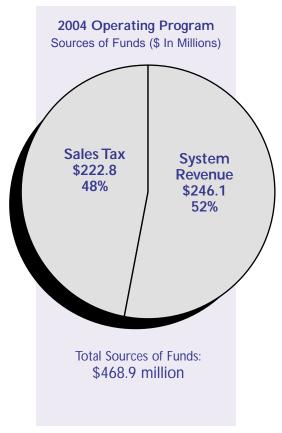
Other revenues are projected to total \$61.1 million, which is approximately \$0.5 million less than the 2003 estimate. Growth is projected to be moderate or slightly declining for most of the components of other revenue. This category includes lease and advertising income, and joint facility income from other railroads for services provided by Metra. Interest income is projected to be lower in 2004 due to market rates that are lower than on current maturing securities, and are not expected to increase until later in the year.

Also included in other revenue for 2004 is \$3 million of estimated proceeds from the State of Illinois for the Reduced Fare Reimbursement Program. The intent of this program is to reimburse Metra for part of the half-fare discount provided to senior citizens, students and mobility-limited individuals. Even with the fiscal difficulties experienced by the State of Illinois, Metra expects that this program will remain intact.

Table 2
Metra Operating Budget Comparisons
2004 Budget vs. 2003 Estimate and Prior Budget's 2004 Financial Plan
(\$ in 000\$)

	2003 Budget	2003 Estimate	2004 Budget	2004 Financial Plan	2004 Budget Changes from 2004 Financial Plan
Total Revenue	<u>\$242,615</u>	<u>\$244,616</u>	\$246,138	\$249,544	<u>(\$3,406)</u>
Base Expense	394,712	393,082	396,565	400,434	(3,869)
Health Insurance, Claims, Property and Liability Ins.,					
Risk Mgmt., and Gas Heat	<u>63,962</u>	<u>63,943</u>	<u>72,360</u>	<u>71,275</u>	<u>1,085</u>
Total Expense	<u>\$458,674</u>	<u>\$457,025</u>	<u>\$468,925</u>	\$471,709	<u>(\$2,784)</u>
Total Deficit	\$216,059	\$212,409	<u>\$222,787</u>	<u>\$222,165</u>	<u>**622</u>

Figure 1



2004 Expenses

As illustrated in Table 2, the proposed 2004 expense budget for the majority of operations (Base Expense) is only \$3.5 million or 0.9% greater than the 2003 estimate and \$1.9 million or 0.5% more than the 2003 Budget. The expected costs for separately grouped health insurance, natural gas, risk management, insurance and claims expense, however, are \$8.4 million or 13.2% more than the 2003 estimate. Overall, total proposed 2004 expenses are \$10.3 million or only 2.2% higher than the 2003 Budget and \$11.9 million or 2.6% higher than the 2003 Estimate.

Growth has been contained by ongoing efforts to aggressively control costs and to shift attributable costs to administrative support for the Capital Program. As shown in Table 2, the proposed 2004 Budget Base Expense (excluding the separately discussed items) is \$3.9 million lower than the corresponding base expenses estimated in the 2004 Financial Plan. Total Expense is \$2.8 million lower. This lower expense is in line with the lower projected revenues. The net results are a proposed 2004 budget deficit that is only \$0.6 million larger than that projected in the 2004 Financial Plan, continued levels of operations and service without reductions, and achieving a 55.00% revenue recovery ratio without a fare increase.

Operations

Metra has completed labor agreements in place with all 16 of its labor unions for employees involved in Metra's directly owned and operated rail lines. Metra has also entered into three-year extensions of three labor agreements that cover approximately two-thirds of its unionized work forces.

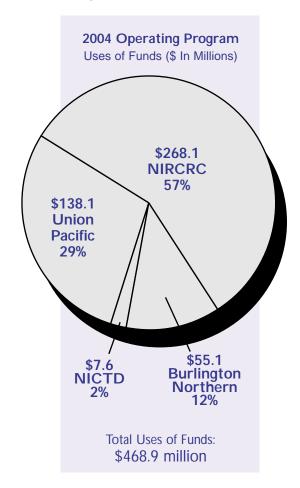
The purchase of service carrier labor agreements expired at the end of 1999. Several of the national labor organizations have settled with the freight railroads, the balance of the unions are currently still under negotiations. The 2004 Budget includes estimated expenses consistent with the pattern of recently ratified agreements.

Nationwide health insurance costs have been increasing at double-digit rates and the rail industry is not immune from this trend. The annual premium for contract workers is established by a governing board and passed along to Metra. The national board that administers the program for both the passenger and freight railroads has passed along annual premium increases that have ranged from 9% to 30% over the past four years. The health insurance premium for 2003 increased 9%. In 2004, health insurance is projected to increase 10%.

One of the more significant and unexpected increases in operating expenses is for natural gas utilities. As noted earlier, natural gas costs are expected to be nearly three times the amount budgeted for 2003. For 2004, the rate of growth is expected to slow to an estimated 7.5%. This is higher than estimated in the previous Financial Plan. An important action taken by Metra to help stabilize the uncertain and potentially costly fluctuations in the energy markets was to enter into a fixed price agreement for the purchase of Diesel Fuel in 2004 at \$.80 per gallon for the year. This agreement will ensure that Metra obtains Diesel Fuel at an average price than is lower than 2003 while still facing an uncertain and volatile worldwide energy environment.

Claims expenses have benefited in recent years due to Metra's comprehensive Risk Management and Safety programs. As a result of the Risk Management programs, reported claims expenses have benefited in 2003 from non-recurring favorable reductions to the accrued claims liability thereby reducing reported expenses for the year. Although the 2004 budget for Claims expense is \$2.8 million higher than the 2003 Estimate, the underlying provision for claims expense is comparable to the prior year before non-recurring favorable reductions. The return to prior Claims expense levels was included in the 2004 Financial Plan submitted with the 2003 Budget. Insurance costs are also projected to increase significantly

Figure 2



in 2004 as a continuation of the post September 11th environment.

Metra will continue to monitor expenses to maintain budgetary control and to ensure achievement of the 55.0% recovery ratio mark in 2004.

2005-2006 Financial Plan

Metra's projections for 2005 and 2006 are characterized by constrained growth in both revenue and expense. Passenger revenue is expected to slowly recover at an average ridership growth rate of 1% per year. Other revenue, including interest income, is expected to grow in conjunction with the economy over the next three years. While total revenue is recovering, it will be at minimal rates. This will require that Metra continue its full and dedicated efforts to contain costs so that the revenue recovery ratio requirements will be met. The existing fare structure should be adequate for existing operations and service levels during 2004, 2005, and possibly 2006 time frame. The proposed 2005 and 2006 Revenue Recovery Ratios for these continuing operations are 55.0%.

Expanded service on the SouthWest Service and North Central Service lines coupled with changes on the Union Pacific West Line is scheduled to commence primarily in the 2006 financial plan period. Given that work will start in 2004 to identify the service changes, cost impacts and estimated new revenue, Metra did not deem it appropriate to complicate the 2006 Financial Plan.

Services, Activities and Functions

Metra provides commuter rail service on eleven lines to residents of northeastern Illinois. Legislation creating the Regional Transportation Authority gave Metra responsibility for coordinating and operating all commuter rail operations in the six-county area. Metra directly operates commuter rail service on seven lines and controls all operating support functions necessary to maintain the passenger lines, equipment and facilities. Metra is also responsible for the administration of commuter rail services provided under contract by the Union Pacific and Burlington Northern Santa Fe. Metra also contributes towards 21% of the operating costs of the Northern Indiana Commuter Transportation District.

Direct operation of commuter rail services requires various activities necessary to meet published train schedules and abide by Federal and State transportation regulations. Metra classifies these activities under the headings used in railroad regulatory reporting: Transportation, Maintenance of Way, Maintenance of Equipment, and Administration. The following is a brief description of the underlying functions included in the major operating categories:

Transportation includes the functions and activities directly responsible for the operation of the commuter trains. The major functions include train and engine crews, dispatching, tower operations, ticket Sales, police services, safety and supervisory support functions. The main objective of this area is to run the service consistent with the published train schedules in a safe and efficient manner, and in accordance with Federal and State regulations.

Maintenance of Way activities include the maintenance of track, structures, communications and facilities to maintain operational safety, reduce travel time and service interruptions and increase passenger comfort. Maintenance work is concentrated on safety inspections and short term projects to maintain overall track and structure condition until renewals or replacements can be completed through the Metra Capital Program. Major functions in this category include track, rail, crossing, signal, bridge, communication, facilities maintenance, supervisory support areas and materials management.

Maintenance of Equipment activities include regular repairs, inspections and preventive maintenance on passenger train equipment to ensure that equipment is safe and in good working order to support the train schedules and passenger demand for seating. Maintenance work is concentrated on performing regular safety inspections as mandated by federal regulations, maintaining cleanliness and proper heat or air conditioning in the equipment, and preventive maintenance to keep the equipment operational between major rehabilitations. Major equipment rehabilitations are completed through the Metra Capital Program. Major functions in this category include the operation of the passenger maintenance shops and yards, supervisory support areas and materials management.

Administration activities include general support functions for the organization to ensure that the overall corporate goals and regulations are met. Examples of Administration activities include Human Resources, Labor Management Committee, Information Systems, Training, Accounting and other support areas. Management of the Metra owned and operated rail services is also included in this category.

Metra is responsible for region-wide expenses, referred to as Centralized Expenses, for its own carriers and the contract rail carriers. Centralized expense items, such as diesel fuel, claims, insurance and downtown Chicago passenger terminal lease costs are directly controlled by Metra. Metra reports these expenses on

the financial schedules based upon each carrier's representative share of the cost items. Metra is also responsible for setting fare and service levels, capital improvement planning and oversight, and planning for the whole region. Expenses for these functions are included in the Regional Services category.

Summary

Table 3 presents Metra's 2004 Preliminary Budget and Table 4 summarizes Metra's 2004 Preliminary Budget and 2005-2006 Financial Plan. The Metra Preliminary Budget and Financial Plan are presented in a manner consistent with its financial statements, which are maintained on the accrual basis of accounting for a proprietary (enterprise) fund type using Generally Accepted Accounting Principles.

Revenues are recognized when earned, and expenses are recorded in the period in which goods and services are used. Metra's 2004 Projected Cash Flow Summary is included in the Appendix.

2004 Commuter Rail Operating Budget by Carrier and Type of Expense

Table 3

	NIRCRC	Burlington Northern Santa Fe	Union Pacific	NICTD/ South Shore*	Total Metra
REVENUES:					
Passenger Revenue	\$85,394,555	\$35,852,243	\$57,675,919	\$3,025,228	\$181,947,945
Reduced Fare Subsidy	1,373,550	496,947	1,148,492	21,011	3,040,000
Other Revenue	60,427,107	4,410	371,673	346,723	61,149,913
TOTAL REVENUE	\$147,195,212	\$36,353,600	\$59,196,084	\$3,392,962	\$246,137,858
OPERATING EXPENSES:					
CARRIER LEVEL EXPENSES:					
Transportation	\$92,544,965	\$20,594,440	\$47,581,824	\$2,444,669	\$163,165,898
Maintenance of Way	57,789,640	4,557,868	29,318,643	1,260,875	92,927,026
Maintenance of Equipment	56,774,667	17,141,332	32,792,584	1,376,470	108,085,053
Administration	22,987,827	1,080,196	10,105,920	1,537,029	35,710,972
TOTAL CARRIER EXPENSES	\$230,097,099	\$43,373,836	\$ <u>119,798,971</u>	\$6,619,043	\$399,888,949
CENTRALIZED EXPENSES:					
Diesel Fuel	\$7,724,042	\$3,407,529	\$8,491,509	\$0	\$19,623,080
Motive Electricity	7,221,771	0	0	300,552	7,522,323
Claims, Insurance and Risk Manageme	ent 9,316,745	2,359,344	4,517,798	428,897	16,622,784
Regional Services	7,779,715	1,590,702	4,038,442	304,329	13,713,188
Downtown Stations	5,947,121	4,386,327	1,220,967	0	11,554,415
TOTAL CENTRALIZED EXP.	\$37,989,394	\$11,743,902	<u>\$18,268,716</u>	\$1,033,778	\$69,035,790
TOTAL OPERATING EXP.	\$268,086,493	\$55,117,738	\$ <u>138,067,687</u>	\$7,652,821	\$468,924,739
FUNDING REQUIREMENT	\$120,891,281	\$18,764,138	\$78,871,603	\$4,259,859	\$222,786,881
RECOVERY RATIO					55.00%

^{*}South Shore Line service to South Bend, IN, is operated by the Northern Indiana Commuter Transportation District, using Metra Electric District tracks from downtown to 115th Street in Chicago. Metra contributes 21% of South Shore Line operating costs, based on the number of Illinois residents who use this service.

Table 4

2004 Budget Summary and 2005-2006 Financial Plan

(\$ in 000's)	2004 Budget	2005 Plan	2006 Plan
OPERATING REVENUES (Note 1)			_
Passenger Revenue	\$181,948	\$185,587	\$189,299
Reduced Fare Subsidy	3,040	3,040	3,040
Other Revenue	61,150	64,635	68,207
TOTAL OPERATING REVENUE	\$246,138	\$253,262	\$260,546
OPERATING EXPENSES:			
Transportation	\$163,166	\$168,187	\$173,130
Maintenance of Way	92,927	95,681	98,473
Maintenance of Equipment	108,085	111,304	114,519
Administration	35,711	36,746	37,844
Fuel & Power	27,145	27,726	28,319
Claims, Insurance & Risk Management	16,624	16,851	17,203
Regional Services	13,713	14,062	14,484
Downtown Stations	11,554	11,731	11,983
TOTAL OPERATING EXPENSES	_\$468,925	\$482,288	\$495,955
TOTAL FUNDING REQUIREMENTS	\$222,787	\$229,026	\$235,409
RECOVERY RATIO (Note 2)	55.00%	55.00%	55.00%

Note 1. System Generated Revenues and Revenue Recovery Ratio calculations do not include proceeds from Metra's 5% Capital Farebox Program.

Note 2. For Calculation of Revenue Recovery Ratios, see Table 1.

2004-2008 Capital Program

etra's primary charge is to continue to provide and expand efficient, comfortable, and dependable commuter rail service to Northeastern Illinois. This mission can only be achieved through significant capital investment. While the availability of funding may vary from year to year, the projects included in the capital program are highly predictable and consistent. This is primarily because the overwhelming majority of the projects are designed to sustain the existing infrastructure while providing for system expansion to serve a growing transit market into the future.

As in recent years, the 2004-2008 capital program represents a two-fold plan: maintain and enhance the existing system while providing extensions and expansions for the future of the region. Keeping the commuter rail infrastructure in a state of good repair requires long-range business planning, with regular cycles for renewing and replacing the facilities and equipment. Metra will continue to search for cost-containment opportunities in its capital and operating programs while taking advantage of financial opportunities that arise to enable us to afford our customers with increased or expanded services.

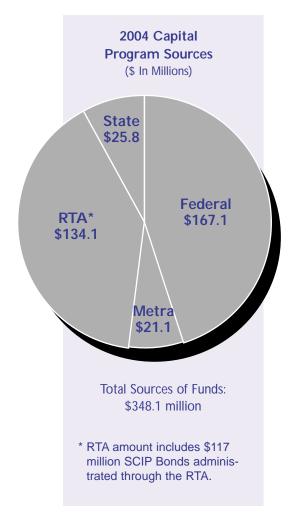
A major milestone was reached in this regard with the awarding of three Federal Full Funding Grant Agreements by the Federal Transit Administration on November 5, 2001 for Metra's three current New Start projects. The initiation of new and expanded service provided by these projects is set for late 2005.

Current and new customers will see more trains and more route miles of service with expansion into Will County on the SouthWest Service; a line extension from Geneva to Elburn, Illinois on the Union Pacific West Line; and signal and track improvements to increase capacity on the North Central Service. New stations and parking on these lines will increase the public's access to the system.

As these projects and past programs attest, the clear challenge for sustaining systemwide growth and expansion is to secure the necessary funding. Program requirements dictate that resources are provided, at least at past levels or greater. Most importantly, the reauthorization of TEA-21 is required to maintain the federal commitment, while the establishment of a new state SCIP III bond program, (as contemplated by the RTA) is critical to retain Illinois' funding for transit.

Without this commitment, the high level of reliability and service cannot be sustained into the future. In fact, without reauthorization of TEA-21 and the SCIP III program a major restructuring of the 2004-2008 program will be required.

Figure 3



Sources of Funds

The projected Federal, State, and RTA funding levels for Metra's FY 2004 capital program are expected to be similar to those of recent years. The economy, however, is having a negative effect on our funding agencies. The consistency of these sources is especially important for larger multi-year projects which require a dependable flow of funds each year.

Federal funding has been provided under the Transportation Equity Act for the 21st Century (TEA-21). This Act's six-year authorization ended on September 30, 2003. Metra is joining with other public transportation providers across the country to seek Congressional approval of a new multi-year authorization program.

Illinois FIRST (SCIP II program), so vital to the current capital investment program, ends with the funding included in this year's 2004 program. Those funds have provided critical dollars to replace aging rolling stock, rebuild deterio-

rated bridges, and provide mandatory matching funds to federal dollars. It is imperative that a replacement program be established to continue these elements into the future.

Each component of the funding sources is critical to the overall program objective. While compromises are always necessary when resources fail to meet needs, any increase in the gap must result in a downsized program. Metra is committed to capturing every dollar available to avoid that possibility. Metra is also committed to use each available dollar in a way to have the a positive impact on its service and consequently its customers.

Uses of Funds

While significant progress has been made in Metra's first twenty years in reversing deterioration and enhancing the system, given the size and complexity of our system there is continuing infrastructure and system enhancement that needs to be made. It is critically important that every dollar available be spent in a prudent and cost-effective manner. Projects are selected based on current system condition, the impact on maintaining system safety and reliability, and on the ability to accomplish the improvement under traffic without unnecessarily affecting the service our customers have come to expect.

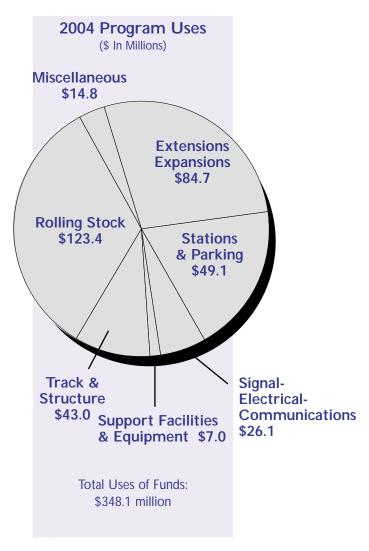
Rolling Stock

Metra's rolling stock program seeks to ensure that an adequate number of locomotives and commuter rail cars are available to meet the current and future service needs of the system. This program involves rehabilitation of existing vehicles and the purchase of new vehicles. This maintains operating flexibility and reduces operating costs.

The 2004 program provides \$74.3 million to complete the acquisition of 300 new bi-level gallery cars begun in 2001. These cars will replace the "old, painted carbon steel cars" found on the Union Pacific and the oldest remaining stainless steel cars (built in the 1950s) on the BNSF. The order will also provide the cars necessary to expand service on the SouthWest and North Central lines following completion of the current new start projects.

Also for 2004, funding in the amount of \$37 million is earmarked for the current order of 26 new Highliner cars for use on Metra's Electric District. This order is the first step in the complete replacement of that fleet. For 2005-2008, the largest project under this category is the complete replacement of the Electric District Highliners. Specifically, 160 new highliners will be acquired at an estimated cost of \$410 million.

Figure 4

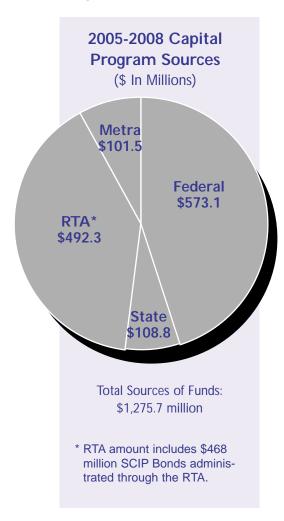


Track & Structure

This program component provides for the continued rehabilitation and upgrading of the railroad right-of-way on which commuter rail service operates. In addition to assuring operational safety, well-maintained track and structures provide reduced train running times, fewer service interruptions, and greater passenger comfort, and also help to produce significant reduction of maintenance costs. A scheduled track and structure rehabilitation program also allows for a more efficient utilization of plant and equipment.

Maintenance standards for each rail line are developed based on the type of traffic, tonnage, speed, ballast condition, drainage, and rideability. Track components last for various lengths of time depending on factors such as traffic density, tonnage (both passenger and freight), and train stopping and starting movements. The Metra system, including contract carriers, currently has nearly 1,200 miles of trackage. To attain the maintenance standards, track

Figure 5



renewal must be performed on a regularly scheduled basis. To these ends, the FY 2004-2008 program includes various projects for tie and ballast replacement, new welded rail, and grade crossing improvements.

During the next five years Metra will continue its commitment to replacing and restoring the system's aged bridge infrastructure. In 2004, the complete replacement of the Rock Island District bridges in the City of Chicago will continue. Over \$25 million is budgeted for the project between 18th and 60th Streets.

For 2005-2008, over \$103 million has been earmarked to address the needs of the bridges on the Union Pacific North Line. These twenty-two structures were included in the 1990 study which identified ninety-one bridges in need of replacement or total rehabilitation. Upon completion of these two critical projects, over 80 percent of the ninety-one bridges will have been completed.

Signal, Electrical, and Communications

This category focuses on facilities which, although not always visible to Metra's customers, are critically important for the safety and reliability of operations. Signal projects primarily include the comprehensive upgrading of signal systems along the rights-of-way as well as the replacement of tracks, switches, switch heaters, and signals at interlockers, located where trains merge, diverge, or cross.

Currently, the largest project is the ongoing replacement of the Lake Street interlocker north of Chicago Union Station, which will increase service reliability for the two Milwaukee District rail lines and North Central trains.

Seventeen million dollars is budgeted in 2004 and the final four million dollars is included in the 2005-2008 portion of the program. Once complete, this critical multi-track interlocking plant will be electrically controlled by computer-based technology instead of the 1925 compressed air and hand lever machine that operates it today.

For 2005-2008 \$22 million is budgeted to complete the replacement of old copper signal and system control cable with fiber optics on the Electric District and continue that program on the BNSF line. Also included is \$13 million for the modernization of the Union Pacific's Lake Street interlocking plant. This program will replace outdated signal and switching technology to better serve the UP's three rail lines.

Finally, in recent years Metra has significantly increased its investment in new communications systems that will improve communications with Metra's customers as well as improve communication among operating personnel. The proposed capital programs will provide continued funding for the forthcoming new Passenger Information Display System and the Train Information Management System currently in operation on all Metra trains.

Support Facilities & Equipment

Support Facilities & Equipment focuses on various yards, buildings, and maintenance equipment used by operating personnel that, while again not always visible to the general public, remain critical to Metra's efforts to provide well-maintained, reliable service on a daily basis. To accommodate peak period operations, yard facilities for midday or overnight storage are required near both ends of commuter rail lines. Yard and shop facilities are required to repair and service the fleet and to store materials and equipment used for right-of-way maintenance. The Metra system currently has seven major downtown storage and maintenance facilities and seventeen outlying storage yards.

Beyond improvements to existing yards and shops, the 2004-2008 capital program includes funding for the con-

struction of a new outlying maintenance and storage facility on the Metra Electric District. The program includes \$98 million for real estate acquisition, engineering and construction of this new servicing yard that is essential to the maintenance of the new Highliner fleet contemplated by this program and budget. Another nearly \$9 million is programmed for improvements at the 47th Street yard which services the Rock Island District fleet and another \$10 million will be used to upgrade other yards serving various lines.

Stations & Parking

The primary purpose of this program segment is to maintain existing commuter station facilities at an acceptable level of service, comfort, and convenience, and to construct new stations where warranted. The majority of funds for Stations & Parking are for the improvement of existing commuter rail station facilities such as depots, platforms, and pedestrian access. This work will continue to increase the accessibility of the system consistent with the requirements of the Americans with Disabilities Act.

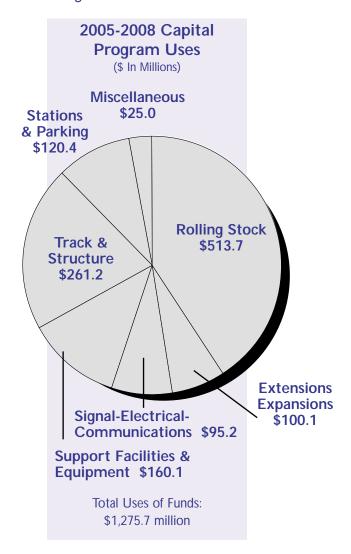
A major element of the station program will be the completion of the renovation of Randolph Street Station. This project, which has been affected by the complex requirements involved in coordinating Metra's rehab work with construction of the City of Chicago's new Millennium Park, is scheduled to be finished by spring, 2006. It will result in a total redesign of the station's ticketing, concourse, and vending areas along with new mechanical systems and enhanced passenger amenities.

Another key station project will be a joint project with the City of Chicago for a new Roosevelt Road station (on the Electric District). While still in its preliminary design stages, plans call for new stairs and an elevator to tie-in with the city's new pedestrian walkway. New station platforms would also be constructed. Construction could start in late 2004.

The Parking component of the program focuses on expanding parking capacity to relieve overcrowding at existing facilities and to accommodate future ridership growth. In 2004, the selected commuter parking projects are primarily those on New Start lines and those for which Metra and affected municipalities have secured special funding sources.

Stations & Parking continues to be the primary area of municipal participation and cooperation with Metra's capital program work. This strategic partnership has been invaluable in securing and maximizing available funding for projects that meet local as well as regional needs. The 2005-2008 component of this category includes \$64 million for future projects to be determined.

Figure 6



Extensions and Expansions

The Extensions & Expansions category consists of major investments that increase the capacity and extend coverage of the commuter rail system in order to meet long-term needs. Metra's first such project was the 1996 initiation of North Central commuter rail service on the former Wisconsin Central line. In 2001, Metra entered into long-term Full Funding Grant Agreements with the federal government for three additional New Starts: the North Central Service Expansion, the Union Pacific West Line Extension, and the Southwest Service Expansion and Extension. FY 2004 through 2006 funding will continue work on these projects. Additionally, Metra continues to seek federal approval and funding for additional New Start projects to be implemented in subsequent years. In support of this effort, Metra will undertake several studies under its capital development program that are required as a prelude to receiving federal New Start funding assistance.

Annual Element of the 2004-2008 Capital Program (\$ in \$000s)

CAPITAL ASSET & PROJECT	RR	2004
Rolling Stock 300 New Bi-Level Commuter Cars (Diesel Fleet) Rehabilitation of Commuter Cars (Diesel Fleet) (Phase 2) Rehabilitation of Commuter Cars (Diesel Fleet) (Phase 2) Locomotive Traction Motor Rebuilds Locomotive Air Conditioning 26 New Electric District Commuter Cars Traction Motor Rebuilds (Highliners) Fleet Component Overhaul or Replacement Maintenance Tracking System	Diesel Fleet BNS MWD Diesel Fleet Diesel Fleet MED MED System System	74,300 3,116 1,000 1,000 200 34,784 1,000 6,500 1,500
Rolling Stock Subtotal		123,400
Track and Structures Track Work Track Work Track Work Track Work Track Work Rail Grinding Rail Grinding Grade Crossing Renewals (Road and Track Surfaces) Grade Crossing Renewals (Road and Track Surfaces) Grade Crossing Renewals (Road and Track Surfaces) Bridge Rehabilitation (sites to be determined) Bridge Rehabilitation, 18th to 60th Street Catenary Structure Rehabilitation	BNS MED MWD NCS UPR BNS UPR MED MWD RID MWD RID MED	2,200 3,250 4,900 2,000 2,500 40 50 250 500 250 250 25,830 1,000
Track and Structures Subtotal		43,020
Signal-Electrical-Communications Fiber Optic Cable System Signal System Upgrade, Kensington to Matteson Pedestrian Crossing Signalization Lake Street Interlocker Improvements Lake Street Interlocker Improvements Lake Street Interlocker (North, Northwest, West Lines) Signal Battery Replacements Switch Heater Replacements and Backup Generators Switch Heater Replacements and Backup Generators Backup Generators at Chicago Union Station Backup Power System at Consolidated Control Facility Air Compression for Locomotive Testing in Yards Train Information Management System	BNS MED MWD MWD NCS UPR UPR MWD RID BNS MHC MWD NCS SWS System UPR System	1,600 400 300 15,640 1,360 2,000 300 500 500 156 8 192 16 28 150 1,500 1,500
Signal-Electrical-Communications Subtotal		26,150

Annual Element of the 2004-2008 Capital Program (\$ in \$000s)

CAPITAL ASSET & PROJECT	RR	2004
Support Facilities & Equipment New Electric District Yard and Shop (Phase 2) Program Support Engineering Coronary Defibrillators Management Information Systems Renewal of Facilities	MED System System System System	2,000 3,500 500 500 500
Support Facilities & Equipment Subtotal		7,000
Cicero Station Parking Cicero Station Parking (Final Phase) Western Springs Station (Phase 1) Downers Grove Station Parking Randolph Street Station (Phase 2) Roosevelt Road Station (with CDOT) Stony Island and Bryn Mawr Stations Parking at Hanson Park, Galewood, Mars, & Mont Clare (CMAQ) Schaumburg Station (Final Phase) Bar tlett Station (Phase 1) National Street Station (Final Phase) Grayland Station Parking (CMAQ) Northbrook Station (with IDOT) Ingleside Station Parking (CMAQ) Round Lake Beach Station Parking Joliet Station Parking (CMAQ) 99th Street-Beverly Station & Parking (CMAQ with IDOT) Palos Heights Station Access (Final Phase) Orland Park-153rd Station Parking (Final Phase) Orland Park-179th Station Parking (Final Phase) Ogilvie Transportation Center (Final Phase) Lombard Station Parking (CMAQ) Des Plaines Station (Final Phase) Arlington Park Station (Final Phase) Pingree Road New Station (Final Phase) Crystal Lake Station (Final Phase) System Upgrades ADA Improvements Passenger Information Display Upgrades Engineering & Construction Management (see last page of this table) Staff Support and Testing Engineering & Construction Management (locations to be determined)	BNS BNS BNS MED MED MED MWD MWD MWD MWD MWD MWD MWD MWD MWD MW	200 450 200 3,500 2,800 7,000 1,000 400 1,600 525 750 500 175 455 700 3,475 1,000 3,000 1,200 3,500 680 2,300 1,500 682 700 850 900 2,500 4,100 1,700 750
Stations and Parking Subtotal		49,092
Extensions & Expansions NCS Expansion SWS Expansion and Extension UPR West Line Extension Alternatives Analysis (SE Service, STAR, and UP West/NW Lines) Extensions & Expansions Subtotal	NCS SWS UPR System	29,370 33,356 17,000 5,000

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Table 5

Annual Element of the 2004-2008 Capital Program (\$ in \$000s)

CAPITAL ASSET & PROJECT	RR	2004
Miscellaneous Corridor Feasibility Studies Railroad Protective Liability Insurance Material Handling Additives Capital Project Oversight	System System System System	50 350 3,000 500
Project Administration and Contingencies Miscellaneous Subtotal	System	10,846 14,746
TOTAL PROGRAM		348,135

Abbreviations:

1	BNS	Burlington Northern Santa Fe	ADA	Americans with Disabilities Act (1990)
(CUS	Chicago Union Station	CDOT	Chicago Department of Transportation
ľ	MED	Metra Electric District	MHC	Metra Heritage Corridor
(CMAQ	Congestion Mitigation & Air Quality Program Dept.	MWD	Milwaukee District
1	DOT	Illinois of Transportation		
Ī	NCS	North Central Service	RID	Rock Island District
5	SWS	SouthWest Service	System	System-wide
Į	JPR	Union Pacific	·	·

FY 2004 Station & Parking Engineering & Construction Management \$4,100,000

FY 2004 Design Activities

Cicero Station	BNS
95th Street-Chicago State University Station	MED
Wrightwood Station Parking	SWS
Chicago Ridge Station Parking	SWS
Palos Heights Station Parking	SWS
Traffic Mitigation (Environmental Assessments)	System
Gladstone Park Station	UPR

FY 2004 Construction Management Activities

Windsor Park and Cheltenham Stations	MED
Parking at Hanson Park, Galewood, Mars, & Mont Clare (CMAQ)	MWD
Bartlett Station	MWD
Ingleside Station Parking	MWD
Prairie View Station Parking	NCS
Vernon Hills Station Parking	NCS
Mundelein Station Parking	NCS
Prairie Crossing Station Parking	NCS
Lake Villa Station Parking	NCS
99th Street-Beverly Station	RID
99th Street-Beverly Station Parking	RID
Joliet Station Parking (CMAQ)	RID
Ashburn Station and Parking	SWS
Worth Station Parking	SWS
Orland Park-143rd Street Station Parking	SWS
Orland Park-153rd Station Parking	SWS
Orland Park-179th Station Parking	SWS
Elburn Station and Parking	UPR
Des Plaines Station	UPR

CAPITAL ASSET & PROJECT	RR	2005-2008
Rolling Stock Rehabilitation of Locomotives Rehabilitation of Locomotives Rehabilitation of Commuter Cars (Diesel Fleet) (Phase 3) Rehabilitation of Commuter Cars (Diesel Fleet) Rehabilitation of Commuter Cars (Diesel Fleet) (Phase 3) Rehabilitation of Commuter Cars (Diesel Fleet) FRA Mandated Window Glazing Car and Locomotive Improvements Locomotive Traction Motor Rebuilds Locomotive Air Conditioning 160 New Electric District Commuter Cars Traction Motor Rebuilds (Highliners) Fleet Component Overhaul or Replacement	UPR System BNS BNS MWD MWD System System Diesel Fleet Diesel Fleet MED MED System	4,200 13,300 2,405 20,120 2,650 20,470 425 2,000 4,000 600 410,000 4,000 29,595
Rolling Stock Subtotal		513,765
Track and Structures Track Work New Rail Inspection New Rail Inspection Rail Grinding Rail Grinding Rail Grinding Off-site Rail Welding Off-site Rail Welding Off-site Rail Welding Grade Crossing Renewals (Road and Track Surfaces) Grade Crossing Renewals (Road and Track Surfaces) Grade Crossing Renewals (Road and Track Surfaces) Track Improvements from Rondout to Fox Lake Bridges, 59th-60th Streets 73rd Street Bridge 75th and 79th Street Bridges 76th Street Bridge Dixie Highway (Homewood) Bridge Vollmer Road (Flossmoor-Olympia Fields) Bridge Sarcamento Avenue Bridge Salt Creek (Itasca-Wood Dale) Bridge Frazier Avenue (Elgin) Bridge Montrose Avenue (North Line) Bridge Golf Road (Morton Grove-Golf) Bridge Bridge Rehabilitation, 18th to 60th Street (Final Phase) 75th Street Bridge Halsted Street Bridge Gresham Area Bridges	BNS MED MWD NCS RID SWS UPR MED MWD BNS UPR System MED MWD MED MWD MED MWD MED MWD MED MWD MED MED MED MED MED MED MED MED MED ME	9,100 12,500 13,800 1,800 10,500 3,000 11,000 100 300 170 200 1,200 1,500 450 900 1,800 900 5,000 6,000 2,500 3,000 1,625 500 500 14,800 2,000 14,800 2,000 14,800 2,000 11,500 1,500 1,500 1,500 1,500 1,500 1,500 1,500 1,500 1,500 1,500 1,500 1,500 1,500 1,500 1,500 1,500 1,500 1,200 1,250 3,650

CAPITAL ASSET & PROJECT	RR	2005-2008
Bridges, N-NW Joint Line, Clinton St. to Clybourn Bridge Rehabilitations (22), North Line, Fullerton to Balmoral Av. Bridge Fills and Closures Retaining Wall Rehabilitation Retaining Wall Rehabilitation, 76th-78th Sts. Retaining Wall Rehabilitation in Gresham area Retaining Wall Rehabilitation, New Lenox and Joliet Retaining Wall Rehabilitation, Clinton StPeoria St. Right-of-way Fencing (sites to be selected) Right-of-way Fencing (sites to be selected) Catenary Structure Rehabilitation Handrailings and Walkways (Employee Protection)	UPR UPR System BNS RID RID RID UPR RID UPR MED UPR	1,500 103,750 2,250 2,000 2,000 3,000 1,000 2,000 400 800 2,800 800
Track and Structures Subtotal		261,195
Signal-Electrical-Communications Fiber Optic Cable System, Main Line Fiber Optic Cable System, Main Line Fiber Optic Cable System, South Chicago Branch Signal System Upgrade, 11th Place to 67th Street Signal System Upgrade, Kensington to Matteson Signal System Upgrade, West Line Signal System Upgrade, North Line Grade Crossing Protection Pedestrian Crossing Signalization Pedestrian Crossing Signalization Pedestrian Crossing Signalization Pedestrian Crossing Signal Upgrades, Beverly Branch Crossing Incident Recording Systems Crossover Consolidation Lumber Street and BN Wye Interlocking Lumber Street and BN Wye Interlocking Pacific Junction ("A-5") Interlocker, North & West Lines Lake Street Interlocker Improvements Lake Street Interlocker Improvements Gresham and Joliet Interlockers Lumber Street and BN Wye Interlocking Lake Street Interlocker (North, Northwest, West Lines) Kedzie Avenue Interlocking Switches (West Line) Lake Bluff Interlocker (North, Line) Signal Bridge Replacement Signal Battery Replacements Switch Heater Replacements and Backup Generators Switch Heater Replacements and Backup Generators Switch Heater Replacements and Backup Generators AC-DC Feeder Cable Replacement Transmission Line (AC) Replacement Transmission Line (AC) Replacement	BNS MED MED MED MWD MWD RID UPR BNS MWD RID System BNS BNS MHC MWD MWD NCS RID SWS UPR UPR UPR UPR UPR BNS MHC MWD MCS RID SWS UPR	18,300 1,700 2,000 4,000 2,000 1,500 2,400 500 5,750 3,000 800 2,400 2,400 2,400 1,100 100 567 35 6,500 3,680 320 7,900 98 13,000 500 500 500 1,000 500 500 205 200 300 1,200 3,500
Modernization of Electrical Diagrams and Drawings	MED	300

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Table 6

CAPITAL ASSET & PROJECT	RR	2005-2008
47th Street Yard Fueling System Upgrades 47th Street Yard Wayside Power Improvements Communications Equipment	RID RID System	600 210 480
Clean Cab Radios Microwave Communications System Computer-aided Police Dispatching System	System System System	1,050 600 600
Signal-Electrical-Communications Subtotal		95,195
Support Facilities & Equipment New Electric District Yard and Shop (Final Phase) 14th Street Yard Upgrades Substation Building Upgrades KYD Facility Improvements Western Avenue Yard Improvements 47th Street Yard Improvements Blue Island Yard Improvements California Avenue and M19A Yard Upgrades California Avenue and M19A Yard Upgrades Crew Facility at Waukegan 547 W. Jackson Blvd. HVAC Upgrades in Shops Program Support Engineering Management Information Systems Renewal of Facilities Equipment and Vehicles Office Equipment and Furniture	MED BNS MED MED MVD RID RID UPR UPR System	96,000 2,500 5,000 3,500 1,715 8,600 300 1,000 2,000 1,700 10,550 1,000 10,500 3,300 6,000 4,850 1,600
Support Facilities & Equipment Subtotal		160,115
Cicero Station (Final Phase) Western Springs Station (Final Phase) Downers Grove Station Parking Randolph Street Station (Final Phase) 95th Street-Chicago State University Station Windsor Park and Cheltenham Stations Stations & Parking Construction (locations to be determined) Bartlett Station (Final Phase) New 35th Street Station 80th Avenue-Tinley ParkStation 115th Sreet-Morgan Park Station Oglivey Transporation Center (Final Phase) Winnetka Station ADA Improvements Station Signage Site Acquisitions & Appraisals (locations to be determined) Construction Management (see last page of this table) Staff Support and Testing Engineering & Construction Management (locations to be determined)	BNS BNS BNS MED MED MED System MWD RID RID RID UPR UPR System System System System System System System System	2,600 500 1,160 11,675 600 7,000 38,850 1,700 1,000 5,500 2,500 1,000 3,800 6,100 1,000 6,000 3,650 6,800 18,950
Stations and Parking Subtotal		120,385
Page 3 of 4		

CAPITAL ASSET & PROJECT	RR	2005-200
Extensions & Expansions NCS Expansion (Final Phase) SWS Expansion and Extension (Final Phase) UPR West Line Extension (Final Phase)	NCS SWS UPR	39,791 27,372 32,959
Extensions & Expansions Subtotal		100,122
Miscellaneous Procurement Advertising Railroad Protective Liability Insurance Material Handling Additives Capital Project Security Capital Project Oversight System Mapping Unanticipated Capital Project Administration and Contingencies	System	400 1,800 12,000 400 1,500 320 4,600 3,947
Miscellaneous Subtotal		24,967
TOTAL PROGRAM		1,275,744

BNS	Burlington Northern Santa Fe	AC	Alternating Current
CUS	Chicago Union Station	ADA	Americans With Disabilities Act (1990)
MED	Metra Electric District	CDOT	Chicago Department of Transportation
MHC	Metra Heritage Corridor	CMAQ	Congestion Mitigation & Air Quality Program
MWD	Milwaukee District	DC	Direct Current
NCS	North Central Service	HVAC	Heating, Ventilation, and Air Conditioning
RID	Rock Island District	IDOT	Illinois Department of Transportation
SWS	SouthWest Service	KYD	Kensington Yard, 127th Street at Indiana Av.
System	Metra, System Wide	SCADA	Supervisory Control and Data Acquisition System

FY 2005-2008 Station & Parking Construction Management \$3,650,000

New Start

Buffalo Grove Station and Access	NCS
Wrightwood Station Parking	SWS
Oak Lawn Station and Parking	SWS
Chicago Ridge Station Parking	SWS
Palos Heights Station Parking	SWS
Laraway Road Station and Parking	SWS
Roadway Access	System
Station	
Cicero Station	BNS
Randolph Street Station New Entrance	MED
Windsor Park and Cheltenham Stations	MED
115th Sreet-Morgan Park Station	RID
80th Avenue-Tinley Park Station	RID
Winnetka Station	UPR

Page 4 of 4

Vision for the Future

or 20 years, Metra has consistently provided high levels of safe, reliable commuter rail service in the northeast Illinois region. The ridership base accounts for approximately 80 million passenger trips over 11 routes, between the downtown Chicago Business District and 224 stations.

At its inception, Metra inherited a system of facilities and equipment that was outdated, plagued by deferred maintenance and the absence of critically-needed capital investment. Since that time, Metra has taken a productive approach in spending available capital resources to rebuild the system. Prudent capital investment has ensured passenger safety and comfort, improved operating performance and reduced maintenance costs.

The ongoing capital program seeks to balance the challenge of maintaining and preserving the existing network while expanding the system for new and increased levels of service.

Metra has used federal, state and local funding sources to transform the system. Initiatives such as the Transportation Equity Act for the 21st Century have been key to these efforts, especially in the form of new start monies.

In November 2001, Metra received Full Funding Grant Agreements for three major new service projects, including expanded operations on the North Central Service; extension of the SouthWest Service Line to Manhattan, Ill.; and extension of the Union Pacific West Line to Elburn, Ill. Service improvements will be in place by late 2005.

With the reauthorization of TEA 21, Metra intends to build on its past record of success by continuing to focus on core capacity improvements and strategic system expansion. The two core capacity projects on the Union Pacific North and Northwest lines will benefit approximately 60% of our current customers. These projects will enable us to provide significant improvements in service reliability coupled with reductions in operating costs.

The proposed new lines, known as the STAR (Suburban Transit Access Route) Line and the SouthEast Service Line, takes Metra, but more importantly the region into the 21st century, by providing commuter rail service to expanding segments of our region.

Metra intends to proceed on each project in the next federal transportation authorization bill.

The STAR Line

Metra's proposed initial phase of the STAR Line would create a suburban transportation grid, connecting nearly 100 communities in the region and complementing existing suburb-to-city service. It should be noted that opportunities exist and

The proposal divides the service into two segments, with the north-south portion running along 36 miles of the existing Elgin, Joliet & Eastern Railway tracks from Joliet to Hoffman Estates. The second stretch, or Northwest Corridor segment, would run east along the median of Interstate 90 from Hoffman Estates to O'Hare International Airport. Altogether, the STAR Line will have 17 stops.

The 55-mile STAR Line would lie within five miles of many of the region's largest housing developments. Additionally, it would serve many major business headquarters, hospitals, college campuses, and shopping malls.

The STAR Line also would allow for seamless connection points to three existing Metra lines that feed from Chicago to the suburbs, marking a new day for inter-suburban transportation and giving motorists an alternative to the automobile.

The SouthEast Service Line

The SouthEast Service Line proposal calls for a new commuter line from Crete, Ill., to Chicago's LaSalle Street Station. The proposed services will have a radial alignment and add another important "spoke on the wheel" among Metra's existing network of routes oriented toward the City of Chicago.

The proposed 35-mile line will run along Union Pacific/CSX railroad tracks. The new services will add as many as 9 new stations, with service terminating at LaSalle Street Station which is located in the financial district of Chicago.

It will link over 20 Will and South Cook county communities that have experienced significant growth, and more growth is forecast over the next decade. Many communities have established Tax Increment Financing districts, giving new companies incentives to build commercial and residential properties, and encouraging existing companies to expand.

New Infrastructure Initiatives

Metra also announced two new initiatives that are expected to impact more than 60 percent of its customer base. In concert, these initiatives address key bottlenecks and will deliver service and industry-leading on-time performance.

- Union Pacific Northwest Line: Population and job-based development along this line are projected to lead the region, with some communities projected to grow by as much as 56 percent in the next 20 years. This project involves extending the McHenry Branch north to a new station in Johnsburg, Ill., adding central train control signaling, and building a new rail yard at Johnsburg to allow for more train capacity and more efficient maintenance operations. The infrastructure improvements will add capacity for more trains; expand service to a regionally growing segment of the region in McHenry and Lake counties; increase train speed and reliability and reduce maintenance costs.
- Union Pacific West Line: Metra is pursuing funding to create greater flexibility on this line, which operates on one of the nation's major pathways for freight traffic, to manage freight congestion and create growth in frequency and efficiency of commuter service. Key upgrades include tripletracking a five-mile segment, adding new crossovers, and upgrading signal systems. All these improvements will significantly increase core capacity, thereby improving service and attracting new riders. Also included with this project is the relocation and renovation of Metra's A-2 Interlocker. As in all transportation networks, choke points have continuing and rippling effects on the operational performance and limit the capacity of the system. A-2 is Metra's "Hillside Strangler" being the busiest railroad crossing in the region.

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Physical	Descrip		Number of Stations in Illinois	Number of Stations Out of State	Total Stations	Accessible Stations Partial	Accessible Stations Full	Rolling Stock Locomotives	Rolling Stock Trailer Cars	Rolling Stock Cab Cars	Rolling Stock ctric Propelled	Track Miles	Route Miles
Carrier/Line	Location of Outlying Terminal	Downtown Chicago Terminal	Nu Statior	Numbe Out	Tota	Accessi	Accessi	Rolli	Rolli	Rolli	Rolling Electric	Tra	Roc
Burlington Northern Santa Fe	Aurora, IL (Kane Co.)	CUS*	27	0	27	7	12	27	133	30	0	144.0	37.5
Union Pacific North	Kenosha, WI (Kenosha Co.)	OTC#	25	1	26	0	20					107.5	51.6
Northwest	Harvard, IL (McHenry Co.)	ОТС	21	0	21	4	12					161.1	63.1
West McHenry Branch	Geneva, IL (Kane Co.) McHenry, IL	ОТС	17	0	17	3	11					128.0	35.5
Total***	(McHenry Co.)	ОТС	1 61	0	1 62	1	0 41	51	263	62	0	8.0 402.0	7.4 154.7
South Shore Line (NICTD)**	South Bend, IN (St Joseph Co.)	Randolph	8	12	20	0	5	0	0	0	78	148.9	90.1
Electric District Main Line	University Pk, IL (Will Co.)	Randolph	34	0	34	0	14					86.0	31.5
Blue Island Branch	Blue Island, IL (Cook Co.)	Randolph	7	0	7	0	1					5.0	4.4
So Chicago Branch Total***	Chicago, IL (Cook Co.)	Randolph	8 49	0	8 49	0	2 17	0	0	0	165	11.3 102.3	4.7 40.6
Heritage Corridor	Joliet, IL (Will Co.)	CUS	6	0	6	0	6	3	9	3	0	78.0	37.2
Milwaukee District North	Fox Lake, IL												
West	(Lake Co.) Elgin, IL	CUS	21	0	21	4	14					97.0	49.5
Total**	(Kane Co.)	CUS	23 42	0	23 42	3 7	15 27	30	109	52	0	96.0 179.6	39.8 83.9
North Central Service	Antioch (Lake Co.)	CUS	14	0	14	0	14	4	14	3	0	60.7	52.8
SouthWest Service	Orland Park, IL (Cook Co.)	CUS	10	0	10	0	9	4	18	4	0	44.5	28.9
Rock Island Main Line Beverly Branch	Joliet, IL (Will Co.) Blue Island, IL	LaSalle St.	14	0	14	3	10					84.0	40.2
Total***	(Cook Co.)	LaSalle St.	12 25	0	12 25	5 8	4 13	21	76	30	0	13.3 97.1	6.6 46.8
System Totals***			228	13	241	30	133	140	622	184	243	1,189.4	545.8

^{*}CUS=Chicago Union Station
#OTC=Ogilvie Transportation Center
**South Shore Line service to South Bend, Ind., is operated by the Northern Indiana Commuter Transportation District, using Metra Electric District tracks from downtown to 115th Street in Chicago. Metra contributes 21% of South Shore Line operating costs, based on the number of Illinois residents who use this service.
***Totals adjusted to avoid double-counting.

Operating & Service Characteristics

	Reve	enue Trai	ns	Train Miles	Car Miles	Sc Weekday	heduled Spee Weekday	ds Weekend/	On-Time F	Performance Jan-Jun 03
Carrier/Line	Weekday	Sat	Sun/Hol	Jul 02-Jun 03	Jul 02-Jun 03	Peak	Off-Peak	Holiday	Average	Average
Burlington Northern										
Santa Fe	94	28	18	951,300	6,750,049	36.0	28.6	29.7	95.3%	95.7%
Union Pacific										
North	62	22	16	689,765	3,775,041	31.0	27.5	27.7	97.8%	98.5%
Northwest	63	27	15	932,381	6,079,828	34.3	30.4	31.8	97.7%	98.1%
West	59	20	14	549,046	3,410,155	31.8	31.1	31.1	95.2%	95.1%
Total	184	69	45	2,171,192	13,265,024				96.9%	97.3%
South Shore										
Line (100%)	41	21	21	768,867	3,564,447	35.2	37.2	38.6	89.9%	91.5%
Electric District										
Main Line	79	46	20	714,389	3,643,292	32.0	29.7	29.4	97.6%	98.6%
Blue Island	37	30	0	151,295	441,988	24.1	23.0	22.8	98.7%	99.0%
So. Chicago	54	48	20	225,828	885,155	19.3	16.7	18.8	98.8%	99.1%
Total	170	124	40	1,091,512	4,970,435				98.2%	98.8%
Heritage										
Corridor	6	0	0	57,106	228,642	35.2			92.4%	93.6%
Milwaukee										
District										
North	58	20	18	734,937	4,139,014	32.5	31.5	31.7	92.4%	96.2%
West	58	24	18	658,373	4,412,147	30.0	27.4	29.1	95.5%	97.2%
Total	116	44	36	1,393,310	8,551,161				94.0%	96.7%
North Central										
Service	10	0	0	134,492	673,035	35.4	35.1		85.8%	90.2%
SouthWest Service	16	0	0	129,037	1,002,641	24.7	25.4		96.4%	95.7%
Rock Island District	68	20	16	702,589	4,570,378	29.2	26.7	30.1	98.4%	97.9%
System Totals	705	308	176	7,399,405	43,575,812	31.9	28.8	29.5	96.1%	96.9%

Commuter Rail Stations by Fare Zone

Zone	Burlinton Northern Santa Fe	Electric Main Line	Electric Blue Island	Electric South Chicago	Heritag Corrido		Milwauke North		Milwauke West	e	North C Servi		Rock Isl Main L		Rock Island Branch Line		SouthWe Service		Union Pao North		Union Paci Northwe		Union Pac West	ific
1.0-5.0)	CUS 0.0 Halsted 1.8 Western 3.8	Randolph 0.0 Van Buren 0.8 Roosevelt 1.4 18th 2.2 23rd 2.7 27th 3.2			CUS	0.0	CUS Western		CUS Western	0.0 2.9	CUS Western	0.0 2.9	La Salle	0.0			CUS	0.0	CPT Clybourn	0.0 2.9	CPT Clybourn	0.0 2.9	CPT Kedzie	0.0 3.6
.1-10.0)	Cicero 7.0 Clyde 8.5 LaVergne 9.1 Berwyn 9.6 Harlem 10.1	47th 5.9 53rd 6.5 56th 7.0 59th 7.4 63rd 7.9 75th 9.3 79th 10.0		StoneyIsInd 9.	7 3 9 5 0		Healy Grayland Mayfair		Hermosa Cragin Hanson Park Galewood Mars Mont Clare	5.9 7.0 7.7 8.6 9.1 9.5			Gresham	9.8					Ravenswood Rogers Park	6.5 9.4	Irving Park JeffersonPark GladstnePark	7.0 9.1 10.1	Oak Park River Forest	8.5 9.7
0.1-15.0)	Riverside 11.1 Hollywood 11.8 Brookfield 12.3 CongPark 13.1 La Grange 13.8 Stone Ave 14.2	83rd 10.4 87th 10.9 91st 11.4 95th 12.0 103rd 13.0 107th 13.5 111th 14.0 115th 14.5			Summit	11.9		11.6	ElmwoodPark River Grove Franklin Park Mannheim	10.2 11.4 13.2 14.0	River Grove	11.4	95th St WashHts	10.9 12.0	91st 95th 99th 103rd 107th 111th		Vrightwood Ashburn	11.2 12.6	Main St Davis Central Wilmette	11.0 12.0 13.3 14.4	NorwoodPark Edison Park Park Ridge Dee Road	11.4 12.6 13.5 15.0	Maywood Melrose Park Bellwood Berkeley	10.5 11.3 12.6 14.3
5.1-20.0)	WstrnSprings15.5 Highlands 16.4 Hinsdale 16.9 W. Hinsdale17.8 ClarendnHills18.3 Westmont 19.5	137th 17.3 Ivanhoe 18.2 147th 19.0 Harvey 20.0	StewartRidge 1 W. Pullman 1 Racine 1 Ashland 1 Burr Oak 1	5.6 5.0 5.7 7.0 7.9 3.4	WillwSprings	17.5		16.2 17.4 18.8	Bensenville Wood Dale	17.2 19.1	O'HareTrnsfr	17.1	Vermont Robbins Midlothian	15.7 17.2 18.4	Prairie	15.8	Dak Lawn Chicago Ridge Worth	15.2 16.8 18.2	Kenilworth Indian Hill Winnetka HubbardWds Glencoe	15.2 15.8 16.6 17.7 19.2	Des Plaines Cumberland Mt Prospect	17.1 18.6 20.0	Elmhurst Villa Park Lombard	15.7 17.8 19.9
20.1-25.0)	Fairview Ave20.4 Main St 21.2 Belmont 22.6 Lisle 24.5	Hazel Crest 22.3 Calumet 22.8 Homewood 23.5 Flossmoor 24.9			Lemont	25.3		23.0		21.1 23.0 23.9	ProspectHghts	3 24.0	Oak Forest Tinley Park 80th Ave	20.4 23.5 25.1		1	alos Park 43rd 53rd	20.3 23.6 25.2	Braeside Ravinia HighlandPark Highwood	20.5 21.5 23.0 24.5	ArlingtonHts ArlingtonPk		Glen Ellyn College Ave Wheaton	22.4 23.8 25.0
25.1-30.0)	Naperville 28.5	OlympiaFields26.0 211th 27.6 Matteson 28.2 RichtonPark 29.3					Lake Forest	28.4	Schaumburg HanoverPark Bartlett	26.5 28.4 30.1	Wheeling BuffaloGrove	27.2 29.5	HickoryCreek Mokena	27.5 29.6		1	79th	28.9	FortSheridan Lake Forest	25.7 28.3	Palatine	26.8	Winfield WestChicago	27.5 29.8
i 30.1-35.0)	Route 59 31.6	UnivPark 31.5			Lockport	32.9					Prairie View Vernon Hills	31.6 33.0	New Lenox	34.0					Lake Bluff Great Lakes N Chicago	30.2 32.2 33.7	Barrington	31.9		
I 30.1-35.0)	Aurora 37.5				Joliet	37.2	Libertyville	35.5	National St Elgin Big Timber	36.0 36.6 39.8	Mundelein PraCrossing	36.9 40.7	Joliet	40.2					Waukegan	35.9	FoxRivGrove Cary	37.3 38.6	Geneva	35.5
0.1-45.0)							Round Lake Long Lake Ingleside	46.0 47.8	,		RndLkBeach Lake Villa	45.9 48.2							Zion WinthrpHar		Crystal Lake	43.2		
(5.1-50.0) (60.1-55.0)							Fox Lake	49.5			Antioch	52.8							Kenosha	51.5	Mc Henry Woodstock Harvard	50.6 51.6 63.1		

Burlington Northern Santa Fe		2002 Actual	Year-End Projected*	2004 Forecast	2005 Forecast	200 Foreca
Union Pacific 24,115,000 23,252,000 23,485,000 23,955,000 24,434,000 3,0000 3	assenger Trips		,			
South Shore 3.812,000 3.680,000 3.717,000 3.792,000 3.867,000 Electric District 11,576,000 11,202,000 11,314,000 11,540,000 11,771,000 11,771,000 11,771,000 11,771,000 11,771,000 11,771,000 11,771,000 12,258,000 10,810,000 12,258,000 10,810,000 10,92,000 1,1140,000 11,316,000 10,92,000 1,1140,000 11,316,000 10,92,000 1,1140,000 1,316,000 10,92,000 1,1140,000 1,316,000 1,312,000 1,316,000 3.680,000	Burlington Northern Santa Fe	14,685,000	14,448,000	14,593,000	14,885,000	15,182,00
Electric District	Union Pacific	24,115,000	23,252,000	23,485,000	23,955,000	24,434,00
Heritage Corridor 567,000 610,000 616,000 628,000 641,000 Milwaukee District 12,669,000 11,665,000 11,782,000 12,018,000 12,258,000 1,081,000 1,092,000 1,114,000 1,136,000 1,092,000 1,114,000 1,136,000 1,092,000 1,09	South Shore	3,812,000	3,680,000	3,717,000	3,792,000	3,867,00
Milwaukee District	Electric District	11,576,000	11,202,000	11,314,000	11,540,000	11,771,00
North Central Service 952,000 1,081,000 1,092,000 1,114,000 1,136,000 1,091,000 1,776,000 1,812,000 1,848,000 1,776,000 1,812,000 1,848,000 1,769,000 1,776,000 1,812,000 1,848,000 1,769,000 1,769,000 7,000,	Heritage Corridor	567,000	610,000	616,000	628,000	641,00
SouthWest Service 1,519,000 1,759,000 1,776,000 1,812,000 9,805,000 9,491,000 9,805,000 9,491,000 9,805,000 9,491,000 9,805,000 9,491,000 9,805,000 77,680,000 79,234,000 80,818,000 79,234,000 80,818,000 79,234,000 80,818,000 79,234,000 80,818,000 79,234,000 80,818,000 79,234,000 80,818,000 79,234,000 80,818,000 79,234,000 79,234,000 80,818,000 79,234,00	Milwaukee District	12,669,000	11,665,000	11,782,000	12,018,000	12,258,00
Rock Island 9,404,000 9,212,000 9,305,000 9,491,000 9,680,000 76,911,000 77,680,000 79,234,000 80,818,000 76,911,000 77,680,000 79,234,000 80,818,000 79,234,000 80,818,000 79,234,000 80,818,000 79,234,	North Central Service	952,000	1,081,000	1,092,000	1,114,000	1,136,00
System Total Year-to-Year Change 76,911,000 77,680,000 79,234,000 80,818,000 79,0	SouthWest Service	1,519,000	1,759,000	1,776,000	1,812,000	1,848,00
Seesager Miles	Rock Island	9,404,000	9,212,000	9,305,000	9,491,000	9,680,00
Sesenger Miles Surlington Northern Santa Fe 329,659,000 326,626,000 329,892,000 336,490,000 343,220,000 343,220,000 343,220,000 343,640,000 554,487,000 552,679,000 532,955,000 543,614,000 554,487,000 554,587,	System Total	79,300,000	76,911,000	77,680,000	79,234,000	80,818,0
Burlington Northern Santa Fe	Year-to-Year Change		-3.0%	1.0%	2.0%	2.0
Union Pacific S41,884,000 527,679,000 532,955,000 543,614,000 554,487,0 South Shore 112,597,000 108,579,000 109,665,000 111,858,000 114,095,0 Electric District 217,446,000 211,808,000 213,926,000 218,205,000 222,569,0 Heritage Corridor 15,130,000 16,188,000 16,350,000 16,677,000 17,011,0 Milwaukee District 302,625,000 280,830,000 283,638,000 289,311,000 295,097,0 North Central Service 29,245,000 33,081,000 33,412,000 34,080,000 34,762,0 SouthWest Service 28,655,000 32,681,000 33,008,000 33,668,000 34,341,0 System Total 7,766,029,000 17,724,497,000 17,741,742,000 17,765,77,000 1812,108,0 System Total 7,66,029,000 17,24,497,000 17,741,742,000 17,765,77,000 18,12,108,0 South Shore 3,133,000 31,120,000 31,130,000 31,120,000 31,130,000 31,120,000 31,130,000 31,120,000 31,130,000 31,120,000 31,130,000 31,120,000 31,130,	issenger Miles					
South Shore 112,597,000 108,579,000 109,665,000 111,858,000 114,095,000 Electric District 217,446,000 211,808,000 213,926,000 218,205,000 222,569,000 226,569,000 218,205,000 222,569,000 218,205,000 222,569,000 218,205,000 220,569,000 223,638,000 289,311,000 295,097,000 296,097,097,000 296,097,097,000 296,097,097,000 296,097,097,000 296,097,097,000 296,097,097,000 296,097,097,000 296,097,097,097,000 296,097,097,000 296,097,097,000 296,097,097,000 296,097,097,000 296,097,097,000 296,097,097,000 296,097,097,000 296,097,097,000 296,097,097,000 296,097,097,097,000	Burlington Northern Santa Fe	329,659,000	326,626,000	329,892,000	336,490,000	343,220,00
Electric District 217,446,000 211,808,000 213,926,000 218,205,000 222,569,000	Union Pacific	541,884,000	527,679,000	532,955,000	543,614,000	554,487,00
Heritage Corridor Milwaukee District 302,625,000 280,830,000 283,638,000 289,311,000 295,097,000 33,081,000 33,412,000 34,080,000 34,762,000 32,681,000 33,081,000 33,412,000 34,080,000 34,762,000 32,681,000 33,081,000 33,080,000 33,668,000 34,341,000 32,681,000 32,681,000 33,008,000 33,668,000 34,341,000 34,080,000 34,341,000 34,080,000 34,341,000 34,080,000 34,341,000 34,080,000 34,341,000 34,080,000 34,341,000 34,080,000 34,341,000 34,080,000 34,080,000 34,341,000 34,080,000 34	South Shore	112,597,000	108,579,000	109,665,000	111,858,000	114,095,0
Milwaukee District 302,625,000 280,830,000 283,638,000 289,311,000 295,097,00 North Central Service 29,245,000 33,081,000 33,412,000 34,080,000 34,762,00 SouthWest Service 28,655,000 32,681,000 33,008,000 33,668,000 34,341,00 Rock Island 188,789,000 187,025,000 188,896,000 192,674,000 196,527,00 System Total 1,766,029,000 1,724,497,000 1,741,742,000 1,776,577,000 1,812,108,00 Year-to-Year Change -2.4% 1.0% 2.0% 2.0 Evenue Car Miles Union Pacific 10,211,000 10,040,000 5,095,000 5,077,000 5,061,0 South Shore 3,133,000 3,120,000 3,130,000 3,120,000 3,113,0 Electric District 4,342,000 4,448,000 4,352,000 4,337,000 4,325,0 Heritage Corridor 227,000 227,000 227,000 227,000 5,471,000 5,455,0 North Central Service 576,000 574,000 576,000	Electric District	217,446,000	211,808,000	213,926,000	218,205,000	222,569,0
North Central Service 29,245,000 33,081,000 33,412,000 34,080,000 34,762,000 30,000 32,681,000 33,008,000 33,668,000 34,341,000 33,008,000 33,668,000 34,341,000 33,008,000 33,668,000 34,341,000 33,008,000 33,668,000 34,341,000 33,008,000 33,668,000 34,341,000 32,000 32,681,000 188,896,000 192,674,000 196,527,000 1,766,000 1,776,577,000 1,812,108,000 1,776,577,000 1,812,108,000 1,776,577,000 1,812,108,000 1,776,577,000 1,812,108,000 1,776,577,000 1,812,108,000 1,776,577,000 1,812,108,000 1,776,577,000 1,812,108,000 1,776,577,000 1,812,108,000 1,776,577,000 1,812,108,000 1,776,577,000 1,812,108,000 1,776,577,000 1,812,108,000 1,776,577,000 1,812,108,000 1,776,577,000 1,812,108,000 1,774,000 1,776,577,000 1,812,108,000 1,774,000 1,776,577,000 1,812,108,000 1,774,000 1,774,000 1,812,108,000 1,774,000 1,774,000 1,812,108,000 1,774,000 1,774,000 1,812,108,000 1,774,000 1,812,108,000 1,774,000 1,774,000 1,812,108,000 1,774,000 1,	Heritage Corridor	15,130,000	16,188,000	16,350,000	16,677,000	17,011,0
SouthWest Service 28,655,000 32,681,000 33,008,000 33,668,000 34,341,00 Rock Island 188,789,000 187,025,000 188,896,000 192,674,000 196,527,00 System Total 1,766,029,000 1,724,497,000 1,741,742,000 1,776,577,000 1,812,108,00 Evenue Car Miles 5,095,000 5,086,000 5,095,000 5,077,000 5,061,00 Burlington Northern Santa Fe 5,095,000 5,086,000 5,095,000 5,077,000 5,061,0 Union Pacific 10,211,000 10,040,000 10,214,000 10,178,000 10,149,0 South Shore 3,133,000 3,120,000 3,130,000 3,130,000 3,120,000 3,130,000 3,120,000 3,133,000 4,342,000 4,448,000 4,352,000 4,337,000 4,325,0 4,325,0 4,325,0 4,325,0 4,325,0 4,325,0 4,325,0 4,325,0 4,325,0 4,325,0 4,325,0 5,471,000 5,455,0 5,400 5,400 5,471,000 5,455,0 5,400 5,400 5,41,000 5,780,00 <td>Milwaukee District</td> <td>302,625,000</td> <td>280,830,000</td> <td>283,638,000</td> <td>289,311,000</td> <td>295,097,0</td>	Milwaukee District	302,625,000	280,830,000	283,638,000	289,311,000	295,097,0
Rock Island System Total Year-to-Year Change 1,766,029,000 1,724,497,000 1,741,742,000 1,776,577,000 1,812,108,000 1,724,497,000 1,741,742,000 1,776,577,000 1,812,108,000 1,741,742,000 1,776,577,000 1,812,108,000 1,776,577,000 1,812,108,000 1,776,000 1,77	North Central Service	29,245,000	33,081,000	33,412,000	34,080,000	34,762,00
System Total Year-to-Year Change 1,766,029,000 1,724,497,000 1,741,742,000 1,776,577,000 1,812,108,000	SouthWest Service	28,655,000	32,681,000	33,008,000	33,668,000	34,341,00
Year-to-Year Change -2.4% 1.0% 2.0% 2.0% evenue Car Miles Burlington Northern Santa Fe 5,095,000 5,086,000 5,095,000 5,077,000 5,061,000 Union Pacific 10,211,000 10,040,000 10,214,000 10,178,000 10,149,000 South Shore 3,133,000 3,120,000 3,130,000 3,120,000 3,113,000 Electric District 4,342,000 4,448,000 4,352,000 4,337,000 4,325,000 Heritage Corridor 227,000 227,000 227,000 227,000 226,000 226,000 Milwaukee District 5,500,000 5,432,000 5,491,000 5,471,000 572,0 SouthWest Service 576,000 574,000 576,000 574,000 574,000 538,0 Rock Island 2,799,000 2,841,000 2,798,000 2,788,000 2,779,0 System Total 32,427,000 32,306,000 32,426,000 32,311,000 32,217,0	Rock Island	188,789,000	187,025,000	188,896,000	192,674,000	196,527,00
Burlington Northern Santa Fe 5,095,000 5,086,000 5,095,000 5,077,000 5,061,0 Union Pacific 10,211,000 10,040,000 10,214,000 10,178,000 10,149,0 South Shore 3,133,000 3,120,000 3,130,000 3,120,000 3,113,0 Electric District 4,342,000 4,448,000 4,352,000 4,337,000 4,325,0 Heritage Corridor 227,000 227,000 227,000 226,000 226,0 Milwaukee District 5,500,000 5,432,000 5,491,000 5,471,000 5,455,0 North Central Service 576,000 574,000 576,000 574,000 572,0 SouthWest Service 543,000 539,000 543,000 541,000 538,0 Rock Island 2,799,000 2,841,000 2,798,000 32,311,000 32,217,000	System Total	1,766,029,000	1,724,497,000	1,741,742,000	1,776,577,000	1,812,108,00
Burlington Northern Santa Fe 5,095,000 5,086,000 5,095,000 5,077,000 5,061,000 Union Pacific 10,211,000 10,040,000 10,214,000 10,178,000 10,149,00 South Shore 3,133,000 3,120,000 3,130,000 3,120,000 3,113,000 Electric District 4,342,000 4,448,000 4,352,000 4,337,000 4,325,000 Heritage Corridor 227,000 227,000 227,000 227,000 226,000 226,000 Milwaukee District 5,500,000 5,432,000 5,491,000 5,471,000 5,455,00 North Central Service 576,000 574,000 576,000 574,000 574,000 574,000 538,00 Rock Island 2,799,000 2,841,000 2,798,000 2,788,000 2,779,00 System Total 32,427,000 32,306,000 32,426,000 32,311,000 32,217,000	Year-to-Year Change		-2.4%	1.0%	2.0%	2.0
Union Pacific 10,211,000 10,040,000 10,214,000 10,178,000 10,149,000 South Shore 3,133,000 3,120,000 3,130,000 3,120,000 3,113,000 Electric District 4,342,000 4,448,000 4,352,000 4,337,000 4,325,000 Heritage Corridor 227,000 227,000 227,000 226,000 226,000 Milwaukee District 5,500,000 5,432,000 5,491,000 5,471,000 5,455,000 North Central Service 576,000 574,000 574,000 574,000 574,000 572,000 SouthWest Service 543,000 539,000 543,000 541,000 538,000 Rock Island 2,799,000 2,841,000 2,798,000 2,788,000 2,779,000 System Total 32,427,000 32,306,000 32,426,000 32,311,000 32,217,000	evenue Car Miles					
South Shore 3,133,000 3,120,000 3,130,000 3,120,000 3,113,000 Electric District 4,342,000 4,448,000 4,352,000 4,337,000 4,325,000 Heritage Corridor 227,000 227,000 227,000 226,000 226,000 Milwaukee District 5,500,000 5,432,000 5,491,000 5,471,000 574,000 North Central Service 576,000 574,000 576,000 574,000 574,000 572,0 SouthVVest Service 543,000 539,000 543,000 541,000 538,0 Rock Island 2,799,000 2,841,000 2,798,000 2,788,000 2,779,0 System Total 32,427,000 32,306,000 32,426,000 32,311,000 32,217,0	Burlington Northern Santa Fe	5,095,000	5,086,000	5,095,000	5,077,000	5,061,0
Electric District 4,342,000 4,448,000 4,352,000 4,337,000 4,325,0 Heritage Corridor 227,000 227,000 227,000 226,000 226,00 Milwaukee District 5,500,000 5,432,000 5,491,000 5,471,000 5,455,0 North Central Service 576,000 574,000 576,000 574,000 574,000 572,0 SouthWest Service 543,000 539,000 543,000 541,000 538,0 Rock Island 2,799,000 2,841,000 2,798,000 2,788,000 2,779,0 System Total 32,427,000 32,306,000 32,426,000 32,311,000 32,217,0	Union Pacific	10,211,000	10,040,000	10,214,000	10,178,000	10,149,0
Heritage Corridor 227,000 227,000 227,000 226,000 226,000 Milwaukee District 5,500,000 5,432,000 5,491,000 5,471,000 5,455,0 North Central Service 576,000 574,000 576,000 574,000 572,0 SouthWest Service 543,000 539,000 543,000 541,000 538,0 Rock Island 2,799,000 2,841,000 2,798,000 2,788,000 2,779,0 System Total 32,427,000 32,306,000 32,426,000 32,311,000 32,217,0	South Shore	3,133,000	3,120,000	3,130,000	3,120,000	3,113,0
Milwaukee District 5,500,000 5,432,000 5,491,000 5,471,000 5,455,00 North Central Service 576,000 574,000 576,000 574,000 572,00 SouthWest Service 543,000 539,000 543,000 541,000 538,00 Rock Island 2,799,000 2,841,000 2,798,000 2,788,000 2,779,00 System Total 32,427,000 32,306,000 32,426,000 32,311,000 32,217,000	Electric District	4,342,000	4,448,000	4,352,000	4,337,000	4,325,0
North Central Service 576,000 574,000 576,000 574,000 572,0 SouthWest Service 543,000 539,000 543,000 541,000 538,0 Rock Island 2,799,000 2,841,000 2,798,000 2,788,000 2,779,0 System Total 32,427,000 32,306,000 32,426,000 32,311,000 32,217,0	Heritage Corridor	227,000	227,000	227,000	226,000	226,0
SouthWest Service 543,000 539,000 543,000 541,000 538,0 Rock Island 2,799,000 2,841,000 2,798,000 2,788,000 2,779,0 System Total 32,427,000 32,306,000 32,426,000 32,311,000 32,217,0	Milwaukee District	5,500,000	5,432,000	5,491,000	5,471,000	5,455,0
Rock Island 2,799,000 2,841,000 2,798,000 2,788,000 2,779,0 System Total 32,427,000 32,306,000 32,426,000 32,311,000 32,217,0	North Central Service	576,000	574,000	576,000	574,000	572,0
System Total 32,427,000 32,306,000 32,426,000 32,311,000 32,217,0	SouthWest Service	543,000	539,000	543,000	541,000	538,0
-	Rock Island	2,799,000	2,841,000	2,798,000	2,788,000	2,779,0
Year-to-Year Change -0.4% 0.4% -0.4% -0.	System Total	32,427,000	32,306,000	32,426,000	32,311,000	32,217,00
	Year-to-Year Change		-0.4%	0.4%	-0.4%	-0.3

Ridership Related Statistics - July 2002 - June 2003

		Р	'assenger	Loads (conductor	counts)			Annual	Annual	Annual	Avg Rev	Avg Trip
		Week	kday Aver	ages		Avg	Avg	Avg	Passenger	Passenger	Passenger	Per Psngr	Length
Carrier/Line	Peak	Reverse	Midday	Evening	Total	Saturday	Sunday	Week	Trips	Miles	Revenue*	Trip	(miles)
Burlington Northern Santa Fe	45,100	2,100	5,400	3,800	56,400	9,200	5,300	296,500	14,465,100	328,224,200	\$37,177,500	\$2.57	22.7
Union Pacific North	19,200	3,800	3,200	2,100	28,200	7,500	4,600	153,100	8,136,900	164,302,100	20,278,800	\$2.49	20.2
Northwest	29,000	2,500	3,900	1,800	37,200	7,900	5,000	198,900	8,979,200	228,596,000	24,507,100	\$2.73	25.5
West	23,200	1,100	2,500	1,400	28,200	5,300	3,000	149,300	6,547,900	145,653,700	16,303,400	\$2.49	22.2
Total	71,400	7,400	9,600	5,300	93,600	20,700	12,600	501,300	23,664,000	538,551,800	61,089,300	\$2.58	22.8
South Shore (NICTD)	9,900	300	1,800	700	12,600	3,800	2,500	69,300	3,724,300	110,541,400	13,464,500	\$3.62	29.7
Electric District Main Line	26,400	500	3,700	1,600	32,300	5,900	2,600	170,000	9,893,400	195,337,900	23,554,300	\$2.38	19.7
Blue Island	2,200	100	300	100	2,700	500	0	14,000	297,800	5,162,500	697,100	\$2.34	17.3
So Chicago	5,500	300	1,100	400	7,300	2,100	600	39,200	1,128,100	12,530,300	1,684,100	\$1.49	11.1
Total	34,100	900	5,100	2,100	42,300	8,500	3,200	223,200	11,319,300	213,030,700	25,935,500	\$2.29	18.8
Heritage Corridor	2,300	0	0	0	2,300	0	0	11,500	616,000	16,318,700	1,665,600	\$2.70	26.5
Milw. District North	16,600	1,600	2,300	1,600	22,100	3,400	2,100	116,000	6,114,100	148,088,700	16,694,300	\$2.73	24.2
West	17,400	900	2,200	1,000	21,500	3,900	2,400	113,800	5,972,100	142,518,700	15,835,900	\$2.65	23.9
Total	34,000	2,500	4,500	2,600	43,600	7,300	4,500	229,800	12,086,200	290,607,400	32,530,200	\$2.69	24.0
North Central Service	3,800	40	100	0	4,000	0	0	20,000	1,048,400	32,177,900	3,218,600	\$3.07	30.7
SouthWest Service	6,000	30	400	100	6,500	0	0	32,500	1,657,200	30,953,000	3,878,000	\$2.34	18.7
RI District	30,900	300	3,200	900	35,300	2,700	1,700	180,900	9,254,000	187,212,300	22,322,000	\$2.41	20.2
System Totals	237,400	13,500	30,000	15,500	296,500	52,200	29,800	1,565,000	77,834,500	1,747,617,400	\$201,281,200	\$2.59	22.5

Note: Values rounded to nearest 100. Values less than 50 rounded to nearest 10.

^{*}Includes proceeds from 5% Capital Farebox Financing Program.

Ticket Sales by Ticket Type • July 2002 - June 2003

Carrier/Line	Monthly	25-Ride	Ten-Ride	Station One-Way	Conductor One-Way	Weekend	Link-Up	PlusBus
Burlington								
Northern								
Santa Fe	220,100	N/A	331,500	832,400	378,800	179,900	15,000	9,700
Union Pacific								
North	99,000	N/A	241,900	535,300	535,200	160,000		
Northwest	118,800	N/A	212,100	726,400	578,600	178,400		
West	92,400	N/A	151,000	451,400	332,700	112,300		
Total	310,200	N/A	605,000	1,713,000	1,446,400	450,700	11,600	3,000
South Shore (NICTD)	50,600	14,200	21,900	562,500	415,300	N/A	N/A	N/A
Electric District								
Main Line	144,700	N/A	186,500	955,300	542,000	91,100		
Blue Island	4,500	N/A	4,800	36,100	16,400	2,100		
So Chicago	15,300	N/A	24,300	163,700	62,900	400		
Total	164,500	N/A	215,600	1,155,100	621,300	93,600	10,300	1,000
Heritage Corridor	11,200	N/A	10,700	12,800	12,700	100	**	**
Milwaukee District								
North	79,500	N/A	161,600	389,500	401,500	114,400		
West	87,100	N/A	115,700	421,600	367,100	116,600		
VVCSt	07,100	TN//A	113,700	421,000	307,100	110,000		
Total	166,600	N/A	277,300	811,000	768,600	231,000	9,100	1,900
North Central Service	16,900	N/A	21,500	27,600	77,600	500	200	100
SouthWest Service	29,400	N/A	30,100	44,200	47,600	700	**	**
Rock Island District	148,700	N/A	189,800	528,400	262,400	70,500	7,900	300
System Totals	1,118,300	14,200	1,703,400	5,687,200	4,030,700	1,026,900	54,100	16,100

^{**}Included with Milwaukee District sales

N/A: Not Available

Fare Structure

Commuter rail fares are set according to travel between designated fare zones, which are set at five-mile intervals beginning at each rail line's downtown Chicago terminal. The zone system does not apply to the South Shore fares, which are set by the Northern Indiana Commuter Transportation District (NICTD).

A base fare is charged for travel within a zone and increments are added as zone boundaries are crossed. The present base fare is \$1.85, and the incremental charge is \$0.40 for most zones.

Within the general structure of zones and one-way fares, an assortment of ticket forms and purchasing methods is designed to allow maximum flexibility in the use of Metra services. Most customers pay their fares prior to boarding, using either a time-limited ticket (i.e., monthly or weekend) or a trip-limited ticket (i.e., one-way or ten-ride). Riders can also purchase their transportation while on board a train, although a \$2 service charge is assessed if a ticket agent was on duty at the time and place of boarding. Tickets can be bought over the counter at stations staffed by agents, by mail (monthly and ten-ride tickets only), from vending machines on the Metra Electric District lines, or by the internet (monthly and ten-ride). The table below is a presentation of the pricing formula associated with each ticket form and other features of rail tickets.

Fares are also classified as full-fare or reduced. Riders eligible for reduced fares include elderly and mobility limited persons who are in possession of an RTA

Special User Card, children aged 7-11, students (high school age and below, traveling to and from school) and military personnel traveling in uniform. Children under the age of 7 travel free if accompanied by a farepaying adult passenger.

With their substantial price incentive, and the convenience of an unlimited ride "flash" ticket, monthly tickets account for about 62% of all passenger trips. The full-fare ten-ride ticket is priced at a 15% discount relative to an equivalent one-way rate and accounts for nearly 23% of all passenger trips.

Following are other features of Metra's pricing structure: The Regional Rail Ticket Program allows holders of monthly or ten-ride tickets to travel on any other Metra line (except the South Shore). However, travel beyond the fare zone limits of the ticket involves a surcharge of \$1 for the first zone and \$.50 for each additional zone line crossed.

Several fare programs are available to riders transferring between Metra and services provided by CTA and Pace. The \$36 LINK-UP STICKER affixes to Metra monthly tickets and is accepted on peak-period CTA service and most Pace routes. A \$1 shuttle fare for selected downtown CTA bus routes is available to commuters during morning and afternoon rush hours. Pace offers a \$30 monthly PLUSBUS STICKER, which allows unlimited use of the Pace System for monthly Metra ticket holders. Metra provides financial support to all three programs.

Metra Ticket	Pricing Formula		
Ticket Type	Period of Validity	Number of Rides	Pricing Basis
Monthly*	Calendar Month	Unlimited	27.0 times one-way fare
Ten-Ride*	One Year	Ten	8.5 times one-way fare
One-Way*	One Year	One	Base fare plus increments
Weekend	Saturday/Sunday	Unlimited	Flat rate - \$5

^{*} These ticket types are offered at a reduced rate to senior citizens, persons with disabilities, children and students through high school traveling to and from school. Military personnel in uniform are entitled to reduced one-way ticket rates.

Special-User Fare Schedule (Effective June 1, 2002)

ZONE MILES	TICKET	Α	В	С	D	E	F	G	Н	I	J	K	L	М
	Monthly	33.75		!	!									
А	Ten-Ride	9.00												
	One-Way	0.90												
	Monthly	37.50	33.75											
В	Ten-Ride	10.00	9.00											
	One-Way	1.00	0.90	i ! !										
	Monthly	54.40	37.50	33.75										
С	Ten-Ride	14.50	10.00	9.00										
	One-Way	1.45	1.00	0.90										
	Monthly	61.90	54.40	37.50	33.75									
D	Ten-Ride	16.50	14.50	10.00	9.00									
	One-Way	1.65	1.45	1.00	0.90									
	Monthly	69.40	61.90	54.40	37.50	33.75								
E	Ten-Ride	18.50	16.50	14.50	10.00	9.00								
	One-Way	1.85	1.65	1.45	1.00	0.90								
	Monthly	78.90	69.40	61.90	54.40	37.50	33.75							
F	Ten-Ride	20.50	18.50	16.50	14.50	10.00	9.00							
	One-Way	2.05	1.85	1.65	1.45	1.00	0.90							
	Monthly	84.40	78.90	69.40	61.90	54.40	37.50	33.75						
G	Ten-Ride	22.50	20.50	18.50	16.50	14.50	10.00	9.00						
	One-Way	2.25	2.05	1.85	1.65	1.45	1.00	0.90						
	Monthly	91.90	84.40	78.90	69.40	61.90	54.40	37.50	33.75					
Н	Ten-Ride	24.50	22.50	20.50	18.50	16.50	14.50	10.00	9.00					
	One-Way	2.45	2.25	2.05	1.85	1.65	1.45	1.00	0.90					
	Monthly	99.40	91.90	84.40	78.90	69.40	61.90	54.40	37.50	33.75				
	Ten-Ride	26.50	24.50	22.50	20.50	18.50	16.50	14.50	10.00	9.00				
	One-Way	2.65	2.45	2.25	2.05	1.85	1.65	1.45	1.00	0.90				
	Monthly	106.90	99.40	91.90	84.40	78.90	69.40	61.90	54.40	37.50	33.75			
J	Ten-Ride	28.50	26.50	24.50	22.50	20.50	18.50	16.50	14.50	10.00	9.00			
	One-Way	2.85	2.65	2.45	2.25	2.05	1.85	1.65	1.45	1.00	0.90			
	Monthly	114.40	106.90	99.40	91.90	84.40	78.90	69.40	61.90	54.40	37.50	33.75		
K	Ten-Ride	30.50	28.50	26.50	24.50	22.50	20.50	18.50	16.50	14.50	10.00	9.00		
	One-Way	3.05	2.85	2.65	2.45	2.25	2.05	1.85	1.65	1.45	1.00	0.90		
	Monthly	121.90	114.40	106.90	99.40	91.90	84.40	78.90	69.40	61.90	54.40	37.50	33.75	
L	Ten-Ride	32.50	30.50	28.50	26.50	24.50	22.50	20.50	18.50	16.50	14.50	10.00	9.00	
	One-Way	3.25	3.05	2.85	2.65	2.45	2.25	2.05	1.85	1.65	1.45	1.00	0.90	
	Monthly	129.40	121.90	114.40	106.90	99.40	91.90	84.40	78.90	69.40	61.90	54.40	37.50	33.7
М	Ten-Ride	34.50	32.50	30.50	28.50	26.50	24.50	22.50	20.50	18.50	16.50	14.50	10.00	9.0
	One-Way	3.45	3.25	3.05	2.85	2.65	2.45	2.25	2.05	1.85	1.65	1.45	1.00	0.9

Adult Fare Schedule (Effective June 1, 2002)

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Deviations from Previously Adopted RTA Three-Year Program

(Fiscal Years 2003-2005)

Section 3B.10 of the Regional Transportation Authority Act (as amended November 9, 1983) requires that the proposed One-Year Commuter Rail Program address any deviations from the RTA's previously adopted Three-Year Program. Differences in projections for Fiscal Year 2004 are in the following table. Minor differences are not addressed.

i iscai icai Zi	004 Projections		
Program Category Pr	As Adopted in RTA's Three Year ogram (2003-2005)	As Currently Proposed	Remarks
Passenger Revenue	\$191,252,000	\$181,948,000	The proposed revenue projection is reduced \$9.3 million from the prior Plan. The region remains in a protracted economic slowdown with a continuing loss of ridership.
Other Revenue	\$58,292,000	\$64,190,000	Capital Credit revenue is projected to increase due to greater than projected increases in capital projects and improved processes for identifying capital project administration which increased capital credits.
Total Expense	\$471,709,000	\$468,925,000	Cost control measures are in place and are projected to reduce costs in line with lowered revenue projections.

METRA - METROPOLITAN RAIL	2004 PROJE	CTED CASH	FLOW SUM	MARY									
	JANUARY	FEBRUARY	MARCH	APRIL	MAY	JUNE	JULY	AUGUST S	EPTEMBER	OCTOBER	NOVEMBER	DECEMBER	TOTAL
BEGINNING BALANCE													
December 31, 2003	\$60,425,000												
OPENING BALANCE LINE		\$60,433,967	\$57,055,933	\$56,963,720	\$61,086,696	\$57,729,971	\$55,004,852	\$52,948,541	\$51,341,757	\$49,984,602	\$49,772,966	\$48,816,381	
SOURCE OF FUNDS:													
OPERATING REVENUE	20,084,849	18,706,477	19,666,415	19,395,663	20,478,670	20,847,877	21,733,973	21,610,904	20,330,987	21,807,814	21,857,042	19,617,187	246,137,858
PUBLIC FUNDING -													
2004 BUDGET	18,400,000	18,691,000	22,515,000	16,790,000	17,206,000	18,120,000	19,646,000	19,626,000	20,409,000	19,694,000	19,399,000	19,367,000	229,863,000
PUBLIC FUNDING -													
2003 FUNDING POLICY	0	0	0	9,076,000	0	0	0	0	0	0	0	0	9,076,000
CAPITAL FAREBOX PROCEEDS	737,894	687,254	722,521	712,574	752,362	765,926	798,480	793,959	746,936	801,193	803,002	718,899	9,041,000
FTA CAPITAL GRANTS	16,349,286	16,349,286	16,349,286	16,349,286	16,349,287	16,349,287	18,234,314	18,234,314	18,234,314	18,234,315	18,234,315	18,234,315	207,501,605
(FTA SHARE)													
DOT CAPITAL GRANTS	2,983,186	2,983,186	2,983,186	2,983,186	2,983,186	2,983,186	3,516,486	3,516,487	3,516,488	3,516,488	3,516,489	3,516,489	38,998,043
(IDOT SHARE/OTHER)													
RTA CAPITAL GRANTS	14,293,318	14,593,318	17,793,317	14,619,475	14,619,476	19,119,477	18,836,006	14,836,007	18,336,010	15,089,342	15,089,343	17,089,346	194,314,435
(RTA SHARE/100%)													
TOTAL SOURCE OF FUNDS	\$72,848,533	\$72,010,521	\$80,029,725	\$79,926,184	\$72,388,981	\$78,185,753	\$82,765,259	\$78,617,671	\$81,573,735	\$79,143,152	\$78,899,191	\$78,543,236	\$934,931,941
USE OF FUNDS													
OPERATING EXPENSE	\$36,056,580	\$38,305,569	\$39,838,953	\$38,694,065	\$38,636,561	\$39,301,726	\$40,375,968	\$39,778,851	\$38,985,282	\$38,655,847	\$39,156,832	\$41,138,505	\$468.924.739
FTA/LOCAL SHARE	, , , , , , , , , , , , , , , , , , , ,	1	, , ,	+,,,	, , ,	701,001,000	+ , ,	701/110/001	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	700,000,000	101,100,000	, ,	
PROJ. FTA SHARE	8,482,620	8,482,620	8,482,620	8,482,620	8,482,620	8,482,620	10,367,647	10,367,647	10,367,647	10,367,648	10,367,648	10,367,648	113,101,605
FTA/LOCAL SHARE													
PROJ. FTA SHARE NEW START	7,866,666	7,866,666	7,866,666	7,866,666	7,866,667	7,866,667	7,866,667	7,866,667	7,866,667	7,866,667	7,866,667	7,866,667	94,400,000
FTA/LOCAL SHARE PROJ.													
IDOT SHARE	1,421,328	1,421,328	1,421,328	1,421,328	1,421,328	1,421,328	1,737,178	1,737,178	1,737,178	1,737,178	1,737,179	1,737,179	18,951,038
FTA/LOCAL SHARE PROJ.													
RTA SHARE	30,319	30,319	30,319	30,319	30,319	30,319	37,056	37,056	37,056	37,056	37,056	37,057	404,251
FTA/LOCAL SHARE PROJ.													
RTA SHARE BONDS NEW START	1,383,333	1,383,333	1,383,333	1,383,333	1,383,333	1,383,333	1,383,333	1,383,333	1,383,334	1,383,334	1,383,334	1,383,334	16,600,000
FTA/LOCAL SHARE PROJ.													
IDOT NEW START	583,333	583,333	583,333	583,333	583,333	583,333	583,333	583,333	583,334	583,334	583,334	583,334	7,000,000
FTA/LOCAL SHARE PROJ.													
METRA SHARE	669,008	669,008	669,008	669,008	669,008	669,008	817,677	817,677	817,677	817,677	817,678	817,678	8,920,112
100% IDOT FUNDED PROJECTS	978,525	978,525	978,525	978,525	978,525	978,525	1,195,975	1,195,976	1,195,976	1,195,976	1,195,976	1,195,976	13,047,005
100% RTA FUNDED PROJECTS													
DISCRETIONARY	21,573	21,573	21,573	21,573	21,573	21,573	26,367	26,367	26,367	26,368	26,368	26,368	287,643
100% RTA FUNDED PROJECTS													
BONDS I FIRST A	4,987,178	5,287,178	8,487,178	5,357,177	5,357,178	9,857,179	9,567,177	5,567,178	9,067,180	5,820,511	5,820,512	7,820,514	82,996,140
100% RTA FUNDED PROJECTS													
BONDS SCIP II BONDS A	7,870,915	7,870,915	7,870,914	7,827,073	7,827,073	7,827,073	7,822,073	7,822,073	7,822,073	7,822,073	7,822,073	7,822,073	94,026,401
100% METRA FUNDED PROJECTS	2,488,188	2,488,188	2,488,188	2,488,188	2,488,188	2,488,188	3,041,119	3,041,119	3,041,119	3,041,119	3,041,119	3,041,118	33,175,841
TOTAL USE OF FUNDS	\$72,839,566	\$75,388,555	\$80,121,938	\$75,803,208	\$75,745,706	\$80,910,872	\$84,821,570	\$80,224,455	\$82,930,890	\$79,354,788	\$79,855,776	\$83,837,451	\$951,834,775
NET CHANGE	8,967	(3,378,034)	(92,213)	4,122,976	(3,356,725)	(2,725,119)	(2,056,311)	(1,606,784)	(1,357,155)	(211,636)	(956,585)	(5,294,215)	(16,902,834)
ENDING BALANCE	\$60,433,967	\$57,055,933	\$56,963,720	\$61,086,696	\$57,729,971	\$55,004,852	\$52,948,541	\$51,341,757	\$49,984,602	\$49,772,966	\$48,816,381	\$43,522,166	
<u> </u>													

Ordinance

Commuter Rail Board, Ordinance No. MET 03-32

This proposed budget and financial plan is submitted to comply with Section 4.11 of the RTA Act. The following 2004 Operating and Capital Program and Budget is based upon the funding estimates provided by the Regional Transportation Authority.

WHEREAS, the Board of Directors of the Commuter Rail Division of the Regional Transportation Authority has prepared and distributed a Preliminary 2004 Operating and Capital Program and Budget, and

WHEREAS, the Commuter Rail Board has held at least one public hearing in each of the counties in the metropolitan region in which the Division provides service, and

WHEREAS, the Commuter Rail 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 RTA Board has advised the Commuter Rail Board of funding estimates;

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 2004 Operating and Capital Program and Budget, the 2005-2006 Financial Plan, and the 2005-2008 Capital Program, a copy of which is attached hereto and made a part hereof, and further authorizes its transmittal to the Board of Directors of the Regional Transportation Authority ("Authority") in full compliance with Section 4.11 of the RTA Act, as amended.
- 2. The Chairman of the Commuter Rail Division and, at the Chairman's designation, the Executive Director of the Commuter Rail Division are hereby authorized and directed to take such action as they deem 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, 2004 and ending December 31, 2004. 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 capital projects as provided in Section 8 through 10 of this Ordinance for the fiscal year beginning January 1, 2004 and ending December 31, 2004. Sections 8 through 10 or this Ordinance shall constitute the capital budget for project expenditures incurred during the fiscal year beginning January 1, 2004 and ending December 31, 2004.
- 5. The estimated Commuter Rail Division revenues expected to be available from all sources during 2004 are (In 000's):

2004 System Generated Revenues\$246,1382004 Metra Sales Tax222,787Total Sources of Operating Funds\$468,925

November, 2003

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 \$468,925

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

Operating Revenues \$246,138 Operating Expenses 468,925 Total Funded Deficit \$222,787

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, 2003, is hereby reappropriated to meet all obligations of the Commuter Rail Division incurred during the fiscal year beginning January 1, 2004 and ending December 31, 2004 (In 000's).

Total Estimated Cost of Continuation Projects:

\$875,687

9. The estimated Commuter Rail Division Capital Funds expected to be available from all sources to finance the 2004 Capital Program are (In 000's):

Federal Transit Administration

\$167,130

25,840

Regional Transportation Authority
SCIP Bonds (Illinois FIRST)
RTA Bonds
RTA Bonds (Reissued)
RTA Subtotal
117,000
117,000
117,000
117,600
11,680
134,080

Illinois Department of Transportation

Metra

Sales Tax10,044FY 2004 Farebox Capital9,041Reobligation of Prior Years' Funds2,000Metra Subtotal21,085

Total Sources of 2004 Capital Funds

\$348,135

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, 2004 and ending December 31, 2004 (In 000's):

Rolling Stock	\$123,400
Track & Structure	43,020
Signal, Electrical & Communications	26,150
Support Facilities & Equipment	7,000
Stations & Parking	49,092
Extensions & Expansions	84,727
Miscellaneous	14,746

Total Uses of 2004 Capital Funds

\$348,135

Public Hearings

The legal notice of the 2003 public hearings was published in the Chicago Sun-Times on October 17, 2003. The legal notice also appeared in the following local newspapers: Northwest Herald (Crystal Lake), Herald News (Joliet), Courier News (Elgin), and News Sun (Waukegan).

The Commuter Rail Division of the Regional Transportation Authority (Metra) held public hearings on its proposed Operating and Capital Program and Budget for Fiscal Year 2004 (January 1, 2004 to December 31, 2004). Listed at right are the dates, times and locations of the Public Hearings.

Suburban Cook - (North)

Wednesday, November 5, 2003 • 4:00 - 7:00 P.M. Arlington Heights Village Hall Buechner Room 33 S. Arlington Heights Road Arlington Heights, Illinois

Chicago

Thursday, November 6, 2003 • 4:00 - 7:00 P.M. Metra 13th Floor Board Room 547 W. Jackson Blvd. Chicago, Illinois

DuPage County

Wednesday, November 5, 2003 • 4:00 - 7:00 P.M. Village of Clarendon Hills Village Board Room 1 N. Prospect Avenue Clarendon Hills, Illinois

Kane County

Thursday, November 6, 2003 • 4:00 - 7:00 P.M. Kane County Government Center Bldg. A, Auditorium 719 Batavia Geneva, Illinois

McHenry County

Thursday, November 6, 2003 • 4:00 - 7:00 P.M. City of Woodstock City Council Chambers 121 West Calhoun Street Woodstock, Illinois

Will County

Wednesday, November 5, 2003 • 4:00 - 7:00 P.M. City of Lockport City Council Chambers 222 East Ninth Street Lockport, Illinois

Lake County

Wednesday, November 5, 2003 • 4:00 - 7:00 P.M. College of Lake County Grayslake Campus Room C138
19351 West Washington Street Grayslake, Illinois

Suburban Cook - (South)

Thursday, November 6, 2003 • 4:00 - 7:00 P.M. Tinley Park Village Hall Village Board Room 16250 S. Oak Park Avenue Tinley Park, Illinois