

**FROM THE DESK OF BRAD O'HALLORAN**

August 1, 2013

The Honorable Elizabeth Doody Gorman  
The Honorable Jeff Tobolski  
Cook County Commissioners  
118 N. Clark St.  
Room 567  
Chicago, IL 60602

Dear Commissioners:

I am writing to inform you of my decision to resign from the Metra Board of Directors effective immediately.

It is with mixed feelings that I step down. Unfortunately, a media and political frenzy has been stirred up, primarily related to the Alex Clifford separation agreement. I have come to the sad conclusion that, so long as I am Chairman and a member of the board, the truly critical issues facing Metra will be left aside while the focus remains on the next big headline or attention-grabbing quotation. That is unacceptable to me and I have to do what is in my power to stop this now, which is why I have made this decision.

I am disappointed that the facts as you and I know them have been eclipsed. I know as Chairman I have made every decision with the best interests of Metra in mind.

In March 2013, I directed that Metra immediately report to the inspector general the non-specific allegations that Alex Clifford communicated to one of our board members regarding alleged political pressure and patronage. As we learned in April 2013 when he finally detailed them, those allegations involved events one year earlier, in March 2012. I cannot say with certainty why Mr. Clifford waited so long to report these incidents, though, in my opinion, it was related to the awareness of my dissatisfaction with his performance, which I believe others on the board shared. As I saw it, we all were concerned about the direction of the agency and agreed a change was necessary. For example, I felt our on-time performance was plummeting and I thought Clifford's plan to raise ten-ride fares was a complete disaster—resulting in reduced ridership, loss of revenue and a violation of Metra's relationship with our riders. In any event, I do not believe it was a coincidence that Mr. Clifford's April memo came with a letter from his lawyer and ultimately was used as leverage for his lawyer's threat to sue Metra. My reaction was not to "hush" anything up, but rather to direct the matter immediately to the inspector general, so that he could get to the bottom of it. This remained my reaction, even when I saw the more detailed April memorandum and it misrepresented or outright invented supposed conversations he claims to have had with me.

Much of the current controversy relates to the board's decision to follow our lawyers' advice to settle with Mr. Clifford rather than incur the expense of his threatened

litigation. As we testified for countless hours before the Illinois House Mass Transit Committee and the RTA, severing our relationship with Mr. Clifford and paying the settlement was a business decision. It was the result of 12 hours of mediation led by former Cook County Court Chief Judge Donald O'Connell. Like all compromises, it was more than we wanted to pay and significantly less than Mr. Clifford and his attorney wanted from Metra. Our lawyers told us that it was significantly less expensive for Metra than litigating with Mr. Clifford. We provided copies of the final agreement to the media and the contract included a clause by which we could share more information upon request from oversight authorities. That agreement was the lesser of two bad choices in order for the agency to move forward under new leadership, which is why, in the end, I was one of nine independent board members who voted for it. Some day I hope the recording of our initial executive session discussion is released, as it will reveal a dramatically different dynamic than that which one board member has suggested by his public statements.

I do not think anyone who knows the true facts – including that I directed Mr. Clifford's allegations to the inspector general as soon as they were made – can seriously charge that I, or anyone at Metra, tried to cover up those allegations. Yet, this has been repeated by the media and by politicians so many times, people believe it is true. Because I believe in transparency, I tried to hire the pre-eminent anti-corruption watchdog, attorney Patrick Collins, to review the allegations leveled by Mr. Clifford. I was disappointed that Mr. Collins' law firm became aware of a conflict with this engagement, because I wanted an unflinching report about Mr. Clifford's allegations and the public statements of Director Jack Schaffer that he had personal knowledge of ghost pay rolling and patronage at Metra before my tenure. Not only did we want Collins' investigative prowess, I also wanted him to make recommendations to the Metra board on policies to further protect the integrity of Metra. Yet somehow even that desire for transparency and improvement has been turned against me. The right thing is for the board to select another special counsel to do this job. I hope that they do, because I know some powerful people in this state must be breathing a sigh of relief that Mr. Collins is not able to lead this effort.

While I have been taking the heat, it seems the powerful politicians Mr. Clifford accused escaped the same level of criticism. Meanwhile, it appears Mr. Clifford has emerged in a more advantageous position even though he apparently had no qualms about pushing for and taking so much money from Metra under the threat of even more costly litigation. I see I will not win this debate and I cannot, in this environment, do my work for Metra and the hard working men and women who dedicate themselves to moving 300,000 commuters every day. They have held up well under the circumstances and remain committed to their jobs. I wish them well.

Sincerely,

A handwritten signature in black ink that reads "Brad O. Halloran". The signature is written in a cursive, slightly slanted style.

Brad O'Halloran