

July 30, 2013

Dear Chairman Cronin,

I respectfully ask that effective immediately, you accept my resignation as the DuPage County Representative on the Metra Board of Directors. I appreciate your request that I stay on, but I think this is best for all parties involved.

Many are calling for the resignation of all Board members. This is a strong position as the Metra board is comprised of hard-working, ethical and intelligent people. As you know, I never sought this position, but I agreed to serve at your direction to lend my corporate experience to help run Metra like a business and based on my self-imposed obligation to give back to the community through civil service. Over the last two years, I was fully committed to this and worked long and hard always keeping our rider's and taxpayer's interests at heart. My stipend was donated to charity and I never accepted the health insurance and turned down the pension that was offered.

This is a difficult decision for me. On one hand, I feel I am abandoning the Metra team at a time when it faces monumental issues, aside from this discreditable settlement and patronage situation. On the other hand, there a lot of other places where I can invest my time and talents and won't involve Illinois politics.

The decision to reach a settlement was after months of negotiations and 12 hours of mediation with a highly respected former judge who urge both parties to accept this settlement. No one was happy with it, but we accepted it at the recommendation of our legal counsel. As hard as it is to swallow, the settlement was in the best interest of our riders, Metra employees and taxpayers.

The employees at Metra are passionate, hard-working people who are committed to operating one the best run passenger railroads in the country. Despite no raises for management for the past several years, outdated accounting & fare collection systems and facing unfunded immense capital needs in excess of \$5 billion, they manage to run the safest commuter railroad in the country with an on-time record of over 95%.

I firmly believe the taxpayers of Illinois have a right to know everything that took place at Metra; and I fully support the completion of a comprehensive investigation.

For my replacement, I would encourage you to look for a seasoned business person.

Thank you for the opportunity to serve.

Sincerely,

A handwritten signature in black ink, appearing to read "Paul C. Darley", written in a cursive style.

Paul C. Darley