

# EXHIBIT 6a(ii)

Classification and Compensation Ordinances

**COMMUTER RAIL BOARD  
ORDINANCE NO. MET 13-03**

Amended by MET 13-34

**RECITALS:**

**WHEREAS**, the Board (“Board”) of the Commuter Rail Division of the Regional Transportation Authority (“Metra”) seeks to further implement the recommendations of the Ernst & Young Executive Compensation Review of 2010 and the Blackman Kallick Risk Assessment of 2010;

**WHEREAS**, pursuant to the Regional Transportation Authority Act (“RTA Act”), 70 ILCS 1.-1 *et seq.*, the Board has broad powers, including but not limited to, enacting ordinances consistent with the RTA Act, entering into contracts to provide for employee benefit arrangements, establishing policies; and controlling the finances of Metra;

**WHEREAS**, the Board initiated a Class & Compensation Study, and seeks to ensure its continued active oversight of the hiring and compensation policymaking at Metra;

**WHEREAS**, on June 11, 2010, the Board enacted MET 10-07, in which the Executive Director is to provide a monthly report to the Board that details personnel actions with respect to non-contract employees. The report includes all material actions taken in this regard, including new hires, promotions, separations, increases in compensation or salary, and increases in benefits including contributions to 401k and 457b deferred compensation programs;

**WHEREAS**, on September 17, 2010, the Board enacted MET 10-14, which provides that the Executive Director must receive consent from the Board before he exercises a waiver or deviation from the vacation carry-over/buy-out, sick leave reserve cash-out, job postings, or the Revolving Door policies and procedures set forth in the Non-Contract Employees Handbook;

**WHEREAS**, on September 17, 2010, the Board enacted MET 10-15, which provides that the Executive Director will secure Board approval for any and all contributions made by Metra to deferred compensation plans;

**WHEREAS**, on September 17, 2010, the Board enacted MET 10-16, which enacts a policy which applies to employees, officers, and Board members with respect to the elimination of and safeguard against any potential nepotism;

**WHEREAS**, on September 17, 2010, the Board enacted MET 10-17, which establishes a Whistleblower policy which applies to employees, officers, and Board members;

**WHEREAS**, on January 14, 2011, the Board enacted MET 11-01, which eliminated any 401k contributions for calendar year 2011 and beyond until further Board action authorizing any such contributions;

**WHEREAS**, on April 15, 2011, the Board enacted MET 11-07, which establishes that no employee reporting to the Executive Director/CEO shall serve in an acting capacity for more than 12 months without prior Board approval and such employee's compensation will not exceed the compensation previously established for that position. It further provides that retroactive pay increases to compensate employees appointed to an acting position prior to enactment of the ordinance must be pre-approved by the Board;

**WHEREAS**, on January 12, 2012, the Board enacted MET 12-02, which establishes the position of Chief Audit & Compliance Officer, reporting directly to the Board. The position is responsible for overseeing the implementation of and compliance with proper policies and procedures, including the examination of executive compensation issues at any time;

**WHEREAS**, on April 13, 2012, the Board enacted MET 12-07, which establishes that the Board Chairman or his/her designee is prohibited from establishing any select 457f deferred compensation plans and/or split insurance dollar programs without approval by the Board;

**WHEREAS**, on May 1, 2012, the Chief Audit & Compliance Officer appointed by the Board established the Compliance Counts telephone hotline (312-COMPLY1) and the Compliance Counts e-mail hotline ([compliancecounts@metrarr.com](mailto:compliancecounts@metrarr.com)) to be used by passengers, employees and the public for reporting any matters of concern or potential wrongdoing;

**WHEREAS**, on December 14, 2012, the Board enacted MET 12-31, which establishes four standing committees which will review Metra business practices in open public meetings; and

**WHEREAS**, the Board seeks to ensure further, continued and permanent transparency of the Metra hiring and compensation program;

**BE IT ORDAINED THAT:**

1. The Recitals are hereby incorporated herein;
2. In accordance with its Charter, the Employment Practices Committee ("Committee") shall review any proposed future compensation and benefits policies. The Committee shall also be consulted before the ED/CEO takes final action as noted in Paragraph 7. In addition to the powers set forth in the Committee Charter, the Committee Chairman will have hiring approval authority as set forth in Paragraph 5 below.
3. For any non-contract new hires or promotions at the annual rate of pay of over \$75,000 (the "Salary Threshold Amount"), the

Executive Director/Chief Executive Officer (“ED/CEO”) will submit a Proposed Hiring Resolution in open session to the full Board during regularly scheduled Board Meetings. All such employment offers will be contingent upon approval of the Proposed Hiring Resolution by the full Board and no employment (new hires or promotions) can commence before Board approval. The Salary Threshold Amount shall increase 3% annually beginning on January 1, 2014.

4. The Proposed Hiring Resolution shall contain for each identified employee the following information, as applicable: name, title, proposed salary. It will also include proposed vacation days, proposed personal time off (PTO) days, proposed relocation expense reimbursement and any other benefit being offered to the employee should such benefit(s) exceed those reflected in Metra’s Non-Contract Employee’s Handbook. Some candidates for employment may request their name to be confidential until immediately prior to the time that their hiring is confirmed by the Board. In such situations, the candidate’s approval may first be considered by the Board in executive session pursuant to the Illinois Open Meetings Act, and in such case the candidate’s name shall not be made public until after such executive session. The candidate’s name shall then be made public before the Board votes on the Proposed Hiring Resolution.
5. Under urgent circumstances, including but not limited to instances where vacancies will likely result in financial waste, interruption of service, loss of a qualified candidate, or will affect the safety of passengers, special approval for the hiring or promotion of an employee may be granted, at the request of the ED/CEO, by joint concurrence of the Board Chairman and the Committee Chairman for an employee to be hired before full Board approval. In such circumstances, the employee’s information as set forth in Paragraph 4 above will be placed on the Proposed Hiring Resolution at the next Board meeting for full Board ratification.
6. If the ED/CEO seeks to give a salary increase (excluding promotions) to an existing non-contract employee in an existing non-contract position which exceeds 9% of the employee’s current annual gross salary, the ED/CEO must obtain approval of the full Board. Such requests for approval of annual salary increases exceeding 9% shall be included as a sub-section of the monthly Proposed Hiring Resolution.
7. The ED/CEO is authorized up to \$100,000 annually in the aggregate (the “Non-Cash Benefits Threshold Amount”) to provide non-cash benefits to employees to recognize exceptional work and further employee recognition programs. The Non-Cash Benefits

Threshold Amount shall increase 3% annually beginning on January 1, 2014. Prior to the establishment of any proposed program(s) that would exceed the Non-Cash Benefits Threshold Amount, the ED/CEO must consult with the Committee. All other benefits shall be provided in accordance with Metra's Non-Contract Employee's Handbook and any applicable ordinances.

8. The ED/CEO is authorized to implement class and compensation programs provided that: the Board has pre-approved the aggregate Class and Compensation line item in the budget; and the combination of a general pay increase and a class and compensation increase shall never exceed 9% in any single year for a non-contract employee without Board approval.
9. Salary information for all Metra employees will be posted in a readily available location on the Metra website.
10. Paragraphs 1 – 7 and paragraph 9 of this Ordinance will expire on April 17, 2013, unless, on or before that date, a subsequent ordinance is enacted, addressing the disclosure of external contacts to the Board regarding (a) hiring potential Metra employees or promoting, transferring or increasing the pay of existing Metra employees and (b) procurement.

January 17, 2013

**COMMUTER RAIL BOARD  
RESOLUTION NO. MET 13-13**

**WHEREAS**, the Board initiated a Class & Compensation Study (“Study”) and seeks to ensure its continued active oversight of the hiring and compensation policymaking at Metra;

**WHEREAS**, Public Sector Personnel Consultants “PSPC” was hired to provide the Study for certain non-contract employees;

**WHEREAS**, Metra addressed non-contract-to- union compression issues to attract and retain talented non-contract employees;

**WHEREAS**, Metra also desires to address non-contract-to- non-contract compression issues to attract and retain talented managers;

**WHEREAS**, Metra also desires to stay competitive by offering and paying those non-contract positions to the minimum of the market threshold salary;

**WHEREAS**, under prior direction and ordinances the Board desired to limit Study increases in any one year to no more than 9% of an employee’s base salary without further Board consent; and

**WHEREAS**, the compression and minimum salary threshold issues were discussed at the May 3, 2013 Employment Practices Committee, and the Committee recommended that this matter be moved to the full board for further consideration.

**NOW THEREFORE BE IT RESOLVED**, that the Board hereby directs the Executive Director/CEO to take the following action:

1. For non-contract-to- non-contract compression, currently 83 employees, it is Metra’s policy based on the consultant’s recommendation to attain a 5% separation in annual pay between a manager and his/her highest paid subordinate. This one-time adjustment is retroactive to January 1, 2013; however the total yearly increases still cannot exceed the 9% annual cap. If necessary, adjustments will continue into consecutive years if the employee is still employed in that position.
2. It is Metra’s policy to pay the current 43 employees who are below the minimum salary threshold, the minimum market salary threshold established as part of the Study. This adjustment is retroactive to January 1, 2013, irrespective of the 9% annual cap.

May 17, 2013

**COMMUTER RAIL BOARD  
ORDINANCE NO. MET 13-34**

AMENDMENT TO  
CLASS & COMPENSATION PROGRAM

**RECITALS:**

**WHEREAS**, the Board (“Board”) of the Commuter Rail Division of the Regional Transportation Authority (“Metra”) seeks to further implement the recommendations of the Ernst & Young Executive Compensation Review of 2010 and the Blackman Kallick Risk Assessment of 2010;

**WHEREAS**, pursuant to the Regional Transportation Authority Act (“RTA Act”), 70 ILCS 1-1 *et seq.*, the Board has broad powers, including but not limited to, enacting ordinances consistent with the RTA Act, entering into contracts to provide for employee benefit arrangements, establishing policies; and controlling the finances of Metra;

**WHEREAS**, the Board initiated its first Class & Compensation Study in 2012, and seeks to further ensure continued updated compensation programs for non-contract employees;

**WHEREAS**, the Board passed MET 13-03, Paragraph 8, authorizing the Executive Director/CEO to implement class and compensation programs, provided that the Board has pre-approved the aggregate Class and Compensation line item in the budget and the combination of a general pay increase and a class and compensation increase does not exceed 9% in any single year for a non-contract employee without Board approval.

**WHEREAS**, the Board finds that the cap was artificial and has caused inconsistency in pay between newly hired employees and current employees where the current Metra employee is paid less than the new employee;

**WHEREAS**, the cap was not recommended by the Class and Compensation consultant; and

**WHEREAS**, the Board finds that the CEO needs the flexibility to attract and retain qualified non-contract railroad and transit professionals;

**WHEREAS**, the Board further finds that the CEO should have the additional authority to use updated compensation programs and studies, to attract and retain non-contract employees, provided that the Board is notified of such various programs and studies and any implementation of them falls within budget;

**NOW THEREFORE BE IT ORDAINED THAT:**

1. The Recitals are hereby incorporated herein;
2. Paragraph 8 of MET 13-03 is amended by deleting the stricken text and inserting the underlined text set forth below:

The ED/CEO is authorized to implement class and/or compensation programs, either at the department, job title or individual level provided that the Board is notified of such programs and such programs are administered within the budget ~~has pre-approved the aggregate Class and Compensation line item in the budget; and the combination of a general pay increase and a class and compensation increase shall never exceed 9% in any single year for a non-contract employee without Board approval.~~

3. The CEO is directed to take such action necessary to implement the above changes as it relates to the employees of Metra’s public corporation, the Northeast Illinois Regional Commuter Rail Corporation.

November 15, 2013