

SOUTHERN CALIFORNIA REGIONAL RAIL



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The Metrolink Story

How It All Began

**System Size
at Inception:**

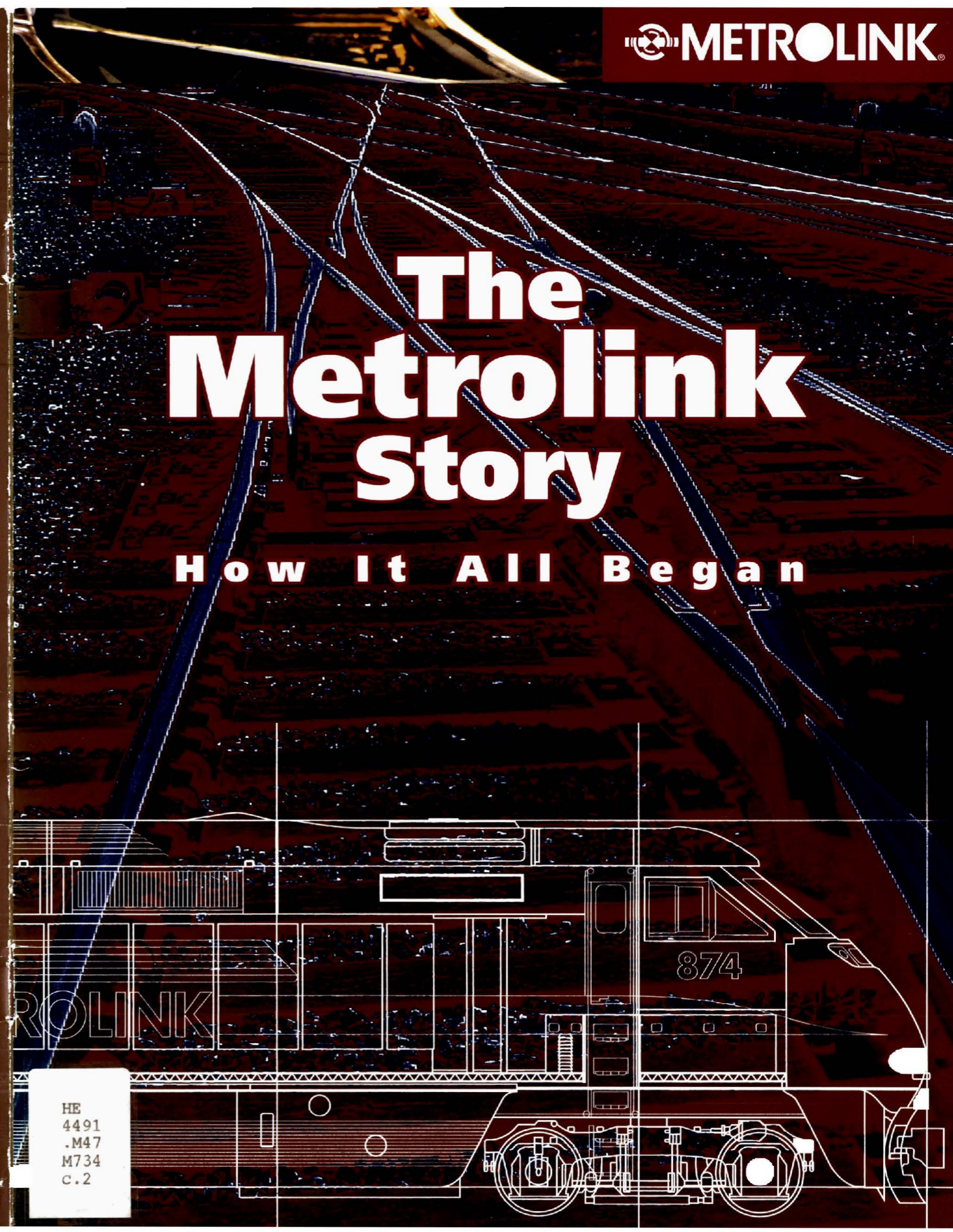
112 miles
2.5 lines
11 Stations
2,400 daily riders

**System Size as
of June 2002**

383 miles
7 lines
51 Stations
33,571 daily riders

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CEO: David Solow

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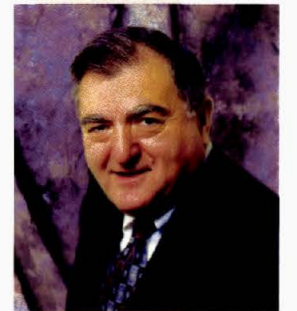


METRO



he growth of Metrolink — and this annual report — is in many ways a tribute to the people of Southern California, and in that mix I include our elected officials, transportation agencies, and the employees who have, for more than ten years, continued to make the dream of Metrolink a reality. To this tribute I add my own heartfelt gratitude and thanks for their skill, talent, and absolute commitment to bringing commuter rail to our communities.

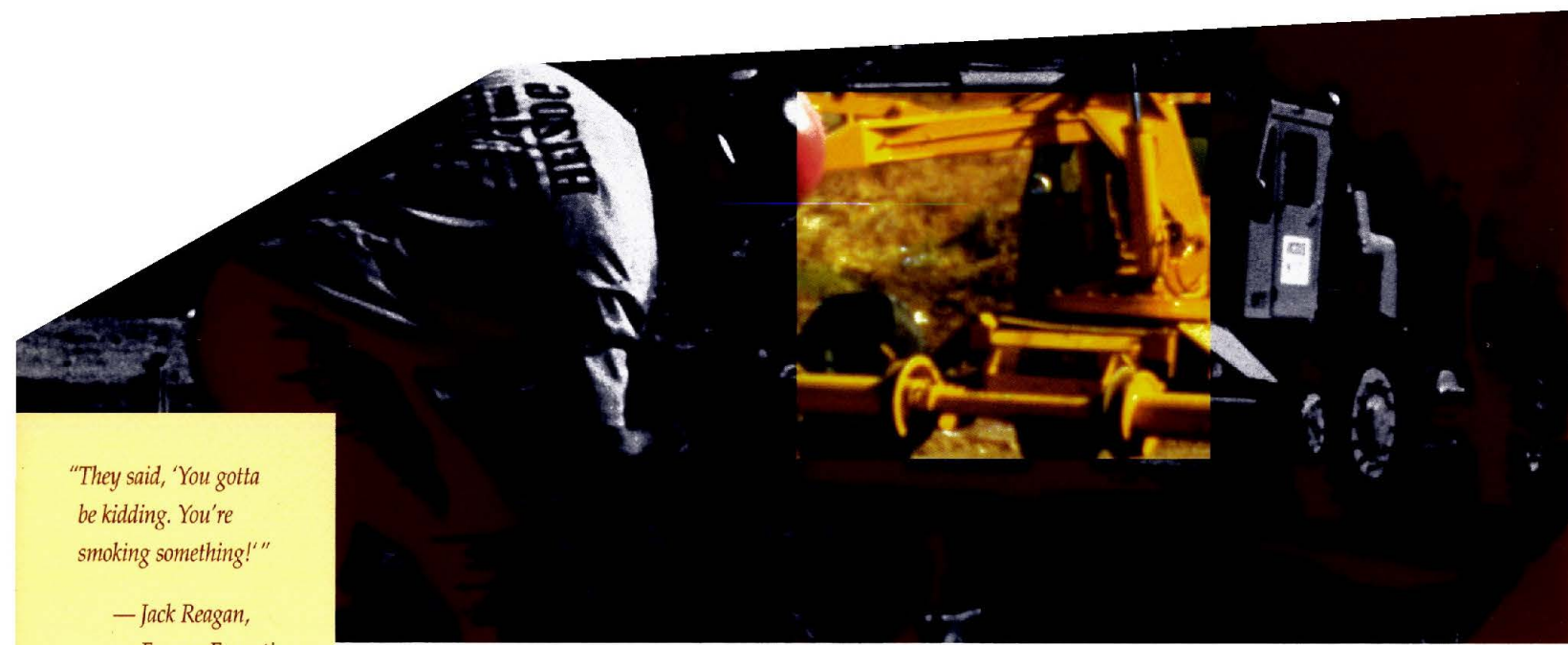
This level of skill and commitment is needed now more than ever, as we move into this new era of growth for Metrolink. We must continue to provide the best possible passenger service, control costs, and constantly improve our operating results. At the same time, we need to look ahead, to gain the maximum benefit possible for our stakeholders from the capital investment entrusted to us. We can achieve these objectives only by drawing on the knowledge and talents of all of our people, at every single level of the transportation community.



During 2001, we consulted with people inside and outside of Metrolink to learn how we can do that in a more effective and dynamic manner. The result is a new approach that involves enhancing our service and integrating our efforts with other transportation modes. We are making changes not just in theory, but in fact. And it is already working.

As proud as we are of the Metrolink story — particularly as we celebrate our tenth anniversary — we are still growing and evolving in our determination to move people and goods in the cleanest and most efficient way possible.

Hal Bernson, Board Chairman



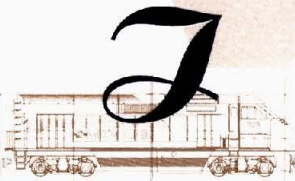
"They said, 'You gotta be kidding. You're smoking something!'"

*— Jack Reagan,
Former Executive
Director,
Riverside County
Transportation
Commission*

The Chance of a Decade


In 1988 the tiny Denver & Rio Grande Western Railroad quietly leveraged itself to the teeth to purchase the down-on-its-luck Southern Pacific Railroad. The floundering SP was already drowning in \$1.2 billion in debt and presiding over a twenty-year decline in its core freight business. On the surface it didn't appear to be much of a bargain. But ownership of the "Struggling Pacific" included ownership of 18,000 miles of track — track that was perfect, as it turned out, to serve as a bed for the fiber-optic cables that would form the basis of a telecommunications company called Sprint. The purchase, in itself — loaded with high-risk debt, junk bonds, and other trademark 80s fingerprints — was not that unusual for the billionaire wildcatter driving the deal. Phillip Anschutz was legendary for spotting the hidden value in otherwise depressed property.

It's what he did next that sent shockwaves through the Southern California transportation community.



In March of 1989 Phillip Anschutz announced that the Southern Pacific Railroad was putting its Southern California rights-of-way on the auction block. He threw down the gauntlet for public agencies to begin serious negotiations with intent to buy. It was a challenge that Neil Peterson, who had joined the Los Angeles County Transportation Commission (LACTC) as executive director one month earlier, could not resist. Quick to grasp the depth of the opportunity, he immediately dispatched Richard Stanger, the LACTC director of rail development, to take the first steps toward negotiations. These two men would put into play the series of extraordinary events and people who would create the rail system we know today as Metrolink.






"I still believe — with all the various things I've been involved in during my political career, which goes back to 1968 — there's nothing of which I'm really prouder, nothing I consider to be a greater accomplishment in terms of public achievements," states Longville. "Metrolink has got to be the highlight of my political life. How many people can say, 'Hey, I helped start a railroad?'" "We're not General Electric and we're not Bank of America — we're Metrolink," declares original board member Bill Davis. "We started out as five-county family organization and, by God, we're going to stay that way. I'm really pleased with this organization."

"I see those trains and I think, 'I helped build that,'" states Marshall Allen, who is a Metrolink employee to this day. "We were part of something totally unique to Southern California and, kind of, to the transit industry as a whole."

Recalling that day ten years ago when the first Metrolink trains rolled, founding board member Judy Wright confides, "Well, I'll tell you, it still sends a chill up my spine."

While Phillip Anschutz was scooping up the Southern Pacific, the voters of Riverside County resoundingly approved a local sales tax, Measure A, which included \$100 million for commuter rail. An astonishing 79 percent of Riverside voters spoke with one voice. They were tired of sitting in bumper-to-bumper freeway traffic, seething through another commute. They wanted commuter rail and they were willing to pay for it.



In November of 1989, another group of voters, this time in San Bernardino County, passed their own local sales tax that included \$100 million for commuter rail. The San Bernardino sales tax passed by 59 percent — not as eye-popping a majority as Riverside's, but still commanding. Two outlying communities were independently coming to the same conclusion. They wanted commuter rail and they wanted it now.

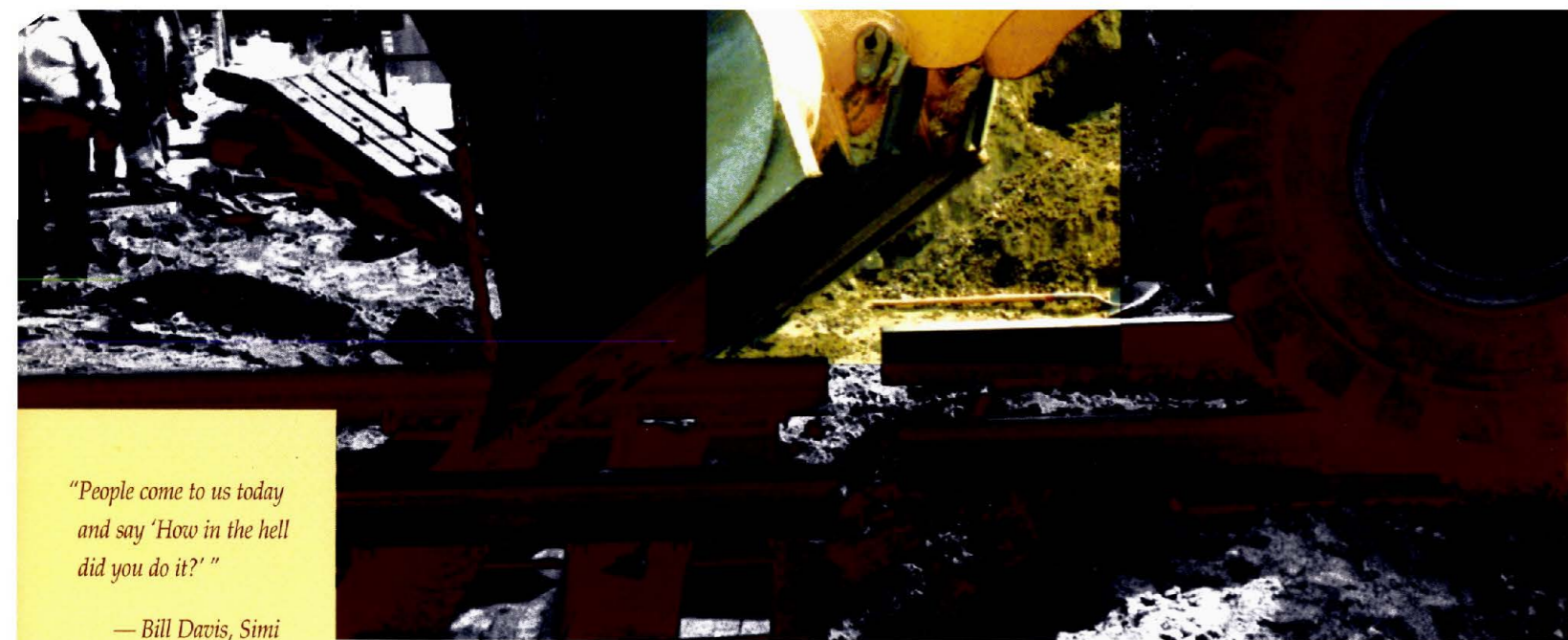
Metrolink was not yet a gleam in anyone's eye. Richard Stanger, known for being a canny protector of the public's money, attended regular meetings with the regional head of the Southern Pacific Railroad to begin to sort out the operational and public-sector points of interest and concerns. Out of those discussions there emerged a kernel of possibility, a vision. If this right-of-way and that right-of-way were both acquired and put together... suddenly there was a regional plan. Sensing the changing lay of the land, and not wanting to be left out, the Atcheson, Topeka and Santa Fe Railroads stepped into the scene. The LACTC and its sister agencies in San Bernardino, Riverside, and Orange counties were now conducting two separate negotiations with two railroads.

It's what he did next that sent shockwaves through the Southern California transportation community.

Negotiations with both Southern Pacific and Santa Fe railroads began in earnest in February of 1990. Four months later, in June 1990, the voters of California passed three rail-bond measures: propositions 108, 111, and 116. Prop 116 essentially allocated \$2 billion for various rail programs and Prop 111 set aside another \$1 billion; proposals contained in Prop 116 included two more rail-bond measures to be considered by voters in succeeding years. While LACTC was in negotiations with the railroads, the momentum for commuter rail was building.



Left to right: John Rinard, Annette Colfax, Bruce Ferguson, Harold Watson, Marshall Allen, Bob Minahan, Richard Stanger, Georgia Robinson, Frank Mendoza, Jim Hirsch, Jack Shah, Mike McGinley, Gray Crary

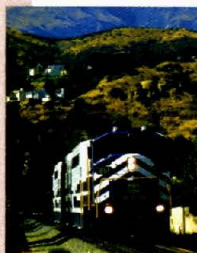


"People come to us today and say 'How in the hell did you do it?'"

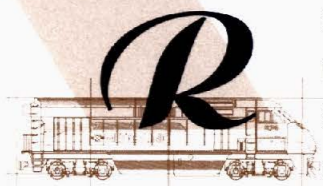
— Bill Davis, Simi Valley Mayor and Board Member and former Chairman

"When 108 and 116 were both approved by the voters, it was an incredible sense of, 'Hey, we can do this. We've got the money!' And that was just it for me. That was when I knew that we had something here that had some legs on it. When the bond measures passed, the cork just popped out of the bottle," stated Carl Schiermeyer, rail consultant to the Riverside County Transportation Commission and San Bernardino Associated Governments.

Richard Stanger and Neil Peterson met with a freight-rail man who had been the Southern Pacific's project manager for the Long Beach-to-LA Blue Line. (He had since returned to Texas.) A builder in the tradition of great builders, John Rinard was not a man to run a railroad. He liked to build them and he liked to build them fast. Stanger and Peterson laid out their plan to build a commuter-rail system from scratch. "My first gut feeling was that they were crazy," states Rinard. But the prodigious enthusiasm of Peterson and Stanger proved to be more than the wary Rinard could withstand. He signed on for only one year — still not completely convinced that they weren't all crazy.



Rinard knew that in order to get the system built he had to rehabilitate old branch lines such as the five-mile-an-hour Baldwin Park branch through the San Gabriel Valley. The track was so deteriorated it had to be completely ripped out and rebuilt. He took charge of all the civil work, all the tracks and bridges. Rinard set about buying rail because the plan was to put a couple of hundred miles of rail on the ground. Rail is a scarce commodity. It's only rolled in two places in the nation: Pueblo, Colorado, and Bethlehem, Pennsylvania. Rinard happened to find a load of it in quarter-mile sticks, continuously welded, on board a ribbon-rail train. Intended for a short-line



Days before the opening workers were laboring to erect signs at Union Station, and Burbank Station's parking lot was being hurriedly paved between intermittent rain showers. Only about half of the system's 23 computerized ticket vending machines were installed, but this was not a problem since the first week of service was free. Mary Travis, manager of transit programs for the Ventura County Transportation Commission, promised that the Metrolink trains would roll through Moorpark, "Come hell or high water."



The sky was still dark when the headlights from the very first Metrolink commuter train were visible at Moorpark Station. (Daylight-saving time adjustments had set clocks back one hour the night before.) That didn't stop more than 400 commuters and spectators who showed up for the dawning of the Metrolink era. A bustling crowd of city officials, police, transit professionals, community activists, and train buffs paced the Moorpark platform shortly before 5:00 a.m. Sweet Cinn's bake shop was kept busy all morning moving miniature cinnamon rolls, bagels, and danishes. Not a single space was left in the parking lot on High Street, with cars overflowing onto the street, bumper-to-bumper from Spring Road to Moorpark Avenue.

When the whistle blew and the 5:06 am train pulled away, nearly every seat was full.

The turnout surpassed even the most generous estimates by city officials, who guessed that 400 passengers would pass through Moorpark all day.

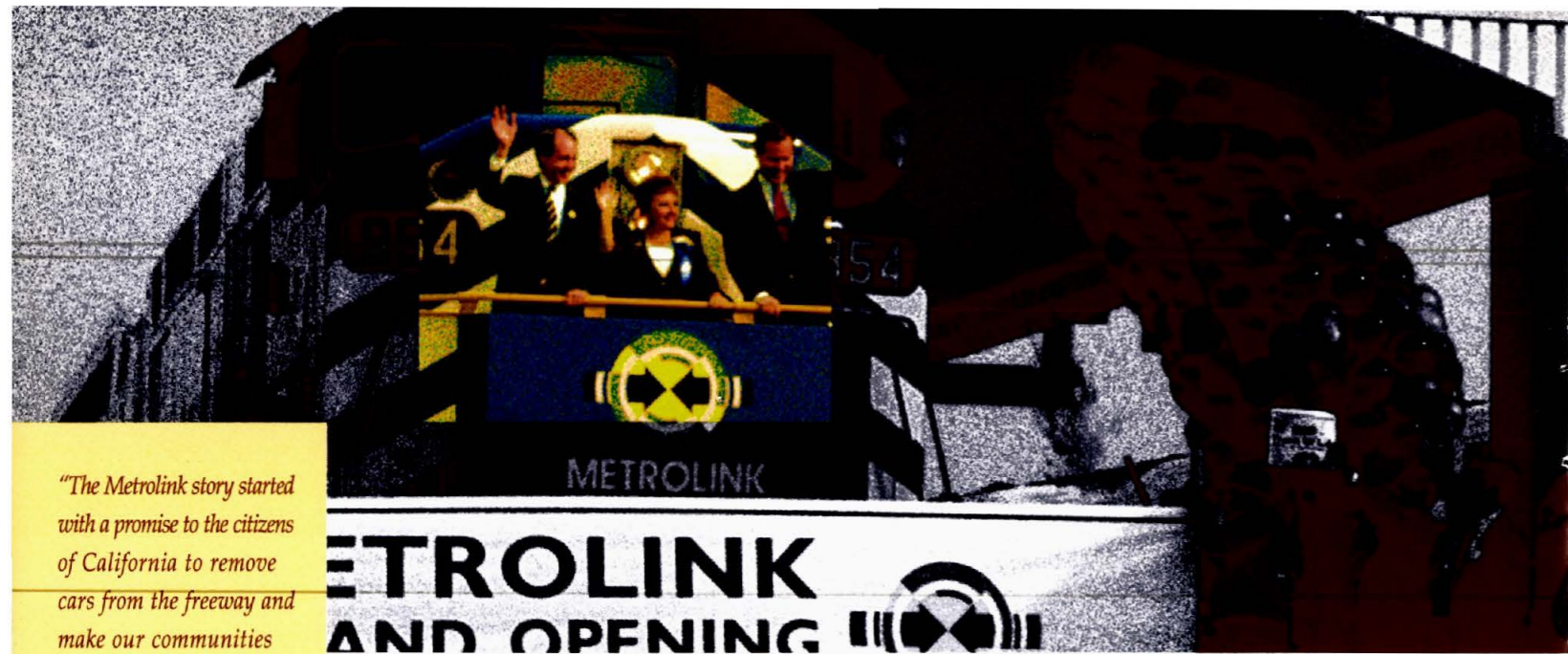
"I remember, I'm from a family that didn't have much money when I was a kid. My dad had some real tough times for a while. My father's best friend was a guy who was a pretty successful businessman and they only had one kid who was like a year or so older than I was. So my brother and I would often be visiting over at their house and this other kid, Skip, had this wonderful Lionel train set. We used to go and just, you know, salivate over his train set and



wish that we could have one," says John Longville. "So when Metrolink came into existence, I remember telling my mom and dad, 'You know, I sure wish I could have Skip come over and look at my train set now, because I've got one hell of a set.'"



A significant number of the team that built the agency are still on board. Seated from left to right: Gloria Tesauo, Miriam Schoengarth, Harold Watson, Ron Mathieu, David Solow, Mike McGinley, Donnie Ridens, Perry Tseko, Joanna Capelle. Standing from left to right: Ray Chan, Frank Mendoza, Marshall Allen.



"The Metrolink story started with a promise to the citizens of California to remove cars from the freeway and make our communities better places to live. From day one, Metrolink has kept that promise."

— Gov. Gray Davis



The 67-mile Saugus Line, extending from downtown Los Angeles to Palmdale, was purchased by Metrolink on October 5, 1992 to provide service to Lancaster. The deal laid the groundwork for Ventura County to purchase the Santa Paula Branch from SP. Other properties bought in the deal included the Canoga Park and Burbank segments of the Burbank Branch. The total price tag was \$67.8 million. This brought the total miles of rights-of-way the commission had purchased over two years to 653. The LACTC paid about \$830,000 per mile for the line, contrasted with the \$1.4 million per mile paid for rail lines previously purchased from Southern Pacific and other railroad companies.

Firefighters and police were drilled for the first time on train emergency-response procedures in early October.

On October 19 at Pomona Station, with the start-up date looming seven days away, only one of the two access streets was ready and the ticket vending machine was not installed. Kruze & Kruze Construction worked evenings and weekends to get the station ready for opening day. Among the elements not yet working — electricity. A portable generator was used to temporarily provide for the station's needs.

The Friday before the opening workers were planting sycamores, willows, and pepper trees to spruce up the grounds. The parking lot was only partially completed. A dirt lot near the old Santa Fe depot entrance was hastily graded to provide overflow parking. John Rinard called in a special "swat team" just to pull Union Station together. "We got it done," states Rinard, speaking of his Union Station experience. "But let me tell you," he says of opening day, "the paint was still wet."



railroad that had gone bankrupt, Rinard swooped in and grabbed it. "That stuff doesn't just grow on trees," says Rinard of the experience. Luck, good contacts, and fast footwork were on the side of Metrolink.



Richard Stanger and John Rinard traveled to all the counties to which Metrolink would extend. Stanger talked up the joint-powers authority and Rinard preached his construction program.



In one of the original meetings before the agency was officially formed, Rinard presented a schedule to the interim board that stated he could have the system ready to roll on the first target lines by May of 1993. To his shock and dismay, Jacki Bacharach said, "John, this is not good." Rinard, who liked to work fast and subscribed to a philosophy that if you work fast you run through your problems, was flabbergasted. He had offered a schedule that no normal person would even attempt. "Finally I got it through my thick head that this was an election cycle and we needed to have something completed before November 1992. We needed to show the public that they were getting a major improvement in their transit system," says Rinard. So he took his plan home over the weekend and sweated bullets over it. His conclusion?

It couldn't be done.

Finally Rinard came up with a scheme that he presented to the board. "There's one catch," he said. "When I come to you with a board item to award, and you're going to have some tough ones and some big ones, I cannot have you hold me up, not one month." A one-month delay in a 24-month cycle meant being four percent late. Any delays along the way, and the deadline was toast.

The board supported the new plan. "It was the most fantastic original board, bar none. It was just... just amazing," states Rinard.

"One of the smartest things we ever did was hire freight guys, because they could talk the language. It's a fraternity," says Jacki Bacharach.





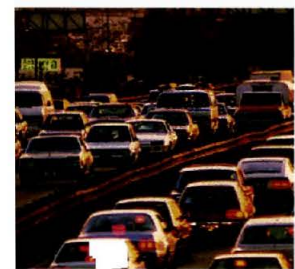
"We just went out and did it."

*— Richard Stanger,
former Metrolink
Executive Director*



Following closely on the heels of John Rinard, David Solow joined the team in March 1990 as head of operations. Formerly the director of commuter-rail planning for New Jersey Transit, he could see nothing ahead for the cash-strapped New Jersey system but layoffs and service cutbacks. "I wanted to build a transportation system," he told Money Magazine in March of 1991, "not tear one down." There were still no accounting or contractual systems in place for Metrolink, but the project was moving at full steam.

It fell upon David Solow to locate the train cars. These also do not "grow on trees." Orders are backlogged and if you want cars, you have to stand in line. Solow scoured the nation to find a contract that needed a little help and would allow Metrolink to buy a slot. In a marathon effort, he located an agency that had obligated itself for cars but wanted to slow down the delivery date because of financial burdens. Solow was able to negotiate his way into that slot (with slight modifications) and get those cars at an accelerated rate, saving the procurement process as much as three years. Instead of having to buy secondhand leasers or loaners to open the line, Metrolink would come in with premium cars on the very first day. "We were spending money with no rights at all to go on any property. We were buying rail cars before we owned a single piece of property or had any access rights anywhere. There was the potential for cars sitting in a yard someplace with no place to go. I mean, that was a risk — and public agencies, ordinarily, do not take risks," states David Solow. "There was an excitement which is very tough to replicate. It was scary, because we never knew if we could get it done. And then, where would we be if we didn't get it done? We'd all be out in the street."



The countdown begins.

Montclair provided balloons and lemonade, Fontana served chicken wings and sandwiches, Rialto dispatched junior and senior princesses complete with glittering rhinestone tiaras to kick off the festivities. In San Bernardino, the final destination before the return trip home, the train was greeted by a Dixieland band, a balloon-making clown, and free hot dogs and chips.

Metrolink staffers set up a pavilion at the Los Angeles County Fair from September 11 through October 4 at the County Fairplex in Pomona. Metrolink representatives helped potential passengers map out their commutes.

The final Metrolink schedule was released on September 24. On the same day, a group of 30 Metrolink conductors and engineers was bused into Moorpark to see the new platform and track configuration. All the conductors and engineers were senior Amtrak employees who had requested to be transferred to the commuter rail service. Dennis Stuart, a senior conductor, moved down from the San Francisco Bay Area to head the Moorpark crew. He admitted that competition was fierce for the Moorpark spots. Many of the Moorpark crew relocated to take the jobs. (Freight personnel rarely have the luxury of weekends off.)

During the last 60 days before start-up a sign was posted in the lobby counting down the days to the opening.





"It was really very special. People knew it was a very special opportunity to pull this off and we didn't want to lose it."

— Neil Peterson,
former
Executive
Director,
LACTC

\$500 Million

On June 18, 1992 Metrolink and Santa Fe officials completed an agreement for purchase of rights-of-way, thus forging a final, vital link in the effort to bring commuter-rail services to the Inland Empire.

Santa Fe settled for \$500 million, primarily because that was slightly more than what the Southern Pacific Railroad got. "I remember sitting at meetings where we were voting to spend \$500 million for rights-of-way. At that time, I was living on less than thirty thousand dollars a year and I often didn't have much money in my checking account," says John Longville. "I just found it incredibly amusing that I was sitting there, one of eleven people voting to spend — at one time, in one chunk — \$500 million."

In July, Richard Stanger took a Hy-Rail tour and confessed that the moment he saw the unfinished condition of the stations was the only time during the whole project when he thought they might not make it.

Declaring, "This is your train," SCRRA Vice Chairman and San Bernardino County Supervisor Larry Walker led a whistle-stop tour from Claremont to San Bernardino in late August.

Visitors previewed the double-decker trains. Folks hung on their back fences and waved as the trains swept by. Fathers held their children on their shoulders to give the kids a better view. Cars made impromptu stops along the roadways, their drivers stepping out to take pictures. Many had parked on the route well ahead of time in anticipation of seeing the two-story trains pass by.



A window of opportunity.

In June of 1990 negotiations with the Southern Pacific, which were difficult and contentious at best, completely broke down.

On October 12, 1990 the LACTC, SANBAG, and VCTC announced the \$450 million purchase and sale agreement with the Southern Pacific Railroad. (Southern Pacific Vice Chairman Robert Starzel said that the transportation company could have sold the rights-of-way for twice that amount to other buyers, but finally agreed to the sale in part because it was easier than selling off separately the hundreds of parcels of land included in the package.) In a stroke of sheer genius or lunacy — depending on whom you talk to — it was announced that within two years there would be commuter rail on three lines.

"Let's do it. Let's go," declared Richard Stanger.

Jacki Bacharach credits Stanger's well-known frugality with the board's ability to wrangle with the issue of subsequent big-ticket purchases. "Richard was just so cheap," says Bacharach with a smile. "Everyone just knew that if he was advocating it, it must be okay."

The interim joint-powers agency, the Southern California Regional Rail Authority (SCRRA) was established between the LACTC, SANBAG, and VCTC to advance commuter-rail projects on the first three lines.

This bold strategy came about from the twin circumstances of Richard Stanger's experience with public projects and Neil Peterson's irrepressible drive and contagious enthusiasm. Stanger, who would become the first executive director of the new SCRRA, believed that rail projects invariably postpone the schedule and extend the budget. "Maybe the solution is just to commit to doing something as quickly as you can," he stated. The other part of the equation was Proposition 116, which had a provision that in two years — in November of 1992 — it would go back to the polls for approval of an additional \$1 billion.

"One of the smartest things we ever did was hire freight guys, because they could talk the language..."





"It was one of the most exciting times ever because we were building something."

— Ron Mathieu,
Metrolink
Manager of
Public Projects

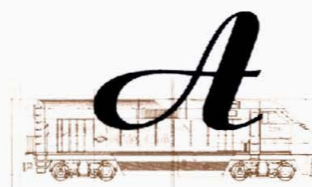
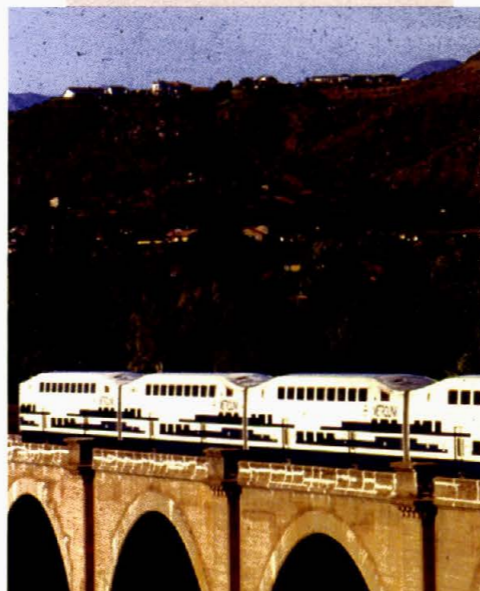
Momentum was building.

There was another reason for the timeline: to take advantage of the amazing momentum that was building. There were Riverside and San Bernardino local sales taxes and three statewide rail-bond propositions. In November in Los Angeles County, Proposition C was going to the voters; in Orange County Measure M was on the ballot. All of this legislation committed a lot of money to commuter rail. There was a tidal wave of interest that Metrolink could ride to the finish line.

There was still no "Metrolink." The Southern California Regional Rail Authority was a year away from formation.

"It was a miracle," says Jack Reagan, former executive director of the Riverside County Transportation Commission. "All of those funds added together made enough money for Metrolink. What was really amazing was that five counties could come to agreement on everything. That was the miracle — how quickly everything came together institutionally."

It could not have occurred without the determination of the executive directors of the county transportation boards. Neil Peterson at LACTC, Jack Reagan at RCTC, Wes McDaniel at SANBAG, Stan Oftelie at OCTA, and Ginger Gherardi at VCTC had the foresight and willingness to take a risk.



Also in late April of 1992, the controversial Rodney King verdict arrived. Crews were putting in a grade crossing at Vineland Avenue in Burbank when the LA riots broke out. According to Marshall Allen, one of the original designers and project managers for Metrolink, the crew worked within blocks of the rioting and within earshot of gun fire and sirens. "You know what?" says Marshall, "We had a job to get done and we worked right through it."

After holding nine public hearings throughout Los Angeles, San Bernardino, Riverside, Orange, and Ventura counties, the Southern California Regional Rail Authority set a fare structure for Metrolink based on distance. The base fare included fifty cents for a transfer to connecting transit (to make the trip seamless) and each fare would be determined by the number of zones through which commuters traveled. Negotiations were under way with bus operators to allow Metrolink riders to transfer with no additional charge to connecting bus services both to and from all stations.



Ahead of schedule.

In June of 1992 rail crews finished the San Bernardino line ahead of schedule and turned their attention to making railbed and street-crossing improvements in Ventura County and the San Fernando Valley in preparation for opening day. "We did a kind of matter-of-fact type of engineering, as I call it, where we don't over-engineer it," states Rinard. "We're not talking underground subways. We're talking railroad tracks. They're different. We used a lot of standards. We were willing to negotiate. We negotiated quickly. We never had to change orders, never ever, ever."

"We did a kind of matter-of-fact type of engineering... We never had to change orders, never ever, ever."

Locomotives arrived in LA June 7, 1992. Jacki Bacharach smashed a bottle of champagne on the first one to welcome the trains home.

The Los Angeles County Sheriff's Department was awarded a \$1.1 million contract to provide security for the trains.



Left to right: Bruce Ferguson, Sharon Greene, Annette Colfax, Joanna Capelle, David Solow, Mary Travis, Adrienne Brooks, Hideo Sugita, Richard Stanger, Susan Rosales, Mike Bair and Carl Scheirmeyer

"It was a big dream
for all of us."

— Jacki Bacharach,
founding
Board Chair

Union Station proved to be a major obstacle.

Not only was Red Line construction under way beneath the station, the once-majestic property also suffered from years of neglect. Metrolink poured \$36 million into the property. Catellus, the owner of the station, threatened to forbid the trains and passengers access to Union Station if Metrolink didn't cough up an additional half million in rent.

Simi Valley broke ground for their new station February 14, 1992.

In April of 1992 the first commuter-rail cars arrived for testing. The school safety program featuring Travis the Owl was rolled out in the school districts along the first three Metrolink lines. The intensive outreach program, designed to alert school children and neighbors to train and track dangers, included brochures, letters to parents, a special safety film, cartoon books and a safety song. Travis the Owl kept up a brisk schedule, carrying his safety message to everyone within walking distance of the tracks.



Our hero the legislator.

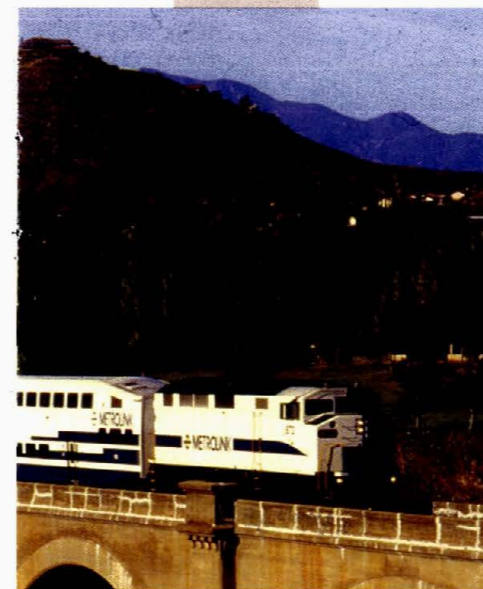
Since the '70s or '80s most large projects in the United States have required a substantial jolt of federal dollars to get off the ground. To receive those federal dollars, public agencies have had to jump through a variety of hoops. They've had to go through a multi-year process involving numerous studies and environmental analyses. Three to five years of preliminary engineering and study have not been unusual. Metrolink was able to avoid all that because of another hero in this story — Senator Jim Mills. Senator Mills crafted state legislation in the '70s that exempted proposals for the development of commuter-rail service on existing rail lines from the very elaborate process to determine environmentally appropriate use to which other proposals were subjected. The California Environmental Quality Act (CEQA) was amended by the legislature to include the categorical exemption for railroad rights-of-way in the early 1980s, when there was a strong private-sector push to build a bullet train between San Diego and LA. That project never went anywhere, but the exemption remains on the books.


Under this provision of CEQA, improvements to existing railroad rights-of-way were categorically exempted. Planners simply had to file a notice of categorical exemption under California law, and anybody wanting to challenge it had a brief 30 days to take it to court. In Metrolink's case, the exemption was filed and the month passed without any challenge. The entire program was environmentally cleared.

There was just one little caveat: there was a risk of complications resulting from the fact that many stations lie outside the railroad right-of-way. LA County required the cities to get all relevant environmental clearances for their own stations. The cities were responsible for designing the stations and building them, although Metrolink helped. This turned out to be a very important

step politically. Instead of SCRRA having sole possession of the system, there were now cities all over Southern California "owning" part of the system. If Metrolink was in any way financially threatened, these cities would now also be financially threatened.

"...that five counties could come to agreement on everything. That was the miracle..."





*"It was a miracle.
It's what we used to
call, the miracle of
Metrolink."*

— Jack Reagan

Putting the plan together.

In June 1990 the rolling stock request for proposal (RFP) was released.

In July 1990 five agencies that had been negotiating separately with the Santa Fe Railroad combined their offers and started negotiating as one entity.

"It was really very special," states Neil Peterson. "People knew it was a very special opportunity to pull this off and we didn't want to lose it."

Riverside County planners pitched the idea of Senate Bill 1402 to their senator, William Presley. The bill required the county transportation commissions of Los Angeles, Orange, Riverside, and San Bernardino counties to jointly develop a plan for regional transit services within the multicounty region.

The plan would serve as the basis for coordinated application for the state rail-bond funds allocated by the California Transportation Commission.


Senator Presley's bill was signed by Governor George Deukmejian in late September. Time was of the essence because the plan had to be submitted by the end of the year, just three short, holiday-filled months away. Representatives of the various counties' transportation authorities, consultant Sharon Greene and her staff, John Rinard, and a score of others worked day and night to put the plan together.



Ray Grabinsky
LACTC
Board Member



Left to right:
Richard Stanger,
Alex Clifford,
Judy Wright,
Jacki Bacharach
and Susan Cornelison



"It was very exciting, very busy. It was the best point in my life, so far."

— John Rinard,
former Director
of Engineering

By January of 1992 the SCRRA had passed two milestones: purchase of SP rail access into Los Angeles's Union Station and purchase of rail access to Riverside. Attempts to acquire the Santa Fe rights-of-way were threatened by an angry exchange with Santa Fe negotiators. The LACTC, representing a five-county commuter-rail authority, agreed to pay \$17 million for four miles of Union Pacific railroad track along the Los Angeles River, assuring commuter trains direct access to the station. Also included was the right to run trains on 56 miles of Union Pacific track between LA and Riverside.

Commission officials said the agreements gave them an advantage in negotiating with Santa Fe Railroad, which still wanted \$1.3 billion for 310 miles of track. Until that deal, Santa Fe had controlled access to Union Station. "We can't be held hostage by the Santa Fe now," said Richard Stanger, director of rail development for LACTC, which had, as previously discussed, offered \$300 million for the Santa Fe property. Santa Fe's Chairman, Robert D. Krebs, was stunned by LACTC claims that Santa Fe was not negotiating in good faith. Krebs accused the transit agency of trying to make his railroad a scapegoat for its own errors in trying to rush commuter service. In a letter sent to 24 California congressmembers, Krebs accused the commuter-rail officials of putting "a very expensive cart before the horse" by buying trains and setting a start date before acquiring the necessary track rights. He claimed that they were now trying to shift the blame. The congressmembers, at the request of LACTC, sent Krebs a letter strongly urging him to negotiate fairly.



Everyone had a role to play.

"It was exciting being able to do things really quickly like that and to see the results of what you did so fast and the magnitude, the huge magnitude," states Joanna Capelle, who was one of the original outside contractors working on SB1402 and is now an SCRRA employee.

"We brought San Diego into these discussions too. It was just incredible cooperation," states Jack Reagan.

In December of 1990 the SB1402 draft plan was completed. It laid out the commuter-rail system of Southern California.

"We had the talent and everybody just leapt forward," states Carl Schiermeyer.

Everyone had a role to play. In Riverside County, the key task was dealing directly with the Santa Fe Railroad, to get them to the point where they'd allow Metrolink to use their San Bernardino subdivision.

In July of 1990 the five counties combined to offer the Santa Fe Railroad \$300 million for the rights-of-way. The offer, a significant one by anyone's standards, was met with complete silence from Santa Fe.

Negotiations with the railroads were long and grueling. The team, which included staff members from the transportation agencies in all five counties, spent many long days in difficult meetings. The freight guys were tough to talk to, let alone negotiate with. Some nights went so long the team was forced to stay overnight in Los Angeles hotels. At one point Neil Peterson broke off negotiations and threatened to go to the Surface Transportation Board.

Negotiations with the railroad were long and grueling... The freight guys were tough to talk to...



"How many people can say, 'Hey, I helped start a railroad?'"

— John Longville,
California
Assemblyman,
former Mayor of
Rialto and former
Board Member

The Foxfire group

The five counties were also negotiating amongst themselves as much as they were negotiating with the railroads. They needed to work out the organizational structure of the joint authority that would eventually run the system. LACTC retained future LA mayor Richard Riordan of the law firm of Riordan and McKenzie to serve as negotiator, and RCTC retained O'Melveney and Myers.

Before the interim JPA or any other formal organization was established, there was the Foxfire group. This was a very loose organization of staff and elected officials that was doing a good deal of work on the back of envelopes and cocktail napkins at a conveniently located steakhouse in Orange County — The Foxfire. It finally got to a point where the biggest sticking point was how the votes were going to be distributed. Every county but LA and Ventura had two votes. (Ventura County had only one; LA had four.) Bill Davis credits Ventura with breaking the logjam by saying, "Well, hell, I can speak loud enough for two people. We'll go with one vote."

"All I can say is that it was a dynamic process, but one where we were all committed to accomplishing the objective," states Jack Reagan. "If it wasn't for the strength of LACTC, their depth of staff experience, and Peterson's independent negotiations with SP, it would never have happened. It was kind of like a parade and we all needed to run out and get in front of it to exhibit leadership."

"I think that it couldn't have worked without a champion in each county," states Jacki Bacharach.

The first construction contract was awarded to Herzog Contracting for the reconstruction of the Baldwin Park Branch (now the San Bernardino Line) in September of 1991.

The new board authorized a competition at the Pasadena School of Design for the name and logo of the new commuter service. Student Gretchen Barnes worked until two in the morning creating the distinctive blue paint scheme for the rolling stock and the multicolored logo. She named the service "Interlink," for inter-county link, and earned a \$1,000 check for creating the winning design.



The Metrolink logo was designed to suggest motion and linkage. The concentric circles suggest a wheel in motion. Overlapping bands reflect the linking of the counties in a regional rail network.

The name's Metrolink.

Neil Peterson, who was now the interim executive director of MTA (MTA had absorbed LACTC), did not like the name. He wanted every program MTA funded to have the word "metro" in it. Peterson wanted the service to be called "Metro Commuter Rail." The other counties disagreed. It made the program sound too MTA-specific for their taste. In the end a compromise was reached and the system officially became Metrolink in November 1991.

Locomotives with the cleanest burning, low-emission diesel engines in the United States were purchased from General Motors. After a great deal of deliberation Amtrak was chosen as Metrolink's operator.

The cities were responsible for their own stations. The board set minimum standards for accessibility, parking spaces, and TVMs.

In negotiating the rights-of-way all the staff members from all the counties had to work out the deal.





"I've been in this business for going on 34 years. I'd have to say that working on this project was the most exciting and rewarding moment of my career."

— Mike Bair,
SANBAG



The first meeting of the board took place at the historic Harvey's Restaurant in Union Station. Jacki Bacharach, who was the chair of LACTC, was selected to chair the first board of directors. She was regional in her outlook and had already weathered the start-up of the Blue Line light rail service.

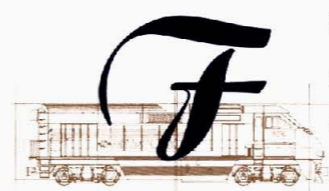
"It wasn't just the electeds, it was the staff people getting to know each other and meet each other. LA had the expertise because we were bringing in the rail people, but it was from that that I think we started building the trust to go on and do something that was really our own, running our own service together with Amtrak and then the rights-of-way. In negotiating the rights-of-way all the staff members from all the counties had to work out the deal. That really built a lot of trust among the staff members," states Jacki Bacharach. "They knew who to trust. I think that the whole process before we even started into the real SCRRRA laid a foundation and I do think that it's really people and timing and place and who's there."



John Rinard suggested that the team go to the Union Pacific Railroad to negotiate alternative access to Union Station and additional lines to Riverside. Rinard said, "What better strategy than to go talk to UP to get the Santa Fe to come to the party? Let's scare them that we're not going to sit back and pay their price." So off they went to Omaha, thinking that they probably wouldn't do the deal but would tweak Santa Fe and force them to the negotiating table. Instead, UP offered a good deal, and a trackage rights agreement was reached with Union Pacific for the line from Riverside to Los Angeles.

Santa Fe stalls.

Los Angeles Mayor Tom Bradley stepped into the fray to get the Santa Fe negotiations back on track in early October 1990.



Finally, in March of 1991, Santa Fe replied to the \$300 million offer. They countered with a demand for a staggering \$1.3 billion. One of the LACTC commissioners fumed that the negotiations were a "train robbery — in reverse!" (The sum of \$1.3 billion exceeded the stock value of the Santa Fe

Corporation. Metrolink could have bought it all for \$1 billion, taken the necessary lines, and sold the rest for scrap.) Larry Walker, one of the founding board members and former chairman, states, "It was difficult dealing with people who knew exactly how much money we had and what we were trying to accomplish with it. That's always the challenge of being a public agency and trying to acquire something."

One of the LACTC commissioners fumed that the negotiations were a "train robbery – in reverse!"



Left to right:
Mike McGinley,
John Rinard and
Richard Stanger

Everything moved quickly.

The project was not without doubters. The Los Angeles Times ran an article that expressed great skepticism about the idea that Southern Californians would commute by rail. "The common attitude was that this was an extremely foolish, highly unlikely-to-succeed venture, that we were going to throw away a whole bunch of transportation money on something that nobody would use," says John Longville. "In reality Metrolink has exceeded patronage projections from the get-go. It came in under budget and on time."

Everything moved quickly. "We were really in what I call a cowboy environment. It was full-speed ahead. Get it done by October of '92," says David Solow. Metrolink was moving so fast it was "under the radar."

When the central maintenance facility was being built the people in the neighborhood thought it was a new Kmart. Los Angeles City Councilman Mike Hernandez called Jacki Bacharach and invited her to breakfast at one of his favorite places in East Los Angeles to discuss his concerns over the facility in his district. Jacki Bacharach thought they were getting along famously until the breakfast ended and Mike Hernandez turned to her and announced, "I just want you to know that I'm going back to the office to sue you." The neighborhood, Cypress Park, always felt left out of consideration for public services and retail services. They wanted a nearby retail outlet and were hoping to get one. Wish became rumor and then rumor became disappointment. To appease Mike Hernandez, SCRRA signed an agreement to make certain improvements.

Metrolink decided it was neighborly to make these improvements for the disappointed neighbors, including public access to the river, fencing and landscaping, and a pledge to make available at least some of the jobs for members of the community. Money was also set aside for artwork. In addition, Metrolink moved the historic Dayton Avenue Tower from the railroad bridge to the side of the maintenance facilities one mile away. Several public meetings were held to advise the neighbors. The initial intent was to paint the building's roof green. When the plans were shown to the neighborhood, folks didn't like the color. Metrolink changed the roof color to the one the neighbors wanted — brick red.



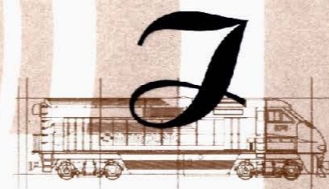
Part of the reason that Metrolink was able to move so quickly was that there wasn't a single federal dollar in the project and workers were spread over five counties. Had Metrolink been building the Metro Red Line under someone's house, or if there had been a big Metrolink construction crane sitting on Hollywood Boulevard, it would have been a different story.



Interim board members traveled to Canada to see the cars built by Urban Transportation Development Corporation (UTDC, now Bombardier) for Toronto Go Transit. Metrolink got two bids and the UTDC car was the first choice. "The car we picked was wonderful. It had open areas and was fantastic," stated Jacki Bacharach. But Los Angeles City Councilman Richard Alatorre really wanted the other car. He and Jacki Bacharach fought over this issue and it took three more meetings to get it resolved. Bacharach had the cars brought to Union Station so that the people could walk through them.

SB 1402 Draft Plan

No sooner had the SB1402 draft plan been completed than the commuter rail-car contract was awarded to UTDC. This was in January of 1991. By February the engineering design contract was awarded to Frederick R. Harris, with design work slated to begin in April.



In August of 1991 the Southern California Regional Rail Authority was established. The governing structure was created to make it easy for the various players to work with one another. The legal structure gives a great deal of local control. This was necessary to provide reassurance to not only the board members from each county, but their colleagues on each local transportation commission, who were very nervous about some overriding agency being able to make decisions that they couldn't control at the local level. The governing structure requires that expansion in any given area is only possible if the local transportation agency is willing to put up the money. "Although some people didn't like that being in the governing structure," says John Longville, "I think it served us well because it ensured that you'd not go out and do something that didn't actually have support."



Left to right:
Jacki Bacharach,
Larry Walker,
Mike Antonovich,
Judy Wright,
Bill Davis
and Neil Peterson