

Notice of Meeting and Agenda

**Bi-State Development
Board of Commissioners
Friday, September 22, 2017, 8:00 a.m.**

**Headquarters - Board Room, 6th Floor
211 N. Broadway, Suite 650 - St. Louis, Missouri 63102**

This location is accessible to persons with disabilities. Individuals with disabilities needing information or communication accommodations should call Metro at (314) 982-1400; for TTY access, call Relay 711. Sign language interpreter services or other accommodations for persons with hearing or speech disabilities will be arranged if a request for such service is made at least two days in advance of the meeting. Large print material, Braille material or other formats will also be provided upon request.

Agenda	Disposition	Presentation
1. Call to Order	Approval	Chairman Dietzel
2. Roll Call	Quorum	S. Bryant
3. Minutes of June 23, 2017, Open Session Board Meeting	Approval	Chairman Dietzel
4. Report of Treasurer	Information	Commissioner Buehlhorn
5. Report of President	Information	J. Nations
6. Operations Committee Report	Information	Commissioner Buehlhorn
7. Audit, Finance & Administration Committee Report	Information	Commissioner Gully
8. Adjustment of Consent Agenda	Approval	Chairman Dietzel
9. Consent Agenda Item(s)	Approval	Chairman Dietzel
(a) Contract Award to Trapeze Software Group for Mobile Data Terminal Replacement for Call-A-Ride Fleet (Operations Committee Recommends Approval)	Approval	J. Nations / L. Jackson / K. Kinkade
(b) Contract Modification with Werremeyer, Inc. for Development and Implementation of Marketing Activities (Audit, Finance & Administration Committee Recommends Approval)	Approval	J. Nations / D. Williams / T. Zimmerman / L. Jackson
(c) Contract Modification and Extension of Communications Agency Services Contract with Common Ground Public Relations (Operations Committee Recommends Approval)	Approval	J. Nations / J. Nixon / L. Jackson
(d) St. Louis Regional Freightway 2017 Multimodal Transportation Project List (Operations Committee Recommends Approval)	Approval	J. Nations / M. Lamie / Y. Teklu
10. Amendment of Bylaws for Arts in Transit, Inc. and Affiliation Agreement Between Arts in Transit, Inc. and Bi-State Development (Operations Committee Recommends Approval)	Approval	J. Nations / D. Williams / D. Allen / B. Enneking

Agenda	Disposition	Presentation
11. FY 2018 Risk Management Insurance Program Update (Presented to Audit, Finance & Administration Committee)	Information	J. Nations / C. Stewart / K. Brittin
12. Financial Statements – Fourth Quarter, Fiscal Year 2017 (Presented to Audit, Finance & Administration Committee)	Information	J. Nations / K. Klevorn
13. Performance Indicators – Fourth Quarter, Fiscal Year 2017 (Presented to Audit, Finance & Administration Committee)	Information	J. Nations / K. Klevorn
14. Procurement Activity Report – Fourth Quarter, Fiscal Year 2017 (Presented to Audit, Finance & Administration Committee)	Information	J. Nations / L. Jackson
15. Unscheduled Business	Information	Chairman Dietzel
16. Public Comment*	Information	Chairman Dietzel
17. Call of Dates for Future Board Meetings	Information	S. Bryant
18. Adjournment to Executive Session	Approval	Chairman Dietzel
<p><i>If such action is approved by a majority vote of The Bi-State Development Agency's Board of Commissioners who constitute a quorum, the Board may go into closed session to discuss legal, confidential, or privileged matters pursuant to Bi-State Development Board Policy Chapter 10, Section 10.080 (D) Closed Records: Legal under §10.080(D)(1); Real Estate under §10.080(D)(2); Personnel under §10.080(D)(3); Health Proceedings under §10.080(D)(4); Employee Negotiations under §10.080(D)(5); Data Processing under §10.080(D)(6); Purchasing and Contracts under §10.080(D)(7); Proprietary Interest under §10.080(D)(8); Hotlines under §10.080(D)(9); Auditors under §10.080(D)(10); Security under §10.080(D)(11); Computers under §10.080(D)(12); Personal Access Codes under §10.080(D)(13); Personal Information under §10.080(D)(14); Insurance Information under §10.080(D)(15); Rail, Bus, or Facilities Safety and Accidents under §10.080(D)(16) or Protected By Law under §10.080(D)(17).</i></p>		

Note: Public comment may be made at the written request of a member of the public specifying the topic(s) to be addressed and provided to the Agency's information officer at least 48 hours prior to the meeting.

Open Session Item

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**BI-STATE DEVELOPMENT
BOARD OF COMMISSIONERS MEETING
OPEN SESSION MINUTES
FRIDAY, JUNE 23, 2017**

Board Members in Attendance

Missouri

Vernal Brown
Constance Gully, Vice Chair (absent)
Aliah Holman, Secretary (via phone)
Vincent C. Schoemehl (via phone)
Vacant

Illinois

Michael S. Buehlhorn, Treasurer, (absent)
David Dietzel, Chairman
Irma Golliday (via phone)
Jeffrey Watson (via phone)
Justin Zimmerman

Staff in Attendance

John Nations, President & CEO
Barbara Enneking, General Counsel and Deputy Secretary
Barbara Georgeff, Director of Executive Services
Ray Friem, Executive Director Metro Transit
Patti Beck, Director of Communications
Dianne Williams, Vice President, Communications & Marketing
Richard Zott, Chief of Public Safety
Charles Stewart, Vice President, Pension & Insurance
Mark Vago, Controller
Jim Cali, Director Internal Audit
Steve Lanham, Director Financial Systems
Charles Clemins, Sr. Director Maintenance of Way
Larry Jackson, Executive Vice President for Administration
Diana Wagner-Hilliard, Director Workforce Diversity/EEO
John Langa, Vice President Economic Development
Kathy Brittin, Director, Risk, Management Safety & Claims
John Piechocinski, Workers Comp Claims Manager
Kevin Kloeber, Manager Insurance & Analysis
Darren Curry, Chief Mechanical Officer
Virginia Alt-Hildebrandt, Manager Administrative Services
Andrew Ghiassi, Manager Safety & Loss Control
Diana Bentz, Vice President Organizational Effectiveness
Matthew Hibbard, Social Media Communications Manager
Kent Swagler, Director, Corporate Compliance & Ethics
Amy Krekeler-Weber, EEO Specialist
Kailey Braddy, Internal Audit Intern
Gary Smith, Internal Audit Intern
Tamara Fulbright, Director, Treasury Services
David Toben, Director Benefits
Annisia Stanley, Casualty Claims Manager
Julianne Stone, Vice President Strategic Initiatives

Jerry Vallely, External Communications Manager
Marvin Dixon, Supervisor MetroBus Support Services
William Kamler, Electrician-Facilities

Others in Attendance

Taulby Roach, St. Clair County Transit District
Natalie Kirst, Ameren Missouri
Jeff Kelley, Ameren Missouri
Richard Wright, Ameren Missouri
Dan Laurent, Ameren Missouri
Jeff Trammel, Ameren Missouri
Mike Miller, Ameren Missouri

1. **Open Session Call to Order**
8:00 a.m. Chairman Dietzel called the Open Session Board Meeting to order at 8:00 a.m.
2. **Roll Call**
8:00 a.m. Roll call was taken.
3. **Minutes of April 28, 2017, Open Session Board Meeting**
8:00 a.m. The April 28, 2017, Open Session Board Meeting minutes were provided in the Board packet. A motion to approve the minutes was made by Commissioner Zimmerman and seconded by Commissioner Brown. **Motion passed unanimously.**
4. **Minutes of May 19, 2017, Open Session Special Board Meeting**
8:01 a.m. The May 19, 2017, Open Session Special Board Meeting minutes were provided in the Board packet. A motion to approve the minutes was made by Commissioner Zimmerman and seconded by Commissioner Brown. **Motion passed unanimously.**
5. **Report of Treasurer**
8:01 a.m. The Treasurer's Report was provided in the Board packet, and will be kept at the office of the Deputy Secretary. No presentation was made. This agenda item was informational only.
6. **Report of President**
8:02 a.m. Chairman Dietzel asked Mr. Nations for his report. Mr. Nations stated that he was delighted on behalf of the Board of Commissioners to welcome several representatives from Ameren Missouri (**Ameren**) who were here for a special presentation. Several years ago Andrew Ghiassi, Manager Safety & Loss Control for Bi-State Development (**BSD**) attended a meeting where he learned of an Ameren program called Big Savers. This program allowed BSD the opportunity to achieve significant savings by partnering with Ameren to replace light fixtures, making them more efficient and also qualified program partners for rebates with Ameren. As a result of these efforts and the Ameren program, BSD replaced more than 1,900 light fixtures at five of its facilities thereby achieving a tremendous savings. Mr. Nations introduced Ameren representatives, Jeff Kelley, Natalie Kirst, Dan Lauren, Rich Wright, Jeff Trammel, and Mike Miller to make the special presentation.

Jeff Kelley, representative from Ameren Missouri, informed the Board that the 1,900 fixtures Mr. Nations previously mentioned consumed about 450 watts each, and replacing them with the new fixtures reduced the usage to about 200 watts each. The net reduction cut the cost of lighting in the three big garages, resulting in a savings of 3.2 million kilowatt hours. That is about a 30% reduction in costs for those three sites. BSD will save more than \$230,000 per year on their Ameren bill. As a result of participating in this program, BSD has not only saved money on utility costs but also received a rebate check from Ameren in the amount of \$240,000. Mr. Kelly commended Andrew Ghiassi, Marvin Dixon and other BSD staff for their assistance in helping to make this a successful partnership.

Ray Friem, Executive Director Metro Transit, thanked the Ameren representatives, and BSD staff for their efforts in making this partnership a success. BSD will continue its efforts to be an efficient organization by seeking every possible partner to help achieve that goal.

7. Operations Committee Report

8:09 a.m. In Committee Chairman Buehlhorn's absence, John Nations reported that the Operations Committee met in Open Session on May 16, 2017, at 8:00 a.m., and that the draft minutes of that meeting were contained in the Board packet under Tab #7. Mr. Nations informed the Board that there were no items for approval on the Board's open session agenda. The Memorandum of Agreement (MOA) with the Loop Trolley Company to provide Trolley and Infrastructure Maintenance Support on the Loop Trolley System, was discussed at the Committee meeting. This was an informational item only and no Committee action was required; however the Committee did approve of Metro supporting the Loop Trolley System with this MOA. This item was scheduled to be discussed at the Board meeting under Agenda Item #9. Ray Friem provided an overview of the Transit Operations FY17, Third Quarter Operations Report and Capital Project Update. Mr. Friem also provided a presentation on 2018 Projects, Initiatives, and Visions for Metro Transit, and presented an outline of his team members and their responsibilities, with a review of projects and initiatives scheduled for 2018 and beyond. That concluded the report of the Operations Committee.

8. Audit, Finance & Administration Committee Report

8:10 a.m. In Committee Chair Gully's absence, John Nations reported that the Audit, Finance & Administration Committee met in Open Session on May 18, 2017, at 8:00 a.m., and that the draft minutes of that meeting were contained in the Board packet under Tab #8. Mr. Nations advised the Board that there were no items for approval on the Board's open session agenda. He reported that Francoise Lyles-Wiggins, Supplier Diversity Manager, provided an update on the Disadvantaged Business Enterprise (DBE) Program, and her presentation was contained in the Board packet under Tab #10. He advised that The FY18 Annual Audit Work Plan and Risk Assessment was discussed and approved by the Committee. The Committee also reviewed the Internal Audit Status Report and the Internal Audit Follow-Up Summary for the Third Quarter of FY17. The Safekeeping Quarterly Accounts Audit for December 31, 2016, was also presented. Additional items presented to the Committee included the Financial Statements, Performance Indicators, and Procurement Reports for the Third Quarter FY17, which were contained in the Board packet under Tabs #11, #12, and #13. The March 2017 Treasury Report was also presented at the Committee meeting. That concluded the report of the Audit, Finance & Administration Committee.

9. Memorandum of Agreement with the Loop Trolley Company to Provide Trolley and Infrastructure Maintenance Support on the Loop Trolley System (Presented at the Operations Committee)

8:11 a.m. The briefing paper and Memorandum of Agreement (MOA) with the Loop Trolley Company to provide Trolley and Infrastructure Maintenance Support on the Loop Trolley System were provided in the Board packet. John Nations stated that this is a memorandum with the Loop Trolley Company to provide infrastructure maintenance and support to the Loop Trolley System. This agreement by which Bi-State Development (BSD) will be providing support service sets forth the schedule under which BSD will be compensated for those services. This agenda item was informational only and no Board action was required. A copy of the draft MOA will be kept at the office of the Deputy Secretary.

Ray Friem, Executive Director Metro Transit, informed the Board that the scope of work isn't final at this time. The Loop Trolley will purchase services from BSD on an as needed basis, which BSD will recuperate at cost. There will be no financial impact on BSD for supporting the Loop Trolley.

10. Disadvantaged Business Enterprise Program (DBE) Update (Presented to Audit, Finance & Administration Committee)

8:12 a.m. The Disadvantaged Business Enterprise Program (DBE) Update was provided in the Board packet. Larry Jackson, Executive Vice President for Administration, stated that this item was presented to the Audit, Finance & Administration Committee at the May 18, 2017 meeting. This update was discussed extensively at that meeting, and the Committee recommended that Francoise Lyles-Wiggins, Supplier Diversity Manager, make this presentation to the full Board. Because of the absence of Ms. Lyles-Wiggins, no additional presentation was made. The Board was directed to refer to the report that was provided in the Board packet. This agenda item was informational only and no additional Board action was required. A copy of the report will be kept at the office of the Deputy Secretary.

11. Financial Statements – Third Quarter, Fiscal Year 2017 (Presented to Audit, Finance & Administration Committee)

8:13 a.m. The Financial Statements – Third Quarter, FY2017 report was provided in the Board packet. Mr. Nations stated that the Financial Statements, and the Performance Indicators under Agenda Items #11, and #12 were informational only and were previously presented to the Audit, Finance & Administration Committee. Copies of these reports will be kept at the office of the Deputy Secretary.

12. Performance Indicators – Third Quarter, Fiscal Year 2017 (Presented to Audit, Finance & Administration Committee)

8:14 a.m. The Performance Indicators – Third Quarter, FY2017 report was provided in the Board packet. (See Agenda Item #11.)

13. Procurement Activity Report – Third Quarter, Fiscal Year 2017 (Presented to Audit, Finance & Administration Committee)

8:14 a.m. The Procurement Activity Report – Third Quarter, FY2017 report was provided in the Board packet. John Nations stated that this agenda item was extensively discussed at the Committee level and is provided to the Board, at the direction of the Committee, for informational purposes only. This report includes a memorandum that provides an executive

summary with follow-up details, a copy of which will be kept at the office of the Deputy Secretary.

14. Unscheduled Business

8:15 a.m. John Nations, President & CEO, stated that there were two items of unscheduled business, and the material was provided to the Board in advance of this meeting. These items were not advanced to the point where they could have been presented to a Committee. Given the Board of Commissioners' schedules and the Agency's desire to keep projects on schedule, they were being presented as unscheduled business, and there was no disadvantage to the Agency for bringing these items forward. The first item was a sole source contract award to Sachs Electric for Package 4 – Communications, Central Corridor Transit Expansion and Job Access Project. Bids were received from Wissehr Electric and Sachs Electric. Wissehr Electric indicated that they could not comply with the Buy America requirements, and provided a Certificate of Non-Compliance. Wissehr's inability to satisfy the Buy America requirements rendered their bid non-responsive, creating a single bid/sole source situation. Sachs Electric's bid was deemed responsive and responsible. Management recommends the Board approve a sole source contract award to Sachs Electric for Package 4 – Communications, in the amount of \$540,645. The second item was a contract award to DataServ for Accounts Payable Automation. At the request of Commissioner Zimmerman, Steve Lanham, Director Financial Systems, and Larry Jackson, Executive Vice President for Administration, provided a brief report regarding the contract award for DataServ. Mr. Jackson stated that this was a contract award and not a sole source. A solicitation was issued, and three proposals were received. As a result of the submission of the Best and Final Offer and the evaluation, DataServ was the overall top ranking firm. Mr. Lanham stated that this project is designed to improve the automation and scanning process for Accounts Payable currently in place. The Agency does not have a system that includes a workflow approval process, so things are done manually, and this will improve that process and provide more efficiency. Management recommends that the Board approve Contract 17-RFP-104061-CB – Accounts Payable Automation System to DataServ in the not-to-exceed amount of \$882,129. A motion to approve this agenda item as presented for the Sole Source Award to Sachs Electric (**Resolution #842**) and the Contract Award to DataServ (**Resolution #840**) was made by Commissioner Brown and seconded by Commissioner Zimmerman. **Motion passed unanimously.**

15. Public Comment

8:19 a.m. There was no public comment.

16. Call of Dates for Future Board Meetings

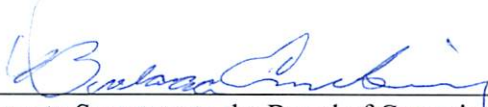
8:20 a.m. The Board was advised of the upcoming meetings, as follows:

Operations Committee:	Tuesday, August 15, 2017, 8:00 a.m.
Audit, Finance & Administration Committee:	Friday, August 25, 2017, 8:00 a.m.
Board Meeting:	Friday, September 22, 2017, 8:00 a.m.


17. Adjournment to Executive Session – If such action is approved by a majority vote of the Bi-State Development Agency's Board of Commissioners who constitute a quorum, the Board may go into closed session to discuss legal, confidential, or privileged matters pursuant to Bi-State Development Board Policy Chapter 10, §10.080(D) Closed Records; Legal under §10.080(D)(1); Real Estate under §10.080(D)(2); Personnel under §10.080(D)(3); Health

Proceedings under §10.080(D)(4); Employee Negotiations under §10.080(D)(5); Data Processing under §10.080(D)(6); Purchasing and Contracts under §10.080(D)(7); Proprietary Interest under §10.080(D)(8); Hotlines under §10.080(D)(9); Auditors under §10.080(D)(10); Security under §10.080(D)(11); Computers under §10.080(D)(12); Personal Access Codes under §10.080(D)(13); Personal Information under §10.080(D)(14); Insurance Information under §10.080(D)(15); Rail, Bus, or Facilities Safety and Accidents under §10.080(D)(16) or Protected By Law under §10.080(D)(17).

8:22 a.m. Pursuant to the requirements of Section 10.080 (D) (1); (3); (7); (9); (10); (11); (16) and (17) of the Bi-State Development Agency's Board Policy, Chapter 10, Chairman Dietzel requested a motion to allow the Board to go into closed session. A motion to go into Executive Session was made by Commissioner Golliday and seconded by Commissioner Zimmerman. A roll call vote was taken and the Commissioners present, Brown, Holman, Schoemehl, Dietzel, Golliday, Watson and Zimmerman voted to approve this agenda item. **Motion passed unanimously, and the Open Session meeting was adjourned at 8:22 a.m.**



Deputy Secretary to the Board of Commissioners
Bi-State Development



**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY OF THE
MISSOURI-ILLINOIS METROPOLITAN DISTRICT
APPROVING THE AWARD OF A CONTRACT TO SACHS ELECTRIC
FOR COMMUNICATIONS EQUIPMENT FOR
THE NEW BOYLE STREET STATION**

PREAMBLES:

Whereas, The Bi-State Development Agency of the Missouri-Illinois Metropolitan District (the "Agency"/"BSD") is a body corporate and politic, created by an interstate compact between the States of Missouri and Illinois, acting by and through its Board of Commissioners (the "Board of Commissioners"); and

Whereas, the Agency is authorized by Mo. Rev. Stat. §§ 70.370 et seq. and 45 Ill. Comp. Stat. 100/1 et seq. (jointly referred to herein as the "Compact") to plan, construct, maintain, own and operate passenger transportation facilities, and to perform all other necessary and incidental functions, and to disburse funds for its lawful activities, to adopt rules and regulations for the proper operation of its passenger transportation facilities and conveyances, to contract and to be contracted with; and

Whereas, Board Policy Chapter 50, §50.010(A)(8) and §50.010(E)(1)(b), requires Board approval of all Non-Competitive ("sole source" or "single bid") Procurements exceeding \$100,000; and

Whereas, this Project is funded through Transportation Investment Generating Economic Recovery (TIGER) grant MO-79-X004, and a 30% local match; and

Whereas, the construction of a new MetroLink Station east of Boyle Avenue requires communications equipment. The Boyle Avenue Station Project ("Project") construction proposal was issued in spring 2017 and two bids were received on June 6, 2017, for the communications equipment portion of the Project; and

Whereas, the Project is FTA funded and therefore successful bidders are required to comply with Buy America. Buy America necessitates that federally funded projects must use steel, iron and manufactured products produced in the United States unless the product being procured is subject to a general waiver. One of the two bidders could not comply with the Buy America requirements and therefore Sachs Electric became the sole responsive and responsible bidder, with a bid amount of \$540,645 and within the established Project budget for the communications equipment; and

Whereas, it is feasible, necessary and in the public interest for the Agency to approve the award of a single bid contract to Sachs Electric, in the amount of \$540,645, for the Boyle Avenue Station Project communications equipment, in accordance with the terms and conditions described herein.

NOW, THEREFORE, THE BOARD OF COMMISSIONERS OF THE BI-STATE DEVELOPMENT AGENCY OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT DOES HEREBY RESOLVE, DETERMINE AND ORDER AS FOLLOWS:

Section 1. Findings. The Board of Commissioners hereby finds and determines those matters set forth in the preambles hereof as fully and completely as if set out in full in this Section 1.

Section 2. Approval of the Single Bid Contract. The Board of Commissioners hereby approves the award of a single bid contract to Sachs Electric, in the amount of \$540,645 for the Boyle Avenue Station Project communications equipment, under and pursuant to this Resolution and the Compact for the authorized Agency purposes set forth in the preambles hereof and subject to the conditions hereinafter provided.

Section 3. Actions of Officers Authorized. The officers of the Agency, including, without limitation, the President and CEO, and the Vice President of Procurement are hereby authorized and directed to execute all documents and take such actions as they may deem necessary or advisable in order to carry out and perform the purposes of this Resolution, including the payment of all costs, expenses and fees incurred in connection with or incidental to this Resolution and Contract; and the execution of such documents or taking of such action shall be conclusive evidence of such necessity or advisability.

Section 4. Severability. It is hereby declared to be the intention of the Board of Commissioners that each and every part, section and subsection of this Resolution shall be separate and severable from each and every other part, section and subsection hereof and that the Board of Commissioners intends to adopt each said part, section and subsection separately and independently of any other part, section and subsection. In the event that any part, section or subsection of this Resolution shall be determined to be or to have been unlawful or unconstitutional, the remaining parts, sections and subsections shall be and remain in full force and effect, unless the court making such finding shall determine that the valid portions standing alone are incomplete and are incapable of being executed in accordance with the intent of this Resolution.

Section 5. Rights Under Resolution Limited. No rights shall be conferred by this Resolution upon any person or entity other than the Agency and Sachs Electric.

Section 6. Governing Law. The laws of the State of Missouri shall govern this Resolution and the Contract.

Section 7. No Personal Liability. No member of the Board of Commissioners, officer, employee or agent of the Agency shall have any personal liability for acts taken in accordance with this Resolution and the Contract.

Section 8. This Resolution shall be in full force and effect from and after its passage and approval.

ADOPTED by the Board of Commissioners of The Bi-State Development Agency of the Missouri-Illinois Metropolitan District this 23rd day of June, 2017.

In Witness Whereof, the undersigned has hereto subscribed his signature and caused the Seal of the Agency to be affixed.

THE BI-STATE DEVELOPMENT AGENCY OF THE
MISSOURI-ILLINOIS METROPOLITAN DISTRICT

By David A. Ditzel
Title Chair

[SEAL]

ATTEST:

By U. Brian Crumley
Deputy Secretary to the Board of Commissioners

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
AWARDING A CONTRACT TO DATASERV FOR ACCOUNTS PAYABLE
AUTOMATION SERVICES**

PREAMBLES:

Whereas, The Bi-State Development Agency of the Missouri-Illinois Metropolitan District (the "Agency"/"BSD") is a body corporate and politic, created by an interstate compact between the States of Missouri and Illinois, acting by and through its Board of Commissioners (the "Board of Commissioners"); and

Whereas, the Agency is authorized by Mo. Rev. Stat. §§ 70.370 et seq. and 45 Ill. Comp. Stat. 100/1 et seq. (jointly referred to herein as the "Compact") to plan, construct, maintain, own and operate passenger transportation facilities, and to perform all other necessary and incidental functions, and to disburse funds for its lawful activities, to adopt rules and regulations for the proper operation of its passenger transportation facilities and conveyances, to contract and to be contracted with; and

Whereas, Board Policy Chapter 50, §50.010(A)(8) and §50.010(E)(1)(a) and (c), requires Board approval of all competitive negotiation procurements exceeding \$500,000; and

Whereas, funding is provided through capital grants and operating funds; and

Whereas, on February 2, 2017, RFP solicitation 17-RFP-104061 was issued seeking proposals from qualified firms capable of providing services or software solutions for processing, matching, and workflow approval routing of invoices from vendors of BSD; and

Whereas, three proposals were received, reviewed and evaluated in accordance with the evaluation requirements specified in the solicitation package. BSD Procurement requested and received a Best and Final Offer from two of the three firms with the consensus scoring indicating that DataServ was the overall top ranking firm; and

Whereas, it is feasible, necessary and in the public interest for the Agency to award a competitive negotiation contract to DataServ for the Accounts Payable automation services in the not-to-exceed amount of \$882,129 for the period of three (3) base years and five (5) one-year option years to be exercised at the Agency's discretion, in accordance with the terms and conditions described herein.

NOW, THEREFORE, THE BOARD OF COMMISSIONERS OF THE BI-STATE DEVELOPMENT AGENCY OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT DOES HEREBY RESOLVE, DETERMINE AND ORDER AS FOLLOWS:

Section 1. Findings. The Board of Commissioners hereby finds and determines those matters set forth in the preambles hereof as fully and completely as if set out in full in this Section 1.

Section 2. Approval of the Contract. The Board of Commissioners hereby approves the competitive negotiation contract award to DataServ for the Accounts Payable automation services in the not-to-exceed amount of \$882,129 for the period of three (3) base years and five (5) one-year option years to be exercised at the Agency's discretion, under and pursuant to this Resolution and the Compact for the authorized Agency purposes set forth in the preamble hereof and subject to the conditions hereinafter provided.

Section 3. Actions of Officers Authorized. The officers of the Agency, including, without limitation, the President and CEO, and Vice President of Procurement are hereby authorized and directed to execute

all documents and take such actions as they may deem necessary or advisable in order to carry out and perform the purposes of this Resolution and the Contract and the execution of such documents or taking of such action shall be conclusive evidence of such necessity or advisability.

Section 4. Severability. It is hereby declared to be the intention of the Board of Commissioners that each and every part, section and subsection of this Resolution shall be separate and severable from each and every other part, section and subsection hereof and that the Board of Commissioners intends to adopt each said part, section and subsection separately and independently of any other part, section and subsection. In the event that any part, section or subsection of this Resolution shall be determined to be or to have been unlawful or unconstitutional, the remaining parts, sections and subsections shall be and remain in full force and effect, unless the court making such finding shall determine that the valid portions standing alone are incomplete and are incapable of being executed in accordance with the intent of this Resolution.

Section 5. Rights Under Resolution Limited. No rights shall be conferred by this Resolution upon any person or entity other than the Agency and DataServ.

Section 6. Governing Law. The laws of the State of Missouri shall govern this Resolution.

Section 7. No Personal Liability. No member of the Board of Commissioners, officer, employee or agent of the Agency shall have any personal liability for acts taken in accordance with this Resolution and this Contract.

Section 8. Payment of Expenses. The Senior Vice President and CFO is hereby authorized and directed to pay or cause to be paid all costs, expenses and fees incurred in connection with or incidental to this Resolution and Contract.

Section 9. This Resolution shall be in full force and effect from and after its passage and approval.

ADOPTED by the Board of Commissioners of The Bi-State Development Agency of the Missouri-Illinois Metropolitan District this 23rd day of June, 2017.

In Witness Whereof, the undersigned has hereto subscribed his signature and caused the Seal of the Agency to be affixed.

THE BI-STATE DEVELOPMENT AGENCY OF THE
MISSOURI-ILLINOIS METROPOLITAN DISTRICT

By David A. Dietzel
Title Chair

[SEAL]

ATTEST:

By [Signature]
Deputy Secretary to the Board of Commissioners

Open Session Item

4

**BI-STATE DEVELOPMENT
TREASURER'S REPORT
July 31, 2017**

INVESTMENTS

Yields:

Bi-State investments had an average yield of .92% for the month of July, up from .83% in June. The Federal Reserve left the Federal Funds Rate at 1.25% in July, and is reportedly split over further rate hikes, over concern about the recent decline in inflation on one side, and a tightening labor market on the other.

Invested Funds:

In July, Bi-State directed \$190 million of cash and investments. Approximately 29% of the invested funds were invested in U.S. Treasury or U.S. Government Agency securities, and 3% were invested in collateralized Certificates of Deposit (CDs) or Repurchase Agreements (Repos). The balance was invested in AAA rated money market funds. The average maturity of Bi-State investments was approximately 118 days.

DEBT MANAGEMENT

Debt Restructuring, 2013:

On July 1, 2013, Bi-State successfully sold its \$381,225,000 Series 2013A Bonds. More than \$1.5 billion in orders were placed for the bonds. The deal closed on August 1, 2013. An effective cost of funds of 4.44% was achieved. The effects of the \$75 million County loan bring the true interest cost to 3.68%. The bond restructuring, of essentially all of the Cross County Bonds, with the exception of the \$97 million Series 2009 Bonds, achieved important long-term financial objectives for Bi-State:

- Improved debt ratings. The bonds were assigned ratings of 'AA+' and 'Aa3' by S&P and Moody's, respectively. The higher ratings will benefit Bi-State in future financings.
- Eliminated exposure of Bi-State to variable and short-term debt obligations.
- Brought 2010 subordinate bonds to senior lien status, and began their amortization.
- Optimized the debt service funding requirements to preserve long-term funding flexibility for operations and capital.
- Incorporated the availability of the County Loan by using the Prop A Capital Reserve to reduce borrowing costs.
- Returned \$18 million of Federal funding from the 2002 Debt Service Reserve Fund to Bi-State's capital program.

In 2014, St Louis County approved the appropriation of the 2nd loan advance in the amount of \$30 million to Bi-State. The Series 2052 bonds were redeemed on October 1, 2014. This lowered the interest rate on \$30 million in debt from 4.75% to 1.04%.

In August 2015, St Louis County approved the appropriation of the 3rd loan advance and the Series 2050 bonds were redeemed on October 1, 2015. The interest rate on this \$30 million in debt decreased from 4.75% to 1.02%. The debt service reserve fund requirement on the 2013A bonds also decreased. The new debt service reserve requirement is now approximately \$23.6 million.

Arch Tram Revenue Bonds, 2014:

On December 3, 2014, Bi-State closed on the Series 2014 Taxable Arch Tram Revenue Bonds. These bonds have a par value of \$7,656,000 and a 30-year term. The initial fixed rate term is 10 years with a fixed interest rate of 4.016%. The funds from this bond issuance will pay for the cost of issuance, a portion of the interior roof over the Arch visitor's center, and the replacement of the motor generator sets. The debt service requirement is approximately \$454 thousand.

Bi-State Development/St. Clair County Transit District Revenue Bonds Refunding, 2014:

On December 4, 2014, Bi-State and St Clair County Transit District closed on the \$4,160,000 issuance of the Series 2014 Bi-State Development/St Clair County Metrolink Extension Project Refunding Revenue Bonds. The refunding provides a savings of approximately \$700,000 in debt service expenses. It also eliminated the need for the debt service reserve funding of approximately \$450 thousand.

Capital Leases:

Bi-State has one remaining capital lease, its 2001 LRV Lease (C1, C2 Tranches). In February 2011, staff negotiated a default cure agreement with the 2001 C1 C2 lease investor. The agreement provided that Bi-State deposit additional collateral with the lease trustee, of which the St. Clair County Transit District (SCCTD) provided 70%. In January, the aggregate market value of pledged collateral was determined to be approximately \$1 million more than required. Our current collateral requirement is approximately \$6.8 million.

FUEL HEDGING

In July, in conjunction with its diesel fuel hedging program, Bi-State had an *unrealized gain* of \$510 thousand on the sale of Home Heating Oil #2 futures contracts. July oil prices ended the month at \$50.17 a barrel, a 9% increase since the end of June. Generally, as the price of oil increases, the value of Bi-State's future positions also increases. A gain in the futures partially offsets the actual increase in the cost of diesel fuel. If oil prices drop, the value of the futures decline. An increase in unrealized gains generally indicates that the price of fuel is rising, and losses generally indicate oil prices are falling.



BI-STATE DEVELOPMENT - MONTHLY TREASURER'S REPORT

AS OF:

31-Jul-2017

30-Jun-2017

BI-STATE DIRECTED:	Wt. Avg.	Dollars	Of Total	Rate	Market	Wt. Avg.	Dollars	Percentage	Rate	Market
	Maturity (1)	(,000 omitted)			Value (2)	Maturity (1)	(,000 omitted)			Value (2)
Cash	0	\$19,183	13.4%	0.00%	\$19,183	0	\$7,254	5.1%	0.00%	\$7,254
Repurchase Agreements	1	4,763	3.3%	1.15%	4,763	3	4,326	3.1%	1.15%	4,326
Certificates of Deposit	0	0	0.0%	0.00%	0	17	4,150	2.9%	0.46%	4,150
U.S. Agencies (discounted)	87	2,489	1.7%	0.62%	2,484	58	6,476	4.6%	0.58%	6,480
U.S. Agencies (coupon)	421	10,501	7.4%	1.16%	10,481	452	10,501	7.4%	1.16%	10,474
U.S. Treasury Securities	234	6,845	4.8%	0.69%	6,849	183	10,333	7.3%	0.63%	10,343
Other Investments (3)	1	98,983	69.3%	0.83%	98,983	3	97,993	69.5%	0.73%	97,442
SUB-TOTAL BI-STATE	44	\$142,764	100.0%	0.86%	\$142,753	52	\$141,033	100.0%	0.75%	\$140,479
BI-STATE DIRECTED-PROP M:										
Certificates of Deposit	501	\$1,530	3.2%	1.31%	\$1,530	532	\$1,530	3.2%	1.31%	\$1,530
U.S. Agencies (discounted)	88	3,983	8.5%	0.93%	3,986	82	4,980	10.3%	0.86%	4,982
U.S. Agencies (coupon)	494	30,307	64.3%	1.20%	30,255	525	30,307	62.9%	1.20%	30,230
U.S. Treasury Securities	0	0	0.0%	0.00%	0	20	3,986	8.3%	0.52%	3,998
Other Investments (3)	1	11,301	24.0%	0.86%	11,301	3	7,395	15.3%	0.75%	7,385
SUB-TOTAL PROP M	342	\$47,121	100.0%	1.10%	\$47,072	358	\$48,198	100.0%	1.04%	\$48,135
TOTAL BI-STATE DIRECTED	118	\$189,885		0.92%	\$189,825	130	\$189,231		0.83%	\$188,614
TRUSTEE DIRECTED:										
Cash	0	\$0	0.0%	0.00%	\$0	0	\$0	0.0%	0.00%	\$0
Municipal Bonds	1412	8,165	15.1%	2.34%	8,086	1443	8,165	17.4%	2.34%	8,053
U.S. Agencies (coupon)	1567	12,764	23.7%	2.60%	13,034	1598	12,764	27.1%	2.60%	13,007
Commercial Paper	16	8,998	16.7%	0.06%	9,030	47	8,998	19.1%	0.06%	9,030
Bonds	46	2,482	4.6%	0.18%	2,488	72	994	2.1%	0.18%	997
Other Investments (3)	1	21,513	39.9%	0.77%	21,513	3	16,095	34.2%	0.77%	16,095
SUB-TOTAL TRUSTEE	587	\$53,922	100.0%	1.29%	\$54,151	687	\$47,016	100.0%	1.38%	\$47,182
TOTAL BI-STATE & TRUSTEE	222	\$243,807		1.00%	\$243,976	241	\$236,247		0.94%	\$235,796
LTV LEASE/LEASEBACK 2001:										
Cash	0	3	0.0%	0.00%	3	0	3	0.0%	0.00%	3
US Treasury Securities	157	6,840	6.1%	0.63%	6,851	188	6,840	6.2%	0.63%	6,847
Other Investments (4)		104,567	93.9%	5.80%	104,567		104,030	93.8%	5.80%	104,030
SUB-TOTAL LTV 2001		\$111,410	100.0%	5.48%	\$111,421		\$110,873	100.0%	5.48%	\$110,880
SUB-TOTAL LEASES		\$111,410			\$111,421		\$110,873			\$110,880
Grand Total (5)		\$355,217			\$355,397		\$347,120			\$346,676

Explanatory Notes:

- (1) Approximate weighted average of days to effective maturity, from last business day of the month.
- (2) Market value of government securities provided by safekeeping agent. Cost equals market for other investments.
- (3) Includes money market funds and fuel hedging accounts.
- (4) Investment Contracts (leases). Values of investment contracts adjusted to conform to lease payment schedules.
- (5) All amounts preliminary and subject to audit and adjustment.

Prepared by:

Terry Gudowicz Green, Mgr of Trs Ops

Date

Reviewed by:

Tammy Fulbright, Dir of Treasury Services

Date

Approved:

Kathy Kievom, CFO

Date

**BI-STATE DEVELOPMENT
MONTHLY TREASURER'S REPORT- ALL COMPANIES
BANK / ISSUER SUMMARY as of:**

7/31/2017

Section 1 Bank/Issuer Summary

BI-STATE DIRECTED * <i>all non debt/lease assets, inc. Prop M:</i>	CASH	CERTIFICATES OF DEPOSIT	REPURCHASE AGREEMENTS	OTHER	GOVERNMENT SECURITIES	COMMERCIAL PAPER\ BA's	TOTAL	MARKET VALUE	NOTES
BANK OF AMERICA MERRILL LYNCH	14,792,294	0	0	0	0	0	14,792,294	14,792,294	FDIC\tri-party collateral(deposits).
BLACK ROCK	0	0	0	38,275,925	0	0	38,275,925	38,275,925	Money Market Fund (Govt. Securities).
COMMERCE BANK	0	1,529,985	0	0	0	0	1,529,985	1,529,985	FDIC\FRB collateral.
FIDELITY	0	0	0	53,538,550	0	0	53,538,550	53,538,550	Money Market Fund (First Tier\Prime)
INVESCO	0	0	0	14,502,826	0	0	14,502,826	14,502,826	Money Market Fund (First Tier\Prime)
FIRST CLOVERLEAF	0	0	0	0	0	0	0	0	FDIC\tri-party collateral(deposits).
JEFFERSON BANK & TRUST	500	0	0	0	0	0	500	500	FDIC; repo collateral held at JBT.
JP MORGAN CHASE	(136,034)	0	0	0	0	0	(136,034)	(136,034)	FDIC (bank acct.)MMKT (First Tier\Prime)
OPTUM	15,429	0	0	0	0	0	15,429	15,429	FDIC\FRB collateral.
BENEFLEX	4,307	0	0	0	0	0	4,307	4,307	FDIC\FRB collateral.
HEALTHSCOPE	50,370	0	0	0	0	0	50,370	50,370	FDIC\FRB collateral.
PNC BANK	3,812,899	0	0	0	0	0	3,812,899	3,812,899	FDIC\FRB collateral.
RBC DAIN RAUSCHER	0	0	0	2,863,189	0	0	2,863,189	2,863,189	Commodities Margin Acct. (fuel hedging)
RJ O'BRIEN	0	0	0	1,103,893	0	0	1,103,893	1,103,893	Commodities Trading Acct. (fuel hedging)
REGIONS BANK	5,214	0	0	0	0	0	5,214	5,214	FDIC Insured.
UMB BANK	1,497	0	4,763,000	0	0	0	4,764,497	4,764,497	FDIC\FRB Collateral.
U.S. BANK	(192,679)	0	0	0	0	0	(192,679)	(192,679)	FDIC\FRB Collateral.
ILLINOIS FUNDS	0	0	0	0	0	0	0	0	Illinois State Treasurer Investment Pool.
FARM CREDIT BANK	0	0	0	0	25,481,185	0	25,481,185	25,434,419	Safekept at Bank of America (BOA).
FEDERAL HOME LOAN BANK	0	0	0	0	21,798,846	0	21,798,846	21,780,978	Safekept at Bank of America (BOA).
U.S. TREASURY	0	0	0	0	6,845,063	0	6,845,063	6,849,123	Safekept by BOA or designated agent.
OTHER	828,761	0	0	0	0	0	828,761	828,761	
sub-total Bi-State directed	19,182,558	1,529,985	4,763,000	110,284,383	54,125,094	0	189,885,020	189,824,446	
TRUSTEE DIRECTED									
<u>DEBT ISSUES</u>									
Cross County Bonds									
Series 2009, 2013									
<u>BANK OF NEW YORK-MELLON TRUST</u>									
BANK OF NEW YORK	0	0	0	0	0	0	0	0	FDIC Insured.
GOLDMAN	0	0	0	21,512,648	0	0	21,512,648	21,512,648	Money Market Fund (First Tier\Prime).
FEDERATED GOVT OBLIG	0	0	0	0	0	0	0	0	Safekept at Bank of New York
MORGAN STANLEY	0	0	0	0	0	0	0	0	Safekept at Bank of New York
GOVERNMENT AGENCIES	0	0	0	0	12,764,224	0	12,764,224	13,034,222	Safekept at Bank of New York
MUNICIPAL BONDS	0	0	0	0	8,165,315	0	8,165,315	8,086,399	Safekept at Bank of New York
BOND FUNDS	0	0	0	0	0	11,480,542	11,480,542	11,518,062	Safekept at Bank of New York
sub-total	0	0	0	21,512,648	20,929,539	11,480,542	53,922,729	54,151,331	
SUB-TOTAL TRUSTEE (BONDS)	0	0	0	21,512,648	20,929,539	11,480,542	53,922,729	54,151,331	
SUB-TOTAL BI-STATE AND TRUSTEE	19,182,558	1,529,985	4,763,000	131,797,031	75,054,633	11,480,542	243,807,749	243,975,777	
LRV Lease\Leaseback 2001 C1 C2									
FSAVIG	0	0	0	104,567,070	0	0	104,567,070	104,567,070	Guaranteed Investment Contract (GIC).
US TREASURY	3,130	0	0	0	6,839,504	0	6,842,634	6,854,193	Safekept by Lease Trustee.
sub-total	3,130	0	0	104,567,070	6,839,504	0	111,409,704	111,421,263	
sub-total leases	3,130	0	0	104,567,070	6,839,504	0	111,409,704	111,421,263	
GRAND TOTAL	\$19,185,688	\$1,529,985	\$4,763,000	\$236,364,101	\$81,894,137	\$11,480,542	\$355,217,453	\$355,397,040	

* Please refer to Pages 5 and 10 for explanatory notes and credit ratings.

+ ABBREVIATIONS (above):

FDIC- Federal Deposit Insurance Corp.
FRB - Federal Reserve Bank

INVESTMENT CATEGORY DESCRIPTIONS

CASH: Demand deposit accounts. Some accounts are consolidated by bank for presentation purposes. Negative balances generally reflect check float. Bi-State's bank accounts are protected either by Federal Deposit Insurance Corporation (FDIC), or collateralized with securities pledged to Bi-State and held either in a segregated customer account, tri-party account, or at the Federal Reserve.

CERTIFICATES OF DEPOSIT: Non-negotiable certificates of deposit, protected by FDIC insurance, AAA rated surety or Letter of Credit, or collateralized with securities placed in joint safekeeping with Bi-State at the Federal Reserve Bank.

BANKER'S ACCEPTANCE (BAs): Negotiable investment instruments created by banks to finance commercial trade transactions. Bi-State's investment policy permits purchase of BAs only from banks rated "B" or better by Fitch Ratings (formerly Thomson BankWatch-see ratings descriptions below).

REPURCHASE AGREEMENTS (REPOs): An investment created by the simultaneous sale and repurchase of a security (usually a government security) for different settlement dates. Bi-State's repos are collateralized with securities held in segregated customer accounts, or at the Federal Reserve.

OTHER: Interest checking, money market funds, guaranteed investment contracts (GICs) and investment agreements. Also includes fuel hedging related accounts. Bi-State's policy restricts use of money market funds to Triple A rated institutional funds which have over \$500 million in assets.

GOVERNMENT SECURITIES: Securities (bills, discount notes, strips, coupon notes and bonds), issued by the U.S. Treasury or U.S. Government Agencies. Some securities are subject to "call" (redemption before stated final maturity).

COMMERCIAL PAPER: Short-term unsecured promissory note that is the obligation of the issuing entity, generally a large corporation (see ratings descriptions below).

NOTE: Permitted Bi-State investments are specified in Board Policy 30.040. All investments are shown at cost, unless otherwise noted. Market values shown for government securities or commercial paper are considered "subject to market" and provided for informational use only. Cost or par approximates market for other investments, and some of these may be subject to penalty for early redemption.

CREDIT QUALITY RATING DEFINITIONS (also see Page 9)

Standard & Poor's, Moody's Investor Services, Fitch:

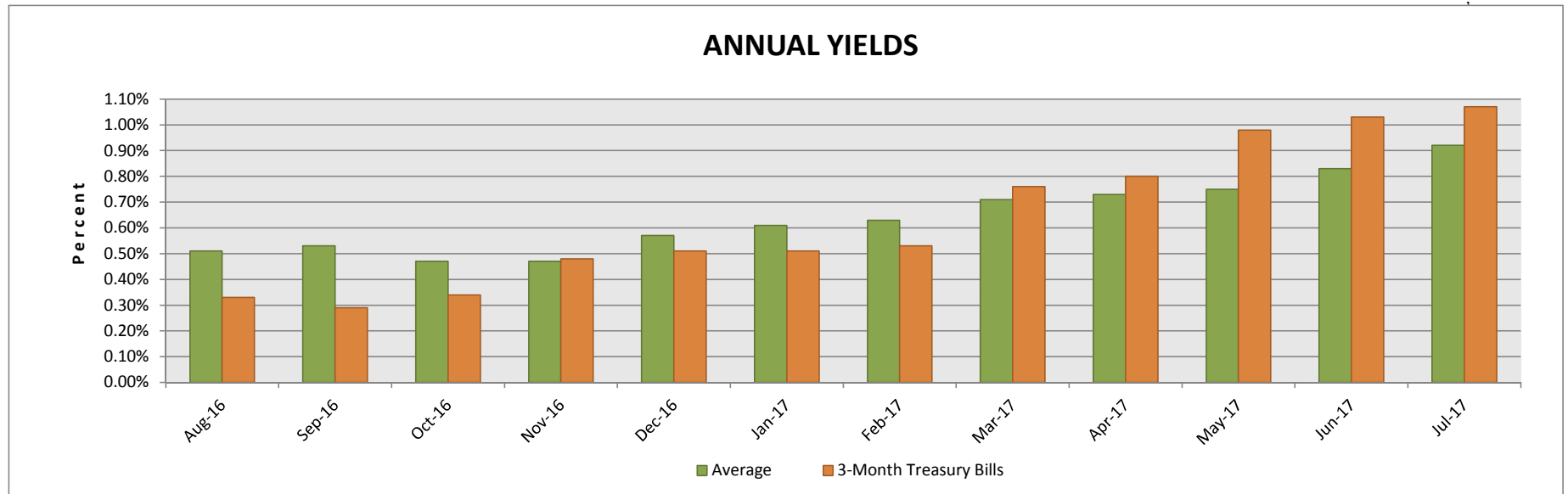
AAA Standard & Poor's, Moody's and Fitch rate credit quality on an A to C scale, with A generally regarded as "upper investment grade" and C as "speculative" (D would indicate default). Within each category are different gradients. The triple A rating indicates that the issuer's long term unsecured debt rating or specific investment instrument (such as money market funds) are of the highest credit quality (lowest expectation of risk.) The AAA rating is assigned only when there is exceptionally strong capacity for timely payment of financial commitments.

A1-P1 Commercial Paper issues rated "A-1" by Standard and Poor's and "P-1" by Moody's have the greatest capacity for timely payment (least risk). Bi-State's investment policy permits purchase of A2-P2 commercial paper from issuers with a business presence in the St. Louis region.

**BI-STATE DEVELOPMENT
ANNUAL INVESTMENT REPORT
FOR MOST CURRENT 12 MONTHS**

Funds (ooo's omitted)	Aug-16	Sep-16	Oct-16	Nov-16	Dec-16	Jan-17	Feb-17	Mar-17	Apr-17	May-17	Jun-17	Jul-17
Bi-State Investments	144,144	132,418	157,139	159,874	155,220	162,958	146,426	151,805	157,884	145,640	141,033	142,764
Bi-State Prop M Investments	44,917	44,979	52,115	51,693	51,713	51,535	50,600	50,669	49,633	48,143	48,198	47,121
Total	189,061	177,397	209,254	211,567	206,933	214,493	197,026	202,474	207,517	193,783	189,231	189,885
Trustee Investments	59,708	89,698	40,282	42,648	44,622	46,759	49,144	50,795	42,194	44,780	47,016	53,922

Yields\Rates Information	Aug-16	Sep-16	Oct-16	Nov-16	Dec-16	Jan-17	Feb-17	Mar-17	Apr-17	May-17	Jun-17	Jul-17
Bi-State	0.44%	0.46%	0.41%	0.41%	0.48%	0.51%	0.54%	0.62%	0.64%	0.67%	0.75%	0.86%
Prop M	0.73%	0.73%	0.66%	0.67%	0.86%	0.90%	0.91%	0.98%	1.00%	1.01%	1.04%	1.10%
Average	0.51%	0.53%	0.47%	0.47%	0.57%	0.61%	0.63%	0.71%	0.73%	0.75%	0.83%	0.92%
Trustee	1.01%	0.77%	1.31%	1.29%	1.24%	1.21%	1.16%	1.14%	1.32%	1.26%	1.38%	1.29%
3-Month Treasury Bills	0.33%	0.29%	0.34%	0.48%	0.51%	0.51%	0.53%	0.76%	0.80%	0.98%	1.03%	1.07%
1 Year Treasury	0.59%	0.59%	0.66%	0.80%	0.85%	0.81%	0.88%	1.03%	1.07%	1.17%	1.24%	1.23%
Fed Funds (target)	0.50%	0.50%	0.50%	0.50%	0.75%	0.75%	0.75%	1.00%	1.00%	1.00%	1.25%	1.25%
20-Year Municipals	2.84%	3.06%	3.29%	3.80%	3.04%	3.83%	3.94%	3.86%	3.77%	3.61%	3.58%	3.52%
SIFMA (BMA) Index (month end)	0.63%	0.84%	0.63%	0.56%	0.72%	0.66%	0.62%	0.91%	0.90%	0.76%	0.91%	0.82%



Diesel Fuel Hedging Program - FY 2018

	Diesel Fuel Budget \ Actual Comparison:	Jul-17	Year to Date	Life to Date
a	Gallons consumed-actual	497,361	497,361	80,158,725
b=(c/a)	Average cost per gallon-actual	\$ 1.55	\$ 1.55	\$ 2.11
c	Total Diesel Fuel Cost-Actual	\$ 773,297	\$ 773,297	\$ 168,784,484
d	Gallons consumed- budget	484,097	484,097	83,800,002
e=(f/d)	Average cost per gallon- budget	\$ 1.83	\$ 1.83	\$ 2.35
f	Total Diesel Fuel Cost- Budget	\$ 885,898	\$ 885,898	\$ 197,044,335
g=(f-c)	Budget Variance (Unfavorable)	\$ 112,601	\$ 112,601	\$ 28,259,851
h	Realized Futures Gains (Losses)	\$ 4,670	\$ 4,670	\$ (2,714,345)
i=(c-h)	Net Cost of Fuel	\$ 768,627	\$ 768,627	\$ 171,498,829
j=(i-f)	Net Budget Variance (Unfavorable)	\$ 117,271	\$ 117,271	\$ 25,545,506
j=(i/f)	Net Cost of Fuel, Per Gallon, inc. Hedge	\$ 1.55	\$ 1.55	\$ 2.14
k=(e-i)	Net Budget Variance Per Gallon	\$ 0.28	\$ 0.28	\$ 0.21
Futures Activity:		Price of Barrel of Oil:		
	Futures Contracts Purchased	8	Date	Price
	Futures Contracts Sold	16	03/31/2017	\$ 53.83
	Futures Contracts Net Change at month end	(8)	04/30/2017	\$ 49.33
	Total Open Futures Contracts, at month end	239	05/31/2017	\$ 48.32
	Futures Contracts Unrealized Gain/(Loss) *	\$510,632	06/30/2017	\$ 46.04
	(% of Estimated Future Consumption)	80%	07/31/2017	\$ 50.17

* = At month end

Explanatory Notes:

Consumption budgeted at approximately 120,000 gallons per week.

Current diesel contracts: diesel =Platts +10.17 cents per gal.; B2 diesel= Platts + 10.93 cents per gal.

A futures contract equals 42,000 gallons.

Numbers above rounded.

Amounts do not include transaction or consulting costs.

Futures Contracts are purchased from Sep 2017 through Dec 2019 (28 months).

Background:

Linwood Capital is a consultant retained by Bi-State since April 2004 to assist with its energy price risk management program.

Bi-State manages the cost of fuel by utilizing purchase of exchange traded futures, specifically NYMEX Heating Oil#2 (HO#2) futures.

Generally, as oil prices increase, the value of the futures goes up, and acts to partially offset the actual increase in the price of fuel.

**Bi-State Development
Monthly Investment Report
Report of Term Investment* Purchases: July 2017**

Item	Investment:	Par Amount	Settled	Maturity Date	Term(days)	Yield	Purchased From	Fund
*Note: There were no new investment purchases in July								
	Total	\$ -						

Notes:
 * Investments with an original term of over 14 days.

Bi-State Development Agency dba Metro
Credit Ratings of Financial Institutions (see also page 5)

Depository Banks:	Long-Term Debt Rating			Short-Term Debt Rating			Fitch Bank Rating
	S&P	Moody's	Fitch	S&P	Moody's	Fitch	
Bank of America, N.A.	A+	A1	AA-	A-1	P-1	F1	NA
Commerce Bank	A	A2		A-1	P-1		NA
PNC Bank	A	Aa2	AA-	A-1	P-1	F1+	NA
Regions Bank	BBB+	A2	BBB	A-2	P-1	F2	NA
U.S. Bank		Aa1	AA+		P-1	F1+	NA
UMB Bank	A-		A	A-2		F1	NA
Trust Companies:							
Bank of New York Mellon Trust	AA-	Aa1	AA+	A-1+	P-1	F1+	NA
Money Market Funds:	S&P			Moody's			
Black Rock Fed Trust	AAAm			Aaa-mf			
Black Rock Temp	AAAm			Aaa-mf			
Black Rock T Fund	AAAm			Aaa-mf			
FFI Treasury Fund	AAAm			Aaa-mf			
Columbia (BOA/Merrill) Money Market Reserves	AAAm			Aaa-mf			
Columbia (BOA/Merrill) Government	AAAm			Aaa-mf			
Dreyfus Government Cash Management	AAAm			Aaa-mf			
Federated Prime	AAAm			Aaa-mf			
Federated Treasury	AAAm			Aaa-mf			
Federated Government	AAAm			Aaa-mf			
Fidelity Government	AAAm			Aaa-mf			
Fidelity Prime	AAAm			Aaa-mf			
Fidelity Treasury	AAAm			Aaa-mf			
Goldman Financial Government	AAAm			Aaa-mf			
Invesco Government and Agency	AAAm			Aaa-mf			
JP Morgan Prime	AAAm			Aaa-mf			
Wells Fargo Treasury	AAAm			Aaa-mf			
Other:	Long-Term Debt Rating						
	S&P	Moody's	Fitch				
AIG (2001 LRV Lease)	A+	A2	A+	NA = Fitch overall bank ratings or LT debt ratings have been withdrawn			
U.S. Treasury	AA+	Aaa	AAA				
Federal Home Loan Bank (FHLB)	AA+	Aaa					
Federal Farm Credit Bank (FCB)	AA+	Aaa	AAA				

Bi-State Development				
Mass Transit Sales Tax Appropriation Cross-County Bonds & St Louis County Loan				
Series	2009	2013		Total Cross County
	Refunding	2013A Bonds	2013B Loan	
Issue date	9-Nov-09	1-Aug-13	1-Aug-13	
Principal (original)	\$97,220,000	\$381,225,000	\$75,000,000	
Principal (currently outstanding)	\$97,220,000	\$299,110,000	\$135,000,000	\$531,330,000
Lien on 1\4 cent Prop M, Prop M2, Prop A tax	Senior	Senior	Subordinate	
Stand alone credit rating (S&P\Moody's)	AA+\A2	AA+\Aa3	NA	
Maturity date(s)	2023 – 2039	2048	2053	
Optional Call Date	2019	Various	Anytime	
Optional Put Date	NA	NA	2018	
Interest rate mode	Fixed	Fixed	1% + SIFMA	
Rate	4.50%-5.00%	3.00%-5.00%	1.02%-1.06%	
Interest pmt. Dates (4/1/17 &10/1/17)	April, October	April, October	April, October	
Annual debt service:				
Interest - FY 2017	\$4,767,975	\$14,859,112	\$1,413,000	\$21,040,087
Principal - (Previous payment 10/1/16 - \$7,880,000) (next payment 10/1/17 - \$8,275,000)	\$0	\$8,275,000	\$0	\$8,275,000
total princ.&int.	\$4,767,975	\$23,134,112	\$1,413,000	\$29,315,087
Debt Service Reserve Fund (DSRF)	\$9.1 million in DSRF with bond trustee, BONY-Mellon.	\$23.7 million in DSRF with bond trustee, BONY-Mellon.	NA	
Other	Refunded balance of 2002 A	Refunded Series 2002A,B,C, 2007, and Series 2010B	Refunded Series 2010A Bonds	

**BI-STATE DEVELOPMENT
OPERATIONS COMMITTEE MEETING
OPEN SESSION MINUTES
AUGUST 15, 2017**

Committee Members in Attendance

Michael Buehlhorn, Chairman
David Dietzel, (absent)
Irma Golliday, (via phone)
Aliah Holman, (via phone)
Justin Zimmerman

Other Commissioners in Attendance

Vernal Brown, (via phone)

Staff in Attendance

John Nations, President & CEO
Barbara Enneking, General Counsel and Deputy Secretary
Shirley Bryant, Certified Paralegal
Ray Friem, Executive Director Metro Transit
Barbara Georgeff, Director of Executive Services
Kathy Klevorn, Sr. Vice President, Chief Financial Officer
Jim Cali, Director Internal Audit
Larry Jackson, Executive Vice President of Administration
Dianne Williams, Vice President of Communications & Marketing
Patti Beck, Director of Communications
Lisa Burke, Executive Assistant
Patti Beck, Director, Communications
Richard Zott, Chief of Public Safety
Matthew Hibbard, Social Media Communications Manager
Kent Swagler, Director Corporate Compliance & Ethics
Virginia Alt-Hildebrandt, Manager Administrative Services
Diana Bentz, Vice President of Organizational Effectiveness
Jenny Nixon, Executive Director Tourism Innovation
Dave Sanders, Strategic Business Development Manager
Kathy Brittin, Director, Risk Management, Safety & Claims
Ted Zimmerman, Director Marketing
Mary Lamie, Executive Director St. Louis Regional Freightway
Charles Stewart, Vice President Pension & Insurance
Kerry Kinkade, Vice President, Chief Information Officer
David Allen, Director Arts-In-Transit
Yodit Teklu, Associate Project Manager – Freight Partnership
Scott Grott, General Manager MetroLink
Jessica Mefford-Miller, Assistant Executive Director, Transit Planning & System Development
Ken Franklin, Vice President Government Relations & Policy Initiatives
Julianne Stone, Vice President Strategic Initiatives
Annis Stanley, Casualty Claims Manager

Others in Attendance

Taulby Roach, St. Clair County Transit District
Edwilla Massey, Rep. Clay's Office
Richard Maxwell
Scott Kirks
Ryan McClure

1. Call to Order

8:00 a.m. Chairman Buehlhorn called the Open Session Operations Committee Meeting to order at 8:00 a.m.

2. Roll Call

8:00 a.m. Roll call was taken.

3. Public Comment

8:00 a.m. There was no public comment.

4. Minutes from May 16, 2017 Operations Committee

8:01 a.m. The May 16, 2017, Open Session Operations Committee Meeting minutes were provided in the Committee packet. A motion to approve the minutes was made by Commissioner Brown and seconded by Commissioner Zimmerman. **Motion passed unanimously.**

5. St. Louis Regional Freightway 2017 Multimodal Transportation Project List

8:02 a.m. The briefing paper and attachment regarding the St. Louis Regional Freightway 2017 Multimodal Transportation Project List was provided in the Committee packet. Mary Lamie, Executive Director St. Louis Regional Freightway, provided a brief overview. The updated 2017 Multimodal Transportation Project List was developed by the Needs Analysis and Freight Development Committee (NAFD). NAFD consists of a broad cross section of industry leaders representing, manufacturing, logistics, industrial real estate, workforce development, economic development organizations, academia, all modes of transportation, both the Illinois and Missouri Departments of Transportation and the East-West Gateway Council of Governments (EWGCOG). The Freight Multimodal Transportation Project List was unanimously approved by the Freight Council, the EWGCOG Board of Directors and the Bi-State Development Board of Commissioners in 2016. NAFD updated the project list for 2017. The project list is a tool for elected leaders, the DOTs and regional leaders to better understand the infrastructure needs of manufacturing and logistic industries that represent the region and the nation's supply chain. The projects in the 2017 Multimodal Transportation Project List were developed through a request for projects throughout the St. Louis region from state and local agencies and our committee members. NAFD committee members met and the projects were vetted with public and private stakeholders from across the region. The Merchants Bridge (TRRA) over the Mississippi River was ranked as the Freightway's highest priority project. New projects include improvements to Interstate 70, Hanley Road, and St. Charles Rock Road in Missouri and Interstate 64, Air Mobility Drive expansion, and Kaskaskia Regional Port District projects in Illinois. Some discussion followed regarding other projects that may be considered in the future. A motion was made by Commissioner Holman and seconded by Commissioner Brown to approve this agenda item as presented in the briefing paper and forward to the Board for final approval. **Motion passed unanimously.**

John Nations, President & CEO, also informed the Board that Mary Lamie was recognized by the *St. Louis Business Journal* as one of the 25 most influential women in business in the St. Louis region, and it is a well-deserved recognition.

6. Contract Award: Mobile Data Terminal Replacement for Call-A-Ride (CAR)

8:08 a.m. The contract award for Mobile Data Terminal Replacement for Call-A-Ride (CAR) was provided in the Committee packet. Ray Friem, Executive Director Metro Transit, provided an overview. The Mobile Data Terminals (MDT) are at the heart of how the CAR system operates; it is the system that communicates to the operators in real time about changes in their schedules. Paratransit does not have a fixed route, appointments are set up day by day, and they are subject to change through the course of the day. The MDT interfaces directly with the scheduling software, which is a critical piece of equipment for CAR, and without it we wouldn't be able to meet customer expectations in paratransit. A solicitation was issued on February 24, 2017, and two (2) proposals were received (StrataGen and Trapeze). Upon completion of the consensus technical scores, presentation/demonstration scores and the best and final cost scores, management's recommendation is that the Operations Committee approve and forward to the Board for final approval the request that the President & CEO enter into a contract with the firm whose proposal is most advantageous to Bi-State Development, with price and other factors considered. The contract is not to exceed the amount of \$634,123 to implement new Mobile Data Terminals for the Metro Call-A-Ride fleet that meets or exceeds the functionality and capabilities that they employ today. Additional discussion followed. A motion was made by Commissioner Zimmerman and seconded by Commissioner Holman to approve this agenda item as presented in the briefing paper and forward to the Board for final approval. **Motion passed unanimously.**

7. Contract Modification: Extension of Communications Agency Services Contract with Common Ground Public Relations

8:12 a.m. The contract modification for the Extension of Communications Agency Services Contract with Common Ground Public Relations was provided in the Committee packet. Jenny Nixon, Executive Director Tourism Innovation provided an overview. A solicitation was issued in February 2013 to provide communications services, professional counsel and strategic planning services to assist in the development and implementation of activities for the Gateway Arch Riverfront. The contract was awarded to Common Ground Public Relations (CGPR). The contract was for three (3) base years and two (2) option years. The contract period began April 24, 2013, and currently the contract is in Option Year 2. During the past five (5) years the City Arch River project and other improvements at the Jefferson National Expansion Memorial have continued and the overall completion date for the project has been extended. The project completion date is Summer 2018. The completion of the project and the new visitor experience is expected to draw significant local, regional, and national interest. The Missouri Division of tourism along with Explore St. Louis have stated their intent to focus on the completion of the project in promoting the 2018 tourism season. Management's request is to extend the current contract with CGPR for an additional six (6) months. The contract extension will not only allow continuity of services but will also allow the flexibility of services if the project completion date is modified again. Management's recommendation is for the Operations Committee to approve and forward to the Board for final approval the request that the President & CEO issue a modification to extend the contract six (6) months and expand the scope of services in the amount of \$188,000 with Common Ground Public Relations for the purposes of continuity of services for the project completion and grand opening activities in 2018. The total revised contract would not exceed \$675,461. A motion was made by Commissioner Holman and seconded by Commissioner Brown to approve this agenda item as presented in the briefing paper and forward to the Board for final approval. **Motion passed unanimously.**

8. Amendment of Bylaws for 501(c)(3) Arts in Transit, Inc.

8:16 a.m. The Amendment of Bylaws for 501(c)(3) Arts in Transit, Inc. was provided in the Committee packet. Dianne Williams, Vice President of Communications & Marketing and David Allen, Director Arts-In-Transit were present for the presentation and to answer any questions from the Committee. Due to technical problems with the microphones, John Nations, President & CEO, provided a brief overview of this agenda item. Arts-In-Transit (**AIT**) has received funding from a number of governmental grant makers including the St. Louis Regional Arts Commission, the Missouri Arts Council, and the National Endowment for the Arts. This has resulted in hundreds of thousands of additional dollars to Bi-State Development (**BSD**) over the years for educational and community programs, permanent and temporary public art, and integrated artistic design. Now that AIT is a 501(c)(3) organization, they are eligible to apply to broader range of funders. A major evaluation for most foundations and funding institutions is the composition of the grantee's governing body. Every grant application asks about the diversity of the Board of Directors, and the background and/or professional expertise of the Board's membership. Currently AIT's board consists of BSD staff members only. The Board of Directors of AIT should be modified and its Bylaws amended to include outside representation. A five member Board of Directors would include a combination of one member of the Board of Commissioners, two members from the Visual Arts and/or Design community, one member from the education community and one member from the business community. Management's recommendation is that the Operations Committee approve and forward to the Board for final approval the Amended and Restated Bylaws of Arts In Transit, Inc. and the Affiliation Agreement between Arts In Transit, Inc. and BSD. A motion was made by Commissioner Zimmerman and seconded by Commissioner Holman to approve this agenda item as presented in the briefing paper and forward to the Board for final approval. **Motion passed unanimously.**

9. 4th Quarter Operations Report and Capital Projects Update

8:21 a.m. The 4th Quarter Operations Report and Capital Projects Update was provided in the Committee packet. Ray Friem, Executive Director Metro Transit provided an overview of the 4th Quarter Report for FY17. Expenses for the Transit System finished the year under budget, however in the beginning of the fiscal year Metro assumed it would reimburse St. Louis County Police Department \$4.1 million of contract expenses. After the start of the fiscal year, St. Louis County paid the police department directly resulting in the contract service line item being significantly under budget. The FY18 budget reflects this change. Fuel cost continued to trend lower than budget by almost \$3 million. Wages and benefits were also less than budgeted primarily because of open positions throughout the fiscal year. The loss of passenger revenue was below budget by almost \$7.5 million and below the previous year's total by over \$4 million. This is directly related to lower ridership across the system. The system ridership was 7.6% lower than FY16. Major public safety incidents in March 2017 contributed to this quarterly ridership loss. Metro carried 3.1 million fewer passengers in FY17 compared to FY16. MetroBus ridership was down 8.2%, MetroLink ridership was down 5.5%. The annual service plan is relatively unchanged. Rail revenue miles and hours are down slightly because of the reopening of the EADS Bridge. MetroBus miles and hours are up slightly due to the opening of the North County Transit Center. Call-A-Ride can self-adjust depending on the daily rides scheduled and the reduced miles and hours reflect the ridership trend for that service. Valid Security complaints were stable when compared to the 4th quarter of FY16. System Performance Measures continue to meet the very high goals set for them. On time performance is stable or improving for all modes. Valid customer complaints are up 3% for the quarter and 22% for the year. Maintenance data shows lower mean distance between failures (**MDBF**) for FY17, but each

mode is well above industry averages. Metro is unable to accurately track custodial arrests across the system because that information isn't reported to Metro staff. For this reason, Metro staff will devise a new reporting system to more accurately report the security activity for future reports. Lower ridership totals and the addition of on-line communication tools have had an impact on call volumes in the Customer Service Center. Effective August 14, 2016, Customer Service expanded its operating scheduled from 7:30a.m. – 4:30p.m. to 7:00a.m. – 6:00p.m. The Downtown Transit Center Project is 100% completed and open. The SmartCard project will be the focal point of the October 17, 2017 Operations Committee meeting. The system is ready and is in final testing. The Service Design Review is a new project that Jessica Mefford-Miller will discuss in more detail today in agenda item #10.

Some discussion followed regarding revenue received from various jurisdictions and other revenue sources, as well as system ridership and LRV replacement. This agenda item was informational only and no further action was required. A copy of this report will be kept at the office of the Deputy Secretary.

10. Metro Reimagined Project Update

8:40 a.m. The Metro Reimagined Project Update was provided in the Committee packet. Jessica Mefford-Miller, Assistant Executive Director Transit Planning & System Development provided a brief overview. The Metro Transit System has undergone several service transformations over the past decade. *Metro Redefined*, initiated in 2004, transformed the transit system into a hub-and-spoke service model that no longer required customers to go downtown to reach their final destination. The system expanded to include a light rail expansion in 2006 and several new transit centers that addressed the changing passenger travel needs. *Metro Reimagined* will result in recommendations for service adjustments which could be phased in over a five year horizon. Possible service changes to be explored could include new route realignments, frequency and spacing adjustments, and additional service types designed specifically to create new opportunities to access the system. *Metro Reimagined* will provide a look at current market conditions, service performance, and operations. The Market Analysis will provide insight on existing market demand and mobility needs by evaluating land use, demographics, and travel patterns within the St. Louis region. Service Evaluation will analyze Metro Transit's network design, service operations, and ridership to provide insight on how customers use the system. *Metro Reimagined* will build on the successes while employing innovative mobility options that enhance the customer experience and provide a variety of appropriate service levels. This report was informational only and no Committee action was required. A copy of this report will be kept at the office of the Deputy Secretary.

11. Metro Transit System Security Update

8:53 a.m. Metro Transit System Security Update was provided in the Committee packet. John Nations, President & CEO, provided a brief update. The Board requested regular updates regarding recent changes in Security policy including the regional Memorandum of Understanding (MOU) for MetroLink Security. Agency staff has been working with the jurisdictions to implement the MOU. Conversations are ongoing and a meeting is scheduled later today with the Chief of Police in St. Louis County to discuss how to proceed. The jurisdictions and the Transit Access Working Group have been meeting, and an invitation has been extended to Mr. Friem to become a part of the Transit Access Working Group. We are still working through the issues in the MOU with the jurisdictions. Mr. Friem stated that as we work through some of the MOU issues, we are proceeding both on a functional and technical day-to-day review of the different functions that comprise the entire security asset. The major incidents on the system have declined a little bit in the last quarter. There have been reports of increased activity on the

trains both on the part of the police departments and Metro's Public Safety. Some of the goals of some of the programs seem to be realized in the initial stages. Mr. Nations stated that there is a renewed emphasis and commitment of everyone involved to maximize safety on the public transit system. This report was informational only and no Committee action was required. A copy of the report will be kept at the office of the Deputy Secretary.

12. Unscheduled Business

8:55 a.m. There was no unscheduled business.

13. Call of Dates for Future Committee Meetings

9:00 a.m. The Committee was advised of upcoming meetings as follows:

Audit, Finance & Administration Committee:	Friday, August 25, 2017, 8:00 a.m.
Board Meeting:	Friday, September 22, 2017, 8:00 a.m.
Operations Committee:	Tuesday, October 17, 8:00 a.m.

14. Executive Session - If such action is approved by a majority vote of the Bi-State Development Agency's Board of Commissioners who constitute a quorum, the Board may go into closed session to discuss legal, confidential, or privileged matters pursuant to Bi-State Development Board Policy Chapter 10, Section 10.080(D) Closed Records; Legal under § 10.080(D)(1); Real Estate under §10.080(D)(2); Personnel under § 10.080 (D)(3); Health Proceedings under §10.080(D)(4); Employee Negotiations under § 10.080(D)(5); Data Processing under § 10.080(D)(6); Purchasing and Contracts under § 10.080(D)(7); Proprietary Interest under § 10.080(D)(8); Hotlines under § 10.080(D)(9); Auditors under § 10.080(D)(10); Security under § 10.080(D)(11); Computers under § 10.080(D)(12); Personal Access Codes under § 10.080(D)(13); Personal Information under § 10.080(D)(14); Insurance Information under § 10.080(D)(15); Rail, Bus, or Facilities Safety and Accidents under § 10.080(D)(16) or Protected by Law under § 10.080(D)(17).

9:00 a.m. Pursuant to the requirements of Bi-State Development Board Policy, Chapter 10, Section 10.080(D); (1); (11); (15); and (16), Chairman Buehlhorn requested a motion to allow the Committee to go into closed session. A motion to go into Executive Session was made by Commissioner Zimmerman and seconded by Commissioner Holman. A roll call vote was taken, and the Commissioners present, Holman, Buehlhorn, Golliday, Zimmerman and Brown voted to approve this agenda item. **Motion passed unanimously, and the Open Session meeting was adjourned at 9:00 a.m.**


Deputy Secretary to the Board of Commissioners
Bi-State Development

**BI-STATE DEVELOPMENT
AUDIT, FINANCE & ADMINISTRATION COMMITTEE MEETING
OPEN SESSION MINUTES
AUGUST 25, 2017**

Committee Members in Attendance

Constance Gully Chair
Vernal Brown
David Dietzel
Vince Schoemehl
Jeffrey Watson (absent)

Other Commissioners in Attendance

None

Staff in Attendance

John Nations, President & CEO
Barbara Enneking, General Counsel and Deputy Secretary
Jim Cali, Director of Internal Audit
Larry Jackson, Executive Vice President for Administration
Kathy Klevorn, Sr. Vice-President and Chief Financial Officer
Barbara Georgeff, Director of Executive Services
Brenda Krieger, Executive Assistant
Mark Vago, Controller
Tammy Fulbright, Director Treasury Services
Jonathan Frederick, Director Accounting & Budget
Michael Gibbs, Accountant Business Enterprise
Gary Smith, Internal Audit Intern
Kathy Brittin, Director Risk Management, Safety & Claims
Kevin Kloeber, Manager Insurance & Analysis
Patti Beck, Director Communications
Dianne Williams, Vice President Communications & Marketing
David Toben, Director Benefits
Maryanne Coley, Manager Benefits
Charles Stewart, Vice President Pension & Insurance
Angela Staicoff, Sr. Internal Auditor
Sheah Thompson, Internal Audit
Kelly Schneider, Internal Audit
Kelli Fitzpatrick, Sr. Internal Auditor, Part-time
Andrew Ghiassi, Manager Safety & Loss Control
Virginia Alt-Hildebrandt, Manager Administrative Services
Richard Zott, Chief of Public Safety
Monica Smith, Administrative Assistant
Kristen King, Administrative Assistant
Ted Zimmerman, Director Marketing
Michael Jennings, Manager IT ERP Systems
Diana Bentz, Vice President Organizational Effectiveness

1. **Call to Order**
8:00 a.m. Chair Gully called the Open Session Audit, Finance and Administration Committee Meeting to order at 8:00 a.m.
2. **Roll Call**
8:01 a.m. Roll call was taken.
3. **Public Comment**
8:02 a.m. There were no public comments.
4. **Audit, Finance and Administration Committee Open Session Minutes: May 18, 2017**
8:03 a.m. The May, 18, 2017 Open Session Audit, Finance and Administration Committee Meeting minutes were provided in the Committee packet. A motion to approve the minutes as presented was made by Commissioner Schoemehl and seconded by Commissioner Gully. **Motion passed unanimously.**
5. **Contract Modification: Werremeyer, Inc. for Development and Implementation of Marketing Activities**
8:04 a.m. The briefing paper regarding the contract modification was provided in the Committee packet. Larry Jackson, Executive Vice President of Administration, provided an overview. On July 7, 2016, BSD procured services from Werremeyer, Inc. The total contract value as originally presented and approved by the Board of Commissioners was incorrectly stated and needs to be revised to reflect the amounts required and budgeted. The correct amount of the contract is to be for \$2,000,000 for five years inclusive of option years. A motion was made by Commissioner Schoemehl and seconded by Commissioner Brown to approve this agenda item as presented in the briefing paper and forward to the Board for final approval. **Motion passed unanimously.**
6. **Internal Audit Status Report – 4th Quarter FY2017**
8:05 a.m. The Internal Audit Status Report, 4th Quarter FY17 was provided in the Committee packet. Jim Cali, Director of Internal Audit, provide a brief overview. In addition to tracking the status of current audits and special projects, this report also highlights the follow-up activity related to the implementation of recommendations from prior audits. BKD, the certified public accounting firm that was engaged to perform the audit of BSD's health insurance claims audit completed their review of the claims for Cigna, Delta Dental, and Express Scripts. Mr. Cali introduced Sheah Thompson, a college student intern, to replace Kailey Braddy the former college student intern who returned to Truman State University to begin her studies to obtain her Masters in Accounting. This report was informational only and no Committee action was required. A copy of the report will be kept at the office of the Deputy Secretary.
7. **Internal Audit Follow-Up Summary, 4th Quarter FY17**
8:06 a.m. The Internal Audit Follow-Up Summary, 4th Quarter FY17 was provided in the Committee packet. Jim Cali, Director of Internal Audit provided a brief overview. In accordance with Board Policy, the Internal Audit Department (**IAD**) is tasked with doing a follow-up of previously concluded audits. To ensure compliance, IAD regularly monitors the status of recommendations. Each recommendation has been reviewed and its status is either listed as "completed", "outstanding" or "overdue." At this time, there are no items overdue and Agency management has done a tremendous job keeping track of the corrective action plans going forward. This report was informational only and no Committee action was required. A copy of the report will be kept at the office of the Deputy Secretary.

8. Treasury-Safekeeping Quarterly Accounts Audit – Ending March 31, 2017

8:07 a.m. The Treasury-Safekeeping Quarterly Accounts Audits for the periods ending March 31, 2017 and June 30, 2017 were provided in the Committee packet. Jim Cali, Director of Internal Audit provided a brief overview. The Internal Audit Department (**IAD**) is tasked with the responsibility to perform a quarterly audit of the Agency's safekeeping funds. IAD reviewed the Treasurer's Reports for the 3rd and 4th Quarters of FY17 to identify the securities classified under the Safekeeping Accounts criteria. IAD independently verified the existence and the investments held by the bank custodians and confirmed all balances presented on the Treasurer's report were fairly presented and no exceptions were noted. As of March 31, 2017, the Agency has approximately \$82 million in U.S. Treasury and Government Agency securities. The sales tax capital represents \$73.2 million, self-insurance funds consist of approximately \$4.8 million, and the remaining securities represent \$3.4 million in internally restricted funds. As of June 30, 2017, the Agency has approximately \$66.5 million in U.S. Treasury and Government Agency securities. The sales tax capital represents \$61.2 million, self-insurance funds consist of approximately \$2.3 million, and the remaining securities represent \$1.9 million in internally restricted funds. This report was informational only and no Committee action was required. A copy of the reports will be kept at the office of the Deputy Secretary.

9. Treasury-Safekeeping Quarterly Accounts Audit – Ending June 30, 2017

8:07 a.m. See agenda item #8.

10. 4th Quarter Financial Statement

8:09 a.m. The 4th Quarter Financial Statements were provided in the Committee packet. Jonathan Frederick, Director Accounting & Budget, provided a brief overview. Bi-State Development (**BSD**) business and self-insurance divisions had combined assets of \$1.4 billion. The 4th quarter, FY17 income before depreciation was \$10.1 million compared to a budget of \$0.6 million for a positive variance of \$9.5 million. The 4th Quarter income from FY16 was \$16.8 million and that is approximately a \$6.7 million decrease in income before depreciation for FY17. The Net Loss after depreciation was \$46.8 million. The financial statement package includes the analysis and financial position of each BSD business division.

Executive Services - Income before depreciation for Executive Services was \$248,464, down \$64,828 or 20.7% from last year. The decrease can be attributed to the increase in wage and benefit, and service expenses.

Gateway Arch – The Arch opened April 19, 2017 with the south tram taking visitors to the top. The north tram was delayed due to flooding of the north tram load zone and opened in July. The loss before depreciation was \$562,677, down \$3 million from FY16.

Riverboats – After some early season flooding, cruise attendance has been strong. Income before depreciation is \$343,840, which is up \$220,290 from last year and 260.9% from budgeted numbers. The entire increase in income can be associated with the increase in cruise revenue. The number of cruises is up 15.1% at total of 909. Total Riverboat Passengers are also up 20.8% over last year at a total of 105,775.

St. Louis Downtown Airport – FY17 year-end Loss before depreciation is \$240,043, which is down \$51,013 from FY16. The increase in expenses can be accounted for in the Services expense line. Aircraft movements have increased 5.3% over last year. Fuel sales have decreased 14.8% from last year.

Metro – In June 2017, BSD broke ground on the new Cortex MetroLink Station. Loss before depreciation is \$2.9 million, which is up \$227,374 from last year. Revenue has increased from the prior year slightly, but is 6.1% under budgeted numbers and this is due to the decrease in passenger revenue. Expenses in total are similar to last year with the exception of Services and Fuel expense. System passengers have decreased 6.9%. Bus ridership decreased 7.9% and MetroLink ridership decreased 5.6%.

St. Louis Freightway – The Freightway held their annual meeting and it was well attended. Loss before depreciation was \$497,543, which was down \$274,082 from last year. An increase in wages and services expense are driving the current year loss increase.

Bi-State Development Research Institute – The Market Kiosks construction is well underway. Those kiosks will be installed in two North St. Louis County locations. Net Income is \$116,424, which is up \$77,015 from the prior year. Increase in grant revenue is the cause for the increase over last year.

Arts-In-Transit – Arts in Transit was one of nine local arts organizations to receive funds through the PNC Arts Alive initiative. Net Income is \$39,121 which is up \$18,808 from the prior year. The increase year over year is attributed to grant revenue received from PNC.

Self-Insurance Funds – As a caveat to the net income or loss, the self-insurance funds should be looked at over a longer time period, typically 5 years, as there are significant estimations done by actuaries, claims adjusters and our in-house accounting staff.

Health – Total expenses for FY17 are \$31.3 million, which is up \$1.3 million from the prior year. This is attributed to an increase in claims.

Casualty SIF – Total expenses for FY17 are \$4.5 million. Expenses are greater than our budgeted numbers due to claims.

Workers' Compensation SIF – Total expenses for FY17 are \$5.5 million. Expenses are greater than our budgeted numbers due to claims.

11. 4th Quarter Performance Indicators

8:16 a.m. The 4th Quarter Procurement Indicators Report was provided in the Committee packet. Jonathan Frederick, Director of Accounting and Budget, discussed the 4th Quarter Performance Indicators during his presentation of Agenda Item #10. This report was informational only, and no Committee action was required. A copy of the report will be kept at the office of the Deputy Secretary.

12. June Treasury Report

8:17 a.m. The June Treasury Report was provided in the Committee packet. Tammy Fulbright, Director Treasury Services, provided a brief overview. BSD directed \$189 million in cash and investments; and investments had an average yield of .83% for the month of June. This reflected an increase of .22% since January 2017. Liquidity is more necessary in the summer months for BSD, so the average rate of return is tracking closer to the 1 month treasury rate. In the fall, we are hopeful to get the average rate of return up by about ¼ percent using the six month treasury rate for today. \$47 million in Trustee Directed funds earning an average rate of return of 1.38%. We are able to invest these funds for a longer duration. Currently, we have maturities out as far as September 2028. In June, the Federal Reserve (Fed) raised rates for the fourth time since the

financial crisis. The Fed is expected to raise rates one more time this year, twice in 2018 and 4 times in 2019. This would bring the federal funds rate to the Fed's preferred rate of 3%. The last time we had a Fed rate of 3% was in January of 2008. The 2009 and 2013 Bonds had a credit rating increase in May. All debt is now considered a high grade investment for investors, which allows for lower rates on debt. This report was informational only and no Committee action was required. A copy of this report will be kept at the office of the Deputy Secretary.

13. 4th Quarter Procurement Report

8:23 a.m. The 4th Quarter Procurement Report was provided in the Committee packet. Larry Jackson, Executive Vice President for Administration, provided a brief overview stating that this report was informational only. He noted that the non-competitive or sole source procurement for the quarter was at 16.2% of total purchases and for the twelve months to date was running at 10.4%, which is slightly higher than our goal of being under 10%. This report was informational only, and no Committee action was required. A copy of the report will be kept at the office of the Deputy Secretary.

14. FY18 Risk Management Insurance Program Update

8:25 a.m. The FY18 Risk Management Insurance Program Update was provided in the Committee packet. Kathy Brittin, Director of Risk Management, Safety & Claims, provided a brief overview. For FY18, the following improvements were achieved: The property insurance was marketed and placed in a layered program with Lloyds of London as the primary insurance carrier. The terms and conditions of the coverage are comparable to the expiring program with the exception that the flood and earthquake deductibles were lowered from \$250,000 to \$100,000, and \$1,000,000 to \$250,000 respectively. This achieved a 14% savings over the expiring policy. The excess workers' compensation (WC) insurance which is excess over the \$1,000,000 self-insured limit was placed with a new insurance carrier, Arch Insurance. The payroll exposure increased 1.5% and the premium decreased by 8%. Due to last year's insurance carrier no longer writing excess liability for public entities, the lead policy was placed with Argonaut Insurance. The overall savings for the excess liability program was 6%. The Riverboat's marine insurance program was also marketed and resulted in a change in insurance carriers to Endurance Insurance Co. The premium remained the same. Overall, the insurance program was renewed with comparable coverage terms and conditions. The premium savings of \$302,771, a 10% reduction in premium over last year, can be attributed to Risk Management initiatives and marketing efforts of the new insurance broker, McGriff, Seibels & Williams. This report was informational only, and no Committee action was required. A copy of this report will be kept at the office of the Deputy Secretary.

15. Pension Plans, 401(k) Retirement Savings Program and OPEB Trust Investment Performance Update as of June 30, 2017

8:30 a.m. The briefing paper regarding the Pension Plans, 401(k) Retirement Savings Program and OPEB Trust Investment Performance Update – June 30, 2017 with attachments was provided in the Committee packet. Charles Stewart, Vice President, Pension & Insurance, provided a brief overview. The Board is required to oversee the funding status and trustee administration for the retirement system. Throughout the year Mr. Stewart provides reports to help the Board accomplish that goal.

Total 401(k) Program assets are \$49.4M as of the end of the second quarter 2017. Participant contributions into the Plan have been consistent throughout all market environments. Allocations to individual funds and asset types remain relatively unchanged. The Vanguard Index Fund remains the most popular investment option among participants with \$9.6 million in participant money or 21% of total assets. The T. Rowe Price Stable Value Fund (13%) and Dodge & Cox

Balanced Fund (15%) both also have significant participation from employees. The new fixed income manager, MetWest Total Return, has seen positive inflows and current participant exposure of about \$200,000. The T. Rowe Price Lifecycle Funds continue to grow in popularity. Nearly 28% of participant's money is now held in these funds.

As of June 30, total Salaried Plan assets were \$63.4 million. After falling to \$33.4 million during 2008, assets have now steadily grown to new highs, increasing by \$30M since the depths of the financial crisis. Cash flows are positive for the first six months of the year. A total of \$5.9 million of new contributions was offset by outflows of \$2.4 million. In addition, the Plan's strong investment performance boosted market values by \$4.1 million. The Portfolio gained 3.5% during the second quarter, which brought the calendar year 2017 returns to 7.7%. Since inception dating back to 1988, the Total Portfolio has gained 7.6% outpacing its benchmark by 40 basis points. The Portfolio has also outperformed its current actuarial return target of 7.0%. Program investment managers are performing in line with expectations. Asset allocation remains within target guidelines.

As of June 30, IBEW Pension Plan assets are now \$4.7 million, gaining approximately \$400,000 since the beginning of the calendar year. Total Portfolio Market values have steadily increased over the past 7 years – in 2008 the market value fell to \$1.1 million, but has quadrupled since reaching the market bottom. The growth in assets has been the result of strong investment performance as well as the Plan's positive net cash flow over the past several years. The Portfolio has performed well in 2017 calendar year to date, gaining 8.2%. The IBEW Pension Trust has strong long-term performance gaining +5.4% and +8.6% over the trailing 3- and 5-year periods, respectively. Since inception the Plan has gained 6.2%. All of the Portfolio's investment managers are performing in line with expectations. Asset allocation continues to be split between 65% equities and 35% fixed income. In Q2 Ellwood recommended, and the Committee approved, reinvesting \$60,000 of the cash balance in the Dodge and Cox Income Fund in order to reduce cash holdings.

788 Pension Plan assets are now \$131.4 million – up by \$9.3 million since the beginning of the calendar year. Fund flows over the past few years have been consistently negative, and the first six months of 2017 continued this trend. Year to date cash inflows of \$6.7 million were less than outflows of \$8.2 million. However, strong investment gains boosted overall Portfolio values after investment earnings of \$10.7 million. Through June 30, the Portfolio has gained 8.8% as the equity market continued its strong rally. Positive economic data, particularly from overseas markets, acted to strengthen investor optimism and propel equity markets higher. Longer-term performance remains favorable. Over the trailing 3- and 5-year periods, the Portfolio has gained 5.1% and 9.7%, respectively. The asset allocation changes approved by the Committee in 2013 have aided overall performance, and should help to mute the Portfolio's downside volatility during market declines. The Portfolio is in the process of liquidating the Och-Ziff (expected final 2018) and the BlueCrest (expected final 2017) hedge fund investments. In July 2017, the 788 Plan received a significant portion of its investment with Och-Ziff. As a result, Ellwood recommended enhancements to the overall hedge fund exposures, specifically advising the retention of two manager allocations with two complementary strategies. Ellwood recommended, and the Committee approved, retaining Davidson Kempner as an additional hedge fund manager in the portfolio. It was stated that the Portfolio's overall risk and return exposures are not expected to materially change as a result of this recommendation to change from three hedge funds (HBK, Blue Crest and Och-Ziff) to two hedge funds (HBK and Davidson Kempner). All other investment managers are performing in line with expectations.

As of June 30, OPEB Trust total assets were \$27.4 million, higher by \$4.8 million compared to the beginning of the calendar year. The Portfolio is in line with target allocations. In June, Bi-State completed its annual contribution of \$3.0 million. The new cash flow was invested into the broader investment program in accordance with the statement of investment policy. No additional action is required at this time. The OPEB Trust advanced 8.2% during the first two quarters 2017. All of the Portfolio's asset classes have performed strongly – however, notable performers include non-US and domestic equities which gained 15.6% and 8.4% respectively. Hedge funds (+5.9%) and fixed income (+0.9%) were also able to produce solid positive results. All of the Portfolio's investment managers are performing in line with expectations, and no manager changes were advised at this time. Overall, the Portfolio continues to be well positioned to achieve its long-term goal of fully funding its liabilities. The Committee asked that Ellwood review the Plan's asset allocation following the finalization of the upcoming actuarial report.

16. Unscheduled Business

8:42 a.m. John Nations and Brenda Krieger confirmed there was no unscheduled business to discuss.

17. Call of Dates for Future Committee Meetings

8:42 a.m. The Board was advised of the upcoming meetings, as follows:


Board Meeting:	Friday, September 22, 2017, 8:00 a.m.
Operations Committee:	Tuesday, October 17, 2017, 8:00 a.m.
Audit, Finance & Administration Committee:	Friday, October 20, 2017, 8:00 a.m.

18. Adjournment to Executive Session

Executive Session - If such action is approved by a majority vote of the Bi-State Development Agency's Board of Commissioners who constitute a quorum, the Board may go into closed session to discuss legal, confidential, or privileged matters pursuant to Bi-State Development Board Policy Chapter 10, Section 10.080(D) Closed Records; Legal under § 10.080(D)(1); Real Estate under §10.080(D)(2); Personnel under § 10.080 (D)(3); Health Proceedings under §10.080(D)(4); Employee Negotiations under § 10.080(D)(5); Data Processing under § 10.080(D)(6); Purchasing and Contracts under § 10.080(D)(7); Proprietary Interest under § 10.080(D)(8); Hotlines under § 10.080(D)(9); Auditors under § 10.080(D)(10); Security under § 10.080(D)(11); Computers under § 10.080(D)(12); Personal Access Codes under § 10.080(D)(13); Personal Information under § 10.080(D)(14); Insurance Information under § 10.080(D)(15); Rail, Bus, or Facilities Safety and Accidents under § 10.080(D)(16) or Protected by Law under § 10.080(D)(17).

8:45 a.m.

Pursuant to the requirements of Section 10.080 (D) (1), (10), of the Bi-State Development Board Policy, Chapter 10, Section 10.080, Chair Gully requested a motion to allow the Committee to go into closed session. A motion to go into Executive Session was made by Commissioner Schoemehl and seconded by Commissioner Brown. A roll call vote was taken and the Commissioners present, Gully and Schoemehl voted to approve this agenda item. **Motion passed unanimously, and the Open Session meeting was adjourned at 8:45 a.m.**


Deputy Secretary to the Board of Commissioners
Bi-State Development

Open Session Item

9(a)

**Bi-State Development
Board of Commissioners
Agenda Item
September 22, 2017**

From: John M. Nations, President and CEO
Subject: Contract Award to Trapeze Software Group for Mobile Data Terminal Replacement for Call-A-Ride Fleet
Disposition: Approval
Presentation: Larry Jackson, Executive Vice President of Administration; and Kerry Kinkade, Vice President & Chief Information Officer

Objective:

To present to the Board of Commissioners for approval, a request for authorization to award Contract 17-RFP-104062-MD Mobile Data Terminal Replacement for Call-A-Ride (**CAR**) Fleet to Trapeze Software Group (**Trapeze**) for a not-to-exceed amount of \$634,123.00.

Committee Disposition:

This item was presented and discussed at the Operations Committee Meeting on August 15, 2017. The Committee voted to recommend that the Board of Commissioners approve to award Contract 17-RFP-104062-MD Mobile Data Terminal Replacement for Call-A-Ride Fleet to Trapeze Software Group for a not-to-exceed amount of \$634,123.00.

Board Policy:

Chapter 50 Purchasing, Section 50.010 Procurement and Contract Administration, (E) Award Authority, 1.a. states: “The Board of Commissioners shall approve competitive negotiation procurements which exceed \$500,000.”

Funding Source:

Federal Transit Administration (**FTA**) Grant Number MO-90-X26. Funds include 80% Federal and local match provided by Prop M funds.

Background:

Metro’s Call-A-Ride paratransit service is a curb-to-curb public transportation option offered to both the general public and to persons whose disabilities prevent use of regular, accessible, fixed routed transit services. This service offers next-day shared rides in modern, wheelchair accessible vehicles in the City of St. Louis and St. Louis County.

The current Mobile Data Terminal (**MDT**) infrastructure was implemented in 2008 and is beginning to show its age both technologically and in repair costs. The system requires replacement in order to maintain and exceed the functionality and capabilities that they employ today.

Analysis:

On February 24, 2017, Bi-State Development issued solicitation 17-RFP-104062-MD to obtain qualified firms to provide the necessary services to replace the current Mobile Data Terminals for the Call-A-Ride Fleet. Call-A-Ride employs 200 operators and 120 vans to provide 2000 daily rides.

In response to the solicitation, two (2) proposals were received (StrataGen and Trapeze), reviewed, evaluated, and scored in accordance with the evaluation requirements specified in the solicitation package. The evaluation criteria required that offerors include in their proposal:

- Technology and System Background
 - Mobile Data Terminal
 - Modern/Communication
 - Antenna
 - Connectivity
 - Provision of Installation Guide and/or Training
 - Software Integration
- Proposer's Experience; Experience/Length of time within the mobile data terminal space
- Project Plan; Timeline of hardware, proposed installation timeline, testing, production implementation
- Experience and Reference; Provide three (3) business references of companies where Proposer has completed MDT implementations
- Optional – Smart Card Reader; Reading chip serial number (UID) of the Gateway card

Upon completion of the Consensus meeting, BSD requested a Presentation/Demonstration from each firm. They were asked to respond to the questions and clarifications submitted by the committee and present their presentation/demonstration. After the presentation/demonstration, each firm was asked to submit their Best and Final Offer.

The overall results consist of the consensus technical scores, presentation/demonstration scores, and the best and final cost scores. As a result, Trapeze Software Group was the responsible firm whose proposal is most advantageous to Bi-State Development with the overall highest ranking scores.

The results are listed below.

Firm:	Cost	Cost Score	Presentation & Demo	Technical Score	Total
StrataGen	\$519,816.00	150.00	27.00	158.20	335.20
Trapeze	\$634,123.00	122.96	54.00	217.20	394.16
Total Possible Points		150.00	75.00	275.00	500.00
Percentage of Total Points		30%	15%	55%	100%

Board Action Requested:

Approval of the Board of Commissioners to authorize the President & CEO to enter into a contract with Trapeze Software Group to implement new Mobile Data Terminals on the Metro Call-A-Ride fleet. The contract is not to exceed the amount of **\$634,123.00**.

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
AWARDING A CONTRACT TO TRAPEZE SOFTWARE GROUP FOR
MOBILE DATA TERMINAL REPLACEMENT FOR CALL-A-RIDE FLEET**

PREAMBLES:

Whereas, The Bi-State Development Agency of the Missouri-Illinois Metropolitan District (the “Agency”/”BSD”) is a body corporate and politic, created by an interstate compact between the States of Missouri and Illinois, acting by and through its Board of Commissioners (the “Board of Commissioners”); and

Whereas, the Agency is authorized by Mo. Rev. Stat. §§ 70.370 et seq. and 45 Ill. Comp. Stat. 100/1 et seq. (jointly referred to herein as the “Compact”) to plan, construct, maintain, own and operate passenger transportation facilities, and to perform all other necessary and incidental functions, and to disburse funds for its lawful activities, to adopt rules and regulations for the proper operation of its passenger transportation facilities and conveyances, to contract and to be contracted with; and

Whereas, Board Policy Chapter 50, §50.010(A)(2) and §50.010(E)(1)(a), requires Board approval of all competitive negotiation procurements exceeding \$500,000; and

Whereas, funding for this contract is provided by FTA Grant Number MO-90-X26 and local match provided by Prop M funds; and

Whereas, Metro Transit’s Call-A-Ride paratransit service is a curb-to-curb public transportation option offered to both the general public and to persons whose disabilities prevent use of regular, accessible, fixed routed transit services. This service offers next-day, shared rides in modern, wheelchair accessible vehicles in the City of St. Louis and St. Louis County; and

Whereas, the current Mobile Data Terminal infrastructure was implemented in 2008 and is beginning to show its age both technologically and in repair costs. Call-A-Ride employs 200 operators and 120 vans to provide 2000 daily rides; and

Whereas, on February 24, 2017 BSD issued solicitation 17-RFP-104062-MD to obtain qualified firms to provide the necessary services to replace the current Mobile Data terminals for the Call-A-Ride Fleet. In response to the solicitation, two (2) proposals were received, reviewed, evaluated and scored in accordance with the evaluation requirements specified in the solicitation package; and

Whereas, BSD evaluated the responders on the basis of consensus technical, presentation/demonstration and the best and final cost scores. As a result, Trapeze was determined to be the most responsible firm whose proposal was most advantageous to BSD with the overall highest ranking scores for a contract in the not to exceed amount of \$634,123.00; and

Whereas, it is feasible, necessary and in the public interest for the Agency to enter into a contract to procure Mobile Data Terminals from Trapeze Software Group for the Call-A-Ride Fleet in an amount not to exceed \$634,123.00, in accordance with the terms and conditions described herein.

NOW, THEREFORE, THE BOARD OF COMMISSIONERS OF THE BI-STATE DEVELOPMENT AGENCY OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT DOES HEREBY RESOLVE, DETERMINE AND ORDER AS FOLLOWS:

Section 1. Findings. The Board of Commissioners hereby finds and determines those matters set forth in the preambles hereof as fully and completely as if set out in full in this Section 1.

Section 2. Approval of a Contract. The Board of Commissioners hereby approves a non-competitive procurement contract with Trapeze Software Group for Mobile Data Terminals for the Call-A-Ride Fleet in an amount not to exceed \$634,123.00, under and pursuant to this Resolution and the Compact for the authorized Agency purposes set forth in the preambles hereof and subject to the conditions hereinafter provided.

Section 3. Actions of Officers Authorized. The officers of the Agency, including, without limitation, the President and CEO, and Vice President of Procurement are hereby authorized and directed to execute all documents and take such actions as they may deem necessary or advisable in order to carry out and perform the purposes of this Resolution and the Contract and the execution of such documents or taking of such action shall be conclusive evidence of such necessity or advisability.

Section 4. Severability. It is hereby declared to be the intention of the Board of Commissioners that each and every part, section and subsection of this Resolution shall be separate and severable from each and every other part, section and subsection hereof and that the Board of Commissioners intends to adopt each said part, section and subsection separately and independently of any other part, section and subsection. In the event that any part, section or subsection of this Resolution shall be determined to be or to have been unlawful or unconstitutional, the remaining parts, sections and subsections shall be and remain in full force and effect, unless the court making such finding shall determine that the valid portions standing alone are incomplete and are incapable of being executed in accordance with the intent of this Resolution.

Section 5. Rights Under Resolution Limited. No rights shall be conferred by this Resolution upon any person or entity other than the Agency and Trapeze Software Group.

Section 6. Governing Law. The laws of the State of Missouri shall govern this Resolution.

Section 7. No Personal Liability. No member of the Board of Commissioners, officer, employee or agent of the Agency shall have any personal liability for acts taken in accordance with this Resolution.

Section 8. Payment of Expenses. The Senior Vice President and CFO is hereby authorized and directed to pay or cause to be paid all costs, expenses and fees incurred in connection with or incidental to this Resolution and Contract.

Section 9. Effective Date. This Resolution shall be in full force and effect from and after its passage and approval.

ADOPTED by the Board of Commissioners of The Bi-State Development Agency of the Missouri-Illinois Metropolitan District this 22nd day of September, 2017.

In Witness Whereof, the undersigned has hereto subscribed his signature and caused the Seal of the Agency to be affixed.

**THE BI-STATE DEVELOPMENT AGENCY OF THE
MISSOURI-ILLINOIS METROPOLITAN DISTRICT**

By _____
Title _____

[SEAL]

ATTEST:

By _____
Deputy Secretary to the Board of Commissioners

Open Session Item

9(b)

**Bi-State Development
Agenda Item
Board of Commissioners
September 22, 2017**

From: John M. Nations, President and CEO
Subject: **Contract Modification with Werremeyer, Inc. for Development and Implementation of Marketing Activities**
Disposition: Approval
Presentation: Dianne Williams, Vice President of Communications & Marketing; Ted Zimmerman, Director of Marketing; and Larry B. Jackson, Executive Vice President of Administration

Objective:

To present to the Board of Commissioners for approval a request for authorization to modify the contract with Werremeyer, Inc. for a not-to-exceed amount of \$2,000,000 for five years, inclusive of option years, to provide a full-service marketing and creative agency that will assist in the development and implementation of marketing activities for Bi-State Development's (BSD) emerging enterprises.

Committee Disposition:

This item was presented and discussed at the Audit, Finance & Administration Committee meeting on August 25, 2017. The Committee voted to recommend that the Board of Commissioners approve this request to modify the Werremeyer, Inc. contract.

Board Policy:

Board Policy, Chapter 50 – Purchasing, Section 50.010 Procurement and Contract Administration, states:

E. Award Authority

1. The Board of Commissioners shall approve the following procurements:
 - a. Competitive negotiation procurements which exceed \$500,000.00.
 - d. Procurements which exceed the amounts budgeted or otherwise approved by the Board of Commissioners for such project, function or service.

Funding Source:

Funding is provided through the Bi-State Development Operating Budget.

Background:

On July 7, 2016, Bi-State Development procured services from Werremeyer, Inc. to provide a full-service marketing and creative agency that will assist in the development and implementation of marketing activities for its emerging enterprises. The enterprises included in the scope of work were:

- Bi-State Development
- Bi-State Development Research Institute
- St. Louis Downtown Airport
- St. Louis Regional Freightway

Analysis:

The services are needed to provide full-service marketing to assist in the development and implementation of services for BSD and its emerging enterprises.

Over the term of the contract, it has been found that there was not sufficient funds originally added to effectively meet these requirements. A similar contract was awarded to Pavlov for marketing activities for the Metro enterprise in the amount of \$1,200,000 for three base years and \$800,000 for two option years. The total contract amount is \$2,000,000. Werremeyer's contract should mirror that of Pavlov. There are sufficient funds in the marketing budget to modify the contract.

Board Action Requested:

Board of Commissioners' approval to modify Werremeyer's contract for development and implementation of marketing activities for BSD and its emerging enterprises for a not-to-exceed amount of \$2,000,000 for five years, inclusive of option years, and award monetary and administrative contract modification as needed.

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
MODIFYING A CONTRACT WITH WERREMEYER, INC. FOR
DEVELOPMENT AND IMPLEMENTATION OF MARKETING SERVICES**

PREAMBLES:

Whereas, The Bi-State Development Agency of the Missouri-Illinois Metropolitan District (the "Agency"/"BSD") is a body corporate and politic, created by an interstate compact between the States of Missouri and Illinois, acting by and through its Board of Commissioners (the "Board of Commissioners"); and

Whereas, the Agency is authorized by Mo. Rev. Stat. §§ 70.370 et seq. and 45 Ill. Comp. Stat. 100/1 et seq. (jointly referred to herein as the "Compact") to plan, construct, maintain, own and operate passenger transportation facilities, and to perform all other necessary and incidental functions, and to disburse funds for its lawful activities, to adopt rules and regulations for the proper operation of its passenger transportation facilities and conveyances, to contract and to be contracted with; and

Whereas, Board Policy Chapter 50, §50.010(A)(2) and §50.010(E)(1)(a) requires Board approval of all negotiated procurements exceeding \$500,000 and §50.010(E)(1)(d) requiring Board approval for all procurements which exceed the amounts budgeted or otherwise approved by the Board; and

Whereas, funding will be provided through BSD operating budget; and

Whereas, currently the Agency is in its second year of a three (3) year, with two (2) one-year options, contract with Werremeyer, Inc. to provide full-service marketing and creative agency services to assist in the development and implementation of marketing activities for BSD and its emerging enterprises: Bi-State Development Research Institute, St. Louis Downtown Airport and St. Louis Regional Freightway; and

Whereas, over the term of the current contract, it has been found that there was not sufficient funds to effectively meet the marketing services requirements of BSD, therefore it is necessary to increase the funding of the contract for the three (3) year contract period from \$600,000 to the not to exceed amount of \$1,200,000, and increase the funding for the two (2) one-year option years from \$400,000 to the not to exceed amount of \$800,000, for a new total contract amount of \$2,000,000 and award monetary and administrative contract modifications as needed; and

Whereas, it is feasible, necessary and in the public interest for the Agency to approve modification to the three (3) year contract, with two (2) one-year options with Werremeyer, Inc. for full service marketing services in a not to exceed total contract amount of \$2,000,000 and award monetary and administrative contract modifications as needed, in accordance with the terms and conditions described herein.

NOW, THEREFORE, THE BOARD OF COMMISSIONERS OF THE BI-STATE DEVELOPMENT AGENCY OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT DOES HEREBY RESOLVE, DETERMINE AND ORDER AS FOLLOWS:

Section 1. Findings. The Board of Commissioners hereby finds and determines those matters set forth in the preambles hereof as fully and completely as if set out in full in this Section 1.

Section 2. Approval of the Contract Modification. The Board of Commissioners hereby approves the contract modification with Werremeyer, Inc. for full service marketing services for a three (3) year contract with two (2) one-year options, in a not to exceed total contract amount of \$2,000,000 and award monetary and

administrative contract modifications as needed, under and pursuant to this Resolution and the Compact for the authorized Agency purposes set forth in the preambles hereof and subject to the conditions hereinafter provided.

Section 3. Actions of Officers Authorized. The officers of the Agency, including, without limitation, the President and CEO, and Vice President of Procurement are hereby authorized and directed to execute all documents and take such actions as they may deem necessary or advisable in order to carry out and perform the purposes of this Resolution and the Contract Modification and the execution of such documents or taking of such action shall be conclusive evidence of such necessity or advisability.

Section 4. Severability. It is hereby declared to be the intention of the Board of Commissioners that each and every part, section and subsection of this Resolution shall be separate and severable from each and every other part, section and subsection hereof and that the Board of Commissioners intends to adopt each said part, section and subsection separately and independently of any other part, section and subsection. In the event that any part, section or subsection of this Resolution shall be determined to be or to have been unlawful or unconstitutional, the remaining parts, sections and subsections shall be and remain in full force and effect, unless the court making such finding shall determine that the valid portions standing alone are incomplete and are incapable of being executed in accordance with the intent of this Resolution.

Section 5. Rights Under Resolution Limited. No rights shall be conferred by this Resolution upon any person or entity other than the Agency and Werremeyer, Inc.

Section 6. Governing Law. The laws of the State of Missouri shall govern this Resolution.

Section 7. No Personal Liability. No member of the Board of Commissioners, officer, employee or agent of the Agency shall have any personal liability for acts taken in accordance with this Resolution.

Section 8. Payment of Expenses. The Senior Vice President and CFO is hereby authorized and directed to pay or cause to be paid all costs, expenses and fees incurred in connection with or incidental to this Resolution and Contract Modification.

Section 9. Effective Date. This Resolution shall be in full force and effect from and after its passage and approval.

ADOPTED by the Board of Commissioners of The Bi-State Development Agency of the Missouri-Illinois Metropolitan District this 22nd day of September, 2017.

In Witness Whereof, the undersigned has hereto subscribed his signature and caused the Seal of the Agency to be affixed.

**THE BI-STATE DEVELOPMENT AGENCY OF THE
MISSOURI-ILLINOIS METROPOLITAN DISTRICT**

By _____
Title _____

[SEAL]

ATTEST:

By _____
Deputy Secretary to the Board of Commissioners

Open Session Item

9(c)

**Bi-State Development
Board of Commissioners
Agenda Item
September 22, 2017**

From: John M. Nations, President and CEO
Subject: Contract Modification and Extension of Communications Agency Services
Contract with Common Ground Public Relations
Disposition: Approval
Presentation: Jennifer S. Nixon, Executive Director – Tourism Innovation; and Larry Jackson,
Executive Vice President – Administration

Objective:

To present to the Board of Commissioners for approval a request for a contract extension and modification to expand the scope of services and overall contract amount of the communications agency services contract with Common Ground Public Relations (**CGPR**) for the purpose of continuity of services for the CityArchRiver (**CAR**) project completion and grand opening activities in 2018.

Committee Disposition:

This item was presented and discussed at the Operations Committee Meeting on August 15, 2017. The Committee voted to recommend that the Board of Commissioners approve a contract extension and modification to expand the scope of services and overall contract amount of the communications agency services contract with Common Ground Public Relations

Board Policy:

Board Policy Chapter 50.010 G., *Purchasing*, requires Board of Commissioners to approve contract extensions in excess of 180 days.

Board Policy Chapter 50.010 E., *Purchasing*, requires Board of Commissioners to approve procurements for a contract term, including options, which exceed five (5) years and Competitive Negotiation Procurements which exceed \$500,000.

Funding Source:

\$119,000 from the Gateway Arch Company, and \$69,000 through reimbursement by Gateway Arch Park Foundation formerly CAR.

Background:

In February 2013, Bi-State Development issued Solicitation 13-RFP-5974-SS - Gateway Arch Riverfront Communications Agency Services to obtain proposals from qualified firms to provide communications services, professional counsel and strategic planning services to assist in the development and implementation of activities for the Gateway Arch Riverfront. As a result of the procurement process, the contract was awarded to the highest ranking firm, CGPR. The contract consists of three base years and two option years. The contract period of performance began April 24, 2013. Currently, the contract is in Option Year 2 (April 24, 2017 – April 23, 2018). The annual contract amount for the three base years was \$95,000 per year, and for the two option years \$100,000 per year for a total contract amount of \$485,000 for five years.

Over the last five years as the CAR project and other improvements at the Jefferson National Expansion Memorial have continued, the overall completion date for the project has been extended. The most recent project completion date is Summer 2018. The completion of the project and thus new visitor experience is expected to draw significant local, regional, and national interest. The Missouri Division of Tourism along with Explore St. Louis have stated their intent to focus on the completion of the project in promoting the 2018 tourism season.

The project completion date of Summer 2018 emphasizes the need for continuity of services with the current public relations firm. The current contract needs to be modified to extend the performance period by six months, reflect the expanded scope of services, and increase the contract amount. The contract extension will not only allow continuity of services but will also allow for flexibility of services if the project completion date is modified again. The expanded contract scope for the project completion and grand opening activities will result in the following deliverables:

1. Media relations support services
2. Comprehensive local and regional media relations services
3. Development and execution of an outreach plan with specific story goals
4. Development and execution of an integrated social media strategy

These deliverables will include the following:

Local media relations services will be for media in the St. Louis metro area. Regional media relations services will target media located roughly 50-350 miles from St. Louis, including Kansas City, Indianapolis, Milwaukee, Nashville, Cincinnati, Louisville, Little Rock, and Memphis. Outreach efforts will include feature stories and inclusion in summer travel sections and calendars, as well as providing b-roll, photos and other multimedia for their use.

Media relations support services will include on-site assistance at media interviews, preparation of spokespeople and third parties, media training, and the development of messaging, talking points and media materials.

Outreach plan development and execution will include specific story goals to capture the broad range of messages represented by the renovation and new visitor experience, including: history, architecture, public-private partnership, tourism and hospitality, and fun.

An integrated social media strategy will be developed and executed for the project completion and grand opening in addition to social media management already managed for Bi-State on behalf of the Gateway Arch.

Analysis:

The contract would be modified to include a contract extension for six (6) months (April 24, 2018 through October 23, 2018) in the amount of \$50,000. Also, the modification would include expanding the scope of work in the amount of \$138,000; which would begin during Option Year 2; increasing the total contract by \$188,000.

Board Action Requested:

Approval of the Board of Commissioners to authorize the President & CEO to issue a modification to extend the contract with Common Ground Public Relations for six months and to expand the scope of services in the amount of \$188,000 for the purpose of continuity of services for the project completion and grand opening activities in 2018. The total revised contract amount would not exceed **\$675,461**.

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
MODIFYING AND EXTENDING A CONTRACT WITH COMMON GROUND
PUBLIC RELATIONS FOR COMMUNICATION SERVICES**

PREAMBLES:

Whereas, The Bi-State Development Agency of the Missouri-Illinois Metropolitan District (the “Agency”/”BSD”) is a body corporate and politic, created by an interstate compact between the States of Missouri and Illinois, acting by and through its Board of Commissioners (the “Board of Commissioners”); and

Whereas, the Agency is authorized by Mo. Rev. Stat. §§ 70.370 et seq. and 45 Ill. Comp. Stat. 100/1 et seq. (jointly referred to herein as the “Compact”) to plan, construct, maintain, own and operate passenger transportation facilities, and to perform all other necessary and incidental functions, and to disburse funds for its lawful activities, to adopt rules and regulations for the proper operation of its passenger transportation facilities and conveyances, to contract and to be contracted with; and

Whereas, Board Policy Chapter 50, §50.010(A)(2) and §50.010(E)(1)(a) requires Board approval of all negotiated procurements exceeding \$500,000 and §50.010(E)(1)(d) requiring Board approval for all procurements which exceed the amounts budgeted or otherwise approved by the Board and §50.010(G)(2) requiring Board approval for contract extensions in excess of 180 days; and

Whereas, Gateway Arch Company will provide \$119,000 of the funding and \$69,000 through reimbursement by Gateway Arch Park Foundation formerly City ArchRiver; and

Whereas, currently the Agency is in its second option year (April 24, 2017 – April 23, 2018) with Common Ground Public Relations for communication services and strategic planning services to assist in the development and implementation of activities for the Gateway Arch Riverfront. The annual contract amount for the three (3) base contract years was \$95,000 per year and for the two (2) option years the annual amount is \$100,000 per year for a total contract amount of \$485,000 for five years; and

Whereas, over the last five years as the City ArchRiver Project (Project) and other improvements at the Jefferson National Expansion Memorial have continued, the overall completion date for the Project has been extended several times. The most recent expected Project completion date is Summer 2018. The Project completion date of Summer 2018 emphasizes the need for continuity of services with the current public relations firm and also the need to expand the scope of services to include Project completion and grand opening activities. Therefore the current contract with Common Ground Public Relations needs to be modified and to extend the performance period by six (6) months; and

Whereas, it is necessary to extend the contract for six (6) months (April 24, 2018 through October 23, 2018) in the amount of \$50,000 and also expand the scope of work in the amount of \$138,000 which would begin during option year 2, increasing the contract amount by \$188,000 for a total revised not to exceed contract amount of \$675,461; and

Whereas, it is feasible, necessary and in the public interest for the Agency to approve modifications to the contract with Common Ground Public Relations for communication services by extending the contract for six (6) months until October 23, 2018 and increasing the contract amount by \$188,000 in a not to exceed total contract amount of \$675,461, in accordance with the terms and conditions described herein.

NOW, THEREFORE, THE BOARD OF COMMISSIONERS OF THE BI-STATE DEVELOPMENT AGENCY OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT DOES HEREBY RESOLVE, DETERMINE AND ORDER AS FOLLOWS:

Section 1. Findings. The Board of Commissioners hereby finds and determines those matters set forth in the preambles hereof as fully and completely as if set out in full in this Section 1.

Section 2. Approval of the Contract Modification and Extension. The Board of Commissioners hereby approves modifications to the contract with Common Ground Public Relations for communication services by extending the contract for six (6) months until October 23, 2018 and increasing the contract amount by \$188,000 in a not to exceed total contract amount of \$675,461, under and pursuant to this Resolution and the Compact for the authorized Agency purposes set forth in the preambles hereof and subject to the conditions hereinafter provided.

Section 3. Actions of Officers Authorized. The officers of the Agency, including, without limitation, the President and CEO, and Vice President of Procurement are hereby authorized and directed to execute all documents and take such actions as they may deem necessary or advisable in order to carry out and perform the purposes of this Resolution and the Contract Modification and Extension and the execution of such documents or taking of such action shall be conclusive evidence of such necessity or advisability.

Section 4. Severability. It is hereby declared to be the intention of the Board of Commissioners that each and every part, section and subsection of this Resolution shall be separate and severable from each and every other part, section and subsection hereof and that the Board of Commissioners intends to adopt each said part, section and subsection separately and independently of any other part, section and subsection. In the event that any part, section or subsection of this Resolution shall be determined to be or to have been unlawful or unconstitutional, the remaining parts, sections and subsections shall be and remain in full force and effect, unless the court making such finding shall determine that the valid portions standing alone are incomplete and are incapable of being executed in accordance with the intent of this Resolution.

Section 5. Rights Under Resolution Limited. No rights shall be conferred by this Resolution upon any person or entity other than the Agency and Common Ground Public Relations.

Section 6. Governing Law. The laws of the State of Missouri shall govern this Resolution.

Section 7. No Personal Liability. No member of the Board of Commissioners, officer, employee or agent of the Agency shall have any personal liability for acts taken in accordance with this Resolution.

Section 8. Payment of Expenses. The Senior Vice President and CFO is hereby authorized and directed to pay or cause to be paid all costs, expenses and fees incurred in connection with or incidental to this Resolution and Contract Modification and Extension.

Section 9. Effective Date. This Resolution shall be in full force and effect from and after its passage and approval.

ADOPTED by the Board of Commissioners of The Bi-State Development Agency of the Missouri-Illinois Metropolitan District this 22nd day of September, 2017.

In Witness Whereof, the undersigned has hereto subscribed his signature and caused the Seal of the Agency to be affixed.

**THE BI-STATE DEVELOPMENT AGENCY OF THE
MISSOURI-ILLINOIS METROPOLITAN DISTRICT**

By _____
Title _____

[SEAL]

ATTEST:

By _____
Deputy Secretary to the Board of Commissioners

Open Session Item

9(d)

**Bi-State Development
Board of Commissioners
Agenda Item
September 22, 2017**

From: John M. Nations, President and CEO
Subject: St. Louis Regional Freightway 2017 Multimodal Transportation Project List
Disposition: Approval
Presentation: Mary C. Lamie, Executive Director, St. Louis Regional Freightway
Yodit Teklu, Associate Project Manager, St. Louis Regional Freightway

Objective:

To present the St. Louis Regional Freightway (**Freightway**) 2017 Multimodal Transportation Project List to the Board of Commissioners (**Board**) for approval.

Committee Disposition:

This item was presented and discussed at the Operations Committee Meeting on August 15, 2017. The Committee voted to recommend that the Board of Commissioners approve the St. Louis Regional Freightway 2017 Multimodal Transportation Project List.

Board Policy:

No Board policy applies for the approval of the Freightway 2017 Multimodal Transportation Project List.

Funding Source:

Funding approval is not required. The projects will be funded through various sources, including federal, state and local funding and public-private partnerships.

Background/Analysis:

The mission of the St. Louis Regional Freightway is to develop and grow the manufacturing and the logistic industries through partnerships with public and private sector leaders. The Needs Analysis and Freight Development Committee (**NAFD**), chaired by Terminal Railroad Association of St. Louis (**TRRA**) President Mike McCarthy, is responsible for preparing the region's Freight Development Plan (**FDP**) that includes a list of multimodal transportation projects that will help grow our economy through the region's manufacturing and logistics industries. The Freight Development Plan will help drive economic growth through freight infrastructure improvements and will help raise awareness and support for multimodal infrastructure funding. Investing in our transportation infrastructure will increase the freight network's efficiency, reliability, capacity and level of service, leading to increased productivity, competitiveness, and economic growth.

NAFD committee members include a broad cross-section of industry leaders representing manufacturing, logistics, industrial real estate, workforce development, economic development organizations, academia, all modes of transportation, both the Illinois and Missouri Departments of Transportation and the East-West Gateway Council of Governments (**EWCOG**).

In 2016, the Freight Multimodal Transportation Project List was unanimously approved by the Freight Council, the EWCOG Board of Directors, as well as the Bi-State Development Board of Commissioners. The list was presented to the USDOT Federal Highway Administration Administrator Gregory Nadeau and the Maritime Administration Administrator Paul Jaenichen, who described our efforts as a model for the country. Additionally, the project list is helping the region gain critical support for infrastructure funding from state lawmakers and the congressional delegations from Illinois and Missouri.

The NAFD Committee updated the project list for 2017. Through this public-private partnership, the project list is a tool for elected leaders, the DOTs and regional leaders to better understand the infrastructure needs of manufacturing and logistic industries that represent the region and the nation's supply chain.

Project selection was based on the following criteria:

- Economic Impact
- Efficiency Impact
- Multimodal Impact
- Safety and Security in Travel

The projects in the attached 2017 Multimodal Transportation Project List were developed through a request for projects throughout the St. Louis region from state and local agencies and our committee members. On January 12, 2017, the NAFD Committee members met and the projects were vetted with public and private stakeholders from across the region. Merchants Bridge (TRRA) over the Mississippi River was ranked as Freightway's highest priority project. New projects include improvements to Interstate 70, Hanley Road, and St. Charles Rock Road in Missouri and Interstate 64, Air Mobility Drive expansion, and Kaskaskia Regional Port District projects in Illinois.

On March 9, 2017, the NAFD Committee reconvened to finalize the list. The Freightway Council approved the project list during the April 7, 2017 Council Meeting. Finally, the list of projects was publicly unveiled during the May 10, 2017 Freight Summit. The list was also posted on the Freightway website at TheFreightway.com.

A copy of the Freightway 2017 Multimodal Transportation Project List is included as **Exhibit A**.

Board Action Requested:

Approval by the Board of Commissioners of the St. Louis Regional Freightway (**Freightway**) 2017 Multimodal Transportation Project List.

Attachments:

Exhibit A: St. Louis Regional Freightway 2017 Multimodal Transportation Project List

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
APPROVING THE 2017 FREIGHT DEVELOPMENT PROJECT LIST OF THE
ST. LOUIS REGIONAL FREIGHTWAY**

PREAMBLES:

Whereas, the Bi-State Development Agency of the Missouri-Illinois Metropolitan District (the “Agency”/ “BSD”) is a body corporate and politic, created by an interstate compact between the States of Missouri and Illinois, acting by and through its Board of Commissioners (the “Board of Commissioners”); and

Whereas, the Agency is authorized by Mo. Rev. Stat. §§ 70.370 et seq. and 45 Ill. Comp. Stat. 100/1 et seq. (jointly referred to herein as the “Compact”) to acquire by gift, purchase or lease, sell or otherwise dispose of, and to plan, construct, operate and maintain, or lease to others for operation and maintenance, airports, wharves, docks, harbors, and industrial parks adjacent to and necessary and convenient thereto, bridges, tunnels, warehouses, grain elevators, commodity and other storage facilities, sewage disposal plants, passenger transportation facilities, and air, water, rail, motor vehicle and other terminal or parking facilities; to contract and to be contracted with; and to perform all other necessary and incidental functions; and

Whereas, the mission of the St. Louis Regional Freightway (Freightway) is to develop and grow the freight industry in the St. Louis region and to optimize the region’s freight portfolio. The Freightway will work to initiate and support key public and private infrastructure projects, freight-related investments and land use requirements, in addition to marketing and advocating for the region’s freight opportunities, focusing specifically on freight industry elements of pipeline, roadways, rivers, runways and rail; and

Whereas, the Freightway Needs Analysis and Freight Development (NAFD) Committee is responsible for preparing the region’s Freight Development Plan which includes a list of multimodal transportation projects that will help grow the local economy through the region’s manufacturing and logistics industries; and

Whereas, NAFD Committee members prepared a priority list of multimodal projects, the 2017 Freight Development Project List which was developed through a request for projects throughout the St. Louis region from state and local agencies and the NAFD Committee members. The Freightway Council approved the Project List during its April 7, 2017 Council Meeting; and

Whereas, it is feasible, necessary and in the public interest for the Agency to approve the 2017 Freight Development Project List of the St. Louis Regional Freightway, in accordance with the terms and conditions described herein.

NOW, THEREFORE, THE BOARD OF COMMISSIONERS OF THE BI-STATE DEVELOPMENT AGENCY OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT DOES HEREBY RESOLVE, DETERMINE AND ORDER AS FOLLOWS:

Section 1. Findings. The Board of Commissioners hereby finds and determines those matters set forth in the preambles hereof as fully and completely as if set out in full in this Section 1.

Section 2. Approval of the Freight Development Project List. The Board of Commissioners hereby approves the 2017 Freight Development Project List of the St. Louis Regional Freightway, (as provided in the Attachment to the Briefing Paper and made a part hereof), under and pursuant to this Resolution and the Compact

for the authorized Agency purposes set forth in the preambles hereof and subject to the conditions hereinafter provided.

Section 3. Actions of Officers Authorized. The Officers of the Agency, including without limitation, the President and CEO, are hereby authorized and directed to execute all documents and take such actions as they may deem necessary or advisable in order to carry out and perform the purposes of this Resolution, including the payment of all costs, expenses, and fees incurred in the connection with or incidental to this Resolution; and the execution of such documents or taking of such actions shall be conclusive evidence of such necessity or advisability.

Section 4. Severability. It is hereby declared to be the intention of the Board of Commissioners that each and every part, section, and subsection of this Resolution shall be separate and severable from each and every other part, section and subsection hereof, and that the Board intends to adopt each part, section, and subsection separately and independently of any other part, section and subsection. In the event that any part, section or subsection of this Resolution shall be determined to be, or to have been, unlawful or unconstitutional, the remaining parts, sections and subsections shall be and remain in full force and effect, unless the court making such finding shall determine the valid portions, standing alone, are incomplete and are therefore incapable of being executed in accordance with the intent of this Resolution.

Section 5. Rights Under Resolution Limited. No rights shall be conferred by this Resolution upon any person or entity other than the Agency, its officers and employees.

Section 6. Governing Law. The laws of the State of Missouri shall govern this Resolution.

Section 7. No Personal Liability. No member of the Board of Commissioners, officer, employee or agent of the Agency shall have any personal liability for acts taken in accordance with this Resolution.

Section 8. Payment of Expenses. The Senior Vice President and CFO is hereby authorized and directed to pay or cause to be paid all costs, expenses and fees incurred in connection with or incidental to this Resolution.

Section 9. This Resolution shall be in full force and effect from and after its passage and approval.

ADOPTED by the Board of Commissioners of The Bi-State Development Agency of the Missouri-Illinois Metropolitan District this 22nd day of September, 2017.

In Witness Whereof, the undersigned has hereto subscribed his signature and caused the Seal of the Agency to be affixed.

**THE BI-STATE DEVELOPMENT AGENCY OF THE
MISSOURI-ILLINOIS METROPOLITAN DISTRICT**

By _____
Title _____

[SEAL]

ATTEST:

By _____
Deputy Secretary to the Board of Commissioners



2017 FREIGHT DEVELOPMENT PLAN

ST LOUIS REGIONAL FREIGHTWAY

The St. Louis Regional Freightway plays a critical role in the growth of regional manufacturing and distribution sectors within the bi-state region including seven counties in Missouri and Illinois and the City of St. Louis. With support from the East-West Gateway Council of Governments (EWCOG) Board of Directors and the manufacturing, logistics and industrial real estate industries, all modes of transportation, economic development organizations and both the Illinois and Missouri Departments of Transportation, the St. Louis Regional Freightway is garnering national recognition as a premier freight hub and continues to build public-private partnerships to maximize infrastructure funding opportunities.

In 2016, the Freight Multimodal Transportation Project List was unanimously approved by the EWCOG Board of Directors. The list was presented to the USDOT Federal Highway Administration Administrator Gregory Nadeau and the Maritime Administration Administrator Paul Jaenichen, who described our efforts as a model for the country. Additionally, the project list is helping the region gain critical support for infrastructure funding from state lawmakers and the congressional delegations from Illinois and Missouri.

The Freight Development and Needs Analysis Committee updated the project list for 2017. The committee is chaired by Mike McCarthy, President of the Terminal Railroad Association of St. Louis (TRRA). The project list update included a regional freight transportation needs analysis to document existing conditions, economic benefits and identify network constraints. Through this public-private partnership, the project list is a tool for elected leaders, the DOTs and regional leaders to better understand the infrastructure needs of manufacturing and logistic industries that represent the region and the nation's supply chain. Project selection was based on the following criteria:

- Economic Impact
- Efficiency Impact
- Multimodal Impact
- Safety and Security in Travel

Projects throughout the St. Louis region were submitted by local agencies and committee members. The 2017 project list includes nationally significant projects like the Merchants Bridge (TRRA) over the Mississippi River and I-270 improvements. Projects that improve access to the transportation network include the North Riverfront Commerce Corridor Improvement project in north St. Louis and Illinois Route 3 improvements in East St. Louis and Sauget, Illinois. New projects include improvements to Interstate 70, Hanley Road, and St. Charles Rock Road in Missouri and Interstate 64, Air Mobility Drive expansion, and Kaskaskia Regional Port District projects in Illinois.

Moving forward, our goals include continuing efforts to create a platform that takes advantage of the nation's unprecedented 25 percent increase in freight activity by the year 2045. During 2017, we will continue to work collaboratively with public and private sector leaders to help validate multimodal transportation needs and explore funding opportunities for efficient, reliable, cost-effective and safe delivery of freight movement that allows both the region and the nation to compete in the global market.

St. Louis Regional Freightway
Executive Director
Mary C. Lamie, P.E.

Freight Development and Needs Analysis Chairman
Terminal Railroad Association of St. Louis President
Mike McCarthy



2017 FREIGHT DEVELOPMENT PLAN

ST LOUIS REGIONAL FREIGHTWAY



The **St. Louis Regional Freightway** plays a critical role in the growth of regional manufacturing and distribution sections with the bi-state region include seven counties in Missouri and Illinois and the City of St. Louis.

The Freight Development and Needs Analysis Committee updated the project list for 2017.

Improving the Multimodal Transportation Network

- **Merchants Bridge (TRRA) Replacement over the Mississippi River (MO-IL)***
- **I-270 Improvements from Lindbergh Boulevard to Illinois Route 111 (MO-IL)***
- Union Pacific Railroad Lenox Tower Replacement (IL)
- St. Louis Lambert International Airport North Cargo Improvements (MO)
- I-70 Improvements from I-64 Interchange (MO) to Stan Musial Veterans Memorial Bridge
- America's Central Port Improvements (IL)
- MidAmerica St. Louis Airport Distribution Improvements (IL)
- J.S. McDonnell Connector Access Improvements (MO)
- I-64 Improvements from Greenmount Road to Illinois Route 158 (Air Mobility Drive) (IL)
- Kaskaskia Regional Port District Improvements (IL)

Access to the Multimodal Transportation Network

- **North Riverfront Commerce Corridor Improvements (MO)***
- **Illinois Route 3 Access Improvements (IL)***
- I-255 / Davis Street Ferry Road Interchange (IL)
- I-255 / Fish Lake (Ramsey Road) Interchange (IL)
- I-70 St. Louis County Improvements from Natural Bridge Road to Hanley Road (MO)
- St. Louis Lambert International Airport Access Improvements (MO)
- Mississippi River Port Development Projects (MO)
- Illinois Route 158 (Air Mobility Drive) Expansion from Route 161 to Route 177 (IL)
- North Park Access Improvements (MO)
- Earth City Access Improvements (MO)

**Project titles in bold indicate the St. Louis Regional Freightway's highest priority projects.*



2017 PRIORITY FREIGHT PROJECT

ST LOUIS REGIONAL FREIGHTWAY

Merchants Bridge (TRRA) Replacement over the Mississippi River (MO-IL)

Project Location



Location: Mississippi River, Mile Marker 183

Estimated Cost: \$200 million

Owner: Terminal Railroad Association of St. Louis (TRRA)

Contact: Mike McCarthy, TRRA President, (314) 539-4704

The Merchants Bridge over the Mississippi River in America's heartland impacts national freight movement, the future of freight, and the future of farmers, manufacturers, and distributors who depend on it.

Project Aerial



The Merchants Bridge serving the St. Louis region:

- Links America's eastern and western freight rail networks
- Carries more than 40 million gross tons annually
- Serves six Class I Railroads and Amtrak

The St. Louis region is the:

- 2nd largest freight rail interchange location in the nation
- 3rd largest freight rail interchange location by tonnage

Without FASTLANE grant funding, the Merchants Rail Bridge could be taken out of service within ten years. Meanwhile, in its current condition with restricted speed, single-track capacity, and rising maintenance costs, the bridge will continue to cause delays in the national multimodal freight/rail and passenger service networks.

Project Status



Anticipated Project Funding

If FASTLANE funding is secured, construction could start late 2017 and be completed as early as 2021.

Source	Million	Percent
TRRA	\$40	20%
Federal FASTLANE	\$75	37.5%
TRRA (i.e. RRIF loan)	\$85	42.5%

The 127-year-old Merchants Rail Bridge spans the Mississippi River between St. Louis, Missouri and Venice, Illinois and is owned by the Terminal Railroad Association of St. Louis (TRRA). The Merchants Rail Bridge has rail connections to Amtrak's St. Louis Station and to six Class I railroads servicing BNSF Railway, CSX Transportation, Canadian National, Kansas City Southern, Norfolk Southern, and Union Pacific. The Class I railroads serve the St. Louis region's manufacturing and logistics companies that are part of an interdependent supply chain requiring access to markets on both sides of the Mississippi River, across the United States, and internationally, including: U.S. Steel, Conoco Phillips, Cargill, Archer Daniels Midland (ADM) Company, World Wide Technologies, General Motors, Hershey's, Unilever, Metro East Industries, Bunge, American Milling, Schneider Trucking, SCF Lewis & Clark Marine, FedEx, Boeing, and Kinder Morgan.

This project is the #1 priority for the St. Louis Regional Freightway.



2017 PRIORITY FREIGHT PROJECT

ST LOUIS REGIONAL FREIGHTWAY

Merchants Rail (TRRA) Bridge Replacement over the Mississippi River (MO-IL)

Economic Impact: TRRA spends an average of \$80.9 million per year in the St. Louis metropolitan statistical area for operation support, infrastructure repair and maintenance, and employee wages which support nearly \$237 million in overall economic activity for the region and 1,094 jobs, including 254 direct jobs at TRRA. The proposed \$200 million bridge replacement will support an estimated \$9.4 million in wages and 135 full-time equivalent jobs annually over a four-year construction period. The overall economic activity of \$237 million will also increase.

Current Restrictions: Currently, the Merchants Rail Bridge has speed, clearance, and weight restrictions. Load restrictions prevent the crossing of two trains simultaneously, limiting the bridge to one track at all times. Since trains cannot pass on the bridge, they often come to a complete stop on or near the approach grades. Load restrictions do not allow the bridge to accommodate modern loads, which impose costs of delay, braking, and startup.

Project Details: The Merchants Rail Bridge replacement project includes removal and replacement of the three river-span trusses, seismically retrofitting the existing river piers, and improving the east approach. The new double track structure will provide additional capacity for increased freight and passenger rail. The double track will also provide more reliable movements and reduce grade crossing delays for motorists and emergency vehicles. All of these benefits will help reduce stress on the National Highway Freight Network that is anticipated to grow by 40 percent over the next three decades.

Project Readiness: If funded, construction could start late 2017 and be completed as early as 2021. Design is 60 percent complete with 100 percent completion expected in June 2017. NEPA Categorical Exclusion clearance is anticipated late summer 2017. The RRIF (Railroad Rehabilitation & Improvement Financing) loan application is in credit-worthiness review and expected to close in Fall 2017.

Owning the sixth busiest Mississippi River rail bridge in the country serving the nation's third largest rail hub, the TRRA interfaces with the nation's 3rd and 8th largest inland port systems, the northern most year-round ice-free Mississippi River port providing services to America's Central Port (with container-on-barge capacity), Kaskaskia Regional Port District, and the St. Louis Port Authority. The Merchants Rail Bridge is in close proximity to four interstate freight corridors, I-70, I-64, I-44, and I-55, providing national north-south and east-west access. With improvements to the bridge, an estimated 185,676 truckloads could be diverted from these highways to rail, reducing vehicle miles traveled by trucks by 74 million miles and saving \$63 million in roadway damage over twenty years.

Illinois and Missouri's impact on the national freight movement (2012 AAR):

- Illinois ranked #3 and Missouri ranked #4 in rail tons carried
- Illinois ranked #1 and Missouri ranked #3 in rail cars carried
- Illinois ranked #2 and Missouri ranked #6 in freight rail employment

The Merchants Rail Bridge replacement is a model for public-private partnerships. TRRA will fund nearly two-thirds of the cost of the project, which will greatly improve freight movement in the nation. Once FASTLANE grant funding is secured, construction could start late 2017 and be completed as early as 2021.



2017 PRIORITY FREIGHT PROJECT

ST LOUIS REGIONAL FREIGHTWAY

I-270 Improvements from Lindbergh Boulevard to Illinois Route 111 (MO-IL)

Project Location



Location: St. Louis County, Missouri and Madison County, Illinois

Estimated Cost: \$1.1 billion

Owner: Illinois Department of Transportation (IDOT)
Missouri Department of Transportation (MoDOT)

Contact: Jeff Keirn, IDOT Region 5 Engineer, (618) 346-3110
Tom Blair, MoDOT Assistant District Engineer, (314) 453-1803

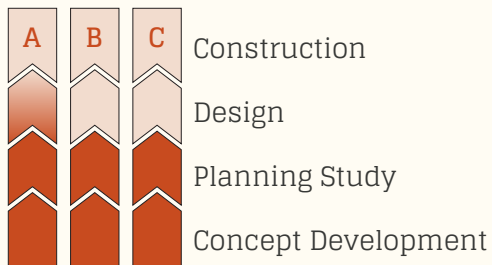
Project Aerial



*The St. Louis Regional Freightway conducted a regional needs analysis to identify network constraints. Projects were evaluated based on four primary criteria: economic impact, multimodal impact, efficiency impact, and safety and security in travel. Based on the criteria, the following project addresses regional freight needs and is considered one of the **highest priorities** for the region.*

Project Need: The St. Louis region is home to national and international manufacturers and logistics businesses that are part of the global supply chain. The I-270 outer belt is one of the most traveled freight corridors in the St. Louis region and is a link to the national freight network with connections to I-55, I-44, I-64, and I-70. During morning and evening peak periods, heavy traffic causes significant delays on portions of the outer belt, particularly the I-270 corridor in northern St. Louis County and Madison County.

Project Status



The I-270 outer belt consists of a minimum of six lanes with the exception of a four-lane section of I-270 from Lilac Avenue in Missouri to Illinois Route 111 in Illinois. Furthermore, the section of I-270 from Lilac Avenue to Lindbergh Boulevard in Missouri needs additional improvements to address congestion issues near the I-170 and Lindbergh Boulevard interchanges.

Project Funding

(A) \$7 million is programmed for preliminary engineering (TIP 6446-15). Design is included in the IDOT MYP. Construction is currently not funded.

(B) Preliminary engineering is funded by IDOT and MoDOT (TIP 6501-17). Construction is not funded.

(C) \$157 million is programmed for a potential design build project by MoDOT (TIP 6501-17).

Project Impact: The I-270 corridor from Lindbergh Boulevard to Illinois Route 111 is one of the most important regional freight corridors. In Missouri, it serves major freight generators within and near St. Louis Lambert International Airport. In Illinois, I-270 feeds directly into the Lakeview Commerce Center and Gateway Commerce Center, two of the region's largest and fastest growing logistics parks. The I-270 corridor also offers easy access to major destinations in Illinois including the Conoco Phillips Refinery, America's Central Port, and Terminal Railroad Association Madison Yard.



2017 PRIORITY FREIGHT PROJECT

ST LOUIS REGIONAL FREIGHTWAY

I-270 Improvements from Lindbergh Boulevard to Illinois Route 111 (MO-IL)

With freight forecasted to grow heavily in the next few decades, traffic around these freight generators and users will continue to increase. The ability of this stretch of interstate to absorb this traffic will play a major role in the speed, efficiency, and cost to move freight through the region. In addition, a portion of the corridor is in the top five percent of all locations in Illinois where a higher rate of crashes occur compared to roadways with the same physical characteristics. The following proposed improvements seek to improve safety, enhance efficiency, and meet future freight demands to positively impact multimodal access and economic development.

Project Description (A) Mississippi River Chain of Rocks Bridge Replacement (MO-IL): This project includes a replacement of the existing two structures, constructed in 1966, over the Mississippi River and construction of a new structure. The Chain of Rocks Bridge has experienced rising maintenance costs due to the age of the structure, increasing traffic volumes, and safety issues associated with narrow shoulders. In particular, there has been a significant increase in traffic from an average daily traffic (ADT) of 19,800 vehicles per day in 1975 to more than 51,000 vehicles per day. At four lanes wide, the current bridge is not equipped to handle the large freight flow increases forecasted for the region. IDOT is the lead agency for this project but both states will share costs equally. Approximately \$7 million (TIP 6446-15) is programmed in the FY17-FY22 TIP for preliminary engineering. Final design is included in the FY17-FY22 IDOT Multi-Year Plan. Construction is currently not funded. Estimated cost is \$185 million.

Project Description (B) Corridor Widening from Lilac Avenue to Illinois Route 111 (MO-IL): This project includes increasing the capacity of I-270 by expanding from four lanes to six lanes along the 7.6-mile corridor from Lilac Avenue in Missouri to Illinois Route 111 in Illinois. The project would ensure that the I-270 outer belt in the St. Louis region would have a minimum of six lanes to better accommodate future freight flows while reducing congestion and bottlenecks. The MoDOT FY17-FY21 TIP (6501-17) includes \$12 million programmed for preliminary engineering for the Missouri portion of the corridor. The IDOT Multi-Year Plan also includes funding for preliminary engineering in FY17-FY22. Construction is not funded. Estimated cost for the total project is \$350 to \$400 million.

Project Description (C) Corridor Improvements from Lilac Avenue to Lindbergh Boulevard (MO): This project includes various safety, congestion, and capacity improvements from Lilac Avenue to Lindbergh Boulevard. The project also includes interchange improvements at I-170 and Lindbergh Boulevard to relieve congestion issues. The area is a critical bottleneck for regional freight as I-170 and Lindbergh Boulevard are the primary freight routes from I-270 to St. Louis Lambert International Airport and surrounding manufacturing and logistics businesses. The improvements will be necessary for the regional freight system to accommodate future forecasted traffic. The MoDOT FY17-FY21 TIP (6501-17) includes \$157 million programmed for a potential design build project between Lindbergh Boulevard and Riverview Drive in Missouri. Estimated cost for the total project is \$500 million.



2017 PRIORITY FREIGHT PROJECT

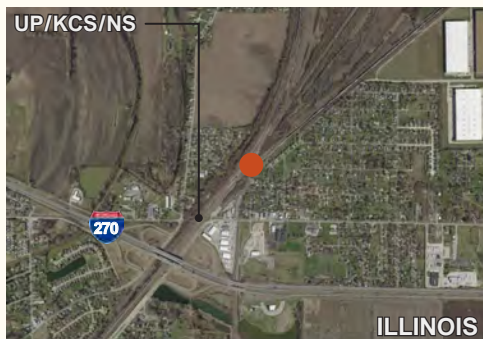
ST LOUIS REGIONAL FREIGHTWAY

Union Pacific Railroad Lenox Tower Replacement (IL)

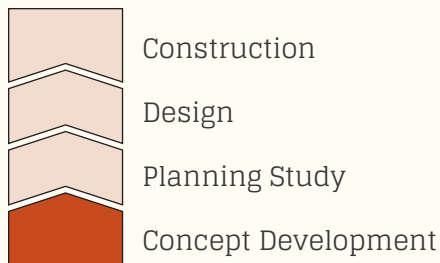
Project Location



Project Aerial



Project Status



Project Funding

This project is currently unfunded. No funding sources or partnerships have been identified.

Location: Mitchell, Illinois

Estimated Cost: \$14.8 million

Owner: Union Pacific Railroad (UPRR)

Contact: Paul Hinton, Service Unit Superintendent, (314) 331-0663

*The St. Louis Regional Freightway conducted a regional needs analysis to identify network constraints. Projects were evaluated based on four primary criteria: safety and security in travel, efficiency impact, multimodal impact, and economic impact. Based on the criteria, the following project addresses regional freight needs and is considered a **high priority** for the region.*

Project Need: Built in 1924, the existing Lenox Tower at the junction of Union Pacific corridors in the City of Mitchell, Illinois controls a major railroad junction where five of the region's Class I railroads operate services. The existing tower and its associated switching equipment are obsolete and unable to accommodate the growth in rail traffic.

Project Description: Modernization of the Lenox Tower interlocking will increase freight train speed limits from the 10-30 mph range to the 40-60 mph range through the junction. Passenger train speeds could also increase from the 40-60 mph range to nearly 80 mph. Increased velocity will reduce the existing bottleneck and increase the capacity and efficiency of the St. Louis region's rail network. Dispatching control would be automated and incorporated into Union Pacific centralized dispatching in Omaha, Nebraska. This coordination would optimize local rail traffic and allow the railroads to increase velocity through the St. Louis terminal, which creates a competitive advantage with other rail interchange locations such as Chicago.

Project Impact: This project would reduce freight train delays by 10.1 hours per day. The increase in velocity would reduce delays at highway-rail grade crossings due to passing trains, thereby decreasing traffic delays for nearby communities and reducing emissions from idling vehicles. The project would also consolidate six operator positions, eliminate tower facility expenses, and lower track maintenance. Overall, the project will enable freight and passenger trains to travel through the region more safely and efficiently while allowing rail traffic to be better integrated into system-wide patterns.



2017 PRIORITY FREIGHT PROJECT

ST LOUIS REGIONAL FREIGHTWAY

St. Louis Lambert International Airport North Cargo Improvements (MO)

Project Location



Location: St. Louis County, Missouri

Estimated Cost: \$20.7 million

Owner: St. Louis Lambert International Airport

Contact: Jerry Beckmann, Airport Deputy Director, (314) 551-5034

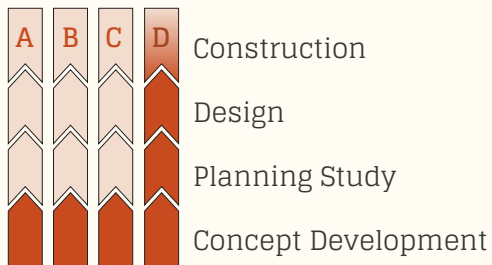
*The St. Louis Regional Freightway conducted a regional needs analysis to identify network constraints. Projects were evaluated based on four primary criteria: safety and security in travel, efficiency impact, multimodal impact, and economic impact. Based on the criteria, the following project addresses regional freight needs and is considered a **high priority** for the region.*

Project Aerial



Project Need: St. Louis Lambert International Airport (STL) in St. Louis County is the largest and most utilized airport in Missouri. Positioned within Foreign Trade Zone 102, it is an attractive destination for logistics businesses due to its multimodal transportation infrastructure combined with available and accessible land for business growth. Current air cargo facilities are conveniently located on both sides of the primary parallel runways and are designed to expedite the flow of freight and handle both current and next-generation air cargo aircraft.

Project Status



Project Funding

(D) MoDOT will issue a \$6.1 million grant to fund construction.

Remaining projects are currently unfunded. No funding sources or partnerships have been identified.

Project Impact: St. Louis Lambert International Airport is moving forward with an international air cargo facility, which includes construction of a new terminal with ramp for freighter aircraft. The airport is also pursuing several infrastructure projects to improve service delivery for air cargo facilities including FedEx, UPS, and Forward Air. The airport continues to attract new businesses to increase its revenue base and utilize 1,000 acres of land for industrial development. These efforts include a development agreement with Bi-National Air Cargo to develop 60 acres of airport property referred to as the Northern Tract. The airport is also in the final stage of approval to become a USDA port of embarkation to allow live animal charters to depart from St. Louis. In addition to the airport, several industrial areas are located nearby including Aviator Business Park, Hazelwood Logistics Center, and Park 370 Business Center. The following projects further these goals to provide safe, efficient, and multimodal access near the St. Louis Lambert International Airport and industrial areas along with potential economic benefits for the region.



2017 PRIORITY FREIGHT PROJECT

ST LOUIS REGIONAL FREIGHTWAY

St. Louis Lambert International Airport North Cargo Improvements (MO)

Project Description (A) Norfolk Southern Railroad Spur on Northern Tract: This project includes constructing a 1,200-foot long railroad spur from Norfolk Southern mainline track to connect to the Northern Tract of the airport. The spur would support the 60-acre logistics and air cargo center under development at this site. Estimated cost is \$2.5 million.

Project Description (B) Banshee Road Reconstruction: This project includes rebuilding Banshee Road in order to accommodate heavy commercial truck traffic. The three-lane road currently has issues with drainage and roadway geometry that make it uncondusive to major freight flows. The project would support the Northern Tract air cargo center. The project would also include a structure over Coldwater Creek. Estimated cost is \$9.1 million.

Project Description (C) McDonnell Boulevard / Airport Road Intersection Reconstruction: This project includes reconstruction of the intersection of McDonnell Boulevard and Airport Road. The intersection plays a critical role in freight movement for the St. Louis Air Cargo Facility currently used by FedEx, UPS, and Forward Air. The existing intersection has a complex series of turning movements within a very confined area and also is the site of numerous crashes. The project would correct roadway geometry, eliminate difficult turning movements, and meet updated design standards in order to accommodate current and future users. Estimated cost is \$3 million.

Project Description (D) Taxiway Victor Connector to Cargo Ramp: This project will construct a full-strength concrete taxiway capable of supporting the largest jets. It will provide common-use access to Trans States Airlines and Airport Terminal Services ramps, as well as the Bi-National Air Cargo ramp. The Missouri Department of Transportation has partnered with the airport to finance the Taxiway Victor Connection and will issue a grant to fund construction of the \$6.1 million project.



2017 PRIORITY FREIGHT PROJECT

ST LOUIS REGIONAL FREIGHTWAY

I-70 Improvements from I-64 Interchange (MO) to Stan Musial Veterans Memorial Bridge

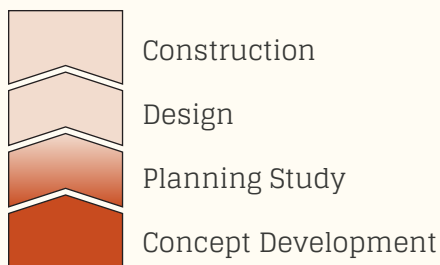
Project Location



Project Aerial



Project Status



Project Funding

The *Envision I-70* planning study is currently funded and on-going. No funding sources or partnerships have been identified beyond the planning study.

Location: St. Charles County; St. Louis County; City of St. Louis, Missouri

Estimated Cost: \$500 million

Owner: Missouri Department of Transportation (MoDOT)

Contact: Tom Blair, MoDOT Assistant District Engineer, (314) 453-1803

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Project Need: The I-70 corridor is a transcontinental highway stretching from Pennsylvania to Utah. In the St. Louis region, I-70 is an important link for freight due to the proximity of major corporations, industrial areas, hospitals, universities, and St. Louis Lambert International Airport. A majority of the 40-mile corridor through Missouri also experiences moderate to heavy congestion during peak hours.

Project Description: A Planning and Environmental Linkages study for the I-70 corridor from the I-64 interchange in Wentzville, Missouri to the Stan Musial Veterans Memorial Bridge was included as a recommendation in the region's 2045 Long-Range Transportation Plan. The Missouri Department of Transportation, in partnership with Metro and East-West Gateway Council of Governments, is beginning the high-level *Envision I-70* study to advance this effort. The study will focus on developing a comprehensive multimodal vision that incorporates sustainable mobility, economic competitiveness, freight and port distribution needs, and the relationships between community character and transportation.

Project Impact: The study will provide a broad framework and implementation strategies to meet the desired future mobility and accessibility needs of this critical regional transportation link. Based on findings from the corridor plan, the project would address specific safety and congestion issues including pavement reconstruction and interchange improvements.



2017 PRIORITY FREIGHT PROJECT

ST LOUIS REGIONAL FREIGHTWAY

America's Central Port Improvements (IL)

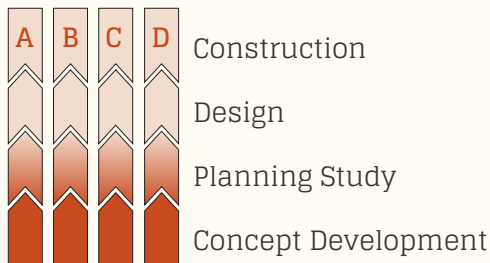
Project Location



Project Aerial



Project Status



Project Funding

The Port is currently updating the Port Master Plan. No funding sources or partnerships have been identified beyond the planning study.

Location: Granite City, Illinois

Estimated Cost: \$22.5 million

Owner: America's Central Port

Contact: Bill Stahlman, Director of Engineering, (618) 452-8450

*The St. Louis Regional Freightway conducted a regional needs analysis to identify network constraints. Projects were evaluated based on four primary criteria: safety and security in travel, efficiency impact, multimodal impact, and economic impact. Based on the criteria, the following project addresses regional freight needs and is considered a **high priority** for the region.*

Project Need: America's Central Port in Granite City, Illinois is at the center of the multimodal freight transportation system in the United States with direct access to three major modes of transportation: rail, river, and road. The Port offers over 1.7 million square feet of rail-served warehouse space located in secured industrial park settings within Foreign Trade Zone 31.

Project Impact: The Port recently opened the new Madison Harbor expansion (formerly known as South Harbor) in 2016. The new harbor offers the northern-most lock-free and ice-free access to the Gulf of Mexico on the Mississippi River. It also offers additional opportunities for container-on-barge industry. America's Central Port is seeking several improvements to enhance the new expansion.

Project Description (A) Granite City Harbor Lead Track Revitalization: This project includes upgrades to the rail track that serves the Granite City Harbor and its four main terminals, including U.S. Steel, with track capable of handling 286,000 pound rail cars delivered by unit trains. The track will be replaced with a minimum of 115RE rail sections, new cross ties, and improved drainage. Approximately 9,800 feet of track, three at-grade crossings, and 14 turnouts would be upgraded. The project will allow tenants to operate more efficiently, reduce costs, and better compete in the global marketplace. Estimated cost is \$8 million.

Project Description (B) Granite City Harbor General Cargo Dock Revitalization: This project includes upgrades to the general cargo dock at the Granite City Harbor that serves two main terminals,



2017 PRIORITY FREIGHT PROJECT

ST LOUIS REGIONAL FREIGHTWAY

America's Central Port Improvements (IL)

including U.S. Steel. A pipe pile fender system will be installed to protect the steel sheet pile wall, the deck will be paved over with reinforced concrete, an improved drainage system will be installed, and approximately 3,450 feet of railroad track will be upgraded to handle 286,000 pound rail cars. Estimated cost is \$6.8 million.

Project Description (C) Union Pacific / Kansas City Southern Connection Through A&K Yard: This project includes construction of new railroad track from the Union Pacific / Kansas City Southern Railway mainline through the A&K Granite City rail yard into the Port. Approximately 3,200 feet of new railroad track will be laid along with a new No. 15 turnout at the mainline. The new connection will allow direct deliveries from two Class I rail carriers, providing lower shipping costs and transparent competition amongst all carriers for Port shippers. Estimated cost is \$4.5 million.

Project Description (D) New Port Entrance at Illinois Route 3: This project includes construction of a new right-in, right-out entrance to the Port industrial park and roadway upgrades. The connection will provide for the safe movement and flow of traffic between Illinois Route 3 and the interior routes of E Street and 1st Street. Approximately 3,900 feet of new concrete roadway will realign traveling vehicles along 1st Street away from the warehouse loading docks to improve access, improve safety, and expand traffic volume capacity into the industrial campus of the Port. Estimated cost is \$3.2 million.



2017 PRIORITY FREIGHT PROJECT

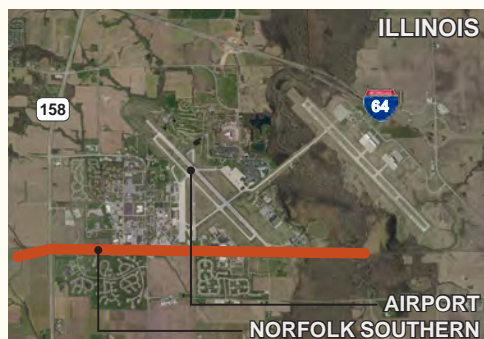
ST LOUIS REGIONAL FREIGHTWAY

MidAmerica St. Louis Airport Distribution Improvements (IL)

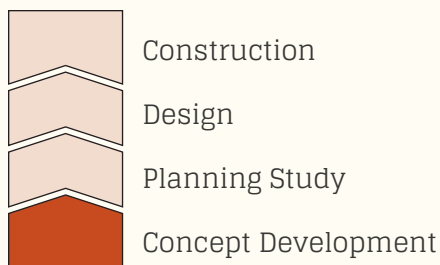
Project Location



Project Aerial



Project Status



Project Funding

This project is currently unfunded. No funding sources or partnerships have been identified.

Location: Mascoutah, Illinois

Estimated Cost: \$45 million

Owner: MidAmerica St. Louis Airport

Contact: Tim Cantwell, Airport Director, (618) 266-5240

*The St. Louis Regional Freightway conducted a regional needs analysis to identify network constraints. Projects were evaluated based on four primary criteria: safety and security in travel, efficiency impact, multimodal impact, and economic impact. Based on the criteria, the following project addresses regional freight needs and is considered a **high priority** for the region.*

Project Need: MidAmerica St. Louis Airport (BLV) is a commercial/ cargo and passenger airport co-located with Scott Air Force Base in Mascoutah, Illinois. MidAmerica offers air cargo facility development of over 2,500 acres within Foreign Trade Zone 31 and an Enterprise Zone, making it an ideal location for modern freight needs with an emphasis on e-commerce businesses. Located along I-64 with on-site customs services and easy airplane-to-truck processes, the airport makes air cargo transfer highly efficient by reducing time on the ground and cost of operations. The airport serves major tenants including Boeing and North Bay Produce. To better accommodate these operations, and attain and retain clustered manufacturing and distribution businesses, the land surrounding the airport requires improved access to the freight network.

Project Description: This project includes building an approximately two-mile rail spur from the Norfolk Southern mainline at the southern edge of the airport, enabling freight rail access for businesses on the eastern side of the airport.

Project Impact: The improvements would provide MidAmerica St. Louis Airport and surrounding businesses easy access to the rail network, giving this cluster of existing businesses and available sites access to three of the four primary modes of freight transportation.



2017 PRIORITY FREIGHT PROJECT

ST LOUIS REGIONAL FREIGHTWAY

J.S. McDonnell Connector Access Improvements (MO)

Project Location



Project Aerial



Project Status



Project Funding

Final plans are expected to be complete in early 2018. No funding sources or partnerships have been confirmed for construction.

Location: Berkeley, Missouri

Estimated Cost: \$2.4 million

Owner: St. Louis County Department of Transportation

Contact: Stephanie Leon Streeter, Deputy Director, (314) 615-8501

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Project Need: One of the St. Louis region's greatest assets is the extensive manufacturing base, particularly in defense and aerospace-related businesses. These facilities are served by a deteriorated roadway that forms part of a route between James S. McDonnell Boulevard and North Hanley Road, and forces manufacturers in the vicinity to use the I-170 ramp at Frost Avenue and the I-170 ramp off-ramp at Airport Road to make this connection. Part of this patchwork of roads traverses the Formerly Utilized Sites Remedial Action Program contamination area, requiring coordination with the U.S. Army Corps of Engineers to develop adequate procedures and specifications for any excavation necessary in this area.

Project Description: This project involves the replacement of a deteriorated roadway that forms part of a route between James S. McDonnell Boulevard and North Hanley Road. The reconstruction will improve truck access between these two important St. Louis County arterial roadways and will eliminate the current unsafe practice of using the I-170 ramp at Frost Avenue and the I-170 off-ramp at Airport Road to make this connection. In addition to roadway reconstruction, the deteriorated Norfolk Southern railroad crossing at the west end of Frost Avenue will need to be replaced. These improvements will improve access for multiple manufacturers in the vicinity.

Project Impact: The project supports existing and new facilities by linking to the freight network. This will also provide additional flexibility for freight flows within the manufacturing cluster north of St. Louis Lambert International Airport.



2017 PRIORITY FREIGHT PROJECT

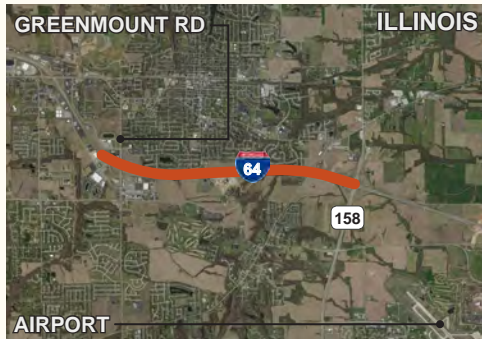
ST LOUIS REGIONAL FREIGHTWAY

I-64 Improvements from Greenmount Road to Illinois Route 158 (Air Mobility Drive) (IL)

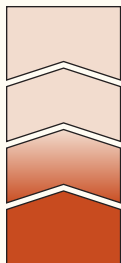
Project Location



Project Aerial



Project Status



- Construction
- Design
- Planning Study
- Concept Development

Project Funding

This project is currently unfunded. No funding sources or partnerships have been identified.

Location: O'Fallon, Illinois

Estimated Cost: \$20 million

Owner: Illinois Department of Transportation (IDOT)

Contact: Jeff Keirn, IDOT Region 5 Engineer, (618) 346-3110

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Project Need: The I-64 corridor is an important link between major businesses and industrial areas near downtown St. Louis and the MidAmerica St. Louis Airport (BLV), approximately 20 miles to the east of downtown St. Louis. MidAmerica is a commercial/cargo and passenger airport co-located with Scott Air Force Base in Mascoutah, Illinois. Located along I-64 with on-site customs services and easy airplane-to-truck processes, the airport makes air cargo transfer highly efficient by reducing time on the ground and cost of operations.

The I-64 corridor is generally a minimum of six lanes from downtown St. Louis until the interchange with Greenmount Road in Illinois, which is located just west of the MidAmerica St. Louis Airport. For the remaining three-mile corridor to the airport, I-64 is only a four-lane section.

Project Description: This project would widen I-64 to six lanes from Greenmount Road to Illinois Route 158 (Air Mobility Drive). Other safety and capacity improvements would be incorporated into the project as appropriate.

Project Impact: The interstate widening would increase capacity and access to MidAmerica St. Louis Airport and surrounding developments. The airport offers air cargo facility development of over 2,500 acres within Foreign Trade Zone 31 and an Enterprise Zone, making it an ideal location for modern freight needs with an emphasis on e-commerce businesses.



2017 PRIORITY FREIGHT PROJECT

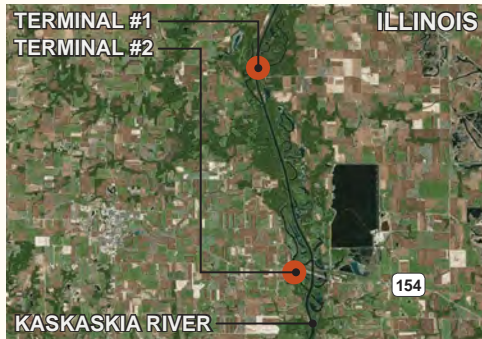
ST LOUIS REGIONAL FREIGHTWAY

Kaskaskia Regional Port District Improvements (IL)

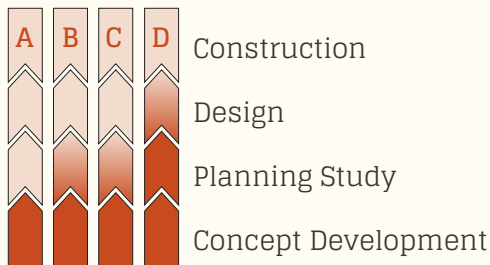
Project Location



Project Aerial



Project Status



Project Funding

(B) Terminal #1 has been approved for an \$85,000 study to review outbound movement.

Other projects are currently unfunded. No funding sources or partnerships have been identified.

Location: New Athens, Illinois; Red Bud, Illinois

Estimated Cost: \$3.61 million

Owner: Kaskaskia Regional Port District

Contact: Ed Weilbacher, General Manager, (618) 282-3807

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Project Need: Kaskaskia Regional Port District is the 8th largest inland port district in the country. The Port owns several facilities and partners with operators who lease, develop, and operate within the facilities. In addition to existing terminals, the Port is developing the new Fayetteville Port, which will serve as the closest river terminal to Scott Air Force Base and provide an additional 128 acres for development.

Project Impact: The projects provide improvements to meet existing customer needs and attract new industrial opportunities. The projects would enhance economic development opportunities on the Kaskaskia River, the fastest growing tributary in the inland waterway system.

Project Description (A) Fuel Pipeline Feasibility Study: This project includes a feasibility study for a proposed fuel pipeline to connect Scott Air Force Base with the uppermost terminal, the Fayetteville Terminal, on the Kaskaskia River. The pipeline would provide an alternate method for fuel delivery to the Air Force Base and allow for increased market choices in sourcing fuel. The pipeline could also serve a redundancy function for the Scott Air Force Base to ensure critical needs are satisfied at all times. Estimated cost for the feasibility study is \$125,000.

Project Description (B) Outbound Conveyor Upgrade and Retrofit: This project includes upgrades to an outbound conveyor to accommodate new business prospects. Port Terminal #1 (River Mile 24.5) is located in rural New Athens, Illinois and was constructed in the late 1970s to



2017 PRIORITY FREIGHT PROJECT

ST LOUIS REGIONAL FREIGHTWAY

Kaskaskia Regional Port District Improvements (IL)

handle outbound coal. Over the years, more than 50 million tons of coal have been shipped through the facility. In the 1990s, the coal mines closed and this outbound terminal was out of service. Since then, a new inbound conveyor was installed to supply scrubber stone to the Prairie State Power Plant. Recently, other business prospects indicated interest in shipping outbound products through the facility, which would require structural upgrades, new conveyor belts, electrical upgrades, and other improvements as needed. The Kaskaskia Port District has been approved for an \$85,000 planning grant for Terminal #1 to review the outbound movement to accommodate two movements at the same time. This will include adding a second track to the existing loop track and a second dump pit. Estimated cost is \$1 million.

Project Description (C) Container-on-Barge Capacity: This project includes infrastructure improvements to Port Terminal #2 (River Mile 18.0) to develop a container-on-barge inbound and outbound handling facility. The Port has an existing 50-ton overhead crane that is ideally suited for handling containers. Additional infrastructure improvements would include a new scale, laydown yard, additional chassis, a staging area, and on-site handling equipment. Estimated cost is \$2.1 million.

Project Description (D) Port Secondary Access: This project includes access expansion at Port Terminal #2 (River Mile 18.0) to accommodate a high volume of trucks entering and leaving the site each day. A second entrance and expansion at both Gateway FS and The Material Works would reduce congestion and facilitate additional truck movement through the terminal. Estimated cost is \$385,000.



2017 PRIORITY FREIGHT PROJECT

ST LOUIS REGIONAL FREIGHTWAY

North Riverfront Commerce Corridor Improvements (MO)

Project Location



Location: St. Louis, Missouri

Estimated Cost: \$55 million

Owner: City of St. Louis, Missouri

Contact: Susan Taylor, St. Louis City Port Development, (314) 657-3744

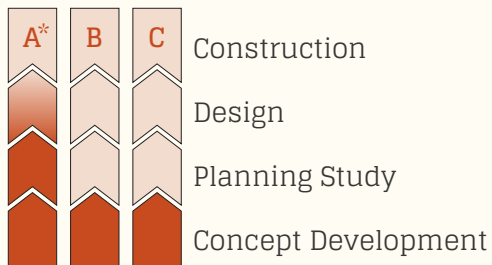
*The St. Louis Regional Freightway conducted a regional needs analysis to identify network constraints. Projects were evaluated based on four primary criteria: safety and security in travel, efficiency impact, multimodal impact, and economic impact. Based on the criteria, the following project addresses regional freight needs and is considered one of the **highest priorities** for the region.*

Project Aerial



Project Need: The North Riverfront Commerce Corridor is a 3,000 acre multimodal logistics and business district located in the north end of downtown St. Louis. With access to highways, rail, and barge shipping, the area is home to dozens of major manufacturers and warehouses. The location also includes the BNSF Railway North St. Louis Yard, Norfolk Southern Luther Yard, and Terminal Railroad Association Bremen Yard and the Municipal River Terminal. Manufacturers and logistics companies within the corridor are part of a global supply chain and require access to markets on both sides of the Mississippi River, across the United States, and internationally. In addition, several existing and new shippers are in the process of expanding, resulting in a significant increase in the quantity and diversity of goods shipped throughout the region. Major industrial real estate in the area include North Riverfront Business Park, Hall Street, and North Broadway Distribution.

Project Status



Project Funding

(A) \$4.3 million STP funds (TIP 6744-18) are programmed for preliminary engineering (FY18) and construction (FY19) for Hall Street, Phase I. Additional CMAQ and STIP funds for improvements are outlined in the project description.

* Project status for Phase I only. Phase II in Concept Development.

Project Impact: Despite these regional benefits, the North Riverfront Commerce Corridor suffers from mobility and circulation issues. The following projects were identified in the *2012 North Riverfront Commerce Corridor Land Use Plan* as a high priority. These projects will improve supply chain reliability, increase efficiency, and lower transportation costs.

Project Description (A) Hall Street and Riverview Drive Improvements: This project includes improvements to Hall Street, the primary corridor that trucks utilize to access I-70 from the Riverfront Corridor. The project will also include resurfacing, drainage improvements,



2017 PRIORITY FREIGHT PROJECT

ST LOUIS REGIONAL FREIGHTWAY

North Riverfront Commerce Corridor Improvements (MO)

improving at-grade rail crossings, ITS signage when at-grade crossings are blocked by trains, and evaluation of grade separation structures. In addition, Metropolitan Sewer District has begun planning \$10 million in EPA-mandated improvements to existing North Riverfront storm and sanitary sewer networks. The project is segmented into the following two phases: (I) East Grand Avenue to Adelaide Avenue and (II) Adelaide Avenue to I-70. The Missouri Department of Transportation (MoDOT) has CMAQ funding for intersection improvements and signal reconstruction planned at the Hall Street and Riverview Drive intersection in 2018. MoDOT has STIP funding for pavement improvements on Riverview Drive from Hall Street to I-270 with construction planned in 2019. MoDOT also has funding for preliminary engineering for scoping pavement improvements on Hall Street from Adelaide Avenue to Riverview Drive with a tentative future construction date in 2020. Estimated cost for the total project is \$45 million.

Project Description (B) Branch Street Improvements: This project includes improvements to Branch Street, which provides truck traffic access to the Municipal River Terminal. Connecting directly to I-70, the street provides convenient interstate access for trucks using the terminal and for freight users in the surrounding area. As trains have continued to grow in length, rail delays have increased and are impacting growth. The project improves the at-grade crossings and the speed and efficiency of current freight flows to prepare the area for future traffic demands. The project will also upgrade the current I-70 and Branch Street interchange to streamline the movement of goods and enhance the bicycle/pedestrian connection between the Riverfront Trail and city neighborhoods west of I-70. Estimated cost is \$5 million.

Project Description (C) Municipal River Terminal Rail Access Improvements: This project seeks to better align tracks through the Municipal River Terminal, making it easier for trains to access and pass through the terminal. The project supports approximately 10,000 jobs and a significant number of businesses that operate out of the North Riverfront Commerce Corridor. DJN Intermodal, Affton Trucking, JB Hunt, SAIA, and many other trucking facilities are located along Hall Street. American Commerce Barge Lines transloads millions of tons of coal at its river terminal off Hall Street while both BNSF Railway and Norfolk Southern have large rail yards in the corridor. Proctor & Gamble is expanding its plant and other major industrial operations including Dial Henkel products, PD George chemicals, Alro Steel, ProPak, and the St. Louis Business Center. Estimated cost is \$5 million.



2017 PRIORITY FREIGHT PROJECT

ST LOUIS REGIONAL FREIGHTWAY

Illinois Route 3 Access Improvements (IL)

Project Location



Location: St. Clair County, Illinois

Estimated Cost: \$145 to \$195 million

Owner: Illinois Department of Transportation (IDOT), Village of Sauget

Contact: Jeff Keirn, IDOT Region 5 Engineer, (618) 346-3110
Richard Sauget, Village of Sauget Mayor, (618) 274-2990

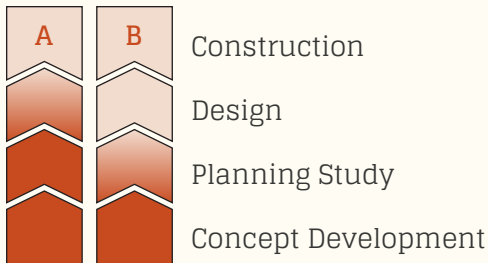
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Project Aerial



Project Need: Illinois Route 3 is the backbone of a nearly 60-mile long, five-mile wide economic corridor in Southwestern Illinois. The corridor provides access through the industrial heart of the region including Wood River, Granite City, East St. Louis, Sauget, and Dupu. The corridor is responsible for 215,000 jobs and a \$9.2 billion annual payroll. A significant portion of the region's freight generators and users are located in the area, including America's Central Port, Union Pacific Dupu Intermodal Yard, American Milling, and business parks such as Gateway Commerce Center and Lakeview Commerce District.

Project Status



Project Funding

(A) This project is currently unfunded. No funding sources or partnerships have been identified.

(B) Approximately \$11 million in grants have been allocated for the Railroad Bypass.

Project Impact: The State of Illinois has made significant investments in recent years in this important north-south transportation link, but Illinois Route 3 is still in need of improvements. Completion of the Illinois Route 3 improvements will:

- Support long-term, high-paying job growth in manufacturing and transportation sectors
- Improve access to the I-70 Stan Musial Veterans Memorial Bridge, Sauget Industrial Park, and St. Louis Downtown Airport
- Accelerate the redevelopment of brownfield sites and underutilized properties along the corridor

Project Description (A) Illinois Route 3 Relocation: This project includes new construction of a 2.1-mile corridor of Illinois Route 3 from River Park Drive in East St. Louis, Illinois south to Monsanto Avenue in Sauget, Illinois. The project will consider a two-lane option and a four-lane option with potential phasing. The majority of the north section



2017 PRIORITY FREIGHT PROJECT

ST LOUIS REGIONAL FREIGHTWAY

Illinois Route 3 Access Improvements (IL)

between River Park Drive and Trendley Avenue would be on structure due to existing railroads. The south section between Trendley Avenue and Monsanto Avenue requires two grade separation structures over railroads. The proposed additional lanes and grade-separated structures will decrease congestion, improve safety, address clearance issues, and better accommodate truck and freight movements. Estimated cost is \$125 million for the two-lane option and \$170 million for the four-lane option.

Project Description (B) Falling Springs Road / Illinois Route 3 Railroad Bypass: This project includes construction of the Falling Springs Diversion bypass loop with a structure that carries traffic from Illinois Route 3 over the Alton & Southern Railroad between Monsanto Avenue and Queeny Avenue. Without improvements, this location will continue to experience significant delays due to the 20 to 30 minute traffic delays for each unit car train that results in hours of through-traffic delays each day. In addition, it is also anticipated that nearby rail barge offload facilities will increase the number of units in the immediate future. The project has multiple benefits to the region in terms of improving access to the growing business community, encouraging future business development, and opening up to 220 acres of dormant industrial land for active use adjacent to a community of chronic economic distress. The proposed project will bypass the existing heavily used Illinois Route 3 at-grade crossings using local roads such as Monsanto Avenue, Queeny Avenue, and Falling Springs Road. Work will include a grade-separated structure where two railroads (Alton & Southern Railroad and Terminal Railroad Association) converge, eliminating two public crossings along a segment of Falling Springs Road. A new segment of Falling Springs Road will be constructed and intersection improvements will also be needed to effectively move vehicles to the proposed grade separation to the east. Estimated cost is \$20 to \$25 million.

An initial request has been submitted for engineering funding for approximately 10 percent of the total project cost, or approximately \$1.8 million. About \$11 million in grants have been allocated for various segments of the project, including a \$9.2 million grant from the Illinois Commerce Commission Grade Crossing Protection Fund as part of the 2017-2020 cycle. Other grants originated from state intersection improvement funds, TARP, CMAQ, and STP funds (each are structured in the location, manner, and time in which they can be applied). Both the Alton & Southern Railroad and Terminal Railroad Association have come to an understanding on the alignment and project scope. This will enable IDOT, the railroads, and regional leaders to focus on funding solutions for the improvements.



2017 PRIORITY FREIGHT PROJECT

ST LOUIS REGIONAL FREIGHTWAY

I-255 / Davis Street Ferry Road Interchange (IL)

Project Location



Location: Dupon, Illinois

Estimated Cost: \$36 million

Owner: Illinois Department of Transportation (IDOT)

Contact: Jeff Keirn, IDOT Region 5 Engineer, (618) 346-3110

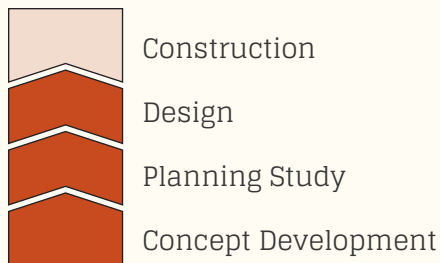
*The St. Louis Regional Freightway conducted a regional needs analysis to identify network constraints. Projects were evaluated based on four primary criteria: safety and security in travel, efficiency impact, multimodal impact, and economic impact. Based on the criteria, the following project addresses regional freight needs and is considered a **high priority** for the region.*

Project Aerial



Project Need: The new I-255 / Davis Street Ferry Road interchange would replace the existing interchange at Exit 9 (Old Illinois Route 3 / Main Street) with improved and safer geometry. A combination of the Union Pacific Railroad intermodal terminal in Dupon, the Columbia Quarry, and new and expanding truck facilities have added to the volume of heavy truck traffic traveling through Dupon. The new interchange will serve existing Dupon traffic as well as new traffic from industrial and commercial developments that are planned or underway. The existing interchange at Exit 9 was not configured optimally to handle the projected increase in truck traffic and village officials and emergency responders are aware of safety concerns at the existing ramp/crossroad intersections related to Exit 9 in Dupon.

Project Status



Anticipated Project Funding

\$27.7 million STP funds (TIP 4593-08) are programmed for construction in FY18. **The local share is unfunded.**

Source	Million	Percent
Federal	\$16.1	58%
State (IDOT)	\$4.0	15%
Local	\$7.6	27%

Project Description: The proposed I-255 / Davis Street Ferry Road interchange project would include a diverging diamond interchange with a system of connecting roads to serve the emerging 2,000-acre industrial area along Davis Street Ferry Road. Improvements also include a future grade-separated structure at the southern end of the intermodal yard, crossing five rail tracks near Davis Street Ferry Road. The project will improve access and enable more cost-effective traffic into the intermodal facility, thus enhancing the ability of the Dupon Discovery Business Park to attract business development and further the potential for the creation of thousands of new jobs. Estimated cost is \$25.3 million for construction. Estimated cost for the entire project including construction, right-of-way acquisitions, utility relocations, and design is \$36 million.



2017 PRIORITY FREIGHT PROJECT

ST LOUIS REGIONAL FREIGHTWAY

I-255 / Davis Street Ferry Road Interchange (IL)

Project Impact: By improving access from I-255 to Davis Street Ferry Road, truck traffic will be re-routed to improve safety, capacity, and traffic operations in Dupo. From an economic perspective, this project is a unique situation in the St. Louis region that will provide a competitive advantage to value-added rail freight movement and business development opportunities. The development is conservatively comprised of approximately 1,000 to 2,000 acres in the first several phases of the business park development with extensive adjacent acreage for additional future expansion. Phase I of Discovery Business Park includes approximately 9 million square feet of commercial, retail, office, and light industrial space on approximately 840 acres. Phase II of the project involves the development of 13 million square feet of commercial and industrial space on approximately 1,000 acres. Both phases combined would total an estimated 22 million square feet of building space on an estimated 1,840 acres. The surrounding development is estimated to bring thousands of jobs to the area as the project progresses. The interchange project would be a key benefit for the Dupo Intermodal Yard in order to expand operation and remain competitive, as well as support development near the proposed interchange.



2017 PRIORITY FREIGHT PROJECT

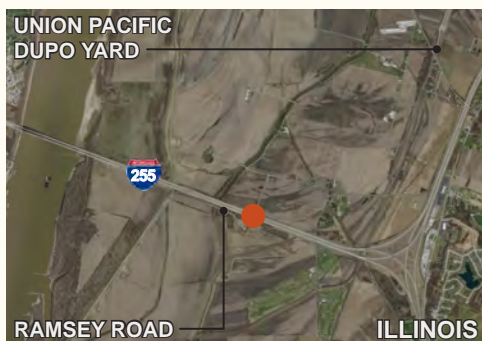
ST LOUIS REGIONAL FREIGHTWAY

I-255 / Fish Lake (Ramsey Road) Interchange (IL)

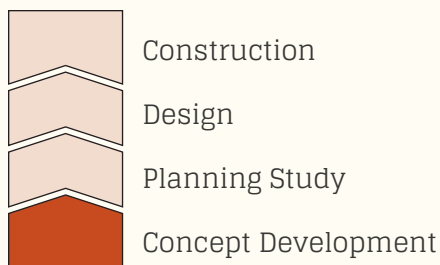
Project Location



Project Aerial



Project Status



Project Funding

This project is currently unfunded. No funding sources or partnerships have been identified.

Location: Columbia, Illinois

Estimated Cost: \$27 million

Owner: Illinois Department of Transportation (IDOT)

Contact: Emily Fultz, Director of Community Development, (618) 281-7144

*The St. Louis Regional Freightway conducted a regional needs analysis to identify network constraints. Projects were evaluated based on four primary criteria: safety and security in travel, efficiency impact, multimodal impact, and economic impact. Based on the criteria, the following project addresses regional freight needs and is considered a **high priority** for the region.*

Project Need: The Dupo Intermodal Yard in Illinois is one of the region's largest intermodal assets. Access to the yard includes several at-grade crossings with Union Pacific mainline tracks, causing delays to trucks serving the facility and creating safety issues for motorists. The site also lacks enough storage for intermodal containers, necessitating off-site storage. The storage issues, combined with congestion at the at-grade crossings, makes current expansion of the site unattractive. Without better access, Union Pacific may be forced to expand its facilities outside the St. Louis region in an attempt to meet growing intermodal demand.

Project Description: This project would improve the current Fish Lake (Ramsey Road) overpass into a full highway interchange. The interchange would provide additional access to the Union Pacific Dupo Intermodal Yard, enabling further expansion of the facility. The new highway interchange would also complement proposed improvements at the I-255 / Davis Street Ferry interchange.

Project Impact: The project would increase the growth of manufacturing and distribution businesses, which would mutually benefit the Village of Dupo as well as economic development south of I-255 in the City of Columbia.



2017 PRIORITY FREIGHT PROJECT

ST LOUIS REGIONAL FREIGHTWAY

I-70 St. Louis County Improvements from Natural Bridge Road to Hanley Road (MO)

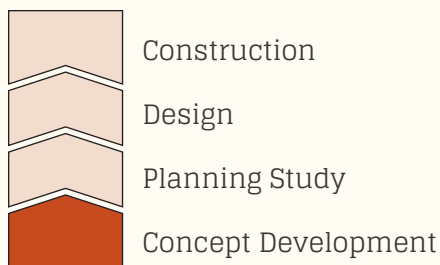
Project Location



Project Aerial



Project Status



Project Funding

This project is currently unfunded. No funding sources or partnerships have been identified.

Location: St. Louis County, Missouri

Estimated Cost: \$200 million

Owner: Missouri Department of Transportation (MoDOT)

Contact: Tom Blair, MoDOT Assistant District Engineer, (314) 453-1803

*The St. Louis Regional Freightway conducted a regional needs analysis to identify network constraints. Projects were evaluated based on four primary criteria: safety and security in travel, efficiency impact, multimodal impact, and economic impact. Based on the criteria, the following project addresses regional freight needs and is considered a **high priority** for the region.*

Project Need: Interstate 70 is one of the most important national east-west freight corridors and is the backbone of a transportation system connecting the St. Louis region to other states and the entire nation. Each year, the I-70 corridor in Missouri carries more than 31.5 million tons of freight with a value in excess of \$59 billion. The region's 2045 Long-Range Transportation Plan recommended a corridor and interchange study from Natural Bridge Road to Hanley Road. This segment of I-70 is an important link to St. Louis Lambert International Airport and major industrial areas including North Park, Aviator Business Park, and Hazelwood Logistics Center. Several large corporations are located in these industrial areas such as Boeing and Express Scripts.

Project Description: The project includes safety and pavement improvements along the 2.5-mile segment from Natural Bridge Road to Hanley Road. The project also incorporates I-170 interchange improvements that will address current congestion and bottleneck issues.

Project Impact: The project will help reduce congestion, increase safety, and improve capacity of this stretch of the interstate. Project improvements also enhance freight and cargo movement to significant freight generators and users such as the St. Louis Lambert International Airport, North Park development, Boeing campus, and other major industrial areas.



2017 PRIORITY FREIGHT PROJECT

ST LOUIS REGIONAL FREIGHTWAY

St. Louis Lambert International Airport Access Improvements (MO)

Project Location



Location: St. Louis County, Missouri

Estimated Cost: \$30.25 million

Owner: St. Louis Lambert International Airport

Contact: Jerry Beckmann, Airport Deputy Director, (314) 551-5034

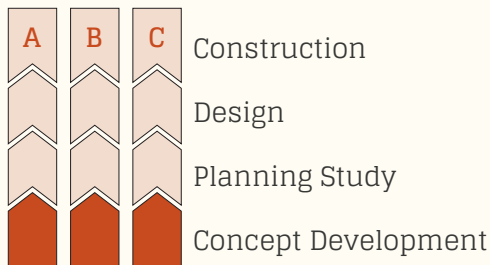
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Project Aerial



Project Need: St. Louis Lambert International Airport (STL), located in St. Louis County, is Missouri's largest and most used airport. It is positioned within Foreign Trade Zone 102 and is an attractive destination for logistics businesses due to its multimodal transportation infrastructure combined with available and accessible land.

Project Status



Project Impact: St. Louis Lambert International Airport has over 1,000 acres of commercial and industrial land adjacent to the airport that is ideal for logistic businesses and airborne cargo users. The following projects will attract more freight-centered development.

Project Description (A) Cargo City Access Analysis: This project includes a study of the logistics center for air freight, Cargo City. Access to Cargo City from the interstate system is circuitous and not conducive to truck movements as entry requires trucks to intermingle with passenger vehicles. The project will analyze and develop alternatives for improving truck access to Cargo City from the interstate network. Estimated cost of the study is \$250,000.

Project Funding

Improvements are included in the region's 2045 Long-Range Transportation Plan, but these projects are currently unfunded. No funding sources or partnerships have been identified.

Project Description (B) Fee Fee Road Bridge Improvement: This project includes a proposed Fee Fee Road bridge over the Norfolk Southern mainline and a new intersection between Fee Fee Road (City of Bridgeton) and Missouri Bottom Road (City of Hazelwood). The existing intersection is substandard as the geometry is not suitable for heavy track traffic and the available land envelope does not provide any opportunity for improvements. The project would construct a new



2017 PRIORITY FREIGHT PROJECT

ST LOUIS REGIONAL FREIGHTWAY

St. Louis Lambert International Airport Access Improvements (MO)

intersection suitable for heavy vehicle movements, bridge the Norfolk Southern mainline, and connect to Fee Fee Road. The improvements will provide commercial vehicles access to 250 acres planned for commercial and industrial development at the airport. By creating a new intersection, development along Fee Fee Road becomes more attractive to heavy freight users. Estimated cost is \$10 million.

Project Description (C) Gist Road Upgrade: This project includes upgrading and realigning Gist Road (City of Bridgeton) between the Norfolk Southern mainline and the I-270 bridge. Gist Road is a two-lane road with an asphalt surface designed for light vehicle traffic. The upgrade provides a signalized crossing at the Norfolk Southern mainline and expands the road to two-lane concrete pavement with a center turn lane suitable for heavy truck traffic. The project will provide interstate access to 300 acres identified for commercial and industrial development at the airport and strengthen the region's intermodal options. Estimated cost is \$20 million.



2017 PRIORITY FREIGHT PROJECT

ST LOUIS REGIONAL FREIGHTWAY

Mississippi River Port Development Projects (MO)

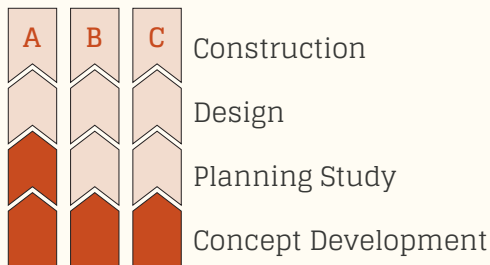
Project Location



Project Aerial



Project Status



Project Funding

All three projects have requested funding in the FY18-22 Capital Improvement Program.

Project	Million	Year
Project A	\$8.5	FY18-FY22
Project B	\$2.0	FY21
Project C	\$5.0	FY18-FY22

Location: Jefferson County / St. Louis County / City of St. Louis, Missouri

Estimated Cost: \$17.5 million

Owner: Jefferson County Port Authority, St. Louis County Port Authority, City of Saint Louis Port Authority

Contact: Neal Breitweiser, Director at Jefferson County, (636) 797-6168
Joe Bannister, Vice President for Real Estate, (314) 615-7692
Susan Taylor, Director at City of St. Louis, (314) 657-3740

The St. Louis Regional Freightway conducted a regional needs analysis to identify network constraints. Projects were evaluated based on four primary criteria: safety and security in travel, efficiency impact, multimodal impact, and economic impact. Based on the criteria, the following project addresses regional freight needs and is considered a **high priority** for the region.

Project Need: Inland waterborne transportation is a key component of regional goods movement as the St. Louis region is centrally located on the Mississippi and Missouri Rivers. The region is ideally suited as a year-round, central node for consolidating agricultural and mining goods produced in the Midwest and northern Great Plains and shipping bulk cargo on the Mississippi River.

Project Impact: In 2010, about 31.8 million tons of waterborne cargo valued at approximately \$9.5 billion moved through the St. Louis region. Three Missouri ports located in the St. Louis region - Jefferson County Port Authority, St. Louis County Port Authority, and City of Saint Louis Port Authority - are seeking to enhance waterborne freight flow.

Project Description (A) Crystal City Port Development with Access Roadway: This project includes land acquisition and preliminary engineering for a public freight harbor located on the Mississippi River approximately 20 miles south of downtown St. Louis in Crystal City, Missouri. The project will allow Jefferson County Port Authority to move forward with the phased construction of the proposed multimodal port facility that will capitalize on the transportation of bulk commodities and containers via barge, rail, and truck (and a small airport located within two miles). The proposed facility is well positioned for aggregate, sand, and grain shippers. The facility also has intersecting rail lines from the Union Pacific and BNSF Railway,



2017 PRIORITY FREIGHT PROJECT

ST LOUIS REGIONAL FREIGHTWAY

Mississippi River Port Development Projects (MO)

and these rail carriers also provide connections to the Norfolk Southern and CSX Railroad. The proposed Crystal City Port will assist in creating additional flexibility and connectivity to the region's freight system while assisting in repurposing existing industrial sites. The current roadway network available to provide access would force traffic supporting port operations through the core of Crystal City via narrow, often brick, two-lane roadways with skewed intersections. As a result of the planned regional port development and significant growth potential at the Crystal City Port, access improvements are needed to enhance traffic flow between the port and I-55 via a Crystal City connector. Overall, the Crystal City Port Development project provides freight movement options away from congestion in downtown St. Louis area and affords unobstructed access to the Gulf of Mexico. Estimated cost is \$8.5 million. The FY18-FY22 Capital Improvement Program includes \$8.5 million in funding for property acquisition, rail design, permitting, site work, and rail construction. Estimated total cost to complete the port is \$240 million.

Project Description (B) City of St. Louis South Riverfront Site Preparation: This project includes clearing, remediation, and preparation of a site along the south riverfront for intermodal development. The National Geospatial-Intelligence Agency is expected to vacate the 20-acre site due to relocation and expansion of a new \$1.75 billion facility. A portion of the site includes a rail yard with immediate access to the Union Pacific and Patriot Rail, a national shortline railroad. While the site does not currently provide river access, the location is an ideal spot for last-mile truck and rail transfer of goods. Both railroads have indicated strong support for an intermodal facility at the site. Estimated cost is \$4 million. The FY18-FY22 Capital Improvement Program includes \$2 million in funding for site preparation in FY22.

Project Description (C) St. Louis County Port Development North / South Sites: This project includes the exploration of building ports in northern and southern portions of St. Louis County. Estimated cost is \$5 million. The FY18-FY22 Capital Improvement Program includes \$1 million annually for the project. County locations not yet identified and therefore not depicted on project location or aerial maps. Estimated total cost to complete the project is \$25 million.



2017 PRIORITY FREIGHT PROJECT

ST LOUIS REGIONAL FREIGHTWAY

Illinois Route 158 (Air Mobility Drive) Expansion from Route 161 to Route 177 (IL)

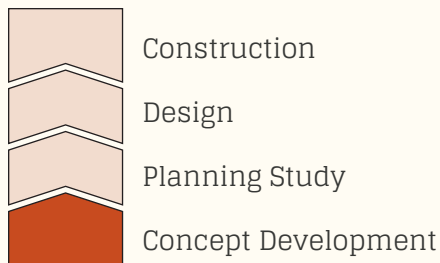
Project Location



Project Aerial



Project Status



Project Funding

This project is currently unfunded. No funding sources or partnerships have been identified.

Location: Shiloh, Illinois

Estimated Cost: \$10 million

Owner: Illinois Department of Transportation (IDOT)

Contact: Jeff Keirn, IDOT Region 5 Engineer, (618) 346-3110

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Project Need: MidAmerica St. Louis Airport (BLV) is a commercial/ cargo and passenger airport co-located with Scott Air Force Base in Mascoutah, Illinois. MidAmerica Airport offers air cargo facility development of over 2,500 acres within Foreign Trade Zone 31 and an Enterprise Zone, making it an ideal location for modern freight needs. Located along I-64 with on-site customs services and easy airplane-to-truck processes, the airport makes air cargo transfer highly efficient by reducing time on the ground and cost of operations. To better accommodate growth and retain clustered manufacturing and distribution businesses, the land surrounding the airport requires improved access to the freight network.

Project Description: The project includes a 1-mile extension of Illinois Route 158 (Air Mobility Drive), the main gateway from I-64 to MidAmerica Airport and Scott Air Force Base. The extension from Illinois Route 161 (Carlyle Avenue) to Illinois Route 177 (Mascoutah Avenue) would extend a two-lane roadway along a primary growth corridor.

Project Impact: This location is one of the highest potential corridors for supporting industrial real estate development and freight transportation, and the roadway expansion would facilitate this future growth. In addition to growth at the airport, Scott Air Force Base also provides a \$3 billion annual impact on the regional economy, a 40 percent increase in the past decade. The base expansion has fueled business growth and available property for expansion around the base and the airport has exceptional community support.



2017 PRIORITY FREIGHT PROJECT

ST LOUIS REGIONAL FREIGHTWAY

North Park Access Improvements (MO)

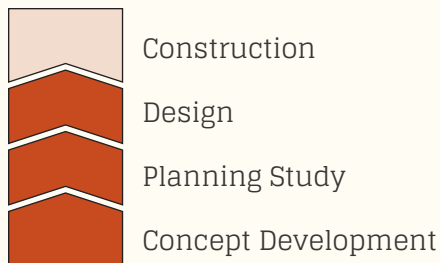
Project Location



Project Aerial



Project Status



Project Funding

This project is currently unfunded. No funding sources or partnerships have been identified.

Location: Berkeley, Missouri

Estimated Cost: \$1.7 million

Owner: St. Louis County Department of Transportation

Contact: Stephanie Leon Streeter, Deputy Director, (314) 615-8501

*The St. Louis Regional Freightway conducted a regional needs analysis to identify network constraints. Projects were evaluated based on four primary criteria: safety and security in travel, efficiency impact, multimodal impact, and economic impact. Based on the criteria, the following project addresses regional freight needs and is considered a **high priority** for the region.*

Project Need: North Park is a premier 550-acre business park located east of St. Louis Lambert International Airport at the junction of I-70 and I-170. The development is capable of hosting over 5 million square feet of building area within a Foreign Trade Zone and an Enhanced Enterprise Zone. North Park is the only urban redevelopment project in the nation located at the intersection of two major highways, an international airport, and a university. Hanley Road, the major corridor serving North Park and other businesses, requires improvements to accommodate existing and future businesses.

Project Description: This project includes phased safety and capacity improvements along Hanley Road from I-270 to Madison Avenue. This 2-mile corridor provides direct connections to I-270, I-170, and I-70 and links freight to North Park and other development zones east and west of the airport. The infrastructure improvements include repair and replacement of deteriorated roadway surface to improve drivability and drainage as well as adding a new Superpave wearing surface. The proposed roadway improvements would improve traffic safety and access, increase pedestrian safety, and support local businesses. Project design is complete and estimated cost for construction is \$720,000.

Project Impact: North Park partners have invested over \$291 million dollars, creating over 5,000 permanent jobs. Other nearby industrial areas include Aviator Business Park and Hazelwood Logistics Center. Several major corporations are located in North Park including Express Scripts Corporation, Schnucks, SFR, and Vaterott College.



2017 PRIORITY FREIGHT PROJECT

ST LOUIS REGIONAL FREIGHTWAY

Earth City Access Improvements (MO)

Project Location



Location: Earth City, Missouri

Estimated Cost: \$2.25 million

Owner: St. Louis County Department of Transportation

Contact: Stephanie Leon Streeter, Deputy Director, (314) 615-8501

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Project Aerial



Project Need: Earth City is one of the largest industrial areas in the St. Louis region. The site contains numerous industrial facilities as well as office complexes, agricultural land, and entertainment venues. The 12,700-acre site also has approximately nine miles of river frontage along the Missouri River, of which 0.4 miles is used for river barge shipping. St. Charles Rock Road, one of the major roads serving the Earth City area and I-270, requires improvements to accommodate existing and future business access and traffic volumes.

Project Status



Construction
Design
Planning Study
Concept Development

Project Description: The project includes critical preservation of the existing network through resurfacing the four-lane roadway as well as additional intersection improvements to enhance safety and capacity. Preliminary engineering is expected to be complete in FY17. Some right-of-way acquisition may be required in FY18, and then construction could begin as early as FY19. Construction is currently not funded.

Anticipated Project Funding

\$2.25 million (TIP 6607B-17) is programmed for preliminary engineering and land acquisition but **construction is not funded**.

Project Impact: Several major corporations are located in Earth City including UPS, FedEx, Spectrum Brands, Save-A-Lot, and U.S. Cellular. The 1.3-mile St. Charles Rock Road corridor from Taussig Road to Earth City Expressway (Missouri Route 141) also serves the City of Bridgeton industrial and warehouse district.

Source	Million	Percent
Federal	\$1.8	80%
Local	\$0.45	20%

**Bi-State Development
Board of Commissioners
Agenda Item
September 22, 2017**

From: John M. Nations, President and CEO
Subject: Amendment of Bylaws for Arts in Transit, Inc. and Affiliation Agreement Between Arts in Transit, Inc. and Bi-State Development
Disposition: Approval
Presentation: Dianne H. Williams, Vice President, Marketing & Communications; David Allen, Director, Arts in Transit; and Barbara Enneking, General Counsel

Objective:

To present to the Board of Commissioners a request to amend the Bylaws of Arts in Transit Inc., a not-for-profit 501(c)(3) organization, and in addition, to seek approval of an Affiliation Agreement between Arts in Transit, Inc. and Bi-State Development (**BSD**) in order to formalize the relationship between Arts in Transit, Inc. and its parent organization, BSD.

Committee Disposition:

This item was presented and discussed at the Operations Committee meeting on August 15, 2017. The Committee voted to recommend that the Board of Commissioners approve the Amendment of Bylaws for Arts in Transit Inc., and also approved the Affiliation Agreement between Arts in Transit Inc. and BSD.

Funding Source:

No funding from BSD is required to amend the Bylaws of Arts in Transit, Inc. or to execute the Affiliation Agreement between Arts in Transit, Inc. and BSD.

History:

Arts in Transit has a twenty-five year history of creating artwork for both Bi-State Development's MetroLink and MetroBus systems. It has brought thousands of individuals in contact with Metro through its children's educational programs, temporary art installations, interactive community events, and permanent artworks created by local, regional, and nationally recognized artists.

Arts in Transit originated as a result of a group of local St. Louis citizens with a vision of a light rail system that was more than concrete stations and steel rails. This group promoted the idea of a transit system influenced by the imagination of artists by integrating their ideas into MetroLink. This effort has established a continuity of design that over the years has been replicated in subsequent Metro system expansions.

In addition to integrated artistic design, Arts in Transit regularly sponsors a number of other artistic programs including poetry displayed on buses and trains (MetroLines), art and design by local artists in bus shelters (MetroScapes), and community painted art buses (Art in Motion).

Background:

Arts in Transit has received arts funding from a number of governmental grant makers including the St. Louis Regional Arts Commission, the Missouri Arts Council, and the National Endowment for the Arts. Over the years, this has resulted in hundreds of thousands of additional dollars to Bi-State Development for educational and community programs, permanent and temporary public art, and integrated artistic design.

In 2011, the Bi-State Development Board approved the formation of Arts in Transit, Inc., a 501(c)(3) not-for-profit entity, for the purpose of expanding the eligibility of Arts in Transit to apply for grants from private foundations and institutions.

Analysis:

The pursuit of arts grant funding is highly competitive. Funders support organizations that produce the very best products that align with their priorities. These priorities can range from supporting the arts in rural communities, to projects that support social justice issues, to the role of the arts in child development. Funders want to understand the potential audience for the programs and projects they support and always look at the fiscal stability of the requesting organization along with its management capabilities.

Another major evaluation priority for most foundations and funding institutions is the composition of the grantee's governing body. Virtually every grant application asks about the diversity of the Board of Directors, and often the background and/or professional expertise of the Board's membership. Arts funders are very sensitive to inclusion and community representation. This is understandable as support for the arts is support for communities, and as a general rule, the arts and cultural world views itself as a democratic slice of society.

The Board of Arts in Transit, Inc. is currently composed of four Bi-State Development officers and staff: the President and CEO, the Chief Financial Officer, the Vice-President of Engineering (or the Executive Director of Metro Transit), and the Director of Arts in Transit. This was established as part of the current Bylaws approved by the Bi-State Board of Commissioners and was done so that the Board of Commissioners might retain control over the operation of the not-for-profit entity.

Now that Arts in Transit, Inc. is eligible as a 501(c)(3) to apply to additional funders, we have applied to numerous institutions including: the Albrecht Foundation, Ameriprise Foundation, Bank of America Foundation, Caleres Foundation, Gateway Foundation, Lafitte Foundation, Mid-West Arts Alliance, PNC Bank, and the Whittaker Foundation. So far we have been successful with PNC Bank which awarded Arts in Transit, Inc. \$20,000 for this current year. While Arts in Transit scores highly on the merit of its artistic programs, the feedback we have received leads us to conclude that there are two main reasons for the failure to secure more grants: 1) as a new applicant

it sometimes takes several grant cycles before an award is given, and 2) our Board of Directors lack diversity and/or significant relevant expertise.

Therefore, the Board of Directors of Arts in Transit, Inc. should be modified, and its Bylaws amended to include outside representation. A five member Board of Directors would include a combination of the following:

- One member of the BSD Board of Commissioners
- Two members from the Visual Arts and/or Design community
- One member from the Education community
- One member from the Business community

Arts in Transit, Inc. Board members would be selected by, and serve at the discretion of, the BSD Board of Commissioners. Also Arts in Transit, Inc. Board officers would include a President, Vice-President, Secretary, and Treasurer. The Amended and Restated Bylaws of Arts in Transit, Inc. is attached as **Exhibit A**.

In addition, it was always envisioned that Arts in Transit would be supported by BSD. The Affiliation Agreement details the cooperative and supportive services and overhead that BSD provides or may provide in future to Arts in Transit (which can be characterized as an in-kind contribution to the not-for-profit entity). Most importantly, the Agreement addresses the services of BSD employees, including the Arts in Transit Executive Director, and other departmental employees providing necessary functions for Arts in Transit's operations and administration. The Affiliation Agreement is attached as **Exhibit B**.

It is important to note that the Bylaws must be approved by the BSD Board of Commissioners and the Board of Directors of Arts in Transit, Inc. The Affiliation Agreement will also be submitted for approval to both Boards.

Board Action Request:

Board of Commissioners' approval of the Amended and Restated Bylaws of Arts in Transit, Inc. and the Affiliation Agreement between Arts in Transit, Inc. and BSD.

Attachments:

Exhibit A – Amended and Reinstated Bylaws

Exhibit B – Affiliation Agreement

**A RESOLUTION OF THE BOARD OF COMMISSIONERS OF THE BI-
STATE DEVELOPMENT AGENCY OF THE MISSOURI-ILLINOIS
METROPOLITAN DISTRICT APPROVING AMENDMENT OF YLAWS
FOR ARTS IN TRANSIT AND APPROVING AN AFFILIATION
AGREEMENT BETWEEN THE AGENCY AND ARTS IN TRANSIT**

PREAMBLES:

Whereas, The Bi-State Development Agency of the Missouri-Illinois Metropolitan District (the "Agency/ BSD") is a body corporate and politic, created by an interstate compact between the States of Missouri and Illinois, acting by and through its Board of Commissioners (the "Board of Commissioners"); and

Whereas, the Agency is authorized by Mo. Rev. Stat. §§ 70.370 et seq. and 45 Ill. Comp. Stat. 100/1 et seq. jointly referred to herein as the "Compact") to plan, construct, maintain, own and operate passenger transportation facilities, to disburse funds for its lawful activities, to adopt rules and regulations for the proper operation of its passenger transportation facilities and conveyances, to contract and to be contracted with; and to perform all other necessary and incidental functions; and

Whereas, Arts in Transit ("AIT"), a Missouri not-for-profit corporation, has been in operation as a 501(c)(3) organization since 2011 and has a history of creating artwork for both BSD MetroLink and MetroBus systems. AIT has brought thousands of individuals in contact with Metro Transit through its children's educational programs, temporary art installations, interactive community events, and permanent artworks created by local, regional and nationally recognized artists; and

Whereas, AIT has received arts funding from a number of governmental grant makers including the St. Louis Regional Arts Commission, the Missouri Arts Council, and the National Endowment for the Arts and over the years this has resulted in hundreds of thousands of additional funds to BSD for educational and community programs, permanent and temporary public art, and integrated artistic design; and

Whereas, AIT Bylaws needed to be updated to provide a better working framework for the management, administration and operation of AIT and to expand and diversify its board to include individuals from the visual arts and/or design, education and business communities; and

Whereas, AIT is supported by the Agency and the Affiliation Agreement details the cooperative and supportive services and overhead that the Agency provides or may provide in the future to AIT; and

Whereas, it is feasible, necessary and in the public interest for the Agency to approve the Amended Bylaws of Arts in Transit and approve the Affiliation Agreement between the Agency and Arts in Transit, in accordance with the terms and conditions described herein.

NOW, THEREFORE, THE BOARD OF COMMISSIONERS OF THE BI-STATE DEVELOPMENT AGENCY OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT DOES HEREBY RESOLVE, DETERMINE AND ORDER AS FOLLOWS:

Section 1. Findings. The Board of Commissioners hereby finds and determines those matters set forth in the preambles hereof as fully and completely as if set out in full in this Section 1.

Section 2. Approval of the Amended Bylaws and Affiliation Agreement. The Board of Commissioners hereby approves the Amended Articles of Incorporation and the Amended Bylaws of Arts in Transit and the Affiliation Agreement between Arts in Transit and the Agency, under and pursuant to this Resolution and the Compact for the authorized Agency purposes set forth in the preambles hereof and subject to the conditions hereinafter provided.

Section 3. Form of the Amended Bylaws and Affiliation Agreement. The form of the Amended Bylaws and Affiliation Agreement (as provided in the Attachments to the Briefing Paper and made a part hereof),

substantially in the form presented to this meeting are hereby approved, and officers of the Agency, including without limitation, the President and CEO, are hereby authorized and directed to execute and deliver and attest, respectively, the Amended Bylaws and Affiliation Agreement, with such changes, modifications, insertions and omissions as may be deemed necessary or desirable to affect the Amended Bylaws and Affiliation Agreement, with the necessity and desirability of such changes, modifications, insertions and omissions conclusively evidenced by their execution thereof.

Section 4. Actions of Officers Authorized. The Officers of the Agency are hereby authorized and directed to execute all documents and take such actions as they may deem necessary or advisable in order to carry out and perform the purposes of this Resolution, Amended Bylaws and Affiliation Agreement including the payment of all costs, expenses, and fees incurred in the connection with or incidental to this Resolution; and the execution of such documents or taking of such actions shall be conclusive evidence of such necessity or advisability.

Section 5. Severability. It is hereby declared to be the intention of the Board of Commissioners that each and every part, section, and subsection of this Resolution shall be separate and severable from each and every other part, section and subsection hereof, and that the Board intends to adopt each part, section, and subsection separately and independently of any other part, section and subsection. In the event that any part, section or subsection of this Resolution shall be determined to be, or to have been, unlawful or unconstitutional, the remaining parts, sections and subsections shall be and remain in full force and effect, unless the court making such finding shall determine the valid portions, standing alone, are incomplete and are therefore incapable of being executed in accordance with the intent of this Resolution.

Section 6. Rights Under Resolution Limited. No rights shall be conferred by this Resolution upon any person or entity other than the Agency and Arts in Transit.

Section 7. Governing Law. The laws of the States of Missouri shall govern this Resolution.

Section 8. No Personal Liability. No member of the Board of Commissioners, officer, employee or agent of the Agency shall have any personal liability for acts taken in accordance with this Resolution.

Section 9. Payment of Expenses. The Senior Vice President and CFO is hereby authorized and directed to pay or cause to be paid all costs, expenses and fees incurred in connection with or incidental to this Resolution.

Section 10. This Resolution shall be in full force and effect from and after its passage and approval.

ADOPTED by the Board of Commissioners of The Bi-State Development Agency of the Missouri-Illinois Metropolitan District this 22nd day of September, 2017

In Witness Whereof, the undersigned has hereto subscribed his signature and caused the Seal of the Agency to be affixed.

**THE BI-STATE DEVELOPMENT AGENCY OF THE
MISSOURI-ILLINOIS METROPOLITAN DISTRICT**

By _____
Title _____

[SEAL]

ATTEST:

By _____
Deputy Secretary to the Board of Commissioners

Open Session Item 10

Exhibit A

**AMENDED AND RESTATED BYLAWS
OF
ARTS IN TRANSIT, INC.**

ARTICLE ONE

Offices

Section 1.1 Principal Office. The principal office of Arts In Transit, Inc. (the “Corporation”) in the state of Missouri shall be located in the City of St. Louis. The Corporation may have such other offices, either within or without the State of Missouri as the Corporation Board of Directors may determine, or as the affairs of the Corporation may require from time to time.

Section 1.2 Registered Office. The registered office of the Corporation required to be maintained in the State of Missouri need not be identical with the principal office in the State of Missouri, and the address of the registered office may be changed from time to time by the Corporation Board of Directors.

ARTICLE TWO

Purposes

Section 2.1 General. The purposes of the Corporation shall be those non-profit purposes stated in the Articles of Incorporation of the Corporation, as amended from time to time, to provide artistic programming for the transit operations of the Bi-State Development Agency of the Missouri-Illinois Metropolitan District (the “Agency”), and to implement or enhance public art in and around transit properties.

Section 2.2 Limitations.

(a) The Corporation shall, in all of its activities, be nonpartisan, nonpolitical and nonsectarian, and shall engage only in those activities which are authorized and permitted in furtherance of its purposes as an exempt organization pursuant to the United States Internal Revenue Code.

(b) The purposes for which the Corporation is organized are exclusively charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 of the corresponding provision of any future United States Internal Revenue Law.

(c) Notwithstanding any other provision of the Articles of Incorporation or Bylaws, the Corporation shall not carry on any activities not permitted to be carried on by any organization exempt from Federal Income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

Section 2.3 Public Benefit. The Corporation is a "Public Benefit Corporation", as defined in the Missouri Nonprofit Corporation Act.

ARTICLE THREE

Directors

Section 3.1 Powers. The property and affairs of the Corporation shall be managed by a Board of Directors of the Corporation. The Corporation Board of Directors shall have and is vested with all powers and authorities, except as may be expressly limited by law, the Articles of Incorporation of the Corporation or these Bylaws, to supervise, control, direct and manage the property, affairs and activities of the Corporation, to determine the policies of the Corporation, to do or cause to be done any and all lawful things for and on behalf of the Corporation, to exercise or cause to be exercised any or all of its powers, privileges or franchises, and to seek the effectuation of its objects and purposes; provided, however, that:

(a) The Corporation Board of Directors shall not authorize or permit the Corporation to engage in any activity not permitted to be transacted by the Articles of Incorporation of the Corporation or by a corporation organized under the Missouri Nonprofit Corporation Act;

(b) None of the powers of the Corporation shall be exercised to carry on activities other than as an insubstantial part of its activities, which are not in themselves in furtherance of the purposes of the Corporation;

(c) All income and the property of the Corporation shall be applied exclusively for its not-for-profit purposes. No part of the net earnings or other assets of the Corporation shall inure to the benefit of or be distributable to any director, officer, contributor or any other private persons having, directly or indirectly, a personal or private interest in the activities of the Corporation, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of its stated purposes; and

(d) The Corporation Board of Directors shall determine major personnel, fiscal, organizational and programmatic policies for the effective and efficient operation of the Corporation. The Corporation Board of Directors, in its discretion, may vest the authority to manage, direct, supervise and otherwise administer programs and services to an Executive Director and such person's designees. The Corporation Board of Directors must approve any borrowing of money and the sale or other disposition of any corporate assets.

Section 3.2 Size and Composition.

(a) The Corporation Board of Directors shall consist of five members appointed by the Board of Commissioners of the Agency.

(b) One member of the Corporation Board of Directors shall be a member of the Board of Commissioners of the Agency, selected by the Board of Commissioners who shall serve at the pleasure of the Board of Commissioners as an *ex officio* member.

Section 3.3 Appointment of Directors. The Corporation Board of Directors and the Board of Commissioners of the Agency shall use the following process to appoint Directors who are not *ex officio* Directors:

(a) The Corporation Board of Directors shall receive the names of nominees for open positions on the Board of Directors and shall forward such names to the Agency Board of Commissioners.

(b) The nominees shall include persons from: the Visual Arts and/or the Design Communities from which the Agency Board of Commissioners shall appoint two persons; and from the Education Community from which the Agency Board of Commissioners shall appoint one persons; and from the Business Community from which the Agency Board of Commissioners shall appoint one person.

(c) The terms of Directors who are not *ex officio* Directors shall begin as of the first meeting after which a member is formally appointed by the Agency Board of Commissioners.

Section 3.4 Terms of Appointed (Not *Ex Officio*) Directors.

(a) Each of the Directors appointed by the Agency Board of Commissioners shall serve for a term ending on the date of the second annual meeting of Directors following the annual meeting at which such Director was appointed.

(b) (i) Each Director shall hold office for the term for which appointed or until such Director's successor shall have been appointed and qualified.

(ii) A Director who holds or is elected to an office of the Corporation Board of Directors at the time of the annual meeting of the year in which such Director's term expires may continue to serve as a member of the Corporation Board of Directors for so long as such Director holds such office.

(iii) Each appointed Director may serve two consecutive two-year terms before rotating off the Corporation Board of Directors for at least one year.

(iv) Notwithstanding the foregoing, in order to provide for staggered terms, the terms of Directors initially appointed upon or immediately after the adoption of these bylaws shall be determined by the Agency Board of Commissioners and such term shall not be counted in determining the term limit in subsection (iii).

Section 3.5 Vacancies. Any vacancy occurring in the Corporation Board of Directors resulting from death, resignation, retirement, removal from office or otherwise shall be filled in the same manner as provided in the case of the original appointment.

Section 3.6 Compensation. Directors as such shall not receive any stated salaries for their services, but nothing herein contained shall be construed to preclude any Director from being reimbursed for actual expenses reasonably incurred in rendering services to the Corporation in the administration of its affairs.

Section 3.7 Resignation. Any Director may resign from the Board of Directors of the Corporation; such resignation shall be in writing and shall be effective upon its acceptance by the Corporation Board of Directors, or as such resignation shall provide.

Section 3.8 Removal.

(a) Any Director absent from three consecutive regularly scheduled meetings of the Corporation Board of Directors may be removed from office by a majority vote of the Directors present and voting at the next meeting of the Board.

(b) Any member of the Corporation Board of Directors may be removed by a two-thirds vote of the Corporation Board of Directors whenever in its judgment the best interest of the Corporation shall be served thereby, but such removal shall be without prejudice to the contract rights of the Board member so removed.

Section 3.9 Regular Meetings. The Corporation Board of Directors shall meet on a regular basis, at least annually, at twelve o'clock noon on the second Wednesday in July or at such other date and time as the Corporation Board of Directors shall determine, for the election of officers and for the transaction of such business as shall come before the Corporation Board of Directors. The Corporation Board of Directors may provide by resolution the time and place for the holding of the regular meetings of the Board, without notice other than such resolution.

Section 3.10 Special Meetings. Special meetings of the Corporation Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, within or without the City of St. Louis, and the time of holding any special meeting of the Board.

Section 3.11 Notice. Notice of any special meeting of the Corporation Board of Directors shall be given at least five days, but not more than 40 days previously thereto by written notice delivered personally or sent by mail, telegraph or other form of wire or wireless communication to each Director at such Director's address.

Section 3.12 Waiver of Notice. Any Director may waive notice of any meeting. The attendance of a Director at or participation in any meeting shall constitute a waiver of notice of such meeting, unless the Director upon arriving at the meeting or prior to the vote on a matter not noticed in conformity with the Missouri Nonprofit Corporation Act, the Articles of Incorporation or these Bylaws objects to lack of notice and does not vote for or assent to the proposed action. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Corporation Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 3.13 Quorum. One-half of the total number of Directors currently holding office shall be requisite for, and shall constitute a quorum. The majority of those present as a constituted quorum are required for the transaction of business at all meetings of the Corporation Board of Directors.

Section 3.14 Adjournment. If a quorum of the Directors shall not be present at any such meeting, the Directors present shall have the power to adjourn the meeting and reschedule, without notice other than announcement at such meeting. At any such rescheduled meeting at which a quorum shall be present any business may be transacted which could have been transacted at the original session of such meeting.

Section 3.15 Voting. Each appointed or *ex officio* Director present at any meeting shall be entitled to cast one vote on each matter coming before such meeting for vote of the Directors.

Section 3.16 Meetings by Conference Telephone and by Consent.

(a) Members of the Corporation Board of Directors, or of any committee designated by the Corporation Board of Directors, may participate in a meeting of the Board, or of a committee by means of conference telephone or other electronic communications equipment whereby all persons participating in the meeting can simultaneously hear each other, and participation in the meeting in this manner shall constitute presence in person at the meeting.

(b) Any action which might be taken at a meeting of the Corporation Board of Directors may be taken without a meeting if one or more written consents to such action are signed by all of the Directors. Such written consent or consents must describe the action taken, be signed by each Director, and be included in the minutes filed with the Corporation records reflecting the action taken. Any action required to be "written", to be "in writing", to have "written consent", to have

“written approval” and the like by Directors shall include any communication transmitted or received by electronic means; including but not limited to email.

(c) The President of the meeting may establish reasonable rules as to conducting the meeting by telephone or other electronic means.

ARTICLE FOUR

Committees and Organizational Subdivisions

Section 4.1 Executive Committee. The Corporation Board of Directors shall have the power to designate an Executive Committee, by resolution adopted by a majority of the Directors.

(a) Composition. The Executive Committee shall consist of the President, Vice President, Secretary, and Treasurer of the Corporation Board of Directors, and such other members as shall be designated by the President.

(b) General Responsibility. The Executive Committee shall have and exercise the authority of the Corporation Board of Directors in the management of the Corporation, and shall perform such duties as may be prescribed by the Corporation Board of Directors; provided, however, that the Executive Committee shall not have the authority of the Corporation Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of the Executive Committee or any Director or officer of the Corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another Corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Corporation Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The Executive Committee shall not operate to relieve the Corporation Board of Directors, or any individual Director, of any responsibility imposed by law.

(c) Meetings. Meetings of the Executive Committee may be called by the President of the Corporation Board of Directors, or, in such persons absence, by a Vice President, or the Secretary. One half of the Executive Committee members shall constitute a quorum at any meeting. Actions of the Executive Committee may be taken by a majority of such quorum, unless otherwise required by law or by these Bylaws.

Section 4.2 Committees and Organizational Subdivisions.

(a) The Corporation Board of Directors shall have the power to designate committees, divisions, task forces and other organizational subdivisions (for purposes of this Article IV, collectively “committees”) by resolution adopted by a majority of the Directors.

(b) The members of such entities shall be designated by the Corporation Board of Directors and such members are not required to be members of the Corporation Board of Directors.

Section 4.3 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 4.4 Reports. Except as expressly provided herein to the contrary, committees shall report to the Corporation Board of Directors as instructed, but in no event less than once in each fiscal year.

Section 4.5 Rules. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Corporation Board of Directors.

Section 4.6 Meetings. Meetings of a committee may be called, upon 24 hours actual notice, at any time by the President.

Section 4.7 Meetings by Conference Telephone and by Consent.

(a) Members of any committee designated by the Corporation Board of Directors, may participate in a meeting of the committee by means of conference telephone or other electronic communications equipment whereby all persons participating in the meeting can simultaneously hear each other, and participation in the meeting in this manner shall constitute presence in person at the meeting.

(b) Any action which might be taken at a meeting of the committee may be taken without a meeting if one or more written consents to such action are signed by all of the members. Such written consent or consents must describe the action taken, be signed by each member, and be included in the minutes filed with the Corporation records reflecting the action taken. Any action required to be “written”, to be “in writing”, to have “written consent”, to have “written approval” and the like by any committee shall include any communication transmitted or received by electronic means; including but not limited to email.

ARTICLE FIVE

Conflict of Interest

Section 5.1 Director’s Conflict of Interest.

(a) A conflict of interest transaction is a transaction with the corporation in which a Director of the Corporation has a material interest. A conflict of interest transaction is not voidable

or the basis for imposing liability on a noncompensated director if the transaction was not unfair to the Corporation at the time it was entered into or is approved as provided in subsection (b) or (c) of this section.

(b) A transaction in which a noncompensated director of the Corporation has a conflict of interest may be approved:

(i) In advance by the vote of the Board of Directors or a committee of the Board if:

(A) The material facts of the transaction and the Director's interest are disclosed or known to the Board or committee of the Board; and

(B) The Directors approving the transaction in good faith reasonably believe that the transaction is not unfair to the Corporation; or

(ii) Before or after it is consummated by obtaining approval of the:

(A) Attorney general; or

(B) The circuit court in an action in which the attorney general is joined as a party.

(c) A transaction in which a Director of the Corporation has a conflict of interest may be approved if:

(i) The material facts of the transaction and the Director's interest were disclosed or known to the Board of Directors or a committee of the Board and the Board or committee of the Board authorized, approved, or ratified the transaction; or

(ii) The material facts of the transaction and the Director's interest were disclosed or known to the members and they authorized, approved, or ratified the transaction.

(d) For purposes of subsections (b) and (c) of this section, a conflict of interest transaction is authorized, approved, or ratified if it receives the affirmative vote of a majority of the Directors on the Board or on the committee, who have no direct or indirect interest in the transaction, but a transaction may not be authorized, approved, or ratified under this section by a single Director. If a majority of the Directors on the Board who have no direct or indirect interest in the transaction vote to authorize, approve or ratify the transaction, a quorum is present for the purpose of taking action under this section. The presence of, or a vote cast by, a Director with a material interest in the transaction does not affect the validity of any action taken under subdivision (i) of subsection (b) of

this section of subdivision (i) subsection (c) of this section if the transaction is otherwise approved as provided in subsection (b) of this section or subsection (c) of this section.

(e) For purposes of subdivision (ii) of subsection (c) of this section, a conflict of interest transaction is authorized, approved or ratified by the members if it receives a majority of the votes entitled to be counted under this subsection. Votes cast by a Director who has a material interest in the transaction may not be counted in a vote of members to determine whether to authorize, approve or ratify a conflict of interest transaction under subdivision (ii) of subsection (c) of this section. The vote of these members, however, is counted in determining whether the transaction is approved under other sections of this Article. A majority of the voting power, whether or not present, that is entitled to be counted in a vote on the transaction under this subsection constitutes a quorum for the purpose of taking action under this section.

ARTICLE SIX

Officers

Section 6.1 Officers. The officers of the Corporation Board of Directors shall be a President, Vice President, Secretary, and Treasurer. The Corporation Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have authority to perform the duties prescribed, from time to time, by the Corporation Board of Directors. All officers may succeed themselves.

Section 6.2 Election and Term of Office.

(a) The officers of the Corporation shall be elected at the annual meeting of the Corporation Board of Directors for the terms specified by the Corporation Board of Directors.

(b) Until such officer's successors are duly elected, all officers shall hold office at the discretion of the Corporation Board of Directors.

Section 6.3 Removal. Any officer elected or appointed by the Corporation Board of Directors may be removed by a two-thirds vote of the Corporation Board of Directors with or without cause whenever in the Board's judgment the best interests of the Corporation would be served thereby.

Section 6.4 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Corporation Board of Directors for the unexpired portion of the term.

Section 6.5 President. The member of the Board of Directors serving as a member of the Board of Commissioners of the Agency shall serve as President of the Corporation Board of Directors. The President shall preside at all meetings of the Corporation Board of Directors and the Executive Committee; and be the official representative of and for the Corporation and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Corporation Board of Directors from time to time.

Section 6.6 Vice President. In the absence of the President, the Vice President shall perform the duties of the President and when so acting shall have all the powers of and be subject to all reservations upon the President. The Vice President of the Board shall perform such duties as may be assigned by the President of the Board from time to time.

Section 6.7 Secretary and Assistant Secretaries.

(a) The Secretary shall have supervision of and delegate and oversee the keeping of the minutes of the meetings of the Corporation Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records; keep a register of the post office address of each Director which shall be furnished to the Secretary by such Director; and in general perform all duties incident to the office of Secretary, and such other duties as from time to time may be assigned by the President or by the Corporation Board of Directors.

(b) The Assistant Secretaries, shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary and shall perform such other duties as the Corporation Board of Directors may prescribe. The Agency General Counsel shall serve as an Assistant Secretary of the Corporation.

Section 6.8 Treasurer and Assistant Treasurer.

(a) The Treasurer shall have the responsibility for overseeing fiscal operations and that funds are properly deposited. The Treasurer shall be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks and other depositories as shall be selected in accordance with the provisions of Article Seven of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or the Corporation Board of Directors. If required by the Corporation Board of Directors, the Treasurer and assistants shall give a bond for the faithful discharge of the duties in such sum and with such surety or sureties as the Corporation Board of Directors may determine.

(b) The Assistant Treasurers, shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer and shall perform such other duties as the

Corporation Board of Directors may prescribe. The Agency Chief Financial Officer shall serve as an Assistant Treasurer of the Corporation.

Section 6.9 Executive Director.

(a) The Corporation Board of Directors may, in its discretion, appoint an Executive Director for such term and on such conditions as the Corporation Board may determine. The compensation of the Executive Director shall be set by the Corporation Board of Directors if the Executive Director is an employee of the Corporation. Otherwise, the position of Executive Director is uncompensated. The Executive Director may be reimbursed for reasonable and substantiated expenses related to Corporation business. Documentation for expenses must be submitted to the President for approval and reimbursement. The Corporation Board of Directors may, in its discretion, appoint the Executive Director to serve as an assistant secretary or assistant treasurer of the Corporation.

(b) The Executive Director shall be charged with the general supervision of the day-to-day affairs of the Corporation. The Corporation Board of Directors shall develop and maintain a job description for the Executive Director. The Executive Director shall serve as one of the check signatories as required by the Corporation, in addition to the President and Treasurer.

(c) The Executive Director is not a member of the Corporation Board of Directors, the Executive Committee or an officer (other than assistant secretary and or assistant treasurer if so appointed). The Executive Director may, however, attend Executive Committee meetings and Corporation Board of Directors meetings and other committee meetings at the invitation of the Corporation Board of Directors or Executive Committee.

ARTICLE SEVEN

Fiscal Authority

Section 7.1 Contracts. The Corporation Board of Directors may authorize any representative or agent of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 7.2 Checks and Drafts. All checks, drafts or orders for the payment of money and any notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Corporation Board of Directors.

Section 7.3 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks and other depositories as the Corporation Board of Directors may select.

Section 7.4 Gifts. The Corporation Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation. The Corporation Board of Directors may reject any contribution, gift, bequest or devise for any reason.

Section 7.5 Prohibited Loans. The Corporation shall not make any loan to any member, officer, director, or employee of the Corporation.

Section 7.6 Budget. An annual budget shall be prepared at the direction of the Treasurer for approval by the Corporation Board of Directors at its annual meeting of the Corporation Board of Directors.

Section 7.7 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of July of each calendar year. The Corporation Board of Directors shall have the power to change the fiscal year of the Corporation, from time to time, which shall become the taxable year of the Corporation only upon the approval of the Internal Revenue Service.

Section 7.8 Bond. All employees of the Corporation shall, in the discretion of the Board of Directors, be covered by a fidelity or dishonesty bond in such form and sum as is designated by the Corporation Board of Directors. The bond, if any, shall be obtained from a reputable indemnity company and the cost thereof shall be paid by the Corporation.

Section 7.9 Audit. The Corporation shall participate in the annual Agency-wide audit for the Corporation's financial records within three months of the close of the fiscal year. The audit shall be performed by an independent certified public accountant.

ARTICLE EIGHT

Policies and Procedures

Section 8.1 Policies and Procedures. The Corporation Board of Directors shall have the authority to adopt written policies and procedures for the purpose of accomplishing the objectives of the Corporation, such policies and procedures being subject to amendment by the Board of Directors, as the Board, at its discretion, may see fit.

ARTICLE NINE

Books and Records

Section 9.1 Corporate Records.

- (a) The Corporation shall keep as permanent records minutes of all meetings of its members and Board of Directors, a record of all actions taken by the Directors without a meeting, and a record of all actions taken by committees of the Board of Directors.
- (b) The Corporation shall maintain appropriate accounting records.
- (c) The Corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.
- (d) The Corporation shall keep a copy of the following records at its principal office:
 - (i) Its articles or restated articles of incorporation and all amendments to them currently in effect;
 - (ii) Its bylaws or restated bylaws and all amendments to them currently in effect;
- (e) A list of the names and business or home addresses of its current Directors and officers;
- (f) Its most recent corporate registration report delivered to the Secretary of State; and
- (g) Appropriate financial statements of all income and expenses.

Section 9.2 Contributions. The Corporation is not be required to disclose any information with respect to donors, gifts, contributions or the purchase or sale of art objects.

Section 9.3 Open Records. Records of the Corporation, including minutes, notices and other records shall be maintained in accordance with Agency policy or as otherwise required by law.

ARTICLE TEN

Indemnification of Directors and Officers

Section 10.1 Indemnification.

- (a) The Corporation, except as provided in paragraph (b), shall hold harmless and indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, including without limitation any action by or in the right of the Corporation, by reason

of the fact that such person is or was a director or officer of the Corporation, or is or was a director or officer of the Corporation who is or was serving at the request of the Corporation as a director, officer, agent, employee, partner or director of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorney's fees, judgments, fines, taxes and amounts paid in settlement, actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person's conduct is not finally adjudged to be knowingly fraudulent, deliberately dishonest or willful misconduct. The right to indemnification conferred in this paragraph shall be a contract right, and shall include the right to be paid, by the Corporation, expenses incurred in defending any threatened, pending or contemplated, suit or proceeding, whether civil, criminal, administrative or investigative, in advance of the final disposition of such action, suit or proceeding. Such right will be conditioned upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation as authorized in this Article. Such right shall survive any amendment or repeal of this Article with respect to expenses incurred in connection with claims arising out of acts or omissions occurring prior to such amendment or repeal. The Corporation may, by action of this Corporation Board of Directors, provide indemnification to employees and agents of the Corporation with the same scope and effect as the foregoing indemnification of Directors and officers.

(b) If a claim under paragraph (a) of this Article is not paid in full by the Corporation within 30 days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any, is required, has been tendered to the Corporation) that the claimant has not met the standards of conduct which make it permissible under the Missouri Nonprofit Corporation Act for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors or independent legal counsel or voting members) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because such person has met the applicable standard of conduct set forth in the Missouri Nonprofit Corporation Act, nor an actual determination by the Corporation (including its Board of Directors or independent legal counsel or voting members) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

(c) The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of disinterested Directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has

ceased to be a Director, officer, employee, director or agent and shall inure to the benefit of the heirs, personal representatives and administrators of such a person.

(d) The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, partner, director or agent of another Corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article.

(e) For the purposes of this Article, references to the "Corporation" shall include all constituent corporations absorbed in a consolidation or merger as well as the resulting or surviving Corporation so that any person who is or was a Director, officer, employee or agent of such a constituent corporation or is or was serving at the request of such constituent corporation as a director, officer, employee, partner, director or agent of another corporation, partnership, joint venture, trust or other enterprise shall stand in the same position under the provisions of this Article with respect to the resulting or surviving corporation as such person would if such person had served the resulting or surviving corporation in the same capacity.

(f) For purposes of this Article, the term "other enterprise" shall include employee benefit plans; the term "fines" shall include any excise taxes assessed on a person with respect to any employee benefit plan; and the term "serving at the request of the Corporation" shall include any service as a Director, officer, employee, partner, director or agent of, or at the request of, the Corporation which imposes duties on, or involves services by, such Director, officer, employee, partner, director or agent with respect to an employee benefit plan, its participants, or beneficiaries.

(g) In the event any provision of this Article shall be held invalid by any court of competent jurisdiction, such holding shall not invalidate any other provision of this Article and any other provision of this Article shall be construed as if such invalid provision had not been contained in this Article Ten. In any event, the Corporation shall indemnify any person who is or was a Director or officer of the Corporation, or who is or was a director or officer of the Corporation who is or was serving at the request of the Corporation as a director, officer, agent, employee, partner or director of another Corporation, partnership, joint venture, trust or other enterprise, to the full extent permitted under Missouri law, as from time to time in effect.

(h) Notwithstanding anything else to the contrary contained in this Article, the Corporation shall not indemnify any person, or purchase or maintain indemnity insurance for the benefit of such person, in the event such indemnification or expenditure would either:

(i) Then constitute an act of "self-dealing" or a "taxable expenditure," as defined by Sections 4941 and 4945, respectively, of the Code (or the corresponding provision of any

future United States Internal Revenue law), which would give rise to any liability for the excise taxes imposed by said Sections of the Code; or

(ii) Violate the provisions of Sections 355.461, 355.471 or 355.476, or any other section of the Revised Statutes of Missouri as then in effect.

DRAFT

ARTICLE ELEVEN

Conduct of Meetings

Section 11.1 Procedure. The proceedings of all meetings of the Corporation Board of Directors, the Executive Committee and all committees and other such divisions shall be governed by and conducted according to the then most recent edition of Robert's Rules of Order Newly Revised in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, the Articles of Incorporation, applicable law and any special rule or order which the Corporation may adopt.

Section 11.2 Open Meetings. Meetings of the Board of Directors, the Executive Committee or any other committees, divisions, task forces, or other organizational subdivisions shall be open if such meetings are required to be open under the Agency's open meetings policy.

ARTICLE TWELVE

Amendments

Section 12.1 The Corporation Board of Directors, by majority vote, shall have the power to make, alter, amend and repeal the Bylaws of the Corporation and to adopt new Bylaws. Such action, however, shall not become effective until approved by the Board of Commissioners of the Agency.

CERTIFICATE

The foregoing Bylaws were duly adopted as and for the Bylaws of the Corporation by the Corporation Board of Directors on _____, 2011, as amended on _____, 2017, and approved by the Board of Commissioners of the Agency on _____, 2017.

ARTS IN TRANSIT, INC.

Secretary

Open Session Item 10

Exhibit B

AFFILIATION AGREEMENT

THIS AFFILIATION AGREEMENT (the “Agreement”) entered into as of _____, 2017, by and between the Bi-State Development Agency of the Missouri-Illinois Metropolitan District (the “Agency”) and Arts In Transit, Inc. (“AIT”).

WHEREAS, the Agency is a legally constituted body corporate and politic created and existing by reason of a joint compact between the States of Missouri and Illinois which is codified at Section 70.370 et seq. of the Missouri Revised Statutes, as amended, and 45 ILCS 100/1 et seq. of the Illinois Compiled Statutes, as amended (the “Compact”); and

WHEREAS, the jurisdiction of the Agency includes St. Louis County and The City of St. Louis, Missouri, the Counties of St. Charles and Jefferson in Missouri; and the Counties of Madison, St. Clair and Monroe in Illinois (the “District”); and

WHEREAS, the governmental mission of the Agency is to meet the needs and priorities of the District as the operator of the public transit system and the consensus developer of public works and development projects. To that end, currently, the Agency owns and operates the St. Louis metropolitan area’s public transit system, which includes light rail vehicles, buses and paratransit vans (collectively, the “Transit System”); owns and operates St. Louis Downtown Airport and the surrounding industrial-business park; operates the Gateway Arch Transportation System, which is the tram system to the top of the Gateway Arch, the Gateway Arch Riverboats and the St. Louis Regional Freightway; and

WHEREAS, the Agency receives its funding for capital improvements and operations from passenger fares, revenues from its enterprises, federal and state grants, and state authorized revenues (including taxes); and

WHEREAS, AIT, a public benefit corporation, is a Missouri Nonprofit Corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code; and

WHEREAS, the charitable mission of AIT is to provide artistic programming for the Agency transit operations and implement or enhance public art in and around transit properties; and

WHEREAS, the Agency and AIT, by reason of their common interests and missions, and in order to minimize duplicative expenses in carrying out their complimentary purposes, desire to structure and clarify their relationship; and

WHEREAS, the Agency is willing to permit AIT to utilize Agency employees and Agency office space, equipment, and services.

NOW THEREFORE, in consideration of each party’s responsibilities and the promises contained in this Agreement, the parties agree as follows:

Section 1. Representations and Warranties.

- (a) The Agency is duly organized, validly existing and in good standing under the laws of the States of Missouri and Illinois. The Agency has all requisite power and authority to execute, deliver and perform this Agreement and to consummate the transactions contemplated hereby. This Agreement has been duly and validly executed and delivered by the Agency and constitutes the valid and binding obligations of the Agency enforceable against the Agency in accordance with its terms, except to the extent that such enforceability (a) may be limited by bankruptcy, insolvency, reorganization, moratorium or other similar laws relating to creditors' rights generally, and (b) is subject to general principles of equity.
- (b) AIT is duly organized, validly existing and in good standing under the laws of the State of Missouri. AIT has all requisite power and authority to execute, deliver and perform this Agreement and to consummate the transactions contemplated hereby. This Agreement has been duly and validly executed and delivered and constitutes the valid and binding obligations of AIT enforceable against AIT in accordance with its terms, except to the extent that such enforceability (a) may be limited by bankruptcy, insolvency, reorganization, moratorium or other similar laws relating to creditors' rights generally, and (b) is subject to general principles of equity.

Section 2. Support Services.

The Agency agrees to:

- (a) Make available to AIT the services of its employees, to the extent they are not otherwise occupied in providing services for the Agency, to perform a variety of administrative, programmatic, financial, fundraising, marketing, artistic support, logistical support and other similar functions for AIT on an as needed basis.
- (b) Provide facilities and equipment for AIT's use for the purpose of conducting its business; including office and meeting room space and Agency equipment (such as computers, phones, fax machines, furniture, etc.); storage space for materials, and supplies; and office supplies (e.g., paper, pens, envelopes).
- (c) Provide AIT with incidental utility services, including water, electricity, heat, air conditioning, internet, phone and parking.
- (d) Provide coverage for AIT under the Agency's self-insurance program in those situations where the Agency or its employees are providing services or conducting an activity on behalf of AIT.
- (e) Provide Agency services to AIT in order to implement AIT's activities, as more fully described in Sections 5 and 6, and to fulfill its mission.
- (f) Provide outside services to AIT, by obtaining or directly hiring third party contractors to perform services or conduct activities for AIT. This would include outside consultants, contractors and service providers engaged to implement AIT's activities, as more fully

described in Sections 5 and 6, and to fulfill its mission.

In order to evaluate AIT usage of Agency resources, the Chief Executive Officer of the Agency shall provide an annual written report to the Agency Board of Commissioners and AIT Board of Directors regarding the use of Agency staff and other resources for AIT activities.

Section 3. Compensation for Support Services.

- (a) To the extent that AIT receives grants or other funding that allows for the payment of operational costs and overhead; or the Agency and AIT mutually agree that AIT has sufficient funds to pay for support services, AIT shall pay the Agency for all, or any portion of, the expenses incurred by the Agency under Section 2 on AIT's behalf.

Expenses subject to reimbursement shall include direct costs the Agency incurs in connection with assisting or performing services for AIT including but not limited to insurance premiums, contributions towards self-insurance and expenses in connection with grant administration, grant reporting and grant audits. To the extent any costs and expenses attributable to grant administration are reflected in the staff and overhead expense of the Agency, such expense shall be reimbursed as provided below.

Expenses subject to reimbursement shall include, but are not limited to, salaries and fringe benefits of Agency personnel who perform services for or otherwise assist AIT in carrying out its purposes, fees to independent contractors, costs of travel conducted by employees and contractors, cost of outside services, conference expenses, postage, internet, long-distance telephone charges, mileage, printing, and other actual expenses.

Payment for the services of Agency personnel shall be based on the proportion of the salaries and fringe benefits of Agency's personnel expended on AIT's functions, as determined in accordance with reasonable documentation prepared by the Agency.

Overhead costs shall be calculated by utilizing the Agency's annual indirect cost rate for the recovery of indirect costs related to administering the Agency's federal grant programs. The overhead items to be reimbursed in this indirect cost rate may include (to the extent such costs are not already accounted for), but are not limited to:

- (i) costs of staff devoted to administrative matters, including, but not limited to, clerical, reception, financial and accounting, marketing, legal, and artistic support, and logistical support activities;
- (ii) storage;
- (iii) equipment rental and maintenance;
- (iv) depreciation of equipment and furniture owned by Agency;
- (v) premiums for liability and other insurance;
- (vi) general office supplies;

- (vii) general telephone service, exclusive of long distance charges;
 - (viii) computer and word-processing supplies;
 - (ix) professional staff, board, and committee travel;
 - (x) photocopying;
 - (xi) local taxes;
 - (xii) subscriptions and other publications;
 - (xiii) rent and utilities;
 - (xiv) internet access costs;
 - (xv) legal expenses;
 - (xvi) an additional amount in proportion to these for use of Agency's office facilities by individuals who are working on behalf of AIT but are not Agency employees.
- (b) AIT shall make payment to Agency of the amounts due under this Section 3 no less frequently than quarterly on the basis of detailed invoices submitted by Agency.

Section 4. Oversight and Review by AIT's Executive Committee.

- (a) AIT and the Agency agree to work in a closely coordinated and cooperative manner to adopt and pursue strategies designed to promote efficiency, maximize AIT's efforts in the pursuit of its charitable mission, and to eliminate and reduce expense in coordinated activities. The Agency and AIT agree that the charitable mission of AIT is to lessen the burdens of government through bringing artistry to the transit riding public.
- (b) The Executive Committee ("Executive Committee") of the Board of Directors of AIT ("Board") is charged with determining whether the implementation of the prioritized strategies and goals, programs and activities of AIT (i) will lessen the burden of government; (ii) will further the interests of the Agency; (iii) do not exceed the mission and authority of the Agency as set forth in the Compact; and (iv) are in the best interest of the Agency. AIT and the Agency agree that the Executive Committee shall regularly review the programs and activities of AIT for this purpose and make recommendations to the Board and/or Agency as deemed appropriate by the Executive Committee.
- (c) No programs or activities, art acquisitions or installations of borrowed art, grant applications or submittals, or requests for donations or contributions, may be initiated by AIT without the approval of the Executive Committee.
- (d) The Executive Committee must authorize or approve all agreements, contracts, financial documents, legal instruments or other undertakings of AIT.

- (e) The Executive Committee will conduct its oversight of AIT in accordance with Article Four, Section 4.1, *Executive Committee*, of AIT's By-Laws but nothing will prohibit, restrict or replace such activity or responsibility of the Board.

Section 5. AIT Operational Programs and Activities.

AIT acknowledges that it has no employees. To the extent that the AIT applies for and receives grants, donations or support for an operational activity, should the Agency determine that such operational activities are within its expertise and that the Agency has the capacity to undertake them, AIT and the Agency shall by written agreement provide for said activity to be conducted by the Agency or the Agency's contractors and the compensation for such services shall be established in that agreement or shall be determined in accordance with the provisions of Section 3 herein. Otherwise, such activities may be conducted by contractors retained by AIT. To the extent that AIT conducts fundraising events, such events shall be conducted by the Agency and the Agency shall be compensated pursuant to Section 3 herein.

Section 6. Other Activities.

To the extent that AIT applies for and receives grants, donations or support for or otherwise decides to conduct other activities for public purposes, which are consistent with its mission, but not covered Section 5 herein should the Agency determine that any activities included in any such project are within its expertise and that the Agency has the capacity to undertake them, AIT and the Agency shall by written agreement provide for said activity to be conducted by the Agency or the Agency's contractors and the compensation for such services shall be established in that agreement or shall be determined in accordance with the provisions of Section 3 herein. Otherwise, such activities may be conducted by contractors retained by AIT.

Section 7. Charitable Solicitation and Grant Fundraising.

In connection with its fundraising, including all grant submissions and solicitations, AIT shall:

- (i) Coordinate its fundraising with the Agency officials designated by the Agency.
- (ii) Seek Agency advice from individuals designated by the Agency regarding funding goals, fundraising, grant applications, programs, art acquisitions or installations of borrowed art, and fundraising campaigns.
- (iii) Conduct its fundraising in a manner that is consistent with and supportive of the fundraising efforts of the Agency.
- (iv) Establish and implement a system of controls that ensure compliance with restrictions placed by donors and grant funders, applicable laws and regulations.
- (v) Issue gift receipts, acknowledgement letters, and other appropriate correspondence regarding all gifts and contributions made to AIT.
- (vi) Coordinate with designated Agency personnel as to all publicity and communications acknowledging or related to significant grants and gifts.

- (vii) Prepare and produce appropriate fundraising materials.
- (viii) Work collaboratively with the Agency on all development and programmatic activities associated with fundraising and grant submissions.
- (ix) In the event AIT solicits a gift from a donor who has not expressed a specific limitation or use for the gift, AIT shall give priority to the Agency's preference for such use.

Section 8. Financial Services.

- (a) During the term of this Agreement, the Agency shall:
 - (i) Administer all funds received by AIT.
 - (ii) Separately account for all such and provide AIT with quarterly reports of AIT's accounts.
 - (iii) Deposit all AIT's funds in one or more AIT accounts with a financial institution. The Agency will have no responsibility for any loss of AIT funds.
 - (iv) Handle all account reconciliation and other accounting and issue authorized checks as soon as reasonably possible when the Agency receives an approved check request submitted by AIT. All funds disbursements shall be made by the Agency in accordance with the Agency's policies, regulations and procedures and where required, in accordance with the terms of a grant or donor guidelines.
 - (v) Handle the financial and accounting aspects of all grants and donation administration for AIT, including grant management and reporting.
 - (vi) Include all AIT accounts in the Agency's annual independent audit.
 - (vii) Upon request, provide AIT with such assistance as it deems appropriate so that AIT may prepare and file any required tax or other governmental reporting forms as required by law.
- (b) In connection with the financial services:
 - (i) The Treasurer or Executive Director of AIT shall serve as AIT's contact person(s).
 - (ii) The following representatives of AIT shall be authorized cosignatories for all accounts of AIT: the President, Treasurer or Executive Director.
 - (iii) AIT shall provide all information requested by the Agency on approved check request forms submitted to the Agency and include all applicable invoices, contracts, receipts, or other proofs of purchase.

- (iv) If, in its sole discretion, the Agency agrees to handle payroll for AIT as part of the fiscal agent services for all employees or contractors AIT hires, AIT will provide relevant employee personal information, W-4 and I-9 forms, fingerprints, and other documentation required by the Agency.

Section 9. Fiscal and Budgetary.

- (a) AIT shall maintain complete and accurate records (including receipts) of all income received and expenses incurred by AIT, as well as all other documents related to AIT's funds and shall make all such information available to the Agency upon request for examination and review.
- (b) AIT shall not hire employees or contractors without prior written consent of the Agency.
- (c) AIT will be responsible for all expenses associated with contractors or with employees including payroll costs, workers' compensation, and unemployment fees.
- (d) AIT's budget and any amendments to its budget shall be subject to the prior approval of the Agency.
- (e) If requested to do so by the Agency, AIT shall conduct an annual audit using an independent professional auditor, a copy of which shall be annually provided to the Agency. If, in the sole opinion of the Agency, AIT's actions necessitate a special audit, AIT shall engage in a special audit and pay for all expenses related to the audit.

Section 10. Covenants.

- (a) The Agency covenants and agrees that during the term of this Agreement it will comply at all times with the following covenants unless otherwise agreed in writing:
 - (i) duly and punctually perform all obligations pursuant to this Agreement on the dates, at the place, and in the manner provided in this Agreement; and
 - (ii) preserve and maintain its existence under the Compact, validly existing and in good standing, and its rights, franchises and privileges material to the conduct of its affairs, and to the performance of its obligations under this Agreement; and
 - (iii) comply with the requirements of all applicable laws, rules, regulations and orders of any governmental authority, noncompliance with which would singly or in the aggregate materially adversely affect its business, properties or affairs, unless the same shall be contested in good faith and by appropriate proceedings.
- (b) AIT covenants and agrees that during the term of this Agreement it will comply at all times with the following covenants unless otherwise agreed in writing:
 - (i) duly and punctually perform all obligations pursuant to this Agreement on the dates, at the place, and in the manner provided in this Agreement;

- (ii) preserve and maintain its existence as a not-for-profit corporation, validly existing and in good standing, and its rights, franchises and privileges material to the conduct of its affairs, and to the performance of its obligations under this Agreement; and
- (iii) comply with the requirements of all applicable laws, rules, regulations and orders of any governmental authority, noncompliance with which would singly or in the aggregate materially adversely affect its business, properties or affairs, unless the same shall be contested in good faith and by appropriate proceedings; and
- (iv) obtain written approval from the Agency before altering Agency property and agree that all improvements AIT makes to Agency property become the property of the Agency, without compensation; and
- (v) be solely and fully liable for loss of AIT's inventory, property in case of fire, natural disasters, or theft. The Agency will not insure AIT's property unless specifically agreed by the Agency; and
- (vi) not impair the Agency's ability to use its property; and
- (vii) obtain approval from the Agency before purchasing and installing any AIT owned equipment on Agency premises; and
- (viii) abide by all Agency regulations; and
- (ix) maintain Agency facilities that it uses in a clean, orderly, professional, and safe condition and in accordance with applicable Agency, State, and local fire and safety regulations; and
- (x) not use any of its funds or the Agency's funds or property (including property, meeting rooms, utilities, services, or supplies) to conduct lobbying activities; attempt to influence Congress or any official of the government; favor or oppose any legislation, law, or appropriations; and
- (xi) not raise funds through games of chance; or conduct fundraising and other activities that are not in direct support of the Agency.

Section 11. Responsibilities of Agency.

- (a) The Agency shall encourage and maintain the independence of AIT and, at the same time, foster the cooperative relationship between the Agency and AIT.
- (b) The Agency shall from time to time communicate to AIT the preference of the Agency for the use of gifts, grants and other funds which are not specifically restricted.
- (c) The Agency shall accept funds from AIT for the purpose of promoting the well-being and advancement of the mission of the Agency. With respect to funds provided to the Agency from AIT, the following shall apply:

- (i) The Agency shall ensure that any legally restricted funds are expended strictly in accordance with the terms and conditions as may be imposed by testators or donor;
- (ii) All unrestricted funds that are provided for the use of the Agency shall be expended in a manner that exclusively serves the public purposes of the Agency; and
- (iii) The Agency shall, upon request of AIT, provide AIT with an accounting of the expenditure of funds provided to the Agency.

Section 12. Responsibilities of AIT.

- (a) AIT will keep in full force and effect its exemption under Section 501(c)(3) status under the Internal Revenue Code and will take no action which would cause this exemption to be revoked or limited.
- (b) The Board of Directors of AIT will exercise due care in the management of AIT's affairs, including the preparation, distribution and reporting of annual and financial reports, necessary to ensure compliance with applicable Missouri.
- (c) AIT agrees that funds and resources collected by AIT shall be held and invested pursuant to a legally appropriate investment policy, which AIT Board of Directors establish and communicate to the Agency.
- (d) Under no circumstances shall any of the earnings or assets of AIT inure to or be distributed to the benefit of its trustees, officers, or other private persons, except that the AIT is authorized to pay reasonable compensation for services rendered and to make payments and distributions to the furtherance of the overall purpose of the AIT.
- (e) In the event of the dissolution of AIT, all of the assets of AIT shall be distributed, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of AIT in accordance with AIT's Articles of Incorporation.
- (f) Under no circumstances shall AIT seek to direct the activities of the Agency or to influence, implement or control the policies, regulations and practices of the Agency.
- (g) AIT shall at all times support and conduct all operations in such a way as to reflect positively upon the Agency.
- (h) AIT shall comply with the terms and conditions of all grants it receives.
- (i) AIT shall provide the Agency with any and all information about AIT as requested by the Agency and at least annually the Executive Director of AIT shall prepare a report for the Chief Executive Officer of the Agency detailing the activities and finances of AIT.
- (j) AIT shall, if requested to do so by the Agency, at AIT's expense, obtain and maintain liability and directors and officers insurance coverage acceptable to the Agency to be

effective at all times during the term of this Agreement. AIT shall provide written proof of liability insurance to the Agency. In addition, AIT agrees to name the Agency as an “additional insured” under said policy and to defend, indemnify, and hold the Agency, its employees, and the Agency Board of Commissioners harmless against all claims, liabilities, costs, or judgments which may be made against the Agency, its employees, and Board of Commissioners arising out of or related to any project for which fiscal sponsorship is provided.

Section 13. Inspection.

- (a) The books, records and files of AIT shall be available to the Agency for inspection during regular business hours at all reasonable times and upon the Agency giving AIT 12 hours or more notice in writing that any such inspection is to take place. Such inspections shall be at the offices of AIT, which will provide the representatives of the Agency with facilities reasonably satisfactory to accommodate said inspection.
- (b) The books, records and files of the Agency relating to its services rendered hereunder shall be available to AIT for inspection during regular business hours at all reasonable times and upon AIT giving the Agency 12 hours or more notice in writing that any such inspection is to take place. Such inspections shall be at the offices of the Agency, which will provide the representatives of AIT with facilities reasonably satisfactory to accommodate said inspection.

Section 14. Term of Agreement and Termination.

- (a) The term of this Agreement begins on its effective date and shall continue for a period of 5 years. This Agreement will automatically renew at the end of each term for a further term of 5 years unless either party gives the other written notice of termination at least 30 days prior to the end of the relevant term. Notwithstanding the foregoing, the parties agree that prior to any automatic renewal, they shall confer regarding the upcoming renewal and that they acknowledge to each other in writing that such automatic renewal shall occur and the beginning and end dates of the upcoming renewal period.
- (b) Either party may terminate this Agreement at any time for any reason upon three months written notice to the other party.
- (c) Each of the following events shall constitute an Event of Default under this Agreement allowing for termination of this Agreement for cause:
 - (i) The failure by the Agency to perform or observe any term, covenant or agreement contained in this Agreement, provided that the failure of the Agency to perform such covenants shall not be deemed an Event of Default unless the Agency shall have failed to cure such nonperformance within 30 days after notice given to the Agency by AIT, or if such nonperformance is not capable of cure, within 30 days;
 - (ii) The failure by AIT to perform or observe any term, covenant or agreement contained in this Agreement, provided that the failure of AIT to perform such covenants shall not be deemed an Event of Default unless AIT shall have failed to

cure such nonperformance within 30 days after notice given to AIT by the Agency, or if such nonperformance is not capable of cure, within 30 days;

- (iii) Any warranty, representation or other written statement made by or on behalf of either of the parties contained in or in connection with this Agreement is false or misleading in any material respect on any date as of which made; or
 - (iv) Any material provision of this Agreement shall cease to be valid and binding on the parties or any governmental authority shall contest any such provision.
- (d) Within 90 days of termination of this Agreement, with or without cause, AIT and Agency agree that AIT shall take steps to dissolve and shall transfer ownership of all AIT funds (after payment of all expenses) as required by its Articles of Incorporation to be used to provide artistic programming for transit operations within the District and to implement or enhance public art in and around transit properties within the District.

Section 15. Remedy for Breach; Liability and Indemnification.

Both parties recognize that the services to be performed by AIT are special and unique. Accordingly, if AIT breaches the terms and conditions of this Agreement, then the Agency shall be entitled to AIT legal and equitable proceedings in any court of competent jurisdiction. The Agency may seek to obtain damages for any breach of this Agreement, to enforce its specific performance by AIT, or to enjoin AIT from performing services for any competing person, firm, or corporation during the term of this Agreement.

AIT and the Agency agree that at all times each party is responsible for its own activities and liabilities. Each party shall be solely responsible for defending, and paying any damages arising from its activities or from any and all claims and damages arising from the actions for which it has accepted responsibility.

AIT agrees to indemnify and hold and save harmless the Agency, including its Board of Commissioners, officers, administrators, agents and employees, from and against every claim, action, judgment, expense, liability, loss, damage or payment, including without limitation, attorneys' fees, arising out of or by reason of any wrongful or negligent act or omission or violation of this Agreement by AIT or its Directors, officers, employees, contractors, subcontractors, or agents. To the extent permissible by law, the Agency agrees to indemnify and hold and save harmless AIT, including its Directors, officers, agents, and employees, from and against every claim, action, judgment, expense, liability, loss, damage or payment, including without limitation, attorneys' fees, arising out of or by reason of any wrongful or negligent act or omission or violation of this Agreement by the Agency, or by its Board of Commissioners, officers, administrators, employees, contractors, subcontractors, or agents. Nothing in this Agreement, however, shall be deemed to waive the Agency's sovereign immunity.

Section 16. Entire Agreement. This Agreement contains the entire understanding between the parties. It may not be changed orally but only by written agreement signed by the party against whom enforcement of any waiver, change, modification, or discharge is sought.

Section 17. Notices and Communications. Any notice required to be given under this Agreement shall be in writing and sent by registered mail, return receipt requested, to such address as the parties may designate by notice. The effective date of any such notice shall be its mailing date. All written notices and communications to the Agency shall be addressed as follows:

Bi-State Development Agency
John M. Nations, President and CEO
211 North Broadway, Suite 700
St. Louis, Missouri 63102
jmnations@bistatedev.org

All written notices and communications to the AIT shall be addressed as follows:

Arts In Transit, Inc.
David Allen, Executive Director
211 North Broadway, Suite 700
St. Louis, Missouri 63102
dmallen@bistatedev.org

Written notices and communications shall be addressed as indicated above unless either the Agency or AIT has notified the other of a change. Notification of a change of address shall be in writing and shall be effective upon receipt.

Section 18. Non-waiver. No delay or failure by either party in exercising any right under this Agreement, and no partial or single exercise of that right, shall constitute a waiver of that or any other right.

Section 19. Headings. Headings in this Agreement are for convenience only and shall not be used to interpret or construe its provisions.

Section 20. Governing Law. This Agreement shall be administered, construed and enforced in accordance with and governed by the laws of the State of Missouri.

Section 21. Counterparts. This Agreement may be executed in counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument.

Section 22. Assignment. No assignment of this Agreement shall be made by AIT.

IN WITNESS WHEREOF, this Agreement has been executed as of the day and year first above written.

BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS
METROPOLITAN DISTRICT

By: _____
John M. Nations
President and CEO

[SEAL]

ATTEST:

Deputy Secretary

ARTS IN TRANSIT

By: _____
President

ATTEST:

Secretary

**Bi-State Development
Agenda Item
Board of Commissioners
September 22, 2017**

From:	John M. Nations, President and Chief Executive Officer
Subject:	FY 2018 Risk Management Insurance Program Update
Disposition:	Information
Presentation:	Charles A. Stewart, Jr., Vice President Pension & Insurance; and Kathy Brittin, Director of Risk Management, Safety & Claims

Objective:

To update the Board of Commissioners on the FY2018 Risk Management Insurance Program.

Committee Disposition:

This item was presented and discussed at the Audit, Finance & Administration Committee meeting on August 25, 2017, and will be presented as an informational update to the Board of Commissioners on September 22, 2017.

Board Policy:

Board Policy Chapter 30.060 Risk Management – Self-Insurance. Risk exposures above the self-insured retention will be covered by excess insurance if such excess insurance is available and affordable.

Board Policy Chapter 30.060 Risk Management – Authority and Responsibility. The Director of Risk Management is responsible for recommending the overall direction of the Agency's Risk Management Program as specified in the Agency's Management Policies & Procedures.

Board Policy Chapter 30.060 Risk Management – Insurance. Primary property and liability insurance will be purchased for unique or special risks of loss, for major construction projects, and when required by law or by contract. A Broker of Record will perform the insurance marketing function under the direction of the Director of Risk Management.

Funding Source:

Risk Insurance Program is funded through the operating budget.

Background:

Since 1978, Bi-State Development (**BSD**) has self-insured a substantial portion of the risk of its transit operations, including: vehicle liability, rail liability, general liability, and workers' compensation. Excess insurance coverage is purchased for all insured and self-insured risk exposures. Property insurance is purchased for its buildings, physical assets, and rolling stock. Primary liability insurance is purchased for the Airport, the Arch Tram operations, and the Riverboats.

The Risk Management Department is responsible for the design, implementation, and monitoring of the self-insurance and insurance programs. BSD currently has a contract with an insurance consultant (Broker of Record), McGriff, Seibels & Williams of Missouri, Inc., to provide insurance

marketing services, loss control consulting, and risk financing recommendations. This briefing provides an overview of the FY2018 Insurance Program.

Analysis:

Insurance Program - BSD annually reviews and renews coverage on July 1 of each fiscal year. In consultation with the broker, we selectively market some lines and renew others – depending on market conditions and changes in operating exposures. For FY2018, the following improvements were achieved:

- The property insurance was marketed and placed in a layered program with Lloyds of London as the primary insurance carrier. The terms and conditions of the coverage are comparable to the expiring program, with the exception that the flood and earthquake deductibles were lowered from \$250,000 to \$100,000, and \$1,000,000 to \$250,000 respectively. This achieved a 14% savings over the expiring policy.
- The excess workers' compensation (**WC**) insurance, which is excess over the \$1,000,000 self-insured limit was marketed and placed with a new insurance carrier, Arch Insurance. The payroll exposure increased 1.5%, and the premium decreased by 8%.
- Due to last year's insurance carrier no longer writing excess liability for public entities, the lead policy was placed with Argonaut Insurance. The overall savings for the excess liability program was 6%.
- The Riverboat's marine insurance program was also marketed and resulted in a change in insurance carriers to Endurance Insurance Co. Premium remained the same.
- Overall the insurance program was renewed with comparable coverage terms and conditions. The premium savings of \$302,771, a 10% reduction in premium over last year, can be attributed to Risk Management initiatives and marketing efforts of the new insurance broker, McGriff, Seibels & Williams.

Board Action Requested:

None - for informational purposes only.

Attachment:

- Premium Comparison

Open Session Item 11
Attachment

**Bi-State Development
7/1/17 to 7/1/18
Insurance Program**

Coverage	Expiring Rating Basis/Exposure	Expiring Premium	Limits of Liability Values	Renewal Premium
Property/Boiler		AIG		London
Values at Risk		\$1,444,280	\$1,285,365,004	\$1,236,495
Excess Breakdown Coverage			(C N A)	\$23,000
Terrorism		\$86,720		\$56,000
Property Total		\$1,531,000		\$1,315,495
Crime		Hartford		Hartford
Limit of Liability	\$2,500,000	\$16,098	\$2,500,000	\$17,341
Cyber Liability		XL Catlin		XL Catlin
Limit of Liability	With Sublimits	\$81,828	With Sublimits	\$70,189
Package		Hartford		Hartford
Hartford Package		\$44,990		\$41,321
Liquor Liability		Scottsdale		Scottsdale
Limit	\$1,000,000	\$1,687	\$1,000,000	\$1,687
Excess Coverage		Navigators		Navigators
Excess coverage/Navigators		\$21,601		\$21,600
Excess Workers' Compensation		Safety National		Arch Insurance
Total Estimated Payroll	\$121,031,262	\$231,170	\$122,753,857	\$212,610
Excess Liability		Scottsdale (lead)		Argonaut (lead)
Primary Layer	\$10MM xs \$5MM SIR	\$401,793	\$10MM xs \$5MM SIR	\$386,264
1st Excess Layer	\$10MM xs \$15MM	\$183,820	\$10MM xs \$15MM	\$158,613
2nd Excess Layer	\$25MM xs \$25MM	\$182,500	\$25MM xs \$25MM	\$168,424
3rd Excess Layer (50/50)	\$20MM xs \$50MM	\$101,500	\$20MM xs \$50MM	\$102,000
Excess Total		\$869,613		\$815,301

Bi-State Development
7/1/17 to 7/1/18
Insurance Program

Coverage	Expiring Rating Basis/Exposure	Expiring Premium	Limits of Liability Values	Renewal Premium
Aviation Liability		Starr		Starr
Aviation Liability	\$50,000,000	\$15,973	\$50,000,000	\$15,973
Aviation Workers Comp		Starr		Starr
Aviation Workers Comp	\$632,623	\$43,770	\$656,275	\$44,037
Marine Program		Great American		Endurance
Primary Liability		\$66,831		\$41,041
Marine General Liability		not included		\$10,277
Excess Layers		\$58,500		\$57,062
Environmental		\$3,341		\$3,341
USL&H		included		\$16,456
		\$128,672		\$128,177
July 1, 2017 Renewal Total		\$2,986,402		\$2,683,731



2017 QUARTERLY FINANCIAL STATEMENTS

Fourth Quarter
Ending June 30, 2017



**BI-STATE
DEVELOPMENT**

Bi-State Development of the Missouri-Illinois
Metropolitan District



To: John M. Nations
President and Chief Executive Officer

A handwritten signature in black ink, appearing to read "Kathy Klevorn", is positioned below the "To:" field.

From: Kathy S. Klevorn
Senior Vice President Finance and CFO

Date: August 1, 2017

Subject: Bi-State Development Financial Statements – June 2017

Enclosed is the financial statement package for June 30, 2017. Results, including the analysis and financial position, are provided by operating unit. These results are *unaudited* and subject to change. The financial statements presented are not prepared in conformity with U.S. Generally Accepted Accounting Principles (U.S. GAAP). A U.S. GAAP presentation would include, among other things, revenue and expenses identified as operating or non-operating and segregated accordingly, depreciation shown as an operating expense; full disclosure of all material financial and non-financial events with accompanying footnote disclosures; and a Management Discussion and Analysis (MD&A) section.

A summary of all Bi-State Development (BSD) business divisions and the self-insurance divisions indicate that the combined entity has assets of \$1.41 billion and Loss before Depreciation of \$3.9 million for the twelve months ending June 30, 2017. When analyzing BSD's financial position, the primary focus is on Income before Depreciation. The majority of the capital program is funded through Federal grants - not profits from operations; therefore, depreciation is not funded. Net Loss after Depreciation is \$80.2 million. The BSD combined financials are reflected on pages 3-5.

A combining schedule of all business divisions can be viewed on pages 6-8. Within the complete package, each Bi-State Development entity has a comprehensive financial section including Financial Highlights, Statement of Financial Position, Statement of Activities, Detail Schedule of Wages and Benefits, Cash Receipts and Disbursement Schedule, Statement of Cash Flows, and Capital Expenditures for active projects as applicable. These sections are designed to give the reader a comprehensive understanding of the financial operation of each entity.

Table 1 below summarizes BSD Combined Income (Loss) before Depreciation by entity. For the twelve months ended June 30, 2017, BSD has Loss before Depreciation of \$3.9 million compared to a budget of \$0.3 million for a negative variance of \$4.2 million. Metro represents most of BSD's loss before depreciation.

Table 1
BSD Combined Net Income (Loss) before Depreciation

	Year-to-Date				
	Actual	Budget	Prior Year	\$ Var Bgt	\$ Var Prior Yr
Enterprise Funds					
Executive Services	\$ 248,464	\$ 251,191	\$ 320,572	\$ (2,727)	\$ (72,108)
Gateway Arch Tram	(562,677)	2,129,477	2,399,823	(2,692,154)	(2,962,500)
Metro	(2,924,869)	(1,835,444)	6,529,657	(1,089,425)	(9,454,526)
St. Louis Downtown Airport	(240,003)	(122,720)	(188,991)	(117,283)	(51,012)
Riverfront Attractions	343,840	95,267	112,980	248,573	230,860
St. Louis Regional Freightway	(497,543)	(636,380)	(223,461)	138,837	(274,082)
BSD Research Institute	116,424	(53,329)	39,409	169,753	77,015
Arts In Transit, Inc.	39,121	850	20,313	38,271	18,808
Total Enterprise Funds	\$ (3,477,243)	\$ (171,088)	\$ 9,010,302	\$ (3,306,155)	\$ (12,487,545)
Self-Insurance Funds					
Health	(1,641,635)	467,044	(57,554)	(2,108,679)	(1,584,081)
Casualty	845,374	-	-	845,374	845,374
Workers' Compensation	414,883	-	-	414,883	414,883
Total Self-Insurance Funds	\$ (381,378)	\$ 467,044	\$ (57,554)	\$ (848,422)	\$ (323,824)
Total Government Wide	\$ (3,858,621)	\$ 295,956	\$ 8,952,748	\$ (4,154,577)	\$ (12,811,369)

Table 2 takes into account the impact of depreciation on the financial position of all enterprises resulting in a cumulative \$80.2 million loss.

Table 2
BSD Combined Net Income (Loss)

	Year-to-Date				
	Actual	Budget	Prior Year	\$ Var Bgt	\$ Var Prior Yr
Enterprise Funds					
Executive Services	\$ 247,781	\$ 249,250	\$ 318,635	\$ (1,469)	\$ (70,854)
Gateway Arch Tram	(821,873)	1,977,603	2,325,402	(2,799,476)	(3,147,275)
Metro	(78,158,955)	(75,231,897)	(65,530,134)	(2,927,058)	(12,628,821)
St. Louis Downtown Airport	(1,718,458)	(1,685,097)	(1,746,937)	(33,361)	28,479
Riverfront Attractions	85,534	(220,145)	(220,328)	305,679	305,862
St. Louis Regional Freightway	(497,543)	(636,380)	(223,461)	138,837	(274,082)
BSD Research Institute	116,424	(53,329)	39,409	169,753	77,015
Arts In Transit, Inc.	39,121	850	20,313	38,271	18,808
Total Enterprise Funds	\$ (80,707,969)	\$ (75,599,145)	\$ (65,017,101)	\$ (5,108,824)	\$ (15,690,868)
Self-Insurance Funds					
Health	(1,641,635)	467,044	(57,554)	(2,108,679)	(1,584,081)
Casualty	1,419,317	-	-	1,419,317	1,419,317
Workers' Compensation	777,117	-	-	777,117	777,117
Total Self-Insurance Funds	\$ 554,799	\$ 467,044	\$ (57,554)	\$ 87,755	\$ 612,353
Total Government Wide	\$ (80,153,170)	\$ (75,132,101)	\$ (65,074,655)	\$ (5,021,069)	\$ (15,078,515)

The Finance Division is available for any questions concerning the June 30, 2017 financial report.

Thank you.



BSD Combined Statement of Financial Position3
BSD Combined Statement of Activities.....5

**Bi-State Development Agency of the
Missouri-Illinois Metropolitan District
Bi-State Development Combined
Quarterly Statement of Financial Position
June 30, 2017
(unaudited)**

	Business Divisions Total	Self-Insurance Divisions Total	Total	Eliminations	Bi-State Development Combined Total
Assets					
Current assets					
Cash	\$ 117,445,751	\$ 12,708,338	\$ 130,154,089	\$ -	\$ 130,154,089
Investments	112,077,988	-	112,077,988	-	112,077,988
Accounts and notes receivable	3,056,634	39,361	3,095,995	-	3,095,995
Interfund accounts receivable	-	7,535,081	7,535,081	(7,535,081)	-
Restricted accounts receivable	689,092	-	689,092	-	689,092
Federal, state and local assistance receivable	33,247,464	-	33,247,464	-	33,247,464
Materials and supplies inventory	9,599,894	-	9,599,894	-	9,599,894
Other current assets	1,565,000	-	1,565,000	-	1,565,000
Total current assets	277,681,823	20,282,780	297,964,603	(7,535,081)	290,429,522
Capital assets					
Capital assets - motorbus	378,377,407	-	378,377,407	-	378,377,407
Capital assets - paratransit	19,858,405	-	19,858,405	-	19,858,405
Capital assets - lightrail	1,609,279,642	-	1,609,279,642	-	1,609,279,642
Capital assets	71,181,880	-	71,181,880	-	71,181,880
Total capital assets	2,078,697,334	-	2,078,697,334	-	2,078,697,334
Accumulated depreciation	(1,219,594,578)	-	(1,219,594,578)	-	(1,219,594,578)
Total capital assets, net	859,102,756	-	859,102,756	-	859,102,756
Land	101,741,850	-	101,741,850	-	101,741,850
Construction-in-process	47,213,417	-	47,213,417	-	47,213,417
Total capital assets	1,008,058,023	-	1,008,058,023	-	1,008,058,023
Non-current assets					
Restricted investments	104,014,934	-	104,014,934	-	104,014,934
Deferred charges	3,916	-	3,916	-	3,916
Other non-current assets, net amort	155,086	-	155,086	-	155,086
Total non-current assets	104,173,936	-	104,173,936	-	104,173,936
Total assets	1,389,913,782	20,282,780	1,410,196,562	(7,535,081)	1,402,661,481
Deferred outflow of resources					
Deferred pension loss	17,795,560	-	17,795,560	-	17,795,560
Deferred pension expense	2,165,753	-	2,165,753	-	2,165,753
Deferred loss on hedging instruments	550,771	-	550,771	-	550,771
Deferred loss on debt refunding	2,790,674	-	2,790,674	-	2,790,674
Total deferred outflow of resources	23,302,758	-	23,302,758	-	23,302,758
Total	\$ 1,413,216,540	\$ 20,282,780	\$ 1,433,499,320	\$ (7,535,081)	\$ 1,425,964,239

**Bi-State Development Agency of the
Missouri-Illinois Metropolitan District
Bi-State Development Combined
Quarterly Statement of Financial Position
June 30, 2017
(unaudited)**

	Business Divisions Total	Self-Insurance Divisions Total	Total	Eliminations	Bi-State Development Combined Total
Liabilities					
Current liabilities					
Accounts payable	\$ 4,673,680	\$ -	\$ 4,673,680	\$ -	\$ 4,673,680
Interfund accounts payable	5,541,163	1,993,918	7,535,081	(7,535,081)	-
Accrued expenses	19,582,682	110,199	19,692,881	-	19,692,881
Other current liabilities	21,454,106	-	21,454,106	-	21,454,106
Total current liabilities	<u>51,251,631</u>	<u>2,104,117</u>	<u>53,355,748</u>	<u>(7,535,081)</u>	<u>45,820,667</u>
Current liab payable from restricted assets					
Accounts payable and retention	2,104,712	-	2,104,712	-	2,104,712
Accrued interest payable	5,265,450	-	5,265,450	-	5,265,450
Short-term self-insurance	140,487	7,296,054	7,436,541	-	7,436,541
Medical self-insurance liability	-	2,255,254	2,255,254	-	2,255,254
Current portion of long-term debt	8,428,468	-	8,428,468	-	8,428,468
Total current liabilities payable from restricted assets	<u>15,939,117</u>	<u>9,551,308</u>	<u>25,490,425</u>	<u>-</u>	<u>25,490,425</u>
Total current liabilities	<u>67,190,748</u>	<u>11,655,425</u>	<u>78,846,173</u>	<u>(7,535,081)</u>	<u>71,311,092</u>
Non-current liabilities					
Other post-employment benefits	51,068,332	(7,885)	51,060,447	-	51,060,447
Long-term self-insurance	356,118	7,660,946	8,017,064	-	8,017,064
Long-term debt	542,353,795	-	542,353,795	-	542,353,795
Capital lease obligations	104,014,936	-	104,014,936	-	104,014,936
Unfunded pension liabilities	111,635,744	477,049	112,112,793	-	112,112,793
Other non-current liabilities	6,315,597	-	6,315,597	-	6,315,597
Total non-current liabilities	<u>815,744,522</u>	<u>8,130,110</u>	<u>823,874,632</u>	<u>-</u>	<u>823,874,632</u>
Total liabilities	<u>882,935,270</u>	<u>19,785,535</u>	<u>902,720,805</u>	<u>(7,535,081)</u>	<u>895,185,724</u>
Deferred pension gain salaried	295,539	-	295,539	-	295,539
Total deferred inflow of resources	<u>295,539</u>	<u>-</u>	<u>295,539</u>	<u>-</u>	<u>295,539</u>
Net Position					
Net position - capital investments	524,329,999	-	524,329,999	-	524,329,999
Net position	86,363,701	(57,554)	86,306,147	-	86,306,147
Net income (loss)	<u>(80,707,969)</u>	<u>554,799</u>	<u>(80,153,170)</u>	<u>-</u>	<u>(80,153,170)</u>
Total net position	<u>529,985,731</u>	<u>497,245</u>	<u>530,482,976</u>	<u>-</u>	<u>530,482,976</u>
Total	<u>\$ 1,413,216,540</u>	<u>\$ 20,282,780</u>	<u>\$ 1,433,499,320</u>	<u>\$ (7,535,081)</u>	<u>\$ 1,425,964,239</u>

**Bi-State Development Agency of the
Missouri-Illinois Metropolitan District
Bi-State Development Combined
Statement of Activities
For the Twelve Months Ended June 30, 2017
(unaudited)**

	Business Divisions Total	Self-Insurance Divisions Total	Total	Eliminations	Bi-State Development Combined Total
Revenue					
Passenger and service revenues	\$ 53,888,719	\$ -	\$ 53,888,719	\$ -	\$ 53,888,719
Partnership fees	175,000	-	175,000	-	175,000
City of St. Louis	34,307,042	-	34,307,042	-	34,307,042
St. Louis County	122,753,855	-	122,753,855	-	122,753,855
St. Clair County Transit District	53,535,007	-	53,535,007	-	53,535,007
State of Missouri and Illinois	944,245	-	944,245	-	944,245
Federal funding	18,505,637	-	18,505,637	-	18,505,637
Other local/regional funding	405,474	-	405,474	-	405,474
Contributions	259,936	-	259,936	-	259,936
Advertising, maint services, rental income	8,179,049	-	8,179,049	-	8,179,049
Interest income	8,031,245	17,590	8,048,835	-	8,048,835
Other operating revenue	280,956	-	280,956	-	280,956
Charges for services	-	40,953,357	40,953,357	(34,258,259)	6,695,098
Total revenue	301,266,165	40,970,947	342,237,112	(34,258,259)	307,978,853
Expense					
Wages and benefits	193,098,305	1,632,527	194,730,832	-	194,730,832
Services	29,489,119	625,997	30,115,116	-	30,115,116
Fuel and lube consumed	10,955,878	-	10,955,878	-	10,955,878
Materials and supplies	23,125,273	22,434	23,147,707	-	23,147,707
Utilities	7,524,915	5,258	7,530,173	-	7,530,173
Casualty and liability costs	8,568,839	1,486,596	10,055,435	-	10,055,435
Other expenses	4,606,211	95,408	4,701,619	-	4,701,619
Interest expense	25,418,744	-	25,418,744	-	25,418,744
Contribution to outside entities	1,615,152	-	1,615,152	-	1,615,152
Other non-operating expense	340,972	18,406	359,378	-	359,378
Claims paid and insurance administrative costs	-	37,465,699	37,465,699	(34,258,259)	3,207,440
Total expense	304,743,408	41,352,325	346,095,733	(34,258,259)	311,837,474
Income (loss) before depreciation	(3,477,243)	(381,378)	(3,858,621)	-	(3,858,621)
Depreciation and amortization expense	76,294,549	-	76,294,549	-	76,294,549
Net income (loss) before transfers	(79,771,792)	(381,378)	(80,153,170)	-	(80,153,170)
Net transfers in (out)	(936,177)	936,177	-	-	-
Net income (loss)	\$ (80,707,969)	\$ 554,799	\$ (80,153,170)	\$ -	\$ (80,153,170)



Business Divisions Statement of Financial Position.....6

Business Divisions Statement of Activities.....8

**Bi-State Development Agency of the
Missouri-Illinois Metropolitan District
Business Divisions
Quarterly Statement of Financial Position
June 30, 2017
(unaudited)**

	Executive Services	Gateway Arch Tram	Riverfront Attractions	St. Louis Downtown Airport	Metro	St. Louis Regional Freightway	Bi-State Development Research Inst.	Arts In Transit, Inc.	Totals	Interfund Eliminations	Totals After Eliminations
Assets											
Current assets											
Cash	\$ 5,822,264	\$ 13,124,872	\$ 34,659	\$ 535,460	\$ 97,557,958	\$ 82,638	\$ 226,205	\$ 61,695	\$ 117,445,751	\$ -	\$ 117,445,751
Investments	-	-	-	-	112,077,988	-	-	-	112,077,988	-	112,077,988
Accounts and notes receivable	75,369	107,602	16,327	72,649	2,758,918	25,340	429	-	3,056,634	-	3,056,634
Interfund accounts receivable	1,308,222	100,000	60,771	-	2,826,024	-	-	-	4,295,017	(4,295,017)	-
Restricted accounts receivable	-	-	-	-	689,092	-	-	-	689,092	-	689,092
Federal, state and local assistance receivable	-	(45,900)	-	-	33,293,364	-	-	-	33,247,464	-	33,247,464
Materials and supplies inventory	-	-	48,812	61,591	9,489,491	-	-	-	9,599,894	-	9,599,894
Other current assets	60,454	34,689	-	-	1,429,857	-	40,000	-	1,565,000	-	1,565,000
Total current assets	7,266,309	13,321,263	160,569	669,700	260,122,692	107,978	266,634	61,695	281,976,840	(4,295,017)	277,681,823
Capital assets											
Capital assets - motorbus	-	-	-	-	378,377,407	-	-	-	378,377,407	-	378,377,407
Capital assets - paratransit	-	-	-	-	19,858,405	-	-	-	19,858,405	-	19,858,405
Capital assets - lightrail	-	-	-	-	1,609,279,642	-	-	-	1,609,279,642	-	1,609,279,642
Capital assets	23,883	13,229,243	5,098,609	52,830,145	-	-	-	-	71,181,880	-	71,181,880
Total capital assets	23,883	13,229,243	5,098,609	52,830,145	2,007,515,454	-	-	-	2,078,697,334	-	2,078,697,334
Accumulated depreciation	(23,883)	(6,858,163)	(3,746,408)	(35,921,977)	(1,173,044,147)	-	-	-	(1,219,594,578)	-	(1,219,594,578)
Total capital assets, net	-	6,371,080	1,352,201	16,908,168	834,471,307	-	-	-	859,102,756	-	859,102,756
Land	-	-	-	4,542,564	97,199,286	-	-	-	101,741,850	-	101,741,850
Construction-in-process	-	2,656,487	-	105,816	44,316,114	-	135,000	-	47,213,417	-	47,213,417
Total capital assets	0	9,027,567	1,352,201	21,556,548	975,986,707	-	135,000	-	1,008,058,023	-	1,008,058,023
Non-current assets											
Restricted investments	-	-	-	-	104,014,934	-	-	-	104,014,934	-	104,014,934
Deferred charges	-	-	-	3,916	-	-	-	-	3,916	-	3,916
Other non-current assets, net amort	-	-	-	-	155,086	-	-	-	155,086	-	155,086
Total non-current assets	-	-	-	3,916	104,170,020	-	-	-	104,173,936	-	104,173,936
Total assets	7,266,309	22,348,830	1,512,770	22,230,164	1,340,279,419	107,978	401,634	61,695	1,394,208,799	(4,295,017)	1,389,913,782
Deferred outflow of resources											
Deferred pension loss	-	-	-	-	17,795,560	-	-	-	17,795,560	-	17,795,560
Deferred pension expense	-	-	-	-	2,165,753	-	-	-	2,165,753	-	2,165,753
Deferred loss on hedging instruments	-	-	-	-	550,771	-	-	-	550,771	-	550,771
Deferred loss on debt refunding	-	-	-	-	2,790,674	-	-	-	2,790,674	-	2,790,674
Total deferred outflow of resources	-	-	-	-	23,302,758	-	-	-	23,302,758	-	23,302,758
Total	\$ 7,266,309	\$ 22,348,830	\$ 1,512,770	\$ 22,230,164	\$ 1,363,582,177	\$ 107,978	\$ 401,634	\$ 61,695	\$ 1,417,511,557	\$ (4,295,017)	\$ 1,413,216,540

**Bi-State Development Agency of the
Missouri-Illinois Metropolitan District
Business Divisions
Quarterly Statement of Financial Position
June 30, 2017
(unaudited)**

	Executive Services	Gateway Arch Tram	Riverfront Attractions	St. Louis Downtown Airport	Metro	St. Louis Regional Freightway	Bi-State Development Research Inst.	Arts In Transit, Inc.	Totals	Interfund Eliminations	Totals After Eliminations
Liabilities											
Current liabilities											
Accounts payable	\$ 142,546	\$ 349,309	\$ 27,962	\$ 98,131	\$ 4,023,582	\$ 29,150	\$ 3,000	\$ -	\$ 4,673,680	\$ -	\$ 4,673,680
Interfund accounts payable	1,245,569	783,376	623,760	169,800	6,220,425	773,817	19,433	-	9,836,180	(4,295,017)	5,541,163
Accrued expenses	268,800	74,500	109,023	72,700	19,042,758	14,901	-	-	19,582,682	-	19,582,682
Other current liabilities	22,500	19,660	124,208	4,100	21,059,988	-	223,650	-	21,454,106	-	21,454,106
Total current liabilities	1,679,415	1,226,845	884,953	344,731	50,346,753	817,868	246,083	-	55,546,648	(4,295,017)	51,251,631
Current liab payable from restricted assets											
Accounts payable and retention	-	472,727	-	786	1,631,199	-	-	-	2,104,712	-	2,104,712
Accrued interest payable	-	25,128	-	-	5,240,322	-	-	-	5,265,450	-	5,265,450
Short-term insurance	-	-	-	-	140,487	-	-	-	140,487	-	140,487
Current portion of long-term debt	-	153,468	-	-	8,275,000	-	-	-	8,428,468	-	8,428,468
Total current liabilities payable from restricted assets	-	651,323	-	786	15,287,008	-	-	-	15,939,117	-	15,939,117
Total current liabilities	1,679,415	1,878,168	884,953	345,517	65,633,761	817,868	246,083	-	71,485,765	(4,295,017)	67,190,748
Non-current liabilities											
Other post-employment benefits	680,223	-	291,183	268,744	49,828,921	(739)	-	-	51,068,332	-	51,068,332
Long-term insurance	300	7,010	33,654	27,154	288,000	-	-	-	356,118	-	356,118
Long-term debt	-	7,355,046	-	-	534,998,749	-	-	-	542,353,795	-	542,353,795
Capital lease obligations	-	-	-	-	104,014,936	-	-	-	104,014,936	-	104,014,936
Unfunded pension liabilities	565,501	148,931	793,381	153,620	109,962,458	11,853	-	-	111,635,744	-	111,635,744
Other non-current liabilities	-	-	-	-	6,315,597	-	-	-	6,315,597	-	6,315,597
Total non-current liabilities	1,246,024	7,510,987	1,118,218	449,518	805,408,661	11,114	-	-	815,744,522	-	815,744,522
Total liabilities	2,925,439	9,389,155	2,003,171	795,035	871,042,422	828,982	246,083	-	887,230,287	(4,295,017)	882,935,270
Deferred pension gain salaried	-	-	-	-	295,539	-	-	-	295,539	-	295,539
Total deferred inflow of resources	-	-	-	-	295,539	-	-	-	295,539	-	295,539
Net Position											
Net position - capital investments	300	14,650,684	1,385,855	21,583,703	486,709,457	-	-	-	524,329,999	-	524,329,999
Net position - unrestricted	4,092,789	(869,136)	(1,961,790)	1,569,884	83,693,714	(223,461)	39,127	22,574	86,363,701	-	86,363,701
Net income (loss)	247,781	(821,873)	85,534	(1,718,458)	(78,158,955)	(497,543)	116,424	39,121	(80,707,969)	-	(80,707,969)
Total net position	4,340,870	12,959,675	(490,401)	21,435,129	492,244,216	(721,004)	155,551	61,695	529,985,731	-	529,985,731
Total	<u>\$ 7,266,309</u>	<u>\$ 22,348,830</u>	<u>\$ 1,512,770</u>	<u>\$ 22,230,164</u>	<u>\$ 1,363,582,177</u>	<u>\$ 107,978</u>	<u>\$ 401,634</u>	<u>\$ 61,695</u>	<u>\$ 1,417,511,557</u>	<u>\$ (4,295,017)</u>	<u>\$ 1,413,216,540</u>

**Bi-State Development Agency of the
Missouri-Illinois Metropolitan District
Business Divisions
Combining Statement of Activities by Business Division
For the Twelve Months Ended June 30, 2017
(unaudited)**

	Executive Services	Gateway Arch Tram	Riverfront Attractions	St. Louis Downtown Airport	Metro	St. Louis Regional Freightway	Bi-State Development Research Inst.	Arts In Transit, Inc.	Totals	Eliminations	Totals After Eliminations
Revenue											
Passenger and service revenues	\$ -	\$ 5,381,448	\$ 2,680,534	\$ 1,348,723	\$ 44,609,159	\$ -	\$ -	\$ -	\$ 54,019,864	\$ (131,145)	\$ 53,888,719
Interfund administrative fees	3,351,034	-	-	-	-	-	-	-	3,351,034	(3,351,034)	-
Partnership fees	-	-	-	-	-	175,000	-	-	175,000	-	175,000
City of St. Louis	-	-	-	-	34,307,042	-	-	-	34,307,042	-	34,307,042
St. Louis County	-	-	-	-	122,753,855	-	-	-	122,753,855	-	122,753,855
St. Clair County Transit District	-	-	-	-	53,535,007	-	-	-	53,535,007	-	53,535,007
State of Missouri and Illinois	-	-	-	-	944,245	-	-	-	944,245	-	944,245
Federal funding	-	-	-	-	18,505,637	-	-	-	18,505,637	-	18,505,637
Other local/regional funding	-	-	-	-	405,474	-	-	-	405,474	-	405,474
Contributions	-	-	-	-	-	-	195,429	64,507	259,936	-	259,936
Advertising, maint services, rental income	213,038	15,080	131,855	117,622	7,673,449	28,005	-	-	8,179,049	-	8,179,049
Interest income	14,167	53,082	-	1,695	7,962,301	-	-	-	8,031,245	-	8,031,245
Other operating revenue	233,124	(61,098)	-	108,930	-	-	-	-	280,956	-	280,956
Total revenue	3,811,363	5,388,512	2,812,389	1,576,970	290,696,169	203,005	195,429	64,507	304,748,344	(3,482,179)	301,266,165
Expense											
Wages and benefits	2,520,123	1,709,553	1,289,119	967,707	186,279,074	332,729	-	-	193,098,305	-	193,098,305
Services	736,062	880,838	279,080	305,168	26,847,218	337,535	77,832	25,386	29,489,119	-	29,489,119
Fuel and lube consumed	-	-	51,780	13,627	10,890,471	-	-	-	10,955,878	-	10,955,878
Materials and supplies	22,730	176,616	423,533	120,189	22,378,022	3,383	800	-	23,125,273	-	23,125,273
Utilities	4,242	106,844	89,755	241,996	7,082,078	-	-	-	7,524,915	-	7,524,915
Casualty and liability costs	5,000	54,541	140,652	51,690	8,316,956	-	-	-	8,568,839	-	8,568,839
Other expenses	274,742	1,629,494	145,494	102,596	5,908,790	26,901	373	-	8,088,390	(3,482,179)	4,606,211
Interest expense	-	305,505	-	-	25,113,239	-	-	-	25,418,744	-	25,418,744
Contribution to outside entities	-	1,072,743	-	-	542,409	-	-	-	1,615,152	-	1,615,152
Other non-operating expense	-	15,055	49,136	14,000	262,781	-	-	-	340,972	-	340,972
Total expense	3,562,899	5,951,189	2,468,549	1,816,973	293,621,038	700,548	79,005	25,386	308,225,587	(3,482,179)	304,743,408
Income (loss) before depreciation	248,464	(562,677)	343,840	(240,003)	(2,924,869)	(497,543)	116,424	39,121	(3,477,243)	-	(3,477,243)
Depreciation and amortization expense	683	257,856	258,306	1,478,455	74,299,249	-	-	-	76,294,549	-	76,294,549
Net income (loss) before transfers	247,781	(820,533)	85,534	(1,718,458)	(77,224,118)	(497,543)	116,424	39,121	(79,771,792)	-	(79,771,792)
Net transfers in (out)	-	(1,340)	-	-	(934,837)	-	-	-	(936,177)	-	(936,177)
Net income (loss)	\$ 247,781	\$ (821,873)	\$ 85,534	\$ (1,718,458)	\$ (78,158,955)	\$ (497,543)	\$ 116,424	\$ 39,121	\$ (80,707,969)	\$ -	\$ (80,707,969)



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Executive Services

For the 12 Months Ended June 30, 2017

(Preliminary, subject to audit)

Fast Facts

Executive Services is a service company supporting all Bi-State Development operating units.

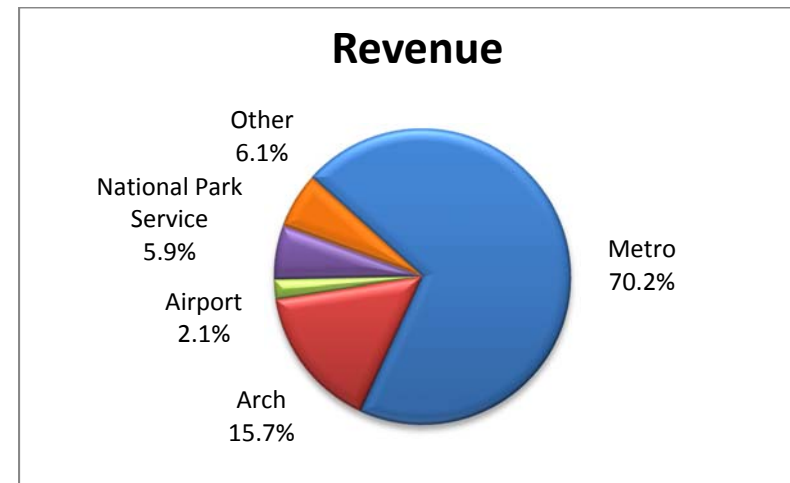
Moody's Investors Service upgraded Bi-State Development's bond credit ratings for lien sales tax bonds from Aa3 to Aa2, and the rating for senior lien sales tax bonds from A1 to Aa3. Factors influencing the upgrades were stability in pledged revenues and diverse tax base. The new ratings are some the highest grades assigned by Moody's Investors Service. These improved ratings give the company a stronger market position and allow for pursuing better investment and development opportunities.

Financial Data

Income before depreciation is \$248.5 thousand and 20.7% less than the prior year. Revenues are up 8.9% and expenses are up 11.8%, compared to the fiscal year 2016.

Total revenue includes the management fee assessments to Bi-State Development business units and the National Park Service. Total revenue is \$3.8 million, up from last year's total of \$3.5 million. Metro transit's management fee is assessed on a percent of Executive Services total operating expense.

Other operating revenue includes revenue and expenses for the annual meeting held in the second fiscal quarter.



Executive Services

For the 12 Months Ended June 30, 2017

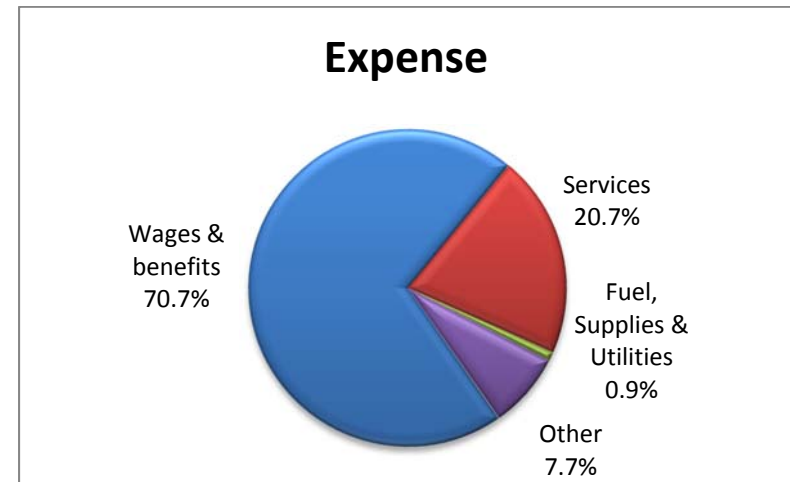
(Preliminary, subject to audit)

Total expense is \$3.6 million compared to \$3.2 million in FY 2016.

Wages and benefits are 12.1% greater than fiscal year 2016 and 1.1% greater than budget, due to higher benefits.

Services are 13.3% greater than fiscal year 2016 and 35.0% less than budget. Lower consulting and legal fees contribute to the favorable balance to budget.

Other expenses are 4.5% higher than fiscal year 2016 as a result of higher dues payments.



Executive Services
Quarterly Statement of Financial Position
June 30, 2017
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Assets							
Current assets							
Cash	\$ 5,822,264	\$ 5,953,052	\$ (130,788)	(2.2)	\$ 4,066,098	\$ 1,756,166	43.2
Accounts and notes receivable	75,369	787	74,582	n/a	74,318	1,051	1.4
Interfund accounts receivable	1,308,222	193,272	1,114,950	576.9	1,801,429	(493,207)	(27.4)
Other current assets	60,454	-	60,454	n/a	40,701	19,753	48.5
Total current assets	7,266,309	6,147,111	1,119,198	18.2	5,982,546	1,283,763	21.5
Capital assets							
Capital assets	23,883	40,741	(16,858)	(41.4)	56,240	(32,357)	(57.5)
Accumulated depreciation	(23,883)	(38,768)	14,885	38.4	(53,584)	29,701	55.4
Total capital assets, net	-	1,973	(1,973)	(100.0)	2,656	(2,656)	(100.0)
Total capital assets	-	1,973	(1,973)	(100.0)	2,656	(2,656)	(100.0)
Total assets	7,266,309	6,149,084	1,117,225	18.2	5,985,202	1,281,107	21.4
Total	<u>\$ 7,266,309</u>	<u>\$ 6,149,084</u>	<u>\$ 1,117,225</u>	18.2	<u>\$ 5,985,202</u>	<u>\$ 1,281,107</u>	21.4

Executive Services
Quarterly Statement of Financial Position
June 30, 2017
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Liabilities							
Current liabilities							
Accounts payable	\$ 142,546	\$ 106,910	\$ 35,636	33.3	\$ 134,218	\$ 8,328	6.2
Interfund accounts payable	1,245,569	218,355	1,027,214	470.4	221,832	1,023,737	461.5
Accrued expenses	268,800	241,700	27,100	11.2	268,300	500	0.2
Other current liabilities	22,500	-	22,500	n/a	18,250	4,250	23.3
Total current liabilities	1,679,415	566,965	1,112,450	196.2	642,600	1,036,815	161.3
Non-current liabilities							
Other post-employment benefits	680,223	703,396	(23,173)	(3.3)	683,711	(3,488)	(0.5)
Long-term insurance	300	300	-	-	300	-	-
Unfunded pension liabilities	565,501	565,501	-	-	565,501	-	-
Total non-current liabilities	1,246,024	1,269,197	(23,173)	(1.8)	1,249,512	(3,488)	(0.3)
Total liabilities	2,925,439	1,836,162	1,089,277	59.3	1,892,112	1,033,327	54.6
Net Position							
Net position - capital investments	300	2,273	(1,973)	(86.8)	234,216	(233,916)	(99.9)
Net position	4,092,789	4,090,816	1,973	-	3,547,519	545,270	15.4
Net income (loss)	247,781	219,833	27,948	12.7	311,355	(63,574)	(20.4)
Total net position	4,340,870	4,312,922	27,948	0.6	4,093,090	247,780	6.1
Total	<u>\$ 7,266,309</u>	<u>\$ 6,149,084</u>	<u>\$ 1,117,225</u>	18.2	<u>\$ 5,985,202</u>	<u>\$ 1,281,107</u>	21.4

Executive Services
Statement of Activities
For the Quarter Ended June 30, 2017
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Revenue										
Admin fees - Transit	\$ 694,993	\$ 753,541	\$ (58,548)	(7.8)	\$ 567,807	\$ 2,672,175	\$ 3,014,162	\$ (341,987)	(11.3)	\$ 2,385,006
Admin fees - Gateway Arch	163,008	302,394	(139,386)	(46.1)	269,853	600,010	803,307	(203,297)	(25.3)	600,346
Admin fees - Airport	20,599	18,818	1,781	9.5	18,551	78,849	75,271	3,578	4.8	77,130
National Park Service management fee	66,498	102,284	(35,786)	(35.0)	69,318	226,097	283,784	(57,687)	(20.3)	260,750
Other operating revenue	3,375	22,645	(19,270)	(85.1)	-	213,038	90,579	122,459	135.2	172,800
Other revenue	-	-	-	-	-	7,027	-	7,027	-	-
Service fee revenue	118	-	118	-	-	-	-	-	-	-
Interest income	7,987	675	7,312	1,083.3	1,486	14,167	2,700	11,467	424.7	4,548
Total revenue	<u>956,578</u>	<u>1,200,357</u>	<u>(243,779)</u>	<u>(20.3)</u>	<u>927,015</u>	<u>3,811,363</u>	<u>4,269,803</u>	<u>(458,440)</u>	<u>(10.7)</u>	<u>3,500,580</u>
Expense										
Wages and benefits ¹	692,506	620,125	(72,381)	(11.7)	560,918	2,520,123	2,493,061	(27,062)	(1.1)	2,247,531
Services	173,855	277,052	103,197	37.2	144,873	736,062	1,132,305	396,243	35.0	649,563
Fuel and lube consumed	-	366	366	100.0	40	-	1,464	1,464	100.0	835
Materials and supplies	7,077	6,602	(475)	(7.2)	10,586	22,730	26,406	3,676	13.9	20,191
Utilities	951	2,162	1,211	56.0	2,293	4,242	8,649	4,407	51.0	6,344
Casualty and liability costs	-	-	-	-	-	5,000	-	(5,000)	-	-
Other expenses	52,268	88,826	36,558	41.2	45,646	274,742	356,727	81,985	23.0	262,824
Other non-operating expense	1,973	-	(1,973)	-	-	-	-	-	-	-
Total expense	<u>928,630</u>	<u>995,133</u>	<u>66,503</u>	<u>6.7</u>	<u>764,356</u>	<u>3,562,899</u>	<u>4,018,612</u>	<u>455,713</u>	<u>11.3</u>	<u>3,187,288</u>
Income (loss) before depreciation	<u>27,948</u>	<u>205,224</u>	<u>(177,276)</u>	<u>(86.4)</u>	<u>162,659</u>	<u>248,464</u>	<u>251,191</u>	<u>(2,727)</u>	<u>(1.1)</u>	<u>313,292</u>
Depreciation and amortization expense	-	297	297	100.0	297	683	1,941	1,258	64.8	1,937
Net income (loss)	<u>\$ 27,948</u>	<u>\$ 204,927</u>	<u>\$ (176,979)</u>	<u>(86.4)</u>	<u>\$ 162,362</u>	<u>\$ 247,781</u>	<u>\$ 249,250</u>	<u>\$ (1,469)</u>	<u>(0.6)</u>	<u>\$ 311,355</u>

¹ - Detailed schedule included.

Executive Services
Detailed Schedule of Wages and Benefits
For the Quarter Ended June 30, 2017
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Personnel expense										
Wages	\$ 560,946	\$ 492,950	\$ (67,996)	(13.8)	\$ 454,408	\$ 2,017,371	\$ 1,979,383	\$ (37,988)	(1.9)	\$ 1,813,413
Company paid benefits										
Payroll related taxes and insurance										
FICA	38,280	37,711	(569)	(1.5)	31,112	135,898	151,423	15,525	10.3	120,431
Unemployment insurance	204	1,378	1,174	85.2	373	3,152	9,450	6,298	66.6	3,667
Worker's compensation insurance	-	1,366	1,366	100.0	-	-	5,686	5,686	100.0	-
Health and welfare										
Medical	39,713	31,125	(8,588)	(27.6)	34,975	150,486	124,500	(25,986)	(20.9)	139,188
Dental	1,078	981	(97)	(9.9)	1,137	4,478	3,922	(556)	(14.2)	4,075
Other post employment benefits	7,101	15,363	8,262	53.8	240	27,023	61,688	34,665	56.2	12,776
Life insurance / AD&D	791	236	(555)	(235.2)	556	2,755	946	(1,809)	(191.2)	1,916
Short and long term disability	2,901	1,519	(1,382)	(91.0)	3,646	12,682	6,076	(6,606)	(108.7)	12,340
FMLA administration expense	-	101	101	100.0	127	175	403	228	56.6	468
EAP expense	67	66	(1)	(1.5)	67	279	264	(15)	(5.7)	239
Retirement										
Pension expense	16,130	17,258	1,128	6.5	12,549	64,937	69,030	4,093	5.9	57,777
401 K contributions	25,295	20,071	(5,224)	(26.0)	24,468	101,070	80,290	(20,780)	(25.9)	84,808
Other										
Benefit costs applied to capital projects.	-	-	-	-	(2,740)	(183)	-	183	-	(5,957)
Total company paid benefits	<u>131,560</u>	<u>127,175</u>	<u>(4,385)</u>	<u>(3.4)</u>	<u>106,510</u>	<u>502,752</u>	<u>513,678</u>	<u>10,926</u>	<u>2.1</u>	<u>434,118</u>
Total wages and benefits	<u>\$ 692,506</u>	<u>\$ 620,125</u>	<u>\$ (72,381)</u>	<u>(11.7)</u>	<u>\$ 560,918</u>	<u>\$ 2,520,123</u>	<u>\$ 2,493,061</u>	<u>\$ (27,062)</u>	<u>(1.1)</u>	<u>\$ 2,247,531</u>

Executive Services
Cash Receipts and Disbursements Schedule
For the Quarter Ended June 30, 2017
(unaudited)

<u>Description</u>	<u>Total</u>	<u>Executive Services Operating Fund</u>	<u>Investments Operating Fund</u>	<u>Other Restricted Fund</u>
Balance at April 1, 2017				
Cash & Investments	\$ 5,953,052	\$ 25,001	\$ 5,224,654	\$ 703,397
Add:				
Metro	408,222	139,996	268,226	-
Gateway Arch Tram	71,613	12,950	58,663	-
St Louis Downtown Airport	14,585	6,516	8,069	-
St. Louis Regional Freightway	5,634	-	5,634	-
Interest received	7,988	18	7,970	-
Total cash receipts	<u>508,042</u>	<u>159,480</u>	<u>348,562</u>	<u>-</u>
Interfund transfers	-	56,992	444,708	(501,700)
Less:				
Cash disbursements	<u>(638,830)</u>	<u>(218,631)</u>	<u>(420,199)</u>	<u>-</u>
Total cash disbursements	<u>(638,830)</u>	<u>(218,631)</u>	<u>(420,199)</u>	<u>-</u>
Balance at June 30, 2017				
Cash & Investments	<u>\$ 5,822,264</u>	<u>\$ 22,842</u>	<u>\$ 5,597,725</u>	<u>\$ 201,697</u>

Executive Services
Statement of Cash Flows
For the Twelve Months Ended June 30, 2017
(unaudited)

Cash flows from operating activities		Supplemental disclosure of cash flow information
Receipts from customers	\$ 438,084	
Payments to employees	(2,523,110)	Noncash Activities:
Payments to vendors	(1,044,954)	None
Payments for self-insurance	(5,000)	
Receipts (payments) from inter-fund activity	<u>4,867,977</u>	
Net cash provided by (used in) operating activities	<u>1,732,997</u>	
Cash flows from non capital financing activities		
Nonoperating contributions	<u>9,000</u>	
Net cash provided by (used in) non capital financing activities	<u>9,000</u>	
Cash flows from capital and related financing activities		
None		
Cash flows from investing activities		
Interest received	<u>14,169</u>	
Net cash provided by (used in) investing activities	<u>14,169</u>	
Net increase (decrease) in cash and cash equivalents	1,756,166	
Cash and cash equivalents, beginning of year	<u>4,066,098</u>	
Cash and cash equivalents, year to date	<u>\$ 5,822,264</u>	

Executive Services
Capital Expenditures for Active Projects
For the Quarter Ended June 30, 2017
(unaudited)

Description	Budget	Current	Year-To-Date	Life-To-Date	Balance
Project #	\$ -	\$ -	\$ -	\$ -	\$ -
Total Active Projects	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>



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Gateway Arch Tram

For the 12 Months Ended June 30, 2017

(Preliminary, subject to audit)

Fast Facts

The Gateway Arch Transportation System reopened April 19, 2017 with the South Tram taking visitors to the top. The second tram opening was delayed longer than anticipated due to the occurrence of a flooded North Tram Load Zone, resulting in an earlier than expected rope replacement. The North Tram was able to reopen July 18, 2017 allowing for a return to full summer operation.

Financial Data

Loss before depreciation for the Gateway Arch Tram for is \$562.7 thousand.

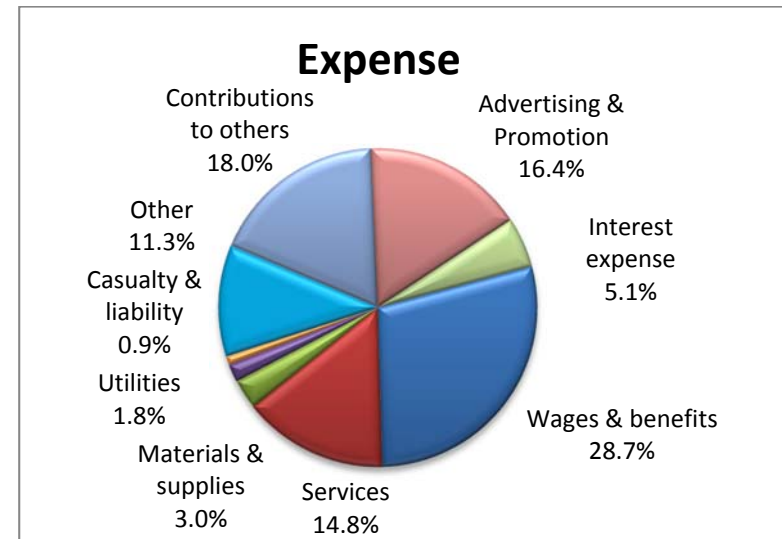
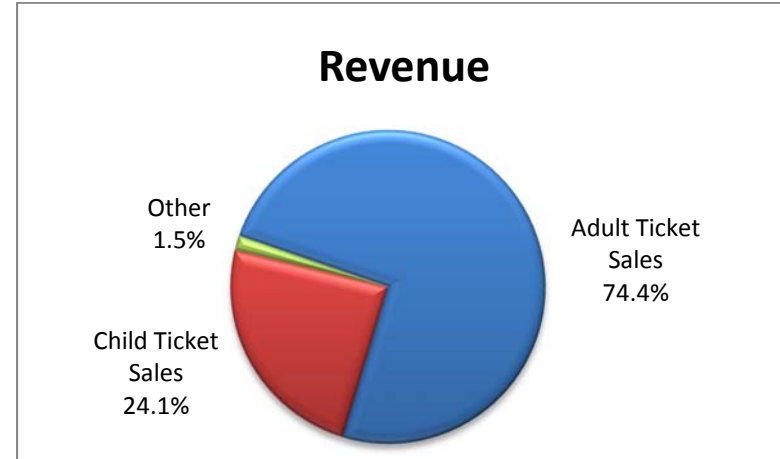
Revenue is \$5.4 million and is \$11.0 thousand less than the prior year. Although the number of adult and child tickets sold has decreased, a strategic change in ticketing pricing resulted in actual revenue nearly attaining prior year revenue.

Total expense is \$6.0 million compared to \$2.9 million in FY 2016.

Wages and benefits \$1.7 million in expense is 4.9% greater than prior year.

Services expense exceed prior year by \$140.7 thousand due to higher National Park Service stand-by mechanics cost.

Contributions to outside entities is \$1.1 million. The majority of the payments were made to the National Park Service.



Gateway Arch Tram

For the 12 Months Ended June 30, 2017
(Preliminary, subject to audit)

Performance Data

Tram Ridership Comparison			
	<u>Adult</u>	<u>Child</u>	<u>Total</u>
FY17 Actual	411,066	131,947	543,013
FY17 Budget	561,059	210,326	771,385
FY16 Actual	522,750	174,155	696,905

Tram ridership was 29.6% less than budget. Tram ridership decreased 22.1% compared to prior year due to the Arch grounds construction and motor generator set replacement.

Gateway Arch Tram
Quarterly Statement of Financial Position
June 30, 2017
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Assets							
Current assets							
Cash	\$ 13,124,872	\$ 12,658,138	\$ 466,734	3.7	\$ 17,987,902	\$ (4,863,030)	(27.0)
Accounts and notes receivable	107,602	-	107,602	n/a	6,547	101,055	n/a
Interfund accounts receivable	100,000	1,183,447	(1,083,447)	(91.6)	1,398,580	(1,298,580)	(92.8)
Federal, state and local assistance receivable	(45,900)	774,038	(819,938)	(105.9)	16,793	(62,693)	(373.3)
Other current assets	34,689	15,810	18,879	119.4	-	34,689	n/a
Total current assets	13,321,263	14,631,433	(1,310,170)	(9.0)	19,409,822	(6,088,559)	(31.4)
Capital assets							
Capital assets	13,229,243	7,028,301	6,200,942	88.2	6,708,247	6,520,996	97.2
Accumulated depreciation	(6,858,163)	(6,757,159)	(101,004)	(1.5)	(6,684,557)	(173,606)	(2.6)
Total capital assets, net	6,371,080	271,142	6,099,938	n/a	23,690	6,347,390	n/a
Construction-in-process	2,656,487	8,015,947	(5,359,460)	(66.9)	4,114,507	(1,458,020)	(35.4)
Total capital assets	9,027,567	8,287,089	740,478	8.9	4,138,197	4,889,370	118.2
Total assets	22,348,830	22,918,522	(569,692)	(2.5)	23,548,019	(1,199,189)	(5.1)
Total	<u>\$ 22,348,830</u>	<u>\$ 22,918,522</u>	<u>\$ (569,692)</u>	<u>(2.5)</u>	<u>\$ 23,548,019</u>	<u>\$ (1,199,189)</u>	<u>(5.1)</u>

Gateway Arch Tram
Quarterly Statement of Financial Position
June 30, 2017
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Liabilities							
Current liabilities							
Accounts payable	\$ 349,309	\$ 188,924	\$ 160,385	84.9	\$ 743,267	\$ (393,958)	(53.0)
Interfund accounts payable	783,376	1,309,793	(526,417)	(40.2)	965,850	(182,474)	(18.9)
Accrued expenses	74,500	66,300	8,200	12.4	58,700	15,800	26.9
Other current liabilities	19,660	11,364	8,296	73.0	18,848	812	4.3
Total current liabilities	1,226,845	1,576,381	(349,536)	(22.2)	1,786,665	(559,820)	(31.3)
Current liab payable from restricted assets							
Accounts payable and retention	472,727	412,380	60,347	14.6	142,246	330,481	232.3
Accrued interest payable	25,128	101,511	(76,383)	(75.2)	25,622	(494)	(1.9)
Current portion of long-term debt	153,468	150,447	3,021	2.0	147,486	5,982	4.1
Total current liabilities payable from restricted assets	651,323	664,338	(13,015)	(2.0)	315,354	335,969	106.5
Total current liabilities	1,878,168	2,240,719	(362,551)	(16.2)	2,102,019	(223,851)	(10.6)
Non-current liabilities							
Other post-employment benefits	-	5,782	(5,782)	(100.0)	-	-	n/a
Long-term insurance	7,010	7,010	-	-	7,010	-	-
Long-term debt	7,355,046	7,432,545	(77,499)	(1.0)	7,508,514	(153,468)	(2.0)
Unfunded pension liabilities	148,931	148,931	-	-	148,931	-	-
Total non-current liabilities	7,510,987	7,594,268	(83,281)	(1.1)	7,664,455	(153,468)	(2.0)
Total liabilities	9,389,155	9,834,987	(445,832)	(4.5)	9,766,474	(377,319)	(3.9)
Net Position							
Net position - capital investments	14,650,684	13,356,361	1,294,323	9.7	-	14,650,684	n/a
Net position	(869,136)	425,187	(1,294,323)	(304.4)	11,380,463	(12,249,599)	(107.6)
Net income (loss)	(821,873)	(698,013)	(123,860)	(17.7)	2,401,082	(3,222,955)	(134.2)
Total net position	12,959,675	13,083,535	(123,860)	(0.9)	13,781,545	(821,870)	(6.0)
Total	\$ 22,348,830	\$ 22,918,522	\$ (569,692)	(2.5)	\$ 23,548,019	\$ (1,199,189)	(5.1)

Gateway Arch Tram
Statement of Activities
For the Quarter Ended June 30, 2017
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Revenue										
Arch tickets	\$ 1,563,694	\$ 2,831,260	\$ (1,267,566)	(44.8)	\$ 2,302,502	\$ 5,381,448	\$ 7,713,850	\$ (2,332,402)	(30.2)	\$ 5,417,105
Other operating revenue	4,345	150	4,195	2,796.7	1,606	15,080	600	14,480	2,413.3	22,331
Other revenue	6,176	-	6,176	-	-	-	-	-	-	-
Service fee revenue	4,410	9,600	(5,190)	(54.1)	4,260	11,433	28,799	(17,366)	(60.3)	18,918
Interest income	17,923	3,573	14,350	401.6	7,663	53,082	14,293	38,789	271.4	16,536
Sales discount	(27,126)	(46,187)	19,061	41.3	(26,359)	(72,531)	(109,492)	36,961	33.8	(75,357)
Total revenue	<u>1,569,422</u>	<u>2,798,396</u>	<u>(1,228,974)</u>	<u>(43.9)</u>	<u>2,289,672</u>	<u>5,388,512</u>	<u>7,648,050</u>	<u>(2,259,538)</u>	<u>(29.5)</u>	<u>5,399,533</u>
Expense										
Wages and benefits ¹	513,663	593,028	79,365	13.4	492,053	1,709,553	2,056,282	346,729	16.9	1,630,092
Services	219,648	262,371	42,723	16.3	217,873	880,838	1,023,209	142,371	13.9	740,107
Materials and supplies	23,299	34,103	10,804	31.7	(56,065)	176,616	254,119	77,503	30.5	5,631
Utilities	26,317	34,017	7,700	22.6	32,788	106,844	114,585	7,741	6.8	105,074
Casualty and liability costs	13,876	14,036	160	1.1	12,162	54,541	56,143	1,602	2.9	53,717
Other expenses	437,592	570,345	132,753	23.3	516,495	1,629,494	1,708,236	78,742	4.6	1,208,161
Interest expense	75,884	76,500	616	0.8	76,866	305,505	305,999	494	0.2	307,465
Contribution to outside entities	281,999	-	(281,999)	-	46,455	1,072,743	-	(1,072,743)	-	(1,131,639)
Other non-operating expense	-	-	-	-	4,989	15,055	-	(15,055)	-	5,368
Total expense	<u>1,592,278</u>	<u>1,584,400</u>	<u>(7,878)</u>	<u>(0.5)</u>	<u>1,343,616</u>	<u>5,951,189</u>	<u>5,518,573</u>	<u>(432,616)</u>	<u>(7.8)</u>	<u>2,924,031</u>
Income (loss) before depreciation	<u>(22,856)</u>	<u>1,213,996</u>	<u>(1,236,852)</u>	<u>(101.9)</u>	<u>946,056</u>	<u>(562,677)</u>	<u>2,129,477</u>	<u>(2,692,154)</u>	<u>(126.4)</u>	<u>2,475,502</u>
Depreciation and amortization expense	<u>101,004</u>	<u>28,765</u>	<u>(72,239)</u>	<u>(251.1)</u>	<u>14,044</u>	<u>257,856</u>	<u>151,874</u>	<u>(105,982)</u>	<u>(69.8)</u>	<u>73,793</u>
Net income (loss) before transfers	<u>(123,860)</u>	<u>1,185,231</u>	<u>(1,309,091)</u>	<u>(110.5)</u>	<u>932,012</u>	<u>(820,533)</u>	<u>1,977,603</u>	<u>(2,798,136)</u>	<u>(141.5)</u>	<u>2,401,709</u>
Net transfers in (out)	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(1,340)</u>	<u>-</u>	<u>(1,340)</u>	<u>-</u>	<u>(627)</u>
Net income (loss)	<u>\$ (123,860)</u>	<u>\$ 1,185,231</u>	<u>\$ (1,309,091)</u>	<u>(110.5)</u>	<u>\$ 932,012</u>	<u>\$ (821,873)</u>	<u>\$ 1,977,603</u>	<u>\$ (2,799,476)</u>	<u>(141.6)</u>	<u>\$ 2,401,082</u>

¹ - Detailed schedule included.

Gateway Arch Tram
Detailed Schedule of Wages and Benefits
For the Quarter Ended June 30, 2017
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Personnel expense										
Wages	\$ 432,595	\$ 465,628	\$ 33,033	7.1	\$ 414,674	\$ 1,413,588	\$ 1,571,121	\$ 157,533	10.0	\$ 1,350,187
Company paid benefits										
Payroll related taxes and insurance										
FICA	31,807	35,420	3,613	10.2	33,480	104,905	120,191	15,286	12.7	104,733
Unemployment insurance	1,767	7,078	5,311	75.0	3,583	9,429	25,698	16,269	63.3	11,234
Worker's compensation insurance	1,933	4,704	2,771	58.9	3,046	6,725	18,375	11,650	63.4	15,016
Health and welfare										
Medical	30,452	31,275	823	2.6	26,657	117,355	125,100	7,745	6.2	105,773
Dental	885	968	83	8.6	934	3,762	3,871	109	2.8	3,203
Other post employment benefits	2,667	6,724	4,057	60.3	126	10,001	27,000	16,999	63.0	4,796
Life insurance / AD&D	349	235	(114)	(48.5)	244	1,239	939	(300)	(31.9)	844
Short and long term disability	1,005	1,509	504	33.4	1,175	4,500	6,037	1,537	25.5	4,233
FMLA administration expense	-	100	100	100.0	943	1,146	400	(746)	(186.5)	2,878
EAP expense	56	65	9	13.8	57	241	262	21	8.0	202
Retirement										
Pension expense	4,033	17,272	13,239	76.7	3,251	19,329	69,087	49,758	72.0	15,216
401 K contributions	11,058	19,943	8,885	44.6	11,078	44,189	79,772	35,583	44.6	40,665
Other										
Uniform allowance	3,268	2,107	(1,161)	(55.1)	5,142	5,918	8,429	2,511	29.8	7,690
Miscellaneous benefits	-	-	-	-	-	6,550	-	(6,550)	-	3,748
Benefit costs applied to capital projects.	(8,212)	-	8,212	-	(12,337)	(39,324)	-	39,324	-	(40,326)
Total company paid benefits	<u>81,068</u>	<u>127,400</u>	<u>46,332</u>	<u>36.4</u>	<u>77,379</u>	<u>295,965</u>	<u>485,161</u>	<u>189,196</u>	<u>39.0</u>	<u>279,905</u>
Total wages and benefits	<u>\$ 513,663</u>	<u>\$ 593,028</u>	<u>\$ 79,365</u>	<u>13.4</u>	<u>\$ 492,053</u>	<u>\$ 1,709,553</u>	<u>\$ 2,056,282</u>	<u>\$ 346,729</u>	<u>16.9</u>	<u>\$ 1,630,092</u>

Gateway Arch Tram
Cash Receipts and Disbursements Schedule
For the Quarter Ended June 30, 2017
(unaudited)

Description	Total	Arch Collection Facility Fund	Arch Levy Pass Fund	JNEM Arch Operating Fund	JNEM Beneficial Fund	Drainage Project Fund	Exhibit Rehabilitation Fund	Motor Generator Sets Design Fund	Other Restricted Fund	2014 Arch Bonds Project Fund	2014 Arch Bonds Debt Service Reserve Fund	2014 Arch Bonds Debt Service Fund	2014 Arch Bonds Debt Revenue Fund
Balance at April 1, 2017													
Cash & Investments	\$ 12,658,138	\$ 285,572	\$ 250	\$ 257,881	\$ 5,097,817	\$ 480,382	\$ 3,073,991	\$ 98,119	\$ 500,000	\$ 2,169,629	\$ 454,652	\$ 227,210	\$ 12,635
Add:													
Revenue receipts	5,070,233	5,070,233	-	-	-	-	-	-	-	-	-	-	-
Interest received	17,922	-	-	975	7,188	670	3,979	133	-	3,856	698	348	75
Total cash receipts	<u>5,088,155</u>	<u>5,070,233</u>	<u>-</u>	<u>975</u>	<u>7,188</u>	<u>670</u>	<u>3,979</u>	<u>133</u>	<u>-</u>	<u>3,856</u>	<u>698</u>	<u>348</u>	<u>75</u>
Interfund transfers	-	(703,887)	-	124,183	-	-	-	-	(46,714)	-	(1,865)	36,974	591,309
Less:													
Cash disbursements	(4,621,421)	(2,280,105)	-	(304,989)	(23,953)	(12,133)	(523,144)	(6,077)	-	(640,259)	-	(226,742)	(604,019)
Total cash disbursements	<u>(4,621,421)</u>	<u>(2,280,105)</u>	<u>-</u>	<u>(304,989)</u>	<u>(23,953)</u>	<u>(12,133)</u>	<u>(523,144)</u>	<u>(6,077)</u>	<u>-</u>	<u>(640,259)</u>	<u>-</u>	<u>(226,742)</u>	<u>(604,019)</u>
Balance at June 30, 2017													
Cash & Investments	<u>\$ 13,124,872</u>	<u>\$ 2,371,813</u>	<u>\$ 250</u>	<u>\$ 78,050</u>	<u>\$ 5,081,052</u>	<u>\$ 468,919</u>	<u>\$ 2,554,826</u>	<u>\$ 92,175</u>	<u>\$ 453,286</u>	<u>\$ 1,533,226</u>	<u>\$ 453,485</u>	<u>\$ 37,790</u>	<u>\$ -</u>

Gateway Arch
Statement of Cash Flows
For the Twelve Months Ended June 30, 2017
(unaudited)

Cash flows from operating activities		Supplemental disclosure of cash flow information
Receipts from customers	\$ 5,234,375	
Payments to employees	(1,693,753)	Noncash Activities:
Payments to vendors	(2,621,617)	None
Payments for self-insurance	(54,541)	
Receipts (payments) from inter-fund activity	<u>516,096</u>	
Net cash provided by (used in) operating activities	<u>1,380,560</u>	
Cash flows from non capital financing activities		
Operating assistance received	62,696	
Contributions to outside entities	(1,072,743)	
Net transfers	(1,340)	
Nonoperating contributions	<u>(15,055)</u>	
Net cash provided by (used in) non capital financing activities	<u>(1,026,442)</u>	
Cash flows from capital and related financing activities		
Acquisitions of capital assets	(4,816,744)	
Payments of long-term debt	(147,486)	
Interest Paid	<u>(305,999)</u>	
Cash flows from capital and related financing activities	<u>(5,270,229)</u>	
Cash flows from investing activities		
Interest received	<u>53,081</u>	
Net cash provided by (used in) investing activities	<u>53,081</u>	
Net increase (decrease) in cash and cash equivalents	<u>(4,863,030)</u>	
Cash and cash equivalents, beginning of year	<u>17,987,902</u>	
Cash and cash equivalents, year to date	<u>\$ 13,124,872</u>	

Gateway Arch Tram
Capital Expenditures for Active Projects
For the Quarter Ended June 30, 2017
(unaudited)

Description			Budget	Current	Year-To-Date	Life-To-Date	Balance
Project #							
1728	JNEM Trench Drain Project	xy	\$ 2,288,001	\$ 878	\$ 32,033	\$ 1,595,315	\$ 692,686
1824	Load Zone Rehabilitation	x	3,427,280	197,798	1,300,429	2,294,266	1,133,014
1825	JNEM Rail Station Improvements	z	359,612	-	1,340	98,797	260,815
1826	JNEM Arch Lobby Rehabilitation	y	1,087,107	13,229	207,175	284,232	802,875
1903	Arch Motor Generator Replacement	x	7,492,163	636,040	3,682,637	6,137,972	1,354,191
2034	Arch Ticketing Upgrade	y	400,000	-	27,759	402,048	(2,048)
2073	PGAV - Arch Welcoming Portal		44,000	-	-	13,238	30,762
2124	Gateway Arch Furnishings		156,000	29	65,352	65,352	90,648
2126	Professional Services to NPS		225,000	21,806	45,605	45,605	179,395
2131	JNEM Signage Project 2016	y	590,000	1,594	29,516	29,516	560,484
Total Active Projects			\$ 16,069,163	\$ 871,374	\$ 5,391,846	\$ 10,966,341	\$ 5,102,822

x Projects are carryover from prior year.

y Upon completion of this project, assets to be contributed to National Park Service (NPS).

z Upon completion of this project, assets to be contributed to Metro Transit



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Metro

For the 12 Months Ended June 30, 2017

(Preliminary, subject to audit)

Fast Facts

In June 2017, Metro officials broke ground on the new Boyle Street MetroLink Station. The \$12.9 million station is funded by a \$10.3 million TIGER grant and a public-private partnership with BJC Healthcare, Cortex, Great Rivers Greenway, Washington University and St. Louis Development Corp. Construction is expected to be complete in 2018.

In April 2017, City of St. Louis voters passed Proposition 1 with 60.4% of the votes. Prop 1 is a one-half cent sales tax which is expected to generate \$20 million annually. \$12 million of the funds are supposed to go towards constructing a new 8-mile MetroLink extension in the city. The remaining \$8 million is for public safety, a youth empowerment fund, neighborhood revitalization and job training.

In April 2017, Metro hosted a Links2Life Program at the North County Transit Center. Metro transit riders, nearby residents and others were able to meet with local medical, health and wellness providers, and summer youth activity partners, including the YMCA, Christian Hospital, Blueprint4Summer, Citizens for Modern Transit (CMT) and AARP.

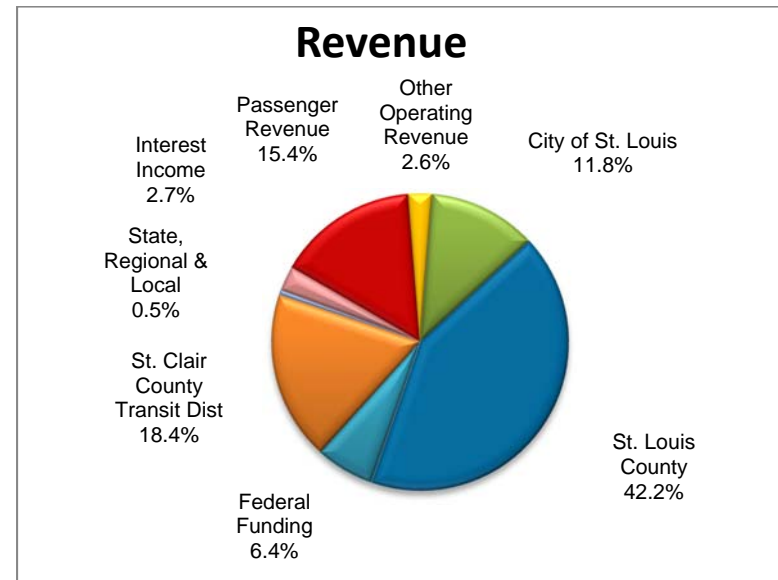
The Federal Highway Administration recognized Metro for the development and planning of the North County Transit Center in Ferguson, Missouri. The project earned an honorable mention in the competitive 2017 FHWA Transportation Planning Excellence Awards, sponsored by the FHWA and the American Planning Association.

Financial Data

Loss before depreciation for the twelve months ended June 30, 2017 was \$2.9 million. Compared to budget, revenue was down 6.1% and total expenses are favorable 5.7%.

Revenue

The chart below illustrates the relative size of each revenue source in fiscal year 2017.



Passenger Revenue of \$44.6 million is 12.8% less than budget and 8.7% less than the prior year due to ridership decline.

Metro

For the 12 Months Ended June 30, 2017
(Preliminary, subject to audit)

Advertising, maintenance services and rental income is below budget due to lower than expected paratransit contract and ATS revenue.

Interest revenue is favorable to budget and FY 2016 due to longer term investment strategy and rising rates.

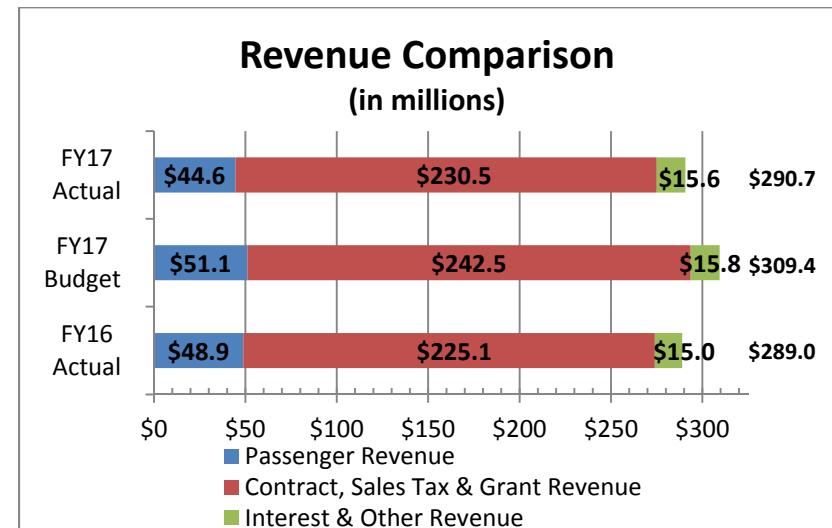
Contract, Sales Tax & Grant Revenue

Combined St. Louis City and County sales tax used in operations by Bi-State Development was up 2.5% from FY 2016 actual. Sales taxes are remitted to Bi-State Development from the local Missouri jurisdictions in return for services provided.

St. Clair County Transit District payment of \$53.5 million is 3.2% greater than budget and 7.9% greater than the prior year. St. Clair County contracts for service and pays 100% of the cost.

Federal funding of \$18.5 million includes federal vehicle maintenance funds of \$16.0 million.

The Revenue Comparison chart reports revenue trends in each major revenue category.

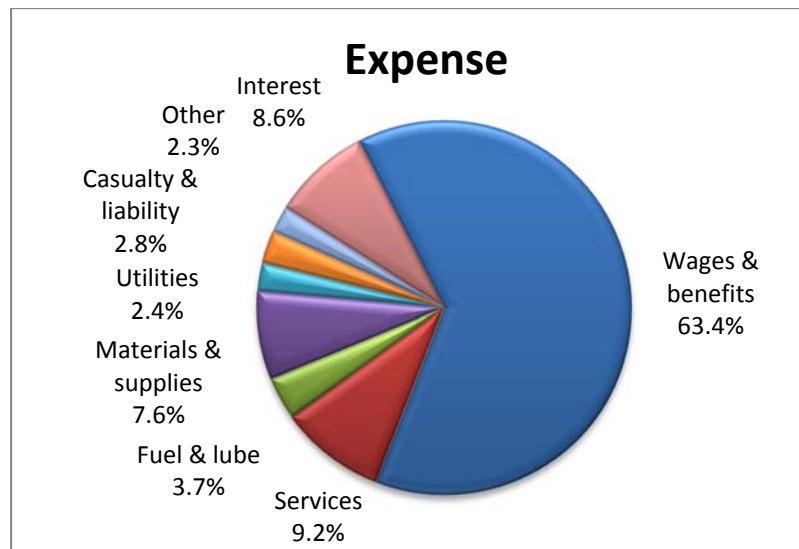


Metro

For the 12 Months Ended June 30, 2017
(Preliminary, subject to audit)

Expense

The chart below illustrates the relative significance of each expense in FY 2017.



Wages and benefits of \$186.3 million are 0.1% favorable to budget. The favorable variance in wages and benefits is due to vacant positions and changes in retiree medical benefit policy.

Services of \$26.8 million are favorable to budget and FY 2016 due to lower than anticipated maintenance, custodial and outside services.

Fuel and lube consumed is \$3.1 million favorable to budget and \$3.5 million favorable to FY 2016 due to lower diesel prices and more fuel efficient buses placed in service.

Materials and supplies expenditures of \$22.4 million are 15.6% favorable to budget due to less than anticipated repair parts and ticket stock spending.

Utilities are favorable to budget by \$1.5 million or 17.5% as a result of lower than budgeted natural gas prices and less electricity usage.

Casualty & liability expense is \$3.6 million or 75.5% unfavorable to budget due to higher than expected self-insured claims that include MetroBus and MetroLink related accidents.

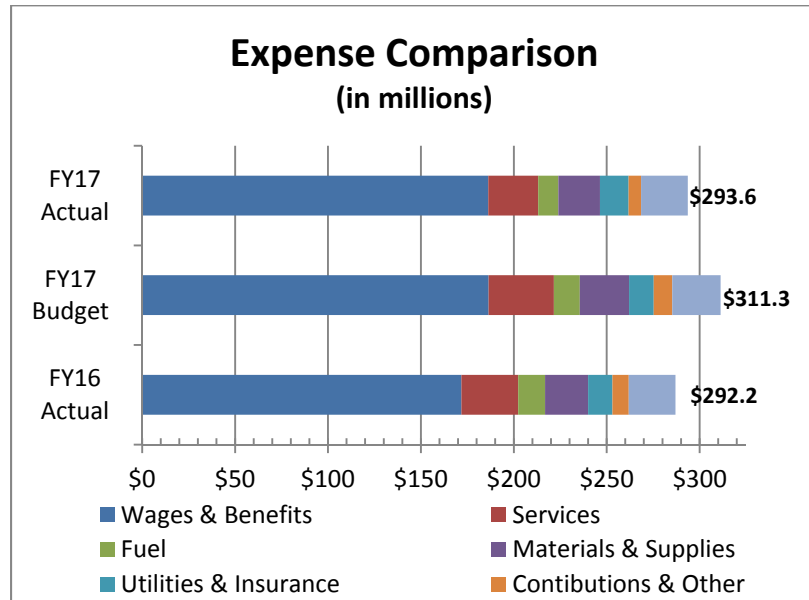
Other operating expense is favorable to budget by 31.8% due to lower than budgeted fees, and travel and meetings expense.

Interest expense of \$0.9 million is 3.5% favorable to budget. The acceleration of debt lowers interest expense to BSD.

Metro

For the 12 Months Ended June 30, 2017
(Preliminary, subject to audit)

The chart below shows expense trends in each major expense category.



Performance Data

Passenger Boardings (in millions – YTD)			
	FY 2017	FY 2016	FY 2015
MetroBus	25.55	27.70	29.44
MetroLink	14.90	15.78	16.64
Call-A-Ride	<u>0.55</u>	<u>0.57</u>	<u>0.57</u>
Total System	41.00	44.05	46.65

Passenger boardings for the fiscal year 2017 are 6.9% below fiscal year 2016 and 12.1% below fiscal year 2015. The decrease from fiscal year 2016 for MetroBus is 7.8%, MetroLink is 5.6% and Call-A-Ride is 3.1%.

Metro
Quarterly Statement of Financial Position
June 30, 2017
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Assets							
Current assets							
Cash	\$ 97,557,958	\$ 92,750,909	\$ 4,807,049	5.2	\$ 94,410,431	\$ 3,147,527	3.3
Investments	112,077,988	135,301,567	(23,223,579)	(17.2)	130,574,336	(18,496,348)	(14.2)
Accounts and notes receivable	2,758,918	1,636,530	1,122,388	68.6	1,867,503	891,415	47.7
Interfund accounts receivable	2,826,024	2,510,861	315,163	12.6	4,280,343	(1,454,319)	(34.0)
Restricted accounts receivable	689,092	576,803	112,289	19.5	220,433	468,659	212.6
Federal, state and local assistance receivable	33,293,364	37,082,902	(3,789,538)	(10.2)	35,702,842	(2,409,478)	(6.7)
Materials and supplies inventory	9,489,491	9,531,433	(41,942)	(0.4)	8,815,253	674,238	7.6
Other current assets	1,429,857	2,014,654	(584,797)	(29.0)	1,489,597	(59,740)	(4.0)
Total current assets	260,122,692	281,405,659	(21,282,967)	(7.6)	277,360,738	(17,238,046)	(6.2)
Capital assets							
Capital assets - motorbus	378,377,407	385,453,340	(7,075,933)	(1.8)	376,200,258	2,177,149	0.6
Capital assets - paratransit	19,858,405	19,518,677	339,728	1.7	18,235,312	1,623,093	8.9
Capital assets - lightrail	1,609,279,642	1,608,952,679	326,963	-	1,602,450,229	6,829,413	0.4
Total capital assets	2,007,515,454	2,013,924,696	(6,409,242)	(0.3)	1,996,885,799	10,629,655	0.5
Accumulated depreciation	(1,173,044,147)	(1,164,420,845)	(8,623,302)	(0.7)	(1,113,159,355)	(59,884,792)	(5.4)
Total capital assets, net	834,471,307	849,503,851	(15,032,544)	(1.8)	883,726,444	(49,255,137)	(5.6)
Land	97,199,286	97,199,286	-	-	97,199,286	-	-
Construction-in-process	44,316,114	40,467,334	3,848,780	9.5	29,428,050	14,888,064	50.6
Total capital assets	975,986,707	987,170,471	(11,183,764)	(1.1)	1,010,353,780	(34,367,073)	(3.4)
Non-current assets							
Restricted investments	104,014,934	102,358,520	1,656,414	1.6	97,643,652	6,371,282	6.5
Other non-current assets, net amort	155,086	223,456	(68,370)	(30.6)	123,354	31,732	25.7
Total non-current assets	104,170,020	102,581,976	1,588,044	1.5	97,767,006	6,403,014	6.5
Total assets	1,340,279,419	1,371,158,106	(30,878,687)	(2.3)	1,385,481,524	(45,202,105)	(3.3)
Deferred outflow of resources							
Deferred pension loss	17,795,560	19,392,223	(1,596,663)	(8.2)	24,182,212	(6,386,652)	(26.4)
Deferred pension expense	2,165,753	2,165,753	-	-	2,165,753	-	-
Deferred loss on hedging instruments	550,771	-	550,771	n/a	628,560	(77,789)	(12.4)
Deferred loss on debt refunding	2,790,674	2,896,393	(105,719)	(3.7)	3,210,592	(419,918)	(13.1)
Total deferred outflow of resources	23,302,758	24,454,369	(1,151,611)	(4.7)	30,187,117	(6,884,359)	(22.8)
Total	\$ 1,363,582,177	\$ 1,395,612,475	\$ (32,030,298)	(2.3)	\$ 1,415,668,641	\$ (52,086,464)	(3.7)

Metro
Quarterly Statement of Financial Position
June 30, 2017
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Liabilities							
Current liabilities							
Accounts payable	\$ 4,023,582	\$ 4,243,081	\$ (219,499)	(5.2)	\$ 7,396,687	\$ (3,373,105)	(45.6)
Interfund accounts payable	6,220,425	8,165,725	(1,945,300)	(23.8)	2,513,390	3,707,035	147.5
Accrued expenses	19,042,758	17,880,463	1,162,295	6.5	20,201,367	(1,158,609)	(5.7)
Other current liabilities	21,059,988	21,556,359	(496,371)	(2.3)	21,939,513	(879,525)	(4.0)
Total current liabilities	50,346,753	51,845,628	(1,498,875)	(2.9)	52,050,957	(1,704,204)	(3.3)
Current liab payable from restricted assets							
Accounts payable and retention	1,631,199	1,545,948	85,251	5.5	3,216,404	(1,585,205)	(49.3)
Accrued interest payable	5,240,322	10,480,644	(5,240,322)	(50.0)	5,319,122	(78,800)	(1.5)
Short-term insurance	140,487	140,487	-	-	7,436,541	(7,296,054)	(98.1)
Current portion of long-term debt	8,275,000	8,275,000	-	-	7,880,000	395,000	5.0
Total current liabilities payable from restricted assets	15,287,008	20,442,079	(5,155,071)	(25.2)	23,852,067	(8,565,059)	(35.9)
Total current liabilities	65,633,761	72,287,707	(6,653,946)	(9.2)	75,903,024	(10,269,263)	(13.5)
Non-current liabilities							
Other post-employment benefits	49,828,921	52,296,156	(2,467,235)	(4.7)	51,003,780	(1,174,859)	(2.3)
Long-term insurance	288,000	82,405	205,595	249.5	7,808,459	(7,520,459)	(96.3)
Long-term debt	534,998,749	535,563,664	(564,915)	(0.1)	545,608,311	(10,609,562)	(1.9)
Capital lease obligations	104,014,936	102,358,522	1,656,414	1.6	97,628,680	6,386,256	6.5
Unfunded pension liabilities	109,962,458	109,962,458	-	-	109,962,458	-	-
Other non-current liabilities	6,315,597	6,341,724	(26,127)	(0.4)	7,112,611	(797,014)	(11.2)
Total non-current liabilities	805,408,661	806,604,929	(1,196,268)	(0.1)	819,124,299	(13,715,638)	(1.7)
Total liabilities	871,042,422	878,892,636	(7,850,214)	(0.9)	895,027,323	(23,984,901)	(2.7)
Deferred Inflow of Resources							
Deferred gain on hedging instruments	-	219,412	(219,412)	(100.0)	-	-	n/a
Deferred pension gain salaried	295,539	334,089	(38,550)	(11.5)	449,739	(154,200)	(34.3)
Total deferred inflow of resources	295,539	553,501	(257,962)	(46.6)	449,739	(154,200)	(34.3)
Net Position							
Net position - capital investments	486,709,457	503,064,174	(16,354,717)	(3.3)	1,117,360,210	(630,650,753)	(56.4)
Net position	83,693,714	58,714,030	24,979,684	42.5	(521,956,600)	605,650,314	116.0
Net income (loss)	(78,158,955)	(45,611,866)	(32,547,089)	(71.4)	(75,212,031)	(2,946,924)	(3.9)
Total net position	492,244,216	516,166,338	(23,922,122)	(4.6)	520,191,579	(27,947,363)	(5.4)
Total	<u>\$ 1,363,582,177</u>	<u>\$ 1,395,612,475</u>	<u>\$ (32,030,298)</u>	<u>(2.3)</u>	<u>\$ 1,415,668,641</u>	<u>\$ (52,086,464)</u>	<u>(3.7)</u>

Metro
Statement of Activities
For the Quarter Ended June 30, 2017
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Revenue										
Passenger revenue	\$ 11,079,945	\$ 12,694,157	\$ (1,614,212)	(12.7)	\$ 12,117,461	\$ 44,609,159	\$ 51,147,002	\$ (6,537,843)	(12.8)	\$ 48,857,278
City of St. Louis ¹	8,190,076	6,819,157	1,370,919	20.1	6,927,886	34,307,042	34,840,332	(533,290)	(1.5)	33,611,685
St. Louis County ¹	28,752,890	32,505,090	(3,752,200)	(11.5)	23,572,699	122,753,855	132,879,125	(10,125,270)	(7.6)	119,553,646
St. Clair County Transit District ¹	9,952,017	12,971,158	(3,019,141)	(23.3)	7,872,260	53,535,007	51,884,630	1,650,377	3.2	49,615,492
State of Missouri and Illinois ¹	165,465	525,389	(359,924)	(68.5)	183,477	944,245	2,101,554	(1,157,309)	(55.1)	1,086,504
Federal funding ¹	3,888,894	4,994,849	(1,105,955)	(22.1)	4,430,562	18,505,637	19,979,395	(1,473,758)	(7.4)	20,202,515
Other local/regional funding ¹	122,722	202,500	(79,778)	(39.4)	87,630	405,474	810,000	(404,526)	(49.9)	1,069,131
Contributions	-	10,000	(10,000)	(100.0)	-	-	40,000	(40,000)	(100.0)	-
Advertising, maint services, rental income	2,131,138	2,143,094	(11,956)	(0.6)	1,900,420	7,673,449	8,572,018	(898,569)	(10.5)	7,550,964
Other revenue	-	625	(625)	(100.0)	-	-	2,500	(2,500)	(100.0)	-
Service fee revenue	(118)	-	(118)	-	-	-	-	-	-	-
Interest income	6,902,972	6,626,045	276,927	4.2	6,483,305	7,962,301	7,188,765	773,536	10.8	7,463,015
Total revenue	71,186,001	79,492,064	(8,306,063)	(10.4)	63,575,700	290,696,169	309,445,321	(18,749,152)	(6.1)	289,010,230
Expense										
Wages and benefits ¹	50,891,124	46,850,061	(4,041,063)	(8.6)	43,506,621	186,279,074	186,425,052	145,978	0.1	174,653,661
Services	7,504,601	9,062,214	1,557,613	17.2	8,069,117	26,847,218	35,111,878	8,264,660	23.5	31,230,362
Fuel and lube consumed	2,496,722	3,486,850	990,128	28.4	2,992,205	10,890,471	13,962,941	3,072,470	22.0	14,422,797
Materials and supplies	6,852,836	6,760,081	(92,755)	(1.4)	7,174,676	22,378,022	26,509,071	4,131,049	15.6	23,244,763
Utilities	1,746,952	1,869,054	122,102	6.5	1,556,486	7,082,078	8,587,969	1,505,891	17.5	7,099,137
Casualty and liability costs	2,447,428	1,184,829	(1,262,599)	(106.6)	3,161,183	8,316,956	4,739,710	(3,577,246)	(75.5)	7,468,053
Other expenses	1,528,429	2,137,160	608,731	28.5	1,447,132	5,908,790	8,660,482	2,751,692	31.8	6,213,777
Interest expense	11,045,945	11,275,343	229,398	2.0	10,708,436	25,113,239	26,029,230	915,991	3.5	25,101,045
Contribution to outside entities	125,304	313,608	188,304	60.0	291,802	542,409	1,254,432	712,023	56.8	1,243,864
Other non-operating expense	34,385	-	(34,385)	-	1,638,552	262,781	-	(262,781)	-	1,485,014
Total expense	84,673,726	82,939,200	(1,734,526)	(2.1)	80,546,210	293,621,038	311,280,765	17,659,727	5.7	292,162,473
Income (loss) before depreciation	(13,487,725)	(3,447,136)	(10,040,589)	(291.3)	(16,970,510)	(2,924,869)	(1,835,444)	(1,089,425)	(59.4)	(3,152,243)
Depreciation and amortization expense	18,821,604	18,349,113	(472,491)	(2.6)	18,717,911	74,299,249	73,396,453	(902,796)	(1.2)	72,060,415
Net income (loss) before transfers	(32,309,329)	(21,796,249)	(10,513,080)	(48.2)	(35,688,421)	(77,224,118)	(75,231,897)	(1,992,221)	(2.6)	(75,212,658)
Net transfers in (out)	(237,760)	-	(237,760)	-	-	(934,837)	-	(934,837)	-	627
Net income (loss)	\$ (32,547,089)	\$ (21,796,249)	\$ (10,750,840)	(49.3)	\$ (35,688,421)	\$ (78,158,955)	\$ (75,231,897)	\$ (2,927,058)	(3.9)	\$ (75,212,031)

¹ - Detailed schedule included.

Metro
Detailed Schedule of Contract, Sales Tax and Grant Revenue
For the Quarter Ended June 30, 2017
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Contract, sales tax and grant revenue										
Missouri										
City of St. Louis 1/2 cent	\$ 3,589,316	\$ 3,488,285	\$ 101,031	2.9	\$ 3,700,845	\$ 15,829,927	\$ 18,934,817	\$ (3,104,890)	(16.4)	\$ 18,121,311
City of St. Louis 1/4 cent	2,165,911	1,868,960	296,951	15.9	1,739,309	8,914,554	8,822,025	92,529	1.0	8,560,576
City of St. Louis Prop M2 (1/4 cent)	2,434,849	1,461,912	972,937	66.6	1,487,732	9,562,561	7,083,490	2,479,071	35.0	6,929,798
Total City of St. Louis	8,190,076	6,819,157	1,370,919	20.1	6,927,886	34,307,042	34,840,332	(533,290)	(1.5)	33,611,685
St. Louis County 1/2 cent	1,756,155	9,566,346	(7,810,191)	(81.6)	7,883,410	8,104,414	41,706,559	(33,602,145)	(80.6)	39,019,077
St. Louis County 1/4 cent	7,981,771	8,648,596	(666,825)	(7.7)	6,404,849	35,758,756	36,650,427	(891,671)	(2.4)	33,559,417
St. Louis County Prop A (1/2 cent)	19,014,964	14,290,148	4,724,816	33.1	9,284,440	78,890,685	54,522,139	24,368,546	44.7	46,975,152
Total St. Louis County	28,752,890	32,505,090	(3,752,200)	(11.5)	23,572,699	122,753,855	132,879,125	(10,125,270)	(7.6)	119,553,646
East-West Gateway Council of Govts.	40,000	40,000	-	-	40,000	160,000	160,000	-	-	160,000
Non-capital projects and other	82,722	162,500	(79,778)	(49.1)	47,630	245,474	650,000	(404,526)	(62.2)	909,131
Total other local	122,722	202,500	(79,778)	(39.4)	87,630	405,474	810,000	(404,526)	(49.9)	1,069,131
State of Missouri	152,193	117,228	34,965	29.8	102,486	922,734	468,912	453,822	96.8	459,187
Total State of Missouri	152,193	117,228	34,965	29.8	102,486	922,734	468,912	453,822	96.8	459,187
Total Missouri	37,217,881	39,643,975	(2,426,094)	(6.1)	30,690,701	158,389,105	168,998,369	(10,609,264)	(6.3)	154,693,649
Illinois										
St. Clair Transit District	9,952,017	12,971,158	(3,019,141)	(23.3)	7,872,260	53,535,007	51,884,630	1,650,377	3.2	49,615,492
State of Illinois	13,272	408,161	(394,889)	(96.7)	80,991	21,511	1,632,642	(1,611,131)	(98.7)	627,317
Total Illinois	9,965,289	13,379,319	(3,414,030)	(25.5)	7,953,251	53,556,518	53,517,272	39,246	0.1	50,242,809
Total local and state	47,183,170	53,023,294	(5,840,124)	(11.0)	38,643,952	211,945,623	222,515,641	(10,570,018)	(4.8)	204,936,458
Federal										
Vehicle maintenance	4,000,000	4,000,000	-	-	4,000,000	16,000,000	16,000,000	-	-	16,000,000
Non-capital grants (i.e. JARC)	(111,106)	994,849	(1,105,955)	(111.2)	430,562	2,505,637	3,979,395	(1,473,758)	(37.0)	4,202,515
Total federal	3,888,894	4,994,849	(1,105,955)	(22.1)	4,430,562	18,505,637	19,979,395	(1,473,758)	(7.4)	20,202,515
Total contract, sales tax and grant revenue	\$ 51,072,064	\$ 58,018,143	\$ (6,946,079)	(12.0)	\$ 43,074,514	\$ 230,451,260	\$ 242,495,036	\$ (12,043,776)	(5.0)	\$ 225,138,973

Metro
Detailed Schedule of Wages and Benefits
For the Quarter Ended June 30, 2017
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Personnel expense										
Wages	\$ 31,194,433	\$ 32,288,358	\$ 1,093,925	3.4	\$ 29,795,128	\$ 122,095,129	\$ 127,848,494	\$ 5,753,365	4.5	\$ 119,454,941
Company paid benefits										
Payroll related taxes and insurance										
FICA	2,172,774	2,446,639	273,865	11.2	2,069,711	8,553,056	9,675,541	1,122,485	11.6	8,333,006
Unemployment insurance	38,896	105,810	66,914	63.2	76,968	300,658	793,309	492,651	62.1	429,328
Worker's compensation insurance	2,129,742	976,575	(1,153,167)	(118.1)	2,150,019	5,939,993	3,843,333	(2,096,660)	(54.6)	5,397,902
Health and welfare										
Medical	5,536,996	6,608,422	1,071,426	16.2	3,428,269	21,984,098	26,362,349	4,378,251	16.6	22,376,644
Dental	144,355	143,335	(1,020)	(0.7)	146,518	594,701	571,496	(23,205)	(4.1)	548,503
Other post employment benefits	430,680	401,140	(29,540)	(7.4)	1,187,904	1,722,821	1,597,657	(125,164)	(7.8)	2,056,682
Life insurance / AD&D	121,457	128,852	7,395	5.7	117,398	447,462	514,763	67,301	13.1	465,192
Short and long term disability	45,431	50,888	5,457	10.7	85,769	237,627	203,553	(34,074)	(16.7)	291,399
FMLA administration expense	-	14,711	14,711	100.0	15,801	21,175	58,646	37,471	63.9	61,349
EAP expense	8,872	9,143	271	3.0	9,212	36,412	36,453	41	0.1	34,686
Retirement										
Pension expense	8,566,448	3,066,411	(5,500,037)	(179.4)	4,021,211	22,261,016	12,222,274	(10,038,742)	(82.1)	13,265,726
401 K contributions	355,772	504,460	148,688	29.5	359,771	1,443,702	2,017,839	574,137	28.5	1,295,998
Other										
Uniform allowance	232,414	200,503	(31,911)	(15.9)	178,368	1,121,810	1,060,091	(61,719)	(5.8)	1,056,708
Miscellaneous benefits	832	5,473	4,641	84.8	326	12,071	21,890	9,819	44.9	9,928
Benefit costs applied to capital projects	(87,978)	(100,659)	(12,681)	(12.6)	(135,752)	(492,657)	(402,636)	90,021	22.4	(424,331)
Total company paid benefits	<u>19,696,691</u>	<u>14,561,703</u>	<u>(5,134,988)</u>	<u>(35.3)</u>	<u>13,711,493</u>	<u>64,183,945</u>	<u>58,576,558</u>	<u>(5,607,387)</u>	<u>(9.6)</u>	<u>55,198,720</u>
Total wages and benefits	<u>\$ 50,891,124</u>	<u>\$ 46,850,061</u>	<u>\$ (4,041,063)</u>	<u>(8.6)</u>	<u>\$ 43,506,621</u>	<u>\$ 186,279,074</u>	<u>\$ 186,425,052</u>	<u>\$ 145,978</u>	<u>0.1</u>	<u>\$ 174,653,661</u>

Metro
Cash Receipts and Disbursements Schedule
For the Quarter Ended June 30, 2017
(unaudited)

	Total	Revenue Fund	Operating Fund	Internally Restricted Fund	Prop M Fund	Prop A Fund	Sales Tax Capital Fund	Commodity Fund	Insurance Fund	Other Restricted Fund
Balance April 1, 2017										
Cash & Investments	\$ 180,121,704	\$ 1,420,090	\$ 39,378,729	\$ 15,772,567	\$ 49,626,921	\$ 32,071,539	\$ 21,303,564	\$ 3,910,723	\$ 8,141,763	\$ 8,495,808
Add :										
Passenger Fares	11,026,768	11,026,768	-	-	-	-	-	-	-	-
City of St. Louis	8,613,135	-	8,613,135	-	-	-	-	-	-	-
St. Louis County	24,741,628	-	24,741,628	-	-	-	-	-	-	-
St. Clair County	9,515,396	-	9,515,396	-	-	-	-	-	-	-
FTA	12,945,281	-	12,945,281	-	-	-	-	-	-	-
Commodity Fund	72,756	-	-	-	-	-	-	72,756	-	-
All Other	11,649,249	-	11,402,300	14,832	125,531	60,221	31,871	-	13,742	752
Cash Receipts	78,564,213	11,026,768	67,217,740	14,832	125,531	60,221	31,871	72,756	13,742	752
Interfund Transfers	-	(11,389,277)	6,762,838	-	-	1,281,000	919,704	-	2,430,651	(4,916)
Less:										
Cash Disbursements	(94,042,202)	(62,067)	(86,604,619)	-	(2,389,521)	-	(42,699)	(20,847)	(4,922,289)	(160)
Balance June 30, 2017										
Cash & Investments	164,643,715	995,514	26,754,688	15,787,399	47,362,931	33,412,760	22,212,440	3,962,632	5,663,867	8,491,484
Less:										
Pre-Encumbrances & Restrictions										
Local Match - Approved Grants	33,632,768	-	-	-	31,595,538	-	2,037,230	-	-	-
- Grant Applications	13,447,673	-	-	-	13,447,673	-	-	-	-	-
- Long Range Capital Programs (1)	22,494,930	-	-	-	2,319,720	-	20,175,210	-	-	-
SIR Worker Comp Pledged Funds	2,405,000	-	-	-	-	-	-	-	2,405,000	-
Other Restrictions	92,663,344	995,514	26,754,688	15,787,399	-	33,412,760	-	3,962,632	3,258,867	8,491,484
Total Restrictions	164,643,715	995,514	26,754,688	15,787,399	47,362,931	33,412,760	22,212,440	3,962,632	5,663,867	8,491,484
Unencumbered Cash & Investments	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -

(1) Restricted to finance obligations.

Metro
Cross County Metrolink Debt
Cash Receipts and Disbursements Schedule
For the Quarter Ended June 30, 2017
(unaudited)

	Total Trustee Statements	Revenue Funds	Debt Service Funds	Expense Funds	Debt Service Reserve Funds
Balance April 1, 2017					
Cash & investments	\$ 47,930,772	\$ -	\$ 14,618,144	\$ 68,220	\$ 33,244,408
Add cash receipts:					
St. Louis County sales tax - Prop M	9,781,583	9,781,583	-	-	-
St. Louis County sales tax - Prop A	19,545,964	19,545,964	-	-	-
St. Louis City sales tax - Prop M	2,407,955	2,407,955	-	-	-
St. Louis City sales tax - Prop M2	2,407,955	2,407,955	-	-	-
Interest received	251,794	5,781	12,981	104	232,928
Total cash receipts	34,395,251	34,149,238	12,981	104	232,928
Less fund disbursements:					
Debt service - Series 2009	(2,383,988)	-	(2,383,988)	-	-
Debt service - Series 2013A	(7,390,156)	-	(7,390,156)	-	-
Debt service - Series 2013B	(706,500)	-	(706,500)	-	-
Prop M/Prop A to Metro	(26,853,147)	(26,853,147)	-	-	-
Total disbursements	(37,333,791)	(26,853,147)	(10,480,644)	-	-
Interfund transfers:					
Transfer to General Revenue Fund	-	(7,296,091)	7,296,091	-	-
Total interfund transfers	-	(7,296,091)	7,296,091	-	-
Balance June 30, 2017					
Cash & investments	<u>\$ 44,992,232</u>	<u>\$ -</u>	<u>\$ 11,446,572</u>	<u>\$ 68,324</u>	<u>\$ 33,477,336</u>

Metro Transit
Statement of Cash Flows
For the Twelve Months Ended June 30, 2017
(unaudited)

Cash flows from operating activities

Receipts from customers	\$ 51,391,193
Payments to employees	(182,380,090)
Payments to vendors	(76,098,545)
Payments for self-insurance	(23,133,468)
Receipts (payments) from inter-fund activity	<u>2,489,179</u>

**Net cash provided by (used in)
operating activities**

(227,731,731)

Cash flows from non capital financing activities

Operating assistance received	232,392,078
Contributions to outside entities	(542,409)
Net transfers	(934,837)
Nonoperating contributions	<u>(313,158)</u>

**Net cash provided by (used in)
non capital financing activities**

230,601,674

Cash flows from capital and related financing activities

Acquisitions of capital assets	(41,517,378)
Payments of long-term debt	(7,880,000)
Interest Paid	(21,118,888)
Contributed capital	<u>50,211,588</u>

**Cash flows from capital and
related financing activities**

(20,304,678)

Cash flows from investing activities

Purchases of investments	(76,751,458)
Proceeds from sale of investments	98,748,599
Interest received	<u>1,585,579</u>

**Net cash provided by (used in)
investing activities**

23,582,720

**Net increase (decrease) in cash
and cash equivalents**

6,147,985

Cash and cash equivalents, beginning of year

94,410,431

Cash and cash equivalents, year to date

\$ 100,558,416

Supplemental disclosure of cash flow information

Noncash Activities:

Interest received on capital lease	\$ 6,371,282
Interest accrued on capital lease	(6,371,282)
Capital tower lease adjustment	14,974
Capital tower lease interest amortization	(34,370)
Changes in Unfunded Pension Liability	4,674,339
Changes in Unrealized Loss on Fuel Hedge	847,972
Gain on disposal of fixed assets	50,377
Deferred Loss Amortization	419,918
Discounts on bonds	(2,805)
Premium on bonds	12,231
Deferred charges	(100,102)

Metro
Schedule of Aged Receivables
June 30, 2017
(unaudited)

	Less than 30 days	31-60 days	61-90 days	91-180 days	181-360 days	Over 361 days	Total
Due from TMA Customers	\$ 537,859	\$ -	\$ -	\$ 11,393	\$ 10,609	\$ 53,421	\$ 613,282
Due from Call-A-Ride	148,080	428	1,352	-	-	-	149,860
Due from Advertising (Marketing)	2,246	-	-	-	-	-	2,246
Due from Leases and Rents	116,779	2,000	-	2,662	518	-	121,959
Due from Auxiliary Services/Others	1,265,497	-	-	-	-	-	1,265,497
Due from Grants (Accounting)	20,313,650	-	1,017,975	299,141	696,630	85,380	22,412,776
Due from Passes	311,909	1,923	-	109,657	100	-	423,589
Total	<u>\$ 22,696,020</u>	<u>\$ 4,351</u>	<u>\$ 1,019,327</u>	<u>\$ 422,853</u>	<u>\$ 707,857</u>	<u>\$ 138,801</u>	<u>\$ 24,989,209</u>

Metro
Capital Expenditures for Active Projects
For the Quarter Ended June 30, 2017
(unaudited)

Description		Budget	Current	Year-To-Date	Life-To-Date	Balance
Project #						
1237 CAR Van Replacement FY07		\$ 3,491,806	\$ -	\$ 3,649	\$ 2,916,821	\$ 574,985
1279 Fare Collection System Upgrade/Replacement (06 Earmark)		31,612,483	820,862	2,255,214	27,275,034	4,337,449
1361 Radio System CAD/AVL		23,869,707	3,276	3,543,204	14,002,176	9,867,531
1530 Eads Bridge Rehab ARRA		25,338,774	-	-	25,338,774	-
1574 CAR Van Replacement		8,650,166	-	1,201,788	8,334,096	316,070
1666 Slope Stabilization	z	4,097,297	8,348	8,348	4,097,297	-
1668 Embankment Erosion	z	3,223,073	26,544	72,420	645,690	2,577,383
1708 Feeder Wire/Water Mitigation MO--12	z	1,058,564	-	(21,452)	686,969	371,595
1722 Missouri Slopes Stability	z	1,144,600	36,292	42,967	852,936	291,664
1723 MO OCS Wire Rehab	z	1,663,664	-	67,860	1,706,023	(42,359)
1734 EADS Bridge Rehab Phase II		29,708,943	-	376,826	17,836,813	11,872,130
1739 Civic Center Transfer Center		10,577,894	2,210,269	6,080,981	7,646,786	2,931,108
1755 IT Systems Upgrade Yr 2 - FY13		1,225,750	41,222	144,931	720,382	505,368
1756 North County Transit Center		10,331,824	18,414	170,694	10,279,428	52,396
1817 Radio System Tower Sites		6,555,992	-	258,311	3,868,850	2,687,142
1844 Tactile Warning Strip Phase II	z	1,547,254	-	1,764	1,026,830	520,424
1845 MOW SGR Inventory-Database Development		1,031,701	-	829	1,031,701	-
1848 Articulated Buses		11,428,195	-	-	6,490,426	4,937,769
1855 Arch Bike Trail	z	1,105,000	-	715,289	996,548	108,452
1860 Bus Procurement Duluth		20,911,804	-	-	20,910,583	1,221
1862 North County Transit Phase II		2,200,481	-	11,535	1,664,683	535,798

Metro
Capital Expenditures for Active Projects
For the Quarter Ended June 30, 2017
(unaudited)

Description		Budget	Current	Year-To-Date	Life-To-Date	Balance
Projects continued						
1863 Bus Procurement Duluth II		\$ 11,221,910	\$ 2,133	\$ 2,133	\$ 10,895,813	\$ 326,097
1869 Phase 1 Audio Frequency Circuit		3,101,678	-	1,020,553	1,374,287	1,727,391
1875 Rail Tie Replace Year 3	z	1,927,270	-	72,907	2,000,177	(72,907)
1885 TOI Operation Management Software		2,859,367	91,093	665,794	1,272,751	1,586,616
1887 TOI Transit Business Intellegence		1,031,572	1,803	1,803	1,803	1,029,769
1905 Buses - FY13 CMAQ		18,565,431	-	-	18,206,956	358,475
1937 Innovative High School Career	z	2,129,435	-	-	-	2,129,435
1941 Duluth Piggyback III 40'		12,692,289	-	2,092	12,353,835	338,454
1955 Spruce Street Bridge		7,549,171	206,437	1,306,574	7,016,138	533,033
1959 Z-Gate Ped Barriers & Fence		1,257,938	10,464	27,447	320,431	937,507
1960 Rail ROW Repairs-MP 0-15.4 MO		1,905,200	-	138	66,612	1,838,588
1962 Elevator Rehab - 8 Units - MO		2,749,100	50,018	73,663	214,788	2,534,312
1973 Portable Bus Lifting System - MO		1,004,619	-	-	535,965	468,654
1983 DC to AC Rail Car Upgrades		22,500,000	-	-	-	22,500,000
1988 Ewing Wall Rehabilitation		10,037,743	-	4,067,955	4,975,303	5,062,440
1991 Financial Report-Budget Software		1,056,763	131,300	421,600	548,600	508,163
1997 IL Bus Facility Rehabilitation		1,850,692	-	600,565	615,415	1,235,277
2000 Administrative Facility		1,604,600	53,657	154,071	1,176,677	427,923
2020 Feeder Wire-Water Mitigation	z	1,644,372	-	53,254	925,353	719,019
2021 Bus Northwest Connector	z	2,355,536	-	-	-	2,355,536
2030 FY15 100% 7 SCCTD Buses		2,076,050	-	-	2,069,685	6,365
2035 Mobile Data Terminal		1,050,000	-	-	-	1,050,000
2053 Buses (4) FY15 Formula		3,238,353	-	-	-	3,238,353
2054 Call-A-Ride Vans (7) FY15		2,161,300	-	849,320	849,320	1,311,980

Metro
Capital Expenditures for Active Projects
For the Quarter Ended June 30, 2017
(unaudited)

Description		Budget	Current	Year-To-Date	Life-To-Date	Balance
Projects continued						
2057 Non-Rev Vehicles (16) MO FY14		\$ 1,146,145	\$ -	\$ -	\$ -	\$ 1,146,145
2060 Boyle Street ML Station		13,203,577	379,215	2,094,262	2,137,612	11,065,965
2061 CWE ML Station Rehab		1,544,046	230,923	243,649	243,649	1,300,397
2070 DC to AC Propulsion YR 2		3,900,303	-	-	-	3,900,303
2077 Buses FY15 Bus Facility		3,615,724	437,957	3,065,699	3,065,699	550,025
2078 Buses FY14 CMAQ		5,210,000	437,957	4,817,527	4,817,527	392,473
2079 MO Buses		4,018,076	-	3,503,656	3,503,656	514,420
2081 Convention Center Escalator FY15 SGR		1,103,500	-	-	-	1,103,500
2094 CAR Vans (7) FY14 Fed Formula		1,479,456	-	849,320	849,320	630,136
2108 Buses (8) IDOT Reimburse SCCTD		3,792,738	1,751,828	1,751,828	1,751,828	2,040,910
2109 Union Station Tunnel		7,110,000	295,582	702,822	703,079	6,406,921
2113 TAM-EAM System Development		3,000,000	-	-	-	3,000,000
2116 FY16 Preventive Maintenance	z	20,000,000	-	20,000,000	20,000,000	-
2119 Buses - FY15 CMAQ		10,000,000	-	-	-	10,000,000
2122 Buses - FY16 Bus Facility		3,504,438	-	-	-	3,504,438
2125 CAR Van Replacement FY15 STP		1,000,000	-	-	-	1,000,000
2143 CCTV Cameras		2,100,500	-	-	-	2,100,500
2145 Public Address System Upgrade		1,960,000	-	-	-	1,960,000
2149 Non-Revenue Vehicles MO (26) FY15/16		1,137,500	-	-	-	1,137,500
2165 FY17 Preventive Maintenance	z	20,000,000	-	-	-	20,000,000
2175 Buses FY16 Fed Formula		1,356,532	-	-	-	1,356,532
All others	*z	40,030,028	318,624	3,666,903	19,103,308	20,926,720
Total Active Projects		\$ 468,557,924	\$ 7,564,218	\$ 64,950,693	\$ 279,924,433	\$ 188,633,491

* "All Others" list all projects with a budget less than one million dollars.

z Some Projects/Awards do not produce a fixed asset; they are considered operating expenditures.



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St. Louis Downtown Airport

For the 12 Months Ended June 30, 2017

(Preliminary, subject to audit)

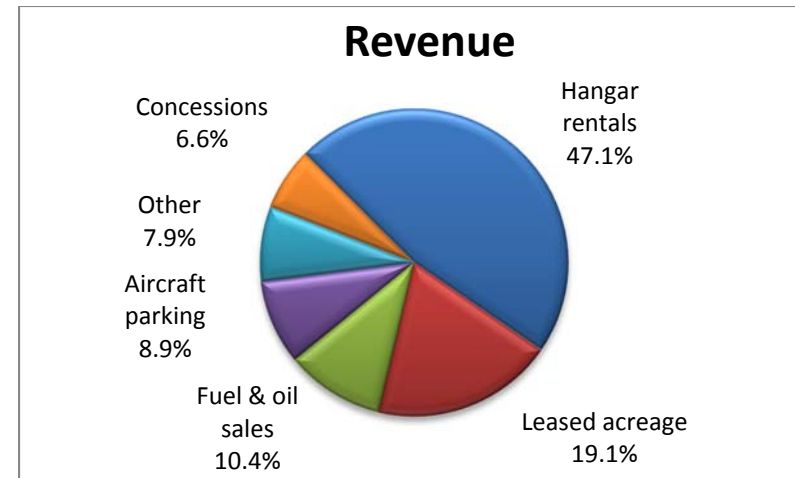
Fast Facts

Gateway Jets welcomed over one hundred guests at their new hangar location at St. Louis Downtown Airport. The Gateway Jets hangar is located at the southwest corner of the airport. Gateway Jets provides aircraft management services.

Financial Data

Loss before depreciation was \$240.0 thousand. This result is unfavorable compared to the prior fiscal year by \$51.0 thousand or 27.0%.

Revenue increased approximately \$34.4 thousand compared to prior fiscal year. Increases revenue is due to higher hangar rental income. Actual revenue was 4.8% greater compared to budget.



Total **Expense** is \$1.8 million. This is an increase of \$85.4 thousand over the prior year and \$188.8 thousand over budget.

Wages and benefits are 3.2% greater than fiscal year 2016.

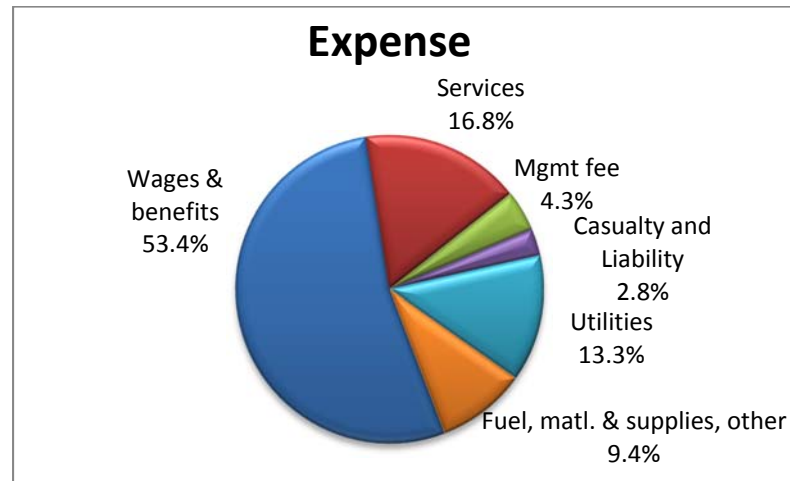
Services increased \$122.1 thousand compared to the prior year due to legal fees and outside services related to future airport initiatives.

Utilities are greater than the prior year by \$61.7 thousand. This is due to unusually high water bills which are in dispute at June 30, 2017.

St. Louis Downtown Airport

For the 12 Months Ended June 30, 2017

(Preliminary, subject to audit)



Performance Data

Performance Indicators			
YTD	Fuel sales (gallons)	Aircraft movements	Avg. based aircraft
FY17 Actual	1,680,533	106,588	319
FY17 Budget	1,773,630	90,000	320
FY16 Actual	1,849,645	101,227	326

Average based aircraft is seven below prior year levels.

Aircraft movements increased 5.3% over the prior year while fuel sales decreased 9.1% from the prior year. Airport activity can vary because of the economy, weather conditions and special events.

St. Louis Downtown Airport
Quarterly Statement of Financial Position
June 30, 2017
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Assets							
Current assets							
Cash	\$ 535,460	\$ 519,077	\$ 16,383	3.2	\$ 607,682	\$ (72,222)	(11.9)
Accounts and notes receivable	72,649	100,696	(28,047)	(27.9)	41,618	31,031	74.6
Interfund accounts receivable	-	-	-	n/a	153,954	(153,954)	(100.0)
Materials and supplies inventory	61,591	61,592	(1)	-	61,591	-	-
Other current assets	-	23,861	(23,861)	(100.0)	16,111	(16,111)	(100.0)
Total current assets	669,700	705,226	(35,526)	(5.0)	880,956	(211,256)	(24.0)
Capital assets							
Capital assets	52,830,145	52,803,944	26,201	0.0	52,803,944	26,201	0.0
Accumulated depreciation	(35,921,977)	(35,552,949)	(369,028)	(1.0)	(34,443,522)	(1,478,455)	(4.3)
Total capital assets, net	16,908,168	17,250,995	(342,827)	(2.0)	18,360,422	(1,452,254)	(7.9)
Land	4,542,564	4,542,564	-	-	4,542,564	-	-
Construction-in-process	105,816	54,408	51,408	94.5	18,887	86,929	460.3
Total capital assets	21,556,548	21,847,967	(291,419)	(1.3)	22,921,873	(1,365,325)	(6.0)
Non-current assets							
Deferred charges	3,916	17,138	(13,222)	(77.2)	5,883	(1,967)	(33.4)
Total non-current assets	3,916	17,138	(13,222)	(77.2)	5,883	(1,967)	(33.4)
Total assets	22,230,164	22,570,331	(340,167)	(1.5)	23,808,712	(1,578,548)	(6.6)
Total	<u>\$ 22,230,164</u>	<u>\$ 22,570,331</u>	<u>\$ (340,167)</u>	<u>(1.5)</u>	<u>\$ 23,808,712</u>	<u>\$ (1,578,548)</u>	<u>(6.6)</u>

St. Louis Downtown Airport
Quarterly Statement of Financial Position
June 30, 2017
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Liabilities							
Current liabilities							
Accounts payable	\$ 98,131	\$ 3,096	\$ 95,035	n/a	\$ 16,335	\$ 81,796	500.7
Interfund accounts payable	169,800	138,990	30,810	22.2	238,219	(68,419)	(28.7)
Accrued expenses	72,700	71,100	1,600	2.3	65,200	7,500	11.5
Other current liabilities	4,100	9,818	(5,718)	(58.2)	3,063	1,037	33.9
Total current liabilities	344,731	223,004	121,727	54.6	322,817	21,914	6.8
Current liab payable from restricted assets							
Accounts payable and retention	786	-	786	n/a	-	786	n/a
Total current liabilities payable from restricted assets	786	-	786	n/a	-	786	n/a
Total current liabilities	345,517	-	345,517	n/a	-	345,517	n/a
Non-current liabilities							
Other post-employment benefits	268,744	283,847	(15,103)	(5.3)	277,007	(8,263)	(3.0)
Long-term insurance	27,154	27,154	-	-	27,154	-	-
Unfunded pension liabilities	153,620	153,620	-	-	153,620	-	-
Total non-current liabilities	449,518	464,621	(15,103)	(3.3)	457,781	(8,263)	(1.8)
Total liabilities	795,035	687,625	107,410	15.6	780,598	14,437	1.8
Net Position							
Net position - capital investments	21,583,703	21,875,121	(291,418)	(1.3)	32,954,818	(11,371,115)	(34.5)
Net position	1,569,884	1,186,704	383,180	32.3	(8,179,768)	9,749,652	119.2
Net income (loss)	(1,718,458)	(1,179,119)	(539,339)	(45.7)	(1,746,936)	28,478	1.6
Total net position	21,435,129	21,882,706	(447,577)	(2.0)	23,028,114	(1,592,985)	(6.9)
Total	\$ 22,230,164	\$ 22,570,331	\$ (340,167)	(1.5)	\$ 23,808,712	\$ (1,578,548)	(6.6)

St. Louis Downtown Airport
Statement of Activities
For the Quarter Ended June 30, 2017
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Revenue										
Airport parking	\$ 36,304	\$ 34,853	\$ 1,451	4.2	\$ 34,798	\$ 139,804	\$ 139,410	\$ 394	0.3	\$ 139,350
Leased acreage	73,901	43,169	30,732	71.2	84,134	300,533	172,677	127,856	74.0	347,891
Hangar rental	191,377	202,553	(11,176)	(5.5)	173,938	744,360	810,212	(65,852)	(8.1)	670,764
Aviation sales flowage	47,727	44,341	3,386	7.6	38,899	164,026	177,366	(13,340)	(7.5)	172,239
Other operating revenue	33,017	22,514	10,503	46.7	27,514	117,622	90,054	27,568	30.6	111,681
Concessions	28,718	28,790	(72)	(0.3)	11,286	104,404	115,159	(10,755)	(9.3)	97,066
Service fee revenue	306	50	256	512.0	-	4,526	200	4,326	2,163.0	800
Interest income	623	84	539	641.7	415	1,695	334	1,361	407.5	2,803
Total revenue	<u>411,973</u>	<u>376,354</u>	<u>35,619</u>	<u>9.5</u>	<u>370,984</u>	<u>1,576,970</u>	<u>1,505,412</u>	<u>71,558</u>	<u>4.8</u>	<u>1,542,594</u>
Expense										
Wages and benefits ¹	252,360	249,597	(2,763)	(1.1)	237,509	967,707	1,004,643	36,936	3.7	937,749
Services	139,791	28,945	(110,846)	(383.0)	47,350	305,168	115,779	(189,389)	(163.6)	183,029
Fuel and lube consumed	3,061	7,517	4,456	59.3	5,662	13,627	25,852	12,225	47.3	17,271
Materials and supplies	42,460	34,975	(7,485)	(21.4)	16,487	120,189	128,549	8,360	6.5	119,493
Utilities	93,816	39,369	(54,447)	(138.3)	37,467	241,996	183,160	(58,836)	(32.1)	180,288
Casualty and liability costs	12,918	17,909	4,991	27.9	16,139	51,690	71,602	19,912	27.8	64,548
Other expenses	23,878	27,708	3,830	13.8	26,475	102,596	98,547	(4,049)	(4.1)	100,641
Other non-operating expense	14,000	-	(14,000)	-	126,000	14,000	-	(14,000)	-	128,565
Total expense	<u>582,284</u>	<u>406,020</u>	<u>(176,264)</u>	<u>(43.4)</u>	<u>513,089</u>	<u>1,816,973</u>	<u>1,628,132</u>	<u>(188,841)</u>	<u>(11.6)</u>	<u>1,731,584</u>
Income (loss) before depreciation	<u>(170,311)</u>	<u>(29,666)</u>	<u>(140,645)</u>	<u>(474.1)</u>	<u>(142,105)</u>	<u>(240,003)</u>	<u>(122,720)</u>	<u>(117,283)</u>	<u>(95.6)</u>	<u>(188,990)</u>
Depreciation and amortization expense	369,028	388,492	19,464	5.0	389,867	1,478,455	1,562,377	83,922	5.4	1,557,946
Net income (loss)	<u>\$ (539,339)</u>	<u>\$ (418,158)</u>	<u>\$ (121,181)</u>	<u>(29.0)</u>	<u>\$ (531,972)</u>	<u>\$ (1,718,458)</u>	<u>\$ (1,685,097)</u>	<u>\$ (33,361)</u>	<u>(2.0)</u>	<u>\$ (1,746,936)</u>

¹ - Detailed schedule included.

St. Louis Downtown Airport
Detailed Schedule of Wages and Benefits
For the Quarter Ended June 30, 2017
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Personnel expense										
Wages	\$ 171,359	\$ 166,242	\$ (5,117)	(3.1)	\$ 169,498	\$ 644,219	\$ 667,505	\$ 23,286	3.5	\$ 665,589
Company paid benefits										
Payroll related taxes and insurance										
FICA	11,908	12,718	810	6.4	11,374	44,893	51,064	6,171	12.1	46,934
Unemployment insurance	323	817	494	60.5	556	2,474	6,342	3,868	61.0	2,932
Worker's compensation insurance	16,116	7,653	(8,463)	(110.6)	10,671	65,054	30,896	(34,158)	(110.6)	36,338
Health and welfare										
Medical	35,016	24,300	(10,716)	(44.1)	27,063	126,863	97,200	(29,663)	(30.5)	106,638
Dental	776	765	(11)	(1.4)	714	3,105	3,062	(43)	(1.4)	2,509
Other post employment benefits	2,191	5,959	3,768	63.2	147	9,030	24,000	14,970	62.4	4,715
Life insurance / AD&D	296	185	(111)	(60.0)	240	1,065	738	(327)	(44.3)	794
Short and long term disability	880	1,186	306	25.8	1,293	4,177	4,743	566	11.9	4,467
FMLA administration expense	-	79	79	100.0	83	100	315	215	68.3	295
EAP expense	45	51	6	11.8	53	195	206	11	5.3	180
Retirement										
Pension expense	3,589	13,472	9,883	73.4	3,327	19,542	53,892	34,350	63.7	15,695
401 K contributions	9,396	15,670	6,274	40.0	11,310	40,263	62,678	22,415	35.8	40,664
Other										
Uniform allowance	465	500	35	7.0	1,180	6,727	2,002	(4,725)	(236.0)	9,999
Total company paid benefits	<u>81,001</u>	<u>83,355</u>	<u>2,354</u>	<u>2.8</u>	<u>68,011</u>	<u>323,488</u>	<u>337,138</u>	<u>13,650</u>	<u>4.0</u>	<u>272,160</u>
Total wages and benefits	<u>\$ 252,360</u>	<u>\$ 249,597</u>	<u>\$ (2,763)</u>	<u>(1.1)</u>	<u>\$ 237,509</u>	<u>\$ 967,707</u>	<u>\$ 1,004,643</u>	<u>\$ 36,936</u>	<u>3.7</u>	<u>\$ 937,749</u>

St. Louis Downtown Airport
Cash Receipts and Disbursements Schedule
For the Quarter Ended June 30, 2017
(unaudited)

<u>Description</u>	<u>Total</u>	<u>Revenue Fund</u>	<u>Investments Operating Fund</u>	<u>Other Restricted Fund</u>
Balance at April 1, 2017				
Cash & Investments	\$ 519,077	\$ 35,746	\$ 199,485	\$ 283,846
Add:				
Customer payments	517,408	517,408	-	-
Metro	-	-	-	-
Interest received	623	12	611	-
Total cash receipts	<u>518,031</u>	<u>517,420</u>	<u>611</u>	<u>-</u>
Interfund transfers	-	(434,983)	432,792	2,191
Less:				
Cash disbursements	<u>(501,648)</u>	<u>(876)</u>	<u>(500,772)</u>	<u>-</u>
Total cash disbursements	<u>(501,648)</u>	<u>(876)</u>	<u>(500,772)</u>	<u>-</u>
Balance at June 30, 2017				
Cash & Investments	<u>\$ 535,460</u>	<u>\$ 117,307</u>	<u>\$ 132,116</u>	<u>\$ 286,037</u>

St. Louis Downtown Airport
Statement of Cash Flows
For the Twelve Months Ended June 30, 2017
(unaudited)

Cash flows from operating activities		Supplemental disclosure of cash flow information	
Receipts from customers	\$ 1,546,212	Noncash Activities: Disposal of asset	\$ 14,001
Payments to employees	(968,469)		
Payments to vendors	(605,787)		
Payments for self-insurance	(51,690)		
Receipts (payments) from inter-fund activity	6,686		
Net cash provided by (used in) operating activities	<u>(73,048)</u>		
Cash flows from non capital financing activities			
Net cash provided by (used in) non capital financing activities	<u>-</u>		
Cash flows from capital and related financing activities			
Acquisitions of capital assets	(126,344)		
Contributed capital	125,475		
Cash flows from capital and related financing activities	<u>(869)</u>		
Cash flows from investing activities			
Interest received	1,695		
Net cash provided by (used in) investing activities	<u>1,695</u>		
Net increase (decrease) in cash and cash equivalents	(72,222)		
Cash and cash equivalents, beginning of year	<u>607,682</u>		
Cash and cash equivalents, year to date	<u>\$ 535,460</u>		

St. Louis Downtown Airport
Schedule of Aged Receivables - Invoiced
June 30, 2017
(Unaudited)

Customers owing over \$1,000	Less than 30 days	31-60 days	61-90 days	91-180 days	181-360 days	Over 361 days	Total
Aviation Business Corporation	\$ 3,088	\$ 2,101	\$ 100	\$ -	\$ -	\$ -	\$ 5,289
Fostaire Helicopters	1,244	747	-	453	-	-	2,444
Greater St. Louis Air & Space Museum	1,172	-	-	103	-	-	1,275
Ideal Aviation Illinois, LLC	26,956	-	9,077	106	-	11	36,150
Jet Aviation - Cahokia, IL	6,998	-	-	-	-	-	6,998
Jet Aviation - St. Louis, MO	8,813	-	-	137	2,040	-	10,990
Parks Aviation Holdings LLC	3,839	-	-	-	-	-	3,839
William Wilson	-	-	230	690	1,150	1,840	3,910
Subtotal	52,110	2,848	9,407	1,489	3,190	1,851	70,895
All other customers ¹	3,349	(991)	61	(184)	(631)	329	1,933
Total	\$ 55,459	\$ 1,857	\$ 9,468	\$ 1,305	\$ 2,559	\$ 2,180	\$ 72,828

¹ Some customers pay ahead creating credit balances on this report.

St. Louis Downtown Airport
Capital Expenditures for Active Projects
For the Quarter Ended June 30, 2017
(unaudited)

Description		<u>Budget</u>	<u>Current</u>	<u>Year-To-Date</u>	<u>Life-To-Date</u>	<u>Balance</u>
Project #						
Runup taxiway,pad,enclosure		\$ 5,037,000	\$ -	\$ -	\$ -	\$ 5,037,000
Earthwork - Grade Ditch Parallel to Main Runway	x	755,490	26,201	26,201	754,701	789
Environmental Assessment and ALP		165,000	2,780	86,674	86,674	78,326
Terminal Roof Replacement	x	144,700	-	-	129,773	14,927
Air Condition units on terminal		52,000	-	-	-	52,000
Airport signage		36,000	-	-	-	36,000
Total Active Projects		<u>\$ 6,190,190</u>	<u>\$ 28,982</u>	<u>\$ 112,875</u>	<u>\$ 971,147</u>	<u>\$ 5,219,043</u>

x Projects are carryover from prior year.



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Riverfront Attractions

For the 12 Months Ended June 30, 2017

(Preliminary, subject to audit)

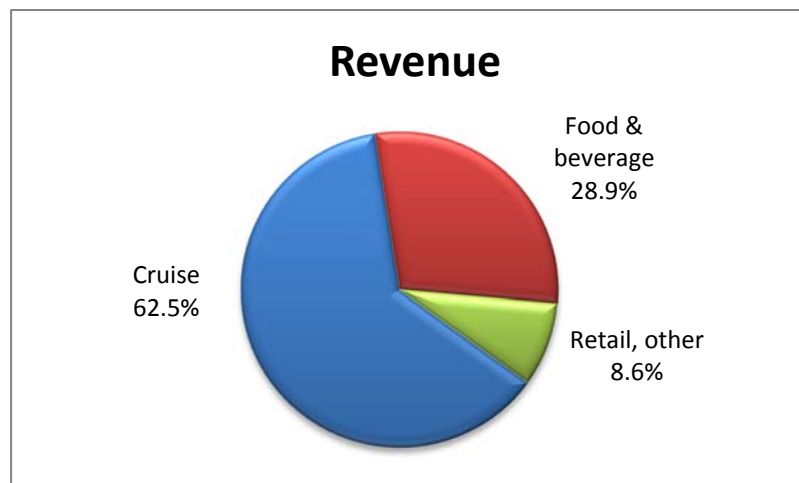
Fast Facts

After a few days of interrupted service due to flooding, the Riverboat cruises resumed and attendance has been positive. While the Arch was running only one tram and selling out early in the morning, they were directing visitors to the Riverboats. These two factors have contributed to positive financial results.

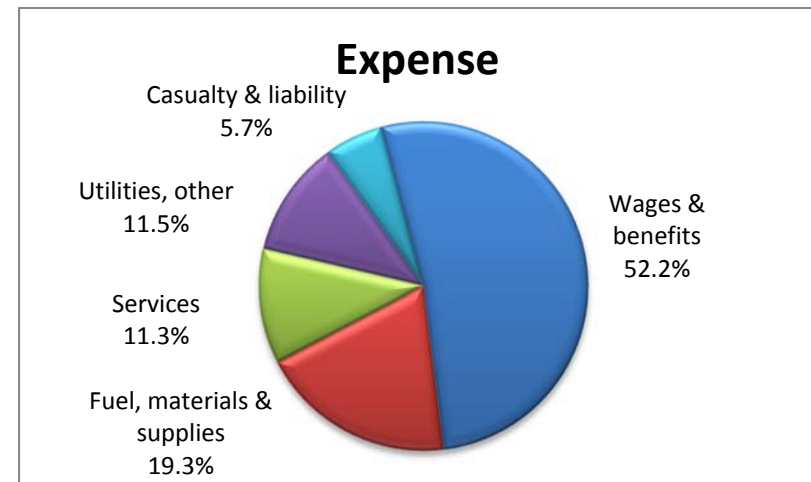
Financial Data

Income before depreciation for Riverfront Attractions is \$343.8 thousand compared to \$123.6 thousand in the prior year.

Revenue is \$2.8 million, which is 18.5% greater than the prior year, a direct result of increased passengers, cruises, and passengers on each cruise.



Total Expense is \$2.5 million up 9.7% from last year. Costs were lower in fiscal year 2016 due to savings realized by not utilizing seasonal employees and less food purchases for dinner cruises not taken. These savings are variable costs, which are only incurred when the boats are actively running cruises.



Services Expense are 5.0% greater than the prior year due to increased credit card fees and entertainment costs.

The 3.7% increase in **materials and supplies** over the prior year reflects the additional cost of consumable goods related to the increased number of cruises.

Riverfront Attractions

For the 12 Months Ended June 30, 2017

(Preliminary, subject to audit)

Performance Data

Performance Indicators			
YTD	Passengers	Cruises	Passengers per Cruise
FY17 Actual	105,775	909	116
FY17 Budget	105,795	914	116
FY16 Actual	87,588	790	111

Total **riverboat passengers** are up approximately 20.8% over the prior year and cruises are up approximately 15.1% over the prior year, both due to fewer flooding issues. The performance data indicates that the passenger attendance for cruises in both years remains constant and when cruises occur they are well attended.

Riverfront Attractions
Quarterly Statement of Financial Position
June 30, 2017
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Assets							
Current assets							
Cash	\$ 34,659	\$ 14,628	\$ 20,031	136.9	\$ 93,263	\$ (58,604)	(62.8)
Accounts and notes receivable	16,327	13,318	3,009	22.6	19,417	(3,090)	(15.9)
Interfund accounts receivable	60,771	47,191	13,580	28.8	530,991	(470,220)	(88.6)
Materials and supplies inventory	48,812	46,738	2,074	4.4	39,773	9,039	22.7
Other current assets	-	36,086	(36,086)	(100.0)	-	-	n/a
Total current assets	160,569	157,961	2,608	1.7	683,444	(522,875)	(76.5)
Capital assets							
Capital assets	5,098,609	5,165,479	(66,870)	(1.3)	5,187,190	(88,581)	(1.7)
Accumulated depreciation	(3,746,408)	(3,823,501)	77,093	2.0	(3,651,948)	(94,460)	(2.6)
Total capital assets, net	1,352,201	1,341,978	10,223	0.8	1,535,242	(183,041)	(11.9)
Construction-in-process	-	8,969	(8,969)	(100.0)	-	-	n/a
Total capital assets	1,352,201	1,350,947	1,254	0.1	1,535,242	(183,041)	(11.9)
Total assets	1,512,770	1,508,908	3,862	0.3	2,218,686	(705,916)	(31.8)
Total	\$ 1,512,770	\$ 1,508,908	\$ 3,862	0.3	\$ 2,218,686	\$ (705,916)	(31.8)

Riverfront Attractions
Quarterly Statement of Financial Position
June 30, 2017
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Liabilities							
Current liabilities							
Accounts payable	\$ 27,962	\$ 5,035	\$ 22,927	455.4	\$ 49,152	\$ (21,190)	(43.1)
Interfund accounts payable	623,760	862,998	(239,238)	(27.7)	1,396,340	(772,580)	(55.3)
Accrued expenses	109,023	98,380	10,643	10.8	106,000	3,023	2.9
Other current liabilities	124,208	71,797	52,411	73.0	119,075	5,133	4.3
Total current liabilities	884,953	1,038,210	(153,257)	(14.8)	1,670,567	(785,614)	(47.0)
Non-current liabilities							
Other post-employment benefits	291,183	304,676	(13,493)	(4.4)	297,019	(5,836)	(2.0)
Long-term insurance	33,654	33,654	-	-	33,654	-	-
Unfunded pension liabilities	793,381	793,381	-	-	793,381	-	-
Total non-current liabilities	1,118,218	1,131,711	(13,493)	(1.2)	1,124,054	(5,836)	(0.5)
Total liabilities	2,003,171	2,169,921	(166,750)	(7.7)	2,794,621	(791,450)	(28.3)
Net Position							
Net position - capital investments	1,385,855	1,384,601	1,254	0.1	254,907	1,130,948	443.7
Net position	(1,961,790)	(1,960,536)	(1,254)	(0.1)	(621,083)	(1,340,707)	(215.9)
Net income (loss)	85,534	(85,078)	170,612	200.5	(209,759)	295,293	140.8
Total net position	(490,401)	(661,013)	170,612	25.8	(575,935)	85,534	14.9
Total	<u>\$ 1,512,770</u>	<u>\$ 1,508,908</u>	<u>\$ 3,862</u>	0.3	<u>\$ 2,218,686</u>	<u>\$ (705,916)</u>	(31.8)

Riverfront Attractions
Statement of Activities
For the Quarter Ended June 30, 2017
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Revenue										
Cruise	\$ 638,136	\$ 506,450	\$ 131,686	26.0	\$ 696,209	\$ 1,759,381	\$ 1,675,695	\$ 83,686	5.0	\$ 1,434,140
Food and beverage	236,000	234,738	1,262	0.5	315,613	811,706	812,152	(446)	(0.1)	634,852
Retail	46,390	27,000	19,390	71.8	47,227	121,424	87,850	33,574	38.2	84,777
Other operating revenue	27,857	29,201	(1,344)	(4.6)	39,900	131,855	109,030	22,825	20.9	195,992
Sales discount	(3,740)	(8,205)	4,465	54.4	(14,723)	(11,977)	(32,821)	20,844	63.5	(36,007)
Total revenue	<u>944,643</u>	<u>789,184</u>	<u>155,459</u>	<u>19.7</u>	<u>1,084,226</u>	<u>2,812,389</u>	<u>2,651,906</u>	<u>160,483</u>	<u>6.1</u>	<u>2,373,796</u>
Expense										
Wages and benefits ¹	378,634	369,357	(9,277)	(2.5)	380,658	1,289,119	1,361,314	72,195	5.3	1,182,283
Services	54,330	58,211	3,881	6.7	43,304	279,080	245,320	(33,760)	(13.8)	265,814
Fuel and lube consumed	21,365	21,600	235	1.1	16,630	51,780	60,000	8,220	13.7	43,748
Materials and supplies	129,057	153,445	24,388	15.9	193,970	423,533	486,454	62,921	12.9	408,354
Utilities	19,753	22,273	2,520	11.3	18,704	89,755	84,661	(5,094)	(6.0)	72,122
Casualty and liability costs	35,163	44,431	9,268	20.9	37,564	140,652	175,542	34,890	19.9	148,285
Other expenses	35,714	38,637	2,923	7.6	46,273	145,494	143,348	(2,146)	(1.5)	129,640
Contribution to outside entities	-	-	-	-	(1,000)	-	-	-	-	-
Other non-operating expense	35,037	-	(35,037)	-	1,000	49,136	-	(49,136)	-	-
Total expense	<u>709,053</u>	<u>707,954</u>	<u>(1,099)</u>	<u>(0.2)</u>	<u>737,103</u>	<u>2,468,549</u>	<u>2,556,639</u>	<u>88,090</u>	<u>3.4</u>	<u>2,250,246</u>
Income (loss) before depreciation	<u>235,590</u>	<u>81,230</u>	<u>154,360</u>	<u>190.0</u>	<u>347,123</u>	<u>343,840</u>	<u>95,267</u>	<u>248,573</u>	<u>260.9</u>	<u>123,550</u>
Depreciation and amortization expense	64,978	78,853	13,875	17.6	82,893	258,306	315,412	57,106	18.1	333,309
Net income (loss)	<u>\$ 170,612</u>	<u>\$ 2,377</u>	<u>\$ 168,235</u>	<u>7,077.6</u>	<u>\$ 264,230</u>	<u>\$ 85,534</u>	<u>\$ (220,145)</u>	<u>\$ 305,679</u>	<u>138.9</u>	<u>\$ (209,759)</u>

¹ - Detailed schedule included.

Riverfront Attractions
Detailed Schedule of Wages and Benefits
For the Quarter Ended June 30, 2017
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Personnel expense										
Wages	\$ 295,148	\$ 279,383	\$ (15,765)	(5.6)	\$ 302,002	\$ 981,065	\$ 1,007,942	\$ 26,877	2.7	\$ 906,721
Company paid benefits										
Payroll related taxes and insurance										
FICA	20,943	21,371	428	2.0	23,224	70,884	77,107	6,223	8.1	65,328
Unemployment insurance	770	3,031	2,261	74.6	1,671	4,503	12,739	8,236	64.7	4,814
Worker's compensation insurance	923	2,281	1,358	59.5	693	3,251	9,024	5,773	64.0	2,804
Health and welfare										
Medical	20,984	25,138	4,154	16.5	21,447	84,583	100,550	15,967	15.9	82,085
Dental	708	785	77	9.8	863	3,152	3,140	(12)	(0.4)	2,969
Other post employment benefits	2,361	5,479	3,118	56.9	115	10,017	22,000	11,983	54.5	4,593
Life insurance / AD&D	308	190	(118)	(62.1)	256	1,140	759	(381)	(50.2)	849
Short and long term disability	1,012	1,220	208	17.0	1,420	4,870	4,880	10	0.2	4,838
FMLA administration expense	-	81	81	100.0	466	675	324	(351)	(108.3)	1,707
EAP expense	44	53	9	17.0	53	195	212	17	8.0	180
Retirement										
Pension expense	28,221	13,909	(14,312)	(102.9)	19,599	95,736	55,644	(40,092)	(72.1)	81,607
401 K contributions	5,408	16,123	10,715	66.5	5,933	22,860	64,491	41,631	64.6	19,705
Other										
Uniform allowance	1,804	313	(1,491)	(476.4)	2,916	6,188	2,502	(3,686)	(147.3)	4,083
Total company paid benefits	<u>83,486</u>	<u>89,974</u>	<u>6,488</u>	<u>7.2</u>	<u>78,656</u>	<u>308,054</u>	<u>353,372</u>	<u>45,318</u>	<u>12.8</u>	<u>275,562</u>
Total wages and benefits	<u>\$ 378,634</u>	<u>\$ 369,357</u>	<u>\$ (9,277)</u>	<u>(2.5)</u>	<u>\$ 380,658</u>	<u>\$ 1,289,119</u>	<u>\$ 1,361,314</u>	<u>\$ 72,195</u>	<u>5.3</u>	<u>\$ 1,182,283</u>

Riverfront Attractions
Cash Receipts and Disbursements Schedule
For the Quarter Ended June 30, 2017
(unaudited)

<u>Description</u>	<u>Total</u>	<u>Operating Fund</u>	<u>Change Fund</u>
Balance at April 1, 2017			
Cash & Investments	\$ 14,628	\$ 8,728	\$ 5,900
Add:			
Revenue receipts	957,971	957,971	-
Total cash receipts	<u>957,971</u>	<u>957,971</u>	<u>-</u>
Interfund transfers	-	-	-
Less:			
Cash disbursements	(937,940)	(937,940)	-
Total cash disbursements	<u>(937,940)</u>	<u>(937,940)</u>	<u>-</u>
 Balance at June 30, 2017			
Cash & Investments	<u>\$ 34,659</u>	<u>\$ 28,759</u>	<u>\$ 5,900</u>

Riverfront Attractions
Statement of Cash Flows
For the Twelve Months Ended June 30, 2017
(unaudited)

Cash flows from operating activities		Supplemental disclosure of cash flow information	
Receipts from customers	\$ 2,815,476		
Payments to employees	(1,291,935)	Noncash Activities:	
Payments to vendors	(1,014,734)	Loss on disposal of assets	\$ 35,038
Payments for self-insurance	(140,652)		
Receipts (payments) from inter-fund activity	<u>(302,360)</u>		
Net cash provided by (used in) operating activities	<u>65,795</u>		
Cash flows from non capital financing activities			
Nonoperating contributions	<u>(14,098)</u>		
Net cash provided by (used in) non capital financing activities	<u>(14,098)</u>		
Cash flows from capital and related financing activities			
Acquisitions of capital assets	<u>(110,301)</u>		
Cash flows from capital and related financing activities	<u>(110,301)</u>		
Cash flows from investing activities			
Net cash provided by (used in) investing activities	<u>-</u>		
Net increase (decrease) in cash and cash equivalents	(58,604)		
Cash and cash equivalents, beginning of year	<u>93,263</u>		
Cash and cash equivalents, year to date	<u>\$ 34,659</u>		

Riverfront Attractions
Capital Expenditures for Active Projects
For the Quarter Ended June 30, 2017
(unaudited)

Description			<u>Budget</u>	<u>Current</u>	<u>Year-To-Date</u>	<u>Life-To-Date</u>	<u>Balance</u>
Project #							
1944	Riverboat Gangway	x	\$ 121,052	\$ -	\$ 65	\$ 106,833	\$ 14,219
	Becky Thatcher Engines Overhaul		80,000	72,170	72,170	72,170	7,830
	Tom Sawyer Engine Rebuild		-	-	38,067	38,067	(38,067)
Total Active Projects			<u>\$ 201,052</u>	<u>\$ 72,170</u>	<u>\$ 110,302</u>	<u>\$ 217,070</u>	<u>\$ (16,018)</u>

x Projects are carryover from prior year.



ST LOUIS REGIONAL
FREIGHTWAY

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St. Louis Regional Freightway

For the 12 Months Ended June 30, 2017

(Preliminary, subject to audit)

Fast Facts

The St. Louis Regional Freightway made progress this year establishing the bi-state area as a premier freight center and multimodal hub for the nation. Its ability to forge and strengthen relationships with freight partners throughout America's heartland and to the Gulf of Mexico will provide a solid foundation for the Freightway.

The annual Freight Summit and the Spring Industry Forum were well attended. It provided an opportunity to highlight the region's competitive advantages and set direction for the future including prioritization of project funding.

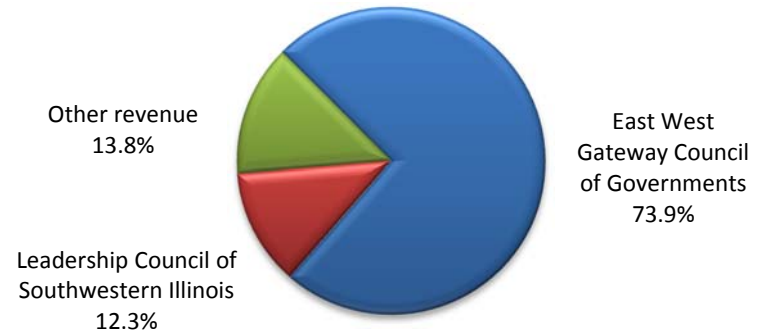
Financial Data

Net loss for the St. Louis Regional Freightway is \$497.5 thousand.

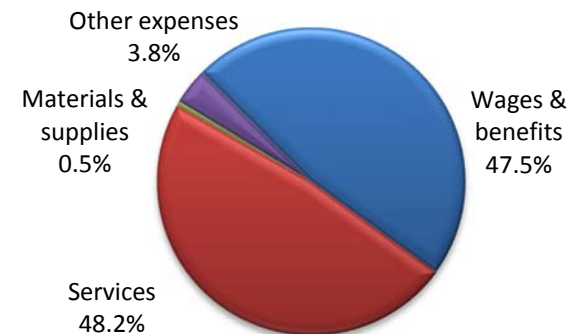
Revenue of \$203.0 thousand includes Partnership Revenue Fees from East-West Gateway Council of Governments and the Leadership Council of Southwestern Illinois. Other Revenue of \$28.0 thousand is registration fees for Freightway events.

Expense of \$700.5 thousand includes compensation and benefits of \$332.7 thousand. Services were \$337.5 thousand due to consulting and legal fees. Materials and other expenses were \$30.3 thousand.

Revenue



Expense



St. Louis Regional Freightway
Quarterly Statement of Financial Position
June 30, 2017
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Assets							
Current assets							
Cash	\$ 82,638	\$ 3,000	\$ 79,638	n/a	\$ 6,036	\$ 76,602	n/a
Accounts and notes receivable	25,340	42,250	(16,910)	(40.0)	152,775	(127,435)	(83.4)
Interfund accounts receivable	-	-	-	n/a	11,853	(11,853)	(100.0)
Total current assets	107,978	45,250	62,728	138.6	170,664	(62,686)	(36.7)
Total assets	107,978	45,250	62,728	138.6	170,664	(62,686)	(36.7)
Total	<u>\$ 107,978</u>	<u>\$ 45,250</u>	<u>\$ 62,728</u>	138.6	<u>\$ 170,664</u>	<u>\$ (62,686)</u>	(36.7)

St. Louis Regional Freightway
Quarterly Statement of Financial Position
June 30, 2017
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Liabilities							
Current liabilities							
Accounts payable	\$ 29,150	\$ -	\$ 29,150	n/a	\$ 4,750	\$ 24,400	513.7
Interfund accounts payable	773,817	538,129	235,688	43.8	295,798	478,019	161.6
Accrued expenses	14,901	14,399	502	3.5	6,900	8,001	116.0
Other current liabilities	-	4,500	(4,500)	(100.0)	75,000	(75,000)	(100.0)
Total current liabilities	817,868	557,028	260,840	46.8	382,448	435,420	113.9
Non-current liabilities							
Other post-employment benefits	(739)	2,634	(3,373)	(128.1)	(176)	(563)	(319.9)
Unfunded pension liabilities	11,853	11,853	-	-	11,853	-	-
Total non-current liabilities	11,114	14,487	(3,373)	(23.3)	11,677	(563)	(4.8)
Total liabilities	828,982	571,515	257,467	45.0	394,125	434,857	110.3
Net Position							
Net position	(223,461)	(223,461)	-	-	-	(223,461)	n/a
Net income (loss)	(497,543)	(302,804)	(194,739)	(64.3)	(223,461)	(274,082)	(122.7)
Total net position	(721,004)	(526,265)	(194,739)	(37.0)	(223,461)	(497,543)	(222.7)
Total	<u>\$ 107,978</u>	<u>\$ 45,250</u>	<u>\$ 62,728</u>	138.6	<u>\$ 170,664</u>	<u>\$ (62,686)</u>	(36.7)

**St. Louis Regional Freightway
Statement of Activities
For the Quarter Ended June 30, 2017**
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Revenue										
Partnership fees	\$ 37,500	\$ 43,750	\$ (6,250)	(14.3)	\$ (53,152)	\$ 175,000	\$ 175,000	\$ -	-	\$ 259,611
Other revenue	27,255	10,000	17,255	172.6	5,400	28,005	40,000	(11,995)	(30.0)	5,400
Total revenue	<u>64,755</u>	<u>53,750</u>	<u>11,005</u>	<u>20.5</u>	<u>(47,752)</u>	<u>203,005</u>	<u>215,000</u>	<u>(11,995)</u>	<u>(5.6)</u>	<u>265,011</u>
Expense										
Wages and benefits ¹	87,350	57,644	(29,706)	(51.5)	52,798	332,729	231,780	(100,949)	(43.6)	212,857
Services	170,883	136,250	(34,633)	(25.4)	66,771	337,535	545,000	207,465	38.1	212,377
Materials and supplies	135	375	240	64.0	-	3,383	1,500	(1,883)	(125.5)	13
Utilities	-	150	150	100.0	-	-	600	600	100.0	-
Other expenses	1,126	18,125	16,999	93.8	28,820	26,901	72,500	45,599	62.9	63,225
Total expense	<u>259,494</u>	<u>212,544</u>	<u>(46,950)</u>	<u>(22.1)</u>	<u>148,389</u>	<u>700,548</u>	<u>851,380</u>	<u>150,832</u>	<u>17.7</u>	<u>488,472</u>
Net income (loss)	<u>\$ (194,739)</u>	<u>\$ (158,794)</u>	<u>\$ (35,945)</u>	<u>(22.6)</u>	<u>\$ (196,141)</u>	<u>\$ (497,543)</u>	<u>\$ (636,380)</u>	<u>\$ 138,837</u>	<u>21.8</u>	<u>\$ (223,461)</u>

¹ - Detailed schedule included.

**St. Louis Regional Freightway
Detailed Schedule of Wages and Benefits
For the Quarter Ended June 30, 2017**

(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Personnel expense										
Wages	\$ 69,705	\$ 47,099	\$ (22,606)	(48.0)	\$ 43,388	\$ 267,891	\$ 189,122	\$ (78,769)	(41.6)	\$ 174,603
Company paid benefits										
Payroll related taxes and insurance										
FICA	5,050	3,603	(1,447)	(40.2)	3,104	16,251	14,468	(1,783)	(12.3)	12,294
Unemployment insurance	43	52	9	17.3	-	583	525	(58)	(11.0)	372
Worker's compensation insurance	-	-	-	-	-	-	108	108	100.0	-
Health and welfare										
Medical	7,980	3,000	(4,980)	(166.0)	3,856	29,819	12,000	(17,819)	(148.5)	15,442
Dental	180	95	(85)	(89.5)	105	716	381	(335)	(87.9)	374
Other post employment benefits	935	-	(935)	-	18	3,745	-	(3,745)	-	1,288
Life insurance / AD&D	94	23	(71)	(308.7)	52	336	92	(244)	(265.2)	184
Short and long term disability	339	147	(192)	(130.6)	277	1,419	588	(831)	(141.3)	751
FMLA administration expense	-	10	10	100.0	8	23	39	16	41.0	27
EAP expense	8	6	(2)	(33.3)	5	33	26	(7)	(26.9)	17
Retirement										
Pension expense	-	1,666	1,666	100.0	208	1,729	6,661	4,932	74.0	1,210
401 K contributions	3,016	1,943	(1,073)	(55.2)	1,777	10,184	7,770	(2,414)	(31.1)	6,295
Total company paid benefits	<u>17,645</u>	<u>10,545</u>	<u>(7,100)</u>	<u>(67.3)</u>	<u>9,410</u>	<u>64,838</u>	<u>42,658</u>	<u>(22,180)</u>	<u>(52.0)</u>	<u>38,254</u>
Total wages and benefits	<u>\$ 87,350</u>	<u>\$ 57,644</u>	<u>\$ (29,706)</u>	<u>(51.5)</u>	<u>\$ 52,798</u>	<u>\$ 332,729</u>	<u>\$ 231,780</u>	<u>\$ (100,949)</u>	<u>(43.6)</u>	<u>\$ 212,857</u>

St. Louis Regional Freightway
Cash Receipts and Disbursements Schedule
For the Quarter Ended June 30, 2017
(unaudited)

<u>Description</u>	<u>Total</u>	<u>Operating Fund</u>
Balance at April 1, 2017		
Cash & Investments	\$ 3,000	\$ 3,000
Add:		
Revenue receipts	86,238	86,238
Total cash receipts	<u>86,238</u>	<u>86,238</u>
Interfund transfers	-	-
Less:		
Cash disbursements	<u>(6,600)</u>	<u>(6,600)</u>
Total cash disbursements	<u>(6,600)</u>	<u>(6,600)</u>
Balance at June 31, 2017		
Cash & Investments	<u><u>\$ 82,638</u></u>	<u><u>\$ 82,638</u></u>

St. Louis Regional Freight District
Statement of Cash Flows
For the Twelve Months Ended June 30, 2017
(unaudited)

Cash flows from operating activities		Supplemental disclosure of cash flow information
Receipts from customers	\$ 330,440	
Payments to employees	(325,292)	Noncash Activities:
Payments to vendors	(418,418)	None
Receipts (payments) from inter-fund activity	489,872	
	<hr/>	
Net cash provided by (used in) operating activities	<hr/> 76,602	
 Cash flows from non capital financing activities		
None		
 Net cash provided by (used in) non capital financing activities	<hr/> -	
 Cash flows from capital and related financing activities		
None		
 Cash flows from capital and related financing activities	<hr/> -	
 Cash flows from investing activities		
None		
 Net cash provided by (used in) investing activities	<hr/> -	
 Net increase (decrease) in cash and cash equivalents	76,602	
 Cash and cash equivalents, beginning of year	<hr/> 6,036	
 Cash and cash equivalents, year to date	<hr/> \$ 82,638	

BI-STATE DEVELOPMENT
RESEARCH
INSTITUTE

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Bi-State Development Research Institute

For the 12 Months Ended June 30, 2017

(Preliminary, subject to audit)

Fast Facts

Bi-State Development Research Institute used funds from the Missouri Foundation for health to begin funding operating costs for the Market Kiosk project. The kiosks are being installed at two North St. Louis County locations to improve access to healthy food for people in that area.

The St. Louis County Department of Public Health will deploy a mobile medical unit to locations providing health screenings for the community. The program is designed to provide underserved residents with easier access to health care. The mobile units will serve the North Hanley MetroLink Station, the Rock Road MetroLink Station and the Wellston MetroLink Station.

Financial Data

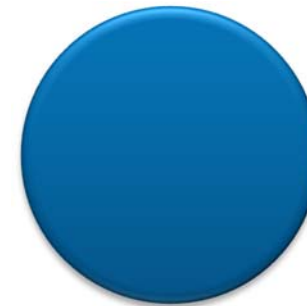
Net Income for fiscal year 2017 is \$116.4 thousand.

Revenue from Awards/Grants funding totaled \$195.4 thousand.

Expense totals \$79.0 thousand. The majority of expense is for consulting services and materials related to the Missouri Health Foundation grants, one which closed this fiscal year and outside service expense for kiosk food operations.

Income

Awards,
100.0%



Expense

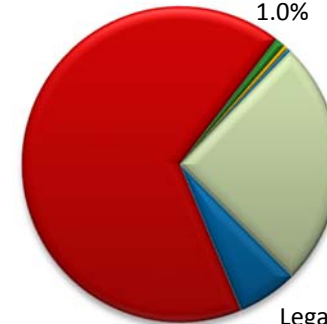
Consulting
Fees, 66.8%

Office
Supplies,
1.0%

Travel, 0.5%
Other, 0.3%

Outside
Services,
25.2%

Legal Fees,
6.2%



Bi-State Development Research Institute
Quarterly Statement of Financial Position
June 30, 2017
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Assets							
Current assets							
Cash	\$ 226,205	\$ 421,227	\$ (195,022)	(46.3)	\$ 39,127	\$ 187,078	478.1
Accounts and notes receivable	429	429	-	-	-	429	n/a
Other current assets	40,000	-	40,000	n/a	-	40,000	n/a
Total current assets	266,634	421,656	(155,022)	(36.8)	39,127	227,507	581.5
Construction-in-process	135,000	-	135,000	n/a	-	135,000	n/a
Total capital assets	135,000	-	135,000	n/a	-	135,000	n/a
Total assets	401,634	421,656	(20,022)	(4.7)	39,127	362,507	926.5
Total	\$ 401,634	\$ 421,656	\$ (20,022)	(4.7)	\$ 39,127	\$ 362,507	926.5

Bi-State Development Research Institute
Quarterly Statement of Financial Position
June 30, 2017
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Liabilities							
Current liabilities							
Accounts payable	\$ 3,000	\$ 3,000	\$ -	-	\$ -	\$ 3,000	n/a
Interfund accounts payable	19,433	15,637	3,796	24.3	-	19,433	n/a
Other current liabilities	223,650	418,651	(195,001)	(46.6)	-	223,650	n/a
Total current liabilities	246,083	437,288	(191,205)	(43.7)	-	246,083	n/a
Total liabilities	246,083	437,288	(191,205)	(43.7)	-	246,083	n/a
Net Position							
Net position	39,127	39,127	-	-	(282)	39,409	n/a
Net income (loss)	116,424	(54,759)	171,183	312.6	39,409	77,015	195.4
Total net position	155,551	(15,632)	171,183	n/a	39,127	116,424	297.6
Total	<u>\$ 401,634</u>	<u>\$ 421,656</u>	<u>\$ (20,022)</u>	<u>(4.7)</u>	<u>\$ 39,127</u>	<u>\$ 362,507</u>	<u>926.5</u>

Bi-State Development Research Institute
Statement of Activities
For the Quarter Ended June 30, 2017
(unaudited)

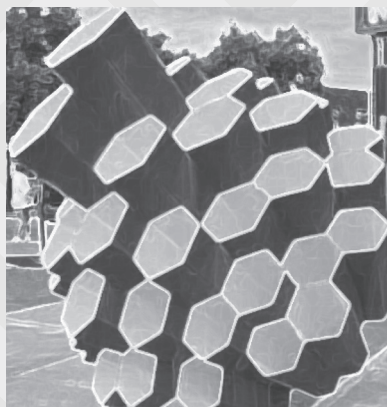
	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Revenue										
Not for Profit Revenue	\$ 195,000	\$ 15,625	\$ 179,375	1,148.0	\$ -	\$ 195,429	\$ 62,500	\$ 132,929	212.7	\$ 39,805
Total revenue	<u>195,000</u>	<u>15,625</u>	<u>179,375</u>	<u>1,148.0</u>	<u>-</u>	<u>195,429</u>	<u>62,500</u>	<u>132,929</u>	<u>212.7</u>	<u>39,805</u>
Expense										
Services	23,817	27,707	3,890	14.0	68	77,832	110,829	32,997	29.8	296
Materials and supplies	-	250	250	100.0	-	800	1,000	200	20.0	-
Other expenses	-	1,000	1,000	100.0	-	373	4,000	3,627	90.7	100
Total expense	<u>23,817</u>	<u>28,957</u>	<u>5,140</u>	<u>17.8</u>	<u>68</u>	<u>79,005</u>	<u>115,829</u>	<u>36,824</u>	<u>31.8</u>	<u>396</u>
Net income (loss)	<u>\$ 171,183</u>	<u>\$ (13,332)</u>	<u>\$ 184,515</u>	<u>1,384.0</u>	<u>\$ (68)</u>	<u>\$ 116,424</u>	<u>\$ (53,329)</u>	<u>\$ 169,753</u>	<u>318.3</u>	<u>\$ 39,409</u>

**Bi-State Development Research Institute
Cash Receipts and Disbursements Schedule
For the Quarter Ended June 30, 2017
(unaudited)**

<u>Description</u>	<u>Total</u>	<u>Operating Fund</u>	<u>Restricted Fund</u>
Balance at April 1, 2017			
Cash & Investments	\$ 421,227	\$ 2,576	\$ 418,651
Add:			
Receipts	-	-	-
Total cash receipts	-	-	-
Interfund transfers	-	-	-
Less:			
Cash disbursements	(195,022)	(22)	(195,000)
Total cash disbursements	(195,022)	(22)	(195,000)
Balance at June 30, 2017			
Cash & Investments	<u>\$ 226,205</u>	<u>\$ 2,554</u>	<u>\$ 223,651</u>

Bi-State Development Research Institute
Statement of Cash Flows
For the Twelve Months Ended June 30, 2017
(unaudited)

Cash flows from operating activities		Supplemental disclosure of cash flow information
Receipts from customers	\$ 195,000	Noncash Activities: None
Payments to vendors	107,645	
Receipts (payments) from inter-fund activity	<u>19,433</u>	
Net cash provided by (used in) operating activities	<u>322,078</u>	
Cash flows from non capital financing activities		
None		
Net cash provided by (used in) non capital financing activities	<u>-</u>	
Cash flows from capital and related financing activities		
Acquisitions of capital assets	<u>(135,000)</u>	
Cash flows from capital and related financing activities	<u>(135,000)</u>	
Cash flows from investing activities		
None		
Net cash provided by (used in) investing activities	<u>-</u>	
Net increase (decrease) in cash and cash equivalents	187,078	
Cash and cash equivalents, beginning of year	<u>39,127</u>	
Cash and cash equivalents, year to date	<u>\$ 226,205</u>	



Arts in Transit

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Arts In Transit, Inc.

For the 12 Months Ended June 30, 2017

(Preliminary, subject to audit)

Fast Facts

Arts In Transit was one of nine local arts organizations to receive a grant from the PNC Foundation through the PNC Arts Alive initiative. The \$20,000 grant will support MetroScapes, a program that promotes local artists by displaying their work at MetroBus shelters and transit centers throughout the St. Louis region. Ten designs will be chosen to display at 200 area bus shelters for a year with smaller versions available for sale.

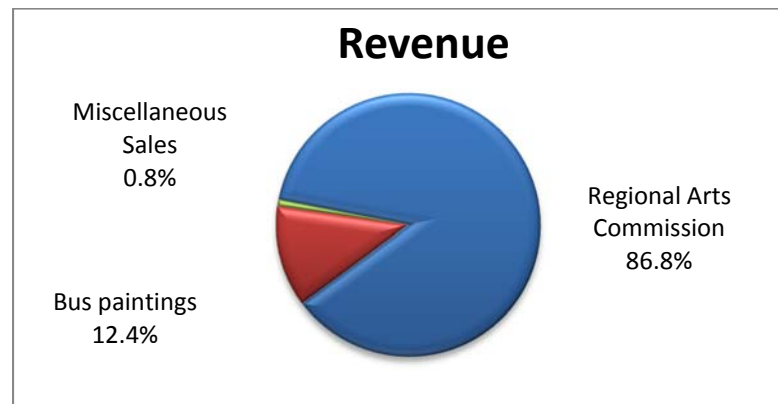
Entries are being accepted for the 2017 MetroLines poetry contest. Local poets are invited to submit their work for the chance to have their poems displayed on MetroBus vehicles and MetroLink trains for up to a year.

As part of the Art In Motion program, some of the MetroBus paintings were a collaborative effort with Arts In Transit and the St. Louis Earth Day Festival, the St. Louis Cardinals, and with EarthDance farms and the Ferguson Farmer's Market. Local artists designed the artwork and the finished product will remain on the MetroBuses for a period of one year as they travel along their daily routes.

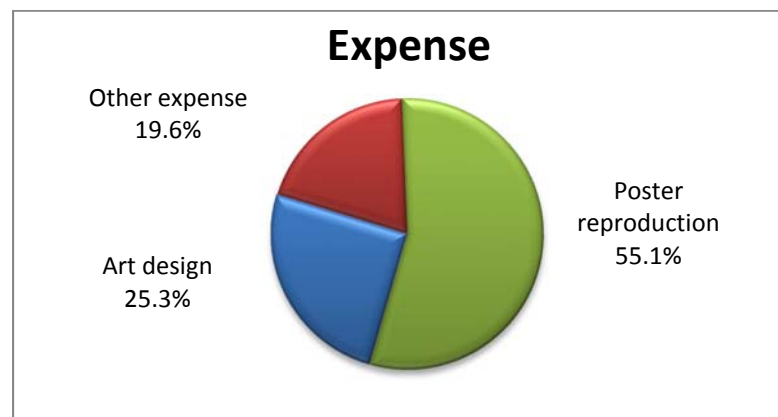
Financial Data

Net Income is \$39.1 thousand.

Total revenue of \$64.5 thousand includes the annual contribution from the Regional Arts Commission and proceeds from bus paintings.



Expense of \$25.4 thousand consists of \$6.4 thousand for art design and bus wrap services related to a bus painting, \$14.0 thousand in expense related to MetroScape poster reproduction, \$5.0 thousand related to production costs for 100 bus shelters, and various immaterial bank fees.



Arts In Transit, Inc.
Quarterly Statement of Financial Position
June 30, 2017
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Assets							
Current assets							
Cash	\$ 61,695	\$ 33,184	\$ 28,511	85.9	\$ 22,574	\$ 39,121	173.3
Accounts and notes receivable	-	-	-	n/a	4,000	(4,000)	(100.0)
Total current assets	61,695	33,184	28,511	85.9	26,574	35,121	132.2
Total assets	61,695	33,184	28,511	85.9	26,574	35,121	132.2
Total	<u>\$ 61,695</u>	<u>\$ 33,184</u>	<u>\$ 28,511</u>	85.9	<u>\$ 26,574</u>	<u>\$ 35,121</u>	132.2

Arts In Transit, Inc.
Quarterly Statement of Financial Position
June 30, 2017
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Liabilities							
Current liabilities							
Other current liabilities	-	-	-	n/a	4,000	(4,000)	(100.0)
Total current liabilities	-	-	-	n/a	4,000	(4,000)	(100.0)
Total liabilities	-	-	-	n/a	4,000	(4,000)	(100.0)
Net Position							
Net position	\$ 22,574	\$ 22,574	\$ -	-	\$ 2,261	\$ 20,313	898.4
Net income (loss)	39,121	10,610	28,511	268.7	20,313	18,808	92.6
Total net position	61,695	33,184	28,511	85.9	22,574	39,121	173.3
Total	<u>\$ 61,695</u>	<u>\$ 33,184</u>	<u>\$ 28,511</u>	85.9	<u>\$ 26,574</u>	<u>\$ 35,121</u>	132.2

Arts In Transit, Inc.
Statement of Activities
For the Quarter Ended June 30, 2017
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Revenue										
Not for Profit Revenue	\$ 32,000	\$ 11,875	\$ 20,125	169.5	\$ -	\$ 64,507	\$ 47,500	\$ 17,007	35.8	\$ 26,888
Total revenue	<u>32,000</u>	<u>11,875</u>	<u>20,125</u>	169.5	<u>-</u>	<u>64,507</u>	<u>47,500</u>	<u>17,007</u>	35.8	<u>26,888</u>
Expense										
Services	3,489	11,250	7,761	69.0	3,197	25,386	45,000	19,614	43.6	6,575
Materials and supplies	-	350	350	100.0	-	-	1,400	1,400	100.0	-
Other expenses	-	62	62	100.0	-	-	250	250	100.0	-
Total expense	<u>3,489</u>	<u>11,662</u>	<u>8,173</u>	70.1	<u>3,197</u>	<u>25,386</u>	<u>46,650</u>	<u>21,264</u>	45.6	<u>6,575</u>
Net income (loss)	<u>\$ 28,511</u>	<u>\$ 213</u>	<u>\$ 28,298</u>	n/a	<u>\$ (3,197)</u>	<u>\$ 39,121</u>	<u>\$ 850</u>	<u>\$ 38,271</u>	4,502.5	<u>\$ 20,313</u>

Arts in Transit, Inc.
Cash Receipts and Disbursements Schedule
For the Quarter Ended June 30, 2017
(unaudited)

<u>Description</u>	<u>Total</u>	<u>Operating Fund</u>
Balance at April 1, 2017		
Cash & Investments	\$ 33,184	\$ 33,184
Add:		
Receipts	32,000	32,000
Total cash receipts	<u>32,000</u>	<u>32,000</u>
Interfund transfers	-	-
Less:		
Cash disbursements	(3,489)	(3,489)
Total cash disbursements	<u>(3,489)</u>	<u>(3,489)</u>
Balance at June 30, 2017		
Cash & Investments	<u>\$ 61,695</u>	<u>\$ 61,695</u>

Art In Transit, Inc.
Statement of Cash Flows
For the Twelve Months Ended June 30, 2017
(unaudited)

Cash flows from operating activities		Supplemental disclosure of cash flow information
Receipts from customers	\$ 68,507	
Payments to vendors	(29,386)	Noncash Activities:
		None
Net cash provided by (used in) operating activities	<u>39,121</u>	
Cash flows from non capital financing activities		
None		
Net cash provided by (used in) non capital financing activities	<u>-</u>	
Cash flows from capital and related financing activities		
None		
Cash flows from capital and related financing activities	<u>-</u>	
Cash flows from investing activities		
None		
Net cash provided by (used in) investing activities	<u>-</u>	
Net increase (decrease) in cash and cash equivalents	39,121	
Cash and cash equivalents, beginning of year	<u>22,574</u>	
Cash and cash equivalents, year to date	<u>\$ 61,695</u>	



BI-STATE
DEVELOPMENT

SELF-INSURANCE FUNDS

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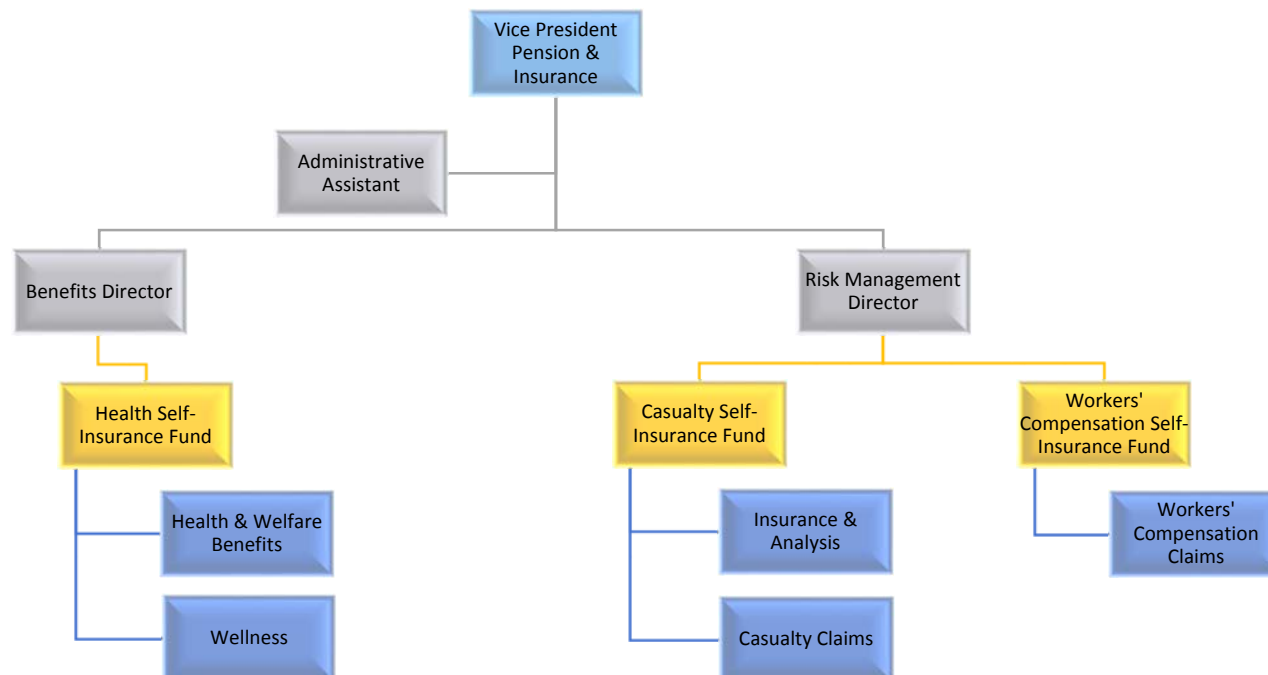
Self-Insurance Funds

For the 12 Months Ended June 30, 2017

(Preliminary, subject to audit)

As directed by the BSD Board of Commissioners, in order to improve overall accountability and governance, accounting and reporting has been restructured and administration has been reorganized for the Health, Casualty and Workers Compensation Self-Insurance Funds. The objective is comprehensive management and accounting, and reporting for assets, sources of revenue, expenses and related administrative costs for these self-insured activities.

The major costs and administrative components of the Health Self-Insurance Fund reside in the Benefits Department. The major costs and administrative components of the Casualty and Workers Compensation Self-Insurance Funds reside in the Risk Management Department. The administration of these departments and their related activities has been reorganized to achieve the accountability and governance objectives as shown below:



**Bi-State Development Agency of the
Missouri-Illinois Metropolitan District
Self-Insurance Divisions
Quarterly Statement of Financial Position
June 30, 2017
(unaudited)**

	Health Self-Insurance Division	Casualty Self-Insurance Division	Workers Compensation Self-Insurance Division	Totals	Interfund Eliminations	Totals After Eliminations
Assets						
Current assets						
Cash	\$ 1,537,496	\$ 4,059,419	\$ 7,111,423	\$ 12,708,338	\$ -	\$ 12,708,338
Accounts and notes receivable	39,230	-	131	39,361	-	39,361
Interfund accounts receivable	1,314,657	5,719,582	500,842	7,535,081	(7,535,081)	-
Total current assets	<u>2,891,383</u>	<u>9,779,001</u>	<u>7,612,396</u>	<u>20,282,780</u>	<u>(7,535,081)</u>	<u>12,747,699</u>
Total assets	<u>2,891,383</u>	<u>9,779,001</u>	<u>7,612,396</u>	<u>20,282,780</u>	<u>(7,535,081)</u>	<u>12,747,699</u>
Total	<u>\$ 2,891,383</u>	<u>\$ 9,779,001</u>	<u>\$ 7,612,396</u>	<u>\$ 20,282,780</u>	<u>\$ (7,535,081)</u>	<u>\$ 12,747,699</u>

**Bi-State Development Agency of the
Missouri-Illinois Metropolitan District
Self-Insurance Divisions
Quarterly Statement of Financial Position
June 30, 2017
(unaudited)**

	Health Self-Insurance Division	Casualty Self-Insurance Division	Workers Compensation Self-Insurance Division	Totals	Interfund Eliminations	Totals After Eliminations
Liabilities						
Current liabilities						
Interfund accounts payable	\$ 1,819,094	\$ 146,901	\$ 27,923	\$ 1,993,918	\$ (7,535,081)	\$ (5,541,163)
Accrued expenses	44,700	40,599	24,900	110,199	-	110,199
Total current liabilities	1,863,794	187,500	52,823	2,104,117	(7,535,081)	(5,430,964)
Current liab payable from restricted assets						
Short-term self-insurance	-	3,987,781	3,308,273	7,296,054	-	7,296,054
Medical self-insurance liability	2,255,254	-	-	2,255,254	-	2,255,254
Total current liabilities payable from restricted assets	2,255,254	3,987,781	3,308,273	9,551,308	-	9,551,308
Total current liabilities	4,119,048	4,175,281	3,361,096	11,655,425	(7,535,081)	4,120,344
Non-current liabilities						
Other post-employment benefits	(5,525)	(2,816)	456	(7,885)	-	(7,885)
Long-term self-insurance	-	4,187,219	3,473,727	7,660,946	-	7,660,946
Unfunded pension liabilities	477,049	-	-	477,049	-	477,049
Total non-current liabilities	471,524	4,184,403	3,474,183	8,130,110	-	8,130,110
Total liabilities	4,590,572	8,359,684	6,835,279	19,785,535	(7,535,081)	12,250,454
Net Position						
Net position	(57,554)	-	-	(57,554)	-	(57,554)
Net income (loss)	(1,641,635)	1,419,317	777,117	554,799	-	554,799
Total net position	(1,699,189)	1,419,317	777,117	497,245	-	497,245
Total	\$ 2,891,383	\$ 9,779,001	\$ 7,612,396	\$ 20,282,780	\$ (7,535,081)	\$ 12,747,699

**Bi-State Development Agency of the
Missouri-Illinois Metropolitan District
Self-Insurance Divisions
Combining Statement of Activities by Business Division
For the Twelve Months Ended June 30, 2017
(unaudited)**

	Health Self-Insurance Division	Casualty Self-Insurance Division	Workers Compensation Self-Insurance Division	Totals	Eliminations	Totals After Eliminations
Revenue						
Employee medical contributions	\$ 6,246,896	\$ -	\$ -	\$ 6,246,896	\$ -	\$ 6,246,896
Employee dental contributions	495,897	-	-	495,897	-	495,897
Employee gym membership	6,555	-	-	6,555	-	6,555
Bi-State Dev medical contributions	22,461,938	-	-	22,461,938	(139,580)	22,322,358
Bi-State Dev dental contributions	608,100	-	-	608,100	(4,879)	603,221
Bi-State Dev EAP contributions	36,336	-	-	36,336	(449)	35,887
Healthy savings plan	(199,157)	-	-	(199,157)	-	(199,157)
Charges for services - Casualty	-	5,356,463	-	5,356,463	-	5,356,463
Charges for services - Workers Compensation	-	-	5,940,329	5,940,329	-	5,940,329
Interest Income	-	8,255	9,335	17,590	-	17,590
Total revenue	29,656,565	5,364,718	5,949,664	40,970,947	(144,907)	40,826,040
Expense						
Wages and benefits	745,556	553,129	333,842	1,632,527	-	1,632,527
Services	600,234	16,419	9,344	625,997	-	625,997
Materials and supplies	17,767	3,364	1,303	22,434	-	22,434
Utilities	5,258	-	-	5,258	-	5,258
Casualty and liability costs	-	871,850	614,746	1,486,596	-	1,486,596
Other expenses	30,123	3,130	62,155	95,408	-	95,408
Other non-operating expense	18,406	-	-	18,406	-	18,406
Medical claims and prescriptions, less rebates	29,561,766	-	-	29,561,766	(144,907)	29,416,859
Stop loss, third party fees, Medicare Part D	319,090	-	-	319,090	-	319,090
Casualty claims paid	-	3,071,452	-	3,071,452	-	3,071,452
Workers Compensation claims paid	-	-	4,513,391	4,513,391	-	4,513,391
Total expense	31,298,200	4,519,344	5,534,781	41,352,325	(144,907)	41,207,418
Net income (loss) before transfers	(1,641,635)	845,374	414,883	(381,378)	-	(381,378)
Net transfers in (out)	-	573,943	362,234	936,177	-	936,177
Net income (loss)	\$ (1,641,635)	\$ 1,419,317	\$ 777,117	\$ 554,799	\$ -	\$ 554,799



BI-STATE
DEVELOPMENT

HEALTH SELF-INSURANCE

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Health Self-Insurance Fund

For the 12 Months Ended June 30, 2017

(Preliminary, subject to audit)

Fast Facts

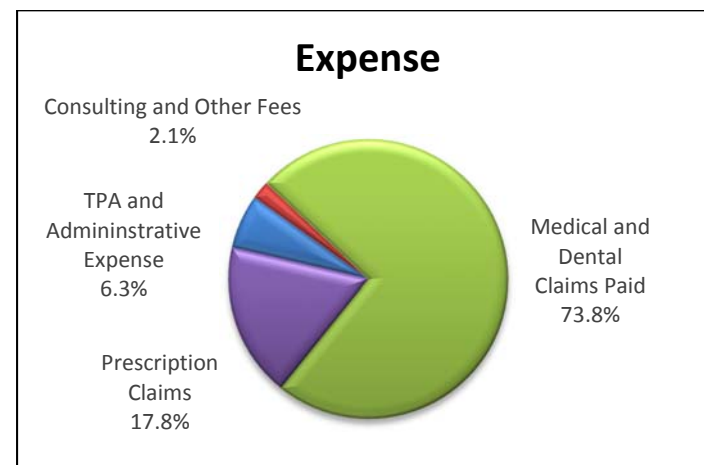
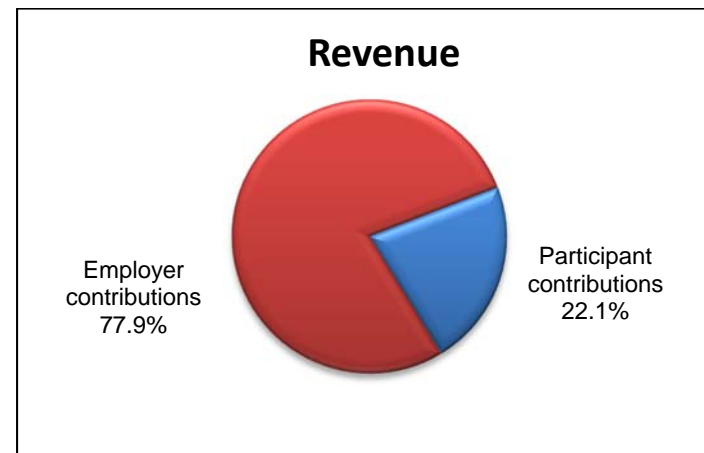
The Health Self-Insurance Fund (SIF) includes all operating revenue and expenses related to the organizations medical, prescription drug and dental employee benefit programs. Health SIF employer and employee/retiree contribution rates are set annually based on actuarial assessment of historical health claim costs and plan management expenses along with plan participant demographic and enrollment data.

Financial Data

Revenue is generated by charging other BSD operational units for Health SIF provided employee benefit program services and collecting enrolled employee/retiree contributions through payroll and pension deductions. The fiscal year revenue of \$29.7 million consists of \$23.1 million in employer and \$6.7 million in plan participant contributions.

Expenses are generated by medical, prescription drug and dental claim costs, third party administrative fees, health and welfare plan consulting fees and internal benefit team operating costs. Current fiscal year expenses of \$31.3 million consists of \$29.6 million or 94.5% are related to direct benefit claims with the balance of \$1.7 million or 5.5% related to third party claim processing fees, cost management programs, wellness initiatives, plan consulting fees, health care reform and internal staff costs. Expenses are running favorable to budget due to common health care industry claim submission lag, but in addition, they continue to run favorable also due to lower utilization patterns on the medical plan and increasing cost

discounts due to more favorable provider network contract terms.



Health Self-Insurance Fund
Quarterly Statement of Financial Position
June 30, 2017
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Assets							
Current assets							
Cash and Cash Equivalents	\$ 1,537,496	\$ 1,738,271	\$ (200,775)	(11.6)	\$ 5,247,324	\$ (3,709,828)	(70.7)
Accounts and notes receivable	39,230	30,982	8,248	26.6	18,404	20,826	113.2
Interfund accounts receivable	1,314,657	2,599,338	(1,284,681)	(49.4)	1,635,800	(321,143)	(19.6)
Total current assets	2,891,383	4,368,591	(1,477,208)	(33.8)	6,901,528	(4,010,145)	(58.1)
Total assets	2,891,383	4,368,591	(1,477,208)	(33.8)	6,901,528	(4,010,145)	(58.1)
Total	<u>\$ 2,891,383</u>	<u>\$ 4,368,591</u>	<u>\$ (1,477,208)</u>	(33.8)	<u>\$ 6,901,528</u>	<u>\$ (4,010,145)</u>	(58.1)

Health Self-Insurance Fund
Quarterly Statement of Financial Position
June 30, 2017
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Liabilities							
Current liabilities							
Interfund accounts payable	\$ 1,819,094	\$ 1,604,521	\$ 214,573	13.4	\$ 4,181,521	\$ (2,362,427)	(56.5)
Accrued expenses	44,700	43,599	1,101	2.5	44,599	101	0.2
Total current liabilities	1,863,794	1,648,120	215,674	13.1	4,226,120	(2,362,326)	(55.9)
Current liab payable from restricted assets							
Medical self-insurance liability	2,255,254	2,255,254	-	-	2,255,253	1	-
Total current liabilities payable from restricted assets	2,255,254	2,255,254	-	-	2,255,253	1	-
Total current liabilities	4,119,048	3,903,374	215,674	5.5	6,481,373	(2,362,325)	(36.4)
Non-current liabilities							
Other post-employment benefits	(5,525)	6,915	(12,440)	(179.9)	659	(6,184)	(938.4)
Unfunded pension liabilities	477,049	477,049	-	-	477,049	-	-
Total non-current liabilities	471,524	483,964	(12,440)	(2.6)	477,708	(6,184)	(1.3)
Total liabilities	4,590,572	4,387,338	203,234	4.6	6,959,081	(2,368,509)	(34.0)
Net Position							
Net position	(57,554)	(57,554)	-	-	-	(57,554)	n/a
Net income (loss)	(1,641,635)	38,807	(1,680,442)	n/a	(57,553)	(1,584,082)	n/a
Total net position	(1,699,189)	(18,747)	(1,680,442)	n/a	(57,553)	(1,641,636)	n/a
Total	\$ 2,891,383	\$ 4,368,591	\$ (1,477,208)	(33.8)	\$ 6,901,528	\$ (4,010,145)	(58.1)

Health Self-Insurance Fund
Statement of Activities
For the Quarter Ended June 30, 2017
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Revenue										
Employee medical contributions	\$ 1,571,188	\$ 1,750,000	\$ (178,812)	(10.2)	\$ 1,522,486	\$ 6,246,896	\$ 7,000,000	\$ (753,104)	(10.8)	\$ 6,451,807
Employee dental contributions	122,839	117,807	5,032	4.3	120,667	495,897	471,229	24,668	5.2	467,821
Employee gym membership	1,596	869	727	83.7	1,710	6,555	3,477	3,078	88.5	5,216
Bi-State Dev medical contributions	5,674,732	6,725,018	(1,050,286)	(15.6)	3,567,799	22,461,938	26,900,070	(4,438,132)	(16.5)	22,612,590
Bi-State Dev dental contributions	152,172	148,346	3,826	2.6	149,979	608,100	593,383	14,717	2.5	586,982
Bi-State Dev EAP contributions	8,473	10,162	(1,689)	(16.6)	9,349	36,336	40,650	(4,314)	(10.6)	37,682
Healthy Savings Plan	(45,808)	(37,500)	(8,308)	(22.2)	(54,409)	(199,157)	(150,000)	(49,157)	(32.8)	(199,710)
Total revenue	<u>7,485,192</u>	<u>8,714,702</u>	<u>(1,229,510)</u>	<u>(14.1)</u>	<u>5,317,581</u>	<u>29,656,565</u>	<u>34,858,809</u>	<u>(5,202,244)</u>	<u>(14.9)</u>	<u>29,962,388</u>
Expense										
Wages and benefits ¹	197,458	180,426	(17,032)	(9.4)	194,118	745,556	725,516	(20,040)	(2.8)	852,725
Services	117,038	63,844	(53,194)	(83.3)	65,452	600,234	255,375	(344,859)	(135.0)	170,327
Materials and supplies	7,106	750	(6,356)	(847.5)	6,725	17,767	3,000	(14,767)	(492.2)	11,964
Utilities	1,240	182	(1,058)	(581.3)	1,353	5,258	730	(4,528)	(620.3)	3,660
Other expenses	16,575	5,569	(11,006)	(197.6)	15,905	30,123	22,277	(7,846)	(35.2)	28,502
Other non-operating expense	-	-	-	-	-	18,406	-	(18,406)	-	-
Medical claims paid	7,246,470	6,009,957	(1,236,513)	(20.6)	5,397,091	23,878,083	24,039,827	161,744	0.7	22,073,464
Contra medical	(549,284)	(725,677)	(176,393)	(24.3)	(674,501)	(1,770,345)	(2,902,709)	(1,132,364)	(39.0)	(2,449,807)
Dental claims paid	265,071	245,271	(19,800)	(8.1)	230,901	984,256	981,084	(3,172)	(0.3)	890,935
Medical TPA fees	244,944	370,061	125,117	33.8	235,148	553,932	1,480,242	926,310	62.6	1,130,955
Prescription (RX) claims/admin fees	1,477,080	1,717,749	240,669	14.0	1,268,065	5,574,519	6,870,995	1,296,476	18.9	6,552,171
Medical stop loss	92,052	96,189	4,137	4.3	77,857	341,321	384,757	43,436	11.3	327,631
Medicare C+ and Part D program	-	443,594	443,594	100.0	-	-	1,774,378	1,774,378	100.0	-
Other administrative and third party fees	49,884	189,073	139,189	73.6	48,279	319,090	756,293	437,203	57.8	427,414
Total expense	<u>9,165,634</u>	<u>8,596,988</u>	<u>(568,646)</u>	<u>(6.6)</u>	<u>6,866,393</u>	<u>31,298,200</u>	<u>34,391,765</u>	<u>3,093,565</u>	<u>9.0</u>	<u>30,019,941</u>
Net income (loss)	<u>\$ (1,680,442)</u>	<u>\$ 117,714</u>	<u>\$ (1,798,156)</u>	<u>(1,527.6)</u>	<u>\$ (1,548,812)</u>	<u>\$ (1,641,635)</u>	<u>\$ 467,044</u>	<u>\$ (2,108,679)</u>	<u>(451.5)</u>	<u>\$ (57,553)</u>

¹ - Detailed schedule included.

Health Self-Insurance Fund
Detailed Schedule of Wages and Benefits
For the Quarter Ended June 30, 2017
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Personnel expense										
Wages	\$ 150,014	\$ 137,262	\$ (12,752)	(9.3)	\$ 150,166	\$ 568,518	\$ 551,159	\$ (17,359)	(3.1)	\$ 665,944
Company paid benefits										
Payroll related taxes and insurance										
FICA	11,070	10,501	(569)	(5.4)	11,448	41,344	42,164	820	1.9	45,018
Unemployment insurance	76	266	190	71.4	251	1,086	2,688	1,602	59.6	1,960
Worker's compensation insurance	-	693	693	100.0	-	-	2,627	2,627	100.0	-
Health and welfare										
Medical	16,424	12,800	(3,624)	(28.3)	12,917	56,994	51,200	(5,794)	(11.3)	54,636
Dental	545	1,306	761	58.3	618	2,334	5,223	2,889	55.3	2,265
Other post employment benefits	1,950	1,410	(540)	(38.3)	265	8,206	5,701	(2,505)	(43.9)	3,965
Life Insurance / AD&D	261	98	(163)	(166.3)	226	941	390	(551)	(141.3)	773
Short and Long Term Disability	868	627	(241)	(38.4)	1,268	4,010	2,509	(1,501)	(59.8)	4,489
FMLA administration expense	-	42	42	100.0	64	79	166	87	52.4	220
EAP expense	33	27	(6)	(22.2)	39	304	109	(195)	(178.9)	136
Retirement										
Pension expense	8,868	7,106	(1,762)	(24.8)	9,256	32,188	28,428	(3,760)	(13.2)	48,739
401 K contributions	7,179	8,288	1,109	13.4	7,600	28,925	33,152	4,227	12.8	24,580
Other										
Miscellaneous benefits	170	-	(170)	-	-	627	-	(627)	-	-
Total company paid benefits	<u>47,444</u>	<u>43,164</u>	<u>(4,280)</u>	<u>(9.9)</u>	<u>43,952</u>	<u>177,038</u>	<u>174,357</u>	<u>(2,681)</u>	<u>(1.5)</u>	<u>186,781</u>
Total wages and benefits	<u>\$ 197,458</u>	<u>\$ 180,426</u>	<u>\$ (17,032)</u>	<u>(9.4)</u>	<u>\$ 194,118</u>	<u>\$ 745,556</u>	<u>\$ 725,516</u>	<u>\$ (20,040)</u>	<u>(2.8)</u>	<u>\$ 852,725</u>

Health Self-Insurance Fund
Cash Receipts and Disbursements Schedule
For the Quarter Ended June 30, 2017
(unaudited)

Description	Total	Medical Self-Insurance	Medical Claims	Medical RRA	Medical HRA
Balance at April 1, 2017					
Cash & investments	\$ 1,738,271	\$ 1,695,636	\$ (19,701)	\$ 15,429	\$ 46,907
Add:					
Funding from Metro	6,393,043	6,393,043	-	-	-
Receipts from Executive Services	638,554	638,554	-	-	-
Receipts from Gateway Arch Tram System	1,564,483	1,564,483	-	-	-
Receipts from St. Louis Downtown Airport	217,746	217,746	-	-	-
Receipts from Riverfront Attractions	280,746	280,746	-	-	-
Receipts from Casualty Self-Insurance	740,655	740,655	-	-	-
Receipts from Workers Comp Self-Insurance	442,391	442,391	-	-	-
Total cash receipts	10,277,618	10,277,618	-	-	-
Interfund transfers	-	(7,159,386)	6,860,515	59,099	239,772
Less:					
Disbursements to Metro	(3,090,225)	(3,090,225)	-	-	-
Cash disbursements	(7,388,169)	(265,296)	(6,821,265)	(59,099)	(242,509)
Total cash disbursements	(10,478,394)	(3,355,521)	(6,821,265)	(59,099)	(242,509)
Balance at June 30, 2017					
Cash & investments	<u>\$ 1,537,495</u>	<u>\$ 1,458,347</u>	<u>\$ 19,549</u>	<u>\$ 15,429</u>	<u>\$ 44,170</u>

Health Self-Insurance Fund
Statement of Cash Flows
For the Twelve Months Ended June 30, 2017
(unaudited)

Cash flows from operating activities		Supplemental disclosure of cash flow information
Receipts from customers	\$ (20,824)	Noncash Activities: None
Payments to employees	(751,640)	
Payments to vendors	(653,382)	
Payments for self-insurance	(29,899,262)	
Receipts (payments) from inter-fund activity	<u>27,615,279</u>	
Net cash provided by (used in) operating activities	<u>(3,709,829)</u>	
Cash flows from non capital financing activities		
None		
Cash flows from capital and related financing activities		
None		
Cash flows from investing activities		
None		
Net cash provided by (used in) investing activities	<u>-</u>	
Net increase (decrease) in cash and cash equivalents	(3,709,829)	
Cash and cash equivalents, beginning of year	<u>5,247,324</u>	
Cash and cash equivalents, year to date	<u>\$ 1,537,495</u>	



CASUALTY SELF-INSURANCE FUND

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Casualty Self-Insurance Fund

For the 12 Months Ended June 30, 2017

(Preliminary, subject to audit)

Fast Facts

The Casualty Self-Insurance Fund (SIF) is a new fund for BSD, which began July 1, 2016. The fund includes all operating revenue and expenses related to the organization's casualty claims which includes vehicle liability and general liability claims.

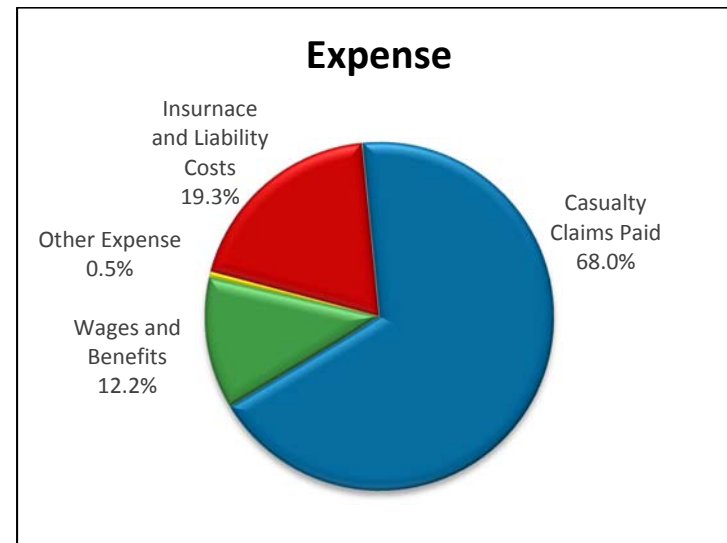
The casualty claims department has seven employees: Manager Casualty Claims, Litigation Specialist, Subrogation Specialist, three Claims Representatives and a Claims Processor.

In September of 2016, the Risk Management Department and the Claims Departments started implementation of a new claims system called Risk Master. This new system is designed to be able to track more data and provide better report analysis. Currently, we are still working on configuring data in order to obtain better reporting data. Our goal is to identify accident trends and to work with the Operations and Safety Departments to prevent future accidents.

Financial Data

Revenue for the Casualty SIF is generated by charging other BSD operational units based on ultimate claim costs. An actuarial assessment is performed by a third party annually to establish the ultimate claim cost.

Expenses include: paid claims for vehicle liability and general liability claims; excess liability insurance premiums that provide coverage above the self-insured retention of \$5 million; wage and benefit costs for casualty claims adjusters and a portion of Risk Management personnel; actuarial and broker services fees; and administrative costs.



Casualty Self-Insurance Fund
Quarterly Statement of Financial Position
June 30, 2017
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Assets							
Current assets							
Cash and Cash Equivalents	\$ 4,059,419	\$ 4,623,131	\$ (563,712)	(12.2)	\$ -	\$ 4,059,419	n/a
Interfund accounts receivable	5,719,582	4,571,911	1,147,671	25.1	-	5,719,582	n/a
Restricted accounts receivable	-	1,815	(1,815)	(100.0)	-	-	n/a
Other current assets	-	217,186	(217,186)	(100.0)	-	-	n/a
Total current assets	9,779,001	9,414,043	364,958	3.9	-	9,779,001	n/a
Total assets	9,779,001	9,414,043	364,958	3.9	-	9,779,001	n/a
Total	\$ 9,779,001	\$ 9,414,043	\$ 364,958	3.9	\$ -	\$ 9,779,001	n/a

Casualty Self-Insurance Fund
Quarterly Statement of Financial Position
June 30, 2017
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Liabilities							
Current liabilities							
Interfund accounts payable	\$ 146,901	\$ 327,625	\$ (180,724)	(55.2)	\$ -	\$ 146,901	n/a
Accrued expenses	40,599	38,500	2,099	5.5	-	40,599	n/a
Total current liabilities	187,500	366,125	(178,625)	(48.8)	-	187,500	n/a
Current liab payable from restricted assets							
Short-term self-insurance	3,987,781	3,987,781	-	-	-	3,987,781	n/a
Total current liabilities payable from restricted assets	3,987,781	3,987,781	-	-	-	3,987,781	n/a
Total current liabilities	4,175,281	4,353,906	(178,625)	(4.1)	-	4,175,281	n/a
Non-current liabilities							
Other post-employment benefits	(2,816)	4,485	(7,301)	(162.8)	-	(2,816)	n/a
Long-term self-insurance	4,187,219	4,187,219	-	-	-	4,187,219	n/a
Total non-current liabilities	4,184,403	4,191,704	(7,301)	(0.2)	-	4,184,403	n/a
Total liabilities	8,359,684	8,545,610	(185,926)	(2.2)	-	8,359,684	n/a
Net Position							
Net income (loss)	1,419,317	868,433	550,884	63.4	-	1,419,317	n/a
Total net position	1,419,317	868,433	550,884	63.4	-	1,419,317	n/a
Total	\$ 9,779,001	\$ 9,414,043	\$ 364,958	3.9	\$ -	\$ 9,779,001	n/a

Casualty Self-Insurance Fund
Statement of Activities
For the Quarter Ended June 30, 2017
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Revenue										
Charges for Services	\$ 1,464,586	\$ 750,000	\$ 714,586	95.3	\$ -	\$ 5,356,463	\$ 3,000,000	\$ 2,356,463	78.5	\$ -
Interest income	4,935	-	4,935	-	-	8,255	-	8,255	-	-
Total revenue	<u>1,469,521</u>	<u>750,000</u>	<u>719,521</u>	<u>95.9</u>	<u>-</u>	<u>5,364,718</u>	<u>3,000,000</u>	<u>2,364,718</u>	<u>78.8</u>	<u>-</u>
Expense										
Wages and benefits ¹	137,626	139,016	1,390	1.0	-	553,129	559,297	6,168	1.1	-
Services	-	26,500	26,500	100.0	-	16,419	106,000	89,581	84.5	-
Materials and supplies	1,352	2,000	648	32.4	-	3,364	8,000	4,636	58.0	-
Casualty and liability costs	217,186	183,376	(33,810)	(18.4)	-	871,850	733,502	(138,348)	(18.9)	-
Other expenses	1,481	-	(1,481)	-	-	3,130	-	(3,130)	-	-
Casualty claims paid	699,351	725,000	25,649	3.5	-	3,071,452	2,900,000	(171,452)	(5.9)	-
Total expense	<u>1,056,996</u>	<u>1,075,892</u>	<u>18,896</u>	<u>1.8</u>	<u>-</u>	<u>4,519,344</u>	<u>4,306,799</u>	<u>(212,545)</u>	<u>(4.9)</u>	<u>-</u>
Net income (loss) before transfers	412,525	(325,892)	738,417	226.6	-	845,374	(1,306,799)	2,152,173	164.7	-
Net transfers in (out)	<u>138,359</u>	<u>326,700</u>	<u>(188,341)</u>	<u>(57.6)</u>	<u>-</u>	<u>573,943</u>	<u>1,306,799</u>	<u>(732,856)</u>	<u>(56.1)</u>	<u>-</u>
Net income (loss)	<u>\$ 550,884</u>	<u>\$ 808</u>	<u>\$ 550,076</u>	<u>n/a</u>	<u>\$ -</u>	<u>\$ 1,419,317</u>	<u>\$ -</u>	<u>\$ 1,419,317</u>	<u>-</u>	<u>\$ -</u>

¹ - Detailed schedule included.

Casualty Self-Insurance Fund
Detailed Schedule of Wages and Benefits
For the Quarter Ended June 30, 2017
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Personnel expense										
Wages	\$ 101,221	\$ 102,824	\$ 1,603	1.6	\$ -	\$ 419,291	\$ 412,879	\$ (6,412)	(1.6)	\$ -
Company paid benefits										
Payroll related taxes and insurance										
FICA	7,257	7,866	609	7.7	-	27,032	31,585	4,553	14.4	-
Unemployment insurance	69	459	390	85.0	-	944	3,360	2,416	71.9	-
Worker's compensation insurance	-	309	309	100.0	-	-	1,242	1,242	100.0	-
Health and welfare										
Medical	10,968	12,000	1,032	8.6	-	40,954	48,000	7,046	14.7	-
Dental	354	380	26	6.8	-	1,427	1,522	95	6.2	-
Other post employment benefits	1,345	-	(1,345)	-	-	5,830	-	(5,830)	-	-
Life Insurance / AD&D	163	92	(71)	(77.2)	-	571	366	(205)	(56.0)	-
Short and Long Term Disability	502	588	86	14.6	-	2,205	2,352	147	6.3	-
FMLA administration expense	-	39	39	100.0	-	53	156	103	66.0	-
EAP expense	22	26	4	15.4	-	89	102	13	12.7	-
Retirement										
Pension expense	12,903	6,663	(6,240)	(93.7)	-	44,770	26,653	(18,117)	(68.0)	-
401 K contributions	2,822	7,770	4,948	63.7	-	9,963	31,080	21,117	67.9	-
Total company paid benefits	<u>36,405</u>	<u>36,192</u>	<u>(213)</u>	<u>(0.6)</u>	<u>-</u>	<u>133,838</u>	<u>146,418</u>	<u>12,580</u>	<u>8.6</u>	<u>-</u>
Total wages and benefits	<u>\$ 137,626</u>	<u>\$ 139,016</u>	<u>\$ 1,390</u>	<u>1.0</u>	<u>\$ -</u>	<u>\$ 553,129</u>	<u>\$ 559,297</u>	<u>\$ 6,168</u>	<u>1.1</u>	<u>\$ -</u>

Casualty Self-Insurance Fund
Cash Receipts and Disbursements Schedule
For the Quarter Ended June 30, 2017
(unaudited)

Description	Total	Operating Cash	Cash Equivalent
Balance at April 1, 2017			
Cash & investments	\$ 4,623,131	\$ 150,492	\$ 4,472,639
Add:			
Collections	71,156	71,156	-
Receipts from Gateway Arch Tram System	100,000	-	100,000
Interest received	6,750	6,750	-
Total cash receipts	177,906	77,906	100,000
Interfund transfers	-	137,876	(137,876)
Less:			
Disbursements to Gateway Arch Tram System	(963)	(963)	-
Disbursements to Health Self-Insurance	(740,655)	(326,662)	(413,993)
Total cash disbursements	(741,618)	(327,625)	(413,993)
Balance at June 30, 2017			
Cash & investments	<u>\$ 4,059,419</u>	<u>\$ 38,649</u>	<u>\$ 4,020,770</u>

Casualty Self-Insurance Fund
Statement of Cash Flows
For the Twelve Months Ended June 30, 2017
(unaudited)

Cash flows from operating activities		Supplemental disclosure of cash flow information
Receipts from customers	\$ 5,356,464	Noncash Activities: None
Payments to employees	(515,345)	
Payments to vendors	(22,914)	
Payments for self-insurance	4,231,698	
Receipts (payments) from inter-fund activity	<u>(5,572,682)</u>	
Net cash provided by (used in) operating activities	<u>3,477,221</u>	
Cash flows from non capital financing activities		
Net transfers	<u>573,943</u>	
Net cash provided by (used in) non capital financing activities	<u>573,943</u>	
Cash flows from capital and related financing activities		
None		
Cash flows from investing activities		
Interest received	<u>8,255</u>	
Net cash provided by (used in) investing activities	<u>8,255</u>	
Net increase (decrease) in cash and cash equivalents	4,059,419	
Cash and cash equivalents, beginning of year	<u>-</u>	
Cash and cash equivalents, year to date	<u>\$ 4,059,419</u>	



BI-STATE
DEVELOPMENT
WORKER'S COMPENSATION
SELF-INSURANCE FUND

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Worker's Compensation Self-Insurance Fund

For the 12 Months Ended June 30, 2017

(Preliminary, subject to audit)

Fast Facts

The Workers' Compensation Self-Insurance Fund (SIF) is a new fund for BSD, which began July 1, 2016. The fund includes all operating revenue and expenses related to the organization's workers' compensation claims.

The workers' compensation claims department has three employees: Manager Workers' Compensation Claims, Claims Representative and a Claims Processor.

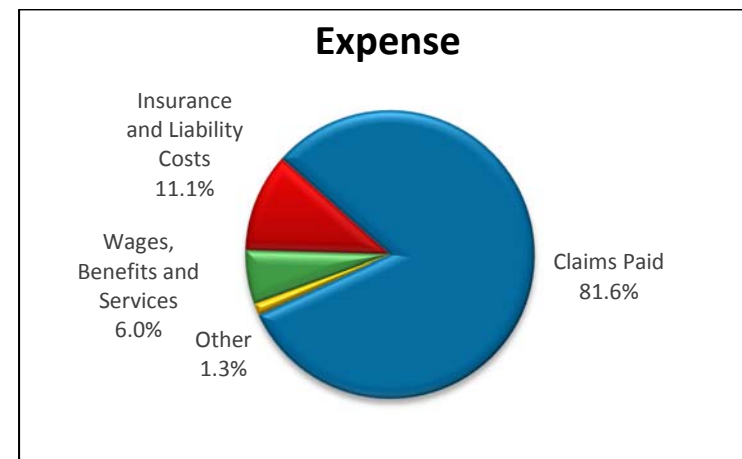
In September of 2016, the Risk Management Department and the Claims Departments started implementation of a new claims system called Risk Master. This new system is designed to be able to track more data and provide better report analysis. Currently, we are still working on configuring data in order to obtain better reporting data. Our goal is to identify accident trends and to work with the Operations and Safety Departments to prevent future accidents.

Financial Data

Revenue for the workers' compensation SIF is generated by charging other BSD operational units based on ultimate claim costs. An actuarial assessment is performed by a third party annually to establish the ultimate claim cost.

Expenses include: paid claims; self-insurance fees for Missouri and Illinois; excess liability insurance premiums that provide coverage above the self-insured retention of \$1 million; wage and benefit costs for workers' compensation claims staff and a

portion of Risk Management personnel; actuarial and broker services fees; and administrative costs.



Workers Compensation Self-Insurance Fund
Quarterly Statement of Financial Position
June 30, 2017
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Assets							
Current assets							
Cash and Cash Equivalents	\$ 7,111,423	\$ 4,679,367	\$ 2,432,056	52.0	\$ -	\$ 7,111,423	n/a
Accounts and notes receivable	131	(4,739)	4,870	102.8	-	131	n/a
Interfund accounts receivable	500,842	2,271,334	(1,770,492)	(77.9)	-	500,842	n/a
Restricted accounts receivable	-	2,047	(2,047)	(100.0)	-	-	n/a
Other current assets	-	55,521	(55,521)	(100.0)	-	-	n/a
Total current assets	7,612,396	7,003,530	608,866	8.7	-	7,612,396	n/a
Total assets	7,612,396	7,003,530	608,866	8.7	-	7,612,396	n/a
Total	<u>\$ 7,612,396</u>	<u>\$ 7,003,530</u>	<u>\$ 608,866</u>	8.7	<u>\$ -</u>	<u>\$ 7,612,396</u>	n/a

Workers Compensation Self-Insurance Fund
Quarterly Statement of Financial Position
June 30, 2017
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Liabilities							
Current liabilities							
Interfund accounts payable	\$ 27,923	\$ 195,583	\$ (167,660)	(85.7)	\$ -	\$ 27,923	n/a
Accrued expenses	24,900	23,500	1,400	6.0	-	24,900	n/a
Total current liabilities	52,823	219,083	(166,260)	(75.9)	-	52,823	n/a
Current liab payable from restricted assets							
Short-term self-insurance	3,308,273	3,308,273	-	-	-	3,308,273	n/a
Total current liabilities payable from restricted assets	3,308,273	3,308,273	-	-	-	3,308,273	n/a
Total current liabilities	3,361,096	3,527,356	(166,260)	(4.7)	-	3,361,096	n/a
Non-current liabilities							
Other post-employment benefits	456	2,556	(2,100)	(82.2)	-	456	n/a
Long-term self-insurance	3,473,727	3,473,727	-	-	-	3,473,727	n/a
Total non-current liabilities	3,474,183	3,476,283	(2,100)	(0.1)	-	3,474,183	n/a
Total liabilities	6,835,279	7,003,639	(168,360)	(2.4)	-	6,835,279	n/a
Net Position							
Net income (loss)	777,117	(109)	777,226	n/a	-	777,117	n/a
Total net position	777,117	(109)	777,226	n/a	-	777,117	n/a
Total	\$ 7,612,396	\$ 7,003,530	\$ 608,866	8.7	\$ -	\$ 7,612,396	n/a

Workers Compensation Self-Insurance Fund
Statement of Activities
For the Quarter Ended June 30, 2017
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Revenue										
Charges for Services	\$ 2,129,742	\$ 968,683	\$ 1,161,059	119.9	\$ -	\$ 5,940,329	\$ 3,874,730	\$ 2,065,599	53.3	\$ -
Interest income	5,246	-	5,246	-	-	9,335	-	9,335	-	-
Total revenue	<u>2,134,988</u>	<u>968,683</u>	<u>1,166,305</u>	<u>120.4</u>	<u>-</u>	<u>5,949,664</u>	<u>3,874,730</u>	<u>2,074,934</u>	<u>53.6</u>	<u>-</u>
Expense										
Wages and benefits ¹	81,280	116,673	35,393	30.3	-	333,842	468,102	134,260	28.7	-
Services	175	-	(175)	-	-	9,344	-	(9,344)	-	-
Materials and supplies	1,127	750	(377)	(50.3)	-	1,303	3,000	1,697	56.6	-
Casualty and liability costs	179,237	-	(179,237)	-	-	614,746	-	(614,746)	-	-
Other expenses	18,218	125,000	106,782	85.4	-	62,155	500,000	437,845	87.6	-
Workers Compensation claims paid	1,177,126	968,683	(208,443)	(21.5)	-	4,513,391	3,874,731	(638,660)	(16.5)	-
Total expense	<u>1,457,163</u>	<u>1,211,106</u>	<u>(246,057)</u>	<u>(20.3)</u>	<u>-</u>	<u>5,534,781</u>	<u>4,845,833</u>	<u>(688,948)</u>	<u>(14.2)</u>	<u>-</u>
Net income (loss) before transfers	677,825	(242,423)	920,248	379.6	-	414,883	(971,103)	1,385,986	142.7	-
Net transfers in (out)	<u>99,401</u>	<u>242,776</u>	<u>(143,375)</u>	<u>(59.1)</u>	<u>-</u>	<u>362,234</u>	<u>971,103</u>	<u>(608,869)</u>	<u>(62.7)</u>	<u>-</u>
Net income (loss)	<u>\$ 777,226</u>	<u>\$ 353</u>	<u>\$ 776,873</u>	<u>n/a</u>	<u>\$ -</u>	<u>\$ 777,117</u>	<u>\$ -</u>	<u>\$ 777,117</u>	<u>-</u>	<u>\$ -</u>

¹ - Detailed schedule included.

Workers Compensation Self-Insurance Fund
Detailed Schedule of Wages and Benefits
For the Quarter Ended June 30, 2017
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Personnel expense										
Wages	\$ 57,568	\$ 45,260	\$ (12,308)	(27.2)	\$ -	\$ 241,638	\$ 181,736	\$ (59,902)	(33.0)	\$ -
Company paid benefits										
Payroll related taxes and insurance										
FICA	4,096	3,462	(634)	(18.3)	-	15,015	13,903	(1,112)	(8.0)	-
Unemployment insurance	23	213	190	89.2	-	377	1,512	1,135	75.1	-
Worker's compensation insurance	-	55,796	55,796	100.0	-	-	223,185	223,185	100.0	-
Health and welfare										
Medical	10,456	5,200	(5,256)	(101.1)	-	41,015	20,800	(20,215)	(97.2)	-
Dental	262	165	(97)	(58.8)	-	1,117	660	(457)	(69.2)	-
Other post employment benefits	771	-	(771)	-	-	3,327	-	(3,327)	-	-
Life Insurance / AD&D	99	40	(59)	(147.5)	-	359	159	(200)	(125.8)	-
Short and Long Term Disability	342	255	(87)	(34.1)	-	1,594	1,019	(575)	(56.4)	-
FMLA administration expense	-	17	17	100.0	-	32	68	36	52.9	-
EAP expense	13	11	(2)	(18.2)	-	56	44	(12)	(27.3)	-
Retirement										
Pension expense	4,838	2,887	(1,951)	(67.6)	-	18,062	11,548	(6,514)	(56.4)	-
401 K contributions	2,812	3,367	555	16.5	-	11,250	13,468	2,218	16.5	-
Total company paid benefits	<u>23,712</u>	<u>71,413</u>	<u>47,701</u>	66.8	<u>-</u>	<u>92,204</u>	<u>286,366</u>	<u>194,162</u>	67.8	<u>-</u>
Total wages and benefits	<u>\$ 81,280</u>	<u>\$ 116,673</u>	<u>\$ 35,393</u>	30.3	<u>\$ -</u>	<u>\$ 333,842</u>	<u>\$ 468,102</u>	<u>\$ 134,260</u>	28.7	<u>\$ -</u>

Workers Compensation Self-Insurance Fund
Cash Receipts and Disbursements Schedule
For the Quarter Ended June 30, 2017
(unaudited)

Description	Total	Operating Cash	Cash Equivalent
Balance at April 1, 2017			
Cash & investments	\$ 4,679,367	\$ 22,942	\$ 4,656,425
Add:			
Collections	94,666	94,627	39
Receipts from Metro	2,772,488	2,507,813	264,675
Interest received	7,293	7,293	-
Total cash receipts	2,874,447	2,609,733	264,714
Interfund transfers	-	(2,370,292)	2,370,292
Less:			
Disbursements to Health Self-Insurance	(442,391)	(195,583)	(246,808)
Total cash disbursements	(442,391)	(195,583)	(246,808)
Balance at June 30, 2017			
Cash & investments	<u>\$ 7,111,423</u>	<u>\$ 66,800</u>	<u>\$ 7,044,623</u>

Worker's Compensation Self-Insurance Fund
Statement of Cash Flows
For the Twelve Months Ended June 30, 2017
(unaudited)

Cash flows from operating activities		Supplemental disclosure of cash flow information
Receipts from customers	\$ 5,940,198	Noncash Activities: None
Payments to employees	(308,486)	
Payments to vendors	(72,802)	
Payments for self-insurance	1,653,863	
Receipts (payments) from inter-fund activity	(472,919)	
Net cash provided by (used in) operating activities	6,739,854	
Cash flows from non capital financing activities		
Net transfers	362,234	
Net cash provided by (used in) non capital financing activities	362,234	
Cash flows from capital and related financing activities		
None		
Cash flows from investing activities		
Interest received	9,335	
Net cash provided by (used in) investing activities	9,335	
Net increase (decrease) in cash and cash equivalents	7,111,423	
Cash and cash equivalents, beginning of year	-	
Cash and cash equivalents, year to date	\$ 7,111,423	



Staffing Level Report.....	106
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**BI-STATE DEVELOPMENT
STAFFING LEVEL REPORT
June 2017**

	EMPLOYEES AT END OF MONTH				BUDGETED POSITIONS	VARIANCE	PERCENT VARIANCE
	PRIOR MONTH	ADDED	DELETED	CURRENT MONTH			
A.T.U. Maintenance & Operations:							
Light Rail Vehicle Operators	114	0	(3)	111	102	9	8.8%
PT Bus Operators	88	10	(8)	90	83	7	8.4%
Bus Operators	839	2	(11)	830	834	(4)	-0.5%
Van Operators	190	1	(3)	188	200	(12)	-6.0%
Vehicle Maintenance	276	5	0	281	285	(4)	-1.4%
MetroBus Support Services and Facility Maintenance	24	0	0	24	24	0	0.0%
Right of Way Maintenance	51	0	(1)	50	51	(1)	-2.0%
Revenue Operations & Maintenance	13	0	0	13	13	0	0.0%
Materials Management	27	0	0	27	26	1	3.8%
SUBTOTAL A.T.U. Maintenance & Operations	1,622	18	(26)	1,614	1,618	(4)	-0.2%
Other:							
A.T.U. Clerical Unit	50	0	0	50	52	(2)	-3.8%
I.B.E.W.	62	0	(1)	61	66	(5)	-7.6%
Salaried	475	10	(3)	482	543	(61)	-11.2%
SUBTOTAL Other	587	10	(4)	593	661	(68)	-10.3%
TOTAL	2,209	28	(30)	2,207	2,279	(72)	-3.2%
ARCH							
Salaried:	14	0	0	14	14	0	0.0%
Hourly:*	105	12	(7)	110	84	26	31.0%
TOTAL ARCH	119	12	(7)	124	98	26	26.5%
AIRPORT	12	0	0	12	12	0	0.0%
RIVERBOAT CRUISES							
Salaried:	11	0	0	11	12	(1)	-8.3%
Hourly:*	62	6	(5)	63	49	14	28.6%
TOTAL RIVERBOAT CRUISES	73	6	(5)	74	61	13	21.3%
EXECUTIVE OFFICE	32	0	0	32	33	(1)	-3.0%
GRAND TOTAL	2,445	46	(42)	2,449	2,483	(34)	-1.4%

Does not include Security Officers, Interns or Temporary Employees

*Includes PT and Seasonal - Actual depends on availability

7/12/2017

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St. Louis, MO 63102
finance@bistatedev.org



Open Session Item

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2017 PERFORMANCE INDICATORS

Fourth Quarter
Ending June 30, 2017



**BI•STATE
DEVELOPMENT**

Bi-State Development of the Missouri-Illinois
Metropolitan District



EXECUTIVE SUMMARY

METRO

SERVICE CHANGES AND FARE INCREASES

Metro quarterly service change adjusted four bus routes in June and eight bus routes in March 2017. The quarterly service change in November 2016 adjusted 20 MetroBus routes and included a new Illinois route. Last August new schedules for Red Line and Blue Line MetroLink service, and 59 MetroBus routes were released. These scheduling changes improved connections for MetroLink passengers who transfer between Red Line and Blue trains at the Forest Park-DeBaliviere MetroLink Station, and ensure timely and efficient connections between MetroBus and MetroLink. The completion of the major rehabilitation project on the Eads Bridge and the reopening of both eastbound and westbound tracks across the bridge last summer have allowed Metro to adjust MetroLink schedules for the first time since 2012. There was no fare increase in FY 2017. The last fare increase was in FY 2015.

REVENUES AND EXPENSES

Passenger revenue of \$44.6 million is 8.7% less than prior year primarily as a result of lower ridership. Operating expenses are 3.1% greater than prior year due to higher wages and benefits and property and casualty insurance cost.

RIDERSHIP AND OTHER CUSTOMER MEASURES

Passenger boardings for FY 2017 are 6.9% lower than the prior year. By mode, the decrease was MetroBus 7.8%, MetroLink 5.6% and Call-A-Ride 3.1%. Ridership was down due to a number of factors including lower fuel prices and an employment shift away from Metro's core service area as well as perceived security issues. Passenger injuries per 100,000 boardings is down 32.7% for the system, when comparing FY 2017 to FY 2016. Customer complaints per 100,000 boardings is down 17.2% from the prior year.

BUSINESS MEASURES

The system average fare for FY 2017 is \$1.06, compared to \$1.08 for the prior year and a budget of \$1.10. Farebox recovery is lower than the prior year primarily due to lower passenger revenue. Operating expense per passenger boarding increased 8.8% to \$6.53, when compared to the prior year. The increase in cost per boarding over prior year is due to lower ridership.

OPERATING MEASURES

For the year ended June 30, 2017, vehicle accidents per 100,000 vehicle miles is 1.5, which is equal to the prior year. Unscheduled absenteeism is 3.3%, against a prior year of 3.6%. Passenger boardings per revenue mile and revenue hour are below prior year due to lower ridership.



EXECUTIVE SUMMARY (Cont.)

EXECUTIVE SERVICES

Income before depreciation for Executive Services was less than budget by 1.1% as both total revenues and total expenses are lower than budget. The lower than budgeted revenues are a result of lower management fees received from Metro Transit, the Gateway Arch and the National Park Service. The lower than budgeted expenses are primarily due to lower spending on legal, auditing and consulting fees. Other expenses include annual membership dues for the American Public Transit Association, St. Louis Regional Chamber and Citizens for Modern Transit.

GATEWAY ARCH

Loss before depreciation of \$562.7 thousand is unfavorable compared to budget because of lower than expected ticket revenue due to Arch grounds construction. Even though the number of tram tickets sold has decreased compared to prior year, a strategic change in ticket pricing resulted in actual revenue nearly attaining prior year revenue. Income is lower than budget also because of disbursements requested by the National Park Service. These disbursements include a structural engineering study of the Old Courthouse, a business plan, the riverfront east slope ramps, Arch overlook stair repairs and Arch visitor center lobby rehabilitation.

ST. LOUIS DOWNTOWN AIRPORT

Airport revenues were 4.8% greater than budget and expenses were 11.6% greater than budget resulting in a loss before depreciation of \$240.0 thousand. Airport activity varies because of the economy, special events and weather conditions. Aircraft movements increased 5.3% from last year while the gallons of fuel sold decreased 9.1% and the average number of aircraft based at the airport decreased 2.2% compared to last year.

RIVERFRONT ATTRACTIONS

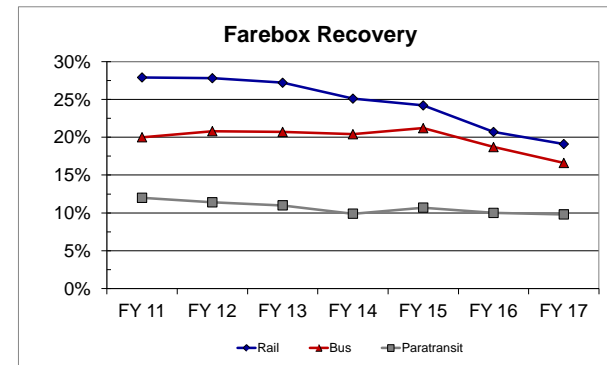
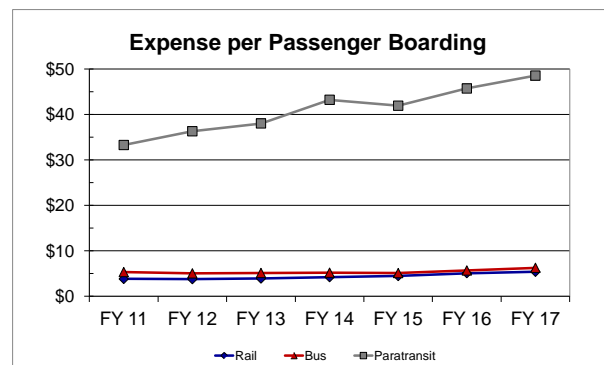
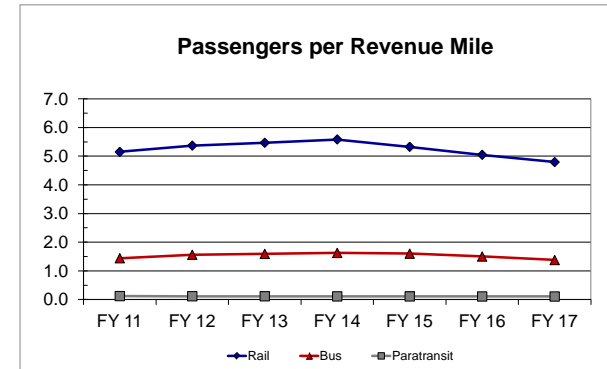
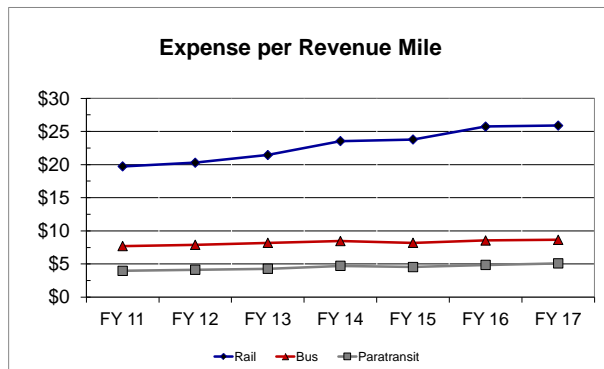
Riverboat passengers for the year ended June 30, 2017 were at the same level as budget, but were 20.8% higher than FY 2016. There were 15.1% more cruises than FY 2016. Cruise days of operation in FY 2017 were 4.2% higher than FY 2016 due to fewer flooding issues. Expenses were 3.4% lower than budget mostly due to a vacant position and favorable employee benefit costs and also less than expected food costs. Income before depreciation for the year ended June 30, 2017 was \$343.8 thousand compared to a prior year income of \$113.0 thousand.

ST. LOUIS REGIONAL FREIGHTWAY

Loss before depreciation for the year ended June 30, 2017 was \$497.5 thousand. This is favorable to budget by \$138.8 thousand. Revenue is \$12 thousand or 5.6% less than budget. Expenses are 17.7% lower than budget due to less than anticipated consulting expense.

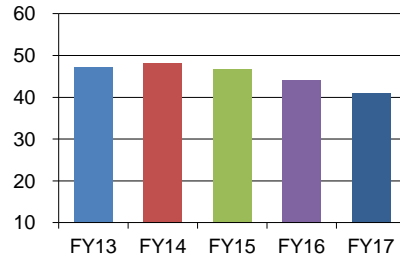


ANNUAL TRANSIT PERFORMANCE

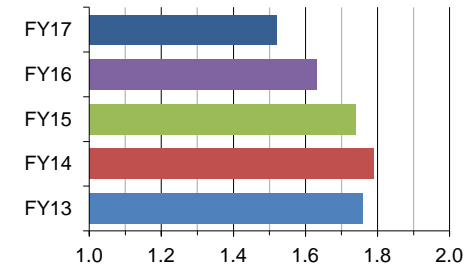


Metro System Profile

Annual Ridership (in millions)



Annual Passengers per Revenue Mile

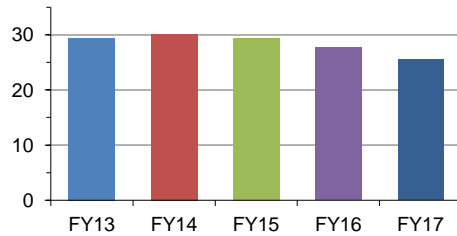


Fiscal Year Ended June 30

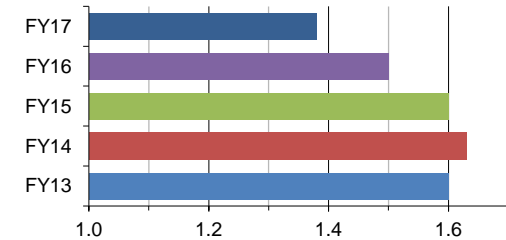
Goal	FY 2017	FY 2016	Change		FY 2015	FY 2014	FY 2013
Customer Measures							
141,675	128,768	137,879	-6.6%	Average Weekday Ridership	146,682	151,630	149,907
45,254,839	40,998,779	44,046,960	-6.9%	Passenger Boardings	46,653,939	48,170,065	47,119,266
1.0	1.1	1.6	-32.7%	Passenger Injuries per 100,000 Boardings	1.4	1.3	1.4
10.0	11.7	14.1	-17.2%	Customer Complaints per 100,000 Boardings	11.9	10.6	14.0
Business Measures							
\$1.10	\$1.06	\$1.08	-2.0%	Average Fare (Includes Fixed & Special)	\$1.10	\$1.07	\$1.08
17.7%	16.2%	18.0%	-9.9%	Farebox Recovery	20.6%	20.2%	21.0%
\$154.16	\$147.39	\$145.36	1.4%	Operating Expense per Revenue Hour	\$138.46	\$141.51	\$134.07
\$6.21	\$6.53	\$6.00	8.8%	Operating Expense per Passenger Boarding	\$5.35	\$5.31	\$5.12
\$4.87	\$5.21	\$4.72	10.3%	Subsidy per Passenger Boarding	\$4.02	\$4.03	\$3.84
Operating Measures							
1.9	1.5	1.5	0.2%	Vehicle Accidents per 100,000 Vehicle Miles	1.6	1.6	1.5
3.0%	3.4%	3.6%	-5.6%	Unscheduled Absenteeism	3.5%	3.2%	3.0%
1.68	1.52	1.63	-6.8%	Passenger Boardings per Revenue Mile	1.74	1.79	1.76
24.81	22.57	24.22	-6.8%	Passenger Boardings per Revenue Hour	25.90	26.66	26.21

MetroBus Profile

Annual Ridership (in millions)



Annual Passengers per Revenue Mile

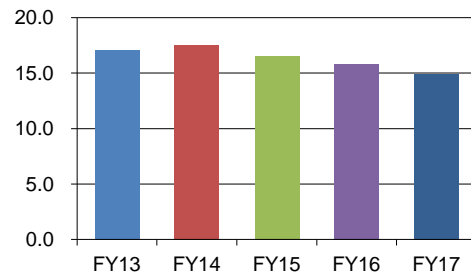


Fiscal Year Ended June 30

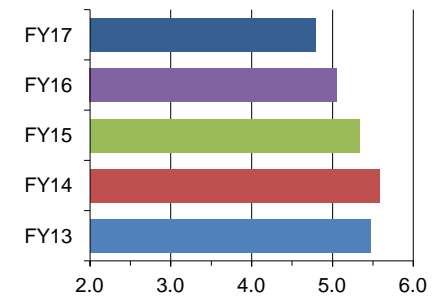
Goal	FY 2017	FY 2016	Change		FY 2015	FY 2014	FY 2013
<u>Customer Measures</u>							
90,555	80,731	87,213	-7.4%	Average Weekday Ridership	93,284	95,577	94,547
28,762,544	25,549,794	27,701,279	-7.8%	Passenger Boardings	29,439,358	30,123,181	29,473,585
1.2	1.4	2.1	-30.9%	Passenger Injuries per 100,000 Boardings	1.9	1.7	1.8
15.0	10.2	12.2	-16.8%	Customer Complaints per 100,000 Boardings	13.2	11.4	15.6
<u>Business Measures</u>							
\$1.09	\$1.04	\$1.06	-2.4%	Average Fare (Fixed and Special)	\$1.09	\$1.06	\$1.07
18.4%	16.6%	18.7%	-11.5%	Farebox Recovery	21.2%	20.4%	20.7%
\$122.29	\$115.42	\$114.23	1.0%	Operating Expense per Revenue Hour	\$111.10	\$115.13	\$111.89
\$5.90	\$6.28	\$5.70	10.2%	Operating Expense per Passenger Boarding	\$5.14	\$5.21	\$5.14
<u>Operating Measures</u>							
2.30	2.14	2.14	0.2%	Vehicle Accidents per 100,000 Vehicle Miles	2.24	2.23	2.09
91.0%	92.2%	92.0%	0.2%	On-Time Performance	92.0%	91.5%	92.3%
1.55	1.38	1.50	-8.2%	Passenger Boardings per Revenue Mile	1.60	1.63	1.60
20.73	18.37	20.04	-8.3%	Passenger Boardings per Revenue Hour	21.59	22.11	21.75
99.9%	99.8%	99.8%	0.0%	Percent of Trips Completed	99.8%	99.8%	99.9%
22,000	19,842	20,568	-3.5%	Revenue Miles Between Roadcalls	18,214	19,967	21,239

MetroLink Profile

Annual Ridership (in millions)



Annual Passengers per Revenue Mile

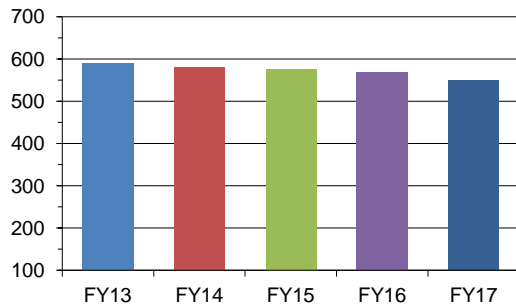


Fiscal Year Ended June 30

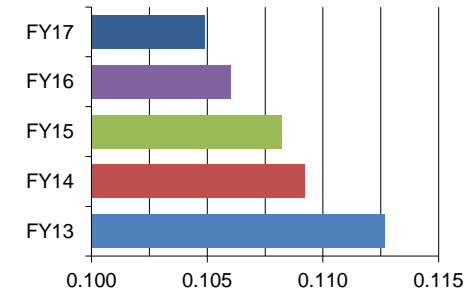
Goal	FY 2017	FY 2016	Change		FY 2015	FY 2014	FY 2013
<u>Customer Measures</u>							
49,186	46,180	48,752	-5.3%	Average Weekday Ridership	51,442	54,077	53,339
15,918,048	14,898,291	15,777,584	-5.6%	Passenger Boardings	16,637,447	17,466,322	17,054,484
0.6	0.2	0.4	-50.5%	Passenger Injuries per 100,000 Boardings	0.5	0.5	0.5
1.8	1.4	2.3	-40.7%	Customer Complaints per 100,000 Boardings	1.5	1.4	1.5
<u>Business Measures</u>							
\$1.09	\$1.04	\$1.06	-2.4%	Average Fare (Fixed and Special)	\$1.09	\$1.06	\$1.07
20.1%	19.1%	20.7%	-7.8%	Farebox Recovery	24.5%	25.1%	27.2%
\$640.52	\$607.37	\$605.75	0.3%	Operating Expense per Revenue Hour	\$554.51	\$554.05	\$506.36
\$5.36	\$5.40	\$5.10	5.9%	Operating Expense per Passenger Boarding	\$4.41	\$4.22	\$3.92
<u>Operating Measures</u>							
0.10	0.05	0.05	0.6%	Vehicle Accidents per 100,000 Vehicle Miles	0.08	0.06	0.00
98.0%	97.6%	97.0%	0.6%	On-Time Performance	97.3%	97.0%	97.5%
5.07	4.79	5.05	-5.0%	Passenger Boardings per Revenue Mile	5.33	5.58	5.47
119.43	112.49	118.81	-5.3%	Passenger Boardings per Revenue Hour	125.71	131.40	129.05
30,000	28,907	32,723	-11.7%	Vehicle Miles between Failures	36,535	27,196	32,150

Call-A-Ride Profile

Annual Ridership (in thousands)



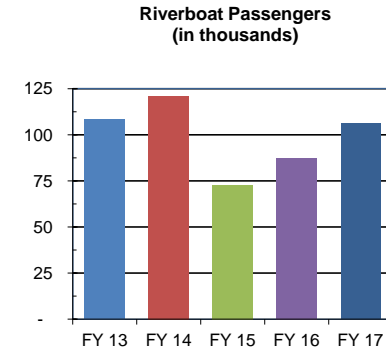
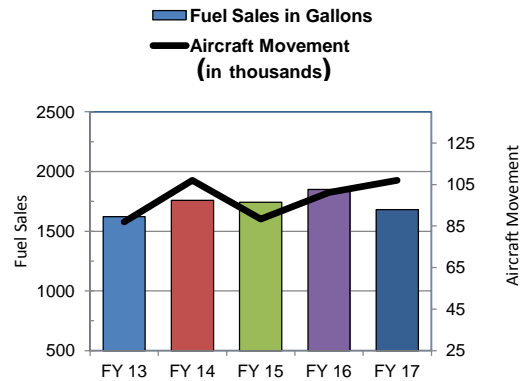
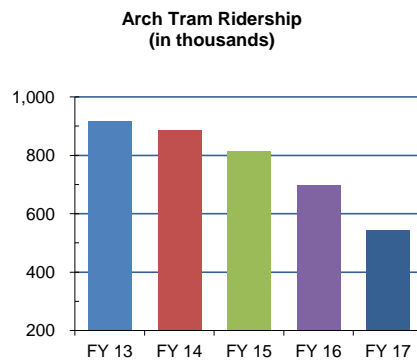
Annual Passengers per Revenue Mile



Fiscal Year Ended June 30

Goal	FY 2017	FY 2016	Change		FY 2015	FY 2014	FY 2013
<u>Customer Measures</u>							
1,934	1,857	1,914	-2.9%	Average Weekday Ridership	1,957	1,976	2,021
574,247	550,694	568,097	-3.1%	Passenger Boardings	577,134	580,562	591,197
5.0	6.9	9.7	-28.7%	Passenger Injuries per 100,000 Boardings	5.0	6.7	6.6
15.0	22.5	29.7	-24.3%	Customer Complaints per 100,000 Boardings	22.5	18.1	14.4
<u>Business Measures</u>							
\$2.13	\$2.52	\$2.27	10.8%	Average Fare	\$2.11	\$1.96	\$1.86
9.9%	9.8%	10.0%	-2.5%	Farebox Recovery (excludes contractual)	10.7%	9.9%	11.0%
22.2%	17.4%	17.9%	-2.8%	Revenue Recovery (includes contractual)	22.5%	22.7%	26.3%
\$86.64	\$91.24	\$85.68	6.5%	Operating Expense per Revenue Hour	\$80.28	\$80.82	\$72.48
\$44.87	\$48.59	\$45.75	6.2%	Operating Expense per Passenger Boarding	\$42.49	\$43.37	\$38.11
<u>Operating Measures</u>							
1.50	0.75	0.79	-5.2%	Vehicle Accidents per 100,000 Vehicle Miles	0.99	0.76	1.22
95.0%	92.0%	92.3%	-0.3%	On-Time Performance	94.3%	93.3%	94.0%
0.11	0.10	0.11	-1.3%	Passenger Boardings per Revenue Mile	0.11	0.11	0.11
1.89	1.88	1.87	0.5%	Passenger Boardings per Revenue Hour	1.89	1.86	1.90
50,000	43,392	38,451	12.9%	Revenue Miles between Maintenance Failure	31,383	47,459	44,090

Bi-State Development Enterprises



Fiscal Year Ended June 30

Goal	FY 2017	FY 2016	Change		FY 2015	FY 2014	FY 2013
<u>Gateway Arch</u>							
2,129,477	(\$562,677)	\$2,399,823	-123.4%	Income (Loss) Before Depreciation	(\$6,017,961)	\$1,466,881	\$1,607,388
488,259	543,013	696,905	-22.1%	Tram Ridership	814,737	885,165	916,611
<u>Riverfront Attractions</u>							
\$95,267	\$343,840	\$112,980	204.3%	Income (Loss) Before Depreciation	(\$386,436)	\$33,330	(\$120,603)
73,795	105,775	87,588	20.8%	Passengers	73,091	120,723	108,122
599	909	790	15.1%	Cruises	667	932	1,000
179	249	239	4.2%	Days of Operation	202	248	245
<u>St. Louis Downtown Airport</u>							
(\$122,720)	(\$240,003)	(\$188,991)	-27.0%	Income (Loss) Before Depreciation	\$144,526	\$247,851	\$879,085
1,330,223	1,680,533	1,849,645	-9.1%	Fuel Sales (gallons)	1,742,032	1,757,640	1,622,881
67,500	106,588	101,227	5.3%	Aircraft Movements	88,345	106,996	87,091
320	319	326	-2.2%	Average Based Aircraft	325	321	322
<u>Executive Services</u>							
\$251,191	\$248,464	\$320,572	-22.5%	Income (Loss) Before Depreciation	\$1,075,644	\$586,829	\$1,220,499
<u>St. Louis Regional Freightway</u>							
(\$636,380)	(\$497,543)	(\$223,461)	-122.7%	Income (Loss) Before Depreciation	n/a	n/a	n/a

Peer Performance - System

CHARACTERISTICS AND PERFORMANCE MEASURES		ST. LOUIS	BUFFALO	CLEVELAND	DALLAS	DENVER	MINNEAPOLIS	PITTSBURGH	PORTLAND	SACRAMENTO	SAN DIEGO	SAN JOSE	AVERAGE
Population of service area (in millions)	FY 15	1.62	0.98	1.41	2.35	2.88	1.84	1.42	1.56	1.04	2.46	1.88	1.77
	FY 14	1.54	1.18	1.41	2.33	2.88	1.84	1.42	1.54	1.04	2.22	1.88	1.75
	FY 13	1.54	1.18	1.41	2.44	3.16	1.84	1.42	1.49	0.97	2.22	1.88	1.78
Passenger Boardings (in millions)	FY 15	46.6	26.3	47.0	69.8	102.3	85.8	65.2	101.4	25.6	94.9	45.1	64.5
	FY 14	48.1	26.4	49.2	70.9	104.3	84.5	63.7	99.5	26.4	91.9	44.5	64.5
	FY 13	47.1	29.8	49.2	71.3	101.4	81.4	63.6	99.3	27.3	82.1	44.2	63.3
Average Weekday Passenger Boardings	FY 15	146,826	89,830	151,756	232,322	335,088	276,408	218,583	323,289	89,197	305,952	145,378	210,421
	FY 14	151,998	89,281	157,573	237,392	341,480	273,036	214,295	317,091	91,145	292,946	145,060	210,118
	FY 13	149,797	102,859	134,644	239,166	333,857	266,688	215,288	316,247	94,545	261,202	144,379	205,334
Average Saturday Passenger Boardings	FY 15	98,135	38,258	89,554	119,014	182,305	166,145	105,391	196,604	34,890	184,603	80,485	117,762
	FY 14	101,528	40,388	98,272	120,242	182,086	162,025	102,367	194,568	32,107	183,390	76,481	117,587
	FY 13	97,174	44,411	136,484	118,702	171,758	148,429	100,443	197,406	37,705	170,704	76,864	118,189
Average Sunday Passenger Boardings	FY 15	67,147	26,145	63,396	73,799	123,909	119,555	65,857	147,793	22,004	128,004	66,344	82,178
	FY 14	67,580	27,506	68,066	71,279	131,978	117,666	62,858	143,800	23,346	133,483	60,800	82,578
	FY 13	64,565	23,566	133,918	69,308	124,157	103,615	61,827	143,471	23,715	118,200	60,281	84,238
Vehicles in Operated in Maximum Service	FY 15	473	351	547	1,042	1,395	885	912	918	222	732	679	741
	FY 14	469	361	537	1,080	1,416	861	900	894	223	690	677	737
	FY 13	467	357	531	1,071	1,328	831	951	888	221	649	667	724
Farebox Recovery	FY 15	21.0%	25.3%	19.8%	15.0%	25.7%	25.2%	27.2%	31.5%	21.8%	40.6%	12.4%	24.1%
	FY 14	21.5%	29.2%	20.2%	15.7%	25.3%	27.1%	27.3%	30.3%	22.5%	41.2%	12.4%	24.8%
	FY 13	22.7%	29.4%	22.4%	15.1%	26.4%	29.1%	28.0%	29.6%	22.2%	40.0%	13.0%	25.3%
Subsidy per Passenger Boarding	FY 15	4.25	3.62	4.09	5.65	3.42	3.29	4.21	2.65	4.11	1.51	6.66	3.95
	FY 14	4.02	3.38	4.06	5.54	3.42	2.97	4.19	2.75	3.94	1.46	6.55	3.84
	FY 13	3.81	2.95	3.61	5.48	3.25	2.74	4.07	2.77	3.94	1.66	6.23	3.68

Source: National Transit Database - Calculations based on NTD definitions

		Peer Performance - Bus											
CHARACTERISTICS AND PERFORMANCE MEASURES		ST. LOUIS	BUFFALO	CLEVELAND	DALLAS	DENVER	MINNEAPOLIS	PITTSBURGH	PORTLAND	SACRAMENTO	SAN DIEGO	SAN JOSE	AVERAGE
Fleet Size	FY 15	390	316	396	636	1,127	907	705	643	219	605	507	586
	FY 14	383	322	391	861	1,101	905	701	608	225	582	452	594
	FY 13	378	312	391	650	1,029	912	695	597	225	517	455	560
Fleet Age (average in years)	FY 15	7.4	9.3	7.9	4.5	6.5	4.9	7.4	9.5	8.0	6.6	9.4	7.4
	FY 14	8.2	8.3	9.7	4.0	8.9	4.7	7.5	11.4	8.6	6.7	10.2	8.0
	FY 13	8.9	7.9	9.4	7.6	9.8	5.1	7.2	13.0	7.6	7.2	9.3	8.5
Passenger Boardings (in millions)	FY 15	29.4	21.7	37.3	36.4	75.5	62.1	54.8	62.1	13.7	53.9	33.0	43.6
	FY 14	30.1	21.6	34.4	37.4	76.7	67.8	53.4	59.7	13.7	51.3	32.9	43.5
	FY 13	29.4	23.3	34.3	37.9	76.3	70.4	53.1	58.7	13.8	51.6	32.7	43.8
Bus Boardings as a Percent of System Boardings	FY 15	63.1%	82.5%	79.4%	52.1%	73.8%	72.4%	84.0%	61.2%	53.5%	56.8%	73.2%	67.6%
	FY 14	62.6%	81.8%	70.0%	52.7%	73.5%	80.3%	83.8%	60.0%	51.7%	55.9%	73.8%	67.8%
	FY 13	62.4%	78.2%	69.7%	53.2%	75.2%	86.5%	83.5%	59.1%	50.5%	62.8%	74.1%	68.7%
Operating Expense (in millions)	FY 15	\$ 153.2	\$ 96.6	\$ 161.7	\$ 233.6	\$ 314.6	\$ 296.5	\$ 284.3	\$ 236.8	\$ 77.2	\$ 147.7	\$ 240.5	\$ 203.9
	FY 14	150.4	95.4	166.7	238.6	327.0	280.8	276.8	240.9	77.9	138.2	238.3	202.8
	FY 13	145.4	93.0	153.0	248.8	313.1	264.4	270.4	239.1	73.8	143.0	226.0	197.3
Operating Expense per Revenue Mile	FY 15	\$ 8.32	\$ 11.46	\$ 11.61	\$ 8.54	\$ 8.69	\$ 12.27	\$ 14.08	\$ 11.74	\$ 12.82	\$ 8.03	\$ 15.57	\$ 11.19
	FY 14	8.13	11.22	12.59	8.91	9.19	11.71	14.56	12.32	12.98	8.23	15.88	11.43
	FY 13	7.87	10.72	11.80	9.13	8.82	11.43	14.32	12.51	12.52	8.67	15.27	11.19
Operating Expense per Passenger Mile	FY 15	\$ 1.04	\$ 1.25	\$ 1.09	\$ 1.62	\$ 0.80	\$ 1.17	\$ 1.24	\$ 0.83	\$ 1.50	\$ 0.74	\$ 1.36	\$ 1.15
	FY 14	0.95	1.15	1.15	1.57	0.84	0.99	1.16	0.84	1.47	0.76	1.36	1.11
	FY 13	0.95	1.08	1.06	1.61	0.78	0.93	1.30	1.04	1.49	0.79	1.35	1.13
Operating Expense per Passenger Boarding	FY 15	\$ 5.20	\$ 4.45	\$ 4.75	\$ 6.42	\$ 4.17	\$ 4.77	\$ 5.18	\$ 3.81	\$ 5.64	\$ 2.74	\$ 7.28	\$ 4.95
	FY 14	5.00	4.42	4.84	6.38	4.27	4.14	5.18	4.03	5.71	2.69	7.25	4.90
	FY 13	4.94	4.00	4.46	6.56	4.10	3.75	5.09	4.08	5.35	2.77	6.90	4.73
Boardings per Revenue Mile	FY 15	1.6	2.6	3.0	1.3	2.1	2.6	2.7	3.1	2.3	2.9	2.1	2.4
	FY 14	1.6	2.5	2.6	1.4	2.2	2.8	2.8	3.1	2.3	3.1	2.2	2.4
	FY 13	1.6	2.7	2.7	1.4	2.2	3.0	2.8	3.1	2.3	3.1	2.2	2.5
Boardings per Revenue Hour	FY 15	21.6	27.6	32.4	16.9	27.3	30.7	35.7	35.4	24.9	32.3	25.0	28.2
	FY 14	22.1	27.7	30.0	18.0	28.7	33.1	36.0	35.8	24.9	32.6	26.0	28.6
	FY 13	21.7	29.4	30.4	18.1	29.3	35.1	36.5	36.2	25.9	33.4	26.7	29.3

Source: National Transit Database - Calculations based on NTD definitions

Peer Performance - Light Rail

CHARACTERISTICS AND PERFORMANCE MEASURES		ST. LOUIS	BUFFALO	CLEVELAND	DALLAS	DENVER	MINNEAPOLIS	PITTSBURGH	PORTLAND	SACRAMENTO	SAN DIEGO	SAN JOSE	AVERAGE
Fleet Size	FY 15	87	27	34	163	172	86	83	133	76	130	99	99
	FY 14	87	27	48	163	172	86	83	131	76	162	99	103
	FY 13	87	27	48	163	172	62	83	131	76	175	99	102
Fleet Age (average in years)	FY 15	16.3	30.9	31.0	13.0	9.7	4.5	23.6	18.0	19.1	11.9	13.7	17.4
	FY 14	15.3	29.9	33.0	12.0	8.7	3.5	22.6	17.0	18.1	14.1	12.7	17.0
	FY 13	14.3	28.9	32.0	11.0	7.7	3.9	21.6	16.2	17.1	15.8	11.7	16.4
Passenger Boardings (in millions)	FY 15	16.6	4.4	2.6	29.8	25.5	23.0	8.0	37.7	12.1	40.1	11.6	19.2
	FY 14	17.5	4.6	2.8	29.5	26.4	16.0	7.9	38.2	12.7	39.7	11.0	18.7
	FY 13	17.1	6.3	2.9	29.5	23.8	10.2	8.0	39.2	13.5	29.7	10.7	17.3
Rail Boardings as a Percent of System Boardings	FY 15	35.7%	16.8%	5.5%	42.8%	24.9%	26.8%	12.3%	37.2%	47.1%	42.2%	25.8%	29.8%
	FY 14	36.3%	17.6%	5.6%	41.5%	25.3%	18.9%	12.5%	38.4%	48.1%	43.2%	24.6%	28.4%
	FY 13	36.2%	21.2%	5.9%	41.3%	23.4%	12.5%	12.6%	39.5%	49.5%	36.2%	24.3%	27.5%
Operating Expense (in millions)	FY 15	\$ 73.3	\$ 22.2	\$ 13.5	\$ 168.2	\$ 111.0	\$ 64.7	\$ 55.7	\$ 111.5	\$ 56.9	\$ 73.1	\$ 81.3	\$ 75.6
	FY 14	71.6	22.1	13.1	165.0	102.2	48.9	53.1	108.1	54.8	71.6	74.7	71.4
	FY 13	64.8	23.3	11.7	151.0	87.1	32.4	51.5	99.3	50.0	66.4	69.0	64.2
Operating Expense per Vehicle Revenue Mile	FY 15	\$ 11.73	\$ 26.73	\$ 16.03	\$ 17.30	\$ 10.00	\$ 12.59	\$ 26.08	\$ 14.22	\$ 14.46	\$ 8.50	\$ 23.11	\$ 16.43
	FY 14	11.47	24.34	15.78	17.92	9.16	12.21	25.66	14.00	13.92	8.41	22.03	15.90
	FY 13	10.41	23.77	14.92	16.55	8.56	14.03	25.52	12.87	12.76	8.55	21.50	15.40
Operating Expense per Passenger Mile	FY 15	\$ 0.53	\$ 1.81	\$ 0.90	\$ 0.68	\$ 0.61	\$ 0.66	\$ 1.79	\$ 0.54	\$ 0.83	\$ 0.33	\$ 1.33	\$ 0.91
	FY 14	0.49	1.81	0.80	0.68	0.51	0.67	1.57	0.50	0.73	0.31	1.21	0.84
	FY 13	0.42	1.42	0.68	0.63	0.43	0.60	1.56	0.50	0.66	0.38	1.19	0.77
Operating Expense per Passenger Boarding	FY 15	\$ 4.40	\$ 5.03	\$ 5.19	\$ 5.64	\$ 4.35	\$ 2.81	\$ 6.92	\$ 2.95	\$ 4.72	\$ 1.82	\$ 7.17	\$ 4.64
	FY 14	4.10	4.77	4.71	5.60	3.88	3.06	6.69	2.83	4.31	1.80	6.82	4.42
	FY 12	3.80	3.45	4.32	4.92	3.32	2.66	7.30	2.36	3.45	1.94	5.95	3.95
Boardings per Vehicle Revenue Mile	FY 15	2.7	5.3	3.1	3.1	2.3	4.5	3.8	4.8	3.1	4.7	3.2	3.7
	FY 14	2.8	5.1	3.3	3.2	2.4	4.0	3.8	4.9	3.2	4.7	3.2	3.7
	FY 13	2.7	6.5	3.7	3.2	2.3	4.4	4.0	5.1	3.5	3.8	3.4	3.9
Boardings per Vehicle Revenue Hour	FY 15	62.9	52.8	46.1	63.7	40.6	54.0	47.9	70.6	55.3	80.9	51.1	56.9
	FY 14	65.8	54.8	51.1	65.1	40.5	48.6	49.2	72.2	58.3	78.7	50.1	57.7
	FY 13	64.6	73.5	55.1	65.2	41.8	62.0	50.5	74.2	62.2	63.0	54.1	60.6

Source: National Transit Database - Calculations based on NTD definitions

Peer Performance - Demand Response

CHARACTERISTICS AND PERFORMANCE MEASURES		ST. LOUIS	BUFFALO	CLEVELAND	DALLAS	DENVER	MINNEAPOLIS	PITTSBURGH	PORTLAND	SACRAMENTO	SAN DIEGO	SAN JOSE	AVERAGE
Fleet Size	FY 15	118	74	159	118	404	-	346	219	-	202	242	209
	FY 14	116	74	158	165	450	-	346	268	-	146	244	219
	FY 13	120	69	146	165	386	-	390	268	-	145	254	216
Fleet Age (average in years)	FY 15	4.5	5.1	4.3	2.8	5.0	-	4.5	5.6	-	6.0	3.7	4.6
	FY 14	5.8	4.1	4.9	1.8	4.5	-	5.6	3.7	-	4.1	2.9	4.2
	FY 13	4.7	5.3	4.0	0.6	5.3	-	5.4	3.7	-	3.1	2.4	3.8
Passenger Boardings (in millions)	FY 15	0.58	0.18	0.70	0.40	1.23	-	0.79	0.92	-	0.59	0.72	0.68
	FY 14	0.58	0.16	0.75	0.47	1.27	-	1.59	0.93	-	0.55	0.73	0.78
	FY 13	0.59	0.17	0.70	0.52	1.23	-	1.72	0.93	-	0.51	0.73	0.79
Demand-Response Boardings as a Percent of System Boardings	FY 15	1.2%	0.7%	1.5%	0.6%	1.2%	-	1.2%	0.9%	-	0.6%	1.6%	1.1%
	FY 14	1.2%	0.6%	1.5%	0.7%	1.2%	-	2.5%	0.9%	-	0.6%	1.6%	1.2%
	FY 13	1.3%	0.6%	1.4%	0.7%	1.2%	-	2.7%	0.9%	-	0.6%	1.7%	1.2%
Operating Expense (in millions)	FY 15	\$ 24.4	\$ 8.8	\$ 32.1	\$ 16.6	\$ 45.6	-	\$ 36.3	\$ 32.6	-	\$ 17.5	\$ 21.0	26.1
	FY 14	24.7	8.3	32.4	23.7	48.1	-	36.3	32.8	-	15.5	20.0	26.8
	FY 13	21.9	7.9	29.9	21.0	46.9	-	36.3	32.2	-	14.5	22.0	25.8
Operating Expense per Revenue Mile	FY 15	\$ 4.57	\$ 5.20	\$ 6.04	\$ 6.97	\$ 4.18	-	\$ 3.89	\$ 5.15	-	\$ 4.21	\$ 3.54	4.86
	FY 14	4.64	5.40	6.24	8.07	4.59	-	3.75	5.01	-	4.25	3.23	5.02
	FY 13	4.17	4.93	6.00	4.99	4.68	-	3.64	4.92	-	4.41	3.66	4.60
Operating Expense per Passenger Mile	FY 15	\$ 4.26	\$ 4.85	\$ 5.35	\$ 3.34	\$ 4.39	-	\$ 3.07	\$ 3.74	-	\$ 2.99	\$ 3.10	3.90
	FY 14	4.29	4.86	4.45	3.81	4.64	-	2.91	3.63	-	2.94	2.47	3.78
	FY 13	3.66	4.31	6.02	2.90	4.40	-	2.73	3.50	-	3.05	2.68	3.69
Operating Expense per Passenger Boarding	FY 15	\$ 42.28	\$ 48.96	\$ 45.64	\$ 41.73	\$ 37.07	-	\$ 23.89	\$ 35.25	-	\$ 29.41	\$ 29.11	37.04
	FY 14	42.53	50.63	43.07	50.56	37.85	-	22.74	35.33	-	28.38	27.47	37.62
	FY 13	37.00	46.30	42.40	40.51	38.15	-	21.13	34.61	-	28.38	29.96	35.38
Boardings per Revenue Mile	FY 15	0.1	0.1	0.1	0.2	0.1	-	0.2	0.1	-	0.1	0.1	0.1
	FY 14	0.1	0.1	0.1	0.2	0.1	-	0.2	0.1	-	0.1	0.1	0.1
	FY 13	0.1	0.1	0.1	0.1	0.1	-	0.2	0.1	-	0.2	0.1	0.1
Boardings per Revenue Hour	FY 15	1.9	1.9	1.9	2.1	1.7	-	2.3	2.0	-	2.5	2.6	2.1
	FY 14	1.9	1.8	2.0	2.1	1.8	-	2.4	2.0	-	2.6	2.6	2.1
	FY 13	1.9	1.9	2.0	1.8	1.8	-	2.6	2.0	-	2.7	2.6	2.1

* Minneapolis and Sacramento are not included in the Average

Source: National Transit Database - Calculations based on NTD definitions

Average Weekday Ridership

Period	MetroBus			MetroLink			Call-A-Ride			System		
	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change
1st Qtr YTD	84,399	93,722	-9.9%	50,290	52,865	-4.9%	1,860	1,949	-4.6%	136,549	148,536	-8.1%
2nd Qtr YTD	83,649	92,135	-9.2%	48,053	50,217	-4.3%	1,845	1,925	-4.1%	133,548	144,277	-7.4%
3rd Qtr YTD	82,040	88,902	-7.7%	46,576	48,328	-3.6%	1,862	1,928	-3.4%	130,478	139,158	-6.2%
Full year	80,731	87,213	-7.4%	46,180	48,752	-5.3%	1,857	1,914	-2.9%	128,768	137,879	-6.6%

July	79,649	88,084	-9.6%	49,251	51,382	-4.1%	1,801	1,940	-7.2%	130,701	141,406	-7.6%
August	84,200	94,249	-10.7%	48,962	51,481	-4.9%	1,891	1,983	-4.6%	135,053	147,713	-8.6%
September	89,349	98,832	-9.6%	52,658	55,731	-5.5%	1,887	1,925	-2.0%	143,894	156,488	-8.0%
October	88,577	96,538	-8.2%	49,166	50,371	-2.4%	1,927	2,001	-3.7%	139,670	148,910	-6.2%
November	84,267	90,193	-6.6%	46,237	47,165	-2.0%	1,798	1,881	-4.4%	132,302	139,239	-5.0%
December	75,854	84,914	-10.7%	42,044	45,172	-6.9%	1,768	1,818	-2.8%	119,666	131,904	-9.3%
January	76,062	81,748	-7.0%	41,744	44,336	-5.8%	1,817	1,883	-3.5%	119,623	127,967	-6.5%
February	83,550	83,666	-0.1%	45,478	44,756	1.6%	1,961	1,986	-1.3%	130,989	130,408	0.4%
March	76,853	81,896	-6.2%	43,646	44,556	-2.0%	1,906	1,931	-1.3%	122,405	128,383	-4.7%
April	77,265	84,675	-8.8%	46,904	51,127	-8.3%	1,889	1,917	-1.5%	126,058	137,719	-8.5%
May	76,473	80,883	-5.5%	44,403	50,473	-12.0%	1,790	1,802	-0.7%	122,666	133,158	-7.9%
June	76,673	80,882	-5.2%	43,668	48,476	-9.9%	1,851	1,896	-2.4%	122,192	131,254	-6.9%

Passenger Boardings

Period	MetroBus			MetroLink			Call-A-Ride			System		
	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change
1st Qtr YTD	6,812,101	7,547,124	-9.7%	4,099,023	4,367,923	-6.1%	139,404	144,989	-3.9%	11,050,528	12,060,036	-8.4%
2nd Qtr YTD	13,287,039	14,639,057	-9.2%	7,750,022	8,183,650	-5.3%	275,998	287,643	-4.0%	21,313,059	23,110,350	-7.8%
3rd Qtr YTD	19,405,550	21,115,622	-8.1%	11,230,894	11,743,327	-4.4%	414,707	430,011	-3.6%	31,051,151	33,288,960	-6.7%
Full year	25,549,794	27,701,279	-7.8%	14,898,291	15,777,584	-5.6%	550,694	568,097	-3.1%	40,998,779	44,046,960	-6.9%

July	2,122,798	2,435,625	-12.8%	1,343,741	1,482,226	-9.3%	43,885	49,535	-11.4%	3,510,424	3,967,386	-11.5%
August	2,343,795	2,516,668	-6.9%	1,369,148	1,386,198	-1.2%	48,670	47,939	1.5%	3,761,613	3,950,805	-4.8%
September	2,345,508	2,594,831	-9.6%	1,386,134	1,499,499	-7.6%	46,849	47,515	-1.4%	3,778,491	4,141,845	-8.8%
October	2,347,007	2,594,484	-9.5%	1,334,718	1,389,283	-3.9%	47,073	50,066	-6.0%	3,728,798	4,033,833	-7.6%
November	2,151,000	2,245,054	-4.2%	1,199,490	1,205,121	-0.5%	45,046	45,271	-0.5%	3,395,536	3,495,446	-2.9%
December	1,976,931	2,252,395	-12.2%	1,116,791	1,221,323	-8.6%	44,475	47,317	-6.0%	3,138,197	3,521,035	-10.9%
January	1,985,665	2,094,931	-5.2%	1,128,392	1,153,882	-2.2%	44,899	45,881	-2.1%	3,158,956	3,294,694	-4.1%
February	2,038,398	2,145,122	-5.0%	1,142,608	1,181,298	-3.3%	44,735	46,927	-4.7%	3,225,741	3,373,347	-4.4%
March	2,094,448	2,236,512	-6.4%	1,209,872	1,224,497	-1.2%	49,075	49,560	-1.0%	3,353,395	3,510,569	-4.5%
April	1,984,779	2,226,706	-10.9%	1,233,862	1,352,859	-8.8%	43,954	46,096	-4.6%	3,262,595	3,625,661	-10.0%
May	2,089,723	2,195,478	-4.8%	1,230,047	1,363,270	-9.8%	46,208	45,229	2.2%	3,365,978	3,603,977	-6.6%
June	2,069,742	2,163,473	-4.3%	1,203,488	1,318,128	-8.7%	45,825	46,761	-2.0%	3,319,055	3,528,362	-5.9%

Passengers by Jurisdiction

Period	MetroBus						MetroLink					
	Missouri			St. Clair			Missouri			St. Clair		
	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change
1st Qtr YTD	6,017,293	6,712,288	-10.4%	794,808	834,836	-4.8%	3,361,097	3,555,037	-5.5%	737,926	812,886	-9.2%
2nd Qtr YTD	11,810,399	13,092,685	-9.8%	1,476,640	1,546,372	-4.5%	6,343,241	6,674,869	-5.0%	1,406,781	1,508,781	-6.8%
3rd Qtr YTD	17,293,756	18,923,479	-8.6%	2,111,794	2,192,143	-3.7%	9,186,344	9,578,464	-4.1%	2,044,550	2,164,863	-5.6%
Full year	22,718,228	24,768,747	-8.3%	2,831,566	2,932,532	-3.4%	12,172,302	12,878,546	-5.5%	2,725,989	2,899,038	-6.0%

July	1,867,735	2,162,731	-13.6%	255,063	272,894	-6.5%	1,106,073	1,208,720	-8.5%	237,668	273,506	-13.1%
August	2,073,836	2,244,861	-7.6%	269,959	271,807	-0.7%	1,119,567	1,127,630	-0.7%	249,581	258,568	-3.5%
September	2,075,722	2,304,696	-9.9%	269,786	290,135	-7.0%	1,135,457	1,218,687	-6.8%	250,677	280,812	-10.7%
October	2,098,308	2,335,913	-10.2%	248,699	258,571	-3.8%	1,093,750	1,135,921	-3.7%	240,968	253,362	-4.9%
November	1,924,552	2,023,166	-4.9%	226,448	221,888	2.1%	977,451	986,553	-0.9%	222,039	218,568	1.6%
December	1,770,246	2,021,318	-12.4%	206,685	231,077	-10.6%	910,943	997,358	-8.7%	205,848	223,965	-8.1%
January	1,780,328	1,886,900	-5.6%	205,337	208,031	-1.3%	920,599	942,470	-2.3%	207,793	211,412	-1.7%
February	1,825,807	1,930,819	-5.4%	212,591	214,303	-0.8%	930,786	959,132	-3.0%	211,822	222,166	-4.7%
March	1,877,222	2,013,075	-6.7%	217,226	223,437	-2.8%	991,718	1,001,993	-1.0%	218,154	222,504	-2.0%
April	1,753,161	1,977,577	-11.3%	231,618	249,129	-7.0%	1,006,330	1,104,355	-8.9%	227,532	248,504	-8.4%
May	1,844,879	1,941,932	-5.0%	244,844	253,546	-3.4%	1,002,562	1,110,695	-9.7%	227,485	252,575	-9.9%
June	1,826,432	1,925,759	-5.2%	243,310	237,714	2.4%	977,066	1,085,032	-10.0%	226,422	233,096	-2.9%

Passenger Revenue

Period	MetroBus			MetroLink			Call-A-Ride *			System		
	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change
1st Qtr YTD	\$7,012,569	\$8,143,742	-13.9%	\$4,142,651	\$4,655,536	-11.0%	\$641,163	\$632,072	1.4%	\$11,796,383	\$13,431,350	-12.2%
2nd Qtr YTD	\$13,525,622	\$15,604,859	-13.3%	\$7,823,961	\$8,622,614	-9.3%	\$1,312,111	\$1,284,900	2.1%	\$22,661,694	\$25,512,372	-11.2%
3rd Qtr YTD	\$20,030,089	\$22,433,442	-10.7%	\$11,539,933	\$12,382,538	-6.8%	\$1,959,192	\$1,923,840	1.8%	\$33,529,214	\$36,739,820	-8.7%
Full year	\$26,600,978	\$29,564,500	-10.0%	\$15,388,144	\$16,682,695	-7.8%	\$2,620,037	\$2,610,086	0.4%	\$44,609,159	\$48,857,281	-8.7%

1st Qtr	\$7,012,569	\$8,143,742	-13.9%	\$4,142,651	\$4,655,536	-11.0%	\$641,163	\$632,072	1.4%	\$11,796,383	\$13,431,350	-12.2%
2nd Qtr	\$6,513,053	\$7,461,117	-12.7%	\$3,681,310	\$3,967,078	-7.2%	\$670,948	\$652,827	2.8%	\$10,865,311	\$12,081,022	-10.1%
3rd Qtr	\$6,504,467	\$6,828,583	-4.7%	\$3,715,972	\$3,759,925	-1.2%	\$647,081	\$638,941	1.3%	\$10,867,520	\$11,227,448	-3.2%
4th Qtr	\$6,570,889	\$7,131,058	-7.9%	\$3,848,211	\$4,300,157	-10.5%	\$660,845	\$686,245	-3.7%	\$11,079,945	\$12,117,460	-8.6%

* Call-A-Ride passenger revenue does not include Medicaid and Department of Mental Health contractual subsidies.

Revenue Miles

Period	MetroBus*			MetroLink*			Call-A-Ride			System		
	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change
1st Qtr YTD	4,709,831	4,680,474	0.6%	778,004	788,550	-1.3%	1,348,707	1,334,285	1.1%	6,836,542	6,803,309	0.5%
2nd Qtr YTD	9,332,502	9,259,390	0.8%	1,555,099	1,567,159	-0.8%	2,677,406	2,669,369	0.3%	13,565,006	13,495,918	0.5%
3rd Qtr YTD	13,884,401	13,810,040	0.5%	2,325,578	2,343,414	-0.8%	3,955,721	3,997,691	-1.0%	20,165,699	20,151,145	0.1%
Full year	18,552,317	18,470,425	0.4%	3,107,518	3,125,069	-0.6%	5,250,386	5,344,645	-1.8%	26,910,221	26,940,139	-0.1%

July	1,562,306	1,595,537	-2.1%	261,369	267,305	-2.2%	435,057	449,461	-3.2%	2,258,731	2,312,303	-2.3%
August	1,616,850	1,563,357	3.4%	268,319	263,542	1.8%	463,203	442,206	4.7%	2,348,372	2,269,105	3.5%
September	1,530,675	1,521,581	0.6%	248,316	257,703	-3.6%	450,447	442,618	1.8%	2,229,439	2,221,902	0.3%
October	1,560,648	1,563,396	-0.2%	259,057	260,628	-0.6%	461,251	467,532	-1.3%	2,280,956	2,291,557	-0.5%
November	1,514,068	1,467,430	3.2%	256,753	251,888	1.9%	434,897	423,870	2.6%	2,205,718	2,143,188	2.9%
December	1,547,955	1,548,090	0.0%	261,284	266,093	-1.8%	432,551	443,682	-2.5%	2,241,790	2,257,864	-0.7%
January	1,539,785	1,506,339	2.2%	260,823	257,208	1.4%	419,739	425,401	-1.3%	2,220,347	2,188,948	1.4%
February	1,421,802	1,461,584	-2.7%	241,266	250,504	-3.7%	417,737	432,002	-3.3%	2,080,804	2,144,090	-3.0%
March	1,590,312	1,582,727	0.5%	268,391	268,542	-0.1%	440,839	470,919	-6.4%	2,299,542	2,322,188	-1.0%
April	1,517,838	1,536,178	-1.2%	255,680	257,806	-0.8%	416,902	442,185	-5.7%	2,190,420	2,236,168	-2.0%
May	1,591,016	1,566,916	1.5%	266,910	264,878	0.8%	440,660	447,853	-1.6%	2,298,586	2,279,647	0.8%
June	1,559,063	1,557,292	0.1%	259,350	258,971	0.1%	437,103	456,916	-4.3%	2,255,516	2,273,180	-0.8%

* Scheduled

May not sum to total due to rounding

Total Miles

Period	MetroBus*			MetroLink*			Call-A-Ride			System		
	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change
1st Qtr YTD	5,403,860	5,347,458	1.1%	784,671	795,593	-1.4%	1,442,812	1,421,459	1.5%	7,631,344	7,564,510	0.9%
2nd Qtr YTD	10,685,398	10,554,764	1.2%	1,567,800	1,580,915	-0.8%	2,873,319	2,840,534	1.2%	15,126,516	14,976,214	1.0%
3rd Qtr YTD	15,887,422	15,719,011	1.1%	2,344,536	2,363,230	-0.8%	4,234,468	4,259,736	-0.6%	22,466,426	22,341,977	0.6%
Full year	21,251,563	21,053,207	0.9%	3,133,603	3,151,334	-0.6%	5,610,397	5,700,005	-1.6%	29,995,562	29,904,545	0.3%

July	1,791,851	1,824,368	-1.8%	263,656	269,868	-2.3%	464,387	477,810	-2.8%	2,519,893	2,572,046	-2.0%
August	1,855,117	1,783,018	4.0%	270,455	265,688	1.8%	494,922	471,436	5.0%	2,620,493	2,520,142	4.0%
September	1,756,893	1,740,072	1.0%	250,561	260,038	-3.6%	483,503	472,213	2.4%	2,490,957	2,472,323	0.8%
October	1,783,058	1,778,457	0.3%	261,132	262,972	-0.7%	492,840	497,084	-0.9%	2,537,030	2,538,513	-0.1%
November	1,729,724	1,667,475	3.7%	258,716	254,048	1.8%	469,724	449,616	4.5%	2,458,164	2,371,139	3.7%
December	1,768,755	1,761,375	0.4%	263,280	268,302	-1.9%	467,943	472,375	-0.9%	2,499,979	2,502,051	-0.1%
January	1,759,607	1,710,021	2.9%	262,891	259,197	1.4%	449,829	454,722	-1.1%	2,472,327	2,423,939	2.0%
February	1,625,884	1,662,479	-2.2%	243,355	252,498	-3.6%	442,862	460,777	-3.9%	2,312,102	2,375,754	-2.7%
March	1,816,533	1,791,748	1.4%	270,490	270,620	0.0%	468,458	503,703	-7.0%	2,555,481	2,566,071	-0.4%
April	1,742,101	1,749,009	-0.4%	258,176	259,986	-0.7%	441,662	473,125	-6.7%	2,441,939	2,482,120	-1.6%
May	1,828,998	1,800,429	1.6%	269,347	267,105	0.8%	469,763	478,690	-1.9%	2,568,107	2,546,224	0.9%
June	1,793,042	1,784,758	0.5%	261,544	261,012	0.2%	464,504	488,454	-4.9%	2,519,090	2,534,224	-0.6%

* Scheduled

May not sum to total due to rounding

Revenue Hours

Period	MetroBus*			MetroLink*			Call-A-Ride			System		
	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change
1st Qtr YTD	358,590	351,540	2.0%	33,160	33,541	-1.1%	76,182	76,485	-0.4%	467,933	461,566	1.4%
2nd Qtr YTD	703,973	690,237	2.0%	66,348	66,489	-0.2%	149,468	152,879	-2.2%	919,788	909,604	1.1%
3rd Qtr YTD	1,036,160	1,027,940	0.8%	99,174	99,584	-0.4%	221,722	227,991	-2.7%	1,357,056	1,355,515	0.1%
Full year	1,390,537	1,382,348	0.6%	132,444	132,794	-0.3%	293,281	303,336	-3.3%	1,816,262	1,818,479	-0.1%

July	119,693	120,016	-0.3%	11,119	11,356	-2.1%	24,532	26,062	-5.9%	155,344	157,434	-1.3%
August	122,787	116,969	5.0%	11,388	11,230	1.4%	26,737	25,302	5.7%	160,912	153,501	4.8%
September	116,110	114,555	1.4%	10,653	10,954	-2.7%	24,913	25,121	-0.8%	151,677	150,630	0.7%
October	116,988	115,672	1.1%	11,087	11,044	0.4%	25,092	26,257	-4.4%	153,167	152,972	0.1%
November	113,093	108,440	4.3%	10,930	10,617	2.9%	23,785	24,037	-1.0%	147,808	143,094	3.3%
December	115,301	114,584	0.6%	11,171	11,288	-1.0%	24,409	26,100	-6.5%	150,881	151,972	-0.7%
January	114,656	111,380	2.9%	11,157	11,053	0.9%	23,857	24,257	-1.6%	149,670	146,689	2.0%
February	105,981	108,224	-2.1%	10,263	10,641	-3.6%	23,136	24,154	-4.2%	139,380	143,019	-2.5%
March	111,550	118,100	-5.5%	11,407	11,401	0.1%	25,261	26,701	-5.4%	148,218	156,201	-5.1%
April	115,412	116,786	-1.2%	10,892	10,958	-0.6%	23,026	24,953	-7.7%	149,330	152,697	-2.2%
May	120,663	119,698	0.8%	11,354	11,269	0.8%	24,313	25,094	-3.1%	156,330	156,062	0.2%
June	118,301	117,924	0.3%	11,024	10,983	0.4%	24,220	25,298	-4.3%	153,546	154,206	-0.4%

* Scheduled

May not sum to total due to rounding

Total Hours

Period	MetroBus*			MetroLink*			Call-A-Ride			System		
	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change
1st Qtr YTD	385,511	377,198	2.2%	33,678	34,073	-1.2%	83,023	82,416	0.7%	502,212	493,687	1.7%
2nd Qtr YTD	757,543	741,257	2.2%	67,359	67,539	-0.3%	163,196	164,834	-1.0%	988,098	973,629	1.5%
3rd Qtr YTD	1,123,010	1,103,728	1.7%	100,683	101,131	-0.4%	241,068	246,157	-2.1%	1,464,761	1,451,016	0.9%
Full year	1,504,313	1,484,149	1.4%	134,485	134,852	-0.3%	318,045	328,609	-3.2%	1,956,843	1,947,610	0.5%

July	128,511	128,751	-0.2%	11,293	11,541	-2.2%	26,947	28,057	-4.0%	166,751	168,349	-0.9%
August	132,043	125,480	5.2%	11,561	11,403	1.4%	29,001	27,273	6.3%	172,605	164,156	5.1%
September	124,957	122,967	1.6%	10,824	11,128	-2.7%	27,075	27,086	0.0%	162,856	161,181	1.0%
October	125,946	124,311	1.3%	11,255	11,221	0.3%	27,172	28,270	-3.9%	164,373	163,802	0.3%
November	121,835	116,548	4.5%	11,092	10,784	2.9%	26,139	25,907	0.9%	159,065	153,239	3.8%
December	124,252	123,199	0.9%	11,334	11,461	-1.1%	26,862	28,241	-4.9%	162,448	162,901	-0.3%
January	123,580	119,676	3.3%	11,322	11,217	0.9%	25,984	26,301	-1.2%	160,886	157,193	2.3%
February	114,244	116,372	-1.8%	10,423	10,803	-3.5%	24,801	26,112	-5.0%	149,468	153,288	-2.5%
March	127,644	126,424	1.0%	11,578	11,572	0.1%	27,087	28,910	-6.3%	166,309	166,906	-0.4%
April	124,177	124,966	-0.6%	11,069	11,128	-0.5%	24,698	27,240	-9.3%	159,944	163,334	-2.1%
May	129,880	128,659	0.9%	11,537	11,443	0.8%	26,231	27,449	-4.4%	167,647	167,551	0.1%
June	127,247	126,796	0.4%	11,196	11,150	0.4%	26,048	27,763	-6.2%	164,490	165,709	-0.7%

* Scheduled

May not sum to total due to rounding

Operating Expense by Mode

Period	MetroBus			MetroLink			Call-A-Ride			System		
	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change
1st Qtr YTD	\$38,614,628	\$40,710,236	-5.1%	\$18,428,785	\$19,851,015	-7.2%	\$6,421,064	\$6,134,183	4.7%	\$63,464,477	\$66,695,435	-4.8%
2nd Qtr YTD	\$77,106,324	\$79,499,292	-3.0%	\$36,647,226	\$39,898,530	-8.1%	\$12,892,164	\$12,764,435	1.0%	\$126,645,714	\$132,162,257	-4.2%
3rd Qtr YTD	\$117,020,729	\$118,873,958	-1.6%	\$57,867,755	\$58,477,891	-1.0%	\$19,346,033	\$19,073,278	1.4%	\$194,234,517	\$196,425,127	-1.1%
Full year	\$160,501,273	\$157,903,434	1.6%	\$80,442,349	\$80,439,755	0.0%	\$26,758,987	\$25,989,359	3.0%	\$267,702,609	\$264,332,548	1.3%

1st Qtr	\$38,614,628	\$40,710,236	-5.1%	\$18,428,785	\$19,851,015	-7.2%	\$6,421,064	\$6,134,183	4.7%	\$63,464,477	\$66,695,434	-4.8%
2nd Qtr	\$38,491,696	\$38,789,056	-0.8%	\$18,218,441	\$20,047,515	-9.1%	\$6,471,100	\$6,630,252	-2.4%	\$63,181,237	\$65,466,823	-3.5%
3rd Qtr	\$39,914,405	\$39,374,666	1.4%	\$21,220,529	\$18,579,361	14.2%	\$6,453,869	\$6,308,843	2.3%	\$67,588,803	\$64,262,870	5.2%
4th Qtr	\$43,480,544	\$39,029,476	11.4%	\$22,574,594	\$21,961,864	2.8%	\$7,412,954	\$6,916,081	7.2%	\$73,468,092	\$67,907,421	8.2%

FY 2016 contains audited amounts

Unscheduled Absenteeism

Period	Operators			Maintenance			Facility Support			Total		
	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change
1st Qtr YTD	4.3%	4.1%	0.2%	2.5%	2.0%	0.5%	1.6%	1.5%	0.1%	3.8%	3.5%	0.3%
2nd Qtr YTD	3.9%	4.0%	-0.2%	2.8%	1.8%	1.0%	2.1%	1.8%	0.3%	3.5%	3.4%	0.1%
3rd Qtr YTD	3.6%	4.2%	-0.6%	2.7%	1.7%	1.0%	1.8%	2.0%	-0.2%	3.3%	3.6%	-0.3%
Full year	3.8%	4.2%	-0.4%	2.6%	1.7%	0.9%	1.9%	2.0%	-0.1%	3.4%	3.6%	-0.2%

July	4.5%	3.9%	0.7%	3.0%	2.7%	0.3%	1.2%	1.1%	0.1%	3.9%	3.4%	0.5%
August	4.5%	4.1%	0.3%	2.4%	2.2%	0.2%	1.3%	1.8%	-0.6%	3.8%	3.6%	0.2%
September	4.1%	4.3%	-0.3%	2.3%	1.1%	1.2%	2.4%	1.6%	0.8%	3.6%	3.5%	0.1%
October	3.6%	4.5%	-0.9%	3.7%	2.0%	1.7%	3.2%	2.7%	0.4%	3.6%	3.9%	-0.3%
November	3.4%	4.0%	-0.6%	2.0%	1.5%	0.5%	1.9%	1.9%	0.0%	3.0%	3.3%	-0.4%
December	3.1%	3.4%	-0.3%	3.4%	1.3%	2.1%	2.7%	1.5%	1.2%	3.1%	2.8%	0.3%
January	2.8%	4.5%	-1.6%	2.4%	1.0%	1.4%	1.4%	2.0%	-0.6%	2.6%	3.6%	-1.0%
February	2.7%	4.6%	-1.9%	2.3%	1.8%	0.5%	0.7%	3.0%	-2.3%	2.4%	4.0%	-1.6%
March	3.6%	4.8%	-1.2%	2.6%	1.3%	1.3%	1.3%	2.0%	-0.7%	3.2%	3.9%	-0.7%
April	4.5%	4.8%	-0.3%	2.4%	1.5%	0.9%	0.9%	1.2%	-0.3%	3.8%	3.9%	-0.2%
May	4.8%	3.9%	0.9%	2.6%	1.3%	1.2%	2.6%	2.4%	0.2%	4.2%	3.3%	0.9%
June	4.4%	4.3%	0.2%	2.3%	2.5%	-0.3%	2.9%	2.5%	0.4%	3.9%	3.8%	0.1%

Gateway Arch

	Income Before Depreciation and Transfers		
Quarter	FY 2017	FY 2016	Change
1st Qtr YTD	\$1,039,951	\$555,478	87.2%
2nd Qtr YTD	\$531,913	\$2,063,675	-74.2%
3rd Qtr YTD	(\$539,823)	\$1,529,447	-135.3%
Full Year	(\$562,677)	\$2,399,823	-123.4%

	Tram Ridership		
Quarter	FY 2017	FY 2016	Change
1st Qtr YTD	282,884	313,500	-9.8%
2nd Qtr YTD	382,131	441,738	-13.5%
3rd Qtr YTD	384,735	462,780	-16.9%
Full Year	543,013	696,905	-22.1%

	Tram Ridership		
Month	FY 2017	FY 2016	Change
July	136,582	151,269	-9.7%
August	90,205	101,490	-11.1%
September	56,097	60,741	-7.6%
October	57,977	55,554	4.4%
November	41,189	41,001	0.5%
December	81	31,683	-99.7%
January	907	4,513	-79.9%
February	1,339	-	NA
March	358	16,529	-97.8%
April	18,874	48,136	-60.8%
May	54,657	73,161	-25.3%
June	84,747	112,828	-24.9%

Riverfront Attractions

	Riverboat Passengers		
Month	FY 2017	FY 2016	Change
July	26,062	1,665	1465.3%
August	16,070	17,180	-6.5%
September	11,160	10,463	6.7%
October	8,676	8,641	0.4%
November	2,671	2,233	19.6%
December	176	107	64.5%
January	-	-	-
February	-	-	-
March	4,166	5,210	-20.0%
April	8,795	10,229	-14.0%
May	6,856	12,829	-46.6%
June	21,143	19,031	11.1%

Quarter	FY 2017	FY 2016	Change
1st Qtr YTD	53,292	29,308	81.8%
2nd Qtr YTD	64,815	40,289	60.9%
3rd Qtr YTD	68,981	45,499	51.6%
Full Year	105,775	87,588	20.8%

	Income (Loss) Before Depreciation		
Quarter	FY 2017	FY 2016	Change
1st Qtr YTD	\$499,884	\$9,839	4980.6%
2nd Qtr YTD	\$342,888	(\$77,715)	541.2%
3rd Qtr YTD	\$108,251	(\$223,574)	148.4%
Full Year	\$343,840	\$112,980	204.3%

	Riverboat Cruises		
Quarter	FY 2017	FY 2016	Change
1st Qtr YTD	442	247	78.9%
2nd Qtr YTD	542	354	53.1%
3rd Qtr YTD	593	401	47.9%
Full Year	909	790	15.1%

	Riverboat Days of Operation		
Quarter	FY 2017	FY 2016	Change
1st Qtr YTD	92	63	46.0%
2nd Qtr YTD	151	124	21.8%
3rd Qtr YTD	179	149	20.1%
Full Year	249	239	4.2%

St. Louis Downtown Airport

	Fuel Sales in Gallons		
Month	FY 2017	FY 2016	Change
July	127,857	169,207	-24.4%
August	144,799	167,025	-13.3%
September	129,059	171,343	-24.7%
October	157,004	150,389	4.4%
November	128,585	123,096	4.5%
December	149,794	154,169	-2.8%
January	111,414	147,092	-24.3%
February	128,823	133,737	-3.7%
March	160,634	156,372	2.7%
April	160,647	157,260	2.2%
May	152,970	168,594	-9.3%
June	128,947	151,361	-14.8%

Quarter	FY 2017	FY 2016	Change
1st Qtr YTD	401,715	507,575	-20.9%
2nd Qtr YTD	837,098	935,229	-10.5%
3rd Qtr YTD	1,237,969	1,372,430	-9.8%
Full Year	1,680,533	1,849,645	-9.1%

	Income (Loss) Before Depreciation		
Quarter	FY 2017	FY 2016	Change
1st Qtr YTD	(\$38,424)	\$55,765	-168.9%
2nd Qtr YTD	(\$41,634)	\$44,289	-194.0%
3rd Qtr YTD	(\$69,691)	(\$46,887)	-48.6%
Full year	(\$240,003)	(\$188,991)	-27.0%

	Aircraft Movements		
Quarter	FY 2017	FY 2016	Change
1st Qtr YTD	30,468	23,433	30.0%
2nd Qtr YTD	57,578	49,722	15.8%
3rd Qtr YTD	80,914	73,234	10.5%
Full Year	106,588	101,227	5.3%

	Average Based Aircraft		
Quarter	FY 2017	FY 2016	Change
1st Qtr YTD	322	329	-2.0%
2nd Qtr YTD	320	329	-2.7%
3rd Qtr YTD	319	328	-2.6%
Full Year	319	326	-2.2%

St. Louis Regional Freightway

Income (Loss) Before Depreciation

Quarter	FY 2017	FY 2016	Change
1st Qtr YTD	(\$60,025)	\$37,779	-258.9%
2nd Qtr YTD	(\$177,325)	(\$7,785)	-2177.8%
3rd Qtr YTD	(\$302,804)	(\$27,320)	-1008.4%
Full Year	(\$497,543)	(\$223,461)	-122.7%

Quarter	FY 2017	FY 2016	Change
1st Qtr	(\$60,025)	\$37,779	-258.9%
2nd Qtr	(\$117,300)	(\$45,564)	-157.4%
3rd Qtr	(\$125,479)	(\$19,534)	-542.4%
4th Qtr	(\$194,739)	(\$196,140)	0.7%

Executive Services

Income (Loss) Before Depreciation

Quarter	FY 2017	FY 2016	Change
1st Qtr YTD	\$302,574	\$325,942	-7.2%
2nd Qtr YTD	\$375,460	\$303,998	23.5%
3rd Qtr YTD	\$220,515	\$150,631	46.4%
Full Year	\$248,464	\$320,572	-22.5%

Quarter	FY 2017	FY 2016	Change
1st Qtr	\$302,574	\$325,942	-7.2%
2nd Qtr	\$72,886	(\$21,944)	432.1%
3rd Qtr	(\$154,945)	(\$153,367)	-1.0%
4th Qtr	\$27,949	\$169,941	-83.6%

Definitions

Transit

Customer complaint

Passenger or general public dissatisfaction expressed to Customer Service by phone call, letter or email for which there is no immediate, satisfactory explanation; includes operator behavior, service, equipment maintenance or suitability, or other concerns. System customer complaints have been restated to include complaints not specifically related to an operating facility.

Expense

Excludes depreciation, amortization, debt expense and the 2% sheltered workshop pass-through. Allocations by mode are based on a management-developed model. (See also "Operating Expense.")

Failure

Metro Call A Ride: Revenue service interruption whereby a vehicle is unable to complete the assigned run and must be removed from service because of a mechanical, wheelchair lift, or other equipment failure. Road hazard tire failures, vandalism, accidents, and other failures not related to maintenance of vehicles are not reported.

MetroLink: Revenue service interruption whereby a train is delayed by five minutes or more or removed from service for mechanical reasons.

Farebox recovery

Passenger revenue as a percent of operating expense.

Fleet size

Number of revenue vehicles at the end of the reporting period.

On-time performance

MetroBus and MetroLink: A trip is considered "on-time" if the vehicle departs within the time frame of 59 seconds before schedule or arrives within 4:59 minutes after schedule.

Metro Call-A-Ride: Appointments are made giving the passenger an estimated arrival time. A trip is considered on-time if arrival for the appointment is within 20 minutes before or after the appointment time.

Operating expense

Expense less leases and rentals, which is a National Transit Database definition. Allocations by mode are based on National Transit Database instructions which are different than the management-developed cost allocation model. (See also "Expense.")

Passenger boardings

Includes original revenue vehicle boardings and all transfers based on bus farebox counts, MetroLink ridership modeling using Automatic Passenger Counter (APC) technology, and actual Call-A-Ride passengers.

Transit

Passenger injury

Physical harm or alleged physical harm to a passenger or bystander involved in an Agency accident. One vehicle accident may result in multiple injuries.

Revenue hours

Time that MetroBus/Call-A-Ride vehicles or MetroLink trains operate in passenger service including special service.

Revenue miles

Distance that MetroBus/Call-A-Ride vehicles or MetroLink trains operate in passenger service including special service.

Revenue recovery

Passenger revenue, Transit Management Association revenue, and paratransit contractual revenue as a percent of expense.

Ridership

Total passenger boardings.

Roadcall

MetroBus revenue service interruption whereby the vehicle is delayed because of mechanical, tire, farebox, wheelchair lift or other equipment failure. A delay is not counted as a roadcall unless the delay is five minutes or more.

Subsidy

Subsidy as reported on "System Profile" - Expense less operating revenue except federal, state and local assistance.

Subsidy as reported on "Peer Performance - System" - Operating expense less passenger revenue.

Total hours

Revenue hours plus deadhead hours (e.g., from the facility to the start of a revenue trip).

Total miles

Revenue miles plus deadhead miles (e.g., from the facility to the start of a revenue trip).

Unscheduled absenteeism

Operator, mechanic and facility support sick time and unauthorized leave as a percent of current staffing, excluding overtime.

Vehicle accident

Incident in which an Agency vehicle makes physical contact with another vehicle, a fixed object or a person. It also includes derailments or leaving the road.

Vehicle miles

For MetroBus and Call-A-Ride, total miles and vehicle miles are the same. For MetroLink, total mileage for each car of a two-car train is included

Non-Transit

Aircraft movement

Takeoff or landing recorded by the tower. Movements when the tower is closed are not included.

Airport fuel sales (gallons)

Number of gallons of aviation fuel delivered to the fixed base operators.

Arch tram ridership

Number of adult and child tickets sold.

Based aircraft

Average number of aircraft stored in owned or leased hangers or outside ramps. Quarterly, the amount represents the average of the month-end counts.

Riverfront Attractions

Includes the Gateway Arch Riverboats and bike rentals, operated by Metro, and a heliport owned by Metro but operated under contract by another party.



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Memorandum

To: Finance and Administration Committee

From: Larry B. Jackson 
Executive Vice President – Administration

Date: August 2, 2017

**Subject: Quarterly Procurement Activity Report
4th Quarter Fiscal Year 2017**

BSD Board Policy Chapter 50 Section 010 Paragraph N.3 requires that we provide quarterly reports to the Board relating to procurement activities, which exceed \$100,000, including contract modifications and award of options. The report format that has been used the past several years includes the key sections that are explained below.

Section 1 – Non-Competitive Procurement Trend

Federal regulations and Board Policy require that all procurements be conducted in a manner which fosters full and open competition. In certain instances however, competition is not feasible or practical. This section of the report summarizes the trend and relationship of non-competitive spend to total spend. All individual non-competitive contract awards exceeding \$100,000 are presented to the Board of Commissioners for approval prior to award. Other non-competitive expenditures must be approved by the appropriate Division Vice President, the Vice President of Procurement, and the President & CEO prior to award.

Section 2 – Procurement Contract Awards

This report lists all major (>\$100,000) contract awards during the reporting period and the relevant contract information for each. Information in this report is now listed in descending contract dollar value as requested previously by the Committee.

Section 3 – Contract Modifications

This report lists all contract modification actions executed during the period where the total revised contract amount exceeds \$100,000. Contract modifications include changes to contract scope, exercise of options and extensions, or other actions effecting the contract term. Information in this report is listed in descending contract dollar value as requested previously by the Committee.

Section 4 – Davis Bacon Act Projects

The Davis Bacon Act requires that all construction contracts financed with Federal assistance contain provisions requiring that all laborers and mechanics employed by the contractors or subcontractors to work on the project must be paid wages not less than those established for the area by the Secretary of Labor. The contractors listed in this section submit weekly “certified payrolls” to BSD, which we monitor in accordance with the regulatory requirements.

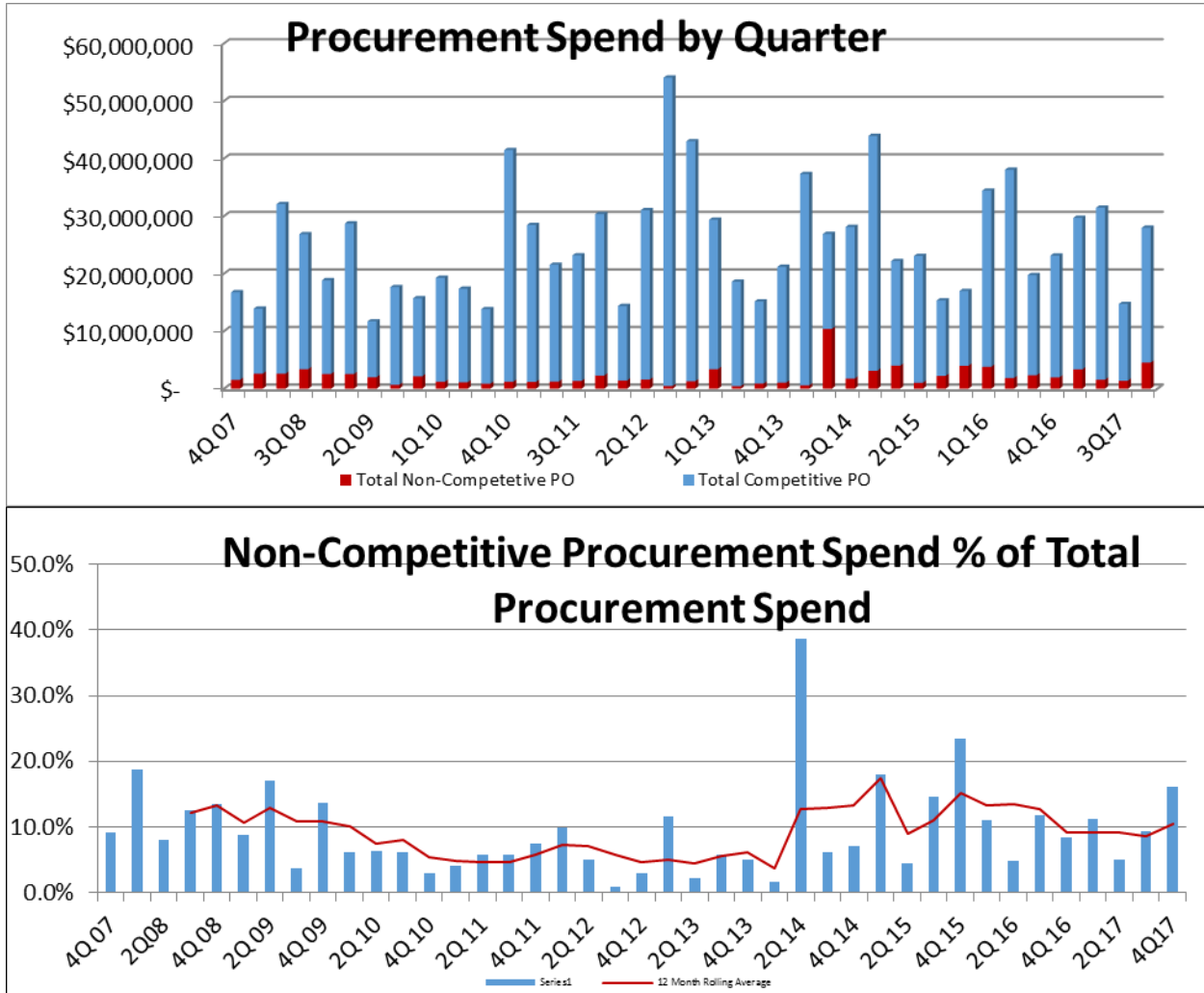
Section 5 – Procurement Card Administration

BSD’s Procurement Department administers a Procurement Card Program, which provides a means for cardholders to procure low-dollar goods and services independently. This program reduces the administrative burden of processing Purchase Orders and Check Requests for small dollar purchases (typically less than \$2500). The report included in this section details the overall volume of transactions and information related to procedural violations and administrative actions on those violations.

Please feel free to contact me with any suggestions, questions, or information requests that you may have.

Procurement Activity Report **Non-Competitive Procurement Trend** **Fourth Quarter FY2017**

Fourth Quarter 2017 Non-Competitive Procurements totaled \$ 4,524,442 or 16.2% of total Purchase Order Commitment volume of \$27,944,996. Last 12 months Non-Competitive Procurements totaled \$10,795,136 or 10.4% of total Purchase Order Commitment volume of \$103,765,411.



**CONTRACT AWARDS EXCEEDING \$100,000
JULY 1, 2016 - JUNE 30, 2017**

<u>Number</u>	<u>Rev</u>	<u>Description</u>	<u>Type</u>	<u>Order Date</u>	<u>Supplier</u>	<u>Amount</u>	<u>Buyer</u>	<u>Closure Status</u>	<u>DBE Goal</u>
54416	0	15-RFP-100793-DH Heavy Duty Transit Buses TASK ORDER #2 2017 Production	Standard Purchase Order	11/10/16	GILLIG LLC	\$ 12,540,780.00	Hill, Diana L	Open	N/A
56553	1	17-SB-104149-DR - Boyle Ave./ Central West End MetroLink Station - Facilities - Period of Performance: June 19, 2017 - October 31, 2018	Standard Purchase Order	06/12/17	L. KEELEY CONSTRUCTION CO	\$ 6,405,348.96	Rowey, Deborah M	Open	22%
N/A	0	16-RFP-102885-DR Dental Plan Services - Period of Performance: January 1,2017 - December 31, 2021	Contract Purchase Agreement	07/15/16	DELTA DENTAL OF MISSOURI	\$ 6,000,000.00	Rowey, Deborah M	Open	0
54256	0	17-RFP-103314-DGR Union Station Tunnel Rehab Design Services Four (4) Year Contract Period of Performance Nov 2016 - Nov 2020	Contract Purchase Agreement	10/25/16	MODJESKI & MASTERS, INC	\$ 4,432,067.20	Ramsay, David George	Open	8%
56263	0	17-RFP-103684-DGR Elevator Escalator Full Maintenance and Repair Three Base Years with Two One Year Options, Period of Performance May 15, 2017 - May 14, 2022.	Contract Purchase Agreement	05/05/17	THYSSENKRUPP ELEVATOR CORP	\$ 2,325,560.00	Ramsay, David George	Open	0
56149	0	17-RFP-103083-DR - Enterprise Asset Management(EAM) Software and Implementation - Period of Performance: June 1, 2017 - May 31, 2020	Contract Purchase Agreement	05/23/17	TRAPEZE SOFTWARE GROUP INC	\$ 2,297,167.00	Rowey, Deborah M	Open	0
53814	0	17-SB-103454-CB, Elevator Reahb - 6 Units - MO, Period of Performance 5/16/2017 thru 7/31/2018	Contract Purchase Agreement	05/12/17	HARLAN COMPANY (THE)	\$ 2,145,450.00	Bonds, Charcita M	Open	0
54059	0	16-RFP-102633-CB Track Maintenance Services, Three Base Years, Period of Performance July 1, 2016 - June 30, 2019	Contract Purchase Agreement	09/08/16	IRONHORSE INC	\$ 1,737,448.85	Bonds, Charcita M	Open	0
54016	0	16-RFP-102840-DR - Life and Disability Insurance Services - Three Base Years and Two Option Years - Period of Performance: January 1, 2017 - December 31, 2021	Contract Purchase Agreement	09/30/16	RELIANCE STANDARD LIFE INSURANCE COMPANY	\$ 1,312,778.00	Rowey, Deborah M	Open	0
54058	0	16-RFP-102975-CG Development and Implementation of Marketing Activities for Metro Transit, Three Base Years and Two Option Years, Period of Performance September 30, 2016 - September 29, 2021	Contract Purchase Agreement	09/28/16	PAVLOV ADVERTISING, LLC	\$ 1,200,000.00	Gates, Carol Renee	Open	0

**CONTRACT AWARDS EXCEEDING \$100,000
JULY 1, 2016 - JUNE 30, 2017**

<u>Number</u>	<u>Rev</u>	<u>Description</u>	<u>Type</u>	<u>Order Date</u>	<u>Supplier</u>	<u>Amount</u>	<u>Buyer</u>	<u>Closure Status</u>	<u>DBE Goal</u>
54691	0	16-RFP-102840-DR - Life and Disability Insurance Services - Three Base Years and Two Option Years - Period of Performance: January 1, 2017 - December 31, 2021	Contract Purchase Agreement	09/30/16	STANDARD INSURANCE COMPANY	\$ 874,264.00	Rowey, Deborah M	Open	0
56042	0	16-RFP-103082-DR - Budget & Capital Planning Software System and Implementation - Period of Performance: January 9, 2017 - January 8, 2019	Standard Purchase Order	12/07/16	TAGETIK NORTH AMERICA, LLC	\$ 856,763.00	Rowey, Deborah M	Open	0
53355	0	16-SS-103219-CB Trigen - Spruce St. Relocation Steam Line Base Contract Period of Performance 5/26/2016 thru 8/6/2016	Standard Purchase Order	07/22/16	TRIGEN-ST LOUIS ENERGY CORPORATION	\$ 677,550.00	Bonds, Charcita M	Open	0
56124	0	16-RFP-102886-CG Development and Implementation of Marketing Activities, Base Year One, Period of Performance July 7, 2016 - July 6, 2017	Contract Purchase Agreement	07/07/16	WERREMEYER, INC	\$ 600,000.00	Gates, Carol Renee	Open	0
53671	0	TRAPEZE SOFTWARE GROUP - Trapeze Software Annual Maintenance May 1, 2017 to April 30, 2018	Standard Purchase Order	05/10/17	TRAPEZE SOFTWARE GROUP	\$ 461,039.00	Griffin, Sandra P	Closed	0
54187	0	Transit Master Equipment/Software Maintenance Agreement with Trapeze Group, Period of Performance July 1, 2016 - June 30, 2017.	Standard Purchase Order	08/23/16	TRAPEZE SOFTWARE GROUP	\$ 435,794.00	Hill, Diana L	Closed	0
53140	2	17-SB-103489-DAB Industrial Cleaning of Central (Main Shop) Facility, Two Base Years and Two Option Years, Period of Performance October 14, 2016 - October 13, 2020	Contract Purchase Agreement	10/14/16	LRL COMMERCIAL CLEANING INC	\$ 435,252.20	Baldwin, Deborah A	Open	12%
54017	0	17-SB-104091-TJ ILLINOIS FACILITY CLEANING- BASE YEAR 1, PERIOD OF PERFORMANCE JULY 1, 2017 - JUNE 30, 2018	Contract Purchase Agreement	06/28/17	WORLD MANAGEMENT, INC	\$ 403,781.00	Johnson, Theresa	Open	10
53322	0	16-RFP-102975-CG Development and Implementation of Marketing Activities for Metro Transit, Base Year 1 Period of Performance September 29, 2016 - September 28, 2017	Standard Purchase Order	09/28/16	PAVLOV ADVERTISING, LLC	\$ 400,000.00	Gates, Carol Renee	Open	0
56130	0	14-SB-99133-DH Lubricants - Bulk, Drum and Keg, BALANCE OF Five Base Years, Period of Performance July 20, 2016 - March 2, 2019 (Change of Distributors)	Contract Purchase Agreement	07/20/16	HERITAGE PETROLEUM, LLC	\$ 373,740.00	Hill, Diana L	Open	0

**CONTRACT AWARDS EXCEEDING \$100,000
JULY 1, 2016 - JUNE 30, 2017**

<u>Number</u>	<u>Rev</u>	<u>Description</u>	<u>Type</u>	<u>Order Date</u>	<u>Supplier</u>	<u>Amount</u>	<u>Buyer</u>	<u>Closure Status</u>	<u>DBE Goal</u>
53737	0	17-SB-103729-CG Oracle Analytics Software, One Base Year. Period of Deliverables November 9, 2016 - November 8, 2017	Contract Purchase Agreement	11/09/16	MYTHICS INC	\$ 353,370.00	Gates, Carol Renee	Closed	0
53516	0	17-SS-104281-DW MetroLink Union Station Tunnel Overhead Conductor Rail (OCR) System, Period of Performance May 11, 2017 - December 31, 2017.	Contract Purchase Agreement	05/11/17	MAC PRODUCTS INC	\$ 336,500.00	Wright, Diane	Open	0
54651	0	17-RFQ-103422-DAB Winter Storm Supplies - Bag Sand and Bag Magnesium Chloride	Standard Purchase Order	08/30/16	KIRKWOOD MATERIAL SUPPLY, INC.	\$ 328,950.00	Baldwin, Deborah A	Open	0
53800	0	17-SS-103496-MD AAIM Employers Association for Supervisor Training Program	Standard Purchase Order	08/05/16	AAIM MANAGEMENT ASSOCIATION	\$ 325,090.00	Dillard, Marian Denise	Open	0
56588	0	17-SB-103372-CG Feeder Wire Rehabilitation and Substation Waterproofing at MO-02, Period of Performance September 14, 2016 - April 1, 2017	Standard Purchase Order	09/07/16	TGB, INC.	\$ 288,551.00	Gates, Carol Renee	Open	0
53673	1	17-SS-103773-CG Remix Software, Three Base Years, Period of Performance December 5, 2016 - November 4, 2019	Contract Purchase Agreement	12/05/16	REMIX SOFTWARE INC	\$ 280,000.00	Gates, Carol Renee	Open	0
53672	1	17-SB-104265-CB Saw Cut & Fill Bus Hydraulic Lifts, Period of Performance - July 3, 2017 - Oct. 3, 2017	Standard Purchase Order	06/13/17	L. KEELEY CONSTRUCTION CO	\$ 269,500.00	Bonds, Charcita M	Open	10
56784	0	16-RFP-102644-DR - On-Call Finance/Accounting Consulting Services - Three Base Years and Two Option Years - Period of Performance: Septembr 1, 2016 - August 31, 2021	Contract Purchase Agreement	08/23/16	PS GROUP, INC	\$ 250,000.00	Rowey, Deborah M	Open	0
54131	0	16-RFP-102644-DR - On-Call Finance/Accounting Consulting Services - Three Base Years and Two Option Years - Period of Performance: Septembr 1, 2016 - August 31, 2021	Contract Purchase Agreement	08/23/16	CBIZ OPERATIONS, INC	\$ 250,000.00	Rowey, Deborah M	Open	0
54621	1	17-SB-104140 Crossing Gates & Flashers - Single Bid - Project 2060	Standard Purchase Order	06/29/17	DIVERGING APPROACH, INC	\$ 242,400.00	Hill, Diana L	Open	0

**CONTRACT AWARDS EXCEEDING \$100,000
JULY 1, 2016 - JUNE 30, 2017**

<u>Number</u>	<u>Rev</u>	<u>Description</u>	<u>Type</u>	<u>Order Date</u>	<u>Supplier</u>	<u>Amount</u>	<u>Buyer</u>	<u>Closure Status</u>	<u>DBE Goal</u>
54242	0	17-SB-103398-SG MetroBus Timetables Panel Sizes4 thru 9 Base Years September 20, 2016 to September 19, 2018 and 1 Option Year September 20, 2018 - September 19, 2019	Contract Purchase Agreement	09/16/16	JAMES MULLIGAN PRINTING CO	\$ 233,704.00	Griffin, Sandra P	Open	0
56755	0	17-RFP-103834-CG e-Builder Software Services, One Base Yeard and Two Option Years, Period of Peformance December 1, 2016 - November 30, 2017	Contract Purchase Agreement	12/01/16	E-BULIDER, INC	\$ 216,605.00	Gates, Carol Renee	Open	0
56751	0	16-SB-103100-DAB Metro's Towing and Wrecker Services Three Base Years with Two Option Years, Period of Peformance October 16, 2016 - October 15, 2021	Contract Purchase Agreement	10/21/16	MIKE'S TOWING AND AUTOMOTIVE	\$ 210,000.00	Baldwin, Deborah A	Open	0
54393	0	17-SB-104526-DW Phone Recording System, 90 Day Implementation and Three Years Support, Period of Performance July 1, 2017 - August 30, 2020	Contract Purchase Agreement	06/28/17	WORLD WIDE TECHNOLOGY INC	\$ 199,185.76	Wright, Diane	Open	0
53298	1	National Park Service - Arch Transportation System Tram Mechanics & Materials - Remainder of FY16 invoices (still to be received from NPS)- Bill# BV652017002	Standard Purchase Order	07/19/16	NATIONAL PARK SERVICE	\$ 197,730.48	Dillard, Marian Denise	Open	0
53128	0	16-RFP-102778-SG - Threat Vulnerability Assessment Consultant	Contract Purchase Agreement	07/06/16	COUNTERMEASURES ASSESSMENT & SECURITY EXPERTS (CASE)	\$ 195,723.06	Sandra Griffin	Open	0
56389	0	Civic Center Transit Center-21 Onstreet signs and Arrival Departure monitors	Standard Purchase Order	05/31/17	TRAPEZE SOFTWARE GROUP	\$ 192,979.09	Hill, Diana L	Open	0
56857	0	17-RFP-104180-SG Financial Advisory Services - 3 Base Years & 2 Option Years June 14, 2017 - June 13, 2022	Contract Purchase Agreement	06/01/17	COLUMBIA CAPITAL MANAGEMENT, LLC	\$ 177,750.00	Griffin, Sandra P	Open	0
53731	0	17-RFQ-103422-DAB Winter Storm Supplies - Bulk Salt	Standard Purchase Order	08/30/16	LANGE-STEGMANN CO	\$ 167,175.00	Baldwin, Deborah A	Open	0
56641	0	17-SB-103800-CB, Bulk Salt Storage at Illinois Bus Facility, 120 days, Period of Performance June 23, 2017 - November 3, 2017	Contract Purchase Agreement	06/19/17	BEN HUR CONSTRUCTION CO	\$ 151,498.00	Bonds, Charcita M	Open	0

**CONTRACT AWARDS EXCEEDING \$100,000
JULY 1, 2016 - JUNE 30, 2017**

<u>Number</u>	<u>Rev</u>	<u>Description</u>	<u>Type</u>	<u>Order Date</u>	<u>Supplier</u>	<u>Amount</u>	<u>Buyer</u>	<u>Closure Status</u>	<u>DBE Goal</u>
56402	0	REQ 122021 3RD PARTY GRANT ADMIN BY BI-STATE FOR JEFFERSON COUNTY COMMUNITY PARTNERSHIP	Standard Purchase Order	05/31/17	JEFFERSON COUNTY COMMUNITY PARTNERSHIP	\$ 150,562.00	Johnson, Theresa	Open	0
53362	0	16-SB-102814-TJ NORTH COUNTY TRANSIT CENTER,ONE BASE YEAR & TWO ONE YEAR OPTIONS, PERIOD OF PERFORMANCE BASE YEAR 1, AUGUST 1, 2016 - JULY 31, 2017	Standard Purchase Order	07/25/16	MERS/GOODWILL	\$ 145,000.00	Johnson, Theresa	Open	13%
56856	0	17-RFP-104179-SG Bond Counsel Services Five (5) Base Years June 23, 2017 to June 22, 2022.	Contract Purchase Agreement	06/21/17	GILMORE AND BELL	\$ 135,000.00	Griffin, Sandra P	Open	0
56832	0	17-RFP-104069-CG Three Base Years and Two Option Years. Period of performance July1,2017 to June 30,2022	Contract Purchase Agreement	06/26/17	TACTICAL DIDITAL CORP.	\$ 128,926.20	Gates, Carol Renee	Open	0
55761	0	17-RFQ-104182-BH (Signal Wire) - Spec Project #2060	Standard Purchase Order	04/03/17	OKONITE COMPANY, INC. (THE)	\$ 125,107.20	Howard, Bryan L	Open	0
54821	0	Improvements to 6th Floor leasehold expansion of 2362 square feet	Standard Purchase Order	12/20/16	INTERIOR SYSTEMS CONTRACTING INC	\$ 125,000.00	Gates, Carol Renee	Open	0
56147	0	17-SB-104145-CG Concrete Slab Repair at Metro IL Bus Facility, Period of Performance May 12, 2017 - August 11, 2017	Contract Purchase Agreement	05/12/17	HANK'S EXCAVATING AND LANDSCAPING	\$ 115,000.00	Gates, Carol Renee	Open	0
56258	0	RFQ 104348,1 Spec project 2060 - Boyle Street Metro Link Station - Catenary	Standard Purchase Order	05/23/17	TRANSTECH OF SC INC	\$ 110,030.82	Hill, Diana L	Open	0
56253	0	Emergency repairs to Union Station Tunnel CC2274	Standard Purchase Order	06/02/17	L. KEELEY CONSTRUCTION CO	\$ 100,000.00	Wright, Diane	Open	0

Contract Modifications
July 1, 2016-June 30, 2017

Contract #	Task Order	Mod #	Description	Reason for Mod	Contractor	DBE %	Original Contract Amount	Mod Date	Mod Amount	Revised Contract Amount	Funding Source	# Days Extended	# of Extensions to Date
12-SB-5786-MM		7	Eads Bridge Rehab Credit	Closing of Contract. Credits Due	St. Louis Bridge Construction Company	12%	\$36,326,412	02/21/17	(\$699,409)	\$39,661,295	MO-96-X005 MO-90-X279 MO-90-X281 Prop M	180	2
13-RFP-5980-SG		13	Security & Fare Enforcement Services	Additional Funds Exercise Option Yr 1	Securitas Security Services USA, Inc	10%	\$3,235,705	06/19/17	\$120,000	\$16,560,009	Operations	0	0
13-RFP-5980-SG		12	Security & Fare Enforcement Services	Additional Work Additional Funds	Securitas Security Services USA, Inc	10%	\$3,235,705	12/02/16	\$120,000	\$16,440,008	Operations	0	0
13-RFP-5980-SG		11	Security & Fare Enforcement Services	Additional Funds for base year 3	Securitas Security Services USA, Inc	0%	\$3,235,705	08/08/16	\$100,000	\$16,320,008	Operations	0	0
13-RFP-5980-SG		10	Security & Fare Enforcement Services	Exercise Option Yr 1	Securitas Security Services USA, Inc	0%	\$3,235,705	08/08/16	\$4,766,954	\$16,220,008	Operations	0	0
10-RFP-5564-DH	CO32	17	Automatic Fare Collection and Smart Card System	Additional Funds Additional Work	Indra, USA	0%	\$6,625,896	06/22/17	\$408,367	\$12,046,410	MO-90-X231 Prop M SCCTD	0	0
10-RFP-5564-DH	CO 25A & 28-31	16	Automatic Fare Collection and Smart Card System	Change in Scope Additional Funds	Indra, USA	0%	\$6,625,896	03/24/17	\$335,288	\$11,638,043	MO-90-X231 Prop M SCCTD	0	0
10-RFP-5564-DH	CO 27	15	Automatic Fare Collection and Smart Card System	Change in Scope Additional Funds	Indra, USA	0%	\$6,625,896	12/12/16	\$349,545	\$11,302,755	Mo-90-X231 Prop M SCCTD	0	0

Contract Modifications
July 1, 2016-June 30, 2017

Contract #	Task Order	Mod #	Description	Reason for Mod	Contractor	DBE %	Original Contract Amount	Mod Date	Mod Amount	Revised Contract Amount	Funding Source	# Days Extended	# of Extensions to Date
10-RFP-5564-DH	CO 25 & 26	14	Automatic Fare Collection and Smart Card System	Change in Scope	Indra, USA	0%	\$6,625,896	11/02/16	\$66,344	\$10,953,230	MO-04-0113 Prop M SCCTD	0	0
10-RFP-5564-DH	CO24	13	Automatic Fare Collection and Smart Card System	Change in Scope	Indra, USA	0%	\$6,625,896	08/26/16	\$10,171	\$10,886,866	MO-04-0113 Prop M SCCTD	0	0
10-RFP-5648-DH	9	6	Farebox Collection System	Change in Scope Additional Funds	Scheidt & Bachmann	7%	\$9,976,369	08/26/16	\$4,653	\$10,355,356	MO-04-0113 Prop M SCCTD	0	0
10-RFP-5648-DH	8	5	Farebox Collection System	Time Extension Additional Funds	Scheidt & Bachmann	7%	\$9,976,369	08/02/16	\$21,500	\$10,350,703	MO-04-0113 Prop M SCCTD	360	1
13-SB-5879-TJ		3	Fleet Tire Requirement	Time Extension Additional Funds Additional work	Bridgestone Tires	0%	\$1,615,735	06/02/17	\$617,954	\$9,769,475	Operations	90	1
13-SB-5879-TJ		2	Fleet Tire Requirement	Change in Scope	Bridgestone Tires	0%	\$1,615,735	04/26/17	\$94,100	\$9,151,521	Operations	0	0
16-SB-102360-CB	14	5	Metro Downtown Transit Center	Change in Scope	KCI Construction Co.	29%	\$7,267,000	05/22/17	\$2,971	\$7,927,545	MO-90-X296	0	0
16-SB-102360-CB	CO 11-13	4	Metro Downtown Transit Center	Change in Scope	KCI Construction Co.	29%	\$7,267,000	04/26/17	\$394,798	\$7,924,584	MO-90-X296	0	0

Contract Modifications
July 1, 2016-June 30, 2017

Contract #	Task Order	Mod #	Description	Reason for Mod	Contractor	DBE %	Original Contract Amount	Mod Date	Mod Amount	Revised Contract Amount	Funding Source	# Days Extended	# of Extensions to Date
16-SB-102360-CB	CO 8-10	3	Metro Downtown Transit Center	Additional Work	KCI Construction Co.	29%	\$7,267,000	04/26/17	\$64,043	\$7,529,785	MO-90-X296	0	0
16-SB-102360-CB	CO 07	2	Metro Downtown Transit Center	Change in Scope	KCI Construction Company.	29%	\$7,267	03/23/17	\$3,589	\$7,465,242	MO-90-X296	0	0
16-SB-102360-CB	CO 01-CO 06	1	Metro Downtown Transit Center	Change in Scope	KCI Construction Company	29%	\$7,267	03/17/17	\$194,653	\$7,267,000	MO-90-X296	0	0
16-SB-101846-DGR		3	Spruce Street Bridge Replacement	Time Extension	Kozeny Wagner, Inc.	0%	\$5,283,793	01/31/17	\$132,013	\$5,581,655	Operations	180	1
16-SB-101846-DGR		2	Spruce Street Bridge Replacement	Change in Scope	Kozney Wagner, Inc.	0%	\$5,283,793	07/05/16	\$114,432	\$5,449,642	MO-54-0001	0	0
15-SB-100842-CB	CO 10	11	North County Transfer Center Phase 1	Change in Scope	C Rallo Contracting	15%	\$5,085,000	03/17/17	\$11,247	\$5,353,315	MO-90-X296	0	0
15-SB-100842-CB		10	North County Transfer Center Phase 1	Time Extension	C Rallo Contracing	15%	\$5,085,000	02/08/17	\$6,432	\$5,342,068	MO-90-X296	0	0
15-SB-100842-CB	CO 8	9	North County Transfer Center-Phase 1	Change in Scope	C Rallo Contracting	15%	\$5,085,000	09/23/16	\$12,541	\$5,335,636	MO-95-X018 STCF	90	1
15-SB-100842-CB	CO7	8	North County Transfer Center-Phase 1	Change in Scope	C Rallo Contracting	15%	\$5,085,000	09/15/16	\$17,489	\$5,323,095	MO-95-X015	90	1
16-SB-101993-CB	CO2	2	Jefferson National Expansion Memorial Arch Transportation System Motor-Generator Set	Additional Work Additional Funds	The Harlan Company	0%	\$5,002,100	06/21/17	\$184,396	\$5,235,532	Arch Bond	90	1

Contract Modifications
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Contract #	Task Order	Mod #	Description	Reason for Mod	Contractor	DBE %	Original Contract Amount	Mod Date	Mod Amount	Revised Contract Amount	Funding Source	# Days Extended	# of Extensions to Date
16-SB-101993-CB	CO1	1	Jefferson National Expansion Memorial Arch Transportaton System Motor-Generator Set Replacement	Change in Scope	The Harlan Company	0%	\$5,002,100	09/21/16	\$49,036	\$5,051,136	Arch Bond	0	0
12-RFP-5883-DGR		5	ML Structures Inspection Program Engineering Services	Additional Funds Additional Work	Juneau Associates, Inc,	15%	\$4,562,030	03/13/17	\$42,139	\$4,604,169	Operations	0	0
12-RFP-5883-DGR		4	ML Structures Inspection Program Engineering Services	Exercise Option Yr 2	Juneau Associated, Inc.	15%	\$2,455,432	01/20/17	\$930,000	\$4,562,030	Operations	0	0
15-RFP-101065-CB		4	Design/Build Ewing Yard Retaining Wall Remediation Part 2	Change in Scope	St. Louis Bridge Construction Co.	0%	\$4,142,110	01/03/17	\$13,676	\$4,313,445	MO-90-X296 Prop M	0	0
15-RFP-101065-CB	CO 4	3	Design/Build Ewing Yard Retaining Wall Remediation Part 2	Additional Work Additional Funds	St. Louis Bridge Construction Co.	0%	\$4,142,110	11/15/16	\$14,548	\$4,299,770	MO-90-X296 Prop M	90	1
15-RFP-101065-CB		2	Design/Build Ewing Yard Retaining Wall Remediation Part 2	Change in Scope Additional Funds	St. Louis Bridge Construction Co.	0%	\$4,142,110	10/12/16	\$103,133	\$4,285,222	MO-90-X296 Prop M	90	1
11-RFP-5737-DGR		11	Elevator and Escalator Full Maintenance and Repair	Additional Funds Time Extension	ThyssenKrupp Elevator Corporation	0%	\$2,092,660	01/20/17	\$250,000	\$4,207,706	Operations	300	2
15-RFP-101065-CB	CO 2&3	1	Design/Build Ewing Yard Retaining Wall Remediation Part 2	Change in Scope	St. Louis Bridge Construction Co.	0%	\$4,142,110	09/21/16	\$39,979	\$4,182,089	MO-90-X296 Prop M	90	1
11-RFP-5737-DGR		10	Elevator and Escalator Full Maintenance and Repair	Additional Work	ThyssenKrupp Elevator Corporation	0%	\$2,092,660	07/25/16	\$218,869	\$3,957,706	Operations	90	1

Contract Modifications
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Contract #	Task Order	Mod #	Description	Reason for Mod	Contractor	DBE %	Original Contract Amount	Mod Date	Mod Amount	Revised Contract Amount	Funding Source	# Days Extended	# of Extensions to Date
15-RFP-101355-DR		1	Medical ASO & Stop Loss Coverage	Additional Funds	Cigna Behavioral Health	0%	\$3,678,425	12/12/16	\$1,000	\$3,679,425	Operations	0	0
12-RFP-5885-DR		1	Life & Disability and Absence Management Services Base Year 4 FMLA only	Additional Funds	Cigna Life Insurance Co. of North America	0%	\$577,393	12/12/16	\$6,300	\$3,529,321	Operations	0	0
14-RFP-100998-DR		5	Metro Operator Uniforms	Change in Scope	Leon Uniform Company	0%	\$1,951,500	05/08/17	\$0	\$3,257,250	Transit Operating Uniform Budget	0	0
14-RFP-100998-DR		4	Metro Operator Uniforms	Change in Scope	Leon Uniform Company	0%	\$0	02/06/17	\$0	\$3,257,250	Transit Operating Uniform Budget	0	0
PO 115611/REQ 54517		3	Trapeze Software License and Maintenance	Change in Scope	Trapeze Software Group	0%	\$289,749	03/20/17	\$89,723	\$3,080,408	Operations	0	0
14-RFP-100762-SG		4	Trapeze Software License and Maintenance includes a \$50,015.57 BSM credit	Change in Scope	Trapeze Software Group, Inc.	0%	\$2,733,684	06/01/17	(\$133,415)	\$3,051,326	Operations	0	0
Req 115611 PO 54516		2	Trapeze Software License and Maintenance Agreement	Change in Scope	Trapeze Software Group	0%	\$169,147	02/07/17	\$87,854	\$2,990,685	Operations	0	0
16-SB-101807-DGR	1	2	JNEM Gateway Arch Exhibit Rehabilitation	Time Extension	Conference Technologies, Inc.	0%	\$2,244,420	06/16/17	\$0	\$2,898,333	JNEM Beneficial Fund	90	1
15-SB-101402-TJ		3	Missouri & Illinois & Yards Shops Facility Cleaning	Exercise Option Yr 1	MERS/Goodwill Industries	0%	\$1,831,435	06/19/17	\$810,784	\$2,520,466	Operations	0	0

Contract Modifications
July 1, 2016-June 30, 2017

Contract #	Task Order	Mod #	Description	Reason for Mod	Contractor	DBE %	Original Contract Amount	Mod Date	Mod Amount	Revised Contract Amount	Funding Source	# Days Extended	# of Extensions to Date
16-RFP-102248-DR		1	Boyle Ave. / CWE MetroLink Station - Design & Construction Phase Services Contract	Change in Scope	HNTB Corporation	0%	\$2,432,373	02/07/17	\$36,471	\$2,468,844	MO-79-X004	0	0
14-RFP-99435-TJ		2	Natural Gas Supply/Marketer	Exercise Option Yr 2	Laclede Energy Resources	0%	\$1,082,344	05/17/17	\$568,761	\$2,219,867	Operations	0	0
17-SB-103454-CB		NEW	Elevator Rehab - 6 Units - MO	NEW	The Harlan Company	0%	\$2,145,450	04/19/17	\$0	\$2,145,450	MO-54-0001 MO-05-0028 MO-90-X204	0	0
13-RFP-5975-SS/MD		2	Rebranding the Gateway Arch Riverfront CityArchRiver	Exercise Option Yr 1 Additional Funds	Rebranding the Gateway Arch Riverfront CityArchRiver (CAR)/JNEM	15%	\$993,750	04/12/17	\$816,750	\$2,049,000	JNEM	0	0
13-SB-5935-SS/SG		3	Bus Shelter/Transit Center Cleaning	Exercise Option Yr 3	Mers/Goodwill	20%	\$802,302	01/18/17	\$403,804	\$2,013,715	Operations	0	0
15-SB-101402-TJ		2	MO & IL Railcar Cleaning	Additional Funds Additional Work	MERS Goodwill	10%	\$432,000	09/08/16	\$56,624	\$1,710,193	Operations	0	0
15-SB-101402-TJ		1	MO & IL Railcar Cleaning	Change in Scope Additional Funds	MERS Goodwill	10%	\$432,000	08/25/16	\$1,221,058	\$1,653,058	Operations	0	0
12-SB-5833-DAB		4	DeBaliviere Bus Cleaning	Exercise Option Yr 3	MERS/Goodwill	15%	\$617,776	10/21/16	\$338,335	\$1,632,781	Operations	0	0

Contract Modifications
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Contract #	Task Order	Mod #	Description	Reason for Mod	Contractor	DBE %	Original Contract Amount	Mod Date	Mod Amount	Revised Contract Amount	Funding Source	# Days Extended	# of Extensions to Date
14-RFP-99256-DAB		2	Brentwood Facility Cleaning	Exercise Option Yr 2	ISS Facility Services, Inc.	25%	\$791,168	05/25/17	\$395,584	\$1,582,336	Operations	0	0
16-RFP-102111-CG		1	On call GEC Services/Multiple Disciplines	Change in Scope	Jacobs Engineering	0%	\$500,000	05/01/17	\$1,000,000	\$1,500,000	Operations	0	0
12-SB-5831-DAB		5	Brentwood Bus Cleaning	Time Extension	World Management	15%	\$529,886	04/26/17	\$74,244	\$1,490,456	Operations	180	2
12-SB-5831-DAB		4	Brentwood Bus Cleaning	Time Extension	World Management	15%	\$529,886	02/08/17	\$68,831	\$1,416,212	Operations	90	1
SB-11-5788-CE-DAB		5	Call-A-Ride Van Cleaning Service	Time Extension Additional Funds	World Management, Inc.	12%	\$478,804	12/01/16	\$63,049	\$1,344,651	Operations	180	2
11-SB-5788-CE/DAB		4	Call-A-Ride Van Cleaning Service	Time Extension	World Management Inc.	12%	\$478,806	08/03/16	\$63,049	\$1,281,602	Operations	90	1
13-RFP-5975-SS/MD		1	CityArchRiver (CAR) Jefferson National Expansion Memorial (JNEM)	Change in Scope Additional Funds	Maring Weissman (dba) Dovetail	15%	\$993,750	10/10/16	\$238,500	\$1,232,250	JNEM	0	0
14-SB-99459-TJ		1	DeBaliviere Facility Cleaning	Exercise Option Yr 1	ISS Facility Services Inc	15%	\$783,395	08/10/16	\$391,698	\$1,175,093	Operations	0	0
14-SB-100640-SG		1	MetroLink Manual Ticket Sales/Revenue Services	Exercise Option Yr 1	Above All Personnel	10%	\$700,188	08/30/16	\$350,133	\$1,050,321	Operations	0	0
13-SB-5989-CB		3	Missouri Ground Maintenance & Landsacping	Exercise Option Yr 3	Ideal Landscape Management, Inc.	17%	\$465,948	05/12/17	\$168,270	\$1,014,047	Operations	0	0

Contract Modifications
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Contract #	Task Order	Mod #	Description	Reason for Mod	Contractor	DBE %	Original Contract Amount	Mod Date	Mod Amount	Revised Contract Amount	Funding Source	# Days Extended	# of Extensions to Date
11-RFP-5753-SG/DR		1	Defined Benefit Plan Third Party Administrator.	Exercise Option Yr 2 Additional Funds	Milliman, Inc.	0%	\$0	01/30/17	\$311,927	\$1,005,589	Operations	0	0
12-SB-5823-EM/TJ		5	Illinois Bus Facility Cleaning	Time Extension Additional Funds	World Management, Inc.	17%	\$364,352	03/28/17	\$45,544	\$1,001,967	Operations	180	2
12-SB-5832-DAB		6	Central (Main Shop) Industrial Facility Cleaning	Change in Scope	LRL Commercial Cleaning, Inc.	25%	\$429,846	06/13/16	\$25,489	\$999,541	Operations	180	2
12-SB-5823-EM/TJ		4	Illinois Bus Facility Cleaning	Time Extension	World Management, Inc.	17%	\$182,176	12/13/16	\$45,544	\$956,423	Operations	90	1
13-SB-5990-CB		3	Illinois Ground Maintenance & Landscaping Services	Exercise Option Yr 3	Illinois Ground Maintenance & Landscaping Services	15%	\$386,710	05/12/17	\$160,165	\$944,557	Operations	0	0
13-SB-5989-CB		2	Missouri Ground Maintenance & Landscaping Services	Change in Scope	Ideal Landscape Management, Inc.	17%	\$465,948	11/29/16	\$219,519	\$845,777	Operations	0	0
13-SB-5990-CB		2	Illinois Ground Maintenance & Landscaping	Additional Funds Additional Work	Ideal Landscape Management, Inc.	17%	\$386,710	10/12/16	\$265,092	\$784,392	Operations	0	0
16-RFP-102633-CB		1	Track Maintenance Services	Additional Work Additional Funds	Ironhorse, Inc.	0%	\$489,944	04/19/17	\$238,000	\$727,944	Operations	0	0
16-RFP-102886-CG		1	Development and Implementation of Marketing Activities for BSD	Additional Work Additional Funds	Werremeyer, Inc.	0%	\$600,000	04/20/17	\$99,000	\$699,000	Operations	0	0

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Contract #	Task Order	Mod #	Description	Reason for Mod	Contractor	DBE %	Original Contract Amount	Mod Date	Mod Amount	Revised Contract Amount	Funding Source	# Days Extended	# of Extensions to Date
13-SB-5838-TJ		4	St. Clair Yards & Shop Facility Cleaning	Time Extension	MERS/Goodwill	0%	\$361,947	05/31/17	\$33,000	\$669,245	Operations	180	2
15-RFP-101188-CB	CO1	1	Spruce Street Bridge Replacement - Design & Construction Phase Services	Change in Scope	URS Corporation	22%	\$605,121	08/03/16	\$50,000	\$655,121	MO-95-X266	0	0
14-RFP-100638-SG		3	Passenger Counting & Surveying	Exercise Option Yr 2	Critique Personnel, Inc.	10%	\$165,720	08/23/16	\$230,020	\$650,760	Operations	0	0
16-SB-102785-CB	CO 3	3	Union Station Tunnel Temporary Repairs	Time Extension	L. Keeley Constructions	0%	\$498,110	12/01/16	\$132,360	\$641,267	Operations	60	1
12-SB-5838-EM/TJ		3	St. Clair Yards & Shops Facility Cleaning	Time Extension	MERS Goodwill	0%	\$361,947	03/17/17	\$33,000	\$636,245	Operations	90	1
16-SB-102785-CB	CO 04	4	Union Station Tunnel Temporary Repairs	Change in Scope	L. Keeley Construction	0%	\$498,110	03/17/17	(\$6,785)	\$634,482	Operations	60	1
13-RFP-6019-SS/DR		2	Independent Audit Services Conduct OPEB Trust Research	Additional Work	Crowe Horwath LLP	0%	\$440,681	04/18/17	\$1,300	\$584,527	Operations	0	0
13-RFP-6019-SS/DR		1	Independent Audit Services	Exercise Option Yr 1	Crowe Horwath LLP	0%	\$440,681	01/10/17	\$142,546	\$583,227	Operations	0	0
15-SB-100966-DAB		1	Illinois Bus Cleaning	Exercise Option Yr 1	ISS Facility Services, Inc.	15%	\$362,410	04/03/17	\$181,205	\$543,914	Operations	0	0
14-RFP-99505-DR		1	Voluntary Critical Illness and Accident Insurance Program	Additional Funds	Allstate Benefits	0%	\$492,000	12/12/16	\$28,000	\$520,000	Operations	0	0
16-SB-102785-CB		2	Union Station Tunnel Temporary Repairs	Change in Scope	L. Keeley Construction	0%	\$498,110	11/02/16	\$5,113	\$508,907	Operations	0	0

Contract Modifications
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Contract #	Task Order	Mod #	Description	Reason for Mod	Contractor	DBE %	Original Contract Amount	Mod Date	Mod Amount	Revised Contract Amount	Funding Source	# Days Extended	# of Extensions to Date
12-SB-102785-CB		1	Union Station Tunnel Temporary Repairs	Change in Scope Additional Funds	L. Keeley Construction	0%	\$498,110	10/20/16	\$5,684	\$503,794	Operations	0	0
10-SB-5352-DH		1	Smart card branding & Customer Education Services of Automated Fare Collection System	Additional Work Additional Funds	Jones Worley Design, Inc.	10%	\$250,000	11/01/16	\$250,000	\$500,000	SCCTD Prop M	0	0
13-RFP-5992-DR		1	Vision Insurance Services	Exercise Option Yr 1	Eye Med Vision Care	0%	\$375,839	01/03/17	\$124,000	\$499,839	Employee Voluntary	0	0
15-SS-101268-DW		2	JNEM AV/IT Software Production Contract	Time Extension Additional Funds	JNEM AV/IT Software Production Contract	0%	\$497,550	03/27/17	\$1,800	\$499,350	JNEM - OP	90	1
13-RFP-5974-SS/DR		2	Gateway Arch Communication Services	Exercise Option Yr 2	Common Ground Public Relations	0%	\$285,000	04/10/17	\$100,000	\$487,461	Operations	0	0
13-RFP-5991-DR/MD	TO3	5	On-Call Information Technology Consulting Services	Temp to Hire	Randstad Technologies	0%	\$61,360	07/21/16	\$23,750	\$483,950	Operations	0	0
12-SB-5857-EM/TJ		5	Uniform Rental & Cleaning	Additional Funds	G & K Services	10%	\$529,886	09/21/16	\$30,000	\$458,657	Operations	180	2
13-SB-6013-TJ		2	Missouri Yards & Shop Facility Cleaning	Exercise Option Yr 2	World Management	17%	\$111,181	12/28/16	\$111,181	\$444,722	Operations	0	0
16-SB-102506-CG		3	Underground Loop Fire Supression System	Change in Scope	Gateway Fire Protection System Inc.	0%	\$361,237	01/17/17	\$9,757	\$424,314	MO-90X-296	0	0

Contract Modifications
July 1, 2016-June 30, 2017

Contract #	Task Order	Mod #	Description	Reason for Mod	Contractor	DBE %	Original Contract Amount	Mod Date	Mod Amount	Revised Contract Amount	Funding Source	# Days Extended	# of Extensions to Date
16-SB-102506-CG		2	Underground Loop Fire Suppression System	Change in Scope	Gateway Fire Protection System Inc.	0%	\$361,237	11/30/16	\$36,939	\$414,557	MO-90X-296	0	0
11-SB-5733-DP/DAB		5	Metro's Towing & Wrecker Services	Additional Funds	Mike's Towing and Automotive Specialties, Inc.	0%	\$225,000	09/09/16	\$15,000	\$410,000	Operations	90	1
13-RFP-5961-SG/DR		5	Metro Background Check Contract	Additional Funds	Inquiries, Inc.	0%	\$107,313	10/13/16	\$30,093	\$406,172	Operations	180	2
11-SB-5733-DP/DAB		4	Metro's Towing & Wrecker Services	Time Extension	Mike's Towing and Automotive Specialties, Inc.	0%	\$225,000	08/02/16	\$10,000	\$395,000	Operations	90	1
16-SB-102506-CG		1	Underground Loop Fire Suppression System	Change in Scope	Gateway Fire Protection System Inc.	0%	\$361,237	11/18/16	\$16,381	\$377,618	MO-90X-296	0	0
12-RFP-5791-SG		1	Financial Advisory Services	Time Extension	Columbia Capital Management, LLC	0%	\$283,250	07/18/16	\$75,000	\$363,750	Operations	180	1
16-RFP-101944-VH-MD		1	Gateway Arch Ticketing Software	Change in Scope	Gateway Ticketing Systems	0%	\$219,250	03/13/17	\$84,079	\$303,329	JNEM	0	0
16-RFP-102859-DR		1	Pre-Employment Background Investigation Services Contract	Change in Scope	AccuSource, Inc.	0%	\$300,000	12/13/16	\$0	\$300,000	Operations	0	0
14-RFP-98761-DR		9	Health & Welfare Consultant Services	Additional Funds	Arthur J. Gallagher	0%	\$287,500	08/15/16	\$10,534	\$298,034	Operations	0	0
16-SB-102814-TJ		1	North County Transit Cleaning Center	Exercise Option Yr 1	MERS/Goodwill	0%	\$146,783	06/20/17	\$147,000	\$293,783	Operations	0	0
17-SB-103372-CG		1	Feeder Wire Rehabilitation and Substation Waterproofing at MO-02	Change in Scope	T.G.B., Inc.	0%	\$288,551	03/01/17	\$4,231	\$292,782	MO-54-0001 Prop M	0	0

Contract Modifications
July 1, 2016-June 30, 2017

Contract #	Task Order	Mod #	Description	Reason for Mod	Contractor	DBE %	Original Contract Amount	Mod Date	Mod Amount	Revised Contract Amount	Funding Source	# Days Extended	# of Extensions to Date
12-RFP-5799-SG		1	Bond Counsel Services	Time Extension	Gilmore & Bell, PC	0%	\$213,000	07/18/16	\$25,000	\$238,000	Operations	180	1
15-RFP-101423-SG		2	Temporary Employee Services for Quality Control Observation (Spotter)	Additional Funds	Above All Personnel	0%	\$151,950	06/30/17	\$50,650	\$225,950	Operations	0	0
16-SB-102518-CG		1	Illinois Bus Garage Floor Repair	Additional Work	L. Keeley Construction Company	0%	\$174,455	07/28/16	\$1,796	\$176,251	MO-90-X296 Prop M	0	0
15-RFP-101423-SG		1	Temporary Employee Services for Quality Control Observation (Spotter)	Additional Funds	Above All Personnel	0%	\$50,650	01/19/17	\$40,000	\$175,300	Operations	0	0
13-SB-5960-TJ		3	Oil Testing & Analysis	Exercise Option Yr 2	ANA Laboratories, Inc	0%	\$99,128	04/20/17	\$34,543	\$170,175	Operations	0	0
17-SB-103800-CB		NEW	Bulk Salt Storage at Illinois Bus Facility	NEW	Ben Hur Construction	0%	\$151,498	04/24/17	\$0	\$151,498	MO-90-X296	0	0
16-RFQ-101805-DAB		3	Bus and Van Inspection	Additional Funds	First Transit, Inc.	0%	\$68,200	02/27/17	\$1,640	\$149,366	MO-90-X231 Prop M	0	0
16-RFQ-101805-DAB		2	Bus and Van Inspection	Exercise Option Yr 1	First Transit, Inc.	0%	\$81,926	12/01/16	\$65,800	\$147,726	SCCTED MO-90-X231 MO-34-0004 Prop M	0	0
16-SB-102814-TJ		1	North County Transit Cleaning Center	Change in Scope	MERS/Goodwill	13%	\$140,483	04/19/17	\$6,300	\$146,783	Operations	0	0
15-SB-101510-CG		1	Services to Rebuild Alstom Model 5F Switch Machines	Time Extension	Arrowhead Industries LLC	0%	\$140,265	10/03/16	\$0	\$140,265	MO-54-0001 Prop M	180	2
13-SB-5960-TJ		2	Oil Testing & Analysis	Additional Funds	ANA Laboratories, Inc	0%	\$99,128	09/30/16	\$3,462	\$135,632	Operations	0	0

Contract Modifications
July 1, 2016-June 30, 2017

Contract #	Task Order	Mod #	Description	Reason for Mod	Contractor	DBE %	Original Contract Amount	Mod Date	Mod Amount	Revised Contract Amount	Funding Source	# Days Extended	# of Extensions to Date
16-SB-102735-CB	CO 4	4	Ewing Backup Generator-Mission Critical Emergency Power	Change in Scope	Streib Electric	0%	\$110,919	11/14/16	\$4,370	\$119,498	MO-90-X296	90	1
16-SB-102735-CB		3	Ewing Backup Generator-Mission Critical Emergency Power	Exercise Option Yr 3	Streib Electric	0%	\$110,919	10/25/16	\$951	\$115,128	MO-90-X296 Prop M	90	1
16-SB-102735-CB		2	Ewing Backup Generator-Mission Critical Emergency Power	Time Extension	Streib Electric	0%	\$110,919	09/15/16	\$0	\$114,177	MO-90-X296	90	1
16-SB-102735-CB		1	Ewing Backup Generator-Mission Critical Emergency Power	Change in Scope	Streib Electric	0%	\$110,919	08/02/16	\$3,258	\$114,177	MO-90-X296	0	0
16-RFP-102703-SG		1	Testing of Fire Protection Systems	Additional Funds	Gateway Fire Protection Systems, Inc.	0%	\$43,732	06/29/17	\$69,513	\$113,297	Operations	0	0
13-SB-5982-TJ		1	ATS Van Cleaning Services	Exercise Option Yr 1	World Management, Inc.	15%	\$62,011	07/05/16	\$34,856	\$104,567	Operations	0	0
16-SS-102186-DW/MD		1	St. Louis Regional Freight District Support	Time Extension	Aegis Strategies, LLC	0%	\$69,500	08/04/16	\$30,500	\$100,000	Operations	180	2

Prevailing Wage Report Fiscal Year 2017 (4th Quarter) April - June 2017

Project: 12-SB-5786-MM EADS BRIDGE REHABILITATION FTA Grant No. MO-96-x005; MO-90-x279; MO-90-x281

Project Control ID: Is Community Hiring Goal a Requirement: No

Prime Contractor	Subcontractor	Sub Subcontractor	Sub Sub Subcontractor	Sub Sub Sub Subcontractor
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6362963300

ST. LOUIS BRIDGE COMPANY

Start Date: 03/06/2012 End 07/30/2016
Contract Amount: \$36,326,411.91

655 LANDMARK DRIVE ,
ARNOLD , MO 63010

636-274-0802

ATK SAFETY SUPPLY INC

Start Date: 10/05/2012

End Date: 05/25/2013

314-524-6111

B & P Construction, Inc.

Start Date: 10/02/2012

End Date: 09/10/2013

773-721-9350

Era Valdivia Contractors Inc

Start Date: 03/23/2013

End Date: 04/25/2014

314-892-2963

M.T.C. Construction dba K. Bates Steel

Start Date: 09/11/2012

End Date: 11/14/2014

6364753500

THOMAS INDUSTRIAL COATINGS, INC.

Start Date: 08/19/2012

End Date: 11/14/2014

314-773-8813

WESTERN WATERPROOFING

Start Date: 07/06/2013

End Date: 01/24/2014

618-398-7575

Wissehr Electrical Contractor

Start Date: 09/09/2012

End Date: 11/14/2014

Project: 15-RFP-101065-CB EWING YARD RETAINING WALL REMEDICATION PART 2 - FTA Grant Nos. MO-05-0028, MO-54-001, MO-90-x296

Project Control ID: Is Community Hiring Goal a Requirement: No

Prime Contractor	Subcontractor	Sub Subcontractor	Sub Sub Subcontractor	Sub Sub Sub Subcontractor
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6362963300				
ST. LOUIS BRIDGE COMPANY		Start Date: 08/02/2015	End	12/02/2016
		Contract Amount: \$4,142,110.00		

655 LANDMARK DRIVE ,
ARNOLD , MO 63010

6362716300				
Arrow Drilling		Start Date: 04/06/2016	End Date:	04/14/2016
		Contract Amount: \$0.00		
314-524-6111				
B & P Construction, Inc.		Start Date: 08/11/2016		
6369378300				
D & S FENCING CO INC		Start Date: 11/20/2015		
573-339-0675				
Gerdan Slipforming		Start Date: 09/26/2016	End Date:	09/29/2016
314-892-2963				
M.T.C. Construction dba K. Bates Steel		Start Date: 04/19/2016		
573-635-6300				
Schrimpf Landscaping		Start Date: 05/09/2016		
3147278280				
St. Louis Paving Inc.		Start Date: 10/10/2016	End Date:	10/11/2016

Project: 15-SB-100842-CB NORTH COUNTY TRANSFER CENTER - PHASE 1 FTA Grant No. MO-90-x296, MO-95-x015

Project Control ID: Is Community Hiring Goal a Requirement: No

Prime Contractor	Subcontractor	Sub Subcontractor	Sub Sub Subcontractor	Sub Sub Sub Subcontractor
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3146642900				
C. RALLO CONTRACTING CO., INC.		Start Date: 01/05/2015	End	07/30/2016
		Contract Amount: \$5,085,000.00		

5000 Kemper ,
St. Louis , MO 63139

3149913255				
AALCO ENTERPRISES, INC.		Start Date: 03/11/2015		

6366779190 ACCURATE FIRE PROTECTION SYSTEMS, LLC.	Start Date: 03/31/2015
6306081200 AQUA PAVING CONSTRUCTION CO.	Start Date: 02/10/2016
314-785-0078 BRK ELECTRICAL CONTRACTORS, LLC.	Start Date: 01/27/2015
3147070232 BRYDIE CONSTRUCTION	Start Date: 12/14/2015
3142090935 CCR, INC.	Start Date: 09/01/2015
3143495801 DH & A SHEET METAL	Start Date: 10/15/2015
6363495801 DH&A Sheet Metal	Start Date: 09/01/2015
3143301839 GATEWAY CONSTRUCTION SERVICES, INC.	Start Date: 02/06/2015
3142317799 GEORGE WEIS COMPANY	Start Date: 03/11/2015
3143530104 J. W. BOMMARITO CONSTRUCTION	Start Date: 02/01/2015
3145352222 KAEMMERLEN FACILITY SOLUTIONS	Start Date: 05/01/2015
3145206844 KSG ENTERPRISES	Start Date: 02/01/2015
6363321099 MAR-II CONCRETE CO.	Start Date: 09/01/2015

6363985255 Select Steel Services, Inc	Start Date: 09/01/2015
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6362191860 NIGEL'S FLOORING, LLC	Start Date: 06/01/2015
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6363871888	NOR-VEL GRADING & EXCAVATING	Start Date: 02/01/2015	
6963985255	SELECT STEEL SERVICES, INC.	Start Date: 08/01/2015	
6363988038	Select Steel Services	Start Date: 08/01/2015	
6362966667	SHERRELL CONSTRUCTION	Start Date: 11/18/2015	
6036214090	SPAN SYSTEMS, INC.	Start Date: 04/01/2015	End Date: 05/31/2015
636332889	ST. CHARLES GLASS & GLAZING	Start Date: 10/22/2015	
343672181	TJ PLUMBING CO., INC.	Start Date: 03/01/2015	
6364332033	WARREN COUNTY ELECTRIC	Start Date: 02/05/2015	

Project: 15-SB-101657-DGR MISSOURI RADIO SYSTEM TOWER SITE UPGRADES - FTA Grant No. MO-90-x231			
Project Control ID:		Is Community Hiring Goal a Requirement: No	
Prime Contractor	Subcontractor	Sub Subcontractor	Sub Sub Subcontractor
8478417724			
IHC Construction Companies, LLC		Start Date: 07/30/2015	End 08/30/2016
		Contract Amount: \$1,811,307.55	
1500 Executive Drive , Elgin , IL 60123			
	314-496-2409	Contract ID: 15810-202	
	Above All Tower Climbing	Start Date: 06/21/2016	End Date: 07/03/2016
		Contract Amount: \$48,000.00	
	3148698000	Contract ID: 15810-205	
	COLLINS & HERMANN	Start Date: 08/03/2016	End Date: 09/30/2016
		Contract Amount: \$16,000.00	
	3147812400	Contract ID: 15180-203	
	RJP Electric, LLC	Start Date: 08/26/2015	End Date: 04/01/2016
		Contract Amount: \$190,000.00	
	3148952800	Contract ID: 15810-204	
	SYNERGY CONCEPTS INC	Start Date: 07/25/2016	End Date: 12/31/2016
		Contract Amount: \$84,750.00	

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Project: 16-SB-101846-DGR SPRUCE STREET BRIDGE REPLACEMENT FTA Grant No. MO-95-x266

Project Control ID: Is Community Hiring Goal a Requirement: No

Prime Contractor Subcontractor Sub Subcontractor Sub Sub Subcontractor Sub Sub Sub Subcontractor

6362962012

KOZENY WAGNER

Start Date: 10/27/2015 End 09/30/2016
Contract Amount: \$5,283,792.70

951 WEST OUTER ROAD ,
ARNOLD , MO 63010

3148698000
COLLINS & HERMANN Start Date: 10/13/2015

6369378300
D & S FENCING CO INC Start Date: 10/20/2015

3144325400
Metron Surveying & Layout Co. Start Date: 10/13/2015

573-893-2335
Meyer Electric Company, Inc. Start Date: 10/01/2015

4178646000
Palmerton & Parrish, Inc. Start Date: 10/13/2015

3148921600
R. V. WAGNER Start Date: 04/05/2016

LC9658874
RODEN'S LANDSCAPING, INC. Start Date: 04/05/2016

6363051877
Safway Services LLC Start Date: 11/02/2015

7037420020
Schnabel Foundation Company Start Date: 10/27/2015

6364753500
THOMAS INDUSTRIAL COATINGS, INC. Start Date: 02/01/2016

6362257800
Traffic Control Company Start Date: 03/22/2016

636-255-0808
TRAMAR CONTRACTING INC. Start Date: 10/06/2015

6189652222

UNITED IRONWORKERS, INC

Start Date: 01/15/2016

3147310800

X-L CONTRACTING, INC.

Start Date: 10/06/2015

Project: 16-SB-101993-CB JNEM ARCH TRANSPORTATION SYSTEM MOTOR-GENERATOR SET REPLACEMENT

Project Control ID: Is Community Hiring Goal a Requirement: No

Prime Contractor

Subcontractor

Sub Subcontractor

Sub Sub Subcontractor

Sub Sub Sub Subcontractor

3148902351

THE HARLAN COMPANY

Start Date: 11/12/2015

End 05/31/2017

Contract Amount: \$5,002,100.00

1515 PAGE INDUSTRIAL BLVD. ,
ST. LOUIS , MO 63132

6363431211

Aschinger Electric

Start Date: 01/04/2016

End Date: 03/31/2017

Contract Amount: \$0.00

6182542323

Fire Safety Inc.

Start Date: 08/01/2016

End Date: 03/31/2017

Contract Amount: \$0.00

2704430680

Global Gear & Machine Co., Inc

Start Date: 11/30/2016

End Date: 01/31/2017

Contract Amount: \$170,652.00

6366802178

Integrated Facility Services, Inc.

Start Date: 02/08/2016

End Date: 03/31/2017

Contract Amount: \$0.00

6369389813

Meyer Painting Company

Start Date: 03/09/2016

End Date: 03/31/2017

Contract Amount: \$0.00

6189310729

Platinum Scaffolding

Start Date: 11/23/2015

End Date: 02/29/2016

Contract Amount: \$22,192.00

000821-200010765

Professional Environmental Engineers, Inc.	Start Date: 12/17/2015	
	Contract Amount: \$30,507.00	
3142802800		
St. Louis Steel	Start Date: 01/04/2016	End Date: 07/31/2016
3143681714		
X-Cell Electric	Start Date: 01/04/2016	End Date: 03/31/2017
	Contract Amount: \$0.00	

Project: 16-SB-102360-CB METRO DOWNTOWN TRANSIT CENTER - FTA GRANT NO# MO-04-0013; MO-90-X296; MO-95-X261

Project Control ID: Is Community Hiring Goal a Requirement: No

Prime Contractor	Subcontractor	Sub Subcontractor	Sub Sub Subcontractor	Sub Sub Sub Subcontractor
3148948888				
KCI Construction		Start Date: 04/13/2016	End	07/31/2017
		Contract Amount: \$7,267,000.00		
10315 Lake Bluff Drive , St. Louis , MO 63123				
	314.535.6063			
	Acme Glass	Start Date: 02/15/2017		
	6369490605			
	ACOUSTICAL CEILINGS INC	Start Date: 05/01/2017		
	3147766686			
	Allied Waterproofing Company, Inc.	Start Date: 03/01/2017		
	636-937-7500			
	Blakely Sheet Metal, LLC	Start Date: 02/01/2017		
	314-741-1637			
	Control Line, Inc.	Start Date: 07/01/2017		
	636-343-5769			
	CR Painting and More, Inc	Start Date: 06/15/2017		
	3144862038			
	D&L Painting and Drywall, LLC	Start Date: 03/01/2017		
	3142003550			
	Enterprise Industrial Construction	Start Date: 07/15/2016		
	314-329-9300			
	Flooring Systems	Start Date: 06/01/2017		
	314-892-7622			

Gateway Fire Protection Systems, Inc

Start Date: **05/01/2017**

3149977440

GEOTECHNOLOGY, INC.

Start Date: **06/01/2016**

3145346664

ICS CONSTRUCTION SERVICES

Start Date: **06/01/2017**

314-658-5203

Kaemmerlen Electric Company

Start Date: **04/25/2016**

3148723400

KMEIER Roof Systems, Inc

Start Date: **01/02/2017**

618-277-4280

MAYER LANDSCPAING INC

Start Date: **06/01/2016**

3148431000

Merlo Plumbing Co Inc

Start Date: **09/19/2016**

3143618090

MISSOURI TERRAZZO

Start Date: **12/01/2016**

8477053863

Penn Services LLC

Start Date: **11/01/2016**

6363494990

RF MEEH CO

Start Date: **04/15/2017**

3146441666

Scallly Waterproofing

Start Date: **11/20/2016**

5733925554

SURECUT LAWN CARE LLC

Start Date: **03/01/2017**

3147310800

X-L CONTRACTING, INC.

Start Date: **07/01/2016**

Project: 16-SB-102506-CG UNDERGROUND LOOP FIRE SUPPRESSION SYSTEM FTA GRANT MO-90-X296, SCCTD

Project Control ID: Is Community Hiring Goal a Requirement: No

Prime Contractor **Subcontractor** **Sub Subcontractor** **Sub Sub Subcontractor** **Sub Sub Sub Subcontractor**

314-892-7622

Gateway Fire Protection Systems, Inc

Start Date: 06/05/2016 End 09/05/2016
Contract Amount: \$361,237.00

1862 Borman Court ,
St Louis , MO 63146

Project: 16-SB-102735-CB EWING BACKUP GENERATOR FTA Grant No MO-90-x296

Project Control ID: Is Community Hiring Goal a Requirement: No

Prime Contractor **Subcontractor** **Sub Subcontractor** **Sub Sub Subcontractor** **Sub Sub Sub Subcontractor**

3144877474

STREIB ELECTRIC COMPANY

Start Date: 04/04/2016 End 08/02/2016
Contract Amount: \$110,919.00

9225 watson industrial park ,
st. louis , Missouri 63126

Project: 16-SB-102785-CB UNION STATION TEMPORARY REPAIRS (OPERATIONAL FUNDED)

Project Control ID: Is Community Hiring Goal a Requirement: No

Prime Contractor **Subcontractor** **Sub Subcontractor** **Sub Sub Subcontractor** **Sub Sub Sub Subcontractor**

3144215933

L. Keeley

Start Date: 06/01/2016 End 11/25/2016
Contract Amount: \$498,110.00

2901 Falling Springs Road ,
Sauget , IL 62206

Project: 17-RFQ-103522-CB NCTC RESTROOM ADDITION (OPERATIONS FUNDED)

Project Control ID: Is Community Hiring Goal a Requirement: No

Prime Contractor Subcontractor Sub Subcontractor Sub Sub Subcontractor Sub Sub Sub Subcontractor

3142182120
BEN HUR CONSTRUCTION
Start Date: 10/28/2016 End 12/31/2016
Contract Amount: \$72,891.00

3783 RIDER TRAIL SOUTH ,
EARTH CITY , MO 63045

314-522-9400
All American Painting Company
Start Date: 11/14/2016

3147-785-0078
BRK ELECTRICAL CONTRACTORS, LLC
Start Date: 11/03/2016

636-220-8599
Engineered Fire Protection, Inc.
Start Date: 11/14/2016

MCC-X0027
Haberberger, Inc.
Start Date: 11/03/2016

6369490179
JDS Masonry INC
Start Date: 11/03/2016

Project: 17-SB-103372-CG FEEDER WIRE REHABILITATION AND SUBSTATION AT MO-02 FTA GRANT MO-54-0001, PROP M

Project Control ID: Is Community Hiring Goal a Requirement: No

Prime Contractor Subcontractor Sub Subcontractor Sub Sub Subcontractor Sub Sub Sub Subcontractor

3146644444
TGB, INC.
Start Date: 10/01/2016 End Date: 06/01/2017

1104 S. JEFFERSON ,
ST. LOUIS , MO 63104

Project: 17-SB-103543-CB, CHESTERFIELD ADA BUS STOPS - PHASE I (OPERATIONAL)				
Project Control ID:		Is Community Hiring Goal a Requirement: No		
Prime Contractor	Subcontractor	Sub Subcontractor	Sub Sub Subcontractor	Sub Sub Sub Subcontractor
3148921600 R. V. WAGNER <div> <div>Start Date: 11/01/2016</div> <div>End 12/31/2016</div> </div> <div>Contract Amount: \$73,800.00</div>				
4712 GREEN PARK ROAD , ST. LOUIS , MO 63123				

Monday, April 17, 2017LCPtracker - Contractor Assignment Summary Report

Project: 17-RFQ-104190-MD PLUMBING WORK FOR PIPE LINE AT METROLINK MO-12 FTA GRANT MO-05-0028 AND PROP M				
Project Control ID:		Is Community Hiring Goal a Requirement: No		
Prime Contractor	Subcontractor	Sub Subcontractor	Sub Sub Subcontractor	Sub Sub Sub Subcontractor
3148563262 Nu Flow of St. Louis <div> <div>Start Date: 06/12/2017</div> <div>End 07/12/2017</div> </div> <div>Contract Amount: \$38,680.00</div>				
11134D Lindbergh Business Court , St. Louis , MO 63123				
Project: 17-RFQ-104461-DW INSTALLATION OF BRAKE TESTER FTA GRANT MO-90-X296 AND PROP M				
Project Control ID:		Is Community Hiring Goal a Requirement: No		
Prime Contractor	Subcontractor	Sub Subcontractor	Sub Sub Subcontractor	Sub Sub Sub Subcontractor
3144017497 Alfred F. Mullen Concrete Contr Co. Inc. <div> <div>Start Date: 06/01/2017</div> <div>End 09/01/2017</div> </div> <div>Contract Amount: \$99,416.00</div>				
222 Sugar Creek Ridge , St. Louis , MO 63122				
Project: 17-SB-103372-CG FEEDER WIRE REHABILITATION AND SUBSTATION AT MO-02 FTA GRANT MO-54-0001, PROP M				
Project Control ID:		Is Community Hiring Goal a Requirement: No		
Prime Contractor	Subcontractor	Sub Subcontractor	Sub Sub Subcontractor	Sub Sub Sub Subcontractor

3146644444 TGB, INC.		Start Date: 10/01/2016	End	06/01/2017
1104 S. JEFFERSON , ST. LOUIS , MO 63104				
3148698000 COLLINS & HERMANN		Start Date: 02/21/2017		
3146441666 Scallly Waterproofing		Start Date: 11/17/2016		
Project: 17-SB-103454-CB ELEVATOR REHAB - 8 UNITS - MO FTA GRANTS MO-05-0028, MO-54-0001 AND PROP M				
Project Control ID:		Is Community Hiring Goal a Requirement: No		
Prime Contractor	Subcontractor	Sub Subcontractor	Sub Sub Subcontractor	Sub Sub Sub Subcontractor
3148902351 THE HARLAN COMPANY		Start Date: 05/26/2017	End Date:	07/31/2018
		Contract Amount: \$2,145,450.00		
1515 PAGE INDUSTRIAL BLVD. , ST. LOUIS , MO 63132				
Project: 17-SB-104145-CG CONCRETE SLAB REPAIR - METRO ILLINOIS BUS FACILITY FTA GRANT MO-90-X296 AND SCCTD				
Project Control ID:		Is Community Hiring Goal a Requirement: No		
Prime Contractor	Subcontractor	Sub Subcontractor	Sub Sub Subcontractor	Sub Sub Sub Subcontractor
6183985556 HANK'S EXCAVATING & LANDSCAPING INC.		Start Date: 05/29/2017	End Date:	08/11/2017
		Contract Amount: \$115,000.00		
5825 WEST STATE ROUTE 161 , BELLEVILLE , IL 62223				

Project: 17-SB-104149-DR - BOYLE - CENTRAL WEST END METROLINK STATION - FACILITIES FTA GRANT MO-79-X004 AND CORTEX

Project Control ID: Is Community Hiring Goal a Requirement: No

Prime Contractor **Subcontractor** **Sub Subcontractor** **Sub Sub Subcontractor** **Sub Sub Sub Subcontractor**

3144215933
L. Keeley

Start Date: 06/29/2017 End Date: 10/31/2018

Contract Amount: \$6,405,349.00

2901 Falling Springs Road ,
Sauget , IL 62206

Project: 17-SB-104265-CB SAW CUT AND FILL BUS HYDRAULIC LIFTS FTA GRANT MO-90-X296 AND PROP M

Project Control ID: Is Community Hiring Goal a Requirement: No

Prime Contractor **Subcontractor** **Sub Subcontractor** **Sub Sub Subcontractor** **Sub Sub Sub Subcontractor**

3144215933
L. Keeley

Start Date: 06/28/2017 End Date: 10/03/2017

Contract Amount: \$269,500.00

2901 Falling Springs Road ,
Sauget , IL 62206

PROCUREMENT CARD PROGRAM
ADMINISTRATIVE REVIEW STATICS
JULY 1, 2017 - JUNE 30, 2017

	1ST QUARTER FY17		2nd QUARTER FY17		3rd QUARTER FY17		4th QUARTER FY17		FY2017 YTD TOTAL	
	TRANSACTION COUNT	TRANSACTION AMOUNT	TRANSACTION COUNT	TRANSACTION AMOUNT	TRANSACTION COUNT	TRANSACTION AMOUNT	TRANSACTION COUNT	TRANSACTION AMOUNT	TRANSACTION COUNT	TRANSACTION AMOUNT
TOTAL TRANSACTIONS	4584	\$ 1,599,513	3888	\$1,398,798	4317	\$1,580,262	4635	\$1,737,146	17424	\$ 6,315,719
TRANSACTIONS REVIEWED	4584	\$ 1,599,513	3888	\$1,398,798	4317	\$1,580,262	4635	\$1,737,146	17424	\$ 6,315,719
PERCENTAGE REVIEWED	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%
TRANSACTIONS INVESTIGATED	19	\$ 20,237	13	\$ 22,495	3	\$3,770	5	\$ 9,376.44	40	\$ 55,878
PERCENTAGE OF TOTAL INVESTIGATED	0.4%	1.3%	0.3%	1.6%	0.1%	0.2%	0.1%	0.5%	0.2%	0.9%
CONFIRMED PROCEDURAL VIOLATIONS	0 TRANS 0 INCIDENTS	\$ -	2 TRANS 1 INCIDENTS	\$ 4,079	0 TRANS 0 INCIDENTS	\$ -	2 TRANS 1 INCIDENTS	\$ 3,420	4 TRANS 2 INCIDENTS	\$ 7,500
CONFIRMED VIOLATION PERCENTAGE OF TOTAL	0.0%	0.0%	0.0%	0.3%	0.0%	0.0%	0.0%	0.2%	0.0%	0.1%
TRANSACTIONS WITH SALES TAX	33	\$ 4,221	38	\$ 9,956	50	\$ 18,118	55	\$ 14,319	176	\$ 46,614
SALES TAX CHARGED	33	\$ 222	38	\$ 552	50	\$ 720	55	\$ 891	33	\$ 2,385
PERCENTAGE OF TOTAL TRANSACTIONS WITH SALES TAX	0.7%	0.3%	1.0%	0.7%	1.2%	1.1%	1.2%	0.8%	1.0%	0.7%
REFUNDED SALES TAX	8	\$ 116	9	\$ 407	5	\$351	8	\$ 154	30	\$ 1,028