

**BI-STATE DEVELOPMENT  
BOARD OF COMMISSIONERS MEETING  
OPEN SESSION MINUTES  
FRIDAY, NOVEMBER 16, 2018**

**Board Members in Attendance**

**Missouri**

Constance Gully, Chair  
Aliah Holman, Treasurer  
Fred Pestello  
Rose Windmiller

**Illinois**

Michael S. Buehlhorn, Vice-Chair  
Derrick Cox  
Jeffrey Watson  
Justin Zimmerman, Secretary, (via phone)

**Staff in Attendance**

John Nations, President and Chief Executive Officer  
Barbara Enneking, General Counsel and Deputy Secretary  
Shirley Bryant-Taylor, Corporate Legal Department Manager  
Barbara Georgeff, Director of Executive Services  
Myra Bennett, Manager of Board Administration  
Jim Cali, Director Internal Audit  
Diana Wagner-Hilliard, Director Workforce Diversity/EEO  
Mark Vago, Sr. VP Chief Financial Officer  
Scott Grott, General Manager MetroLink  
Kent Swagler, Director Corporate Compliance & Ethics  
John Langa, Vice President Economic Development  
Ted Zimmerman, Vice President Communications & Marketing  
Trenise Winters, General Manager MetroBus  
Angela Staicoff, Sr. Internal Auditor  
Kelli Fitzpatrick, Sr. Internal Auditor/PT  
Larry Jackson, Executive Vice President Administration  
Michael Gibbs, Manager Financial Operations – Admin & Business Operations  
Greg Smith, Vice President Procurement & Inventory Management  
Cynthia Davis, Director Program Development & Grants  
Kevin Kloeber, Manager Insurance & Analysis  
Amy Krekeler Weber, EEO Specialist  
Tamara Fulbright, Sr. Director Financial Planning & Treasury  
Jeffrey Braun, Director of Real Estate  
Chris Poehler, Asst. Executive Director Engineering Systems  
Matthew Hibbard, Social Media Communications Manager  
Vernice Kelly, Director of Human Resources

David Toben, Director of Benefits  
A.Q. Harris, Lieutenant  
Daniel Donahue, Public Safety Officer  
Liza Farr, Associate Project Manager – Economic Development  
Patti Beck, Director Communications  
Timothy Nittler, Director Capital Projects  
Virginia Alt-Hildebrandt, Manager Administrative Services  
Lisa Burke, Executive Assistant  
Annisia Stanley, Casualty Claims Manager  
Charles Stewart, Vice President Pension & Insurance

**Others in Attendance**

Tom Curran, St. Louis County  
Marc Scheesse, Director of Government Relations – St. Louis University  
Stewart Glenn, Clayton Police Department

1. **Open Session Call to Order**  
**8:09 a.m.** Chair Gully called the Open Session Board Meeting to order at 8:09 a.m.
2. **Roll Call**  
**8:10 a.m.** Roll call was taken as noted above. Commissioner Vernal Brown and Commissioner Irma Golliday were not in attendance.
3. **Minutes of September 28, 2018, Open Session Board Meeting**  
**8:10 a.m.** The September 28, 2018, Open Session Board Meeting minutes were provided in the Board packet. A motion to approve the minutes was made by Commissioner Cox and seconded by Commissioner Holman. **Motion passed unanimously.**
4. **Minutes of October 18, 2018, Open Session Executive Selection Committee Meeting**  
**8:11 a.m.** The October 18, 2018, Open Session Executive Selection Committee Meeting minutes were provided in the Board packet. A motion to approve the minutes was made by Commissioner Holman and seconded by Commissioner Buehlhorn. **Motion passed unanimously.**
5. **Minutes of October 19, 2018, Open Session Executive Selection Committee Meeting**  
**8:11 a.m.** The October 19, 2018, Open Session Executive Selection Committee Meeting minutes were provided in the Board packet. A motion to approve the minutes was made by Commissioner Cox and seconded by Commissioner Holman. **Motion passed unanimously.**
6. **Report of President**  
**8:11 a.m.** John Nations, President & CEO, informed the Board of several recent personnel changes. He welcomed Dr. Fred Pestello to the Board of Commissioners. He noted that Barbara Georgeff, Director of Executive Services, is retiring, and today is her last working day. Mr. Nations stated that Ms. Georgeff has been an employee for over 33 years, has worked with five

Presidents and CEO's for Bi-State Development, and is a huge reason for his success. She will be missed. Mr. Nations welcomed Myra Bennett, as the Manager of Board Administration for Bi-State Development. He noted that Ms. Bennett will be responsible for all Board functions from this point forward. Mr. Nations thanked Shirley Bryant for her assistance with Board functions in the past, and congratulated her on her new position as Manager of Corporate Legal Services. He noted that Ted Zimmerman is the new Vice President of Marketing and Communications. Mr. Nations reported that he has accepted the resignation of Director of Research Institute, John Wagner, who has accepted a different position, and wished him well.

Mr. Nations noted that yesterday, Bi-State Development was the recipient of two awards from East-West Gateway. BSD received an award for the Arch River Project, as well as the Bike Share Program. Mr. Nations thanked Liza Farr, Associate Project Manager – Economic Development, for her work in initiating and leading the Bike Share project.

Chairman Gully presented John Nations, President and CEO, with a Proclamation from Bi-State Development for his service and leadership for the past eight years. She noted that, through his work and dedication, Bi-State Development has been successful in developing partnerships across the region.

**7. Report of Operations Committee**

**8:21 a.m.** Committee Chair Buehlhorn reported that the Operations Committee met on October 16, 2018, at 8:00 a.m., and the draft minutes of that meeting are contained in today's Board Packet under Tab #7. He stated that three items are being introduced on the Consent Agenda for Board consideration today, with the Committee's recommendation of approval, as follows: Consent Agenda Item #10(a): Contract Award: Midwest Transit – Purchase of Paratransit Vans; Consent Agenda Item #10(b): Contract Modification: MetroLink Elevator Rehabilitation – Phase 1; and Consent Agenda Item #10(c): Contract Award – Pharmacy Benefit Management Services. He reported that the Committee received an update by Jessica Mefford-Miller, Executive Director Metro Transit, regarding the Metro Reimagined project. In addition, the First Quarter Operations Summary was discussed, which included updates on ridership, service levels; electric buses; the CORTEX MetroLink Station; and new technology allowing text messages by customers.

**8. Report of the Audit, Finance & Administration Committee**

**8:23 a.m.** Committee Chair Holman reported that the Audit, Finance & Administration Committee met in Open Session on October 19, 2018, at 8:00 a.m., and that the draft minutes of that meeting were contained in the Board packet under Tab #8. She noted that two items are being introduced on the Consent Agenda for Board consideration, with the Committee's recommendation of approval, as follows: Consent Agenda Item #10(d): 22nd Amendment to the Bi-State Development Agency of the Missouri-Illinois Metropolitan District and Local 788 Amalgamated Transit Union, AFL-CIO, Employees' Pension Plan; and Consent Agenda Item #10(e): Amendment 2 to the Bi-State Development Agency 401(k) Retirement Savings Program. She noted that a Pension Audit update report was provided for review. In addition, the Internal Audit Status Report for First Quarter, for Fiscal Year 2019, and the Internal Audit Follow-Up Summary, for First Quarter, were reviewed by the Committee, as well as the August Treasury Report.

**9. Adjustment of Consent Agenda**

**8:24 a.m.** There was no adjustment to the Consent Agenda.

**10. Consent Agenda Item(s)**

**8:24 a.m.** Consent Agenda Item(s): 10(a) – Contract Award: Midwest Transit – Purchase of Paratransit Vans (Operations Committee Recommends Approval) (Resolution #929); 10(b) – Contract Modification: MetroLink Elevator Rehabilitation – Phase 1 (Operations Committee Recommends Approval) (Resolution #930); 10(c) – Contract Award – Pharmacy Benefit Management Services (Operations Committee Recommends Approval) (Resolution #931); 10(d) – 22<sup>nd</sup> Amendment to the Bi-State Development Agency of the Missouri-Illinois Metropolitan District and Local 788 Amalgamated Transit Union, AFL-CIO, Employees’ Pension Plan (Audit, Finance & Administration Committee Recommends Approval) (Resolution #932); 10(e) – Amendment 2 to the Bi-State Development Agency 401(k) Retirement Savings Program (Audit, Finance & Administration Committee Recommends Approval) (Resolution #933).

A motion to approve the Consent Agenda Items as presented was made by Commissioner Holman and seconded by Commissioner Buehlhorn. **Motion passed unanimously.**

**11. Appointment of Assistant Secretary**

**8:24 a.m.** The briefing paper regarding the appointment of Myra Bennett, Manager of Board Administration, as an Assistant Secretary was provided in the Board packet. John Nations, President and CEO, noted that this item has not been presented to a committee; however, due to the importance of having continuity of business operations, he granted permission for this item to be placed on the agenda for consideration. He noted that Barbara Enneking, General Counsel, serves as the Deputy Secretary of the Agency; however, Board policy allows for the appointment of Assistant Secretaries, who are granted the authority and duties of the Deputy Secretary, in his or her absence. Mr. Nations noted that Shirley Bryant, Manager of Corporate Legal Services, and Barbara Georgeff, Director of Executive Services, currently serve as Assistant Secretaries, and with Ms. Georgeff’s upcoming retirement, he feels that it is in the best interest of Bi-State Development to also appoint Ms. Bennett as Assistant Secretary.

A motion to approve this agenda item as presented was made by Commissioner Buehlhorn and seconded by Commissioner Holman. **Motion passed unanimously. (Resolution #934)**

**12. 2019 Board and Committee Meeting Schedule**

**8:25 a.m.** The tentative schedule of 2019 Board and Committee meetings was provided in the Board packet. John Nations noted that this schedule has been developed to aid in the scheduling of events and additional meetings throughout the year. He noted that there is an understanding that, on occasion, these dates may be modified by the Board.

A motion to approve the 2019 Board and Committee Meeting Schedule, as presented, was made by Commissioner Buehlhorn and seconded by Commissioner Holman. **Motion passed unanimously.**

**13. Unscheduled Business**

**8:26 a.m.** There was no unscheduled business.

**14. Public Comment**

**8:26 a.m.** Chairman Gully asked if there was anyone in attendance to speak during “Public Comments”. She noted that a card was received from Ms. Kathy Westley, and asked if Ms. Westley was in attendance. Being no response, Chairman Gully moved to the next agenda item.

**15. Call of Dates for Future Board and Committee Meetings**

**8:27 a.m.** The Board was advised of the upcoming meetings, as follows:

Operations Committee:	Tuesday, January 15, 2019; 8:00 a.m.
Audit, Finance & Administration Committee:	Friday, January 25, 2019; 8:00 a.m.
Board Meeting:	Friday, February 22, 2019; 8:00 a.m.

**16. 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).**

**8:27 a.m.** Pursuant to the requirements of Section 10.080 (D) (1); (2); (3); (7); (10); (11); (16) and (17) of the Bi-State Development Agency’s Board Policy, Chapter 10, Chairman Gully requested a motion to allow the Board to go into closed session.

A motion to go into Executive Session was made by Commissioner Pestello and seconded by Commissioner Watson. A roll call vote was taken as follows:

Constance Gully, Chair – Yea	Michael S. Buehlhorn, Vice-Chair – Yea
Aliah Holman, Treasurer – Yea	Derrick Cox – Yea
Fred Pestello – Yea	Jeffrey Watson – Yea
Rose Windmiller – Yea	Justin Zimmerman, Secretary, (via phone) – Yea

**Motion passed unanimously, and the Open Session meeting was adjourned at 8:28 a.m.**

  
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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  
AWARDING A FIVE (5) YEAR, INDEFINITE DELIVERY/INDEFINITE  
QUANTITY CONTRACT TO MIDWEST TRANSIT FOR THE PURCHASE OF  
PARATRANSIT VANS**

**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 50.010.E requires Board approval of Negotiated Procurements exceeding \$500,000; and

*Whereas*, the Agency operates Call-A-Ride paratransit service to customers throughout our service area in the City of St. Louis and St. Louis County. The current Call-A-Ride fleet operates approximately 6 million miles annually, has an average fleet age of 5.84 years and 316,390 miles. The initial sixty-nine (69) vehicles that are in critical need of replacement are nine (9) years old and average over 450,000 miles. This far exceeds the FTA required five (5) years or 150,000 miles; and

*Whereas*, the Agency issued solicitation 18-RFP-104994-DH on February 15, 2018 and sixteen (16) potential manufacturers and their dealers, listed on the FTA Transit Vehicle Manufacturers (TVM) approved listing were invited to participate. Four (4) bidders responded, offering choices of nine (9) different brands/configurations of vans; and

*Whereas*, Midwest Transit clearly had a higher technical score than all other vendors and was significantly less expensive than the other vendors. Midwest Transit, offering the Starcraft on the Chevrolet chassis, was deemed both responsive and responsible and appeared to offer the best value. Pricing remains firm for 180 days after contract award, and thereafter, pricing will be adjusted up or down based on the PPI Index change for category 1413 Truck/Bus bodies unadjusted; and

*Whereas*, it is feasible, necessary and in the public interest for the Agency to approve the award a five (5) year, Indefinite Delivery/Indefinite Quantity contract to Midwest Transit for the purchase of paratransit vans, 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 five (5) year, Indefinite Delivery/Indefinite Quantity contract to Midwest Transit for the purchase of paratransit vans, 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 Midwest Transit.

**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 the 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 the 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 16<sup>th</sup> day of November, 2018.

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

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

By  
Title

  
Chair

[SEAL]

ATTEST:

By

  
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  
MODIFYING A CONTRACT WITH HARLAN COMPANY FOR WORK  
ASSOCIATED WITH THE METROLINK ELEVATOR REHABILITATION  
PROJECT EXTENDING THE PERIOD OF PERFORMANCE AND ADDING  
THE EAST RIVERFRONT METROLINK STATION ELEVATORS**

**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 50.010(G)(1) & (G)(2), *Purchasing*, requires Board of Commissioners to approve cost modifications and contract extensions in excess of 180 days; and

*Whereas*, funding will be provided through Infrastructure Repair Additional Contingency - Federal Transit Administration (FTA) State of Good Repair Grant Number MO-54-0001, Prop M Local Match, FTA State of Good Repair Grant Number MO-2018-002 and St. Clair County Transit District (SCCTD) Local Match; and

*Whereas*, On May 9, 2017, Bi-State Development (BSD) awarded a firm, fixed price contract in the amount \$2,145,450 to Harlan Company to perform elevator rehabilitation at four MetroLink stations, including the following MetroLink stations and quantity of elevators: one (1) at Laclede's Landing, two (2) at Convention Center, two (2) at 8<sup>th</sup> & Pine and one (1) at Union Station. Additional infrastructure repairs are needed for the complete rehabilitation of four (4) elevators (two at Convention Center and two at 8<sup>th</sup> and Pine Stations); and

*Whereas*, On September 21, 2018, St. Clair County Transit District (SCCTD) authorized local matching funds to activate project ML1620 Elevator Rehabilitation – Illinois – 2 units (East Riverfront Station Elevators);, and

*Whereas*, it is feasible, necessary and in the public interest for the Agency to approve the contract modification to the fixed price contract with Harlan Company to include in the scope of work the two (2) East Riverfront Elevators and the additional infrastructure repairs at four (4) elevators (two at Convention Center and two at 8<sup>th</sup> and Pine Stations), increasing the project budget to support additional infrastructure repairs, not to exceed \$819,000, and to extend performance period for the design and construction duration an additional eighteen (18) months, 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 Harlan Company to include in the scope of work the two (2) East Riverfront Elevators and additional infrastructure repairs at four (4) elevators (two at Convention Center and two at 8<sup>th</sup> and Pine Stations), increasing the project budget to support additional infrastructure repairs, not to exceed \$819,000, and to extend performance period for the design and construction duration an additional eighteen (18) months, 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 Harlan Company.

**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 16<sup>th</sup> day of November, 2018.

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

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

By

Title

*Constantine Gully*  
*Chair*

[SEAL]

ATTEST:

By

*Deputy Secretary*  
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  
APPROVING A THREE (3) YEAR CONTRACT WITH EXPRESS  
SCRIPTS FOR PHARMACY BENEFIT MANAGEMENT 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), require Board approval of all Competitive Negotiated Procurements exceeding \$500,000; and

*Whereas*, funding is provided through the BSD Operating Budget; and

*Whereas*, BSD is a member of the St. Louis Area Business Health Coalition (BHC) and participates in a purchasing cooperative for pharmacy benefit management services with approximately 43 other employers from the metropolitan region, representing over 300,000 area employees; and

*Whereas*, BHC engaged Gallagher Benefit Services pharmacy practice in October 2017, to conduct a request for proposal (RFP) process, including designing all bidding requirements. The RFP was released to four (4) vendors in February 2018. All four (4) responded. Results were presented in June 2018, and through extensive review and negotiations between two finalists, the BHC entered into a new master contract with Express Scripts effective October 1, 2018, for a three-year period; and

*Whereas*, Express Scripts was found to offer the most competitive pricing and cost management capabilities, while still maintaining flexibility for employers to craft their own plan of benefits, and the BHC/Express Scripts contract includes a provision for annual market checks to ensure continuing pricing competitiveness; and

*Whereas*, it is feasible, necessary and in the public interest for the Agency to approve this request to award Express Scripts a three (3) year contract for pharmacy benefit management services at an estimated total cost of \$25,000,000, for the years 2019 through 2021, 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 a three year contract with Express Scripts for pharmacy benefit management services, for the years 2019 through 2021, at an estimated total cost of \$25,000,000, under and pursuant to this Resolution and the Compact for the authorized Agency purposes set forth in the preamble hereof and subject to 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 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 Express Scripts.

**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.

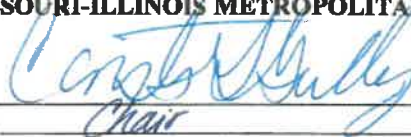
**Section 8. Effective Date.** This Resolution shall be in full force and effect from and after its passage and approval.

**ADOPTED** by the Board of Commissioners of The Bi-State Development Agency of the Missouri-Illinois Metropolitan District this 16<sup>th</sup> of November, 2018.

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

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

By  
Title

  
Chair

[SEAL]

ATTEST:

By

  
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 AUTHORIZING THE PRESIDENT AND CEO TO ADOPT  
AMENDMENT #22 TO THE BI-STATE DEVELOPMENT AGENCY OF THE  
MISSOURI-ILLINOIS METROPOLITAN DISTRICT AND LOCAL 788  
AMALGAMATED TRANSIT UNION, AFL-CIO, EMPLOYEES' PENSION PLAN**

**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*, Board Policy 70.050(A)(3), 70.050(A)(4), and 70.050(A)(5), provide that the Board shall oversee Trustee administration of the pension and 401(k) retirement savings plans; approve amendments, benefit formulas and funding to the plans; and review plan investment policies, procedures and provisions; and

*Whereas*, per an original ATU Pension Plan provision, terminated employees with a vested pension benefit were not allowed to apply for that accrued benefit until reaching age 65, even if they were eligible under the Plan provisions to retire at the time they terminated from active employment; and

*Whereas*, the ATU Pension Plan Committee Trustees determined that a corrective amendment to the Local 788 Amalgamated Transit Union, AFL-CIO, Employees' Pension Plan was needed in order to allow a term-vested former employee to apply for their accrued pension benefit, prior to reaching age 65, based upon being originally eligible under the Plan when they terminated active employment, and to make technical clarifications of the language of the Plan regarding application for pension disability benefits, and response time frames related to approval or denial of application for benefits; and

*Whereas*, the ATU Pension Plan Committee Trustees discussed and approved Amendment #22 at their August 2, 2018 meeting; and

*Whereas*, it is feasible, necessary and in the public interest for the Board to authorize the President and CEO to adopt Amendment #22 to the Local 788 Amalgamated Transit Union, AFL-CIO, Employees' Pension Plan, 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. Authorization of the President and CEO to Adopt ATU Pension Plan Amendment #22.**

The Board of Commissioners hereby authorizes the President and CEO to adopt Amendment #22 to the Local 788 Amalgamated Transit Union, AFL-CIO, Employees' Pension Plan, 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 Amendment.**

The form of the Amendment (Amendment #22 as provided in the Attachment to the Briefing Paper and made a part hereof), in the form presented to this meeting, is hereby approved, and officers of the Agency, including without limitation, the President and CEO and Vice President of Pension and Insurance, 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 adoption of the Amendment 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 the Local 788 Amalgamated Transit Union, AFL-CIO, Employees' Pension Plan.

**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 16<sup>th</sup> day of November, 2018.

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

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

By

Title

*Carastone Kelly*  
*Chair*

[SEAL]

ATTEST:

By

*Deputy Secretary to the Board of Commissioners*  
Deputy Secretary to the Board of Commissioners



**Exhibit A**

**(Amendment #22 to the Local 788 Amalgamated Transit Union, AFL-CIO, Employees' Pension Plan)**

**A RESOLUTION OF THE BOARD OF COMMISSIONERS OF THE BI-STATE  
DEVELOPMENT AGENCY OF THE MISSOURI-ILLINOIS METROPOLITAN  
DISTRICT AUTHORIZING THE PRESIDENT AND CEO TO ADOPT  
AMENDMENT #2 TO THE 401(k) PROGRAM**

**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*, Board Policy 70.050(A)(3), 70.050(A)(4), and 70.050(A)(5), provide that the Board shall oversee Trustee administration of the pension and 401(k) retirement savings plans; approve amendments, benefit formulas and funding to the plans; and review plan investment policies, procedures and provisions; and

*Whereas*, the 401(k) Retirement Savings Program Committee Trustees determined that a corrective amendment to the 401(k) Program was needed in order to allow for 100% vesting of those employer only contributions, in the event the participant is disabled, attains the plan's normal retirement age of 65, or upon death, while still within the five year vesting schedule timeframe; and

*Whereas*, at the direction of the 401(k) Plan Trustees the Pension & Insurance staff drafted Amendment #2 to the 401(k) Program to address accelerated vesting of non-elective employer contributions for participants in the event of their disability, attainment of the plan's normal retirement age (65) or upon death; and

*Whereas*, the 401(k) Retirement Savings Program Committee Trustees discussed and approved Amendment #2 at their May 2, 2018 meeting; and

*Whereas*, it is feasible, necessary and in the public interest for the Board to authorize the President and CEO to adopt Amendment #2 to the Bi-State Development Agency 401(k) Retirement Savings Program, 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.**      **Authorization of the President and CEO to Adopt 401(k) Retirement Savings Program Amendment #2.** The Board of Commissioners hereby authorizes the President and CEO to adopt Amendment #2 to the Bi-State Development Agency 401(k) Retirement Savings Program 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 Amendment.** The form of the Amendment (Amendment #2 as provided in the Attachment to the Briefing Paper and made a part hereof), in the form presented to this meeting, is hereby approved, and officers of the Agency, including without limitation, the President and CEO and Vice President of Pension and Insurance, 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 adoption of the Amendment 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 the Bi-State Development Agency 401(k) Retirement Savings Program.

**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 16<sup>th</sup> day of November, 2018.

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

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

By

Title

*Constantine Kelly*  
*Chair*

[SEAL]

ATTEST:

By

*U. B. ...*  
Deputy Secretary to the Board of Commissioners

**Exhibit A**

**(Amendment #2 to the Bi-State Development Agency 401(k) Retirement Savings Program)**

**A RESOLUTION OF THE BOARD OF COMMISSIONERS  
OF THE BI-STATE DEVELOPMENT AGENCY  
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT  
APPROVING THE APPOINTMENT OF AN ASSISTANT SECRETARY**

**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"); and

*Whereas*, the Agency is authorized under Chapter 10, Section 10.020, Article 3 (J) (3) of the Board Bylaws to appoint one or more Assistant Secretaries with the authority and duties of the Deputy Secretary, in the event the Deputy Secretary is absent or unable to act; and

*Whereas*, with the impending retirement of Barbara Georgeff, Director of Executive Services, and with Myra Bennett having been appointed to serve as the Manager of Board Administration for Bi-State Development (BSD) on October 22, 2018; and

*Whereas*, Ms. Georgeff, Director of Executive Services, currently manages all administrative functions for meetings of the Board and its Committees. For the ease of administration, Ms. Barbara Georgeff was previously appointed to perform the duties of Assistant Secretary in order to facilitate the handling of Agency business, and has in the past, served as Assistant Secretary for meetings of the Board in the absence of the Deputy Secretary; and

*Whereas*, due to the upcoming retirement of Ms. Georgeff, and in order that Agency business be handled appropriately and in a timely manner, it is appropriate that Ms. Bennett be appointed as an Assistant Secretary; and

*Whereas*, it is feasible, necessary and in the public interest of the Agency for the Board to approve the appointment of Myra Bennett as Assistant Secretary, with the authority and duties of Deputy Secretary, 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.

Section 2.      Approval to Appoint Assistant Secretary: Pursuant to its Policies and for the authorized purpose set forth in the Preambles, the Board of Commissioners hereby approves the appointment of Myra Bennett as Assistant Secretary, with the authority and duties of Deputy Secretary, 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 are hereby authorized and directed to take such actions as they may deem necessary or advisable in order to carry out and perform the purposes of this Resolution.

**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 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. 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 16<sup>th</sup> day of November, 2018.

*In Witness Whereof*, the undersigned has hereto subscribed her 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:

\_\_\_\_\_  
Deputy Secretary to the Board of Commissioners