

Notice of Meeting and Agenda

**Bi-State Development
Board of Commissioners
Friday, November 16, 2018, 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	Chair Gully
2. Roll Call	Quorum	M. Bennett
3. Minutes of September 28, 2018, Open Session Board of Commissioners Meeting	Approval	Chair Gully
4. Minutes of October 18, 2018, Open Session Executive Selection Committee Meeting	Approval	Chair Gully
5. Minutes of October 19, 2018, Open Session Executive Selection Committee Meeting	Approval	Chair Gully
6. Report of President	Information	J. Nations
7. Report of Operations Committee	Information	Commissioner Buehlhorn
8. Report of Audit, Finance & Administration Committee	Information	Commissioner Holman
9. Adjustment of Consent Agenda	Information	Chair Gully
10. Consent Agenda Item(s)	Approval	Chair Gully
(a) Contract Award: Midwest Transit – Purchase of Paratransit Vans (Operations Committee Recommends Approval)	Approval	J. Nations / J. Mefford-Miller / L. Jackson / D. Curry
(b) Contract Modification: MetroLink Elevator Rehabilitation – Phase 1 (Operations Committee Recommends Approval)	Approval	J. Nations / J. Mefford-Miller / S. Grott / G. Smith
(c) Contract Award – Pharmacy Benefit Management Services (Operations Committee Recommends Approval)	Approval	J. Nations / D. Toben
(d) 22 nd 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)	Approval	J. Nations / C. Stewart

Agenda	Disposition	Presentation
(e) Amendment 2 to the Bi-State Development Agency 401(k) Retirement Savings Program (Audit, Finance & Administration Committee Recommends Approval)	Approval	J. Nations / C. Stewart
11. Appointment of Assistant Secretary	Approval	J. Nations / B. Enneking
12. 2019 Board and Committee Meeting Schedule	Approval	J. Nations
13. Unscheduled Business	Approval	Chair Gully
14. Public Comment*	Information	Chair Gully
15. Call of Dates for Future Board and Committee Meetings	Information	M. Bennett
16. Adjournment to Executive Session	Approval	Chair Gully
<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

3

**BI-STATE DEVELOPMENT
BOARD OF COMMISSIONERS MEETING
OPEN SESSION MINUTES
FRIDAY, SEPTEMBER 28, 2018**

Board Members in Attendance

Missouri

Vernal Brown
Constance Gully, Chair
Aliah Holman, Treasurer
Vincent C. Schoemehl
Rose Windmiller

Illinois

Michael S. Buehlhorn, Vice-Chair
Derrick Cox
Irma Golliday, (via phone)
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
Jim Cali, Director Internal Audit
Jessica Mefford-Miller, Executive Director Metro Transit
Larry Jackson, Executive Vice President Administration
John Langa, Vice President Economic Development
Patti Beck, Director Communications
Mary Lamie, Executive Director St. Louis Regional Freightway
Diana Bentz, Vice President Organizational Effectiveness
Scott Grott, General Manager MetroLink
Kathy Brittin, Director Risk Management Safety & Claims
Mark Vago, Sr. VP Chief Financial Officer
Chris Poehler, Asst. Executive Director Engineering Systems
Matthew Hibbard, Social Media Communications Manager
Charles Stewart, Vice President, Pension & Insurance
Diana Wagner-Hilliard, Director Workforce Diversity/EEO
Kevin Kloever, Manager Insurance & Analysis
Kent Swagler, Director Corporate Compliance & Ethics
Tamara Fulbright, Sr. Director Financial Planning & Treasury
Angela Staicoff, Sr. Internal Auditor
Kelli Fitzpatrick, Sr. Internal Auditor/PT
David Toben, Director of Benefits
Annisia Stanley, Casualty Claims Manager
Virginia Alt-Hildebrandt, Manager Administrative Services

Trenise Winters, General Manager MetroBus
Stacy McMurray, Director Organizational Development
Amy Krekeler Weber, EEO Specialist
Brenda Krieger, Executive Assistant
Karl Tyminski, Sr. Internal Auditor/PT
Cynthia Davis, Director Program Development & Grants
Kerry Kinkade, VP Chief Information Officer
Evan Glantz, Executive Assistant
John Wagner, Director Research Institute

Others in Attendance

Tom Curran, St. Louis County

1. **Open Session Call to Order**
8:00 a.m. Chair Gully 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 June 22, 2018, Open Session Board Meeting**
8:01 a.m. The June 22, 2018, Open Session Board Meeting minutes were provided in the Board packet. A motion to approve the minutes was made by Commissioner Schoemehl and seconded by Commissioner Buehlhorn. Commissioner Windmiller abstained because she did not attend the June 22, 2018 meeting. **Motion passed with a majority vote.**
4. **Minutes of July 19, 2018, Open Session Special Meeting of the Board of Commissioners**
8:01 a.m. The July 19, 2018, Open Session minutes of the Special Meeting of the Board of Commissioners were provided in the Board packet. A motion to approve the minutes was made by Commissioner Holman and seconded by Commissioner Brown. **Motion passed unanimously.**
5. **Minutes of September 17, 2018, Open Session Executive Selection Committee Meeting**
8:02 a.m. The September 17, 2018 Open Session Executive Selection Committee Meeting minutes were provided in the Board packet. A motion to approve the minutes was made by Commissioner Buehlhorn and seconded by Commissioner Holman. **Motion passed unanimously.**
6. **Report of Treasurer – 4th Quarter, FY2018**
8:02 a.m. The Treasurer's Report was provided in the Board packet. No presentation was made. This agenda item was informational only. A copy of the report will be kept at the office of the Deputy Secretary.
7. **Report of President**
8:03 a.m. John Nations, President & CEO, informed the Board that since their June Board meeting, Ray Friem, the Executive Director of Metro Transit, retired. Effective July 1, 2018, the Assistant Executive Director for Planning and System Development, Jessica Mefford-Miller was

appointed as the Interim. This past week Ms. Mefford-Miller was made permanent and she is now the Executive Director of Metro Transit. Ms. Mefford-Miller has been a tremendous asset to our team and will be a leader in this field doing great things for our company and the industry. Additionally, Mr. Nations informed the Board that the Bi-State Development (BSD) Procurement Department earned the 2018 Annual Achievement of Excellence and Procurement Award. This award recognizes organizational excellence in public and non-profit procurement. The award criteria is designed to measure innovation, professionalism, e-procurement, productivity and leadership attributes of the procurement function. BSD is one of only three agencies in the State of Missouri and one of 29 special districts of the United States and Canada to receive this award. BSD has received this award for 6 consecutive years, and that is a tremendous credit to our procurement department. Mr. Nations also invited the Board to join the BSD staff from 6:30 pm to 7:30 pm at the North County Transit Center for a reception that will showcase young people who participated in the Hip Hop Architecture Camp that was held in north St. Louis County this summer. The camp activities focused on creating music as part of designing their ideal future communities around one of the Metro Transit Centers. The children included homeless shelters, low income housing and Quik Trips in their ideal communities; as well as pools, skateboard parks and retail businesses. The children were encouraged to get creative through design and hip hop music and they created a music video to emphasize their experience. An example of one of the children's models was on display in the Boardroom. That concluded the President's Report.

8. Report of Operations Committee

8:05 a.m. Committee Chair Buehlhorn reported that the Operations Committee met in Open Session on August 21, 2018, at 8:00 a.m., and that the draft minutes of that meeting were contained in the Board packet under Tab #8. Two items were being introduced on the Consent Agenda for Board consideration, with the Committee's recommendation of approval, as follows: 1) Consent Agenda Item #11(c) – Contract Modification for MetroLink – Boyle Avenue (CORTEX) Station/Central West End Platform Extension Construction Contract; 2) Consent Agenda Item #11(e) – St. Louis Regional Freightway 2019 Multimodal Transportation Project List. The Committee also recommends approval of Agenda Item #12 – Contract Award to Data and Analysis Consulting Services for St. Louis Regional Freightway. Commissioner Buehlhorn reported that the 4th quarter Operations Summary was discussed highlighting ridership, service levels, electric buses, Metro Reimagined, CORTEX MetroLink Station and new technology allowing text messages by customers. This report was informational only and no Board action was required. A copy of the report will be kept at the office of the Deputy Secretary.

9. Report of the Audit, Finance & Administration Committee

8:07 a.m. Committee Chair Holman reported that the Audit, Finance & Administration Committee met in Open Session on August 24, 2018, at 8:00 a.m., and that the draft minutes of that meeting were contained in the Board packet under Tab #9. Three items were being introduced on the Consent Agenda for Board consideration, with the Committee's recommendation of approval, as follows: 1) Consent Agenda Item #11(a) – Contract Award for Independent Audit Services; 2) Consent Agenda Item #11(b) – Contract Award Light Vehicle Leasing and Maintenance Program; and 3) Consent Agenda Item #11(d) – Contract Modification for Additional Funds for Voluntary Critical Illness and Accident Insurance Program. The Committee also discussed and approved changes to the State Safety Oversight Internal Audit Process. The Committee reviewed the Audit Follow-Up Summary, 4th quarter FY18, and the Treasury – Safekeeping Quarterly Accounts Audit for June 30, 2018. Updates regarding the Pension Plan, 401(k) Retirement Savings Program, OPEB Trust Investment Performance, and the

FY19 Risk Management Insurance Program were presented to the Committee. The following three additional items on the agenda were presented at the Committee: Agenda Item #13 – Financial Statement, 4th Quarter FY18; Agenda Item #14 – Performance Indicators, 4th Quarter FY18; and Agenda Item #15 – Procurement Activity Report, 4th Quarter FY18. The 4th Quarter Treasury Report was also presented at the Committee meeting. This report was informational only, and no Board action was required. A copy of the report will be kept at the office of the Deputy Secretary.

10. Adjustment of Consent Agenda

8:09 a.m. There was no adjustment to the Consent Agenda.

11. Consent Agenda Item(s)

8:09 a.m. Consent Agenda Item(s): 11(a) – Contract Award for Independent Audit Services (Audit, Finance & Administration Committee Recommends Approval) (Resolution #915); 11(b) – Contract Award: Light Vehicle Leasing and Maintenance Program (Audit, Finance & Administration Committee Recommends Approval) (Resolution #923); 11(c) – Contract Modification: MetroLink – Boyle Avenue (CORTEX) Station/Central West End Platform Extension Construction Contract (Operations Committee Recommends Approval) (Resolution #922); 11(d) – Contract Modification: Additional Funds for Voluntary Critical Illness and Accident Insurance Program (Audit, Finance & Administration Committee Recommends Approval) (Resolution #914); 11(e) – St. Louis Regional Freightway 2019 Multimodal Transportation Project List (Operation Committee Recommends Approval) (Resolution #919). A motion to approve the Consent Agenda Items as presented was made by Commissioner Schoemehl and seconded by Commissioner Holman. **Motion passed unanimously.**

12. Contract Award: Data and Analysis Consulting Services for St. Louis Regional Freightway (Operations Committee Recommends Approval)

8:10 a.m. The briefing paper regarding the contract award to Data and Analysis Consulting Services for St. Louis Regional Freightway was provided in the Board packet and no additional presentation was made. A motion to approve this agenda item as presented was made by Commissioner Schoemehl and seconded by Commissioner Buehlhorn. **Motion passed unanimously. (Resolution #924)**

13. Financial Statements – 4th Quarter, FY18 (Presented to Audit, Finance & Administration Committee)

8:10 a.m. The Financial Statements, 4th Quarter FY18 report was provided in the Board packet and no additional presentation was made. This agenda item was informational only and no Board action was required. A copy of this report will be kept at the office of the Deputy Secretary.

14. Performance Indicators – 4th Quarter, FY18 (Presented to Audit, Finance & Administration Committee)

8:10 a.m. The Performance Indicators, 4th Quarter FY18 report was provided in the Board packet and no additional presentation was made. This agenda item was informational only and no Board action was required. A copy of this report will be kept at the office of the Deputy Secretary.

15. Procurement Activity Report – 4th Quarter, FY18 (Presented to Audit, Finance & Administration Committee)

8:10 a.m. The Procurement Activity Report, 4th Quarter FY18 was provided in the Board packet and no additional presentation was made. This agenda item was informational only and no Board action was required. A copy of this report will be kept at the office of the Deputy Secretary.

16. Unscheduled Business

8:11 a.m. There was no unscheduled business.

17. Public Comment

8:11 a.m. There was no public comment.

18. Call of Dates for Future Board and Committee Meetings

8:11 a.m. The Board was advised of the upcoming meetings, as follows:

Operations Committee:	Tuesday, October 16, 2018, 8:00 a.m.
Audit, Finance & Administration Committee:	Friday, October 19, 2018, 8:00 a.m.
Board Meeting:	Friday, November 16, 2018, 8:00 a.m.

- 19. 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).**

8:11 a.m. Pursuant to the requirements of Section 10.080 (D) (1); (2); (3); (5); (7); (10); (11); (16) and (17) of the Bi-State Development Agency’s Board Policy, Chapter 10, Chair Gully requested a motion to allow the Board to go into closed session. A motion to go into Executive Session was made by Commissioner Cox and seconded by Commissioner Schoemehl. A roll call vote was taken and the Commissioners present, Brown, Gully, Holman, Schoemehl, Windmiller, Buehlhorn, Cox, Golliday, Zimmerman, and Watson voted to approve this agenda item. **Motion passed unanimously, and the Open Session meeting was adjourned at 8:11 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
MODIFYING A CONTRACT WITH ALLSTATE FOR VOLUNTARY
CRITICAL ILLNESS AND ACCIDENT INSURANCE 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 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, this is a voluntary benefit and 100% funded by employees through payroll deduction. BSD prefunds on a monthly basis the premium as billed by the plan administrator and is then reimbursed from employee payroll deductions; and

Whereas, on April 14, 2014, BSD in concert with BSD health and welfare plan consultants, issued Solicitation 14-RFP-99505-DR to retain a qualified firm to offer Voluntary Critical Illness and Off-The Job Accident benefits to eligible employees and their dependents. BSD awarded a five (5) year contract beginning January 1, 2015 to Allstate for \$820,000 based on a 15% estimated annual enrollment; and

Whereas, the year over year spend for both plans experienced a 13% growth between Contract Years 1 and 2 and 11% growth between Contract Years 2 and 3. The amounts for Contract Years 4 and 5 are estimated using 9% growth between Years 3 and 4 and 7% growth between Years 4 and 5 resulting in an estimated shortfall of \$231,953 for the remainder of the Allstate five (5) year contract; and

Whereas, it is feasible, necessary and in the public interest for the Agency to approve the contract modification increasing by \$232,000 the total not to exceed contract amount to \$1,052,000 for the Allstate Voluntary Critical Illness and Off-The Job Accident benefits contract, 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 increasing by \$232,000 the total not to exceed contract amount to \$1,052,000 for the Allstate Voluntary Critical Illness and Off-The Job Accident benefits contract, 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 Allstate.

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 28th day of September, 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
AWARDING A CONTRACT WITH RUBIN BROWN FOR INDEPENDENT
AUDIT 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

Whereas, Board Policy Chapter 30, §30.010A, prohibits an incumbent firm, or any lead or concurring partner connected with that firm's provision of audit service to BSD, from providing audit services for a term in excess of five consecutive years; and

Whereas, on May 9, 2018 Solicitation 18-RFP-105058-CG was issued seeking proposals from qualified independent audit firms to perform audit services and internal audit peer reviews for the Agency. The solicitation was advertised on BSD's website and the request for proposal was distributed to over 25 firms; and

Whereas, seven proposals were received and deemed responsive to the solicitation. Each responding firm's proposal was reviewed and scored according to evaluation requirements specified in the solicitation package. The evaluation requirements included: technical expertise, personnel, industry knowledge, references, audit techniques/ methodology and other information; and

Whereas, the firm receiving the highest score was Rubin Brown and was awarded a three (3) year contract with two (2) one-year options in an amount not to exceed \$665,005; and

Whereas, it is feasible, necessary and in the public interest for the Agency to approve an a contract award to Rubin Brown for a three (3) year contract, with two (2) one-year options for independent audit services in a total contract amount not to exceed \$665,005, 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 Award. The Board of Commissioners hereby approves the contract award to Rubin Brown for a three (3) year contract, with two (2) one-year options for independent audit

services in a total contract amount not to exceed \$665,005, 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 Rubin Brown.

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 28th day of September, 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

Donna Gully
Chair

[SEAL]

ATTEST:

By

Rubin Brown
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 THE 2019 MULTIMODAL TRANSPORTATION 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 Freight Development and Needs Analysis (“FDNA”) 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, FDNA Committee members prepared a priority list of multimodal projects, the 2019 Multimodal Transportation Project List which was developed through a request for projects throughout the St. Louis region from state and local agencies and the FDNA Committee members. The Freightway Council approved the Project List during its April 20, 2018 Council Meeting; and

Whereas, it is feasible, necessary and in the public interest for the Agency to approve the 2019 Freight Multimodal Transportation 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 Multimodal Transportation Project List. The Board of Commissioners hereby approves the 2019 Freight Multimodal Transportation 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. 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 28th day of September, 2018.

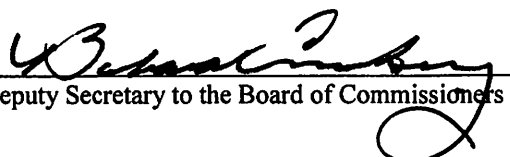
In Witness Whereof, the undersigned has hereto subscribed her signature and caused the Seal of the Agency to be affixed.

**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 SACHS ELECTRIC FOR THE
METROLINK CORTEX AND CENTRAL WEST END PLATFORM
EXTENSION CONSTRUCTION CONTRACT**

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 Federal Transit Administration (FTA) Transportation Investment Generating Economic Recovery (TIGER) Grant Number MO-79-x004 and Local Match; and

Whereas, on August 10, 2017, BSD awarded a firm fixed price contract in the amount of \$540,645 to Sachs Electric to perform the scope of work by the completion date of January 31, 2018 for Communications for the MetroLink Cortex Station and Central West End Platform Extension; and

Whereas, Sachs Electric has completed 90% of the Communications work to date and the remaining 10% shall be performed at the Central West End Station concurrently with the platform extension work; and

Whereas, the original contract duration should have extended through completion of all portions of the TIGER grant project. Therefore the extension for performance of the contract should be until May 3, 2019; and

Whereas, it is feasible, necessary and in the public interest for the Agency to approve the contract modification to the TIGER grant project fixed price contract with Sachs Electric for a no-cost time extension for performance until May 3, 2019, 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 Sachs Electric for a no-cost time extension for performance until May 3, 2019, 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 Sachs Electric.

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.

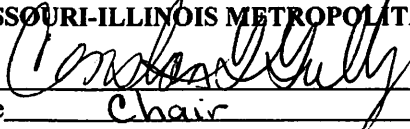
Section 8. Payment of Expenses. The Senior Vice President and CFO is hereby authorized and directed to pay or cause to be paid all costs, expenses and fees incurred in connection with or incidental to this Resolution and Contract Modification.

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 28th day of September, 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
AWARDING A CONTRACT TO ENTERPRISE FLEET MANAGEMENT FOR
LIGHT VEHICLE LEASING AND MAINTENANCE 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 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

Whereas, funding for this contract is provided by various grants and operating funds; and

Whereas, the benefits of moving to a maintenance lease program for non-revenue light vehicles are two-fold: first, the anticipated Net Present Value for a 10-year cash expenditure is \$8.9 million if BSD continues to purchase vehicles versus \$6.6 million under a maintained lease scenario; and second, the outsourcing of maintenance activities will allow BSD to concentrate internal maintenance resources on maintaining the revenue fleet operating at peak efficiency; and

Whereas, on April 17, 2018 the Agency issued Solicitation 18-RFP-105142-DH for a light vehicle lease and maintenance program. The solicitation was advertised on the BSD website and eight potential national leasing companies were invited to bid, with the Agency receiving bids from four; and

Whereas, two proposals were received, reviewed, evaluated and scored in accordance with the evaluation requirements specified in the solicitation package. Solicitation evaluation technical scores were based on reporting and billing, example vehicle specifications, the lease type, the maintenance program offered, resale of vehicles, and mobilization of the fleet program; and

Whereas, the firm receiving the highest score was Enterprise Fleet Management and was awarded a three (3) year contract with two (2) one-year options in an open-ended lease contract; and

Whereas, it is feasible, necessary and in the public interest for the Agency to approve the award to Enterprise Fleet Management of a three (3) year contract with two (2) one-year options in an open-ended lease contract for light vehicle leasing and maintenance, 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 Award. The Board of Commissioners hereby approves the contract award to Enterprise Fleet Management of a three (3) year contract with two (2) one-year options in an open-ended lease contract for light vehicle leasing and maintenance, 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 Enterprise Fleet Management.

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 28th day of September, 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
APPROVING A CONTRACT WITH AEGIS STRATEGIES LLC FOR DATA
ANALYSIS CONSULTING SERVICES FOR 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, 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

Whereas, funding for this contract is provided by the BSD operating budget and the Illinois Department of Transportation ("IDOT"). The project titled, IL/MO-Modeling Freight Flows and Visualizing System Performance will have a total cost of \$720,000, of which \$576,000 will be provided by the IDOT grant awarded in June, 2018 and the remaining balance of \$144,000 will be the Freightway grant match; 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, on February 6, 2018 Solicitation 18-RFP-104961-CG was issued seeking proposals from qualified consulting firms for data analysis consulting services for the St. Louis Region Freightway. The solicitation was advertised in the BSD iSupplier Portal, the BSD web-based procurement channel; and

Whereas, a total of three proposals were received and forwarded to the technical evaluation team for evaluation and scoring. The evaluation requirements included: experience, capabilities, capacity, project understanding, and project approach; and

Whereas, the evaluation team determined that the proposal from Aegis Strategies LLC provided the best value and the most advantageous offer and was awarded a two (2) base years and one (1) option year contract in a not to exceed amount of \$720,000 for data and analysis consulting services for the St. Louis Regional Freightway; and

Whereas, it is feasible, necessary and in the public interest for the Agency to approve an award to Aegis Strategies LLC for a two (2) base years and one (1) option year contract in a not to exceed amount of

\$720,000, for data and analysis consulting services for 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 Contract. The Board of Commissioners hereby approves the award to Aegis Strategies LLC for a two (2) base years and one (1) option year contract in a not to exceed amount of \$720,000, for data and analysis consulting services for the St. Louis Regional Freightway, 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 Aegis Strategies LLC.

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.

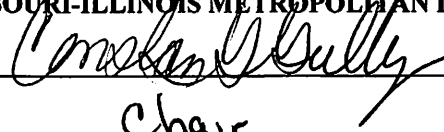
Section 9. Effective Date. This Resolution shall be in full force and effect from and after its passage and approval.

ADOPTED by the Board of Commissioners of The Bi-State Development Agency of the Missouri-Illinois Metropolitan District this 28th day of September, 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



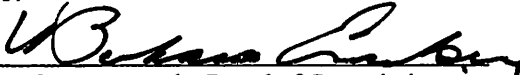
Title

Chair

[SEAL]

ATTEST:

By



Deputy Secretary to the Board of Commissioners

Open Session Item

4

**BI-STATE DEVELOPMENT
BOARD OF COMMISSIONERS
EXECUTIVE SELECTION COMMITTEE
OPEN SESSION MINUTES
THURSDAY, OCTOBER 18, 2018**

Committee Members in Attendance

Jeffrey Watson, Chair
Constance Gully, Vice Chair
Michael S. Buehlhorn
Aliah Holman

Other Commissioners in Attendance

Vernal Brown
Derrick Cox
Rose Windmiller

Staff in Attendance

Barbara Enneking, General Counsel and Deputy Secretary

Others in Attendance

Joe Wiley, President, Quest Management Consultants
Mayor Lyda Krewson, St. Louis City
Mark Kern, Chairman, St. Clair County
Tom Curran, Senior Policy Advisor, St. Louis County

1. **Open Session Call to Order**
7:57 a.m. Committee Chair Watson called the Open Session Executive Selection Committee Meeting to order at 7:57 a.m..
2. **Roll Call**
7:57 a.m. Roll call was taken.
3. **8:00 a.m.** Committee Chair Watson opened the meeting by thanking the Commissioners for making time in their busy schedules to participate in these important meetings. He also thanked Mayor Lyda Krewson, St. Louis City, Chairman Mark Kern, St. Clair County and Tom Curran, St. Louis County, for their interest and attendance at today's meeting.
4. **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, Personnel under §10.080(D)(3)**
8:01 a.m. Pursuant to the requirements of Section 10.080 (D)(3) of the Bi-State Development Agency's Board Policy, Chapter 10, Committee Chair Watson requested a motion to allow the Committee to go into closed session. A motion to go into Executive Session was made by Commissioner Holman and seconded by Commissioner Cox. A roll call vote was taken and the Commissioners present, Brown, Gully, Holman, Windmiller, Buehlhorn, Cox, and Watson voted

to approve this agenda item. **Motion passed unanimously, and the Open Session meeting was adjourned at 8:01 a.m.**



Deputy Secretary to the Board of Commissioners
Bi-State Development

**BI-STATE DEVELOPMENT
BOARD OF COMMISSIONERS
EXECUTIVE SELECTION COMMITTEE
OPEN SESSION MINUTES
FRIDAY, OCTOBER 19, 2018**

Committee Members in Attendance

Jeffrey Watson, Chair
Constance Gully, Vice Chair
Michael S. Buehlhorn
Aliah Holman

Other Commissioners in Attendance

Vernal Brown
Derrick Cox
Irma Golliday
Rose Windmiller
Justin Zimmerman

Staff in Attendance

Barbara Enneking, General Counsel and Deputy Secretary

Others in Attendance


Joe Wiley, President, Quest Management Consultants
Mayor Lyda Krewson, St. Louis City
Mark Kern, Chairman, St. Clair County
Tom Curran, Senior Policy Advisor, St. Louis County

1. **Open Session Call to Order**
9:37 a.m. Committee Chair Watson called the Open Session Executive Selection Committee Meeting to order at 9:37 a.m.
2. **Roll Call**
9:37 a.m. Roll call was taken.
3. **9:37 a.m.** Committee Chair Watson opened the meeting by again thanking the Commissioners for their participation. He also thanked Mayor Lyda Krewson, St. Louis City, Chairman Mark Kern, St. Clair County, and Tom Curran, St. Louis County, for their interest and attendance at today's meeting.
4. **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, Personnel under §10.080(D)(3)**
9:38 a.m. Pursuant to the requirements of Section 10.080 (D)(3) of the Bi-State Development Agency's Board Policy, Chapter 10, Committee Chair Watson requested a motion to allow the Committee to go into closed session. A motion to go into Executive Session was made by Commissioner Buehlhorn and seconded by Commissioner Holman. A roll call vote was taken

and the Commissioners present, Brown, Gully, Holman, Windmiller, Buehlhorn, Cox, Golliday, Watson and Zimmerman voted to approve this agenda item. **Motion passed unanimously, and the Open Session meeting was adjourned at 9:38 a.m.**



Deputy Secretary to the Board of Commissioners
Bi-State Development



**BI-STATE DEVELOPMENT
OPERATIONS COMMITTEE MEETING
OPEN SESSION MINUTES
October 16, 2018**

Committee Members in Attendance

Michael Buehlhorn, Chairman, via phone
Vernal Brown
Derrick Cox, (absent)
Irma Golliday, via phone
Rose Windmiller, (absent)

Other Commissioners in Attendance

None

Staff in Attendance

John Nations, President and Chief Executive Officer
Barbara Enneking, General Counsel and Deputy Secretary
Shirley Bryant, Corporate Legal Department Manager
Jessica Mefford-Miller, Executive Director Metro Transit
Barbara Georgeff, Director of Executive Services
Jim Cali, Director Internal Audit
Lisa Burke, Executive Assistant
Larry Jackson, Executive Vice President of Administration
Patti Beck, Director of Communications
Richard Zott, Chief of Public Safety
Darren Curry, Chief Mechanical Officer
Matthew Hibbard, Social Media Communications Manager
Scott Grott, General Manager MetroLink
Charles Stewart, Vice President Pension & Insurance
John Langa, Vice President Economic Development
Angela Staicoff, Senior Internal Auditor
Vernice Kelly, Director Human Resources
Victoria Potter, Controller
Kathy Brittin, Director Risk Management, Safety & Claims
Michael Gibbs, Manager Financial Operation-Admin & Business Operations
Mark Vago, Sr. Vice President, Chief Financial Officer
Dave Toben, Director Benefits
Jeff Braun, Director Real Estate
Kerry Kinkade, Vice President Chief Information Officer
Stacy McMurray, Director Organizational Development
Elizabeth Farr, Assoc. Project Manager – Economic Development
Diana Bentz, Vice President Organizational Effectiveness
Virginia Alt-Hildebrandt, Manager Administrative Services
Timothy Nittler, Director Capital Projects
Chris Poehler, Assistant Executive Director Engineering Systems
Jerry Vallely, External Communications Manager
Cynthia Davis, Director Program Development & Grants

Greg Smith, Vice President Procurement & Inventory Management
Jessica Gershman, Manager Long Range Planning
Trenise Winters, General Manager MetroBus
Evan Glantz, Executive Assistant

Others in Attendance

Lou Tagliaferr, Central States Bus Sales

1. **Call to Order**
8:00 a.m. Chairman Buehlhorn participated by phone and John Nations, President & CEO 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**
8:01 a.m. There was no public comment.
4. **Minutes from August 21, 2018 Operations Committee**
8:01 a.m. The August 21, 2018 Operations Committee Open Session Meeting minutes were provided in the Committee packet. A motion to approve the minutes was made by Commissioner Buehlhorn and seconded by Commissioner Brown. **Motion passed unanimously.**
5. **Contract Award: Midwest Transit – Purchase of Paratransit Vans**
8:02 a.m. The briefing paper report regarding the contract award to Midwest Transit for the Purchase of Paratransit Vans was provided in the Committee packet. Jessica Mefford-Miller, Executive Director Metro Transit provide a brief overview. Bi-State Development Agency (BSD) operates Call-A-Ride (CAR) paratransit service for customers throughout the service area in the City of St. Louis and St. Louis County. The CAR fleet operates approximately 6 million miles annually with an average fleet age of 5.84 years and 316,390 miles. The sixty-nine (69) vehicles that are in critical need of replacement are nine years old and average over 450,000 miles. This far exceeds the FTA required five years or 150,000 miles. This contract would initially replace 35 vans in the first year of production with a target date of July 2019. The second production of 35 vans will be scheduled for July 2020. The initial delay in replacing the CAR van fleet was due to a lack of available chassis in the marketplace, which prevented delivery by the prior vendor. Through a competitive procurement process for a total of up to 100 vans, Midwest Transit (**Midwest**) was selected. The Midwest offer of the Starcraft on the Chevrolet chassis was deemed both responsive and responsible and appeared to offer the best value. The Agency will also be considering using this particular type of vehicle for fixed route service. Some discussion followed regarding previous problems obtaining the correct chassis for the CAR vehicles and how the old CAR vans will be disposed of. The inability to get the chassis was primarily because the manufacturer of the 3 ton chassis stopped manufacturing them. The prior CAR vehicles were built on a 3 ton chassis and with GM moving out of the market on the heavy medium duty chassis that is what contributed to the problem. The chassis we are purchasing now is a C45 Chevrolet chassis, similar to that of a big van and it is equivalent to about a 1-1/2 ton vehicle. The old CAR vans will be decommissioned and auctioned through a public auction house. A motion to approve this agenda item as presented and forward to the full Board for final

approval was made by Commissioner Brown and seconded by Commissioner Buehlhorn. **Motion passed unanimously.**

6. Contract Modification: MetroLink Elevator Rehabilitation – Phase I

8:08 a.m. A briefing paper report regarding the contract award for the MetroLink Elevator Rehabilitation – Phase I was contained in the Committee packet. Jessica Mefford-Miller, Executive Director Metro Transit and Scott Grott, General Manager MetroLink provided a brief overview. This is a contract modification to an existing contract with the Harlan Company (**Harlan**) for elevator rehabilitation. Mr. Grott stated that the elevators on the original Phase I MetroLink system include one (1) elevator at Laclede's Landing, two (2) at the Convention Center, two (2) at 8th and Pine, and one (1) at Union Station. This project was awarded to Harlan and they have already completed the elevators at Union Station and Laclede's Landing. The elevator rehabilitation will now move to 8th and Pine and the Convention Center. While working on this project, some additional repairs were identified which included some infrastructure deterioration in the elevator shaft that was not identified until the cabs were removed. In addition now funding is available for the two (2) elevators at the East River Front Station and we anticipate adding this to the scope of work for infrastructure repairs. Management is requesting the Committee present to the Board for approval an increase in the contract value up to \$819,000 to cover the infrastructure repairs and the two (2) elevators at the East River Front; and to extend the contract by eighteen (18) months so that Harlan can complete that additional work. A motion to approve this agenda item as presented and forward to the full Board for final approval was made by Commissioner Brown and seconded by Commissioner Buehlhorn. **Motion passed unanimously.**

7. Metro Reimagined Update

8:10 a.m. The briefing paper report regarding the Metro Reimagined update was provided in the Committee packet. Jessica Mefford-Miller, Executive Director Metro Transit provided a brief update. Metro Reimagined is a comprehensive operational analysis that will better match a mobility service type to any given market. This is the result of nearly eighteen (18) months of analysis, service and network redesign, and public and community input. The plan outlines a core fixed-route MetroBus network that prioritizes service frequency and minimizes route deviations; and is supported by proposed market areas for "community mobility solutions" that will utilize alternative service strategies and new technologies to complete the transit network more effectively. The tiered network of service better matches service to geographic markets across the region. Some Metro routes will retain most of their current shape, while others are being modified to improve directness and travel time. The service plan and an accompanying financial, capital, and implementation plan, will be presented to the Board in late winter/early spring 2019.

Some discussion followed regarding similar plans for the St. Clair County Transit District (**SCCTD**). Ms. Mefford-Miller informed the Committee that meetings with SCCTD have begun to create short term changes to their system. Additional meetings have been scheduled to discuss comprehensive operational analysis or a Metro Reimagined change for them. The Agency will work to make as many of those changes as possible in fall of 2019 in concert with the Missouri changes. 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. 1st Quarter Operations Summary.

8:20 a.m. The 1st Quarter Operations Summary was provided in the Committee packet. Jessica Mefford-Miller, Executive Director Metro Transit, provided a brief overview. MetroLink ridership was down 5.4% and MetroBus ridership was down 3.4% compared to the 1st quarter of FY18. There were significantly fewer special event trips, wet weather and major crime events that contributed to the decline in ridership on both MetroLink and MetroBus in the 1st quarter of FY19. Trends across the nation mirror trends in the St. Louis region. The national rate of ridership decline is lessening, though reports of stabilization or growth at most peer agencies are rare. Metro is working to create a revision of the Metro Reimagined transit network that will include opportunities for enhanced service frequency, reduced route deviations, and introduction of innovative mobility solutions including micro transit and employer-focused shuttles. Metro has engaged Pavlov, a national marketing firm that specializes in transit. The initial rebranding will include an updated color scheme and logo, new system signage, vehicle appearances, and targeted marketing campaigns. The Agency anticipates awarding a contract this fall for the replacement of seventy (70) Call-A-Ride (CAR) paratransit vans. The Agency is continuing to work with Jacobs Engineering and AmerenUE to create the design for facilities and equipment that will accommodate electric buses at the Brentwood MetroBus Facility. The CORTEX MetroLink Station and the initial segment of the Chouteau Greenway opened on July 31, 2019. In August 2018, Metro began the final segment of this project that included extending the Central West End MetroLink platform approximately 60 feet to the east. The fare collection project included procuring new fare boxes for MetroBus; validator equipment for MetroLink, and handheld reader equipment for fare inspection. The equipment is capable of reading a smart card that can have pre-loaded passes or cash value. On March 1, 2018 the Gateway Card stored value card became available to full-fare customers. Staff and contractors continue to prepare for the release of increased functionality including a reduced fare card option and product website. This agenda item was informational only and no Committee action was required. A copy of this report will be kept at the office of the Deputy Secretary.

****8:25 a.m. Commissioner Buehlhorn joined the meeting in person and chaired the remainder of the meeting.**

9. Unscheduled Business

8:25 a.m. There was no unscheduled business.

10. Call of Dates for Future Committee Meetings


8:25 a.m. The Committee was advised of upcoming meetings as follows:

Audit, Finance & Administration Committee:	Friday, October 19, 2018, 8:00 a.m.
Board Meeting:	Friday, November 16, 2018, 8:00 a.m.

- 11. 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).

8:25 a.m. Pursuant to the requirements of Bi-State Development Board Policy, Chapter 10, Section 10.080(D); (1); (2); (7); (11); 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 Brown and seconded by Commissioner Golliday. A roll call vote was taken, and the Commissioners present, Brown, Golliday, Buehlhorn voted to approve this agenda item. **Motion passed unanimously, and the Open Session meeting was adjourned at 8:25 a.m.**



Deputy Secretary to the Board of Commissioners
Bi-State Development

Open Session Item

8

**BI-STATE DEVELOPMENT
AUDIT, FINANCE & ADMINISTRATION COMMITTEE MEETING
OPEN SESSION MINUTES
OCTOBER 19, 2018**

Committee Members in Attendance

Aliah Holman, Chair
Constance Gully
Jeffrey Watson, (absent)
Justin Zimmerman

Other Commissioners in Attendance

Vernal Brown
Rose Windmiller
Derrick Cox

Staff in Attendance

John Nations, President and Chief Executive Officer
Barbara Enneking, General Counsel and Deputy Secretary
Shirley Bryant, Corporate Legal Department Manager
Jim Cali, Director of Internal Audit
Barbara Georgeff, Director of Executive Services
Larry Jackson, Executive Vice President for Administration
Patti Beck, Director Communications
Brenda Krieger, Executive Assistant
Charles Stewart, Vice President Pension & Insurance
Kathy Brittin, Director Risk Management, Safety & Claims
Mark Vago, Sr. Vice President Chief Financial Officer
David Toben, Director Benefits
Tammy Fulbright, Sr. Director Financial Planning & Treasury
Carmen Brothers, Retirement Plan Manager
Virginia Alt-Hildebrandt, Manager Administrative Services
Ted Zimmerman, Interim Vice President Communications & Marketing
John Wagner, Director Research Institute
Kerry Kinkade, Supplier Diversity Manager
Diana Bentz, Vice President Organizational Effectiveness
Jerry Vallely, External Communications Manager
Angela Staicoff, Sr. Internal Auditor
Kelli Fitzpatrick, Sr. Internal Auditor/PT
Victoria Potter, Controller
Michael Gibbs, Manager Financial Operations-Administration & Business Operations
Karl Tyminski, Sr. Internal Auditor/PT
Matthew Hibbard, Social Media Communications Manager
Stacy McMurray, Director Organizational Development
Evan Glantz, Executive Assistant
Michelle Stevens, Director of Corporation & Foundation Relations

Others in Attendance

Brad Schelle, Crowe Howarth

1. **Call to Order**
8:00 a.m. Chair Holman called the Open Session Audit, Finance and Administration Committee Meeting to order at 8:00 a.m.
2. **Roll Call**
8:00 a.m. Roll call was taken.
3. **Public Comment**
8:01 a.m. There was no public comment.
4. **Audit, Finance and Administration Committee Open Session Minutes: August 24, 2018**
8:02 a.m. The August 24, 2018 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 Cox and seconded by Commissioner Brown. **Motion passed unanimously.**
5. **Contract Award – Pharmacy Benefit Management Services**
8:02 a.m. The briefing paper regarding the Contract Award for Pharmacy Benefit Management Services was provided in the Committee packet. Charles Stewart, Vice President Pension & Insurance announced that Bi-State Development Agency (BSD) received the Healthiest Employee St. Louis Award given by the St. Louis Business Journal. Mr. Stewart and the Committee congratulated the Benefits and Wellness Teams for their outstanding work that resulted in receiving this honor.

David Toben, Director of Benefits, provided a brief overview regarding the Pharmacy Benefit Management Services. BSD provides three (3) medical plan options and one (1) prescription plan program. 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. In February of 2018 BSD engaged the pharmacy practice of Gallagher Benefit Services who put together a Request for Proposal that was sent to four (4) Pharmacy Benefit Managers. After extensive negotiations through the BHC, Express Scripts was awarded the master contract which became effective on October 1, 2018. BSD participates through an Employer Participation Agreement in the master contract that the BHC holds for BSD. This allows BSD to have its own plan design. Express Scripts is being acquired by CIGNA, and CIGNA is the Agency's current medical plan administrator. The Agency sees this acquisition as a positive development. Over time as the two organizations integrate we believe that it will improve the member experience, create additional costs containment opportunities, and still manage to keep best in class pricing because of the volume that both CIGNA and Express Scripts have in terms of membership and buying power in the market. The new contract provides improved discounts and rebates over three years, and management is requesting funding for the plan years of 2019, 2020, and 2021 for a three (3) year contract to Express Scripts for pharmacy benefit management services for our employee program. A motion for the Committee to approve this agenda item as presented and forward to the Board for final approval was made by Commissioner Gully and seconded by Commissioner Brown. **Motion passed unanimously.**

6. **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**
8:16 a.m. The 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 was provided in the Committee packet. Charles Stewart, Vice President Pension & Insurance provided a brief overview. Per an original plan provision, terminated employees with a vested pension benefit were not allowed to apply for their 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. This provision was inconsistent between the three (3) pension plans. The purpose of Amendment 22 is to change this provision 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. This amendment was approved by the Trustees for the Amalgamated Transit Union Employees' Administrative Pension Plan Committee meeting on August 2, 2018, and is now pending Bi-State Development Board of Commissioners approval. A motion for the Committee to approve and refer to the Board for approval this agenda item as presented was made by Commissioner Cox and seconded by Commissioner Gully. **Motion passed unanimously.**
7. **Amendment 2 to the Bi-State Development Agency 401(k) Retirement Savings Program**
8:21 a.m. Amendment 2 to the Bi-State Development Agency 401(k) Retirement Savings Program was provided in the Committee packet. Charles Stewart, Vice President Pension & Insurance provided a brief overview. Amendment 2 to the BSD 401(k) Retirement Savings Plan (the "Plan") was drafted at the direction of the Salaried Administrative Pension and 401(k) Plan Committee to address the accelerated vesting of non-elective employer contributions to participants in the event of their disability, attainment of the plans normal retirement age (65) or upon death. The Salaried Pension Plan was closed to new participants on July 1, 2013. At that time, an enhancement was made to the Plan that included employer only contributions of 4% of salary for new participants subject to a five (5) year vesting schedule at 20% per year. Amendment 2 changes the Plan to allow 100% vesting of those employer only contributions in the event the participant is disabled, attains the plans normal retirement age of 65, or upon death while still within the five (5) year vesting schedule timeframe. A motion for the Committee to approve and refer to the Board for approval this agenda item as presented was made by Commissioner Windmiller and seconded by Commissioner Cox. **Motion passed unanimously.**
8. **Pension Audit Update**
8:23 a.m. The Pension Audit Update report was provided in the Committee packet. Charles Stewart, Vice President Pension & Insurance provided a brief overview. The Pension Data Audit, issued by the Internal Audit Department (IAD) in March 2012 identified policy, procedure, recordkeeping and internal control deficiencies that affected both financial reporting and the general administration of the pension plans. IAD recommended that the pension trustees engage an independent certified public accounting firm to perform an annual financial statement audit. This recommendation was implemented and now occurs annually. In September 2018, Mayer Hoffman McCann, PC (MHM) issued the financial audit reports for plan years ended 2018. MHM issued unqualified "clean" audit opinions for plan years ended 2018 for all three pension plans. During the course of the audits, any matters MHM identified were reviewed with management and disclosed to the pension trustees. The identified issues were corrected prior to the completion of the audits. The 401(k) Retirement Savings Program for the year ended December 31, 2017 is in

process. 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.

9. Internal Audit Status Report – 1st Quarter FY2019

8:25 a.m. A briefing paper regarding the Internal Audit Status Report, 1st Quarter FY2019 was provided in the Committee packet. Jim Cali, Director Internal Audit, provided a brief overview. The Internal Audit Department (IAD) Status Report provides the Board, the Committee and Senior Management with a summary of IAD's quarterly activity pertaining to the Annual Audit Plan. In addition to tracking the status of the current audits and special projects, this report also highlights the follow-up activity related to the implementation of recommendations from prior audits. During the audit of the Passenger Revenue, "Universal Access Transit Passes for Colleges and Universities (U-PASS) Audit" IAD assisted management in the collection of outstanding accounts totaling \$327,373.35. IAD has been working with Human Resources to begin the recruitment process to fill the Internal Auditor – Transit position in accordance with the new State Safety Oversight audit requirements. This report is informational only, and no Committee action is required. A copy of the report will be kept at the office of the Deputy Secretary.

10. Internal Audit Follow-Up Summary – 1st Quarter FY2019

8:26 a.m. The briefing paper regarding the Internal Audit Follow-Up Summary, 1st Quarter FY2019 was provided in the Committee packet. Jim Cali, Director of Internal Audit, provided a brief overview. The Audit Follow-Up Summary Report is a comprehensive overview highlighting the current implementation status of recommendations issued in prior audit reports. Each recommendation has been reviewed and its status has been classified as either completed, outstanding or overdue. This report should be used to determine the timeliness and the completeness of the implementation of corrective action. Management should place specific focus on those recommendations that are determined to be overdue. There are no overdue or outstanding recommendation this quarter. A number of recommendations were closed during the quarter, however IAD is still tracking 110 total recommendations, and 76 have been totally completed, there are 34 that are outstanding but are not overdue. There were 8 audits during this quarter that were completely closed, and this was a tremendous effort on the part of management to implement recommendations in accordance with their action plans. This report is informational only, and no Committee action is required. A copy of the report will be kept at the office of the Deputy Secretary.

11. August Treasury Report

8:27 a.m. The August Treasury Report was provide in the Committee packet. Tammy Fulbright, Sr. Director Financial Planning & Treasury provided a brief overview. Bi-State Directed Funds had \$206 million with an average rate of return of 1.61% in June 2018. In August 2018 the Bi-State Directed Funds had approximately \$193 million with an average rate of return of 1.72%. The average rate of return is increasing and the funding is decreasing a bit primarily because we are waiting for final approval on appropriations. Trustee Directed Funds in June totaled \$46 million with an average rate of return of 2%. In August it was \$57.6 million with an average rate of return of 2.03%. We are ramping up funding because we pay our debt payments on October 1st. We made those payments and we were able to pay down \$9 million in principle. The Agency's 2009 and 2013 debt is now at approximately \$514 million. In March, June and September the Fed raised rates so the current Fed rate is at 2.25%. The current expectation is that there will be one (1) more rate increase this year, three (3) in 2019 and one (1) in 2020 and that will get us to 3.5%. Currently

our Treasury and Government Money Market accounts are earning a little over 2%, the three month Treasury is at about 2.25%, and the one year is a 2.6%. The long term rates on 30 year is at 3.3%. When we invest bonds, the two (2) year yield on Agency bond rate is 3% and the three (3) year is at 3.1%, which is not much of an increase for that extra year. The Agency's goal now is to stay on the short term end of our investment portfolio when making our investments and take advantage of the rates as they are increasing. 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

8:29 a.m. There was no unscheduled business.

13. Call of Dates for Future Committee Meetings

8:30 a.m. The Board was advised of the upcoming meetings, as follows:


Board Meeting:

Friday, November 16, 2018, 8:00 a.m.

14. 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).

8:30 a.m. Pursuant to the requirements of Section 10.080 (D) (1), (3), (10), and (17) of the Bi-State Development Board Policy, Chapter 10, Section 10.080, Chair Holman 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 Brown. A roll call vote was taken and the Commissioners present, Holman, Gully, Zimmerman, Brown, Windmiller and Cox voted to approve this agenda item. **Motion passed unanimously, and the Open Session meeting was adjourned at 8:30 a.m.**


Deputy Secretary to the Board of Commissioners
Bi-State Development

Open Session Item
10(a)

**Bi-State Development
Board of Commissioners
Agenda Item
November 16, 2018**

From: John M. Nations, President and Chief Executive Officer
Subject: **Contract Award: Midwest Transit – Purchase of Paratransit Vans**
Disposition: Approval
Presentation: Jessica Mefford-Miller–Executive Director Metro Transit; Larry Jackson, Executive Vice President of Administration; Darren Curry, Chief Mechanical Officer

Objective:

To present to the Board of Commissioners for approval, a request for authorization to award a 5 year, Indefinite Delivery/Indefinite Quantity Contract to Midwest Transit for the purchase of paratransit vans (minimum quantity 35, maximum quantity 150).

Committee Disposition:

This item was presented and discussed at the Operations Committee meeting on October 16, 2018. The Committee voted to recommend that the Board of Commissioners approve the contract award to Midwest Transit.

Board Policy:

Board Policy Chapter 50.010.E – Purchasing requires Board approval of Negotiated Procurements exceeding \$500,000

Funding Source:

Funding will be established for each subsequent purchase against this contract, prior to issuance of firm commitment for production, based on funds available and as established in the annual capital budgets. Funding for purchase of paratransit vans is typically 80% federal funds, including Surface Transportation Program (STP) and Congestion Mitigation and Air Quality (CMAQ) funds, and 20% local match. Individual task orders will be issued against this contract as requirements materialize and funding becomes available.

Background:

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.

This contract allows for a measured approach that quickly repopulates the paratransit fleet, replacing thirty-five (35) vans on the first year production. The anticipated production will depend on chassis availability, and at this time, July 2019 is a reasonable target date for beginning full production. The second production of 35 vans will be scheduled for July 2020, and will replace the remainder of the Chevrolet fleet that has far exceeded its useful life. The new vans would be put on a three (3) year replacement cycle, due to the relatively high mileage requirements at Call-A-Ride.

Following the procurement of seventy (70) vans described here, the balance of the paratransit fleet would consist of thirty-seven (37) 2014 and seventeen (17) 2016 Freightliners. These vehicles would be the last of the paratransit fleet equipped with three wheelchair positions. In 2019-2020, Product Development along with Call-A-Ride Operations will evaluate the performance of this type of vehicle in our operating profile. We will determine if the current contracted van can suffice for full fleet deployment. The alternative to continuing to purchase vehicles under this proposed contract would be to pursue a larger vehicle with three wheelchair positions. Replacing the remaining fifty-four (54) vans in the fleet with an alternative would require an additional contract.

The proposed contract award is based upon anticipated minimum and maximum requirements over the next five years. Bi-State Development Agency (**BSDA**) / Metro issued solicitation 18-RFP-104994-DH on February 15, 2018, which closed on April 25, 2018. 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. The Agency utilized a “Competitive Negotiation/Best Value” procurement method for this solicitation for the required new vans. This method was selected to ensure that the vehicle procured offered maximum customer comfort, as well as operational utility and efficiency for the cost.

Analysis:

Five (5) members of the Quality Assurance and Maintenance departments evaluated all proposals, considering both technical and cost data.

On September 13 and 14, members of the Metro Product Development and Procurement Department met with the top three (3) competitive bidders on the current Call-A-Ride solicitation for new vans. Each vendor was given a questionnaire regarding warranty processes for their proposed vehicle and the chassis original equipment manufacturer (**OEM**). All three vendors explained their warranty processes and how they intend to partner with Metro on this contract.

Midwest Transit clearly had a higher technical score than the others and came in 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. Thereafter, pricing will be adjusted up or down based on the PPI Index change for category 1413 Truck/Bus bodies unadjusted. Chassis price changes are subject to review. The change in the index will be used to adjust base order prices.

The original bids are listed below:

Bidder	Proposal #	Technical Score	BASE COST	
Central States Bus	1	489	\$94,400.00	El Dorado Aerotech 220
Central States Bus	2	483	\$88,815.00	El Dorado Advantage 220
Central States Bus	3	436	\$147,000.00	Arboc
Huntleigh	1	335	\$103,559.00	Glaval Universal
Huntleigh	2	305	\$133,290.00	Glaval Titan II Low Floor
Huntleigh	3	320	\$99,590.00	Glaval Titan II
Master's Transp.	1	480	\$95,140.00	El Dorado World Trans E26
Midwest Transit - Ford	1	539	\$83,403.00	Starcraft on Ford Chassis
Midwest Transit - Chevy	2	539	\$82,097.00	Starcraft on Chevrolet Chassis

Board Action Requested:

The Operations Committee recommends that the Board of Commissioners approve the request to award a five (5) year, Indefinite Delivery/Indefinite Quantity contract to Midwest Transit for the purchase of paratransit vans.

**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 16th 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:

By _____
Deputy Secretary to the Board of Commissioners

Open Session Item
10(b)

**Bi-State Development
Board of Commissioners
Agenda Item
November 16, 2018**

From: John M. Nations, President and Chief Executive Officer
Subject: **Contract Modification: MetroLink Elevator Rehabilitation – Phase 1**
Disposition: Approval
Presentation: Jessica Mefford-Miller, Executive Director Metro Transit, Scott Grott, General Manager MetroLink, Gregory Smith, VP Procurement & Inventory Management

Objective:

To present to the Board of Commissioners a request to authorize design and construction contract modifications associated with the MetroLink Elevator Rehabilitation Project and extend the period of performance to add the East Riverfront MetroLink Station elevators.

Committee Disposition:

This item was presented and discussed at the Operations Committee meeting on October 16, 2018. The Committee voted to recommend that the Board of Commissioners approve the contract modifications associated with the MetroLink Elevator Rehabilitation Project and extend the period of performance to add the East Riverfront MetroLink Station elevators.

Board Policy:

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

Funding Source:

Infrastructure Repair Additional Contingency - Federal Transit Administration (**FTA**) State of Good Repair Grant Number MO-54-0001 and Prop M Local Match.

Add 2 Units at East Riverfront Station - FTA State of Good Repair Grant Number MO-2018-002 and St. Clair County Transit District (**SCCTD**) Local Match.

Background:

On January 20, 2017, The Board of Commissioners approved the award of a single bid contract to The Harlan Company in the amount of \$2,145,450 with performance period not-to-exceed twenty-four months for the rehabilitation of MetroLink Station elevators that were constructed as part of the original 1993 MetroLink stations.

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 8th & Pine and one (1) at Union Station.

Metro Staff has identified additional infrastructure repairs needed for the rehabilitation of the remaining elevators. Capital funding of \$450,000 has been identified for this effort.

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), which now has available capital funding of \$369,000.

Analysis:

The original bid scope included a total of eight (8) elevators. The negotiated final scope included only six (6) elevators, due limited funds. The eliminated elevators included: Central West End, which will be replaced under a station redevelopment project, and North Hanley Garage, which is a newer elevator.

The purpose of the rehabilitation project is to extend the life of the elevator asset twenty (20) years. Harlan Company has successfully completed two (2) of six (6) elevator units (one at Laclede's Landing, and one at Union Station). Due to unforeseen additional infrastructure repairs (leaking roofs, elevator hoistway deterioration, and improper drainage), the completion of these elevators has resulted in increased cost and time. The additional expenses incurred to date have totaled just over \$225,000 for the two (2) units and has depleted budgeted contingencies. The additional repairs will result in the project exceeding the approved twenty-four (24) month duration. Recent inspection of the remaining four (4) units in Missouri (two at Convention Center and two at 8th & Pine Stations) has determined similar infrastructure repairs are needed to reach an additional twenty (20) year useful life for these units. The estimated cost of these additional infrastructure repairs is \$450,000. Additional funding has been identified and is listed in the Funding Source section above.

Funding has now been identified for the two (2) additional elevators that are located at the East St. Louis, Illinois East Riverfront MetroLink Station. Harlan Company is currently mobilized and uniquely experienced with the existing conditions, elevator equipment, and infrastructure repairs. Due to this unique experience, Metro believes this contractor is best qualified to continue elevator rehabilitation work on the two (2) recently funded units at East Riverfront Station. Funding for the additional infrastructure repair contingency and added East Riverfront units, totaling \$360,000, has been identified in the current capital budget and is listed in the Funding Source section above.

Board Action Requested:

The Operations Committee recommends that the Board of Commissioners approve the request to authorize the President & CEO to enter into a contract modification to include scope of work for the East Riverfront Elevators and additional infrastructure repairs at four (4) elevators (two at Convention Center and two at 8th 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.

**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 8th & 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 8th 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 8th 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 8th 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 16th 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:

By _____
Deputy Secretary to the Board of Commissioners

**Bi-State Development
Agenda Item
Board of Commissioners
November 16, 2018**

From: John M. Nations, President and CEO
Subject: **Contract Award – Pharmacy Benefit Management Services**
Disposition: Approval
Presentation: David Toben, Director of Benefits

Objective:

To present to the Board of Commissioners for approval a request for authorization to award a three (3) year contract to Express Scripts for pharmacy benefit management services, beginning December 1, 2018.

Committee Disposition:

This item was presented and discussed at the Audit, Finance & Administration Committee meeting on October 19, 2018. The Committee voted to recommend that the Board of Commissioners approve the request to award this contract.

Board Policy:

Board Policy Chapter 50.010, Section E.1.a, requires the Board of Commissioners to approve all Competitive Negotiation Procurements which exceed \$500,000.

Funding Source:

Funding is provided through Bi-State Development (**BSD**) Operating Budget.

Background:

BSD provides three, self-funded medical plans for its employees and retirees. Each of the plans has the same prescription drug benefit. In plan year ending December 31, 2017, paid claims for pharmacy benefits were approximately \$6.1 million, before drug manufacturer rebates.

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. The BHC was founded over 35 years ago to bring area employers together to use their combined purchasing power to ensure transparency, accountability, and best in class pricing in the health care space.

The 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. As a participating employer, we execute an Employer Participation Agreement (**EPA**). The original EPA was executed on December 1, 2007, and while that is our participation anniversary, we run the prescription drug plan year in conjunction with a calendar year.

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. Express Scripts Inc. is headquartered in St. Louis, and through this new contract will provide services to participating area employers which include the City of St. Louis, St. Louis County, St. Louis Public Schools, Ameren, Doe Run, Graybar, the University of Missouri and many others (see attachment). Each company maintains complete control over its benefit designs and clinical programs.

Express Scripts is being acquired by Cigna HealthCare and recently received Department of Justice approval. That acquisition is expected to close by year end. Cigna is currently our medical plan, third party administrator. Management believes the integration of outpatient pharmacy benefits, expected to occur over the next two years, will help improve over-all plan member experience as well as enhance cost management opportunities, while still maintaining best in class pricing.

The BHC/Express Scripts contract includes a provision for annual market checks to insure continuing pricing competitiveness. Under the new agreement, BSD anticipates improvements in discounts, rebates and a reduction in processing fees which will help mitigate prescription drug trend and cost inflation in 2019 and beyond.

Analysis:

BSD sponsors one self-funded pharmacy benefit plan for its active employees and early retirees and another for its grandfathered Medicare Part D eligible (post age-65) retirees. The BHC, BSD's Benefits Department and Gallagher Benefit Services pharmacy practice worked together to project the following costs:

	Gross Cost	Net Cost After Rebates & Subsidies
2019	\$7,351,595	\$5,716,034
2020	\$8,244,402	\$6,276,688
2021	\$9,266,476	\$6,934,498
Total	\$24,862,473	\$18,927,220

Through the agreement with Express Scripts, the plan receives drug manufacturer rebates, based upon the drugs being utilized by our plan membership. The plan receives quarterly drug manufacturer rebate payments which are applied against the plans gross cost outlay, as well as minor direct subsidy payments from the federal government for maintaining an employer sponsored Medicare Part D plan for a small group of grandfathered post age-65 retirees.

Board Action Requested:

It is recommended that the Board of Commissioners approve this request to award Express Scripts a three year contract at an estimated total cost of \$25,000,000.

Attachment:

1. St. Louis Area Business Health Coalition Pharmacy Management Initiative Overview

**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 16th 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:

By _____
Deputy Secretary to the Board of Commissioners

Open Session Item 10(c)

Attachment

Participating Employers

AAE International
 Aegion Corporation
 Ameren Corporation
 Arch Coal
 TheBANK of Edwardsville
 Bass Pro Shops
 Bi-State Development/Metro
 Bunzl Distribution
 Caleres
 City of St. Louis
 Daikin Applied
 Diocese of Springfield in IL
 The Doe Run Company
 Drury Hotels Company
 Emmaus Homes
 Ferguson Florissant School District
 Francis Howell School District
 Global Brass & Copper, Inc.
 Graybar Electric Company
 Laird Technologies
 Lutheran Senior Services
 Maines Paper & Food Service, Inc.
 Mallinckrodt
 MilliporeSigma
 North American Lighting
 Northwest R-I School District
 Olin Corporation
 Parkway School District
 PPR Talent Management Group
 Rockwood School District
 Saint Louis University
 Shelter Insurance
 Spire
 St. Louis County
 St. Louis Graphic Arts
 St. Louis Public Schools
 Sulzer US Holding, Inc.
 Sunnen Products Company
 Tucson Electric Power
 Unigroup
 University of Missouri
 WestRock
 World Wide Technology, Inc.

St. Louis Area Business Health Coalition (BHC) Pharmacy Management Initiative (PMI) Overview

Background

During 2002, several St. Louis employers requested that BHC group purchase PBM services, on behalf of members, in order to ensure transparency, accountability, and best in class pricing.

Program Highlights

- ✓ **Price improvements** during the employer contract term resulting from **annual market checks** to ensure that the **pricing stays competitive**.
- ✓ **Annual comprehensive audit** based on 100% of claims. Each company will receive an audit report and payment as appropriate.
- ✓ **Employer-friendly contract** with each employer becoming a party to the Main Agreement by executing a 3-page Employer Participation Agreement, (EPA).
- ✓ **Extensive clinical programs** designed to support enrollees in choosing the most clinically and cost effective therapies.
- ✓ All inclusive administrative fee (includes clinical, administrative, and reporting services) which eliminates the need for additional invoices. **"No nickel and diming"**
- ✓ **Quarterly "dashboard" reports** compare individual company performance to other participating employers.
- ✓ **Plan Design and Clinical Programs:** Each company maintains complete control over its benefit designs and clinical programs.
- ✓ **User Meetings:** PMI users meeting provide pharmacy updates and education to keep participants ahead of industry trends, on top of their company's performance, and engaged in program oversight. Pharmacy benefit consultants and Express Scripts' senior clinical leaders, researchers, and executives regularly participate during these meetings.

Program Cost: Established by employers at \$25,000 annually for two years and then \$20,000 annually thereafter. This amount is billed by Express Scripts, as a pharmacy management expense payable to BHC and is used to provide for audits, annual price checks and rebidding, consulting projects, users meetings, and other program management.

Open Session Item

10(d)

**Bi-State Development
Agenda Item
Board of Commissioners
November 16, 2018**

From: John M. Nations, President and CEO
Subject: **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**
Disposition: Approval
Presentation: Charles A. Stewart, Jr., Vice President, Pension & Insurance

Objective:

To present to the Board of Commissioners for approval, the 22nd Amendment to the Bi-State Development Local 788 ATU Employees' Pension Plan.

Committee Disposition:

This item was presented and discussed at the Audit, Finance & Administration Committee meeting on October 19, 2018. The Committee voted to recommend that the Board of Commissioners approve the 22nd Amendment to the Bi-State Development Local 788 ATU Employees' Pension Plan.

Board Policy:

Board Policy, Section 70.050, Employee's Pension and 401(k) Retirement Savings Plan states (in part) that:

- A. General. The Bi-State Development Agency (**BSD**) sponsors three defined benefit pension plans and one defined contribution plan for employees of the Agency. It is the responsibility of the Board of Commissioners to:
3. Oversee Trustee administration of the Plans;
 4. Approve Plan amendments, benefit formulas, and funding;
 5. Review Plan investment policies, procedures and provisions.

Funding Source:

No funding request is made for this matter. The pension plans are funded by employer and employee contributions.

Background:

Per an original 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. This provision was inconsistent between the three pension plans.

Analysis:

The primary purpose of plan Amendment 22 is to change this provision 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.

In addition, technical clarifications were made in the following areas:

- Clarification of language regarding application for pension disability benefits;
- Clarification of response time frames related to approval or denial of application for benefits.

The trustees for the Amalgamated Transit Union ("ATU") Employees' Administrative Pension Plan Committee discussed and approved this amendment in their August 2, 2018 meeting, and it is now pending BSD Board of Commissioners approval.

Board Action Requested:

The Audit, Finance and Administration Committee recommends that the Board of Commissioners approve the 22nd Amendment to the Bi-State Development Local 788 ATU Employees' Pension Plan, at the November 16, 2018 meeting.

Attachment:

1. Twenty-Second Amendment to the Bi-State Development Agency of the Missouri-Illinois Metropolitan District and 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 #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 16th 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:

By _____
Deputy Secretary to the Board of Commissioners

Exhibit A

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

Open Session Item 10(d)

Attachment

Twenty-Second Amendment
to the
Bi-State Development Agency of the Missouri-Illinois Metropolitan District and Local 788
Amalgamated Transit Union, AFL-CIO, Employees' Pension Plan

Whereas, this Twenty-Second Amendment to the Bi-State Development Agency of the Missouri-Illinois Metropolitan District and Local 788 Amalgamated Transit Union, AFL-CIO, Employees' Pension Plan, hereinafter referred to as the "Plan," is adopted by and between Bi-State Development Agency of the Missouri-Illinois Metropolitan District (d/b/a Metro), a body incorporate and political subdivision of the States of Missouri and Illinois, hereinafter referred to as "Metro," and Local 788, Amalgamated Transit Union, AFL-CIO, hereinafter referred to as the "Union," and

Whereas the Pension Committee recommends technical changes to the Plan,

NOW, THEREFORE, the Plan is hereby amended as follows:

1. Article 1, Section 1.15 is amended by deleting the section in its entirety and replacing it with the following language:

The term "Participant" means each Employee, and those former Employees who are retired and receiving benefits or who are eligible to receive pension benefits in the future.

2. Article 4, Section 4.01 is amended by deleting the first paragraph and subparagraph (a) and replacing it with the following language:

(a) **Application for Pension:** A Participant's failure to comply with the application procedures in this Section 4.01 will result in the denial of the application for retirement or disability benefits until such time as these procedures are satisfied, regardless of when the Participant attained the necessary age and Creditable Service to be eligible for

pension benefits. Any Participant claiming retirement benefits under this Article IV shall file an application for such benefits in writing with the Pension Committee or its designated third-party administrator on or before the first day of the month immediately preceding the retirement date. A Participant may retire only on the first day of the month, referred to as the "retirement date". Retirement benefits shall be payable in arrears beginning on the first day of the month following the retirement date.

- (b) An applicant for a disability pension shall be subject to a medical examination and evaluation by such medical doctor(s) selected and compensated by Metro for the purpose of determining if the applicant is medically qualified for a disability pension. The applicant shall authorize the release of medical and hospital records to Metro, the Pension Committee, the Pension Committee's designated third-party administrator, and to the medical doctor(s) that Metro designates.
- (c) Metro shall provide all available records and data for the Pension Committee, acting through its designated third-party administrator, to process all applications for retirement or disability pensions. The Pension Committee, or its designated third-party administrator, shall have the right at all times to request additional information concerning any or all records or data pertaining to the Plan. These records shall be open to inspection by the members of the Pension Committee or its designated third-party administrator.

3. Article 4, Section 4.05 is amended by deleting subparagraph (a) and replacing it with the following language:

- (a) Effective as of September 1, 1990, for O & M Unit Participants and October 1, 1990, for Clerical Unit Participants, if a Participant who has at least ten (10) years of Credited Service leaves the employment of Metro, such Participant may (a) apply for a refund of his or her contributions to the Plan, or (b) apply for a vested pension. If a Participant elects a vested pension, benefit payments will be deferred until the date such Participant attains age sixty-five (65) or is otherwise eligible for a pension benefit under Article 4 and files a written application for benefits. Benefits will be calculated based on the Participant's years of Credited Service and the pension formula which was in effect at the time the Participant terminated employment.

If a Participant entitled to a vested pension under this Section 4.05 dies before attaining age sixty-five (65), the Participant's Beneficiary will be entitled to receive a benefit beginning on the first of the month following the month in which the Participant would have attained age sixty-five (65). A Participant who accepts a refund of contributions to the Plan at any time prior to age 65 waives any right to claim any vested pension benefits from the Plan.

The Pension Committee may establish consistent procedures for election of deferred vested pension under this Section 4.05.

4. Article 4, Section 4.09 is amended by deleting subparagraph (b) and replacing it with the following language:

(b) Notwithstanding the foregoing provisions, and to the extent provided by law, at the direction of the Pension Committee, there may be deducted from a Participant's refund of contributions any amounts owed by the Participant to the Plan at the termination of such Participant's employment with Metro. No benefit payment shall be made to a Participant or Beneficiary until arrangements for a complete financial settlement with the Plan have been made.

5. Article 5, Section 5.05 is amended by deleting the Section in its entirety and replacing it with the following language:

Claim for Benefits: A Participant, Beneficiary or any other person who believes that he is entitled to, but has been improperly denied, a distribution or benefit under the Plan may file a claim for such distribution or benefit with the Pension Committee. Such claim must be filed on such form and with such documentation as the Pension Committee shall prescribe.

The Pension Committee shall consider all properly filed claims for distribution or benefit and shall notify the claimant in writing ordinarily within ninety (90) days of receipt of the claim as to whether the claim is allowed or denied. If an extension of time for processing such claim is needed, notice of the extension shall be given prior to the written termination of the initial ninety (90) day period. Such notice shall specify the circumstances requiring an extension and the date by which a final decision will be reached. The extended date may not be later than one hundred eighty (180) days after the original claim is filed. If the Pension

Committee fully or partially denies a claim, the written notice informing the claimant of the denial shall include the following:

- (a) The specific reason(s) for the denial of the claim;
- (b) The pertinent Plan provision(s) on which the denial is based;
- (c) A description of any additional material or information necessary for the claimant to perfect the claim and an explanation of why such material or information is necessary; and
- (d) An explanation of the claim review procedure available to the claimant.

The Pension Committee may deny a claim in whole or in part and shall notify the claimant of the extent of the denial.

A claimant who receives notice that his claim for distribution or benefit is denied in whole or in part may, within sixty (60) days after the receipt of the notice, apply to the Pension Committee for a review of the decision. Such application must be made on a form provided by the Pension Committee.

A claimant who files a claim for review with the Pension Committee shall have the following rights:

- (a) Upon reasonable notice to the Pension Committee, the claimant may examine documents in the possession of the Pension Committee that are pertinent to the decision under review; and
- (b) The claimant may submit written comments and issues to the Pension Committee relating to the decision under review.

The Pension Committee shall notify the claimant in writing within ninety (90) days of the later of the meeting following receipt of the application for review or the meeting following receipt of written comments and issues from the claimant as to whether the claim is allowed or denied. If an extension is needed due to special circumstances, the Pension Committee must give written notice within the initial ninety (90) day period specifying the reasons for the extension and the date on which the review will be complete; provided that such review will be completed within one hundred eighty (180) days of the meeting following the date the original application was received. If the application is denied, the written notice informing the claimant of the denial shall include the information specified in this Section 5.05.

A decision by the Pension Committee on an application for review shall be final and binding on all parties.

6. This Amendment may be executed in counter-parts.

IN WITNESS WHEREOF, this Twenty-Second Amendment has been approved by Metro and the Union and adopted by the Pension Committee as of this 2 day of Aug, 2018.

**Bi-State Development Agency
of the Mississippi-Illinois
Metropolitan District**

By: _____

Title: _____

Date: _____

**Local 788, Amalgamated
Transit Union, AFL-CIO**

By: Reginald M. Howard

Title: PRESIDENT B/A

Date: 8/2/2018

Pension Committee of Bi-state Development Agency of the Missouri-Illinois Metropolitan District and Local 788 Amalgamated Transit Union, AFL-CIO, Employees' Pension Plan

By: Liana R. Benz

Date: August 2, 2018

By: Reginald M. Howard

Date: 8/2/2018

By: Mark L. Vago

Date: August 2, 2018

By: Antoine Johnson

Date: 8/2/2018

By: _____

Date: _____

By: _____

Date: _____

Open Session Item
10(e)

**Bi-State Development
Agenda Item
Board of Commissioners
November 16, 2018**

From: John M. Nations, President and CEO
Subject: **Amendment 2 to the Bi-State Development Agency 401(k) Retirement Savings Program**
Disposition: Approval
Presentation: Charles A. Stewart, Jr., Vice President, Pension & Insurance

Objective:

To present to the Board of Commissioners for approval of Amendment 2 to the Bi-State Development Agency 401(k) retirement savings program.

Committee Disposition:

This item was presented and discussed at the Audit, Finance & Administration Committee meeting on October 19, 2018. The Committee voted to recommend that the Board of Commissioners approve Amendment 2 to the Bi-State Development Agency 401(k) Retirement Savings Program.

Board Policy:

Board Policy, Section 70.050, Employee's Pension and 401(k) Retirement Savings Plan states (in part) that:

- A. General. The Bi-State Development Agency (**BSD**) sponsors three defined benefit pension plans and one defined contribution plan for employees of the Agency. It is the responsibility of the Board of Commissioners to:
3. Oversee Trustee administration of the Plans;
 4. Approve Plan amendments, benefit formulas, and funding;
 5. Review Plan investment policies, procedures and provisions.

Funding Source:

No funding request is made for this matter. The 401(k) retirement savings program is funded through employer contributions, elective employee deferrals and employer matches to those elective deferrals.

Background:

At the direction of the Salaried Administrative Pension and 401(k) Plan Committee in their May 2, 2018 meeting, Pension & Insurance staff drafted Amendment 2 to the BSD 401(k) retirement savings plan to address accelerated vesting of non-elective employer contributions to participants in the event of their disability, attainment of the plan's normal retirement age (65) or upon death.

Analysis:

On July 1, 2013, the Salaried Pension Plan was closed to new participants. At that time, an enhancement was made to the BSD 401(k) retirement savings plan that included employer only contributions of 4% of salary for new participants, subject to a five year vesting schedule at 20% per year. The purpose of plan Amendment 2 is to change the 401(k) plan 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.

Board Action Requested:

The Audit, Finance and Administration Committee recommends that the Board of Commissioners approve Amendment 2 of the Bi-State Development Agency 401(k) Retirement Savings Program at the November 16, 2018 meeting.

Attachment:

1. 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 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 16th 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:

By _____
Deputy Secretary to the Board of Commissioners

Exhibit A

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

Open Session Item 10€
Attachment

**AMENDMENT NO. 2
TO THE BI-STATE DEVELOPMENT AGENCY
401(k) RETIREMENT SAVINGS PROGRAM**

WHEREAS, Bi-State Development Agency of the Missouri-Illinois Metropolitan District ("Employer"), adopted the Bi-State Development Agency 401(k) Retirement Savings Program ("Plan") effective as of February 1, 1985;

WHEREAS, the Plan was most recently amended and restated effective July 1, 2013;

WHEREAS, the Employer desires to amend the Plan effective October 1, 2018;

NOW, THEREFORE, the Plan is hereby amended effective as of October 1, 2018 as follows:

1. A new section 7.5 is added to Article VII of the Plan that reads as follows:

7.5 Accelerated Vesting of Non-Elective Employer Contributions. Notwithstanding any other provision of the Plan, a Participant shall become 100% vested in the Non-Elective Employer Contributions credited to his or her Account upon the Participant's: (i) Disability; (ii) attainment of Normal Retirement Age; or (iii) death.

IN WITNESS WHEREOF, the Employer has caused this Amendment No. 1 to the Plan to be executed by a duly authorized officer this ____ day of _____, 2018.

**EXECUTED ON BEHALF OF
THE EMPLOYER BY:**

By: _____

Title: _____

Signature: _____

4819-4620-1695, v. 1

**Bi-State Development
Board of Commissioners
Agenda Item
November 16, 2018**

From: John M. Nations,
President and Chief Executive Officer
Subject: **Appointment of Assistant Secretary**
Disposition: Approval
Presentation: John M. Nations

Objective:

Appointment of Myra Bennett, Manager of Board Administration, as Assistant Secretary with the authority and duties of Deputy Secretary, pursuant to Board Policy as outlined below.

Committee Disposition:

This item has not been presented to a committee; however, due to the importance of having continuity of business operations, I have granted permission for this item to be placed on the agenda for the Board of Commissioners' meeting on November 16, 2018.

Board Policy:

Section 10.020, Article 3 (J) (3) of the Board Bylaws provides that:

3. Deputy Secretary. There shall be appointed by the Board of Commissioners a Deputy Secretary of the Agency, who shall serve at the pleasure of the Board of Commissioners. The Deputy Secretary shall transcribe all of the proceedings of all meetings of the Board and its Committees; keep a journal of all proceedings of the Board in which journal the votes of ayes and nays of the Board shall be entered with any reasons for voting or objection to the action of the Board, if requested by any member of the Board; attest all contracts and papers and minutes of the Board and shall affix the Agency seal thereto when ordered to do so by the Board; keep and preserve in the manner prescribed by the Board all records, books, papers, and files belonging to the minutes of each meeting of the Board and prepare under the direction of the Board all reports, estimates, and etc., required by law and by the Board and generally do all things belonging to the office of Secretary of the Board that may be required by the Board. The records, books, papers, and files of the Agency maintained by the Deputy Secretary shall be available as provided by applicable law and Board Policy. **The Board may appoint one or more Assistant Secretaries with the authority and duties of the Deputy Secretary in the absence or inability to act as the Deputy Secretary.** (Emphasis added.)

Chapter 20, Section 20.030, *General Counsel and Deputy Secretary*, of the Collected Board Policies of the Bi-State Development Agency provides that:

- C. Deputy Secretary of the Agency (rev. 9/26/03). The General Counsel shall also serve as Deputy Secretary of the Agency. The Deputy Secretary of the Agency shall:

1. Transcribe all of the proceedings of all meetings of the Board and its Committees and keep a journal of all proceedings of the Board.
2. Attest all contracts and papers and minutes of the Board and shall affix the Agency seal thereto when ordered to do so by the Board.
3. The Deputy Secretary of the Agency shall maintain the Agency By-laws, Collected Policies, and all other official records of the Agency.
4. The Deputy Secretary shall receive all communications sent to the Board and shall present all communications received to the Board.

Funding Source:

Not applicable.

Background:

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, it is in the best interests of BSD to appoint Ms. Bennett to serve as Assistant Secretary, with the authority and duties of Deputy Secretary, pursuant to Board Policy as outlined above.

Analysis:

Ms. Georgeff, Director of Executive Services, currently manages all administrative functions for meetings of the Board and its Committees, and has in the past, served as Recording Secretary for meetings of the Board in the absence of the Deputy Secretary . For the ease of administration, Ms. Barbara Georgeff and Ms. Shirley Bryant were appointed to perform the duties of Assistant Secretary to facilitate the handling of Agency business. Due to the upcoming retirement of Ms. Georgeff, and in order that Agency business be handled appropriately and in a timely manner, it is recommended that Ms. Bennett be appointed as an Assistant Secretary, as she will now manage all administrative functions for the Board. Ms. Bryant will also continue to serve as an Assistant Secretary.

Board Action Requested:

For ease of administration and to facilitate the handling of Agency business, it is requested that Myra Bennett, Manager of Board Administration, be appointed as Assistant Secretary with the authority and duties of Deputy Secretary, pursuant to Board Policy.

**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 16th 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**

(Seal)

By: _____

Title: _____

ATTEST:

Deputy Secretary to the Board of Commissioners

**Bi-State Development
Board of Commissioners
2019 Board and Committee Meeting Schedule***
(All Meetings Begin at 8:00 a.m.)

Tuesday, January 15, 2019 (Tentative)*

Operations Committee

Friday, January 25, 2019 (Tentative)*

Audit, Finance & Administration
Committee

Friday, February 22, 2019

Board Meeting

Tuesday, March 19, 2019 (Tentative)*

Operations Committee

Friday, March 22, 2019 (Tentative) *

Audit, Finance & Administration
Committee
(Budget Review Meeting)

Friday, April 26, 2019

Board Meeting (Budget Approval)

Tuesday, May 14, 2019 (Tentative)*

Operations Committee

Friday, May 17, 2019 (Tentative)*

Audit, Finance & Administration
Committee

Friday, June 28, 2019

Board Meeting

Tuesday, August 20, 2019 (Tentative)*

Operations Committee

Friday, August 23, 2019 (Tentative)*

Audit, Finance & Administration
Committee

Friday, September 27, 2019

Board Meeting

Tuesday, October 15, 2019 (Tentative)*

Operations Committee

Friday, October 18, 2019 (Tentative)*

Audit, Finance & Administration
Committee

Friday, November 22, 2019

Board Meeting

*Committee meeting dates are scheduled tentatively and will be confirmed by the Committee Chair.