



# Board of Commissioners

September 25, 2015, 9:30 a.m.

## Notice of Meeting and Agenda

**Bi-State Development  
Board Of Commissioners  
Friday, September 25, 2015, 9:30 a.m.**

**Headquarters - Board Room, 6<sup>th</sup> 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.**

<b>Agenda</b>	<b>Disposition</b>	<b>Presentation</b>
1. Call to Order	Approval	Vice-Chair Gully
2. Roll Call	Quorum	S. Bryant
3. Minutes of June 26, 2015, Open Session Board Meeting	Approval	Vice-Chair Gully
4. Report of Treasurer	Information	Commissioner Buehlhorn
5. Report of President	Information	J. Nations
6. Finance & Administration Committee Report	Information	Commissioner Kicielski
7. Adjustment of Consent Agenda	Approval	Vice-Chair Gully
8. Consent Agenda Item(s)	Approval	Vice-Chair Gully
(a) Contract Award to Arrowhead Industries LLC for Alstom Model 5F Power Operated Switch Machines (Finance & Administration Committee Recommends Approval)	Approval	J. Nations / L. Jackson
(b) Contract Award to Flow International Corporation for Water Jet Cutting Machine (Finance & Administration Committee Recommends Approval)	Approval	J. Nations / L. Jackson
(c) Contract Award for General Legal Counsel Services (Finance & Administration Committee Recommends Approval)	Approval	J. Nations / B. Enneking / L. Jackson
(d) Sole Source Contract Award to Four Nines Technologies for Transit Asset Management Phase II Software Selection and Implementation Oversight (Finance & Administration Committee Recommends Approval)	Approval	J. Nations / S. Jennings / T. Beidleman / L. Jackson
9. Potential Refunding of Series 2009 Cross County Bonds / Fifth Amendment to Memorandum of Agreement (Finance & Administration Committee Recommends Approval)	Approval	J. Nations / K. Klevorn / T. Fulbright / J. White (Columbia Capital)

Agenda	Disposition	Presentation
10. Amendments #23 and #24 to Pension Plan for Salaried Employees and Amendment #1 to 401(k) Retirement Savings Plan (Finance & Administration Committee Recommends Approval)	Approval	J. Nations / C. Stewart / B. Enneking
11. Sole Source Contract Award to Conference Technologies, Inc. for Jefferson National Expansion Memorial (JNEM) Gateway Arch Exhibit Rehabilitation	Approval	J. Nations / J. Nixon / L. Jackson
12. Financial Statements, FY 2015, Fourth Quarter (Presented to Finance & Administration Committee)	Information	J. Nations / K. Klevorn
13. Performance Indicators, FY 2015, Fourth Quarter (Presented to Finance & Administration)	Information	J. Nations / K. Klevorn
14. Procurement Report, FY 2015, Fourth Quarter	Information	J. Nations / L. Jackson
15. Unscheduled Business	Approval	Vice-Chair Gully
16. Public Comment*	Information	Vice-Chair Gully
17. Call of Dates for Future Board Meetings	Information	S. Bryant
18. Adjournment to Executive Session	Approval	Vice-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 under §610.021(1), RSMo; leasing, purchase or sale of real estate under §610.021(2); personnel actions under §610.021(3); discussions regarding negotiations with employee groups under §610.021(9); sealed bids, proposals and documents related to negotiated contracts under §610.021(12); personnel records or applications under §610.021(13); records which are otherwise protected from disclosure by law under §610.021(14); records relating to hotlines established for reporting abuse and wrongdoing under §610.021(16); or confidential or privileged communications with the District's auditor, including auditor work products under §610.021(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 AGENCY / METRO  
BOARD OF COMMISSIONERS MEETING  
OPEN SESSION MINUTES  
JUNE 26, 2015**

**Commissioners in Attendance**

**Missouri**

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

**Illinois**

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

**Staff in Attendance**

John Nations, President & CEO  
Barbara Enneking, General Counsel and Deputy Secretary  
Shirley Bryant, Certified Paralegal  
Jim Cali, Director of Internal Audit  
Ray Friem, Chief Operating Officer-Transit Services  
Larry Jackson, Vice-President, Procurement, Inventory Management & Supplier Diversity  
Jenny Nixon, Senior Vice President Business Enterprises  
Melva Pete, Vice President Human Resources  
Dianne Williams, Vice President Marketing & Communications  
Patti Beck, Director of Communications  
Barbara Georgeff, Executive Assistant to President & CEO  
Kent Swagler, Director Corporate Compliance and Ethics  
Mark Vago, Controller  
Scott Grott, Chief MetroLink Operations  
Tamara Fulbright, Director Treasury Services  
Sheila Hockel, Manager Emergency Preparedness  
Charles Stewart, Vice President, Pensions & Insurance  
Matthew Hibbard, Social Media Manager  
Christie Olden, Supervisor Accounting  
Adam Schisler, Budget System Administrator  
Charles Pogorelac, Manager Financial Planning & Budget  
Richard Zott, Chief of Public Safety  
Chance Baragary, Manager Gateway Arch Construction  
David Toben, Director Benefits  
Fred Bakarich, Director Engineering Systems  
Kerry Kinkade, Vice President Chief Information Officer  
Tracy Beidleman, Director Program Development & Grants  
Reggie Cavitt, ATU Local 788  
Michael Gibbs, Accountant Business Enterprise

Charles Priscu, Director Labor Relations  
Jerry Vallely, External Communications Manager  
Alice Stanley, Grants Analyst  
Diana Wagner-Hilliard, Director Workforce Diversity/EEO

**Others in Attendance**

Hugh Scott  
Andrew Poithast, HNTB

**1. Call to Order**

**8:00 a.m.** Commissioner Dietzel called the Open Session Board Meeting to order at 8:00 a.m.

**2. Roll Call**

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

**3. Recognition of Former Commissioner Hugh Scott**

**8:01 a.m.** Commissioner Dietzel and John Nations, President & CEO, made a special presentation in recognition of the contributions made by Commissioner Hugh Scott. Mr. Nations stated that Commissioner Scott has given selflessly of himself for more than a decade to the successes of the Agency. He has a reputation in this community that goes far beyond the Metro Board, and his legacy is well known throughout the St. Louis community. The Agency was delighted when he was willing to lend his talents and energies to its endeavors. In recognition of Commissioner Scott's years of service he was presented with a Resolution and a lifetime pass on the Metro system. Commissioner Dietzel stated that Commissioner Scott is a great friend and on behalf of the Board thanked him for his years of service to the Agency and the community and wished him well in his new endeavors.

Commissioner Scott thanked the Board and Mr. Nations for the recognition, stating that he and his family have always been committed to public transit. His mother rode the buses everywhere she wanted to go, and that was instilled in him as a youngster growing up in the St. Louis community. Serving the ten years on the Agency's Board of Commissioners has been a crowning glory for him, and he thoroughly enjoyed it. He was proud to be a part of the Board responsible for selecting Mr. Nations as the President & CEO. He thanked Jenny Nixon, Senior Vice President Business Enterprises, and Ray Friem, Chief Operating Officer Transit Services, for their service to the Agency, and presented Mr. Friem with a \$1.25 weekly bus pass from 1942. In conclusion, he thanked the Board and the Agency employees, stating that it was an honor to serve on the Agency's Board.

**4. Minutes of Prior Open Session Board Meetings**

**8:11 a.m.** The April 24, 2015, Open Session Board Meeting Minutes were provided in the Board packet. A motion to approve the minutes was made by Commissioner Kicielinski and seconded by Commissioner Brown. **Motion passed unanimously.**

**5. Report of Treasurer**

**8:11 a.m.** No presentation was made. This agenda item was informational only. The Treasurer's Report was provided in the Board packet and will be kept at the office of the Deputy Secretary.

**6. Report of President**

**8:12 a.m.** John Nations, President & CEO, stated that in keeping with the theme of recognizing devoted service, he wants to recognize the exemplary action of an employee, Alice Stanley,

Grants Analyst. Mr. Nations presented a proclamation to Ms. Stanley who went above and beyond her duty in the action she took on March 28, 2015, when she offered assistance to a MetroBus operator who was in need of police assistance. Ms. Stanley saw the "Please Call the Police" head sign on the front of the bus and she pulled alongside the bus and asked the operator if she was okay and the operator shook her head "no." Ms. Stanley then called 911 to report the situation to law enforcement and selflessly and determinately continued to follow the bus while waiting for Metro and law enforcement personnel to arrive. When the authorities arrived, Ms. Stanley stayed with the operator while the potentially dangerous individual on board the bus was taken into custody. Ms. Stanley provided comfort and reassurance to the operator throughout this difficult ordeal and waited with her until a relief operator arrived. Ms. Stanley's quick thinking and decisive action helped to defuse a potentially volatile situation and ensured that the MetroBus Operator made it home safely. The proclamation expressed the Agency's sincerest admiration and pride in Ms. Stanley for her actions on March 28, 2015. Mr. Nations added that Ms. Stanley is very devoted to her duties and is one of the nicest people, who always has a smile on her face, and is willing to help. It is a great privilege to present this proclamation to Ms. Stanley not only for this particular incident but for what she does for the Agency every day.

In response, Ms. Stanley thanked Mr. Nations and the Board for the recognition stating that what she did was no more than what any other employee would do and we are all one family and we protect each other.

Mr. Nations announced a few personnel changes and introduced Diana Wagner-Hilliard, who is the new Director of Workforce Diversity/EEO. Ms. Wagner-Hilliard is an attorney and Human Resources professional. Her experience includes employment and labor law, including EEOC, ADA, HIPPA, and employment related investigation and litigation. Charles Stewart, Vice President of Pensions & Insurance, previously reported to Melva Pete, Vice President Human Resources. Mr. Stewart has been reassigned to be in charge of the Internal Service Fund, and he is now a direct report to Mr. Nations in this important endeavor that is a priority to the Board. Mary Lamie has been hired as the new Executive Director of the Freight District and her start date will be July 1, 2015. Ms. Lamie has a very distinguished history in the public sector and is well known across the region. Her most recent public position was with the Illinois Department of Transportation. Effective July 1, 2015, Ray Friem, Chief Operating Officer Transit Services, will have the new title of Executive Director of Metro Transit. Mr. Friem's new title will better align his responsibilities and contributions to transit operations. In closing, Mr. Nations informed the Board that management is currently engaged in the budget appropriation processes with both St. Louis City and St. Louis County.

**7. Finance & Administration Committee Report**

**8:17 a.m.** The May 15, 2015 Finance & Administration Committee minutes were included in the Board packet. Commissioner Kicielinski stated that the Finance & Administration Committee met in Open Session on May 15, 2015, and the draft minutes of that meeting were included in the Board packet at tab #7. He advised that two items are being presented on the Consent Agenda for Board consideration: Consent Agenda Item #11(e) – Sole Source Contract Authorization for Hardware and Software Maintenance Agreements; and Consent Agenda Item #11(f) – Sole Source Contract Award to Interior Investments, Inc. for Herman Miller Systems Furniture. The Committee discussed the Board Compliance and Ethics Training, and Kent Swagler, Director of Corporate Compliance and Ethics, will provide a presentation to the Board at today's meeting under Agenda Item #12. The Financial Statements and Performance Indicators for the 3<sup>rd</sup> quarter, FY15 were also presented at the Committee meeting and will be presented today under Agenda Items #14 and #15, respectively. The March 2015 Treasury Report was presented and discussed at the Committee meeting. David Toben, Director of Benefits provided the 2014 year-end review

of the self-funded health plan. Charles Stewart, Vice President Pension & Insurance provided an overview of the 2014 Pension Valuation.

**8. Audit Committee Report**

**8:18 a.m.** John Nations, President & CEO, advised the Board that a minor revision was made to the May 22, 2015 Audit Committee minutes on June 24, 2015, and that the revised minutes were provided at the Board members' places. The correction was to Agenda Item #10 – FY16 Annual Audit Work Plan & Risk Assessment, removing the words "Committee to approve and forward to the Board for approval" because only the Committee's approval was required. **NOTE: A copy of the revised Committee minutes was included in the Deputy Secretary's records.** In the absence of Commissioner Gully, Mr. Nations presented the Open Session Audit Committee meeting report, advising that the Audit Committee met on May 22, 2015, and a draft copy of the meeting was included in the Board packet at tab #8. One item is being presented on the Consent Agenda for Board consideration under Consent Agenda Item #11(a) – Contract Award to CGN & Associates for Procedure Review Consultant Services. Crowe Horwath presented their quality assessment review of the Internal Audit Department. As part of that review, suggestions were made to update the Charter and the Policies and Procedures Manual, which were addressed by the Internal Audit Department. The Audit Committee approved those changes. Jim Cali, Director Internal Audit, provided an overview of the FY16 Annual Audit Work Plan and Risk Assessment that was approved by the Committee. The Committee also reviewed the Internal Audit Status Report and the Internal Audit Follow-Up Report for the 3<sup>rd</sup> quarter, FY15. The Safekeeping Quarterly Accounts Audit for December 31, 2014 was also presented.

**9. Operations Committee Report**

**8:20 a.m.** The May 19, 2015 Open Session Operations Committee Minutes were provided in the Board packet. Because Commissioner Buehlhorn was participating by phone he requested that John Nations, President & CEO, provide the Operations Committee report. Mr. Nations stated that the Operations Committee met in Open Session on May 19, 2015, and the draft minutes of that meeting are included in the Board packet at tab #9. Items on the Consent Agenda for Board consideration today are: Consent Agenda Item #11(b) – Contract Award to Gillig Corporation for Purchase Of Low Floor Transit Buses; Consent Agenda Item #11(c) – Contract Award to St. Louis Bridge Construction Company for the Ewing Yard Retaining Wall Remediation Design-Build Project; and Consent Agenda Item #11(d) – Contract Extension Of Time Of Performance With Illinois Excavators, Inc. for Illinois Slopes Stabilization Services and Scour Protection – Phase 2 Construction. An overview of the Transit Capital Program was presented to the Committee, and this will be presented to the Board today under Agenda Item #13. The Metro Adopt-A-Stop Program that is scheduled for kick off this summer was presented and discussed. Ray Friem, Chief Operating Officer Transit Services, provided an overview of the Transit Operations FY15 3<sup>rd</sup> quarter Performance Report.

**10. Adjustment of Consent Agenda**

**8:21 a.m.** There were no adjustments to the consent agenda.

**11. Consent Agenda Item(s): (a) Contract Award to CGN & Associates for Procedure Review Consultant Services (Audit Committee Recommends Approval) (Resolution #701); (b) Contract Award to Gillig Corporation for Purchase of Low Floor Transit Buses (Operations Committee Recommends Approval) (Resolution #700); (c) Contract Award to St. Louis Bridge Construction Company for the Ewing Yard Retaining Wall Remediation Design-Build Project (Operations Committee Recommends Approval) (Resolution #698); (d) Contract Extension of Time of Performance With Illinois Excavators, Inc. for Illinois Slopes Stabilization Services and Scour Protection – Phase 2 Construction (Operations**

**Committee Recommends Approval) (Resolution #699); (e) Sole Source Contract Authorization for Hardware and Software Maintenance Agreements (Finance & Administration Committee Recommends Approval) (Resolution #704); (f) Sole Source Contract Award to Interior Investments, Inc. for Herman Miller Systems Furniture (Finance & Administration Committee Recommends Approval) (Resolution #705).**

**8:21 a.m.** A motion to approve these Consent Agenda items was made by Commissioner Kicielinski and seconded by Commissioner Farrell. **Motion passed unanimously.**

**12. Board Compliance and Ethics Training (Presented to Finance & Administration Committee)**

**8:22 a.m.** The briefing paper and PowerPoint presentation regarding the Board Compliance and Ethics Training report were provided in the Board packet. Kent Swagler, Director Corporate Compliance and Ethics, presented the Board Compliance and Ethics Training. This presentation included ethics standards, requirements, and overviews of the Compliance and Fraud Helpline, which provides ethics training for the Board Commissioners. Mr. Swagler discussed the workplace violence prevention training. Commissioner Kicielinski asked how often the Agency had to defend an employee for personal liability, in response Mr. Swagler said none. Commissioner Kicielinski asked if there was any kind of liability umbrella or errors and omissions to cover the employees. Mr. Swagler advised the Board that the Agency could certainly take that up with the legislature. Mr. Swagler has made it known to the operators that through the efforts of Mr. Nations and Mr. Friem, the Missouri Legislature passed a law making it a felony offense to assault any public transit employee. Commissioner Kicielinski stated that he has served on other Board of Trustees that required him to carry his own errors and omissions coverage and requested that Mr. Swagler research to determine if the operators can be covered even if they have to pay for it themselves. This report was informational only and a copy of the report will be kept at the office of the Deputy Secretary.

**13. Transit Capital Program Overview (Presented to Operations Committee)**

**8:40 a.m.** The briefing paper and PowerPoint presentation regarding the Transit Capital Program Overview were provided in the Board packet. John Nations, President & CEO, stated that this agenda item was presented and discussed at the Operations Committee meeting on May 19, 2015. This presentation and the ensuing discussion provided information about the source and required uses of various federal funds provided to the Agency. It also outlined changes in funding programs under the 2012 Moving Ahead for Progress in the 21<sup>st</sup> Century Act (MAP-21). The information was included in the Board packet for the Commissioners' review and future reference, and no additional presentation was necessary. This report was informational and no Board action was required. A copy of the report will be kept at the office of the Deputy Secretary.

**14. Financial Statements, FY 2015, Third Quarter (presented to Finance & Administration Committee)**

**8:40 a.m.** The Financial Statements, FY15, Third Quarter Report was provided in the Board packet. This agenda item was reviewed extensively at the Finance and Administration Committee meeting and no additional presentation was made. This report was informational and no Board action was required. A copy of this report will be kept at the office of the Deputy Secretary.

**15. Performance Indicators, FY 2015, Third Quarter (Presented to Finance & Administration Committee)**

**8:41 a.m.** The Performance Indicators, FY15, Third Quarter Report was provided in the Board packet. This agenda item was reviewed extensively at the Finance and Administration

Committee meeting and no additional presentation was made. This report was informational and no Board action was required. A copy of this report will be kept at the office of the Deputy Secretary.

**16. Unscheduled Business**

**8:42 a.m.** Ray Friem, Chief Operating Officer Transit Services congratulated Fred Bakarich, Director Engineering Systems, and John Hoffman, Quality Assurance & Control Manager, on successfully reaching an agreement with the City of St. Louis to proceed with the Downtown Transfer Center. This agreement will allow the Agency to move forward with the agreed upon design revisions. The ramp that was on the south side of the building will now be on the north side. Mr. Friem also congratulated Scott Grott, Chief MetroLink Operations, for successfully restoring service last night to keep the system running.

**17. Public Comment**

**8:44 a.m.** There was no public comment.

**18. 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 under §610.021(1); RSMo; leasing, purchase or sale of real estate under §610.021(2); personnel actions under §610.021(3); discussions regarding negotiations with employee groups under §610.021(9); sealed bids, proposals and documents related to negotiated contracts under §610.021(12); personnel records or applications under §610.021(13); records which are otherwise protected from disclosure by law under §610.021(14); records relating to hotlines established for report abuse and wrongdoing under §610.021(16); or confidential or privileged communications with the District's auditor, including auditor work products under §610.021(17).**

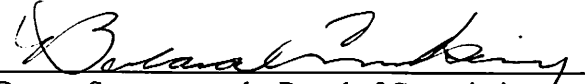
**8:44 a.m.** Pursuant to the requirements of Section 610.021(1), 610.021(2), 610.021(14), and 610.021(16) of the Revised Statutes of Missouri, Commissioner Dietzel requested a motion to allow the Board to go into closed session. A motion to go into Executive Session was made by Commissioner Kicielinski and seconded by Commissioner Brown. A roll call vote was taken and the Commissioners present, Brown, Farrell, Holman, Schoemehl, Buehlhorn, Dietzel, Kicielinski and Watson voted to approve this agenda item. **Motion passed unanimously.**

**19. Call of Dates for Future Board Meetings**

**9:54 a.m.** The next Operations Committee meeting is scheduled for Tuesday, August 18, 2015; the Finance & Administration Committee meeting is scheduled for Friday, August 28, 2015; and the next Board meeting is scheduled for Friday, September 25, 2015.

**20. Adjournment**

**955 a.m.** A motion to adjourn the Open Session Board meeting was made by Commissioner Kicielinski and seconded by Commissioner Brown. **Motion passed unanimously.**

  
Deputy Secretary to the Board of Commissioners  
Bi-State Development Agency / Metro

**A RESOLUTION OF THE BOARD OF COMMISSIONERS  
OF THE BI-STATE DEVELOPMENT AGENCY  
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT  
AWARDING A CONTRACT TO CGN & ASSOCIATES D/B/A CGN GLOBAL  
FOR PROCEDURE REVIEW CONSULTANT SERVICES**

**PREAMBLES:**

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

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

*Whereas*, Board Policy Chapter 50, §50.010(A)(8) and §50.010(E)(1)(b), requires Board approval of all non-competitive procurements exceeding \$100,000; and

*Whereas*, funding is provided through the U. S. Department of Homeland Security ("DHS"), Transportation Security Grant Program ("TSGP"); and

*Whereas*, DHS provides grant funding to owners and operators of public transit systems under the TSGP. The TSGP provides funds to protect critical surface transportation infrastructure and the traveling public from acts of terrorism; and

*Whereas*, a review of Agency's Emergency Response Communication procedures is needed in order to improve communication shortfalls that may jeopardize the Agency's ability to respond quickly to an emergency. The review will provide an evaluation of the effectiveness of those procedures to establish and maintain an operational communication path that is accurate and complete; and

*Whereas*, the Request for Proposal 15-RFP-101566-CB was issued on April 8, 2015 and one proposal was received although ten firms were invited to participate. The proposal was reviewed and the pricing determined to be fair and reasonable however Agency determined that the cost could be further reduced by negotiating the work requirements; and

*Whereas*, it is feasible, necessary and in the public interest for the Agency to award a contract to CGN & Associates d/b/a CGN Global for procedure review consultant services in an amount not-to-exceed \$122,000, 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 contract award to CGN & Associates d/b/a CGN Global for procedure review consultant services in an amount not-to-exceed \$122,000.

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 CGN & Associates d/b/a CGN Global.

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. 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 26<sup>th</sup> day of June, 2015.

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

By David A. Tuttle  
Title Chairman

[SEAL]

ATTEST:

By [Signature]  
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 CONTRACT AWARD TO GILLIG CORPORATION FOR  
LOW FLOOR BUSES**

**PREAMBLES:**

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

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

*Whereas*, Board Policy Chapter 50, §50.010(A)(2) and §50.010(E)(1)(a), requires Board approval of all Competitive Negotiated Procurements exceeding \$500,000; and

*Whereas*, specific funding for each order will be detailed annually in Agency's Capital Budget. Typically buses are procured through a mix of Federal, Illinois Department of Transportation and local funding sources; and

*Whereas*, the Request for Proposal 15-RFP-100793-DH was issued on November 11, 2014 seeking proposals for low floor transit buses and included options for diesel, CNG and hybrid vehicles; and

*Whereas*, Metro's anticipated replacement schedule is an average of 30 buses per year and the current fleet is 100% diesel; and

*Whereas*, two proposals were received and scored based upon the Federal Transit Administration's Best Value Source Selection methodology and Gillig Corporation was selected by the reviewing committee; and

*Whereas*, it is feasible, necessary and in the public interest for the Agency to approve the award for a five-year Indefinite Delivery – Indefinite Quantity Contract to Gillig Corporation for 30, 35 and 40 Foot Low Floor buses covering procurements of diesel, CNG and hybrid, 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 full 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 of the five-year Indefinite Delivery – Indefinite Quantity Contract to Gillig Corporation for 30, 35 and 40 Foot Low Floor buses covering procurements of diesel, CNG and hybrid.

**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 Gillig Corporation.

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.      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 26<sup>th</sup> day of June, 2015.

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

By David A. Ditzel  
Title Chairman

[SEAL]

ATTEST:

By [Signature]  
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 CONTRACT AWARD TO ST. LOUIS BRIDGE  
CONSTRUCTION COMPANY FOR THE EWING YARD RETAINING WALL  
REMEDiation DESIGN-BUILD PROJECT**

**PREAMBLES:**

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

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

*Whereas*, Board Policy Chapter 50, §50.010(A)(2) and §50.010(E)(1)(a), requires Board approval of all Competitive Negotiated Procurements exceeding \$500,000; and

*Whereas*, funding is 80% FTA MO-90X296, MO-05-0028, MO-54-0001 and 20% Agency Capital Budget; and

*Whereas*, on April 3, 2014 a 100 foot segment of the MetroLink Ewing Yard retaining wall collapsed. Following a review it was determined that all but 58 feet of the approximately 1000 foot wall required remedial measures to restore structural stability. Further on December 5, 2014, following a period of extensive rain, a second wall failure occurred as roughly 160 feet of wall collapsed into the Ewing Yard; and

*Whereas*, staff has established an Independent Cost Estimate ("ICE"), including contingencies, of \$9,562,740 for the repair of the existing failed structures and for the removal and replacement of approximately 650 feet of additional structure as well as the repair and return to service of two MetroLink storage tracks impacted by the wall failure; and

*Whereas*, the Request for Proposal 15-RFP-101065-CB was issued on December 16, 2014 seeking proposals for design construction services for the remediation of the Ewing Yard wall and repair of all damage resulting from the wall failures; and

*Whereas*, three firms competed for the final award and St. Louis Bridge Construction Company ("SLB") was selected by the review committee for a negotiated contract in an amount not-to-exceed of \$4,500,000; and

*Whereas*, given the potential for unforeseen conditions with this project staff recommends that the remaining sum of \$5,062,740 (the project budget based upon the ICE less the \$4,500,00 contract to SLB) be used as a contingency in order to allow the project to progress in the event unexpected conditions manifest; and

*Whereas*, it is feasible, necessary and in the public interest for the Agency to approve the contract award to St. Louis Bridge Construction Company for design construction services for the remediation of the Ewing Yard wall and repair of all damage resulting from the wall failures in an amount not-to-exceed \$4,500,000 and authorize \$5,062,740 as a contingency, 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 contract award to St. Louis Bridge Construction Company for design construction services for the remediation of the Ewing Yard wall and repair of all damage resulting from the wall failures in an amount not-to-exceed \$4,500,000 and also authorizes \$5,062,740 as a contingency.

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 St. Louis Bridge Construction 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.

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 26<sup>th</sup> day of June, 2015.

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

By David A. Ditzel  
Title Chairman

[SEAL]

ATTEST:

By [Signature]  
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 EXTENSION OF TIME OF PERFORMANCE FOR  
CONTRACT WITH ILLINOIS EXCAVATORS, INC FOR ILLINOIS SLOPES  
STABILIZATION SERVICES AND SCOUR PROTECTION – PHASE II**

**PREAMBLES:**

*Whereas*, The Bi-State Development Agency of the Missouri-Illinois Metropolitan District (the “Agency”) 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(G)(2) requires Board approval of contract performance extensions exceeding 180 days; and

*Whereas*, the funding for the Slope Stabilization – Phase II Project is 100% Illinois Department of Transportation (“IDOT”) and the Embankment Erosion Control Project is 74.14% IDOT and 21.86% St. Clair County Transit; and

*Whereas*, Agency has contracted with Illinois Excavators, Inc. for the Slope Stabilization – Phase II and Embankment Erosion Control Projects. The originally scheduled completion date for these Projects was November 15, 2014. This date was based upon an April 1, 2014 Notice to Proceed (“NTP”). However the NTP was delayed four months due to a delay in pre-award concurrence from IDOT. The delayed construction start caused the contractor to miss the most favorable construction season in the first year of the contract and contractor was not able to final shape and seed any of work areas in 2014; and

*Whereas*, IDOT allows fall seeding between August 1 and November 15 and spring seeding between March 1 and June 1. With numerous rains in spring of 2015 contractor has been unable to perform final shaping of work areas that require seeding. Therefore staff recommends the contract be extended to incorporate the 2015 fall seeding season; and

*Whereas*, it is feasible, necessary and in the public interest for the Board to approve the extension of the time for performance of the contract with Illinois Excavators, Inc. through November 14, 2015 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 Extension.** The Board of Commissioners hereby approves the extension of the current contract with Illinois Excavators, Inc. for the Slope Stabilization – Phase II and Embankment Erosion Control Projects through November 14, 2015.

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 Illinois Excavators, Inc.

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

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

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

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 26<sup>th</sup> day of June, 2015.

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

By David A. Ditzel  
Title Chairman

[SEAL]

ATTEST:

By [Signature]  
Deputy Secretary to the Board of Commissioners

**A RESOLUTION OF THE BOARD OF COMMISSIONERS  
OF THE BI-STATE DEVELOPMENT AGENCY  
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT  
AUTHORIZING THE PRESIDENT AND CEO TO ENTER INTO  
"SOLE SOURCE" CONTRACTS TO SUPPORT AGENCY HARDWARE  
AND SOFTWARE SYSTEMS AS PROVIDED FOR IN THE  
FY 2016 OPERATING BUDGET**

**PREAMBLES:**

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

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

*Whereas*, Board Policy Chapter 50, §50.010(A)(8) and §50.010(E)(1)(b), requires Board approval of all non-competitive procurements exceeding \$100,000; and

*Whereas*, hardware and software maintenance funding is provided in the Agency Annual Operating Budget; and

*Whereas*, Agency enters into hardware and software maintenance agreements with manufacturers/developers to ensure necessary support is available to maintain Agency's significant investment in its technology platforms; and

*Whereas*, historically Agency technology hardware and software maintenance contracts have been individually submitted to the Board for approval as needed. However Agency now wants to revise its contract approval method for these contracts to request Board approval of "sole source" contracts expected to exceed \$100,000 based upon the Board approved Annual Operating Budget; and

*Whereas*, the hardware and software maintenance budget for FY 2016 is approximately \$2.25 million; and

*Whereas*, three software and hardware maintenance providers are expected to have contracts exceeding \$100,000 in FY 2016: Kronos, Oracle and Trapeze. Agency staff will analyze the continued need and appropriate level of support and negotiate reasonable cost contracts with these providers; and

*Whereas*, it is feasible, necessary and in the public interest for the Agency to authorize the President and CEO to enter into "sole source" contracts which exceed \$100,000 with Kronos, Oracle and Trapeze for annual hardware and software maintenance within the amounts provided for in the FY 2016 Operating Budget as approved by the Board on April 24, 2015, 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. Authorize President and CEO. The Board of Commissioners hereby authorizes the President and CEO to enter into "sole source" contracts which exceed \$100,000 with Kronos, Oracle and Trapeze for hardware and software maintenance within the amounts provided for in the FY 2016 Operating Budget approved by the Board on April 24, 2015.

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 Contracts 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 Kronos, Oracle and Trapeze.

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. 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 26<sup>th</sup> day of June, 2015.

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

By David A. Ditzel

Title Chairman

[SEAL]

ATTEST:

By [Signature]  
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 INTERIOR INVESTMENTS, INC. FOR  
ADDITIONAL FURNITURE FOR THE HEADQUARTERS RELOCATION**

**PREAMBLES:**

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

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

*Whereas*, Board Policy Chapter 50, §50.010(A)(8) and §50.010(E)(1)(b), requires Board approval of all non-competitive procurements exceeding \$100,000; and

*Whereas*, funding for furniture and fixtures for the Headquarters office relocation is being provided by Federal Transit Grant MO-90-X296 at 80% and Agency Capital Budget at 20%; and

*Whereas*, on September 26, 2014 the Board authorized the President and CEO to negotiate the final terms and conditions of the lease for the relocation of Agency Headquarters. Subsequent to these negotiations a lease was executed for space on the 6<sup>th</sup> and 7<sup>th</sup> floors of the Metropolitan Square Building; and

*Whereas*, the 7<sup>th</sup> floor of the Metropolitan Square Building had been previously occupied by HOK. Upon vacating the space, HOK left a majority of their like-new condition systems furniture in place which has now been acquired by Agency; and

*Whereas*, in order to reconfigure the furniture to meet the needs of Agency staff, the Agency needs to purchase additional items that integrate well and properly connect with the existing furniture. This must be done utilizing the same manufacturer in order to maximize utilization of the existing furniture. Interior Investment, Inc. is the local dealer for the manufacturer of the HOK furniture; and

*Whereas*, it is feasible, necessary and in the public interest for the Agency to award a sole source purchase contract with Interior Investments, Inc. for additional systems furniture requirements for the Agency's Headquarters relocation in an amount not-to-exceed of \$500,000, 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 sole source contract award to Interior Investments, Inc. for additional systems furniture requirements for the Agency's Headquarters relocation in an amount not-to-exceed of \$500,000.

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 Interior Investments, Inc.

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

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

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

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 26<sup>th</sup> day of June, 2015.

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

By David A. Ditzel  
Title \_\_\_\_\_

[SEAL]

ATTEST:

By [Signature]  
Deputy Secretary to the Board of Commissioners

**Open Session Item**

**4**

**BI-STATE DEVELOPMENT AGENCY  
TREASURER'S REPORT  
July 31, 2015**

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**INVESTMENTS**

***Yields:***

Agency investments had an average yield of .29% in July. For reference, yields on the ninety day and one year U.S. Treasury were .08% and .31%, respectively. In July, the Fed reported that the economy continued to expand moderately over past months and the labor market improved. If the economy remains steady and continues to show signs of improvement, it is likely we will see a rate increase in 2015.

***Invested Funds:***

In July, the Agency had \$185 million in invested funds. Approximately 36% of these funds were invested in U.S. Treasury or U.S. Government Agency securities, and 24% were invested in collateralized Certificates of Deposit (CDs) or Repurchase Agreements (Repos). The balance was invested in AAA rated money market funds. The average maturity of Agency investments was approximately 194 days.

**DEBT MANAGEMENT**

***Debt Restructuring, 2013:***

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

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

In July 2014, St Louis County approved the appropriation of the 2nd loan advance in the amount of \$30 million to the Agency. The Agency redeemed the Series 2052 bonds in the amount of \$30 million on October 1, 2014. This lowered the interest rate on \$30 million in debt from 4.75% to 1.04%. The debt service reserve fund requirement on the 2013A bonds decreased by approximately \$1.3 million for a total debt service reserve requirement of approximately \$25 million.

***Arch Tram Revenue Bonds, 2014:***

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

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

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

***Capital Leases:***

Metro has one remaining capital lease, its 2001 LRV Lease (C1, C2 Tranches). In February 2011, staff negotiated a default cure agreement with the 2001 C1 C2 lease investor. The agreement provided that Metro deposit additional collateral with the lease trustee, of which the St. Clair County Transit District (SCCTD) provided 70%. We currently have approximately \$7.5 million in collateral invested in U.S. Treasuries.

**FUEL HEDGING**

In July, in conjunction with its diesel fuel hedging program, Metro had a *realized loss of \$451 thousand* on the sale of Home Heating Oil #2 futures contracts. Oil prices decreased from June by approximately \$12 a barrel or 20%. Metro's unrealized losses for July were approximately \$1.2 million. Generally, as the price of oil increases, the value of Metro's future positions also increases. A gain in the futures partially offsets the actual increase in the cost of diesel fuel. If oil prices drop, the value of the futures decline. An increase in unrealized gains generally indicates that the price of fuel is rising, and losses generally indicate oil prices are falling.



# BI-STATE DEVELOPMENT AGENCY- MONTHLY TREASURER'S REPORT

AS OF:

31-Jul-2015

30-Jun-2015

	Wt. Avg. Maturity (1)	Dollars (,000 omitted)	Of Total	Rate	Market Value (2)	Wt. Avg. Maturity (1)	Dollars (,000 omitted)	Percentage Of Total	Rate	Market Value (2)
<b>BI-STATE DIRECTED:</b>										
Cash	0	\$7,562	5.9%	0.00%	\$7,562	0	\$5,498	3.9%	0.00%	\$5,498
Repurchase Agreements	3	37,995	29.7%	0.13%	37,995	1	51,050	35.8%	0.11%	51,050
Certificates of Deposit	660	4,150	3.2%	0.43%	4,150	633	4,150	2.9%	0.43%	4,150
U.S. Agencies (discounted)	0	0	0.0%	0.00%	0	0	0	0.0%	0.00%	0
U.S. Agencies (coupon)	403	30,820	24.1%	0.53%	30,814	434	30,820	21.6%	0.53%	30,816
U.S. Treasury Securities	274	8,887	7.0%	0.29%	8,891	305	8,887	6.2%	0.29%	8,893
Other Investments (3)	3	38,350	30.0%	0.07%	38,350	1	42,107	29.5%	0.07%	42,107
<b>SUB-TOTAL BI-STATE</b>	<b>140</b>	<b>\$127,764</b>	<b>100.0%</b>	<b>0.24%</b>	<b>\$127,762</b>	<b>132</b>	<b>\$142,512</b>	<b>100.0%</b>	<b>0.21%</b>	<b>\$142,514</b>
<b>BI-STATE DIRECTED-PROP M:</b>										
Certificates of Deposit	140	\$1,508	2.6%	0.16%	\$1,508	171	\$1,508	2.6%	0.16%	\$1,508
U.S. Agencies (discounted)	0	0	0.0%	0.00%	0	0	0	0.0%	0.00%	0
U.S. Agencies (coupon)	734	22,473	39.3%	0.94%	22,478	705	24,473	42.3%	0.89%	24,476
U.S. Treasury Securities	300	4,493	7.9%	0.17%	4,491	331	4,493	7.8%	0.17%	4,491
Other Investments (3)	3	28,679	50.2%	0.08%	28,679	1	27,338	47.3%	0.08%	27,338
<b>SUB-TOTAL PROP M</b>	<b>317</b>	<b>\$57,153</b>	<b>100.0%</b>	<b>0.43%</b>	<b>\$57,156</b>	<b>329</b>	<b>\$57,812</b>	<b>100.0%</b>	<b>0.43%</b>	<b>\$57,813</b>
<b>TOTAL BI-STATE DIRECTED</b>	<b>194</b>	<b>\$184,917</b>		<b>0.29%</b>	<b>\$184,918</b>	<b>189</b>	<b>\$200,324</b>		<b>0.28%</b>	<b>\$200,327</b>
<b>TRUSTEE DIRECTED:</b>										
Cash	0	\$26	0.0%	0.00%	\$26	0	\$0	0.0%	0.00%	\$0
Municipal Bonds	1783	10,629	18.4%	2.14%	10,524	1814	10,629	20.5%	2.14%	10,489
U.S. Agencies (coupon)	1899	23,028	39.9%	2.02%	23,131	1942	23,028	44.4%	2.02%	23,062
Commercial Paper	0	0	0.0%	0.00%	0	0	0	0.0%	0.00%	0
Other Investments (3)	3	24,055	41.7%	0.08%	24,055	1	18,185	35.1%	0.04%	18,185
<b>SUB-TOTAL TRUSTEE</b>	<b>1,087</b>	<b>\$57,738</b>	<b>100.0%</b>	<b>1.23%</b>	<b>\$57,736</b>	<b>1,235</b>	<b>\$51,842</b>	<b>100.0%</b>	<b>1.35%</b>	<b>\$51,736</b>
<b>TOTAL BI-STATE &amp; TRUSTEE</b>	<b>407</b>	<b>\$242,655</b>		<b>0.52%</b>	<b>\$242,654</b>	<b>404</b>	<b>\$252,166</b>		<b>0.50%</b>	<b>\$252,063</b>
<b>LRV LEASE/LEASEBACK 2001:</b>										
Cash	0	0	0.0%	0.00%	0	0	0	0.0%	0.00%	0
US Treasury Securities	160	7,512	7.5%	0.18%	7,519	191	7,512	7.6%	0.18%	7,520
Other Investments (4)	12 years	92,139	92.5%	5.80%	92,139	12 years	91,653	92.4%	5.80%	91,653
<b>SUB-TOTAL LRV 2001</b>		<b>\$99,651</b>	<b>100.0%</b>	<b>5.38%</b>	<b>\$99,658</b>		<b>\$99,165</b>	<b>100.0%</b>	<b>5.37%</b>	<b>\$99,173</b>
<b>SUB-TOTAL LEASES</b>		<b>\$99,651</b>			<b>\$99,658</b>		<b>\$99,165</b>			<b>\$99,173</b>
<b>Grand Total (5)</b>		<b>\$342,306</b>			<b>\$342,312</b>		<b>\$351,331</b>			<b>\$351,236</b>

## Explanatory Notes:

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

Prepared by:

*Terri Gudowicz Green* 9/4/15  
Terri Gudowicz Green, Mgr of Treas Ops Date

Reviewed by:

*Tammy Fulbright* 9/4/15  
Tammy Fulbright, Dir of Treasury Services Date

Approved:

*Kathy Klevorn* 9/15/15  
Kathy Klevorn, CFO Date

**THE BI-STATE DEVELOPMENT AGENCY dba METRO**  
**MONTHLY TREASURER'S REPORT- ALL COMPANIES**  
**BANK / ISSUER SUMMARY as of: 7/31/2015**

*Section 1 Bank/Issuer Summary*

<b>BI-STATE DIRECTED *</b> <i>all non debt/lease assets, inc. Prop M:</i>	<b>CASH</b>	<b>CERTIFICATES OF DEPOSIT</b>	<b>REPURCHASE AGREEMENTS</b>	<b>OTHER</b>	<b>GOVERNMENT SECURITIES</b>	<b>COMMERCIAL PAPER\ BA's</b>	<b>TOTAL</b>	<b>MARKET VALUE</b>	<b>NOTES</b>
BANK OF AMERICA MERRILL LYNCH	5,761,572	0	2,000,000	20,953,852	0	0	28,715,424	28,715,424	FDIC\tri-party collateral(deposits).
BLACK ROCK	0	0	0	5,754,577	0	0	5,754,577	5,754,577	Money Market Fund (Govt. Securities).
COMMERCE BANK	0	5,007,506	0	0	0	0	5,007,506	5,007,506	FDIC\FRB collateral.
FIDELITY	0	0	0	7,898,576	0	0	7,898,576	7,898,576	Money Market Fund (First Tier\Prime)
FIRST CLOVERLEAF	0	650,000	0	0	0	0	650,000	650,000	FDIC\tri-party collateral(deposits).
JEFFERSON BANK & TRUST	25,004	0	2,639,349	0	0	0	2,664,353	2,664,353	FDIC; repo collateral held at JBT.
JP MORGAN CHASE	(74,714)	0	0	19,939,937	0	0	19,865,223	19,865,223	FDIC (bank acct.)\MMKT (First Tier\Prime)
OPTUM	15,429	0	0	0	0	0	15,429	15,429	FDIC\FRB collateral.
PNC BANK	1,552,104	0	0	0	0	0	1,552,104	1,552,104	FDIC\FRB collateral.
RBC DAIN RAUSCHER	0	0	0	1,458,504	0	0	1,458,504	1,458,504	Commodities Margin Acct. (fuel hedging)
RJ O'BRIEN	0	0	0	555,335	0	0	555,335	555,335	Commodities Trading Acct. (fuel hedging)
REGIONS BANK	182,168	0	0	0	0	0	182,168	182,168	FDIC Insured.
UBS FINANCIAL	0	0	0	9,979,702	0	0	9,979,702	9,979,702	Money Market Fund (First Tier\Prime).
UMB BANK	58	0	33,356,000	0	0	0	33,356,058	33,356,058	FDIC\FRB Collateral.
U.S. BANK	99,910	0	0	0	0	0	99,910	99,910	FDIC\FRB Collateral.
ILLINOIS FUNDS	0	0	0	488,818	0	0	488,818	488,818	Illinois State Treasurer Investment Pool.
FARM CREDIT BANK	0	0	0	0	23,470,976	0	23,470,976	23,475,145	Safekept at Bank of America (BOA).
FEDERAL HOME LOAN BANK	0	0	0	0	29,822,886	0	29,822,886	29,817,579	Safekept at Bank of America (BOA).
U.S. TREASURY	0	0	0	0	13,379,315	0	13,379,315	13,381,599	Safekept by BOA or designated agent.
<b>sub-total Bi-State directed</b>	<b>7,561,531</b>	<b>5,657,506</b>	<b>37,995,349</b>	<b>67,029,301</b>	<b>66,673,177</b>	<b>0</b>	<b>184,916,864</b>	<b>184,918,010</b>	
<b>TRUSTEE DIRECTED</b> <b>DEBT ISSUES</b> <b>Cross County Bonds</b> <b>Series 2009, 2013</b> <b>BANK OF NEW YORK -MELLON TRUST</b>									
BANK OF NEW YORK	25,657	0	0	0	0	0	25,657	25,657	FDIC Insured.
BLACK ROCK	0	0	0	18,213,558	0	0	18,213,558	18,213,558	Money Market Fund (First Tier\Prime).
GOLDMAN	0	0	0	1,981,705	0	0	1,981,705	1,981,705	Money Market Fund (First Tier\Prime).
FEDERATED GOVT OBLIG	0	0	0	1,833,045	0	0	1,833,045	1,833,045	Safekept at Bank of New York
MORGAN STANLEY	0	0	0	2,027,127	0	0	2,027,127	2,027,127	Safekept at Bank of New York
GOVERNMENT AGENCIES	0	0	0	0	23,027,996	0	23,027,996	23,131,213	Safekept at Bank of New York
MUNICIPAL BONDS	0	0	0	0	10,629,027	0	10,629,027	10,523,518	Safekept at Bank of New York
<b>sub-total</b>	<b>25,657</b>	<b>0</b>	<b>0</b>	<b>24,055,435</b>	<b>33,657,023</b>	<b>0</b>	<b>57,738,115</b>	<b>57,735,823</b>	
<b>SUB-TOTAL TRUSTEE (BONDS)</b>	<b>25,657</b>	<b>0</b>	<b>0</b>	<b>24,055,435</b>	<b>33,657,023</b>	<b>0</b>	<b>57,738,115</b>	<b>57,735,823</b>	
<b>SUB-TOTAL BI-STATE AND TRUSTEE</b>	<b>7,587,188</b>	<b>5,657,506</b>	<b>37,995,349</b>	<b>91,084,736</b>	<b>100,330,200</b>	<b>0</b>	<b>242,654,979</b>	<b>242,653,833</b>	
<b>LRV Lease\Leaseback 2001 C1 C2</b>									
FSAVIG	0	0	0	92,138,752	0	0	92,138,752	92,138,752	Guaranteed Investment Contract (GIC).
U.S. TREASURY	0	0	0	0	7,512,392	0	7,512,392	7,519,163	Safekept by Lease Trustee.
<b>sub-total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>92,138,752</b>	<b>7,512,392</b>	<b>0</b>	<b>99,651,144</b>	<b>99,657,915</b>	
<b>sub-total leases</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>92,138,752</b>	<b>7,512,392</b>	<b>0</b>	<b>99,651,144</b>	<b>99,657,915</b>	
<b>GRAND TOTAL</b>	<b>\$7,587,188</b>	<b>\$5,657,506</b>	<b>\$37,995,349</b>	<b>\$183,223,488</b>	<b>\$107,842,592</b>	<b>\$0</b>	<b>\$342,306,123</b>	<b>\$342,311,748</b>	

+ ABBREVIATIONS (above):

FDIC- Federal Deposit Insurance Corp.

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

## **INVESTMENT CATEGORY DESCRIPTIONS**

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

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

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

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

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

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

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

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

## **CREDIT QUALITY RATING DEFINITIONS (also see Page 9)**

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

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

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

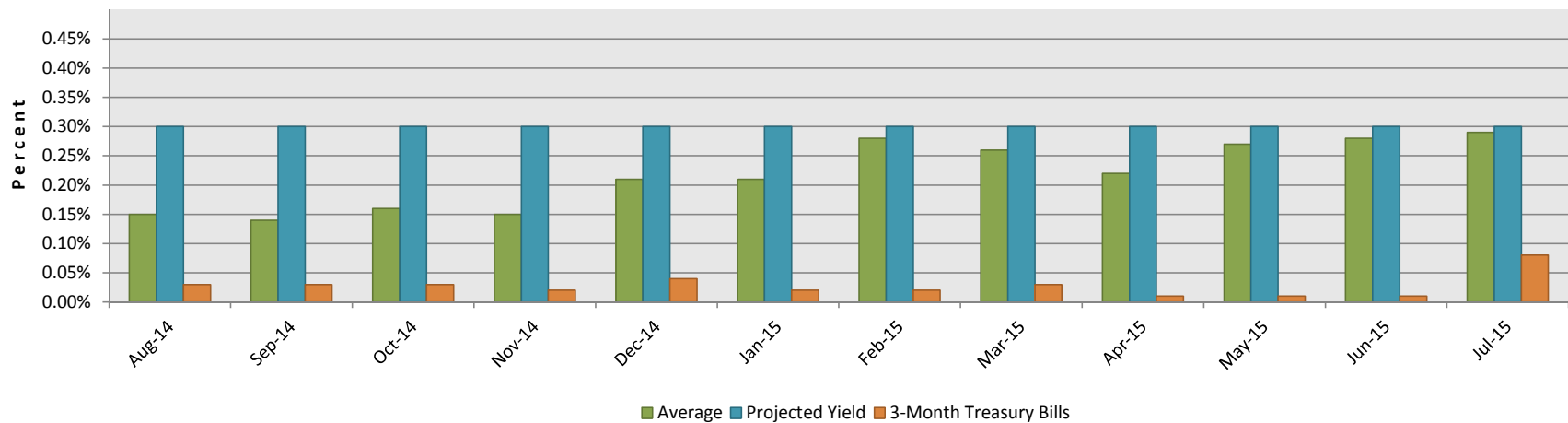


**BI-STATE DEVELOPMENT AGENCY  
ANNUAL INVESTMENT REPORT  
FOR MOST CURRENT 12 MONTHS**

<b>Funds (ooo's omitted)</b>	Aug-14	Sep-14	Oct-14	Nov-14	Dec-14	Jan-15	Feb-15	Mar-15	Apr-15	May-15	Jun-15	Jul-15
Bi-State Investments	130,855	138,362	133,752	131,323	126,545	124,534	134,345	138,409	155,553	139,961	142,512	<b>127,764</b>
Bi-State Prop M Investments	56,667	56,886	57,062	56,218	56,433	55,896	54,094	54,582	55,026	55,845	57,812	<b>57,153</b>
Total	187,522	195,248	190,814	187,541	182,978	180,430	188,439	192,991	210,579	195,806	200,324	<b>184,917</b>
Projected Total	145,000	145,000	145,000	145,000	145,000	145,000	145,000	145,000	145,000	145,000	145,000	<b>145,000</b>
Trustee Investments	52,066	54,722	37,016	39,825	48,155	50,795	53,448	56,193	46,760	49,325	51,842	<b>57,738</b>

<b>Yields\Rates Information</b>	Aug-14	Sep-14	Oct-14	Nov-14	Dec-14	Jan-15	Feb-15	Mar-15	Apr-15	May-15	Jun-15	Jul-15
Bi-State	0.12%	0.11%	0.13%	0.12%	0.15%	0.15%	0.19%	0.18%	0.16%	0.20%	0.21%	<b>0.24%</b>
Prop M	0.21%	0.21%	0.25%	0.23%	0.36%	0.34%	0.49%	0.47%	0.38%	0.45%	0.43%	<b>0.43%</b>
<b>Average</b>	<b>0.15%</b>	<b>0.14%</b>	<b>0.16%</b>	<b>0.15%</b>	<b>0.21%</b>	<b>0.21%</b>	<b>0.28%</b>	<b>0.26%</b>	<b>0.22%</b>	<b>0.27%</b>	<b>0.28%</b>	<b>0.29%</b>
<b>Projected Yield</b>	<b>0.30%</b>	<b>0.30%</b>	<b>0.30%</b>	<b>0.30%</b>	<b>0.30%</b>	<b>0.30%</b>	<b>0.30%</b>	<b>0.30%</b>	<b>0.30%</b>	<b>0.30%</b>	<b>0.30%</b>	<b>0.30%</b>
Trustee	1.39%	1.33%	1.93%	1.79%	1.51%	1.43%	1.37%	0.99%	1.18%	1.42%	1.35%	<b>1.23%</b>
<b>3-Month Treasury Bills</b>	<b>0.03%</b>	<b>0.03%</b>	<b>0.03%</b>	<b>0.02%</b>	<b>0.04%</b>	<b>0.02%</b>	<b>0.02%</b>	<b>0.03%</b>	<b>0.01%</b>	<b>0.01%</b>	<b>0.01%</b>	<b>0.08%</b>
1 Year Treasury	0.09%	0.11%	0.10%	0.12%	0.22%	0.16%	0.19%	0.26%	0.23%	0.25%	0.27%	<b>0.31%</b>
Fed Funds (target)	0.25%	0.25%	0.25%	0.25%	0.25%	0.25%	0.25%	0.25%	0.25%	0.25%	0.25%	<b>0.25%</b>
20-Year Municipals	4.17%	4.11%	3.90%	3.94%	3.65%	3.36%	3.62%	3.52%	3.62%	3.73%	3.80%	<b>3.75%</b>
SIFMA (BMA) Index (month end)	0.06%	0.05%	0.04%	0.05%	0.04%	0.02%	0.02%	0.02%	0.11%	0.10%	0.05%	<b>0.02%</b>

## ANNUAL YIELDS



### Metro Diesel Fuel Hedging Program - FY 2015

	<b>Diesel Fuel Budget \ Actual Comparison:</b>	<b>Jul-15</b>	<b>Year to Date</b>	<b>Life to Date</b>
a	Gallons consumed-actual	502,172	502,172	69,262,730
b=(c/a)	Average cost per gallon-actual	\$ 1.93	\$ 1.93	\$ 2.20
c	<b>Total Diesel Fuel Cost-Actual</b>	<b>\$ 969,142</b>	<b>\$ 969,142</b>	<b>\$ 152,107,713</b>
d	Gallons consumed- budget	486,697	486,697	72,452,109
e=(f/d)	Average cost per gallon- budget	\$ 3.20	\$ 3.20	\$ 2.33
f	<b>Total Diesel Fuel Cost- Budget</b>	<b>\$ 1,557,430</b>	<b>\$ 1,557,430</b>	<b>\$ 168,504,346</b>
g=(f-c)	<b>Budget Variance (Unfavorable)</b>	<b>\$ 588,288</b>	<b>\$ 588,288</b>	<b>\$ 16,396,633</b>
h	<b>Realized Futures Gains (Losses)</b>	<b>\$ (451,013)</b>	<b>\$ (451,013)</b>	<b>\$ 3,242,996</b>
i=(c-h)	<b>Net Cost of Fuel</b>	<b>\$ 1,420,155</b>	<b>\$ 1,420,155</b>	<b>\$ 148,864,717</b>
j=(i-f)	<b>Net Budget Variance (Unfavorable)</b>	<b>\$ 137,275</b>	<b>\$ 137,275</b>	<b>\$ 19,639,629</b>
j=(i/f)	Net Cost of Fuel, Per Gallon, inc. Hedge	\$ 2.83	\$ 2.83	\$ 2.15
k=(e-i)	Net Budget Variance Per Gallon	\$ 0.37	\$ 0.37	\$ 0.18
<b>Futures Activity:</b>		<b>Price of Barrel of Oil:</b>		
	Futures Contracts Purchased	40	<b>Date</b>	<b>Price</b>
	Futures Contracts Sold	20	03/31/2015	\$ 47.60
	Futures Contracts Net Change at month end	20	04/30/2015	\$ 59.63
	Total Open Futures Contracts, at month end	151	05/31/2015	\$ 60.30
	Futures Contracts Unrealized Gain/(Loss) *	(\$1,200,192)	06/30/2015	\$ 59.47
	(% of Estimated Future Consumption)	78%	07/31/2015	\$ 47.12

\* = At month end

**Explanatory Notes:**

Consumption budgeted at approximately 120,000 gallons per week.

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

A futures contract equals 42,000 gallons.

Numbers above rounded.

Amounts do not include transaction or consulting costs.

Futures Contracts are purchased from Sep 2015 through Feb 2017 (18 months).

**Background:**

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

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

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

**Bi-State Development Agency  
Monthly Investment Report  
Report of Term Investment\* Purchases: July 2015**

Item	Investment:	Par Amount	Settled	Maturity Date	Term(days)	Yield	Purchased From	Fund
1	Collateralized CD	\$ 150,000	07/16/15	07/16/16	366	0.35%	First Cloverleaf	Self Insurance
2	Collateralized CD	\$ 500,000	07/16/15	07/16/16	366	0.35%	First Cloverleaf	Sales Tax
	<b>Total</b>	<b>\$ 650,000</b>						
					<b>366</b>	<b>0.35%</b>		

**Notes:**

\* Investments with an original term of over 14 days.

**Bi-State Development Agency**  
**FY'16 Metro Transit Projected Cash Flow (draft, discussion only)**  
(dollars in thousands)

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(1) = Additional temporary working capital for operations is provided, if needed, by Sales Tax Capital, Self-Insurance and Prop M Funds. Current balances: Sales Tax Capital \$12 million; Prop M \$61 million; Self Insurance \$15 million.  
A large portion of these additional funds are encumbered for long range capital projects, local match, liability claims, or restricted for debt service or lease issues, but are currently liquid.

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

Depository Banks:	Long-Term Debt Rating			Short-Term Debt Rating			Fitch Bank
	S&P	Moody's	Fitch	S&P	Moody's	Fitch	Rating
Bank of America, N.A.	A	A1	AA-	A-1	P-1	F1	NA
Commerce Bank	A	A2			P-1		NA
PNC Bank	A	Aa2	AA-	A-1	P-1	F1+	NA
Regions Bank	BBB+	A3	BBB	A-2	P-2	F2	NA
U.S. Bank	AA-	Aa1	AA	A-1+	P-1	F1+	NA
UMB Bank	A-		A+	A-2		F1	NA
Trust Companies:							
Bank of New York Mellon Trust	AA-	Aa1	AA+	A-1+	P-1	F1+	NA
Money Market Funds:		S&P		Moody's			
Black Rock FFI Treasury	AAAm		Aaa-mf				
Black Rock Fed	AAAm		Aaa-mf				
Black Rock Temp	AAAm		Aaa-mf				
FFI Select Institutional Fund (formerly Merrill now Black Rock)	AAAm		Aaa-mf				
Columbia (BOA/Merrill) Money Market Reserves	AAAm		Aaa-mf				
Columbia (BOA/Merrill) Government	AAAm		Aaa-mf				
Dreyfus Government Cash Management	AAAm		Aaa-mf				
Federated Prime	AAAm		Aaa-mf				
Federated Treasury	AAAm		Aaa-mf				
Federated Government	AAAm		Aaa-mf				
Fidelity Prime	AAAm		Aaa-mf				
Goldman Sachs Prime	AAAm		Aaa-mf				
JP Morgan Prime	AAAm		Aaa-mf				
UBS Select Prime	AAAm		Aaa-mf				
Wells Fargo Treasury	AAAm		Aaa-mf				
Other:	Long-Term Debt Rating			NA = Fitch overall bank ratings or LT debt ratings have been withdrawn			
	S&P	Moody's	Fitch				
AIG (2001 LRV Lease)	A+	A2	A+				
U.S. Treasury	AA+	Aaa	AAA				
Federal Home Loan Bank (FHLB)	AA+	Aaa					
Federal Farm Credit Bank (FCB)	AA+	Aaa	AAA				

Bi-State Development Agency dba Metro				
Mass Transit Sales Tax Appropriation Cross-County Bonds & St Louis County Loan				
Series	2009	2013		Total Cross County
	Refunding	2013A Bonds	2013B Loan	
Issue date	9-Nov-09	1-Aug-13	1-Aug-13	
Principal (original)	\$97,220,000	\$381,225,000	\$75,000,000	
<b>Principal (currently outstanding)</b>	<b>\$97,220,000</b>	<b>\$344,210,000</b>	<b>\$105,000,000</b>	<b>\$546,430,000</b>
Lien on 1\4 cent Prop M, Prop M2, Prop A tax	Senior	Senior	Subordinate	
Stand alone credit rating (S&P\Moody's)	AA+\A2	AA+\Aa3	NA	
Maturity date(s)	2023 – 2039	2050	2053	
Optional Call Date	2019	Various	Anytime	
Optional Put Date	NA	NA	2018	
Interest rate mode	Fixed	Fixed	1% + SIFMA	
Rate	4.50%-5.00%	3.00%-5.00%	1.04%-1.06%	
Interest pmt. dates	April, October	April, October	April, October	
<b>Annual debt service:</b>				
<b>Interest</b>	<b>\$4,767,975</b>	<b>\$17,224,738</b>	<b>\$1,107,000</b>	<b>\$23,099,713</b>
<b>Principal - (1st pymt 10/1/14-\$7,015,000) (next payment 10/1/15 - \$7,220,000)</b>	<b>\$0</b>	<b>\$7,220,000</b>	<b>\$0</b>	<b>\$7,220,000</b>
<b>total princ.&amp;int.</b>	<b>\$4,767,975</b>	<b>\$24,444,738</b>	<b>\$1,107,000</b>	<b>\$30,319,713</b>
Debt Service Reserve Fund (DSRF)	\$9.1 million in DSRF with bond trustee, BONY-Mellon.	\$25 million in DSRF with bond trustee, BONY-Mellon.	NA	
Other	Refunded balance of 2002 A	Refunded Series 2002A,B,C, 2007, and Series 2010B	Refunded Series 2010A Bonds	

**Open Session Item**

**6**

**BI-STATE DEVELOPMENT  
FINANCE & ADMINISTRATION COMMITTEE MEETING  
OPEN SESSION MINUTES  
AUGUST 28, 2015**

**Committee Members in Attendance**

**Missouri**

Vernal Brown  
Constance Gully  
Aliah Holman

**Illinois**

Tadas Kicielinski, Chair  
David Dietzel

**Other Commissioners in Attendance**

Michael Buehlhorn  
Kelley Farrell  
Irma Golliday

**Staff in Attendance**

John Nations, President & CEO  
Barbara Enneking, General Counsel and Deputy Secretary  
Shirley Bryant, Certified Paralegal  
Kathy Klevorn, Sr. Vice-President, Chief Financial Officer  
Melva Pete, Vice President, Human Resources  
Jim Cali, Director Internal Audit  
Ray Friem, Executive Director – Metro Transit  
Brenda Krieger, Senior Administrative Assistant  
Kathy Brittin, Director of Risk Management, Claims & Safety  
Tammy Fulbright, Director, Treasury Services  
David Toben, Director, Benefits  
Mark Vago, Controller  
Larry Jackson, Vice-President, Procurement, Inventory Management & Supplier Diversity  
Charles Stewart, Vice President Pension and Benefits  
Dianne Williams, Vice President Communications & Marketing  
Patti Beck, Director of Communications  
Tracy Beidleman, Director Program Development & Grants  
Barbara Georgeff, Executive Assistant to the President & CEO  
Scott Grott, Chief MetroLink Operations  
Jerry Vallely, External Communications Manager  
John Langa, Vice President Economic Development  
Michael Shane Jennings, Manager IT ERP Systems  
Linda Espy, Sr. Administrative Assistant  
John Wagner, Project Manager – Economic Development  
Larry Wise, Sr. Transit Service Manager - Security

**Others in Attendance**

Melissa Vighi, Lashly & Baer  
Jeff White, Columbia Capital Management, LLC  
Scott Nickerson, Crowe Horwath



1. **Call to Order**  
**8:00 a.m.** Commissioner Kicielinski called the Open Session Finance & Administration Committee Meeting to order at 8:00 a.m.
2. **Roll Call**  
**8:00 a.m.** Roll call was taken.
3. **Public Comment**  
**8:00 a.m.** There was no public comment.
4. **Minutes of Prior Open Session Finance and Administration Committee Meeting**  
**8:00 a.m.** The May 15, 2015, Open Session Finance and Administration Committee Meeting minutes were provided in the Committee packet. A motion to approve the minutes was made by Commissioner Dietzel and seconded by Commissioner Holman. **Motion passed unanimously.**
5. **Potential Refunding of Series 2009 Cross County Bonds Fifth Amendment to Memorandum of Agreement**  
**8:01 a.m.** The briefing paper regarding the potential refunding of Series 2009 Cross County Bonds, Fifth Amendment to Memorandum of Agreement was provided in the Committee packet. Kathy Klevorn, Sr. Vice President and Chief Financial Officer, introduced Jeff White, Principal, Columbia Capital Management, LLC to provide a brief overview. A number of years ago Bi-State Development (BSD) entered into a Memorandum of Agreement (MOA) with the City of St. Louis and St. Louis County in order to direct certain sales tax for the purpose of repaying debt service bonds issued to support the Cross County Light Rail Project. The MOA as it is written today would not allow BSD to issue any new sales tax related debt. BSD currently has approximately \$97 million in Series 2009 Bonds outstanding, and those bonds are not subject to optional redemption until October 2019. The proposed Fifth Amendment would provide flexibility to refund the Series 2009 Bonds to reduce BSD's borrowing costs. Pursuant to the MOA, the City of St. Louis and St. Louis County must approve any financing secured by Prop M, Prop M2 and Prop A receipts, including any financing to reduce BSD's borrowing costs. Depending on the competitiveness of the pricing and structure of the refunding bonds, the potential savings from this transaction could be as much as \$5 million, in 2015 dollars, over the remaining term of the bonds. Management is not recommending that BSD immediately move to execute a refunding transaction. However, if the opportunity arises to take advantage of an unusual drop in interest rates, having the Fifth Amendment to the MOA in place would allow BSD to act quickly to take advantage of such an opportunity. A motion for the Committee to approve and refer to the Board for approval the Fifth Amendment to MOA, permitting Bi-State Development to proceed with a refunding of its Series 2009 Bonds for economic savings if the opportunity is presented was made by Commissioner Gully and seconded by Commissioner Dietzel. **Motion passed unanimously.**
6. **Sole Source Contract Award Four Nines Technologies for Transit Asset Management Phase II Software Selection and Implementation Oversight**  
**8:07 a.m.** The briefing paper regarding the Sole Source Contract Award with Four Nines Technologies for Transit Asset Management Phase II Software Selection and Implementation Oversight was provided in the Committee packet. Shane Jennings, Manager IT ERP Systems, provided a brief overview. As part of the Moving Ahead for Progress in the 21<sup>st</sup> Century Act (MAP-21), a new FTA formula based funding program, State of Good Repair Grants (SGR) was developed to provide dedicated funding to repair and maintain the nation's rail infrastructure. BSD, in support of the SGR program, initiated the Transit Asset Management Program (TAM) in May 2014, to achieve "Total Asset Visibility" and provide asset

management tools that would promote better management of safety-related public transportation capital assets. In October 2014, BSD awarded a contract to Four Nines Technologies for the first phase of the project. The findings of Phase I included a need for more enhanced asset management applications as well as more improved capital planning and budgeting solutions. A high-level project plan for Phase II of the project was developed to define requirements, assess solutions, and acquire and implement new software. Four Nines is uniquely qualified to complete this task. Four Nines has performed detailed analysis of BSD processes, procedures, and applications and has gained an in-depth knowledge of how BSD manages its assets as well as how it plans and budgets the funds to acquire and maintain them. Four Nines has the resources in place to immediately address the further implementation of this program. Competitive bidding of these tasks would result in delay and additional costs to redevelop what Four Nines had begun. This delay would likely delay BSD's TAM implementation plan that is required to continue receiving TAM funding. A motion for the Committee to approve and refer to the Board for approval of the sole source procurement request with Four Nines Technologies in an amount not to exceed \$418,000, contingent upon successful negotiations with Four Nines Technologies was made by Commissioner Gully and seconded by Commissioner Holman. **Motion passed unanimously.**

**7. Contract Award Arrowhead Industries LLC**

**8:14 a.m.** The briefing paper regarding the Contract Award for Arrowhead Industries, LLC was provided in the Committee packet. Larry Jackson, Vice President Procurement, Inventory Management & Supplier Diversity, provided a brief overview. A bid was issued on March 13, 2015, seeking bids from companies that could provide servicing, transporting, delivery, and remanufacturing for 27 Alstom Model 5F Power Operated Switch Machines. Thirteen companies were invited to participate, and one bid was received from Arrowhead Industries, LLC on March 31, 2015. Alstom, the manufacturer of the switch machines, previously stated that they were not interested in bidding on this project. Arrowhead's bid was compared to the Independent Cost Estimate prepared by the Maintenance of Way Department, and it was determined that Arrowhead's bid was fair and reasonable. A motion for the Committee to approve and refer to the Board for approval the request to award a single bid contract to Arrowhead Industries, LLC for services to rebuild Alstom Model Switch Machines for the MetroLink system for a contract period not to exceed twenty-four (24) months was made by Commissioner Dietzel and seconded by Commissioner Brown. **Motion passed unanimously.**

**8. Contract Award Flow International Corporation Water Jet Cutting Machine**

**8:15 a.m.** The briefing paper regarding the Contract Award to Flow International Corporation for the Water Jet Cutting Machine was provided in the Committee packet. Larry Jackson, Vice President Procurement, Inventory Management & Supplier Diversity, provided a brief overview. The water jet cutting machine would be used in the Metal Shop to cut side panels on buses, vans, radiator doors, bellows plates, parts for MetroLink, or any item that involves repetitious cutting. The machine would also allow scroll work that is currently done by hand. A Request for Bids was issued, seeking qualified contractors to provide an all turnkey operation including the delivery, installation, start-up, and training that would be required to perform operations at Metro's Main Repair Shop. Seven vendors were solicited and one bid was received from Flow International Corporation.

A motion for the Committee to approve and refer to the Board for approval the request to award a single bid contract to Flow International Corporation in the amount of \$170,760, the purchase of which includes delivery, installation, set-up and training was made by Commissioner Holman and seconded by Commissioner Gully. **Motion passed unanimously.**

**9. Amendments #23 and #24 to Pension Plan for Salaried Employees and Amendment #1 to 401(k) Retirement Savings Program**

**8:17 a.m.** The briefing paper regarding Amendments #23 and #24 to the Pension Plan for Salaried Employees and Amendment #1 to the 401(k) Retirement Savings Program was provided in the Committee packet. Barbara Enneking, General Counsel, provided a brief overview. In the management of the Salaried Pension Plan and the 401(k) Program, several situations arose which highlighted certain administrative difficulties. The Salaried Plan currently provides that if a participant has not designated a beneficiary, then the Plan designates that his or her estate is the beneficiary. However, a participant did not always have an estate or one that was still open due to delayed notification to BSD of the participant's death. In addition, the Plan didn't provide flexibility if a participant terminates employment and is then rehired within a short period of time. The 401(k) Plan had similar issues. These situations were brought to the attention of the Salaried Pension Committee and were reviewed and discussed at several meetings. The Salaried Pension Committee determined that corrective amendments to the Salaried Plan and the 401(k) Plan were needed to decrease administrative complexity and clarify certain eligibility rules. Amendments #23 and #24 to the Salaried Plan, and Amendment #1 to the 401(k) Program were approved by the Salaried Pension Committee. In accordance with the Salaried Pension Committee's recommendation, a motion for the Finance & Administration Committee to refer to the Board for approval Amendments #23 and #24 of the Pension Plan for Salaried Employees, and Amendment #1 of the 401(k) Retirement Savings Program was made by Commissioner Brown and seconded by Commissioner Gully. **Motion passed unanimously.**

**10. Contract Award for General Legal Counsel Services**

**8:22 a.m.** The briefing paper regarding the Contract Award for General Legal Counsel Services was provided in the Committee packet. Barbara Enneking, General Counsel, provided a brief overview. BSD issued a solicitation for legal services on April 14, 2015, seeking proposals from qualified law firms to provide legal services in six areas of practice. Firms were allowed to propose in one or more of the six areas of practice, and BSD received 58 proposals from 24 law firms. Following the completion of the evaluation and scoring of all proposals in each of the six practice areas, several firms were chosen in each practice category. A motion to refer to the Board for approval the request to enter into contracts with the recommended firms to provide Legal Services under the supervision of Bi-State Development's General Counsel for an aggregate not to exceed amount of \$6,000,000 over the next three years and \$4,000,000 for the option years was made by Commissioner Dietzel and seconded by Commissioner Brown. **Motion passed unanimously.**

**11. Update on Insurance Programs and Claims, Safety and Emergency Preparedness Activities**

**8:24 a.m.** The briefing paper regarding the Update on Insurance Programs and Claims, Safety and Emergency Preparedness Activities was provided in the Committee packet. Kathy Brittin, Director of Risk Management, Claims & Safety, provided an overview highlighting the Insurance Program, Claims, Safety Department Initiatives, and Emergency Preparedness. Ms. Brittin's overview included a PowerPoint presentation which had been distributed with the meeting packet. BSD has self-insured a substantial portion of the risk of its transit operations, including vehicle liability, rail liability, general liability and workers' compensation. Excess insurance coverage is purchased for all insured and self-insured risk exposures. Property liability insurance is purchased for the buildings, physical assets, and rolling stock. Primary liability insurance is purchased for the Airport, the Arch, the Gateway Arch Riverboats, and the Headquarters buildings. BSD currently has a contract with Arthur J. Gallagher Risk Management Services, Inc., the broker of record, to provide insurance marketing services, loss control consulting, and risk financing recommendations. BSD annually reviews and renews coverage on July 1 of each fiscal year. Some insurance programs are selectively marketed and others are renewed depending

on market conditions and changes in operating exposures. This report identified some improvements that were achieved for FY16.

Some discussion followed regarding the Drug and Alcohol Compliance Audit, the annual percentage of random testing and the pass/failure rate. Ms. Brittin stated that the entire process is being reevaluated and her staff would be working with the Internal Audit Department to make sure BSD is compliant with any findings. Upon completion of the review of 2015 Drug and Alcohol Compliance Audit and in response to Commissioner Holman's request, Ms. Brittin will prepare a report identifying the percentage of pass/fail results during random drug testing and the percentage of post-accident testing. 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. Pension Plan and 401(k) Retirement Savings Program Investment Performance Update as of June 30, 2015**

**9:00 a.m.** The briefing paper regarding the Pension Plan and 401(k) Retirement Savings Program Investment Performance Update as of June 30, 2015 was provided in the Committee packet. Charles Stewart, Vice President Pensions and Insurance, provided a brief overview. Mr. Stewart advised that Ellwood Associates (**Ellwood**) presented the Second Quarter 2015 Pension Plan, 401(k) Retirement Savings Program and OPEB Trust Investment Performance Reports to the respective Trustees at the August 2015 trustee meetings. Mr. Stewart presented the following updates to the Committee:

**Salaried Pension Plan:** As of June 30, 2015, total assets of the Salaried Pension Plan are at \$57.3 million. Year-to-date 2015, the portfolio experienced modestly net negative cash flows, with favorable investment returns improving overall plan assets. In the second quarter, the portfolio gained 1.0% and was in line with the total portfolio benchmarks. No recommendations to rebalance the portfolio were advised at this time.

**IBEW Pension Trust – Local 2 and Local 309:** As of June 30, 2015, Plan assets reached \$3.7 million gaining approximately \$200,000 since the beginning of the calendar year. During the first six months of the year, the portfolio advanced 3.6% ahead of the benchmark by 20 basis points; and longer term performance remained favorable. Ellwood's previous recommendation to retain Vaughan Nelson as Perkins replacement was fully implemented in May 2015. No new recommendations are required at this time.

**Bi-State Development Agency – 788 Pension:** The total Plan assets are at \$123.1 million. During the first six months of 2015, the portfolio gained \$5.0 million in market value due to favorable investment returns. In June 2015, the Pension Trust deployed \$4 million towards the Principal Core Real Estate Fund. This action finalized the decision by the Committee to reduce the number of real estate managers in the investment program, and terminate the AFL-CIO Core Real Estate Fund. The proceeds from that redemption were allocated towards the Principal Fund. Currently, no manager changes are recommended at this time. During the first quarter 2015, an agreement was reached to combine the Clerical and Operating Trusts. The process to implement this change is ongoing and should be completed by the third quarter. Since the two pension programs are fully integrated, Ellwood will analyze cash flow expectations and redefine the liquidation parameters. A recommendation will be presented at the Committee's next meeting.

**OPEB Trust:** As of June 30, 2015, the total assets are at \$19.4 million. The asset allocation is in line with the target allocations and the portfolio continues to perform in line with expectations. All the portfolio's investment managers are performing in line with expectations, and no manager changes are

advised at this time. Ellwood provided an update regarding Blackstone Park to the trustees at the Pension Committee meetings. Barlow was fully liquidated in January 2015, and the proceeds were deployed in February to Blackstone. The balance of the investment with Barlow is expected to be fully redeemed by August 2015.

Some discussion followed regarding the actuarial funding percentage for all the pension plans. 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.

**13. 2014 Pension Plan Audit Update**

**9:37 a.m.** The briefing paper regarding the 2014 Pension Plan Audit Update was provided in the Committee packet. Charles Stewart, Vice President Pensions and Insurance, provided a brief overview. The Pension Data Audit, issued by BSD's Internal Audit Department in March 2012, identified policy, procedure, recordkeeping and internal control deficiencies. The major recommendation was to engage an independent certified public accounting firm to perform annual financial statement audits. This recommendation was implemented, and Mayer Hoffman McCann, PC (MHM) completed the audits and issued the following audit findings: 1) MHM issued a "clean" audit opinion for the 401(k) Retirement Savings Program for years ended December 31, 2006 – 2012; and a "clean" audit opinion for all four Pension Plans 2013 – 2014. *Mr. Stewart stated that he was proud to report that for the first time in many years, all audits of all Pension Plans are "clean" and up to date.* 2) Disclosure of Actuarial Information - Due to errors in census data prior to the 2009 fiscal year end, the audit report included a qualification as to certain disclosures required under accounting principles. 3) Plan Transfers – There were a limited number of participants who participated in more than one pension plan during their years at BSD. Those participants may have been incorrectly paid due to the errors in census data prior to the 2009 fiscal year end. This disclosure will remain in the report as long as disclosure of the 2009 information is required. Other issues MHM discovered were reviewed with management and the pension trustees. Many of those issues were corrected prior to completion of the audit or corrective action is in process. This report was informational only and no Committee action is required. A copy of the report will be kept at the office of the Deputy Secretary.

**14. Crowe Horwath – 2015 External Audit Update**

**9:12 a.m.** This was an oral report and no documentation was provided in the Committee packet. Scott Nickerson, Crowe Horwath, provided a brief overview. Mr. Nickerson informed the Committee that in addition to today's update, a report on the final results of the audit will be provided in October. As part of their review, Crowe Horwath (Crowe) is focusing on risk management, claims, self-insurance liability, pension liabilities and their impact on the financial results. A lot of emphasis has been placed on the pension liabilities and the valuation of that liability because now BSD's balance sheets are required to reflect the value of that actuarial liability. Crowe has been working with BSD management, and the plan auditors to gather the necessary information. The interim field work that focused on the internal controls and compliance testing of the various activities of BSD has been conducted. As part of the process, Crowe reviews the significant transaction cycles, fare revenue, capital assets, etc. to make sure that the systems in place are actually designed properly and working effectively. There were no significant items to report. Crowe also reviews BSD's federal grants process to make sure that controls are in place and BSD is complying with all grant requirements. There were no significant items identified from this process. A Crowe team is currently in the field working with management on conducting year-end balance checks and at this point, there are no significant items to report. One significant change going forward will be that the audited financials will be reported for a single year rather than showing two years of results. This decision was made primarily because of the significant GASB account standard changes; and providing a single year presentation would make it easier to implement these new changes.

Condensing the report to a single year would also make the report smaller and easier to review and access information quickly and effectively.

Some discussion followed regarding the effect of the new GASB rules on BSD's bonding power. Mr. Nickerson informed the Committee that he has talked to several of the rating agencies who indicated that they anticipated what type of changes might occur. Because the reporting agencies were aware of the changes and had access to some of this information already, they tried to build it into their scoring process. Also there are other factors they are considering when preparing their ratings. BSD will get points on its credit ratings for issuing at the highest level by filing a Comprehensive Annual Financial Report (CAFR). The reporting agencies are aware of what impact these changes might have on various organizations. One risk that BSD has is related to recording the liability as it relates to the assets of the pension plans. In conclusion, Mr. Nickerson advised the Committee that Crowe is in the midst of conducting the year-end field work that should be completed by the end of the week. This report was informational only, and no Committee action was required.

**15. 4<sup>th</sup> Quarter Financial Statements**

**9:21 a.m.** The 4<sup>th</sup> Quarter Financial Statements were provided with the Committee packet. Mark Vago, Comptroller, provided a brief overview. One key component Mr. Vago pointed out was the unfunded liability. At the most recent Finance & Administration Committee meeting, a topic of discussion was determining the best way to present the financial statements. Rather than present the financial statements in an accounting format, it was put in a more concise manner making it easier to understand. The new concept shows all incoming revenue, all operating and non-operating expenses and the income before depreciation.

John Nations, President & CEO, added that this new reporting concept has been one of his priorities to make sure that the financial statements reflect how BSD is managed. In the past, these statements would show the operating revenue, which was generally farebox, and then the expenses, and operating loss. That method of reporting does not reflect how BSD is actually managed. BSD contracts with St. Louis City and St. Louis County to provide transit service in return for appropriations received; and the reorganized financial statements better reflect BSD's management process.

Mr. Nations also reported that the appropriation process in the City of St. Louis and St. Louis County was unanimously approved in both jurisdictions for BSD to continue to provide transit service.

Mr. Vago continued his report adding that although Arts-In-Transit and the Research Institute had very small activity during the year, both entities would be included in the CAFR report. The purchase of new vans is reflected under Capital Assets – Paratransit. Under Non-Current Liabilities the unfunded pension liability final number for the audit was \$89.2 million, which is the unfunded liability that will be on BSD's balance sheets. There are other aspects that must be reported for the audit, but this is an important piece, and there is an expanded footnote in the audit about it as well.

There was some discussion regarding the Internal Service Funds. Mr. Nations stated that Charles Stewart, Vice President Pension & Insurance, has been reassigned as his direct report, and will be heading up the efforts on the Internal Service Fund. 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.

**16. 4<sup>th</sup> Quarter Performance Indicators**

**9:21 a.m.** The 4<sup>th</sup> Quarter Performance Indicators report was provided with the Committee packet. Mark Vago, Comptroller provided a brief overview. The Arch Tram ridership for the year end 2015 was down

8%, unfavorable to prior year actual. The riverboat passengers and cruises were down 40% and 30% respectively; and there has been a continuing decline in revenue from food and beverages reflected on the financial statements making for a challenging year. The St. Louis Downtown Airport has experienced a decline in revenue year over year and recently had a tenant leave a major hangar. Passenger boardings for FY15 decreased 3.1% compared to prior year. Despite a recent fare increase, total passenger revenue was down for MetroBus (2.3%), MetroLink (4.7%), and Call-A-Ride (0.6%). Passenger revenue is a small component of the total revenue. We also have contracting grant revenue, federal vehicle maintenance revenue, and funding from St. Clair County, the City of St. Louis and St. Louis County, which helps to keep BSD in a stable position. This report was informational only, and no Committee action was required. A copy of this report will be kept at the office of the Deputy Secretary.

**17. 4<sup>th</sup> Quarter Procurement Report**

**9:32 a.m.** The quarterly Procurement Activity Report was provided in the Committee packet. Larry Jackson, Vice-President, Procurement, Inventory Management & Supplier Diversity provided a brief update. The year-end procurement report shows that the FY15 Non-Competitive Procurements totaled 14.5% of the total Purchase Order Commitment volume. This number is abnormally high due to the nature of activity BSD has been having in the past year. A number of the major procurements have been focusing primarily on enhancing existing systems through additional technology assets and programming. Routine purchases are competitively bid and all sole source contracts in excess of \$100,000 are presented to the Board for approval. The report also includes detailed information regarding larger expenditures. 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.

**18. June Treasury Report**

**9:33 a.m.** The June Treasury Report was provided in the Committee packet. Tammy Fulbright, Director Treasury Services, provided a brief overview. The Bi-State Directed – Prop M showed a total of approximately \$200 million in investments. About one-third of the portfolio is invested in Agency securities and these investments, over a three year period, help BSD to guard against interest rate changes and those investments are earning approximately 60 basis points. The Trustee Directed Funds show a total of approximately \$52 million in investments with an average return of about 1.35%. The Debt Service Revenue Funds are currently invested for about nine (9) years to allow BSD to earn a better rate. The recent turmoil in the stock market this past week has been unpredictable. There is a possibility that the rates would go up again but it is still uncertain at this time. More information is expected over the next few weeks, but the hope is that there will be an increase sometime this year. St. Louis County approved the additional \$30 million loan that would allow BSD to pay off the Series 2050 bonds; which would lower the interest rate from 4.75% to approximately 1.02%. The actual percentage rate will not be known for sure until the funds are received sometime in October, but it is expected to be within that range. 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.

**19. Unscheduled Business**

**9:36 a.m.** There was no unscheduled business.

- 20. 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 under §610.021(1); RSMo; leasing, purchase or sale of real estate under §610.021(2); personnel actions under §610.021(3); discussions regarding negotiations with employee groups under §610.021(9); sealed bids, proposals and documents related to negotiated contracts under §610.021(12); personnel records or applications under §610.021(13); records which are otherwise protected from disclosure by law under §610.021(14); records relating to hotlines established for report abuse and wrongdoing under §610.021(16); or confidential or privileged communications with the District's auditor, including auditor work products under §610.021(17).**

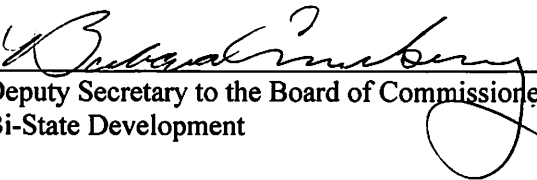
**9:40 a.m.** Pursuant to the requirements of Section 610.021(1) of the Revised Statutes of Missouri, Commissioner Kicielinski requested a motion to allow the Board to go into closed session. A motion was made by Commissioner Dietzel and seconded by Commissioner Brown. A roll call vote was taken, and the Commissioners present, Brown, Gully, Holman, Dietzel, Kicielinski, Farrell, Buehlhorn, and Golliday voted to approve this agenda item. **Motion passed unanimously.**

- 21. Call of Dates for Future Committee Meetings**

**9:40 a.m.** No future Committee meeting dates were called.

- 22. Adjournment**

**9:40 a.m.** The Open Session Finance & Administration Committee meeting was adjourned.

  
\_\_\_\_\_  
Deputy Secretary to the Board of Commissioners  
Bi-State Development



**Open Session Item**

**8 (a)**

**Bi-State Development  
Agenda Item  
Board of Commissioners  
September 25, 2015**

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**From:** John M. Nations, President & CEO  
**Subject:** **Contract Award to Arrowhead Industries LLC for Alstom Model 5F Power Operated Switch Machines**  
**Disposition:** Approval  
**Presentation:** Larry Jackson, Vice President – Procurement, Inventory Management & Supplier Diversity

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**Objective:**

To present to the Board of Commissioners for approval a request for authorization to award a single bid contract to Arrowhead Industries LLC, to service, transport, deliver, and remanufacture twenty-seven (27) Alstom Model 5F Power Operated Switch Machines for the MetroLink system.

**Committee Disposition:**

This item was presented and discussed at the Finance & Administration Committee meeting on August 28, 2015. The Committee voted to recommend that the Board of Commissioners approve this contract.

**Board Policy:**

In accordance with *Board Policy Chapter 50 – Purchasing*, the Board of Commissioners must approve the award of a single bid contract that exceeds \$100,000.00.

**Funding Source:**

Funding is provided through Federal Transit Administration (FTA) Grant Number MO-54-0001 and local funding sources.

**Background:**

The original MetroLink system began operation in 1993. The power switch machines are showing various signs of wear. Bi-State Development (BSD) performs routine inspection and maintenance regularly on the machines, but wear has reached a point that it is necessary to have the machines rebuilt at this stage of the lifecycle.

**Analysis:**

A Sealed Bid (SB) 15-SB-101510-CG was issued on March 13, 2015, seeking bids from companies that could provide servicing, transporting, delivery, and remanufacturing for 27 Alstom Model 5F Power Operated Switch Machines. The Sealed Bid was advertised in Metro's iSupplier Portal, BSD's web-based communication tool structured to allow bidders full and open access to view, communicate, and submit bids on active solicitations. Thirteen companies were invited to participate and were provided an electronic copy of the solicitation.

There are a limited number of companies that manufacture or repair switch machines. To encourage competitive bidding from other suppliers, BSD sent a transmittal to all invited suppliers

prior to the bid due date, requesting the status of their intentions to participate. Two companies indicated their intent to bid, and one replied that they would not participate.

On March 31, 2015, one bid was received from Arrowhead Industries LLC. The second bidder, Alstom, the manufacturer of the switch machines, had previously stated that they would bid but when queried, indicated that they are not interested at this time.

Arrowhead's bid was compared to the Independent Cost Estimate prepared by the Maintenance of Way Department.

Arrowhead Industries Bid	Independent Cost Estimate
\$5,195 per unit = \$140,265	\$7,400 per unit = \$199,800

Arrowhead has stated that the pricing provided is also offered to their most favored customers for comparable services.

The contract period shall not exceed twenty-four (24) months.

Based on the information above, Arrowhead's bid has been determined to be fair and reasonable.

**Board Action Requested:**

Approval by the Board of Commissioners to award a single bid contract to Arrowhead Industries LLC, for services to service, transport, deliver, and remanufacture Alstom Model Switch Machines for the MetroLink system.

**A RESOLUTION OF THE BOARD OF COMMISSIONERS  
OF THE BI-STATE DEVELOPMENT AGENCY  
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT  
AWARDING A CONTRACT TO AROWHEAD INDUSTRIES LLC FOR  
REBUILDING 27 ALSTOM MODEL 5F POWER  
OPERATED SWITCH MACHINES**

**PREAMBLES:**

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

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

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

*Whereas*, funding is provided through the Federal Transit Administration (FTA) Grant number MO-54-0001 and local funding sources; and

*Whereas*, the power switch machines from the original MetroLink system, which began operation in 1993, are showing signs of wear and it is now necessary to have the machines rebuilt at this stage of their lifecycle; and

*Whereas*, a sealed bid 15-SB-101510-CG was issued on March 13, 2015, seeking bids from companies that could provide servicing, transporting, delivery, and remanufacturing of 27 Alstom Model 5F Power Operated Switch Machines; and

*Whereas*, the sealed bid was advertised in the Agency’s iSupplier portal and thirteen companies were invited to participate and provided an electronic copy of the solicitation. Two companies indicated their intent to bid but only one bid was received from Arrowhead Industries LLC and its bid has been determined to be fair and reasonable; and

*Whereas*, it is feasible, necessary and in the public interest for the Agency to approve the award to Arrowhead Industries LLC in the estimated amount of \$140,265 for services to rebuild 27 Alstom Model 5F Power Operated Switch Machines for the MetroLink system for a contract period not to exceed twenty-four 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 Sole Source Contract. The Board of Commissioners hereby approves the sole source contract award to Arrowhead Industries LLC for services to rebuild 27 Alstom Model 5F Power

Operated Switch Machines in an estimated amount of \$140,265 for a contract period not to exceed twenty-four months.

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 Arrowhead Industries 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. 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 25<sup>th</sup> day of September, 2015.

**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  
September 25, 2015**

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**From:** John M. Nations, President & CEO  
**Subject:** **Contract Award to Flow International Corporation for Water Jet Cutting Machine**  
**Disposition:** Approval  
**Presentation:** Larry B. Jackson, Vice President – Procurement, Inventory Management & Supplier Diversity

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**Objective:**

To present to the Board of Commissioners for approval a request for the President and CEO to purchase one new Water Jet Cutting Machine from Flow International Corporation.

**Committee Disposition:**

This item was presented and discussed at the Finance & Administration Committee meeting on August 28, 2015. The Committee voted to recommend that the Board of Commissioners approve this contract.

**Board Policy:**

In accordance with *Board Policy Chapter 50 – Purchasing*, the Board of Commissioners must approve a single bid contract that exceeds \$100,000.00.

**Funding Source:**

The funding sources are Federal Transit Administration (FTA) Grant number MO-90-X296 and local funding sources.

**Background:**

The water jet cutting machine will be used in the Metal Shop to cut side panels on buses, vans, radiator doors, bellows plates, parts for MetroLink, or any item that involves repetitious cutting. The machine will also allow scroll work, which is currently done by hand.

Bi-State Development (**BSD**) issued a Sealed Bid (**SB**) seeking bids from qualified contractors to provide all turnkey operation including the delivery, installation, start-up, and training that would be required to perform operation at Metro's Main Repair Shop (**Central Facility**), 3300 Spruce Street, St. Louis, MO 63103.

Seven vendors were solicited for this requirement. The solicitation was advertised on BSD's website. The solicitation was conducted utilizing BSD's on-line sourcing system which is accessible by any interested party.

**Analysis:**

To encourage competitive bidding from other suppliers, BSD sent a transmittal to all invited suppliers prior to the bid due date, requesting the status of their intentions to participate.

One bid was received from **Flow International Corporation** representing BSD's required services. The second bidder, EZCUTCNC, had previously stated that they would probably bid but when queried, indicated that they are not interested in participating. EZCUTCNC mentioned Buy America and did not believe their product met the requirement.

Bystronics, Inc., declined stating the scope of work is not paralleled with their machine offerings.

Koike Aronson did not get their quote in on time. They work through distributors and gave one of their distributors the information to prepare the quote, but the distributor did not respond.

Four companies reviewed the solicitation but did not bid.

**Board Action Requested:**

Approval by the Board of Commissioners to award a single bid contract to Flow International Corporation in the amount of \$170,760.00. The purchase includes delivery, installation, set-up, and training.



**A RESOLUTION OF THE BOARD OF COMMISSIONERS  
OF THE BI-STATE DEVELOPMENT AGENCY  
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT  
AWARDING A CONTRACT TO FLOW INTERNATIONAL CORPORATION  
FOR A WATER JET CUTTING MACHINE**

**PREAMBLES:**

*Whereas*, The Bi-State Development Agency of the Missouri-Illinois Metropolitan District (the “Agency”) 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(E)(1)(b) and §50.010 (E)(1)(b), requires Board approval of all Non-competitive (“sole source” or “single bid”) Procurements exceeding \$100,000; and

*Whereas*, funding is provided through the Federal Transit Administration (FTA) Grant number MO-90-X296 and local funding sources; and

*Whereas*, the water jet cutting machine will be used in the Metal Shop to cut side panels on buses, vans, radiators doors, bellow plates and any other part for MetroLink or any item that involves repetitious cutting; and

*Whereas*, the Agency issued a sealed bid procedure seeking bids from qualified contractors to provide a turnkey operation including the delivery, installation, start-up, and training that would be required to perform operations at Metro Transit’s Main Repair Shop; and

*Whereas*, seven vendors were solicited and the solicitation was advertised on the Agency’s website. Although four companies reviewed the solicitation they did not bid. Only one bid was received from Flow International Corporation for \$170,760; and

*Whereas*, it is feasible, necessary and in the public interest for the Agency to approve the award to Flow International Corporation in the amount of \$170,760 for a water jet cutting machine, including delivery installation, set-up and training, 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 Sole Source Contract. The Board of Commissioners hereby approves the sole source contract award to Flow International Corporation for a water jet cutting machine in an amount not-to-exceed \$170,760.

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 Flow International Corporation.

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.        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 25<sup>th</sup> day of September, 2015.

**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**

**8(c)**

**Bi-State Development  
Agenda Item  
Board of Commissioners  
September 25, 2015**

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<b>From:</b>	John M. Nations, President & CEO
<b>Subject:</b>	<b>Contract Award for General Legal Counsel Services</b>
<b>Disposition:</b>	Approval
<b>Presentation:</b>	Barbara Enneking, General Counsel; Larry B. Jackson, Director of Procurement, Inventory Management & Supplier Diversity

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**Objective:**

To present to the Board of Commissioners for approval a request to establish three-year contracts with two one-year option periods for legal services with selected law firms in response to proposals received for Bi-State Development's (**BSD**) Solicitation 11-RFP-101626-CG.

**Committee Disposition:**

This item was presented and discussed at the Finance & Administration Committee meeting on August 28, 2015. The Committee voted to recommend that the Board of Commissioners approve this contract.

**Previous Board Action:**

Current contract extensions for legal counsel were approved and discussed at the Board of Commissioners meeting on April 24, 2015. The Board approved the request to extend current contract agreements for six months in order to provide sufficient time to solicit and evaluate new proposals.

**Board Policy:**

*Board Policy Chapter 50.010.E – Purchasing* requires Board approval of negotiated procurements exceeding \$500,000.

**Funding Source:**

Funding is provided in the Operating Budget.

**Background:**

Bi-State Development issued Solicitation 11-RFP-101626-CG on April 14, 2015, seeking proposals from qualified law firms to provide legal services in six areas of practice – General Corporate Legal Counsel, Liability, Subrogation, Workers' Comp, EEO and Labor & Employment.

On or before June 15, 2015, through the BSD's iSupplier online solicitation system, BSD received 58 proposals from 24 law firms. Firms were allowed to propose in one or more of the six areas of practice. The number of proposals submitted for each area of practice are as follows:

Corporate Counsel:	7
Liability	17
Subrogation	7
Workers' Comp	11

EEO	10
Labor & Employment	6

**Analysis:**

All proposals received were determined to be responsive to the solicitation. Six separate evaluation committees, comprised of BSD staff members knowledgeable of BSD's legal services requirements, evaluated the proposals in each practice area. Each firm's proposal was scored according to the technical evaluation requirements specified in the proposal and technical evaluation requirements specified in the solicitation package. The maximum possible score was 450 points. Following the completion of the evaluation and scoring of all proposals in each of the six practice areas, several firms were chosen in each practice area. The number of firms chosen in that area was determined according to the anticipated volume of work in the area based on BSD's previous experience. All firms that submitted a proposal in each practice area and the BSD award recommendations are shown in Attachment 1.

**Board Action Requested:**

Approval by the Board of Commissioners to enter into contracts with the recommended firms to provide Legal Services under the supervision of BSD's General Counsel for an aggregate not to exceed amount of \$6,000,000 over the next three years and \$4,000,000 for the option years.

Recommend approval to exercise the option years if:

- The performance of the contract is satisfactory
- The exercise of the option is in accordance with the terms and conditions of the option stated in the initial contract awarded; and
- The option price is determined to be better than prices available in the market or that the option is the more advantageous offer at the time the option is exercised.

**Attachment:**

1. Bi-State Development Award Recommendation

## Bi-State Development Award Recommendation

Discipline	Firm	Award
<b>Corporate Counsel</b>		
	Clayborn Sabo Wagner LLP	Yes
	Evans & Dixon, LLC	Yes
	Hepler Broom, LLC	Yes
	Hinshaw Culbertson, LLP	
	Lashly & Baer, P.C.	Yes
	Shands, Elbert Gianoulaski, Giljum, LLP	
	White Coleman & Associates, LLC	Yes
<b>Liability</b>		
	Boggs, Avellino, Lach & Boggs, LLC	
	Brinker & Doyen	
	Brown & James Law Firm	Yes
	Clayborn Sabo Wagner, LLC	
	Evans & Dixon, LLC	
	Hepler Broom, LLC	Yes
	Hinshaw & Culbertson, LLP	Yes
	Husch Blackwell	
	Kortenhof McGlynn & Burns	Yes
	Leritz Plunkert & Bruning, LLC	
	Morrow Wilnauer Klosterman Church, LLC	
	Pitzer Snodgras, PC	Yes
	Roberts Perryman, P.C.	
	Rynearson, Suess, Schnurbusch & Champion, LLC (RSS & C)	
	Shands, Elbert, Gianoulaski, Giljum, LLP	
	The Hale Law Firm	
	White Coleman & Associates, LLC	
<b>Subrogation</b>		
	Brinker & Doyen	
	Clayborne Sabo Wagner, LLP	
	Evans & Dixon, LLC	Yes
	Hinshaw & Culberston, LLP	
	Leritz Plunkert & Bruning	
	Law Offices of Mark G. McMahon	
	RSS & C	Yes

## Bi-State Development Award Recommendation

<b>Discipline</b>	<b>Firm</b>	<b>Award</b>
<b>Workers' Comp</b>		
	Boggs, Avellino, Lach & Boggs, LLC	
	Brinker & Doyen	
	Brown & James Law Firm	Yes
	Clayborne Sabo Wagner, LLP	
	Edward L. Weiss	
	Evans & Dixon, LLC	Yes
	Frank J. Lahey, Jr., P.C.	
	Harris, Dowell, Fisher & Harris, L.C.	Yes
	Hepler Broom, LLC	
	Kortenhof McGlynn & Burns, LLC	Yes
	Morrow Wilnauer Klosterman Church, LLC	
<b>EEO</b>		
	Evans & Dixon, LLC	
	Hinshaw & Culbertson, LLP	
	Lashly & Baer, P.C.	Yes
	Leritz Plunkert & Bruning, LLC	
	The Lowenbaum Partnership, LLC	Yes
	McMahon Berger, P.C.	Yes
	RSS&C	
	Shands, Elvert, Gianoulaski, Giljum, LLP	Yes
	The Hale Law Firm	
	White Coleman & Associates, LLC	Yes
<b>Labor &amp; Employment</b>		
	Evans & Dixon, LLC	
	Harris, Dowell, Fisher & Harris	
	Hepler Broom, LLC	
	The Lowenbaum Partnership, LLC	Yes
	McMahon Berger, P.C.	Yes
	Shands, Elvert, Gianoulaski, Giljum, LLP	

**A RESOLUTION OF THE BOARD OF COMMISSIONERS  
OF THE BI-STATE DEVELOPMENT AGENCY  
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT  
AWARDING CONTRACTS TO SELECTED LAW FIRMS IN ORDER TO  
PROVIDE LEGAL SERVICES**

**PREAMBLES:**

*Whereas*, The Bi-State Development Agency of the Missouri-Illinois Metropolitan District (the “Agency”) 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 negotiated procurements exceeding \$500,000; and

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

*Whereas*, the Agency issued Solicitation 11-RFP-101626-CG on April 14, 2015 seeking proposals from qualified law firms to provide legal services to establish three-year contracts with two one-year option periods in six areas of legal practice – General Corporate Legal Counsel, Liability & Claims, Subrogation, Workers’ Comp, EEO, and Labor & Employment; and

*Whereas*, on or before June 15, 2015 the Agency received 58 proposals from 24 law firms through the Agency’s iSupplier on line solicitation system; and

*Whereas*, all the law firms that submitted a proposal in each practice area and the Agency’s recommendations for selection are indicated in **Attachment 1**. Approval to exercise the option years is recommended if 1) the performance of the contract is satisfactory 2) the exercise of the option is in accordance with the terms and conditions of the option stated in the initial awarded contract and 3) the option price is determined to be better than prices available in the market or that the option is the more advantageous offer at the time the option is exercised; and

*Whereas*, it is feasible, necessary and in the public interest for the Agency to approve contract awards to the recommended law firms shown in **Attachment 1** in order to provide legal services for three-year contracts with two one year option periods for an aggregate not to exceed amount of \$6,000,000 over the next three years and \$4,000,000 for the two option years, 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 Contracts. The Board of Commissioners hereby approves the contract awards to the recommended law firms shown in **Attachment 1** in order to provide legal services under the supervision of the Agency’s General Counsel for three-year contracts with two one year option



periods for an aggregate not to exceed amount of \$6,000,000 over the next three years and \$4,000,000 for the two option years.

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 Contracts 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 recommended law firms as shown in **Attachment 1**.

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

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. 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 25<sup>th</sup> day of September, 2015.

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

By \_\_\_\_\_  
Title \_\_\_\_\_

[SEAL]

ATTEST:

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

Attachment 1

Discipline	Firm	Award
<b>Corporate Counsel</b>		
	Clayborn Sabo Wagner LLP	Yes
	Evans & Dixon, LLC	Yes
	Hepler Broom, LLC	Yes
	Hinshaw Culbertson, LLP	
	Lashly & Baer, P.C.	Yes
	Shands, Elbert Gianoulaski, Giljum, LLP	
	White Coleman & Associates, LLC	Yes
<b>Liability</b>		
	Boggs, Avellino, Lach & Boggs, LLC	
	Brinker & Doyen	
	Brown & James Law Firm	Yes
	Clayborn Sabo Wagner, LLC	
	Evans & Dixon, LLC	
	Hepler Broom, LLC	Yes
	Hinshaw & Culbertson, LLP	Yes
	Husch Blackwell	
	Kortenhof McGlynn & Burns	Yes
	Leritz Plunkert & Bruning, LLC	
	Morrow Wilnauer Klosterman Church, LLC	
	Pitzer Snodgras, PC	Yes
	Roberts Perryman, P.C.	
	Rynearson, Suess, Schnurbusch & Champion, LLC (RSS & C)	
	Shands, Elbert, Gianoulaski, Giljum, LLP	
	The Hale Law Firm	
	White Coleman & Associates, LLC	
<b>Subrogation</b>		
	Brinker & Doyen	
	Clayborne Sabo Wagner, LLP	
	Evans & Dixon, LLC	Yes
	Hinshaw & Culberston, LLP	
	Leritz Plunkert & Bruning	

	Law Offices of Mark G. McMahon	
	RSS & C	Yes
<b>Discipline</b>	<b>Firm</b>	<b>Award</b>
<b>Workers' Comp</b>		
	Boggs, Avellino, Lach & Boggs, LLC	
	Brinker & Doyen	
	Brown & James Law Firm	Yes
	Clayborne Sabo Wagner, LLP	
	Edward L. Weiss	
	Evans & Dixon, LLC	Yes
	Frank J. Lahey, Jr., P.C.	
	Harris, Dowell, Fisher & Harris, L.C.	Yes
	Hepler Broom, LLC	
	Kortenhof McGlynn & Burns, LLC	Yes
	Morrow Wilnauer Klosterman Church, LLC	
<b>EEO</b>		
	Evans & Dixon, LLC	
	Hinshaw & Culbertson, LLP	
	Lashly & Baer, P.C.	Yes
	Leritz Plunkert & Bruning, LLC	
	The Lowenbaum Partnership, LLC	Yes
	McMahon Berger, P.C.	Yes
	RSS&C	
	Shands, Elbert, Gianoulaski, Giljum, LLP	Yes
	The Hale Law Firm	
	White Coleman & Associates, LLC	Yes
<b>Labor &amp; Employment</b>		
	Evans & Dixon, LLC	
	Harris, Dowell, Fisher & Harris	
	Hepler Broom, LLC	
	The Lowenbaum Partnership, LLC	Yes
	McMahon Berger, P.C.	Yes
	Shands, Elbert, Gianoulaski, Giljum, LLP	

**Open Session Item**

**8(d)**

**Bi-State Development  
Agenda Item  
Board of Commissioners  
September 25, 2015**

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**From:** John M. Nations, President & CEO  
**Subject:** **Sole Source Contract Award to Four Nines Technologies for Transit Asset Management Phase II Software Selection and Implementation Oversight**  
**Disposition:** Approval  
**Presentation:** Shane Jennings, Manager IT ERP Systems; Tracy L. Beidleman, Director Program Development & Grants; Larry B. Jackson, Vice President - Procurement, Inventory Management & Supplier Diversity

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**Objective:**

To present to the Board of Commissioners for approval a Sole Source Contract with Four Nines Technologies for continuation of work in assisting with the selection of Asset Management, Planning and Budgeting software, and supporting the implementation of selected software.

**Committee Disposition:**

This item was presented and discussed at the Finance & Administration Committee meeting on August 28, 2015. The Committee voted to recommend that the Board of Commissioners approve this contract.

**Board Policy:**

*Board Policy Chapter 50 - Purchasing* requires Board approval of all non-competitive procurements exceeding \$100,000.00.

**Funding Sources:**

This project is funded 80% by Federal Transit Administration (**FTA**) grant numbers MO-90-X296 and MO-04 -0130 and 20% locally matched funds.

**Background:**

The Moving Ahead for Progress in the 21st Century Act (P.L. 112-141) (**MAP-21**) was signed into law by President Obama on July 6, 2012. MAP-21 is intended to create a streamlined, performance-based, and multimodal program to address the many challenges facing the U.S. transportation system. These challenges include improving safety, maintaining infrastructure condition, reducing traffic congestion, improving efficiency of the system and freight movement, protecting the environment, and reducing delays in project delivery. As part of the MAP-21, a new FTA formula-based funding program, State of Good Repair Grants, has been developed to provide dedicated funding to repair and maintain the nation's rail infrastructure. This funding will replace funding that was previously included in the FTA Fixed Guideway Rail Modernization Program. To be eligible for these funds, transit agencies will be required to develop a Transit Asset Management Plan (**TAM**).

The FTA and participants of the State of Good Repair (**SGR**) are concerned that a significant portion of the nation's public transportation assets are in need of capital reinvestment due to the historically inadequate level of financial resources available for maintenance and asset

replacement activities and/or an inability by agencies to set appropriate recapitalization priorities due to a lack of effective and easily adopted asset condition assessment tools and systems.

Bi-State Development (**BSD**), in support of the SGR Program, initiated the Transit Asset Management Program in May of 2014, which was designed to achieve “Total Asset Visibility” and provide asset management tools that will promote better management of safety-related public transportation capital assets. Specifically, the project would ensure that Bi-State Development's systems would permit our senior management to leverage data contained in our maintenance/material management systems to build asset inventories for higher-level analysis designed to optimize investments in urban rail/bus capital assets. The program will also provide better planning, budgeting, and management of the financial resources designated for acquisition and maintenance of those assets. In addition, applications capable of linking inspection reports and other maintenance activities to an innovative Geographic Information System (**GIS**) driven tool, which will ultimately result in a complete history of every transit asset, would be implemented.

In October of 2014, Bi-State awarded a contract through fair and open competition to Four Nines Technologies for the first phase of the project. Phase I was intended to perform an assessment of Bi-State Development's current capabilities and systems, identifying processes, roles, and applications related to asset management, financial planning, and GIS. Four Nines Technologies was able to provide industry expertise and produced all deliverables with exceptional quality and in the expected timeframe.

Findings of Phase I included a need for more enhanced asset management applications as well as more improved capital planning and budgeting solutions. A high-level project plan for Phase II of the project was developed to define requirements, assess solutions, and acquire and implement new software.

In order to execute this plan, Bi-State Development needs to engage a qualified firm to perform the following tasks:

- Gather Enterprise Asset Management (**EAM**) application requirements based on BSD's current and future needs;
- Develop a Statement of Work for implementation of EAM business requirements;
- Facilitate RFP evaluation and final selection of EAM software;
- Provide oversight of EAM software implementation;
- Gather Capital Planning and Operational Budget application requirements based on BSD's current and future needs;
- Develop a Statement of Work for implementation of Capital Planning and Operational Budget business requirements;

- Facilitate RFP evaluation and final selection of Capital Planning and Operational Budget software;
- Provide oversight of Capital Planning and Operational Budget software implementation.

Four Nines Technologies is uniquely qualified to complete this task. This consulting firm assisted Bi-State Development with the assessment of our systems and processes, and developed an actionable plan to move Bi-State forward to achieve “Total Asset Visibility.”

**Analysis:**

Four Nines Technologies has performed detailed analysis of our processes, procedures, and applications, and has gained an in-depth knowledge of how BSD manages our assets as well as how we plan and budget the funds to acquire and maintain them. They have resources in place to immediately address the further implementation of this program. Competitive bidding of these tasks will result in significant delay, and additional cost to redevelop what Four Nines Technologies has begun. This would likely put BSD behind the curve in meeting the Transit Asset Management implementation plan that is required to continue receiving TAM Funding.

**Board Action Requested:**

Approval by the Board of Commissioners for this sole source contract with Four Nines Technologies in the amount not to exceed \$418,000.00, contingent upon successful negotiations with Four Nines Technologies.

**A RESOLUTION OF THE BOARD OF COMMISSIONERS  
OF THE BI-STATE DEVELOPMENT AGENCY  
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT  
AWARDING A CONTRACT TO FOUR NINES TECHNOLOGIES FOR PHASE  
II OF THE TRANSPORTATION ASSET MANAGEMENT PROGRAM**

**PREAMBLES:**

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

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

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

*Whereas*, funding is provided 80% through the Federal Transit Administration (FTA) Grant number MO-90-X296 and MO-04-0130 and 20% locally matched funds.

*Whereas*, in order for the Agency to be eligible for federal MAP-21 funds, a new FTA formula-based funding program, the Agency will be required to develop a Transit Asset Management (TAM) Plan; and

*Whereas*, the Agency initiated the TAM Program in May, 2014 which was designed to achieve “Total Asset Visibility” and provide asset management tools that will promote better management of safety-related public transportation capital assets; and

*Whereas*, in October, 2014 the Agency awarded a contract through fair and open competition to Four Nines Technologies for Phase I of the TAM Program. Four Nines Technologies was able to provide industry expertise and produced all deliverables with exceptional quality and in the expected timeframe; and

*Whereas*, the findings of Phase I included the need for more enhanced asset management applications as well as more improved capital planning and budgeting solutions. A high level project plan for Phase II was developed to define requirements, assess solutions and acquire and implement new software. The Agency needs to engage a qualified firm to execute Phase II of the plan and Four Nines Technologies is uniquely qualified to complete this task; and

*Whereas*, it is feasible, necessary and in the public interest for the Agency to approve a sole source contract, contingent upon successful negotiations, in the not to exceed amount of \$418,000 with Four Nines Technologies for Phase II of the TAM 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.        Approval of the Sole Source Contract. The Board of Commissioners hereby approves the sole source contract award, contingent upon successful negotiations, to Four Nines Technologies in the not to exceed amount of \$418,000 for Phase II of the TAM Program.

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 Four Nines Technologies.

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.        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 25<sup>th</sup> day of September, 2015.

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

By \_\_\_\_\_  
Title \_\_\_\_\_

[SEAL]

ATTEST:

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

**Open Session Item**

**9**

**Bi-State Development  
Agenda Item  
Board of Commissioners  
September 25, 2015**

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**From:** John M. Nations, President & CEO  
**Subject:** **Potential Refunding of Series 2009 Cross County Bonds | Fifth Amendment to Memorandum of Agreement**  
**Disposition:** Approval  
**Presentation:** Kathy S. Klevorn, Sr. Vice President and Chief Financial Officer; Tammy Fulbright, Director of Treasury Services; Jeff White, Principal, Columbia Capital Management, LLC

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**Objective:**

To present to the Board of Commissioners for approval the Fifth Amendment (“**Fifth Amendment**”) to the Memorandum of Agreement (the “**MOA**”) by and between Bi-State Development (**BSD**), the City of St. Louis, Missouri (the “**City**”) and St. Louis County, Missouri (the “**County**”) permitting BSD to proceed with a refinancing (an “**Advance Refunding**”) of its Series 2009 Bonds if economic savings conditions warrant. The purpose of the refinancing would be to lower BSD’s borrowing costs.

**Committee Disposition:**

This item was presented and discussed at the Finance & Administration Committee meeting on August 28, 2015. The Committee voted to recommend that the Board of Commissioners approve the Fifth Amendment to the MOA, permitting Bi-State Development to proceed with a refunding of its Series 2009 Bonds for economic savings if the opportunity is presented.

**Board Policy:**

Pursuant to Board Policy Section 30.080, *Debt Issuance and Administration*, The Bi-State Development Agency of the Missouri-Illinois Metropolitan District is a body corporate and politic created and existing by reason of a joint compact (**Compact**) between the States of Missouri and Illinois (Sections 70.370 *et seq.* of the Revised Statutes of Missouri, as amended, and Illinois Compiled Statutes, Chapter 45, Act 100, as amended) and approved by the United States Congress and the President. The Powers to Issue Debt, *RSMo Section 70.373; 45 ILCS 110/1* was ratified by Congress as follows: Joint Resolutions of the United States Congress of August 31, 1950, 64 Stat. 568, Pub. L. No. 81-743; September 21, 1959, 73 Stat. 582, Pub. L. No. 86-303; September 30, 1985, 99 Stat. 477, Pub. L. No. 99-106; April 1, 1996, 110 Stat. 883, Pub. L. No. 104-125; December 19, 2011, 125 Stat. 775, Pub. L. No. 112-71. Bi-State Development is authorized to borrow money for any of the authorized purposes of BSD and to issue the negotiable notes, bonds or other instruments in writing of BSD in evidence of the sum or sums to be borrowed.

The power to issue debt is vested in the Board of Commissioners.

**Funding Source:**

The Series 2009 Bonds and any refunding bonds are repaid solely from the receipts of Prop M, Prop M2 and Prop A sales taxes levied and collected by the City and County and remitted to BSD pursuant to the MOA.

**Background:**

Bi-State Development currently has two series of bonds outstanding related to the MetroLink Cross-County Extension project. BSD's Series 2009 Bonds, based upon current markets, could be refinanced to reduce BSD's borrowing costs under certain conditions. Pursuant to the MOA, however, BSD needs to seek City and County approvals for any financing secured by Prop M, Prop M2 and Prop A receipts, including any financing to reduce BSD's borrowing costs.

The proposed action would amend the MOA by the Fifth Amendment to provide BSD with the flexibility to refund its Series 2009 Bonds at any time, subject to the requirement that the refinancing meet certain debt service savings thresholds.

**Analysis:**

Municipal market interest rates remain near historic lows, despite market expectations that the Federal Reserve's Open Market Committee will begin raising short-term rates sometime during 2015. Although BSD's Series 2009 Bonds are not subject to optional redemption until October 2019, BSD could pursue an "advance refunding" of these bonds to produce debt service savings. Depending upon the competitiveness of the pricing and the structure of the refunding bonds, BSD's potential savings from such a transaction might be as much as \$5 million (in 2015 dollars) over the remaining term of the bonds. Because advance refundings are inefficient in current markets, each day BSD waits to execute a refunding improves debt service savings, presuming market conditions remain constant.

As a result, staff is not recommending that BSD move immediately to execute a refunding transaction. However, if BSD did see an opportunity to take advantage of an unusual drop in interest rates, having the Fifth Amendment to MOA in place would allow the BSD to act quickly to take advantage of such an opportunity.

The proposed Fifth Amendment to the MOA would make the refunding authority available to BSD only if debt service savings reached a reasonable threshold, providing BSD's funding partners with the assurance that BSD's actions to refund the Series 2009 Bonds would be prudent and thoughtful.

Even with the Fifth Amendment to the MOA secured, the BSD's Board of Commissioners would retain the authority to approve or reject any action to refinance the Series 2009 Bonds.

**Board Action Requested:**

Approval by the Board of Commissioners of the Fifth Amendment to the Memorandum of Agreement, permitting Bi-State Development to proceed with a refunding of its Series 2009 Bonds for economic savings if the opportunity is presented.

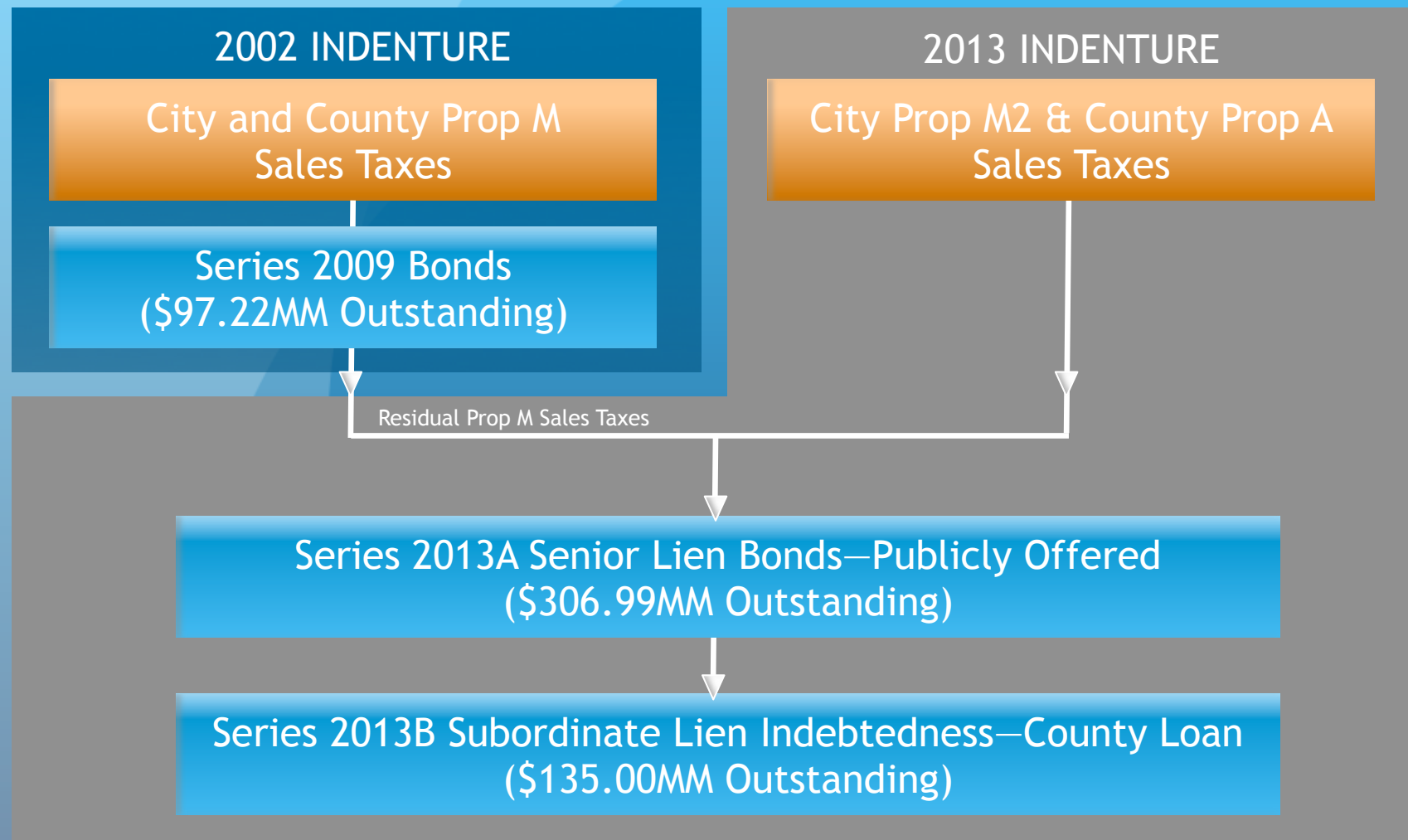
**Attachments:**

1. Series 2009 Cross County Indebtedness Structure
2. Fifth Amendment to Memorandum of Agreement



# CROSS-COUNTY INDEBTEDNESS STRUCTURE

(as of October 1, 2015)



(Bond balances include the effects of October 1, 2015, principal payments and assume County funds the 2015 County Loan draw at \$30 million)





**FIFTH AMENDMENT TO MEMORANDUM OF AGREEMENT**

THIS **FIFTH AMENDMENT TO MEMORANDUM OF AGREEMENT** (the “Fifth Amendment”) dated as of \_\_\_\_\_, 2015 is by and among **THE CITY OF ST. LOUIS, MISSOURI**, a constitutional charter city and political subdivision of the State of Missouri (the “City”), **ST. LOUIS COUNTY, MISSOURI**, a constitutional charter county and political subdivision of the State of Missouri (the “County”) and **THE BI-STATE DEVELOPMENT AGENCY OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT**, a legally constituted body corporate and politic created and existing by reason of a joint compact between the States of Missouri and Illinois which is codified at Section 70.370 et seq. of the Missouri Revised Statutes, as amended, and 45 ILCS 100/1 et seq. of the Illinois Compiled Statutes, as amended (the “Agency”) and amends the Memorandum of Agreement dated as of November 1, 2002 by and among the parties hereto (the “Original Agreement”), as amended by the First Amendment to Memorandum of Agreement dated November 1, 2005 by and among the parties hereto (the “First Amendment”), as amended by the Second Amendment to Memorandum of Agreement dated as of December 1, 2007 by and among the parties hereto (the “Second Amendment”), as amended by the Third Amendment to Memorandum of Agreement dated as of November 1, 2009 by and among the parties hereto (the “Third Amendment”), and further amended by the Fourth Amendment to Memorandum of Agreement dated as of June 1, 2013 by and among the parties hereto (the “Fourth Amendment”). The Original Agreement, as amended by the First Amendment, the Second Amendment, the Third Amendment, the Fourth Amendment and this Fifth Amendment, is hereinafter referred to as the “Agreement.”

WHEREAS, the City, the County and the Agency entered into a Memorandum of Understanding, dated December 1, 2000 (the “MOU”), relating to an expansion of the Agency’s light rail transit system known as MetroLink, including a light rail transit line known as Segment I of the Cross-County Corridor and improvements associated with the related upgrade and expansion in transit service (the “Project,” as further described in the Original Agreement); and

WHEREAS, the parties agreed that financing was necessary to provide funds to acquire, plan, construct, equip and improve the Project, to fund reasonable reserves for such financing and for the Project and to fund the costs of issuance relating to such financing; and

WHEREAS, the City, the County and the Agency entered into the Original Agreement to provide for the issuance of bonds by the Agency to provide funds to finance the Project, to provide for the application of the proceeds of such bonds to pay the costs of the Project and to provide a source of repayment for such bonds; and

WHEREAS, in accordance with the Original Agreement, on November 21, 2002, the Agency issued (a) \$100,000,000 original principal amount Mass Transit Sales Tax Appropriation Bonds (MetroLink Cross County Extension Project) Series 2002A (the “Series 2002A Bonds”), (b) \$313,305,000 original principal amount Mass Transit Sales Tax Appropriation Bonds (MetroLink Cross County Extension Project) Series 2002B (the “Series 2002B Bonds”), and (c) \$816,760.73 original principal amount Mass Transit Sales Tax Appropriation Bonds (MetroLink Cross County Extension Project) Series 2002C (the “Series 2002C Bonds” and together with the Series 2002A Bonds and the Series 2002B Bonds, the “Series 2002 Bonds”) pursuant to the Trust Indenture dated as of November 1, 2002 (the “2002 Original Indenture”) between the Agency and The Bank of New York Mellon Trust Company, N.A. (formerly known as BNY Trust Company of Missouri), as trustee (the “Trustee”); and

WHEREAS, in accordance with the Original Agreement as amended by the First Amendment, on November 2, 2005, the Agency issued \$150,000,000 original principal amount Subordinate Mass Transit Sales Tax Appropriation Bonds (MetroLink Cross County Extension Project) Series 2005A (the "Series 2005A Bonds") pursuant to the Trust Indenture dated as of November 1, 2005 between the Agency and the Trustee; and

WHEREAS, in accordance with the Original Agreement as amended by the First Amendment and the Second Amendment, on December 19, 2007, the Agency issued \$20,820,000 original principal amount Mass Transit Sales Tax Appropriation Refunding Bonds (MetroLink Cross County Extension Project) Series 2007 (the "Series 2007 Bonds") pursuant to the 2002 Original Indenture, as supplemented by the First Supplemental Trust Indenture dated as of May 1, 2006 (the "First Supplemental Trust Indenture") and the Second Supplemental Trust Indenture dated as of December 1, 2007 (the "Second Supplemental Trust Indenture"); and

WHEREAS, in accordance with the Original Agreement, as amended by the First Amendment, the Second Amendment and the Third Amendment, with the consent of the Trustee, in accordance with Section 8.4 of the Original Agreement and Article X of the 2002 Original Indenture, the Agency was authorized to provide for the issuance of Refunding Bonds until December 31, 2010; and

WHEREAS, in accordance with the Original Agreement, as amended by the First Amendment, the Second Amendment and the Third Amendment, on November 9, 2009, the Agency issued \$97,220,000 original principal amount Mass Transit Sales Tax Appropriation Refunding Bonds (MetroLink Cross County Extension Project) Series 2009 (the "Series 2009 Bonds") pursuant to the 2002 Original Indenture, as supplemented by the First Supplemental Trust Indenture, the Second Supplemental Trust Indenture and the Third Supplemental Trust Indenture dated as of November 1, 2009 (the "Third Supplemental Trust Indenture") (the 2002 Original Indenture, as supplemented and amended by the First Supplemental Trust Indenture, the Second Supplemental Trust Indenture and the Third Supplemental Trust Indenture is hereinafter referred to as the "2002 Indenture"); and

WHEREAS, in accordance with the Original Agreement, as amended by the First Amendment, the Second Amendment and the Third Amendment, on October 14, 2010, the Agency issued (a) \$75,000,000 original principal amount Subordinate Mass Transit Sales Tax Appropriation Refunding Bonds (MetroLink Cross County Extension Project) Series 2010A (the "Series 2010A Bonds"), and (b) \$70,290,000 original principal amount Subordinate Mass Transit Sales Tax Appropriation Refunding Bonds (MetroLink Cross County Extension Project) Series 2010B (the "Series 2010B Bonds" and together with the Series 2010A Bonds, the "Series 2010 Bonds") pursuant to the Trust Indenture dated as of October 1, 2010 (the "2010 Indenture") between the Agency and the Trustee for the purpose of refunding the Series 2005A Bonds; and

WHEREAS, in accordance with the Original Agreement, as amended by the First Amendment, the Second Amendment, the Third Amendment and the Fourth Amendment, on August 1, 2013, the Agency issued (a) \$381,225,000 aggregate principal amount of Combined Lien Mass Transit Sales Tax Appropriation Refunding Bonds, Series 2013A (the "Series 2013A Bonds") pursuant a Master Trust Indenture dated as of August 1, 2013, between the Agency and Trustee (the "2013 Master Indenture"), as supplemented by the Supplemental Trust Indenture No. 1 dated as of August 1, 2013 (the "First Supplemental 2013 Indenture") and (b) not to exceed \$400,000,000 aggregate principal amount of Super Subordinate Combined Lien Mass Transit Sales Tax Appropriation Indebtedness, Series 2013B (the "Series 2013B Bonds" and together with the Series 2013A Bonds, the "Series 2013 Bonds") pursuant to the 2013 Master Indenture as supplemented by the Supplemental Trust Indenture No. 2 dated as of August 1, 2013 (the "Second Supplemental 2013 Indenture" and together with the 2013 Master Indenture and the First Supplemental 2013 Indenture, the "2013 Indenture") between the Agency and the Trustee; and

WHEREAS, only the Series 2009 Bonds and the Series 2013 Bonds remain outstanding; and

WHEREAS, the parties desire to amend the Original Agreement, as amended by the First Amendment, the Second Amendment, the Third Amendment and the Fourth Amendment pursuant to this Fifth Amendment in order to provide for the refunding of the Series 2009 Bonds upon the conditions more particularly described in this Fifth Amendment;

NOW, THEREFORE, in consideration of the mutual agreements herein contained and contained in the Original Agreement, as amended, the City, the County and the Agency agree as follows:

1. **Consent to Issuance of Refunding Bonds to Refund Series 2009 Bonds.** The City and the County hereby consent to the issuance by the Agency from time to time of one or more series of Refunding Bonds for a term or terms permitted by applicable state and federal law, subject, however, to the terms and conditions set forth in the 2002 Indenture and 2013 Indenture, as applicable; provided that the Agency's Board of Commissioners determines that such refunding would provide economic savings in such a manner that (a) the savings on a present value basis would equal at least four (4) percent of the par amount of the Series 2009 Bonds refunded, (b) the final maturity of such Refunding Bonds would occur no later than December 31, 2040, and (c) such Refunding Bonds would be issued on a parity with either the Series 2009 Bonds or on a parity with the Series 2013A Bonds. Notwithstanding anything contained to the contrary in the Agreement, the Agency may apply to rating agencies including Standard & Poor's Rating Services and Moody's Investors Service for all ratings related to the Agency Bonds.

2. **Consent to Authority to Pledge Transit Sales Tax.** The City and the County hereby consent to the Agency's pledge and assignment from time to time of the revenues and receipts receivable by the Agency from Transit Sales Tax pursuant to the Agreement as security for refunding of the Series 2009 Bonds upon the conditions stated herein.

3. **Capitalized Terms.** All capitalized terms used herein, which are not otherwise defined in this Fifth Amendment, shall have the meanings ascribed for them in the Original Agreement, as amended by the First Amendment, the Second Amendment, the Third Amendment and the Fourth Amendment, as applicable.

4. **Prior Provisions in Effect.** Except as amended hereby, all provisions of the Original Agreement, as amended by the First Amendment, the Second Amendment, the Third Amendment and the Fourth Amendment shall remain in full force and effect.

5. **Severability.** If any provision of this Fifth Amendment is held invalid or unenforceable by any court of competent jurisdiction, such holding shall not invalidate or render unenforceable any other provision hereof.

6. **Applicable Law.** This Fifth Amendment shall be governed by and construed in accordance with the laws of the State of Missouri. In interpreting this Fifth Amendment, the provisions of the Compact shall prevail over any conflicting provisions of other Missouri laws.

7. **Counterparts.** This Fifth Amendment may be executed in several counterparts, each of which shall be deemed to be an original and all of which shall constitute but one and the same instrument.

[Remainder of page left intentionally blank]

**IN WITNESS WHEREOF**, the parties hereto have caused this Fifth Amendment to Memorandum of Agreement to be executed by their respective officers or officials.

Executed by the City on \_\_\_\_\_, 2015.

**THE CITY OF ST. LOUIS, MISSOURI**

\_\_\_\_\_  
Francis G. Slay  
Mayor

[SEAL]

ATTEST:

\_\_\_\_\_  
Darlene Green  
Comptroller

\_\_\_\_\_  
Parrie May  
Register

APPROVED AS TO FORM:

\_\_\_\_\_  
City Counselor

[Remainder of page left intentionally blank]

Executed by the County on \_\_\_\_\_, 2015.

**ST. LOUIS COUNTY, MISSOURI**

[SEAL]

ATTEST:

By: \_\_\_\_\_  
Name: Steven V. Stenger  
Title: County Executive

\_\_\_\_\_  
Name: Genevieve M. Frank  
Title: Administrative Director

Approved as to legal form:

By \_\_\_\_\_  
County Counselor

Approved:

By \_\_\_\_\_  
Accounting Officer

[Remainder of page left intentionally blank]

Executed by the Agency on \_\_\_\_\_, 2015.

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

[SEAL]

ATTEST:

By: \_\_\_\_\_  
Name: David A. Dietzel  
Title: Chair of the Board of Commissioners

\_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

[Remainder of page left intentionally blank]

The undersigned, as Trustee, hereby consents to the execution and delivery of the foregoing Fifth Amendment to Memorandum of Agreement.

Executed by the Trustee on \_\_\_\_\_, 2015.

**THE BANK OF NEW YORK MELLON  
TRUST COMPANY, N.A., as Trustee**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

[Remainder of page left intentionally blank]

The undersigned hereby consents to the execution and delivery of the foregoing Fifth Amendment to Memorandum of Agreement. By granting this consent, Assured Guaranty Corp. expresses no opinion as to whether the consent to the Fifth Amendment to Memorandum of Agreement by any other person is required.

Executed by the Bond Insurer on \_\_\_\_\_, 2015.

**ASSURED GUARANTY CORP.**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

[Remainder of page left intentionally blank]



**A RESOLUTION OF THE BOARD OF COMMISSIONERS  
OF THE BI-STATE DEVELOPMENT AGENCY OF THE  
MISSOURI-ILLINOIS METROPOLITAN DISTRICT APPROVING  
THE FIFTH AMENDMENT TO MEMORANDUM OF AGREEMENT  
WITH THE CITY OF ST. LOUIS AND ST. LOUIS COUNTY AND  
THE ACTIONS OF CERTAIN OFFICERS OF THE AGENCY**

**PREAMBLES:**

***Whereas***, The Bi-State Development Agency of the Missouri-Illinois Metropolitan District (the “Agency”) 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. (the “Compact”) to receive for its lawful activities any contributions or moneys appropriated by municipalities, counties, state or other political subdivisions or agencies; to acquire by gift, purchase or lease, and to plan, construct, operate and maintain, or lease to others for operation and maintenance passenger transportation facilities, rail, motor vehicle and other terminal or parking facilities; to borrow money for any of the authorized purposes of the Agency and to issue the negotiable notes, bonds or other instruments in writing of the Agency in evidence of the sum or sums to be borrowed; to issue negotiable refunding notes, bonds or other instruments in writing for the purpose of refunding, extending or unifying the whole or any part of its valid indebtedness from time to time outstanding, whether evidenced by notes, bonds or other instruments in writing; and to contract and to be contracted with; and

***Whereas***, The City of St. Louis, Missouri (the “City”), St. Louis County, Missouri (the “County”) and the Agency entered into a Memorandum of Understanding dated December 1, 2000, relating to an expansion of MetroLink, including Segment I of the Cross-County Corridor and improvements associated with the related upgrade and expansion in transit service (the “Project,” and as further described in the Original Agreement defined below); and

***Whereas***, the parties agreed that financing was necessary to provide funds to acquire, plan, construct, equip and improve the Project, to fund reasonable reserves for such financing and for the Project and to fund the costs of issuance relating to such financing; and

***Whereas***, the City, the County and the Agency entered into the Memorandum of Agreement dated as of November 1, 2002 (the “Original Agreement”) to provide for the issuance of bonds by the Agency to provide funds to finance the Project, to provide for the application of the proceeds of such bonds to pay the costs of the Project and to provide a source of repayment for such bonds; and

***Whereas***, in accordance with the Original Agreement, on November 21, 2002, the Agency issued (a) \$100,000,000 original principal amount Mass Transit Sales Tax Appropriation Bonds (MetroLink Cross County Extension Project) Series 2002A (the “Series 2002A Bonds”), (b) \$313,305,000 original principal amount Mass Transit Sales Tax Appropriation Bonds (MetroLink Cross County Extension Project) Series 2002B (the “Series 2002B Bonds”), and (c) \$816,760.73 original principal amount Mass Transit Sales Tax Appropriation Bonds (MetroLink Cross County Extension Project) Series 2002C (the “Series 2002C Bonds” and together with the Series 2002A Bonds and the Series 2002B Bonds, the “Series 2002 Bonds”) pursuant to the Trust Indenture dated as of November 1, 2002 (the “2002 Original Indenture”) between the Agency and The Bank of New York Mellon Trust Company, N.A. (formerly known as BNY Trust Company of Missouri), as trustee (the “Trustee”); and

***Whereas***, in accordance with the Original Agreement as amended by the First Amendment to Memorandum of

Agreement dated November 1, 2005 (the “First Amendment”), on November 2, 2005, the Agency issued \$150,000,000 original principal amount Subordinate Mass Transit Sales Tax Appropriation Bonds (MetroLink Cross County Extension Project) Series 2005A (the “Series 2005A Bonds”) pursuant to the Trust Indenture dated as of November 1, 2005 between the Agency and the Trustee; and

**Whereas**, in accordance with the Original Agreement as amended by the First Amendment and the Second Amendment to Memorandum of Agreement dated as of December 1, 2007 (the “Second Amendment”), on December 19, 2007, the Agency issued \$20,820,000 original principal amount Mass Transit Sales Tax Appropriation Refunding Bonds (MetroLink Cross County Extension Project) Series 2007 (the “Series 2007 Bonds”) pursuant to the 2002 Original Indenture, as supplemented by the First Supplemental Trust Indenture dated as of May 1, 2006 (the “First Supplemental Trust Indenture”) and the Second Supplemental Trust Indenture dated as of December 1, 2007 (the “Second Supplemental Trust Indenture”); and

**Whereas**, in accordance with the Original Agreement, as amended by the First Amendment, the Second Amendment and the Third Amendment to Memorandum of Agreement dated as of November 1, 2009 (the “Third Amendment”) with the consent of the Trustee, the Agency was authorized to provide for the issuance of Refunding Bonds until December 31, 2010; and

**Whereas**, in accordance with the Original Agreement, as amended by the First Amendment, the Second Amendment and the Third Amendment, on November 9, 2009, the Agency issued \$97,220,000 original principal amount Mass Transit Sales Tax Appropriation Refunding Bonds (MetroLink Cross County Extension Project) Series 2009 (the “Series 2009 Bonds”) pursuant to the 2002 Original Indenture, as supplemented by the First Supplemental Trust Indenture, the Second Supplemental Trust Indenture and the Third Supplemental Trust Indenture dated as of November 1, 2009 (the “Third Supplemental Trust Indenture”) (the 2002 Original Indenture, as supplemented and amended by the First Supplemental Trust Indenture, the Second Supplemental Trust Indenture and the Third Supplemental Trust Indenture is hereinafter referred to as the “2002 Indenture”); and

**Whereas**, in accordance with the Original Agreement, as amended by the First Amendment, the Second Amendment and the Third Amendment, on October 14, 2010, the Agency issued (a) \$75,000,000 original principal amount Subordinate Mass Transit Sales Tax Appropriation Refunding Bonds (MetroLink Cross County Extension Project) Series 2010A (the “Series 2010A Bonds”), and (b) \$70,290,000 original principal amount Subordinate Mass Transit Sales Tax Appropriation Refunding Bonds (MetroLink Cross County Extension Project) Series 2010B (the “Series 2010B Bonds” and together with the Series 2010A Bonds, the “Series 2010 Bonds”) pursuant to the Trust Indenture dated as of October 1, 2010 (the “2010 Indenture”) between the Agency and the Trustee for the purpose of refunding the Series 2005A Bonds; and

**Whereas**, in accordance with the Original Agreement, as amended by the First Amendment, the Second Amendment, the Third Amendment and the Fourth Amendment, on August 1, 2013, the Agency issued (a) \$381,225,000 aggregate principal amount of Combined Lien Mass Transit Sales Tax Appropriation Refunding Bonds, Series 2013A (the “Series 2013A Bonds”) pursuant a Master Trust Indenture dated as of August 1, 2013, between the Agency and Trustee (the “2013 Master Indenture”), as supplemented by the Supplemental Trust Indenture No. 1 dated as of August 1, 2013 (the “First Supplemental 2013 Indenture”) and (b) not to exceed \$400,000,000 aggregate principal amount of Super Subordinate Combined Lien Mass Transit Sales Tax Appropriation Indebtedness, Series 2013B (the “Series 2013B Bonds” and together with the Series 2013A Bonds, the “Series 2013 Bonds”) pursuant to the 2013 Master Indenture as supplemented by the Supplemental Trust Indenture No. 2 dated as of August 1, 2013 (the “Second Supplemental 2013 Indenture” and together with the 2013 Master Indenture and the First Supplemental 2013 Indenture, the “2013 Indenture”) between the Agency and the Trustee; and

**Whereas**, only the Series 2009 Bonds and the Series 2013 Bonds remain outstanding; and

**Whereas**, the Agency desires to amend the Original Agreement, as amended by the First Amendment, the Second Amendment, the Third Amendment and the Fourth Amendment, pursuant to a Fifth Amendment to Memorandum of Agreement (the “Fifth Amendment”) with the City and the County, the form of which is attached hereto as **Exhibit A**, and made a part hereof, in order to provide for the refunding of the Series 2009 Bonds for economic savings purposes as more particularly described in the Fifth Amendment; and

**Whereas**, it is feasible, necessary and in the public interest for the Agency to approve the Fifth Amendment, 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 Fifth Amendment.** The Board of Commissioners hereby approves the Fifth Amendment 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 Fifth Amendment.** The Fifth Amendment (attached hereto as **Exhibit A** and made a part hereof), in substantially the form presented to this meeting is hereby approved, and officers of the Agency, including without limitation, the President and CEO and Senior Vice President and CFO, are hereby authorized and directed to execute and deliver and attest, respectively, the Fifth Amendment, with such changes, modifications, insertions and omissions as may be deemed necessary or desirable to effect the Fifth Amendment, with the necessity or desirability of such changes, modifications, insertions and omissions being conclusively evidenced by their execution thereof.

**Section 4. Further Negotiation.** The Board of Commissioners further authorizes and directs the officers of the Agency, including without limitation, the President and CEO and Senior Vice President and CFO, to negotiate with the City and the County as may be necessary to finalize the terms and conditions of the Fifth Amendment consistent with the Agency’s Briefing Paper presented to this meeting, and the officers of the Agency, including without limitation the President and CEO and Senior Vice President and CFO, are hereby further authorized and directed to make any such changes, modifications, insertions and omissions as may be consistent with the intent of this Resolution and as may be deemed necessary or desirable to finalize the Fifth Amendment, with the necessity or desirability of such changes, modifications, insertions and omissions being conclusively evidenced by their execution thereof.

**Section 5. Actions of Officers Authorized.** The officers of the Agency, including, without limitation, the President and CEO and Senior Vice President and CFO, 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 Fifth Amendment, and the execution of such documents or taking of such action shall be conclusive evidence of such necessity or advisability.

**Section 6. 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 7.        Rights Under Resolution Limited. No rights shall be conferred by this Resolution upon any person or entity other than the Agency, the City and the County.

Section 8.        Governing Law. The laws of the State of Missouri shall govern this Resolution and the Fifth Amendment.

Section 9.        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 Fifth Amendment.

Section 10.       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 Fifth Amendment.

Section 11.       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 25th day of September, 2015.

**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**

**FIFTH AMENDMENT TO MEMORANDUM OF AGREEMENT**

THIS **FIFTH AMENDMENT TO MEMORANDUM OF AGREEMENT** (the “Fifth Amendment”) dated as of \_\_\_\_\_, 2015 is by and among **THE CITY OF ST. LOUIS, MISSOURI**, a constitutional charter city and political subdivision of the State of Missouri (the “City”), **ST. LOUIS COUNTY, MISSOURI**, a constitutional charter county and political subdivision of the State of Missouri (the “County”) and **THE BI-STATE DEVELOPMENT AGENCY OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT**, a legally constituted body corporate and politic created and existing by reason of a joint compact between the States of Missouri and Illinois which is codified at Section 70.370 et seq. of the Missouri Revised Statutes, as amended, and 45 ILCS 100/1 et seq. of the Illinois Compiled Statutes, as amended (the “Agency”) and amends the Memorandum of Agreement dated as of November 1, 2002 by and among the parties hereto (the “Original Agreement”), as amended by the First Amendment to Memorandum of Agreement dated November 1, 2005 by and among the parties hereto (the “First Amendment”), as amended by the Second Amendment to Memorandum of Agreement dated as of December 1, 2007 by and among the parties hereto (the “Second Amendment”), as amended by the Third Amendment to Memorandum of Agreement dated as of November 1, 2009 by and among the parties hereto (the “Third Amendment”), and further amended by the Fourth Amendment to Memorandum of Agreement dated as of June 1, 2013 by and among the parties hereto (the “Fourth Amendment”). The Original Agreement, as amended by the First Amendment, the Second Amendment, the Third Amendment, the Fourth Amendment and this Fifth Amendment, is hereinafter referred to as the “Agreement.”

WHEREAS, the City, the County and the Agency entered into a Memorandum of Understanding, dated December 1, 2000 (the “MOU”), relating to an expansion of the Agency’s light rail transit system known as MetroLink, including a light rail transit line known as Segment I of the Cross-County Corridor and improvements associated with the related upgrade and expansion in transit service (the “Project,” as further described in the Original Agreement); and

WHEREAS, the parties agreed that financing was necessary to provide funds to acquire, plan, construct, equip and improve the Project, to fund reasonable reserves for such financing and for the Project and to fund the costs of issuance relating to such financing; and

WHEREAS, the City, the County and the Agency entered into the Original Agreement to provide for the issuance of bonds by the Agency to provide funds to finance the Project, to provide for the application of the proceeds of such bonds to pay the costs of the Project and to provide a source of repayment for such bonds; and

WHEREAS, in accordance with the Original Agreement, on November 21, 2002, the Agency issued (a) \$100,000,000 original principal amount Mass Transit Sales Tax Appropriation Bonds (MetroLink Cross County Extension Project) Series 2002A (the “Series 2002A Bonds”), (b) \$313,305,000 original principal amount Mass Transit Sales Tax Appropriation Bonds (MetroLink Cross County Extension Project) Series 2002B (the “Series 2002B Bonds”), and (c) \$816,760.73 original principal amount Mass Transit Sales Tax Appropriation Bonds (MetroLink Cross County Extension Project) Series 2002C (the “Series 2002C Bonds” and together with the Series 2002A Bonds and the Series 2002B Bonds, the “Series 2002 Bonds”) pursuant to the Trust Indenture dated as of November 1, 2002 (the “2002 Original Indenture”) between the Agency and

The Bank of New York Mellon Trust Company, N.A. (formerly known as BNY Trust Company of Missouri), as trustee (the “Trustee”); and

WHEREAS, in accordance with the Original Agreement as amended by the First Amendment, on November 2, 2005, the Agency issued \$150,000,000 original principal amount Subordinate Mass Transit Sales Tax Appropriation Bonds (MetroLink Cross County Extension Project) Series 2005A (the “Series 2005A Bonds”) pursuant to the Trust Indenture dated as of November 1, 2005 between the Agency and the Trustee; and

WHEREAS, in accordance with the Original Agreement as amended by the First Amendment and the Second Amendment, on December 19, 2007, the Agency issued \$20,820,000 original principal amount Mass Transit Sales Tax Appropriation Refunding Bonds (MetroLink Cross County Extension Project) Series 2007 (the “Series 2007 Bonds”) pursuant to the 2002 Original Indenture, as supplemented by the First Supplemental Trust Indenture dated as of May 1, 2006 (the “First Supplemental Trust Indenture”) and the Second Supplemental Trust Indenture dated as of December 1, 2007 (the “Second Supplemental Trust Indenture”); and

WHEREAS, in accordance with the Original Agreement, as amended by the First Amendment, the Second Amendment and the Third Amendment, with the consent of the Trustee, in accordance with Section 8.4 of the Original Agreement and Article X of the 2002 Original Indenture, the Agency was authorized to provide for the issuance of Refunding Bonds until December 31, 2010; and

WHEREAS, in accordance with the Original Agreement, as amended by the First Amendment, the Second Amendment and the Third Amendment, on November 9, 2009, the Agency issued \$97,220,000 original principal amount Mass Transit Sales Tax Appropriation Refunding Bonds (MetroLink Cross County Extension Project) Series 2009 (the “Series 2009 Bonds”) pursuant to the 2002 Original Indenture, as supplemented by the First Supplemental Trust Indenture, the Second Supplemental Trust Indenture and the Third Supplemental Trust Indenture dated as of November 1, 2009 (the “Third Supplemental Trust Indenture”) (the 2002 Original Indenture, as supplemented and amended by the First Supplemental Trust Indenture, the Second Supplemental Trust Indenture and the Third Supplemental Trust Indenture is hereinafter referred to as the “2002 Indenture”); and

WHEREAS, in accordance with the Original Agreement, as amended by the First Amendment, the Second Amendment and the Third Amendment, on October 14, 2010, the Agency issued (a) \$75,000,000 original principal amount Subordinate Mass Transit Sales Tax Appropriation Refunding Bonds (MetroLink Cross County Extension Project) Series 2010A (the “Series 2010A Bonds”), and (b) \$70,290,000 original principal amount Subordinate Mass Transit Sales Tax Appropriation Refunding Bonds (MetroLink Cross County Extension Project) Series 2010B (the “Series 2010B Bonds” and together with the Series 2010A Bonds, the “Series 2010 Bonds”) pursuant to the Trust Indenture dated as of October 1, 2010 (the “2010 Indenture”) between the Agency and the Trustee for the purpose of refunding the Series 2005A Bonds; and

WHEREAS, in accordance with the Original Agreement, as amended by the First Amendment, the Second Amendment, the Third Amendment and the Fourth Amendment, on August 1, 2013, the Agency issued (a) \$381,225,000 aggregate principal amount of Combined Lien Mass Transit Sales Tax Appropriation Refunding Bonds, Series 2013A (the “Series 2013A Bonds”) pursuant a Master Trust Indenture dated as of August 1, 2013, between the Agency and Trustee (the “2013 Master Indenture”), as supplemented by the Supplemental Trust Indenture No. 1 dated as of August 1, 2013 (the “First Supplemental 2013 Indenture”) and (b) not to exceed \$400,000,000 aggregate principal amount of Super Subordinate Combined Lien Mass Transit

Sales Tax Appropriation Indebtedness, Series 2013B (the “Series 2013B Bonds” and together with the Series 2013A Bonds, the “Series 2013 Bonds”) pursuant to the 2013 Master Indenture as supplemented by the Supplemental Trust Indenture No. 2 dated as of August 1, 2013 (the “Second Supplemental 2013 Indenture” and together with the 2013 Master Indenture and the First Supplemental 2013 Indenture, the “2013 Indenture”) between the Agency and the Trustee; and

WHEREAS, only the Series 2009 Bonds and the Series 2013 Bonds remain outstanding; and

WHEREAS, the parties desire to amend the Original Agreement, as amended by the First Amendment, the Second Amendment, the Third Amendment and the Fourth Amendment pursuant to this Fifth Amendment in order to provide for the refunding of the Series 2009 Bonds upon the conditions more particularly described in this Fifth Amendment;

NOW, THEREFORE, in consideration of the mutual agreements herein contained and contained in the Original Agreement, as amended, the City, the County and the Agency agree as follows:

1. **Consent to Issuance of Refunding Bonds to Refund Series 2009 Bonds.**

The City and the County hereby consent to the issuance by the Agency from time to time of one or more series of Refunding Bonds for a term or terms permitted by applicable state and federal law, subject, however, to the terms and conditions set forth in the 2002 Indenture and 2013 Indenture, as applicable; provided that the Agency’s Board of Commissioners determines that such refunding would provide economic savings in such a manner that (a) the savings on a present value basis would equal at least four (4) percent of the par amount of the Series 2009 Bonds refunded, (b) the final maturity of such Refunding Bonds would occur no later than December 31, 2040, and (c) such Refunding Bonds would be issued on a parity with either the Series 2009 Bonds or on a parity with the Series 2013A Bonds. Notwithstanding anything contained to the contrary in the Agreement, the Agency may apply to rating agencies including Standard & Poor’s Rating Services and Moody’s Investors Service for all ratings related to the Agency Bonds.

2. **Consent to Authority to Pledge Transit Sales Tax.** The City and the County hereby consent to the Agency’s pledge and assignment from time to time of the revenues and receipts receivable by the Agency from Transit Sales Tax pursuant to the Agreement as security for refunding of the Series 2009 Bonds upon the conditions stated herein.

3. **Capitalized Terms.** All capitalized terms used herein, which are not otherwise defined in this Fifth Amendment, shall have the meanings ascribed for them in the Original Agreement, as amended by the First Amendment, the Second Amendment, the Third Amendment and the Fourth Amendment, as applicable.

4. **Prior Provisions in Effect.** Except as amended hereby, all provisions of the Original Agreement, as amended by the First Amendment, the Second Amendment, the Third Amendment and the Fourth Amendment shall remain in full force and effect.

5. **Severability.** If any provision of this Fifth Amendment is held invalid or unenforceable by any court of competent jurisdiction, such holding shall not invalidate or render unenforceable any other provision hereof.

6. **Applicable Law.** This Fifth Amendment shall be governed by and construed in accordance with the laws of the State of Missouri. In interpreting this Fifth Amendment, the provisions of the Compact shall prevail over any conflicting provisions of other Missouri laws.

7. **Counterparts.** This Fifth Amendment may be executed in several counterparts, each of which shall be deemed to be an original and all of which shall constitute but one and the same instrument.

[Remainder of page left intentionally blank]



**IN WITNESS WHEREOF**, the parties hereto have caused this Fifth Amendment to Memorandum of Agreement to be executed by their respective officers or officials.

Executed by the City on \_\_\_\_\_, 2015.

**THE CITY OF ST. LOUIS, MISSOURI**

\_\_\_\_\_  
Francis G. Slay  
Mayor

[SEAL]

ATTEST:

\_\_\_\_\_  
Darlene Green  
Comptroller

\_\_\_\_\_  
Parrie May  
Register

APPROVED AS TO FORM:

\_\_\_\_\_  
City Counselor

[Remainder of page left intentionally blank]

Executed by the County on \_\_\_\_\_, 2015.

**ST. LOUIS COUNTY, MISSOURI**

[SEAL]

ATTEST:

By: \_\_\_\_\_

Name: Steven V. Stenger

Title: County Executive

\_\_\_\_\_  
Name: Genevieve M. Frank  
Title: Administrative Director

Approved as to legal form:

By \_\_\_\_\_  
County Counselor

Approved:

By \_\_\_\_\_  
Accounting Officer

[Remainder of page left intentionally blank]

The undersigned, as Trustee, hereby consents to the execution and delivery of the foregoing Fifth Amendment to Memorandum of Agreement.

Executed by the Trustee on \_\_\_\_\_, 2015.

**THE BANK OF NEW YORK MELLON  
TRUST COMPANY, N.A., as Trustee**

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

[Remainder of page left intentionally blank]

The undersigned hereby consents to the execution and delivery of the foregoing Fifth Amendment to Memorandum of Agreement. By granting this consent, Assured Guaranty Corp. expresses no opinion as to whether the consent to the Fifth Amendment to Memorandum of Agreement by any other person is required.

Executed by the Bond Insurer on \_\_\_\_\_, 2015.

**ASSURED GUARANTY CORP.**

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

[Remainder of page left intentionally blank]

Executed by the Agency on \_\_\_\_\_, 2015.

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

[SEAL]

ATTEST:

By: \_\_\_\_\_

Name: David A. Dietzel

Title: Chair of the Board of Commissioners

\_\_\_\_\_  
Name: \_\_\_\_\_

Title: \_\_\_\_\_

[Remainder of page left intentionally blank]



**Bi-State Development  
Agenda Item  
Board of Commissioners  
September 25 2015**

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**From:** John M. Nations, President & CEO  
**Subject:** **Amendments #23 and #24 to Pension Plan for Salaried Employees and  
Amendment #1 to 401(k) Retirement Savings Program**  
**Disposition:** Approval  
**Presentation:** Charles Stewart, Vice President – Pensions and Insurance; Barbara Enneking,  
General Counsel

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**Objective:**

To present to the Board of Commissioners for approval, Amendments #23 and #24 to the Pension Plan for Salaried Employees, and 401(k) Retirement Savings Program Amendment #1.

**Committee Disposition:**

This item was presented and discussed at the Finance & Administration Committee meeting on August 28, 2015. The Committee voted to recommend that the Board of Commissioners approve these Amendments.

**Board Policy:**

Board Policy Section 70.050(A)(4) provides that the Board shall approve amendments, benefit formulas and funding to the pension and 401(k) retirement savings plans. Also Section 70.050(B) provides that the Plan Trustees shall administer the pension and 401(k) plans on the Board's behalf. In addition, Section 8 of the Pension Plan for Salaried Employees ("**Salaried Plan**") provides that the Board reserves the right to alter or amend the Salaried Plan, and Section 10.1 of the 401(k) Retirement Savings Program ("**401(k) Program**") provides that the Agency through its Board of Commissioners may alter, amend or modify the 401(k) Program.

**Funding Source:**

Funding is provided through employer and employee contributions to the respective plans. Employee contributions are determined by the participation level chosen by the employee and the employee's date of hire. Employer contributions are provided through operating funds.

**Background:**

In the management of the Salaried Plan and the 401(k) Program, several situations arose which highlighted certain administrative difficulties. Currently, the Salaried Plan provides that if the Participant has not designated a beneficiary, then the Plan designates that his or her estate is the beneficiary for plan purposes. However, Participants do not always have an estate or one that is still open due to delayed notification to BSD of the Participant's death. Additionally, the Salaried Plan does not provide flexibility should a Participant terminate employment and is then rehired within a short period of time. It is a similar issue for the 401(k) Program.

These situations were brought to the attention of the Salaried Pension Committee ("**Committee**") where they were reviewed and discussed at several meetings. The Committee determined that corrective amendments to the Salaried Plan and 401(k) Program were needed in order to

decrease administrative complexity and clarify certain eligibility rules. Therefore, the Committee has approved Amendment #23 (**Attachment A**) and Amendment #24 (**Attachment B**) to the Salaried Plan, and Amendment #1 (**Attachment C**) to the 401(k) Program.

**Analysis:**

Amendment #23 provides for a list of Plan designated beneficiaries in the event the Participant has no named beneficiaries or none survive the Participant. It also provides that if no Plan designated beneficiaries are surviving or can be identified, then the Plan benefits are forfeited back to the Salaried Plan. However, should any of the Plan designated beneficiaries make proper claim to the Committee, then their benefits will be restored with retroactive payments and interest.

Amendment #24 and Amendment #1 provide flexibility for individuals rehired within 18 months after their termination of employment in order to allow the rehired individual to re-enter the Salaried Plan (if he or she was a Participant in the Plan on the day prior to termination) or instead to participate in the 401(k) Program. The individual's earned accrued benefit in the Salaried Plan from the initial period of employment would become frozen and the final benefit at retirement would be the sum of the frozen benefit earned during the first period of employment and the accrued benefit earned after the rehire (if individual elects to re-enter the Salaried Plan.) Individuals may also resume participation in the 401(k) Program at the same level as when they terminated.

**Board Action Requested:**

Approval by the Board of Commissioners for Amendments #23 and #24 of the Pension Plan for Salaried Employees, and Amendment #1 of the 401(k) Retirement Savings Program.

**Attachments:**

Attachment A - Amendment #23 to Pension Plan for Salaried Employees  
Attachment B - Amendment #24 to Pension Plan for Salaried Employees  
Attachment C - Amendment #1 to 401(k) Retirement Savings Program



## **Attachment A**

**AMENDMENT NUMBER 23**  
**PENSION PLAN FOR SALARIED EMPLOYEES**  
**OF THE BI-STATE DEVELOPMENT AGENCY**  
**OF MISSOURI-ILLINOIS METROPOLITAN DISTRICT**

**WHEREAS**, the Bi-State Development Agency of the Missouri-Illinois Metropolitan District ("Metro"), a body corporate and a political subdivision of the States of Missouri and Illinois (herein referred to as the "Employer"), established as of June 1, 1964, the Plan; and

**WHEREAS**, the Board of Commissioners of the Bi-State Development Agency of the Missouri-Illinois Metropolitan District ("Board"), as provided in Section 8 of the Plan, reserves the right to alter or amend the Plan in any respect and at any time or from time to time. Unless the Board deems it necessary to amend the Plan to fulfill the requirements of the Internal Revenue Code, no amendment shall affect adversely the rights of any Participant with respect to his Accrued Benefit. Anything contained in the Plan to the contrary notwithstanding, the President of the Employer is authorized to adopt any amendment to the Plan which is either required under applicable law or desired by the Board; and

**WHEREAS**, the Board desires to amend the definition of Beneficiary found in Section 11.01 for the purposes of decreasing administrative complexity and the Board has determined that these amendments do not affect an Accrued Benefit as that term is defined by the Internal Revenue Service.

**NOW, THEREFORE**, the Board hereby authorizes the President to adopt the following amendment to the Plan to read as follows:

1. Section 11.01 shall be deleted and replaced in its entirety as follows:

**"Beneficiary.** The term beneficiary means a person (including an estate, trust or other legal entity) designated by the Participant to whom all or a portion of the Participant's benefit is to be paid in accordance with the provisions of the Plan. A beneficiary designation (i) must be in a form prescribed by the Committee, (ii) shall be effective on the date the designation form actually is received by the Committee, and (iii) shall revoke all prior designations by the Participant. A beneficiary designation form received by the Committee after a Participant's death shall be null and void. If a Participant has not designated a beneficiary or if no designated beneficiary survives the Participant, then the Participant's beneficiary for purposes of the Plan shall be the following:

- a. A surviving spouse, or
- b. If a spouse does not survive the Participant, then the Participant's surviving children in equal shares, or
- c. If there are no surviving children, then the Participant's surviving parents in equal shares, or
- d. If none of the above are surviving or cannot be identified after reasonable efforts, all benefits provided for in this Plan shall be forfeited back to the Plan except the Participant's estate shall become the beneficiary to an amount equal to all contributions made by the Participant into the Trust with interest thereon at the rate of three percent (3%) compounded annually, less any benefits the

Participant may have received. Any forfeiture shall be treated in accordance with Section 11.09 of the Plan. If any beneficiaries described in (a), (b), or (c) subsequently makes proper claim to the Committee for appropriate benefits described in this Plan, their benefits shall be restored and payments made retroactive to the date benefits would have commenced had they made proper application when originally entitled to such benefit. If such a circumstance, any back benefits owed shall include interest thereon at the rate of three percent (3%) compounded annually.”

**IN WITNESS WHEREOF**, this Amendment is adopted on the Employer's behalf by its duly authorized representative on this \_\_\_\_ day of \_\_\_\_\_, 2015.

**ATTEST:**

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

By: \_\_\_\_\_  
Name: Barbara Enneking  
Title: General Counsel

By: \_\_\_\_\_  
Name: John Nations  
Title: President and CEO

## Attachment B

**AMENDMENT NUMBER 24**  
**PENSION PLAN FOR SALARIED EMPLOYEES**  
**OF THE BI-STATE DEVELOPMENT AGENCY**  
**OF MISSOURI-ILLINOIS METROPOLITAN DISTRICT**

**WHEREAS**, the Bi-State Development Agency of the Missouri-Illinois Metropolitan District ("Metro"), a body corporate and a political subdivision of the States of Missouri and Illinois (herein referred to as the "Employer"), established as of June 1, 1964, the Plan; and

**WHEREAS**, the Board of Commissioners of the Bi-State Development Agency of the Missouri-Illinois Metropolitan District ("Board"), as provided in Section 8 of the Plan, reserves the right to alter or amend the Plan in any respect and at any time or from time to time. Unless the Board deems it necessary to amend the Plan to fulfill the requirements of the Internal Revenue Code, no amendment shall affect adversely the rights of any Participant with respect to his Accrued Benefit. Anything contained in the Plan to the contrary notwithstanding, the President of the Employer is authorized to adopt any amendment to the Plan which is either required under applicable law or desired by the Board; and

**WHEREAS**, the Board desires to clarify certain eligibility rules of the Plan effective July 1, 2013.

**NOW, THEREFORE**, the Board hereby authorizes the President to adopt the following amendment to the Plan to read as follows:

1. The following sentence shall be added to the end of Sections 2.09(g) and 4.01:

“For the purposes of this Section, a rehired employee does not include a vested Participant who (1) was eligible to make a written election to remain in the Plan during the transition period from July 1, 2013 through December 31, 2013, (2) did not make a written election to leave the Plan or freeze their Accrued Benefit during the transition period, (3) did not make a written election to leave the Plan under Section 4.10 after separating from Metro, and (4) is rehired into a salaried position within 18 months of their Termination of Employment and does not make an irrevocable written election following rehire to waive participation in the Plan in favor of participation in the 401(k) Plan.”

2. The following shall be added to the end of Section 4.03:

“If a Participant terminates employment on or after July 1, 2013, and is not a rehired employee pursuant to 2.09(g), 4.01 and 4.04, such Participant shall recommence participation immediately upon his resumption of Covered Employment with the Employer. The pension benefit earned in the first period of participation will be computed based upon the formula that was in effect at the first date of Termination of Employment. Credited Service earned in latter period(s) of participation will be computed separately for each subsequent Termination of Employment and the pension benefit earned for subsequent periods of employment will be computed based on the formula in effect upon each subsequent date of Termination of Employment.

For purposes of paragraphs two and three of this Section 4.03, the pension benefit will be computed based on the formula, Credited Service and Final Average Monthly Earnings as of the date of the applicable Termination of Employment.”

3. The following shall be added to the end of Section 4.04:

“For the purposes of this Section, a rehired employee does not include a vested Participant who (1) was eligible to make a written election to remain in the Plan during the transition period from July 1, 2013 through December 31, 2013, (2) did not make a written election to leave the Plan or freeze their Accrued Benefit during the transition period, (3) did not make a written election to leave the Plan under Section 4.10 after separating from Metro, and (4) is rehired into a salaried position within 18 months of their Termination of Employment and does not make an irrevocable written election following rehire to waive participation in the Plan in favor of participation in the 401(k) Plan.

If an irrevocable written election is made following rehire to waive participation in the Plan, the employee will be placed in the 401(k) Plan in Tier 1 and will be eligible to receive Employer Non-Elective Contributions as described in that Plan. The Participant’s Accrued Benefit will be frozen under the Plan’s benefit compensation formula as of the Participant’s Termination of Employment prior to rehire and will be computed based on the formula, Credited Service and Final Average Monthly Earnings in effect as of such date.

**IN WITNESS WHEREOF**, this Amendment is adopted on the Employer's behalf by its duly authorized representative on this \_\_\_\_ day of \_\_\_\_\_, 2015.

**ATTEST:**

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

By: \_\_\_\_\_  
Name: Barbara Enneking  
Title: General Counsel

By: \_\_\_\_\_  
Name: John Nations  
Title: President and CEO



**AMENDMENT NUMBER 1**  
**THE BI-STATE DEVELOPMENT AGENCY**  
**401(K) RETIREMENT SAVINGS PROGRAM**

**WHEREAS**, the Bi-State Development Agency of the Missouri-Illinois Metropolitan District ("Metro"), a body corporate and a political subdivision of the States of Missouri and Illinois (herein referred to as the "Employer"), established as of February 1, 1985, the Plan which was most recently restated in its entirety effective July 1, 2013; and

**WHEREAS**, the Board of Commissioners of the Bi-State Development Agency of the Missouri-Illinois Metropolitan District ("Board"), as provided in Section 18.1 of the Plan, reserves the right to alter or amend the Plan in any respect and at any time or from time to time; provided that, no amendment shall affect adversely the rights of any Participant with respect to his rights accrued to the date of the amendment nor increase or affect the duties of the Trustee without the consent of the Trustee. Anything contained in the Plan to the contrary notwithstanding, the President of the Employer is authorized to adopt any amendment to the Plan which is either required under applicable law or desired by the Board; and

**WHEREAS**, the Board desires to clarify certain eligibility rules of the Plan effective July 1, 2013.

**NOW, THEREFORE**, the Board hereby authorizes the President to adopt the following amendment to the Plan to read as follows:

1. The following shall be added as Section VIII of Appendix A:

**"VIII. Rehires to a Salaried Position**

An Employee incurring a Severance from Employment that is shorter than 18 months after becoming a Tier 3, Tier 4, or Tier 5 Participant for purposes of the allocation of the Employer Non-Elective Contribution under the Plan pursuant to this Appendix A shall remain a Tier 3, Tier 4, or Tier 5 Participant, as applicable, upon rehire.

An Employee incurring a Severance from Employment that is shorter than 18 months after: (i) becoming a Tier 6 Participant, or (ii) failing to elect Tier 3, Tier 4, or Tier 5 for purposes of the allocation of the Employer Non-Elective Contribution under the Plan pursuant to this Appendix A may choose to either: (iii) remain a Tier 6 Participant upon rehire, or (iv) make an irrevocable election to stop participating in the Defined Benefit Plan and the Employer will contribute Employer Non-elective Contributions of four percent (4%) of their Bi-Weekly Gross Compensation less reimbursements and allowances into the accounts established for them in this Plan. If such Employee irrevocably elects to stop participating in the Defined Benefit Plan and begins participating in this Plan, any benefits he has accrued in the Defined Benefit Plan as of the beginning date of his period of Severance from Employment immediately prior to his rehire will be frozen under the benefit computation in effect and will be eligible for distribution when the Employee reaches Normal Retirement Age, becomes disabled or dies.



An Employee incurring a Severance from Employment that is 18 months or longer shall be a Tier 1 Participant for purposes of the allocation of the Employer Non-Elective Contribution under the Plan pursuant to this Appendix A upon rehire.”

**IN WITNESS WHEREOF**, this Amendment is adopted on the Employer's behalf by its duly authorized representative on this \_\_\_\_ day of \_\_\_\_\_, 2015.

**ATTEST:**

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

By: \_\_\_\_\_  
Name: Barbara Enneking  
Title: General Counsel

By: \_\_\_\_\_  
Name: John Nations  
Title: President and CEO

**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 #23 AND AMENDMENT #24 TO THE SALARIED PENSION  
PLAN AND AMENDMENT #1 TO THE (401)(k) PROGRAM**

**PREAMBLES:**

*Whereas*, The Bi-State Development Agency of the Missouri-Illinois Metropolitan District (the “Agency”) 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)(4) provides that the Board shall approve amendments, benefit formulas and funding to the pension and 401(k) retirement savings plans. Also Section 70.050(B) provides that the Plan Trustees shall administer the pension and 401(k) plans on the Board’s behalf. In addition, Section 8 of the Pension Plan for Salaried Employees (Salaried Plan) provides that the Board reserves the right to alter or amend the Salaried Plan, and Section 10.1 of the 401(k) Retirement Savings Program (401(k) Program) provides that the Agency through its Board of Commissioners may alter, amend or modify the 401(k) Program; and

*Whereas*, it was brought to the attention of the Trustees of the Salaried Plan and the 401(k) Program (Pension Committee) certain difficulties in the administration of both the Salaried Plan and the 401(k) Program. Issues had arisen concerning the non-designation of a beneficiary by a plan participant and the lack of flexibility should a participant terminate employment and is rehired within a short period of time; and

*Whereas*, the Pension Committee determined that corrective amendments to the Salaried Plan and 401(k) Program were needed in order to decrease administrative complexity and clarify eligibility rules. Therefore the Pension Committee approved the recommendation of the adoption of Amendment #23 (**Exhibit A**) and Amendment #24 (**Exhibit B**) to the Salaried Plan and Amendment #1 (**Exhibit C**) to the 401(k) Program; and;

*Whereas*, it is feasible, necessary and in the public interest for the Board to authorize the President and CEO to adopt Amendment #23 and Amendment #24 to the Salaried Plan and Amendment #1 to the 401(k) 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. The Board of Commissioners hereby authorizes the President and CEO to adopt Amendment #23 and Amendment #24 to the Salaried Plan and Amendment #1 to the 401(k) 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 Amendments. The form of the Amendments (attached hereto as **Exhibit A**, Amendment #23, **Exhibit B**, Amendment #24, and **Exhibit C**, Amendment #1 and made a part hereof), in the form presented to this meeting, are hereby approved, and officers of the Agency, including without limitation, the President and CEO, are hereby authorized and directed to execute 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 Amendments 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 Salaried Pension Plan and the 401(k) 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 25th day of September, 2015.

**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 #23 to the Salaried Pension Plan)

**AMENDMENT NUMBER 23  
PENSION PLAN FOR SALARIED EMPLOYEES  
OF THE BI-STATE DEVELOPMENT AGENCY  
OF MISSOURI-ILLINOIS METROPOLITAN DISTRICT**

**WHEREAS**, the Bi-State Development Agency of the Missouri-Illinois Metropolitan District ("Metro"), a body corporate and a political subdivision of the States of Missouri and Illinois (herein referred to as the "Employer"), established as of June 1, 1964, the Plan; and

**WHEREAS**, the Board of Commissioners of the Bi-State Development Agency of the Missouri-Illinois Metropolitan District ("Board"), as provided in Section 8 of the Plan, reserves the right to alter or amend the Plan in any respect and at any time or from time to time. Unless the Board deems it necessary to amend the Plan to fulfill the requirements of the Internal Revenue Code, no amendment shall affect adversely the rights of any Participant with respect to his Accrued Benefit. Anything contained in the Plan to the contrary notwithstanding, the President of the Employer is authorized to adopt any amendment to the Plan which is either required under applicable law or desired by the Board; and

**WHEREAS**, the Board desires to amend the definition of Beneficiary found in Section 11.01 for the purposes of decreasing administrative complexity and the Board has determined that these amendments do not affect an Accrued Benefit as that term is defined by the Internal Revenue Service.

**NOW, THEREFORE**, the Board hereby authorizes the President to adopt the following amendment to the Plan to read as follows:

1. Section 11.01 shall be deleted and replaced in its entirety as follows:

**"Beneficiary.** The term beneficiary means a person (including an estate, trust or other legal entity) designated by the Participant to whom all or a portion of the Participant's benefit is to be paid in accordance with the provisions of the Plan. A beneficiary designation (i) must be in a form prescribed by the Committee, (ii) shall be effective on the date the designation form actually is received by the Committee, and (iii) shall revoke all prior designations by the Participant. A beneficiary designation form received by the Committee after a Participant's death shall be null and void. If a Participant has not designated a beneficiary or if no designated beneficiary survives the Participant, then the Participant's beneficiary for purposes of the Plan shall be the following:

- a. A surviving spouse, or
- b. If a spouse does not survive the Participant, then the Participant's surviving children in equal shares, or

- c. If there are no surviving children, then the Participant's surviving parents in equal shares, or
- d. If none of the above are surviving or cannot be identified after reasonable efforts, all benefits provided for in this Plan shall be forfeited back to the Plan except the Participant's estate shall become the beneficiary to an amount equal to all contributions made by the Participant into the Trust with interest thereon at the rate of three percent (3%) compounded annually, less any benefits the Participant may have received. Any forfeiture shall be treated in accordance with Section 11.09 of the Plan. If any beneficiaries described in (a), (b), or (c) subsequently makes proper claim to the Committee for appropriate benefits described in this Plan, their benefits shall be restored and payments made retroactive to the date benefits would have commenced had they made proper application when originally entitled to such benefit. If such a circumstance, any back benefits owed shall include interest thereon at the rate of three percent (3%) compounded annually."

**IN WITNESS WHEREOF**, this Amendment is adopted on the Employer's behalf by its duly authorized representative on this \_\_\_\_ day of \_\_\_\_\_, 2015.

**ATTEST:**

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

By: \_\_\_\_\_  
Name: Barbara Enneking  
Title: General Counsel

By: \_\_\_\_\_  
Name: John Nations  
Title: President and CEO

**Exhibit B**

(Amendment #24 to the Salaried Pension Plan)

**AMENDMENT NUMBER 24  
PENSION PLAN FOR SALARIED EMPLOYEES  
OF THE BI-STATE DEVELOPMENT AGENCY  
OF MISSOURI-ILLINOIS METROPOLITAN DISTRICT**

**WHEREAS**, the Bi-State Development Agency of the Missouri-Illinois Metropolitan District ("Metro"), a body corporate and a political subdivision of the States of Missouri and Illinois (herein referred to as the "Employer"), established as of June 1, 1964, the Plan; and

**WHEREAS**, the Board of Commissioners of the Bi-State Development Agency of the Missouri-Illinois Metropolitan District ("Board"), as provided in Section 8 of the Plan, reserves the right to alter or amend the Plan in any respect and at any time or from time to time. Unless the Board deems it necessary to amend the Plan to fulfill the requirements of the Internal Revenue Code, no amendment shall affect adversely the rights of any Participant with respect to his Accrued Benefit. Anything contained in the Plan to the contrary notwithstanding, the President of the Employer is authorized to adopt any amendment to the Plan which is either required under applicable law or desired by the Board; and

**WHEREAS**, the Board desires to clarify certain eligibility rules of the Plan effective July 1, 2013.

**NOW, THEREFORE**, the Board hereby authorizes the President to adopt the following amendment to the Plan to read as follows:

1. The following sentence shall be added to the end of Sections 2.09(g) and 4.01:

“For the purposes of this Section, a rehired employee does not include a vested Participant who (1) was eligible to make a written election to remain in the Plan during the transition period from July 1, 2013 through December 31, 2013, (2) did not make a written election to leave the Plan or freeze their Accrued Benefit during the transition period, (3) did not make a written election to leave the Plan under Section 4.10 after separating from Metro, and (4) is rehired into a salaried position within 18 months of their Termination of Employment and does not make an irrevocable written election following rehire to waive participation in the Plan in favor of participation in the 401(k) Plan.”

2. The following shall be added to the end of Section 4.03:

“If a Participant terminates employment on or after July 1, 2013, and is not a rehired employee pursuant to 2.09(g), 4.01 and 4.04, such Participant shall recommence participation immediately upon his resumption of Covered Employment with the Employer. The pension benefit earned in the first period of participation will be computed based upon the formula that was in effect at the first date of Termination of

Employment. Credited Service earned in latter period(s) of participation will be computed separately for each subsequent Termination of Employment and the pension benefit earned for subsequent periods of employment will be computed based on the formula in effect upon each subsequent date of Termination of Employment.

For purposes of paragraphs two and three of this Section 4.03, the pension benefit will be computed based on the formula, Credited Service and Final Average Monthly Earnings as of the date of the applicable Termination of Employment.”

3. The following shall be added to the end of Section 4.04:

“For the purposes of this Section, a rehired employee does not include a vested Participant who (1) was eligible to make a written election to remain in the Plan during the transition period from July 1, 2013 through December 31, 2013, (2) did not make a written election to leave the Plan or freeze their Accrued Benefit during the transition period, (3) did not make a written election to leave the Plan under Section 4.10 after separating from Metro, and (4) is rehired into a salaried position within 18 months of their Termination of Employment and does not make an irrevocable written election following rehire to waive participation in the Plan in favor of participation in the 401(k) Plan.

If an irrevocable written election is made following rehire to waive participation in the Plan, the employee will be placed in the 401(k) Plan in Tier 1 and will be eligible to receive Employer Non-Elective Contributions as described in that Plan. The Participant’s Accrued Benefit will be frozen under the Plan’s benefit compensation formula as of the Participant’s Termination of Employment prior to rehire and will be computed based on the formula, Credited Service and Final Average Monthly Earnings in effect as of such date.

**IN WITNESS WHEREOF**, this Amendment is adopted on the Employer's behalf by its duly authorized representative on this \_\_\_\_ day of \_\_\_\_\_, 2015.

**ATTEST:**

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

By: \_\_\_\_\_  
Name: Barbara Enneking  
Title: General Counsel

By: \_\_\_\_\_  
Name: John Nations  
Title: President and CEO

**Exhibit C**

(Amendment #1 to the 401(k) Program)

**AMENDMENT NUMBER 1  
THE BI-STATE DEVELOPMENT AGENCY  
401(K) RETIREMENT SAVINGS PROGRAM**

**WHEREAS**, the Bi-State Development Agency of the Missouri-Illinois Metropolitan District ("Metro"), a body corporate and a political subdivision of the States of Missouri and Illinois (herein referred to as the "Employer"), established as of February 1, 1985, the Plan which was most recently restated in its entirety effective July 1, 2013; and

**WHEREAS**, the Board of Commissioners of the Bi-State Development Agency of the Missouri-Illinois Metropolitan District ("Board"), as provided in Section 18.1 of the Plan, reserves the right to alter or amend the Plan in any respect and at any time or from time to time; provided that, no amendment shall affect adversely the rights of any Participant with respect to his rights accrued to the date of the amendment nor increase or affect the duties of the Trustee without the consent of the Trustee. Anything contained in the Plan to the contrary notwithstanding, the President of the Employer is authorized to adopt any amendment to the Plan which is either required under applicable law or desired by the Board; and

**WHEREAS**, the Board desires to clarify certain eligibility rules of the Plan effective July 1, 2013.

**NOW, THEREFORE**, the Board hereby authorizes the President to adopt the following amendment to the Plan to read as follows:

1. The following shall be added as Section VIII of Appendix A:

**"VIII. Rehires to a Salaried Position**

An Employee incurring a Severance from Employment that is shorter than 18 months after becoming a Tier 3, Tier 4, or Tier 5 Participant for purposes of the allocation of the Employer Non-Elective Contribution under the Plan pursuant to this Appendix A shall remain a Tier 3, Tier 4, or Tier 5 Participant, as applicable, upon rehire.

An Employee incurring a Severance from Employment that is shorter than 18 months after: (i) becoming a Tier 6 Participant, or (ii) failing to elect Tier 3, Tier 4, or Tier 5 for purposes of the allocation of the Employer Non-Elective Contribution under the Plan pursuant to this Appendix A may choose to either: (iii) remain a Tier 6 Participant upon rehire, or (iv) make an irrevocable election to stop participating in the Defined Benefit Plan and the Employer will contribute Employer Non-elective Contributions of four percent (4%) of their Bi-Weekly Gross Compensation less reimbursements and



allowances into the accounts established for them in this Plan. If such Employee irrevocably elects to stop participating in the Defined Benefit Plan and begins participating in this Plan, any benefits he has accrued in the Defined Benefit Plan as of the beginning date of his period of Severance from Employment immediately prior to his rehire will be frozen under the benefit computation in effect and will be eligible for distribution when the Employee reaches Normal Retirement Age, becomes disabled or dies.

An Employee incurring a Severance from Employment that is 18 months or longer shall be a Tier 1 Participant for purposes of the allocation of the Employer Non-Elective Contribution under the Plan pursuant to this Appendix A upon rehire.”

**IN WITNESS WHEREOF**, this Amendment is adopted on the Employer's behalf by its duly authorized representative on this \_\_\_\_ day of \_\_\_\_\_, 2015.

**ATTEST:**

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

By: \_\_\_\_\_  
Name: Barbara Enneking  
Title: General Counsel

By: \_\_\_\_\_  
Name: John Nations  
Title: President and CEO



**Bi-State Development  
Board of Commissioners  
Agenda Item  
September 25, 2015**

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**From:** John M. Nations  
President & CEO

**Subject:** Sole Source Contract Award to Conference Technologies, Inc. for Jefferson National Expansion Memorial (**JNEM**) Gateway Arch Exhibit Rehabilitation

**Disposition:** Approval

**Presentation:** Jennifer S. Nixon, Senior Vice President, Business Enterprises; Larry Jackson, Vice President, Procurement, Inventory Management & Supplier Diversity

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**Objective:**

To present to the Board of Commissioners for approval a request to award a sole source (single bid) contract for exhibit installation that is primarily audio visual and associated with the JNEM Gateway Arch Exhibit Rehabilitation project.

**Committee Disposition**

This item was not presented to a Committee. However, due to the critical nature of keeping the Arch Project on schedule, together with my judgment that it is not detrimental to our interests, I have granted permission for this matter to be placed on the agenda for approval by the Board of Commissioners at the meeting on September 25, 2015. I am also persuaded that waiting until the next Board meeting in November will result in delays to the Arch Project, which would be detrimental to our interests.

**Board Policy:**

In accordance with Board Policy Chapter 50, Sections 50.010(A)(8) and 50.010(E)(1)(b), Board of Commissioners' approval is required for non-competitive procurements which exceed \$100,000.

This is classified as non-competitive, because only one bid was received for the work, despite being competitively put out for bid.

It is the policy of the Agency to conduct all procurements in a manner which fosters full and open competition. In some cases, competition is not feasible or practical. Sole source procurements totaled 11% of all procurements over the last four quarters.

**Funding Source:**

Per the Design & Construction Agreement for the Jefferson National Expansion Memorial Gateway Arch Exhibit Rehabilitation Project, this project is fully funded by the Arch Beneficial Fund.

**Background:**

The JNEM Gateway Arch Exhibit Rehabilitation Project goal is to further and complement the new visitor experience that will be primarily provided by projects underway in the City-Arch-River (**CAR**) effort, currently scheduled to be completed in 2017. This project will extend the

experience beyond the limits of the CAR effort, providing new exhibit items in the Tram Load Zones, and eventually introducing new exhibits at the Laclede's Landing and the 8<sup>th</sup> & Pine MetroLink stations that will serve to begin the experience for visitors choosing to utilize this service. The exhibit installation in the Tram Load Zones is currently being contracted, while the work at the MetroLink stations will be pursued as a separate construction effort.

Under separate Agency contracts, the design for this project was completed by Haley Sharpe Design in the United Kingdom, and the exhibit content is being created by Aperture Films from Los Angeles, California. Both of these firms are performing similar services for the CAR project, in an effort to maintain consistency throughout the experience. This exhibit rehabilitation contract will provide the necessary demolition, construction, equipment installation, programming, and commissioning efforts necessary to bring the new experience to life in the Tram Load Zones, both at the lower Load Zones and at the top of the Arch.

The Agency solicited competitive sealed bids for this work and received a single bid from Conference Technologies, Inc. headquartered in Maryland Heights, MO.

**Analysis:**

Due to the unusual nature of this contract type for the Agency, a thorough outreach effort was completed in an attempt to interest companies throughout the nation. In addition to requesting suggested suppliers from the design team, a list was solicited from The Harpers Ferry Center, a division of the National Park Service that specializes in park exhibits. Also, eight potentially interested companies that appeared on a list in FUNWORLD magazine, which is an amusement industry publication, were contacted, and others were recommended by existing industry contacts. The result of this outreach was eighteen new companies being invited to the solicitation, one of which was Conference Technologies, Inc., in addition to the standard general contracting and electrical firms. A total of eighty-seven invites to view the solicitation documents were sent, and a total of seven potentially interested companies attended the pre-bid meeting. Competitive bids for this contract were opened on September 11, 2015. Despite our efforts to solicit bids from numerous qualified contractors, the only bid received was from Conference Technologies, Inc.

During the bidding process, many of the potential contractors expressed unsolicited concerns that due to the nature of this project, this was not a contract they felt comfortable starting as a new supplier, especially those who were not local. Since the scope is largely audio visual and highly specialized, it is believed that the normal general contractors were not interested in bidding for this contract since they could only self-perform a very limited portion of the work, and the specialty work is not something they are comfortable contracting.

The sealed bid submitted by Conference Technologies was reviewed and evaluated in accordance with the Agency's procurement procedures. Due to one bid being received, the bid is classified as a non-competitive procurement under Board Policy Chapter 50, Section 50.010 (A)(8); however, staff will convert the sealed bid to a competitive negotiation procurement under Section 50.010(A)(2), which requires Board approval because the procurement exceeds \$500,000 under

Section 50.010(E)(1)(b). The items with the most significant variances between the original estimate and the bid received are being reviewed to identify the reasons for the differences and see if the gap can be reduced prior to contract award.

The Agency may now either award the contract as a sole source (single bid) or cancel the initial solicitation and re-solicit. Management recommends the award of the contract as a sole source award for the following reasons:

- Management cannot be assured that additional contractors would respond if the solicitation were re-issued.
- The timing of this work is critical. It is imperative that these exhibits be installed during the January-February 2016 Arch shutdown. In order to accomplish this, contract award in the first half of October 2015 is necessary.
- Conference Technologies, Inc. is a local contractor, so after completion of the project they should be able to respond quickly to any warranty issues, and be available for future services as needed beyond the contract requirements. This should enable a more consistently available new experience at the Gateway Arch than if post-contract troubles arise and the original provider is not local.

**Board Action Requested:**

Management recommends that the Board of Commissioners approve the request to award a contract for exhibit installation for the JNEM Gateway Arch Exhibit Rehabilitation Project for an amount not to exceed \$2,580,000, which includes a 10% contingency for potential changes in scope and unforeseen conditions.

**A RESOLUTION OF THE BOARD OF COMMISSIONERS  
OF THE BI-STATE DEVELOPMENT AGENCY  
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT  
APPROVING THE AWARD OF A CONTRACT TO CONFERENCE  
TECHNOLOGIES, INC. FOR THE JEFFERSON NATIONAL EXPANSION  
MEMORIAL GATEWAY ARCH EXHIBIT REHABILITATION PROJECT**

**PREAMBLES:**

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

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

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

*Whereas*, according to the Design and Construction Agreement for the Jefferson National Expansion Memorial (JNEM) Gateway Arch Exhibit Rehabilitation Project this Project is fully funded by the Arch Beneficial Fund; and

*Whereas*, the JNEM Gateway Arch Exhibit Rehabilitation Project will provide new exhibit items in the Tram Load Zones and this contract will provide the necessary demolition, construction, equipment, installation, programming and commissioning efforts necessary to bring the new Gateway Arch experience to life; and

*Whereas*, due to the unusual nature of this contract work for the Agency a thorough outreach effort was completed in an attempt to interest companies to bid. A total of eighty seven invitations to view the solicitation documents were sent and seven potentially interested companies attended the pre-bid meeting; and

*Whereas*, despite efforts to solicit bids from numerous qualified contractors only one bid was received from Conference Technologies, Inc. and, therefore, the sealed bid amount of \$2,344,002 is being converted to a sole source procurement; and

*Whereas*, it is feasible, necessary and in the public interest for the Agency to approve the award of a sole source contract to Conference Technologies, Inc. in an amount not to exceed \$2,580,000, which includes a 10% contingency, for exhibit installation associated with the JNEM Gateway Arch Exhibit Rehabilitation Project, 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 Sole Source Contract. The Board of Commissioners hereby approves the award of a sole source contract to Conference Technologies, Inc. in the amount not to exceed of \$2,580,000, which includes a 10% contingency, for exhibit installation associated with the JNEM Gateway Arch Exhibit Rehabilitation Project.

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

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

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

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

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

Section 8.        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 25<sup>th</sup> day of September, 2015.

**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  
Agency**

# QUARTERLY FINANCIAL STATEMENTS

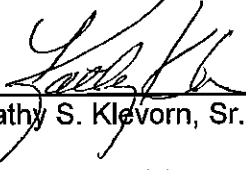
**FISCAL YEAR 2015**  
Fourth Quarter • Ending June 30, 2015



Bi-State Development Agency

707 N. First Street St. Louis, Missouri 63102-2595

To: John M. Nations  
President and Chief Executive Officer

From:   
Kathy S. Klevorn, Sr. Vice President and CFO

Date: August 4, 2015

Subject: Bi-State Development Financial Statements – June 30, 2015

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Enclosed is the financial statement package for June 30, 2015. Results, including the analysis and financial position, are provided by operating unit. These results are *unaudited* and subject to change. The financial statements presented are not prepared in conformity with U.S. Generally Accepted Accounting Principles (U.S. GAAP). A U.S. GAAP presentation would include, among other things, revenue and expenses identified as operating or non-operating and segregated accordingly, depreciation shown as an operating expense; full disclosure of all material financial and non-financial events with accompanying footnote disclosures; and a Management Discussion and Analysis (MD&A) section.

### **Changes in Financial Statement Presentation**

For the quarter ending June 30, 2015, the Bi-State Development financials have been given both a simplified and expanded presentation. The new presentation is designed as a management report making it easier to be understood. The statements continue to show income/loss before depreciation.

A detailed schedule of wages and benefits has been introduced to the quarterly financial packet. Wages and benefits comprise approximately 60% of all expenses. The wages and benefits schedule shows total wages and details major benefits. The detailed schedule of contract and grant revenue continues to be included for the applicable operating units.

### **Pension Liability**

As mentioned previously in board and committee meetings, a new accounting standard became effective for Bi-State Development on June 30, 2015, which requires the net pension plan obligation (or unfunded pension liability) be presented on the balance sheet. The actuarial unfunded pension liability for all four pension plans as of June 30, 2015 is \$89.4 million. This amount has been reflected on the Metro Transit financial statements presented in this document.

## **Metro Transit**

### **Balance Sheet**

During the 4<sup>th</sup> quarter, there were a total of 27 new paratransit vans added to capital assets. The vans are the first phase of a larger purchase and replacement program for the paratransit van fleet which will include over 50 new vans.

### **Revenue**

Total Metro Transit revenue is approximately flat year over year with a variance of -0.2%, however, individual components of revenue varied. Compared to prior year, total passenger revenue was 1% lower while total ridership was negative by 3.1%. These negative trends were experienced in all three modes. MetroLink was most affected with a 4.7% decrease. Sales tax, contract and grant revenue for operations derived from St. Louis County, the City of St. Louis and St. Clair County Transit District increased. Most of the increase in sales taxes were recognized for future capital requirements and federal funding planned in the operating budget for vehicle maintenance support was diverted to the Ewing Wall Emergency Capital Project.

### **Expense**

All expenditures before depreciation remain flat when compared to prior year. The year over year comparison indicates that increases in traditional operating expenses were offset by savings in interest expense due to the acceleration of debt retirement. Combined wages and benefit expense of \$173.4 million is approximately 60% of total expenses. Wages of \$115.3 million reflect seniority payments of approximately \$2.5 million and retroactive rate increases set forth by the 788 ATU contract negotiations. *Please see page 18 for the Statement of Revenue and Expense.*

## **Gateway Arch**

In December 2014, the Gateway Arch Trams issued 30-year bonds of \$7.6 million to predominately fund new motor generator sets for both trams. The \$153.6 thousand related to the cost of issuance was expensed in the current year.

Arch ticket sales revenue is 7.6% lower than last year primarily due to the Arch grounds construction project. Bi-State contributed \$7.1 million to the National Park Service (NPS) to fund various projects, including the roof for the new museum, water drainage project and corrosion study. The Gateway Arch Tram System is generating a net loss before depreciation of \$6.2 million, mainly due to the contribution to the NPS. *Please see page 31 for the Statement of Revenue and Expense.*

## **Gateway Arch Parking Facility**

The Gateway Arch Parking Facility dissolution is complete. There was a \$64,642 loss on the disposal of undepreciated fixed assets. *Please see page 39 for the Statement of Revenue and Expense.*

## **Riverfront Attractions**

Attendance and operating revenues are down 39.5% and 31.3% respectively from prior year primarily due to the construction. The heliport is operating, but bike rentals have been temporarily discontinued. Riverfront Attractions has an operating loss of \$363 thousand

compared to net income of \$33 thousand in the prior year before construction commenced. *Please see page 47 for the Statement of Revenue and Expense.*

### **St. Louis Downtown Airport**

Total revenue and hangar rental are down 19.6% and 29.9% respectively when compared to prior year. Revenue is lower due to renegotiated lease agreement for hanger rentals and fewer rented hangars. Expenses have remained consistent year over year at \$1.5 million and \$1.6 million for FY 2015 and FY 2014 respectively. *Please see page 56 for the Statement of Revenue and Expense.*

### **Executive Services**

Revenue has remained constant from prior year to current year. Revenue exceeds expense and income before depreciation is better than prior year results.

Please contact me with any comments or questions regarding the financial statements.

KSK/blk

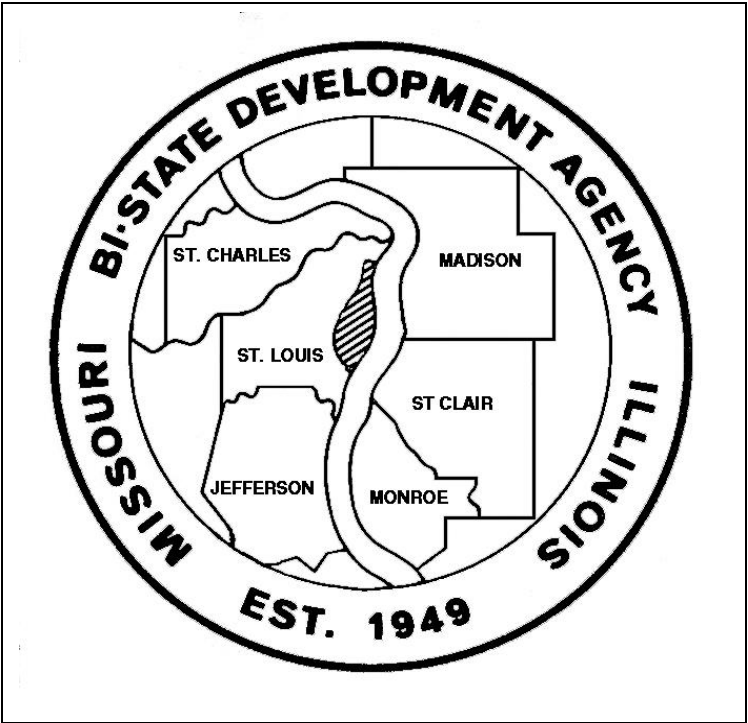
Enclosures

**Bi-State Development Agency of the  
Missouri-Illinois Metropolitan District**  
**Combining Schedule of Revenues, Expenses and Net Income (Loss)**  
**For the Twelve Months Ended June 30, 2015**  
(unaudited)

	Executive Services	Gateway Arch Tram System	Gateway Arch Parking Facility	Riverfront Attractions	St. Louis Downtown Airport	Metro Transit System	Totals	Interfund Eliminations	Totals After Eliminations
<b>Revenue</b>									
Passenger and service revenues	\$ -	\$ 5,285,976	\$ 480,720	\$ 1,554,674	\$ 1,262,897	\$ 52,492,709	\$ 61,076,976	\$ (45,038)	\$ 61,031,938
Interfund administrative fees	3,465,995	-	-	-	-	-	3,465,995	(3,465,995)	-
City of St. Louis	-	-	-	-	-	32,013,300	32,013,300		32,013,300
St. Louis County	-	-	-	-	-	119,500,156	119,500,156		119,500,156
St. Clair County Transit District	-	-	-	-	-	48,457,243	48,457,243		48,457,243
State of Missouri and Illinois	-	-	-	-	-	2,509,847	2,509,847		2,509,847
Federal funding	-	-	-	-	-	16,194,643	16,194,643		16,194,643
Other local/regional funding	-	-	-	-	-	1,025,474	1,025,474		1,025,474
Contributions	-	-	-	-	-	26,500	26,500		26,500
Interest income	2,156	4,335	77	-	181	6,691,806	6,698,555		6,698,555
Paratransit and other operating revenue	-	2,806	2,084	115,033	104,425	7,981,833	8,206,181		8,206,181
Other non-operating revenue	383,005	(35,377)	50,447	-	98,539	68,420	565,034		565,034
<b>Total revenue</b>	<b>3,851,156</b>	<b>5,257,740</b>	<b>533,328</b>	<b>1,669,707</b>	<b>1,466,042</b>	<b>286,961,931</b>	<b>299,739,904</b>	<b>(3,511,033)</b>	<b>296,228,871</b>
<b>Expense</b>									
Wages and benefits	2,084,828	1,581,269	176,578	1,043,925	852,424	173,415,251	179,154,275	-	179,154,275
Services	557,807	566,801	229,379	250,537	97,770	28,921,289	30,623,583	-	30,623,583
Fuel and lube consumed	809	66	-	48,011	17,337	17,298,208	17,364,431	-	17,364,431
Materials and supplies	11,990	405,915	6,175	300,834	113,646	21,405,135	22,243,695	-	22,243,695
Utilities	5,206	111,926	46,699	77,363	214,007	7,505,260	7,960,461	-	7,960,461
Casualty and liability costs	-	48,284	28,692	149,226	56,687	6,210,342	6,493,231	-	6,493,231
Other expenses	188,394	1,208,168	49,005	163,183	109,915	5,329,764	7,048,429	(3,511,033)	3,537,396
Interest expense	-	343,427	-	-	-	25,886,956	26,230,383	-	26,230,383
Contribution to outside entities	-	7,141,917	-	-	-	1,333,305	8,475,222	-	8,475,222
Other non-operating expense	-	-	64,642	-	-	-	64,642	-	64,642
<b>Total expense</b>	<b>2,849,034</b>	<b>11,407,773</b>	<b>601,170</b>	<b>2,033,079</b>	<b>1,461,786</b>	<b>287,305,510</b>	<b>305,658,352</b>	<b>(3,511,033)</b>	<b>302,147,319</b>
<b>➡ Income (loss) before depreciation</b>	<b>1,002,122</b>	<b>(6,150,033)</b>	<b>(67,842)</b>	<b>(363,372)</b>	<b>4,256</b>	<b>(343,579)</b>	<b>(5,918,448)</b>	<b>-</b>	<b>(5,918,448)</b>
Depreciation and amortization expense	2,433	322,969	4,910	290,050	1,564,856	69,485,447	71,670,665	-	71,670,665
<b>Net income (loss) before transfers</b>	<b>999,689</b>	<b>(6,473,002)</b>	<b>(72,752)</b>	<b>(653,422)</b>	<b>(1,560,600)</b>	<b>(69,829,026)</b>	<b>(77,589,113)</b>	<b>-</b>	<b>(77,589,113)</b>
Net transfers in (out)	-	476,133	(489,462)	-	-	13,329	-	-	-
<b>Net income (loss)</b>	<b>\$ 999,689</b>	<b>\$ (5,996,869)</b>	<b>\$ (562,214)</b>	<b>\$ (653,422)</b>	<b>\$ (1,560,600)</b>	<b>\$ (69,815,697)</b>	<b>\$ (77,589,113)</b>	<b>\$ -</b>	<b>\$ (77,589,113)</b>

<sup>1</sup> - See individual detailed schedules

# Executive Services



## Executive Branch

Financial Highlights.....	5
Quarterly Statement of Net Position .....	6
Revenue/Expense Analysis .....	8
Schedule of Wages & Benefits .....	9
Consolidated Cash Receipts and Disbursement Schedule .....	10
Statement of Cash Flows.....	11
Capital Expenditures for Active Projects .....	12

# Executive Services

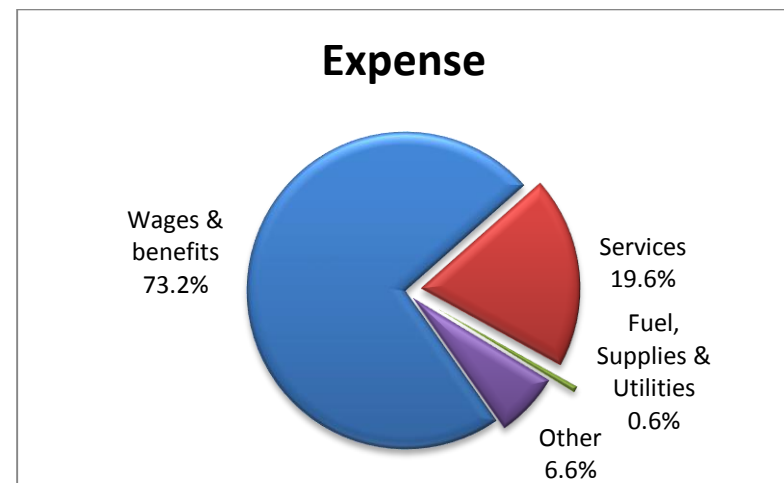
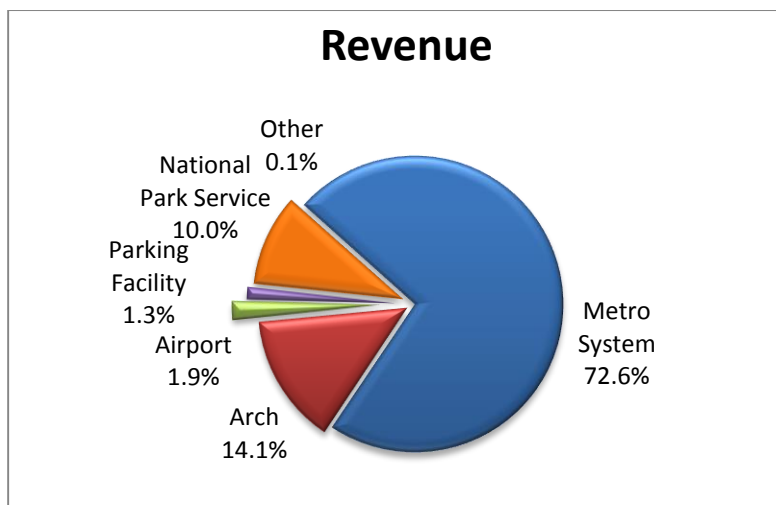
Fiscal Year Ended June 30, 2015

(preliminary, subject to audit)

**Executive Services** is a service company which supports all Bi-State Development operating companies. Executive Services consist of the Executive Office, Internal Audit, General Counsel, Economic Development, Workforce Diversity and EEO and Business Enterprises Administration.

**Income before depreciation** of \$1.0 million is favorable to budget as a result of expenses being lower than budget.

**Total revenue** includes the management fee assessments to Bi-State operating companies plus the National Park Service. The absence of a Riverfront Attractions assessment reflects a fee waiver for FY 2015. Total revenue for the period was 1.6% less than budget due to the closing of the Gateway Arch Parking Facility in December 2014.



**Wages and benefits** are \$501,686 or 19.4% favorable to budget due to position vacancies.

**Services** include fees for legal, audit, consulting and other services. Services are \$346,403 favorable to budget due to lower than expected legal and consulting expenses.

**Materials and supplies** are \$11,348 or 48.6% favorable to budget and primarily due to lower spending for office supplies, computer supplies and training materials.

**Other expenses** are \$156,633 favorable to budget primarily due to less than planned travel and meeting, training, dues and subscriptions, and other general expenses.

**Executive Services**  
**Quarterly Statement of Net Position**  
**June 30, 2015**  
(unaudited)

	Current				Prior Year		
	Current Quarter	Prior Quarter	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
<b>Assets</b>							
Current Assets							
Cash and investments	\$ 3,776,698	\$ 3,264,645	\$ 512,053	15.7	\$ 2,954,431	\$ 822,267	27.8
Restricted cash and investments	838,451	846,998	(8,547)	(1.0)	749,942	88,509	11.8
Accounts and notes receivable	1,490,750	1,333,239	157,511	11.8	827,899	662,851	80.1
Restricted accounts receivable	-	-	-	n/a	61	(61)	(100.0)
Total current assets	<u>6,105,899</u>	<u>5,444,882</u>	<u>661,017</u>	12.1	<u>4,532,333</u>	<u>1,573,566</u>	34.7
Capital assets							
Capital assets, net depr	<u>4,593</u>	<u>5,201</u>	<u>(608)</u>	(11.7)	<u>7,025</u>	<u>(2,432)</u>	(34.6)
Total capital assets	<u>4,593</u>	<u>5,201</u>	<u>(608)</u>	(11.7)	<u>7,025</u>	<u>(2,432)</u>	(34.6)
Total assets	<u>6,110,492</u>	<u>5,450,083</u>	<u>660,409</u>	12.1	<u>4,539,358</u>	<u>1,571,134</u>	34.6
<b>Total</b>	<u>\$ 6,110,492</u>	<u>\$ 5,450,083</u>	<u>\$ 660,409</u>	12.1	<u>\$ 4,539,358</u>	<u>\$ 1,571,134</u>	34.6



**Executive Services**  
**Quarterly Statement of Net Position**  
**June 30, 2015**  
(unaudited)

	Current				Prior Year		
	Current Quarter	Prior Quarter	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
<b>Liabilities</b>							
Current liabilities							
Accounts payable	\$ 697,556	\$ 283,909	\$ 413,647	145.7	\$ 213,647	\$ 483,909	226.5
Accrued expenses	214,511	218,586	(4,075)	(1.9)	215,485	(974)	(0.5)
Total current liabilities	912,067	502,495	409,572	81.5	429,132	482,935	112.5
Total current liabilities	912,067	502,495	409,572	81.5	429,132	482,935	112.5
Non-current liabilities							
Other post-employment benefits	838,451	846,998	(8,547)	(1.0)	749,942	88,509	11.8
Long-term self-insurance	300	300	-	-	300	-	-
Total non-current liabilities	838,751	847,298	(8,547)	(1.0)	750,242	88,509	11.8
Total liabilities	1,750,818	1,349,793	401,025	29.7	1,179,374	571,444	48.5
<b>Net Position</b>							
Net position - capital investments	234,215	234,215	-	-	234,215	-	-
Net position - unrestricted	3,125,770	3,125,770	-	-	2,541,373	584,397	23.0
Net income (loss)	999,689	740,305	259,384	35.0	584,396	415,293	71.1
Total net position	4,359,674	4,100,290	259,384	6.3	3,359,984	999,690	29.8
<b>Total</b>	<b>\$ 6,110,492</b>	<b>\$ 5,450,083</b>	<b>\$ 660,409</b>	<b>12.1</b>	<b>\$ 4,539,358</b>	<b>\$ 1,571,134</b>	<b>34.6</b>

**Executive Services**  
**Schedule of Revenues, Expenses and Net Income (Loss)**  
**For the Quarter Ended June 30, 2015**  
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
<b>Revenue</b>										
Admin fees - Transit	\$ 700,000	\$ 700,000	\$ -	-	\$ 637,500	\$ 2,800,000	\$ 2,800,000	\$ -	-	\$ 2,550,000
Admin fees - Gateway Arch	185,384	168,173	17,211	10.2	200,127	543,882	521,029	22,853	4.4	622,472
Admin fees - Airport	12,721	22,549	(9,828)	(43.6)	21,785	73,302	89,279	(15,977)	(17.9)	89,535
Admin fees - Gateway Parking Facility	-	31,788	(31,788)	(100.0)	28,828	48,811	113,173	(64,362)	(56.9)	128,287
National Park Service management fee	103,691	124,859	(21,168)	(17.0)	138,359	383,005	387,829	(4,824)	(1.2)	433,761
Interest income	636	662	(26)	(3.9)	469	2,156	2,649	(493)	(18.6)	1,891
<b>Total revenue</b>	<u>1,002,432</u>	<u>1,048,031</u>	<u>(45,599)</u>	<u>(4.4)</u>	<u>1,027,068</u>	<u>3,851,156</u>	<u>3,913,959</u>	<u>(62,803)</u>	<u>(1.6)</u>	<u>3,825,946</u>
<b>Expense</b>										
Wages and benefits <sup>1</sup>	525,838	642,756	116,918	18.2	542,946	2,084,828	2,586,514	501,686	19.4	2,171,211
Services	181,952	226,052	44,100	19.5	259,689	557,807	904,210	346,403	38.3	817,661
Fuel and lube consumed	200	396	196	49.5	304	809	1,584	775	48.9	1,015
Materials and supplies	2,973	5,835	2,862	49.0	2,932	11,990	23,338	11,348	48.6	12,413
Utilities	1,150	1,800	650	36.1	1,221	5,206	7,200	1,994	27.7	5,563
Other expenses	30,327	60,228	29,901	49.6	70,583	188,394	345,027	156,633	45.4	231,254
<b>Total expense</b>	<u>742,440</u>	<u>937,067</u>	<u>194,627</u>	<u>20.8</u>	<u>877,675</u>	<u>2,849,034</u>	<u>3,867,873</u>	<u>1,018,839</u>	<u>26.3</u>	<u>3,239,117</u>
<b>Income (loss) before depreciation</b>	<u>259,992</u>	<u>110,964</u>	<u>149,028</u>	<u>134.3</u>	<u>149,393</u>	<u>1,002,122</u>	<u>46,086</u>	<u>956,036</u>	<u>2,074.5</u>	<u>586,829</u>
Depreciation and amortization expense	608	608	-	-	608	2,433	2,433	-	-	2,433
<b>Net income (loss)</b>	<u>\$ 259,384</u>	<u>\$ 110,356</u>	<u>\$ 149,028</u>	<u>135.0</u>	<u>\$ 148,785</u>	<u>\$ 999,689</u>	<u>\$ 43,653</u>	<u>\$ 956,036</u>	<u>2,190.1</u>	<u>\$ 584,396</u>

<sup>1</sup> - Detailed schedule included.

**Executive Services**  
**Detailed Schedule of Wages and Benefits**  
**For the Quarter Ended June 30, 2015**  
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
<b>Personnel expense</b>										
Wages	\$ 388,623	\$ 481,780	\$ 93,157	19.3	\$ 350,729	\$ 1,566,394	\$ 1,933,915	\$ 367,521	19.0	\$ 1,568,534
<b>Company paid benefits</b>										
<b>Payroll related taxes and insurance</b>										
FICA	29,687	40,396	10,709	26.5	26,521	108,587	162,100	53,513	33.0	98,758
Unemployment insurance	371	478	107	22.4	155	4,098	9,450	5,352	56.6	5,859
Worker's compensation insurance	-	1,479	1,479	100.0	-	-	5,935	5,935	100.0	-
<b>Health and welfare</b>										
Medical	30,704	35,872	5,168	14.4	18,365	96,848	143,488	46,640	32.5	98,747
Dental	596	1,100	504	45.8	903	3,167	4,402	1,235	28.1	3,305
Other post retiree medical	29,954	40,345	10,391	25.8	51,016	126,989	162,000	35,011	21.6	145,532
Life insurance / AD&D	453	296	(157)	(53.0)	415	1,801	1,183	(618)	(52.2)	2,217
Short and long term disability	2,776	459	(2,317)	(504.8)	3,278	11,449	1,835	(9,614)	(523.9)	7,796
FMLA administration expense	115	129	14	10.9	108	442	517	75	14.5	354
EAP expense	59	80	21	26.3	56	231	320	89	27.8	243
<b>Retirement</b>										
Pension expense	23,232	30,086	6,854	22.8	78,285	102,394	120,343	17,949	14.9	156,374
401 K contributions	19,778	10,256	(9,522)	(92.8)	13,115	62,938	41,026	(21,912)	(53.4)	83,492
<b>Other</b>										
Benefit costs applied to capital projects.	(510)	-	510	-	-	(510)	-	510	-	-
<b>Total company paid benefits</b>	<u>137,215</u>	<u>160,976</u>	<u>23,761</u>	<u>14.8</u>	<u>192,217</u>	<u>518,434</u>	<u>652,599</u>	<u>134,165</u>	<u>20.6</u>	<u>602,677</u>
<b>Total wages and benefits</b>	<u>\$ 525,838</u>	<u>\$ 642,756</u>	<u>\$ 116,918</u>	<u>18.2</u>	<u>\$ 542,946</u>	<u>\$ 2,084,828</u>	<u>\$ 2,586,514</u>	<u>\$ 501,686</u>	<u>19.4</u>	<u>\$ 2,171,211</u>

**Executive Services  
Cash Receipts and Disbursements Schedule  
For the Quarter Ended June 30, 2015**

<u>Description</u>	<u>Total</u>	<u>Executive Services Operating Fund</u>	<u>Investments Operating Fund</u>	<u>Other Restricted Fund</u>
<b>Balance at April 1, 2015</b>				
<b>Cash &amp; Investments</b>	\$ 4,111,643	\$ 25,004	\$ 3,239,641	\$ 846,998
<b>Add:</b>				
Interest received	636	342	294	-
Transit	611,214	611,214	-	-
Gateway Arch	126,862	126,862	-	-
Riverboats	949,686	949,686	-	-
St Louis Downtown Airport	16,177	16,177	-	-
<b>Total cash receipts</b>	<u>1,704,575</u>	<u>1,704,281</u>	<u>294</u>	<u>-</u>
Interfund transfers	-	(503,212)	511,759	(8,547)
<b>Less:</b>				
Cash disbursements	<u>(1,201,069)</u>	<u>(1,201,069)</u>	<u>-</u>	<u>-</u>
	(1,201,069)	(1,201,069)	-	-
<b>Balance at June 30, 2015</b>				
<b>Cash &amp; Investments</b>	<u>\$ 4,615,149</u>	<u>\$ 25,004</u>	<u>\$ 3,751,694</u>	<u>\$ 838,451</u>

**Executive Services**  
**Statement of Cash Flows**  
**For the Twelve Months Ended June 30, 2015**  
**(unaudited)**

**Cash flows from operating activities**

Receipts from customers	\$ 403,495
Payments to employees	(1,997,293)
Payments to vendors	(837,280)
Receipts (payments) from inter-fund activity	<u>3,339,636</u>

**Net cash provided by (used in)  
operating activities**

908,558

**Cash flow from noncapital financing activities**

None noted.

**Cash flow from capital and related financing activities**

None noted.

**Cash flows from investing activities**

Interest received	<u>2,218</u>
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**Net cash provided by (used in)  
investing activities**

2,218

**Net increase (decrease) in cash  
and cash equivalents**

910,776

**Cash and cash equivalents, beginning of year**

3,704,373

**Cash and cash equivalents, year to date**

\$ 4,615,149

**Reconciliation of operating income to  
net cash used for operating activities**

Operating income (loss)	<u>\$ 999,965</u>
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**Adjustments to reconcile operating  
income (loss) to net cash provided  
by (used for) operating activities**

Change in assets and liabilities	
Accounts and notes receivables	20,490
Interfund accounts receivable	(683,341)
Accounts payable	(73,073)
Interfund accounts payable	556,983
Accrued Expenses	(974)
Other post employment benefits liability	<u>88,508</u>
Total adjustments	<u>(91,407)</u>

**Net cash provided by (used for)  
operating activities**

\$ 908,558

**Supplemental disclosure of cash flow information**

No disclosures.

**Executive Services**  
**Capital Expenditures for Active Projects**  
For the Quarter Ended June 30, 2015  
(unaudited)

Description	Budget	Current	Year-To-Date	Life-To-Date	Balance
	\$ -	\$ -	\$ -	\$ -	\$ -
<b>Total Executive Services</b>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

# Metro Transit System Financials



## Regional Economic Development through Excellence in Transportation

Financial Highlights .....	13
Quarterly Statement of Net Position .....	16
Revenue/Expense Analysis .....	18
Schedule of Contract & Grant Revenue .....	19
Schedule of Wages & Benefits .....	20
Consolidated Cash Receipts and Disbursement Schedule .....	21
Cross County Consolidated Cash Receipts and Disbursement Schedule .....	22
Statement of Cash Flows.....	23
Schedule of Aged Receivables – Invoices .....	24
Capital Expenditures for Active Projects.....	25

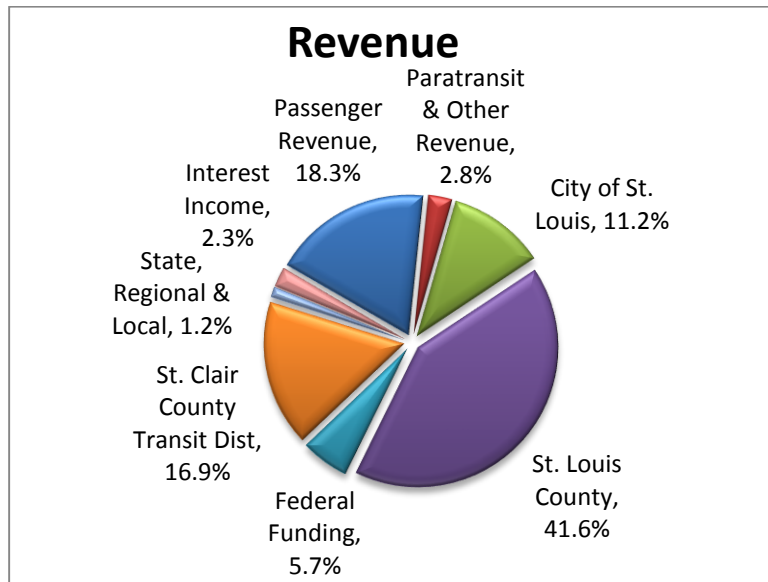
# Metro System

## Fiscal Year Ended June 30, 2015 (preliminary, subject to audit)

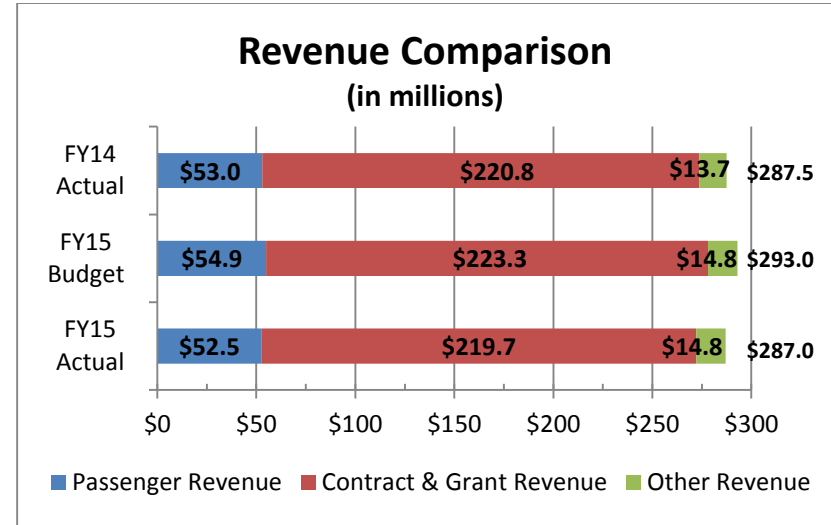
**Income (loss) before depreciation** for the year ended June 30, 2015 is \$8.8 million favorable to the budget and \$0.8 million unfavorable to the prior year. Compared to the prior year, revenue is down 0.2%, while expenses are up 0.1%.

### Revenue

The chart below illustrates the relative importance of each revenue source in fiscal year 2015. The chart to the right reports revenue trends in each major revenue category.



**Passenger Revenue** of \$52.5 million is 4.4% less than budget and 1.0% less than prior year due to lower ridership numbers.



### Contract & Grant Revenue

The City of St. Louis sales tax funding to operations is 1.2% favorable to budget. St. Louis County sales tax funding to operations is 0.1% favorable to budget. Combined St. Louis City and County sales tax appropriated to Bi-State Development was 7.1% greater than FY 2014 actual.

St. Clair County Transit District payment of \$48.5 million is 1.4% less than budget and 3.5% greater than prior year. St. Clair County contracts for service and pays 100% of the cost of service. Missouri and Illinois State funding of \$2.5 million is 7.6% greater than budget.

Federal funding of \$16.2 million is 19.5% less than budget due to the federal vehicle maintenance funds designated for operations in FY 2015 being directed to a capital project.

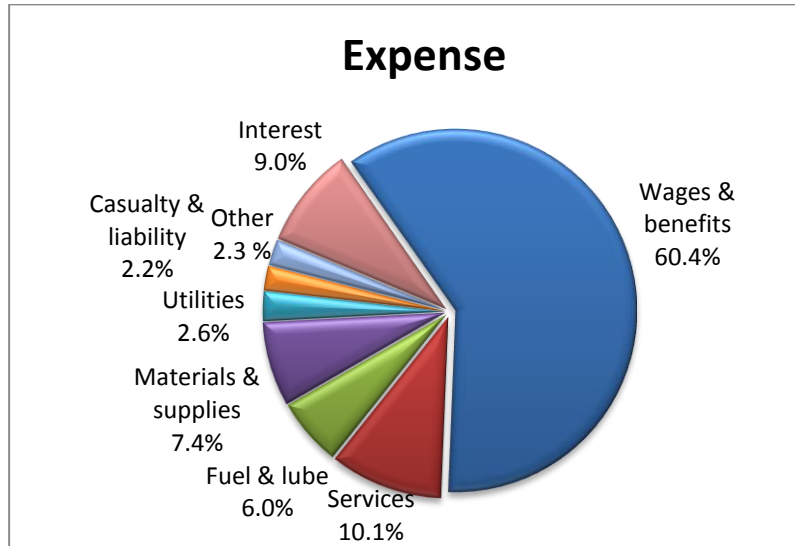


**Other revenue** is below budget due to lower than expected paratransit contract and advertising revenue. However, rental income, which includes sales of maintenance services, was better than budget.

**Interest revenue** is 13.0% favorable to budget as a result of interest from invested funds for the debt service reserve fund.

### Expense

The chart below illustrates the relative significance of each expense in FY 2015.



**Wages and benefits** of \$173.4 million are 4.6% less than budget. The favorable variance in wages and benefits is primarily driven by medical expenses, which has a favorable variance of \$4.7 million. Unfilled budgeted positions also contributed to the positive variance.

Wages for FY 2015 actual reflects one-time seniority payments of approximately \$2.5 million and rate increases set forth by the 788 ATU contract.

**Services** are \$2.5 million or 8.0% favorable to budget. Lower than planned maintenance and custodial services is partially offset with higher than anticipated consultant fees.

**Fuel and lube consumed** is \$2.4 million or 12.4% favorable to budget mainly due to lower than planned diesel prices. The average price of diesel in FY 2015 was \$2.34 per gallon compared to the budgeted price of \$3.40 per gallon.

**Materials and supplies** expenditures of \$21.4 million are 2.0% favorable to budget due to lower than anticipated repair parts as well as passes, tickets, transfers and timetable stock.

**Utilities** are favorable to budget by 10.9% as a result of lower than budgeted natural gas prices and less electric propulsion expense.

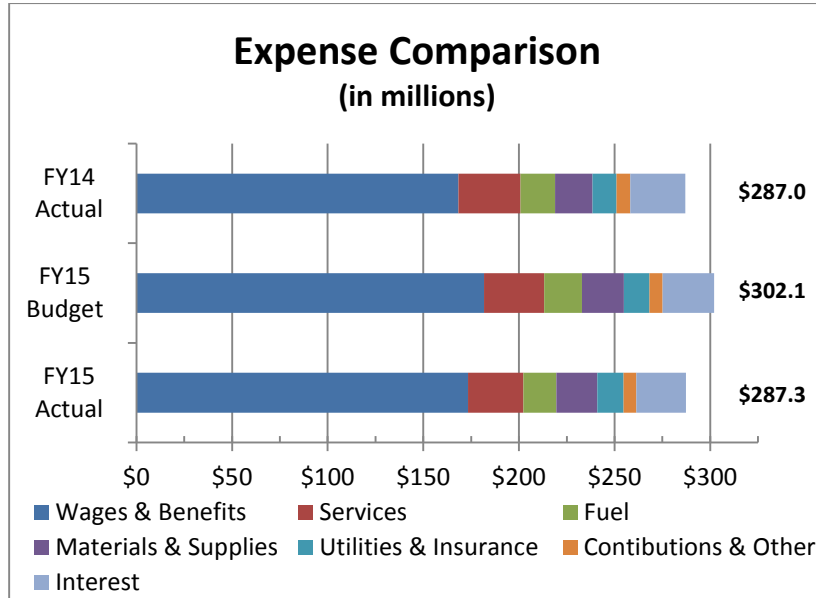
**Casualty & liability** expense is \$1.3 million unfavorable to budget due to unexpected self insured claims that include MetroBus and MetroLink related accidents, Skinker tunnel litigation, Ewing wall collapse and underground storage tanks cleanup and closure.

**Other** costs are favorable to budget as a result of less travel, training and advertising spending.

**Interest expense** is 4.1% favorable to budget due to refinancing.

**Contributions to outside entities** is 17.6% unfavorable to budget due to non-budgeted contributions to Southwestern Illinois College projects. Contributions also include a pass-through of the half-cent sales tax to sheltered workshops.

The chart below shows expense trends in each major expense category.



Passenger Boardings			
(in millions – YTD)			
	FY 2015	FY 2014	FY 2013
MetroBus	29.43	30.12	29.45
MetroLink	16.64	17.47	17.05
Call-A-Ride	<u>0.58</u>	<u>0.58</u>	<u>0.59</u>
Total System	46.65	48.17	47.09

**Passenger boardings** for FY 2015 were 3.1% below FY 2014 ridership. The decrease for MetroBus was 2.3% and 4.7% for MetroLink. Call-A-Ride remained near FY 2014 levels decreasing 0.6%.

While the 1<sup>st</sup> quarter system ridership increased 1.1%, over the prior year, the remainder of the fiscal year saw a decline in passengers. The fiscal year 3.1% decline in system ridership was the result of various factors. Lower fuel prices, weather and changes in work commute practices were among the factors that led to the lower passenger count.

**Metro Transit System**  
**Quarterly Statement of Net Position**  
**June 30, 2015**  
(unaudited)

	Current				Prior Year		
	Current Quarter	Prior Quarter	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
<b>Assets</b>							
Current Assets							
Cash and investments	\$ 71,509,710	\$ 77,420,047	\$ (5,910,337)	(7.6)	\$ 68,506,608	\$ 3,003,102	4.4
Restricted cash and investments	165,654,276	161,508,177	4,146,099	2.6	153,223,690	12,430,586	8.1
Accounts and notes receivable	2,559,338	3,579,998	(1,020,660)	(28.5)	2,963,625	(404,287)	(13.6)
Restricted accounts receivable	81,575	199,276	(117,701)	(59.1)	42,038	39,537	94.1
Federal, state and local assistance receivable	21,077,478	28,038,928	(6,961,450)	(24.8)	24,237,925	(3,160,447)	(13.0)
Materials and supplies inventory	9,028,864	9,492,086	(463,222)	(4.9)	9,142,706	(113,842)	(1.2)
Other current assets	1,742,477	2,349,522	(607,045)	(25.8)	2,352,261	(609,784)	(25.9)
Total current assets	271,653,718	282,588,034	(10,934,316)	(3.9)	260,468,853	11,184,865	4.3
Capital assets							
Capital assets - motorbus, net depr	107,035,807	110,626,950	(3,591,143)	(3.2)	96,958,668	10,077,139	10.4
Capital assets - paratransit, net depr	4,259,971	14,127	4,245,844	n/a	14,136	4,245,835	n/a
Capital assets - lightrail, net depr	754,700,229	767,483,718	(12,783,489)	(1.7)	807,042,356	(52,342,127)	(6.5)
Land	96,396,817	97,529,317	(1,132,500)	(1.2)	97,432,663	(1,035,846)	(1.1)
Construction-in-process	57,613,584	51,972,320	5,641,264	10.9	47,029,827	10,583,757	22.5
Total capital assets	1,020,006,408	1,027,626,432	(7,620,024)	(0.7)	1,048,477,650	(28,471,242)	(2.7)
Non-current assets							
Restricted investments	91,652,896	90,195,298	1,457,598	1.6	86,033,043	5,619,853	6.5
Other non-current assets, net amort	102,886	134,810	(31,924)	(23.7)	89,209	13,677	15.3
Total non-current assets	91,755,782	90,330,108	1,425,674	1.6	86,122,252	5,633,530	6.5
Total assets	1,383,415,908	1,400,544,574	(17,128,666)	(1.2)	1,395,068,755	(11,652,847)	(0.8)
<b>Deferred Outflow of Resources</b>							
Deferred loss on hedging instruments	2,755,810	4,544,913	(1,789,103)	(39.4)	-	2,755,810	n/a
Deferred loss on debt refunding	3,636,671	3,744,686	(108,015)	(2.9)	4,069,911	(433,240)	(10.6)
Total deferred outflow of resources	6,392,481	8,289,599	(1,897,118)	(22.9)	4,069,911	2,322,570	57.1
<b>Total</b>	<b>\$ 1,389,808,389</b>	<b>\$ 1,408,834,173</b>	<b>\$ (19,025,784)</b>	<b>(1.4)</b>	<b>\$ 1,399,138,666</b>	<b>\$ (9,330,277)</b>	<b>(0.7)</b>

**Metro Transit System**  
**Quarterly Statement of Net Position**  
**June 30, 2015**  
(unaudited)

	Current				Prior Year		
	Current Quarter	Prior Quarter	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
<b>Liabilities</b>							
Current liabilities							
Accounts payable	\$ 7,429,327	\$ 5,384,170	\$ 2,045,157	38.0	\$ 11,585,874	\$ (4,156,547)	(35.9)
Accrued expenses	19,092,014	19,395,874	(303,860)	(1.6)	17,975,079	1,116,935	6.2
Other current liabilities	23,891,957	25,933,582	(2,041,625)	(7.9)	20,102,129	3,789,828	18.9
Total current liabilities	50,413,298	50,713,626	(300,328)	(0.6)	49,663,082	750,216	1.5
Current liab payable from restricted assets							
Accounts payable and retention	2,556,445	2,658,677	(102,232)	(3.8)	2,046,732	509,713	24.9
Accrued interest payable	5,671,072	12,054,644	(6,383,572)	(53.0)	6,001,934	(330,862)	(5.5)
General self-insurance liability	6,450,868	6,450,868	-	-	6,450,868	-	-
Medical self-insurance liability	2,255,254	2,249,957	5,297	0.2	2,507,998	(252,744)	(10.1)
Current portion of long-term debt	7,220,000	7,220,000	-	-	37,015,000	(29,795,000)	(80.5)
Total current liabilities payable from restricted assets	24,153,639	30,634,146	(6,480,507)	(21.2)	54,022,532	(29,868,893)	(55.3)
Total current liabilities	74,566,937	81,347,772	(6,780,835)	(8.3)	103,685,614	(29,118,677)	(28.1)
Non-current liabilities							
Other post-employment benefits	62,087,603	62,848,668	(761,065)	(1.2)	56,178,841	5,908,762	10.5
Long-term self-insurance	5,667,183	5,688,526	(21,343)	(0.4)	6,283,760	(616,577)	(9.8)
Long-term debt	556,051,385	556,731,488	(680,103)	(0.1)	536,053,550	19,997,835	3.7
Capital lease obligations	91,637,924	90,180,326	1,457,598	1.6	86,018,071	5,619,853	6.5
Unfunded pension liability	89,371,366	-	89,371,366	n/a	-	89,371,366	n/a
Other non-current liabilities	6,115,285	7,464,915	(1,349,630)	(18.1)	7,307,154	(1,191,869)	(16.3)
Total non-current liabilities	810,930,746	722,913,923	88,016,823	12.2	691,841,376	119,089,370	17.2
Total liabilities	885,497,683	804,261,695	81,235,988	10.1	795,526,990	89,970,693	11.3
<b>Deferred Inflow of Resources</b>							
Deferred gain on hedging instruments	28,661	-	28,661	n/a	506,310	(477,649)	(94.3)
Total deferred inflow of resources	28,661	-	28,661	n/a	506,310	(477,649)	(94.3)
<b>Net Position</b>							
Net position - capital investments	1,040,333,300	1,020,129,020	20,204,280	2.0	979,969,557	60,363,743	6.2
Net position - unrestricted	(466,235,558)	(376,864,192)	(89,371,366)	(23.7)	(309,896,470)	(156,339,088)	(50.4)
Net income (loss)	(69,815,697)	(38,692,350)	(31,123,347)	(80.4)	(66,967,721)	(2,847,976)	(4.3)
Total net position	504,282,045	604,572,478	(100,290,433)	(16.6)	603,105,366	(98,823,321)	(16.4)
<b>Total</b>	<b>\$ 1,389,808,389</b>	<b>\$ 1,408,834,173</b>	<b>\$ (19,025,784)</b>	<b>(1.4)</b>	<b>\$ 1,399,138,666</b>	<b>\$ (9,330,277)</b>	<b>(0.7)</b>

**Metro Transit System**  
**Schedule of Revenues, Expenses and Net Income (Loss)**  
**For the Quarter Ended June 30, 2015**  
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
<b>Revenue</b>										
Passenger revenue	\$ 12,501,592	\$ 14,091,880	\$ (1,590,288)	(11.3)	\$ 13,635,565	\$ 52,492,709	\$ 54,916,712	\$ (2,424,003)	(4.4)	\$ 53,035,637
City of St. Louis <sup>1</sup>	5,600,322	7,497,235	(1,896,913)	(25.3)	7,539,397	32,013,300	31,627,099	386,201	1.2	31,830,017
St. Louis County <sup>1</sup>	22,594,692	29,055,529	(6,460,837)	(22.2)	27,560,492	119,500,156	119,383,767	116,389	0.1	116,504,357
St. Clair County Transit District <sup>1</sup>	10,663,051	10,125,378	537,673	5.3	10,305,148	48,457,243	49,122,299	(665,056)	(1.4)	46,806,797
State of Missouri and Illinois <sup>1</sup>	608,076	583,340	24,736	4.2	849,614	2,509,847	2,333,357	176,490	7.6	3,494,102
Federal funding <sup>1</sup>	2,872,199	5,032,514	(2,160,315)	(42.9)	5,348,706	16,194,643	20,130,055	(3,935,412)	(19.5)	20,876,636
Other local/regional funding <sup>1</sup>	144,564	167,500	(22,936)	(13.7)	361,326	1,025,474	670,000	355,474	53.1	1,249,621
Contributions	-	18,000	(18,000)	(100.0)	-	26,500	43,000	(16,500)	(38.4)	25,994
Interest income	5,864,784	5,688,605	176,179	3.1	5,460,589	6,691,806	5,924,228	767,578	13.0	5,672,919
Paratransit and other operating revenue	1,829,254	2,185,533	(356,279)	(16.3)	2,321,174	7,981,833	8,826,382	(844,549)	(9.6)	8,021,219
Other non-operating revenue	323,400	-	323,400	-	-	68,420	-	68,420	-	-
<b>Total revenue</b>	<u>63,001,934</u>	<u>74,445,514</u>	<u>(11,443,580)</u>	<u>(15.4)</u>	<u>73,382,011</u>	<u>286,961,931</u>	<u>292,976,899</u>	<u>(6,014,968)</u>	<u>(2.1)</u>	<u>287,517,299</u>
<b>Expense</b>										
Wages and benefits <sup>1</sup>	42,646,900	45,367,891	2,720,991	6.0	41,978,924	173,415,251	181,830,542	8,415,291	4.6	168,422,154
Services	7,361,097	7,952,632	591,535	7.4	9,893,648	28,921,289	31,450,952	2,529,663	8.0	32,376,875
Fuel and lube consumed	4,396,855	5,234,963	838,108	16.0	4,632,204	17,298,208	19,744,019	2,445,811	12.4	18,069,340
Materials and supplies	5,993,014	5,565,186	(427,828)	(7.7)	5,667,026	21,405,135	21,851,500	446,365	2.0	19,612,351
Utilities	1,726,419	1,867,323	140,904	7.5	1,425,383	7,505,260	8,418,887	913,627	10.9	7,511,547
Casualty and liability costs	2,285,490	1,222,967	(1,062,523)	(86.9)	1,063,233	6,210,342	4,882,761	(1,327,581)	(27.2)	5,014,763
Other expenses	1,529,726	1,408,627	(121,099)	(8.6)	1,316,143	5,329,764	5,807,448	477,684	8.2	4,688,822
Interest expense	9,909,161	10,966,585	1,057,424	9.6	10,629,209	25,886,956	27,006,783	1,119,827	4.1	28,773,662
Contribution to outside entities	297,573	289,277	(8,296)	(2.9)	299,675	1,333,305	1,134,134	(199,171)	(17.6)	2,087,972
Other non-operating expense	-	-	-	-	369,184	-	-	-	-	485,166
<b>Total expense</b>	<u>76,146,235</u>	<u>79,875,451</u>	<u>3,729,216</u>	<u>4.7</u>	<u>77,274,629</u>	<u>287,305,510</u>	<u>302,127,026</u>	<u>14,821,516</u>	<u>4.9</u>	<u>287,042,652</u>
<b>Income (loss) before depreciation</b>	<u>(13,144,301)</u>	<u>(5,429,937)</u>	<u>(7,714,364)</u>	<u>(142.1)</u>	<u>(3,892,618)</u>	<u>(343,579)</u>	<u>(9,150,127)</u>	<u>8,806,548</u>	<u>96.2</u>	<u>474,647</u>
Depreciation and amortization expense	17,979,673	17,903,570	(76,103)	(0.4)	16,902,763	69,485,447	70,895,324	1,409,877	2.0	67,489,065
<b>Net income (loss) before transfers</b>	<u>(31,123,974)</u>	<u>(23,333,507)</u>	<u>(7,790,467)</u>	<u>(33.4)</u>	<u>(20,795,381)</u>	<u>(69,829,026)</u>	<u>(80,045,451)</u>	<u>10,216,425</u>	<u>12.8</u>	<u>(67,014,418)</u>
<b>Net transfers in (out)</b>	<u>627</u>	<u>-</u>	<u>627</u>	<u>-</u>	<u>13,233</u>	<u>13,329</u>	<u>-</u>	<u>13,329</u>	<u>-</u>	<u>46,697</u>
<b>Net income (loss)</b>	<u>\$ (31,123,347)</u>	<u>\$ (23,333,507)</u>	<u>\$ (7,789,840)</u>	<u>(33.4)</u>	<u>\$ (20,782,148)</u>	<u>\$ (69,815,697)</u>	<u>\$ (80,045,451)</u>	<u>\$ 10,229,754</u>	<u>12.8</u>	<u>\$ (66,967,721)</u>

<sup>1</sup> - Detailed schedule included.

**Metro Transit System**  
**Detailed Schedule of Contract and Grant Revenue**  
**For the Quarter Ended June 30, 2015**  
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
<b>Contract and grant revenue</b>										
Missouri assistance										
City of St. Louis 1/2 cent	\$ 3,010,665	\$ 4,011,431	\$ (1,000,766)	(24.9)	\$ 3,990,086	\$ 17,336,211	\$ 17,236,670	\$ 99,541	0.6	\$ 17,188,886
City of St. Louis 1/4 cent	1,474,848	1,925,955	(451,107)	(23.4)	1,999,746	8,292,850	7,979,599	313,251	3.9	8,275,026
City of St. Louis Prop M2 (1/4 cent)	1,114,809	1,559,849	(445,040)	(28.5)	1,549,565	6,384,239	6,410,830	(26,591)	(0.4)	6,366,105
Total City of St. Louis	5,600,322	7,497,235	(1,896,913)	(25.3)	7,539,397	32,013,300	31,627,099	386,201	1.2	31,830,017
St. Louis County 1/2 cent	8,339,618	9,428,668	(1,089,050)	(11.6)	8,602,804	39,228,873	38,335,872	893,001	2.3	36,917,112
St. Louis County 1/4 cent	7,265,187	7,747,065	(481,878)	(6.2)	7,357,553	34,143,614	32,991,808	1,151,806	3.5	32,397,042
St. Louis County Prop A (1/2 cent)	6,989,887	11,879,796	(4,889,909)	(41.2)	11,600,135	46,127,669	48,056,087	(1,928,418)	(4.0)	47,190,203
Total St. Louis County	22,594,692	29,055,529	(6,460,837)	(22.2)	27,560,492	119,500,156	119,383,767	116,389	0.1	116,504,357
East-West Gateway Council of Govts.	40,000	40,000	-	-	40,000	160,000	160,000	-	-	160,000
Non-capital projects and other	104,564	127,500	(22,936)	(18.0)	321,326	865,474	510,000	355,474	69.7	1,089,621
Total other local	144,564	167,500	(22,936)	(13.7)	361,326	1,025,474	670,000	355,474	53.1	1,249,621
State of Missouri	469,351	102,381	366,970	358.4	77,296	668,968	409,522	259,446	63.4	487,066
Total State of Missouri	469,351	102,381	366,970	358.4	77,296	668,968	409,522	259,446	63.4	487,066
Total Missouri assistance	28,808,929	36,822,645	(8,013,716)	(21.8)	35,538,511	153,207,898	152,090,388	1,117,510	0.7	150,071,061
Illinois assistance										
St. Clair Transit District	10,663,051	10,125,378	537,673	5.3	10,305,148	48,457,243	49,122,299	(665,056)	(1.4)	46,806,797
State of Illinois	138,725	480,959	(342,234)	(71.2)	772,318	1,840,879	1,923,835	(82,956)	(4.3)	3,007,036
Total Illinois assistance	10,801,776	10,606,337	195,439	1.8	11,077,466	50,298,122	51,046,134	(748,012)	(1.5)	49,813,833
Total local and state assistance	39,610,705	47,428,982	(7,818,277)	(16.5)	46,615,977	203,506,020	203,136,522	369,498	0.2	199,884,894
Federal assistance										
Vehicle maintenance	3,250,000	4,000,000	(750,000)	(18.8)	4,000,000	13,000,000	16,000,000	(3,000,000)	(18.8)	16,000,000
CMAQ grant	-	-	-	-	7,611	-	-	-	-	13,750
Non-capital grants (i.e. JARC)	(377,801)	1,032,514	(1,410,315)	(136.6)	1,341,095	3,194,643	4,130,055	(935,412)	(22.6)	4,862,886
Total federal assistance	2,872,199	5,032,514	(2,160,315)	(42.9)	5,348,706	16,194,643	20,130,055	(3,935,412)	(19.5)	20,876,636
<b>Total contract and grant revenue</b>	<b>\$ 42,482,904</b>	<b>\$ 52,461,496</b>	<b>\$ (9,978,592)</b>	<b>(19.0)</b>	<b>\$ 51,964,683</b>	<b>\$ 219,700,663</b>	<b>\$ 223,266,577</b>	<b>\$ (3,565,914)</b>	<b>(1.6)</b>	<b>\$ 220,761,530</b>

**Metro Transit System**  
**Detailed Schedule of Wages and Benefits**  
**For the Quarter Ended June 30, 2015**  
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
<b>Personnel expense</b>										
Wages	\$ 28,840,167	\$ 29,322,014	\$ 481,847	1.6	\$ 26,972,291	\$ 115,297,286	\$ 116,726,968	\$ 1,429,682	1.2	\$ 109,656,091
<b>Company paid benefits</b>										
<b>Payroll related taxes and insurance</b>										
FICA	1,958,984	2,237,855	278,871	12.5	1,871,297	8,003,340	8,914,807	911,467	10.2	7,503,139
Unemployment insurance	51,666	130,000	78,334	60.3	65,749	499,525	779,561	280,036	35.9	554,418
Worker's compensation insurance	522,554	1,056,542	533,988	50.5	660,892	3,294,659	4,189,817	895,158	21.4	3,061,855
<b>Health and welfare</b>										
Medical	5,544,140	6,684,755	1,140,615	17.1	4,289,612	22,051,522	26,726,203	4,674,681	17.5	20,342,303
Dental	116,505	128,714	12,209	9.5	171,855	513,580	514,508	928	0.2	517,189
Other post retiree medical	2,093,725	2,415,269	321,544	13.3	2,031,779	8,763,417	9,619,849	856,432	8.9	8,811,053
Life insurance / AD&D	108,356	123,442	15,086	12.2	117,808	456,704	493,636	36,932	7.5	472,893
Short and long term disability	55,722	12,257	(43,465)	(354.6)	64,655	221,471	49,026	(172,445)	(351.7)	145,834
FMLA administration expense	15,776	14,732	(1,044)	(7.1)	15,839	63,658	58,889	(4,769)	(8.1)	47,850
EAP expense	8,770	9,054	284	3.1	8,734	35,386	36,191	805	2.2	34,984
<b>Retirement</b>										
Pension expense	2,984,395	2,896,680	(87,715)	(3.0)	4,078,128	12,195,445	11,578,279	(617,166)	(5.3)	13,053,997
401 K contributions	294,138	380,601	86,463	22.7	1,636,654	1,174,230	1,522,401	348,171	22.9	3,447,177
<b>Other</b>										
Uniform allowance	106,134	46,840	(59,294)	(126.6)	23,155	1,061,204	983,862	(77,342)	(7.9)	940,093
Miscellaneous benefits	4,569	3,824	(745)	(19.5)	16,948	16,631	15,296	(1,335)	(8.7)	18,564
Benefit costs applied to capital projects.	(58,701)	(94,688)	(35,987)	(38.0)	(46,472)	(232,807)	(378,751)	(145,944)	(38.5)	(185,286)
<b>Total company paid benefits</b>	<u>13,806,733</u>	<u>16,045,877</u>	<u>2,239,144</u>	<u>14.0</u>	<u>15,006,633</u>	<u>58,117,965</u>	<u>65,103,574</u>	<u>6,985,609</u>	<u>10.7</u>	<u>58,766,063</u>
<b>Total wages and benefits</b>	<u>\$ 42,646,900</u>	<u>\$ 45,367,891</u>	<u>\$ 2,720,991</u>	<u>6.0</u>	<u>\$ 41,978,924</u>	<u>\$ 173,415,251</u>	<u>\$ 181,830,542</u>	<u>\$ 8,415,291</u>	<u>4.6</u>	<u>\$ 168,422,154</u>

**Transit System**  
**Cash Receipts and Disbursements Schedule**  
**For the Quarter Ended June 30, 2015**  
(unaudited)

	Total	Revenue Fund	Operating Fund	Internally Restricted Fund	Prop M Fund	Prop A Fund	Sales Tax Capital Fund	Commodity Funds	Insurance Funds	Other Restricted Funds
<b>Balance April 1, 2015</b>										
<b>Cash &amp; Investments</b>	\$ 188,454,945	\$ 836,673	\$ 53,980,513	\$ 14,632,492	\$ 54,599,093	\$ 16,322,043	\$ 14,255,125	\$ 7,915,939	\$ 16,657,460	\$ 9,255,607
<b>Add :</b>										
Passenger Fares	15,309,901	15,146,531	163,370	-	-	-	-	-	-	-
City of St. Louis	9,553,366	-	5,319,696	-	2,335,710	-	1,897,960	-	-	-
St. Louis County	23,358,246	-	19,938,992	-	1,572,190	-	1,847,064	-	-	-
State of Illinois	282,779	-	282,779	-	-	-	-	-	-	-
Cross County Project	12,246	-	12,246	-	-	-	-	-	-	-
St. Clair County	10,368,833	-	10,368,833	-	-	-	-	-	-	-
FTA	19,311,216	-	19,311,216	-	-	-	-	-	-	-
Commodity Fund	1,135,832	-	1,135,832	-	-	-	-	-	-	-
All Other	4,747,838	-	4,627,656	20,663	71,230	12,752	11,664	-	3,873	-
<b>Cash Receipts</b>	84,080,257	15,146,531	61,160,620	20,663	3,979,130	12,752	3,756,688	-	3,873	-
<b>Interfund Transfers</b>	-	(14,900,000)	4,078,015	8,304	(739,542)	2,142,933	(175,652)	(1,500,000)	8,136,911	2,949,032
<b>Less:</b>										
Cash Disbursements	(81,481,394)	-	(68,851,024)	-	-	3,955	-	(1,022,474)	(7,636,243)	(3,975,608)
<b>Balance June 30, 2015</b>										
<b>Cash &amp; Investments</b>	191,053,809	1,083,204	50,368,124	14,661,459	57,838,681	18,481,683	17,836,161	5,393,465	17,162,001	8,229,031
<b>Less:</b>										
<b>Pre-Encumbrances &amp; Restrictions</b>										
Local Match - Approved Grants	40,600,624	-	-	-	37,541,451	-	3,059,173	-	-	-
- Grant Applications	2,200,000	-	-	-	2,200,000	-	-	-	-	-
- Long Range Capital Programs (1)	32,874,218	-	-	-	18,097,230	-	14,776,988	-	-	-
SIR Worker Comp Pledged Funds	2,405,000	-	-	-	-	-	-	-	2,405,000	-
Other Restrictions	112,973,967	1,083,204	50,368,124	14,661,459	-	18,481,683	-	5,393,465	14,757,001	8,229,031
Total Restrictions	191,053,809	1,083,204	50,368,124	14,661,459	57,838,681	18,481,683	17,836,161	5,393,465	17,162,001	8,229,031
Unencumbered Cash & Investments	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -

(1) Restricted to finance obligations.



**Transit System**  
**Cross County Metrolink Debt**  
**Cash Receipts and Disbursements Schedule**  
**For the Quarter Ended June 30, 2015**  
**(unaudited)**

	<b>Total Trustee Statements</b>	<b>Revenue Funds</b>	<b>Debt Service Funds</b>	<b>Expense Funds</b>	<b>Debt Service Reserve Funds</b>
Balance at April 1, 2015					
<b>Cash &amp; investments</b>	\$ 50,473,276	\$ 155	\$ 15,664,644	\$ 87,627	\$ 34,720,850
<b>Add cash receipts:</b>					
St. Louis County sales tax - Prop M	10,275,975	10,275,975	-	-	-
St. Louis County sales tax - Prop A	8,932,733	8,932,733	-	-	-
St. Louis City sales tax - Prop M	2,554,238	2,554,238	-	-	-
St. Louis City sales tax - Prop M2	2,554,238	2,554,238	-	-	-
Interest received	224,202	1,209	1,621	17	221,354
<b>Total cash receipts</b>	24,541,386	24,318,394	1,621	17	221,354
<b>Less fund disbursements:</b>					
Debt service - Series 2009	(2,383,988)	-	(2,383,988)	-	-
Debt service - Series 2013A	(8,404,656)	-	(8,404,656)	-	-
Debt service - Series 2013B	(553,500)	-	(553,500)	-	-
Expenses/Accrued interest reclassification	(5,500)	-	-	(5,500)	-
Prop M/Prop A to Metro	(17,556,596)	(17,556,596)	-	-	-
Realized gain/(loss)	(245)	-	-	-	(245)
<b>Total disbursements</b>	(28,904,485)	(17,556,596)	(11,342,144)	(5,500)	(245)
<b>Interfund transfers:</b>					
Interest/principal transfers	-	(6,761,951)	6,761,951	-	-
<b>Total interfund transfers</b>	-	(6,761,951)	6,761,951	-	-
Balance at June 30, 2015					
<b>Cash &amp; investments</b>	<u>\$ 46,110,177</u>	<u>\$ 2</u>	<u>\$ 11,086,072</u>	<u>\$ 82,144</u>	<u>\$ 34,941,959</u>

**Transit Operating System  
Statement of Cash Flows  
For the Twelve Months Ended June 30, 2015  
(unaudited)**

**Cash flows from operating activities**

Receipts from customers	\$ 61,465,010
Payments to employees	(166,389,553)
Payments to vendors	(78,388,247)
Payments for self-insurance	(7,079,664)
Receipts (payments) from inter-fund activity	(3,492,552)

**Net cash provided by (used in)  
operating activities**

(193,885,006)

**Cash flows from non capital financing activities**

Operating assistance received	222,821,572
Contributions to outside entities	(1,306,805)

**Net cash provided by (used in)  
non capital financing activities**

221,514,767

**Cash flows from capital and related financing activities**

Acquisitions of capital assets	(40,316,078)
Payments of long-term debt	(7,015,000)
Interest Paid	(20,611,642)
Contributed capital	60,363,743

**Cash flows from capital and  
related financing activities**

(7,578,977)

**Cash flows from investing activities**

Purchases of investments	(124,257,864)
Proceeds from sale of investments	104,619,845
Interest received	1,071,953

**Net cash provided by (used in)  
investing activities**

(18,566,066)

**Net increase (decrease) in cash  
and cash equivalents**

1,484,718

**Cash and cash equivalents, beginning of year**

106,477,465

**Cash and cash equivalents, year to date**

\$ 107,962,183

**Reconciliation of operating loss to  
net cash used for operating activities**

Operating income (loss)	\$ (199,610,705)
-------------------------	------------------

**Adjustments to reconcile operating  
income (loss) to net cash provided  
by (used for) operating activities**

Change in assets and liabilities	
Accounts and notes receivables	990,470
Interfund accounts receivable	(586,183)
Materials and supplies	113,841
Prepaid expenses, deferred charges	609,784
Accounts payable	(4,050,178)
Other current liabilities	2,597,959
Interfund accounts payable	(106,369)
Accrued expenses	1,116,935
Other post employment benefits liability	5,908,762
Self-insurance liability	(869,322)

Total adjustments	5,725,699
-------------------	-----------

**Net cash provided by (used for)  
operating activities**

\$ (193,885,006)

**Supplemental disclosure of cash flow information**

**Noncash Activities:**

> Interest received on capital lease	\$ 5,619,853
> Interest accrued on capital lease	(5,619,853)
> Gain/(Loss) on hedging commodities	(2,752,798)
> Gain on disposal of fixed assets	141,275
> Non-operating noncash activity	(119,996)
> Net transfers for rail station improvements	13,329
> Deferred Loss Amortization	433,240
> Prior period adjustment	312,359

Note: Cash and cash equivalents for this cash flow statement are defined according to General Accepted Accounting Principles as cash and all investments with a maturity of 90 days or less. The Consolidated Cash Receipts & Disbursement (CR&D), the Cross County CR&D report and the Balance Sheet report on cash and all investments, regardless of maturity date. Therefore, the beginning and ending cash balances on this report may not agree to the CR&D report and the balance sheet.

**Transit System**  
**Schedule of Aged Receivables - Invoiced**  
**June 30, 2015**  
(unaudited)

	<u>Less than 30 days</u>	<u>31-60 days</u>	<u>61-90 days</u>	<u>91-180 days</u>	<u>181-360 days</u>	<u>Over 361 days</u>	<u>Total</u>
Due from TMA Customers	\$ 10,587	\$ -	\$ 9,675	\$ 22,410	\$ 7,965	\$ 19,905	\$ 70,542
Due from Call-A-Ride	378	230,783	-	-	-	-	231,161
Due from Misc-Arts in Transit	4,000	-	-	-	-	-	4,000
Due from Advertising (Marketing)	520	38,200	24,665	16,480	-	-	79,865
Due from Leases and Rents	63,175	406	-	1,518	458	758	66,315
Due from Auxiliary Services/Others	470,915	36,851	-	-	-	-	507,766
Due from Grants (Accounting)	4,156,154	-	73,803	-	24,035	-	4,253,992
Due from Passes	203,852	13,225	21,355	266,209	-	-	504,641
<b>Total</b>	<b><u>\$ 4,909,581</u></b>	<b><u>\$ 319,465</u></b>	<b><u>\$ 129,498</u></b>	<b><u>\$ 306,617</u></b>	<b><u>\$ 32,458</u></b>	<b><u>\$ 20,663</u></b>	<b><u>\$ 5,718,282</u></b>

**Transit System**  
**Capital Expenditures for Active Projects**  
**For the Quarter Ended June 30, 2015**  
**(unaudited)**

Description		Budget	Current	Year-To-Date	Life-To-Date	Balance
<b>Project #</b>						
0034 Van Procurement FY04-FY08 (X204) 2		\$ 2,740,824	\$ -	\$ 9,133	\$ 2,720,471	\$ 20,353
1237 CAR Van Replacement FY07		2,975,815	-	-	2,913,172	62,643
1279 Fare Collection System Upgrade/Replacement (06 Earmark)		29,707,512	784,470	2,842,198	21,537,477	8,170,035
1290 Buses FY05 Fed Earmark (25)		1,210,235	3,672	5,448	1,210,235	-
1361 Radio System CAD/AVL		23,857,144	58,069	120,864	9,743,572	14,113,572
1530 Eads Bridge Rehab ARRA		25,338,774	1,842,663	4,191,754	25,338,774	-
1531 Rail & Tie Replacement		1,718,025	-	-	1,718,025	-
1574 CAR Van Replacement		8,650,165	4,293,544	4,306,632	5,545,670	3,104,495
1666 Slope Stabilization	z	4,097,297	106,984	2,011,160	3,895,042	202,255
1668 Embankment Erosion	z	3,223,073	25,224	106,326	141,690	3,081,383
1708 Feeder Wire/Water Mitigation MO--12	z	1,058,564	6,267	119,466	702,718	355,846
1717 Non-Revenue Vehicles FY12 MO		1,718,858	-	356,642	1,396,299	322,559
1722 Missouri Slopes Stability	z	1,144,600	5,107	124,530	241,511	903,089
1723 MO OCS Wire Rehab	z	1,511,670	33,504	722,109	1,307,911	203,759
1734 EADS Bridge Rehab Phase II		29,708,943	1,459,411	3,651,074	5,082,915	24,626,028
1739 Downtown Transfer Center		7,098,596	16,212	186,054	728,261	6,370,335
1754 IT Systems Upgrade Yr 1 - FY12		1,121,406	-	135,793	973,819	147,587
1755 IT Systems Upgrade Yr 2 - FY13		1,425,750	30,275	316,258	316,258	1,109,492
1756 North County Transit Center		10,280,000	978,710	1,234,338	5,310,460	4,969,540
1817 Radio System Tower Sites		6,212,885	-	-	1,511,670	4,701,215
1834 Rail Tie Replacement Year 2	z	1,934,162	3,957	923,127	1,460,397	473,765
1844 Tactile Warning Strip Phase II	z	1,719,616	336,743	592,857	759,310	960,306
1845 MOW SGR Inventory-Database Development		1,037,955	3,542	243,639	1,025,099	12,856

**Transit System**  
**Capital Expenditures for Active Projects**  
**For the Quarter Ended June 30, 2015**  
**(unaudited)**

Description		Budget	Current	Year-To-Date	Life-To-Date	Balance
<b>Projects continued</b>						
1848 Articulated Buses		\$ 11,445,737	\$ -	\$ 334,874	\$ 6,490,426	\$ 4,955,311
1855 Arch Bike Trail		1,104,477	56,072	65,384	114,133	990,344
1860 Bus Procurement Duluth		20,911,804	794	15,189	20,908,285	3,519
1862 North County Transit Phase II		2,200,481	5,000	162,202	1,421,073	779,408
1863 Bus Procurement Duluth II		11,591,162	(15,054)	10,893,680	10,893,680	697,482
1869 Phase 1 Audio Frequency Circuit		3,101,678	111,002	136,920	136,984	2,964,694
1875 Rail Tie Replace Year 3	z	2,147,572	165	36,530	36,530	2,111,042
1885 TOI Operation Management Software		2,840,318	37,576	278,926	287,454	2,552,864
1887 TOI Transit Business Intellegence		1,039,572	-	-	-	1,039,572
1905 Buses - FY13 CMAQ		18,565,431	-	10,526,013	10,526,013	8,039,418
1933 FY14 Preventive Maintance	z	20,000,000	-	-	20,000,000	-
1937 Innovative High School Career	z	2,129,435	-	-	-	2,129,435
1941 Duluth Piggyback III 40'		16,407,549	-	-	-	16,407,549
1955 Spruce Street Bridge		6,871,621	199,795	200,472	200,472	6,671,149
1959 Z-Gate Ped Barriers & Fence		1,257,938	21,353	33,000	33,000	1,224,938
1960 Rail ROW Repairs-MP 0-15.4 MO		1,905,200	-	-	-	1,905,200
1962 Elevator Rehab - 8 Units - MO		1,302,000	1,073	3,136	3,136	1,298,864
1983 DC to AC Rail Car Upgrades		22,500,000	-	-	-	22,500,000
1988 Ewing Wall Rehabilitation		10,037,743	12,338	15,109	15,109	10,022,634
1991 Financial Report-Budget Software		1,307,680	-	-	-	1,307,680
1997 IL Bus Facility Rehabilitation		1,850,692	-	-	-	1,850,692
2020 Feeder Wire-Water Mitigation	z	1,644,372	5,012	5,012	5,012	1,639,360
2021 Bus Northwest Connector	z	1,134,766	-	-	-	1,134,766
2029 FY15 Preventive Maintenance	z	16,250,000	16,250,000	16,250,000	16,250,000	-
2030 FY15 100% 7 SCCTD Buses		2,076,050	1,831	1,831	1,831	2,074,219
2035 Mobile Data Terminal		1,050,000	-	-	-	1,050,000
All others	*z	32,766,913	687,778	2,930,416	16,551,391	16,215,522
<b>Total active projects</b>		<b>\$ 384,932,060</b>	<b>\$ 27,363,089</b>	<b>\$ 64,088,096</b>	<b>\$ 199,455,285</b>	<b>\$ 185,476,775</b>

\* "All Others" list all projects with a budget less than one million dollars.

y Metro administrators contribution to outsidies entities.

z Some Projects/Awards do not produce a fixed asset; they are considered operating expenditures.

# **Business Enterprises Financials**



## **Metropolitan St. Louis Attractions**

# Gateway Arch Tram Financials



## World-Class

Financial Highlights .....	27
Quarterly Statement of Net Position .....	29
Revenue/Expense Analysis .....	31
Schedule of Wages & Benefits .....	32
Consolidated Cash Receipts and Disbursement Schedule .....	33
Statement of Cash Flows.....	34
Capital Expenditures for Active Projects.....	35

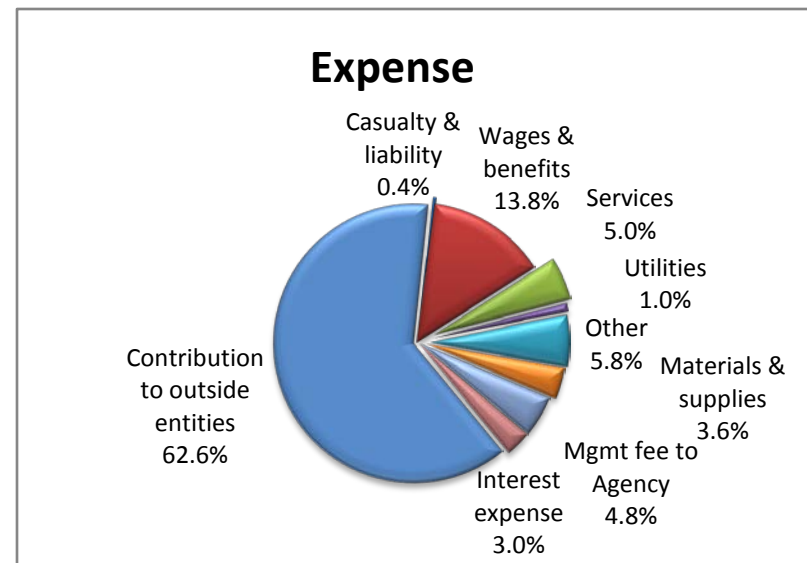
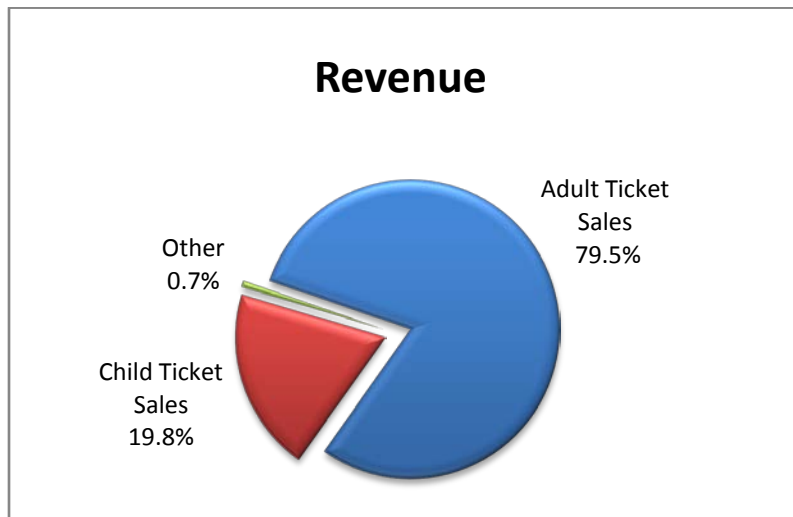
# Gateway Arch Tram

Fiscal Year Ended June 30, 2015

(preliminary, subject to audit)

**Loss before depreciation** for the Gateway Arch Tram for the year ended June 30, 2015 was \$6.2 million, which resulted in a \$6.8 million unfavorable variance to budget. This variance was primarily due to \$7.1 million in contributions made to the National Park Service for improvements.

**Total revenue** was 4.8% lower than budget and 7.6% unfavorable to prior year. Arch ticket sales make up the majority of the revenue and were 4.7% lower than budget and 7.7% less than prior year. Ticket sales are down compared to prior year due to on-going Arch grounds construction.



**Wages and benefits** are 11.3% or \$201,293 below budget as a result of vacant salaried positions. The vacant positions contributed to lower than budgeted medical costs, pension expense and unemployment insurance.

**Services** are 39.2% favorable to budget as a result of lower legal and consulting fees, website maintenance, National Park Service mechanics and other maintenance expense.

**Materials and supplies** are \$159,882 or 65.0% unfavorable to budget as a result of the replacement of cables for the north and south trams.

**Utilities** are \$5,039 or 4.3% favorable to budget due to lower electricity usage.



**Other expenses** are \$51,931 or 4.5% unfavorable to budget due to the purchase of way finding billboards related to the current park grounds and highway construction and detours.

**Contributions to outside entities** of \$7.1 million includes a \$4.7 million contribution to the National Park Service for the Arch roof replacement project. Other contributions to the NPS include the lobby rehab, corrosion study, chillers, and the storm water drainage projects.

**Interest expense** is \$343,427 and relates to the bonds issued for the Arch improvements.

Tram Ridership Comparison			
	<u>Adult</u>	<u>Child</u>	<u>Total</u>
FY15 Actual	605,087	209,650	814,737
FY15 Budget	629,286	227,983	857,269
FY14 Actual	649,269	235,896	885,165

**Tram ridership** for the year ended June 30, 2015 was 5.0% lower than budget. Tram ridership decreased 8.0% compared to prior year due to the Arch grounds construction project.

**Gateway Arch**  
**Quarterly Statement of Net Position**  
**June 30, 2015**  
(unaudited)

	Current				Prior Year		
	Current Quarter	Prior Quarter	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
<b>Assets</b>							
Current Assets							
Cash and investments	\$ 2,536,807	\$ 2,398,257	\$ 138,550	5.8	\$ 2,758,079	\$ (221,272)	(8.0)
Restricted cash and investments	15,690,733	16,507,935	(817,202)	(5.0)	15,094,230	596,503	4.0
Accounts and notes receivable	374,453	147,163	227,290	154.4	360,674	13,779	3.8
Restricted accounts receivable	-	-	-	n/a	1,476	(1,476)	(100.0)
Other current assets	22,101	13,653	8,448	61.9	21,641	460	2.1
Total current assets	18,624,094	19,067,008	(442,914)	(2.3)	18,236,100	387,994	2.1
Capital assets							
Capital assets, net depr	100,249	164,105	(63,856)	(38.9)	423,219	(322,970)	(76.3)
Construction-in-process	1,111,493	829,952	281,541	33.9	252,507	858,986	340.2
Total capital assets	1,211,742	994,057	217,685	21.9	675,726	536,016	79.3
Total assets	19,835,836	20,061,065	(225,229)	(1.1)	18,911,826	924,010	4.9
<b>Total</b>	<u>\$ 19,835,836</u>	<u>\$ 20,061,065</u>	<u>\$ (225,229)</u>	(1.1)	<u>\$ 18,911,826</u>	<u>\$ 924,010</u>	4.9

**Gateway Arch**  
**Quarterly Statement of Net Position**  
**June 30, 2015**  
(unaudited)

	Current				Prior Year		
	Current Quarter	Prior Quarter	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
<b>Liabilities</b>							
Current liabilities							
Accounts payable	\$ 432,301	\$ 910,695	\$ (478,394)	(52.5)	\$ 987,645	\$ (555,344)	(56.2)
Accrued expenses	64,204	55,822	8,382	15.0	55,981	8,223	14.7
Other current liabilities	60,937	58,954	1,983	3.4	45,647	15,290	33.5
Total current liabilities	557,442	1,025,471	(468,029)	(45.6)	1,089,273	(531,831)	(48.8)
Current liab payable from restricted assets							
Accounts payable and retention	-	-	-	n/a	219,657	(219,657)	(100.0)
Accrued interest payable	25,622	101,350	(75,728)	(74.7)	-	25,622	n/a
Total current liabilities payable from restricted assets	25,622	101,350	(75,728)	(74.7)	219,657	(194,035)	(88.3)
Total current liabilities	583,064	1,126,821	(543,757)	(48.3)	1,308,930	(725,866)	(55.5)
Non-current liabilities							
Other post-employment benefits	7,273	54,934	(47,661)	(86.8)	20,652	(13,379)	(64.8)
Long-term self-insurance	5,504	50	5,454	n/a	1,380	4,124	298.8
Long-term debt	7,656,000	7,656,000	-	-	-	7,656,000	n/a
Total non-current liabilities	7,668,777	7,710,984	(42,207)	(0.5)	22,032	7,646,745	n/a
Total liabilities	8,251,841	8,837,805	(585,964)	(6.6)	1,330,962	6,920,879	520.0
<b>Net Position</b>							
Net position - unrestricted	17,580,864	17,580,864	-	-	16,382,429	1,198,435	7.3
Net income (loss)	(5,996,869)	(6,357,604)	360,735	5.7	1,198,435	(7,195,304)	(600.4)
Total net position	11,583,995	11,223,260	360,735	3.2	17,580,864	(5,996,869)	(34.1)
<b>Total</b>	<b>\$ 19,835,836</b>	<b>\$ 20,061,065</b>	<b>\$ (225,229)</b>	<b>(1.1)</b>	<b>\$ 18,911,826</b>	<b>\$ 924,010</b>	<b>4.9</b>

**Gateway Arch**  
**Schedule of Revenues, Expenses and Net Income (Loss)**  
**For the Quarter Ended June 30, 2015**  
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
<b>Revenue</b>										
Arch tickets	\$ 1,673,058	\$ 1,736,190	\$ (63,132)	(3.6)	\$ 1,867,724	\$ 5,285,976	\$ 5,544,898	\$ (258,922)	(4.7)	\$ 5,725,315
Service fee revenue	8,790	9,758	(968)	(9.9)	10,685	29,243	28,799	444	1.5	32,912
Interest income	685	3,573	(2,888)	(80.8)	1,628	4,335	14,293	(9,958)	(69.7)	9,753
Other operating revenue	422	3,600	(3,178)	(88.3)	107	2,806	11,400	(8,594)	(75.4)	2,683
Other non-operating revenue	-	-	-	-	-	-	-	-	-	202
Sales discount	(18,113)	(28,342)	10,229	36.1	(26,846)	(64,620)	(77,380)	12,760	16.5	(78,457)
<b>Total revenue</b>	<u>1,664,842</u>	<u>1,724,779</u>	<u>(59,937)</u>	<u>(3.5)</u>	<u>1,853,298</u>	<u>5,257,740</u>	<u>5,522,010</u>	<u>(264,270)</u>	<u>(4.8)</u>	<u>5,692,408</u>
<b>Expense</b>										
Wages and benefits <sup>1</sup>	491,580	498,741	7,161	1.4	471,126	1,581,269	1,782,562	201,293	11.3	1,547,579
Services	(28,353)	238,470	266,823	111.9	241,860	566,801	932,951	366,150	39.2	878,476
Fuel and lube consumed	20	-	(20)	-	59	66	-	(66)	-	182
Materials and supplies	19,604	26,941	7,337	27.2	36,632	405,915	246,033	(159,882)	(65.0)	113,436
Utilities	30,093	27,005	(3,088)	(11.4)	36,595	111,926	116,965	5,039	4.3	127,144
Casualty and liability costs	12,075	13,391	1,316	9.8	11,703	48,284	53,566	5,282	9.9	46,937
Other expenses	297,729	355,827	58,098	16.3	467,516	1,208,168	1,156,237	(51,931)	(4.5)	1,091,514
Interest expense	76,297	-	(76,297)	-	-	343,427	-	(343,427)	-	-
Contribution to outside entities	705,041	157,500	(547,541)	(347.6)	313,122	7,141,917	630,000	(6,511,917)	(1,033.6)	420,259
<b>Total expense</b>	<u>1,604,086</u>	<u>1,317,875</u>	<u>(286,211)</u>	<u>(21.7)</u>	<u>1,578,613</u>	<u>11,407,773</u>	<u>4,918,314</u>	<u>(6,489,459)</u>	<u>(131.9)</u>	<u>4,225,527</u>
<b>Income (loss) before depreciation</b>	<u>60,756</u>	<u>406,904</u>	<u>(346,148)</u>	<u>(85.1)</u>	<u>274,685</u>	<u>(6,150,033)</u>	<u>603,696</u>	<u>(6,753,729)</u>	<u>(1,118.7)</u>	<u>1,466,881</u>
Depreciation and amortization expense	63,856	126,387	62,531	49.5	93,465	322,969	323,970	1,001	0.3	391,669
<b>Net income (loss)</b>	<u>\$ 360,735</u>	<u>\$ 280,517</u>	<u>\$ 80,218</u>	<u>28.6</u>	<u>\$ 167,987</u>	<u>\$ (5,996,869)</u>	<u>\$ 279,726</u>	<u>\$ (6,276,595)</u>	<u>(2,243.8)</u>	<u>\$ 1,198,435</u>

<sup>1</sup> - Detailed schedule included.

**Gateway Arch**  
**Detailed Schedule of Wages and Benefits**  
**For the Quarter Ended June 30, 2015**  
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
<b>Personnel expense</b>										
Wages	\$ 398,662	\$ 379,626	\$ (19,036)	(5.0)	\$ 355,072	\$ 1,259,772	\$ 1,325,218	\$ 65,446	4.9	\$ 1,163,388
<b>Company paid benefits</b>										
<b>Payroll related taxes and insurance</b>										
FICA	29,501	30,287	786	2.6	26,179	92,819	106,361	13,542	12.7	84,627
Unemployment insurance	4,208	7,489	3,281	43.8	4,250	13,605	25,375	11,770	46.4	13,962
Worker's compensation insurance	10,507	4,162	(6,345)	(152.5)	1,347	18,836	16,656	(2,180)	(13.1)	7,067
<b>Health and welfare</b>										
Medical	24,310	27,011	2,701	10.0	16,425	78,219	108,043	29,824	27.6	75,135
Dental	649	836	187	22.4	729	2,713	3,343	630	18.8	2,644
Other post retiree medical	11,875	16,188	4,313	26.6	20,652	46,311	65,000	18,689	28.8	59,540
Life insurance / AD&D	211	231	20	8.7	194	776	924	148	16.0	965
Short and long term disability	1,089	353	(736)	(208.5)	1,246	4,073	1,412	(2,661)	(188.5)	2,865
FMLA administration expense	722	92	(630)	(684.8)	827	2,870	366	(2,504)	(684.2)	2,296
EAP expense	49	61	12	19.7	46	180	244	64	26.2	191
<b>Retirement</b>										
Pension expense	8,191	20,370	12,179	59.8	29,272	33,174	81,479	48,305	59.3	81,692
401 K contributions	10,342	10,542	200	1.9	10,669	37,682	42,167	4,485	10.6	41,700
<b>Other</b>										
Uniform allowance	-	1,493	1,493	100.0	4,067	110	5,974	5,864	98.2	7,677
Miscellaneous benefits	83	-	(83)	-	151	3,330	-	(3,330)	-	3,830
Benefit costs applied to capital projects.	(8,819)	-	8,819	-	-	(13,201)	-	13,201	-	-
<b>Total company paid benefits</b>	<u>92,918</u>	<u>119,115</u>	<u>26,197</u>	<u>22.0</u>	<u>116,054</u>	<u>321,497</u>	<u>457,344</u>	<u>135,847</u>	<u>29.7</u>	<u>384,191</u>
<b>Total wages and benefits</b>	<u>\$ 491,580</u>	<u>\$ 498,741</u>	<u>\$ 7,161</u>	<u>1.4</u>	<u>\$ 471,126</u>	<u>\$ 1,581,269</u>	<u>\$ 1,782,562</u>	<u>\$ 201,293</u>	<u>11.3</u>	<u>\$ 1,547,579</u>

**Gateway Arch Tram**  
**Cash Receipts and Disbursements Schedule**  
**For the Quarter Ended June 30, 2015**  
(unaudited)

Description	Total	Arch Collection Facility Fund	Arch Tram Fee Account	JNEM Arch Operating Fund	JNEM Beneficial Fund	Drainage Project Fund	Exhibit Rehabilitation Fund	Motor Generator Sets Design Fund	Corrosion Study Fund	Other Restricted Funds	2014 Arch Bonds Project Fund	2014 Arch Bonds Debt Service Reserve	2014 Arch Bonds Debt Service Fund	2014 Arch Bonds Debt Revenue Fund
<b>Balance at April 1, 2015</b>														
<b>Cash &amp; Investments</b>	\$18,906,192	\$ 744,395	\$ 487,773	\$ 1,166,089	\$ 4,874,572	\$ 1,097,722	\$ 3,806,675	\$ 264,970	\$ 244,136	\$ 500,000	\$ 5,266,355	\$ 453,505	\$ -	\$ -
<b>Add:</b>														
Receipts	4,665,101	2,641,330	-	-	723,260	-	-	-	-	-	-	-	25,622	1,274,889
Gateway Arch Parking Facility	1,240	-	1,240	-	-	-	-	-	-	-	-	-	-	-
Interest received	685	-	-	-	405	-	-	-	-	-	258	22	-	-
<b>Total cash receipts</b>	<u>4,667,026</u>	<u>2,641,330</u>	<u>1,240</u>	<u>-</u>	<u>723,665</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>22</u>	<u>25,622</u>	<u>1,274,889</u>
Interfund transfers	-	-	-	-	(100,000)	-	-	-	100,000	-	-	-	-	-
<b>Less:</b>														
Cash disbursements	<u>(5,345,678)</u>	<u>(2,476,085)</u>	<u>(27,935)</u>	<u>-</u>	<u>(430,053)</u>	<u>(543,737)</u>	<u>(111,963)</u>	<u>(148,804)</u>	<u>(316,375)</u>	<u>-</u>	<u>(15,837)</u>	<u>-</u>	<u>-</u>	<u>(1,274,889)</u>
<b>Balance at June 30, 2015</b>														
<b>Cash &amp; Investments</b>	<u>\$18,227,540</u>	<u>\$ 909,640</u>	<u>\$ 461,078</u>	<u>\$ 1,166,089</u>	<u>\$ 5,068,184</u>	<u>\$ 553,985</u>	<u>\$ 3,694,712</u>	<u>\$ 116,166</u>	<u>\$ 27,761</u>	<u>\$ 500,000</u>	<u>\$ 5,250,776</u>	<u>\$ 453,527</u>	<u>\$ 25,622</u>	<u>\$ -</u>

**Gateway Arch Tram System  
Statement of Cash Flows  
For the Twelve Months Ended June 30, 2015  
(unaudited)**

**Cash flows from operating activities**

Receipts from customers	\$ 5,237,324
Payments to employees	(1,586,425)
Payments to vendors	(2,178,433)
Payments for self-insurance	(44,160)
Receipts (payments) from inter-fund activity	<u>(674,844)</u>

**Net cash provided by (used in)  
operating activities**

753,462

**Cash flows from noncapital financing activities**

Operating assistance	22,188
Contributions to outside entities	(7,141,917)
Net transfers	<u>476,134</u>

**Net cash provided by (used in)  
financing activities**

(6,643,595)

**Cash flows from capital and related financing activities**

Acquisitions of capital assets	(1,078,643)
Issuance of debt	7,656,000
Interest paid	<u>(317,805)</u>

**Net cash provided by (used in)  
capital and related financing activities**

6,259,552

**Cash flows from investing activities**

Proceeds from sale of investments	2,500,000
Interest received	<u>5,435</u>

**Net cash provided by (used in)  
investing activities**

2,505,435

**Net increase (decrease) in cash**

2,874,854

**Cash and cash equivalents, beginning of year**

15,352,686

**Cash and cash equivalents, year to date**

\$ 18,227,540

**Reconciliation of operating loss to  
net cash used for operating activities**

Operating income (loss)	<u>\$ 1,330,976</u>
-------------------------	---------------------

**Adjustments to reconcile operating  
income (loss) to net cash provided  
by (used for) operating activities**

Change in assets and liabilities	
Accounts and notes receivables	(16,079)
Interfund accounts receivable	2,300
Prepaid expenses, deferred charges and other current assets	(459)
Accounts payable	(444,273)
Other current liabilities	15,290
Interfund accounts payable	(133,262)
Accrued Expenses	8,224
Other post employment benefits liability	(13,379)
Self-insurance liability	<u>4,124</u>

Total adjustments	<u>(577,514)</u>
-------------------	------------------

**Net cash provided by (used for)  
operating activities**

\$ 753,462

**Supplemental disclosure of cash flow information**

No disclosures.

**Gateway Arch**  
**Capital Expenditures for Active Projects**  
**For the Quarter Ended June 30, 2015**  
**(unaudited)**

Description		Budget	Current	Year-To-Date	Life-To-Date	Balance
ATS Motor Generator Set Replacement - Construction	x	\$ 5,000,000	\$ -	\$ -	\$ -	\$ 5,000,000
ATS Motor Generator Set Replacement - Design	x	555,735	156,106	613,002	613,450	(57,716)
Arch Transportation System (ATS) Load Zone Rehab	x	2,559,270	110,189	414,476	482,170	2,077,100
Exhibit Rehabilitation		2,671,090	-	-	-	2,671,090
JNEM Trench Drain Project	xy	2,288,001	126,280	1,454,409	1,510,601	777,400
JNEM Arch Lobby Rehabilitation	y	1,087,107	1,707	29,576	75,759	1,011,348
JNEM Rail Station Improvements	z	518,623	-	26,562	96,830	421,793
Arch Corrosion Study project	y	450,000	112,553	428,497	428,497	21,503
Distributed Antenna System		300,000	-	-	-	300,000
Copier Machine		5,000	-	-	-	5,000
<b>Total Gateway Arch</b>		<b>\$ 15,434,826</b>	<b>\$ 506,835</b>	<b>\$ 2,966,522</b>	<b>\$ 3,207,307</b>	<b>\$ 12,227,518</b>

x Projects are carryover from prior year.

y Upon completion of this project, assets to be contributed to National Park Service (NPS).

z Upon completion of this project, assets to be contributed to Metro Transit



# Arch Parking Facility Financials



## First Line Ambassador

Financial Highlights.....	36
Quarterly Statement of Net Position .....	37
Revenue/Expense Analysis .....	39
Schedule of Wages & Benefits .....	40
Consolidated Cash Receipts and Disbursement Schedule .....	41
Statement of Cash Flows.....	42

# Gateway Arch Parking Facility

**Fiscal Year Ended June 30, 2015**

(preliminary, subject to audit)

The Gateway Arch Parking Facility ceased operations on December 2, 2014. Demolition of the parking facility began in March 2015. Land improvements continue as the site of the Parking Facility becomes blended in to the CityArchRiver revitalization.

**Expense** during the final quarter was due to the closing out of accounts. There were no operations staff assigned to the parking facility after December 2014. The only material operating expense activities were for utilities, services and liability insurance. Accruals were previously over estimated and the reversing credits created negative balances in utilities and insurance in the fourth quarter of FY 2015.

**Loss before depreciation** includes a loss on the disposal of fixed assets of \$64,642. The capital assets disposed included miscellaneous revenue equipment.

The accounting for the operation is now completed with June 30, 2015 fiscal year end.

**Gateway Arch Parking Facility**  
**Quarterly Statement of Net Position**  
**June 30, 2015**  
(unaudited)

	Current				Prior Year		
	Current Quarter	Prior Quarter	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
<b>Assets</b>							
Current Assets							
Cash and investments	\$ -	\$ 528,119	\$ (528,119)	(100.0)	\$ 577,831	\$ (577,831)	(100.0)
Accounts and notes receivable	-	-	-	n/a	209,940	(209,940)	(100.0)
Restricted accounts receivable	-	-	-	n/a	4	(4)	(100.0)
Other current assets	-	10,404	(10,404)	(100.0)	200	(200)	(100.0)
Total current assets	-	538,523	(538,523)	(100.0)	787,975	(787,975)	(100.0)
Capital assets							
Capital assets, net depr	-	-	-	n/a	69,551	(69,551)	(100.0)
Total capital assets	-	-	-	n/a	69,551	(69,551)	(100.0)
Total assets	-	538,523	(538,523)	(100.0)	857,526	(857,526)	(100.0)
<b>Total</b>	<u>\$ -</u>	<u>\$ 538,523</u>	<u>\$ (538,523)</u>	(100.0)	<u>\$ 857,526</u>	<u>\$ (857,526)</u>	(100.0)

**Gateway Arch Parking Facility**  
**Quarterly Statement of Net Position**  
**June 30, 2015**  
(unaudited)

	Current				Prior Year		
	Current Quarter	Prior Quarter	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
<b>Liabilities</b>							
Current liabilities							
Accounts payable	\$ -	\$ 171,939	\$ (171,939)	(100.0)	\$ 247,764	\$ (247,764)	(100.0)
Accrued expenses	-	12,568	(12,568)	(100.0)	12,068	(12,068)	(100.0)
Other current liabilities	-	6,188	(6,188)	(100.0)	14,143	(14,143)	(100.0)
Total current liabilities	-	190,695	(190,695)	(100.0)	273,975	(273,975)	(100.0)
Non-current liabilities							
Other post-employment benefits	-	14,085	(14,085)	(100.0)	6,592	(6,592)	(100.0)
Long-term self-insurance	-	14,745	(14,745)	(100.0)	14,745	(14,745)	(100.0)
Total non-current liabilities	-	28,830	(28,830)	(100.0)	21,337	(21,337)	(100.0)
Total liabilities	-	219,525	(219,525)	(100.0)	295,312	(295,312)	(100.0)
<b>Net Position</b>							
Net position - unrestricted	562,214	562,214	-	-	589,121	(26,907)	(4.6)
Net income (loss)	(562,214)	(243,216)	(318,998)	(131.2)	(26,907)	(535,307)	n/a
Total net position	-	318,998	(318,998)	(100.0)	562,214	(562,214)	(100.0)
<b>Total</b>	\$ -	\$ 538,523	\$ (538,523)	(100.0)	\$ 857,526	\$ (857,526)	(100.0)

**Gateway Arch Parking Facility**  
**Schedule of Revenues, Expenses and Net Income (Loss)**  
**For the Quarter Ended June 30, 2015**  
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
<b>Revenue</b>										
Passenger revenue	\$ (1,240)	\$ 4,800	\$ (6,040)	(125.8)	\$ 6,420	\$ 8,096	\$ 21,200	\$ (13,104)	(61.8)	\$ 23,780
Garage parking receipts - daily	-	317,178	(317,178)	(100.0)	265,779	388,889	1,041,288	(652,399)	(62.7)	994,200
Garage parking receipts - special events	-	2,370	(2,370)	(100.0)	-	57,685	118,490	(60,805)	(51.3)	163,504
Parking - monthly	-	28,800	(28,800)	(100.0)	20,840	26,050	121,200	(95,150)	(78.5)	103,365
Service fee revenue	-	21,869	(21,869)	(100.0)	30,541	50,447	65,850	(15,403)	(23.4)	92,634
Interest income	17	573	(556)	(97.0)	23	77	2,291	(2,214)	(96.6)	953
Other operating revenue	2,423	-	2,423	-	(97)	2,084	-	2,084	-	(246)
Other non-operating revenue	33,548	-	33,548	-	79,369	-	-	-	-	79,369
<b>Total revenue</b>	<b>34,748</b>	<b>375,590</b>	<b>(340,842)</b>	<b>(90.7)</b>	<b>402,875</b>	<b>533,328</b>	<b>1,370,319</b>	<b>(836,991)</b>	<b>(61.1)</b>	<b>1,457,559</b>
<b>Expense</b>										
Wages and benefits <sup>1</sup>	(23,687)	108,522	132,209	121.8	97,167	176,578	435,685	259,107	59.5	409,029
Services	(19,239)	115,413	134,652	116.7	152,104	229,379	488,361	258,982	53.0	612,348
Materials and supplies	-	9,085	9,085	100.0	1,025	6,175	40,090	33,915	84.6	27,766
Utilities	(7,419)	21,083	28,502	135.2	22,939	46,699	88,896	42,197	47.5	90,819
Casualty and liability costs	6,081	10,282	4,201	40.9	8,288	28,692	41,129	12,437	30.2	33,251
Other expenses	-	32,787	32,787	100.0	31,663	49,005	117,168	68,163	58.2	131,514
Contribution to outside entities	-	1,250	1,250	100.0	-	-	5,000	5,000	100.0	-
Loss on disposal of assets	-	-	-	-	-	64,642	-	(64,642)	-	-
<b>Total expense</b>	<b>(44,264)</b>	<b>298,422</b>	<b>342,686</b>	<b>114.8</b>	<b>313,186</b>	<b>601,170</b>	<b>1,216,329</b>	<b>615,159</b>	<b>50.6</b>	<b>1,304,727</b>
<b>Income (loss) before depreciation</b>	<b>79,012</b>	<b>77,168</b>	<b>1,844</b>	<b>2.4</b>	<b>89,689</b>	<b>(67,842)</b>	<b>153,990</b>	<b>(221,832)</b>	<b>(144.1)</b>	<b>152,832</b>
Depreciation and amortization expense	33,548	-	(33,548)	-	9,819	4,910	-	(4,910)	-	9,819
<b>Net income (loss) before transfers</b>	<b>45,464</b>	<b>77,168</b>	<b>(31,704)</b>	<b>(41.1)</b>	<b>79,870</b>	<b>(72,752)</b>	<b>153,990</b>	<b>(226,742)</b>	<b>(147.2)</b>	<b>143,013</b>
<b>Net transfers in (out)</b>	<b>(364,462)</b>	<b>-</b>	<b>(364,462)</b>	<b>-</b>	<b>-</b>	<b>(489,462)</b>	<b>-</b>	<b>(489,462)</b>	<b>-</b>	<b>(169,920)</b>
<b>Net income (loss)</b>	<b>\$ (318,998)</b>	<b>\$ 77,168</b>	<b>\$ (396,166)</b>	<b>(513.4)</b>	<b>\$ 79,870</b>	<b>\$ (562,214)</b>	<b>\$ 153,990</b>	<b>\$ (716,204)</b>	<b>(465.1)</b>	<b>\$ (26,907)</b>

<sup>1</sup> - Detailed schedule included.

**Gateway Arch Parking Facility**  
**Detailed Schedule of Wages and Benefits**  
**For the Quarter Ended June 30, 2015**  
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
<b>Personnel expense</b>										
Wages	\$ (9,778)	\$ 71,030	\$ 80,808	113.8	\$ 61,379	\$ 120,464	\$ 285,517	\$ 165,053	57.8	\$ 278,318
<b>Company paid benefits</b>										
<b>Payroll related taxes and insurance</b>										
FICA	207	5,877	5,670	96.5	4,331	10,707	23,645	12,938	54.7	18,201
Unemployment insurance	42	1,456	1,414	97.1	670	785	5,701	4,916	86.2	2,695
Worker's compensation insurance	(14,211)	903	15,114	1,673.8	425	(12,966)	3,613	16,579	458.9	1,705
<b>Health and welfare</b>										
Medical	-	10,822	10,822	100.0	8,014	11,897	43,287	31,390	72.5	35,280
Dental	-	337	337	100.0	271	473	1,348	875	64.9	1,097
Other post retiree medical	21	4,953	4,932	99.6	6,593	7,514	20,000	12,486	62.4	20,599
Life insurance / AD&D	-	95	95	100.0	58	103	381	278	73.0	330
Short and long term disability	-	144	144	100.0	341	431	575	144	25.0	816
FMLA administration expense	-	35	35	100.0	87	161	140	(21)	(15.0)	252
EAP expense	-	25	25	100.0	17	30	99	69	69.7	80
<b>Retirement</b>										
Pension expense	32	8,459	8,427	99.6	12,697	8,265	33,836	25,571	75.6	37,788
401 K contributions	-	4,086	4,086	100.0	1,882	4,674	16,343	11,669	71.4	11,363
<b>Other</b>										
Uniform allowance	-	300	300	100.0	402	-	1,200	1,200	100.0	505
Miscellaneous benefits	-	-	-	-	-	24,040	-	(24,040)	-	-
<b>Total company paid benefits</b>	<u>(13,909)</u>	<u>37,492</u>	<u>51,401</u>	<u>137.1</u>	<u>35,788</u>	<u>56,114</u>	<u>150,168</u>	<u>94,054</u>	<u>62.6</u>	<u>130,711</u>
<b>Total wages and benefits</b>	<u>\$ (23,687)</u>	<u>\$ 108,522</u>	<u>\$ 132,209</u>	<u>121.8</u>	<u>\$ 97,167</u>	<u>\$ 176,578</u>	<u>\$ 435,685</u>	<u>\$ 259,107</u>	<u>59.5</u>	<u>\$ 409,029</u>

**Gateway Arch Parking Facility**  
**Cash Receipts and Disbursements Schedule**  
**For the Quarter Ended June 30, 2015**  
(unaudited)

<b>Description</b>	<b>Total</b>	<b>Garage Fee Account</b>	<b>JNEM Garage Operating Fund</b>
<b>Balance at April 1, 2015</b>			
<b>Cash &amp; Investments</b>	\$ 528,119	\$ 11,633	\$ 516,486
<b>Add:</b>			
Received from Executive Services	-	-	-
Received from Transit	-	-	-
Received from Gateway Arch	15,217	-	15,217
Interest received	17	-	17
<b>Total cash receipts</b>	15,234	-	15,234
Interfund transfers	-	(8,029)	8,029
<b>Less:</b>			
Bank expenses	(25)	(25)	-
Paid to Transit	(179,631)	-	(179,631)
Paid to Executive Services	-	-	-
Paid to Gateway Arch	(363,697)	(3,579)	(360,118)
<b>Total cash disbursements</b>	(543,353)	(3,604)	(539,749)
<b>Balance at June 30, 2015</b>			
<b>Cash &amp; Investments</b>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

**Gateway Arch Parking Facility**  
**Statement of Cash Flows**  
**For the Twelve Months Ended June 30, 2015**  
(unaudited)

**Cash flows from operating activities**

Receipts from customers	\$ 533,252
Payments to employees	(195,240)
Payments to vendors	(527,376)
Payments for self-insurance	(43,437)
Receipts (payments) from inter-fund activity	144,351

**Net cash provided by (used in)  
operating activities**

(88,450)

**Cash flows from noncapital financing activities**

Net Transfers	<u>(489,462)</u>
---------------	------------------

**Net cash provided by (used in)  
noncapital financing activities**

(489,462)

**Cash flows from capital and related financing activities**

None noted.

**Cash flows from investing activities**

Interest received	<u>81</u>
-------------------	-----------

**Net cash provided by (used in)  
investing activities**

81

**Net increase (decrease) in cash  
and cash equivalents**

(577,831)

**Cash and cash equivalents, beginning of year**

577,831

**Cash and cash equivalents, year to date**

\$ -

**Reconciliation of operating loss to  
net cash used for operating activities**

Operating income (loss)	<u>\$ (3,278)</u>
-------------------------	-------------------

**Adjustments to reconcile operating  
income (loss) to net cash provided  
by (used for) operating activities**

Change in assets and liabilities	
Interfund accounts receivable	209,940
Prepaid expenses, deferred charges and other current assets	200
Accounts payable	(230,986)
Other current liabilities	(14,143)
Interfund accounts payable	(16,778)
Accrued expenses	(12,068)
Other post employment benefits liability	(6,592)
Self-insurance liability	<u>(14,745)</u>
Total adjustments	<u>(85,172)</u>

**Net cash provided by (used for)  
operating activities**

\$ (88,450)

**Supplemental disclosure of cash flow information**

No disclosures.



# Riverfront Attractions Financials



## Unique Entertainment

Financial Highlights.....	43
Quarterly Statement of Net Position .....	45
Revenue/Expense Analysis .....	47
Schedule of Wages & Benefits .....	48
Consolidated Cash Receipts and Disbursement Schedule .....	49
Statement of Cash Flows.....	50
Capital Expenditures for Active Projects.....	51

# Riverfront Attractions

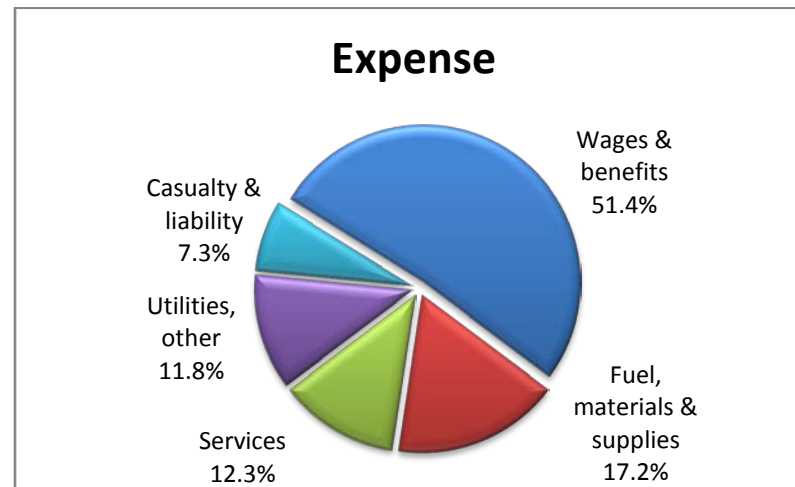
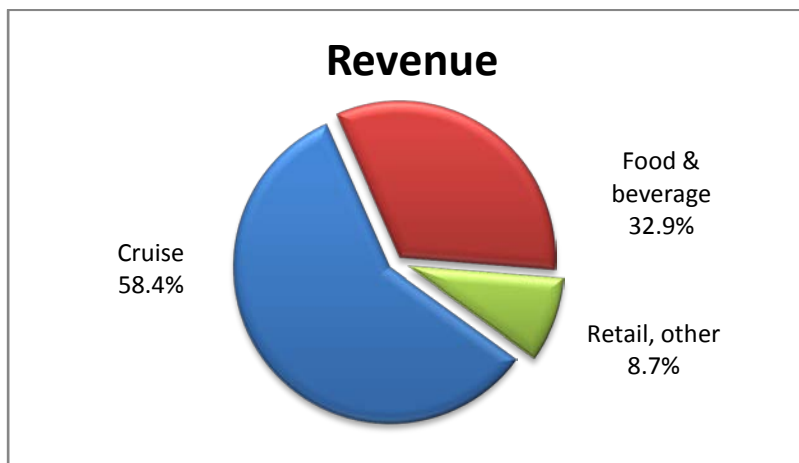
Fiscal Year Ended June 30, 2015

(preliminary, subject to audit)

**Riverfront Attractions** includes the Tom Sawyer and Becky Thatcher riverboats and heliport operations. Bike rentals have been temporarily discontinued due to riverfront construction. The major component of Riverfront Attractions is the Riverboat operations which include sightseeing, dinner, and specialty cruises as well as gift shop, snack bar, and photography sales.

**Loss before depreciation** for all Riverfront Attractions for the year ended June 30, 2015 was \$363,372. This is \$314,942 favorable to budget but \$396,702 less than prior year. Riverfront flooding and the CityArchRiver construction project impacted the number of passengers and income.

**Revenue** is \$1,669,707 which is 3.6% higher than budget and unfavorable to prior year by \$761,324 or 31.3% due to the flooding and Arch grounds construction.



**Wages and benefits** are \$71,677 or 6.4% favorable to budget due to a position vacancy and favorable benefits.

**Services** are \$37,504 or 17.6% unfavorable due to maintenance and outside services mostly for engine maintenance and removing river driftwood.

**Fuel and lube consumed** is \$21,989 favorable to budget because of lower than expected fuel prices and also due to 8 fewer cruises than budgeted in FY 2015.

**Materials and supplies** are \$169,477 favorable to budget primarily due to lower food and beverage purchases for the fewer dinner and specialty cruises. Repair parts and cleaning supplies expense are also lower.

**Utilities** are \$21,865 or 22.0% favorable to budget due to lower electricity, natural gas, telephone, water and sewer, and waste removal expenses.

**Casualty and liability** expense is \$24,489 or 14.1% favorable to budget as a result of lower self insured property and casualty expense.

**Other expenses** are unfavorable to budget by \$15,658. The unfavorable variance to budget is primarily due to advertising and promotion spending.

YTD	Passengers	Cruises	Passengers per Cruise
FY15 Actual	73,091	667	110
FY15 Budget	67,900	675	101
FY14 Actual	120,723	932	130

**Riverboat passengers** decreased 39.5% from FY 2014 but was 7.6% higher than budget. Riverfront flooding and the CityArchRiver construction project impacted the number of passengers.

The number of **Cruises** decreased from FY 2014 by 265 or 28.4% and 8 less than budget. This was the result of 56 cruising days lost due to flooding. The CityArchRiver construction project also impacted the number of cruises. The average **Passengers per Cruise** decreased 15.4% from last year and increased 8.9% from budget.

**Riverfront Attractions**  
**Quarterly Statement of Net Position**  
**June 30, 2015**  
(unaudited)

	Current				Prior Year		
	Current Quarter	Prior Quarter	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
<b>Assets</b>							
Current Assets							
Cash and investments	\$ 24,332	\$ 99,212	\$ (74,880)	(75.5)	\$ 20,266	\$ 4,066	20.1
Accounts and notes receivable	7,882	163,583	(155,701)	(95.2)	177,525	(169,643)	(95.6)
Materials and supplies inventory	49,318	43,197	6,121	14.2	46,329	2,989	6.5
Other current assets	132	37,509	(37,377)	(99.6)	267	(135)	(50.6)
Total current assets	81,664	343,501	(261,837)	(76.2)	244,387	(162,723)	(66.6)
Capital assets							
Capital assets, net depr	1,806,220	1,535,632	270,588	17.6	1,751,217	55,003	3.1
Construction-in-process	-	11,491	(11,491)	(100.0)	-	-	n/a
Total capital assets	1,806,220	1,547,123	259,097	16.7	1,751,217	55,003	3.1
Total assets	1,887,884	1,890,624	(2,740)	(0.1)	1,995,604	(107,720)	(5.4)
<b>Total</b>	<b>\$ 1,887,884</b>	<b>\$ 1,890,624</b>	<b>\$ (2,740)</b>	<b>(0.1)</b>	<b>\$ 1,995,604</b>	<b>\$ (107,720)</b>	<b>(5.4)</b>

**Riverfront Attractions**  
**Quarterly Statement of Net Position**  
**June 30, 2015**  
(unaudited)

	Current				Prior Year		
	Current Quarter	Prior Quarter	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
<b>Liabilities</b>							
Current liabilities							
Accounts payable	\$ 1,017,126	\$ 987,490	\$ 29,636	3.0	\$ 506,917	\$ 510,209	100.6
Accrued expenses	81,487	96,559	(15,072)	(15.6)	96,553	(15,066)	(15.6)
Other current liabilities	291,408	250,087	41,321	16.5	269,992	21,416	7.9
Total current liabilities	1,390,021	1,334,136	55,885	4.2	873,462	516,559	59.1
Non-current liabilities							
Other post-employment benefits	371,113	376,066	(4,953)	(1.3)	343,870	27,243	7.9
Long-term self-insurance	35,554	33,654	1,900	5.6	33,654	1,900	5.6
Total non-current liabilities	406,667	409,720	(3,053)	(0.7)	377,524	29,143	7.7
Total liabilities	1,796,688	1,743,856	52,832	3.0	1,250,986	545,702	43.6
<b>Net Position</b>							
Net position - capital investments	254,907	254,907	-	-	254,907	-	-
Net position - unrestricted	489,711	489,711	-	-	708,616	(218,905)	(30.9)
Net income (loss)	(653,422)	(597,850)	(55,572)	(9.3)	(218,905)	(434,517)	(198.5)
Total net position	91,196	146,768	(55,572)	(37.9)	744,618	(653,422)	(87.8)
<b>Total</b>	<u>\$ 1,887,884</u>	<u>\$ 1,890,624</u>	<u>\$ (2,740)</u>	(0.1)	<u>\$ 1,995,604</u>	<u>\$ (107,720)</u>	(5.4)

**Riverfront Attractions**  
**Schedule of Revenues, Expenses and Net Income (Loss)**  
**For the Quarter Ended June 30, 2015**  
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
<b>Revenue</b>										
Cruise	\$ 401,914	\$ 222,800	\$ 179,114	80.4	\$ 406,283	\$ 974,579	\$ 863,150	\$ 111,429	12.9	\$ 1,377,952
Food and beverage	219,355	146,930	72,425	49.3	215,498	549,212	614,180	(64,968)	(10.6)	839,490
Retail	26,275	17,250	9,025	52.3	25,079	58,231	62,330	(4,099)	(6.6)	90,803
Bike rental	-	-	-	-	-	-	-	-	-	44,994
Other operating revenue	33,870	27,732	6,138	22.1	30,688	115,033	104,261	10,772	10.3	135,670
Sales discount	(12,159)	(10,175)	(1,984)	(19.5)	(16,242)	(27,348)	(32,821)	5,473	16.7	(57,878)
<b>Total revenue</b>	<u>669,255</u>	<u>404,537</u>	<u>264,718</u>	65.4	<u>661,306</u>	<u>1,669,707</u>	<u>1,611,100</u>	<u>58,607</u>	3.6	<u>2,431,031</u>
<b>Expense</b>										
Wages and benefits <sup>1</sup>	314,545	290,603	(23,942)	(8.2)	349,032	1,043,925	1,115,602	71,677	6.4	1,248,105
Services	105,696	56,433	(49,263)	(87.3)	59,866	250,537	213,033	(37,504)	(17.6)	219,575
Fuel and lube consumed	11,283	30,000	18,717	62.4	1,822	48,011	70,000	21,989	31.4	76,993
Materials and supplies	136,804	158,370	21,566	13.6	143,577	300,834	470,311	169,477	36.0	496,493
Utilities	17,506	25,670	8,164	31.8	14,778	77,363	99,228	21,865	22.0	80,906
Casualty and liability costs	38,605	43,974	5,369	12.2	37,655	149,226	173,715	24,489	14.1	135,563
Other expenses	25,923	41,954	16,031	38.2	58,333	163,183	147,525	(15,658)	(10.6)	140,066
<b>Total expense</b>	<u>650,362</u>	<u>647,004</u>	<u>(3,358)</u>	(0.5)	<u>665,063</u>	<u>2,033,079</u>	<u>2,289,414</u>	<u>256,335</u>	11.2	<u>2,397,701</u>
<b>Income (loss) before depreciation</b>	<u>18,893</u>	<u>(242,467)</u>	<u>261,360</u>	107.8	<u>(3,757)</u>	<u>(363,372)</u>	<u>(678,314)</u>	<u>314,942</u>	46.4	<u>33,330</u>
Depreciation and amortization expense	74,465	58,647	(15,818)	(27.0)	66,687	290,050	238,689	(51,361)	(21.5)	252,235
<b>Net income (loss)</b>	<u>\$ (55,572)</u>	<u>\$ (301,114)</u>	<u>\$ 245,542</u>	81.5	<u>\$ (70,444)</u>	<u>\$ (653,422)</u>	<u>\$ (917,003)</u>	<u>\$ 263,581</u>	28.7	<u>\$ (218,905)</u>

<sup>1</sup> - Detailed schedule included.

**Riverfront Attractions**  
**Detailed Schedule of Wages and Benefits**  
**For the Quarter Ended June 30, 2015**  
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
<b>Personnel expense</b>										
Wages	\$ 231,998	\$ 205,823	\$ (26,175)	(12.7)	\$ 242,710	\$ 752,630	\$ 781,332	\$ 28,702	3.7	\$ 910,450
<b>Company paid benefits</b>										
<b>Payroll related taxes and insurance</b>										
FICA	18,056	16,894	(1,162)	(6.9)	16,955	55,252	64,366	9,114	14.2	63,162
Unemployment insurance	1,999	2,404	405	16.8	2,038	6,052	10,863	4,811	44.3	8,831
Worker's compensation insurance	672	1,807	1,135	62.8	643	7,690	7,235	(455)	(6.3)	(567)
<b>Health and welfare</b>										
Medical	20,909	22,134	1,225	5.5	15,006	73,539	88,536	14,997	16.9	64,895
Dental	637	683	46	6.7	709	2,779	2,730	(49)	(1.8)	2,589
Other post retiree medical	12,107	13,697	1,590	11.6	20,523	44,303	55,000	10,697	19.4	57,914
Life insurance / AD&D	211	187	(24)	(12.8)	202	840	747	(93)	(12.4)	983
Short and long term disability	1,178	287	(891)	(310.5)	1,313	4,540	1,147	(3,393)	(295.8)	2,994
FMLA administration expense	447	77	(370)	(480.5)	568	1,984	308	(1,676)	(544.2)	1,822
EAP expense	46	50	4	8.0	45	185	199	14	7.0	178
<b>Retirement</b>										
Pension expense	19,671	17,099	(2,572)	(15.0)	42,140	77,039	68,395	(8,644)	(12.6)	102,251
401 K contributions	4,267	8,061	3,794	47.1	4,053	14,234	32,244	18,010	55.9	28,460
<b>Other</b>										
Uniform allowance	2,347	1,400	(947)	(67.6)	2,127	2,858	2,500	(358)	(14.3)	4,143
<b>Total company paid benefits</b>	<u>82,547</u>	<u>84,780</u>	<u>2,233</u>	<u>2.6</u>	<u>106,322</u>	<u>291,295</u>	<u>334,270</u>	<u>42,975</u>	<u>12.9</u>	<u>337,655</u>
<b>Total wages and benefits</b>	<u>\$ 314,545</u>	<u>\$ 290,603</u>	<u>\$ (23,942)</u>	<u>(8.2)</u>	<u>\$ 349,032</u>	<u>\$ 1,043,925</u>	<u>\$ 1,115,602</u>	<u>\$ 71,677</u>	<u>6.4</u>	<u>\$ 1,248,105</u>

**Riverfront Attractions**  
**Cash Receipts and Disbursements Schedule**  
**For the Quarter Ended June 30, 2015**  
(unaudited)

	<u>Total</u>	<u>Operating Fund</u>	<u>Change Fund</u>
<b>Balance at April 1, 2015</b>			
<b>Cash &amp; Investments</b>	\$ 99,212	\$ 93,312	\$ 5,900
<b>Add:</b>			
Revenue receipts	234,167	234,167	-
Transfers from Airport	217	217	-
Transfers from Arch Tram	<u>650,821</u>	<u>650,821</u>	<u>-</u>
<b>Total cash receipts</b>	885,205	885,205	-
Interfund transfers	-	-	-
<b>Less:</b>			
Transfers to Arch Tram	(9,144)	(9,144)	-
Transfers to Executive Services	(949,686)	(949,686)	-
Cash disbursements	<u>(1,255)</u>	<u>(1,255)</u>	<u>-</u>
<b>Total cash disbursements</b>	(960,085)	(960,085)	-
<b>Balance at June 30, 2015</b>			
<b>Cash &amp; Investments</b>	<u>\$ 24,332</u>	<u>\$ 18,432</u>	<u>\$ 5,900</u>



**Riverfront Attractions**  
**Statement of Cash Flows**  
**For the Twelve Months Ended June 30, 2015**  
**(unaudited)**

**Cash flows from operating activities**

Receipts from customers	\$ 1,671,694
Payments to employees	(1,031,749)
Payments to vendors	(840,192)
Payments for self-insurance	(147,326)
Receipts (payments) from inter-fund activity	<u>696,693</u>

**Net cash provided by (used in)  
operating activities**

349,120

**Cash flows from noncapital financing activities**

Acquisitions of capital assets	<u>(345,054)</u>
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**Net cash provided by (used in)  
capital and related financing activities**

(345,054)

**Cash flows from capital and related financing activities**

None noted.

**Cash flows from investing activities**

None noted.

**Net increase (decrease) in cash  
and cash equivalents**

4,066

**Cash and cash equivalents, beginning of year**

20,266

**Cash and cash equivalents, year to date**

\$ 24,332

**Reconciliation of operating loss to  
net cash used for operating activities**

Operating income (loss)	<u>\$ (363,372)</u>
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**Adjustments to reconcile operating  
income (loss) to net cash provided  
by (used for) operating activities**

Change in assets and liabilities	
Accounts and notes receivable	1,987
Interfund accounts receivable	167,655
Materials and supplies	(2,989)
Prepaid expenses, deferred charges and other current assets	135
Accounts payable	(18,826)
Other current liabilities	21,417
Interfund accounts payable	529,037
Accrued expenses	(15,066)
Other post employment benefits liability	27,242
Self-insurance liability	<u>1,900</u>

Total adjustments	<u>712,492</u>
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**Net cash provided by (used for)  
operating activities**

\$ 349,120

**Supplemental disclosure of cash flow information**

No disclosures.

**Riverfront Attractions**  
**Capital Expenditures for Active Projects**  
**For the Quarter Ended June 30, 2015**  
**(unaudited)**

<b>Description</b>	<b>Budget</b>	<b>Current</b>	<b>Year-To-Date</b>	<b>Life-To-Date</b>	<b>Balance</b>
Tom Sawyer Riverboat Dry Docking	\$ 150,000	\$ 239,296	\$ 239,296	\$ 239,296	\$ (89,296)
Riverboat Gangway	121,052	94,267	105,757	105,757	15,295
Copy machine	5,000	-	-	-	5,000
<b>Total Riverfront Attractions</b>	<b>\$ 276,052</b>	<b>\$ 333,563</b>	<b>\$ 345,053</b>	<b>\$ 345,053</b>	<b>\$ (69,001)</b>

# St. Louis Downtown Airport Financials



## Third Busiest Airport in Illinois

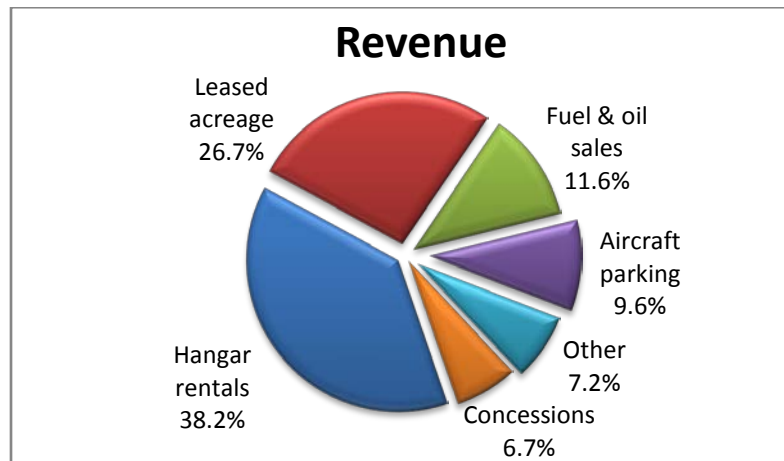
Financial Highlights.....	52
Quarterly Statement of Net Position .....	54
Revenue/Expense Analysis .....	56
Schedule of Contract & Grant Revenue .....	57
Schedule of Wages & Benefits .....	58
Consolidated Cash Receipts and Disbursement Schedule .....	59
Statement of Cash Flows.....	60
Schedule of Aged Receivables.....	61
Capital Expenditures for Active Projects.....	62

# St. Louis Downtown Airport

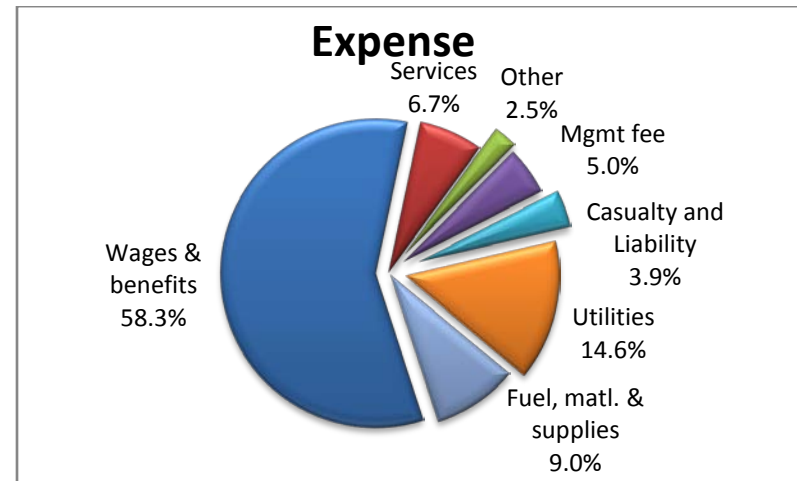
**Fiscal Year Ended June 30, 2015**  
(preliminary, subject to audit)

**Income before depreciation** for the St. Louis Downtown Airport for the year ended June 30, 2015 was \$4,256. This is unfavorable to budget by \$309,095. These results are lower than the prior year by \$243,594.

**Revenue** is unfavorable to budget by 17.9% or \$319,530 primarily due to lower hangar rental revenue. Jet Aviation, Inc has a new lease with lower rent and also vacated a hangar. Leased acreage is also unfavorable to budget by 10.3% and down 17.9% compared to prior year.



**Wages and benefits** are favorable to budget by \$76,550 or 8.2% due fewer part time hours and lower pension and other benefits costs.



**Materials and supplies** are unfavorable to budget by \$21,696 due to airport firefighting supplies and computer equipment expense.

**Utilities** are \$47,680 unfavorable to budget. This variance is due to higher water and sewer expense related to a water line issue that is being resolved.

**Casualty and liability costs** are \$8,339 or 12.8% favorable to budget due to a recovery of a self-insured casualty loss.

**Other expenses** are favorable to budget by \$7,530 or 6.4% due to lower management fees to Executive Services that are based on lower revenues and also because of favorable staff development and training expenses.

YTD	Fuel sales (gallons)	Aircraft movements	Avg. based aircraft
FY15 Actual	1,742,032	88,345	325
FY15 Budget	1,773,630	90,000	320
FY14 Actual	1,757,640	106,996	321

**St. Louis Downtown Airport**  
**Quarterly Statement of Net Position**  
**June 30, 2015**  
(unaudited)

	Current				Prior Year		
	Current Quarter	Prior Quarter	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
<b>Assets</b>							
Current Assets							
Cash and investments	\$ 279,266	\$ 420,652	\$ (141,386)	(33.6)	\$ 441,572	\$ (162,306)	(36.8)
Restricted cash and investments	347,061	353,249	(6,188)	(1.8)	319,102	27,959	8.8
Accounts and notes receivable	115,301	132,822	(17,521)	(13.2)	164,847	(49,546)	(30.1)
Materials and supplies inventory	61,584	62,321	(737)	(1.2)	62,075	(491)	(0.8)
Other current assets	14,717	39,023	(24,306)	(62.3)	11,822	2,895	24.5
Total current assets	817,929	1,008,067	(190,138)	(18.9)	999,418	(181,489)	(18.2)
Capital assets							
Capital assets, net depr	19,836,612	20,067,173	(230,561)	(1.1)	19,992,319	(155,707)	(0.8)
Land	4,542,564	4,542,564	-	-	4,542,564	-	-
Construction-in-process	150,484	182,318	(31,834)	(17.5)	937,324	(786,840)	(83.9)
Total capital assets	24,529,660	24,792,055	(262,395)	(1.1)	25,472,207	(942,547)	(3.7)
Non-current assets							
Deferred charges	16,653	6,293	10,360	164.6	29,098	(12,445)	(42.8)
Total non-current assets	16,653	6,293	10,360	164.6	29,098	(12,445)	(42.8)
Total assets	25,364,242	25,806,415	(442,173)	(1.7)	26,500,723	(1,136,481)	(4.3)
<b>Total</b>	<u>\$ 25,364,242</u>	<u>\$ 25,806,415</u>	<u>\$ (442,173)</u>	(1.7)	<u>\$ 26,500,723</u>	<u>\$ (1,136,481)</u>	(4.3)

**St. Louis Downtown Airport**  
**Quarterly Statement of Net Position**  
**June 30, 2015**  
(unaudited)

	Current				Prior Year		
	Current Quarter	Prior Quarter	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
<b>Liabilities</b>							
Current liabilities							
Accounts payable	\$ 45,957	\$ 76,114	\$ (30,157)	(39.6)	\$ 62,299	\$ (16,342)	(26.2)
Accrued expenses	64,438	60,675	3,763	6.2	60,093	4,345	7.2
Other current liabilities	1,335	3,684	(2,349)	(63.8)	2,790	(1,455)	(52.2)
Total current liabilities	111,730	140,473	(28,743)	(20.5)	125,182	(13,452)	(10.7)
Non-current liabilities							
Other post-employment benefits	347,061	353,249	(6,188)	(1.8)	319,102	27,959	8.8
Long-term self-insurance	28,991	28,991	-	-	34,991	(6,000)	(17.1)
Total non-current liabilities	376,052	382,240	(6,188)	(1.6)	354,093	21,959	6.2
Total liabilities	487,782	522,713	(34,931)	(6.7)	479,275	8,507	1.8
<b>Net Position</b>							
Net position - capital investments	32,880,637	32,880,637	-	-	32,465,025	415,612	1.3
Net position - unrestricted	(6,443,577)	(6,443,577)	-	-	(5,058,426)	(1,385,151)	(27.4)
Net income (loss)	(1,560,600)	(1,153,358)	(407,242)	(35.3)	(1,385,151)	(175,449)	(12.7)
Total net position	24,876,460	25,283,702	(407,242)	(1.6)	26,021,448	(1,144,988)	(4.4)
<b>Total</b>	<u>\$ 25,364,242</u>	<u>\$ 25,806,415</u>	<u>\$ (442,173)</u>	(1.7)	<u>\$ 26,500,723</u>	<u>\$ (1,136,481)</u>	(4.3)

**St. Louis Downtown Airport**  
**Schedule of Revenues, Expenses and Net Income (Loss)**  
**For the Quarter Ended June 30, 2015**  
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
<b>Revenue</b>										
Airport parking	\$ 35,726	\$ 33,304	\$ 2,422	7.3	\$ 34,598	\$ 142,092	\$ 133,214	\$ 8,878	6.7	\$ 140,470
Leased acreage	99,054	108,822	(9,768)	(9.0)	108,893	390,594	435,287	(44,693)	(10.3)	435,668
Hangar rental	149,082	205,089	(56,007)	(27.3)	185,822	559,856	820,355	(260,499)	(31.8)	798,448
Aviation sales flowage	45,402	48,723	(3,321)	(6.8)	44,911	170,355	177,365	(7,010)	(4.0)	172,480
State of Missouri and Illinois <sup>1</sup>	-	-	-	-	23,965	-	-	-	-	24,965
Service fee revenue	50	50	-	-	50	725	200	525	262.5	50
Concessions	11,286	32,395	(21,109)	(65.2)	26,273	97,814	128,730	(30,916)	(24.0)	134,198
Interest income	59	84	(25)	(29.8)	41	181	334	(153)	(45.8)	192
Other operating revenue	23,668	22,522	1,146	5.1	35,100	104,425	90,087	14,338	15.9	109,185
Other non-operating revenue	-	-	-	-	8,600	-	-	-	-	8,640
<b>Total revenue</b>	<u>364,327</u>	<u>450,989</u>	<u>(86,662)</u>	<u>(19.2)</u>	<u>468,253</u>	<u>1,466,042</u>	<u>1,785,572</u>	<u>(319,530)</u>	<u>(17.9)</u>	<u>1,824,296</u>
<b>Expense</b>										
Wages and benefits <sup>1</sup>	212,398	226,587	14,189	6.3	225,246	852,424	928,974	76,550	8.2	928,465
Services	43,396	18,812	(24,584)	(130.7)	106,712	97,770	75,249	(22,521)	(29.9)	137,713
Fuel and lube consumed	3,531	8,465	4,934	58.3	4,946	17,337	27,250	9,913	36.4	25,621
Materials and supplies	18,237	26,343	8,106	30.8	48,709	113,646	91,950	(21,696)	(23.6)	124,488
Utilities	63,037	36,081	(26,956)	(74.7)	28,434	214,007	166,327	(47,680)	(28.7)	148,548
Casualty and liability costs	15,537	16,265	728	4.5	15,306	56,687	65,026	8,339	12.8	56,653
Other expenses	23,862	30,092	6,230	20.7	47,301	109,915	117,445	7,530	6.4	154,958
<b>Total expense</b>	<u>379,998</u>	<u>362,645</u>	<u>(17,353)</u>	<u>(4.8)</u>	<u>476,654</u>	<u>1,461,786</u>	<u>1,472,221</u>	<u>10,435</u>	<u>0.7</u>	<u>1,576,446</u>
<b>Income (loss) before depreciation</b>	<u>(15,671)</u>	<u>88,344</u>	<u>(104,015)</u>	<u>(117.7)</u>	<u>(8,401)</u>	<u>4,256</u>	<u>313,351</u>	<u>(309,095)</u>	<u>(98.6)</u>	<u>247,850</u>
Depreciation and amortization expense	391,571	410,983	19,412	4.7	409,686	1,564,856	1,604,286	39,430	2.5	1,633,001
<b>Net income (loss)</b>	<u>\$ (407,242)</u>	<u>\$ (322,639)</u>	<u>\$ (84,603)</u>	<u>(26.2)</u>	<u>\$ (418,087)</u>	<u>\$ (1,560,600)</u>	<u>\$ (1,290,935)</u>	<u>\$ (269,665)</u>	<u>(20.9)</u>	<u>\$ (1,385,151)</u>

<sup>1</sup> - Detailed schedule included.



**St. Louis Downtown Airport**  
**Detailed Schedule of Contract and Grant Revenue**  
**For the Quarter Ended June 30, 2015**  
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
<b>Contract and grant revenue</b>										
Illinois assistance										
State of Illinois	\$ -	\$ -	\$ -	-	\$ 23,965	\$ -	\$ -	\$ -	-	\$ 24,965
Total Illinois assistance	-	-	-	-	23,965	-	-	-	-	24,965
Total local and state assistance	-	-	-	-	23,965	-	-	-	-	24,965
<b>Total contract and grant revenue</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>-</b>	<b>\$ 23,965</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>-</b>	<b>\$ 24,965</b>

**St. Louis Downtown Airport**  
**Detailed Schedule of Wages and Benefits**  
**For the Quarter Ended June 30, 2015**  
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
<b>Personnel expense</b>										
Wages	\$ 139,187	\$ 143,149	\$ 3,962	2.8	\$ 128,615	\$ 556,229	\$ 593,022	\$ 36,793	6.2	\$ 577,299
<b>Company paid benefits</b>										
<b>Payroll related taxes and insurance</b>										
FICA	9,572	12,005	2,433	20.3	9,673	39,251	49,613	10,362	20.9	42,491
Unemployment insurance	168	1,437	1,269	88.3	300	3,140	5,943	2,803	47.2	3,724
Worker's compensation insurance	8,769	7,569	(1,200)	(15.9)	6,973	32,258	30,281	(1,977)	(6.5)	29,106
<b>Health and welfare</b>										
Medical	26,112	21,571	(4,541)	(21.1)	23,326	97,538	86,283	(11,255)	(13.0)	94,876
Dental	556	663	107	16.1	629	2,385	2,651	266	10.0	2,219
Other post retiree medical	9,819	14,899	5,080	34.1	16,438	43,966	60,000	16,034	26.7	52,362
Life insurance / AD&D	197	179	(18)	(10.1)	194	787	716	(71)	(9.9)	953
Short and long term disability	1,062	277	(785)	(283.4)	1,192	4,150	1,108	(3,042)	(274.5)	2,704
FMLA administration expense	77	77	-	-	77	309	308	(1)	(0.3)	242
EAP expense	46	48	2	4.2	46	185	193	8	4.1	187
<b>Retirement</b>										
Pension expense	7,259	15,094	7,835	51.9	28,016	31,764	60,378	28,614	47.4	77,316
401 K contributions	8,794	9,244	450	4.9	8,719	36,206	36,978	772	2.1	39,683
<b>Other</b>										
Uniform allowance	780	375	(405)	(108.0)	1,048	4,256	1,500	(2,756)	(183.7)	5,303
<b>Total company paid benefits</b>	<u>73,211</u>	<u>83,438</u>	<u>10,227</u>	<u>12.3</u>	<u>96,631</u>	<u>296,195</u>	<u>335,952</u>	<u>39,757</u>	<u>11.8</u>	<u>351,166</u>
<b>Total wages and benefits</b>	<u>\$ 212,398</u>	<u>\$ 226,587</u>	<u>\$ 14,189</u>	<u>6.3</u>	<u>\$ 225,246</u>	<u>\$ 852,424</u>	<u>\$ 928,974</u>	<u>\$ 76,550</u>	<u>8.2</u>	<u>\$ 928,465</u>

**St. Louis Downtown Airport**  
**Cash Receipts and Disbursements Schedule**  
**For the Quarter Ended June 30, 2015**  
(unaudited)

	<u>Total</u>	<u>Revenue Fund</u>	<u>Investments Operating Fund</u>	<u>Other Restricted Funds</u>
<b>Balance at April 1, 2015</b>				
<b>Cash &amp; Investments</b>	\$ 773,901	\$ 134,029	\$ 286,623	\$ 353,249
<b>Add:</b>				
Customer payments	380,774	380,774	-	-
Interest received	59	18	41	-
<b>Total cash receipts</b>	<u>380,833</u>	<u>380,792</u>	<u>41</u>	<u>-</u>
Interfund transfers	-	(440,217)	446,405	(6,188)
<b>Less:</b>				
Cash disbursements	<u>(528,407)</u>	<u>(710)</u>	<u>(527,697)</u>	<u>-</u>
<b>Balance at June 30, 2015</b>				
<b>Cash &amp; Investments</b>	<u>\$ 626,327</u>	<u>\$ 73,894</u>	<u>\$ 205,372</u>	<u>\$ 347,061</u>

**St. Louis Downtown Airport**  
**Statement of Cash Flows**  
**For the Twelve Months Ended June 30, 2015**  
**(unaudited)**

**Cash flows from operating activities**

Receipts from customers	\$ 1,480,500
Payments to employees	(820,121)
Payments to vendors	(508,240)
Payments for self-insurance	(62,687)
Receipts (payments) from inter-fund activity	<u>(17,283)</u>

**Net cash provided by (used in)  
operating activities**

72,169

**Cash flows from noncapital financing activities**

None noted

**Cash flows from capital and related financing activities**

Acquisitions of capital assets	(622,309)
Contributed capital	<u>415,612</u>

**Net cash provided by (used in)  
capital and related financing activities**

(206,697)

**Cash flows from investing activities**

Interest received	<u>181</u>
-------------------	------------

**Net cash provided by (used in)  
investing activities**

181

**Net increase (decrease) in cash  
and cash equivalents**

(134,347)

**Cash and cash equivalents, beginning of year**

760,674

**Cash and cash equivalents, year to date**

\$ 626,327

**Reconciliation of operating income to  
net cash used for operating activities**

Operating income (loss)	<u>\$ 4,075</u>
-------------------------	-----------------

**Adjustments to reconcile operating  
income (loss) to net cash provided  
by (used for) operating activities**

Change in assets and liabilities	
Accounts and notes receivables	14,639
Interfund accounts receivable	34,907
Materials and supplies	492
Prepaid expenses, deferred charges and other current assets	9,550
Accounts payable	(37,454)
Other current liabilities	(1,456)
Interfund accounts payable	21,112
Accrued expenses	4,345
Other post employment benefits liability	27,959
Self-insurance liability	<u>(6,000)</u>

Total adjustments	<u>68,094</u>
-------------------	---------------

**Net cash provided by (used for)  
operating activities**

\$ 72,169

**Supplemental disclosure of cash flow information**

No disclosures.

**St. Louis Downtown Airport**  
**Schedule of Aged Receivables**  
**June 30, 2015**  
(Unaudited)

<b>Customers owing over \$1,000</b>	<b>Less than 30 days</b>	<b>31-60 days</b>	<b>61-90 days</b>	<b>91-180 days</b>	<b>181-360 days</b>	<b>Over 361 days</b>	<b>Total</b>
Aviation Business Corporation	\$ 3,362	\$ 1,125	\$ 822	\$ -	\$ -	\$ -	\$ 5,309
Charlie Booth	230	230	230	690	1,150	1,820	4,350
Helicopters Inc	1,651	-	-	-	-	-	1,651
Ideal Aviation Illinois	13,853	2,987	-	-	-	-	16,840
Jet Aviation - Cahokia, IL	64,071	-	-	-	-	-	64,071
Jet Aviation - Teterboro, NJ	10,427	-	-	-	-	-	10,427
Keith Vinyard Enterprises, Inc.	317	158	30	445	730	-	1,680
Parks Aviation Holdings LLC	5,263	-	-	-	-	-	5,263
William Wilson	230	230	230	690	230	-	1,610
Subtotal	99,404	4,730	1,312	1,825	2,110	1,820	111,201
All other customers	3,538	335	230	633	77	-	4,813
<b>Total</b>	<b>\$ 102,942</b>	<b>\$ 5,065</b>	<b>\$ 1,542</b>	<b>\$ 2,645</b>	<b>\$ 2,000</b>	<b>\$ 1,820</b>	<b>\$ 116,014</b>

**St. Louis Downtown Airport**  
**Capital Expenditures for Active Projects**  
**For the Quarter Ended June 30, 2015**  
**(unaudited)**

<b>Description</b>		<b>Budget</b>	<b>Current</b>	<b>Year-To-Date</b>	<b>Life-To-Date</b>	<b>Balance</b>
Reconstruct Taxiway B, Phase 1		\$ 3,750,000	\$ -	\$ -	\$ -	\$ 3,750,000
Land acquisition for future airport expansion		3,590,000	-	-	-	3,590,000
Improve 4-way intersection - turn lanes and traffic lights		900,000	-	-	-	900,000
Rapid Intervention Vehicle		500,000	-	-	-	500,000
Rehab parking lot by Hangar 1 and 2.		312,000	-	-	-	312,000
Terminal Roof Replacement		144,700	129,280	129,280	129,280	15,420
Taxiway B Northside Environmental Assessment		125,000	-	-	-	125,000
Wildlife Hazard Assessment		50,000	-	-	-	50,000
Pick-Up Truck with Snow Blade		40,000	-	-	-	40,000
Bush Hog Mower		25,000	-	-	-	25,000
Copier Machine		5,000	5,767	5,767	5,767	(767)
Earthwork - Grade Ditch Parallel to Main Runway	x	698,000	-	199,786	648,738	49,262
Taxiway - Reconstruct Taxilane in NW Quadrant	x	644,000	-	273,060	616,545	27,455
Construct Perimeter Fence	x	458,600	-	-	406,576	52,024
Airport Master Plan, Phase II	x	360,000	-	-	-	360,000
Airport Master Plan, Phase I	x	140,000	-	-	126,000	14,000
Airport SUV and Equipment	x	45,097	-	3,927	40,047	5,050
Airport Heavy Duty Truck		40,000	-	37,431	37,431	2,569
<b>Total St. Louis Downtown Airport</b>		<b>\$ 11,827,397</b>	<b>\$ 135,047</b>	<b>\$ 649,251</b>	<b>\$ 2,010,384</b>	<b>\$ 9,817,013</b>

x Projects are carryover from prior year.

# Manpower Staffing



Staffing Level Report .....63

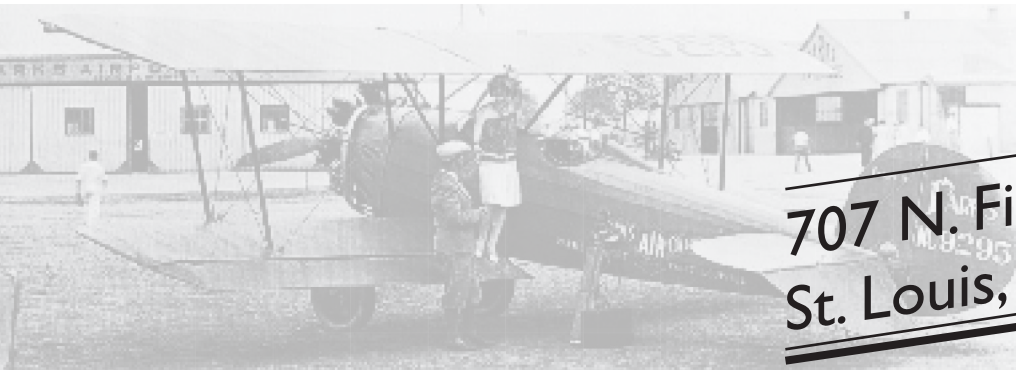
MANPOWER  
STAFFING

METRO  
STAFFING LEVEL REPORT  
June 2015

	EMPLOYEES AT END OF MONTH				BUDGETED POSITIONS	VARIANCE	PERCENT VARIANCE
	PRIOR MONTH	ADDED	DELETED	CURRENT MONTH			
MULTI MODAL TRANSIT SYSTEM							
A.T.U. Maintenance & Operations:							
Light Rail Vehicle Operators	109	0	(3)	106	102	4	3.9%
PT Bus Operators	111	6	(22)	95	86	9	10.5%
Bus Operators	781	23	(5)	799	790	9	1.1%
Van Operators	202	0	(4)	198	200	(2)	-1.0%
Vehicle Maintenance	266	8	(4)	270	286	(16)	-5.6%
MetroBus Support Services and Facility Maintenance	19	1	(1)	19	24	(5)	-20.8%
Maintenance of Way	53	1	(4)	50	53	(3)	-5.7%
Revenue	12	1	(2)	11	13	(2)	-15.4%
Materials Management	23	2	(1)	24	24	0	0.0%
SUBTOTAL Maintenance & Operations	1,576	42	(46)	1,572	1,578	(6)	-0.4%
Other:							
A.T.U. Clerical Unit	55	0	0	55	52	3	5.8%
I.B.E.W.	63	0	0	63	66	(3)	-4.5%
Salaried	441	3	(4)	440	494	(54)	-10.9%
SUBTOTAL Other	559	3	(4)	558	612	(54)	-8.8%
TOTAL MULTI MODAL TRANSIT SYSTEM	2,135	45	(50)	2,130	2,190	(60)	-2.7%
PARKING GARAGE							
Salaried:	0	0	0	0	5	(5)	-100.0%
Hourly:	0	0	0	0	8	(8)	-100.0%
TOTAL PARKING GARAGE	0	0	0	0	13	(13)	-100.0%
ARCH							
Salaried:	12	0	0	12	12	0	0.0%
Hourly:	96	6	(4)	98	137	(39)	-28.5%
TOTAL ARCH	108	6	(4)	110	149	(39)	-26.2%
AIRPORT	11	0	0	11	11	0	0.0%
RIVERBOAT CRUISES							
Salaried:	11	1	0	12	12	0	0.0%
Hourly:	52	6	(2)	56	64	(8)	-12.5%
TOTAL RIVERBOAT CRUISES	63	7	(2)	68	76	(8)	-10.5%
EXECUTIVE OFFICE	21	2	0	23	21	2	9.5%
TOTAL AGENCY	2,338	60	(56)	2,342	2,460	(118)	-4.8%

Does not include Security Officers, Interns or Temporary Employees  
7/14/2015





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St. Louis, MO 63102



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**Open Session Item**

**13**



## PERFORMANCE INDICATORS

**FISCAL YEAR 2015**  
Year Ended • June 30, 2015



Bi-State  
Development

# Table of Contents

<b>Summary:</b>	Executive Summary . . . . .	1
	Annual Transit Performance . . . . .	3
<b>Performance Profiles:</b>	System . . . . .	4
	MetroBus . . . . .	5
	MetroLink . . . . .	6
	Call-A-Ride . . . . .	7
	Business Enterprises & Agency . . . . .	8
<b>Peer Performance:</b>	System . . . . .	9
	Bus . . . . .	10
	Light Rail . . . . .	11
	Demand-Response . . . . .	12
<b>Transit Statistics:</b>	Average Weekday Ridership . . . . .	13
	Passenger Boardings . . . . .	14
	Passengers by Jurisdiction. . . . .	15
	Passenger Revenue . . . . .	16
	Revenue Miles . . . . .	17
	Total Miles . . . . .	18
	Revenue Hours . . . . .	19
	Total Hours . . . . .	20
	Expense by Mode . . . . .	21
	Unscheduled Absenteeism . . . . .	22
<b>Business Enterprises Statistics:</b>	Gateway Arch . . . . .	23
	Gateway Arch Parking . . . . .	24
	Riverfront Attractions . . . . .	25
	St. Louis Downtown Airport . . . . .	26
<b>Executive Services:</b>	Executive Services Operating Income . . . . .	27
<b>Definitions:</b>	Definitions. . . . .	28





## EXECUTIVE SUMMARY

### **METRO TRANSIT SYSTEM**

#### **SERVICE CHANGES AND FARE INCREASES**

There have been no major service changes in FY 2015. Metro continues to modify bus routes on a quarterly basis to improve efficiencies in scheduling and to match customer needs. System revenue miles decreased by 0.4%, while the revenue hours dropped 0.3%. On July 1, 2014 Metro increased fares affecting the price of MetroLink base and reduced fares and weekly, monthly and university semester passes. The cost of the MetroLink base fare increased 25¢ to \$2.50; weekly passes increased \$1 to \$27; monthly passes increased from \$72 to \$78 and the university semester pass increased from \$150 to \$175. July 1, 2012 fare increases affected the prices of 2-hour, weekly, monthly, and semester passes.

#### **REVENUES AND EXPENSES**

Passenger revenue of \$52.5 million is 1.0% less than prior year as a result of lower ridership. Operating expenses are 1.7% greater than prior year and 5.1% below budget. Expenses are greater than prior year due to higher wage and benefit costs, parts expense and casualty and liability expense. The favorable variance to budget is related to wages and benefits, maintenance services, fuel and utilities.

#### **RIDERSHIP AND OTHER CUSTOMER MEASURES**

Passenger boardings for FY 2015 decreased 3.1% when compared to the prior year. By mode, the decrease was MetroBus 2.3%, MetroLink 4.7% and Call-A-Ride 0.6%. Lower fuel prices, weather and fewer events being held in St. Louis were among the factors that led to lower MetroBus and MetroLink ridership. System passenger injuries per 100,000 boardings is 1.4 compared to 1.3 last year and customer complaints per 100,000 boardings increased 4.2%, when compared to the prior year.

#### **BUSINESS MEASURES**

The average fare for FY 2015 is \$1.10, compared to \$1.07 for the prior year; the higher average fare was a result of a fare increase. Farebox recovery remained the same as prior year. Farebox recovery is better than budget due to lower than anticipated operating expenses. Operating expense per revenue hour increased 2.0% compared to the prior year, while remaining below budget. Operating expense per passenger boarding increased 4.9% compared to the prior year, but remained 1.9% under budget.

#### **OPERATING MEASURES**

In FY 2015, vehicle accidents per 100,000 vehicle miles remained the same as prior year at 1.6. Unscheduled absenteeism of 3.1% is slightly below prior year and just above budget. Passenger boardings per revenue mile and revenue hour were below prior year due to lower ridership.



## EXECUTIVE SUMMARY (Cont.)

### **BUSINESS ENTERPRISES**

#### **GATEWAY ARCH**

Arch tram ridership for the year ended June 30, 2015 was 5.0% unfavorable to budget and 8.0% unfavorable to prior year actual. Ticket sales are down compared to prior year due to the on-going City/Arch/River construction project. The loss before depreciation includes \$7.1 million of contributions to outside entities for Arch improvements. Wages and benefits were favorable to budget, however Other expenses were unfavorable due to the purchase of way-finding billboards related to the park grounds and highway construction and detours. Materials and supplies were unfavorable as a result of the replacement of cables for the north and south trams. In December 2014, Bi-State Development closed on the Series 2014 Taxable Arch Revenue bonds. These bonds have a par value of \$7,656,000 and a thirty-year term and the bond proceeds are to be used for replacing the Arch visitor's center interior roof and the replacement of the Arch motor generator sets.

#### **GATEWAY ARCH PARKING**

The Arch Parking Facility was closed permanently on December 2, 2014. For the year ended June 30, 2015, loss before depreciation was \$221,832 unfavorable to budget and \$220,674 less than prior year actual.

#### **RIVERFRONT ATTRACTIONS**

Riverboat passengers for the year ended June 30, 2015 were 7.6% higher than budget and 39.5% less than FY 2014. Revenue for all Riverfront Attractions was 3.6% favorable to budget. Expenses were 11.2% under budget as a result of less than anticipated wages and benefits, utilities, insurance and materials and supplies expense. The loss before depreciation was \$314,942 favorable to budget.

#### **ST. LOUIS DOWNTOWN AIRPORT**

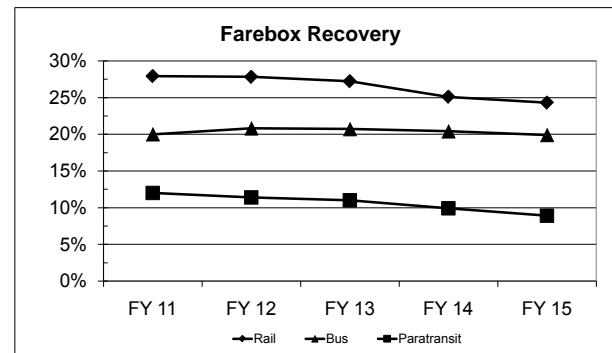
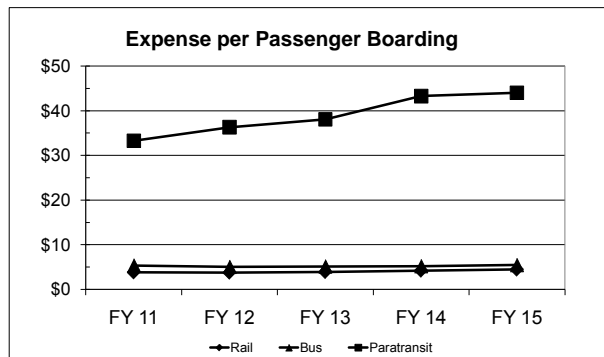
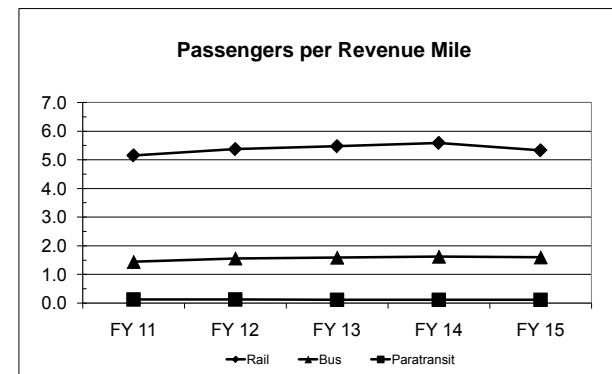
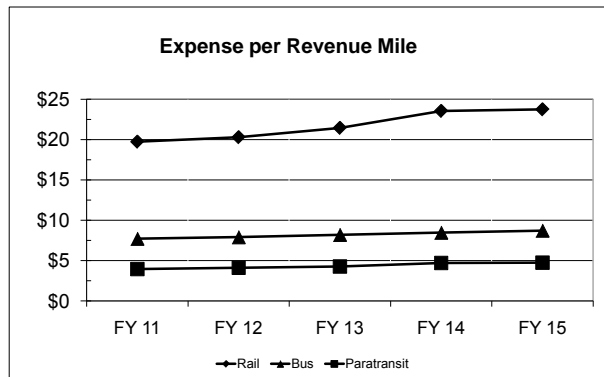
Income before depreciation for the airport was \$309,095 below budget goals primarily as a result of decreased operating revenue. Revenue was unfavorable to budget by 17.9% or \$319,530 primarily due to lower hangar rental revenue. Jet Aviation, Inc has a new lease with lower rent and also vacated a hangar. Leased acreage revenue is also below budget by 10.3%. Expense was favorable to budget by 0.7% due to lower wages and benefits, including fewer part-time hours and lower pension and other benefit costs. Utilities expense is unfavorable because of higher water and sewer expense related to a water line issue that is being resolved. Airport activity varies because of the economy, special events and weather conditions. Aircraft movements decreased 17.4% from last year due to a sluggish economy. Gallon fuel fees decreased 1.2% and the average number of aircraft based at the airport increased 1.2% compared to last year.

#### **EXECUTIVE SERVICES**

Income before depreciation for Executive Services exceeded the budget by \$956,036 as a result of expenses being lower than budget. The lower than budgeted expenses are due to unfilled positions and the timing of legal fees and consulting fees. Other expenses, which includes dues and subscriptions, travel, staff training and other general expenses is also favorable.

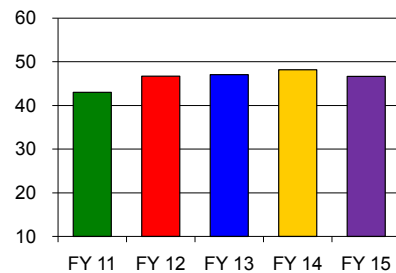


## ANNUAL TRANSIT PERFORMANCE

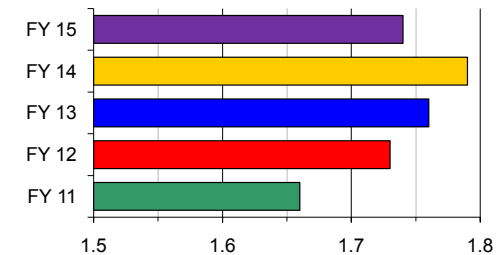


## System Profile

Annual Ridership (in millions)



Annual Passengers per Revenue Mile



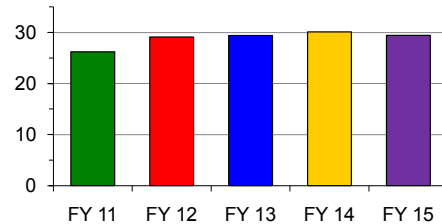
### Twelve Months Ended June 30, 2015

Goal	FY 2015	FY 2014	Change		FY 2013	FY 2012	FY 2011
<b>Customer Measures</b>							
151,745	148,752	151,787	-2.0%	Average Weekday Ridership	147,590	148,207	137,379
48,206,011	46,653,939	48,170,065	-3.1%	Passenger Boardings	47,119,266	46,704,850	42,992,656
1.1	1.4	1.3	6.9%	Passenger Injuries per 100,000 Boardings	1.4	1.2	1.3
10.0	11.0	10.6	4.2%	Customer Complaints per 100,000 Boardings	14.0	14.7	11.9
<b>Business Measures</b>							
\$1.11	\$1.10	\$1.07	2.1%	Average Fare (Includes Fixed & Special)	\$1.08	\$1.05	\$1.07
19.5%	20.4%	20.4%	0.1%	Farebox Recovery	20.9%	20.6%	21.0%
\$147.75	\$144.35	\$141.51	2.0%	Operating Expense per Revenue Hour	\$134.07	\$127.98	\$125.52
\$5.68	\$5.57	\$5.31	4.9%	Operating Expense per Passenger Boarding	\$5.12	\$4.93	\$5.13
\$4.35	\$4.31	\$4.03	6.9%	Subsidy per Passenger Boarding	\$3.84	\$3.68	\$3.84
<b>Operating Measures</b>							
2.0	1.6	1.6	0.0%	Vehicle Accidents per 100,000 Vehicle Miles	1.5	1.5	1.6
3.0%	3.1%	3.2%	-3.1%	Unscheduled Absenteeism	3.0%	3.4%	3.6%
1.73	1.74	1.79	-2.7%	Passenger Boardings per Revenue Mile	1.76	1.73	1.65
26.00	25.90	26.70	-3.0%	Passenger Boardings per Revenue Hour	26.20	26.00	24.50

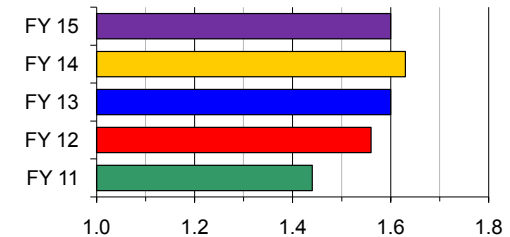


## MetroBus Profile

Annual Ridership (in millions)



Annual Passengers per Revenue Mile

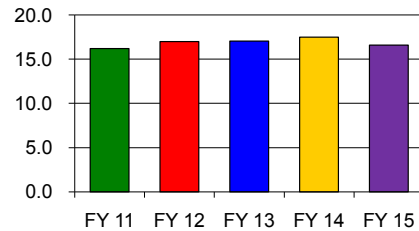


### Twelve Months Ended June 30, 2015

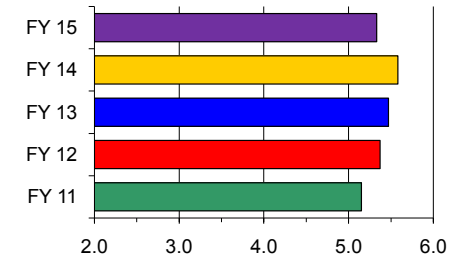
Goal	FY 2015	FY 2014	Change		FY 2013	FY 2012	FY 2011
<b>Customer Measures</b>							
95,579	93,354	95,911	-2.7%	Average Weekday Ridership	92,446	93,470	85,108
30,123,936	29,439,358	30,123,181	-2.3%	Passenger Boardings	29,473,585	29,120,554	26,215,139
1.2	1.9	1.7	11.8%	Passenger Injuries per 100,000 Boardings	1.8	1.6	1.6
15.0	12.1	11.4	6.4%	Customer Complaints per 100,000 Boardings	15.6	16.2	16.6
<b>Business Measures</b>							
\$1.10	\$1.08	\$1.06	1.9%	Average Fare (Fixed and Special)	\$1.07	\$1.04	\$1.07
19.3%	19.9%	20.4%	-2.5%	Farebox Recovery	20.7%	20.8%	20.0%
\$123.49	\$117.71	\$115.13	2.2%	Operating Expense per Revenue Hour	\$111.89	\$107.14	\$105.25
\$5.72	\$5.45	\$5.21	4.6%	Operating Expense per Passenger Boarding	\$5.14	\$5.00	\$5.33
<b>Operating Measures</b>							
2.3	2.2	2.2	0.0%	Vehicle Accidents per 100,000 Vehicle Miles	2.1	1.8	2.2
91.0%	92.0%	91.5%	0.5%	On-Time Performance	92.3%	91.4%	89.0%
1.58	1.60	1.63	-1.8%	Passenger Boardings per Revenue Mile	1.60	1.56	1.44
21.57	21.59	22.11	-2.4%	Passenger Boardings per Revenue Hour	21.75	21.42	19.74
99.9%	99.8%	99.8%	0.0%	Percent of Trips Completed	99.8%	99.9%	99.9%
22,000	18,218	19,967	-8.8%	Revenue Miles Between Roadcalls	21,239	20,464	17,040

## MetroLink Profile

Annual Ridership (in millions)



Annual Passengers per Revenue Mile

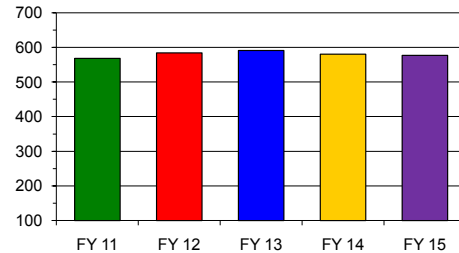


### Twelve Months Ended June 30, 2015

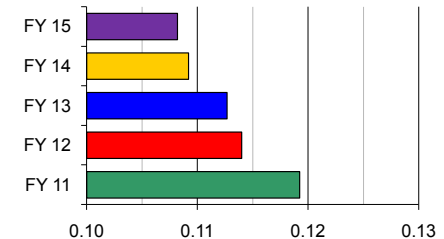
Goal	FY 2015	FY 2014	Change		FY 2013	FY 2012	FY 2011
<b>Customer Measures</b>							
54,149	53,441	53,900	-0.9%	Average Weekday Ridership	53,123	52,723	50,282
17,489,485	16,637,447	17,466,322	-4.7%	Passenger Boardings	17,054,484	17,000,005	16,209,098
0.7	0.5	0.5	0.0%	Passenger Injuries per 100,000 Boardings	0.5	0.4	0.7
1.8	1.4	1.4	-3.9%	Customer Complaints per 100,000 Boardings	1.5	1.1	0.8
<b>Business Measures</b>							
1.10	\$1.08	\$1.06	1.9%	Average Fare (Fixed and Special)	\$1.07	\$1.04	\$1.07
25.6%	24.3%	25.1%	-3.2%	Farebox Recovery	27.2%	27.8%	27.9%
\$558.30	\$559.36	\$554.05	1.0%	Operating Expense per Revenue Hour	\$506.36	\$477.75	\$471.02
\$4.30	\$4.46	\$4.22	5.7%	Operating Expense per Passenger Boarding	\$3.92	\$3.74	\$3.82
<b>Operating Measures</b>							
0.1	0.1	0.1	25.4%	Vehicle Accidents per 100,000 Vehicle Miles	0.0	0.0	0.0
98.0%	97.3%	97.0%	0.3%	On-Time Performance	97.5%	98.4%	98.7%
5.49	5.33	5.58	-4.5%	Passenger Boardings per Revenue Mile	5.47	5.37	5.15
129.84	125.48	131.40	-4.5%	Passenger Boardings per Revenue Hour	129.05	127.88	123.35
31,000	36,538	27,196	34.4%	Vehicle Miles between Failures	32,150	46,911	29,977

## Call-A-Ride Profile

Annual Ridership (in thousands)



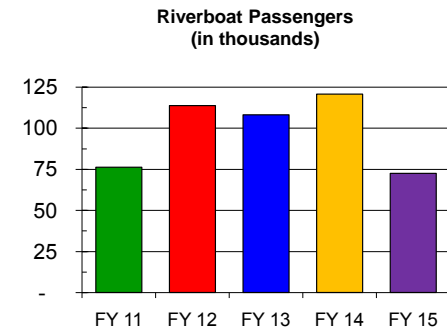
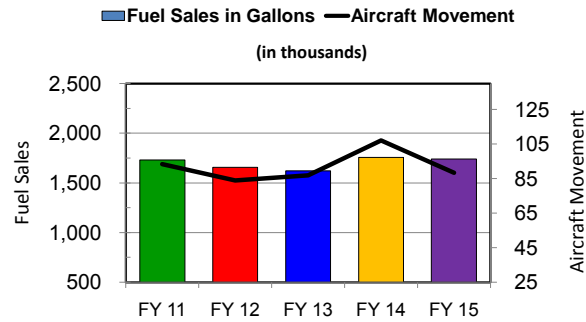
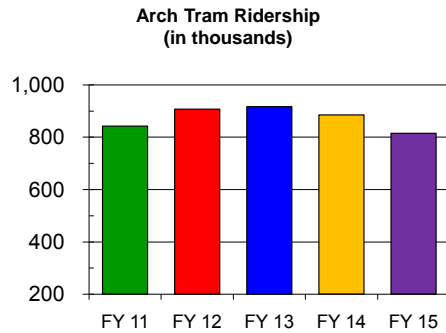
Annual Passengers per Revenue Mile



### Twelve Months Ended June 30, 2015

Goal	FY 2015	FY 2014	Change		FY 2013	FY 2012	FY 2011
<b>Customer Measures</b>							
2,017	1,957	1,976	-1.0%	Average Weekday Ridership	2,021	2,014	1,989
592,590	577,134	580,562	-0.6%	Passenger Boardings	591,197	584,291	568,419
4.5	5.0	6.7	-25.4%	Passenger Injuries per 100,000 Boardings	6.6	6.7	7.4
20.0	19.6	18.1	8.3%	Customer Complaints per 100,000 Boardings	14.4	12.8	21.8
<b>Business Measures</b>							
1.70	\$2.11	\$1.96	8.1%	Average Fare	\$1.86	\$1.69	\$1.56
9.3%	10.3%	9.9%	4.0%	Farebox Recovery (excludes contractual)	11.0%	11.4%	12.0%
24.4%	21.7%	22.7%	-4.5%	Revenue Recovery (includes contractual)	26.3%	29.4%	31.9%
\$81.52	83.15	80.82	2.9%	Operating Expense per Revenue Hour	72.48	68.62	63.43
\$44.47	44.01	43.37	1.5%	Operating Expense per Passenger Boarding	38.11	35.95	33.20
<b>Operating Measures</b>							
1.8	1.0	0.8	25.0%	Vehicle Accidents per 100,000 Vehicle Miles	1.2	1.8	1.2
95.0%	94.3%	93.3%	1.1%	On-Time Performance	93.9%	95.3%	98.5%
0.11	0.11	0.11	0.0%	Passenger Boardings per Revenue Mile	0.11	0.11	0.12
1.83	1.89	1.86	1.6%	Passenger Boardings per Revenue Hour	1.90	1.91	1.91
50,000	31,383	47,459	-33.9%	Revenue Miles between Maintenance Failure	44,090	51,271	62,724

## Business Enterprises and Executive Services Profiles



### Twelve Months Ended June 30, 2015

Goal	FY 2015	FY 2014	Change		FY 2013	FY 2012	FY 2011
<b><u>Gateway Arch</u></b>							
\$1,219,403	(\$6,150,033)	\$1,466,881	-519.3%	Income (Loss) Before Depreciation	\$1,607,388	\$1,558,181	\$476,576
857,269	814,737	885,165	-8.0%	Tram Ridership	916,611	907,147	842,066
<b><u>Gateway Arch Parking</u></b>							
\$156,699	(\$67,842)	\$152,832	-144.4%	Income (Loss) Before Depreciation	(\$339,438)	\$406,128	\$691,894
173,548	79,513	210,394	-62.2%	Vehicle Transactions *	222,239	239,801	272,258
<b><u>Riverfront Attractions</u></b>							
(\$678,314)	(\$363,372)	\$33,330	-1190.2%	Income (Loss) Before Depreciation	(\$120,603)	\$95,484	(\$378,587)
67,900	73,091	120,723	-39.5%	Passengers	108,122	113,731	76,230
675	667	932	-28.4%	Cruises	1,000	1,114	816
188	202	248	-18.5%	Days of Operation	245	263	224
<b><u>St. Louis Downtown Airport</u></b>							
\$313,017	\$4,256	\$247,850	-98.3%	Income (Loss) Before Depreciation	\$879,085	\$192,768	\$51,509
1,773,630	1,742,032	1,757,640	-0.9%	Fuel Sales (gallons)	1,622,881	1,655,296	1,729,770
90,000	88,345	106,996	-17.4%	Aircraft Movements	87,091	84,040	93,443
320	325	321	1.2%	Average Based Aircraft	322	328	305
<b><u>Executive Services</u></b>							
\$43,437	\$1,002,122	\$586,829	70.8%	Income (Loss) Before Depreciation	\$1,220,499	\$294,438	(\$66,645)

\* Vehicle transactions beginning in FY 2014 include Pay Machine Exit and Pay at the Entrance transactions. Prior Years Actual have not been restated.

## Peer Performance - System

CHARACTERISTICS AND PERFORMANCE MEASURES		ST. LOUIS	BUFFALO	CLEVELAND	DALLAS	DENVER	MINNEAPOLIS	PITTSBURGH	PORTLAND	SACRAMENTO	SAN DIEGO	SAN JOSE	AVERAGE
Population of service area (in millions)	FY 13	1.54	1.18	1.41	2.44	3.16	1.84	1.42	1.49	0.97	2.22	1.88	1.78
	FY 12	1.54	1.18	1.41	2.42	2.62	1.81	1.42	1.49	0.97	1.96	1.88	1.70
	FY 11	1.54	1.18	1.41	2.30	2.62	1.81	1.42	1.49	0.88	1.96	1.88	1.68
Passenger Boardings (in millions)	FY 13	47.1	29.8	49.2	71.3	101.4	81.4	63.6	99.3	27.3	82.1	44.2	63.3
	FY 12	46.7	30.8	48.2	70.5	98.5	81.1	65.9	103.2	26.3	85.2	43.4	63.6
	FY 11	43.0	27.4	46.2	63.8	97.8	80.9	63.8	104.6	26.2	81.5	42.5	61.6
Average Weekday Passenger Boardings	FY 13	149,797	102,859	134,644	239,166	333,857	266,688	215,288	316,247	94,545	261,202	144,379	205,334
	FY 12	148,190	105,078	162,601	237,516	325,050	264,273	221,239	328,358	91,235	271,069	141,162	208,706
	FY 11	137,287	93,677	154,266	214,550	323,641	263,540	215,082	332,548	91,030	260,305	137,924	202,168
Average Saturday Passenger Boardings	FY 13	97,174	44,411	136,484	118,702	171,758	148,429	100,443	197,406	37,705	170,704	76,864	118,189
	FY 12	94,981	50,995	80,470	115,114	165,703	149,077	104,063	205,164	33,861	183,648	76,347	114,493
	FY 11	86,472	43,020	72,817	108,578	166,912	148,975	100,700	211,468	33,115	165,556	74,376	110,181
Average Sunday Passenger Boardings	FY 13	64,565	23,566	133,918	69,308	124,157	103,615	61,827	143,471	23,715	118,200	60,281	84,238
	FY 12	63,952	22,503	50,262	67,910	114,294	104,179	62,176	146,402	23,221	112,726	69,447	76,097
	FY 11	57,384	21,402	48,252	63,989	112,845	101,580	58,059	151,039	20,372	114,440	57,238	73,327
Vehicles in Maximum Service	FY 13	467	357	531	1,071	1,328	831	951	888	221	649	667	724
	FY 12	468	366	431	807	564	774	630	600	212	294	401	504
	FY 11	469	371	457	1,007	1,289	788	984	900	201	616	597	698
Farebox Recovery	FY 13	22.7%	29.4%	22.4%	15.1%	26.4%	29.1%	28.0%	29.6%	22.2%	40.0%	13.0%	25.3%
	FY 12	22.0%	26.0%	22.6%	13.7%	27.4%	31.2%	26.4%	28.1%	23.7%	41.4%	13.4%	25.1%
	FY 11	22.0%	25.8%	24.2%	13.2%	27.5%	31.6%	25.6%	27.4%	24.4%	42.1%	14.1%	25.3%
Subsidy per Passenger Boarding	FY 13	\$ 4.37	\$ 3.00	\$ 3.71	\$ 8.16	\$ 3.91	\$ 2.52	\$ 4.09	\$ 3.13	\$ 3.72	\$ 1.44	\$ 7.23	\$ 4.12
	FY 12	3.71	3.01	3.56	5.51	3.07	2.48	4.17	2.59	3.66	1.46	6.03	3.57
	FY 11	3.81	3.32	3.38	6.08	2.92	2.41	4.33	2.52	3.53	1.43	5.85	3.60

Source: National Transit Database - Calculations based on NTD definitions

Peer Performance - Bus													
CHARACTERISTICS AND PERFORMANCE MEASURES		ST. LOUIS	BUFFALO	CLEVELAND	DALLAS	DENVER	MINNEAPOLIS	PITTSBURGH	PORTLAND	SACRAMENTO	SAN DIEGO	SAN JOSE	AVERAGE
Fleet Size	FY 13	378	312	391	650	1,029	912	695	597	225	517	455	560
	FY 12	381	321	399	629	1,024	888	714	591	235	507	452	558
	FY 11	374	312	382	658	959	876	746	600	195	478	451	548
Fleet Age (average in years)	FY 13	8.9	7.9	9.4	7.6	9.8	5.1	7.2	13.0	7.6	7.2	9.3	8.5
	FY 12	7.9	8.1	8.3	12.2	9.7	5.0	7.8	13.9	7.0	6.7	8.4	8.6
	FY 11	9.2	8.9	7.1	11.3	8.8	5.3	8.1	12.9	6.2	6.9	8.6	8.5
Passenger Boardings (in millions)	FY 13	29.4	23.3	34.3	37.9	76.3	70.4	53.1	58.7	13.8	51.6	32.7	43.8
	FY 12	29.1	23.5	33.9	38.4	76.7	69.9	55.7	59.5	13.1	51.8	32.3	44.0
	FY 11	26.2	21.2	37.2	37.0	76.0	69.8	54.1	58.2	13.6	49.2	31.7	43.1
Bus Boardings as a Percent of System Boardings	FY 13	62.4%	78.2%	69.7%	66.4%	75.2%	86.5%	85.3%	59.1%	50.5%	62.8%	74.1%	70.0%
	FY 12	62.3%	76.3%	70.3%	54.5%	77.9%	86.2%	84.5%	57.7%	49.8%	60.8%	74.4%	68.6%
	FY 11	60.9%	77.4%	80.5%	58.0%	77.7%	86.3%	84.8%	55.6%	51.9%	60.4%	74.6%	69.8%
Operating Expense (in millions)	FY 13	\$ 145.4	\$ 93.0	\$ 153.0	\$ 248.8	\$ 313.1	\$ 264.4	\$ 270.4	\$ 239.1	\$ 73.8	\$ 143.0	\$ 226.0	\$ 197.3
	FY 12	139.6	92.8	143.0	242.6	301.7	248.5	282.7	230.7	68.8	133.5	218.2	191.1
	FY 11	132.2	91.9	141.1	236.7	287.6	243.0	287.0	222.9	67.3	125.3	205.8	185.5
Operating Expense per Revenue Mile	FY 13	\$ 7.87	\$ 10.72	\$ 11.80	\$ 9.13	\$ 8.82	\$ 11.43	\$ 14.32	\$ 12.51	\$ 12.52	\$ 8.67	\$ 15.27	\$ 11.19
	FY 12	7.49	10.28	11.70	8.94	9.00	10.94	15.02	12.04	12.25	8.30	14.98	10.99
	FY 11	7.27	10.16	11.18	9.20	7.84	10.71	12.95	11.49	12.04	7.84	14.13	10.44
Operating Expense per Passenger Mile	FY 13	\$ 0.95	\$ 1.08	\$ 1.06	\$ 1.61	\$ 0.78	\$ 0.93	\$ 1.30	\$ 1.04	\$ 1.49	\$ 0.79	\$ 1.35	\$ 1.13
	FY 12	0.92	1.07	0.99	1.50	0.75	0.84	1.29	0.99	1.48	0.75	1.28	1.08
	FY 11	1.01	1.19	1.01	1.49	0.73	0.86	1.47	1.01	1.42	0.73	1.38	1.12
Operating Expense per Passenger Boarding	FY 13	\$ 4.94	\$ 4.00	\$ 4.46	\$ 6.56	\$ 4.10	\$ 3.75	\$ 5.09	\$ 4.08	\$ 5.35	\$ 2.77	\$ 6.90	\$ 4.73
	FY 12	4.79	3.95	4.22	6.32	3.93	3.56	5.08	3.88	5.23	2.58	6.75	4.57
	FY 11	5.05	4.33	3.79	6.40	3.79	3.48	5.31	3.83	4.94	2.55	6.50	4.54
Boardings per Revenue Mile	FY 13	1.6	2.7	2.7	1.4	2.2	3.0	2.8	3.1	2.3	3.1	2.2	2.5
	FY 12	1.6	2.6	2.8	1.4	2.3	3.1	3.0	3.1	2.3	3.2	2.2	2.5
	FY 11	1.4	2.3	3.0	1.4	2.1	3.1	2.4	3.0	2.4	3.1	2.2	2.4
Boardings per Revenue Hour	FY 13	21.7	29.4	30.4	18.1	29.3	35.1	36.5	36.2	25.9	33.4	26.7	29.3
	FY 12	21.4	28.8	32.7	19.1	28.9	35.7	37.3	36.6	26.0	34.5	26.8	29.8
	FY 11	19.7	26.3	33.9	18.9	27.9	35.6	32.8	35.6	27.2	33.0	26.7	28.9

Source: National Transit Database - Calculations based on NTD definitions

## Peer Performance - Light Rail

CHARACTERISTICS AND PERFORMANCE MEASURES		ST. LOUIS	BUFFALO	CLEVELAND	DALLAS	DENVER	MINNEAPOLIS	PITTSBURGH	PORTLAND	SACRAMENTO	SAN DIEGO	SAN JOSE	AVERAGE
Fleet Size	FY 13	87	27	48	163	172	62	83	131	76	175	99	102
	FY 12	87	27	48	163	171	27	83	129	76	154	99	97
	FY 11	87	27	48	163	171	27	79	129	76	128	99	94
Fleet Age (average in years)	FY 13	14.3	28.9	32.0	11.0	7.7	3.9	21.6	16.2	17.1	15.8	11.7	16.4
	FY 12	13.3	27.9	31.0	10.0	6.7	7.7	20.4	15.2	16.1	17.2	10.7	16.0
	FY 11	12.3	26.9	30.0	9.0	5.7	6.7	19.5	14.2	15.1	19.9	9.0	15.3
Passenger Boardings (in millions)	FY 13	17.1	6.3	2.9	29.5	23.8	10.2	8.0	39.2	13.5	29.7	10.7	17.3
	FY 12	17.0	7.1	2.9	27.7	20.6	10.5	7.1	42.2	13.2	32.7	10.4	17.4
	FY 11	16.2	6.1	2.7	22.3	20.7	10.4	6.9	41.2	12.5	31.6	10.0	16.4
Rail Boardings as a Percent of System Boardings	FY 13	36.2%	21.2%	5.9%	41.3%	23.4%	12.5%	12.6%	39.5%	49.5%	36.2%	24.3%	27.5%
	FY 12	36.4%	23.1%	6.0%	39.3%	20.9%	12.9%	10.8%	40.9%	50.2%	38.4%	24.0%	27.5%
	FY 11	37.7%	22.3%	5.8%	35.0%	21.2%	12.9%	10.8%	39.4%	47.7%	38.8%	23.5%	26.8%
Operating Expense (in millions)	FY 13	\$ 64.8	\$ 23.3	\$ 11.7	\$ 151.0	\$ 87.1	\$ 32.4	\$ 51.5	\$ 99.3	\$ 50.0	\$ 66.4	\$ 69.0	\$ 64.2
	FY 12	62.1	24.5	12.3	135.9	68.5	27.9	52.0	99.7	45.5	63.3	61.7	59.4
	FY 11	59.3	24.7	11.8	139.9	63.2	25.7	48.1	93.4	43.8	60.4	58.8	57.2
Operating Expense per Vehicle Revenue Mile	FY 13	\$ 10.41	\$ 23.77	\$ 14.92	\$ 16.55	\$ 8.56	\$ 14.03	\$ 25.52	\$ 12.87	\$ 12.76	\$ 8.55	\$ 21.50	\$ 15.40
	FY 12	9.82	24.22	17.65	17.98	8.10	13.56	26.98	12.88	11.91	8.39	20.00	15.59
	FY 11	9.43	26.25	16.44	20.28	7.48	12.52	26.33	11.96	11.85	8.03	19.92	15.50
Operating Expense per Passenger Mile	FY 13	\$ 0.42	\$ 1.42	\$ 0.68	\$ 0.63	\$ 0.43	\$ 0.60	\$ 1.56	\$ 0.05	\$ 0.66	\$ 0.38	\$ 1.19	\$ 0.73
	FY 12	0.41	1.26	0.73	0.63	0.39	0.50	1.53	0.45	0.61	0.32	1.10	0.72
	FY 11	0.42	1.55	0.70	0.77	0.38	0.44	1.33	0.43	0.60	0.31	1.09	0.73
Operating Expense per Passenger Boarding	FY 13	\$ 3.80	\$ 3.69	\$ 4.04	\$ 5.12	\$ 3.67	\$ 3.19	\$ 6.42	\$ 2.54	\$ 3.70	\$ 2.23	\$ 6.42	\$ 4.07
	FY 12	3.65	3.45	4.32	4.92	3.32	2.66	7.30	2.36	3.45	1.94	5.95	3.94
	FY 11	3.66	4.08	4.29	6.27	3.06	2.47	6.96	2.27	3.49	1.91	5.87	4.03
Boardings per Vehicle Revenue Mile	FY 13	2.7	6.5	3.7	3.2	2.3	4.4	4.0	5.1	3.5	3.8	3.4	3.9
	FY 12	2.7	7.0	4.1	3.7	2.4	5.1	3.7	5.5	3.5	4.3	3.4	4.1
	FY 11	2.6	6.4	3.8	3.2	2.5	5.1	3.8	5.3	3.4	4.2	3.4	4.0
Boardings per Vehicle Revenue Hour	FY 13	64.6	73.5	55.1	65.2	41.8	62.0	50.5	74.2	62.2	63.0	54.1	60.6
	FY 12	63.9	79.5	61.2	72.4	46.0	72.5	48.1	79.8	67.4	76.4	53.3	65.5
	FY 11	61.7	72.7	59.9	64.0	46.3	48.2	48.9	77.2	65.6	74.8	54.8	61.3

Source: National Transit Database - Calculations based on NTD definitions

## Peer Performance - Demand Response

CHARACTERISTICS AND PERFORMANCE MEASURES		ST. LOUIS	BUFFALO	CLEVELAND	DALLAS	DENVER	MINNEAPOLIS	PITTSBURGH	PORTLAND	SACRAMENTO	SAN DIEGO	SAN JOSE	AVERAGE
Fleet Size	FY 13	120	69	146	165	386	-	390	268	12	145	254	216
	FY 12	116	74	146	209	375	-	382	267	-	137	228	215
	FY 11	116	74	126	209	375	-	398	268	-	140	272	220
Fleet Age (average in years)	FY 13	4.7	5.3	4.0	0.6	5.3	-	5.4	3.7	4.0	3.1	2.4	3.8
	FY 12	3.7	5.4	3.8	5.0	4.4	-	4.9	4.7	-	3.5	4.3	4.4
	FY 11	2.7	4.9	2.8	4.0	3.6	-	4.6	4.8	-	3.5	3.8	3.9
Passenger Boardings (in millions)	FY 13	0.59	0.17	0.70	0.52	1.23	-	1.72	0.93	0.004	0.51	0.73	0.79
	FY 12	0.58	0.17	0.65	1.14	1.16	-	1.77	0.95	-	0.47	0.78	0.85
	FY 11	0.57	0.15	0.58	1.14	1.14	-	1.72	0.95	-	0.46	0.83	0.84
Demand-Response Boardings as a Percent of System Boardings	FY 13	1.3%	0.6%	1.4%	0.7%	1.2%	-	2.7%	0.9%	0.0%	0.6%	1.7%	1.2%
	FY 12	1.2%	0.6%	1.3%	1.6%	1.2%	-	2.7%	0.9%	0.0%	0.6%	1.8%	1.3%
	FY 11	1.3%	0.5%	1.3%	1.8%	1.2%	-	2.7%	0.9%	0.0%	0.6%	1.9%	1.4%
Operating Expense (in millions)	FY 13	\$ 21.9	\$ 7.9	\$ 29.9	\$ 21.0	\$ 46.9	\$ -	\$ 36.3	\$ 32.2	\$ 1.0	\$ 14.5	\$ 22.0	\$ 25.8
	FY 12	20.4	7.8	30.6	43.1	46.4	-	37.0	31.2	0.6	13.4	22.8	28.1
	FY 11	18.6	6.1	29.2	41.3	43.3	-	35.8	30.0	0.6	13.2	24.6	26.9
Operating Expense per Revenue Mile	FY 13	\$ 4.17	\$ 4.93	\$ 6.00	\$ 4.99	\$ 4.68	\$ -	\$ 3.64	\$ 4.92	\$ 61.82	\$ 4.41	\$ 3.66	\$ 4.60
	FY 12	3.97	4.78	6.35	4.88	4.51	-	3.23	4.74	-	4.46	3.84	4.53
	FY 11	3.89	4.28	6.41	4.78	4.32	-	3.19	4.55	-	4.32	4.10	4.43
Operating Expense per Passenger Mile	FY 13	\$ 3.66	\$ 4.31	\$ 6.02	\$ 2.90	\$ 4.40	\$ -	\$ 2.73	\$ 3.50	\$ 61.82	\$ 3.05	\$ 2.68	\$ 3.69
	FY 12	3.74	4.56	6.69	3.36	4.43	-	2.77	3.30	-	3.18	2.79	3.87
	FY 11	3.47	4.18	7.07	2.87	4.20	-	2.76	3.21	-	3.21	3.07	3.78
Operating Expense per Passenger Boarding	FY 13	\$ 37.00	\$ 46.30	\$ 42.40	\$ 40.51	\$ 38.15	\$ -	\$ 21.13	\$ 34.61	\$ 254.07	\$ 28.38	\$ 29.96	\$ 35.38
	FY 12	34.88	45.38	47.08	37.73	39.94	-	20.91	32.97	-	28.24	29.44	35.17
	FY 11	32.64	41.86	50.51	36.24	38.11	-	20.76	31.49	-	28.60	29.88	34.45
Boardings per Revenue Mile	FY 13	0.11	0.11	0.14	0.12	0.12	-	0.17	0.14	0.24	0.16	0.12	0.13
	FY 12	0.11	0.11	0.13	0.13	0.11	-	0.15	0.14	-	0.16	0.13	0.13
	FY 11	0.12	0.10	0.13	0.13	0.11	-	0.15	0.14	-	0.15	0.14	0.13
Boardings per Revenue Hour	FY 13	1.90	1.88	2.04	1.75	1.84	-	2.57	1.98	1.62	2.71	2.55	2.14
	FY 12	1.91	1.81	2.01	2.15	1.75	-	2.54	2.00	-	2.69	2.58	2.16
	FY 11	1.90	1.71	2.02	2.19	1.75	-	2.46	2.00	-	2.61	2.58	2.14

\* Minneapolis and Sacramento are not included in the Average

Source: National Transit Database - Calculations based on NTD definitions



## Average Weekday Ridership

Period	MetroBus			MetroLink			Call-A-Ride			System		
	FY 2015	FY 2014	Change	FY 2015	FY 2014	Change	FY 2015	FY 2014	Change	FY 2015	FY 2014	Change
1st Qtr YTD	100,622	98,878	1.8%	56,867	56,762	0.2%	1,948	1,984	-1.8%	159,437	157,623	1.2%
2nd Qtr YTD	97,949	97,441	0.5%	53,464	55,027	-2.8%	1,928	1,964	-1.8%	153,341	154,432	-0.7%
3rd Qtr YTD	94,431	95,702	-1.3%	51,308	53,022	-3.2%	1,950	1,973	-1.2%	147,689	150,697	-2.0%
Full year	93,354	95,911	-2.7%	53,441	53,900	-0.9%	1,957	1,976	-1.0%	148,752	151,787	-2.0%

July	96,481	90,627	6.5%	56,267	53,801	4.6%	1,903	1,953	-2.6%	154,651	146,381	5.6%
August	99,160	99,747	-0.6%	55,674	58,215	-4.4%	1,988	1,998	-0.5%	156,822	159,960	-2.0%
September	106,420	106,999	-0.5%	58,690	61,258	-4.2%	1,952	2,000	-2.4%	167,062	170,257	-1.9%
October	103,809	100,032	3.8%	55,874	59,348	-5.9%	2,026	2,041	-0.7%	161,709	161,421	0.2%
November	93,086	97,811	-4.8%	47,498	52,428	-9.4%	1,878	1,950	-3.7%	142,462	152,189	-6.4%
December	88,254	89,872	-1.8%	46,200	47,402	-2.5%	1,822	1,840	-1.0%	136,276	139,114	-2.0%
January	87,201	83,911	3.9%	46,033	45,920	0.2%	1,921	1,799	6.8%	135,155	131,630	2.7%
February	85,957	93,506	-8.1%	46,658	49,184	-5.1%	2,023	2,059	-1.7%	134,638	144,749	-7.0%
March	88,566	94,789	-6.6%	48,030	51,800	-7.3%	2,039	2,115	-3.6%	138,635	148,704	-6.8%
April	91,847	96,049	-4.4%	53,497	57,185	-6.4%	2,006	2,036	-1.5%	147,350	155,270	-5.1%
May	90,640	97,879	-7.4%	51,827	56,374	-8.1%	1,950	1,955	-0.3%	144,417	156,208	-7.5%
June	87,984	95,698	-8.1%	51,052	56,010	-8.9%	1,976	1,963	0.7%	141,012	153,671	-8.2%

# Passenger Boardings

Period	MetroBus			MetroLink			Call-A-Ride			System		
	FY 2015	FY 2014	Change	FY 2015	FY 2014	Change	FY 2015	FY 2014	Change	FY 2015	FY 2014	Change
1st Qtr YTD	8,039,048	7,863,294	2.2%	4,730,660	4,759,015	-0.6%	144,792	147,262	-1.7%	12,914,500	12,769,571	1.1%
2nd Qtr YTD	15,523,874	15,464,723	0.4%	8,739,359	9,023,696	-3.2%	288,060	292,447	-1.5%	24,551,293	24,780,866	-0.9%
3rd Qtr YTD	22,284,905	22,449,648	-0.7%	12,458,498	12,884,942	-3.3%	431,635	434,870	-0.7%	35,175,038	35,769,460	-1.7%
Full year	29,439,358	30,123,181	-2.3%	16,637,447	17,466,322	-4.7%	577,134	580,562	-0.6%	46,653,939	48,170,065	-3.1%

July	2,614,885	2,456,715	6.4%	1,618,750	1,548,189	4.6%	48,491	49,838	-2.7%	4,282,126	4,054,742	5.6%
August	2,659,210	2,721,485	-2.3%	1,528,210	1,600,732	-4.5%	48,349	49,901	-3.1%	4,235,769	4,372,118	-3.1%
September	2,764,953	2,685,094	3.0%	1,583,700	1,610,094	-1.6%	47,952	47,523	0.9%	4,396,605	4,342,711	1.2%
October	2,837,701	2,842,083	-0.2%	1,562,305	1,664,818	-6.2%	51,699	51,894	-0.4%	4,451,705	4,558,795	-2.3%
November	2,289,928	2,456,784	-6.8%	1,201,463	1,349,380	-11.0%	44,002	47,180	-6.7%	3,535,393	3,853,344	-8.3%
December	2,357,197	2,302,562	2.4%	1,244,931	1,250,483	-0.4%	47,567	46,111	3.2%	3,649,695	3,599,156	1.4%
January	2,286,288	2,243,038	1.9%	1,226,807	1,234,908	-0.7%	47,835	45,893	4.2%	3,560,930	3,523,839	1.1%
February	2,095,365	2,255,170	-7.1%	1,159,299	1,201,360	-3.5%	45,434	46,113	-1.5%	3,300,098	3,502,643	-5.8%
March	2,379,378	2,486,717	-4.3%	1,333,033	1,424,978	-6.5%	50,306	50,417	-0.2%	3,762,717	3,962,112	-5.0%
April	2,425,632	2,540,100	-4.5%	1,427,239	1,567,406	-8.9%	49,647	49,947	-0.6%	3,902,518	4,157,453	-6.1%
May	2,369,603	2,642,618	-10.3%	1,375,524	1,522,250	-9.6%	47,302	48,920	-3.3%	3,792,429	4,213,788	-10.0%
June	2,359,218	2,490,815	-5.3%	1,376,186	1,491,724	-7.7%	48,550	46,825	3.7%	3,783,954	4,029,364	-6.1%

# Passengers by Jurisdiction

Period	MetroBus						MetroLink					
	Missouri			St. Clair			Missouri			St. Clair		
	FY 2015	FY 2014	Change	FY 2015	FY 2014	Change	FY 2015	FY 2014	Change	FY 2015	FY 2014	Change
1st Qtr YTD	7,152,041	7,014,205	2.0%	887,007	849,089	4.5%	3,841,877	3,832,944	0.2%	888,783	926,071	-4.0%
2nd Qtr YTD	13,862,702	13,827,112	0.3%	1,661,172	1,637,611	1.4%	7,103,544	7,294,053	-2.6%	1,635,815	1,729,643	-5.4%
3rd Qtr YTD	19,955,638	20,099,223	-0.7%	2,329,267	2,350,425	-0.9%	10,136,357	10,414,449	-2.7%	2,322,141	2,470,493	-6.0%
Full year	26,334,282	26,951,227	-2.3%	3,105,076	3,171,954	-2.1%	13,535,457	14,131,372	-4.2%	3,101,990	3,334,950	-7.0%

July	2,330,567	2,197,028	6.1%	284,318	259,687	9.5%	1,319,626	1,248,438	5.7%	299,124	299,751	-0.2%
August	2,354,244	2,421,325	-2.8%	304,966	300,160	1.6%	1,236,244	1,290,183	-4.2%	291,966	310,549	-6.0%
September	2,467,230	2,395,852	3.0%	297,723	289,242	2.9%	1,286,007	1,294,323	-0.6%	297,693	315,771	-5.7%
October	2,543,215	2,548,064	-0.2%	294,486	294,019	0.2%	1,273,341	1,347,733	-5.5%	288,964	317,085	-8.9%
November	2,054,174	2,200,452	-6.6%	235,754	256,332	-8.0%	977,035	1,096,988	-10.9%	224,428	252,392	-11.1%
December	2,113,272	2,064,391	2.4%	243,925	238,171	2.4%	1,011,291	1,016,388	-0.5%	233,640	234,095	-0.2%
January	2,055,213	2,010,121	2.2%	231,075	232,917	-0.8%	996,050	994,117	0.2%	230,757	240,791	-4.2%
February	1,892,071	2,024,682	-6.5%	203,294	230,488	-11.8%	944,413	968,113	-2.4%	214,886	233,247	-7.9%
March	2,145,652	2,237,308	-4.1%	233,726	249,409	-6.3%	1,092,350	1,158,166	-5.7%	240,683	266,812	-9.8%
April	2,171,437	2,271,624	-4.4%	254,195	268,476	-5.3%	1,165,179	1,273,923	-8.5%	262,060	293,483	-10.7%
May	2,106,188	2,357,508	-10.7%	263,415	285,110	-7.6%	1,113,838	1,231,161	-9.5%	261,686	291,089	-10.1%
June	2,101,019	2,222,872	-5.5%	258,199	267,943	-3.6%	1,120,083	1,211,839	-7.6%	256,103	279,885	-8.5%

# Passenger Revenue

Period	MetroBus			MetroLink			Call-A-Ride *			System		
	FY 2015	FY 2014	Change	FY 2015	FY 2014	Change	FY 2015	FY 2014	Change	FY 2015	FY 2014	Change
1st Qtr YTD	\$8,844,893	\$8,542,264	3.5%	\$5,153,495	\$5,125,326	0.5%	\$643,724	\$616,407	4.4%	\$14,642,112	\$14,283,997	2.5%
2nd Qtr YTD	\$16,749,400	\$16,419,685	2.0%	\$9,385,899	\$9,584,376	-2.1%	\$1,293,472	\$1,273,996	1.5%	\$27,428,771	\$27,278,057	0.6%
3rd Qtr YTD	\$24,405,558	\$23,846,755	2.3%	\$13,607,822	\$13,708,228	-0.7%	\$1,977,736	\$1,845,088	7.2%	\$39,991,116	\$39,400,071	1.5%
Full year	\$31,881,150	\$32,056,360	-0.5%	\$17,995,520	\$18,478,294	-2.6%	\$2,616,039	\$2,500,983	4.6%	\$52,492,709	\$53,035,637	-1.0%

1st Qtr	\$8,844,893	\$8,542,264	3.5%	\$5,153,495	\$5,125,326	0.5%	\$643,724	\$616,407	4.4%	\$14,642,112	\$14,283,997	2.5%
2nd Qtr	\$7,904,507	\$7,877,421	0.3%	\$4,232,404	\$4,459,052	-5.1%	\$649,748	\$657,588	-1.2%	\$12,786,659	\$12,994,061	-1.6%
3rd Qtr	\$7,656,158	\$7,427,069	3.1%	\$4,221,923	\$4,123,852	2.4%	\$684,264	\$571,093	19.8%	\$12,562,345	\$12,122,014	3.6%
4th Qtr	\$7,475,591	\$8,209,606	-8.9%	\$4,387,697	\$4,770,064	-8.0%	\$638,303	\$655,895	-2.7%	\$12,501,592	\$13,635,565	-8.3%

\* Call-A-Ride passenger revenue does not include Medicaid and Department of Mental Health contractual subsidies.

# Revenue Miles

Period	MetroBus*			MetroLink*			Call-A-Ride			System		
	FY 2015	FY 2014	Change	FY 2015	FY 2014	Change	FY 2015	FY 2014	Change	FY 2015	FY 2014	Change
1st Qtr YTD	4,679,409	4,684,655	-0.1%	787,374	789,196	-0.2%	1,354,466	1,343,446	0.8%	6,821,249	6,817,297	0.1%
2nd Qtr YTD	9,301,110	9,328,683	-0.3%	1,573,591	1,578,540	-0.3%	2,676,164	2,672,854	0.1%	13,550,866	13,580,077	-0.2%
3rd Qtr YTD	13,792,361	13,857,952	-0.5%	2,344,534	2,349,260	-0.2%	3,986,657	3,958,113	0.7%	20,123,552	20,165,325	-0.2%
Full year	18,399,992	18,529,083	-0.7%	3,123,958	3,127,483	-0.1%	5,335,156	5,315,418	0.4%	26,859,107	26,971,985	-0.4%

July	1,583,027	1,582,930	0.0%	268,160	268,090	0.0%	452,806	451,464	0.3%	2,303,993	2,302,484	0.1%
August	1,573,079	1,600,952	-1.7%	263,356	265,318	-0.7%	449,359	455,824	-1.4%	2,285,794	2,322,094	-1.6%
September	1,523,304	1,500,773	1.5%	255,858	255,788	0.0%	452,301	436,158	3.7%	2,231,463	2,192,719	1.8%
October	1,599,734	1,605,583	-0.4%	266,487	272,128	-2.1%	476,950	475,892	0.2%	2,343,170	2,353,602	-0.4%
November	1,472,726	1,500,852	-1.9%	253,504	252,446	0.4%	405,168	427,766	-5.3%	2,131,398	2,181,064	-2.3%
December	1,549,241	1,537,593	0.8%	266,227	264,770	0.6%	439,580	425,750	3.2%	2,255,049	2,228,113	1.2%
January	1,534,238	1,563,415	-1.9%	264,499	265,712	-0.5%	439,592	419,500	4.8%	2,238,330	2,248,626	-0.5%
February	1,407,647	1,419,734	-0.9%	239,760	240,977	-0.5%	414,146	415,031	-0.2%	2,061,552	2,075,742	-0.7%
March	1,549,366	1,546,121	0.2%	266,683	264,030	1.0%	456,755	450,728	1.3%	2,272,804	2,260,879	0.5%
April	1,533,579	1,537,858	-0.3%	259,549	256,926	1.0%	456,045	459,680	-0.8%	2,249,173	2,254,464	-0.2%
May	1,530,930	1,557,455	-1.7%	262,362	264,515	-0.8%	442,595	455,281	-2.8%	2,235,887	2,277,252	-1.8%
June	1,543,123	1,575,818	-2.1%	257,513	256,782	0.3%	449,859	442,344	1.7%	2,250,494	2,274,944	-1.1%

\* Scheduled

# Total Miles

Period	MetroBus*			MetroLink*			Call-A-Ride			System		
	FY 2015	FY 2014	Change	FY 2015	FY 2014	Change	FY 2015	FY 2014	Change	FY 2015	FY 2014	Change
1st Qtr YTD	5,339,923	5,334,232	0.1%	795,036	796,151	-0.1%	1,439,390	1,427,967	0.8%	7,574,349	7,558,351	0.2%
2nd Qtr YTD	10,593,801	10,608,243	-0.1%	1,588,429	1,593,399	-0.3%	2,849,872	2,838,974	0.4%	15,032,102	15,040,616	-0.1%
3rd Qtr YTD	15,700,328	15,752,314	-0.3%	2,365,589	2,370,309	-0.2%	4,244,563	4,203,636	1.0%	22,310,480	22,326,259	-0.1%
Full year	20,961,529	21,026,546	-0.3%	3,151,443	3,155,350	-0.1%	5,678,749	5,643,112	0.6%	29,791,721	29,825,007	-0.1%

July	1,804,931	1,800,912	0.2%	271,057	270,548	0.2%	481,181	479,556	0.3%	2,557,169	2,551,015	0.2%
August	1,797,276	1,824,692	-1.5%	265,683	267,670	-0.7%	476,915	485,716	-1.8%	2,539,874	2,578,078	-1.5%
September	1,737,717	1,708,629	1.7%	258,295	257,934	0.1%	481,294	462,695	4.0%	2,477,306	2,429,258	2.0%
October	1,821,835	1,827,151	-0.3%	269,301	275,749	-2.3%	509,671	504,073	1.1%	2,600,807	2,606,973	-0.2%
November	1,670,199	1,700,318	-1.8%	255,632	254,640	0.4%	432,581	453,261	-4.6%	2,358,412	2,408,218	-2.1%
December	1,761,844	1,746,542	0.9%	268,461	266,859	0.6%	468,230	453,673	3.2%	2,498,535	2,467,074	1.3%
January	1,744,931	1,775,002	-1.7%	266,591	267,792	-0.4%	468,131	446,730	4.8%	2,479,653	2,489,524	-0.4%
February	1,600,196	1,613,191	-0.8%	241,727	242,824	-0.5%	440,516	440,987	-0.1%	2,282,439	2,297,002	-0.6%
March	1,761,400	1,755,879	0.3%	268,842	266,294	1.0%	486,044	476,945	1.9%	2,516,286	2,499,118	0.7%
April	1,749,885	1,755,032	-0.3%	261,775	259,485	0.9%	485,453	487,026	-0.3%	2,497,113	2,501,543	-0.2%
May	1,747,668	1,777,402	-1.7%	264,421	266,589	-0.8%	470,008	484,029	-2.9%	2,482,097	2,528,019	-1.8%
June	1,763,648	1,741,798	1.3%	259,658	258,967	0.3%	478,725	468,421	2.2%	2,502,031	2,469,186	1.3%

\* Scheduled

# Revenue Hours

Period	MetroBus*			MetroLink*			Call-A-Ride			System		
	FY 2015	FY 2014	Change	FY 2015	FY 2014	Change	FY 2015	FY 2014	Change	FY 2015	FY 2014	Change
1st Qtr YTD	348,069	347,991	0.0%	33,351	33,677	-1.0%	77,549	79,048	-1.9%	458,969	460,716	-0.4%
2nd Qtr YTD	688,337	688,947	-0.1%	66,658	67,200	-0.8%	153,674	157,886	-2.7%	908,669	914,033	-0.6%
3rd Qtr YTD	1,019,317	1,020,168	-0.1%	99,434	99,908	-0.5%	228,389	233,752	-2.3%	1,347,141	1,353,828	-0.5%
Full year	1,363,715	1,362,512	0.1%	132,595	132,922	-0.2%	305,467	311,539	-1.9%	1,801,777	1,806,973	-0.3%

July	117,420	116,968	0.4%	11,393	11,445	-0.5%	26,310	26,932	-2.3%	155,122	155,346	-0.1%
August	117,552	119,046	-1.3%	11,156	11,348	-1.7%	25,753	26,859	-4.1%	154,461	157,253	-1.8%
September	113,097	111,977	1.0%	10,803	10,883	-0.7%	25,486	25,257	0.9%	149,386	148,117	0.9%
October	117,968	118,510	-0.5%	11,225	11,550	-2.8%	26,910	27,794	-3.2%	156,103	157,854	-1.1%
November	108,155	110,029	-1.7%	10,789	10,718	0.7%	23,375	25,364	-7.8%	142,319	146,111	-2.6%
December	114,146	112,417	1.5%	11,293	11,254	0.3%	25,840	25,680	0.6%	151,279	149,351	1.3%
January	112,961	114,055	-1.0%	11,250	11,290	-0.4%	25,142	25,782	-2.5%	149,352	151,127	-1.2%
February	103,837	103,665	0.2%	10,194	10,238	-0.4%	23,526	24,155	-2.6%	137,557	138,058	-0.4%
March	114,183	113,500	0.6%	11,332	11,180	1.4%	26,047	25,929	0.5%	151,562	150,609	0.6%
April	114,075	113,762	0.3%	11,021	10,888	1.2%	25,971	26,493	-2.0%	151,068	151,143	0.0%
May	114,811	115,605	-0.7%	11,170	11,251	-0.7%	25,441	26,123	-2.6%	151,422	152,979	-1.0%
June	115,512	112,978	2.2%	10,969	10,875	0.9%	25,666	25,171	2.0%	152,147	149,024	2.1%

\* Scheduled

# Total Hours

Period	MetroBus*			MetroLink*			Call-A-Ride			System		
	FY 2015	FY 2014	Change	FY 2015	FY 2014	Change	FY 2015	FY 2014	Change	FY 2015	FY 2014	Change
1st Qtr YTD	373,451	372,912	0.1%	33,901	34,204	-0.9%	83,595	85,241	-1.9%	490,947	492,357	-0.3%
2nd Qtr YTD	739,004	738,747	0.0%	67,742	68,288	-0.8%	165,875	170,247	-2.6%	972,621	977,282	-0.5%
3rd Qtr YTD	1,094,911	1,094,630	0.0%	101,016	101,493	-0.5%	246,480	252,135	-2.2%	1,442,407	1,448,258	-0.4%
Full year	1,464,596	1,462,141	0.2%	179,368	135,028	32.8%	329,398	335,814	-1.9%	1,973,362	1,932,983	2.1%

July	126,018	125,407	0.5%	11,591	11,627	-0.3%	28,442	29,034	-2.0%	166,051	166,068	0.0%
August	126,057	127,552	-1.2%	11,331	11,527	-1.7%	27,666	29,036	-4.7%	165,054	168,115	-1.8%
September	121,376	119,953	1.2%	10,979	11,050	-0.6%	27,487	27,171	1.2%	159,842	158,174	1.1%
October	126,687	127,096	-0.3%	11,420	11,774	-3.0%	29,056	29,874	-2.7%	167,163	168,743	-0.9%
November	116,043	117,962	-1.6%	10,954	10,887	0.6%	25,277	27,305	-7.4%	152,274	156,153	-2.5%
December	122,823	120,778	1.7%	11,467	11,423	0.4%	27,947	27,827	0.4%	162,237	160,028	1.4%
January	121,490	122,577	-0.9%	11,418	11,460	-0.4%	27,179	27,964	-2.8%	160,087	162,001	-1.2%
February	111,710	111,399	0.3%	10,350	10,391	-0.4%	25,350	26,094	-2.9%	147,411	147,884	-0.3%
March	122,707	121,906	0.7%	11,505	11,354	1.3%	28,076	27,830	0.9%	162,288	161,091	0.7%
April	122,525	122,190	0.3%	33,584	11,073	203.3%	27,941	28,423	-1.7%	184,050	161,686	13.8%
May	123,148	124,075	-0.7%	11,336	11,419	-0.7%	27,329	28,201	-3.1%	161,813	163,695	-1.1%
June	124,012	121,247	2.3%	33,432	11,043	202.7%	27,648	27,055	2.2%	185,092	159,345	16.2%

\* Scheduled



## Operating Expense by Mode

Period	MetroBus			MetroLink			Call-A-Ride			System		
	FY 2015	FY 2014	Change	FY 2015	FY 2014	Change	FY 2015	FY 2014	Change	FY 2015	FY 2014	Change
1st Qtr YTD	\$40,333,500	\$38,259,110	5.4%	\$18,060,510	\$18,000,810	0.3%	\$6,440,719	\$6,112,953	5.4%	\$64,834,729	\$62,372,874	3.9%
2nd Qtr YTD	\$82,371,139	\$76,254,594	8.0%	\$36,094,969	\$36,589,701	-1.4%	\$12,558,509	\$11,956,282	5.0%	\$131,024,617	\$124,800,577	5.0%
3rd Qtr YTD	\$120,849,777	\$116,834,583	3.4%	\$54,322,074	\$54,313,807	0.0%	\$18,973,894	\$18,570,902	2.2%	\$194,145,745	\$189,719,292	2.3%
Full year	\$160,518,322	\$156,872,723	2.3%	\$74,168,551	\$73,645,742	0.7%	\$25,398,373	\$25,177,386	0.9%	\$260,085,246	\$255,695,851	1.7%

1st Qtr	\$40,333,500	\$38,259,110	5.4%	\$18,060,510	\$18,000,810	0.3%	\$6,440,719	\$6,112,953	5.4%	\$64,834,729	\$62,372,874	3.9%
2nd Qtr	\$42,037,639	\$37,995,484	10.6%	\$18,034,459	\$18,588,890	-3.0%	\$6,117,790	\$5,843,328	4.7%	\$66,189,888	\$62,427,703	6.0%
3rd Qtr	\$38,478,638	\$40,579,989	-5.2%	\$18,227,105	\$17,724,106	2.8%	\$6,415,385	\$6,614,620	-3.0%	\$63,121,128	\$64,918,715	-2.8%
4th Qtr	\$39,668,545	\$40,038,140	-0.9%	\$19,846,477	\$19,331,935	2.7%	\$6,424,479	\$6,606,484	-2.8%	\$65,939,501	\$65,976,559	-0.1%

## Unscheduled Absenteeism

Period	Operators			Maintenance			Facility Support			Total		
	FY 2015	FY 2014	Change	FY 2015	FY 2014	Change	FY 2015	FY 2014	Change	FY 2015	FY 2014	Change
1st Qtr YTD	3.0%	3.3%	-0.3%	2.1%	2.8%	-0.8%	2.2%	1.4%	0.7%	2.8%	3.0%	-0.2%
2nd Qtr YTD	3.3%	3.2%	0.0%	2.0%	2.4%	-0.4%	2.8%	1.7%	1.1%	3.0%	2.9%	0.1%
3rd Qtr YTD	3.4%	3.6%	-0.2%	2.1%	2.4%	-0.3%	2.5%	2.0%	0.5%	3.1%	3.2%	-0.1%
Full year	3.5%	3.6%	-0.1%	2.1%	2.2%	-0.2%	2.3%	1.8%	0.5%	3.1%	3.2%	0.0%

July	3.1%	2.8%	0.3%	3.0%	3.9%	-0.9%	1.8%	0.9%	0.9%	2.9%	2.8%	0.2%
August	2.8%	3.3%	-0.5%	1.9%	2.4%	-0.5%	2.3%	1.6%	0.7%	2.6%	2.9%	-0.3%
September	3.1%	3.8%	-0.7%	1.2%	2.1%	-1.0%	2.3%	1.8%	0.5%	2.7%	3.3%	-0.6%
October	3.3%	2.8%	0.5%	2.3%	2.3%	0.0%	3.8%	2.8%	1.0%	3.2%	2.7%	0.5%
November	3.2%	3.1%	0.2%	2.5%	1.4%	1.0%	2.9%	1.7%	1.2%	3.1%	2.6%	0.5%
December	4.0%	3.9%	0.1%	1.3%	2.2%	-0.8%	3.4%	1.4%	2.0%	3.5%	3.3%	0.2%
January	3.6%	4.2%	-0.6%	1.3%	3.2%	-1.8%	2.0%	2.2%	-0.2%	3.0%	3.8%	-0.7%
February	3.7%	4.3%	-0.6%	2.7%	2.4%	0.3%	2.3%	3.1%	-0.8%	3.4%	3.9%	-0.5%
March	3.7%	4.2%	-0.5%	2.6%	1.7%	0.9%	1.1%	2.2%	-1.1%	3.2%	3.6%	-0.3%
April	3.4%	3.7%	-0.3%	1.6%	1.6%	0.0%	2.3%	1.0%	1.3%	3.0%	3.0%	0.0%
May	4.4%	4.1%	0.3%	2.1%	1.5%	0.6%	1.8%	1.2%	0.6%	3.7%	3.3%	0.4%
June	3.7%	3.1%	0.5%	2.1%	2.1%	0.0%	1.5%	1.8%	-0.3%	3.2%	2.8%	0.4%

# Gateway Arch

	Income (Loss) Before Depreciation		
Quarter	FY 2015	FY 2014	Change
1st Qtr YTD	\$816,318	\$1,134,536	-28.0%
2nd Qtr YTD	(\$4,291,640)	\$1,121,975	-482.5%
3rd Qtr YTD	(\$6,210,789)	\$1,192,196	-621.0%
Full Year	(\$6,150,033)	\$1,466,881	-519.3%

	Tram Ridership		
Quarter	FY 2015	FY 2014	Change
1st Qtr YTD	327,008	347,536	-5.9%
2nd Qtr YTD	451,989	471,239	-4.1%
3rd Qtr YTD	555,271	594,156	-6.5%
Full Year	814,737	885,165	-8.0%

	Tram Ridership		
Month	FY 2015	FY 2014	Change
July	153,124	156,979	-2.5%
August	117,575	124,943	-5.9%
September	56,309	65,614	-14.2%
October	52,740	32,033	64.6%
November	39,556	54,174	-27.0%
December	32,685	37,496	-12.8%
January	25,878	23,447	10.4%
February	20,455	25,964	-21.2%
March	56,949	73,506	-22.5%
April	63,117	70,271	-10.2%
May	84,144	92,486	-9.0%
June	112,205	128,252	-12.5%

# Gateway Arch Parking

	<b>Income (Loss) Before Depreciation</b>		
<b>Quarter</b>	<b>FY 2015</b>	<b>FY 2014</b>	<b>Change</b>
<b>1st Qtr YTD</b>	\$95,305	\$226,144	-57.9%
<b>2nd Qtr YTD</b>	(\$37,637)	\$174,017	-121.6%
<b>3rd Qtr YTD</b>	(\$146,855)	\$63,143	-332.6%
<b>Full Year</b>	(\$67,842)	\$152,832	-144.4%

	<b>Vehicle Transactions</b>		
<b>Quarter</b>	<b>FY 2015</b>	<b>FY 2014</b>	<b>Change</b>
<b>1st Qtr YTD</b>	60,189	94,948	-36.6%
<b>2nd Qtr YTD</b>	79,513	127,816	-37.8%
<b>3rd Qtr YTD</b>	79,513	158,870	-50.0%
<b>Full Year</b>	79,513	210,394	-62.2%

	<b>* Vehicle Transactions</b>		
<b>Month</b>	<b>FY 2015</b>	<b>FY 2014</b>	<b>Change</b>
<b>July</b>	29,021	40,402	-28.2%
<b>August</b>	19,493	33,564	-41.9%
<b>September</b>	11,675	20,982	-44.4%
<b>October</b>	12,303	8,941	37.6%
<b>November</b>	6,970	13,031	-46.5%
<b>December</b>	51	10,896	-99.5%
<b>January</b>	-	8,222	-
<b>February</b>	-	7,435	-
<b>March</b>	-	15,397	-
<b>April</b>	-	11,211	-
<b>May</b>	-	16,721	-
<b>June</b>	-	23,592	-

\* The Gateway Arch Parking Facility closed on December 2, 2014.

# Riverfront Attractions

	Riverboat Passengers		
Month	FY 2015	FY 2014	Change
July	6,496	32,752	-80.2%
August	20,101	23,774	-15.4%
September	4,446	11,443	-61.1%
October	5,660	8,156	-30.6%
November	1,964	2,633	-25.4%
December	340	203	67.5%
January	-	-	-
February	-	-	-
March	5,434	5,650	-3.8%
April	9,405	9,542	-1.4%
May	13,273	16,542	-19.8%
June	5,972	10,028	-40.4%

Quarter	FY 2015	FY 2014	Change
1st Qtr YTD	31,043	67,969	-54.3%
2nd Qtr YTD	39,007	78,961	-50.6%
3rd Qtr YTD	44,441	84,611	-47.5%
Full Year	73,091	120,723	-39.5%

	Income (Loss) Before Depreciation		
Quarter	FY 2015	FY 2014	Change
1st Qtr YTD	\$43,256	\$444,268	-90.3%
2nd Qtr YTD	(\$123,400)	\$362,382	-134.1%
3rd Qtr YTD	(\$382,265)	\$37,087	-1130.7%
Full Year	(\$363,372)	\$33,330	-1190.2%

	Riverboat Cruises		
Quarter	FY 2015	FY 2014	Change
1st Qtr YTD	256	477	-46.3%
2nd Qtr YTD	339	587	-42.2%
3rd Qtr YTD	382	631	-39.5%
Full Year	667	932	-28.4%

	Riverboat Days of Operation		
Quarter	FY 2015	FY 2014	Change
1st Qtr YTD	55	92	-40.2%
2nd Qtr YTD	105	151	-30.5%
3rd Qtr YTD	130	175	-25.7%
Full Year	202	248	-18.5%

# St. Louis Downtown Airport

	Fuel Sales in Gallons		
Month	FY 2015	FY 2014	Change
July	147,048	153,396	-4.1%
August	138,056	165,059	-16.4%
September	146,556	160,327	-8.6%
October	171,728	189,759	-9.5%
November	154,712	136,805	13.1%
December	112,910	105,532	7.0%
January	117,692	124,462	-5.4%
February	140,418	104,235	34.7%
March	155,977	154,339	1.1%
April	134,439	167,417	-19.7%
May	160,934	149,801	7.4%
June	161,562	146,508	10.3%

Quarter	FY 2015	FY 2014	Change
1st Qtr YTD	431,660	478,782	-9.8%
2nd Qtr YTD	871,010	910,878	-4.4%
3rd Qtr YTD	1,285,097	1,293,914	-0.7%
Full Year	1,272,488	1,757,640	-27.6%

	Income (Loss) Before Depreciation		
Quarter	FY 2015	FY 2014	Change
1st Qtr YTD	(\$20,729)	\$127,064	-116.3%
2nd Qtr YTD	\$29,088	\$225,575	-87.1%
3rd Qtr YTD	\$19,927	\$256,252	-92.2%
Full year	\$4,256	\$247,850	-98.3%

	Aircraft Movements		
Quarter	FY 2015	FY 2014	Change
1st Qtr YTD	23,874	33,603	-29.0%
2nd Qtr YTD	44,412	57,712	-23.0%
3rd Qtr YTD	64,523	77,003	-16.2%
Full Year	88,345	106,996	-17.4%

	Average Based Aircraft		
Quarter	FY 2015	FY 2014	Change
1st Qtr YTD	317	328	-3.6%
2nd Qtr YTD	318	326	-2.4%
3rd Qtr YTD	322	323	-0.3%
Full Year	325	321	1.2%

## Executive Services

### Income (Loss) Before Depreciation

Quarter	FY 2015	FY 2014	Change
1st Qtr YTD	\$415,849	\$414,537	0.3%
2nd Qtr YTD	\$5,845,090	\$493,635	1084.1%
3rd Qtr YTD	\$742,130	\$437,436	69.7%
Full Year	\$1,002,122	\$586,829	70.8%

Quarter	FY 2015	FY 2014	Change
1st Qtr	415,849	414,537	0.3%
2nd Qtr	5,429,241	79,098	6763.9%
3rd Qtr	(5,102,960)	(56,199)	-8980.2%
4th Qtr	259,992	149,394	74.0%

# Definitions

## Transit

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### **Customer complaint**

Passenger or general public dissatisfaction expressed to Customer Service by phone call, letter or email for which there is no immediate, satisfactory explanation; includes operator behavior, service, equipment maintenance or suitability, or other concerns. System customer complaints have been restated to include complaints not specifically related to an operating facility.

### **Expense**

Excludes depreciation, amortization, debt expense and the 2% sheltered workshop pass-through. Allocations by mode are based on a management-developed model. (See also "Operating Expense.")

### **Failure**

Metro Call A Ride: Revenue service interruption whereby a vehicle is unable to complete the assigned run and must be removed from service because of a mechanical, wheelchair lift, or other equipment failure. Road hazard tire failures, vandalism, accidents, and other failures not related to maintenance of vehicles are not reported.

MetroLink: Revenue service interruption whereby a train is delayed by five minutes or more or removed from service for mechanical reasons.

### **Farebox recovery**

Passenger revenue as a percent of operating expense.

### **Fleet size**

Number of revenue vehicles at the end of the reporting period.

### **On-time performance**

MetroBus and MetroLink: A trip is considered "on-time" if the vehicle departs within the time frame of 59 seconds before schedule or arrives within 4:59 minutes after schedule.

Metro Call-A-Ride: Appointments are made giving the passenger an estimated arrival time. A trip is considered on-time if arrival for the appointment is within 20 minutes before or after the appointment time.



## Transit

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### **Operating expense**

Expense less leases and rentals, which is a National Transit Database definition. Allocations by mode are based on National Transit Database instructions which are different than the management-developed cost allocation model. (See also "Expense.")

### **Passenger boardings**

Includes original revenue vehicle boardings and all transfers based on bus farebox counts, MetroLink ridership modeling using Automatic Passenger Counter (APC) technology, and actual Call-A-Ride passengers.

### **Passenger injury**

Physical harm or alleged physical harm to a passenger or bystander involved in an Agency accident. One vehicle accident may result in multiple injuries.

### **Peer**

City which management considers to be comparable to St. Louis. Certain cities report more than one agency in which case the agency results have been combined.

### **Revenue hours**

Time that MetroBus/Call-A-Ride vehicles or MetroLink trains operate in passenger service including special service.

### **Revenue miles**

Distance that MetroBus/Call-A-Ride vehicles or MetroLink trains operate in passenger service including special service.

### **Revenue recovery**

Passenger revenue, Transit Management Association revenue, and paratransit contractual revenue as a percent of expense.

### **Ridership**

Total passenger boardings.

### **Roadcall**

MetroBus revenue service interruption whereby the vehicle is delayed because of mechanical, tire, farebox, wheelchair life or other equipment failure. A delay is not counted as a roadcall unless the delay is five minutes or more.

## Transit

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### **Subsidy**

Subsidy as reported on "System Profile" - Expense less operating revenue except federal, state and local assistance.

Subsidy as reported on "Peer Performance - System" - Operating expense less passenger revenue.

### **Total hours**

Revenue hours plus deadhead hours (e.g., from the facility to the start of a revenue trip).

### **Total miles**

Revenue miles plus deadhead miles (e.g., from the facility to the start of a revenue trip).

### **Unscheduled absenteeism**

Operator, mechanic and facility support sick time and unauthorized leave as a percent of current staffing, excluding overtime.

### **Vehicle accident**

Incident in which an Agency vehicle makes physical contact with another vehicle, a fixed object or a person. It also includes derailments or leaving the road.

### **Vehicle miles**

For MetroBus and Call-A-Ride, total miles and vehicle miles are the same. For MetroLink, total mileage for each car of a two-car train is included.

## Non-Transit

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### **Aircraft movement**

Takeoff or landing recorded by the tower. Movements when the tower is closed are not included.

### **Airport fuel sales**

Number of gallons of aviation fuel delivered to the fixed base operators.

### **Arch tram ridership**

Number of adult and child tickets sold.

### **Based aircraft**

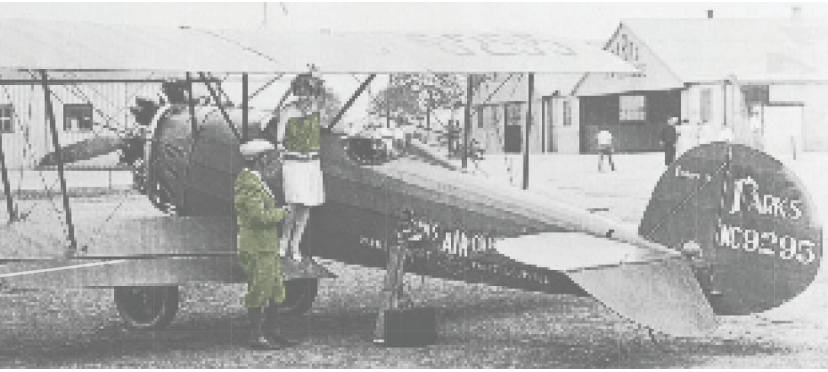
Average number of aircraft stored in owned or leased hangers or outside ramps. Quarterly, the amount represents the average of the month-end counts.

### **Parking Facility vehicle transactions**

Number of vehicles exiting the facility (excluding monthly customers) that have paid by either a Pay at the Entrance Transaction, Pay Machines Transaction, or Booth Cashier Transaction.

### **Riverfront Attractions**

Includes the Gateway Arch Riverboats and bike rentals, operated by Metro, and a heliport owned by Metro but operated under contract by another party.



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**Metro**

**To:** Board of Commissioners

**From:** Larry B. Jackson   
V.P. Procurement, Inventory Management &  
Supplier Diversity

**Date:** August 13, 2015

**Subject: Quarterly Procurement Activity Report  
Fiscal Year End 2015**

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Metro Board Policy Chapter 50 Section 010 Paragraph N.3 requires that we provide quarterly reports to the Board relating to procurement activities, which exceed \$100,000, including contract modifications and award of options. The report format that has been used the past several years includes the key sections that are explained below.

**Section 1 – Non-Competitive Procurement Trend**

Federal regulations and Board Policy require that all procurements be conducted in a manner which fosters full and open competition. In certain instances however, competition is not feasible or practical. This section of the report summarizes the trend and relationship of non-competitive spend to total spend. All individual non-competitive contract awards exceeding \$100,000 are presented to the Board of Commissioners for approval prior to award. Other non-competitive expenditures must be approved by the appropriate Division Vice President, the Vice President of Procurement, and the President & CEO prior to award.

**Section 2 – Procurement Contract Awards**

This report lists all major (>\$100,000) contract awards during the reporting period and the relevant contract information for each. Information in this report is now listed in descending contract dollar value as requested previously by the Committee.

### **Section 3 – Contract Modifications**

This report lists all contract modification actions executed during the period where the total revised contract amount exceeds \$100,000. Contract modifications include changes to contract scope, exercise of options and extensions, or other actions effecting the contract term. Information in this report is listed in descending contract dollar value as requested previously by the Committee.

### **Section 4 – Davis Bacon Act Projects**

The Davis Bacon Act requires that all construction contracts financed with Federal assistance contain provisions requiring that all laborers and mechanics employed by the contractors or subcontractors to work on the project must be paid wages not less than those established for the area by the Secretary of Labor. The contractors listed in this section submit weekly “certified payrolls” to Metro, which we monitor in accordance with the regulatory requirements.

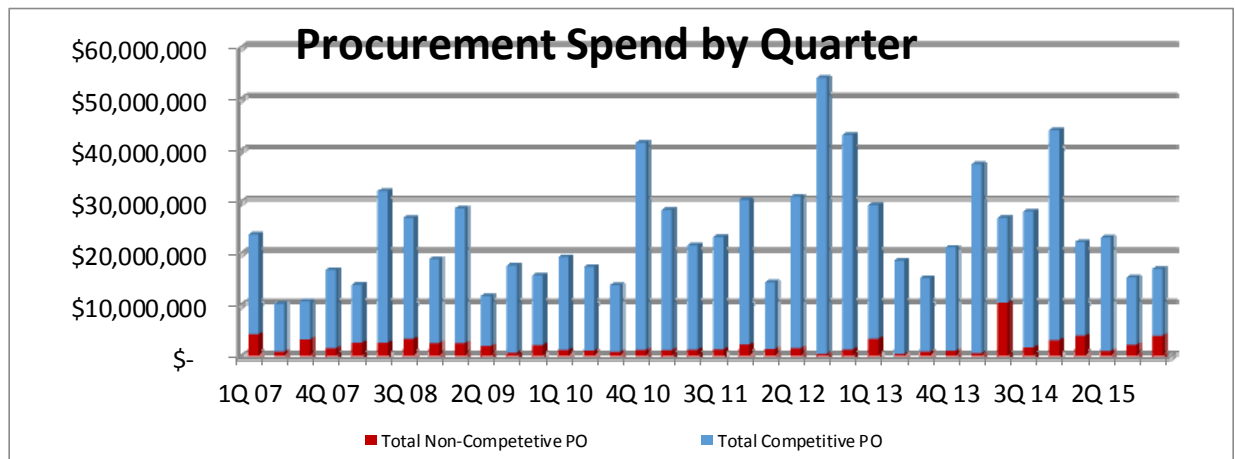
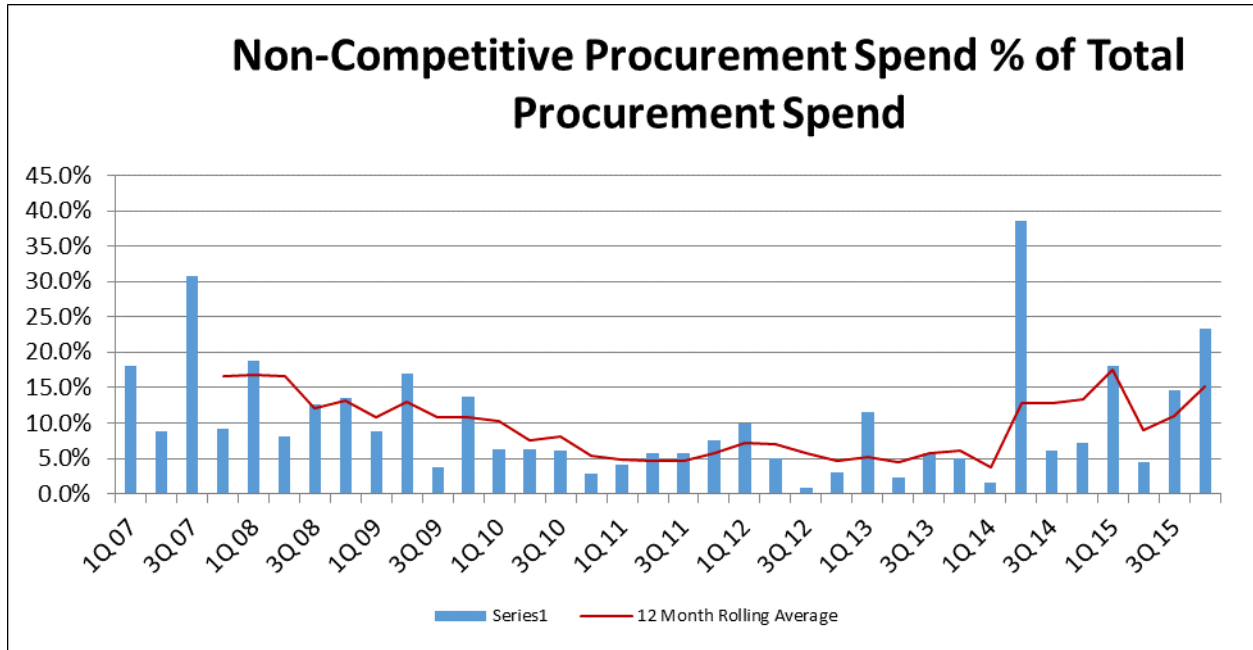
### **Section 5 – Procurement Card Administration**

Metro’s Procurement Department administers a Procurement Card Program, which provides a means for cardholders to procure low-dollar goods and services independently. This program reduces the administrative burden of processing Purchase Orders and Check Requests for small dollar purchases (typically less than \$2500). The report included in this section details the overall volume of transactions and information related to procedural violations and administrative actions on those violations.

Please feel free to contact me with any suggestions, questions, or information requests that you may have.

# **Procurement Activity Report** **Non-Competitive Procurement Trend** **Fourth Quarter FY2015**

Fourth Quarter 2015 Non-Competitive Procurements totaled \$3,973,436 or 23.4% of total Purchase Order Commitment volume of \$16,971,712. Fiscal 2015 Year End Non-Competitive Procurements totaled \$11,215,084 or 14.5% of total Purchase Order Commitment volume of \$77,516,891.





**CONTRACT AWARDS EXCEEDING \$100,000**  
**JULY 1, 2014 - JUNE 30, 2015**

<u>Number</u>	<u>Rev</u>	<u>Description</u>	<u>Type</u>	<u>Order Date</u>	<u>Supplier</u>	<u>Amount</u>	<u>Buyer</u>	<u>Closure Status</u>	<u>DBE Goal</u>
47402	0	Express Scripts Pharmacy, Three Base Years, Period of Performance December 1, 2014 - November 30, 2017.	Contract Purchase Agreement	11/25/14	EXPRESS SCRIPTS	\$ 21,994,086	Rowey, Deborah	Open	0.0%
47111	0	14-SB-99550-SM, MetroLink Station Cleaning, Three Base Years and Two Option Years, Period of Performance September 25, 2014 - September 24, 2019.	Contract Purchase Agreement	07/25/14	KATSAM LLC	\$ 5,770,470	McCuaig, Shauna	Open	15.0%
47605	0	15-RFP-100842-CB North County Transfer Center - Phase I. Period of Performance December 23, 2014 - December 23, 2015.	Standard Purchase Order	12/19/14	C RALLO CONTRACTING CO	\$ 5,085,000	Bonds, Charcita	Open	26.2%
48711	4	14-RFP-100998-DR - Metro Operator Uniforms, Three Base Years and Two Option Years, Period of Performance May 2015 - April 2020.	Contract Purchase Agreement	04/22/15	LEON UNIFORM COMPANY	\$ 2,191,950	Rowey, Deborah	Open	0.0%
46128	0	Trapeze Software and License Maintenance Transit Operations Improvement, Period of Performance June 19, 2014 - June 19, 2016.	Standard Purchase Order	07/10/14	TRAPEZE SOFTWARE GROUP	\$ 1,942,170	Griffin, Sandra	Open	0.0%
48671	0	15-SS-101454-DW Tunnels Two and Three Leak Remediation, One Year Contract, Period of Performance April 27, 2015 - April 26, 2016.	Standard Purchase Order	04/16/15	GALL ZEIDLER CONSULTANTS LLC	\$ 1,533,152	Gates, Carol	Open	0.0%
49202	0	15-SB-101402-TJ Missouri and Illinois Railcar Cleaning, Two Base Years and Three Option Years, Period of Performance July 1, 2015 - July 1, 2020.	Contract Purchase Agreement	06/11/15	MERS/GOODWILL	\$ 1,221,569	Johnson, Theresa	Open	10.0%
47406	0	14-RFP-99506-DR Stop Loss Insurance Services , Period of Performance January 1, 2015 - December 31, 2017.	Contract Purchase Agreement	11/25/14	CONNECTICUT GENERAL LIFE INSURANCE COMPANY	\$ 1,056,714	Rowey, Deborah M	Open	0.0%
46972	0	14-RFP-99536-DR Temporary Help Services, Three Base Years and Two Option Years, Period of Performance October 20, 2014 - October 19, 2019.	Blanket Purchase Agreement	10/08/14	ROTH STAFFING COMPANIES L P	\$ 934,722	Rowey, Deborah	Open	0.0%
49419	1	15-SB-101602-CG Tree Maintenance Services, Three Base Years and Two Option Years, Period of Performance July 20, 2015 - July 19, 2020.	Contract Purchase Agreement	06/24/15	HAPPY TREE SERVICE	\$ 918,000	Gates, Carol	Open	0.0%
46973	0	14-RFP-99536-DR Temporary Help Services, Three Base Years and Two Option Years, Period of Performance October 20, 2014 - October 19, 2019.	Blanket Purchase Agreement	10/08/14	STIVERS STAFFING SERVICES	\$ 914,795	Rowey, Deborah	Open	0.0%

**CONTRACT AWARDS EXCEEDING \$100,000**  
**JULY 1, 2014 - JUNE 30, 2015**

<u>Number</u>	<u>Rev</u>	<u>Description</u>	<u>Type</u>	<u>Order Date</u>	<u>Supplier</u>	<u>Amount</u>	<u>Buyer</u>	<u>Closure Status</u>	<u>DBE Goal</u>
49525	1	15-SB-101528-CG Oracle Annual Maintenance - E-Business Suite, Two Base Years and Two Option Years, Period of Performance August 1, 2015 - July 31, 2019.	Contract Purchase Agreement	06/30/15	MYTHICS INC	\$ 894,867	Gates, Carol	Open	0.0%
48750	0	15-RFP-101101-VH Metro Cell Phone Services, Two Base Years and Two Option year, Period of Performance February 27, 2015 to February 26, 2019.	Contract Purchase Agreement	03/04/15	SPRINT	\$ 864,000	Haynes, Vickie	Open	0.0%
46974	0	14-RFP-99536-DR Temporary Help Services, Three Base Years and Two Option Years, Period of Performance October 20, 2014 - October 19, 2019.	Blanket Purchase Agreement	10/08/14	ABOVE ALL PERSONNEL	\$ 852,374	Rowey, Deborah	Open	0.0%
46971	0	14-RFP-99536-DR Temporary Help Services, Three Base Years and Two Option Years, Period of Performance October 20, 2014 - October 19, 2019.	Blanket Purchase Agreement	10/08/14	STAFFING SOLUTIONS INC	\$ 805,051	Rowey, Deborah	Open	0.0%
46970	0	14-RFP-99536-DR Temporary Help Services, Three Base Years and Two Option Years, Period of Performance October 20, 2014 - October 19, 2019.	Blanket Purchase Agreement	10/08/14	MANPOWER	\$ 798,505	Rowey, Deborah	Open	0.0%
46375	0	14-SB-99459-TJ DeBaliviere Facility Cleaning, Two Base Years and Three Option Years, Period of Performance August 15, 2014 - August 14, 2019.	Contract Purchase Agreement	08/05/14	ISS FACILITY SERVICES, INC	\$ 783,395	Johnson, Theresa	Open	15.0%
46814	0	15-SB-100690-SM Tactile Warning Strip Replacement II Project.	Standard Purchase Order	09/22/14	L. KEELEY CONSTRUCTION CO.	\$ 718,062	McCuaig, Shauna	Open	15.0%
47039	0	14-SB-100640-SG MetroLink Manual Ticket Sales/Revenue Services, Two Base Years and One Option Year, Period of Performance August 18, 2014 - August 17, 2017.	Contract Purchase Agreement	08/12/14	ABOVE ALL PERSONNEL	\$ 666,638	Griffin, Sandra	Open	10.0%
48247	0	15-SB-101255-DH Wood Ties and Spikes.	Standard Purchase Order	03/03/15	NATURAL WOOD SOLUTIONS, LLC	\$ 612,000	Hill, Diana	Open	0.0%
48398	0	15-SB-101188-CB Spruce Street Bridge Replacement Design and Construction Phase Services, Period of Performance 3/18/2015 thru 8/31/2016.	Standard Purchase Order	03/17/15	URS CORPORATION	\$ 605,121	Bonds, Charcita	Open	22.0%
47066	0	15-SB-100757-SM Shrewsbury Station Pavement and Wall Repair.	Standard Purchase Order	10/16/14	ST LOUIS BRIDGE CO	\$ 576,890	McCuaig, Shauna	Open	17.0%
49319	0	15-SB-101554-DGR Feeder Wire Rehabilitation and Substation Waterproofing at MO-08 & 09. Period of Performance July 2015 - January 2016.	Standard Purchase Order	06/19/15	TGB, INC.	\$ 568,286	Ramsay, David	Open	9.5%

**CONTRACT AWARDS EXCEEDING \$100,000**  
**JULY 1, 2014 - JUNE 30, 2015**

<u>Number</u>	<u>Rev</u>	<u>Description</u>	<u>Type</u>	<u>Order Date</u>	<u>Supplier</u>	<u>Amount</u>	<u>Buyer</u>	<u>Closure Status</u>	<u>DBE Goal</u>
48026	0	15-SS-101268-DW JNEM AV/IT Software Production, Period of Performance February 2015 - April 2015.	Standard Purchase Order	02/11/15	APERTURE FILMS LTD	\$ 497,550	Wright, Diane	Open	0.0%
47879	0	14-RFP-99505-DR Voluntary Critical Illness & Accident Insurance Program, Three Base Years and Two Option Years, Period of Performance January 1, 2015 - December 31, 2019.	Contract Purchase Agreement	12/31/15	AMERICAN HERITAGE LIFE INSURANCE CO	\$ 492,000	Rowey, Deborah	Open	0.0%
48919	1	Herman Miller Systems Furniture for Completion of Workstation Layout Plans and Proposal Dated May 1, 2015.	Standard Purchase Order	05/14/15	INTERIOR INVESTMENTS OF ST LOUIS	\$ 449,900	Hill, Diana	Open	0.0%
47793	0	14-RFP-98761-DR Health & Welfare Consultant Services, Three Base Years and Two Option Years, Period of Performance October 2014 - October 2019.	Contract Purchase Agreement	12/31/14	GALLAGHER BENEFIT SERVICES INC	\$ 427,000	Rowey, Deborah	Open	0.0%
48832	1	15-SB-101008-SG, Metro Armored Car Services, One Base Year, Period of Performance May 1, 2015 - April 30, 2016.	Contract Purchase Agreement	05/05/15	LOOMIS ARMORED US INC	\$ 407,852	Griffin, Sandra	Open	0.0%
46099	0	Transitmaster Hardware/Software Agreement Period of Performance July 1, 2014 - June 30, 2015.	Standard Purchase Order	07/10/14	TRAPEZE SOFTWARE GROUP	\$ 388,283	Hill, Diana	Closed	0.0%
48899	0	Trapeze Annual Maintenance Fees for Metro FX, PASS, and Customer Service Trapeze products. Period of performance May 1, 2015 to April 30, 2016.	Standard Purchase Order	05/12/15	TRAPEZE SOFTWARE GROUP	\$ 375,645	Griffin, Sandra	Closed	0.0%
47487	0	15-SB-100966-DAB Illinois Bus Cleaning, Two Base Years, Period of Performance December 16, 2014 - Dec. 15, 2016.	Contract Purchase Agreement	12/08/14	ISS FACILITY SERVICES, INC	\$ 362,410	Baldwin, Deborah	Open	15.0%
48890	0	National Park Service Arch Transportation System Tram Mechanics, Period of Performance July 2014 - March 2015.	Standard Purchase Order	05/12/15	NATIONAL PARK SERVICE	\$ 330,527	Griffin, Sandra	Open	0.0%
46235	0	14-100619-DW -JNEM Project for Gateway Arch Corrosion Investigation Studye - Phase 3. Period of Performance June 3, 2014 - June 3, 2016.	Standard Purchase Order	07/22/14	WISS, JANNEY, ELSTNER ASSOCIATES INC	\$ 312,431	Wright, Diane	Open	0.0%
47815	0	15-RFI-10198-SG Beverage, Produce, and Supply Items for the Gateway Riverboats , Period of Performance January 1, 2015 to December 31, 2015.	Standard Purchase Order	01/20/15	US FOODSERVICE INC	\$ 307,400	Griffin, Sandra	Open	0.0%
46670	0	15-RFQ-100906-DAB Winter Storm Supplies Magnesium Chloride, Period of Performance Winter 2014 - 2015.	Standard Purchase Order	09/05/14	INDUSTRIAL SOAP CO	\$ 305,967	Baldwin, Deborah	Open	0.0%

**CONTRACT AWARDS EXCEEDING \$100,000**  
**JULY 1, 2014 - JUNE 30, 2015**

<u>Number</u>	<u>Rev</u>	<u>Description</u>	<u>Type</u>	<u>Order Date</u>	<u>Supplier</u>	<u>Amount</u>	<u>Buyer</u>	<u>Closure Status</u>	<u>DBE Goal</u>
47679	0	14-SS-101038-DW City ArchRiver 2015 (CAR) Project, Sole Source, Period of Performance November 30, 2014 - November 30, 2017.	Standard Purchase Order	12/31/14	JANET K WILDING, POLICY AND CHANGE, LLC	\$ 300,000	Wright, Diane	Open	0.0%
47400	0	Microsoft Office Professional Plus 2013, 850 Licenses.	Standard Purchase Order	11/25/14	WORLD WIDE TECHNOLOGY INC	\$ 285,983	Haynes, Vickie	Open	0.0%
46671	0	15-RFQ-100906-DAB Winter Storm Supplies Bulk Salt and Bagged Sand, Period of Performance Winter 2014 - 2015.	Standard Purchase Order	09/05/14	KIRKWOOD MATERIAL SUPPLY, INC.	\$ 263,425	Baldwin, Deborah	Open	0.0%
48351	1	15-SB-100799-CB Track Geometry Testing, Five Base Years, Period of Performance March 13, 2015 - March 13, 2020.	Contract Purchase Agreement	03/12/15	HOLLAND COMPANY LP	\$ 259,499	Bonds, Charcita	Open	0.0%
47439	1	Project 1869 Audio Frequency Circuit Upgrade for LRVs, Sole Source.	Standard Purchase Order	12/01/14	GETS GLOBAL SIGNALING LLC	\$ 256,334	Hill, Diana	Open	0.0%
46612	1	RFQ 99305, 2 Two LRV Battery Sets for each of 33 LRV's Plus One Spare Set.	Standard Purchase Order	09/02/14	HOPPECKE BATTERIES INC	\$ 250,384	Hill, Diana	Open	0.0%
47547	0	15-SB-101107-TJ Transmission Fluid, Period of Performance December 19, 2014 - May 13, 2015.	Standard Purchase Order	12/12/14	WALLIS LUBRICANT INC.	\$ 248,500	Johnson, Theresa	Open	0.0%
49582	0	15-RFP-101675-CB On-Site Construction Management Services, Period of Performance July 8, 2015 - March 31, 2016.	Standard Purchase Order	06/30/15	JACOBS ENGINEERING GROUP INC	\$ 241,000	Bonds, Charcita	Open	0.0%
46610	0	14-SB-99133-DH Cummins Diesel Motor Oil and Automotive Motor Oil, Period of Performance Five Years, Pricing September 3, 2014 - March 2, 2015.	Standard Purchase Order	08/29/14	WALLIS LUBRICANT INC.	\$ 231,240	Hill, Diana	Open	0.0%
47162	0	15-RFQ-101110-DAB Sodium Chloride Blend, Period of Performance Winter 2014-2015.	Standard Purchase Order	10/27/14	KIRKWOOD MATERIAL SUPPLY, INC.	\$ 209,745	Baldwin, Deborah	Open	0.0%
49405	0	15-SB-101705-TJ, Purchase of two new color printers and one new monochrome copier/printer for Officer Services Department.	Standard Purchase Order	06/24/15	KONICA MINOLTA BUSINESS SOULTIONS USA INC	\$ 208,448	Johnson, Theresa	Open	0.0%
47852	1	North and South Tram Replacement Project including Labor, Equipment Removal and Replacement.	Standard Purchase Order	01/21/15	INTERLIFT INDUSTRIES INC	\$ 193,700	Griffin, Sandra	Closed	0.0%
49099	0	15-RFQ-101798-CB Purchase of Unleaded Gasoline, Period of Performance June 1, 2015 - August 30, 2015.	Standard Purchase Order	06/01/15	GATEWAY FS INC	\$ 191,820	Bonds, Charcita	Open	0.0%

**CONTRACT AWARDS EXCEEDING \$100,000**  
**JULY 1, 2014 - JUNE 30, 2015**

<u>Number</u>	<u>Rev</u>	<u>Description</u>	<u>Type</u>	<u>Order Date</u>	<u>Supplier</u>	<u>Amount</u>	<u>Buyer</u>	<u>Closure Status</u>	<u>DBE Goal</u>
47489	0	15-RFQ-101177-SG Dry Dock Inspection for Tom Sawyer.	Standard Purchase Order	12/08/14	SCF SERVICES, LLC	\$ 179,896	Griffin, Sandra	Open	0.0%
47041	0	14-RFP-100638-SG Passenger Counting and Surveying , One Base Year and Two Option Years, Period of Performance August 8, 2014 - August 7, 2017.	Contract Purchase Agreement	10/15/14	CRITIQUE PERSONNEL SERVICE INC	\$ 165,720	Griffin, Sandra	Open	10.0%
47229	0	14-SB-100731-CB Purchase and Installation of Analog Addressable Fire Alarm System, Period of Performance November 7, 2014 - April 6, 2015.	Standard Purchase Order	11/04/14	ARTISAN CONSTRUCTORS, LLC	\$ 147,144	Bonds, Charcita	Open	0.0%
47646	0	15-RFQ-101292-CB Purchase of Unleaded Gasoline, Period of Performance January 1, 2015 - March 31, 2015.	Standard Purchase Order	12/29/14	ENERGY PETROLEUM COMPANY 8135	\$ 145,950	Bonds, Charcita	Open	0.0%
46077	0	Programmer/Analyst II for Transit Operations Improvement Project, Period of Performance July 14, 2014 - July 13, 2015.	Standard Purchase Order	07/03/14	ADVANCED RESOURCES INC	\$ 145,600	Haynes, Vickie	Open	0.0%
47678	0	15-SB-100671-SM Replacement of St. Louis Downtown Airport Roof	Standard Purchase Order	12/31/14	GEISSLER ROOFING COMPANY, INC.	\$ 144,000	Wright, Diane	Open	0.0%
48828	0	National Park Service FY 2015 Law Enforcement Services, Arch Parking Garage, Final Invoices, Period of Performance July 3, 2014 - January 7, 2015.	Standard Purchase Order	05/04/15	NATIONAL PARK SERVICE	\$ 139,955	Griffin, Sandra	Closed	0.0%
49147	0	15-SB-101718-CG Furniture Installation for Metropolitan Square.	Standard Purchase Order	06/04/15	INTERIOR INVESTMENTS OF ST LOUIS	\$ 135,693	Gates, Carol	Open	0.0%
48888	1	15-SB-101107-TJ Synthetic or Synthetic Blend Transmission Fluid, Two Base Years, Period of Performance, May 15, 2015 - May 15, 2017.	Standard Purchase Order	05/11/15	WALLIS LUBRICANT INC.	\$ 134,190	Johnson, Theresa	Open	0.0%
46822	0	14-RFP-100702-VH Assist and Guide Metro through the Transit Asset Management Implementation Process, Period of Performance September 24, 2014 - March 23, 2015.	Standard Purchase Order	09/23/14	FOUR NINES TECHNOLOGIES	\$ 130,720	Haynes, Vickie	Open	0.0%
48864	0	North County Transit Center Automated Vehicle Locator Systems.	Standard Purchase Order	05/08/15	TRAPEZE SOFTWARE GROUP	\$ 129,501	Hill, Diana	Open	0.0%
47813	0	15-RFI-10198-SG Beverage, Produce, and Supply Items for the Gateway Riverboats , Period of Performance January 1, 2015 to December 31, 2015.	Standard Purchase Order	01/20/15	SYSCO ST LOUIS LLC	\$ 129,000	Griffin, Sandra	Open	0.0%
49505	0	15-RFP-101566-CB Procedure Review Consultant Services, Period of Performance July 2015 - February 2016.	Standard Purchase Order	06/30/15	CGN & ASSOCIATES, INC	\$ 115,000	Bonds, Charcita	Open	0.0%

**CONTRACT AWARDS EXCEEDING \$100,000**  
**JULY 1, 2014 - JUNE 30, 2015**

<u>Number</u>	<u>Rev</u>	<u>Description</u>	<u>Type</u>	<u>Order Date</u>	<u>Supplier</u>	<u>Amount</u>	<u>Buyer</u>	<u>Closure Status</u>	<u>DBE Goal</u>
46195	1	RFQ 96215 Phoenix hardware to retrofit remaining 73 buses with smart bus hardware.	Standard Purchase Order	07/17/14	LHP TELEMATICS, LLC	\$ 109,500	Johnson, Theresa	Closed	0.0%
47447	0	15-SB-101142-DAB Backhoe Loader and Accessories	Standard Purchase Order	12/02/14	FABICK CAT	\$ 108,360	Baldwin, Deborah	Closed	0.0%
48075	0	15-RFQ-101034-SM/DW On-Call A&E Services STL Downtown Airport, Five Base Years, Period of Performance Feb 18, 2015 - Feb 17, 2020.	Contract Purchase Agreement	02/18/15	HANSON PROFESSIONAL SERVICES INC.	\$ 100,000	Wright, Diane	Open	0.0%

Contract Modifications FY2015  
July 2014 - June 2015

Contract #	Task Order	Mod #	Description	Reason for Mod	Contractor	DBE %	Original Contract Amount	Mod Date	Mod Amount	Revised Contract Amount	Funding Source	# Days Extended	# of Extensions to Date
12-SB-5786-MM		5	Eads Bridge Rehab	Additional Work	St. Louis Bridge Construction Company	12.00%	\$ 36,326,412	12/11/14	\$ 3,112,200	\$ 40,360,704	ARRA/FTA	0	0
11-SB-5433-DCD/DW		10	MetroLink Stations and North Hanley Garage Cleaning	Additional Funds	Mers/Goodwill	15.00%	\$ 5,629,297	11/18/2014	\$ 122,622	\$ 10,994,622	Operations	0	0
10-RFP-5564-DH		21	Automatic Fare Collection & Smart Card system	Change of Scope	Indra, USA	0.00%	\$ 6,625,896	02/24/15	\$ 274,000	\$ 10,646,450	MO-04-0113 MO-05-0028 Prop M SCCTD	0	0
10-RFP-5648-DH		4	Farebox Collection System	Change in Scope	Scheidt & Bachmann	7.00%	\$ 9,976,369	11/14/2014	\$ 5,685	\$ 10,329,203	MO-04-0113 Prop M SCCTD	0	0
13-RFP-5949-DH		1	Communications System Agreement	Change in Scope	Motorola Solutions, Inc.	0.00%	\$ 9,533,163	07/03/14	\$ -	\$ 9,533,163	MO-90-X204 Prop M	0	0
14-RFP-98858-DH	1		Purchase of Paratransit Vans	Change in Scope Additional Funds	Central Stated Bus Sales	N/A	\$ 5,855,065	09/04/14	\$ 192,833	\$ 6,047,898	MO-04-0130	0	0
14-SB-99550-SM/CG		2	MetroLink Station Cleaning	Additional Funds	Katsam Enterprises	15.00%	\$ 5,770,470	04/22/15	\$ 25,000	\$ 5,805,470	Operations	0	0
14-SB-99550-SM		1	MetroLink Station Cleaning	Change in Scope	Katsam Enterprises	15.00%	\$ 5,780,470	11/14/2014	\$ 10,000	\$ 5,790,470	N/A	0	0
10-RFP-5623-DR		3	Medical TPA Services	Exercise Option Year 2	Cigna HealthCare of St. Louis	15.00%	\$ 5,700,000	01/04/15	\$ -	\$ 5,700,000	Operations	0	0
12-SB-5865-DGR		6	SWIC MetroLink Improvements	Change in Scope	The Kilian Co.	15.00%	\$ 5,344,893	12/10/14	\$ 1,247	\$ 5,591,142	SCCTD	0	0
13-SC-5933-DGR		3	Illinois Slope Stabilization Services & Scour Protection Phase 2	Time Extension	Illinois Excavators, Inc.	15.00%	\$ 4,705,629	02/17/15	\$ -	\$ 4,857,874	CAP-11-986-ILL	180	2
13-SB-5933-DGR		2	Illinois Slope Stabilization Services & Scour Protection Phase 2	Additional Work	Illinois Excavators, Inc.	15.00%	\$ 4,705,629	12/11/14	\$ 26,375	\$ 4,857,874	CAP-11-986-ILL	0	0

Contract Modifications FY2015  
July 2014 - June 2015

Contract #	Task Order	Mod #	Description	Reason for Mod	Contractor	DBE %	Original Contract Amount	Mod Date	Mod Amount	Revised Contract Amount	Funding Source	# Days Extended	# of Extensions to Date
13-DN-5933-DGR		1	Illinois Slope Stabilization Services & Scour Protection Phase 2	Additional Funds Additional Work	Illinois Excavators, Inc.	15.00%	\$ 4,705,629	09/12/14	\$ 125,870	\$ 4,831,499	CAP-11-986-ILL	0	0
09-RFP-5516-CB/MM		3	Eads Bridge Rehabilitation Engineering Services Part II	Additional Funds Time Extension	Transystems Corporation	13.00%	\$ 1,499,956	06/15/15	\$ 520,000	\$ 3,817,284	MO-90-X281 Prop M	180	1
13-RFP-5980-SG		5	Security & Fare Enforcement Services	Additional Funds	Securitas Security Services USA, Inc.	0.00%	\$ 3,235,705	05/20/15	\$ 75,547	\$ 3,543,345	Operations	0	0
13-RFP-5980-SB		4	Security & Fare Enforcement Services Base Year 2 PO	Change in Scope	Securitas Security Services USA, Inc.	10.00%	\$ 334,046	10/09/14	\$ 133,752	\$ 3,467,798	Operations	0	0
11-FRP-5690-CB		2	Track Maintenance Services	Exercise Option Year 2	Ironhorse, Inc.	0.00%	\$ 1,737,448	02/16/00	\$ 715,788	\$ 3,169,024	Operations	0	0
11-RFP-5737-DGR		5	Elevator and Escalator Full Maintenance and Repair	Additional Funds	ThyssenKrupp Elevator Corporation	0.00%	\$ 2,092,660	06/23/15	\$ 46,078	\$ 2,934,383	Operations	0	0
11-RFP-5737-DGR		4	Elevator & Escalator Full Service Repair	Change in Scope	ThussenKrupp Elevator Corporation	0.00%	\$ 2,092,660	02/04/15	\$ -	\$ 2,888,305	Operations	0	0
Purchase Order 48913		1	Trapeze Software License and Maintenance	Change in Scope	Trapeze Software Group	0.00%	\$ 2,733,684	06/03/15	\$ 87,854	\$ 2,821,538	Operations	0	0
Purchase Order 39796		1	TransitMaster vehicle upgrade and expansion	Additional work Time Extension	Trapeze Software Group	0.00%	\$ 557,681	01/28/15	\$ -	\$ 2,788,405	MOX90-X231 Prop M SCCTD	0	0
11-RFP-5703-DR		4	Temporary Help Services	Time Extension	Above All Personnel & Ultimate Staffing Services	14.00%	\$ 893,657	07/15/14	\$ -	\$ 2,734,438	Operations	180	2
13-RFP-5995-CB		2	Design & Consruction Phase Services North County Transfer Center Phase 1 & 2	Change in Scope	NCTC-2013 JV	13.00%	\$ 2,243,447	10/15/14	\$ 111,724	\$ 2,567,950	MO-95-X015 MO-90-X296, and STCF	0	0
09-SB-5519-SG		4	Metro Armored Car Services	Time Extension	Loomis Aromred US, Inc.	0.00%	\$ 1,301,744	03/06/15	\$ -	\$ 2,442,581	Operations	180	3



Contract Modifications FY2015  
July 2014 - June 2015

Contract #	Task Order	Mod #	Description	Reason for Mod	Contractor	DBE %	Original Contract Amount	Mod Date	Mod Amount	Revised Contract Amount	Funding Source	# Days Extended	# of Extensions to Date
09-SB-5519-SG		3	Metro Armored Car Services	Time Extension	Loomis Aromored US, Inc.	0.00%	\$ 1,301,744	02/04/15	\$ 236,422	\$ 2,442,581	Operations	120	2
10-RFP-5562-DR		5	Occupational Medicine - Medical Examinatons, Drug & Alcohol Screening Services	Time Extension	BJC Corporate Health Services (BarnesCare/BJC HealthCare)	0.00%	\$ 1,039,198	01/13/15	\$ 138,000	\$ 1,967,078	Operations	90	1
09-RFP-5527-DR		9	Metro Operator Uniforms	Incorporate Garment Changes and Pricing	Leon Uniform Company	0.00%	\$ 1,709,397	10/23/14	\$ -	\$ 1,709,397	Operations	90	1
11-RFQ-5694-CB		8	General On-Call Architectural/Engineering Services	Exercise Option Year 2	Jacobs Engineering	0.00%	\$ 300,000	03/29/15	\$ -	\$ 1,500,000	TBD	0	0
13-SB-5785-DGR		2	JNEM Storm Water Repairs	Change in Scope	Gershenson Construction Co.	11.50%	\$ 1,824,974	06/17/15	\$ 1,500	\$ 1,426,566	JNEM	90	1
13-SB-5785-DGR		1	JNEM Storm Water Repairs	Change in Scope	Cershenson Construction Co.	11.50%	\$ 1,824,971	04/22/15	\$ (399,906)	\$ 1,425,066	JNEM	90	1
11-SB-5775-DR		2	Oracle Annual Maintenance E-Business Suite	Exercise Option Year 2	Mythics, Inc.	0.00%	\$ 626,596	08/19/14	\$ 376,802	\$ 1,377,366	Operations	0	0
12-SB-5891-DGR		5	Tactile Warning Strip Replacement	Additional Funds Additional Work	The Harlan Company	15.00%	\$ 915,000	08/01/14	\$ 4,972	\$ 1,355,328	MO-90-231 MO-90-X197 SCCTD	270	3
13-SB-5935-SS/SG		1	Bus Shelter/Transit Center Cleaning	Exercise Option Year 1	Merx/Goodwil	20.00%	\$ 802,302	03/23/15	\$ 403,804	\$ 1,206,106	Operations	0	0
12-SB-5831-DAB		2	Brentwood Bus Cleaning	Exercise Option Year 2	Cross Janitorial	15.00%	\$ 529,886	01/12/15	\$ 270,817	\$ 1,071,521	Operations	0	0
08-RFP-5401-DR		6	Health & Welfare Consultant	Time Extension	AON Hewitt Consulting (formerly AON Consulting)	0.00%	\$ 166,484	08/14/14	\$ -	\$ 1,048,419	Operations	90	1
13-SB-5927-DGR		1	Missouri Rail Tie Replacement	Additional Funds	Musselman & Hall Contractors	0.00%	\$ 858,230	08/04/14	\$ 113,727	\$ 971,957	MO-015-0028 Prop M	0	0

Contract Modifications FY2015  
July 2014 - June 2015

Contract #	Task Order	Mod #	Description	Reason for Mod	Contractor	DBE %	Original Contract Amount	Mod Date	Mod Amount	Revised Contract Amount	Funding Source	# Days Extended	# of Extensions to Date
SB-11-5788-CE/DAB		2	Call-A-ride Van Cleaning Service	Exercise Option Year 2	World Management	12.00%	\$ 478,806	08/12/14	\$ 248,147	\$ 966,355	Operations	0	0
12-SB-5833-DAB		2	DeBaliviere Bus Cleaning	Change in Scope	MERS/Goodwill	15.00%	\$ 617,776	12/18/2014	\$ 22,259	\$ 956,111	Operations	0	0
12-SB-5833-DAB		1	DeBaliviere Bus Cleaning	Exercise Option Year 1	MERS/Goodwill	15.00%	\$ 617,776	08/28/14	\$ 316,076	\$ 933,852	Operations	0	0
13-SB-6011-CB		6	Missouri Fare Collection Infrastructure Construction	Change in Scope	The Harlan Company	15.00%	\$ 602,674	3/16/2015	\$ 7,152	\$ 820,166	MO-90-X231 & Prop M	0	0
12-SB-5832-DAB		3	Central (Main Shop) Industrial Facility cleaning	Exercise Option Year 2	LRL Commercial Cleaning, Inc.	25.00%	\$ 381,846	04/28/15	\$ 600	\$ 817,091	Operations	0	0
12-SB-5832-DAB		2	Central (Main Shop) Industrial Facility Cleaning	Exercise Option Year 2	LRL Commercial Cleaning, Inc.	25.00%	\$ 381,846	03/13/15	\$ 217,323	\$ 816,491	Operations	0	0
13-SB-6011-CB		5	Missouri Fare Collection Infrastructure	Change in Scope	The Harlan Company	15.00%	\$ 602,674	3/16/2015	\$ 7,392	\$ 813,016	MO-90-X231 & Prop M	0	0
15-SB-100690-SM/CG		1	Tacttile Warning Strip Replacement II	Additional Work Additional Funds	L. Kelley	18.70%	\$ 718,062	04/27/15	\$ 17,391	\$ 735,453	MO-90-X281 Prop M	0	0
12-SB-5823-EM/TJ		2	Illinois Bus Facility Cleaning	Exercise Option Year 2	World Management, Inc.	17.00%	\$ 182,176	12/17/2014	\$ 182,176	\$ 728,703	Operations	0	0
13-SB-6011-CB		4	Missouri Fare Collection Infrastructure	Additional Work	The Harlan Company	15.00%	\$ 602,674	11/20/2014	\$ 32,948	\$ 635,622	MO-90-X231 & Prop M	0	0
12-RFP-5919-MM/DGR		4	Downtown Transfer Center	Time Extension	Arcturis	15.00%	\$ 558,657	06/08/15	\$ -	\$ 635,522	N/A	130+	3

Contract Modifications FY2015  
July 2014 - June 2015

Contract #	Task Order	Mod #	Description	Reason for Mod	Contractor	DBE %	Original Contract Amount	Mod Date	Mod Amount	Revised Contract Amount	Funding Source	# Days Extended	# of Extensions to Date
12-RFP-5919-MM		3	Downtown Transfer Center	Time Extension	Arcturis	15.00%	\$ 558,657	2/10/2015	\$ -	\$ 635,522	MO-04-0113	130	2
12-RFP-5919-MM		2	Downtown Transfer Center	Time Extension	Arcturis	15.00%	\$ 558,657	11/6/2014	\$ -	\$ 635,522	MO-04-0113	90	1
12-RFP-5919-MM		1	Downtown Transfer Center	Change in Scope Additional Work	Arcturis	15.00%	\$ 558,657	9/11/2014	\$ 76,865	\$ 635,522	MO-04-0113	0	0
Purchase Order 45652		1	Agreement for Engineering, Design and Development of bid documents for the replacement of Arch transportaion System Motor Generator Sets	Additional Work Additional Funds	Maida Engineering, Inc.	0.00%	\$ 581,100	03/20/15	\$ 32,500	\$ 613,600	JNEM Beneficial Funds	0	0
14-SB-98810-SM		3	#74 Florissant Bus Stop Enhancement Project.	Additional Work	Gershenson Consturction Co., Inc.	23.00%	\$ 596,768	12/1/2014	\$ 8,128	\$ 604,896	MO-95-X256	0	0
14-SB-98810-SM		2	#74 Florissant Bus Stop Enhancement Project	Time Extension	Gershenson Consturction Co., Inc.	23.00%	\$ 596,768	07/31/14	\$ -	\$ 596,768	MO-95-X256	180	2
14-SB-98810-SM		1	#74 Florissant Bus Stop Enhancement Project	Time Extension	Gershenson Consturction Co., Inc.	23.00%	\$ 596,768	07/31/14	\$ -	\$ 596,768	MO-95-X256	90	1
14-SB-998810-SM		4	\$74 Florissant Bus Stop Enhancement Project	Change in Scope	Gershenson Construction Co., Inc.	23.00%	\$ 596,768	01/29/15	\$ (10,013)	\$ 594,883	MO-95-X256	0	0
11-RFP-5697-CB		2	Eads Bridge Rehabilitation & UMSL Interlocking Construction Management Oversight Services	Additional Work	Modjeski & Masters	10.00%	\$ 280,714	04/22/15	\$ 161,720	\$ 537,434	MO-90-X281	0	0
13-SB-5972-MM/DW		4	North Hanley Pedestrian Improvements	Additional Funds Additional Work	The Harlan Company	13.00%	\$ 398,800	02/24/15	\$ 6,025	\$ 521,374	MOW Operations	0	0
13-SB-5972-MM/DW		3	North Hanley Pedestrian Improvements	Additional Funds Additional Work	The Harlan Company	13.00%	\$ 398,800	10/06/14	\$ 154,410	\$ 515,349	Prop M MO-04-0135	0	0

Contract Modifications FY2015  
July 2014 - June 2015

Contract #	Task Order	Mod #	Description	Reason for Mod	Contractor	DBE %	Original Contract Amount	Mod Date	Mod Amount	Revised Contract Amount	Funding Source	# Days Extended	# of Extensions to Date
12-SB-5838-EM/TJ		1	St. Clair Yards & Shops Facility Cleaning	Exercise Option Year 1	MERS/Goodwill Industries	0.00%	\$ 361,947	02/23/15	\$ 120,649	\$ 482,596	Operations	0	0
11-SB-5688-CB		7	Refuse Removal Services	Exercise Option Year 3	Allid Waste Inc.	0.00%	\$ 170,925	11/17/2014	\$ 94,400	\$ 459,887	Operations	0	0
11-SB-5688-CB		8	Refuse Removal Services	Change in Scope	Allied Waste Inc.	0.00%	\$ 170,925	01/06/15	\$ (3,994)	\$ 455,893	Operations	0	0
14-100619-DW		1	JNEM Project for Gateway Arch Corrosion Investigation Study - Phase 3	Change in Scope	Wiss, Janney, Elstner Associates, Inc	0.00%	\$ 312,431	04/01/15	\$ 109,724	\$ 422,155	JNEM	0	0
11-SB-5733-DP-DAB		3	Metro's Towing & Wrecker Services	Exercise Option Year 2 Additional funds	Mike's Towing and Automotive Specialties, Inc.	0.00%	\$ 225,000	05/11/15	\$ 80,000	\$ 385,000	Operations	0	0
12-SB-5857-EM/TJ		2	Uniform Rental & Cleaning Services	Exercise Option Year 2	G & K Services	0.00%	\$ 187,803	02/23/15	\$ 93,902	\$ 375,606	Operations	0	0
11-RFP-5756-DP/DAB		2	Safety Footwear Services	Exercise Option Year 2	Red Wing	0.00%	\$ 180,000	08/04/14	\$ 80,000	\$ 345,000	Operations	0	0
11-RFP-5724-SG		3	Fire Protection Systems Testing	Exercise Option Year 3 Change in Scope	SimplexGrinnell, LP	0.00%	\$ 138,008	04/13/15	\$ 50,098	\$ 337,796	Operations	0	0
14-SB-99329-CB		1	MetroLink Stations ADA Upgrades Construction	Change in Scope	Gershenson Construction Co., Inc.	7.00%	\$ 289,606	01/08/15	\$ 26,452	\$ 316,059	MO-90-X197 Prop M	0	0
11-SB-5733-DP-DAB		2	Metro's Towing & Wrecker Services	Additional Funds	Mike's Towing and Automotive Specialties, Inc.	0.00%	\$ 225,000	05/07/15	\$ 10,000	\$ 305,000	Operations	0	0
14-SB-99460-CB		1	Feeder Wire Rehabilitation & Substation Waterproofing at MO-11	Time Extension	TGB, Inc.	15.00%	\$ 287,190	12/4/2014	\$ -	\$ 287,190	MO-05-0028	180	2

Contract Modifications FY2015  
July 2014 - June 2015

Contract #	Task Order	Mod #	Description	Reason for Mod	Contractor	DBE %	Original Contract Amount	Mod Date	Mod Amount	Revised Contract Amount	Funding Source	# Days Extended	# of Extensions to Date
14-SB-98894-CB		1	Phase 4 Missouri ADA MetroBus Stop Enhancements	Additional Work	Gershenson Construction Co., Inc.	16.00%	\$ 245,975	09/10/14	\$ 36,159	\$ 282,134	MO-57-X006	0	0
12-RFP-5845-SG		1	Metro Broker of Record Services	Exercise Option Year 1	Arthur J. Gallagher Risk Management Services, Inc	0.00%	\$ 202,500	04/01/15	\$ 67,500	\$ 270,000	Operations	0	0
13-RFP-5961-SG/DR		2	Metro Background Check	Exercise Option Year 2	Inquiries, Inc.	0.00%	\$ 107,313	05/07/15	\$ 58,429	\$ 266,474	Operations	0	0
13-RFP-5991-DR/VH	3		On-Call IT Consulting	Additional Funds Time Extension	Randstad Technologies	0.00%	\$ 122,720	06/11/15	\$ 122,720	\$ 245,440	Operations	270	1
10-RFP-5622-SG		5	Temporary Employee Services for Quality Control	Additional Funds Time Extension	Above All Personnel	16.00%	\$ 34,962	06/02/15	\$ 4,700	\$ 243,511	Operations	90	2
10-RFP-5622-SG		4	Temporary Employee Services for Quaaality Control Observation (Spotter)	Additional Funds Time Extension	Above All Personnel	16.00%	\$ 34,962	04/22/15	\$ 6,000	\$ 238,811	Operations	90	2
12-SB-5985-DGR		3	Feeder Wire Rehabilitation & Substation Waterproofing @ MO-12	Additional Funds	Reinhold Electric, Inc.	15.00%	\$ 234,408	08/06/14	\$ 4,292	\$ 238,700	MO-90-X231	180	2
14-SB-98901-SM		3	New Freedom Bus Stops St. Clair	Additional Work	Hank's Excavating & Landscaping	7.00%	\$ 227,600	12/04/14	\$ 6,646	\$ 234,246	MO-57-X0061	90	1
14-SB-98901-SM		2	New Freedom Bus Stops St. Clair	Time Extension	Hank's Excavating & Landscaping	7.00%	\$ 227,600	06/20/14	\$ -	\$ 227,600	MO-57-X0061	90	1
10-RFP-5622-SG		3	Temporary Employee Services for Quaaality Control Observation (Spotter)	Time Extension	Above All Personnel	16.00%	\$ 34,962	03/05/15	\$ 12,000	\$ 226,811	Operations	45	1
13-SB-6014-CB		4	Illinois Fare Collection Infrastructure Construction	Change in Scope	Kozeny-Wagner, Inc.	10.00%	\$ 210,587	07/21/14	\$ 5,526	\$ 225,653	MO-90-X231	180	2
12-SB-5893-DAB		1	Illinois Bus Cleaning	Time Extension	World Management, Inc.	15.00%	\$ 209,965	07/25/14	\$ -	\$ 209,965	Operations	90	1

Contract Modifications FY2015  
July 2014 - June 2015

Contract #	Task Order	Mod #	Description	Reason for Mod	Contractor	DBE %	Original Contract Amount	Mod Date	Mod Amount	Revised Contract Amount	Funding Source	# Days Extended	# of Extensions to Date
12-SB-5893-DAB		2	Illinois Bus Cleaning	Time Extension	World Management, Inc.	15.00%	\$ 186,225	08/28/14	\$ 5,935	\$ 198,095	Operations	180	2
13-RFP-5976-DR		1	Website Development and Optimization for Gateway Arch Riverfront	Exercise Option Year 1	Roundedcube	0.00%	\$ 136,999	03/20/15	\$ 40,000	\$ 176,999	Operations	0	0
Purchase Order 43030		1	Smart Card and Farebox Integration	Change in Scope	Four Nines Technologies	0.00%	\$ -	02/12/15	\$ 50,000	\$ 175,000	MO-04-0113 Prop M SCCTD	0	0
14-SB-99514-CB		1	HVAC Sysem Repair and Preventative Maintenance - Headquarters Building & Gateway Arch Riverboats.	Exercise Option Year 1	Trane Company	0.00%	\$ 85,122	06/24/15	\$ 85,122	\$ 170,244	Operations	0	0
13-SB-5964-CB		1	Sign Installation - Phase III	Time Extension	Midwest Sunray Lighting & Sign Maintenance Co.	0.00%	\$ 147,026	07/08/14	\$ -	\$ 147,026	MO-90-X197 MO-90-X204 STCF	180	2
14-SB-98685-SM		2	MO Substation Waterproofing	Change in Scope	The Harlan Company	0.00%	\$ 148,000	09/15/14	\$ (2,495)	\$ 145,505	MO-05-0028	0	0
10-RFQ-5654-DR		6	MSDS Management System Time Extension	Time Extension	Safetec Compliance Systems, Inc.	0.00%	\$ 45,540	07/03/14	\$ 7,051	\$ 139,558	Operations	180	2
10-RFQ-5654-DR		5	Material Safety Data Sheet	Exercise Option Year 2	Safetec Compliance Systems, Inc.	0.00%	\$ 45,540	07/03/14	\$ 20,280	\$ 132,579	Operations	0	0
11-RFP-5742-DR	4	3	On-Call Finance/Accounting Consulting Services	Additional Funds	Experis Finance	0.00%	\$ 30,400	09/26/14	\$ 39,900	\$ 131,100	Operations	0	0
09-RFP-5514-DCD/DW		4	Agreement for General Legal Services	Time Extension	Various Legal Firms	0.00%	\$ -	05/12/15	\$ -	\$ -	N/A	180	1
15-RFP-101000-CB		N/A	Banking Services - Credit Cards	Change in Scope	US Bank National Association	0.00%	\$ -	04/23/15	\$ -	\$ -	Revenue Contract	0	0



## Prevailing Wage Report Fiscal Year 2015 (Final) July 2014 - June 2015

**Project:** 12-SB-5786-MM EADS BRIDGE REHABILITATION FTA Grant No. MO-96-x005; MO-90-x279; MO-90-x281

**Project Control ID:** Is Community Hiring Goal a Requirement: No

Prime Contractor	Subcontractor	Sub Subcontractor	Sub Sub Subcontractor	Sub Sub Sub Subcontractor
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6362963300

ST. LOUIS BRIDGE COMPANY

Start Date: **03/06/2012** End **11/14/2014**  
Contract Amount: **\$36,326,411.91**

655 LANDMARK DRIVE ,  
ARNOLD , MO 63010

636-274-0802  
ATK SAFETY SUPPLY INC

Start Date: **10/05/2012** End Date: **05/25/2013**

314-524-6111  
B & P Construction

Start Date: **10/02/2012** End Date: **09/10/2013**

773-721-9350  
Era Valdivia Contractors Inc

Start Date: **03/23/2013** End Date: **04/25/2014**

314-892-2963  
M.T.C. Construction dba K. Bates Steel

Start Date: **09/11/2012** End Date: **11/14/2014**

6364753500  
THOMAS INDUSTRIAL COATINGS, INC.

Start Date: **08/19/2012** End Date: **11/14/2014**

314-773-8813  
WESTERN WATERPROOFING

Start Date: **07/06/2013** End Date: **01/24/2014**

618-398-7575  
Wissehr Electrical Contractor

Start Date: **09/09/2012** End Date: **11/14/2014**

**Project:** 13-SB-5785-DGR JNEM STORM WATER REPAIRS - OPS Budget

**Project Control ID:** Is Community Hiring Goal a Requirement: No

Prime Contractor	Subcontractor	Sub Subcontractor	Sub Sub Subcontractor	Sub Sub Sub Subcontractor
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43-1203358

GERSHENSON CONSTRUCTION COMPANY, INC.

Start Date: **03/31/2014** End **01/26/2015**  
Contract Amount: **\$1,824,971.29**

#2 TRUITT DRIVE ,  
EUREKA , MO 63025

314-524-6111

B & P Construction	Start Date: <b>06/30/2014</b>
636-398-4450	
B.O. Graham Plumbing	Start Date: <b>11/03/2014</b>
3146460415	
CONCRETE CORING CO. - ST. LOUIS	Start Date: <b>06/30/2014</b>
6367646441	
Creative Architectural Solutions, LLC.	Start Date: <b>09/01/2014</b>
314-599-6064	
Empire Mechanical Inc.	Start Date: <b>09/01/2014</b>
2178242446	
Fire Stop Technologies, Inc.	Start Date: <b>01/22/2015</b>
6364923200	
Franklin Mechanical, Inc.	Start Date: <b>09/01/2014</b>
636-530-8000	
Insituform Technologies USA, LLC	Start Date: <b>05/16/2014</b>
6363492288	
J B Fence LLC	Start Date: <b>10/10/2014</b>
636-751-3018	
Mac Steel Erection and Welding Service Inc.	Start Date: <b>01/13/2015</b>
6363434636	
Martin C. Heck Brick Contracting Co.	Start Date: <b>09/01/2014</b>
636-926-9988	
MIDWEST TURF	Start Date: <b>06/30/2014</b>
6189427433	
R & E Midwest Sales Co., Inc.	Start Date: <b>09/01/2014</b>
3142091530	
Resource Electrical Systems, Inc.	Start Date: <b>09/01/2014</b>
3147812400	
RJP Electric, LLC	Start Date: <b>12/15/2014</b>
6363327333	
Site System Landscaping, Inc.	Start Date: <b>09/01/2014</b>



3142982502  
St. Charles Acoustics

Start Date: **09/01/2014**

**Project:** 13-SB-5933-DGR ILLINOIS SLOPE STABILIZATION SERVICES & SCOUR PROTECTION PHASE 2 IDOT Grant IL CAP-11-98-ILL

**Project Control ID:** Is Community Hiring Goal a Requirement: No

Prime Contractor	Subcontractor	Sub Subcontractor	Sub Sub Subcontractor	Sub Sub Sub Subcontractor
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6182823844

ILLINOIS EXCAVATORS, INC.

Start Date: <b>08/01/2013</b>	End	<b>11/15/2014</b>
Contract Amount: <b>\$4,705,629.45</b>		

55 E. MILL STREET ,  
RUMA , IL 62278

3148698000  
COLLINS & HERMANN

Start Date: **06/27/2013**

618-277-4280  
MAYER LANDSCPAING INC

Start Date: **07/10/2013**

6185669117  
N & W HORIZONTAL BORING CO.

Start Date: **06/27/2013**

636-978-0752  
PJR ASSOCIATES

Start Date: **06/27/2013**

**Project:** 13-SB-5972 NORTH HANLEY PEDESTRIAN IMPROVEMENTS FTA Grant #MO-04-135

**Project Control ID:** Is Community Hiring Goal a Requirement: No

Prime Contractor	Subcontractor	Sub Subcontractor	Sub Sub Subcontractor	Sub Sub Sub Subcontractor
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3148902351

THE HARLAN COMPANY

Start Date: <b>04/23/2013</b>	End	<b>07/19/2013</b>
Contract Amount: <b>\$398,800.00</b>		

9810 PAGE BLVD. ,  
ST. LOUIS , MO 63132

3148698000  
COLLINS & HERMANN

Start Date: <b>03/05/2014</b>	End Date:	<b>04/29/2014</b>
Contract Amount: <b>\$9,590.00</b>		

6369378300  
D & S FENCING CO INC

Start Date: <b>04/28/2014</b>	End Date:	<b>06/06/2014</b>
Contract Amount: <b>\$118,867.50</b>		

3148428200  
RETAINING WALL SOLUTIONS, INC.

Start Date: <b>11/17/2013</b>	End Date:	<b>04/06/2014</b>
Contract Amount: <b>\$41,138.00</b>		

EC#253

SCHAEFFER ELECTRIC CO., INC.	Start Date: 11/16/2013	End Date: 02/15/2014
636-938-5347		
Waddell Concrete	Start Date: 04/14/2014	End Date: 05/09/2014
	Contract Amount: \$27,002.00	
636-366-9590		
Wehmeyer Farms, Inc.	Start Date: 11/04/2013	End Date: 04/30/2014
	Contract Amount: \$33,982.55	

Project: 13-SB-6011-CB - MO FARE COLLECTION INFRASTRUCTURE CONSTRUCTION - FTA Grant No. MO-05-0028				
Project Control ID: Is Community Hiring Goal a Requirement: No				
Prime Contractor	Subcontractor	Sub Subcontractor	Sub Sub Subcontractor	Sub Sub Sub Subcontractor
3148902351				
THE HARLAN COMPANY		Start Date: 08/27/2013	End	09/11/2014
		Contract Amount: \$772,675.00		
9810 PAGE BLVD. , ST. LOUIS , MO 63132				
	6369378300			
	D & S FENCING CO INC	Start Date: 03/31/2014	End Date:	04/05/2014
		Contract Amount: \$58,982.87		
	636-379-4545			
	Five Star Electric	Start Date: 09/02/2013	End Date:	09/11/2014
		Contract Amount: \$169,465.00		
	314-520-6844			
	KSG Enterprises LLC	Start Date: 12/02/2013	End Date:	09/11/2014
		Contract Amount: \$65,000.00		

Project: 14-SB-98685-SM MO SUBSTATION WATERPROOFING - FTA Grant No. MO-05-0028				
Project Control ID: Is Community Hiring Goal a Requirement: No				
Prime Contractor	Subcontractor	Sub Subcontractor	Sub Sub Subcontractor	Sub Sub Sub Subcontractor
3148902351				
THE HARLAN COMPANY		Start Date: 12/20/2013	End	09/02/2014
		Contract Amount: \$148,000.00		
9810 PAGE BLVD. , ST. LOUIS , MO 63132				
	314-522-9400			
	All American Painting Company	Start Date: 02/03/2014	End Date:	05/30/2014
		Contract Amount: \$50,875.00		

Project: 14-SB-98810-SM #74 FLORISSANT BUS STOP ENHANCEMENTS - FTA Grant No. MO-95-x256				
Project Control ID: Is Community Hiring Goal a Requirement: No				
Prime Contractor	Subcontractor	Sub Subcontractor	Sub Sub Subcontractor	Sub Sub Sub Subcontractor

43-1203358		Start Date: 01/10/2014		End	07/23/2014
GERSHENSON CONSTRUCTION COMPANY, INC.		Contract Amount: \$596,768.00			
#2 TRUITT DRIVE , EUREKA , MO 63025					
	3144964260				
	AU Innovative Land Management	Start Date: 02/01/2014	End Date:	07/23/2014	
	6369378300				
	D & S FENCING CO INC				
	3146311158				
	REINHOLD ELECTRIC, INC.	Start Date: 03/15/2014	End Date:	07/23/2014	
	LC9658874				
	RODEN'S LANDSCAPING, INC.	Start Date: 05/03/2014	End Date:	07/23/2014	
	573-269-1113				
	Woods Construction Services, Inc.	Start Date: 05/05/2014			
Project: 14-SB-98894-CB PHASE 4 ADA MISSOURI METROBUS STOP ENHANCEMENTS PROJECT FTA Grant No. MO-57-x006					
Project Control ID:		Is Community Hiring Goal a Requirement: No			
Prime Contractor	Subcontractor	Sub Subcontractor	Sub Sub Subcontractor	Sub Sub Sub Subcontractor	
43-1203358					
GERSHENSON CONSTRUCTION COMPANY, INC.		Start Date: 01/20/2014		End	06/30/2014
		Contract Amount: \$245,975.00			
#2 TRUITT DRIVE , EUREKA , MO 63025					
	3144964260				
	AU Innovative Land Management	Start Date: 02/01/2014	End Date:	06/30/2014	
	6369378300				
	D & S FENCING CO INC	Start Date: 04/01/2014	End Date:	04/05/2014	
Project: 14-SB-98901-SM NEW FREEDOM BUS STOPS - ST CLAIR - FTA Grant No. MO-57-x006					
Project Control ID:		Is Community Hiring Goal a Requirement: No			
Prime Contractor	Subcontractor	Sub Subcontractor	Sub Sub Subcontractor	Sub Sub Sub Subcontractor	
6183985556					
HANK'S EXCAVATING & LANDSCAPING INC.		Start Date: 11/27/2013		End	06/30/2014
		Contract Amount: \$227,600.00			
5825 WEST STATE ROUTE 161 ,					

**Project:** 14-SB-99054-CB METROLINK BRIDGE 2.17 SLOPE REPAIR FTA Grant No. MO-05-0028

**Project Control ID:** Is Community Hiring Goal a Requirement: No

**Prime Contractor**      **Subcontractor**      **Sub Subcontractor**      **Sub Sub Subcontractor**      **Sub Sub Sub Subcontractor**

43-1203358  
GERSHENSON CONSTRUCTION COMPANY, INC.  
Start Date: 04/02/2014      End      09/30/2014  
Contract Amount: \$130,394.15

#2 TRUITT DRIVE ,  
EUREKA , MO 63025

573-766-5231  
FREEDOM FENCE  
Start Date: 07/26/2014

6362257800  
Traffic Control Company  
Start Date: 07/16/2014

**Project:** 14-SB-99081-SM ARCH BIKE TRAIL SIGNAGE FTA Grant No. MO-20-x001 and GRG District

**Project Control ID:** Is Community Hiring Goal a Requirement: No

**Prime Contractor**      **Subcontractor**      **Sub Subcontractor**      **Sub Sub Subcontractor**      **Sub Sub Sub Subcontractor**

7853121020  
STAR SIGNS  
Start Date: 07/07/2014      End      07/07/2015  
Contract Amount: \$286,266.00

801 E. 9TH STREET ,  
LAWRENCE , KS 66044

<b>Project:</b> 14-SB-99329-CB ADA REPAIRS AT MULTIPLE MISSOURI METROLINK STATIONS FTA Grant No. MO-90-x231				
<b>Project Control ID:</b>		<b>Is Community Hiring Goal a Requirement:</b> No		
Prime Contractor	Subcontractor	Sub Subcontractor	Sub Sub Subcontractor	Sub Sub Sub Subcontractor
43-1203358 GERSHENSON CONSTRUCTION COMPANY, INC.  #2 TRUITT DRIVE , EUREKA , MO 63025		Start Date: 05/07/2014 Contract Amount: \$289,606.00	End	11/07/2014
	573-893-2335 Meyer Electric Company, Inc.		Start Date: 06/25/2014	
	3148428200 RETAINING WALL SOLUTIONS, INC.		Start Date: 10/01/2014	
	3148942626 RETAINING WALL SOLUTIONS		Start Date: 11/03/2014	
	6369492688 Sharp Erectors, Inc.		Start Date: 11/03/2014	
<b>Project:</b> 14-SB-99460-CB FEEDER WIRE REHABILITATION & SUBSTATION WATERPROOFING AT MO-11 FTA Grant No. MO-05-0028				
<b>Project Control ID:</b>		<b>Is Community Hiring Goal a Requirement:</b> No		
Prime Contractor	Subcontractor	Sub Subcontractor	Sub Sub Subcontractor	Sub Sub Sub Subcontractor
3146644444 TGB, INC.  1104 S. JEFFERSON , ST. LOUIS , MO 63104		Start Date: 06/11/2014 Contract Amount: \$287,190.00	End	10/21/2014
<b>Project:</b> 15-SB-100690-SM TACTILE WARNING STRIP REPLACEMENT II FTA Grant No. MO-90-x281				
<b>Project Control ID:</b>		<b>Is Community Hiring Goal a Requirement:</b> No		
Prime Contractor	Subcontractor	Sub Subcontractor	Sub Sub Subcontractor	Sub Sub Sub Subcontractor
3144215933 L. Keeley  2901 Falling Springs Road , Sauget , IL 62206		Start Date: 10/06/2014 Contract Amount: \$718,062.00	End	04/01/2015
	3147310800 X-L CONTRACTING, INC.		Start Date: 11/04/2014 Contract Amount: \$134,730.00	

**Project:** 15-SB-100757-SM SHREWSBURY PAVEMENT AND WALL REPAIR FTA Grant No. MO-05-0028

**Project Control ID:** Is Community Hiring Goal a Requirement: No

Prime Contractor	Subcontractor	Sub Subcontractor	Sub Sub Subcontractor	Sub Sub Sub Subcontractor
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6362963300				
ST. LOUIS BRIDGE COMPANY		Start Date: 10/24/2014	End	10/24/2015
		Contract Amount: \$576,890.25		

655 LANDMARK DRIVE ,  
ARNOLD , MO 63010

**Project:** 15-SB-100842-CB NORTH COUNTY TRANSFER CENTER - PHASE 1 FTA Grant No. MO-90-x296, MO-95-x015

**Project Control ID:** Is Community Hiring Goal a Requirement: No

Prime Contractor	Subcontractor	Sub Subcontractor	Sub Sub Subcontractor	Sub Sub Sub Subcontractor
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3146642900				
C. RALLO CONTRACTING CO., INC.		Start Date: 01/05/2015	End	12/23/2015
		Contract Amount: \$5,085,000.00		

5000 Kemper ,  
St. Louis , MO 63139

3149913255				
AALCO ENTERPRISES, INC.		Start Date: 03/11/2015		

6366779190				
ACCURATE FIRE PROTECTION SYSTEMS, LLC.		Start Date: 03/31/2015		

314-785-0078				
BRK ELECTRICAL CONTRACTORS, LLC.		Start Date: 01/27/2015		

3143301839				
GATEWAY CONSTRUCTION SERVICES, INC.		Start Date: 02/06/2015		

3142317799				
GEORGE WEIS COMPANY		Start Date: 03/11/2015		

6036214090				
SPAN SYSTEMS, INC.		Start Date: 04/01/2015	End Date:	05/31/2015

343672181				
TJ PLUMBING CO., INC.		Start Date: 03/01/2015		

**PROCUREMENT CARD PROGRAM  
ADMINISTRATIVE REVIEW STATISTICS  
FISCAL YEAR 2015**

	1ST QUARTER FY15		2nd QUARTER FY15		3rd QUARTER FY15		4th QUARTER FY15		FY2015 YTD TOTAL	
	TRANSACTION COUNT	TRANSACTION AMOUNT	TRANSACTION COUNT	TRANSACTION AMOUNT	TRANSACTION COUNT	TRANSACTION AMOUNT	TRANSACTION COUNT	TRANSACTION AMOUNT	TRANSACTION COUNT	TRANSACTION AMOUNT
TOTAL TRANSACTIONS	4591	\$ 1,660,010	4402	\$ 1,621,242	4269	\$1,461,725	4291	\$1,477,051	17553	\$ 6,220,029
TRANSACTIONS REVIEWED	4591	\$ 1,660,010	4402	\$ 1,621,242	4269	\$1,461,725	4291	\$1,477,051	17553	\$ 6,220,029
PERCENTAGE REVIEWED	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%
TRANSACTIONS INVESTIGATED	42	\$ 69,486	17	\$ 20,609	32	\$ 39,795	22	\$ 39,535	113	\$ 169,424
PERCENTAGE OF TOTAL INVESTIGATED	0.9%	4.2%	0.4%	1.3%	0.7%	2.7%	0.5%	2.7%	0.6%	2.7%
CONFIRMED PROCEDURAL VIOLATIONS	0 TRANS 0 INCIDENTS	\$ -	5 TRANS 1 INCIDENTS	\$ 7,349	4 TRANS, 2 INCIDENTS	\$ 9,604	4 TRANS 1 INCIDENT	\$ 9,600	8 TRANS 3 INCIDENTS	\$ 26,553
CONFIRMED VIOLATION PERCENTAGE OF TOTAL	0.0%	0.0%	0.0%	0.5%	0.0%	0.7%	0.0%	0.6%	0.0%	0.4%
TRANSACTIONS WITH SALES TAX	35	\$ 7,061	69	\$ 13,221	25	\$ 7,513	19	\$ 2,378	148	\$ 30,173
SALES TAX CHARGED		\$ 341		\$ 956		\$ 277		\$ 294		\$ 1,867
PERCENTAGE OF TOTAL TRANSACTIONS WITH SALES TAX	0.8%	0.4%	1.6%	0.8%	0.6%	0.5%	0.4%	0.2%	0.8%	0.5%
REFUNDED SALES TAX	18	\$ 283	8	\$ 278	3	\$ 60	7	\$ 143	36	\$ 765