



707 North First Street
St. Louis, Missouri 63102-2595
PH: 314.982.1400
www.metrostlouis.org

**NOTICE OF MEETING AND AGENDA
BI-STATE DEVELOPMENT AGENCY / METRO
BOARD OF COMMISSIONERS
FRIDAY, FEBRUARY 27, 2015, 8:00 A.M.
Headquarters
707 North First Street, 6th Floor Board Room
St. Louis, Missouri 63102**

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

Agenda Item	Disposition	Presentation
1. Call to Order	Approval	Vice-Chair Gully
2. Roll Call	Quorum	S. Bryant
3. Recognition of Former Commissioners Kevin Cahill and Fonzy Coleman	Information	Vice-Chair Gully / J. Nations
4. Minutes of November 21, 2014, Open Session Board Meeting	Approval	Vice-Chair Gully
5. Report of Treasurer	Information	Commissioner Buehlhorn
6. Report of President	Information	J. Nations
7. Audit Committee Report	Information	Vice-Chair Gully
8. Operations Committee Report	Information	Commissioner Buehlhorn
9. Adjustment of Consent Agenda	Approval	Vice-Chair Gully
10. Consent Agenda Item(s)	Approval	Vice-Chair Gully
(a) Contract Award to Sprint for Cell Phone Services (Operations Committee Recommends Approval)	Approval	J. Nations / D. Erickson / L. Jackson
(b) Contract Award to U. S. Bank for Credit Card Services (Operations Committee Recommends Approval)	Approval	J. Nations / L. Jackson
(c) Contract Award to Direct Media USA for Transit Advertising Services (Operations Committee Recommends Approval)	Approval	J. Nations / D. Williams / L. Jackson
(d) Sole Source Contract Award to Trapeze U.S.A., LLC for AVL Message Boards for North County Transit Center (Operations Committee Recommends Approval)	Approval	J. Nations / R. Friem / F. Bakarich / L. Jackson
(e) Sole Source Contract Award to Natural Wood Solutions, LLC for Wood Cross Ties for Year Three of the Tie Replacement Project (Operations Committee Recommends Approval)	Approval	J. Nations / R. Friem / L. Jackson
(f) Sole Source Contract Award to Complete Coach Works for Ten Rebuilt 40-Foot Low Floor Buses (Operations Committee Recommends Approval)	Approval	J. Nations / R. Friem / L. Jackson

Agenda Item	Disposition	Presentation
(g) Contract Modification (Time Extension) With Arcturis - Design Consultant for Downtown Transit Center (Operations Committee Recommends Approval)	Approval	J. Nations / R. Friem / F. Bakarich / L. Jackson
(h) Contract Extension of Time of Performance and Increase in Contract Sum With Modjeski & Masters, Inc. for Eads Bridge Rehabilitation and UMSL Interlocking Construction Management Oversight Services (Operations Committee Recommends Approval)	Approval	J. Nations / R. Friem / F. Bakarich / L. Jackson
11. Contract Award to URS, Inc. for Spruce Street Bridge Replacement Design and Construction Services	Approval	J. Nations / R. Friem / F. Bakarich / L. Jackson
12. Report of Nominating Committee	Information	Chairman Dietzel
13. Election of Board Officers	Approval	Chairman Dietzel
14. Compliance and Ethics "State of the Agency (Presented to Audit Committee)	Information	J. Nations / K. Swagler
15. Financial Statements, FY 2015, First Quarter (Presented to Audit Committee)	Information	J. Nations / K. Klevorn
16. Performance Indicators, FY 2015, First Quarter (Presented to Audit Committee)	Information	J. Nations / K. Klevorn
17. Unscheduled Business	Approval	Vice-Chair Gully
18. Public Comment*	Information	Vice-Chair Gully
19. Executive Session	Approval	Vice-Chair Gully
<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>		
20. Call of Dates for Future Board Meetings	Information	S. Bryant
21. Adjournment	Approval	Vice-Chair Gully

***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

4



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**BI-STATE DEVELOPMENT AGENCY / METRO
BOARD OF COMMISSIONERS MEETING
OPEN SESSION MINUTES
NOVEMBER 21, 2014**

Commissioners in Attendance

Missouri

Kevin S. Cahill, Secretary (via phone @8:08a.m.)
Constance Gully, Vice Chair (present @ 8:05a.m.)
Aliah Holman
Vincent C. Schoemehl
Hugh Scott

Illinois

Michael S. Buehlhorn, Treasurer (via phone)
Fonzy Coleman (absent)
David Dietzel, Chairman
Tadas Kicieliński
Jeffrey Watson (via phone)

Staff In Attendance

John Nations, President & CEO
Barbara Enneking, General Counsel and Deputy Secretary
Shirley Bryant, Certified Paralegal
Linda Espy, Sr. Administrative Assistant
Kathy Klevorn, Sr. Vice-President, Chief Financial Officer
Jim Cali, Director of Internal Audit
Ray Friem, Chief Operating Officer-Transit Services
John Langa, Vice-President, Economic Development
Larry Jackson, Vice-President, Procurement, Inventory Management & Supplier Diversity
Dianne Williams, Vice President Marketing and Communications
Patti Beck, Director of Communications
Melva Pete, Vice President Human Resources
Charles Stewart, Vice-President, Pensions & Insurance
Mark Vago, Controller
Tamara Fulbright, Director Treasury Services
Reggie Cavitt, ATU 788
Millicent Johnson, Accounts Payable Clerk
Angela Mabry, Communications Manager
Alease Dailes, Office Services Coordinator
Jerry Vallely, External Communications Manager
Martin Gulley, Director Light Rail Operations
Jeff Braun, Director Real Estate
Charles Priscu, Director Labor Relations
Craig Blase, Transit Service Manager - LR Controller
Ronald E. Anderson, Assistant Superintendent LRV Maintenance
Marc Cruz, Superintendent LRV Maintenance
Clyde Mason, Transit Service Manager-Light Rail
Jeffrey Butler, Chief Paratransit Operations & Service Development
Lamont Moore, Van Operator
Charles Pogorelac, Manager Financial Planning & Budget

Thomas Foster, Supervisor LRV Maintenance
Charles Clemens, Senior Director Maintenance of Way
Debbie Erickson, Vice President Chief Information Officer
Kathy Brittin, Director Risk Management Safety & Claims
Sheila Hockel, Manager Emergency Preparedness
Suzanne Whitehead, Manager Training - Light Rail
Christie Olden, Supervisor Accounting
Fred Bakarich, Interim Director of Engineering & New Systems Development
Alicia Richardson, Bus Operator
Anita Dunn, Health & Welfare Plan Manager
Elke Campbell, Director Workforce Diversity/EEO

Others In Attendance

Jeff White, Columbia Capital Management, LLC
Scott Nickerson, Crowe Horwarth, LLP
Terrance Goode, Lashly & Baer
Elizabeth Watkins
Mike Gibbs

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. **Minutes of Prior Open Session Board Meetings**
8:00 a.m. The September 26, 2014, Board Meeting Open Session Minutes; and October 30, 2014, Special Executive Committee Open Session Minutes were provided in the Board packet. A motion to approve the minutes was made by Commissioner Scott and seconded by Commissioner Kicielski. **Motion passed unanimously.**
4. **Report of Treasurer**
8:01 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.
5. **Report of President**
8:01 a.m. John Nations, President & CEO, informed the Board that he had two very important recognitions to present. In July 1993, the Bi-State Development Agency/Metro began the operations of MetroLink; and in the past few days MetroLink has achieved an incredible milestone of 100 million miles of service. Over the years MetroLink has been a tremendous benefit to the area in economic development with \$1.8 billion of investments in the region. Reaching such a milestone could not have been possible without the dedicated efforts of the Agency employees. The Agency has been extremely fortunate in hiring individuals who continue to make MetroLink the regional and national success that it is today.

Ray Friem, Chief Operating Officer-Transit Services, also thanked the operators for their hard work and dedication in reaching the 100 million milestone mark. MetroLink has five working parts, Operators, LRV Maintenance, Maintenance of Way, Security and Support who have continuously worked together to complete some amazing projects. They have built bridges in eight days, and watched the Eads Bridge emerge from 150 years of rust and paint. MetroLink has

had an impact not just in the St. Louis Region, but across the industry. The Metro team continues to grow and has the best Light Rail Vehicle (LRV) Maintenance team in the county. Mr. Friem presented proclamations from all three of the Agency's major partners, St. Louis City, St. Louis County, and St. Clair County.

****8:08 a.m. Commissioner Cahill joined the meeting via phone.**

Mr. Nations thanked Commissioner Schoemehl, who was the Mayor of the City of St. Louis at the time MetroLink began, for doing everything he could to make sure MetroLink became a reality. In response, Commissioner Schoemehl congratulated everyone on reaching this significant milestone and stated that he hoped to see more MetroLink in the future.

For his second presentation, Mr. Nations introduced Lamont Moore, Van Operator, who displayed heroism when he helped save the lives of a family in need. On October 26, 2014, Mr. Moore was operating his Call-A-Ride van on Hodiamont Avenue, when he noticed smoke coming from a nearby building. Realizing that the building was on fire and no emergency vehicles were there yet, he pulled over to offer his assistance. There was a family trapped on the second floor of that burning building. Mr. Moore instructed a woman, who was in the second floor window, on how to safely lower herself to the ground. Then Mr. Moore realized that the woman's toddler was still in the burning building on the second floor with another adult. Mr. Moore assured the adult who was still trapped on the second floor that he could successfully catch the toddler and instructed that adult to drop the child to him. Mr. Moore did successfully catch the child, and immediately thereafter the emergency crew arrived and got the remainder of the building occupants safely out of the building. Without any fanfare, Mr. Moore continued on his route. It wasn't until quite some time after this incident had occurred that he even mentioned this incident, because to him it was just part of a day's work. There are no words to describe, to thank, or to recognize that type of commitment, not only to the Agency but to the people that we serve. Mr. Moore made a lot of difference in the lives of a lot of people that day. On behalf of the Board and Agency staff, Mr. Nations thanked Mr. Moore and presented him with a plaque acknowledging his courage, valor and devotion to duty.

In conclusion of his report, Mr. Nations acknowledged that the Agency was again named one of the healthiest employers. Additionally, the Agency received an award from East West Gateway Council of Governments (EWGCG) in recognition of its partnership with Cortex. This award was received in conjunction with the City of St. Louis, Cortex, the Regional Chamber and Citizens for Modern Transit. The Statewide Show Me Safety Award was also recently presented to the Agency, MoDOT, and TrailNet for the collaboration on the Safe Roads for All Safety Campaign.

Commissioner Dietzel on behalf of the Board congratulated Agency staff for reaching the 100 million milestone mark and Mr. Moore for his act of heroism.

6. Audit Committee Report

8:19 a.m. The Audit Committee Open Session Minutes were provided in the Board packet. Commissioner Gully stated that the Audit Committee met in Open Session on October 24, 2014 and that the minutes of that meeting were included in the Board packet at tab #6. She stated that the Committee was introducing Agenda Item #11, the St. Clair County Transit District Refunding Bonds and Approval of Bond Financing for Board consideration with the Committee's recommendation of approval. At Commissioner Scott's request, Jim Cali, Director of Internal Audit, provided an analysis of the audits performed by the Internal Audit Department Staff and On-Call Contractors for the period of FY09 to FY14. The Committee also reviewed the Internal

Audit Status Report and the Internal Audit Follow-Up Report for the first quarter of FY15. The Safekeeping Quarterly Accounts Audit for June 30, 2014 was also presented.

7. Operations Committee Report

8:20 a.m. The Operations Committee Open Session Minutes were provided in the Board packet. Commissioner Scott stated that the Operations Committee met in Open Session on October 28, 2014, and that the minutes of that meeting were included in the Board packet at tab #7. He advised that the following three Consent Agenda Items were being presented for Board consideration with the Committee's recommendation for approval: Consent Agenda 10(a) Contract Award to Express Scripts, Inc. for Pharmacy Benefit Management Services and Request for Additional Funding for Current Contract; 10(b) Contract Increase for Four Nines Technologies for Design Support Services of the Smart Card, Farebox, and Automatic Vehicle Location Systems Integration; and 10(c) Sole Source Contract Award to General Electric Transportation Systems Global Signaling. At the request of Commissioner Cahill, Elke Campbell, Director Workforce Diversity/EEO, reported on the Agency's DBE compliance participation on non-federal contracts. In January 2015, a more detailed presentation will be made to the Operations Committee.

A motion to approve Consent Agenda item 10(a), as referenced above, was made by Commissioner Schoemehl and seconded by Commissioner Gully. Commissioner Holman abstained from voting on 10(a). The Commissioners present, Cahill, Gully, Schoemehl, Scott, Buehlhorn, Dietzel, Kicielinski and Watson voted to approve this agenda item. **Motion passed. (Resolution #651)**

A motion to approve Consent Agenda Items 10(b) **(Resolution #653)** and 10(c) **(Resolution #652)** as referenced above was made by Commissioner Schoemehl and seconded by Commissioner Gully. **Motion passed unanimously.**

8. Business Services & Economic Development Committee Report

8:23 a.m. The Business Services & Economic Development Committee Open Session minutes were provided in the Board packet. Commissioner Buehlhorn stated that the Business Services & Economic Development Committee met in Open Session on October 17, 2014, and that the minutes of that meeting were included at tab #8. He advised that the Committee discussed the Gateway Arch Construction & Capital Project, the Gateway Arch & Riverboat Marketing Update; the Gateway Arch Riverboat Financial Analysis; and the Agency's role as the new Freight District. The Committee had no items for Board consideration.

9. Adjustment of Consent Agenda

8:25 a.m. There were no adjustments to the consent agenda.

10. Consent Agenda Item(s): (a) Contract Award to Express Scripts, Inc. for Pharmacy Benefit Management Services and Request for Additional Funding for Current Contract (Operations Committee Recommends Approval (Resolution #651); (b) Contract Increase for Four Nines Technologies for Design Support Services of the Smart Card, Farebox, and Automatic Vehicle Location Systems Integration (Operations Committee Recommends Approval) (Resolution #653); (c) Sole Source Contract Award: General Electric Transportation Systems (GETS) Global Signaling (Operations Committee Recommends Approval) (Resolution # 652)

8:25 a.m. These Consent Agenda items were approved under Item #7, Operations Committee Report.

11. St. Clair County Transit District Refunding Bonds/Approval of Bond Financing (Audit Committee Recommends Approval)

8:25 a.m. The briefing paper regarding the St. Clair County Transit District Refunding Bonds and Approval of Bond Financing was included in the Board packet. Jeff White, Principal, Columbia Capital Management, LLC, informed the Board that bonds were in the market yesterday on behalf of the St. Clair County Transit District. The purpose of this transaction was to produce economic savings, which was accomplished. This was a relatively small transaction offering \$4.16 million in bonds. Money was borrowed at 2.45% and as a result over the period from now through 2028, the taxpayers of St. Clair County will achieve savings of just under \$700,000. The Board's action today would finalize this transaction, with closing in about two weeks.

A motion to approve the St. Clair County Transit District Refunding Bonds Financing, including approval of key documents and authorizing Agency representatives to execute documents necessary to complete the financing was made by Commissioner Gully and seconded by Commissioner Buehlhorn. **Motion passed unanimously. (Resolution #659)**

12. Regional Freight District Overview (Presented to Business Services & Economic Development Committee)

8:26 a.m. The briefing paper regarding the Regional Freight District Overview was provided in the Board packet. John Nations, President & CEO stated that the briefing paper and the PowerPoint presentation included in the Board packet was presented to the EWGCG on September 24, at which time approval was received for the formation of a Regional Freight District in St. Louis. The Agency was chosen unanimously by EWGCG to be the Freight District for St. Louis. We have been moving ahead with implementing that plan, and have finalized the job description for the Executive Director of what will become known as America's Gateway. The Freight District will be an addition to the Agency's enterprises, much like Metro Transit, the Riverfront, the Arch, and the St. Louis Downtown Airport. Since this approval and the Agency's September Board meeting, the Regional Freight working group has continued to solidify the organization and funding partnerships. The Agency's contribution will be in kind in the way of office space. The funding partners are the Regional Chamber, the Leadership Council of Southwest Illinois and EWGCG; and we expect that there would be other funding partners as well. An Executive Director for the Freight District is expected to be hired by the end of the first quarter 2015. More updates will be provided as this progresses.

Some discussion followed regarding capacity and the railroad bridges in the region. Commissioner Scott stated that a critical element of moving freight through the community and this region is the lack of railroad bridges. In response, Mr. Nations assured the Board that the railroad bridges are a part of this discussion and with the formation of the Freight District, it would be a priority to increase capacity across the river. This item was informational only and a copy of the report will be kept at the office of the Deputy Secretary.

13. Unscheduled Business

8:30 a.m. There was no unscheduled business.

14. Public Comment

8:30 a.m. There was no public comment.

15. 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).

8:30 a.m. Pursuant to the requirements of Section 610.021(1), 610.021(2), 610.021(14), 610.021(16), and 610.021(17) of the Revised Statutes of Missouri, Commissioner Dietzel requested a motion to allow the Board to go into closed session. A motion was made by Commissioner Holman and seconded by Commissioner Gully. A roll call vote was taken and the Commissioners present, Cahill, Gully, Holman, Schoemehl, Scott, Buehlhorn, Dietzel, Kiciulinski and Watson voted to approve this agenda item. **Motion passed unanimously.**

16. Call of Dates for Future Board Meetings

10:12 a.m. The following meetings are scheduled: Tuesday, January 27, 2015, Operations Committee; Friday, January 23, 2015, Audit Committee; Friday, February 27, 2015, Board meeting.

17. Adjournment

10:12 a.m. A motion to adjourn the Open Session Board meeting was made by Commissioner Holman. **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
APPROVING THE CONTRACT AWARD TO EXPRESS SCRIPTS, INC. FOR
PHARMACY BENEFIT MANAGEMENT SERVICES AND APPROVAL OF
REQUEST FOR ADDITIONAL FUNDING FOR CURRENT CONTRACT**

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, the funding is to be provided through BSDA operating funds and the funds to award the contract will be available; and

Whereas, BSDA/Metro is a member of The St. Louis Area Business Health Coalition (BHC), a master purchasing cooperative for employer provided health benefits. BHC engaged a consultant to conduct a request for proposal bidding process and after thorough review and negotiations BHC entered into a new master contract with Express Scripts effective October 1, 2014. Express Scripts was found to offer the most competitive pricing and cost management capabilities while maintaining flexibility for employers to craft their own plan of benefits; and

Whereas, BSDA/Metro sponsors one self-funded Pharmacy Benefit Plan for its active employees and early retirees and another for its Medicare eligible (post age-65) retirees; and

Whereas, the contract period of performance for the BHC/Express Scripts contract includes three (3) base years. The contract award is a not-to-exceed amount of \$22,000,000; and

Whereas, BSDA/Metro is estimated to need additional funding for the current Express Scripts contract in the amount of \$1,320,000. to complete the contract period ending November 30, 2014. This is due to increased utilization in 2014 of the Pharmacy Benefit Plan, specifically in its post-65 retiree population and through increased use of high cost specialty medications and compounded drugs; and

Whereas, it is feasible, necessary and in the public interest for the Agency to approve the contract award to Express Scripts, Inc. for Pharmacy Benefit Management Services in the not-to-exceed amount of \$22,000,000 and approve the request for additional funding in the amount of \$1,320,000 in order to close out the current contract expiring November 30, 2014, 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 Agreement. The Board of Commissioners hereby approves the contract award to Express Scripts, Inc. for Pharmacy Benefit Management Services in the not-to-exceed amount of \$22,000,000 and approves the request for additional funding in the amount of \$1,320,000 to close out the current contract expiring November 30, 2014.

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

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

Section 5. Rights Under Resolution Limited. No rights shall be conferred by this Resolution upon any person or entity other than the Agency and Express Scripts, 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 21st day of November, 2014.

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

By David A. Ditzel
Title Chairman

[SEAL]

ATTEST

By Walter A. Embury
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 INCREASE IN THE FOUR NINES TECHNOLOGIES
CONTRACT FOR DESIGN SUPPORT SERVICES OF THE SMART CARD,
FAREBOX AND AUTOMATIC VEHICLE LOCATION
SYSTEMS INTEGRATION**

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, no additional project funding is required as the funding for Four Nines Technologies will be transferred from the existing design support contract with Lumenor; and

Whereas, in July 2013 BSDA/Metro contracted with Four Nines Technologies to provide support services for the integration of the smart card system and the farebox system. However the existing contract with Four Nines Technologies is not sufficient to provide the support services needed through the end of the project primarily because an unanticipated second round of integration testing is required to ensure that the smart card and farebox systems are integrated; and

Whereas, it has been found that there is not as great a need for support services from Lumenor as originally envisioned and therefore \$50,000 of funds can be transferred from the Lumenor contract to the Four Nines Technologies contract without impact to the project; and

Whereas, it is feasible, necessary and in the public interest for the Agency to approve the increase in the Four Nines Technologies contract for design support services of the smart card, farebox and automatic vehicle location systems integration in the amount of \$50,000 for a total contract amount of \$175,000, 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 Agreement.** The Board of Commissioners hereby approves the increase in the Four Nines Technologies contract for design support services of the smart card, farebox and automatic vehicle location systems integration in the amount of \$50,000 for a total contract amount of \$175,000.

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 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 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 21st day of November, 2014.

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

By David A. Dugl
Title Chairman

[SEAL]

ATTEST:

By W. Bruce Embury
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 AWARD OF CONTRACT TO GENERAL ELECTRIC
TRANSPORTATION SYSTEMS GLOBAL SIGNALING
FOR IMPEDANCE BONDS**

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 for this contract is through grants MO-54-001 and Proposition M; and

Whereas, the signal circuitry on Missouri Phase I of the MetroLink alignment is scheduled for an upgrade. These equipment components have a life expectancy of 20 years and are safety sensitive; and

Whereas, requests for pricing and information were sent to two other manufacturers of Impedance Bonds however neither supplier could supply a product compatible with the current 'MetroLink system. Furthermore investigation has found that mixing items from various manufacturers is unsafe in that items from two different systems are not likely to be able to communicate with one another; and

Whereas, the sole source contract in the not-to-exceed amount of \$275,000 is for the scheduled upgrade of audio frequency circuit equipment; and

Whereas, it is feasible, necessary and in the public interest for the Agency to approve the award of a sole source contract to General Electric Transportation Systems for Global Signaling for Impedance Bonds for Project 1869 - Audio Frequency Circuit Upgrade, 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 Agreement.** The Board of Commissioners hereby approves the award of a sole source contract to General Electric Transportation Systems for Global Signaling for Impedance Bonds for Project 1869 - Audio Frequency Circuit Upgrade in the not-to-exceed amount of \$275,000.

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 General Electric Transportation Systems.

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 21st day of November, 2014.

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

By David A. Ditzel
Title Chairman

[SEAL]

ATTEST:

By Karina C. [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 PROVIDING FOR THE ISSUANCE AND SALE OF \$4,160,000 OF ITS ST. CLAIR COUNTY METROLINK EXTENSION PROJECT REFUNDING REVENUE BONDS, SERIES 2014 (METRO EAST TRANSIT DISTRICT OF ST. CLAIR COUNTY, ILLINOIS, SPONSOR) (THE "SERIES 2014 BONDS") FOR THE PURPOSE OF PROVIDING FUNDS TO REFUND A SERIES OF ITS PRIOR BONDS THAT WERE ISSUED TO FUND A PORTION OF THE COSTS OF AN EXTENSION OF ITS METROLINK LIGHT RAIL SYSTEM; APPROVING THE TERMS OF THE SERIES 2014 BONDS; DESIGNATING THE TRUSTEE, PAYING AGENT AND BOND REGISTRAR FOR THE SERIES 2014 BONDS; APPROVING THE FORM OF AND AUTHORIZING THE EXECUTION AND DELIVERY OF THE THIRD AMENDED AND RESTATED INDENTURE, THIRD AMENDED AND RESTATED PROJECT AGREEMENT, TAX COMPLIANCE AGREEMENT, DIRECTION LETTER, AND BOND PURCHASE AGREEMENT FOR THE SERIES 2014 BONDS; AWARDED THE SALE OF THE SERIES 2014 BONDS; RATIFYING THE DISTRIBUTION OF A PRELIMINARY OFFICIAL STATEMENT AND AUTHORIZING THE EXECUTION, DELIVERY AND DISTRIBUTION OF A FINAL OFFICIAL STATEMENT; AND RATIFYING AND AUTHORIZING 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 (the "Compact") between the States of Missouri and Illinois, acting by and through its Board of Commissioners (the "Board"); and

Whereas, the Agency is authorized by Mo. Rev. Stat. §§ 70.370 et seq. and 45 Ill. Comp. Stat. 100/1 et seq. and ratified by the United States Congress (the "Compact") to acquire by gift, purchase or lease, and to plan, construct, operate and maintain passenger transportation and rail facilities; to contract with municipalities or other political subdivisions for the services or use of any facility owned or operated by the Agency, or owned or operated by any such municipality or other political subdivision; to receive for its lawful activities any contributions or moneys appropriated by municipalities, counties, state or other political subdivisions or agencies, or by the Federal government or any agency or officer thereof, and to perform all other necessary and incidental functions; and

Whereas, the Agency is further authorized and empowered under the provisions of the Compact to issue bonds upon the security of the revenues to be derived from facilities owned and operated by it, or upon any property held or to be held by it; 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 so borrowed; to provide that all negotiable notes, bonds or other instruments in writing issued shall be payable, both as to principal and interest, out of the revenues collected for the use of any facility or combination of facilities owned and operated by the Agency, or out of any other resources of the Agency, and may be further secured by a mortgage or deed of trust upon any property owned by the Agency; to prescribe the details of such notes, bonds or other instruments in writing, and of the issuance and sale thereof; and to enter into covenants with the owners of such notes, bonds or other instruments in writing, not inconsistent with the powers granted to the Agency, without further legislative authority; and

Whereas, the Compact further provides that all notes, bonds or other instruments in writing issued by the Agency shall mature in not to exceed 40 years from the date thereof, shall bear interest at a rate not exceeding 14% per annum, and shall be sold for not less than 95% of the par value thereof; and

Whereas, the Agency has issued its St. Clair County MetroLink Expansion Project Bonds, Series 1998 A (Metro East Transit District of St. Clair County, Illinois Sponsor) (the "Series 1998 A Bonds") in the original principal amount of \$48,550,000, pursuant to the Compact and a Trust Indenture, dated as of May

1, 1998 (the "Original Indenture"), by and between the Agency and Magna Bank, National Association, as original trustee, to finance a portion of the cost of designing and constructing a double track light rail extension of the MetroLink System from East St. Louis, Illinois to a terminus at Shiloh, Illinois to serve transportation needs of St. Clair County, Illinois and the St. Louis region (the "Project"); and

Whereas, the Agency entered into a Memorandum of Agreement, dated as of May 18, 1994, as amended (the "Memorandum of Agreement"), with the Metro East Transit District of St. Clair County, Illinois (the "District"), a municipal corporation validly organized and existing as a local Mass Transit District created under the Local Mass Transit District Act, 70 ILCS 3610/1 et seq. of the Illinois Compiled Statutes, as amended, in connection which the Project, pursuant to which the District agreed to provide funds to provide the local match to certain federal grants with respect to the Project; and

Whereas, the District and the Agency were and are authorized pursuant to the provisions of the Intergovernmental Cooperation Act, 5 ILCS 220/2 et seq., as amended, to enter into intergovernmental contracts to perform any governmental service, activity or undertaking authorized by law upon approval of their respective governing bodies; and

Whereas, The Agency and the District entered into a Project Construction, Financing and Operation Agreement, dated as of May 1, 1998, with respect to the Project (the "Original Project Agreement"), pursuant to which the Agency agreed to issue the Series 1998A Bonds to pay a portion of the costs of the Project and to construct and operate the Project; and

Whereas, the Agency has previously issued its St. Clair County MetroLink Extension Project Refunding Revenue Bonds, Series 2004 (Metro East Transit District of St. Clair County, Illinois, Sponsor) (the "Series 2004 Bonds") in the aggregate principal amount of \$5,590,000, pursuant to the Compact and an Amended and Restated Trust Indenture, dated as of April 1, 2004 (the "Amended and Restated Indenture"), by and between the Agency and The Bank of New York Mellon Trust Company, N.A. (f/k/a The Bank of New York Trust Company, N.A), as successor trustee (the "Trustee"), for the purpose of providing funds to refund a portion of the Series 1998A Bonds; and

Whereas, in connection with the issuance of the Series 2004 Bonds the Agency and the District entered into an Amended and Restated Project Construction, Financing and Operation Agreement, dated as of April 1, 2004 (the "Amended and Restated Project Agreement"), pursuant to which the Agency agreed to issue the Series 2004 Bonds and the District agreed, among other things, to make payments in amounts sufficient to pay the principal of, redemption premium, if any, and interest on the Series 2004 Bonds; and

Whereas, the Agency has previously issued its St. Clair County MetroLink Extension Project Refunding Revenue Bonds, Series 2006 (Metro East Transit District of St. Clair County, Illinois, Sponsor) (the "Series 2006 Bonds") in the aggregate principal amount of \$39,155,000, pursuant to the Compact and a Second Amended and Restated Trust Indenture, dated as of December 1, 2006 (the "Second Amended and Restated Indenture"), by and between the Agency and the Trustee, for the purpose of providing funds to refund a portion of the Series 1998A Bonds; and

Whereas, in connection with the issuance of the Series 2006 Bonds the Agency and the District entered into a Second Amended and Restated Project Construction, Financing and Operation Agreement, dated as of December 1, 2006 (the "Second Amended and Restated Project Agreement"), pursuant to which the Agency agreed to issue the Series 2006 Bonds and the District agreed, among other things, to make payments in amounts sufficient to pay the principal of, redemption premium, if any, and interest on the Series 2006 Bonds; and

Whereas, the Board believes that it is feasible, necessary and in the public interest for the Agency to issue its St. Clair County MetroLink Extension Project Refunding Revenue Bonds, Series 2014 (Metro East Transit District of St. Clair County, Illinois, Sponsor) (the "Series 2014 Bonds") in an aggregate principal amount of \$4,160,000, pursuant to the Compact and a Third Amended and Restated Trust Indenture, dated as of December 1, 2014 (the "Third Amended and Restated Indenture," and collectively with the Second

Amended and Restated Indenture, the Amended and Restated Indenture and the Original Indenture, the "Indenture"), by and between the Agency and the Trustee for the purpose of providing funds to refund the Series 2004 Bonds maturing on July 1 in the years 2015 through 2019, inclusive, and in the years 2024 and 2028 (collectively, the "Refunded Bonds"); and

Whereas, the Agency and the District will enter into a Third Amended and Restated Project Construction, Financing and Operation Agreement, dated as of December 1, 2014 (the "Third Amended and Restated Project Agreement" and, collectively with the Second Amended and Restated Project Agreement, the Amended and Restated Project Agreement and the Original Project Agreement, the "Project Agreement"), pursuant to which the Agency will agree to issue the Series 2014 Bonds to refund the Refunded Bonds and the District will agree to make Project Payments (as defined in the Indenture) as set forth in the Project Agreement in amounts sufficient to pay the principal of, redemption premium, if any, and interest on the Series 2014 Bonds, as the same become due, and any additional payments due and payable under and as defined in the Indenture and will assign and pledge the revenues to be received from the District Sales Tax to the Trustee to provide revenues to pay and to secure the Project Payments to be made by the District under the Project Agreement; and

Whereas, the Agency will provide The Bank of New York Mellon Trust Company, N.A. (the "Refunded Bonds Trustee") with a Direction Letter dated December 4, 2014 (the "Direction Letter"), pursuant to which the Agency will transfer a portion of the proceeds of the Series 2014 Bonds and direct the Refunded Bonds Trustee to apply such moneys for the payment of the principal of, redemption premium, if any, and interest on the Refunded Bond on January 5, 2015; and

Whereas, in connection with the issuance of the Series 2014 Bonds, the Board desires to approve the form of the Third Amended and Restated Indenture, the Third Amended and Restated Project Agreement, the Direction Letter, the Bond Purchase Agreement and the Tax Compliance Agreement (all as defined herein), authorize their execution and delivery, and to designate the Trustee, Paying Agent and Registrar; and

Whereas, the Board desires to ratify the distribution of the Preliminary Official Statement and to authorize the execution and distribution of the final Official Statement for the Series 2014 Bonds; and

Whereas, the Agency hereby designates Thompson Coburn LLP, St. Louis, Missouri, as Bond Counsel; Lashly & Baer P.C., as Agency Counsel; and Fifth Third Securities, Inc., as the underwriter (the "Underwriter"), in connection with the Series 2014 Bonds.

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. Preambles Incorporated. The Board 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. Issuance of Series 2014 Bonds. The Board hereby approves the issuance and delivery of the Series 2014 Bonds under and pursuant to this Resolution and the Compact for the authorized Compact purposes set forth in the preambles hereof and subject to the conditions hereinafter provided.

Section 3. Authorization of Series 2014 Bonds.

(a) The Board hereby approves the issuance, execution and delivery of the Series 2014 Bonds in the aggregate principal amount of \$4,160,000, upon the terms and conditions set forth in the Third Amended and Restated Indenture.

(b) The Series 2014 Bonds, together with interest thereon, shall constitute special, limited obligations of the Agency and are payable solely out of the District Sales Tax and Project Payments (as defined in the Indenture), all Project Payments and other amounts received by the Agency from the District pursuant to the Project

Agreement and other funds pledged under the Indenture. The Series 2014 Bonds shall not be a debt of the State of Missouri nor the State of Illinois and neither the State of Missouri nor the State of Illinois nor any political subdivision thereof shall be liable thereon nor in any event shall the Series 2014 Bonds be payable out of any funds or properties other than those acquired or pledged under the Indenture, and the Series 2014 Bonds shall not constitute an indebtedness within the meanings of any constitutional or statutory debt limitation or restriction. In addition, notwithstanding anything contained in the Indenture to the contrary, the Agency shall not have a general obligation for the payment of other amounts required to be paid by the Agency under the Indenture, such amounts to be payable only from the sources pledged pursuant to the Indenture for the payment of the Series 2014 Bonds, and neither the Trustee nor any holder of any Series 2014 Bond shall bring, or maintain any suit, action or other proceeding, for judgment against the Agency for any payment required to be made under the Indenture, it being understood that the Trustee and the Bondowners will look, insofar as the Agency is concerned, solely to the sources pledged pursuant to the Indenture for the payment of the Series 2014 Bonds for payment of all of the Agency's obligations under the Indenture, and no other property or assets of the Agency shall be subject to levy, execution or other enforcement procedure for the satisfaction of the Agency's obligations under the Indenture.

Section 4. Approval of Agency Documents. The Board hereby approves the following documents in final form as presented to the Board at this meeting:

- (a) Third Amended and Restated Indenture, attached hereto as **Exhibit A** and made a part hereof;
- (b) Third Amended and Restated Project Agreement, attached hereto as **Exhibit B** and made a part hereof;
- (c) Direction Letter, attached hereto as **Exhibit C** and made a part hereof;
- (d) Bond Purchase Agreement dated November 21, 2014 among the Agency, the District and Fifth Third Securities, attached hereto as **Exhibit D** and made a part hereof; and
- (e) Tax Compliance Agreement dated December 4, 2014 among the Agency, the District and the Trustee, attached hereto as **Exhibit E** and made a part hereof.

Section 5. Official Statement.

(a) The Preliminary Official Statement for the Series 2014 Bonds, in substantially the form attached hereto as **Exhibit F**, and made a part hereof, is hereby approved, with such changes, omissions and insertions as may be made thereto by the President and CEO or Senior Vice President and Chief Financial Officer as he or she may deem necessary or desirable to realize the purposes of the Official Statement. The Board hereby (i) approves the distribution of such Preliminary Official Statement and (ii) authorizes and approves the distribution of the Official Statement. The Chairman or Vice Chairman of the Board, and the President and CEO, or the Senior Vice President and Chief Financial Officer of the Agency are hereby authorized and directed to execute the Official Statement and any amendment or supplement thereto, in the name and on behalf of the Agency, and thereupon to cause the Official Statement and any such amendment or supplement to be delivered to the Underwriter with such approval to be conclusively evidenced by their execution and delivery thereof.

(b) For the purpose of enabling the Underwriter to comply with the requirements of Rule 15c2-12(b)(1) of the Securities and Exchange Commission, the Agency hereby deems the information contained in the Preliminary Official Statement to be "final" as of its date, except for the omission of such information as is permitted by Rule 15c2-12(b)(1), and the appropriate officers of the Agency are hereby authorized, if requested, to provide the Underwriter a letter or certificate to such effect and to take such other actions or execute such other documents as such officers in their reasonable judgment deem necessary to enable the Underwriter to comply with the requirements of such rule.

Section 6. Trustee, Paying Agent and Bond Registrar. The Bank of New York Mellon Trust Company, N.A. is hereby designated Trustee, Paying Agent and Bond Registrar for the Series 2014 Bonds and shall perform such duties (including the payment of all invoices received in connection with the issuance of the Series

2014 Bonds) as are more fully described in the Indenture and the Series 2014 Bonds, and a supplemental agreement, if any, between the Agency and the Trustee, and the President and CEO or the Senior Vice President and Chief Financial Officer of the Agency are hereby authorized and directed to enter into any such supplemental agreement upon such terms and conditions as he or she shall, with the advice of counsel to the Agency, deem reasonable.

Section 7. Ratings. The officers of the Agency are hereby authorized to apply to one or more rating agencies, including Moody's Investors Service, Inc., for a rating relating to the Series 2014 Bonds.

Section 8. Actions of Officers Authorized; Execution of Documents. The officers of the Agency, including the Chairman, Vice Chairman, Treasurer, Secretary and Deputy Secretary of the Board and the President and CEO and Senior Vice President and Chief Financial Officer of the Agency shall be, and they hereby are, authorized and directed to execute and deliver all documents, including, but not limited to, the Third Amended and Restated Indenture, the Third Amended and Restated Project Agreement, the Direction Letter, the Bond Purchase Agreement, the Tax Compliance Agreement and the Official Statement, 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 execution or taking of such action shall be conclusive evidence of such necessity or advisability.

Section 9. Partial Invalidity. If any term or provision of this Resolution, the Series 2014 Bonds or other document approved hereby or the application thereof for any reason or circumstance shall to any extent be held invalid or unenforceable, the remaining provisions or the application of such term or provision to persons in situations other than those as to which it is held invalid or unenforceable, shall not be affected thereby, and each remaining term and provision hereof and thereof shall be valid and enforced to the fullest extent permitted.

Section 10. Payment of Costs. The Senior Vice President and Chief Financial Officer of the Agency is hereby authorized and directed to pay or cause to be paid all costs, expenses and fees incurred in connection with or incidental to the issuance of the Series 2014 Bonds, such amounts to be paid from the proceeds of the Series 2014 Bonds and the Costs of Issuance Fund established and funded as provided in the Third Amended and Restated Indenture.

Section 11. No Personal Liability. No member of the Board, officer, employee or agent of the Agency shall have any personal liability for acts taken in accordance with this Resolution.

Section 12. Effective Date. This Resolution shall become effective immediately upon its adoption.


ADOPTED, SIGNED AND APPROVED this 21st day of November, 2014.

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

By 
Name: David A. Dietzel
Title: Chairman of the Board of Commissioners

(SEAL)

ATTEST:

By 
Name: Kevin S. Cahill
Title: Secretary of the Board of Commissioners

Open Session Item
5

<p style="text-align: center;">BI-STATE DEVELOPMENT AGENCY TREASURER'S REPORT DECEMBER 31, 2014</p>

INVESTMENTS

Yields:

Agency investments had an average yield of .21% in December. For reference, December yields on the ninety day and one year U.S. Treasury were .04% and .22%, respectively. The quantitative easing program has ended and it is likely that rates will begin to rise. Short term rates have shown improvement over the past month.

Invested Funds:

In December, the Agency had \$183 million in invested funds. Approximately 41% of these funds were invested in U.S. Treasury or U.S. Government Agency securities, and 25% 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 193 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%. It also decreased the debt service reserve fund requirement on the 2013A bonds by approximately \$1.3 million. The total debt service reserve balance is approximately \$25 million. The \$1.3 million decrease in the debt service reserve requirement was used to pay interest for monthly debt service.

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%. The collateral amount is reviewed annually and is approximately \$8.5 million for 2014. The 2014 calculation was finalized in late March and securities were purchased for collateral in April.

FUEL HEDGING

In December, in conjunction with its diesel fuel hedging program, Metro had a *realized loss of \$290 thousand* on the sale of Home Heating Oil #2 futures contracts. Since September 2014, the price of oil per barrel has dropped approximately 42%. The decrease in price is primarily due to a lack of demand from China, Japan, and Western Europe due to weakening economies. The US is still the largest consumer, but due to more fuel efficient vehicles and a slower economy demand is stagnant. So, supply is up and demand is down. 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-Dec-2014**

30-Nov-2014

	Wt. Avg.	Dollars			Market	Wt. Avg.	Dollars	Percentage		Market
BI-STATE DIRECTED:	Maturity (1)	(,000 omitted)	Of Total	Rate	Value (2)	Maturity (1)	(,000 omitted)	Of Total	Rate	Value (2)
Cash	0	\$10,538	8.3%	0.00%	\$10,538	0	\$9,072	6.9%	0.00%	\$9,072
Repurchase Agreements	1	41,263	32.6%	0.06%	41,263	3	49,798	37.9%	0.07%	49,798
Certificates of Deposit	175	898	0.7%	0.27%	898	206	898	0.7%	0.27%	898
U.S. Agencies (discounted)	160	4,994	3.9%	0.13%	4,998	191	4,993	3.8%	0.13%	4,997
U.S. Agencies (coupon)	345	35,108	27.7%	0.31%	35,083	292	31,666	24.1%	0.24%	31,104
U.S. Treasury Securities	459	4,394	3.5%	0.40%	4,403	490	4,394	3.3%	0.41%	4,399
Other Investments (3)	1	29,350	23.2%	0.04%	29,350	3	30,502	23.2%	0.02%	30,502
SUB-TOTAL BI-STATE	120	\$126,545	100.0%	0.15%	\$126,533	97	\$131,323	100.0%	0.12%	\$130,770
BI-STATE DIRECTED-PROP M:										
Certificates of Deposit	275	\$2,509	4.4%	0.16%	\$2,509	53	\$4,505	8.0%	0.18%	\$4,505
U.S. Agencies (discounted)	159	999	1.8%	0.13%	1,000	190	999	1.8%	0.13%	1,000
U.S. Agencies (coupon)	653	29,639	52.5%	0.64%	29,612	568	23,649	42.1%	0.47%	23,646
U.S. Treasury Securities	0	0	0.0%	0.00%	0	0	0	0.0%	0.00%	0
Other Investments (3)	1	23,286	41.3%	0.04%	23,286	3	27,065	48.1%	0.03%	27,065
SUB-TOTAL PROP M	358	\$56,433	100.0%	0.36%	\$56,407	248	\$56,218	100.0%	0.23%	\$56,216
TOTAL BI-STATE DIRECTED	193	\$182,978		0.21%	\$182,940	142	\$187,541		0.15%	\$186,986
TRUSTEE DIRECTED:										
Cash	0	\$0	0.0%	0.00%	\$0	0	\$0	0.0%	0.00%	\$0
U.S. Treasury Securities	0	0	0.0%	0.00%	0	0	0	0.0%	0.00%	0
Municipal Bonds	1995	10,629	22.1%	2.14%	10,578	2026	10,629	26.5%	2.14%	10,611
U.S. Agencies (coupon)	2086	23,680	49.2%	2.08%	23,775	2117	23,680	59.1%	2.08%	23,560
Commercial Paper	0	0	0.0%	0.00%	0	0	0	0.0%	0.00%	0
Other Investments (3)	1	13,846	28.8%	0.05%	13,846	3	5,762	14.4%	0.02%	5,762
SUB-TOTAL TRUSTEE	1,466	\$48,155	100.0%	1.51%	\$48,199	1,789	\$40,071	100.0%	1.80%	\$39,933
TOTAL BI-STATE & TRUSTEE	459	\$231,133		0.48%	\$231,139	432	\$227,612		0.44%	\$226,919
LRV LEASE/LEASEBACK 2001:										
US Treasury Securities	8	8,485	8.7%	0.05%	8,488	39	8,485	8.8%	0.05%	8,488
Other Investments (4)	13 years	88,768	91.3%	5.80%	88,768	13 years	88,312	91.2%	5.80%	88,312
SUB-TOTAL LRV 2001		\$97,253	100.0%	5.30%	\$97,256		\$96,797	100.0%	5.30%	\$96,800
SUB-TOTAL LEASES		\$97,253			\$97,256		\$96,797			\$96,800
Grand Total (5)		\$328,386			\$328,395		\$324,409			\$323,719

Explanatory Notes:

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

Prepared by:

Terry Gudowicz Green 1/27/15
Terry Gudowicz Green, Mgr of Treas Ops Date

Reviewed by:

Tammy Fulbright 1/27/15
Tammy Fulbright, Dir of Treasury Services Date

Approved:

Kathy Kleborn 1/27/15
Kathy Kleborn, CFO Date

THE BI-STATE DEVELOPMENT AGENCY dba METRO
MONTHLY TREASURER'S REPORT- ALL COMPANIES
BANK / ISSUER SUMMARY as of: 12/31/2014

Section 1 Bank/Issuer Summary

BI-STATE DIRECTED * <i>all non debt/lease assets, Inc. Prop Mt.</i>	CASH	CERTIFICATES OF DEPOSIT	REPURCHASE AGREEMENTS	OTHER	GOVERNMENT SECURITIES	COMMERCIAL PAPER\ BA's	TOTAL	MARKET VALUE	NOTES +
BANK OF AMERICA MERRILL LYNCH	9,881,642	0	2,500,000	22,908,243	0	0	35,289,885	35,289,885	FDIC\tri-party collateral(deposits).
BLACK ROCK	0	0	0	3,954,626	0	0	3,954,626	3,954,626	Money Market Fund (Govt. Securities).
COMMERCE BANK	0	2,756,609	0	0	0	0	2,756,609	2,756,609	FDIC\FRB collateral.
FIDELITY	0	0	0	4,463,869	0	0	4,463,869	4,463,869	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	2,878,400	0	0	0	2,903,404	2,903,404	FDIC; repo collateral held at JBT.
JP MORGAN CHASE	(62,407)	0	0	8,261,444	0	0	8,199,037	8,199,037	FDIC (bank acct.)\MMKT (First Tier\Prime)
OPTUM	15,429	0	0	0	0	0	15,429	15,429	FDIC\FRB collateral.
PNC BANK	378,091	0	0	0	0	0	378,091	378,091	FDIC\FRB collateral.
RBC DAIN RAUSCHER	0	0	0	1,764,636	0	0	1,764,636	1,764,636	Commodities Margin Acct. (fuel hedging)
RJ O'BRIEN	0	0	0	649,542	0	0	649,542	649,542	Commodities Trading Acct. (fuel hedging)
REGIONS BANK	181,377	0	0	0	0	0	181,377	181,377	FDIC Insured.
UBS FINANCIAL	0	0	0	9,976,385	0	0	9,976,385	9,976,385	Money Market Fund (First Tier\Prime).
UMB BANK	8,999	0	35,885,000	0	0	0	35,893,999	35,893,999	FDIC\FRB Collateral.
U.S. BANK	110,024	0	0	0	0	0	110,024	110,024	FDIC\FRB Collateral.
ILLINOIS FUNDS	0	0	0	657,850	0	0	657,850	657,850	Illinois State Treasurer Investment Pool.
FARM CREDIT BANK	0	0	0	0	21,478,928	0	21,478,928	21,469,554	Safekept at Bank of America (BOA).
FEDERAL HOME LOAN BANK	0	0	0	0	49,261,291	0	49,261,291	49,223,036	Safekept at Bank of America (BOA).
U.S. TREASURY	0	0	0	0	4,393,679	0	4,393,679	4,403,001	Safekept by BOA or designated agent.
sub-total Bi-State directed	10,538,159	3,406,609	41,263,400	52,636,595	75,133,898	0	182,978,661	182,940,354	
TRUSTEE DIRECTED									
DEBT ISSUES									
Cross County Bonds									
Series 2009, 2013									
BANK OF NEW YORK -MELLON TRUST									
BLACK ROCK	0	0	0	7,986,567	0	0	7,986,567	7,986,567	Money Market Fund (First Tier\Prime).
GOLDMAN	0	0	0	1,992,308	0	0	1,992,308	1,992,308	Money Market Fund (First Tier\Prime).
FEDERATED GOVT OBLIG	0	0	0	1,846,534	0	0	1,846,534	1,846,534	Safekept at Bank of New York
MORGAN STANLEY	0	0	0	2,020,686	0	0	2,020,686	2,020,686	Safekept at Bank of New York
US BANK	0	0	0	0	0	0	0	0	Safekept at Bank of New York
GOVERNMENT AGENCIES	0	0	0	0	23,679,420	0	23,679,420	23,775,099	Safekept at Bank of New York
MUNICIPAL BONDS	0	0	0	0	10,629,027	0	10,629,027	10,577,549	Safekept at Bank of New York
sub-total	0	0	0	13,846,095	34,308,447	0	48,154,542	48,198,743	
SUB-TOTAL TRUSTEE (BONDS)	0	0	0	13,846,095	34,308,447	0	48,154,542	48,198,743	
SUB-TOTAL BI-STATE AND TRUSTEE	10,538,159	3,406,609	41,263,400	66,482,690	109,442,345	0	231,133,203	231,139,097	
LRV Lease\Leaseback 2001 C1 C2									
FSA/IG	0	0	0	88,767,767	0	0	88,767,767	88,767,767	Guaranteed Investment Contract (GIC).
U.S. TREASURY	0	0	0	0	8,484,863	0	8,484,863	8,488,000	Safekept by Lease Trustee.
sub-total	0	0	0	88,767,767	8,484,863	0	97,252,630	97,255,767	
sub-total leases	0	0	0	88,767,767	8,484,863	0	97,252,630	97,255,767	
GRAND TOTAL	\$10,538,159	\$3,406,609	\$41,263,400	\$155,250,457	\$117,927,208	\$0	\$328,385,833	\$328,394,864	

* Please refer to Pages 4 and 9 for explanatory notes and credit ratings.

+ ABBREVIATIONS (above):
 FDIC- Federal Deposit Insurance Corp.
 FRB - Federal Reserve Bank

INVESTMENT CATEGORY DESCRIPTIONS

CASH: Demand deposit accounts. Some accounts are consolidated by bank for presentation purposes. Negative balances generally reflect check float. 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:

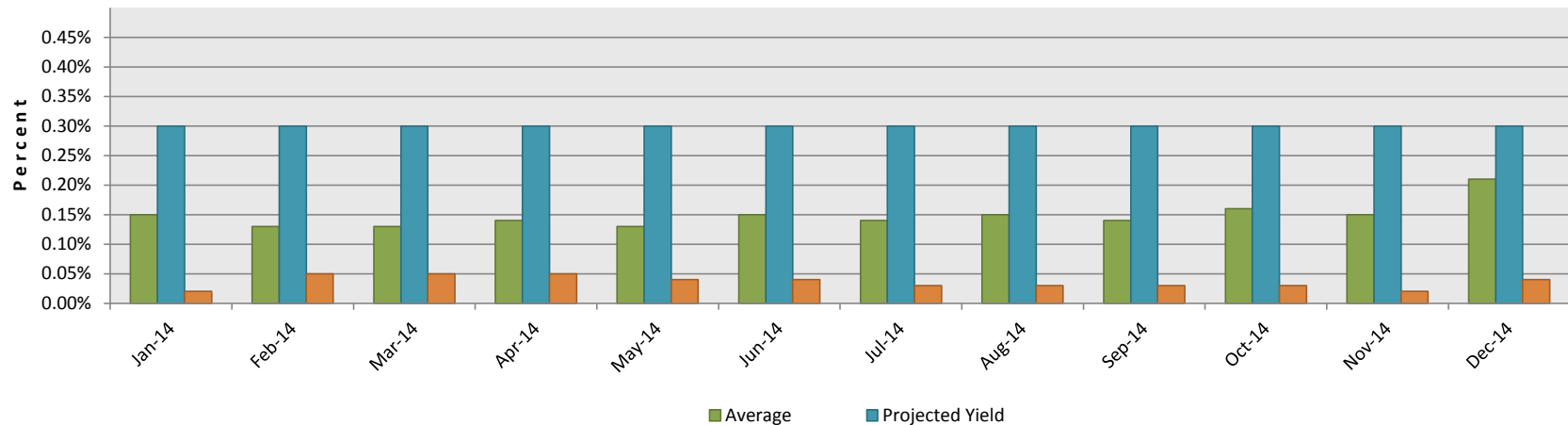
AAA	Standard & Poor's, Moody's and Fitch rate credit quality on an A to C scale, with A generally regarded as "upper investment grade" and C as "speculative" (D would indicate default). Within each category are different gradients. The triple A rating indicates that the issuer's long term unsecured debt 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**

Funds (ooo's omitted)	Jan-14	Feb-14	Mar-14	Apr-14	May-14	Jun-14	Jul-14	Aug-14	Sep-14	Oct-14	Nov-14	Dec-14
Bi-State Investments	123,337	124,402	124,497	122,285	135,772	132,172	116,843	130,855	138,362	133,752	131,323	126,545
Bi-State Prop M Investments	54,519	54,435	54,094	54,177	54,494	56,620	56,628	56,667	56,886	57,062	56,218	56,433
Total	177,856	178,837	178,591	176,462	190,266	188,792	173,471	187,522	195,248	190,814	187,541	182,978
Projected Total	145,000	145,000	145,000	145,000	145,000	145,000	145,000	145,000	145,000	145,000	145,000	145,000
Trustee Investments	46,072	48,658	51,244	41,809	44,387	46,963	54,059	52,066	54,722	37,016	39,825	48,155

Yields\Rates Information	Jan-14	Feb-14	Mar-14	Apr-14	May-14	Jun-14	Jul-14	Aug-14	Sep-14	Oct-14	Nov-14	Dec-14
Bi-State	0.11%	0.10%	0.10%	0.11%	0.11%	0.13%	0.12%	0.12%	0.11%	0.13%	0.12%	0.15%
Prop M	0.22%	0.20%	0.20%	0.20%	0.19%	0.19%	0.18%	0.21%	0.21%	0.25%	0.23%	0.36%
Average	0.15%	0.13%	0.13%	0.14%	0.13%	0.15%	0.14%	0.15%	0.14%	0.16%	0.15%	0.21%
Projected Yield	0.30%	0.30%	0.30%	0.30%	0.30%	0.30%	0.30%	0.30%	0.30%	0.30%	0.30%	0.30%
Trustee	0.12%	0.03%	0.03%	0.03%	0.03%	1.55%	1.34%	1.39%	1.33%	1.93%	1.79%	1.51%
3-Month Treasury Bills	0.02%	0.05%	0.05%	0.05%	0.04%	0.04%	0.03%	0.03%	0.03%	0.03%	0.02%	0.04%
1 Year Treasury	0.10%	0.12%	0.13%	0.11%	0.10%	0.11%	0.12%	0.09%	0.11%	0.10%	0.12%	0.22%
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%	0.25%
20-Year Municipals	4.48%	4.38%	4.43%	4.33%	4.26%	4.29%	4.33%	4.17%	4.11%	3.90%	3.94%	3.65%
SIFMA (BMA) Index (month end)	0.04%	0.04%	0.03%	0.06%	0.10%	0.06%	0.06%	0.05%	0.04%	0.05%	0.04%	0.03%

ANNUAL YIELDS



Bi-State Development Agency
Monthly Investment Report
Report of Term Investment* Purchases: December 2014

Item	Investment:	Par Amount	Purchased	Maturity Date	Term(days)	Yield	Purchased From	Fund
1	CD -- Collateralized	\$ 1,507,506	12/18/14	12/18/15	365	0.16%	Commerce Bank	Prop M County
2	FFCB Callable Bond	\$ 997,220	12/19/14	12/11/17	1088	1.24%	Bank of America	Prop M City
3	FFCB Callable Bond	\$ 997,690	12/19/14	12/17/18	1459	1.68%	Bank of America	Prop M City
4	FFCB Callable Bond	\$ 997,220	12/19/14	12/11/17	1088	1.24%	Bank of America	Prop M County
5	FFCB Callable Bond	\$ 997,690	12/19/14	12/17/18	1459	1.68%	Bank of America	Prop M County
6	FHLB Bond	\$ 2,000,440	12/19/14	01/25/16	402	0.32%	Wells Fargo	Prop A
7	FFCB Callable Bond	\$ 997,220	12/19/14	12/11/17	1088	1.24%	Bank of America	Prop A
8	FHLB Bond	\$ 1,500,000	12/23/14	12/23/15	365	0.25%	Commerce Bank	Transit Sales Tax
9	FHLB Callable Bond	\$ 999,910	12/30/14	12/30/16	731	0.88%	JP Morgan	Prop M City
10	FHLB Bond	\$ 999,750	12/30/14	06/30/17	913	1.01%	Wells Fargo	Prop M County
11	FHLB Callable Bond	\$ 999,910	12/30/14	12/30/16	731	0.88%	JP Morgan	Prop A
12	FHLB Bond	\$ 999,750	12/30/14	06/30/17	913	1.01%	Wells Fargo	Prop A
	Total	\$ 13,994,306						
					811	0.86%		

Notes:

* Investments with an original term of over 14 days.

Metro Diesel Fuel Hedging Program - FY 2015

	Diesel Fuel Budget \ Actual Comparison:	Dec-14	Year to Date	Life to Date
a	Gallons consumed-actual	443,556	2,871,704	65,958,724
b=(c/a)	Average cost per gallon-actual	\$ 2.25	\$ 2.74	\$ 2.21
c	Total Diesel Fuel Cost-Actual	\$ 996,715	\$ 7,863,236	\$ 145,624,142
d	Gallons consumed- budget	425,421	2,808,069	68,987,297
e=(f/d)	Average cost per gallon- budget	\$ 3.40	\$ 3.40	\$ 2.27
f	Total Diesel Fuel Cost- Budget	\$ 1,446,431	\$ 9,547,435	\$ 156,821,324
g=(f-c)	Budget Variance (Unfavorable)	\$ 449,716	\$ 1,684,199	\$ 11,197,182
h	Realized Futures Gains (Losses)	\$ (290,060)	\$ (604,330)	\$ 5,185,534
i=(c-h)	Net Cost of Fuel	\$ 1,286,775	\$ 8,467,566	\$ 140,438,608
j=(i-f)	Net Budget Variance (Unfavorable)	\$ 159,656	\$ 1,079,869	\$ 16,382,716
j=(i/f)	Net Cost of Fuel, Per Gallon, inc. Hedge	\$ 2.90	\$ 2.95	\$ 2.13
k=(e-i)	Net Budget Variance Per Gallon	\$ 0.50	\$ 0.45	\$ 0.14
Futures Activity:		Price of Barrel of Oil:		
	Futures Contracts Purchased	8	Date	Price
	Futures Contracts Sold	16	08/31/2014	\$ 95.96
	Futures Contracts Net Change at month end	(8)	09/30/2014	\$ 91.16
	Total Open Futures Contracts, at month end	152	10/31/2014	\$ 80.54
	Futures Contracts Unrealized Gain/(Loss) *	(\$1,571,535)	11/30/2014	\$ 66.15
	(% of Estimated Future Consumption)	79%	12/31/2014	\$ 53.27
<p>* = At month end</p> <p><u>Explanatory Notes:</u></p> <p>Consumption budgeted at approximately 120,000 gallons per week.</p> <p>Current diesel contracts: diesel =Platts +10.17 cents per gal.; B2 diesel= Platts + 10.93 cents per gal.</p> <p>A futures contract equals 42,000 gallons.</p> <p>Numbers above rounded.</p> <p>Amounts do not include transaction or consulting costs.</p> <p>Futures Contracts are purchased from Feb 2015 through Jul 2016 (18 months).</p> <p><u>Background:</u></p> <p>Linwood Capital is a consultant retained by Metro since April 2004 to assist with its energy price risk management program.</p> <p>Metro manages the cost of fuel by utilizing purchase of exchange traded futures, specifically NYMEX Heating Oil#2 (HO#2) futures.</p> <p>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.</p>				

Bi-State Development Agency
FY'15 Metro Transit Projected Cash Flow (draft, discussion only)
(dollars in thousands)

	Actuals	Actuals	Actuals	Actuals	Actuals	Actuals	Actuals														
Note- Figures are estimates of CASH receipts and disb.: subject to change	Fiscal Yr	JULY	AUG	SEPT	OCT	NOV	DEC	JAN	FEB	MAR	APR	MAY	JUNE	Fiscal Yr	JULY	AUG	SEPT	OCT	NOV	DEC	FY'16
	2014	2014	2014	2014	2014	2014	2014	2015	2015	2015	2015	2015	2015	2015	2015	2015	2015	2015	2015	2015	Six months
BEGINNING CASH BAL. OPER.&REV. FUNDS	\$30,000	\$51,300	\$35,200	\$47,200	\$58,000	\$53,500	\$51,800	\$45,800	\$38,157	\$40,129	\$39,502	\$36,168	\$49,106	\$51,300	\$44,602	\$41,912	\$39,673	\$47,458	\$40,033	\$38,141	\$44,602
CASH RECEIPTS- SALES TAXES :																					
St Louis County 1/2 cent (est. 1974)	38,657	0	7,515	3,963	3,510	2,809	3,618	3,867	3,557	3,159	3,143	3,290	3,332	41,763	3,757	3,757	3,963	3,510	2,809	3,618	21,414
St Louis City 1/2 cent (est. 1974)	17,996	2,371	1,069	1,888	1,764	1,126	1,907	1,673	988	1,734	1,305	1,521	1,702	19,048	2,371	1,069	1,888	1,764	1,126	1,907	10,125
sub-total 1/2 cent (1974)	56,653	2,371	8,584	5,851	5,274	3,935	5,525	5,540	4,545	4,893	4,448	4,811	5,034	60,811	6,128	4,826	5,851	5,274	3,935	5,525	31,539
Pledged to debt service X-County Bonds:																					
St Louis County 1/4 cent Prop M (1994)	39,298	0	7,524	4,059	3,612	2,916	3,689	3,922	3,403	3,246	3,210	3,348	3,328	42,257	3,762	3,762	4,059	3,612	2,916	3,689	21,800
St Louis City 1/4 cent Prop M (1994)	9,457	0	1,752	1,004	902	595	1,002	870	562	879	818	770	888	10,042	876	876	982	917	586	992	5,228
St Louis County 1/2 cent Prop A (2010)	50,759	661	9,801	5,276	4,694	3,788	4,788	5,095	4,763	4,142	4,104	2,534	1,774	51,420	1,322	2,914	5,566	3,765	3,319	4,900	21,786
St Louis City 1/4 cent Prop M2 (2010)	9,457	0	1,752	1,004	902	595	1,002	870	562	879	818	770	888	10,042	876	876	1,004	902	595	1,002	5,255
sub-total pledged sales taxes	108,971	661	20,829	11,343	10,110	7,894	10,481	10,757	9,290	9,146	8,950	7,422	6,878	113,761	6,836	8,428	11,611	9,196	7,416	10,583	54,069
Debt Service X-County Bonds, Interest	(23,926)	0	(3,956)	(1,993)	(702)	(2,008)	(2,009)	(2,009)	(2,010)	(2,010)	(2,010)	(2,010)	(2,010)	(22,727)	(2,010)	(2,010)	(2,010)	(2,010)	(2,010)	(2,010)	(12,060)
Debt Service X-County Bonds, Principal	(6,192)	0	(1,169)	(585)	(602)	(602)	(602)	(602)	(602)	(602)	(602)	(602)	(602)	(7,172)	(602)	(602)	(602)	(602)	(602)	(602)	(3,612)
sub-total debt service	(30,118)	0	(5,125)	(2,578)	(1,304)	(2,610)	(2,611)	(2,611)	(2,612)	(2,612)	(2,612)	(2,612)	(2,612)	(29,899)	(2,612)	(2,612)	(2,612)	(2,612)	(2,612)	(2,612)	(15,672)
sub-total pledged sales tax less debt	78,853	661	15,704	8,765	8,806	5,284	7,870	8,146	6,678	6,534	6,338	4,810	4,266	83,862	4,224	5,816	8,999	6,584	4,804	7,971	38,397
TOTAL SALES TAX RECEIPTS LESS DEBT	135,506	3,032	24,288	14,616	14,080	9,219	13,395	13,686	11,223	11,427	10,786	9,621	9,300	144,673	10,352	10,642	14,850	11,858	8,739	13,496	69,936
CASH RECEIPTS- OTHER:																					
Passenger Revenue, inc. Paratransit	60,281	5,746	5,135	5,260	5,124	4,126	4,863	3,906	6,101	4,503	4,447	5,391	4,976	59,578	5,746	5,135	5,260	5,124	4,126	4,863	30,254
Other	46,497	1,292	1,493	3,599	1,053	1,405	870	1,268	2,798	823	1,353	1,417	2,408	19,779	350	350	350	350	350	16	1,766
St. Clair County (inc. State of Illinois)	52,155	378	5,818	6,366	9,043	1,028	8,346	4,786	4,486	4,990	248	8,052	503	54,044	378	5,818	6,366	9,043	1,028	8,346	30,979
State of Missouri	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Federal Assistance:																					0
Maintenance	16,000	0	0	0	0	0	0	0	0	0	0	16,000	0	16,000	0	0	0	0	0	0	0
CMAQ\JARC\ARRA\Other grants\reimb.	54,304	3,395	1,613	3,223	(74)	4,390	1,042	10,849	4,180	0	5,603	2,635	4,410	41,266	3,395	1,613	3,223	(74)	4,390	1,042	13,589
TOTAL CASH RECEIPTS	364,743	13,843	38,347	33,064	29,226	20,168	28,516	34,495	28,788	21,743	22,437	43,116	21,597	335,340	20,221	23,558	30,049	26,301	18,633	27,763	146,524
CASH DISBURSEMENTS:																					
Payroll & Related (not inc. OPEB)	(130,388)	(9,790)	(11,145)	(9,563)	(14,237)	(9,634)	(11,611)	(13,168)	(9,588)	(9,680)	(9,342)	(11,651)	(10,380)	(129,789)	(9,790)	(11,145)	(9,563)	(14,237)	(9,634)	(11,611)	(65,980)
Accounts Payable	(170,350)	(16,586)	(10,104)	(10,491)	(13,824)	(7,593)	(16,135)	(14,540)	(13,509)	(10,215)	(13,069)	(12,933)	(13,567)	(152,566)	(9,554)	(10,104)	(10,491)	(13,824)	(7,593)	(16,135)	(67,701)
Self-Insurance	(23,803)	(3,006)	(2,050)	(1,886)	(2,817)	(1,997)	(2,331)	(2,624)	(1,945)	(2,276)	(2,356)	(1,934)	(1,965)	(27,187)	(3,006)	(1,500)	(1,886)	(2,817)	(1,997)	(2,331)	(13,537)
Other (capital fund transfer., OPEB set aside)	(14,402)	(561)	(3,048)	(324)	(2,848)	(2,644)	(4,439)	(11,806)	(1,774)	(199)	(1,004)	(3,660)	(189)	(32,496)	(561)	(3,048)	(324)	(2,848)	(1,301)	(1,937)	(10,019)
TOTAL CASH DISBURSEMENTS	(338,943)	(29,943)	(26,347)	(22,264)	(33,726)	(21,868)	(34,516)	(42,138)	(26,816)	(22,370)	(25,771)	(30,178)	(26,101)	(342,038)	(22,911)	(25,797)	(22,264)	(33,726)	(20,525)	(32,014)	(157,237)
CASH SURPLUS (DEFICIT)	25,800	(16,100)	12,000	10,800	(4,500)	(1,700)	(6,000)	(7,643)	1,972	(627)	(3,334)	12,938	(4,504)	(6,698)	(2,690)	(2,239)	7,785	(7,425)	(1,892)	(4,251)	(10,713)
CUMULATIVE CASH SURPLUS (DEFICIT)	51,300	35,200	47,200	58,000	53,500	51,800	45,800	38,157	40,129	39,502	36,168	49,106	44,602	44,602	41,912	39,673	47,458	40,033	38,141	33,889	33,889
STABILIZATION FUND:																					
Beginning Balance	3	24	30	30	35	41	54	327	600	873	2,727	3,000	0	0	273	546	819	1,092	1,365	1,638	1,638
Fund Transfer - OPEB Trust	(3,000)	0	0	0	0	0	0	0	0	0	0	(3,000)	0	(3,000)	0	0	0	0	0	0	0
Ending Balance	(2,997)	24	30	30	35	41	54	327	600	873	2,727	0	0	(3,000)	273	546	819	1,092	1,365	1,638	1,638
INTERNALLY RESTRICTED FUND:																					
Beginning Balance	14,659	14,659	14,659	14,659	14,659	14,659	14,659	14,659	14,659	14,659	14,659	14,659	14,659	14,659	14,659	14,659	14,659	14,659	14,659	14,659	14,659
Cumulative	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Ending Balance (1)	14,659	14,659	14,659	14,659	14,659	14,659	14,659	14,659	14,659	14,659	14,659	14,659	14,659	14,659	14,659	14,659	14,659	14,659	14,659	14,659	14,659

(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 4)

Depository Banks:	Long-Term Debt Rating			Short-Term Debt Rating			Fitch Bank Rating
	S&P	Moody's	Fitch	S&P	Moody's	Fitch	
Bank of America, N.A.	A	A2	A+	A-1	P-1	F1	NA
Commerce Bank	A	Aa3			P-1		NA
PNC Bank	A	A2	AA-	A-1	P-1	F1+	NA
Regions Bank	BBB+	Baa3	BBB	A-2	P-3	F2	NA
U.S. Bank	AA-	Aa3	AA-	A-1+	P-1	F1+	NA
UMB Bank	A-		A+	A-2		F1	NA
Trust Companies:							
Bank of New York Mellon Trust	AA-	Aa2	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						
	S&P	Moody's	Fitch				
AIG (2001 LRV Lease)	A+	A2	A+	NA = Fitch overall bank ratings or LT debt ratings have been withdrawn			
U.S. Treasury	AA+	Aaa	AAA				
Federal Home Loan Bank (FHLB)	AA+	Aaa					
Federal Farm Credit Bank (FCB)	AA+	Aaa	AAA				

Bi-State Development 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	
Principal (currently outstanding)	\$97,220,000	\$344,210,000	\$105,000,000	\$546,430,000
Lien on 1\4 cent Prop M, Prop M2, Prop A tax	Senior	Senior	Subordinate	
Stand alone credit rating (S&P\Moody's)	AA+\A2	AA+\Aa3	NA	
Maturity date(s)	2023 – 2039	2050	2053	
Optional Call Date	2019	Various	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	
Annual debt service:				
Interest	\$4,767,975	\$18,234,312	\$1,107,000	\$24,109,287
Principal - (1st pymt 10/1/14-\$7,015,000)	\$0	\$7,220,000	\$0	\$7,220,000
total princ.&int.	\$4,767,975	\$25,454,312	\$1,107,000	\$31,329,287
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

7



**BI-STATE DEVELOPMENT AGENCY / METRO
AUDIT COMMITTEE MEETING
OPEN SESSION MINUTES
JANUARY 23, 2015**

Committee Members in Attendance

Missouri

Constance Gully, Chair
Vincent C. Schoemehl, (absent)
Hugh Scott, (via phone)

Illinois

David Dietzel, (absent)
Jeffrey Watson, (absent)

Other Commissioners in Attendance

Vernal Brown
Michael Buehlhorn, (via phone)
Aliah Holman, (via phone)

Staff in Attendance

John Nations, President & CEO
Barbara Enneking, General Counsel and Deputy Secretary
Shirley Bryant, Certified Paralegal/Assistant Secretary
Jim Cali, Director Internal Audit
Rita Marion, Sr. Administrative Assistant
Kathy Klevorn, Sr. Vice-President, Chief Financial Officer
Patti Beck, Director of Communications
Kent Swagler, Director of Corporate Compliance and Ethics
Mark Vago, Controller
Kathy Brittin, Director Risk Management, Safety & Claims
Angie Staicoff, Internal Auditor
Kelli Fitzpatrick, Internal Auditor, Part-Time
Tammy Fulbright, Director Treasury Services
Antwuan Donley, Internal Audit Department Intern
Andrew Ghiassi, Safety Engineer II, Rail Safety Engineer
Reggie Cavitt, ATU Local 788
Karl Tyminski, Internal Auditor PT
Sheila Hockel, Manager Emergency Preparedness
David Toben, Director Benefits
Jerry Vallely, External Communications Manager

Others in Attendance

Bill Grogan, St. Clair County Transit District
James Smith, MoDot

1. Call to Order

8:05 a.m. Commissioner Gully called the Open Session Audit Committee Meeting to order at 8:05 a.m.

8:04 a.m. John Nations, President & CEO, introduced Commissioner Vernal Brown, the newest Missouri member of the Agency's Board of Commissioners representing St. Louis County. She was appointed by Governor Jay Nixon to replace Commissioner Kevin Cahill. Commissioner Brown has a very distinguished and impressive background and is now in charge of benefits for the United Auto Workers, Region 5, an area that encompasses 17 states from Seattle to St. Louis. On behalf of Agency staff, Mr. Nations welcomed Commissioner Brown to the Board of Commissioners.

Commissioners Gully and Holman also welcomed Commissioner Brown to the Board.

2. Roll Call

8:05 a.m. Roll call was taken.

3. Public Comment

8:06 a.m. There was no public comment.

4. Minutes of Prior Open Session Audit Committee Meeting

8:06 a.m. The October 24, 2014, Audit Committee Open Session Meeting Minutes were provided in the Committee packet. A motion to approve the minutes was made by Commissioner Buehlhorn and seconded by Commissioner Scott. **Motion passed unanimously.**

5. September Financials

8:07 a.m. The Agency's Quarterly Financial Statements for FY15, 1st Quarter - Ending September 30, 2014 were provided in the Committee packet. Kathy Klevorn, Sr. Vice President Chief Financial Officer, introduced Mark Vago, Controller, to provide a brief overview. Mr. Vago discussed the operating results, analysis and financial position for Metro Transit and each Business Enterprise entity. The combined net income before depreciation for the Agency was \$11.7 million, and the net income from the other entities offset the loss from the St. Louis Downtown Airport.

Transit: For the 1st Quarter of FY15, ending September 30, 2014, Transit had a net income before depreciation of \$10.4 million. Ridership increased 1.1% over the prior year and passenger revenue increased 2.5% over the same period. The July 1, 2014 fare increase that raised the average fare from \$1.09 to \$1.11 helped revenues outpace ridership. The funds received, in exchange for services, from St. Louis County, St. Louis City and St. Clair County were favorable to budget.

Business Enterprises: The Gateway Arch Trams, Gateway Parking, the Riverfront Attractions, and the St. Louis Downtown Airport combined net operating income before depreciation was \$934,000. The Arch Trams, Parking and Riverfront Attractions were impacted by the CityArchRiver construction. Tram ridership was down 5.9%, Parking was down 35.3% and bike rental has been suspended. The Arch Tram net income before depreciation was \$816,000; the Arch Parking net income before depreciation was \$95,000, and the Riverfront Attractions generated net income before depreciation of \$43,000, which is \$37,000 unfavorable to budget. The St. Louis Downtown Airport had a net loss before depreciation of \$21,000.

Executive Services: Executive Services had a net income before depreciation of \$416, 000 and operating expenses and revenue were favorable to budget.

Commissioner Buehlhorn asked if the completion and opening of the southern half of Leonor K. Sullivan Boulevard (LKS) would boost the Riverboat revenues. In response, Mr. Nations stated that the opening of the southern portion of LKS would not have a significant impact on the Riverboat revenue in the short term. The Riverboat attractions would still be impacted because the northern portion of LKS would be closed from the grand staircase to Biddle Street.

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.

6. September Performance Indicators

8:15 a.m. The Agency's Performance Indicators for FY15, 1st Quarter - ending September 30, 2014 were provided in the Committee packet. Mark Vago, Controller, provided a brief overview discussing the Annual Transit Performance, System Profile, Business Services and Executive Services Profiles. The Transit System expenses were greater than the prior year due to higher wage and benefit costs as a result of the new contract with the ATU and outside service spending on non-capital projects. The Arch Parking Garage operating income was \$130,452 less than prior year actual. Road construction and limited access related to the CityArchRiver development project contributed to lower use of the garage. The garage is currently closed as a result of the construction and plans to tear down the garage. Passenger boarding on the riverboats was down approximately 50%, and operating revenue was 25.4% unfavorable to budget. Operating loss for the St. Louis Downtown Airport was \$102,129 below budget as a result of decreased operating revenue. Operating income for Executive Services exceed the budget by \$269,502 as a result of expenses being lower than budget and a favorable variance of Arch administrative fee revenue.

Some discussion followed regarding the decrease in transit ridership, which could be attributed to lower fuel prices resulting in more people driving their own vehicles. Mr. Friem also reported that the civil unrest during the quarter also had a negative effect on ridership. 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.

7. Treasury - Safekeeping Quarterly Accounts Audit, Ending September 30, 2014

8:15 a.m. The Treasury Safekeeping Quarterly Accounts Audit - Ending September 30, 2014, was provided in the Committee packet. Jim Cali, Director of Internal Audit, provided a brief overview. In accordance with the FY15 Internal Audit Plan and Board Policy requirements, the Internal Audit Department (IAD) performed a quarterly audit of the Treasury Safekeeping Accounts. Based on that analysis, it was determined that the Safekeeping Accounts exist, and the respective balances have been fairly presented in the Treasurer's Report dated September 30, 2014. IAD worked with the Treasury Department to add a more detailed explanation in the briefing paper as to the nature of the funds that represent the \$65 million in Safekeeping. This report was informational only and no Committee action was required. A copy of the report will be kept at the office of the Deputy Secretary.

8. Internal Audit Status Report - FY15, 2nd Quarter

8:15 a.m. The Internal Audit Status Report - FY15, 2nd Quarter was provided in the Committee packet. Jim Cali, Director of Internal Audit, provided a brief overview. The Internal Audit Status Report provides a summary of IAD's quarterly activity pertaining to the Annual Audit Plan. In addition to tracking the status of current audits, it also highlights the follow-up activity related to

the implementation of recommendations from prior audits. IAD has added an analysis of areas where the IAD has questioned certain costs and advised management that such costs may be subject to being recouped. To date, the suggestions of the IAD have led to approximately \$148,258 being recovered from Lamar Advertising, a former contractor. IAD is currently working with Benefits Director Dave Toben and Cigna to recover approximately \$45,000 in payments made to Cigna due to billing errors by Cigna. IAD has also advised management that IAD believes approximately \$46,943 was overpaid to Sachs Electric, which has denied the allegation. Sachs maintains that, although the contract between Bi-State and Sachs called for a specific billing rate regarding overhead and Sachs admits it billed at a higher rate than the contract provided, the higher rates were nonetheless appropriate because the higher rate was the rate in effect for work performed in Illinois. Further, Sachs maintains that since Bi-State paid the invoices as presented, nothing is owed by Sachs to Bi-State. Efforts are ongoing by the IAD and others to resolve the dispute with Sachs Electric. Since the matter is essentially a contract interpretation issue, it has been referred to Vice-President of Procurement & Inventory Management, Larry Jackson.

IAD is required to have a Quality Assurance Review (QAR) conducted once every five (5) years. To be in compliance, Crowe Horwath, the Agency's independent External Auditors, is scheduled to conduct the QAR in February 2015. The QAR will assess the efficiency and effectiveness of the Internal Audit activity and identify opportunities for improvement. This report was informational only and no Committee action was required. A copy of the report will be kept at the office of the Deputy Secretary.

9. Internal Audit Follow Up Summary - FY15, 2nd Quarter

8:19 a.m. The Internal Audit Follow Up Summary - FY15, 2nd Quarter report was provided in the Committee packet. Jim Cali, Director Internal Audit, provided a brief overview. The Internal Audit Department follow-up findings regarding the status of the prior recommendations during the 2nd quarter of FY15 were presented to the Committee. During the second quarter, IAD was tracking 47 recommendations. Management working with IAD completed or closed out 38 of those outstanding recommendations. Remaining are nine outstanding recommendations, none of which is overdue. 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.

10. Corporate Compliance and Ethics

8:20 a.m. The Corporate Compliance and Ethics report was provided in the Committee packet. Kent Swagler, Director of Corporate Compliance and Ethics, provided a brief overview. This report provided the current state of the Agency with respect to meeting its documented compliance requirements for FY15, as well as the current status of compliance, initiatives, ethics and training programs. Mr. Swagler also presented the status of the Missouri and Illinois Bus Facility underground storage tanks (UST) and the three year organizational development and training plan implementation, as well as the Payment Card Industry (PCI) compliance update.

Some discussion followed regarding the closure reports required by the Missouri Department of Natural Resources (DNR). 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.

11. Report to the Nations on Fraud

8:27 a.m. The *Report to the Nations on Fraud* was provided in the Committee packet. Jim Cali, Director of Internal Audit, provided a brief overview. In the June 30, 2009, External Auditors Annual Audit Report, it was recommended that the Board of Commissioners participate in fraud

awareness training. In an effort to satisfy that recommendation, the Internal Audit Department provided the Board with a copy of the *Report to the Nations on Occupational Fraud and Abuse 2014 Global Fraud Study* that was produced by the Association of Certified Fraud Examiners. This document represented their analysis of 1,483 fraud cases which provided the following information: 1) typical organization loss is estimated at 5% of revenue each year due to fraud; 2) the median fraud loss was \$145,000; 3) the median duration, the amount of time from when the fraud commenced until it was detected, was 18 months; 4) occupational frauds can be classified into three (3) primary categories: Asset Misappropriations, Corruption, and Financial Statement Fraud; 5) The most common form of occupational fraud is Asset Misappropriation, resulting in a median loss of \$130,000; 6) Tips are consistently the most common detection method. Over 40% of all fraud cases were detected by a tip; 7) Employees accounted for nearly half of all tips that led to the discovery of a fraud; 8) Organizations with hotlines were much more likely to catch a fraud by a tip; 9) Organizations with a hotline also experienced frauds that were 41% less costly, and were caught 50% more quickly than organizations without a hotline. The Agency has taken the initiative to have a Helpline and the next step would be to expand it to the vendors.

Mr. Cali informed the Committee that this report and presentation satisfies the Board's requirement for the annual fraud awareness training as recommended by the External Auditor. This report was presented in compliance with the External Auditor's recommendation and is information only and no Committee action is required. A copy of the report will be kept at the office of the Deputy Secretary.

12. Unscheduled Business

8:31 a.m. There was no unscheduled business.

13. Executive Session - Executive Session - If such action is approved by a majority vote of the Bi-State Development Agency's Board of Commissioners who constitute a quorum, the Board may go into closed session to discuss legal, confidential, or privileged matters 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).

8:31 a.m. Pursuant to the requirements of Section 610.021(17) of the Revised Statutes of Missouri, Commissioner Gully requested a motion to allow the Committee to go into closed session. A motion was made by Commissioner Scott and seconded by Commissioner Buehlhorn. A roll call vote was taken and the Commissioners present, Gully, Scott, Brown, Holman and Buehlhorn voted to approve this agenda item. **Motion passed unanimously.**

14. Call of Dates for Future Committee Meetings

9:35 a.m. Future meetings are as follows: an Operations Committee meeting is scheduled for Tuesday, January 27, 2015, at 8:00 a.m.; a Board meeting is scheduled for Friday, February 27, 2015, at 8:00 a.m.; an Operations Committee meeting is scheduled for Tuesday, March 17, 2015, at 8:00 a.m.; a Business Services and Economic Development Committee meeting is scheduled for Friday, March 20, 2015, at 8:00 a.m.; a Finance & Administration Committee meeting on Friday, March 27, 2015, at 8:00 a.m.; a Board meeting on Friday, April 24, 2015 at 8:00 a.m.; and an Audit Committee meeting on Friday, May 22, 2015, at 8:00 a.m.

15. **Adjournment**

9:35 a.m. A motion to adjourn the Open Session Audit Committee Meeting was made by Commissioner Buehlhorn and seconded by Commissioner Brown. **Motion passed unanimously.**


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

Open Session Item
8



707 North First Street
St. Louis, Missouri 63102-2595
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**BI-STATE DEVELOPMENT AGENCY / METRO
OPERATIONS COMMITTEE MEETING
OPEN SESSION MINUTES
JANUARY 27, 2015**

Committee Members in Attendance

Missouri

Hugh Scott, Chair (resigned, not in attendance)

Illinois

Michael Buehlhorn

Fonzy Coleman (resigned, not in attendance)

Jeffrey Watson (absent)

Other Commissioners in Attendance

Aliah Holman, (via phone)

Vernal Brown

Staff in Attendance

John Nations, President & CEO

Barbara Enneking, General Counsel and Deputy Secretary

Shirley Bryant, Certified Paralegal/Assistant Secretary

Ray Friem, Chief Operating Officer Transit Services

Rita Marion, Senior Administrative Assistant

Kathy Klevorn, Sr. Vice President Chief Financial Officer

John Langa, Vice President Economic Development

Dianne Williams, Vice President Marketing & Communications

Larry Jackson, Vice President Procurement, Inventory Management & Supplier Diversity

Barbara Georgeff, Executive Assistant to the President & CEO

Scott Grott, Chief MetroLink Operations

Jessica Mefford-Miller, Chief Transit Planning & System Development

Richard Zott, Chief of Public Safety

Tracy Beidleman, Director Program Development & Grants

Patti Beck, Director Communications

Ted Zimmerman, Director Marketing

Fred Bakrarich, Director Engineering System

Kathy Brittin, Director Risk Management, Safety & Claims

Jeff Braun, Director Real Estate

Jerry Vallely, External Communications Manager

Erick Dahl, Director St. Louis Downtown Airport

Mark Vago, Controller

David Beal, Capital Budget & Program Development Administrator

Gerard Hutchinson, Supplier Diversity Specialist

Charles Clemens, Senior Director Maintenance Of Way

William Waggoner, Senior Real Estate Specialist

Jeremy Dotson, Project Manager III Engineering

Kerry Kinkade, Director IT Applications Development
George Basler, Public Safety Officer
Jason Davis, Manager Security Fare Enforcement

Others in Attendance

Ronald Humphrey, CodeRed
Richard Shepard, Real Estate Strategies
Melissa Vighi, Lashly & Baer

1. Call to Order

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

8:01 a.m. John Nations, President & CEO, introduced Commissioner Vernal Brown, the newest Missouri member of the Agency's Board of Commissioners representing St. Louis County. Commissioner Brown was appointed by Governor Jay Nixon to replace Commissioner Kevin Cahill. She has a very distinguished and impressive background and is now in charge of benefits for the United Auto Workers (UAW), Region 5, an area that encompasses 17 states from Seattle to St. Louis. Mr. Nations welcomed Commissioner Brown to the Board.

2. Roll Call

8:01 a.m. Roll call was taken.

3. Public Comment

8:01 a.m. There was no public comment.

4. Minutes of Prior Open Session Operations Committee Meeting

8:02 a.m. The October 28, 2014, Open Session Operations Committee Meeting minutes were provided in the Committee packet. A motion to approve the minutes was made by Commissioner Brown and seconded by Commissioner Buehlhorn. **Motion passed unanimously.**

5. Contract Award: Transit Advertising Services

8:02 a.m. The briefing paper regarding the contract award for Transit Advertising Services was provided in the Committee packet. Dianne Williams, Vice President Marketing and Communications, and Larry Jackson, Vice President Procurement, Inventory Management & Supplier Diversity, provided a brief overview. The Agency generates revenue through advertising placement on MetroBus, Call-A-Ride, MetroLink and MetroLink Stations. The current Transit Advertising contract ended on December 13, 2014. A new Request for Proposal (RFP) was issued on November 6, 2014, and six (6) companies requested and received copies of the solicitation, but only one proposal was received from Direct Media USA.

Some discussion followed regarding the RFP objectives, which includes revenue in the form of a minimum guaranteed dollar amount that would increase annually by a set minimum amount or by 6% per year of gross advertising sales revenues or whichever is greater; and the percentage of additional funds over the minimum expectation the Agency would receive.

A motion for the Operations Committee to approve and forward to the Board for final approval the request to award Contract 14-RFP-100941-SG - Transit Advertising Services pending final negotiations with Direct Media USA was made by Commissioner Brown and seconded by Commissioner Holman. **Motion passed unanimously.**

6. Sole Source Contract Award: Trapeze U.S.A., LLC AVL Message Boards - North County Transit Center

8:10 a.m. The briefing paper regarding the sole source contract award to Trapeze U.S.A., LLC (**Trapeze**) for the AVL Message Boards at the North County Transit Center was provided in the Committee package. Ray Friem, Chief Operating Officer Transit Services, provided a brief overview. Trapeze previously supplied all Computer Aided Dispatch Automated Vehicle Location (**CAD/AVL**) equipment utilized with the Agency's transit management technology currently deployed on MetroBus and at existing transfer stations. This technology has been installed on a majority of the MetroBus fleet and the remainder of the fleet will have AVL technology by the end of 2015. The Agency's existing CAD/AVL infrastructure is a transit specific propriety system and only Trapeze equipment and software can be used with the existing communications and data processing structures, and Trapeze U.S.A., LLC is the only source for this equipment.

A motion for the Operations Committee to approve and forward to the Board for final approval the request to purchase real time passenger information displays with Trapeze U.S.A., LLC in an amount not to exceed \$151,830, contingent upon successful completion of negotiations with Trapeze, was made by Commissioner Brown and seconded by Commissioner Holman. **Motion passed unanimously.**

7. Contract Modification: Downtown Transfer Center Design Consultant Services Time Extension with Arcturis

8:14 a.m. The briefing paper regarding the contract modification for the Downtown Transfer Center Design Consultant Services Time Extension with Arcturis was provided in the Committee packet. Ray Friem, Chief Operating Officer Transit Services, provided a brief overview. Arcturis is under contract to provide design services for the Downtown Transit Center project, and the contract will expire on February 15, 2015. After the design was vetted and approved, the City of St. Louis raised issues regarding potential ADA discrepancies. Although there were no ADA discrepancies found, the City felt that there may be a better design, and pursuant to the City's request, the Agency provided various other options and pricings. To date the City has not chosen a final option, and discussions are ongoing to resolve this issue. Arcturis's performance has met the Agency's expectations. The design consultant must be under contract for the duration of the construction period, which is anticipated to be one (1) year and through the project close out which is estimated to be an additional three (3) months. To achieve this, a contract extension of 686 days is required, which will move the new contract completion date to December 31, 2016. The extension of the contract will not add any additional costs to the project.

A motion for the Operations Committee to approve and forward to the Board to approve the request for an extension of the contract with Arcturis through December 31, 2016 was made by Commissioner Brown and seconded by Commissioner Buehlhorn. **Motion passed unanimously.**

8. Contract Award: Natural Wood Solutions, LLC - Wood Cross Tie Replacement Project Year Three (3)

8:15 a.m. The briefing paper regarding the contract award to Natural Wood Solutions, LLC - Wood Cross Tie Replacement Project Year Three (3) was provided in the Committee packet. Larry Jackson, Vice President Procurement, Inventory Management & Supplier Diversity, provided a brief overview. The Agency is entering the third year of a three (3) year tie replacement program on Phase I of the MetroLink alignment. Due to last year's winter weather there was a shortage of hard wood available nationally that affected rail tie production and deliveries. The shortage situation has not improved since the Agency's previous procurement in

April 2014. Koppers supplied wood cross ties in recent years for Agency projects, but due to their inability to secure definite pricing and delivery from their plant locations they declined to bid until 2016. The Agency was left with the option to either cancel the solicitation, delay the wood cross tie replacement project by one (1) year, or award to the sole bidder, Natural Wood Solutions, LLC, whose bid was deemed fair and reasonable. This project is important to assuring the ride quality and safety of the MetroLink alignment. This project coexists with other maintenance projects and is expected to be completed in late summer or early fall of 2015. It would be difficult to reprogram the existing labor resources to ensure system maintenance needs are completed in a timely manner.

Some discussion followed regarding the reason to use wood ties instead of concrete and the difference in costs for each. Replacing the wood ties with concrete would be more expensive and combining concrete with the wood ties would create maintenance issues. There are approximately 90,000 ties that have to be replaced, and only 26,000 have been completed to date.

A motion for the Operations Committee to approve and forward to the Board for approval the purchase of wood ties from Natural Wood Solutions, LLC in the amount of \$612,000 to support year three (3) of the Tie Replacement Project was made by Commissioner Brown and seconded by Commissioner Holman. **Motion passed unanimously.**

9. Contract Award: Cell Phones Services

8:20 a.m. The briefing paper regarding the contract award for Cell Phone Services was provided in the Committee package. Larry Jackson, Vice President Procurement, Inventory Management & Supplier Diversity, provided a brief overview. A Request for Proposal was issued on October 6, 2014, and three firms responded, Sprint, Verizon, and AT&T. Sprint was selected because they had the highest total score that offered the lowest cost. Management's recommendation is to award the contract to Sprint for two (2) years for cell phone and related services at the proposed fixed prices; and when approved, recommend that the President & CEO exercise the option years of service if: 1) funding is available; 2) the performance of the contract is satisfactory; 3) the exercise of any contractual option is in accordance with the terms and conditions of the option stated in the initial contract awarded; and 4) the option price is determined to be equal to or better than prices available in the market or that the option is the more advantageous offer at the time the option is exercised. The annual cost is \$216,000 with an estimated total cost for the two (2) year contract with two (2) option years is \$864,000.

A motion for the Operations Committee to approve and forward to the Board to approve the cell phone services contract with Sprint as presented was made by Commissioner Holman and seconded by Commissioner Buehlhorn. **Motion passed unanimously.**

10. Contract Award: Credit Card Services

8:22 a.m. The briefing paper regarding the contract award for Credit Card Services was provided in the Committee packet. Larry Jackson, Vice President Procurement, Inventory Management & Supplier Diversity, provided a brief overview. The Agency currently manages credit card programs for Travel/Executive Credit Cards and Procurement/Office Supply Card services. Because of the current market changes, the Agency's goal was to maximize potential rebate revenue by combining all programs under a single provider capable of managing multiple uses, including Procurement, Executive, Travel, and Accounts Payable Cards. An RFP was issued in September 2014 and six (6) banks responded, US Bank, Bank of America, UMB Bank, PNC Bank, JPMorgan Chase Bank, and Fifth Third Bank. Upon completion of the technical and pricing scores, US Bank was the highest ranked firm. The current annual rebates are expected to increase from last year's amount of \$10,000 to an estimated \$80,000 on Procurement Cards alone.

If the other credit card services such as Office Supplies, Executive/Travel and Accounts Payable Cards are included, the rebate could be as much as \$250,000 annually.

A motion for the Operations Committee to approve and refer to the Board the request to award a contract to US Bank to provide credit card services for a period of three (3) years with (2) one-year options to be exercised at the Agency's discretion was made by Commissioner Buehlhorn and seconded by Commissioner Brown. **Motion passed unanimously.**

11. Sole Source Contract Award: Ten (10) Rebuilt 40 Ft Low Floor Buses Funded 100% by St. Clair County Transit District

8:25 a.m. The briefing paper regarding the sole source contract award for ten (10) rebuilt 40 foot low floor buses funded 100% by St. Clair County Transit District (SCCTD) was provided in the Committee packet. Ray Friem, Chief Operating Officer Transit Services, and Larry Jackson, Vice President Procurement, Inventory Management & Supplier Diversity, provided a brief overview. More than half of the Illinois bus fleet has met and/or exceeded its design life as well as its design mileage. These buses are also experiencing structural failures at a high rate and there is the possibility of the hydraulic wheel chair lifts failing due to age and life cycle usage. Additionally, the SCCTD has indicated that the Redbird Express service has doubled and demand is expected to increase in the future. The high demand and utilization rate of Illinois buses has created an immediate need for additional replacement rolling stock ahead of the initial planned levels. The Federal Transit Administration (FTA) has granted SCCTD permission to increase their bus spare ratio from 20% to 40% (10 buses). These buses would have a design life of 8 years, at a cost of 68% of a new bus. The current bus replacement plan in Illinois is driven by mileage to a 12 year interval and the purchase of the additional capital assets would extend the replacement plan to a 14 year interval. Although Agency management had reservations about procuring rolling stock using a sole source methodology, the business reasons for executing an agreement with Complete Coach Works (CCW) is compelling. CCW has successfully partnered with the Agency on two prior projects. Management recommends approval of this contract with CCW.

A motion for the Operations Committee to approve and forward to the Board for approval this request to enter into a contract with Complete Coach Works for the purchase of up to 10 rebuilt 40 Ft. Low Floor diesel powered buses, including all AVL equipment, in an amount not to exceed \$2,951,500 that will be 100% funded by SCCTD was made by Commissioner Buehlhorn and seconded by Commissioner Brown. **Motion passed unanimously.**

12. Transit Operations 2015 1st Quarter Performance Report

8:27 a.m. The Transit Operations FY15, 1st Quarter Performance Report was provided in the Committee packet. Ray Friem, Chief Operating Officer Transit Services, provided a brief overview. Operational revenue was slightly below expectation. The operational revenue from farebox and pass sales was down approximately \$155,000 for the quarter, primarily due to lower MetroLink ridership and fewer contracts for Medicaid and Medicare on Call-A-Ride. Expenses were slightly under budget for the first quarter. System ridership grew at 0.9% in the first quarter FY15, but this was below the expected 1.5%. Ridership for rail was down 0.6%, which could be contributed to lower fuel cost and the recent civil unrest in the area. MetroBus ridership met targeted goals. Call-A-Ride was down 1.7% primarily because of fewer contracts with Medicare and other governmental agencies. The contract trip reductions are a long-term trend and probably reflect permanent changes in Government Policy. Service Profiles show little change in year over year operating tempo for fixed route MetroLink and MetroBus service. The Public Safety Department has maintained and continues to create greater visibility on the alignment, thereby improving the perception of personal security on the entire transit system. Transit System's

Customer Service metrics continue to show satisfactory levels of accomplishment with on time performance above the 97% threshold for MetroLink, 90% for MetroBus and 95% for Call-A-Ride. Customer Service Call Center statistics are down approximately 7% for the first quarter.

Mr. Friem distributed a handout entitled "Automatic Fare Collection Vendor Integrations." This report was created in response to a request by Commissioner Cahill. The report illustrates the interfacing requirements for the automatic fare collection components and functions of Indra, Scheidt & Bachmann, and Trapeze. Indra supplies the core of the Smart Card system, Scheidt & Bachmann handles the bus farebox system, and Trapeze handles the AVL system. This integrated system will give the Agency the best possible information data stream on how customers are using the system and guide the Agency in optimizing the existing service hours and levels.

Commissioner Buehlhorn asked that a copy of the handout be provided to former Commissioners Kevin Cahill and Hugh Scott. 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. Maintenance of Way State of Good Repair Asset Inventory and Database Development - Project Completion Overview

8:30 a.m. The briefing paper regarding the Maintenance of Way State of Good Repair Asset Inventory and Database Development Project Completion Overview, together with the PowerPoint Presentation, and the Asset Management Plan, were provided in the Committee packet. Tracy Beidleman, Director of Program Development & Grants, and Ronald Humphrey, President of CodeRed Business Solutions (CRBS), a consultant on the Agency's Maintenance of Way State of Good Repair Asset Inventory and Database Development Project, provided a brief overview. MAP-21 and the State of Good Repair require that all transit agencies complete an Asset Management Program (AMP). The AMP is to include a list of the Agency's assets; the condition of the assets; and the replacement value of those assets for the purpose of providing a decision making tool for operating and capital investments going forward. The Agency partnered with CRBS to develop the initial elements of the Transit Asset Management (TAM) program for MetroLink Maintenance of Way (MOW). Asset Management is the strategic discipline that involves making the best decisions about the management of all rolling stock, systems, and physical assets throughout the Agency, as well as the asset's life cycle. The Agency is committed to the highest level of safety, security, and emergency preparedness for its customers, employees, and the general public. The TAM system has been developed, and it includes the utilization of a graphical software concept with asset information embedded in facility and system drawings. As a validation of the TAM system, asset inventories were completed and schematics developed for the MOW areas of Rail Facility Maintenance, Signals, and Traction Power Substations. This report was informational only and no Committee action was required. A copy of the report will be kept at the office of the Deputy Secretary.

****9:00 a.m. Commissioner Holman disconnected.**

14. Disadvantaged Business Enterprise (DBE) Contract Specific Goal Setting

9:02 a.m. The briefing paper and attachments regarding the Disadvantaged Business Enterprise (DBE) contract specific goal setting were provided in the Committee packet. Larry Jackson, Vice President Procurement, Inventory Management & Supplier Diversity, provided a brief overview. At a previous Committee meeting, Commissioner Cahill asked for an update on the DBE compliance including the percentage participation on contracts. Those discussions led to questions regarding how the Agency sets goals on contracts. Mr. Jackson asked Gerard

Hutchinson, Supplier Diversity Specialist, to provide additional information regarding the DBE goals.

Mr. Hutchinson discussed in more detail the Disadvantaged Business Enterprise (DBE) project specific goal-setting process, highlighting: 1) why the Agency sets project specific goals; 2) information needed to set project specific goals; 3) what setting a project specific goal involves; 4) determining the weight of each category of work on the project; 5) determining the availability of DBE firms for each work category on the project; and 6) calculating category goals. 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.

15. Unscheduled Business

9:17 a.m. The briefing paper regarding the Contract Extension of Time and Performance and Increase in Contract Sum for Contract 11-RFP-5697-CB, Eads Bridge Rehabilitation and UMSL Interlocking Construction Management Oversight Services was provided as an additional handout at the Committee meeting. Ray Friem, Chief Operating Officer Transit Services, provided a brief overview. Since inception, the Eads Bridge Project has experienced some delays due to flooding on the Mississippi River, extreme cold weather, high winds, program delays, and additional design and repair work. Because of the unique design of the bridge and the magnitude of the remediation, the Agency hired additional expertise and oversight from outside engineering firms. Transystems was hired to do structural inspections, construction management functions and coating and general repair inspection activities. Gonzales subcontracted with Transystems to do the in depth inspection of cleaned surfaces and final coating of the bridge structures. Modjeski and Masters (**M&M**) was hired as the general oversight consultant to support Agency project team members in making decisions regarding the bridge structures and repair activities as the project progressed. The M&M contract also included project inspection services for the University of Missouri - St. Louis (**UMSL**) Interlocking project. The initial contract with M&M was awarded in 2012 and eventually both contracts for consulting and inspection services will have to be extended. An immediate extension is needed because of the earlier start date for UMSL Interlocking services. M&M's knowledge of the project and the bridge provides value to the construction management effort. M&M has staff competent in ultra-sonic testing of the bridge pins and they are skilled in the interpretation of test results. The increase in the contract amount is within the contingency budget for the project and the overall Eads Bridge Rehabilitation Project still projects to be below the authorized project budget. Management recommends retention of M&M in their current contractual capacity.

A motion for the Operations Committee to approve and refer to the Board the request to extend the contract time of performance through May 31, 2016, and to increase the contract amount by \$256,720.01, bringing the total contract value to \$537,434.01 was made by Commissioner Buehlhorn and seconded by Commissioner Brown. **Motion passed unanimously.**

- 16. 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 action 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).

9:21 a.m. Pursuant to the requirements of Section 610.021 (1) and 610.021(2) of the Revised Statutes of Missouri, Commissioner Buehlhorn requested a motion to allow the Committee to go into closed session. A motion was made by Commissioner Buehlhorn and seconded by Commissioner Brown. A roll call vote was taken and the Commissioners present, Buehlhorn and Brown voted to approve this agenda item. **Motion passed unanimously.**

17. Call of Dates for Future Committee Meetings

10:47 a.m. The next Board meeting is scheduled for Friday, February 27, 2015, at 8:00 a.m.; the next Operations Committee meeting is scheduled for Tuesday, March 17, 2015, at 8:00 a.m.; the next Business Services & Economic Development Committee meeting is scheduled for Friday, March 20, 2015, at 8:00 a.m. and the next Finance & Administration Committee/Budget Review is scheduled for Friday, March 27, 2015, at 8:00 a.m.

18. Adjournment

10:47 a.m. A motion to adjourn the Open Session Operations Committee meeting was made by Commissioner Buehlhorn and was seconded by Commissioner Brown. A roll call vote was taken and the Commissioners present Brown and Buehlhorn voted to approve this agenda item. **Motion passed unanimously.**


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

Open Session Item
10(a)

**Bi-State Development Agency / Metro
Board of Commissioners
Agenda Item
February 27, 2015**

From: John M. Nations, President & CEO
Subject: Contract Award to Sprint for Cell Phone Services
Disposition: Approval
Presentation: Debbie Erickson, Vice President – Chief Information Officer; Larry Jackson, Vice President – Procurement, Inventory Management & Supplier Diversity

Objective:

To present to the Board of Commissioners a request for approval to award a two (2) year contract with two (2) pre-priced option years exercisable at the Bi-State Development Agency/Metro's (**BSDA/Metro**) discretion to Sprint for cell phone services.

Committee Disposition:

This item was presented and discussed at the Operations Committee Meeting on January 27, 2014. The Committee voted to recommend that the Board of Commissioners approve this contract award to Sprint, in an amount not to exceed \$864,000.

Board Policy:

Board Procurement Policy requires Board approval of negotiated procurements exceeding \$500,000.

Funding Source:

Operating Budget: Cell phone costs are included in the annual Operating Budget for each of the cost centers utilizing cell phones.

Background:

Request for Proposal (RFP), 15-RFP-101101-VH was issued on October 6, 2014, seeking a qualified provider for cell phone and related services to meet the requirements of BSDA/Metro. The solicitation was advertised on BSDA/Metro's website and through the iSupplier Sourcing system. Three firms requested and received a copy of the RFP. Three firms responded with proposals by the closing date of November 4, 2014: AT&T, Sprint, and Verizon.

Analysis:

Technical elements were evaluated in accordance with the published evaluation criteria listed in the solicitation document. Technical evaluation was performed by staff from the Information Technology Division. Cost was evaluated separately after the technical evaluation was completed. The chart below shows the final combined (Technical and Cost) scoring for each vendor.

Vendor	Technical Score	Cost Score	Total Score
Sprint	305.00	250.00	555.00
Verizon	301.00	201.87	502.87
AT&T	307.50	216.69	524.19

The highest possible attainable technical score was 500. The highest possible cost score was 250. The highest total score could not exceed 750 points.

The annual cost of service is dependent on the number of cell phones used and the type of service required. BSDA/Metro currently has over 500 cell phones for data, messaging, phone, and direct connect services. The annual cost is approximately \$216,000. The estimated total cost for the two (2) year contract and two (2) option years is \$864,000.

Board Action Requested:

Approval by the Board of Commissioners to award a contract to Sprint for two (2) years for cell phone and related services at the proposed fixed prices; and when approved, recommend that the President & CEO exercise the option years of service if:

- Funding is available;
- The performance of the contract is satisfactory;
- The exercise of any contractual 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 equal to or better than prices available in the market or that the option is the more advantageous offer at the time the option is exercised.

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
APPROVING THE CONTRACT AWARD TO
SPRINT FOR CELL PHONE 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 all Competitive Negotiated Procurements exceeding \$500,000; and

Whereas, cell phone costs are included in the Annual Operating Budget for each of the cost centers utilizing cell phones; and

Whereas, the Request for Proposal 15-RFP-101101-VH was issued on October 6, 2014 seeking a qualified provider for cell phone and related services and three firms responded with proposals: AT&T, Sprint and Verizon; and

Whereas, the proposals were evaluated for technical elements and cost. BSDA has over 500 cell phones for data, messaging, phone and direct connect services with an annual cost of approximately \$216,000; and

Whereas, Sprint will provide cell phone services for a two year contract and two option years for an estimated cost of \$864,000; and

Whereas, it is feasible, necessary and in the public interest for the Agency to approve the contract award to Sprint for cell phone services for an estimated cost of \$864,000, 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 Sprint for cell phone services.

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 Sprint.

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 27th day of February, 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
10(b)

Bi-State Development Agency / Metro
Board of Commissioners
Agenda Item
February 27, 2015

From: John M. Nations, President & CEO
Subject: Contract Award to US Bank for Credit Card Services
Disposition: Approval
Presentation: Larry B. Jackson, Vice President – Procurement, Inventory Management & Supplier Diversity

Objective:

To present to the Board of Commissioners a request for approval to award a three (3) year contract with two (2) option years exercisable at the Agency's discretion to US Bank for credit card services.

Committee Disposition:

This item was presented and discussed at the Operations Committee Meeting on January 27, 2014. The Committee voted to recommend that the Board of Commissioners approve this award to US Bank for credit card services.

Board Policy:

Board Procurement Policy requires Board approval of negotiated procurements exceeding \$500,000.

Funding Source:

No funding source is required. Credit Card Services are provided at no cost to the Agency and provide revenue in the form of a rebate based on volume of dollars processed.

Background:

Request for Proposal (**RFP**) 15-RFP-101000-CB was issued on September 12, 2014 seeking proposals from qualified bank institutions to provide credit card services for Bi-State Development Agency/Metro's (**BSDA/Metro**) credit card programs. BSDA/Metro currently manages separate credit card programs for Travel/Executive credit cards and Procurement Card/Office Supply Card services. A stated goal of the new RFP was to maximize potential rebate revenue by combining all programs under a single provider capable of managing multiple uses including Procurement, Executive, Travel and Accounts Payable Cards.

The solicitation was advertised on BSDA/Metro's website and through the iSupplier Sourcing system. Fifteen banks requested and received a copy of the RFP. Six banks responded with proposals by the closing date of October 17, 2014. The banks that responded were US Bank, Bank of America, UMB Bank, PNC Bank, JP Morgan Chase Bank, and Fifth Third Bank.

Analysis:

Technical elements were evaluated in accordance with the published evaluation criteria listed in the solicitation document. Technical evaluation was performed by staff from BSDA/Metro's Procurement, Accounting and Information Technology Departments. Pricing was evaluated separately after the technical evaluation was completed and ranked on the basis of highest overall rebate offered to the Agency.

The chart below shows the final combined (Technical and Pricing) scoring for each bank.

Bank	Technical Score	Cost Score	Total Score
US Bank	140.52	300.00	440.52
Bank of America	136.66	291.66	427.92
Fifth Third Bank	117.66	271.84	389.50
UMB Bank	124.20	233.01	357.21
PNC Bank	125.76	0	125.76
JP Morgan Chase	124.16	0	124.16

Cost scores were evaluated based on the Agency paying within 30 days of invoice. Banks that received a score of zero for pricing did not submit a rebate schedule for paying within 30 days as required for the evaluation, and the rebate schedules they proposed were less attractive than those of the other banks.

The chart below shows the anticipated rebate by card type for the highest ranking bank.

USBANK	ANNUAL VOLUME	REBATE PERCENTAGE	ANNUAL REBATE
Procurement Card	\$ 5,000,000	1.60%	\$ 80,000
Office Supplies	\$ 200,000	1.60%	\$ 3,200
Executive/Travel	\$ 300,000	1.60%	\$ 4,800
AP Cards	\$ 10,000,000	1.60%	\$ 160,000
TOTAL	\$ 15,500,000		\$ 248,000

The Procurement Card, Office Supplies Card, Executive and Travel card volume are based on historical information. The AP Card volume is a conservative estimate by US Bank based on our payables information. This amount will be dependent on implementation of card use for the payables function.

Award will be made to US Bank, the responsible firm whose proposal is most advantageous to the Agency with price and other factors considered.

Board Action Requested:

Approval by the Board of Commissioners to award a contract to US Bank to provide credit card services for a period of three (3) years with two (2) one-year options to be exercised at BSDA/Metro's discretion.

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
APPROVING THE CONTRACT AWARD TO
US BANK CREDIT CARD 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 all Competitive Negotiated Procurements exceeding \$500,000; and

Whereas, credit card services are provided at no cost to BSDA and provide revenue in the form of a rebate based on volume of dollars processed; and

Whereas, the Request for Proposal 15-RFP-101000-CB was issued on September 12, 2014 seeking proposals from qualified bank institutions to provide credit card services. BSDA currently manages separate credit card programs and the new RFP was to maximize potential rebate revenue by combining all programs under a single provider capable of managing multiple uses including Procurement, Executive, Travel and Accounts Payable Cards; and

Whereas, fifteen banks requested and received a copy of the RFP and six banks responded with proposals: US Bank, Bank of America, UMB Bank, PNC Bank, JP Morgan Chase Bank, and Fifth Third Bank; and

Whereas, US Bank's proposal was the most advantageous to BSDA with price and other factors considered; and

Whereas, it is feasible, necessary and in the public interest for the Agency to approve the contract award to US Bank for credit card services for a period of three years with two one-year options, 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 US Bank for credit card services.

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 US Bank.

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 27th day of February, 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
10(c)

**Bi-State Development Agency/Metro
Board of Commissioners
Agenda Item
February 27, 2015**

From: John M. Nations, President & CEO
Subject: Contract Award to Direct Media USA for Transit Advertising Services
Disposition: Approval
Presentation: Dianne H. Williams - Vice President, Marketing and Communications; and
Larry B. Jackson, Vice President - Procurement, Inventory Management &
Supplier Diversity

Objective:

To present to the Board of Commissioners a request for approval to award Contract 14-RFP-100941-SG for Transit Advertising Services to Direct Media USA for a three-year period commencing March 1, 2015 and ending February 28, 2018, with two one-year options for renewal at Bi-State Development Agency/Metro's (**BSDA/Metro**) discretion extending the contract until February 29, 2020.

Committee Disposition:

This item was presented and discussed at the Operations Committee Meeting on January 27, 2014. The Committee voted to recommend that the Board of Commissioners approve this contract award to Direct Media USA.

Board Policy:

Board Policy Chapter 50 requires Board approval of Negotiated Procurements exceeding \$500,000.

Funding Source:

Not Applicable - Revenue Contract.

Guaranteed revenue for the three year period from the recommended vendor is \$2,400,000 with additional guaranteed revenue of \$1,900,000 for two option years. Once annual guarantee is achieved, BSDA/Metro will receive a revenue share of 60% of media sales up to \$1,500,000 annually and 65% of annual media sales for revenue above \$1,500,000.

Background:

BSDA/Metro generates revenue through advertising placements on bus and van interiors and exteriors, light rail vehicle interiors and exteriors, and light rail station platform windscreens, walls and tunnels.

The current contract for Transit Advertising Services was entered into on January 1, 2011. This contract ended with Option Year One (1) on December 31, 2014. A decision was made not to exercise the last Option Year.

BSDA/Metro issued Request for Proposal 14-RFP-100941-SG on November 6, 2014, seeking proposals from qualified parties interested in providing transit advertising services. Proposals

were due on December 11, 2014. The solicitation was advertised on BSDA/Metro's website and sent to companies identified as being qualified to provide transit advertising services. Six companies requested and received copies of the solicitation.

A pre-proposal conference was held in St. Louis on November 14, 2014, which gave interested parties the opportunity to obtain clarification on the scope of work pertaining to the advertising on MetroBus, MetroLink, Paratransit Vans and at MetroLink Stations.

The objectives in the RFP included revenue in the form of a minimum guaranteed dollar amount, which increases annually by a set minimum amount or by 6% per year of gross advertising sales revenues, whichever was greater. The technical evaluation criteria for the RFP included a company's experience and capabilities and the experience and qualifications of staff to be assigned to the contract. A DBE goal was not established because, to our knowledge, there are no certified DBE's in the transit advertising business; however, bidders were encouraged to seek out diverse suppliers for outside services not performed on an internal basis.

Analysis:

A single proposal was received from Direct Media USA, who was deemed responsive and responsible. The evaluation process was adhered to in accordance with the evaluation criteria set forth in the Request for Proposal. The evaluation committee consisted of staff from various departments including Procurement, Planning & System Development, Quality Assurance, and Marketing.

Direct Media USA was then invited to participate in a presentation/interview with BSDA/Metro. The presentation allowed conversation regarding the firm's overall capabilities and what would make them a good fit for BSDA/Metro. Upon completion of the presentation and question and answer period, a debriefing was conducted to allow the evaluation team to further discuss their thoughts on the firm's presentations and score them accordingly.

After completion of the initial Individual Technical, Consensus, and Presentation, the technical scores were as follows:

Evaluation Criteria Scoring

	Initial	Consensus	Presentation
Direct Media USA	417.50	418.37	422.50

It was determined that an agreement with Direct Media USA offers a more favorable revenue share than the previous contract, and offers greater revenue potential overall. Direct Media USA continues to increase revenues in each year of all the transit advertising contracts they hold.

Board Action Requested:

Approval by the Board of Commissioners to award Contract 14-RFP-100941-SG – Transit Advertising Services, pending final negotiations, to Direct Media USA.

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
APPROVING THE CONTRACT AWARD TO DIRECT MEDIA USA
FOR TRANSIT ADVERTISING 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 all Competitive Negotiated Procurements exceeding \$500,000; and

Whereas, BSDA issued a Request for Proposal 14-RFP-100941-SG on November 6, 2014 seeking proposals for transit advertising services and six companies requested and received copies of the solicitation; and

Whereas, a DBE goal was not established because there were no known certified DBEs in the transit advertising business, however, bidders were encouraged to seek diverse suppliers for outside services not performed internally; and

Whereas, Direct Media USA participated in a presentation/interview with BSDA and it was determined that a contract with Direct Media USA offered a more favorable revenue share than the previous contract and also offered greater revenue potential overall. Additionally Direct Media USA continues to increase revenues each year in all the transit advertising contracts they hold; and

Whereas, the contract with Direct Media USA will produce guaranteed revenue for a three year period of \$2.4 million with additional guaranteed revenue of \$1.9 million for two option years; and

Whereas, it is feasible, necessary and in the public interest for the Agency to approve the contract award to Direct Media USA for transit advertising services with a three year contract and 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 Contract. The Board of Commissioners hereby approves the contract award to Direct Media USA for transit advertising services.

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 Direct Media USA.

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 27th day of February, 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
10(d)

**Bi-State Development Agency / Metro
Board of Commissioners
Agenda Item
February 27, 2015**

From: John M. Nations
President & CEO
Subject: Sole Source Contract Award to Trapeze U.S.A., LLC for AVL Message Boards for North County Transit Center
Disposition: Approval
Presentation: Raymond A. Friem, Chief Operating Officer - Transit Services; Frederick J. Bakarich, Interim Director of Engineering; Larry B. Jackson, Vice President - Procurement, Inventory Management & Supplier Diversity

Objective:

To present to the Board of Commissioners a request to award a sole-source contract to Trapeze U.S.A., LLC. The North County Transfer Center (NCTC) Phase 1 Project requires the purchase of ten two-line Automatic Vehicle Location (AVL) displays and one large interior LED display.

Committee Disposition:

This item was presented and discussed at the Operations Committee Meeting on January 27, 2014. The Committee voted to recommend that the Board of Commissioners approve this Sole Source Contract Award, in an amount not to exceed \$151,830.

Board Policy:

Board Policy Chapter 50 – Board of Commissioners’ approval is required for sole source procurements exceeding \$100,000.

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 8.4% of all procurements over the last four quarters.

Funding Source:

This project is 80% funded through FTA grants MO-95-X015 and MO-90-X296, with 20% local match provided through St Louis City and County sales tax proceeds.

Background:

Trapeze previously supplied all Computer Aided Dispatch / Automated Vehicle Location (CAD/AVL) equipment utilized with our transit management technology currently deployed on Metro buses and at existing transfer stations. Metro has since installed this proprietary technology on a majority of the MetroBus fleet. The remainder of the fleet will have AVL technology by the end of 2015. The displays for the NCTC will provide real time departure and arrival information for all bus routes served by the transfer center.

Analysis:

Metro's existing CAD/AVL infrastructure is a transit specific proprietary system. Only Trapeze U.S.A., LLC equipment and software can be used with our existing communications and data processing structures, and the only source for this equipment is Trapeze U.S.A., LLC.

Board Action Requested:

Approval by the Board of Commissioners to award a sole source contract to Trapeze U.S.A., LLC, contingent upon successful completion of negotiations with Trapeze on same, for the purchase of real time passenger information displays, in an amount not to exceed \$151,830.00.

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
APPROVING THE AWARD OF CONTRACT TO TRAPEZE U.S.A. FOR
AVL MESSAGE BOARDS FOR NORTH COUNTY TRANSIT CENTER**

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, the North County Transfer Center Phase I Project requires the purchase of ten two-line Automatic Vehicle Location (AVL) displays and one large interior LED display; and

Whereas, this Project is 80% funded through FTA grants MO-95-X015 and MO-90-X296 , with 20% local match through St. Louis City and County sales tax proceeds; and

Whereas, Trapeze previously supplied all Computer Aided Dispatch/ Automated Vehicle Location (CAD/AVL) equipment utilized with Agency transit management technology currently deployed on Metro buses and at existing transfer stations. Agency has since installed this proprietary technology on a majority MetroBus fleet; and

Whereas, Agency's existing CAD/AVL infrastructure is a transit specific proprietary system. Only Trapeze equipment and software can be used with existing communication and data processing structures, and is the only source for this equipment; and

Whereas, it is feasible, necessary and in the public interest for the Agency to approve the award of a sole source contract to Trapeze U.S.A., LLC in the amount of \$151,830 contingent upon successful completion of negotiations, for the purchase AVL message boards for the North County Transit Center, 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 Trapeze U.S.A., LLC in the amount of \$151,830 for the purchase AVL message boards for the North County Transit Center.

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 Trapeze U.S.A., 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. 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 27th day of February, 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
10(e)

Bi-State Development Agency / Metro
Board of Commissioners
Agenda Item
February 27, 2015

From: John M. Nations, President & CEO
Subject: Sole Source Contract Award to Natural Wood Solutions, LLC, for Wood Cross Ties for Year Three (3) of the Tie Replacement Project
Disposition: Approval
Presentation: Raymond A. Friem, Chief Operating Officer - Transit Services; and Larry B. Jackson, Vice President – Procurement, Inventory Management & Supplier Diversity

Objective:

To present to the Board of Commissioners a request for approval for the President and CEO to award a sole source contract to Natural Wood Solutions, LLC for a one-time purchase to provide wood cross ties for Year Three (3) of the Tie Replacement Project.

Committee Disposition:

This item was presented and discussed at the Operations Committee Meeting on January 27, 2014. The Committee voted to recommend that the Board of Commissioners approve this award, in an amount not to exceed \$612,000.

Board Policy:

Board Policy Chapter 50.010(A)(8) and 50.010(E)(1)(b) – Board of Commissioners' approval is required for non-competitive ("sole source" or "single bid") procurements which exceed \$100,000.

It is the policy of the Bi-State Development Agency / Metro (**BSDA/Metro**) 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 8.4% of all procurements over the last four quarters.

Funding Source:

Funding for this project is through grants MO-54-0001 and Prop M funds for Non-Capital Rehabilitation/Renovation.

Background:

Solicitation 15-SB-101255-DH for supply of wood cross ties and spikes was released through BSDA/Metro's on-line sourcing system December 11, 2014, with bids due December 17, 2014, and requesting August 2015 delivery to the Agency's contractor. The solicitation was sent to 11 targeted potential suppliers with notifications being sent to 20 additional potential sources. Three suppliers indicated pre-bid intent to participate.

Prior to the bidding period, BSDA/Metro was advised by multiple suppliers of a national hardwood shortage affecting rail tie production and deliveries. This shortage situation had not improved since the Agency's previous procurement in April 2014. Koppers, who had supplied wood cross ties for Agency projects in recent years, could not obtain definite pricing and delivery from their plant locations and indicated they could not currently meet all their orders in house nor the Agency's required delivery, and, therefore, declined to bid until 2016.

Analysis:

The Agency's last three competitive purchases for wood cross ties were at \$54.50/ea., \$60.75/ea., and \$61.94/ea. This procurement bid is at \$68/ea., and while slightly higher, is still within the competitive range in a market shortage situation. The Agency's independent cost estimate submitted prior to issuance of the solicitation was \$61.94/ea. The market shortage was verified through independent industry publications with log supply being down due to harsh winter conditions limiting logging activity last winter and demand for hardwood products being up. Production in January 2014 through October 2014 decreased by 6.2%, with purchases only decreasing by 5.7%

The Agency may now either cancel the solicitation and delay the wood cross tie replacement project by one year or award to the single bidder whose bid has been deemed fair and reasonable. This project is important to assuring the ride quality and safety of the MetroLink alignment. This project coexists with other maintenance projects and is time slotted to be accomplished in late summer and fall of this year. At this late date, it would be extremely difficult to reprogram existing labor resources to ensure system maintenance needs are accomplished in a timely manner.

Committee Action Requested:

Approval by the Board of Commissioners to award a sole source contract to Natural Wood Solutions, LLC, in the amount of \$612,000 for a single purchase of wood cross ties to support Year Three (3) of the Tie Replacement Project.

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
APPROVING THE AWARD OF CONTRACT TO
NATURAL WOOD SOLUTIONS, LLC FOR WOOD CROSS TIES FOR
THE TIE REPLACEMENT 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, this Project is funded through FTA grants MO-54-0001 and Prop M funds for Non-Capital Rehabilitation/Renovation; and

Whereas, national hardwood suppliers have advised Agency of a rail tie production and delivery shortage and this shortage has not improved since the Agency's previous procurement in April 2014. In addition this market shortage has been verified through independent industry publications indicating decreased supply due to harsh winter conditions that limited logging activity last year and the increased demand for hardwood products; and

Whereas, the Agency's last three competitive purchases for wood ties were \$54.50/each, and \$60.75/each, and \$61.94/each. The current procurement bid of \$68/ each, while slightly higher, is within the competitive range in a market shortage situation; and

Whereas, it is feasible, necessary and in the public interest for the Agency to approve the award of a sole source contract to Natural Wood Solutions, LLC in the amount of \$612,000 a single purchase of wood ties to support Year (3) of the Replacement Tie 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 Natural Wood Solutions, LLC in the amount of \$612,000 for a single purchase of wood ties to support Year (3) of the Replacement Tie 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 Natural Wood Solutions, 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. 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 27th day of February, 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
10(f)

**Bi-State Development Agency / Metro
Board of Commissioners
Agenda Item
February 27, 2015**

From: John M. Nations, President & CEO
Subject: Sole Source Contract Award to Complete Coach Works for Ten (10) Rebuilt 40-Foot Low Floor Buses
Disposition: Approval
Presentation: Raymond A. Friem, Chief Operating Officer – Transit Services; Larry B. Jackson, Vice President – Procurement, Inventory Management & Supplier Diversity

Objective

To obtain Board of Commissioners' approval to enter into a sole source contract with Complete Coach Works (CCW) for the purchase of up to ten (10) refurbished 40-foot low floor diesel powered buses.

Committee Disposition:

This item was presented and discussed at the Operations Committee Meeting on January 27, 2014. The Committee voted to recommend that the Board of Commissioners approve this Sole Source Contract Award, in an amount not to exceed \$2,951,500.

Board Policy:

Board Policy Chapter 50.010(A)(8) and 50.010(E)(1)(b) – Board of Commissioners' approval is required for non-competitive ("sole source" or "single bid") procurements which exceed \$100,000.

It is the policy of Bi-State Development Agency/Metro (**BSDA/Metro**) 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 8.4% of all procurements over the last four quarters.

Funding Source:

This purchase will be 100% funded by St Clair County Transit District (**SCCTD**).

Background:

In 2000, 2001, and 2002, a decision was made to replace over half of the fleet in a three year period because Federal funding was available. Today, over half of the Illinois bus fleet has met and/or has exceeded its design life. More importantly, this same group of buses has exceeded its design mileage by a minimum of 200,000 and as much as 400,000 miles. These high use buses are experiencing structural failures at a high rate. Furthermore, this fleet of high floor buses is equipped with a hydraulic wheel chair lift that is prone to fail due to age and life cycle usage. These systems are very costly to maintain. Continued daily operation of these vehicles will increase operational costs, while decreasing dependability and availability. In addition, the SCCTD has announced that its special service needs for the popular Redbird Express service has doubled between 2011 and 2014, and demand is expected to continue to increase in the future. The combination of higher demand for buses and the high utilization rate of Illinois buses has created an immediate need for additional replacement rolling stock ahead of initial planned levels. In fact, staff is now reviewing the likelihood

that the Illinois buses will need to be replaced at 12 year intervals rather than the 15 years planned for Missouri operations due to the fact that the buses operate almost 25% more miles per year in Illinois.

The FTA has recently granted the SCCTD permission to increase their bus spare ratio from 20% to 40%, the equivalent of 10 buses. The additional assets will be utilized to meet special service demands and will reduce mileage demands on existing assets.

If purchased, these buses will have a design life of 8 years (75% of new life expectancy, but will have a cost of approximately 68% of a new bus). In addition, these buses would augment the existing bus replacement plan. As stated, the current Illinois replacement plan is being driven by mileage to a 12 year interval. If approved the additional capital assets would extend the replacement plan to a more desirable 14 year interval and provide both SCCTD and BSDA/Metro with a higher level of reliability and availability for years to come.

Complete Coach Works and BSDA/Metro have successfully partnered on two prior projects. In 2014, St. Clair County Transit District purchased 10 refurbished 40-foot Gillig buses, and BSDA/Metro purchased 15 refurbished New Flyer 60-foot articulated buses. Management is confident that CCW can again deliver a quality product.

Analysis:

Vehicle Maintenance staff plan to visit CCW in February 2015 to inspect vehicles that CCW has on hand to be refurbished. The Vehicle Maintenance Department will evaluate the available vehicles to ensure they meet BSDA/Metro's specifications to be integrated into the Illinois fleet.

BSDA/Metro staff has reservations about procuring rolling stock using a sole-source methodology, but believes that the business reasons for executing this agreement are compelling:

1. A clear need for the buses exists in the Illinois Service Area;
2. Chassis that meet our requirements are available right now at a vendor who has recently provided refurbished buses to SCCTD;
3. If a full RFP were initiated now, there is no guarantee that these chassis would be available when a procurement was completed and the production schedule could not meet the desired delivery (within the 2015 baseball season); and
4. The price has been deemed fair and reasonable.

Board Action Requested:

Approval by the Board of Commissioners to enter into a contract with Complete Coach Works for the purchase of up to ten (10) rebuilt 40-foot low floor diesel powered buses, including all AVL equipment, in an amount not to exceed \$2,951,500.

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
APPROVING THE AWARD OF CONTRACT TO
COMPLETE COACH WORKS FOR
TEN RE-BUILT BUSES FOR THE ILLINOIS BUS FLEET**

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, this purchase will be 100% funded by St. Clair County Transit District (SCCTD); and

Whereas, the Illinois bus fleet has met and/or has exceeded its design life therefore the decision was made to replace over half the Illinois fleet over a three year period. In addition SCCTD's special needs service has doubled between 2011 and 2014 and is expected to continue to increase in the future; and

Whereas, due to the combination of higher demand for buses and the higher utilization rate of Illinois buses an immediate need for additional replacement of rolling stock ahead of initial planned level has been created; and

Whereas, these ten (10) re-built 40-foot low floor diesel powered buses, including AVL equipment, will have a design life of 8 years and 75% of new bus life expectancy, but will have a cost of approximately 68% of a new bus; and

Whereas, Complete Coach Works and BSDA have successfully partnered on two prior projects: 1) in 2014 SCCTD purchased 10 refurbished 40-foot Gillig buses and 2) BSDA purchased 15 refurbished New Flyer 60-foot articulated buses; and

Whereas, it is feasible, necessary and in the public interest for the Agency to approve the award of a sole source contract to Complete Coach Works in the amount of \$2,951,500 for the purchase of up to ten (10) rebuilt 40-foot low floor diesel powered buses, including AVL equipment, in accordance with the terms and conditions described herein.

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

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

Section 2. Approval of the Sole Source Contract. The Board of Commissioners hereby approves the award of a sole source contract to Complete Coach Works in the amount not to exceed of \$2,951,500 for up to ten (10) re-built 40-foot buses for the Illinois bus fleet.

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 Complete Coach Works.

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 27th day of February, 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
10(g)

**Bi-State Development Agency / Metro
Board of Commissioners
Agenda Item
February 27, 2015**

From: John M. Nations, President & CEO
Subject: Contract Modification (Time Extension) With Arcturis - Design Consultant for Downtown Transit Center
Disposition: Approval
Presentation: Raymond A. Friem, Chief Operating Officer - Transit Services; Frederick J. Bakarich, Interim Director of Engineering; Larry B. Jackson, Vice President – Procurement, Inventory Management & Supplier Diversity

Objective:

To present to the Board of Commissioners for approval a request for a contract time extension with Arcturis to complete final design of the Downtown Transit Center.

Committee Disposition:

This item was presented and discussed at the Operations Committee Meeting on January 27, 2014. The Committee voted to recommend that the Board of Commissioners approve this Contract Modification (Time Extension) to Arcturis through December 31, 2016.

Board Policy

Board Policy Chapter 50.G.2 – Board of Commissioners’ approval is required for time extensions in excess of 180 days.

Funding Source:

This project is 80% funded through two FTA grants, MO-03-0103 and MO-04-0113, with 20% local match provided through St Louis City and County sales tax proceeds.

Background:

Arcturis is currently under contract to provide design services for the Downtown Transit Center project. The contract with Arcturis is set to expire on February 15, 2015.

The City of St. Louis ADA Office has made some requests, which were not anticipated in the original project design. The Agency is currently having discussions with the City to resolve these issues. It is anticipated that these issues will be resolved during the first quarter of 2015, with construction scheduled to begin in late spring / early summer of 2015.

Analysis

Arcturis's performance has met the Agency's expectations. The Design Consultant must be under contract through the construction period, which has an anticipated duration of one year, and through project close out (estimated three month duration). A contract extension of 686 days is required, resulting in a new contract completion date of December 31, 2016. The extension of the contract with Arcturis will not result in additional costs to the project.

Board Action Requested:

Approval by the Board of Commissioners of the request to extend the contract with Arcturis through December 31, 2016.

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
APPROVING THE EXTENSION OF TIME FOR PERFORMANCE OF THE
ARCTURIS CONTRACT FOR DESIGN CONSULTING SERVICES
FOR THE DOWNTOWN TRANSIT CENTER**

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 50.010, Section G.2, requires the Board of Commissioners to approve all extensions of contract performance that exceed 180 days; and

Whereas, the funding for this project is 80% funded through two FTA grants, MO-03-0103 and MO-04-0113, with 20% local match provided through St. Louis City and County sales tax proceeds; and

Whereas, Arcturis is currently under contract to provide design services for the Downtown Transit Center Project. The contract is scheduled to expire on February 15, 2015; and

Whereas, the City of St. Louis ADA Office has made some requests to revise the original Project design which were not anticipated. The Agency is currently having discussions with the City and expects to resolve these issues during the first quarter of 2015 with construction scheduled to begin in late spring or early summer of 2015; and

Whereas, the design consultant must be under contract throughout the construction period (anticipated duration of one year) and through the close out period (estimated at three months). A contract extension of 686 days is required, resulting in a new contract completion date of December 31, 2016. The extension of the contract with Arcturis will not result in additional costs to the Project; and

Whereas, it is feasible, necessary and in the public interest for the Agency to approve the extension of time for the performance of the contract with Arcturis for design consulting services for the Downtown Transit Center through December 31, 2016, in accordance with the terms and conditions described herein.

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

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

Section 2. Approval of the Contract Modification. The Board of Commissioners hereby approves the extension of time for performance through December 31, 2016 for the contract with Arcturis for design consulting services for the Downtown Transit Center.

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 Arcturis.

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 27th day of February, 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
10(h)

**Bi-State Development Agency / Metro
Board of Commissioners
Agenda Item
February 27, 2015**

From: John M. Nations, President & CEO
Subject: Contract Extension of Time of Performance and Increase in Contract Sum With Modjeski & Masters, Inc. for Eads Bridge Rehabilitation and UMSL Interlocking Construction Management Oversight Services
Disposition: Approval
Presentation: Raymond A. Friem, Chief Operating Officer - Transit Services; Frederick J. Bakarich, Interim Director - Engineering; and Larry B. Jackson, Vice President - Procurement and Inventory Management

Objective:

To present to the Board of Commissioners, a request to extend the time of performance for the subject contract with Modjeski and Masters, Inc., (**M&M**) through May 31, 2016, and to increase the contract sum by \$256,720.01, bringing the total contract value to \$537,434.01.

Committee Disposition:

This item was presented and discussed at the Operations Committee Meeting on January 27, 2014. The Committee voted to recommend that the Board of Commissioners approve this request for a Contract Extension of Time of Performance and Increase in Contract Sum with Modjeski & Masters, Inc.

Board Policy:

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

Board Policy Chapter 50.010, Section G.2., requires the Board of Commissioners to approve all extensions of contract performance that exceed 180 days.

Funding Source:

80% FTA MO-90-X281, 20% Proposition M.

Background:

The Eads Bridge Rehabilitation Project has experienced a number of delays since project inception. Initially, there was a need to rebid the primary contract for the project. There have been some programmatic delays incurred while test or inspection results of bridge structures necessitated additional design and repair work be performed. There have also been numerous delays in project activity due to flooding on the Mississippi River, extreme cold weather, and high winds. The project was initially scheduled to be completed in the Spring of 2015.

The unique design and age of the bridge as well as the magnitude of the remediation effort led to the Agency hiring additional expertise and oversight from outside engineering firms. Two primary contracts were awarded for these purposes. The primary contract was awarded to Transystems which included structural inspections, construction management functions, as well as coating and general repair inspection activities. Gonzales subcontracted with Transystems specifically for in-depth inspection of cleaned surfaces and final coating of bridge structures. Modjeski and Masters (M&M) was engaged to function as a general oversight consultant to support Agency project team members in making the many decisions regarding bridge structures and repair activities as the project progressed. The M&M contract also included project inspection services for the UMSL Interlocking project. The initial M&M contract was a Competitive Negotiated Procurement awarded in 2012. Eventually both contracts for consulting and inspection services will need to be extended, with some cost impact, but M&M is in need of immediate extension due to the earlier start date for UMSL Interlocking services.

The UMSL Interlocking portion of the contract was completed on time and within budget. As work on the Eads Bridge portion of the contract progressed, Bi-State/Metro determined that utilizing M&M as a field engineering unit has significant benefit for the bridge project, specifically, M&M has demonstrated superlative skill in performing review of numerous structural elements of the Eads Bridge project, specifically, ultra-sonic testing of the Eads Bridge pins, and quality reviews of test results. M&M has accrued substantial and pertinent project knowledge of the Eads Bridge Rehabilitation through the performance of their contract. Agency staff are requesting M&M be retained through the duration of the project to continue in their current contractual capacity.

Analysis:

M&M provides a valuable check and balance to the Engineer of Record, the contractor, and the Agency as an impartial third party, and has become an integral part of the construction management team. Their intimate knowledge of the project and bridge itself provide intrinsic value to the construction management effort, and the breadth and competency of their capabilities allows for them to successfully execute the full scope of the contract. In particular, M&M possesses staff competent in ultra-sonic testing of bridge pins and skilled in the interpretation of test results, which resulted in considerable time and effort savings on Track 1 construction. The increase in contract amount is well within the contingency budget for this project and the overall Eads Bridge Rehabilitation Project still projects to be below the authorized project budget. In the Agency's and project's best interests, staff recommends retention of M&M in their current contractual capacity.

Board Action Requested:

Approval by the Board of Commissioners to extend the contract time of performance with Modjeski & Masters, Inc. through May 31, 2016, and to increase the contract amount by \$256,720.01, bringing the total contract value to \$537,434.01.

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
APPROVING THE EXTENSION OF TIME FOR PERFORMANCE AND
INCREASE OF THE CONTRACT AWARD TO
MODJESKI & MASTERS, INC. FOR EADS BRIDGE
REHABILITATION AND UMSL INTERLOCKING CONSTRUCTION
MANAGEMENT OVERSIGHT 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 all Competitive Negotiated Procurements exceeding \$500,000 and Board Policy Chapter 50.010, Section G.2, requires the Board of Commissioners to approve all extensions of contract performance that exceed 180 days; and

Whereas, the funding for this project is to be provided through FTA grant MO-90-X281 and from Proposition M funds; and

Whereas, the initial Modjeski & Masters, Inc. (M&M) contract was a competitive negotiated procurement awarded in 2012 where M&M was engaged to function as a general oversight consultant to support Agency project team members in making the decisions regarding Eads Bridge structure and repair activities; and

Whereas, the Eads Bridge Rehabilitation Project has experienced a number of delays since Project inception due to the necessary performance of additional design and repair work and extremes of weather; and

Whereas, the M&M contract also included project inspection services for the UMSL Interlocking Project which was completed on time and within budget; and

Whereas, the increase in the contract amount is well within the contingency budget and is estimated to be below the authorized budget for the overall Eads Bridge Rehabilitation Project and management recommends retention of M&M in their current contractual capacity; and

Whereas, it is feasible, necessary and in the public interest for the Agency to approve the contract extension of time for performance through May 31, 2016 and increase the contract award amount for Modjeski & Masters, Inc. by \$256,720.01, for a total contract amount of \$537,434.01 for Eads Bridge Rehabilitation construction management oversight services, 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 Modifications. The Board of Commissioners hereby approves the contract extension of time for performance through May 31, 2016 and the increase of the contract award amount for Modjeski & Masters, Inc. by \$256,720.01, for a total contract amount of \$537,434.01, for Eads Bridge Rehabilitation construction management oversight services.

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 Modjeski & Masters, 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 27th day of February, 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
11

**Bi-State Development Agency / Metro
Board of Commissioners
Agenda Item
February 27, 2015**

From: John M. Nations, President & CEO
Subject: Contract Award to URS, Inc., for Spruce Street Bridge Replacement Design and Construction Services
Disposition: Approval
Presentation: Raymond A. Friem, Chief Operating Officer –Transit Services; Frederick J. Bakarich, P.E., Interim Director of Engineering; Larry B. Jackson, Vice President – Procurement, Inventory Management & Supplier Diversity

Objective:

To present to the Board of Commissioners a request for approval to enter into a contract with URS, Inc. (**URS**), in an amount not to exceed \$642,010.15, for design and construction services associated with the Spruce Street Bridge Replacement.

Committee Disposition:

This item was not presented in Committee because the Engineering Department reasonably believed that the cost estimate would fall within the Board Policy for negotiated procurements; i.e., not more than \$500,000.00. It was not until after the meeting of the Operations Committee on January 27, that the cost proposal for this project was received. Due to the need of the Agency to meet a critical timeline and the expansion of the project scope to include the utility trestle, I am requesting that this matter be considered by the Board for final approval without first being presented to a Committee. I believe it is not detrimental to our interests to have it considered at the Board meeting, but I am advised that if approval is not received from the Board on February 27, that the time frame for this critical project might be delayed.

Board Policy:

Board Policy Chapter 50 – Board of Commissioners’ approval is required for negotiated procurements exceeding \$500,000.

Funding Source:

This project is 80% funded by MO-54-0001 and 20% Prop M local match provided through St. Louis City and County sales tax proceeds.

Background:

The Spruce Street Bridge is a single-span bridge, 75-ft wide and 36-ft long, that carries Spruce Street over the MetroLink alignment at the south end of the Stadium Station. The Spruce Street Bridge is a remnant of the Eads Bridge tunnel, originally opened in 1874, that facilitated the movement of freight and passenger trains from the Eads Bridge through the downtown St. Louis business district to rail yards in the Mill Creek Valley. This bridge was originally constructed as a 2-span bridge with a timber deck and beams. The timber deck, beams, and intermediate pier were removed and replaced with concrete-encased steel beams, steel through-girders, and floor beams on the original abutments at a past unknown date. In 1993, the Busch Stadium Station was opened, utilizing the section of the Eads Bridge tunnel between Clark Avenue and Spruce Street.

In February 2008, the Bridge Inspection for Spruce Street Bridge noted the following:

“The visible components of the south sidewalk are in poor condition. Because of the shotcrete applied to the bottom surface of the sidewalk, the condition of many other components, including the bottom of the steel through girders and the floor beams are unknown. This sidewalk should be removed and replaced in the very near future.”

Later in the Spring of 2008, the Missouri Department of Transportation (**MODOT**) and the City of St. Louis (**City**) requested that Metro comply with National Bridge Inspection Standards (**NBIS**) for Highway Bridges and specifically identified the Spruce Street Bridge. In April 2008, the Structural Appraisal was performed for the bridge with the following results:

- a. Bridge Load restricted to ~ 65% of original capacity.
- b. Cores taken – High chloride contents combined with carbonation.

Following the Structural Appraisal, and still in the Spring of 2008, a capital project request to replace the Spruce Street Bridge was submitted.

Roughly 16 months later, in September 2009, Metro, MODOT and the City conducted a joint NBIS Bridge Inspection of the bridge with no significant findings beyond those cited in prior inspections.

Following their inspection cycle, in March 2011, MODOT, the City and Metro again conducted the joint NBIS Inspection. Comments from both the City and MODOT expressed continuing concern about the bridge and set an expectation that Metro stabilize the south sidewalk following the 2011 baseball season.

In November 2011, the City formalized their concern regarding safety and requested an action plan from Metro to address the bridge deficiencies. At this time, Metro requested closing the sidewalk to pedestrian traffic until such time as the bridge is replaced. The City strongly requested that the sidewalk remain open and that Metro pursue other options. Also, any work proposed was to be coordinated to eliminate impact to the St. Louis Cardinals baseball operations. In April of 2012, Metro issued a contract to install temporary shoring beneath the bridge. The subject shoring has been in place since that time supporting the bridge.

The bridge replacement project became an active capital project in August 2014. Metro commenced preliminary investigations and development of the RFP in October 2014.

On December 3, 2014, Metro issued solicitation 15-RFP-5995-CB seeking proposals from qualified firms capable of providing design and construction services for the Spruce Street Bridge Replacement project. The following six firms presented proposals for consideration:

- URS
- Jacobs Engineering
- Horner and Shifrin
- Transystems
- STV
- Crawford, Murphy and Tilly

Analysis:

The proposals were reviewed and evaluated in accordance with the Brooks Act and evaluation requirements specified in the solicitation package. The technical evaluation was based on the firm's project understanding and approach as it pertains to Metro's programming needs, qualifications of individuals assigned to the project, firm's experience with similar projects, and the presentation of an efficient multi-disciplined team required to complete the project.

After completion of the Individual and Consensus Technical Evaluation, URS was deemed to be the highest ranked firm. A cost proposal was requested on January 12, 2015, and received on January 30, 2015. The initial cost proposal exceeded Metro's Independent Cost Estimate (**ICE**) and fee negotiations were conducted on February 12, 2015. Metro's ICE for this work was \$440,131. URS proposed a total project fee of \$642,010.15 in their cost proposal.

Coming out of the negotiation with URS, the following items were identified as scope or direct costs not captured in Metro's ICE:

- A new utility bridge/trestle to carry existing steam, telephone cable and water lines. Metro had assumed the existing trestle could remain in service, however, URS does not believe that is feasible.
- Installation of groundwater monitoring wells for foundation design. Metro staff assumed driven pile footings; URS is proposing a secant wall foundation.
- URS has assigned considerable higher risk (and corresponding cost) to utility coordination, locates, and relocation plans: Ameren, Trigen, AT&T, MSD, City Water and MetroLink fiber.
- URS's level of effort on structural plan sheets is approximately triple that of Metro's ICE.

During the negotiation, URS walked through their work breakdown structure and how they arrived at their man hour estimate. In general, staff agreed with the URS approach, but did identify the following scope areas where efficiencies existed, or where Metro had already performed considerable preparatory work:

- Elimination of the 30% Geotechnical Report submittal. A final submittal is all that is required.
- Utility coordination with Trigen, Ameren, City – Metro has already laid the groundwork with each of these utilities.
- Elimination of a 30% plan submission. Elimination of this submittal will aid schedule and reduce man hours.
- Elimination of unnecessary structural detailing on reinforcing bars. Detailing will be performed by the steel fabricator during shop drawings preparation.

URS was directed to re-cost the work based upon the clarifications above and has committed to submit the revised proposal by February 19, 2015. However, even with the scope reductions and clarifications, it is highly probable the revised cost will exceed \$500,000, owing to scope omissions cited above. Staff believes that URS has allocated additional cost to areas of perceived high risk and to account for schedule pace, but overall their proposal is a fair estimate of the level of effort required

to complete the project. It is worth noting, that the subject contract is a cost plus fixed fee, and that URS's cost proposal represents a not-to-exceed cost.

Construction of the project must occur during the St. Louis Cardinals off-season (November – March), which dictates an aggressive design and construction schedule. Metro firmly believes URS possesses a superior understanding of the technical and schedule driven project requirements and is the most qualified team to handle those requirements. For this reason, staff recommends proceeding with award of a contract to URS pending the resubmission of the cost proposal.

Board Action Requested:

Approval by the Board of Commissioners to award the Spruce Street Bridge Replacement Design and Construction Services contract, 15-RFP-101188-CB, to URS, Inc. in an amount not to exceed \$642,010.15.

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
APPROVING THE CONTRACT AWARD TO URS, INC.
FOR DESIGN AND CONSTRUCTION SERVICES ASSOCIATED
WITH SPRUCE STREET BRIDGE REPLACEMENT**

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, the Spruce Street Bridge Project is 80% funded by MO-54-0001 and 20% Prop M local match provided through St. Louis City and County sales tax proceeds; and

Whereas, the Request for Proposal 15-RFP-5995-cb was issued on December 3, 2014 seeking proposals from qualified firms capable of providing design and construction services for the Spruce Street Bridge Replacement Project and the following six firms presented proposals for consideration: URS, Inc.; Jacobs Engineering; Horner Shifrin; Transystems; STV; and Crawford, Murphy and Tilly; and

Whereas, the proposals were reviewed and evaluated in accordance with the Brooks Act and based upon the firm's understanding and approach to the Agency's programming needs, qualifications of the individuals assigned to the projects, the firm's experience with similar projects and the presentation of an efficient multi-disciplined team required to complete the project. URS was deemed to be the highest ranked firm; and

Whereas, URS proposed a total project fee of \$642,010.15. However the Agency identified certain areas of their proposal where the Agency has already performed considerable preparatory work. Therefore URS was directed to revise its proposal based upon these clarifications. However is likely that the revised cost will still exceed the \$500,000 limit; and

Whereas, due to the aggressive design and construction schedule required for this Project, management recommends proceeding with the award of the contract to URS pending resubmission of the cost proposal and it is feasible, necessary and in the public interest for the Agency to approve the contract award to URS, Inc. for design and construction services for the Spruce Bridge Replacement Project for a not to exceed amount of \$642, 010.15, 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 URS, Inc. for a not to exceed amount of \$642, 010.15 for design and construction services.

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 URS, 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 27th day of February, 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

14

**Bi-State Development Agency / Metro
Agenda Item
Board of Commissioners
February 27, 2015**

From: John M. Nations
President & CEO
Subject: Compliance and Ethics “State of the Agency”
Disposition: Information
Presentation: Kent W. Swagler, Director of Corporate Compliance and Ethics

Objective:

To update the Board of Commissioners on the “State of the Agency” for the Bi-State Development Agency's Corporate Compliance and Ethics requirements and programs.

Committee Disposition:

The Compliance and Ethics "State of the Agency" PowerPoint was presented at the Audit Committee Meeting on January 23, 2015. The Audit Committee recommended that the Compliance and Ethics "State of the Agency" PowerPoint also be presented to the Board of Commissioners at the Board Meeting on February 27, 2015.

Board Policy:

The Compliance Program is referenced in Chapter 100 of the Collected Board Policies of the Bi-State Development Agency. Although not required by a specific Board Policy, best practice dictates that the Director of Corporate Compliance & Ethics provide an annual update on the status of compliance and ethics requirements, issues, and programs.

Funding Source:

Not Applicable.

Background:

The enclosed presentation will provide the current state of the Agency with respect to meeting its documented compliance requirements for fiscal year 2015. Current status of compliance and ethics programs, initiatives, and training programs will also be presented.

Analysis:

Analysis to be presented will include compliance requirements status and results of division reviews across the entire agency.

Board Action Requested:

This material is presented to the Board of Commissioners for information only.

Attachment:

Compliance and Ethics “State of the Agency” presentation as of January 31, 2015



Metro

Bi-State Development Agency

Corporate Compliance & Ethics “State of the Agency” Report

As of January 31, 2015

Kent Swagler CCEP
Director



Metro

Agenda

- Missouri and Illinois Bus Facility Underground Storage Tanks (UST)
- Consolidated Compliance Requirements Reviews
- Three-year organizational development / training plan implementation
- Payment Card Industry (PCI) Compliance Update



Metro

Missouri and Illinois Bus Facility Underground Storage Tanks (UST)

- Remove 22 closed/unused tanks within 5 years
 - Original closure/removal plan approved by MO Department of Natural Resources (DNR) on August 28, 2012; Plan revised for in-place closure and added 12 more tanks to be closed
 - Underground tanks replaced with above-ground tanks at Brentwood; replacements at DeBaliviere, Main Shop, and Illinois Bus completed
- Tank in-place closure plan: (must be completed by June 30, 2017)
 - Main Shop, Brentwood Bus, and Debaliviere Bus facilities: Tank closure work completed; expect MO DNR sign-off by February 28, 2015
 - Illinois Bus:
 - Closure efforts resulted in additional findings for fuel islands, pumps, valves, and lines; all issues resolved, re-inspected, and closed
 - Tank closure work to start by March 1, 2015;
Target completion: April 30, 2015



Metro

Consolidated Compliance Requirements List

- Lists 285 requirements with associated law/regulatory references, required report status, and audit / review status
 - 2014 annual review completed: 165 / 285 requirements (58%)
 - 96% compliant (issues identified, resolved, and closed with 7 requirements, all dealing with documentation updates)



Metro

Three-year organizational development / training plan implementation

- Completed training:
 - Compliance and Ethics:
 - 100% of all non-Operator employees
 - 100% of all MetroLink and Call-A-Ride Operators
 - 46% of 815 MetroBus Operators (awaiting restart of recertification training)
 - Workplace Violence Prevention :
 - 99.6% of all non-Operator employees completed (classes for new employees will be held semi-annually; next class in July 2015)
 - 100% of all MetroLink and Call-A-Ride Operators
 - 11% of 815 MetroBus Operators (all new hires; awaiting restart of recertification training)
 - Information Security/Records Management: 100% (all department managers)



Metro

Payment Card Industry (PCI) Compliance Update

- Project Scope:
 - Identify / verify how Metro stores / transmits / processes payment card data
 - Identify areas of high risk (both for data breach and for compliance)
 - Identify recommended actions for closing gaps and reaching compliance
 - Complete actions for compliance: Target December 31, 2015
- Current Status:
 - Initial gap analysis completed: Immediate gaps identified, corrective actions and procedures implemented
 - 46 PCI-related policies must be created or incorporated into existing Metro policies; 26 of 46 drafts completed
 - PCI implementation requires separating PCI applications / systems on to separate computer network, setting up transaction logging / monitoring; Project on hold until after Headquarters move



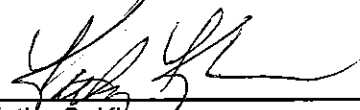
**Bi-State
Development
Agency**

QUARTERLY FINANCIAL STATEMENTS

FISCAL YEAR 2015
First Quarter • Ending September 30, 2014



To: John M. Nations
President & Chief Executive Officer

From: 
Kathy S. Klevorn
Senior Vice President & CFO

Date: November 4, 2014

Subject: Bi-State Financial Statements – September 30, 2014

Enclosed is the financial statement package for September 30, 2014. Operating results, including the analysis and financial position, are provided for Metro Transit and each Business Enterprise entity. The financial information presented is for the first quarter of fiscal year 2015. 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, depreciation shown as an operating expense rather than as other non-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.

The combined net income before depreciation for Bi-State Development is \$11.7 million. Net income from the other entities offsets the loss from the St. Louis Downtown Airport. *Please see page 3.*

Transit

For the three months ended September 30, 2014, Metro Transit has achieved a net income before depreciation of \$10.4 million.

Ridership over prior year increased 1.1% while passenger revenue increased 2.5% over the same period. The fare increase effective July 1, 2014 helped revenues outpace ridership while raising average fare to \$1.11 from \$1.09.

Funds provided by St. Louis County, the City of St. Louis and St. Clair County Transit District in exchange for services are favorable to budget. There is an unfavorable variance in federal vehicle maintenance because some funding designated for operations are being directed to a capital project. *Please see page 15 for the Statement of Revenue and Expense.*

Business Enterprises

The four Business Enterprise divisions achieved a combined net operating income before depreciation of \$934 thousand.

The Gateway Arch Trams, Gateway Parking and the Riverfront Attractions are all being impacted by the CityArchRiver construction. Compared to prior year, Gateway Arch ridership is down 5.9%, Gateway Parking revenue is down 35.3% and the bicycle rental operations have been suspended. The construction further impacted the Riverboat operations by creating a lower flooding and threshold and impacting operating by adding 37 flood days during the first quarter of FY 2015. The flooding limited the number of cruises to 256 compared to 477 for the same quarter last year.

The Gateway Arch Tram System is generating net income before depreciation of \$816 thousand as budgeted. *Please see page 26 for the Statement of Revenue and Expense.*

Despite a greater reduction in revenue than expected, the Arch Parking Facility is generating net income before

depreciation of \$95 thousand. *Please see page 32 for the Statement of Revenue and Expense.*

Riverfront Attractions is generating net income before depreciation of \$43 thousand which is \$37 thousand unfavorable to budget. *Please see page 38 for the Statement of Revenue and Expense.*

St. Louis Downtown Airport is generating net loss before depreciation of \$21 thousand. Operating revenues are \$134 thousand below budget partially due a major tenant vacating one of their hangars and negotiating a lease with lower rent on another hangar. *Please see page 45 for the Statement of Revenue and Expense.*

Executive Services

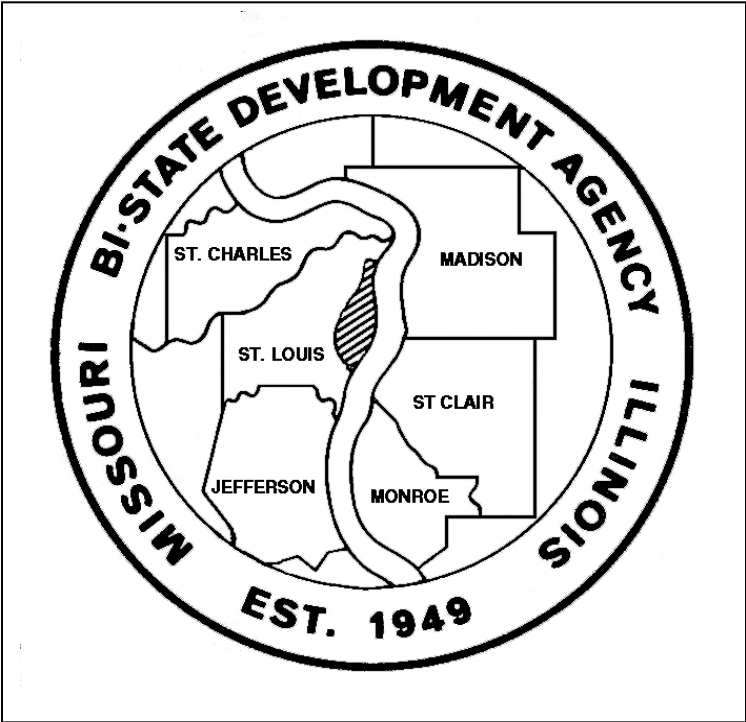
Executive Services has net income before depreciation of \$416 thousand. Operating revenue and operating expenses are favorable to budget. The company has staff vacancies and the favorable timing of legal, audit, and consulting services through the first quarter. *Please see page 6 for the Statement of Revenue and Expense.*

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

**Bi-State Development Agency of the
Missouri-Illinois Metropolitan District**
Combining Schedule of Revenues, Expenses and Net Income (Loss)
For the Three Months Ended September 30, 2014
(Unaudited)

	Executive Services	Gateway Arch Tram System	Gateway Arch Parking Facility	Gateway Arch Riverfront Attractions	St. Louis Downtown Airport	Transit System	Totals	Interfund Eliminations	Totals After Eliminations
Passenger and service revenues									
Passenger and service revenues	\$ -	\$ 2,140,250	\$ 357,826	\$ 610,701	\$ 286,276	\$ 14,642,109	\$ 18,037,162	\$ (28,429)	\$ 18,008,733
Interfund administrative fees	999,625	-	-	-	-	-	999,625	(999,625)	-
Other Operating Revenue	166,686	(31,378)	40,970	29,400	31,791	2,048,719	2,286,188	-	2,286,188
Total operating revenues	1,166,311	2,108,872	398,796	640,101	318,067	16,690,828	21,322,975	(1,028,054)	20,294,921
Operating expenses									
Wages and benefits	542,065	445,388	96,267	317,184	203,844	42,517,907	44,122,655	-	44,122,655
Services	102,731	264,200	134,763	75,876	10,197	8,559,582	9,147,349	-	9,147,349
Fuel and lube consumed	284	46	-	21,584	5,707	4,821,690	4,849,311	-	4,849,311
Materials and supplies	1,344	35,673	4,010	86,193	41,658	4,989,442	5,158,320	-	5,158,320
Utilities	1,445	36,359	20,903	21,976	50,368	1,994,381	2,125,432	-	2,125,432
Casualty and liability costs	-	12,071	8,095	36,956	9,539	679,727	746,388	-	746,388
Leases & other expenses	103,059	445,576	39,481	37,076	17,521	1,272,001	1,914,714	(1,028,054)	886,660
Total operating expenses	750,928	1,239,313	303,519	596,845	338,834	64,834,730	68,064,169	(1,028,054)	67,036,115
Operating income (loss)	415,383	869,559	95,277	43,256	(20,767)	(48,143,902)	(46,741,194)	-	(46,741,194)
Non-operating revenues (expenses)									
Grants and assistance									
State and local assistance	-	-	-	-	-	59,536,836	59,536,836	-	59,536,836
Federal assistance	-	-	-	-	-	4,385,004	4,385,004	-	4,385,004
Interest income	466	2,236	28	-	39	168,488	171,257	-	171,257
Interest expense	-	-	-	-	-	(5,281,655)	(5,281,655)	-	(5,281,655)
Contributions to outside entities	-	(55,477)	-	-	-	(202,909)	(258,386)	-	(258,386)
Other non-operating revenue (expense)	-	-	-	-	-	(75,991)	(75,991)	-	(75,991)
Total non-operating revenues (expenses)	466	(53,241)	28	-	39	58,529,773	58,477,065	-	58,477,065
Income (loss) before depreciation	415,849	816,318	95,305	43,256	(20,728)	10,385,871	11,735,871	-	11,735,871
Depreciation and amortization	608	87,450	2,455	76,270	387,334	17,266,225	17,820,342	-	17,820,342
Net income (loss) before transfers	415,241	728,868	92,850	(33,014)	(408,062)	(6,880,354)	(6,084,471)	-	(6,084,471)
Net transfers	-	118,310	(125,000)	-	-	6,690	-	-	-
Net income (loss)	\$ 415,241	\$ 847,178	\$ (32,150)	\$ (33,014)	\$ (408,062)	\$ (6,873,664)	\$ (6,084,471)	\$ -	\$ (6,084,471)

Executive Services



Executive Branch

Financial Highlights	4
Quarterly Statement of Net Position.....	5
Income/Expense Analysis.....	6
Consolidated Cash Receipts and Disbursement Schedule.....	7
Statement of Cash Flows.....	8
Capital Expenditures for Active Projects.....	9

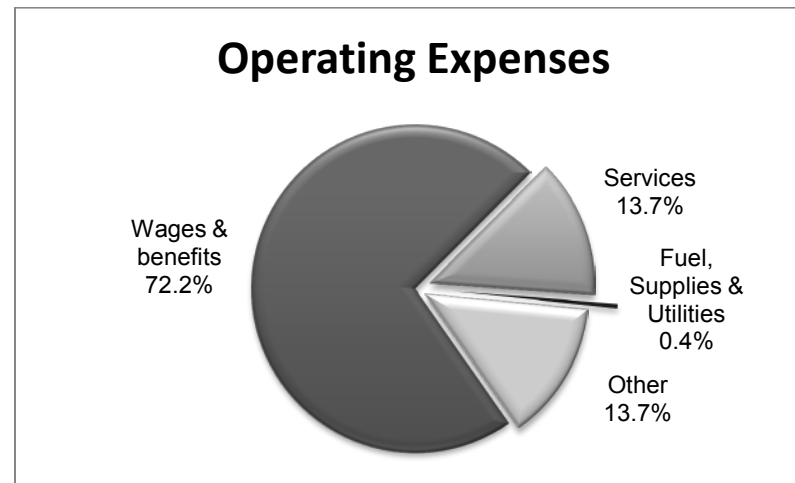
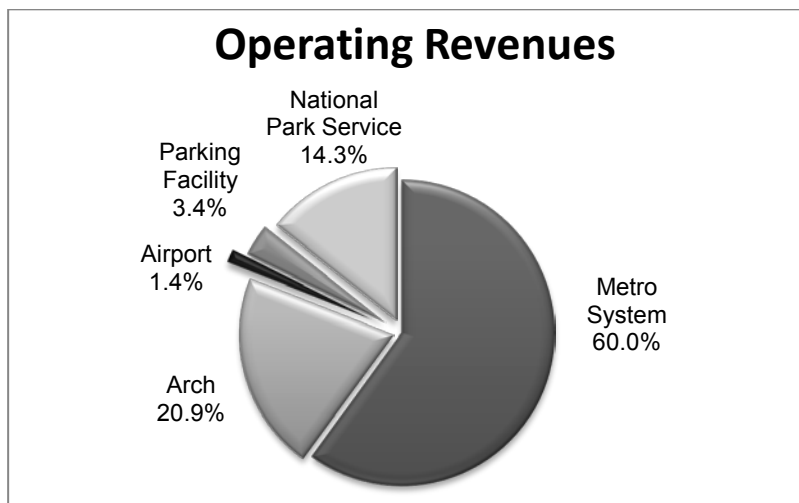
Executive Services

Three Months Ended September 30, 2014

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.

Operating income of \$415,383 is favorable to budget as a result of expenses being lower than budget and also a favorable increase in Arch administrative fee revenue.

Operating revenue is the total of 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. Operating revenues for the period were 0.8% greater than budget due to greater net revenues at the Gateway Arch.



Salaries, wages & benefits are \$108,588 or 16.7% favorable to budget due to position vacancies.

Services include fees for legal, audit, consulting and other services. Services are \$123,321 favorable to budget due to the timing of legal and consulting expenses.


Materials and supplies are \$4,491 or 77.0% favorable to budget and primarily due to the timing of spending for office supplies and training materials.

Other expenses are \$23,503 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
September 30, 2014
(Unaudited)

	<u>Current</u>	<u>Prior</u>	<u>\$ Change</u>	<u>% Change</u>	<u>Prior Year</u>	<u>\$ Change</u>	<u>% Change</u>
Assets							
Current assets							
Cash and investments	\$ 3,269,066	\$ 2,954,431	\$ 314,635	10.6	\$ 2,742,918	\$ 526,148	19.2
Restricted cash and investments	784,953	749,942	35,011	4.7	665,437	119,516	18.0
Accounts and notes receivable	864,451	827,961	36,490	4.4	719,747	144,704	20.1
Total current assets	<u>4,918,470</u>	<u>4,532,334</u>	<u>386,136</u>	8.5	<u>4,128,102</u>	<u>790,368</u>	19.1
Capital assets							
Capital assets, net of accum deprec	<u>6,417</u>	<u>7,025</u>	<u>(608)</u>	(8.7)	<u>8,850</u>	<u>(2,433)</u>	(27.5)
Total capital assets	<u>6,417</u>	<u>7,025</u>	<u>(608)</u>	(8.7)	<u>8,850</u>	<u>(2,433)</u>	(27.5)
Total	<u>\$ 4,924,887</u>	<u>\$ 4,539,359</u>	<u>\$ 385,528</u>	8.5	<u>\$ 4,136,952</u>	<u>\$ 787,935</u>	19.0
Liabilities and net position							
Current liabilities							
Accounts payable	\$ 145,803	\$ 213,647	\$ (67,844)	(31.8)	\$ 146,538	\$ (735)	(0.5)
Accrued expenses	<u>218,605</u>	<u>215,485</u>	<u>3,120</u>	1.4	<u>135,160</u>	<u>83,445</u>	61.7
Total current liabilities	<u>364,408</u>	<u>429,132</u>	<u>(64,724)</u>	(15.1)	<u>281,698</u>	<u>82,710</u>	29.4
Non-current liabilities							
Other post employment benefits	784,953	749,942	35,011	4.7	665,437	119,516	18.0
General self insurance liability	<u>300</u>	<u>300</u>	<u>-</u>	na	<u>300</u>	<u>-</u>	na
Total non-current liabilities	<u>785,253</u>	<u>750,242</u>	<u>35,011</u>	4.7	<u>665,737</u>	<u>119,516</u>	18.0
Total liabilities	<u>1,149,661</u>	<u>1,179,374</u>	<u>(29,713)</u>	(2.5)	<u>947,435</u>	<u>202,226</u>	21.3
Net Position							
Net position - capital investments	234,215	234,215	-	na	234,215	-	na
Net position - unrestricted	3,125,770	2,541,373	584,397	23.0	2,541,373	584,397	23.0
Net income (loss)	<u>415,241</u>	<u>584,397</u>	<u>(169,156)</u>	(28.9)	<u>413,929</u>	<u>1,312</u>	0.3
Total net position	<u>3,775,226</u>	<u>3,359,985</u>	<u>415,241</u>	12.4	<u>3,189,517</u>	<u>585,709</u>	18.4
Total	<u>\$ 4,924,887</u>	<u>\$ 4,539,359</u>	<u>\$ 385,528</u>	8.5	<u>\$ 4,136,952</u>	<u>\$ 787,935</u>	19.0

Executive Services
Schedule of Revenues, Expenses and Net Income (Loss)
For the Quarter Ended September 30, 2014
(Unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Yr	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Yr
Operating revenues										
Admin fees - Transit	\$ 700,000	\$ 700,000	\$ -	-	\$ 637,500	\$ 700,000	\$ 700,000	\$ -	-	\$ 637,500
Admin fees - Gateway Arch	244,239	224,091	20,148	9.0	281,516	244,239	224,091	20,148	9.0	281,516
Admin fees - Airport	15,905	22,596	(6,691)	(29.6)	21,870	15,905	22,596	(6,691)	(29.6)	21,870
Admin fees - Gateway Parking Facility	39,481	43,516	(4,035)	(9.3)	68,238	39,481	43,516	(4,035)	(9.3)	68,238
National Park Service management fee	166,686	166,976	(290)	(0.2)	174,286	166,686	166,976	(290)	(0.2)	174,286
Total operating revenues	1,166,311	1,157,179	9,132	0.8	1,183,410	1,166,311	1,157,179	9,132	0.8	1,183,410
Operating expenses										
Wages and benefits	542,065	650,653	108,588	16.7	486,865	542,065	650,653	108,588	16.7	486,865
Services	102,731	226,052	123,321	54.6	168,372	102,731	226,052	123,321	54.6	168,372
Fuel and lube consumed	284	396	112	28.3	222	284	396	112	28.3	222
Materials and supplies	1,344	5,835	4,491	77.0	1,393	1,344	5,835	4,491	77.0	1,393
Utilities	1,445	1,800	355	19.7	1,680	1,445	1,800	355	19.7	1,680
Other expenses	103,059	126,562	23,503	18.6	110,755	103,059	126,562	23,503	18.6	110,755
Total operating expenses	750,928	1,011,298	260,370	25.7	769,287	750,928	1,011,298	260,370	25.7	769,287
Operating income (loss)	415,383	145,881	269,502	184.7	414,123	415,383	145,881	269,502	184.7	414,123
Non-operating revenue (expense)										
Interest income	466	662	(196)	(29.6)	414	466	662	(196)	(29.6)	414
Total non-operating revenues (expenses)	466	662	(196)	(29.6)	414	466	662	(196)	(29.6)	414
Income (loss) before depreciation 	415,849	146,543	269,306	183.8	414,537	415,849	146,543	269,306	183.8	414,537
Depreciation and amortization	608	608	-	-	608	608	608	-	-	608
Net income (loss)	\$ 415,241	\$ 145,935	\$ 269,306	184.5	\$ 413,929	\$ 415,241	\$ 145,935	\$ 269,306	184.5	\$ 413,929

Executive Services
Consolidated Cash Receipts and Disbursements Schedule
For the Quarter Ended September 30, 2014
(Unaudited)

<u>Description</u>	<u>Total</u>	<u>Agency Operating Fund</u>	<u>Investments Operating Fund</u>	<u>Other Restricted Fund</u>
Balance at July 1, 2014				
Cash & Investments	\$ 3,704,373	\$ 25,003	\$- \$ 2,929,428	\$- \$ 749,942
Add:				
Interest received	472	295	177	-
Gateway Arch	297,869	297,869	-	-
St Louis Downtown Airport	18,000	18,000	-	-
Gateway Parking Facility	50,746	50,746	-	-
Total cash receipts	<u>367,087</u>	<u>366,910</u>	<u>177</u>	<u>-</u>
Interfund transfers	-	(366,469)	331,458	35,011
Less:				
Cash disbursements	<u>(17,441)</u>	<u>(441)</u>	<u>(17,000)</u>	<u>-</u>
Balance at September 30, 2014				
Cash & Investments	<u>\$ 4,054,019</u>	<u>\$ 25,003</u>	<u>\$ 3,244,063</u>	<u>\$ 784,953</u>

Executive Services
Statement of Cash Flows
For the Three Months Ended September 30, 2014
(Unaudited)

Cash flows from operating activities

Receipts from customers	\$ 241,348
Payments to employees	(503,933)
Payments to vendors	(278,804)
Receipts (payments) from inter-fund activity	890,562
	<u>349,173</u>

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

349,173

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>473</u>
-------------------	------------

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

473

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

349,646

Cash and cash equivalents, beginning of year

3,704,373

Cash and cash equivalents, year to date

\$ 4,054,019

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

Operating income (loss)	<u>\$ 415,383</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	74,662
Interfund accounts receivable	(111,159)
Accounts payable	(69,939)
Interfund accounts payable	2,095
Accrued Expenses	3,121
Other post employment benefits liability	<u>35,010</u>
Total adjustments	<u>(66,210)</u>

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

\$ 349,173

Supplemental disclosure of cash flow information

No disclosures.

Executive Services
Capital Expenditures for Active Projects
For the Quarter Ended September 30, 2014
(unaudited)

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

Metro Transit System Financials



Regional Economic Development through Excellence in Transportation

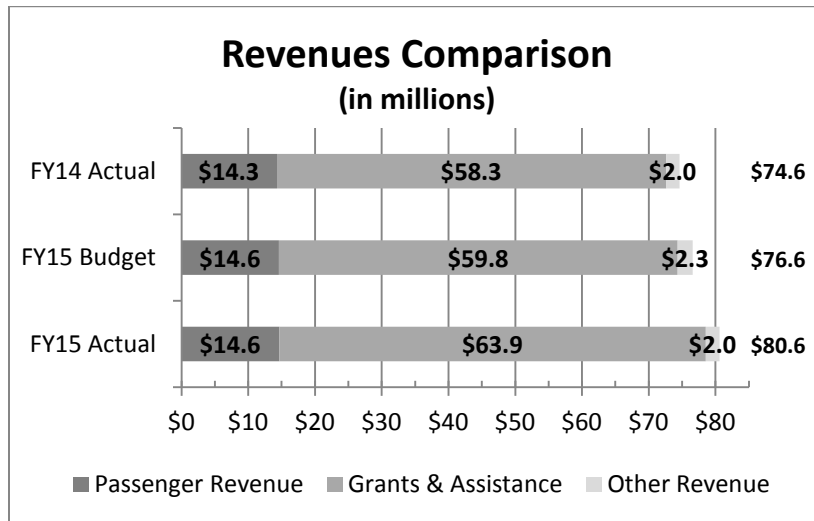
Financial Highlights.....	10
Quarterly Statement of Net Position.....	13
Income/Expense Analysis.....	15
Schedule of Grants and Assistance	16
Consolidated Cash Receipts and Disbursement Schedule.....	17
Cross County Consolidated Cash Receipts and Disbursement Schedule.....	18
Statement of Cash Flows.....	19
Schedule of Aged Receivables – Invoices	20
Capital Expenditures for Active Projects.....	21

Metro System

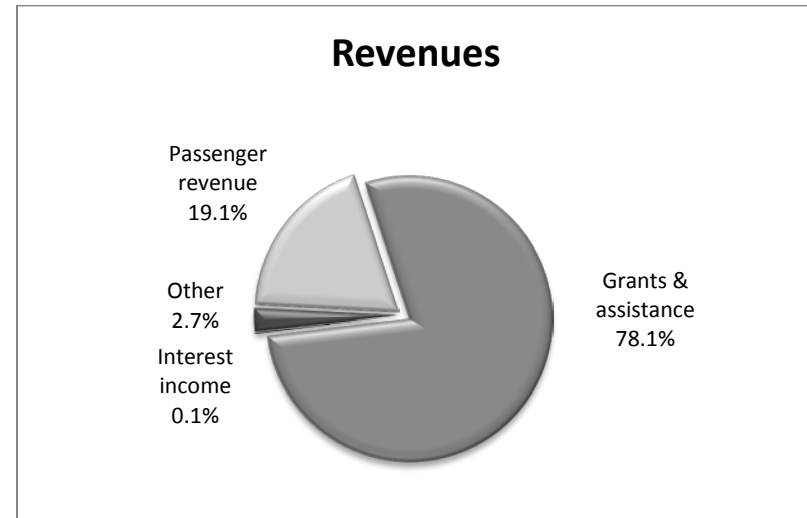
Three Months Ended September 30, 2014

Net Income before depreciation for the three months ended September 30, 2014 is \$10.4 million and is favorable to the budget. This favorable variance results from the combination of operating expenses being less than budget by 6.8% and sales tax revenue being greater than budget by 9.8%.

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



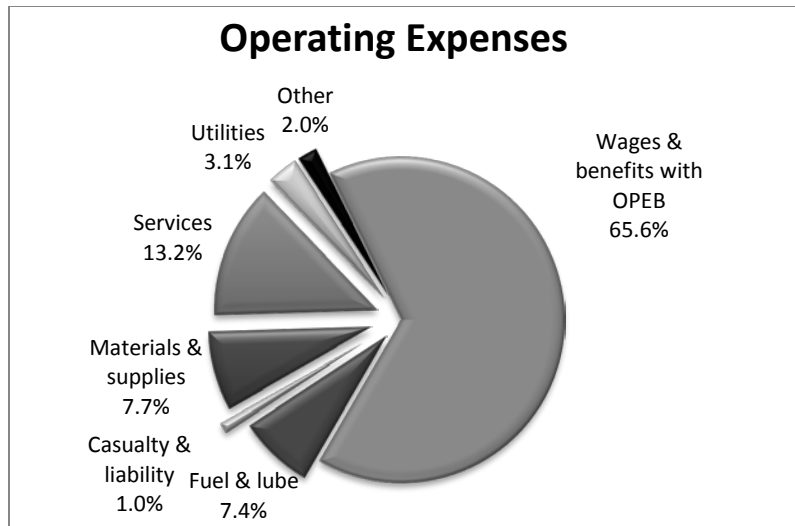
Passenger Revenue of \$14.6 million equaled budget and was 2.5% favorable to prior year. The increase over the prior year is a result of ridership growth and a fare increase.



Grants & assistance funding for operations in the 1st quarter is \$63.9 million or 7.0% favorable to budget. St. Louis County collections applied to operations were \$3.0 million and St. Louis City sales taxes applied to operations were \$1.1 million favorable to budget. Total Missouri assistance was 10.1% greater than the budget and 12.4% greater than prior year.

St. Clair County Transit District and State of Illinois assistance is 4.8% greater than budget and 6.6% greater than prior year.

Federal assistance of \$4.4 million is 12.9% less than budget. Federal vehicle maintenance funds designated for operations in FY 2015 are being directed to a capital project.



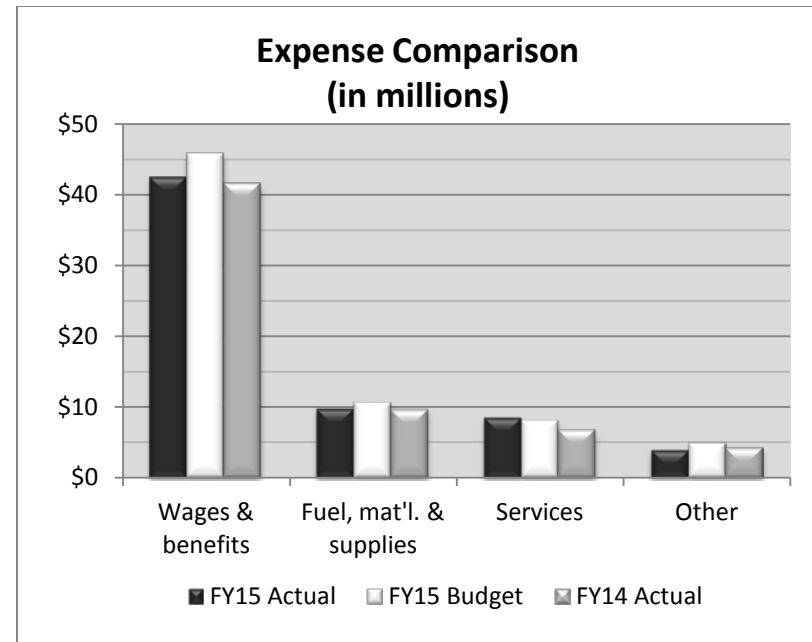
Total operating expenses of \$64.8 million are 6.8% favorable to budget. The favorable variance is related to wages and benefits, fuel, materials and supplies and insurance.

Wages and benefits represent 65.6% of operating expenses, excluding depreciation. These expenses are favorable to budget by 7.2%. There are favorable variances for unfilled positions and medical expenses.

Services are 5.0% or \$407 thousand unfavorable to budget. Outside Services are greater than budget due to a higher than expected first quarter non-capital projects.

Fuel and lube consumed is 7.5% favorable to budget primarily due to lower than planned diesel prices. The 1st quarter FY 2015 average price of diesel was \$2.94 per gallon compared to the budgeted price of \$3.40 per gallon.

Materials and supplies expenditures of \$5.0 million are 8.8% favorable to budget due to lower than anticipated revenue parts cost and timing of supply purchases.



Utilities are favorable to budget by 8.9% as a result of lower than budgeted electric and natural gas prices.

Casualty & liability expense of \$0.7 million is favorable to budget due to lower than anticipated self-insured losses and larger recoveries.

Other costs are favorable to budget by \$227 thousand due to the timing of travel, training and advertising spending.

Interest expense is 1.2% favorable to budget.

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

Contribution to outside entity is a pass-through of a portion of the half-cent sales tax to sheltered workshops.

Passenger boardings for the 1st quarter of FY 2015 increased 1.1%, when compared to the prior year. MetroBus increased 2.2%, while MetroLink decreased 0.6%. Call-A-Ride remained near the previous year level.

The majority of the MetroBus 1st quarter increase was in July 2014, and was due to milder temperatures and less severe weather than July 2013. The 1st quarter decrease in MetroLink ridership resulted in 28,355 fewer passengers than FY 2014. Most of the decrease in MetroLink ridership was in August. Ridership fell 4.5% in August 2014 due to less events and more severe weather and extreme heat. September saw a small dip in MetroLink ridership due to fewer special events such as Gateway Classic and Taste of St. Louis being held in downtown St. Louis.

Passenger Boardings			
(in millions – YTD)			
	FY 2015	FY 2014	FY 2013
MetroBus	8.04	7.86	7.57
MetroLink	4.73	4.76	4.50
Call-A-Ride	<u>0.15</u>	<u>0.15</u>	<u>0.15</u>
Total System	12.92	12.77	12.22

Transit System
Quarterly Statement of Net Position
September 30, 2014
(Unaudited)

	<u>Current</u>	<u>Prior</u>	<u>\$ Change</u>	<u>% Change</u>	<u>Prior Year</u>	<u>\$ Change</u>	<u>% Change</u>
Assets							
Current assets							
Cash and investments	\$ 75,004,395	\$ 68,506,608	\$ 6,497,787	9.5	\$ 66,564,451	\$ 8,439,944	12.7
Restricted cash and investments	161,674,078	153,223,690	8,450,388	5.5	143,381,981	18,292,097	12.8
Accounts and notes receivable	6,945,384	2,963,625	3,981,759	134.4	5,145,446	1,799,938	35.0
Restricted accounts receivable	49,823	42,038	7,785	18.5	23,857	25,966	108.8
Federal, state and local assistance receivable	26,399,467	24,237,925	2,161,542	8.9	25,958,000	441,467	1.7
Materials and supplies inventory	9,841,276	9,142,706	698,570	7.6	7,921,257	1,920,019	24.2
Other current assets	3,753,580	2,352,261	1,401,319	59.6	3,775,705	(22,125)	(0.6)
Total current assets	<u>283,668,003</u>	<u>260,468,853</u>	<u>23,199,150</u>	8.9	<u>252,770,697</u>	<u>30,897,306</u>	12.2
Capital assets							
Capital assets - motorbus, net depr	95,608,948	96,958,668	(1,349,720)	(1.4)	66,872,926	28,736,022	43.0
Capital assets - paratransit, net depr	14,133	14,136	(3)	-	413,535	(399,402)	(96.6)
Capital assets - lightrail, net depr	793,917,492	807,042,356	(13,124,864)	(1.6)	844,660,897	(50,743,405)	(6.0)
Land	97,432,663	97,432,663	-	-	97,432,663	-	-
Construction-in-process	47,295,549	47,029,827	265,722	0.6	32,588,960	14,706,589	45.1
Total capital assets	<u>1,034,268,785</u>	<u>1,048,477,650</u>	<u>(14,208,865)</u>	(1.4)	<u>1,041,968,981</u>	<u>(7,700,196)</u>	(0.7)
Non-current assets							
Restricted Investments	87,400,410	86,033,043	1,367,367	1.6	85,442,222	1,958,188	2.3
Other non-current assets, net amort	56,365	89,209	(32,844)	(36.8)	65,966	(9,601)	(14.6)
Total non-current assets	<u>87,456,775</u>	<u>86,122,252</u>	<u>1,334,523</u>	1.5	<u>85,508,188</u>	<u>1,948,587</u>	2.3
Total assets	<u>1,405,393,563</u>	<u>1,395,068,755</u>	<u>10,324,808</u>	0.7	<u>1,380,247,866</u>	<u>25,145,697</u>	1.8
Deferred Outflow of Resources							
Deferred loss on hedging instruments	843,642	-	843,642	n/a	-	843,642	n/a
Deferred loss on debt refunding	3,960,203	4,069,911	(109,708)	(2.7)	4,692,385	(732,182)	(15.6)
Total deferred outflow of resources	<u>4,803,845</u>	<u>4,069,911</u>	<u>733,934</u>	18.0	<u>4,692,385</u>	<u>111,460</u>	2.4
Total	<u>\$ 1,410,197,408</u>	<u>\$ 1,399,138,666</u>	<u>\$ 11,058,742</u>	0.8	<u>\$ 1,384,940,251</u>	<u>\$ 25,257,157</u>	1.8

Transit System
Quarterly Statement of Net Position
September 30, 2014
(Unaudited)

	Current	Prior	\$ Change	% Change	Prior Year	\$ Change	% Change
Liabilities							
Current liabilities							
Accounts payable	\$ 7,896,353	\$ 11,585,874	\$ (3,689,521)	(31.8)	\$ 7,287,981	\$ 608,372	8.3
Accrued expenses	18,971,292	17,975,079	996,213	5.5	17,304,072	1,667,220	9.6
Other current liabilities	25,554,431	20,102,127	5,452,304	27.1	23,156,661	2,397,770	10.4
Total current liabilities	52,422,076	49,663,080	2,758,996	5.6	47,748,714	4,673,362	9.8
Current liab payable from restricted assets							
Accounts payable and retention	1,994,250	2,046,734	(52,484)	(2.6)	1,846,586	147,664	8.0
Accrued interest payable	12,003,869	6,001,934	6,001,935	100.0	5,590,615	6,413,254	114.7
General self-insurance liability	6,450,868	6,450,868	-	-	6,998,913	(548,045)	(7.8)
Medical self-insurance liability	2,894,675	2,507,998	386,677	15.4	3,118,774	(224,099)	(7.2)
Current portion of long-term debt	37,015,000	37,015,000	-	-	-	37,015,000	n/a
Current portion of lease obligation	-	-	-	n/a	3,472,844	(3,472,844)	(100.0)
Total current liabilities payable from restricted assets	60,358,662	54,022,534	6,336,128	11.7	21,027,732	39,330,930	187.0
Total current liabilities	112,780,738	103,685,614	9,095,124	8.8	68,776,446	44,004,292	64.0
Non-current liabilities							
Other post-employment benefits	58,551,568	56,178,841	2,372,727	4.2	51,983,516	6,568,052	12.6
Long-term self-insurance	5,663,061	6,283,760	(620,699)	(9.9)	6,473,540	(810,479)	(12.5)
Long-term debt	535,327,138	536,053,550	(726,412)	-	575,077,769	(39,750,631)	(6.9)
Capital lease obligations	87,385,438	86,018,071	1,367,367	1.6	81,954,406	5,431,032	6.6
Other non-current liabilities	7,214,375	7,307,154	(92,779)	(1.3)	6,378,444	835,931	13.1
Total non-current liabilities	694,141,580	691,841,376	2,300,204	0.3	721,867,675	(27,726,095)	(3.8)
Total liabilities	806,922,318	795,526,990	11,395,328	1.4	790,644,121	16,278,197	2.1
Deferred Inflow of Resources							
Deferred gain on hedging instruments	-	506,310	(506,310)	(100.0)	289,380	(289,380)	(100.0)
Total deferred inflow of resources	-	506,310	(506,310)	(100.0)	289,380	(289,380)	(100.0)
Net Position							
Net position - capital investments	987,012,946	979,969,557	7,043,389	0.7	916,681,628	70,331,318	7.7
Net position - unrestricted	(376,864,192)	(309,896,470)	(66,967,722)	(21.6)	(309,896,470)	(66,967,722)	(21.6)
Net income (loss)	(6,873,664)	(66,967,721)	60,094,057	89.7	(12,778,408)	5,904,744	46.2
Total net position	603,275,090	603,105,366	169,724	-	594,006,750	9,268,340	1.6
Total	\$ 1,410,197,408	\$ 1,399,138,666	\$ 11,058,742	0.8	\$ 1,384,940,251	\$ 25,257,157	1.8

Transit Operating System
Statement of Revenue, Expense, and Income (Loss)
For the Quarter Ended September 30, 2014
(Unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Yr	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Yr
Operating revenue										
Passenger revenue	\$ 14,642,109	\$ 14,592,691	\$ 49,418	0.3	\$ 14,283,997	\$ 14,642,109	\$ 14,592,691	\$ 49,418	0.3	\$ 14,283,997
Other operating revenue	2,048,719	2,252,989	(204,270)	(9.1)	1,984,012	2,048,719	2,252,989	(204,270)	(9.1)	1,984,012
Total operating revenue	16,690,828	16,845,680	(154,852)	(0.9)	16,268,009	16,690,828	16,845,680	(154,852)	(0.9)	16,268,009
Operating expense										
Wages and benefits	42,517,907	45,820,633	3,302,726	7.2	41,493,097	42,517,907	45,820,633	3,302,726	7.2	41,493,097
Services	8,559,582	8,152,907	(406,675)	(5.0)	6,877,721	8,559,582	8,152,907	(406,675)	(5.0)	6,877,721
Fuel and lube consumed	4,821,690	5,213,513	391,823	7.5	4,917,119	4,821,690	5,213,513	391,823	7.5	4,917,119
Materials and supplies	4,989,442	5,471,310	481,868	8.8	4,782,666	4,989,442	5,471,310	481,868	8.8	4,782,666
Utilities	1,994,381	2,190,385	196,004	8.9	1,982,550	1,994,381	2,190,385	196,004	8.9	1,982,550
Casualty and liability costs	679,727	1,224,238	544,511	44.5	1,222,795	679,727	1,224,238	544,511	44.5	1,222,795
Lease and other expenses	1,272,001	1,498,927	226,926	15.1	1,096,925	1,272,001	1,498,927	226,926	15.1	1,096,925
Total operating expense	64,834,730	69,571,913	4,737,183	6.8	62,372,873	64,834,730	69,571,913	4,737,183	6.8	62,372,873
Operating income (loss)	(48,143,902)	(52,726,233)	4,582,331	8.7	(46,104,864)	(48,143,902)	(52,726,233)	4,582,331	8.7	(46,104,864)
Non-operating revenue (expenses)										
Grants and assistance *	63,921,840	59,752,528	4,169,312	7.0	58,328,533	63,921,840	59,752,528	4,169,312	7.0	58,328,533
Interest revenue	168,488	79,807	88,681	111.1	83,695	168,488	79,807	88,681	111.1	83,695
Interest expense	(5,281,655)	(5,346,732)	65,077	1.2	(7,364,766)	(5,281,655)	(5,346,732)	65,077	1.2	(7,364,766)
Contribution to outside entity	(202,909)	(305,061)	102,152	33.5	(1,005,695)	(202,909)	(305,061)	102,152	33.5	(1,005,695)
Other non-operating revenue (expense)	(75,991)	-	(75,991)	-	71,658	(75,991)	-	(75,991)	-	71,658
Total non-operating revenue (expense)	58,529,773	54,180,542	4,349,231	8.0	50,113,425	58,529,773	54,180,542	4,349,231	8.0	50,113,425
Income (loss) before depreciation	10,385,871	1,454,309	8,931,562	614.1	4,008,561	10,385,871	1,454,309	8,931,562	614.1	4,008,561
Depreciation and amortization	17,266,225	17,492,789	226,564	1.3	16,797,416	17,266,225	17,492,789	226,564	1.3	16,797,416
Net income (loss) before transfers	(6,880,354)	(16,038,480)	9,158,126	57.1	(12,788,855)	(6,880,354)	(16,038,480)	9,158,126	57.1	(12,788,855)
Net Transfers	6,690	-	6,690	-	10,447	6,690	-	6,690	-	10,447
Net income (loss)	(6,873,664)	\$ (16,038,480)	\$ 9,164,816	57.1	\$ (12,778,408)	(6,873,664)	\$ (16,038,480)	\$ 9,164,816	57.1	\$ (12,778,408)
Capital contributions	7,043,388					7,043,388				
Change in net position	169,724					169,724				
Total net position, beginning of the period	603,105,366					603,105,366				
Total net position, end of the period	\$ 603,275,090					\$ 603,275,090				

* See detail broken out in schedule on the next page

Transit Operating System
Detailed Schedule of Grants and Assistance
For the Quarter Ended September 30, 2014
(Unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Yr	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Yr
Grants and assistance										
Missouri assistance										
City of St. Louis 1/2 cent	\$ 5,221,861	\$ 4,755,731	\$ 466,130	9.8	\$ 4,645,053	\$ 5,221,861	\$ 4,755,731	\$ 466,130	9.8	\$ 4,645,053
City of St. Louis 1/4 cent	2,477,292	2,064,047	413,245	20.0	2,293,489	2,477,292	2,064,047	413,245	20.0	2,293,489
City of St. Louis Prop M2 (1/4 cent)	1,901,527	1,720,938	180,589	10.5	1,698,412	1,901,527	1,720,938	180,589	10.5	1,698,412
Total City of St. Louis	9,600,680	8,540,716	1,059,964	12.4	8,636,954	9,600,680	8,540,716	1,059,964	12.4	8,636,954
St. Louis County 1/2 cent	11,341,563	10,840,335	501,228	4.6	9,965,034	11,341,563	10,840,335	501,228	4.6	9,965,034
St. Louis County 1/4 cent	9,856,361	9,351,495	504,866	5.4	9,360,084	9,856,361	9,351,495	504,866	5.4	9,360,084
St. Louis County Prop A (1/2 cent)	14,172,535	12,211,006	1,961,529	16.1	12,169,060	14,172,535	12,211,006	1,961,529	16.1	12,169,060
Total St. Louis County	35,370,459	32,402,836	2,967,623	9.2	31,494,178	35,370,459	32,402,836	2,967,623	9.2	31,494,178
Other Local										
Planning and demo reimbursement	40,000	40,000	-	-	40,000	40,000	40,000	-	-	40,000
Other miscellaneous assistance	266,933	127,500	139,433	109.4	109,520	266,933	127,500	139,433	109.4	109,520
Total other local	306,933	167,500	139,433	83.2	149,520	306,933	167,500	139,433	83.2	149,520
State of Missouri	98,368	102,380	(4,012)	(3.9)	98,459	98,368	102,380	(4,012)	(3.9)	98,459
Total other Missouri	98,368	102,380	(4,012)	(3.9)	98,459	98,368	102,380	(4,012)	(3.9)	98,459
Total Missouri assistance	45,376,440	41,213,432	4,163,008	10.1	40,379,111	45,376,440	41,213,432	4,163,008	10.1	40,379,111
Illinois assistance										
St. Clair Transit District	13,295,450	13,025,623	269,827	2.1	12,323,788	13,295,450	13,025,623	269,827	2.1	12,323,788
State of Illinois	864,946	480,959	383,987	79.8	956,083	864,946	480,959	383,987	79.8	956,083
Total Illinois assistance	14,160,396	13,506,582	653,814	4.8	13,279,871	14,160,396	13,506,582	653,814	4.8	13,279,871
Total local and state assistance	59,536,836	54,720,014	4,816,822	8.8	53,658,982	59,536,836	54,720,014	4,816,822	8.8	53,658,982
Federal assistance										
Vehicle maintenance	3,250,000	4,000,000	(750,000)	(19)	4,000,000	3,250,000	4,000,000	(750,000)	(19)	4,000,000
Non-capital grants (i.e. JARC)	1,135,004	1,032,514	102,490	9.9	669,551	1,135,004	1,032,514	102,490	9.9	669,551
Total federal assistance	4,385,004	5,032,514	(647,510)	(12.9)	4,669,551	4,385,004	5,032,514	(647,510)	(12.9)	4,669,551
Total grants and assistance	\$ 63,921,840	\$ 59,752,528	\$ 4,169,312	7.0	\$ 58,328,533	\$ 63,921,840	\$ 59,752,528	\$ 4,169,312	7.0	\$ 58,328,533

Transit System
Cash Receipts and Disbursements Schedule
For the Period Ended September 30, 2014
(In Dollars)
(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
Balance September 1, 2014										
Cash & Investments	\$ 172,934,061	\$ 1,385,471	\$ 48,863,781	\$ 14,662,714	\$ 56,684,200	\$ 13,054,878	\$ 12,615,815	\$ 1,655,351	\$ 15,497,023	\$ 8,514,828
Add :										
Passenger Fares	5,259,501	5,259,501	-	-	-	-	-	-	-	-
Other Op. Rev.	-	-	-	-	-	-	-	-	-	-
City of St. Louis	3,559,715	-	3,192,345	-	329,611	-	37,759	-	-	-
St. Louis County	11,055,743	-	10,905,478	-	71,009	-	79,256	-	-	-
State of Illinois	-	-	-	-	-	-	-	-	-	-
State of Missouri	-	-	-	-	-	-	-	-	-	-
Cross County Project	-	-	-	-	-	-	-	-	-	-
St. Clair County	6,366,365	-	6,366,365	-	-	-	-	-	-	-
FTA	3,223,274	-	3,223,274	-	-	-	-	-	-	-
Commodity Fund	22,286	-	22,286	-	-	-	-	-	-	-
All Other	1,752,132	-	1,734,276	315	9,080	3,503	897	-	4,062	-
Cash Receipts	31,239,016	5,259,501	25,444,024	315	409,700	3,503	117,912	-	4,062	-
Interfund Transfers	-	(5,300,000)	3,381,695	(315)	(188,424)	-	(35,278)	-	2,142,322	-
Less:										
Cash Disbursements	(22,264,055)	-	(20,342,401)	-	-	-	-	(35,707)	(1,885,947)	-
Balance September 30, 2014										
Cash & Investments	181,909,024	1,344,972	57,347,099	14,662,714	56,905,477	13,058,381	12,698,449	1,619,644	15,757,460	8,514,828
Less:										
Pre-Encumbrances & Restrictions										
Local Match - Approved Grants	46,138,750	-	-	-	42,699,260	-	3,439,489	-	-	-
- Grant Applications	1,516,150	-	-	-	1,516,150	-	-	-	-	-
- Long Range Capital Programs (1)	21,949,026	-	-	-	12,690,067	-	9,258,960	-	-	-
SIR Worker Comp Pledged Funds	2,405,000	-	-	-	-	-	-	-	2,405,000	-
Other Restrictions	109,900,098	1,344,972	57,347,099	14,662,714	-	13,058,381	-	1,619,644	13,352,460	8,514,828
Total Restrictions	181,909,024	1,344,972	57,347,099	14,662,714	56,905,477	13,058,381	12,698,449	1,619,644	15,757,460	8,514,828
Unencumbered Cash & Investments	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

(1) Restricted to finance obligations.

Transit System
Cross County Metrolink Project
Consolidated Cash Receipts and Disbursements Schedule
For the Quarter Ended September 30, 2014
(Unaudited)

	Total Trustee Statements	Revenue Funds	Debt Service Funds	Expense Funds	Debt Service Reserve Funds
Balance at July 1, 2014					
Cash & investments	\$ 46,960,733	\$ -	\$ 11,285,952	\$ 99,018	\$ 35,575,763
St. Louis County sales tax - Prop M	11,583,273	11,583,273	-	-	-
St. Louis County sales tax - Prop A	15,077,165	15,077,165	-	-	-
St. Louis City sales tax - Prop M	2,755,836	2,755,836	-	-	-
St. Louis City sales tax - Prop M2	2,755,836	2,755,836	-	-	-
Interest received	111,128	627	827	7	109,667
Total cash receipts	32,283,239	32,172,738	827	7	109,667
Less fund disbursements:					
Expenses	(5,625)	-	-	(5,625)	-
Prop M/Prop A to Metro	(24,468,898)	(24,468,898)	-	-	-
Total disbursements	(24,474,523)	(24,468,898)	-	(5,625)	-
Interfund transfers:					
Transfer from 2009 DSR to 2009 Revenue Fund	-	29,625	-	-	(29,625)
Interest/principal transfers	-	(7,733,195)	7,733,195	-	-
Total interfund transfers	-	(7,703,570)	7,733,195	-	(29,625)
Balance at September 30, 2014					
Cash & investments	<u>\$ 54,769,449</u>	<u>\$ 271</u>	<u>\$ 19,019,973</u>	<u>\$ 93,401</u>	<u>\$ 35,655,805</u>

**Transit Operating System
Statement of Cash Flows
For the Three Months Ended September 30, 2014
(Unaudited)**

Cash flows from operating activities		Reconciliation of operating loss to net cash used for operating activities	
Receipts from customers	\$ 12,738,616	Operating income (loss)	\$ (48,143,902)
Payments to employees	(39,148,967)		
Payments to vendors	(21,881,019)		
Payments for self-insurance	(913,749)		
Receipts (payments) from inter-fund activity	(215,507)		
		Adjustments to reconcile operating income (loss) to net cash provided by (used for) operating activities	
Net cash provided by (used in) operating activities	(49,420,626)	Change in assets and liabilities	
		Accounts and notes receivables	(3,952,211)
Cash flows from non capital financing activities		Interfund accounts receivable	(29,546)
Operating assistance received	61,752,513	Materials and supplies	(698,570)
Contributions to outside entities	(202,909)	Prepaid expenses, deferred charges	(1,401,317)
		Accounts payable	(4,203,561)
Net cash provided by (used in) non capital financing activities	61,549,604	Other current liabilities	5,359,524
		Interfund accounts payable	514,040
Cash flows from capital and related financing activities		Accrued expenses	996,213
Acquisitions of capital assets	(3,105,711)	Other post employment benefits liability	2,372,727
Payments of long-term debt	(726,412)	Self-insurance liability	(234,023)
Interest Paid	753,124		
Contributed capital	7,043,388		
		Total adjustments	(1,276,724)
Cash flows from capital and related financing activities	3,964,389	Net cash provided by (used for) operating activities	\$ (49,420,626)
Cash flows from investing activities		Supplemental disclosure of cash flow information	
Purchases of investments	(21,925,941)	Noncash Activities:	
Proceeds from sale of investments	22,646,069	> Interest received on capital lease	\$ 1,367,367
Interest received	168,488	> Interest accrued on capital lease	(1,367,367)
		> Gain/(Loss) on hedging commodities	31,466
Net cash provided by (used in) investing activities	888,616	> Loss on disposal of fixed assets	4,135
		> Non-operating noncash activity	(80,126)
Net increase (decrease) in cash and cash equivalents	16,981,983	> Net transfers for rail station improvements	6,690
Cash and cash equivalents, beginning of year	106,447,465		
Cash and cash equivalents, year to date	\$ 123,429,448		

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 & Disbursements

Transit System
Schedule of Aged Receivables - Invoiced
September 30, 2014
(In Dollars)
(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	\$ 243,888	\$ 31,017	\$ 15,251	\$ 30,146	\$ 21,602	\$ 6,837	\$ 348,741
Due from Call-A-Ride	264,914	-	-	910	-	-	265,824
Due from Engineering Services	-	-	-	-	-	-	-
Due from Advertising (Marketing)	17,262	-	-	-	-	-	17,262
Due from Leases and Rents	73,024	7,941	28,490	9,991	458	4,888	124,792
Due from Auxiliary Services/Others	5,547,249	15,874	143,015	-	70	425	5,706,633
Due from Grants (Accounting)	2,837,520	13,749	838,305	307,154	57,263	215,128	4,269,119
Due from Passes	353,292	216,755	15,850	27,672	443	1,182	615,194
Total	<u>\$ 9,337,149</u>	<u>\$ 285,336</u>	<u>\$ 1,040,911</u>	<u>\$ 375,873</u>	<u>\$ 79,836</u>	<u>\$ 228,460</u>	<u>\$ 11,347,565</u>

Transit System
Capital Expenditures for Active Projects
For the Quarter Ended September 30, 2014
(Unaudited)

Description		Budget	Current	Year-To-Date	Life-To-Date	Balance
Project #						
0034 Van Procurement FY04-FY08 (X204) 2		\$ 2,725,892	\$ -	\$ -	\$ 2,711,338	\$ 14,554
0097 ML Bike Trail - County		11,345,463	-	-	10,052,284	1,293,180
1237 CAR Van Replacement FY07		2,979,786	-	-	2,913,172	66,614
1279 Fare Collection System Upgrade/Replacement (06 Earmark)		29,707,512	171,441	171,441	18,866,720	10,840,792
1290 Buses FY05 Fed Earmark (25)		1,210,646	-	-	1,204,787	5,859
1361 Radio System CAD/AVL		23,857,144	234	234	9,622,942	14,234,202
1530 Eads Bridge Rehab ARRA		25,338,773	1,524,223	1,524,223	22,671,243	2,667,530
1531 Rail & Tie Replacement		1,718,025	-	-	1,718,025	-
1574 CAR Van Replacement		8,558,466	-	-	1,239,039	7,319,427
1610 Tctile Warning Strips - MO	z	1,036,069	4,603	4,603	902,844	133,224
1666 Slope Stabilization	z	4,097,297	1,336,301	1,336,301	3,220,183	877,114
1668 Embankment Erosion	z	3,203,073	17,015	17,015	52,379	3,150,694
1680 SCADA Hardening II DHS		3,256,808	-	-	3,255,793	1,015
1708 Feeder Wire/Water Mitigation MO--12	z	1,058,564	108,653	108,653	691,905	366,659
1717 Non-Revenue Vehicles FY12 MO		1,718,858	92,275	92,275	1,131,932	586,926
1722 Missouri Slopes Stability	z	1,144,600	5,882	5,882	122,863	1,021,737
1723 MO OCS Wire Rehab	z	1,369,633	272,032	272,032	857,834	511,799
1734 EADS Bridge Rehab Phase II		29,708,943	103,576	103,576	1,535,418	28,173,525
1739 Downtown Transfer Center		7,098,596	129,663	129,663	671,871	6,426,725
1754 IT Systems Upgrade Yr 1 - FY12		1,136,406	-	-	838,027	298,380
1755 IT Systems Upgrade Yr 2 - FY13		1,425,750	-	-	-	1,425,750
1756 North County Transit Center		10,280,000	41,928	41,928	4,118,051	6,161,949
1773 SWIC Metrolink Improvements	y	6,128,737	35,250	35,250	5,647,748	480,989

Transit System
Capital Expenditures for Active Projects
For the Quarter Ended September 30, 2014
(Unaudited)

Description		Budget	Current	Year-To-Date	Life-To-Date	Balance
Projects continued						
1817 Radio System Tower Sites		\$ 2,077,655	\$ -	\$ -	\$ 1,511,670	\$ 565,984
1834 Rail Tie Replacement Year 2	z	1,934,162	606,501	606,501	1,143,771	790,391
1844 Tactile Warning Strip Phase II	z	1,720,000	90,207	90,207	256,659	1,463,340
1845 MOW SGR Inventory-Database Development		1,037,955	144,393	144,393	925,852	112,103
1848 Articulated Buses		11,445,205	324,157	324,157	6,479,709	4,965,496
1855 Arch Bike Trail		1,095,938	9,312	9,312	58,060	1,037,878
1860 Bus Procurement Duluth		20,911,804	3,004	3,004	20,896,099	15,705
1862 North County Transit Phase II		2,200,481	101,533	101,533	1,360,404	840,077
1863 Bus Procurement Duluth II		11,603,241	-	-	-	11,603,241
1867 Buses - SCCTD		2,720,000	-	-	2,656,329	63,671
1869 Phase 1 Audio Frequency Circuit		3,101,678	4,476	4,476	4,540	3,097,138
1875 Rail Tie Replace Year 3	z	2,147,572	-	-	-	2,147,572
1885 TOI Operation Management Software		2,840,318	32,771	32,771	41,299	2,799,019
1887 TOI Transit Business Intellegence		1,039,572	-	-	-	1,039,572
1905 Buses - FY13 CMAQ		18,565,431	-	-	-	18,565,431
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
1959 Z-Gate Ped Barriers & Fence		1,257,938	-	-	-	1,257,938
1960 Rail ROW Repairs-MP 0-15.4 MO		3,405,200	-	-	-	3,405,200
1962 Elevator Rehab - 8 Units - MO		1,302,000	-	-	-	1,302,000
1983 DC to AC Rail Car Upgrades		22,500,000	-	-	-	22,500,000
All others	*z	35,650,373	1,204,470	1,204,470	17,143,911	18,506,462
Total active projects		\$ 367,198,548	\$ 6,363,899	\$ 6,363,899	\$ 166,524,701	\$ 200,673,848

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

y Metro administers contribution to outsidess entities.

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

Business Enterprises Financials



Metropolitan St. Louis Attractions

**BUSINESS
ENTERPRISES**

Gateway Arch Tram Financials



World-Class

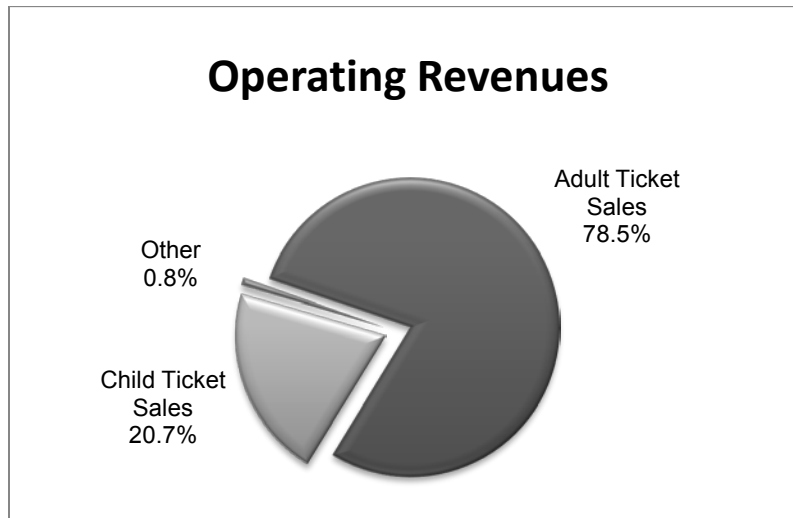
Financial Highlights	23
Quarterly Statement of Net Position.....	25
Income/Expense Analysis.....	26
Consolidated Cash Receipts and Disbursement Schedule.....	27
Statement of Cash Flows.....	28
Capital Expenditures for Active Projects.....	29

Gateway Arch Tram

Three Months Ended September 30, 2014

Operating income for the Gateway Arch Tram for the three months ended September 30, 2014 was \$869,559, which is only \$1,029 unfavorable to budget but 23.3% below prior year results.

Operating Revenue was 0.5% greater than budget and 5.3% unfavorable to prior year. Arch ticket sales make up the majority of the revenue and were 0.7% greater than budget and 5.1% less than prior year. Ticket sales are down compared to prior year due to on-going Arch grounds construction.



Salaries, wages & benefits are 11.4% or \$57,048 below budget as a result of vacant salaried positions and lower than budgeted medical costs, pension expense and unemployment insurance.

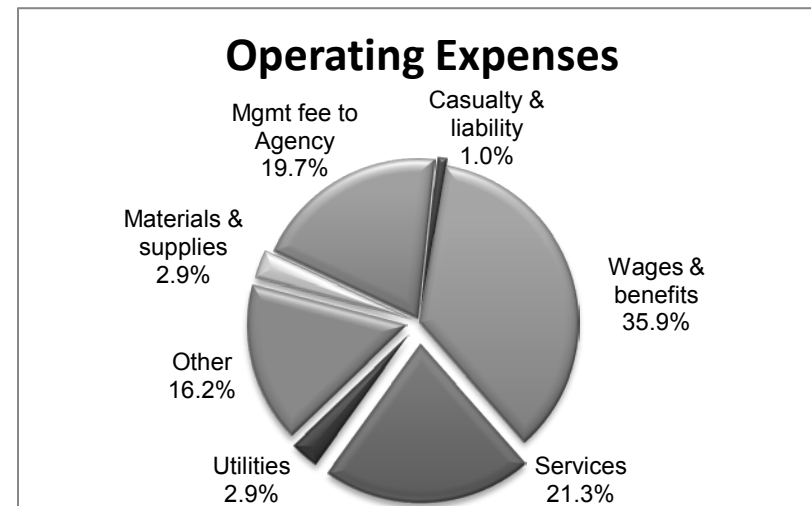
Services are 4.2% favorable to budget and primarily include maintenance, banking, and mechanics service costs.

Materials and supplies are \$9,410 or 35.8% unfavorable to budget as a result of emergency north tram hoist cable repairs.

Utilities are \$3,880 or 9.6% favorable to budget due to lower electricity usage.

Other expenses are \$76,555 or 20.7% unfavorable to budget due to the purchase of way finding billboards related to the current park grounds and highway construction and detours.

Non-operating revenues (expenses) are significantly favorable to budget due to the timing of planned contributions to the National Park Service for the Arch Staining Remediation and City/Arch/River design projects.




Tram Ridership Comparison			
	<u>Adult</u>	<u>Child</u>	<u>Total</u>
FY15 Actual	238,887	88,121	327,008
FY15 Budget	237,343	89,022	326,765
FY14 Actual	252,985	94,551	347,536

Tram ridership for the three months ended September 30, 2014 was 0.7% higher than budget. Tram ridership decreased 5.9% compared to prior year due to the Arch grounds construction project.

Gateway Arch Tram
Quarterly Statement of Net Position
September 30, 2014
(Unaudited)

	<u>Current</u>	<u>Prior</u>	<u>\$ Change</u>	<u>% Change</u>	<u>Prior Year</u>	<u>\$ Change</u>	<u>% Change</u>
Assets							
Current assets							
Cash and investments	\$ 2,923,678	\$ 2,758,079	\$ 165,599	6.0	\$ 2,600,894	\$ 322,784	12.4
Restricted cash and investments	15,221,655	15,094,230	127,425	0.8	15,453,606	(231,951)	(1.5)
Accounts and notes receivable	703,452	362,150	341,302	94.2	313,811	389,641	124.2
Prepaid Expenses	54,813	21,641	33,172	153.3	53,687	1,126	2.1
Total current assets	<u>18,903,598</u>	<u>18,236,100</u>	<u>667,498</u>	3.7	<u>18,421,998</u>	<u>481,600</u>	2.6
Capital assets							
Capital assets, net of accum deprec	335,768	423,218	(87,450)	(20.7)	715,011	(379,243)	(53.0)
Construction-in-process	404,429	252,507	151,922	60.2	61,611	342,818	556.4
Total capital assets	<u>740,197</u>	<u>675,725</u>	<u>64,472</u>	9.5	<u>776,622</u>	<u>(36,425)</u>	(4.7)
Total	<u>\$ 19,643,795</u>	<u>\$ 18,911,825</u>	<u>\$ 731,970</u>	3.9	<u>\$ 19,198,620</u>	<u>\$ 445,175</u>	2.3
Liabilities and net position							
Current liabilities							
Accounts payable	\$ 1,068,024	\$ 987,645	\$ 80,379	8.1	\$ 1,403,312	\$ (335,288)	(23.9)
Accrued expenses	56,574	55,981	593	1.1	47,435	9,139	19.3
Other current liabilities	54,295	45,647	8,648	18.9	42,040	12,255	29.2
Total current liabilities	<u>1,178,893</u>	<u>1,089,273</u>	<u>89,620</u>	8.2	<u>1,492,787</u>	<u>(313,894)</u>	(21.0)
Current liab payable from restricted assets							
Accounts payable and retention	-	219,656	(219,656)	na	-	-	na
Total current liabilities payable from restricted assets	<u>-</u>	<u>219,656</u>	<u>(219,656)</u>	na	<u>-</u>	<u>-</u>	na
Total current liabilities	<u>1,178,893</u>	<u>1,308,929</u>	<u>(130,036)</u>	(9.9)	<u>1,492,787</u>	<u>(313,894)</u>	(21.0)
Non-current liabilities							
Other post employment benefits	33,386	20,652	12,734	61.7	297,812	(264,426)	(88.8)
General self insurance liability	3,474	1,380	2,094	151.7	1,380	2,094	151.7
Total non-current liabilities	<u>36,860</u>	<u>22,032</u>	<u>14,828</u>	67.3	<u>299,192</u>	<u>(262,332)</u>	(87.7)
Total liabilities	<u>1,215,753</u>	<u>1,330,961</u>	<u>(115,208)</u>	(8.7)	<u>1,791,979</u>	<u>(576,226)</u>	(32.2)
Net Position							
Net position - unrestricted	17,580,864	16,382,429	1,198,435	7.3	16,382,429	1,198,435	7.3
Net income (loss)	847,178	1,198,435	(351,257)	(29.3)	1,024,212	(177,034)	(17.3)
Total net position	<u>18,428,042</u>	<u>17,580,864</u>	<u>847,178</u>	4.8	<u>17,406,641</u>	<u>1,021,401</u>	5.9
Total	<u>\$ 19,643,795</u>	<u>\$ 18,911,825</u>	<u>\$ 731,970</u>	3.9	<u>\$ 19,198,620</u>	<u>\$ 445,175</u>	2.3

Gateway Arch Tram
Schedule of Revenues, Expenses and Net Income (Loss)
For the Quarter Ended September 30, 2014
(Unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Yr	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Yr
Operating revenues										
Arch tickets	\$2,123,565	\$2,109,309	\$ 14,256	0.7	\$2,238,652	\$ 2,123,565	\$ 2,109,309	\$ 14,256	0.7	\$ 2,238,652
Service fee revenue	14,205	12,331	1,874	15.2	11,953	14,205	12,331	1,874	15.2	11,953
Other operating revenue	2,480	1,800	680	37.8	2,663	2,480	1,800	680	37.8	2,663
Sales discount	(31,378)	(25,604)	(5,774)	(22.6)	(26,985)	(31,378)	(25,604)	(5,774)	(22.6)	(26,985)
Total operating revenues	<u>2,108,872</u>	<u>2,097,836</u>	<u>11,036</u>	<u>0.5</u>	<u>2,226,283</u>	<u>2,108,872</u>	<u>2,097,836</u>	<u>11,036</u>	<u>0.5</u>	<u>2,226,283</u>
Operating expenses										
Wages and benefits	445,388	502,436	57,048	11.4	429,979	445,388	502,436	57,048	11.4	429,979
Services	264,200	275,898	11,698	4.2	256,192	264,200	275,898	11,698	4.2	256,192
Fuel and lube consumed	46	-	(46)	-	66	46	-	(46)	-	66
Materials and supplies	35,673	26,263	(9,410)	(35.8)	8,822	35,673	26,263	(9,410)	(35.8)	8,822
Utilities	36,359	40,239	3,880	9.6	40,638	36,359	40,239	3,880	9.6	40,638
Casualty and liability costs	12,071	13,391	1,320	9.9	11,703	12,071	13,391	1,320	9.9	11,703
Other expenses	445,576	369,021	(76,555)	(20.7)	345,789	445,576	369,021	(76,555)	(20.7)	345,789
Total operating expenses	<u>1,239,313</u>	<u>1,227,248</u>	<u>(12,065)</u>	<u>(1.0)</u>	<u>1,093,189</u>	<u>1,239,313</u>	<u>1,227,248</u>	<u>(12,065)</u>	<u>(1.0)</u>	<u>1,093,189</u>
Operating income (loss)	<u>869,559</u>	<u>870,588</u>	<u>(1,029)</u>	<u>(0.1)</u>	<u>1,133,094</u>	<u>869,559</u>	<u>870,588</u>	<u>(1,029)</u>	<u>(0.1)</u>	<u>1,133,094</u>
Non-operating revenue (expense)										
Interest income	2,236	3,573	(1,337)	(37.4)	3,394	2,236	3,573	(1,337)	(37.4)	3,394
Contribution to outside entities	(55,477)	(157,500)	102,023	64.8	(1,952)	(55,477)	(157,500)	102,023	64.8	(1,952)
Total non-operating revenues (expenses)	<u>(53,241)</u>	<u>(153,927)</u>	<u>100,686</u>	<u>65.4</u>	<u>1,442</u>	<u>(53,241)</u>	<u>(153,927)</u>	<u>100,686</u>	<u>65.4</u>	<u>1,442</u>
Income (loss) before depreciation 	<u>816,318</u>	<u>716,661</u>	<u>99,657</u>	<u>13.9</u>	<u>1,134,536</u>	<u>816,318</u>	<u>716,661</u>	<u>99,657</u>	<u>13.9</u>	<u>1,134,536</u>
Depreciation and amortization	<u>87,450</u>	<u>58,213</u>	<u>(29,237)</u>	<u>(50.2)</u>	<u>99,877</u>	<u>87,450</u>	<u>58,213</u>	<u>(29,237)</u>	<u>(50.2)</u>	<u>99,877</u>
Net income (loss) before transfers	<u>728,868</u>	<u>658,448</u>	<u>70,420</u>	<u>10.7</u>	<u>1,034,659</u>	<u>728,868</u>	<u>658,448</u>	<u>70,420</u>	<u>10.7</u>	<u>1,034,659</u>
Net Transfers	<u>118,310</u>	<u>-</u>	<u>118,310</u>	<u>-</u>	<u>(10,447)</u>	<u>118,310</u>	<u>-</u>	<u>118,310</u>	<u>-</u>	<u>(10,447)</u>
Net income (loss)	<u>\$ 847,178</u>	<u>\$ 658,448</u>	<u>\$ 188,730</u>	<u>28.7</u>	<u>\$1,024,212</u>	<u>\$ 847,178</u>	<u>\$ 658,448</u>	<u>\$ 188,730</u>	<u>28.7</u>	<u>\$ 1,024,212</u>

Gateway Arch Tram
Consolidated Cash Receipts and Disbursements Schedule
For the Quarter Ended September 30, 2014
(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
Balance at July 1, 2014										
Cash & Investments	\$ 17,852,309	\$ 1,152,506	\$ 439,573	\$ 1,166,000	\$ 7,033,193	\$ 2,339,269	\$ 4,150,768	\$ 721,000	\$ 350,000	\$ 500,000
Add:										
Receipts	3,283,975	3,283,975	-	-	-	-	-	-	-	-
Gateway Parking Facility	125,000	-	-	-	125,000	-	-	-	-	-
Interest received	3,238	-	-	-	3,238	-	-	-	-	-
Total cash receipts	3,412,213	3,283,975	-	-	128,238	-	-	-	-	-
Interfund transfers	-	(2,482,960)	2,122,960	-	360,000	-	-	-	-	-
Less:										
Cash disbursements	(3,119,189)	(1,298,289)	(1,460,087)	-	(1,482)	(46,581)	(173,309)	(119,748)	(19,693)	-
Balance at September 30, 2014										
Cash & Investments	<u>\$ 18,145,333</u>	<u>\$ 655,232</u>	<u>\$ 1,102,446</u>	<u>\$ 1,166,000</u>	<u>\$ 7,519,949</u>	<u>\$ 2,292,688</u>	<u>\$ 3,977,459</u>	<u>\$ 601,252</u>	<u>\$ 330,307</u>	<u>\$ 500,000</u>

Gateway Arch Tram System
Statement of Cash Flows
For the Three Months Ended September 30, 2014
(Unaudited)

Cash flows from operating activities

Receipts from customers	\$ 2,098,427
Payments to employees	(432,061)
Payments to vendors	(372,318)
Payments for self-insurance	(9,978)
Receipts (payments) from inter-fund activity	<u>(685,540)</u>

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

598,530

Cash flows from noncapital financing activities

Contributions to outside entities	(55,477)
Net Transfers	<u>118,310</u>

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

62,833

Cash flows from capital and related financing activities

Acquisitions of capital assets	<u>(371,579)</u>
--------------------------------	------------------

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

(371,579)

Cash flows from investing activities

Proceeds from sale of investments	1,999,375
Interest received	<u>3,240</u>

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

2,002,615

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

2,292,399

Cash and cash equivalents, beginning of year

15,352,686

Cash and cash equivalents, year to date

\$ 17,645,085

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

Operating income (loss)	<u>\$ 869,559</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	(10,446)
Interfund accounts receivable	(331,860)
Prepaid expenses, deferred charges and other current assets	(33,171)
Accounts payable	189,820
Other current liabilities	8,648
Interfund accounts payable	(109,441)
Accrued Expenses	594
Other post employment benefits liability	12,734
Self-insurance liability	<u>2,093</u>

Total adjustments	<u>(271,029)</u>
-------------------	------------------

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

\$ 598,530

Supplemental disclosure of cash flow information

No disclosures.

Gateway Arch
Capital Expenditures for Active Projects
For the Quarter Ended September 30, 2014
(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	721,000	164,574	164,574	165,023	555,977
Arch Transportation System (ATS) Load Zone Rehab	x	1,493,910	171,712	171,712	239,406	1,254,505
Exhibit Rehabilitation		2,671,090	-	-	-	2,671,090
JNEM Trench Drain Project	xy	2,288,001	9,716	9,716	65,908	2,222,093
JNEM Arch Lobby Rehabilitation	y	1,087,107	35,521	35,521	49,517	1,037,591
JNEM Rail Station Improvements	z	518,623	19,923	19,923	90,191	428,432
Arch Corrosion Study project	y	350,000	22,430	22,430	22,430	327,570
Distributed Antenna System		300,000	-	-	-	300,000
Copier Machine		5,000	-	-	-	5,000
Total Gateway Arch		\$ 14,434,732	\$ 423,876	\$ 423,876	\$ 632,475	\$ 13,497,257

- 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	30
Quarterly Statement of Net Position.....	31
Income/Expense Analysis.....	32
Consolidated Cash Receipts and Disbursement Schedule.....	33
Statement of Cash Flows.....	34

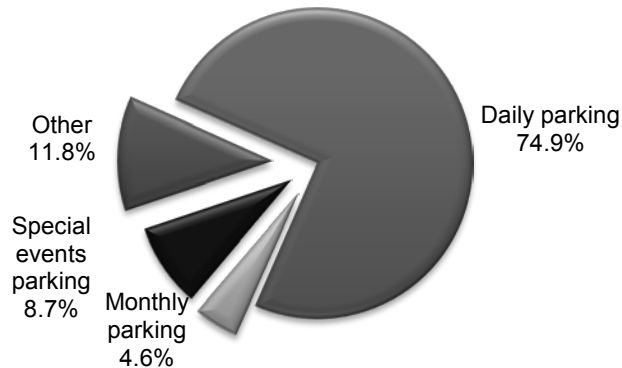
Gateway Arch Parking Facility

Three Months Ended September 30, 2014

Operating income for the Gateway Arch Parking Facility for the three months ended September 30, 2014 was \$95,277 or \$39,535 unfavorable to budget. Unfavorable operating income resulted from lower revenues due to road construction and limited access around the parking facility area.

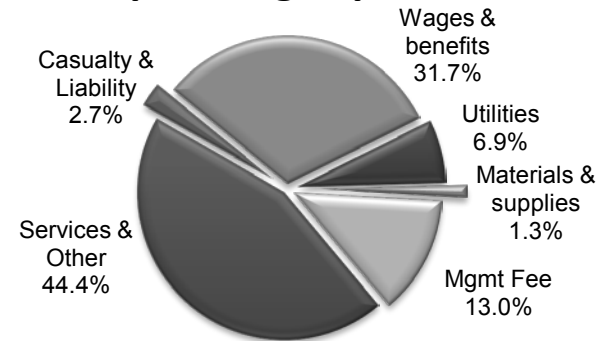
Operating revenue for the three months was 14.9% less than budget and 35.3% lower than FY 2014. Daily parking revenue was 13.2% or \$45,250 unfavorable to budget. Monthly parking was \$13,960 or 43.1% less than budget. CityArchRiver surrounding road construction has contributed to lower use of the Arch parking facility.

Operating Revenues



Salaries, wages & benefits are \$13,158 or 12.0% favorable to budget due to unfilled vacancies, and lower than planned medical and other benefits costs.

Operating Expenses



Services are essentially the same as budget and include temporary help, maintenance, custodial, and banking services.

Materials and supplies are \$4,975 or 55.4% favorable to budget due to less spending on building and grounds repair parts.

Other expenses are 11.3% favorable to budget. This category consists primarily of management fees paid to the Executive Services.

Vehicle Transactions

FY15 Actual	60,189
FY15 Budget	55,593
FY14 Actual	94,948

Gateway Arch Parking Facility
Quarterly Statement of Net Position
September 30, 2014
(Unaudited)

	<u>Current</u>	<u>Prior</u>	<u>\$ Change</u>	<u>% Change</u>	<u>Prior Year</u>	<u>\$ Change</u>	<u>% Change</u>
Assets							
Current assets							
Cash and investments	\$ 553,885	\$ 577,831	\$ (23,946)	(4.1)	\$ 567,583	\$ (13,698)	(2.4)
Restricted cash and investments	-	-	-	na	927,832	(927,832)	(100.0)
Accounts and notes receivable	266,930	209,944	56,986	27.1	36,304	230,626	635.3
Prepaid Expenses	<u>25,720</u>	<u>200</u>	<u>25,520</u>	na	<u>26,339</u>	<u>(619)</u>	(2.4)
Total current assets	<u>846,535</u>	<u>787,975</u>	<u>58,560</u>	7.4	<u>1,558,058</u>	<u>(711,523)</u>	(45.7)
Capital assets							
Capital assets, net of accum deprec	<u>67,096</u>	<u>69,551</u>	<u>(2,455)</u>	(3.5)	<u>-</u>	<u>67,096</u>	na
Total	<u>\$ 913,631</u>	<u>\$ 857,526</u>	<u>\$ 56,105</u>	6.5	<u>\$ 1,558,058</u>	<u>\$ (644,427)</u>	(41.4)
Liabilities and net position							
Current liabilities							
Accounts payable	\$ 331,447	\$ 247,764	\$ 83,683	33.8	\$ 590,145	\$ (258,698)	(43.8)
Accrued expenses	12,568	12,068	500	4.1	6,686	5,882	88.0
Other current liabilities	<u>13,733</u>	<u>14,143</u>	<u>(410)</u>	(2.9)	<u>12,560</u>	<u>1,173</u>	9.3
Total current liabilities	<u>357,748</u>	<u>273,975</u>	<u>83,773</u>	30.6	<u>609,391</u>	<u>(251,643)</u>	(41.3)
Non-current liabilities							
Other post employment benefits	11,074	6,592	4,482	68.0	118,657	(107,583)	(90.7)
General self insurance liability	<u>14,745</u>	<u>14,745</u>	<u>-</u>	na	<u>14,745</u>	<u>-</u>	na
Total non-current liabilities	<u>25,819</u>	<u>21,337</u>	<u>4,482</u>	21.0	<u>133,402</u>	<u>(107,583)</u>	(80.6)
Total liabilities	<u>383,567</u>	<u>295,312</u>	<u>88,255</u>	29.9	<u>742,793</u>	<u>(359,226)</u>	(48.4)
Net Position							
Net position - unrestricted	562,214	589,121	(26,907)	(4.6)	589,121	(26,907)	(4.6)
Net income (loss)	<u>(32,150)</u>	<u>(26,907)</u>	<u>(5,243)</u>	(19.5)	<u>226,144</u>	<u>(258,294)</u>	(114.2)
Total net position	<u>530,064</u>	<u>562,214</u>	<u>(32,150)</u>	(5.7)	<u>815,265</u>	<u>(285,201)</u>	(35.0)
Total	<u>\$ 913,631</u>	<u>\$ 857,526</u>	<u>\$ 56,105</u>	6.5	<u>\$ 1,558,058</u>	<u>\$ (644,427)</u>	(41.4)

Gateway Arch Parking Facility
Schedule of Revenues, Expenses and Net Income (Loss)
For the Quarter Ended September 30, 2014
(Unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Yr	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Yr
Operating revenues										
Passenger revenue	\$ 6,020	\$ 6,000	\$ 20	0.3	\$ 6,300	\$ 6,020	\$ 6,000	\$ 20	0.3	\$ 6,300
Garage parking receipts - daily	298,658	343,908	(45,250)	(13.2)	423,835	298,658	343,908	(45,250)	(13.2)	423,835
Garage parking receipts - special events	34,708	58,224	(23,516)	(40.4)	114,962	34,708	58,224	(23,516)	(40.4)	114,962
Parking - monthly	18,440	32,400	(13,960)	(43.1)	31,605	18,440	32,400	(13,960)	(43.1)	31,605
Service fee revenue	40,995	28,015	12,980	46.3	39,531	40,995	28,015	12,980	46.3	39,531
Other operating revenue	(25)	-	(25)	-	279	(25)	-	(25)	-	279
Total operating revenues	<u>398,796</u>	<u>468,547</u>	<u>(69,751)</u>	<u>(14.9)</u>	<u>616,512</u>	<u>398,796</u>	<u>468,547</u>	<u>(69,751)</u>	<u>(14.9)</u>	<u>616,512</u>
Operating expenses										
Wages and benefits	96,267	109,425	13,158	12.0	107,707	96,267	109,425	13,158	12.0	107,707
Services	134,763	134,884	121	0.1	172,399	134,763	134,884	121	0.1	172,399
Materials and supplies	4,010	8,985	4,975	55.4	9,895	4,010	8,985	4,975	55.4	9,895
Utilities	20,903	25,644	4,741	18.5	24,125	20,903	25,644	4,741	18.5	24,125
Casualty and liability costs	8,095	10,282	2,187	21.3	8,288	8,095	10,282	2,187	21.3	8,288
Other expenses	39,481	44,515	5,034	11.3	68,369	39,481	44,515	5,034	11.3	68,369
Total operating expenses	<u>303,519</u>	<u>333,735</u>	<u>30,216</u>	<u>9.1</u>	<u>390,783</u>	<u>303,519</u>	<u>333,735</u>	<u>30,216</u>	<u>9.1</u>	<u>390,783</u>
Operating income (loss)	<u>95,277</u>	<u>134,812</u>	<u>(39,535)</u>	<u>(29.3)</u>	<u>225,729</u>	<u>95,277</u>	<u>134,812</u>	<u>(39,535)</u>	<u>(29.3)</u>	<u>225,729</u>
Non-operating revenue (expense)										
Interest income	28	573	(545)	(95.1)	415	28	573	(545)	(95.1)	415
Contribution to outside entities	-	(1,250)	1,250	100.0	-	-	(1,250)	1,250	100.0	-
Total non-operating revenues (expenses)	<u>28</u>	<u>(677)</u>	<u>705</u>	<u>104.1</u>	<u>415</u>	<u>28</u>	<u>(677)</u>	<u>705</u>	<u>104.1</u>	<u>415</u>
Income (loss) before depreciation ➡	<u>95,305</u>	<u>134,135</u>	<u>(38,830)</u>	<u>(28.9)</u>	<u>226,144</u>	<u>95,305</u>	<u>134,135</u>	<u>(38,830)</u>	<u>(28.9)</u>	<u>226,144</u>
Depreciation and amortization	2,455	-	(2,455)	-	-	2,455	-	(2,455)	-	-
Net Transfers	<u>(125,000)</u>	<u>-</u>	<u>(125,000)</u>	<u>-</u>	<u>-</u>	<u>(125,000)</u>	<u>-</u>	<u>(125,000)</u>	<u>-</u>	<u>-</u>
Net income (loss)	<u>\$ (32,150)</u>	<u>\$ 134,135</u>	<u>\$ (166,285)</u>	<u>(124.0)</u>	<u>\$ 226,144</u>	<u>\$ (32,150)</u>	<u>\$ 134,135</u>	<u>\$ (166,285)</u>	<u>(124.0)</u>	<u>\$ 226,144</u>

Gateway Arch Parking Facility
Consolidated Cash Receipts and Disbursements Schedule
For the Quarter Ended September 30, 2014
(Unaudited)

Description	Total	Garage Fee Account	JNEM Garage Operating Fund
Balance at July 1, 2014			
Cash & Investments	\$ 577,831	\$ 78,677	\$ 499,154
Add:			
Revenue collected	351,934	351,934	-
Received from Gateway Arch	50,805	-	50,805
Interest received	28	15	13
Total cash receipts	402,767	351,949	50,818
Interfund transfers	-	(105,000)	105,000
Less:			
Bank expenses	(3,723)	(3,723)	-
Paid to Airport	(127)	-	(127)
Paid to Gateway Arch	(125,000)	-	(125,000)
Paid to Transit	(247,117)	(222,917)	(24,200)
Paid to Executive Services	(50,746)	(50,746)	-
Total cash disbursements	(426,713)	(277,386)	(149,327)
Balance at September 30, 2014			
Cash & Investments	<u>\$ 553,885</u>	<u>\$ 48,240</u>	<u>\$ 505,645</u>

Gateway Arch Parking Facility
Statement of Cash Flows
For the Three Months Ended September 30, 2014
(Unaudited)

Cash flows from operating activities

Receipts from customers	\$ 398,795
Payments to employees	(91,285)
Payments to vendors	(90,802)
Payments for self-insurance	(8,095)
Receipts (payments) from inter-fund activity	<u>(107,588)</u>

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

101,025

Cash flows from noncapital financing activities

Net Transfers	<u>(125,000)</u>
---------------	------------------

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

(125,000)

Cash flows from capital and related financing activities

None noted.

Cash flows from investing activities

Interest received	<u>29</u>
-------------------	-----------

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

29

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

(23,946)

Cash and cash equivalents, beginning of year

577,831

Cash and cash equivalents, year to date

\$ 553,885

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

Operating income (loss)	<u>\$ 95,277</u>
-------------------------	------------------

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

Change in assets and liabilities	
Interfund accounts receivable	(56,987)
Prepaid expenses, deferred charges and other current assets	(25,520)
Accounts payable	94,804
Other current liabilities	(410)
Interfund accounts payable	(11,120)
Accrued expenses	499
Other post employment benefits liability	<u>4,482</u>
Total adjustments	<u>5,748</u>

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

\$ 101,025

Supplemental disclosure of cash flow information

No disclosures.

Riverfront Attractions Financials



Unique Entertainment

Financial Highlights	35
Quarterly Statement of Net Position.....	37
Income/Expense Analysis.....	38
Consolidated Cash Receipts and Disbursement Schedule	39
Statement of Cash Flows.....	40
Capital Expenditures for Active Projects.....	41

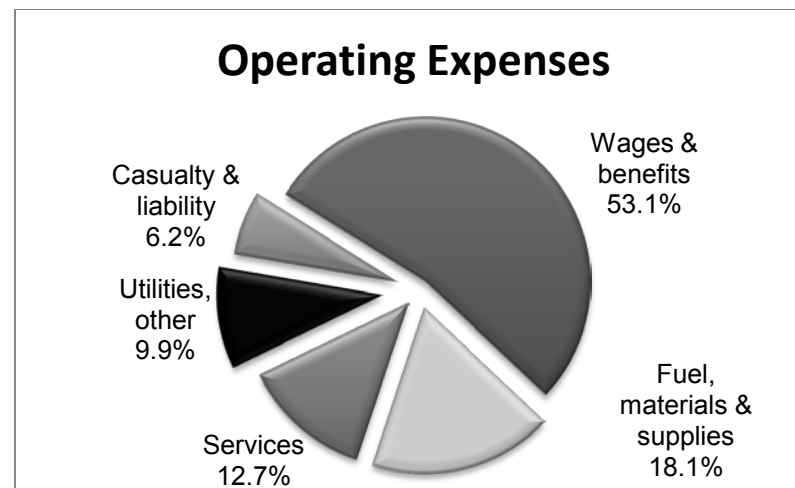
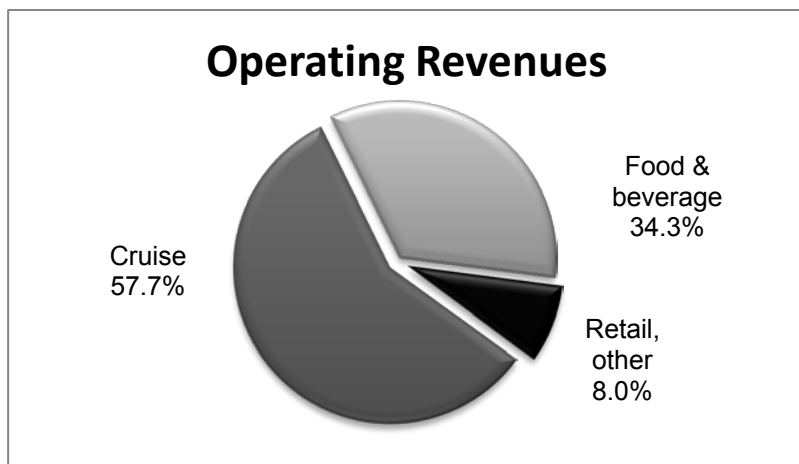
Riverfront Attractions

Three Months Ended September 30, 2014

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.

Operating income for all Riverfront Attractions for the three months ended September 30, 2014 was \$43,256. This is \$36,870 unfavorable to budget and \$401,012 less than prior year. Riverfront flooding and the CityArchRiver construction project impacted the number of passengers and income.

Operating revenue is \$218,414 or 25.4% lower than budget and unfavorable to prior year by \$709,188 or 52.6% due to the flooding and construction.



Salaries, wages & benefits are \$13,673 or 4.1% favorable to budget due to a position vacancy.

Services are \$12,075 or 13.7% favorable to budget due to lower National Park Service interpretative services and lower entertainment costs due to fewer specialty cruises and fewer cruises booking entertainment.

Fuel consumed is \$8,416 favorable to budget due to 100 fewer cruises than budgeted in FY 2015.

Materials and supplies are \$138,145 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 \$3,771 or 14.6% favorable to budget due to lower natural gas, telephone and water and sewer, and waste removal expenses.

Casualty and liability expense is \$8,086 or 18.0% favorable to budget as a result of lower property and casualty self insured losses.

Other expenses are unfavorable to budget by \$2,622. The unfavorable variance to budget is primarily due to the timing of advertising and promotion spending.

YTD	Passengers	Cruises	Passengers per Cruise
FY15 Actual	30,910	256	121
FY15 Budget	37,500	356	105
FY14 Actual	67,969	477	142

Riverboat passengers decreased 54.5% from FY 2014 and was 17.6% less than budget. Riverfront flooding and the CityArchRiver construction project impacted the number of passengers.

The number of **Cruises** decreased from FY 2014 by 221 or 46.3% and 100 less than budget. This was the result of 37 cruising days lost due to flooding. The CityArchRiver construction project also impacted the number of cruises. The average **Passenger per cruise** decreased 14.8% from last year and increased 15.2% over budget.

Riverfront Attractions
Quarterly Statement of Net Position
September 30, 2014
(Unaudited)

	<u>Current</u>	<u>Prior</u>	<u>\$ Change</u>	<u>% Change</u>	<u>Prior Year</u>	<u>\$ Change</u>	<u>% Change</u>
Assets							
Current assets							
Cash	\$ 52,759	\$ 20,266	\$ 32,493	160.3	\$ 410,694	\$ (357,935)	(87.2)
Accounts receivable	76,026	177,524	(101,498)	(57.2)	211,231	(135,205)	(64.0)
Inventory	45,459	46,329	(870)	(1.9)	40,595	4,864	12.0
Prepaid Expenses	<u>113,020</u>	<u>267</u>	<u>112,753</u>	na	<u>115,161</u>	<u>(2,141)</u>	(1.9)
Total current assets	<u>287,264</u>	<u>244,386</u>	<u>42,878</u>	17.5	<u>777,681</u>	<u>(490,417)</u>	(63.1)
Capital assets							
Capital assets, net of accum deprec	1,674,947	1,751,217	(76,270)	(4.4)	1,740,275	(65,328)	(3.8)
Construction-in-process	<u>2,015</u>	<u>-</u>	<u>2,015</u>	na	<u>-</u>	<u>2,015</u>	na
Total capital assets	<u>1,676,962</u>	<u>1,751,217</u>	<u>(74,255)</u>	(4.2)	<u>1,740,275</u>	<u>(63,313)</u>	(3.6)
Total	<u>\$ 1,964,226</u>	<u>\$ 1,995,603</u>	<u>\$ (31,377)</u>	(1.6)	<u>\$ 2,517,956</u>	<u>\$ (553,730)</u>	(22.0)
Liabilities and net position							
Current liabilities							
Accounts payable	\$ 549,973	\$ 506,916	\$ 43,057	8.5	\$ 525,131	\$ 24,842	4.7
Accrued expenses	96,915	96,553	362	0.4	78,154	18,761	24.0
Deferred revenue	<u>211,590</u>	<u>269,992</u>	<u>(58,402)</u>	(21.6)	<u>207,651</u>	<u>3,939</u>	1.9
Total current liabilities	<u>858,478</u>	<u>873,461</u>	<u>(14,983)</u>	(1.7)	<u>810,936</u>	<u>47,542</u>	5.9
Non-current liabilities							
Other post employment benefits	356,490	343,870	12,620	3.7	314,687	41,803	13.3
General self insurance liability	<u>37,654</u>	<u>33,654</u>	<u>4,000</u>	11.9	<u>46,898</u>	<u>(9,244)</u>	(19.7)
Total non-current liabilities	<u>394,144</u>	<u>377,524</u>	<u>16,620</u>	4.4	<u>361,585</u>	<u>32,559</u>	9.0
Total liabilities	<u>1,252,622</u>	<u>1,250,985</u>	<u>1,637</u>	0.1	<u>1,172,521</u>	<u>80,101</u>	6.8
Net Position							
Net position - invested in capital assets	254,907	254,907	-	na	254,907	-	na
Net position - unrestricted	489,711	708,616	(218,905)	(30.9)	708,616	(218,905)	(30.9)
Net income (loss)	<u>(33,014)</u>	<u>(218,905)</u>	<u>185,891</u>	84.9	<u>381,912</u>	<u>(414,926)</u>	(108.6)
Total net position	<u>711,604</u>	<u>744,618</u>	<u>(33,014)</u>	(4.4)	<u>1,345,435</u>	<u>(633,831)</u>	(47.1)
Total	<u>\$ 1,964,226</u>	<u>\$ 1,995,603</u>	<u>\$ (31,377)</u>	(1.6)	<u>\$ 2,517,956</u>	<u>\$ (553,730)</u>	(22.0)

Riverfront Attractions
Schedule of Revenues, Expenses and Net Income (Loss)
For the Quarter Ended September 30, 2014
(Unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Yr	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Yr
Operating revenues										
Cruise	\$ 369,684	\$ 476,950	\$ (107,266)	(22.5)	\$ 752,141	\$ 369,684	\$ 476,950	\$ (107,266)	(22.5)	\$ 752,141
Food and beverage	219,332	323,480	(104,148)	(32.2)	476,495	219,332	323,480	(104,148)	(32.2)	476,495
Retail	21,685	34,730	(13,045)	(37.6)	54,227	21,685	34,730	(13,045)	(37.6)	54,227
Bike rental	-	-	-	-	43,782	-	-	-	-	43,782
Other operating revenue	38,808	37,140	1,668	4.5	58,098	38,808	37,140	1,668	4.5	58,098
Sales discount	(9,408)	(13,785)	4,377	31.8	(35,454)	(9,408)	(13,785)	4,377	31.8	(35,454)
Total operating revenues	640,101	858,515	(218,414)	(25.4)	1,349,289	640,101	858,515	(218,414)	(25.4)	1,349,289
Operating expenses										
Wages and benefits	317,184	330,857	13,673	4.1	427,240	317,184	330,857	13,673	4.1	427,240
Services	75,876	87,951	12,075	13.7	93,158	75,876	87,951	12,075	13.7	93,158
Fuel and lube consumed	21,584	30,000	8,416	28.1	49,901	21,584	30,000	8,416	28.1	49,901
Materials and supplies	86,193	224,338	138,145	61.6	243,495	86,193	224,338	138,145	61.6	243,495
Utilities	21,976	25,747	3,771	14.6	24,710	21,976	25,747	3,771	14.6	24,710
Casualty and liability costs	36,956	45,042	8,086	18.0	32,655	36,956	45,042	8,086	18.0	32,655
Other expenses	37,076	34,454	(2,622)	(7.6)	33,862	37,076	34,454	(2,622)	(7.6)	33,862
Total operating expenses	596,845	778,389	181,544	23.3	905,021	596,845	778,389	181,544	23.3	905,021
Operating income (loss)	43,256	80,126	(36,870)	(46.0)	444,268	43,256	80,126	(36,870)	(46.0)	444,268
Non-operating revenue (expense)										
Income (loss) before depreciation	43,256	80,126	(36,870)	(46.0)	444,268	43,256	80,126	(36,870)	(46.0)	444,268
Depreciation and amortization	76,270	60,661	(15,609)	(25.7)	62,356	76,270	60,661	(15,609)	(25.7)	62,356
Net income (loss)	\$ (33,014)	\$ 19,465	\$ (52,479)	(269.6)	\$ 381,912	\$ (33,014)	\$ 19,465	\$ (52,479)	(269.6)	\$ 381,912

Riverfront Attractions
Consolidated Cash Receipts and Disbursements Schedule
For the Quarter Ended September 30, 2014
(Unaudited)

	<u>Total</u>	<u>Operating Fund</u>	<u>Change Fund</u>
Balance at July 1, 2014			
Cash	\$ 20,266	\$ 14,366	\$ 5,900
Add:			
Revenue receipts	271,586	271,586	-
Transfers from Arch Tram	332,311	332,311	-
Total cash receipts	<u>603,897</u>	<u>603,897</u>	<u>-</u>
Interfund transfers	-	-	-
Less:			
Transfers to Transit	(569,000)	(569,000)	-
Cash disbursements	<u>(2,404)</u>	<u>(2,404)</u>	<u>-</u>
Total cash disbursements	<u>(571,404)</u>	<u>(571,404)</u>	<u>-</u>
Balance at September 30, 2014			
Cash	<u>\$ 52,759</u>	<u>\$ 46,859</u>	<u>\$ 5,900</u>

Riverfront Attractions
Statement of Cash Flows
For the Three Months Ended September 30, 2014
(Unaudited)

Cash flows from operating activities

Receipts from customers	\$ 642,995
Payments to employees	(304,202)
Payments to vendors	(399,410)
Payments for self-insurance	(32,956)
Receipts (payments) from inter-fund activity	<u>128,081</u>

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

34,508

Cash flows from noncapital financing activities

Acquisitions of capital assets	<u>(2,015)</u>
--------------------------------	----------------

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

(2,015)

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**

32,493

Cash and cash equivalents, beginning of year

20,266

Cash and cash equivalents, year to date

\$ 52,759

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

Operating income (loss)	<u>\$ 43,256</u>
-------------------------	------------------

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

Change in assets and liabilities	
Accounts and notes receivable	2,896
Interfund accounts receivable	98,602
Materials and supplies	870
Prepaid expenses, deferred charges and other current assets	(112,753)
Accounts payable	13,578
Other current liabilities	(58,401)
Interfund accounts payable	29,478
Accrued expenses	362
Other post employment benefits liability	12,620
Self-insurance liability	<u>4,000</u>
Total adjustments	<u>(8,748)</u>

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

\$ 34,508

Supplemental disclosure of cash flow information

No disclosures.

Riverfront Attractions
Capital Expenditures for Active Projects
For the Quarter Ended September 30, 2014
(unaudited)

Description	Budget	Current	Year-To-Date	Life-To-Date	Balance
Tom Sawyer Riverboat Dry Docking	\$ 150,000	\$ -	\$ -	\$ -	\$ 150,000
Riverboat Gangway	121,052	2,015	2,015	2,015	119,037
Copy machine	5,000	-	-	-	5,000
Total Riverfront Attractions	\$ 276,052	\$ 2,015	\$ 2,015	\$ 2,015	\$ 274,037

St. Louis Downtown Airport Financials



Third Busiest Airport in Illinois

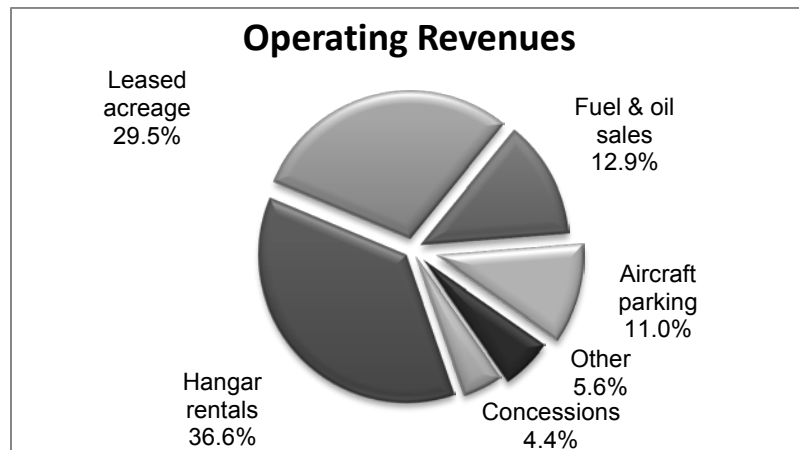
Financial Highlights	42
Quarterly Statement of Net Position.....	43
Income/Expense Analysis.....	45
Consolidated Cash Receipts and Disbursement Schedule	46
Statement of Cash Flows.....	47
Schedule of Aged Receivables	48
Capital Expenditures for Active Projects.....	49

St. Louis Downtown Airport

Three Months Ended September 30, 2014

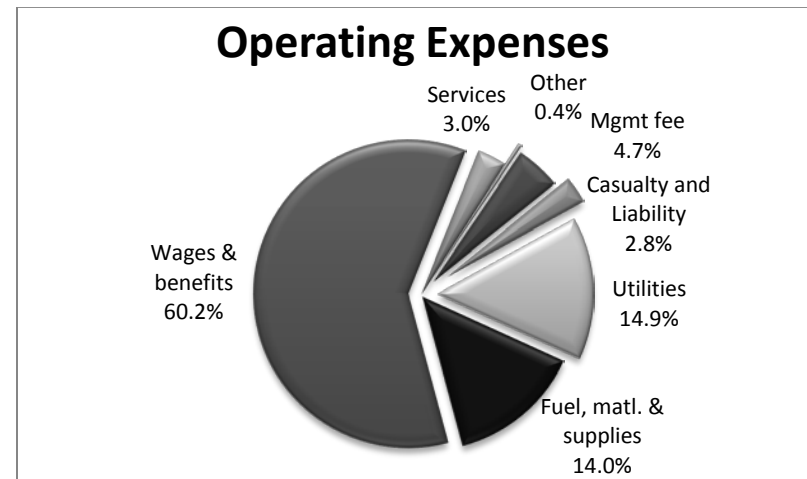
Operating loss for the St. Louis Downtown Airport for the three months ended September 30, 2014 was \$20,767. This is unfavorable to budget by \$102,129 or 125.5%. These results are lower than the prior year by \$147,762.

Operating revenue is unfavorable to budget by 29.6% or \$133,742 primarily due to lower hangar rental revenue. Jet Aviation, Inc has a new lease with lower rent and also vacated a hangar. Concessions revenue is lower due to the timing of farm income and leased acreage is also down. Compared to prior year, operating revenue is down 27.5% mainly due to lower hanger rental and leased acreage revenue.



Salaries, wages & benefits are favorable to budget by \$32,587 or 13.8% due fewer part time hours and lower pension and other benefits costs.

Services are \$8,615 or 45.8% favorable to budget due to lower than budget spending on maintenance, consulting and legal fees.



Materials and supplies are unfavorable to budget by \$20,683 due to airport firefighting supplies and equipment and building and grounds repair parts expense.

Utilities are \$9,093 unfavorable to budget. This variance is due to higher water and sewer expense related to a water line issue that needs to be remedied.

Other expenses are favorable to budget by \$11,817 or 40.3% due to lower management fees to Executive Services that are based on decreased revenues. Advertising expense is favorable because of the early reimbursement by Jet Aviation company for co-branding advertising expenses.

YTD	Fuel sales (gallons)	Aircraft movements	Avg. based aircraft
FY15 Actual	431,660	23,874	317
FY15 Budget	453,078	23,522	320
FY14 Actual	478,782	33,603	328

St. Louis Downtown Airport
Quarterly Statement of Net Position
September 30, 2014
(Unaudited)

	<u>Current</u>	<u>Prior</u>	<u>\$ Change</u>	<u>% Change</u>	<u>Prior Year</u>	<u>\$ Change</u>	<u>% Change</u>
Assets							
Current assets							
Cash and investments	\$ 445,800	\$ 441,572	\$ 4,228	1.0	\$ 362,270	\$ 83,530	23.1
Restricted cash and investments	331,528	319,102	12,426	3.9	291,891	39,637	13.6
Accounts and notes receivable	94,486	164,847	(70,361)	(42.7)	96,286	(1,800)	(1.9)
Inventory	61,437	62,075	(638)	(1.0)	62,162	(725)	(1.2)
Prepaid Expenses	51,366	11,823	39,543	334.5	49,725	1,641	3.3
Total current assets	<u>984,617</u>	<u>999,419</u>	<u>(14,802)</u>	<u>(1.5)</u>	<u>862,334</u>	<u>122,283</u>	<u>14.2</u>
Capital assets							
Capital assets, net of accum deprec	19,604,986	19,992,319	(387,333)	(1.9)	21,058,618	(1,453,632)	(6.9)
Land	4,542,564	4,542,564	-	-	4,542,564	-	-
Construction-in-process	1,191,480	937,324	254,156	27.1	301,532	889,948	295.1
Total capital assets	<u>25,339,030</u>	<u>25,472,207</u>	<u>(133,177)</u>	<u>(0.5)</u>	<u>25,902,714</u>	<u>(563,684)</u>	<u>(2.2)</u>
Non-current assets							
Deferred charges	17,572	29,098	(11,526)	(39.6)	66,775	(49,203)	(73.7)
Total non-current assets	<u>17,572</u>	<u>29,098</u>	<u>(11,526)</u>	<u>(39.6)</u>	<u>66,775</u>	<u>(49,203)</u>	<u>(73.7)</u>
Total	<u>\$ 26,341,219</u>	<u>\$ 26,500,724</u>	<u>\$ (159,505)</u>	<u>(0.6)</u>	<u>\$ 26,831,823</u>	<u>\$ (490,604)</u>	<u>(1.8)</u>

St. Louis Downtown Airport
Quarterly Statement of Net Position
September 30, 2014
(Unaudited)

	<u>Current</u>	<u>Prior</u>	<u>\$ Change</u>	<u>% Change</u>	<u>Prior Year</u>	<u>\$ Change</u>	<u>% Change</u>
Liabilities and net position							
Current liabilities							
Accounts payable	\$ 59,747	\$ 62,299	\$ (2,552)	(4.1)	\$ 9,133	\$ 50,614	554.2
Accrued expenses	60,675	60,093	582	1.0	75,524	(14,849)	(19.7)
Other current liabilities	<u>4,261</u>	<u>2,790</u>	<u>1,471</u>	<u>52.7</u>	<u>3,758</u>	<u>503</u>	<u>13.4</u>
Total current liabilities	<u>124,683</u>	<u>125,182</u>	<u>(499)</u>	<u>(0.4)</u>	<u>88,415</u>	<u>36,268</u>	<u>41.0</u>
Non-current liabilities							
Other post employment benefits	331,528	319,102	12,426	3.9	291,891	39,637	13.6
Long-term self-insurance	<u>28,991</u>	<u>34,991</u>	<u>(6,000)</u>	<u>(17.1)</u>	<u>34,991</u>	<u>(6,000)</u>	<u>(17.1)</u>
Total non-current liabilities	<u>360,519</u>	<u>354,093</u>	<u>6,426</u>	<u>1.8</u>	<u>326,882</u>	<u>33,637</u>	<u>10.3</u>
Total liabilities	<u>485,202</u>	<u>479,275</u>	<u>5,927</u>	<u>1.2</u>	<u>415,297</u>	<u>69,905</u>	<u>16.8</u>
Net Position							
Net position - investment in capital assets	32,707,656	32,465,025	242,631	0.7	31,762,820	944,836	3.0
Net position - unrestricted	(6,443,577)	(5,058,426)	(1,385,151)	(27.4)	(5,058,426)	(1,385,151)	(27.4)
Net income (loss)	<u>(408,062)</u>	<u>(1,385,150)</u>	<u>977,088</u>	<u>70.5</u>	<u>(287,868)</u>	<u>(120,194)</u>	<u>(41.8)</u>
Total net position	<u>25,856,017</u>	<u>26,021,449</u>	<u>(165,432)</u>	<u>(0.6)</u>	<u>26,416,526</u>	<u>(560,509)</u>	<u>(2.1)</u>
Total	<u>\$ 26,341,219</u>	<u>\$ 26,500,724</u>	<u>\$ (159,505)</u>	<u>(0.6)</u>	<u>\$ 26,831,823</u>	<u>\$ (490,604)</u>	<u>(1.8)</u>

St. Louis Downtown Airport
Schedule of Revenues, Expenses and Net Income (Loss)
For the Quarter Ended September 30, 2014
(Unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Yr	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Yr
Operating revenues										
Airport parking	\$ 34,930	\$ 33,304	1,626	4.9	\$ 35,153	\$ 34,930	\$ 33,304	1,626	4.9	\$ 35,153
Leased acreage	93,954	108,822	(14,868)	(13.7)	108,866	93,954	108,822	(14,868)	(13.7)	108,866
Hangar rental	116,440	205,089	(88,649)	(43.2)	204,200	116,440	205,089	(88,649)	(43.2)	204,200
Aviation sales flowage	40,952	50,475	(9,523)	(18.9)	46,499	40,952	50,475	(9,523)	(18.9)	46,499
Concessions	13,875	31,547	(17,672)	(56.0)	23,030	13,875	31,547	(17,672)	(56.0)	23,030
Service fee revenue	-	50	(50)	(100.0)	-	-	50	(50)	(100.0)	-
Other operating revenue	17,916	22,522	(4,606)	(20.5)	21,417	17,916	22,522	(4,606)	(20.5)	21,417
Total operating revenues	318,067	451,809	(133,742)	(29.6)	439,165	318,067	451,809	(133,742)	(29.6)	439,165
Operating expenses										
Wages and benefits	203,844	236,431	32,587	13.8	220,235	203,844	236,431	32,587	13.8	220,235
Services	10,197	18,812	8,615	45.8	6,020	10,197	18,812	8,615	45.8	6,020
Fuel and lube consumed	5,707	7,364	1,657	22.5	8,935	5,707	7,364	1,657	22.5	8,935
Materials and supplies	41,658	20,975	(20,683)	(98.6)	17,437	41,658	20,975	(20,683)	(98.6)	17,437
Utilities	50,368	41,275	(9,093)	(22.0)	28,413	50,368	41,275	(9,093)	(22.0)	28,413
Casualty and liability costs	9,539	16,252	6,713	41.3	13,769	9,539	16,252	6,713	41.3	13,769
Other expenses	17,521	29,338	11,817	40.3	17,361	17,521	29,338	11,817	40.3	17,361
Total operating expenses	338,834	370,447	31,613	8.5	312,170	338,834	370,447	31,613	8.5	312,170
Operating income (loss)	(20,767)	81,362	(102,129)	(125.5)	126,995	(20,767)	81,362	(102,129)	(125.5)	126,995
Non-operating revenue (expense)										
Interest income	39	84	(45)	(53.6)	30	39	84	(45)	(53.6)	30
Other non-operating revenue (expense)	-	-	-	-	40	-	-	-	-	40
Total non-operating revenues (expenses)	39	84	(45)	(53.6)	70	39	84	(45)	(53.6)	70
Income (loss) before depreciation	(20,728)	81,446	(102,174)	(125.4)	127,065	(20,728)	81,446	(102,174)	(125.4)	127,065
Depreciation and amortization	387,334	381,323	(6,011)	(1.6)	414,933	387,334	381,323	(6,011)	(1.6)	414,933
Net income (loss)	\$ (408,062)	\$ (299,877)	\$ (108,185)	(36.1)	\$ (287,868)	\$ (408,062)	\$ (299,877)	\$ (108,185)	(36.1)	\$ (287,868)

St. Louis Downtown Airport
Consolidated Cash Receipts and Disbursements Schedule
For the Quarter Ended September 30, 2014
(Unaudited)

	<u>Total</u>	<u>Revenue Fund</u>	<u>Investments Operating Fund</u>	<u>Other Restricted Funds</u>
Balance at July 1, 2014				
Cash & Investments	\$ 760,674	\$ 69,136	\$ 372,436	\$ 319,102
Add:				
Customer payments	432,341	432,214	127	-
Interest received	<u>37</u>	<u>16</u>	<u>21</u>	<u>-</u>
Total cash receipts	432,378	432,230	148	-
Interfund transfers	-	(89,000)	76,574	12,426
Less:				
Cash disbursements	<u>(415,724)</u>	<u>(724)</u>	<u>(415,000)</u>	<u>-</u>
Balance at September 30, 2014				
Cash & Investments	<u>\$ 777,328</u>	<u>\$ 411,642</u>	<u>\$ 34,158</u>	<u>\$ 331,528</u>

St. Louis Downtown Airport
Statement of Cash Flows
For the Three Months Ended September 30, 2014
(Unaudited)

Cash flows from operating activities

Receipts from customers	\$ 382,532
Payments to employees	(190,834)
Payments to vendors	(138,008)
Payments for self-insurance	(15,539)
Receipts (payments) from inter-fund activity	<u>(10,008)</u>

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

28,143

Cash flows from noncapital financing activities

None noted

Cash flows from capital and related financing activities

Acquisitions of capital assets	(254,157)
Contributed capital	<u>242,630</u>

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

(11,527)

Cash flows from investing activities

Interest received	<u>38</u>
-------------------	-----------

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

38

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

16,654

Cash and cash equivalents, beginning of year

760,674

Cash and cash equivalents, year to date

\$ 777,328

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

Operating income (loss)	<u>\$ (20,767)</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	64,467
Interfund accounts receivable	5,897
Materials and supplies	638
Prepaid expenses, deferred charges and other current assets	(28,019)
Accounts payable	(2,553)
Other current liabilities	1,471
Accrued expenses	583
Other post employment benefits liability	12,426
Self-insurance liability	<u>(6,000)</u>

Total adjustments	<u>48,910</u>
-------------------	---------------

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

\$ 28,143

Supplemental disclosure of cash flow information

No disclosures.

St. Louis Downtown Airport
Schedule of Aged Receivables
September 30, 2014
(Unaudited)

Customers owing over \$1,000	Less than 30 days	31-60 days	61-90 days	91-180 days	181-360 days	Over 361 days	Total
Aviation Business Corporation	\$ 6,025	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 6,025
Charlie Booth	230	230	-	690	1,380	670	3,200
Helicopters Inc	1,645	-	-	-	-	-	1,645
Ideal Aviation Illinois	12,442	3,722	-	-	-	-	16,164
Jet Aviation	20,437	-	-	-	-	-	20,437
Ozark Air Services	2,241	-	-	7,599	11,290	-	21,130
Parks College	1,160	-	-	-	-	-	1,160
Silver Eagle Aviation	-	-	-	9,167	-	-	9,167
Spinners Restaurant	1,817	-	-	2,301	1,150	-	5,268
Subtotal	45,997	3,952	-	19,757	13,820	670	84,196
All other customers	3,242	750	68	49	-	920	5,029
Total	\$ 49,239	\$ 4,702	\$ 68	\$ 19,993	\$ 13,633	\$ 1,590	\$ 89,225

St. Louis Downtown Airport
Capital Expenditures for Active Projects
For the Quarter Ended September 30, 2014
(unaudited)

Description		Budget	Current	Year-To-Date	Life-To-Date	Balance
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		138,000	-	-	-	138,000
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	-	-	-	5,000
Earthwork - Grade Ditch Parallel to Main Runway	x	698,000	47,267	47,267	496,219	201,781
Taxiway - Reconstruct Taxilane in NW Quadrant	x	644,000	206,890	206,890	550,374	93,626
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	3,927	40,047	5,050
Total St. Louis Downtown Airport		\$ 11,780,697	\$ 258,083	\$ 258,083	\$ 1,619,216	\$ 10,161,481

x Projects are carryover from prior year.

Manpower Staffing

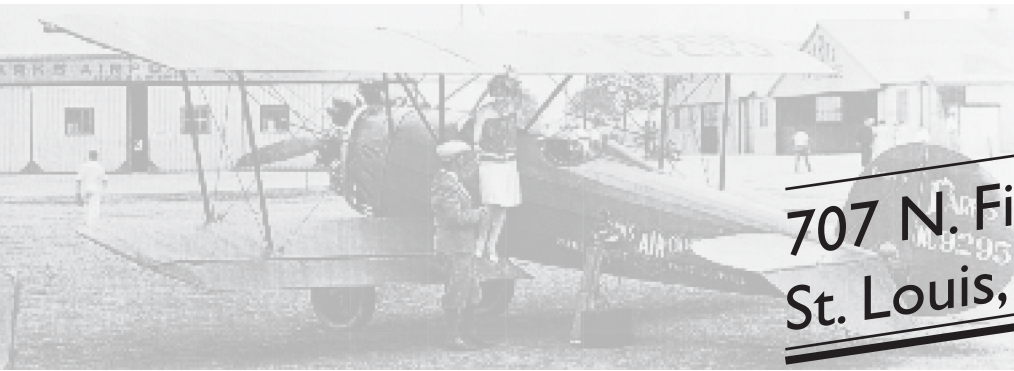


Staffing Level Report50

**METRO
STAFFING LEVEL REPORT
September 2014**

	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	104	0	0	104	102	2	2.0%
PT Bus Operators	71	47	(3)	115	83	32	38.6%
Bus Operators	805	1	(5)	801	787	14	1.8%
Van Operators	200	6	(1)	205	200	5	2.5%
Vehicle Maintenance	268	0	(6)	262	286	(24)	-8.4%
MetroBus Support Services and Facility Maintenance	22	0	0	22	24	(2)	-8.3%
Maintenance of Way	53	1	0	54	53	1	1.9%
Revenue	12	1	0	13	13	0	0.0%
Materials Management	23	1	0	24	24	0	0.0%
SUBTOTAL Maintenance & Operations	1,558	57	(15)	1,600	1,572	28	1.8%
Other:							
A.T.U. Clerical Unit	52	0	(1)	51	52	(1)	-1.9%
I.B.E.W.	62	2	0	64	66	(2)	-3.0%
Salaried	440	3	(2)	441	494	(53)	-10.7%
SUBTOTAL Other	554	5	(3)	556	612	(56)	-9.2%
TOTAL MULTI MODAL TRANSIT SYSTEM	2,112	62	(18)	2,156	2,184	(28)	-1.3%
PARKING GARAGE							
Salaried:	5	0	(1)	4	5	(1)	-20.0%
Hourly:	8	0	(1)	7	8	(1)	-12.5%
TOTAL PARKING GARAGE	13	0	(2)	11	13	(2)	-15.4%
ARCH							
Salaried:	11	1	0	12	12	0	0.0%
Hourly:	95	1	(8)	88	137	(49)	-35.8%
TOTAL ARCH	106	2	(8)	100	149	(49)	-32.9%
AIRPORT	11	0	0	11	11	0	0.0%
RIVERBOAT CRUISES							
Salaried:	11	0	0	11	12	(1)	-8.3%
Hourly:	64	2	(1)	65	64	1	1.6%
TOTAL RIVERBOAT CRUISES	75	2	(1)	76	76	0	0.0%
EXECUTIVE OFFICE	21	0	0	21	21	0	0.0%
TOTAL AGENCY	2,338	66	(29)	2,375	2,454	(79)	-3.2%

Does not include Security Officers, Interns or Temporary Employees
10/15/2014

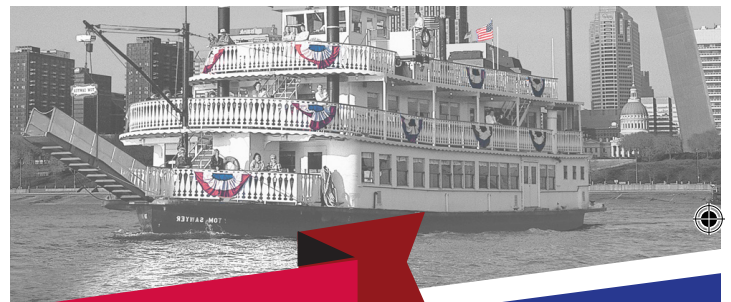
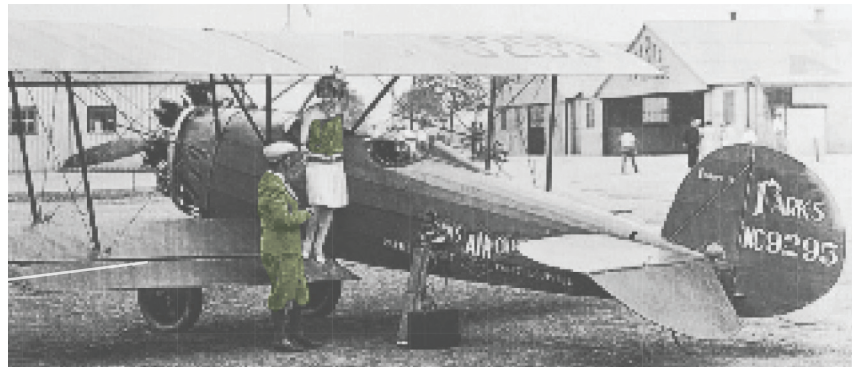


707 N. First Street
St. Louis, MO 63102



finance@metrostlouis.org

Open Session Item
16



PERFORMANCE INDICATORS

FISCAL YEAR 2015
First Quarter • Ending September 30, 2014



Bi-State
Development

Table of Contents

Summary:	Executive Summary.....	1
	Annual Transit Performance.....	3
Performance Profiles:	System.....	4
	MetroBus.....	5
	MetroLink.....	6
	Call-A-Ride.....	7
	Business Enterprises & Executive Services.....	8
Transit Statistics:	Average Weekday Ridership.....	9
	Passenger Boardings.....	10
	Passengers by Jurisdiction.....	11
	Passenger Revenue.....	12
	Revenue Miles.....	13
	Total Miles.....	14
	Revenue Hours.....	15
	Total Hours.....	16
	Expense by Mode.....	17
	Unscheduled Absenteeism.....	18
Business Enterprises Statistics:	Gateway Arch.....	19
	Gateway Arch Parking.....	20
	Riverfront Attractions.....	21
	St Louis Downtown Airport.....	22
Agency Operating Income:	Executive Services Operating Income.....	23
Definitions:	Definitions.....	24



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 increased slightly by 0.1%, while the revenue hours dropped 0.6%. 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 \$1.00 to \$27.00; 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 \$14.6 million is 2.5% favorable to prior year as a result of ridership growth and a fare increase. Operating expenses are 3.9% greater than prior year and 6.8% favorable to budget. Expenses are greater than prior year due to higher wage and benefit costs and outside service spending on non-capital projects. The favorable variance to budget is related to wages and benefits, fuel, parts and supplies and insurance.

RIDERSHIP AND OTHER CUSTOMER MEASURES

Passenger boardings for the first three months of FY 2015 increased 1.1% when compared to the prior year. MetroBus increased 2.2%, MetroLink and Call-A-Ride decreased 0.6% and 1.7%, respectively. The MetroBus increase was a result of milder temperatures and less severe weather in July, when compared to the prior year. The decrease in MetroLink ridership was due to extreme heat and severe weather in August and fewer special downtown events in September. System passenger injuries per 1,000 boardings dropped 8.3% and customer complaints per 1,000 boardings decreased 2.5%, when compared to the prior year.

BUSINESS MEASURES

Average fare for the 1st quarter is \$1.11, compared to \$1.09 for the prior year. Farebox recovery is lower than the prior year primarily due to operating expenses increasing at a greater rate than passenger revenue; however, farebox recovery is better than budget due to lower than anticipated operating expenses. Operating expense per revenue hour increased 4.6% compared to the prior year, while remaining below budget. Operating expense per passenger boarding increased 2.9% compared to the prior year, but remains 11.6% under budget.

OPERATING MEASURES

For the first quarter of FY 2015, vehicle accidents per 100,000 vehicle miles increased 0.3 to 1.5 when compared to the prior year, but decreased to budget by 0.5. Unscheduled absenteeism at 2.7% was below a budget and prior year of 3.0%. Passenger boardings per revenue mile and revenue hour were greater than the prior year due to the increase in system passengers but consistent revenue miles and hours.



EXECUTIVE SUMMARY (Cont.)

BUSINESS ENTERPRISES

GATEWAY ARCH

Arch tram ridership for three months ended September 30, 2014 was 0.07% favorable to budget and 5.9% unfavorable to prior year actual. Ticket sales are down compared to prior year due to the on-going City/Arch/River construction project. Operating income was essentially the same as budget. Wages and benefits were favorable to budget but were offset by unfavorable Other Expenses for the purchase of way finding billboards related to the current park grounds and highway construction and detours.

GATEWAY ARCH PARKING

For the three months ended September 30, 2014, operating income was \$39,535 unfavorable to budget and \$130,452 less than prior year actual. Road construction and limited access related to the City/Arch/River development project contributed to lower use of the garage. Vehicle transactions include pay machine exit and pay at the entrance transactions that were not counted in the budget.

RIVERFRONT ATTRACTIONS

Riverboat passengers for the three months ended September 30, 2014 were 17.6% lower than budget and 54.5% less than FY 2014. Operating revenue for all Riverfront Attractions was 25.4% unfavorable to budget. Operating expenses were 23.3% under budget as a result of less than anticipated wages and benefits, services, insurance and materials and supplies expense. This led to unfavorable operating income compared to budget of \$80,126.

ST. LOUIS DOWNTOWN AIRPORT

Operating loss for the airport was \$102,129 below budget goals as a result of decreased operating revenue. Operating revenue was unfavorable to budget by 29.6% or \$133,742 primarily due to lower hangar rental revenue. Jet Aviation, Inc has a new lease with lower rent and also vacated a hangar. Concessions revenue is lower due to the timing of farm income and leased acreage revenue is also down. Operating expense was favorable to budget by 8.5% or \$31,613 due to lower Agency fees that are based on lower revenues and also because of the early reimbursement by Jet Aviation, Inc for co-branding advertising expenses. Airport activity varies because of the economy, special events and weather conditions. Aircraft movements decreased 29.0% over last year due especially due to a sluggish economy. Gallon fuel sales decreased 9.8% and the average number of aircraft based at the airport decreased 3.6% compared to last year.

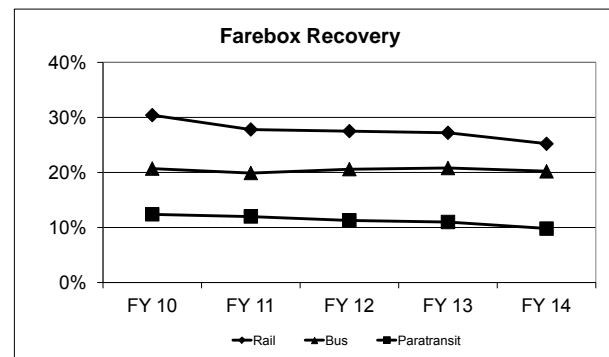
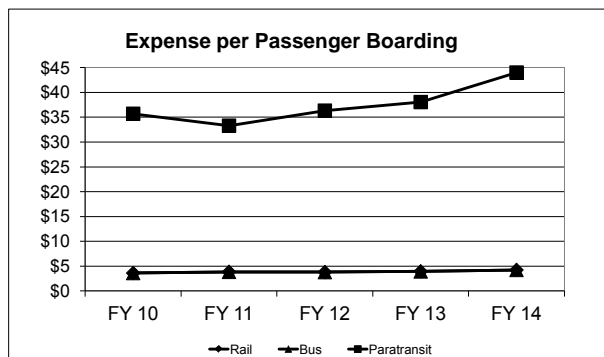
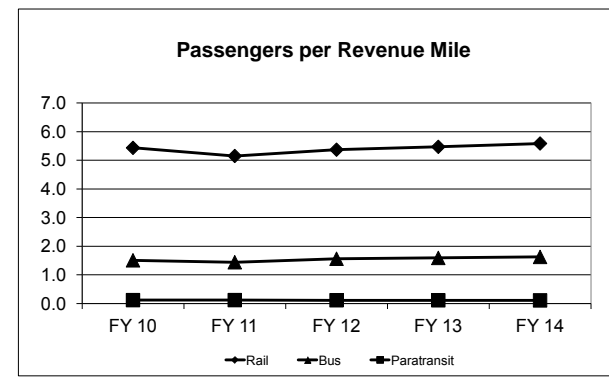
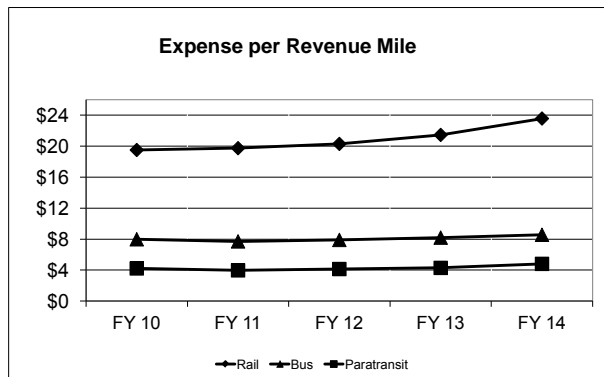
EXECUTIVE SERVICES

Operating income for Executive Services exceeded the budget by \$269,502 as a result of expenses being lower than budget and a favorable variance of Arch administrative fee revenue. The lower than budgeted expenses are due to unfilled positions and the timing of legal fees and consulting fees.



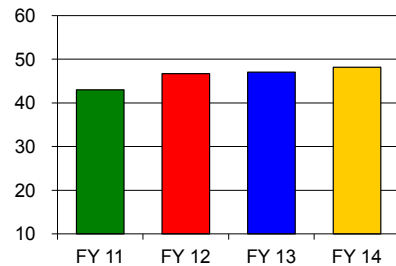
Metro

ANNUAL TRANSIT PERFORMANCE

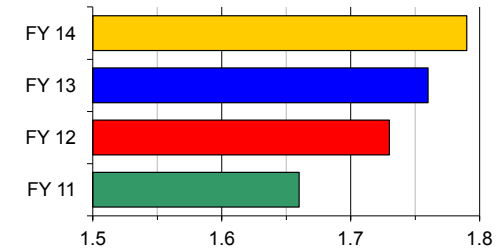


System Profile

Annual Ridership (in millions)



Annual Passengers per Revenue Mile

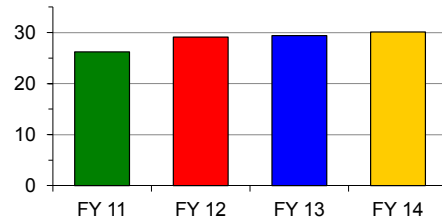


Three Months Ended September 30, 2014

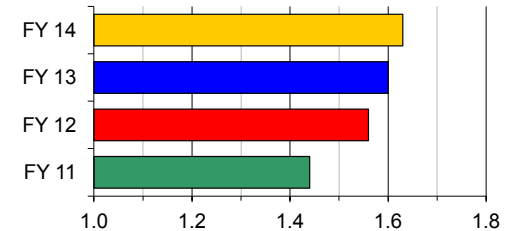
Goal	FY 2015	FY 2014	Change		FY 2013	FY 2012	FY 2011
<u>Customer Measures</u>							
158,496	159,437	157,623	1.2%	Average Weekday Ridership	153,958	147,760	138,734
12,739,064	12,914,500	12,769,571	1.1%	Passenger Boardings	12,224,279	11,806,803	11,063,272
1.1	1.2	1.3	-8.3%	Passenger Injuries per 100,000 Boardings	1.4	1.2	1.3
10.0	11.7	12.0	-2.5%	Customer Complaints per 100,000 Boardings	17.1	10.8	12.5
<u>Business Measures</u>							
\$1.12	\$1.11	\$1.09	1.3%	Average Fare (Includes Fixed & Special)	\$1.10	\$1.09	\$1.14
19.5%	22.0%	22.1%	-0.3%	Farebox Recovery	22.2%	23.1%	23.8%
\$147.75	\$141.54	\$135.38	4.6%	Operating Expense per Revenue Hour	\$130.48	\$123.80	\$125.73
\$5.68	\$5.02	\$4.88	2.9%	Operating Expense per Passenger Boarding	\$4.86	\$4.77	\$4.88
\$4.35	\$3.71	\$3.60	3.1%	Subsidy per Passenger Boarding	\$3.57	\$3.47	\$3.53
<u>Operating Measures</u>							
2.0	1.5	1.2	25.0%	Vehicle Accidents per 100,000 Vehicle Miles	1.5	1.5	1.6
3.0%	2.7%	3.0%	-10.0%	Unscheduled Absenteeism	3.7%	3.5%	3.3%
1.82	1.89	1.87	1.0%	Passenger Boardings per Revenue Mile	1.80	1.75	1.73
27.19	28.20	27.70	1.8%	Passenger Boardings per Revenue Hour	26.90	25.90	25.70

MetroBus Profile

Annual Ridership (in millions)



Annual Passengers per Revenue Mile



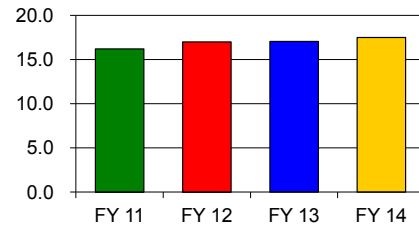
Three Months Ended September 30, 2014

Goal	FY 2015	FY 2014	Change		FY 2013	FY 2012	FY 2011
Customer Measures							
99,110	100,622	98,878	1.8%	Average Weekday Ridership	96,699	92,573	85,009
7,862,186	8,039,048	7,863,294	2.2%	Passenger Boardings	7,572,466	7,242,138	6,577,552
1.2	1.7	1.1	54.5%	Passenger Injuries per 100,000 Boardings	1.9	1.5	1.6
15.0	13.7	12.7	8.2%	Customer Complaints per 100,000 Boardings	21.0	15.0	17.0
Business Measures							
\$1.11	\$1.10	\$1.08	1.2%	Average Fare (Fixed and Special)	\$1.09	\$1.08	\$1.14
19.3%	21.9%	22.3%	-1.8%	Farebox Recovery	21.9%	22.2%	22.0%
\$123.49	\$115.79	\$109.94	5.3%	Operating Expense per Revenue Hour	\$109.84	\$102.65	\$105.66
\$5.72	\$5.02	\$4.87	3.1%	Operating Expense per Passenger Boarding	\$4.99	\$4.89	\$5.17
Operating Measures							
2.3	2.1	1.7	23.5%	Vehicle Accidents per 100,000 Vehicle Miles	2.1	1.9	2.1
91.0%	90.6%	91.3%	-0.8%	*On-Time Performance	91.6%	90.1%	87.5%
1.63	1.71	1.68	1.8%	Passenger Boardings per Revenue Mile	1.62	1.55	1.49
22.23	23.08	22.60	2.1%	Passenger Boardings per Revenue Hour	21.99	20.98	20.42
99.9%	99.8%	99.9%	-0.1%	Percent of Trips Completed	99.9%	99.9%	99.9%
22,000	17,445	19,043	-8.4%	Revenue Miles Between Roadcalls	22,261	16,807	15,553

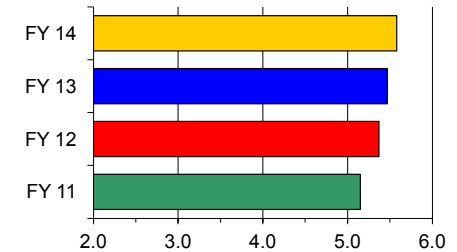
* On-Time Performance reporting change in FY 2011 - see Definitions

MetroLink Profile

Annual Ridership (in millions)



Annual Passengers per Revenue Mile



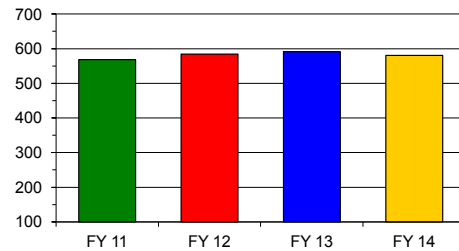
Three Months Ended September 30, 2014

Goal	FY 2015	FY 2014	Change		FY 2013	FY 2012	FY 2011
Customer Measures							
57,398	56,867	56,762	0.2%	Average Weekday Ridership	55,204	53,199	51,713
4,729,368	4,730,660	4,759,015	-0.6%	Passenger Boardings	4,502,029	4,419,222	4,341,062
0.7	0.4	0.4	0.0%	Passenger Injuries per 100,000 Boardings	0.5	0.2	0.5
1.8	1.2	1.3	-10.8%	Customer Complaints per 100,000 Boardings	1.5	0.4	1.1
Business Measures							
\$1.11	\$1.10	\$1.08	1.2%	Average Fare (Fixed and Special)	\$1.09	\$1.08	\$1.14
25.6%	28.5%	28.5%	0.0%	Farebox Recovery	30.5%	30.0%	31.9%
\$558.30	\$541.53	\$534.51	1.3%	Operating Expense per Revenue Hour	\$477.19	\$473.71	\$459.79
\$4.30	\$3.82	\$3.78	1.1%	Operating Expense per Passenger Boarding	\$3.56	\$3.60	\$3.54
Operating Measures							
0.1	0.1	0.0	-	Vehicle Accidents per 100,000 Vehicle Miles	0.0	0.0	0.0
98.0%	97.9%	97.3%	0.6%	*On-Time Performance	98.2%	98.8%	98.5%
5.81	6.01	6.03	-0.3%	Passenger Boardings per Revenue Mile	5.67	5.49	5.42
137.74	141.84	141.31	0.4%	Passenger Boardings per Revenue Hour	133.99	131.70	129.80
31,000	54,302	35,075	54.8%	Vehicle Miles between Failures	33,065	34,973	28,119

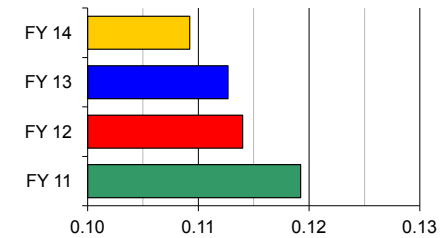
* On-Time Performance reporting change in FY 2011 - see Definitions

Call-A-Ride Profile

Annual Ridership (in thousands)



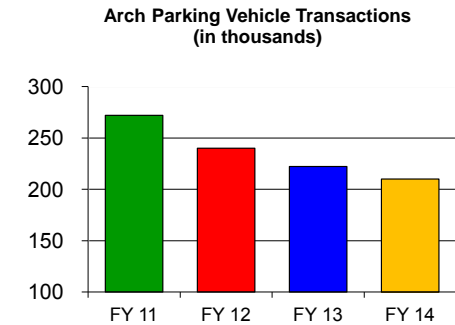
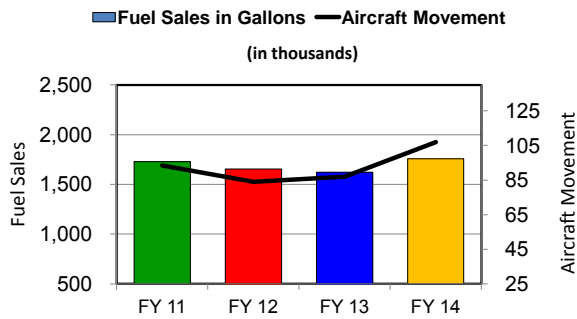
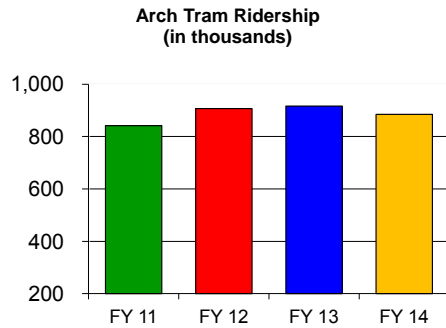
Annual Passengers per Revenue Mile



Three Months Ended September 30, 2014

Goal	FY 2015	FY 2014	Change		FY 2013	FY 2012	FY 2011
Customer Measures							
1,987	1,948	1,984	-1.8%	Average Weekday Ridership	2,055	1,988	2,012
147,510	144,792	147,262	-1.7%	Passenger Boardings	149,784	145,443	144,658
4.5	4.8	9.5	-49.5%	Passenger Injuries per 100,000 Boardings	10.0	4.6	3.5
20.0	30.4	23.1	31.6%	Customer Complaints per 100,000 Boardings	16.7	15.8	26.3
Business Measures							
\$1.64	\$2.04	\$1.92	6.0%	Average Fare	\$1.82	\$1.64	\$1.51
9.3%	10.0%	10.1%	-1.0%	Farebox Recovery (excludes contractual)	11.3%	11.6%	13.1%
24.4%	21.9%	23.8%	-7.9%	Revenue Recovery (includes contractual)	28.1%	31.3%	34.7%
\$81.52	\$84.29	\$77.33	9.0%	Operating Expense per Revenue Hour	\$71.69	\$65.59	\$62.21
\$44.47	\$44.48	\$41.51	7.2%	Operating Expense per Passenger Boarding	\$37.01	\$34.39	\$31.89
Operating Measures							
1.8	1.3	0.7	85.7%	Vehicle Accidents per 100,000 Vehicle Miles	1.0	2.2	1.6
95.0%	95.0%	94.7%	0.3%	On-Time Performance	94.3%	96.3%	99.0%
0.11	0.11	0.11	0.0%	Passenger Boardings per Revenue Mile	0.11	0.12	0.12
1.83	1.89	1.86	1.6%	Passenger Boardings per Revenue Hour	1.94	1.91	1.95
50,000	27,429	46,326	-40.8%	Revenue Miles between Maintenance Failure	32,812	43,439	70,921

Business Enterprises and Executive Services Profiles



Three Months Ended September 30, 2014

Goal	FY 2015	FY 2014	Change		FY 2013	FY 2012	FY 2011
<u>Gateway Arch</u>							
\$870,588	\$869,559	\$1,133,094	-23.3%	Operating Income	\$1,167,369	\$954,923	\$1,135,865
326,765	327,008	347,536	-5.9%	Tram Ridership	340,437	323,818	347,042
<u>Gateway Arch Parking</u>							
\$134,812	\$95,277	\$225,729	-57.8%	Operating Income	\$112,937	\$241,387	\$402,320
55,593	60,189	94,948	-36.6%	Vehicle Transactions *	71,190	89,499	109,608
<u>Riverfront Attractions</u>							
\$80,126	\$43,256	\$444,268	-90.3%	Operating Income	\$358,496	\$258,665	\$120,181
37,500	30,910	67,969	-54.5%	Passengers	56,555	44,417	36,822
356	256	477	-46.3%	Cruises	519	459	358
61	55	92	-40.2%	Days of Operation	92	85	69
<u>St. Louis Downtown Airport</u>							
\$81,362	(\$20,767)	\$126,995	-116.4%	Operating Income (Loss)	\$35,342	\$40,750	\$35,862
453,078	431,660	478,782	-9.8%	Fuel Sales (gallons)	414,569	393,588	484,334
23,522	23,874	33,603	-29.0%	Aircraft Movements	22,762	25,777	28,993
320	317	328	-3.6%	Average Based Aircraft	317	330	280
<u>Executive Services</u>							
\$145,881	\$415,383	\$414,123	0.3%	Operating Income	\$447,679	\$219,462	\$349,236

* Vehicle transactions beginning in FY 2014 include Pay Machine Exit and Pay at the Entrance transactions. Prior Years Actual have not been restated.

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	-	97,441		-	55,027		-	1,964		-	154,432	
3rd Qtr YTD	-	95,702		-	53,022		-	1,973		-	150,697	
Full year	-	95,911		-	53,900		-	1,976		-	151,787	

July	96,479	90,627	6.5%	56,267	53,801	4.6%	1,903	1,953	-2.6%	154,649	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	-	100,032		-	59,348		-	2,041		-	161,421	
November	-	97,811		-	52,428		-	1,950		-	152,189	
December	-	89,872		-	47,402		-	1,840		-	139,114	
January	-	83,911		-	45,920		-	1,799		-	131,630	
February	-	93,506		-	49,184		-	2,059		-	144,749	
March	-	94,789		-	51,800		-	2,115		-	148,704	
April	-	96,049		-	57,185		-	2,036		-	155,270	
May	-	97,879		-	56,374		-	1,955		-	156,208	
June	-	95,698		-	56,010		-	1,963		-	153,671	

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	-	15,464,723	-	-	9,023,696	-	-	292,447	-	-	24,780,866	-
3rd Qtr YTD	-	22,449,648	-	-	12,884,942	-	-	434,870	-	-	35,769,460	-
Full year	-	30,123,181	-	-	17,466,322	-	-	580,562	-	-	48,170,065	-

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	-	2,842,083		-	1,664,818		-	51,894		-	4,558,795	
November	-	2,456,784		-	1,349,380		-	47,180		-	3,853,344	
December	-	2,302,562		-	1,250,483		-	46,111		-	3,599,156	
January	-	2,243,038		-	1,234,908		-	45,893		-	3,523,839	
February	-	2,255,170		-	1,201,360		-	46,113		-	3,502,643	
March	-	2,486,717		-	1,424,978		-	50,417		-	3,962,112	
April	-	2,540,100		-	1,567,406		-	49,947		-	4,157,453	
May	-	2,642,618		-	1,522,250		-	48,920		-	4,213,788	
June	-	2,490,815		-	1,491,724		-	46,825		-	4,029,364	

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	-	13,827,112	-	-	1,637,611	-	-	7,294,053	-	-	1,729,643	-
3rd Qtr YTD	-	20,099,223	-	-	2,350,425	-	-	10,414,449	-	-	2,470,493	-
Full year	-	26,951,227	-	-	3,171,954	-	-	14,131,372	-	-	3,334,950	-

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	-	2,548,064		-	294,019		-	1,347,733		-	317,085	
November	-	2,200,452		-	256,332		-	1,096,988		-	252,392	
December	-	2,064,391		-	238,171		-	1,016,388		-	234,095	
January	-	2,010,121		-	232,917		-	994,117		-	240,791	
February	-	2,024,682		-	230,488		-	968,113		-	233,247	
March	-	2,237,308		-	249,409		-	1,158,166		-	266,812	
April	-	2,271,624		-	268,476		-	1,273,923		-	293,483	
May	-	2,357,508		-	285,110		-	1,231,161		-	291,089	
June	-	2,222,872		-	267,943		-	1,211,839		-	279,885	

######

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	4,692,837	4,684,655	0.2%	787,374	789,196	-0.2%	1,344,004	1,343,446	0.0%	6,824,215	6,817,297	0.1%
2nd Qtr YTD	-	9,328,683		-	1,578,540		-	2,672,854		-	13,580,077	
3rd Qtr YTD	-	13,857,952		-	2,349,260		-	3,958,113		-	20,165,325	
Full year	-	18,529,083		-	3,127,483		-	5,315,418		-	26,971,985	

July	1,583,027	1,582,930	0.0%	268,160	268,090	0.0%	442,344	451,464	-2.0%	2,293,531	2,302,484	-0.4%
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	1,536,731	1,500,773	2.4%	255,858	255,788	0.0%	452,301	436,158	3.7%	2,244,891	2,192,719	2.4%
October	-	1,605,583		-	272,128		-	475,892		-	2,353,602	
November	-	1,500,852		-	252,446		-	427,766		-	2,181,064	
December	-	1,537,593		-	264,770		-	425,750		-	2,228,113	
January	-	1,563,415		-	265,712		-	419,500		-	2,248,626	
February	-	1,419,734		-	240,977		-	415,031		-	2,075,742	
March	-	1,546,121		-	264,030		-	450,728		-	2,260,879	
April	-	1,537,858		-	256,926		-	459,680		-	2,254,464	
May	-	1,557,455		-	264,515		-	455,281		-	2,277,252	
June	-	1,575,818		-	256,782		-	442,344		-	2,274,944	

* 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	5,340,966	5,334,232	0.1%	795,036	796,151	-0.1%	1,426,630	1,427,967	-0.1%	7,562,632	7,558,351	0.1%
2nd Qtr YTD	-	10,608,243		-	1,593,399		-	2,838,974		-	15,040,616	
3rd Qtr YTD	-	15,752,314		-	2,370,309		-	4,203,636		-	22,326,259	
Full year	-	21,026,546		-	3,155,350		-	5,643,112		-	29,825,007	

July	1,804,931	1,800,912	0.2%	271,057	270,548	0.2%	468,421	479,556	-2.3%	2,544,409	2,551,015	-0.3%
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	1,738,760	1,708,629	1.8%	258,295	257,934	0.1%	481,294	462,695	4.0%	2,478,349	2,429,258	2.0%
October	-	1,827,151		-	275,749		-	504,073		-	2,606,973	
November	-	1,700,318		-	254,640		-	453,261		-	2,408,218	
December	-	1,746,542		-	266,859		-	453,673		-	2,467,074	
January	-	1,775,002		-	267,792		-	446,730		-	2,489,524	
February	-	1,613,191		-	242,824		-	440,987		-	2,297,002	
March	-	1,755,879		-	266,294		-	476,945		-	2,499,118	
April	-	1,755,032		-	259,485		-	487,026		-	2,501,543	
May	-	1,777,402		-	266,589		-	484,029		-	2,528,019	
June	-	1,741,798		-	258,967		-	468,421		-	2,469,186	

* 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	348,319	347,991	0.1%	33,351	33,677	-1.0%	76,410	79,048	-3.3%	458,080	460,716	-0.6%
2nd Qtr YTD	-	688,947		-	67,200		-	157,886		-	914,033	
3rd Qtr YTD	-	1,020,168		-	99,908		-	233,752		-	1,353,828	
Full year	-	1,362,513		-	132,922		-	311,539		-	1,806,973	

July	117,420	116,968	0.4%	11,393	11,445	-0.5%	25,171	26,932	-6.5%	153,983	155,346	-0.9%
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	113,348	111,977	1.2%	10,803	10,883	-0.7%	25,486	25,257	0.9%	149,636	148,117	1.0%
October	-	118,510		-	11,550		-	27,794		-	157,854	
November	-	110,029		-	10,718		-	25,364		-	146,111	
December	-	112,417		-	11,254		-	25,680		-	149,351	
January	-	114,055		-	11,290		-	25,782		-	151,127	
February	-	103,665		-	10,238		-	24,155		-	138,058	
March	-	113,500		-	11,180		-	25,929		-	150,609	
April	-	113,762		-	10,888		-	26,493		-	151,143	
May	-	115,605		-	11,251		-	26,123		-	152,979	
June	-	112,978		-	10,875		-	25,171		-	149,024	

* 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	373,708	372,912	0.2%	33,901	34,204	-0.9%	82,208	85,241	-3.6%	489,817	492,357	-0.5%
2nd Qtr YTD	-	738,747		-	68,288		-	170,247		-	977,282	
3rd Qtr YTD	-	1,094,630		-	101,493		-	252,135		-	1,448,258	
Full year	-	1,462,141		-	135,028		-	335,814		-	1,932,983	

July	126,018	125,407	0.5%	11,591	11,627	-0.3%	27,055	29,034	-6.8%	164,664	166,068	-0.8%
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	121,633	119,953	1.4%	10,979	11,050	-0.6%	27,487	27,171	1.2%	160,099	158,174	1.2%
October	-	127,096		-	11,774		-	29,874		-	168,743	
November	-	117,962		-	10,887		-	27,305		-	156,153	
December	-	120,778		-	11,423		-	27,827		-	160,028	
January	-	122,577		-	11,460		-	27,964		-	162,001	
February	-	111,399		-	10,391		-	26,094		-	147,884	
March	-	121,906		-	11,354		-	27,830		-	161,091	
April	-	122,190		-	11,073		-	28,423		-	161,686	
May	-	124,075		-	11,419		-	28,201		-	163,695	
June	-	121,247		-	11,043		-	27,055		-	159,345	

* 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	76,254,594			36,589,701			11,956,282			124,800,577		
3rd Qtr YTD	116,834,583			54,313,807			18,570,902			189,719,292		
Full year	\$158,594,799			\$73,683,260			\$25,554,639			\$257,832,698		

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	37,995,484			18,588,890			5,843,328			62,427,703		
3rd Qtr	40,579,989			17,724,106			6,614,620			64,918,715		
4th Qtr	\$41,760,216			\$19,369,453			\$6,983,737			\$68,113,406		

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%	2.7%	3.0%	-0.2%
2nd Qtr YTD		3.2%			2.4%			1.7%			2.9%	
3rd Qtr YTD		3.6%			2.4%			2.0%			3.2%	
Full year		3.6%			2.2%			1.8%			3.2%	

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		2.8%			2.3%			2.8%			2.7%	
November		3.1%			1.4%			1.7%			2.6%	
December		3.9%			2.2%			1.4%			3.3%	
January		4.2%			3.2%			2.2%			3.8%	
February		4.3%			2.4%			3.1%			3.9%	
March		4.2%			1.7%			2.2%			3.6%	
April		3.7%			1.6%			1.0%			3.0%	
May		4.1%			1.5%			1.2%			3.3%	
June		3.1%			2.1%			1.8%			2.8%	

Gateway Arch

	Operating Income		
Quarter	FY 2015	FY 2014	Change
1st Qtr YTD	\$869,559	\$1,133,094	-23.3%
2nd Qtr YTD		\$1,219,962	
3rd Qtr YTD		\$1,291,005	
Full Year		\$1,903,977	

	Tram Ridership		
Quarter	FY 2015	FY 2014	Change
1st Qtr YTD	327,008	347,536	-5.9%
2nd Qtr YTD		471,239	
3rd Qtr YTD		594,156	
Full Year		885,165	

	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		32,033	
November		54,174	
December		37,496	
January		23,447	
February		25,964	
March		73,506	
April		70,271	
May		92,486	
June		128,252	

Gateway Arch Parking

	Operating Income		
Quarter	FY 2015	FY 2014	Change
1st Qtr YTD	\$95,277	\$225,729	-57.8%
2nd Qtr YTD		\$173,232	
3rd Qtr YTD		\$62,213	
Full Year		\$68,281	

	Vehicle Transactions		
Quarter	FY 2015	FY 2014	Change
1st Qtr YTD	60,189	94,948	-36.6%
2nd Qtr YTD		127,816	
3rd Qtr YTD		158,870	
Full Year		210,394	

	* Vehicle Transactions		
Month	FY 2015	FY 2014	Change
July	29,021	40,402	-28.2%
August	19,493	33,564	-41.9%
September	11,675	20,982	-44.4%
October		8,941	
November		13,031	
December		10,896	
January		8,222	
February		7,435	
March		15,397	
April		11,211	
May		16,721	
June		23,592	

* Vehicle transactions in FY 2014 and FY 2015 include Pay Machine Exit and Pay at the Entrance transactions.

Riverfront Attractions

	Riverboat Passengers		
Month	FY 2015	FY 2014	Change
July	6,496	32,752	-80.2%
August	19,968	23,774	-16.0%
September	4,446	11,443	-61.1%
October		8,156	
November		2,633	
December		203	
January		-	
February		-	
March		5,650	
April		9,542	
May		16,542	
June		10,028	

Quarter	FY 2015	FY 2014	Change
1st Qtr YTD	30,910	67,969	-54.5%
2nd Qtr YTD		78,961	
3rd Qtr YTD		84,611	
Full Year		120,723	

	Operating Income		
Quarter	FY 2015	FY 2014	Change
1st Qtr YTD	\$43,256	\$444,268	-90.3%
2nd Qtr YTD		\$362,383	
3rd Qtr YTD		\$37,087	
Full Year		\$44,652	

	Riverboat Cruises		
Quarter	FY 2015	FY 2014	Change
1st Qtr YTD	256	477	-46.3%
2nd Qtr YTD		587	
3rd Qtr YTD		631	
Full Year		932	

	Riverboat Days of Operation		
Quarter	FY 2015	FY 2014	Change
1st Qtr YTD	55	92	-40.2%
2nd Qtr YTD		151	
3rd Qtr YTD		175	
Full Year		248	

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		189,759	
November		136,805	
December		105,532	
January		124,462	
February		104,235	
March		154,339	
April		167,417	
May		149,801	
June		146,508	

Quarter	FY 2015	FY 2014	Change
1st Qtr YTD	431,660	478,782	-9.8%
2nd Qtr YTD		910,878	
3rd Qtr YTD		1,293,914	
Full Year		1,757,640	

	Operating Income (Loss)		
Quarter	FY 2015	FY 2014	Change
1st Qtr YTD	(\$20,767)	\$126,995	-116.4%
2nd Qtr YTD		\$224,432	
3rd Qtr YTD		\$255,061	
Full year		\$277,116	

	Aircraft Movements		
Quarter	FY 2015	FY 2014	Change
1st Qtr YTD	23,874	33,603	-29.0%
2nd Qtr YTD		57,712	
3rd Qtr YTD		77,003	
Full Year		106,996	

	Average Based Aircraft		
Quarter	FY 2015	FY 2014	Change
1st Qtr YTD	317	328	-3.6%
2nd Qtr YTD		326	
3rd Qtr YTD		323	
Full Year		321	

Executive Services Operating Income

Quarter	FY 2015	FY 2014	Change
1st Qtr YTD	\$415,383	\$414,123	0.3%
2nd Qtr YTD	\$748,029		
3rd Qtr YTD	\$945,638		
Full Year	\$1,217,941		

Quarter	FY 2015	FY 2014	Change
1st Qtr	\$415,383	\$414,123	0.3%
2nd Qtr	\$333,906		
3rd Qtr	\$197,608		
4th Qtr	\$272,304		

Definitions

Transit

Customer complaint

Passenger or general public dissatisfaction expressed to Customer Service by phone call, letter or email for which there is no immediate, satisfactory explanation; includes operator behavior, service, equipment maintenance or suitability, or other concerns. System customer complaints have been restated to include complaints not specifically related to an operating facility.

Expense

Excludes depreciation, amortization, debt expense and the 2% sheltered workshop pass-through. Allocations by mode are based on a management-developed model. (See also "Operating Expense.")

Failure

Metro Call A Ride: Revenue service interruption whereby a vehicle is unable to complete the assigned run and must be removed from service because of a mechanical, wheelchair lift, or other equipment failure. Road hazard tire failures, vandalism, accidents, and other failures not related to maintenance of vehicles are not reported.

MetroLink: Revenue service interruption whereby a train is delayed by five minutes or more or removed from service for mechanical reasons.

Farebox recovery

Passenger revenue as a percent of operating expense.

Fleet size

Number of revenue vehicles at the end of the reporting period.

On-time performance

MetroBus and MetroLink: A trip is considered "on-time" if the vehicle departs within the time frame of 59 seconds before schedule or arrives within 4:59 minutes after schedule.

* In fiscal year 2011, Metro upgraded the data collection and interpretation of its on-time performance with increased deployment of an automatic vehicle location system (AVL) and associated software analysis tools. Due to these changes, trend analysis is not possible.

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

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

Subsidy

Subsidy as reported on "System Profile" - Expense less operating revenue except federal, state and local assistance.

Subsidy as reported on "Peer Performance - System" - Operating expense less passenger revenue.

Total hours

Revenue hours plus deadhead hours (e.g., from the facility to the start of a revenue trip).

Total miles

Revenue miles plus deadhead miles (e.g., from the facility to the start of a revenue trip).

Unscheduled absenteeism

Operator, mechanic and facility support sick time and unauthorized leave as a percent of current staffing, excluding overtime.

Vehicle accident

Incident in which an Agency vehicle makes physical contact with another vehicle, a fixed object or a person. It also includes derailments or leaving the road.

Vehicle miles

For MetroBus and Call-A-Ride, total miles and vehicle miles are the same. For MetroLink, total mileage for each car of a two-car train is included.

Non-Transit

Aircraft movement

Takeoff or landing recorded by the tower. Movements when the tower is closed are not included.

Airport fuel sales

Number of gallons of aviation fuel delivered to the fixed base operators.

Arch tram ridership

Number of adult and child tickets sold.

Based aircraft

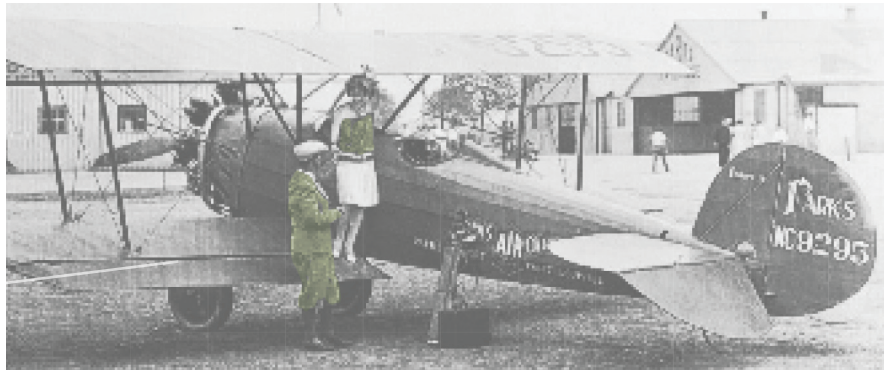
Average number of aircraft stored in owned or leased hangers or outside ramps. Quarterly, the amount represents the average of the month-end counts.

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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