

Notice of Meeting and Agenda

**Bi-State Development
Board of Commissioners
Friday, June 23, 2017, 8:00 a.m.**

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

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

Agenda	Disposition	Presentation
1. Call to Order	Approval	Chairman Dietzel
2. Roll Call	Quorum	S. Bryant
3. Minutes of April 28, 2017, Open Session Board Meeting	Approval	Chairman Dietzel
4. Minutes of May 19, 2017, Open Session Special Board Meeting	Approval	Chairman Dietzel
5. Report of Treasurer	Information	Commissioner Buehlhorn
6. Report of President	Information	J. Nations
7. Operations Committee Report	Information	Commissioner Buehlhorn
8. Audit, Finance & Administration Committee Report	Information	Commissioner Gully
9. Memorandum of Agreement with the Loop Trolley Company to Provide Trolley and Infrastructure Maintenance Support on the Loop Trolley System (Presented at Operations Committee)	Information	J. Nations / R. Friem
10. Disadvantaged Business Enterprise Program (DBE) Update (Presented to Audit, Finance & Administration Committee)	Information	J. Nations / L. Jackson / F. Lyles-Wiggins
11. Financial Statements – Third Quarter, Fiscal Year 2017 (Presented to Audit, Finance & Administration Committee)	Information	J. Nations / K. Klevorn
12. Performance Indicators – Third Quarter, Fiscal Year 2017 (Presented to Audit, Finance & Administration Committee)	Information	J. Nations / K. Klevorn
13. Procurement Activity Report – Third Quarter, Fiscal Year 2017 (Presented to Audit, Finance & Administration Committee)	Information	J. Nations / L. Jackson
14. Unscheduled Business	Information	Chairman Dietzel
15. Public Comment*	Information	Chairman Dietzel
16. Call of Dates for Future Board Meetings	Information	S. Bryant

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

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

Open Session Item

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**BI-STATE DEVELOPMENT
BOARD OF COMMISSIONERS MEETING
OPEN SESSION MINUTES
FRIDAY, APRIL 28, 2017**

Board Members in Attendance

Missouri

Vernal Brown
Constance Gully, Vice Chair (present at 7:06 a.m.)
Aliah Holman, Secretary
Vincent C. Schoemehl (by telephone)
Vacant

Illinois

Michael S. Buehlhorn, Treasurer
David Dietzel, Chairman
Irma Golliday
Jeffrey Watson
Justin Zimmerman

Staff in Attendance

John Nations, President & CEO
Barbara Georgeff, Director of Executive Services
Barbara Enneking, General Counsel & Deputy Secretary
Ray Friem, Executive Director, Metro Transit
Richard Zott, Chief of Public Safety

Others in Attendance

Sheriff Rick Watson, St. Clair County, Illinois
Major Rick Wagner, St. Clair County Sheriff's Department

1. Call to Order

7:00 a.m. Chairman Dietzel called the Open Session Board Meeting to order at 7:00 a.m.

2. Roll Call

7:00 a.m. Roll call was taken.

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

7:01 a.m. Pursuant to the requirements of Section 10.080 (D) (11); of the Bi-State Development Agency's Board Policy, Chapter 10, Chairman Dietzel requested a motion to allow the Board to go into closed session. A motion to go into Executive Session was made by Commissioner Buehlhorn and seconded by Commissioner Brown. A roll call vote was taken and the Commissioners present, Brown, Holman, Schoemehl, Buehlhorn, Dietzel, Golliday, Zimmerman and Watson voted to approve this agenda

item. Motion passed unanimously, and the Board of Commissioners adjourned to a closed meeting at 7:01 a.m.

RECONVENED OPEN SESSION

Board Members in Attendance

Missouri

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

Illinois

Michael S. Buehlhorn, Treasurer
David Dietzel, Chairman
Irma Golliday
Jeffrey Watson
Justin Zimmerman

****Commissioner Schoemehl disconnected from the Executive Session meeting at 8:14 a.m., and did not participate in the Reconvened Open Session Meeting.****

Staff in Attendance

John Nations, President & CEO
Barbara Enneking, General Counsel and Deputy Secretary
Barbara Georgeff, Director of Executive Services
Ray Friem, Executive Director Metro Transit
Patti Beck, Director of Communications
Dianne Williams, Vice President, Communications & Marketing
Richard Zott, Chief of Public Safety
Charles Stewart, Vice President, Pension & Insurance
Mark Vago, Controller
Erick Dahl, Director, St. Louis Downtown Airport
Tracy Beidleman, Director, Program Development & Grants
Monica Smith, Administrative Assistant
Kathy Klevorn, Sr. Vice President & Chief Financial Officer
Jackie Covington, Capital Budget & Program Development Administrator
Jonathan Fredrick, Director, Accounting & Budget
Michael Gibbs, Accountant – Business Enterprises
Matthew Hibbard, Social Media Communications Manager
Kent Swagler, Director, Corporate Compliance & Ethics
Scott Grott, General Manager MetroLink
Tom Dunn, Director, Gateway Arch Riverboats
Tamara Fulbright, Director, Treasury Services
Jerry Vallely, External Communications Manager
Adam Schisler, Budget System Administrator
Charles Pogorelac, Manager, Financial Planning & Budget
Gary Smith, Intern – Internal Audit
Sarah Clarke, Director, Gateway Arch Operations
Elizabeth Farr, Associate Project Manager, Economic Development
John Langa, Vice President Economic Development
Jessica Mefford-Miller, Assistant Executive Director, Transit Planning & System Development
John Wagner, Director, Research Institute
Kathy Brittin, Director, Risk, Management Safety & Claims

Kerry Kinkade, Vice President, Chief Information Officer
Maryanne Coley, Manager of Benefits
Larry Jackson, Executive Vice President for Administration
Amy Krekeler-Weber, EEO Specialist
Ted Zimmerman, Director of Marketing
Ken Franklin, Vice President, Governmental Relations & Policy Initiatives
Dan Hinrichs, Business Analyst

Others in Attendance

Taulby Roach, St. Clair County Transit District
Russ Chisholm, TMD

4. **Open Session Reconvened – Call to Order**
8:25 a.m. Chairman Dietzel called the Reconvened Open Session Board Meeting to order at 8:25 a.m.
5. **Roll Call**
8:25 a.m. Roll call was taken.
6. **Minutes of February 24, 2017, Open Session Board Meeting**
8:25 a.m. The February 24, 2017, Open Session Board Meeting minutes were provided in the Board packet. A motion to approve the minutes was made by Commissioner Gully and seconded by Commissioner Holman. **Motion passed unanimously.**
7. **Report of Treasurer**
8:26 a.m. The Treasurer's Report was provided in the Board packet, and will be kept at the office of the Deputy Secretary. No presentation was made. This agenda item was informational only.
8. **Report of President**
8:26 a.m. Chairman Dietzel asked Mr. Nations for his report. Mr. Nations informed the Board of the tragic events that happened recently on the MetroLink system. He went on to say that since the Agency took over transit more than fifty years ago, its number one goal has been to safely transport people. Our dedicated employees work hard every day to make sure everybody gets safely to their destinations. We are very proud of the fact that we lead the country in efficiency and reliability. We have a library of financial, safety, and management performance audits, but our commitment remains the same, and that is to make our system safe. There is a renewed attention in this region for public safety, not only on the transit system but in our communities as well. It is incumbent upon all of us to work together. We welcome the public attention to this crucial issue; and we look forward to working with the jurisdictions as we formulate a plan to not only make the system safe, but to reassure the public that it is safe. Later in this meeting, we will discuss the annual budget and the amendment made that added an additional \$20 million for security. We are not sure what combination of manpower, resources, changes to the system, or studies are going to be required, but it is certainly imperative that the Agency be in a position to be ready to cooperate with the jurisdictions to make the system safe. The Agency's goal is to not only lead the country in efficiency, reliability, and commendatory management performance audits, but to also lead the country in security. In closing, Mr. Nations stated that he welcomes the renewed dedication of our jurisdictions to produce the resources, manpower, and the willingness to cooperate to make this system safe and to reassure the public that the system is safe.

9. Operations Committee Report

8:30 a.m. Committee Chairman Buehlhorn reported that the Operations Committee met in Open Session on March 21, 2017, at 8:00 a.m., and that the draft minutes of that meeting were contained in the Board packet under Tab #9. Commissioner Buehlhorn advised the Board that six (6) items were being introduced on the Consent Agenda for Board consideration, with the Committee's recommendation of approval, as follows: (1) Consent Agenda Item #12(a) - Contract Award to ThyssenKrupp Elevator Corporation for Elevator/Escalator Full Maintenance and Repair; (2) Consent Agenda Item #12(b) - Contract Modification with Jacobs Engineering for General On-Call Design and Engineering Consultant Services; (3) Consent Agenda Item #12(c) - Sole Source Contract Award to Trapeze U.S.A., LLC for Automatic Vehicle Location Message Boards at the Civic Center Transit Center; (4) Consent Agenda Item #12(d) - Non-Competitive (Sole Source) Contract with MAC Products, Overhead Conductor Rail Supplier for Union Station Tunnel Rehabilitation; (5) Consent Agenda Item #12(f) - Articles of Incorporation, Bylaws, and Affiliation Agreement of the Bi-State Development Research Institute; and (6) Consent Agenda Item #12(g) Letter of Agreement Between BSD and The Jerry Costello Group, LLC for Consulting Services for the St. Louis Regional Freightway. During the Committee meeting, Public Safety Officer John Mitalovich was recognized and presented with a certificate of appreciation by Ray Friem, Executive Director Metro Transit. Mr. Friem also provided an informational update regarding the Transit Operations FY17, 2nd Quarter Operations Report and Capital Project Update. That concluded the report of the Operations Committee.

10. Audit, Finance & Administration Committee Report

8:32 a.m. Committee Chair Gully reported that the Audit, Finance & Administration Committee met in Open Session on March 24, at 8:00 a.m., and that the draft minutes of that meeting were contained in the Board packet under Tab #10. Commissioner Gully advised the Board that one (1) item was being introduced on the Consent Agenda for Board consideration, with the Committee's recommendation of approval, as follows: (1) Consent Agenda Item # 12(e) - Sole Source Contracts for Hardware and Software Maintenance. One other item for approval on the agenda today is Agenda Item #13 - Bi-State Development Operating and Capital Budget FY18 - FY20. A detailed presentation was made to the Committee at its March 24, 2017 meeting, at which time the Committee was advised that given the security concerns, an amended budget may be presented to the Board. Agency staff will provide information regarding the amendment made to the budget since the March 24, 2017 Committee meeting. Charles Stewart, Vice President Pension & Insurance, provided updates on the Pension, 401(k) Retirement Savings Program and OPEB Trust Investment Performance Update. Agenda Items #14, #15, and #16, consisting of the Financial Statements, Performance Indicators, and Procurement Report for the 2nd Quarter of FY17 were presented at the Committee meeting. The January 31, 2017 Treasury Report was also presented at the Committee meeting. That concluded the report of the Audit, Finance & Administration Committee.

11. Adjustment of Consent Agenda

8:33 a.m. There was no adjustment to the Consent Agenda.

12. Consent Agenda Item(s): 12(a) Contract Award to ThyssenKrupp Elevator Corporation for Elevator/Escalator Full Maintenance and Repair (Operations Committee Recommends Approval) (Resolution #829); 12(b) Contract Modification with Jacobs Engineering for General On-Call Design and Engineering Consultant Services (Operations Committee Recommends Approval) (Resolution #826); 12(c) Sole Source Contract Award to Trapeze U.S.A., LLC for Automatic Vehicle Location Message Boards at the Civic Center Transit Center (Operations Committee Recommends Approval) (Resolution # 830); 12(d) Non-Competitive (Sole Source) Contract with MAC Products, Overhead Conductor Rail Supplier for Union Station Tunnel Rehabilitation (Operations Committee Recommends Approval) (Resolution # 831); 12(e) Sole Source Contracts

for Hardware and Software Maintenance (Audit, Finance & Administration Committee Recommends Approval) (Resolution #834); 12(f) Articles of Incorporation, Bylaws, and Affiliation Agreement of the Bi-State Development Research Institute (Operations Committee Recommends Approval) (Resolution #832); and 12(g) Letter of Agreement Between Bi-State Development and The Jerry Costello Group, LLC for Consulting Services for the St. Louis Regional Freightway (Operations Committee Recommends Approval) (Resolution #827).

8:33 a.m. A motion to approve the Consent Agenda items was made by Commissioner Buehlhorn and seconded by Commissioner Gully. **Motion passed unanimously.**

13. Revised Bi-State Development Operating and Capital Budget FY 2018 – 2020 (Presented to Audit, Finance & Administration Committee)

8:34 a.m. The Revised Bi-State Development Operating and Capital Budget FY 2018 – 2020 was provided in the Committee packet. Mr. Nations stated that an amendment was made to the budget since it was presented at the March 24, 2017 Audit, Finance and Administration Committee meeting. An additional \$20 million was added to the budget to increase security on the Metro Transit System. This additional funding is based on an estimated \$17.8 million to put law enforcement personnel on each train car and each train station, plus anticipated funding to study the physical characteristics and implement short-term solutions to improve safety on the system. Some discussion followed regarding the funding source for the additional \$20 million. Kathy Klevorn, Sr. Vice President & Chief Financial Officer, informed the Board that the additional funding for security is an appropriation request from the Agency's funding jurisdictions. A motion was made by Commissioner Gully and seconded by Commissioner Holman to approve this agenda item as presented. **Motion passed unanimously. (Resolutions #817, #818, #819, #820, #821, #822, #823, #824)**

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

8:37 a.m. The Financial Statements – 2nd Quarter, FY17 report was contained in the Board packet. Mr. Nations stated that the Financial Statements, the Performance Indicators, and the Procurement Activity Report under Agenda Items #14, #15, and #16 were informational only and were previously presented to the Audit, Finance & Administration Committee. Copies of these reports will be kept at the office of the Deputy Secretary.

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

8:37 a.m. The Performance Indicators – 2nd Quarter, FY17 report was contained in the Board packet. (See Agenda Item #14.)

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

8:37 a.m. The Procurement Activity Report – 2nd Quarter, Fiscal Year 2017 report was contained in the Board packet. (See Agenda Item #14.)

17. Unscheduled Business

8:38 a.m. There was no unscheduled business.

18. Public Comment

8:38 a.m. There was no public comment.

19. Call of Dates for Future Board Meetings

8:39 a.m. The Board was advised of the upcoming meetings, as follows:

Operations Committee:

Tuesday, May 16, 2017, 8:00 a.m.

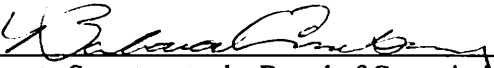
Audit, Finance & Administration Committee:

Thursday, May 18, 2017, 8:00 a.m.

Board Meeting:

Friday, June 23, 2017, 8:00 a.m.

20. **Adjournment to Executive Session – If such action is approved by a majority vote of the Bi-State Development Agency’s Board of Commissioners who constitute a quorum, the Board may go into closed session to discuss legal, confidential, or privileged matters pursuant to Bi-State Development Board Policy Chapter 10, §10.080(D) Closed Records; Legal under §10.080(D)(1); Real Estate under §10.080(D)(2); Personnel under §10.080(D)(3); Health Proceedings under §10.080(D)(4); Employee Negotiations under §10.080(D)(5); Data Processing under §10.080(D)(6); Purchasing and Contracts under §10.080(D)(7); Proprietary Interest under §10.080(D)(8); Hotlines under §10.080(D)(9); Auditors under §10.080(D)(10); Security under §10.080(D)(11); Computers under §10.080(D)(12); Personal Access Codes under §10.080(D)(13); Personal Information under §10.080(D)(14); Insurance Information under §10.080(D)(15); Rail, Bus, or Facilities Safety and Accidents under §10.080(D)(16) or Protected By Law under §10.080(D)(17).**
- 8:40 a.m.** Pursuant to the requirements of Section 10.080 (D) (1); (7); (11); (16); and (17); of the Bi-State Development Agency’s Board Policy, Chapter 10, Chairman Dietzel requested a motion to allow the Board to go into closed session. A motion to go into Executive Session was made by Commissioner Holman and seconded by Commissioner Brown. A roll call vote was taken and the Commissioners present, Brown, Gully, Holman, Buehlhorn, Dietzel, Golliday, Zimmerman, and Watson voted to approve this agenda item. **Motion passed unanimously, and the Open Session meeting was adjourned at 8:40 a.m.**



Deputy Secretary to the Board of Commissioners
Bi-State Development

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY OF THE
MISSOURI-ILLINOIS METROPOLITAN DISTRICT
AWARDING A CONTRACT TO THYSSENKRUPP ELEVATOR
CORPORATION FOR ELEVATOR AND ESCALATOR FULL
MAINTENANCE AND REPAIR**

PREAMBLES:

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

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

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

Whereas, funding for this contract is provided by the Maintenance of Way Department's annual operating Budget; and

Whereas, Request for Proposal 17-RFP-103684-DGR was issued on October 4, 2016 seeking proposals from professional elevator and escalator companies that could provide full preventative maintenance and repair; and

Whereas, on October 27, 2016 three proposals were received and evaluated by a committee that consisted of members from the Maintenance of Way. The committee determined that ThyssenKrupp Elevator was the firm most capable and equipped to provide the requested services; and

Whereas, it is feasible, necessary and in the public interest for the Agency to approve the award to ThyssenKrupp Elevator, for a three (3) year contract in the not to exceed amount of \$1,095,560, and award two (2) one-year maintenance options in an amount not to exceed \$377,160 each year if ThyssenKrupp Elevator performs in accordance with the terms and conditions of the contract, and authorize the President and CEO to approve any future financial modifications that may arise due to unforeseen repairs at an estimated cost for repairs of \$2,109,000 over the five years of the contract, and the total amount of the contract, including options years and estimated repairs, is not to exceed \$4,000,000, 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 Award. The Board of Commissioners hereby approves the negotiated procurement contract award to ThyssenKrupp Elevator, for a three (3) year contract in the not to exceed amount of \$1,095,560, and award two (2) one-year maintenance options in an amount not to exceed \$377,160 each year if ThyssenKrupp Elevator performs in accordance with the terms and conditions of the contract, and authorize the President and CEO to approve any future financial modifications that may arise due to unforeseen repairs at an

estimated cost for repairs of \$2,109,000 over the five years of the contract, and the total amount of the contract, including options years and estimated repairs, is not to exceed \$4,000,000, under and pursuant to this Resolution and the Compact for the authorized Agency purposes set forth in the preambles hereof and subject to the conditions hereinafter provided.

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

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

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

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

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

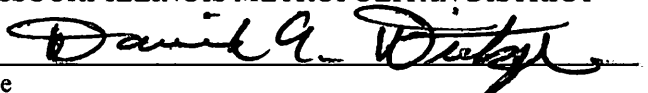
Section 8. Payment of Expenses. The Senior Vice President and CFO is hereby authorized and directed to pay or cause to be paid all costs, expenses and fees incurred in connection with or incidental to this Resolution and Contract.

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

ADOPTED by the Board of Commissioners of The Bi-State Development Agency of the Missouri-Illinois Metropolitan District this 28th day of April, 2017.

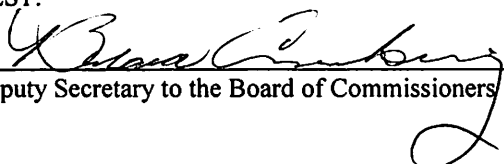
In Witness Whereof, the undersigned has hereto subscribed his signature and caused the Seal of the Agency to be affixed.

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

By 
Title _____

[SEAL]

ATTEST:

By 
Deputy Secretary to the Board of Commissioners

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY OF THE
MISSOURI-ILLINOIS METROPOLITAN DISTRICT MODIFYING A
CONTRACT WITH JACOBS ENGINEERING FOR GENERAL-ON-CALL
DESIGN AND ENGINEERING CONSULTANT SERVICES**

PREAMBLES:

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

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

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

Whereas, funding will be provided from approved capital project grants or included in operating budgets; and

Whereas, currently the Agency is in its third year of a five year, with two one-year options, contract with Jacobs Engineering for General-On-Call design and engineering consultant services. The Agency expects that it will exceed the contract cost limits due to unusual recent events such as the Ewing wall collapse, drainage issues in Wellston and the Boyle Station construction. The Agency anticipates that it will have several significant projects to support in the coming years and also a number of safety related projects that are contemplated for the next two year period; and

Whereas, management has indicated that a contract increase in engineering support provided by Jacobs Engineering is needed to ensure timely completion and quality outcomes over the remaining two base year contract period and the potential for two more option years with a contract value approaching \$1,500,000; and

Whereas, it is feasible, necessary and in the public interest for the Agency to approve the contract modification to Jacobs Engineering for general-on-call design and engineering consultant services in a not to exceed amount of \$1,500,000 for the remainder of the current contract and the award option years if the following criteria are met: 1) funding is available; 2) performance of the contract is satisfactory; 3) the exercise 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 better than the prices then currently available in the market or that the option is the more advantageous offer at the time the option is exercised, in accordance with the terms and conditions described herein.

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

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

Section 2. Approval of the Contract Modification. The Board of Commissioners hereby approves the contract modification with Jacobs Engineering for general-on-call design and engineering consultant services in

a not to exceed amount of \$1,500,000 for the remainder of the current contract and the award option years if the following criteria are met: 1) funding is available; 2) performance of the contract is satisfactory; 3) the exercise 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 better than the prices then currently available in the market or that the option is the more advantageous offer at the time the option is exercised, under and pursuant to this Resolution and the Compact for the authorized Agency purposes set forth in the preambles hereof and subject to the conditions hereinafter provided.

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

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

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

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

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

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

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

ADOPTED by the Board of Commissioners of The Bi-State Development Agency of the Missouri-Illinois Metropolitan District this 28th day of April, 2017.

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

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

By David A. Dutzel
Title _____

[SEAL]

ATTEST:

By [Signature]
Deputy Secretary to the Board of Commissioners

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
AWARDING A CONTRACT TO TRAPEZE USA, LLC FOR AUTOMATIC
VEHICLE LOCATION MESSAGE BOARDS AT THE CIVIC CENTER
TRANSIT CENTER**

PREAMBLES:

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

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

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

Whereas, funding for this contract is provided by FTA Grant Number MO-95-X296 and St. Louis City and St. Louis County sales tax revenue; and

Whereas, Trapeze USA LLC (Trapeze) previously supplied Computer Aided Dispatch / Automated Vehicle Location (CAD/AVL) equipment that is utilized in conjunction with the transit technology currently deployed on Metro Transit buses and at existing transfer stations. Metro has installed this proprietary technology on the entire MetroBus revenue fleet; and

Whereas, Metro's existing CAD/AVL infrastructure is a transit specific proprietary system and only Trapeze equipment and software can be used with Metro's existing communication and data processing structures. Agency requires the purchase of twenty-one (21) two-line AVL displays and one large interior arrival/departure LED display for the Civic Center Transit Center; and

Whereas, it is feasible, necessary and in the public interest for the Agency to enter into a contract to procure CAD/AVL equipment from Trapeze USA, LLC for the Civic Center Transit Center in an amount not to exceed \$192,979.09, in accordance with the terms and conditions described herein.

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

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

Section 2. Approval of a Contract. The Board of Commissioners hereby approves a non-competitive procurement contract with Trapeze USA, LLC for CAD/AVL equipment for the Civic Center Transit Center in an amount not to exceed \$192,979.09, under and pursuant to this Resolution and the Compact for the authorized Agency purposes set forth in the preambles hereof and subject to the conditions hereinafter provided.

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

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

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

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

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

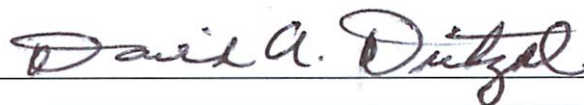
Section 8. Payment of Expenses. The Senior Vice President and CFO is hereby authorized and directed to pay or cause to be paid all costs, expenses and fees incurred in connection with or incidental to this Resolution and Contract.

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

ADOPTED by the Board of Commissioners of The Bi-State Development Agency of the Missouri-Illinois Metropolitan District this 28th day of April, 2017.

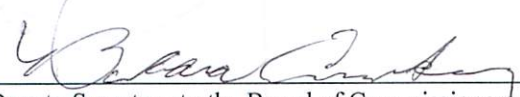
In Witness Whereof, the undersigned has hereto subscribed his signature and caused the Seal of the Agency to be affixed.

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

By 
Title _____

[SEAL]

ATTEST:

By 
Deputy Secretary to the Board of Commissioners

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
AWARDING A CONTRACT TO MAC PRODUCTS FOR OVERHEAD
CONDUCTOR RAIL MATERIALS FOR THE UNION STATION TUNNEL
REHABILITATION PROJECT**

PREAMBLES:

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

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

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

Whereas, funding for this contract is provided by FTA Grant Number MO-95-X257 and St. Louis City and St. Louis County sales tax revenue; and

Whereas, installation of a new Overhead Conductor Rail (OCR) system was completed in May 2016 on the Eads Bridge. The OCR system replaced the original fixed tension Overhead Catenary System equipment. The OCR components were manufactured by Conductix, Inc., through an agreement with European owned RailTech, Inc. who developed and owns the proprietary design of the OCR system; and

Whereas, Conductix is one of two domestic OCR material suppliers that satisfy Federal Transit Administration Buy America regulations. However Conductix no longer manufactures RailTech proprietary OCR equipment. Therefore MAC Products is now the only domestic manufacturer of RailTech OCR equipment; and

Whereas, the Agency wants to purchase the same OCR materials, including ancillary equipment, as was used on the Eads Bridge for incorporation into the Union Station Tunnel Rehabilitation Project. Management believes that the OCR material can be purchased within the project budget amount of \$1,000,000; and

Whereas, it is feasible, necessary and in the public interest for the Agency to enter into a contract to procure OCR material from MAC Products for the Union Station Tunnel Rehabilitation Project in the amount not to exceed \$1,000,000, 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 a Contract. The Board of Commissioners hereby approves a non-competitive procurement contract with MAC Products for OCR materials in the not to exceed amount of \$1,000,000 for the Union Station Tunnel Rehabilitation Project, under and pursuant to this Resolution and the Compact for the authorized Agency purposes set forth in the preambles hereof and subject to the conditions hereinafter provided.

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

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

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

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

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

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

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

ADOPTED by the Board of Commissioners of The Bi-State Development Agency of the Missouri-Illinois Metropolitan District this 28th day of April, 2017.

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

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

By David G. Ditzel

Title _____

[SEAL]

ATTEST:

By [Signature]
Deputy Secretary to the Board of Commissioners

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
AWARDING CONTRACTS TO KRONOS, ORACLE AND TRAPEZE FOR
HARDWARE AND SOFTWARE SYSTEM SUPPORT**

PREAMBLES:

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

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

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

Whereas, funding for these contracts are provided by St. Louis City and St. Louis County sales tax revenue; and

Whereas, Agency has made significant investment in its technology platforms to enhance all aspects of operations. Each of these systems requires continued support from the manufacturer/developer to ensure the software functions as expected and remains current with technology updates; and

Whereas, software maintenance provides for 1) correction of "bugs" discovered after software delivery; 2) enhancement of the software to improve performance and maintainability; 3) adaptive maintenance to ensure continued efficient operation in changing operational environments; and 4) emergency support to correct issues that may interfere with efficient operation of the software; and

Whereas, the Agency anticipates that three providers of software maintenance: Kronos, Oracle and Trapeze will each require contracts exceeding \$100,000. Negotiations will be conducted with these software maintenance providers to ensure reasonableness of cost and contracts within the approved amounts provided in the FY2018 Agency Operating Budget; and

Whereas, it is feasible, necessary and in the public interest for the Agency to enter into a contracts for hardware and software system support with Kronos, Oracle and Trapeze within the approved amounts provided in the FY2018 Agency Operating Budget, in accordance with the terms and conditions described herein.

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

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

Section 2. **Approval of the Contracts.** The Board of Commissioners hereby approves non-competitive procurement contracts with Kronos, Oracle and Trapeze for hardware and software system support

within the approved amounts provided in the FY2018 Agency Operating Budget, under and pursuant to this Resolution and the Compact for the authorized Agency purposes set forth in the preambles hereof and subject to the conditions hereinafter provided.

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

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

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

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

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

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

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

ADOPTED by the Board of Commissioners of The Bi-State Development Agency of the Missouri-Illinois Metropolitan District this 28th day of April, 2017.

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

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

By David A. Ditzel
Title _____

[SEAL]

ATTEST:

By [Signature]
Deputy Secretary to the Board of Commissioners

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY OF THE MISSOURI-
ILLINOIS METROPOLITAN DISTRICT APPROVING AMENDED ARTICLES
OF INCORPORATION AND BYLAWS FOR THE BI-STATE DEVELOPMENT
RESEARCH INSTITUTE AND APPROVING AN AFFILIATION
AGREEMENT BETWEEN THE AGENCY AND THE INSTITUTE**

PREAMBLES:

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

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

Whereas, the Bi-State Development Research Institute ("Research Institute"), an Illinois not-for-profit corporation, has been in operation nearly three years and received its tax exempt status from the Internal Revenue Service on November 25, 2014; and

Whereas, the original Articles of Incorporation were narrowly written and therefore amending the Articles of Incorporation allows the Research Institute to take part in implementation activities in addition to other research-related programs; and

Whereas, similarly the Bylaws needed to be updated to provide a better working framework for the management, administration and operation of the Research Institute; and

Whereas, it was envisioned from its inception that the Research Institute would be supported by the Agency and the Affiliation Agreement details the cooperative and supportive services and overhead that the Agency provides or may provide in the future to the Research Institute; and

Whereas, it is feasible, necessary and in the public interest for the Agency to approve the Amended Articles of Incorporation and Amended Bylaws of the Bi-State Development Research Institute and approve the Affiliation Agreement between the Agency and the Research Institute, in accordance with the terms and conditions described herein.

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

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

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

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

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

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

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

Section 6. Rights Under Resolution Limited. No rights shall be conferred by this Resolution upon any person or entity other than the Agency and the Bi-State Development Research Institute.

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

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

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

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

ADOPTED by the Board of Commissioners of The Bi-State Development Agency of the Missouri-Illinois Metropolitan District this 28th day of April, 2017

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

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

By: David A. D'Amico
Title: _____

[SEAL]

ATTEST

By: Kathleen E. Berry
Deputy Secretary of the Board of Commissioners

Board of Commissioners Resolution 832

Bi-State Development Agency Board of Commissioners

April 28, 2017

Appv Amended Articles of Incorporation, By-Laws and Agmnt for BSD Research Institute

Page 2

**A RESOLUTION OF THE BOARD OF COMMISSIONERS OF THE BI-STATE
DEVELOPMENT AGENCY OF THE MISSOURI-ILLINOIS METROPOLITAN
DISTRICT APPROVING AN AGREEMENT WITH THE JERRY COSTELLO
GROUP LLC FOR CONSULTING SERVICES FOR THE FREIGHTWAY**

PREAMBLES:

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

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

Whereas, Board Policy Chapter 50, §50.010(A)(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 mission of the St. Louis Regional Freightway (Freightway) is to develop and grow the freight industry in the St. Louis region and to optimize the region's freight portfolio. The Freightway will work to initiate and support key public and private infrastructure projects, freight-related investments and land use requirements, in addition to marketing and advocating for the region's freight opportunities, focusing specifically on freight industry elements of pipeline, roadways, rivers, runways and rail; and

Whereas, the Agency entered into a prior Letter of Agreement with The Jerry Costello Group, LLC (Consultant) which expired March 31, 2017 for consulting services to the Freightway. Freightway desires to continue the services of Consultant; and

Whereas, Consultant will provide strategic advice and planning for the Freightway and work closely with its Executive Director. In addition the Consultant will coordinate activities between the Freightway and the U.S. Secretary of Transportation and its office as well as with members of the U.S. Congress and other government officials in the St. Louis region. Consultant will also work with Class I railroads in the St. Louis region to identify strategies to fund Freightway projects; and

Whereas, Consultant will provide services at the rate of \$10,000 per month for twelve (12) months commencing on April 1, 2017; and

Whereas, it is feasible, necessary and in the public interest for the Agency to approve a sole source agreement for twelve months at the rate of \$10,000 per month commencing on April 1, 2017 with The Jerry Costello Group LLC, 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 Agreement. The Board of Commissioners hereby approves the sole source agreement for twelve months at the rate of \$10,000 per month commencing on April 1, 2017 with

The Jerry Costello Group LLC, under and pursuant to this Resolution and the Compact for the authorized Agency purposes set forth in the preambles hereof and subject to the conditions hereinafter provided.

Section 3. Form of the Agreement. The form of the Agreement (as provided in the Attachment to the Briefing Paper and made a part hereof), in substantially the form presented to this meeting is hereby approved, and officers of the Agency, including without limitation, the President and CEO, are hereby authorized and directed to negotiate, execute and deliver and attest, respectively, the Agreement, with such changes, modifications, insertions and omissions as may be deemed necessary or desirable to effect the Agreement, with the necessity or desirability of such changes, modifications, insertions and omissions being conclusively evidenced by their execution thereof.

Section 4. 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 5. Severability. It is hereby declared to be the intention of the Board of Commissioners that each and every part, section and subsection of this Resolution shall be separate and severable from each and every other part, section and subsection hereof and that the Board 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 6. Rights Under Resolution Limited. No rights shall be conferred by this Resolution upon any person or entity other than the Agency and The Jerry Costello Group, LLC.

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

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

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

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

ADOPTED by the Board of Commissioners of The Bi-State Development Agency of the Missouri-Illinois Metropolitan District this 28th day of April, 2017.

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

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

By David A. Ditzel
Title Chair

[SEAL]

ATTEST:

By [Signature]
Deputy Secretary to the Board of Commissioners

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY OF THE
MISSOURI-ILLINOIS METROPOLITAN DISTRICT
AUTHORIZING APPLICATIONS FOR ASSISTANCE
UNDER THE FEDERAL EMERGENCY MANAGEMENT
AGENCY TRANSIT SECURITY GRANT PROGRAM**

PREAMBLES:

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

Whereas, the Agency is authorized by Section 70.370 RSMo. *et. seq.* and 45 Ill. Comp. Stat. 100/1 *et. seq.*, jointly referred to as the "Compact", to plan, construct, maintain, own and operate airports and terminal facilities; to acquire by gift, purchase or lease, and to plan, construct, operate and maintain or lease to others for those purposes, airports, wharves, docks, harbors, passenger transportation facilities and other terminal facilities; to receive for its lawful activities any contributions or moneys appropriated by municipalities, counties, states or other political subdivisions or agencies; or by the federal government or any agency or officer thereof; to perform all other necessary and incidental functions; and to contract and to be contracted with; and

Whereas, the United States Department of Homeland Security (DHS), Federal Emergency Management Agency (FEMA) provides competitive funding that may be used for specific projects that strengthen the critical infrastructure of transit systems; and

Whereas, any contract for financial assistance under the Transit Security Grant Program ("Program") will impose certain obligations upon the Agency, including the provision by it of the local share of the project costs; and

Whereas, this Resolution was presented to and discussed by the Board at its FY2018 budget meeting on March 24, 2018, and is being considered for final approval at its next regularly scheduled meeting on April 28, 2017; and

Whereas, it is feasible, necessary and in the public interest to annually file and execute applications with the Department of Homeland Security's (DHS), Federal Emergency Management Agency (FEMA) for assistance under the Transit Security Grant Program, in accordance with the terms and conditions described herein.

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

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

Section 2. Approval of Filing Applications and Execution of Grant Agreements. The Board of Commissioners hereby approves the filing and execution of grant applications to the FEMA for assistance under the Transit Security Grant Program, under and pursuant to this Resolution and the Compact for the authorized Agency purposes set forth in the preambles hereof and subject to the conditions hereinafter provided

Section 3. Actions of Officers Authorized. The officers of the Agency, including without limitation the Chairman and Vice Chairman of the Board of Commissioners, the President and CEO and the Chief Financial Officer or Designated Individual are hereby authorized and directed to execute and file all documents and to take such actions as they may deem necessary or advisable in order to carry out the purposes of the Resolution; 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 herein, and that the Board intends to adopt each part, section and subsection separately and independently of any other part, section and subsection. In the event that any part, section or subsection of this Resolution is determined to be, or to have been, unlawful or unconstitutional, the remaining parts, sections and subsections shall remain in full force and effect, unless the Court making this finding determines that the valid portions, standing alone, are incomplete and incapable of being executed in accordance with the intent of the Resolution.

Section 5. Payment of Expenses. The Senior Vice President and Chief Financial Officer 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 Resolution.

Section 6. Rights Under Resolution Limited: No rights shall be conferred by this resolution upon any person or entity other than the Agency's officers and employees.

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. Governing Law. The laws of the States of Missouri and Illinois shall govern this Resolution.

Section 9. Effective Date. This Resolution shall be in full force and effect from and after its passage by the Board of Commissioners.

ADOPTED by the Board of Commissioners of the Bi-State Development Agency this 28th day of April, 2017.

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

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

By: David A. Dutzel

Its: Chair

[Seal]

ATTEST:

By: Richard M. [Signature]
Deputy Secretary to the Board of Commissioners

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY OF THE
MISSOURI-ILLINOIS METROPOLITAN DISTRICT
AUTHORIZING GRANT APPLICATIONS AND GRANT
AGREEMENTS WITH THE STATE OF ILLINOIS
DEPARTMENT OF TRANSPORTATION**

PREAMBLES:

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

Whereas, the Agency is authorized by Sections 70.730 RSMo. *et. seq.* and 45 Ill. Comp. Stat. 100/1, *et. seq.*, and by the Compact, to plan, construct, maintain, own and operate airports and terminal facilities; to acquire by gift, purchase or lease, and to plan, construct, operate and maintain or lease to others for those purposes, airports, wharves, docks, harbors, passenger transportation facilities and other terminal facilities; to receive for its lawful activities any contributions or moneys appropriated by municipalities, counties, states of other political subdivisions or agencies; or by the federal government or any agency or officer thereof; to perform all other necessary and incidental functions; and to contract and to be contracted with; and

Whereas, the Agency may apply to the State of Illinois Department of Transportation ("IDOT") to acquire grant funding for information and/or communications systems projects, facility improvements, support equipment, bus and other revenue and support vehicles, fare equipment, shop equipment, and other associated capital projects, and to amend any such existing grants or grant applications; and

Whereas, the Agency may execute a certain capital agreement ("Agreement") with IDOT in order to obtain grant assistance under the provisions of 20 ILCS 2705/*et. seq.*, 20 ILCS 5/5-675 and 30 ILCS 415/1, *et seq.*, and may execute amendments to any such existing grant agreements with IDOT; and

Whereas, it is the goal of the Agency to provide the best transit system that it can provide with the available funds; and

Whereas, this Resolution was presented to and discussed by the Board at its FY2018 budget meeting on March 24, 2017, and is being considered for final approval at its next regularly scheduled meeting on April 28, 2017; and

Whereas, it is feasible, necessary and in the public interest for the Agency to annually file and amend grant applications and execute and amend grant agreements with IDOT, in accordance with the terms and conditions described herein.

NOW, THEREFORE, THE BOARD OF DIRECTORS 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 hereto as fully and completely as if set out in this Section 1.

Section 2. Approval of Filing of Grant Applications and Execution of Grant Agreements. The Board of Commissioners hereby approves the filing and amendment of grants and grant applications with IDOT for capital improvements, and the execution of grant agreements and amendments with IDOT, under and pursuant to

this Resolution and the Compact for the authorized Agency purposes set forth in the Preambles hereto and subject to the conditions hereinafter provided.

Section 3. Actions of Officers Authorized. The officers of the Agency, including without limitation the Chairman and Vice Chairman of the Board of Commissioners, the President and CEO and the Chief Financial Officer or Designated Individual, are hereby authorized and directed to execute and file all documents and to take such actions as they may deem necessary or advisable in order to carry out the purposes of the Resolution; 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 herein, and that the Board of Commissioners intends to adopt each part, section and subsection separately and independently of any other part, section and subsection. In the event that any part, section or subsection of this Resolution is determined to be, or to have been, unlawful or unconstitutional, the remaining parts, sections and subsections shall remain in full force and effect, unless the Court making this finding determines that the valid portions, standing alone, are incomplete and incapable of being executed in accordance with the intent of the Resolution.

Section 5. Payment of Expenses. The Senior Vice President and Chief Financial Officer 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 Grant Applications and Agreements.

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

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. Governing Law. The laws of the States of Missouri and Illinois shall govern this Resolution.

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

ADOPTED by the Board of Commissioners of the Bi-State Development Agency this 28th day of April, 2017.

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

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

By: David A. Dutzy

Its: Chair

[Seal]

ATTEST:

By: [Signature]
Deputy Secretary to the Board of Commissioners

**A RESOLUTION OF THE BOARD OF COMMISSIONERS OF THE
BI-STATE DEVELOPMENT AGENCY OF THE MISSOURI-ILLINOIS
METROPOLITAN DISTRICT AUTHORIZING THE EXECUTION OF
GRANT AGREEMENTS WITH THE MISSOURI HIGHWAY
AND TRANSPORTATION COMMISSION (MODOT)
FOR STATE OPERATING ASSISTANCE**

PREAMBLES:

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

Whereas, the Agency is authorized 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 airports and terminal facilities; to acquire by gift, purchase or lease and to plan, construct, operate, and maintain or lease to others for operation or maintenance, airports, wharves, docks, harbors, passenger transportation facilities and other terminal facilities; 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; to perform all other necessary and incidental functions; and to contract and to be contracted with; and

Whereas, the Chief Engineer of the Missouri Department of Transportation (MoDOT) is authorized to make operating assistance grants for general public transportation projects; and

Whereas, the contract for financial assistance will impose certain obligations upon the Agency, including the requirement that the Agency provide its local share of a project's cost; and

Whereas, it is the goal of the Agency to provide the best transit system that can be provided with the funds that are available; and

Whereas, this Resolution was presented to and discussed by the Board at its FY2018 budget meeting on March 24, 2017, and is being considered for final approval at its next regularly scheduled meeting on April 28, 2017; and

Whereas, it is feasible, necessary and in the public interest to execute grant agreements with MoDOT for state operating assistance, 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 Execution of Grant Agreements. The Board of Commissioners hereby approves the execution of grant agreements with MoDOT for state operating assistance, under and pursuant to this Resolution and the Compact for the authorized Agency purposes set forth in the preambles hereof and subject to the conditions hereinafter provided.

Section 3. Actions of Officers Authorized. The officers of the Agency, including, without limitation, the Chairman, Vice Chairman, President and CEO and Chief Financial Officer or Designated Individual are hereby authorized and directed to execute and file all documents and agreements 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 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. Payment of Expenses. The Senior Vice President and Chief Financial Officer 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 Grant Agreements.

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

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

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

ADOPTED by the Board of Commissioners of the Bi-State Development Agency on this 28th day of April, 2017.

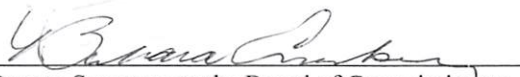
In Witness Whereof, the undersigned has hereto subscribed his signature and caused the Seal of the Agency to be affixed.

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

By 
Its Chair

[SEAL]

ATTEST:

By 
Deputy Secretary to the Board of Commissioners

A RESOLUTION AUTHORIZING THE FILING OF APPLICATIONS, AMENDMENTS,
CERTIFICATIONS, ASSURANCES AND AGREEMENTS RELATING TO ANY GRANTS
FOR WHICH THE BI-STATE DEVELOPMENT AGENCY APPLIES FROM
THE UNITED STATES DEPARTMENT OF TRANSPORTATION

PREAMBLES:

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

Whereas, the Federal Transit Administration (“FTA”) is an operating entity of the United States Department of Transportation for the purpose of administering Federal transportation assistance as authorized by 49 U.S.C. Chapter 53, by certain provisions under Title 23 of the United States Code, and by certain other Federal statutes that provide funding for public transportation purposes and is administered by the FTA; and

Whereas, the FTA has been delegated the authority to award Federal financial assistance for transportation projects; and

Whereas, grants for Federal financial assistance impose certain obligations upon the Agency; and

Whereas, the Agency is a Designated Recipient of Federal transportation assistance previously authorized under SAFETEA-LU and MAP-21 legislation for funding through the Urbanized Area Formula Program, 49 U.S.C. 5307; the Capital Investment Program (Fixed Guideway Modernization, New Starts), 49 U.S.C. 5309; the Clean Fuels Bus, 49 U.S.C. 5309; the Bus and Bus Livability, 49 U.S.C. 5309; the Alternatives Analysis, 49 U.S.C. 5339; the Bus and Bus Facility Formula, 49 U.S.C. 5339 and is an authorized sub-recipient of funds under the Job Access and Reverse Commute Program, 49 U.S.C. 5316; and the New Freedom Program, 49 U.S.C. 5317; the Public Transportation Emergency Relief, 49 U.S.C. 5324; the Asset Management, 49 U.S.C. 5326; the State of Good Repair, 49 U.S.C. 5337; and is an authorized recipient of funds under the Enhanced Mobility of Seniors and Individuals with Disabilities, 49 U.S.C. 5310 and is an authorized recipient of CMAQ and STP funds, 49 U.S.C. 5307; and

Whereas, the Agency is a Designated Recipient of Federal transportation assistance through the current FAST Act legislation for funding through the Urbanized Area Formula Program, 49 U.S.C. 5307; the Capital Investment Program (New Starts), 49 U.S.C. 5309; the Bus and Bus Facility Formula, 49 U.S.C. 5339; the Public Transportation Emergency Relief, 49 U.S.C. 5324; the Asset Management, 49 U.S.C. 5326; the State of Good Repair, 49 U.S.C. 5337; and is an authorized recipient of funds under the Enhanced Mobility of Seniors and Individuals with Disabilities, 49 U.S.C. 5310; and is an authorized recipient of CMAQ and STP funds, 49 U.S.C. 5307; and

Whereas, the Agency is a Designated Recipient of Federal transportation assistance through the 2014 TIGER Discretionary Grants program, made available under the Consolidated Appropriations Act, 2014 (Pub. L. 113-76, January 17, 2014); and

Whereas, the FTA is required by Federal statute to obtain specific annual certifications for its formula grant program for urban areas; and

Whereas, the FTA allows the Agency to certify compliance with all of the certifications and assurances that are pertinent to each grant for which the Agency may wish to apply; and

Whereas, Counsel for FTA Region 7 has requested that the Board of Commissioners grant the Agency multi-year authority to certify such compliance; and

Whereas, this Resolution will be applicable for FY2018 – FY2020; and

Whereas, this Resolution was presented to and discussed by the Board at its FY2018 budget meeting on March 24, 2017, and is being considered for final approval at its next regularly scheduled meeting on April 28th 2017; and

Whereas, it is necessary and in the public interest for the Agency to approve the execution and filing of application(s) on behalf of the Agency to the FTA for Federal assistance, the filing of the annual certifications and assurances that are pertinent to each grant for which the Agency may wish to apply to the FTA and the authorization to execute grant and cooperative agreements with the FTA on behalf of the Agency, 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 hereto as fully and completely as if set out in this Section 1.

Section 2. Approval to Execute and File Applications for Federal Assistance. The Board Chairman, Vice-Chairman, President & CEO, the Senior Vice President and Chief Financial Officer, or Designated Individual are authorized to execute and file application(s) on behalf of the Agency to the FTA for Federal assistance authorized by 49 U.S.C. Chapter 53, by Title 23 of the United States Code or by other Federal statutes that provide funds for public transportation purposes and are administered by the FTA during FY18, FY19 and FY20, under and pursuant to this Resolution and the Compact for the authorized Agency purposes set forth in the preambles hereof and subject to the conditions hereinafter provided.

Section 3. Approval to Execute and File the Annual Certifications and Assurances. The Board Chairman, Vice-Chairman, President & CEO, the Senior Vice President and Chief Financial Officer, or Designated Individual are authorized in FY18, FY19 and FY20 to execute and file with the Agency's application(s) the annual certifications and assurances and other documents required by the FTA before a Federal assistance grant or cooperative agreement can be awarded.

Section 4. Approval to Execute Grant and Cooperative Agreements. The Board Chairman, Vice-Chairman, President & CEO, the Senior Vice President and Chief Financial Officer, or a Designated Individual are authorized to execute grant and cooperative agreements with the FTA on behalf of the Bi-State Development Agency of the Missouri-Illinois Metropolitan District during FY18, FY19 and FY20.

Section 5. Actions of Officers Authorized. The officers of the Agency, including without limitation the Chairman and Vice Chairman of the Board of Commissioners, the President and CEO and the Chief Financial Officer, or a Designated Individual are hereby authorized and directed to execute all documents and to take such actions as they may deem necessary or advisable in order to carry out the purposes of the Resolution; and the execution of such documents or taking of such action shall be conclusive evidence of such necessity or advisability.

Section 6. Severability. It is hereby declared to be the intention of the Board of Commissioners that each and every part, section and subsection of this Resolution shall be separate and severable from each and every other part, section and subsection herein, and that the Board of Commissioners intends to adopt each part, section

and subsection separately and independently of any other part, section and subsection. In the event that any part, section or subsection of this Resolution is determined to be, or to have been, unlawful or unconstitutional, the remaining parts, sections and subsections shall remain in full force and effect, unless the Court making this finding determines that the valid portions, standing alone, are incomplete and incapable of being executed in accordance with the intent of the Resolution.

Section 7. Payment of Expenses. The Senior Vice President and Chief Financial Officer 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 Resolution.

Section 8. Rights Under Resolution Limited: No rights shall be conferred by this resolution upon any person or entity other than the Agency's officers and employees.

Section 9. No Personal Liability. No member of the Board of Commissioners, officer, employee or agent of the Agency shall have any personal liability for acts taken in accordance with this Resolution.

Section 10. Governing Law. The laws of the States of Missouri and Illinois shall govern this Resolution.

Section 11. Effective Date. This Resolution shall be in full force and effect from and after its passage by the Board of Commissioners.

ADOPTED by the Board of Commissioners of The Bi-State Development Agency on this 28th day of April, 2017.

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

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

By David A. Ditzel

Title Chair

SEAL

ATTEST:

By [Signature]
Deputy Secretary to the Board of Commissioners

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
APPROVING THE REVISED FY2018 BI-STATE DEVELOPMENT AGENCY
OPERATING AND CAPITAL BUDGET**

PREAMBLES:

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

Whereas, the Agency is authorized under the Compact to construct, maintain, own and operate passenger transportation facilities; to disburse funds for this and its other lawful activities; to fix salaries and wages of its officers and employees; to perform all other necessary and incidental functions; and

Whereas, the Compact requires that the Agency shall not incur any obligations for salaries, office or other administrative expenses, prior to making appropriations adequate to meet the same; and

Whereas, therefore, Board Policy 30.030 requires the President & CEO to prepare an annual operating and capital budget to be presented to and approved by the Board of Commissioners at a regularly scheduled meeting prior to the beginning of each new fiscal year; and

Whereas, a detailed presentation of the Bi-State Development Agency's proposed FY2018 Operating and Capital Budget was presented for discussion at the Board's Budget Review Meeting on March 24, 2017; and

Whereas, due to a proposed revision of the FY2018 Operating and Capital Budget a presentation of the Bi-State Development Agency's proposed revised FY2018 Operating and Capital Budget was presented for discussion at the Board's regularly scheduled meeting on April 28, 2017; and

Whereas, following the Budget Review meeting and additional presentation to the Board on April 28, 2017, the revised FY2018 Operating and Capital Budget will be presented to the Board for formal approval at its regularly scheduled meeting on April 28, 2017; and

Whereas, it is feasible, necessary and in the public interest to approve the Bi-State Development Agency's revised FY2018 Operating and Capital Budget, 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 FY2018 Operating and Capital Budget. Pursuant to this Resolution and the Compact and for the authorized Agency purposes set forth in the preambles hereof, the Board of Commissioners approves the Bi-State Development Agency's revised FY2018 Operating and Capital Budget, under and pursuant to this

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

Section 3. Actions of Officers Authorized. The officers of the Agency, including, without limitation, the Chairman, Vice Chairman, the President & CEO, and the Senior Vice President and Chief Financial Officer or Designated Individual, are hereby authorized and directed to execute and file 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. 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 every part, section and subsection of this Resolution shall be separate and severable from every other part, section and subsection hereof, and 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 shall be determined to be, or to have been, unlawful or unconstitutional, the remaining parts, sections and subsections shall 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. Payment of Expenses. The Senior Vice President and Chief Financial Officer 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 Resolution.

Section 6. Rights Under Resolution Limited. No rights shall be conferred by this resolution upon any person or entity other than the Agency's officers and employees.

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. Governing Law. The laws of the States of Missouri and Illinois shall govern this Resolution.

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

ADOPTED by the Board of Commissioners of the Bi-State Development Agency this 28th day of April, 2017.

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

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

By David A. Ditzel

Title Chair

[SEAL]

ATTEST:

By [Signature]
Deputy Secretary to the Board of Commissioners

**A RESOLUTION OF THE BOARD OF COMMISSIONER OF THE
BI-STATE DEVELOPMENT AGENCY OF THE MISSOURI-ILLINOIS
METROPOLITAN DISTRICT AUTHORIZING THE FILING OF
GRANT APPLICATIONS AND EXECUTION OF GRANT AGREEMENTS
WITH THE FEDERAL AVIATION ADMINISTRATION AND THE
ILLINOIS DEPARTMENT OF TRANSPORTATION DIVISION OF AERONAUTICS**

PREAMBLES:

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

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 airports and terminal facilities; to acquire by gift, purchase or lease and to plan, construct, operate, and maintain or lease to others for operation or maintenance, airports, wharves, docks, harbors, passenger transportation facilities and other terminal facilities; 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; to perform all other necessary and incidental functions; and to contract and to be contracted with; and

Whereas, the Federal Aviation Administration (FAA) and the Illinois Department of Transportation (IDOT) Division of Aeronautics are authorized to make grants for aviation and public transportation projects; and

Whereas, the Agency accepts all grants from State and Federal sources such as the FAA and IDOT Division of Aeronautics for airport infrastructure improvements including but not limited to runway, taxiway, and apron construction/rehabilitation; airfield lighting, signage, drainage, and navigation aids; safety area improvements; special-purpose airport vehicles and equipment; fuel storage and distribution systems; aircraft hangers; automobile roadways and parking lots; planning, engineering, environmental studies; and land acquisitions; and

Whereas, this Resolution was presented to and discussed by the Board at its FY2018 budget meeting on March 24, 2017, and is being considered for final approval at its next regularly scheduled meeting on April 28, 2017; and

Whereas, it is feasible, necessary and in the public interest to file grant applications with FAA and IDOT, and to execute grant agreements related thereto, 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 Filing of Grant Applications and Execution of Grant Agreements. The Board of Commissioners hereby approves the filing of grant applications with the FAA and IDOT Division of Aeronautics and the execution of related grant agreements, under and pursuant to this Resolution and the Compact for the authorized Agency purposes set forth in the preambles hereof and subject to the conditions hereinafter provided.

Section 3. Actions of Officers Authorized. The officers of the Agency, including, without limitation, the Chairman, Vice Chairman, President & CEO, and the Chief Financial Officer or Designated Individual are hereby authorized and directed to execute and file all documents and agreements 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 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. Payment of Expenses. The Senior Vice President and Chief Financial Officer 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 Resolution and the Grant Applications and Agreements.

Section 6. Rights Under Resolution Limited: No rights shall be conferred by this resolution upon any person or entity other than the Agency and the Federal Aviation Administration and the Illinois Department of Transportation Division of Aeronautics.

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

Section 8. Governing Law. The laws of the States of Missouri and Illinois shall govern this Resolution.

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

ADOPTED by the Board of Commissioners of the Bi-State Development Agency on this 28th day of April, 2017.

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

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

By David A. Dietzel
Its Chair

[SEAL]

ATTEST:

By [Signature]
Deputy Secretary of the Board of Commissioners

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY OF THE
MISSOURI-ILLINOIS METROPOLITAN DISTRICT
AUTHORIZING THE FILING AND EXECUTION OF
GRANT AGREEMENTS WITH THE MISSOURI HIGHWAY
AND TRANSPORTATION COMMISSION**

PREAMBLES:

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

Whereas, the Agency is authorized by Sections 70.730 RSMo. *et. seq.* and 45 Ill. Comp. Stat. 100/1, *et. seq.*, and by the Compact, to plan, construct, maintain, own and operate airports and terminal facilities; to acquire by gift, purchase or lease, and to plan, construct, operate and maintain or lease to others for those purposes, airports, wharves, docks, harbors, passenger transportation facilities and other terminal facilities; to receive for its lawful activities any contributions or moneys appropriated by municipalities, counties, states of other political subdivisions or agencies; or by the federal government or any agency or officer thereof; to perform all other necessary and incidental functions; and to contract and to be contracted with; and

Whereas, the Missouri Department of Transportation ("MoDOT") is authorized to make grants for general public transportation projects for 49 U.S.C. Section 5309 assistance; and

Whereas, a grant agreement with MoDOT for financial assistance imposes certain obligations on the Agency, including the requirement that the Agency provide its local share of a project's cost; and

Whereas, it is the goal of the Agency to provide the best transit system that it can with the funds available; and

Whereas, this Resolution was presented to and discussed by the Board at its FY2018 budget meeting on March 24, 2017, and is being considered for final approval at its next regularly scheduled meeting on April 28, 2017; and

Whereas, it is feasible, necessary and in the public interest to annually file grant applications with MoDOT for 49 U.S.C. Section 5309 assistance, and to execute grant agreements related thereto, 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 HERE RESOLVE, DETERMINE AND ORDER AS FOLLOWS:

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

Section 2. Approval of the Filing of Grant Applications and Execution of Grant Agreements. The Board of Commissioners hereby approves the filing of grant applications with MoDOT for 49 U.S.C. Section 5309 assistance, and the execution of related grant agreements, under and pursuant to this Resolution and the Compact for the authorized Agency purposes set forth in the Preambles hereto and subject to the conditions hereinafter provided.

Section 3. Actions of Officers Authorized. The officers of the Agency, including without limitation, the Chairman and Vice Chairman of the Board of Commissioners, the President and CEO and the Chief Financial Officer or Designated Individual, are hereby authorized and directed to execute and file all documents and to take such actions as they may deem necessary or advisable in order to carry out the purposes of the Resolution; 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 herein, and that the Board of Commissioners intends to adopt each part, section and subsection separately and independently of any other part, section and subsection. In the event that any part, section or subsection of this Resolution is determined to be, or to have been, unlawful or unconstitutional, the remaining parts, sections and subsections shall remain in full force and effect, unless the Court making this finding determines that the valid portions, standing alone, are incomplete and incapable of being executed in accordance with the intent of the Resolution.

Section 5. Payment of Expenses. The Senior Vice President and Chief Financial Officer 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 Resolution.

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

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

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

ADOPTED by the Board of Commissioners of the Bi-State Development Agency on this 28th day of April, 2017.


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

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

By: 
Its: Chair

[Seal]

ATTEST:

By: 
Deputy Secretary to the Board of Commissioners

**A RESOLUTION OF THE BOARD OF COMMISSIONERS OF THE
BI-STATE DEVELOPMENT AGENCY OF THE MISSOURI-ILLINOIS
METROPOLITAN DISTRICT AUTHORIZING THE EXECUTION OF
A SUB-AWARD GRANT AGREEMENT WITH THE
EAST-WEST GATEWAY COUNCIL OF GOVERNMENTS**

PREAMBLES:

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

Whereas, the Agency is authorized 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 airports and terminal facilities; to acquire by gift, purchase or lease and to plan, construct, operate, and maintain or lease to others for operation or maintenance, airports, wharves, docks, harbors, passenger transportation facilities and other terminal facilities; 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; to perform all other necessary and incidental functions; and to contract and to be contracted with; and

Whereas, East-West Gateway Council of Governments (EWGCOG) is the metropolitan planning organization (MPO) for the area and has vested legal authority and responsibility for developing and adopting plans for the region’s surface transportation system and is authorized to make sub-awards through the Unified Planning Work Program (UPWP) which addresses regional planning priorities; and

Whereas, it is the goal of the Agency to provide the best transit system that can be provided with the funds that are available; and

Whereas, EWGCOG desires to make a sub-award to the Agency through the UPWP in order to further Agency transit system planning and development; and

Whereas, the financial assistance sub-award grant will impose certain obligations upon the Agency, including the requirement that the Agency provide its local share of the project costs; and

Whereas, this Resolution was presented to and discussed by the Board at its FY2018 budget meeting on March 24, 2017, and is being considered for final approval at its next regularly scheduled meeting on April 28, 2017; and

Whereas, it is feasible, necessary and in the public interest to annually execute with East-West Gateway Council of Governments a sub-award grant Agreement through the Unified Planning Work Program for transit system planning and development, 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 Sub-Award Grant Agreement. The Board of Commissioners hereby approves the sub-award grant Agreement through the Unified Planning Work Program with East-West Gateway Council of

Governments for transit system planning and development, under and pursuant to this Resolution and the Compact for the authorized Agency purposes set forth in the preambles hereof and subject to the conditions hereinafter provided.

Section 3. Actions of Officers Authorized. The officers of the Agency, including, without limitation, the Chairman, Vice Chairman, President and CEO and Chief Financial Officer or Designated Individual, 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 Agreement 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 East-West Gateway Council of Governments.

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

Section 9. No Personal Liability. No member of the Board of Commissioners, officer, employee or agent of the Agency shall have any personal liability for acts taken in accordance with this Resolution and the Agreement.

Section 10. Payment of Expenses. The Senior Vice President and CFO is hereby authorized and directed to pay or cause to be paid all costs, expenses and fees incurred in connection with or incidental to this Resolution and the Agreement.

Section 11. This Resolution shall be in full force and effect from and after its passage and approval.

ADOPTED by the Board of Commissioners of the Bi-State Development Agency on this 28th day of April, 2017.

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

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

By David A. Ditzel
Its _____

-[SEAL]

ATTEST:

By [Signature]
Deputy Secretary to the Board of Commissioners

Open Session Item

4

**BI-STATE DEVELOPMENT
SPECIAL BOARD OF COMMISSIONERS MEETING
OPEN SESSION MINUTES
FRIDAY, MAY 19, 2017**

****The Special Board Meeting was held to discuss public safety issues requiring action by the Board of Commissioners without delay.****

Board Members in Attendance

Missouri

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

Illinois

Michael S. Buehlhorn, Acting Chair
David Dietzel, Chairman (by phone)
Irma Golliday (by phone)
Jeffrey Watson (absent)
Justin Zimmerman (by phone)

Staff in Attendance

John Nations, President & CEO
Barbara Enneking, General Counsel & Deputy Secretary
Ray Friem, Executive Director Metro Transit
Barbara Georgeff, Director of Executive Services

1. **Call to Order**
8:04 Call to Order. Acting Chair Buehlhorn called the Open Session Special Board Meeting to order at 8:04 a.m.
2. **Roll Call**
8:04 a.m. Roll call was taken by Barbara Georgeff.
3. **Adjournment to Executive Session – If such action is approved by a majority vote of the Bi-State Development Agency’s Board of Commissioners who constitute a quorum, the Board may go into closed session to discuss legal, confidential, or privileged matters pursuant to Bi-State Development Board Policy Chapter 10, §10.080(D) Closed Records; Legal under §10.080(D)(1); Real Estate under §10.080(D)(2); Personnel under §10.080(D)(3); Health Proceedings under §10.080(D)(4); Employee Negotiations under §10.080(D)(5); Data Processing under §10.080(D)(6); Purchasing and Contracts under §10.080(D)(7); Proprietary Interest under §10.080(D)(8); Hotlines under §10.080(D)(9); Auditors under §10.080(D)(10); Security under §10.080(D)(11); Computers under §10.080(D)(12); Personal Access Codes under §10.080(D)(13); Personal Information under §10.080(D)(14); Insurance Information under §10.080(D)(15); Rail, Bus, or Facilities Safety and Accidents under §10.080(D)(16) or Protected By Law under §10.080(D)(17).**
8:04 a.m. Pursuant to the requirements of Section 10.080 (D) (11); of the Bi-State Development Agency’s Board Policy, Chapter 10, Acting Chair Buehlhorn requested a motion to allow the Board to go into closed session. A motion to go into Executive Session was made by Commissioner Schoemehl and seconded by Commissioner Holman. A roll call vote was taken, and the Commissioners present: Brown,

Buehlhorn, Dietzel, Golliday, Gully, Holman, Schoemehl, and Zimmerman voted to approve this agenda item. **Motion passed unanimously, and the Open Session meeting was adjourned at 8:04 a.m.**


Deputy Secretary to the Board of Commissioners
Bi-State Development

**BI-STATE DEVELOPMENT
TREASURER'S REPORT
April 28, 2017**

INVESTMENTS

Yields:

Bi-State investments had an average yield of .73% for the month of April, up slightly from March. The Federal Reserve plans to raise rates twice more in 2017, with the next increase likely in June. Investors expect only one more rate hike in 2017, as inflation, housing, and retail sales data continues to be weak.

Invested Funds:

In April, Bi-State directed \$208 million of cash and investments. Approximately 40% of the invested funds were invested in U.S. Treasury or U.S. Government Agency securities, and 5% were invested in collateralized Certificates of Deposit (CDs) or Repurchase Agreements (Repos). The balance was invested in AAA rated money market funds. The average maturity of Bi-State investments was approximately 138 days.

DEBT MANAGEMENT

Debt Restructuring, 2013:

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

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

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

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

Arch Tram Revenue Bonds, 2014:

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

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

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

Capital Leases:

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

FUEL HEDGING

In April, in conjunction with its diesel fuel hedging program, Bi-State had a *realized gain* of \$53 thousand on the sale of Home Heating Oil #2 futures contracts. The *unrealized loss* was approximately \$274 thousand. April oil prices ended the month at \$49.33 a barrel, a 8% decrease since the end of March. Generally, as the price of oil increases, the value of Bi-State's future positions also increases. A gain in the futures partially offsets the actual increase in the cost of diesel fuel. If oil prices drop, the value of the futures decline. An increase in unrealized gains generally indicates that the price of fuel is rising, and losses generally indicate oil prices are falling.



BI-STATE DEVELOPMENT - MONTHLY TREASURER'S REPORT

AS OF:

28-Apr-2017

31-Mar-2017

BI-STATE DIRECTED:	Wt. Avg. Maturity (1)	Dollars (\$,000 omitted)	Of Total	Rate	Market Value (2)	Wt. Avg. Maturity (1)	Dollars (\$,000 omitted)	Percentage Of Total	Rate	Market Value (2)
Cash	0	\$8,154	5.2%	0.00%	\$8,154	0	\$10,319	6.8%	0.00%	\$10,319
Repurchase Agreements	3	3,776	2.4%	0.90%	3,776	1	22,096	14.6%	0.88%	22,096
Certificates of Deposit	80	4,150	2.6%	0.53%	4,150	108	4,150	2.7%	0.53%	4,150
U.S. Agencies (discounted)	83	9,969	6.3%	0.55%	9,980	111	9,969	6.6%	0.55%	9,975
U.S. Agencies (coupon)	358	15,495	9.8%	1.01%	15,483	386	15,495	10.2%	1.01%	15,484
U.S. Treasury Securities	211	12,331	7.8%	0.64%	12,349	239	12,331	8.1%	0.64%	12,345
Other Investments (3)	3	104,009	65.9%	0.59%	104,009	1	77,445	51.0%	0.48%	77,445
SUB-TOTAL BI-STATE	61	\$157,884	100.0%	0.64%	\$157,901	70	\$151,805	100.0%	0.62%	\$151,814
BI-STATE DIRECTED-PROP M:										
Certificates of Deposit	52	\$1,510	3.0%	0.87%	\$1,510	80	\$1,510	3.0%	0.87%	\$1,510
U.S. Agencies (discounted)	108	4,980	10.0%	0.86%	4,980	119	4,980	9.8%	0.86%	4,978
U.S. Agencies (coupon)	502	35,800	72.1%	1.11%	35,745	530	35,800	70.7%	1.11%	35,736
U.S. Treasury Securities	83	3,986	8.0%	0.52%	3,993	111	3,986	7.9%	0.52%	3,990
Other Investments (3)	3	3,357	6.8%	0.59%	3,357	1	4,393	8.7%	0.49%	4,393
SUB-TOTAL PROP M	381	\$49,633	100.0%	1.00%	\$49,585	397	\$50,669	100.0%	0.98%	\$50,607
TOTAL BI-STATE DIRECTED	138	\$207,517		0.73%	\$207,486	152	\$202,474		0.71%	\$202,421
TRUSTEE DIRECTED:										
Cash	0	\$0	0.0%	0.00%	\$0	0	\$0	0.0%	0.00%	\$0
Municipal Bonds	1504	8,165	19.4%	2.34%	8,060	1534	8,165	16.1%	2.34%	8,089
U.S. Agencies (coupon)	1659	12,764	30.3%	2.60%	13,037	1689	12,764	25.1%	2.60%	12,997
Commercial Paper	113	9,992	23.7%	0.00%	10,026	16	994	2.0%	0.00%	995
Other Investments (3)	3	11,273	26.7%	0.29%	11,273	1	28,872	56.8%	0.20%	28,872
SUB-TOTAL TRUSTEE	820	\$42,194	100.0%	1.32%	\$42,396	672	\$50,795	100.0%	1.14%	\$50,953
TOTAL BI-STATE & TRUSTEE	253	\$249,711		0.83%	\$249,882	256	\$253,269		0.80%	\$253,374
LRV LEASE/LEASEBACK 2001:										
Cash	0	3	0.0%	0.00%	3	0	3	0.0%	0.00%	3
US Treasury Securities	251	6,840	6.6%	0.63%	6,837	310	6,840	6.3%	0.63%	6,833
Other Investments (4)	3	96,608	93.4%	5.80%	96,608	1	102,373	93.7%	5.80%	102,373
SUB-TOTAL LRV 2001		\$103,451	100.0%	5.46%	\$103,448		\$109,216	100.0%	5.48%	\$109,209
SUB-TOTAL LEASES		\$103,451			\$103,448		\$109,216			\$109,209
Grand Total (5)		\$353,162			\$353,330		\$362,485			\$362,583

Explanatory Notes:

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

Prepared by:

Terri Gudowicz
Terri Gudowicz, Green, Mgr of Treas Ops
Date: 6/16/17

Reviewed by:

Tammy Furbright
Tammy Furbright, Dir of Treasury Services
Date: 6/16/17

Approved:

Kathy Klevorn
Kathy Klevorn, CFO
Date: 6/17/17

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

4/28/2017

Section 1 Bank/Issuer Summary

BI-STATE DIRECTED * <i>all non debt/lease assets, inc. Prop M:</i>	CASH	CERTIFICATES OF DEPOSIT	REPURCHASE AGREEMENTS	OTHER	GOVERNMENT SECURITIES	COMMERCIAL PAPER\ BA's	TOTAL	MARKET VALUE	NOTES
BANK OF AMERICA MERRILL LYNCH	6,452,064	0	0	0	0	0	6,452,064	6,452,064	FDIC\tri-party collateral(deposits).
BLACK ROCK	0	0	0	58,287,960	0	0	58,287,960	58,287,960	Money Market Fund (Govt. Securities).
COMMERCE BANK	0	5,009,952	0	0	0	0	5,009,952	5,009,952	FDIC\FRB collateral.
FIDELITY	0	0	0	33,359,445	0	0	33,359,445	33,359,445	Money Market Fund (First Tier\Prime)
INVESCO	0	0	0	12,029,314	0	0	12,029,314	12,029,314	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	461,810	0	0	0	0	0	461,810	461,810	FDIC; repo collateral held at JBT.
JP MORGAN CHASE	(91,157)	0	0	0	0	0	(91,157)	(91,157)	FDIC (bank acct.)MMKT (First Tier\Prime)
OPTUM	15,429	0	0	0	0	0	15,429	15,429	FDIC\FRB collateral.
BENEFLEX	4,307	0	0	0	0	0	4,307	4,307	FDIC\FRB collateral.
HEALTHSCOPE	50,370	0	0	0	0	0	50,370	50,370	FDIC\FRB collateral.
PNC BANK	644,891	0	0	0	0	0	644,891	644,891	FDIC\FRB collateral.
RBC DAIN RAUSCHER	0	0	0	3,299,255	0	0	3,299,255	3,299,255	Commodities Margin Acct. (fuel hedging)
RJ O'BRIEN	0	0	0	389,934	0	0	389,934	389,934	Commodities Trading Acct. (fuel hedging)
REGIONS BANK	99,049	0	0	0	0	0	99,049	99,049	FDIC Insured.
UMB BANK	407	0	3,776,000	0	0	0	3,776,407	3,776,407	FDIC\FRB Collateral.
U.S. BANK	(178,894)	0	0	0	0	0	(178,894)	(178,894)	FDIC\FRB Collateral.
ILLINOIS FUNDS	0	0	0	0	0	0	0	0	Illinois State Treasurer Investment Pool.
FARM CREDIT BANK	0	0	0	0	30,973,485	0	30,973,485	30,940,333	Safekept at Bank of America (BOA).
FEDERAL HOME LOAN BANK	0	0	0	0	35,270,271	0	35,270,271	35,248,335	Safekept at Bank of America (BOA).
U.S. TREASURY	0	0	0	0	16,317,115	0	16,317,115	16,342,263	Safekept by BOA or designated agent.
OTHER	696,136	0	0	0	0	0	696,136	696,136	
sub-total Bi-State directed	8,154,412	5,659,952	3,776,000	107,365,908	82,560,871	0	207,517,143	207,487,203	
TRUSTEE DIRECTED									
<u>DEBT ISSUES</u>									
Cross County Bonds									
Series 2009, 2013									
<u>BANK OF NEW YORK-MELLON TRUST</u>									
BANK OF NEW YORK	0	0	0	0	0	0	0	0	FDIC Insured.
GOLDMAN	0	0	0	11,272,851	0	0	11,272,851	11,272,851	Money Market Fund (First Tier\Prime).
FEDERATED GOVT OBLIG	0	0	0	0	0	0	0	0	Safekept at Bank of New York
MORGAN STANLEY	0	0	0	0	0	0	0	0	Safekept at Bank of New York
GOVERNMENT AGENCIES	0	0	0	0	12,764,224	0	12,764,224	13,036,568	Safekept at Bank of New York
MUNICIPAL BONDS	0	0	0	0	8,165,315	0	8,165,315	8,059,861	Safekept at Bank of New York
BOND FUNDS	0	0	0	0	0	9,992,172	9,992,172	10,025,969	Safekept at Bank of New York
sub-total	0	0	0	11,272,851	20,929,539	9,992,172	42,194,562	42,395,249	
SUB-TOTAL TRUSTEE (BONDS)	0	0	0	11,272,851	20,929,539	9,992,172	42,194,562	42,395,249	
SUB-TOTAL BI-STATE AND TRUSTEE	8,154,412	5,659,952	3,776,000	118,638,759	103,490,410	9,992,172	249,711,705	249,882,452	
LRV Lease\Leaseback 2001 C1 C2									
FSAVIG	0	0	0	96,607,765	0	0	96,607,765	96,607,765	Guaranteed Investment Contract (GIC).
US TREASURY	3,130	0	0	0	6,839,504	0	6,842,634	6,839,807	Safekept by Lease Trustee.
sub-total	3,130	0	0	96,607,765	6,839,504	0	103,450,399	103,447,572	
sub-total leases	3,130	0	0	96,607,765	6,839,504	0	103,450,399	103,447,572	
GRAND TOTAL	\$8,157,542	\$5,659,952	\$3,776,000	\$215,246,524	\$110,329,914	\$9,992,172	\$353,162,104	\$353,330,024	

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

+ ABBREVIATIONS (above):

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

INVESTMENT CATEGORY DESCRIPTIONS

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

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

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

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

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

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

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

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

CREDIT QUALITY RATING DEFINITIONS (also see Page 9)

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

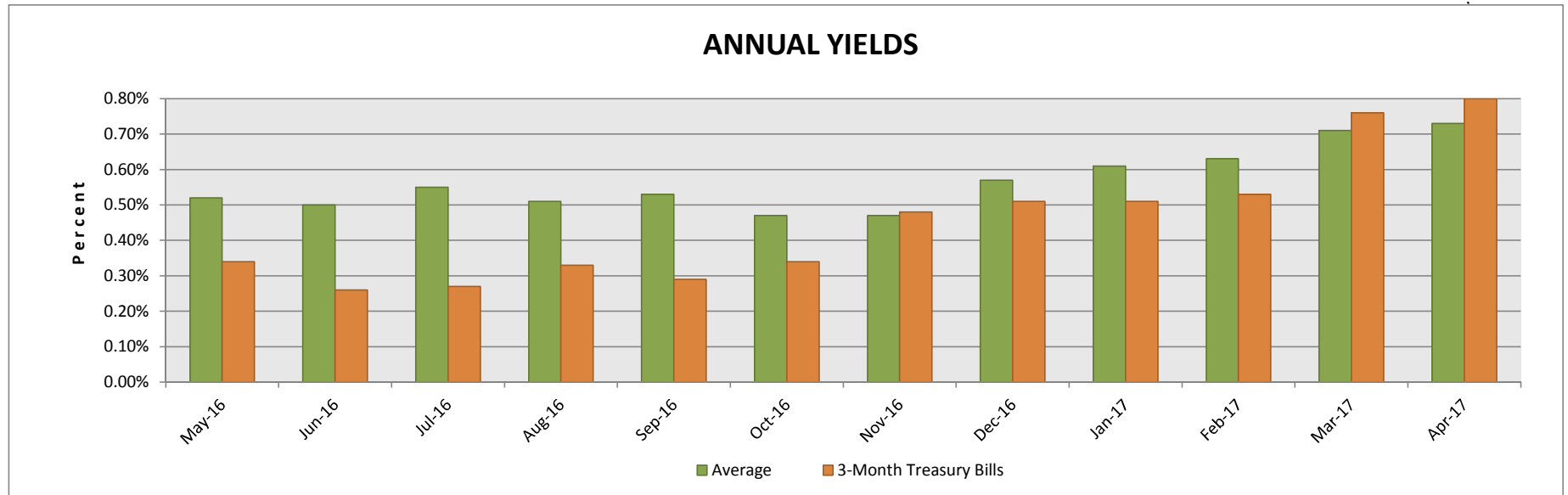
AAA Standard & Poor's, Moody's and Fitch rate credit quality on an A to C scale, with A generally regarded as "upper investment grade" and C as "speculative" (D would indicate default). Within each category are different gradients. The triple A rating indicates that the issuer's long term unsecured debt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

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

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

Funds (ooo's omitted)	May-16	Jun-16	Jul-16	Aug-16	Sep-16	Oct-16	Nov-16	Dec-16	Jan-17	Feb-17	Mar-17	Apr-17
Bi-State Investments	144,238	141,500	134,032	144,144	132,418	157,139	159,874	155,220	162,958	146,426	151,805	157,884
Bi-State Prop M Investments	53,310	53,951	45,424	44,917	44,979	52,115	51,693	51,713	51,535	50,600	50,669	49,633
Total	197,548	195,451	179,456	189,061	177,397	209,254	211,567	206,933	214,493	197,026	202,474	207,517
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	47,700	49,998	56,118	59,708	89,698	40,282	42,648	44,622	46,759	49,144	50,795	42,194

Yields\Rates Information	May-16	Jun-16	Jul-16	Aug-16	Sep-16	Oct-16	Nov-16	Dec-16	Jan-17	Feb-17	Mar-17	Apr-17
Bi-State	0.46%	0.45%	0.48%	0.44%	0.46%	0.41%	0.41%	0.48%	0.51%	0.54%	0.62%	0.64%
Prop M	0.70%	0.64%	0.74%	0.73%	0.73%	0.66%	0.67%	0.86%	0.90%	0.91%	0.98%	1.00%
Average	0.52%	0.50%	0.55%	0.51%	0.53%	0.47%	0.47%	0.57%	0.61%	0.63%	0.71%	0.73%
Trustee	1.23%	1.21%	1.05%	1.01%	0.77%	1.31%	1.29%	1.24%	1.21%	1.16%	1.14%	1.32%
3-Month Treasury Bills	0.34%	0.26%	0.27%	0.33%	0.29%	0.34%	0.48%	0.51%	0.51%	0.53%	0.76%	0.80%
1 Year Treasury	0.66%	0.44%	0.49%	0.59%	0.59%	0.66%	0.80%	0.85%	0.81%	0.88%	1.03%	1.07%
Fed Funds (target)	0.50%	0.50%	0.50%	0.50%	0.50%	0.50%	0.50%	0.75%	0.75%	0.75%	1.00%	1.00%
20-Year Municipals	3.26%	2.85%	2.85%	2.84%	3.06%	3.29%	3.80%	3.04%	3.83%	3.94%	3.86%	3.77%
SIFMA (BMA) Index (month end)	0.39%	0.41%	0.44%	0.63%	0.84%	0.63%	0.56%	0.72%	0.66%	0.62%	0.91%	0.90%



Diesel Fuel Hedging Program - FY 2017

	Diesel Fuel Budget \ Actual Comparison:	Apr-17	Year to Date	Life to Date
a	Gallons consumed-actual	414,221	4,481,163	78,667,512
b=(c/a)	Average cost per gallon-actual	\$ 1.68	\$ 1.61	\$ 2.12
c	Total Diesel Fuel Cost-Actual	\$ 694,276	\$ 7,219,739	\$ 166,437,345
d	Gallons consumed- budget	473,853	4,724,091	82,351,952
e=(f/d)	Average cost per gallon- budget	\$ 1.95	\$ 1.95	\$ 2.36
f	Total Diesel Fuel Cost- Budget	\$ 924,013	\$ 9,211,977	\$ 194,278,730
g=(f-c)	Budget Variance (Unfavorable)	\$ 229,737	\$ 1,992,238	\$ 27,841,385
h	Realized Futures Gains (Losses)	\$ 53,262	\$ (1,037,364)	\$ (2,720,611)
i=(c-h)	Net Cost of Fuel	\$ 641,014	\$ 8,257,103	\$ 169,157,956
j=(i-f)	Net Budget Variance (Unfavorable)	\$ 282,999	\$ 954,874	\$ 25,120,774
j=(i/f)	Net Cost of Fuel, Per Gallon, inc. Hedge	\$ 1.55	\$ 1.84	\$ 2.15
k=(e-i)	Net Budget Variance Per Gallon	\$ 0.40	\$ 0.11	\$ 0.21
Futures Activity:		Price of Barrel of Oil:		
	Futures Contracts Purchased	8	Date	Price
	Futures Contracts Sold	16	12/30/2016	\$ 53.72
	Futures Contracts Net Change at month end	(8)	01/31/2017	\$ 52.81
	Total Open Futures Contracts, at month end	203	02/28/2017	\$ 54.01
	Futures Contracts Unrealized Gain/(Loss) *	(\$274,399)	03/31/2017	\$ 53.83
	(% of Estimated Future Consumption)	73%	04/30/2017	\$ 49.33

* = At month end

Explanatory Notes:

Consumption budgeted at approximately 120,000 gallons per week.

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

A futures contract equals 42,000 gallons.

Numbers above rounded.

Amounts do not include transaction or consulting costs.

Futures Contracts are purchased from May 2017 through Jul 2019 (26 months).

Background:

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

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

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

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

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

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

Bi-State Development
FY'17 Projected Transit Cash Flow (draft, discussion only)
(dollars in thousands)

	Actuals	Actuals	Actuals	Actuals	Actuals	Actuals	Actuals	Actuals	Actuals	Actuals	Actuals	Actuals	Actuals	Actuals		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'18	
	2017	2016	2016	2016	2016	2016	2016	2017	2017	2017	2017	2017	2017	2018	2017	2017	2017	2017	2017	2017		
BEGINNING CASH BAL. OPER.&REV. FUNDS	\$50,600	\$32,000	\$15,400	\$26,500	\$24,000	\$56,800	\$56,600	\$52,400	\$58,400	\$41,500	\$47,000	\$53,000	\$41,000	\$32,000	\$32,700	\$26,270	\$35,735	\$37,223	\$39,133	\$38,531	\$32,700	
CASH RECEIPTS- SALES TAXES :																						
St Louis County 1/2 cent (est. 1974)	42,607	0	0	2,288	681	477	736	856	567	773	613	474	1,051	8,516	862	439	987	681	477	808	4,254	
St Louis City 1/2 cent (est. 1974)	19,586	2,022	928	2,136	1,628	1,030	2,015	1,710	996	2,043	1,590	1,049	2,215	19,362	2,022	928	2,136	1,628	1,030	1,967	9,711	
sub-total 1/2 cent (1974)	62,193	2,022	928	4,424	2,309	1,507	2,751	2,566	1,563	2,816	2,203	1,523	3,266	27,878	2,884	1,367	3,123	2,309	1,507	2,775	13,965	
Pledged to debt service X-County Bonds:																						
St Louis County 1/4 cent Prop M (1994)	43,355	0	0	0	15,224	2,796	3,818	4,185	3,178	3,889	3,361	2,863	3,137	42,451	4,252	2,648	4,699	3,624	2,796	4,026	22,045	
St Louis City 1/4 cent Prop M (1994)	10,348	0	0	0	3,565	550	1,025	874	441	1,127	855	531	870	9,838	1,028	489	1,163	884	550	1,037	5,151	
St Louis County 1/2 cent Prop A (2010)	54,338	0	0		30,505	5,574	7,634	8,352	6,353	7,776	6,709	5,723	10,755	89,381	8,503	5,354	9,403	7,246	5,574	8,043	44,123	
St Louis City 1/4 cent Prop M2 (2010)	10,348	0	0	0	3,565	550	1,025	874	441	1,127	855	531	870	9,838	1,028	489	1,163	884	550	1,037	5,151	
sub-total pledged sales taxes	118,389	0	0	0	52,859	9,470	13,502	14,285	10,413	13,919	11,780	9,648	15,632	151,508	14,811	8,980	16,428	12,638	9,470	14,143	76,470	
Debt Service X-County Bonds, Interest	(20,925)	0	0	0	(7,068)	(1,744)	(1,744)	(1,743)	(1,715)	(1,740)	(1,739)	(1,742)	(1,744)	(20,979)	(1,744)	(1,744)	(1,744)	(1,709)	(1,709)	(1,709)	(10,359)	
Debt Service X-County Bonds, Principal	(7,719)	0	0	0	(2,611)	(690)	(690)	(690)	(690)	(690)	(690)	(690)	(690)	(8,131)	(690)	(690)	(690)	(752)	(752)	(752)	(4,326)	
sub-total debt service	(28,644)	0	0	0	(9,679)	(2,434)	(2,434)	(2,433)	(2,405)	(2,430)	(2,429)	(2,432)	(2,434)	(29,110)	(2,434)	(2,434)	(2,434)	(2,461)	(2,461)	(2,461)	(14,685)	
sub-total pledged sales tax less debt	89,745	0	0	0	43,180	7,036	11,068	11,852	8,008	11,489	9,351	7,216	13,198	122,398	12,377	6,546	13,994	10,177	7,009	11,682	61,785	
TOTAL SALES TAX RECEIPTS LESS DEBT	151,938	2,022	928	4,424	45,489	8,543	13,819	14,418	9,571	14,305	11,554	8,739	16,464	150,276	15,261	7,913	17,117	12,486	8,516	14,457	75,750	
CASH RECEIPTS- OTHER:																						
Passenger Revenue, inc. Paratransit	54,973	4,026	3,951	5,585	4,953	3,851	3,392	4,108	3,374	6,014	2,853	2,695	2,550	47,352	4,026	3,951	5,585	4,953	3,851	3,392	25,758	
Other	23,078	5,569	2,364	11,205	387	2,875	5,512	2,152	3,554	2,089	5,063	1,281	521	42,572	2,500	2,500	2,500	2,500	2,500	2,500	15,000	
St. Clair County (inc. State of Illinois)	50,298	405	11,496	163	4,841	9,467	55	9,523	3,591	4,971	4,720	2,836	1,778	53,846	405	11,496	163	4,841	9,467	55	26,427	
State of Missouri	0	0	1	0	0	0	0	0	0	0	0	0	0	1	0	1	0	0	0	0	1	
Federal Assistance:																						
Maintenance	0	0	18,756	0	0	0	0	0	0	0	0	0	0	18,756	0	10,000	0	0	0	0	10,000	
CMAQ\JARC\ARRA\Other grants\reimb.	47,728	804	0	2,731	1,398	0	3,628	4,248	0	5,580	7,532	1,744	1,779	29,444	804	0	2,731	1,398	0	3,628	8,561	
TOTAL CASH RECEIPTS	328,015	12,826	37,496	24,108	57,068	24,736	26,406	34,449	20,090	32,959	31,722	17,295	23,092	342,247	22,996	35,861	28,096	26,178	24,334	24,032	161,497	
CASH DISBURSEMENTS:																						
Payroll & Related (not inc. OPEB)	(134,669)	(12,304)	(11,055)	(12,914)	(10,346)	(10,532)	(12,589)	(10,936)	(11,712)	(14,110)	(10,872)	(11,229)	(11,669)	(140,268)	(12,304)	(11,055)	(12,914)	(10,346)	(10,532)	(12,589)	(69,740)	
Accounts Payable	(157,706)	(12,761)	(13,837)	(10,917)	(12,348)	(8,355)	(12,848)	(11,577)	(21,603)	(9,431)	(9,878)	(10,040)	(13,868)	(147,463)	(12,761)	(13,837)	(10,917)	(12,348)	(8,355)	(11,848)	(70,066)	
Self-Insurance	(15,438)	(879)	(405)	(681)	(1,381)	(1,090)	(531)	(653)	(941)	(901)	(606)	(693)	(818)	(9,579)	(879)	(405)	(681)	(1,381)	(1,090)	(531)	(4,967)	
Other (int svc fund transfer, OPEB, Pension)	(35,602)	(3,482)	(1,099)	(2,096)	(193)	(4,959)	(4,638)	(5,283)	(2,734)	(3,017)	(4,366)	(7,333)	(5,037)	(44,237)	(3,482)	(1,099)	(2,096)	(193)	(4,959)	(4,638)	(16,467)	
TOTAL CASH DISBURSEMENTS	(343,415)	(29,426)	(26,396)	(26,608)	(24,268)	(24,936)	(30,606)	(28,449)	(36,990)	(27,459)	(25,722)	(29,295)	(31,392)	(341,547)	(29,426)	(26,396)	(26,608)	(24,268)	(24,936)	(29,606)	(161,240)	
CASH SURPLUS (DEFICIT)	(15,400)	(16,600)	11,100	(2,500)	32,800	(200)	(4,200)	6,000	(16,900)	5,500	6,000	(12,000)	(8,300)	700	(6,430)	9,465	1,488	1,910	(602)	(5,574)	257	
CUMULATIVE CASH SURPLUS (DEFICIT)	32,000	15,400	26,500	24,000	56,800	56,600	52,400	58,400	41,500	47,000	53,000	41,000	32,700	32,700	26,270	35,735	37,223	39,133	38,531	32,957	32,957	

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

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

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

**BI-STATE DEVELOPMENT
OPERATIONS COMMITTEE MEETING
OPEN SESSION MINUTES
MAY 16, 2017**

Committee Members in Attendance

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

Other Commissioners in Attendance

Vernal Brown (via phone)

Staff in Attendance

John Nations, President & CEO
Barbara Enneking, General Counsel and Deputy Secretary
Shirley Bryant, Certified Paralegal
Ray Friem, Executive Director Metro Transit
Barbara Georgeff, Director of Executive Services
Kathy Klevorn, Sr. Vice President, Chief Financial Officer
Jim Cali, Director Internal Audit
Lisa Burke, Executive Assistant
Mark Vago, Controller
Patti Beck, Director, Communications
Scott Grott, General Manager MetroLink
John Wagner, Director Research Institute
Kathy Brittin, Director, Risk Management, Safety & Claims
Richard Zott, Chief of Public Safety
Jerry Valley, External Communications Manager
Charles Stewart, Vice President Pension & Insurance
Jessica Mefford-Miller, Assistant Executive Director, Transit Planning & System Development
Virginia Alt-Hildebrandt, Manager Administrative Services
John Langa, Vice President Economic Development
Kerry Kinkade, Vice President, Chief Information Officer
Julianne Stone, Vice President Strategic Initiatives
Matthew Hibbard, Social Media Communications Manager
Les Nations, General Manager MetroBus
Kent Swagler, Director Corporate Compliance & Ethics
Michael Gibbs, Accountant Business Enterprise
Charles Priscu, Director Labor Relations

Others in Attendance

Taulby Roach, St. Clair County Transit District
Tom Curran, St. Louis County

1. **Call to Order**
8:00 a.m. Chairman Buehlhorn called the Open Session Operations Committee Meeting to order at 8:00 a.m.
2. **Roll Call**
8:00 a.m. Roll call was taken.
3. **Public Comment**
8:00 a.m. There was no public comment.
4. **Minutes from March 21, 2017 Operations Committee**
8:01 a.m. The March 21, 2017, Open Session Operations Committee Meeting minutes were provided in the Committee packet. A motion to approve the minutes was made by Commissioner Dietzel and seconded by Commissioner Holman. **Motion passed unanimously.**
5. **Sole Source Contract Award: Diverging Approach, Inc., Signal Crossing Gate Arms and Flashers, Central Corridor Transits Enhancement and Job Access (CCTEJA) Project**
8:01 a.m. The briefing paper regarding the sole source contract award for Diverging Approach, Inc., Signal Crossing Gate Arms and Flashers, Central Corridor Transit Enhancement and Job Access Project was provided in the Committee packet. Ray Friem, Executive Director of Metro Transit, provided a brief overview stating that this award is a single bid procurement rather than a sole source. Construction of the new MetroLink Station at Boyle Avenue requires realignment of the existing MetroLink tracks. The realignment will impact the existing grade crossings at Boyle Avenue and Sarah Street. Metro wanted to procure the signal gate crossing arms and flashers in advance of the Signal Package contract. A solicitation for the signal equipment was advertised on March 1, 2017. The Procurement Department confirmed that eighteen (18) vendors viewed the solicitation electronically, but only one proposal was received from Diverging Approach, Inc. The independent cost estimate for this equipment was just under \$234,000. The bid itself came in at \$242,400, which is within 5% of the cost estimate, and management recommends that the single bid procurement be awarded to Diverging Approach, Inc. in an amount not to exceed \$242,400. Commissioner Buehlhorn questioned why only one bid was received. In response, Mr. Nations informed the Committee that Larry Jackson, Executive Vice President for Administration would provide a written explanation before the Board reaches its final vote at the June 23, 2017 meeting. Management recommended that the Committee approve and forward to the Board for final approval the contract for the purchase of crossing gate arms and flashers to Diverging Approach, Inc. A motion was made by Commissioner Holman and seconded by Commissioner Dietzel to approve this agenda item as presented in the briefing paper and forward to the Board for final approval. **Motion passed unanimously.**
6. **Memorandum of Agreement with the Loop Trolley Company to Provide Trolley and Infrastructure Maintenance Support on the Loop Trolley System**
8:03 a.m. The briefing paper and draft Memorandum of Agreement (MOA) with the Loop Trolley Company to provide Trolley and Infrastructure Maintenance Support on the Loop Trolley System was provided in the Committee packet. Ray Friem, Executive Director Metro Transit, provided a brief overview. The Loop Trolley Transportation Development District (LTTDD) constructed and owns a trolley system within the cities of St. Louis and University City, Missouri. Revenue service is expected to begin in the summer of 2017. The Loop Trolley Company (LTC) will operate and maintain the Loop Trolley System (LTS) with a small staff to maintain trolleys and infrastructure. Certain maintenance and repair activities may require

specialized skills and facilities beyond the capacity of LTC; and therefore, they will outsource these specialized maintenance and repair activities. Because Metro has local experience maintaining and repairing a fleet of rail vehicles and related rail infrastructure, LTC has requested that Metro provide certain specialized maintenance and repair services. Metro and LTC are entering into a Memorandum of Agreement to use Metro's transit resources for maintenance and repair of LTC vehicles and infrastructure. Maintenance plans and schedules based on original equipment manufacturer recommendations, industry standards, and experience are being developed. When the plans are completed Metro and LTC will finalize a scope of maintenance services, based on available resources and budget. As part of the MOA, Metro is proposing a rate schedule to fully reimburse Metro for the cost of labor, equipment, material, and general and administrative costs that are used in the support of the LTS maintenance. Commissioner Zimmerman asked if Metro was using its existing employees or would new employees be hired to perform this work. In response, Mr. Friem stated that LTC is not hiring a full time employee but that is an option; and if they needed a full time track person, Metro would hire them and charge the cost to LTC. Currently, the amount of work on a 2.3 mile track can be absorbed into Metro's existing workforce. Metro does not intend to incur any additional costs in order to support this, but if that becomes an issue, the full time rate for one employee can be negotiated. This report was informational only and no Committee action was required, however, the Committee approved Metro supporting the LTS with this MOA. A copy of this report will be kept at the office of the Deputy Secretary.

7. 3rd Quarter Operations Report and Capital Projects Update

8:07 a.m. The 3rd Quarter Operations Report and Capital Projects Update was provided in the Committee packet. Ray Friem, Executive Director Metro Transit, provided a brief update. Cost profiles are under budget by 9.2%, wages and benefits are below budget by \$3.5 million, services are running \$5.7 million under budget; and approximately \$3 million of that is due to St. Louis County funding the County Police Department directly. Fuel expenses are \$2.5 million under budget, materials are \$2.4 million below budget, and utilities are \$1.2 million below budget. Revenues are lagging budget goals by \$5.8 million due largely to lower than expected ridership on fixed route service. Revenues are below FY2016 receipts by \$3.2 million for the same reason. Revenues are also impacted by a reduction in Medicaid contract service that is below service expectation by \$760,000 or 23% from expectations. MetroLink and Call-A-Ride were lower by over 2%, while MetroBus had a ridership loss of 5.7% for the quarter, and 7.1% year-to-date. The system had a total ridership loss of 4.4% for the quarter and 6.1% for the year, which are below budget estimates. MetroLink service profile levels remain unchanged, while Call-A-Ride has adjusted service levels according to current ridership trends. The service plan continues according to budget. The service miles and hours for fixed route service were impacted by scheduled increases in MetroBus service due to the implementation of the new North County Service package in March of 2016. Security activity shows that custodial arrests were up, summons activity was down, dispatch calls were fairly flat for the year, and valid security complaints increased by 68% for the 3rd quarter. Most of the complaints were in the month of March after the two incidents that occurred on MetroLink. On-time performance is stable or improving for all modes. Total accidents are down and maintenance data show lower mean distance between failures, but each mode is still above industry averages. Lower ridership and alternative ways to access system information continue to contribute to lower overall call volumes in Customer Service. Some discussion followed regarding ridership loss, security on the system, public safety and plans to increase 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.

8. Metro Transit/Bi-Development 2018 Projects, Initiatives, Visions

8:27 a.m. The Metro Transit/Bi-State Development 2018 Projects, Initiatives, Visions report was provided in the Committee packet. Ray Friem, Executive Director Metro Transit, provided a brief overview outlining the status of projects previously approved by the Board. Included in the presentation was Attachment A, an outline of the team members and their responsibilities; and Attachment B, that provided a unit by unit review of projects and initiatives that are scheduled for 2018 and beyond. 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.

9. Unscheduled Business

8:47 a.m. There was no unscheduled business.

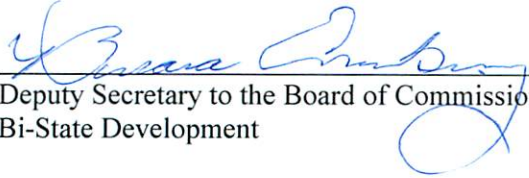
10. Call of Dates for Future Committee Meetings

8:47 a.m. The Committee was advised of upcoming meetings as follows:

Audit, Finance & Administration Committee:	Thursday, May 18, 2017, 8:00 a.m.
Board Meeting:	Friday, June 23, 2017, 8:00 a.m.
Operations Committee:	Tuesday, August 25, 2017, 8:00 a.m.

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

8:48 a.m. Pursuant to the requirements of Bi-State Development Board Policy, Chapter 10, Section 10.080(D); (1); (5); (11); and (17), Chairman Buehlhorn requested a motion to allow the Committee to go into closed session. A motion to go into Executive Session was made by Commissioner Holman and seconded by Commissioner Golliday. A roll call vote was taken, and the Commissioners present, Holman, Buehlhorn, Dietzel, Golliday, Zimmerman and Brown voted to approve this agenda item. **Motion passed unanimously, and the Open Session meeting was adjourned at 8:48 a.m.**



Deputy Secretary to the Board of Commissioners
Bi-State Development

**BI-STATE DEVELOPMENT
AUDIT, FINANCE & ADMINISTRATION COMMITTEE MEETING
OPEN SESSION MINUTES
MAY 18, 2017**

Committee Members in Attendance

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

Other Commissioners in Attendance

None

Staff in Attendance

John Nations, President & CEO
Barbara Enneking, General Counsel and Deputy Secretary
Shirley Bryant, Certified Paralegal
Jim Cali, Director of Internal Audit
Ray Friem, Executive Director Metro Transit
Larry Jackson, Executive Vice President for Administration
Kathy Klevorn, Sr. Vice-President and Chief Financial Officer
Barbara Georgeff, Director of Executive Services
Brenda Krieger, Executive Assistant
Mark Vago, Controller
Tammy Fulbright, Director Treasury Services
Kent Swagler, Director Corporate Compliance and Ethics
Jonathan Frederick, Director Accounting & Budget
Michael Gibbs, Accountant Business Enterprise
Gary Smith, Internal Audit Intern
Kathy Brittin, Director Risk Management, Safety & Claims
Patti Beck, Director Communications
Dianne Williams, Vice President Communications & Marketing
David Toben, Director Benefits
Kerry Kinkade, Vice President and Chief Information Officer
Maryanne Coley, Manager Benefits
Ken Franklin, Vice President Governmental Relations & Policy Initiatives
Charles Stewart, Vice President Pension & Insurance
Angela Staicoff, Sr. Internal Auditor
Kailey Braddy, Internal Audit Intern
Kelli Fitzpatrick, Sr. Internal Auditor, Part-time
Andrew Ghiassi, Manager Safety & Loss Control
Virginia Alt-Hildebrandt, Manager Administrative Services
Francoise Lyles-Wiggins, Supplier Diversity Manager

Others in Attendance

Scott Nickerson, Crowe Horwath

1. **Call to Order**

8:00 a.m. Chair Gully called the Open Session Audit, Finance and Administration Committee Meeting to order at 8:00 a.m.

2. **Roll Call**

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

3. **Public Comment**

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

Commissioner Gully congratulated Kathy Klevorn, Sr. Vice President and Chief Financial Officer, for her nomination for a CFO of the Year award.

4. **Audit, Finance and Administration Committee Open Session Minutes: March 24, 2017**

8:01 a.m. The March 24, 2017, Open Session Audit, Finance and Administration Committee Meeting minutes were provided in the Committee packet. A motion to approve the minutes as presented was made by Commissioner Schoemehl and seconded by Commissioner Gully. **Motion passed unanimously.**

5. **FY2018 Annual Audit Work Plan and Risk Assessment**

8:01 a.m. The FY18 Annual Audit Work Plan and Risk Assessment was provided in the Committee packet. Jim Cali, Director Internal Audit, provided a brief overview. The Audit Work Plan for FY18 was developed with input from Agency management. A recently adopted leadership training program provided an awareness of the services the Internal Audit Department (IAD) provides, which resulted in a number of audits and/or risk assessment requests from management. The audit work plan incorporates a risk based analysis of the Agency's operations in order to determine which audits will be performed during this fiscal year. In developing the proposed audit work plan, special attention was given to the auditable units associated with the passenger revenue systems. IAD, with the assistance of Senior Management, compiled a Risk Assessment, taking into consideration probable risk factors and potential exposures BSD could experience. The comprehensive Risk Assessment analysis identified a total of 120 auditable units. The listings of all the audits planned for FY18 are provided in Exhibit A on page 8 of the draft copy of the FY18 Annual Audit Work Plan. A motion was made by Commissioner Schoemehl and seconded by Commissioner Gully to approve this agenda item as presented. **Motion passed unanimously.**

6. **Internal Audit Status Report – 3rd Quarter FY2017**

8:03 a.m. The Internal Audit Status Report, 3rd Quarter FY17 was provided in the Committee packet. Jim Cali, Director Internal Audit, provide a brief overview. In addition to tracking the status of current audits and special projects, this report also highlights the follow-up activity related to the implementation of recommendations from prior audits. BKD, a certified public accounting firm, who are also our neighbors on the 6th floor, was engaged to perform the audit of BSD's health insurance claims. They completed the review of the claims for Cigna and Delta Dental, and during the 3rd quarter, they began the review of the claims processed for pharmacy by Express Scripts. BKD plans to have their complete report for presentation at the August Audit Committee meeting. The Internal Audit Department (IAD) performed the review of the Shaw Park Garage Transit Center expenses that were submitted by St. Louis County. Gary Smith, an Intern in IAD was assigned this task. Mr. Smith's review of the billing identified a significant billing error on the part of St. Louis County, which was corrected in April and the Agency received a credit of \$21,112. IAD also worked with Procurement to issue an on call contract to provide accounting, auditing, tax

planning, and consulting services to Arts-In-Transit and the Bi-State Development Research Institute, the two 501(c)(3) non-profit corporations that BSD supports. A review of five (5) proposals concluded with the selection of Schowalter & Jabouri, P.C. to be engaged for that task. Mr. Cali introduced Kailey Braddy, a college student intern, to replace Amy Olden, a former IAD Intern who recently accepted a position with a local Fortune 100 company. This report was informational only and no Committee action was required. A copy of the report will be kept at the office of the Deputy Secretary.

7. Internal Audit Follow-Up Summary, 3rd Quarter FY17

8:05 a.m. The Internal Audit Follow-Up Summary, 3rd Quarter FY17 was provided in the Committee packet. Jim Cali, Director Internal Audit provided a brief overview. In accordance with Board Policy the Internal Audit Department (**IAD**) is tasked with doing a follow-up of previously concluded audits. To ensure compliance, IAD regularly monitors the status of recommendations. Each recommendation has been reviewed and its status is either listed as “completed”, “outstanding” or “overdue.” At this time, there are no items overdue and Agency management has done a tremendous job keeping track of the corrective action plans going forward. This report was informational only and no Committee action was required. A copy of the report will be kept at the office of the Deputy Secretary.

8. Treasury-Safekeeping Quarterly Accounts Audit – Ending December 31, 2016

8:07 a.m. The Treasury-Safekeeping Quarterly Accounts Audit – Ending December 31, 2016 was provided in the Committee packet. Jim Cali provided a brief overview. The Internal Audit Department (**IAD**) is tasked with the responsibility to perform a quarterly audit of the Agency’s safekeeping funds. IAD reviewed the Treasurer’s report as of December 31, 2016 to identify the securities classified under the Safekeeping Accounts criteria. IAD independently verified the existence and the investments held by the bank custodians and confirmed all balances presented on the Treasurer’s report were accurate and recorded with no exceptions. As of December 31, 2016, the Agency has approximately \$82 million in U.S. Treasury and Government Agency securities. The sales tax capital represents \$68.6 million, self-insurance funds consist of approximately \$6.4 million, and the remaining securities represent \$7 million in internally restricted funds. 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. 3rd Quarter Financial Statement

8:09 a.m. The 3rd Quarter Financial Statements were provided in the Committee packet. Jonathan Frederick, Director Accounting & Budget, provided a brief overview. Bi-State Development (**BSD**) business and self-insurance divisions had combined assets of \$1.46 billion. The 3rd quarter, FY17 income before depreciation was \$10.1 million compared to a budget of \$0.6 million for a positive variance of \$9.5 million. The 3rd Quarter income from FY16 was \$16.8 million and that is approximately a \$6.7 million decrease in income before depreciation for FY17. The Net Loss after depreciation was \$46.8 million. The financial statement package includes the analysis and financial position of each BSD business division.

Executive Services - BSD partnered with the Urban Land Institute, St. Louis, and the University of Missouri, St. Louis, public policy administration program to offer a 24 hour Chancellor’s Certificate Program in the Fundamentals of Economic Development. Income before depreciation for Executive Services was \$220.5 thousand, total revenue \$2.9 million an increase of \$283.2 thousand over the prior year, and total expenses of \$2.6 million which represents an increase of \$213.3 thousand over the prior year.

Gateway Arch – The Arch opened April 19, 2017 with one tram in operation, the second tram is scheduled to open in late May. The loss before depreciation was \$539.8 thousand, total revenue was \$3.8 million, an increase of \$715.4 thousand over prior year. The tram ridership for FY17 is down 16.9% compared to FY16, but the increase of \$715.4 thousand represents a strategic change in ticketing pricing resulting in an increase in revenue. Total expenses were \$4.4 million, an increase of \$2.8 million over prior year.

Riverboats - The riverboats began the 2017 season in March and are experiencing an increase in passengers and cruises, due to the lack of flood days and Arch trams closure. Income before depreciation was \$108.3 thousand compared to a loss of \$223.6 thousand in FY16. Performance metrics for the riverboats, passenger boardings have increased 51.6% over the last year, and that is directly attributed to the lack of flood days. Cruises have also increased by 47.9% and days of operations have increased 20.1%. Total revenue was \$1.9 million, which is more than 44.75% greater than FY16. Total expense was \$1.8 million compared to \$1.5 million in FY16 and that increase is mainly due to normal operating costs for a larger volume of cruises.

St. Louis Downtown Airport – In late March, the St. Louis Aviation community turned out for an open house to welcome Gateway Jets to their new location at the St. Louis Downtown Airport. Loss before depreciation was \$69.7 thousand, unfavorable compared to a net loss of \$46.8 thousand in FY16. Revenue decreased approximately \$6.6 thousand under FY16. The decreased revenue is due to lower aviation sales flowage, concessions, and interest income. Expense was \$1.2 million, an increase of \$16.2 thousand over FY16, mostly due to the increases in services for legal and consulting for future airport projects.

Metro – As a nationally recognized leader in vehicle maintenance, Metro celebrated the achievement of a million mile bus. What may be even more impressive is that in the coming years there may be more than a dozen that make that mark. Income before depreciation was \$10.6 million, a \$3.3 million increase over FY16. Total revenue was \$219.5 million, down \$6.1 million from the prior year, with a majority of the decrease in passenger revenue. Passenger revenue has decreased about \$3.2 million over FY16, as a direct result of passenger boardings decrease of 6.7% for the total system. The most recent data available shows that the Agency's peer transit systems are also experiencing ridership loss. Total expense was \$208.9 million down \$2.8 million from FY16.

St. Louis Freightway – The Freightway held their annual meeting on May 10, 2017. Loss before depreciation was \$302.8 thousand. Total revenue was \$138.3 thousand that includes Partnership revenue fees from East West Gateway Council of Governments (EWGCG) and the Leadership Council of Southwestern Illinois. Total expense was \$441.1 thousand and that is mainly consulting and wage costs.

Bi-State Development Research Institute – Net loss was \$54.8 thousand. Revenue was \$429 that includes the final reimbursement amount related to the Missouri Health Foundation grant held over from FY16. Expense was \$55.2 thousand and the majority of that amount is for consulting services and materials related to the completion of the Missouri Health Foundation grant. Additional expenses and services are mainly due to the start of a new Food Kiosk Program project.

Arts-In-Transit – The net income was \$10.6 thousand, total revenue was \$32.5 thousand, which includes the annual contribution from the Regional Arts Commission and proceeds from a bus painting event. The total expense was \$21.9 thousand.

The Health Self-Insurance Fund net loss before transfers was \$38.8 thousand and total revenue was \$22.2 million compared to \$24.6 million in FY16. Total expense was \$22.1 million compared to \$23.2 million in FY16. Casualty Self-Insurance loss before transfers was \$432.8 thousand, total revenue was \$3.9 million, and total expense was \$3.5 million. Both Casualty and Workers Compensation are new funds so their comparative data to FY16 is not available. Workers Compensation loss before transfers was \$262.9 thousand, total revenue was \$3.8 million and total expense was \$4.1 million. 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. 3rd Quarter Performance Indicators

8:18 a.m. The 3rd Quarter Procurement Indicators Report was provided in the Committee packet. Jonathan Frederick discussed the 3rd Quarter Performance Indicators during his presentation of Agenda Item #9. 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. March Treasury Report

8:18 a.m. The March Treasury Report was provided in the Committee packet. Tammy Fulbright, Director Treasury Services, provided a brief overview. BSD directed \$202 million in cash and investments; and investments had an average yield of .71% for the month of March. The Federal Reserve (**Fed**) raised rates three times and the current rate ranges between .75% and 1%. The most recent Fed rate was at .91% and the Fed is optimistic that they will raise rates twice this year, but analysts are not so optimistic and think rates might be raised one more time this year based on economic conditions. If there is one more increase, there is a 70% chance that it would happen in June. In the summer months BSD requires more liquidity in its cash flow, so a rate increase at that time would be very beneficial and increase the yield on short term investments. If the rates are raised in June, we could possibly see 2% ranges. Another advantage would be in the fall when BSD is going out to invest, there would be better opportunities available. The Trustee Directed Funds are approximately \$51 million and the rate of return is approximately 1.14%. BSD had one maturity from February to March and was able to invest it short term, and with rates increasing it kept the total average rate of return steady. As we have some maturities those rates will increase as well. 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.

12. 3rd Quarter Procurement Report

8:22 a.m. The 3rd Quarter Procurement Report was provided in the Committee packet. Larry Jackson, Executive Vice President for Administration, provided a brief overview stating that this report was informational only. He noted that the non-competitive or sole source procurement for the quarter was at 9.3% of total purchases and for the twelve months to date was running at 8.9% so at this point in time we are under our 10% goal we try to hit every year. He acknowledged that he owes the Board some information from the meeting on Tuesday that he was not able to attend and he will get that to the Board as soon as he gets all his information together. The question raised concerned one of the sole source contracts and requested an explanation as to why we only received one bid. We will address this inquiry and add this information to the briefing paper for the Board meeting. 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. Disadvantaged Business Enterprise Program (DBE) Update

8:23 a.m. The Disadvantaged Business Enterprise Program (DBE) Update was provided in the Committee packet. Larry Jackson, Executive Vice President for Administration, introduced Francoise Lyles-Wiggins, Supplier Diversity Manager, to provide a brief overview. The Disadvantaged Business Program has been in effect for more than 20 years through the United States Department of Transportation (USDOT). Bi-State Development (BSD), as a recipient of financial assistance through the Federal Transit Administration (FTA), is required to maintain a DBE Program. BSD's Office of Supplier Diversity (OSD) administers that program in accordance with the USDOT requirements and ensures that DBE firms are afforded viable opportunities to participate on BSD projects agency wide. The FTA approved BSD's 2016-2018 DBE overall goal of 20% participation, with 15% achieved through race neutral means and 5% through race conscious means. During Federal Fiscal Year (FFY) 2012 and 2013, BSD exceeded its projected goal of 16%, and an adjustment to the contract goal was implemented. That adjustment resulted in a shortfall at the end of FFY 2015. A shortfall analysis report was developed and submitted, in accordance with FTA policies, and submitted to the FTA for review and approval on January 19, 2016. OSD outlined and implemented a corrective action plan. A review of the DBE commitments, awards and payments for FFY 2016 indicated that BSD only achieved 11% DBE participation, which was a 9% shortfall. A shortfall status report and BSD's corrective action plan was submitted to the FTA on April 21, 2017 for their review and approval. The FFY 2016 status report outlined BSD's small business strategies to assist small businesses with business development, growth and sustainability. BSD through a collaborative effort with its partners, the Missouri Department of Transportation (MoDOT), the City of St. Louis, and St. Louis International Airport, developed a comprehensive educational program designed to assist small businesses meet the contractual requirements of USDOT-assisted contracts, make a profit, avoid loss and attain sustained capacity for growth and longevity. OSD has also partnered with the USDOT Small Business Transportation Resource Center (SBTRC) – Central Region in an effort to increase the number of small businesses prepared to compete for and enter into transportation related prime and subcontract opportunities. Mr. Jackson congratulated Ms. Lyles-Wiggins on doing an excellent job on the oversight of this program as well as the success of the outreach and educational programs being conducted in cooperation with BSD's partners to assist the small, disadvantaged business community. Some discussion followed regarding the method for certifying DBE/WBE in both Missouri and Illinois. This report was informational only and no Committee action was required. A copy of the report will be kept at the office of the Deputy Secretary.

14. Unscheduled Business

8:42 a.m. John Nations congratulated Kathy Klevorn, Vice President & Chief Financial Officer on being nominated for CFO of the Year.

15. Call of Dates for Future Committee Meetings

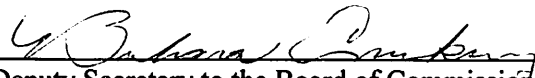
8:42 a.m. The Board was advised of the upcoming meetings, as follows:

Board Meeting:	Friday, June 23, 2017, 8:00 a.m.
Operations Committee:	Tuesday, August 15, 2017, 8:00 a.m.
Audit, Finance & Administration Committee:	Friday, August 25, 2017, 8:00 a.m.

16. Adjournment to Executive Session

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

8:42 a.m. Pursuant to the requirements of Section 10.080 (D) (1), (15), and (16) of the Bi-State Development Board Policy, Chapter 10, Section 10.080, Chair Gully requested a motion to allow the Committee to go into closed session. A motion to go into Executive Session was made by Commissioner Schoemehl and seconded by Commissioner Gully. A roll call vote was taken and the Commissioners present, Gully and Schoemehl voted to approve this agenda item. **Motion passed unanimously, and the Open Session meeting was adjourned at 8:42 a.m.**



Deputy Secretary to the Board of Commissioners
Bi-State Development

Open Session Item

9

From: John M. Nations, President and CEO
Subject: **Memorandum of Agreement with the Loop Trolley Company to Provide Trolley and Infrastructure Maintenance Support on the Loop Trolley System**
Disposition: Information
Presentation: Raymond A. Friem, Executive Director Metro Transit, Scott D. Grott, General Manager MetroLink

Objective:

To present to the Board of Commissioners information regarding a Memorandum of Agreement (MOA) with the Loop Trolley Company (LTC), a Missouri not-for-profit corporation, which provides operations and maintenance for the Loop Trolley Transportation Development District (LTTDD), in order for BSD to provide trolley and infrastructure maintenance support on the Loop Trolley System (LTS).

Committee Disposition:

This item was presented and discussed at the Operations Committee meeting on May 16, 2017. The Committee approved of BSD supporting the LTS through an MOA with the LTC. The MOA with the LTC is a maintenance contract to provide trolley and infrastructure maintenance support to the LTS. The MOA establishes a fee schedule for BSD work performed on the LTS and ensures that BSD will be fully compensated for any services or work performed according to the compensation schedule within the MOA.

Board Policy:

No Board Policy applies.

Funding Source:

LTC will reimburse BSD for all work performed and materials used per the MOA.

Background:

The LTTDD constructed and owns a 2.2 mile heritage trolley system within the cities of St. Louis and University City, Missouri, referred to as the Loop Trolley System. The LTTDD expects to begin revenue service of the Loop Trolley in the summer of 2017. The LTTDD has contracted with the LTC, a Missouri not-for-profit corporation, to operate and maintain the LTS.

While the LTC expects to employ a small staff to maintain trolleys and infrastructure, LTC has determined that certain maintenance and repair activities may require specialized skills and facilities beyond the capacity of the LTC, and consequently will outsource these certain specialized maintenance and repair activities. Due to BSD's locally unique experience maintaining and repairing a fleet of rail vehicles and related rail infrastructure, LTC has requested that BSD provide certain specialized maintenance and repair services. BSD and the LTC are entering into an MOA in order to make use of BSD's transit resources for the maintenance and repair of certain LTC vehicles and infrastructure.

Analysis:

BSD staff continues to assist LTC staff in developing maintenance plans and schedules using original equipment manufacturer recommendations, industry standards, and experience. Once the maintenance plans are finalized, BSD and LTC will determine a scope of maintenance services, based on available resources and budget.

As part of the MOA, BSD is proposing a rate schedule that will fully reimburse BSD for the cost of labor, equipment, material, and general and administrative overhead utilized in the support of LTS maintenance.

Board Action Requested:

None, this is informational only.

Attachment: Draft Memorandum of Agreement

Open Session Item 9
Attachment

***Metro-Loop Trolley Company Agreement, prepared by the Loop
Trolley Company, Inc., May 1, 2017 Clean Version***

MEMORANDUM OF AGREEMENT

By and Between

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

and

THE LOOP TROLLEY COMPANY

Dated as of _____

Contract # _____

MEMORANDUM OF AGREEMENT

THIS MEMORANDUM OF AGREEMENT (the "Agreement") is dated as of XXXX, 2017, by and between THE LOOP TROLLEY COMPANY, a Missouri not-for-profit Corporation ("LTC" or "Loop Trolley Company"), and THE BI-STATE DEVELOPMENT AGENCY OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT ("Metro"), an interstate transportation authority created by Section 70.370 et seq. of the Missouri Revised Statutes and Chapter 1 Section 63r-1 et seq. of the Illinois Compiled Statutes as a body politic and corporate (jointly referred to herein as the "Compact").

WITNESSETH:

WHEREAS, the Loop Trolley Company, as a Missouri not-for-profit corporation is authorized to enter into contracts with Metro and others in order to carry out the purposes set out in the LTC's Articles of Incorporation; and, to contract and be contracted with; to do all things whatsoever expedient for the operation of a public not-for profit trolley line in the City of St. Louis and St. Louis County; and is authorized to conduct any activity permitted by a Missouri nonprofit corporation;

WHEREAS, Metro is authorized to plan, construct, operate and maintain passenger transportation facilities and rail terminal facilities; to disburse funds for its lawful activities; to contract and be contracted with; and to perform all other necessary and incidental functions;

WHEREAS, pursuant to such authority, Metro operates and maintains a light rail transit system, including a fleet of rail transit vehicles, and the infrastructure necessary to operate the rail transit system, which includes preventive maintenance and repairs to such vehicles and infrastructure;

WHEREAS, the Loop Trolley Company is responsible for the operation and maintenance of a historic trolley line, including trolley vehicles;

WHEREAS, the Loop Trolley Company operates a maintenance facility and employs a small staff to maintain trolleys and infrastructure;

WHEREAS, the Loop Trolley Company has determined that certain maintenance and repair activities may require specialized skills and facilities that are beyond the capacity of the organization;

WHEREAS, it is cost-effective and beneficial to the Loop Trolley Company to outsource certain specialized maintenance and repair activities;

WHEREAS, Metro has experience in maintaining and repairing a fleet of public vehicles and related infrastructure;

WHEREAS, both Metro and the Loop Trolley Company have the authority to cooperate with one another for furtherance of their purposes; and

WHEREAS, Metro and the Loop Trolley Company are entering into the Agreement to provide for Metro's maintenance and repair of Loop Trolley Company vehicles and infrastructure.

NOW, THEREFORE, in consideration of the mutual promises and covenants contained herein, the parties hereto agree as follows:

ARTICLE I

DEFINITIONS

Section 1.1 Definitions of Words and Terms. The words and terms as used this Agreement shall have the following meanings:

"Agreement" means this Memorandum of Agreement, as from time to time amended in accordance with the terms hereof.

"Agreement Term" means the term of this Agreement as provided in Section 7.6.

"Authorized Agency Representative" means the {position title(s) to be provided by Metro} or such other person at the time designated in writing to act on behalf of Metro.

"Authorized LTC Representative" means the Director of Operations, Maintenance Leader, the Executive Director or such other person at the time designated in writing to act on behalf of the LTC.

"Compact" means the compact between the States of Missouri and Illinois pursuant to which Metro was organized and created as a body politic and corporate authorized by Section 70.370 et seq. of the Missouri Revised Statutes and Chapter 127, Section 63r-1 et seq. of the Illinois Compiled Statutes and as ratified by the United States Congress.

"LTC" means the Loop Trolley Company, Inc. a Missouri not-for-profit corporation.

"Metro" means The Bi-State Development Agency of the Missouri-Illinois Metropolitan District, doing business as Metro, an interstate transportation authority created by Section 70.370 et seq. of the Missouri Revised Statutes and Chapter 127, Section 63r-1 et seq. of the Illinois Compiled Statutes as a body corporate and politic, and its successors and assigns.

"Resolution" means one or more to be adopted by the Metro Board of Commissioners to provide for the authorization of this Agreement.

Section 1.2. Rules of Interpretation.

(a) Words of the masculine gender shall be deemed and construed to include correlative words of the feminine and neuter genders. Unless the context indicates otherwise, words importing the singular number shall include the plural and vice versa, and words importing persons shall include firms, associations and corporations, including public bodies, as well as natural persons.

(b) All references in this Agreement to designated "Articles," "Sections" and other subdivisions are, unless otherwise specified, to the designated Articles, Sections and subdivisions of this instrument as originally executed. The words "herein," "hereof," "hereunder" and other words of similar import refer to this Agreement as a whole and not to any particular Article, Section or other subdivision.

(c) Whenever an item or items are listed after the word "including," such listing is not intended to be a listing that excludes items not listed.

ARTICLE II

REPRESENTATIONS

Section 2.1. Representations by Metro. Metro makes the following representations as the basis for the undertakings on its part herein contained:

(a) Metro is an interstate transportation authority created by and pursuant to the Compact as a body corporate and politic.

(b) Metro has lawful power and authority under its Compact to enter into the transactions contemplated by this Agreement and to carry out its obligations hereunder. By proper action of its Board of Commissioners, Metro been duly authorized to execute and deliver this Agreement, acting by and through its duly authorized officers.

(c) Beyond initial approval, no further actions or approvals by the Board of Commissioners are necessary in connection with this Agreement.

(d) The execution and delivery of this Agreement, the consummation of the transactions contemplated hereby, and the performance of or compliance with the terms and conditions of this Agreement by Metro will not conflict with or result in a breach of any of the terms, conditions or provisions of, or constitute a default under, any restriction or any agreement or instrument to which Metro is a party or by which it, or any of its property, is bound, or Metro's Compact or Bylaws, or any order, rule or regulation applicable to Metro or any if its property by any court or governmental body, or result in the creation or imposition of any prohibited lien, charge or encumbrance of any nature whatsoever upon any of the property or assets of Metro under the terms of any instrument or agreement to which Metro is party.

Section 2.2. Representations by the Loop Trolley Company. LTC makes the following representations as the basis for the undertakings on its part herein contained:

(a) The Loop Trolley Company, is a currently registered Missouri public benefit corporation.

(b) The Loop Trolley Company. has lawful power and authority to enter into this Agreement and to carry out its obligations hereunder. By proper action of its Board of Directors, the LTC has been duly authorized to execute and deliver this Agreement, acting by and through its duly authorized officers.

(c) No further actions or approvals are necessary in connection with this Agreement.

(d) The execution and delivery of this Agreement, the consummation of the transactions contemplated hereby, and the performance of or compliance with the terms and conditions of this Agreement by the Loop Trolley Company will not conflict with or result in a breach of any of the terms, conditions or provisions of, or constitute a default under, any mortgage, deed of trust, lease or any other restriction or any agreement or instrument to which the LTC is a party or by which it or any of its property is bound, or any order, rule or regulation applicable to the LTC or any of its property of any court or governmental body, or result in the creation or imposition of any prohibited lien, charge or encumbrance of any nature whatsoever upon any of the property or assets of the LTC under the terms of any instrument or agreement to which the LTC is a party.

ARTICLE III

IMPLEMENTATION AND SERVICES

Section 3.1. Preventive Maintenance, Scheduled Repairs, and Breakdown and Emergency Repairs Trolley and Trolley Rail Systems: Preventive maintenance, scheduled repairs, and breakdown, and emergency repairs will be performed as follows:

3.1.a. Loop Trolley Fleet. The LTC plans to employ technicians to perform routine preventive maintenance and standard breakdown repairs on the trolley fleet. A schedule of additional preventive maintenance and breakdown repairs for the LTC Trolley Fleet will be performed by Metro on the LTC Fleet as mutually agreed to by the parties and as delineated in **EXHIBIT B**, "Fleet Preventive Maintenance Schedule."

The Fleet Preventive Maintenance Schedule may be modified from time to time by the LTC. Changes will be approved by both Parties.

Metro may be requested to provide on-call breakdown and emergency service for the LTC Fleet.

3.1.b. Loop Trolley Rail Systems. The Loop Trolley Company does not plan to initially employ personnel who might be fully qualified to maintain and repair certain trolley rail systems necessary to operate trolley service; such trolley rail systems include: track, track switches; all elements of the traction power system, including: trolley wire and support hardware, power switches, traction power substations; and other equipment. Preventive maintenance on LTC trolley rail systems will be performed by Metro as needed and mutually agreed to by the parties and as delineated in **EXHIBIT C**, "Trolley Rail Systems Preventive Maintenance Schedule." The Trolley Rail Systems Preventive Maintenance Schedule may be modified from time to time by the LTC. Changes will be approved by both Parties.

Additionally, Metro will provide on-call breakdown and emergency services for trolley rail systems as described above. On-call breakdown and emergency services will be prioritized and

dispatched by the LTC. See section 3.7 for method to obtain authorization for breakdown or emergency services.

Section 3.2. Efficient Delivery of Services. The LTC recognizes that Metro resources may at times be unavailable, including for on-call breakdown and emergency service, due to requirements to maintain and repair the MetroLink light rail system. Metro will make every effort to meet the preventative maintenance schedule, and to promptly respond to emergencies.

Section 3.3. Notification Method. The LTC with consultation with Metro will develop a method of notification and maintain a contact list as necessary to ensure efficient and effective performance of these services.

Section 3.4. Maintenance Service Charges. Metro agrees to provide qualified personnel necessary to provide the services outlined in Subsections 3.1.a and 3.1.b (above). Metro will bill the Loop Trolley Company, and the LTC has agreed to pay, at the rates for labor, vehicles and equipment as set out in *EXHIBIT A* for each hour of work by a Metro employee performing the above listed work on LTC trolleys, trolley rail systems, and equipment. Metro and the LTC will mutually agree upon a suitable and verifiable method of requesting and documenting employee work time utilized for billable work. The parties understand that the listed hourly rate includes an allocated cost for benefits, and overhead, including indirect management, and administrative expenses. The overtime rate is applicable when an employee, assigned to perform tasks on the Loop Trolley, is subject to overtime pay as defined by the applicable Metro bargaining agreement, or the Metro compensation policy. Metro will charge the LTC, and the LTC has agreed to pay, for such overtime work at the overtime rate for each job class set out below for each hour of overtime work performed.

Metro will charge the LTC, and the LTC has agreed to pay, for vehicles and equipment utilized by Metro crews during maintenance or repair activities performed for LTC. Billing rates for vehicles and equipment are listed in *EXHIBIT A*. Hand tools utilized by Metro will be provided at no additional charge, unless otherwise agreed to by both Parties.

Section 3.5. Parts. The LTC agrees to pay Metro the cost of all parts purchased to maintain or repair the LTC Trolleys, Trolley Rail Systems and other equipment, plus an additional 15%. The LTC may direct Metro to purchase parts from the supplier of the LTC's choice; however, Metro will procure parts for the LTC Fleet and equipment from Metro's normal supplier, unless otherwise expressly requested by the LTC. Metro agrees to use the LTC's stock of repair parts, if any, at no charge, until that stock is depleted.

Section 3.6. Subcontractor Markup. Metro does not have the expertise or equipment for some repair activities (i.e. track replacements or repairs, UT Testing of rail, geometry testing of rail, and other specialized testing or repairs). The LTC may choose to contract directly with vendors or contractors that can perform these tasks. If the LTC chooses to direct Metro to subcontract for these activities, the LTC agrees to pay Metro Subcontractor costs plus a 15% markup.

Section 3.7. Prior Notification and Approval. If a repair activity is estimated to exceed \$5,000 for an individual repair, including parts and labor, it constitutes a major repair and Metro shall receive written authorization from the LTC Representative before proceeding. For emergency repairs, e.g. damaged catenary systems, track defect, derailment, or accident, the LTC Representative may grant verbal authorization to Metro to perform repairs. For these emergency repairs Metro will provide the

LTC an estimated cost of repairs within five (5) working days following completion of the repair work.

Metro also agrees to provide an estimated cost to the LTC, which the LTC will approve, before performing any body work or painting. In addition, Metro agrees to notify the LTC Representative of any vehicle in the LTC Fleet which will be out of service for more than three days.

Section 3.8. Reworks. In the event a rework is necessary due to a part provided by Metro , Metro agrees to make every effort to recoup all costs possible from the part supplier. However, the balance will be the responsibility of the LTC, and Metro will bill the LTC for such costs. The cost of any rework due to the workmanship of Metro employees will be the responsibility of Metro.

Section 3.9. The LTC and Metro will develop a shared procedure for documenting and recording all work, including the status of all pending jobs, satisfactory completion of work, costs of parts and labor, and all hours worked on each job.

Section 3.10. Invoicing and Payment. Metro will invoice the LTC monthly for the work performed under the Agreement. The LTC agrees to identify any discrepancies within 15 days of receipt of the invoice from Metro and to pay Metro within 30 days of resolution.

ARTICLE IV

TERMINATION

Section 4.1. Either Party for its convenience, and without cause or for any reason whatsoever, may terminate this Agreement by providing written notice of termination, sent certified mail, return receipt requested, to the other Party at least 120 days in advance of the effective date of the withdrawal.

The termination of this Agreement shall not affect any of the Parties' rights or obligations, including any rights or obligations of a withdrawing Party, that are expressly intended to survive termination.

ARTICLE V

DEFAULT AND REMEDIES

Section 5.1. Events of Default. If any one or more of the following events occurs and is continuing, it is hereby defined as and declared to be and to constitute an Event of Default under this Agreement:

- (a) Default in the due observance or performance of any other covenant, agreement, obligation or provision of this Agreement on the LTC's part to be observed or performed, and the continuance of such default for 15 days after Metro has given to the LTC written notice specifying such default, or such longer period as shall be reasonably required to cure such default, provided that (i) the LTC has commenced such cure within said 15-day period, and (ii) the LTC diligently cure to completion; or

(b) Default in the due observance or performance of any other covenant, agreement, obligation or provision of this Agreement on Metro's part to be observed or performed, and the continuance of such default for 15 days after the LTC has given to Metro written notice specifying such default, or such longer period as shall be reasonably required to cure such default, provided that (i) Metro has commenced such cure within said 15-day period, and (ii) Metro diligently prosecutes such cure to completion.

Section 5.2. Remedies on Default. If any Event of Default has occurred and is continuing, Metro or the LTC may, at such party's election, take any of or more of the following actions:

(a) by mandamus or other suit, action or proceedings at law or in equity, to enforce its rights against the LTC or Metro, as applicable, and its officers, agents and employees, and to require and compel duties and obligations required by the provisions of this Agreement; or

(b) take any action at law or in equity to enforce to enforce this Agreement.

Section 5.3. Rights and Remedies Cumulative. The rights and remedies reserved by Metro and the LTC hereunder, and those provided by law, shall be construed as cumulative and continuing rights. No one of them shall be exhausted by the exercise thereof on one or more occasions. Metro and the LTC shall each be entitled to specific performance and injunctive or other equitable relief for any breach or threatened breach of any of the provisions of this Agreement, notwithstanding availability of an adequate remedy at law, and each party hereby waives the right to raise such defense in any proceeding in equity.

Section 5.4. Waiver of Breach. No waiver of any breach of any covenant or agreement herein contained shall operate as a waiver of any subsequent breach of the same covenant or agreement or as a waiver of any breach of any other covenant or agreement.

ARTICLE VI

ASSIGNMENTS

Section 6.1. No Assignment. Neither party to this Agreement shall assign the Agreement as a whole or in part without the written consent of the other, nor shall either party assign any monies due, or to become due, hereunder without the previous written consent of the other party_

Section 6.2. Third Party Beneficiaries. Notwithstanding anything contained in this Agreement to the contrary, no person or entity shall be deemed to be a third party beneficiary hereof, and nothing in this Agreement (either expressed or implied) is intended to confer upon any other person or entity any rights, remedies, obligations, or liabilities under or by reason of this Agreement.

ARTICLE VII

MISCELLANEOUS PROVISIONS

Section 7.1. Notices. All notices or other communications required or desired to be given

hereunder shall be in writing and shall be deemed duly given when mailed by first class, registered or certified mail, postage prepaid, addressed as follows:

(a) To Metro:

Bi-State Development Agency of the
Missouri-Illinois Metropolitan District
211 North Broadway, Suite 700
St. Louis, Missouri 63102
Attention: Raymond Friem, Executive Director - Transit Services

(b) To the LTC:

Loop Trolley Company
Maintenance & Storage Facility
5875 Delmar Blvd.
St. Louis, Missouri 63112
Attention: Les Sterman, Board Chair

All notices given by first class, certified or registered mail shall be deemed duly given three business days following the date they are so mailed. Metro and the LTC may from time to time designate, by notice given hereunder to the other party, another address to which subsequent notices or other communications shall be sent.

Section 7.2. INDEMNIFICATION AND IMMUNITY

Indemnification of Metro by the Loop Trolley Company. To the fullest extent permitted by applicable law, and as between Metro and the Loop Trolley Company only, the Loop Trolley Company shall indemnify, defend and hold harmless Metro, its Commissioners, officers, officials, agents and employees from and against any and all claims, suits, actions, judgments, fines, penalties, loss, damage, cost, or expense, whether direct or indirect, due to bodily injury or personal injury, death, sickness or property damage (including loss or use thereof) arising out of the actions of the Loop Trolley Company, its officers, employees or agents acting within the scope of their employment, occasioned by an intentional act or the negligence of the Loop Trolley Company, its officers, agent or employees; provided, however, that such indemnification shall not apply to the extent any such claim shall result from the negligence or intentional acts of Metro, its Commissioners, employees, officers or agents.

Indemnification of the Loop Trolley Company by Metro. To the fullest extent permitted by applicable law, and as between Metro and the Loop Trolley Company only, Metro shall indemnify, defend and hold harmless the Loop Trolley Company, its officers, employees and agents from and against any and all claims, suits, actions, judgments, fines, penalties, loss, damage, cost, or expense, whether direct or indirect, due to bodily injury or personal injury, death, sickness or property damage (including loss or use thereof) arising out of the activities of Metro, its officers, employees or agents acting within the scope of their employment, occasioned by an intentional act or the negligence of Metro, its officers, agent or employees; provided however, that such indemnification shall not apply to the extent that any such claim shall arise from negligence or intentional act(s) of the Loop Trolley Company or its agents or employees.

Such obligations shall not be construed to waive, negate, abridge, or reduce, other rights or

obligations of indemnity, which would otherwise exist as to either the Loop Trolley Company or Metro, nor shall this be construed or interpreted to waive, negate, abridge or reduce the sovereign immunity of Metro and the immunity of their agents, officer and employees.

Insurance and Self-Insurance. It is hereby understood and acknowledged that Metro is self-insured for purposes of general liability, commercial general liability, automobile liability, professional liability, and workers compensation/employer liability. Metro will maintain "All Risk" Property Insurance, subject to a deductible of \$250,000 per occurrence, to cover rolling stock of the Loop Trolley Company while such rolling stock is located at a Metro Facility.

Section 7.3. Amendments and Modifications. Any amendment or modification of this Agreement, or any consent required pursuant to the provisions of this Agreement, shall be authorized solely by the requisite vote of the governing body the Loop Trolley Company or Metro granting such consent or, in the case of amendments or modifications by the governing body or department head of the party or by the officers authorized by governing such body or department head.

Section 7.4. Partial Invalidity. All provisions of this Agreement are material and substantive and therefore, if any provision of this Agreement or the application thereof to any person or circumstance shall to any extent be held void or invalid, then the entire Agreement shall be held invalid and of no force and effect.

Section 7.5. Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Missouri. In interpreting this Agreement, the provisions of the Compact shall prevail over any conflicting provisions of other Missouri laws.

Section 7.6. Agreement Term. This Agreement shall be in effect from and after its execution by all the parties and shall remain in effect until June 30, 2020. Metro shall notify the LTC sixty (60) days prior to any cost adjustments. Costs may not be adjusted more frequently than once per year. Within sixty (60) days following the first anniversary of the execution of the Contract, both parties will review the terms and scope of the Contract to determine if modifications are warranted.

Section 7.7. Execution in Counterparts. This Agreement may be executed simultaneously in counterparts, each of which shall be deemed to be an original and all of which shall constitute but one and the same instrument.

ARTICLE VIII

UNAUTHORIZED ALIEN EMPLOYEE

Section 8.1. Unauthorized Alien Employee. Of this contract or grant, pursuant to the provisions 285.555 of the Revised Statutes Missouri as amended, by **sworn affidavit and provision of documentation, EXHIBIT D**, its enrollment and participation a federal work authorization program with respect to the employees working in connection with this Agreement. Contractor shall also sign an affidavit affirming that it does not knowingly employ any person who is an unauthorized alien in connection with this Agreement pursuant to the above-stated Statutes.

[Remainder of page left intentionally blank]

DRAFT

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

Executed by Metro on _____, 2017

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

[SEAL}

By: _____
Name: John M. Nations
Title: President & CEO

Executed by the Loop Trolley Company on _____, 2017

The Loop Trolley Company

By: _____
Name: Les Sterman
Title: President

EXHIBIT A
LABOR RATES and VEHICLE & EQUIPMENT RATES

Labor Rates (Year 1):

Job Class:	Hourly Base Rate:	Hourly Overtime Rate:
Utility Worker	\$40.00	\$55.00
Truck Driver	\$50.00	\$65.00
Track Maintainer	\$55.00	\$70.00
General Maintenance Mechanic	\$60.00	\$75.00
Electromechanic	\$60.00	\$75.00
Traction Power Electrician	\$65.00	\$80.00
Facilities Electrician	\$65.00	\$80.00
Rail Facility Supervisor	\$75.00	\$95.00
Track (Rail ROW) Supervisor	\$80.00	\$100.00
LRV Maintenance Supervisor	\$80.00	\$100.00
Traction Power Supervisor	\$80.00	\$100.00

EXHIBIT A (continued)**Vehicle and Equipment Rates (Year 1):**

Vehicle or Equipment Type	Rate:
Boom Truck	\$75.00
Bucket Truck	\$75.00
Pickup Truck	\$40.00
Rail Boom Truck	\$75.00
Flatbed Truck	\$50.00
Rail Welding Truck	\$50.00
Utility Truck	\$50.00
Utility Van	\$40.00
Rerailing Truck	\$75.00
Backhoe	\$45.00
Skidsteer	\$30..00
Air Compressor	\$25.00
Wire Trailer	\$30.00
Misc Hyrail Trailer	\$30.00
Misc Trailer	\$20.00

(Sec. 7.6) Costs may not be adjusted more frequently than once per year. Within sixty (60) days following the first anniversary of the execution of the Contract, both parties will review the terms and scope of the Contract to determine if modifications are warranted.

EXHIBIT B
TROLLEY PREVENTIVE MAINTENANCE SCHEDULE

To be Developed by LTC with technical guidance from Metro. Both Parties will agree to preventative maintenance schedule.

DRAFT

EXHIBIT C
TROLLEY SYSTEMS PREVENTIVE MAINTENANCE SCHEDULE

To be Developed by LTC with technical guidance from Metro. Both Parties will agree to preventative maintenance schedule.

DRAFT

EXHIBIT D

NOTE: Signature page AND front page of Memorandum of Understanding with Homeland Security for E-Verify must be submitted with proposal,

STATE OF _____)
)SS.
COUNTRY OF _____)

AFFIDAVIT

Before me, the undersigned Notary Public, personally appeared _____
_____ (Name) who, by me being duly sworn, deposed as follows:

My name is _____ (Name), I am of sound mind, capable of making this Affidavit, and personally acquainted with the facts herein stated:

I am the _____ (Position/Title) of _____
(Contractor)

I have the legal authority to make the following assertions:

1. _____ (Contractor) is currently enrolled in and actively participates in E-Verify, a federal work authorization program, or any other equivalent electronic verification of work authorization program operated by the United States Department of Homeland Security under the Immigration Reform and Control Act of 1986(IRCA), as required pursuant to Sections 285.525 through 285.555 of the Revised Statutes of Missouri 2000, as amended.
2. Pursuant to Sections 285.525 through 285.555 of the Revised Statutes of Missouri 2000, as amended, _____ (Contractor) does not knowingly employ any person who is an unauthorized alien in connection with the contracted services under this Agreement.
- 3.

Affiant

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my official seal this _____
day of _____, 2017.

Notary Public

My Commission Expires:

**Bi-State Development
Agenda Item
Board of Commissioners
June 23, 2017**

From: John M. Nations, President and Chief Executive Officer
Subject: **Disadvantaged Business Enterprise Program (DBE) Update**
Disposition: Information
Presentation: Françoise Lyles-Wiggins – Manager, Office of Supplier Diversity

Objective:

To present to the Board of Commissioners the status of the Bi-State Development Disadvantaged Business Enterprise (DBE) Program and DBE goal for the period October 1, 2015 through September 30, 2018.

Committee Disposition:

This item was presented and discussed at the Audit, Finance & Administration Committee meeting on May 18, 2017, and will be presented to the Board of Commissioners on June 23, 2017.

Board Policy:

Board Policy Chapter 50 Purchasing, Section 50.030 Disadvantaged Business Enterprises, B. DBE Plan states:

The Bi-State Development Agency recognizes its responsibilities to the communities it serves. It is the policy of the Agency to involve, to the greatest extent possible, socially and economically disadvantaged businesses in all phases of procurement activities. In order to honor its commitment, the Board reviews and approves a management-prepared comprehensive DBE plan every five years. Each year specific goals for participation are established, and accomplishments are assessed in an annual summary, which is reviewed by the Board.

Funding Source:

Funding is provided through the Office of Supplier Diversity annual operating budget.

Background:

As a recipient of federal financial assistance via Federal Transit Administration (FTA), Bi-State Development (BSD) is required to maintain a DBE Program. The BSD Office of Supplier Diversity (OSD) administers the DBE Program as outlined in U.S. Department of Transportation (USDOT) 49 CFR Part 26 and ensures that DBE firms are afforded viable opportunities to participate on BSD projects agency wide.

OSD sets BSD's overall three year goal and monitors progress toward goal attainment; sets contract goals on various construction projects, goods and service contracts, manages the DBE Certification Program, monitors and enforces 49 CFR Part 26 on its projects funded in whole or part with federal funds and provides various outreach services. The OSD is supported by one Disadvantaged Business Enterprise Liaison Officer (DBELO)/Manager; one Senior Diversity Specialist; one Diversity Specialist and an Administrative Assistant.

Analysis:

OSD submitted BSD's overall DBE goal setting report for the period October 1, 2015 and ending September 30, 2018 to the FTA on December 28, 2015. The report projects that BSD will achieve overall 20% DBE participation with 15% of the overall goal achieved through race neutral means and 5% through race conscious means. FTA approved BSD's 2016-2018 DBE goal on January 20, 2016 (**See Attachment 1-DBE Goal Setting Report FY 2016-2018 and FTA Concurrence Letter**).

FTA requires that recipients monitor goal attainment annually and make adjustments in their approach to goal attainment based on whether the agency is exceeding or falling short of the overall goal. During Federal Fiscal Year (FFY) 2012 and 2013, BSD exceeded its projected goal of 16% therefore, an adjustment to the use of contract goal was implemented. This adjustment resulted in a shortfall at the end of FFY 2015. As required under 49 CFR Part 26, a shortfall analysis report was developed and submitted to FTA for review and approval on January 19, 2016. Within this analysis, OSD outlined a corrective action plan and began implementation of that plan.

Review of the Uniform Report of DBE Commitments/Awards and Payments for FFY 2016 indicated BSD only achieved 11% through commitments and awards to DBE firms. Therefore, BSD's DBE participation shortfall was 9%. A shortfall status report on BSD's corrective action plan was submitted on April 21, 2017 to FTA for review and approval (**See Attachment 2-DBE Participation Shortfall Analysis Report FFY 2016 and Attachment 3-DBE Shortfall Status Report**).

Within the status report for FFY 2016, BSD outlined its small business strategies to assist small businesses with business development, growth and sustainability in a fast changing economy; the collaborative efforts with its partners-Missouri Department of Transportation (**MoDOT**) and the City of St. Louis-St. Louis International Airport in the development of a comprehensive educational program designed to assist small businesses meet contractual requirements of USDOT-assisted contracts, make profit, avoid loss and attain sustained capacity for growth and longevity and OSD's involvement in community outreach. Also, OSD partnered with the USDOT Small Business Transportation Resource Center (**SBTRC**)-Central Region in efforts to increase the number of small businesses prepared to compete for and enter into transportation-related prime and subcontract opportunities.

DBE Certification

Small, disadvantaged, minority and women businesses can apply for and receive certification as a DBE at BSD. To be certified as a DBE, a firm must be a small business owned and controlled by socially and economically disadvantaged individuals. OSD utilizes an on-line application process to receive and review new applications for DBE certification, process annual no change affidavits (**NCA**) for firms already certified, review interstate applications for certification for firms located outside the Missouri Unified Certification Program (**Mo-UCP**) and review requests for additional North American Industry Classification System Codes (**NAICS**) from currently certified firms.

USDOT requires that certifying agencies review new applications for DBE certification and render a determination within 90 days.

DBE firms whose initial applications were processed by BSD are required to submit every year, on the anniversary date of their certification, a no change affidavit, the firm's balance sheet and income statement and a completed and signed copy of their firm's federal tax return. The NCA affirms that there have been no changes in the firm's circumstances affecting its ability to meet size, disadvantaged status, ownership, or control.

Firms located outside the MoUCP are required to hold a current, valid DBE certification in their home state before requesting DBE certification with BSD. Interstate applicants must submit a copy of their initial certification record, all NCA documentation, correspondence pertaining to its certification status from other states, including certification denials and pending de-certifications to OSD for review and approval.

DBE firms already certified are reviewed and approved to perform work in specific NAICS. If DBE firms expand their services and seek to add their additional work categories to their certification they are required to formally request to OSD. DBE owners must demonstrate they have the ability to control the resources necessary for the work outlined in the request.

Currently, OSD maintains the certification of 97 DBE firms. These firms perform work in a variety of NAICS. For the period of July 1, 2015 through June 30, 2016, OSD has processed a total of 90 firms in less than 90 days (97.83%) and two (2) firms in past 90 days (2.17%).

Compliance Monitoring and Enforcement

OSD ensures that BSD is in full compliance with 49 CFR Part 26 as it relates to maximizing inclusion on its construction projects, goods and services. OSD is present during the contract solicitation process and pre-construction meetings in order to review the establish goal, review DBE commitments with prime contractors address any DBE questions, concerns or issues.

OSD evaluates DBE participation on every bid and/or proposal. OSD monitors each contract with an established goal or race neutral participation on a regular basis to ensure DBE goals are being met. Monitoring consists of attendance at weekly project manager meetings, weekly site visits in the field throughout project duration, scheduled commercially useful function (CUF) reviews to ensure DBE firms are actually performing and managing the work prescribed under their contract, request and review pertinent DBE documentation, provide updates to the project team on discrepancies and provide the project manager with periodic updates on DBE participation. More frequent monitoring allows OSD the opportunity to identify potential shortfalls and address those shortfalls timely with the contractors/consultants in order to develop a plan to correct deficiencies.

Additionally, OSD keeps a running tally of actual payments to DBE firms for work committed to them utilizing a web-based system, B2G Now. The system captures payments made by BSD to the prime contractor and payments made by the prime contractor to its contractors through the tiers. This system allows BSD to report commitments and attainments to FTA and verify contractors are adhering to prompt payment to its subcontractors.

Currently, the OSD is monitoring the following projects:

Project Number	Project Name	Prime Contractor	Amount	FTA	DBE Goal	Current Participation
50446	Spruce Street Bridge Replacement 16-SB-101846	Kozeny Wagner Inc	\$ 5,283,792.70	Yes	0.0%	4.9%
50745	16-SB-102052-CG Union Station Track Z-Crossing/DTC-Clark Avenue Improvements	Raineri Construction, LLC	\$ 246,938.25	Yes	0.0%	0.0%
50787	16-SB-101993-CB JNEM Arch Transportation System MG Set Replace	Harlan Company	\$ 5,002,100.00	Local	7.0%	3.1%
50826	CDW--HP Laser Printer	Cdw-g Inc	\$ 365.00	Yes	0.0%	0.0%
50837	16-RFQ-102318-DAB Air Tow Trailer	PAT KELLY EQUIPMENT CO	\$ 27,690.00	Yes	0.0%	0.0%
50848	Spruce Street Bridge - Relocate City Steam Line	Trigen-St. Louis Energy Corporation	\$ 72,985.38	Yes	0.0%	0.0%
50852	16-RFQ-102244-DAB Electric Articulating Boom	Herc Rentals Inc	\$ 44,630.00	Yes	0.0%	0.0%
50854	CDW-North County Transit Center Viking phone and surge protector	Cdw-g Inc	\$ 853.36	Yes	0.0%	0.0%
50867	Uline--NCTC Dry Erase Board	ULINE INC	\$ 85.00	Yes	0.0%	0.0%
50910	Secure Data Technologies--Exagrid quote# 10.19.15Metro Transit Exagrid	Secure Data Inc	\$ 42,228.00	Yes	0.0%	0.0%
50915	RFQ-107019 RAIL ASSEMBLIES AND HARDWARE REQUIRED FOR OVERHEAD CONDUCTOR RAIL SYSTEM	CONDUCTIX-WAMPFLER INC	\$ 10,101.45	Yes	0.0%	0.0%
50918	DHE Computers--Additional TL2000 Tape Library for Backup System Quote# 13848	DHE COMPUTER SYSTEMS	\$ 7,497.00	Yes	0.0%	0.0%
50925	Dynamic Controls Inc--Vicon Camera recording system for NCTC	Dynamic Controls Inc	\$ 13,265.00	Yes	0.0%	0.0%
50966	World Wide Technologies--Quote number 4097140.1	World Wide Technology Holding Co., Inc.	\$ 2,849.13	Yes	0.0%	0.0%
51009	RFQ-102370-HIGH SPEED COPIER-BIZHUB 754E	Konica Minolta Business Solutions U.S.A. Inc.	\$ 30,936.00	Yes	0.0%	0.0%
51010	RFQ-102381-TJ MED SPEED MONOCHROME COPIERS(C454)	Konica Minolta Business Solutions U.S.A. Inc.	\$ 14,144.00	Yes	0.0%	0.0%
51276	CDW-Cisco Switch w/accessories and SFP Transceiver Module	Cdw-g Inc	\$ 25,400.96	Yes	0.0%	0.0%
51332	16-RFQ-102532-DAB Purchase & Delivery of Three (3) Forklifts	FORKLIFTS OF ST LOUIS INC	\$ 89,880.00	Yes	0.0%	0.0%
51381	REQ 108094, ADDITIONAL INDIANA FURNITURE FILES & COMPONENTS PER PROPOSAL #34862	INTERIOR INVESTMENTS, LLC	\$ 10,011.20	Yes	0.0%	0.0%
51510	Tegile Flash Storage for Storage Area Network update.	Secure Data Technologies, Inc.	\$ 76,814.00	Yes	0.0%	0.0%
51533	16-RFQ-102547-CB Furnish & Install 3 Pre-Fabricated Guard Shelters	JAY HENGES ENTERPRISES, INC.	\$ 26,883.00	Yes	0.0%	0.0%
51625	16-RFP-102014-DR - Claims Administration & Risk Management Information System	CSC	\$ 248,265.00	Yes	0.0%	0.0%
51796	DHE-SAN Switches supporting new flash storage	DHE COMPUTER SYSTEMS	\$ 48,439.03	Yes	0.0%	0.0%
51895	REQ 109285 FOR WORKSTATION, CONFERENCE ROOMS, PROPOSALS 36081,36009,36081	Interior Investments of St. Louis	\$ 46,365.06	Yes	0.0%	0.0%
52003	16-SB-102518-CG Illinois Bus Garage Floor Repair - Central Facility	L. Keeley Construction Co.	\$ 174,455.00	Yes	0.0%	0.0%

Outreach

Supplier Diversity engages the small, disadvantaged business community on a regular and routine basis by participating in workshops and informational sessions on how to do business with Bi-State Development, the Disadvantaged Business Enterprise Program, conducting one-on-one sessions with contractors/consultants to discuss capacity building, address DBE certification questions or concerns and provide back office resources in efforts to increase small and disadvantaged business capacity and participation on projects with Bi-State Development.

Additionally, OSD holds "Lunch & Learn" sessions with area prime contractors addressing DBE concerns/issues, providing DBE best practices and examining workable solutions to common barriers they experience as it relates to the DBE Program.

Supplier Diversity participated in several sessions during FFY 2016 and will continue its participation in various outreach sessions as well as providing more education for prime contractors, vendors, small and disadvantaged businesses as it relates to its procurement system (See **Attachment 3-DBE Shortfall Status Report** for course descriptions and dates of availability).

Small Business Strategies

Becoming bondable is challenging for small businesses. On June 24, 2016, BSD hosted a Bonding Education Stakeholders meeting. The stakeholders meeting introduced the USDOT Bonding Education Program (**BEP**) to various community organizations, small, disadvantaged, minority and women contractors, minority advocacy groups, the Associated General Contractors of

Missouri (**AGC of MO**), minority contracting organizations, various trade unions and state, local and federal agencies within the St. Louis Metropolitan area. On July 29, 2016, BSD, MoDOT and City of St. Louis-St. Louis International Airport staff were trained on the BEP. This training provided BSD staff with the building blocks necessary to assemble a bonding application package and initiate the intake process with various local and national bonding surety professionals.

On August 18, 2016 and August 19, 2016, small, disadvantaged, minority and women business owners participated in the bonding education program and surety in-take session conducted by USDOT, SBTRC and several local and national surety bonding professionals. Credit repair counselors were available on hand to address credit issues/concerns, answer questions and provide clarification regarding credit repair and give businesses their next steps toward becoming financially healthy.

As of January 25, 2017, a total of eight (8) disadvantaged businesses completed the BEP with assigned bonding capacities \$250,000-\$2,000,000. BSD and the SBTRC-Central Region continue to work with these contractors one-on-one in a variety of areas and increase the number of bonded/bondable businesses in the region.

As a partner within the MoUCP-Missouri Regional Certification Committee (**MRCC**), BSD in collaboration with MoDOT and the City of St. Louis-International Airport developed a comprehensive educational series that seeks to enhance the effectiveness of the MRCC DBE Program by facilitating the growth and viability of small, disadvantaged business enterprises within the St. Louis Metropolitan area. These sessions are designed to increase the number of ready, willing and able firms and strengthen firms' ability to successfully compete on USDOT-assisted contracts while increasing their overall viability (**See Attachment 3-DBE Shortfall Status Report for course descriptions and dates of availability**).

Board Action Requested:

This is provided for information only. No action is required.

Attachments:

- Attachment 1: DBE Goal Setting Report FY 2016-2018 and FTA Concurrence Letter
- Attachment 2: DBE Participation Shortfall Analysis Report FFY 2016
- Attachment 3: DBE Shortfall Status Report

Open Session Item 10
Attachment 1



**Bi-State Development Bi-State Development
Overall DBE Goal Setting Report
FY 2016-2018
Federal Transit Administration**

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**OVERALL DISADVANTAGED BUSIENSS ENTERPRISE GOAL-SETTING
METHODOLOGY REPORT FEDERAL FISCAL YEAR 2016-2018**

I. INTRODUCTION

This report details the methodology and the process utilized by Bi-State Development (Bi-State Development) to formulate its three (3) year Fiscal Year (FY) 2016-2018 goal for US DOT-assisted projects. It describes the efforts by Bi-State Development to comply with the goal setting provisions outlined in 49 CFR Part 26.

The Board approves Bi-State Development's Operating and Capital Budget annually in March of each year. This scenario will be repeated in 2016 and 2017. Some projects included in the goal setting process may not be under taken and other projects may be added based on changing priorities of the Agency and Board authorizations.

Planned USDOT-assisted expenditures for FY 2016-18 encompass a wide range of initiatives meeting the Agency's major priorities. Included in the budget is a three-year program designed to build, maintain or replace Bi-State Development's core infrastructure critical to the efficient operation of the region's public transit system. The capital budget provides the funding to implement necessary improvements and upgrades to the system infrastructures, as well as various expenditures for asset replacements that occur on an infrequent basis. Capital expenditures for FY 2016-2018 include current and future rail projects, vehicle and supporting equipment purchases, transit development (i.e. facility, centers, stations, parking lots, etc.) and information technology improvements.

II. PROPOSED OVERALL GOAL FOR FEDERAL FISCAL YEAR (FFY) 2016-2018

Based on the requirements set forth in 49 CFR Part 26, Bi-State Development formerly known as Bi-State Development is submitting a goal for FFY 2016-2018. The recommended overall DBE goal for the period is 20 percent (20%).

III. OVERALL GOAL SETTING METHODOLOGY AND EVIDENCE

In preparation for the 2016-2018 goal, the Disadvantaged Business Enterprise Liaison Officer (DBELO) obtained capital budget information from the grants department. Projects evaluated for contracting opportunities cover several NAICS codes-construction, professional services, electric, operating (CMAQ, JARC, ARRA, PM), consulting, materials/supplies, and other areas such as IT equipment.

Table 1 lists all anticipated DOT-assisted contracts by NAICS for projects during the FFY 2016-2018:

TABLE 1. CONTRACTING OPPORTUNITIES

	NAICS Code	Project	Amount of DOT funds on project:	% of total DOT funds (weight)
1)	237990	Other Heavy & Civil Engineering	\$ 95,190,090.00	0.2783
2)	236220	Commercial and Institutional	\$ 22,614,399.00	0.0661
3)	237310	Highway, Street and Bridge	\$ 36,085,035.00	0.1055
4)	237130	Power & Communication Line	\$ 2,591,764.00	0.0076
5)	238220	Plumbing, Heating, and Air	\$ 1,403,770.00	0.0041
6)	238210	Electrical Contractors	\$ 29,025,109.00	0.0848
7)	2381	Foundation Structure & Bldg.	\$ 3,612,444.00	0.0106
8)	423430	Computer & Computer Peripheral	\$ 12,987,526.00	0.0380
9)	423850	Service Est. Equip & Supplies	\$ 20,260,207.00	0.0592
10)	441310	Automotive Parts & Accessories	\$ 21,783,323.00	0.0637
11)	423690	Other Electronic Parts & Equip	\$ 42,896,527.00	0.1254
12)	541	Professional, Scientific, Technical	\$ 8,227,453.00	0.0241
13)	541512	Computer Sys. Design Services	\$ 4,475,750.00	0.0131
14)	532420	Office Machinery and Equipment	\$ 6,038,958.00	0.0177
15)	423420	Office Equipment Merchant	\$ 12,987,526.00	0.0380
16)	561730	Landscaping Services	\$ 899,179.00	0.0026
17)	561720	Janitorial Services	\$ 5,000,000.00	0.0146
18)	238	Specialty Trade Contractors	\$ 16,000,000.00	0.0468
				0.0000
				0.0000
	Total FTA-Assisted Contract Funds		\$342,079,060.00	1.0000

49 CFR §26.45 requires a two-step process for setting the transit DBE goal that reflects the level of DBE participation on Bi-State Development contracts expected absent the effects of discrimination. Bi-State Development examined the relevant market area. The overall goal is based upon the availability of DBE firms ready, willing and able to work in the local market area. The local market area for Bi-State Development is known as the St. Louis Metropolitan Statistical Area (SMSA) which consists of eight counties and a portion of Crawford, County in Missouri (St. Charles, St. Louis City, St. Louis County, Lincoln, Warren, Washington, Franklin, Jefferson and the portion of Sullivan City in Crawford County, Missouri) and eight counties in Illinois (Bond, Monroe, Macoupin, Jersey, Clinton, Calhoun, St. Clair and Madison).

In order to determine the base figure for the availability of DBEs, Bi-State Development carefully examined the Missouri Unified Certification Program (MUCP)-Missouri Regional Certification Committee (MRCC) DBE directory. However, to ensure the goal reflects the actual availability of ready, willing and able DBEs in the SMSA, Bi-State Development examined the MBE/WBE Directories of the City of St. Louis, State of Missouri-Office of Administration/Office of Equal Opportunity and the Illinois UCP Directory to determine whether they contained firms which should be considered ready, willing and able DBEs within the NAICS identified within Bi-State Development's contracting opportunities. Additionally, data available for 2013 from the United States Census Bureau-County Business Patterns database (<http://censtats.census.gov/cgi-bin/msanaic/msasel/pl>)¹ was utilized.

IV. STEP 1-BASE FIGURE CALCULATION

The initial phase of the Step 1 analysis requires that recipient's first step is the calculation of a base figure for the relative availability of able, willing and ready DBEs. Bi-State Development utilized the number of DBEs within the relevant market area and NAICS codes determined to be within Bi-State Development's anticipated federally funded projects for FY 2016-2018. The number of ready, willing and able DBE firms within the market area totaled 1,354 (see Table 2). Bi-State Development examined the total number of establishments, including DBEs, available to perform within the same NAICS. The total number of establishments based off data reviewed in the County Business Patterns database totaled 16,630 (see Table 2). US DOT Tips requires the calculation of the relative base figure by dividing the total number of available, willing and able DBEs in the market area (1,354) by the total number of all market area businesses (16,630) multiplied by 100. The base figure estimate of DBE availability equals 8.14 percent as shown in Table 2.

¹2014 County Business Pattern data was not available at the time the DBE goal was calculated.

TABLE 2. DBE AVAILABILITY ANALYSIS

	NAICS Code	Project	Number of DBEs available to perform this work	Number of all firms available (including DBEs)	Relative Availability
1)	237990	Other Heavy & Civil Engineering	10	33	0.3030
2)	236220	Commercial and Institutional	90	385	0.2338
3)	237310	Highway, Street and Bridge	40	96	0.4167
4)	237130	Power & Communication Line	7	56	0.1250
5)	238220	Plumbing, Heating, and Air	96	842	0.1140
6)	238210	Electrical Contractors	120	490	0.2449
7)	238110	Foundation Structure & Bldg.	85	959	0.0886
8)	423430	Computer & Computer Peripheral	10	67	0.1493
9)	423850	Service Est. Equip & Supplies	5	54	0.0926
10)	441310	Automotive Parts & Accessories	1	321	0.0031
11)	423690	Other Electronic Parts & Equip	3	84	0.0357
12)	541	Professional, Scientific ,Technical	300	7249	0.0414
13)	541512	Computer Sys. Design Services	70	425	0.1647
14)	532420	Office Machinery and Equipment	10	8	1.2500
15)	423420	Office Equipment Merchant	1	84	0.0119
16)	561730	Landscaping Services	58	1003	0.0578
17)	561720	Janitorial Services	48	577	0.0832
18)	238	Specialty Trade Contractors	400	3897	0.1026
	Combined Totals		1354	16630	0.0814
					Overall availability of DBEs

The number of DBEs ready, willing and able to bid on Bi-State Development's contracting opportunities is 1,354. The number of all establishments (DBEs and non-DBEs) within the appropriate NAICS codes associated with Bi-State Development's contracting opportunities is 16,630. 1,354 divided by 16,630 multiplies by 100 indicates that the overall availability of DBEs is 8.14%.

In the application of the overall DBE goal, not all DBEs have equal opportunity for participation as opportunity depends on the spend in each NAICS code. Weighting is recommended in USDOT tips to ensure the overall goal accurately reflects the scope of work. NOTE: The USDOT Tips for Goal Setting advises recipients to look to relevant data sources to supplement your DBE directory. When using the DBE directory and census data in goal setting and there is concern that the directory does not accurately reflect the number of potential DBEs in your area, you should seriously consider supplementing the number of firms in your DBE directory for the purposes of goal-setting. One of the listed tips is to examine lists of other DBEs and MBE/WBEs from other sources to ensure your list of DBEs and potential DBEs is accurate. Bi-State Development weighted the availability of firms based on the spend in each NAICS, which resulted in a weighted step one base figure of 21 percent as indicated in Table 3.

TABLE 3-DBE GOAL ANALYSIS

	NAICS Code	Project	Weight	x	Availability	Weighted Base Figure
1)	237990	Other Heavy & Civil Engineering	0.27827	x	0.30303	0.0843
2)	236220	Commercial and Institutional	0.06611	x	0.23377	0.0155
3)	237310	Highway, Street and Bridge	0.10549	x	0.41667	0.0440
4)	237130	Power & Communication Line	0.00758	x	0.12500	0.0009
5)	238220	Plumbing, Heating, and Air	0.00410	x	0.11401	0.0005
6)	238210	Electrical Contractors	0.08485	x	0.24490	0.0208
7)	2381	Foundation Structure & Bldg.	0.01056	x	0.08863	0.0009
8)	423430	Computer & Computer Peripheral	0.03797	x	0.14925	0.0057
9)	423850	Service Est. Equip & Supplies	0.05923	x	0.09259	0.0055
10)	441310	Automotive Parts & Accessories	0.06368	x	0.00312	0.0002
11)	423690	Other Electronic Parts & Equip	0.12540	x	0.03571	0.0045
12)	541	Professional, Scientific, Technical	0.02405	x	0.04139	0.0010
13)	541512	Computer Sys. Design Services	0.01308	x	0.16471	0.0022
14)	532420	Office Machinery and Equipment	0.01765	x	1.25000	0.0221
15)	423420	Office Equipment Merchant	0.03797	x	0.01190	0.0005
16)	561730	Landscaping Services	0.00263	x	0.05783	0.0002
17)	561720	Janitorial Services	0.04677	x	0.08319	0.0039
18)	238	Specialty Trade Contractors	0.01462	x	0.10264	0.0015
					Total	0.2139
					Expressed as a % (*100)	21.39%
					Rounded, Weighted Base Figure:	21%

V. STEP 2-CONSIDERATION OF ADJUSTMENT TO THE BASE FIGURE

Bi-State Development examined all evidence in its jurisdiction to determine what adjustment, if any, is needed to the base figure to arrive at the overall goal. Included among the types of evidence that must be considered are the current capacity of DBEs to perform work on Bi-State Development's federally-assisted contracts, as measured by the volume of work DBEs have performed in recent years, and input from interested parties.

Bi-State Development determined that an adjustment to the Step-One base figure was necessary. The methodology includes past participation in 2012, 2013, and 2014. The 2012 annual goal was 16 percent and achievement was 18.6 percent; 2013 annual goal was 16 percent and achievement was 24.7 percent and 2014 annual goal was 16 percent and achievement was 5.4 percent. Bi-State Development determined that the median number between 2012-2014 to be 18.6 percent (middle number) and averaged this number with the Step-One base figure weighted value of 21 percent. The result was 19.8 percent or 20 percent as shown in Table 4.

TABLE 4-ADJUSTMENT TO BASE FIGURE

GOAL LAST THREE YEARS	AWARDS/COMMITMENTS	AMOUNT EXCEEDED
2012 (16% goal)	18.6%	2.6
2013 (16% goal)	24.7%	8.7
2014 (16% Goal)	5.4%	-10.6

Median Past Participation values from lowest to highest: 5.4%, 18.6% 24.7%

Past Participation Adjustment:

Step 1 Goal: Base Rate (Weighted): 21%

Step 2 Adjustments (Past Participation Median + Weighted Total)/2 21.0

18.6

39.6

20%

Adjusted Goal: 20%

VI. PROJECTION OF RACE-NEUTRAL VS. RACE CONSCIOUS GOAL ATTAINMENT

The final requirement of the goal setting process is to determine the portion of the overall goal that will be achieved by race and gender-neutral means. As outlined in 49 CFR § 26.51, the maximum feasible portion of the overall DBE goal should be achieved using race and gender-neutral means.

Bi-State Development examined the achievement of its goal for FFY 2013-2015 since contracting opportunities are similar. The race neutral and race conscious components were determined by analyzing the DBE achievements against the actual goals set for federally-funded projects. Race-neutral includes, but is not limited to, the following: anytime a DBE wins a prime contract through customary competitive procurement procedures; a DBE is awarded a subcontract on a prime contract that does not carry a goal; DBE participation on a prime contract exceeding a contract goal; and DBE participation through a subcontract from a prime contract that did not consider a firm's DBE status in making the award.

Based off upcoming contracting opportunities Bi-State Development determined that the race neutral and race-conscious split would utilize the adjusted base figure of 20 percent. Bi-State Development estimates that approximately \$2,302,949 worth of its contracting opportunities can be bid to small businesses. Bi-State Development projects that 20 percent of these opportunities can be won by DBE firms which equates to approximately \$460,589.80.

Examining larger opportunities Bi-State Development considered if prime bidders would solicit and afford viable opportunities to DBE firms, as well as small businesses, to perform on the larger opportunities. Bi-State Development estimated that approximately \$51,639,508 worth of DBE participation exists within the remaining opportunities. Bi-State Development calculated the total to be approximately \$52,100,097.80 of contracts awarded to DBE firms through race neutral means which equates to approximately 15 percent. Bi-State Development subtracted the race neutral percentage from the overall goal of 20 percent and determined the race conscious portion of the overall goal to be 5 percent. Therefore, the breakdown is as follows: 20 percent overall goal – 15 percent race neutral and 5 percent race conscious.

The triennial overall goal stated above is an aspirational target for expending federal funds with DBE firms. Funding, local market conditions and capacity of DBE firms in specific industry classifications may make ongoing adjustments of the overall goal necessary.

CONTRACT GOALS

In accordance with 49 CFR § 26.51(e)(1)(2), contract goals will be utilized to meet any portion of the overall goal that Bi-State Development projects cannot be met through race-neutral participation. Bi-State Development will assign contract goals only on those projects that have subcontracting possibilities. In accordance with §26.51(e)(4), Bi-State Development will

also ensure the assignment of contract goals provided for the participation of all certified DBEs and will not be sub-divided into group specific goals. Contract goals will be expressed as a percentage of the total amount of the US DOT-assisted contract. In accordance with 49 CFR § 26.51(f), to ensure that Bi-State Development's DBE program continues to be narrowly tailored to overcome the effects of discrimination, Bi-State Development adjusted its use of contract goals by reducing and eliminating the use of contract goals to the extent necessary in efforts not to exceed the overall goal.

49 CFR § 26.51 (f) (4) states that if DBE participation exceeds your overall in two consecutive years through the use of contract goals, you must reduce your use of contract goals proportionately in the following year. In 2012, Bi-State Development's DBE goal was 16 percent. Awards/Commitments totaled 18.6 percent; 7.4 percent race neutral and 11.2 percent race conscious. In 2013, the DBE goal was 16 percent. Awards/Commitments totaled 24.7 percent; race neutral totaled 16.7 percent and 8.0 percent race conscious. In 2014, the DBE goal was 16 percent. Awards/Commitments totaled 5.4 percent; 2.6 percent race neutral and 2.8 percent race conscious. For federally-assisted projects, the DBE goal attainment from 2012, 2013 and 2014 indicates that Bi-State Development exceeded the DBE goal in 2012 and 2013. The overall goal for both years was 16 percent. The overage of DBE participation for 2012 was 2.6 percent (with rounding 3 percent) and in 2013 8.7 percent (with rounding 9 percent). Bi-State Development has exceeded its goal over a two-year period by an average of 38 percent. In 2014, Bi-State Development reduced its use of contract goals.

Based off information obtained from the Uniform Report of DBE Commitments/Awards and Payments. Therefore, Bi-State Development must reduce its contract goal projection by 38 percent and set contract goals accordingly during the upcoming year.

In compliance with §26.51(f), Bi-State Development will continue to monitor DBE participation and will make necessary adjustments to ensure that the program is narrowly tailored.

GOOD FAITH EFFORTS

In accordance with §26.53, Bi-State Development will require a prime contractor to submit a good faith waiver request in instances where the prime contractor is unable to meet the contract goal.

In determining whether a prime contractor has demonstrated good faith in meeting the goal, the goal will follow provisions contained in §26.53. Bi-State Development has implemented policies and procedures to provide administrative reconsideration to contractors deemed not to have demonstrated good faith in meeting the goal. As part of this administrative reconsideration, the contractor is afforded an opportunity to provide written documentation

or argument concerning the issue of whether it met the goal, or made adequate good faith efforts to do so.

The result of the reconsideration will not be administratively appealable to the United States Department of Transportation (USDOT).

COUNTING DBE PARTICIPATION TOWARDS THE OVERALL AND CONTRACT GOALS

Bi-State Development will determine DBE credit and counting toward the overall and contract goals as outlined in the provisions contained in §26.55 on USDOT-assisted projects.

IV. PUBLIC NOTICE OF PROPOSED OVERALL GOALS

In accordance with 49 CFR §26.45(g), the goal setting process used by recipients to establish their overall goal submitted to the operating administrations for approval must include consultation with minority, women's and general contractor groups, community organizations, and other officials or organizations which could be expected to have information concerning the availability of DBEs and non-DBEs. This consultation process is also intended to gather information concerning the effects of discrimination on opportunities for DBEs, if present, and establishing a level playing field for the participation of DBEs.

On September 17, 2015, Bi-State Development invited the following minority, women and general contractor groups, community organizations and other officials (interested parties) within Bi-State Development's contracting market to attend a public meeting aimed at gathering information relative to the goal-setting process:

- Associated General Contractors of Missouri
- Community Renewal & Development, Inc.
- Minority Contractor Initiative (MCI)
- MOKAN
- NAACP
- Missouri First Congressional District Congressman Lacy Clay Representative
- St. Louis Minority Supplier Development Council (SLMSDC)
- Hispanic Chamber of Commerce

Bi-State Development's attempts to contact the Missouri Women in Trades (MOWIT), the National Association of Women Business Owners (NAWBO) and the National Association of Women in Construction were to no avail. A message was left with staff of the Bi-State Development East Black Contractors Organization (MEBCO) regarding the meet date, time and location.

A face to face dialogue was held Monday, September 28, 2015. Attendees included Associated General Contractors-Missouri, St. Louis Minority Business Council and MOKAN. During that meeting Bi-State Development discussed goal setting, methodology Bi-State Development utilized to set the 2016-2018 goal, North American Industry Code System (NAICS) as it relates to counting DBE participation toward goal attainment, compliance monitoring, outreach and notification of upcoming contracting opportunities.

MOKAN advised Bi-State Development to examine hiring a consultant to assist with compliance monitoring and ensuring that contractors are adhering to goals on projects. MOKAN felt that more communication of bid opportunities between Bi-State Development and minority and women contractors beyond email blasts needed to occur. Additionally, MOKAN suggested that Bi-State Development look at special financing, escrow accounts, for minority and women contractors on projects in order to maximize participation.

Minority contractors present during dialogue requested notification from Bi-State Development on available opportunities.

Associated General Contractors-Missouri indicated that they will assist in any manner to ensure that their membership cooperates fully with Bi-State Development as it relates to inclusion. They invited Bi-State Development to address its membership.

Additionally, Bi-State Development published its FY 2016-2018 DBE goal in the main lobby of its headquarters location at 211 North Broadway, Suite 700, St. Louis, Missouri 63102. This notice informed the public that the proposed goal is 20% and its rationale is available for inspection during normal business hours at this same location for 30 days following the date of the notice. Bi-State Development posted notices on Bi-State Development's Website (www.Bi-State-Developmentstlouis.org/dbe).

Bi-State Development took public comments and stakeholder groups' recommendations and/or comments into consideration as warranted in the goal setting process. Bi-State Development's final DBE goal is representative of the input provided by the stakeholder groups during the public consultation and comment periods. Bi-State Development made every attempt to be inclusive and solicit input from a diverse group of community organizations within the local contracting area.

Bi-State Development will begin using the overall three-(3) year goal on October 1, 2015.

ACRONYMS

49 CFR PART 26:	Code for Federal Regulation that governs the DBE Program
DBE:	Disadvantaged Business Enterprise
DBELO:	DBE Liaison Officer
IL UCP:	Illinois Unified Certification Program
MBE:	Minority Business Enterprise
MRCC:	Missouri Regional Certification Committee (Missouri UCP)
NAICS:	North American Industry Classification System
SMSA:	St. Louis Bi-State Metropolitan Statistical Area
USDOT:	United States Department of Transportation
WBE:	Women Business Enterprise



U.S. Department
of Transportation
**Federal Transit
Administration**

REGION VII
Iowa, Kansas,
Missouri, Nebraska

901 Locust Street
Suite 404
Kansas City, MO 64106
816-329-3920
816-329-3921 (fax)

January 20, 2016

Ms. Francoise Lyles-Wiggins
Supplier Diversity Program Manager
Bi-State Development | Metro
211 North Broadway
St. Louis, MO 63102

Re: DBE Goal Approval for FFY 2016-2018
Recipient ID: 1823; Bi-State Development | Metro

Dear Ms. Lyles-Wiggins:

In accordance with the regulations on Participation of Disadvantaged Business Enterprise (DBE) Program in the Department of Transportation's Financial Assistance Program, 49 CFR Part 26, the Federal Transit Administration's (FTA) Office of Civil Rights has reviewed the DBE goal originally submitted by Metro on December 28, 2015.

FTA examined the overall triennial goal Metro submitted for FFY 2016-2018, including the description of the data and methodology used in arriving at the overall goal. Metro submitted an overall DBE goal of 20% for the period of October 1, 2015 through September 30, 2018. You project that you will meet 15% of your overall goal through race neutral means and 5% through race conscious means.

We have determined that the goal setting methodology used is consistent with the requirements of 49 CFR Part 26.45. We accept your projection of your overall goal and the portion of the goal that you expect to meet through race conscious means. Metro has also met the public participation and consultation requirements. Metro's 2016-2018 DBE Goal is approved as of January 20, 2016.

This DBE goal approval expires on September 30, 2018. Per regulation an updated goal submission should be forwarded to the FTA by August 1, 2018. Importantly, if significant changes in FTA funding occur prior to your next submission date, an update to this goal must be submitted to FTA.

Thank you for your efforts in this matter and very complete submission. If you have any questions or need assistance, you may telephone me directly at 303-362-2393. I may also be contacted via email at Kevin.Osborn@dot.gov.

Sincerely,

A handwritten signature in black ink, appearing to read 'Kel', with a stylized flourish at the end.

Kevin Osborn
Region VII Civil Rights Officer

cc: Mokhtee Ahmad, FTA Regional Administrator, Region VII (Electronic)
Monica McCallum, FTA Civil Rights Regional Operations Division Chief
TEAM Recipient Profile 1823

Open Session Item 10
Attachment 2



**Office of Supplier Diversity
Disadvantaged Business Enterprise Program (DBE)
Participation Shortfall Analysis Report**

Federal Transit Administration

PREPARED BY:
Francoise Lyles-Wiggins
Bi-State Development Supplier Diversity Program Manager/DBELO
November 28, 2016

OVERVIEW

Planned USDOT-assisted expenditures for Bi-State Development in FY 2016-18 encompassed a wide range of initiatives meeting the Agency's major priorities. Included in the budget is a three-year program designed to build, maintain or replace Bi-State Development's core infrastructure critical to the efficient operation of the region's public transit system. The capital budget provides the funding to implement necessary improvements and upgrades to the system infrastructures, as well as various expenditures for asset replacements that occur on an infrequent basis. Capital expenditures for FY 2016-2018 included current and future rail projects, vehicle and supporting equipment purchases, transit development (i.e. facility, centers, stations, parking lots, etc.) and information technology improvements.

Bi-State Development Triennial Goal for FFY 2016-2018 was 20% (15% RN/5% RC). Review of the Uniform Report of DBE Commitments/Awards and Payments from June 1ST (Oct. 2015-Mar. 2016) and December 1ST (Apr. 2016-Sept. 2016) reporting periods indicated that Bi-State Development only achieved 11% through commitments and awards to DBE firms. Therefore, Bi-State Development's DBE participation shortfall is 9%.

This shortfall analysis describes the efforts by Bi-State Development to comply with the provisions outlined in 49 CFR Part 26 and is inclusive of all Federal Transit Administration (FTA) funded projects.

SHORTFALL PERCENTAGE

Bi-State Development's total awards and commitments for October 2015-March 2016 (June 1ST reporting period) totaled \$5,227,952. Awards and commitments for April 2016-September 2016 (December 1ST reporting period) totaled \$0. The combined total of awards and commitments for both reporting periods totals \$5,227,952.

Total DBE awards and commitments for October 2015-March 2016 totaled \$579,970. DBE Awards and commitments for April 2016-September 2016 totaled \$830. The combined total of DBE awards and commitments for both reporting periods totals \$580,800.

Bi-State Development divided the total DBE awards and commitments (\$580,800) by the total awards (\$5,227,952) resulting in .11, 11% with rounding. Bi-State Development Triennial goal was 20% and achieved 11% which is a 9% shortfall.

RACE CONSCIOUS /RACE NEUTRAL BREAKDOWN

Bi-State Development Triennial goal for 2016-2018 is 20% (15% RN/5% RC). Bi-State Development failed to meet its DBE goal (11.1% achieved-6.6% race conscious/0% race neutral).

RACE NEUTRAL MEASURES

The Office of Supplier Diversity is present during the contract solicitation process and provides an overview of the DBE Program at Bi-State Development. The Office of Supplier Diversity is engaging the small and disadvantaged business community on a regular and routine basis by providing seminars and workshops on how to do business with Bi-State Development and what the Disadvantaged Business Enterprise Program (DBE) is at Bi-State. Additionally, the Office of Supplier Diversity provides education to assist small, disadvantaged businesses with administrative/back office support, credit counseling, access to capital and bonding in efforts to increase small and disadvantaged business capacity and participation on projects with Bi-State Development.

REASONS FOR SHORTFALL

Review of the contracts awarded during FFY 2015-2016, indicates that Bi-State Development made every effort to achieve the goal. Bi-State Development authorized a variety of goods and services that support its operations. Some of those goods and services included computer systems, computer and computer peripheral, office machinery and equipment, other electronic equipment & parts and heavy equipment. Those projects were examined in detail to outline potential DBE opportunities along with potential DBE vendors. Below is a breakdown of all contracts undertaken during FFY 2015-2016:

DBE PARTICIPATION ON PROJECTS UNDERTAKEN DURING FFY 2015-2016

PROJECT NAME	FTA FUNDS	DBE GOAL	DBE COMMITMENTS	RACE NEUTRAL	RACE CONSCIOUS
Spruce Street Bridge Replacement 16-SB-101846	\$ 4,227,034.16	0%	8.2%	\$ -	\$ 346,616.80
16-SB-102052-Union Station Track Z-Crossing/DTC-Clark Avenue Improvements	\$ 197,550.60	0%	0.0%	\$ -	\$ -
CDW--HP Laser Printer	\$ 292.00	0%	0%	\$ -	\$ -
16-RFQ-102318-Air Tow Trailer	\$ 22,152.00	0%	0%	\$ -	\$ -
Spruce Street Bridge - Relocate City Steam Line	\$ 58,388.30	0%	0%	\$ -	\$ -
16-RFQ-102244-Electric Articulating Boom	\$ 35,704.00	0%	0%	\$ -	\$ -
CDW-North County Transit Center Viking phone and surge protector	\$ 682.69	0%	0%	\$ -	\$ -
Uline--NCTC Dry Erase Board	\$ 68.00	0%	0%	\$ -	\$ -
Secure Data Technologies--Exagrid quote# 10.19.15Metro Transit Exagrid	\$ 33,782.40	0%	0%	\$ -	\$ -
RFQ-107019 Rail Assemblies and Hardware Required For Overhead Conductor Rail System	\$ 8,081.16	0%	0%	\$ -	\$ -
DHE Computers--Additional TL2000 Tape Library for Backup System Quote# 13848	\$ 5,997.60	0%	0%	\$ -	\$ -
Dynamic Controls Inc.--Vicon Camera recording system for NCTC	\$ 10,612.00	0%	0%	\$ -	\$ -
World Wide Technologies--Quote number 4097140.1	\$ 1,114.01	0%	0%	\$ -	\$ -
RFQ-102370-High Speed Copier-BIZHUB 754E	\$ 24,748.80	0%	0%	\$ -	\$ -
RFQ-102381- Med Speed Monochrome Copiers (C454)	\$ 11,315.20	0%	0%	\$ -	\$ -
CDW-Cisco Switch w/accessories and SFP Transceiver Module	\$ 20,320.77	0%	0%	\$ -	\$ -
16-RFQ-102532-Purchase & Delivery of Three (3) Forklifts	\$ 71,904.00	0%	0%	\$ -	\$ -
REQ 108094,Additional Indiana Furniture Files & Components Per Proposal #34862	\$ 8,008.96	0%	0%	\$ -	\$ -
Tegile Flash Storage for Storage Area Network update.	\$ 61,451.20	0%	0%	\$ -	\$ -
16-RFQ-102547-Furnish & Install 3 Pre-Fabricated Guard Shelters	\$ 21,506.40	0%	0%	\$ -	\$ -
16-RFP-102014-Claims Administration & Risk Management Information System	\$ 198,612.00	0%	0%	\$ -	\$ -
DHE-SAN Switches supporting new flash storage	\$ 31,969.76	0%	0%	\$ -	\$ -
REQ 109285 For Workstation, Conference Rooms, Proposals 36081,36009,36081	\$ 37,092.05	0%	0%	\$ -	\$ -
16-SB-102518-Illinois Bus Garage Floor Repair-Central Facility	\$ 139,564.00	0%	0%	\$ -	\$ -
	\$ 5,227,952.06				\$ 346,616.80

The Spruce Street Bridge Replacement project was not assigned a DBE goal. However, the prime contractor reviewed the scope and determined that there were opportunities available for DBE subcontractors to participate. This scope was challenging with tight deadlines and constraints. The prime contractor worked closely with the Office of Supplier Diversity throughout project duration in order to increase DBE participation levels.

CORRECTIVE ACTION PLAN

Bi-State Development will strongly encourage prime contractors to put forth a robust good faith effort toward inclusion where contracting opportunities are evident with no goal set on projects.

Bi-State Development will monitor FTA assisted contracts on a quarterly basis to examine participation levels to ensure that DBE goals are being met. More frequent monitoring allows Bi-State Development to identify potential shortfalls and address them in a timely manner. Additionally, this allows Bi-State Development time to meet with contractors and develop a plan to correct deficiencies.

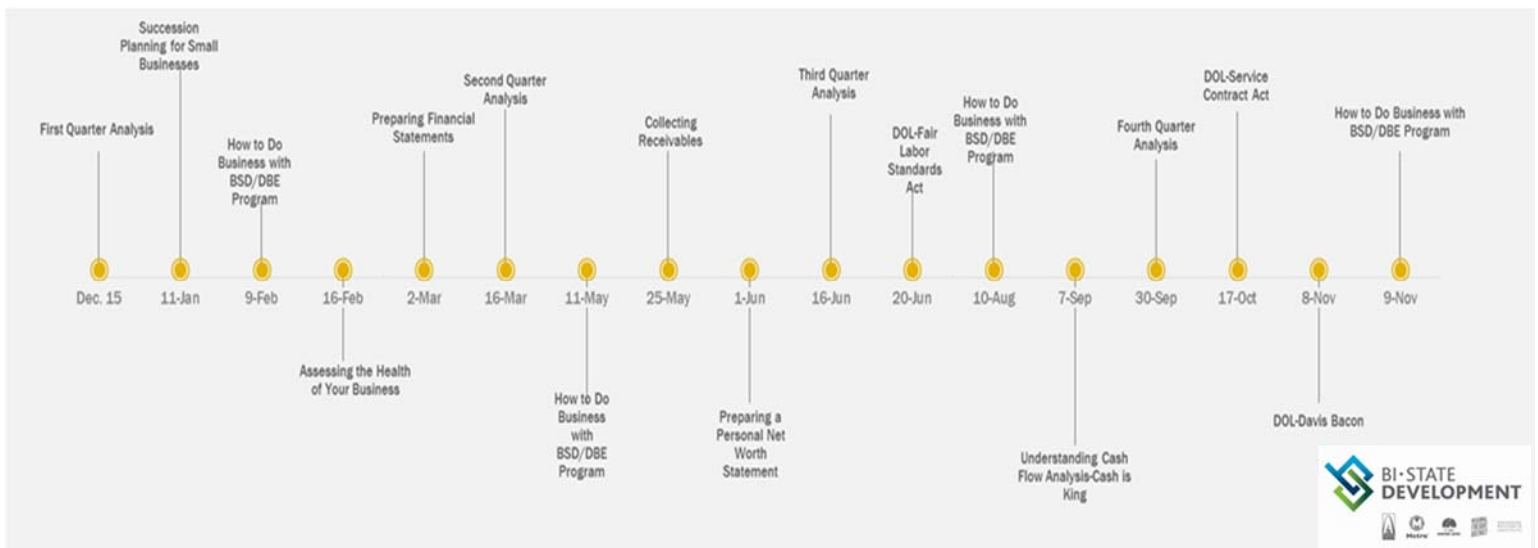
The Office of Supplier Diversity meets regularly with various small, minority and disadvantaged contracting agencies in the St. Louis Metropolitan Area to make them aware of the procurement system Bi-State utilizes to notify potential vendors of upcoming and active opportunities. Supplier Diversity is introducing the system and encouraging potential vendors to set up an account in order to receive direct notification via email of upcoming opportunities.

Bi-State Development will continue its participation in various outreach sessions as well as providing more education for prime contractors, vendors, small and disadvantaged businesses as it relates to its

procurement system and educational seminars and workshops that help small businesses by addressing a wide range of business planning topics, managing finances effectively for long-term success, and equipping them with the tools necessary for sustainable growth (see milestones).

Also, the Office of Supplier Diversity is partnering with the U.S. DOT-Small Business Transportation Resource Center-Central Region Field Office (SBTRC) to provide small businesses with one-on-one business counseling in the areas of marketing, planning, procurement and operational assistance. Additionally, the bonding education program offered by the SBTRC prepares small businesses to become bond-ready and/or increase bonding capacities to assist the small business in competing for transportation-related contracts. The Office of Supplier Diversity is encouraging small and disadvantaged businesses to utilize these services by holding informational sessions and webinars in collaboration with the SBTRC. Once the SBTRC sets the webinar schedule the Office of Supplier Diversity will incorporate that schedule into its milestones and make access available at its headquarters to small and disadvantaged business that might not have access.

Office of Supplier Diversity Milestones



Open Session Item 10
Attachment 3



**OFFICE OF SUPPLIER DIVERSITY
DISADVANTAGED BUSINESS ENTERPRISE PROGRAM (DBE)
SHORTFALL STATUS REPORT**

FEDERAL TRANSIT ADMINISTRATION

**Prepared by:
Francoise Lyles-Wiggins
Bi-State Development Supplier Diversity Program Manager/DBELO
April 20, 2017**

OVERVIEW

Planned USDOT-assisted expenditures for Bi-State Development in FY 2016-18 encompassed a wide range of initiatives meeting the Agency's major priorities. Included in the budget is a three-year program designed to build, maintain or replace Bi-State Development's core infrastructure critical to the efficient operation of the region's public transit system. The capital budget provides the funding to implement necessary improvements and upgrades to the system infrastructures, as well as various expenditures for asset replacements that occur on an infrequent basis. Capital expenditures for FY 2016-2018 included current and future rail projects, vehicle and supporting equipment purchases, transit development (i.e. facility, centers, stations, parking lots, etc.) and information technology improvements.

Bi-State Development Triennial Goal for FFY 2016-2018 was 20% (15% RN/5% RC). Review of the Uniform Report of DBE Commitments/Awards and Payments from June 1ST (Oct. 2015-Mar. 2016) and December 1ST (Apr. 2016-Sept. 2016) reporting periods indicated that Bi-State Development only achieved 11% through commitments and awards to DBE firms. Therefore, Bi-State Development's DBE participation shortfall is 9%.

This shortfall status report details the efforts by Bi-State Development to comply with the provisions outlined in 49 CFR Part 26 and is inclusive of all Federal Transit Administration (FTA) funded projects.

SHORTFALL PERCENTAGE

Bi-State Development's total awards and commitments for October 2015-March 2016 (June 1ST reporting period) totaled \$5,227,952. Awards and commitments for April 2016-September 2016 (December 1ST reporting period) totaled \$0. The combined total of awards and commitments for both reporting periods totals \$5,227,952.

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Bi-State Development divided the total DBE awards and commitments (\$580,800) by the total awards (\$5,227,952) resulting in .11, 11% with rounding. Bi-State Development Triennial goal was 20% and achieved 11% which is a 9% shortfall.

RACE CONSCIOUS /RACE NEUTRAL BREAKDOWN

Bi-State Development Triennial goal for 2016-2018 is 20% (15% RN/5% RC). Bi-State Development failed to meet its DBE goal (11.1% achieved-6.6% race conscious/0% race neutral).

REASONS FOR SHORTFALL

Review of contracts awarded during FFY 2015-2016, indicate that Bi-State Development authorized a variety of goods and services that support its operations. Some of those goods and serviced included computer systems, computer and computer peripheral, office machinery, office equipment, other electronic equipment, parts and heavy equipment. In addition, four-(4) procurements were authorized to do facility improvements, enhancements to better service customers and repairs within facilities or on the alignment. The chart below documents those procurements undertaken during FFY 2016:

DBE PARTICPATION ON PROJECTS UNDERTAKEN DURING FFY 2016

PROJECT NAME	FTA	DBE	DBE	RACE	
	FUNDS	GOAL	COMMITMENTS	NEUTRAL	CONSCIOUS
Spruce Street Bridge Replacement	\$ 4,227,034.16	0%	8.2%	\$ 208,536.00	\$ -
16-SB-102052-CG Union Station Track Z-Crossing/DTC-Clark Avenue Improvemets	\$ 197,550.60	0%	0%	\$ -	\$ -
CDW--HP Laser Printer	\$ 292.00	0%	0%	\$ -	\$ -
16-RFQ-102318-DAB Air Tow Trailer	\$ 22,152.00	0%	0%	\$ -	\$ -
Spruce Street Bridge - Relocate City Steam Line	\$ 58,388.30	0%	0%	\$ -	\$ -
16-RFQ-102244-DAB Electric Articulating Boom	\$ 35,704.00	0%	0%	\$ -	\$ -
CDW-North County Transit Center Viking phone and surge protector	\$ 682.69	0%	0%	\$ -	\$ -
Uline--NCTC Dry Erase Board	\$ 68.00	0%	0%	\$ -	\$ -
Secure Data Technologies--Exagrid quote# 10.19.15Metro Transit Exagrid	\$ 33,782.40	0%	0%	\$ -	\$ -
RFQ-107019 RAIL ASSEMBLIES AND HARDWARE REQUIRED FOR OVERHEAD CONDUCTOR RAIL SYSTEM	\$ 8,081.16	0%	0%	\$ -	\$ -
DHE Computers--Additional TL2000 Tape Library for Backup System Quote# 13848	\$ 5,997.60	0%	0%	\$ -	\$ -
Dynamic Controls Inc--Vicon Camera recording system for NCTC	\$ 10,612.00	0%	0%	\$ -	\$ -
World Wide Technologies--Quote number 4097140.1	\$ 1,114.01	0%	0%	\$ -	\$ -
RFQ-102370-HIGH SPEED COPIER-BIZHUB 754E	\$ 24,748.80	0%	0%	\$ -	\$ -
RFQ-102381-TJ MED SPEED MONOCHROME COPIERS(C454)	\$ 11,315.20	0%	0%	\$ -	\$ -
CDW-Cisco Switch w/accessories and SFP Transceiver Module	\$ 20,320.77	0%	0%	\$ -	\$ -
16-RFQ-102532-DAB Purchase & Delivery of Three (3) Forklifts	\$ 71,904.00	0%	0%	\$ -	\$ -
REQ 108094,ADDITIONAL INDIANA FURNTURE FILES & COMPONENTS PER PROPOSAL #34862	\$ 8,008.96	0%	0%	\$ -	\$ -
Tegile Flash Storage for Storage Area Network update	\$ 61,451.20	0%	0%	\$ -	\$ -
16-RFQ-102547-CB Furnish & Install 3 Pre-Fabricated Guard Shelters	\$ 21,506.40	0%	0%	\$ -	\$ -
16-RFP-102014-DR - Claims Administration & Risk Management Information System	\$ 198,612.00	0%	0%	\$ -	\$ -
DHE-SAN Switches supporting new flash storage	\$ 31,969.76	0%	0%	\$ -	\$ -
REQ 109285 FOR WORKSTATION, CONFERENCE ROOMS, PROPOSALS 36081,36009,36081	\$ 37,092.05	0%	0%	\$ -	\$ -
16-SB-102518-CG Illinois Bus Garage Floor Repair - Central Facility	\$ 139,564.00	0%	0%	\$ -	\$ -
	\$ 5,227,952.06			\$ 208,536.00	

Review of the following procurements indicated no currently certified DBE firms were available to provide the services and/or the equipment outlined therefore, no goals were set on the following procurements:

CDW-HP Laser Printer
16-RFQ-102318-Air Tow Trailer
Spruce Street Bridge-Relocate City Steam Line
16-RFQ-102244-Electric Articulating Boom
CDW-North County Transit Center Viking phone and surge protector
Uline-NCTC Dry Erase Board
Secure Data Technologies-Exagrid quote#10.10.15 Metro Transit Exagrid
RFQ-107019-Rail Assemblies and Hardware Required for Overhead Conductor Rail System
DHE Computers-Additional TL2000 Tape Library for Backup System Quote #13848
Dynamic Controls Inc.-Vicon Camera Recording System for NCTC
World Wide Technologies-Quote number 4097140.1
RFQ-102370-High Speed Copier-BIZHUB 754E
RFQ-102381-Med Speed Monochrome Copiers (C454)
CDQ-Cisco Switch w/accessories and SFP Transceiver Module
16-RFQ-102532-Purchase and Delivery of three (3) forklifts
REQ 108094 Additional Indiana Furniture files & Components
Tegile Flash Storage for Storage Area Network Update
16-RFP-102014-Claims Administration & Risk Management Information Systems
DHE-SAN Switches supporting new flash storage
REQ 109285 for Workstation, Conference Rooms, Proposals 36081,36009,36081

Bi-State Development encourages prime contractors to put forth a robust effort toward inclusion where contracting opportunities became evident with no goals set.

16-SB-101846-Spruce Street Bridge Replacement-Supplier Diversity recommended 0% DBE participation on this project. The prime contractor reviewed the scope and determined that there were contracting opportunities available for DBE subcontractors. The prime proposed 8.2% DBE participation. Previously, counted DBE participation was reduced to 4.9% due to termination of one DBE subcontractor. Review of this package indicated the prime contractor made several attempts to save this participation but all efforts were exhausted.

16-SB-102052-Union Station Track Z Crossing/DTC-Clark Avenue Improvements-Supplier Diversity reviewed the scope. Analysis of the scope during the goal setting phase of this project indicated 0% DBE. Therefore, Supplier Diversity did not recommend a DBE goal.

16-RFQ-102547-Furnish & install 3 Pre-Fabricated Guard Shelters-Supplier Diversity reviewed the scope associated with this project and determined that there were no contracting opportunities available therefore a 0% DBE goal.

16-SB-102518-Illinois Bus Garage Floor Repair-Central Facility-Supplier Diversity reviewed the scope. Analysis of the scope during the goal setting phase of this project indicated 0% DBE. Therefore, Supplier Diversity did not recommend a DBE goal.

RACE NEUTRAL MEASURES

The Office of Supplier Diversity is present during the contract solicitation process and provides an overview of the DBE Program at Bi-State Development. During pre-construction meetings Supplier Diversity reviews DBE participation with primes and addresses any DBE questions, concerns or issues. Additionally, primes are provided with compliance and monitoring procedures.

Supplier Diversity hosts informational and educational sessions for small business owners that are structured to help with growth and sustainability in a fast changing economy. Listed below are the sessions along with a brief description of each session.

Overtime Rule Changes-Money in the Pockets of Many Middle Class Workers (11/9/16)

Description: In 2014, the Secretary of Labor was directed to update the overtime regulations to reflect the intent of the Fair Labor Standards Act. Bi-State vendors provide a wide range of services. Bi-State partnered with DOL-Wage & Hour Division to present the changes to small businesses; examine the impact if any on their business and give them an opportunity to ask questions and gain clarification from DOL officials on their next steps.

The DBE Program (11/21/16 and 11/22/16)

Description: Office of Supplier Diversity hosted informational sessions for area contractors that provided them with an overview of the DBE Program at Bi-State Development, explained goal setting, discussed good faith efforts and evaluating the effort, reviewed reporting, tracking and how to collaborate with Supplier Diversity when contract goal setting on design/build projects. Area contractors were able to ask questions and obtain best practices information.

Succession Planning (1/24/17)

Description: Many small business owners do not have an exit strategy for their business in the event of retirement, death or disability. Succession Planning was designed to assist small business owners in developing an "early" plan for the unexpected-injury, financial hardship, death, disability or transfer of ownership when it comes time to retire.

Assessing the Health of your Business (2/16/17)

Description: This session provided small businesses with a quick health check of their company. Participants learned why it is important to monitor the health of their business on a regular and routine basis, how to identify symptoms that point to underlying issues and how to turn issues into an action plan to sustain a healthy and productive business.

Preparing Financial Statements (3/2/17)

Description: Financial statements are crucial for tracking the financial health of a small business. They assist small businesses in setting their long term goals, making sound business decisions and obtaining financing. Participants learned about the four different types of financial statements and how they connect to build the story of their business to investors and banks.

Collecting Receivables (5/25/17)

Description: This session will address effective management of accounts receivable which leads to sound financial health and flexibility for small businesses.

DBE Certification-Preparing a Personal Net Worth (PNW) Statement (6/1/17)

Description: Preparing and understanding the personal net worth statement can be overwhelming for small business owners. This session provides participants with an overview of completing the personal net worth statement for the DBE program.

Cash Flow Analysis-Cash is King (9/7/17)

Description: Cash is king. Capital is needed to start, operate and expand business operations but many small business owners often have trouble managing and maintaining cash. Inaccurate cash flow analysis-or lack of available cash-can impact a small business's daily operations. Participants will obtain the basis tools necessary to understand and evaluate their cash flow.

As a partner within the Missouri Unified Certification Program-Missouri Regional Certification Committee (MRCC), Bi-State Development in collaboration with MoDOT and St. Louis International Airport-Business Development & Diversity Office developed an educational series that seeks to enhance the effectiveness of the MRCC DBE Program by facilitating the growth and viability of small, disadvantaged business enterprises within the St. Louis Metropolitan area. These sessions are designed to increase the number of ready, willing and able firms and strengthen firms' ability to successfully compete on USDOT-assisted contracts while increasing their overall viability.

The Invest in Your Business Program is a comprehensive course of study designed to help firms assess their companies administrative, financial and logistical needs and provide solutions for developing and solidifying firms' infrastructure. Through this training small, disadvantaged businesses should have the capabilities to meet all requirements of their contracts; make profit and avoid loss and attain sustained capacity for growth and longevity.

Listed below are course descriptions and their dates of availability to the small business community:

- **Internal Revenue Service-Recordkeeping (In class 3/14/17)**
Recordkeeping is not solely about fulfilling legal requirements but is about understanding your business in its current state and in the future. There are many reasons why keeping good records is important. This seminar focused on recording keeping for tax preparation and tax purposes
- **Creating a business plan and revising a current business (webinar 3/21/17)**
Learn key elements of a business plan including writing styles, required content, how to use the business plan as a management tool and how to do revisions to an outdated plan
- **Financial Literacy: Financial Devices (webinar 4/12/17)**
Financing a small business is challenging. Participants learned about a wide range of financing devices available to the small business and their unique advantages and disadvantages.
- **When and How to Find the Right Attorney/Lawyer (webinar 4/17/17)**
This seminar will review legal issues related to owning a business, provide insight into how to select an attorney that will meet small business needs-contract law vs. accounting and outline steps small businesses can take to keep legal costs down.
- **Access to Credit and Credit Counseling (webinar 5/10/17)**
Small businesses (DBEs, MBEs, & WBEs etc.) face several challenges in running their businesses: access to capital, credit, and bonding. Credit impacts the aforementioned and ultimately will

determine small business success. This credit program will assist small businesses in establishing a corporate credit program for their business, build a business credit profile to eliminate personal guarantees, build business credit as a good credit risk, build a business score in order to qualify for more funding, bonded and/or increase its bonding capacity.

➤ **Strategies to Survive Tough Times (In class session 5/16/17)**

Business is unpredictable-the economy can take a turn for the worst, client pools dwindle...any number of events beyond a small business owners control can occur that impacts your business's success. Learn some strategies for preserving through tough times from someone who has been there.

➤ **Introduction to eMarketing (webinar and in class session 5/24/17)**

This course will focus on understanding the role social media plays in a small business. Learn about available social media platforms, which ones right for their brand, and how to incorporate eMarketing into your business plan.

➤ **US Immigration and Customs Enforcement-The IMAGE Certification Process (ICE) (In class session 6/14/17)**

The goal of the IMAGE program is to curtail the employment of unauthorized workers through outreach, education and partnerships. This session will provide participants with IMAGE best practices and outline the streamlined IMAGE certification process (E-Verify).

➤ **Department of Labor (DOL)-Fair Labor Standards Act (In class session 6/20/17)**

FLSA is the federal law that regulates minimum wage, overtime pay eligibility, recordkeeping, and child labor standards. The DOL Wage & Hour Division will provide an overview of FLSA, common mistakes in classifying employees employers make and provide other tips and strategies to keep small businesses in compliance.

➤ **Occupation Safety Health Administration (OSHA)-Safety-(Webinar 7/12/17)**

With the Occupational Safety and Health Act of 1970, employers are responsible for providing a safe and healthful workplace. OSHA's mission is to assure safe and healthful workplaces by setting and enforcing standards and by providing training, outreach, and education. This course will provide general information on OSHA employers' responsibilities under OSHA, outline penalties for violating OSHA standards and resources for small businesses.

➤ **Content eMarketing (webinar and in class session 7/19/17)**

This course will show businesses the value of using social media to reach customers, clients, prospects, and how it drives repeat business from current clientele and ultimately lead to new customers.

➤ **Social Media Engagement (webinar and in class session 8/9/17)**

This advanced course will enhance a business's ability to increase search rankings resulting in greater traffic to the business website.

➤ **Tips on Bidding (webinar 9/13/17)**

This session will provide participants with the basic steps involved in bidding contracts, discuss common mistakes and reasons for disqualification, and identify red flags-when not to bid and review evaluating qualifications utilized in the industry.

- **Department of Labor (DOL)-Service Contract Act (In class session 10/17/17)**
The SCA requires federal contractors and subcontractors performing on contracts over \$2,500 to pay their service employees no less than the “prevailing wage” for their locality. When bidding on federal contracts it is the expectation that contractors/subcontractors comply with the SCA. DOL will discuss the basics to keep a small business in compliance.
- **Doing Business with the Missouri Regional Certification Committee Partners (Small Business Reception 10/25/17)**
Learn how to get certified with the MRCC Partners, access bid opportunities with each partner and hear about upcoming opportunities.
- **Department of Labor (DOL)-Davis Bacon Act/Prevailing Wage (In class 11/18/17)**
The Davis-Bacon and Related Acts, apply to contractors and subcontractors performing on federally funded or assisted contracts in excess of \$2,000 for the construction, alteration, or repair (including painting and decorating) of public buildings or public works. Davis-Bacon Act and Related Act contractors and subcontractors must pay their laborers and mechanics employed under the contract no less than the locally prevailing wages and fringe benefits for corresponding work on similar projects in the area. DOL provides an overview of Davis-Bacon/Prevailing Wage, details how the local wages are calculated, orders issued, and any regulatory changes that impact a small business.
- **Networking Tips/Overview of the St. Louis Region’s Economy (In class 12/1/17)**
If you had only 3 minutes to pitch your business to someone how would you? This course will outline what attributes a small business should sale to a potential client in a short timeframe and leave a lasting impression.

CORRECTIVE ACTION PLAN

Bi-State Development will strongly encourage prime contractor to put forth a robust good faith effort toward inclusion where contracting opportunities are evident with no goal set on projects.

Bi-State Development will monitor FTA-assisted contracts with more frequency to ensure DBE goals are being met. Monitoring consists of attendance at weekly project manager meetings, weekly site visits in the field throughout project duration, scheduled commercially useful function (CUF) reviews to ensure DBEs are actually performing and managing the work prescribed under their contract, review of pertinent DBE documentation, updates to the project team on discrepancies, and providing the project manager with periodic updates on DBE participation.

Attendance at weekly project manager meetings allows the diversity staff the opportunity to stay abreast of changes in DBE scope, DBE schedule and DBE contractors. Changes in the aforementioned might impact DBE participation. Corrective action can begin and staff can work one-on-one with the contractor or contractors impacted immediately. Additionally, DBE questions/concerns may arise and diversity staff can address them and provide clarification and best practices to divert a possible shortfall.

Weekly site visits and CUF reviews ensure that DBEs are reporting and performing the work outlined in their contract. Review of various documents associated with a DBEs participation assists in these efforts. Additionally, Supplier Diversity reviews and records change orders to ensure any work changes associated with DBE contractors’ scope(s) are confirmed and properly credited.

The aforementioned allows Supplier Diversity to identify potential shortfalls and address timely with contractors/consultants to develop a plan to correct deficiencies before the quarterly review.

Bi-State Development conducts a quarterly analysis of every committed/awarded FTA assisted contract. It is during this review the diversity team makes adjustments when contract goal setting.

Bonding Education Program (BEP)

Supplier Diversity partnered with the USDOT Small Business Transportation Resource Center (SBTRC)-Central Region in efforts to increase the number of small businesses prepared to compete for and enter into transportation-related prime and subcontract opportunities.

Becoming bondable is a challenge for many small businesses. On 6/24/16 Bi-State Development hosted a Bonding Education Stakeholders meeting. The stakeholders meeting introduced the program to various community organizations, small, disadvantaged, minority and women contractors, minority advocacy groups, the Associated General Contractors of Missouri (AGC of MO), minority contracting organizations, various trade unions and state, local and federal agencies within the St. Louis Metropolitan area.

On 7/29/16 Bi-State Development, Missouri Department of Transportation (MoDOT) and St. Louis Lambert International Airport staff were trained on the Bonding Education Program. This training provided agency staff with the building blocks necessary to assemble a bonding package and initiate the intake process.

Small, disadvantaged, minority and women business owners participated in a two-(2) day bonding education and surety in-take session-Thursday, August 18, 2016, conducted by USDOT SBTRC-Central Region and several surety bonding professionals. Local and national Surety Bond professionals conducted one-on-one intake sessions with participants Friday, August 19, 2016. Businesses already bonded had the opportunity to have their current bond capacities reviewed for possible changes.

Additionally, credit repair counselors were available on hand to address credit issues/concerns, answer questions and provide clarification regarding credit repair and give businesses next steps toward becoming financially healthy.

As of 1/24/17 a total of eight-(8) disadvantaged businesses completed the BEP with assigned bonding capacities \$250,000-\$2,000,000. Bi-State and the SBTRC-Central Region will continue to work with these contractors one-on-one until 8/18/18 in a variety of areas.

Bi-State will continue to work with area businesses, local and national bonding surety professionals to prepare small, disadvantaged businesses become bonded and bond-ready.

Supplier Diversity engages the small, disadvantaged business community on a regular and routine basis by participating in workshops and informational sessions on how to do business with Bi-State Development, the Disadvantaged Business Enterprise Program (DBE), conducting one-on-one sessions with contractors/consultants to discuss capacity building, address DBE certification questions or concerns and provide back office resources in efforts to increase small and disadvantaged business capacity and participation on projects with Bi-State Development.

Supplier Diversity participated in the following sessions during FFY 2016 and will continue its participation in various outreach sessions as well as providing more education for prime contractors, vendors, small and disadvantaged businesses as it relates to its procurement system.

10/27/15-MOKAN Contractors Opportunity Seminar

Description: This meeting brought several agencies (Bi-State Development, Lambert Airport, City of St. Louis-Community Development Agency, Missouri Department of Transportation & the Metropolitan Sewer District) together to inform MOKAN membership about opportunities within the various agencies and how to access those opportunities within each agency.

11/6/15-AMEREN-“Making the Business Case for Inclusion”

Description: This session explored the economic impact inclusion has on projects, examined how the region is changing to expand inclusion, discussed developing relationships and listened to upcoming projects. Bi-State Development provided background on the agency, upcoming projects and how to access those projects.

1/21/16-MOKAN General/Prime Contractors Meeting

Description: This meeting brought together the City of St. Louis, Missouri Department of Transportation, Lambert Business Development and Diversity Office and Bi-State to discuss DBE Program updates/issues/concerns and upcoming opportunities and how to access those opportunities within each agency.

1/21/16-Hispanic Chamber of Commerce “Business After Hours”-Ballpark Village

Description: Hispanic Chamber of Commerce membership met the Office of Supplier Diversity, and discussed business opportunities within Bi-State Development and how to access those opportunities.

2/9/16-Missouri Department of Transportation External Civil Rights Symposium-“How to Do Business with Bi-State Development” Roundtable Session (roundtable and exhibitor booth)

Description: Small businesses met with Bi-State Development to discuss the DBE Program at BSD and how to access upcoming opportunities via the on-line portal iSupplier and learn about becoming DBE certified.

4/1/16-2016-Lambert Airport Business Diversity and Development Business Forum

Description: This event featured roundtable discussions on how to do business with Lambert Airport, MoDOT and Bi-State Development; provided small businesses information on upcoming contract opportunities from several agencies; examined joint venturing and how it can help small businesses grow; addressed the certification process and provided many other topics related to business development.

6/15/16-Small Business Administration-SBA Roundtable Lunch Discussion-Ferguson

Description: Small businesses had lunch with federal agencies, obtained information on the agency and learned about potential contracting and subcontracting opportunities. Bi-State Development introduced the agency, the Office of Supplier Diversity and how to become a registered iSupplier vendor in order to access opportunities.

8/31/16-Missouri Department of Transportation-“Doing Business with MoDOT & Transportation Partners”

Description: This procurement workshop focused on how to successfully bid on projects through MoDOT, Bi-State Development and St. Louis County. This two-part event hosted workshops and a vendor expo.

9/22/16-St. Louis Council of Construction Consumers Owner Interactive Roundtable Discussion

Description: This event allowed small businesses the opportunity to discuss certain issues that hinder their participation on various opportunities with various agencies and examined avenues to remedy the situation.

11/21/16-Associated General Contractors (AGC) of Missouri Outreach

Description: This event featured information on the DBE Program at Bi-State Development, goal setting, Good Faith Efforts, Best Practices, the certification process, compliance monitoring & enforcement and upcoming contracting opportunities.

1/25/17-Small Business Resource Partners Meeting

Description: This session connected small business owners with various resources available through the Internal Revenue Service, Small Business Administration, MoDOT, St. Louis Economic Development Partnership, Hispanic Chamber of Commerce, Bi-State, Occupational Safety Health Administration (OSHA), Immigration Customs & Enforcement (ICE), Score, Taxpayer Advocate Service and Small Business Majority to assist in daily operations and long term growth.

2/28/17-Missouri Department of Transportation External Civil Rights Symposium-DBE Supportive Services Roundtable (Phillips & Associates, Bellwether, City of Kansas City, MO and Bi-State Development) (roundtable and exhibitor booth)

Description: This session included discussions among agencies that provide supportive services to firms once they have been DBE certified and covered the services offered by each of the different agencies.

3/31/17-2017-Lambert Airport Business Diversity and Development Office-Business Diversity Forum (roundtable and exhibitor booth)

Description: Small businesses learned about new and ongoing contracting opportunities, met key decision makers, participated in roundtable discussions, and learned how to improve their knowledge of the certification process and connected with prime contractors.

5/2/17-SBA-Small Business Week Matchmaking Event (exhibitor booth & scheduled one-on-one sessions with small business owners)

Description: This event allows small businesses the opportunity to meet with federal agencies and prime contractors to learn about potential contracting and subcontracting opportunities.



2017 QUARTERLY FINANCIAL STATEMENTS

Third Quarter
Ending March 31, 2017



**BI • STATE
DEVELOPMENT**

Bi-State Development of the Missouri-Illinois
Metropolitan District



To: John M. Nations
President and Chief Executive Officer

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

Date: May 1, 2017

Subject: Bi-State Development Financial Statements – March 2017

Enclosed is the financial statement package for March 31, 2017. Results, including the analysis and financial position, are provided by operating unit. These results are *unaudited* and subject to change. The financial statements presented are not prepared in conformity with U.S. Generally Accepted Accounting Principles (U.S. GAAP). A U.S. GAAP presentation would include, among other things, revenue and expenses identified as operating or non-operating and segregated accordingly, depreciation shown as an operating expense; full disclosure of all material financial and non-financial events with accompanying footnote disclosures; and a Management Discussion and Analysis (MD&A) section.

A summary of all Bi-State Development (BSD) business divisions and the self-insurance divisions indicate that the combined entity has assets of \$1.46 billion and Income before Depreciation of \$10.1 million for the nine months ending March 31, 2017. When analyzing BSD's financial position, the primary focus is on Income before Depreciation. The majority of the capital program is funded through Federal grants - not profits from operations; therefore, depreciation is not funded. Net Loss after Depreciation is \$46.8 million. The BSD combined financials are reflected on pages 3-5.

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

Table 1 below summarizes BSD Combined Income (Loss) before Depreciation by entity. For the nine months ended March 31, 2017, BSD has Income before Depreciation of \$10.1 million compared to a budget of \$0.6 million for a positive variance of \$9.5 million. Metro represents most of BSD's income before depreciation.

Table 1
BSD Combined Net Income (Loss) before Depreciation

	Year-to-Date				
	Actual	Budget	Prior Year	\$ Var Bgt	\$ Var Prior Yr
Enterprise Funds					
Executive Services	\$ 220,515	\$ 45,967	\$ 150,632	\$ 174,548	\$ 69,883
Gateway Arch Tram	(539,823)	915,482	1,529,447	(1,455,305)	(2,069,270)
Metro	10,562,857	1,611,694	13,818,268	8,951,163	(3,255,411)
St. Louis Downtown Airport	(69,691)	(93,053)	(46,886)	23,362	(22,805)
Riverfront Attractions	108,251	14,038	(223,574)	94,213	331,825
St. Louis Regional Freightway	(302,804)	(477,587)	(27,320)	174,783	(275,484)
BSD Research Institute	(54,759)	(39,997)	39,477	(14,762)	(94,236)
Arts In Transit, Inc.	10,610	638	23,509	9,972	(12,899)
Total Enterprise Funds	\$ 9,935,156	\$ 1,977,182	\$ 15,263,553	\$ 7,957,974	\$ (5,328,397)
Self-Insurance Funds					
Health	38,807	349,331	1,491,257	(310,524)	(1,452,450)
Casualty	432,849	(980,907)	-	1,413,756	432,849
Workers' Compensation	(262,942)	(728,680)	-	465,738	(262,942)
Total Self-Insurance Funds	\$ 208,714	\$ (1,360,256)	\$ 1,491,257	\$ 1,568,970	\$ (1,282,543)
Total Government Wide	\$ 10,143,870	\$ 616,926	\$ 16,754,810	\$ 9,526,944	\$ (6,610,940)

Table 2 takes into account the impact of depreciation on the financial position of all enterprises resulting in a cumulative \$46.8 million loss.

Table 2
BSD Combined Net Income (Loss)

	Year-to-Date				
	Actual	Budget	Prior Year	\$ Var Bgt	\$ Var Prior Yr
Enterprise Funds					
Executive Services	\$ 219,833	\$ 44,323	\$ 148,993	\$ 175,510	\$ 70,840
Gateway Arch Tram	(698,012)	792,374	1,469,069	(1,490,386)	(2,167,081)
Metro	(45,611,866)	(53,435,646)	(39,523,609)	7,823,780	(6,088,257)
St. Louis Downtown Airport	(1,179,119)	(1,266,938)	(1,214,965)	87,819	35,846
Riverfront Attractions	(85,078)	(222,522)	(473,990)	137,444	388,912
St. Louis Regional Freightway	(302,804)	(477,587)	(27,320)	174,783	(275,484)
BSD Research Institute	(54,759)	(39,997)	39,477	(14,762)	(94,236)
Arts In Transit, Inc.	10,610	638	23,509	9,972	(12,899)
Total Enterprise Funds	\$ (47,701,195)	\$ (54,605,355)	\$ (39,558,836)	\$ 6,904,160	\$ (8,142,359)
Self-Insurance Funds					
Health	38,807	349,331	1,491,257	(310,524)	(1,452,450)
Casualty	868,433	(808)	-	869,241	868,433
Workers' Compensation	(109)	353	-	(462)	(109)
Total Self-Insurance Funds	\$ 907,131	\$ 348,876	\$ 1,491,257	\$ 558,255	\$ (584,126)
Total Government Wide	\$ (46,794,064)	\$ (54,256,479)	\$ (38,067,579)	\$ 7,462,415	\$ (8,726,485)

The Finance Division is available for any questions concerning the March 31, 2017 financial report.

Thank you.



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BSD Combined Statement of Activities.....5

**Bi-State Development Agency of the
Missouri-Illinois Metropolitan District
Bi-State Development Combined
Quarterly Statement of Financial Position
March 31, 2017
(unaudited)**

	Business Divisions Total	Self-Insurance Divisions Total	Total	Eliminations	Bi-State Development Combined Total
Assets					
Current assets					
Cash	\$ 112,353,215	\$ 11,040,769	\$ 123,393,984	\$ -	\$ 123,393,984
Investments	135,301,567	-	135,301,567	-	135,301,567
Accounts and notes receivable	1,794,010	30,982	1,824,992	-	1,824,992
Interfund accounts receivable	-	9,442,583	9,442,583	(9,442,583)	-
Restricted accounts receivable	576,803	3,862	580,665	-	580,665
Federal, state and local assistance receivable	37,856,940	-	37,856,940	-	37,856,940
Materials and supplies inventory	9,639,763	-	9,639,763	-	9,639,763
Other current assets	2,090,411	267,968	2,358,379	-	2,358,379
Total current assets	299,612,709	20,786,164	320,398,873	(9,442,583)	310,956,290
Capital assets					
Capital assets - motorbus	385,453,340	-	385,453,340	-	385,453,340
Capital assets - paratransit	19,518,677	-	19,518,677	-	19,518,677
Capital assets - lightrail	1,608,952,679	-	1,608,952,679	-	1,608,952,679
Capital assets	65,038,465	-	65,038,465	-	65,038,465
Total capital assets	2,078,963,161	-	2,078,963,161	-	2,078,963,161
Accumulated depreciation	(1,210,593,222)	-	(1,210,593,222)	-	(1,210,593,222)
Total capital assets, net	868,369,939	-	868,369,939	-	868,369,939
Land	101,741,850	-	101,741,850	-	101,741,850
Construction-in-process	48,546,658	-	48,546,658	-	48,546,658
Total capital assets	1,018,658,447	-	1,018,658,447	-	1,018,658,447
Non-current assets					
Restricted investments	102,358,520	-	102,358,520	-	102,358,520
Deferred charges	17,138	-	17,138	-	17,138
Other non-current assets, net amort	223,456	-	223,456	-	223,456
Total non-current assets	102,599,114	-	102,599,114	-	102,599,114
Total assets	1,420,870,270	20,786,164	1,441,656,434	(9,442,583)	1,432,213,851
Deferred outflow of resources					
Deferred pension loss	19,392,223	-	19,392,223	-	19,392,223
Deferred pension expense	2,165,753	-	2,165,753	-	2,165,753
Deferred loss on debt refunding	2,896,393	-	2,896,393	-	2,896,393
Total deferred outflow of resources	24,454,369	-	24,454,369	-	24,454,369
Total	\$ 1,445,324,639	\$ 20,786,164	\$ 1,466,110,803	\$ (9,442,583)	\$ 1,456,668,220

**Bi-State Development Agency of the
Missouri-Illinois Metropolitan District
Bi-State Development Combined
Quarterly Statement of Financial Position
March 31, 2017
(unaudited)**

	Business Divisions Total	Self-Insurance Divisions Total	Total	Eliminations	Bi-State Development Combined Total
Liabilities					
Current liabilities					
Accounts payable	\$ 4,550,046	\$ -	\$ 4,550,046	\$ -	\$ 4,550,046
Interfund accounts payable	7,314,856	2,127,727	9,442,583	(9,442,583)	-
Accrued expenses	18,372,343	105,600	18,477,943	-	18,477,943
Other current liabilities	22,072,489	-	22,072,489	-	22,072,489
Total current liabilities	<u>52,309,734</u>	<u>2,233,327</u>	<u>54,543,061</u>	<u>(9,442,583)</u>	<u>45,100,478</u>
Current liab payable from restricted assets					
Accounts payable and retention	1,958,328	-	1,958,328	-	1,958,328
Accrued interest payable	10,582,155	-	10,582,155	-	10,582,155
Short-term self-insurance	140,487	7,296,054	7,436,541	-	7,436,541
Medical self-insurance liability	-	2,255,254	2,255,254	-	2,255,254
Current portion of long-term debt	8,425,447	-	8,425,447	-	8,425,447
Total current liabilities payable from restricted assets	<u>21,106,417</u>	<u>9,551,308</u>	<u>30,657,725</u>	<u>-</u>	<u>30,657,725</u>
Total current liabilities	<u>73,416,151</u>	<u>11,784,635</u>	<u>85,200,786</u>	<u>(9,442,583)</u>	<u>75,758,203</u>
Non-current liabilities					
Other post-employment benefits	53,596,491	13,956	53,610,447	-	53,610,447
Long-term self-insurance	150,523	7,660,946	7,811,469	-	7,811,469
Long-term debt	542,996,207	-	542,996,207	-	542,996,207
Capital lease obligations	102,358,522	-	102,358,522	-	102,358,522
Unfunded pension liabilities	111,635,744	477,050	112,112,794	-	112,112,794
Other non-current liabilities	6,341,722	-	6,341,722	-	6,341,722
Total non-current liabilities	<u>817,079,209</u>	<u>8,151,952</u>	<u>825,231,161</u>	<u>-</u>	<u>825,231,161</u>
Total liabilities	<u>890,495,360</u>	<u>19,936,587</u>	<u>910,431,947</u>	<u>(9,442,583)</u>	<u>900,989,364</u>
Deferred Inflow of Resources					
Deferred gain on hedging instruments	219,414	-	219,414	-	219,414
Deferred pension gain salaried	334,089	-	334,089	-	334,089
Total deferred inflow of resources	<u>553,503</u>	<u>-</u>	<u>553,503</u>	<u>-</u>	<u>553,503</u>
Net Position					
Net position - capital investments	539,682,530	-	539,682,530	-	539,682,530
Net position	62,294,441	(57,554)	62,236,887	-	62,236,887
Net income (loss)	(47,701,195)	907,131	(46,794,064)	-	(46,794,064)
Total net position	<u>554,275,776</u>	<u>849,577</u>	<u>555,125,353</u>	<u>-</u>	<u>555,125,353</u>
Total	<u>\$ 1,445,324,639</u>	<u>\$ 20,786,164</u>	<u>\$ 1,466,110,803</u>	<u>\$ (9,442,583)</u>	<u>\$ 1,456,668,220</u>

**Bi-State Development Agency of the
Missouri-Illinois Metropolitan District
Bi-State Development Combined
Statement of Activities
For the Nine Months Ended March 31, 2017
(unaudited)**

	Business Divisions Total	Self-Insurance Divisions Total	Total	Eliminations	Bi-State Development Combined Total
Revenue					
Passenger and service revenues	\$ 40,054,586	\$ -	\$ 40,054,586	\$ -	\$ 40,054,586
Partnership fees	137,500	-	137,500	-	137,500
City of St. Louis	26,116,966	-	26,116,966	-	26,116,966
St. Louis County	94,000,965	-	94,000,965	-	94,000,965
St. Clair County Transit District	43,582,990	-	43,582,990	-	43,582,990
State of Missouri and Illinois	778,780	-	778,780	-	778,780
Federal funding	14,616,742	-	14,616,742	-	14,616,742
Other local/regional funding	282,752	-	282,752	-	282,752
Contributions	32,936	-	32,936	-	32,936
Advertising, maint services, rental income	5,952,063	-	5,952,063	-	5,952,063
Interest income	1,101,739	7,409	1,109,148	-	1,109,148
Other operating revenue	210,123	-	210,123	-	210,123
Charges for services	-	29,873,837	29,873,837	(24,867,629)	5,006,208
Total revenue	226,868,142	29,881,246	256,749,388	(24,867,629)	231,881,759
Expense					
Wages and benefits	140,282,670	1,216,163	141,498,833	-	141,498,833
Services	21,198,706	508,784	21,707,490	-	21,707,490
Fuel and lube consumed	8,434,730	-	8,434,730	-	8,434,730
Materials and supplies	16,070,410	12,849	16,083,259	-	16,083,259
Utilities	5,637,126	4,018	5,641,144	-	5,641,144
Casualty and liability costs	6,059,453	1,090,173	7,149,626	-	7,149,626
Other expenses	3,481,403	59,134	3,540,537	-	3,540,537
Interest expense	14,296,915	-	14,296,915	-	14,296,915
Contribution to outside entities	1,207,849	-	1,207,849	-	1,207,849
Other non-operating expense	263,724	18,406	282,130	-	282,130
Claims paid and insurance administrative costs	-	26,763,005	26,763,005	(24,867,629)	1,895,376
Total expense	216,932,986	29,672,532	246,605,518	(24,867,629)	221,737,889
Income (loss) before depreciation	9,935,156	208,714	10,143,870	-	10,143,870
Depreciation and amortization expense	56,937,934	-	56,937,934	-	56,937,934
Net income (loss) before transfers	(47,002,778)	208,714	(46,794,064)	-	(46,794,064)
Net transfers in (out)	(698,417)	698,417	-	-	-
Net income (loss)	\$ (47,701,195)	\$ 907,131	\$ (46,794,064)	\$ -	\$ (46,794,064)



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**Bi-State Development Agency of the
Missouri-Illinois Metropolitan District
Business Divisions
Quarterly Statement of Financial Position
March 31, 2017
(unaudited)**

	Executive Services	Gateway Arch Tram	Riverfront Attractions	St. Louis Downtown Airport	Metro	St. Louis Regional Freightway	Bi-State Development Research Inst.	Arts In Transit, Inc.	Totals	Interfund Eliminations	Totals After Eliminations
Assets											
Current assets											
Cash	\$ 5,953,052	\$ 12,658,138	\$ 14,628	\$ 519,077	\$ 92,750,909	\$ 3,000	\$ 421,227	\$ 33,184	\$ 112,353,215	\$ -	\$ 112,353,215
Investments	-	-	-	-	135,301,567	-	-	-	135,301,567	-	135,301,567
Accounts and notes receivable	787	-	13,318	100,696	1,636,530	42,250	429	-	1,794,010	-	1,794,010
Interfund accounts receivable	193,272	1,183,447	47,191	-	2,510,861	-	-	-	3,934,771	(3,934,771)	-
Restricted accounts receivable	-	-	-	-	576,803	-	-	-	576,803	-	576,803
Federal, state and local assistance receivable	-	774,038	-	-	37,082,902	-	-	-	37,856,940	-	37,856,940
Materials and supplies inventory	-	-	46,738	61,592	9,531,433	-	-	-	9,639,763	-	9,639,763
Other current assets	-	15,810	36,086	23,861	2,014,654	-	-	-	2,090,411	-	2,090,411
Total current assets	6,147,111	14,631,433	157,961	705,226	281,405,659	45,250	421,656	33,184	303,547,480	(3,934,771)	299,612,709
Capital assets											
Capital assets - motorbus	-	-	-	-	385,453,340	-	-	-	385,453,340	-	385,453,340
Capital assets - paratransit	-	-	-	-	19,518,677	-	-	-	19,518,677	-	19,518,677
Capital assets - lightrail	-	-	-	-	1,608,952,679	-	-	-	1,608,952,679	-	1,608,952,679
Capital assets	40,741	7,028,301	5,165,479	52,803,944	-	-	-	-	65,038,465	-	65,038,465
Total capital assets	40,741	7,028,301	5,165,479	52,803,944	2,013,924,696	-	-	-	2,078,963,161	-	2,078,963,161
Accumulated depreciation	(38,768)	(6,757,159)	(3,823,501)	(35,552,949)	(1,164,420,845)	-	-	-	(1,210,593,222)	-	(1,210,593,222)
Total capital assets, net	1,973	271,142	1,341,978	17,250,995	849,503,851	-	-	-	868,369,939	-	868,369,939
Land	-	-	-	4,542,564	97,199,286	-	-	-	101,741,850	-	101,741,850
Construction-in-process	-	8,015,947	8,969	54,408	40,467,334	-	-	-	48,546,658	-	48,546,658
Total capital assets	1,973	8,287,089	1,350,947	21,847,967	987,170,471	-	-	-	1,018,658,447	-	1,018,658,447
Non-current assets											
Restricted investments	-	-	-	-	102,358,520	-	-	-	102,358,520	-	102,358,520
Deferred charges	-	-	-	17,138	-	-	-	-	17,138	-	17,138
Other non-current assets, net amort	-	-	-	-	223,456	-	-	-	223,456	-	223,456
Total non-current assets	-	-	-	17,138	102,581,976	-	-	-	102,599,114	-	102,599,114
Total assets	6,149,084	22,918,522	1,508,908	22,570,331	1,371,158,106	45,250	421,656	33,184	1,424,805,041	(3,934,771)	1,420,870,270
Deferred outflow of resources											
Deferred pension loss	-	-	-	-	19,392,223	-	-	-	19,392,223	-	19,392,223
Deferred pension expense	-	-	-	-	2,165,753	-	-	-	2,165,753	-	2,165,753
Deferred loss on debt refunding	-	-	-	-	2,896,393	-	-	-	2,896,393	-	2,896,393
Total deferred outflow of resources	-	-	-	-	24,454,369	-	-	-	24,454,369	-	24,454,369
Total	\$ 6,149,084	\$ 22,918,522	\$ 1,508,908	\$ 22,570,331	\$ 1,395,612,475	\$ 45,250	\$ 421,656	\$ 33,184	\$ 1,449,259,410	\$ (3,934,771)	\$ 1,445,324,639

**Bi-State Development Agency of the
Missouri-Illinois Metropolitan District
Business Divisions
Quarterly Statement of Financial Position
March 31, 2017
(unaudited)**

	Executive Services	Gateway Arch Tram	Riverfront Attractions	St. Louis Downtown Airport	Metro	St. Louis Regional Freightway	Bi-State Development Research Inst.	Arts In Transit, Inc.	Totals	Interfund Eliminations	Totals After Eliminations
Liabilities											
Current liabilities											
Accounts payable	\$ 106,910	\$ 188,924	\$ 5,035	\$ 3,096	\$ 4,243,081	\$ -	\$ 3,000	\$ -	\$ 4,550,046	\$ -	\$ 4,550,046
Interfund accounts payable	218,355	1,309,793	862,998	138,990	8,165,725	538,129	15,637	-	11,249,627	(3,934,771)	7,314,856
Accrued expenses	241,700	66,300	98,380	71,100	17,880,463	14,400	-	-	18,372,343	-	18,372,343
Other current liabilities	-	11,364	71,797	9,818	21,556,359	4,500	418,651	-	22,072,489	-	22,072,489
Total current liabilities	566,965	1,576,381	1,038,210	223,004	51,845,628	557,029	437,288	-	56,244,505	(3,934,771)	52,309,734
Current liab payable from restricted assets											
Accounts payable and retention	-	412,380	-	-	1,545,948	-	-	-	1,958,328	-	1,958,328
Accrued interest payable	-	101,511	-	-	10,480,644	-	-	-	10,582,155	-	10,582,155
Short-term insurance	-	-	-	-	140,487	-	-	-	140,487	-	140,487
Current portion of long-term debt	-	150,447	-	-	8,275,000	-	-	-	8,425,447	-	8,425,447
Total current liabilities payable											
from restricted assets	-	664,338	-	-	20,442,079	-	-	-	21,106,417	-	21,106,417
Total current liabilities	566,965	2,240,719	1,038,210	223,004	72,287,707	557,029	437,288	-	77,350,922	(3,934,771)	73,416,151
Non-current liabilities											
Other post-employment benefits	703,397	5,782	304,676	283,847	52,296,156	2,633	-	-	53,596,491	-	53,596,491
Long-term insurance	300	7,010	33,654	27,154	82,405	-	-	-	150,523	-	150,523
Long-term debt	-	7,432,543	-	-	535,563,664	-	-	-	542,996,207	-	542,996,207
Capital lease obligations	-	-	-	-	102,358,522	-	-	-	102,358,522	-	102,358,522
Unfunded pension liabilities	565,500	148,932	793,381	153,620	109,962,458	11,853	-	-	111,635,744	-	111,635,744
Other non-current liabilities	-	-	-	-	6,341,722	-	-	-	6,341,722	-	6,341,722
Total non-current liabilities	1,269,197	7,594,267	1,131,711	464,621	806,604,927	14,486	-	-	817,079,209	-	817,079,209
Total liabilities	1,836,162	9,834,986	2,169,921	687,625	878,892,634	571,515	437,288	-	894,430,131	(3,934,771)	890,495,360
Deferred Inflow of Resources											
Deferred gain on hedging instruments	-	-	-	-	219,414	-	-	-	219,414	-	219,414
Deferred pension gain salaried	-	-	-	-	334,089	-	-	-	334,089	-	334,089
Total deferred inflow of resources	-	-	-	-	553,503	-	-	-	553,503	-	553,503
Net Position											
Net position - capital investments	2,273	13,356,361	1,384,601	21,875,121	503,064,174	-	-	-	539,682,530	-	539,682,530
Net position - unrestricted	4,090,816	425,187	(1,960,536)	1,186,704	58,714,030	(223,461)	39,127	22,574	62,294,441	-	62,294,441
Net income (loss)	219,833	(698,012)	(85,078)	(1,179,119)	(45,611,866)	(302,804)	(54,759)	10,610	(47,701,195)	-	(47,701,195)
Total net position	4,312,922	13,083,536	(661,013)	21,882,706	516,166,338	(526,265)	(15,632)	33,184	554,275,776	-	554,275,776
Total	<u>\$ 6,149,084</u>	<u>\$ 22,918,522</u>	<u>\$ 1,508,908</u>	<u>\$ 22,570,331</u>	<u>\$ 1,395,612,475</u>	<u>\$ 45,250</u>	<u>\$ 421,656</u>	<u>\$ 33,184</u>	<u>\$ 1,449,259,410</u>	<u>\$ (3,934,771)</u>	<u>\$ 1,445,324,639</u>

**Bi-State Development Agency of the
Missouri-Illinois Metropolitan District
Business Divisions
Combining Statement of Activities by Business Division
For the Nine Months Ended March 31, 2017
(unaudited)**

	Executive Services	Gateway Arch Tram	Riverfront Attractions	St. Louis Downtown Airport	Metro	St. Louis Regional Freightway	Bi-State Development Research Inst.	Arts In Transit, Inc.	Totals	Eliminations	Totals After Eliminations
Revenue											
Passenger and service revenues	\$ -	\$ 3,817,754	\$ 1,763,748	\$ 999,415	\$ 33,529,214	\$ -	\$ -	\$ -	\$ 40,110,131	\$ (55,545)	\$ 40,054,586
Interfund administrative fees	2,472,434	-	-	-	-	-	-	-	2,472,434	(2,472,434)	-
Partnership fees	-	-	-	-	-	137,500	-	-	137,500	-	137,500
City of St. Louis	-	-	-	-	26,116,966	-	-	-	26,116,966	-	26,116,966
St. Louis County	-	-	-	-	94,000,965	-	-	-	94,000,965	-	94,000,965
St. Clair County Transit District	-	-	-	-	43,582,990	-	-	-	43,582,990	-	43,582,990
State of Missouri and Illinois	-	-	-	-	778,780	-	-	-	778,780	-	778,780
Federal funding	-	-	-	-	14,616,742	-	-	-	14,616,742	-	14,616,742
Other local/regional funding	-	-	-	-	282,752	-	-	-	282,752	-	282,752
Contributions	-	-	-	-	-	-	429	32,507	32,936	-	32,936
Advertising, maint services, rental income	209,663	10,735	103,998	84,605	5,542,312	750	-	-	5,952,063	-	5,952,063
Interest income	6,180	35,159	-	1,071	1,059,329	-	-	-	1,101,739	-	1,101,739
Other operating revenue	168,481	(38,382)	-	79,906	118	-	-	-	210,123	-	210,123
Total revenue	2,856,758	3,825,266	1,867,746	1,164,997	219,510,168	138,250	429	32,507	229,396,121	(2,527,979)	226,868,142
Expense											
Wages and benefits	1,827,617	1,195,891	910,485	715,347	135,387,950	245,380	-	-	140,282,670	-	140,282,670
Services	562,207	661,191	224,750	165,377	19,342,617	166,652	54,015	21,897	21,198,706	-	21,198,706
Fuel and lube consumed	-	-	30,415	10,566	8,393,749	-	-	-	8,434,730	-	8,434,730
Materials and supplies	15,653	153,317	294,476	77,729	15,525,186	3,249	800	-	16,070,410	-	16,070,410
Utilities	3,291	80,527	70,002	148,180	5,335,126	-	-	-	5,637,126	-	5,637,126
Casualty and liability costs	5,000	40,665	105,489	38,771	5,869,528	-	-	-	6,059,453	-	6,059,453
Other expenses	222,475	1,191,902	109,780	78,718	4,380,361	25,773	373	-	6,009,382	(2,527,979)	3,481,403
Interest expense	-	229,621	-	-	14,067,294	-	-	-	14,296,915	-	14,296,915
Contribution to outside entities	-	790,744	-	-	417,105	-	-	-	1,207,849	-	1,207,849
Other non-operating expense	-	21,231	14,098	-	228,395	-	-	-	263,724	-	263,724
Total expense	2,636,243	4,365,089	1,759,495	1,234,688	208,947,311	441,054	55,188	21,897	219,460,965	(2,527,979)	216,932,986
Income (loss) before depreciation	220,515	(539,823)	108,251	(69,691)	10,562,857	(302,804)	(54,759)	10,610	9,935,156	-	9,935,156
Depreciation and amortization expense	682	156,849	193,329	1,109,428	55,477,646	-	-	-	56,937,934	-	56,937,934
Net income (loss) before transfers	219,833	(696,672)	(85,078)	(1,179,119)	(44,914,789)	(302,804)	(54,759)	10,610	(47,002,778)	-	(47,002,778)
Net transfers in (out)	-	(1,340)	-	-	(697,077)	-	-	-	(698,417)	-	(698,417)
Net income (loss)	\$ 219,833	\$ (698,012)	\$ (85,078)	\$ (1,179,119)	\$ (45,611,866)	\$ (302,804)	\$ (54,759)	\$ 10,610	\$ (47,701,195)	\$ -	\$ (47,701,195)



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Executive Services

Nine Months Ended March 31, 2017

Fast Facts

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

Bi-State Development partnered with the Urban Land Institute-St. Louis and the University of Missouri – St. Louis Public Policy Administration Program to offer a 24 hour Chancellor's Certificate Program in the Fundamentals of Economic Development. Government officials, employees and economic development specialists from private and nonprofit businesses will learn introductory economic development concepts.

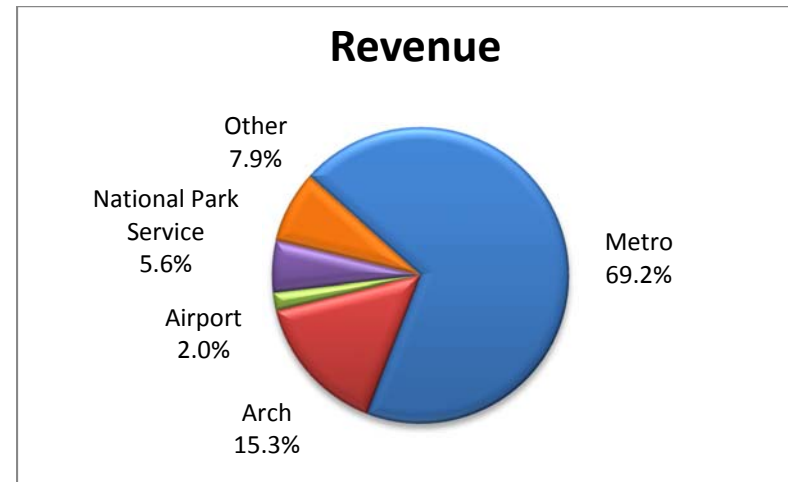
Bi-State Development President and Chief Executive Officer John Nations, Vice President of Economic Development John Langa, and Vice President of Strategic Initiatives Julianne Stone, are some of the instructors, panelists and facilitators.

Financial Data

Income before depreciation is \$220.5 thousand and is higher than the prior year. Revenues and expenses are both up from the first three quarters of fiscal year 2016.

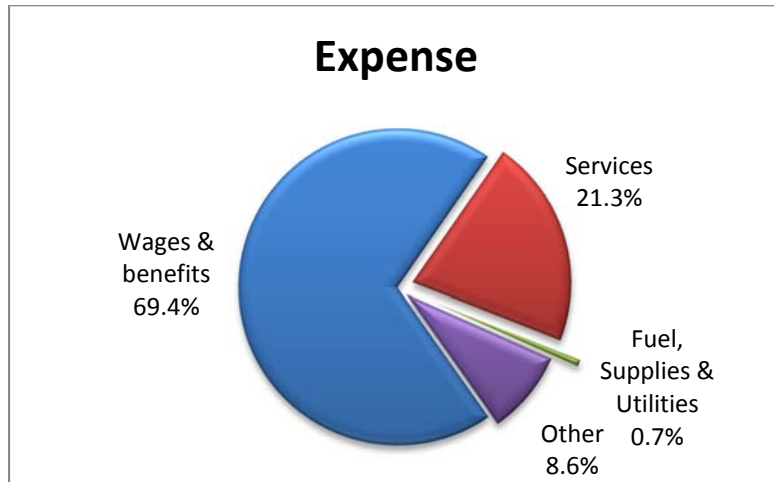
Total revenue includes the management fee assessments to Bi-State Development business units and the National Park Service. Total revenue was \$2.9 million, which was up from last year's total of \$2.6 million. Metro transit's management fee is assessed on a percent of Executive Services total operating expense.

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



Executive Services

Nine Months Ended March 31, 2017



Total expense is \$2.6 million.

Other expenses were higher in the first half of the fiscal year due to one-time annual payments to Citizens for Modern Transit and the American Public Transportation Association.

Executive Services
Quarterly Statement of Financial Position
March 31, 2017
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Assets							
Current assets							
Cash	\$ 5,953,052	\$ 6,042,448	\$ (89,396)	(1.5)	\$ 3,950,648	\$ 2,002,404	50.7
Accounts and notes receivable	787	216	571	264.4	438	349	79.7
Interfund accounts receivable	193,272	272,795	(79,523)	(29.2)	2,001,612	(1,808,340)	(90.3)
Total current assets	6,147,111	6,315,459	(168,348)	(2.7)	5,952,698	194,413	3.3
Capital assets							
Capital assets	40,741	56,240	(15,499)	(27.6)	56,240	(15,499)	(27.6)
Accumulated depreciation	(38,768)	(54,039)	15,271	28.3	(53,287)	14,519	27.2
Total capital assets, net	1,973	2,201	(228)	(10.4)	2,953	(980)	(33.2)
Total capital assets	1,973	2,201	(228)	(10.4)	2,953	(980)	(33.2)
Total assets	6,149,084	6,317,660	(168,576)	(2.7)	5,955,651	193,433	3.2
Total	\$ 6,149,084	\$ 6,317,660	\$ (168,576)	(2.7)	\$ 5,955,651	\$ 193,433	3.2

Executive Services
Quarterly Statement of Financial Position
March 31, 2017
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Liabilities							
Current liabilities							
Accounts payable	\$ 106,910	\$ 97,293	\$ 9,617	9.9	\$ 103,890	\$ 3,020	2.9
Interfund accounts payable	218,355	211,957	6,398	3.0	223,857	(5,502)	(2.5)
Accrued expenses	241,700	268,300	(26,600)	(9.9)	253,800	(12,100)	(4.8)
Other current liabilities	-	10,000	(10,000)	(100.0)	-	-	n/a
Total current liabilities	566,965	587,550	(20,585)	(3.5)	581,547	(14,582)	(2.5)
Non-current liabilities							
Other post-employment benefits	703,397	696,214	7,183	1.0	850,987	(147,590)	(17.3)
Long-term insurance	300	300	-	-	300	-	-
Unfunded pension liabilities	565,500	565,500	-	-	592,090	(26,590)	(4.5)
Total non-current liabilities	1,269,197	1,262,014	7,183	0.6	1,443,377	(174,180)	(12.1)
Total liabilities	1,836,162	1,849,564	(13,402)	(0.7)	2,024,924	(188,762)	(9.3)
Net Position							
Net position - capital investments	2,273	2,501	(228)	(9.1)	234,215	(231,942)	(99.0)
Net position	4,090,816	4,090,588	228	-	3,547,519	543,297	15.3
Net income (loss)	219,833	375,007	(155,174)	(41.4)	148,993	70,840	47.5
Total net position	4,312,922	4,468,096	(155,174)	(3.5)	3,930,727	382,195	9.7
Total	<u>\$ 6,149,084</u>	<u>\$ 6,317,660</u>	<u>\$ (168,576)</u>	<u>(2.7)</u>	<u>\$ 5,955,651</u>	<u>\$ 193,433</u>	<u>3.2</u>

Executive Services
Statement of Activities
For the Quarter Ended March 31, 2017
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Revenue										
Admin fees - Transit	\$ 610,591	\$ 753,541	\$ (142,950)	(19.0)	\$ 588,015	\$ 1,977,182	\$ 2,260,622	\$ (283,440)	(12.5)	\$ 1,817,199
Admin fees - Gateway Arch	1,435	66,367	(64,932)	(97.8)	18,021	437,002	500,913	(63,911)	(12.8)	330,493
Admin fees - Airport	20,512	18,818	1,694	9.0	19,825	58,250	56,453	1,797	3.2	58,578
National Park Service management fee	787	23,859	(23,072)	(96.7)	3,182	159,599	181,500	(21,901)	(12.1)	191,432
Other operating revenue	13,963	22,645	(8,682)	(38.3)	-	209,663	67,934	141,729	208.6	172,800
Other revenue	9,000	-	9,000	-	-	9,000	-	9,000	-	-
Service fee revenue	(118)	-	(118)	-	-	(118)	-	(118)	-	-
Interest income	3,005	675	2,330	345.2	1,610	6,180	2,025	4,155	205.2	3,061
Total revenue	<u>659,175</u>	<u>885,905</u>	<u>(226,730)</u>	<u>(25.6)</u>	<u>630,653</u>	<u>2,856,758</u>	<u>3,069,447</u>	<u>(212,689)</u>	<u>(6.9)</u>	<u>2,573,563</u>
Expense										
Wages and benefits ¹	625,005	625,113	108	-	607,844	1,827,617	1,872,936	45,319	2.4	1,686,613
Services	133,130	277,052	143,922	51.9	99,494	562,207	855,253	293,046	34.3	504,690
Fuel and lube consumed	-	366	366	100.0	328	-	1,098	1,098	100.0	795
Materials and supplies	5,266	6,602	1,336	20.2	1,080	15,653	19,805	4,152	21.0	9,605
Utilities	1,457	2,162	705	32.6	1,369	3,291	6,487	3,196	49.3	4,051
Casualty and liability costs	5,000	-	(5,000)	-	-	5,000	-	(5,000)	-	-
Other expenses	44,263	89,036	44,773	50.3	73,906	222,475	267,901	45,426	17.0	217,178
Total expense	<u>814,121</u>	<u>1,000,331</u>	<u>186,210</u>	<u>18.6</u>	<u>784,021</u>	<u>2,636,243</u>	<u>3,023,480</u>	<u>387,237</u>	<u>12.8</u>	<u>2,422,932</u>
Income (loss) before depreciation	<u>(154,946)</u>	<u>(114,426)</u>	<u>(40,520)</u>	<u>(35.4)</u>	<u>(153,368)</u>	<u>220,515</u>	<u>45,967</u>	<u>174,548</u>	<u>379.7</u>	<u>150,631</u>
Depreciation and amortization expense	228	424	196	46.2	424	682	1,644	962	58.5	1,638
Net income (loss)	<u>\$ (155,174)</u>	<u>\$ (114,850)</u>	<u>\$ (40,324)</u>	<u>(35.1)</u>	<u>\$ (153,792)</u>	<u>\$ 219,833</u>	<u>\$ 44,323</u>	<u>\$ 175,510</u>	<u>396.0</u>	<u>\$ 148,993</u>

¹ - Detailed schedule included.

Executive Services
Detailed Schedule of Wages and Benefits
For the Quarter Ended March 31, 2017
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Personnel expense										
Wages	\$ 486,275	\$ 492,950	\$ 6,675	1.4	\$ 483,406	\$ 1,456,425	\$ 1,486,433	\$ 30,008	2.0	\$ 1,359,005
Company paid benefits										
Payroll related taxes and insurance										
FICA	43,043	37,711	(5,332)	(14.1)	39,952	97,617	113,712	16,095	14.2	89,319
Unemployment insurance	2,168	6,602	4,434	67.2	2,772	2,948	8,072	5,124	63.5	3,294
Worker's compensation insurance	-	1,366	1,366	100.0	-	-	4,320	4,320	100.0	-
Health and welfare										
Medical	39,407	31,125	(8,282)	(26.6)	33,996	110,773	93,375	(17,398)	(18.6)	104,213
Dental	1,244	981	(263)	(26.8)	932	3,400	2,942	(458)	(15.6)	2,937
Other post employment benefits	7,183	15,127	7,944	52.5	2,265	19,922	46,325	26,403	57.0	12,537
Life insurance / AD&D	897	236	(661)	(280.1)	464	1,964	709	(1,255)	(177.0)	1,360
Short and long term disability	3,146	1,519	(1,627)	(107.1)	3,177	9,782	4,557	(5,225)	(114.7)	8,694
FMLA administration expense	-	101	101	100.0	110	175	302	127	42.1	340
EAP expense	80	66	(14)	(21.2)	56	212	198	(14)	(7.1)	172
Retirement										
Pension expense	10,389	17,258	6,869	39.8	20,362	48,807	51,773	2,966	5.7	45,228
401 K contributions	31,173	20,071	(11,102)	(55.3)	21,410	75,775	60,218	(15,557)	(25.8)	60,341
Other										
Benefit costs applied to capital projects.	-	-	-	-	(1,058)	(183)	-	183	-	(3,217)
Total company paid benefits	<u>138,730</u>	<u>132,163</u>	<u>(6,567)</u>	<u>(5.0)</u>	<u>124,438</u>	<u>371,192</u>	<u>386,503</u>	<u>15,311</u>	<u>4.0</u>	<u>327,608</u>
Total wages and benefits	<u>\$ 625,005</u>	<u>\$ 625,113</u>	<u>\$ 108</u>	<u>-</u>	<u>\$ 607,844</u>	<u>\$ 1,827,617</u>	<u>\$ 1,872,936</u>	<u>\$ 45,319</u>	<u>2.4</u>	<u>\$ 1,686,613</u>

Executive Services
Cash Receipts and Disbursements Schedule
For the Quarter Ended March 31, 2017
(unaudited)

<u>Description</u>	<u>Total</u>	<u>Executive Services Operating Fund</u>	<u>Investments Operating Fund</u>	<u>Other Restricted Fund</u>
Balance at January 1, 2017				
Cash & Investments	\$ 6,042,448	\$ 25,009	\$ 5,321,225	\$ 696,214
Add:				
Metro	528,787	528,787	-	-
Gateway Arch Tram	534	534	-	-
St Louis Downtown Airport	19,772	19,772	-	-
Interest received	2,921	260	2,661	-
Total cash receipts	<u>552,014</u>	<u>549,353</u>	<u>2,661</u>	<u>-</u>
Interfund transfers	-	92,049	(99,232)	7,183
Less:				
Cash disbursements	<u>(641,410)</u>	<u>(641,410)</u>	<u>-</u>	<u>-</u>
Total cash disbursements	<u>(641,410)</u>	<u>(641,410)</u>	<u>-</u>	<u>-</u>
Balance at March 31, 2017				
Cash & Investments	<u>\$ 5,953,052</u>	<u>\$ 25,001</u>	<u>\$ 5,224,654</u>	<u>\$ 703,397</u>

Executive Services
Statement of Cash Flows
For the Nine Months Ended March 31, 2017
(unaudited)

Cash flows from operating activities		Supplemental disclosure of cash flow information
Receipts from customers	\$ 442,676	
Payments to employees	(1,834,531)	Noncash Activities:
Payments to vendors	(808,485)	None
Payments for self-insurance	(5,000)	
Receipts (payments) from inter-fund activity	<u>4,077,114</u>	
Net cash provided by (used in) operating activities	<u>1,871,774</u>	
Cash flows from non capital financing activities		
Nonoperating contributions	<u>9,000</u>	
Net cash provided by (used in) non capital financing activities	<u>9,000</u>	
Cash flows from capital and related financing activities		
None		
Cash flows from investing activities		
Interest received	<u>6,180</u>	
Net cash provided by (used in) investing activities	<u>6,180</u>	
Net increase (decrease) in cash and cash equivalents	1,886,954	
Cash and cash equivalents, beginning of year	<u>4,066,098</u>	
Cash and cash equivalents, year to date	<u>\$ 5,953,052</u>	

Executive Services
Capital Expenditures for Active Projects
For the Quarter Ended March 31, 2017
(unaudited)

Description	Budget	Current	Year-To-Date	Life-To-Date	Balance
Project # 2133 2017 Annual Meeting	\$ 300,000	\$ -	\$ -	\$ -	\$ 300,000
Total Active Projects	<u>\$ 300,000</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 300,000</u>



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Gateway Arch Tram

Nine Months Ended March 31, 2017

Fast Facts

The Gateway Arch Transportation System is now closed and will remain closed until late April 2017. This allows for replacement of the motor generator sets with a variable frequency drive system.

On April 8, 2017 the bi-state region was invited to “Spring Into Your Park” with the opening of the 7.5-acre North Gateway Development, which replaced the Arch Parking Garage. The newest addition to the Arch grounds includes bike paths, foot paths and an amphitheater.

Financial Data

Loss before depreciation for the Gateway Arch Tram for was \$539.8 thousand.

Revenue was \$3.8 million and increased \$715.4 thousand over the prior year. Although the number of adult and child tickets sold has decreased, a strategic change in ticketing pricing has resulted in increased revenue.

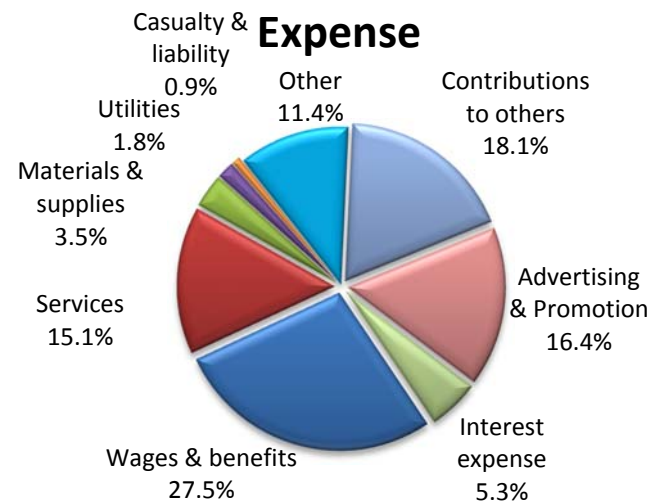
Total expense is \$4.4 million. **Wages and benefits** expense is comparable to prior year.

Contributions to outside entities is \$790.7 thousand. In the second quarter, the National Park Service requested two disbursements of funds totaling \$360.0 thousand.

Revenue



Expense



Gateway Arch Tram

Nine Months Ended March 31, 2017

Performance Data

Tram Ridership Comparison			
	<u>Adult</u>	<u>Child</u>	<u>Total</u>
FY17 Actual	294,256	90,479	384,735
FY17 Budget	358,836	129,423	488,259
FY16 Actual	348,689	114,091	462,780

Tram ridership was 21.2% less than budget. Tram ridership decreased 16.9% compared to prior year due to the Arch grounds construction and motor generator set replacement.

Gateway Arch Tram
Quarterly Statement of Financial Position
March 31, 2017
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Assets							
Current assets							
Cash	\$ 12,658,138	\$ 15,004,475	\$ (2,346,337)	(15.6)	\$ 17,759,338	\$ (5,101,200)	(28.7)
Accounts and notes receivable	-	1,586	(1,586)	(100.0)	-	-	n/a
Interfund accounts receivable	1,183,447	2,131,621	(948,174)	(44.5)	521,883	661,564	126.8
Federal, state and local assistance receivable	774,038	137,115	636,923	464.5	394,547	379,491	96.2
Other current assets	15,810	30,827	(15,017)	(48.7)	13,613	2,197	16.1
Total current assets	14,631,433	17,305,624	(2,674,191)	(15.5)	18,689,381	(4,057,948)	(21.7)
Capital assets							
Capital assets	7,028,301	6,710,501	317,800	4.7	9,599,793	(2,571,492)	(26.8)
Accumulated depreciation	(6,757,159)	(6,692,251)	(64,908)	(1.0)	(9,559,294)	2,802,135	29.3
Total capital assets, net	271,142	18,250	252,892	n/a	40,499	230,643	569.5
Construction-in-process	8,015,947	6,244,783	1,771,164	28.4	3,150,296	4,865,651	154.5
Total capital assets	8,287,089	6,263,033	2,024,056	32.3	3,190,795	5,096,294	159.7
Total assets	22,918,522	23,568,657	(650,135)	(2.8)	21,880,176	1,038,346	4.7
Total	<u>\$ 22,918,522</u>	<u>\$ 23,568,657</u>	<u>\$ (650,135)</u>	<u>(2.8)</u>	<u>\$ 21,880,176</u>	<u>\$ 1,038,346</u>	<u>4.7</u>

Gateway Arch Tram
Quarterly Statement of Financial Position
March 31, 2017
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Liabilities							
Current liabilities							
Accounts payable	\$ 188,924	\$ 399,428	\$ (210,504)	(52.7)	\$ 637,306	\$ (448,382)	(70.4)
Interfund accounts payable	1,309,793	913,564	396,229	43.4	130,661	1,179,132	902.4
Accrued expenses	66,300	58,700	7,600	12.9	62,972	3,328	5.3
Other current liabilities	11,364	11,384	(20)	(0.2)	130,700	(119,336)	(91.3)
Total current liabilities	1,576,381	1,383,076	193,305	14.0	961,639	614,742	63.9
Current liab payable from restricted assets							
Accounts payable and retention	412,380	112,249	300,131	267.4	109,406	302,974	276.9
Accrued interest payable	101,511	25,378	76,133	300.0	102,488	(977)	(1.0)
Current portion of long-term debt	150,447	150,447	-	-	73,010	77,437	106.1
Total current liabilities payable from restricted assets	664,338	288,074	376,264	130.6	284,904	379,434	133.2
Total current liabilities	2,240,719	1,671,150	569,569	34.1	1,246,543	994,176	79.8
Non-current liabilities							
Other post-employment benefits	5,782	3,255	2,527	77.6	11,942	(6,160)	(51.6)
Long-term insurance	7,010	7,010	-	-	5,414	1,596	29.5
Long-term debt	7,432,543	7,432,543	-	-	7,582,990	(150,447)	(2.0)
Unfunded pension liabilities	148,932	148,932	-	-	183,753	(34,821)	(18.9)
Total non-current liabilities	7,594,267	7,591,740	2,527	-	7,784,099	(189,832)	(2.4)
Total liabilities	9,834,986	9,262,890	572,096	6.2	9,030,642	804,344	8.9
Net Position							
Net position - capital investments	13,356,361	13,725,435	(369,074)	(2.7)	-	13,356,361	n/a
Net position	425,187	56,112	369,075	657.7	11,380,465	(10,955,278)	(96.3)
Net income (loss)	(698,012)	524,220	(1,222,232)	(233.2)	1,469,069	(2,167,081)	(147.5)
Total net position	13,083,536	14,305,767	(1,222,231)	(8.5)	12,849,534	234,002	1.8
Total	\$ 22,918,522	\$ 23,568,657	\$ (650,135)	(2.8)	\$ 21,880,176	\$ 1,038,346	4.7

Gateway Arch Tram
Statement of Activities
For the Quarter Ended March 31, 2017
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Revenue										
Arch tickets	\$ 18,780	\$ 691,950	\$ (673,170)	(97.3)	\$ 241,532	\$ 3,817,754	\$ 4,882,590	\$ (1,064,836)	(21.8)	\$ 3,114,603
Other operating revenue	1,055	150	905	603.3	18,900	10,735	450	10,285	2,285.6	20,725
Service fee revenue	114	3,200	(3,086)	(96.4)	501	7,023	19,199	(12,176)	(63.4)	14,658
Interest income	14,539	3,573	10,966	306.9	6,425	35,159	10,720	24,439	228.0	8,873
Sales discount	(558)	(12,851)	12,293	95.7	(3,484)	(45,405)	(63,305)	17,900	28.3	(48,998)
Total revenue	<u>33,930</u>	<u>686,022</u>	<u>(652,092)</u>	<u>(95.1)</u>	<u>263,874</u>	<u>3,825,266</u>	<u>4,849,654</u>	<u>(1,024,388)</u>	<u>(21.1)</u>	<u>3,109,861</u>
Expense										
Wages and benefits ¹	326,859	453,003	126,144	27.8	300,746	1,195,891	1,463,254	267,363	18.3	1,138,038
Services	159,572	210,447	50,875	24.2	140,056	661,191	760,837	99,646	13.1	522,235
Materials and supplies	(59,930)	113,781	173,711	152.7	21,689	153,317	220,016	66,699	30.3	61,695
Utilities	25,117	24,324	(793)	(3.3)	9,550	80,527	80,568	41	0.1	72,286
Casualty and liability costs	13,876	14,036	160	1.1	12,162	40,665	42,107	1,442	3.4	41,555
Other expenses	354,058	284,255	(69,803)	(24.6)	181,552	1,191,902	1,137,891	(54,011)	(4.7)	691,665
Interest expense	76,133	76,500	367	0.5	76,866	229,621	229,499	(122)	(0.1)	230,599
Contribution to outside entities	209,982	-	(209,982)	-	55,101	790,744	-	(790,744)	-	(1,178,094)
Other non-operating expense	-	-	-	-	380	21,231	-	(21,231)	-	380
Total expense	<u>1,105,667</u>	<u>1,176,346</u>	<u>70,679</u>	<u>6.0</u>	<u>798,102</u>	<u>4,365,089</u>	<u>3,934,172</u>	<u>(430,917)</u>	<u>(11.0)</u>	<u>1,580,414</u>
Income (loss) before depreciation	<u>(1,071,737)</u>	<u>(490,324)</u>	<u>(581,413)</u>	<u>(118.6)</u>	<u>(534,228)</u>	<u>(539,823)</u>	<u>915,482</u>	<u>(1,455,305)</u>	<u>(159.0)</u>	<u>1,529,447</u>
Depreciation and amortization expense	<u>149,155</u>	<u>33,655</u>	<u>(115,500)</u>	<u>(343.2)</u>	<u>19,655</u>	<u>156,849</u>	<u>123,108</u>	<u>(33,741)</u>	<u>(27.4)</u>	<u>59,751</u>
Net income (loss) before transfers	<u>(1,220,892)</u>	<u>(523,979)</u>	<u>(696,913)</u>	<u>(133.0)</u>	<u>(553,883)</u>	<u>(696,672)</u>	<u>792,374</u>	<u>(1,489,046)</u>	<u>(187.9)</u>	<u>1,469,696</u>
Net transfers in (out)	<u>(1,340)</u>	<u>-</u>	<u>(1,340)</u>	<u>-</u>	<u>-</u>	<u>(1,340)</u>	<u>-</u>	<u>(1,340)</u>	<u>-</u>	<u>(627)</u>
Net income (loss)	<u>\$ (1,222,232)</u>	<u>\$ (523,979)</u>	<u>\$ (698,253)</u>	<u>(133.3)</u>	<u>\$ (553,883)</u>	<u>\$ (698,012)</u>	<u>\$ 792,374</u>	<u>\$ (1,490,386)</u>	<u>(188.1)</u>	<u>\$ 1,469,069</u>

¹ - Detailed schedule included.

Gateway Arch Tram
Detailed Schedule of Wages and Benefits
For the Quarter Ended March 31, 2017
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Personnel expense										
Wages	\$ 259,713	\$ 333,222	\$ 73,509	22.1	\$ 235,071	\$ 980,993	\$ 1,105,494	\$ 124,501	11.3	\$ 935,513
Company paid benefits										
Payroll related taxes and insurance										
FICA	19,756	25,640	5,884	22.9	18,294	73,098	84,770	11,672	13.8	71,252
Unemployment insurance	2,032	9,341	7,309	78.2	2,769	7,662	18,620	10,958	58.9	7,651
Worker's compensation insurance	1,717	4,704	2,987	63.5	1,451	4,791	13,671	8,880	65.0	11,970
Health and welfare										
Medical	32,036	31,275	(761)	(2.4)	32,320	86,903	93,825	6,922	7.4	79,116
Dental	1,076	968	(108)	(11.2)	842	2,877	2,903	26	0.9	2,269
Other post employment benefits	2,527	6,621	4,094	61.8	763	7,334	20,276	12,942	63.8	4,670
Life insurance / AD&D	411	235	(176)	(74.9)	215	890	705	(185)	(26.2)	600
Short and long term disability	1,099	1,509	410	27.2	1,076	3,495	4,528	1,033	22.8	3,059
FMLA administration expense	-	100	100	100.0	604	1,146	300	(846)	(282.0)	1,935
EAP expense	71	65	(6)	(9.2)	51	185	196	11	5.6	144
Retirement										
Pension expense	2,597	17,272	14,675	85.0	5,149	15,296	51,815	36,519	70.5	11,966
401 K contributions	12,731	19,942	7,211	36.2	9,806	33,131	59,829	26,698	44.6	29,588
Other										
Uniform allowance	83	2,109	2,026	96.1	31	2,652	6,322	3,670	58.1	2,547
Miscellaneous benefits	2,076	-	(2,076)	-	1,311	6,550	-	(6,550)	-	3,748
Benefit costs applied to capital projects.	(11,066)	-	11,066	-	(9,007)	(31,112)	-	31,112	-	(27,990)
Total company paid benefits	<u>67,146</u>	<u>119,781</u>	<u>52,635</u>	<u>43.9</u>	<u>65,675</u>	<u>214,898</u>	<u>357,760</u>	<u>142,862</u>	<u>39.9</u>	<u>202,525</u>
Total wages and benefits	<u>\$ 326,859</u>	<u>\$ 453,003</u>	<u>\$ 126,144</u>	<u>27.8</u>	<u>\$ 300,746</u>	<u>\$ 1,195,891</u>	<u>\$ 1,463,254</u>	<u>\$ 267,363</u>	<u>18.3</u>	<u>\$ 1,138,038</u>

Gateway Arch Tram
Cash Receipts and Disbursements Schedule
For the Quarter Ended March 31, 2017
(unaudited)

Description	Total	Arch Collection Facility Fund	Arch Levy Pass Fund	JNEM Arch Operating Fund	JNEM Beneficial Fund	Drainage Project Fund	Exhibit Rehabilitation Fund	Motor Generator Sets Design Fund	Other Restricted Fund	2014 Arch Bonds Project Fund	2014 Arch Bonds Debt Service Reserve Fund	2014 Arch Bonds Debt Service Fund	2014 Arch Bonds Debt Revenue Fund
Balance at January 1, 2017													
Cash & Investments	\$ 15,004,475	\$ 156,640	\$ 250	\$ 1,032,809	\$ 5,814,324	\$ 481,498	\$ 2,879,656	\$ 99,426	\$ 500,000	\$ 3,358,760	\$ 454,152	\$ 226,960	\$ -
Add:													
Revenue receipts	217,808	217,808	-	-	-	-	-	-	-	-	-	-	-
Interest received	14,538			1,298	5,227	450	2,841	93	-	3,831	500	250	48
Total cash receipts	232,346	217,808	-	1,298	5,227	450	2,841	93	-	3,831	500	250	48
Interfund transfers	-	(12,587)	-	-	(709,000)	-	709,000	-	-	-	-	-	12,587
Less:													
Cash disbursements	(2,578,683)	(76,289)	-	(776,226)	(12,734)	(1,566)	(517,506)	(1,400)	-	(1,192,962)	-	-	-
Total cash disbursements	(2,578,683)	(76,289)	-	(776,226)	(12,734)	(1,566)	(517,506)	(1,400)	-	(1,192,962)	-	-	-
Balance at March 31, 2017													
Cash & Investments	<u>\$ 12,658,138</u>	<u>\$ 285,572</u>	<u>\$ 250</u>	<u>\$ 257,881</u>	<u>\$ 5,097,817</u>	<u>\$ 480,382</u>	<u>\$ 3,073,991</u>	<u>\$ 98,119</u>	<u>\$ 500,000</u>	<u>\$ 2,169,629</u>	<u>\$ 454,652</u>	<u>\$ 227,210</u>	<u>\$ 12,635</u>

Gateway Arch
Statement of Cash Flows
For the Nine Months Ended March 31, 2017
(unaudited)

Cash flows from operating activities		Supplemental disclosure of cash flow information
Receipts from customers	\$ 3,796,654	
Payments to employees	(1,182,509)	Noncash Activities:
Payments to vendors	(2,227,572)	None
Payments for self-insurance	(40,665)	
Receipts (payments) from inter-fund activity	<u>122,074</u>	
Net cash provided by (used in) operating activities	<u>467,982</u>	
Cash flows from non capital financing activities		
Operating assistance received	(757,242)	
Contributions to outside entities	(790,744)	
Net transfers	(1,340)	
Nonoperating contributions	<u>(21,228)</u>	
Net cash provided by (used in) non capital financing activities	<u>(1,570,554)</u>	
Cash flows from capital and related financing activities		
Acquisitions of capital assets	(4,035,609)	
Payments of long-term debt	(73,010)	
Interest Paid	<u>(153,732)</u>	
Cash flows from capital and related financing activities	<u>(4,262,351)</u>	
Cash flows from investing activities		
Interest received	<u>35,159</u>	
Net cash provided by (used in) investing activities	<u>35,159</u>	
Net increase (decrease) in cash and cash equivalents	<u>(5,329,764)</u>	
Cash and cash equivalents, beginning of year	<u>17,987,902</u>	
Cash and cash equivalents, year to date	<u>\$ 12,658,138</u>	

Gateway Arch Tram
Capital Expenditures for Active Projects
For the Quarter Ended March 31, 2017
(unaudited)

Description			<u>Budget</u>	<u>Current</u>	<u>Year-To-Date</u>	<u>Life-To-Date</u>	<u>Balance</u>
Project #							
1728	JNEM Trench Drain Project	xy	\$ 2,288,001	\$ 11,359	\$ 31,155	\$ 1,594,437	\$ 693,564
1824	Load Zone Rehabilitation	x	3,427,280	876,137	1,102,631	2,096,468	1,330,812
1825	JNEM Rail Station Improvements	z	359,612	1,340	1,340	98,797	260,815
1826	JNEM Arch Lobby Rehabilitation	y	1,087,107	15,488	193,946	271,003	816,104
1903	Arch Motor Generator Replacement	x	7,490,083	1,247,912	3,046,597	5,501,932	1,988,151
2034	Arch Ticketing Upgrade	y	400,000	17,759	27,759	402,048	(2,048)
2073	PGAV - Arch Welcoming Portal		44,000	-	-	13,238	30,762
2124	Gateway Arch Furnishings		156,000	65,323	65,323	65,323	90,677
2126	Professional Services to NPS		225,000	14,927	23,799	23,799	201,201
2131	JNEM Signage Project 2016	y	590,000	2,518	27,922	27,922	562,078
Total Active Projects			<u>\$ 16,067,083</u>	<u>\$ 2,252,763</u>	<u>\$ 4,520,472</u>	<u>\$ 10,094,967</u>	<u>\$ 5,972,116</u>

x Projects are carryover from prior year.

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

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



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Metro

Nine Months Ended March 31, 2017

Fast Facts

As an industry leader in vehicle maintenance, Metro achieved the uncommon occurrence of a bus reaching one million miles. The million mile bus is the first of what could be at least a dozen that potentially reach this unique milestone in a couple of years. Representatives from the St. Clair County Transit District, Federal Transit Administration and the City of St. Louis, along with business partners, Cummins and Gillig, joined Metro and Bi-State Development leadership and employees on March 30 to celebrate this special milestone.

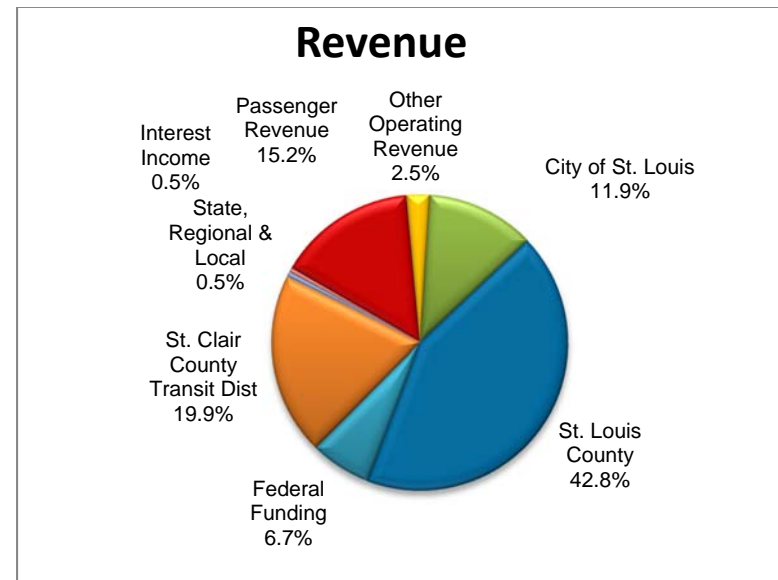
Metro celebrated the one-year anniversary of the North County Transit Center in Ferguson. The opening of the center last year allowed Metro to completely transform MetroBus service in North St. Louis County, providing better and faster service to more destinations. The North County Transit Center has received overwhelmingly positive feedback from transit riders, as well as the community over its first year of operation.

Financial Data

Income before depreciation for the nine months ended March 31, 2017 was \$10.6 million. Compared to budget, revenue was down 4.5% and total expenses are favorable 8.5%.

Revenue

The chart illustrates the relative importance of each revenue source in fiscal year 2017.



Passenger Revenue of \$33.5 million is 12.8% less than budget and 11.2% less than the prior year due to ridership decline.

Advertising, maintenance services and rental income is below budget due to lower than expected paratransit contract and ATS revenue.

Interest revenue is favorable to budget due to longer term investment strategy and rising rates.

Metro

Nine Months Ended March 31, 2017

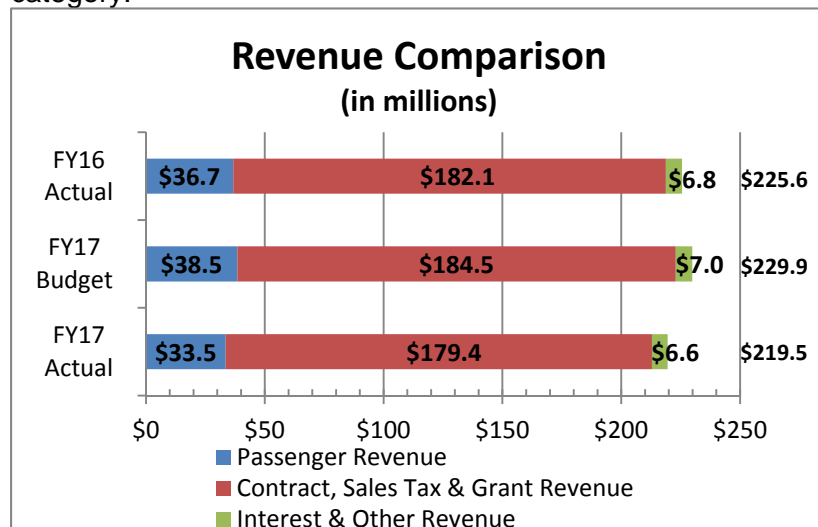
Contract, Sales Tax & Grant Revenue

Combined St. Louis City and County sales tax used in operations by Bi-State Development was down 2.1% from fiscal year 2016 actual. Sales taxes are remitted to Bi-State Development from the local Missouri jurisdictions in return for services provided.

St. Clair County Transit District payment of \$43.6 million is 12.0% greater than budget and 4.4% greater than the prior year. St. Clair County contracts for service and pays 100% of the cost.

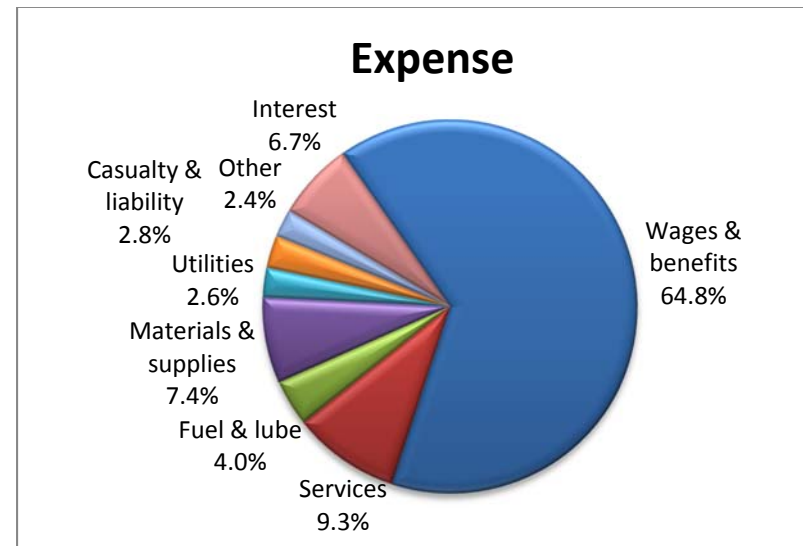
Federal funding of \$14.6 million includes federal vehicle maintenance funds of \$12.0 million.

The chart below reports revenue trends in each major revenue category.



Expense

The chart below illustrates the relative significance of each expense in FY 2017.



Wages and benefits of \$135.4 million are 3.0% favorable to budget. The favorable variance in wages and benefits is due to vacant positions, changes in retiree medical benefit policy and lower than expected medical claims.

Services of \$19.3 million are 25.7% favorable to budget.

Fuel and lube consumed is \$8.4 million or 19.9% favorable to budget mainly due to lower diesel prices.

Metro

Nine Months Ended March 31, 2017

Materials and supplies expenditures of \$15.5 million are 21.4% favorable to budget primarily due to less than anticipated equipment and repair parts and ticket stock spending.

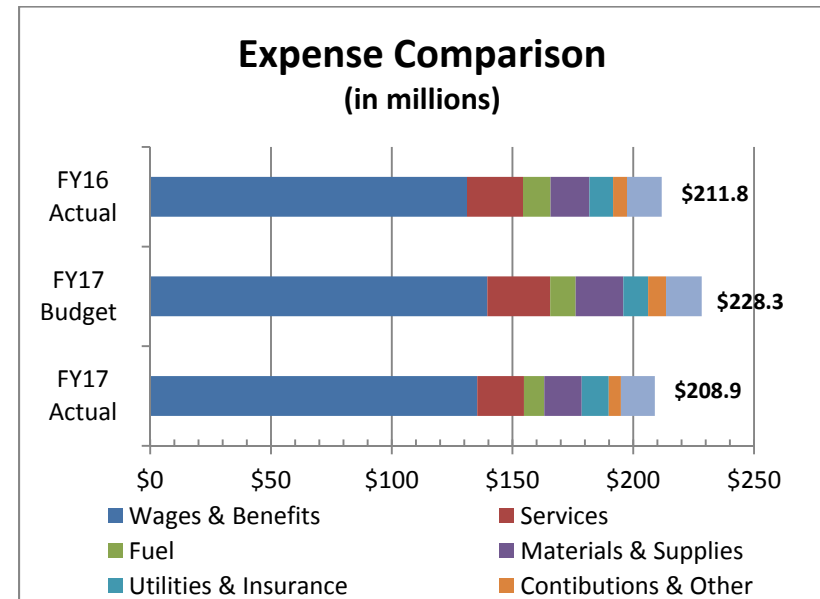
Utilities are favorable to budget by \$1.4 million or 20.6% as a result of lower than budgeted natural gas prices and less electricity usage.

Casualty & liability expense is \$2.3 million or 65.1% unfavorable to budget due to higher than expected self-insured claims that include MetroBus and MetroLink related accidents.

Other operating expense is favorable to budget by 32.9% due to lower than budgeted fees, and travel and meetings expense.

Interest expense of \$14.1 million is 4.7% favorable to budget. The acceleration of debt lowers interest expense to BSD.

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



Metro

Nine Months Ended March 31, 2017

Performance Data

Passenger boardings for the third quarter fiscal year 2017 are 6.8% below fiscal year 2016 and 11.7% below fiscal year 2015. The decrease from fiscal year 2016 for MetroBus is 8.1%, MetroLink is 4.4% and Call-A-Ride is 3.6%.

While enjoying significant success in many areas in FY 2017, ridership has continued to trend downward since 2014 based on a number of factors. Low fuel prices continue to make commutes via the single occupancy vehicle an attractive option. Concerns about crime throughout the region, from which Metro is not immune, has influenced how and where people travel. What's more, a shift in regional population, employment centers and entertainment events continue to shift outside the urban core, which is historically Metro's highest service area.

Passenger Boardings (in millions – YTD)			
	FY 2017	FY 2016	FY 2015
MetroBus	19.40	21.12	22.28
MetroLink	11.23	11.74	12.46
Call-A-Ride	<u>0.41</u>	<u>0.43</u>	<u>0.43</u>
Total System	31.04	33.29	35.17

Metro
Quarterly Statement of Financial Position
March 31, 2017
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Assets							
Current assets							
Cash	\$ 92,750,909	\$ 89,730,502	\$ 3,020,407	3.4	\$ 106,902,048	\$ (14,151,139)	(13.2)
Investments	135,301,567	136,235,672	(934,105)	(0.7)	132,245,498	3,056,069	2.3
Accounts and notes receivable	1,636,530	4,114,886	(2,478,356)	(60.2)	2,132,348	(495,818)	(23.3)
Interfund accounts receivable	2,510,861	1,517,906	992,955	65.4	475,645	2,035,216	427.9
Restricted accounts receivable	576,803	402,570	174,233	43.3	165,066	411,737	249.4
Federal, state and local assistance receivable	37,082,902	30,007,838	7,075,064	23.6	35,438,823	1,644,079	4.6
Materials and supplies inventory	9,531,433	9,419,284	112,149	1.2	8,984,534	546,899	6.1
Other current assets	2,014,654	3,752,510	(1,737,856)	(46.3)	2,161,083	(146,429)	(6.8)
Total current assets	281,405,659	275,181,168	6,224,491	2.3	288,505,045	(7,099,386)	(2.5)
Capital assets							
Capital assets - motorbus	385,453,340	377,040,279	8,413,061	2.2	366,124,640	19,328,700	5.3
Capital assets - paratransit	19,518,677	18,404,777	1,113,900	6.1	18,230,491	1,288,186	7.1
Capital assets - lightrail	1,608,952,679	1,603,534,611	5,418,068	0.3	1,549,191,770	59,760,909	3.9
Total capital assets	2,013,924,696	1,998,979,667	14,945,029	0.7	1,933,546,901	80,377,795	4.2
Accumulated depreciation	(1,164,420,845)	(1,149,921,880)	(14,498,965)	(1.3)	(1,096,711,830)	(67,709,015)	(6.2)
Total capital assets, net	849,503,851	849,057,787	446,064	0.1	836,835,071	12,668,780	1.5
Land	97,199,286	97,199,286	-	-	96,207,291	991,995	1.0
Construction-in-process	40,467,334	42,746,866	(2,279,532)	(5.3)	84,844,508	(44,377,174)	(52.3)
Total capital assets	987,170,471	989,003,939	(1,833,468)	(0.2)	1,017,886,870	(30,716,399)	(3.0)
Non-current assets							
Restricted investments	102,358,520	100,736,305	1,622,215	1.6	96,089,836	6,268,684	6.5
Other non-current assets, net amort	223,456	118,793	104,663	88.1	208,918	14,538	7.0
Total non-current assets	102,581,976	100,855,098	1,726,878	1.7	96,298,754	6,283,222	6.5
Total assets	1,371,158,106	1,365,040,205	6,117,901	0.4	1,402,690,669	(31,532,563)	(2.2)
Deferred outflow of resources							
Deferred pension loss	19,392,223	20,988,886	(1,596,663)	(7.6)	1,976,548	17,415,675	881.1
Deferred pension expense	2,165,753	2,165,753	-	-	2,113,257	52,496	2.5
Deferred loss on hedging instruments	-	-	-	n/a	3,753,742	(3,753,742)	(100.0)
Deferred loss on debt refunding	2,896,393	3,000,391	(103,998)	(3.5)	3,316,796	(420,403)	(12.7)
Total deferred outflow of resources	24,454,369	26,155,030	(1,700,661)	(6.5)	11,160,343	13,294,026	119.1
Total	\$ 1,395,612,475	\$ 1,391,195,235	\$ 4,417,240	0.3	\$ 1,413,851,012	\$ (18,238,537)	(1.3)

Metro
Quarterly Statement of Financial Position
March 31, 2017
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Liabilities							
Current liabilities							
Accounts payable	\$ 4,243,081	\$ 4,115,964	\$ 127,117	3.1	\$ 6,131,582	\$ (1,888,501)	(30.8)
Interfund accounts payable	8,165,725	8,851,892	(686,167)	(7.8)	989,316	7,176,409	725.4
Accrued expenses	17,880,463	18,512,901	(632,438)	(3.4)	20,809,916	(2,929,453)	(14.1)
Other current liabilities	21,556,359	23,253,465	(1,697,106)	(7.3)	26,060,250	(4,503,891)	(17.3)
Total current liabilities	51,845,628	54,734,222	(2,888,594)	(5.3)	53,991,064	(2,145,436)	(4.0)
Current liab payable from restricted assets							
Accounts payable and retention	1,545,948	1,495,688	50,260	3.4	3,623,220	(2,077,272)	(57.3)
Accrued interest payable	10,480,644	5,240,322	5,240,322	100.0	10,638,244	(157,600)	(1.5)
Short-term insurance	140,487	140,487	-	-	9,405,964	(9,265,477)	(98.5)
Current portion of long-term debt	8,275,000	8,275,000	-	-	7,880,000	395,000	5.0
Total current liabilities payable from restricted assets	20,442,079	15,151,497	5,290,582	34.9	31,547,428	(11,105,349)	(35.2)
Total current liabilities	72,287,707	69,885,719	2,401,988	3.4	85,538,492	(13,250,785)	(15.5)
Non-current liabilities							
Other post-employment benefits	52,296,156	51,865,779	430,377	0.8	52,476,327	(180,171)	(0.3)
Long-term insurance	82,405	(444,406)	526,811	118.5	3,112,083	(3,029,678)	(97.4)
Long-term debt	535,563,664	536,128,579	(564,915)	(0.1)	546,229,416	(10,665,752)	(2.0)
Capital lease obligations	102,358,522	100,736,307	1,622,215	1.6	96,074,864	6,283,658	6.5
Unfunded pension liabilities	109,962,458	109,962,458	-	-	87,751,871	22,210,587	25.3
Other non-current liabilities	6,341,722	7,063,874	(722,152)	(10.2)	6,789,133	(447,411)	(6.6)
Total non-current liabilities	806,604,927	805,312,591	1,292,336	0.2	792,433,694	14,171,233	1.8
Total liabilities	878,892,634	875,198,310	3,694,324	0.4	877,972,186	920,448	0.1
Deferred Inflow of Resources							
Deferred gain on hedging instruments	219,414	1,515,477	(1,296,063)	(85.5)	-	219,414	n/a
Deferred pension gain salaried	334,089	372,639	(38,550)	(10.3)	-	334,089	n/a
Total deferred inflow of resources	553,503	1,888,116	(1,334,613)	(70.7)	-	553,503	n/a
Net Position							
Net position - capital investments	503,064,174	504,416,862	(1,352,688)	(0.3)	1,097,359,035	(594,294,861)	(54.2)
Net position	58,714,030	37,754,416	20,959,614	55.5	(521,956,600)	580,670,630	111.2
Net income (loss)	(45,611,866)	(28,062,469)	(17,549,397)	(62.5)	(39,523,609)	(6,088,257)	(15.4)
Total net position	516,166,338	514,108,809	2,057,529	0.4	535,878,826	(19,712,488)	(3.7)
Total	<u>\$ 1,395,612,475</u>	<u>\$ 1,391,195,235</u>	<u>\$ 4,417,240</u>	0.3	<u>\$ 1,413,851,012</u>	<u>\$ (18,238,537)</u>	(1.3)

Metro
Statement of Activities
For the Quarter Ended March 31, 2017
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Revenue										
Passenger revenue	\$ 10,867,520	\$ 11,805,054	\$ (937,534)	(7.9)	\$ 11,227,448	\$ 33,529,214	\$ 38,452,846	\$ (4,923,632)	(12.8)	\$ 36,739,820
City of St. Louis ¹	8,456,552	9,011,461	(554,909)	(6.2)	8,898,076	26,116,966	28,021,175	(1,904,209)	(6.8)	26,683,799
St. Louis County ¹	32,097,126	34,706,753	(2,609,627)	(7.5)	32,088,654	94,000,965	100,374,035	(6,373,070)	(6.3)	95,980,945
St. Clair County Transit District ¹	15,032,229	12,971,158	2,061,071	15.9	13,742,652	43,582,990	38,913,473	4,669,517	12.0	41,743,231
State of Missouri and Illinois ¹	208,234	525,389	(317,155)	(60.4)	182,659	778,780	1,576,166	(797,386)	(50.6)	903,027
Federal funding ¹	5,078,094	4,994,849	83,245	1.7	4,784,942	14,616,742	14,984,546	(367,804)	(2.5)	15,771,953
Other local/regional funding ¹	117,000	202,500	(85,500)	(42.2)	247,068	282,752	607,500	(324,748)	(53.5)	981,501
Contributions	-	10,000	(10,000)	(100.0)	-	-	30,000	(30,000)	(100.0)	-
Advertising, maint services, rental income	1,665,984	2,085,336	(419,352)	(20.1)	2,025,238	5,542,312	6,428,924	(886,612)	(13.8)	5,650,544
Other revenue	-	625	(625)	(100.0)	-	-	1,875	(1,875)	(100.0)	153,538
Service fee revenue	118	-	118	-	-	118	-	118	-	-
Interest income	381,508	213,505	168,003	78.7	308,708	1,059,329	562,720	496,609	88.3	979,709
Total revenue	73,904,365	76,526,630	(2,622,265)	(3.4)	73,505,445	219,510,168	229,953,260	(10,443,092)	(4.5)	225,588,067
Expense										
Wages and benefits ¹	46,170,303	46,535,239	364,936	0.8	44,603,868	135,387,950	139,574,991	4,187,041	3.0	131,147,041
Services	7,031,197	8,369,908	1,338,711	16.0	7,044,843	19,342,617	26,049,664	6,707,047	25.7	23,161,244
Fuel and lube consumed	2,698,266	3,396,077	697,811	20.5	3,245,665	8,393,749	10,476,091	2,082,342	19.9	11,430,592
Materials and supplies	5,627,728	6,538,526	910,798	13.9	5,185,721	15,525,186	19,748,991	4,223,805	21.4	16,070,087
Utilities	1,786,236	2,426,386	640,150	26.4	1,821,753	5,335,126	6,718,914	1,383,788	20.6	5,542,651
Casualty and liability costs	2,785,940	1,184,510	(1,601,430)	(135.2)	1,022,324	5,869,528	3,554,881	(2,314,647)	(65.1)	4,306,870
Other expenses	1,489,134	2,170,159	681,025	31.4	1,338,699	4,380,361	6,523,322	2,142,961	32.9	4,766,645
Interest expense	4,688,636	4,917,963	229,327	4.7	4,706,326	14,067,294	14,753,888	686,594	4.7	14,392,609
Contribution to outside entities	179,194	313,608	134,414	42.9	323,640	417,105	940,824	523,719	55.7	952,062
Other non-operating expense	15,692	-	(15,692)	-	143,035	228,395	-	(228,395)	-	-
Total expense	72,472,326	75,852,376	3,380,050	4.5	69,435,874	208,947,311	228,341,566	19,394,255	8.5	211,769,801
Income (loss) before depreciation	1,432,039	674,254	757,785	112.4	4,069,571	10,562,857	1,611,694	8,951,163	555.4	13,818,266
Depreciation and amortization expense	18,701,010	18,349,113	(351,897)	(1.9)	17,866,594	55,477,646	55,047,340	(430,306)	(0.8)	53,342,502
Net income (loss) before transfers	(17,268,971)	(17,674,859)	405,888	2.3	(13,797,023)	(44,914,789)	(53,435,646)	8,520,857	15.9	(39,524,236)
Net transfers in (out)	(280,426)	-	(280,426)	-	-	(697,077)	-	(697,077)	-	627
Net income (loss)	\$ (17,549,397)	\$ (17,674,859)	\$ 125,462	0.7	\$ (13,797,023)	\$ (45,611,866)	\$ (53,435,646)	\$ 7,823,780	14.6	\$ (39,523,609)

¹ - Detailed schedule included.

Metro
Detailed Schedule of Contract, Sales Tax and Grant Revenue
For the Quarter Ended March 31, 2017
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Contract, sales tax and grant revenue										
Missouri										
City of St. Louis 1/2 cent	\$ 3,841,593	\$ 4,944,071	\$ (1,102,478)	(22.3)	\$ 4,778,812	\$ 12,240,611	\$ 15,446,532	\$ (3,205,921)	(20.8)	\$ 14,420,466
City of St. Louis 1/4 cent	2,173,011	2,267,584	(94,573)	(4.2)	2,290,296	6,748,643	6,953,065	(204,422)	(2.9)	6,821,267
City of St. Louis Prop M2 (1/4 cent)	2,441,948	1,799,806	642,142	35.7	1,828,968	7,127,712	5,621,578	1,506,134	26.8	5,442,066
Total City of St. Louis	8,456,552	9,011,461	(554,909)	(6.2)	8,898,076	26,116,966	28,021,175	(1,904,209)	(6.8)	26,683,799
St. Louis County 1/2 cent	2,195,994	10,957,704	(8,761,710)	(80.0)	10,416,294	6,348,259	32,140,213	(25,791,954)	(80.2)	31,135,666
St. Louis County 1/4 cent	9,451,908	9,458,905	(6,997)	(0.1)	9,077,370	27,776,985	28,001,831	(224,846)	(0.8)	27,154,567
St. Louis County Prop A (1/2 cent)	20,449,224	14,290,144	6,159,080	43.1	12,594,990	59,875,721	40,231,991	19,643,730	48.8	37,690,712
Total St. Louis County	32,097,126	34,706,753	(2,609,627)	(7.5)	32,088,654	94,000,965	100,374,035	(6,373,070)	(6.3)	95,980,945
East-West Gateway Council of Govts.	40,000	40,000	-	-	40,000	120,000	120,000	-	-	120,000
Non-capital projects and other	77,000	162,500	(85,500)	(52.6)	207,068	162,752	487,500	(324,748)	(66.6)	861,501
Total other local	117,000	202,500	(85,500)	(42.2)	247,068	282,752	607,500	(324,748)	(53.5)	981,501
State of Missouri	206,118	117,228	88,890	75.8	81,188	770,541	351,684	418,857	119.1	356,701
Total State of Missouri	206,118	117,228	88,890	75.8	81,188	770,541	351,684	418,857	119.1	356,701
Total Missouri	40,876,796	44,037,942	(3,161,146)	(7.2)	41,314,986	121,171,224	129,354,394	(8,183,170)	(6.3)	124,002,946
Illinois										
St. Clair Transit District	15,032,229	12,971,158	2,061,071	15.9	13,742,652	43,582,990	38,913,473	4,669,517	12.0	41,743,231
State of Illinois	2,116	408,161	(406,045)	(99.5)	101,471	8,239	1,224,482	(1,216,243)	(99.3)	546,326
Total Illinois	15,034,345	13,379,319	1,655,026	12.4	13,844,123	43,591,229	40,137,955	3,453,274	8.6	42,289,557
Total local and state	55,911,141	57,417,261	(1,506,120)	(2.6)	55,159,109	164,762,453	169,492,349	(4,729,896)	(2.8)	166,292,503
Federal										
Vehicle maintenance	4,000,000	4,000,000	-	-	4,000,000	12,000,000	12,000,000	-	-	12,000,000
Non-capital grants (i.e. JARC)	1,078,094	994,849	83,245	8.4	784,942	2,616,742	2,984,546	(367,804)	(12.3)	3,771,953
Total federal	5,078,094	4,994,849	83,245	1.7	4,784,942	14,616,742	14,984,546	(367,804)	(2.5)	15,771,953
Total contract, sales tax and grant revenue	\$ 60,989,235	\$ 62,412,110	\$ (1,422,875)	(2.3)	\$ 59,944,051	\$ 179,379,195	\$ 184,476,895	\$ (5,097,700)	(2.8)	\$ 182,064,456

Metro
Detailed Schedule of Wages and Benefits
For the Quarter Ended March 31, 2017
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Personnel expense										
Wages	\$ 30,426,812	\$ 31,378,225	\$ 951,413	3.0	\$ 29,846,375	\$ 90,900,696	\$ 95,560,135	\$ 4,659,439	4.9	\$ 89,659,813
Company paid benefits										
Payroll related taxes and insurance										
FICA	2,134,709	2,372,736	238,027	10.0	2,127,803	6,380,282	7,228,901	848,619	11.7	6,263,295
Unemployment insurance	230,587	649,336	418,749	64.5	318,162	261,762	687,499	425,737	61.9	352,360
Worker's compensation insurance	1,718,830	937,372	(781,458)	(83.4)	1,324,514	3,810,251	2,866,758	(943,493)	(32.9)	3,247,883
Health and welfare										
Medical	5,542,429	6,567,532	1,025,103	15.6	6,727,817	16,447,102	19,753,926	3,306,824	16.7	18,948,375
Dental	149,894	142,278	(7,616)	(5.4)	134,321	450,345	428,161	(22,184)	(5.2)	401,985
Other post employment benefits	430,378	395,192	(35,186)	(8.9)	144,696	1,292,141	1,196,517	(95,624)	(8.0)	868,778
Life insurance / AD&D	54,905	128,482	73,577	57.3	112,893	326,005	385,911	59,906	15.5	347,794
Short and long term disability	68,247	50,888	(17,359)	(34.1)	77,427	192,196	152,665	(39,531)	(25.9)	205,630
FMLA administration expense	-	14,597	14,597	100.0	14,179	21,175	43,935	22,760	51.8	45,548
EAP expense	8,847	9,076	229	2.5	8,268	27,540	27,310	(230)	(0.8)	25,474
Retirement										
Pension expense	4,697,937	3,041,552	(1,656,385)	(54.5)	3,131,024	13,694,568	9,155,862	(4,538,706)	(49.6)	9,244,515
401 K contributions	396,161	504,460	108,299	21.5	322,969	1,087,930	1,513,379	425,449	28.1	936,227
Other										
Uniform allowance	496,243	438,701	(57,542)	(13.1)	468,127	889,400	859,591	(29,809)	(3.5)	878,340
Miscellaneous benefits	1,796	5,471	3,675	67.2	1,265	11,238	16,418	5,180	31.6	9,602
Benefit costs applied to capital projects	(187,472)	(100,659)	86,813	86.2	(155,972)	(404,681)	(301,977)	102,704	34.0	(288,578)
Total company paid benefits	<u>15,743,491</u>	<u>15,157,014</u>	<u>(586,477)</u>	<u>(3.9)</u>	<u>14,757,493</u>	<u>44,487,254</u>	<u>44,014,856</u>	<u>(472,398)</u>	<u>(1.1)</u>	<u>41,487,228</u>
Total wages and benefits	<u>\$ 46,170,303</u>	<u>\$ 46,535,239</u>	<u>\$ 364,936</u>	<u>0.8</u>	<u>\$ 44,603,868</u>	<u>\$ 135,387,950</u>	<u>\$ 139,574,991</u>	<u>\$ 4,187,041</u>	<u>3.0</u>	<u>\$ 131,147,041</u>

Metro
Cash Receipts and Disbursements Schedule
For the Quarter Ended March 31, 2017
(unaudited)

	Total	Revenue Fund	Operating Fund	Internally Restricted Fund	Prop M Fund	Prop A Fund	Sales Tax Capital Fund	Commodity Fund	Insurance Fund	Other Restricted Fund
Balance January 1, 2017										
Cash & Investments	\$ 185,383,429	\$ 1,279,617	\$ 45,083,252	\$ 15,749,281	\$ 51,536,493	\$ 30,316,155	\$ 19,036,670	\$ 4,022,876	\$ 9,429,375	\$ 8,929,710
Add :										
Passenger Fares	13,731,665	13,640,473	91,192	-	-	-	-	-	-	-
City of St. Louis	9,264,785	-	9,264,785	-	-	-	-	-	-	-
St. Louis County	29,606,587	-	29,606,587	-	-	-	-	-	-	-
St. Clair County	18,085,006	-	18,085,006	-	-	-	-	-	-	-
FTA	9,827,919	-	9,827,919	-	-	-	-	-	-	-
All Other	7,793,575	-	6,536,675	23,286	100,672	47,384	16,891	-	8,434	1,060,233
Cash Receipts	88,309,714	13,640,473	73,412,341	23,286	100,672	47,384	16,891	-	8,434	1,060,233
Interfund Transfers	-	(13,500,000)	7,822,960	-	-	1,708,000	2,266,389	-	2,700,025	(997,374)
Less:										
Cash Disbursements	(93,571,439)	-	(86,939,824)	-	(2,010,244)	-	(16,386)	(112,153)	(3,996,071)	(496,761)
Balance March 31, 2017										
Cash & Investments	180,121,704	1,420,090	39,378,729	15,772,567	49,626,921	32,071,539	21,303,564	3,910,723	8,141,763	8,495,808
Less:										
Pre-Encumbrances & Restrictions										
Local Match - Approved Grants	35,934,121	-	-	-	33,905,558	-	2,028,563	-	-	-
- Grant Applications	13,747,673	-	-	-	13,747,673	-	-	-	-	-
- Long Range Capital Programs (1)	21,248,691	-	-	-	1,973,690	-	19,275,001	-	-	-
SIR Worker Comp Pledged Funds	2,405,000	-	-	-	-	-	-	-	2,405,000	-
Other Restrictions	106,786,219	1,420,090	39,378,729	15,772,567	-	32,071,539	-	3,910,723	5,736,763	8,495,808
Total Restrictions	180,121,704	1,420,090	39,378,729	15,772,567	49,626,921	32,071,539	21,303,564	3,910,723	8,141,763	8,495,808
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.

Metro
Cross County Metrolink Debt
Cash Receipts and Disbursements Schedule
For the Quarter Ended March 31, 2017
(unaudited)

	Total Trustee Statements	Revenue Funds	Debt Service Funds	Expense Funds	Debt Service Reserve Funds
Balance at January 1, 2017					
Cash & investments	\$ 40,582,745	\$ -	\$ 7,309,073	\$ 68,146	\$ 33,205,526
Add cash receipts:					
St. Louis County sales tax - Prop M	11,251,721	11,251,721	-	-	-
St. Louis County sales tax - Prop A	22,480,224	22,480,224	-	-	-
St. Louis City sales tax - Prop M	2,441,948	2,441,948	-	-	-
St. Louis City sales tax - Prop M2	2,441,948	2,441,948	-	-	-
Realized gain/(loss)	18,576	-	-	-	18,576
Interest received	64,863	6,097	8,756	74	49,936
Total cash receipts	38,699,280	38,621,938	8,756	74	68,512
Less fund disbursements:					
Expenses/Professional service fees	(166)	-	-	-	(166)
Prop M/Prop A to Metro	(31,348,919)	(31,348,919)	-	-	-
Realized gain/(loss)	(2,168)	-	-	-	(2,168)
Total disbursements	(31,351,253)	(31,348,919)	-	-	(2,334)
Interfund transfers:					
Transfer to General Revenue Fund	-	(7,300,315)	7,300,315	-	-
Transfer from 2013 DSR to 2013 DS	-	27,296	-	-	(27,296)
Total interfund transfers	-	(7,273,019)	7,300,315	-	(27,296)
Balance March 31, 2017					
Cash & investments	<u>\$ 47,930,772</u>	<u>\$ -</u>	<u>\$ 14,618,144</u>	<u>\$ 68,220</u>	<u>\$ 33,244,408</u>

Metro Transit
Statement of Cash Flows
For the Nine Months Ended March 31, 2017
(unaudited)

Cash flows from operating activities

Receipts from customers	\$ 39,302,616
Payments to employees	(136,416,478)
Payments to vendors	(56,548,743)
Payments for self-insurance	(20,891,635)
Receipts (payments) from inter-fund activity	<u>5,444,635</u>

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

(169,109,605)

Cash flows from non capital financing activities

Operating assistance received	177,642,764
Contributions to outside entities	(417,105)
Net transfers	(697,077)
Nonoperating contributions	<u>(242,609)</u>

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

176,285,973

Cash flows from capital and related financing activities

None	
Acquisitions of capital assets	(33,964,787)
Payments of long-term debt	(7,880,000)
Interest Paid	(10,638,244)
Contributed capital	<u>41,586,621</u>

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

(10,896,410)

Cash flows from investing activities

None	
Purchases of investments	(66,693,772)
Proceeds from sale of investments	82,072,715
Interest received	<u>1,047,098</u>

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

16,426,041

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

12,705,999

Cash and cash equivalents, beginning of year

94,410,431

Cash and cash equivalents, year to date

\$ 107,116,430

Supplemental disclosure of cash flow information

Noncash Activities:

Interest received on capital lease	\$ 4,714,868
Interest accrued on capital lease	(4,714,868)
Capital tower lease adjustment	14,974
Capital tower lease interest amortization	(34,370)
Changes in Unfunded Pension Liability	4,674,339
Changes in Unrealized Loss on Fuel Hedge	847,972
Gain on disposal of fixed assets	14,214
Deferred Loss Amortization	314,199
Discounts on bonds	(2,805)
Premium on bonds	12,231
Deferred charges	(100,102)

Metro
Schedule of Aged Receivables
March 31, 2017
(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	\$ 243,890	\$ 16,344	\$ -	\$ 17,006	\$ 30,479	\$ 33,919	\$ 341,638
Due from Call-A-Ride	151,097	-	-	-	-	-	151,097
Due from Advertising (Marketing)	2,100						2,100
Due from Leases and Rents	60,944	-	-	1,697	52,589	-	115,230
Due from Auxiliary Services/Others	237,215	-	-	-	-	-	237,215
Due from Grants (Accounting)	10,145,726	1,263,270	638,045	1,307,406	252,182	98,024	13,704,653
Due from Passes	<u>529,729</u>	<u>126,963</u>	<u>15,093</u>	<u>25,478</u>			<u>697,263</u>
Total	<u>\$ 11,370,701</u>	<u>\$ 1,406,577</u>	<u>\$ 653,138</u>	<u>\$ 1,351,587</u>	<u>\$ 335,250</u>	<u>\$ 131,943</u>	<u>\$ 15,249,196</u>

Metro
Capital Expenditures for Active Projects
For the Quarter Ended March 31, 2017
(unaudited)

Description		<u>Budget</u>	<u>Current</u>	<u>Year-To-Date</u>	<u>Life-To-Date</u>	<u>Balance</u>
Project #						
1237 CAR Van Replacement FY07		\$ 2,975,815	\$ 3,649	\$ 3,649	\$ 2,916,821	\$ 58,994
1279 Fare Collection System Upgrade/Replacement (06 Earmark)		31,584,490	404,783	1,434,352	26,454,172	5,130,318
1361 Radio System CAD/AVL		23,869,707	3,033	3,539,928	13,998,900	9,870,807
1530 Eads Bridge Rehab ARRA		25,338,774	-	-	25,338,774	-
1574 CAR Van Replacement		8,650,165	1,189,048	1,201,788	8,334,096	316,069
1666 Slope Stabilization	z	4,097,297	-	-	4,088,949	8,348
1668 Embankment Erosion	z	3,223,073	7,416	45,876	619,145	2,603,928
1708 Feeder Wire/Water Mitigation MO--12	z	1,058,564	(21,452)	(21,452)	686,969	371,595
1722 Missouri Slopes Stability	z	1,144,600	6,289	6,674	816,643	327,957
1723 MO OCS Wire Rehab	z	1,663,664	51,117	67,860	1,706,023	(42,359)
1734 EADS Bridge Rehab Phase II		29,708,943	38,920	376,826	17,836,813	11,872,130
1739 Downtown Transfer Center		10,558,120	1,198,748	3,870,712	5,436,516	5,121,604
1755 IT Systems Upgrade Yr 2 - FY13		1,225,750	92,453	103,709	679,160	546,590
1756 North County Transit Center		10,321,878	127,555	152,280	10,261,015	60,863
1817 Radio System Tower Sites		6,555,992	163,800	258,311	3,868,850	2,687,142
1844 Tactile Warning Strip Phase II	z	1,547,254	1,764	1,764	1,026,830	520,424
1845 MOW SGR Inventory-Database Development		1,031,701	645	829	1,031,701	-
1848 Articulated Buses		11,441,280	-	-	6,490,426	4,950,854
1855 Arch Bike Trail	z	1,105,000	-	715,289	996,548	108,452
1860 Bus Procurement Duluth		20,911,804	-	-	20,910,583	1,221
1862 North County Transit Phase II		2,200,481	-	11,535	1,664,683	535,798

Metro
Capital Expenditures for Active Projects
For the Quarter Ended March 31, 2017
(unaudited)

Description		Budget	Current	Year-To-Date	Life-To-Date	Balance
Projects continued						
1863 Bus Procurement Duluth II		\$ 11,231,856	\$ -	\$ -	\$ 10,893,680	\$ 338,176
1869 Phase 1 Audio Frequency Circuit		3,101,678	3,796	1,020,553	1,374,287	1,727,391
1875 Rail Tie Replace Year 3	z	1,927,270	72,907	72,907	2,000,177	(72,907)
1885 TOI Operation Management Software		2,859,367	513,714	574,701	1,181,658	1,677,709
1887 TOI Transit Business Intellegence		1,031,572	-	-	-	1,031,572
1905 Buses - FY13 CMAQ		18,565,431	-	-	18,206,956	358,475
1937 Innovative High School Career	z	2,129,435	-	-	-	2,129,435
1941 Duluth Piggyback III 40'		12,698,501	-	2,092	12,353,835	344,666
1955 Spruce Street Bridge		7,549,171	356,161	1,100,137	6,809,701	739,470
1959 Z-Gate Ped Barriers & Fence		1,257,938	20,182	16,983	309,967	947,971
1960 Rail ROW Repairs-MP 0-15.4 MO		1,905,200	138	138	66,612	1,838,588
1962 Elevator Rehab - 8 Units - MO		2,749,100	10,251	23,645	164,770	2,584,330
1973 Portable Bus Lifting System - MO		1,004,619	-	-	535,965	468,654
1983 DC to AC Rail Car Upgrades		22,500,000	-	-	-	22,500,000
1988 Ewing Wall Rehabilitation		10,037,743	260,313	4,067,955	4,975,303	5,062,440
1991 Financial Report-Budget Software		1,056,763	273,300	290,300	417,300	639,463
1997 IL Bus Facility Rehabilitation		1,850,692	46,696	600,565	615,415	1,235,277
2000 Administrative Facility		1,604,600	14,973	100,414	1,123,019	481,581
2020 Feeder Wire-Water Mitigation	z	1,644,372	50,920	53,254	925,353	719,019
2021 Bus Northwest Connector	z	2,355,536	-	-	-	2,355,536
2030 FY15 100% 7 SCCTD Buses		2,076,050	-	-	2,069,685	6,365
2035 Mobile Data Terminal		1,050,000	-	-	-	1,050,000
2053 Buses (4) FY15 Formula		1,856,000	-	-	-	1,856,000
2054 Call-A-Ride Vans (7) FY15		2,161,300	339,728	849,320	849,320	1,311,980

Metro
Capital Expenditures for Active Projects
For the Quarter Ended March 31, 2017
(unaudited)

Description	Budget	Current	Year-To-Date	Life-To-Date	Balance
Projects continued					
2057 Non-Rev Vehicles (16) MO FY14	\$ 1,146,145	\$ -	\$ -	\$ -	\$ 1,146,145
2060 Boyle Street ML Station	12,998,985	712,237	1,715,048	1,758,398	11,240,587
2061 CWE ML Station Rehab	1,544,046	6,106	12,726	12,726	1,531,320
2070 DC to AC Propulsion YR 2	2,033,859	-	-	-	2,033,859
2077 Buses FY15 Bus Facility	3,615,724	2,627,742	2,627,742	2,627,742	987,982
2078 Buses FY14 CMAQ	5,210,000	4,379,570	4,379,570	4,379,570	830,430
2079 MO Buses	4,018,076	3,503,656	3,503,656	3,503,656	514,420
2081 Convention Center Escalator FY15 SGR	1,103,500	-	-	-	1,103,500
2094 CAR Vans (7) FY14 Fed Formula	1,479,456	-	849,320	849,320	630,136
2108 Buses (8) IDOT Reimburse SCCTD	3,792,738	-	-	-	3,792,738
2109 Union Station Tunnel	5,300,000	384,612	407,240	407,497	4,892,503
2113 TAM-EAM System Development	3,000,000	-	-	-	3,000,000
2116 FY16 Preventive Maintenance	z 20,000,000	-	20,000,000	20,000,000	-
2119 Buses - FY15 CMAQ	10,000,000	-	-	-	10,000,000
2122 Buses - FY16 Bus Facility	3,504,438	-	-	-	3,504,438
2125 CAR Van Replacement FY15 STP	1,000,000	-	-	-	1,000,000
2149 Non-Revenue Vehicles MO (26) FY15/16	1,137,500	-	-	-	1,137,500
All others	*z 33,474,168	965,175	3,348,279	13,692,913	19,781,255
Total Active Projects	\$ 430,777,181	\$ 17,809,945	\$ 57,386,475	\$ 267,268,442	\$ 163,508,739

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

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



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St. Louis Downtown Airport

Nine Months Ended March 31, 2017

Fast Facts

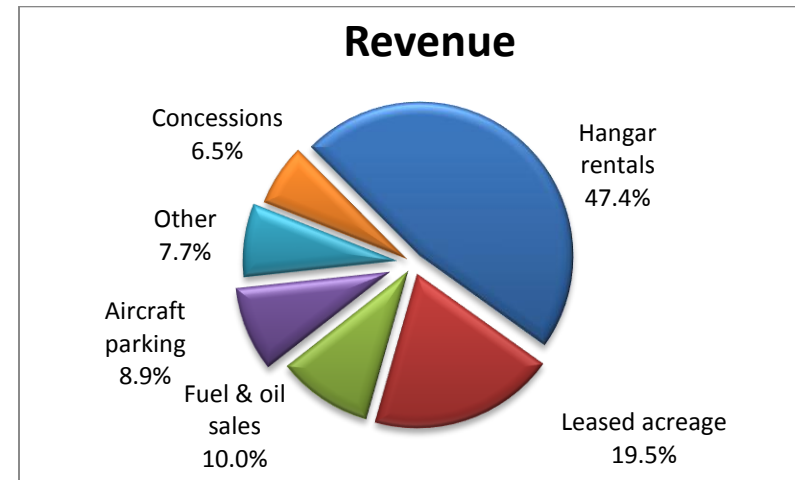
In late March, *The Aero Experience* team assembled for their first combined coverage event of 2017 at the Greater St. Louis Air & Space Museum. The rally was conducted by EAA Chapter 64 located at St. Louis Downtown Airport not far from the museum.

Also in late March, the St. Louis aviation community turned out for an open house to welcome Gateway Jets to their new location at St. Louis Downtown Airport. Over one hundred guests gathered at the Gateway Jets hanger at the southwest corner of the airport. Gateway Jets provides aircraft management services.

Financial Data

Loss before depreciation was \$69.7 thousand. This result is unfavorable compared to a net loss of \$46.8 thousand in the prior fiscal year by \$22.9 thousand.

Revenue decreased approximately \$6.6 thousand under prior the year. Decreased revenue is due to lower Aviation sales flowage, concessions, and interest income.



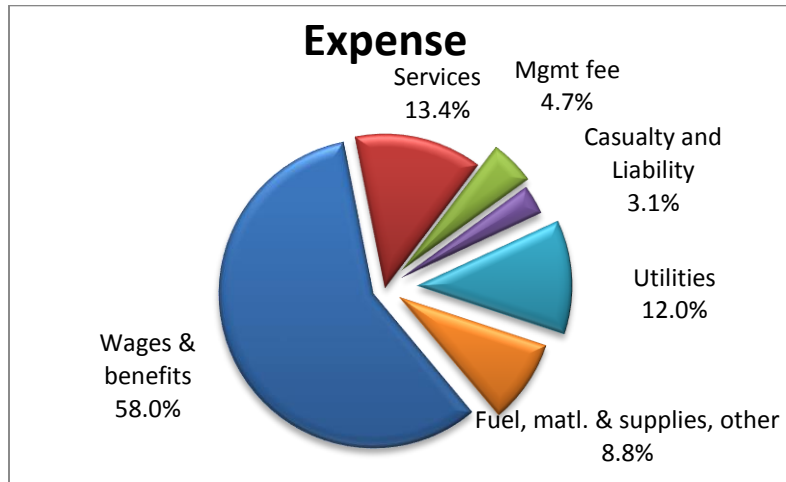
Total **Expense** is \$1.2 million. This is an increase of \$16.2 thousand over the prior year.

The increase year over year in total expense is related to **wages and benefits** and **services**. A Safety Management Specialist position was added to the Airport payroll in the fourth quarter of fiscal year 2016. The new position is reflected in the year over year increase in wages and benefits.

Services increased due to legal and consulting fees related to future airport initiatives.

St. Louis Downtown Airport

Nine Months Ended March 31, 2017



Average based aircraft remains similar to prior year levels.

Aircraft movements increased 10.0% over the prior year while **fuel sales** decreased 9.8% over the prior year. Airport activity can vary because of the economy, weather conditions and special events.

Performance Data

Performance Indicators			
YTD	Fuel sales (gallons)	Aircraft movements	Avg. based aircraft
FY17 Actual	1,237,969	80,914	319
FY17 Budget	1,330,223	67,500	320
FY16 Actual	1,372,430	73,234	328

St. Louis Downtown Airport
Quarterly Statement of Financial Position
March 31, 2017
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Assets							
Current assets							
Cash	\$ 519,077	\$ 41,471	\$ 477,606	n/a	\$ 665,183	\$ (146,106)	(22.0)
Accounts and notes receivable	100,696	73,993	26,703	36.1	78,440	22,256	28.4
Interfund accounts receivable	-	442,438	(442,438)	(100.0)	112,943	(112,943)	(100.0)
Materials and supplies inventory	61,592	61,592	-	-	61,609	(17)	-
Other current assets	23,861	47,721	(23,860)	(50.0)	41,916	(18,055)	(43.1)
Total current assets	705,226	667,215	38,011	5.7	960,091	(254,865)	(26.5)
Capital assets							
Capital assets	52,803,944	52,803,944	-	-	52,728,214	75,730	0.1
Accumulated depreciation	(35,552,949)	(35,185,745)	(367,204)	(1.0)	(34,054,006)	(1,498,943)	(4.4)
Total capital assets, net	17,250,995	17,618,199	(367,204)	(2.1)	18,674,208	(1,423,213)	(7.6)
Land	4,542,564	4,542,564	-	-	4,542,564	-	-
Construction-in-process	54,408	54,408	-	-	211,874	(157,466)	(74.3)
Total capital assets	21,847,967	22,215,171	(367,204)	(1.7)	23,428,646	(1,580,679)	(6.7)
Non-current assets							
Deferred charges	17,138	17,138	-	-	14,978	2,160	14.4
Total non-current assets	17,138	17,138	-	-	14,978	2,160	14.4
Total assets	22,570,331	22,899,524	(329,193)	(1.4)	24,403,715	(1,833,384)	(7.5)
Total	<u>\$ 22,570,331</u>	<u>\$ 22,899,524</u>	<u>\$ (329,193)</u>	<u>(1.4)</u>	<u>\$ 24,403,715</u>	<u>\$ (1,833,384)</u>	<u>(7.5)</u>

St. Louis Downtown Airport
Quarterly Statement of Financial Position
March 31, 2017
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Liabilities							
Current liabilities							
Accounts payable	\$ 3,096	\$ 11,800	\$ (8,704)	(73.8)	\$ 70,474	\$ (67,378)	(95.6)
Interfund accounts payable	138,990	73,480	65,510	89.2	157,967	(18,977)	(12.0)
Accrued expenses	71,100	65,200	5,900	9.0	54,800	16,300	29.7
Other current liabilities	9,818	8,806	1,012	11.5	6,724	3,094	46.0
Total current liabilities	<u>223,004</u>	<u>159,286</u>	<u>63,718</u>	40.0	<u>289,965</u>	<u>(66,961)</u>	(23.1)
Non-current liabilities							
Other post-employment benefits	283,847	281,495	2,352	0.8	351,628	(67,781)	(19.3)
Long-term insurance	27,154	27,154	-	-	27,154	-	-
Unfunded pension liabilities	153,620	153,620	-	-	183,752	(30,132)	(16.4)
Total non-current liabilities	<u>464,621</u>	<u>462,269</u>	<u>2,352</u>	0.5	<u>562,534</u>	<u>(97,913)</u>	(17.4)
Total liabilities	<u>687,625</u>	<u>621,555</u>	<u>66,070</u>	10.6	<u>852,499</u>	<u>(164,874)</u>	(19.3)
Net Position							
Net position - capital investments	21,875,121	22,236,321	(361,200)	(1.6)	32,945,949	(11,070,828)	(33.6)
Net position	1,186,704	825,505	361,199	43.8	(8,179,768)	9,366,472	114.5
Net income (loss)	<u>(1,179,119)</u>	<u>(783,857)</u>	<u>(395,262)</u>	(50.4)	<u>(1,214,965)</u>	<u>35,846</u>	3.0
Total net position	<u>21,882,706</u>	<u>22,277,969</u>	<u>(395,263)</u>	(1.8)	<u>23,551,216</u>	<u>(1,668,510)</u>	(7.1)
Total	<u>\$ 22,570,331</u>	<u>\$ 22,899,524</u>	<u>\$ (329,193)</u>	(1.4)	<u>\$ 24,403,715</u>	<u>\$ (1,833,384)</u>	(7.5)

St. Louis Downtown Airport
Statement of Activities
For the Quarter Ended March 31, 2017
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Revenue										
Airport parking	\$ 33,905	\$ 34,853	\$ (948)	(2.7)	\$ 35,078	\$ 103,500	\$ 104,558	\$ (1,058)	(1.0)	\$ 104,553
Leased acreage	51,555	43,169	8,386	19.4	84,134	226,633	129,508	97,125	75.0	263,756
Hangar rental	184,461	202,553	(18,092)	(8.9)	173,872	552,983	607,659	(54,676)	(9.0)	496,826
Aviation sales flowage	35,806	44,341	(8,535)	(19.2)	43,055	116,299	133,024	(16,725)	(12.6)	133,340
Other operating revenue	38,506	22,514	15,992	71.0	35,783	84,605	67,541	17,064	25.3	84,167
Concessions	53,013	28,790	24,223	84.1	24,346	75,686	86,369	(10,683)	(12.4)	85,780
Service fee revenue	-	50	(50)	(100.0)	-	4,220	150	4,070	2,713.3	800
Interest income	342	84	258	307.1	282	1,071	251	820	326.7	2,388
Total revenue	<u>397,588</u>	<u>376,354</u>	<u>21,234</u>	<u>5.6</u>	<u>396,550</u>	<u>1,164,997</u>	<u>1,129,060</u>	<u>35,937</u>	<u>3.2</u>	<u>1,171,610</u>
Expense										
Wages and benefits ¹	239,034	253,587	14,553	5.7	263,646	715,347	755,045	39,698	5.3	700,240
Services	43,641	28,945	(14,696)	(50.8)	55,704	165,377	86,834	(78,543)	(90.5)	135,679
Fuel and lube consumed	2,230	5,550	3,320	59.8	2,692	10,566	18,336	7,770	42.4	11,609
Materials and supplies	29,555	31,570	2,015	6.4	55,715	77,729	93,575	15,846	16.9	103,006
Utilities	58,359	50,124	(8,235)	(16.4)	64,605	148,180	143,791	(4,389)	(3.1)	142,821
Casualty and liability costs	12,918	17,899	4,981	27.8	16,139	38,771	53,693	14,922	27.8	48,410
Other expenses	39,908	27,098	(12,810)	(47.3)	29,223	78,718	70,839	(7,879)	(11.1)	74,167
Total expense	<u>425,645</u>	<u>414,773</u>	<u>(10,872)</u>	<u>(2.6)</u>	<u>487,724</u>	<u>1,234,688</u>	<u>1,222,113</u>	<u>(12,575)</u>	<u>(1.0)</u>	<u>1,218,497</u>
Income (loss) before depreciation	<u>(28,057)</u>	<u>(38,419)</u>	<u>10,362</u>	<u>27.0</u>	<u>(91,174)</u>	<u>(69,691)</u>	<u>(93,053)</u>	<u>23,362</u>	<u>25.1</u>	<u>(46,887)</u>
Depreciation and amortization expense	<u>367,205</u>	<u>388,634</u>	<u>21,429</u>	<u>5.5</u>	<u>383,352</u>	<u>1,109,428</u>	<u>1,173,885</u>	<u>64,457</u>	<u>5.5</u>	<u>1,168,078</u>
Net income (loss)	<u>\$ (395,262)</u>	<u>\$ (427,053)</u>	<u>\$ 31,791</u>	<u>7.4</u>	<u>\$ (474,526)</u>	<u>\$ (1,179,119)</u>	<u>\$ (1,266,938)</u>	<u>\$ 87,819</u>	<u>6.9</u>	<u>\$ (1,214,965)</u>

¹ - Detailed schedule included.

St. Louis Downtown Airport
Detailed Schedule of Wages and Benefits
For the Quarter Ended March 31, 2017
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Personnel expense										
Wages	\$ 163,211	\$ 166,242	\$ 3,031	1.8	\$ 191,063	\$ 472,860	\$ 501,264	\$ 28,404	5.7	\$ 496,090
Company paid benefits										
Payroll related taxes and insurance										
FICA	11,037	12,718	1,681	13.2	13,835	32,984	38,347	5,363	14.0	35,561
Unemployment insurance	1,978	4,895	2,917	59.6	2,218	2,151	5,525	3,374	61.1	2,376
Worker's compensation insurance	10,943	7,653	(3,290)	(43.0)	7,829	48,938	23,243	(25,695)	(110.5)	25,666
Health and welfare										
Medical	31,984	24,300	(7,684)	(31.6)	27,925	91,847	72,900	(18,947)	(26.0)	79,575
Dental	869	765	(104)	(13.6)	592	2,329	2,296	(33)	(1.4)	1,795
Other post employment benefits	2,350	5,869	3,519	60.0	901	6,839	18,041	11,202	62.1	4,567
Life insurance / AD&D	327	185	(142)	(76.8)	194	769	554	(215)	(38.8)	554
Short and long term disability	973	1,186	213	18.0	1,136	3,297	3,557	260	7.3	3,175
FMLA administration expense	-	79	79	100.0	71	100	236	136	57.6	212
EAP expense	52	51	(1)	(2.0)	43	150	154	4	2.6	128
Retirement										
Pension expense	2,597	13,473	10,876	80.7	5,673	15,953	40,419	24,466	60.5	12,368
401 K contributions	10,800	15,669	4,869	31.1	11,136	30,868	47,007	16,139	34.3	29,354
Other										
Uniform allowance	1,913	502	(1,411)	(281.1)	1,030	6,262	1,502	(4,760)	(316.9)	8,819
Total company paid benefits	<u>75,823</u>	<u>87,345</u>	<u>11,522</u>	<u>13.2</u>	<u>72,583</u>	<u>242,487</u>	<u>253,781</u>	<u>11,294</u>	<u>4.5</u>	<u>204,150</u>
Total wages and benefits	<u>\$ 239,034</u>	<u>\$ 253,587</u>	<u>\$ 14,553</u>	<u>5.7</u>	<u>\$ 263,646</u>	<u>\$ 715,347</u>	<u>\$ 755,045</u>	<u>\$ 39,698</u>	<u>5.3</u>	<u>\$ 700,240</u>

St. Louis Downtown Airport
Cash Receipts and Disbursements Schedule
For the Quarter Ended March 31, 2017
(unaudited)

<u>Description</u>	<u>Total</u>	<u>Revenue Fund</u>	<u>Investments Operating Fund</u>	<u>Other Restricted Fund</u>
Balance at January 1, 2017				
Cash & Investments	\$ 41,471	\$ 36,471	\$ -	\$ 5,000
Add:				
Customer payments	363,770	363,770	-	-
Metro	450,136	-	450,136	-
Interest received	341	9	332	-
Total cash receipts	<u>814,247</u>	<u>363,779</u>	<u>450,468</u>	<u>-</u>
Interfund transfers	-	(363,639)	84,793	278,846
Less:				
Cash disbursements	<u>(336,641)</u>	<u>(865)</u>	<u>(335,776)</u>	<u>-</u>
Total cash disbursements	<u>(336,641)</u>	<u>(865)</u>	<u>(335,776)</u>	<u>-</u>
Balance at March 31, 2017				
Cash & Investments	<u>\$ 519,077</u>	<u>\$ 35,746</u>	<u>\$ 199,485</u>	<u>\$ 283,846</u>

St. Louis Downtown Airport
Statement of Cash Flows
For the Nine Months Ended March 31, 2017
(unaudited)

Cash flows from operating activities		Supplemental disclosure of cash flow information
Receipts from customers	\$ 1,093,593	Noncash Activities: None
Payments to employees	(702,608)	
Payments to vendors	(436,557)	
Payments for self-insurance	(38,771)	
Receipts (payments) from inter-fund activity	<u>(3,525)</u>	
Net cash provided by (used in) operating activities	<u>(87,868)</u>	
Cash flows from non capital financing activities		
None		
Cash flows from capital and related financing activities		
Acquisitions of capital assets	(35,520)	
Contributed capital	<u>33,712</u>	
Cash flows from capital and related financing activities	<u>(1,808)</u>	
Cash flows from investing activities		
Interest received	<u>1,071</u>	
Net cash provided by (used in) investing activities	<u>1,071</u>	
Net increase (decrease) in cash and cash equivalents	(88,605)	
Cash and cash equivalents, beginning of year	<u>607,682</u>	
Cash and cash equivalents, year to date	<u>\$ 519,077</u>	

St. Louis Downtown Airport
Schedule of Aged Receivables - Invoiced
March 31, 2017
(Unaudited)

Customers owing over \$1,000	Less than 30 days	31-60 days	61-90 days	91-180 days	181-360 days	Over 361 days	Total
Aviation Business Corporation	\$ 35	\$ 3,052	\$ 2,201	\$ 3,792	\$ 718	\$ -	\$ 9,798
EAA Chapter 64	-	826	-	-	363	-	1,189
Fostaire Helicopters	792	453	-	-	-	-	1,245
Ideal Aviation Illinois, LLC	15,509	15,778	6,025	5,266	2,902	2,021	47,501
Jet Aviation - St. Louis, MO	5,724	19,207	298	1,760	-	-	26,989
Parks Aviation Holdings LLC	4,041	4,969	587	-	-	-	9,597
William Wilson	-	460	230	460	1,380	1,150	3,680
Subtotal	26,101	44,745	9,341	11,278	5,363	3,171	99,999
All other customers ¹	2,034	(2,940)	(2,756)	(975)	(474)	269	(4,842)
Total	\$ 28,135	\$ 41,805	\$ 6,585	\$ 10,303	\$ 4,889	\$ 3,440	\$ 95,157

¹ Some customers pay ahead creating credit balances on this report.

St. Louis Downtown Airport
Capital Expenditures for Active Projects
For the Quarter Ended March 31, 2017
(unaudited)

Description		<u>Budget</u>	<u>Current</u>	<u>Year-To-Date</u>	<u>Life-To-Date</u>	<u>Balance</u>
Project #						
Runup taxiway,pad,enclosure		\$ 5,037,000	\$ -	\$ -	\$ -	\$ 5,037,000
Earthwork - Grade Ditch Parallel to Main Runway	x	755,490	-	-	724,820	30,670
Environmental Assessment and ALP		165,000	-	31,070	31,070	133,930
Terminal Roof Replacement	x	144,700	-	-	129,773	14,927
Air Condition units on terminal		52,000	-	-	-	52,000
Airport signage		36,000	-	-	-	36,000
Total Active Projects		<u>\$ 6,190,190</u>	<u>\$ -</u>	<u>\$ 31,070</u>	<u>\$ 885,663</u>	<u>\$ 5,304,527</u>

x Projects are carryover from prior year.



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Riverfront Attractions

Nine Months Ended March 31, 2017

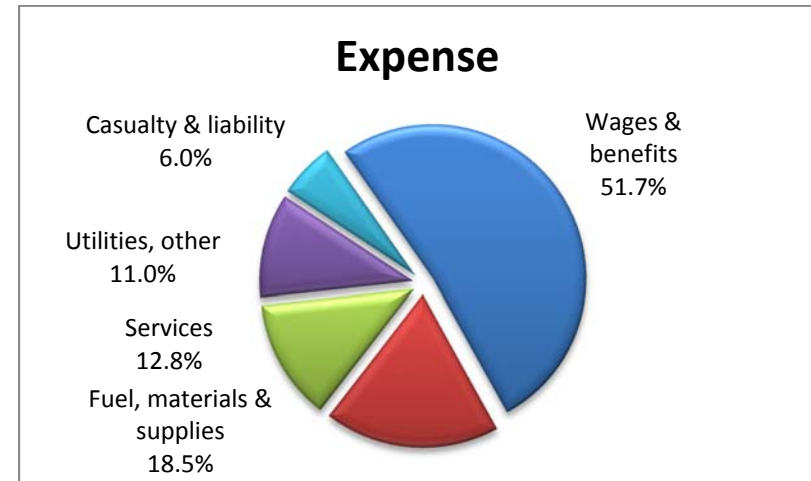
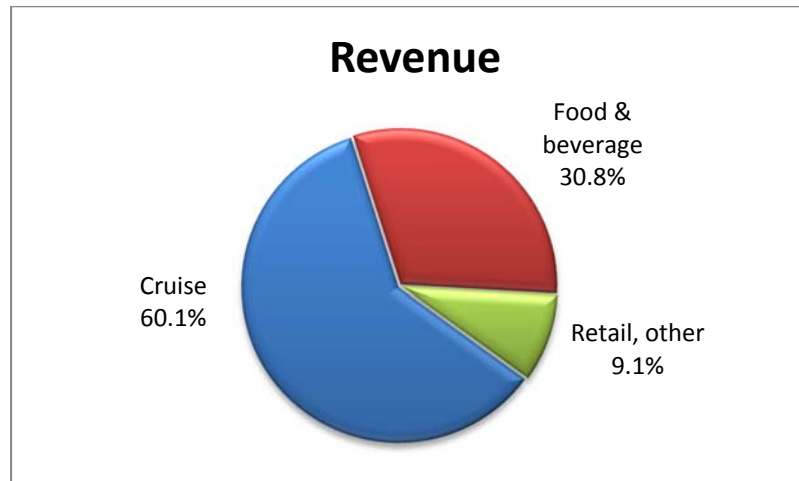
Fast Facts

The Riverboats began their 2017 season early March and are experiencing an increase in passengers and cruises. Without flooding issues and while the Arch trams were closed, tourists and school groups are being encouraged to visit the riverboats.

Financial Data

Income before depreciation for Riverfront Attractions is \$108.3 thousand compared to a loss of \$223.6 thousand in the prior year. This year's cruises have not been limited by heavy flooding.

Revenue is \$1.9 million, which is more than 44.7% greater than the prior year for the same period.



Total Expense is \$1.8 million and is up from \$1.5 million last year. Costs were lower in fiscal year 2016 due to savings realized by not utilizing seasonal employees and less food purchases for dinner cruises not taken. These savings are variable costs, which are only incurred when the boats are actively running cruises.

Services Expense includes maintenance expenses incurred in preparation for the new season offset by the cancellation of interpretive service invoices for August – December 2016.

The increase in **materials and supplies** over the prior year reflects the additional cost of consumable goods related to the increased number of cruises in the current fiscal year.

Riverfront Attractions

Nine Months Ended March 31, 2017

Performance Data

Performance Indicators			
YTD	Passengers	Cruises	Passengers per Cruise
FY17 Actual	68,981	593	116
FY17 Budget	73,795	599	123
FY16 Actual	45,499	401	113

Total **riverboat passengers** are up approximately 51.6% over the prior year and **cruises** are up approximately 47.8% over the prior year, both due to fewer flooding issues. The performance data indicates that the passenger attendance for cruises in both years remains constant and when cruises occur they are well attended.

Riverfront Attractions
Quarterly Statement of Financial Position
March 31, 2017
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Assets							
Current assets							
Cash	\$ 14,628	\$ 44,628	\$ (30,000)	(67.2)	\$ 33,422	\$ (18,794)	(56.2)
Accounts and notes receivable	13,318	5,500	7,818	142.1	24,508	(11,190)	(45.7)
Interfund accounts receivable	47,191	39,675	7,516	18.9	19,172	28,019	146.1
Materials and supplies inventory	46,738	45,397	1,341	3.0	41,565	5,173	12.4
Other current assets	36,086	71,794	(35,708)	(49.7)	38,257	(2,171)	(5.7)
Total current assets	157,961	206,994	(49,033)	(23.7)	156,924	1,037	0.7
Capital assets							
Capital assets	5,165,479	5,165,414	65	-	5,166,217	(738)	-
Accumulated depreciation	(3,823,501)	(3,759,872)	(63,629)	(1.7)	(3,567,773)	(255,728)	(7.2)
Total capital assets, net	1,341,978	1,405,542	(63,564)	(4.5)	1,598,444	(256,466)	(16.0)
Construction-in-process	8,969	-	8,969	n/a	-	8,969	n/a
Total capital assets	1,350,947	1,405,542	(54,595)	(3.9)	1,598,444	(247,497)	(15.5)
Total assets	1,508,908	1,612,536	(103,628)	(6.4)	1,755,368	(246,460)	(14.0)
Total	\$ 1,508,908	\$ 1,612,536	\$ (103,628)	(6.4)	\$ 1,755,368	\$ (246,460)	(14.0)

Riverfront Attractions
Quarterly Statement of Financial Position
March 31, 2017
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Liabilities							
Current liabilities							
Accounts payable	\$ 5,035	\$ 16,145	\$ (11,110)	(68.8)	\$ 42,295	\$ (37,260)	(88.1)
Interfund accounts payable	862,998	651,581	211,417	32.4	1,584,922	(721,924)	(45.5)
Accrued expenses	98,380	106,000	(7,620)	(7.2)	109,900	(11,520)	(10.5)
Other current liabilities	71,797	71,921	(124)	(0.2)	-	71,797	n/a
Total current liabilities	1,038,210	845,647	192,563	22.8	1,737,117	(698,907)	(40.2)
Non-current liabilities							
Other post-employment benefits	304,676	302,602	2,074	0.7	375,591	(70,915)	(18.9)
Long-term insurance	33,654	33,654	-	-	33,654	-	-
Unfunded pension liabilities	793,381	793,381	-	-	449,172	344,209	76.6
Total non-current liabilities	1,131,711	1,129,637	2,074	0.2	858,417	273,294	31.8
Total liabilities	2,169,921	1,975,284	194,637	9.9	2,595,534	(425,613)	(16.4)
Net Position							
Net position - capital investments	1,384,601	1,439,195	(54,594)	(3.8)	254,907	1,129,694	443.2
Net position	(1,960,536)	(2,015,131)	54,595	2.7	(621,083)	(1,339,453)	(215.7)
Net income (loss)	(85,078)	213,188	(298,266)	(139.9)	(473,990)	388,912	82.1
Total net position	(661,013)	(362,748)	(298,265)	(82.2)	(840,166)	179,153	21.3
Total	<u>\$ 1,508,908</u>	<u>\$ 1,612,536</u>	<u>\$ (103,628)</u>	<u>(6.4)</u>	<u>\$ 1,755,368</u>	<u>\$ (246,460)</u>	<u>(14.0)</u>

Riverfront Attractions
Statement of Activities
For the Quarter Ended March 31, 2017
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Revenue										
Cruise	\$ 108,778	\$ 64,000	\$ 44,778	70.0	\$ 104,400	\$ 1,121,245	\$ 1,169,245	\$ (48,000)	(4.1)	\$ 737,931
Food and beverage	71,958	18,100	53,858	297.6	36,882	575,706	577,414	(1,708)	(0.3)	319,239
Retail	9,025	4,000	5,025	125.6	9,944	75,034	60,850	14,184	23.3	37,550
Other operating revenue	35,818	19,444	16,374	84.2	93,910	103,998	79,829	24,169	30.3	156,092
Other revenue	-	-	-	-	61,042	-	-	-	-	61,042
Sales discount	(104)	(8,205)	8,101	98.7	(1,486)	(8,237)	(24,616)	16,379	66.5	(21,284)
Total revenue	<u>225,475</u>	<u>97,339</u>	<u>128,136</u>	131.6	<u>304,692</u>	<u>1,867,746</u>	<u>1,862,722</u>	<u>5,024</u>	0.3	<u>1,290,570</u>
Expense										
Wages and benefits ¹	230,543	280,077	49,534	17.7	229,737	910,485	991,956	81,471	8.2	801,624
Services	66,541	35,826	(30,715)	(85.7)	72,463	224,750	187,110	(37,640)	(20.1)	222,510
Fuel and lube consumed	2,265	6,400	4,135	64.6	4,052	30,415	38,400	7,985	20.8	27,118
Materials and supplies	58,636	30,929	(27,707)	(89.6)	53,681	294,476	333,008	38,532	11.6	214,385
Utilities	24,945	19,537	(5,408)	(27.7)	20,494	70,002	62,388	(7,614)	(12.2)	53,418
Casualty and liability costs	35,163	42,229	7,066	16.7	35,751	105,489	131,111	25,622	19.5	110,721
Other expenses	42,019	35,837	(6,182)	(17.3)	33,373	109,780	104,711	(5,069)	(4.8)	83,368
Contribution to outside entities	-	-	-	-	1,000	-	-	-	-	1,000
Other non-operating expense	-	-	-	-	-	14,098	-	(14,098)	-	-
Total expense	<u>460,112</u>	<u>450,835</u>	<u>(9,277)</u>	(2.1)	<u>450,551</u>	<u>1,759,495</u>	<u>1,848,684</u>	<u>89,189</u>	4.8	<u>1,514,144</u>
Income (loss) before depreciation	<u>(234,637)</u>	<u>(353,496)</u>	<u>118,859</u>	33.6	<u>(145,859)</u>	<u>108,251</u>	<u>14,038</u>	<u>94,213</u>	671.1	<u>(223,574)</u>
Depreciation and amortization expense	<u>63,629</u>	<u>78,853</u>	<u>15,224</u>	19.3	<u>81,957</u>	<u>193,329</u>	<u>236,560</u>	<u>43,231</u>	18.3	<u>250,416</u>
Net income (loss)	<u>\$ (298,266)</u>	<u>\$ (432,349)</u>	<u>\$ 134,083</u>	31.0	<u>\$ (227,816)</u>	<u>\$ (85,078)</u>	<u>\$ (222,522)</u>	<u>\$ 137,444</u>	61.8	<u>\$ (473,990)</u>

¹ - Detailed schedule included.

Riverfront Attractions
Detailed Schedule of Wages and Benefits
For the Quarter Ended March 31, 2017
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Personnel expense										
Wages	\$ 165,664	\$ 194,641	\$ 28,977	14.9	\$ 165,558	\$ 685,918	\$ 728,559	\$ 42,641	5.9	\$ 604,718
Company paid benefits										
Payroll related taxes and insurance										
FICA	12,479	14,890	2,411	16.2	11,906	49,941	55,735	5,794	10.4	42,104
Unemployment insurance	1,166	5,057	3,891	76.9	1,616	3,733	9,709	5,976	61.6	3,143
Worker's compensation insurance	860	2,281	1,421	62.3	693	2,328	6,743	4,415	65.5	2,111
Health and welfare										
Medical	20,671	25,138	4,467	17.8	21,228	63,599	75,413	11,814	15.7	60,638
Dental	817	785	(32)	(4.1)	708	2,444	2,355	(89)	(3.8)	2,106
Other post employment benefits	2,077	5,395	3,318	61.5	736	7,656	16,521	8,865	53.7	4,478
Life insurance / AD&D	350	190	(160)	(84.2)	209	831	570	(261)	(45.8)	593
Short and long term disability	1,132	1,220	88	7.2	1,194	3,858	3,660	(198)	(5.4)	3,418
FMLA administration expense	-	81	81	100.0	368	675	243	(432)	(177.8)	1,241
EAP expense	52	53	1	1.9	43	152	159	7	4.4	128
Retirement										
Pension expense	18,183	13,911	(4,272)	(30.7)	21,173	67,513	41,732	(25,781)	(61.8)	62,008
401 K contributions	5,670	16,120	10,450	64.8	4,305	17,452	48,367	30,915	63.9	13,772
Other										
Uniform allowance	1,422	315	(1,107)	(351.4)	-	4,385	2,190	(2,195)	(100.2)	1,166
Total company paid benefits	<u>64,879</u>	<u>85,436</u>	<u>20,557</u>	<u>24.1</u>	<u>64,179</u>	<u>224,567</u>	<u>263,397</u>	<u>38,830</u>	<u>14.7</u>	<u>196,906</u>
Total wages and benefits	<u>\$ 230,543</u>	<u>\$ 280,077</u>	<u>\$ 49,534</u>	<u>17.7</u>	<u>\$ 229,737</u>	<u>\$ 910,485</u>	<u>\$ 991,956</u>	<u>\$ 81,471</u>	<u>8.2</u>	<u>\$ 801,624</u>

Riverfront Attractions
Cash Receipts and Disbursements Schedule
For the Quarter Ended March 31, 2017
(unaudited)

<u>Description</u>	<u>Total</u>	<u>Operating Fund</u>	<u>Change Fund</u>
Balance at January 1, 2017			
Cash & Investments	\$ 44,628	\$ 44,628	\$ -
Add:			
Revenue receipts	<u>158,722</u>	<u>158,722</u>	<u>-</u>
Total cash receipts	158,722	158,722	-
Interfund transfers	-	(5,900)	5,900
Less:			
Cash disbursements	<u>(188,722)</u>	<u>(188,722)</u>	<u>-</u>
Total cash disbursements	(188,722)	(188,722)	-
Balance at March 31, 2017			
Cash & Investments	<u>\$ 14,628</u>	<u>\$ 8,728</u>	<u>\$ 5,900</u>

Riverfront Attractions
Statement of Cash Flows
For the Nine Months Ended March 31, 2017
(unaudited)

Cash flows from operating activities		Supplemental disclosure of cash flow information
Receipts from customers	\$ 1,873,843	
Payments to employees	(910,449)	Noncash Activities:
Payments to vendors	(863,864)	None
Payments for self-insurance	(105,489)	
Receipts (payments) from inter-fund activity	<u>(49,542)</u>	
Net cash provided by (used in) operating activities	<u>(55,501)</u>	
Cash flows from non capital financing activities		
Nonoperating contributions	<u>(14,100)</u>	
Net cash provided by (used in) non capital financing activities	<u>(14,100)</u>	
Cash flows from capital and related financing activities		
Acquisitions of capital assets	<u>(9,034)</u>	
Cash flows from capital and related financing activities	<u>(9,034)</u>	
Cash flows from investing activities		
None		
Net increase (decrease) in cash and cash equivalents	(78,635)	
Cash and cash equivalents, beginning of year	<u>93,263</u>	
Cash and cash equivalents, year to date	<u>\$ 14,628</u>	

Riverfront Attractions
Capital Expenditures for Active Projects
For the Quarter Ended March 31, 2017
(unaudited)

Description			<u>Budget</u>	<u>Current</u>	<u>Year-To-Date</u>	<u>Life-To-Date</u>	<u>Balance</u>
Project #							
1944	Riverboat Gangway	x	\$ 121,052	\$ 65	\$ 65	\$ 106,833	\$ 14,219
	Becky Thatcher Engines Overhaul		80,000	7,513	7,513	7,513	72,487
Total Active Projects			<u>\$ 201,052</u>	<u>\$ 7,578</u>	<u>\$ 7,578</u>	<u>\$ 114,346</u>	<u>\$ 86,706</u>

x Projects are carryover from prior year.



ST LOUIS REGIONAL
FREIGHTWAY

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St. Louis Regional Freightway

Nine Months Ended March 31, 2017

Fast Facts

On February 23, 2017, the Board of Commissioners of the Port of New Orleans and the St. Louis Regional Freightway entered into a Memorandum of Understanding to exchange market and operational information with the goal of growing trade and building upon existing and new business relationships between the two regions and critical ports. The agreement also calls for joint marketing efforts to meet those objectives. At the core of the Memorandum of Understanding is the shared recognition that continued growth at the Port of New Orleans, and future growth around freight movement through the various ports in the bi-state St. Louis region, are intrinsically connected, with 500 million tons of cargo already being handled by the Lower Mississippi River.

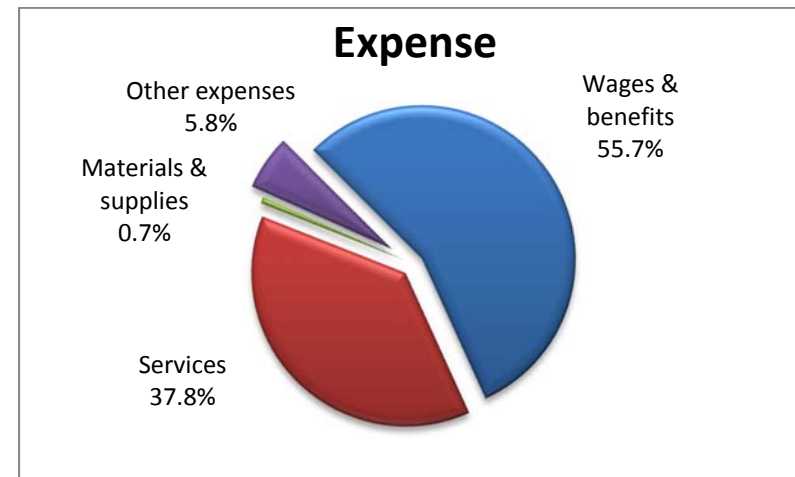
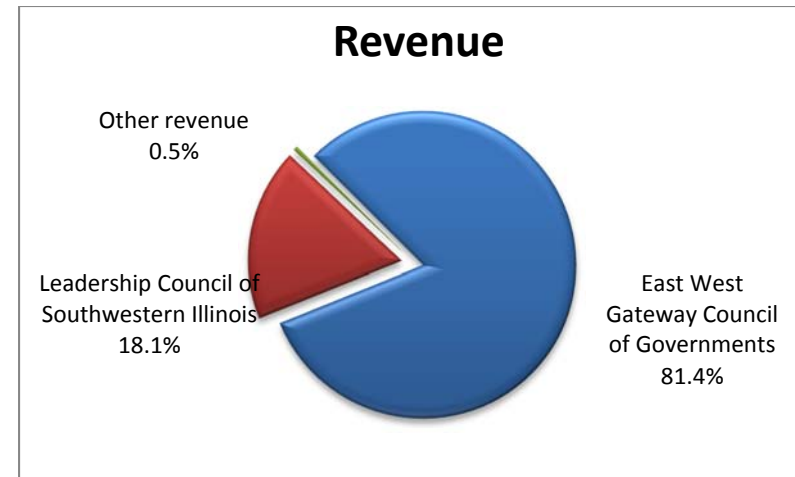
On February 6, 2017, the Leadership Council of Southwestern Illinois, hosted the first ever Illinois Senate Transportation Discussion Panel on the campus of Lindenwood University in Belleville, Ill. Mary Lamie, Executive Director of the St. Louis Regional Freightway, was a panelist.

Financial Data

Net loss for the St. Louis Regional Freightway is \$302.8 thousand.

Revenue of \$138.2 thousand includes Partnership Revenue Fees from East-West Gateway Council of Governments and the Leadership Council of Southwestern Illinois.

Expense of \$441.1 thousand includes compensation of \$245.4 thousand and services of \$166.7 thousand.



St. Louis Regional Freightway
Quarterly Statement of Financial Position
March 31, 2017
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Assets							
Current assets							
Cash	\$ 3,000	\$ 3,000	\$ -	-	\$ 40,000	\$ (37,000)	(92.5)
Accounts and notes receivable	42,250	250	42,000	n/a	137,763	(95,513)	(69.3)
Total current assets	45,250	3,250	42,000	n/a	177,763	(132,513)	(74.5)
Total assets	45,250	3,250	42,000	n/a	177,763	(132,513)	(74.5)
Total	<u>\$ 45,250</u>	<u>\$ 3,250</u>	<u>\$ 42,000</u>	n/a	<u>\$ 177,763</u>	<u>\$ (132,513)</u>	(74.5)

St. Louis Regional Freightway
Quarterly Statement of Financial Position
March 31, 2017
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Liabilities							
Current liabilities							
Interfund accounts payable	\$ 538,129	\$ 383,649	\$ 154,480	40.3	\$ 198,514	\$ 339,615	171.1
Accrued expenses	14,400	6,900	7,500	108.7	5,300	9,100	171.7
Other current liabilities	4,500	-	4,500	n/a	-	4,500	n/a
Total current liabilities	557,029	390,549	166,480	42.6	203,814	353,215	173.3
Non-current liabilities							
Other post-employment benefits	2,633	1,634	999	61.1	1,269	1,364	107.5
Unfunded pension liabilities	11,853	11,853	-	-	-	11,853	n/a
Total non-current liabilities	14,486	13,487	999	7.4	1,269	13,217	n/a
Total liabilities	571,515	404,036	167,479	41.5	205,083	366,432	178.7
Net Position							
Net position	(223,461)	(223,461)	-	-	-	(223,461)	n/a
Net income (loss)	(302,804)	(177,325)	(125,479)	(70.8)	(27,320)	(275,484)	n/a
Total net position	(526,265)	(400,786)	(125,479)	(31.3)	(27,320)	(498,945)	n/a
Total	<u>\$ 45,250</u>	<u>\$ 3,250</u>	<u>\$ 42,000</u>	n/a	<u>\$ 177,763</u>	<u>\$ (132,513)</u>	(74.5)

**St. Louis Regional Freightway
Statement of Activities
For the Quarter Ended March 31, 2017**
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Revenue										
Partnership fees	\$ 37,500	\$ 43,750	\$ (6,250)	(14.3)	\$ 120,295	\$ 137,500	\$ 131,250	\$ 6,250	4.8	\$ 312,763
Other revenue	-	10,000	(10,000)	(100.0)	-	750	30,000	(29,250)	(97.5)	-
Total revenue	<u>37,500</u>	<u>53,750</u>	<u>(16,250)</u>	<u>(30.2)</u>	<u>120,295</u>	<u>138,250</u>	<u>161,250</u>	<u>(23,000)</u>	<u>(14.3)</u>	<u>312,763</u>
Expense										
Wages and benefits ¹	91,433	58,065	(33,368)	(57.5)	53,815	245,380	174,137	(71,243)	(40.9)	160,060
Services	65,694	136,250	70,556	51.8	73,103	166,652	408,750	242,098	59.2	145,606
Materials and supplies	367	375	8	2.1	-	3,249	1,125	(2,124)	(188.8)	13
Utilities	-	150	150	100.0	-	-	450	450	100.0	-
Other expenses	5,485	18,125	12,640	69.7	12,912	25,773	54,375	28,602	52.6	34,404
Total expense	<u>162,979</u>	<u>212,965</u>	<u>49,986</u>	<u>23.5</u>	<u>139,830</u>	<u>441,054</u>	<u>638,837</u>	<u>197,783</u>	<u>31.0</u>	<u>340,083</u>
Net income (loss)	<u>\$ (125,479)</u>	<u>\$ (159,215)</u>	<u>\$ 33,736</u>	<u>21.2</u>	<u>\$ (19,535)</u>	<u>\$ (302,804)</u>	<u>\$ (477,587)</u>	<u>\$ 174,783</u>	<u>36.6</u>	<u>\$ (27,320)</u>

¹ - Detailed schedule included.

**St. Louis Regional Freightway
Detailed Schedule of Wages and Benefits
For the Quarter Ended March 31, 2017**
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Personnel expense										
Wages	\$ 73,369	\$ 47,099	\$ (26,270)	(55.8)	\$ 43,608	\$ 198,186	\$ 142,023	\$ (56,163)	(39.5)	\$ 131,215
Company paid benefits										
Payroll related taxes and insurance										
FICA	5,370	3,603	(1,767)	(49.0)	3,249	11,201	10,865	(336)	(3.1)	9,190
Unemployment insurance	269	473	204	43.1	169	539	473	(66)	(14.0)	372
Worker's compensation insurance	-	-	-	-	-	-	108	108	100.0	-
Health and welfare										
Medical	7,860	3,000	(4,860)	(162.0)	4,037	21,839	9,000	(12,839)	(142.7)	11,586
Dental	207	95	(112)	(117.9)	90	537	285	(252)	(88.4)	269
Other post employment benefits	1,000	-	(1,000)	-	202	2,810	-	(2,810)	-	1,270
Life insurance / AD&D	108	23	(85)	(369.6)	44	242	69	(173)	(250.7)	133
Short and long term disability	383	147	(236)	(160.5)	237	1,080	441	(639)	(144.9)	475
FMLA administration expense	-	10	10	100.0	6	23	29	6	20.7	19
EAP expense	9	6	(3)	(50.0)	4	25	19	(6)	(31.6)	12
Retirement										
Pension expense	-	1,666	1,666	100.0	646	1,730	4,997	3,267	65.4	1,001
401 K contributions	2,858	1,943	(915)	(47.1)	1,523	7,168	5,828	(1,340)	(23.0)	4,518
Total company paid benefits	<u>18,064</u>	<u>10,966</u>	<u>(7,098)</u>	<u>(64.7)</u>	<u>10,207</u>	<u>47,194</u>	<u>32,114</u>	<u>(15,080)</u>	<u>(47.0)</u>	<u>28,845</u>
Total wages and benefits	<u>\$ 91,433</u>	<u>\$ 58,065</u>	<u>\$ (33,368)</u>	<u>(57.5)</u>	<u>\$ 53,815</u>	<u>\$ 245,380</u>	<u>\$ 174,137</u>	<u>\$ (71,243)</u>	<u>(40.9)</u>	<u>\$ 160,060</u>

St. Louis Regional Freightway
Cash Receipts and Disbursements Schedule
For the Quarter Ended March 31, 2017
(unaudited)

<u>Description</u>	<u>Total</u>	<u>Operating Fund</u>
Balance at January 1, 2017		
Cash & Investments	\$ 3,000	\$ 3,000
Add:		
Revenue receipts	-	-
Total cash receipts	-	-
Interfund transfers	-	-
Less:		
Cash disbursements	-	-
Total cash disbursements	-	-
Balance at March 31, 2017		
Cash & Investments	<u>\$ 3,000</u>	<u>\$ 3,000</u>

St. Louis Regional Freight District
Statement of Cash Flows
For the Nine Months Ended March 31, 2017
(unaudited)

Cash flows from operating activities		Supplemental disclosure of cash flow information
Receipts from customers	\$ 248,775	
Payments to employees	(235,070)	Noncash Activities:
Payments to vendors	(270,925)	None
Payments for self-insurance	-	
Receipts (payments) from inter-fund activity	<u>254,184</u>	
Net cash provided by (used in) operating activities	<u>(3,036)</u>	
Cash flows from non capital financing activities		
None		
Cash flows from capital and related financing activities		
None		
Cash flows from investing activities		
None		
Net increase (decrease) in cash and cash equivalents	(3,036)	
Cash and cash equivalents, beginning of year	<u>6,036</u>	
Cash and cash equivalents, year to date	<u>\$ 3,000</u>	



BI-STATE DEVELOPMENT
RESEARCH
INSTITUTE

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Bi-State Development Research Institute

Nine Months Ended March 31, 2017

Fast Facts

Bi-State Development Research Institute helped facilitate Metro Transit's application for a nearly \$1 million dollar grant for an innovative mobile unit program, in partnership with the St. Louis County Department of Public Health. The St. Louis County Department of Public Health will provide health screenings such as blood pressure and cholesterol tests at several MetroLink stations in north St. Louis County. This public transit and healthcare partnership creates a bridge between silos by serving the health care needs of public transit riders along their routes. The program is designed to provide underserved residents with easier access to health care. The mobile units will serve the North Hanley MetroLink Station, the Rock Road MetroLink Station and the Wellston MetroLink Station.

Financial Data

Net loss for March 31, 2017 is \$54.8 thousand.

Revenue of \$429 is the final reimbursement amount related to the Missouri Health Foundation grant.

Expense totals \$55.2 thousand. The majority of expense is for consulting services and materials related to the completion of the Missouri Health Foundation grant, which closed this fiscal year.

Revenue

Awards
100.0%



Expense

Consulting
Fees
89.3%

Office
Supplies
1.4%

Travel
0.6%

Other
0.4%

Legal Fees
8.3%



Bi-State Development Research Institute
Quarterly Statement of Financial Position
March 31, 2017
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Assets							
Current assets							
Cash	\$ 421,227	\$ 421,262	\$ (35)	-	\$ 39,195	\$ 382,032	974.7
Accounts and notes receivable	429	429	-	-	-	429	n/a
Total current assets	421,656	421,691	(35)	-	39,195	382,461	975.8
Total assets	421,656	421,691	(35)	-	39,195	382,461	975.8
Total	<u>\$ 421,656</u>	<u>\$ 421,691</u>	<u>\$ (35)</u>	-	<u>\$ 39,195</u>	<u>\$ 382,461</u>	975.8

Bi-State Development Research Institute
Quarterly Statement of Financial Position
March 31, 2017
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Liabilities							
Current liabilities							
Accounts payable	\$ 3,000	\$ 3,000	\$ -	-	\$ -	\$ 3,000	n/a
Interfund accounts payable	15,637	7,228	8,409	116.3	-	15,637	n/a
Other current liabilities	418,651	418,651	-	-	-	418,651	n/a
Total current liabilities	437,288	428,879	8,409	2.0	-	437,288	n/a
Total liabilities	437,288	428,879	8,409	2.0	-	437,288	n/a
Net Position							
Net position	39,127	39,127	-	-	(282)	39,409	n/a
Net income (loss)	(54,759)	(46,315)	(8,444)	(18.2)	39,477	(94,236)	(238.7)
Total net position	(15,632)	(7,188)	(8,444)	(117.5)	39,195	(54,827)	(139.9)
Total	<u>\$ 421,656</u>	<u>\$ 421,691</u>	<u>\$ (35)</u>	-	<u>\$ 39,195</u>	<u>\$ 382,461</u>	975.8

Bi-State Development Research Institute
Statement of Activities
For the Quarter Ended March 31, 2017
(unaudited)

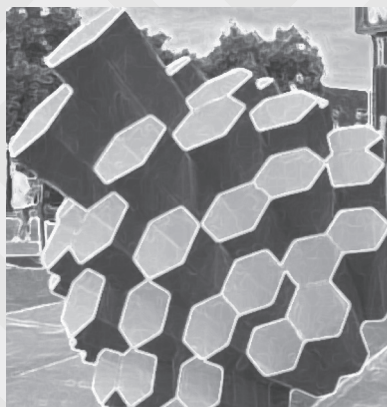
	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Revenue										
Not for Profit Revenue	\$ -	\$ 15,625	\$ (15,625)	(100.0)	\$ -	\$ 429	\$ 46,875	\$ (46,446)	(99.1)	\$ 39,805
Total revenue	-	15,625	(15,625)	(100.0)	-	429	46,875	(46,446)	(99.1)	39,805
Expense										
Services	8,444	27,707	19,263	69.5	79	54,015	83,122	29,107	35.0	228
Materials and supplies	-	250	250	100.0	-	800	750	(50)	(6.7)	-
Other expenses	-	1,000	1,000	100.0	100	373	3,000	2,627	87.6	100
Total expense	8,444	28,957	20,513	70.8	179	55,188	86,872	31,684	36.5	328
Net income (loss)	\$ (8,444)	\$ (13,332)	\$ 4,888	36.7	\$ (179)	\$ (54,759)	\$ (39,997)	\$ (14,762)	(36.9)	\$ 39,477

**Bi-State Development Research Institute
Cash Receipts and Disbursements Schedule
For the Quarter Ended March 31, 2017
(unaudited)**

<u>Description</u>	<u>Total</u>	<u>Operating Fund</u>	<u>Restricted Fund</u>
Balance at January 1, 2017			
Cash & Investments	\$ 421,262	\$ 421,262	\$ -
Add:			
Receipts	-	-	-
Total cash receipts	-	-	-
Interfund transfers	-	(418,651)	418,651
Less:			
Cash disbursements	(35)	(35)	-
Total cash disbursements	(35)	(35)	-
Balance at March 31, 2017			
Cash & Investments	<u>\$ 421,227</u>	<u>\$ 2,576</u>	<u>\$ 418,651</u>

Bi-State Development Research Institute
Statement of Cash Flows
For the Nine Months Ended March 31, 2017
(unaudited)

Cash flows from operating activities		Supplemental disclosure of cash flow information
Payments to vendors	\$ 366,463	Noncash Activities:
Receipts (payments) from inter-fund activity	<u>15,637</u>	None
Net cash provided by (used in) operating activities	<u>382,100</u>	
Cash flows from non capital financing activities		
None		
Cash flows from capital and related financing activities		
None		
Cash flows from investing activities		
None		
Net increase (decrease) in cash and cash equivalents	382,100	
Cash and cash equivalents, beginning of year	<u>39,127</u>	
Cash and cash equivalents, year to date	<u>\$ 421,227</u>	



Arts in Transit

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Arts In Transit, Inc.

Nine Months Ended March 31, 2017

Fast Facts

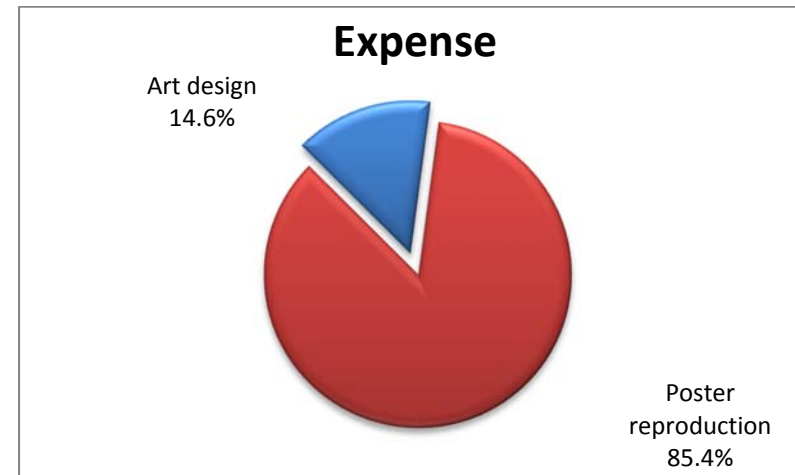
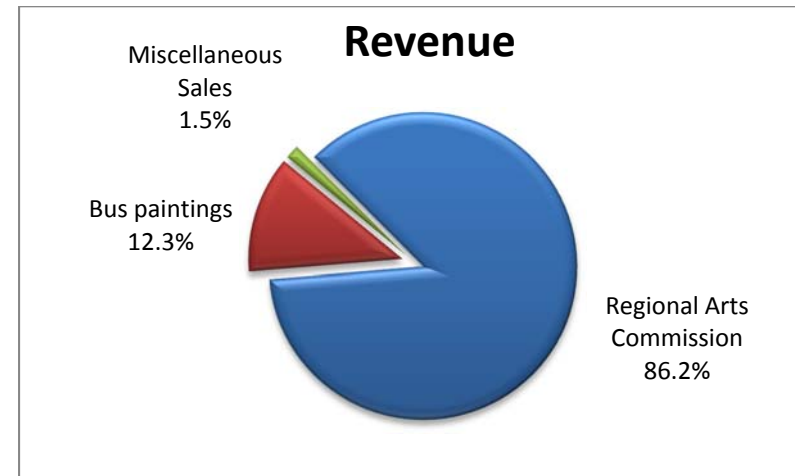
The Spring 2017 Issue of *Art Link Magazine* featured an article entitled “Art In Transit: Strengthening Connections Between Communities And The Arts”. The St. Louis MetroLink system was mentioned as carrying out the recommendation of the Federal Transit Administration to connect public arts and transit.

Financial Data

Net Income is \$10.6 thousand.

Total **revenue** of \$32.5 thousand includes the annual contribution from the Regional Arts Commission and proceeds from a bus painting.

Expense of \$21.9 thousand consists of \$3.2 thousand for art design and bus wrap services related to a bus painting, \$13.7 thousand in expense related to MetroScape poster reproduction, \$5.0 thousand related to production costs for 100 bus shelters, and various immaterial bank fees.



Arts In Transit, Inc.
Quarterly Statement of Financial Position
March 31, 2017
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Assets							
Current assets							
Cash	\$ 33,184	\$ 38,204	\$ (5,020)	(13.1)	\$ 25,770	\$ 7,414	28.8
Total current assets	33,184	38,204	(5,020)	(13.1)	25,770	7,414	28.8
Total assets	33,184	38,204	(5,020)	(13.1)	25,770	7,414	28.8
Total	<u>\$ 33,184</u>	<u>\$ 38,204</u>	<u>\$ (5,020)</u>	(13.1)	<u>\$ 25,770</u>	<u>\$ 7,414</u>	28.8

Arts In Transit, Inc.
Quarterly Statement of Financial Position
March 31, 2017
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Liabilities							
Net Position							
Net position	\$ 22,574	\$ 22,574	\$ -	-	\$ 2,261	\$ 20,313	898.4
Net income (loss)	10,610	15,630	(5,020)	(32.1)	23,509	(12,899)	(54.9)
Total net position	33,184	38,204	(5,020)	(13.1)	25,770	7,414	28.8
Total	<u>\$ 33,184</u>	<u>\$ 38,204</u>	<u>\$ (5,020)</u>	(13.1)	<u>\$ 25,770</u>	<u>\$ 7,414</u>	28.8

Arts In Transit, Inc.
Statement of Activities
For the Quarter Ended March 31, 2017
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Revenue										
Not for Profit Revenue	\$ -	\$ 11,875	\$ (11,875)	(100.0)	\$ 88	\$ 32,507	\$ 35,625	\$ (3,118)	(8.8)	\$ 26,888
Total revenue	-	11,875	(11,875)	(100.0)	88	32,507	35,625	(3,118)	(8.8)	26,888
Expense										
Services	5,020	11,250	6,230	55.4	1,017	21,897	33,750	11,853	35.1	3,379
Materials and supplies	-	350	350	100.0	-	-	1,050	1,050	100.0	-
Other expenses	-	62	62	100.0	-	-	187	187	100.0	-
Total expense	5,020	11,662	6,642	57.0	1,017	21,897	34,987	13,090	37.4	3,379
Net income (loss)	\$ (5,020)	\$ 213	\$ (5,233)	(2,456.8)	\$ (929)	\$ 10,610	\$ 638	\$ 9,972	1,563.0	\$ 23,509

Arts in Transit, Inc.
Cash Receipts and Disbursements Schedule
For the Quarter Ended March 31, 2017
(unaudited)

<u>Description</u>	<u>Total</u>	<u>Operating Fund</u>
Balance at January 1, 2017		
Cash & Investments	\$ 38,204	\$ 38,204
Add:		
Receipts	-	-
Total cash receipts	-	-
Interfund transfers	-	-
Less:		
Cash disbursements	(5,020)	(5,020)
Total cash disbursements	(5,020)	(5,020)
Balance at March 31, 2017		
Cash & Investments	<u>\$ 33,184</u>	<u>\$ 33,184</u>

Arts In Transit, Inc.
Statement of Cash Flows
For the Nine Months Ended March 31, 2017
(unaudited)

Cash flows from operating activities		Supplemental disclosure of cash flow information
Receipts from customers	\$ 36,507	Noncash Activities:
Payments to vendors	(25,897)	None
 Net cash provided by (used in) operating activities	 <u>10,610</u>	
 Cash flows from non capital financing activities		
None		
 Cash flows from capital and related financing activities		
None		
 Cash flows from investing activities		
None		
 Net increase (decrease) in cash and cash equivalents	 10,610	
 Cash and cash equivalents, beginning of year	 <u>22,574</u>	
 Cash and cash equivalents, year to date	 <u>\$ 33,184</u>	



BI-STATE
DEVELOPMENT

SELF-INSURANCE FUNDS

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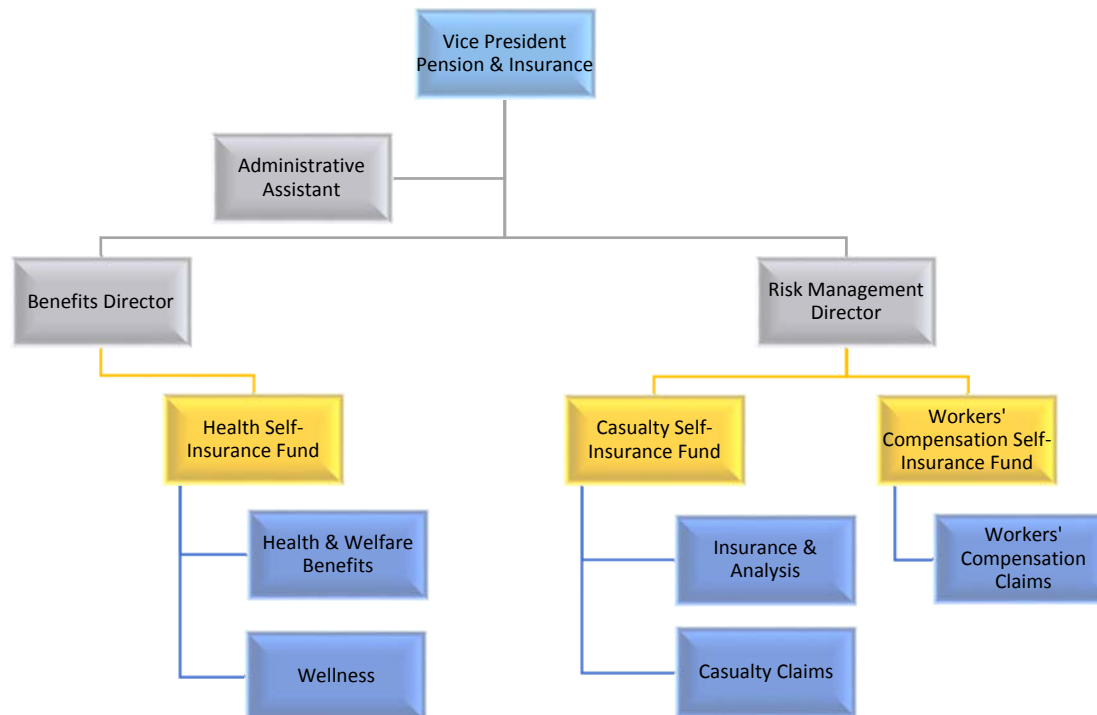
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Self-Insurance Funds

Nine Months Ended March 31, 2017

As directed by the BSD Board of Commissioners, in order to improve overall accountability and governance, accounting and reporting has been restructured and administration has been reorganized for the Health, Casualty and Workers Compensation Self-Insurance Funds. The objective is comprehensive management and accounting, and reporting for assets, sources of revenue, expenses and related administrative costs for these self-insured activities.

The major costs and administrative components of the Health Self-Insurance Fund reside in the Benefits Department. The major costs and administrative components of the Casualty and Workers Compensation Self-Insurance Funds reside in the Risk Management Department. The administration of these departments and their related activities has been reorganized to achieve the accountability and governance objectives as shown below:



**Bi-State Development Agency of the
Missouri-Illinois Metropolitan District
Self-Insurance Divisions
Quarterly Statement of Financial Position
March 31, 2017
(unaudited)**

	Health Self-Insurance Division	Casualty Self-Insurance Division	Workers Compensation Self-Insurance Division	Totals	Interfund Eliminations	Totals After Eliminations
Assets						
Current assets						
Cash	\$ 1,738,271	\$ 4,623,131	\$ 4,679,367	\$ 11,040,769	\$ -	\$ 11,040,769
Accounts and notes receivable	30,982	-	-	30,982	-	30,982
Interfund accounts receivable	2,599,338	4,571,911	2,271,334	9,442,583	(9,442,583)	-
Restricted accounts receivable	-	1,815	2,047	3,862	-	3,862
Other current assets	-	217,186	50,782	267,968	-	267,968
Total current assets	<u>4,368,591</u>	<u>9,414,043</u>	<u>7,003,530</u>	<u>20,786,164</u>	<u>(9,442,583)</u>	<u>11,343,581</u>
Total assets	<u>4,368,591</u>	<u>9,414,043</u>	<u>7,003,530</u>	<u>20,786,164</u>	<u>(9,442,583)</u>	<u>11,343,581</u>
Total	<u>\$ 4,368,591</u>	<u>\$ 9,414,043</u>	<u>\$ 7,003,530</u>	<u>\$ 20,786,164</u>	<u>\$ (9,442,583)</u>	<u>\$ 11,343,581</u>

**Bi-State Development Agency of the
Missouri-Illinois Metropolitan District
Self-Insurance Divisions
Quarterly Statement of Financial Position
March 31, 2017
(unaudited)**

	Health Self-Insurance Division	Casualty Self-Insurance Division	Workers Compensation Self-Insurance Division	Totals	Interfund Eliminations	Totals After Eliminations
Liabilities						
Current liabilities						
Interfund accounts payable	\$ 1,604,519	\$ 327,625	\$ 195,583	\$ 2,127,727	\$ (9,442,583)	\$ (7,314,856)
Accrued expenses	43,600	38,500	23,500	105,600	-	105,600
Total current liabilities	1,648,119	366,125	219,083	2,233,327	(9,442,583)	(7,209,256)
Current liab payable from restricted assets						
Short-term self-insurance	-	3,987,781	3,308,273	7,296,054	-	7,296,054
Medical self-insurance liability	2,255,254	-	-	2,255,254	-	2,255,254
Total current liabilities payable from restricted assets	2,255,254	3,987,781	3,308,273	9,551,308	-	9,551,308
Total current liabilities	3,903,373	4,353,906	3,527,356	11,784,635	(9,442,583)	2,342,052
Non-current liabilities						
Other post-employment benefits	6,915	4,485	2,556	13,956	-	13,956
Long-term self-insurance	-	4,187,219	3,473,727	7,660,946	-	7,660,946
Unfunded pension liabilities	477,050	-	-	477,050	-	477,050
Total non-current liabilities	483,965	4,191,704	3,476,283	8,151,952	-	8,151,952
Total liabilities	4,387,338	8,545,610	7,003,639	19,936,587	(9,442,583)	10,494,004
Net Position						
Net position	(57,554)	-	-	(57,554)	-	(57,554)
Net income (loss)	38,807	868,433	(109)	907,131	-	907,131
Total net position	(18,747)	868,433	(109)	849,577	-	849,577
Total	\$ 4,368,591	\$ 9,414,043	\$ 7,003,530	\$ 20,786,164	\$ (9,442,583)	\$ 11,343,581

**Bi-State Development Agency of the
Missouri-Illinois Metropolitan District
Self-Insurance Divisions
Combining Statement of Activities by Business Division
For the Nine Months Ended March 31, 2017
(unaudited)**

	Health Self-Insurance Division	Casualty Self-Insurance Division	Workers Compensation Self-Insurance Division	Totals	Eliminations	Totals After Eliminations
Revenue						
Employee medical contributions	\$ 4,675,708	\$ -	\$ -	\$ 4,675,708	\$ -	\$ 4,675,708
Employee dental contributions	373,058	-	-	373,058	-	373,058
Employee gym membership	4,959	-	-	4,959	-	4,959
Bi-State Dev medical contributions	16,787,206	-	-	16,787,206	(101,732)	16,685,474
Bi-State Dev dental contributions	455,927	-	-	455,927	(3,717)	452,210
Bi-State Dev EAP contributions	27,863	-	-	27,863	(381)	27,482
Healthy savings plan	(153,348)	-	-	(153,348)	-	(153,348)
Charges for services - Casualty	-	3,891,877	-	3,891,877	-	3,891,877
Charges for services - Workers Compensation	-	-	3,810,587	3,810,587	-	3,810,587
Interest Income	-	3,320	4,089	7,409	-	7,409
Total revenue	22,171,373	3,895,197	3,814,676	29,881,246	(105,831)	29,775,415
Expense						
Wages and benefits	548,098	415,503	252,562	1,216,163	-	1,216,163
Services	483,196	16,419	9,169	508,784	-	508,784
Materials and supplies	10,660	2,012	177	12,849	-	12,849
Utilities	4,018	-	-	4,018	-	4,018
Casualty and liability costs	-	654,664	435,509	1,090,173	-	1,090,173
Other expenses	13,548	1,650	43,936	59,134	-	59,134
Other non-operating expense	18,406	-	-	18,406	-	18,406
Medical claims and prescriptions, less rebates	20,785,433	-	-	20,785,433	(105,831)	20,679,602
Stop loss, third party fees, Medicare Part D	269,207	-	-	269,207	-	269,207
Casualty claims paid	-	2,372,100	-	2,372,100	-	2,372,100
Workers Compensation claims paid	-	-	3,336,265	3,336,265	-	3,336,265
Total expense	22,132,566	3,462,348	4,077,618	29,672,532	(105,831)	29,566,701
Net income (loss) before transfers	38,807	432,849	(262,942)	208,714	-	208,714
Net transfers in (out)	-	435,584	262,833	698,417	-	698,417
Net income (loss)	\$ 38,807	\$ 868,433	\$ (109)	\$ 907,131	\$ -	\$ 907,131



BI-STATE
DEVELOPMENT

HEALTH SELF-INSURANCE

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Health Self-Insurance Fund

Six Months Ended March 31, 2017

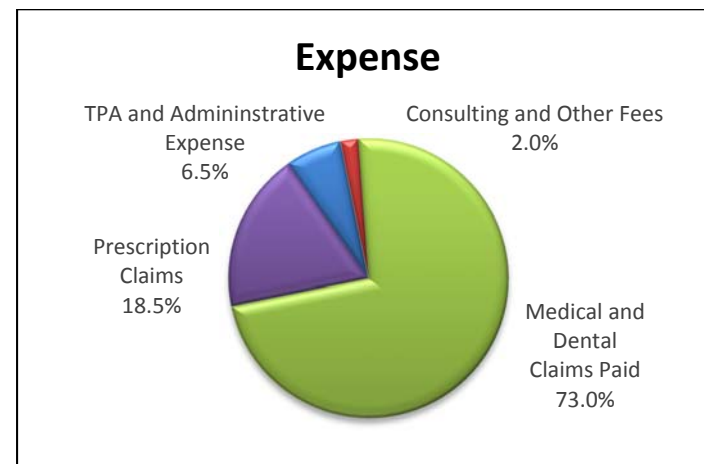
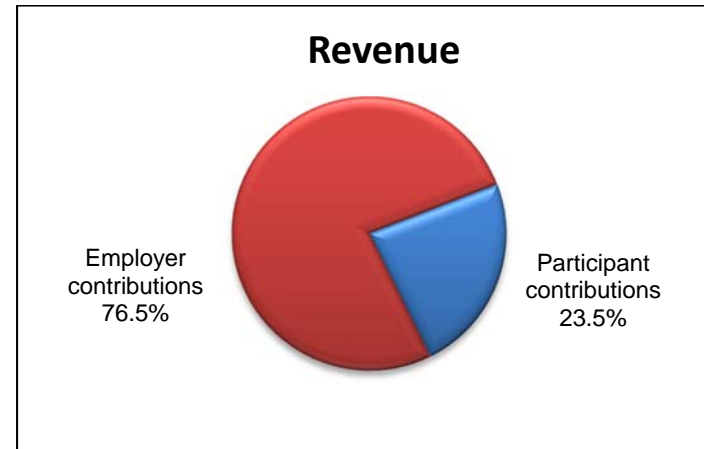
Fast Facts

The Health Self-Insurance Fund (SIF) includes all operating revenue and expenses related to the organizations medical, prescription drug and dental employee benefit programs. Health SIF employer and employee/retiree contribution rates are set annually based on actuarial assessment of historical health claim costs and plan management expenses along with plan participant demographic and enrollment data.

Financial Data

Revenue is generated by charging other BSD operational units for Health SIF provided employee benefit program services and collecting enrolled employee/retiree contributions through payroll and pension deductions. Current period revenue of \$22.2 million consists of \$17.1 million in employer and \$5.1 million in plan participant contributions.

Expenses are generated by medical, prescription drug and dental claim costs, third party administrative fees, health and welfare plan consulting fees and internal benefit team operating costs. Current period expenses of \$22.1 million consists of \$20.8 million or 94% are related to direct benefit claims with the balance of \$1.3 million or 6% related to third party claim processing fees, cost management programs, wellness initiatives, plan consulting fees, health care reform and internal staff costs. Expenses are running favorable to budget due to common health care industry media claim submission lag but in addition, they continue to run favorable due to lower utilization patterns on the medical plan and increasing cost discounts due to more favorable provider network contract terms.



Health Self-Insurance Fund
Quarterly Statement of Financial Position
March 31, 2017
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Assets							
Current assets							
Cash and Cash Equivalents	\$ 1,738,271	\$ 1,504,332	\$ 233,939	15.6	\$ 3,628,814	\$ (1,890,543)	(52.1)
Accounts and notes receivable	30,982	37,422	(6,440)	(17.2)	18,406	12,576	68.3
Interfund accounts receivable	2,599,338	1,774,167	825,171	46.5	512,129	2,087,209	407.6
Total current assets	4,368,591	3,315,921	1,052,670	31.7	4,159,349	209,242	5.0
Total assets	4,368,591	3,315,921	1,052,670	31.7	4,159,349	209,242	5.0
Total	<u>\$ 4,368,591</u>	<u>\$ 3,315,921</u>	<u>\$ 1,052,670</u>	31.7	<u>\$ 4,159,349</u>	<u>\$ 209,242</u>	5.0

Health Self-Insurance Fund
Quarterly Statement of Financial Position
March 31, 2017
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Liabilities							
Current liabilities							
Interfund accounts payable	\$ 1,604,519	\$ 895,518	\$ 709,001	79.2	\$ 358,148	\$ 1,246,371	348.0
Accrued expenses	43,600	44,600	(1,000)	(2.2)	50,800	(7,200)	(14.2)
Total current liabilities	1,648,119	940,118	708,001	75.3	408,948	1,239,171	303.0
Current liab payable from restricted assets							
Medical self-insurance liability	2,255,254	2,255,254	-	-	2,255,254	-	-
Total current liabilities payable from restricted assets	2,255,254	2,255,254	-	-	2,255,254	-	-
Total current liabilities	3,903,373	3,195,372	708,001	22.2	2,664,202	1,239,171	46.5
Non-current liabilities							
Other post-employment benefits	6,915	4,791	2,124	44.3	3,890	3,025	77.8
Unfunded pension liabilities	477,050	477,049	1	-	-	477,050	n/a
Total non-current liabilities	483,965	481,840	2,125	0.4	3,890	480,075	n/a
Total liabilities	4,387,338	3,677,212	710,126	19.3	2,668,092	1,719,246	64.4
Net Position							
Net position	(57,554)	(57,554)	-	-	-	(57,554)	n/a
Net income (loss)	38,807	(303,737)	342,544	112.8	1,491,257	(1,452,450)	(97.4)
Total net position	(18,747)	(361,291)	342,544	94.8	1,491,257	(1,510,004)	(101.3)
Total	\$ 4,368,591	\$ 3,315,921	\$ 1,052,670	31.7	\$ 4,159,349	\$ 209,242	5.0

Health Self-Insurance Fund
Statement of Activities
For the Quarter Ended March 31, 2017
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Revenue										
Employee medical contributions	\$ 1,547,353	\$ 1,750,000	\$ (202,647)	(11.6)	\$ 1,804,178	\$ 4,675,708	\$ 5,250,000	\$ (574,292)	(10.9)	\$ 4,929,321
Employee dental contributions	124,609	117,807	6,802	5.8	120,573	373,058	353,422	19,636	5.6	347,153
Employee gym membership	1,606	869	737	84.8	1,834	4,959	2,608	2,351	90.1	3,506
Bi-State Dev medical contributions	5,673,286	6,725,018	(1,051,732)	(15.6)	6,697,084	16,787,206	20,175,053	(3,387,847)	(16.8)	19,044,791
Bi-State Dev dental contributions	150,889	148,346	2,543	1.7	151,172	455,927	445,037	10,890	2.4	437,003
Bi-State Dev EAP contributions	8,904	10,162	(1,258)	(12.4)	7,558	27,863	30,487	(2,624)	(8.6)	28,333
Healthy Savings Plan	(50,233)	(37,500)	(12,733)	(34.0)	(48,402)	(153,348)	(112,500)	(40,848)	(36.3)	(145,300)
Total revenue	<u>7,456,414</u>	<u>8,714,702</u>	<u>(1,258,288)</u>	<u>(14.4)</u>	<u>8,733,997</u>	<u>22,171,373</u>	<u>26,144,107</u>	<u>(3,972,734)</u>	<u>(15.2)</u>	<u>24,644,807</u>
Expense										
Wages and benefits ¹	178,648	182,584	3,936	2.2	216,266	548,098	545,090	(3,008)	(0.6)	658,607
Services	(4,742)	63,844	68,586	107.4	(4,981)	483,196	191,531	(291,665)	(152.3)	104,876
Materials and supplies	3,307	750	(2,557)	(340.9)	1,375	10,660	2,250	(8,410)	(373.8)	5,239
Utilities	1,777	182	(1,595)	(876.4)	1,245	4,018	547	(3,471)	(634.6)	2,307
Other expenses	4,273	5,569	1,296	23.3	35	13,548	16,708	3,160	18.9	12,598
Other non-operating expense	18,406	-	(18,406)	-	-	18,406	-	(18,406)	-	-
Medical claims paid	5,279,773	6,009,957	730,184	12.1	5,972,067	16,631,613	18,029,870	1,398,257	7.8	16,676,373
Contra medical	(425,302)	(725,677)	(300,375)	(41.4)	(483,682)	(1,221,061)	(2,177,032)	(955,971)	(43.9)	(1,775,305)
Dental claims paid	258,497	245,271	(13,226)	(5.4)	226,966	719,185	735,813	16,628	2.3	660,034
Medical TPA fees	242,229	370,061	127,832	34.5	237,141	308,988	1,110,182	801,194	72.2	895,807
Prescription (RX) claims/admin fees	1,414,888	1,717,749	302,861	17.6	2,226,708	4,097,439	5,153,246	1,055,807	20.5	5,284,107
Medical stop loss	92,444	96,189	3,745	3.9	78,567	249,269	288,568	39,299	13.6	249,773
Medicare C+ and Part D program	-	443,594	443,594	100.0	(789,548)	-	1,330,783	1,330,783	100.0	-
Other administrative and third party fees	49,672	189,073	139,401	73.7	54,009	269,207	567,220	298,013	52.5	379,134
Total expense	<u>7,113,870</u>	<u>8,599,146</u>	<u>1,485,276</u>	<u>17.3</u>	<u>7,736,168</u>	<u>22,132,566</u>	<u>25,794,776</u>	<u>3,662,210</u>	<u>14.2</u>	<u>23,153,550</u>
Net income (loss)	<u>\$ 342,544</u>	<u>\$ 115,556</u>	<u>\$ 226,988</u>	<u>196.4</u>	<u>\$ 997,829</u>	<u>\$ 38,807</u>	<u>\$ 349,331</u>	<u>\$ (310,524)</u>	<u>(88.9)</u>	<u>\$ 1,491,257</u>

¹ - Detailed schedule included.

Health Self-Insurance Fund
Detailed Schedule of Wages and Benefits
For the Quarter Ended March 31, 2017
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Personnel expense										
Wages	\$ 136,659	\$ 137,262	\$ 603	0.4	\$ 166,365	\$ 418,504	\$ 413,896	\$ (4,608)	(1.1)	\$ 515,778
Company paid benefits										
Payroll related taxes and insurance										
FICA	10,292	10,501	209	2.0	12,660	30,274	31,663	1,389	4.4	33,570
Unemployment insurance	816	2,422	1,606	66.3	1,303	1,010	2,422	1,412	58.3	1,709
Worker's compensation insurance	-	693	693	100.0	-	-	1,933	1,933	100.0	-
Health and welfare										
Medical	12,913	12,800	(113)	(0.9)	13,851	40,571	38,400	(2,171)	(5.7)	41,719
Dental	623	1,306	683	52.3	543	1,789	3,918	2,129	54.3	1,647
Other post employment benefits	2,124	1,411	(713)	(50.5)	436	6,257	4,291	(1,966)	(45.8)	3,700
Life Insurance / AD&D	293	98	(195)	(199.0)	194	680	293	(387)	(132.1)	547
Short and Long Term Disability	964	627	(337)	(53.7)	1,199	3,143	1,882	(1,261)	(67.0)	3,221
FMLA administration expense	-	42	42	100.0	53	79	125	46	36.8	156
EAP expense	39	27	(12)	(44.4)	34	272	82	(190)	(231.7)	97
Retirement										
Pension expense	5,715	7,107	1,392	19.6	13,047	23,316	21,322	(1,994)	(9.4)	39,483
401 K contributions	8,031	8,288	257	3.1	6,581	21,747	24,863	3,116	12.5	16,980
Other										
Miscellaneous benefits	179	-	(179)	-	-	456	-	(456)	-	-
Total company paid benefits	<u>41,989</u>	<u>45,322</u>	<u>3,333</u>	<u>7.4</u>	<u>49,901</u>	<u>129,594</u>	<u>131,194</u>	<u>1,600</u>	<u>1.2</u>	<u>142,829</u>
Total wages and benefits	<u>\$ 178,648</u>	<u>\$ 182,584</u>	<u>\$ 3,936</u>	<u>2.2</u>	<u>\$ 216,266</u>	<u>\$ 548,098</u>	<u>\$ 545,090</u>	<u>\$ (3,008)</u>	<u>(0.6)</u>	<u>\$ 658,607</u>

Health Self-Insurance Fund
Cash Receipts and Disbursements Schedule
For the Quarter Ended March 31, 2017
(unaudited)

<u>Description</u>	<u>Total</u>	<u>Medical Claims</u>	<u>Medical HRA</u>	<u>Medical Self Insurance</u>	<u>Medical RRA</u>
Balance at January 1, 2017					
Cash & investments	\$ 1,504,332	\$ 1,567,267	\$ 50,370	\$ (128,734)	\$ 15,429
Add:					
Receipts	14,136,361	8,768,018	226,747	5,083,548	58,048
Total cash receipts	14,136,361	8,768,018	226,747	5,083,548	58,048
Less:					
Cash disbursements	(13,902,422)	(8,639,649)	(230,210)	(4,974,515)	(58,048)
Total cash disbursements	(13,902,422)	(8,639,649)	(230,210)	(4,974,515)	(58,048)
Balance at March 31, 2017					
Cash & investments	<u>\$ 1,738,271</u>	<u>\$ 1,695,636</u>	<u>\$ 46,907</u>	<u>\$ (19,701)</u>	<u>\$ 15,429</u>

Health Self-Insurance Fund
Statement of Cash Flows
For the Nine Months Ended March 31, 2017
(unaudited)

Cash flows from operating activities

Receipts from customers	\$ (12,574)
Payments to employees	(542,842)
Payments to vendors	(511,424)
Payments for self-insurance	(21,073,047)
Receipts (payments) from inter-fund activity	18,630,834
	<hr/>

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

(3,509,053)

Supplemental disclosure of cash flow information

Noncash Activities:

None

Cash flows from non capital financing activities

None

Cash flows from capital and related financing activities

None

Cash flows from investing activities

None

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

(3,509,053)

Cash and cash equivalents, beginning of year

5,247,324

Cash and cash equivalents, year to date

\$ 1,738,271



CASUALTY SELF-INSURANCE FUND

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Casualty Self-Insurance Fund

Nine Months Ended March 31, 2017

Fast Facts

The Casualty Self-Insurance Fund (SIF) is a new fund for BSD, which began July 1, 2016. The fund includes all operating revenue and expenses related to the organization's casualty claims which includes vehicle liability and general liability claims.

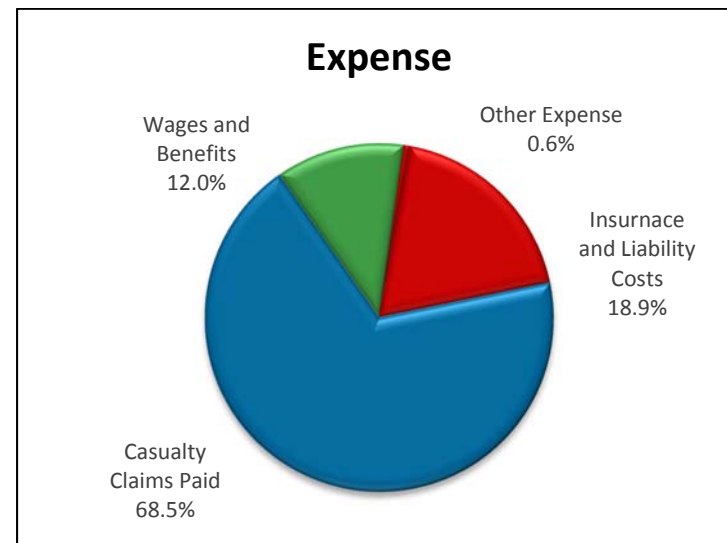
The casualty claims department has seven employees: Manager Casualty Claims, Litigation Specialist, Subrogation Specialist, three Claims Representatives and a Claims Processor.

In September of 2016, the Risk Management Department and the Claims Departments started implementation of a new claims system called Risk Master. This new system is designed to be able to track more data and provide better report analysis. Currently, we are still working on configuring data in order to obtain better reporting data. Our goal is to identify accident trends and to work with the Operations and Safety Departments to prevent future accidents.

Financial Data

Revenue for the Casualty SIF is generated by charging other BSD operational units based on ultimate claim costs. An actuarial assessment is performed by a third party annually to establish the ultimate claim cost.

Expenses include: paid claims for vehicle liability and general liability claims; excess liability insurance premiums that provide coverage above the self-insured retention of \$5 million; wage and benefit costs for casualty claims adjusters and a portion of Risk Management personnel; actuarial and broker services fees; and administrative costs.



Casualty Self-Insurance Fund
Quarterly Statement of Financial Position
March 31, 2017
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Assets							
Current assets							
Cash and Cash Equivalents	\$ 4,623,131	\$ 3,753,349	\$ 869,782	23.2	\$ -	\$ 4,623,131	n/a
Interfund accounts receivable	4,571,911	4,298,610	273,301	6.4	-	4,571,911	n/a
Restricted accounts receivable	1,815	-	1,815	n/a	-	1,815	n/a
Other current assets	217,186	434,372	(217,186)	(50.0)	-	217,186	n/a
Total current assets	9,414,043	8,486,331	927,712	10.9	-	9,414,043	n/a
Total assets	9,414,043	8,486,331	927,712	10.9	-	9,414,043	n/a
Total	<u>\$ 9,414,043</u>	<u>\$ 8,486,331</u>	<u>\$ 927,712</u>	10.9	<u>\$ -</u>	<u>\$ 9,414,043</u>	n/a

Casualty Self-Insurance Fund
Quarterly Statement of Financial Position
March 31, 2017
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Liabilities							
Current liabilities							
Interfund accounts payable	\$ 327,625	\$ 190,365	\$ 137,260	72.1	\$ -	\$ 327,625	n/a
Accrued expenses	38,500	-	38,500	n/a	-	38,500	n/a
Total current liabilities	366,125	190,365	175,760	92.3	-	366,125	n/a
Current liab payable from restricted assets							
Short-term self-insurance	3,987,781	3,987,781	-	-	-	3,987,781	n/a
Total current liabilities payable from restricted assets	3,987,781	3,987,781	-	-	-	3,987,781	n/a
Total current liabilities	4,353,906	4,178,146	175,760	4.2	-	4,353,906	n/a
Non-current liabilities							
Other post-employment benefits	4,485	2,914	1,571	53.9	-	4,485	n/a
Long-term self-insurance	4,187,219	4,187,219	-	-	-	4,187,219	n/a
Total non-current liabilities	4,191,704	4,190,133	1,571	-	-	4,191,704	n/a
Total liabilities	8,545,610	8,368,279	177,331	2.1	-	8,545,610	n/a
Net Position							
Net income (loss)	868,433	118,052	750,381	635.6	-	868,433	n/a
Total net position	868,433	118,052	750,381	635.6	-	868,433	n/a
Total	\$ 9,414,043	\$ 8,486,331	\$ 927,712	10.9	\$ -	\$ 9,414,043	n/a

Casualty Self-Insurance Fund
Statement of Activities
For the Quarter Ended March 31, 2017
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Revenue										
Charges for Services	\$ 1,656,906	\$ 750,000	\$ 906,906	120.9	\$ -	\$ 3,891,877	\$ 2,250,000	\$ 1,641,877	73.0	\$ -
Interest income	3,320	-	3,320	-	-	3,320	-	3,320	-	-
Total revenue	<u>1,660,226</u>	<u>750,000</u>	<u>910,226</u>	<u>121.4</u>	<u>-</u>	<u>3,895,197</u>	<u>2,250,000</u>	<u>1,645,197</u>	<u>73.1</u>	<u>-</u>
Expense										
Wages and benefits ¹	177,332	141,038	(36,294)	(25.7)	-	415,503	420,280	4,777	1.1	-
Services	1,067	26,500	25,433	96.0	-	16,419	79,500	63,081	79.3	-
Materials and supplies	1,726	2,000	274	13.7	-	2,012	6,000	3,988	66.5	-
Casualty and liability costs	217,186	183,376	(33,810)	(18.4)	-	654,664	550,127	(104,537)	(19.0)	-
Other expenses	560	-	(560)	-	-	1,650	-	(1,650)	-	-
Casualty claims paid	692,659	725,000	32,341	4.5	-	2,372,100	2,175,000	(197,100)	(9.1)	-
Total expense	<u>1,090,530</u>	<u>1,077,914</u>	<u>(12,616)</u>	<u>(1.2)</u>	<u>-</u>	<u>3,462,348</u>	<u>3,230,907</u>	<u>(231,441)</u>	<u>(7.2)</u>	<u>-</u>
Net income (loss) before transfers	569,696	(327,914)	897,610	273.7	-	432,849	(980,907)	1,413,756	144.1	-
Net transfers in (out)	<u>180,685</u>	<u>326,700</u>	<u>(146,015)</u>	<u>(44.7)</u>	<u>-</u>	<u>435,584</u>	<u>980,099</u>	<u>(544,515)</u>	<u>(55.6)</u>	<u>-</u>
Net income (loss)	<u>\$ 750,381</u>	<u>\$ (1,214)</u>	<u>\$ 751,595</u>	<u>n/a</u>	<u>\$ -</u>	<u>\$ 868,433</u>	<u>\$ (808)</u>	<u>\$ 869,241</u>	<u>n/a</u>	<u>\$ -</u>

¹ - Detailed schedule included.

Casualty Self-Insurance Fund
Detailed Schedule of Wages and Benefits
For the Quarter Ended March 31, 2017
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Personnel expense										
Wages	\$ 143,541	\$ 102,824	\$ (40,717)	(39.6)	\$ -	\$ 318,070	\$ 310,055	\$ (8,015)	(2.6)	\$ -
Company paid benefits										
Payroll related taxes and insurance										
FICA	7,906	7,866	(40)	(0.5)	-	19,775	23,719	3,944	16.6	-
Unemployment insurance	695	2,481	1,786	72.0	-	874	2,901	2,027	69.9	-
Worker's compensation insurance	-	309	309	100.0	-	-	933	933	100.0	-
Health and welfare										
Medical	10,804	12,000	1,196	10.0	-	29,986	36,000	6,014	16.7	-
Dental	409	380	(29)	(7.6)	-	1,073	1,141	68	6.0	-
Other post employment benefits	1,571	-	(1,571)	-	-	4,485	-	(4,485)	-	-
Life Insurance / AD&D	203	92	(111)	(120.7)	-	408	275	(133)	(48.4)	-
Short and Long Term Disability	535	588	53	9.0	-	1,703	1,764	61	3.5	-
FMLA administration expense	-	39	39	100.0	-	53	117	64	54.7	-
EAP expense	28	26	(2)	(7.7)	-	67	77	10	13.0	-
Retirement										
Pension expense	8,312	6,663	(1,649)	(24.7)	-	31,868	19,989	(11,879)	(59.4)	-
401 K contributions	3,328	7,770	4,442	57.2	-	7,141	23,309	16,168	69.4	-
Total company paid benefits	<u>33,791</u>	<u>38,214</u>	<u>4,423</u>	<u>11.6</u>	<u>-</u>	<u>97,433</u>	<u>110,225</u>	<u>12,792</u>	<u>11.6</u>	<u>-</u>
Total wages and benefits	<u>\$ 177,332</u>	<u>\$ 141,038</u>	<u>\$ (36,294)</u>	<u>(25.7)</u>	<u>\$ -</u>	<u>\$ 415,503</u>	<u>\$ 420,280</u>	<u>\$ 4,777</u>	<u>1.1</u>	<u>\$ -</u>

Casualty Self-Insurance Fund
Cash Receipts and Disbursements Schedule
For the Quarter Ended March 31, 2017
(unaudited)

<u>Description</u>	<u>Total</u>	<u>Operating Cash</u>	<u>Cash Equivalent</u>
Balance at January 1, 2017			
Cash & investments	\$ 3,753,349	\$ 3,753,349	\$ -
Add:			
Receipts	<u>1,571,780</u>	<u>1,571,780</u>	<u>-</u>
Total cash receipts	1,571,780	1,571,780	-
Interfund transfers	-	(4,472,639)	4,472,639
Less:			
Cash disbursements	<u>(701,998)</u>	<u>(701,998)</u>	<u>-</u>
Total cash disbursements	(701,998)	(701,998)	-
Balance at March 31, 2017			
Cash & investments	<u>\$ 4,623,131</u>	<u>\$ 150,492</u>	<u>\$ 4,472,639</u>

Casualty Self-Insurance Fund
Statement of Cash Flows
For the Nine Months Ended March 31, 2017
(unaudited)

Cash flows from operating activities		Supplemental disclosure of cash flow information	
Receipts from customers	\$ 3,891,877	Noncash Activities: None	
Payments to employees	(372,518)		
Payments to vendors	(237,267)		
Payments for self-insurance	5,148,236		
Receipts (payments) from inter-fund activity	(4,244,286)		
Net cash provided by (used in) operating activities	<u>4,186,042</u>		
Cash flows from non capital financing activities			
Net transfers	<u>435,584</u>		
Net cash provided by (used in) non capital financing activities	<u>435,584</u>		
Cash flows from capital and related financing activities			
None			
Cash flows from investing activities			
Interest received	<u>1,505</u>		
Net cash provided by (used in) investing activities	<u>1,505</u>		
Net increase (decrease) in cash and cash equivalents	4,623,131		
Cash and cash equivalents, beginning of year	<u>-</u>		
Cash and cash equivalents, year to date	<u>\$ 4,623,131</u>		



BI-STATE
DEVELOPMENT
WORKER'S COMPENSATION
SELF-INSURANCE FUND

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Worker's Compensation Self-Insurance Fund

Six Months Ended December 31, 2016

Fast Facts

The Workers' Compensation Self-Insurance Fund (SIF) is a new fund for BSD, which began July 1, 2016. The fund includes all operating revenue and expenses related to the organization's workers' compensation claims.

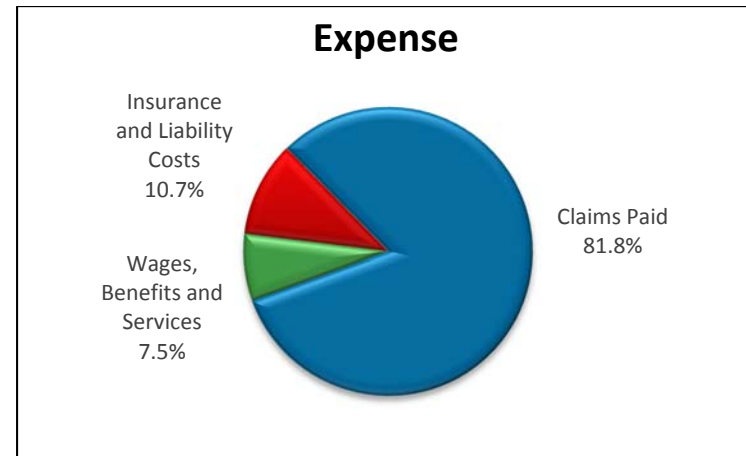
The workers' compensation claims department has 3 three employees: Manager Workers' Compensation Claims, Claims Representative and a Claims Processor.

In September of 2016, the Risk Management Department and the Claims Departments started implementation of a new claims system called Risk Master. This new system is designed to be able to track more data and provide better report analysis. Currently, we are still working on configuring data in order to obtain better reporting data. Our goal is to identify accident trends and to work with the Operations and Safety Departments to prevent future accidents.

Financial Data

Revenue for the workers' compensation SIF is generated by charging other BSD operational units based on ultimate claim costs. An actuarial assessment is performed by a third party annually to establish the ultimate claim cost.

Expenses include: paid claims; self-insurance fees for Missouri and Illinois; excess liability insurance premiums that provide coverage above the self-insured retention of \$1 million; wage and benefit costs for workers' compensation claims staff and a portion of Risk Management personnel; actuarial and broker services fees; and administrative costs.



Workers Compensation Self-Insurance Fund
Quarterly Statement of Financial Position
March 31, 2017
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Assets							
Current assets							
Cash and Cash Equivalents	\$ 4,679,367	\$ 4,952,858	\$ (273,491)	(5.5)	\$ -	\$ 4,679,367	n/a
Accounts and notes receivable	-	250	(250)	(100.0)	-	-	n/a
Interfund accounts receivable	2,271,334	1,824,632	446,702	24.5	-	2,271,334	n/a
Restricted accounts receivable	2,047	-	2,047	n/a	-	2,047	n/a
Other current assets	50,782	111,042	(60,260)	(54.3)	-	50,782	n/a
Total current assets	7,003,530	6,888,782	114,748	1.7	-	7,003,530	n/a
Total assets	7,003,530	6,888,782	114,748	1.7	-	7,003,530	n/a
Total	\$ 7,003,530	\$ 6,888,782	\$ 114,748	1.7	\$ -	\$ 7,003,530	n/a

Workers Compensation Self-Insurance Fund
Quarterly Statement of Financial Position
March 31, 2017
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Liabilities							
Current liabilities							
Interfund accounts payable	\$ 195,583	\$ 122,610	\$ 72,973	59.5	\$ -	\$ 195,583	n/a
Accrued expenses	23,500	-	23,500	n/a	-	23,500	n/a
Total current liabilities	219,083	122,610	96,473	78.7	-	219,083	n/a
Current liab payable from restricted assets							
Short-term self-insurance	3,308,273	3,308,273	-	-	-	3,308,273	n/a
Total current liabilities payable from restricted assets	3,308,273	3,308,273	-	-	-	3,308,273	n/a
Total current liabilities	3,527,356	3,430,883	96,473	2.8	-	3,527,356	n/a
Non-current liabilities							
Other post-employment benefits	2,556	1,767	789	44.7	-	2,556	n/a
Long-term self-insurance	3,473,727	3,474,493	(766)	-	-	3,473,727	n/a
Total non-current liabilities	3,476,283	3,476,260	23	-	-	3,476,283	n/a
Total liabilities	7,003,639	6,907,143	96,496	1.4	-	7,003,639	n/a
Net Position							
Net income (loss)	(109)	(18,361)	18,252	99.4	-	(109)	n/a
Total net position	(109)	(18,361)	18,252	99.4	-	(109)	n/a
Total	\$ 7,003,530	\$ 6,888,782	\$ 114,748	1.7	\$ -	\$ 7,003,530	n/a

Workers Compensation Self-Insurance Fund
Statement of Activities
For the Quarter Ended March 31, 2017
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Revenue										
Charges for Services	\$ 1,718,745	\$ 968,683	\$ 750,062	77.4	\$ -	\$ 3,810,587	\$ 2,906,048	\$ 904,539	31.1	\$ -
Interest income	4,089	-	4,089	-	-	4,089	-	4,089	-	-
Total revenue	<u>1,722,834</u>	<u>968,683</u>	<u>754,151</u>	<u>77.9</u>	<u>-</u>	<u>3,814,676</u>	<u>2,906,048</u>	<u>908,628</u>	<u>31.3</u>	<u>-</u>
Expense										
Wages and benefits ¹	97,262	117,549	20,287	17.3	-	252,562	351,430	98,868	28.1	-
Services	3,092	-	(3,092)	-	-	9,169	-	(9,169)	-	-
Materials and supplies	177	750	573	76.4	-	177	2,250	2,073	92.1	-
Casualty and liability costs	161,068	-	(161,068)	-	-	435,509	-	(435,509)	-	-
Other expenses	16,402	125,000	108,598	86.9	-	43,936	375,000	331,064	88.3	-
Workers Compensation claims paid	1,527,662	968,683	(558,979)	(57.7)	-	3,336,265	2,906,048	(430,217)	(14.8)	-
Total expense	<u>1,805,663</u>	<u>1,211,982</u>	<u>(593,681)</u>	<u>(49.0)</u>	<u>-</u>	<u>4,077,618</u>	<u>3,634,728</u>	<u>(442,890)</u>	<u>(12.2)</u>	<u>-</u>
Net income (loss) before transfers	(82,829)	(243,299)	160,470	66.0	-	(262,942)	(728,680)	465,738	63.9	-
Net transfers in (out)	<u>101,081</u>	<u>242,776</u>	<u>(141,695)</u>	<u>(58.4)</u>	<u>-</u>	<u>262,833</u>	<u>728,327</u>	<u>(465,494)</u>	<u>(63.9)</u>	<u>-</u>
Net income (loss)	<u>\$ 18,252</u>	<u>\$ (523)</u>	<u>\$ 18,775</u>	<u>3,589.9</u>	<u>\$ -</u>	<u>\$ (109)</u>	<u>\$ (353)</u>	<u>\$ 244</u>	<u>69.1</u>	<u>\$ -</u>

¹ - Detailed schedule included.

Workers Compensation Self-Insurance Fund
Detailed Schedule of Wages and Benefits
For the Quarter Ended March 31, 2017
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Personnel expense										
Wages	\$ 75,591	\$ 45,260	\$ (30,331)	(67.0)	\$ -	\$ 184,070	\$ 136,476	\$ (47,594)	(34.9)	\$ -
Company paid benefits										
Payroll related taxes and insurance										
FICA	3,949	3,462	(487)	(14.1)	-	10,919	10,440	(479)	(4.6)	-
Unemployment insurance	315	1,089	774	71.1	-	355	1,299	944	72.7	-
Worker's compensation insurance	-	55,796	55,796	100.0	-	-	167,389	167,389	100.0	-
Health and welfare										
Medical	9,687	5,200	(4,487)	(86.3)	-	30,559	15,600	(14,959)	(95.9)	-
Dental	288	165	(123)	(74.5)	-	855	495	(360)	(72.7)	-
Other post employment benefits	790	-	(790)	-	-	2,556	-	(2,556)	-	-
Life Insurance / AD&D	112	40	(72)	(180.0)	-	260	119	(141)	(118.5)	-
Short and Long Term Disability	373	255	(118)	(46.3)	-	1,252	764	(488)	(63.9)	-
FMLA administration expense	-	17	17	100.0	-	32	51	19	37.3	-
EAP expense	15	11	(4)	(36.4)	-	43	33	(10)	(30.3)	-
Retirement										
Pension expense	3,116	2,887	(229)	(7.9)	-	13,223	8,662	(4,561)	(52.7)	-
401 K contributions	3,026	3,367	341	10.1	-	8,438	10,102	1,664	16.5	-
Total company paid benefits	<u>21,671</u>	<u>72,289</u>	<u>50,618</u>	<u>70.0</u>	<u>-</u>	<u>68,492</u>	<u>214,954</u>	<u>146,462</u>	<u>68.1</u>	<u>-</u>
Total wages and benefits	<u>\$ 97,262</u>	<u>\$ 117,549</u>	<u>\$ 20,287</u>	<u>17.3</u>	<u>\$ -</u>	<u>\$ 252,562</u>	<u>\$ 351,430</u>	<u>\$ 98,868</u>	<u>28.1</u>	<u>\$ -</u>

Workers Compensation Self-Insurance Fund
Cash Receipts and Disbursements Schedule
For the Quarter Ended March 31, 2017
(unaudited)

<u>Description</u>	<u>Total</u>	<u>Operating Cash</u>	<u>Cash Equivalent</u>
Balance at January 1, 2017			
Cash & investments	\$ 4,952,858	\$ 4,952,858	\$ -
Add:			
Receipts	<u>19,736</u>	<u>19,736</u>	<u>-</u>
Total cash receipts	19,736	19,736	-
Interfund transfers	-	(4,656,425)	4,656,425
Less:			
Cash disbursements	<u>(293,227)</u>	<u>(293,227)</u>	<u>-</u>
Total cash disbursements	(293,227)	(293,227)	-
Balance at March 31, 2017			
Cash & investments	<u>\$ 4,679,367</u>	<u>\$ 22,942</u>	<u>\$ 4,656,425</u>

Worker's Compensation Self-Insurance Fund
Statement of Cash Flows
For the Nine Months Ended March 31, 2017
(unaudited)

Cash flows from operating activities		Supplemental disclosure of cash flow information	
Receipts from customers	\$ 3,815,326	Noncash Activities: None	
Payments to employees	(226,506)		
Payments to vendors	(108,803)		
Payments for self-insurance	3,010,226		
Receipts (payments) from inter-fund activity	(2,075,751)		
Net cash provided by (used in) operating activities	<u>4,414,492</u>		
Cash flows from non capital financing activities			
Net transfers	<u>262,833</u>		
Net cash provided by (used in) non capital financing activities	<u>262,833</u>		
Cash flows from capital and related financing activities			
None			
Cash flows from investing activities			
Interest received	<u>2,042</u>		
Net cash provided by (used in) investing activities	<u>2,042</u>		
Net increase (decrease) in cash and cash equivalents	4,679,367		
Cash and cash equivalents, beginning of year	<u>-</u>		
Cash and cash equivalents, year to date	<u>\$ 4,679,367</u>		



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**BI-STATE DEVELOPMENT
STAFFING LEVEL REPORT
March 2017**

	EMPLOYEES AT END OF MONTH				BUDGETED POSITIONS	VARIANCE	PERCENT VARIANCE
	PRIOR MONTH	ADDED	DELETED	CURRENT MONTH			
A.T.U. Maintenance & Operations:							
Light Rail Vehicle Operators	107	1	(1)	107	102	5	4.9%
PT Bus Operators	99	15	(27)	87	83	4	4.8%
Bus Operators	818	24	(8)	834	807	27	3.3%
Van Operators	195	2	(8)	189	200	(11)	-5.5%
Vehicle Maintenance	281	4	(6)	279	285	(6)	-2.1%
MetroBus Support Services and Facility Maintenance	23	2	(2)	23	24	(1)	-4.2%
Maintenance of Way	53	2	(3)	52	51	1	2.0%
Revenue	13	1	(1)	13	13	0	0.0%
Materials Management	24	2	0	26	26	0	0.0%
SUBTOTAL A.T.U. Maintenance & Operations	1,613	53	(56)	1,610	1,591	19	1.2%
Other:							
A.T.U. Clerical Unit	49	0	0	49	52	(3)	-5.8%
I.B.E.W.	63	0	(2)	61	66	(5)	-7.6%
Salaried	472	2	(5)	469	543	(74)	-13.6%
SUBTOTAL Other	584	2	(7)	579	661	(82)	-12.4%
TOTAL	2,197	55	(63)	2,189	2,252	(63)	-2.8%
ARCH							
Salaried:	15	0	(1)	14	14	0	0.0%
Hourly:*	75	18	(6)	87	84	3	3.6%
TOTAL ARCH	90	18	(7)	101	98	3	3.1%
AIRPORT	11	0	0	11	12	(1)	-8.3%
RIVERBOAT CRUISES							
Salaried:	11	0	0	11	12	(1)	-8.3%
Hourly:*	54	2	0	56	49	7	14.3%
TOTAL RIVERBOAT CRUISES	65	2	0	67	61	6	9.8%
EXECUTIVE OFFICE	32	0	0	32	33	(1)	-3.0%
GRAND TOTAL	2,395	75	(70)	2,400	2,456	(56)	-2.3%

Does not include Security Officers, Interns or Temporary Employees

*Includes PT and Seasonal - Actual depends on availability

4/11/2017

211 North Broadway, Suite 700
St. Louis, MO 63102

finance@bistatedev.org





2017 PERFORMANCE INDICATORS

Third Quarter
Ending March 31, 2017



**BI•STATE
DEVELOPMENT**

Bi-State Development of the Missouri-Illinois
Metropolitan District

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EXECUTIVE SUMMARY

METRO

SERVICE CHANGES AND FARE INCREASES

Metro's March quarterly service change adjusted eight MetroBus routes. The prior quarterly service change in November adjusted 20 MetroBus routes and included a new Illinois route. Last August new schedules for Red Line and Blue Line MetroLink service, and 59 MetroBus routes were released. These scheduling changes improved connections for MetroLink passengers who transfer between Red Line and Blue trains at the Forest Park-DeBaliviere MetroLink Station, and ensure timely and efficient connections between MetroBus and MetroLink. The completion of the major rehabilitation project on the Eads Bridge and the reopening of both eastbound and westbound tracks across the bridge last summer have allowed Metro to adjust MetroLink schedules for the first time since 2012. There was no fare increase in FY 2016 and none planned in FY 2017. The last fare increase was in FY 2015.

REVENUES AND EXPENSES

Passenger revenue of \$33.5 million is 8.7% less than prior year primarily as a result of lower ridership. Operating expenses are 1.1% less than prior year due to lower fuel and outside services cost. The St. Louis County Police services are directly managed and paid by St. Louis County.

RIDERSHIP AND OTHER CUSTOMER MEASURES

Passenger boardings for FY 2017 are 6.7% lower than the prior year. By mode, the decrease was MetroBus 8.1%, MetroLink 4.4% and Call-A-Ride 3.6%. Ridership was down due to a number of factors including lower fuel prices and an employment shift away from Metro's core service area as well as perceived security issues. Passenger injuries per 100,000 boardings is down 29.9% for the system, when comparing FY 2017 to FY 2016. Customer complaints per 100,000 boardings is up 2.7% from the prior year.

BUSINESS MEASURES

The average fare for the first nine months of FY 2017 is \$1.05, compared to \$1.07 for the prior year and a budget of \$1.09. Farebox recovery is lower than the prior year primarily due to lower passenger revenue. Operating expense per passenger boarding increased 6.0% to \$6.26, when compared to the prior year. The increase in cost per boarding over prior year is due to nearly level expenses divided by lower ridership.

OPERATING MEASURES

For the nine months ended March 31, 2017, vehicle accidents per 100,000 vehicle miles is 1.5, which is lower than the prior year and budget. Unscheduled absenteeism is 3.3%, against a prior year of 3.6%. Passenger boardings per revenue mile and revenue hour are below prior year due to lower ridership.



EXECUTIVE SUMMARY (Cont.)

EXECUTIVE SERVICES

Income before depreciation for Executive Services was greater than budget by \$175 thousand primarily as a result of expenses being lower than budget. The lower than budgeted expenses are due to lower spending on legal, auditing and consulting fees. Other expenses include annual membership dues for the American Public Transit Association, St. Louis Regional Chamber and Citizens for Modern Transit.

GATEWAY ARCH

Loss before depreciation of \$540 thousand is unfavorable compared to budget because of lower than expected ticket revenue due to Arch grounds construction. Revenue from ticket sales, although unfavorable to budget, is favorable to prior year as a result of a strategic change in ticket pricing. Income is lower than budget also because of special disbursements requested by the National Park Service. These disbursements include a structural engineering study of the Old Courthouse, a business plan, the riverfront east slope ramps, Arch overlook stair repairs and Arch visitor center lobby rehabilitation.

ST. LOUIS DOWNTOWN AIRPORT

Airport revenues were 3.2% greater than budget and expenses held steady with the budget resulting in a loss before depreciation of \$23.4 thousand. Airport activity varies because of the economy, special events and weather conditions. Aircraft movements increased 10.5% from last year while the gallons of fuel sold decreased 9.8% and the average number of aircraft based at the airport decreased 2.6% compared to last year.

RIVERFRONT ATTRACTIONS

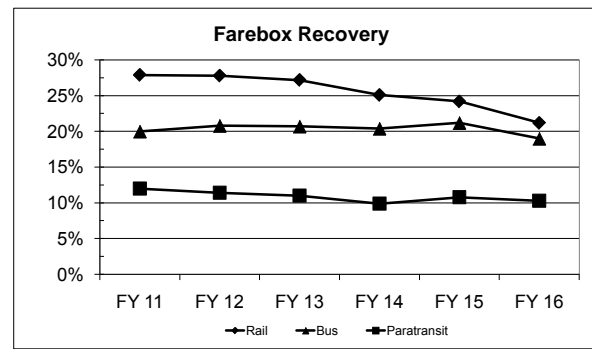
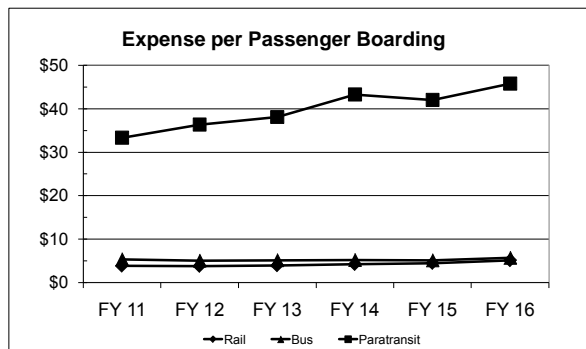
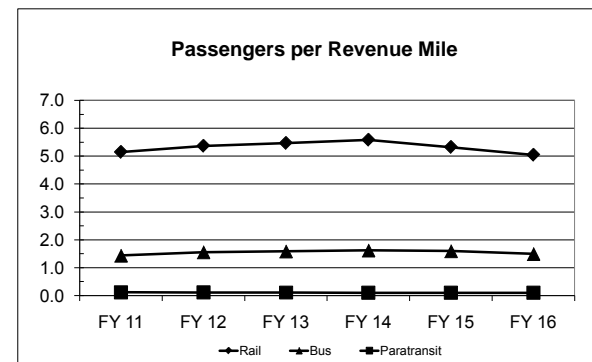
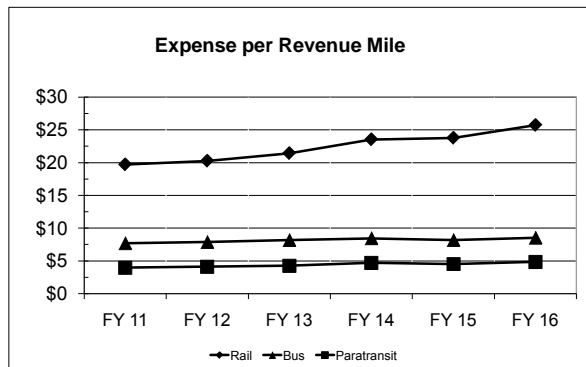
Riverboat passengers for the nine months ended March 31, 2017 were 6.5% less than budget but 51.6% greater than FY 2016. There were 47.9% more cruises than FY 2016. Cruise days of operation in FY 2017 were 20.1% higher than FY 2016 due to fewer flooding issues. Expenses were 6.3% lower than budget mostly due to a vacant position and favorable employee benefit costs. Income before depreciation for the nine months ended March 31, 2017 was \$108.3 thousand compared to a prior year loss of \$223.6 thousand.

ST. LOUIS REGIONAL FREIGHTWAY

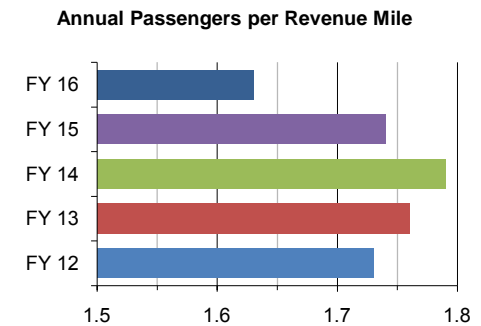
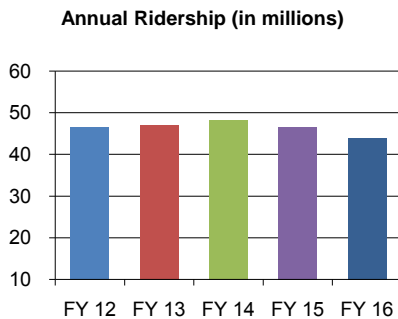
Loss before depreciation for the nine months ended March 31, 2017 was \$302.8 thousand. This is favorable to budget by \$175 thousand. Revenue is \$23 thousand or 14.3% less than budget. Expenses are 31.0% lower than budget due to less than anticipated consulting expense.



ANNUAL TRANSIT PERFORMANCE



Metro System Profile

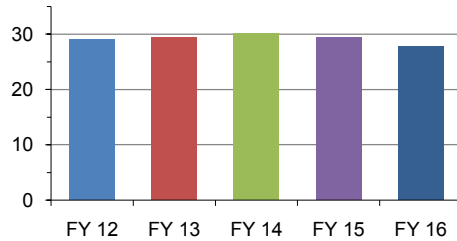


Nine Months Ended March 31

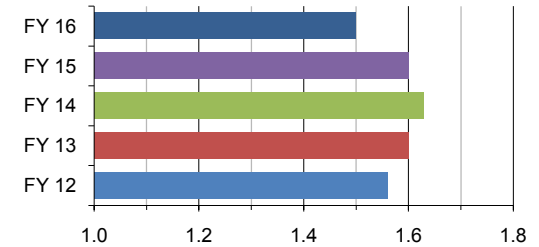
Goal	FY 2017	FY 2016	Change		FY 2015	FY 2014	FY 2013
Customer Measures							
142,439	130,473	139,158	-6.2%	Average Weekday Ridership	147,490	150,489	149,480
34,071,916	31,050,263	33,288,960	-6.7%	Passenger Boardings	35,175,038	35,769,460	35,183,594
1.0	1.1	1.6	-29.9%	Passenger Injuries per 100,000 Boardings	1.4	1.3	1.5
10.0	14.0	13.6	2.7%	Customer Complaints per 100,000 Boardings	11.6	10.9	14.8
Business Measures							
\$1.09	\$1.05	\$1.07	-2.3%	Average Fare (Includes Fixed & Special)	\$1.11	\$1.07	\$1.08
19.5%	16.8%	18.2%	-7.8%	Farebox Recovery	20.4%	20.2%	21.4%
\$156.51	\$143.13	\$144.91	-1.2%	Operating Expense per Revenue Hour	\$141.93	\$140.14	\$132.27
\$5.87	\$6.26	\$5.90	6.0%	Operating Expense per Passenger Boarding	\$5.43	\$5.30	\$5.06
\$4.35	\$4.96	\$4.59	8.0%	Subsidy per Passenger Boarding	\$4.09	\$4.03	\$3.78
Operating Measures							
1.9	1.5	1.7	-10.4%	Vehicle Accidents per 100,000 Vehicle Miles	1.7	1.5	1.6
3.0%	3.3%	3.6%	-8.3%	Unscheduled Absenteeism	3.4%	3.2%	3.1%
1.69	1.54	1.65	-6.8%	Passenger Boardings per Revenue Mile	1.75	1.77	1.75
25.09	22.88	24.56	-6.8%	Passenger Boardings per Revenue Hour	26.12	26.42	26.15

MetroBus Profile

Annual Ridership (in millions)



Annual Passengers per Revenue Mile

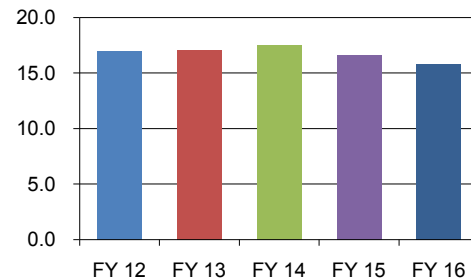


Nine Months Ended March 31

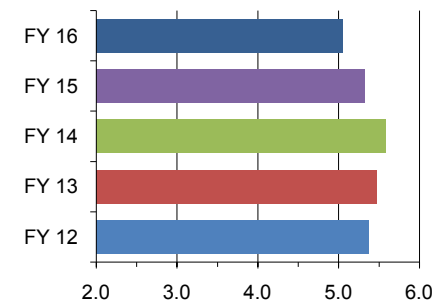
Goal	FY 2017	FY 2016	Change		FY 2015	FY 2014	FY 2013
<u>Customer Measures</u>							
91,535	82,035	88,902	-7.7%	Average Weekday Ridership	94,326	95,255	94,821
21,740,849	19,404,662	21,115,622	-8.1%	Passenger Boardings	22,284,905	22,449,648	22,131,694
1.2	1.5	2.1	-27.5%	Passenger Injuries per 100,000 Boardings	1.8	1.6	1.9
15.0	12.4	12.0	3.3%	Customer Complaints per 100,000 Boardings	13.2	11.1	16.4
<u>Business Measures</u>							
\$1.08	\$1.03	\$1.06	-2.7%	Average Fare (Fixed and Special)	\$1.09	\$1.06	\$1.07
19.0%	17.1%	18.9%	-9.3%	Farebox Recovery	20.5%	20.4%	21.0%
\$128.81	\$112.94	\$115.64	-2.3%	Operating Expense per Revenue Hour	\$116.81	\$114.52	\$111.04
\$5.81	\$6.03	\$5.63	7.1%	Operating Expense per Passenger Boarding	\$5.34	\$5.20	\$5.09
<u>Operating Measures</u>							
2.30	2.15	2.44	-11.7%	Vehicle Accidents per 100,000 Vehicle Miles	2.29	2.20	2.22
91.0%	93.7%	93.0%	0.8%	On-Time Performance	92.1%	91.4%	92.6%
1.56	1.40	1.53	-8.6%	Passenger Boardings per Revenue Mile	1.62	1.62	1.60
21.09	18.73	20.54	-8.8%	Passenger Boardings per Revenue Hour	21.87	22.01	21.82
99.9%	99.8%	99.9%	0.0%	Percent of Trips Completed	99.8%	99.8%	99.9%
22,000	19,978	20,705	-3.5%	Revenue Miles Between Roadcalls	18,119	20,902	22,481

MetroLink Profile

Annual Ridership (in millions)



Annual Passengers per Revenue Mile

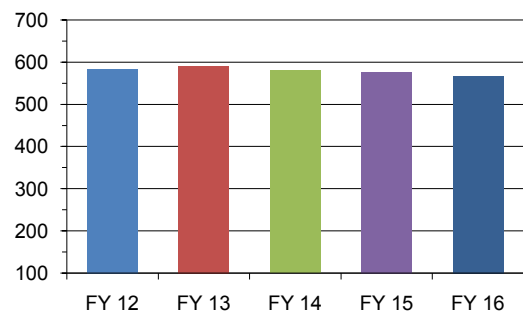


Nine Months Ended March 31

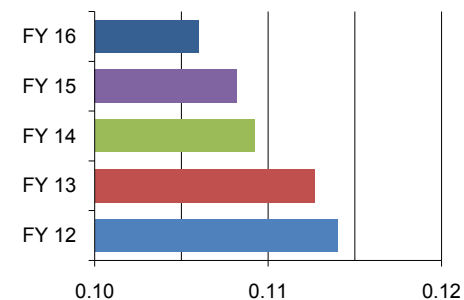
Goal	FY 2017	FY 2016	Change		FY 2015	FY 2014	FY 2013
Customer Measures							
48,979	46,576	48,328	-3.6%	Average Weekday Ridership	51,214	53,262	52,641
11,901,591	11,230,894	11,743,327	-4.4%	Passenger Boardings	12,458,498	12,884,942	12,609,351
0.6	0.2	0.4	-55.5%	Passenger Injuries per 100,000 Boardings	0.6	0.5	0.5
1.8	1.6	2.6	-37.9%	Customer Complaints per 100,000 Boardings	1.3	1.5	1.5
Business Measures							
\$1.08	\$1.03	\$1.06	-2.7%	Average Fare (Fixed and Special)	\$1.09	\$1.06	\$1.07
23.7%	19.9%	21.2%	-5.8%	Farebox Recovery	25.2%	25.2%	27.9%
\$604.80	\$583.51	\$587.22	-0.6%	Operating Expense per Revenue Hour	\$544.46	\$543.64	\$488.51
\$4.65	\$5.15	\$4.98	3.5%	Operating Expense per Passenger Boarding	\$4.33	\$4.22	\$3.84
Operating Measures							
0.10	0.06	0.06	0.8%	Vehicle Accidents per 100,000 Vehicle Miles	0.08	0.06	0.00
98.0%	97.5%	98.2%	-0.7%	On-Time Performance	97.7%	96.6%	97.7%
5.06	4.83	5.01	-3.6%	Passenger Boardings per Revenue Mile	5.31	5.48	5.38
118.94	113.24	117.92	-4.0%	Passenger Boardings per Revenue Hour	125.61	128.97	127.11
30,000	27,200	32,775	-17.0%	Vehicle Miles between Failures	40,073	24,860	33,246

Call-A-Ride Profile

Annual Ridership (in thousands)



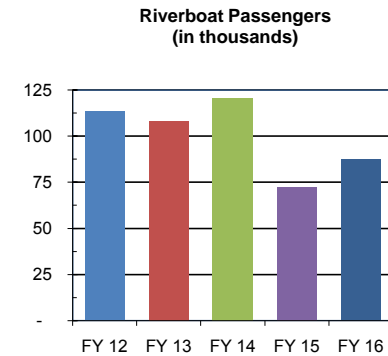
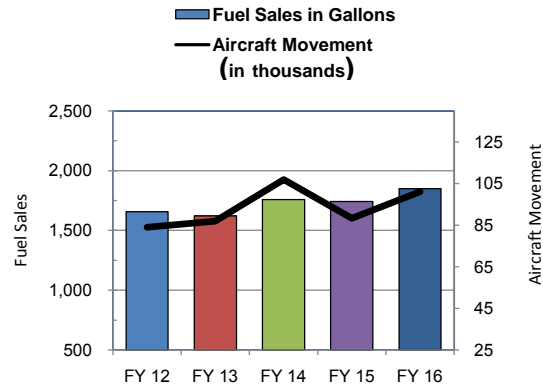
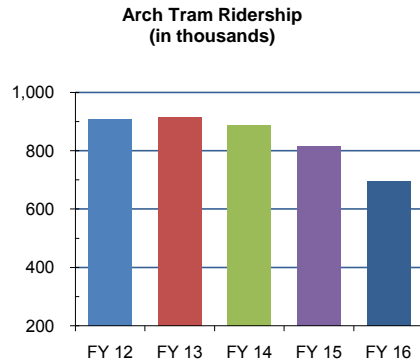
Annual Passengers per Revenue Mile



Nine Months Ended March 31

Goal	FY 2017	FY 2016	Change		FY 2015	FY 2014	FY 2013
Customer Measures							
1,925	1,862	1,928	-3.4%	Average Weekday Ridership	1,950	1,973	2,018
429,476	414,707	430,011	-3.6%	Passenger Boardings	431,635	434,870	442,549
5.0	8.4	10.5	-19.4%	Passenger Injuries per 100,000 Boardings	5.6	8.0	6.8
15.0	26.3	24.4	7.6%	Customer Complaints per 100,000 Boardings	24.6	18.9	12.7
Business Measures							
\$2.13	\$2.50	\$2.22	12.5%	Average Fare	\$2.18	\$1.92	\$1.85
9.9%	10.1%	10.1%	0.4%	Farebox Recovery (excludes contractual)	10.9%	9.9%	10.9%
22.2%	18.3%	20.8%	-11.9%	Revenue Recovery (includes contractual)	23.0%	23.1%	26.5%
\$86.64	\$87.25	\$83.66	4.3%	Operating Expense per Revenue Hour	\$79.21	\$79.45	\$72.79
\$44.87	\$46.65	\$44.36	5.2%	Operating Expense per Passenger Boarding	\$41.91	\$42.70	\$38.16
Operating Measures							
1.50	0.80	0.82	-2.3%	Vehicle Accidents per 100,000 Vehicle Miles	1.15	0.74	1.34
95.0%	92.8%	92.1%	0.8%	On-Time Performance	94.5%	93.1%	94.2%
0.11	0.10	0.11	-2.5%	Passenger Boardings per Revenue Mile	0.11	0.11	0.11
1.89	1.87	1.89	-1.1%	Passenger Boardings per Revenue Hour	1.89	1.86	1.91
50,000	46,538	38,439	21.1%	Revenue Miles between Maintenance Failure	33,501	50,103	42,561

Bi-State Development Enterprises



Nine Months Ended March 31

Goal	FY 2017	FY 2016	Change		FY 2015	FY 2014	FY 2013
<u>Gateway Arch</u>							
915,482	(\$539,823)	\$1,529,447	-135.3%	Income (Loss) Before Depreciation	(\$6,210,789)	\$1,192,196	\$2,525,475
488,259	384,735	462,780	-16.9%	Tram Ridership	555,271	594,156	627,843
<u>Riverfront Attractions</u>							
\$14,038	\$108,251	(\$223,574)	148.4%	Income (Loss) Before Depreciation	(\$382,265)	\$37,087	(\$21,498)
73,795	68,981	45,499	51.6%	Passengers	44,441	84,611	74,436
599	593	401	47.9%	Cruises	382	631	723
179	179	149	20.1%	Days of Operation	130	175	187
<u>St. Louis Downtown Airport</u>							
(\$93,053)	(\$69,691)	(\$46,886)	-48.6%	Income (Loss) Before Depreciation	\$19,927	\$256,252	\$443,746
1,330,223	1,237,969	1,372,430	-9.8%	Fuel Sales (gallons)	1,285,097	1,293,914	1,184,442
67,500	80,914	73,234	10.5%	Aircraft Movements	64,523	77,003	61,017
320	319	328	-2.6%	Average Based Aircraft	322	323	319
<u>Executive Services</u>							
\$45,967	\$220,515	\$150,631	46.4%	Income (Loss) Before Depreciation	\$742,130	\$437,436	\$947,865
<u>St. Louis Regional Freightway</u>							
(\$477,587)	(\$302,804)	(\$27,320)	-1008.4%	Income (Loss) Before Depreciation	n/a	n/a	n/a

Peer Performance - System

CHARACTERISTICS AND PERFORMANCE MEASURES		ST. LOUIS	BUFFALO	CLEVELAND	DALLAS	DENVER	MINNEAPOLIS	PITTSBURGH	PORTLAND	SACRAMENTO	SAN DIEGO	SAN JOSE	AVERAGE
Population of service area (in millions)	FY 15	1.62	0.98	1.41	2.35	2.88	1.84	1.42	1.56	1.04	2.46	1.88	1.77
	FY 14	1.54	1.18	1.41	2.33	2.88	1.84	1.42	1.54	1.04	2.22	1.88	1.75
	FY 13	1.54	1.18	1.41	2.44	3.16	1.84	1.42	1.49	0.97	2.22	1.88	1.78
Passenger Boardings (in millions)	FY 15	46.6	26.3	47.0	69.8	102.3	85.8	65.2	101.4	25.6	94.9	45.1	64.5
	FY 14	48.1	26.4	49.2	70.9	104.3	84.5	63.7	99.5	26.4	91.9	44.5	64.5
	FY 13	47.1	29.8	49.2	71.3	101.4	81.4	63.6	99.3	27.3	82.1	44.2	63.3
Average Weekday Passenger Boardings	FY 15	146,826	89,830	151,756	232,322	335,088	276,408	218,583	323,289	89,197	305,952	145,378	210,421
	FY 14	151,998	89,281	157,573	237,392	341,480	273,036	214,295	317,091	91,145	292,946	145,060	210,118
	FY 13	149,797	102,859	134,644	239,166	333,857	266,688	215,288	316,247	94,545	261,202	144,379	205,334
Average Saturday Passenger Boardings	FY 15	98,135	38,258	89,554	119,014	182,305	166,145	105,391	196,604	34,890	184,603	80,485	117,762
	FY 14	101,528	40,388	98,272	120,242	182,086	162,025	102,367	194,568	32,107	183,390	76,481	117,587
	FY 13	97,174	44,411	136,484	118,702	171,758	148,429	100,443	197,406	37,705	170,704	76,864	118,189
Average Sunday Passenger Boardings	FY 15	67,147	26,145	63,396	73,799	123,909	119,555	65,857	147,793	22,004	128,004	66,344	82,178
	FY 14	67,580	27,506	68,066	71,279	131,978	117,666	62,858	143,800	23,346	133,483	60,800	82,578
	FY 13	64,565	23,566	133,918	69,308	124,157	103,615	61,827	143,471	23,715	118,200	60,281	84,238
Vehicles in Operated in Maximum Service	FY 15	473	351	547	1,042	1,395	885	912	918	222	732	679	741
	FY 14	469	361	537	1,080	1,416	861	900	894	223	690	677	737
	FY 13	467	357	531	1,071	1,328	831	951	888	221	649	667	724
Farebox Recovery	FY 15	21.0%	25.3%	19.8%	15.0%	25.7%	25.2%	27.2%	31.5%	21.8%	40.6%	12.4%	24.1%
	FY 14	21.5%	29.2%	20.2%	15.7%	25.3%	27.1%	27.3%	30.3%	22.5%	41.2%	12.4%	24.8%
	FY 13	22.7%	29.4%	22.4%	15.1%	26.4%	29.1%	28.0%	29.6%	22.2%	40.0%	13.0%	25.3%
Subsidy per Passenger Boarding	FY 15	4.25	3.62	4.09	5.65	3.42	3.29	4.21	2.65	4.11	1.51	6.66	3.95
	FY 14	4.02	3.38	4.06	5.54	3.42	2.97	4.19	2.75	3.94	1.46	6.55	3.84
	FY 13	3.81	2.95	3.61	5.48	3.25	2.74	4.07	2.77	3.94	1.66	6.23	3.68

Source: National Transit Database - Calculations based on NTD definitions

		Peer Performance - Bus											
CHARACTERISTICS AND PERFORMANCE MEASURES		ST. LOUIS	BUFFALO	CLEVELAND	DALLAS	DENVER	MINNEAPOLIS	PITTSBURGH	PORTLAND	SACRAMENTO	SAN DIEGO	SAN JOSE	AVERAGE
Fleet Size	FY 15	390	316	396	636	1,127	907	705	643	219	605	507	586
	FY 14	383	322	391	861	1,101	905	701	608	225	582	452	594
	FY 13	378	312	391	650	1,029	912	695	597	225	517	455	560
Fleet Age (average in years)	FY 15	7.4	9.3	7.9	4.5	6.5	4.9	7.4	9.5	8.0	6.6	9.4	7.4
	FY 14	8.2	8.3	9.7	4.0	8.9	4.7	7.5	11.4	8.6	6.7	10.2	8.0
	FY 13	8.9	7.9	9.4	7.6	9.8	5.1	7.2	13.0	7.6	7.2	9.3	8.5
Passenger Boardings (in millions)	FY 15	29.4	21.7	37.3	36.4	75.5	62.1	54.8	62.1	13.7	53.9	33.0	43.6
	FY 14	30.1	21.6	34.4	37.4	76.7	67.8	53.4	59.7	13.7	51.3	32.9	43.5
	FY 13	29.4	23.3	34.3	37.9	76.3	70.4	53.1	58.7	13.8	51.6	32.7	43.8
Bus Boardings as a Percent of System Boardings	FY 15	63.1%	82.5%	79.4%	52.1%	73.8%	72.4%	84.0%	61.2%	53.5%	56.8%	73.2%	67.6%
	FY 14	62.6%	81.8%	70.0%	52.7%	73.5%	80.3%	83.8%	60.0%	51.7%	55.9%	73.8%	67.8%
	FY 13	62.4%	78.2%	69.7%	53.2%	75.2%	86.5%	83.5%	59.1%	50.5%	62.8%	74.1%	68.7%
Operating Expense (in millions)	FY 15	\$ 153.2	\$ 96.6	\$ 161.7	\$ 233.6	\$ 314.6	\$ 296.5	\$ 284.3	\$ 236.8	\$ 77.2	\$ 147.7	\$ 240.5	\$ 203.9
	FY 14	150.4	95.4	166.7	238.6	327.0	280.8	276.8	240.9	77.9	138.2	238.3	202.8
	FY 13	145.4	93.0	153.0	248.8	313.1	264.4	270.4	239.1	73.8	143.0	226.0	197.3
Operating Expense per Revenue Mile	FY 15	\$ 8.32	\$ 11.46	\$ 11.61	\$ 8.54	\$ 8.69	\$ 12.27	\$ 14.08	\$ 11.74	\$ 12.82	\$ 8.03	\$ 15.57	\$ 11.19
	FY 14	8.13	11.22	12.59	8.91	9.19	11.71	14.56	12.32	12.98	8.23	15.88	11.43
	FY 13	7.87	10.72	11.80	9.13	8.82	11.43	14.32	12.51	12.52	8.67	15.27	11.19
Operating Expense per Passenger Mile	FY 15	\$ 1.04	\$ 1.25	\$ 1.09	\$ 1.62	\$ 0.80	\$ 1.17	\$ 1.24	\$ 0.83	\$ 1.50	\$ 0.74	\$ 1.36	\$ 1.15
	FY 14	0.95	1.15	1.15	1.57	0.84	0.99	1.16	0.84	1.47	0.76	1.36	1.11
	FY 13	0.95	1.08	1.06	1.61	0.78	0.93	1.30	1.04	1.49	0.79	1.35	1.13
Operating Expense per Passenger Boarding	FY 15	\$ 5.20	\$ 4.45	\$ 4.75	\$ 6.42	\$ 4.17	\$ 4.77	\$ 5.18	\$ 3.81	\$ 5.64	\$ 2.74	\$ 7.28	\$ 4.95
	FY 14	5.00	4.42	4.84	6.38	4.27	4.14	5.18	4.03	5.71	2.69	7.25	4.90
	FY 13	4.94	4.00	4.46	6.56	4.10	3.75	5.09	4.08	5.35	2.77	6.90	4.73
Boardings per Revenue Mile	FY 15	1.6	2.6	3.0	1.3	2.1	2.6	2.7	3.1	2.3	2.9	2.1	2.4
	FY 14	1.6	2.5	2.6	1.4	2.2	2.8	2.8	3.1	2.3	3.1	2.2	2.4
	FY 13	1.6	2.7	2.7	1.4	2.2	3.0	2.8	3.1	2.3	3.1	2.2	2.5
Boardings per Revenue Hour	FY 15	21.6	27.6	32.4	16.9	27.3	30.7	35.7	35.4	24.9	32.3	25.0	28.2
	FY 14	22.1	27.7	30.0	18.0	28.7	33.1	36.0	35.8	24.9	32.6	26.0	28.6
	FY 13	21.7	29.4	30.4	18.1	29.3	35.1	36.5	36.2	25.9	33.4	26.7	29.3

Source: National Transit Database - Calculations based on NTD definitions

Peer Performance - Light Rail

CHARACTERISTICS AND PERFORMANCE MEASURES		ST. LOUIS	BUFFALO	CLEVELAND	DALLAS	DENVER	MINNEAPOLIS	PITTSBURGH	PORTLAND	SACRAMENTO	SAN DIEGO	SAN JOSE	AVERAGE
Fleet Size	FY 15	87	27	34	163	172	86	83	133	76	130	99	99
	FY 14	87	27	48	163	172	86	83	131	76	162	99	103
	FY 13	87	27	48	163	172	62	83	131	76	175	99	102
Fleet Age (average in years)	FY 15	16.3	30.9	31.0	13.0	9.7	4.5	23.6	18.0	19.1	11.9	13.7	17.4
	FY 14	15.3	29.9	33.0	12.0	8.7	3.5	22.6	17.0	18.1	14.1	12.7	17.0
	FY 13	14.3	28.9	32.0	11.0	7.7	3.9	21.6	16.2	17.1	15.8	11.7	16.4
Passenger Boardings (in millions)	FY 15	16.6	4.4	2.6	29.8	25.5	23.0	8.0	37.7	12.1	40.1	11.6	19.2
	FY 14	17.5	4.6	2.8	29.5	26.4	16.0	7.9	38.2	12.7	39.7	11.0	18.7
	FY 13	17.1	6.3	2.9	29.5	23.8	10.2	8.0	39.2	13.5	29.7	10.7	17.3
Rail Boardings as a Percent of System Boardings	FY 15	35.7%	16.8%	5.5%	42.8%	24.9%	26.8%	12.3%	37.2%	47.1%	42.2%	25.8%	29.8%
	FY 14	36.3%	17.6%	5.6%	41.5%	25.3%	18.9%	12.5%	38.4%	48.1%	43.2%	24.6%	28.4%
	FY 13	36.2%	21.2%	5.9%	41.3%	23.4%	12.5%	12.6%	39.5%	49.5%	36.2%	24.3%	27.5%
Operating Expense (in millions)	FY 15	\$ 73.3	\$ 22.2	\$ 13.5	\$ 168.2	\$ 111.0	\$ 64.7	\$ 55.7	\$ 111.5	\$ 56.9	\$ 73.1	\$ 81.3	\$ 75.6
	FY 14	71.6	22.1	13.1	165.0	102.2	48.9	53.1	108.1	54.8	71.6	74.7	71.4
	FY 13	64.8	23.3	11.7	151.0	87.1	32.4	51.5	99.3	50.0	66.4	69.0	64.2
Operating Expense per Vehicle Revenue Mile	FY 15	\$ 11.73	\$ 26.73	\$ 16.03	\$ 17.30	\$ 10.00	\$ 12.59	\$ 26.08	\$ 14.22	\$ 14.46	\$ 8.50	\$ 23.11	\$ 16.43
	FY 14	11.47	24.34	15.78	17.92	9.16	12.21	25.66	14.00	13.92	8.41	22.03	15.90
	FY 13	10.41	23.77	14.92	16.55	8.56	14.03	25.52	12.87	12.76	8.55	21.50	15.40
Operating Expense per Passenger Mile	FY 15	\$ 0.53	\$ 1.81	\$ 0.90	\$ 0.68	\$ 0.61	\$ 0.66	\$ 1.79	\$ 0.54	\$ 0.83	\$ 0.33	\$ 1.33	\$ 0.91
	FY 14	0.49	1.81	0.80	0.68	0.51	0.67	1.57	0.50	0.73	0.31	1.21	0.84
	FY 13	0.42	1.42	0.68	0.63	0.43	0.60	1.56	0.50	0.66	0.38	1.19	0.77
Operating Expense per Passenger Boarding	FY 15	\$ 4.40	\$ 5.03	\$ 5.19	\$ 5.64	\$ 4.35	\$ 2.81	\$ 6.92	\$ 2.95	\$ 4.72	\$ 1.82	\$ 7.17	\$ 4.64
	FY 14	4.10	4.77	4.71	5.60	3.88	3.06	6.69	2.83	4.31	1.80	6.82	4.42
	FY 12	3.80	3.45	4.32	4.92	3.32	2.66	7.30	2.36	3.45	1.94	5.95	3.95
Boardings per Vehicle Revenue Mile	FY 15	2.7	5.3	3.1	3.1	2.3	4.5	3.8	4.8	3.1	4.7	3.2	3.7
	FY 14	2.8	5.1	3.3	3.2	2.4	4.0	3.8	4.9	3.2	4.7	3.2	3.7
	FY 13	2.7	6.5	3.7	3.2	2.3	4.4	4.0	5.1	3.5	3.8	3.4	3.9
Boardings per Vehicle Revenue Hour	FY 15	62.9	52.8	46.1	63.7	40.6	54.0	47.9	70.6	55.3	80.9	51.1	56.9
	FY 14	65.8	54.8	51.1	65.1	40.5	48.6	49.2	72.2	58.3	78.7	50.1	57.7
	FY 13	64.6	73.5	55.1	65.2	41.8	62.0	50.5	74.2	62.2	63.0	54.1	60.6

Source: National Transit Database - Calculations based on NTD definitions

Peer Performance - Demand Response

CHARACTERISTICS AND PERFORMANCE MEASURES		ST. LOUIS	BUFFALO	CLEVELAND	DALLAS	DENVER	MINNEAPOLIS	PITTSBURGH	PORTLAND	SACRAMENTO	SAN DIEGO	SAN JOSE	AVERAGE
Fleet Size	FY 15	118	74	159	118	404	-	346	219	-	202	242	209
	FY 14	116	74	158	165	450	-	346	268	-	146	244	219
	FY 13	120	69	146	165	386	-	390	268	-	145	254	216
Fleet Age (average in years)	FY 15	4.5	5.1	4.3	2.8	5.0	-	4.5	5.6	-	6.0	3.7	4.6
	FY 14	5.8	4.1	4.9	1.8	4.5	-	5.6	3.7	-	4.1	2.9	4.2
	FY 13	4.7	5.3	4.0	0.6	5.3	-	5.4	3.7	-	3.1	2.4	3.8
Passenger Boardings (in millions)	FY 15	0.58	0.18	0.70	0.40	1.23	-	0.79	0.92	-	0.59	0.72	0.68
	FY 14	0.58	0.16	0.75	0.47	1.27	-	1.59	0.93	-	0.55	0.73	0.78
	FY 13	0.59	0.17	0.70	0.52	1.23	-	1.72	0.93	-	0.51	0.73	0.79
Demand-Response Boardings as a Percent of System Boardings	FY 15	1.2%	0.7%	1.5%	0.6%	1.2%	-	1.2%	0.9%	-	0.6%	1.6%	1.1%
	FY 14	1.2%	0.6%	1.5%	0.7%	1.2%	-	2.5%	0.9%	-	0.6%	1.6%	1.2%
	FY 13	1.3%	0.6%	1.4%	0.7%	1.2%	-	2.7%	0.9%	-	0.6%	1.7%	1.2%
Operating Expense (in millions)	FY 15	\$ 24.4	\$ 8.8	\$ 32.1	\$ 16.6	\$ 45.6	-	\$ 36.3	\$ 32.6	-	\$ 17.5	\$ 21.0	26.1
	FY 14	24.7	8.3	32.4	23.7	48.1	-	36.3	32.8	-	15.5	20.0	26.8
	FY 13	21.9	7.9	29.9	21.0	46.9	-	36.3	32.2	-	14.5	22.0	25.8
Operating Expense per Revenue Mile	FY 15	\$ 4.57	\$ 5.20	\$ 6.04	\$ 6.97	\$ 4.18	-	\$ 3.89	\$ 5.15	-	\$ 4.21	\$ 3.54	4.86
	FY 14	4.64	5.40	6.24	8.07	4.59	-	3.75	5.01	-	4.25	3.23	5.02
	FY 13	4.17	4.93	6.00	4.99	4.68	-	3.64	4.92	-	4.41	3.66	4.60
Operating Expense per Passenger Mile	FY 15	\$ 4.26	\$ 4.85	\$ 5.35	\$ 3.34	\$ 4.39	-	\$ 3.07	\$ 3.74	-	\$ 2.99	\$ 3.10	3.90
	FY 14	4.29	4.86	4.45	3.81	4.64	-	2.91	3.63	-	2.94	2.47	3.78
	FY 13	3.66	4.31	6.02	2.90	4.40	-	2.73	3.50	-	3.05	2.68	3.69
Operating Expense per Passenger Boarding	FY 15	\$ 42.28	\$ 48.96	\$ 45.64	\$ 41.73	\$ 37.07	-	\$ 23.89	\$ 35.25	-	\$ 29.41	\$ 29.11	37.04
	FY 14	42.53	50.63	43.07	50.56	37.85	-	22.74	35.33	-	28.38	27.47	37.62
	FY 13	37.00	46.30	42.40	40.51	38.15	-	21.13	34.61	-	28.38	29.96	35.38
Boardings per Revenue Mile	FY 15	0.1	0.1	0.1	0.2	0.1	-	0.2	0.1	-	0.1	0.1	0.1
	FY 14	0.1	0.1	0.1	0.2	0.1	-	0.2	0.1	-	0.1	0.1	0.1
	FY 13	0.1	0.1	0.1	0.1	0.1	-	0.2	0.1	-	0.2	0.1	0.1
Boardings per Revenue Hour	FY 15	1.9	1.9	1.9	2.1	1.7	-	2.3	2.0	-	2.5	2.6	2.1
	FY 14	1.9	1.8	2.0	2.1	1.8	-	2.4	2.0	-	2.6	2.6	2.1
	FY 13	1.9	1.9	2.0	1.8	1.8	-	2.6	2.0	-	2.7	2.6	2.1

* Minneapolis and Sacramento are not included in the Average

Source: National Transit Database - Calculations based on NTD definitions

Average Weekday Ridership

Period	MetroBus			MetroLink			Call-A-Ride			System		
	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change
1st Qtr YTD	84,399	93,722	-9.9%	50,290	52,865	-4.9%	1,860	1,949	-4.6%	136,549	148,536	-8.1%
2nd Qtr YTD	83,647	92,135	-9.2%	48,053	50,217	-4.3%	1,845	1,925	-4.1%	133,545	144,277	-7.4%
3rd Qtr YTD	82,035	88,902	-7.7%	46,576	48,328	-3.6%	1,862	1,928	-3.4%	130,473	139,158	-6.2%
Full year	-	87,213	-	-	48,752	-	-	1,914	-	-	137,879	-

July	79,649	88,084	-9.6%	49,251	51,382	-4.1%	1,801	1,940	-7.2%	130,701	141,406	-7.6%
August	84,200	94,249	-10.7%	48,962	51,481	-4.9%	1,891	1,983	-4.6%	135,053	147,713	-8.6%
September	89,349	98,832	-9.6%	52,658	55,731	-5.5%	1,887	1,925	-2.0%	143,894	156,488	-8.0%
October	88,577	96,538	-8.2%	49,166	50,371	-2.4%	1,927	2,001	-3.7%	139,670	148,910	-6.2%
November	84,266	90,193	-6.6%	46,237	47,165	-2.0%	1,798	1,881	-4.4%	132,301	139,239	-5.0%
December	75,841	84,914	-10.7%	42,044	45,172	-6.9%	1,768	1,818	-2.8%	119,653	131,904	-9.3%
January	76,049	81,748	-7.0%	41,744	44,336	-5.8%	1,817	1,883	-3.5%	119,610	127,967	-6.5%
February	83,533	83,666	-0.2%	45,478	44,756	1.6%	1,961	1,986	-1.3%	130,972	130,408	0.4%
March	76,853	81,896	-6.2%	43,646	44,556	-2.0%	1,906	1,931	-1.3%	122,405	128,383	-4.7%
April	-	84,675	-	-	51,127	-	-	1,917	-	-	137,719	-
May	-	80,883	-	-	50,473	-	-	1,802	-	-	133,158	-
June	-	80,882	-	-	48,476	-	-	1,896	-	-	131,254	-

Passenger Boardings

Period	MetroBus			MetroLink			Call-A-Ride			System		
	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change
1st Qtr YTD	6,812,101	7,547,124	-9.7%	4,099,023	4,367,923	-6.1%	139,404	144,989	-3.9%	11,050,528	12,060,036	-8.4%
2nd Qtr YTD	13,286,768	14,639,057	-9.2%	7,750,022	8,183,650	-5.3%	275,998	287,643	-4.0%	21,312,788	23,110,350	-7.8%
3rd Qtr YTD	19,404,662	21,115,622	-8.1%	11,230,894	11,743,327	-4.4%	414,707	430,011	-3.6%	31,050,263	33,288,960	-6.7%
Full year	-	27,701,279	-	-	15,777,584	-	-	568,097	-	-	44,046,960	-

July	2,122,798	2,435,625	-12.8%	1,343,741	1,482,226	-9.3%	43,885	49,535	-11.4%	3,510,424	3,967,386	-11.5%
August	2,343,795	2,516,668	-6.9%	1,369,148	1,386,198	-1.2%	48,670	47,939	1.5%	3,761,613	3,950,805	-4.8%
September	2,345,508	2,594,831	-9.6%	1,386,134	1,499,499	-7.6%	46,849	47,515	-1.4%	3,778,491	4,141,845	-8.8%
October	2,347,007	2,594,484	-9.5%	1,334,718	1,389,283	-3.9%	47,073	50,066	-6.0%	3,728,798	4,033,833	-7.6%
November	2,150,987	2,245,054	-4.2%	1,199,490	1,205,121	-0.5%	45,046	45,271	-0.5%	3,395,523	3,495,446	-2.9%
December	1,976,673	2,252,395	-12.2%	1,116,791	1,221,323	-8.6%	44,475	47,317	-6.0%	3,137,939	3,521,035	-10.9%
January	1,985,391	2,094,931	-5.2%	1,128,392	1,153,882	-2.2%	44,899	45,881	-2.1%	3,158,682	3,294,694	-4.1%
February	2,038,055	2,145,122	-5.0%	1,142,608	1,181,298	-3.3%	44,735	46,927	-4.7%	3,225,398	3,373,347	-4.4%
March	2,094,448	2,236,512	-6.4%	1,209,872	1,224,497	-1.2%	49,075	49,560	-1.0%	3,353,395	3,510,569	-4.5%
April	-	2,226,706	-	-	1,352,859	-	-	46,096	-	-	3,625,661	-
May	-	2,195,478	-	-	1,363,270	-	-	45,229	-	-	3,603,977	-
June	-	2,163,473	-	-	1,318,128	-	-	46,761	-	-	3,528,362	-

Passengers by Jurisdiction

Period	MetroBus						MetroLink					
	Missouri			St. Clair			Missouri			St. Clair		
	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change
1st Qtr YTD	6,017,293	6,712,288	-10.4%	794,808	834,836	-4.8%	3,361,097	3,555,037	-5.5%	737,926	812,886	-9.2%
2nd Qtr YTD	11,810,399	13,092,685	-9.8%	1,476,369	1,546,372	-4.5%	6,343,241	6,674,869	-5.0%	1,406,781	1,508,781	-6.8%
3rd Qtr YTD	17,293,756	18,923,479	-8.6%	2,110,906	2,192,143	-3.7%	9,186,344	9,578,464	-4.1%	2,044,550	2,164,863	-5.6%
Full year	-	24,768,747	-	-	2,932,532	-	-	12,878,546	-	-	2,899,038	-

July	1,867,735	2,162,731	-13.6%	255,063	272,894	-6.5%	1,106,073	1,208,720	-8.5%	237,668	273,506	-13.1%
August	2,073,836	2,244,861	-7.6%	269,959	271,807	-0.7%	1,119,567	1,127,630	-0.7%	249,581	258,568	-3.5%
September	2,075,722	2,304,696	-9.9%	269,786	290,135	-7.0%	1,135,457	1,218,687	-6.8%	250,677	280,812	-10.7%
October	2,098,308	2,335,913	-10.2%	248,699	258,571	-3.8%	1,093,750	1,135,921	-3.7%	240,968	253,362	-4.9%
November	1,924,552	2,023,166	-4.9%	226,435	221,888	2.0%	977,451	986,553	-0.9%	222,039	218,568	1.6%
December	1,770,246	2,021,318	-12.4%	206,427	231,077	-10.7%	910,943	997,358	-8.7%	205,848	223,965	-8.1%
January	1,780,328	1,886,900	-5.6%	205,063	208,031	-1.4%	920,599	942,470	-2.3%	207,793	211,412	-1.7%
February	1,825,807	1,930,819	-5.4%	212,248	214,303	-1.0%	930,786	959,132	-3.0%	211,822	222,166	-4.7%
March	1,877,222	2,013,075	-6.7%	217,226	223,437	-2.8%	991,718	1,001,993	-1.0%	218,154	222,504	-2.0%
April	-	1,977,577	-	-	249,129	-	-	1,104,355	-	-	248,504	-
May	-	1,941,932	-	-	253,546	-	-	1,110,695	-	-	252,575	-
June	-	1,925,759	-	-	237,714	-	-	1,085,032	-	-	233,096	-

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Revenue Miles

Period	MetroBus*			MetroLink*			Call-A-Ride			System		
	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change
1st Qtr YTD	4,709,831	4,680,474	0.6%	778,004	788,550	-1.3%	1,348,707	1,334,285	1.1%	6,836,542	6,803,309	0.5%
2nd Qtr YTD	9,332,502	9,259,390	0.8%	1,555,099	1,567,159	-0.8%	2,677,406	2,669,369	0.3%	13,565,007	13,495,918	0.5%
3rd Qtr YTD	13,884,401	13,810,040	0.5%	2,325,578	2,343,414	-0.8%	3,955,721	3,997,691	-1.0%	20,165,700	20,151,145	0.1%
Full year	-	18,470,425	-	-	3,125,069	-	-	5,344,645	-	-	26,940,139	-

July	1,562,306	1,595,537	-2.1%	261,369	267,305	-2.2%	435,057	449,461	-3.2%	2,258,731	2,312,303	-2.3%
August	1,616,850	1,563,357	3.4%	268,319	263,542	1.8%	463,203	442,206	4.7%	2,348,372	2,269,105	3.5%
September	1,530,675	1,521,581	0.6%	248,316	257,703	-3.6%	450,447	442,618	1.8%	2,229,439	2,221,902	0.3%
October	1,560,648	1,563,396	-0.2%	259,057	260,628	-0.6%	461,251	467,532	-1.3%	2,280,956	2,291,557	-0.5%
November	1,514,068	1,467,430	3.2%	256,753	251,888	1.9%	434,897	423,870	2.6%	2,205,718	2,143,188	2.9%
December	1,547,955	1,548,090	0.0%	261,284	266,093	-1.8%	432,551	443,682	-2.5%	2,241,790	2,257,864	-0.7%
January	1,539,785	1,506,339	2.2%	260,823	257,208	1.4%	419,739	425,401	-1.3%	2,220,347	2,188,948	1.4%
February	1,421,802	1,461,584	-2.7%	241,266	250,504	-3.7%	417,737	432,002	-3.3%	2,080,804	2,144,090	-3.0%
March	1,590,312	1,582,727	0.5%	268,391	268,542	-0.1%	440,839	470,919	-6.4%	2,299,542	2,322,188	-1.0%
April	-	1,536,178	-	-	257,806	-	-	442,185	-	-	2,236,168	-
May	-	1,566,916	-	-	264,878	-	-	447,853	-	-	2,279,647	-
June	-	1,557,292	-	-	258,971	-	-	456,916	-	-	2,273,180	-

* Scheduled

May not sum to total due to rounding

Total Miles

Period	MetroBus*			MetroLink*			Call-A-Ride			System		
	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change
1st Qtr YTD	5,403,860	5,347,458	1.1%	784,671	795,593	-1.4%	1,442,812	1,421,459	1.5%	7,631,344	7,564,510	0.9%
2nd Qtr YTD	10,685,398	10,554,764	1.2%	1,567,800	1,580,915	-0.8%	2,873,319	2,840,534	1.2%	15,126,516	14,976,214	1.0%
3rd Qtr YTD	15,887,422	15,719,011	1.1%	2,344,536	2,363,230	-0.8%	4,234,468	4,259,736	-0.6%	22,466,426	22,341,977	0.6%
Full year	-	21,053,207	-	-	3,151,334	-	-	5,700,005	-	-	29,904,545	-

July	1,791,851	1,824,368	-1.8%	263,656	269,868	-2.3%	464,387	477,810	-2.8%	2,519,893	2,572,046	-2.0%
August	1,855,117	1,783,018	4.0%	270,455	265,688	1.8%	494,922	471,436	5.0%	2,620,493	2,520,142	4.0%
September	1,756,893	1,740,072	1.0%	250,561	260,038	-3.6%	483,503	472,213	2.4%	2,490,957	2,472,323	0.8%
October	1,783,058	1,778,457	0.3%	261,132	262,972	-0.7%	492,840	497,084	-0.9%	2,537,030	2,538,513	-0.1%
November	1,729,724	1,667,475	3.7%	258,716	254,048	1.8%	469,724	449,616	4.5%	2,458,164	2,371,139	3.7%
December	1,768,755	1,761,375	0.4%	263,280	268,302	-1.9%	467,943	472,375	-0.9%	2,499,979	2,502,051	-0.1%
January	1,759,607	1,710,021	2.9%	262,891	259,197	1.4%	449,829	454,722	-1.1%	2,472,327	2,423,939	2.0%
February	1,625,884	1,662,479	-2.2%	243,355	252,498	-3.6%	442,862	460,777	-3.9%	2,312,102	2,375,754	-2.7%
March	1,816,533	1,791,748	1.4%	270,490	270,620	0.0%	468,458	503,703	-7.0%	2,555,481	2,566,071	-0.4%
April	-	1,749,009	-	-	259,986	-	-	473,125	-	-	2,482,120	-
May	-	1,800,429	-	-	267,105	-	-	478,690	-	-	2,546,224	-
June	-	1,784,758	-	-	261,012	-	-	488,454	-	-	2,534,224	-

* Scheduled

May not sum to total due to rounding

Revenue Hours

Period	MetroBus*			MetroLink*			Call-A-Ride			System		
	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change
1st Qtr YTD	358,590	351,540	2.0%	33,160	33,541	-1.1%	76,182	76,485	-0.4%	467,933	461,566	1.4%
2nd Qtr YTD	703,973	690,237	2.0%	66,348	66,489	-0.2%	149,468	152,879	-2.2%	919,788	909,604	1.1%
3rd Qtr YTD	1,036,160	1,027,940	0.8%	99,174	99,584	-0.4%	221,722	227,991	-2.7%	1,357,056	1,355,515	0.1%
Full year	-	1,382,348	-	-	132,794	-	-	303,336	-	-	1,818,479	-

July	119,693	120,016	-0.3%	11,119	11,356	-2.1%	24,532	26,062	-5.9%	155,344	157,434	-1.3%
August	122,787	116,969	5.0%	11,388	11,230	1.4%	26,737	25,302	5.7%	160,912	153,501	4.8%
September	116,110	114,555	1.4%	10,653	10,954	-2.7%	24,913	25,121	-0.8%	151,677	150,630	0.7%
October	116,988	115,672	1.1%	11,087	11,044	0.4%	25,092	26,257	-4.4%	153,167	152,972	0.1%
November	113,093	108,440	4.3%	10,930	10,617	2.9%	23,785	24,037	-1.0%	147,808	143,094	3.3%
December	115,301	114,584	0.6%	11,171	11,288	-1.0%	24,409	26,100	-6.5%	150,881	151,972	-0.7%
January	114,656	111,380	2.9%	11,157	11,053	0.9%	23,857	24,257	-1.6%	149,670	146,689	2.0%
February	105,981	108,224	-2.1%	10,263	10,641	-3.6%	23,136	24,154	-4.2%	139,380	143,019	-2.5%
March	111,550	118,100	-5.5%	11,407	11,401	0.1%	25,261	26,701	-5.4%	148,218	156,201	-5.1%
April	-	116,786	-	-	10,958	-	-	24,953	-	-	152,697	-
May	-	119,698	-	-	11,269	-	-	25,094	-	-	156,062	-
June	-	117,924	-	-	10,983	-	-	25,298	-	-	154,206	-

* Scheduled

May not sum to total due to rounding

Total Hours

Period	MetroBus*			MetroLink*			Call-A-Ride			System		
	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change
1st Qtr YTD	385,511	377,198	2.2%	33,678	34,073	-1.2%	83,023	82,416	0.7%	502,212	493,687	1.7%
2nd Qtr YTD	757,543	741,257	2.2%	67,359	67,539	-0.3%	163,196	164,834	-1.0%	988,098	973,629	1.5%
3rd Qtr YTD	1,123,010	1,103,728	1.7%	100,683	101,131	-0.4%	241,068	246,157	-2.1%	1,464,761	1,451,016	0.9%
Full year	-	1,484,149	-	-	134,852	-	-	328,609	-	-	1,947,610	-

July	128,511	128,751	-0.2%	11,293	11,541	-2.2%	26,947	28,057	-4.0%	166,751	168,349	-0.9%
August	132,043	125,480	5.2%	11,561	11,403	1.4%	29,001	27,273	6.3%	172,605	164,156	5.1%
September	124,957	122,967	1.6%	10,824	11,128	-2.7%	27,075	27,086	0.0%	162,856	161,181	1.0%
October	125,946	124,311	1.3%	11,255	11,221	0.3%	27,172	28,270	-3.9%	164,373	163,802	0.3%
November	121,835	116,548	4.5%	11,092	10,784	2.9%	26,139	25,907	0.9%	159,065	153,239	3.8%
December	124,252	123,199	0.9%	11,334	11,461	-1.1%	26,862	28,241	-4.9%	162,448	162,901	-0.3%
January	123,580	119,676	3.3%	11,322	11,217	0.9%	25,984	26,301	-1.2%	160,886	157,193	2.3%
February	114,244	116,372	-1.8%	10,423	10,803	-3.5%	24,801	26,112	-5.0%	149,468	153,288	-2.5%
March	127,644	126,424	1.0%	11,578	11,572	0.1%	27,087	28,910	-6.3%	166,309	166,906	-0.4%
April	-	124,966	-	-	11,128	-	-	27,240	-	-	163,334	-
May	-	128,659	-	-	11,443	-	-	27,449	-	-	167,551	-
June	-	126,796	-	-	11,150	-	-	27,763	-	-	165,709	-

* Scheduled

May not sum to total due to rounding

Operating Expense by Mode

Period	MetroBus			MetroLink			Call-A-Ride			System		
	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change
1st Qtr YTD	\$38,614,628	\$40,710,236	-5.1%	\$18,428,785	\$19,851,015	-7.2%	\$6,421,064	\$6,134,183	4.7%	\$63,464,477	\$66,695,435	-4.8%
2nd Qtr YTD	\$77,106,324	\$79,499,292	-3.0%	\$36,647,226	\$39,898,530	-8.1%	\$12,892,164	\$12,764,435	1.0%	\$126,645,714	\$132,162,257	-4.2%
3rd Qtr YTD	\$117,020,729	\$118,873,958	-1.6%	\$57,867,755	\$58,477,891	-1.0%	\$19,346,033	\$19,073,278	1.4%	\$194,234,517	\$196,425,127	-1.1%
Full year	-	\$157,903,436	-	-	\$80,439,755	-	-	\$25,989,359	-	-	\$264,332,550	-

1st Qtr	\$38,614,628	\$40,710,236	-5.1%	\$18,428,785	\$19,851,015	-7.2%	\$6,421,064	\$6,134,183	4.7%	\$63,464,477	\$66,695,434	-4.8%
2nd Qtr	\$38,491,696	\$38,789,056	-0.8%	\$18,218,441	\$20,047,515	-9.1%	\$6,471,100	\$6,630,252	-2.4%	\$63,181,237	\$65,466,823	-3.5%
3rd Qtr	\$39,914,405	\$39,374,666	1.4%	\$21,220,529	\$18,579,361	14.2%	\$6,453,869	\$6,308,843	2.3%	\$67,588,803	\$64,262,870	5.2%
4th Qtr	-	\$39,029,477	-	-	\$21,961,864	-	-	\$6,916,081	-	-	\$67,907,422	-

Unscheduled Absenteeism

Period	Operators			Maintenance			Facility Support			Total		
	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change
1st Qtr YTD	4.3%	4.1%	0.2%	2.5%	2.0%	0.5%	1.6%	1.5%	0.1%	3.8%	3.5%	0.3%
2nd Qtr YTD	3.9%	4.0%	-0.2%	2.8%	1.8%	1.0%	2.1%	1.8%	0.3%	3.5%	3.4%	0.1%
3rd Qtr YTD	3.6%	4.2%	-0.6%	2.7%	1.7%	1.0%	1.8%	2.0%	-0.2%	3.3%	3.6%	-0.3%
Full year	-	4.2%	-	-	1.7%	-	-	2.0%	-	-	3.6%	-

July	4.5%	3.9%	0.7%	3.0%	2.7%	0.3%	1.2%	1.1%	0.1%	3.9%	3.4%	0.5%
August	4.5%	4.1%	0.3%	2.4%	2.2%	0.2%	1.3%	1.8%	-0.6%	3.8%	3.6%	0.2%
September	4.1%	4.3%	-0.3%	2.3%	1.1%	1.2%	2.4%	1.6%	0.8%	3.6%	3.5%	0.1%
October	3.6%	4.5%	-0.9%	3.7%	2.0%	1.7%	3.2%	2.7%	0.4%	3.6%	3.9%	-0.3%
November	3.4%	4.0%	-0.6%	2.0%	1.5%	0.5%	1.9%	1.9%	0.0%	3.0%	3.3%	-0.4%
December	3.1%	3.4%	-0.3%	3.4%	1.3%	2.1%	2.7%	1.5%	1.2%	3.1%	2.8%	0.3%
January	2.8%	4.5%	-1.6%	2.4%	1.0%	1.4%	1.4%	2.0%	-0.6%	2.6%	3.6%	-1.0%
February	2.7%	4.6%	-1.9%	2.3%	1.8%	0.5%	0.7%	3.0%	-2.3%	2.4%	4.0%	-1.6%
March	3.6%	4.8%	-1.2%	2.6%	1.3%	1.3%	1.3%	2.0%	-0.7%	3.2%	3.9%	-0.7%
April	-	4.8%	-	-	1.5%	-	-	1.2%	-	-	3.9%	-
May	-	3.9%	-	-	1.3%	-	-	2.4%	-	-	3.3%	-
June	-	4.3%	-	-	2.5%	-	-	2.5%	-	-	3.8%	-

Gateway Arch

	Income Before Depreciation and Transfers		
Quarter	FY 2017	FY 2016	Change
1st Qtr YTD	\$1,039,951	\$555,478	87.2%
2nd Qtr YTD	\$531,913	\$2,063,675	-74.2%
3rd Qtr YTD	(\$539,823)	\$1,529,447	-135.3%
Full Year	-	\$2,399,823	-

	Tram Ridership		
Quarter	FY 2017	FY 2016	Change
1st Qtr YTD	282,884	313,500	-9.8%
2nd Qtr YTD	382,131	441,738	-13.5%
3rd Qtr YTD	384,735	462,780	-16.9%
Full Year	-	696,905	-

	Tram Ridership		
Month	FY 2017	FY 2016	Change
July	136,582	151,269	-9.7%
August	90,205	101,490	-11.1%
September	56,097	60,741	-7.6%
October	57,977	55,554	4.4%
November	41,189	41,001	0.5%
December	81	31,683	-99.7%
January	907	4,513	-79.9%
February	1,339	-	NA
March	358	16,529	-97.8%
April	-	48,136	-
May	-	73,161	-
June	-	112,828	-

Riverfront Attractions

	Riverboat Passengers		
Month	FY 2017	FY 2016	Change
July	26,062	1,665	1465.3%
August	16,070	17,180	-6.5%
September	11,160	10,463	6.7%
October	8,676	8,641	0.4%
November	2,671	2,233	19.6%
December	176	107	64.5%
January	-	-	-
February	-	-	-
March	4,166	5,210	-20.0%
April	-	10,229	-
May	-	12,829	-
June	-	19,031	-

Quarter	FY 2017	FY 2016	Change
1st Qtr YTD	53,292	29,308	81.8%
2nd Qtr YTD	64,815	40,289	60.9%
3rd Qtr YTD	68,981	45,499	51.6%
Full Year	-	87,588	-

	Income (Loss) Before Depreciation		
Quarter	FY 2017	FY 2016	Change
1st Qtr YTD	\$499,884	\$9,839	4980.6%
2nd Qtr YTD	\$342,888	(\$77,715)	541.2%
3rd Qtr YTD	\$108,251	(\$223,574)	148.4%
Full Year	-	\$112,980	-

	Riverboat Cruises		
Quarter	FY 2017	FY 2016	Change
1st Qtr YTD	442	247	78.9%
2nd Qtr YTD	542	354	53.1%
3rd Qtr YTD	593	401	47.9%
Full Year	-	790	-

	Riverboat Days of Operation		
Quarter	FY 2017	FY 2016	Change
1st Qtr YTD	92	63	46.0%
2nd Qtr YTD	151	124	21.8%
3rd Qtr YTD	179	149	20.1%
Full Year	-	239	-

St. Louis Downtown Airport

	Fuel Sales in Gallons		
Month	FY 2017	FY 2016	Change
July	127,857	169,207	-24.4%
August	144,799	167,025	-13.3%
September	129,059	171,343	-24.7%
October	157,004	150,389	4.4%
November	128,585	123,096	4.5%
December	149,794	154,169	-2.8%
January	111,414	147,092	-24.3%
February	128,823	133,737	-3.7%
March	160,634	156,372	2.7%
April	-	157,260	-
May	-	168,594	-
June	-	151,361	-

Quarter	FY 2017	FY 2016	Change
1st Qtr YTD	401,715	507,575	-20.9%
2nd Qtr YTD	837,098	935,229	-10.5%
3rd Qtr YTD	1,237,969	1,372,430	-9.8%
Full Year	-	1,849,645	-

	Income (Loss) Before Depreciation		
Quarter	FY 2017	FY 2016	Change
1st Qtr YTD	(\$38,424)	\$55,765	-168.9%
2nd Qtr YTD	(\$41,634)	\$44,289	-194.0%
3rd Qtr YTD	(\$69,691)	(\$46,887)	-48.6%
Full year	-	(\$188,991)	-

	Aircraft Movements		
Quarter	FY 2017	FY 2016	Change
1st Qtr YTD	30,468	23,433	30.0%
2nd Qtr YTD	57,578	49,722	15.8%
3rd Qtr YTD	80,914	73,234	10.5%
Full Year	-	101,227	-

	Average Based Aircraft		
Quarter	FY 2017	FY 2016	Change
1st Qtr YTD	322	329	-2.0%
2nd Qtr YTD	320	329	-2.7%
3rd Qtr YTD	319	328	-2.6%
Full Year	-	326	-

St. Louis Regional Freightway

Income (Loss) Before Depreciation

Quarter	FY 2017	FY 2016	Change
1st Qtr YTD	(\$60,025)	\$37,779	-258.9%
2nd Qtr YTD	(\$177,325)	(\$7,785)	-2177.8%
3rd Qtr YTD	(\$302,804)	(\$27,320)	-1008.4%
Full Year	-	(\$223,461)	-

Quarter	FY 2017	FY 2016	Change
1st Qtr	(\$60,025)	\$37,779	-258.9%
2nd Qtr	(\$117,300)	(\$45,564)	-157.4%
3rd Qtr	(\$125,479)	(\$19,534)	-542.4%
4th Qtr	-	(\$196,142)	-

Executive Services

Income (Loss) Before Depreciation

Quarter	FY 2017	FY 2016	Change
1st Qtr YTD	\$302,574	\$325,942	-7.2%
2nd Qtr YTD	\$375,460	\$303,998	23.5%
3rd Qtr YTD	\$220,515	\$150,631	46.4%
Full Year	-	\$313,291	-

Quarter	FY 2017	FY 2016	Change
1st Qtr	\$302,574	\$325,942	-7.2%
2nd Qtr	\$72,886	(\$21,944)	432.1%
3rd Qtr	(\$154,945)	(\$153,367)	-1.0%
4th Qtr	-	\$162,659	-

Definitions

Transit

Customer complaint

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

Expense

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

Failure

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

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

Farebox recovery

Passenger revenue as a percent of operating expense.

Fleet size

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

On-time performance

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

Metro Call-A-Ride: Appointments are made giving the passenger an estimated arrival time. A trip is considered on-time if arrival for the appointment is within 20 minutes before or after the appointment time.

Operating expense

Expense less leases and rentals, which is a National Transit Database definition. Allocations by mode are based on National Transit Database instructions which are different than the management-developed cost allocation model. (See also "Expense.")

Passenger boardings

Includes original revenue vehicle boardings and all transfers based on bus farebox counts, MetroLink ridership modeling using Automatic Passenger Counter (APC) technology, and actual Call-A-Ride passengers.

Transit

Passenger injury

Physical harm or alleged physical harm to a passenger or bystander involved in an Agency accident. One vehicle accident may result in multiple injuries.

Revenue hours

Time that MetroBus/Call-A-Ride vehicles or MetroLink trains operate in passenger service including special service.

Revenue miles

Distance that MetroBus/Call-A-Ride vehicles or MetroLink trains operate in passenger service including special service.

Revenue recovery

Passenger revenue, Transit Management Association revenue, and paratransit contractual revenue as a percent of expense.

Ridership

Total passenger boardings.

Roadcall

MetroBus revenue service interruption whereby the vehicle is delayed because of mechanical, tire, farebox, wheelchair lift or other equipment failure. A delay is not counted as a roadcall unless the delay is five minutes or more.

Subsidy

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

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

Total hours

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

Total miles

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

Unscheduled absenteeism

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

Vehicle accident

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

Vehicle miles

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

Non-Transit

Aircraft movement

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

Airport fuel sales (gallons)

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

Arch tram ridership

Number of adult and child tickets sold.

Based aircraft

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

Riverfront Attractions

Includes the Gateway Arch Riverboats and bike rentals, operated by Metro, and a heliport owned by Metro but operated under contract by another party.



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Memorandum

To: Finance and Administration Committee

From: Larry B. Jackson 
Executive Vice President – Administration

Date: April 27, 2017

**Subject: Quarterly Procurement Activity Report
Third Quarter Fiscal Year 2017**

BSD Board Policy Chapter 50 Section 010 Paragraph N.3 requires that we provide quarterly reports to the Board relating to procurement activities, which exceed \$100,000, including contract modifications and award of options. The report format that has been used the past several years includes the key sections that are explained below.

Section 1 – Non-Competitive Procurement Trend

Federal regulations and Board Policy require that all procurements be conducted in a manner which fosters full and open competition. In certain instances however, competition is not feasible or practical. This section of the report summarizes the trend and relationship of non-competitive spend to total spend. All individual non-competitive contract awards exceeding \$100,000 are presented to the Board of Commissioners for approval prior to award. Other non-competitive expenditures must be approved by the appropriate Division Vice President, the Vice President of Procurement, and the President & CEO prior to award.

Section 2 – Procurement Contract Awards

This report lists all major (>\$100,000) contract awards during the reporting period and the relevant contract information for each. Information in this report is now listed in descending contract dollar value as requested previously by the Committee.

Section 3 – Contract Modifications

This report lists all contract modification actions executed during the period where the total revised contract amount exceeds \$100,000. Contract modifications include changes to contract scope, exercise of options and extensions, or other actions effecting the contract term. Information in this report is listed in descending contract dollar value as requested previously by the Committee.

Section 4 – Davis Bacon Act Projects

The Davis Bacon Act requires that all construction contracts financed with Federal assistance contain provisions requiring that all laborers and mechanics employed by the contractors or subcontractors to work on the project must be paid wages not less than those established for the area by the Secretary of Labor. The contractors listed in this section submit weekly “certified payrolls” to BSD, which we monitor in accordance with the regulatory requirements.

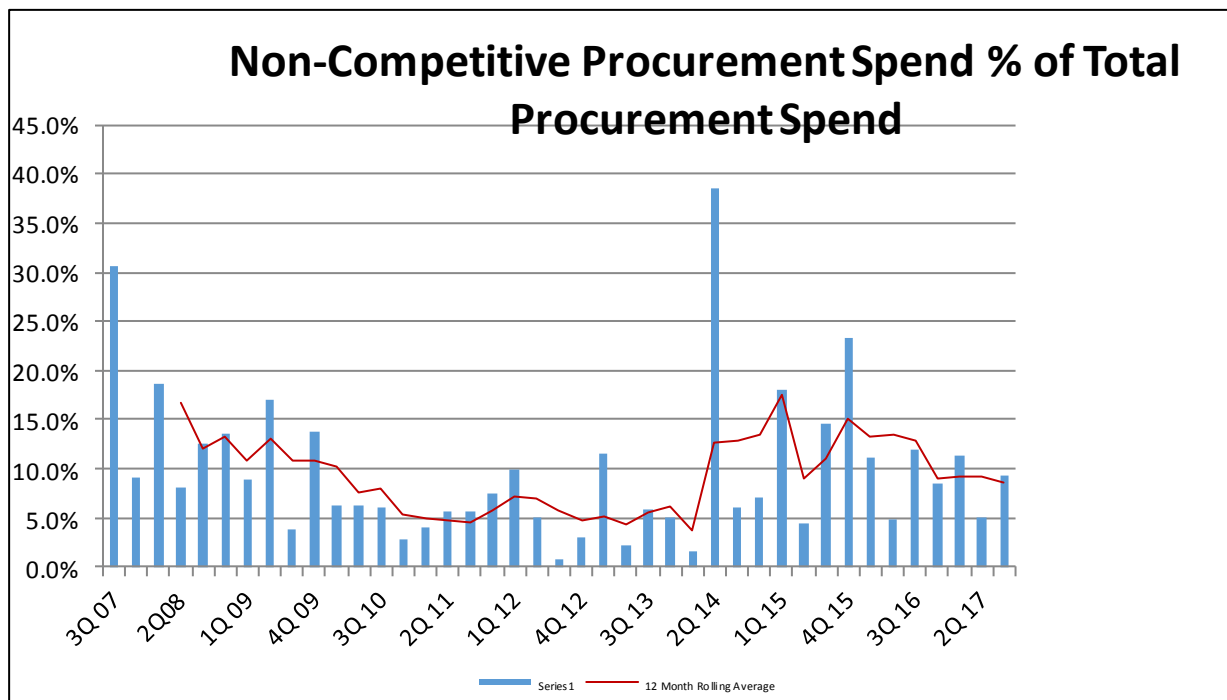
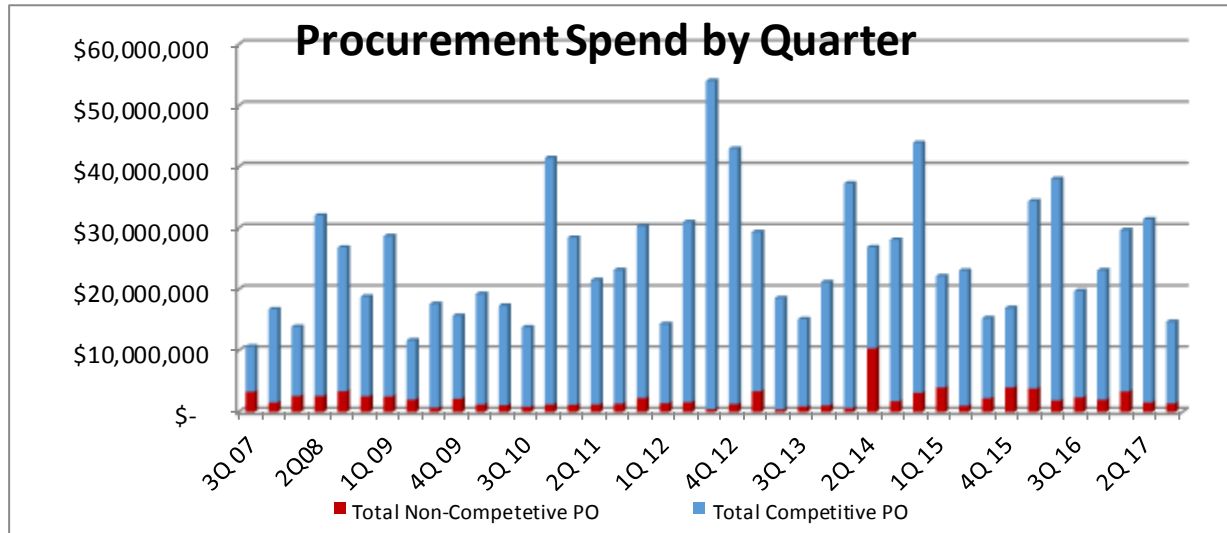
Section 5 – Procurement Card Administration

BSD’s Procurement Department administers a Procurement Card Program, which provides a means for cardholders to procure low-dollar goods and services independently. This program reduces the administrative burden of processing Purchase Orders and Check Requests for small dollar purchases (typically less than \$2500). The report included in this section details the overall volume of transactions and information related to procedural violations and administrative actions on those violations.

Please feel free to contact me with any suggestions, questions, or information requests that you may have.

Procurement Activity Report **Non-Competitive Procurement Trend** **Third Quarter FY2017**

Third Quarter 2017 Non-Competitive Procurements totaled \$ 1,370,869 or 9.3% of total Purchase Order Commitment volume of \$14,705,296. Last 12 months Non-Competitive Procurements totaled \$10,578,256 or 8.9% of total Purchase Order Commitment volume of \$118,677,211.



**CONTRACT AWARDS EXCEEDING \$100,000
JULY1,2016 - MARCH 31, 2017**

<u>Number</u>	<u>Rev</u>	<u>Description</u>	<u>Type</u>	<u>Order Date</u>	<u>Supplier</u>	<u>Amount</u>	<u>Buyer</u>	<u>Closure Status</u>	<u>DBE Goal</u>
54416	0	15-RFP-100793-DH Heavy Duty Transit Buses TASK ORDER #2 2017 Production	Standard Purchase Order	11/10/16	GILLIG LLC	\$ 12,475,148.00	Hill, Diana L	Open	N/A
N/A	0	16-RFP-102885-DR Dental Plan Services - Period of Performance: January 1,2017 - December 31, 2021	Contract Purchase Agreement	07/15/16	DELTA DENTAL OF MISSOURI	\$ 6,000,000.00	Rowey, Deborah M	Open	0
54256	0	17-RFP-103314-DGR Union Station Tunnel Rehab Design Services Four (4) Year Contract Period of Performance Nov 2016 - Nov 2020	Contract Purchase Agreement	10/25/16	MODJESKI & MASTERS, INC	\$ 4,432,067.20	Ramsay, David George	Open	8%
53814	0	16-RFP-102633-CB Track Maintenance Services, Three Base Years, Period of Performance July 1, 2016 - June 30, 2019	Contract Purchase Agreement	09/08/16	IRONHORSE INC	\$ 1,737,448.85	Bonds, Charcita M	Open	0
54059	0	16-RFP-102840-DR - Life and Disability Insurance Services - Three Base Years and Two Option Years - Period of Performance: January 1, 2017 - December 31, 2021	Contract Purchase Agreement	09/30/16	RELIANCE STANDARD LIFE INSURANCE COMPANY	\$ 1,312,778.00	Rowey, Deborah M	Open	0
54016	0	16-RFP-102975-CG Development and Implementation of Marketing Activities for Metro Transit, Three Base Years and Two Option Years, Period of Performance September 30, 2016 - September 29, 2021	Contract Purchase Agreement	09/28/16	PAVLOV ADVERTISING, LLC	\$ 1,200,000.00	Gates, Carol Renee	Open	0
54058	0	16-RFP-102840-DR - Life and Disability Insurance Services - Three Base Years and Two Option Years - Period of Performance: January 1, 2017 - December 31, 2021	Contract Purchase Agreement	09/30/16	STANDARD INSURANCE COMPANY	\$ 874,264.00	Rowey, Deborah M	Open	0
54691	0	16-RFP-103082-DR - Budget & Capital Planning Software System and Implementation - Period of Performance: January 9, 2017 - January 8, 2019	Standard Purchase Order	12/07/16	TAGETIK NORTH AMERICA, LLC	\$ 856,763.00	Rowey, Deborah M	Open	0
53355	0	16-SS-103219-CB Trigen - Spruce St. Relocation Steam Line Base Contract Period of Performance 5/26/2016 thru 8/6/2016	Standard Purchase Order	07/22/16	TRIGEN-ST LOUIS ENERGY CORPORATION	\$ 677,550.00	Bonds, Charcita M	Open	0
53140	2	16-RFP-102886-CG Development and Implementation of Marketing Activities, Base Year One, Period of Performance July 7, 2016 - July 6, 2017	Contract Purchase Agreement	07/07/16	WERREMEYER, INC	\$ 600,000.00	Gates, Carol Renee	Open	0

**CONTRACT AWARDS EXCEEDING \$100,000
JULY1,2016 - MARCH 31, 2017**

<u>Number</u>	<u>Rev</u>	<u>Description</u>	<u>Type</u>	<u>Order Date</u>	<u>Supplier</u>	<u>Amount</u>	<u>Buyer</u>	<u>Closure Status</u>	<u>DBE Goal</u>
55576	1	17-SB-103880-DAB Call-A-Ride Van Cleaning, Two Base Years and Three Option Years, Period of Performance April 1, 2017 - March 31, 2022	Contract Purchase Agreement	03/15/17	MERS/GOODWILL	\$ 523,932.24	Baldwin, Deborah A	Open	12%
55589	0	17-RFP-103939-SG Bi-State Development Broker of Record Services	Contract Purchase Agreement	02/02/17	McGriff Seibels & Williams	\$ 498,750.00	Griffin, Sandra P	Open	
55460	0	17-RFP-103768-CG Metro Transit Comprehensive Operational Analysis, Period of Performance March 1, 2017 - June 1, 2018	Contract Purchase Agreement	02/28/17	TRANSPORTATION MANAGEMENT & DESIGN, INC	\$ 448,342.00	Gates, Carol Renee	Open	0
53671	0	Transit Master Equipment/Software Maintenance Agreement with Trapeze Group, Period of Performance July 1, 2016 - June 30, 2017.	Standard Purchase Order	08/23/16	TRAPEZE SOFTWARE GROUP	\$ 435,794.00	Hill, Diana L	Closed	0
54187	0	17-SB-103489-DAB Industrial Cleaning of Central (Main Shop) Facility, Two Base Years and Two Option Years, Period of Performance October 14, 2016 - October 13, 2020	Contract Purchase Agreement	10/14/16	LRL COMMERCIAL CLEANING INC	\$ 435,252.20	Baldwin, Deborah A	Open	12%
53322	0	14-SB-99133-DH Lubricants - Bulk, Drum and Keg, BALANCE OF Five Base Years, Period of Performance July 20, 2016 - March 2, 2019 (Change of Distributors)	Contract Purchase Agreement	07/20/16	HERITAGE PETROLEUM, LLC	\$ 373,740.00	Hill, Diana L	Open	0
53737	0	17-RFQ-103422-DAB Winter Storm Supplies - Bag Sand and Bag Magnesium Chloride	Standard Purchase Order	08/30/16	KIRKWOOD MATERIAL SUPPLY, INC.	\$ 328,950.00	Baldwin, Deborah A	Open	0
53516	0	17-SS-103496-MD AAIM Employers Association for Supervisor Training Program	Standard Purchase Order	08/05/16	AAIM MANAGEMENT ASSOCIATION	\$ 325,090.00	Dillard, Marian Denise	Open	0
54287	0	16-RFP-102859-DR - Pre-Employment Background Investigation Services - One Base Year and Three Option Years - Period of Performance: - October 26, 2016 - October 25, 2020	Contract Purchase Agreement	10/26/16	ACCUSOURCE, INC	\$ 300,000.00	Rowey, Deborah M	Open	0
54651	0	17-SS-103773-CG Remix Software, Three Base Years, Period of Performance December 5, 2016 - November 4, 2019	Contract Purchase Agreement	12/05/16	REMIX SOFTWARE INC	\$ 290,000.00	Gates, Carol Renee	Open	0

**CONTRACT AWARDS EXCEEDING \$100,000
JULY1,2016 - MARCH 31, 2017**

<u>Number</u>	<u>Rev</u>	<u>Description</u>	<u>Type</u>	<u>Order Date</u>	<u>Supplier</u>	<u>Amount</u>	<u>Buyer</u>	<u>Closure Status</u>	<u>DBE Goal</u>
53800	0	17-SB-103372-CG Feeder Wire Rehabilitation and Substation Waterproofing at MO-02, Period of Performance September 14, 2016 - April 1, 2017	Standard Purchase Order	09/07/16	TGB, INC.	\$ 288,551.00	Gates, Carol Renee	Open	0
55398	2	17-SB-103918-CG Audit Services - Pension and 401(k) Retirement Plans, Three Base Years and Two Option Years, Period of Performance February 23, 2017 - January 22, 2022	Contract Purchase Agreement	02/21/17	MAYER HOFFMAN MCCANN P.C.	\$ 280,675.00	Gates, Carol Renee	Open	0
54958	1	17-RFQ-103909-SG Food, Beverage, Produce, and Supply Items for the Gateway Riverboats Period of Service January 1, 2017 to December 31, 2017	Standard Purchase Order	01/09/17	US FOODSERVICE INC	\$ 266,500.00	Griffin, Sandra P	Open	0
53673	1	16-RFP-102644-DR - On-Call Finance/Accounting Consulting Services - Three Base Years and Two Option Years - Period of Performance: Septembr 1, 2016 - August 31, 2021	Contract Purchase Agreement	08/23/16	PS GROUP, INC	\$ 250,000.00	Rowey, Deborah M	Open	0
53672	1	16-RFP-102644-DR - On-Call Finance/Accounting Consulting Services - Three Base Years and Two Option Years - Period of Performance: Septembr 1, 2016 - August 31, 2021	Contract Purchase Agreement	08/23/16	CBIZ OPERATIONS, INC	\$ 250,000.00	Rowey, Deborah M	Open	0
54131	0	17-SB103398-SG, MetroBus Timetables Panel Sizes 4 thru 9, Two Base Yrs and One Option Yr September 20, 2016 to September 19, 2019	Contract Purchase Agreement	10/07/16	JAMES MULLIGAN PRINTING CO	\$ 233,704.00	Griffin, Sandra P	Open	0
55344	0	17-SB-103437-DAB Maintenance of Way (MOW) Truck	Standard Purchase Order	02/15/17	CTEC HOLDING CO LLC	\$ 223,650.00	Baldwin, Deborah A	Open	0
54621	1	17-RFP-103834-CG e-Builder Software Services, One Base Year and Two Option Years, Period of Peformance December 1, 2016 - November 30, 2017	Contract Purchase Agreement	12/01/16	E-BULIDER, INC	\$ 216,605.00	Gates, Carol Renee	Open	0
54242	0	16-SB-103100-DAB Metro's Towing and Wrecker Services Three Base Years with Two Option Years, Period of Peformance October 16, 2016 - October 15, 2021	Contract Purchase Agreement	10/21/16	MIKE'S TOWING AND AUTOMOTIVE	\$ 210,000.00	Baldwin, Deborah A	Open	0
54402	0	17-SB-103729-CG Oracle Analytics Software, Base Year 1 Period of Deliverables November 9, 2016 - November 8, 2017	Standard Purchase Order	11/09/16	MYTHICS INC	\$ 198,851.40	Gates, Carol Renee	Closed	0

**CONTRACT AWARDS EXCEEDING \$100,000
JULY1,2016 - MARCH 31, 2017**

<u>Number</u>	<u>Rev</u>	<u>Description</u>	<u>Type</u>	<u>Order Date</u>	<u>Supplier</u>	<u>Amount</u>	<u>Buyer</u>	<u>Closure Status</u>	<u>DBE Goal</u>
53298	1	National Park Service - Arch Transportation System Tram Mechanics & Materials - Remainder of FY16 invoices (still to be received from NPS)- Bill# BV652017002	Standard Purchase Order	07/19/16	NATIONAL PARK SERVICE	\$ 197,730.48	Dillard, Marian Denise	Open	0
53128	0	16-RFP-102778-SG - Threat Vunerability Assessment Consultant	Contract Purchase Agreement	07/06/16	COUNTERMEASURES ASSESSMENT & SECURITY EXPERTS (CASE)	\$ 195,723.06	Sandra Griffin	Open	0
55453	0	17-SB-103433-DAB Purchase and Delivery of ROTO Dump with Rail Gear	Standard Purchase Order	02/27/17	TRUCK CENTERS INC	\$ 186,439.00	Baldwin, Deborah A	Open	0
54268	0	17-SB-103379-DAB Safety Footwear Services, Three Base Years and Two Option Years, Period of Performance October 28, 2016 - October 27, 2021	Contract Purchase Agreement	11/07/16	RED WING BRANDS OF AMERICA INC	\$ 174,600.00	Baldwin, Deborah A	Open	0
54267	0	17-SB-103379-DAB Safety Footwear Services Three Base Years and Two Option Years, Period of Performance October 28, 2016 - October 27, 2021	Contract Purchase Agreement	11/07/16	SID BOEDEKER SAFETY SHOE SERVICE INC	\$ 174,600.00	Baldwin, Deborah A	Open	0
53731	0	17-RFQ-103422-DAB Winter Storm Supplies - Bulk Salt	Standard Purchase Order	08/30/16	LANGE-STEGMANN CO	\$ 167,175.00	Baldwin, Deborah A	Open	0
53214	0	16-SB-102814-TJ NORTH COUNTY TRANSIT CENTER,ONE BASE YEAR & TWO ONE YEAR OPTIONS, PERIOD OF PERFORMANCE BASE YEAR 1, AUGUST 1, 2016 - JULY 31, 2017	Contract Purchase Agreement	07/25/16	MERS/GOODWILL	\$ 151,300.00	Johnson, Theresa	Open	13%
55041	0	17-SB-103955-CG Advanced Security Option and Data Masking for Oracle Databases, Period of Deliverables January 17, 2017 - January 16, 2018	Standard Purchase Order	01/17/17	MYTHICS INC	\$ 142,252.00	Gates, Carol Renee	Open	0
54821	0	Improvements to 6th Floor leasehold expansion of 2362 square feet	Standard Purchase Order	12/20/16	INTERIOR SYSTEMS CONTRACTING INC	\$ 125,000.00	Gates, Carol Renee	Open	0

Contract Modifications
July 1, 2016-March 31, 2017

Contract #	Task Order	Mod #	Description	Reason for Mod	Contractor	DBE %	Original Contract Amount	Mod Date	Mod Amount	Revised Contract Amount	Funding Source	# Days Extended	# of Extensions to Date
12-RFP-5826-SS/CG		2	Soda Vending Machinge Concession	Time Extension	Griesedieck Vending Service	0%	N/A	01/10/17	N/A	N/A	N/A	90	1
12-SB-5786-MM		7	Eads Bridge Rehab Credit	Closing of Contract. Credits Due	St. Louis Bridge Construction Company	12%	\$36,326,412	02/21/17	-\$699,409	\$39,661,295	MO-96-X005 MO-90-X279 MO-90-X281 Prop M	180	2
13-RFP-5980-SG		12	Security & Fare Enforcement Services	Additional Work Additional Funds	Securitas Security Services USA, Inc	10%	\$3,235,705	12/02/16	\$120,000	\$16,440,008	Operations	0	0
13-RFP-5980-SG		11	Security & Fare Enforcement Services	Additional Funds for base year 3	Securitas Security Services USA, Inc	0%	\$3,235,705	08/08/16	\$100,000	\$16,320,008	Operations	0	0
13-RFP-5980-SG		10	Security & Fare Enforcement Services	Exercise Option Yr 1	Securitas Security Services USA, Inc	0%	\$3,235,705	08/08/16	\$4,766,954	\$16,220,008	Operations	0	0
10-RFP-5564-DH	CO 25A & 28-31	16	Automatic Fare Collection and Smart Card System	Change in Scope Additional Funds	Indra, USA	0%	\$6,625,896	03/24/17	\$335,288	\$11,638,043	MO-90-X231 Prop M SCCTD	0	0
10-RFP-5564-DH	CO 27	15	Automatic Fare Collection and Smart Card System	Change in Scope Additional Funds	Indra, USA	0%	\$6,625,896	12/12/16	\$349,545	\$11,302,755	Mo-90-X231 Prop M SCCTD	0	0
10-RFP-5564-DH	CO 25 & 26	14	Automatic Fare Collection and Smart Card System	Change in Scope	Indra, USA	0%	\$6,625,896	11/02/16	\$66,344	\$10,953,230	MO-04-0113 Prop M SCCTD	0	0
10-RFP-5564-DH	CO24	13	Automatic Fare Collection and Smart Card System	Change in Scope	Indra, USA	0%	\$6,625,896	08/26/16	\$10,171	\$10,886,866	MO-04-0113 Prop M SCCTD	0	0
10-RFP-5648-DH	9	6	Farebox Collection System	Change in Scope Additional Funds	Scheidt & Bachmann	7%	\$605,121	08/26/16	\$4,653	\$10,355,356	MO-04-0113 Prop M SCCTD	0	0

Contract Modifications
July 1, 2016-March 31, 2017

Contract #	Task Order	Mod #	Description	Reason for Mod	Contractor	DBE %	Original Contract Amount	Mod Date	Mod Amount	Revised Contract Amount	Funding Source	# Days Extended	# of Extensions to Date
10-RFP-5648-DH	8	5	Farebox Collection System	Time Extension Additional Funds	Scheidt & Bachmann	7%	\$605,121	08/02/16	\$21,500	\$10,350,703	MO-04-0113 Prop M SCCTD	360	1
16-SB-102360-CB	CO 07	2	Metro Downtown Transit Center	Change in Scope	KCI Construction Company.	29%	\$7,267	03/23/17	\$3,589	\$7,465,242	MO-90-X296	0	0
16-SB-102360-CB	CO 01- CO 06	1	Metro Downtown Transit Center	Change in Scope	KCI Construction Company	29%	\$7,267	03/17/17	\$194,653	\$7,267,000	MO-90-X296	0	0
16-SB-101846-DGR		3	Spruce Street Bridge Replacement	Time Extension	Kozeny Wagner, Inc.	0%	\$5,283,793	01/31/17	\$132,013	\$5,581,655	Operations	180	1
16-SB-101846-DGR		2	Spruce Street Bridge Replacement	Change in Scope	Kozney Wagner, Inc.	0%	\$5,283,793	07/05/16	\$114,432	\$5,449,642	MO-54-0001	0	0
15-SB-100842-CB	CO 10	11	North County Transfer Center - Phase 1	Change in Scope	C Rallo Contracting	15%	\$5,085,000	03/17/17	\$11,247	\$5,353,315	MO-90-X296	0	0
15-SB-100842-CB		10	North County Transfer Center - Phase 1	Time Extension	C Rallo Contracing	15%	\$5,085,000	02/08/17	\$6,432	\$5,342,068	MO-90-X296	0	0
15-SB-100842-CB	CO 8	9	North County Transfer Center- Phase 1	Change in Scope	C Rallo Contracting	15%	\$5,085,000	09/23/16	\$12,541	\$5,335,636	MO-95-X018 STCF	90	1
15-SB-100842-CB	CO7	8	North County Transfer Center- Phase 1	Change in Scope	C Rallo Contracting	15%	\$5,085,000	09/15/16	\$17,489	\$5,323,095	MO-95-X015	90	1
16-SB-101993-CB	CO1	1	Jefferson National Expansion Memorial Arch Transportaton System Motor-Generator Set Replacement	Change in Scope	The Harlan Company	0%	\$5,002,100	09/21/16	\$49,036	\$5,051,136	Arch Bond	0	0

Contract Modifications
July 1, 2016-March 31, 2017

Contract #	Task Order	Mod #	Description	Reason for Mod	Contractor	DBE %	Original Contract Amount	Mod Date	Mod Amount	Revised Contract Amount	Funding Source	# Days Extended	# of Extensions to Date
12-RFP-5883-DGR		5	ML Structures Inspection Program Engineering Services	Additional Funds Additional Work	Juneau Associates, Inc.	15%	\$4,562,030	03/13/17	\$42,139	\$4,604,169	Operations	0	0
12-RFP-5883-DGR		4	ML Structures Inspection Program Engineering Services	Exercise Option Yr 2	Juneau Associated, Inc.	15%	\$2,455,432	01/20/17	\$930,000	\$4,562,030	Operations	0	0
15-RFP-101065-CB		4	Design/Build Ewing Yard Retaining Wall Remediation Part 2	Change in Scope	St. Louis Bridge Construction Co.	0%	\$4,142,110	1/3/2017	\$13,676	\$4,313,445	MO-90-X296 Prop M	0	0
15-RFP-101065-CB	CO 4	3	Design/Build Ewing Yard Retaining Wall Remediation Part 2	Additional Work Additional Funds	St. Louis Bridge Construction Co.	0%	\$4,142,110	11/15/16	\$14,548	\$4,299,770	MO-90-X296 Prop M	90	1
15-RFP-101065-CB		2	Design/Build Ewing Yard Retaining Wall Remediation Part 2	Change in Scope Additional Funds	St. Louis Bridge Construction Co.	0%	\$4,142,110	10/12/16	\$103,133	\$4,285,222	MO-90-X296 Prop M	90	1
11-RFP-5737-DGR		11	Elevator and Escalator Full Maintenance and Repair	Additional Funds Time Extension	ThyssenKrupp Elevator Corporation	0%	\$2,092,660	01/20/17	\$250,000	\$4,207,706	Operations	300	2
15-RFP-101065-CB	CO 2&3	1	Design/Build Ewing Yard Retaining Wall Remediation Part 2	Change in Scope	St. Louis Bridge Construction Co.	0%	\$4,142,110	09/21/16	\$39,979	\$4,182,089	MO-90-X296 Prop M	90	1
11-RFP-5737-DGR		10	Elevator and Escalator Full Maintenance and Repair	Additional Work	ThyssenKrupp Elevator Corporation	0%	\$2,092,660	07/25/16	\$218,869	\$3,957,706	Operations	90	1
15-RFP-101355-DR		1	Medical ASO & Stop Loss Coverage	Additional Funds	Cigna Behavioral Health	0%	\$3,678,425	12/12/16	\$1,000	\$3,679,425	Operations	0	0
12-RFP-5885-DR		1	Life & Disability and Absence Management Services Base Year 4 FMLA only	Additional Funds	Cigna Life Insurance Co. of North America	0%	\$577,393	12/12/16	\$6,300	\$3,529,321	Operations	0	0

Contract Modifications
July 1, 2016-March 31, 2017

Contract #	Task Order	Mod #	Description	Reason for Mod	Contractor	DBE %	Original Contract Amount	Mod Date	Mod Amount	Revised Contract Amount	Funding Source	# Days Extended	# of Extensions to Date
14-RFP-100998-DR		4	Metro Operator Uniforms	Change in Scope	Leon Uniform Company	0%	\$0	2/6/2017	\$0	\$3,257,250	Transit Operating Uniform Budget	0	0
PO 115611/REQ 54517		3	Trapeze Software License and Maintenance	Change in Scope	Trapeze Software Group	0%	\$289,749	03/20/17	\$89,723	\$3,080,408	Operations	0	0
Req 115611 PO 54516		2	Trapeze Software License and Maintenance Agreement	Change in Scope	Trapeze Software Group	0%	\$169,147	02/07/17	\$87,854	\$2,990,685	Operations	0	0
16-RFP-102248-DR		1	Boyle Ave. / CWE MetroLink Station - Design & Construction Phase Services Contract	Change in Scope	HNTB Corporation	0%	\$2,432,373	02/07/17	\$36,471	\$2,468,844	MO-79-X004	0	0
13-SB-5935-SS/SG		3	Bus Shelter/Transit Center Cleaning	Exercise Option Yr 3	Mers/Goodwill	20%	\$802,302	01/18/17	\$403,804	\$2,013,715	Operations	0	0
15-SB-101402-TJ		2	MO & IL Railcar Cleaning	Additional Funds Additional Work	MERS Goodwill	10%	\$432,000	09/08/16	\$56,624	\$1,710,193	Operations	0	0
15-SB-101402-TJ		1	MO & IL Railcar Cleaning	Change in Scope Additional Funds	MERS Goodwill	10%	\$432,000	08/25/16	\$1,221,058	\$1,653,058	Operations	0	0
12-SB-5833-DAB		4	DeBaliviere Bus Cleaning	Exercise Option Yr 3	MERS/Goodwill	15%	\$617,776	10/21/16	\$338,335	\$1,632,781	Operations	0	0
12-SB-5831-DAB		4	Brentwood Bus Cleaning	Time Extension	World Management	15%	\$529,886	02/08/17	\$68,831	\$1,416,212	Operations	90	1
SB-11-5788-CE-DAB		5	Call-A-Ride Van Cleaning Service	Time Extension Additional Funds	World Management, Inc.	12%	\$478,804	12/01/16	\$63,049	\$1,344,651	Operations	180	2

Contract Modifications
July 1, 2016-March 31, 2017

Contract #	Task Order	Mod #	Description	Reason for Mod	Contractor	DBE %	Original Contract Amount	Mod Date	Mod Amount	Revised Contract Amount	Funding Source	# Days Extended	# of Extensions to Date
11-SB-5788-CE/DAB		4	Call-A-Ride Van Cleaning Service	Time Extension	World Management Inc.	12%	\$478,806	08/03/16	\$63,049	\$1,281,602	Operations	90	1
13-RFP-5975-SS/MD		1	CityArchRiver (CAR) Jefferson National Expansion Memorial (JNEM)	Change in Scope Additional Funds	Maring Weissman (dba) Dovetail	15%	\$993,750	10/10/16	\$238,500	\$1,232,250	JNEM	0	0
14-SB-99459-TJ		1	DeBaliviere Facility Cleaning	Exercise Option Yr 1	ISS Facility Services Inc	15%	\$783,395	08/10/16	\$391,698	\$1,175,093	Operations	0	0
14-SB-100640-SG		1	MetroLink Manual Ticket Sales/Revenue Services	Exercise Option Yr 1	Above All Personnel	10%	\$700,188	08/30/16	\$350,133	\$1,050,321	Operations	0	0
11-RFP-5753-SG/DR		1	Defined Benefit Plan Third Party Administrator.	Exercise Option Yr 2 Additional Funds	Milliman, Inc.	0%	\$0	01/30/17	\$311,927	\$1,005,589	Operations	0	0
12-SB-5823-EM/TJ		5	Illinois Bus Facility Cleaning	Time Extension Additional Funds	World Management, Inc.	17%	\$364,351.52	03/28/17	\$45,544	\$1,001,967	Operations	180	2
12-SB-5832-DAB		6	Central (Main Shop) Industrial Facility Cleaning	Change in Scope	LRL Commercial Cleaning, Inc.	25%	\$429,846	06/13/16	\$ 25,489	\$ 999,541	Operations	180	2
12-SB-5823-EM/TJ		4	Illinois Bus Facility Cleaning	Time Extension	World Management, Inc.	17%	\$182,176	12/13/16	\$45,544	\$956,423	Operations	90	1
13-SB-5989-CB		2	Missouri Ground Maintenance & Landscaping Services	Change in Scope	Ideal Landscape Management, Inc.	17%	\$465,948	11/29/16	\$219,519	\$845,777	Operations	0	0
13-SB-5990-CB		2	Illinois Ground Maintenance & Landscaping	Additional Funds Additional Work	Ideal Landscape Management, Inc.	17%	\$386,710	10/12/16	\$265,092	\$784,392	Operations	0	0
15-RFP-101188-CB	CO1	1	Spruce Street Bridge Replacement - Design & Construction Phase Services	Change in Scope	URS Corporation	22%	\$605,121	08/03/16	\$50,000	\$655,121	MO-95-X266	0	0

Contract Modifications
July 1, 2016-March 31, 2017

Contract #	Task Order	Mod #	Description	Reason for Mod	Contractor	DBE %	Original Contract Amount	Mod Date	Mod Amount	Revised Contract Amount	Funding Source	# Days Extended	# of Extensions to Date
14-RFP-100638-SG		3	Passenger Counting & Surveying	Exercise Option Yr 2	Critique Personnel, Inc.	10%	\$165,720	08/23/16	\$230,020	\$650,760	Operations	0	0
16-SB-102785-CB	CO 3	3	Union Station Tunnel Temporary Repairs	Time Extension	L. Keeley Constructions	0%	\$498,110	12/01/16	\$132,360	\$641,267	Operations	60	1
16-SB-102785-CB	CO 04	4	Union Station Tunnel Temporary Repairs	Change in Scope	L. Keeley Construction	0%	\$498,110	03/17/17	-\$6,785	\$634,482	Operations	60	1
13-RFP-6019-SS/DR		1	Independent Audit Services	Exercise Option Yr 1	Crowe Horwath LLP	0%	\$440,681	01/10/17	\$142,546	\$583,227	Operations	0	0
14-RFP-99505-DR		1	Voluntary Critical Illness and Accident Insurance Program	Additional Funds	Allstate Benefits	0%	\$492,000	12/12/16	\$28,000	\$520,000	Operations	0	0
16-SB-102785-CB		2	Union Station Tunnel Temporary Repairs	Change in Scope	L. Keeley Construction	0%	\$498,110	11/02/16	\$5,113	\$508,907	Operations	0	0
12-SB-102785-CB		1	Union Station Tunnel Temporary Repairs	Change in Scope Additional Funds	L. Keeley Construction	0%	\$498,110	10/20/16	\$5,684	\$503,794	Operations	0	0
10-SB-5352-DH		1	Smart card branding & Customer Education Services of Automated Fare Collection System	Additional Work Additional Funds	Jones Worley Design, Inc.	10%	\$250,000	11/01/16	\$250,000	\$500,000	SCCTD Prop M	0	0
13-RFP-5992-DR		1	Vision Insurance Services	Exercise Option Yr 1	Eye Med Vision Care	0%	\$375,839	1/3/2017	\$124,000	\$499,839	Employee Voluntary	0	0
15-SS-101268-DW		2	JNEM AV/IT Software Production Contract	Time Extension Additional Funds	JNEM AV/IT Software Production Contract	0%	\$497,550	03/27/17	\$1,800	\$499,350	JNEM - OP	90	1
13-RFP-5991-DR/MD	TO3	5	On-Call Information Technology Consulting Services	Temp to Hire	Randstad Technologies	0%	\$61,360	07/21/16	\$23,750	\$483,950	Operations	0	0

Contract Modifications
July 1, 2016-March 31, 2017

Contract #	Task Order	Mod #	Description	Reason for Mod	Contractor	DBE %	Original Contract Amount	Mod Date	Mod Amount	Revised Contract Amount	Funding Source	# Days Extended	# of Extensions to Date
12-SB-5857-EM/TJ		5	Uniform Rental & Cleaning	Additional Funds	G & K Services	10%	\$529,886	09/21/16	\$30,000	\$458,657	Operations	180	2
13-SB-6013-TJ		2	Missouri Yards & Shop Facility Cleaning	Exercise Option Yr 2	World Management	17%	\$111,181	12/28/16	\$111,181	\$444,722	Operations	0	0
16-SB-102506-CG		3	Underground Loop Fire Supression System	Change in Scope	Gateway Fire Protection System Inc.	0%	\$361,237	01/17/17	\$9,757	\$424,314	MO-90X-296	0	0
16-SB-102506-CG		2	Underground Loop Fire Suppression System	Change in Scope	Gateway Fire Protection System Inc.	0%	\$361,237	11/30/16	\$36,939	\$414,557	MO-90X-296	0	0
11-SB-5733-DP/DAB		5	Metro's Towing & Wrecker Services	Additional Funds	Mike's Towing and Automotive Specialties, Inc.	0%	\$225,000	09/09/16	\$15,000	\$410,000	Operations	90	1
13-RFP-5961-SG/DR		5	Metro Background Check Contract	Additional Funds	Inquiries, Inc.	0%	\$ 107,313	10/13/16	\$ 30,093	\$ 406,172	Operations	180	2
11-SB-5733-DP/DAB		4	Metro's Towing & Wrecker Services	Time Extension	Mike's Towing and Automotive Specialties, Inc.	0%	\$225,000	08/02/16	\$10,000	\$395,000	Operations	90	1
16-SB-102506-CG		1	Underground Loop Fire Suppression System	Change in Scope	Gateway Fire Protection System Inc.	0%	\$361,237	11/18/16	\$16,381	\$377,618	MO-90X-296	0	0
12-RFP-5791-SG		1	Financial Advisory Services	Time Extension	Columbia Capital Management, LLC	0%	\$283,250	07/18/16	\$75,000	\$363,750	Operations	180	1
16-RFP-101944-VH-MD		1	Gateway Arch Ticketing Software	Change in Scope	Gateway Ticketing Systems	0%	\$219,250	03/13/17	\$84,079	\$303,329	JNEM	0	0
16-RFP-102859-DR		1	Pre-Employment Background Investigation Services Contract	Change in Scope	AccuSource, Inc.	0%	\$300,000	12/13/16	\$0	\$300,000	Operations	0	0
14-RFP-98761-DR		9	Health & Welfare Consultant Services	Additional Funds	Arthur J. Gallagher	0%	\$287,500	08/15/16	\$10,534	\$298,034	Operations	0	0

Contract Modifications
July 1, 2016-March 31, 2017

Contract #	Task Order	Mod #	Description	Reason for Mod	Contractor	DBE %	Original Contract Amount	Mod Date	Mod Amount	Revised Contract Amount	Funding Source	# Days Extended	# of Extensions to Date
17-SB-103372-CG		1	Feeder Wire Rehabilitation and Substation Waterproofing at MO-02	Change in Scope	T.G.B., Inc.	0%	\$288,551	3/1/2017	\$4,231	\$292,782	MO-54-0001 Prop M	0	0
12-RFP-5799-SG		1	Bond Counsel Services	Time Extension	Gilmore & Bell, PC	0%	\$213,000	07/18/16	\$25,000	\$238,000	Operations	180	1
16-SB-102518-CG		1	Illinois Bus Garage Floor Repair	Additional Work	L. Keeley Construction Company	0%	\$174,455	07/28/16	\$1,796	\$176,251	MO-90-X296 Prop M	0	0
15-RFP-101423-SG		1	Temporary Employee Services for Quality Control Observation (Spotter)	Additional Funds	Above All Personnel	0%	\$50,650	01/19/17	\$40,000	\$175,300	Operations	0	0
16-RFQ-101805-DAB		3	Bus and Van Inspection	Additional Funds	First Transit, Inc.	0%	\$68,200	02/27/17	\$1,640	\$149,366	MO-90-X231 Prop M	0	0
16-RFQ-101805-DAB		2	Bus and Van Inspection	Exercise Option Yr 1	First Transit, Inc.	0%	\$81,926	12/01/16	\$65,800	\$147,726	SCCTED MO-90-X231 MO-34-0004 Prop M	0	0
15-SB-101510-CG		1	Services to Rebuild Alstom Model 5F Switch Machines	Time Extension	Arrowhead Industries LLC	0%	\$140,265	10/03/16	\$0	\$140,265	MO-54-0001 Prop M	180	2
13-SB-5960-TJ		2	Oil Testing & Analysis	Additional Funds	ANA Laboratories, Inc	0%	\$99,128	09/30/16	\$3,462	\$135,632	Operations	0	0
16-SB-102735-CB	CO 4	4	Ewing Backup Generator-Mission Critical Emergency Power	Change in Scope	Streib Electric	0%	\$110,919	11/14/16	\$4,370	\$119,498	MO-90-X296	90	1
16-SB-102735-CB		3	Ewing Backup Generator-Mission Critical Emergency Power	Exercise Option Yr 3	Streib Electric	0%	\$110,919	10/25/16	\$951	\$115,128	MO-90-X296 Prop M	90	1
16-SB-102735-CB		1	Ewing Backup Generator-Mission Critical Emergency Power	Change in Scope	Streib Electric	0%	\$110,919	08/02/16	\$3,258	\$114,177	MO-90-X296	0	0

Contract Modifications
July 1, 2016-March 31, 2017

Contract #	Task Order	Mod #	Description	Reason for Mod	Contractor	DBE %	Original Contract Amount	Mod Date	Mod Amount	Revised Contract Amount	Funding Source	# Days Extended	# of Extensions to Date
16-SB-102735-CB		2	Ewing Backup Generator-Mission Critical Emergency Power	Time Extension	Streib Electric	0%	\$110,919	09/15/16	\$0	\$114,177	MO-90-X296	90	1
13-SB-5982-TJ		1	ATS Van Cleaning Services	Exercise Option Yr 1	World Management, Inc.	15%	\$62,011	07/05/16	\$34,856	\$104,567	Operations	0	0
16-SS-102186-DW/MD		1	St. Louis Regional Freight District Support	Time Extension	Aegis Strategies, LLC	0%	\$69,500	08/04/16	\$30,500	\$100,000	Operations	180	2

Prevailing Wage Report Fiscal Year 2017 (3rd Quarter) January - March 2017

Project: 12-SB-5786-MM EADS BRIDGE REHABILITATION FTA Grant No. MO-96-x005; MO-90-x279; MO-90-x281

Project Control ID: Is Community Hiring Goal a Requirement: No

Prime Contractor	Subcontractor	Sub Subcontractor	Sub Sub Subcontractor	Sub Sub Sub Subcontractor
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6362963300

ST. LOUIS BRIDGE COMPANY

Start Date: **03/06/2012** End **07/30/2016**
Contract Amount: **\$36,326,411.91**

655 LANDMARK DRIVE ,
ARNOLD , MO 63010

636-274-0802

ATK SAFETY SUPPLY INC

Start Date: **10/05/2012**

End Date: **05/25/2013**

314-524-6111

B & P Construction, Inc.

Start Date: **10/02/2012**

End Date: **09/10/2013**

773-721-9350

Era Valdivia Contractors Inc

Start Date: **03/23/2013**

End Date: **04/25/2014**

314-892-2963

M.T.C. Construction dba K. Bates Steel

Start Date: **09/11/2012**

End Date: **11/14/2014**

6364753500

THOMAS INDUSTRIAL COATINGS, INC.

Start Date: **08/19/2012**

End Date: **11/14/2014**

314-773-8813

WESTERN WATERPROOFING

Start Date: **07/06/2013**

End Date: **01/24/2014**

618-398-7575

Wissehr Electrical Contractor

Start Date: **09/09/2012**

End Date: **11/14/2014**

Project: 15-RFP-101065-CB EWING YARD RETAINING WALL REMEDICATION PART 2 - FTA Grant Nos. MO-05-0028, MO-54-001, MO-9C				
Project Control ID: Is Community Hiring Goal a Requirement: No				
Prime Contractor	Subcontractor	Sub Subcontractor	Sub Sub Subcontractor	Sub Sub Sub Subcontractor
6362963300				
ST. LOUIS BRIDGE COMPANY		Start Date: 08/02/2015	End	12/02/2016
		Contract Amount: \$4,142,110.00		
655 LANDMARK DRIVE , ARNOLD , MO 63010				
	6362716300			
	Arrow Drilling	Start Date: 04/06/2016	End Date:	04/14/2016
		Contract Amount: \$0.00		
	314-524-6111			
	B & P Construction, Inc.	Start Date: 08/11/2016		
	6369378300			
	D & S FENCING CO INC	Start Date: 11/20/2015		
	573-339-0675			
	Gerdan Slipforming	Start Date: 09/26/2016	End Date:	09/29/2016
	314-892-2963			
	M.T.C. Construction dba K. Bates Steel	Start Date: 04/19/2016		
	573-635-6300			
	Schrimpf Landscaping	Start Date: 05/09/2016		
	3147278280			
	St. Louis Paving Inc.	Start Date: 10/10/2016	End Date:	10/11/2016
Project: 15-SB-100842-CB NORTH COUNTY TRANSFER CENTER - PHASE 1 FTA Grant No. MO-90-x296, MO-95-x015				
Project Control ID: Is Community Hiring Goal a Requirement: No				
Prime Contractor	Subcontractor	Sub Subcontractor	Sub Sub Subcontractor	Sub Sub Sub Subcontractor
3146642900				
C. RALLO CONTRACTING CO., INC.		Start Date: 01/05/2015	End	07/30/2016
		Contract Amount: \$5,085,000.00		
5000 Kemper , St. Louis , MO 63139				
	3149913255			
	AALCO ENTERPRISES, INC.	Start Date: 03/11/2015		

6366779190 ACCURATE FIRE PROTECTION SYSTEMS, LLC.	Start Date: 03/31/2015
6306081200 AQUA PAVING CONSTRUCTION CO.	Start Date: 02/10/2016
314-785-0078 BRK ELECTRICAL CONTRACTORS, LLC.	Start Date: 01/27/2015
3147070232 BRYDIE CONSTRUCTION	Start Date: 12/14/2015
3142090935 CCR, INC.	Start Date: 09/01/2015
3143495801 DH & A SHEET METAL	Start Date: 10/15/2015
6363495801 DH&A Sheet Metal	Start Date: 09/01/2015
3143301839 GATEWAY CONSTRUCTION SERVICES, INC.	Start Date: 02/06/2015
3142317799 GEORGE WEIS COMPANY	Start Date: 03/11/2015
3143530104 J. W. BOMMARITO CONSTRUCTION	Start Date: 02/01/2015
3145352222 KAEMMERLEN FACILITY SOLUTIONS	Start Date: 05/01/2015
3145206844 KSG ENTERPRISES	Start Date: 02/01/2015
6363321099 MAR-II CONCRETE CO.	Start Date: 09/01/2015

6363985255 Select Steel Services, Inc	Start Date: 09/01/2015
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6362191860 NIGEL'S FLOORING, LLC	Start Date: 06/01/2015
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6363871888	NOR-VEL GRADING & EXCAVATING	Start Date: 02/01/2015	
6963985255	SELECT STEEL SERVICES, INC.	Start Date: 08/01/2015	
6363988038	Select Steel Services	Start Date: 08/01/2015	
6362966667	SHERRELL CONSTRUCTION	Start Date: 11/18/2015	
6036214090	SPAN SYSTEMS, INC.	Start Date: 04/01/2015	End Date: 05/31/2015
636332889	ST. CHARLES GLASS & GLAZING	Start Date: 10/22/2015	
343672181	TJ PLUMBING CO., INC.	Start Date: 03/01/2015	
6364332033	WARREN COUNTY ELECTRIC	Start Date: 02/05/2015	

Project: 15-SB-101657-DGR MISSOURI RADIO SYSTEM TOWER SITE UPGRADES - FTA Grant No. MO-90-x231				
Project Control ID:		Is Community Hiring Goal a Requirement: No		
Prime Contractor	Subcontractor	Sub Subcontractor	Sub Sub Subcontractor	Sub Sub Sub Subcontractor
8478417724				
IHC Construction Companies, LLC		Start Date: 07/30/2015	End	08/30/2016
		Contract Amount: \$1,811,307.55		
1500 Executive Drive , Elgin , IL 60123				
	314-496-2409	Contract ID: 15810-202		
	Above All Tower Climbing	Start Date: 06/21/2016	End Date:	07/03/2016
		Contract Amount: \$48,000.00		
	3148698000	Contract ID: 15810-205		
	COLLINS & HERMANN	Start Date: 08/03/2016	End Date:	09/30/2016
		Contract Amount: \$16,000.00		
	3147812400	Contract ID: 15180-203		
	RJP Electric, LLC	Start Date: 08/26/2015	End Date:	04/01/2016
		Contract Amount: \$190,000.00		
	3148952800	Contract ID: 15810-204		
	SYNERGY CONCEPTS INC	Start Date: 07/25/2016	End Date:	12/31/2016
		Contract Amount: \$84,750.00		

Project: 16-SB-101846-DGR SPRUCE STREET BRIDGE REPLACEMENT FTA Grant No. MO-95-x266

Project Control ID: Is Community Hiring Goal a Requirement: No

Prime Contractor Subcontractor Sub Subcontractor Sub Sub Subcontractor Sub Sub Sub Subcontractor

6362962012
KOZENY WAGNER
Start Date: 10/27/2015 End 09/30/2016
Contract Amount: \$5,283,792.70

951 WEST OUTER ROAD ,
ARNOLD , MO 63010

3148698000
COLLINS & HERMANN
Start Date: 10/13/2015

6369378300
D & S FENCING CO INC
Start Date: 10/20/2015

3144325400
Metron Surveying & Layout Co.
Start Date: 10/13/2015

573-893-2335
Meyer Electric Company, Inc.
Start Date: 10/01/2015

4178646000
Palmerton & Parrish, Inc.
Start Date: 10/13/2015

3148921600
R. V. WAGNER
Start Date: 04/05/2016

LC9658874
RODEN'S LANDSCAPING, INC.
Start Date: 04/05/2016

6363051877
Safway Services LLC
Start Date: 11/02/2015

7037420020
Schnabel Foundation Company
Start Date: 10/27/2015

6364753500
THOMAS INDUSTRIAL COATINGS, INC.
Start Date: 02/01/2016

6362257800
Traffic Control Company
Start Date: 03/22/2016

636-255-0808
TRAMAR CONTRACTING INC.
Start Date: 10/06/2015

6189652222 UNITED IRONWORKERS, INC		Start Date: 01/15/2016	
3147310800 X-L CONTRACTING, INC.		Start Date: 10/06/2015	
Project: 16-SB-101993-CB JNEM ARCH TRANSPORTATION SYSTEM MOTOR-GENERATOR SET REPLACEMENT			
Project Control ID:		Is Community Hiring Goal a Requirement: No	
Prime Contractor	Subcontractor	Sub Subcontractor	Sub Sub Subcontractor
3148902351			
THE HARLAN COMPANY		Start Date: 11/12/2015	End 05/31/2017
		Contract Amount: \$5,002,100.00	
1515 PAGE INDUSTRIAL BLVD. , ST. LOUIS , MO 63132			
6363431211			
Aschinger Electric		Start Date: 01/04/2016	End Date: 03/31/2017
		Contract Amount: \$0.00	
6182542323			
Fire Safety Inc.		Start Date: 08/01/2016	End Date: 03/31/2017
		Contract Amount: \$0.00	
2704430680			
Global Gear & Machine Co., Inc		Start Date: 11/30/2016	End Date: 01/31/2017
		Contract Amount: \$170,652.00	
6366802178			
Integrated Facility Services, Inc.		Start Date: 02/08/2016	End Date: 03/31/2017
		Contract Amount: \$0.00	
6369389813			
Meyer Painting Company		Start Date: 03/09/2016	End Date: 03/31/2017
		Contract Amount: \$0.00	
6189310729			
Platinum Scaffolding		Start Date: 11/23/2015	End Date: 02/29/2016
		Contract Amount: \$22,192.00	
000821-200010765			

Professional Environmental Engineers, Inc.	Start Date: 12/17/2015	
	Contract Amount: \$30,507.00	
3142802800		
St. Louis Steel	Start Date: 01/04/2016	End Date: 07/31/2016
3143681714		
X-Cell Electric	Start Date: 01/04/2016	End Date: 03/31/2017
	Contract Amount: \$0.00	

Project: 16-SB-102360-CB METRO DOWNTOWN TRANSIT CENTER - FTA GRANT NO# MO-04-0013; MO-90-X296; MO-95-X261

Project Control ID: Is Community Hiring Goal a Requirement: No

Prime Contractor	Subcontractor	Sub Subcontractor	Sub Sub Subcontractor	Sub Sub Sub Subcontractor
3148948888				
KCI Construction		Start Date: 04/13/2016	End	07/31/2017
		Contract Amount: \$7,267,000.00		
10315 Lake Bluff Drive , St. Louis , MO 63123				
	314.535.6063			
	Acme Glass	Start Date: 02/15/2017		
	6369490605			
	ACOUSTICAL CEILINGS INC	Start Date: 05/01/2017		
	3147766686			
	Allied Waterproofing Company, Inc.	Start Date: 03/01/2017		
	636-937-7500			
	Blakely Sheet Metal, LLC	Start Date: 02/01/2017		
	314-741-1637			
	Control Line, Inc.	Start Date: 07/01/2017		
	636-343-5769			
	CR Painting and More, Inc	Start Date: 06/15/2017		
	3144862038			
	D&L Painting and Drywall, LLC	Start Date: 03/01/2017		
	3142003550			
	Enterprise Industrial Construction	Start Date: 07/15/2016		
	314-329-9300			
	Flooring Systems	Start Date: 06/01/2017		
	314-892-7622			

Gateway Fire Protection Systems, Inc Start Date: **05/01/2017**

3149977440
GEOTECHNOLOGY, INC. Start Date: **06/01/2016**

3145346664
ICS CONSTRUCTION SERVICES Start Date: **06/01/2017**

314-658-5203
Kaemmerlen Electric Company Start Date: **04/25/2016**

3148723400
KMEIER Roof Systems, Inc Start Date: **01/02/2017**

618-277-4280
MAYER LANDSCPAING INC Start Date: **06/01/2016**

3148431000
Merlo Plumbing Co Inc Start Date: **09/19/2016**

3143618090
MISSOURI TERRAZZO Start Date: **12/01/2016**

8477053863
Penn Services LLC Start Date: **11/01/2016**

6363494990
RF MEEH CO Start Date: **04/15/2017**

3146441666
Scallly Waterproofing Start Date: **11/20/2016**

5733925554
SURECUT LAWNCARE LLC Start Date: **03/01/2017**

3147310800
X-L CONTRACTING, INC. Start Date: **07/01/2016**

Project: 16-SB-102506-CG UNDERGROUND LOOP FIRE SUPPRESSION SYSTEM FTA GRANT MO-90-X296, SCCTD

Project Control ID: Is Community Hiring Goal a Requirement: No

Prime Contractor **Subcontractor** **Sub Subcontractor** **Sub Sub Subcontractor** **Sub Sub Sub Subcontractor**

314-892-7622

Gateway Fire Protection Systems, Inc

Start Date: 06/05/2016 End 09/05/2016
Contract Amount: \$361,237.00

1862 Borman Court ,
St Louis , MO 63146

Project: 16-SB-102735-CB EWING BACKUP GENERATOR FTA Grant No MO-90-x296

Project Control ID: Is Community Hiring Goal a Requirement: No

Prime Contractor **Subcontractor** **Sub Subcontractor** **Sub Sub Subcontractor** **Sub Sub Sub Subcontractor**

3144877474

STREIB ELECTRIC COMPANY

Start Date: 04/04/2016 End 08/02/2016
Contract Amount: \$110,919.00

9225 watson industrial park ,
st. louis , Missouri 63126

Project: 16-SB-102785-CB UNION STATION TEMPORARY REPAIRS (OPERATIONAL FUNDED)

Project Control ID: Is Community Hiring Goal a Requirement: No

Prime Contractor **Subcontractor** **Sub Subcontractor** **Sub Sub Subcontractor** **Sub Sub Sub Subcontractor**

3144215933

L. Keeley

Start Date: 06/01/2016 End 11/25/2016
Contract Amount: \$498,110.00

2901 Falling Springs Road ,
Sauget , IL 62206

Project: 17-RFQ-103522-CB NCTC RESTROOM ADDITION (OPERATIONS FUNDED)				
Project Control ID:		Is Community Hiring Goal a Requirement: No		
Prime Contractor	Subcontractor	Sub Subcontractor	Sub Sub Subcontractor	Sub Sub Sub Subcontractor
3142182120 BEN HUR CONSTRUCTION <div> <div>Start Date: 10/28/2016</div> <div>End 12/31/2016</div> </div> <div>Contract Amount: \$72,891.00</div> <div>3783 RIDER TRAIL SOUTH , EARTH CITY , MO 63045</div>				
	314-522-9400 All American Painting Company		Start Date: 11/14/2016	
	3147-785-0078 BRK ELECTRICAL CONTRACTORS, LLC		Start Date: 11/03/2016	
	636-220-8599 Engineered Fire Protection, Inc.		Start Date: 11/14/2016	
	MCC-X0027 Haberberger, Inc.		Start Date: 11/03/2016	
	6369490179 JDS Masonry INC		Start Date: 11/03/2016	
Project: 17-SB-103372-CG FEEDER WIRE REHABILITATION AND SUBSTATION AT MO-02 FTA GRANT MO-54-0001, PROP M				
Project Control ID:		Is Community Hiring Goal a Requirement: No		
Prime Contractor	Subcontractor	Sub Subcontractor	Sub Sub Subcontractor	Sub Sub Sub Subcontractor
3146644444 TGB, INC. <div> <div>Start Date: 10/01/2016</div> <div>End Date: 06/01/2017</div> </div> <div>1104 S. JEFFERSON , ST. LOUIS , MO 63104</div>				

Project: 17-SB-103543-CB, CHESTERFIELD ADA BUS STOPS - PHASE I				
Project Control ID:		Is Community Hiring Goal a Requirement: No		
Prime Contractor	Subcontractor	Sub Subcontractor	Sub Sub Subcontractor	Sub Sub Sub Subcontractor
3148921600				
R. V. WAGNER		Start Date: 11/01/2016	End	12/31/2016
		Contract Amount: \$73,800.00		
4712 GREEN PARK ROAD , ST. LOUIS , MO 63123				

**PROCUREMENT CARD PROGRAM
ADMINISTRATIVE REVIEW STATICS
JULY 1, 2016 - MARCH 31,2017**

	1ST QUARTER FY17		2nd QUARTER FY17		3rd QUARTER FY17		FY2017 YTD TOTAL	
	TRANSACTION COUNT	TRANSACTION AMOUNT	TRANSACTION COUNT	TRANSACTION AMOUNT	TRANSACTION COUNT	TRANSACTION AMOUNT	TRANSACTION COUNT	TRANSACTION AMOUNT
TOTAL TRANSACTIONS	4584	\$ 1,599,513	3888	\$1,398,798	4317	\$1,580,262	12789	\$ 4,578,574
TRANSACTIONS REVIEWED	4584	\$ 1,599,513	3888	\$1,398,798	4317	\$1,580,262	12789	\$ 4,578,574
PERCENTAGE REVIEWED	100%	100%	100%	100%	100%	100%	100%	100%
TRANSACTIONS INVESTIGATED	19	\$ 20,237	13	\$ 22,495	3	\$3,770	35	\$ 46,502
PERCENTAGE OF TOTAL INVESTIGATED	0.4%	1.3%	0.3%	1.6%	0.1%	0.2%	0.3%	1.0%
CONFIRMED PROCEDURAL VIOLATIONS	0 TRANS 0 INCIDENTS	\$ -	2 TRANS 1 INCIDENTS	\$ 4,079	0 TRANS 0 INCIDENTS	\$ -	2 TRANS 1 INCIDENTS	\$ 4,079
CONFIRMED VIOLATION PERCENTAGE OF TOTAL	0.0%	0.0%	0.0%	0.3%	0.0%	0.0%	0.0%	0.1%
TRANSACTIONS WITH SALES TAX	33	\$ 4,221	38	\$ 9,956	74	\$ 631.87	145	\$ 14,808
SALES TAX CHARGED	33	\$ 222	38	\$ 552	50	\$0.00	33	\$ 775
PERCENTAGE OF TOTAL TRANSACTIONS WITH SALES TAX	0.7%	0.3%	1.0%	0.7%	1.7%	0.0%	1.1%	0.3%
REFUNDED SALES TAX	8	\$ 116	9	\$ 407	6	\$522	23	\$ 1,044