

**REVISED  
Notice of Meeting and Agenda**

**Bi-State Development  
Board of Commissioners  
Friday, June 24, 2016, 2:00 p.m.**

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

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

Agenda	Disposition	Presentation
1. Call to Order	Approval	Chairman Dietzel
2. Roll Call	Quorum	S. Bryant
3. Minutes of April 22, 2016, Open Session Board Meeting	Approval	Chairman Dietzel
4. Report of Treasurer	Information	Commissioner Buehlhorn
5. Report of President	Information	J. Nations
6. Operations Committee Report	Information	Commissioner Buehlhorn
7. Audit Committee Report	Information	Commissioner Gully
8. Adjustment of Consent Agenda	Approval	Chairman Dietzel
9. Consent Agenda Item(s)	Approval	Chairman Dietzel
(a) Sole Source Contract Modification With Jones Worley for Automated Fare Collection System Customer Education Services (Operations Committee Recommends Approval)	Approval	J. Nations / R. Friem / T. White
(b) Contract Award to Werremeyer, Incorporated for Development and Implementation of Marketing Activities for Bi-State Development and Its Emerging Enterprises (Operations Committee Recommends Approval)	Approval	J. Nations / D. Williams / L. Jackson
(c) Contract Award: Ironhorse, Incorporated for Track Maintenance Service (Operations Committee Recommends Approval)	Approval	J. Nations / R. Friem / S. Grott / L. Jackson
10. Revision to Board Policy, Chapter 80, <i>Agency Property</i> (Operations Committee Recommends Approval)	Approval	J. Nations / B. Enneking / R. Friem / D. Williams
11. Refunding of Certain Series 2009 and Series 2013 Cross County Bonds / Revised Fifth Amendment to Memorandum of Agreement	Approval	J. Nations / K. Klevorn / T. Fulbright / J. White (Columbia Capital)
12. Refunding of Certain Series 2009 and Series 2013 Cross County Bonds	Approval	J. Nations / K. Klevorn / T. Fulbright / J. White (Columbia Capital)

Agenda	Disposition	Presentation
13. Financial Statements – Third Quarter, Fiscal Year 2016 (Presented to Audit Committee)	Information	J. Nations / K. Klevorn
14. Performance Indicators – Third Quarter, Fiscal Year 2016 (Presented to Audit Committee)	Information	J. Nations / K. Klevorn
15. Procurement Activity Report – Third Quarter, Fiscal Year 2016 (Presented to Audit Committee)	Information	J. Nations / L. Jackson
16. Unscheduled Business	Approval	Chairman Dietzel
17. Public Comment*	Information	Chairman Dietzel
18. Call of Dates for Future Board Meetings	Information	S. Bryant
19. Adjournment to Executive Session	Approval	Chairman Dietzel
<p><i>If such action is approved by a majority vote of The Bi-State Development Agency’s Board of Commissioners who constitute a quorum, the Board may go into closed session to discuss legal, confidential, or privileged matters under §610.021(1), RSMo; leasing, purchase or sale of real estate under §610.021(2); personnel actions under §610.021(3); discussions regarding negotiations with employee groups under §610.021(9); sealed bids, proposals and documents related to negotiated contracts under §610.021(12); personnel records or applications under §610.021(13); records which are otherwise protected from disclosure by law under §610.021(14); records relating to hotlines established for reporting abuse and wrongdoing under §610.021(16); or confidential or privileged communications with the District’s auditor, including auditor work products under §610.021(17).</i></p>		

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

**Open Session Item**

**3**

**BI-STATE DEVELOPMENT  
BOARD OF COMMISSIONERS MEETING  
OPEN SESSION MINUTES  
APRIL 22, 2016**

**Board Members in Attendance**

**Missouri**

Vernal Brown  
Kelley Farrell (absent)  
Constance Gully, Vice Chair (present @8:16 a.m.)  
Aliah Holman, Secretary  
Vincent C. Schoemehl

**Illinois**

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

**Staff in Attendance**

John Nations, President & CEO  
Barbara Enneking, General Counsel and Deputy Secretary  
Shirley Bryant, Certified Paralegal  
Jim Cali, Director of Internal Audit  
Ray Friem, Executive Director, Metro Transit  
Larry Jackson, Executive Vice President for Administration  
Barbara Georgeff, Director of Executive Services  
Kent Swagler, Director, Corporate Compliance and Ethics  
John Langa, Vice President, Economic Development  
John Wagner, Project Manager, Economic Development  
Richard Zott, Chief of Public Safety  
Kathy Klevorn, Sr. Vice President Chief Financial Officer  
Mark Vago, Controller  
Tamara Fulbright, Director, Treasury Services  
Michael Gibbs, Accountant, Business Enterprises  
Jonathan Frederick, Director, Accounting & Budget  
Patti Beck, Director, Communications  
Jerry Vallely, External Communications Manager  
Matthew Hibbard, Social Media Communications Manager  
Kathy Brittin, Director, Risk Management Safety & Claims  
Kerry Kinkade, Acting Vice President, Chief Information Officer  
Charles Stewart, Vice President, Pension & Insurance  
Erick Dahl, Director, St. Louis Downtown Airport  
Tracy Beidleman, Director, Program Development & Grants  
Jackie Covington, Capital Program Analyst  
David Beal, Capital Budget & Program Development Administrator  
Charles Pogorelac, Manager Financial Planning & Budget  
Adam Schisler, Budget System Administrator  
Dan Hinrichs, Business Analyst  
Virginia Alt-Hildebrandt, Temporary Employee  
Fred Bakarich, Director, Engineering Systems  
David Toben, Director, Benefits  
Sarah Clarke, Director, Gateway Arch Operations

### **Others in Attendance**

Jim Lindsey, Bombardier  
Edwillla Massey, Congressional Staffer – Representative Clay’s Office  
Jim Wild, Executive Director, East West Gateway Council of Governments  
Kim Cella, Citizens for Modern Transit  
Tom Curran, St. Louis County  
Cassie Hall, Fox-2

1. **Call to Order**  
8:00 a.m. Chairman Dietzel called the Open Session Board Meeting to order at 8:00 a.m.
2. **Roll Call**  
8:00 a.m. Roll call was taken.
3. **Minutes of February 26, 2016 Open Session Board Meeting**  
8:00 a.m. The February 26, 2016, Open Session Board Meeting minutes were provided in the Board packet. A motion to approve the minutes was made by Commissioner Buehlhorn and seconded by Commissioner Holman. **Motion passed unanimously.**
4. **Report of Treasurer**  
8:00 a.m. No presentation was made. This agenda item was informational only. The Treasurer’s Report was provided in the Board packet and will be kept at the office of the Deputy Secretary.
5. **Report of President**  
8:01 a.m. John Nations, President & CEO, informed the Board that on Wednesday, April 27 at 11:30 a.m., a Regional Freight Summit, hosted by the Regional Freightway, will be held at Bissinger’s, and the keynote speaker will be the Federal Highway Administrator. The presentation will include the Needs Analysis of Freight, the Freight Development Plan, the Advocacy Plan, and the Marketing Plan; all of which Mary Lamie, Executive Director Freight District, has diligently worked on for months. Mr. Nations also reported that the North County Transit Center located in Ferguson, Missouri on Pershall Road opened in March and congratulated Ray Friem, Executive Director Metro Transit on its success. Ground was broken on the Civic Center Project to upgrade the Civic Center Transit Center in downtown St. Louis. Mr. Nations advised that Agenda Item #11 related to the Civic Center Transit Center was not presented to a Committee but this subject has been addressed at previous meetings and due to its importance to the project will be presented on today’s Board agenda for discussion and approval.
6. **Business Services and Economic Development Committee Report**  
8:02 a.m. The March 11, 2016, Business Services and Economic Development Committee Open Session Minutes were provided in the Board packet. Commissioner Holman stated that the Business Services and Economic Development Committee met in Open Session on March 11, 2016, and the draft minutes of that meeting are in the Board packet at tab #6. An information update regarding the CityArchRiver Project and the National Park Services 100<sup>th</sup> Anniversary was presented to the Committee by Jenny Nixon, Executive Director, Tourism Innovation, Tom Dunn, Director, Gateway Arch Riverboats, and Sarah Clarke, Director, Gateway Arch Operations. Mary Lamie, Executive Director, Freight District, presented an informational update regarding the Freight District. The Committee had no action items for approval on the Open Session Agenda. A copy of the report will be kept at the office of the Deputy Secretary.

- 7. Finance and Administration Committee Report**  
**8:03 a.m.** The March 18, 2016, Finance and Administration Committee Open Session Minutes were provided in the Board packet. John Nations, President & CEO, presented the Finance and Administration Committee report stating that the Committee met in Open Session on March 18, 2016, and the draft minutes of that meeting are in the Board packet at tab #7. He advised that the Committee was introducing three items on the Consent Agenda for Board consideration and approval, as follows: Consent Agenda Item 9(a) – Sole Source Contract Award to Gateway Fire Protection Systems, Incorporated; Consent Agenda Item 9(b) – Disadvantaged Business Enterprise Program; and Consent Agenda Item 9(c) – Fiscal Year 2017 Fare Recommendation. Mr. Nations noted that the Committee’s recommendation is that there be no fare increase for FY17. Other items discussed and presented at the Committee included a presentation of the Bi-State Development Operating and Capital Budget FY17 – FY19; the Second Quarter Financial Statements; the Second Quarter Performance Indicators; the Second Quarter Procurement Report; the January Treasury Report; the Pension Plan & 401(k) Retirement Savings Program Investment Performance Update as of December 31, 2015; the Pension Audit Update; the 2015 Pension Valuation Update; the Pension & Insurance – Internal Service Funds Update; the Health Care Reform Impact Update; and Other Post-Employment Benefits (**OPEB**) Trust Review. All of the audits are complete and up-to-date. A copy of this report will be kept at the office of the Deputy Secretary.
- 8. Adjustment of Consent Agenda**  
**8:05 a.m.** There was no adjustment of the Consent Agenda.
- 9. Consent Agenda Item(s): 9(a) Sole Source Contract Award: Gateway Fire Protection Systems, Incorporated (Finance & Administration Committee Recommends Approval) (Resolution #754); 9(b) Disadvantaged Business Enterprise Program (Finance & Administration Committee Recommends Approval) (Resolution #755); 9(c) Fiscal Year 2017 Fare Recommendation (Finance & Administration Committee Recommends Approval) (Resolution #757).**  
**8:05 a.m.** A motion to approve the Consent Agenda items was made by Commissioner Schoemehl and seconded by Commissioner Buehlhorn. **Motion passed unanimously.**
- 10. Bi-State Development Operating and Capital Budget, Fiscal Years 2017 – 2019 (Finance & Administration Committee Recommends Approval)**  
**8:06 a.m.** The briefing paper and the Bi-State Development Operating and Capital Budget, Fiscal Years 2017 – 2019 were provided in the Board packet. The proposed budget was presented and discussed extensively at the Finance & Administration Committee meeting on March 18, 2016; and the Committee voted to recommend that the Board approve the FY17 – FY19 Operating and Capital Budget. There was no additional presentation at the Board meeting. A motion to approve the FY17 – FY19 Operating and Capital Budget was made by Commissioner Schoemehl and seconded by Commissioner Buehlhorn. **Motion passed unanimously. (Resolutions #747, #748, #749, #750, #751, #752, and #753)** A copy of this report will be kept at the office of the Deputy Secretary.
- 11. Contract Modification (Time Extension and Contract Value Increase) With Arcturis, Inc. for Civic Center Transit Center**  
**8:08 a.m.** The briefing paper regarding the Contract Modification, Time Extension and Contract Value Increase with Arcturis, Inc. (**Arcturis**) for the Civic Center Transit Center was provided in the Board packet. This item was not presented to a Committee, but because of the critical nature of keeping the Civic Center Transit Center on schedule, John Nations, President & CEO, granted permission for this matter to be placed on today’s agenda. Ray Friem, Executive Director, Metro Transit, and Fred Bakarich, Director, Engineering Systems, provided a brief overview. In October 2013, Arcturis was awarded a contract in the amount of \$558,657 to design the Civic Center Transit Center. Subsequent contract

modification #1 increased the total contract amount to \$635,522.34. Additional contract modifications #2, #3, and #4 extended the contract time to December 31, 2016. Arcturis requested additional compensation for design services that were required to complete the design phase of the project. Bi-State Development (BSD) staff agreed that the changes were necessary and the cost for the changes could be accommodated in the existing project budget. The additional design cost will not exceed \$292,000. Due to the delays incurred by the preceding scope modifications and additions, particularly the resolution of the accessible ADA ramp relocation, it is necessary to extend the contract time by 304 days to October 31, 2017.

Some discussion followed regarding the Boyle Avenue MetroLink Station and the Union Station Tunnel rehabilitation. Mr. Friem informed the Board that the Eads Bridge project will be completed in a couple of weeks, which will eliminate the single track MetroLink operation on the bridge. The work on the Cortex/Boyle Avenue MetroLink Station should not have a great impact on MetroLink operation except for a few tie in weekends. The Union Station Tunnel Project is one of the most important infrastructure projects to date and the engineering process will begin soon and every effort is being made to try to accelerate this project. A copy of the report will be kept at the office of the Deputy Secretary.

A motion to authorize the President & CEO to approve a contract modification to Contract 12-RFP-5919-MM/DGR with Arcturis, Inc. in an amount not to exceed \$292,000 and to extend the contract time by 304 days through October 31, 2017; with the total contract amount not exceeding \$927,522 was made by Commissioner Buehlhorn and seconded by Commissioner Schoemehl. **Motion passed unanimously. (Resolution #759).**

12. **Financial Statements – Second Quarter, FY16 (Presented to Finance & Administration Committee)**  
**8:12 a.m.** The Financial Statements, Second Quarter, FY16 were provided in the Board packet. This report was presented and discussed extensively at the Finance & Administration Committee meeting on March 18, 2016. The Committee recommended that this report be presented to the Board as informational only and no Board action was required. A copy of the report will be kept at the office of the Deputy Secretary.
13. **Performance Indicators – Second Quarter, FY16 (Presented to Finance & Administration Committee)**  
**8:12 a.m.** The Performance Indicators, Second Quarter, FY16 was provided in the Board packet. This report was presented and discussed extensively at the Finance & Administration Committee meeting on March 18, 2016. The Committee recommended that this report be presented to the Board as informational only and no Board action was required. A copy of the report will be kept at the office of the Deputy Secretary.
14. **Procurement Activity Report, Second Quarter, FY16 (Presented to Finance & Administration Committee)**  
**8:12 a.m.** The Procurement Activity Report, Second Quarter, FY16 was provided in the Board packet. This report was presented and discussed extensively at the Finance & Administration Committee meeting on March 18, 2016. The Committee recommended that this report be presented to the Board as informational only and no Board action was required. A copy of the report will be kept at the office of the Deputy Secretary.
15. **Unscheduled Business**  
**8:13 a.m.** John Nations thanked Jim Wild, Executive Director, East West Gateway Council of Governments (EWGCG) for attending today's Board meeting. There was no additional unscheduled business.

**16. Public Comment**

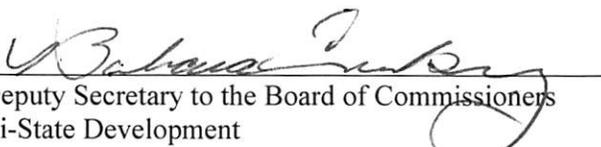
**8:13 a.m.** There was no public comment.

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

**8:14 a.m.** The next Finance & Administration Committee meeting is scheduled for Friday, May 13, 2016, at 8:00 a.m.; the next Operations Committee is scheduled for Tuesday, May 17, 2016 at 8:00 a.m.; the next Audit Committee meeting is scheduled for Friday, May 20, 2016 at 8:00 a.m.; and the next Board meeting is scheduled for Friday, June 24, 2016 at 8:00 a.m.

**18. Adjournment to Executive Session - If such action is approved by a majority vote of the Bi-State Development's Board of Commissioners who constitute a quorum, the Board may go into closed session to discuss legal, confidential, or privileged matters under §610.021(1); RSMo; leasing, purchase or sale of real estate under §610.021(2); personnel actions under §610.021(3); discussions regarding negotiations with employee groups under §610.021(9); sealed bids, proposals and documents related to negotiated contracts under §610.021(12); personnel records or applications under §610.021(13); records which are otherwise protected from disclosure by law under §610.021(14); records relating to hotlines established for reporting abuse and wrongdoing under §610.021(16); or confidential or privileged communications with the District's auditor, including auditor work products under §610.021(17).**

**8:15 a.m.** Pursuant to the requirements of Section 610.021(1); 610.021(2); 610.021(14); and 610.021(16); of the Revised Statutes of Missouri, 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, Holman, Schoemehl, Buehlhorn, Dietzel, Golliday, Kicielinski, and Watson voted to approve this agenda item. **Motion passed unanimously and the Open Session meeting was adjourned.**

  
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Deputy Secretary to the Board of Commissioners  
Bi-State Development

**A RESOLUTION OF THE BOARD OF COMMISSIONERS  
OF THE BI-STATE DEVELOPMENT AGENCY  
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT  
APPROVING THE AWARD OF CONTRACT TO GATEWAY FIRE  
PROTECTION SYSTEMS, INCORPORATED FOR REPLACEMENT OF THE  
UNDERGROUND LOOP FIRE SUPPRESSION SYSTEM**

**PREAMBLES:**

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

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

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

*Whereas*, this Project is funded through FTA grant MO-90-X296 and Local Funding; and

*Whereas*, the existing Illinois Bus Facility Underground Loop Fire Suppression System has had several breaks due to an excess of 32 years of settlement and site soil condition. It is necessary and prudent to replace the system in order to maintain reliable function as originally intended and to meet fire code requirements; and

*Whereas*, on January 6, 2016 BSD issued sealed bid 15-SB-102506-CG for the replacement of the Illinois Bus Facility Underground Loop Fire Suppression System and twenty-five companies were invited to participate. One company indicated its intent to bid and four replied that they were not interested in the project. On February 9, 2016 one bid was received from Gateway Fire Protection Systems, Incorporated and its bid has been determined to be fair and reasonable; and

*Whereas*, it is feasible, necessary and in the public interest for the Agency to approve the award of a sole source contract to Gateway Fire Protection Systems, Incorporated in an amount not to exceed \$346,511 for replacement of the Illinois Bus Facility Underground Loop Fire Suppression System, in accordance with the terms and conditions described herein.

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

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

**Section 2.**        **Approval of the Sole Source Contract.** The Board of Commissioners hereby approves the award of a sole source contract to Gateway Fire Protection Systems, Incorporated in an amount not to exceed \$346,511 for replacement of the Illinois Bus Facility Underground Loop Fire Suppression System, under and pursuant to this Resolution and the Compact for the authorized Agency purposes set forth in the preamble 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 the Vice President of Procurement are hereby authorized and directed to execute all documents and take such actions as they may deem necessary or advisable in order to carry out and perform the purposes of this Resolution, including the payment of all costs, expenses and fees incurred in connection with or incidental to this Resolution and Contract; and the execution of such documents or taking of such action shall be conclusive evidence of such necessity or advisability.

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

Section 5. Rights Under Resolution Limited. No rights shall be conferred by this Resolution upon any person or entity other than the Agency and Gateway Fire Protection Systems, Incorporated.

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

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

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

**ADOPTED** by the Board of Commissioners of The Bi-State Development Agency of the Missouri-Illinois Metropolitan District this 22<sup>th</sup> day of April, 2016.

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

By David A. Dietzel  
Title Chairman

[SEAL]

ATTEST:

By K. Barbara Rubery  
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 DISADVANTAGED BUSINESS ENTERPRISE GOAL**

**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 purchase or lease, sell or otherwise dispose of, and to plan, construct, operate and maintain, or lease to others for operation and maintenance, passenger transportation facilities, and motor vehicle and other terminal or parking facilities; to contract with municipalities or other political subdivisions for the services or use of any facility owned or operated by the Agency, or owned or operated by any such municipality or other political subdivision; to contract and to be contracted with; and to perform all other necessary and incidental functions; and

*Whereas*, Board Policy Section 50.030 (B) – Disadvantaged Business Enterprises, DBE Plan, provides that it is the policy of the Agency to involve, to the greatest extent possible, social and economically disadvantaged individuals in all phases of procurement activities and therefore reviews and approves a management-prepared comprehensive DBE plan every five years; and

*Whereas*, as a recipient of federal funding BSD is required to maintain a Disadvantaged Business Enterprise Program (Program). The BSD Office of Supplier Diversity (OSD) administers the Program as outlined in the U.S. Department of Transportation 49 CFR, Part 26 and ensures that DBE firms are afforded viable opportunities to participate on BSD projects Agency wide; and

*Whereas*, OSD sets Agency’s overall three year goal and monitors progress toward goal attainment, sets contract goals on various construction projects and goods and service contracts, manages the DBE Certification Program, monitors and enforces 49 CFR, Part 26 on its projects funded in whole or in part with federal funds and provides various outreach services; and

*Whereas*, 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 the Agency will achieve overall 20% DBE participation, with 15% of the overall goal through race neutral means and 5% through race conscious means. FTA approved BSD’s 2016 – 2018 DBE goal on January 20, 2016; and

*Whereas*, it is feasible, necessary and in the public interest for the Board of Commissioners to approve the BSD DBE goal of 20% for the period October 1, 2015 through September 30, 2018, 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 DBE Goal.** The Board of Commissioners hereby approves the Agency goal of 20% for the period October 1, 2015 through September 30, 2018 (as provided in the Attachments to the

Briefing Paper and made a part hereof), under and pursuant to this Resolution and the Compact for the authorized Agency purposes set forth in the preambles hereof and subject to the conditions hereinafter provided.

Section 3. Actions of Officers Authorized. The officers of the Agency, including, without limitation, the President and CEO or Designated Individual, are hereby authorized and directed to take such actions as they may deem necessary or advisable in order to carry out and perform the purposes of this Resolution, 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, its officers and employees.

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

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

Section 8. 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 22<sup>th</sup> day of April, 2016.

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

By David A. Ditzel  
Title Chairman

[SEAL]

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

**A RESOLUTION OF THE BOARD OF COMMISSIONERS  
OF THE BI-STATE DEVELOPMENT AGENCY  
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT  
AUTHORIZING APPROVAL OF NO FARE INCREASE  
FOR FISCAL YEAR 2017**

**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 passenger transportation facilities, and perform all other necessary and incidental functions, and to disburse funds for its lawful activities, and to contract and be contracted with; and

*Whereas*, in accordance with Board Policy, Chapter 90.010, *Transit System Fares* it is the policy of the Agency that only the Board of Commissioners may establish and revise transit system fares. The current fare structure shall be appended to the Board Policies and have the force and effect provided by the laws of the signatory states. The appended fare structure shall be supplemented as transit system fares are revised; and

*Whereas*, pursuant to the Agency's 2010 Long Range Transit Plan, the Agency has been pursuing an alternating year fare increase strategy with fare increases in alternate years averaging 5%, with an effective annual increase of 2.5%; and

*Whereas*, changes in ridership patterns began to emerge in FY 2015 and the 2015 fare increase resulted in a negative trend on system ridership and revenues. Metro Transit management indicates that in the current environment an increase in FY 2017 fares would further erode the ridership base and not likely generate additional revenue; and

*Whereas*, in addition BSD will implement a smart card fare payment system over the next two years and fare policy will be used to encourage the public to make the transition to the new fare mechanism through a range of strategies. The combination of ridership loss and the future need for flexibility with the deployment of the smart card system indicates that the best course of action for BSD is to hold system fares constant in FY 2017 while Metro Transit works to re-establish better ridership levels and implement new technologies; and

*Whereas*, it is feasible, necessary and in the best interests of the public and the Agency for the Board to approve that no fare increase be implemented for FY 2017 and that the issue be reviewed again during operational and business planning for the FY 2018 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.

**Section 2.**        **Approval of the FY 2017 No Fare Increase.** The Board of Commissioners hereby approves no fare increase for FY 2017 and that the issue be reviewed again during operational and business planning

for the FY 2018 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 herein provided.

Section 3. Actions of Officers Authorized. The officers of the Agency, including without limitation, the President and CEO, the Executive Director, Metro Transit, and the Chief Financial Officer, are hereby authorized and directed to execute all documents, pay or cause to be paid all costs, expenses and fees incurred, 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 which shall be conclusive evidence of such necessity or advisability.

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

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

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

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

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

ADOPTED by the Board of Commissioners of the Bi-State Development Agency this 22rd day of April, 2016.

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

By David A. Ditzel  
Its Chairman

[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 (“Agency”) is a body corporate and politic, created by an interstate compact between the states of Missouri and Illinois, acting by and through its Board of Commissioners; 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 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 FY2017 budget meeting on March 18, 2016, and is being considered for final approval at its next regularly scheduled meeting on April 22, 2016; 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.

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.

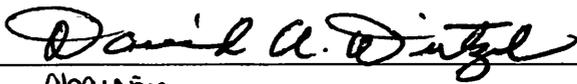
Section 7. No Personal Liability. No member of the Board of Commissioners, officer, employee or agent of the Agency shall have any personal liability for acts taken in accordance with this Resolution.

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 on this 22<sup>nd</sup> day of April, 2016.

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

By   
Its Chairman

[SEAL]

ATTEST:

By   
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 EXECUTION OF  
GRANT AGREEMENTS WITH THE MISSOURI HIGHWAY AND  
TRANSPORTATION COMMISSION FOR STATE OPERATING ASSISTANCE**

**PREAMBLES:**

*Whereas*, the Bi-State Development Agency of the Missouri-Illinois Metropolitan District (“Agency”) is a body corporate and politic, created by an interstate compact between the states of Missouri and Illinois, acting by and through its Board of Commissioners; 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 FY2017 budget meeting on March 18, 2016, and is being considered for final approval at its next regularly scheduled meeting on April 22, 2016; 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 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 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 22<sup>nd</sup> day of April, 2016.

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

By David A. Dietzel  
Its Chairman

[SEAL]

ATTEST:

By [Signature]  
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, (“Agency”) is a body corporate and politic, created by an interstate compact between the states of Missouri and Illinois, and acting through its Board of Commissioners; 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 FY2017 – FY2019; and

*Whereas*, this Resolution was presented to and discussed by the Board at its FY2017 budget meeting on March 18, 2016, and is being considered for final approval at its next regularly scheduled meeting on April 22<sup>nd</sup> 2016; and

*Whereas*, it is necessary and in the public interest for the Agency to certify such compliance with all of the certifications and assurances that are pertinent to each grant for which the Agency may wish to apply to the FTA, 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, FY17, FY18 and FY19.

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 FY17, FY18 and FY19 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 FY17, FY18 and FY19.

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 22<sup>nd</sup> day of April, 2016.

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

By David A. Ditzel

Title Chairman

SEAL

ATTEST:

By Bubba Embury  
Deputy Secretary to the Board of Commissioners

**A RESOLUTION OF THE BOARD OF COMMISSIONERS  
OF THE BI-STATE DEVELOPMENT AGENCY  
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT  
APPROVING THE FY2017 – FY2019 BI-STATE DEVELOPMENT AGENCY  
OPERATING AND CAPITAL BUDGET**

**PREAMBLES:**

*Whereas*, the Bi-State Development Agency of the Missouri-Illinois Metropolitan District (“Agency”) is a body corporate and politic, created by an interstate compact (“Compact”) between the states of Missouri and Illinois, acting by and through its 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 FY2017 – FY2019 Operating and Capital Budget was presented for discussion at the Board’s Budget Review Meeting on March 18, 2016; and.

*Whereas*, this Resolution was presented to and discussed by the Board at its FY2017 – FY2019 budget meeting on March 18, 2016, and is being considered for final approval at its next regularly scheduled meeting on April 22, 2016; and

*Whereas*, following the Budget Review meeting the FY2017 – FY2019 Operating and Capital Budget will be presented to the Board for formal approval at its regularly scheduled meeting on April 22, 2016; and

*Whereas*, it is feasible, necessary and in the public interest to approve the Bi-State Development Agency’s FY2017 – FY2019 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 FY2017- FY2019 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 FY2017 – FY2019 Operating and Capital Budget 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 22nd day of April, 2016.

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

By David A. Dutzy

Its Chairman

[SEAL]

ATTEST:

By W. Barbara Embury  
Deputy Secretary to the Board of Commissioners

Board of Commissioners Resolution 750  
Bi-State Development Board of Commissioners  
April 22, 2016  
Approval of the FY2017 – FY2019 Operating Capital Budget  
Page 2

**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 (“Agency”) is a body corporate and politic, created by an interstate compact between the states of Missouri and Illinois (“Compact”), acting by and through its Board of Commissioners; 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 FY2017 budget meeting on March 18, 2016, and is being considered for final approval at its next regularly scheduled meeting on April 22, 2016; 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 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 22nd day of April, 2016.

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

By: David A. Dattel

Its: Chairman

[Seal]

ATTEST:

By: Wendy B. King  
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 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 (“Agency”) is a body corporate and politic, created by an interstate compact between the states of Missouri and Illinois (“Compact”), acting by and through its Board of Commissioners; 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 FY2017 budget meeting on March 18, 2016, and is being considered for final approval at its next regularly scheduled meeting on April 22, 2016; 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'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 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 22nd day of April, 2016.

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

By: David A. Dutzel

Its: Chairman

[Seal]

ATTEST:

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

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

**PREAMBLES:**

*Whereas*, the Bi-State Development Agency (“Agency”) is a body corporate and politic, created by an interstate compact between the states of Missouri and Illinois, acting by and through its Board of Commissioners; 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 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 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 requirement that the Agency provide its local share of a project’s cost; and

*Whereas*, this Resolution was presented to and discussed by the Board at its FY2017 budget meeting on March 18, 2016, and is being considered for final approval at its next regularly scheduled meeting on April 22, 2016; 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 Grant 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, 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'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 22nd day of April, 2016.

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

By: David A. Ditzel

Its: Chairman

[Seal]

ATTEST:

By: Roberta Embury  
Deputy Secretary to the Board of Commissioners

**A RESOLUTION OF THE BOARD OF COMMISSIONERS  
OF THE BI-STATE DEVELOPMENT AGENCY  
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT  
APPROVING THE EXTENSION OF TIME FOR PERFORMANCE  
AND INCREASE OF THE CONTRACT AWARD TO ARCTURIS,  
INC. FOR ADDITIONAL DESIGN SERVICES FOR 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)(2) and §50.010(E)(1)(a), requires Board approval of all Competitive Negotiated Procurements exceeding \$500,000 and Board Policy Chapter 50.010, Section G.2, requires the Board of Commissioners to approve all extensions of contract performance that exceed 180 days; and

*Whereas*, the funding for this project is to be provided through FTA grants MO-03-0103, MO-04-0113, MO-90-X296 and Local Funds; and

*Whereas*, proposals were solicited from qualified consultants to design the Civic Center Transit Center. The evaluation committee determined that Arcturis, Inc. to be the highest ranking firm, and a contract was awarded in October, 2013 in the amount of \$558,657. Subsequently Contract Modification No. 1 increased the total value of the contract to \$635,522.34. Additionally, Contract Modifications Nos. 2, 3, and 4 extended the Contract time until December 31, 2016; and

*Whereas*, Arcturis, Inc. is requesting additional compensation for design services that were required to complete the design phase of the project. The requests are due to scope modifications and additions; and

*Whereas*, BSD management agrees that the changes are necessary and can be accommodated within the existing project budget. The cost for the additional design services will not exceed \$292,000. In addition, due to delays incurred by the new scope modifications and additions, particularly the resolution of the accessible ADA ramp relocation, it will be necessary to extend the time for performance of the contract by 304 days until October 31, 2017; and

*Whereas*, it is feasible, necessary and in the public interest for the Agency to approve an extension of time for performance through October 31, 2017 for Contract 12-RFP-5919-MM/DGR with Arcturis, Inc. and increase the contract award in an amount not to exceed \$292,000 for a total not to exceed contract amount of \$927,522 for additional design services for the Civic Center Transit Center project, in accordance with the terms and conditions described herein.

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

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

Section 2. Approval of the Contract Modifications. The Board of Commissioners hereby approves an extension of time for performance through October 31, 2017 for Contract 12-RFP-5919-MM/DGR with Arcturis, Inc. and increase the contract award in an amount not to exceed \$292,000 for a total not to exceed contract amount of \$927,522 for additional design services for the Civic Center Transit Center project, under and pursuant to this Resolution and the Compact for the authorized Agency purposes set forth in the preamble hereof and subject to conditions hereinafter provided.

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

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

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

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

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

Section 8. 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 22nd of April, 2016.

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

By David A. Dietzel  
Title Chairman

[SEAL]

ATTEST:

By [Signature]  
Deputy Secretary to the Board of Commissioners

**Open Session Item**

**4**

**BI-STATE DEVELOPMENT  
TREASURER'S REPORT  
April 30, 2016**

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**INVESTMENTS**

***Yields:***

Bi-State investments had an average yield of .45% in April. The Federal Reserve has held the federal funds rate steady at .5% since December, and declined to raise rates again in April, citing slow inflation and a slowdown in the global economy.

***Invested Funds:***

In April, Bi-State directed \$197 million in invested funds compared to \$200 million invested in March. Approximately 41% of the invested funds for April were invested in U.S. Treasury or U.S. Government Agency securities, and 18% 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 150 days.

On April 1st, the semi-annual interest payments for the Series 2009, the Series 2013 A, and the Series 2013 B were paid. This resulted in a decrease in trustee directed funds of approximately \$8.5 million.

**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 3<sup>rd</sup> 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%. We currently have approximately \$7.8 million in collateral.

**FUEL HEDGING**

In April, in conjunction with its diesel fuel hedging program, Bi-State had a *realized loss* of \$450 thousand on the sale of Home Heating Oil #2 futures contracts. Oil prices increased from March by approximately 18%. Bi-State's *unrealized gains* for April were approximately \$1.8 million. 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: 30-Apr-2016

31-Mar-2016

BI-STATE DIRECTED:	Wt. Avg.	Dollars		Market	Wt. Avg.	Dollars		Percentage	Market	
	Maturity (1)	(,000 omitted)	Of Total	Value (2)	Maturity (1)	(,000 omitted)	Of Total	Rate	Value (2)	
Cash	0	\$21,587	15.0%	\$21,587	0	\$21,892	14.9%	0.00%	\$21,892	
Repurchase Agreements	3	28,926	20.1%	28,926	1	33,658	23.0%	0.34%	33,658	
Certificates of Deposit	386	4,150	2.9%	4,150	416	4,150	2.8%	0.51%	4,150	
U.S. Agencies (discounted)	125	5,981	4.2%	5,992	155	5,981	4.1%	0.34%	5,989	
U.S. Agencies (coupon)	431	18,331	12.7%	18,349	461	18,331	12.5%	0.73%	18,355	
U.S. Treasury Securities	195	24,755	17.2%	24,846	225	24,755	16.9%	0.50%	24,833	
Other Investments (3)	3	40,262	28.0%	40,262	1	37,759	25.8%	0.25%	37,759	
<b>SUB-TOTAL BI-STATE</b>	<b>106</b>	<b>\$143,992</b>	<b>100.0%</b>	<b>\$144,112</b>	<b>114</b>	<b>\$146,526</b>	<b>100.0%</b>	<b>0.41%</b>	<b>\$146,636</b>	
<b>BI-STATE DIRECTED-PROP M:</b>										
Certificates of Deposit	415	\$1,510	2.8%	\$1,510	445	\$1,510	2.8%	0.87%	\$1,510	
U.S. Agencies (discounted)	125	3,987	7.5%	3,995	155	3,987	7.5%	0.34%	3,993	
U.S. Agencies (coupon)	595	19,992	37.5%	20,024	625	19,992	37.7%	0.87%	20,030	
U.S. Treasury Securities	127	7,479	14.0%	7,489	157	7,479	14.1%	0.30%	7,486	
Other Investments (3)	3	20,295	38.1%	20,295	1	20,089	37.9%	0.38%	20,089	
<b>SUB-TOTAL PROP M</b>	<b>263</b>	<b>\$53,263</b>	<b>100.0%</b>	<b>\$53,313</b>	<b>282</b>	<b>\$53,057</b>	<b>100.0%</b>	<b>0.56%</b>	<b>\$53,108</b>	
<b>TOTAL BI-STATE DIRECTED</b>	<b>149</b>	<b>\$197,255</b>		<b>\$197,425</b>	<b>159</b>	<b>\$199,583</b>		<b>0.45%</b>	<b>\$199,744</b>	
<b>TRUSTEE DIRECTED:</b>										
Cash	0	\$0	0.0%	\$0	0	\$0	0.0%	0.00%	\$0	
Municipal Bonds	1527	9,125	20.3%	9,197	1830	9,125	17.0%	2.42%	9,227	
U.S. Agencies (coupon)	1558	22,526	50.0%	23,006	1556	23,429	43.8%	1.97%	23,904	
Commercial Paper	0	0	0.0%	0	0	0	0.0%	0.00%	0	
Other Investments (3)	3	13,397	29.7%	13,397	1	20,988	39.2%	0.30%	20,988	
<b>SUB-TOTAL TRUSTEE</b>	<b>1,089</b>	<b>\$45,048</b>	<b>100.0%</b>	<b>\$45,600</b>	<b>993</b>	<b>\$53,542</b>	<b>100.0%</b>	<b>1.39%</b>	<b>\$54,119</b>	
<b>TOTAL BI-STATE &amp; TRUSTEE</b>	<b>324</b>	<b>\$242,303</b>		<b>\$243,025</b>	<b>335</b>	<b>\$253,125</b>		<b>0.65%</b>	<b>\$253,863</b>	
<b>LRV LEASE/LEASEBACK 2001:</b>										
Cash	0	2	0.0%	2	0	2	0.0%	0.00%	2	
US Treasury Securities	250	7,814	7.5%	7,819	280	7,814	7.5%	0.44%	7,812	
Other Investments (3)	0	0	0.0%	0	0	0	0.0%	0.00%	0	
Other Investments (4)		96,607	92.5%	96,607		96,090	92.5%	5.80%	96,090	
<b>SUB-TOTAL LRV 2001</b>		<b>\$104,423</b>	<b>100.0%</b>	<b>\$104,428</b>		<b>\$103,906</b>	<b>100.0%</b>	<b>5.40%</b>	<b>\$103,904</b>	
<b>SUB-TOTAL LEASES</b>		<b>\$104,423</b>		<b>\$104,428</b>		<b>\$103,906</b>			<b>\$103,904</b>	
<b>Grand Total (5)</b>		<b>\$346,726</b>		<b>\$347,453</b>		<b>\$357,031</b>			<b>\$357,767</b>	

**Explanatory Notes:**

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

Prepared by: *Theresa J. Indiana Green* 6/2/16  
 Terri Gudowicz Green, Mgr of Treas Ops Date

Reviewed by: *Tammy Furbright* 6/2/16  
 Tammy Furbright, Dir of Treasury Services Date

Approved: *Kathy Klevorn* 6/2/16  
 Kathy Klevorn, CFO Date

**BI-STATE DEVELOPMENT  
MONTHLY TREASURER'S REPORT- ALL COMPANIES  
BANK / ISSUER SUMMARY as of: 4/30/2016**

Section 1 Bank/Issuer Summary

<b>BI-STATE DIRECTED *</b> <i>all non debt/lease assets, inc. Prop M:</i>	<b>CASH</b>	<b>CERTIFICATES OF DEPOSIT</b>	<b>REPURCHASE AGREEMENTS</b>	<b>OTHER</b>	<b>GOVERNMENT SECURITIES</b>	<b>COMMERCIAL PAPER/ BA's</b>	<b>TOTAL</b>	<b>MARKET VALUE</b>	<b>NOTES</b>
BANK OF AMERICA MERRILL LYNCH	20,652,570	0	0	7,801,676	0	0	28,454,246	28,454,246	FDIC\tri-party collateral(deposits).
BLACK ROCK	0	0	0	12,183,310	0	0	12,183,310	12,183,310	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	9,393,169	0	0	9,393,169	9,393,169	Money Market Fund (First Tier\Prime)
FIRST CLOVERLEAF	0	650,000	0	0	0	0	650,000	650,000	FDIC\tri-party collateral(deposits).
JEFFERSON BANK & TRUST	25,007	0	2,397,592	0	0	0	2,422,599	2,422,599	FDIC; repo collateral held at JBT.
JP MORGAN CHASE	(131,660)	0	0	14,146,910	0	0	14,015,250	14,015,250	FDIC (bank acct.)MMKT (First Tier\Prime)
OPTUM	15,429	0	0	0	0	0	15,429	15,429	FDIC\FRB collateral.
HEALTHSCOPE	50,370	0	0	0	0	0	50,370	50,370	FDIC\FRB collateral.
PNC BANK	807,126	0	0	0	0	0	807,126	807,126	FDIC\FRB collateral.
RBC DAIN RAUSCHER	0	0	0	4,881,983	0	0	4,881,983	4,881,983	Commodities Margin Acct. (fuel hedging)
RJ O'BRIEN	0	0	0	1,569,294	0	0	1,569,294	1,569,294	Commodities Trading Acct. (fuel hedging)
REGIONS BANK	52,402	0	0	0	0	0	52,402	52,402	FDIC Insured.
UBS FINANCIAL	0	0	0	9,995,153	0	0	9,995,153	9,995,153	Money Market Fund (First Tier\Prime).
UMB BANK	812	0	26,529,000	0	0	0	26,529,812	26,529,812	FDIC\FRB Collateral.
U.S. BANK	114,006	0	0	0	0	0	114,006	114,006	FDIC\FRB Collateral.
ILLINOIS FUNDS	0	0	0	585,832	0	0	585,832	585,832	Illinois State Treasurer Investment Pool.
FARM CREDIT BANK	0	0	0	0	36,455,360	0	36,455,360	36,505,721	Safekept at Bank of America (BOA).
FEDERAL HOME LOAN BANK	0	0	0	0	11,834,983	0	11,834,983	11,854,136	Safekept at Bank of America (BOA).
U.S. TREASURY	0	0	0	0	32,233,371	0	32,233,371	32,335,477	Safekept by BOA or designated agent.
<b>sub-total Bi-State directed</b>	<b>21,586,062</b>	<b>5,659,952</b>	<b>28,926,592</b>	<b>60,557,327</b>	<b>80,523,714</b>	<b>0</b>	<b>197,253,647</b>	<b>197,425,267</b>	
<b>TRUSTEE DIRECTED</b>									
<b>DEBT ISSUES</b>									
<b>Cross County Bonds</b>									
<b>Series 2009, 2013</b>									
<b>BANK OF NEW YORK -MELLON TRUST</b>									
BANK OF NEW YORK	0	0	0	0	0	0	0	0	FDIC Insured.
GOLDMAN	0	0	0	13,396,736	0	0	13,396,736	13,396,736	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	22,527,005	0	22,527,005	23,006,035	Safekept at Bank of New York
MUNICIPAL BONDS	0	0	0	0	9,124,982	0	9,124,982	9,196,552	Safekept at Bank of New York
<b>sub-total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>13,396,736</b>	<b>31,651,987</b>	<b>0</b>	<b>45,048,723</b>	<b>45,599,323</b>	
<b>SUB-TOTAL TRUSTEE (BONDS)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>13,396,736</b>	<b>31,651,987</b>	<b>0</b>	<b>45,048,723</b>	<b>45,599,323</b>	
<b>SUB-TOTAL BI-STATE AND TRUSTEE</b>	<b>21,586,062</b>	<b>5,659,952</b>	<b>28,926,592</b>	<b>73,954,063</b>	<b>112,175,701</b>	<b>0</b>	<b>242,302,370</b>	<b>243,024,590</b>	
<b>LRV Lease\Leaseback 2001 C1 C2</b>									
FSAVAIG	0	0	0	96,607,765	0	0	96,607,765	96,607,765	Guaranteed Investment Contract (GIC).
US TREASURY	1,633	0	0	0	7,814,167	0	7,815,800	7,820,914	Safekept by Lease Trustee.
<b>sub-total</b>	<b>1,633</b>	<b>0</b>	<b>0</b>	<b>96,607,765</b>	<b>7,814,167</b>	<b>0</b>	<b>104,423,565</b>	<b>104,428,679</b>	
<b>sub-total leases</b>	<b>1,633</b>	<b>0</b>	<b>0</b>	<b>96,607,765</b>	<b>7,814,167</b>	<b>0</b>	<b>104,423,565</b>	<b>104,428,679</b>	
<b>GRAND TOTAL</b>	<b>\$21,587,695</b>	<b>\$5,659,952</b>	<b>\$28,926,592</b>	<b>\$170,561,828</b>	<b>\$119,989,868</b>	<b>\$0</b>	<b>\$346,725,935</b>	<b>\$347,453,269</b>	

\* 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:

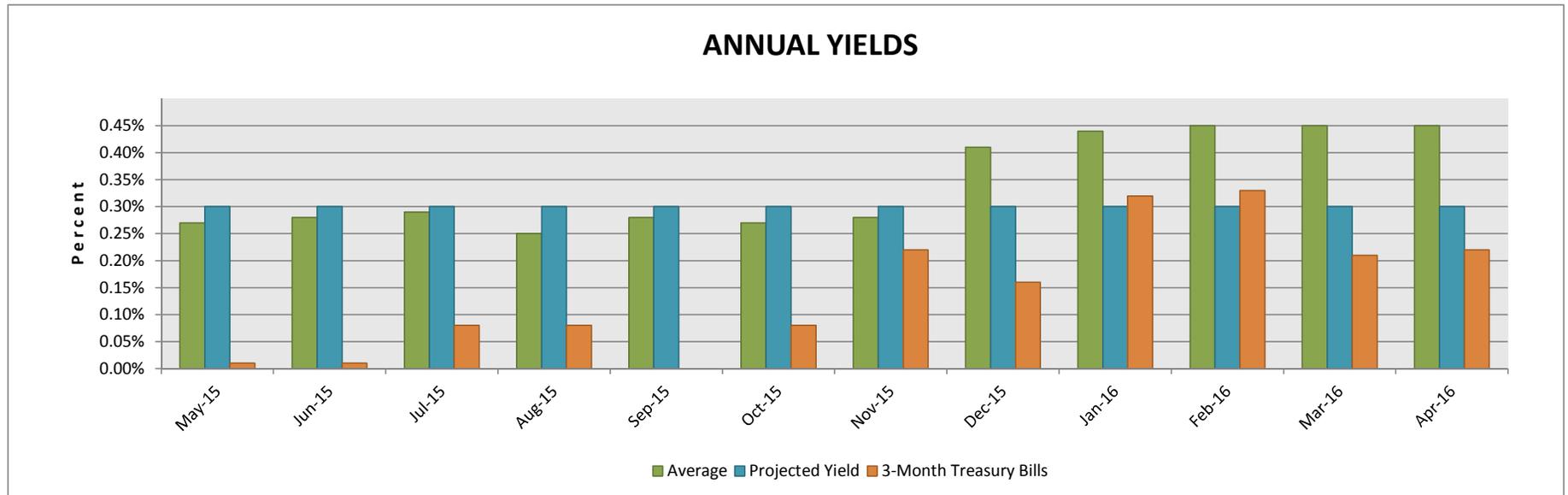
**AAA** Standard & Poor's, Moody's and Fitch rate credit quality on an A to C scale, with A generally regarded as "upper investment grade" and C as "speculative" (D would indicate default). Within each category are different gradients. The triple A rating indicates that the issuer's long term unsecured 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-15	Jun-15	Jul-15	Aug-15	Sep-15	Oct-15	Nov-15	Dec-15	Jan-16	Feb-16	Mar-16	Apr-16
Bi-State Investments	139,961	142,512	127,764	120,216	146,970	142,105	139,346	135,576	140,566	137,801	146,526	<b>143,992</b>
Bi-State Prop M Investments	55,845	57,812	57,153	56,396	56,843	56,570	56,301	54,763	52,845	52,234	53,057	<b>53,263</b>
Total	195,806	200,324	184,917	176,612	203,813	198,675	195,647	190,339	193,411	190,035	199,583	<b>197,255</b>
Projected Total	145,000	145,000	145,000	145,000	145,000	145,000	145,000	145,000	145,000	145,000	145,000	<b>145,000</b>
Trustee Investments	49,325	51,842	57,738	61,678	88,714	42,492	45,196	47,571	49,812	51,819	53,542	<b>45,048</b>

Yields/Rates Information	May-15	Jun-15	Jul-15	Aug-15	Sep-15	Oct-15	Nov-15	Dec-15	Jan-16	Feb-16	Mar-16	Apr-16
Bi-State	0.20%	0.21%	0.24%	0.22%	0.22%	0.21%	0.22%	0.37%	0.40%	0.42%	0.41%	<b>0.41%</b>
Prop M	0.45%	0.43%	0.43%	0.31%	0.45%	0.42%	0.42%	0.51%	0.54%	0.53%	0.56%	<b>0.58%</b>
<b>Average</b>	<b>0.27%</b>	<b>0.28%</b>	<b>0.29%</b>	<b>0.25%</b>	<b>0.28%</b>	<b>0.27%</b>	<b>0.28%</b>	<b>0.41%</b>	<b>0.44%</b>	<b>0.45%</b>	<b>0.45%</b>	<b>0.45%</b>
<b>Projected Yield</b>	<b>0.30%</b>											
Trustee	1.42%	1.35%	1.23%	1.15%	0.81%	1.25%	1.53%	1.43%	1.39%	1.35%	1.39%	<b>1.54%</b>
<b>3-Month Treasury Bills</b>	<b>0.01%</b>	<b>0.01%</b>	<b>0.08%</b>	<b>0.08%</b>	<b>0.00%</b>	<b>0.08%</b>	<b>0.22%</b>	<b>0.16%</b>	<b>0.32%</b>	<b>0.33%</b>	<b>0.21%</b>	<b>0.22%</b>
1 Year Treasury	0.25%	0.27%	0.31%	0.37%	0.31%	0.32%	0.48%	0.61%	0.44%	0.60%	0.58%	<b>0.55%</b>
Fed Funds (target)	0.25%	0.25%	0.25%	0.25%	0.25%	0.25%	0.25%	0.50%	0.50%	0.50%	0.50%	<b>0.50%</b>
20-Year Municipals	3.73%	3.80%	3.75%	3.79%	3.71%	3.66%	3.63%	3.57%	3.38%	3.34%	3.38%	<b>3.32%</b>
SIFMA (BMA) Index (month end)	0.10%	0.05%	0.02%	0.02%	0.02%	0.01%	0.01%	0.01%	0.01%	0.01%	0.40%	<b>0.41%</b>



### Diesel Fuel Hedging Program - FY 2016

<b>Diesel Fuel Budget \ Actual Comparison:</b>		<b>Apr-16</b>	<b>Year to Date</b>	<b>Life to Date</b>
a	Gallons consumed-actual	441,714	4,547,933	73,308,491
b=(c/a)	Average cost per gallon-actual	\$ 1.29	\$ 1.48	\$ 2.15
c	<b>Total Diesel Fuel Cost-Actual</b>	<b>\$ 571,578</b>	<b>\$ 6,741,680</b>	<b>\$ 157,880,252</b>
d	Gallons consumed- budget	471,405	4,717,239	76,682,651
e=(f/d)	Average cost per gallon- budget	\$ 3.20	\$ 3.20	\$ 2.37
f	<b>Total Diesel Fuel Cost- Budget</b>	<b>\$ 1,508,496</b>	<b>\$ 15,095,165</b>	<b>\$ 182,042,080</b>
g=(f-c)	<b>Budget Variance (Unfavorable)</b>	<b>\$ 936,918</b>	<b>\$ 8,353,485</b>	<b>\$ 24,161,828</b>
h	<b>Realized Futures Gains (Losses)</b>	<b>\$ (450,496)</b>	<b>\$ (4,956,895)</b>	<b>\$ (1,262,885)</b>
i=(c-h)	<b>Net Cost of Fuel</b>	<b>\$ 1,022,074</b>	<b>\$ 11,698,575</b>	<b>\$ 159,143,137</b>
j=(i-f)	<b>Net Budget Variance (Unfavorable)</b>	<b>\$ 486,422</b>	<b>\$ 3,396,590</b>	<b>\$ 22,898,943</b>
j=(i/f)	Net Cost of Fuel, Per Gallon, inc. Hedge	\$ 2.31	\$ 2.57	\$ 2.17
k=(e-i)	Net Budget Variance Per Gallon	\$ 0.89	\$ 0.63	\$ 0.20
<b>Futures Activity:</b>		<b>Price of Barrel of Oil:</b>		
	Futures Contracts Purchased	13	<b>Date</b>	<b>Price</b>
	Futures Contracts Sold	23	12/31/2015	\$ 37.04
	Futures Contracts Net Change at month end	(10)	01/31/2016	\$ 33.62
	Total Open Futures Contracts, at month end	230	02/29/2016	\$ 33.75
	Futures Contracts Unrealized Gain/(Loss) *	\$1,777,091	03/31/2016	\$ 38.34
	(% of Estimated Future Consumption)	69%	04/30/2016	\$ 45.92

\* = 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 Jun 2016 through Dec 2018 (31 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: April 2016**

Item	Investment:	Par Amount	Settled	Maturity Date	Term(days)	Yield	Purchased From	Fund
Note: There were no new investment purchases in April								
	<b>Total</b>	\$ -						

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



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

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

<b>Bi-State Development</b>				
<b>Mass Transit Sales Tax Appropriation Cross-County Bonds &amp; St Louis County Loan</b>				
<b>Series</b>	<b>2009</b>	<b>2013</b>		<b>Total Cross County</b>
	<b>Refunding</b>	<b>2013A Bonds</b>	<b>2013B Loan</b>	
Issue date	9-Nov-09	1-Aug-13	1-Aug-13	
Principal (original)	\$97,220,000	\$381,225,000	\$75,000,000	
<b>Principal (currently outstanding)</b>	<b>\$97,220,000</b>	<b>\$306,990,000</b>	<b>\$135,000,000</b>	<b>\$539,210,000</b>
Lien on 1\4 cent Prop M, Prop M2, Prop A tax	Senior	Senior	Subordinate	
Stand alone credit rating (S&P\Moody's)	AA+\A2	AA+\Aa3	NA	
Maturity date(s)	2023 – 2039	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 (4/1/16 &10/1/16)	April, October	April, October	April, October	
<b>Annual debt service:</b>				
<b>Interest</b>	<b>\$4,767,975</b>	<b>\$15,095,513</b>	<b>\$1,413,000</b>	<b>\$21,276,488</b>
<b>Principal - (1st pymt 10/1/14-\$7,015,000, 2nd pymt 10/1/15 \$7,220,000) (next payment 10/1/16 - \$7,880,000)</b>	<b>\$0</b>	<b>\$7,880,000</b>	<b>\$0</b>	<b>\$7,880,000</b>
<b>total princ.&amp;int.</b>	<b>\$4,767,975</b>	<b>\$22,975,513</b>	<b>\$1,413,000</b>	<b>\$29,156,488</b>
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	

**Open Session Item**

**6**

**BI-STATE DEVELOPMENT  
OPERATIONS COMMITTEE MEETING  
OPEN SESSION MINUTES  
MAY 17, 2016**

**Committee Members in Attendance**

**Missouri**

Vernal Brown (via phone)  
Kelley Farrell (absent)

**Illinois**

Michael Buehlhorn, Chairman  
Irma Golliday (absent)  
Jeffrey Watson (absent)

**Other Commissioners in Attendance**

Tadas Kicieliniski (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  
Larry Jackson, Executive Vice President for Administration  
John Wagner, Project Manager, Economic Development  
Kathy Klevorn, Sr. Vice President, Chief Financial Officer  
Scott Grott, Chief MetroLink Operations  
Fred Bakarich, Director, Engineering Systems  
Dianne Williams, Vice President, Communications and Marketing  
Patti Beck, Director, Communications  
Kerry Kinkade, Acting Vice President, Chief Information Officer  
Kathy Brittin, Director, Risk Management, Safety & Claims  
Barbara Georgeff, Director of Executive Services  
Ted Zimmerman, Director of Marketing  
Andrew Ghiassi, Manager, Safety & Loss Control  
John Meany, Safety Engineer II  
Tom White, Director, Project Control  
Sheila Hockel, Manager, Emergency Preparedness  
Mark Vago, Controller  
Matthew Hibbard, Social Media Communications Manager  
Steve Lanham, Director, Financial System  
Jonathan Frederick, Director, Accounting & Budget  
Angela Mabry, Communications Manager

**Others in Attendance**

None

**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.

**8:00 a.m.** Ray Friem, Executive Director Metro Transit, informed the Committee that the Risk Management Department has received an award from the local Emergency Planning Committee, and introduced Kathy Brittin, Director Risk Management, Safety and Claims to provide additional information. Ms. Brittin stated that the Local Emergency Planning Commission (**LEPC**) is made up of appointed members for the City of St. Louis Emergency Planning Commission, of which Bi-State Development (**BSD**) is a member. LEPC coordinates the emergency preparedness planning in the City of St. Louis and exists to help coordinate, plan, prepare, and train for disasters especially disasters involving hazardous materials. LEPC is a resource for citizens to learn about hazardous substances, emergency planning, as well as health and environmental risks in their neighborhoods. Risk Management received this industry award from Region 7, which is composed of the states of Missouri, Kansas, Iowa, and Nebraska, for outstanding achievement in planning, prevention and risk reduction in the community. Ms. Brittin acknowledged the efforts of Sheila Hockel, Manager of Emergency Preparedness; Andrew Ghiassi, Manager, Safety & Loss Control; and John Meany, Safety Engineer II, and congratulated them for this outstanding achievement.

John Nations, President & CEO, congratulated the team on their achievements, and Commissioner Buehlhorn thanked them on behalf of the Board for their efforts.

**4. Minutes of January 19, 2016 Operations Committee**

**8:04a.m.** The January 19, 2016, Open Session Operations Committee Meeting minutes were provided in the Committee packet. A motion to approve the minutes was made by Commissioner Kicielinski and seconded by Commissioner Brown. **Motion passed unanimously.**

**5. Revision to Board Policy, Chapter 80 Agency Property**

**8:04 a.m.** A briefing paper and attachments were provided in the Committee packet. Dianne Williams, Vice President Marketing and Communications, provided a brief overview. Board Policy, Chapter 80, *Agency Property*, as it is currently written, does not fully protect the Agency's right to control its property that has public access. The current policy does not restrict certain activities, including sales activities; nor does it permit the Agency to charge and collect fees for use of its facilities, as is authorized in Article III of the Compact. The proposed changes to Chapter 80 would also update the standards and guidelines for the posting of paid advertising. The Agency's practice has been to not allow any of its vehicles or facilities to become a public forum for the dissemination, debate, and/or discussion of public issues. The proposed changes would benefit the Public Safety Department's efforts to limit or restrict non-Agency activity in Metro customer transit venues. Additional protections and clarifications regarding the use of Agency property and facilities are necessary in order to prevent interference with safe and efficient Agency operations. Management's recommendations are as follows: 1) change the order

of Section 80.010 and 80.020 for a more logical flow between policies regarding distribution of literature and policies controlling sales activities; 2) change the title of the new Section 80.010 from *Distribution of Literature on Certain Agency Property* to *Expressive Activities on Agency Property* in order to include all forms of speech; 3) No longer provide a provision for outside organizations or individuals to poll, distribute material, or construct booths for the distribution of literature on Agency property as is found in the current Section 80.020 – *Distribution of Literature on Certain Agency Property*; 4) In the proposed new Section 80.020 (*The Solicitation of Funds or Sale of Products on Agency Property*), allow the Agency to reserve the exclusive right to sell, or to provide or authorize the sale or provision of, products or services on Agency property. The Policy, as written in the current Chapter 80.010, prohibits any sales activity on Agency property; and Section 80.030.5, makes minor changes to include new products. For example, the Agency currently prohibits advertising of tobacco products. The proposed change would also prohibit advertisements of e-cigarettes and vaporizers. It is further requested that the Committee recommend that the proposed revisions to Board Policy, Chapter 80 *Agency Property*, not be tabled pursuant to *Article VI(D)* of the Board Policies, as it is in the best interest of the Agency that this revision become effective upon approval at the June 24, 2016, Board meeting. A motion for the Committee to approve and refer to the Board for approval the proposed changes to Board Policy, Chapter 80, *Agency Property*, and that this proposed revision not be tabled and be approved at the June 24, 2016, Board meeting was made by Commissioner Brown and seconded by Commissioner Kicielinski. **Motion passed unanimously.**

**6. Contract Award: Werremeyer Incorporated for Development and Implementation of Marketing Activities for BSD and Emerging Enterprises**

**8:09 a.m.** The briefing paper regarding the contract award to Werremeyer Incorporated (**Werremeyer**) for Development and Implementation of Marketing Activities for BSD and Emerging Enterprises was provided in the Committee packet. Dianne Williams, Vice President Marketing and Communications, provided a brief overview. A solicitation was issued on March 21, 2016, to retain a firm that could provide full-service marketing and creative agency assistance in the development and implementation of marketing activities for Bi-State Development (**BSD**) and the emerging enterprises. Four (4) proposals were received and evaluated. After the technical evaluations, cost scores calculations and final combined scores were tabulated; the evaluation team determined that the proposal from Werremeyer provided the best value. Werremeyer's cost was deemed fair and reasonable in comparison with other proposals submitted, and they have provided exceptional creative services to BSD in the past.

Commissioner Kicielinski asked who was responsible for ensuring the billable hours for Werremeyer were verified and submitted properly. In response, Dianne Williams informed the Committee that the Marketing and Communications Department would be responsible and they are tenacious about making sure that the bills reflect the services provided and charges for said services are correctly documented and submitted.

A motion for the Committee to approve and refer to the Board for approval the request to authorize the President & CEO to enter into a three (3) year contract in the not to exceed amount of \$600,000; award monetary and administrative contract modifications as needed; and award two (2) option years in an amount not to exceed \$400,000 if certain criteria are met as stipulated in the briefing paper was made by Commissioner Brown and seconded by Commissioner Kicielinski. **Motion passed unanimously.**

7. **Contract Award: Ironhorse, Incorporated for Track Maintenance Service**

**8:12 a.m.** The briefing paper regarding the contract award for Ironhorse, Incorporated (**Ironhorse**) for Track Maintenance Service was provided in the Committee packet. Scott Grott, Chief MetroLink Operations, provided a brief overview. A Request for Proposal (**RFP**) was issued in March 2016 for qualified contractors to provide track maintenance services and routine and emergency repairs along the MetroLink alignment. Proposals were received from three (3) firms, and upon the completion of their technical and cost evaluations, Ironhorse was selected. Ironhorse's costs were deemed fair and reasonable in comparison with the other solicitations received. The on-call track maintenance contract has been in place since the inception of MetroLink, and Ironhorse is the incumbent on this project and the most qualified with the best proposal submitted. A motion for the Committee to approve and refer to the Board for approval the request to authorize the President & CEO to enter into a three (3) year time and material contract in a not to exceed amount of \$1,737,448.85; award monetary and administrative contract modifications as needed; and award two (2) option years in an amount not to exceed \$1,431,575.70 if certain criteria are met as stipulated in the briefing paper was made by Commissioner Brown and seconded by Commissioner Kicielinski. **Motion passed unanimously.**

8. **Third Quarter Operations Report and Capital Projects Update**

**8:15 a.m.** The Third Quarter Operations Report and Capital Projects Update was provided in the Committee packet. Ray Friem, Executive Director Metro Transit provided a brief overview. Ridership was down 4.2% and through the Third Quarter we are \$5.3 million behind budget. Expenses are down primarily due to lower diesel fuel costs and lower employee benefits costs. Fixed route service for both MetroLink and MetroBus was down for both the quarter and year-to-date. Ridership was strong in Fiscal Year 2014 and for the first seven (7) months of Fiscal Year 2015, but by February there was a drop in ridership that continued through every subsequent report. Ridership for all modes of transportation in Fiscal Year 2016 are universally lower than the previous year. The decline in ridership can be contributed to a number of events that included regional unrest, security concerns, and lower fuel prices. Ray Friem said this is not just an issue related to transit. He reported that parking revenue in the City of St. Louis is down, and there are not as many people coming into Downtown St. Louis. Mr. Nations noted that Uber began operating in the region in April of 2015, which may also have an as yet undetermined impact on transit, as it has had on taxi cabs. Service profiles are basically unchanged, however, loss of ridership triggers a lowering of the system efficiency numbers and passenger revenue hours. Call-A-Ride remains unaffected. Security activity shows custodial arrests are up for the quarter but summonses are down. Dispatch calls are up and valid service complaints are up for the quarter. The TIGER Grant Funding Partners have agreed to allow BSD to enter into a contract with HNTB, for the design services of the Boyle Street Station. Vehicle acquisitions for the Call-A-Ride vans are problematic primarily because the chassis deliveries are way behind schedule. We have been successful in keeping the vans operational but we are a year behind in our procurement schedule. BSD recently received concurrence from St. Clair County Transit District to proceed with bus procurement for the year.

Fred Bakarich, Director Engineering Systems, provided a brief update regarding the Eads Bridge Project. Work on the bridge is on track to be completed by June 3<sup>rd</sup> with a target date of June 13 for cut over. There is some Overhead Conductor Rail (**OCR**) work yet to be completed but the overall work on the bridge will be completed very soon. Some discussion followed regarding the final total cost to rehab the bridge. The Civic Transit Center was delayed for over a year in order

to resolve issues with the City of St. Louis regarding ADA compliance and access. Those concerns were resolved a few weeks ago, and a notice to proceed on this project was issued. Although there is some work to be completed on the Spruce Street Bridge, the major work was completed in time for the St. Louis Cardinals' opening day. Additional discussions followed regarding the TIGER Grant Project and the Union Station Tunnel Project.

Scott Grott, Chief MetroLink Operations, discussed the key capital maintenance projects, focusing primarily on the wood tie project, contact wire replacements, station edge replacements, and elevator rehabilitation.

Tom White, Director, Project Control, provided a brief update regarding the SmartCard Project. The integration between the vendors and the software installation has made good progress. Trapeze and the AVL System have been integrated and a test of the software on a bus to see how it interacts with the farebox system can now provide stop ID's and tie the transaction to that information. There were minor issues that needed to be resolved, and final development is expected to be completed soon. There have been some changes to the ticket purchasing websites to make them more customer friendly. The new hand-held inspection devices will be critical to the success of the project. These devices will be used by the fare enforcement officers for checking fares.

Commissioner Buehlhorn stated that after the SmartCard is fully operational, complaints will increase because of launching this new system and suggested that the complaints about the new SmartCard system be tracked separately from the other complaints. Some discussion followed regarding other transit agencies who implemented this type of system and overall every city said that during the first six (6) months of service the complaints went up tremendously, but then they reached a curve and started to decline as customers became more familiar with the changes. This report was informational only and no Committee action was required. A copy of the report will be kept at the office of the Deputy Secretary.

9. **Contract Modification – Automated Fare Collection System Customer Education Services 8:55 a.m.** The Briefing Paper regarding the contract modification for Automated Fare Collection System Customer Education Services was provided in the Committee packet. Ray Friem, Executive Director Metro Transit, informed the Committee that this service may be required in the next three months and since the Board does not meet again until September, 2016, management is requesting approval of this contract modification now. Tom White, Director Project Control, provided additional information regarding this contract modification. BSD entered into a sole source contract with Jones Worley in September, 2013 for SmartCard branding and customer education services. Jones Worley is uniquely qualified and St. Louis is the seventh transit property in the nation for which they have provided customer education services. The funds currently contracted were intended to last through September, 2016, at which time BSD planned to shift to a local PR firm for the rollout marketing strategy. The project team determined that Jones Worley would bring more value during the launch and implementation phases than another firm. Therefore, the funds set aside for the local firm will be used to extend Jones Worley's contract. The remaining work and additional contract amount requested for customer education and communication is \$250,000. A motion for the Committee to approve and refer to the Board for approval a sole source contract modification with Jones Worley, to be extended to July, 2018, with a total not to exceed amount of \$500,000 was made by

Commissioner Brown and seconded by Commissioner Kicielinski. **Motion passed unanimously.**

**10. Unscheduled Business**

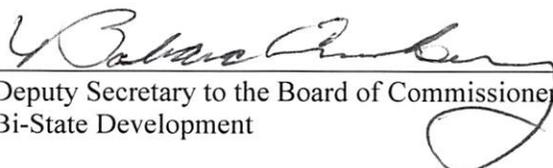
**9:00 a.m.** There was no unscheduled business.

**11. Call of Dates for Future Committee Meetings**

**9:00 a.m.** The next Audit Committee meeting is scheduled for Friday, May 20, 2016, at 8:00 a.m.; the next Board meeting is scheduled for Friday, June 24, 2016, at 8:00 a.m.; the next Operations Committee meeting is scheduled for Tuesday, August 16, 2016, at 8:00 a.m.; and the next Finance & Administration Committee meeting is scheduled for Friday, August 26, 2016, at 8:00 a.m.

**12. Executive Session - If such action is approved by a majority vote of the Bi-State Development's Board of Commissioners who constitute a quorum, the Board may go into closed session to discuss legal, confidential, or privileged matters under §610.021(1); RSMo; leasing, purchase or sale of real estate under §610.021(2); personnel actions under §610.021(3); discussions regarding negotiations with employee groups under §610.021(9); sealed bids, proposals and documents related to negotiated contracts under §610.021(12); personnel records or applications under §610.021(13); records which are otherwise protected from disclosure by law under §610.021(14); records relating to hotlines established for reporting abuse and wrongdoing under §610.021(16); or confidential or privileged communications with the District's auditor, including auditor work products under §610.021(17).**

**9:00 a.m.** Pursuant to the requirements of Section 610.021(1) of the Revised Statutes of Missouri, 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 Kicielinski and seconded by Commissioner Brown. A roll call vote was taken and the Commissioners present, Buehlhorn, Brown and Kicielinski voted to approve this agenda item. **Motion passed unanimously, and the Open Session meeting was adjourned.**

  
Deputy Secretary to the Board of Commissioners  
Bi-State Development



**BI-STATE DEVELOPMENT  
AUDIT COMMITTEE MEETING  
OPEN SESSION MINUTES  
MAY 20, 2016**

**Committee Members in Attendance**

**Missouri**

Constance Gully, Chair  
Kelley Farrell (absent)  
Vincent C. Schoemehl

**Illinois**

David Dietzel (absent)  
Jeffrey Watson (absent)

**Other Commissioners in Attendance**

Vernal Brown  
Aliah Holman (via phone)  
Tadas Kicielinski (via phone)

**Staff in Attendance**

John Nations, President & CEO  
Barbara Enneking, General Counsel and Deputy Secretary  
Shirley Bryant, Certified Paralegal  
Jim Cali, Director, Internal Audit  
Rita Marion, Sr. Administrative Assistant  
Kathy Kleborn, Sr. Vice-President and Chief Financial Officer  
Patti Beck, Director of Communications  
Mark Vago, Controller (via phone)  
Angela Staicoff, Internal Auditor  
Kelli Fitzpatrick, Internal Auditor, Part-Time  
Amy Olden, Internal Audit Intern  
Jonathan Frederick, Director, Accounting & Budget  
Michael Gibbs, Accountant Business Enterprises  
Charles Stewart, Vice President, Pensions & Insurance  
Kent Swagler, Director of Corporate Compliance  
Andrew Ghiassi, Manager, Safety & Loss Control  
Larry Jackson, Executive Vice President for Administration  
Kerry Kinkade, Acting Vice President Chief Information Officer  
Theresa Gudowicz Green, Manager Treasury Operations  
Chris Olden, Supervisor Accounting  
Jenny Nixon, Executive Director Tourism Innovation  
Virginia Alt-Hildebrandt, Executive Assistant  
Dave Toben, Director Benefits  
Anita Dunn, Health and Welfare Plan Manager  
Connie Welch, Manager General Accounting  
Jerry Valley, External Communications Manager

**Others in Attendance**

Scott Nickerson, Crowe Horwath

**1. Call to Order**

**8:00 a.m.** Chair Gully called the Open Session Meeting of the Audit Committee 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 January 22, 2016 Audit Committee Meeting - Open Session**

**8:00 a.m.** The January 22, 2016, Open Session Audit Committee Meeting minutes were provided in the Committee packet. A motion to approve the minutes was made by Commissioner Kicielinski and seconded by Commissioner Schoemehl. **Motion passed unanimously.**

**5. March 31, 2016 Financials**

**8:01 a.m.** The March 31, 2016 Financials were provided in the Committee packet. Jonathan Frederick, Director Accounting & Budget, provided a brief overview. Metro Transit revenue is 1% under budget at \$225.6 million due to a combination of a 5.4% decrease in passenger boardings and a 10.7% decrease in farebox collections. Expenses are \$12 million under budget due to a significant medical savings attributable to better discounts received through a new Cigna plan, cost containment on prescription medication, decreases in claims, and position vacancies that resulted in an income before depreciation of \$13.8 million. The Gateway Arch reopened to guests March 22, 2016. Although only one tram was operational, it was sold out daily. Due to the reduced service, tram ridership was down compared to last year and Arch tickets revenue decreased 6.2% as a result. Arch expenses had a \$1.2 million return of funds from the National Park Service that was designated for future and capital improvement projects, and all expenses were in line with the prior year. The total income before depreciation was \$1.6 million. Executive Services revenue was down compared to last year as management has controlled costs related to services provided. Expenses are 22.1% under budget due to unfilled positions and lower than expected legal and internal audit expenses resulting in income before depreciation of \$150,632. The Riverfront Attractions had a loss before depreciation of \$223,574 as a direct result of the weather experienced in Fiscal Year 2016. There were over 30 flood days resulting in a decrease in passengers of 37.8% compared to the prior year. The St. Louis Downtown Airport fuel sales, aircraft movement, and aircrafts based at the airport have increased more than expected for Fiscal Year 2016. Expenses such as wages and consulting fees increased, resulting in a loss before depreciation of \$48,866. The St. Louis Regional Freightway revenue consists of partnership contributions of \$312,763 and expenses mainly consist of wages and consulting fees totaling \$340,083, resulting in a loss before depreciation of \$27,320. Bi-State Development Research Institute received a Missouri Foundation For Health Grant of \$39,805. Their expenses are mainly bank fees and small miscellaneous expenses totaling \$328 resulting in income before depreciation of \$39,477. Arts-In-Transit revenue is money received from the Regional Arts Commission, and expenses are for the bus painting project. The Internal Service Fund is favorable to plan as medical expenses are lower than budget. The Agency wide income before depreciation is \$16.8 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.

**6. March 31, 2016 Performance Indicators**

**8:07 a.m.** The March 31, 2016 Performance Indicators Report was provided in the Committee packet. Kathy Klevorn, Sr. Vice-President and Chief Financial Officer, stated that the downward trend in ridership resulted in a negative impact on most indicators, however, operating costs were well below budget. No additional presentations were made.

Commissioner Schoemehl stated that ridership was down and that the downward trend is being driven by concerns over safety, and as a result revenue is down approximately \$4 million. He asked for an analysis to determine if ridership would be improved if the Agency put \$4 million into increased security. Additional discussions followed regarding security and the 2017 budget assumptions.

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. March 2016 Treasury Report**

**8:19 a.m.** The March 2016 Treasury Report was provided in the Committee packet. Theresa Gudowicz Green, Manager of Treasury Operations, provided a brief overview. Bi-State Development (**BSD**) has approximately \$200 million invested in BSD directed funds, and the average rate of return for the month was 45 basis points which is an improvement over the average rate of return of 28 basis points at the end of Fiscal Year 2015. Approximately \$53 million is invested in trustee directed funds which earned an average rate of return of 1.39%. Since the Federal Reserve raised rates in December 2015, there has been no further increase. The Federal Reserve approach seems to be more cautious due to uncertain inflation, weaker consumer spending, a decrease in exports and a general slowdown in the global economy. The current speculation is that it is unlikely there will be another rate increase in June. Another rate hike is still probably expected for later this year and this will be dependent on second and third quarter numbers related to inflation, jobs, and the general state of the local economy. 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. Procurement Report Third Quarter**

**8:20 a.m.** The Third Quarter Procurement Report was provided in the Committee packet. Larry Jackson, Executive Vice President of Administration, provided a brief overview. Bi-State Development awarded \$2.3 million in noncompetitive procurements for the third quarter of Fiscal Year 2016, which is 11.9% of our total commitment volume of \$19.7 million. The last twelve (12) months, noncompetitive procurements totaled \$11.9 million or 11% of the total Purchase Order Commitment volume of \$109 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.

**9. Internal Audit Status Report – Third Quarter**

**8:22 a.m.** The Internal Audit Status Report, Third Quarter was provided in the Committee packet. Jim Cali, Director of Internal Audit, provided a brief overview. In accordance with Board Policy, Internal Audit is presenting the status report of the activities of the Internal Audit Department (**IAD**) for the third quarter of Fiscal Year 2016. This was a very busy quarter, IAD worked on a lot of audits and spent a great deal of time on follow-up from previous audits. IAD has worked closely with the Procurement Department to issue two (2) Request for Proposals (**RFP**); the first for Health Insurance Claims Audit which was awarded to BKD on April 29, 2016; and the second RFP was issued on May 2, 2016, for cyber security consulting. The Transportation Safety Administration (**TSA**) has added a new element in their audit program requiring a cyber security component. An RFP has already been issued for a Threat and Vulnerability Study that will incorporate the cyber security threat vulnerability component to satisfy the TSA requirement. The Transportation Safety Administration Department of Homeland Security has identified transit agencies as a high target for terrorism and other security type incidents. The internal cyber security is handled by Kerry Kinkade, Acting Vice President Chief Information Officer, and his IT team. The IT department has always had staff that deals with cyber, network, and data security; however, the IT Department will be hiring an individual to specifically monitor cyber security issues. 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. Treasury – Safekeeping Quarterly Accounts Audit, Ending December 31, 2015**  
**8:27 a.m.** The Treasury – Safekeeping Quarterly Accounts Audit Report, ending December 31, 2015, was provided in the Committee packet. Jim Cali, Director of Internal Audit, provided a brief overview. Per Board Policy, the Internal Audit Department (**IAD**) is required to perform a quarterly audit of the Treasury Safekeeping Accounts. IAD reviewed the Treasurer’s Report, identified the securities classified under the Safekeeping Accounts criteria, contacted each bank custodian to verify the existence of the Securities and to confirm account balances. In accordance with the new GASB Statement No. 72 *Fair Value Measurement and Application*, IAD performed an examination of each bank safekeeping custodian’s account confirmation as compared with the fair values for each investment in the Treasurer’s Report. A chart has been provided to show the individual values, the commodities and the custodians of the Safekeeping assets as part of this report. IAD has determined that the Safekeeping Accounts exist, and their respective balances have been fairly presented. 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. Internal Audit Follow-Up Summary, Third Quarter FY 2016**  
**8:28 a.m.** The Internal Audit Follow-Up Summary, Third Quarter FY2016 report was provided in the Committee packet. Jim Cali, Director of Internal Audit, provided a brief overview. When the Internal Audit Department completes an audit the most important aspect of that audit is the follow-up. This report is a comprehensive overview highlighting the current implementation status of recommendations issued in prior audit reports. Many times there are recommendations or observations and management has agreed to make adjustments and/or changes to improve efficiencies or operational effectiveness. IAD spends a great deal of time reviewing the management action plans to make sure that the recommendations are being implemented in accordance with the timetable that management has set forth. Management has done a great job over the quarter and closed out a number of outstanding issues. There are two issues that remain overdue, but that is not a problem. These are very complicated issues and IAD believes that these two outstanding and overdue issues will be completed within the next quarter. This report was informational only and no Committee action was required. A copy of the report will be kept at the office of the Deputy Secretary.
- 12. FY2017 Annual Audit Work Plan & Risk Assessment**  
**8:29 a.m.** The Fiscal Year 2017 Annual Audit Work Plan & Risk Assessment was provided in the Committee packet. Jim Cali, Director of Internal Audit provided a brief overview. The Fiscal Year 2017 Audit Work Plan will concentrate on the auditable units associated with grants, and payroll/time and attendance issues. It will also confirm IAD’s compliance with the relevant professional standards. In performing these audits, it will provide assurance to the Audit Committee that risks that could prevent Bi-State Development from achieving its objectives have been identified. The scope of the Annual Audit Work Plan is designed to address key risks in the Corporate System, Support System and the Operational System. Highlights for the Fiscal Year 2017 audit plan reflect a great deal of effort put forth for the Federal Transit Administration (**FTA**) required Safety and Security Audits and Safety and Security Oversight regarding passenger railroad. IAD will pay special attention to systems that are related to revenue collections, payables, and the payment card system. A great deal of time has been budgeted to do audit follow ups for the audits that have been completed in previous fiscal years that have rolled over into Fiscal Year 2017. The FTA Triennial Review of the entire agency will take place this summer, and IAD has set aside some time for any follow up that may result from their audit report. A motion to

approve the Fiscal Year 2017 Annual Audit Work Plan and Risk Assessment was made by Commissioner Schoemehl and seconded by Commissioner Brown. **Motion passed unanimously.**

**13. Unscheduled Business**

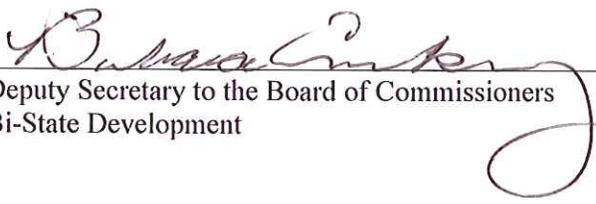
**8:30 a.m.** There was no unscheduled business.

**14. Call of Dates for Future Committee Meetings**

**8:30 a.m.** The next Board meeting is scheduled for Friday, June 24, 2016, at 8:00 a.m.; the next Operations Committee meeting is scheduled for Tuesday, August 16, 2016, at 8:00 a.m. and the next Finance and Administration Committee meeting is scheduled for Friday, August 26, 2016, at 8:00 a.m.

**15. Executive Session - If such action is approved by a majority vote of the Bi-State Development's Board of Commissioners who constitute a quorum, the Board may go into closed session to discuss legal, confidential, or privileged matters under §610.021(1); RSMo; leasing, purchase or sale of real estate under §610.021(2); personnel actions under §610.021(3); discussions regarding negotiations with employee groups under §610.021(9); sealed bids, proposals and documents related to negotiated contracts under §610.021(12); personnel records or applications under §610.021(13); records which are otherwise protected from disclosure by law under §610.021(14); records relating to hotlines established for reporting abuse and wrongdoing under §610.021(16); or confidential or privileged communications with the District's auditor, including auditor work products under §610.021(17).**

**8:30a.m.** Pursuant to the requirements of Section 610.021(1), 610.021(2), 610.021(14), and 610.021(16) of the Revised Statutes of Missouri, Chairman Gully 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 Schoemehl. A roll call vote was taken and the Commissioners present, Gully, Schoemehl, Holman and Kicielinski voted to approve this agenda item. (It should be noted that Commissioner Brown was in attendance during this vote, however because of an oversight her name was not called.) **Motion passed unanimously, and the Open Session meeting was adjourned.**

  
Deputy Secretary to the Board of Commissioners  
Bi-State Development



**Bi-State Development  
Board of Commissioners  
Agenda Item  
June 24, 2016**

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**From:** John M. Nations, President & CEO  
**Subject:** **Sole Source Contract Modification With Jones Worley for Automated Fare Collection System Customer Education Services**  
**Disposition:** Approval  
**Presentation:** Raymond A. Friem, Executive Director Metro Transit; Thomas White, Fare Collection Project Manager

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**Objective:**

To present to the Board of Commissioners, a request for approval to modify the sole source contract with Jones Worley for customer education services of the Automated Fare Collection System.

**Committee Recommendation:**

This item was presented and discussed at the Operations Committee meeting on May 17, 2016. The Committee voted to recommend that the Board of Commissioners approve this contract modification.

**Board Policy:**

Board Policy Chapter 50 requires Board approval for Non-Competitive Procurements which exceed \$100,000, and for procurements for a contract term, including options that exceed five (5) years.

It is the policy of the Agency to conduct all procurements in a manner which fosters full and open competition. In some cases, competition is not feasible or practical. Sole source procurement expenditures amounted to 11.0% of total procurement costs over the last four quarters.

**Funding Source:**

The overall Automated Fare Collection Project is funded through FTA Grants # MO-90-X231 and Local Funding.

**Customer Education Contract Background:**

Bi-State Development / Metro (**BSD/Metro**) entered into a sole source contract with Jones Worley in September 2013 for \$250,000 for smart card branding and customer education services for the project.

Jones Worley is uniquely qualified, having led the customer education effort on the highly successful smart card rollouts for the Metropolitan Atlanta Rapid Transit Authority and the San Francisco Municipal Transportation Agency, and is currently involved in the rollout for the Port Authority of Allegheny County (Pittsburgh) and a few others. In fact, St. Louis is the seventh transit property in the nation for which Jones Worley has provided customer education services.

**Proposed Customer Education Contract Changes:**

The current contracted funds were intended to last through September 2016, at which time BSD/Metro had planned to shift focus to a local PR firm for rollout marketing strategy. However, it's apparent to the project team that Jones Worley would bring more value during the launch and implementation phases than another firm would. Therefore, the funds that were set aside for the local firm will instead be utilized to extend Jones Worley's contract.

The remaining work and additional contract amount requested of Jones Worley are as follows:

<b>Firm</b>	<b>Work Description</b>	<b>Contract Amount</b>
Jones Worley	Customer Education and Communication	\$250,000

Jones Worley is a certified DBE firm. As such, it is anticipated that 100% of the additional work requested will be performed by a DBE firm.

BSD/Metro is requesting approval of the Jones Worley contract so that when the smart card system is ready for rollout to the public, Jones Worley will be able to support the project when their services are needed.

**Description of Remaining Work:**

**Jones Worley (\*DBE) – Shawn Lingle**

Jones Worley's support during the rollout of the Gateway Smart Card System will include customer education and communication efforts and consist of the following:

- **Talking Points/Messaging Schedule** – Provide input on timing and content of the informational and educational messages developed by Metro.
- **Material Development** – Provide input on the materials developed by Metro to educate customers on the Gateway Card conversion and steps they need to take to prepare.
- **Signage and Wayfinding Strategy** – Provide concepts for placement and messaging of signage and ground graphics to correctly navigate customers to buy and use their Gateway Card on the system.
- **Strategic Consulting/Implementation Coordination**
  - **Incentive Development** – Develop incentives for both customers and employees to encourage smart card usage.
  - **Initial Card Distribution** – Develop suggestions for the initial distribution, with pros and cons for each option.
  - **Customer Assistance** – Work with the project team to develop an effective strategy for converting cash customers and help customers use the new system.
  - **Community/Partner Outreach** – Provide outreach activities with community and partner organizations that serve large numbers of Metro customers, including social service organizations, major employers and event venues.
  - **Influencer Outreach** – Work with the communications team to ensure community and political leaders are informed of key developments during the rollout process.
  - **Employee Outreach** – Provide outreach activities with Metro employees. Continue to work with project team to build strong relationships with employees, particularly frontline staff and operators.
  - **Website review and launch** – Provide final content input and asset and language review prior to website launch. Support Metro to work website launch into the overall communications strategy.

**Board Action Requested:**

Approval by the Board of Commissioners of this sole source contract modification with Jones Worley, to be extended to July 2018, with a total not-to-exceed amount of \$500,000.

**A RESOLUTION OF THE BOARD OF COMMISSIONERS  
OF THE BI-STATE DEVELOPMENT AGENCY  
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT  
APPROVING THE EXTENSION OF TIME FOR PERFORMANCE FOR  
CONTRACT WITH JONES WORLEY FOR AUTOMATED FARE  
COLLECTION SYSTEM CUSTOMER EDUCATION 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)(8) and §50.010(E)(1)(b), requires Board approval of all Non-Competitive Procurements exceeding \$100,000 and Board Policy Chapter 50.010, Section G.2, requires the Board of Commissioners to approve all extensions of contract performance that exceed 180 days; and

*Whereas*, the funding for this project is to be provided through FTA grant MO-90-X231 and Local Funds; and

*Whereas*, Agency entered into a sole source contract with Jones Worley in September, 2013 for \$250,000 for SmartCard branding and customer education services for the project. The current contracted funds were intended to last through September, 2016, at which time Agency had planned to the utilize a local PR firm for the rollout marketing strategy. However it is now recognized that Jones Worley would bring more value during the launch and implementation phases than another PR firm; and

*Whereas*, Jones Worley will be providing additional customer education and communication services when the SmartCard system is ready for launch to the public; and

*Whereas*, it is feasible, necessary and in the public interest for the Agency to approve an extension of time for performance of the contract with Jones Worley to July, 2018 and for a total not to exceed contract amount of \$500,000 for SmartCard customer education and communication services, in accordance with the terms and conditions described herein.

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

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

Section 2. Approval of the Contract Modifications. The Board of Commissioners hereby approves an extension of time for performance of the contract with Jones Worley to July, 2018 and for a total not to exceed

contract amount of \$500,000 for SmartCard customer education and communication services, under and pursuant to this Resolution and the Compact for the authorized Agency purposes set forth in the preamble hereof and subject to conditions hereinafter provided.

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

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

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

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

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

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

**ADOPTED** by the Board of Commissioners of The Bi-State Development Agency of the Missouri-Illinois Metropolitan District this 24th of June, 2016.

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

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

[SEAL]

ATTEST:

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

**Open Session Item**

**9(b)**

**From:** John M. Nations, President & CEO  
**Subject:** **Contract Award to Werremeyer, Incorporated for Development and Implementation of Marketing Activities for Bi-State Development and Its Emerging Enterprises**  
**Disposition:** Approval  
**Presentation:** Dianne Williams, Vice President Marketing and Communications; Larry B. Jackson, Executive Vice President of Administration

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**Objective:**

To present to the Board of Commissioners for approval a request for authorization to award a contract to Werremeyer, Incorporated to provide for a full-service marketing and creative agency that will assist in the development and implementation of marketing activities for Bi-State Development (**BSD**) and its emerging enterprises.

**Committee Recommendation:**

This item was presented and discussed at the Operations Committee meeting on May 17, 2016. The Committee voted to recommend that the Board of Commissioners approve this contract award.

**Board Policy:**

Board Policy Chapter 50 requires the Board of Commissioners to approve all Competitive Negotiation Procurements which exceed \$500,000.

**Funding Source:**

Funding is provided through the BSD Operating Budget.

**Background:**

On March 21, 2016, BSD issued Solicitation 16-RFP-102886-CG to retain a firm that could provide a full-service marketing and creative agency to assist in the development and implementation of marketing activities for BSD and the emerging enterprises. The organizations included in the scope of work are:

- Bi-State Development
- Bi-State Development Research Institute
- St. Louis Downtown Airport
- St. Louis Regional Freightway

Proposals were due April 19, 2016, and a total of four (4) proposals were received. A Disadvantaged Business Enterprise (**DBE**) Goal was not recommended for this project. However, Werremeyer Inc. is registered as a DBE vendor with Bi-State Development. The contract period of performance includes three (3) base years and (2) two option years.

**Analysis:**

Proposals were received from four firms and forwarded to a technical evaluation team for evaluation and scoring. The team was comprised of six (6) individuals representing the Bi-State Development's emerging enterprises and marketing and communications staff. The offerors' technical proposals were

evaluated based on their responses to the evaluation criteria presented in the solicitation. The technical proposal received 65% of the total score and cost received 35%.

The technical evaluation criteria are shown below, in the order of importance:

1. Experience and capabilities of the proposer
2. Ability to deliver quality work at a low cost with short lead times
3. Experience and skill set of specific individual work on account

Cost was evaluated using a pre-established formula whereby the firm with the lowest cost received a maximum score of 150 points. The second firm received points based on a formula which assigns points in such a manner that is inversely proportional to increasing costs.

Firm	Cost	Cost Score	Technical Score	Total
Werremeyer	\$1,000,000	175.00	267.50	442.50
Maring Weissman aka Dovetail	\$1,270,000	127.80	223.33	361.13
Elasticity	\$1,280,000	136.72	193.33	330.05
Falk Harrison	\$1,320,000	132.58	212.08	344.66
<b>Total Possible</b>		<b>175.00</b>	<b>325.00</b>	<b>500.00</b>
<b>Points</b>				
<b>Percentage of Total</b>		<b>35%</b>	<b>65%</b>	<b>100%</b>
<b>Points</b>				

Following calculation of cost scores, final combined scores were tabulated. The evaluation team determined that the proposal from Werremeyer, Incorporated provided Bi-State Development with the best value based on being the most advantageous offer, technical and cost factors considered, the quality of the services to be performed, their conformity with the scope of services, and their suitability to the requirements of the BSD entities involved.

Werremeyer's cost is fair and reasonable in comparison with others that submitted proposals, and Werremeyer has provided exceptional creative services to Bi-State Development in the past.

**Board Action Requested:**

Approval by the Board of Commissioners of this request that the President & CEO be authorized to enter into a three (3) year contract in the not to exceed amount of \$600,000; award monetary and administrative contract modifications as needed; and award (2) two option years in an amount not to exceed \$400,000 if the following criteria are met:

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

**A RESOLUTION OF THE BOARD OF COMMISSIONERS  
OF THE BI-STATE DEVELOPMENT AGENCY  
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT  
AWARDING A CONTRACT TO WERREMEYEER, INCORPORATED FOR  
DEVELOPMENT AND IMPLEMENTATION OF MAREKTING ACTIVITIES**

**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 Agency Operating Budget; and

*Whereas*, Request for Proposal 16-RFP-102886-CG was issued on March 21, 2016 seeking proposals from qualified firms that could provide full-service marketing and creative agency assistance in the development and implementation of marketing activities for Agency and its emerging enterprises; and

*Whereas*, four proposals were received and the Werremeyer, Incorporated proposal was determined to be the most advantageous offer, technical and cost factors considered, the quality of services to be performed, their conformity with the scope of services, and their suitability to the requirements of the Agency entities involved; and

*Whereas*, it is feasible, necessary and in the public interest for the Agency to approve the award to Werremeyer, Incorporated for a three (3) year contract period in the not to exceed amount of \$600,000, award monetary and administrative contract modifications as needed, and award two (2) option years in an amount not to exceed \$400,000 if the following criteria are met: 1) funding is available, 2) the contract performance is satisfactory, 3) the exercise of the 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 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 Award. The Board of Commissioners hereby approves the negotiated procurement contract award to Werremeyer, Incorporated for a three (3) year contract period in the not to exceed amount of \$600,000, award monetary and administrative contract modifications as needed and award two (2)

option years in an amount not to exceed \$400,000 if the following criteria are met: 1) funding is available, 2) the contract performance is satisfactory, 3) the exercise of the 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 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 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 Werremeyer, Incorporated.

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 24<sup>th</sup> day of June, 2016.

**THE BI-STATE DEVELOPMENT AGENCY OF THE  
MISSOURI-ILLINOIS METROPOLITAN DISTRICT**  
By \_\_\_\_\_  
Title \_\_\_\_\_

[SEAL]

ATTEST:

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

**Open Session Item**

**9(c)**

**Bi-State Development  
Board of Commissioners  
Agenda Item  
June 24, 2016**

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**From:** John M. Nations, President & CEO  
**Subject:** **Contract Award: Ironhorse, Incorporated for Track Maintenance Service**  
**Disposition:** Approval  
**Presentation:** Raymond A. Friem, Executive Director Metro Transit; Scott D. Grott, Chief MetroLink Operations; and Larry B. Jackson, Executive Vice President for Administration

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**Objective:**

To present to the Board of Commissioners, a request for authorization to award a contract to Ironhorse, Incorporated to provide on-call track maintenance for the MetroLink alignment.

**Committee Recommendation:**

This item was presented and discussed at the Operations Committee meeting on May 17, 2016. The Committee voted to recommend that the Board of Commissioners approve this contract award.

**Board Policy:**

Purchasing Board Procurement Policy, Chapter 50, requires Board approval of Competitive Negotiated procurements that exceed \$500,000.

**Funding Source:**

This Project is funded through the Metro Transit Operating Budget.

**Background:**

Bi-State Development (BSD) issued a Request for Proposal (RFP) 16-RFP-102633-CB in March 2016 requesting proposals from qualified contractors to provide track maintenance services and also, routine and emergency repairs along the MetroLink alignment. The solicitation was sent directly to eighteen (18) firms and advertised on BSD's website.

**Analysis:**

Proposals were received from three firms; Ironhorse, Incorporated, RailWorks Track Services, Incorporated and Musselman & Hall Contractors, LLC. All were forwarded to the Technical Evaluation Team (TEC) for evaluation and scoring. The team was comprised of four individuals representing Bi-State Development's Maintenance of Way Department and one non-voting Procurement representative. The three offeror's technical proposals were evaluated based on their responses to the evaluation criteria presented in the solicitation. The maximum points that could be achieved for technical qualifications were 350. The technical proposal received 70% of the total score and costs received 30%. The technical evaluation criteria are shown below, in the order of importance:

1. Work Plan
2. Quality Control Plan
3. Qualifications of the Firm and Staff

Costs were evaluated using a pre-established formula whereby the firm with the lowest cost received a maximum score of 150 points. The second firm received points based on a formula which assigns points in such a manner that is inversely proportional to increasing costs.

Following calculation of cost scores, final combined scores were tabulated. The TEC determined that the proposal from **Ironhorse, Incorporated** provided BSD with the best value based on being the most advantageous offer, technical and cost factors considered, the quality of the services to be performed, their conformity with the scope of services and their suitability to the requirements of BSD.

Offeror	Technical Score	Cost Score	Final Score
Ironhorse	312.50	150.00	462.50
RailWorks	243.00	117.29	360.29
Musselman & Hall	231.00	128.43	359.43
<b>Total Points Possible</b>	<b>350.00</b>	<b>150.00</b>	<b>500.00</b>

Ironhorse's costs are fair and reasonable in comparison with RailWorks and Musselman & Hall itemized pricing and BSD's independent cost estimate.

Over the past ten years, Ironhorse, Incorporated has been the incumbent for this project and has provided satisfactory service.

Ironhorse was chosen as the responsible contractor whose proposal is most advantageous to BSD with price and other factors considered.

**Board Action Requested:**

Approval by the Board of Commissioners of the request that the President & CEO be authorized to enter into a three year time and material contract in the not to exceed amount of \$1,737,448.85; award monetary and administrative contract modifications as needed; and award two option years in an amount not to exceed \$1,431,575.70 if the following criteria are met:

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

**A RESOLUTION OF THE BOARD OF COMMISSIONERS  
OF THE BI-STATE DEVELOPMENT AGENCY  
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT  
APPROVING THE CONTRACT AWARD TO IRONHORSE, INCORPORATED  
FOR TRACK MAINTENANCE SERVICES**

**PREAMBLES:**

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

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

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

*Whereas*, funding is through the Metro Transit Operating Budget; and

*Whereas*, Agency issued a Request for Proposal 16-RFP-102633-CB in March, 2016 seeking proposals from qualified contractors to provide maintenance services and also routine and emergency repairs along the MetroLink alignment. The solicitation was sent to eighteen (18) firms and advertised on Agency’s website; and

*Whereas*, Agency received proposals from three firms and after evaluation and scoring by the Technical Evaluation Team it determined that the proposal from Ironhorse, Incorporated provided the Agency with the best value based on the most advantageous offer, technical and cost factors considered, the quality of services to be performed, their conformity with the scope of services and their suitability to the requirements of the Agency; and

*Whereas*, it is feasible, necessary and in the public interest for the Agency to approve the three year time and material contract award to Ironhorse, Incorporated for track maintenance services in an amount not-to-exceed \$1,737,448.85, award monetary and administrative contract modifications as needed, and award two option years in an amount not to exceed \$1,431,574.70 if the following criteria are met; 1) funding is available, 2) the 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, and 4) the option price is determined to be better than prices available in the market or that the option is the more advantageous offer at the time the option is exercised, in accordance with the terms and conditions described herein.

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

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

Section 2. Approval of the Contract. The Board of Commissioners hereby approves the three year time and material contract award to Ironhorse, Incorporated for track maintenance services in an amount not-to-exceed \$1,737,448.85, award monetary and administrative contract modifications as needed, and award two option years in an amount not to exceed \$1,431,574.70 if the following criteria are met; 1) funding is available, 2) the

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, and 4) the option price is determined to be better than prices available in the market or that the option is the more advantageous offer at the time the option is exercised, under an pursuant to this Resolution and the Compact for the authorized Agency purposes set forth in the preamble 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 Ironhorse, Incorporated.

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 24<sup>th</sup> day of June, 2016.

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

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

[SEAL]

ATTEST:

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

**Open Session Item**

**10**

**Bi-State Development  
Board of Commissioners  
Agenda Item  
June 24, 2016**

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**From:** John M. Nations, President and CEO  
**Subject:** **Revision to Board Policy, Chapter 80, Agency Property**  
**Disposition:** Approval  
**Presentation:** Barbara A. Enneking, General Counsel; Raymond A. Friem, Executive Director, Metro Transit; Dianne Williams, Vice President Marketing and Communications

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**Objective:**

To present to the Board of Commissioners for approval, a revision to Board Policy, Chapter 80, *Agency Property*. The objective of the revision is to update the Policy and provide greater clarity for establishing management procedures and practices regarding activities conducted on Agency property and facilities. The Current Policy, Proposed Policy (Redlined), and Proposed Policy (Clean Draft) are attached.

**Committee Recommendation:**

This item was presented and discussed at the Operations Committee on May 17, 2016. The Committee voted to recommend that the Board of Commissioners approve the revision to Board Policy, Chapter 80, *Agency Property*.

Additionally, the Committee recommended that the Chairman of the Board of Commissioners designate that the proposed revision to Board Policy Chapter 80, *Agency Property*, not be tabled pursuant to *Article VI(D)* of the Board Policies, as it is in the best interests of Bi-State Development that this revision be approved at the Board Meeting on June 24, 2016.

**Current Board Policy:**

Board Policy, Chapter 80, Section 80.010, *Solicitation of Funds or Sale of Products on Certain Agency Property*; Section 80.020, *Distribution of Literature on Certain Agency Property*; and Section, 80.030, *Advertising on Agency Facilities and Conveyances*. (See Attachment 1.)

**Funding Source:**

No funding source is required to revise the Board Policy.

**Background:**

Chapter 80 of the current Board Policy does not fully protect the Agency's right to control its property that is open to the public by prohibiting or restricting certain activities, including sales activity. In addition, the current language of Chapter 80 does not expressly permit the Agency to utilize its property to charge and collect fees for use of its facilities, as is authorized in Article III of the Compact. The changes to Chapter 80 also update standards and guidelines for the posting of paid advertising.

It has long been the Agency's practice to not allow any of its vehicles or facilities to become a public forum for the dissemination, debate and/or discussion of public issues. The Agency has always endeavored to maintain a safe, welcoming and non-disturbing environment for all Metro passengers, including minors, who come into contact with the Metro system. These proposed changes to the policy also benefit the Public Safety Department's efforts to limit or restrict non-Agency activity in Metro customer transit venues. Moreover, the changes will support the Agency in attracting, maintaining and increasing ridership as well as promoting the operation of the Agency as an interstate authority.

Changes to Section 80.030, pertaining to advertising on Agency property, are minor and serve to update the language and correct the formatting. In 2008, the Board approved substantive changes to this section.

**Analysis:**

A review of Board Policy, Chapter 80, *Agency Property*, determined that the Policy should be revised to reflect the current needs of the Agency, allow for future Agency opportunities, and meet the operational requirements of the Metro Transit system. Additional protections and clarifications regarding the use of Agency property and facilities are necessary in order to prevent interference with safe and efficient Agency operations.

**Board Action Requested:**

Approval by the Board of Commissioners of the revisions to Board Policy, Chapter 80, *Agency Property*.

- Change the order of Sections 80.010 and 80.020 for a more logical flow between policies regarding distribution of literature and policies controlling sales activities.
- Change the title of the new Section 80.010 from *Distribution of Literature on Certain Agency Property* to *Expressive Activities on Agency Property* in order to include all forms of speech.
- No longer provide a provision for outside organizations or individuals to poll, distribute material, or construct booths for the distribution of literature on Agency property as is found in the current Section 80.020 – *Distribution of Literature on Certain Agency Property*.
- The proposed new Section 80.020 (*The Solicitation of Funds or Sale of Products on Agency Property*), allow the Agency to reserve the exclusive right to sell or to provide, or authorize the sale or provision of, products or services on Agency property. The Policy, as written in the current Chapter 80.010, prohibits any sales activity on Agency property.
- In Section 80.030, make minor changes to include new products. For example, the Agency currently prohibits advertising of tobacco products. The proposed change would also prohibit advertisements of e-cigarettes and vaporizers.

**Attachments:**

1. Current Board Policy, Chapter 80
2. Proposed Board Policy, Chapter 80 (Redlined)
3. Proposed Board Policy, Chapter 80 (Clean Draft)

**Note:** In the Proposed Board Policy, the titles for Section 80.010 and Section 80.020 have been revised and their positions switched within the Chapter.

**A RESOLUTION OF THE BOARD OF COMMISSIONERS  
OF THE BI-STATE DEVELOPMENT AGENCY OF  
THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT  
AMENDING BOARD POLICY CHAPTER 80, AGENCY PROPERTY**

**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 make suitable rules and regulations consistent with its mission and not inconsistent with the constitution or laws of either state, or any political subdivision thereof; and

*Whereas*, Article VI of the Bylaws – Board Policies of the Agency, provides that any action by the Board establishing policy, administrative, business, or otherwise, shall be known as “Board Policies” and that the Board may adopt, amend or repeal, in whole or in part, the Board Policies at any meeting of the Board, except that unless otherwise designated by the Chair, all Board Policies shall be tabled for a period of one month and shall become effective upon adoption by the Board; and

*Whereas*, Board Policy Chapter 80, Agency Property, governs the Agency’s guidelines for use of Agency property and facilities; and

*Whereas*, in a review of Board Policy Chapter 80, Agency Property, it was determined that the Policy should be amended to reflect the current needs of the Agency, to allow for future Agency opportunities, and to meet the operational requirements of the Metro transit system; and

*Whereas*, the amended Board Policy Chapter 80, Agency Property, was presented to the Operations Committee on May 17, 2016. The Committee recommended that the amended policy be referred to the Board of Commissioners for consideration at the June 24<sup>th</sup>, 2016 meeting, and that the Board waive tabling the amended policy so that it is effective upon Board approval; and

*Whereas*, it is feasible, necessary and in the public interest for the Agency to approve the amended Board Policy Chapter 80, Agency Property, as referenced in Briefing Paper Attachment #3, and that the Board waive tabling of the amended policy so that it is effective upon Board approval, 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 as fully and completely as if set out in full in this Section 1.

Section 2. Approval of Amendment to Board Policy. The Board of Commissioners hereby authorizes and approves the amendment to Board Policy Chapter 80, Agency Property, (as provided in Attachment #3 of the Briefing Paper and made a part hereof), and waives tabling of the amended policy so that it is effective upon Board approval.

Section 3. Actions of Officers Authorized. The officers of the Agency, including without limitation, the President and CEO and the Vice President and Chief Financial Officer, are hereby authorized and directed to execute all necessary changes to Board Policies, 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 changes and taking of such actions shall be conclusive evidence of such necessity or advisability.

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

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

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

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

Section 8. 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 Policy.

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 24th day of June, 2016.

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

By \_\_\_\_\_  
Its \_\_\_\_\_

[SEAL]

ATTEST:

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

**Open Session Item 10**  
**Attachment 1**

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

**Chapter 80 Agency Property**

<u>Section</u>	<u>Page</u>
Section 80.010 Solicitation of Funds or Sale of Products on Certain Agency Property.....	80-1
Section 80.020 Distribution of Literature on Certain Agency Property .....	80-1
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**Section 80.010            Solicitation of Funds or Sale of Products on Certain Agency Property**

A.     Policy. It is the Policy of the Agency that the solicitation of funds or the sale of products upon Agency facilities open to the public, including conveyances, light rail stations, transit centers, bus loops and similar facilities of the Agency, is prohibited. This policy shall apply to facilities and conveyances solely controlled by the Agency.

B.     Solicitation upon Agency property not open to the public. The President & CEO shall establish management procedures for solicitations upon Agency facilities not open to the public, including the administrative offices of the Agency.

**Section 80.020            Distribution of Literature on Certain Agency Property**

A.     Policy. It is the policy that any person seeking to distribute literature on any of the facilities of the Agency open to the public, including light rail stations, transit centers, bus loops or similar facilities, must obtain prior authorization from the Director of Communications, or the Director’s designee. Those persons and organizations authorized to distribute literature will be issued a permit in accordance with the requirements of this section. Distribution of literature shall only be permitted upon areas designated by the President & CEO, and from booths which are constructed and maintained in accordance with this policy. Construction, maintenance and removal of booths will be at the sole expense of the person or entity distributing literature. The President & CEO will also designate the length of time that the literature can be distributed. Booths shall not be placed in locations where their presence would impede the safe and orderly movement of passengers. No distribution of literature shall be permitted upon Agency

conveyances. This policy shall not apply to facilities and conveyances solely controlled by the Agency. A written application, in the form prescribed by the Director of Communications, must be submitted setting forth the following:

1. The full name, mailing address and telephone number of the person, persons or public or private entity sponsoring, promoting or conducting the distribution of literature;
2. The dates and hours on and during which the distribution of literature is proposed, and the duration of the proposed distribution of literature;
3. The specific designated areas from which the distribution of literature is proposed;
4. A description or drawing of the booth that will be erected during the time of the proposed distribution of literature;

B. Designated areas and booths for distribution of literature. The President & CEO shall designate those areas of Agency property that will be available for distribution of literature. Additional areas may be designated at the discretion of the President & CEO. Distribution of literature will only occur at booths erected within designated areas. The booths will be erected and maintained solely at the expense of the applicants seeking permission to distribute literature upon Agency property. The Agency shall affix to all booths a disclaimer stating that the views expressed in the distributed literature, and the views expressed by the distributors of the literature, are not the policies or positions of the Agency. The disclaimer will be prominently displayed upon the booth as directed by the Director of Communications. At the expiration of the permit all booths shall be immediately removed solely at the expense of the person or entity distributing literature, and the permit holder shall also remove all litter and debris in the area and leave the area in a clean and safe condition.

C. Authorization. An application for a permit for the distribution of literature shall be submitted at least five business days, and no more than 60 calendar days, before the distribution activities are to commence. Based on the request submitted, the Director of Communications shall determine whether authorization to conduct the proposed distribution of literature shall be granted or denied, based upon the following guidelines:

1. The availability of the proposed location. If the proposed location or locations of the proposed distribution of literature is not available, the application shall be denied or modified by the Director of Communications to allow distribution of literature at another location.
2. Appearance and construction of booth. The booth must be of an appearance that will not detract from the appearance of the Agency property upon which the distribution of literature is proposed, and the booth shall not pose a safety hazard to the public. Construction,

maintenance and removal of booths will be at the sole expense of the applicant.

3. Distribution of literature shall not interfere with use of Agency facilities or conveyances. Distribution of literature shall not interfere with public access and use of the facilities or conveyances of the Agency, and shall be confined to the area and booth that may be approved. Under no circumstance will distribution of literature be allowed upon Agency conveyances.

The Director of Communications shall grant, deny, or modify the request within 48 hours from receipt of the request.

D. Distribution of literature upon Agency property not open to the public. The President & CEO shall establish management procedures for distribution of literature upon Agency facilities not open to the public, including the administrative offices of the Agency.

### **Section 80.030 Advertising on Agency Facilities and Conveyances**

A. Policy. It is the policy of the Agency to enter into advertising contracts with transit advertising service suppliers who will provide advertising services on Agency facilities and conveyances that will generate additional revenue for the ongoing operation of the Agency.

B. Award. The award of all transit advertising service contracts will follow applicable standard Agency procurement methods and be consistent with all applicable local, state and federal regulations. Authority for the award of transit advertising service contracts shall be in accordance with the authority limitations, based on monetary levels, for procurements set forth in the Board Policy on Purchasing.

C. Regulation. (revised 11/21/08)

#### **I. Purpose and Intent**

A. It is Metro's declared intent and purpose not to allow or cause any of its buses, paratransit vans, light rail vehicles or facilities to become a public forum for the dissemination, debate and/or discussion of public issues. Rather, in setting these advertising standards, Metro seeks to fulfill the following goals and objectives, which are of paramount importance to the operation of metro's transportation system;

- (1) maximization of revenue generated by advertising;
- (2) maximization of revenue generated by attracting, maintaining and increasing ridership;
- (3) maintaining the safe and orderly operation of Metro's transportation systems;

(4) maintaining a safe, friendly, welcoming and non-disturbing environment for all Metro passengers, including minors who travel on or come in contact with the Metro system; and

(5) avoiding the identification of Metro with advertisements or the viewpoints of advertisers.

B. Metro reserves the right, from time to time, to suspend, modify or revoke the application of any or all of these guidelines as it deems necessary to comply with legal mandates, to accommodate its primary transportation function, and/or to fulfill other goals and objectives deriving from its mission, objectives, or governing law.

C. At the discretion of Metro's President & CEO, Metro may at any time, subject to any contractual obligations, partly or completely ban advertising on Metro buses, paratransit vans, light rail vehicles or facilities.

## **II. Advertising Standards and Guidelines**

### **A. Advertising Policy**

Metro intends that its facilities shall constitute non-public forums. Metro does not commit or dedicate any of its facilities for use as a forum for communication on public issues; rather, advertising shall be limited as set forth in this policy and may be further limited in Metro's discretion. Advertising on Metro facilities is not open to any and all advertisers. Metro intends to retain control over the type of advertising that it will allow on its buses, paratransit vans, light rail vehicles and facilities. As such, certain forms of paid and unpaid advertising will not be permitted for placement or display on or in Metro facilities.

### **B. Limitations on Advertising**

Metro shall not display or maintain any advertisement that falls within one or more of the following categories.

1. promotes the sale of tobacco or tobacco-related products, including advertisements depicting such products;
2. promotes adult book stores, adult video stores, dance clubs featuring nudity or erotic dancing and other similar adult entertainment establishments, adult telephone services, adult Internet sites and escort services;
3. promotes unlawful or illegal goods or services, including material contained therein or referred to therein which appears to promote or encourage, the use or possession of such unlawful or illegal goods or services;

4. promotes unlawful or illegal activities or conduct, including material contained therein or referred to therein which appears to promote or encourage such activities or conduct;
5. appears to be false, misleading or deceptive, including material contained therein which is false, misleading or deceptive;
6. implies or declares an endorsement by Metro of any goods, service, activities or points of view, including material contained therein or referred to therein which implies or declares any such endorsement, without the prior written authorization of Metro;
7. appears to be libelous, an invasion of privacy, an infringement of copyrighted material, or otherwise appears unlawful or illegal or likely to subject Metro to litigation;
8. promotes, supports or contains political speech, meaning speech that (1) pertains to any candidate for public office, (2) pertains to specific ballot question, initiative petition, or referendum, or (3) addresses a significantly disputed political issue or cause;
9. fosters sexual, racial, religious or other offensive stereotypes, including material contained therein or referred to therein which fosters such stereotypes;
10. contains profane language;
11. contains nudity, obscenity, materials indecent or inappropriate as to minors, or materials which otherwise depict sexual activities, conduct, excitement, or sadomasochistic abuse;
12. contains images of graphic violence, including, but not limited to, the depiction of acts of violence or harm to a person or animal and images of human or animal bodies or its parts in a mutilated, dismembered, decomposed and/or disfigured state;
13. contains material that appears (from the viewpoint of a reasonably prudent person) to demean, disparage, ridicule, mock, abuse, display hostility to, or debase the dignity or stature of, any individual or group of individuals or any racial, religious or ethnic group;
14. contains material which is likely to offend, discomfort, or annoy Metro customers, or make them feel unwelcome, unsafe, or uncomfortable;
15. displays any word, phrase, symbol, or character likely to interfere with, mislead, or distract traffic, or conflict with any traffic control device;

16. demeans or disparages an individual or group of individuals. For purposes of determining whether an advertisement contains such material, Metro will determine whether a reasonably prudent person, knowledgeable of Metro's ridership and using prevailing community standards, would believe that the advertisement contains material that ridicules or mocks, is abusive or hostile to, or debases the dignity or stature of, an individual or group of individuals.

C. Advertisement of Alcoholic Beverages

Advertisements related to the sale of alcoholic beverages shall contain a statement, occupying at least 3% of the area of the advertisement, that indicates the legal drinking age in Missouri and warns of the dangers of alcohol consumption during pregnancy, or in connection with the operation of heavy machinery, or while driving.

D. Additional Limitations for Non-Commercial Advertisers

1. Metro will accept advertisements from non-commercial advertisers to promote charitable events or community outreach efforts, so long as the advertiser is a charitable or religious organization with tax exempt status, *i.e.*, 501(c)(3) status or is a government or government-sponsored organization. Advertisements from non-commercial advertisers must likewise comply with the guidelines set forth in Part II.
2. The spaces available on Metro's buses, paratransit vans, light rail vehicles and facilities are limited in number. In light of Metro's stated goal of maximizing revenue generated by advertising, priority as to the posting and placement of ads will be given to commercial advertisers over non-commercial advertisers.

E. Disclaimers

Metro reserves the right, in all circumstances, to require that an advertisement on or in its facilities include attribution to the sponsor of the advertisement and/or a disclaimer indicating that it is not sponsored by, and does not necessarily reflect the views of Metro.

F. Promotion of Transportation Function

Notwithstanding any particular limitations set forth above, Metro has the unqualified right to display, on it in its facilities, advertisements and notices that pertain to Metro operations and promotions or that otherwise encourage and promote public use of Metro's transportation facilities or public or mass transit in general.

G. Right to Modify

In light of Metro's stated goals of maximizing its ridership and providing a friendly and welcoming environment for its riders, Metro reserves the right to modify, change or withdraw existing advertisements based upon complaints or other information.

### **III. Administration of Standards and Guidelines**

A. Advertising Contractor. Metro may, from time to time, select an "Advertising Contractor" who shall be responsible for the daily administration of a segment or all of Metro's advertising program, in a manner consistent with the guidelines set forth herein and the terms of its agreement with Metro. The advertising program shall include, but not be limited to, promotion, solicitation, sales, accounting, billing, collections, and posting of advertising displays on or in all Metro facilities including, but not limited to, transit vehicles.

B. Review by Advertising Contractor. Metro's Advertising Contractor will review each advertisement submitted for display and installation on Metro's buses, paratransit vans, light rail vehicles or facilities, to determine whether the proposed advertisement falls within, or may fall within, prohibitions or limitations under this Policy. Internet addresses or websites listed on advertisements may be scrutinized and to the extent that such referenced places contain material which is deemed objectionable per the standards set forth herein, the advertisement may be deemed objectionable based on such materials.

C. Review by Metro. If the Advertising Contractor determines that an advertisement falls within, or may fall within, prohibitions or limitations under this Policy, the following steps will be taken.

- (1) the Advertising Contractor will promptly provide the advertiser with a copy of these standards and written notice of its determination, the reasons for the determination and the option for the advertiser to request a review of the decision before Metro;
- (2) the Advertising Contractor will provide Metro with a copy of the written notice to the advertiser and the advertisement at issue;
- (3) upon written request from the advertiser, Metro will conduct a review within fourteen (14) days of receipt of such a request, to determine whether the advertisement at issue falls within prohibitions or limitations under this Policy;
- (4) within five (5) days of the review conducted by Metro, it will provide the advertiser and the Advertising Contractor with a written notice of its determination. Metro's determination will be final.

D. No Rights Created. In setting for the above review process, Metro does not intend to create any due process rights for advertisers. Rather, Metro's intent

is to establish a review process for the purpose of attempting to ensure the uniform application and enforcement of the stated guidelines and standards.

E. Severability. If prohibition or limitation under this Policy is determined to be invalid as applied to any particular type of Metro bus, paratransit van, light rail vehicle, or facility, the category shall, to the extent permissible, remain applicable to all other types of Metro buses, light rail vehicles and facilities.

F. Amendment. Metro reserves the right to amend these policies and standards at any time. Any revisions or amendment to this policy will be in writing and supplied to the Advertising Contractor. Any member of the public may obtain a copy of these policies and standards at any time, upon request.

#### **IV. Design and Minimum Advertising Purchases**

A. Amount. Metro's Marketing Department, in cooperation with the Advertising Contractor, will establish minimum rates and/or amounts of advertising that must be purchased by an advertiser before an advertisement is accepted.

B. Schedule. The minimum rates and/or amounts of advertising required to be purchased will be made available to any potential advertisers by the Advertising Contractor. A rate card, to be reviewed and approved by Metro's Marketing Department, will be published for advertising space and production charges offered to the public on, at minimum, an annualized basis. Co-promotional trade programs will be considered on a proposal basis only with a minimum of one-month lead time and are not available to offset revenue guarantees.

D. Revenues. Contracts must include a method of remittance of revenues to the Agency. Revenue from these contracts shall be retained by the Agency and used to offset the need for public subsidy. Revenues pledged to a particular operation shall be accounted for in accordance with regulatory requirements.

In lieu of revenue, the Agency may accept an equivalent value of goods and/or services, including but not limited to capital improvements, information services, advertising, site maintenance, and other benefits.



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

**Chapter 80 Agency Property**

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**Section 80.02010- ~~Distribution of Literature~~ **Expressive Activities** on ~~Certain~~ Agency Property**

~~A. **Policy.** It is the policy that any person seeking to distribute literature on any of the facilities of the Agency open to the public, including light rail stations, transit centers, bus loops or similar facilities, must obtain prior authorization from the Director of~~  
~~Communications, or the Director's designee. Those persons and organizations authorized to distribute literature will be issued a permit in accordance with the requirements of this section. Distribution of literature shall only be permitted upon areas designated by the President & CEO, and from booths which are constructed and maintained in accordance with this policy. Construction, maintenance and removal of booths will be at the sole expense of the person or entity distributing literature. The President & CEO will also designate the length of time that the literature can be distributed. Booths shall not be placed in locations where their presence would impede the safe and orderly movement of passengers. No distribution of literature shall be permitted upon Agency conveyances. This policy shall not apply to facilities and conveyances solely controlled by the Agency. A written application, in the form prescribed by the Director of Communications, must be submitted setting forth the following:~~

- ~~1. The full name, mailing address and telephone number of the person, persons or public or private entity sponsoring, promoting or conducting the distribution of literature;~~

- ~~2. The dates and hours on and during which the distribution of literature is proposed, and the duration of the proposed distribution of literature;~~
- ~~3. The specific designated areas from which the distribution of literature is proposed;~~
- ~~4. A description or drawing of the booth that will be erected during the time of the proposed distribution of literature;~~

~~B. Designated areas~~ **A. Policy.** In order to prevent interference with safe, efficient operation of the Agency as an interstate authority, the Agency intends that all property or facilities owned by the Agency and open to the public, including conveyances (buses, paratransit vans, light rail vehicles, etc.), light rail stations and platforms, transit centers, bus loops, parking lots, airport property, and similar property or facilities of the Agency (hereinafter “Agency Property,” as used in Sections 80.010-80.030) be utilized only for Agency purposes. It is the Agency’s declared intent and purpose not to allow or cause Agency Property to become a public forum for the dissemination, debate and/or discussion of public issues. To that end, no individuals, groups, organizations, or companies are allowed to display or distribute leaflets, handbills, literature or other items or to survey, poll or petition on any Agency Property.

~~and booths for distribution of literature. The President & CEO shall designate those areas of Agency property that will be available for distribution of literature. Additional areas may be designated at the discretion of the President & CEO. Distribution of literature will only occur at booths erected within designated areas. The booths will be erected and maintained solely at the expense of the applicants seeking permission to distribute literature upon Agency property. The Agency shall affix to all booths a disclaimer stating that the views expressed in the distributed literature, and the views expressed by the distributors of the literature, are not the policies or positions of the Agency. The disclaimer will be prominently displayed upon the booth as directed by the Director of Communications. At the expiration of the permit all booths shall be immediately removed solely at the expense of the person or entity distributing literature, and the permit holder shall also remove all litter and debris in the area and leave the area in a clean and safe condition.~~

~~C. Authorization.~~ An application for a permit for the distribution of literature shall be submitted at least five business days, and no more than 60 calendar days, before the distribution activities are to commence. Based on the request submitted, the Director of Communications shall determine whether authorization to conduct the proposed distribution of literature shall be granted or denied, based upon the following guidelines:

1. ~~The availability of the proposed location. If the proposed location or locations of the proposed distribution of literature is not available, the application shall be denied or modified by the Director of Communications to allow distribution of literature at another location.~~
2. ~~Appearance and construction of booth. The booth must be of an appearance that will not detract from the appearance of the Agency property upon which the distribution of literature is proposed, and the booth shall not pose a safety hazard to the public. Construction, maintenance and removal of booths will be at the sole expense of the applicant.~~
3. ~~Distribution of literature shall not interfere with use of Agency facilities or conveyances. Distribution of literature shall not interfere with public access and use of the facilities or conveyances of the Agency, and shall be confined to the area and booth that may be approved. Under no circumstance will distribution of literature be allowed upon Agency conveyances.~~

~~—The Director of Communications shall grant, deny, or modify the request within 48 hours from receipt of the request.~~

- D. ~~B. Distribution of literature upon Agency p~~**Property not open to the public.** The President & CEO **or his or her designee** shall establish management procedures for **expressive activities**~~distribution of literature upon on all Agency Property and facilities not open to the public, including theits administrative offices of the Agency.~~

### **Section 80.01020 — Solicitation of Funds or Sales of Products on Certain Agency Property**

- A. ~~Policy. It is the Policy of the The~~ **Policy.** ~~that~~**prohibits** the solicitation of funds or the sale of products **or services** upon Agency **Property facilities** open to the public. ~~, including conveyances, light rail stations, transit centers, bus loops and similar facilities of the Agency, is prohibited. This policy shall apply to facilities and conveyances solely controlled by the Agency.~~
- B. **Permitted Agency activities.** Notwithstanding the foregoing, the Agency reserves the exclusive right to sell or to provide, or to authorize the sale or provision, whether by contract, partnership, sponsorship or other affiliation, of products or services on Agency Property pursuant to the Collected Board Policies of the Agency including, but not limited to, Procurement and Contract Administration (50.010), Concessions (50.040) and Economic Development (40.070). Permitted Agency activities may also include Agency-initiated special events, such as musical performances, art dedications and other activities on Agency Property,

through contract, partnership, sponsorship or other written affiliation agreement, conducted in an effort to attract, maintain and increase ridership or otherwise promote the operation of the Agency as an interstate authority. Such permitted Agency activities are not intended to create a public forum on Agency Property.

- C. ~~Solicitation upon~~ Agency ~~p~~Property not open to the public. The President & CEO ~~or his or her designee~~ shall establish management procedures for solicitations upon Agency ~~Property and~~ facilities not open to the public, including ~~theits~~ administrative offices ~~of the Agency~~.

**Section 80.030 Advertising on Agency Facilities ~~and Conveyances~~Property**

- A. Policy. It is the policy of the Agency to enter into advertising contracts with transit advertising service suppliers who will provide advertising services on Agency ~~facilities and conveyances~~Property that will generate additional revenue for the ongoing operation of the Agency.
- B. Award. The award of all transit advertising service contracts will follow applicable standard Agency procurement methods and be consistent with all applicable local, state and federal regulations. Authority for the award of transit advertising service contracts shall be in accordance with the authority limitations, based on monetary levels, for procurements set forth in the Board Policy on Purchasing.
- C. Regulation. (revised 11/21/08)

**I. Purpose and Intent**

A. — It is ~~Metro's~~the Agency's declared intent and purpose not to allow or cause any of its ~~buses, paratransit vans, light rail vehicles or facilities~~Property to become a public forum for the dissemination, debate and/or discussion of public issues. ~~through the sale of advertising.~~ Rather, in setting these advertising standards, ~~Metro~~the Agency seeks to fulfill the following goals and objectives, which are of paramount importance to the operation of ~~metro's~~the Agency's transportation system;:

- (1) maximization of revenue generated by advertising;
- (2) maximization of revenue generated by attracting, maintaining and increasing ridership;
- (3) maintaining the safe and orderly operation of ~~Metro's~~the Agency's transportation systems;

(4) maintaining a safe, friendly, welcoming and non-disturbing environment for all ~~Metro~~**Agency passengerscustomers**, including minors who travel on or come in contact with the ~~Metro-system~~**Agency's systems**; and

(5) avoiding the identification of ~~Metro~~**the Agency** with advertisements or the viewpoints of advertisers.

B. ~~Metro~~**The Agency** reserves the right, ~~from time to time~~, to suspend, modify or revoke the application of any or all of these guidelines as it deems necessary to comply with legal mandates, to accommodate its primary transportation function, and/or to fulfill other goals and objectives deriving from its mission, objectives, or governing law.

C. At the discretion of ~~Metro's~~**the Agency's** President & CEO, ~~Metro~~**the Agency** may at any time, subject to any contractual obligations, partly or completely ban advertising on ~~Metro buses, paratransit vans, light rail vehicles or facilities~~**Agency Property**.

## II. Advertising Standards and Guidelines

### A. Advertising Policy

~~Metro~~**The Agency** intends that its ~~facilities~~**Property** shall constitute non-public forums. ~~Metro~~**The Agency** does not commit or dedicate any of its ~~facilities~~**Property** for use as a forum for communication on public issues; rather, advertising shall be limited as set forth in this policy and may be further limited ~~in~~

~~at~~**the Agency's** discretion. Advertising on ~~Metro facilities~~**Agency Property** is not open to any and all advertisers. ~~Metro~~**The Agency** intends to retain control over the type of advertising that it will allow on its ~~buses, paratransit vans, light rail vehicles and facilities~~**Property**. As such, certain forms of paid and unpaid advertising will not be permitted for placement or display on or in ~~Metro facilities~~**Agency Property**.

### B. Limitations on Advertising

~~Metro~~**The Agency** shall not display or maintain any advertisement that falls within one or more of the following categories.

1. promotes the sale of tobacco ~~or~~, tobacco-related products, **vaporizers and e-cigarettes**, including advertisements depicting such products;
2. promotes adult book stores, adult video stores, dance clubs featuring nudity or erotic dancing and other similar adult entertainment establishments, adult telephone services, adult Internet sites and escort services;
3. promotes unlawful or illegal goods or services, including material contained therein or referred to therein which appears to promote or

encourage, the use or possession of such unlawful or illegal goods or services;

4. promotes unlawful or illegal activities or conduct, including material contained therein or referred to therein which appears to promote or encourage such activities or conduct;
5. appears to be false, misleading or deceptive, including material contained therein which is false, misleading or deceptive;
6. implies or declares an endorsement by ~~Metro~~the Agency of any goods, service, activities or points of view, including material contained therein or referred to therein which implies or declares any such endorsement, without the prior written authorization of ~~Metro~~the Agency;
7. appears to be libelous, an invasion of privacy, an infringement of copyrighted material, or otherwise appears unlawful or illegal or likely to subject ~~Metro~~the Agency to litigation;
8. promotes, supports or contains political speech, meaning speech that (1) pertains to any candidate for public office, (2) pertains to specific ballot question, initiative petition, or referendum, or (3) addresses a significantly disputed political issue or cause;
9. fosters sexual, racial, religious or other offensive stereotypes, including material contained therein or referred to therein which fosters such stereotypes;
10. contains profane language;
11. contains nudity, obscenity, materials indecent or inappropriate as to minors, or materials which otherwise depict sexual activities, conduct, excitement, or sadomasochistic abuse;
12. contains images of graphic violence, including, but not limited to, the depiction of acts of violence or harm to a person or animal and images of human or animal bodies or its parts in a mutilated, dismembered, decomposed and/or disfigured state;
13. contains material that appears (from the viewpoint of a reasonably prudent person) to demean, disparage, ridicule, mock, abuse, display hostility to, or debase the dignity or stature of, any individual or group of individuals or any racial, religious or ethnic group;
14. contains material which is likely to offend, discomfort, or annoy ~~Metro~~Agency customers, or make them feel unwelcome, unsafe, or uncomfortable;

15. displays any word, phrase, symbol, or character likely to interfere with, mislead, or distract traffic, or conflict with any traffic control device;
16. demeans or disparages an individual or group of individuals. For purposes of determining whether an advertisement contains such material, ~~Metro~~**The Agency** will determine whether a reasonably prudent person, knowledgeable of ~~Metro's~~**the Agency's** ridership and using prevailing community standards, would believe that the advertisement contains material that ridicules or mocks, is abusive or hostile to, or debases the dignity or stature of, an individual or group of individuals.

C. Advertisement of Alcoholic Beverages

Advertisements related to the sale of alcoholic beverages shall contain a statement, occupying at least 3% of the area of the advertisement, that indicates the legal drinking age ~~in Missouri~~ and warns of the dangers of alcohol consumption during pregnancy, or in connection with the operation of heavy machinery, or while driving.

D. Additional Limitations for Non-Commercial Advertisers

1. ~~Metro~~**The Agency** will accept advertisements from non-commercial advertisers to promote charitable events or community outreach efforts, so long as the advertiser is a charitable or religious organization with tax exempt status, *i.e.*, 501 (c)(3) status or is a government or government-sponsored organization. Advertisements from non-commercial advertisers must likewise comply with the guidelines set forth in Part II.
2. The spaces available on ~~Metro's buses, paratransit vans, light rail vehicles and facilities~~**Agency Property** are limited in number. In light of ~~Metro's~~**the Agency's** stated goal of maximizing revenue generated by advertising, priority as to the posting and placement of ads will be given to commercial advertisers over non-commercial advertisers.

E. Disclaimers

~~Metro~~**The Agency** reserves the right, in all circumstances, to require that an advertisement on or in its ~~facilities~~**Property** include attribution to the sponsor of the advertisement and/or a disclaimer indicating that it is not sponsored by, and does not necessarily reflect the views of ~~Metro~~**the Agency**.

F. Promotion of Transportation Function

Notwithstanding any particular limitations set forth above, ~~Metro~~**the Agency** has the unqualified right to display, on ~~it~~ or in its ~~facilities~~**Property**, advertisements and notices that pertain to ~~Metro~~**the Agency's** operations and promotions or that otherwise encourage and promote public use of ~~Metro's~~**the Agency's** transportation facilities or public or mass transit in general.

## G. Right to Modify

In light of ~~Metro's~~the Agency's stated goals of maximizing its ridership and providing a friendly and welcoming environment for its riders, ~~Metro~~the Agency reserves the right to modify, change or withdraw existing advertisements based upon complaints or other information.

## III. Administration of Standards and Guidelines

A. Advertising Contractor. ~~Metro~~The Agency may, from time to time, select an "Advertising Contractor" who shall be responsible for the daily administration of a segment or all of ~~Metro's~~the Agency's advertising program, in a manner consistent with the guidelines set forth herein and the terms of its agreement with ~~Metro~~the Agency. The advertising program shall include, but not be limited to, promotion, solicitation, sales, accounting, billing, collections, and posting of advertising displays on or in all ~~Metro facilities including, but not limited to, transit vehicles~~Agency Property.

B. Review by Advertising Contractor. ~~Metro's~~The Agency's Advertising Contractor will review each advertisement submitted for display and installation on ~~Metro's buses, paratransit vans, light rail vehicles or facilities,~~Agency Property to determine whether the proposed advertisement falls within, or may fall within, prohibitions or limitations under this Policy. Internet addresses or websites listed on advertisements may be scrutinized and to the extent that such referenced places contain material which is deemed objectionable per the standards set forth herein, the advertisement may be deemed objectionable based on such materials.

C. Review by ~~Metro~~the Agency. If the Advertising Contractor determines that an advertisement falls within, or may fall within, prohibitions or limitations under this Policy, the following steps will be taken.

- (1) the Advertising Contractor will promptly provide the advertiser with a copy of these standards and written notice of its determination, the reasons for the determination and the option for the advertiser to request a review of the decision before ~~Metro~~the Agency;
- (2) the Advertising Contractor will provide ~~Metro~~the Agency with a copy of the written notice to the advertiser and the advertisement at issue;
- (3) upon written request from the advertiser, ~~Metro~~the Agency will conduct a review within fourteen (14) days of receipt of such a request, to determine whether the advertisement at issue falls within prohibitions or limitations under this Policy;
- (4) within five (5) days of the review conducted by ~~Metro~~the Agency, it will provide the advertiser and the Advertising Contractor with a written notice of its determination. ~~Metro's~~The Agency's determination will be final.

D. No Rights Created. In setting for the above review process, ~~Metro~~**the Agency** does not intend to create any due process rights for advertisers. Rather, ~~Metro's~~**the Agency's** intent is to establish a review process for the purpose of attempting to ensure the uniform application and enforcement of the stated guidelines and standards.

E. Severability. If prohibition or limitation under this Policy is determined to be invalid as applied to any particular type of ~~Metro-bus, paratransit van, light rail vehicle, or facility~~**Agency Property**, the category shall, to the extent permissible, remain applicable to all other types of ~~Metro-buses, light rail vehicles and facilities~~**Agency Property**.

F. Amendment. ~~Metro~~**The Agency** reserves the right to amend these policies and standards at any time. Any revisions or amendment to this policy will be in writing and supplied to the Advertising Contractor. Any member of the public may obtain a copy of these policies and standards at any time, upon request.

#### **IV. Design and Minimum Advertising Purchases**

A. Amount. ~~Metro's~~**The Agency's** Marketing Department, in cooperation with the Advertising Contractor, will establish minimum rates and/or amounts of advertising that must be purchased by an advertiser before an advertisement is accepted.

B. Schedule. The minimum rates and/or amounts of advertising required to be purchased will be made available to any potential advertisers by the Advertising Contractor. A rate card, to be reviewed and approved by ~~Metro's~~**the Agency's** Marketing Department, will be published for advertising space and production charges offered to the public on, at minimum, an annualized basis. Co-promotional trade programs will be considered on a proposal basis only with a minimum of one-month lead time and are not available to offset revenue guarantees.

~~D~~ **C.** Revenues. Contracts must include a method of remittance of revenues to the Agency. Revenue from these contracts shall be retained by the Agency and used to offset the need for public subsidy. Revenues pledged to a particular operation shall be accounted for in accordance with regulatory requirements.

In lieu of revenue, the Agency may accept an equivalent value of goods and/or services, including but not limited to capital improvements, information services, advertising, site maintenance, and other benefits.

**Open Session Item 10**  
**Attachment 3**

**COLLECTED BOARD POLICIES**

**OF THE**

**BI-STATE DEVELOPMENT AGENCY**

**OF THE**

**MISSOURI-ILLINOIS METROPOLITAN DISTRICT**

**Chapter 80 Agency Property**

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**Section 80.010 Expressive Activities on Agency Property**

- A. Policy. In order to prevent interference with the safe, efficient operation of the Agency as an interstate authority, the Agency intends that all property or facilities owned by the Agency and open to the public, including conveyances (buses, paratransit vans, light rail vehicles, etc.), light rail stations and platforms, transit centers, bus loops, parking lots, airport property, and similar property or facilities of the Agency (hereinafter “Agency Property,” as used in Sections 80.010-80.030) be utilized only for Agency purposes. It is the Agency’s declared intent and purpose not to allow or cause Agency Property to become a public forum for the dissemination, debate and/or discussion of public issues. To that end, no individuals, groups, organizations, or companies are allowed to display or distribute leaflets, handbills, literature or other items or to survey, poll or petition on any Agency Property.
  
- B. Agency Property not open to the public. The President & CEO or his or her designee shall establish management procedures for expressive activities on all Agency Property and facilities not open to the public, including its administrative offices.

**Section 80.020 Solicitation of Funds or Sales of Products on Agency Property**

- A. Policy. The Agency prohibits the solicitation of funds or the sale of products or services upon Agency Property open to the public.
  
- B. Permitted Agency activities. Notwithstanding the foregoing, the Agency reserves the exclusive right to sell or to provide, or to authorize the sale or provision, whether by contract, partnership, sponsorship or other affiliation, of products or services on

Agency Property pursuant to the Collected Board Policies of the Agency including, but not limited to, Procurement and Contract Administration (50.010), Concessions (50.040) and Economic Development (40.070). Permitted Agency activities may also include Agency-initiated special events, such as musical performances, art dedications and other activities on Agency Property, through contract, partnership, sponsorship or other written affiliation agreement, conducted in an effort to attract, maintain and increase ridership or otherwise promote the operation of the Agency as an interstate authority. Such permitted Agency activities are not intended to create a public forum on Agency Property.

- C. Agency Property not open to the public. The President & CEO or his or her designee shall establish management procedures for solicitations upon Agency Property and facilities not open to the public, including its administrative offices.

### **Section 80.030 Advertising on Agency Property**

- A. Policy. It is the policy of the Agency to enter into advertising contracts with transit advertising service suppliers who will provide advertising services on Agency Property that will generate additional revenue for the ongoing operation of the Agency.
- B. Award. The award of all transit advertising service contracts will follow applicable standard Agency procurement methods and be consistent with all applicable local, state and federal regulations. Authority for the award of transit advertising service contracts shall be in accordance with the authority limitations, based on monetary levels, for procurements set forth in the Board Policy on Purchasing.
- C. Regulation. (revised 11/21/08)

#### **I. Purpose and Intent**

A. It is the Agency's declared intent and purpose not to allow or cause any of its Property to become a public forum for the dissemination, debate and/or discussion of public issues through the sale of advertising. Rather, in setting these advertising standards, the Agency seeks to fulfill the following goals and objectives, which are of paramount importance to the operation of the Agency's transportation system:

- (1) maximization of revenue generated by advertising;
- (2) maximization of revenue generated by attracting, maintaining and increasing ridership;
- (3) maintaining the safe and orderly operation of the Agency's transportation systems and other activities;
- (4) maintaining a safe, friendly, welcoming and non-disturbing environment for all Agency customers, including minors who travel on or come in contact with the Agency's systems; and

- (5) avoiding the identification of the Agency with advertisements or the viewpoints of advertisers.

B. The Agency reserves the right to suspend, modify or revoke the application of any or all of these guidelines as it deems necessary to comply with legal mandates, to accommodate its primary transportation function, and/or to fulfill other goals and objectives deriving from its mission, objectives, or governing law.

C. At the discretion of the Agency's President & CEO, the Agency may at any time, subject to any contractual obligations, partly or completely ban advertising on Agency Property.

## **II. Advertising Standards and Guidelines**

### **A. Advertising Policy**

The Agency intends that its Property shall constitute non-public forums. The Agency does not commit or dedicate any of its Property for use as a forum for communication on public issues; rather, advertising shall be limited as set forth in this policy and may be further limited at the Agency's discretion. Advertising on Agency Property is not open to any and all advertisers. The Agency intends to retain control over the type of advertising that it will allow on its Property. As such, certain forms of paid and unpaid advertising will not be permitted for placement or display on or in Agency Property.

### **B. Limitations on Advertising**

The Agency shall not display or maintain any advertisement that falls within one or more of the following categories.

1. promotes the sale of tobacco, tobacco-related products, vaporizers and e-cigarettes, including advertisements depicting such products;
2. promotes adult book stores, adult video stores, dance clubs featuring nudity or erotic dancing and other similar adult entertainment establishments, adult telephone services, adult Internet sites and escort services;
3. promotes unlawful or illegal goods or services, including material contained therein or referred to therein which appears to promote or encourage the use or possession of such unlawful or illegal goods or services;
4. promotes unlawful or illegal activities or conduct, including material contained therein or referred to therein which appears to promote or encourage such activities or conduct;
5. appears to be false, misleading or deceptive, including material contained therein which is false, misleading or deceptive;

6. implies or declares an endorsement by the Agency of any goods, service, activities or points of view, including material contained therein or referred to therein which implies or declares any such endorsement, without the prior written authorization of the Agency;
7. appears to be libelous, an invasion of privacy, an infringement of copyrighted material, or otherwise appears unlawful or illegal or likely to subject the Agency to litigation;
8. promotes, supports or contains political speech, meaning speech that (1) pertains to any candidate for public office, (2) pertains to specific ballot question, initiative petition, or referendum, or (3) addresses a disputed political issue or cause;
9. fosters sexual, racial, religious or other offensive stereotypes, including material contained therein or referred to therein which fosters such stereotypes;
10. contains profane language;
11. contains nudity, obscenity, materials indecent or inappropriate as to minors, or materials which otherwise depict sexual activities, conduct, excitement, or sadomasochistic abuse;
12. contains images of graphic violence, including, but not limited to, the depiction of acts of violence or harm to a person or animal and images of human or animal bodies or its parts in a mutilated, dismembered, decomposed and/or disfigured state;
13. contains material that appears (from the viewpoint of a reasonably prudent person) to demean, disparage, ridicule, mock, abuse, display hostility to, or debase the dignity or stature of, any individual or group of individuals or any racial, religious or ethnic group;
14. contains material which is likely to offend, discomfort, or annoy Agency customers, or make them feel unwelcome, unsafe, or uncomfortable;
15. displays any word, phrase, symbol, or character likely to interfere with, mislead, or distract traffic, or conflict with any traffic control device;
16. demeans or disparages an individual or group of individuals. For purposes of determining whether an advertisement contains such material, the Agency will determine whether a reasonably prudent person, knowledgeable of the Agency's ridership and using prevailing community standards, would believe that the advertisement contains material that ridicules or mocks, is abusive or hostile to, or debases the dignity or stature of, an individual or group of individuals.

C. Advertisement of Alcoholic Beverages

Advertisements related to the sale of alcoholic beverages shall contain a statement, occupying at least 3% of the area of the advertisement, that indicates the legal drinking age and warns of the dangers of alcohol consumption during pregnancy, or in connection with the operation of heavy machinery, or while driving.

D. Additional Limitations for Non-Commercial Advertisers

1. The Agency will accept advertisements from non-commercial advertisers to promote charitable events or community outreach efforts, so long as the advertiser is a charitable or religious organization with tax exempt status, *i.e.*, 501 (c)(3) status or is a government or government-sponsored organization. Advertisements from non-commercial advertisers must likewise comply with the guidelines set forth in Part II.
2. The spaces available on Agency Property are limited in number. In light of the Agency's stated goal of maximizing revenue generated by advertising, priority as to the posting and placement of ads will be given to commercial advertisers over non-commercial advertisers.

E. Disclaimers

The Agency reserves the right, in all circumstances, to require that an advertisement on or in its Property include attribution to the sponsor of the advertisement and/or a disclaimer indicating that it is not sponsored by, and does not necessarily reflect the views of the Agency.

F. Promotion of Transportation Function

Notwithstanding any particular limitations set forth above, the Agency has the unqualified right to display, on or in its Property, advertisements and notices that pertain to the Agency's operations and promotions or that otherwise encourage and promote public use of the Agency's transportation facilities or public or mass transit in general.

G. Right to Modify

In light of the Agency's stated goals of maximizing its ridership and providing a friendly and welcoming environment for its riders, the Agency reserves the right to modify, change or withdraw existing advertisements based upon complaints or other information.

### **III. Administration of Standards and Guidelines**

A. Advertising Contractor. The Agency may, from time to time, select an “Advertising Contractor” who shall be responsible for the daily administration of a segment or all of the Agency’s advertising program, in a manner consistent with the guidelines set forth herein and the terms of its agreement with the Agency. The advertising program shall include, but not be limited to, promotion, solicitation, sales, accounting, billing, collections, and posting of advertising displays on or in all Agency Property.

B. Review by Advertising Contractor. The Agency’s Advertising Contractor will review each advertisement submitted for display and installation on Agency Property to determine whether the proposed advertisement falls within, or may fall within, prohibitions or limitations under this Policy. Internet addresses or websites listed on advertisements may be scrutinized and to the extent that such referenced places contain material which is deemed objectionable per the standards set forth herein, the advertisement may be deemed objectionable based on such materials.

C. Review by the Agency. If the Advertising Contractor determines that an advertisement falls within, or may fall within, prohibitions or limitations under this Policy, the following steps will be taken.

- (1) the Advertising Contractor will promptly provide the advertiser with a copy of these standards and written notice of its determination, the reasons for the determination and the option for the advertiser to request a review of the decision before the Agency;
- (2) the Advertising Contractor will provide the Agency with a copy of the written notice to the advertiser and the advertisement at issue;
- (3) upon written request from the advertiser, the Agency will conduct a review within fourteen (14) days of receipt of such a request, to determine whether the advertisement at issue falls within prohibitions or limitations under this Policy;
- (4) within five (5) days of the review conducted by the Agency, it will provide the advertiser and the Advertising Contractor with a written notice of its determination. The Agency’s determination will be final.

D. No Rights Created. In setting for the above review process, the Agency does not intend to create any due process rights for advertisers. Rather, the Agency’s intent is to establish a review process for the purpose of attempting to ensure the uniform application and enforcement of the stated guidelines and standards.

E. Severability. If prohibition or limitation under this Policy is determined to be invalid as applied to any particular type of Agency Property, the category shall, to the extent permissible, remain applicable to all other types of Agency Property.

F. Amendment. The Agency reserves the right to amend these policies and standards at any time. Any revisions or amendment to this policy will be in writing and supplied to the Advertising Contractor. Any member of the public may obtain a copy of these policies and standards at any time, upon request.

#### **IV. Design and Minimum Advertising Purchases**

A. Amount. The Agency's Marketing Department, in cooperation with the Advertising Contractor, will establish minimum rates and/or amounts of advertising that must be purchased by an advertiser before an advertisement is accepted.

B. Schedule. The minimum rates and/or amounts of advertising required to be purchased will be made available to any potential advertisers by the Advertising Contractor. A rate card, to be reviewed and approved by the Agency's Marketing Department, will be published for advertising space and production charges offered to the public on, at minimum, an annualized basis. Co-promotional trade programs will be considered on a proposal basis only with a minimum of one-month lead time and are not available to offset revenue guarantees.

C. Revenues. Contracts must include a method of remittance of revenues to the Agency. Revenue from these contracts shall be retained by the Agency and used to offset the need for public subsidy. Revenues pledged to a particular operation shall be accounted for in accordance with regulatory requirements.

In lieu of revenue, the Agency may accept an equivalent value of goods and/or services, including but not limited to capital improvements, information services, advertising, site maintenance, and other benefits.

**Open Session Item**

**11**

**Bi-State Development  
Agenda Item  
Board of Commissioners  
June 24, 2016**

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

**Subject:** **Refunding of Certain Series 2009 and Series 2013 Cross County Bonds/  
Revised Fifth Amendment to Memorandum of Agreement**

**Disposition:** Approval

**Presentation:** Kathy S. Klevorn, Senior Vice President & CFO; Tammy Fulbright, Director of Treasury Services; Jeff White, Principal, Columbia Capital Management, LLC

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**Objective:**

To present to the Board of Commissioners for approval a Revised Fifth Amendment to the Memorandum of Agreement (the “**MOA**”) by and between Bi-State Development (**BSD**), the City of St. Louis and St. Louis County, permitting the Agency to proceed with a refinancing (an “**Advance Refunding**”) of certain of its Series 2009 Bonds and Series 2013A Bonds if economic conditions warrant. The purpose of the refinancing would be to lower the Agency’s borrowing costs.

**Previous Board and Committee Action:**

On August 28, 2015, the Finance & Administration Committee voted to recommend that the Board of Commissioners approve the Fifth Amendment to the Memorandum of Agreement, permitting Bi-State Development to proceed with a refunding of its Series 2009 Bonds for economic savings if the opportunity is presented. On September 25, 2015, the Board voted unanimously to approve the Fifth Amendment to the MOA for the Series 2009 Bonds.

**Board Policy:**

Pursuant to Section 30.080, *Debt Issuance and Administration*, The Bi-State Development Agency of the Missouri-Illinois Metropolitan District (the “**Agency**”) is a body corporate and politic created and existing by reason of a joint compact (the “**Compact**”) between the States of Missouri and Illinois (Sections 70.370 *et seq.* of the Revised Statutes of Missouri, as amended, and Illinois Compiled Statutes, Chapter 45, Act 100, as amended) and approved by the United States Congress and the President. The Powers to Issue Debt, *RSMo Section 70.373; 45 ILCS 110/1* was ratified by Congress January 7, 1959; and further amended and ratified by Congress January 3, 1985. The Agency is authorized to borrow money for any of the authorized purposes of the Agency and to issue the negotiable notes, bonds or other instruments in writing of the Agency in evidence of the sum or sums to be borrowed.

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

**Funding Source:**

The Series 2009 Bonds are repaid solely from the receipts of Prop M sales taxes levied and collected by the City and County and remitted to the Agency pursuant to the MOA. The Series 2013 Bonds—and the proposed refunding bonds—are repaid solely from the receipts of Prop M sales taxes levied and collected by the City and County and remitted to the Agency pursuant to the MOA, after providing for debt service on the Series 2009 Bonds, plus all of the Prop M2 and

Prop A sales taxes levied and collected by the City and County and remitted to the Agency pursuant to the MOA.

**Background:**

The Agency currently has two series of bonds outstanding related to the MetroLink Cross-County Extension project. Certain of the Agency's Series 2009 Bonds and Series 2013A Bonds, based upon current markets, could be refinanced to reduce the Agency's borrowing costs under certain conditions. Pursuant to the MOA, however, the Agency needs to seek City and County approvals for any financing secured by Prop M, Prop M2, and Prop A receipts, including any financing to reduce the Agency's borrowing costs.

The Agency's Board of Commissioners approved a previous Fifth Amendment to the MOA during the fall of 2015 that has yet to be executed. The proposed action today would approve a Revised Fifth Amendment to the MOA to provide the Agency with the flexibility to refund its Series 2009 Bonds (as was previously approved in September 2015), but also any callable Series 2013 Bonds at any time subject to the requirement that the refinancing meet certain debt service savings thresholds. The Agency has requested both the City and the County to consider this revised version of the MOA amendment.

**Analysis:**

Municipal market interest rates remain near historic lows, despite market expectations that the Federal Reserve's Open Market Committee will continue raising short-term rates sometime during 2016. Although the Agency's Series 2009 Bonds are not subject to optional redemption until October 2019, the Agency could pursue an "advance refunding" of these bonds to produce debt service savings. The Agency will also have the opportunity to refund on a current basis \$30 million of the Series 2013A Bonds becoming callable on and after October 1, 2016.

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

**Board Action Requested:**

Approval by the Board of Commissioners of the Revised Fifth Amendment to the MOA, permitting the Agency to proceed with a refunding of certain of its Series 2009 Bonds *and* Series 2013 Bonds for economic savings if the opportunity is presented.

Attachment: Revised Fifth Amendment to the Memorandum of Agreement

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

**PREAMBLE:**

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

**WHEREAS**, the Agency is authorized by Mo. Rev. Stat. §§ 70.370 et seq. and 45 Ill. Comp. Stat. 100/1 et seq. (the “Compact”) to receive for its lawful activities any contributions or moneys appropriated by municipalities, counties, state or other political subdivisions or agencies; to acquire by gift, purchase or lease, and to plan, construct, operate and maintain, or lease to others for operation and maintenance passenger transportation facilities, rail, motor vehicle and other terminal or parking facilities; to borrow money for any of the authorized purposes of the Agency and to issue the negotiable notes, bonds or other instruments in writing of the Agency in evidence of the sum or sums to be borrowed; to issue negotiable refunding notes, bonds or other instruments in writing for the purpose of refunding, extending or unifying the whole or any part of its valid indebtedness from time to time outstanding, whether evidenced by notes, bonds or other instruments in writing; and to contract and to be contracted with; and

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

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

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

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

**WHEREAS**, in accordance with the Original Agreement as amended by the First Amendment to Memorandum of Agreement dated November 1, 2005 (the “First Amendment”), on November 2, 2005, the Agency issued \$150,000,000 original principal amount Subordinate Mass Transit Sales Tax Appropriation Bonds (MetroLink Cross County Extension

Project) Series 2005A (the “Series 2005A Bonds”) pursuant to the Trust Indenture dated as of November 1, 2005 between the Agency and the Trustee; and

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

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

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

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

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

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

**WHEREAS**, on September 25, 2015, the Agency approved a Fifth Amendment which authorized only the refunding of the Series 2009 Bonds; and

**WHEREAS**, the Agency desires to authorize the refunding of all or a portion of the Series 2009 Bonds and the callable Series 2013A Bonds; and

**WHEREAS**, the Agency desires to repeal the September 25, 2015 Resolution; and

**WHEREAS**, the Agency desires to amend the Original Agreement, as amended by the First Amendment, the Second Amendment, the Third Amendment and the Fourth Amendment, pursuant to a Fifth Amendment to Memorandum of Agreement (the “Fifth Amendment”) with the City and the County, the form of which is attached hereto as Exhibit A, and made a part hereof, in order to provide for the refunding of all or a portion of the Series 2009 Bonds and the callable Series 2013A Bonds (collectively, the “Refunded Bonds”) for economic savings purposes as more particularly described in the Fifth Amendment; and

**WHEREAS**, it is feasible, necessary and in the public interest for the Agency to approve the Fifth Amendment, in accordance with the terms and conditions described herein;

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

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

Section 2. Repeal of September 25, 2015 Resolution. The Board of Commissioners hereby repeals the September 25, 2015 Resolution under and pursuant to this Resolution and the Compact for authorized Agency purposes set forth in the preambles.

Section 3. Approval of the Fifth Amendment. The Board of Commissioners hereby approves the Fifth Amendment under and pursuant to this Resolution and the Compact for the authorized Agency purposes set forth in the preambles hereof and subject to the conditions hereinafter provided.

Section 4. Form of the Fifth Amendment. The Fifth Amendment (attached hereto as Exhibit A and made a part hereof), in substantially the form presented to this meeting is hereby approved, and officers of the Agency, including without limitation, the President and CEO and Senior Vice President and CFO, are hereby authorized and directed to execute and deliver and attest, respectively, the Fifth Amendment, with such changes, modifications, insertions and omissions as may be deemed necessary or desirable to effect the Fifth Amendment, with the necessity or desirability of such changes, modifications, insertions and omissions being conclusively evidenced by their execution thereof.

Section 5. Further Negotiation. The Board of Commissioners further authorizes and directs the officers of the Agency, including without limitation, the President and CEO and Senior Vice President and CFO, to negotiate with the City and the County as may be necessary to finalize the terms and conditions of the Fifth Amendment consistent with the Agency’s Briefing Paper presented to this meeting, and the officers of the Agency, including without limitation the President and CEO and Senior Vice President and CFO, are hereby further authorized and directed to make any such changes, modifications, insertions and omissions as may be consistent with the intent of this Resolution and as may be deemed necessary or desirable to finalize the Fifth Amendment, with the necessity or desirability of such changes, modifications, insertions and omissions being conclusively evidenced by their execution thereof.

Section 6. Actions of Officers Authorized. The officers of the Agency, including, without limitation, the President and CEO and Senior Vice President and CFO, are hereby authorized and directed to execute all documents and take such actions as they may deem necessary or advisable in order to carry out and perform the purposes of this Resolution and the Fifth Amendment, and the execution of such documents or taking of such action shall be conclusive evidence of such necessity or advisability.

Section 7. 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 8. Rights Under Resolution Limited. No rights shall be conferred by this Resolution upon any person or entity other than the Agency, the City and the County.

Section 9. Governing Law. The laws of the State of Missouri shall govern this Resolution and the Fifth Amendment.

Section 10. No Personal Liability. No member of the Board of Commissioners, officer, employee or agent of the Agency shall have any personal liability for acts taken in accordance with this Resolution and the Fifth Amendment.

Section 11. Payment of Expenses. The Senior Vice President and CFO is hereby authorized and directed to pay or cause to be paid all costs, expenses and fees incurred in connection with or incidental to this Resolution and the Fifth Amendment.

Section 12. 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 24<sup>th</sup> day of June, 2016.

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

By \_\_\_\_\_  
Its \_\_\_\_\_

[SEAL]

ATTEST:

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

**Open Session Item 11**  
**Attachment**

## FIFTH AMENDMENT TO MEMORANDUM OF AGREEMENT

THIS FIFTH AMENDMENT TO MEMORANDUM OF AGREEMENT (the “Fifth Amendment”) dated as of \_\_\_\_\_, 2016 is by and among **THE CITY OF ST. LOUIS, MISSOURI**, a constitutional charter city and political subdivision of the State of Missouri (the “City”), **ST. LOUIS COUNTY, MISSOURI**, a constitutional charter county and political subdivision of the State of Missouri (the “County”) and **THE BI-STATE DEVELOPMENT AGENCY OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT**, a legally constituted body corporate and politic created and existing by reason of a joint compact between the States of Missouri and Illinois which is codified at Section 70.370 et seq. of the Missouri Revised Statutes, as amended, and 45 ILCS 100/1 et seq. of the Illinois Compiled Statutes, as amended (the “Agency”) and amends the Memorandum of Agreement dated as of November 1, 2002 by and among the parties hereto (the “Original Agreement”), as amended by the First Amendment to Memorandum of Agreement dated November 1, 2005 by and among the parties hereto (the “First Amendment”), as amended by the Second Amendment to Memorandum of Agreement dated as of December 1, 2007 by and among the parties hereto (the “Second Amendment”), as amended by the Third Amendment to Memorandum of Agreement dated as of November 1, 2009 by and among the parties hereto (the “Third Amendment”), and further amended by the Fourth Amendment to Memorandum of Agreement dated as of June 1, 2013 by and among the parties hereto (the “Fourth Amendment”). The Original Agreement, as amended by the First Amendment, the Second Amendment, the Third Amendment, the Fourth Amendment and this Fifth Amendment, is hereinafter referred to as the “Agreement.”

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

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

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

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

Series 2002A Bonds and the Series 2002B Bonds, the “Series 2002 Bonds”) pursuant to the Trust Indenture dated as of November 1, 2002 (the “2002 Original Indenture”) between the Agency and The Bank of New York Mellon Trust Company, N.A. (formerly known as BNY Trust Company of Missouri), as trustee (the “Trustee”); and

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

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

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

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

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

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

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

WHEREAS, the parties desire to amend the Original Agreement, as amended by the First Amendment, the Second Amendment, the Third Amendment and the Fourth Amendment pursuant to this Fifth Amendment in order to provide for the refunding all or a portion of the Series 2009 Bonds and the callable Series 2013A Bonds (collectively, the "Refunded Bonds") upon the conditions more particularly described in this Fifth Amendment;

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

1. **Consent to Issuance of Refunding Bonds to Refund Series 2009 Bonds.** The City and the County hereby consent to the issuance by the Agency from time to time of one of more series of Refunding Bonds for a term or terms permitted by applicable state and federal law, subject, however, to the terms and conditions set forth in the 2002 Indenture and 2013 Indenture, as applicable; provided that the Agency's Board of Commissioners determines that such refunding would provide economic savings in such a manner that (a) the savings on a present value basis would equal at least four (4) percent of the par amount of the Refunded Bonds being refunded, (b) the final maturity of such Refunding Bonds would occur no later than December 31, 2048, and (c) such Refunding Bonds would be issued on a parity with either the Series 2009 Bonds or on a parity with the Series 2013A Bonds. Notwithstanding anything contained to the contrary in the Agreement, the Agency may apply to rating agencies including Standard & Poor's Rating Services and Moody's Investors Service for all ratings related to the Agency Bonds.

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

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

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

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

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

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

[Remainder of page left intentionally blank]

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

Executed by the City on \_\_\_\_\_, 2016.

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

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

[SEAL]

ATTEST:

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

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

APPROVED AS TO FORM:

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

[Remainder of page left intentionally blank]

Executed by the County on \_\_\_\_\_, 2016.

**ST. LOUIS COUNTY, MISSOURI**

[SEAL]

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

Name: Steven V. Stenger

Title: County Executive

ATTEST:

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

Approved as to legal form:

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

Approved:

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

[Remainder of page left intentionally blank]

Executed by the Agency on \_\_\_\_\_, 2016.

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

[SEAL]

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

ATTEST:

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

[Remainder of page left intentionally blank]

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

Executed by the Trustee on \_\_\_\_\_, 2016.

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

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

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

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

[Remainder of page left intentionally blank]

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

Executed by the Bond Insurer on \_\_\_\_\_, 2016.

**ASSURED GUARANTY CORP.**

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

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

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

[Remainder of page left intentionally blank]

**Open Session Item**

**12**

**Bi-State Development  
Agenda Item  
Board of Commissioners  
June 24, 2016**

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

**Subject:** **Refunding of Certain Series 2009 and Series 2013 Cross County Bonds**

**Disposition:** Approval

**Presentation:** Kathy S. Klevorn, Senior Vice President & CFO; Tammy Fulbright, Director of Treasury Services; Jeff White, Principal, Columbia Capital Management, LLC

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**Objective:**

To present to the Board of Commissioners for approval a resolution permitting Bi-State Development (**BSD**) to proceed with a refinancing (a “**Refunding**”) of certain of its Series 2009 Bonds and Series 2013A Bonds if economic conditions warrant, subject to final approval of the Agency Board of Commissioners’ Executive Committee. The purpose of the Refunding would be to lower the Agency’s borrowing costs.

**Previous Board and Committee Action:**

On August 28, 2015, the Finance & Administration Committee voted to recommend that the Board of Commissioners approve the Fifth Amendment to the Memorandum of Agreement (the **MOA**), permitting Bi-State Development to proceed with a refunding of its Series 2009 Bonds for economic savings if the opportunity is presented. On September 25, 2015, the Board voted unanimously to approve the Fifth Amendment to the MOA for the Series 2009 Bonds.

**Board Policy:**

Pursuant to Section 30.080, *Debt Issuance and Administration*, The Bi-State Development Agency of the Missouri-Illinois Metropolitan District (the “**Agency**”) is a body corporate and politic created and existing by reason of a joint compact (the “**Compact**”) between the States of Missouri and Illinois (Sections 70.370 *et seq.* of the Revised Statutes of Missouri, as amended, and Illinois Compiled Statutes, Chapter 45, Act 100, as amended) and approved by the United States Congress and the President. The Powers to Issue Debt, RSMo Section 70.373; 45 ILCS 110/1 was ratified by Congress January 7, 1959; and further amended and ratified by Congress January 3, 1985. The Agency is authorized to borrow money for any of the authorized purposes of the Agency and to issue the negotiable notes, bonds or other instruments in writing of the Agency in evidence of the sum or sums to be borrowed.

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

**Funding Source:**

The Series 2009 Bonds are repaid solely from the receipts of Prop M sales taxes levied and collected by the City and County and remitted to the Agency pursuant to the MOA. The Series 2013 Bonds—and the proposed refunding bonds—are repaid solely from the receipts of Prop M sales taxes levied and collected by the City and County and remitted to the Agency pursuant to the MOA, after providing for debt service on the Series 2009 Bonds, plus all of the Prop M2 and Prop A sales taxes levied and collected by the City and County and remitted to the Agency pursuant to the MOA. Staff anticipates that, following the proposed refunding, all of the

Agency's outstanding Cross County bonds would be outstanding under the trust indenture approved by the Agency's Board of Commissioners associated with the Series 2013 Bonds.

**Background:**

The Agency currently has two series of bonds outstanding related to the MetroLink Cross County Extension project:

<b>Name of Obligation</b>	<b>Issue Date</b>	<b>Original Principal Amount</b>
Mass Transit Sales Tax Appropriation Refunding Bonds (MetroLink Cross County Extension Project), Series 2009 (the "Series 2009 Bonds")	November 9, 2009	\$ 97,220,000
Combined Lien Mass Transit Sales Tax Appropriation Refunding Bonds, Series 2013A (the "Series 2013A Bonds")	August 1, 2013	\$ 381,225,000
Not to Exceed \$400,000,000 Super Subordinate Mass Transit Sales Tax Appropriation Indebtedness, Series 2013B (the "County Loans")	August 1, 2013	\$135,000,000†

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† Currently outstanding

Certain of the Agency's Series 2009 Bonds and Series 2013A Bonds, based upon current markets, could be refinanced to reduce the Agency's borrowing costs under certain conditions, including all of the Series 2009 Bonds and \$30 million of the Agency's Series 2013 Bonds that will become callable on and after October 1, 2016.

The Agency's Board of Commissioners approved a previous Fifth Amendment to the MOA during the fall of 2015. Through a companion resolution to this item, the Board will be asked to approve a Revised Fifth Amendment to the MOA to provide the Agency with the flexibility to refund its Series 2009 Bonds (as was previously approved in September 2015), but also any callable Series 2013 Bonds at any time subject to the requirement that the refinancing meet certain debt service savings thresholds. Both the City and County are considering this revised version of the amendment.

**Analysis:**

Municipal market interest rates remain near historic lows, despite market expectations that the Federal Reserve's Open Market Committee will continue raising short-term rates sometime during 2016. Although the Agency's Series 2009 Bonds are not subject to optional redemption until October 2019, the Agency could pursue an "advance refunding" of these bonds to produce

debt service savings. The Agency will also have the opportunity to refund on a current basis \$30 million of the Series 2013A Bonds becoming callable on and after October 1, 2016.

Through on-going discussions with the Agency's financial advisor, Columbia Capital Management, LLC, staff believes that executing an advance refunding of all of its Series 2009 Bonds and a current refunding of a portion of the \$30 million of Series 2013A Bonds becoming callable in 2016 on or before September 30, 2016, would permit the Agency to maximize its debt service savings either by refunding those bonds in place or by using the economic savings from each of the pieces of the refunding to make cash available to the Agency to retire bonds maturing in 2048. This latter approach could produce annual debt service savings in excess of \$500,000, commencing October 2016 and running through October 2048, depending upon market conditions at the time of the sale of the refunding bonds.

Board action is requested in June because action at its September regular meeting would not permit the transaction to close by September 30. If the refunding is not executed on or before September 30, 2016, some portion of that annual savings would be lost for the period October 1, 2016, through September 30, 2017. The Agency's ability to execute the financing is dependent upon both City and County approval of the Revised Fifth Amendment to the MOA.

**Board Action Requested:**

Approval by the Board of Commissioners of the resolution authorizing the refunding transaction. The resolution authorizes Agency staff to engage the professional team necessary to execute the financing, and it delegates to the Board's Executive Committee the final approvals for the financing subject to certain parameters, including that the financing produces a minimum savings level.

**RESOLUTION OF THE BOARD OF COMMISSIONERS OF  
THE BI-STATE DEVELOPMENT AGENCY OF THE  
MISSOURI-ILLINOIS METROPOLITAN DISTRICT  
APPROVING AND PROVIDING FOR THE REFUNDING OF  
CERTAIN OF THE AGENCY’S OBLIGATIONS**

**PREAMBLES:**

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

*Whereas*, the Agency is authorized by Mo. Rev. Stat. §§ 70.370 et seq. and 45 Ill. Comp. Stat. 100/1 et seq. (the “Compact”) to receive for its lawful activities any contributions or moneys appropriated by municipalities, counties, state or other political subdivisions or agencies; to acquire by gift, purchase or lease, and to plan, construct, operate and maintain, or lease to others for operation and maintenance passenger transportation facilities, rail, motor vehicle and other terminal or parking facilities; to borrow money for any of the authorized purposes of the Agency and to issue the negotiable notes, bonds or other instruments in writing of the Agency in evidence of the sum or sums to be borrowed; to issue negotiable refunding notes, bonds or other instruments in writing for the purpose of refunding, extending or unifying the whole or any part of its valid indebtedness from time to time outstanding, whether evidenced by notes, bonds or other instruments in writing; and to contract and to be contracted with; and

*Whereas*, the Agency has previously issued the following obligations, among others:

<b><u>Name of Obligation</u></b>	<b><u>Issue Date</u></b>	<b><u>Original Principal Amount</u></b>
Mass Transit Sales Tax Appropriation Refunding Bonds (MetroLink Cross County Extension Project), Series 2009 (the “Series 2009 Bonds”)	November 9, 2009	\$ 97,220,000
Combined Lien Mass Transit Sales Tax Appropriation Refunding Bonds, Series 2013A (the “Series 2013A Bonds”)	August 1, 2013	381,225,000

*Whereas*, the Agency now desires to issue its Combined Lien Mass Transit Sales Tax Appropriation Refunding Bonds, Series 2016 (the “Series 2016 Bonds”) pursuant to the Compact and pursuant to a Master Trust Indenture dated as of August 1, 2013 (the “Master Indenture”) and a Supplemental Trust Indenture No. 3 dated as of August 1, 2016 (the “Supplemental Indenture No. 3” and together with the Master Indenture and all other supplemental indentures, the “Indenture”) to be entered into by and between the Agency and The Bank of New York Mellon Trust Company, N.A., as trustee (the “Trustee”) in order to provide funds to refund all or a portion of the outstanding Series 2009 Bonds and/or the Series 2013A Bonds maturing on October 1, 2048 (collectively, the “Refunded Bonds”); and

*Whereas*, the terms of sale of the Series 2016 Bonds shall be specified in a bond purchase agreement to be executed and delivered by the Agency and the representative of the purchasers thereof; and

*Whereas*, it is feasible, necessary and in the public interest for the Agency to issue the Series 2016 Bonds in order to provide funds to refund the Refunded Bonds.

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

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

Section 2. Authorization of Series 2016 Bonds.

- (a) The Board hereby approves the issuance, execution and delivery of The Bi-State Development Agency of the Missouri-Illinois Metropolitan District Combined Lien Mass Transit Sales Tax Appropriation Refunding Bonds, Series 2016, subject to the terms and conditions set forth herein, for the purpose of (i) defeasing and refunding all or a portion of the Refunded Bonds and (ii) paying the costs of issuance with respect to the Series 2016 Bonds.
- (b) The Series 2016 Bonds, together with interest thereon, shall constitute special, limited obligations of the Agency and are payable solely out of the Agency Revenues (as defined in the Indenture) received by the Agency from The City of St. Louis, Missouri (the "City") and St. Louis County, Missouri (the "County") pursuant to the Memorandum of Agreement dated as of November 1, 2002 (as amended, the "Memorandum of Agreement") and other funds to be pledged under the Indenture. The Series 2016 Bonds shall not be a debt of the State of Missouri, the State of Illinois, the County or the City and none of the State of Missouri, the State of Illinois, the County, the City or any political subdivision of any of the aforesaid shall be liable thereon nor in any event shall the Series 2016 Bonds be payable out of any funds or properties other than those acquired or pledged under the Indenture, and the Series 2016 Bonds shall not constitute an indebtedness within the meanings of any constitutional or statutory debt limitation or restriction. In addition, notwithstanding anything contained in the Indenture or the Memorandum of Agreement to the contrary, the Agency shall not have a general obligation for the payment of other amounts required to be paid by the Agency under the Indenture, such amounts to be payable only from the sources pledged pursuant to the Indenture for the payment of the Series 2016 Bonds, and neither the Trustee nor any holder of any Series 2016 Bonds shall bring or maintain any suit, action or other proceeding for judgment against the Agency for any payment required to be made under the Indenture, it being understood that the Trustee and the owners of the Series 2016 Bonds will look, insofar as the Agency is concerned, solely to the sources pledged pursuant to the Indenture for the payment of the Series 2016 Bonds for payment of all of the Agency's obligations under the Indenture, and no other property or assets of the Agency shall be subject to levy, execution or other enforcement procedure for the satisfaction of the Agency's obligations under the Indenture.

Section 3. Authorization of Chief Financial Officer. The Board hereby authorizes the Agency's Chief Financial Officer to:

- (a) appoint an underwriting team including one or more senior underwriters and one or more co-senior managers or co-managers;
- (b) with the approval of the Agency's General Counsel, engage one or more law firms to provide bond counsel, disclosure counsel and/or underwriters' counsel services associated with the transaction;
- (c) request one or more bond ratings for the Series 2016 Bonds;
- (d) appoint an escrow agent to hold the proceeds of the Series 2016 Bonds to be used to refund the Refunded Bonds;

- (e) appoint a dissemination agent to assist the Agency in complying with its continuing disclosure obligations, if any, under Rule 15c2-12 adopted by the United States Securities and Exchange Commission under the Securities Exchange Act of 1934 (the "Rule"); and
- (f) appoint other professionals, as necessary, to include a verification agent, financial printer and others necessary to effectuate the financing.

Section 4. Authorization of Executive Committee. The Board hereby authorizes its Executive Committee to act for and on behalf of the Board and the Agency to:

- A. Determine and approve (i) which of the outstanding Series 2009 Bonds and/or the Series 2013A Bonds maturing on October 1, 2048 will be refunded with proceeds of the Series 2016 Bonds, and (ii) the final terms of the Series 2016 Bonds, including the interest rate or rates, the maturity amounts, the redemption provisions and redemption dates and other terms of the Series 2016 Bonds, subject to the following provisions: the Series 2016 Bonds will be issued in an aggregate principal amount not to exceed \$150,000,000, representing the outstanding par amount of the Refunded Bonds and accrued interest to the date of maturity or redemption thereof, plus, (a) the costs of issuance of the Series 2016 Bonds, (b) any amounts required to fund a debt service reserve account for the Series 2016 Bonds and (c) any original issue discount and the underwriting fee thereon; will have an aggregate initial issue price which shall not be less than 98% nor greater than 120% of the par amount thereof; will mature not later than 40 years from the date of issuance thereof; will produce present value savings of not less than 4.0% of the par amount of the Refunded Bonds being refunded, as calculated by the Agency's Chief Financial Officer; and, at the discretion of the Agency's Chief Financial Officer, may be subject to redemption prior to their maturity date, based upon prevailing market conditions at the time of pricing.
- B. Approve and execute the Supplemental Indenture No. 3 with the Trustee.
- C. Approve and execute a Bond Purchase Agreement relating to the Series 2016 Bonds (the "Bond Purchase Agreement"), between the Agency and the underwriting firm appointed by the Agency's Chief Financial Officer (the "Underwriter"). The Series 2016 Bonds shall be sold to the Underwriter at a purchase price to be approved by the Executive Committee on the terms and conditions set forth in the Bond Purchase Agreement. The underwriting fee for the Series 2016 Bonds shall not exceed a weighted average of 0.60% of the par amount of the Series 2016 Bonds, plus reasonable expenses.
- D. Approve and execute an Escrow Trust Agreement (the "Escrow Agreement") with the escrow agent named therein.
- E. Approve and execute a Disclosure Dissemination Agent Agreement (the "Continuing Disclosure Agreement") with the dissemination agent named therein.
- F. Approve and execute a Tax Compliance Agreement (the "Tax Agreement") between the Agency and the Trustee.
- G. Authorize and approve the distribution of a preliminary official statement, final official statement or other disclosure document relating to the Series 2016 Bonds (collectively, the "Official Statement").

For purposes of this Resolution, a quorum of the Executive Committee shall consist of not less than two of the four members of the Executive Committee.

The approval of the Executive Committee shall be conclusively evidenced by a resolution, adopted by a unanimous vote of the members of the Executive Committee participating at a meeting for such purpose, setting forth the final terms of the Series 2016 Bonds and approving the final form of the above-listed documents. Such resolution is to be signed by the Chairman or Vice Chairman of the Executive Committee and attested by the Chief Financial Officer or Deputy Secretary of the Agency.

Section 5. Preliminary and Final Official Statement. The Chairman or Vice Chairman of the Board and the President or Chief Financial Officer of the Agency are hereby authorized and directed to execute the Official Statement and any amendments or supplements thereto on behalf of the Agency, and to cause the Official Statement and any such amendments or supplements to be delivered to the Underwriter. The Agency agrees to provide to the Underwriter within seven business days of the date of the sale of Series 2016 Bonds sufficient copies of the final Official Statement to enable the Underwriter to comply with the requirements of the Rule and with the requirements of Rule G-32 of the Municipal Securities Rulemaking Board.

Section 6. Actions of Officers Authorized. The officers of the Agency, including the Chairman, Vice Chairman, Treasurer, Secretary and Deputy Secretary of the Board and the President and Chief Financial Officer of the Agency shall be, and they each hereby are, authorized and directed to execute and deliver all documents and take such actions as they may deem necessary or advisable in order to carry out and perform the purposes of this Resolution, including giving direction to the Trustee to give notices of redemption of the Refunded Bonds, and the execution or taking of such action shall be conclusive evidence of such necessity or advisability.

Section 7. Partial Invalidity. If any term or provision of this Resolution, the Series 2016 Bonds or other document approved hereby or the application thereof for any reason or circumstance shall to any extent be held invalid or unenforceable, the remaining provisions or the application of such term or provision to persons in situations other than those as to which it is held invalid or unenforceable, shall not be affected thereby, and each remaining term and provision hereof and thereof shall be valid and enforced to the fullest extent permitted.

Section 8. Execution of Documents. The officers of the Agency, including the Chairman, Vice Chairman, Treasurer, Secretary and Deputy Secretary of the Board and the President and Chief Financial Officer of the Agency, are authorized and directed to execute and deliver all documents, including without limitation, the Supplemental Indenture No. 3, the Bond Purchase Agreement, the Continuing Disclosure Agreement, the Escrow Agreement and the Tax Agreement and to take such actions as they may deem necessary or advisable in order to carry out the purposes of this Resolution.

Section 9. Payment of Costs. The Chief Financial Officer of the Agency is hereby authorized and directed to pay or cause to be paid all costs, expenses and fees incurred in connection with or incidental to the refunding of the Refunded Bonds and the issuance of the Series 2016 Bonds, including payment to the Underwriter of an underwriting fee, subject to the limits set forth herein.

Section 10. No Personal Liability. No member of the Board, officer or employee of the Agency shall have any personal liability for acts taken in accordance with this Resolution.

Section 11. Effective Date. This Resolution shall become effective immediately upon its adoption.

ADOPTED by the Board of Commissioners of The Bi-State Development Agency of the Missouri-Illinois Metropolitan District this 24<sup>th</sup> day of June, 2016.

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

[SEAL]

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

ATTEST

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



FISCAL YEAR 2016  
**QUARTERLY FINANCIAL  
STATEMENTS**

**Third Quarter**  
Ending March 31, 2016

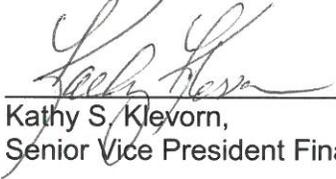


**BI·STATE  
DEVELOPMENT**





To: John M. Nations  
President and Chief Executive Officer

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

Date: April 28, 2016

Subject: Bi-State Development Financial Statements – March 2016

Enclosed is the financial statement package for March 31, 2016. 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) enterprise funds and the internal service fund indicates that the government wide entity has net assets of \$1.47 billion and Income before Depreciation of \$16.8 million for the nine months ending March 31, 2016. 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. Net Loss after Depreciation is \$38.1 million. The government wide financials are reflected on pages 4-6.

A combining schedule of all enterprise funds can be viewed on pages 7-9. Within the complete package, each Bi-State Development entity has a comprehensive financial section including financial analysis, Statement of Net Position, Statement of Revenues, Expenses and Changes in Net Position, 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 Government Wide Income (Loss) before Depreciation by entity. For the nine months ended March 31, 2016, BSD has Income before Depreciation of \$16.8 million compared to a budget of (\$2.8) million for a positive variance of \$19.6 million. Metro Transit represents 82% of the \$16.8 million and historically operates positive to budget until the end of the year. Several large expenses require an annual actuarial review and are adjusted in June. They include medical expenses, pension and insurance programs. Full accrual of other expenses are reflected in the June financials as well. In FY 2016, BSD anticipates a favorable variance after year-end adjustments. Several efficiencies have been implemented by management to reduce costs. The most notable is the retiree medical program transition to Health Savings Accounts (HSA) for post age 65 retiree participants. Favorable variances in active medical, fuel, parts, utilities and services are offsetting lower passenger revenue due to ridership loss. Gateway Arch Tram income has exceeded expectations during this renovation year as well. The Gateway Arch financials are impacted by multiple contributions of renovation funds to and from the National Park Service; therefore, a prior

operations. Riverfront Attractions continues to post losses which are the result of flooding and obstruction from construction activity. Riverfront Attractions owes Executive Service in excess of \$1 million as a result of losses over several years. The St. Louis Downtown Airport is operating at a loss because of tenant vacancies. Executive Service is operating at a favorable variance as expenses are lower than anticipated during budget development. The Internal Service Fund is favorable to plan as medical expenses are lower than budget. The remaining enterprises are small startups and marginally impact the financials; however they are expanding regional development opportunities.

**Table 1  
Government Wide Income (Loss) before Depreciation**

	Year-to-Date				
	Actual	Budget	Prior Year	\$ Var Bgt	\$ Var Prior Yr
<b>Enterprise Funds</b>					
Executive Service	\$ 150,632	\$ (175,952)	\$ 742,130	\$ 326,584	\$ (591,498)
Gateway Arch Tram	1,529,447	(29,919)	(6,210,789)	1,559,366	7,740,236
Metro Transit	13,818,268	(2,752,098)	15,841,615	16,570,366	(2,023,347)
St. Louis Downtown Airport	(46,886)	(31,462)	19,927	(15,424)	(66,813)
Riverfront Attractions	(223,574)	47,163	(382,265)	(270,737)	158,691
St. Louis Regional Freightway	(27,320)	125,091	-	(152,411)	(27,320)
Research Institute	39,477	-	(208)	39,477	39,685
Arts in Transit	23,509	-	442	23,509	23,067
<b>Total Enterprise Funds</b>	<b>15,263,553</b>	<b>(2,817,177)</b>	<b>10,010,852</b>	<b>18,080,730</b>	<b>5,252,701</b>
<b>Internal Service Fund</b>	<b>1,491,257</b>	<b>(30,073)</b>	<b>-</b>	<b>1,521,330</b>	<b>1,491,257</b>
<b>Total Government Wide</b>	<b>\$ 16,754,810</b>	<b>\$ (2,847,250)</b>	<b>\$ 10,010,852</b>	<b>\$ 19,602,060</b>	<b>\$ 6,743,958</b>

Table 2 takes into account the impact of depreciation on the financial position of all enterprises resulting in a cumulative \$38.1 million loss.

**Table 2  
Government Wide Net Income (Loss)**

	Year-to-Date				
	Actual	Budget	Prior Year	% Var Bgt	% Var Prior Yr
<b>Enterprise Funds</b>					
Executive Service	\$ 148,992	\$ (177,592)	\$ 740,306	\$ 326,584	\$ (591,314)
Gateway Arch Tram	1,469,071	(153,027)	(6,357,605)	1,622,098	7,826,676
Metro Transit	(39,523,609)	(58,719,191)	(35,651,457)	19,195,582	(3,872,152)
St. Louis Downtown Airport	(1,214,965)	(1,205,347)	(1,153,358)	(9,618)	(61,607)
Riverfront Attractions	(473,990)	(189,397)	(597,850)	(284,593)	123,860
St. Louis Regional Freightway	(27,320)	125,091	-	(152,411)	(27,320)
Research Institute	39,477	-	(208)	39,477	39,685
Arts in Transit	23,509	-	442	23,509	23,067
<b>Total Enterprise Funds</b>	<b>(39,558,835)</b>	<b>(60,319,463)</b>	<b>(43,019,730)</b>	<b>20,760,628</b>	<b>3,460,895</b>
<b>Internal Service Fund</b>	<b>1,491,257</b>	<b>(30,073)</b>	<b>-</b>	<b>1,521,330</b>	<b>1,491,257</b>
<b>Total Government Wide</b>	<b>\$ (38,067,578)</b>	<b>\$ (60,349,536)</b>	<b>\$ (43,019,730)</b>	<b>\$ 22,281,958</b>	<b>\$ 4,952,152</b>

The Finance Division is available for any questions concerning the March 31, 2016 financial report. Thank you.

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**Bi-State Development Agency of the  
Missouri-Illinois Metropolitan District  
Government Wide  
Quarterly Statement of Net Position  
March 31, 2016  
(unaudited)**

	Enterprise Funds Total	Internal Service Fund Total	Total	Eliminations	Government-Wide Financial Total
<b>Assets</b>					
Current assets					
Cash	\$ 129,415,605	\$ 3,628,814	\$ 133,044,419	\$ -	\$ 133,044,419
Investments	132,245,498	-	132,245,498	-	132,245,498
Accounts and notes receivable	2,373,497	18,406	2,391,903	-	2,391,903
Interfund accounts receivable	-	512,129	512,129	(512,129)	-
Restricted accounts receivable	165,066	-	165,066	-	165,066
Federal, state and local assistance receivable	35,833,370	-	35,833,370	-	35,833,370
Materials and supplies inventory	9,087,708	-	9,087,708	-	9,087,708
Other current assets	2,254,869	-	2,254,869	-	2,254,869
Total current assets	<u>311,375,613</u>	<u>4,159,349</u>	<u>315,534,962</u>	<u>(512,129)</u>	<u>315,022,833</u>
Capital assets					
Capital assets - motorbus	366,124,640	-	366,124,640	-	366,124,640
Capital assets - paratransit	18,230,491	-	18,230,491	-	18,230,491
Capital assets - lightrail	1,549,191,770	-	1,549,191,770	-	1,549,191,770
Capital assets	<u>67,550,464</u>	<u>-</u>	<u>67,550,464</u>	<u>-</u>	<u>67,550,464</u>
Total capital assets	2,001,097,365	-	2,001,097,365	-	2,001,097,365
Accumulated depreciation	<u>(1,143,946,190)</u>	<u>-</u>	<u>(1,143,946,190)</u>	<u>-</u>	<u>(1,143,946,190)</u>
Total capital assets, net	857,151,175	-	857,151,175	-	857,151,175
Land	100,749,855	-	100,749,855	-	100,749,855
Construction-in-process	<u>88,206,678</u>	<u>-</u>	<u>88,206,678</u>	<u>-</u>	<u>88,206,678</u>
Total capital assets	<u>1,046,107,708</u>	<u>-</u>	<u>1,046,107,708</u>	<u>-</u>	<u>1,046,107,708</u>
Non-current assets					
Restricted investments	96,089,836	-	96,089,836	-	96,089,836
Deferred charges	14,978	-	14,978	-	14,978
Other non-current assets, net amort	<u>208,918</u>	<u>-</u>	<u>208,918</u>	<u>-</u>	<u>208,918</u>
Total non-current assets	96,313,732	-	96,313,732	-	96,313,732
Total assets	<u>1,453,797,053</u>	<u>4,159,349</u>	<u>1,457,956,402</u>	<u>(512,129)</u>	<u>1,457,444,273</u>
Deferred outflow of resources					
Deferred pension loss	1,976,548	-	1,976,548	-	1,976,548
Deferred pension expense	2,113,257	-	2,113,257	-	2,113,257
Deferred loss on hedging instruments	3,753,742	-	3,753,742	-	3,753,742
Deferred loss on debt refunding	<u>3,316,796</u>	<u>-</u>	<u>3,316,796</u>	<u>-</u>	<u>3,316,796</u>
Total deferred outflow of resources	11,160,343	-	11,160,343	-	11,160,343
<b>Total</b>	<u>\$ 1,464,957,396</u>	<u>\$ 4,159,349</u>	<u>\$ 1,469,116,745</u>	<u>\$ (512,129)</u>	<u>\$ 1,468,604,616</u>

**Bi-State Development Agency of the  
Missouri-Illinois Metropolitan District  
Government Wide  
Quarterly Statement of Net Position  
March 31, 2016  
(unaudited)**

	Enterprise Funds Total	Internal Service Fund Total	Total	Eliminations	Government-Wide Financial Total
<b>Liabilities</b>					
Current liabilities					
Accounts payable	\$ 6,985,547	\$ -	\$ 6,985,547	\$ -	\$ 6,985,547
Interfund accounts payable	153,981	358,148	512,129	(512,129)	-
Accrued expenses	21,296,688	50,800	21,347,488	-	21,347,488
Other current liabilities	26,197,674	-	26,197,674	-	26,197,674
Total current liabilities	<u>54,633,890</u>	<u>408,948</u>	<u>55,042,838</u>	<u>(512,129)</u>	<u>54,530,709</u>
Current liab payable from restricted assets					
Accounts payable and retention	3,732,626	-	3,732,626	-	3,732,626
Accrued interest payable	10,740,732	-	10,740,732	-	10,740,732
General self-insurance liability	9,405,964	-	9,405,964	-	9,405,964
Medical self-insurance liability	-	2,255,254	2,255,254	-	2,255,254
Current portion of long-term debt	7,953,010	-	7,953,010	-	7,953,010
Total current liabilities payable from restricted assets	<u>31,832,332</u>	<u>2,255,254</u>	<u>34,087,586</u>	<u>-</u>	<u>34,087,586</u>
Total current liabilities	<u>86,466,222</u>	<u>2,664,202</u>	<u>89,130,424</u>	<u>(512,129)</u>	<u>88,618,295</u>
Non-current liabilities					
Other post-employment benefits	54,067,745	3,890	54,071,635	-	54,071,635
Long-term self-insurance	3,178,605	-	3,178,605	-	3,178,605
Long-term debt	553,812,406	-	553,812,406	-	553,812,406
Capital lease obligations	96,074,864	-	96,074,864	-	96,074,864
Unfunded pension liabilities	89,160,637	-	89,160,637	-	89,160,637
Other non-current liabilities	6,789,134	-	6,789,134	-	6,789,134
Total non-current liabilities	<u>803,083,391</u>	<u>3,890</u>	<u>803,087,281</u>	<u>-</u>	<u>803,087,281</u>
Total liabilities	<u>889,549,613</u>	<u>2,668,092</u>	<u>892,217,705</u>	<u>(512,129)</u>	<u>891,705,576</u>
<b>Net Position</b>					
Net position - capital investments	1,130,794,106	-	1,130,794,106	-	1,130,794,106
Net position - unrestricted	(515,827,488)	-	(515,827,488)	-	(515,827,488)
Net income (loss)	(39,558,835)	1,491,257	(38,067,578)	-	(38,067,578)
Total net position	<u>575,407,783</u>	<u>1,491,257</u>	<u>576,899,040</u>	<u>-</u>	<u>576,899,040</u>
<b>Total</b>	<u>\$ 1,464,957,396</u>	<u>\$ 4,159,349</u>	<u>\$ 1,469,116,745</u>	<u>\$ (512,129)</u>	<u>\$ 1,468,604,616</u>

**Bi-State Development Agency of the  
Missouri-Illinois Metropolitan District  
Government Wide**  
**Statement of Revenues, Expenses and Changes in Net Position**  
**For the Nine Months Ended March 31, 2016**  
(unaudited)

	Enterprise Funds Total	Internal Service Fund Total	Total	Eliminations	Government-Wide Financial Total
<b>Revenue</b>					
Passenger and service revenues	\$ 41,866,241	\$ -	\$ 41,866,241	\$ -	\$ 41,866,241
Partnership fees	312,763	-	312,763	-	312,763
City of St. Louis	26,683,799	-	26,683,799	-	26,683,799
St. Louis County	95,980,945	-	95,980,945	-	95,980,945
St. Clair County Transit District	41,743,231	-	41,743,231	-	41,743,231
State of Missouri and Illinois	903,027	-	903,027	-	903,027
Federal funding	15,771,953	-	15,771,953	-	15,771,953
Other local/regional funding	981,501	-	981,501	-	981,501
Contributions	66,693	-	66,693	-	66,693
Advertising, maint services, rental income	6,084,328	-	6,084,328	-	6,084,328
Interest income	994,031	-	994,031	-	994,031
Other Operating Revenue	458,252	-	458,252	-	458,252
Charges for services	-	24,644,807	24,644,807	(19,510,127)	5,134,680
<b>Total revenue</b>	<b>231,846,764</b>	<b>24,644,807</b>	<b>256,491,571</b>	<b>(19,510,127)</b>	<b>236,981,444</b>
<b>Expense</b>					
Wages and benefits	135,633,616	658,607	136,292,223	-	136,292,223
Services	24,695,566	104,876	24,800,442	-	24,800,442
Fuel and lube consumed	11,470,169	-	11,470,169	-	11,470,169
Materials and supplies	16,458,791	5,239	16,464,030	-	16,464,030
Utilities	5,815,227	2,307	5,817,534	-	5,817,534
Casualty and liability costs	4,507,556	-	4,507,556	-	4,507,556
Other expenses	3,601,165	12,598	3,613,763	-	3,613,763
Interest expense	14,623,208	-	14,623,208	-	14,623,208
Contribution to outside entities	(225,032)	-	(225,032)	-	(225,032)
Other non-operating expense	2,945	-	2,945	-	2,945
Claims paid and insurance administrative costs	-	22,369,923	22,369,923	(19,510,127)	2,859,796
<b>Total expense</b>	<b>216,583,211</b>	<b>23,153,550</b>	<b>239,736,761</b>	<b>(19,510,127)</b>	<b>220,226,634</b>
<b>Income before depreciation</b>	<b>15,263,553</b>	<b>1,491,257</b>	<b>16,754,810</b>	<b>-</b>	<b>16,754,810</b>
Depreciation and amortization expense	54,822,388	-	54,822,388	-	54,822,388
<b>Net income (loss)</b>	<b>\$ (39,558,835)</b>	<b>\$ 1,491,257</b>	<b>\$ (38,067,578)</b>	<b>\$ -</b>	<b>\$ (38,067,578)</b>

**Bi-State Development Agency of the  
Missouri-Illinois Metropolitan District  
Enterprise Funds  
Quarterly Statement of Net Position  
March 31, 2016  
(unaudited)**

	Executive Services	Gateway Arch Tram	Riverfront Attractions	St. Louis Downtown Airport	Metro Transit	St. Louis Regional Freightway	Bi-State Development Research Inst.	Arts In Transit, Inc.	Totals	Interfund Eliminations	Totals After Eliminations
<b>Assets</b>											
<b>Current assets</b>											
Cash	\$ 3,950,648	\$ 17,759,338	\$ 33,422	\$ 665,184	\$ 106,902,048	\$ 40,000	\$ 39,195	\$ 25,770	\$ 129,415,605	\$ -	\$ 129,415,605
Investments	-	-	-	-	132,245,498	-	-	-	132,245,498	-	132,245,498
Accounts and notes receivable	438	-	24,508	78,440	2,132,348	137,763	-	-	2,373,497	-	2,373,497
Interfund accounts receivable	2,001,612	521,883	19,172	112,943	475,645	-	-	-	3,131,255	(3,131,255)	-
Restricted accounts receivable	-	-	-	-	165,066	-	-	-	165,066	-	165,066
Federal, state and local assistance receivable	-	394,547	-	-	35,438,823	-	-	-	35,833,370	-	35,833,370
Materials and supplies inventory	-	-	41,565	61,609	8,984,534	-	-	-	9,087,708	-	9,087,708
Other current assets	-	13,613	38,257	41,916	2,161,083	-	-	-	2,254,869	-	2,254,869
<b>Total current assets</b>	<b>5,952,698</b>	<b>18,689,381</b>	<b>156,924</b>	<b>960,092</b>	<b>288,505,045</b>	<b>177,763</b>	<b>39,195</b>	<b>25,770</b>	<b>314,506,868</b>	<b>(3,131,255)</b>	<b>311,375,613</b>
<b>Capital assets</b>											
Capital assets - motorbus	-	-	-	-	366,124,640	-	-	-	366,124,640	-	366,124,640
Capital assets - paratransit	-	-	-	-	18,230,491	-	-	-	18,230,491	-	18,230,491
Capital assets - lightrail	-	-	-	-	1,549,191,770	-	-	-	1,549,191,770	-	1,549,191,770
Capital assets	56,240	9,599,793	5,166,217	52,728,214	-	-	-	-	67,550,464	-	67,550,464
<b>Total capital assets</b>	<b>56,240</b>	<b>9,599,793</b>	<b>5,166,217</b>	<b>52,728,214</b>	<b>1,933,546,901</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2,001,097,365</b>	<b>-</b>	<b>2,001,097,365</b>
Accumulated depreciation	(53,287)	(9,559,294)	(3,567,773)	(34,054,006)	(1,096,711,830)	-	-	-	(1,143,946,190)	-	(1,143,946,190)
<b>Total capital assets, net</b>	<b>2,953</b>	<b>40,499</b>	<b>1,598,444</b>	<b>18,674,208</b>	<b>836,835,071</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>857,151,175</b>	<b>-</b>	<b>857,151,175</b>
Land	-	-	-	4,542,564	96,207,291	-	-	-	100,749,855	-	100,749,855
Construction-in-process	-	3,150,296	-	211,874	84,844,508	-	-	-	88,206,678	-	88,206,678
<b>Total capital assets</b>	<b>2,953</b>	<b>3,190,795</b>	<b>1,598,444</b>	<b>23,428,646</b>	<b>1,017,886,870</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,046,107,708</b>	<b>-</b>	<b>1,046,107,708</b>
<b>Non-current assets</b>											
Restricted investments	-	-	-	-	96,089,836	-	-	-	96,089,836	-	96,089,836
Deferred charges	-	-	-	14,978	-	-	-	-	14,978	-	14,978
Other non-current assets, net amort	-	-	-	-	208,918	-	-	-	208,918	-	208,918
<b>Total non-current assets</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>14,978</b>	<b>96,298,754</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>96,313,732</b>	<b>-</b>	<b>96,313,732</b>
<b>Total assets</b>	<b>5,955,651</b>	<b>21,880,176</b>	<b>1,755,368</b>	<b>24,403,716</b>	<b>1,402,690,669</b>	<b>177,763</b>	<b>39,195</b>	<b>25,770</b>	<b>1,456,928,308</b>	<b>(3,131,255)</b>	<b>1,453,797,053</b>
<b>Deferred outflow of resources</b>											
Deferred pension loss	-	-	-	-	1,976,548	-	-	-	1,976,548	-	1,976,548
Deferred pension expense	-	-	-	-	2,113,257	-	-	-	2,113,257	-	2,113,257
Deferred loss on hedging instruments	-	-	-	-	3,753,742	-	-	-	3,753,742	-	3,753,742
Deferred loss on debt refunding	-	-	-	-	3,316,796	-	-	-	3,316,796	-	3,316,796
<b>Total deferred outflow of resources</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>11,160,343</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>11,160,343</b>	<b>-</b>	<b>11,160,343</b>
<b>Total</b>	<b>\$ 5,955,651</b>	<b>\$ 21,880,176</b>	<b>\$ 1,755,368</b>	<b>\$ 24,403,716</b>	<b>\$ 1,413,851,012</b>	<b>\$ 177,763</b>	<b>\$ 39,195</b>	<b>\$ 25,770</b>	<b>\$ 1,468,088,651</b>	<b>\$ (3,131,255)</b>	<b>\$ 1,464,957,396</b>

**Bi-State Development Agency of the  
Missouri-Illinois Metropolitan District  
Enterprise Funds  
Quarterly Statement of Net Position  
March 31, 2016  
(unaudited)**

	Executive Services	Gateway Arch Tram	Riverfront Attractions	St. Louis Downtown Airport	Metro Transit	St. Louis Regional Freightway	Bi-State Development Research Inst.	Arts In Transit, Inc.	Totals	Interfund Eliminations	Totals After Eliminations
<b>Liabilities</b>											
Current liabilities											
Accounts payable	\$ 103,890	\$ 637,306	\$ 42,295	\$ 70,474	\$ 6,131,582	\$ -	\$ -	\$ -	\$ 6,985,547	\$ -	\$ 6,985,547
Interfund accounts payable	223,857	130,661	1,584,922	157,967	989,316	198,513	-	-	3,285,236	(3,131,255)	153,981
Accrued expenses	253,800	62,972	109,900	54,800	20,809,916	5,300	-	-	21,296,688	-	21,296,688
Other current liabilities	-	130,700	-	6,724	26,060,250	-	-	-	26,197,674	-	26,197,674
Total current liabilities	581,547	961,639	1,737,117	289,965	53,991,064	203,813	-	-	57,765,145	(3,131,255)	54,633,890
Current liab payable from restricted assets											
Accounts payable and retention	-	109,406	-	-	3,623,220	-	-	-	3,732,626	-	3,732,626
Accrued interest payable	-	102,488	-	-	10,638,244	-	-	-	10,740,732	-	10,740,732
General self-insurance liability	-	-	-	-	9,405,964	-	-	-	9,405,964	-	9,405,964
Current portion of long-term debt	-	73,010	-	-	7,880,000	-	-	-	7,953,010	-	7,953,010
Total current liabilities payable from restricted assets	-	284,904	-	-	31,547,428	-	-	-	31,832,332	-	31,832,332
Total current liabilities	581,547	1,246,543	1,737,117	289,965	85,538,492	203,813	-	-	89,597,477	(3,131,255)	86,466,222
Non-current liabilities											
Other post-employment benefits	850,988	11,941	375,591	351,629	52,476,326	1,270	-	-	54,067,745	-	54,067,745
Long-term self-insurance	300	5,414	33,654	27,154	3,112,083	-	-	-	3,178,605	-	3,178,605
Long-term debt	-	7,582,990	-	-	546,229,416	-	-	-	553,812,406	-	553,812,406
Capital lease obligations	-	-	-	-	96,074,864	-	-	-	96,074,864	-	96,074,864
Unfunded pension liabilities	592,090	183,752	449,172	183,752	87,751,871	-	-	-	89,160,637	-	89,160,637
Other non-current liabilities	-	-	-	-	6,789,134	-	-	-	6,789,134	-	6,789,134
Total non-current liabilities	1,443,378	7,784,097	858,417	562,535	792,433,694	1,270	-	-	803,083,391	-	803,083,391
Total liabilities	2,024,925	9,030,640	2,595,534	852,500	877,972,186	205,083	-	-	892,680,868	(3,131,255)	889,549,613
<b>Net Position</b>											
Net position - capital investments	234,215	-	254,907	32,945,949	1,097,359,035	-	-	-	1,130,794,106	-	1,130,794,106
Net position - unrestricted	3,547,519	11,380,465	(621,083)	(8,179,768)	(521,956,600)	-	(282)	2,261	(515,827,488)	-	(515,827,488)
Net income (loss)	148,992	1,469,071	(473,990)	(1,214,965)	(39,523,609)	(27,320)	39,477	23,509	(39,558,835)	-	(39,558,835)
Total net position	3,930,726	12,849,536	(840,166)	23,551,216	535,878,826	(27,320)	39,195	25,770	575,407,783	-	575,407,783
<b>Total</b>	<b>\$ 5,955,651</b>	<b>\$ 21,880,176</b>	<b>\$ 1,755,368</b>	<b>\$ 24,403,716</b>	<b>\$ 1,413,851,012</b>	<b>\$ 177,763</b>	<b>\$ 39,195</b>	<b>\$ 25,770</b>	<b>\$ 1,468,088,651</b>	<b>\$ (3,131,255)</b>	<b>\$ 1,464,957,396</b>

**Bi-State Development Agency of the  
Missouri-Illinois Metropolitan District  
Enterprise Funds  
Combining Statement of Revenues, Expenses by Business Unit  
For the Nine Months Ended March 31, 2016  
(unaudited)**

	Executive Services	Gateway Arch Tram	Riverfront Attractions	St. Louis Downtown Airport	Metro Transit	St. Louis Regional Freightway	Bi-State Development Research Inst.	Arts In Transit, Inc.	Totals	Eliminations	Totals After Eliminations
<b>Revenue</b>											
Passenger and service revenues	\$ -	\$ 3,114,603	\$ 1,073,436	\$ 998,475	\$ 36,739,820	\$ -	\$ -	\$ -	\$ 41,926,334	\$ (60,093)	\$ 41,866,241
Interfund administrative fees	2,206,270	-	-	-	-	-	-	-	2,206,270	(2,206,270)	-
Partnership fees	-	-	-	-	-	312,763	-	-	312,763	-	312,763
City of St. Louis	-	-	-	-	26,683,799	-	-	-	26,683,799	-	26,683,799
St. Louis County	-	-	-	-	95,980,945	-	-	-	95,980,945	-	95,980,945
St. Clair County Transit District	-	-	-	-	41,743,231	-	-	-	41,743,231	-	41,743,231
State of Missouri and Illinois	-	-	-	-	903,027	-	-	-	903,027	-	903,027
Federal funding	-	-	-	-	15,771,953	-	-	-	15,771,953	-	15,771,953
Other local/regional funding	-	-	-	-	981,501	-	-	-	981,501	-	981,501
Contributions	-	-	-	-	-	-	39,805	26,888	66,693	-	66,693
Advertising, maint services, rental income	172,800	20,725	156,092	84,167	5,650,544	-	-	-	6,084,328	-	6,084,328
Interest income	3,061	8,873	-	2,388	979,709	-	-	-	994,031	-	994,031
Other operating revenue	191,432	(34,340)	61,042	86,580	153,538	-	-	-	458,252	-	458,252
<b>Total revenue</b>	<b>2,573,563</b>	<b>3,109,861</b>	<b>1,290,570</b>	<b>1,171,610</b>	<b>225,588,067</b>	<b>312,763</b>	<b>39,805</b>	<b>26,888</b>	<b>234,113,127</b>	<b>(2,266,363)</b>	<b>231,846,764</b>
<b>Expense</b>											
Wages and benefits	1,686,613	1,138,038	801,624	700,240	131,147,041	160,060	-	-	135,633,616	-	135,633,616
Services	504,689	522,235	222,510	135,678	23,161,242	145,605	228	3,379	24,695,566	-	24,695,566
Fuel and lube consumed	795	55	27,118	11,609	11,430,592	-	-	-	11,470,169	-	11,470,169
Materials and supplies	9,605	61,695	214,385	103,006	16,070,087	13	-	-	16,458,791	-	16,458,791
Utilities	4,051	72,286	53,418	142,821	5,542,651	-	-	-	5,815,227	-	5,815,227
Casualty and liability costs	-	41,555	110,721	48,410	4,306,870	-	-	-	4,507,556	-	4,507,556
Other expenses	217,178	691,665	83,368	74,167	4,766,645	34,405	100	-	5,867,528	(2,266,363)	3,601,165
Interest expense	-	230,599	-	-	14,392,609	-	-	-	14,623,208	-	14,623,208
Contribution to outside entities	-	(1,178,094)	1,000	-	952,062	-	-	-	(225,032)	-	(225,032)
Other non-operating expense	-	380	-	2,565	-	-	-	-	2,945	-	2,945
<b>Total expense</b>	<b>2,422,931</b>	<b>1,580,414</b>	<b>1,514,144</b>	<b>1,218,496</b>	<b>211,769,799</b>	<b>340,083</b>	<b>328</b>	<b>3,379</b>	<b>218,849,574</b>	<b>(2,266,363)</b>	<b>216,583,211</b>
<b>Income (loss) before depreciation</b>	<b>150,632</b>	<b>1,529,447</b>	<b>(223,574)</b>	<b>(46,886)</b>	<b>13,818,268</b>	<b>(27,320)</b>	<b>39,477</b>	<b>23,509</b>	<b>15,263,553</b>	<b>-</b>	<b>15,263,553</b>
Depreciation and amortization expense	1,640	59,749	250,416	1,168,079	53,342,504	-	-	-	54,822,388	-	54,822,388
<b>Net income (loss) before transfers</b>	<b>148,992</b>	<b>1,469,698</b>	<b>(473,990)</b>	<b>(1,214,965)</b>	<b>(39,524,236)</b>	<b>(27,320)</b>	<b>39,477</b>	<b>23,509</b>	<b>(39,558,835)</b>	<b>-</b>	<b>(39,558,835)</b>
Net transfers in (out)	-	(627)	-	-	627	-	-	-	-	-	-
<b>Net income (loss)</b>	<b>\$ 148,992</b>	<b>\$ 1,469,071</b>	<b>\$ (473,990)</b>	<b>\$ (1,214,965)</b>	<b>\$ (39,523,609)</b>	<b>\$ (27,320)</b>	<b>\$ 39,477</b>	<b>\$ 23,509</b>	<b>\$ (39,558,835)</b>	<b>\$ -</b>	<b>\$ (39,558,835)</b>



BI·STATE  
DEVELOPMENT  
EXECUTIVE SERVICES

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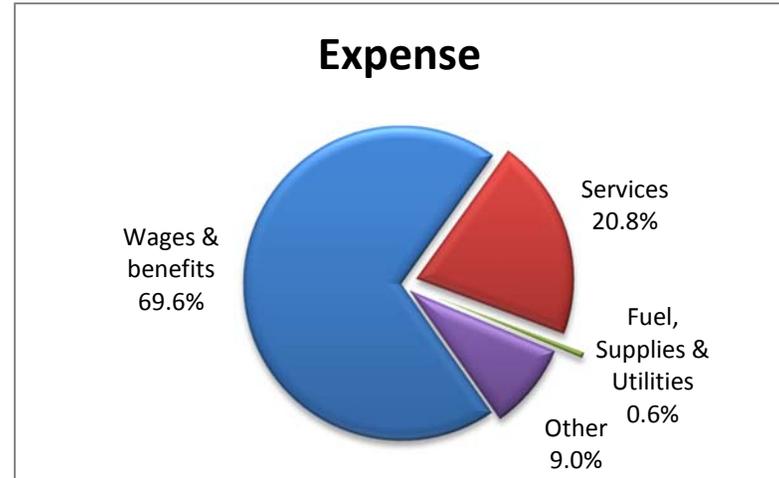
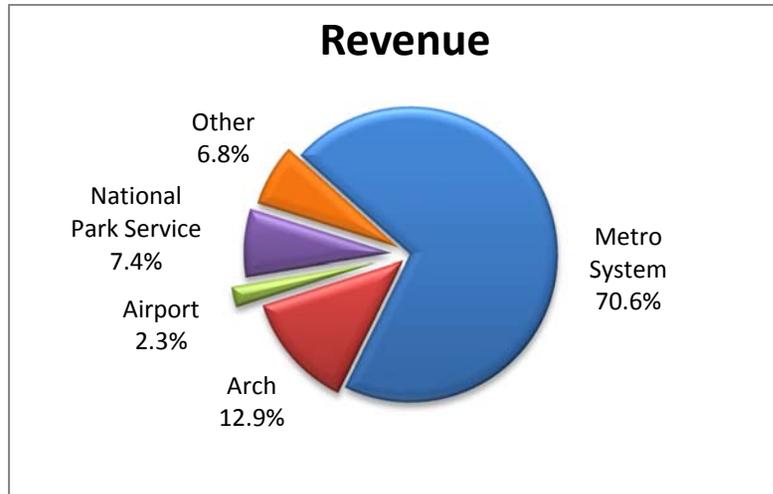
# Executive Services

Nine Months Ended March 31, 2016

**Executive Services** is a service company which supports all Bi-State Development operating companies.

**Income before depreciation** of \$150,632 is favorable to the budget as a result of lower than budget expenses.

**Total revenue** includes the management fee assessments to Bi-State operating companies and the National Park Service. There are management fee waivers for the Riverfront Attractions and the St. Louis Regional Freightway. Total revenue for the period was 12.3% lower than budget because actual management fees from Transit, assessed on Executive Services operating expenses, were below budget.



**Wages and benefits** are \$257,772 or 13.3% favorable to budget due to position vacancies and positive changes to the post 65 retiree medical program.

**Services** are favorable to budget by \$364,638. Fees for legal, audit and consulting are favorable. Outside services include the cost of the annual meeting.

**Materials and supplies** are \$9,939 favorable to budget primarily due to lower spending for office supplies, computer supplies and training materials.

**Other expenses** are \$51,697 favorable to budget due to lower dues and subscriptions and travel, training and meetings expense.

**Executive Services**  
**Quarterly Statement of Net Position**  
**March 31, 2016**  
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
<b>Assets</b>							
Current assets							
Cash	\$ 3,950,648	\$ 3,988,357	\$ (37,709)	(0.9)	\$ 4,111,643	\$ (160,995)	(3.9)
Accounts and notes receivable	438	19,142	(18,704)	(97.7)	28,634	(28,196)	(98.5)
Interfund accounts receivable	2,001,612	2,099,432	(97,820)	(4.7)	1,304,605	697,007	53.4
Total current assets	5,952,698	6,106,931	(154,233)	(2.5)	5,444,882	507,816	9.3
Capital assets							
Capital assets	56,240	56,240	-	-	56,240	-	-
Accumulated depreciation	(53,287)	(52,863)	(424)	(0.8)	(51,039)	(2,248)	(4.4)
Total capital assets, net	2,953	3,377	(424)	(12.6)	5,201	(2,248)	(43.2)
Total capital assets	2,953	3,377	(424)	(12.6)	5,201	(2,248)	(43.2)
Total assets	5,955,651	6,110,308	(154,657)	(2.5)	5,450,083	505,568	9.3
<b>Total</b>	<b>\$ 5,955,651</b>	<b>\$ 6,110,308</b>	<b>\$ (154,657)</b>	<b>(2.5)</b>	<b>\$ 5,450,083</b>	<b>\$ 505,568</b>	<b>9.3</b>

**Executive Services**  
**Quarterly Statement of Net Position**  
**March 31, 2016**  
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
<b>Liabilities</b>							
Current liabilities							
Accounts payable	\$ 103,890	\$ 82,090	\$ 21,800	26.6	\$ 119,197	\$ (15,307)	(12.8)
Interfund accounts payable	223,857	248,789	(24,932)	(10.0)	164,712	59,145	35.9
Accrued expenses	253,800	253,800	-	-	218,586	35,214	16.1
Total current liabilities	<u>581,547</u>	<u>584,679</u>	<u>(3,132)</u>	<u>(0.5)</u>	<u>502,495</u>	<u>79,052</u>	<u>15.7</u>
Non-current liabilities							
Other post-employment benefits	850,988	848,721	2,267	0.3	846,997	3,991	0.5
Long-term self-insurance	300	300	-	-	300	-	-
Unfunded pension liabilities	592,090	592,090	-	-	651,462	(59,372)	(9.1)
Total non-current liabilities	<u>1,443,378</u>	<u>1,441,111</u>	<u>2,267</u>	<u>0.2</u>	<u>1,498,759</u>	<u>(55,381)</u>	<u>(3.7)</u>
Total liabilities	<u>2,024,925</u>	<u>2,025,790</u>	<u>(865)</u>	<u>-</u>	<u>2,001,254</u>	<u>23,671</u>	<u>1.2</u>
<b>Net Position</b>							
Net position - capital investments	234,215	234,215	-	-	234,215	-	-
Net position - unrestricted	3,547,519	3,547,519	-	-	2,474,308	1,073,211	43.4
Net income	148,992	302,784	(153,792)	(50.8)	740,306	(591,314)	(79.9)
Total net position	<u>3,930,726</u>	<u>4,084,518</u>	<u>(153,792)</u>	<u>(3.8)</u>	<u>3,448,829</u>	<u>481,897</u>	<u>14.0</u>
<b>Total</b>	<u>\$ 5,955,651</u>	<u>\$ 6,110,308</u>	<u>\$ (154,657)</u>	<u>(2.5)</u>	<u>\$ 5,450,083</u>	<u>\$ 505,568</u>	<u>9.3</u>

**Executive Services**  
**Statement of Revenues, Expenses and Changes in Net Position**  
**For the Quarter Ended March 31, 2016**  
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
<b>Revenue</b>										
Admin fees - Transit	\$ 588,015	\$ 774,477	\$ (186,462)	(24.1)	\$ 700,001	\$ 1,817,199	\$ 2,323,430	\$ (506,231)	(21.8)	\$ 2,100,001
Admin fees - Gateway Arch	18,021	39,819	(21,798)	(54.7)	46,352	330,493	285,305	45,188	15.8	358,498
Admin fees - Airport	19,825	18,446	1,379	7.5	23,815	58,578	56,236	2,342	4.2	60,581
Admin fees - Gateway Parking Facility	-	-	-	-	(12)	-	-	-	-	48,811
National Park Service management fee	3,182	46,593	(43,411)	(93.2)	45,608	191,432	266,857	(75,425)	(28.3)	279,314
Other operating revenue	-	-	-	-	-	172,800	-	172,800	-	-
Interest income	1,610	638	972	152.4	521	3,061	1,913	1,148	60.0	1,521
<b>Total revenue</b>	<u>630,653</u>	<u>879,973</u>	<u>(249,320)</u>	<u>(28.3)</u>	<u>816,285</u>	<u>2,573,563</u>	<u>2,933,741</u>	<u>(360,178)</u>	<u>(12.3)</u>	<u>2,848,726</u>
<b>Expense</b>										
Wages and benefits <sup>1</sup>	607,844	647,192	39,348	6.1	497,739	1,686,613	1,944,385	257,772	13.3	1,558,989
Services	99,494	281,939	182,445	64.7	137,624	504,689	869,327	364,638	41.9	375,857
Fuel and lube consumed	328	396	68	17.2	270	795	1,188	393	33.1	609
Materials and supplies	1,080	6,515	5,435	83.4	2,678	9,605	19,544	9,939	50.9	9,017
Utilities	1,369	2,125	756	35.6	1,201	4,051	6,374	2,323	36.4	4,056
Other expenses	73,906	89,424	15,518	17.4	19,153	217,178	268,875	51,697	19.2	158,068
<b>Total expense</b>	<u>784,021</u>	<u>1,027,591</u>	<u>243,570</u>	<u>23.7</u>	<u>658,665</u>	<u>2,422,931</u>	<u>3,109,693</u>	<u>686,762</u>	<u>22.1</u>	<u>2,106,596</u>
<b>Income (loss) before depreciation</b>	<u>(153,368)</u>	<u>(147,618)</u>	<u>(5,750)</u>	<u>(3.9)</u>	<u>157,620</u>	<u>150,632</u>	<u>(175,952)</u>	<u>326,584</u>	<u>185.6</u>	<u>742,130</u>
Depreciation and amortization expense	424	424	-	-	608	1,640	1,640	-	-	1,824
<b>Net income (loss)</b>	<u>\$ (153,792)</u>	<u>\$ (148,042)</u>	<u>\$ (5,750)</u>	<u>(3.9)</u>	<u>\$ 157,012</u>	<u>\$ 148,992</u>	<u>\$ (177,592)</u>	<u>\$ 326,584</u>	<u>183.9</u>	<u>\$ 740,306</u>

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

**Executive Services**  
**Detailed Schedule of Wages and Benefits**  
**For the Quarter Ended March 31, 2016**  
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
<b>Personnel expense</b>										
Wages	\$ 483,406	\$ 490,969	\$ 7,563	1.5	\$ 367,261	\$ 1,359,005	\$ 1,486,473	\$ 127,468	8.6	\$ 1,177,771
<b>Company paid benefits</b>										
<b>Payroll related taxes and insurance</b>										
FICA	39,952	37,559	(2,393)	(6.4)	31,244	89,319	113,715	24,396	21.5	78,900
Unemployment insurance	2,772	7,455	4,683	62.8	3,453	3,294	8,505	5,211	61.3	3,727
Worker's compensation insurance	-	1,462	1,462	100.0	-	-	4,466	4,466	100.0	-
<b>Health and welfare</b>										
Medical	33,995	35,756	1,761	4.9	24,543	104,216	107,267	3,051	2.8	66,143
Dental	932	953	21	2.2	646	2,937	2,860	(77)	(2.7)	2,571
Other post retiree medical	2,265	31,779	29,514	92.9	26,265	12,537	97,324	84,787	87.1	97,036
Life insurance / AD&D	464	233	(231)	(99.1)	434	1,360	700	(660)	(94.3)	1,348
Short and long term disability	3,177	374	(2,803)	(749.5)	2,701	8,694	1,121	(7,573)	(675.6)	8,672
FMLA administration expense	110	108	(2)	(1.9)	103	340	325	(15)	(4.6)	327
EAP expense	56	69	13	18.8	56	172	206	34	16.5	172
<b>Retirement</b>										
Pension expense	20,362	19,330	(1,032)	(5.3)	24,660	45,228	57,989	12,761	22.0	79,162
401 K contributions	21,411	21,145	(266)	(1.3)	16,373	60,338	63,434	3,096	4.9	43,160
<b>Other</b>										
Miscellaneous benefits	-	-	-	-	-	2,390	-	(2,390)	-	-
Benefit costs applied to capital projects.	(1,058)	-	1,058	-	-	(3,217)	-	3,217	-	-
<b>Total company paid benefits</b>	<u>124,438</u>	<u>156,223</u>	<u>31,785</u>	20.3	<u>130,478</u>	<u>327,608</u>	<u>457,912</u>	<u>130,304</u>	28.5	<u>381,218</u>
<b>Total wages and benefits</b>	<u>\$ 607,844</u>	<u>\$ 647,192</u>	<u>\$ 39,348</u>	6.1	<u>\$ 497,739</u>	<u>\$ 1,686,613</u>	<u>\$ 1,944,385</u>	<u>\$ 257,772</u>	13.3	<u>\$ 1,558,989</u>

**Executive Services**  
**Cash Receipts and Disbursements Schedule**  
**For the Quarter Ended March 31, 2016**  
(unaudited)

<u>Description</u>	<u>Total</u>	<u>Executive Services Operating Fund</u>	<u>Investments Operating Fund</u>	<u>Other Restricted Fund</u>
<b>Balance at January 1, 2016</b>				
<b>Cash &amp; Investments</b>	\$ 3,988,357	\$ 25,003	\$ 3,114,632	\$ 848,722
<b>Add:</b>				
Gateway Arch Tram	18,503	18,503	-	-
Riverfront Attractions	70,000	70,000	-	-
St Louis Downtown Airport	19,541	19,541	-	-
Metro Transit System	1,235,441	1,235,441	-	-
St. Louis Regional Freightway	69,980	69,980	-	-
Bi-State Research Institute	5,000	5,000	-	-
Interest received	1,610	323	1,287	-
<b>Total cash receipts</b>	<u>1,420,075</u>	<u>1,418,788</u>	<u>1,287</u>	<u>-</u>
Interfund transfers	-	38,997	(41,262)	2,265
<b>Less:</b>				
Cash disbursements	<u>(1,457,784)</u>	<u>(1,457,784)</u>	<u>-</u>	<u>-</u>
	(1,457,784)	(1,457,784)	-	-
<b>Balance at March 31, 2016</b>				
<b>Cash &amp; Investments</b>	<u>\$ 3,950,648</u>	<u>\$ 25,004</u>	<u>\$ 3,074,657</u>	<u>\$ 850,987</u>

**Executive Services**  
**Statement of Cash Flows**  
**For the Nine Months Ended March 31, 2016**  
**(unaudited)**

<b>Cash flows from operating activities</b>		<b>Reconciliation of operating income to net cash used for operating activities</b>	
Receipts from customers	\$ 450,419	Operating income (loss)	<u>\$ 147,570</u>
Payments to employees	(1,635,091)		
Payments to vendors	(768,259)	<b>Adjustments to reconcile operating income (loss) to net cash provided by (used for) operating activities</b>	
Receipts (payments) from inter-fund activity	<u>1,285,368</u>	Change in assets and liabilities	
<b>Net cash provided by (used in) operating activities</b>	<u>(667,563)</u>	Accounts and notes receivable	86,187
		Interfund accounts receivable	(925,073)
<b>Cash flow from noncapital financing activities</b>		Accounts payable	(31,939)
None noted.		Interfund accounts payable	4,170
		Other current liabilities	38,985
<b>Cash flow from capital and related financing activities</b>		Other post employment benefits liability	<u>12,537</u>
None noted.		Total adjustments	<u>(815,133)</u>
		<b>Net cash provided by (used for) operating activities</b>	<u>\$ (667,563)</u>
<b>Cash flows from investing activities</b>		<b>Supplemental disclosure of cash flow information</b>	
Interest received	<u>3,062</u>	No disclosures.	
<b>Net cash provided by (used in) investing activities</b>	<u>3,062</u>		
<b>Net increase (decrease) in cash and cash equivalents</b>	(664,501)		
<b>Cash and cash equivalents, beginning of year</b>	<u>4,615,149</u>		
<b>Cash and cash equivalents, year to date</b>	<u>\$ 3,950,648</u>		

**Executive Services**  
**Capital Expenditures for Active Projects**  
For the Quarter Ended March 31, 2016  
(unaudited)

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



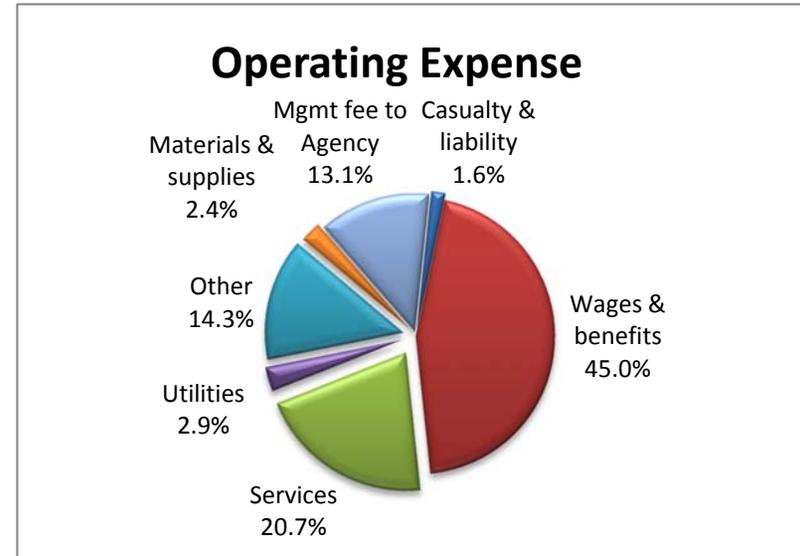
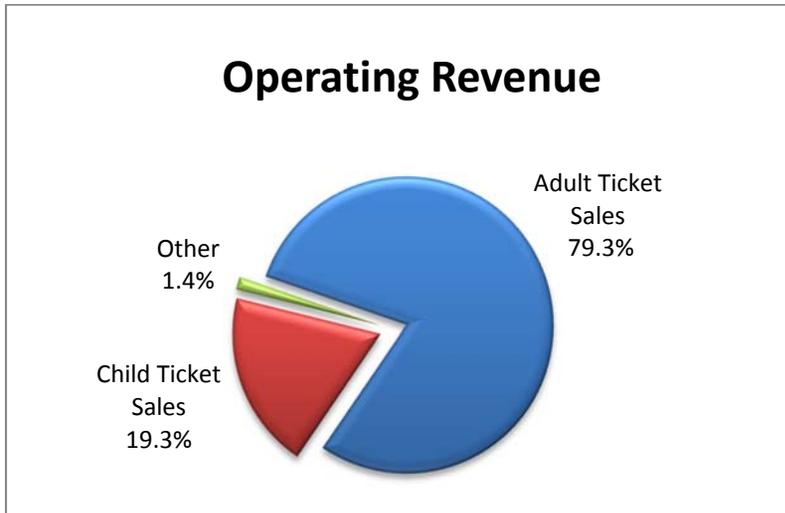
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# Gateway Arch Tram

## Nine Months Ended March 31, 2016

**Income before depreciation** for the Gateway Arch Tram for the nine months ended March 31, 2016 was \$1,529,447 which resulted in a \$1,559,366 favorable variance to budget. This favorable variance was primarily due to excess funds returned from the National Park Service for the construction of the museum roof.

**Total revenue** was 6.0% less than budget and 13.4% unfavorable to prior year. Arch ticket sales make up the majority of the revenue and were 6.2% lower than budget and 13.8% less than prior year. Ticket sales, as expected, are down compared to prior year due to on-going Arch grounds construction.



**Wages and benefits** are 18.3% or \$254,484 below budget as a result of vacant part time intern positions and the transfer of salary and fringes related to capital projects. Salaried pension and 401k expense was also favorable.

**Services** are 28.4% favorable to budget as a result of the timing of legal fees, website and other maintenance, National Park Service mechanics and lower credit card bank fees.

**Materials and supplies** are \$147,864 or 70.6% favorable to budget as a result of lower Arch tram repair parts, ticket stock, office furniture and computer equipment expenses.

**Utilities** are \$17,424 or 19.4% favorable to budget due to lower electricity usage.

**Other expenses** are \$31,667 or 4.4% favorable to budget due to lower advertising costs offset partially by higher than budgeted management fees paid to the Executive Services.

**Contributions to outside entities includes** a temporary return of funds from the National Park Service of \$1.2 million due to savings on a project. The funds will be held in reserve to be used on future capital projects at the Arch.

**Interest expense** is \$230,599 and relates to the bonds issued for Arch improvements.

<b>Tram Ridership Comparison</b>			
	<u>Adult</u>	<u>Child</u>	<u>Total</u>
FY16 Actual	348,689	114,091	462,780
FY16 Budget	361,054	124,534	485,588
FY15 Actual	415,360	139,911	555,271

**Tram ridership** for the nine months ended March 31, 2016 was 4.7% less than budget. Tram ridership decreased 16.7% compared to prior year due to the Arch grounds construction.

**Gateway Arch Tram**  
**Quarterly Statement of Net Position**  
**March 31, 2016**  
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
<b>Assets</b>							
Current assets							
Cash	\$ 17,759,338	\$ 19,540,816	\$ (1,781,478)	(9.1)	\$ 18,906,192	\$ (1,146,854)	(6.1)
Accounts and notes receivable	-	120,738	(120,738)	(100.0)	126,639	(126,639)	(100.0)
Interfund accounts receivable	521,883	473,833	48,050	10.1	20,524	501,359	n/a
Federal, state and local assistance receivable	394,547	199,599	194,948	97.7	(2,947)	397,494	n/a
Other current assets	13,613	33,767	(20,154)	(59.7)	13,653	(40)	(0.3)
Total current assets	<u>18,689,381</u>	<u>20,368,753</u>	<u>(1,679,372)</u>	<u>(8.2)</u>	<u>19,064,061</u>	<u>(374,680)</u>	<u>(2.0)</u>
Capital assets							
Capital assets	9,599,793	9,599,793	-	-	9,599,793	-	-
Accumulated depreciation	(9,559,294)	(9,539,639)	(19,655)	(0.2)	(9,435,688)	(123,606)	(1.3)
Total capital assets, net	<u>40,499</u>	<u>60,154</u>	<u>(19,655)</u>	<u>(32.7)</u>	<u>164,105</u>	<u>(123,606)</u>	<u>(75.3)</u>
Construction-in-process	<u>3,150,296</u>	<u>1,714,644</u>	<u>1,435,652</u>	<u>83.7</u>	<u>829,952</u>	<u>2,320,344</u>	<u>279.6</u>
Total capital assets	<u>3,190,795</u>	<u>1,774,798</u>	<u>1,415,997</u>	<u>79.8</u>	<u>994,057</u>	<u>2,196,738</u>	<u>221.0</u>
Total assets	<u>21,880,176</u>	<u>22,143,551</u>	<u>(263,375)</u>	<u>(1.2)</u>	<u>20,058,118</u>	<u>1,822,058</u>	<u>9.1</u>
<b>Total</b>	<u>\$ 21,880,176</u>	<u>\$ 22,143,551</u>	<u>\$ (263,375)</u>	<u>(1.2)</u>	<u>\$ 20,058,118</u>	<u>\$ 1,822,058</u>	<u>9.1</u>

**Gateway Arch Tram**  
**Quarterly Statement of Net Position**  
**March 31, 2016**  
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
<b>Liabilities</b>							
Current liabilities							
Accounts payable	\$ 637,306	\$ 578,139	\$ 59,167	10.2	\$ 727,027	\$ (89,721)	(12.3)
Interfund accounts payable	130,661	150,452	(19,791)	(13.2)	180,722	(50,061)	(27.7)
Accrued expenses	62,972	62,900	72	0.1	55,822	7,150	12.8
Other current liabilities	130,700	66,677	64,023	96.0	58,954	71,746	121.7
Total current liabilities	961,639	858,168	103,471	12.1	1,022,525	(60,886)	(6.0)
Current liab payable from restricted assets							
Accounts payable and retention	109,406	-	109,406	n/a	-	109,406	n/a
Accrued interest payable	102,488	25,622	76,866	300.0	101,350	1,138	1.1
Current portion of long-term debt	73,010	73,010	-	-	-	73,010	n/a
Total current liabilities payable from restricted assets	284,904	98,632	186,272	188.9	101,350	183,554	181.1
Total current liabilities	1,246,543	956,800	289,743	30.3	1,123,875	122,668	10.9
Non-current liabilities							
Other post-employment benefits	11,941	11,176	765	6.8	54,934	(42,993)	(78.3)
Long-term self-insurance	5,414	5,414	-	-	50	5,364	n/a
Long-term debt	7,582,990	7,582,990	-	-	7,656,000	(73,010)	(1.0)
Unfunded pension liabilities	183,752	183,752	-	-	335,602	(151,850)	(45.2)
Total non-current liabilities	7,784,097	7,783,332	765	-	8,046,586	(262,489)	(3.3)
Total liabilities	9,030,640	8,740,132	290,508	3.3	9,170,461	(139,821)	(1.5)
<b>Net Position</b>							
Net position - unrestricted	11,380,465	11,380,465	-	-	17,245,262	(5,864,797)	(34.0)
Net income (loss)	1,469,071	2,022,954	(553,883)	(27.4)	(6,357,605)	7,826,676	123.1
Total net position	12,849,536	13,403,419	(553,883)	(4.1)	10,887,657	1,961,879	18.0
<b>Total</b>	<b>\$ 21,880,176</b>	<b>\$ 22,143,551</b>	<b>\$ (263,375)</b>	<b>(1.2)</b>	<b>\$ 20,058,118</b>	<b>\$ 1,822,058</b>	<b>9.1</b>

**Gateway Arch Tram**  
**Statement of Revenues, Expenses and Changes in Net Position**  
**For the Quarter Ended March 31, 2016**  
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
<b>Revenue</b>										
Arch tickets	\$ 241,532	\$ 472,820	\$ (231,288)	(48.9)	\$ 666,736	\$ 3,114,603	\$ 3,321,644	\$ (207,041)	(6.2)	\$ 3,612,918
Other operating revenue	18,900	-	18,900	-	52	20,725	-	20,725	-	2,383
Service fee revenue	501	3,250	(2,749)	(84.6)	3,240	14,658	19,041	(4,383)	(23.0)	20,453
Interest income	6,425	3,573	2,852	79.8	493	8,873	10,720	(1,847)	(17.2)	3,650
Sales discount	(3,484)	(8,782)	5,298	60.3	(7,860)	(48,998)	(43,235)	(5,763)	(13.3)	(46,507)
<b>Total revenue</b>	<u>263,874</u>	<u>470,861</u>	<u>(206,987)</u>	<u>(44.0)</u>	<u>662,661</u>	<u>3,109,861</u>	<u>3,308,170</u>	<u>(198,309)</u>	<u>(6.0)</u>	<u>3,592,897</u>
<b>Expense</b>										
Wages and benefits <sup>1</sup>	300,746	433,422	132,676	30.6	330,760	1,138,038	1,392,522	254,484	18.3	1,089,689
Services	140,056	203,891	63,835	31.3	125,451	522,235	729,060	206,825	28.4	595,155
Fuel and lube consumed	-	-	-	-	-	55	-	(55)	-	46
Materials and supplies	21,689	109,309	87,620	80.2	326,284	61,695	209,559	147,864	70.6	386,311
Utilities	9,550	27,075	17,525	64.7	21,341	72,286	89,710	17,424	19.4	81,833
Casualty and liability costs	12,162	13,391	1,229	9.2	12,067	41,555	40,174	(1,381)	(3.4)	36,209
Other expenses	181,552	189,661	8,109	4.3	267,295	691,665	723,332	31,667	4.4	910,438
Interest expense	76,866	-	(76,866)	-	113,538	230,599	153,732	(76,867)	(50.0)	267,130
Contribution to outside entities	55,101	-	(55,101)	-	1,385,074	(1,178,094)	-	1,178,094	-	6,436,875
Other non-operating expense	380	-	(380)	-	-	380	-	(380)	-	-
<b>Total expense</b>	<u>798,102</u>	<u>976,749</u>	<u>178,647</u>	<u>18.3</u>	<u>2,581,810</u>	<u>1,580,414</u>	<u>3,338,089</u>	<u>1,757,675</u>	<u>52.7</u>	<u>9,803,686</u>
<b>Income (loss) before depreciation</b>	<u>(534,228)</u>	<u>(505,888)</u>	<u>(28,340)</u>	<u>(5.6)</u>	<u>(1,919,149)</u>	<u>1,529,447</u>	<u>(29,919)</u>	<u>1,559,366</u>	<u>5,212.0</u>	<u>(6,210,789)</u>
Depreciation and amortization expense	19,655	33,655	14,000	41.6	85,832	59,749	123,108	63,359	51.5	259,114
<b>Net income (loss) before transfers</b>	<u>(553,883)</u>	<u>(539,543)</u>	<u>(14,340)</u>	<u>(2.7)</u>	<u>(2,004,981)</u>	<u>1,469,698</u>	<u>(153,027)</u>	<u>1,622,725</u>	<u>1,060.4</u>	<u>(6,469,903)</u>
<b>Net transfers in (out)</b>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(627)</u>	<u>-</u>	<u>(627)</u>	<u>-</u>	<u>112,298</u>
<b>Net income (loss)</b>	<u>\$ (553,883)</u>	<u>\$ (539,543)</u>	<u>\$ (14,340)</u>	<u>(2.7)</u>	<u>\$ (2,004,981)</u>	<u>\$ 1,469,071</u>	<u>\$ (153,027)</u>	<u>\$ 1,622,098</u>	<u>1,060.0</u>	<u>\$ (6,357,605)</u>

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

**Gateway Arch Tram**  
**Detailed Schedule of Wages and Benefits**  
**For the Quarter Ended March 31, 2016**  
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
<b>Personnel expense</b>										
Wages	\$ 235,071	\$ 317,222	\$ 82,151	25.9	\$ 258,981	\$ 935,513	\$ 1,047,357	\$ 111,844	10.7	\$ 861,110
<b>Company paid benefits</b>										
<b>Payroll related taxes and insurance</b>										
FICA	18,294	24,267	5,973	24.6	19,162	71,252	80,123	8,871	11.1	63,318
Unemployment insurance	2,769	11,155	8,386	75.2	3,969	7,651	21,882	14,231	65.0	9,397
Worker's compensation insurance	1,451	4,646	3,195	68.8	(292)	11,970	13,969	1,999	14.3	8,328
<b>Health and welfare</b>										
Medical	32,321	28,362	(3,959)	(14.0)	20,081	79,117	85,081	5,964	7.0	53,911
Dental	842	756	(86)	(11.4)	637	2,269	2,269	-	-	2,063
Other post retiree medical	763	12,751	11,988	94.0	10,923	4,670	39,050	34,380	88.0	34,436
Life insurance / AD&D	215	185	(30)	(16.2)	191	600	555	(45)	(8.1)	565
Short and long term disability	1,076	296	(780)	(263.5)	1,037	3,059	889	(2,170)	(244.1)	2,984
FMLA administration expense	604	86	(518)	(602.3)	679	1,935	258	(1,677)	(650.0)	2,148
EAP expense	51	54	3	5.6	45	144	163	19	11.7	131
<b>Retirement</b>										
Pension expense	5,149	15,332	10,183	66.4	9,368	11,966	45,996	34,030	74.0	24,983
401 K contributions	9,805	16,772	6,967	41.5	9,347	29,587	50,315	20,728	41.2	27,340
<b>Other</b>										
Uniform allowance	31	1,538	1,507	98.0	110	2,547	4,615	2,068	44.8	110
Miscellaneous benefits	1,311	-	(1,311)	-	904	3,748	-	(3,748)	-	3,247
Benefit costs applied to capital projects.	(9,007)	-	9,007	-	(4,382)	(27,990)	-	27,990	-	(4,382)
<b>Total company paid benefits</b>	<u>65,675</u>	<u>116,200</u>	<u>50,525</u>	<u>43.5</u>	<u>71,779</u>	<u>202,525</u>	<u>345,165</u>	<u>142,640</u>	<u>41.3</u>	<u>228,579</u>
<b>Total wages and benefits</b>	<u>\$ 300,746</u>	<u>\$ 433,422</u>	<u>\$ 132,676</u>	<u>30.6</u>	<u>\$ 330,760</u>	<u>\$ 1,138,038</u>	<u>\$ 1,392,522</u>	<u>\$ 254,484</u>	<u>18.3</u>	<u>\$ 1,089,689</u>

**Gateway Arch Tram**  
**Cash Receipts and Disbursements Schedule**  
**For the Quarter Ended March 31, 2016**  
(unaudited)

Description	Total	Arch Collection Facility Fund	Arch Tram Fee Account	JNEM Arch Operating Fund	JNEM Beneficial Fund	Drainage Project Fund	Exhibit Rehabilitation Fund	Motor Generator Sets Design Fund	Corrosion Study Fund	Other Restricted Funds	2014 Arch Bonds Project Fund	2014 Arch Bonds Debt Service Reserve	2014 Arch Bonds Debt Service Fund	2014 Arch Bonds Debt Revenue Fund
<b>Balance at January 1, 2016</b>														
<b>Cash &amp; Investments</b>	\$19,540,816	\$ 134,047	\$ 359,661	\$ 1,166,111	\$ 6,057,111	\$ 537,320	\$ 3,460,839	\$ 100,295	\$ 27,397	\$ 500,000	\$ 6,590,747	\$ 453,546	\$ 153,742	\$ -
<b>Add:</b>														
Receipts	678,415	503,658	174,757	-	-	-	-	-	-	-	-	-	-	-
Interest received	6,425	-	32	82	3,080	21	136	4	1	-	2,795	189	66	19
<b>Total cash receipts</b>	<u>684,840</u>	<u>503,658</u>	<u>174,789</u>	<u>82</u>	<u>3,080</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>189</u>	<u>66</u>	<u>19</u>
Interfund transfers	-	(50,000)	(174,742)											224,742
<b>Less:</b>														
Cash disbursements	<u>(2,466,318)</u>	<u>(92,793)</u>	<u>(359,693)</u>	<u>(643,067)</u>	<u>-</u>	<u>(9,086)</u>	<u>(84,273)</u>	<u>(1,008)</u>	<u>-</u>	<u>-</u>	<u>(1,051,639)</u>	<u>-</u>	<u>-</u>	<u>(224,759)</u>
<b>Balance at March 31, 2016</b>														
<b>Cash &amp; Investments</b>	<u>\$17,759,338</u>	<u>\$ 494,912</u>	<u>\$ 15</u>	<u>\$ 523,126</u>	<u>\$ 6,060,191</u>	<u>\$ 528,255</u>	<u>\$ 3,376,702</u>	<u>\$ 99,291</u>	<u>\$ 27,398</u>	<u>\$ 500,000</u>	<u>\$ 5,541,903</u>	<u>\$ 453,735</u>	<u>\$ 153,808</u>	<u>\$ 2</u>

**Gateway Arch Tram  
Statement of Cash Flows  
For the Nine Months Ended March 31, 2016  
(unaudited)**

**Cash flows from operating activities**

Receipts from customers	\$ 3,241,287
Payments to employees	(1,139,997)
Payments to vendors	(625,421)
Payments for self-insurance	(41,645)
Receipts (payments) from inter-fund activity	<u>(613,056)</u>

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

821,168

**Cash flows from noncapital financing activities**

Operating assistance	(392,200)
Contributions to outside entities	1,178,094
Net transfers	(627)
Non-Operating Contributions	<u>(380)</u>

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

784,887

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

Acquisitions of capital assets	(1,929,398)
Interest paid	<u>(153,732)</u>

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

(2,083,130)

**Cash flows from investing activities**

Interest received	<u>8,875</u>
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**Net cash provided by (used in)  
investing activities**

8,875

**Net increase (decrease) in cash**

(468,200)

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

18,227,538

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

\$ 17,759,338

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

Operating income (loss)	<u>\$ 573,458</u>
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**Adjustments to reconcile operating  
income (loss) to net cash provided  
by (used for) operating activities**

Change in assets and liabilities	
Accounts and notes receivable	140,300
Interfund accounts receivable	(314,912)
Prepaid expenses, deferred charges and other current assets	8,488
Accounts payable	313,772
Other current liabilities	63,133
Interfund accounts payable	32,349
Other post employment benefits liability	4,670
Self-insurance liability	<u>(90)</u>

Total adjustments	<u>247,710</u>
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**Net cash provided by (used for)  
operating activities**

\$ 821,168

**Supplemental disclosure of cash flow information**

No disclosures.

**Gateway Arch Tram**  
**Capital Expenditures for Active Projects**  
**For the Quarter Ended March 31, 2016**  
**(unaudited)**

Description		Budget	Current	Year-To-Date	Life-To-Date	Balance
ATS Motor Generator Set Replacement - Construction	x	\$ 7,490,083	\$ 1,141,026	\$ 1,443,664	\$ 2,057,114	\$ 5,432,969
Arch Transportation System (ATS) Load Zone Rehab	x	2,718,280	87,980	324,900	807,069	1,911,211
Exhibit Rehabilitation	x	1,446,720	-	-	-	1,446,720
JNEM Trench Drain Project	xy	2,288,001	16,185	26,143	1,544,191	743,810
JNEM Arch Lobby Rehabilitation	y	1,087,107	1,112	2,160	77,919	1,009,188
Arch Ticketing Upgrade	y	400,000	204,283	285,378	285,378	114,622
JNEM Rail Station Improvements	z	359,612	-	627	97,457	262,155
Distributed Antenna System	x	300,000	-	-	-	300,000
PGAV - Arch Welcoming Portal		44,000	-	13,238	13,238	30,762
Copier Machine	x	5,000	-	-	-	5,000
<b>Total Gateway Arch</b>		<b>\$ 16,108,803</b>	<b>\$ 1,450,586</b>	<b>\$ 2,096,110</b>	<b>\$ 4,882,366</b>	<b>\$ 11,256,437</b>

- x Projects are carryover from prior year.
- y Upon completion of this project, assets to be contributed to National Park Service (NPS).
- z Upon completion of this project, assets to be contributed to Metro Transit



**Metro**<sup>®</sup>

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# Metro Transit

## Nine Months Ended March 31, 2016

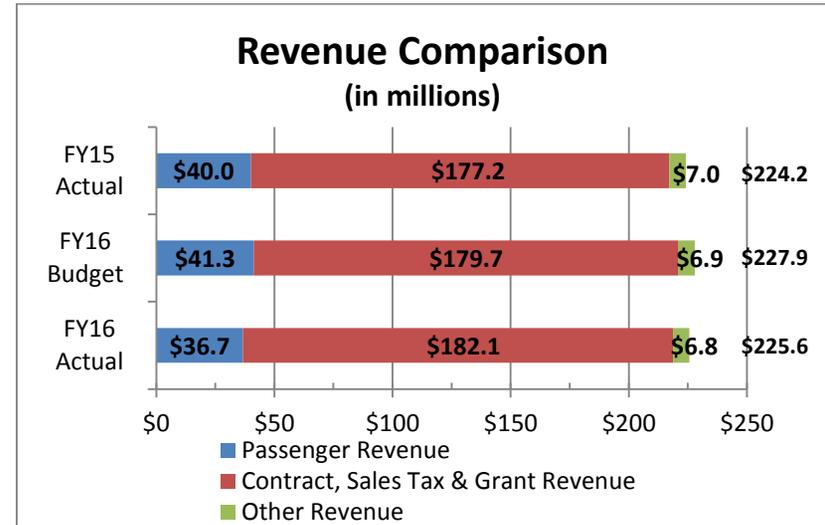
**Income before depreciation** for the nine months ended March 31, 2016 is \$16.6 million favorable to the budget. Compared to budget, revenue is down 1.0% and total expenses are favorable 8.2%.

### Revenue

The chart below illustrates the relative importance of each revenue source in fiscal year 2016. The chart to the right reports revenue trends in each major revenue category.



**Passenger Revenue** of \$36.7 million is 11.1% less than budget and 8.1% less than prior year due to ridership.



### Contract, Sales Tax & Grant Revenue

The City of St. Louis sales tax funding to operations is 1.1% favorable to budget. St. Louis County sales tax funding to operations is 1.9% favorable to budget. Combined St. Louis City and County sales tax used in operations by Bi-State Development was 0.5% less than FY 2015 actual.

St. Clair County Transit District payment of \$41.7 million is 1.1% greater than budget and 10.4% greater than prior year. St. Clair County contracts for service and pays 100% of the cost of service.

Federal funding of \$15.8 million includes federal vehicle maintenance funds of \$12.0 million.

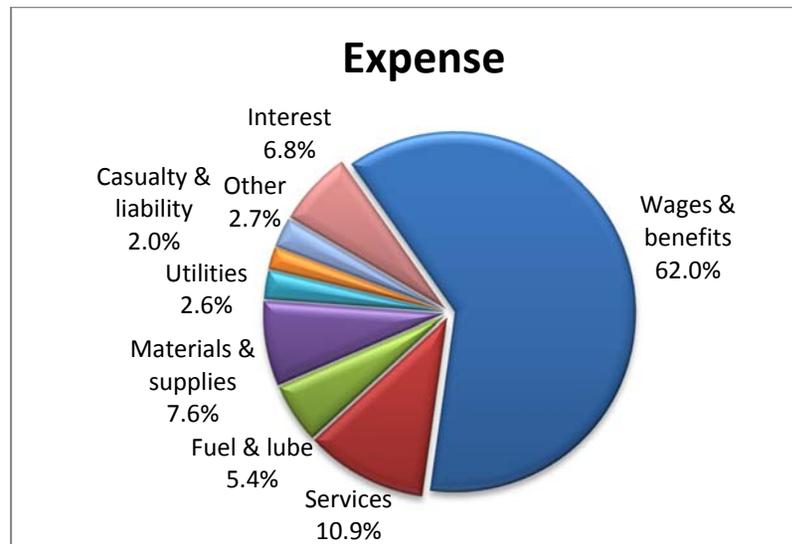
**Advertising, maintenance services and rental income** is below budget due to lower than expected paratransit contract and ATS revenue.

**Interest revenue** is favorable to budget due to longer term investment strategy.

**Other revenue** is favorable to budget due to the gain on disposal of former headquarters building.

### Expense

The chart below illustrates the relative significance of each expense in FY 2016.



**Wages and benefits** of \$131.1 million are 8.4% 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 \$23.2 million are 2.7% favorable to budget.

**Fuel and lube consumed** is \$2.4 million or 17.6% favorable to budget mainly due to lower than budgeted diesel prices.

**Materials and supplies** expenditures are 7.7% favorable to budget due to lower than anticipated passes, tickets, transfers and timetable stock purchases.

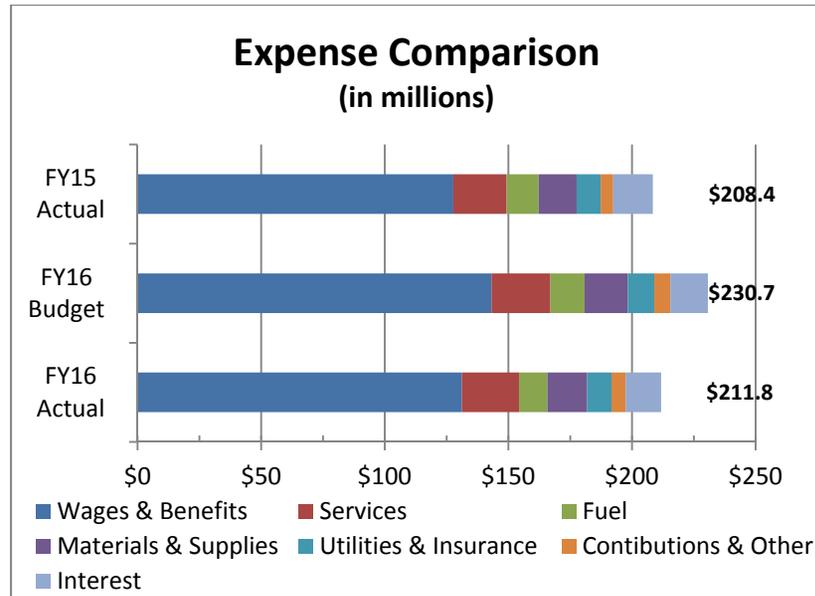
**Utilities** are favorable to budget by \$1.2 million or 17.2% as a result of lower than budgeted natural gas prices and less electric propulsion expense.

**Casualty & liability** expense is \$0.2 million or 5.9% unfavorable to budget due to higher than expected self-insured claims that include MetroBus and MetroLink related accidents.

**Other expense** is favorable to budget by 9.7% due to lower than budgeted agency fees and training spending.

**Interest expense** of \$14.4 million is 5.1% favorable to budget. The acceleration of debt lowers interest expense to BSD.

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



**Passenger boardings** year to date for FY 2016 are 5.4% below FY 2015 ridership. The decrease for MetroBus is 5.2% and MetroLink is 5.7%. Call-A-Ride remains near FY 2015 levels.

Ridership has trended downward since 2014 based on a number of factors. Lower fuel prices continue with the oil glut making it more attractive to return to the automobile. Employment centers and city population has shifted changing work commute practices. These changes have been trending away from the core city which has historically Metro’s highest service area. The effects of Ferguson continue to impact many aspects of the region including transportation.

<b>Passenger Boardings</b>			
(in millions – YTD)			
	<b>FY 2016</b>	<b>FY 2015</b>	<b>FY 2014</b>
MetroBus	21.12	22.28	22.45
MetroLink	11.74	12.46	12.88
Call-A-Ride	<u>0.43</u>	<u>0.43</u>	<u>0.43</u>
<b>Total System</b>	<b>33.29</b>	<b>35.17</b>	<b>35.76</b>

**Metro Transit**  
**Quarterly Statement of Net Position**  
**March 31, 2016**  
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
<b>Assets</b>							
<b>Current assets</b>							
Cash	\$ 106,902,048	\$ 98,782,038	\$ 8,120,010	8.2	\$ 107,704,846	\$ (802,798)	(0.7)
Investments	132,245,498	122,069,026	10,176,472	8.3	131,223,379	1,022,119	0.8
Accounts and notes receivable	2,132,348	7,686,124	(5,553,776)	(72.3)	3,354,983	(1,222,635)	(36.4)
Interfund accounts receivable	475,645	1,092,979	(617,334)	(56.5)	225,015	250,630	111.4
Restricted accounts receivable	165,066	111,361	53,705	48.2	199,276	(34,210)	(17.2)
Federal, state and local assistance receivable	35,438,823	40,624,427	(5,185,604)	(12.8)	28,038,928	7,399,895	26.4
Materials and supplies inventory	8,984,534	8,930,795	53,739	0.6	9,492,086	(507,552)	(5.3)
Other current assets	2,161,083	2,929,017	(767,934)	(26.2)	2,349,522	(188,439)	(8.0)
<b>Total current assets</b>	<b>288,505,045</b>	<b>282,225,767</b>	<b>6,279,278</b>	<b>2.2</b>	<b>282,588,035</b>	<b>5,917,010</b>	<b>2.1</b>
<b>Capital assets</b>							
Capital assets - motorbus	366,124,640	365,505,813	618,827	0.2	360,565,901	5,558,739	1.5
Capital assets - paratransit	18,230,491	18,230,491	-	-	12,931,135	5,299,356	41.0
Capital assets - lightrail	1,549,191,770	1,549,191,314	456	-	1,548,116,167	1,075,603	0.1
Total capital assets	1,933,546,901	1,932,927,618	619,283	-	1,921,613,203	11,933,698	0.6
Accumulated depreciation	(1,096,711,830)	(1,078,845,236)	(17,866,594)	(1.7)	(1,043,488,407)	(53,223,423)	(5.1)
Total capital assets, net	836,835,071	854,082,382	(17,247,311)	(2.0)	878,124,796	(41,289,725)	(4.7)
Land	96,207,291	96,207,291	-	-	97,529,317	(1,322,026)	(1.4)
Construction-in-process	84,844,508	74,685,856	10,158,652	13.6	51,972,320	32,872,188	63.2
<b>Total capital assets</b>	<b>1,017,886,870</b>	<b>1,024,975,529</b>	<b>(7,088,659)</b>	<b>(0.7)</b>	<b>1,027,626,433</b>	<b>(9,739,563)</b>	<b>(0.9)</b>
<b>Non-current assets</b>							
Restricted investments	96,089,836	94,568,092	1,521,744	1.6	90,195,298	5,894,538	6.5
Other non-current assets, net amort	208,918	158,400	50,518	31.9	134,810	74,108	55.0
Total non-current assets	96,298,754	94,726,492	1,572,262	1.7	90,330,108	5,968,646	6.6
<b>Total assets</b>	<b>1,402,690,669</b>	<b>1,401,927,788</b>	<b>762,881</b>	<b>0.1</b>	<b>1,400,544,576</b>	<b>2,146,093</b>	<b>0.2</b>
<b>Deferred outflow of resources</b>							
Deferred pension loss	1,976,548	2,128,588	(152,040)	(7.1)	3,040,894	(1,064,346)	(35.0)
Deferred pension expense	2,113,257	2,113,257	-	-	2,254,784	(141,527)	(6.3)
Deferred loss on hedging instruments	3,753,742	4,647,842	(894,100)	(19.2)	4,544,913	(791,171)	(17.4)
Deferred loss on debt refunding	3,316,796	3,422,726	(105,930)	(3.1)	3,744,686	(427,890)	(11.4)
Total deferred outflow of resources	11,160,343	12,312,413	(1,152,070)	(9.4)	13,585,277	(2,424,934)	(17.8)
<b>Total</b>	<b>\$ 1,413,851,012</b>	<b>\$ 1,414,240,201</b>	<b>\$ (389,189)</b>	<b>-</b>	<b>\$ 1,414,129,853</b>	<b>\$ (278,841)</b>	<b>-</b>

**Metro Transit**  
**Quarterly Statement of Net Position**  
**March 31, 2016**  
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
<b>Liabilities</b>							
Current liabilities							
Accounts payable	\$ 6,131,582	\$ 5,412,305	\$ 719,277	13.3	\$ 5,068,417	\$ 1,063,165	21.0
Interfund accounts payable	989,316	1,231,699	(242,383)	(19.7)	315,753	673,563	213.3
Accrued expenses	20,809,916	17,989,580	2,820,336	15.7	19,395,874	1,414,042	7.3
Other current liabilities	26,060,250	32,604,335	(6,544,085)	(20.1)	25,933,582	126,668	0.5
Total current liabilities	<u>53,991,064</u>	<u>57,237,919</u>	<u>(3,246,855)</u>	(5.7)	<u>50,713,626</u>	<u>3,277,438</u>	6.5
Current liab payable from restricted assets							
Accounts payable and retention	3,623,220	3,215,017	408,203	12.7	2,658,679	964,541	36.3
Accrued interest payable	10,638,244	5,319,106	5,319,138	100.0	12,054,644	(1,416,400)	(11.7)
General self-insurance liability	9,405,964	9,405,964	-	-	6,450,868	2,955,096	45.8
Medical self-insurance liability	-	-	-	n/a	2,249,957	(2,249,957)	(100.0)
Current portion of long-term debt	7,880,000	7,880,000	-	-	7,220,000	660,000	9.1
Total current liabilities payable from restricted assets	<u>31,547,428</u>	<u>25,820,087</u>	<u>5,727,341</u>	22.2	<u>30,634,148</u>	<u>913,280</u>	3.0
Total current liabilities	<u>85,538,492</u>	<u>83,058,006</u>	<u>2,480,486</u>	3.0	<u>81,347,774</u>	<u>4,190,718</u>	5.2
Non-current liabilities							
Other post-employment benefits	52,476,326	52,331,820	144,506	0.3	62,848,668	(10,372,342)	(16.5)
Long-term self-insurance	3,112,083	6,376,561	(3,264,478)	(51.2)	5,688,526	(2,576,443)	(45.3)
Long-term debt	546,229,416	546,850,521	(621,105)	(0.1)	556,731,488	(10,502,072)	(1.9)
Capital lease obligations	96,074,864	94,553,120	1,521,744	1.6	90,180,326	5,894,538	6.5
Unfunded pension liabilities	87,751,871	87,751,871	-	-	90,501,568	(2,749,697)	(3.0)
Other non-current liabilities	6,789,134	6,625,923	163,211	2.5	7,464,916	(675,782)	(9.1)
Total non-current liabilities	<u>792,433,694</u>	<u>794,489,816</u>	<u>(2,056,122)</u>	(0.3)	<u>813,415,492</u>	<u>(20,981,798)</u>	(2.6)
Total liabilities	<u>877,972,186</u>	<u>877,547,822</u>	<u>424,364</u>	-	<u>894,763,266</u>	<u>(16,791,080)</u>	(1.9)
<b>Net Position</b>							
Net position - capital investments	1,097,359,035	1,084,375,565	12,983,470	1.2	1,020,129,020	77,230,015	7.6
Net position - unrestricted	(521,956,600)	(521,956,600)	-	-	(465,110,976)	(56,845,624)	(12.2)
Net loss	(39,523,609)	(25,726,586)	(13,797,023)	(53.6)	(35,651,457)	(3,872,152)	(10.9)
Total net position	<u>535,878,826</u>	<u>536,692,379</u>	<u>(813,553)</u>	(0.2)	<u>519,366,587</u>	<u>16,512,239</u>	3.2
<b>Total</b>	<u>\$ 1,413,851,012</u>	<u>\$ 1,414,240,201</u>	<u>\$ (389,189)</u>	-	<u>\$ 1,414,129,853</u>	<u>\$ (278,841)</u>	-

**Metro Transit**  
**Statement of Revenues, Expenses and Changes in Net Position**  
**For the Quarter Ended March 31, 2016**  
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
<b>Revenue</b>										
Passenger revenue	\$ 11,227,448	\$ 12,788,573	\$ (1,561,125)	(12.2)	\$ 12,562,345	\$ 36,739,820	\$ 41,312,713	\$ (4,572,893)	(11.1)	\$ 39,991,116
City of St. Louis <sup>1</sup>	8,898,076	8,543,243	354,833	4.2	8,394,959	26,683,799	26,393,992	289,807	1.1	26,412,978
St. Louis County <sup>1</sup>	32,088,654	30,233,252	1,855,402	6.1	31,821,139	95,980,945	94,213,824	1,767,121	1.9	96,905,464
St. Clair County Transit District <sup>1</sup>	13,742,652	13,654,412	88,240	0.6	12,384,843	41,743,231	41,296,375	446,856	1.1	37,794,192
State of Missouri and Illinois <sup>1</sup>	182,659	552,496	(369,837)	(66.9)	235,251	903,027	1,657,488	(754,461)	(45.5)	1,901,770
Federal funding <sup>1</sup>	4,784,942	5,185,719	(400,777)	(7.7)	3,865,676	15,771,953	15,557,156	214,797	1.4	13,322,444
Other local/regional funding <sup>1</sup>	247,068	190,000	57,068	30.0	237,293	981,501	570,000	411,501	72.2	880,910
Contributions	-	-	-	-	-	-	25,000	(25,000)	(100.0)	26,500
Advertising, maint services, rental income	2,025,238	2,051,358	(26,120)	(1.3)	2,133,604	5,650,544	6,363,382	(712,838)	(11.2)	6,152,578
Other revenue	-	-	-	-	-	153,538	-	153,538	-	-
Interest income	308,708	172,177	136,531	79.3	313,809	979,709	515,958	463,751	89.9	827,022
<b>Total revenue</b>	<b>73,505,445</b>	<b>73,371,230</b>	<b>134,215</b>	<b>0.2</b>	<b>71,948,919</b>	<b>225,588,067</b>	<b>227,905,888</b>	<b>(2,317,821)</b>	<b>(1.0)</b>	<b>224,214,974</b>
<b>Expense</b>										
Wages and benefits <sup>1</sup>	44,603,868	48,052,280	3,448,412	7.2	42,498,752	131,147,041	143,149,942	12,002,901	8.4	127,727,458
Services	7,044,844	7,751,343	706,499	9.1	6,294,682	23,161,242	23,798,236	636,994	2.7	21,560,192
Fuel and lube consumed	3,245,665	4,528,083	1,282,418	28.3	3,842,681	11,430,592	13,880,209	2,449,617	17.6	12,901,354
Materials and supplies	5,185,721	5,761,523	575,802	10.0	5,446,305	16,070,087	17,409,902	1,339,815	7.7	15,412,121
Utilities	1,821,753	2,397,179	575,426	24.0	2,072,370	5,542,651	6,694,018	1,151,367	17.2	5,778,842
Casualty and liability costs	1,022,324	1,348,050	325,726	24.2	1,718,793	4,306,870	4,066,175	(240,695)	(5.9)	3,924,852
Other expenses	1,338,698	1,758,809	420,111	23.9	1,247,544	4,766,645	5,280,022	513,377	9.7	3,800,032
Interest expense	4,706,326	5,053,964	347,638	6.9	5,356,000	14,392,609	15,162,276	769,667	5.1	15,977,796
Contribution to outside entities	323,640	298,048	(25,592)	(8.6)	303,322	952,062	899,522	(52,540)	(5.8)	1,035,731
Other non-operating expense	143,035	105,895	(37,140)	(35.1)	282,514	-	317,684	317,684	100.0	254,981
<b>Total expense</b>	<b>69,435,874</b>	<b>77,055,174</b>	<b>7,619,300</b>	<b>9.9</b>	<b>69,062,963</b>	<b>211,769,799</b>	<b>230,657,986</b>	<b>18,888,187</b>	<b>8.2</b>	<b>208,373,359</b>
<b>Income (loss) before depreciation</b>	<b>4,069,571</b>	<b>(3,683,944)</b>	<b>7,753,515</b>	<b>210.5</b>	<b>2,885,956</b>	<b>13,818,268</b>	<b>(2,752,098)</b>	<b>16,570,366</b>	<b>602.1</b>	<b>15,841,615</b>
Depreciation and amortization expense	17,866,594	19,175,567	1,308,973	6.8	17,139,913	53,342,504	55,967,093	2,624,589	4.7	51,505,774
<b>Net loss before transfers</b>	<b>(13,797,023)</b>	<b>(22,859,511)</b>	<b>9,062,488</b>	<b>39.6</b>	<b>(14,253,957)</b>	<b>(39,524,236)</b>	<b>(58,719,191)</b>	<b>19,194,955</b>	<b>32.7</b>	<b>(35,664,159)</b>
<b>Net transfers in (out)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>627</b>	<b>-</b>	<b>627</b>	<b>-</b>	<b>12,702</b>
<b>Net loss</b>	<b>\$ (13,797,023)</b>	<b>\$ (22,859,511)</b>	<b>\$ 9,062,488</b>	<b>39.6</b>	<b>\$ (14,253,957)</b>	<b>\$ (39,523,609)</b>	<b>\$ (58,719,191)</b>	<b>\$ 19,195,582</b>	<b>32.7</b>	<b>\$ (35,651,457)</b>

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

**Metro Transit**  
**Detailed Schedule of Contract, Sales Tax and Grant Revenue**  
**For the Quarter Ended March 31, 2016**  
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
<b>Contract, sales tax and grant revenue</b>										
Missouri assistance										
City of St. Louis 1/2 cent	\$ 4,778,812	\$ 4,647,704	\$ 131,108	2.8	\$ 4,526,659	\$ 14,420,466	\$ 14,391,699	\$ 28,767	0.2	\$ 14,325,546
City of St. Louis 1/4 cent	2,290,296	2,169,346	120,950	5.6	2,178,567	6,821,267	6,689,849	131,418	2.0	6,818,002
City of St. Louis Prop M2 (1/4 cent)	1,828,968	1,726,193	102,775	6.0	1,689,733	5,442,066	5,312,444	129,622	2.4	5,269,430
Total City of St. Louis	<u>8,898,076</u>	<u>8,543,243</u>	<u>354,833</u>	4.2	<u>8,394,959</u>	<u>26,683,799</u>	<u>26,393,992</u>	<u>289,807</u>	1.1	<u>26,412,978</u>
St. Louis County 1/2 cent	10,416,294	8,800,147	1,616,147	18.4	10,118,614	31,135,666	29,850,342	1,285,324	4.3	30,889,255
St. Louis County 1/4 cent	9,077,370	8,744,740	332,630	3.8	8,811,936	27,154,567	26,729,930	424,637	1.6	26,878,426
St. Louis County Prop A (1/2 cent)	12,594,990	12,688,365	(93,375)	(0.7)	12,890,589	37,690,712	37,633,552	57,160	0.2	39,137,783
Total St. Louis County	<u>32,088,654</u>	<u>30,233,252</u>	<u>1,855,402</u>	6.1	<u>31,821,139</u>	<u>95,980,945</u>	<u>94,213,824</u>	<u>1,767,121</u>	1.9	<u>96,905,464</u>
East-West Gateway Council of Govts.	40,000	40,000	-	-	40,000	120,000	120,000	-	-	120,000
Non-capital projects and other	207,068	150,000	57,068	38.0	197,293	861,501	450,000	411,501	91.4	760,910
Total other local	<u>247,068</u>	<u>190,000</u>	<u>57,068</u>	30.0	<u>237,293</u>	<u>981,501</u>	<u>570,000</u>	<u>411,501</u>	72.2	<u>880,910</u>
State of Missouri	81,188	67,537	13,651	20.2	48,654	356,701	202,612	154,089	76.1	199,616
Total State of Missouri	<u>81,188</u>	<u>67,537</u>	<u>13,651</u>	20.2	<u>48,654</u>	<u>356,701</u>	<u>202,612</u>	<u>154,089</u>	76.1	<u>199,616</u>
Total Missouri assistance	<u>41,314,986</u>	<u>39,034,032</u>	<u>2,280,954</u>	5.8	<u>40,502,045</u>	<u>124,002,946</u>	<u>121,380,428</u>	<u>2,622,518</u>	2.2	<u>124,398,968</u>
Illinois assistance										
St. Clair Transit District	13,742,652	13,654,412	88,240	0.6	12,384,843	41,743,231	41,296,375	446,856	1.1	37,794,192
State of Illinois	101,471	484,959	(383,488)	(79.1)	186,597	546,326	1,454,876	(908,550)	(62.4)	1,702,154
Total Illinois assistance	<u>13,844,123</u>	<u>14,139,371</u>	<u>(295,248)</u>	(2.1)	<u>12,571,440</u>	<u>42,289,557</u>	<u>42,751,251</u>	<u>(461,694)</u>	(1.1)	<u>39,496,346</u>
Total local and state assistance	<u>55,159,109</u>	<u>53,173,403</u>	<u>1,985,706</u>	3.7	<u>53,073,485</u>	<u>166,292,503</u>	<u>164,131,679</u>	<u>2,160,824</u>	1.3	<u>163,895,314</u>
Federal assistance										
Vehicle maintenance	4,000,000	4,000,000	-	-	3,250,000	12,000,000	12,000,000	-	-	9,750,000
Non-capital grants (i.e. JARC)	784,942	1,185,719	(400,777)	(33.8)	615,676	3,771,953	3,557,156	214,797	6.0	3,572,444
Total federal assistance	<u>4,784,942</u>	<u>5,185,719</u>	<u>(400,777)</u>	(7.7)	<u>3,865,676</u>	<u>15,771,953</u>	<u>15,557,156</u>	<u>214,797</u>	1.4	<u>13,322,444</u>
<b>Total contract, sales tax and grant revenue</b>	<u>\$ 59,944,051</u>	<u>\$ 58,359,122</u>	<u>\$ 1,584,929</u>	2.7	<u>\$ 56,939,161</u>	<u>\$ 182,064,456</u>	<u>\$ 179,688,835</u>	<u>\$ 2,375,621</u>	1.3	<u>\$ 177,217,758</u>

**Metro Transit**  
**Detailed Schedule of Wages and Benefits**  
**For the Quarter Ended March 31, 2016**  
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
<b>Personnel expense</b>										
Wages	\$ 29,846,375	\$ 30,434,985	\$ 588,610	1.9	\$ 27,637,643	\$ 89,659,813	\$ 91,996,190	\$ 2,336,377	2.5	\$ 86,457,119
<b>Company paid benefits</b>										
<b>Payroll related taxes and insurance</b>										
FICA	2,127,803	2,262,797	134,994	6.0	1,939,524	6,263,295	6,838,142	574,847	8.4	6,044,356
Unemployment insurance	318,162	635,323	317,161	49.9	407,512	352,360	673,981	321,621	47.7	447,859
Worker's compensation insurance	1,324,514	983,163	(341,351)	(34.7)	1,071,596	3,247,883	2,975,566	(272,317)	(9.2)	2,772,105
<b>Health and welfare</b>										
Medical	6,727,817	7,618,465	890,648	11.7	5,114,733	18,948,376	22,843,838	3,895,462	17.1	16,507,382
Dental	134,321	123,209	(11,112)	(9.0)	123,431	401,985	369,397	(32,588)	(8.8)	397,075
Other post retiree medical	144,696	1,897,470	1,752,774	92.4	1,942,426	868,778	5,744,789	4,876,011	84.9	6,669,692
Life insurance / AD&D	112,893	123,997	11,104	9.0	114,681	347,794	371,897	24,103	6.5	348,348
Short and long term disability	77,427	11,199	(66,228)	(591.4)	54,706	205,630	33,598	(172,032)	(512.0)	165,750
FMLA administration expense	14,179	11,517	(2,662)	(23.1)	15,606	45,548	34,522	(11,026)	(31.9)	47,882
EAP expense	8,268	8,767	499	5.7	8,893	25,474	26,286	812	3.1	26,616
<b>Retirement</b>										
Pension expense	3,131,024	2,902,676	(228,348)	(7.9)	3,069,960	9,244,515	8,701,368	(543,147)	(6.2)	6,170,156
401 K contributions	322,969	664,153	341,184	51.4	293,459	936,227	1,992,458	1,056,231	53.0	880,092
<b>Other</b>										
Uniform allowance	468,127	470,991	2,864	0.6	749,829	878,340	837,205	(41,135)	(4.9)	955,070
Miscellaneous benefits	1,265	3,590	2,325	64.8	38	9,602	10,770	1,168	10.8	12,062
Benefit costs applied to capital projects	(155,972)	(100,022)	55,950	55.9	(45,285)	(288,579)	(300,065)	(11,486)	(3.8)	(174,106)
<b>Total company paid benefits</b>	<u>14,757,493</u>	<u>17,617,295</u>	<u>2,859,802</u>	<u>16.2</u>	<u>14,861,109</u>	<u>41,487,228</u>	<u>51,153,752</u>	<u>9,666,524</u>	<u>18.9</u>	<u>41,270,339</u>
<b>Total wages and benefits</b>	<u>\$ 44,603,868</u>	<u>\$ 48,052,280</u>	<u>\$ 3,448,412</u>	<u>7.2</u>	<u>\$ 42,498,752</u>	<u>\$ 131,147,041</u>	<u>\$ 143,149,942</u>	<u>\$ 12,002,901</u>	<u>8.4</u>	<u>\$ 127,727,458</u>

**Metro Transit System**  
**Cash Receipts and Disbursements Schedule**  
**For the Quarter Ended March 31, 2016**  
(unaudited)

	<b>Total</b>	<b>Revenue Fund</b>	<b>Operating Fund</b>	<b>Internally Restricted Fund</b>	<b>Prop M Fund</b>	<b>Prop A Fund</b>	<b>Sales Tax Capital Fund</b>	<b>Commodity Funds</b>	<b>Insurance Funds</b>	<b>Other Restricted Funds</b>
<b>Balance January 1, 2016</b>										
<b>Cash &amp; Investments</b>	\$ 180,694,403	\$ 1,298,234	\$ 38,145,892	\$ 14,664,871	\$ 54,776,272	\$ 20,716,828	\$ 18,308,564	\$ 6,344,073	\$ 18,206,952	\$ 8,232,717
<b>Add :</b>										
Passenger Fares	15,048,940	14,935,428	113,512	-	-	-	-	-	-	-
City of St. Louis	9,643,336	-	8,109,836	-	1,093,117	-	440,383	-	-	-
St. Louis County	30,711,521	-	29,105,914	-	859,094	-	746,513	-	-	-
State of Illinois	64,887	-	64,887	-	-	-	-	-	-	-
St. Clair County	9,319,404	-	9,319,404	-	-	-	-	-	-	-
FTA	17,952,796	-	17,952,796	-	-	-	-	-	-	-
Commodity Fund	51,719	-	51,719	-	-	-	-	-	-	-
All Other	2,894,936	-	2,473,272	4,959	67,542	26,589	12,145	-	7,022	303,407
<b>Cash Receipts</b>	85,687,539	14,935,428	67,191,340	4,959	2,019,753	26,589	1,199,041	-	7,022	303,407
<b>Interfund Transfers</b>	-	(15,000,000)	6,704,057	1,009,343	(3,730,960)	2,102,825	(82,058)	4,000,000	4,996,095	697
<b>Less:</b>										
Cash Disbursements	(74,627,208)	-	(68,198,647)	-	-	-	-	(1,465,542)	(4,963,019)	-
<b>Balance March 31, 2016</b>										
<b>Cash &amp; Investments</b>	191,754,734	1,233,662	43,842,643	15,679,173	53,065,065	22,846,242	19,425,547	8,878,531	18,247,050	8,536,821
<b>Less:</b>										
<b>Pre-Encumbrances &amp; Restrictions</b>										
Local Match - Approved Grants	37,216,094	-	-	-	34,825,113	-	2,390,981	-	-	-
- Grant Applications	2,200,000	-	-	-	2,200,000	-	-	-	-	-
- Long Range Capital Programs (1)	33,074,518	-	-	-	16,039,952	-	17,034,566	-	-	-
SIR Worker Comp Pledged Funds	2,405,000	-	-	-	-	-	-	-	2,405,000	-
Other Restrictions	116,859,122	1,233,662	43,842,643	15,679,173	-	22,846,242	-	8,878,531	15,842,050	8,536,821
Total Restrictions	191,754,734	1,233,662	43,842,643	15,679,173	53,065,065	22,846,242	19,425,547	8,878,531	18,247,050	8,536,821
<b>Unencumbered Cash &amp; Investments</b>	<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 Transit System  
Cross County Metrolink Debt  
Cash Receipts and Disbursements Schedule  
For the Quarter Ended March 31, 2016  
(unaudited)**

	Total Trustee Statements	Revenue Funds	Debt Service Funds	Expense Funds	Debt Service Reserve Funds
Balance at January 1, 2016					
<b>Cash &amp; investments</b>	\$ 40,156,660	\$ -	\$ 7,289,121	\$ 73,512	\$ 32,794,027
<b>Add cash receipts:</b>					
St. Louis County sales tax - Prop M	11,350,364	11,350,364	-	-	-
St. Louis County sales tax - Prop A	14,097,815	14,097,815	-	-	-
St. Louis City sales tax - Prop M	2,684,240	2,684,240	-	-	-
St. Louis City sales tax - Prop M2	2,684,240	2,684,240	-	-	-
Interest received	110,998	5,216	6,156	56	99,570
<b>Total cash receipts</b>	30,927,657	30,821,875	6,156	56	99,570
<b>Less fund disbursements:</b>					
Expenses/Accrued interest reclassification	(1,018)	-	-	(1,018)	-
Prop M/Prop A to Metro	(23,690,488)	(23,690,488)	-	-	-
<b>Total disbursements</b>	(23,691,506)	(23,690,488)	-	(1,018)	-
<b>Interfund transfers:</b>					
Transfer from 2009 DSR	-	151,579	-	-	(151,579)
Interest/principal transfers	-	(7,282,966)	7,282,966	-	-
<b>Total interfund transfers</b>	-	(7,131,387)	7,282,966	-	(151,579)
Balance at March 31, 2016					
<b>Cash &amp; investments</b>	<u>\$ 47,392,812</u>	<u>\$ -</u>	<u>\$ 14,578,243</u>	<u>\$ 72,550</u>	<u>\$ 32,742,018</u>

**Transit System  
Statement of Cash Flows  
For the Nine Months Ended March 31, 2016  
(unaudited)**

**Cash flows from operating activities**

Receipts from customers	\$ 42,566,780
Payments to employees	(127,991,827)
Payments to vendors	(58,555,167)
Payments for self-insurance	(8,962,128)
Receipts (payments) from inter-fund activity	(1,246,120)

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

(154,188,462)

**Cash flows from non capital financing activities**

Operating assistance received	170,658,197
Contributions to outside entities	(1,351,302)

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

169,306,895

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

Acquisitions of capital assets	(48,977,581)
Payments of long-term debt	(9,161,969)
Interest Paid	(9,531,469)
Contributed capital	53,806,387

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

(13,864,632)

**Cash flows from investing activities**

Purchases of investments	(67,358,996)
Proceeds from sale of investments	64,121,355
Interest received	729,131

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

(2,508,510)

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

(1,254,709)

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

121,670,532

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

\$ 120,415,823

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

Operating income (loss)	\$ (154,034,765)
-------------------------	------------------

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

Change in assets and liabilities	
Accounts and notes receivables	176,415
Interfund accounts receivable	(240,856)
Materials and supplies	44,330
Prepaid expenses, deferred charges and other current assets	(418,606)
Accounts payable	(1,253,123)
Other current liabilities	2,226,251
Interfund accounts payable	811,935
Accrued expenses	2,286,625
Other post employment benefits liability	868,590
Self-insurance liability	(4,655,258)

Total adjustments	<u>(153,697)</u>
-------------------	------------------

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

\$ (154,188,462)

**Supplemental disclosure of cash flow information**

**Noncash Activities:**

> Interest received on capital lease	\$ 4,436,940
> Interest accrued on capital lease	(4,436,940)
> Gain/(Loss) on hedging commodities	(4,506,398)
> Gain on disposal of fixed assets	550,298
> Non-operating noncash activity	(1,400)
> Net transfers for rail station improvements	627
> Deferred Loss Amortization	319,875
> Prior period adjustment	(63,646)
> Series 2013B loan proceeds	30,000,000
> Series 2013A loan pay down	(30,000,000)

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

**Metro Transit System**  
**Schedule of Aged Receivables - Invoiced**  
**March 31, 2016**  
(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	\$ 234,379	\$ 9,031	\$ 7,530	\$ 15,575	\$ 8,506	\$ 41,330	\$ 316,352
Due from Call-A-Ride	214,159	755	-	-	-	-	214,914
Due from Advertising (Marketing)	500	-	-	-	2,470	1,500	4,470
Due from Leases and Rents	63,547	3,024	458	458	1,706	1,217	70,410
Due from Auxiliary Services/Others	299,386	28,663	-	163	272,784	-	600,996
Due from Grants (Accounting)	4,570,021	110,338	-	182,154	57,077	24,936	4,944,526
Due from Passes	639,087	-	43,403	274,164	-	99	956,754
<b>Subtotal</b>	<u>6,021,079</u>	<u>151,811</u>	<u>51,391</u>	<u>472,515</u>	<u>342,543</u>	<u>69,082</u>	<u>7,108,421</u>
Due from Engineering	6,225	-	-	-	125	-	6,350
Due from Airport	40,479	20,168	2,179	10,810	2,296	784	76,716
<b>Total</b>	<u>\$ 6,067,783</u>	<u>\$ 171,979</u>	<u>\$ 53,570</u>	<u>\$ 483,325</u>	<u>\$ 344,964</u>	<u>\$ 69,866</u>	<u>\$ 7,191,487</u>

**Metro Transit System**  
**Capital Expenditures for Active Projects**  
**For the Quarter Ended March 31, 2016**  
**(unaudited)**

Description	Budget	Current	Year-To-Date	Life-To-Date	Balance
<b>Project #</b>					
0034 Van Procurement FY04-FY08 (X204) 2	\$ 2,740,824	\$ -	\$ -	\$ 2,720,471	\$ 20,353
1237 CAR Van Replacement FY07	2,975,815	-	-	2,913,172	62,643
1279 Fare Collection System Upgrade/Replacement (06 Earmark)	29,707,512	837,286	1,703,292	23,240,769	6,466,743
1290 Buses FY05 Fed Earmark (25)	1,210,235	-	-	1,210,235	-
1361 Radio System CAD/AVL	23,857,144	62,606	80,883	9,824,455	14,032,689
1530 Eads Bridge Rehab ARRA	25,338,774	-	-	25,338,774	-
1531 Rail & Tie Replacement	1,718,025	-	-	1,718,025	-
1574 CAR Van Replacement	8,650,165	-	1,586,637	7,132,307	1,517,858
1666 Slope Stabilization z	4,097,297	-	193,907	4,088,949	8,348
1668 Embankment Erosion z	3,223,073	101,471	358,936	500,626	2,722,447
1708 Feeder Wire/Water Mitigation MO--12 z	1,058,564	3,873	5,449	708,167	350,397
1717 Non-Revenue Vehicles FY12 MO	1,718,858	11,001	114,023	1,510,322	208,536
1722 Missouri Slopes Stability z	1,144,600	(7,795)	574,436	815,947	328,653
1723 MO OCS Wire Rehab z	1,646,670	79,342	209,607	1,517,518	129,152
1734 EADS Bridge Rehab Phase II	29,708,943	2,873,557	11,362,976 #	16,445,891	13,263,052
1739 Downtown Transfer Center	10,498,596	141,642	201,878	930,139	9,568,457
1754 IT Systems Upgrade Yr 1 - FY12	1,121,406	-	-	973,819	147,587
1755 IT Systems Upgrade Yr 2 - FY13	1,425,750	125,768	207,174	523,432	902,318
1756 North County Transit Center	10,280,000	1,198,505 #	4,603,210	9,913,670	366,330
1817 Radio System Tower Sites	6,212,885	481,095	1,475,280	2,986,950	3,225,935
1834 Rail Tie Replacement Year 2 z	1,939,408	38,250	58,625	1,519,022	420,386
1844 Tactile Warning Strip Phase II z	1,719,616	260,873	265,757	1,025,067	694,549
1845 MOW SGR Inventory-Database Development	1,037,955	5,550	5,773	1,030,872	7,083
1848 Articulated Buses	11,441,319	-	-	6,490,426	4,950,893

**Metro Transit System**  
**Capital Expenditures for Active Projects**  
**For the Quarter Ended March 31, 2016**  
**(unaudited)**

Description	Budget	Current	Year-To-Date	Life-To-Date	Balance
<b>Projects continued</b>					
1855 Arch Bike Trail	\$ 1,105,000	\$ 22,504	\$ 94,382	\$ 208,515	\$ 896,485
1860 Bus Procurement Duluth	20,911,804	-	-	20,908,285	3,519
1862 North County Transit Phase II	2,200,481	52,596	174,879	1,595,952	604,529
1863 Bus Procurement Duluth II	11,582,762	-	-	10,893,680	689,082
1869 Phase 1 Audio Frequency Circuit	3,101,678	3,210	131,712	268,696	2,832,982
1875 Rail Tie Replace Year 3	z 2,147,572	264,394	1,883,249	1,919,779	227,793
1885 TOI Operation Management Software	2,859,367	59,626	287,409	574,863	2,284,504
1887 TOI Transit Business Intellegence	1,031,572	-	-	-	1,031,572
1905 Buses - FY13 CMAQ	18,565,431	-	7,660,132	18,186,145	379,286
1933 FY14 Preventive Maintance	z 20,000,000	-	-	20,000,000	-
1937 Innovative High School Career	z 2,129,435	-	-	-	2,129,435
1941 Duluth Piggyback III 40'	12,698,501	-	12,350,194	12,350,194	348,307
1955 Spruce Street Bridge	7,549,171	2,757,450	4,882,308	5,082,780	2,466,391
1959 Z-Gate Ped Barriers & Fence	1,257,938	89,252	216,176	249,176	1,008,762
1960 Rail ROW Repairs-MP 0-15.4 MO	1,905,200	65,960	66,474	66,474	1,838,726
1962 Elevator Rehab - 8 Units - MO	1,302,000	88,876	105,277	108,413	1,193,587
1973 Portable Bus Lifting System - MO	1,004,619	-	-	-	1,004,619
1983 DC to AC Rail Car Upgrades	22,500,000	-	-	-	22,500,000
1988 Ewing Wall Rehabilitation	10,037,743	434,215	792,181	807,290	9,230,453
1991 Financial Report-Budget Software	1,307,680	18,000	42,000	42,000	1,265,680
1997 IL Bus Facility Rehabilitation	1,850,692	-	14,850	14,850	1,835,842
2000 Administrative Facility	1,700,000	123,865	1,002,288	1,002,288	697,712
2020 Feeder Wire-Water Mitigation	z 1,644,372	125,148	866,447	871,459	772,913
2021 Bus Northwest Connector	z 2,355,536	-	-	-	2,355,536
2029 FY15 Preventive Maintenance	z 16,250,000	-	-	16,250,000	-
2030 FY15 100% 7 SCCTD Buses	2,076,050	1,182,066	1,182,404	1,184,235	891,815
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	-	-	-	2,161,300

**Metro Transit System**  
**Capital Expenditures for Active Projects**  
**For the Quarter Ended March 31, 2016**  
**(unaudited)**

Description	Budget	Current	Year-To-Date	Life-To-Date	Balance
<b>Projects continued</b>					
2057 Non-Rev Vehicles (16) MO FY14	1,146,145	-	-	-	1,146,145
2060 Boyle Street ML Station	12,655,022	18,207	33,316	33,316	12,621,706
2061 CWE ML Station Rehab	1,888,009	-	-	-	1,888,009
2070 DC to AC Propulsion YR 2	2,033,859	-	-	-	2,033,859
2077 Buses FY15 Bus Facility	3,615,724	-	-	-	3,615,724
2078 Buses FY14 CMAQ	5,210,000	-	-	-	5,210,000
2079 MO Buses	3,709,048	-	-	-	3,709,048
2081 Convention Center Escalator FY15 SGR	1,103,500	-	-	-	1,103,500
2094 CAR Vans (7) FY14 Fed Formula	1,479,456	-	-	-	1,479,456
All others	*z 43,990,871	761,362	2,201,199	18,951,558	25,039,313
<b>Total active projects</b>	<b>\$ 437,446,972</b>	<b>\$ 12,279,755</b>	<b>\$ 56,994,720</b>	<b>\$ 256,648,973</b>	<b>\$ 180,797,999</b>

\* "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.



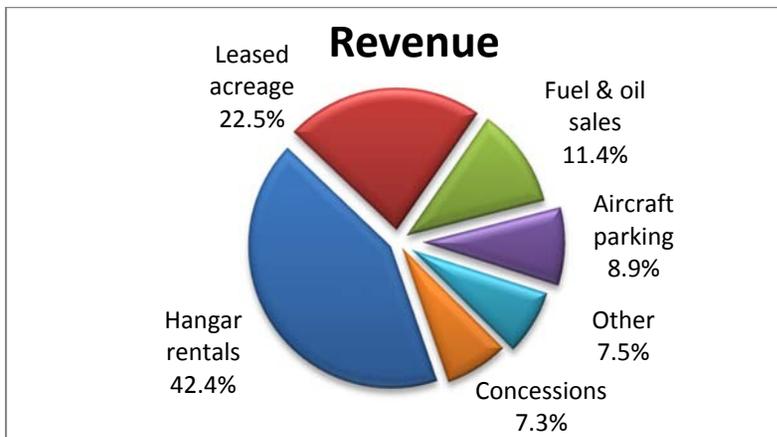
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# St. Louis Downtown Airport

Nine Months Ended March 31, 2016

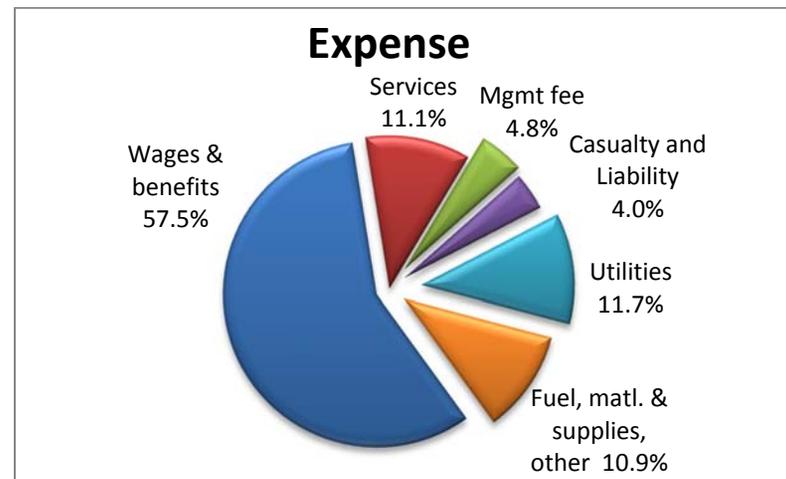
**Loss before depreciation** for the St. Louis Downtown Airport for the nine months ended March 31, 2016 was \$46,886. This is unfavorable to budget by \$15,424. These results are unfavorable to prior year by \$66,813.

**Revenue** is greater than last year by \$69,895 or 6.3% and favorable to budget by 4.2% or \$46,931. Fuel sales is favorable to budget by \$4,697 or 3.7%. Revenue benefited from new hangar rental leases and from charges for after-hours firefighter coverage.



**Wages and benefits** are unfavorable to budget by \$21,572 or 3.2% due to salary adjustments.

**Materials and supplies** are unfavorable to budget by \$8,291 due to firefighting supplies expense and manlift rental for maintenance.



**Services** are \$49,202 unfavorable to budget and \$81,303 unfavorable to prior year primarily due to higher consulting fees and maintenance services.

**Utilities** are \$5,957 favorable to budget. Electricity, natural gas and waste removal expense is favorable.

**Other expenses** are favorable to budget by \$5,955 or 7.4% due to lower travel, staff training, advertising and farm expenses.

<b>Performance Indicators</b>			
<b>YTD</b>	<b>Fuel sales (gallons)</b>	<b>Aircraft movements</b>	<b>Avg. based aircraft</b>
FY16 Actual	1,372,430	73,234	328
FY16 Budget	1,330,223	67,500	320
FY15 Actual	1,285,097	64,523	322

**St. Louis Downtown Airport**  
**Quarterly Statement of Net Position**  
**March 31, 2016**  
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
<b>Assets</b>							
Current assets							
Cash	\$ 665,184	\$ 683,497	\$ (18,313)	(2.7)	\$ 773,901	\$ (108,717)	(14.0)
Accounts and notes receivable	78,440	71,879	6,561	9.1	132,822	(54,382)	(40.9)
Interfund accounts receivable	112,943	43,888	69,055	157.3	-	112,943	n/a
Federal, state and local							
Materials and supplies inventory	61,609	61,609	-	-	62,321	(712)	(1.1)
Other current assets	41,916	67,721	(25,805)	(38.1)	39,023	2,893	7.4
Total current assets	960,092	928,594	31,498	3.4	1,008,067	(47,975)	(4.8)
Capital assets							
Capital assets	52,728,214	52,728,214	-	-	52,567,243	160,971	0.3
Accumulated depreciation	(34,054,006)	(33,670,654)	(383,352)	(1.1)	(32,500,070)	(1,553,936)	(4.8)
Total capital assets, net	18,674,208	19,057,560	(383,352)	(2.0)	20,067,173	(1,392,965)	(6.9)
Land	4,542,564	4,542,564	-	-	4,542,564	-	-
Construction-in-process	211,874	144,887	66,987	46.2	182,318	29,556	16.2
Total capital assets	23,428,646	23,745,011	(316,365)	(1.3)	24,792,055	(1,363,409)	(5.5)
Non-current assets							
Deferred charges	14,978	16,653	(1,675)	(10.1)	6,293	8,685	138.0
Total non-current assets	14,978	16,653	(1,675)	(10.1)	6,293	8,685	138.0
Total assets	24,403,716	24,690,258	(286,542)	(1.2)	25,806,415	(1,402,699)	(5.4)
<b>Total</b>	<b>\$ 24,403,716</b>	<b>\$ 24,690,258</b>	<b>\$ (286,542)</b>	<b>(1.2)</b>	<b>\$ 25,806,415</b>	<b>\$ (1,402,699)</b>	<b>(5.4)</b>

**St. Louis Downtown Airport**  
**Quarterly Statement of Net Position**  
**March 31, 2016**  
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
<b>Liabilities</b>							
Current liabilities							
Accounts payable	\$ 70,474	\$ 16,429	\$ 54,045	329.0	\$ 20,655	\$ 49,819	241.2
Interfund accounts payable	157,967	92,872	65,095	70.1	55,459	102,508	184.8
Accrued expenses	54,800	54,800	-	-	60,675	(5,875)	(9.7)
Other current liabilities	6,724	2,257	4,467	197.9	3,684	3,040	82.5
Total current liabilities	289,965	166,358	123,607	74.3	140,473	149,492	106.4
Non-current liabilities							
Other post-employment benefits	351,629	350,727	902	0.3	353,249	(1,620)	(0.5)
Long-term self-insurance	27,154	28,991	(1,837)	(6.3)	28,991	(1,837)	(6.3)
Unfunded pension liabilities	183,752	183,752	-	-	315,860	(132,108)	(41.8)
Total non-current liabilities	562,535	563,470	(935)	(0.2)	698,100	(135,565)	(19.4)
Total liabilities	852,500	729,828	122,672	16.8	838,573	13,927	1.7
<b>Net Position</b>							
Net position - capital investments	32,945,949	32,880,637	65,312	0.2	32,880,637	65,312	0.2
Net position - unrestricted	(8,179,768)	(8,179,768)	-	-	(6,759,437)	(1,420,331)	(21.0)
Net loss	(1,214,965)	(740,439)	(474,526)	(64.1)	(1,153,358)	(61,607)	(5.3)
Total net position	23,551,216	23,960,430	(409,214)	(1.7)	24,967,842	(1,416,626)	(5.7)
<b>Total</b>	<b>\$ 24,403,716</b>	<b>\$ 24,690,258</b>	<b>\$ (286,542)</b>	<b>(1.2)</b>	<b>\$ 25,806,415</b>	<b>\$ (1,402,699)</b>	<b>(5.4)</b>

**St. Louis Downtown Airport**  
**Statement of Revenues, Expenses and Changes in Net Position**  
**For the Quarter Ended March 31, 2016**  
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
<b>Revenue</b>										
Airport parking	\$ 35,078	\$ 34,853	\$ 225	0.6	\$ 35,713	\$ 104,553	\$ 104,558	\$ (5)	-	\$ 106,366
Leased acreage	84,134	43,169	40,965	94.9	92,646	263,756	129,508	134,248	103.7	291,540
Hangar rental	173,872	202,553	(28,681)	(14.2)	159,008	496,826	607,659	(110,833)	(18.2)	410,774
Aviation sales flowage	43,055	36,893	6,162	16.7	39,256	133,340	128,643	4,697	3.7	124,953
Other operating revenue	35,783	22,514	13,269	58.9	33,295	84,167	67,541	16,626	24.6	80,757
Concessions	24,346	28,790	(4,444)	(15.4)	6,359	85,780	86,369	(589)	(0.7)	86,528
Service fee revenue	-	50	(50)	(100.0)	75	800	150	650	433.3	675
Interest income	282	84	198	235.7	42	2,388	251	2,137	851.4	122
<b>Total revenue</b>	<u>396,550</u>	<u>368,906</u>	<u>27,644</u>	<u>7.5</u>	<u>366,394</u>	<u>1,171,610</u>	<u>1,124,679</u>	<u>46,931</u>	<u>4.2</u>	<u>1,101,715</u>
<b>Expense</b>										
Wages and benefits <sup>1</sup>	263,646	226,833	(36,813)	(16.2)	222,780	700,240	678,668	(21,572)	(3.2)	640,025
Services	55,704	28,825	(26,879)	(93.2)	12,955	135,678	86,476	(49,202)	(56.9)	54,375
Fuel and lube consumed	2,692	5,583	2,891	51.8	4,068	11,609	18,621	7,012	37.7	13,806
Materials and supplies	55,715	31,963	(23,752)	(74.3)	26,062	103,006	94,715	(8,291)	(8.8)	95,409
Utilities	64,605	55,358	(9,247)	(16.7)	57,998	142,821	148,778	5,957	4.0	150,971
Casualty and liability costs	16,139	16,255	116	0.7	16,072	48,410	48,761	351	0.7	41,150
Other expenses	29,223	29,808	585	2.0	35,619	74,167	80,122	5,955	7.4	86,052
Other non-operating expense	-	-	-	-	-	2,565	-	(2,565)	-	-
<b>Total expense</b>	<u>487,724</u>	<u>394,625</u>	<u>(93,099)</u>	<u>(23.6)</u>	<u>375,554</u>	<u>1,218,496</u>	<u>1,156,141</u>	<u>(62,355)</u>	<u>(5.4)</u>	<u>1,081,788</u>
<b>Income (loss) before depreciation</b>	<u>(91,174)</u>	<u>(25,719)</u>	<u>(65,455)</u>	<u>(254.5)</u>	<u>(9,160)</u>	<u>(46,886)</u>	<u>(31,462)</u>	<u>(15,424)</u>	<u>(49.0)</u>	<u>19,927</u>
Depreciation and amortization expense	383,352	388,634	5,282	1.4	414,999	1,168,079	1,173,885	5,806	0.5	1,173,285
<b>Net loss</b>	<u>\$ (474,526)</u>	<u>\$ (414,353)</u>	<u>\$ (60,173)</u>	<u>(14.5)</u>	<u>\$ (424,159)</u>	<u>\$ (1,214,965)</u>	<u>\$ (1,205,347)</u>	<u>\$ (9,618)</u>	<u>(0.8)</u>	<u>\$ (1,153,358)</u>

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

**St. Louis Downtown Airport**  
**Detailed Schedule of Wages and Benefits**  
**For the Quarter Ended March 31, 2016**  
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
<b>Personnel expense</b>										
Wages	\$ 191,063	\$ 139,175	\$ (51,888)	(37.3)	\$ 143,815	\$ 496,090	\$ 423,271	\$ (72,819)	(17.2)	\$ 417,042
<b>Company paid benefits</b>										
<b>Payroll related taxes and insurance</b>										
FICA	13,835	10,647	(3,188)	(29.9)	10,287	35,561	32,380	(3,181)	(9.8)	29,679
Unemployment insurance	2,218	4,767	2,549	53.5	2,855	2,376	5,397	3,021	56.0	2,971
Worker's compensation insurance	7,829	9,156	1,327	14.5	9,543	25,666	27,491	1,825	6.6	23,489
<b>Health and welfare</b>										
Medical	27,926	22,970	(4,956)	(21.6)	24,179	79,575	68,910	(10,665)	(15.5)	71,426
Dental	592	612	20	3.3	558	1,795	1,837	42	2.3	1,830
Other post retiree medical	901	11,739	10,838	92.3	10,565	4,567	36,081	31,514	87.3	34,147
Life insurance / AD&D	194	150	(44)	(29.3)	195	554	450	(104)	(23.1)	590
Short and long term disability	1,136	240	(896)	(373.3)	1,050	3,175	720	(2,455)	(341.0)	3,088
FMLA administration expense	71	70	(1)	(1.4)	76	212	209	(3)	(1.4)	232
EAP expense	43	44	1	2.3	46	128	132	4	3.0	139
<b>Retirement</b>										
Pension expense	5,673	12,418	6,745	54.3	9,233	12,368	37,254	24,886	66.8	24,505
401 K contributions	11,135	13,584	2,449	18.0	9,397	29,354	40,752	11,398	28.0	27,411
<b>Other</b>										
Uniform allowance	1,030	1,261	231	18.3	981	8,819	3,784	(5,035)	(133.1)	3,476
<b>Total company paid benefits</b>	<u>72,583</u>	<u>87,658</u>	<u>15,075</u>	<u>17.2</u>	<u>78,965</u>	<u>204,150</u>	<u>255,397</u>	<u>51,247</u>	<u>20.1</u>	<u>222,983</u>
<b>Total wages and benefits</b>	<u>\$ 263,646</u>	<u>\$ 226,833</u>	<u>\$ (36,813)</u>	<u>(16.2)</u>	<u>\$ 222,780</u>	<u>\$ 700,240</u>	<u>\$ 678,668</u>	<u>\$ (21,572)</u>	<u>(3.2)</u>	<u>\$ 640,025</u>

**St. Louis Downtown Airport**  
**Cash Receipts and Disbursements Schedule**  
**For the Quarter Ended March 31, 2016**  
(unaudited)

<u>Description</u>	<u>Total</u>	<u>Revenue Fund</u>	<u>Investments Operating Fund</u>	<u>Other Restricted Funds</u>
<b>Balance at January 1, 2016</b>				
<b>Cash &amp; Investments</b>	\$ 683,497	\$ 148,368	\$ 184,402	\$ 350,727
<b>Add:</b>				
Customer payments	443,052	443,052	-	-
Interest received	281	19	262	-
<b>Total cash receipts</b>	<u>443,333</u>	<u>443,071</u>	<u>262</u>	<u>-</u>
Interfund transfers	-	(422,758)	421,857	901
<b>Less:</b>				
Cash disbursements	<u>(461,646)</u>	<u>(889)</u>	<u>(460,757)</u>	<u>-</u>
<b>Balance at March 31, 2016</b>				
<b>Cash &amp; Investments</b>	<u>\$ 665,184</u>	<u>\$ 167,792</u>	<u>\$ 145,764</u>	<u>\$ 351,628</u>



**St. Louis Downtown Airport**  
**Schedule of Aged Receivables - Invoiced**  
**March 31, 2016**  
(Unaudited)

<b>Customers owing over \$1,000</b>	<b>Less than 30 days</b>	<b>31-60 days</b>	<b>61-90 days</b>	<b>91-180 days</b>	<b>181-360 days</b>	<b>Over 361 days</b>	<b>Total</b>
Aviation Business Corporation	\$ 4,378	\$ 3,148	\$ 165	\$ 2,106	\$ -	\$ -	\$ 9,797
Charlie Booth	230	230	230	460	1,380	230	2,760
EAA Chapter 64	213	-	-	158	545	483	1,399
Ideal Aviation Illinois	14,516	13,068	2,227	6,921	-	-	36,732
Jet Aviation - Teterboro, NJ	10,331	-	785	775	-	-	11,891
Midwest Aviation	1,143	-	-	-	-	-	1,143
Parks Aviation Holdings LLC	7,025	3,645	847	41	-	-	11,558
Subtotal	37,836	20,091	4,254	10,461	1,925	713	75,280
All other customers	2,643	77	(2,075)	349	371	71	1,436
<b>Total</b>	<b>\$ 40,479</b>	<b>\$ 20,168</b>	<b>\$ 2,179</b>	<b>\$ 10,810</b>	<b>\$ 2,296</b>	<b>\$ 784</b>	<b>\$ 76,716</b>

**St. Louis Downtown Airport**  
**Capital Expenditures for Active Projects**  
**For the Quarter Ended March 31, 2016**  
**(unaudited)**

Description		<u>Budget</u>	<u>Current</u>	<u>Year-To-Date</u>	<u>Life-To-Date</u>	<u>Balance</u>
Reconstruct Taxiway B, Phase 1	x	\$ 4,500,000	\$ -	\$ -	\$ -	\$ 4,500,000
Land acquisition for future airport expansion	x	4,000,000	-	-	-	4,000,000
Improve 4-way intersection - turn lanes and traffic lights	x	900,000	-	-	-	900,000
Earthwork - Grade Ditch Parallel to Main Runway	x	755,490	66,986	66,986	715,724	39,766
Rapid Intervention Vehicle	x	500,000	-	-	-	500,000
Rehab parking lot by Hangar 1 and 2.	x	312,000	-	-	-	312,000
Terminal Roof Replacement	x	144,700	-	493	129,773	14,927
Taxiway B Northside Drainage Improvements		1,000,000	-	-	-	1,000,000
Taxiway B Northside Environmental Assessment	x	125,000	-	-	-	125,000
<b>Total St. Louis Downtown Airport</b>		<u>\$ 12,237,190</u>	<u>\$ 66,986</u>	<u>\$ 67,479</u>	<u>\$ 845,497</u>	<u>\$ 11,391,693</u>

x Projects are carryover from prior year.



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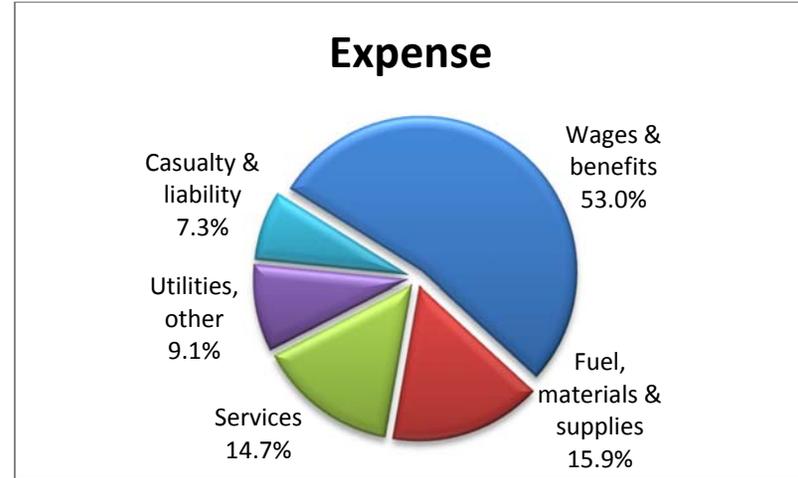
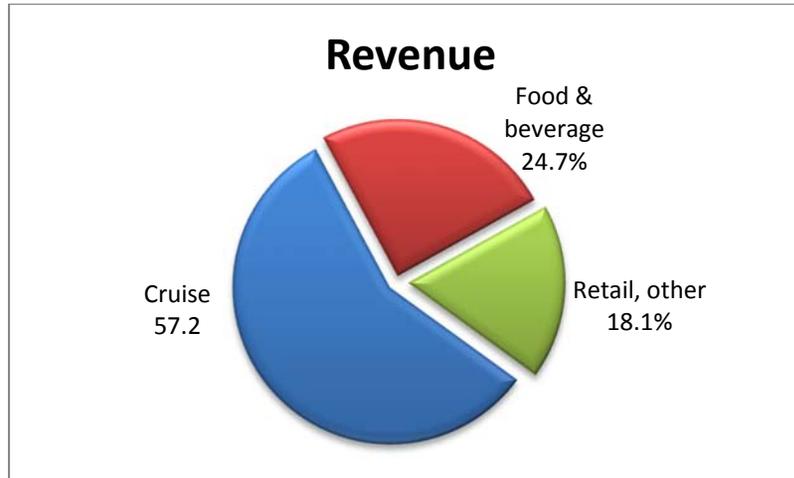
# Riverfront Attractions

## Nine Months Ended March 31, 2016

**Riverfront Attractions** includes the Tom Sawyer and Becky Thatcher riverboats which feature sightseeing, dinner, and specialty cruises, a gift shop, snack bar, and photography sales. There is also leased heliport operations.

**Loss before depreciation** for all Riverfront Attractions for the nine months ended March 31, 2016 was \$223,574. This is \$270,737 unfavorable to budget but \$158,691 better than prior year.

**Revenue** is \$1,290,570 which is 30.1% lower than budget because of flooding. Riverfront flooding to date resulted in the loss of 30 cruising days. Revenue is favorable to prior year by \$290,118 or 29.0% because the south end of the Leonor K. Sullivan Boulevard construction project is complete.



**Wages and benefits** are \$113,207 or 12.4% favorable to budget due to position vacancies and benefits.

**Services** are 23.9% unfavorable to budget primarily due to boat maintenance and repair and removing flood debris. Services also includes cost of musicians for dinner and specialty cruises and Park Service ranger interpretive services.

**Fuel and lube consumed** is \$28,882 favorable to budget because of lower than expected fuel prices and 205 fewer cruises than budgeted.

**Materials and supplies** are \$139,543 favorable to budget primarily due to fewer purchases of food and beverages related to the fewer dinner and specialty cruises.

**Utilities** are \$15,108 or 22.0% favorable to budget due to lower electricity, natural gas, telephone, water and sewer, and waste removal expenses.

**Casualty and liability** expense is \$19,019 or 14.7% favorable to budget as a result of lower self-insured property and casualty expense.

**Other expenses** are favorable to budget by \$13,395. The favorable variance to budget is primarily related to lower advertising and promotion expenses.

Performance Indicators			
YTD	Passengers	Cruises	Passengers per Cruise
FY16 Actual	45,499	401	113
FY16 Budget	67,860	606	112
FY15 Actual	44,441	382	116

**Riverboat passengers increased** 2.4% from FY 2015 but was 33.0% lower than budget. Riverfront flooding and construction unfavorably impacted the number of passengers.

The number of **Cruises** increased from FY 2015 by 19 or 5.0% but 205 less than budget. This was the result of the cruising days lost due to flooding and construction.

The average **Passengers per Cruise** in FY 2016 is consistent with the FY 2016 Budget and slightly lower than FY 2015 Actual.

**Riverfront Attractions**  
**Quarterly Statement of Net Position**  
**March 31, 2016**  
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
<b>Assets</b>							
Current assets							
Cash	\$ 33,422	\$ 60,545	\$ (27,123)	(44.8)	\$ 99,212	\$ (65,790)	(66.3)
Accounts and notes receivable	24,508	11,000	13,508	122.8	7,728	16,780	217.1
Interfund accounts receivable	19,172	-	19,172	n/a	155,854	(136,682)	(87.7)
Materials and supplies inventory	41,565	44,287	(2,722)	(6.1)	43,197	(1,632)	(3.8)
Other current assets	38,257	76,514	(38,257)	(50.0)	37,509	748	2.0
Total current assets	<u>156,924</u>	<u>192,346</u>	<u>(35,422)</u>	(18.4)	<u>343,500</u>	<u>(186,576)</u>	(54.3)
Capital assets							
Capital assets	5,166,217	5,165,449	768	-	4,778,525	387,692	8.1
Accumulated depreciation	(3,567,773)	(3,485,817)	(81,956)	(2.4)	(3,242,892)	(324,881)	(10.0)
Total capital assets, net	<u>1,598,444</u>	<u>1,679,632</u>	<u>(81,188)</u>	(4.8)	<u>1,535,633</u>	<u>62,811</u>	4.1
Construction-in-process	-	-	-	n/a	11,491	(11,491)	(100.0)
Total capital assets	<u>1,598,444</u>	<u>1,679,632</u>	<u>(81,188)</u>	(4.8)	<u>1,547,124</u>	<u>51,320</u>	3.3
Total assets	<u>1,755,368</u>	<u>1,871,978</u>	<u>(116,610)</u>	(6.2)	<u>1,890,624</u>	<u>(135,256)</u>	(7.2)
<b>Total</b>	<u>\$ 1,755,368</u>	<u>\$ 1,871,978</u>	<u>\$ (116,610)</u>	(6.2)	<u>\$ 1,890,624</u>	<u>\$ (135,256)</u>	(7.2)

**Riverfront Attractions**  
**Quarterly Statement of Net Position**  
**March 31, 2016**  
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
<b>Liabilities</b>							
Current liabilities							
Accounts payable	\$ 42,295	\$ 40,699	\$ 1,596	3.9	\$ 8,034	\$ 34,261	426.5
Interfund accounts payable	1,584,922	1,311,315	273,607	20.9	979,454	605,468	61.8
Accrued expenses	109,900	109,900	-	-	96,561	13,339	13.8
Other current liabilities	-	164,732	(164,732)	(100.0)	250,087	(250,087)	(100.0)
Total current liabilities	<u>1,737,117</u>	<u>1,626,646</u>	<u>110,471</u>	<u>6.8</u>	<u>1,334,136</u>	<u>402,981</u>	<u>30.2</u>
Non-current liabilities							
Other post-employment benefits	375,591	374,856	735	0.2	376,066	(475)	(0.1)
Long-term self-insurance	33,654	33,654	-	-	33,654	-	-
Unfunded pension liabilities	449,172	449,172	-	-	434,308	14,864	3.4
Total non-current liabilities	<u>858,417</u>	<u>857,682</u>	<u>735</u>	<u>0.1</u>	<u>844,028</u>	<u>14,389</u>	<u>1.7</u>
Total liabilities	<u>2,595,534</u>	<u>2,484,328</u>	<u>111,206</u>	<u>4.5</u>	<u>2,178,164</u>	<u>417,370</u>	<u>19.2</u>
<b>Net Position</b>							
Net position - capital investments	254,907	254,907	-	-	254,907	-	-
Net position - unrestricted	(621,083)	(621,083)	-	-	55,403	(676,486)	n/a
Net loss	(473,990)	(246,174)	(227,816)	(92.5)	(597,850)	123,860	20.7
Total net position	<u>(840,166)</u>	<u>(612,350)</u>	<u>(227,816)</u>	<u>(37.2)</u>	<u>(287,540)</u>	<u>(552,626)</u>	<u>(192.2)</u>
<b>Total</b>	<u>\$ 1,755,368</u>	<u>\$ 1,871,978</u>	<u>\$ (116,610)</u>	<u>(6.2)</u>	<u>\$ 1,890,624</u>	<u>\$ (135,256)</u>	<u>(7.2)</u>

**Riverfront Attractions**  
**Statement of Revenues, Expenses and Changes in Net Position**  
**For the Quarter Ended March 31, 2016**  
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
<b>Revenue</b>										
Cruise	\$ 104,400	\$ 62,067	\$ 42,333	68.2	\$ 66,412	\$ 737,931	\$ 1,149,513	\$ (411,582)	(35.8)	\$ 572,665
Food and beverage	36,882	17,982	18,900	105.1	30,568	319,239	579,859	(260,620)	(44.9)	329,857
Retail	9,944	3,690	6,254	169.5	5,696	37,550	55,639	(18,089)	(32.5)	31,956
Other operating revenue	93,910	17,897	76,013	424.7	19,726	156,092	85,246	70,846	83.1	81,163
Other revenue	61,042	-	61,042	-	-	61,042	-	61,042	-	-
Sales discount	(1,486)	(1,641)	155	9.4	(2,407)	(21,284)	(22,646)	1,362	6.0	(15,189)
<b>Total revenue</b>	<u>304,692</u>	<u>99,995</u>	<u>204,697</u>	<u>204.7</u>	<u>119,995</u>	<u>1,290,570</u>	<u>1,847,611</u>	<u>(557,041)</u>	<u>(30.1)</u>	<u>1,000,452</u>
<b>Expense</b>										
Wages and benefits <sup>1</sup>	229,737	263,926	34,189	13.0	212,511	801,624	914,831	113,207	12.4	729,380
Services	72,463	28,470	(43,993)	(154.5)	8,126	222,510	179,660	(42,850)	(23.9)	144,840
Fuel and lube consumed	4,052	10,000	5,948	59.5	8,377	27,118	56,000	28,882	51.6	36,729
Materials and supplies	53,681	33,410	(20,271)	(60.7)	25,691	214,385	353,928	139,543	39.4	164,030
Utilities	20,494	22,091	1,597	7.2	21,268	53,418	68,526	15,108	22.0	59,857
Casualty and liability costs	35,751	41,772	6,021	14.4	36,708	110,721	129,740	19,019	14.7	110,621
Other expenses	33,373	32,588	(785)	(2.4)	66,178	83,368	97,763	14,395	14.7	137,260
Contribution to outside entities	1,000	-	(1,000)	-	-	1,000	-	(1,000)	-	-
<b>Total expense</b>	<u>450,551</u>	<u>432,257</u>	<u>(18,294)</u>	<u>(4.2)</u>	<u>378,859</u>	<u>1,514,144</u>	<u>1,800,448</u>	<u>286,304</u>	<u>15.9</u>	<u>1,382,717</u>
<b>Income (loss) before depreciation</b>	<u>(145,859)</u>	<u>(332,262)</u>	<u>186,403</u>	<u>56.1</u>	<u>(258,864)</u>	<u>(223,574)</u>	<u>47,163</u>	<u>(270,737)</u>	<u>(574.0)</u>	<u>(382,265)</u>
Depreciation and amortization expense	81,957	78,853	(3,104)	(3.9)	69,491	250,416	236,560	(13,856)	(5.9)	215,585
<b>Net loss</b>	<u>\$ (227,816)</u>	<u>\$ (411,115)</u>	<u>\$ 183,299</u>	<u>44.6</u>	<u>\$ (328,355)</u>	<u>\$ (473,990)</u>	<u>\$ (189,397)</u>	<u>\$ (284,593)</u>	<u>(150.3)</u>	<u>\$ (597,850)</u>

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

**Riverfront Attractions**  
**Detailed Schedule of Wages and Benefits**  
**For the Quarter Ended March 31, 2016**  
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
<b>Personnel expense</b>										
Wages	\$ 165,558	\$ 174,773	\$ 9,215	5.3	\$ 144,818	\$ 604,718	\$ 647,593	\$ 42,875	6.6	\$ 520,632
<b>Company paid benefits</b>										
<b>Payroll related taxes and insurance</b>										
FICA	11,906	13,370	1,464	10.9	10,144	42,104	49,541	7,437	15.0	37,196
Unemployment insurance	1,616	6,761	5,145	76.1	2,111	3,143	10,745	7,602	70.7	4,053
Worker's compensation insurance	693	2,025	1,332	65.8	673	2,111	6,100	3,989	65.4	7,018
<b>Health and welfare</b>										
Medical	21,227	25,761	4,534	17.6	19,603	60,638	76,449	15,811	20.7	52,630
Dental	708	687	(21)	(3.1)	664	2,106	2,040	(66)	(3.2)	2,142
Other post retiree medical	736	10,789	10,053	93.2	9,695	4,478	33,042	28,564	86.4	32,196
Life insurance / AD&D	209	168	(41)	(24.4)	209	593	499	(94)	(18.8)	629
Short and long term disability	1,194	272	(922)	(339.0)	1,147	3,418	796	(2,622)	(329.4)	3,361
FMLA administration expense	368	78	(290)	(371.8)	448	1,241	232	(1,009)	(434.9)	1,537
EAP expense	43	49	6	12.2	46	128	147	19	12.9	139
<b>Retirement</b>										
Pension expense	21,173	13,940	(7,233)	(51.9)	19,390	62,008	41,335	(20,673)	(50.0)	57,369
401 K contributions	4,306	15,253	10,947	71.8	3,563	13,772	45,212	31,440	69.5	9,967
<b>Other</b>										
Uniform allowance	-	-	-	-	-	1,166	1,100	(66)	(6.0)	511
<b>Total company paid benefits</b>	<u>64,179</u>	<u>89,153</u>	<u>24,974</u>	<u>28.0</u>	<u>67,693</u>	<u>196,906</u>	<u>267,238</u>	<u>70,332</u>	<u>26.3</u>	<u>208,748</u>
<b>Total wages and benefits</b>	<u>\$ 229,737</u>	<u>\$ 263,926</u>	<u>\$ 34,189</u>	<u>13.0</u>	<u>\$ 212,511</u>	<u>\$ 801,624</u>	<u>\$ 914,831</u>	<u>\$ 113,207</u>	<u>12.4</u>	<u>\$ 729,380</u>

**Riverfront Attractions**  
**Cash Receipts and Disbursements Schedule**  
**For the Quarter Ended March 31, 2016**  
(unaudited)

<u>Description</u>	<u>Total</u>	<u>Operating Fund</u>	<u>Change Fund</u>
<b>Balance at January 1, 2016</b>			
<b>Cash &amp; Investments</b>	\$ 60,545	\$ 54,645	\$ 5,900
<b>Add:</b>			
Revenue receipts	<u>70,690</u>	<u>70,690</u>	<u>-</u>
<b>Total cash receipts</b>	70,690	70,690	-
Interfund transfers	-	-	-
<b>Less:</b>			
Transfers to Executive Services	(70,000)	(70,000)	-
Transfers to Gateway Arch Tram	(27,665)	(27,665)	-
Cash disbursements	<u>(148)</u>	<u>(148)</u>	<u>-</u>
<b>Total cash disbursements</b>	(97,813)	(97,813)	-
<b>Balance at March 31, 2016</b>			
<b>Cash &amp; Investments</b>	<u>\$ 33,422</u>	<u>\$ 27,522</u>	<u>\$ 5,900</u>

**Riverfront Attractions**  
**Statement of Cash Flows**  
**For the Nine Months Ended March 31, 2016**  
(unaudited)

<b>Cash flows from operating activities</b>		<b>Reconciliation of operating loss to net cash used for operating activities</b>	
Receipts from customers	\$ 1,212,902	Operating income (loss)	<u>\$ (283,616)</u>
Payments to employees	(777,050)		
Payments to vendors	(902,133)	<b>Adjustments to reconcile operating income (loss) to net cash provided by (used for) operating activities</b>	
Payments for self-insurance	(112,621)	Change in assets and liabilities	
Receipts (payments) from inter-fund activity	<u>570,349</u>	Accounts and notes receivable	(16,626)
<b>Net cash provided by (used in) operating activities</b>	<u>(8,553)</u>	Interfund accounts receivable	(19,172)
		Materials and supplies	7,753
<b>Cash flows from noncapital financing activities</b>		Prepaid expenses, deferred charges and other current assets	(38,125)
Contributions to outside entities	(1,000)	Accounts payable	20,445
Non-operating contributions	<u>61,042</u>	Other current liabilities	(271,311)
<b>Net cash provided by (used in) noncapital financing activities</b>	<u>60,042</u>	Interfund accounts payable	589,521
		Other post employment benefits liability	4,478
<b>Cash flows from capital and related financing activities</b>		Self-insurance liability	<u>(1,900)</u>
Acquisitions of capital assets	<u>(42,639)</u>	Total adjustments	<u>275,063</u>
<b>Net cash provided by (used in) capital and related financing activities</b>	<u>(42,639)</u>	<b>Net cash provided by (used for) operating activities</b>	<u>\$ (8,553)</u>
<b>Cash flows from investing activities</b>		<b>Supplemental disclosure of cash flow information</b>	
None noted.		No disclosures.	
<b>Net increase (decrease) in cash and cash equivalents</b>	8,850		
<b>Cash and cash equivalents, beginning of year</b>	<u>24,572</u>		
<b>Cash and cash equivalents, year to date</b>	<u>\$ 33,422</u>		

**Riverfront Attractions**  
**Capital Expenditures for Active Projects**  
**For the Quarter Ended March 31, 2016**  
**(unaudited)**

<b>Description</b>	<u>Budget</u>	<u>Current</u>	<u>Year-To-Date</u>	<u>Life-To-Date</u>	<u>Balance</u>
Riverboat Gangway	\$ 121,052	\$ 768	\$ 1,010	\$ 106,768	\$ 14,284
Copy machine	5,000	-	5,767	5,767	(767)
<b>Total Riverfront Attractions</b>	<u>\$ 126,052</u>	<u>\$ 768</u>	<u>\$ 6,777</u>	<u>\$ 112,535</u>	<u>\$ 13,517</u>



**REGIONAL  
FREIGHT  
DISTRICT**

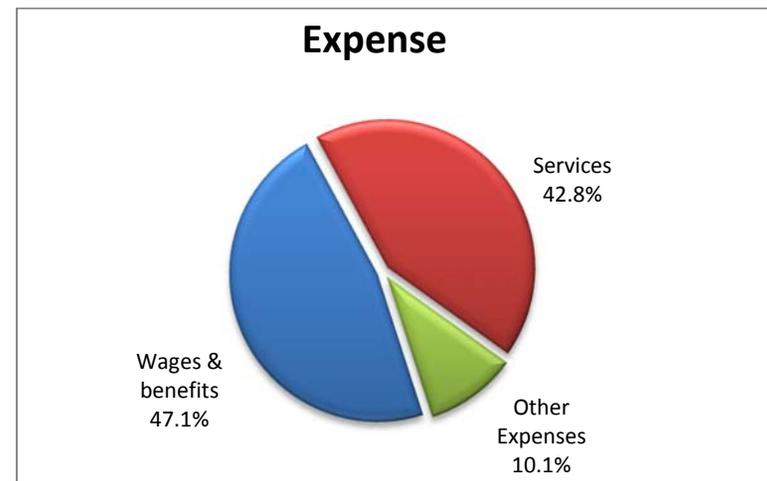
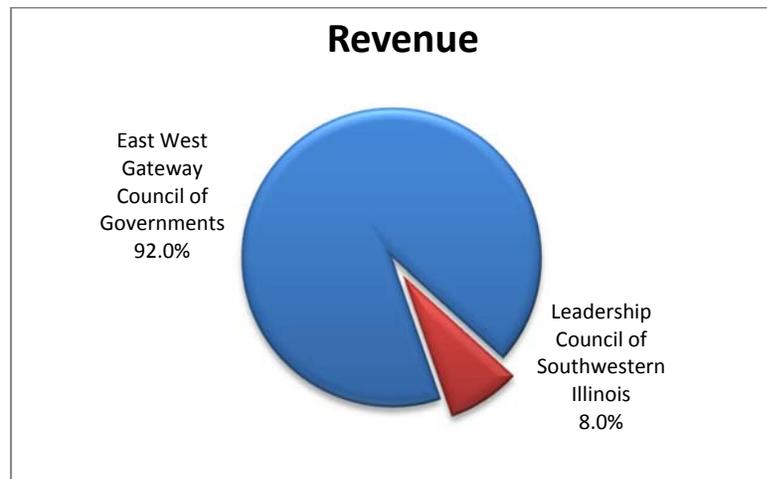
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# St. Louis Regional Freightway

Nine Months Ended March 31, 2016

**Loss before depreciation** for the St. Louis Regional Freightway for the nine months ended March 31, 2016 was \$27,320. This is unfavorable to budget by \$152,411.

**Revenue** of \$312,763 is less than budget by \$24,737 or 7.3%. Partnership Revenue Fees are from the Leadership Council of Southwestern Illinois and the East-West Gateway Council of Governments.



**Wages and benefits** are favorable to budget by \$17,699 or 10.0%.

**Services** are \$115,605 unfavorable to budget due to higher consulting expenses.

**Other expenses** are unfavorable to budget by \$31,780 due to greater than budgeted travel and meeting expense and incurred non-budgeted advertising expense.

**St. Louis Regional Freightway**  
**Quarterly Statement of Net Position**  
**March 31, 2016**  
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
<b>Assets</b>							
Current assets							
Cash	\$ 40,000	\$ -	\$ 40,000	n/a	\$ -	\$ 40,000	n/a
Accounts and notes receivable	137,763	167,469	(29,706)	(17.7)	-	137,763	n/a
Total current assets	177,763	167,469	10,294	6.1	-	177,763	n/a
Total assets	177,763	167,469	10,294	6.1	-	177,763	n/a
<b>Total</b>	<b>\$ 177,763</b>	<b>\$ 167,469</b>	<b>\$ 10,294</b>	<b>6.1</b>	<b>\$ -</b>	<b>\$ 177,763</b>	<b>n/a</b>

**St. Louis Regional Freightway  
Quarterly Statement of Net Position  
March 31, 2016  
(unaudited)**

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
<b>Liabilities</b>							
Current liabilities							
Interfund accounts payable	\$ 198,513	\$ 168,886	\$ 29,627	17.5	\$ -	\$ 198,513	n/a
Accrued expenses	5,300	5,300	-	-	-	5,300	n/a
Total current liabilities	203,813	174,186	29,627	17.0	-	203,813	n/a
Non-current liabilities							
Other post-employment benefits	1,270	1,068	202	18.9	-	1,270	n/a
Total non-current liabilities	1,270	1,068	202	18.9	-	1,270	n/a
Total liabilities	205,083	175,254	29,829	17.0	-	205,083	n/a
<b>Net Position</b>							
Net loss	(27,320)	(7,785)	(19,535)	(250.9)	-	(27,320)	n/a
Total net position	(27,320)	(7,785)	(19,535)	(250.9)	-	(27,320)	n/a
<b>Total</b>	<b>\$ 177,763</b>	<b>\$ 167,469</b>	<b>\$ 10,294</b>	<b>6.1</b>	<b>\$ -</b>	<b>\$ 177,763</b>	<b>n/a</b>

**St. Louis Regional Freightway**  
**Statement of Revenues, Expenses and Changes in Net Position**  
**For the Quarter Ended March 31, 2016**

(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
<b>Revenue</b>										
Partnership fees	\$ 120,295	\$ 112,500	\$ 7,795	6.9	\$ -	\$ 312,763	\$ 337,500	\$ (24,737)	(7.3)	\$ -
<b>Total revenue</b>	<u>120,295</u>	<u>112,500</u>	<u>7,795</u>	6.9	<u>-</u>	<u>312,763</u>	<u>337,500</u>	<u>(24,737)</u>	(7.3)	<u>-</u>
<b>Expense</b>										
Wages and benefits <sup>1</sup>	53,815	61,761	7,946	12.9	-	160,060	177,759	17,699	10.0	-
Services	73,103	10,000	(63,103)	(631.0)	-	145,605	30,000	(115,605)	(385.4)	-
Materials and supplies	-	375	375	100.0	-	13	1,125	1,112	98.8	-
Utilities	-	300	300	100.0	-	-	900	900	100.0	-
Other expenses	12,912	875	(12,037)	(1,375.7)	-	34,405	2,625	(31,780)	(1,210.7)	-
<b>Total expense</b>	<u>139,830</u>	<u>73,311</u>	<u>(66,519)</u>	(90.7)	<u>-</u>	<u>340,083</u>	<u>212,409</u>	<u>(127,674)</u>	(60.1)	<u>-</u>
<b>Income (loss) before depreciation</b>	<u>(19,535)</u>	<u>39,189</u>	<u>(58,724)</u>	(149.8)	<u>-</u>	<u>(27,320)</u>	<u>125,091</u>	<u>(152,411)</u>	(121.8)	<u>-</u>
<b>Net income (loss) before transfers</b>	<u>(19,535)</u>	<u>39,189</u>	<u>(58,724)</u>	(149.8)	<u>-</u>	<u>(27,320)</u>	<u>125,091</u>	<u>(152,411)</u>	(121.8)	<u>-</u>
<b>Net income (loss)</b>	<u>\$ (19,535)</u>	<u>\$ 39,189</u>	<u>\$ (58,724)</u>	(149.8)	<u>\$ -</u>	<u>\$ (27,320)</u>	<u>\$ 125,091</u>	<u>\$ (152,411)</u>	(121.8)	<u>\$ -</u>

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

**St. Louis Regional Freightway  
Detailed Schedule of Wages and Benefits  
For the Quarter Ended March 31, 2016**

(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
<b>Personnel expense</b>										
Wages	\$ 43,608	\$ 47,679	\$ 4,071	8.5	\$ -	\$ 131,215	\$ 137,601	\$ 6,386	4.6	\$ -
<b>Company paid benefits</b>										
<b>Payroll related taxes and insurance</b>										
FICA	3,249	3,647	398	10.9	-	9,190	10,526	1,336	12.7	-
Unemployment insurance	169	840	671	79.9	-	372	840	468	55.7	-
Worker's compensation insurance	-	144	144	100.0	-	-	440	440	100.0	-
<b>Health and welfare</b>										
Medical	4,037	4,335	298	6.9	-	11,585	13,002	1,417	10.9	-
Dental	90	116	26	22.4	-	269	347	78	22.5	-
Other post retiree medical	202	-	(202)	-	-	1,270	-	(1,270)	-	-
Life insurance / AD&D	44	28	(16)	(57.1)	-	133	85	(48)	(56.5)	-
Short and long term disability	237	45	(192)	(426.7)	-	475	136	(339)	(249.3)	-
FMLA administration expense	6	13	7	53.8	-	19	39	20	51.3	-
EAP expense	4	8	4	50.0	-	12	25	13	52.0	-
<b>Retirement</b>										
Pension expense	646	2,343	1,697	72.4	-	1,001	7,029	6,028	85.8	-
401 K contributions	1,523	2,563	1,040	40.6	-	4,519	7,689	3,170	41.2	-
<b>Total company paid benefits</b>	<u>10,207</u>	<u>14,082</u>	<u>3,875</u>	<u>27.5</u>	<u>-</u>	<u>28,845</u>	<u>40,158</u>	<u>11,313</u>	<u>28.2</u>	<u>-</u>
<b>Total wages and benefits</b>	<u>\$ 53,815</u>	<u>\$ 61,761</u>	<u>\$ 7,946</u>	<u>12.9</u>	<u>\$ -</u>	<u>\$ 160,060</u>	<u>\$ 177,759</u>	<u>\$ 17,699</u>	<u>10.0</u>	<u>\$ -</u>

**St. Louis Regional Freightway  
Cash Receipts and Disbursements Schedule  
For the Quarter Ended March 31, 2016  
(unaudited)**

<u>Description</u>	<u>Total</u>	<u>Operating Fund</u>
<b>Balance at January 1, 2016</b>		
<b>Cash &amp; Investments</b>	\$ -	\$ -
<b>Add:</b>		
Revenue receipts	125,153	125,153
<b>Total cash receipts</b>	125,153	125,153
Interfund transfers	-	-
<b>Less:</b>		
Cash disbursements	(85,153)	(85,153)
<b>Total cash disbursements</b>	(85,153)	(85,153)
<b>Balance at March 31, 2016</b>		
<b>Cash &amp; Investments</b>	<u>\$ 40,000</u>	<u>\$ 40,000</u>





BI-STATE DEVELOPMENT  
RESEARCH  
INSTITUTE

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# Bi-State Development Research Institute

## Nine Months Ended March 31, 2016

The Bi-State Development Research Institute is a 501(c)(3) non-profit corporation under the organizational umbrella of Bi-State Development. The Board of Commissioners granted approval to establish the Institute on March 28, 2014 and subsequently approved the organization's bylaws on May 23, 2014.

The Bi-State Development Research Institute was developed to focus on three primary goals:

- Focus on real estate acquisition and conveyance in support of Transit-Oriented Development ("TOD") and regional economic development; and
- Plan, study and evaluate regional land use, public policy, economic and community development and infrastructure investment, including, but not limited to transit activities; and
- Insure that the Institute is self-sustaining and able to fiscally support itself; that is serve as a conduit for charitable donations supporting Institute goals and specific community support, such as providing transit tickets for deserving youth and as a fund raising conduit for events.

**Income before depreciation** for the Research Institute for the nine months ended March 31, 2016 was \$39,477.

**Revenue** of \$39,805 is greater than budget by \$36,055, resulting from the receipt of a grant award.

**Services** are \$3,522 favorable to budget due to lower than anticipated legal expenses.

**Bi-State Development Research Institute**  
**Quarterly Statement of Net Position**  
**March 31, 2016**  
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
<b>Assets</b>							
Current assets							
Cash	\$ 39,195	\$ 44,374	\$ (5,179)	(11.7)	\$ 4,792	\$ 34,403	717.9
Total current assets	39,195	44,374	(5,179)	(11.7)	4,792	34,403	717.9
Total assets	39,195	44,374	(5,179)	(11.7)	4,792	34,403	717.9
<b>Total</b>	<u>\$ 39,195</u>	<u>\$ 44,374</u>	<u>\$ (5,179)</u>	(11.7)	<u>\$ 4,792</u>	<u>\$ 34,403</u>	717.9

**Bi-State Development Research Institute**  
**Quarterly Statement of Net Position**  
**March 31, 2016**  
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
<b>Liabilities</b>							
Current liabilities							
Accounts payable	\$ -	\$ 5,000	\$ (5,000)	(100.0)	\$ 5,000	\$ (5,000)	(100.0)
Total current liabilities	-	5,000	(5,000)	(100.0)	5,000	(5,000)	(100.0)
Total liabilities	-	5,000	(5,000)	(100.0)	5,000	(5,000)	(100.0)
<b>Net Position</b>							
Net position - unrestricted	(282)	(282)	-	-	-	(282)	n/a
Net income (loss)	39,477	39,656	(179)	(0.5)	(208)	39,685	n/a
Total net position	39,195	39,374	(179)	(0.5)	(208)	39,403	n/a
<b>Total</b>	<b>\$ 39,195</b>	<b>\$ 44,374</b>	<b>\$ (5,179)</b>	<b>(11.7)</b>	<b>\$ 4,792</b>	<b>\$ 34,403</b>	<b>717.9</b>

**Bi-State Development Research Institute**  
**Statement of Revenues, Expenses and Changes in Net Position**  
**For the Quarter Ended March 31, 2016**  
(unaudited)

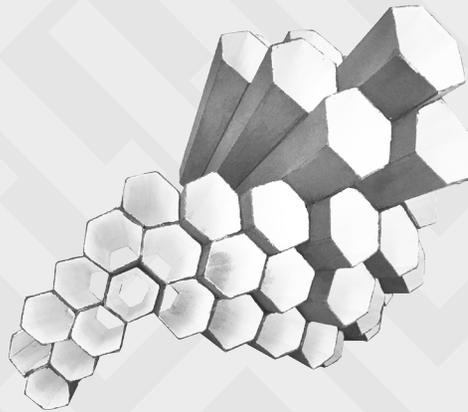
	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
<b>Revenue</b>										
Not for Profit Revenue	\$ -	\$ 1,250	\$ (1,250)	(100.0)	\$ -	\$ 39,805	\$ 3,750	\$ 36,055	961.5	\$ 900
<b>Total revenue</b>	<u>-</u>	<u>1,250</u>	<u>(1,250)</u>	<u>(100.0)</u>	<u>-</u>	<u>39,805</u>	<u>3,750</u>	<u>36,055</u>	<u>961.5</u>	<u>900</u>
<b>Expense</b>										
Services	79	1,250	1,171	93.7	161	228	3,750	3,522	93.9	186
Materials and supplies	-	-	-	-	(2)	-	-	-	-	72
Other expenses	100	-	(100)	-	-	100	-	(100)	-	850
<b>Total expense</b>	<u>179</u>	<u>1,250</u>	<u>1,071</u>	<u>85.7</u>	<u>159</u>	<u>328</u>	<u>3,750</u>	<u>3,422</u>	<u>91.3</u>	<u>1,108</u>
<b>Income (loss) before depreciation</b>	<u>(179)</u>	<u>-</u>	<u>(179)</u>	<u>-</u>	<u>(159)</u>	<u>39,477</u>	<u>-</u>	<u>39,477</u>	<u>-</u>	<u>(208)</u>
<b>Net income (loss)</b>	<u>\$ (179)</u>	<u>\$ -</u>	<u>\$ (179)</u>	<u>-</u>	<u>\$ (159)</u>	<u>\$ 39,477</u>	<u>\$ -</u>	<u>\$ 39,477</u>	<u>-</u>	<u>\$ (208)</u>

**Bi-State Development Research Institute  
Cash Receipts and Disbursements Schedule  
For the Quarter Ended March 31, 2016  
(unaudited)**

<u>Description</u>	<u>Total</u>	<u>Operating Fund</u>
<b>Balance at January 1, 2016</b>		
<b>Cash &amp; Investments</b>	\$ 44,374	\$ 44,374
<b>Add:</b>		
Receipts	-	-
<b>Total cash receipts</b>	<u>-</u>	<u>-</u>
Interfund transfers	-	-
<b>Less:</b>		
Bank charges	(79)	(79)
Cash disbursements	<u>(5,100)</u>	<u>(5,100)</u>
	(5,179)	(5,179)
<b>Balance at March 31, 2016</b>		
<b>Cash &amp; Investments</b>	<u>\$ 39,195</u>	<u>\$ 39,195</u>

**Bi-State Development Research Institute**  
**Statement of Cash Flows**  
**For the Nine Months Ended March 31, 2016**  
(unaudited)

<b>Cash flows from operating activities</b>		<b>Reconciliation of operating income to net cash used for operating activities</b>	
Receipts from awards/grants	\$ 39,805		
Payments to vendors	<u>(5,328)</u>	Operating income (loss)	<u>\$ 39,477</u>
<b>Net cash provided by (used in) operating activities</b>	<u>34,477</u>	<b>Adjustments to reconcile operating income (loss) to net cash provided by (used for) operating activities</b>	
<b>Cash flow from noncapital financing activities</b>		Change in assets and liabilities	
None noted.		Accounts and notes receivable	(5,000)
<b>Cash flow from capital and related financing activities</b>		Total adjustments	<u>(5,000)</u>
None noted.		<b>Net cash provided by (used for) operating activities</b>	<u>\$ 34,477</u>
<b>Cash flows from investing activities</b>		<b>Supplemental disclosure of cash flow information</b>	
None noted.		No disclosures.	
<b>Net increase (decrease) in cash and cash equivalents</b>	34,477		
<b>Cash and cash equivalents, beginning of year</b>	<u>4,718</u>		
<b>Cash and cash equivalents, year to date</b>	<u>\$ 39,195</u>		



Arts in Transit

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# Arts In Transit, Inc.

Nine Months Ended March 31, 2016

Arts In Transit, Inc. is a non-profit 501(c)(3). Its primary role is to establish and coordinate a collaboration of artists to design and build standalone artwork, which is integrated into the transit system.

**Income before depreciation** for Arts In Transit, Inc. for the nine months ended March 31, 2016 was \$23,509.

**Total revenue** includes the annual contribution of \$26,500 from the Regional Arts Commission and sales of MetroScapes posters. MetroScapes are original works of art created by ten St. Louis artists and showcases local art at Metro transit locations. The posters were reproduced in large-scale and featured at more than 200 MetroBus shelters in the St. Louis region.

**Service expenses** are \$3,379 and include expenses for an art bus painting project.

**Arts In Transit, Inc.**  
**Quarterly Statement of Net Position**  
**March 31, 2016**  
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
<b>Assets</b>							
Current assets							
Cash	\$ 25,770	\$ 26,699	\$ (929)	(3.5)	\$ 442	\$ 25,328	n/a
Total current assets	25,770	26,699	(929)	(3.5)	442	25,328	n/a
Total assets	25,770	26,699	(929)	(3.5)	442	25,328	n/a
<b>Total</b>	<u>\$ 25,770</u>	<u>\$ 26,699</u>	<u>\$ (929)</u>	<u>(3.5)</u>	<u>\$ 442</u>	<u>\$ 25,328</u>	<u>n/a</u>

**Arts In Transit, Inc.**  
**Quarterly Statement of Net Position**  
**March 31, 2016**  
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
<b>Net Position</b>							
Net position - unrestricted	\$ 2,261	\$ 2,261	\$ -	-	\$ -	\$ 2,261	n/a
Net income	23,509	24,438	(929)	(3.8)	442	23,067	n/a
Total net position	25,770	26,699	(929)	(3.5)	442	25,328	n/a
<b>Total</b>	\$ 25,770	\$ 26,699	\$ (929)	(3.5)	\$ 442	\$ 25,328	n/a

**Arts In Transit, Inc.**  
**Statement of Revenues, Expenses and Changes in Net Position**  
**For the Quarter Ended March 31, 2016**

(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
<b>Revenue</b>										
Not for Profit Revenue	\$ 88	\$ -	\$ 88	-	\$ 500	\$ 26,888	\$ -	\$ 26,888	-	\$ 500
<b>Total revenue</b>	<u>88</u>	<u>-</u>	<u>88</u>	<u>-</u>	<u>500</u>	<u>26,888</u>	<u>-</u>	<u>26,888</u>	<u>-</u>	<u>500</u>
<b>Expense</b>										
Services	1,017	-	(1,017)	-	40	3,379	-	(3,379)	-	40
Materials and supplies	-	-	-	-	18	-	-	-	-	18
<b>Total expense</b>	<u>1,017</u>	<u>-</u>	<u>(1,017)</u>	<u>-</u>	<u>58</u>	<u>3,379</u>	<u>-</u>	<u>(3,379)</u>	<u>-</u>	<u>58</u>
<b>Income (loss) before depreciation</b>	<u>(929)</u>	<u>-</u>	<u>(929)</u>	<u>-</u>	<u>442</u>	<u>23,509</u>	<u>-</u>	<u>23,509</u>	<u>-</u>	<u>442</u>
<b>Net income (loss)</b>	<u>\$ (929)</u>	<u>\$ -</u>	<u>\$ (929)</u>	<u>-</u>	<u>\$ 442</u>	<u>\$ 23,509</u>	<u>\$ -</u>	<u>\$ 23,509</u>	<u>-</u>	<u>\$ 442</u>

**Arts in Transit, Inc.**  
**Cash Receipts and Disbursements Schedule**  
**For the Quarter Ended March 31, 2016**  
(unaudited)

Description	Total	Operating Fund
<b>Balance at January 1, 2016</b>		
<b>Cash &amp; Investments</b>	\$ 26,699	\$ 26,699
<b>Add:</b>		
Receipts	88	88
<b>Total cash receipts</b>	88	88
Interfund transfers	-	-
<b>Less:</b>		
Bank charges	(17)	(17)
Cash disbursements	(1,000)	(1,000)
	(1,017)	(1,017)
<b>Balance at March 31, 2016</b>		
<b>Cash &amp; Investments</b>	\$ 25,770	\$ 25,770

**Arts in Transit, Inc.**  
**Statement of Cash Flows**  
**For the Nine Months Ended March 31, 2016**  
(unaudited)

<b>Cash flows from operating activities</b>		<b>Reconciliation of operating income to net cash used for operating activities</b>	
Receipts from contributions	\$ 30,888		
Payments to vendors	(7,574)		
Receipts (payments) from inter-fund activity	<u>(6,390)</u>	Operating income (loss)	<u>\$ 23,509</u>
<b>Net cash provided by (used in) operating activities</b>	<u>16,924</u>	<b>Adjustments to reconcile operating income (loss) to net cash provided by (used for) operating activities</b>	
<b>Cash flow from noncapital financing activities</b>		Change in assets and liabilities	
None noted.		Accounts and notes receivables	4,000
		Interfund accounts receivable	-
<b>Cash flow from capital and related financing activities</b>		Accounts payable	(4,195)
None noted.		Interfund accounts payable	<u>(6,390)</u>
		Total adjustments	<u>(6,585)</u>
<b>Cash flows from investing activities</b>		<b>Net cash provided by (used for) operating activities</b>	<u>\$ 16,924</u>
None noted.			
<b>Net increase (decrease) in cash and cash equivalents</b>	16,924	<b>Supplemental disclosure of cash flow information</b>	
<b>Cash and cash equivalents, beginning of year</b>	<u>8,846</u>	No disclosures.	
<b>Cash and cash equivalents, year to date</b>	<u>\$ 25,770</u>		



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# Health Self-Insurance Internal Service Fund

## Nine Months Ended March 31, 2016

Health and welfare benefits are a major expense for Bi-State Development (BSD). BSD has elected to establish an Internal Service Fund for this major expense category. An Internal Service Fund (ISF) is a proprietary fund used to account for goods or services provided by one department or agency to another department or agency on a cost-reimbursement basis.

The Health and Welfare Internal Service Fund will provide Management and the Board of Commissioners with greater visibility and enhanced financial reporting for Bi-State Development's \$30 million self-funded health and welfare insurance activities. The implementation of the ISF enhances the governance and oversight of the Agency's annual contribution and will provide a means to clearly see the true cost of the health insurance benefit covering the Agency's employees and retirees.

The ISF will be directly responsible for functions which were previously in different divisions of BSD. This will improve coordination and effort. The Vice President in charge of the ISF will be responsible for the Benefits Department and the Wellness Department.

Revenue for the ISF is generated from other BSD operational units for services provided and from participant contributions. Expense includes staff compensation and other general operating expenses to operate the fund and claims paid expense.

**Income before depreciation** for the Internal Service Fund for the nine months ended March 31, 2016 was \$1.5 million.

**Revenue** of \$24.6 million is \$1.2 million greater than budget and includes \$19.3 million in employer contributions and \$5.3 million in employee/participant contributions.

**Expense** of \$23.2 million is 1.5% favorable to budget.

General operating expenses include wages and benefits, services, material and supplies, utilities and other are \$0.8 million compared to a budget of \$1.1 million.

Medical and dental claims paid are \$15.6 million compared to a budget of \$17.4 million. Prescription claims paid are \$5.3 million compared to \$4.9 million budgeted. Fees and other administrative expenses accounted for \$1.5 million of expense.

**Bi-State Development Agency of the  
Missouri-Illinois Metropolitan District  
Health Self-Insurance  
Internal Service Fund  
Quarterly Statement of Net Position  
March 31, 2016  
(unaudited)**

	Current			
	Current Period	Prior Period	Dollar Change	Percent Change
<b>Assets</b>				
Current assets				
Cash and Cash Equivalents	\$ 3,628,814	\$ 5,290,462	\$ (1,661,648)	(31.4)
Accounts and notes receivable	18,406	18,406	-	-
Interfund accounts receivable	512,129	504,251	7,878	1.6
Total current assets	<u>4,159,349</u>	<u>5,813,119</u>	<u>(1,653,770)</u>	(28.4)
Total assets	<u>4,159,349</u>	<u>5,813,119</u>	<u>(1,653,770)</u>	(28.4)
<b>Total</b>	<u>\$ 4,159,349</u>	<u>\$ 5,813,119</u>	<u>\$ (1,653,770)</u>	(28.4)

**Bi-State Development Agency of the  
Missouri-Illinois Metropolitan District  
Health Self-Insurance  
Internal Service Fund  
Quarterly Statement of Net Position  
March 31, 2016  
(unaudited)**

	Current			
	Current Period	Prior Period	Dollar Change	Percent Change
<b>Liabilities</b>				
Current liabilities				
Accounts payable	\$ -	\$ 2,000,000	\$ (2,000,000)	(100.0)
Interfund accounts payable	358,148	1,010,373	(652,225)	(64.6)
Accrued expenses	50,800	50,800	-	-
Total current liabilities	<u>408,948</u>	<u>3,061,173</u>	<u>(2,652,225)</u>	<u>(86.6)</u>
Current liab payable from restricted assets				
Medical self-insurance liability	<u>2,255,254</u>	<u>2,255,254</u>	<u>-</u>	<u>-</u>
Total current liabilities payable from restricted assets	<u>2,255,254</u>	<u>2,255,254</u>	<u>-</u>	<u>-</u>
Total current liabilities	<u>2,664,202</u>	<u>5,316,427</u>	<u>(2,652,225)</u>	<u>(49.9)</u>
Non-current liabilities				
Other post-employment benefits	<u>3,890</u>	<u>3,264</u>	<u>626</u>	<u>19.2</u>
Total non-current liabilities	<u>3,890</u>	<u>3,264</u>	<u>626</u>	<u>19.2</u>
Total liabilities	<u>2,668,092</u>	<u>5,319,691</u>	<u>(2,651,599)</u>	<u>(49.8)</u>
<b>Net Position</b>				
Net income	<u>1,491,257</u>	<u>493,428</u>	<u>997,829</u>	<u>202.2</u>
Total net position	<u>1,491,257</u>	<u>493,428</u>	<u>997,829</u>	<u>202.2</u>
<b>Total</b>	<u>\$ 4,159,349</u>	<u>\$ 5,813,119</u>	<u>\$ (1,653,770)</u>	<u>(28.4)</u>

**Bi-State Development Agency of the  
Missouri-Illinois Metropolitan District  
Health Self-Insurance  
Internal Service Fund  
Statement of Revenues, Expenses and Changes in Net Position  
For the Quarter Ended March 31, 2016  
(unaudited)**

	<u>Current</u>	<u>Year to Date</u>
	<u>Actual</u>	<u>Actual</u>
<b>Revenue</b>		
Employee medical contributions	\$ 1,804,178	\$ 4,929,321
Employee dental contributions	120,573	347,153
Employee gym membership	1,834	3,506
Bi-State Dev medical contributions	6,697,084	19,044,791
Bi-State Dev dental contributions	151,172	437,003
Bi-State Dev EAP	7,558	28,333
Healthy Savings Plan	<u>(48,402)</u>	<u>(145,300)</u>
<b>Total revenue</b>	<u>8,733,997</u>	<u>24,644,807</u>
<b>Expense</b>		
Wages and benefits	216,266	658,607
Services	(4,981)	104,876
Materials and supplies	1,375	5,239
Utilities	1,245	2,307
Other expenses	35	12,598
Medical claims paid	5,972,067	16,676,373
Contra medical	(483,682)	(1,775,305)
Dental claims paid	226,966	660,034
Medical TPA fees	237,141	895,807
Prescription (RX) claims/admin fees	2,226,708	5,284,107
Medical stop loss	78,567	249,773
Medicare C+ and Part D program	(789,548)	-
Other administrative and third party fees	<u>54,009</u>	<u>379,134</u>
<b>Total expense</b>	<u>7,736,168</u>	<u>23,153,550</u>
<b>Income (loss) before depreciation</b>	<u>997,829</u>	<u>1,491,257</u>
<b>Net income (loss)</b>	<u>\$ 997,829</u>	<u>\$ 1,491,257</u>

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

**Bi-State Development Agency of the  
Missouri-Illinois Metropolitan District  
Health Self-Insurance  
Internal Service Fund  
Detailed Schedule of Wages and Benefits  
For the Quarter Ended March 31, 2016  
(unaudited)**

	<u>Current</u>	<u>Year to Date</u>
	<u>Actual</u>	<u>Actual</u>
<b>Personnel expense</b>		
Wages	\$ 166,365	\$ 515,778
<b>Company paid benefits</b>		
<b>Payroll related taxes and insurance</b>		
FICA	12,660	33,570
Unemployment insurance	1,303	1,709
<b>Health and welfare</b>		
Medical	13,851	41,720
Dental	543	1,647
Other Post Retiree Medical	436	3,700
Life Insurance / AD&D	194	547
Short and Long Term Disability	1,199	3,221
FMLA administration expense	53	156
EAP expense	34	97
<b>Retirement</b>		
Pension expense	13,047	39,483
401 K contributions	6,581	16,979
<b>Total company paid benefits</b>	<u>49,901</u>	<u>142,829</u>
<b>Total wages and benefits</b>	<u>\$ 216,266</u>	<u>\$ 658,607</u>

**Health Self-Insurance Internal Service Fund  
Cash Receipts and Disbursements Schedule  
For the Quarter Ended March 31, 2016  
(unaudited)**

<u>Description</u>	<u>Total</u>	<u>Health and Welfare</u>	<u>Medical HRA</u>	<u>Medical Self Insurance</u>	<u>Medical RRA</u>
<b>Balance at January 1, 2016</b>					
Cash & investments	\$ 3,290,462	\$ 3,181,194	\$ 50,370	\$ 43,469	\$ 15,429
<b>Add:</b>					
Receipts	13,800,829	7,871,582	186,143	5,695,281	47,823
<b>Total cash receipts</b>	<u>13,800,829</u>	<u>7,871,582</u>	<u>186,143</u>	<u>5,695,281</u>	<u>47,823</u>
Interfund transfers	-	-	-	-	-
<b>Less:</b>					
Cash disbursements	<u>(13,462,477)</u>	<u>(7,465,164)</u>	<u>(186,143)</u>	<u>(5,763,347)</u>	<u>(47,823)</u>
<b>Balance at March 31, 2016</b>					
Cash & investments	<u>\$ 3,628,814</u>	<u>\$ 3,587,612</u>	<u>\$ 50,370</u>	<u>\$ (24,597)</u>	<u>\$ 15,429</u>

**Health Self-Insurance Internal Service Fund**  
**Statement of Cash Flows**  
**For the Nine Months Ended March 31, 2016**  
(unaudited)

**Cash flows from operating activities**

Receipts from interfund services provided	\$ 24,626,400
Payments to employees	(603,917)
Payments to vendors	(125,018)
Payments for self-insurance	(20,114,670)
Receipts (payments) from interfund activity	<u>(153,981)</u>
<b>Net cash provided by (used in) operating activities</b>	<u>3,628,814</u>

**Cash flows from noncapital financing activities**

None noted.

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

None noted.

**Cash flows from investing activities**

None noted.

**Net increase (decrease) in cash** 3,628,814

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

**Cash and cash equivalents, year to date** \$ 3,628,814

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

Operating income (loss) \$ 1,491,257

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

Change in assets and liabilities	
Accounts and notes receivable	(18,406)
Interfund accounts receivable	(512,129)
Accrued expenses	50,800
Interfund accounts payable	358,148
Other post employment benefits liability	3,890
Self-insurance liability	<u>2,255,254</u>

Total adjustments 2,137,557

**Net cash provided by (used for) operating activities** \$ 3,628,814

**Supplemental disclosure of cash flow information**

No disclosures.



Staffing Level Report.....87

**BI-STATE DEVELOPMENT  
STAFFING LEVEL REPORT  
March 2016**

	EMPLOYEES AT END OF MONTH			CURRENT MONTH	BUDGETED POSITIONS	VARIANCE	PERCENT VARIANCE
	PRIOR MONTH	ADDED	DELETED				
A.T.U. Maintenance & Operations:							
Light Rail Vehicle Operators	109	2	(4)	107	102	5	4.9%
PT Bus Operators	97	27	(34)	90	86	4	4.7%
Bus Operators	801	33	(6)	828	792	36	4.5%
Van Operators	207	0	(1)	206	200	6	3.0%
Vehicle Maintenance	263	7	(2)	268	286	(18)	-6.3%
MetroBus Support Services and Facility Maintenance	22	0	0	22	24	(2)	-8.3%
Maintenance of Way	51	1	0	52	53	(1)	-1.9%
Revenue	13	0	0	13	13	0	0.0%
Materials Management	27	0	0	27	27	0	0.0%
<b>SUBTOTAL A.T.U. Maintenance &amp; Operations</b>	<b>1,590</b>	<b>70</b>	<b>(47)</b>	<b>1,613</b>	<b>1,583</b>	<b>30</b>	<b>1.9%</b>
Other:							
A.T.U. Clerical Unit	51	0	0	51	52	(1)	-1.9%
I.B.E.W.	63	0	0	63	66	(3)	-4.5%
Salaried	462	6	(5)	463	498	(35)	-7.0%
<b>SUBTOTAL Other</b>	<b>576</b>	<b>6</b>	<b>(5)</b>	<b>577</b>	<b>616</b>	<b>(39)</b>	<b>-6.3%</b>
<b>TOTAL</b>	<b>2,166</b>	<b>76</b>	<b>(52)</b>	<b>2,190</b>	<b>2,199</b>	<b>(9)</b>	<b>-0.4%</b>
<b>ARCH</b>							
Salaried:	11	1	0	12	12	0	0.0%
Hourly:*	78	30	(7)	101	84	17	20.2%
<b>TOTAL ARCH</b>	<b>89</b>	<b>31</b>	<b>(7)</b>	<b>113</b>	<b>96</b>	<b>17</b>	<b>17.7%</b>
<b>AIRPORT</b>	<b>11</b>	<b>0</b>	<b>0</b>	<b>11</b>	<b>11</b>	<b>0</b>	<b>0.0%</b>
<b>RIVERBOAT CRUISES</b>							
Salaried:	11	0	0	11	12	(1)	-8.3%
Hourly:*	38	8	0	46	49	(3)	-6.1%
<b>TOTAL RIVERBOAT CRUISES</b>	<b>49</b>	<b>8</b>	<b>0</b>	<b>57</b>	<b>61</b>	<b>(4)</b>	<b>-6.6%</b>
<b>EXECUTIVE OFFICE</b>	<b>26</b>	<b>0</b>	<b>0</b>	<b>26</b>	<b>27</b>	<b>(1)</b>	<b>-3.7%</b>
<b>GRAND TOTAL</b>	<b>2,341</b>	<b>115</b>	<b>(59)</b>	<b>2,397</b>	<b>2,394</b>	<b>3</b>	<b>0.1%</b>

Does not include Security Officers, Interns or Temporary Employees

\*Includes PT and Seasonal - Actual depends on availability

4/15/2016



211 NORTH BROADWAY SUITE 700 | ST. LOUIS, MO 63102

**FINANCE@BISTATEDEV.ORG**

BU150094

**Open Session Item**

**14**

FISCAL YEAR 2016  
**PERFORMANCE  
INDICATORS**

**Third Quarter**  
Ending March 31, 2016



**BI·STATE  
DEVELOPMENT**



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## EXECUTIVE SUMMARY

### METRO

#### **SERVICE CHANGES AND FARE INCREASES**

With the opening of the new North County Transit Center (NCTC) in March 2016, changes to MetroBus service routes were made that impacted nearly 50 bus routes. These changes were implemented to improve MetroBus on-time performance and connections to MetroLink. Service change highlights include nine new MetroBus routes servicing the NCTC, expanded downtown trolley routes and service to St. Louis Community College - Wildwood Campus. In FY 2015, Metro increased fares affecting the price of MetroLink base and reduced fares and weekly, monthly and university semester passes. The cost of the MetroLink base fare increased 25¢ to \$2.50; weekly passes increased \$1 to \$27; monthly passes increased \$6 to \$78 and the university semester pass increased \$25 to \$175. There was no fare increase in FY 2016.

#### **REVENUES AND EXPENSES**

Passenger revenue of \$36.7 million is 8.1% less than prior year as a result of lower ridership. Operating expenses are 2.8% greater than prior year and 7.9% below budget. Expenses are greater than prior year primarily due to higher wage and benefit costs, revenue equipment parts expense and self-insured casualty losses. The favorable variance to budget is related to wages and benefits, fuel, utilities and material and supplies' tickets and passes.

#### **RIDERSHIP AND OTHER CUSTOMER MEASURES**

Passenger boardings for FY 2016 decreased 5.4% when compared to the prior year. By mode, the decrease was MetroBus 5.2%, MetroLink 5.7% and Call-A-Ride 0.4%. Ridership on Metrobus and Metrolink was down due to lower fuel prices and employment shift away from Metro's core service area. System passenger injuries per 100,000 boardings is 1.6 compared to 1.4 last year.

#### **BUSINESS MEASURES**

The average fare for FY 2016 is \$1.07, compared to \$1.11 for the budget and prior year. Farebox recovery is lower than the prior year primarily due to lower passenger revenue. Operating expense per revenue hour increased 2.1% compared to the prior year, while remaining below budget. Operating expense per passenger boarding increased 8.6% to \$5.90, when compared to the prior year. The increase over prior year was due to higher operating expenses and lower ridership.

#### **OPERATING MEASURES**

In FY 2016, vehicle accidents per 100,000 vehicle miles is 1.7, which is the same as prior year and below budget by 0.2. Unscheduled absenteeism is 3.6%, against a prior year of 3.4%. 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 \$326,584 primarily as a result of expenses being lower than budget. The lower than budgeted expenses are due to unfilled positions and the timing of legal, auditing and consulting fees. Other expenses are favorable due to the timing of dues and subscriptions and travel, training and meetings expense.

### **GATEWAY ARCH**

Arch tram ridership was 4.7% unfavorable to budget and 16.7% unfavorable to prior year actual. Ticket sales are down compared to prior year due to the on-going CityArchRiver construction project. Income before depreciation of \$1,529,447 is greater than budget due to returned funds from the National Park Service.

### **ST. LOUIS DOWNTOWN AIRPORT**

Operating expenses grew at a higher rate than revenues causing a loss before depreciation for the airport of \$15,424 greater than budgeted. Revenue was favorable to budget by 4.2%. Airport activity varies because of the economy, special events and weather conditions. Aircraft movements increased 13.5% from last year while the gallons of fuel sold increased 6.8% and the average number of aircraft based at the airport increased 1.8% compared to last year.

### **RIVERFRONT ATTRACTIONS**

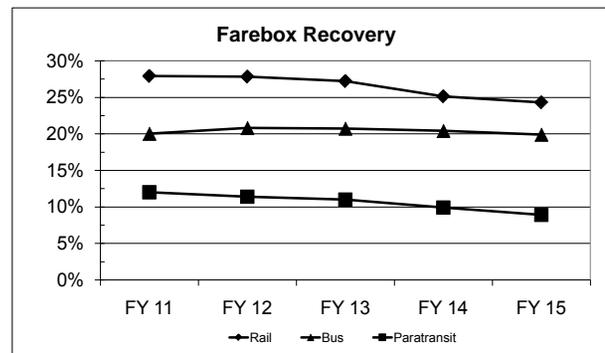
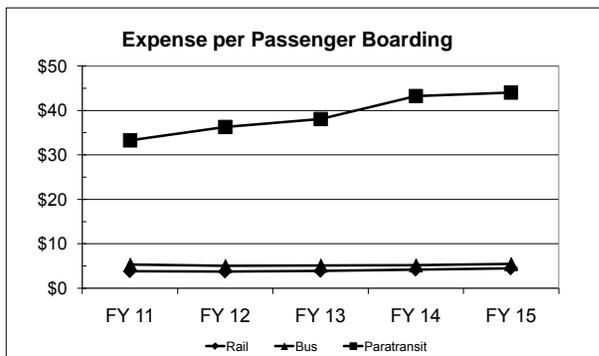
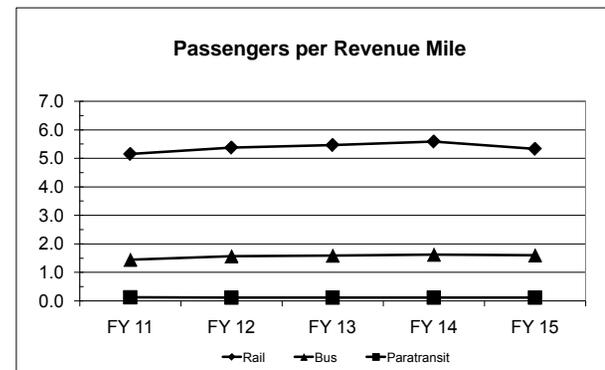
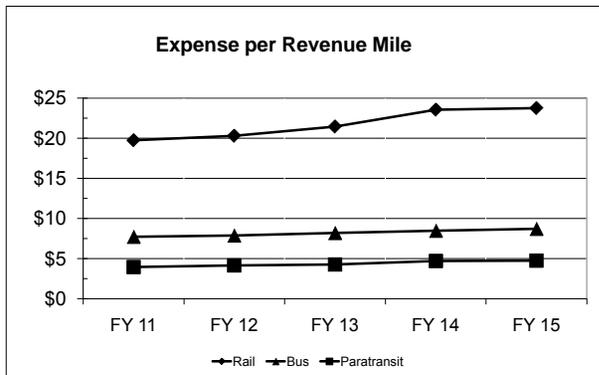
Riverboat passengers for the nine months ended March 31, 2016 were 33.0% lower than budget but 2.4% greater than FY 2015. There were 5.0% more cruises than FY 2015, but 205 less than budget due to 30 cruising days lost due to flooding. The lost cruising days occurred during our busy peak summer season. The fewer number of cruises resulted in expenses being under budget 15.9%.

### **ST. LOUIS REGIONAL FREIGHTWAY**

Loss before depreciation for the nine months ended March 31, 2016 was \$27,320. This is unfavorable to budget by \$152,411. Revenue is \$24,737 or 7.3% less than budget. Expenses are 60.1% greater than budget due to consulting, advertising and lease and rent expense.

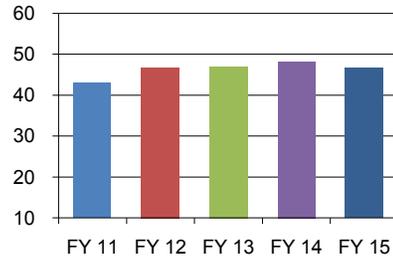


## ANNUAL TRANSIT PERFORMANCE

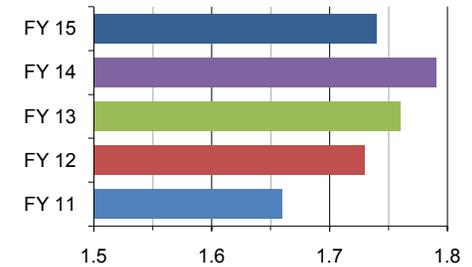


## Metro System Profile

Annual Ridership (in millions)



Annual Passengers per Revenue Mile

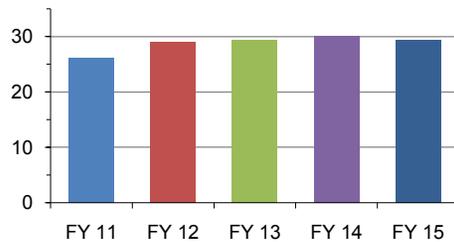


### Nine Months Ended March 31, 2016

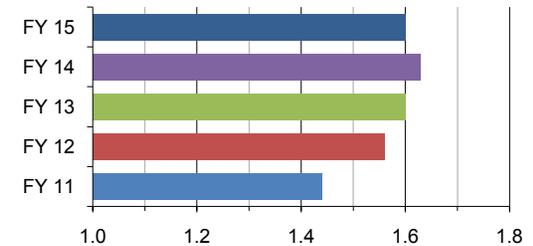
Goal	FY 2016	FY 2015	Change		FY 2014	FY 2013	FY 2012
				<b>Customer Measures</b>			
152,857	139,201	147,490	-5.6%	Average Weekday Ridership	150,489	149,480	135,090
36,411,479	33,288,875	35,175,038	-5.4%	Passenger Boardings	35,769,460	35,183,594	34,737,040
1.0	1.6	1.4	16.8%	Passenger Injuries per 100,000 Boardings	1.3	1.5	1.2
10.0	13.6	11.6	17.3%	Customer Complaints per 100,000 Boardings	10.9	14.8	13.7
				<b>Business Measures</b>			
\$1.11	\$1.07	\$1.11	-3.0%	Average Fare (Includes Fixed & Special)	\$1.07	\$1.08	\$1.05
19.5%	18.2%	20.4%	-10.7%	Farebox Recovery	20.2%	21.4%	21.5%
\$155.94	\$144.91	\$141.91	2.1%	Operating Expense per Revenue Hour	\$140.14	\$132.27	\$126.04
\$5.87	\$5.90	\$5.43	8.6%	Operating Expense per Passenger Boarding	\$5.30	\$5.06	\$4.90
\$4.35	\$4.59	\$4.09	12.2%	Subsidy per Passenger Boarding	\$4.03	\$3.78	\$3.63
				<b>Operating Measures</b>			
1.9	1.7	1.7	2.0%	Vehicle Accidents per 100,000 Vehicle Miles	1.5	1.6	1.5
3.0%	3.6%	3.4%	5.9%	Unscheduled Absenteeism	3.2%	3.1%	3.5%
1.78	1.65	1.75	-5.5%	Passenger Boardings per Revenue Mile	1.77	1.75	1.72
26.51	24.56	26.12	-6.0%	Passenger Boardings per Revenue Hour	26.42	26.15	25.75

## MetroBus Profile

**Annual Ridership (in millions)**



**Annual Passengers per Revenue Mile**

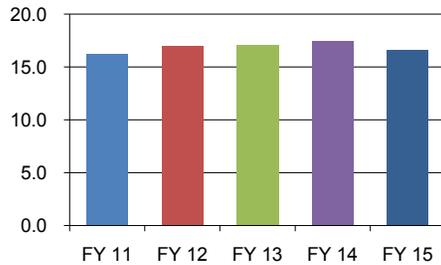


### Nine Months Ended March 31, 2016

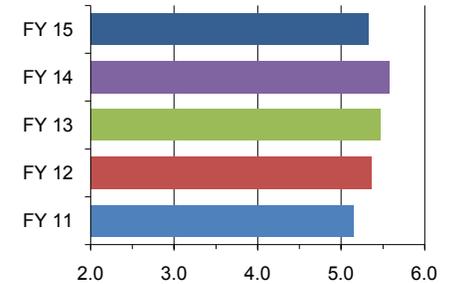
Goal	FY 2016	FY 2015	Change		FY 2014	FY 2013	FY 2012
				<b><u>Customer Measures</u></b>			
97,032	88,945	94,326	-5.7%	Average Weekday Ridership	95,255	94,821	83,591
22,898,820	21,115,622	22,284,905	-5.2%	Passenger Boardings	22,449,648	22,131,694	21,698,603
1.2	2.1	1.8	18.9%	Passenger Injuries per 100,000 Boardings	1.6	1.9	1.5
15.0	12.0	13.2	-9.6%	Customer Complaints per 100,000 Boardings	11.1	16.4	14.6
				<b><u>Business Measures</u></b>			
\$1.10	\$1.06	\$1.09	-3.2%	Average Fare (Fixed and Special)	\$1.06	\$1.07	\$1.05
19.0%	18.9%	20.5%	-8.0%	Farebox Recovery	20.4%	21.0%	21.0%
\$128.81	\$115.45	\$116.60	-1.0%	Operating Expense per Revenue Hour	\$114.52	\$111.04	\$106.09
\$5.81	\$5.62	\$5.33	5.4%	Operating Expense per Passenger Boarding	\$5.20	\$5.09	\$4.99
				<b><u>Operating Measures</u></b>			
2.30	2.44	2.29	6.5%	Vehicle Accidents per 100,000 Vehicle Miles	2.20	2.22	1.83
91.0%	93.0%	92.1%	1.0%	On-Time Performance	91.4%	92.6%	91.2%
1.62	1.53	1.62	-5.4%	Passenger Boardings per Revenue Mile	1.62	1.60	1.55
22.01	20.54	21.87	-6.1%	Passenger Boardings per Revenue Hour	22.01	21.82	21.27
99.9%	99.9%	99.8%	0.0%	Percent of Trips Completed	99.8%	99.9%	99.9%
22,000	20,705	18,119	14.3%	Revenue Miles Between Roadcalls	20,902	22,481	20,470

## MetroLink Profile

Annual Ridership (in millions)



Annual Passengers per Revenue Mile

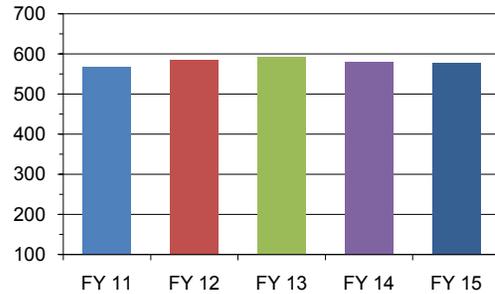


### Nine Months Ended March 31, 2016

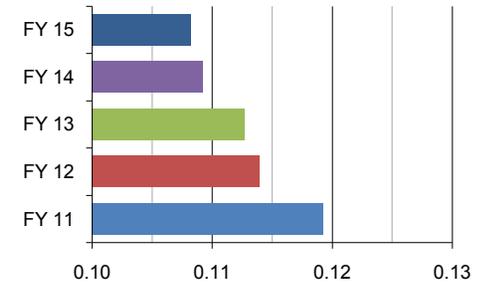
Goal	FY 2016	FY 2015	Change		FY 2014	FY 2013	FY 2012
				<b><u>Customer Measures</u></b>			
53,841	48,328	51,214	-5.6%	Average Weekday Ridership	53,262	52,641	49,521
13,073,440	11,743,242	12,458,498	-5.7%	Passenger Boardings	12,884,942	12,609,351	12,602,637
0.6	0.4	0.6	-32.6%	Passenger Injuries per 100,000 Boardings	0.5	0.5	0.3
1.8	2.6	1.3	100.5%	Customer Complaints per 100,000 Boardings	1.5	1.5	1.0
				<b><u>Business Measures</u></b>			
\$1.10	\$1.06	\$1.09	-3.2%	Average Fare (Fixed and Special)	\$1.06	\$1.07	\$1.05
23.7%	21.2%	25.3%	-16.2%	Farebox Recovery	25.2%	27.9%	28.6%
\$596.37	\$586.02	\$540.67	8.4%	Operating Expense per Revenue Hour	\$543.64	\$488.51	\$463.40
\$4.65	\$4.97	\$4.32	15.2%	Operating Expense per Passenger Boarding	\$4.22	\$3.84	\$3.66
				<b><u>Operating Measures</u></b>			
0.10	0.06	0.08	-24.9%	Vehicle Accidents per 100,000 Vehicle Miles	0.06	0.00	0.00
98.0%	97.4%	97.7%	-0.3%	On-Time Performance	96.6%	97.7%	98.5%
5.47	5.01	5.31	-5.7%	Passenger Boardings per Revenue Mile	5.48	5.38	5.30
129.05	117.92	125.29	-5.9%	Passenger Boardings per Revenue Hour	128.97	127.11	126.55
30,000	32,775	40,077	-18.2%	Vehicle Miles between Failures	24,860	33,246	43,664

## Call-A-Ride Profile

Annual Ridership (in thousands)



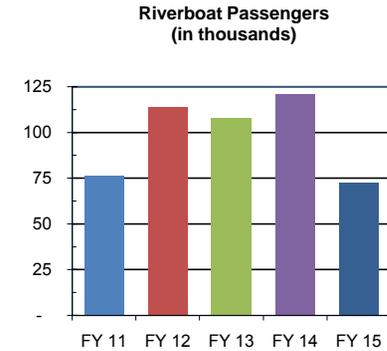
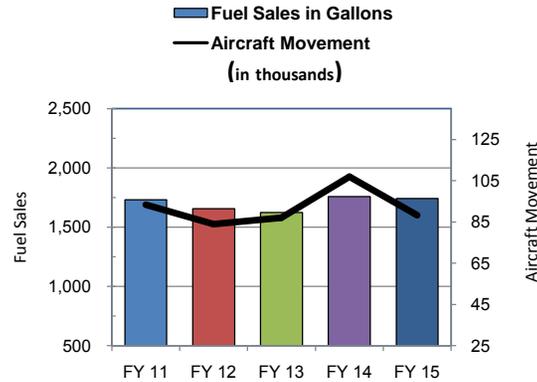
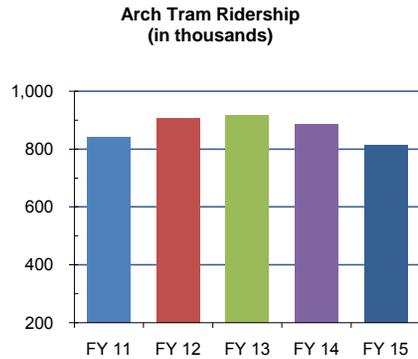
Annual Passengers per Revenue Mile



### Nine Months Ended March 31, 2016

Goal	FY 2016	FY 2015	Change		FY 2014	FY 2013	FY 2012
				<b>Customer Measures</b>			
1,984	1,928	1,950	-1.2%	Average Weekday Ridership	1,973	2,018	1,978
439,219	430,011	431,635	-0.4%	Passenger Boardings	434,870	442,549	435,800
5.0	12.3	5.6	121.7%	Passenger Injuries per 100,000 Boardings	8.0	6.8	6.4
15.0	24.4	24.6	-0.6%	Customer Complaints per 100,000 Boardings	18.9	12.7	12.8
				<b>Business Measures</b>			
\$1.94	\$2.22	\$2.18	1.7%	Average Fare	\$1.92	\$1.85	\$1.67
9.9%	9.9%	10.7%	-7.0%	Farebox Recovery (excludes contractual)	9.9%	10.9%	11.3%
22.2%	20.4%	22.5%	-9.2%	Revenue Recovery (includes contractual)	23.1%	26.5%	29.5%
\$85.09	\$85.07	\$81.19	4.8%	Operating Expense per Revenue Hour	\$79.45	\$72.79	\$68.35
\$44.87	\$45.10	\$42.96	5.0%	Operating Expense per Passenger Boarding	\$42.70	\$38.16	\$35.99
				<b>Operating Measures</b>			
1.50	0.82	1.15	-28.8%	Vehicle Accidents per 100,000 Vehicle Miles	0.74	1.34	1.84
95.0%	92.1%	94.5%	-2.5%	On-Time Performance	93.1%	94.2%	95.3%
0.11	0.11	0.11	-0.7%	Passenger Boardings per Revenue Mile	0.11	0.11	0.11
1.89	1.89	1.89	0.0%	Passenger Boardings per Revenue Hour	1.86	1.91	1.90
50,000	38,439	33,501	14.7%	Revenue Miles between Maintenance Failure	50,103	42,561	51,714

## Bi-State Development Enterprises



### Nine Months Ended March 31, 2016

Goal	FY 2016	FY 2015	Change		FY 2014	FY 2013	FY 2012
				<b>Gateway Arch</b>			
(\$29,919)	\$1,529,447	(\$6,210,789)	124.6%	Income (Loss) Before Depreciation	\$1,192,196	\$2,525,475	\$873,933
485,588	462,780	555,271	-16.7%	Tram Ridership	594,156	627,843	614,438
				<b>Riverfront Attractions</b>			
\$47,163	(\$223,574)	(\$382,265)	41.5%	Income (Loss) Before Depreciation	\$37,087	(\$21,498)	(\$78,446)
67,860	45,499	44,441	2.4%	Passengers	84,611	74,436	64,318
606	401	382	5.0%	Cruises	631	723	663
179	149	130	14.6%	Days of Operation	175	187	172
				<b>St. Louis Downtown Airport</b>			
(\$31,462)	(\$46,886)	\$19,927	-335.3%	Income (Loss) Before Depreciation	\$256,252	\$443,746	\$186,240
1,330,223	1,372,430	1,285,097	6.8%	Fuel Sales (gallons)	1,293,914	1,184,442	1,216,050
67,500	73,234	64,523	13.5%	Aircraft Movements	77,003	61,017	62,181
320	328	322	1.8%	Average Based Aircraft	323	319	328
				<b>Executive Services</b>			
(\$175,952)	\$150,632	\$742,130	-79.7%	Income (Loss) Before Depreciation	\$437,436	\$947,865	\$149,811
				<b>Regional Freight District</b>			
\$125,091	(\$27,320)	n/a	n/a	Income (Loss) Before Depreciation	n/a	n/a	n/a

## Average Weekday Ridership

Period	MetroBus			MetroLink			Call-A-Ride			System		
	FY 2016	FY 2015	Change	FY 2016	FY 2015	Change	FY 2016	FY 2015	Change	FY 2016	FY 2015	Change
1st Qtr YTD	93,722	100,687	-6.9%	52,865	56,877	-7.1%	1,949	1,948	0.1%	148,536	159,512	-6.9%
2nd Qtr YTD	92,135	97,868	-5.9%	50,217	53,367	-5.9%	1,925	1,928	-0.2%	144,277	153,164	-5.8%
3rd Qtr YTD	88,945	94,326	-5.7%	48,328	51,214	-5.6%	1,928	1,950	-1.2%	139,201	147,490	-5.6%
Full year	-	93,284	-	-	51,442	-	-	1,957	-	-	146,682	-

July	88,084	96,481	-8.7%	51,382	56,267	-8.7%	1,940	1,903	1.9%	141,406	154,651	-8.6%
August	94,249	99,160	-5.0%	51,481	55,674	-7.5%	1,983	1,988	-0.3%	147,713	156,822	-5.8%
September	98,832	106,420	-7.1%	55,731	58,690	-5.0%	1,925	1,952	-1.4%	156,488	167,062	-6.3%
October	96,538	103,809	-7.0%	50,371	55,874	-9.8%	2,001	2,026	-1.2%	148,910	161,709	-7.9%
November	90,193	93,086	-3.1%	47,165	47,498	-0.7%	1,881	1,878	0.2%	139,239	142,462	-2.3%
December	84,914	88,254	-3.8%	45,172	46,200	-2.2%	1,818	1,822	-0.2%	131,904	136,276	-3.2%
January	81,748	87,201	-6.3%	44,336	46,033	-3.7%	1,883	1,921	-2.0%	127,967	135,155	-5.3%
February	83,666	85,957	-2.7%	44,756	46,658	-4.1%	1,986	2,023	-1.8%	130,408	134,638	-3.1%
March	82,285	88,566	-7.1%	44,556	48,030	-7.2%	1,931	2,039	-5.3%	128,772	138,635	-7.1%
April	-	91,847	-	-	53,497	-	-	2,006	-	-	147,350	-
May	-	90,640	-	-	51,827	-	-	1,950	-	-	144,417	-
June	-	87,984	-	-	51,052	-	-	1,976	-	-	141,012	-

# Passenger Boardings

Period	MetroBus			MetroLink			Call-A-Ride			System		
	FY 2016	FY 2015	Change	FY 2016	FY 2015	Change	FY 2016	FY 2015	Change	FY 2016	FY 2015	Change
1st Qtr YTD	7,547,124	8,039,048	-6.1%	4,367,923	4,730,660	-7.6%	144,989	144,792	0.1%	12,060,036	12,914,500	-6.6%
2nd Qtr YTD	14,639,057	15,523,874	-5.7%	8,183,565	8,739,359	-6.4%	287,643	288,060	-0.1%	23,110,265	24,551,293	-5.9%
3rd Qtr YTD	21,115,622	22,284,905	-5.2%	11,743,242	12,458,498	-5.7%	430,011	431,635	-0.4%	33,288,875	35,175,038	-5.4%
Full year	-	29,439,358	-	-	16,637,447	-	-	577,134	-	-	46,653,939	-

July	2,435,625	2,614,885	-6.9%	1,482,226	1,618,750	-8.4%	49,535	48,491	2.2%	3,967,386	4,282,126	-7.4%
August	2,516,668	2,659,210	-5.4%	1,386,198	1,528,210	-9.3%	47,939	48,349	-0.8%	3,950,805	4,235,769	-6.7%
September	2,594,831	2,764,953	-6.2%	1,499,499	1,583,700	-5.3%	47,515	47,952	-0.9%	4,141,845	4,396,605	-5.8%
October	2,594,484	2,837,701	-8.6%	1,389,283	1,562,305	-11.1%	50,066	51,699	-3.2%	4,033,833	4,451,705	-9.4%
November	2,245,054	2,289,928	-2.0%	1,205,121	1,201,463	0.3%	45,271	44,002	2.9%	3,495,446	3,535,393	-1.1%
December	2,252,395	2,357,197	-4.4%	1,221,238	1,244,931	-1.9%	47,317	47,567	-0.5%	3,520,950	3,649,695	-3.5%
January	2,094,931	2,286,288	-8.4%	1,153,882	1,226,807	-5.9%	45,881	47,835	-4.1%	3,294,694	3,560,930	-7.5%
February	2,145,122	2,095,365	2.4%	1,181,298	1,159,299	1.9%	46,927	45,434	3.3%	3,373,347	3,300,098	2.2%
March	2,236,512	2,379,378	-6.0%	1,224,497	1,333,033	-8.1%	49,560	50,306	-1.5%	3,510,569	3,762,717	-6.7%
April	-	2,425,632	-	-	1,427,239	-	-	49,647	-	-	3,902,518	-
May	-	2,369,603	-	-	1,375,524	-	-	47,302	-	-	3,792,429	-
June	-	2,359,218	-	-	1,376,186	-	-	48,550	-	-	3,783,954	-

## Passengers by Jurisdiction

Period	MetroBus						MetroLink					
	Missouri			St. Clair			Missouri			St. Clair		
	FY 2016	FY 2015	Change	FY 2016	FY 2015	Change	FY 2016	FY 2015	Change	FY 2016	FY 2015	Change
1st Qtr YTD	6,712,288	7,152,041	-6.1%	834,836	887,007	-5.9%	3,555,037	3,841,877	-7.5%	812,886	888,783	-8.5%
2nd Qtr YTD	13,092,685	13,862,702	-5.6%	1,546,372	1,661,172	-6.9%	6,674,798	7,103,544	-6.0%	1,508,767	1,635,815	-7.8%
3rd Qtr YTD	18,923,479	19,955,638	-5.2%	2,192,143	2,329,267	-5.9%	9,578,393	10,136,357	-5.5%	2,164,849	2,322,141	-6.8%
Full year	-	26,334,282	-	-	3,105,076	-	-	13,535,457	-	-	3,101,990	-

Month	Missouri			St. Clair			Missouri			St. Clair		
	FY 2016	FY 2015	Change	FY 2016	FY 2015	Change	FY 2016	FY 2015	Change	FY 2016	FY 2015	Change
July	2,162,731	2,330,567	-7.2%	272,894	284,318	-4.0%	1,208,720	1,319,626	-8.4%	273,506	299,124	-8.6%
August	2,244,861	2,354,244	-4.6%	271,807	304,966	-10.9%	1,127,630	1,236,244	-8.8%	258,568	291,966	-11.4%
September	2,304,696	2,467,230	-6.6%	290,135	297,723	-2.5%	1,218,687	1,286,007	-5.2%	280,812	297,693	-5.7%
October	2,335,913	2,543,215	-8.2%	258,571	294,486	-12.2%	1,135,921	1,273,341	-10.8%	253,362	288,964	-12.3%
November	2,023,166	2,054,174	-1.5%	221,888	235,754	-5.9%	986,553	977,035	1.0%	218,568	224,428	-2.6%
December	2,021,318	2,113,272	-4.4%	231,077	243,925	-5.3%	997,287	1,011,291	-1.4%	223,951	233,640	-4.1%
January	1,886,900	2,055,213	-8.2%	208,031	231,075	-10.0%	942,470	996,050	-5.4%	211,412	230,757	-8.4%
February	1,930,819	1,892,071	2.0%	214,303	203,294	5.4%	959,132	944,413	1.6%	222,166	214,886	3.4%
March	2,013,075	2,145,652	-6.2%	223,437	233,726	-4.4%	1,001,993	1,092,350	-8.3%	222,504	240,683	-7.6%
April	-	2,171,437	-	-	254,195	-	-	1,165,179	-	-	262,060	-
May	-	2,106,188	-	-	263,415	-	-	1,113,838	-	-	261,686	-
June	-	2,101,019	-	-	258,199	-	-	1,120,083	-	-	256,103	-

# Passenger Revenue

Period	MetroBus			MetroLink			Call-A-Ride *			System		
	FY 2016	FY 2015	Change	FY 2016	FY 2015	Change	FY 2016	FY 2015	Change	FY 2016	FY 2015	Change
1st Qtr YTD	\$8,143,742	\$8,844,890	-7.9%	\$4,655,536	\$5,153,495	-9.7%	\$632,072	\$643,724	-1.8%	\$13,431,350	\$14,642,109	-8.3%
2nd Qtr YTD	\$15,604,859	\$16,749,400	-6.8%	\$8,622,614	\$9,385,899	-8.1%	\$1,284,900	\$1,293,472	-0.7%	\$25,512,372	\$27,428,771	-7.0%
3rd Qtr YTD	\$22,433,442	\$24,405,558	-8.1%	\$12,382,538	\$13,607,822	-9.0%	\$1,923,840	\$1,977,736	-2.7%	\$36,739,820	\$39,991,116	-8.1%
Full year	-	\$31,881,150	-	-	\$17,995,520	-	-	\$2,616,039	-	-	\$52,492,709	-

1st Qtr	\$8,143,742	\$8,844,890	-7.9%	\$4,655,536	\$5,153,495	-9.7%	\$632,072	\$643,724	-1.8%	\$13,431,350	\$14,642,109	-8.3%
2nd Qtr	\$7,461,117	\$7,904,510	-5.6%	\$3,967,078	\$4,232,404	-6.3%	\$652,827	\$649,748	0.5%	\$12,081,022	\$12,786,662	-5.5%
3rd Qtr	\$6,828,583	\$7,656,158	-10.8%	\$3,759,925	\$4,221,923	-10.9%	\$638,941	\$684,264	-6.6%	\$11,227,448	\$12,562,345	-10.6%
4th Qtr	-	\$7,475,591	-	-	\$4,387,697	-	-	\$638,303	-	-	\$12,501,592	-

\* Call-A-Ride passenger revenue does not include Medicaid and Department of Mental Health contractual subsidies.

## Revenue Miles

Period	MetroBus*			MetroLink*			Call-A-Ride			System		
	FY 2016	FY 2015	Change	FY 2016	FY 2015	Change	FY 2016	FY 2015	Change	FY 2016	FY 2015	Change
1st Qtr YTD	4,680,474	4,675,879	0.1%	788,550	787,374	0.1%	1,334,285	1,354,466	-1.5%	6,803,309	6,817,718	-0.2%
2nd Qtr YTD	9,259,390	9,297,580	-0.4%	1,567,159	1,573,591	-0.4%	2,669,369	2,676,164	-0.3%	13,495,918	13,547,335	-0.4%
3rd Qtr YTD	13,810,040	13,788,831	0.2%	2,343,414	2,344,534	0.0%	3,997,691	3,986,657	0.3%	20,151,145	20,120,021	0.2%
Full year	-	18,396,462	-	-	3,123,958	-	-	5,335,156	-	-	26,855,576	-

July	1,595,537	1,580,498	1.0%	267,305	268,160	-0.3%	449,461	452,806	-0.7%	2,312,303	2,301,463	0.5%
August	1,563,357	1,573,079	-0.6%	263,542	263,356	0.1%	442,206	449,359	-1.6%	2,269,105	2,285,794	-0.7%
September	1,521,581	1,522,303	0.0%	257,703	255,858	0.7%	442,618	452,301	-2.1%	2,221,902	2,230,462	-0.4%
October	1,563,396	1,599,734	-2.3%	260,628	266,487	-2.2%	467,532	476,950	-2.0%	2,291,557	2,343,170	-2.2%
November	1,467,430	1,472,726	-0.4%	251,888	253,504	-0.6%	423,870	405,168	4.6%	2,143,188	2,131,398	0.6%
December	1,548,090	1,549,241	-0.1%	266,093	266,227	-0.1%	443,682	439,580	0.9%	2,257,864	2,255,049	0.1%
January	1,506,339	1,534,238	-1.8%	257,208	264,499	-2.8%	425,401	439,592	-3.2%	2,188,948	2,238,330	-2.2%
February	1,461,584	1,407,647	3.8%	250,504	239,760	4.5%	432,002	414,146	4.3%	2,144,090	2,061,552	4.0%
March	1,582,727	1,549,366	2.2%	268,542	266,683	0.7%	470,919	456,755	3.1%	2,322,188	2,272,804	2.2%
April	-	1,533,579	-	-	259,549	-	-	456,045	-	-	2,249,173	-
May	-	1,530,930	-	-	262,362	-	-	442,595	-	-	2,235,887	-
June	-	1,543,123	-	-	257,513	-	-	449,859	-	-	2,250,494	-

\* Scheduled

# Total Miles

Period	MetroBus*			MetroLink*			Call-A-Ride			System		
	FY 2016	FY 2015	Change	FY 2016	FY 2015	Change	FY 2016	FY 2015	Change	FY 2016	FY 2015	Change
1st Qtr YTD	5,347,458	5,336,309	0.2%	795,593	795,036	0.1%	1,421,459	1,439,390	-1.2%	7,564,510	7,570,734	-0.1%
2nd Qtr YTD	10,554,764	10,590,187	-0.3%	1,580,915	1,588,429	-0.5%	2,840,534	2,849,872	-0.3%	14,976,214	15,028,488	-0.3%
3rd Qtr YTD	15,719,011	15,696,714	0.1%	2,363,230	2,365,589	-0.1%	4,259,736	4,244,563	0.4%	22,341,977	22,306,866	0.2%
Full year	-	20,957,915	-	-	3,151,443	-	-	5,678,749	-	-	29,788,107	-

July	1,824,368	1,802,358	1.2%	269,868	271,057	-0.4%	477,810	481,181	-0.7%	2,572,046	2,554,596	0.7%
August	1,783,018	1,797,276	-0.8%	265,688	265,683	0.0%	471,436	476,915	-1.1%	2,520,142	2,539,874	-0.8%
September	1,740,072	1,736,675	0.2%	260,038	258,295	0.7%	472,213	481,294	-1.9%	2,472,323	2,476,264	-0.2%
October	1,778,457	1,821,835	-2.4%	262,972	269,301	-2.4%	497,084	509,671	-2.5%	2,538,513	2,600,807	-2.4%
November	1,667,475	1,670,199	-0.2%	254,048	255,632	-0.6%	449,616	432,581	3.9%	2,371,139	2,358,412	0.5%
December	1,761,375	1,761,844	0.0%	268,302	268,461	-0.1%	472,375	468,230	0.9%	2,502,051	2,498,535	0.1%
January	1,710,021	1,744,931	-2.0%	259,197	266,591	-2.8%	454,722	468,131	-2.9%	2,423,939	2,479,653	-2.2%
February	1,662,479	1,600,196	3.9%	252,498	241,727	4.5%	460,777	440,516	4.6%	2,375,754	2,282,439	4.1%
March	1,791,748	1,761,400	1.7%	270,620	268,842	0.7%	503,703	486,044	3.6%	2,566,071	2,516,286	2.0%
April	-	1,749,885	-	-	261,775	-	-	485,453	-	-	2,497,113	-
May	-	1,747,668	-	-	264,421	-	-	470,008	-	-	2,482,097	-
June	-	1,763,648	-	-	259,658	-	-	478,725	-	-	2,502,031	-

\* Scheduled

# Revenue Hours

Period	MetroBus*			MetroLink*			Call-A-Ride			System		
	FY 2016	FY 2015	Change	FY 2016	FY 2015	Change	FY 2016	FY 2015	Change	FY 2016	FY 2015	Change
1st Qtr YTD	351,540	347,612	1.1%	33,541	33,351	0.6%	76,485	77,549	-1.4%	461,566	458,512	0.7%
2nd Qtr YTD	690,237	687,880	0.3%	66,489	66,658	-0.3%	152,879	153,674	-0.5%	909,604	908,213	0.2%
3rd Qtr YTD	1,027,940	1,018,861	0.9%	99,584	99,434	0.2%	227,991	228,389	-0.2%	1,355,515	1,346,684	0.7%
Full year	-	1,363,258	-	-	132,595	-	-	305,467	-	-	1,801,320	-

July	120,016	117,212	2.4%	11,356	11,393	-0.3%	26,062	26,310	-0.9%	157,434	154,915	1.6%
August	116,969	117,552	-0.5%	11,230	11,156	0.7%	25,302	25,753	-1.8%	153,501	154,461	-0.6%
September	114,555	112,848	1.5%	10,954	10,803	1.4%	25,121	25,486	-1.4%	150,630	149,137	1.0%
October	115,672	117,968	-1.9%	11,044	11,225	-1.6%	26,257	26,910	-2.4%	152,972	156,103	-2.0%
November	108,440	108,155	0.3%	10,617	10,789	-1.6%	24,037	23,375	2.8%	143,094	142,319	0.5%
December	114,584	114,146	0.4%	11,288	11,293	0.0%	26,100	25,840	1.0%	151,972	151,279	0.5%
January	111,380	112,961	-1.4%	11,053	11,250	-1.7%	24,257	25,142	-3.5%	146,689	149,352	-1.8%
February	108,224	103,837	4.2%	10,641	10,194	4.4%	24,154	23,526	2.7%	143,019	137,557	4.0%
March	118,100	114,183	3.4%	11,401	11,332	0.6%	26,701	26,047	2.5%	156,201	151,562	3.1%
April	-	114,075	-	-	11,021	-	-	25,971	-	-	151,068	-
May	-	114,811	-	-	11,170	-	-	25,441	-	-	151,422	-
June	-	115,512	-	-	10,969	-	-	25,666	-	-	152,147	-

\* Scheduled

# Total Hours

Period	MetroBus*			MetroLink*			Call-A-Ride			System		
	FY 2016	FY 2015	Change	FY 2016	FY 2015	Change	FY 2016	FY 2015	Change	FY 2016	FY 2015	Change
1st Qtr YTD	377,198	372,986	1.1%	34,073	33,901	0.5%	82,416	83,595	-1.4%	493,687	490,482	0.7%
2nd Qtr YTD	741,257	738,539	0.4%	67,539	67,742	-0.3%	164,834	165,875	-0.6%	973,629	972,156	0.2%
3rd Qtr YTD	1,103,728	1,094,446	0.8%	101,131	101,016	0.1%	246,157	246,480	-0.1%	1,451,016	1,441,942	0.6%
Full year	-	1,464,132	-	-	134,690	-	-	329,398	-	-	1,928,220	-

July	128,751	125,809	2.3%	11,541	11,591	-0.4%	28,057	28,442	-1.4%	168,349	165,842	1.5%
August	125,480	126,057	-0.5%	11,403	11,331	0.6%	27,273	27,666	-1.4%	164,156	165,054	-0.5%
September	122,967	121,120	1.5%	11,128	10,979	1.4%	27,086	27,487	-1.5%	161,181	159,586	1.0%
October	124,311	126,687	-1.9%	11,221	11,420	-1.7%	28,270	29,056	-2.7%	163,802	167,163	-2.0%
November	116,548	116,043	0.4%	10,784	10,954	-1.6%	25,907	25,277	2.5%	153,239	152,274	0.6%
December	123,199	122,823	0.3%	11,461	11,467	-0.1%	28,241	27,947	1.1%	162,901	162,237	0.4%
January	119,676	121,490	-1.5%	11,217	11,418	-1.8%	26,301	27,179	-3.2%	157,193	160,087	-1.8%
February	116,372	111,710	4.2%	10,803	10,350	4.4%	26,112	25,350	3.0%	153,288	147,411	4.0%
March	126,424	122,707	3.0%	11,572	11,505	0.6%	28,910	28,076	3.0%	166,906	162,288	2.8%
April	-	122,525	-	-	11,195	-	-	27,941	-	-	161,660	-
May	-	123,148	-	-	11,336	-	-	27,329	-	-	161,813	-
June	-	124,012	-	-	11,144	-	-	27,648	-	-	162,804	-

\* Scheduled

## Operating Expense by Mode

Period	MetroBus			MetroLink			Call-A-Ride			System		
	FY 2016	FY 2015	Change	FY 2016	FY 2015	Change	FY 2016	FY 2015	Change	FY 2016	FY 2015	Change
1st Qtr YTD	\$40,627,406	\$38,284,721	6.1%	\$19,805,064	\$17,499,441	13.2%	\$6,241,262	\$6,009,673	3.9%	\$66,673,732	\$61,793,836	7.9%
2nd Qtr YTD	\$79,360,097	\$80,322,360	-1.2%	\$39,817,651	\$35,533,900	12.1%	\$12,984,509	\$12,127,463	7.1%	\$132,162,257	\$127,983,723	3.3%
3rd Qtr YTD	\$118,671,681	\$118,800,998	-0.1%	\$58,358,049	\$53,761,005	8.6%	\$19,395,398	\$18,542,848	4.6%	\$196,425,128	\$191,104,851	2.8%
Full year	-	\$158,469,543	-	-	\$73,607,482	-	-	\$24,967,327	-	-	\$257,044,352	-

1st Qtr	\$40,627,406	\$38,284,721	6.1%	\$19,805,064	\$17,499,441	13.2%	\$6,241,262	\$6,009,673	3.9%	\$66,673,732	\$61,793,835	7.9%
2nd Qtr	\$38,732,691	\$42,037,639	-7.9%	\$20,012,587	\$18,034,459	11.0%	\$6,743,247	\$6,117,790	10.2%	\$65,488,525	\$66,189,887	-1.1%
3rd Qtr	\$39,311,584	\$38,478,638	2.2%	\$18,540,398	\$18,227,105	1.7%	\$6,410,889	\$6,415,385	-0.1%	\$64,262,871	\$63,121,128	1.8%
4th Qtr	-	\$39,668,545	-	-	\$19,846,477	-	-	\$6,424,479	-	-	\$65,939,501	-

## Unscheduled Absenteeism

Period	Operators			Maintenance			Facility Support			Total		
	FY 2016	FY 2015	Change	FY 2016	FY 2015	Change	FY 2016	FY 2015	Change	FY 2016	FY 2015	Change
1st Qtr YTD	4.1%	3.0%	1.1%	2.0%	2.1%	0.0%	1.5%	2.2%	-0.7%	3.5%	3.0%	0.5%
2nd Qtr YTD	4.0%	3.3%	0.8%	1.8%	2.0%	-0.2%	1.8%	2.8%	-1.0%	3.4%	3.3%	0.1%
3rd Qtr YTD	4.2%	3.4%	0.8%	1.7%	2.1%	-0.4%	2.0%	2.5%	-0.5%	3.6%	3.4%	0.1%
Full year	-	3.5%	-	-	2.1%	-	-	2.3%	-	-	3.5%	-

July	3.9%	3.1%	0.8%	2.7%	3.0%	-0.3%	1.1%	1.8%	-0.8%	3.4%	3.1%	0.3%
August	4.1%	2.8%	1.3%	2.2%	1.9%	0.3%	1.8%	2.3%	-0.5%	3.6%	2.8%	0.8%
September	4.3%	3.1%	1.2%	1.1%	1.2%	-0.1%	1.6%	2.3%	-0.8%	3.5%	3.1%	0.4%
October	4.5%	3.3%	1.2%	2.0%	2.3%	-0.3%	2.7%	3.8%	-1.1%	3.9%	3.3%	0.5%
November	4.0%	3.2%	0.7%	1.5%	2.5%	-1.0%	1.9%	2.9%	-1.1%	3.3%	3.2%	0.1%
December	3.4%	4.0%	-0.6%	1.3%	1.3%	0.0%	1.5%	3.4%	-1.9%	2.8%	4.0%	-1.2%
January	4.5%	3.6%	0.9%	1.0%	1.3%	-0.3%	2.0%	2.0%	0.0%	3.6%	3.6%	0.0%
February	4.6%	3.7%	0.9%	1.8%	2.7%	-1.0%	3.0%	2.3%	0.7%	4.0%	3.7%	0.3%
March	4.8%	3.7%	1.1%	1.3%	2.6%	-1.2%	2.0%	1.1%	0.9%	3.9%	3.7%	0.2%
April	-	3.4%	-	-	1.6%	-	-	2.3%	-	-	3.4%	-
May	-	4.4%	-	-	2.1%	-	-	1.8%	-	-	4.4%	-
June	-	3.7%	-	-	2.1%	-	-	1.5%	-	-	3.7%	-

# Gateway Arch

	<b>Income (Loss) Before Depreciation and Transfers</b>		
<b>Quarter</b>	<b>FY 2016</b>	<b>FY 2015</b>	<b>Change</b>
<b>1st Qtr YTD</b>	\$555,478	\$816,317	-32.0%
<b>2nd Qtr YTD</b>	\$2,063,675	(\$4,291,640)	148.1%
<b>3rd Qtr YTD</b>	\$1,529,447	(\$6,210,789)	124.6%
<b>Full Year</b>	-	(\$6,017,961)	-

	<b>Tram Ridership</b>		
<b>Quarter</b>	<b>FY 2016</b>	<b>FY 2015</b>	<b>Change</b>
<b>1st Qtr YTD</b>	313,500	327,008	-4.1%
<b>2nd Qtr YTD</b>	441,738	451,989	-2.3%
<b>3rd Qtr YTD</b>	462,780	555,271	-16.7%
<b>Full Year</b>	-	814,737	-

	<b>Tram Ridership</b>		
<b>Month</b>	<b>FY 2016</b>	<b>FY 2015</b>	<b>Change</b>
<b>July</b>	151,269	153,124	-1.2%
<b>August</b>	101,490	117,575	-13.7%
<b>September</b>	60,741	56,309	7.9%
<b>October</b>	55,554	52,740	5.3%
<b>November</b>	41,001	39,556	3.7%
<b>December</b>	31,683	32,685	-3.1%
<b>January</b>	4,513	25,878	-82.6%
<b>February</b>	-	20,455	n/a
<b>March</b>	16,529	56,949	-71.0%
<b>April</b>	-	63,117	-
<b>May</b>	-	84,144	-
<b>June</b>	-	112,205	-

# Riverfront Attractions

Riverboat Passengers			
Month	FY 2016	FY 2015	Change
July	1,665	6,496	-74.4%
August	17,180	20,101	-14.5%
September	10,463	4,446	135.3%
October	8,641	5,660	52.7%
November	2,233	1,964	13.7%
December	107	340	-68.5%
January	0	0	0.0%
February	0	0	0.0%
March	5,210	5,434	-4.1%
April	-	9,405	-
May	-	13,273	-
June	-	5,972	-

Quarter	FY 2016	FY 2015	Change
1st Qtr YTD	29,308	31,043	-5.6%
2nd Qtr YTD	40,289	39,007	3.3%
3rd Qtr YTD	45,499	44,441	2.4%
Full Year	45,499	73,091	-37.8%

Income (Loss) Before Depreciation			
Quarter	FY 2016	FY 2015	Change
1st Qtr YTD	\$9,839	\$43,255	-77.3%
2nd Qtr YTD	(\$77,714)	(\$123,400)	37.0%
3rd Qtr YTD	(\$223,574)	(\$382,265)	41.5%
Full Year	-	(\$386,435)	-

Riverboat Cruises			
Quarter	FY 2016	FY 2015	Change
1st Qtr YTD	247	256	-3.5%
2nd Qtr YTD	354	339	4.4%
3rd Qtr YTD	401	382	5.0%
Full Year	-	667	-

Riverboat Days of Operation			
Quarter	FY 2016	FY 2015	Change
1st Qtr YTD	63	55	14.5%
2nd Qtr YTD	124	105	18.1%
3rd Qtr YTD	149	130	14.6%
Full Year	-	202	-

# St. Louis Downtown Airport

Fuel Sales in Gallons			
Month	FY 2016	FY 2015	Change
July	169,207	147,048	15.1%
August	167,025	138,056	21.0%
September	171,343	146,556	16.9%
October	150,389	171,728	-12.4%
November	123,096	154,712	-20.4%
December	154,169	112,910	36.5%
January	147,092	117,692	25.0%
February	133,737	140,418	-4.8%
March	156,372	155,977	0.3%
April	-	134,439	-
May	-	160,934	-
June	-	161,562	-

Quarter	FY 2016	FY 2015	Change
1st Qtr YTD	507,575	431,660	17.6%
2nd Qtr YTD	935,229	871,010	7.4%
3rd Qtr YTD	1,372,430	1,285,097	6.8%
Full Year	-	1,742,032	-

Income (Loss) Before Depreciation			
Quarter	FY 2016	FY 2015	Change
1st Qtr YTD	\$55,765	(\$20,727)	369.0%
2nd Qtr YTD	\$44,289	\$29,088	52.3%
3rd Qtr YTD	(\$46,886)	\$19,927	-335.3%
Full year	-	\$144,525	-

Aircraft Movements			
Quarter	FY 2016	FY 2015	Change
1st Qtr YTD	23,433	23,874	-1.8%
2nd Qtr YTD	49,722	44,412	12.0%
3rd Qtr YTD	73,234	64,523	13.5%
Full Year	-	88,345	-

Average Based Aircraft			
Quarter	FY 2016	FY 2015	Change
1st Qtr YTD	329	317	3.9%
2nd Qtr YTD	329	318	3.5%
3rd Qtr YTD	328	322	1.8%
Full Year	-	325	-

# St. Louis Regional Freightway

## Income (Loss) Before Depreciation

Quarter	FY 2016	FY 2015	Change
1st Qtr YTD	\$37,779	n/a	n/a
2nd Qtr YTD	(\$7,785)	n/a	n/a
3rd Qtr YTD	(\$27,320)	n/a	n/a
Full Year	-	-	-

Quarter	FY 2016	FY 2015	Change
1st Qtr	\$37,779	n/a	n/a
2nd Qtr	(\$45,564)	n/a	n/a
3rd Qtr	(\$19,535)	n/a	n/a
4th Qtr	-	-	-

# Executive Services

## Income (Loss) Before Depreciation

Quarter	FY 2016	FY 2015	Change
1st Qtr YTD	\$325,942	\$415,850	-21.6%
2nd Qtr YTD	\$303,998	\$584,509	-48.0%
3rd Qtr YTD	\$150,632	\$742,130	-79.7%
Full Year	-	\$1,075,644	-

Quarter	FY 2016	FY 2015	Change
1st Qtr	\$325,942	\$415,850	-21.6%
2nd Qtr	(\$21,944)	\$168,659	-113.0%
3rd Qtr	(\$153,366)	\$157,621	-197.3%
4th Qtr	-	\$333,515	-

# Definitions

## Transit

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### **Customer complaint**

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

### **Expense**

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

### **Failure**

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

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

### **Farebox recovery**

Passenger revenue as a percent of operating expense.

### **Fleet size**

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

### **On-time performance**

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

Metro Call-A-Ride: Appointments are made giving the passenger an estimated arrival time. A trip is considered on-time if arrival for the appointment is within 20 minutes before or after the appointment time.

## Transit

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### **Operating expense**

Expense less leases and rentals, which is a National Transit Database definition. Allocations by mode are based on National Transit Database instructions which are different than the management-developed cost allocation model. (See also "Expense.")

### **Passenger boardings**

Includes original revenue vehicle boardings and all transfers based on bus farebox counts, MetroLink ridership modeling using Automatic Passenger Counter (APC) technology, and actual Call-A-Ride passengers.

### **Passenger injury**

Physical harm or alleged physical harm to a passenger or bystander involved in an Agency accident. One vehicle accident may result in multiple injuries.

### **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.

## Transit

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### **Subsidy**

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

### **Total hours**

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

### **Total miles**

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

### **Unscheduled absenteeism**

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

### **Vehicle accident**

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

### **Vehicle miles**

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

## Non-Transit

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### **Aircraft movement**

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

### **Airport fuel sales (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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**Open Session Item**

**15**

# Memorandum

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**To:** Audit Committee

**From:** Larry B. Jackson   
Executive Vice President – Administration

**Date:** May 4, 2016

**Subject: Quarterly Procurement Activity Report  
Third Quarter Fiscal Year 2016**

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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 Metro, which we monitor in accordance with the regulatory requirements.

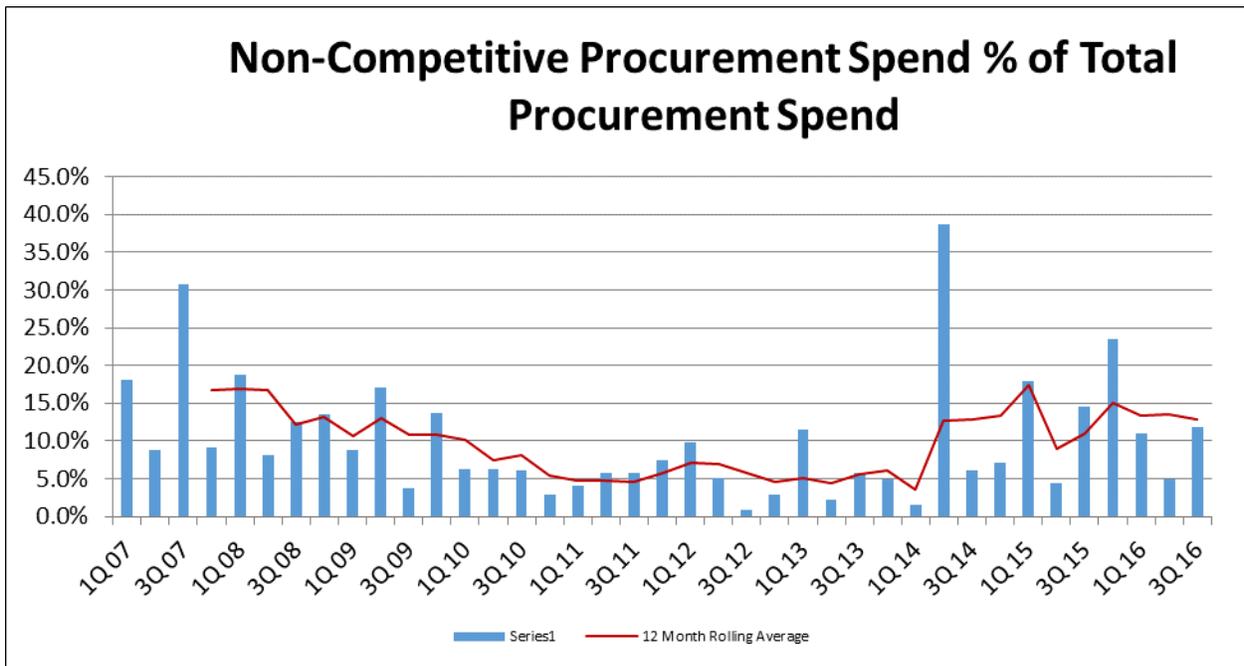
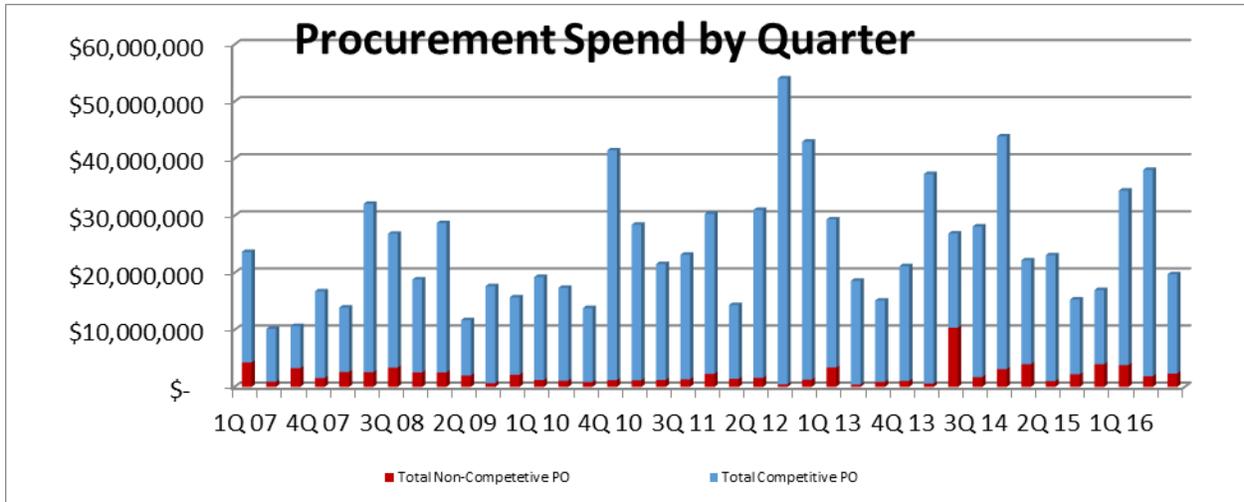
### **Section 5 – Procurement Card Administration**

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 FY2016

Third Quarter 2016 Non-Competitive Procurements totaled \$2,341,040 or 11.9% of total Purchase Order Commitment volume of \$19,734,633. Last 12 months Non-Competitive Procurements totaled \$11,971,922 or 11.0% of total Purchase Order Commitment volume of \$109,133,875.



**CONTRACT AWARDS EXCEEDING \$100,000**  
**JULY 1, 2015 - MARCH 31, 2016**

<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>
51038	1	15-SB-101735-DAB Purchase & Delivery of Ultra Low Sulfur #2 Diesel and B5 Biodiesel, Two Base Years, Period of Performance December 1, 2015 - November 30, 2017	Contract Purchase Agreement	11/24/15	MANSFIELD OIL COMPANY	\$ 31,044,254	Baldwin, Deborah	Open	0.0%
51211	0	15-RFP-100793-DH Heavy Duty Transit Buses - TASK ORDER #1	Standard Purchase Order	12/17/15	GILLIG LLC	\$ 11,450,348	Hill, Diana	Open	0.0%
		15-RFP-101626-CG Agreement for Legal Counsel, Three Base Years and Two Option years, period of performance November 19, 2015 - November 18, 2020.			VARIOUS (13 Firms)	\$ 10,000,000	Gates, Carol		0.0%
52287	0	16-SB-102360-CB Metro Downtown Transit Center-Period of Performance April 3, 2016 - July 31, 2017	Standard Purchase Order	03/31/16	KCI CONSTRUCTION	\$ 7,267,000	Bonds, Charcita	Open	23.0%
50446	0	16-SB-101846-DGR Spruce Street Bridge Replacement, Period of Performance October 1, 2015 - June 30, 2016.	Standard Purchase Order	09/25/15	KOZENY WAGNER INC	\$ 5,283,793	Ramsay, David	Open	0.0%
50787	0	16-SB-101993-CB JNEM Arch Transportation System MG Set Replacement, Period of Performance November 2, 2015 - March 31, 2017.	Standard Purchase Order	11/02/15	HARLAN COMPANY (THE)	\$ 5,002,100	Bonds, Charcita	Open	7.0%
49639	0	15-RFP-101065-CB Design/Build Ewing Yard Retaining Wall Remediation Part 2, Period of Performance July 17, 2015 - September 2, 2016.	Standard Purchase Order	07/13/15	ST LOUIS BRIDGE CO	\$ 4,142,110	Bonds, Charcita	Open	23.0%
50705	0	16-SB-101807-DGR JNEM Gateway Arch Exhibit Rehabilitation, Period of Performance November 2015 - March 2016.	Standard Purchase Order	10/23/15	CONFERENCE TECHNOLOGIES INC	\$ 2,244,420	Ramsay, David	Open	0.0%
49668	0	Seven Refurbished Gillig 40' buses.	Standard Purchase Order	07/15/15	COMPLETE COACH WORKS	\$ 2,066,050	Hill, Diana	Open	0.0%
49533	0	15-SB-101657-DGR Missouri Radio System Tower Site Upgrades. Period of performance the end of July, 2015 - end of May, 2016.	Standard Purchase Order	07/02/15	IHC CONSTRUCTION COMPANIES LLC	\$ 1,811,308	Ramsay, David	Open	0.0%
52137	0	Replacement of Obsolete Audio Frequency Track Circuitry	Standard Purchase Order	03/22/16	ALSTOM SIGNALING OPERATION, LLC	\$ 1,072,461	Hill, Diana	Open	0.0%

**CONTRACT AWARDS EXCEEDING \$100,000**  
**JULY 1, 2015 - MARCH 31, 2016**

<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>
49778	0	16-SB-101806-DGR Missouri Rail Tie Replacement Services, Period of Performance August, 2015 - December, 2015.	Standard Purchase Order	07/28/15	MUSSELMAN & HALL CONTRACTORS LLC	\$ 950,015	Ramsay, David	Open	0.0%
49525	1	15-SB-101528-CG Oracle Annual Maintenance - E-Business Suite, Two Base Years and Two Option Years, Period of Performance August 1, 2015 - July 31, 2019.	Contract Purchase Agreement	07/01/15	MYTHICS INC	\$ 894,867	Gates, Carol	Open	0.0%
51634	1	16-RFQ-102242-DAB Portable Bus Lifting System	Standard Purchase Order	02/02/16	NATION & FLETCHER INC	\$ 535,965	Baldwin, Deborah	Open	0.0%
49744	0	SCADA and Public Address System Service Agreement, Five Base Years, Period of Performance July 1, 2015 - June 30, 2020.	Standard Purchase Order	07/22/15	ARINC INCORPORATED	\$ 527,905	Bonds, Charcita	Open	0.0%
51625	0	16-RFP-102014-DR - Claims Administration & Risk Management Information System, Three Base Years and Two Option Years, Period of Performance February 1, 2016 - January 31, 2021	Contract Purchase Agreement	02/01/16	COMPUTER SCIENCES CORPORATION	\$ 372,310	Rowey, Deborah	Open	0.0%
50894	0	Structural Engineering Services Arch Transportation System MG Replacement.	Standard Purchase Order	11/12/15	MAIDA ENGINEERING INC	\$ 429,993	Griffin, Sandra	Open	0.0%
49737	0	Transit Master Hardware/Software Agreement with Trapeze Group, Period of Performance July 1, 2015 - June 30, 2016.	Standard Purchase Order	07/22/15	TRAPEZE SOFTWARE GROUP	\$ 423,101	Hill, Diana	Closed	0.0%
50671	0	16-SS-102282-VH Transit Asset Managment Phase II Period of Performance October 26, 2015 - October 25, 2018	Standard Purchase Order	10/20/15	FOUR NINES TECHNOLOGIES	\$ 418,000	Haynes, Vickie	Open	0.0%
51783	0	16-RFP-101988-DH High Speed Printer/Encoder	Standard Purchase Order	02/17/16	ELLIOTT DATA SYSTEMS MIDWEST INC	\$ 324,044	Hill, Diana	Open	0.0%
52553	0	16-RFP-102011-CG On Call GEC Services/Multiple Disciplines, Three Base Years, Period of Performance April 1, 2016 - March 31, 2019	Contract Purchase Agreement	03/29/16	JACOBS ENGINEERING	\$ 300,000	Gates, Carol	Open	0.0%
51461	0	Food and Supplies for Gateway Riverboats, Period of Performance January 1, 2016 - December 31, 2016	Standard Purchase Order	01/19/16	US FOODSERVICE INC	\$ 293,400	Griffin, Sandra	Open	0.0%

**CONTRACT AWARDS EXCEEDING \$100,000  
JULY 1, 2015 - MARCH 31, 2016**

<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>
50804	0	16-RFQ-102171-2, Rotor Squirrel Cage Assembly and Wound Stator Core	Standard Purchase Order	11/03/15	SHERWOOD ELECTROMOTION INC	\$ 285,980	Baldwin, Deborah	Open	0.0%
50884	0	Arch Transportation System MG Sets Replacement Project, System Integration Related Services.	Standard Purchase Order	11/11/15	MAIDA ENGINEERING INC	\$ 281,110	Griffin, Sandra	Open	0.0%
51562	0	15-RFP-101653-DR - Pension Plan Actuarial Services, Period of Performance Three Base Years and Two Option Years - November 9, 2015 - December 8, 2020	Contract Purchase Agreement	11/05/15	MILLIMAN INC	\$ 278,850	Rowey, Deborah	Open	0.0%
50295	1	16-RFQ-102093-DAB Winter Storm Supplies, Period of Performance October 1, 2015 - September 30, 2016	Standard Purchase Order	09/15/15	W. W. GRAINGER INC	\$ 260,000	Baldwin, Deborah	Open	0.0%
52417		15-RFP-101356-DR Post 65 Retiree Medicare Exchange (Amalgamated Transit Union), Three Base Years and Two Option Years, Period of Performance January 1, 2016 - December 31, 2020	Contract Purchase Agreement	03/31/16	HEALTHSCOPE, INC	\$ 250,000	Rowey, Deborah	Open	0.0%
50745	1	16-SB-102052-CG Union Station Track Z-Crossing/DTC-Clark Avenue Improvements.	Standard Purchase Order	10/27/15	RAINERI CONSTRUCTION, LLC	\$ 246,938	Gates, Carol	Open	0.0%
49582	0	15-RFP-101675-CB On-Site Construction Management Services, Period of Performance July 8, 2015 - March 31, 2016.	Standard Purchase Order	07/08/15	JACOBS ENGINEERING GROUP INC	\$ 241,000	Baldwin, Deborah	Open	0.0%
50640	1	16-RFP-101944-VH Gateway Arch Ticketing Software, Period of Performance Oct 21, 2015 through October 20, 2018.	Standard Purchase Order	10/15/15	GATEWAY TICKETING SYSTEMS	\$ 219,250	Haynes, Vickie	Open	0.0%
50061	0	14-SB-99133-DH Bulk Oils, Period of Performance September 2, 2015 - March 1, 2016.	Standard Purchase Order	08/24/15	WALLIS LUBRICANT INC.	\$ 194,520	Hill, Diana	Open	0.0%
52145	1	16-SB-102826-CB Purchase of Mohawk Lifts Brake Tester Equipment	Standard Purchase Order	03/23/16	MOHAWK RESOURCES LTD	\$ 190,169	Bonds, Charcita	Open	0.0%
50007	0	16-SB-101973-CB Replacement of Two Rooftop Heating Units and One A/C Unit at Central Facility, Period of Performance August 18, 2015 - November 11, 2015.	Standard Purchase Order	08/18/15	TRANE US, INC	\$ 181,876	Bonds, Charcita	Open	0.0%
50148	0	16-RFQ-102093-DAB Winter Storm Supplies, Period of Performance October 1, 2015 - September 30, 2016	Standard Purchase Order	08/31/15	LANGE-STEGMANN CO	\$ 178,750	Baldwin, Deborah	Open	0.0%
52003	0	16-SB-102518-CG Illinois Bus Garage Floor Repair	Standard Purchase Order	03/04/16	L. KEELEY CONSTRUCTION CO.	\$ 174,455	Gates, Carol	Open	0.0%

**CONTRACT AWARDS EXCEEDING \$100,000  
JULY 1, 2015 - MARCH 31, 2016**

<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>
50401	0	15-RFP-101663-CG Engineering Design to Increase the Life of the MetroLink Elevators.	Standard Purchase Order	09/23/15	ROSS AND BARUZZINI INC	\$ 171,150	Gates, Carol	Open	0.0%
50608	0	15-SB-101727-DAB Water Jet Cutting Machine	Standard Purchase Order	10/09/15	FLOW INTERNATIONAL CORPORATION	\$ 170,760	Baldwin, Deborah	Closed	0.0%
50476	0	15-SB-101510-CG Services to Rebuild Twenty-seven (27) Alstom Model 5F Switch Machines.	Standard Purchase Order	09/29/15	ARROWHEAD INDUSTRIES LLC	\$ 149,265	Gates, Carol	Open	0.0%
51462	0	Food and Supplies for Gateway Riverboats, Period of Performance January 1, 2016 - December 31, 2016	Standard Purchase Order	01/19/16	SYSCO ST LOUIS LLC	\$ 129,000	Griffin, Sandra	Open	0.0%
51052	0	15-SB-101107-TJ Synthetic Transmission Fluid, Period of Performance November 11, 2015 - May 29, 2016.	Standard Purchase Order	11/30/15	WALLIS LUBRICANT INC.	\$ 128,250	Johnson, Theresa	Open	0.0%
49827	0	15-RFQ-101635-TJ Fuel Price Risk Management Consulting Services, Three Base Years and Two Option Years , Period of Performance August 1, 2015 - July 31, 2018	Contract Purchase Agreement	07/30/15	LINWOOD CAPITAL LLC	\$ 126,000	Johnson, Theresa	Open	0.0%
50584	0	Annual Service Agreement for software monitoring & support of SCADA & PACIS systems provided by ARINC, Period of performance July 1, 2015 - June 30, 2020.	Contract Purchase Agreement	10/07/15	ARINC INCORPORATED	\$ 123,853	Wright, Diane	Open	0.0%
51349	2	Monthly Medicare Complete Retiree Plan, Period of Performance January 1, 2016 - December 31, 2016	Standard Purchase Order	01/07/16	UNITEDHEALTHCARE INSURANCE CO	\$ 121,000	Rowey, Deborah	Open	0.0%
52138	0	16-SB-102735-CB Ewing Backup Generator-Period of Performance, March 24, 2016 - August 2, 2016	Standard Purchase Order	03/22/16	STREIB ELECTRIC COMPANY	\$ 110,919	Bonds, Charcita	Open	0.0%
49711	0	15-SB-101743-DH Furnish and Install 349 Task and Conference Room Chairs at Met Square.	Standard Purchase Order	07/20/15	INTERIOR INVESTMENTS OF ST LOUIS	\$ 109,096	Hill, Diana	Closed	0.0%
51961	0	15-RFP-101482-DAB Portable Call-A-Ride Lifting Jacks and Stands	Standard Purchase Order	03/02/16	NEUMAYER EQUIPMENT COMPANY	\$ 104,883	Baldwin, Deborah	Open	0.0%
51203	0	Kronos Annual Maintenance, Period of Performance January 23, 2016 - January 22, 2017.	Standard Purchase Order	12/16/15	KRONOS	\$ 103,391	Haynes, Vickie	Closed	0.0%

Contract Modifications  
July 1, 2015 - March 31, 2016

Contract #		Mod #	Description	Reason for Mod	Contractor	DBE %	Original Contract Amount	Mod Date	Mod Amount	Revised Contract Amount	Funding Source	# Days Extended	# of Extensions to Date
12-SB-5786-MM		6	Eads Bridge Rehabilitation	Time Extension	St. Louis Bridge Construction Company	12%	\$36,326,412	01/12/16	\$ -	\$40,360,704	N/A	180	2
13/RFP-5980-SG		8	Security & Fare Enforcement Services	Additional Work Additional Funds	Securitas Security Services USA, Inc	10%	\$3,235,705	02/10/16	\$ 87,182	\$11,186,974	Operations	0	0
13-RFP-5980-SG		7	Security & Fare Enforcement Services	Additional Work Additional Funds	Securitas Security Services USA, Inc	10%	\$3,235,705	12/16/15	\$ 100,000	\$11,099,792	Operations	0	0
13-RP-5980-SG		6	Security and Fare Enforcement	Change in Scope Additional Funds	Securitas Security Services USA, Inc.	10%	\$3,235,705	09/18/15	\$ 731,381	\$10,999,792	Operations	0	0
10-RFP-5564-DH	23		Automatic Fare Collection and Smart Card System	Change in Scope	Indra, USA	0%	\$6,625,896	03/29/16	\$ 65,907	\$10,876,695	MO-04-0113 MO-05-0028 Prop M SCCTD	0	0
10-RFP-5564-DH	22		Fare Collection	Change in Scope	Indra, USA	0%	\$6,625,896	12/03/15	\$ 64,338	\$10,810,788	MO-04-0113 MO-05-0028 Prop M SCCTD	0	0
10-RFP-5564-DH		10	Automatic Fare Collection and Smart Card System	Change Order 20	Indra, USA	0%	\$6,625,896	07/01/15	\$ 100,000	\$10,746,450	MO-90-X231 Prop M SCCTD	0	0
13-RFP-5949-DH		2	Communications System Agreement	Time Extension	Motorola Solutions, Inc.	0%	\$9,533,163	07/01/15	\$ -	\$ 9,533,163	MO-90-X204 Prop M	45	1
15-SB-100842-CB		6	North County Transfer Center - Phase 1	Change in Scope	C Rallo Contracting	15%	\$5,085,000	03/25/16	\$ 12,113	\$ 5,241,857	MO-90-X296	90	1
15-SB-100842-CB		5	North County Transfer Center - Phase 1	Change in Scope	C Rallo Contracting	15%	\$5,085,000	03/04/16	\$ (86,047)	\$ 5,229,744	MO-90-X296	90	1
15-SB-100842-CB		4	North County Transfer Center - Phase 1	Change in Scope	C Rallo Contracting	15%	\$5,085,000	02/10/16	\$ 133,593	\$ 5,315,791	MO-90-X296	90	1

Contract Modifications  
July 1, 2015 - March 31, 2016

15-SB-100842-CB		3	North County Transfer Center - Phase 1	Time Extension	C Rallo Contracting	15%	\$5,085,000	01/25/16	\$ -	\$ 5,182,197	MO-90-X296	90	1
16-SB-100842-CB		2	North County Transfer Center -Phase 1 Mod 2	Change in Scope	C Rallo Contracting	0%	\$5,085,000	09/24/15	\$ 44,808	\$ 5,182,197	MO-90-X296	0	0
16-SB-100842-CB	CO 22	1	North County Transfer Center -Phase 1 Mod 1	Change in Scope	C Rallo Contracting	0%	\$5,085,000	09/22/15	\$ 52,389	\$ 5,137,389	MO-90-X296	0	0
13-SB-5933-DGR		4	Illinois Slope Stabilization Services & Scour	Time Extension	Illinois Excavators, Inc.	15%	\$4,705,629	07/01/15	\$ -	\$ 4,857,874	N/A	180	1
11-RFP-5737-DGR		9	Elevator and Escalator Full Maintenance and Repair	Change in Scope	ThyssenKrupp Elevator Corporation	0	\$2,092,660	11/03/15	\$ -	\$ 3,738,837	Operations	0	0
11-RFP-5737-DGR		8	Elevator and Escalator Full Maintenance and Repair	Exercise Option Year 2	ThyssenKrupp Elevator Corporation	0%	\$2,092,660	10/16/15	\$ 100,000	\$ 3,738,837	Operations	0	0
11-RFP-5737-DGR	4	7	Elevator and Escalator Full Maintenance and Repair	Additional Funds	ThyssenKrupp Elevator Corporation	0%	\$2,092,660	07/20/15	\$ 19,968	\$ 3,638,837	Operations	0	0
12-RFP-5883-DGR		3	ML Structures Inspection ProGram Engineering Services	Exercising Option Yr 1	Juneau Associated, Inc.	15%	\$2,512,030	02/12/16	\$ 930,000	\$3,632,030	Operations	0	0
11-RFP-5737-DGR		6	Elevator and Escalator Full Maintenance and Repair	Exercise Option Year 2	ThyssenKrupp Elevator Corporation	0%	\$2,092,660	07/02/15	\$ 684,486	\$ 3,618,869	Operations	0	0
14-RFP-100998-DR		1	Metro Operator Uniforms	Additional Funds	Leon Uniform Company	0%	\$3,257,250	07/08/15	\$ 80,000	\$ 3,337,250	Operations	0	0
11-RFP-5690-CB		3	Track Maintenance Services	Time Extenson	Ironhorse, Inc.	0%	\$1,737,448	02/17/16	\$ 715,788	\$ 3,269,024	Operations	60	1

Contract Modifications  
July 1, 2015 - March 31, 2016

12-RFP-5883-DGR		2	ML Structures Inspection ProGram Engineering Services	Additional Work Additional Funds	Juneau Associated, Inc.	15%	\$2,512,030	11/30/15	\$ 190,000	\$2,702,030	Operations	0	0
13-RFP-5995-CB		4	Design & Construction Phase Services North County Transfer Center Phase I & II	Change in Scope	NCTC-2013 JV	13%	\$2,243,447	12/02/15	\$ 33,533	\$ 2,629,087	MO-95X015 & STCF	0	0
13-RFP-5995-CB		3	Design & Constrution Phase Services North County Transfer Center Phase 1 & 2	Change in Scope	NCTC-2013 JV	13%	\$2,243,447	09/01/15	\$ 27,604	\$ 2,595,555	MO-95X015 STCF	0	0
16-SB-101807-DGR		1	JNEM Gateway Arch Exhibit Rehabilitation	Time Exstion	Conference Techmologies, Inc.	0%	\$2,244,420	03/08/16	\$ -	\$ 2,244,420	JNEM Beneficial Fund	365	1
13-SB-5935-SS/SG		2	Bus Shelter/Transit Center Cleaning Optioin Year Two	Exercise Option Yr 2	Mers/Goodwill	0%	\$802,302	01/27/16	\$ 403,804	\$ 1,609,911	Operations	0	0
15-SS-101454-DW		1	Tunnel #2 and Skinker Station/Tunnel #3 Big Bend Station Leak Remediation	Time Extension	Gall Zeidler Consultants, LLC	0%	\$1,533,152	03/30/16	\$ -	\$ 1,533,152		90	1
12-SB-5831-DAB		3	Brentwood Bus Cleaning	Exercise Option Yr 3	World Management	15%	\$529,886	01/25/16	\$ 275,857	\$ 1,347,378	Operations	0	0
14-SB-99536-DR		1	Temporary Help Services	Change in Scope	Staffing Solutions	0%	\$1,208,677	03/02/16	\$ 133,075	\$ 1,341,752	Operations	0	0
12-SB-5833-DAB		3	DeBaliviere Bus Cleaning	Exercise Option Year 2	MERS/Goodwill	15%	\$617,776	10/21/15	\$ 338,335	\$ 1,294,446	Operations	0	0
11-SB-5788-CE/DAB		3	CAR Van Cleaning Option Year three	Exercise Option Year 3	World Management Inc.	12%	\$478,806	09/03/15	\$ 252,197	\$ 1,218,552	Operations	0	0

Contract Modifications  
July 1, 2015 - March 31, 2016

PO 45652 Req 107874	3	3	Agreement for Engineering, Design and Development of Bid Documents for the Prplacement of Arch Transportation System Motor Generator Sets with Variable Frequency Drives in Each Leg of the Arch.	Change in Scope	Maida Engineering, Inc	0%	\$581,100	01/07/16	\$ 166,550	\$ 1,210,143	JNEM Beneficial Funds	0	0
P.O. 106658		2	Agreement for Engineering, Design and Development of Bid Documents for the Replacement of Arch Transportation System Motor Generatory Sets with Variable Frequency Drives in Each Leg of the Arch.	Change in Scope	Maida Engineering, Inc.	0	\$581,100	11/09/15	\$ 429,993	\$ 1,043,593	JNEM Beneficial Funds	0	0
12-SB-5832-DAB		1	Central (Main Shop) Industrial Facility Cleaning	Time Extenson	LRL Commercial Cleaning, Inc.	25%	\$ 381,846	02/19/16	\$ 54,481	\$ 919,572	Operations	90	1
12-SB-5823-EM/TJ		3	Illinois Bus Facility Cleaning	Exercise Option Yr 3	World Management, Inc.	17%	\$182,176	02/12/16	\$ 182,176	\$ 910,879	Operations	0	0
12-RFP-5918-SS/SG		1	Bus Shelter Advertising Sales and Service	Time Extension	Lamar Obie Corporation	0%	\$608,852	01/05/16	TBD	\$ 792,992	Operations	30	1
15-SB-100690-SM/CG		2	Tactile Warning Strip Replacement II	Change in Scope	L. Kelley	19%	\$718,062	02/10/16	\$ (68,396)	\$ 667,057	MO-90-X281 Prop M	0	0
12-SB-5838-EM/TJ		2	St. Clair Yards & Shops Facility Cleaning	Exercise Option Yr 2	MERS/Goodwill	0%	\$ 361,947	02/10/16	\$ 120,649	\$ 603,245	Operations	0	0
15-SB-101554-DGR		1	Feeder Wire Rehabilitation & Substation Waterproofing @ MO-08 & 09	Additional Funds Change in Scope	TGB, Inc.	95%	\$568,286	02/08/16	\$ 2,938	\$ 571,224	MO-05-0028 Prop M	0	0
15-SB-100757-SM/CG	4	1	Shrewsbury Station Pavement & Wall Repairs	Adjustment to Pay Allowance	St. Louis Bridge Construction Company - Arnold	17%	\$576,890	11/11/15	\$ (63,568)	\$ 513,322	MO-05-0028	0	0

Contract Modifications  
July 1, 2015 - March 31, 2016

15-SS-101268-DW		1	JNEM AV/IT Software Production Contract	Time Extension Change in Scope	Aperture Films, Ltd.	0%	\$497,550	03/14/16	\$ -	\$ 497,550	JNEM - OP	365	1
11-SB-5688-CB		10	Refuse Removal Services Mod 10	Time Extension	Allied Waste	0%	\$170,925	01/26/16	\$ 11,944	\$ 488,694	Operations	150	2
14-RFP-99005-SS/VH		3	On-Call Graphic Design Services	Additional Funds	Werremeyer	0%	\$341,600	03/24/16	\$ 69,000	\$ 480,600	Operations	0	0
11-SB-5688-CB		9	Refuse Removal Services	Time Extension	Allied Waste Inc.	0%	\$170,925	10/20/15	\$ 20,857	\$ 476,750	Operations	180	1
14-RFP-100638-SG		2	Passenger Counting & Surveying	Exercise Option Year 1 Additional Work	Critique Personnel, Inc.	10%	\$165,720	08/20/15	\$ 230,020	\$ 420,740	Operations	0	0
14-RFP-99005-SS/VH		2	On-Call Graphic Design Services	Additional Funds	Werremeyer	0%	\$341,600	02/24/16	\$ 50,000	\$ 411,600	Operations	0	0
13-SB-5857-TJ		3	Uniform Rental & Cleaning Services	Time Extension	G & K Services	0%	\$ 187,803	02/18/16	\$ 23,476	\$ 399,082	Operations	90	1
11-RFP-5732-DW	CO 2	2	Motorola Solutions Inc., Service Agreement	Time Extension	Motorola Solutions, Inc.	0%	\$376,800	09/09/15	\$ -	\$ 376,800	MO-90-X204	365	1
11-RFP-5724-SG		4	Testing of Fire Protection Systems	Time Exstion	SimplexGrinnell	0%	\$67,033	03/04/16	\$ 26,268	\$ 364,064	Operations	45	1
14-RFP-99005-SS/VH		1	On-Call Graphic Design Services	Exercise Option Yr 1	Werremeyer	0%	\$341,600	01/14/16	\$ 20,000	\$ 361,600	Operations	0	0
11-SB-5751-CB	CO 3	2	Roadbed Spraying Services	Exercise Option Year 2	Asplundh Tree Expert Co.	0%	\$209,134	07/24/15	\$ 73,269	\$ 354,455	Operations	0	0

Contract Modifications  
July 1, 2015 - March 31, 2016

11-RFP-5756-DP/DAB		3	Safety Footwear Services	Time Extension	Red Wing	0%	\$185,000	08/11/15	\$ -	\$ 345,000	Operations	90	1
12-RFP-5845-SG		2	Metro Broker of Record Services	Exercise Option Yr 2	Artury J. Gallagher Risk Management Svcs, Inc	10%	\$202,500	03/04/16	\$ 67,500	\$ 337,500	Operations	0	0
14-SB-99081-SM/CG		1	Arch Bike Trail Signage	Time Extension	Star Signs, LLC	0%	\$286,266	01/04/15	\$ -	\$ 286,266	MO-20-X001	180	2
IFB-16-SB-102052-CG		1	Union Station Track Z-Crossing/DTC-Clark Avenue Improvements	Time Extension	Raineri Construction, LLC	0%	\$246,938	01/28/16	\$ -	\$ 246,938	MO-54-001-Prop M	30	1
15-RFP-101675-CB		1	On-Site Construction Management Services	Change in Scope	Jacobs Project Management Co.	0%	\$240,259	07/29/15	\$ -	\$ 240,259	MO-90-X296	0	0
13-SB-5985-DGR		4	Feeder Wire Rehabilitation & Substation Waterproofing @ MO-12	REDUCE COST	Reinhold Electric, Inc.	15%	\$234,408	09/25/15	\$ (40,063)	\$ 198,637	MO-05-0028 Prop M	0	0
13-RFP-5961-SG/DR		3	Metro Background Check	Time Extension	Inquiries, Inc.	0%	\$ 107,313	03/23/16	\$ 35,000	\$ 179,229	Operations	180	1
14-SB-99514-CB		2	HVAC System Repair and Preventative Maintenance-Headquarters Building & Gateway Arch Riverboats	Change in Scope	Trane Company	0	\$85,122	11/05/15	\$ -	\$ 170,244	Operations	0	0
14-RFP-100702-VH		1	Transit Asset Management	Change in Scope	Four Nines Tecnology	0%	\$130,720	08/20/15	\$ 24,000	\$ 154,720	Operations	180	2
13-RFQ-5947-SS/VH		3	Consulting and Design Service for Annual Report	Exercise Option Year 3	Falk Harrison	0%	\$35,000	09/09/15	\$ 45,000	\$ 150,000	Operations	0	0
10-RFQ-5654-DR		7	Material Safety Data Sheet Chemical Management System-Year 2 & 2nd 90 day ext	Time Extension	Safetec Compliance Systems, Inc.	0%	\$45,540	09/22/15	\$ 5,455	\$ 145,085	Operations	90	1





Contract Amount: **\$4,705,629.45**

55 E. MILL STREET ,  
RUMA , IL 62278

3148698000  
COLLINS & HERMANN

Start Date: **06/27/2013**

618-277-4280  
MAYER LANDSCPAING INC

Start Date: **07/10/2013**

6185669117  
N & W HORIZONTAL BORING CO.

Start Date: **06/27/2013**

636-978-0752  
PJR ASSOCIATES

Start Date: **06/27/2013**

**Project:** 14-SB-99081-SM ARCH BIKE TRAIL SIGNAGE FTA Grant No. MO-20-x001 and GRG District

**Project Control ID:** Is Community Hiring Goal a Requirement: No

Prime Contractor	Subcontractor	Sub Subcontractor	Sub Sub Subcontractor	Sub Sub Sub Subcontractor
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7853121020

STAR SIGNS

Start Date: **07/07/2014** End **07/07/2016**  
Contract Amount: **\$286,266.00**

801 E. 9TH STREET ,  
LAWERENCE , KS 66044

**Project:** 15-RFP-101065-CB EWING YARD RETAINING WALL REMEDICATION PART 2 - FTA Grant Nos. MO-05-0028, MO-54-001, 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
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6362963300

ST. LOUIS BRIDGE COMPANY

Start Date: **08/02/2015** End **09/02/2016**  
Contract Amount: **\$4,142,110.00**

655 LANDMARK DRIVE ,  
ARNOLD , MO 63010

6369378300  
D & S FENCING CO INC

Start Date: **11/20/2015**

**Project:** 15-SB-100690-SM TACTILE WARNING STRIP REPLACEMENT II FTA Grant No. 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
3144215933				
L. Keeley				
		Start Date: <b>10/06/2014</b>	End	<b>12/01/2015</b>
		Contract Amount: <b>\$718,062.00</b>		
2901 Falling Springs Road , Sauget , IL 62206				
	3147310800			
	X-L CONTRACTING, INC.		Start Date: <b>11/04/2014</b>	
			Contract Amount: <b>\$134,730.00</b>	

Project: 15-SB-100757-SM SHREWSBURY PAVEMENT AND WALL REPAIR FTA Grant No. MO-05-0028		Is Community Hiring Goal a Requirement: No			
Project Control ID:	Prime Contractor	Subcontractor	Sub Subcontractor	Sub Sub Subcontractor	Sub Sub Sub Subcontractor
	6362963300				
	ST. LOUIS BRIDGE COMPANY				
		Start Date: <b>10/24/2014</b>	End	<b>07/01/2016</b>	
		Contract Amount: <b>\$576,890.25</b>			
655 LANDMARK DRIVE , ARNOLD , MO 63010					
		314-524-6111			
		B & P Construction, Inc.	Start Date: <b>08/05/2015</b>		

636-300-0908  
E. Meier Contracting

Start Date: **09/13/2015**

314-892-2963  
M.T.C. Construction dba K. Bates Steel

Start Date: **07/15/2015**

**Project:** 15-SB-100842-CB NORTH COUNTY TRANSFER CENTER - PHASE I 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      **03/30/2016**  
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**

6362191860  
NIGEL'S FLOORING, LLC Start Date: **06/01/2015**

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-101554-DGR FEEDER WIRE REHABILITATION & SUBSTATION WATERPROOFING AT MO - 08 & 09 FTA Grant No. MO-05-0028

**Project Control ID:** Is Community Hiring Goal a Requirement: No

**Prime Contractor**      **Subcontractor**      **Sub Subcontractor**      **Sub Sub Subcontractor**      **Sub Sub Sub Subcontractor**

3146644444

TGB, INC.

Start Date: **07/16/2015**      End      **01/16/2016**  
Contract Amount: **\$568,286.00**

1104 S. JEFFERSON ,  
ST. LOUIS , MO 63104

3148698000  
COLLINS & HERMANN

Start Date: **10/20/2015**

3146441666  
Sally Waterproofing

Start Date: **10/07/2015**  
Contract Amount: **\$6,750.00**

**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      **05/30/2016**  
Contract Amount: **\$1,811,307.55**

1500 Executive Drive ,  
Elgin , IL 60123

3147812400  
RJP Electric, LLC

Contract ID: **15180-203**  
Start Date: **08/26/2015**      End Date:      **04/01/2016**  
Contract Amount: **\$190,000.00**

**Project:** 16-RFQ-101937-CB AIRPORT BRIDGE (mp 0.42) SPAN 36 BEAM REPAIR - FTA Grant No. MO-54-0001

**Project Control ID:** Is Community Hiring Goal a Requirement: No

**Prime Contractor**      **Subcontractor**      **Sub Subcontractor**      **Sub Sub Subcontractor**      **Sub Sub Sub Subcontractor**

3145922119

Concrete Strategies

Start Date: **08/04/2015**      End      **09/20/2015**  
Contract Amount: **\$65,960.00**

2199 Innerbelt Business Center Drive ,  
St. Louis , MO 63114

**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

<b>Prime Contractor</b>	<b>Subcontractor</b>	<b>Sub Subcontractor</b>	<b>Sub Sub Subcontractor</b>	<b>Sub Sub Sub Subcontractor</b>
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6362962012

KOZENY WAGNER

Start Date: <b>10/27/2015</b>	End	<b>04/30/2016</b>
Contract Amount: <b>\$5,283,792.70</b>		

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**

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**

636-255-0808

TRAMAR CONTRACTING INC.

Start Date: **10/06/2015**

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**      **Sub Sub Sub Subcontractor**

3148902351

THE HARLAN COMPANY

Start Date: **11/12/2015**      End      **05/31/2017**  
Contract Amount: **\$5,002,100.00**

9810 PAGE BLVD. ,  
ST. LOUIS , MO 63132

6366802178

AirMasters

Start Date: **02/08/2016**      End Date: **03/31/2017**  
Contract Amount: **\$0.00**

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**

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**

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-102052-CG Union Station Track Z Crossing DTC Clark Avenue Improvements FTA Grant No. MO-04-0113

**Project Control ID:** Is Community Hiring Goal a Requirement: No

**Prime Contractor**      **Subcontractor**      **Sub Subcontractor**      **Sub Sub Subcontractor**      **Sub Sub Sub Subcontractor**

3146675913

RAINERI CONSTRUCTION

Start Date: **11/09/2015**      End      **02/29/2016**  
Contract Amount: **\$246,938.25**

1300 Hampton Avenue Ste 200 ,

**Project:** 16-SB-102518-CG Illinois Bus Garage Floor Repair FTA Grant No. 90-x296

**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: **03/14/2016**      End      **06/13/2016**  
Contract Amount: **\$174,455.00**

2901 Falling Springs Road ,  
Sauget , IL 62206

**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**

11011 LIN VALLE DRIVE ,  
ST. LOUIS , MO 63123

**PROCUREMENT CARD PROGRAM  
ADMINISTRATIVE REVIEW STATISTICS  
FISCAL YEAR 2016**

	FY2015 YTD TOTAL		1ST QUARTER FY16		2nd QUARTER FY16		3rd QUARTER FY16		FY2016 YTD TOTAL
	TRANSACTION COUNT	TRANSACTION AMOUNT	TRANSACTION COUNT						
TOTAL TRANSACTIONS	17553	\$ 6,220,029	4134	\$ 1,463,356	3831	\$ 1,406,280	4139	\$ 1,407,124	12104
TRANSACTIONS REVIEWED	17553	\$ 6,220,029	4134	\$ 1,463,356	3831	\$ 1,406,280	4139	\$ 1,407,124	12104
PERCENTAGE REVIEWED	100%	100%	100%	100%	100%	100%	100%	100%	100%
TRANSACTIONS INVESTIGATED	113	\$ 169,424	13	\$ 23,137	7	\$ 12,677	8	\$ 10,753	28
PERCENTAGE OF TOTAL INVESTIGATED	0.6%	2.7%	0.3%	1.6%	0.2%	0.9%	0.2%	0.8%	0.2%
CONFIRMED PROCEDURAL VIOLATIONS	8 TRANS 3 INCIDENTS	\$ 26,553	0 TRANS 0 INCIDENTS	\$ -	0 TRANS 0 INCIDENTS	\$ -	0 TRANS 0 INCIDENTS	\$ -	0 TRANS 0 INCIDENTS
CONFIRMED VIOLATION PERCENTAGE OF TOTAL	0.0%	0.4%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%
TRANSACTIONS WITH SALES TAX	148	\$ 30,173	57	\$ 17,318	103	\$ 5,928			160
SALES TAX CHARGED		\$ 1,867		\$ 549		\$ 365			
PERCENTAGE OF TOTAL TRANSACTIONS WITH SALES TAX	0.8%	0.5%	1.4%	1.2%	2.7%	0.4%	0.0%	0.0%	1.3%
REFUNDED SALES TAX	36	\$ 765	18	\$ 283	6	\$ 263			24

**PROCUREMENT CARD PROGRAM  
ADMINISTRATIVE REVIEW STATISTICS  
FISCAL YEAR 2015**

<b>YTD TOTAL</b>	
<b>TRANSACTION AMOUNT</b>	
\$	4,276,760
\$	4,276,760
100%	
\$	46,567
1.1%	
\$	-
0.0%	
\$	23,246
\$	914
0.5%	
\$	546