

Notice of Meeting and Agenda

Bi-State Development Board of Commissioners Friday, April 28, 2017 Executive Session: 7:00 a.m.

Open Session: 8:00 a.m.

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

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

Agenda	Disposition	Presentation
<u>7:00 a.m.</u>		
. Call to Order	Approval	Chairman Dietzel
. Roll Call	Quorum	B. Georgeff
Adjournment to Executive Session		
If such action is approved by a majority vote of The		
Bi-State Development Agency's Board of		
Commissioners who constitute a quorum, the Board		
may go into closed session to discuss legal,		
confidential, or privileged matters pursuant to Bi-		
State Development Board Policy Chapter 10, Section		
10.080 (D) Closed Records: Legal under		
\$10.080(D)(1); Real Estate under $$10.080(D)(2)$;		
Personnel under $\S10.080(D)(3)$; Health Proceedings		
under $\S10.080(D)(4)$; Employee Negotiations under		
§10.080(D)(5); Data Processing under		
$\S10.080(D)(6)$; Purchasing and Contracts under		
\$10.080(D)(7); Proprietary Interest under $$10.080$		
(D)(8); Hotlines under §10.080 $(D)(9)$; Auditors		
under $\S10.080(D)(10)$; Security under		
\$10.080(D)(11); Computers under $$10.080(D)(12)$;		
Personal Access Codes under $\S10.080(D)(13)$;		
Personal Information under $\$10.080(D)(14)$;		
Insurance Information under $\S10.080(D)(15)$; Rail,		
Bus, or Facilities Safety and Accidents under		
§10.080(D)(16) or Protected By Law under		
$\S10.080(D)(17)$.		

Agenda	Disposition	Presentation
8:00 a.m.		
4. Call to Order	Approval	Chairman Dietzel
5. Roll Call	Quorum	S. Bryant
6. Minutes of February 24, 2017, Open Session Board Meeting	Approval	Chairman Dietzel
7. Report of Treasurer	Information	Commissioner Buehlhorn
8. Report of President	Information	J. Nations
9. Operations Committee Report	Information	Commissioner Buehlhorn
10. Audit, Finance & Administration Committee Report	Information	Commissioner Gully
11. Adjustment of Consent Agenda	Approval	Chairman Dietzel
12. Consent Agenda Item(s)	Approval	Chairman Dietzel
(a) Contract Award to ThyssenKrupp Elevator	Approval	J. Nations / R. Friem /
Corporation for Elevator/Escalator Full		C. Clemins / L. Jackson
Maintenance and Repair (Operations Committee		
Recommends Approval)		
(b) Contract Modification with Jacobs Engineering	Approval	J. Nations / R. Friem /
for General On-Call Design and Engineering		C. Poehler / F. Bakarich /
Consultant Services (Operations Committee		L. Jackson
Recommends Approval)		
(c) Sole Source Contract Award to Trapeze U.S.A.,	Approval	J. Nations / R. Friem /
LLC for Automatic Vehicle Location Message		C. Poehler / F. Bakarich /
Boards at the Civic Center Transit Center		L. Jackson
(Operations Committee Recommends Approval) (d) Non-Competitive (Sole Source) Contract with	Approval	J. Nations / R. Friem /
MAC Products, Overhead Conductor Rail	Appiovai	C. Poehler / F. Bakarich /
Supplier for Union Station Tunnel Rehabilitation		L. Jackson
(Operations Committee Recommends Approval)		L. suckson
(e) Sole Source Contracts for Hardware and Software	Approval	J. Nations / L. Jackson /
Maintenance (Audit, Finance & Administration		K. Kinkade
Committee Recommends Approval)		
(f) Articles of Incorporation, Bylaws, and Affiliation	Approval	J. Nations / J. Wagner
Agreement of the Bi-State Development Research	• •	J
Institute (Operations Committee Recommends		
Approval)		
13. Bi-State Development Operating and Capital Budget FY	Approval	J. Nations / K. Klevorn /
2018 - 2020 (Presented to Audit, Finance &		T. Beidleman / M. Vago
Administration Committee)		
14. Financial Statements – Second Quarter, Fiscal Year 2017	Information	J. Nations / K. Klevorn
(Presented to Audit, Finance & Administration		
Committee)	T 6	Y NY /YZ YZ1
15. Performance Indicators – Second Quarter, Fiscal Year	Information	J. Nations / K. Klevorn
2017 (Presented to Audit, Finance & Administration		
Committee) 16 Programmant Activity Papert Second Quarter Fiscal	Information	I Notions / I Joshann
16. Procurement Activity Report – Second Quarter, Fiscal	Information	J. Nations / L. Jackson
Year 2017 (Presented to Audit, Finance & Administration Committee)		
17. Unscheduled Business	Approval	Chairman Dietzel
18. Public Comment*	Information	Chairman Dietzel
10. I done Comment	momaton	Chairman Dictzer

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Agenda	Disposition	Presentation
19. Call of Dates for Future Board Meetings	Information	S. Bryant
20. Adjournment to Executive Session	Approval	Chairman Dietzel
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Personal Information under $\S10.080(D)(14)$;		
Insurance Information under $\S10.080(D)(15)$; Rail,		
Bus, or Facilities Safety and Accidents under		
§10.080(D)(16) or Protected By Law under		
§10.080(D)(17).		

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

Open Session Item

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BI-STATE DEVELOPMENT BOARD OF COMMISSIONERS MEETING OPEN SESSION MINUTES FRIDAY, FEBRUARY 24, 2017

Board Members in Attendance

Missouri

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

Illinois

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

Staff in Attendance

John Nations, President & CEO Barbara Enneking, General Counsel and Deputy Secretary Barbara Georgeff, Director of Executive Services Ray Friem, Executive Director Metro Transit Jim Cali, Director of Internal Audit Mark Vago, Controller Charles Stewart, Vice President, Pension & Insurance Tamara Fulbright, Director, Treasury Services Kathy Klevorn, Sr. Vice President & Chief Financial Officer Matthew Hibbard, Social Media Communications Manager Kent Swagler, Director Corporate Compliance & Ethics Scott Grott, General Manager MetroLink John Wagner, Director, Research Institute Gary Smith, Intern - Internal Audit Kathy Brittin, Director, Risk Management Safety & Claims Andrew Ghiassi, Manager Safety & Loss Control Jonathan Frederick, Director, Accounting & Budget Michael Gibbs, Accountant – Business Enterprises Shane Jennings, Manager IT ERP Systems Larry Jackson, Executive Vice President for Administration Julianne Stone, Vice President Strategic Initiatives Elizabeth Farr, Associate Project Manager – Economic Development John Langa, Vice President Economic Development Yodit Teklu, Associate Project Manager – Freight Partnership Kerry Kinkade, Vice President, Chief Information Officer Maryanne Coley, Manager Benefits Mandi Myers, Compliance & Ethics Analyst & Training Specialist, Part-Time Jerry Vallely, External Communications Manager

Others in Attendance

Justin Sobeck, State Safety Oversight Manager, MoDOT William Grogan, State Safety Oversight Manager, St. Clair County Transit District James Hickey, Section Manager, Safety Oversight Program, IDOT Bi-State Development Board of Commissioners Meeting Open Session Minutes Friday, February 24, 2017 Page 2 of 4

1. Call to Order

8:00 a.m. Acting Chair Holman 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 November 18, 2016, Open Session Board Meeting

8:01 a.m. The November 18, 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 Schoemehl. Motion passed unanimously.

4. Report of Treasurer

8:01 a.m. The Treasurer's Report was provided in the Board packet, and will be kept at the office of the Deputy Secretary. No presentation was made. This agenda item was informational only.

5. Report of President

8:02 a.m. Acting Chair Holman asked Mr. Nations for his report. Mr. Nations informed the Board that Justin Zimmerman, an Illinois attorney, was recently appointed by Madison County as the newest member of the Bi-State Development (BSD) Board of Commissioners. Due to previous commitments and today's schedule. Commissioner Zimmerman was unable to attend this initial meeting, and extends his apologies. He looks forward to working with the Board and Agency staff to continue to advance BSD and the region. Mr. Nations also reported that he was in Washington, DC meeting with the Illinois and Missouri Congressional Delegation which included four United States Senators and three Congressmen. This meeting resulted in bi-partisan support for BSD's Fast Lane application that is a federal program with the Department of Transportation, to obtain \$75 million as part of the cost to replace the Merchant's Bridge (the "Bridge") in St. Louis. The Bridge has been identified by the region as the number one infrastructure priority and is crucial to the movement of freight in this region. A delegation of a dozen individuals, including Mary Lamie, Executive Director of the St. Louis Regional Freightway, traveled to New Orleans and Baton Rouge within this past week to meet with the Port of New Orleans shippers, the Port of Baton Rouge, the Coast Guard, and private and public entities to discuss the Freightway. The combination of the Port of New Orleans and the Port of Baton Rouge, both located in southern Louisiana. make up the busiest port in the United States. These ports have always been critical to the economic success of the St. Louis Region and, as such, a Memorandum of Understanding (MOU) with the Port of New Orleans was executed. As the new Panama Canal gets underway, bigger ships will travel through with more cargo being delivered more timely, which will result in the southern Louisiana ports expanding their capacity. They will be looking for additional outlets for the goods and merchandise to move through, and St. Louis would be a prime target port. Also, exporting through St. Louis south on the river to the Port of New Orleans would be beneficial up and down the river. Mr. Nations said that concluded his report as President.

6. Operations Committee Report

8:06 a.m. Committee Chairman Buehlhorn reported that the Operations Committee met in Open Session on January 20, 2017 at 8:00 a.m., and that the draft minutes of that meeting were contained in the Board packet under Tab #6. Commissioner Buehlhorn advised the Board that two items were being introduced on the Consent Agenda for Board consideration, with the Committee's recommendation of approval, as follows: (1) Consent Agenda Item #9(a) – Contract Award to The Harlan Company for the Rehabilitation of Elevators at Four MetroLink Stations; (2) Consent Agenda Item #9(b) – Contract Award to Trapeze Software Group, Inc. for Enterprise Asset Management System Software and Implementation. During the Committee meeting, several employees were recognized and presented with certificates of appreciation by Ray Friem, Executive Director Metro Transit. Mr. Friem also provided an informational update of the

Bi-State Development Board of Commissioners Meeting Open Session Minutes Friday, February 24, 2017 Page 3 of 4

Transit Operations FY17 1st Quarter Operations Report and Capital Project Update. That concluded the report of the Operations Committee.

7. Audit, Finance & Administration Committee Report

8:08 a.m. Mr. Nations provided the Audit, Finance & Administration Committee report in the absence of Committee Chair Gully and reported that the Committee met in Open Session on January 27, 2017, at 8:00 a.m.; and the draft minutes of that meeting were included in the Board packet at Tab #7. The Committee had no items for approval on the Open Session Agenda. The Committee reviewed the 2nd Quarter FY17 Internal Audit Status Report; the 1st Quarter FY17 Internal Audit Follow-Up Summary, and the Safekeeping Quarterly Accounts Audit ending September 30, 2016. Charles Stewart, Vice President of Pensions & Insurance, provided updates regarding the 401(k) Plan Audit and the 2016 Pension Valuations. Mr. Nations advised that the Compliance and Ethics "State of the Agency" report was presented to the Committee by Kent Swagler, Director of Corporate Compliance & Ethics, and that it would be presented to the Board under Agenda Item #10. The following three items were also presented to the Committee: the Financial Statements, Performance Indicators, and Procurement Report for the 1st Quarter, FY17. These three items were to be presented to the Board under Agenda Items #11, #12, and #13. The November 2016 Treasury Report was also presented at the Committee meeting. That concluded the report of the Audit, Finance & Administration Committee.

8. Adjustment of Consent Agenda

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

9. Consent Agenda Item(s): 9(a) Contract Award to The Harlan Company for the Rehabilitation of Elevators at Four MetroLink Stations (Operations Committee Recommends Approval) (Resolution #813); 9(b) Contact Award to Trapeze Software Group, Inc. for Enterprise Asset Management System Software and Implementation (Operations Committee Recommends Approval) (Resolution #814)

8:10 a.m. A motion to approve the Consent Agenda items was made by Commissioner Schoemehl and seconded by Commissioner Buehlhorn. Motion passed unanimously.

10. Compliance and Ethics "State of the Agency" (Presented to Audit, Finance & Administration Committee)

8:11 a.m. A briefing paper and attachment were contained in the Board packet. John Nations stated that the oversight of Compliance and Ethics has always been a top priority of this Board. This presentation was made to the Committee and at the Committee's request was on the Board agenda. Kent Swagler, Director of Corporate Compliance and Ethics, provided a brief overview. The presentation included a report on the current state of the Agency with respect to meeting its documented compliance requirements for calendar year 2016. Mr. Swagler also discussed the current status of compliance and ethics programs, initiatives, and training programs. A copy of the Violence in the Transit Workplace: Prevention, Response, and Recovery, Student Workbook was distributed to the Board for information only.

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

8:20 a.m. The Financial Statements – 1st Quarter, FY17 report was contained in the Board packet. Mr. Nations stated that the Financial Statements, the Performance Indicators, and the Procurement Activity Report under Agenda Items #11, #12, and #13 were informational only and were previously presented to the Audit, Finance & Administration Committee. Copies of these reports will be kept at the office of the Deputy Secretary.

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

8:20 a.m. The Performance Indicators – 1st Quarter, FY17 report was contained in the Board packet. (See Agenda Item #11.)

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

8:21 a.m. The Procurement Activity Report – 1st Quarter, Fiscal Year 2017 report was contained in the Board packet. (See Agenda Item #11.)

14. Unscheduled Business

8:21 a.m. There was no unscheduled business.

15. Public Comment

8:22 a.m. There was no public comment.

16. Call of Dates for Future Board Meetings

8:22 a.m. The Board was advised of the upcoming meetings, as follows:

Operations Committee:

Tuesday, March 21, 2017, 8:00 a.m.

Audit, Finance & Administration Committee:

Friday, March 24, 2017, 8:00 a.m.

Board Meeting:

Friday, April 28, 2017, 8:00 a.m.

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

8:23 a.m. Pursuant to the requirements of Section 10.080 (D) (1); (2); (7); (9); (10); (11); (16); and (17); of the Bi-State Development Agency's Board Policy, Chapter 10, Acting Chair Holman requested a motion to allow the Board to go into closed session. A motion to go into Executive Session was made by Commissioner Brown and seconded by Commissioner Schoemehl. A roll call vote was taken and the Commissioners present, Brown, Holman, Schoemehl, Buehlhorn, Dietzel, Golliday, and Watson voted to approve this agenda item. Motion passed unanimously, and the Open Session meeting was adjourned at 8:23 a.m.

Deputy Secretary to the Board of Commissioners

Bi-State Development

A RESOLUTION OF THE BOARD OF COMMISSIONERS OF THE BI-STATE DEVELOPMENT AGENCY OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT APPROVING THE AWARD OF CONTRACT TO THE HARLAN COMPANY FOR THE REHABILITATION OF ELEVATORS AT FOUR METROLINK STATIONS

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-54-0001 and St. Louis City and St. Louis County sales tax revenues; and

Whereas, the original MetroLink system began operation in 1993 and MetroLink stations on the original alignment have elevators that require extensive overhaul due to the severe working conditions and the corrosive environment; and

Whereas, BSD hired a professional elevator consultant to survey the elevators, deliver recommendations and a probable cost estimate to increase the useful life twenty years. Based on the recommendation BSD proceeded into a design phase and procured technical specifications for the construction to upgrade the elevators; and

Whereas, on September 8, 2016, BSD issued Solicitation NO. 17-SB-103454-CB for the rehabilitation of the elevators and forty (40) companies were invited to participate. Only one bid was received from The Harlan Company. Since only one bid was received the bid was converted to a negotiated procurement; and

Whereas, the four elevators for rehabilitation are MetroLink stations: Arch-Laclede's Landing, Convention Center, 8th and Pine and Union Station; and

Whereas, it is feasible, necessary and in the public interest for the Agency to approve the award of a sole source contract to The Harlan Company, in the amount of \$2,145,450 for construction services to rehabilitate the four MetroLink station elevators with a contract period not exceeding twenty-four months, in accordance with the terms and conditions described herein.

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

<u>Section 1</u>. <u>Findings</u>. 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 The Harlan Company, in the amount of \$2,145,450 for construction services to rehabilitate the four MetroLink station elevators with a contract period not exceeding twenty-four months, under and pursuant to this Resolution and the Compact for the authorized Agency purposes set forth in the preambles hereof and subject to the conditions hereinafter provided
- Section 3. Actions of Officers Authorized. The officers of the Agency, including, without limitation, the President and CEO, and 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. <u>Rights Under Resolution Limited.</u> No rights shall be conferred by this Resolution upon any person or entity other than the Agency and the Harlan Company.
 - Section 6. Governing Law. The laws of the State of Missouri shall govern this Resolution.
- Section 7. No Personal Liability. No member of the Board of Commissioners, officer, employee or agent of the Agency shall have any personal liability for acts taken in accordance with this Resolution.
 - Section 8. 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 February, 2017.

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

[SEAL]

ATTEST:

Deputy Secretary to the Board of Commissioners

Board of Commissioners Resolution 813 Bi-State Development Agency Board of Commissioners February 24, 2017 The Harlan Co Contract re MetroLink Elevators Page 2

A RESOLUTION OF THE BOARD OF COMMISSIONERS OF THE BI-STATE DEVELOPMENT AGENCY OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT APPROVING THE AWARD OF CONTRACT TO TRAPEZE SOFTWARE GROUP INC. FOR ENTERPRISE ASSET MANAGEMENT SYSTEM SOFTWARE AND IMPLEMENTATION

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 Competitive Negotiation Procurements exceeding \$500,000; and

Whereas, this Project is funded through FTA grant MO-04-0130, MO-90-X296 and St. Louis City and St. Louis County sales tax revenues; and

Whereas, as part of MAP-21, a new FTA formula-based funding program, State of Good Repair Grants have been developed to provide dedicated funding to repair and maintain the nation's rail infrastructure. In order to be eligible for these grant funds, transit agencies will be required to develop a Transit Asset Management Plan; and

Whereas, an assessment of BSD's current capabilities and systems, identifying processes, roles and applications related to asset management was conducted and the assessment determined that BSD needed more enhanced enterprise asset management applications; and

Whereas, on August 31, 2016, BSD issued Solicitation NO. 17-RFP-103083-DR to obtain a qualified firm to provide the necessary services to implement a new software system or systems to manage enterprise assets. Five proposals were received, reviewed, evaluated and scored in accordance with the technical evaluation requirements specified in the solicitation package. One firm withdrew its proposal prior to software demonstration and one firm withdrew its proposal after it was discovered that there was a mistake in its proposal; and

Whereas, from the remaining proposers BSD selected the highest ranking firm, Trapeze Software Group, Inc., whose proposal was most advantageous to BSD, with price and other factors considered; and

Whereas, it is feasible, necessary and in the public interest for the Agency to approve the award to Trapeze Software Group, Inc., for enterprise asset management system software and implementation in a not exceed amount of \$3,000,000, in accordance with the terms and conditions described herein.

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

- <u>Section 1</u>. <u>Findings</u>. The Board of Commissioners hereby finds and determines those matters set forth in the preambles hereof as fully and completely as if set out in full in this Section 1.
- Section 2. Approval of the Contract. The Board of Commissioners hereby approves the award to Trapeze Software Group, Inc., for enterprise asset management system software and implementation in a not exceed amount of \$3,000,000, under and pursuant to this Resolution and the Compact for the authorized Agency purposes set forth in the preambles hereof and subject to the conditions hereinafter provided
- Section 3. Actions of Officers Authorized. The officers of the Agency, including, without limitation, the President and CEO, and the Vice President of Procurement are hereby authorized and directed to execute all documents and take such actions as they may deem necessary or advisable in order to carry out and perform the purposes of this Resolution, including the payment of all costs, expenses and fees incurred in connection with or incidental to this Resolution and Contract; and the execution of such documents or taking of such action shall be conclusive evidence of such necessity or advisability.
- Section 4. Severability. It is hereby declared to be the intention of the Board of Commissioners that each and every part, section and subsection of this Resolution shall be separate and severable from each and every other part, section and subsection hereof and that the Board of Commissioners intends to adopt each said part, section and subsection separately and independently of any other part, section and subsection. In the event that any part, section or subsection of this Resolution shall be determined to be or to have been unlawful or unconstitutional, the remaining parts, sections and subsections shall be and remain in full force and effect, unless the court making such finding shall determine that the valid portions standing alone are incomplete and are incapable of being executed in accordance with the intent of this Resolution.
- Section 5. Rights Under Resolution Limited. No rights shall be conferred by this Resolution upon any person or entity other than the Agency and Trapeze Software Group, Inc.
 - <u>Section 6.</u> <u>Governing Law.</u> The laws of the State of Missouri shall govern this Resolution.
- Section 7. No Personal Liability. No member of the Board of Commissioners, officer, employee or agent of the Agency shall have any personal liability for acts taken in accordance with this Resolution.
 - Section 8. This Resolution shall be in full force and effect from and after its passage and approval.

ADOPTED by the Board of Commissioners of The Bi-State Development Agency of the Missouri-Illinois Metropolitan District this 24th day of February, 2017.

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

Title

[SEAL]

ATTEST:

Deputy Secretary to the Board of Commissioners

Open Session Item

7

BI-STATE DEVELOPMENT TREASURER'S REPORT February 28, 2017

INVESTMENTS

Yields:

Bi-State investments had an average yield of .63% for the month of February. The Federal Reserve held federal funds rate at .75% in February, but raised the rate to 1% in March. Two more rate hikes are expected in 2017, as the committee is optimistic about the continuing expansion of the economy and a high employment rate.

Invested Funds:

In February, Bi-State directed \$197 million of cash and investments. Approximately 40% of the invested funds were invested in U.S. Treasury or U.S. Government Agency securities, and 14% 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 154 days.

DEBT MANAGEMENT

Debt Restructuring, 2013:

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

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

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

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

Arch Tram Revenue Bonds, 2014:

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

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

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

Capital Leases:

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

FUEL HEDGING

In February, in conjunction with its diesel fuel hedging program, Bi-State had a *realized loss* of \$18 thousand on the sale of Home Heating Oil #2 futures contracts. The *unrealized gain* was approximately \$815 thousand. February oil prices ended the month at \$54.01 a barrel, a 2% decrease since the end of January. 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 28-Feb-2017 31-Jan-2017 AS OF: Wt. Avg. Dollars Market Wt. Avg. Dollars Percentage Market Maturity (1) (,000 omitted) Of Total Rate Value (2) BI-STATE DIRECTED: (,000 omitted) Of Total Rate Value (2) Maturity (1) \$6,865 0.00% \$8,708 4.7% 0.00% 0 \$8,708 5.3% Cash \$6,865 24,031 Repurchase Agreements 1 21,719 14.8% 0.64% 21,719 1 24,031 14.7% 0.58% 2.5% 0.53% 4,150 139 4.150 2.8% 0.53% 4.150 167 4,150 Certificates of Deposit 11,469 U.S. Agencies (discounted) 126 11,467 7.8% 0.54% 11,476 154 11,467 7.0% 0.54% 9.2% 14,991 14.996 10.2% 1.01% 14,990 443 14,995 1.01% U.S. Agencies (coupon) 415 0.64% 270 12,331 8.4% 12,324 201 18,303 11.2% 0.60% 18,320 U.S. Treasury Securities 81,304 0.40% 74.898 81,304 49.9% 0.38% Other Investments (3) 1 74,898 51.2% 0.54% \$146,422 79 0.51% \$162,973 SUB-TOTAL BI-STATE 80 \$146,426 100.0% \$162,958 100.0% BI-STATE DIRECTED-PROP M: Certificates of Deposit 111 \$1,510 3.0% 0.87% \$1,510 139 \$1,510 2.9% 0.87% \$1.510 U.S. Agencies (discounted) 131 4,980 9.8% 0.86% 4,979 142 4,980 9.7% 0.86% 4.976 U.S. Agencies (coupon) 572 30.308 59.9% 1.13% 30,255 600 30,308 58.8% 1.13% 30.249 U.S. Treasury Securities 142 3.986 7.9% 0.52% 3,991 98 6.972 13.5% 0.51% 6,989 1 9.816 19.4% 0.40% 9,816 7,765 15.1% 0.38% 7.765 Other Investments (3) 370 \$50,600 100.0% 0.91% \$50,551 384 \$51,535 100.0% 0.90% \$51,489 SUB-TOTAL PROP M 154 \$197,026 0.63% \$196,973 152 \$214,493 0.61% \$214,462 TOTAL BI-STATE DIRECTED TRUSTEE DIRECTED: \$0 0.0% 0.00% \$0 0 0.0% 0.00% Cash 0 \$0 \$0 1593 2.34% 8,085 1565 8.165 16.6% 2.34% 8,110 8,165 17.5% Municipal Bonds 2.67% 11,744 U.S. Agencies (coupon) 1771 11,566 23.5% 2.67% 11,760 1799 11.566 24.7% 8,993 8.984 18.3% 0.13% 8,997 44 8,984 19.2% 0.13% Commercial Paper 16 20,429 41.6% 0.29% 20,429 1 18.044 38.6% 0.29% 18,044 Other Investments (3) 1 \$46,866 SUB-TOTAL TRUSTEE 680 \$49,144 100.0% 1.16% \$49,296 732 \$46,759 100.0% 1.21% 0.74% \$246,269 256 \$261,252 0.71% \$261,328 259 \$246,170 TOTAL BI-STATE & TRUSTEE LRV LEASE\LEASEBACK 2001: 3 3 0 7.2% 0.00% 7,843 Cash 0 0.0% 0.00% 7,843 310 6,840 6.3% 0.63% 6,837 0 0.0% 0.44% **US Treasury Securities** 93.7% 5.80% 101,821 101,269 92.8% 5.80% 101,269 Other Investments (4) 101,821 \$109,112 SUB-TOTAL LRV 2001 \$108,664 100.0% 5.47% \$108,661 \$109,112 100.0% 5.38% \$109,112 SUB-TOTAL LEASES \$108,664 \$108,661 \$109,112 \$370,440 \$354.834 \$354,930 \$370,364 Grand Total (5)

(1) Approximate weighted average of days to effective maturity, from last business day of the month.

(4) Investment Contracts (leases). Values of investment contracts adjusted to conform to lease payment schedules.

Prepared by:

Therese Terri Gudowicz Green, Mgr of Treas Ops Reviewed by: - (I) Mun Te Omice

4/5/17 4/5

Tammy Fulbright, Dir of Treasury Services

Date

Approved:

Kathy Klevorn CFO

Date

⁽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.

⁽⁵⁾ All amounts preliminary and subject to audit and adjustment.

BI-STATE DEVELOPMENT MONTHLY TREASURER'S REPORT- ALL COMPANIES

BANK / ISSUER SUMMARY as of:

2/28/2017

Section 1 Bank/issuer Summary

Section 1 Bank/Issuer Summary									
BI-STATE DIRECTED *		CERTIFICATES	REPURCHASE		GOVERNMENT	COMMERCIAL		MARKET	
all non debt/lease assets, inc. Prop M:	CASH	OF DEPOSIT	AGREEMENTS	OTHER	SECURITIES	PAPER\ BA's	TOTAL	VALUE	NOTES
BANK OF AMERICA MERRILL LYNCH	5,804,743	0	0	0	0	0	5,804,743	5,804,743	FDIC\tri-party collateral(deposits).
BLACK ROCK	0	0	0	32,196,987	0	0	32,196,987	32,196,987	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	36,310,597	0	0	36,310,597	36,310,597	Money Market Fund (First Tier\Prime)
INVESCO	0	0	0	11,425,741	0	0	11,425,741	11,425,741	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	25,001	0	555,228	0	0	0	580,229	580,229	FDIC; repo collaterl held at JBT.
JP MORGAN CHASE	18,795	0	0	0	0	0	18,795	18,795	FDIC (bank acct.)MMKT (First Tier\Prime)
ОРТИМ	15,429	0	0	0	0	0	15,429	15,429	FDIC\FRB collateral.
BENEFLEX	4,307	0	0	0	0	0	4,307	4,307	FDIC\FRB collateral.
HEALTHSCOPE	50,370	0	0	0	0	0	50,370	50,370	FDIC\FRB collateral.
PNC BANK	255,196	0	0	0	0	0	255,196	255,196	FDIC\FRB collateral.
RBC DAIN RAUSCHER	0	0	0	3,902,748	0	0	3,902,748	3,902,748	Commodities Margin Acct. (fuel hedging)
RJ O'BRIEN	0	0	0	877,549	0	0	877,549	877,549	Commodities Trading Acct. (fuel hedging)
REGIONS BANK	42,316	0	0	0	0	0	42,316		FDIC Insured.
UMB BANK	34	0	21,164,000	0	0	0	21,164,034	21,164,034	FDIC\FRB Collateral.
U.S. BANK	(158,453)	0	0	0	0	0	(158,453)	(158,453)	FDIC\FRB Collateral.
ILLINOIS FUNDS	0	0	0	0	0	0	0	0	Illinois State Treasurer Investment Pool.
FARM CREDIT BANK	0	0	0	0	27,479,761	0	27,479,761	27,442,616	Safekept at Bank of America (BOA).
FEDERAL HOME LOAN BANK	0	0	0	0	34,271,351	0	34,271,351		Safekept at Bank of America (BOA).
U.S. TREASURY	0	0	0	0	16,317,115	0	16,317,115	16,314,453	Safekept by BOA or designated agent.
OTHER	807,507	0	0	0	0	0	807,507	807,507	
sub-total Bi-State directed	6,865,245	5,659,952	21,719,228	84,713,622	78,068,227	0	197,026,274	196,972,579	
TRUSTEE DIRECTED									
DEBT ISSUES									
Cross County Bonds									
Series 2009, 2013									
BANK OF NEW YORK -MELLON TRUST									
BANK OF NEW YORK	0	0	0	0	0	0	0		FDIC Insured.
GOLDMAN	0	0	0	20,429,467	0	0	20,429,467	20,429,467	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		Safekept at Bank of New York
GOVERNMENT AGENCIES	0	0	0	0	11,565,732	0	11,565,732		Safekept at Bank of New York
MUNICIPAL BONDS	0	0	0	0	8,165,315	0	8,165,315	8,109,685	Safekept at Bank of New York
BOND FUNDS	0	0	0	0	0	8,984,053	8,984,053	8,997,360	Safekept at Bank of New York
sub-total	0	0	0	20,429,467	19,731,047	8,984,053	49,144,567	49,296,143	
SUB-TOTAL TRUSTEE (BONDS) SUB-TOTAL BI-STATE AND TRUSTEE	0	<i>5,659,952</i>	0	20,429,467	19,731,047 97,799,274	8,984,053	49,144,567	49,296,143	
LRV Lease\Leaseback 2001 C1 C2	6,865,245	5,059,952	21,719,228	105,143,089	97,799,274	8,984,053	246,170,841	246,268,722	
FSA\AIG	0	0	0	101,821,349	0	0	101,821,349	101 821 349	Guaranteed Investment Contract (GIC).
US TREASURY	3,130	0	0	0	6,839,504	0	6,842,634		Safekept by Lease Trustee.
sub-total	3,130	0	0	101,821,349	6,839,504	0	108,663,983	108,661,569	Caracter by Louis Tructor.
sub-total leases	3,130	0	0	101,821,349	6,839,504	0	108,663,983	108,661,569	
GRAND TOTAL	\$6,868,375	\$5,659,952	\$21,719,228	\$206,964,438	\$104,638,778	\$8,984,053	\$354,834,824	\$354,930,291	
CIAND IOIAL	\$0,000,075	Ψ5,057,752	WZ 1,7 17,220	\$200,704,430	\$104,000,110	ψυ, /υ τ ,υυυ	\$554,054,024	\$554,750,271	

^{*} 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:

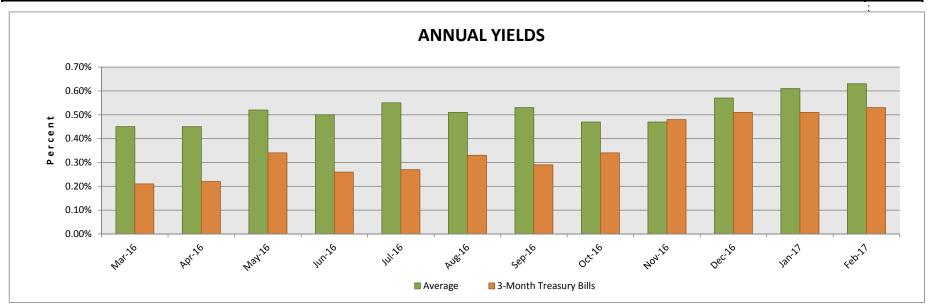
AAA Standard & Poor's, Moody's and Fitch rate credit quality on an A to C scale, with A generally regarded as "upper investment grade" and C as "speculative" (D would indicate default). Within each category are different gradients. The triple A rating indicates that the issuer's long term unsecured debt 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)	Mar-16	Apr-16	May-16	Jun-16	Jul-16	Aug-16	Sep-16	Oct-16	Nov-16	Dec-16	Jan-17	Feb-17
Bi-State Investments	146,526	143,992	144,238	141,500	134,032	144,144	132,418	157,139	159,874	155,220	162,958	146,426
Bi-State Prop M Investments	53,057	53,263	53,310	53,951	45,424	44,917	44,979	52,115	51,693	51,713	51,535	50,600
Total	199,583	197,255	197,548	195,451	179,456	189,061	177,397	209,254	211,567	206,933	214,493	197,026
Projected Total	145,000	145,000	145,000	145,000	145,000	145,000	145,000	145,000	145,000	145,000	145,000	145,000
Trustee Investments	53,542	45,048	47,700	49,998	56,118	59,708	89,698	40,282	42,648	44,622	46,759	49,144

Yields\Rates Information	Mar-16	Apr-16	May-16	Jun-16	Jul-16	Aug-16	Sep-16	Oct-16	Nov-16	Dec-16	Jan-17	Feb-17
Bi-State	0.41%	0.41%	0.46%	0.45%	0.48%	0.44%	0.46%	0.41%	0.41%	0.48%	0.51%	0.54%
Prop M	0.56%	0.58%	0.70%	0.64%	0.74%	0.73%	0.73%	0.66%	0.67%	0.86%	0.90%	0.91%
Average	0.45%	0.45%	0.52%	0.50%	0.55%	0.51%	0.53%	0.47%	0.47%	0.57%	0.61%	0.63%
Trustee	1.39%	1.54%	1.23%	1.21%	1.05%	1.01%	0.77%	1.31%	1.29%	1.24%	1.21%	1.16%
3-Month Treasury Bills	0.21%	0.22%	0.34%	0.26%	0.27%	0.33%	0.29%	0.34%	0.48%	0.51%	0.51%	0.53%
1 Year Treasury	0.58%	0.55%	0.66%	0.44%	0.49%	0.59%	0.59%	0.66%	0.80%	0.85%	0.81%	0.88%
Fed Funds (target)	0.50%	0.50%	0.50%	0.50%	0.50%	0.50%	0.50%	0.50%	0.50%	0.75%	0.75%	0.75%
20-Year Municipals	3.38%	3.32%	3.26%	2.85%	2.85%	2.84%	3.06%	3.29%	3.80%	3.04%	3.83%	3.94%
SIFMA (BMA) Index (month end)	0.40%	0.41%	0.39%	0.41%	0.44%	0.63%	0.84%	0.63%	0.56%	0.72%	0.66%	0.62%



	Diesel Fuel Hedging Program - FY 2017													
	Diesel Fuel Budget \ Actual Comparison:		Feb-17		Year to Date	Life to Date								
а	Gallons consumed-actual		469,042	3,614,687			77,801,036							
b=(c/a)	Average cost per gallon-actual	\$	1.74	\$	1.60	\$	2.12							
С	Total Diesel Fuel Cost-Actual	\$	816,555	\$	5,781,865	\$	164,999,472							
d	Gallons consumed- budget		436,814		3,763,764		81,391,625							
e=(f/d)	Average cost per gallon- budget	\$	1.95	\$	1.95	\$	2.36							
f	Total Diesel Fuel Cost- Budget	\$	851,787	\$	7,339,340	\$	192,406,092							
g=(f-c)	Budget Variance (Unfavorable)	\$	35,232	\$	1,557,475	\$	27,406,620							
h	Realized Futures Gains (Losses)	\$	(17,821)	\$	(1,035,132)	\$	(2,718,379)							
i=(c-h)	Net Cost of Fuel	\$	834,376	\$	6,816,997	\$	167,717,851							
j=(i-f)	Net Budget Variance (Unfavorable)	\$	17,411	\$	522,343	\$	24,688,241							
j=(i/f)	Net Cost of Fuel, Per Gallon, inc. Hedge	\$	1.78	\$	1.89	\$	2.16							
k=(e-i)	Net Budget Variance Per Gallon	\$	0.17	\$	0.06	\$	0.21							
	Futures Activity:				Price of Ba	arre	l of Oil:							
	Futures Contracts Purchased		17		Date		Price							
	Futures Contracts Sold		18		10/31/2016	\$ 46.86								
	Futures Contracts Net Change at month end		(1)		11/30/2016	\$ 49.44								
	Total Open Futures Contracts, at month end		215		12/30/2016	\$ 53.72								
	Futures Contracts Unrealized Gain/(Loss) *		\$813,765		01/31/2017	\$ 52.81								
	(% of Estimated Future Consumption)		69%		02/28/2017	\$ 54.01								

⁼ 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 Apr 2017 through Aug 2019 (29 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: February 2017

Item	Investment:	Par	r Amount	Settled	Maturity Date	Term(days)	Yield	Purchased From	Fund
1	US Treasury Bill	\$	5,824,300	02/13/17	01/04/18	325	0.63%	Wells Fargo	C1 Lease
2	US Treasury Bill	\$	1,058,700	02/13/17	01/04/18	325	0.63%	Wells Fargo	C2 Lease
		1							
		1							
	Total	\$	6,883,000						
						325	0.63%		

Notes:

^{*} Investments with an original term of over 14 days.

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

(dollars in thousands)

	Actuals	Actuals	Actuals	Actuals	Actuals	Actuals	Actuals	Actuals	Actuals												
Note- Figures are estimates of CASH	Fiscal Yr	JULY	AUG	SEPT	ОСТ	NOV	DEC	JAN	FEB	MAR	APR	MAY	JUNE	Fiscal Yr	JULY	AUG	SEPT	ОСТ	NOV	DEC	FY'18
receipts and disb.: subject to change	2017	2016	2016	2016	2016	2016	2016	2017	2017	2017	2017	2017	2017	2018	2017	2017	2017	2017	2017	2017	
BEGINNING CASH BAL. OPER.&REV. FUNDS	\$50,600	\$32,000	\$15,400	\$26,500	\$24,000	\$56,800	\$56,600	\$52,400	\$58,400	\$41,500	\$41,370	\$39,130	\$34,379	\$32,000	\$32,201	\$25,771	\$35,236	\$36,724	\$38,634	\$38,032	\$32,201
CASH RECEIPTS- SALES TAXES :																					
St Louis County 1/2 cent (est. 1974)	42,607	0	0	2,288	681	477	736	856	567	773	694	786	718	8,576	862	439	987	681	477	808	4,254
St Louis City 1/2 cent (est. 1974)	<u>19,586</u>	2,022	928	2,136	1,628	1,030	2,015	<u>1,710</u>	<u>996</u>	2,043	1,627	<u>885</u>	2,215	19,235	2,022	928	2,136	1,628	1,030	<u>1,967</u>	<u>9,711</u>
sub-total 1/2 cent (1974)	62,193	2,022	928	4,424	2,309	1,507	2,751	2,566	1,563	2,816	2,321	1,671	2,933	27,811	2,884	1,367	3,123	2,309	1,507	2,775	13,965
Pledged to debt service X-County Bonds:																					
St Louis County 1/4 cent Prop M (1994)	43,355	0	0	0	15,224	2,796	3,818	4,185	3,178	3,889	3,301	2,446	3,137	41,974	4,252	2,648	4,699	3,624	2,796	4,026	22,045
St Louis City 1/4 cent Prop M (1994)	10,348	0	0	0	3,565	550	1,025	874	441	1,126	866	467	1,170	10,084	1,028	489	1,163	884	550	1,037	5,151
St Louis County 1/2 cent Prop A (2010)	54,338	0	0		30,505	5,574	7,634	8,352	6,353	7,776	7,229	7,442	7,898	88,763	8,503	5,354	9,403	7,246	5,574	8,043	44,123
St Louis City 1/4 cent Prop M2 (2010)	10,348	<u>0</u>	<u>0</u>	<u>0</u>	3,565	<u>550</u>	1,025	<u>874</u>	<u>441</u>	1,126	866	<u>467</u>	<u>1,170</u>	10,084	1,028	489	1,163	884	<u>550</u>	<u>1,037</u>	<u>5,151</u>
sub-total pledged sales taxes	118,389	0	0	0	52,859	9,470	13,502	14,285	10,413	13,917	12,262	10,822	13,375	150,905	14,811	8,980	16,428	12,638	9,470	14,143	76,470
Debt Service X-County Bonds, Interest	(20,925)	0	0	0	(7,068)	(1,744)	(1,744)	(1,743)	(1,715)	(1,740)	(1,744)	(1,744)	(1,744)	(20,986)	(1,744)	(1,744)	(1,744)	(1,709)	(1,709)	(1,709)	(10,359)
Debt Service X-County Bonds, Principal	(7,719)	<u>0</u>	<u>0</u>	<u>0</u>	(2,611)	(690)	(690)	(690)	<u>(690)</u>	(690)	(690)	(690)	(690)	(8,131)	<u>(690)</u>	(690)	(690)	<u>(752)</u>	<u>(752)</u>	(752)	(4,326)
sub-total debt service	(28,644)	0	0	0	(9,679)	(2,434)	(2,434)	(2,433)	(2,405)	(2,430)	(2,434)	(2,434)	(2,434)	(29,117)	(2,434)	(2,434)	(2,434)	(2,461)	(2,461)	(2,461)	(14,685)
sub-total pledged sales tax less debt	89,745	0	0	0	43,180	7,036	11,068	11,852	8,008	11,487	9,828	8,388	10,941	121,788	12,377	6,546	13,994	10,177	7,009	11,682	61,785
TOTAL SALES TAX RECEIPTS LESS DEBT	151,938	2,022	928	4,424	45,489	8,543	13,819	14,418	9,571	14,303	12,149	10,059	13,874	149,599	15,261	7,913	17,117	12,486	8,516	14,457	75,750
CASH RECEIPTS- OTHER:																					
Passenger Revenue, inc. Paratransit	54,973	4,026	3,951	5,585	4,953	3,851	3,392	4,108	3,374	2,849	2,877	2,695	3,550	45,211	4,026	3,951	5,585	4,953	3,851	3,392	25,758
Other	23,078	5,569	2,364	11,205	387	2,875	5,512	2,152	3,554	1,213	1,471	1,281	1,321	38,904	2,500	2,500	2,500	2,500	2,500	2,500	15,000
St. Clair County (inc. State of Illinois)	50,298	405	11,496	163	4,841	9,467	55	9,523	3,591	4,612	4,561	2,836	1,778	53,328	405	11,496	163	4,841	9,467	55	26,427
State of Missouri	0	0	1	0	0	0	0	0	0	0	0	0	0	1	0	1	0	0	0	0	1
Federal Assistance:															0	0	0	0	0	0	0
Maintenance	0	0	18,756	0	0	0	0	0	0	0	0	0	0	18,756	0	10,000	0	0	0	0	10,000
CMAQ\JARC\ARRA\Other grants\reimb.	47,728	804	0	2,731	1,398	0	3,628	4,248	0	2,456	2,354	1,744	1,779	21,142	804	0	2,731	1,398	0	3,628	8,561
TOTAL CASH RECEIPTS	328,015	12,826	37,496	24,108	57,068	24,736	26,406	34,449	20,090	25,433	23,412	18,615	22,302	326,941	22,996	35,861	28,096	26,178	24,334	24,032	161,497
CASH DISBURSEMENTS:																					
Payroll & Related (not inc. OPEB)	(134,669)	(12,304)	(11,055)	(12,914)	(10,346)	(10,532)	(12,589)	(10,936)	(11,712)	(10,286)	(12,658)	(11,229)	(10,669)	(137,230)	(12,304)	(11,055)	(12,914)	(10,346)	(10,532)	(12,589)	(69,740)
Accounts Payable	(157,706)	(12,761)	(13,837)	(10,917)	(12,348)	(8,355)	(12,848)	(11,577)	(21,603)	(10,150)	(8,613)	(8,040)	(8,368)	(139,417)	(12,761)	(13,837)	(10,917)	(12,348)	(8,355)	(11,848)	(70,066)
Self-Insurance	(15,438)	(879)	(405)	(681)	(1,381)	(1,090)	(531)	(653)	(941)	(809)	(817)	(693)	(418)	(9,298)	(879)	(405)	(681)	(1,381)	(1,090)	(531)	(4,967)
Other (int svc fund transfer, OPEB, Pension)	(35,602)	(3,482)	(1,099)	(2,096)	(193)	(4,959)	(4,638)	(5,283)	(2,734)	(4,318)	(3,564)	(3,404)	(5,025)	(40,795)	(3,482)	(1,099)	(2,096)	(193)	(4,959)	(4,638)	(16,467)
TOTAL CASH DISBURSEMENTS	(343,415)	(29,426)	(26,396)	(26,608)	(24,268)	(24,936)	(30,606)	(28,449)	(36,990)	(25,563)	(25,652)	(23,366)	(24,480)	(326,740)	(29,426)	(26,396)	(26,608)	(24,268)	(24,936)	(29,606)	(161,240)
CASH SURPLUS (DEFICIT)	(15,400)	(16,600)	11,100	(2,500)	32,800	(200)	(4,200)	6,000	(16,900)	(130)	(2,240)	(4,751)	(2,178)	201	(6,430)	9,465	1,488	1,910	(602)	(5,574)	257
CUMULATIVE CASH SURPLUS (DEFICIT)	32,000	15,400	26,500	24,000	56,800	56,600	52,400	58,400	41,500	41,370	39,130	34,379	32,201	32,201	25,771	35,236	36,724	38,634	38,032	32,458	32,458

Open Session Item

9



BI-STATE DEVELOPMENT **OPERATIONS COMMITTEE MEETING OPEN SESSION MINUTES** MARCH 21, 2017

Committee Members in Attendance

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

Other Commissioners in Attendance

Vernal Brown (via phone)

Staff in Attendance John Nations, President & CEO Barbara Enneking, General Counsel and Deputy Secretary Shirley Bryant, Certified Paralegal Ray Friem, Executive Director Metro Transit Larry Jackson, Executive Vice President for Administration Barbara Georgeff, Director of Executive Services Kathy Klevorn, Sr. Vice President, Chief Financial Officer Lisa Burke, Executive Assistant Mark Vago, Controller Patti Beck, Director, Communications Scott Grott, General Manager MetroLink John Wagner, Director Research Institute

Kathy Brittin, Director, Risk Management, Safety & Claims

Richard Zott, Chief of Public Safety

Charles Clemins, Sr. Director Maintenance of Way

Jerry Vallely, External Communications Manager

Charles Stewart, Vice President Pension & Insurance

Jessica Mefford-Miller, Assistant Executive Director, Transit Planning & System Development

Virginia Alt-Hildebrandt, Manager Administrative Services

John Langa, Vice President Economic Development

Elizabeth Farr, Associate Project Manager – Economic Development

Steve Devore, Public Safety Officer

Kerry Kinkade, Vice President, Chief Information Officer

Jonathan Frederick, Director Accounting & Budget

Julianne Stone, Vice President Strategic Initiatives

Fred Bakarich, Director Engineering Systems

Matthew Hibbard, Social Media Communications Manager

Others in Attendance

None

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1. Call to Order

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

Commissioner Buehlhorn introduced the newest Illinois Board member, Commissioner Justin Zimmerman, and welcomed him to the Board.

2. Roll Call

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

3. Public Comment

8:01 a.m. Commissioner Buehlhorn did not call for public comment; however, for the record there was no public comment.

4. Employee Recognition, Outstanding Employees Doing Outstanding Things

8:02 a.m. Ray Friem, Executive Director Metro Transit, stated that Public Safety Officer John Mitalovich, while on duty, observed a car accident which resulted in the vehicle catching fire. He contacted Dispatch advising them that there were three people in the car and requested police, fire and EMS to respond. He then turned his Public Safety vehicle around to block the road for safety and rushed to the car to help. He successfully carried a young child, a woman and a man to safety. Richard Zott, Chief of Public Safety, presented Officer Mitalovich with a commendation in recognition of his heroic actions in a dangerous situation.

5. Minutes from January 20, 2017 Operations Committee

8:03 a.m. The January 20, 2017, Open Session Operations Committee Meeting minutes were provided in the Committee packet. A motion to approve the minutes was made by Commissioner Holman and seconded by Commissioner Brown. Motion passed unanimously.

6. Contract Award: Elevator/Escalator Full Maintenance and Repair

8:04 a.m. The briefing paper regarding the contract award for Elevator/Escalator Full Maintenance and Repair was provided in the Committee packet. Larry Jackson, Executive Vice President of Administration, provided an overview. Bi-State Development (BSD) has twenty-seven (27) elevators and eight (8) escalators throughout the system that are required to be in continuous operation for customers and employees in accordance with American with Disabilities Act (ADA). The current elevator/escalator maintenance contract expires May 14, 2017. A Request for Proposal (RFP) was issued October 4, 2016, and three (3) responses were received. Following the individual evaluations, the recommendation was to award the contract to ThyssenKrupp Elevator (TKE). Management's recommendation is for the Committee to approve and forward to the Board for final approval the contract award to TKE. A motion was made by Commissioner Holman and seconded by Commissioner Brown to approve this agenda item as presented in the briefing paper and forward to the Board for final approval. Motion passed unanimously.

7. Sole Source Contract Award: Trapeze U.S.A., LLC, Automatic Vehicle Location Message Boards – Civic Center Transit Center

8:05 a.m. The briefing paper regarding the contract award to Trapeze U.S.A., LLC, (Trapeze) for Automatic Vehicle Location Message Boards – Civic Center Transit Center was provided in

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the Committee packet. Larry Jackson, Executive Vice President Administration, provided an overview. The Computer Aided Dispatch/Automated Vehicle Location (CAD/AVL) equipment used with the transit management technology currently employed on MetroBus and existing transfer stations was supplied by Trapeze. The existing CAD/AVL infrastructure is a transit specific proprietary system; and only Trapeze equipment can be used with the Agency's existing communications and data processing structures. Management's recommendation is for the Committee to approve and forward to the Board for final approval a contract with Trapeze U.S.A., LLC. A motion was made by Commissioner Brown and seconded by Commissioner Zimmerman to approve this agenda item as presented in the briefing paper and forward to the Board for final approval. Motion passed unanimously.

8. Contract Modification – Jacobs Engineering – General On-Call (GEC) Design and Engineering Consultant Services – Jacobs Engineering Discipline Number 1

8:07 a.m. The briefing paper regarding the contract modification for Jacobs Engineering. General On-Call (GEC) Design and Engineering Consultant Services - Jacobs Engineering Discipline Number 1 was provided in the Committee packet. Larry Jackson, Executive Vice President Administration, provided an overview. Bi-State Development (BSD) has many types of construction, maintenance, and casualty repair projects. In April 2016, BSD procured on-call services from qualified engineering firms. Access to various engineering firms allowed for faster responses to issues as they develop. Contracts were awarded to Jacobs Engineering, HNTB, Inc.; STV, Inc.; and Isis, Inc. to provide on-call services as an extension to the BSD engineering staff. The system experienced some unusual events in the areas supported by the Discipline 1 task orders awarded to Jacobs Engineering. The Agency anticipates that it will have many significant projects requiring support in the coming years and, as such, management believes that a contract increase in the engineering support provided by Jacobs is needed. Management's recommendation is for the Committee to approve and forward to the Board to approve the request to modify the Jacobs Engineering contract for Architectural & Engineering Services. A motion was made by Commissioner Holman and seconded by Commissioner Zimmerman to approve this agenda item as presented in the briefing paper and forward to the Board for final approval. Motion passed unanimously.

9. Non-Competitive (Sole Source) Procurement – MAC Products Overhead Conductor Rail Supplier – Union Station Tunnel Rehabilitation

8:11 a.m. The briefing paper regarding the non-competitive sole source procurement for MAC Products Overhead Conductor Rail Supplier – Union Station Tunnel Rehabilitation was provided in the Committee packet. Fred Bakarich, Director Engineering Systems, provided an overview. Installation of a new Overhead Conductor Rail (OCR) system was completed in May 2016 on the Eads Bridge. The OCR system replaced the original fixed tension Overhead Catenary System (OCS) equipment. The OCR components were manufactured by Conductix, Inc. (Conductix), through an agreement with European owned RailTech, Inc., who developed and owns the proprietary design of the OCR system. Conductix is one of two known domestic OCR material suppliers that satisfy Federal Transit Administration (FTA) Buy America regulations. However, Conductix no longer manufactures RailTech proprietary OCR equipment. Therefore, MAC Products now is the only domestic manufacturer of RailTech OCR equipment. BSD wants to purchase the same OCR materials, including ancillary equipment for incorporation into the final product of the Union Station Tunnel Rehabilitation. Management's recommendation is for the Committee to approve and forward to the Board for final approval the procurement of OCR

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material from MAC Products for the Union Station Tunnel Rehabilitation Project. A motion was made by Commissioner Holman and seconded by Commissioner Zimmerman to approve this agenda item as presented in the briefing paper and forward to the Board for final approval. **Motion passed unanimously.**

10. Affiliation Agreement, Amendments to Bylaws, and Articles of Incorporation for Research Institute

8:18 a.m. The briefing paper, Affiliation Agreement, Articles of Incorporation, and Amendments to Bylaws were included in the Committee packet. John Wagner, Director Bi-State Development Research Institute, provided an overview. The Bi-State Development Research Institute (the "Institute") received a 501(c)(3) Federal income tax exemption status from the Internal Revenue Service (IRS) on November 25, 2014. The Institute's involvement in a number of new grant opportunities, warranted a review of its Articles of Incorporation and the Bylaws. The review was to determine if the needs of the Institute and its anticipated operations, administration, and management were met. Amendments to these governing documents required approval from the Research Institute Board of Directors, as was done on February 10, 2017, and the BSD Board of Commissioners. Amending the Articles of Incorporation and the Bylaws would allow the Institute to work on a broader range of activities such as the implementation of a Food Kiosk Program. The amendments to the Bylaws would allow the Board of Directors of the Institute and the Executive Committee of the Board to approve, by unanimous written consent, items electronically or by mail; and make the BSD Board of Commissioners Chair, Vice Chair, the President & CEO, and the General Counsel ex officio Directors of the Institute's Board. This would provide a greater continuity and connection between BSD and the Institute. Lastly, the Affiliation Agreement outlines the cooperative services BSD provides to the Institute such as office space, financial services, marketing, employees to operate the Institute, etc. discussion followed regarding the reason for initially filing as a Nonprofit Corporation under the laws of the State of Illinois. Management's recommendation is for the Committee to approve and forward to the Board for final approval the amendments to the Articles of Incorporation and Bylaws of the Bi-State Development Research Institute; and to approve an Affiliation Agreement between BSD and the Research Institute. A motion was made by Commissioner Holman and seconded by Commissioner Zimmerman to approve this agenda item as presented in the briefing paper and forward to the Board for final approval. Motion passed unanimously.

11. 2nd Ouarter Operations Report and Capital Projects Update

8:22 a.m. The 2nd Quarter Operations Report and Capital Projects Update was provided in the Committee packet. Ray Friem, Executive Director Metro Transit, provided a brief overview. There was an error identified in the Financial Report, Table 1, FY2017 Actual and FY2017 Budgeted. The expenses for the 2nd Quarter FY17 were \$103 million with a budgeted amount of \$116 million for FY17, and \$104.8 million in FY16. During the course of the year, the financials are expected to be below budget by \$4 million due to St. Louis County directly funding the police efforts. The rate of ridership slowed some in the 2nd Quarter of FY17 for MetroBus and MetroLink. Ridership for Call-A-Ride was down for the 2nd Quarter primarily due to lower contract trips provided through Medicare. There was a slight service increase over the prior fiscal year due to the implementation of a new service plan in support of the new North County Transit Center. There was a slight decrease in valid security complaints in the 2nd Quarter FY17 compared to the same period in FY16. The complaints continue to increase year to date for FY17. On time performance is stable or improving for all modes. As a result, there were lower

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complaint rates experienced by MetroLink and Call-A-Ride through the 2nd Quarter. The Call Center continues to have significantly less call volume since the introduction of real time information apps to the public; and the percentage of calls answered increased as a result.

John Nations, President & CEO, introduced some management staff to Commissioner Zimmerman and asked Jessica Mefford-Miller, Assistant Executive Director Transit Planning & System Development, to explain her duties to the Commissioner. Ms. Mefford-Miller provided a detailed description of her job duties and the work her department does.

Mr. Friem continued his presentation and distributed a transit ridership chart showing ridership nationwide is decreasing. While ridership is down nationwide, Metro continues to search for actionable things that can help increase ridership; one of which was to conduct regional research. A full regional research report will be presented to the Committee in May. Some discussion followed regarding the efforts being made by the planning and marketing departments highlighting the information obtained through the research activities. Mr. Friem also discussed the Key Capital Projects Status report.

12. Unscheduled Business

8:44 a.m. John Nations, President & CEO, informed the Committee that in February 2017, he attended the APTA Annual Transit CEO Conference, and the topic of ridership trends dominated the discussions. Ridership loss is not just a St. Louis problem, it is an issue across the country and has gained a lot of attention industry wide. He recently met with officials at Cortex, and they were very complimentary about Ray Friem and Fred Bakarich regarding the ongoing work at the Boyle Avenue MetroLink Station, more commonly referred to as the Cortex Project.

13. Call of Dates for Future Committee Meetings

8:44 a.m. The Committee was advised of upcoming meetings as follows:

Audit, Finance & Administration Committee:

Board Meeting:
Operations Committee:

Friday, March 24, 2017, 8:00 a.m. Friday, April 28, 2017, 8:00 a.m. Tuesday, May 16, 2017, 8:00 a.m.

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

8:45 a.m. Pursuant to the requirements of Bi-State Development Board Policy, Chapter 10, Section 10.080(D); (1); (7); (11); and (17), Chairman Buehlhorn requested a motion to allow the Committee to go into closed session. A motion to go into Executive Session was made by

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Commissioner Holman and seconded by Commissioner Brown. A roll call vote was taken, and the Commissioners present, Holman, Buehlhorn, Zimmerman, and Brown voted to approve this agenda item. Motion passed unanimously, and the Open Session meeting was adjourned at 8:45 a.m.

Deputy Secretary to the Board of Commissioners

Bi-State Development



BI-STATE DEVELOPMENT AUDIT, FINANCE & ADMINISTRATION COMMITTEE MEETING OPEN SESSION MINUTES MARCH 24, 2017

None

Committee Members in Attendance

Other Commissioners in Attendance

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

Staff in Attendance

John Nations, President & CEO

Barbara Enneking, General Counsel and Deputy Secretary

Shirley Bryant, Certified Paralegal

Jim Cali, Director of Internal Audit

Ray Friem, Executive Director Metro Transit

Larry Jackson, Executive Vice President for Administration

Kathy Klevorn, Sr. Vice-President and Chief Financial Officer

Barbara Georgeff, Director of Executive Services

Brenda Krieger, Executive Assistant

Mark Vago, Controller

Tammy Fulbright, Director, Treasury Services

Kent Swagler, Director Corporate Compliance and Ethics

Tracy Beidleman, Director Program Development & Grants

Monica Smith, Administrative Assistant

Erick Dahl, Director St. Louis Downtown Airport

Jackie Covington, Capital Budget & Program Development Administrator

Theresa Gudowicz Green, Manager Treasury Operations

Jonathan Frederick, Director Accounting & Budget

Michael Gibbs, Accountant Business Enterprise

Adam Schisler, Budget System Administrator

David Sanders, Strategic Business Development Manager

Sarah Clarke, Director Gateway Arch Operations

Charles Pogorelac, Manager Financial Planning & Budget

James T. Dunn, Director Gateway Arch Riverboats

Daniel Hinrichs, Business Analyst

David Allen, Director Arts in Transit

Gary Smith, Internal Audit Intern

Richard Zott, Chief of Public Safety

Kathy Brittin, Director Risk Management, Safety & Claims

Patti Beck, Director Communications

David Toben, Director Benefits

Kerry Kinkade, Vice President Chief Information Officer

Maryanne Coley, Manager Benefits

Ken Franklin, Vice President Government Relations & Policy Initiatives

John Wagner, Director Research Institute

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Jenny Nixon, Executive Director Tourism Innovation Mary Lamie, Executive Director St. Louis Regional Freightway

Others in Attendance

None

1. Call to Order

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

2. Roll Call

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

3. Public Comment

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

4. Audit, Finance and Administration Committee Open Session Minutes: January 27, 2017 8:01 a.m. The January 27, 2017, Open Session Audit, Finance and Administration Committee Meeting minutes were provided in the Committee packet. It should be noted that a technical error was identified and a correction was made to Agenda Item #14 regarding the Salaried Pension Committee's recommended contributions. A motion to approve the minutes as presented with the amendment to Agenda Item #14 was made by Commissioner Brown and seconded by Commissioner Gully. Motion passed unanimously.

5. Bi-State Development Operating and Capital Budget FY 2018 - 2020

8:01 a.m. The briefing paper and the Bi-State Development (BSD) Operating and Capital Budget FY 2018 - 2020 budget presentation were provided in the Committee packet. Mark Vago, Controller, provided an overview of the FY18 Operating Budget. The BSD Operating and Capital Budget developed for FY 2018 - 2020 takes into account the current economic conditions and has conservatively estimated the revenue, expenses, and capital replacement and rehabilitation needs. Comparisons to peer transit agencies showed that ridership was down industry wide for rail, bus and van. The National Transit Database listed Metro Transit at the top or near the top of every performance indicator. In putting together the transit operating budget some key assumptions were made; one of which was that farebox revenue for FY18 would decrease 1.4% from the current FY17 projection. FY18 passenger revenue decreased \$5.6 million from the FY17 budget and 1.4% from the current FY17 projection. The fare structure remains the same and service miles and hours for all three modes are down a combined 0.2% compared to the FY17 budget. The total FY18 revenue for Metro Transit is \$315.4 million; with the largest contributions from St. Louis County, St. Louis City and St. Clair County. The FY18 expenses were \$321.1 million and compensation was 62% of that total cost, resulting in a net loss before depreciation of \$5.7 million. On a cash basis the transit budget is completely balanced, and a revenue source has been identified to cover what is expected to be spent in FY18. The funds for the St. Louis County Police contract are not included in the FY18 budget because that amount is now being paid directly by St. Louis County. Metro was acknowledged by the FTA in the July 2016 Federal Register for excellence in maintenance in asset management, highlighting the Agency's success in extending the life span of buses by 25% and reducing breakdowns by 85%. BSD also recently secured a \$1.2 million grant for Mobile Medical Units in partnership with St. Louis County. Recently the former Secretary of Housing and Urban Development praised BSD for its investment in North County and the Acting Administrator of the FTA acknowledged St. Louis as a model of efficiency due to its expansion of

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transit opportunities for its residents. Numerous other awards have been won by Marketing & Communications, Procurement, and the Finance Department. Special awards were presented by the Board to BSD employees acknowledging the courageous and heroic actions exhibited while assisting others in need.

Tracy Beidleman, Director of Program Development and Grants, provided an overview of the FY18 Capital Projects Budget. The Safe, Accountable, Flexible and Efficient Transportation Equity Act (SAFETEA-LU) was signed into law August 10, 2005. It was a five year law that was extended to 2012 until Moving Ahead for Progress in the 21st Century (MAP-21) became effective. SAFETEA-LU introduced the American Recovery and Reinvestment Act Program (ARRA). Under the ARRA program the Agency received funding to support the rehabilitation of the Eads Bridge as well as rehabilitation of several of its MetroLink facilities and right-of-ways. SAFETEA-LU also introduced the TIGER Grant Program. Under the TIGER program, the Agency was awarded funding to support the construction of a new MetroLink station and expand the current MetroLink station in the Central West End corridor. MAP-21 was signed into law July 6, 2012, and it was a two year law that was extended to 2015 when the Fixing America's Surface Transportation Act (FAST Act) became effective. Under MAP-21, there were several changes made to funding programs. One change was the repeal of the bus and bus facility discretionary program. This was a competitive application program to support bus and capital facility needs, Through this source of funding, in the past, the Agency received support for the bus replacement program, which included funding support towards the purchase of the current articulated bus fleet. Under MAP-21, a formula based bus and bus facility program was introduced in place of the discretionary program. MAP-21 also repealed the Jobs Access and Reverse Commute Program (JARC) and these funds provided support for transit related operating expenses. It allowed transit agencies to provide customers with better access to jobs through new, late night, or weekend service expansion throughout the service area. As a part of the reverse commute component, it enabled transit agencies to transport customers between the central business district and unserved or underserved outlying areas. The Agency is currently using JARC funds to support operations for the recently opened North County Transit Center. There were some introductions of new programs under MAP-21 and one of those programs was the 5310 Enhanced Mobility of Seniors and Individuals with Disabilities Program. This program combined the previous New Freedom Program which supports activities beyond the Americans with Disabilities Act with the Elderly and Disabled Program which provides funding for not-for-profit agencies that support elderly and disabled transit services. BSD recently received funding through this program to support enhanced way finding signage to be installed throughout the system. Additionally, MAP-21 introduced the State of Good Repair Program and this program replaced the Fixed Guideway Modernization Program, which supported rehabilitation of existing systems and modernization and expansion of systems. The State of Good Repair Program continues to support capital projects that will maintain, replace, and rehabilitate fixed guideway public transportation systems. The State of Good Repair (SGR) Program also provides funding to support transit agencies in the development and implementation of transit asset management plans, which is a key component of the program. Now we have the new transportation law, the FAST Act that is a five year law that became effective October 1, 2015, and will extend through September 30, 2020. The FAST Act is intended to provide steady predictable funding over the five year authorization period with an increase in funding for transit programs. The FAST Act maintains funding programs that were authorized under MAP-21, and this includes the Section 5307 Urbanized Area Formula Program, the Section 5337 State of Good Repair Program, the Section 5339 Bus and Bus Facility Formula Program, as well as the Section 5310 Enhanced Mobility of Seniors and Individuals with Disabilities Program. Each of these funding programs are included in the Agency's Capital

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program. In addition to those programs, the FAST Act reintroduced the bus and bus facility discretionary program which was eliminated in MAP-21. In regard to FTA's overall goal and initiative for transit agencies to maintain their systems in a state of good repair, the FAST Act directs recipients such as Bi-State/Metro Transit to maintain their equipment and facilities in accordance with the transit agencies Transit Asset Management (TAM) plans. As a part of our Agency's TAM and SGR efforts we have developed a TAM plan and the capital program has been coordinated with that plan. For the current FY17 budget, the Agency is under a continuing resolution until April 28. At this time, Congress has not passed a Federal spending budget. A partial apportionment was released in January 2017, however it was based on FY16 budget levels. The FY18 to FY20 capital budget has been planned based on the FAST Act estimated apportionment reflecting increases of approximately 2% to 2.5% over budget each year to FY20. Agency staff will continue to monitor the progress of the new federal budget that will fully release the FY17 funds as well as any budget decisions that will impact the FY18 to FY20 Capital Program. The federal funding source provides \$512.9 million, and the local funding source provides \$168.8 million for a total of \$681.7 million.

Mr. Vago continued the presentation discussing the revenue, expenses and capital projects for the following enterprises: 1) Gateway Arch Riverfront, which includes the riverboats, the heliport barge, and the Gateway Arch; 2) St. Louis Regional Freightway; 3) St. Louis Downtown Airport; 4) Executive Services; 5) Bi-State Development Research Institute; and 6) Arts-In-Transit. The Health Self-Insurance Fund, the Casualty Self-Insurance Fund, and the Workers' Compensation Self-Insurance Fund was also discussed.

John Nations, President & CEO, congratulated Mark Vago, Tracy Beidleman, Kathy Klevorn, and the entire team on doing such a great job on the preparation and presentation of the FY18 – FY20 Budget. Mr. Nations further stated that this vote on the budget every year is the most important vote the Board makes. This presentation is an expression of the Agency's values, priorities, and how we are going to turn assets, both personal and financial, into a service that this community can be proud of and that we can all be proud of. Discussions continued regarding a recent tragedy at a MetroLink Station and the security plans to be put in place to assure the Agency's partners and the public about the safety on the system and our commitment to keep riders, and our employees safe.

Mr. Nations advised the Committee that given the security concerns now being expressed about the design of the light rail system and the security components, he may have an amended budget prepared by the time the Board meets on April 28 to consider adoption of the budget.

A motion was made by Commissioner Brown and seconded by Commissioner Gully to approve this agenda item as presented in the briefing paper and forward to the Board for final approval. **Motion passed unanimously.**

6. Sole Source Contracts for Hardware and Software Maintenance

8:45 a.m. The briefing paper regarding the sole source contracts for Hardware and Software Maintenance was provided in the Committee packet. Larry Jackson, Executive Vice President of Administration provided an overview. BSD has made significant investments in its technology platforms to enhance all aspects of its business. Each system requires continued support from the manufacturer/developer to ensure the software functions as expected and remains current with technology updates. BSD has allocated approximately \$2.9 million for costs associated with hardware and software contracts. Contracts for less than \$100,000 per year don't require Board approval; however there are three providers whose annual costs are anticipated to approach or

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exceed the \$100,000 threshold. Those providers are Kronos, Oracle, and Trapeze. Prior to entering into a contract with these providers, BSD staff will analyze each situation to verify the continued need and appropriate level of support. Management recommends that the Committee accept and forward to the Board for approval the request to authorize the President & CEO to enter into "sole source" contracts for the support of BSD's hardware and software systems as required and within the amounts provided for in the FY18 Operating Budget that will be approved by the Board on April 28, 2017. A motion was made by Commissioner Brown and seconded by Commissioner Gully to approve this agenda item as presented in the briefing paper and forward to the Board for final approval. Motion passed unanimously.

7. 2nd Quarter Financial Statement

8:47 a.m. The 2nd Quarter Financial Statement was provided in the Committee packet. Jonathan Frederick, Director Accounting & Budget, provide a brief overview. A summary of BSD enterprise funds and the self-insurance funds shows total government wide assets of \$1.45 billion; and income before depreciation of \$9.5 million for the six months ending December 31, 2016. The FY18 total revenue for the combined enterprise funds was \$2.2 million, an increase of \$255,000 over the prior year, and income before depreciation was \$375.5 thousand. The FY18 total expenses were \$1.8 million, an increase of \$183,000 over the prior year. The Gateway Arch is closed for the replacement of the motor generators, and will reopen in April. Income before depreciation for FY18 were \$532 thousand, and revenue was \$3.8 million, an increase of \$945.3 thousand over the prior year. The riverboats had a great year, and revenue increased considerably due to the lack of flood days. The boats opened March 4 and had over a \$5,000 weekend for the first weekend in operation this year. Income before depreciation was \$343,000, total revenue was \$1.6 million compared to \$986,000 in the prior year. The total expenses for FY18 were \$1.3 million compared to \$1.1 million in the prior year, mainly due to normal operating cost for running more cruises. In November 2016, the St. Louis Downtown Airport hosted a mass casualties training for first responders from agencies across the metro-east. The Airport had a loss before depreciation for FY18 of \$42,000, with total revenue of \$767,000, an \$8,000 decrease over the prior year. The total expenses were \$809,000, an increase of \$78,000 over the prior year. Metro Transit's income before depreciation for the six months ended December 31, 2016 was \$9.1 million, a decrease of \$6 million over the prior year. The total revenue was \$145.6 million, down \$6.6 million over the prior year. The total expense was \$136.5 million, down \$6 million from the prior year. Compared to budget, revenue was down 5.1% and total expenses are favorable 10.5%. In December 2016, the former Secretary of the U.S. Department of Housing and Urban Development (HUD), Julian Castro, visited Metro's North County Transit Center and praised the Agency's newest investment in North County, stressing capital investment as a conduit for economic advancement and growth. The St. Louis Regional Freightway had a loss before depreciation of \$177,000 and a total revenue of \$101,000 and the total expenses were \$278,000. The Bi-State Development Research Institute had a net loss of \$46,000 and a total revenue of \$429, with a total expense of \$47,000. Arts-In-Transit had an income of \$15.6 thousand, total revenue of \$32.5 thousand, and total expense of \$16.9 thousand. Mr. Frederick also discussed the Health Self-Insurance Fund, the Casualty Self-Insurance Fund, and the Workers Compensation Self-Insurance Fund.

The Performance Indicators for the 2nd Quarter showed passenger boardings are 7.7% below the FY16 number and 13.2% below FY15 numbers. The total system passengers for FY17 was 21.32 million, a decrease from 23.11 in FY16. This report was informational only and no additional Committee action was required. A copy of this report will be kept at the office of the Deputy Secretary.

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8. 2nd Quarter Performance Indicators 9:00 a.m. The 2nd Quarter Performance Indicators were provided in the Committee packet. Jonathan Frederick, Director Accounting & Budget, provided an overview of the 2nd Quarter Performance Indicators during his presentation under Agenda Item #7.

9. January Treasury Report

9:00 a.m. The January 31, 2017, Treasury Report was provided in the Committee packet. Tammy Fulbright, Director Treasury Services, provided a brief overview. In January, BSD directed funds which included cash, cash equivalent, and investments were approximately \$214 million, with an average rate of return of .61%. BSD Trustee Directed Funds was approximately \$47 million with an average rate of return of 1.21%. In March, the Fed raised rates, which is the third rate increase since the 2008 financial crisis. If the economy continues to move at its current moderate pace, if consumers continue to spend, companies continue to invest and hire employees, and if inflation stays at 2%, it is anticipated that there will be two more rate increases this year from the Feds and they are projecting three more in 2018 and 2019. We have a better opportunity as long as the economy stays key. The two year Agency bonds are going for a little over 1.25% and a three year at a little over 1.5% so the investments and the short term investments are moving in the right direction resulting in a much bigger return. This report was informational only and a copy of the report will be kept at the office of the Deputy Secretary.

10. 2nd Quarter Procurement Report

9:01 a.m. The 2nd Quarter Procurement Report was provided in the Committee packet. Larry Jackson, Executive Vice President for Administration, provided a brief overview. The non-competitive or sole source procurement for the quarter was down to 5%, which has been our lowest level for quite some time. We issue credit cards to a limited number of staff to facilitate an easier process and these transactions are monitored very closely. There are approximately 100 cards distributed to various employees and over the last two quarters they have spent approximately \$3 million under this card program. The efficiency of using the card is a good asset for the users. The Agency changed the providers for the card program last year from American Express to US Bank. The card program has been with US Bank for almost a year now and in April, the Agency should be receiving its first rebate in excess of \$100,000. Agency staff will continue to identify expenditures that can be added to the card program to increase future rebates. 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. Pension Plans, 401(k) Retirement Savings Program and OPEB Trust Investment Performance Update – December 31, 2016

9:06 a.m. The briefing paper regarding the Pension Plans, 401(k) Retirement Savings Program and OPEB Trust Investment Performance Update – December 31, 2016 with attachments was provided in the Committee packet. Charles Stewart, Vice President, Pension & Insurance, provided a brief overview. The Board is required to oversee the funding status of the pension retirement plans and to oversee the trustee administration. Throughout the year Mr. Stewart provides reports to help the Board accomplish that goal. The 401(k) program assets are \$44.5 million as of the end of the 4th quarter 2016. Participant contributions have been consistent throughout all market environments. The plan had approximately \$4 million in new participant contributions in calendar year 2016. Total withdrawals were \$3.5 million. The Vanguard Index Fund remains the most popular investment option among participants with \$8.8 million in participant money or 21% of

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total assets. The second largest investment pool is the T. Rowe Price Lifecycle Funds that continues to grow in popularity with nearly 27% of participant money now held in these funds. Ellwood Associates (Ellwood) provided a recommendation for the replacement of Montag & Caldwell strategy. The Committee approved the liquidation of Montag & Caldwell, and adopted T. Rowe Price as the replacement.

The Salaried Pension Plan total assets as of December 31, 2016 was \$55.7 million. The portfolio gained 4.4% during calendar year 2016. Since inception, the portfolio has gained 7.5% outpacing its benchmark by 40 basis points, and has outperformed the current actuarial return target of 7.0%. Ellwood Associates (Ellwood) recommended that the Committee approve liquidation of Fayez Sarofim and Montag & Caldwell, and replace them with Vanguard S&P 500 Index and T. Rowe Price, respectively. The year to date activity shows that the year started with \$54.7 million with contributions of \$3.2 million, and withdrawals of \$4.6 million. As a result of that, the actuaries recommended a contribution to this plan for 2017 of \$3.6 million. The Salaried Pension Plan Trustees have the discretion of deciding what that number should be and they made it \$4 million. In addition, the employees that are still in the plan contribute 3% of their salary, so all together that will be about \$4.6 million for 2017 which will match the withdrawals. Year to date earnings for 2016 were 4.4%, the benchmark for the investment was 5.7% and the actuarial rate of return is 7%, so we are not meeting that expectation on the earnings and the Trustees are drilling down on that and putting pressure on its investment advisors. To compensate for that in the short term, we have increased the contribution rate.

The IBEW Pension Trust – Local 2 and Local 309 total assets as of December 31, 2016 was \$4.3 million gaining approximately \$600,000 since the beginning of the calendar year. The portfolio gained 7.4% during 2016 calendar year. All the portfolio's investment managers are performing in line with expectations. Ellwood recommended that the Committee approve reinvesting \$80,000 of the cash balance to the Dodge & Cox Income. The Committee also approved the transition of the portfolio's Vanguard S&P 500 Index holdings to a lower share class.

The 788 Pension Plan total assets are \$122.2 million, and fund flows to date have been consistently negative with contributions of \$13.4 million compared to benefit payments or withdrawals of \$16.1 million. This is a mature plan, and the only plan that is still open to new employees. The issue is that any changes to this plan must be collectively bargained. The Pension Committee Trustees are doing a good job in trying to get as much money into the plan as possible, and they have consistently approved the contribution rate in excess of what the actuaries have recommended. During the 4th quarter, the portfolio gained 1.2%, bringing calendar year 2017 returns to 6.8% as compared to a benchmark of 6.3%, and the actuarial rate of return assumption was 7%. Longer-term performance remains favorable. No action to rebalance the portfolio is recommended at this time. The portfolio is in the process of liquidating the Och-Zoff and BlueCrest investments. All other investment managers are performing in line with Ellwood's expectation.

The OPEB Trust asset allocation is in accordance with the policies that have been adopted by the OPEB Trust Committee. The contribution made by the Agency was \$3 million, and there were no other contributions or withdrawals. This Trust was set in place to cover the Agency's OPEB liability in future years, so there will be no withdrawal for a considerable amount of time. The OPEB Trust Committee is challenged to make sure this trust is meeting the objectives of the Board of Commissioners, and the Trustees will continue to meet that goal. The asset performance review since inception shows a portfolio gain of 2.6%. These assets are very conservatively invested, and the challenge and achievements have and continue to be lower than the liability associated with this

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trust. The OPEB Trust has total assets as of December 31, of \$22.6 million, higher by \$3.7 million compared to the beginning of the calendar year. The portfolio is in line with the target allocations. The investment managers are performing in line with expectations.

12. Unscheduled Business

9:20 a.m. There was no unscheduled business.

13. Call of Dates for Future Committee Meetings

9:20 a.m. The Board was advised of the upcoming meetings, as follows:

Board Meeting: Friday, April 28, 2017, 8:00 a.m.
Operations Committee: Tuesday, May 16, 2017, 8:00 a.m.
Audit, Finance & Administration Committee: Friday, May 19, 2017, 8:00 a.m.

18. Adjournment to Executive Session

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

9:21a.m. Pursuant to the requirements of Section 10.080 (D) (1), (15), and (16) of the Bi-State Development Board Policy, Chapter 10, Section 10.080, Chair Gully requested a motion to allow the Committee to go into closed session. A motion to go into Executive Session was made by Commissioner Brown and seconded by Commissioner Gully. A roll call vote was taken and the Commissioners present, Brown and Gully voted to approve this agenda item. Motion passed unanimously, and the Open Session meeting was adjourned at 9:21 a.m.

Deputy Secretary to the Board of Commissioners

Bi-State Development

Open Session Item 12(a)

From: John M. Nations, President and CEO

Subject: Contract Award to ThyssenKrupp Elevator Corporation for Elevator/Escalator Full

Maintenance and Repair

Disposition: Approval

Presentation: Raymond A. Friem, Executive Director of Metro Transit; Scott Grott, General Manager

MetroLink; Charles F. Clemins Jr., Senior Director Maintenance of Way; Larry Jackson,

Executive Vice President of Administration

Objective:

To present to the Board of Commissioners a request for authorization to award Contract 17-RFP-103684-DGR - Elevator/Escalator Maintenance and Repair to ThyssenKrupp Elevator Corporation for a period of three (3) years with two (2) option years that are exercisable at Bi-State Development's discretion, for a total amount not to exceed \$4,000,000.

Committee Disposition:

This item was presented and discussed at the Operations Committee meeting on March 21, 2017. The Committee voted to recommend that the Board of Commissioners approve the request to award the contract for Elevator/Escalator Maintenance and Repair to ThyssenKrupp Elevator Corporation.

Board Policy:

Board Policy, Chapter 50, Section 50.010, E.1.a, states that the Board of Commissioners must approve Competitive Negotiation Procurements which exceed \$500,000.

Funding Source:

The funding source for elevator/escalator maintenance is the Maintenance of Way Department's annual operating budget.

Background:

Bi-State Development (**BSD**) has a total of twenty seven (27) elevators and eight (8) escalators in its system. The system operates on a daily basis from 3:30 a.m. through 1:30 a.m. The elevators and escalators are required to be in continuous operation for our customers and employees in compliance with the Americans with Disabilities Act (**ADA**). These include elevators at the three MetroBus garages and one MetroLink maintenance facility.

The current elevator/escalator maintenance contract expires May 14, 2017.

Analysis:

Request for Proposal (RFP) 17-RFP-103684-DGR was issued October 4, 2016, seeking the services of a professional elevator and escalator company to provide full preventative maintenance and repair. On October 27, 2016, three responses were received in accordance with RFP requirements. The three (3) firms

Board of Commissioners Contract Award to ThyssenKrupp Elevator Corporation for Elevator/Escalator Full Maintenance and Repair April 28, 2017 Page 2

were evaluated by a committee that consisted of members from Maintenance of Way. Responses to the RFP were evaluated for technical ability (70%) and then for costs (30%) in determining each proposer's total combined score.

Following individual evaluations, a consensus meeting was held and an updated combined technical and cost score was determined.

The combined technical and cost scores are indicated herein. The maximum number of technical and cost points was 714. The three proposers scored as follows:

Firm	Combined Technical and Cost Scores
ThyssenKrupp Elevator (TKE)	557.26
Schindler	528.00
Kone	448.39

All the firms were considered qualified to perform the work; however, the committee felt that TKE was the firm most capable and equipped to provide all the requested services.

Board Action Requested:

Approval by the Board of Commissioners for the following:

- Authorize the President and CEO to enter into a contract with ThyssenKrupp Elevator Corporation, whose proposal is most advantageous to BSD, with price and other factors considered, for a three year maintenance contract in an amount not to exceed \$1,095,560.
- Authorize the President and CEO to execute two (2) one-year maintenance option periods for \$377,160 each year if ThyssenKrupp Elevator Corporation performs in accordance with the terms and conditions of the contract.
- Authorize the President and CEO to approve any future financial modifications that may arise due to unforeseen repairs. The cost of repairs is estimated at \$2,109,000 over the five years of the contract.

The total amount of the contract, including option years and estimated repairs, is not to exceed \$4,000,000.

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

PREAMBLES:

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

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

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

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

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

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

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

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

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

Section 2. Approval of the Contract Award. The Board of Commissioners hereby approves the negotiated procurement contract award to ThyssenKrupp Elevator, for a three (3) year contract in the not to exceed amount of \$1,095,560, and award two (2) one-year maintenance options in an amount not to exceed \$377,160 each year if ThyssenKrupp Elevator performs in accordance with the terms and conditions of the contract, and authorize the President and CEO to approve any future financial modifications that may arise due to unforeseen repairs at an

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

<u>Section 3.</u> <u>Actions of Officers Authorized.</u> 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.

- <u>Section 5.</u> <u>Rights Under Resolution Limited.</u> No rights shall be conferred by this Resolution upon any person or entity other than the Agency and ThyssenKrupp Elevator Corporation.
 - <u>Section 6.</u> <u>Governing Law.</u> 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.
- <u>Section 8.</u> <u>Payment of Expenses.</u> The Senior Vice President and CFO is hereby authorized and directed to pay or cause to be paid all costs, expenses and fees incurred in connection with or incidental to this Resolution and Contract.
- Section 9. Effective Date. This Resolution shall be in full force and effect from and after its passage and approval.

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

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

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

	Ву
[SEAL]	Title
ATTEST:	
By	

Open Session Item 12(b)

From: John M. Nations, President and CEO

Subject: Contract Modification with Jacobs Engineering for General On-Call Design and

Engineering Consultant Services

Disposition: Approval

Presentation: Raymond A. Friem, Executive Director, Metro Transit; Christopher C. Poehler, Assistant

Executive Director Engineering Systems; Frederick J. Bakarich, Director Engineering Systems;

Larry Jackson, Executive Vice President Administration

Objective:

To present to the Board of Commissioners for approval, a request for authorization to modify the contract with Jacobs Engineering for General-On-Call (**GEC**) Design and Engineering Consultant Services, for a not to exceed amount of \$1,500,000, including available option years.

Committee Disposition:

This item was presented and discussed at the Operations Committee meeting on March 21, 2017. The Committee voted to recommend that the Board of Commissioners approve the request to modify the Jacobs Engineering contract.

Board Policy:

Board Policy Chapter 50.010, Section E.1.a., states that the Board of Commissioners shall approve Competitive Negotiated Procurements which exceed \$500,000.

Funding Source:

The work will be issued by task orders. Funding will be provided from approved capital project grants or included in operating budgets.

Background:

In April 2016, Bi-State Development (**BSD**) procured services from qualified engineering firms for on-call services. BSD has many different types of projects, from construction, to maintenance, to casualty repair. The nature of our system requires different engineering skill sets. Having access to these firms allows for faster response to issues as they develop. It also permits BSD to reduce the number of Engineers maintained on staff to support the various systems we operate. The contracts were awarded as follows:

Firm	Discipline/Services
Jacobs Engineering	Discipline 1 - Architectural Engineering, Civil and Structural Engineering and
	Surveying, Environmental/Geotechnical Services and Materials Testing, and
	Mechanical Engineering
HNTB, Inc.	Discipline 2 – Communications Systems Engineering Services
STV, Inc.	Discipline 3 – Track Engineering Services
Isis, Inc.	Discipline 4 – Signal System Engineering Services
STV, Inc.	Discipline 5 – Traction Power System Engineering Services

Board of Commissioners Contract Modification with Jacobs Engineering General On-Call (GEC) Design and Engineering Consultant Services April 28, 2017 Page 2

The intent of the Request for Proposals was to provide BSD with a source of qualified firms that would be contracted in each discipline for "on-call" services in their respective areas of expertise. The most qualified firm for each discipline entered into an agreement with BSD, and as projects were approved, individual "task orders" were negotiated. The services were made available as an extension of BSD engineering staff in support of inhouse projects, ranging from studies to contract document preparation.

The disciplines were called upon individually for a specific service relative to a specific project. The selected projects were of short duration and were awarded by task orders that did not exceed \$100,000 per project. The firm supporting each discipline was awarded a contract with a not to exceed amount of \$500,000.

The selection process granted awards to five firms for three base years with two, one-year option periods that are exercisable at BSD discretion.

Analysis:

The system has experienced some unusual events in the areas supported by the Discipline 1 task orders awarded to Jacobs Engineering. The Ewing wall collapse, drainage issues at Wellston, and the Boyle Station construction project all generated issues which the Engineering contractor was able to provide immediate support to resolve. A complete list of tasks and amounts issued to the Discipline 1 contractor is below. The services were needed as an extension of BSD staff in support of increased in-house projects. The Jacobs Engineering contract is expected to exceed \$500,000.

The following Discipline 1 task orders have been awarded:

Task Order	Description	Amount
No.		
1	Ewing Wall Reconstruction	\$ 42,399.00
	Modification 1 Ewing Wall Reconstruction – Additional hours (250)	\$ 41,017.50
	Modification 2 Ewing Wall Reconstruction- Additional hours (100)	\$ 16,407.00
2	EADS Bridge Rehabilitation	\$ 16,046.00
3	St. Louis Downtown Airport –Hangar 12	\$ 28,163.10
4	Emerson Park and Fairview Heights	\$ 70,902.00
5	Wellston MetroLink Station Survey	\$ 40,290.89
6	Electrical Estimating Services	\$ 8,567.00
7	Sarah Street Section 106 Assessment	\$ 18,493.00
Total		\$ 282,285.49

Metro Transit has many significant projects to support in the coming years. The Boyle Avenue MetroLink Station will enter into construction this summer and major work on the Union Station Tunnel will begin shortly thereafter. Many other safety related projects are also contemplated for the next two year period.

Board of Commissioners Contract Modification with Jacobs Engineering General On-Call (GEC) Design and Engineering Consultant Services April 28, 2017 Page 3

With almost \$300,000 of the total contract amount already expended, management believes that a contract increase in the engineering support provided by the Jacobs Engineering GEC contract is needed to ensure the timely completion and the quality of outcomes over the entire remaining contract period, which includes two base years and the potential for two more option years. It is important to note that the role of the GEC contractor is not being changed and that the task orders in future years may not continue at the current pace. However, if it does, the contract value could approach a total value of \$1,500,000.

Board Action Requested:

Approval by the Board of Commissioners to authorize the request to modify the Jacobs Engineering contract for General-On-Call Design and Engineering Consultant Services in a not to exceed amount of \$1,500,000 for any future financial extensions; and award option years 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 MODIFYING A CONTRACT WITH JACOBS ENGINEERING FOR GENERAL-ON-CALL DESIGN AND ENGINEERING CONSULTANT SERVICES

PREAMBLES:

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

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

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

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

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

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

Whereas, it is feasible, necessary and in the public interest for the Agency to approve the contract modification to Jacobs Engineering for general-on-call design and engineering consultant services in a not to exceed amount of \$1,500,000 for the remainder of the current contract and the award option years if the following criteria are met: 1) funding is available; 2) performance of the contract is satisfactory; 3) the exercise option is in accordance with the terms and conditions of the option stated in the initial contract awarded; and 4) the option price is determined to be better than the prices then currently available in the market or that the option is the more advantageous offer at the time the option is exercised, in accordance with the terms and conditions described herein.

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

<u>Section 1</u>. <u>Findings</u>. 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.

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

a not to exceed amount of \$1,500,000 for the remainder of the current contract and the award option years if the following criteria are met: 1) funding is available; 2) performance of the contract is satisfactory; 3) the exercise option is in accordance with the terms and conditions of the option stated in the initial contract awarded; and 4) the option price is determined to be better than the prices then currently available in the market or that the option is the more advantageous offer at the time the option is exercised, under and pursuant to this Resolution and the Compact for the authorized Agency purposes set forth in the preambles hereof and subject to the conditions hereinafter provided.

- <u>Section 3.</u> <u>Actions of Officers Authorized.</u> The officers of the Agency, including, without limitation, the President and CEO, and Vice President of Procurement are hereby authorized and directed to execute all documents and take such actions as they may deem necessary or advisable in order to carry out and perform the purposes of this Resolution and the Contract Modification and the execution of such documents or taking of such action shall be conclusive evidence of such necessity or advisability.
- Section 4. Severability. It is hereby declared to be the intention of the Board of Commissioners that each and every part, section and subsection of this Resolution shall be separate and severable from each and every other part, section and subsection hereof and that the Board of Commissioners intends to adopt each said part, section and subsection separately and independently of any other part, section and subsection. In the event that any part, section or subsection of this Resolution shall be determined to be or to have been unlawful or unconstitutional, the remaining parts, sections and subsections shall be and remain in full force and effect, unless the court making such finding shall determine that the valid portions standing alone are incomplete and are incapable of being executed in accordance with the intent of this Resolution.
- <u>Section 5.</u> <u>Rights Under Resolution Limited.</u> No rights shall be conferred by this Resolution upon any person or entity other than the Agency and Jacobs Engineering.
 - <u>Section 6.</u> <u>Governing Law.</u> 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.
- <u>Section 8.</u> <u>Payment of Expenses.</u> The Senior Vice President and CFO is hereby authorized and directed to pay or cause to be paid all costs, expenses and fees incurred in connection with or incidental to this Resolution and Contract Modification.
- Section 9. Effective Date. This Resolution shall be in full force and effect from and after its passage and approval.

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

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

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

	By
[SEAL]	
ATTEST:	
By	-

 $\begin{array}{c} {\rm Open\ Session\ Item} \\ 12(c) \end{array}$

From: John M. Nations, President and CEO

Subject: Sole Source Contract Award to Trapeze U.S.A., LLC for Automatic Vehicle

Location Message Boards at the Civic Center Transit Center

Disposition: Approval

Presentation: Raymond A. Friem, Executive Director, Metro Transit; Christopher C. Poehler, Assistant

Executive Director Engineering Systems; Frederick J. Bakarich, Director Engineering

Systems; Larry B. Jackson, Executive Vice President Administration

Objective:

To present to the Board of Commissioners a request to award a sole source contract to Trapeze Software Group in an amount not to exceed \$192,979.09, for the purchase of twenty-one (21) two-line Automatic Vehicle Location (**AVL**) displays and one large interior arrival/departure LED display for the Civic Center Transit Center (**CCTC**).

Committee Disposition:

This item was presented and discussed at the Operations Committee meeting on March 21, 2017. The Committee voted to recommend that the Board of Commissioners approve the request to enter into a sole-source contract with Trapeze Software Group.

Board Policy:

Board Policy Chapter 50.010, Section E.1.b., states that the Board of Commissioners shall approve non-competitive procurements exceeding \$100,000.

It is the policy of Bi-State Development to conduct all procurements in a manner which fosters full and open competition. In some cases, competition is not feasible or practical. Sole source procurements totaled 8.9% of all procurements over the last four quarters.

Funding Source:

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

Background:

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

Board of Commissioners Sole Source Contract Award to Trapeze U.S.A., LLC for Automatic Vehicle Location Message Boards at the Civic Center Transit Center April 28, 2017 Page 2

Analysis:

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

Board Action Requested:

Approval by the Board of Commissioners to authorize the President & CEO to enter into a sole source contract with Trapeze U.S.A., LLC for the Civic Center Transit Center (CCTC) Project, which requires the purchase of twenty-one (21) two-line Automatic Vehicle Location (AVL) displays and one large interior arrival/departure LED display for real time passenger information, in an amount not to exceed \$192,979.09, contingent upon successful completion of negotiations with Trapeze on same.

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

PREAMBLES:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

<u>Section 8.</u> <u>Payment of Expenses.</u> 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.

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

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

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

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

	By
•	Title
[SEAL]	
ATTEST:	
By	

 $\begin{array}{c} {\rm Open\ Session\ Item} \\ {\rm 12}(d) \end{array}$

From: John M. Nations, President and CEO

Subject: Non-Competitive (Sole Source) Contract with MAC Products, Overhead Conductor Rail

Supplier for Union Station Tunnel Rehabilitation

Disposition: Approval

Presentation: Raymond A. Friem, Executive Director Metro Transit; Christopher C. Poehler, Assistant

Executive Director Engineering Systems; Fredrick J. Bakarich, Director Engineering Systems;

Larry Jackson, Executive Vice President of Administration

Objective:

To present to the Board of Commissioners a request for authorization to enter into a contract with MAC Products for a not to exceed amount of \$1,000,000, for the engineering support, fabrication, and supply of Overhead Conductor Rail (**OCR**) materials for the Union Station Tunnel Rehabilitation Project.

Committee Disposition:

This item was presented and discussed at the Operations Committee meeting on March 21, 2017. The Committee voted to recommend that the Board of Commissioners approve the request to enter into a non-competitive (sole source) contract with MAC Products.

Board Policy:

Board Policy Chapter 50.010, Section E.1.b., states that the Board of Commissioners shall approve non-competitive procurements exceeding \$100,000.

It is the policy of Bi-State Development to conduct all procurements in a manner which fosters full and open competition. In some cases, competition is not feasible or practical. Sole source procurements totaled 8.9% of all procurements over the last four quarters.

Funding Source:

Federal Transit Administration Grant Number MO-95-X257, and St. Louis City and County sales tax receipts.

Background:

In May 2016, the installation of a new OCR system on the Eads Bridge was completed. The OCR system replaced the original fixed tension Overhead Catenary System (OCS) equipment providing a safer, lower maintenance system, translating into increased efficiency and subsequent value for the Agency.

Sealed bids were solicited for OCR material, and a contract was awarded to the low bidder, Conductix, for supply of OCR material and installation support in 2012, in the amount of \$277,542.89. The OCR system components were manufactured by Conductix, Incorporated (**Conductix**), through an agreement with European owned RailTech, Incorporated, who developed and owns the proprietary design of the OCR system. Metro Rail Systems Traction Power Electricians installed the OCR system. The final contract value, following executed contract modifications to Conductix, was \$325,583.81. An additional \$490,746.52 of ancillary equipment (assembly arms, assembly arm insulators, structural supports), necessary for the completion of the OCR project, was procured. The total material cost of the OCR installation, including the Conductix supplied conductor rail was \$816,330.33.

Board of Commissioners Non-Competitive (Sole Source) Procurement MAC Products Overhead Conductor Rail Supplier Union Station Tunnel Rehabilitation April 28, 2017 Page 2

Analysis:

Conductix represented one of very few (possibly two) known domestic OCR material suppliers that satisfy Federal Transit Administration (**FTA**) Buy America regulations. Conductix, however, no longer manufactures RailTech proprietary OCR equipment. MAC Products now represents the lone domestic manufacturer of RailTech OCR equipment.

Metro now seeks to purchase the same OCR materials, including ancillary equipment, for incorporation into the final product of the Union Station Tunnel Rehabilitation. As with the Eads Bridge, the current configuration of the Union Station Tunnel OCS is fixed tension, demanding more maintenance than the adjustable tension OCS found along most of the fixed guideway alignment. Furthermore, use of OCR within the limits of the tunnel will improve safety by increasing clearance between energized portions of the traction power system and the tunnel roof (which represents ground and poses a shock hazard to maintenance workers). By purchasing all materials from a single vendor the clearance between the conductor and the tunnel roof can be maximized. The EADS Bridge Project did not require this consideration, and as a result, the ancillary equipment was allowed to be purchased from a variety of sources.

Finally, implementation of the OCR system ahead of existing tunnel demolition reduces the overall complexity of the Union Station Tunnel Rehabilitation Project, which is to be completed with minimal disruption to MetroLink Operations. The OCR system will be installed on a system of poles and will not be attached to the roof of the tunnel as the current catenary system is. This will permit complete removal of the tunnel roof without continuous adjustment of the catenary system.

Metro strives to remain efficient with respect to maintenance of the system and inventory stocking. Given the fact that OCR system components fabricated by different manufacturers are not compatible, introducing a different style, make, or model of OCR into the system results in less efficient, and thereby more costly, maintenance of the system. Sole source procurement of the OCR components will allow Metro to maximize maintenance labor effort and maintain consistent OCR hardware in inventory.

The length of the OCR system to be installed in the Union Station Tunnel is approximately half of the distance of the OCR applied to the EADS Bridge project. The complexity of ensuring positive suspension from the new tunnel roof while maximizing clearance will increase the cost per linear foot; however, management believes that the project can still be completed within the initial project budget of \$1,000,000.

Board Action Requested:

Approval by the Board of Commissioners to enter into a contract to procure OCR material from MAC Products for the Union Station Tunnel Rehabilitation Project in an amount not to exceed \$1,000,000.

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

PREAMBLES:

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

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

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

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

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

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

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

Whereas, it is feasible, necessary and in the public interest for the Agency to enter into a contract to procure OCR material from MAC Products for the Union Station Tunnel Rehabilitation Project in the amount not to exceed \$1,000,000, in accordance with the terms and conditions described herein.

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

<u>Section 1</u>. <u>Findings</u>. 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.

 $\underline{Section\ 2}. \qquad \underline{Approval\ of\ a\ Contract}. \qquad The\ Board\ of\ Commissioners\ hereby\ approves\ a\ non-competitive\ procurement\ contract\ with\ MAC\ Products\ for\ OCR\ materials\ in\ the\ not\ to\ exceed\ amount\ of\ \$1,000,000\ for\ the\ Union\ Station\ Tunnel\ Rehabilitation\ Project,\ under\ and\ pursuant\ to\ this\ Resolution\ and\ the\ Compact\ for\ the\ authorized\ Agency\ purposes\ set\ forth\ in\ the\ preambles\ hereof\ and\ subject\ to\ the\ conditions\ hereinafter\ provided.$

<u>Section 3.</u> <u>Actions of Officers Authorized.</u> 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.

- $\underline{Section\ 5}. \qquad \underline{Rights\ Under\ Resolution\ Limited}. \ No\ rights\ shall\ be\ conferred\ by\ this\ Resolution\ upon\ any\ person\ or\ entity\ other\ than\ the\ Agency\ and\ MAC\ Products.$
 - Section 6. Governing Law. The laws of the State of Missouri shall govern this Resolution.
- <u>Section 7.</u> <u>No Personal Liability.</u> 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.
- <u>Section 8.</u> <u>Payment of Expenses.</u> The Senior Vice President and CFO is hereby authorized and directed to pay or cause to be paid all costs, expenses and fees incurred in connection with or incidental to this Resolution and Contract.
- Section 9. Effective Date. This Resolution shall be in full force and effect from and after its passage and approval.

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

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

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

	MISSOURI-ILLINOIS METROPOLITAN DISTRICT
	By
	Title
[SEAL]	
ATTEST:	
Ву	_
Deputy Secretary to the Board of Commissioners	
Board of Commissioners Resolution 831	

Open Session Item 12(e)

From: John M. Nations, President and CEO

Subject: Sole Source Contracts for Hardware and Software Maintenance

Disposition: Approval

Presentation: Larry B. Jackson; Executive Vice President of Administration; Kerry Kinkade,

Vice President & Chief Information Officer

Objective:

To present to the Board of Commissioners for approval a request for sole source contracts for hardware and software maintenance, as budgeted for FY2018.

Committee Disposition:

This item was presented and discussed at the Audit, Finance & Administration Committee Meeting on March 24, 2017. The Committee voted to recommend that the Board of Commissioners approve this request for sole source contracts for hardware and software maintenance.

Board Policy:

Chapter 50 Purchasing, Section 50.010 Procurement and Contract Administration, (E) Award Authority, 1.b. states:

- 1. The Board of Commissioners shall approve the following procurements:
 - b. Non-Competitive Procurements which exceed \$100,000

It is the policy of Bi-State Development to conduct all procurements in a manner which fosters full and open competition. In some cases, competition is not feasible or practical. Sole source procurements totaled 8.9% of all procurements over the last four quarters.

Funding Source:

Hardware and software maintenance is budgeted in the annual operating budget and funded through local sales tax appropriations.

Background:

Bi-State Development (**BSD**) has made significant investment in its technology platforms to enhance all aspects of our businesses. Each of these systems requires continued support from the manufacturer/developer to ensure the software functions as expected and remains current with technology updates. When software products are initially licensed and deployed, BSD enters into software maintenance agreements with the manufacturer/developer that ensure the necessary support is available. These software maintenance agreements provide for:

Board of Commissioners Sole Source Contracts for Hardware and Software Maintenance April 28, 2017 Page 2

- 1) Correction of "bugs" discovered after software delivery;
- 2) Enhancement of the software to improve performance and maintainability;
- 3) Adaptive maintenance to ensure continued efficient operation in changing operational environments;
- 4) Emergency support to correct issues that may interfere with the efficient operation of the software.

Contracts for technology hardware and software maintenance have historically been submitted to the Board for approval individually, as needed. During the October 2013 Operations Committee meeting, it was suggested that BSD consider revising this approach in favor of an annual approval of the required contracts.

Analysis:

BSD's FY2018 Operating Budget allocates approximately \$2.9 million for costs associated with hardware and software maintenance contracts. Most of the contracts are less than \$100,000 per year, therefore, do not require approval of the Board of Commissioners. There are three providers, however, whose annual costs are anticipated to approach or exceed the \$100,000 threshold, which requires Board approval.

<u>Supplier</u>	Product Description	Annual Cost
Kronos	Employee Timekeeping System	\$ 114,000
Oracle	Financial/ERP System	\$ 534,000
Trapeze	Operations and Customer Service Systems	\$ 1,392,000

BSD staff shall analyze each situation prior to entering into any contracts to verify the continued need and appropriate level of support. Negotiations will be conducted with the contractor to ensure reasonableness of cost.

Board Action Requested:

Board of Commissioners' approval to authorize the President and CEO to enter into "sole source" contracts for the support of BSD's hardware and software systems as required and within the amounts provided for in the FY2018 Operating Budget that will be approved by the Board of Commissioners on April 28, 2017.

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

PREAMBLES:

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

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

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

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

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

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

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

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

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

<u>Section 1</u>. <u>Findings</u>. 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.

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

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

- Section 3. Actions of Officers Authorized. The officers of the Agency, including, without limitation, the President and CEO, and Vice President of Procurement are hereby authorized and directed to execute all documents and take such actions as they may deem necessary or advisable in order to carry out and perform the purposes of this Resolution and the Contracts and the execution of such documents or taking of such action shall be conclusive evidence of such necessity or advisability.
- Section 4. Severability. It is hereby declared to be the intention of the Board of Commissioners that each and every part, section and subsection of this Resolution shall be separate and severable from each and every other part, section and subsection hereof and that the Board of Commissioners intends to adopt each said part, section and subsection separately and independently of any other part, section and subsection. In the event that any part, section or subsection of this Resolution shall be determined to be or to have been unlawful or unconstitutional, the remaining parts, sections and subsections shall be and remain in full force and effect, unless the court making such finding shall determine that the valid portions standing alone are incomplete and are incapable of being executed in accordance with the intent of this Resolution.
- <u>Section 5</u>. <u>Rights Under Resolution Limited</u>. No rights shall be conferred by this Resolution upon any person or entity other than the Agency and Kronos, Oracle and Trapeze.
 - Section 6. Governing Law. The laws of the State of Missouri shall govern this Resolution.
- <u>Section 7.</u> <u>No Personal Liability.</u> 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.
- <u>Section 8.</u> <u>Payment of Expenses.</u> The Senior Vice President and CFO is hereby authorized and directed to pay or cause to be paid all costs, expenses and fees incurred in connection with or incidental to this Resolution and Contracts.
- Section 9. Effective Date. This Resolution shall be in full force and effect from and after its passage and approval.

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

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

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

	By
	Title
[SEAL]	
ATTEST:	
By	ssioners

 $\begin{array}{c} {\rm Open\ Session\ Item} \\ {\rm 12}(f) \end{array}$

From: John M. Nations, President and CEO

Subject: Articles of Incorporation, Bylaws, and Affiliation Agreement of the Bi-State

Development Research Institute

Disposition: Approval

Presentation: John Wagner, Ph.D. Director, Bi-State Development Research Institute

Objective:

This is an approval item for the Bi-State Development (**BSD**) Board of Commissioners to amend the Articles of Incorporation and Bylaws of the Bi-State Development Research Institute (**Research Institute**), and to approve an Affiliation Agreement between BSD and the Research Institute.

Committee Disposition:

This item was presented and discussed at the Operations Committee (**Committee**) meeting on March 21, 2017. The Committee voted to recommend that the Board of Commissioners approve the request to amend the Articles of Incorporation and Bylaws of the Bi-State Development Research Institute, and to approve an Affiliation Agreement between BSD and the Research Institute.

Board Policy:

There is no applicable Board Policy that governs the Research Institute.

Funding Source:

No funding from BSD is required to amend the governing documents of the Research Institute and to approve the Affiliation Agreement.

Background:

The Research Institute has been in operation for nearly two and a half (2.5) years, having received tax-exempt status from the Internal Revenue Service on November 25, 2014. With this amount of time behind us, and with the Research Institute's involvement in a number of grant opportunities outside the Agency as well as activities within BSD, it is an appropriate time to review its foundational documents – the Articles of Incorporation and Bylaws – in order to determine if they sufficiently meet the needs of the Research Institute and its anticipated operations, administration, and management going forward. It was determined that the existing governing documents did not meet these needs. Consequently, the following amendments to the Articles of Incorporation and Bylaws have been crafted to better guide the Research Institute in the future. In addition, the proposed Affiliation Agreement formalizes the relationship between the Research Institute and BSD, its parent organization.

Board of Commissioners Articles of Incorporation and Bylaws of the Bi-State Development Research Institute April 28, 2017 Page 2

It is important to note that, according to the existing governing documents of the Research Institute, amendments to the Articles of Incorporation and the Bylaws must be approved by the BSD Board of Commissioners and the Board of Directors of the Research Institute. These amendments were approved by the Research Institute Board on February 10, 2017, as was the Affiliation Agreement. Consequently, all of these items were approved by the Operations Committee on March 21, 2017, and are before the BSD Board of Commissioners for approval on April 28, 2017.

Analysis:

Specific changes to the Articles of Incorporation and the Bylaws are summarized below, as is a brief explanation of the need for the Affiliation Agreement.

Articles of Incorporation:

The original Articles of Incorporation were narrowly and conservatively written. Since the Research Institute is now successfully attracting a wide range of possible research and implementation opportunities, the Articles need to be amended in order to provide a broader scope of allowable activities for the organization. However, the overarching mission of supporting and operating the Research Institute within the authority of BSD remains the same.

The most significant amendment to the Articles of Incorporation is under Article 4(iii):

"To solicit; receive, hold and administer gifts and grants for use in performing activities and functions consistent with and in support of the mission of The Bi-State Development Agency of the Missouri Illinois Metropolitan District as established in the Compact"

Essentially, this allows the Research Institute to take part in implementation activities in addition to other research-related programs.

A "clean" and "redlined" version of the amended Articles of Incorporation are attached as **Exhibit A** and **Exhibit B**, respectively.

Bylaws:

It is also appropriate to review the governance and oversight framework of the Research Institute so that it continues to be accountable and flexible as to the Research Institute's need for review and approval of operations and management, but also not be administratively burdensome. The changes in the Bylaws will allow the Board of Commissioners and the Research Institute's Board of Directors to more effectively and efficiently execute their governance responsibilities and provide the Research Institute with a better working arrangement for its management, administration, and operations.

In addition to cleaning up some of the language contained in the original document, key changes to the Bylaws include the same amendment made to the Articles of Incorporation, in addition to: Board of Commissioners Articles of Incorporation and Bylaws of the Bi-State Development Research Institute April 28, 2017 Page 3

- 1. Changes that will allow the Board and the Executive Committee of the Board to, by unanimous consent, approve items presented to the Board or Executive Committee electronically (i.e. via email). This will permit the Research Institute to carry out its mission more efficiently and quickly, an important aspect when seeking grants; and
- 2. Those serving as the Chair and Vice-Chair of the BSD Board of Commissioners, the President and CEO of BSD, and the General Counsel of BSD shall also serve on the Board of Directors of the Research Institute as ex officio Directors. This allows for greater continuity and connection between the Research Institute Board and the BSD Board of Commissioners.

It should be noted that the addition of the Vice-Chair of the BSD Board of Commissioners to the Research Institute Board of Directors was an inclusion made by the Research Institute Board at its meeting on February 10, 2017.

A "clean" and "redlined" version of the amended Bylaws are both attached as $\underline{\textbf{Exhibit}}$ $\underline{\textbf{C}}$ and $\underline{\textbf{Exhibit}}$ $\underline{\textbf{D}}$, respectively.

Affiliation Agreement:

It was envisioned from its inception that the Research Institute would be supported by BSD. The Affiliation Agreement before the Committee details the cooperative and supportive services and overhead that BSD provides or may provide in future to the Research Institute (which can be characterized as an in-kind contribution to the not-for-profit organization). Most importantly, the Affiliation Agreement addresses the services of BSD employees, including the Research Institute's Director, and other departmental employees providing necessary functions for the Research Institute's operations and administration. In addition, the Agreement also includes a provision that, should the Research Institute attain an operational funding level where it is able to reimburse BSD for some or all of its support, or should the Research Institute receive a grant which allows for overhead expenses, the Research Institute could make payments to BSD for its support. The Affiliation Agreement is attached as **Exhibit E**.

Board Action Requested:

Approval by the Board of Commissioners to amend the Articles of Incorporation and Bylaws of the Bi-State Development Research Institute, and to approve an Affiliation Agreement between BSD and the Research Institute.

Exhibit A – Clean version of Amendment to the Articles of Incorporation

Exhibit B – Red-lined version of Amendment to the Articles of Incorporation

Exhibit C – Clean version of Amendment to the Bylaws

Exhibit D – Red-lined version of Amendment to the Bylaws

Exhibit E – Affiliation Agreement

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

PREAMBLES:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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Ву:	
Deputy Secretary of the Board of Commissioners	
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Open Session Item 12(f)

Exhibit A

BI-STATE DEVELOPMENT RESEARCH INSTITUTE

ARTICLES OF INCORPORATION

Article 4

- A. The Corporation is formed, and shall be operated, exclusively for charitable, educational, scientific, and literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended and particularly to do such lawful acts and undertake such other activities and enterprises:
- (i) To conduct studies in and about the jurisdictional region (the "Region") of the Bi-State Development Agency of the Missouri-Illinois Metropolitan District which evaluate land use, public land use policy, economic and community development and infrastructure investment as such issues affect transit and the Region; and
- (ii) To assist in the strategic acquisition, conveyance and other handling of real property for public purposes in the Region. The term Region means that region defined in the interstate compact between the States of Missouri and Illinois, and ratified by the United States Congress and implementing legislation of the States of Missouri and Illinois; Joint Resolutions of August 31, 1950, 64 Stat. 568, Pub. L. No. 81-743; September 21, 1959, 73 Stat. 582, Pub. L. No. 86-303; September 30, 1985, 99 Stat. 477, Pub. L. No. 99-106; April 1, 1996, 110 Stat. 883, Pub. L. No. 104-125; December 19, 2011, 125 Stat. 775, Pub. L. No. 112-71 and Mo. Rev. Stat. §§ 70.370-70.373 (Supp. 2012); 45 Ill. Comp. Stat. 100/1-110/5 (Supp. 2013) (the "Compact") and;
- (iii) To solicit; receive, hold and administer gifts and grants for use in performing activities and functions consistent with and in support of the mission of The Bi-State Development Agency of the Missouri Illinois Metropolitan District as established in the Compact; and
- (iv) In all events, the mission, purposes and activities of the Corporation shall be consistent with the Compact and shall not exceed the mission and authority of the Agency as set forth in the Compact.
- B. The Corporation is authorized and empowered to do all things necessary to carry on and accomplish the aforesaid purposes for which it is organized. The Corporation shall have all the powers of a nonprofit corporation enumerated in the Nonprofit Corporation Law of Illinois, and an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, to be exercised only to prosecute and further its nonprofit purposes; provided, however, that none of the powers of the Orporation shall be exercised to engage in activities, otherwise than as an insubstantial part of its activities, which are not in themselves in furtherance of the charitable purposes of the Corporation.

- C. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in or intervene (including the publishing or distribution of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office.
- D. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

Article 5

- A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered.
- B. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to The Bi-State Development Agency of the Missouri Illinois Metropolitan District, for exclusively governmental purposes consistent with the mission of the Corporation. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.
- C. No officer or director of the Corporation shall be individually or personally liable for the debts, liabilities or obligations of the Corporation. Bonds, notes or other obligations issued by the Corporation shall not be a debt of the Bi-State Development Agency of the Missouri-Illinois Metropolitan District, and the Bi-State Development Agency of the Missouri-Illinois Metropolitan District shall not be liable thereon. In no event shall such bonds, notes or other obligations be payable out of any funds or properties other than those acquired for the purposes of the Corporation, and such bonds, notes or other obligations shall not constitute an indebtedness of the Bi-State Development Agency of the Missouri-Illinois Metropolitan District within the meaning of any constitutional or statutory debt limitation or restriction.

D. Indemnification

- The Corporation may indemnify any person who was or is a party, or is (1) threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.
- A Corporation may indemnify any person who was or is a party, or is (2) threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, provided that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.
- (3) To the extent that a present or former director, officer or employee of the Corporation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in subsections (1) and (2), or in defense of any claim, issue

or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith, if that person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation.

- (4) Any indemnification under subsections (1), (2), or (3) (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case, upon a determination that indemnification of the present or former director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in subsections (1), (2), or (3). Such determination shall be made with respect to a person who is a director or officer of the Corporation at the time of the determination: (i) by the majority vote of the directors who are not parties to such action, suit or proceeding, even though less than a quorum, (ii) by a committee of such directors, even though less than a quorum, designated by a majority vote of such directors, (iii) if there are no such directors, or if such directors so direct, by independent legal counsel in a written opinion, or (iv) by the members entitled to vote, if any.
- Corporation in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of such director or officer to repay such amount, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this Section D. Such expenses (including attorney's fees) incurred by former directors and officers or other employees and agents of the Corporation or by persons serving at the request of the Corporation as directors, officers, employees or agents of another corporation, partnership, joint venture, trust or other enterprise may be so paid on such terms and conditions, if any, as the Corporation deems appropriate.
- (6) The indemnification and advancement of expenses provided by or granted under the other subsections of this Section D shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of members or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. A right to indemnification or to advancement of expenses arising these Articles of Incorporation or a bylaw shall not be eliminated or impaired by an amendment to such provision after the occurrence of the act or omission that is the subject of the civil, criminal, administrative or investigative action, suit or proceeding for which indemnification or advancement of expenses is sought, unless the provision in effect at the time of such act or omission explicitly authorizes such elimination or impairment after such act or omission has occurred.

- (7) The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Section D.
- (8) For purposes of this Section D, references to "the Corporation" shall include, in addition to the surviving corporation, any merging corporation (including any corporation having merged with a merging corporation) absorbed in a merger which, if its separate existence had continued, would have had the power and authority to indemnify its directors, officers, employees or agents, so that any person who was a director, officer, employee or agent of such merging corporation, or was serving at the request of such merging corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Section D with respect to the surviving corporation as such person would have with respect to such merging corporation if its separate existence had continued.
- (9) For purposes of this Section D, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of the Corporation" shall include any service as a director, officer, employee or agent of the Corporation which imposes duties on, or involves services by such director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries. A person who acted in good faith and in a manner he or she reasonably believed to be in the best interests of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the Corporation" as referred to in this Section D.
- (10) The indemnification and advancement of expenses provided by or granted under this Section D shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of that person.

E. Amendment

(1) These Articles of Incorporation may be amended in the manner now or hereafter prescribed by the Nonprofit Corporation Law of Illinois, but only upon (i) the affirmative vote of a majority of the entire number of directors then fixed by the Bylaws of the Corporation; and (ii) the written approval of the Board of Commissioners of The Bi-State Development Agency of the Missouri-Illinois Metropolitan District.

(2) The Bylaws of the Corporation may from time to time be altered, amended, suspended or repealed, or new bylaws may be adopted, only upon a resolution adopted by a majority of the entire number of directors then fixed by the Bylaws of the Corporation; provided, however, that any amendment shall require the written approval of the Board of Commissioners of The Bi-State Development Agency of the Missouri-Illinois Metropolitan District.

Open Session Item 12(f)

Exhibit B

BI-STATE DEVELOPMENT RESEARCH INSTITUTE

ARTICLES OF INCORPORATION

Article 4

- A. The Corporation is formed, and shall be operated, exclusively for charitable, educational, scientific, and literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended and particularly to do such lawful acts and undertake such other activities and enterprises:
- (i) To conduct studies in and about the jurisdictional region (the "Region") of the Bi-State Development Agency of the Missouri-Illinois Metropolitan District which evaluate land use, public land use policy, economic and community development and infrastructure investment as such issues affect transit and the Region; and
- (ii) To assist in the strategic acquisition, conveyance and other handling of real property for public purposes in the Region. The term Region means that region defined in the interstate compact between the States of Missouri and Illinois, and ratified by the United States Congress and implementing legislation of the States of Missouri and Illinois; Joint Resolutions of August 31, 1950, 64 Stat. 568, Pub. L. No. 81-743; September 21, 1959, 73 Stat. 582, Pub. L. No. 86-303; September 30, 1985, 99 Stat. 477, Pub. L. No. 99-106; April 1, 1996, 110 Stat. 883, Pub. L. No. 104-125; December 19, 2011, 125 Stat. 775, Pub. L. No. 112-71 and Mo. Rev. Stat. §§ 70.370-70.373 (Supp. 2012); 45 Ill. Comp. Stat. 100/1-110/5 (Supp. 2013) (the "Compact") and;
- (iii) To solicit; receive, hold and administer gifts and grants for use in performing activities and functions consistent with and in support of the mission of The Bi-State Development Agency of the Missouri Illinois Metropolitan District as established in the Compact; and
- (iv) In all events, the mission, purposes and activities of the Corporation shall be consistent with the Compact and shall not exceed the mission and authority of the Agency as set forth in the Compact.
- B. The Corporation is authorized and empowered to do all things necessary to carry on and accomplish the aforesaid purposes for which it is organized. The Corporation shall have all the powers of a nonprofit corporation enumerated in the Nonprofit Corporation Law of Illinois Missouri, and an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, to be exercised only to prosecute and further its nonprofit purposes; provided, however, that none of the powers of the of the Corporation shall be exercised to engage in activities, otherwise than as an insubstantial part of its

activities, which are not in themselves in furtherance of the charitable purposes of the Corporation.

- C. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in or intervene (including the publishing or distribution of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office.
- D. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

Article 5

- A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered.
- B. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to—<u>The Bi-State Development Agency of the Missouri Illinois Metropolitan District, for exclusively governmental purposes consistent with the mission of the Corporationsuch organization or organizations organized and the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.</u>
- C. No officer or director of the Corporation shall be individually or personally liable for the debts, liabilities or obligations of the Corporation. Bonds, notes or other obligations issued by the Corporation shall not be a debt of the Bi-State Development Agency of the Missouri-Illinois Metropolitan District, and the Bi-State Development Agency of the Missouri-Illinois Metropolitan District shall not be liable thereon. In no

event shall such bonds, notes or other obligations be payable out of any funds or properties other than those acquired for the purposes of the Corporation, and such bonds, notes or other obligations shall not constitute an indebtedness of the Bi-State Development Agency of the Missouri-Illinois Metropolitan District within the meaning of any constitutional or statutory debt limitation or restriction.

D. Indemnification

- The Corporation may indemnify any person who was or is a party, or is (1) threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.
- (2) A Corporation may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, provided that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances

of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

- (3) To the extent that a present or former director, officer or employee of the Corporation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in subsections (1) and (2), or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith, if that person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation.
- (4) Any indemnification under subsections (1), (2), or (3) (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case, upon a determination that indemnification of the present or former director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in subsections (1), (2), or (3). Such determination shall be made with respect to a person who is a director or officer of the Corporation at the time of the determination: (i) by the majority vote of the directors who are not parties to such action, suit or proceeding, even though less than a quorum, (ii) by a committee of such directors, even though less than a quorum, designated by a majority vote of such directors, (iii) if there are no such directors, or if such directors so direct, by independent legal counsel in a written opinion, or (iv) by the members entitled to vote, if any.
- Corporation in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of such director or officer to repay such amount, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this Section D. Such expenses (including attorney's fees) incurred by former directors and officers or other employees and agents of the Corporation or by persons serving at the request of the Corporation as directors, officers, employees or agents of another corporation, partnership, joint venture, trust or other enterprise may be so paid on such terms and conditions, if any, as the Corporation deems appropriate.
- (6) The indemnification and advancement of expenses provided by or granted under the other subsections of this Section D shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of members or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. A right to indemnification or to advancement of expenses arising these Articles of Incorporation or a bylaw shall not be eliminated or impaired by an amendment to such

provision after the occurrence of the act or omission that is the subject of the civil, criminal, administrative or investigative action, suit or proceeding for which indemnification or advancement of expenses is sought, unless the provision in effect at the time of such act or omission explicitly authorizes such elimination or impairment after such act or omission has occurred.

- (7) The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Section D.
- (8) For purposes of this Section D, references to "the Corporation" shall include, in addition to the surviving corporation, any merging corporation (including any corporation having merged with a merging corporation) absorbed in a merger which, if its separate existence had continued, would have had the power and authority to indemnify its directors, officers, employees or agents, so that any person who was a director, officer, employee or agent of such merging corporation, or was serving at the request of such merging corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Section D with respect to the surviving corporation as such person would have with respect to such merging corporation if its separate existence had continued.
- (9) For purposes of this Section D, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of the Corporation" shall include any service as a director, officer, employee or agent of the Corporation which imposes duties on, or involves services by such director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries. A person who acted in good faith and in a manner he or she reasonably believed to be in the best interests of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the Corporation" as referred to in this Section D.
- (10) The indemnification and advancement of expenses provided by or granted under this Section D shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of that person.

E. Amendment

- (1) These Articles of Incorporation may be amended in the manner now or hereafter prescribed by the Nonprofit Corporation Law of <u>Illinois Missour</u>, but only upon (i) the affirmative vote of a majority of the entire number of directors then fixed by the Bylaws of the Corporation; and (ii) the written approval of the Board of Commissioners of The Bi-State Development Agency of the Missouri-Illinois Metropolitan District.
- (2) The Bylaws of the Corporation may from time to time be altered, amended, suspended or repealed, or new bylaws may be adopted, only upon a resolution adopted by a majority of the entire number of directors then fixed by the Bylaws of the Corporation; provided, however, that any amendment shall require the written approval of the Board of Commissioners of The Bi-State Development Agency of the Missouri-Illinois Metropolitan District.

Open Session Item 12(f)
Exhibit C

AMENDED AND RESTATED BYLAWS

BI-STATE DEVELOPMENT RESEARCH INSTITUTE

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ARTICLE I OFFICES

- **Section 1.1 Principal Office**. The principal office of the Bi-State Development Research Institute (the "Institute") in the State of Illinois shall be located in the County of St. Clair and the principal office in the State of Missouri shall be located in the City of St. Louis. The Institute may have such other offices, either within or without the State of Illinois and/or the State of Missouri as the Board of Directors may determine, or as the affairs of the Institute may require from time to time.
- **Section 1.2 Registered Office**. The registered office of the Institute required to be maintained in the State of Missouri and in the State of Illinois need not be identical with the principal office in the State of Missouri or the State of Illinois, and the addresses for the registered offices may be changed from time to time by the Board of Directors.

ARTICLE II PURPOSES

- **Section 2.1** General. The purposes of the Institute shall be those nonprofit purposes stated in the Articles of Incorporation of the Institute, as amended from time to time, to do such lawful acts and undertake such activities and enterprises to:
- (a) To conduct studies in and about the jurisdictional region (the "Region") of the Bi-State Development Agency of the Missouri-Illinois Metropolitan District (the "Agency") which evaluate land use, public land use policy, economic and community development and infrastructure investment as such issues affect transit and the Region.
- (b) To assist in the strategic acquisition, conveyance and other handling of real property for public purposes in the Region. The term "Region" means that region defined in the interstate compact between the States of Missouri and Illinois, and ratified by the United States Congress and implementing legislation of the States of Missouri and Illinois; Joint Resolutions of August 31, 1950, 64 Stat. 568, Pub. L. No. 81-743; September 21, 1959, 73 Stat. 582, Pub. L. No. 86-303; September 30, 1985, 99 Stat. 477, Pub. L. No. 99-106; April 1, 1996, 110 Stat. 883, Pub. L. No. 104-125; December 19, 2011, 125 Stat. 775, Pub. L. No. 112-71 and Mo. Rev. Stat. §§ 70.370-70.373 (Supp. 2012); 45 Ill. Comp. Stat. 100/1-110/5 (Supp. 2013) (the "Compact"). In all events, the mission, purposes and activities of the Institute shall be consistent with the Compact.
- (c) To solicit, receive, hold and administer gifts and grants for use in performing activities and functions consistent with and in support of the mission of the Agency as established in the Compact.
- (d) In all events, the mission, purposes and activities of the Institute shall be consistent with the Compact and shall not exceed the mission and authority of the Agency as set forth in the Compact.

Section 2.2 Limitations.

- (a) The Institute shall, in all of its activities, be nonpartisan, nonpolitical and nonsectarian, and shall engage only in those activities which are authorized and permitted in furtherance of its purposes as an exempt organization pursuant to the Internal Revenue Code of 1986, as amended.
- (b) The purposes for which the Institute is organized are exclusively charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended or the corresponding provision of any future United States Internal Revenue Law.
- (c) Notwithstanding any other provision herein, the Institute shall not carry on any activities not permitted to be carried on by any organization exempt from the Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE III POWERS AND DUTIES OF THE BOARD OF DIRECTORS

- **Section 3.1 Powers**. The property and affairs of the Institute shall be managed by its Board of Directors. The Board of Directors shall have and is vested with all powers and authorities, except as may be expressly limited by law, the Articles of Incorporation of the Institute or these Bylaws, to supervise, control, direct and manage the property, affairs and activities of the Institute, to determine the policies of the Institute, to do or cause to be done any and all lawful things for and on behalf of the Institute, to make ultimate decisions regarding the acts of officers and committees; to establish rules and regulations; to accept grants, contributions, gift, bequests, or devises to further the purposes for the Institute, to exercise or cause to be exercised any or all of its powers, privileges or franchises, and to seek the effectuation of its objects and purposes; provided, however, that:
- (a) The Board of Directors shall not authorize or permit the Institute to engage in any activity not permitted to be transacted by the Articles of Incorporation of the Institute or by a corporation organized under the Illinois General Not For Profit Corporation Act of 1986, as amended; and
- (b) None of the powers of the Institute shall be exercised to carry on activities, other than as an insubstantial part of its activities, which are not in themselves in furtherance of the purposes of the Institute; and
- (c) All income and the property of the Institute shall be applied exclusively for its non-profit purposes. No part of the net earnings or other assets of the Institute shall inure to the benefit of or be distributable to any director, officer, contributor or any other private persons having, directly or indirectly, a personal or private interest in the activities of the Institute, except that the Institute shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of its stated purposes; and

(d) The Board of Directors shall determine major personnel, fiscal, organizational and programmatic policies for the effective and efficient operation of the Institute. The Board of Directors, in its discretion, may vest the authority to manage, direct, supervise and otherwise administer programs and services to an Executive Director and such person's designees.

ARTICLE IV BOARD SIZE AND COMPOSITION; NOMINATION AND APPOINTMENT

- **Section 4.1. Size of Board of Directors**. The number of directors to constitute the Board of Directors shall be determined by the process described herein, provided however, that there shall always be at least five directors and not more than seven directors.
- **Section 4.2** Composition of Board of Directors. Effective in 2017 and thereafter the Board of Directors shall be composed as follows: four (4) of the members of the Board of Directors shall serve as long as they hold the following positions with the Agency: the President and CEO of the Agency, the Chairman of the Board of Commissioners of the Agency (the "Board of Commissioners"), the Vice Chairman off the Board of Commissioners, and the General Counsel of the Agency (collectively the "ex-officio Directors") and the remaining directors shall be selected by the members of the Board of Commissioners of the Agency pursuant to the process set forth herein.
- **Section 4.3. Nomination and Appointment of Directors**. In 2017, the Board of Commissioners shall use the following process to nominate and appoint Directors who are not exofficio Directors:
- (a) The Board of Directors of the Institute shall receive the names of nominees to open positions on the Board of Directors and shall forward such names to the Board of Commissioners.
- (b) The Board of Commissioners shall vote to appoint members from the list of nominees. All members of the Board of Directors who are not ex-officio Directors shall be appointed by the Board of Commissioners.
- (c) The terms of Directors who are not ex-officio Directors shall begin as of the first meeting after which a member is formally appointed by the Board of Commissioners.
- (d) In the event the number of members of the Board of Directors is increased as provided in these Bylaws, the additional directors so provided for shall be selected in accordance with the foregoing process.
- **Section 4.4. Term Limits**. The terms of office for all directors, who are not ex-officio Directors, shall be three years. Each such director may serve two additional three year terms. After nine years of service, a Board member must rotate off the Board for one year. Terms shall be staggered in the manner determined by the Board of Commissioners at the time of appointment so that to the extent possible there are experienced directors serving on the Board at all times. For this reason notwithstanding the foregoing, the term of office for directors, who are not ex-officio Directors, and who were appointed to serve on the Institute's Board of Directors prior to 2017 shall have all prior Board of Directors service ignored for the purposes of term limits and any Director

appointed in 2017 or thereafter whose initial term is less than 3 years shall have such initial term ignored for the purposes of term limits.

- **Section 4.5** Vacancies. If the office of a director who is not an ex-officio Director becomes vacant for any reason, it shall be filled in the same manner that was originally used to fill the seat. The successor or successors shall hold office for the unexpired term. In the event that at the time of appointment the unexpired term is less than a full 3 years, it shall not count toward the term limits on director appointments.
- **Section 4.6. Resignation**. Any director who is not an ex-officio Director may resign from the Board of Directors of the Institute. Such resignation shall be in writing and shall be effective immediately or upon its acceptance by the Board of Directors of the Institute, or as such resignation shall provide.
- **Section 4.7. Removal**. Directors who are not ex-officio Directors may be removed, with or without cause, by the vote of at least two-thirds of all the directors at a meeting of the Directors called expressly for that purpose.
- **Section 4.8. Voting.** Each Director, including each ex-officio Director shall have one vote.

ARTICLE V BOARD MEMBER REGULATIONS

Section 5.1. Compensation. All members of the Board of Directors, including its officers, serve in a volunteer capacity, and there shall be no compensation to any Board member for service on the Board of Directors. Board members may be reimbursed for reasonable and substantiated expenses related to Board business, including travel expense. Documentation for expenses must be submitted to the President or Executive Director for approval and reimbursement will be governed by the Agency's current fiscal policies and procedures.

Section 5.2. Director Conflict of Interest.

- (a) If a transaction is fair to the Institute at the time it is authorized, approved, or ratified, the fact that a Director of the Institute is directly or indirectly a party to the transaction is not grounds for invalidating the transaction.
- (b) In a proceeding contesting the validity of a transaction described in subsection (a), the person asserting validity has the burden of proving fairness unless:
- (1) The material facts of the transaction and the Director's interest or relationship were disclosed or known to the Board of Directors or a committee consisting entirely of Directors and the Board or committee authorized, approved or ratified the transaction by the affirmative votes of a majority of disinterested Directors, even though the disinterested Directors be less than a quorum; or
- (2) The material facts of the transaction and the Director's interest or relationship were disclosed or known to the members entitled to vote, if any, and they authorized,

approved or ratified the transaction without counting the vote of any member who is an interested Director.

- (c) The presence of the Director, who is directly or indirectly a party to the transaction described in subsection (a), or a Director who is otherwise not disinterested, may be counted in determining whether a quorum is present but may not be counted when the Board of Directors or a committee of the Board takes action on the transaction.
- (d) For purposes of this Section 5.2, a Director is "indirectly" a party to a transaction if the other party to the transaction is an entity in which the Director has a material financial interest or of which the Director is an officer, director or general partner; except that if a Director is an officer or director of both parties to a transaction involving a grant or contribution, without consideration, from one entity to the other, that Director is not "indirectly" a party to the transaction provided the director does not have a material financial interest in the entity that receives the grant or contribution.

ARTICLE VI BOARD OF DIRECTORS MEETINGS

- **Section 6.1. Regular meetings**. The Board of Directors shall meet on a regular basis but not less than two times per year, on such dates and times as the directors shall determine, for the selection of nominees for the appointment of directors by the Board of Commissioners and for the transaction of such business as shall come before the Board of Directors.
- **Section 6.2. Notice of regular meetings**. Notice of regular meetings shall be given to each Board Member at least five calendar days prior to the meeting and shall include a meeting agenda. Notice of all regular meetings of the Board of Directors, along with the date, time and place of the meeting, may be delivered by email, facsimile, or regular U.S. Postal Service.
- **Section 6.3. Special meetings.** Special Meetings of the Board of Directors may be called by the President or upon request of 20 percent of the Board membership and shall include a statement of the matters to be discussed at the meeting.
- **Section 6.4. Notice of special meetings**. Notice of special meetings shall be given, along with the date, time and place of the meeting, at least three calendar days prior to the meeting. Notice of all special meetings of the Board of Directors may be delivered by email, facsimile, or regular U.S. Postal Service.
- **Section 6.5. Emergency meetings**. Emergency meetings of the Board of Directors may be called by the President or upon request of 20 percent of the Board membership and shall include a statement of the matters to be discussed at the meeting.
- **Section 6.6. Notice of Emergency Meetings**. Notice of emergency meetings shall be made as soon as reasonably possible prior to the meeting. Notice along with the date, time, and place of the meeting and a summary of the matters to be discussed, may be delivered by hand delivery, email, facsimile, or by telephone. The Board must document in the minutes of the meeting the reason for the emergency.

- **Section 6.7 Waiver of Notice**. Any director may waive notice of any meeting. The attendance of a director at or participation in any meeting shall constitute a waiver of notice of such meeting, unless the director upon arriving at the meeting or prior to the vote on a matter not noticed in conformity with the Illinois General Not–For-Profit Corporation Act of 1986, as amended, the Articles of Incorporation or these Bylaws objects to lack of notice and does not vote for or assent to the proposed action.
- **Section 6.8 Quorum.** A quorum of the Board of Directors shall consist of one-half of the number of voting directors in office at the time of the action requiring approval of the Board of Directors.
- **Section 6.9 Adjournment**. If a quorum shall not be present at any meeting of the Board of Directors, the directors present shall have the power to adjourn the meeting and reschedule, without notice other than announcement at such meeting. At any such rescheduled meeting at which a quorum shall be present any business may be transacted which could have been transacted at the original session of such meeting.
- **Section 6.10 Voting.** Each director present at any meeting shall be entitled to cast one vote on each matter coming before such meeting for vote of the Directors.

Section 6.11 Meetings by Conference Telephone and by Consent.

- (a) Members of the Board of Directors, or of any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors, or of a committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can simultaneously hear each other, and participation in the meeting in this manner shall constitute presence in person at the meeting.
- (b) Any action which might be taken at a meeting of the Board of Directors may be taken without a meeting if one or more written consents to such action are signed by all of the directors. Such written consent or consents must describe the action taken, be signed by each director, and be included in the minutes filed with the corporate records reflecting the action taken. As permitted by 805 ILCS 105/101.80 (p) actions required to be "written", to be "in writing", to have "written consent", to have "written approval" and the like by directors, or committee members or organizational subdivisions shall include any communication transmitted or received by electronic means; including but not limited to email.
- (c) The President of the meeting may establish reasonable rules as to conducting the meeting by telephone or other electronic means.
- **Section 6.12. Minutes**. The Board of Directors shall keep written minutes for all meetings of the Board of Directors. Minutes of the previous meeting shall be distributed to all members before the next meeting.

ARTICLE VII OFFICERS OF THE INSTITUTE

Section 7.1 Officers and Selection of Officers. The officers of the Institute shall consist of a President, Vice-President, Secretary, Treasurer, and such other officers as the Board of Commissioners shall from time to time determine necessary. The officers of the Institute shall be appointed by the Board of Commissioners from among the members of the Institute's Board of Directors. Notwithstanding the foregoing, the Board of Commissioners may appoint one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, who may or may not be members of the Board of Directors and who may or may not be members of the staff of the Agency. Each officer shall hold office until his or her successor has been duly appointed and officially seated. The Board of Commissioner's may remove an officer for any reason.

Section 7.2. Duties of Officers.

- (a) President: The President shall preside at all meetings of the Board of Directors and shall have the following duties:
 - i. See that all orders and resolutions of the Board of Directors are carried into effect:
 - ii. Execute bonds, mortgages and other contracts except where permitted by law to be otherwise signed and executed, and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Institute;
 - iii. Perform all duties as are generally incumbent upon the office of President and such other duties as may be prescribed by the Board of Directors from time to time;
 - iv. Preside at all Executive Committee meetings; and
 - v. Serve as one of the check signatories as required by the Institute, in addition to the Treasurer and Executive Director.
- (b) Vice President: The Vice President shall perform the duties of the President in the absence of the President or in the event of the President's inability or refusal to act. The Vice President shall have all the powers of and be subject to all the restrictions upon the President. The Vice President may perform such other duties and responsibilities as designated by these Bylaws, by the President or by the Board of Directors.
 - (c) Secretary: The Secretary shall have the following duties:
 - i. Cause to be kept the minutes of the Board meetings;
 - ii. See that notices are duly given in accordance with provisions of the Bylaws and as may be required by law;
 - iii. Ensure the safe keeping of the corporate records of the Institute;

- iv. Maintain a register of the post office addresses, telephone numbers, email addresses and facsimile numbers of each member of the Board of Directors which shall be furnished to the Secretary by such members;
- v. Ensure that all correspondence to and from the Board of Directors is received, written, referred or otherwise appropriately handled; and
- vi. Perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.
- (d) Assistant Secretaries: Assistant Secretaries if any, in order of their seniority shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the secretary and shall perform such other duties as the Board of Directors may prescribe.
 - (e) Treasurer: The Treasurer shall have the following duties:
 - i. Be responsible for the maintenance of proper financial books and records of the Institute;
 - ii. Arrange for the preparation of the financial reports and participate in Agency financial audits as required by the Board of Directors, the State of Illinois, the federal government and other applicable governmental agencies;
 - iii. Have custody of the Institute's funds and other assets;
 - iv. Issue a financial statement on all programs to the Board of Directors at regular Board and/or Special Board meetings;
 - v. Sign all required financial reports and financial documents requiring the signature of the Institute Treasurer; and
 - vi. Serve as one of the check signatories as required by the Institute, in addition to the President and Executive Director.
- (f) Assistant Treasurers: The Assistant Treasurers, if any, in the order of their seniority shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer and shall perform such other duties as the Board of Directors may prescribe.
- **Section 7.3. Term of Service**. The officers shall serve in their respective positions for a one year period, or until replaced for other circumstances. Officers may be appointed to successive annual terms without limit.
- **Section 7.4. Officer Vacancy**. Any vacancy in any office because of death, resignation, or otherwise, shall be filled by action of the Board of Commissioners in accordance with these Bylaws.

ARTICLE VIII EXECUTIVE DIRECTOR

The Board of Directors may, in its discretion, appoint an Executive Director for such term and on such conditions as the Board may determine. The compensation of the Executive Director shall be set by the Board of Directors if the Executive Director is an employee of the Institute. Otherwise, the position of Executive Director is uncompensated. The Executive Director may be reimbursed for reasonable and substantiated expenses related to Institute business. Documentation for expenses must be submitted to the President for approval and reimbursement. The Board of Directors may, in its discretion, appoint the Executive Director to serve as assistant secretary and or assistant treasurer of the Institute.

The Executive Director shall be charged with the general supervision of the day-to-day affairs of the Institute. The Board of Directors shall develop and maintain a job description for the Executive Director. The Executive Director, if appointed, shall serve as one of the check signatories as required by the Institute, in addition to the President and Treasurer.

The Executive Director is not a member of the Board of Directors, the Executive Committee or an officer (other than assistant secretary and or assistant treasurer if so appointed); but may attend Executive Committee meetings and Board of Directors' meetings and other committee meetings at the invitation of the Board of Directors or Executive Committee.

ARTICLE IX EXECUTIVE COMMITTEE

Section 9.1. Executive Committee. The Board of Directors shall have the power to designate an Executive Committee, by resolution adopted by a majority of the directors. The Executive Committee shall consist of all of the officers of the Corporation (not including any assistant secretaries and or assistant treasurers of the Institute.).

Section 9.2. General Responsibility. The Executive Committee shall have and exercise the authority of the Board of Directors in the management of the Institute, and shall perform such duties as may be prescribed by the Board of Directors; provided, however, that the Executive Committee shall not have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of the Executive Committee or any director or officer of the Institute; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Institute or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Institute; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The Executive Committee shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed by law.

- **Section 9.3.** Vacancies. Any vacancy occurring on the Executive Committee resulting from death, resignation, retirement, or removal from office or otherwise, shall be filled by the Board of Directors, from the membership of the Board of Directors.
- **Section 9.4. Meetings**. Meetings of the Executive Committee may be called by the President or any two members of the Executive Committee. The person or persons who called the meeting of the Executive Committee may fix any place and the time of holding such meeting of the Executive Committee.
- **Section 9.5. Notice**. Notice of any meeting of the Executive Committee shall be given at least two days, but not more than 40 days previously thereto by written notice delivered personally or sent by mail, telephone, facsimile, email or other form of wire or wireless communication to each member at such member's address. The business to be transacted at, or the purpose of the meeting, must be specified in the notice of such meeting.
- **Section 9.6. Quorum**. One-half of the Executive Committee members shall constitute a quorum at any meeting. Actions of the Executive Committee may be taken by a majority of such quorum, unless otherwise required by law or by these Bylaws.

Section 9.7. Meetings by Conference Telephone and by Consent.

- (a) Members of the Executive Committee, or of any committee designated by the Executive Committee, may participate in a meeting of the Executive Committee, or of a committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can simultaneously hear each other, and participation in the meeting in this manner shall constitute presence in person at the meeting.
- (b) Any action which might be taken at a meeting of the Executive Committee may be taken without a meeting if one or more written consents to such action are signed by all of the members. Such written consent or consents must describe the action taken, be signed by each member, and be included in the minutes filed with the corporate records reflecting the action taken. As permitted by 805 ILCS 105/101.80 (p) actions required to be "written", to be "in writing", to have "written consent", to have "written approval" and the like by directors, or committee members or organizational subdivisions shall include any communication transmitted or received by electronic means; including but not limited to email.

ARTICLE X COMMITTEES

- **Section 10.1. Standing and Special Committees**. The Board of Directors may create standing and special committees composed of members of the Board of Directors designated by the Board of Directors. The Board of Directors shall define the jurisdiction, responsibilities and duties of such committees.
- Section 10.2. Other Committees and Organizational Subdivisions. The Board of Directors may create other committees, task forces, councils, or organizational subdivisions of the Institute, composed of members of the Board of Directors and other persons, and define their respective

duties, responsibilities and assignments. The members of such entities shall be designated by the Board of Directors. The assigned duties of such entities may concern any subject matter unless beyond the jurisdiction and purpose of the Institute.

- **Section 10.3. Vacancies**. Vacancies in the membership of any committee or organizational subdivision may be filled by appointments made in the same manner as provided in the case of the original appointments.
- **Section 10.4. Meetings**. Meetings of committees or other organizational subdivision may be called, upon no less than five days and no more than 40 days actual notice, at any time by the committee chairperson or by the President of the Board of Directors.
- **Section 10.5.** Notice. Notice of any meeting of any committee or organizational subdivision shall be delivered personally or sent by mail, facsimile, email or other form of wire or wireless communication to each member at such member's address. The business to be transacted at, or the purpose of the meeting must be specified in the notice of such meeting.

Section 10.6. Meetings by Conference Telephone and by Consent.

- (a) Members of any committee or organizational subdivision designated by the Board of Directors may participate in a meeting of the committee or organizational subdivision by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can simultaneously hear each other, and participation in the meeting in this manner shall constitute presence in person at the meeting.
- (b) Any action which might be taken at a meeting of the committee or organizational subdivision may be taken without a meeting if one or more written consents to such action are signed by all of the members. Such written consent or consents must describe the action taken, be signed by each member, and be included in the minutes filed with the corporate records reflecting the action taken. As permitted by 805 ILCS 105/101.80 (p) actions required to be "written", to be "in writing", to have "written consent", to have "written approval" and the like by directors, or committee members or organizational subdivisions shall include any communication transmitted or received by electronic means; including but not limited to email.

ARTICLE XI POLICIES AND PROCEDURES

Section 11.1. Policies and Procedures. The Board of Directors shall have the authority to adopt written policies and procedures for the purpose of accomplishing the objectives of the Institute, such policies and procedures being subject to amendment by the Board of Directors, as the Board, at its discretion, may see fit.

Section 11.2. Conduct of Meetings.

- (a) Conduct. The Institute shall conduct the meetings of its Board of Directors and committees in accordance with the procedures set forth in Robert's Rules of Order, revised, except insofar as the Bylaws provide otherwise.
- (b) Open Meetings. Meetings of the Board of Directors, the Executive Committee or any other committees or organizational subdivisions shall be open if such meetings are required to be open under the Agency's open meetings policy.

Section 11.3. Fiscal Authority.

- (a) Contracts. The Board of Directors may authorize any representative or agent of the Institute, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Institute, and such authority may be general or confined to specific instances.
- (b) Checks and Drafts. All checks, drafts or orders for the payment of money and any notes or other evidences of indebtedness issued in the name of the Institute, shall be signed by such officer or officers, agent or agents of the Institute and in such manner as shall from time to time be determined by resolution of the Board of Directors. See Sections 7.2(a), (e) and (f) and Article III of the Bylaws.
- (c) Deposits. All funds of the Institute shall be deposited from time to time to the credit of the Institute in such banks and other depositories as the Board of Directors may select.
- (d) Gifts. The Board of Directors may accept on behalf of the Institute any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Institute. The Board of Directors may reject any contribution, gift, bequest or devise for any reason.
- (e) Prohibited Loans. The Institute shall not make any loan to any, officer, director, or employee of the Institute.
- (f) Budget. An annual budget shall be prepared at the direction of the Treasurer for approval by the Board of Directors at a meeting of the Board of Directors.
- (g) Bond. In the discretion of the Board of Directors all employees of the Institute and other service providers for the Institute shall be covered by a fidelity or dishonesty bond in such form and sum as is designated by the Board of Directors. The bond, if any, shall be obtained from a reputable indemnity company and the cost thereof shall be an expense of the Institute.

ARTICLE XII FINANCE AND RECORDS

Section 12.1. Fiscal Year. The fiscal year of the Institute shall commence on the first day of July and end on the 30th day of June of each year. The Board of Directors shall have the power to

change the fiscal year of the Institute, from time to time, which shall become the taxable year of the Institute upon the approval of the Internal Revenue Service.

Section 12.2. Audit. The Institute shall participate in the annual Agency-wide audit for the Institute's financial records within three months of the close of the fiscal year. The audit shall be performed by an independent certified public accountant.

Section 12.3. Division Records. In the event that the Institute shall be operated in more than one division (for example: a real estate division and a research division) separate financial reporting shall be maintained by the Institute for each division.

Section 12.4. Corporate Records.

- (a) The Institute shall keep as permanent records minutes of all meetings of its Board of Directors, a record of all actions taken by the directors without a meeting, and a record of all actions taken by committees of the Board of Directors.
 - (b) The Institute shall maintain appropriate accounting records.
- (c) The Institute shall keep a copy of the following records at its principal office: (i) its Articles or restated Articles of Incorporation and all amendments to them currently in effect; (ii) its Bylaws or restated Bylaws and all amendments to them currently in effect; (iii) resolutions adopted by its Board of Directors and minutes of all meetings and records of all actions approved by the Board of Directors; (iv) all written communications, including any financial statements; (v) a list of the names and business or home address of its current directors and officers; (vi) its most recent annual report delivered to the Secretary of State of Illinois or Missouri as applicable; and (vii) appropriate financial statements of all income and expenses. Record retention period will be established in a policy adopted by the Institute and approved by the Board of Commissioners.

Section 12.5. Open Records. Records of the Institute, including minutes, notices and other records shall be maintained in accordance with Agency policy or as otherwise required by law.

ARTICLE XIII REPEAL OR AMENDMENT OF BYLAWS

These Bylaws may be altered, amended or repealed and new bylaws may be adopted by resolution adopted by a majority of the entire number of directors then fixed by the Bylaws; provided that the Board of Commissioners has approved in writing such alteration, amendment, repeal and/or new bylaws.

CERTIFICATE

The foregoing Amended and Restated Bylaws were duly adopted by the Board of Directors on ________, 2017, and consented to by the Board of Commissioners of the Agency on _________, 2017.

Secretary

Open Session Item 12(f)
Exhibit D

AMENDED AND RESTATED BYLAWS

BI-STATE DEVELOPMENT RESEARCH INSTITUTE

Effective Date: _____

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ARTICLE I OFFICES

Section 1.2 Registered Office. The registered office of the Institute required to be maintained in the State of Missouri and in the State of Illinois need not be identical with the principal office in the State of Missouri or the State of Illinois, and the addresses for the registered offices may be changed from time to time by the Board of Directors.

ARTICLE II PURPOSES

- **Section 2.1** General. The purposes of the Institute shall be those nonprofit purposes stated in the Articles of Incorporation of the Institute, as amended from time to time, to do such lawful acts and undertake such activities and enterprises to:
- (a) To conduct studies in and about the jurisdictional region (the "Region") of the Bi-State Development Agency of the Missouri-Illinois Metropolitan District (the "Agency") which evaluate land use, public land use policy, economic and community development and infrastructure investment as such issues affect transit and the Region.
- (b) To assist in the strategic acquisition, conveyance and other handling of real property for public purposes in the Region. The term "Region" means that region defined in the interstate compact between the States of Missouri and Illinois, and ratified by the United States Congress and implementing legislation of the States of Missouri and Illinois; Joint Resolutions of August 31, 1950, 64 Stat. 568, Pub. L. No. 81-743; September 21, 1959, 73 Stat. 582, Pub. L. No. 86-303; September 30, 1985, 99 Stat. 477, Pub. L. No. 99-106; April 1, 1996, 110 Stat. 883, Pub. L. No. 104-125; December 19, 2011, 125 Stat. 775, Pub. L. No. 112-71 and Mo. Rev. Stat. §§ 70.370-70.373 (Supp. 2012); 45 Ill. Comp. Stat. 100/1-110/5 (Supp. 2013) (the "Compact"). In all events, the mission, purposes and activities of the Institute shall be consistent with the Compact.
- (c) To solicit, receive, hold and administer gifts and grants for use in performing activities and functions consistent with and in support of the mission of the Agency as established in the Compact.
- (d) In all events, the mission, purposes and activities of the Institute shall be consistent with the Compact and shall not exceed the mission and authority of the Agency as set forth in the Compact.
- (c) The activities of the Institute shall exclusively be those necessary and incidental to the activities authorized by the Compact.

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Section 2.2 Limitations.

- (a) The Institute shall, in all of its activities, be nonpartisan, nonpolitical and nonsectarian, and shall engage only in those activities which are authorized and permitted in furtherance of its purposes as an exempt organization pursuant to the Internal Revenue Code of 1986, as amended.
- (b) The purposes for which the Institute is organized are exclusively charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended or the corresponding provision of any future United States Internal Revenue Law.
- (c) Notwithstanding any other provision herein, the Institute shall not carry on any activities not permitted to be carried on by any organization exempt from the Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE III POWERS AND DUTIES OF THE BOARD OF DIRECTORS

- Section 3.1 Powers. The property and affairs of the Institute shall be managed by its Board of Directors. The Board of Directors shall have and is vested with all powers and authorities, except as may be expressly limited by law, the Articles of Incorporation of the Institute or these Bylaws, to supervise, control, direct and manage the property, affairs and activities of the Institute, to determine the policies of the Institute, to do or cause to be done any and all lawful things for and on behalf of the Institute, to make ultimate decisions regarding the acts of officers and committees; to establish rules and regulations; to accept grants, contributions, gift, bequests, or devises to further the purposes for the Institute, to exercise or cause to be exercised any or all of its powers, privileges or franchises, and to seek the effectuation of its objects and purposes; provided, however, that:
- (a) The Board of Directors shall not authorize or permit the Institute to engage in any activity not permitted to be transacted by the Articles of Incorporation of the Institute or by a corporation organized under the Illinois General Not For Profit Corporation Act of 1986, as amended; and
- (b) None of the powers of the Institute shall be exercised to carry on activities, other than as an insubstantial part of its activities, which are not in themselves in furtherance of the purposes of the Institute; and
- (c) All income and the property of the Institute shall be applied exclusively for its non-profit purposes. No part of the net earnings or other assets of the Institute shall inure to the benefit of or be distributable to any director, officer, contributor or any other private persons having, directly or indirectly, a personal or private interest in the activities of the Institute, except that the Institute shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of its stated purposes; and

(d) The Board of Directors shall determine major personnel, fiscal, organizational and programmatic policies for the effective and efficient operation of the Institute. The Board of Directors, in its discretion, may vest the authority to manage, direct, supervise and otherwise administer programs and services to an Executive Director and such person's designees.

ARTICLE IV BOARD SIZE AND COMPOSITION; NOMINATION AND APPOINTMENT

- **Section 4.1. Size of Board of Directors.** The number of directors to constitute the Board of Directors shall be determined by the process described herein, provided however, that there shall always be at least five directors and not more than seven directors.
- Section 4.2 Composition of Board of Directors. The initial Board of Directors shall be appointed by the Incorporator and shall serve as a transition board. Thereafter, Effective in 2017 and thereafter the Board of Directors shall be composed as follows: fourthree (43) of the members of the Board of Directors shall serve as long as they hold the following positions with the Agency: the President and CEO of the Agency, the Chairman of the Board of Commissioners of the Agency (the "Board of Commissioners"), the Vice Chairman of the Board of Commissioners, and the General CounselChief Financial Officer of the Agency (collectively the "ex-officio Directors") and the remaining dDirectors shall be selected by the members of the Board of Commissioners of the Bi State Development Agency pursuant to the process set forth herein of the Missouri Illinois Metropolitan District (the "Board of Commissioners").
- Section 4.3. Nomination and Appointment of Directors. In 2017, At such time as the the Board of Commissioners shall determine, it shall replace the transitional board using the following process which shall thereafter be use the following process to nominate and appoint Directors who are not ex-officio Directors:
- (a) The Board of Directors of the Institute shall receive the names of nominees to open positions on the Board of Directors and shall forward such names to the Board of Commissioners.
- (b) The Board of Commissioners shall vote to appoint members from the list of nominees. All members of the Board of Directors who are not ex-officio Directors shall be appointed by the Board of Commissioners.
- (c) The terms of Directors who are not ex-officio Directors' terms shall begin as of the first meeting after which a member is formally appointed by the Board of Commissioners.
- (d) In the event the number of members of the Board of Directors is increased as provided in these Bylaws, the additional directors so provided for shall be selected in accordance with the foregoing process.
- Section 4.4. Term Limits. The After the replacement of the transitional board, terms of office for all directors, who are not ex-officio Directors, shall be three years. Each such director may serve two additional three year terms. After nine years of service, a Board member must rotate off the Board for one year. -Terms shall be staggered in the manner determined by the Board of Commissioners at the time of appointment so that to the extent possible there are experienced

directors serving on the Board at all times. For this reason notwithstanding the foregoing, the term of office for certain directors, who are not ex-officio Directors, and those non ex-officio directors who were appointed to serve on the Institute's initial Board of Directors prior to 2017 shall have all prior Board of Directors service ignored for the purposes of term limits and any Director appointed in 2017 or thereafter whose initial term is less than 3 years shall have such initial term ignored for the purposes of term limits(after the transitional board) shall be less than three years, so that terms of office then and thereafter are staggered. For example, assuming the first Board of Directors (after the transitional board) has five members; one director shall be appointed for a term of one year, two directors for a term of two years and two directors for a term of three years. The members of the initial Board of Directors whose initial term is less than two years, may serve three additional three year terms before rotating off the Board for at least one year.

- **Section 4.5** Vacancies. If the office of a director who is not an ex-officio Director becomes vacant for any reason, it shall be filled in the same manner that was originally used to fill the seat. The successor or successors shall hold office for the unexpired term. In the event that at the time of appointment the unexpired term is less than a full 3 is nine months or less, it years, it shall not count toward the term limits on director appointments.
- **Section 4.6. Resignation**. Any director who is not an ex-officio Director may resign from the Board of Directors of the Institute. Such resignation shall be in writing and shall be effective immediately or upon its acceptance by the Board of Directors of the Institute, or as such resignation shall provide.
- **Section 4.7. Removal.** Directors who are not ex-officio Directors may be removed, with or without cause, by the vote of at least two-thirds of all the directors at a meeting of the Directors called expressly for that purpose.

Section 4.8. Voting. Each Director, including each ex-officio Director shall have one vote.

ARTICLE V BOARD MEMBER REGULATIONS

Section 5.1. Compensation. All members of the Board of Directors, including its officers, serve in a volunteer capacity, and there shall be no compensation to any Board member for service on the Board of Directors. Board members may be reimbursed for reasonable and substantiated expenses related to Board business, including travel expense. Documentation for expenses must be submitted to the ChairpersonPresident or Executive Director for approval and reimbursement will be governed by the Agency's current fiscal policies and procedures.

Section 5.2. Director Conflict of Interest.

- (a) If a transaction is fair to the <u>InstituteCorporation</u> at the time it is authorized, approved, or ratified, the fact that a Director of the <u>InstituteCorporation</u> is directly or indirectly a party to the transaction is not grounds for invalidating the transaction.
- (b) In a proceeding contesting the validity of a transaction described in subsection (a), the person asserting validity has the burden of proving fairness unless:

- (1) The material facts of the transaction and the Director's interest or relationship were disclosed or known to the Board of Directors or a committee consisting entirely of Directors and the Board or committee authorized, approved or ratified the transaction by the affirmative votes of a majority of disinterested Directors, even though the disinterested Directors be less than a quorum; or
- (2) The material facts of the transaction and the Director's interest or relationship were disclosed or known to the members entitled to vote, if any, and they authorized, approved or ratified the transaction without counting the vote of any member who is an interested Director.
- (c) The presence of the Director, who is directly or indirectly a party to the transaction described in subsection (a), or a Director who is otherwise not disinterested, may be counted in determining whether a quorum is present but may not be counted when the Board of Directors or a committee of the Board takes action on the transaction.
- (d) For purposes of this Section 5.2, a Director is "indirectly" a party to a transaction if the other party to the transaction is an entity in which the Director has a material financial interest or of which the Director is an officer, director or general partner; except that if a Director is an officer or director of both parties to a transaction involving a grant or contribution, without consideration, from one entity to the other, that Director is not "indirectly" a party to the transaction provided the director does not have a material financial interest in the entity that receives the grant or contribution.

ARTICLE VI BOARD OF DIRECTORS MEETINGS

- **Section 6.1. Regular meetings**. The Board of Directors shall meet on a regular basis but not less than two times per year, on such dates and times as the directors shall determine, for the <u>selection of nomineesappointment of a slate</u> for the <u>appointment of directors by the Board of Commissioners</u> and for the transaction of such business as shall come before the Board of Directors.
- **Section 6.2. Notice of regular meetings.** Notice of regular meetings shall be given to each Board Member at least five calendar days prior to the meeting and shall include a meeting agenda. Notice of all regular meetings of the Board of Directors, along with the date, time and place of the meeting, may be delivered by email, facsimile, or regular U.S. Postal Service.
- **Section 6.3. Special meetings.** Special Meetings of the Board of Directors may be called by the ChairpersonPresident or upon request of 20 percent of the Board membership and shall include a statement of the matters to be discussed at the meeting.
- **Section 6.4. Notice of special meetings**. Notice of special meetings shall be given, along with the date, time and place of the meeting, at least three calendar days prior to the meeting. Notice of all special meetings of the Board of Directors may be delivered by email, facsimile, or regular U.S. Postal Service.

- **Section 6.5. Emergency meetings.** Emergency meetings of the Board of Directors may be called by the **ChairpersonPresident** or upon request of 20 percent of the Board membership and shall include a statement of the matters to be discussed at the meeting.
- **Section 6.6. Notice of Eemergency Meetings**. Notice of emergency meetings shall be made as soon as reasonably possible prior to the meeting. Notice along with the date, time, and place of the meeting and a summary of the matters to be discussed, may be delivered by hand delivery, email, facsimile, or by telephone. The Board must document in the minutes of the meeting the reason for the emergency.
- **Section 6.7** Waiver of Notice. Any director may waive notice of any meeting. The attendance of a director at or participation in any meeting shall constitute a waiver of notice of such meeting, unless the director upon arriving at the meeting or prior to the vote on a matter not noticed in conformity with the Illinois General Not–For-Profit Corporation Act of 1986, as amended, the Articles of Incorporation or these Bylaws objects to lack of notice and does not vote for or assent to the proposed action.
- **Section 6.8 Quorum.** A quorum of the Board of Directors shall consist of one-half of the number of voting directors in office at the time of the action requiring approval of the Board of Directors.
- **Section 6.9** Adjournment. If a quorum shall not be present at any meeting of the Board of Directors, the directors present shall have the power to adjourn the meeting and reschedule, without notice other than announcement at such meeting. At any such rescheduled meeting at which a quorum shall be present any business may be transacted which could have been transacted at the original session of such meeting.
- **Section 6.10** Voting. Each director present at any meeting shall be entitled to cast one vote on each matter coming before such meeting for vote of the Directors.

Section 6.11 Meetings by Conference Telephone and by Consent.

- (a) Members of the Board of Directors, or of any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors, or of a committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can simultaneously hear each other, and participation in the meeting in this manner shall constitute presence in person at the meeting.
- (b) Any action which might be taken at a meeting of the Board of Directors may be taken without a meeting if one or more written consents to such action are signed by all of the directors. Such written consent or consents must describe the action taken, be signed by each director, and be included in the minutes filed with the corporate records reflecting the action taken. As permitted by 805 ILCS 105/101.80 (p) actions required to be "written", to be "in writing", to have "written consent", to have "written approval" and the like by directors, or committee members or organizational subdivisions shall include any communication transmitted or received by electronic means; including but not limited to email.

(c) The <u>ChairpersonPresident</u> of the meeting may establish reasonable rules as to conducting the meeting by telephone or other electronic means.

Section 6.12. Minutes. The Board of Directors shall keep written minutes for all meetings of the Board of Directors. _Minutes of the previous meeting shall be distributed to all members before the next meeting.

ARTICLE VII OFFICERS OF THE INSTITUTE

Section 7.1 Officers and Selection of Officers. The officers of the Institute shall consist of a ChairpersonPresident, Vice-ChairpersonPresident, Secretary, Treasurer, and such other officers as the Board of Commissioners shall from time to time determine necessary. The officers of the Institute shall be appointed by the Board of Commissioners from among the members of the Institute's Board of Directors. Notwithstanding the foregoing, the Board of Commissioners may appoint one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, who may or may not be members of the Board of Directors and who may or may not be members of the staff of the Agency. Each officer shall hold office until his or her successor has been duly appointed and officially seated. The Board of Commissioner's may remove an officer for any reason.

Section 7.2. Duties of Officers.

- (a) <u>ChairpersonPresident</u>: The <u>ChairpersonPresident</u> shall preside at all meetings of the Board of Directors and shall have the following duties:
 - See that all orders and resolutions of the Board of Directors are carried into effect:
 - Execute bonds, mortgages and other contracts except where permitted by law to be otherwise signed and executed, and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Institute;
 - iii. Perform all duties as are generally incumbent upon the office of ChairpersonPresident and such other duties as may be prescribed by the Board of Directors from time to time;
 - iv. Preside at all Executive Committee meetings; and
 - v. Serve as one of the check signatories as required by the Institute, in addition to the Treasurer and Executive Director.
- (b) Vice <u>ChairpersonPresident</u>: The Vice <u>ChairpersonPresident</u> shall perform the duties of the <u>ChairpersonPresident</u> in the absence of the <u>ChairpersonPresident</u> or in the event of

the <u>ChairpersonPresident</u>'s inability or refusal to act. The Vice <u>ChairpersonPresident</u> shall have all the powers of and be subject to all the restrictions upon the <u>ChairpersonPresident</u>. The Vice <u>ChairpersonPresident</u> may perform such other duties and responsibilities as designated by these Bylaws, by the <u>ChairpersonPresident</u> or by the Board of Directors.

- (c) Secretary: The Secretary shall have the following duties:
 - i. Cause to be kept the minutes of the Board meetings;
 - See that notices are duly given in accordance with provisions of the Bylaws and as may be required by law;
 - iii. Ensure the safe keeping of the corporate records of the Institute;
 - iv. Maintain a register of the post office addresses, telephone numbers, email addresses and facsimile numbers of each member of the Board of Directors which shall be furnished to the Secretary by such members;
 - Ensure that all correspondence to and from the Board of Directors is received, written, referred or otherwise appropriately handled; and
 - vi. Perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the <u>ChairpersonPresident</u> or by the Board of Directors.
- (d) Assistant Secretaries: Assistant Secretaries if any, in order of their seniority shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the secretary and shall perform such other duties as the Board of Directors may prescribe.
 - (e) Treasurer: The Treasurer shall have the following duties:
 - Be responsible for the maintenance of proper financial books and records of the Institute;
 - Arrange for the preparation of the financial reports and participate in Agency financial audits as required by the Board of Directors, the State of Illinois, the federal government and other applicable governmental agencies;
 - iii. Have custody of the Institute's funds and other assets;
 - iv. Issue a financial statement on all programs to the Board of Directors at regular Board and/or Special Board meetings;
 - v. Sign all required financial reports and financial documents requiring the signature of the Institute Treasurer; and
 - vi. Serve as one of the check signatories as required by the Institute, in addition to the ChairpersonPresident and Executive Director.

- (f) Assistant Treasurers: The Assistant Treasurers, if any, in the order of their seniority shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer and shall perform such other duties as the Board of Directors may prescribe.
- **Section 7.3. Term of Service**. The officers shall serve in their respective positions for a one year period, or until replaced for other circumstances. Officers may be appointed to successive annual terms without limit.
- **Section 7.4. Officer Vacancy**. -Any vacancy in any office because of death, resignation, or otherwise, shall be filled by action of the Board of Commissioners in accordance with these Bylaws.

ARTICLE VIII EXECUTIVE DIRECTOR

The Board of Directors may, in its discretion, appoint an Executive Director for such term and on such conditions as the Board may determine. The compensation of the Executive Director shall be set by the Board of Directors if the Executive Director is an employee of the Institute. Otherwise, the position of Executive Director is uncompensated. The Executive Director may be reimbursed for reasonable and substantiated expenses related to Institute business. Documentation for expenses must be submitted to the ChairpersonPresident for approval and reimbursement. The Board of Directors may, in its discretion, appoint the Executive Director to serve as assistant secretary and or assistant treasurer of the Institute. Corporation.

The Executive Director shall be charged with the general supervision of the day-to-day affairs of the Institute. The Board of Directors shall develop and maintain a job description for the Executive Director. _The Executive Director, if appointed, shall serve as one of the check signatories as required by the Institute, in addition to the ChairpersonPresident and Treasurer.

The Executive Director is not a member of the Board of Directors, the Executive Committee or an officer (other than assistant secretary and or assistant treasurer if so appointed); but may attend Executive Committee meetings and Board of Directors' meetings and other committee meetings at the invitation of the Board of Directors or Executive Committee.

ARTICLE IX EXECUTIVE COMMITTEE

- **Section 9.1. Executive Committee.** The Board of Directors shall have the power to designate an Executive Committee, by resolution adopted by a majority of the directors. The Executive Committee shall consist of all of the officers of the Corporation (not including any assistant secretaries and or assistant treasurers of the Institute. Corporation).
- **Section 9.2.** General Responsibility. The Executive Committee shall have and exercise the authority of the Board of Directors in the management of the Institute, and shall perform such

duties as may be prescribed by the Board of Directors; provided, however, that the Executive Committee shall not have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of the Executive Committee or any director or officer of the Institute; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Institute or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Institute; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The Executive Committee shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed by law.

- **Section 9.3.** Vacancies. Any vacancy occurring on the Executive Committee resulting from death, resignation, retirement, or removal from office or otherwise, shall be filled by the Board of Directors, from the membership of the Board of Directors.
- **Section 9.4. Meetings**. Meetings of the Executive Committee may be called by the ChairpersonPresident or any two members of the Executive Committee. The person or persons who called the meeting of the Executive Committee may fix any place and the time of holding such meeting of the Executive Committee.
- **Section 9.5.** Notice. Notice of any meeting of the Executive Committee shall be given at least two days, but not more than 40 days previously thereto by written notice delivered personally or sent by mail, telephone, facsimile, email or other form of wire or wireless communication to each member at such member's address. The business to be transacted at, or the purpose of the meeting, must be specified in the notice of such meeting.
- **Section 9.6. Quorum**. One-half of the Executive Committee members shall constitute a quorum at any meeting. Actions of the Executive Committee may be taken by a majority of such quorum, unless otherwise required by law or by these Bylaws.

Section 9.7. Meetings by Conference Telephone and by Consent.

- (a) Members of the Executive Committee, or of any committee designated by the Executive Committee, may participate in a meeting of the Executive Committee, or of a committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can simultaneously hear each other, and participation in the meeting in this manner shall constitute presence in person at the meeting.
- (b) Any action which might be taken at a meeting of the Executive Committee may be taken without a meeting if one or more written consents to such action are signed by all of the members. Such written consent or consents must describe the action taken, be signed by each member, and be included in the minutes filed with the corporate records reflecting the action taken. As permitted by 805 ILCS 105/101.80 (p) actions required to be "written", to be "in writing", to have "written consent", to have "written approval" and the like by directors, or committee members or organizational subdivisions shall include any communication transmitted or received by electronic means; including but not limited to email.

ARTICLE X COMMITTEES

- **Section 10.1. Standing and Special Committees**. The Board of Directors may create standing and special committees composed of members of the Board of Directors designated by the Board of Directors. The Board of Directors shall define the jurisdiction, responsibilities and duties of such committees.
- Section 10.2. Other Committees and Organizational Subdivisions. The Board of Directors may create other committees, task forces, councils, or organizational subdivisions of the Institute, composed of members of the Board of Directors and other persons, and define their respective duties, responsibilities and assignments. The members of such entities shall be designated by the Board of Directors. The assigned duties of such entities may concern any subject matter unless beyond the jurisdiction and purpose of the Institute.
- **Section 10.3.** Vacancies. Vacancies in the membership of any committee or organizational subdivision may be filled by appointments made in the same manner as provided in the case of the original appointments.
- **Section 10.4. Meetings**. Meetings of committees or other organizational subdivision may be called, upon no less than five days and no more than 40 days actual notice, at any time by the committee chairperson to Chairperson or by the President of the Board of Directors.
- **Section 10.5. Notice.** Notice of any meeting of any committee or organizational subdivision shall be delivered personally or sent by mail, facsimile, email or other form of wire or wireless communication to each member at such member's address. The business to be transacted at, or the purpose of the meeting must be specified in the notice of such meeting.

Section 10.6. Meetings by Conference Telephone and by Consent.

- (a) Members of any committee or organizational subdivision designated by the Board of Directors may participate in a meeting of the committee or organizational subdivision by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can simultaneously hear each other, and participation in the meeting in this manner shall constitute presence in person at the meeting.
- (b) Any action which might be taken at a meeting of the committee or organizational subdivision may be taken without a meeting if one or more written consents to such action are signed by all of the members. Such written consent or consents must describe the action taken, be signed by each member, and be included in the minutes filed with the corporate records reflecting

the action taken. As permitted by 805 ILCS 105/101.80 (p) actions required to be "written", to be "in writing", to have "written consent", to have "written approval" and the like by directors, or committee members or organizational subdivisions shall include any communication transmitted or received by electronic means; including but not limited to email.

ARTICLE XI POLICIES AND PROCEDURES

Section 11.1. Policies and Procedures. —The Board of Directors shall have the authority to adopt written policies and procedures for the purpose of accomplishing the objectives of the Institute, such policies and procedures being subject to amendment by the Board of Directors, as the Board, at its discretion, may see fit. No policy or procedure shall become effective until it has been approved by the Board of Commissioners.

Section 11.2. Conduct of Meetings.

- (a) Conduct. The Institute shall conduct the meetings of its Board of Directors and committees in accordance with the procedures set forth in Robert's Rules of Order, revised, except insofar as the Bylaws, or laws of Illinois provide Bylaws provide otherwise.
- (b) Open Meetings. To the extent required by law, mMeetings of the Board of Directors, the Executive Committee or any other committees or organizational subdivisions shall be open if such meetings are required to be open under to the public except on the occasion in which closed meetings are authorized under the Agency's the Agency's open meetings policy.

Section 11.3. Fiscal Authority.

- (a) Contracts. The Board of Directors may authorize any representative or agent of the Institute, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Institute, and such authority may be general or confined to specific instances.
- (b) Checks and Drafts. All checks, drafts or orders for the payment of money and any notes or other evidences of indebtedness issued in the name of the Institute, shall be signed by such officer or officers, agent or agents of the Institute and in such manner as shall from time to time be determined by resolution of the Board of Directors. See Sections 7.2(a), (e) and (f) and Article III of the Bylaws.
- (c) Deposits. All funds of the Institute shall be deposited from time to time to the credit of the Institute in such banks and other depositories as the Board of Directors may select.
- (d) Gifts. The Board of Directors may accept on behalf of the Institute any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Institute. The Board of Directors may reject any contribution, gift, bequest or devise for any reason.

- (e) Prohibited Loans. The Institute shall not make any loan to any, officer, director, or employee of the Institute.
- (f) Budget. An annual budget shall be prepared at the direction of the Treasurer for approval by the Board of Directors at a meeting of the Board of Directors.
- (g) Bond. In the discretion of the Board of Directors aAll employees of the Institute and other service providers for the Institute shall be covered by a fidelity or dishonesty bond in such form and sum as is designated by the Board of Directors. The bond, if any, shall be obtained from a reputable indemnity company and the cost thereof shall be an expense of paid by the Institute.

ARTICLE XII FINANCE AND RECORDS

- **Section 12.1. Fiscal Year**. The fiscal year of the Institute shall commence on the first day of July and end on the 30th day of June of each year. The Board of Directors shall have the power to change the fiscal year of the Institute, from time to time, which shall become the taxable year of the Institute upon the approval of the Internal Revenue Service.
- **Section 12.2. Audit.** The Institute shall participate in the annual Agency-wide audit for the Institute's financial records within three months of the close of the fiscal year. The audit shall be performed by an independent certified public accountant.
- **Section 12.3. Division Records**. In the event that the Institute shall be operated in <u>more than one-two</u> divisions (<u>for example:</u> a real estate division and a research division) separate financial reporting shall be maintained by the Institute for each division.

Section 12.4. Corporate Records.

- (a) The Institute shall keep as permanent records minutes of all meetings of its Board of Directors, a record of all actions taken by the directors without a meeting, and a record of all actions taken by committees of the Board of Directors.
 - (b) The Institute shall maintain appropriate accounting records.
- (c) The Institute shall keep a copy of the following records at its principal office: (i) its Articles or restated Articles of Incorporation and all amendments to them currently in effect; (ii) its Bylaws or restated Bylaws and all amendments to them currently in effect; (iii) resolutions adopted by its Board of Directors and minutes of all meetings and records of all actions approved by the Board of Directors; (iv) all written communications, including any financial statements; (v) a list of the names and business or home address of its current directors and officers; (vi) its most recent annual report delivered to the Secretary of State of Illinois or Missouri as applicable; and (vii) appropriate financial statements of all income and expenses. Record retention period will be established in a policy adopted by the Institute and approved by the Board of Commissioners.

Exhibit D
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Section 12.5. Open Records. To the extent required by law, rRecords of the Institute, including minutes, notices and other records shall be maintained in accordance with Agency policy or as otherwise required by law.

ARTICLE XIII REPEAL OR AMENDMENT OF BYLAWS

These Bylaws may be altered, amended or repealed and new bylaws may be adopted by resolution adopted by a majority of the entire number of directors then fixed by the Bylaws; provided that the Board of Commissioners has approvedeonsented in writing such alteration, amendment, repeal and/or new bylaws.

CERTIFICATE

The foregoing Amended and Restated Bylaws were		ted by th	ie B	oard of Directors as a	nd
for the Bylaws of the Institute by its Incorporator	on			, 201 <u>7</u> 4, a	nd
ratified, confirmed and approvedand consented t	o by the	Board	of	Commissioners of t	he
AgencyDirectors on	_, 201 <u>7</u> 4.				
Sec	retary				

Open Session Item 12(f)

Exhibit E

AFFILIATION AGREEMENT

THIS AFFILIATION AGREEMENT (the "Agreement") entered into as of _______, 2017, by and between the Bi-State Development Agency of the Missouri-Illinois Metropolitan District (the "Agency") and the Bi-State Development Research Institute (the "Institute").

WHEREAS, the Agency is 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 "Compact"); and

WHEREAS, the jurisdiction of the Agency includes St. Louis County and The City of St. Louis, Missouri, the Counties of St. Charles and Jefferson in Missouri; and the Counties of Madison, St. Clair and Monroe in Illinois (the "District"); and

WHEREAS, the governmental mission of the Agency is to meet the needs and priorities of the District as the operator of the public transit system and the consensus developer of public works and development projects. To that end, currently, the Agency owns and operates the St. Louis metropolitan area's public transit system, which includes light rail vehicles, buses and paratransit vans (collectively, the "Transit System"); owns and operates St. Louis Downtown Airport and the surrounding industrial-business park; operates the Gateway Arch Transportation System, which is the tram system to the top of the Gateway Arch, the Gateway Arch Riverboats and the St. Louis Regional Freightway; and

WHEREAS, the Agency receives its funding for capital improvements and operations from passenger fares, revenues from its enterprises, federal and state grants, and state authorized revenues (including taxes); and

WHEREAS, the Institute, a public benefit corporation, is an Illinois Nonprofit Corporation, registered to do business in the State of Missouri, and exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code; and

WHEREAS, the charitable mission of the Institute is to: (1) conduct studies in and about the District which evaluate land use, public land use policy, economic and community development and infrastructure investment as such issues affect transit and the District; and (2) to assist in the strategic acquisition, conveyance and other handling of real property for public purposes in the District and (3) to solicit, receive, hold and administer gifts and grants for use in performing activities and functions consistent with and in support of the mission of the Agency as established in the Compact; and (4) in all events, the mission, purposes and activities of the Institute shall be consistent with the Compact and shall not exceed the mission and authority of the Agency as set forth in the Compact; and

WHEREAS, the Agency and Institute, by reason of their common interests and missions, and in order to minimize duplicative expenses in carrying out their complimentary purposes, desire to structure and clarify their relationship; and

WHEREAS, the Agency is willing to permit the Institute to utilize Agency employees and Agency office space, equipment, and services.

NOW THEREFORE, in consideration of each party's responsibilities and the promises contained in this Agreement, the parties agree as follows:

Representations and Warranties.

- (a) The Agency is duly organized, validly existing and in good standing under the laws of the States of Missouri and Illinois. The Agency has all requisite power and authority to execute, deliver and perform this Agreement and to consummate the transactions contemplated hereby. This Agreement has been duly and validly executed and delivered by the Agency and constitutes the valid and binding obligations of the Agency enforceable against the Agency in accordance with its terms, except to the extent that such enforceability (a) may be limited by bankruptcy, insolvency, reorganization, moratorium or other similar laws relating to creditors' rights generally, and (b) is subject to general principles of equity.
- (b) The Institute is duly organized, validly existing and in good standing under the laws of the States of Illinois and Missouri. The Institute has all requisite power and authority to execute, deliver and perform this Agreement and to consummate the transactions contemplated hereby. This Agreement has been duly and validly executed and delivered and constitutes the valid and binding obligations of the Institute enforceable against the Institute in accordance with its terms, except to the extent that such enforceability (a) may be limited by bankruptcy, insolvency, reorganization, moratorium or other similar laws relating to creditors' rights generally, and (b) is subject to general principles of equity.

Section 2. Support Services.

The Agency agrees to:

- (a) Make available to the Institute the services of its employees, to the extent they are not otherwise occupied in providing services for the Agency, to perform a variety of administrative, programmatic, financial, fundraising, marketing, economic development and other similar functions for the Institute on an as needed basis.
- (b) Provide facilities and equipment for the Institute's use for the purpose of conducting its business; including office and meeting room space and Agency equipment (such as computers, phones, fax machines, furniture, etc.); storage space for materials, and supplies; and office supplies (e.g., paper, pens, envelopes).
- (c) Provide the Institute with incidental utility services, including water, electricity, heat, air conditioning, internet, phone and parking.
- (d) Provide coverage for the Institute under the Agency's self-insurance program in those situations where the Agency or its employees are providing services or conducting an activity on behalf of the Institute.
- (e) Provide Agency services to the Institute in order to implement the Institute's activities, as more fully described in Sections 5 and 6, and to the fulfill its mission.

(f) Provide outside services to the Institute, by obtaining or directly hiring third party contractors to perform services or conduct activities for the Institute. This would include outside consultants, contractors and service providers engaged to implement the Institute's activities, as more fully described in Sections 5 and 6, and fulfill its mission.

In order to evaluate Institute usage of Agency resources, the Chief Executive Officer of the Agency shall provide an annual written report to the Agency Board of Commissioners and the Institute Board of Directors regarding the use of Agency staff and other resources for Institute activities.

Section 3. <u>Compensation for Support Services.</u>

(a) To the extent that the Institute receives grants or other funding that allows for the payment of operational costs and overhead; or the Agency and the Institute mutually agree that the Institute has sufficient funds to pay for support services, the Institute shall pay the Agency for all, or any portion of, the expenses incurred by the Agency under Section 2 on the Institute's behalf.

Expenses subject to reimbursement shall include direct costs the Agency incurs in connection with assisting or performing services for the Institute including but not limited to insurance premiums, contributions towards self-insurance and expenses in connection with grant administration, grant reporting and grant audits. To the extent any costs and expenses attributable to grant administration are reflected in the staff and overhead expense of the Agency, such expense shall be reimbursed as provided below.

Expenses subject to reimbursement shall include, but are not limited to, salaries and fringe benefits of Agency personnel who perform services for or otherwise assist the Institute in carrying out its purposes, fees to independent contractors, costs of travel conducted by employees and contractors, cost of outside services, conference expenses, postage, internet, long-distance telephone charges, mileage, printing, and other actual expenses.

Payment for the services of Agency personnel shall be based on the proportion of the salaries and fringe benefits of Agency's personnel expended on the Institute's functions, as determined in accordance with reasonable documentation prepared by the Agency.

Overhead costs shall be calculated by utilizing the Agency's annual indirect cost rate for the recovery of indirect costs related to administering the Agency's federal grant programs. The overhead items to be reimbursed in this indirect cost rate may include (to the extent such costs are not already accounted for), but are not limited to:

- costs of staff devoted to administrative matters, including, but not limited to, clerical, reception, financial and accounting, marketing, legal, and economic development activities;
- (ii) storage;

- (iii) equipment rental and maintenance;
- (iv) depreciation of equipment and furniture owned by Agency;
- (v) premiums for liability and other insurance;
- (vi) general office supplies;
- (vii) general telephone service, exclusive of long distance charges;
- (viii) computer and word-processing supplies;
- (ix) professional staff, board, and committee travel;
- (x) photocopying;
- (xi) local taxes;
- (xii) subscriptions and other publications;
- (xiii) rent and utilities;
- (xiv) internet access costs;
- (xv) legal expenses;
- (xvi) an additional amount in proportion to these use of Agency's office facilities by individuals who are working on behalf of the Institute but are not Agency employees.
- (b) The Institute shall make payment to Agency of the amounts due under this Section 3 no less frequently than quarterly on the basis of detailed invoices submitted by Agency.

Section 4. Oversight and Review by Institute's Executive Committee.

- (a) The Institute and the Agency agree to work in a closely coordinated and cooperative manner to adopt and pursue strategies designed to promote efficiency, maximize the Institute's efforts in the pursuit of its charitable mission, and to eliminate and reduce expense in coordinated activities.
- (b) The Executive Committee ("Executive Committee") of the Board of Directors of the Institute ("Board") is charged with determining whether the implementation of the prioritized strategies and goals, programs and activities of the Institute (i) will lessen the burden of government; (ii) will further the interests of the Agency; (iii) do not exceed the mission and authority of the Agency as set forth in the Compact; and (iv) are in the best interest of the Agency. The Institute and the Agency agree that the Executive Committee shall regularly review the programs and activities of the Institute for this purpose and make recommendations to the Board and/or Agency as deemed appropriate by the Executive Committee.

- (c) No programs or activities, grant applications or submittals, or requests for donations or contributions, may be initiated by the Institute without the approval of the Executive Committee.
- (d) The Executive Committee must authorize or approve all agreements, contracts, financial documents, legal instruments or other undertakings of the Institute.
- (e) The Executive Committee will conduct its oversight of the Institute in accordance with Article IX, *Executive Committee*, of the Institute's By-Laws but nothing will prohibit, restrict or replace such activity or responsibility of the Board.

Section 5. <u>Institute Operational Programs and Activities.</u>

The Institute acknowledges that it has no employees. To the extent that the Institute applies for and receives grants, donations or support for an operational activity, should the Agency determine that such operational activities are within its expertise and that the Agency has the capacity to undertake them, the Institute and the Agency shall by written agreement provide for said activity to be conducted by the Agency or the Agency's contractors and the compensation for such services shall be established in that agreement or shall be determined in accordance with the provisions of Section 3 herein. Otherwise, such activities may be conducted by contractors retained by the Institute. To the extent that the Institute conducts fundraising events, such events shall be conducted by the Agency and the Agency shall be compensated pursuant to Section 3 herein.

Section 6. Real Estate Assembly Activities and Economic Development Activities.

To the extent that the Institute applies for and receives grants, donations or support for or otherwise decides to assist in the strategic acquisition, conveyance and other handling of real property for public purposes in the District should the Agency determine that any operational activities included in any such project are within its expertise and that the Agency has the capacity to undertake them, the Institute and the Agency shall by written agreement provide for said activity to be conducted by the Agency or the Agency's contractors and the compensation for such services shall be established in that agreement or shall be determined in accordance with the provisions of Section 3 herein. Otherwise, such activities may be conducted by contractors retained by the Institute.

Section 7. Charitable Solicitation and Grant Fundraising.

In connection with its fundraising, including all grant submissions and solicitations, the Institute shall:

- (i) Coordinate its fundraising with the Agency officials designated by the Agency.
- (ii) Seek Agency advice from individuals designated by the Agency regarding funding goals, fundraising, grant applications, programs, and fundraising campaigns.

- (iii) Conduct its fundraising in a manner that is consistent with and supportive of the fundraising efforts of the Agency.
- (iv) Establish and implement a system of controls that ensure compliance with restrictions placed by donors and grant funders, applicable laws and regulations.
- (v) Issue gift receipts, acknowledgement letters, and other appropriate correspondence regarding all gifts and contributions made to the Institute.
- (vi) Coordinate with designated Agency personnel as to all publicity and communications acknowledging or related to significant grants and gifts.
- (vii) Prepare and produce appropriate fundraising materials.
- (viii) Work collaboratively with the Agency on all development and programmatic activities associated with fundraising and grant submissions.
- (ix) In the event the Institute solicits a gift from a donor who has not expressed a specific limitation or use for the gift, the Institute shall give priority to the Agency's preference for such use.

Section 8. Financial Services.

- (a) During the term of this Agreement, the Agency shall:
 - (i) Administer all funds received by the Institute.
 - (ii) Separately account for all such and provide the Institute with quarterly reports of the Institute's accounts.
 - (iii) Deposit all the Institute's funds in one or more Institute accounts with a financial institution. The Agency will have no responsibility for any loss of Institute funds.
 - (iv) Handle all account reconciliation and other accounting and issue authorized checks as soon as reasonably possible when the Agency receives an approved check request submitted by the Institute. All funds disbursements shall be made by the Agency in accordance with the Agency's policies, regulations and procedures and where required, in accordance with the terms of a grant or donor guidelines.
 - (v) Handle the financial and accounting aspects of all grants and donation administration for the Institute, including grant management and reporting.
 - (vi) Include all Institute accounts in the Agency's annual independent audit.
 - (vii) Upon request, provide the Institute with such assistance as it deems appropriate so that the Institute may prepare and file any required tax or other governmental reporting forms as required by law.

- (b) In connection with the financial services:
 - (i) The Treasurer or Executive Director of the Institute shall serve as the Institute's contact person(s).
 - (ii) The following representatives of the Institute shall be authorized cosignatories for all accounts of the Institute: the Chairman, Treasurer or Executive Director.
 - (iii) The Institute shall provide all information requested by the Agency on approved check request forms submitted to the Agency and include all applicable invoices, contracts, receipts, or other proofs of purchase.
 - (iv) If, in its sole discretion, the Agency agrees to handle payroll for the Institute as part of the fiscal agent services for all employees or contractors the Institute hires, the Institute will provide relevant employee personal information, W-4 and I-9 forms, fingerprints, and other documentation required by the Agency.

Section 9. Fiscal and Budgetary.

- (a) The Institute shall maintain complete and accurate records (including receipts) of all income received and expenses incurred by the Institute, as well as all other documents related to the Institute's funds and shall make all such information available to the Agency upon request for examination and review.
- (b) The Institute shall not hire employees or contractors without prior written consent of the Agency.
- (c) The Institute will be responsible for all expenses associated with contractors or with employees including payroll costs, workers' compensation, and unemployment fees.
- (d) The Institute's budget and any amendments to its budget shall be subject to the prior approval of the Agency.
- (e) If requested to do so by the Agency, the Institute shall conduct an annual audit using an independent professional auditor, a copy of which shall be annually provided to the Agency. If, in the sole opinion of the Agency, the Institute's actions necessitate a special audit, the Institute shall engage in a special audit and pay for all expenses related to the audit.

Section 10. Covenants.

- (a) The Agency covenants and agrees that during the term of this Agreement it will comply at all times with the following covenants unless otherwise agreed in writing:
 - (i) duly and punctually perform all obligations pursuant to this Agreement on the dates, at the place, and in the manner provided in this Agreement; and

- (ii) preserve and maintain its existence under the Compact, validly existing and in good standing, and its rights, franchises and privileges material to the conduct of its affairs, and to the performance of its obligations under this Agreement; and
- (iii) comply with the requirements of all applicable laws, rules, regulations and orders of any governmental authority, noncompliance with which would singly or in the aggregate materially adversely affect its business, properties or affairs, unless the same shall be contested in good faith and by appropriate proceedings.
- (b) The Institute covenants and agrees that during the term of this Agreement it will comply at all times with the following covenants unless otherwise agreed in writing:
 - (i) duly and punctually perform all obligations pursuant to this Agreement on the dates, at the place, and in the manner provided in this Agreement;
 - (ii) preserve and maintain its existence as a not-for-profit corporation, validly existing and in good standing, and its rights, franchises and privileges material to the conduct of its affairs, and to the performance of its obligations under this Agreement; and
 - (iii) comply with the requirements of all applicable laws, rules, regulations and orders of any governmental authority, noncompliance with which would singly or in the aggregate materially adversely affect its business, properties or affairs, unless the same shall be contested in good faith and by appropriate proceedings; and
 - (iv) obtain written approval from the Agency before altering Agency property and agree that all improvements the Institute makes to Agency property become the property of the Agency, without compensation; and
 - (v) be solely and fully liable for loss of Institute's inventory, property in case of fire, natural disasters, or theft. The Agency will not insure Institute's property unless specifically agreed by the Agency; and
 - (vi) not impair the Agency's ability to use its property; and
 - (vii) obtain approval from the Agency before purchasing and installing any Institute owned equipment on Agency premises; and
 - (viii) abide by all Agency regulations; and
 - (ix) maintain Agency facilities that it uses in a clean, orderly, professional, and safe condition and in accordance with applicable Agency, State, and local fire and safety regulations; and
 - (x) not use any of its funds or the Agency's funds or property (including property, meeting rooms, utilities, services, or supplies) to conduct lobbying activities; attempt to influence Congress or any official of the government; favor or oppose any legislation, law, or appropriations; and

- (xi) not raise funds through games of chance; or conduct fundraising and other activities that are not in direct support of the Agency.
- (c) The Institute Covenants and agrees that use of the words "Bi-State" and "Development," together or separately in the name of the Institute is contingent upon the Institute's compliance with the terms of this Agreement and all Agency policies and regulations. In addition to any other remedies to which Agency is entitled and notwithstanding any other provision in this Agreement, the Institute shall cease use of the words "Bi-State" and/or "Development" in its name upon written demand of the Agency, upon a finding by the Agency of failure to comply with or breach of this Agreement or any Agency policies or regulations.

Section 11. Responsibilities of Agency.

- (a) The Agency shall encourage and maintain the independence of the Institute and, at the same time, foster the cooperative relationship between the Agency and the Institute.
- (b) The Agency shall from time to time communicate to the Institute the preference of the Agency for the use of gifts, grants and other funds which are not specifically restricted.
- (c) The Agency shall accept funds from the Institute for the purpose of promoting the well-being and advancement of the mission of the Agency. With respect to funds provided to the Agency from the Institute, the following shall apply:
 - (i) The Agency shall ensure that any legally restricted funds are expended strictly in accordance with the terms and conditions as may be imposed by testators or donor;
 - (ii) All unrestricted funds that are provided for the use of the Agency shall be expended in a manner that exclusively serves the public purposes of the Agency; and
 - (iii) The Agency shall, upon request of the Institute, provide the Institute with an accounting of the expenditure of funds provided to the Agency.

Section 12. Responsibilities of Institute.

- (a) The Institute will keep in full force and effect its exemption under Section 501(c)(3) status under the Internal Revenue Code and will take no action which would cause this exemption to be revoked or limited.
- (b) The Board of Directors of the Institute will exercise due care in the management of the Institute's affairs, including the preparation, distribution and reporting of annual and financial reports, necessary to ensure compliance with applicable Missouri and Illinois law.

- (c) The Institute agrees that funds and resources collected by the Institute shall be held and invested pursuant to a legally appropriate investment policy, which the Institute Board of Directors establish and communicate to the Agency.
- (d) Under no circumstances shall any of the earnings or assets of the Institute inure to or be distributed to the benefit of its trustees, officers, or other private persons, except that the Institute is authorized to pay reasonable compensation for services rendered and to make payments and distributions to the furtherance of the overall purpose of the Institute.
- (e) In the event of the dissolution of the Institute, all of the assets of the Institute including stock, property, real estate, intellectual property and future interests in property, shall within 30 days be distributed and paid over to the Agency to be used as provided under Illinois law for the windup of dissolved corporations, including payment of creditors and for distribution in accordance with the Institute's Articles of Incorporation.
- (f) Under no circumstances shall the Institute seek to direct the activities of the Agency or to influence, implement or control the policies, regulations and practices of the Agency.
- (g) The Institute shall at all times support and conduct all operations in such a way as to reflect positively upon the Agency.
- (h) The Institute shall comply with the terms and conditions of all grants it receives.
- (i) The Institute shall provide the Agency with any and all information about the Institute as requested by the Agency and at least annually the Executive Director of the Institute shall prepare a report for the Chief Executive Officer of the Agency detailing the activities and finances of the Institute.
- (j) The Institute shall, if requested to do so by the Agency, at Institute's expense, obtain and maintain liability and directors and officers insurance coverage acceptable to the Agency to be effective at all times during the term of this Agreement. The Institute shall provide written proof of liability insurance to the Agency. In addition, the Institute agrees to name the Agency as an "additional insured" under said policy and to defend, indemnify, and hold the Agency, its employees, and the Agency Board of Commissioners harmless against all claims, liabilities, costs, or judgments which may be made against the Agency, its employees, and Board of Commissioners arising out of or related to any project for which fiscal sponsorship is provided.

Section 13. Inspection.

(a) The books, records and files of the Institute shall be available to the Agency for inspection during regular business hours at all reasonable times and upon the Agency giving the Institute 12 hours or more notice in writing that any such inspection is to take place. Such inspections shall be at the offices of the Institute, which will provide the representatives of the Agency with facilities reasonably satisfactory to accommodate said inspection.

(b) The books, records and files of the Agency relating to its services rendered hereunder shall be available to the Institute for inspection during regular business hours at all reasonable times and upon the Institute giving the Agency 12 hours or more notice in writing that any such inspection is to take place. Such inspections shall be at the offices of the Agency, which will provide the representatives of the Institute with facilities reasonably satisfactory to accommodate said inspection.

Section 14. Term of Agreement and Termination.

- (a) The term of this Agreement begins on its effective date and shall continue for a period of 5 years. This Agreement will automatically renew at the end of each term for a further term of 5 years unless either party gives the other written notice of termination at least 30 days prior to the end of the relevant term. Notwithstanding the foregoing, the parties agree that prior to any automatic renewal, they shall confer regarding the upcoming renewal and that they acknowledge to each other in writing that such automatic renewal shall occur and the beginning and end dates of the upcoming renewal period.
- (b) Either party may terminate this Agreement at any time for any reason upon three months written notice to the other party.
- (c) Each of the following events shall constitute an Event of Default under this Agreement allowing for termination of this Agreement for cause:
 - (i) The failure by the Agency to perform or observe any term, covenant or agreement contained in this Agreement, provided that the failure of the Agency to perform such covenants shall not be deemed an Event of Default unless the Agency shall have failed to cure such nonperformance within 30 days after notice given to the Agency by the Institute, or if such nonperformance is not capable of cure, within 30 days;
 - (ii) The failure by the Institute to perform or observe any term, covenant or agreement contained in this Agreement, provided that the failure of the Institute to perform such covenants shall not be deemed an Event of Default unless the Institute shall have failed to cure such nonperformance within 30 days after notice given to the Institute by the Agency, or if such nonperformance is not capable of cure, within 30 days;
 - (iii) Any warranty, representation or other written statement made by or on behalf of either of the parties contained in or in connection with this Agreement is false or misleading in any material respect on any date as of which made; or
 - (iv) Any material provision of this Agreement shall cease to be valid and binding or the parties or any governmental authority shall contest any such provision.
- (d) Within 90 days of termination of this Agreement, with or without cause, the Institute and Agency agree that Institute shall transfer ownership of all the Institute funds to the Agency (to be used as provided in Section 12(e) herein) and that the Institute shall thereafter dissolve its corporate status.

Section 15. Remedy for Breach; Liability and Indemnification.

Both parties recognize that the services to be performed by the Institute are special and unique. Accordingly, if the Institute breaches the terms and conditions of this Agreement, then the Agency shall be entitled to institute legal and equitable proceedings in any court of competent jurisdiction. The Agency may seek to obtain damages for any breach of this Agreement, to enforce its specific performance by the Institute, or to enjoin the Institute from performing services for any competing person, firm, or corporation during the term of this Agreement.

The Institute and the Agency agree that at all times each party is responsible for its own activities and liabilities. Each party shall be solely responsible for defending, and paying any damages arising from its activities or from any and all claims and damages arising from the actions for which it has accepted responsibility.

The Institute agrees to indemnify and hold and save harmless the Agency, including its Board of Commissioners, officers, administrators, agents and employees, from and against every claim, action, judgment, expense, liability, loss, damage or payment, including without limitation, attorneys' fees, arising out of or by reason of any wrongful or negligent act or omission or violation of this Agreement by the Institute or its Directors, officers, employees, contractors, subcontractors, or agents. To the extent permissible by law, the Agency agrees to indemnify and hold and save harmless the Institute, including its Directors, officers, agents, and employees, from and against every claim, action, judgment, expense, liability, loss, damage or payment, including without limitation, attorneys' fees, arising out of or by reason of any wrongful or negligent act or omission or violation of this Agreement by the Agency, or by its Board of Commissioners, officers, administrators, employees, contractors, subcontractors, or agents. Nothing in this Agreement, however, shall be deemed to waive the Agency's sovereign immunity.

Section 16. Entire Agreement. This Agreement contains the entire understanding between the parties. It may not be changed orally but only by written agreement signed by the party against whom enforcement of any waiver, change, modification, or discharge is sought.

Section 17. <u>Notices and Communications</u>. Any notice required to be given under this Agreement shall be in writing and sent by registered mail, return receipt requested, to such address as the parties may designate by notice. The effective date of any such notice shall be its mailing date. All written notices and communications to the Agency shall be addressed as follows:

Bi-State Development Agency John M. Nations, President and CEO 211 North Broadway, Suite 700 St. Louis, Missouri 63102 jmnations@bistatedev.org All written notices and communications to the Institute shall be addressed as follows:

Bi-State Development Research Institute John Wagner, Ph.D., Director 211 North Broadway, Suite 700 St. Louis, Missouri 63102 ilwagner@bistatedev.org

Written notices and communications shall be addressed as indicated above unless either the Agency or the Institute has notified the other of a change. Notification of a change of address shall be in writing and shall be effective upon receipt.

Section 18. Non-waiver. No delay or failure by either party in exercising any right under this Agreement, and no partial or single exercise of that right, shall constitute a waiver of that or any other right.

Section 19. Headings. Headings in this Agreement are for convenience only and shall not be used to interpret or construe its provisions.

Section 20. Governing Law. This Agreement shall be administered, construed and enforced in accordance with and governed by the laws of the State of Missouri.

Section 21. Counterparts. This Agreement may be executed in counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument.

Section 22. Assignment. No assignment of this Agreement shall be made by the Institute.

	IN WITNESS	WHEREOF, thi	s Agreement	t has bee	en executed	d as of	the day	y and	year	first
above	written.									

	BI-STATE DEVELOPMENT AGENCY OF THE MISSOUIR-ILLINOIS METROPOLITAN DISTRICT
	By:
[SEAL]	Tresident and CEO
ATTEST:	
Deputy Secretary	
	BI-STATE DEVELOPMENT RESEARCH INSTITUTE
	By:
	President
ATTEST:	
Secretary	

Open Session Item

13

From: John M. Nations, President and Chief Executive Officer

Subject: Revised Bi-State Development Operating and Capital Budget FY 2018 – 2020

Disposition: Approval

Presentation: Kathy Klevorn, Sr. Vice President & CFO

Objective:

To present the following to the Board of Commissioners for discussion and approval:

- The Bi-State Development Operating and Capital Budget FY 2018 2020;
- The three-year Transportation Improvement Plan;
- Grant resolutions required to apply for federal and state funding necessary to support the Bi-State Development's projects and programs; and
- Authorization of management to seek grants and/or appropriations from federal programs, the City of St. Louis, St. Louis County, and the states of Missouri and Illinois.

Committee Disposition:

This item was presented and discussed at the Audit, Finance & Administration Committee meeting on March 24, 2017. Mr. Nations, President and CEO, informed the committee that the security budget was under further review and may be revised before the April 28, 2017, Board meeting. The committee voted to recommend that the Board of Commissioners approve the FY 2018 - 2020 Operating and Capital Budget, contingent on amending for increased security resources.

Board Policy:

Chapter 30 Audit, Finance and Budget, Section 30.030 Annual Budget, states:

- A. <u>General.</u> Each year the President & CEO shall prepare an annual budget for the forthcoming fiscal year that will be presented to the Board of Commissioners. The President & CEO will work with the Board in setting strategic objectives, update the Agency's long range planning document, and prepare both an operating and capital budget. The operating budget shall include proposed expenditures for current operations during the ensuing fiscal year and the method of financing such expenditures. The capital budget shall include capital expenditures during the ensuing fiscal year and the proposed method of financing such expenditures.
- B. <u>Approval.</u> The President & CEO will present the annual budget at a regularly scheduled meeting of the Board of Commissioners. The Board of Commissioners shall approve annual operating and capital budgets prior to the beginning of the ensuing fiscal year.

Funding Source:

The funding sources for the Revised Bi-State Development Operating and Capital Budget include, without limitations, operating revenue of each business enterprise, funding through the Federal

Transit Administration, and appropriations from the jurisdictions of St. Clair County, St. Louis, County, and the City of St. Louis.

Background:

The enclosed document presents the Revised Bi-State Development's Operating and Capital Budget for FY 2018 – 2020.

Revision:

After the March 24, 2017 Audit, Finance and Administration Committee, the FY 2018 – 2020 operating budget was revised. An additional \$20.0 million has been included to increase security on the Metro Transit System. The additional \$20 million is based on an estimated \$17.8 million to put law enforcement personnel on each train car and each train station, plus anticipated funding to study the physical characteristics and implement short-term solutions to improve safety on the system.

Summaries of the Revised FY 2018 - 2020 Operating and Capital Budgets are as follows:

OPERATING BUDGET (in millions)

	FY 2018					FY 2019						FY 2020						
		Fotal evenue	E	Fotal xp and t Trans		Net . (Def)*		Total evenue	E	Fotal xp and t Trans		Net (Def)*		Total evenue	E	Total xp and t Trans		Net (Def)*
Metro Transit	\$	335.4	\$	341.1	\$	(5.7)	\$	345.4	\$	351.2	\$	(5.8)	\$	354.4	\$	360.7	\$	(6.3)
Executive Services		4.6		4.2		0.4		4.8		4.4		0.4		4.8		4.5		0.3
Gateway Arch Tram		8.8		7.2		1.6		9.2		7.4		1.8		9.0		7.3		1.7
St. Louis Downtown Airport		1.7		1.7		-		1.8		1.8		-		1.8		1.8		-
Riverfront Attractions		3.0		2.7		0.3		3.1		2.8		0.3		3.1		2.8		0.3
St. Louis Regional Freightway		0.2		0.9		(0.7)		0.3		1.0		(0.7)		0.3		1.0		(0.7)
BSD Research Institute		0.1		0.1		-		0.1		0.1		-		0.1		0.1		-
Arts In Transit, Inc.		0.1		0.1		-		0.1		0.1		-		0.2		0.1		0.1
Health Self-Insurance		31.9		31.9		-		34.5		34.5		-		35.6		35.6		-
Casualty Self-Insurance		2.9		2.9		-		3.0		3.0		-		3.2		3.2		-
Workers' Comp Self-Insurance		4.0		4.0		-		4.1		4.1		-		4.1		4.1		-
Eliminations		(35.8)		(35.8)				(38.3)		(38.3)		-		(39.1)		(39.1)		-
	\$	356.9	\$	361.0	\$	(4.1)	\$	368.1	\$	372.1	\$	(4.0)	\$	377.5	\$	382.1	\$	(4.6)

^{*} Net income (deficit) before deprecation

CAPITAL BUDGET (in millions)

	F	Y 2018	F	Y 2019	F	Y 2020	_	Total
Metro Transit	\$	483.4	\$	91.0	\$	107.3	\$	681.7
Gateway Arch Tram		0.9		-		1.1		2.0
St. Louis Downtown Airport		5.1		11.5		8.4		25.0
Riverfront Attractions		0.2		_		0.2		0.4
	\$	489.6	\$	102.5	\$	117.0	\$	709.1

Board of Commissioners Revised Bi-State Development Operating and Capital Budget Fiscal Year 2018-2020 April 28, 2017 Page 3

Analysis:

Bi-State Development has developed the FY 2018 – 2020 Operating and Capital Budgets, taking into account current economic conditions and conservatively estimating revenue, expense, and capital replacement and rehabilitation needs. The Bi-State Development Operating and Capital Budget, as presented, is supportive of the mission and vision statements.

Board Action Requested:

Management recommends that the Board of Commissioners approve the Revised FY 2018 – 2020 Operating and Capital Budget.

Enclosure:

1. Revised Bi-State Development Operating and Capital Budget FY 2018 – 2020

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

PREAMBLES:

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

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

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

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

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

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

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

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

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

the Chairman and Vice Chairman of the Board of C Officer or Designated Individual are hereby authori such actions as they may deem necessary or advisab	orized. The officers of the Agency, including without limitation commissioners, the President and CEO and the Chief Financial zed and directed to execute and file all documents and to take the in order to carry out the purposes of the Resolution; and the a shall be conclusive evidence of such necessity or advisability.							
each and every part, section and subsection of this I other part, section and subsection herein, and that separately and independently of any other part, se subsection of this Resolution is determined to be, or sections and subsections shall remain in full force a	declared to be the intention of the Board of Commissioners that Resolution shall be separate and severable from each and every the Board intends to adopt each part, section and subsection action and subsection. In the event that any part, section or to have been, unlawful or unconstitutional, the remaining parts, nd effect, unless the Court making this finding determines that ad incapable of being executed in accordance with the intent of							
	he Senior Vice President and Chief Financial Officer is hereby d all costs, expenses and fees incurred in connection with or							
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 la Resolution.	aws of the States of Missouri and Illinois shall govern this							
Section 9. Effective Date. This Resolution Board of Commissioners.	plution shall be in full force and effect from and after its passage							
ADOPTED by the Board of Commissioner 2017.	rs of the Bi-State Development Agency this 28th day of April,							
In Witness Whereof, the undersigned has Agency to be affixed.	as hereto subscribed his signature and caused the Seal of the							
	THE BI-STATE DEVELOPMENT AGENCY OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT							
	By:							
	Its:							
[Seal]								
ATTEST:								
By:	<u>-</u>							

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

PREAMBLES:

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

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

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

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

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

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

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

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

<u>Section 1.</u> <u>Findings.</u> 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.

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.

- <u>Section 5.</u> <u>Payment of Expenses.</u> The Senior Vice President and Chief Financial Officer is hereby authorized and directed to pay or cause to be paid all costs, expenses and fees incurred in connection with or incidental to this Resolution and Grant Applications and Agreements.
- Section 6. Rights Under Resolution Limited. No rights shall be conferred by this resolution upon any person or entity other than the Agency and IDOT.
- Section 7. No Personal Liability. No member of the Board of Commissioners, officer, employee or agent of the Agency shall have any personal liability for acts taken in accordance with this Resolution.
- <u>Section 8.</u> <u>Governing Law.</u> The laws of the States of Missouri and Illinois shall govern this Resolution.
- Section 9. Effective Date. This Resolution shall be in full force and effect from and after its passage and approval.

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

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

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

	Ву:
	Its:
[Seal]	
ATTEST:	
By:	

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

PREAMBLES:

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

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

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

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

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

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

Whereas, it is feasible, necessary and in the public interest to execute grant agreements with MoDOT for state operating assistance, in accordance with the terms and conditions described herein.

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

<u>Section 1</u>. <u>Findings</u>. 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.

<u>Section 2.</u> <u>Approval of Execution of Grant Agreements.</u> 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.

Chairman, Vice Chairman, President and CEO and authorized and directed to execute and file all docu	<u>rized</u> . The officers of the Agency, including, without limitation, the d Chief Financial Officer or Designated Individual are hereby ments and agreements and take such actions as they may deen form the purposes of this Resolution, and the execution of such we evidence of such necessity or advisability.
and every part, section and subsection of this Resoluti section and subsection hereof and that the Board of subsection separately and independently of any other subsection of this Resolution shall be determined to be sections and subsections shall be and remain in full for	declared to be the intention of the Board of Commissioners that each on shall be separate and severable from each and every other part of Commissioners intends to adopt each said part, section and part, section and subsection. In the event that any part, section of e or to have been unlawful or unconstitutional, the remaining parts are and effect, unless the court making such finding shall determine and are incapable of being executed in accordance with the intent of
	The Senior Vice President and Chief Financial Officer is hereby costs, expenses and fees incurred in connection with or incidental to
Section 6. Rights Under Resolution 1 person or entity other than the Agency and the MoDO	Limited: No rights shall be conferred by this resolution upon any OT.
Section 7. No Personal Liability. No of the Agency shall have any personal liability for ac	member of the Board of Commissioners, officer, employee or agents taken in accordance with this Resolution.
Section 8. Governing Law. The law	s of the States of Missouri shall govern this Resolution.
Section 9. Effective Date. This Reso approval.	olution shall be in full force and effect from and after its passage and
ADOPTED by the Board of Commissioner 2017.	s of the Bi-State Development Agency on this 28th day of April
In Witness Whereof, the undersigned has he be affixed.	ereto subscribed his signature and caused the Seal of the Agency to
	THE BI-STATE DEVELOPMENT AGENCY OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
	Ву
[SEAL]	Its_
ATTEST:	
By	_
Deputy Secretary to the Board of Commissioners	

Board of Commissioners Resolution 819 Bi-State Development Agency Board of Commissioners April 28, 2017
FY18 Res Execution of Grant Agmnts w MoDOT Operating Assistance

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

PREAMBLES:

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

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

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

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

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

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

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

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

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

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

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

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

Whereas, it is necessary and in the public interest for the Agency to approve the execution and filing of application(s) on behalf of the Agency to the FTA for Federal assistance, the filing of the annual certifications and assurances that are pertinent to each grant for which the Agency may wish to apply to the FTA and the authorization to execute grant and cooperative agreements with the FTA on behalf of the Agency, in accordance with the terms and conditions described herein.

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

- <u>Section 1.</u> <u>Findings.</u> The Board of Commissioners hereby finds and determines those matters set forth in the Preambles hereto as fully and completely as if set out in this Section 1.
- Section 2. Approval to Execute and File Applications for Federal Assistance. The Board Chairman, Vice-Chairman, President & CEO, the Senior Vice President and Chief Financial Officer, or Designated Individual are authorized to execute and file application(s) on behalf of the Agency to the FTA for Federal assistance authorized by 49 U.S.C. Chapter 53, by Title 23 of the United States Code or by other Federal statutes that provide funds for public transportation purposes and are administered by the FTA during FY18, FY19 and FY20, under and pursuant to this Resolution and the Compact for the authorized Agency purposes set forth in the preambles hereof and subject to the conditions hereinafter provided.
- Section 3. Approval to Execute and File the Annual Certifications and Assurances. The Board Chairman, Vice-Chairman, President & CEO, the Senior Vice President and Chief Financial Officer, or Designated Individual are authorized in FY18, FY19 and FY20 to execute and file with the Agency's application(s) the annual certifications and assurances and other documents required by the FTA before a Federal assistance grant or cooperative agreement can be awarded.
- Section 4. Approval to Execute Grant and Cooperative Agreements. The Board Chairman, Vice-Chairman, President & CEO, the Senior Vice President and Chief Financial Officer, or a Designated Individual are authorized to execute grant and cooperative agreements with the FTA on behalf of the Bi-State Development Agency of the Missouri-Illinois Metropolitan District during FY18, FY19 and FY20.
- Section 5. Actions of Officers Authorized. The officers of the Agency, including without limitation the Chairman and Vice Chairman of the Board of Commissioners, the President and CEO and the Chief Financial Officer, or a Designated Individual are hereby authorized and directed to execute all documents and to take such actions as they may deem necessary or advisable in order to carry out the purposes of the Resolution; and the execution of such documents or taking of such action shall be conclusive evidence of such necessity or advisability.
- Section 6. Severability. It is hereby declared to be the intention of the Board of Commissioners that each and every part, section and subsection of this Resolution shall be separate and severable from each and every other part, section and subsection herein, and that the Board of Commissioners intends to adopt each part, section

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

<u>Section 7.</u> <u>Payment of Expenses.</u> 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.

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

<u>Section 9.</u> <u>No Personal Liability.</u> 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.

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

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

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

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

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

	By
	Title
SEAL	
ATTEST:	
By	_

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

PREAMBLES:

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

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

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

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

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

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

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

Whereas, it is feasible, necessary and in the public interest to approve the Bi-State Development Agency's revised FY2018 Operating and Capital Budget, in accordance with the terms and conditions described herein.

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

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

Section 2. <u>Approval of the FY2018 Operating and Capital Budget</u>. Pursuant to this Resolution and the Compact and for the authorized Agency purposes set forth in the preambles hereof, the Board of Commissioners approves the Bi-State Development Agency's revised FY2018 Operating and Capital Budget, under and pursuant to this

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

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

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

<u>Section 5.</u> <u>Payment of Expenses.</u> 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.

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

<u>Section 7.</u> <u>No Personal Liability.</u> 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.

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

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

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

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

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

	By
	Title
[SEAL]	
ATTEST:	
By	_
Deputy Secretary to the Board of Commissioners	
	_
Roard of Commissioners Resolution 821	

Board of Commissioners Resolution 821 Bi-State Development Agency Board of Commissioners April 28, 2017 FY18 Revised Res Appv Operating Capital Budget Page 2

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

PREAMBLES:

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

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

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

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

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

Whereas, it is feasible, necessary and in the public interest to file grant applications with FAA and IDOT, and to execute grant agreements related thereto, in accordance with the terms and conditions described herein.

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

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

Section 2. Approval of Filing of Grant Applications and Execution of Grant Agreements. The Board of Commissioners hereby approves the filing of grant applications with the FAA and IDOT Division of Aeronautics and the execution of related grant agreements, under and pursuant to this Resolution and the Compact for the authorized Agency purposes set forth in the preambles hereof and subject to the conditions hereinafter provided.

Section 3. Actions of Officers Authorized. The officers of the Agency, including, without limitation, the									
Chairman, Vice Chairman, President & CEO, and the Chief Financial Officer or Designated Individual are hereby authorized and directed to execute and file all documents and agreements and take such actions as they may deem necessary or advisable in order to carry out and perform the purposes of this Resolution, and the execution of such documents or taking of such action shall be conclusive evidence of such necessity or advisability.									
Section 4. Severability. It is hereby declared to be the intention of the Board of Commissioners that each and every part, section and subsection of this Resolution shall be separate and severable from each and every other part, section and subsection hereof and that the Board of Commissioners intends to adopt each said part, section and subsection separately and independently of any other part, section and subsection. In the event that any part, section or subsection of this Resolution shall be determined to be or to have been unlawful or unconstitutional, the remaining parts, sections and subsections shall be and remain in full force and effect, unless the court making such finding shall determine that the valid portions standing alone are incomplete and are incapable of being executed in accordance with the intent of this Resolution.									
Section 5. Payment of Expenses. The Senior Vice President and Chief Financial Officer is hereby authorized and directed to pay or cause to be paid all costs, expenses and fees incurred in connection with or incidental to the Resolution and the Grant Applications and Agreements.									
Section 6. Rights Under Resolution Limited: No rights shall be conferred by this resolution upon any person or entity other than the Agency and the Federal Aviation Administration and the Illinois Department of Transportation Division of Aeronautics.									
Section 7. No Personal Liability. No member of the Board of Commissioners, officer, employee or agent of the Agency shall have any personal liability for acts taken in accordance with this Resolution and Grant Applications and Agreements.									
Section 8. Governing Law. The laws of the States of Missouri and Illinois shall govern this Resolution.									
Section 9. Effective Date. This Resolution shall be in full force and effect from and after its passage and approval.									
ADOPTED by the Board of Commissioners of the Bi-State Development Agency on this 28th day of April, 2017.									
<i>In Witness Whereof</i> , the undersigned has hereto subscribed his signature and caused the Seal of the Agency to be affixed.									
THE BI-STATE DEVELOPMENT AGENCY OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT									
By Its									
[SEAL]									
ATTEST:									

Board of Commissioners Resolution 822 Bi-State Development Agency Board of Commissioners April 28, 2017 FY18 Apply for Grant Agreement w-FAA and IDOT Page 2

Deputy Secretary of the Board of Commissioners

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

PREAMBLES:

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

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

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

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

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

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

Whereas, it is feasible, necessary and in the public interest to annually file grant applications with MoDOT for 49 U.S.C. Section 5309 assistance, and to execute grant agreements related thereto, in accordance with the terms and conditions described herein.

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

<u>Section 1.</u> <u>Findings.</u> 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 the in the Preambles hereto and subject to the conditions hereinafter provided.

Section 3. Actions of Officers Authorized. The officers of the Agency, including without limitation, the Chairman and Vice Chairman of the Board of Commissioners, the President and CEO and the Chief Financial Officer or Designated Individual, are hereby authorized and directed to execute and file all documents and to take such actions as they may deem necessary or advisable in order to carry out the purposes of the Resolution; and the execution of such documents or taking of such action shall be conclusive evidence of such necessity or advisability. Section 4. Severability. It is hereby declared to be the intention of the Board of Commissioners that								
each and every part, section and subsection of this Resolution shall be separate and severable from each and every other part, section and subsection herein, and that the Board of Commissioners intends to adopt each part, section and subsection separately and independently of any other part, section and subsection. In the event that any part, section or subsection of this Resolution is determined to be, or to have been, unlawful or unconstitutional, the remaining parts, sections and subsections shall remain in full force and effect, unless the Court making this finding determines that the valid portions, standing alone, are incomplete and incapable of being executed in accordance with the intent of the Resolution.								
Section 5. Payment of Expenses. The Senior Vice President and Chief Financial Officer is hereby authorized and directed to pay or cause to be paid all costs, expenses and fees incurred in connection with or incidental to the Resolution.								
Section 6. Rights Under Resolution Limited. No rights shall be conferred by this resolution upon any person or entity other than the Agency and MoDOT.								
Section 7. No Personal Liability. No member of the Board of Commissioners, officer, employee or agent of the Agency shall have any personal liability for acts taken in accordance with this Resolution.								
Section 8. Governing Law. The laws of the States of Missouri shall govern this Resolution.								
Section 9. Effective Date. This Resolution shall be in full force and effect from and after its passage and approval.								
ADOPTED by the Board of Commissioners of the Bi-State Development Agency on this 28th day of April, 2017.								
In Witness Whereof, the undersigned has hereto subscribed his signature and caused the Seal of the Agency to be affixed.								
THE BI-STATE DEVELOPMENT AGENCY OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT								
Ву:								
Its:								
[Seal]								
ATTEST:								
By: Deputy Secretary to the Board of Commissioners								

Board of Commissioners Resolution 823 Bi-State Development Agency Board of Commissioners April 28, 2017 FY18 Resolution Approving Grant Application with MoDOT Page 2

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

PREAMBLES:

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

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

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

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

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

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

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

Whereas, it is feasible, necessary and in the public interest to annually execute with East-West Gateway Council of Governments a sub-award grant Agreement through the Unified Planning Work Program for transit system planning and development, in accordance with the terms and conditions described herein.

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

<u>Section 1</u>. <u>Findings</u>. 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.

<u>Section 2</u>. <u>Approval of the Sub-Award Grant Agreement</u>. The Board of Commissioners hereby approves the sub-award grant Agreement through the Unified Planning Work Program with East-West Gateway Council of

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

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

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

<u>Section 5.</u> <u>Rights Under Resolution Limited.</u> No rights shall be conferred by this Resolution upon any person or entity other than the Agency and East-West Gateway Council of Governments.

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

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

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

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

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

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

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

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

Board of Commissioners Resolution 824 Bi-State Development Board of Commissioners April 28, 2017 Execution of Sub-Award Grant Agreement With EWGCOG Page 2

Bi-State Development

Operating and Capital Budget FY 2018 - 2020

See Separate Document

Open Session Item

14



2017 QUARTERLY FINANCIAL STATEMENTS

Second Quarter

Ending December 31, 2016





To:

John M. Nations

President and Chief Executive Officer

From:

Kathy S Klevørn,

Senior Vice President Finance and CFO

Date:

January 27, 2017

Subject:

Bi-State Development Financial Statements – December 2016

Enclosed is the financial statement package for December 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 self-insurance funds indicate that the government wide entity has assets of \$1.45 billion and Income before Depreciation of \$9.5 million for the six months ending December 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; therefore, depreciation is not funded. Net Loss after Depreciation is \$28.1 million. The government wide financials are reflected on pages 3-5.

A combining schedule of all enterprise funds can be viewed on pages 6-8. Within the complete package, each Bi-State Development entity has a comprehensive financial section including Financial Highlights, Statement of 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 six months ended December 31, 2016, BSD has Income before Depreciation of \$9.5 million compared to a budget of \$1.6 million for a positive variance of \$7.9 million. Metro represents 96% of BSD's income before depreciation. This is the second financial quarter for the Casualty and Workers' Compensation Self-Insurance Funds. These funds, along with the Health Self-Insurance Fund, were established to track and monitor the total cost of BSD's self-insurance programs.

Table 1
Government Wide Net Income (Loss) before Depreciation

	Year-to-Date									
		Actual		Budget		Prior Year		\$ Var Bgt	\$ '	Var Prior Yr
Enterprise Funds										
Executive Services	\$	375,460	\$	160,392	\$	303,998	\$	215,068	\$	71,462
Gateway Arch Tram		531,913		1,405,806		2,063,675		(873,893)		(1,531,762)
Metro		9,130,815		937,443		9,748,694		8,193,372		(617,879)
St. Louis Downtown Airport		(41,634)		(54,634)		44,289		13,000		(85,923)
Riverfront Attractions		342,888		367,534		(77,715)		(24,646)		420,603
St. Louis Regional Freightway		(177,325)		(318,372)		(7,785)		141,047		(169,540)
BSD Research Institute		(46,315)		(26,664)		39,657		(19,651)		(85,972)
Arts In Transit, Inc.		15,630		425		24,438		15,205		(8,808)
Total Enterprise Funds	\$	10,131,432	\$	2,471,930	\$	12,139,251	\$	7,659,502	\$	(2,007,819)
Self-Insurance Funds										
Health		(303,737)		233,773		493,432		(537,510)		(797, 169)
Casualty		(136,847)		(652,993)		-		516,146		(136,847)
Workers' Compensation		(180,113)		(485,381)		-		305,268		(180,113)
Total Self-Insurance Funds	\$	(620,697)	\$	(904,601)	\$	493,432	\$	283,904	\$	(1,114,129)
Total Government Wide	\$	9,510,735	\$	1,567,329	\$	12,632,683	\$	7,943,406	\$	(3,121,948)

Table 2 takes into account the impact of depreciation on the financial position of all enterprises resulting in a cumulative \$28.1 million loss.

Table 2
Government Wide Net Income (Loss)

	Year-to-Date									
	Actual			Budget		Prior Year		\$ Var Bgt		/ar Prior Yr
Enterprise Funds										
Executive Services	\$	375,005	\$	159,173	\$	302,782	\$	215,832	\$	72,223
Gateway Arch Tram		524,219		1,316,353		2,002,954		(792,134)		(1,478,735)
Metro		(28,062,468)		(35,760,783)		(25,726,589)		7,698,315		(2,335,879)
St. Louis Downtown Airport		(783,858)		(839,885)		(740,438)		56,027		(43,420)
Riverfront Attractions		213,187		209,827		(246,174)		3,360		459,361
St. Louis Regional Freightway		(177,325)		(318,372)		(7,785)		141,047		(169,540)
BSD Research Institute		(46,315)		(26,664)		39,657		(19,651)		(85,972)
Arts In Transit, Inc.		15,630		425		24,438		15,205		(8,808)
Total Enterprise Funds	\$	(27,941,925)	\$	(35,259,926)	\$	(24,351,155)	\$	7,318,001	\$	(3,590,770)
Self-Insurance Funds										
Health		(303,737)		233,773		493,432		(537,510)		(797, 169)
Casualty		118,052		406		-		117,646		118,052
Workers' Compensation		(18,361)		170		-		(18,531)		(18,361)
Total Self-Insurance Funds	\$	(204,046)	\$	234,349	\$	493,432	\$	(438,395)	\$	(697,478)
Total Government Wide	\$	(28,145,971)	\$	(35,025,577)	\$	(23,857,723)	\$	6,879,606	\$	(4,288,248)

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

Thank you.

COMBINING FINANCIALS















Government Wide Net Position	3
Government Wide Statement of Activities	5

Bi-State Development Agency of the Missouri-Illinois Metropolitan District Government Wide

Quarterly Statement of Net Position December 31, 2016

	Enterprise Funds Total	Self-Insurance Funds Total	Total	Eliminations	Government-Wide Financial Total
Assets					
Current assets					
Cash	\$ 111,325,990	\$ 10,210,539	\$ 121,536,529	\$ -	\$ 121,536,529
Investments	136,235,672	-	136,235,672	-	136,235,672
Accounts and notes receivable	4,196,860	37,672	4,234,532	-	4,234,532
Interfund accounts receivable		7,897,409	7,897,409	(7,897,409)	-
Restricted accounts receivable	402,570	-	402,570	<u>-</u>	402,570
Federal, state and local					
assistance receivable	30,144,953	-	30,144,953	-	30,144,953
Materials and supplies inventory	9,526,273	-	9,526,273	-	9,526,273
Other current assets	3,902,852	545,414	4,448,266	. <u></u>	4,448,266
Total current assets	295,735,170	18,691,034	314,426,204	(7,897,409)	306,528,795
Capital assets					
Capital assets - motorbus	377,040,279	-	377,040,279	<u>-</u>	377,040,279
Capital assets - paratransit	18,404,777	-	18,404,777	<u>-</u>	18,404,777
Capital assets - lightrail	1,603,534,611	-	1,603,534,611	_	1,603,534,611
Capital assets - other	64,736,099	-	64,736,099	-	64,736,099
Total capital assets	2,063,715,766		2,063,715,766		2,063,715,766
Accumulated depreciation	(1,195,613,787)	-	(1,195,613,787)	-	(1,195,613,787)
Total capital assets, net	868,101,979	-	868,101,979	-	868,101,979
Land	101,741,850	-	101,741,850	-	101,741,850
Construction-in-process	49,046,057	-	49,046,057	-	49,046,057
Total capital assets	1,018,889,886	-	1,018,889,886	-	1,018,889,886
Non-current assets					
Restricted investments	100,736,305	_	100,736,305	<u>-</u>	100,736,305
Deferred charges	17,138	_	17,138	<u>-</u>	17,138
Other non-current assets, net amort	563,199	-	563,199	-	563,199
Total non-current assets	101,316,642	-	101,316,642		101,316,642
Total assets	1,415,941,698	18,691,034	1,434,632,732	(7,897,409)	1,426,735,323
Deferred outflow of resources	, , ,		, , ,		
Deferred pension loss	20,988,886	_	20,988,886	_	20,988,886
Deferred pension expense	2,165,753	_	2,165,753		2,165,753
Deferred loss on debt refunding	3,000,391	_	3,000,391		3,000,391
Total deferred outflow of resources	26,155,030		26,155,030	<u> </u>	26,155,030
Total	\$ 1,442,096,728	\$ 18,691,034	\$ 1,460,787,762	\$ (7,897,409)	\$ 1,452,890,353
	1,112,000,120	10,001,004	1,100,101,102	(1,001,400)	1,102,000,000

Bi-State Development Agency of the Missouri-Illinois Metropolitan District Government Wide

Quarterly Statement of Net Position December 31, 2016

	Enterprise Funds Total	Self-Insurance Funds Total	Total	Eliminations	Government-Wide Financial Total
Liabilities					
Current liabilities					
Accounts payable	\$ 4,643,630	\$ -	\$ 4,643,630	\$ -	\$ 4,643,630
Interfund accounts payable	6,688,916	1,208,493	7,897,409	(7,897,409)	-
Accrued expenses	19,018,001	44,600	19,062,601	-	19,062,601
Other current liabilities	23,774,227		23,774,227		23,774,227
Total current liabilities	54,124,774	1,253,093	55,377,867	(7,897,409)	47,480,458
Current liab payable from restricted assets					
Accounts payable and retention	1,607,937	-	1,607,937	-	1,607,937
Accrued interest payable	5,265,700	-	5,265,700	-	5,265,700
Short-term self-insurance	140,487	7,296,054	7,436,541	-	7,436,541
Medical self-insurance liability	-	2,255,254	2,255,254	-	2,255,254
Current portion of long-term debt	8,425,447	-	8,425,447	-	8,425,447
Total current liabilities payable					
from restricted assets	15,439,571	9,551,308	24,990,879	<u> </u>	24,990,879
Total current liabilities	69,564,345	10,804,401	80,368,746	(7,897,409)	72,471,337
Non-current liabilities					
Other post-employment benefits	53,150,982	9,472	53,160,454	-	53,160,454
Long-term self-insurance	68,118	7,661,712	7,729,830	-	7,729,830
Long-term debt	543,561,124	-	543,561,124	-	543,561,124
Capital lease obligations	100,736,307	-	100,736,307	-	100,736,307
Unfunded pension liabilities	111,635,744	477,049	112,112,793	-	112,112,793
Other non-current liabilities	7,063,874		7,063,874		7,063,874
Total non-current liabilities	816,216,149	8,148,233	824,364,382		824,364,382
Total liabilities	885,780,494	18,952,634	904,733,128	(7,897,409)	896,835,719
Deferred Inflow of Resources					
Deferred gain on hedging instruments	1,515,477	-	1,515,477	-	1,515,477
Deferred pension gain salaried	372,638	-	372,638	-	372,638
Total deferred inflow of resources	1,888,115	-	1,888,115		1,888,115
Net Position					
Net position - capital investments	541,820,314	-	541,820,314	-	541,820,314
Net position	40,549,730	(57,554)	40,492,176	-	40,492,176
Net income (loss)	(27,941,925)	(204,046)	(28,145,971)	-	(28,145,971)
Total net position	554,428,119	(261,600)	554,166,519	-	554,166,519
Total	\$ 1,442,096,728	\$ 18,691,034	\$ 1,460,787,762	\$ (7,897,409)	\$ 1,452,890,353

Bi-State Development Agency of the Missouri-Illinois Metropolitan District Government Wide

Statement of Activities

For the Six Months Ended December 31, 2016

	Enterprise Funds	S	elf-Insurance Funds				Government-Wide Financial
	Total		Total	 Total	Eliminations	_	Total
Revenue							
Passenger and service revenues	\$ 28,692,999	\$	-	\$ 28,692,999	\$ -	\$	28,692,999
Partnership fees	100,000		-	100,000	-		100,000
City of St. Louis	17,660,413		-	17,660,413	-		17,660,413
St. Louis County	61,903,839		-	61,903,839	-		61,903,839
St. Clair County Transit District	28,550,761		-	28,550,761	-		28,550,761
State of Missouri and Illinois	570,546		-	570,546	-		570,546
Federal funding	9,538,649		-	9,538,649	-		9,538,649
Other local/regional funding	165,752		-	165,752	-		165,752
Contributions	32,936		-	32,936	-		32,936
Advertising, maint services, rental income	4,196,735		-	4,196,735	-		4,196,735
Interest income	702,346		-	702,346	-		702,346
Other Operating Revenue	147,767		-	147,767	-		147,767
Charges for services			19,041,773	 19,041,773	(15,693,705)		3,348,068
Total revenue	152,262,743		19,041,773	 171,304,516	(15,693,705)		155,610,811
Expense							
Wages and benefits	92,599,493		762,920	93,362,413	-		93,362,413
Services	13,685,467		509,367	14,194,834	-		14,194,834
Fuel and lube consumed	5,731,969		-	5,731,969	-		5,731,969
Materials and supplies	10,408,787		7,639	10,416,426	-		10,416,426
Utilities	3,741,014		2,241	3,743,255	-		3,743,255
Casualty and liability costs	3,206,556		711,919	3,918,475	-		3,918,475
Other expenses	2,159,173		37,899	2,197,072	-		2,197,072
Interest expense	9,532,146		-	9,532,146	-		9,532,146
Contribution to outside entities	818,674		-	818,674	-		818,674
Other non-operating expense	248,032		-	248,032	-		248,032
Claims paid and insurance administrative costs			17,630,485	 17,630,485	(15,693,705)		1,936,780
Total expense	142,131,311		19,662,470	 161,793,781	(15,693,705)	_	146,100,076
Income (loss) before depreciation	10,131,432		(620,697)	9,510,735	-		9,510,735
Depreciation and amortization expense	37,656,706			 37,656,706			37,656,706
Net income (loss) before transfers	(27,525,274)		(620,697)	(28,145,971)	-		(28,145,971)
Net transfers in (out)	(416,651)		416,651	 		_	<u>-</u>
Net income (loss)	\$ (27,941,925)	\$	(204,046)	\$ (28,145,971)	\$ -	\$	(28,145,971)

COMBINING ENTERPRISE FUNDS















Combining Enterprise Funds Net Position	6
Combining Enterprise Funds Revenue/Expense Analysis	8

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

	Executive Services	Gateway Arch Tram	Riverfront Attractions	St. Louis Downtown Airport	<u>Metro</u>	St. Louis Regional Freightway	Bi-State Development Research Inst.	Arts In Transit, Inc.	Totals	Interfund Eliminations	Totals After Eliminations
Assets											
Current assets											
Cash	\$ 6,042,448	\$ 15,004,475	\$ 44,628	\$ 41,471	. , ,	\$ 3,000	\$ 421,262	\$ 38,204	, , , , , , , , , ,	\$ -	\$ 111,325,990
Investments	-	-	-	-	136,235,672	-	-	-	136,235,672	-	136,235,672
Accounts and notes receivable	216	1,586	5,500	73,993	4,114,886	250	429	-	4,196,860	-	4,196,860
Interfund accounts receivable	272,795	2,131,621	39,675	442,438	1,517,906	-	-	-	4,404,435	(4,404,435)	-
Restricted accounts receivable	-	-	-	-	402,570	-	-	-	402,570	-	402,570
Federal, state and local											
assistance receivable	-	137,115	-	-	30,007,838	-	-	-	30,144,953	-	30,144,953
Materials and supplies inventory	-	-	45,397	61,592	9,419,284	-	-	-	9,526,273	-	9,526,273
Other current assets		30,827	71,794	47,721	3,752,510				3,902,852		3,902,852
Total current assets	6,315,459	17,305,624	206,994	667,215	275,181,168	3,250	421,691	38,204	300,139,605	(4,404,435)	295,735,170
Capital assets											
Capital assets - motorbus	-	-	-	-	377,040,279	-	-	-	377,040,279	-	377,040,279
Capital assets - paratransit	-	-	-	-	18,404,777	-	-	-	18,404,777	-	18,404,777
Capital assets - lightrail	-	-	-	-	1,603,534,611	-	-	-	1,603,534,611	-	1,603,534,611
Capital assets - other	56,240	6,710,501	5,165,414	52,803,944					64,736,099	<u>-</u>	64,736,099
Total capital assets	56,240	6,710,501	5,165,414	52,803,944	1,998,979,667	-	-	-	2,063,715,766	-	2,063,715,766
Accumulated depreciation	(54,039)	(6,692,251)	(3,759,872)	(35,185,745)	(1,149,921,880)	-	-	-	(1,195,613,787)	-	(1,195,613,787)
Total capital assets, net	2,201	18,250	1,405,542	17,618,199	849,057,787	-	-	-	868,101,979	-	868,101,979
Land	_	_	_	4,542,564	97,199,286	_	_	_	101,741,850	_	101,741,850
Construction-in-process	_	6,244,783	_	54.408	42,746,866	_	_	_	49.046.057	_	49,046,057
Total capital assets	2,201	6,263,033	1,405,542	22,215,171	989,003,939		· 		1,018,889,886		1,018,889,886
,		0,200,000	., 100,0 12	22,210,111	000,000,000				1,010,000,000		1,010,000,000
Non-current assets					400 700 005				400 700 005		100 700 005
Restricted investments	-	-	-	- 17.100	100,736,305	-	-	-	100,736,305	-	100,736,305
Deferred charges	-	-	-	17,138	-	-	-	-	17,138	-	17,138
Other non-current assets, net amort					563,199		· 		563,199	<u>-</u>	563,199
Total non-current assets			4 040 500	17,138	101,299,504		-		101,316,642	- (4.404.405)	101,316,642
Total assets	6,317,660	23,568,657	1,612,536	22,899,524	1,365,484,611	3,250	421,691	38,204	1,420,346,133	(4,404,435)	1,415,941,698
Deferred outflow of resources											
Deferred pension loss	-	-	-	-	20,988,886	-	-	-	20,988,886	-	20,988,886
Deferred pension expense	-	-	-	-	2,165,753	-	-	-	2,165,753	-	2,165,753
Deferred loss on debt refunding					3,000,391				3,000,391		3,000,391
Total deferred outflow of resources					26,155,030				26,155,030		26,155,030
Total	\$ 6,317,660	\$ 23,568,657	\$ 1,612,536	\$ 22,899,524	\$ 1,391,639,641	\$ 3,250	\$ 421,691	\$ 38,204	\$ 1,446,501,163	\$ (4,404,435)	\$ 1,442,096,728

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

	Executive Services	Gateway Arch Tram	Riverfront Attractions	St. Louis Downtown Airport	Metro	St. Louis Regional Freightway	Bi-State Development Research Inst.	Arts In Transit, Inc.	Totals	Interfund Eliminations	Totals After Eliminations
Liabilities	<u> </u>		Attractions	Allport	Metro	Treightway	rescuren mst.	Transit, inc.	Totals	Lillillations	Lillilliations
Current liabilities											
Accounts payable	\$ 97,293	\$ 399,428	\$ 16,145	\$ 11,800	\$ 4,115,964	\$ -	\$ 3,000	\$ -	\$ 4,643,630	\$ -	\$ 4,643,630
Interfund accounts payable	211,957	913,564	651,581	73,480	8,851,892	383,649	7,228	-	11,093,351	(4,404,435)	6,688,916
Accrued expenses	268,300	58,700	106,000	65,200	18,512,901	6,900	-	-	19,018,001	-	19,018,001
Other current liabilities	10,000	11,384	71,921	8,806	23,253,465		418,651		23,774,227		23,774,227
Total current liabilities	587,550	1,383,076	845,647	159,286	54,734,222	390,549	428,879		58,529,209	(4,404,435)	54,124,774
Current liab payable from restricted assets											
Accounts payable and retention	-	112,249	-	-	1,495,688	-	-	-	1,607,937	-	1,607,937
Accrued interest payable	-	25,378	-	-	5,240,322	-	-	-	5,265,700	-	5,265,700
Short-term insurance	-	-	-	-	140,487	-	-	-	140,487	-	140,487
Current portion of long-term debt	-	150,447	-	-	8,275,000	-	-	-	8,425,447	-	8,425,447
Total current liabilities payable											
from restricted assets	-	288,074	-	-	15,151,497	-	-	-	15,439,571	-	15,439,571
Total current liabilities	587,550	1,671,150	845,647	159,286	69,885,719	390,549	428,879		73,968,780	(4,404,435)	69,564,345
Non-current liabilities											
Other post-employment benefits	696,215	3,255	302,603	281,496	51,865,779	1,634	-	-	53,150,982	_	53,150,982
Long-term insurance	300	7,010	33,654	27,154	, , , <u>-</u>	-	-	-	68,118	-	68,118
Long-term debt	-	7,432,545	-	-	536,128,579	-	-	-	543,561,124	_	543,561,124
Capital lease obligations	-		-	_	100,736,307	-	-	-	100,736,307	_	100,736,307
Unfunded pension liabilities	565,501	148,931	793,381	153,620	109,962,458	11,853	-	-	111,635,744	_	111,635,744
Other non-current liabilities	-	,	-	, <u>-</u>	7,063,874	-	-	-	7,063,874	_	7,063,874
Total non-current liabilities	1,262,016	7,591,741	1,129,638	462,270	805,756,997	13,487	-		816,216,149	_	816,216,149
Total liabilities	1,849,566	9,262,891	1,975,285	621,556	875,642,716	404,036	428,879		890,184,929	(4,404,435)	885,780,494
Deferred Inflow of Resources											
Deferred gain on hedging instruments	_	_	_	_	1,515,477	_	_	_	1,515,477	_	1,515,477
Deferred pension gain salaried	_	_	_	_	372,638	-	_	_	372,638	_	372,638
Total deferred inflow of resources		_			1,888,115				1,888,115		1,888,115
Net Position							-				
Net position - capital investments	2,501	13,725,435	1,439,195	22,236,321	504,416,862	_	_	_	541,820,314	_	541,820,314
Net position - unrestricted	4,090,588	56,112	(2,015,131)	825,505	37,754,416	(223,461)	39,127	22,574	40,549,730	-	40,549,730
Net income (loss)	375,005	524,219	213,187	(783,858)	(28,062,468)	(177,325)	(46,315)	15,630	(27,941,925)	_	(27,941,925)
Total net position	4,468,094	14,305,766	(362,749)	22,277,968	514,108,810	(400,786)	(7,188)	38,204	554,428,119		554,428,119
Total	\$ 6,317,660	\$ 23,568,657	\$ 1,612,536	\$ 22,899,524		\$ 3,250	\$ 421,691	\$ 38,204	\$ 1,446,501,163	\$ (4,404,435)	\$ 1,442,096,728

Bi-State Development Agency of the Missouri-Illinois Metropolitan District Enterprise Funds

Combining Statement of Revenues, Expenses by Business Unit For the Six Months Ended December 31, 2016

	Executive Services	Gateway Arch Tram	Riverfront Attractions	St. Louis Downtown Airport	Metro	St. Louis Regional Freightway	Bi-State Development Research Inst.	Arts In Transit, Inc.	Totals	Eliminations	Totals After Eliminations
Revenue											
Passenger and service revenues	\$ -	\$ 3,798,974	\$ 1,574,091	\$ 693,687	\$ 22,661,694	\$ -	\$ -	\$ -	\$ 28,728,446	\$ (35,447)	\$ 28,692,999
Interfund administrative fees	1,839,895	-	-	-	-	-	-	-	1,839,895	(1,839,895)	-
Partnership fees	-	-	-	-	-	100,000	-	-	100,000	-	100,000
City of St. Louis	-	-	-	-	17,660,413	-	-	-	17,660,413	-	17,660,413
St. Louis County	-	-	-	-	61,903,839	-	-	-	61,903,839	-	61,903,839
St. Clair County Transit District	-	-	-	-	28,550,761	-	-	-	28,550,761	-	28,550,761
State of Missouri and Illinois	-	-	-	-	570,546	-	-	-	570,546	-	570,546
Federal funding Other local/regional funding	-	-	-	-	9,538,649 165,752	-	-	-	9,538,649 165,752	-	9,538,649 165,752
	-	-	_	-	105,752	-	-		·		•
Contributions	195,700	- 0.070	- 00.400	46,099	3,876,327	750	429	32,507	32,936 4,196,735	-	32,936
Advertising, maint services, rental income Interest income	3,175	9,679 20,620	68,180	730	3,876,327 677,821	750	-	-	702,346	-	4,196,735 702,346
Other operating revenue	158,812	(37,938)		26,893	077,021	-	_		147,767		147,767
Other operating revenue	130,012	(37,930)		20,093					147,707		147,707
Total revenue	2,197,582	3,791,335	1,642,271	767,409	145,605,802	100,750	429	32,507	154,138,085	(1,875,342)	152,262,743
Expense											
Wages and benefits	1,202,612	869,032	679,942	476,313	89,217,647	153,947	-	-	92,599,493	-	92,599,493
Services	429,077	501,619	158,209	121,736	12,311,420	100,958	45,571	16,877	13,685,467	-	13,685,467
Fuel and lube consumed	-	-	28,150	8,336	5,695,483	-	-	-	5,731,969	-	5,731,969
Materials and supplies	10,387	213,246	235,840	48,174	9,897,458	2,882	800	-	10,408,787	-	10,408,787
Utilities	1,834	55,411	45,057	89,821	3,548,891	-	-	-	3,741,014	-	3,741,014
Casualty and liability costs	-	26,789	70,326	25,853	3,083,588	-	-	-	3,206,556	-	3,206,556
Other expenses	178,212	837,844	67,761	38,810	2,891,227	20,288	373	-	4,034,515	(1,875,342)	2,159,173
Interest expense	-	153,488	-	-	9,378,658	-	-	-	9,532,146	-	9,532,146
Contribution to outside entities	-	580,762	-	-	237,912	-	-	-	818,674	-	818,674
Other non-operating expense	-	21,231	14,098	-	212,703	-	-	-	248,032	-	248,032
Total expense	1,822,122	3,259,422	1,299,383	809,043	136,474,987	278,075	46,744	16,877	144,006,653	(1,875,342)	142,131,311
Income (loss) before depreciation	375,460	531,913	342,888	(41,634)	9,130,815	(177,325)	(46,315)	15,630	10,131,432	-	10,131,432
Depreciation and amortization expense	455	7,694	129,701	742,224	36,776,632				37,656,706		37,656,706
Net income (loss) before transfers	375,005	524,219	213,187	(783,858)	(27,645,817)	(177,325)	(46,315)	15,630	(27,525,274)	-	(27,525,274)
Net transfers in (out)					(416,651)				(416,651)		(416,651)
Net income (loss)	\$ 375,005	\$ 524,219	\$ 213,187	\$ (783,858)	\$ (28,062,468)	\$ (177,325)	\$ (46,315)	\$ 15,630	\$ (27,941,925)	\$ -	\$ (27,941,925)

EXECUTIVE SERVICES















EXECUTIVE SERVICES

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Executive Services

Six Months Ended December 31, 2016

Fast Facts

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

On December 14, BSD CEO and President John Nations hosted Missouri state freshman legislators, providing them with a comprehensive overview of Bi-State Development, its enterprises and its work to support the region's economy.

President and CEO John Nations was recognized by Construction Forum STL with a 2016 Building Tomorrow award for Regional Unity on October 21st. Mr. Nations received the award for his role as a long time champion of regionalism, job growth, and economic development. Some of his accomplishments include: leading the effort that resulted in the rebirth of the Chesterfield Valley after the flood of 1993, leading the 2010 St. Louis County campaign to fund public transportation which won with a landslide victory of more than 63 percent of the vote.

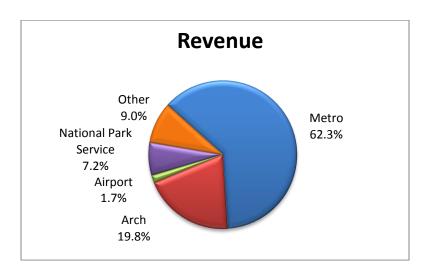
Financial Data

Income before depreciation is \$375.4 thousand and is higher than prior year. Revenues and expenses are both up from the first half of fiscal year 2016.

Total revenue includes the management fee assessments to Bi-State Development business units and the National Park Service. Total revenue was \$2.1 million which was up from last year's total of \$1.9 million. Metro transit's management fee is

assessed on a percent of Executive Services total operating expense. Greater expenses for the quarter in Executive Services is creating a higher management fee revenue from Metro.

Other operating revenue in the prior year includes revenue generated by the Bi-State Development's first annual meeting. This year's annual meeting is being held in the second fiscal quarter.

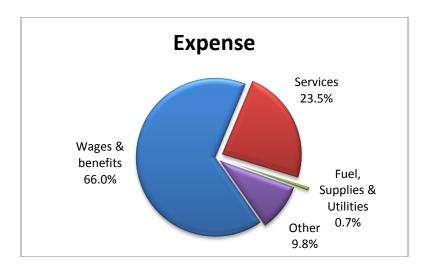


Total expense is \$1.822.0 thousand. **Services** expense is down nearly \$200.0 thousand from prior year. Prior year activity included expenses related to the annual meeting and internal audit consulting services which were not repeated in the current year's totals.

Executive Services

Six Months Ended December 31, 2016

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



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

			Current	Prior Year						
	Current Period		Prior Period	Dollar Change	Percent Change		Prior Year	Dollar Change		Percent Change
Assets										
Current assets										
Cash	\$ 6,042,448	\$	5,796,867	\$ 245,581	4.2	\$	3,988,358	\$	2,054,090	51.5
Accounts and notes receivable	216		63,735	(63,519)	(99.7)		19,142		(18,926)	(98.9)
Interfund accounts receivable	272,795		426,002	(153,207)	(36.0)		2,099,432		(1,826,637)	(87.0)
Other current assets	<u> </u>	_	47,701	 (47,701)	(100.0)		<u> </u>			` n/a´
Total current assets	6,315,459		6,334,305	(18,846)	(0.3)		6,106,932		208,527	3.4
Capital assets										
Capital assets	56,240		56,240	-	-		56,240		-	-
Accumulated depreciation	(54,039)	(53,811)	(228)	(0.4)		(52,863)		(1,176)	(2.2)
Total capital assets, net	2,201		2,429	(228)	(9.4)		3,377		(1,176)	(34.8)
Total capital assets	2,201		2,429	(228)	(9.4)		3,377		(1,176)	(34.8)
Total assets	6,317,660		6,336,734	 (19,074)	(0.3)		6,110,309		207,351	3.4
Total	\$ 6,317,660	\$	6,336,734	\$ (19,074)	(0.3)	\$	6,110,309	\$	207,351	3.4

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

	Current								Prio	r Year	
	-	Current Period		Prior		Dollar	Percent	 Prior		Dollar	Percent
Liabilities		Period		Period	_	Change	Change	 Year	_	Change	Change
Current liabilities Accounts payable Interfund accounts payable Accrued expenses Other current liabilities	\$	97,293 211,957 268,300 10,000	\$	131,657 187,926 268,300 98,400	\$	(34,364) 24,031 - (88,400)	(26.1) 12.8 - (89.8)	\$ 82,090 248,789 253,800	\$	15,203 (36,832) 14,500 10,000	18.5 (14.8) 5.7 n/a
Total current liabilities		587,550		686,283		(98,733)	(14.4)	584,679		2,871	0.5
Non-current liabilities Other post-employment benefits Long-term insurance Unfunded pension liabilities		696,215 300 565,501		689,218 300 565,501		6,997 - -	1.0	 848,724 300 592,090		(152,509) - (26,589)	(18.0) - (4.5)
Total non-current liabilities		1,262,016		1,255,019		6,997	0.6	 1,441,114		(179,098)	(12.4)
Total liabilities		1,849,566		1,941,302		(91,736)	(4.7)	 2,025,793		(176,227)	(8.7)
Net Position Net position - capital investments Net position Net income (loss) Total net position		2,501 4,090,588 375,005 4,468,094		2,728 4,090,360 302,344 4,395,432		(227) 228 72,661 72,662	(8.3) - 24.0 1.7	 234,215 3,547,519 302,782 4,084,516		(231,714) 543,069 72,223 383,578	(98.9) 15.3 23.9 9.4
Total	\$	6,317,660	\$	6,336,734	\$	(19,074)	(0.3)	\$ 6,110,309	\$	207,351	3.4

Executive Services Statement of Revenues, Expenses and Income (Loss) For the Quarter Ended December 31, 2016 (unaudited)

			Current			Year to Date							
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year			
Revenue													
Admin fees - Transit	\$ 750,339	\$ 753,541	\$ (3,202)	(0.4)	\$ 534,080	\$ 1,366,591	\$ 1,507,081	\$ (140,490)	(9.3)	\$ 1,229,184			
Admin fees - Gateway Arch	92,591	80,553	12,038	14.9	70,344	435,567	434,546	1,021	0.2	312,471			
Admin fees - Airport	18,522	18,818	(296)	(1.6)	20,581	37,737	37,635	102	0.3	38,753			
National Park Service management fee	43,160	40,998	2,162	5.3	56,218	158,812	157,641	1,171	0.7	188,250			
Other operating revenue	166,698	22,645	144,053	636.1	8,150	195,700	45,289	150,411	332.1	172,800			
Interest income	2,031	675	1,356	200.9	789	3,175	1,350	1,825	135.2	1,452			
Total revenue	1,073,341	917,230	156,111	17.0	690,162	2,197,582	2,183,542	14,040	0.6	1,942,910			
Expense													
Wages and benefits ¹	620,539	619,719	(820)	(0.1)	547,104	1,202,612	1,247,823	45,211	3.6	1,078,769			
Services	332,892	277,052	(55,840)	(20.2)	120,723	429,077	578,202	149,125	25.8	405,196			
Fuel and lube consumed	-	366	366	100.0	239		732	732	100.0	467			
Materials and supplies	6,029	6,602	573	8.7	6,099	10,387	13,203	2,816	21.3	8,526			
Utilities	733	2,162	1,429	66.1	1,342	1,834	4,325	2,491	57.6	2,681			
Other expenses	40,259	90,036	49,777	55.3	36,599	178,212	178,865	653	0.4	143,273			
Total expense	1,000,452	995,937	(4,515)	(0.5)	712,106	1,822,122	2,023,150	201,028	9.9	1,638,912			
Income (loss) before depreciation	72,889	(78,707)	151,596	192.6	(21,944)	375,460	160,392	215,068	134.1	303,998			
Depreciation and amortization expense	228	610	382	62.6	608	455	1,219	764	62.7	1,216			
Net income (loss)	\$ 72,661	\$ (79,317)	\$ 151,978	191.6	\$ (22,552)	\$ 375,005	\$ 159,173	\$ 215,832	135.6	\$ 302,782			

¹ - Detailed schedule included.

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

	Current									Year to Date								
	Ac	tual	Bud	lget		avorable avorable)	% Fav (Unfav)	Pı	ior Year	_	Actual	Budget		\$ Favorable (Unfavorable)		% Fav (Unfav)	Pr	rior Year
Personnel expense																		
Wages	\$ 5	514,707	\$ 4	92,950	\$	(21,757)	(4.4)	\$	455,991	\$	970,150	\$	993,484	\$	23,334	2.3	\$	875,599
Company paid benefits																		
Payroll related taxes and insurance																		
FICA		25,095		37,711		12,616	33.5		20,191		54,575		76,001		21,426	28.2		49,367
Unemployment insurance		451		735		284	38.6		37		780		1,470		690	46.9		523
Worker's compensation insurance		-		1,366		1,366	100.0		-		-		2,954		2,954	100.0		-
Health and welfare																		
Medical		37,036		31,125		(5,911)	(19.0)		34,946		71,366		62,250		(9,116)	(14.6)		70,217
Dental		1,040		981		(59)	(6.0)		899		2,155		1,961		(194)	(9.9)		2,006
Other post employment benefits		6,998		15,599		8,601	55.1		1,796		12,739		31,199		18,460	59.2		10,272
Life insurance / AD&D		526		236		(290)	(122.9)		406		1,068		473		(595)	(125.8)		896
Short and long term disability		3,076		1,519		(1,557)	(102.5)		2,673		6,636		3,038		(3,598)	(118.4)		5,517
FMLA administration expense		43		101		58	57.4		103		175		201		26	12.9		231
EAP expense		66		66		-	-		52		132		132		-	-		117
Retirement																		
Pension expense		10,746		17,258		6,512	37.7		11,648		38,418		34,515		(3,903)	(11.3)		24,866
401 K contributions		20,755		20,072		(683)	(3.4)		17,281		44,601		40,145		(4,456)	(11.1)		38,927
Other																		
Miscellaneous benefits		-		-		-	-		2,390		-		-		-	-		2,390
Benefit costs applied to capital projects.		-		-		-	-		(1,309)		(183)		-		183	-		(2,159)
Total company paid benefits		105,832	1:	26,769		20,937	16.5		91,113		232,462		254,339		21,877	8.6		203,170
Total wages and benefits	\$ 6	620,539	\$ 6	19,719	\$	(820)	(0.1)	\$	547,104	\$	1,202,612	\$	1,247,823	\$	45,211	3.6	\$	1,078,769

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

Description		Total	Executive Services Operating Fund			vestments Operating Fund	Other Restricted Fund		
Balance at October 1, 2016 Cash & Investments	\$	5,796,867	\$	25,004	\$	5,082,647	\$	689,216	
Guon a invocancino	Ψ	0,7 00,007	Ψ	20,001	Ψ	0,002,011	Ψ	000,210	
Add:									
Metro		642,103		642,103		-		-	
Gateway Arch Tram		132,393		132,393		-		-	
St Louis Downtown Airport		19,389		19,389		-		=	
St. Louis Regional Freightway		12,267		12,267		-		=	
Bi-State Development Research Institute		28,333		28,333		-		-	
Interest received		2,031		390		1,641		-	
Total cash receipts		836,516		834,875		1,641		-	
Interfund transfers		-		(243,935)		236,937		6,998	
Less:									
Cash disbursements		(590,935)		(590,935)		-		-	
Total cash disbursements		(590,935)		(590,935)		-		-	
Balance at December 31, 2016									
Cash & Investments	\$	6,042,448	\$	25,009	\$	5,321,225	\$	696,214	

Executive Services Statement of Cash Flows

For the Six Months Ended December 31, 2016 (unaudited)

Cash flows from operating activities Receipts from customers Payments to employees Payments to vendors Receipts (payments) from inter-fund activity Net cash provided by (used in) operating activities	\$ 428,614 (1,190,109) (623,986) 3,358,655 1,973,174	Supplemental disclosure of cash flow information Noncash Activities: None
Cash flows from non capital financing activities None		
Cash flows from capital and related financing activities None		
Cash flows from investing activities Interest received	 3,176	
Net cash provided by (used in) investing activities	 3,176	
Net increase (decrease) in cash and cash equivalents	1,976,350	
Cash and cash equivalents, beginning of year	 4,066,098	
Cash and cash equivalents, year to date	\$ 6,042,448	

Executive Services

Capital Expenditures for Active Projects For the Quarter Ended December 31, 2016 (unaudited)

Description	Budget		Current		Year-To-Date		Life-To-Date		Balance	
	\$	-	\$	-	\$	-	\$	-	\$	-
Total Active Projects	\$	_	\$	_	\$	_	\$	-	\$	_

GATEWAY ARCH















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Gateway Arch Tram

Six Months Ended December 31, 2016

Fast Facts

The Gateway Arch Transportation System is now closed and will remain closed through spring 2017. This will allow for replacement of the motor generator sets with a variable frequency drive system.

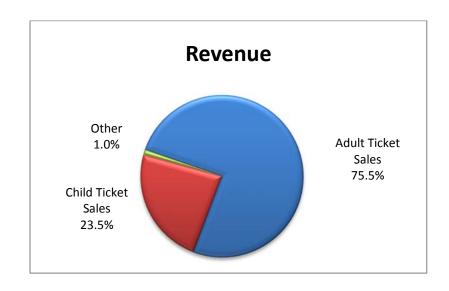
Winterfest at the Arch was celebrated over the holiday season and included an outdoor skating rink underneath the Gateway Arch at Luther Ely Smith Square.

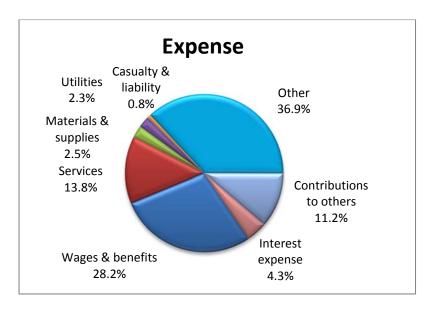
The Gateway Arch and architect Eero Saarinen were featured an "American Masters" PBS documentary. The documentary included archival interviews with the late Mr. and Mrs. Saarinen and their son, Eric.

Financial Data

Income before depreciation for the Gateway Arch Tram for the 6 months ended December 31, 2016 was \$532 thousand.

Revenue was \$3.8 million and increased \$945.3 thousand over the prior year. Although the number of adult and child tickets sold has decreased, a strategic change in ticketing pricing has resulted in increased revenue.





Gateway Arch Tram

Six Months Ended December 31, 2016

Total expense is \$3.3 million. **Wages and benefits** expense is comparable to prior year.

Contributions to outside entities for the 6 months ended December 31, 2016 was \$580.1 thousand. In the second quarter, the National Park Service requested two disbursements of their funds totaling \$360.0 thousand.

Performance Data

Tram I	Ridership C	omparisor	1
	<u>Adult</u>	<u>Child</u>	<u>Total</u>
FY17 Actual	292,106	90,025	382,131
FY17 Budget	311,666	107,398	419,064
FY16 Actual	336,199	105,539	441,738

Tram ridership for the 6 months ended December 31, 2016 was 8.8% less than budget. Tram ridership decreased 13.5% compared to prior year due to the Arch grounds construction.

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

			Current			Prior Year					
	Current Period		Prior Period		Dollar Change	Percent Change		Prior Year	Dollar Change		Percent Change
Assets						·					
Current assets Cash	\$ 15,004,475	\$	16,571,405	\$	(1,566,930)	(9.5)	\$	19,540,816	\$	(4,536,341)	(23.2)
Accounts and notes receivable Interfund accounts receivable Federal, state and local	1,586 2,131,621		7,465 2,110,465	Ψ	(5,879) 21,156	(78.8) 1.0	Ψ	120,738 473,833	Ψ	(119,152) 1,657,788	(98.7) 349.9
assistance receivable Other current assets	137,115 30,827		273,651 46,240		(136,536) (15,413)	(49.9) (33.3)		199,599 33,767		(62,484) (2,940)	(31.3) (8.7)
Total current assets	17,305,624		19,009,226		(1,703,602)	(9.0)		20,368,753		(3,063,129)	(15.0)
Capital assets											
Capital assets	6,710,501		6,708,247		2,254	-		9,599,793		(2,889,292)	(30.1)
Accumulated depreciation	(6,692,251		(6,688,342)		(3,909)	(0.1)		(9,539,639)		2,847,388	29.8
Total capital assets, net	18,250		19,905		(1,655)	(8.3)		60,154		(41,904)	(69.7)
Construction-in-process	6,244,783	_	4,801,470		1,443,313	30.1		1,714,644		4,530,139	264.2
Total capital assets	6,263,033	_	4,821,375		1,441,658	29.9		1,774,798		4,488,235	252.9
Total assets	23,568,657		23,830,601	-	(261,944)	(1.1)		22,143,551		1,425,106	6.4
Total	\$ 23,568,657	\$	23,830,601	\$	(261,944)	(1.1)	\$	22,143,551	\$	1,425,106	6.4

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

		Curren	t		Prior Year				
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change		
Liabilities	Period	renou	Change	Change	Teal	Change	Change		
Current liabilities Accounts payable Interfund accounts payable Accrued expenses Other current liabilities	\$ 399,428 913,564 58,700 11,384	\$ 313,975 598,025 58,700 14,786	\$ 85,453 315,539 - (3,402)	27.2 52.8 - (23.0)	\$ 578,139 150,452 62,900 66,677	\$ (178,711) 763,112 (4,200) (55,293)	(30.9) 507.2 (6.7) (82.9)		
Total current liabilities	1,383,076	985,486	397,590	40.3	858,168	524,908	61.2		
Current liab payable from restricted assets Accounts payable and retention Accrued interest payable Current portion of long-term debt Total current liabilities payable	112,249 25,378 150,447	112,249 102,488 147,486	(77,110) 2,961	(75.2) 2.0	25,622 73,010	112,249 (244) 77,437	n/a (1.0) 106.1		
from restricted assets	288,074	362,223	(74,149)	(20.5)	98,632	189,442	192.1		
Total current liabilities	1,671,150	1,347,709	323,441	24.0	956,800	714,350	74.7		
Non-current liabilities Other post-employment benefits Long-term insurance Long-term debt Unfunded pension liabilities	3,255 7,010 7,432,545 148,931	723 7,010 7,508,515 148,931	2,532 - (75,970)	350.2 - (1.0)	11,179 5,414 7,582,987 183,752	(7,924) 1,596 (150,442) (34,821)	(70.9) 29.5 (2.0) (18.9)		
Total non-current liabilities	7,591,741	7,665,179	(73,438)	(1.0)	7,783,332	(191,591)	(2.5)		
Total liabilities	9,262,891	9,012,888	250,003	2.8	8,740,132	522,759	6.0		
Net Position Net position - capital investments Net position Net income (loss) Total net position	13,725,435 56,112 524,219 14,305,766	13,743,790 37,758 1,036,165 14,817,713	(18,355) 18,354 (511,946) (511,947)	(0.1) 48.6 (49.4) (3.5)	11,380,465 2,022,954 13,403,419	13,725,435 (11,324,353) (1,498,735) 902,347	n/a (99.5) (74.1) 6.7		
Total	\$ 23,568,657	\$ 23,830,601	\$ (261,944)	(1.1)	\$ 22,143,551	\$ 1,425,106	6.4		

Gateway Arch Tram Statement of Revenues, Expenses and Income (Loss) For the Quarter Ended December 31, 2016 (unaudited)

			Current			Year to Date							
			\$ Favorable	% Fav				\$ Favorable	% Fav				
	Actual	Budget	(Unfavorable)	(Unfav)	Prior Year	Actual	Budget	(Unfavorable)	(Unfav)	Prior Year			
Revenue													
Arch tickets	\$ 983,056	\$ 1,021,030	\$ (37,974)	(3.7)	\$ 840,066	\$ 3,798,9	74 \$ 4,190,640	\$ (391,666)	(9.3)	\$ 2,873,071			
Other operating revenue	6,224	150	6,074	4,049.3	409	9,6		. , ,	3,126.3	1,824			
Service fee revenue	810	6,400	(5,590)	(87.3)	2,850	6,9		,	(56.8)	14,157			
Interest income	10,107	3,573	6,534	182.9	1,657	20,6	20 7,147	13,473	188.5	2,449			
Sales discount	(9,790)	(11,906)	2,116	17.8	(24,322)	(44,8	47) (50,454	5,607	11.1	(45,514)			
Total revenue	990,407	1,019,247	(28,840)	(2.8)	820,660	3,791,3	35 4,163,632	(372,297)	(8.9)	2,845,987			
Expense													
Wages and benefits ¹	357,379	431,670	74,291	17.2	326,978	869.0	32 1,010,251	141,219	14.0	837,292			
Services	252,213	242,751	(9,462)	(3.9)	186,899	501,6			8.9	382,179			
Fuel and lube consumed	· -	-	-		55				-	55			
Materials and supplies	168,984	76,615	(92,369)	(120.6)	17,643	213,2	46 106,235	(107,011)	(100.7)	40,006			
Utilities	14,477	22,898	8,421	36.8	23,490	55,4	11 56,244	833	1.5	62,736			
Casualty and liability costs	12,913	14,036	1,123	8.0	17,231	26,7	89 28,071	1,282	4.6	29,393			
Other expenses	236,387	298,441	62,054	20.8	168,628	837,8	44 853,635	15,791	1.8	510,113			
Interest expense	76,622	76,500	(122)	(0.2)	76,866	153,4	88 153,000	(488)	(0.3)	153,732			
Contribution to outside entities	379,469	-	(379,469)	-	(1,505,327)	580,7	62	(580,762)	-	(1,233,194)			
Other non-operating expense				-		21,2	31	(21,231)	-				
Total expense	1,498,444	1,162,911	(335,533)	(28.9)	(687,537)	3,259,4	22 2,757,826	(501,596)	(18.2)	782,312			
Income (loss) before depreciation	(508,037)	(143,664)	(364,373)	(253.6)	1,508,197	531,9	1,405,806	(873,893)	(62.2)	2,063,675			
Depreciation and amortization expense	3,909	33,655	29,746	88.4	19,655	7,6	94 89,453	81,759	91.4	40,094			
Net income (loss) before transfers	(511,946)	(177,319)	(334,627)	(188.7)	1,488,542	524,2	1,316,353	(792,134)	(60.2)	2,023,581			
Net transfers in (out)				-			<u> </u>	<u> </u>	-	(627)			
Net income (loss)	\$ (511,946)	\$ (177,319)	\$ (334,627)	(188.7)	\$ 1,488,542	\$ 524,2	19 \$ 1,316,353	\$ (792,134)	(60.2)	\$ 2,022,954			

¹ - Detailed schedule included.

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

			Current			Year to Date							
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year			
Personnel expense													
Wages	\$ 290,057	\$ 319,560	\$ 29,503	9.2	\$ 271,128	\$ 721,280	\$ 772,272	\$ 50,992	6.6	\$ 700,441			
Company paid benefits													
Payroll related taxes and insurance													
FICA	21,863	24,690	2,827	11.4	20,809	53,342	59,130	5,788	9.8	52,958			
Unemployment insurance	1,430	2,416	986	40.8	1,100	5,630	9,279	3,649	39.3	4,883			
Worker's compensation insurance	1,537	4,704	3,167	67.3	3,451	3,074	8,967	5,893	65.7	10,519			
Health and welfare													
Medical	27,924	31,275	3,351	10.7	22,102	54,867	62,550	7,683	12.3	46,796			
Dental	846	968	122	12.6	612	1,801	1,935	134	6.9	1,427			
Other post employment benefits	2,532	6,828	4,296	62.9	686	4,807	13,655	8,848	64.8	3,906			
Life insurance / AD&D	227	235	8	3.4	168	479	470	(9)	(1.9)	385			
Short and long term disability	1,152	1,509	357	23.7	899	2,396	3,018	622	20.6	1,983			
FMLA administration expense	216	100	(116)	(116.0)	564	1,146	200	(946)	(473.0)	1,331			
EAP expense	54	65	11	16.9	42	114	131	17	13.0	94			
Retirement													
Pension expense	2,687	17,272	14,585	84.4	3,213	12,699	34,544	21,845	63.2	6,817			
401 K contributions	9,419	19,943	10,524	52.8	8,271	20,400	39,886	19,486	48.9	19,782			
Other													
Uniform allowance	2,342	2,105	(237)	(11.3)	2,516	2,569	4,214	1,645	39.0	2,515			
Miscellaneous benefits	4,141	-	(4,141)	-	2,437	4,473	-	(4,473)	-	2,437			
Benefit costs applied to capital projects.	(9,048)	9,048	-	(11,020)	(20,045)	20,045	-	(18,982)			
Total company paid benefits	67,322	112,110	44,788	40.0	55,850	147,752	237,979	90,227	37.9	136,851			
Total wages and benefits	\$ 357,379	\$ 431,670	\$ 74,291	17.2	\$ 326,978	\$ 869,032	\$ 1,010,251	\$ 141,219	14.0	\$ 837,292			

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

<u>Description</u>	Total	Arch Collection Facility Fund	Arch Levy Pass Fund	JNEM Arch Operating Fund	JNEM Beneficial Fund	Drainage Project Fund	Exhibit Rehabilitation Fund	Motor Generator Sets Design Fund	Other Restricted Funds	2014 Arch Bonds Project Fund	2014 Arch Bonds Debt Service Reserve	2014 Arch Bonds Debt Service Fund	2014 Arch Bonds Debt Revenue Fund
Balance at October 1, 2016 Cash & Investments	\$ 16,571,405	\$ 563,035	\$ -	\$ 626,424	\$ 6,014,797	\$ 493,484	\$ 3,108,486	\$ 99,372	\$ 500,000	\$ 4,334,030	\$ 453,812	\$ 377,965	\$ -
Add:													
Revenue receipts	1,468,655	1,468,465	190	-	_	_	_	_	_	_	-	-	_
Interest received	10,107	1,100,100		670	3,285	266	1,669	54	-	3,355	340	296	172
Total cash receipts	1,478,762	1,468,465	190	670	3,285	266	1,669	54	-	3,355	340	296	172
Interfund transfers	-	(1,467,522)	60	405,715	-	-	-	-	-	-	-	75,441	986,306
Less:													
Cash disbursements	(3,045,692)	(407,338)	-	-	(203,758)	(12,252)	(230,499)	-	-	(978,625)	-	(226,742)	(986,478)
Total cash disbursements	(3,045,692)	(407,338)	-	-	(203,758)	(12,252)	(230,499)	-	-	(978,625)	-	(226,742)	(986,478)
Balance at December 31, 2016													
Cash & Investments	\$ 15,004,475	\$ 156,640	\$ 250	\$ 1,032,809	\$ 5,814,324	\$ 481,498	\$ 2,879,656	\$ 99,426	\$ 500,000	\$ 3,358,760	\$ 454,152	\$ 226,960	\$ -

Gateway Arch Statement of Cash Flows For the Six Months Ended December 31, 2016 (unaudited)

Cash flows from operating activities Receipts from customers Payments to employees Payments to vendors Payments for self-insurance Receipts (payments) from inter-fund activity Net cash provided by (used in) operating activities	\$ 3,775,676 (865,777) (1,554,682) (26,789) (1,220,894)	Supplemental disclosure of cash flow information Noncash Activities: None
Cash flows from non capital financing activities Operating assistance received Contributions to outside entities Nonoperating contributions	(120,319) (580,762) (21,231)	
Net cash provided by (used in) non capital financing activities	(722,312)	
Cash flows from capital and related financing activities Acquisitions of capital assets Payments of long-term debt Interest Paid Contributed capital Cash flows from capital and	(2,162,527) (73,010) (153,732)	
related financing activities Cash flows from investing activities Interest received	(2,389,269)	
Net cash provided by (used in) investing activities	20,620	
Net increase (decrease) in cash and cash equivalents	(2,983,427)	
Cash and cash equivalents, beginning of year	17,987,902	
Cash and cash equivalents, year to date	\$ 15,004,475	

Gateway Arch Tram

Capital Expenditures for Active Projects

For the Quarter Ended December 31, 2016 (unaudited)

Description		Budget		Current		Yea	r-To-Date	Life-To-Date			Balance	
ATS Motor Generator Set Replacement - Construction	х	\$	7,490,083	\$	961,159	\$	1,798,685	\$	4,254,020	\$	3,236,063	
Arch Transportation System (ATS) Load Zone Rehab	Χ		2,718,280		180,765		226,494		1,220,331		1,497,949	
JNEM Trench Drain Project	ху		2,288,001		7,800		19,796		1,583,078		704,923	
JNEM Arch Lobby Rehabilitation	y		1,087,107		178,458		178,458		255,515		831,592	
JNEM Signage Project 2016	у		590,000		25,404		25,404		25,404		564,596	
Arch Ticketing Upgrade	у		400,000		2,500		10,000		384,289		15,711	
JNEM Rail Station Improvements	Z		359,612		-		-		97,457		262,155	
Professional Services to NPS			225,000		8,873		8,873		8,873		216,127	
Gateway Arch Furnishings			156,000		-		-		-		156,000	
PGAV - Arch Welcoming Portal	_		44,000						13,238		30,762	
Total Active Projects	_	\$	15,358,083	\$	1,364,959	\$	2,267,710	\$	7,842,205	\$	7,515,878	

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















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Six Months Ended December 31, 2016

Fast Facts

On December 12, Julian Castro, Secretary of the U.S. Department of Housing and Urban Development visited Metro's North County Transit Center (NCTC) in Ferguson, Missouri. Secretary Castro was welcomed by John Nations, CEO of Bi-State Development and Ray Friem, Executive Director of Metro transit. Secretary Castro praised BSD for its newest investment in the North County and stressed the importance of capital investments to ensure full potential economic advancement and growth.

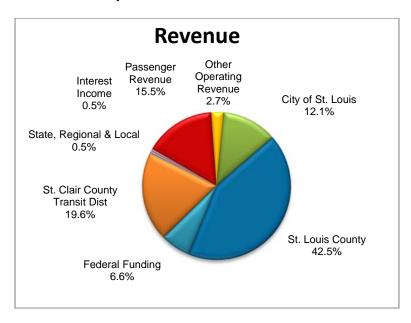
Federal Transportation Administration Acting Administrator Carolyn Flowers cited the St. Louis region as a model of efficiency that expands transportation options and opportunities for residents during a recent visit to the region. Administrator Flower's tour included the Civic Center Transit Center in downtown St. Louis, which is under construction. When completed, the new facility will provide 18 MetroBus bays, two Metro Call-A-Ride paratransit bays and an accommodation area for 60-foot articulated buses. Ms. Flowers also toured the newly completed Leonor K. Sullivan Boulevard. The road construction beneath the Gateway Arch raised the street level two feet which will minimize Mississippi River flooding on the St. Louis Riverfront.

Financial Data

Income before depreciation for the six months ended December 31, 2016 was \$9.1 million. Compared to budget, revenue was down 5.1% and total expenses are favorable 10.5%.

Revenue

The chart illustrates the relative importance of each revenue source in fiscal year 2017.



Passenger Revenue of \$22.7 million is 15.0% less than budget and 11.2% less than prior year due to ridership decline.

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

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

Six Months Ended December 31, 2016

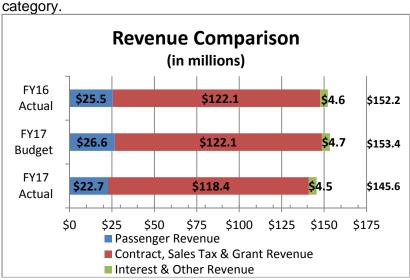
Contract, Sales Tax & Grant Revenue

Combined St. Louis City and County sales tax used in operations by Bi-State Development was down 2.6% from fiscal year 2016 actual. Sales taxes are remitted to Bi-State Development from the local Missouri jurisdictions in return for services provided.

St. Clair County Transit District payment of \$28.6 million is 10.1% greater than budget and 2.0% greater than prior year. St. Clair County contracts for service and pays 100% of the cost.

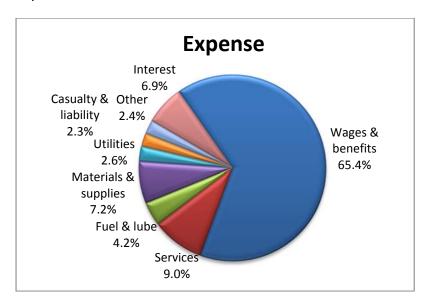
Federal funding of \$9.5 million includes federal vehicle maintenance funds of \$8.0 million.

The chart below reports revenue trends in each major revenue



Expense

The chart below illustrates the relative significance of each expense in FY 2017.



Wages and benefits of \$89.2 million are 4.1% 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 \$12.3 million are 30.4% favorable to budget as a result of less than anticipated maintenance and custodial expenses.

Fuel and lube consumed is \$5.7 million or 19.6% favorable to budget mainly due to lower diesel prices.

Six Months Ended December 31, 2016

Materials and supplies expenditures of \$9.9 million are 25.1% favorable to budget primarily due to less than anticipated equipment and repair parts and ticket stock spending.

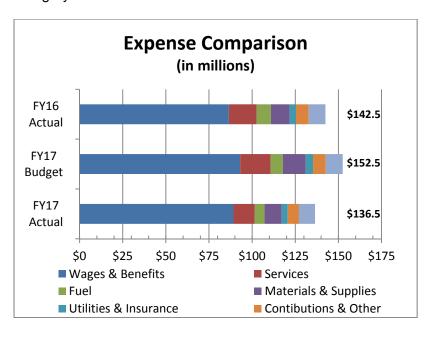
Utilities are favorable to budget by \$743.6 thousand or 17.3% as a result of lower than budgeted natural gas prices and less electricity usage.

Casualty & liability expense is \$713.2 thousand or 30.1% unfavorable to budget due to higher than expected self-insured claims that include MetroBus and MetroLink related accidents.

Other operating expense is favorable to budget by 33.6% due to lower than budgeted agency fees and travel and meetings expense.

Interest expense of \$9.4 million is 4.6% favorable to budget. The acceleration of debt lowers interest expense to BSD.

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



Six Months Ended December 31, 2016

Performance Data

Passenger boardings for the second quarter fiscal year 2017 are 7.7% below fiscal year 2016 and 13.2% below fiscal year 2015. The decrease from fiscal year 2016 for MetroBus is 9.2%, MetroLink is 5.3% and Call-A-Ride is 4.0%.

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 was historically Metro's highest service area.

Passenger Boardings											
(in millions – YTD)											
	FY 2017	FY 2016	FY 2015								
MetroBus	13.29	14.64	15.52								
MetroLink	7.75	8.18	8.74								
Call-A-Ride	<u>0.28</u>	<u>0.29</u>	029								
Total System	21.32	23.11	24.55								

Metro
Quarterly Statement of Net Position
December 31, 2016
(unaudited)

		Curre	ent			Pric	or Year			
_	Current Period	Prior Period		Dollar Change	Percent Change		Prior Year		Dollar Change	Percent Change
Assets										
Current assets										
Cash \$	89,730,502	\$ 115,646,176	\$	(25,915,674)	(22.4)	\$	98,782,038	\$	(9,051,536)	(9.2)
Investments	136,235,672	128,333,364	1	7,902,308	6.2		122,069,026		14,166,646	11.6
Accounts and notes receivable	4,114,886	5,017,683	3	(902,797)	(18.0)		7,686,124		(3,571,238)	(46.5)
Interfund accounts receivable	1,517,906	2,066,651		(548,745)	(26.6)		1,092,979		424,927	38.9
Restricted accounts receivable	402,570	254,822	2	147,748	58.0		111,361		291,209	261.5
Federal, state and local										
assistance receivable	30,007,838	22,011,091		7,996,747	36.3		40,624,427		(10,616,589)	(26.1)
Materials and supplies inventory	9,419,284	9,173,551		245,733	2.7		8,930,795		488,489	5.5
Other current assets	3,752,510	2,603,651	<u> </u>	1,148,859	44.1		2,929,017		823,493	28.1
Total current assets	275,181,168	285,106,989)	(9,925,821)	(3.5)		282,225,767		(7,044,599)	(2.5)
Capital assets										
Capital assets - motorbus	377,040,279	376,679,520)	360,759	0.1		365,505,813		11,534,466	3.2
Capital assets - paratransit	18,404,777	18,234,913		169,864	0.9		18,230,491		174,286	1.0
	1,603,534,611	1,603,295,396		239,215	-		1,549,191,314		54,343,297	3.5
	1,998,979,667	1,998,209,829		769,838	_	-	1,932,927,618		66,052,049	3.4
	1,149,921,880)	(1,131,567,235		(18,354,645)	(1.6)		(1,078,845,236)		(71,076,644)	(6.6)
Total capital assets, net	849,057,787	866,642,594		(17,584,807)	(2.0)		854,082,382		(5,024,595)	(0.6)
Land	97,199,286	97,199,286	3	-	_		96,207,291		991,995	1.0
Construction-in-process	42,746,866	33,830,659		8,916,207	26.4		74,685,856		(31,938,990)	(42.8)
Total capital assets	989,003,939	997,672,539)	(8,668,600)	(0.9)		1,024,975,529		(35,971,590)	(3.5)
Non-current assets										
Restricted investments	100,736,305	99,182,488	3	1,553,817	1.6		94,568,092		6,168,213	6.5
Other non-current assets, net amort	563,199	128,029		435,170	339.9		158,400		404,799	255.6
Total non-current assets	101,299,504	99,310,517		1,988,987	2.0		94,726,492		6,573,012	6.9
	1,365,484,611	1,382,090,045		(16,605,434)	(1.2)		1,401,927,788		(36,443,177)	(2.6)
	.,000,101,011	.,002,000,010		(10,000,101)	()	_	.,,		(00,110,111)	(2.0)
Deferred outflow of resources	00 000 000	00 505 540		(4 500 000)	(7.4)		0.400.500		40 000 000	000.0
Deferred pension loss	20,988,886	22,585,549		(1,596,663)	(7.1)		2,128,588		18,860,298	886.0
Deferred pension expense	2,165,753	2,165,753		-	-		2,113,257		52,496	2.5
Deferred loss on hedging instruments		58,906		(58,906)	(100.0)		4,647,842		(4,647,842)	(100.0)
Deferred loss on debt refunding	3,000,391	3,104,389		(103,998)	(3.4)		3,422,726		(422,335)	(12.3)
Total deferred outflow of resources	26,155,030	27,914,597	<u> </u>	(1,759,567)	(6.3)		12,312,413		13,842,617	112.4
Total \$	1,391,639,641	\$ 1,410,004,642	2 \$	(18,365,001)	(1.3)	\$	1,414,240,201	\$	(22,600,560)	(1.6)

Metro
Quarterly Statement of Net Position
December 31, 2016
(unaudited)

		Current	t		Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Liabilities							
Current liabilities Accounts payable Interfund accounts payable Accrued expenses Other current liabilities	\$ 4,115,964 8,851,892 18,512,901 23,253,465	\$ 4,197,468 11,939,744 17,621,091 24,751,180	\$ (81,504) (3,087,852) 891,810 (1,497,715)	(1.9) (25.9) 5.1 (6.1)	\$ 5,412,305 1,231,699 17,989,580 32,604,335	\$ (1,296,341) 7,620,193 523,321 (9,350,870)	(24.0) 618.7 2.9 (28.7)
Total current liabilities	54,734,222	58,509,483	(3,775,261)	(6.5)	57,237,919	(2,503,697)	(4.4)
Current liab payable from restricted assets Accounts payable and retention Accrued interest payable Short-term insurance Current portion of long-term debt Total current liabilities payable from restricted assets	1,495,688 5,240,322 140,487 8,275,000	1,373,393 10,638,244 140,487 7,880,000 20,032,124	122,295 (5,397,922) - 395,000 (4,880,627)	8.9 (50.7) - 5.0 (24.4)	3,215,017 5,319,106 9,405,964 7,880,000 25,820,087	(1,719,329) (78,784) (9,265,477) 395,000 (10,668,590)	(53.5) (1.5) (98.5) 5.0 (41.3)
Total current liabilities	69,885,719	78,541,607	(8,655,888)	(11.0)	83,058,006	(13,172,287)	(15.9)
Non-current liabilities Other post-employment benefits Long-term insurance Long-term debt Capital lease obligations Unfunded pension liabilities Other non-current liabilities	51,865,779 - 536,128,579 100,736,307 109,962,458 7,063,874	51,434,568 - 544,987,206 99,182,490 109,962,458 7,085,816	431,211 - (8,858,627) 1,553,817 - (21,942)	0.8 n/a (1.6) 1.6	52,331,820 6,376,564 546,850,521 94,553,120 87,751,871 6,625,923	(466,041) (6,376,564) (10,721,942) 6,183,187 22,210,587 437,951	(0.9) (100.0) (2.0) 6.5 25.3 6.6
Total non-current liabilities	805,756,997	812,652,538	(6,895,541)	(0.8)	794,489,819	11,267,178	1.4
Total liabilities	875,642,716	891,194,145	(15,551,429)	(1.7)	877,547,825	(1,905,109)	(0.2)
Deferred Inflow of Resources Deferred gain on hedging instruments Deferred pension gain salaried Total deferred inflow of resources	1,515,477 372,638 1,888,115	411,190 411,190	1,515,477 (38,552) 1,476,925	n/a (9.4) 359.2		1,515,477 372,638 1,888,115	n/a n/a n/a
	1,000,113	411,190	1,470,925	339.2		1,000,113	II/a
Net Position Net position - capital investments Net position Net income (loss)	504,416,862 37,754,416 (28,062,468)	546,768,025 (16,793,429) (11,575,289)	(42,351,163) 54,547,845 (16,487,179)	(7.7) 324.8 (142.4)	1,084,375,565 (521,956,600) (25,726,589)	(579,958,703) 559,711,016 (2,335,879)	(53.5) 107.2 (9.1)
Total net position	514,108,810	518,399,307	(4,290,497)	(8.0)	536,692,376	(22,583,566)	(4.2)
Total	\$ 1,391,639,641	\$ 1,410,004,642	\$ (18,365,001)	(1.3)	\$ 1,414,240,201	\$ (22,600,560)	(1.6)

Metro Statement of Revenues, Expenses and Income (Loss)
For the Quarter Ended December 31, 2016
(unaudited)

			Current			Year to Date							
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year			
Revenue													
Passenger revenue	\$ 10,865,311	\$ 12,589,238	\$ (1,723,927)	(13.7)	\$ 12,081,022	\$ 22,661,6	94 \$ 26,647,792	\$ (3,986,098)	(15.0)	\$ 25,512,372			
City of St. Louis 1	8,431,083	8,561,167	(130,084)	(1.5)	8,541,635	17,660,4	19,009,714	(1,349,301)	(7.1)	17,785,724			
St. Louis County 1	29,364,160	26,277,676	3,086,484	11.7	30,553,141	61,903,8	39 65,667,282	(3,763,443)	(5.7)	63,892,292			
St. Clair County Transit District 1	14,063,239	12,971,158	1,092,081	8.4	14,599,415	28,550,7	61 25,942,315		10.1	28,000,579			
State of Missouri and Illinois 1	215,651	525,389	(309,738)	(59.0)	339,031	570,5	46 1,050,777	(480,231)	(45.7)	720,367			
Federal funding ¹	5,426,137	4,994,849	431,288	8.6	5,510,337	9,538,6	49 9,989,698	(451,049)	(4.5)	10,987,010			
Other local/regional funding 1	81,284	202,500	(121,216)	(59.9)	369,039	165,7	52 405,000		(59.1)	734,432			
Contributions	-	10,000	(10,000)	(100.0)			- 20,000		(100.0)	· -			
Advertising, maint services, rental income	1,750,622	2,082,392	(331,770)	(15.9)	1,729,353	3,876,3	27 4,343,588	(467,261)	(10.8)	3,625,306			
Other revenue	-	625	(625)	(100.0)	603,587	-,,-	- 1,250	\ , ,	(100.0)	296,573			
Interest income	471,371	196,760	274,611	139.6	499,038	677,8	21 349,215	* ' '	94.1	671,001			
Total revenue	70,668,858	68,411,754	2,257,104	3.3	74,825,598	145,605,8	02 153,426,631	(7,820,829)	(5.1)	152,225,656			
Expense													
Wages and benefits 1	44,479,939	45,796,666	1,316,727	2.9	43,890,099	89,217,6	47 93,039,751	3,822,104	4.1	86,543,172			
Services	6,332,548	8,350,409	2,017,861	24.2	7,319,275	12,311,4	20 17,679,756		30.4	16,116,401			
Fuel and lube consumed	2,560,114	3,479,843	919,729	26.4	3,926,511	5,695,4	7,080,013	1,384,530	19.6	8,184,928			
Materials and supplies	4,982,746	6,638,313	1,655,567	24.9	5,575,242	9,897,4	58 13,210,465	3,313,007	25.1	10,884,366			
Utilities	1,542,832	2,094,031	551,199	26.3	1,748,892	3,548,8	91 4,292,529	743,638	17.3	3,720,898			
Casualty and liability costs	1,638,093	1,184,829	(453,264)	(38.3)	1,222,881	3,083,5	38 2,370,371	(713,217)	(30.1)	3,284,546			
Other expenses	1,644,964	2,194,073	549,109	25.0	1,783,923	2,891,2	27 4,353,162	1,461,935	33.6	3,427,946			
Interest expense	4,668,757	4,917,963	249,206	5.1	4,689,588	9,378,6	58 9,835,925	457,267	4.6	9,686,283			
Contribution to outside entities	136,200	313,608	177,408	56.6	300,250	237,9	12 627,216	389,304	62.1	628,422			
Other non-operating expense	596,753	-	(596,753)	-	-	212,7	03 -	(212,703)	-	-			
Total expense	68,582,946	74,969,735	6,386,789	8.5	70,456,661	136,474,9	152,489,188	16,014,201	10.5	142,476,962			
Income (loss) before depreciation	2,085,912	(6,557,981)	8,643,893	131.8	4,368,937	9,130,8	15 937,443	8,193,372	874.0	9,748,694			
Depreciation and amortization expense	18,361,473	18,349,113	(12,360)	(0.1)	17,702,514	36,776,6	36,698,226	(78,406)	(0.2)	35,475,910			
Net income (loss) before transfers	(16,275,561)	(24,907,094)	8,631,533	34.7	(13,333,577)	(27,645,8	17) (35,760,783	8,114,966	22.7	(25,727,216)			
Net transfers in (out)	(211,618)		(211,618)	-		(416,6	51)	(416,651)	-	627			
Net income (loss)	\$ (16,487,179)	\$ (24,907,094)	\$ 8,419,915	33.8	\$ (13,333,577)	\$ (28,062,4	§ (35,760,783)) \$ 7,698,315	21.5	\$ (25,726,589)			

¹ - Detailed schedule included.

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

			Current			Year to Date							
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year			
Contract, sales tax and grant revenue Missouri assistance													
City of St. Louis 1/2 cent	\$ 3,780,324	\$ 4,799,081	\$ (1,018,757)	(21.2)	\$ 4,613,315	\$ 8,399,018	\$ 10,502,461	\$ (2,103,443)	(20.0)	\$ 9,641,654			
City of St. Louis 1/4 cent	2,190,911	2,050,111	140,800	` 6.9 [´]	2,177,592	4,575,632	4,685,481	(109,849)	(2.3)	4,530,972			
City of St. Louis Prop M2 (1/4 cent)	2,459,848	1,711,975	747,873	43.7	1,750,728	4,685,763	3,821,772	863,991	22.6	3,613,098			
Total City of St. Louis	8,431,083	8,561,167	(130,084)	(1.5)	8,541,635	17,660,413	19,009,714	(1,349,301)	(7.1)	17,785,724			
St. Louis County 1/2 cent	1,864,347	9,124,616	(7,260,269)	(79.6)	9,892,834	4,152,265	21,182,509	(17,030,244)	(80.4)	20,719,373			
St. Louis County 1/4 cent	8,611,457	7,962,914	648,543	8.1	8,581,370	18,325,077	18,542,926	(217,849)	(1.2)	18,077,197			
St. Louis County Prop A (1/2 cent)	18,888,356	9,190,146	9,698,210	105.5	12,078,937	39,426,497	25,941,847	13,484,650	52.0	25,095,722			
Total St. Louis County	29,364,160	26,277,676	3,086,484	11.7	30,553,141	61,903,839	65,667,282	(3,763,443)	(5.7)	63,892,292			
East-West Gateway Council of Govts.	40,000	40,000	-	-	40,000	80,000	80,000	-	-	80,000			
Non-capital projects and other	41,284	162,500	(121,216)	(74.6)	329,039	85,752	325,000	(239,248)	(73.6)	654,432			
Total other local	81,284	202,500	(121,216)	(59.9)	369,039	165,752	405,000	(239,248)	(59.1)	734,432			
State of Missouri	206,118	117,228	88,890	75.8	275,512	564,423	234,456	329,967	140.7	275,512			
Total State of Missouri	206,118	117,228	88,890	75.8	275,512	564,423	234,456	329,967	140.7	275,512			
Total Missouri assistance	38,082,645	35,158,571	2,924,074	8.3	39,739,327	80,294,427	85,316,452	(5,022,025)	(5.9)	82,687,960			
Illinois assistance													
St. Clair Transit District	14,063,239	12,971,158	1,092,081	8.4	14,599,415	28,550,761	25,942,315	2,608,446	10.1	28,000,579			
State of Illinois	9,533	408,161	(398,628)	(97.7)	63,519	6,123		(810,198)	(99.2)	444,855			
Total Illinois assistance	14,072,772	13,379,319	693,453	5.2	14,662,934	28,556,884	26,758,636	1,798,248	6.7	28,445,434			
Total local and state assistance	52,155,417	48,537,890	3,617,527	7.5	54,402,261	108,851,311	112,075,088	(3,223,777)	(2.9)	111,133,394			
Federal assistance													
Vehicle maintenance	4,000,000	4,000,000	-	-	4,000,000	8,000,000	8,000,000	-	-	8,000,000			
Non-capital grants (i.e. JARC)	1,426,137	994,849	431,288	43.4	1,510,337	1,538,649	1,989,698	(451,049)	(22.7)	2,987,010			
Total federal assistance	5,426,137	4,994,849	431,288	8.6	5,510,337	9,538,649	9,989,698	(451,049)	(4.5)	10,987,010			
Total contract, sales tax and grant revenue	\$ 57,581,554	\$ 53,532,739	\$ 4,048,815	7.6	\$ 59,912,598	\$ 118,389,960	\$ 122,064,786	\$ (3,674,826)	(3.0)	\$ 122,120,404			

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

			Current			Year to Date						
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year		
Personnel expense												
Wages	\$ 30,036,247	\$ 31,471,911	\$ 1,435,664	4.6	\$ 30,669,079	\$ 60,473,884	\$ 64,181,911	\$ 3,708,027	5.8	\$ 59,813,438		
Company paid benefits												
Payroll related taxes and insurance												
FICA	2,099,167	2,380,555	281,388	11.8	2,080,677	4,245,572	4,856,166	610,594	12.6	4,135,492		
Unemployment insurance	11,174	15,585	4,411	28.3	13,837	31,175	38,163	6,988	18.3	34,198		
Worker's compensation insurance	1,074,419	941,207	(133,212)	(14.2)	1,067,610	2,091,421	1,929,386	(162,035)	(8.4)	1,923,369		
Health and welfare												
Medical	5,465,699	6,567,532	1,101,833	16.8	5,995,405	10,904,673	13,186,394	2,281,721	17.3	12,220,557		
Dental	143,228	142,278	(950)	(0.7)	124,647	300,451	285,883	(14,568)	(5.1)	267,664		
Other post employment benefits	431,211	399,261	(31,950)	(8.0)	144,815	861,763	801,325	(60,438)	(7.5)	724,082		
Life insurance / AD&D	156,372	128,482	(27,890)	(21.7)	124,319	271,100	257,429	(13,671)	(5.3)	234,902		
Short and long term disability	40,262	50,888	10,626	20.9	63,394	123,949	101,777	(22,172)	(21.8)	128,203		
FMLA administration expense	5,330	14,597	9,267	63.5	15,070	21,175	29,338	8,163	27.8	31,369		
EAP expense	8,942	9,076	134	1.5	8,303	18,693	18,234	(459)	(2.5)	17,206		
Retirement												
Pension expense	4,570,622	3,041,552	(1,529,070)	(50.3)	3,141,097	8,996,631	6,114,310	(2,882,321)	(47.1)	6,113,491		
401 K contributions	315,090	504,460	189,370	37.5	311,644	691,769	1,008,919	317,150	31.4	613,259		
Other												
Uniform allowance	228,183	224,468	(3,715)	(1.7)	202,915	393,156	420,889	27,733	6.6	410,212		
Miscellaneous benefits	717	5,473	4,756	86.9	648	9,442	10,945	1,503	13.7	8,337		
Benefit costs applied to capital projects	(106,724)	(100,659)	6,065	6.0	(73,361)	(217,207)	(201,318)	15,889	7.9	(132,607)		
Total company paid benefits	14,443,692	14,324,755	(118,937)	(0.8)	13,221,020	28,743,763	28,857,840	114,077	0.4	26,729,734		
Total wages and benefits	\$ 44,479,939	\$ 45,796,666	\$ 1,316,727	2.9	\$ 43,890,099	\$ 89,217,647	\$ 93,039,751	\$ 3,822,104	4.1	\$ 86,543,172		

Metro
Cash Receipts and Disbursements Schedule
For the Quarter Ended December 31, 2016
(unaudited)

	Total	Revenue Fund	Operating Fund	Internally Restricted Fund	Prop M Fund	Prop A Fund	Sales Tax Capital Fund	Commodity Funds	Insurance Funds	Other Restricted Funds
Balance October 1, 2016 Cash & Investments	\$ 159,459,188	\$ 844,397	\$ 26,282,780	\$ 15,723,774	\$ 44,990,729	\$ 25,159,408	\$ 19,099,753	\$ 4,387,416	\$ 13,506,873	\$ 9,464,058
Add:										
Passenger Fares	12,196,562	12,135,220	61,342	-	-	-	-	-	-	-
City of St. Louis	22,157,598	-	22,157,598	-	-	-	-	-	-	-
St. Louis County	46,006,772	-	46,006,772	-	-	-	-	-	-	-
St. Clair County	14,361,838	-	14,361,838	-	-	-	-	-	-	-
FTA	5,025,559	-	5,025,559	-	-	-	-	-	-	-
All Other	9,045,306		8,839,183	25,507	67,234	42,237	49,454	-	18,741	2,950
Cash Receipts	108,793,635	12,135,220	96,452,292	25,507	67,234	42,237	49,454	-	18,741	2,950
Interfund Transfers		(11,700,000)	(2,215,171)	-	6,665,774	5,114,510	(111,961)	-	2,247,510	(660)
Less:										
Cash Disbursements	(82,869,396)		(75,436,649)	-	(187,244)	-	(576)	(364,540)	(6,343,749)	(536,638)
Balance December 31, 2016 Cash & Investments	185,383,429	1,279,617	45,083,252	15,749,281	51,536,493	30,316,155	19,036,670	4,022,876	9,429,375	8,929,710
Less: Pre-Encumbrances & Restrictions										
Local Match - Approved Grants	35,496,189	-	_	_	33,413,961	_	2,082,227	_	_	-
- Grant Applications	9,754,548	-	-	_	9,754,548	_	-,002,22.	-	-	-
- Long Range Capital Programs (1)	25,322,426	-	-	_	8,367,984	_	16,954,443	-	-	-
SIR Worker Comp Pledged Funds Other Restrictions	2,405,000 112,405,266	- 1,279,617	45,083,252	- 15,749,281	-	30,316,155	-	4,022,876	2,405,000 7,024,375	- 8,929,710
Total Restrictions	185,383,429	1,279,617	45,083,252	15,749,281	51,536,493	30,316,155	19,036,670	4,022,876	9,429,375	8,929,710
Unencumbered Cash & Investments	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -

⁽¹⁾ Restricted to finance obligations.

Metro
Cross County Metrolink Debt
Cash Receipts and Disbursements Schedule
For the Quarter Ended December 31, 2016

(unaudited)

	\$ Total Trustee Statements	Revenue Funds		Debt Service Funds		kpense Funds	Debt Service Reserve Funds		
Balance at October 1, 2016 Cash & investments	\$ 84,532,587	\$	32,974,838	\$	18,518,245	\$ 71,492	\$	32,968,012	
Add cash receipts:									
St. Louis County sales tax - Prop M	10,238,516		10,238,516		-	-		-	
St. Louis County sales tax - Prop A	20,454,258		20,454,258		-	-		-	
St. Louis City sales tax - Prop M	2,459,848		2,459,848		-	-		-	
St. Louis City sales tax - Prop M2	2,459,848		2,459,848		-	-		-	
Realized gain/(loss)	11,487		-		-	-		11,487	
Interest received	 237,303		7,253		3,969	 54		226,027	
Total cash receipts	35,861,260		35,619,723		3,969	54		237,514	
Less fund disbursements:									
Debt service - Series 2009	(2,383,988)		_		(2,383,988)	-		_	
Debt service - Series 2013A	(7,547,756)		-		(7,547,756)	-		-	
Debt service - Series 2013B	(706,500)		-		(706,500)	-		-	
Debt Principal - Series 2013A	(7,880,000)		-		(7,880,000)	-		-	
Expenses/Professional service fees	(3,400)		-		-	(3,400)		-	
Prop M/Prop A to Metro	(61,289,458)		(61,289,458)		-	-		-	
Total disbursements	(79,811,102)		(61,289,458)		(18,518,244)	(3,400)		-	
Interfund transfers:									
Transfer to General Revenue Fund	 		(7,305,103)		7,305,103	-			
Total interfund transfers	-		(7,305,103)		7,305,103	-		-	
Balance at December 31, 2016	 					 			
Cash & investments	\$ 40,582,745	\$	-	\$	7,309,073	\$ 68,146	\$	33,205,526	

Metro Transit Statement of Cash Flows For the Six Months Ended December 31, 2016 (unaudited)

Cash flows from operating activities	_		Supplemental disclosure of cash flow information		
Receipts from customers	\$	24,290,638			
Payments to employees		(90,044,114)	Noncash Activities:	•	0.000.050
Payments to vendors		(37,860,339)	Interest received on capital lease	\$	3,092,653
Payments for self-insurance		(18,632,506)	Interest accrued on capital lease		(3,077,679)
Receipts (payments) from inter-fund activity		7,734,348	Capital tower lease interest amortization		(23,057)
Net cash provided by (used in)			Changes in Unfunded Pension Liability Changes in Unrealized Loss on Fuel Hedge		3,116,226 2,144,037
operating activities		(114,511,973)	Gain on disposal of fixed assets		3,368
operating activities	-	(114,511,575)	Deferred Loss Amortization		210,201
			Discounts on bonds		(889)
Cash flows from non capital financing activities			Premium on bonds		7,530
Operating assistance received		123,902,827	Deferred charges		4,561
Contributions to outside entities		(237,912)	· ·		
Net transfers		(416,651)			
Nonoperating contributions		(216,071)			
Training continuations		(2:0,0::)			
Net cash provided by (used in)					
non capital financing activities		123,032,193			
Cash flows from capital and related financing activities		(47.4.47.500)			
Acquisitions of capital assets		(17,147,506)			
Payments of long-term debt Interest Paid		(7,880,000) (10,638,244)			
		. , , ,			
Contributed capital		21,979,694			
Cash flows from capital and					
related financing activities		(13,686,056)			
		<u> </u>			
Cash flows from investing activities		(07.400.574)			
Purchases of investments		(37,439,571)			
Proceeds from sale of investments		51,932,957			
Interest received		670,292			
Net cash provided by (used in)					
investing activities		15,163,678			
g uon moo		.0,.00,0.0			
Net increase (decrease) in cash					
and cash equivalents		9,997,842			
Cash and cash equivalents, beginning of year		04 410 424			
Cash and Cash equivalents, beginning or year		94,410,431			
Cash and cash equivalents, year to date	\$	104,408,273			

Metro
Schedule of Aged Receivables - Invoiced
December 31, 2016
(unaudited)

		ess than 30 days	 31-60 days	 61-90 days	91-180 days	 181-360 days	3	Over 61 days	 Total
Due from TMA Customers	\$	489,523	\$ 328	\$ 46,626	\$ 13,233	\$ 39,395	\$	28,454	\$ 617,559
Due from Call-A-Ride		159,971	172,224	967	324	-		-	333,486
Due from Advertising (Marketing)		-	-	-	-	-		-	-
Due from Leases and Rents		73,982	1,997	40	52,740	113		-	128,872
Due from Auxiliary Services/Others		5,079,833	177,578	-	-	-		273,246	5,530,657
Due from Grants (Accounting)		5,876,379	570,953	939,802	263,051	120,174		81,948	7,852,307
Due from Passes		181,227	798	 26,004	 8,894	 52,392			269,315
Total	\$ 1	11,860,915	\$ 923,878	\$ 1,013,439	\$ 338,242	\$ 212,074	\$	383,648	\$ 14,732,196

Metro
Capital Expenditures for Active Projects
For the Quarter Ended December 31, 2016
(unaudited)

Desci	ription		Budget		Current	Yea	r-To-Date	L	ife-To-Date		Balance
Proje	oct #										
0034	Van Procurement FY04-FY08 (X204) 2	\$	2,740,824	\$	-	\$	19,400	\$	2,739,871	\$	953
1237	CAR Van Replacement FY07	•	2,975,815	•	-	*	-	*	2,913,172	*	62,643
1279	Fare Collection System Upgrade/Replacement (06 Earmark)		31,584,490		200,639		1,029,568		26,049,389		5,535,101
1361	Radio System CAD/AVL		23,857,144		2,849,199		3,536,895		13,995,867		9,861,277
1530	Eads Bridge Rehab ARRA		25,338,774		-		-		25,338,774		-
1574	CAR Van Replacement		8,650,165		5,600		12,740		7,145,048		1,505,117
1666	Slope Stabilization	Z	4,097,297		-		-		4,088,949		8,348
1668	Embankment Erosion	Z	3,223,073		33,523		38,460		611,730		2,611,343
1708	Feeder Wire/Water Mitigation MO12	Z	1,058,564		-		-		708,420		350,144
1717	Non-Revenue Vehicles FY12 MO		1,734,811		217,494		217,494		1,734,811		-
1722	Missouri Slopes Stability	Z	1,144,600		386		386		810,355		334,245
1723	MO OCS Wire Rehab	Z	1,663,664		2,377		16,743		1,654,906		8,758
1734	EADS Bridge Rehab Phase II		29,708,943		62,709		337,907		17,797,893		11,911,050
1739	Downtown Transfer Center		10,497,420		1,563,451		2,671,964		4,237,769		6,259,651
1755	IT Systems Upgrade Yr 2 - FY13		1,425,750		10,485		11,256		586,707		839,043
1756	North County Transit Center		10,290,000		(13,371)		24,725		10,133,459		156,541
1817	Radio System Tower Sites		6,555,992		94,511		94,511		3,705,050		2,850,942
1844	Tactile Warning Strip Phase II	Z	1,547,254		-		-		1,025,066		522,188
1845	MOW SGR Inventory-Database Development		1,037,955		184		184		1,031,056		6,899
1848	Articulated Buses		11,441,280		-		-		6,490,426		4,950,854
1855	Arch Bike Trail	Z	1,105,000		700,000		715,289		996,548		108,452
1860	Bus Procurement Duluth		20,911,804		-		-		20,910,583		1,221
1862	North County Transit Phase II		2,200,481		-		11,535		1,664,683		535,798

Metro
Capital Expenditures for Active Projects
For the Quarter Ended December 31, 2016
(unaudited)

Desc	ription		Budget	(Current	Year-To-Date	L	ife-To-Date	Balance
Proje	ects continued								
1863	Bus Procurement Duluth II	\$	11,263,734	\$	-	\$ -	\$	10,893,680	\$ 370,054
1869	Phase 1 Audio Frequency Circuit		3,101,678		199,030	1,016,757		1,370,491	1,731,187
1875	Rail Tie Replace Year 3	Z	1,927,270		-	-		1,927,270	-
1885	TOI Operation Management Software		2,859,367		40,064	60,987		667,944	2,191,423
1887	TOI Transit Business Intellegence		1,031,572		-	-		-	1,031,572
1905	Buses - FY13 CMAQ		18,565,431		-	-		18,206,956	358,475
1937	Innovative High School Career	Z	2,129,435		-	-		-	2,129,435
1941	Duluth Piggyback III 40'		12,698,501		2,092	2,092		12,353,835	344,666
1955	Spruce Street Bridge		7,549,171		176,507	743,976		6,453,540	1,095,631
1959	Z-Gate Ped Barriers & Fence		1,257,938		-	(3,199)		289,785	968,153
1960	Rail ROW Repairs-MP 0-15.4 MO		1,905,200		-	-		66,474	1,838,726
1962	Elevator Rehab - 8 Units - MO		2,749,100		2,488	13,394		154,519	2,594,581
1973	Portable Bus Lifting System - MO		1,004,619		-	-		535,965	468,654
1983	DC to AC Rail Car Upgrades		22,500,000		-	-		-	22,500,000
1988	Ewing Wall Rehabilitation		10,037,743		1,114,514	3,807,642		4,714,990	5,322,753
1991	Financial Report-Budget Software		1,056,763		17,000	17,000		144,000	912,763
1997	IL Bus Facility Rehabilitation		1,850,692		149,178	553,869		568,719	1,281,973
2000	Administrative Facility		1,604,600		85,441	85,441		1,108,046	496,554
2020	Feeder Wire-Water Mitigation	Z	1,644,372		-	2,334		874,434	769,938
2021	Bus Northwest Connector	Z	2,355,536		-	-		-	2,355,536
2030	FY15 100% 7 SCCTD Buses		2,076,050		-	-		2,069,685	6,365
2035	Mobile Data Terminal		1,050,000		-	-		-	1,050,000
2053	Buses (4) FY15 Formula		1,856,000		-	-		-	1,856,000
2054	Call-A-Ride Vans (7) FY15		2,161,300		509,592	509,592		509,592	1,651,708

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

Description	Budget		Current	Year-To-Date	ate Life-To-Date		Balance	
Projects continued	_		_			_		
2057 Non-Rev Vehicles (16) MO FY14	;	\$ 1,146,145	\$ -	\$ -	\$	-	\$	1,146,145
2060 Boyle Street ML Station		12,998,985	912,179	1,002,811		1,046,161		11,952,824
2061 CWE ML Station Rehab		1,544,046	6,492	6,620		6,620		1,537,426
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		4,018,076	-	-		-		4,018,076
2081 Convention Center Escalator FY15 SGR		1,103,500	-	-		-		1,103,500
2094 CAR Vans (7) FY14 Fed Formula		1,479,456	849,320	849,320		849,320		630,136
2108 Buses (8) IDOT Reimburse SCCTD		3,792,738	-	-		-		3,792,738
2109 Union Station Tunnel		5,300,000	8,839	22,628		22,885		5,277,115
2113 TAM-EAM System Development		1,411,147	-	-		-		1,411,147
2116 FY16 Preventive Maintenance	z	20,000,000	-	20,000,000		20,000,000		-
2119 Buses - FY15 CMAQ		10,000,000	-	-		-		10,000,000
2122 Buses - FY16 Bus Facility		3,504,438	-	-		-		3,504,438
2125 CAR Van Replacement FY15 STP		1,000,000	-	-		-		1,000,000
All others	*z _	34,571,558	 1,197,264	2,693,541		14,000,770		20,570,788
Total Active Projects	<u>.</u>	\$ 433,756,844	\$ 10,997,187	\$ 40,123,862	\$	255,206,213	\$	178,550,631

 ^{* &}quot;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.

ST. LOUIS DOWNTOWN AIRPORT















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St. Louis Downtown Airport

Six Months Ended December 31, 2016

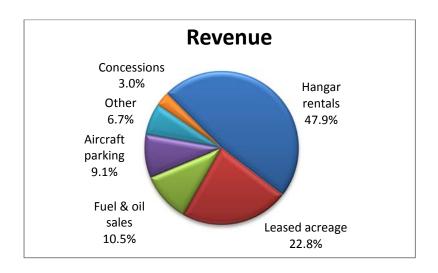
Fast Facts

In November, St. Louis Downtown Airport hosted first responders from agencies across the metro-east for mass casualty training. The training scenario was that of a 54 person jetliner which had crashed. The participating agencies included fire departments from Sauget, Dupo, Cahokia, and Camp Jackson as well as ambulance crews and ARCH helicopter teams. The training exercises are held every three years. The training scenarios included burning an artificial aircraft, college students mocking serious injuries and ambulances and crews preparing to treat triage patients.



Loss before depreciation was \$41.6 thousand. This result is unfavorable compared to a net income of \$44.2 thousand in the prior fiscal year.

Revenue decreased approximately \$7.6 thousand or 1.0% under prior year. Decreased revenue is due to lower Aviation sales flowage and concessions.



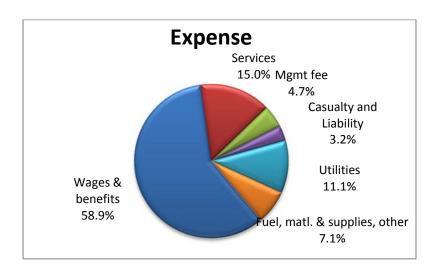
Total **Expense** is \$809.0 thousand. This is an increase of \$78.2 thousand and 10.7% over the prior year.

The increase year over year in total expense is related to **wages** and benefits and services. A Safety Management Specialist position was added to the Airport payroll in the fourth quarter of fiscal year 2016. The new position is reflected in the year over year increase in wages and benefits.

Services increased due to legal and consulting fees related to future airport initiatives.

St. Louis Downtown Airport

Six Months Ended December 31, 2016



Average based aircraft remains similar to prior year levels.

Aircraft movements increased 15.7% over the prior year while **fuel sales** decreased 10.5% over the prior year. Airport activity can vary because of the economy, weather conditions and special events.

Performance Data

Performance Indicators								
YTD	Fuel sales (gallons)	Aircraft movements	Avg. based aircraft					
FY17 Actual	837,098	57,578	320					
FY17 Budget	886,815	45,000	320					
FY16 Actual	935,229	46,722	329					

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

		Curren	Prior Year				
	Current Period	Prior Period	Dollar Change	Percent	Prior Year	Dollar	Percent
Assets	Period	Period	Change	Change	rear	Change	Change
7,000.0							
Current assets Cash Accounts and notes receivable Interfund accounts receivable	\$ 41,471 73,993 442,438	\$ 487,510 128,571 259,160	\$ (446,039) (54,578) 183,278	(91.5) (42.4) 70.7	\$ 683,497 71,879 43,888	\$ (642,026) 2,114 398,550	(93.9) 2.9 908.1
Materials and supplies inventory Other current assets	61,592 47,721	61,592 78,026	(30,305)	(38.8)	61,609 67,721	(17) (20,000)	(29.5)
Total current assets	667,215	1,014,859	(347,644)	(34.3)	928,594	(261,379)	(28.1)
Capital assets Capital assets Accumulated depreciation Total capital assets, net	52,803,944 (35,185,745) 17,618,199	52,803,944 (34,817,959) 17,985,985	(367,786) (367,786)	(1.1) (2.0)	52,728,214 (33,670,654) 19,057,560	75,730 (1,515,091) (1,439,361)	0.1 (4.5) (7.6)
Land Construction-in-process	4,542,564 54,408	4,542,564 48,404	6,004	12.4	4,542,564 144,887	(90,479)	(62.4)
Total capital assets	22,215,171	22,576,953	(361,782)	(1.6)	23,745,011	(1,529,840)	(6.4)
Non-current assets Deferred charges	17,138	13,275	3,863	29.1	16,653	485	2.9
Total non-current assets	17,138	13,275	3,863	29.1	16,653	485	2.9
Total assets	22,899,524	23,605,087	(705,563)	(3.0)	24,690,258	(1,790,734)	(7.3)
Total	\$ 22,899,524	\$ 23,605,087	\$ (705,563)	(3.0)	\$ 24,690,258	\$ (1,790,734)	(7.3)

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

		Curren	Prior Year				
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Liabilities							
Current liabilities							
Accounts payable	\$ 11,800	\$ 6,275	\$ 5,525	88.0	\$ 16,428	\$ (4,628)	(28.2)
Interfund accounts payable	73,480	422,738	(349,258)	(82.6)	92,872	(19,392)	(20.9)
Accrued expenses	65,200	65,200	-		54,800	10,400	19.0
Other current liabilities	8,806	7,484	1,322	17.7	2,257	6,549	290.2
Total current liabilities	159,286	501,697	(342,411)	(68.3)	166,357	(7,071)	(4.3)
Non-current liabilities							
Other post-employment benefits	281,496	279,323	2,173	0.8	350,727	(69,231)	(19.7)
Long-term insurance	27,154	27,154	-	-	28,991	(1,837)	(6.3)
Unfunded pension liabilities	153,620	153,620	. <u> </u>	-	183,752	(30,132)	(16.4)
Total non-current liabilities	462,270	460,097	2,173	0.5	563,470	(101,200)	(18.0)
Total liabilities	621,556	961,794	(340,238)	(35.4)	729,827	(108,271)	(14.8)
Net Position							
Net position - capital investments	22,236,321	22,604,107	(367,786)	(1.6)	32,880,637	(10,644,316)	(32.4)
Net position	825,505	452,047	373,458	82.6	(8,179,768)	9,005,273	110.1
Net income (loss)	(783,858)	(412,861)	(370,997)	(89.9)	(740,438)	(43,420)	(5.9)
Total net position	22,277,968	22,643,293	(365,325)	(1.6)	23,960,431	(1,682,463)	(7.0)
Total	\$ 22,899,524	\$ 23,605,087	\$ (705,563)	(3.0)	\$ 24,690,258	\$ (1,790,734)	(7.3)

St. Louis Downtown Airport Statement of Revenues, Expenses and Income (Loss) For the Quarter Ended December 31, 2016 (unaudited)

	Current				Year to Date						
			\$ Favorable	% Fav					\$ Favorable	•	
	Actual	Budget	(Unfavorable)	(Unfav)	Prior Year	-	Actual	Budget	(Unfavorable)	(Unfav)	Prior Year
Revenue											
Airport parking	\$ 34,798	\$ 34,853	\$ (55)	(0.2)	\$ 34,638		\$ 69,595	\$ 69,705	\$ (110)	(0.2)	\$ 69,475
Leased acreage	90,943	43,169	47,774	110.7	80,966		175,077	86,339	88,738	102.8	179,622
Hangar rental	185,661	202,553	(16,892)	(8.3)	173,872		368,522	405,106	(36,584)	(9.0)	322,954
Aviation sales flowage	41,409	44,341	(2,932)	(6.6)	44,025		80,493	88,683	(8,190)	(9.2)	90,285
Other operating revenue	18,626	22,514	(3,888)	(17.3)	27,280		46,099	45,027	1,072	2.4	48,384
Concessions	11,387	28,790	(17,403)	(60.4)	48,644		22,673	57,580	(34,907)	(60.6)	61,435
Service fee revenue	-	50	(50)	(100.0)	800		4,220	100	4,120	4,120.0	800
Interest income	275	84	191	227.4	125	_	730	167	563	337.1	2,106
Total revenue	383,099	376,354	6,745	1.8	410,350	-	767,409	752,707	14,702	2.0	775,061
Expense											
Wages and benefits ¹	234,931	249,210	14,279	5.7	236,233		476,313	501,458	25,145	5.0	436,594
Services	40,224	28,945	(11,279)	(39.0)	58,307		121,736	57,890	(63,846)	(110.3)	79,975
Fuel and lube consumed	3,231	6,018	2,787	46.3	3,547		8,336	12,786	4,450	34.8	8,917
Materials and supplies	22,134	31,570	9,436	29.9	33,310		48,174	62,005	13,831	22.3	47,290
Utilities	45,600	45,003	(597)	(1.3)	40,450		89,821	93,667	3,846	4.1	78,216
Casualty and liability costs	12,935	17,899	4,964	27.7	16,136		25,853	35,794	9,941	27.8	32,271
Other expenses	27,255	27,098	(157)	(0.6)	31,279		38,810	43,741	4,931	11.3	44,944
Other non-operating expense				-	2,565	_				-	2,565
Total expense	386,310	405,743	19,433	4.8	421,827	-	809,043	807,341	(1,702)	(0.2)	730,772
Income (loss) before depreciation	(3,211)	(29,389)	26,178	89.1	(11,477)	-	(41,634)	(54,634)	13,000	23.8	44,289
Depreciation and amortization expense	367,786	398,145	30,359	7.6	392,760	-	742,224	785,251	43,027	5.5	784,727
Net income (loss)	\$ (370,997)	\$ (427,534)	\$ 56,537	13.2	\$ (404,237)	=	\$ (783,858)	\$ (839,885)	\$ 56,027	6.7	\$ (740,438)

¹ - Detailed schedule included.

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

	Current				Year to Date					
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Personnel expense										
Wages	\$ 156,566	\$ 166,242	\$ 9,676	5.8	\$ 168,312	\$ 309,649	\$ 335,022	\$ 25,373	7.6	\$ 305,027
Company paid benefits										
Payroll related taxes and insurance										
FICA	11,051	12,717	1,666	13.1	12,031	21,948	25,629	3,681	14.4	21,725
Unemployment insurance	134	315	181	57.5	67	173	630	457	72.5	158
Worker's compensation insurance	17,387	7,653	(9,734)	(127.2)	9,068	37,996	15,589	(22,407)	(143.7)	17,837
Health and welfare										
Medical	31,584	24,300	(7,284)	(30.0)	25,251	59,863	48,600	(11,263)	(23.2)	51,650
Dental	712	765	53	6.9	536	1,460	1,531	71	4.6	1,203
Other post employment benefits	2,174	6,074	3,900	64.2	769	4,489	12,171	7,682	63.1	3,666
Life insurance / AD&D	205	185	(20)	(10.8)	160	443	369	(74)	(20.1)	360
Short and long term disability	1,053	1,186	133	11.2	965	2,325	2,372	47	2.0	2,038
FMLA administration expense	22	79	57	72.2	63	100	157	57	36.3	141
EAP expense	46	51	5	9.8	38	98	103	5	4.9	84
Retirement										
Pension expense	2,687	13,473	10,786	80.1	3,143	13,356	26,946	13,590	50.4	6,695
401 K contributions	9,165	15,670	6,505	41.5	9,374	20,066	31,339	11,273	36.0	18,219
Other										
Uniform allowance	2,145	500	(1,645)	(329.0)	6,456	4,347	1,000	(3,347)	(334.7)	7,791
Total company paid benefits	78,365	82,968	4,603	5.5	67,921	166,664	166,436	(228)	(0.1)	131,567
Total wages and benefits	\$ 234,931	\$ 249,210	\$ 14,279	5.7	\$ 236,233	\$ 476,313	\$ 501,458	\$ 25,145	5.0	\$ 436,594

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

Description	 Total		Revenue Fund		Investments Operating Fund		Other Restricted Funds	
Balance at October 1, 2016								
Cash & Investments	\$ 487,510	\$	52,245	\$	155,943	\$	279,322	
Add:								
Customer payments	430,849		430,849		-		-	
Interest received	295		13		282		-	
Total cash receipts	 431,144		430,862		282		=	
Interfund transfers	-		(445,824)		720,146		(274,322)	
Less:								
Cash disbursements	(877,183)		(812)		(876,371)		-	
Total cash disbursements	 (877,183)		(812)		(876,371)		-	
Balance at December 31, 2016								
Cash & Investments	\$ 41,471	\$	36,471	\$	-	\$	5,000	

St. Louis Downtown Airport Statement of Cash Flows

For the Six Months Ended December 31, 2016

(unaudited)

Cash flows from operating activities Receipts from customers Payments to employees Payments to vendors Payments for self-insurance Receipts (payments) from inter-fund activity Net cash provided by (used in) operating activities	\$ 723,049 (471,824) (299,544) (25,853) (490,960) (565,132)	Supplemental disclosure of cash flow information Noncash Activities: None
Cash flows from non capital financing activities None		
Cash flows from capital and related financing activities Acquisitions of capital assets Contributed capital Cash flows from capital and related financing activities	(35,521) 33,712	
Cash flows from investing activities Interest received	(1,809)	
Net cash provided by (used in) investing activities	730_	
Net increase (decrease) in cash and cash equivalents	(566,211)	
Cash and cash equivalents, beginning of year	607,682	
Cash and cash equivalents, year to date	\$ 41,471	

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

Customers owing over \$1,000		s than days	31-60 days		61-90 days		91-180 days		1-360 days	Over 361 days		Total
Aviation Business Corporation	\$	4,343	\$	1,113	\$ 2,106	\$	4,343	\$	130	\$	-	\$ 12,035
Charlie Booth		230		230	-		690		1,380		2,300	4,830
Fostaire Helicopters		1,253		-	-		-		-		-	1,253
Helicopters Inc.		2,438		733	-		-		-		-	3,171
Ideal Aviation Illinois, LLC		13,458		5,266	3,575		2,902		2,021		-	27,222
Jet Aviation, Cahokia, II		1,208		-	-		-		-		-	1,208
Jet Aviation - Teterboro, NJ		518		190	1,820		-		-		-	2,528
Parks Aviation Holdings LLC		4,041		756	-		-		-		-	4,797
William Wilson		230		230	 -		690		1,380		460	 2,990
Subtotal		27,719		8,518	7,501		8,625		4,911		2,760	60,034
All other customers	1	(3,049)		5_	 		173		(626)		269	(3,228)
Total	\$	24,670	\$	8,523	\$ 7,501	\$	8,798	\$	4,285	\$	3,029	\$ 56,806

¹ Some customers pay ahead creating credit balances on this report.

St. Louis Downtown Airport

Capital Expenditures for Active Projects For the Quarter Ended December 31, 2016 (unaudited)

Description		Budget	C	urrent	Yea	r-To-Date	Li1	fe-To-Date	 Balance
Runup taxiway,pad,enclosure	\$	5,037,000	\$	-	\$	-	\$	-	\$ 5,037,000
Earthwork - Grade Ditch Parallel to Main Runway	Х	755,490		-		-		724,820	30,670
Environmental Assessment and ALP		165,000		1,554		31,070		31,070	133,930
Terminal Roof Replacement	Х	144,700		-		-		129,773	14,927
Airport Master Plan, Phase I	Х	140,000		4,195		4,195		130,195	9,805
Air Condition units on terminal		52,000		-		-		_	52,000
Airport signage		36,000		-		-		_	36,000
Total Active Projects	\$	6,330,190	\$	5,749	\$	35,265	\$	1,015,858	\$ 5,314,332

x Projects are carryover from prior year.

RIVERFRONT ATTRACTIONS















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Riverfront Attractions

Six Months Ended December 31, 2016

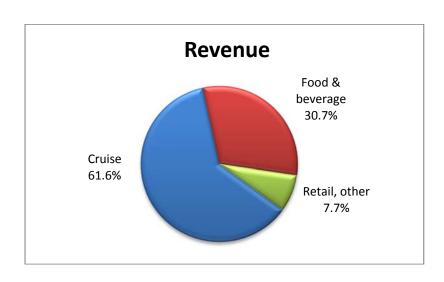
Fast Facts

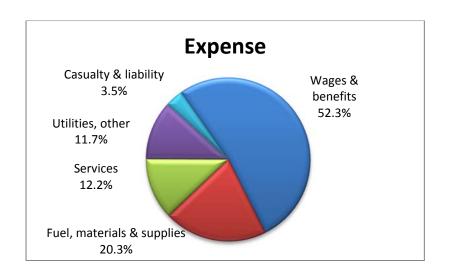
The Annual New Year's Eve cruise was a great success as it sold out quickly. The year prior year flooding was an issue that led to the cancellation of the cruise. The Riverboats are now closed for the season, but plan to open in early March.

Financial Data

Income before depreciation for Riverfront Attractions is \$342.8 thousand compared to a loss of \$77.7 thousand in the prior year. This year's cruises were not limited by heavy flooding.

Revenue is \$1.6 million, which is more than 167% greater than prior year receipts for the same period.





Total Expense is \$1.3 million and is up from \$1.1 million last year. Costs were lower in fiscal year 2015 due to savings realized by not utilizing seasonal employees and less food purchases for dinner cruises not taken. These savings are variable costs which are only incurred when the boats are actively running cruises.

Services expense for the first quarter includes interpretive service invoices for the current year as well as additional invoices for the prior fiscal year.

The increase in **materials and supplies** over the prior year reflects the additional cost of consumable goods related to the increase number of dinner cruises in the current fiscal year.

Riverfront Attractions

Six Months Ended December 31, 2016

Performance Data

Performance Indicators												
YTD	Passengers	Cruises	Passengers per Cruise									
FY17 Actual	64,815	542	120									
FY17 Budget	69,670	556	125									
FY16 Actual	40,289	354	114									

Total **riverboat passengers** are up approximately 60.9% over the prior year and **cruises** are up approximately 53.1% over the prior year, both due to fewer flooding issues. The performance data indicates the passenger attendance for cruises in both years remains constant and when cruises occur they are well attended.

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

		Current							Prior		
	Current Period		Prior Period		Dollar Change	Percent Change		Prior Year		Dollar Change	Percent Change
Assets											
Current assets											
Cash	\$ 44,62		11,724	\$	32,904	280.7	\$	60,545	\$	(15,917)	(26.3)
Accounts and notes receivable	5,50		16,725		(11,225)	(67.1)		11,000		(5,500)	(50.0)
Interfund accounts receivable Materials and supplies inventory	39,67 45,39		143,946 40,986		(104,271) 4,411	(72.4) 10.8		- 44,287		39,675 1.110	n/a 2.5
Other current assets	71,79		107,691		(35,897)	(33.3)		76,514		(4,720)	(6.2)
					<u> </u>		-				
Total current assets	206,99	4	321,072		(114,078)	(35.5)		192,346		14,648	7.6
Capital assets											
Capital assets	5,165,41	4	5,187,190		(21,776)	(0.4)		5,165,449		(35)	-
Accumulated depreciation	(3,759,87	2)	(3,716,798)		(43,074)	(1.2)		(3,485,817)		(274,055)	(7.9)
Total capital assets, net	1,405,54	2	1,470,392		(64,850)	(4.4)		1,679,632		(274,090)	(16.3)
Total capital assets	1,405,54	2	1,470,392		(64,850)	(4.4)		1,679,632		(274,090)	(16.3)
Total assets	1,612,53	<u> </u>	1,791,464	-	(178,928)	(10.0)		1,871,978		(259,442)	(13.9)
Total	\$ 1,612,53	<u>\$</u>	1,791,464	\$	(178,928)	(10.0)	\$	1,871,978	\$	(259,442)	(13.9)

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

		Current			Prio	r Year			
	 Current Period	Prior Period		Dollar Change	Percent Change	 Prior Year		Dollar Change	Percent Change
Liabilities	Teriod	 Teriou		Onunge	Onlange	Tour		Onlange	Onunge
Current liabilities Accounts payable Interfund accounts payable Accrued expenses Other current liabilities	\$ 16,145 651,581 106,000 71,921	\$ 21,626 581,455 108,427 93,416	\$	(5,481) 70,126 (2,427) (21,495)	(25.3) 12.1 (2.2) (23.0)	\$ 40,699 1,311,315 109,900 164,732	\$	(24,554) (659,734) (3,900) (92,811)	(60.3) (50.3) (3.5) (56.3)
Total current liabilities	 845,647	804,924		40,723	5.1	 1,626,646		(780,999)	(48.0)
Non-current liabilities Other post-employment benefits Long-term insurance Unfunded pension liabilities	 302,603 33,654 793,381	300,411 33,654 793,381		2,192 - -	0.7	 374,856 33,654 449,172		(72,253) - 344,209	(19.3) - 76.6
Total non-current liabilities	 1,129,638	1,127,446		2,192	0.2	 857,682		271,956	31.7
Total liabilities	 1,975,285	1,932,370		42,915	2.2	 2,484,328		(509,043)	(20.5)
Net Position Net position - capital investments Net position Net income (loss) Total net position	1,439,195 (2,015,131) 213,187 (362,749)	 1,504,045 (2,079,981) 435,030 (140,906)		(64,850) 64,850 (221,843) (221,843)	(4.3) 3.1 (51.0) (157.4)	 254,907 (621,083) (246,174) (612,350)		1,184,288 (1,394,048) 459,361 249,601	464.6 (224.5) 186.6 40.8
Total	\$ 1,612,536	\$ 1,791,464	\$	(178,928)	(10.0)	\$ 1,871,978	\$	(259,442)	(13.9)

Riverfront Attractions Statement of Revenues, Expenses and Income (Loss) For the Quarter Ended December 31, 2016 (unaudited)

			Current			Year to Date							
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year			
Revenue													
Cruise	\$ 182,685	\$ 178,885	\$ 3,800	2.1	\$ 239,177	\$ 1,012,46	7 \$ 1,105,245	\$ (92,778)	(8.4)	\$ 633,531			
Food and beverage	104,448	145,384	(40,936)	(28.2)	134,271	503,74	8 559,314	(55,566)	(9.9)	282,357			
Retail	10,001	7,250	2,751	37.9	6,668	66,00	9 56,850	9,159	16.1	27,606			
Other operating revenue	23,955	21,871	2,084	9.5	30,707	68,18	0 60,385	7,795	12.9	62,182			
Sales discount	(1,382)	(8,205)	6,823	83.2	(7,174)	(8,13	3) (16,410)	8,277	50.4	(19,798)			
Total revenue	319,707	345,185	(25,478)	(7.4)	403,649	1,642,27	1 1,765,384	(123,113)	(7.0)	985,878			
Expense													
Wages and benefits 1	263,908	305,058	41,150	13.5	292,640	679,94	2 711,880	31,938	4.5	571,887			
Services	58,317	86,078	27,761	32.3	63,984	158,20	9 151,284	(6,925)	(4.6)	150,047			
Fuel and lube consumed	6,199	6,400	201	3.1	11,934	28,15	32,000	3,850	12.0	23,067			
Materials and supplies	52,181	59,053	6,872	11.6	48,797	235,84	0 302,079	66,239	21.9	160,703			
Utilities	19,179	20,496	1,317	6.4	13,498	45,05	7 42,851	(2,206)	(5.1)	32,924			
Casualty and liability costs	35,163	43,383	8,220	18.9	37,564	70,32	88,882	18,556	20.9	74,970			
Other expenses	27,655	35,799	8,144	22.7	22,785	67,76	1 68,874	1,113	1.6	49,995			
Other non-operating expense	14,098		(14,098)	-		14,09	8 -	(14,098)	-	<u> </u>			
Total expense	476,700	556,267	79,567	14.3	491,202	1,299,38	1,397,850	98,467	7.0	1,063,593			
Income (loss) before depreciation	(156,993)	(211,082)	54,089	25.6	(87,553)	342,88	8 367,534	(24,646)	(6.7)	(77,715)			
Depreciation and amortization expense	64,850	78,853	14,003	17.8	81,897	129,70	1 157,707	28,006	17.8	168,459			
Net income (loss)	\$ (221,843)	\$ (289,935)	\$ 68,092	23.5	\$ (169,450)	\$ 213,18	7 \$ 209,827	\$ 3,360	1.6	\$ (246,174)			

¹ - Detailed schedule included.

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

			Current			Year to Date								
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year				
Personnel expense														
Wages	\$ 197,079	\$ 221,354	\$ 24,275	11.0	\$ 227,392	\$ 520,25	4 \$ 533,919	\$ 13,665	2.6	\$ 439,161				
Company paid benefits														
Payroll related taxes and insurance														
FICA	14,281	16,934	2,653	15.7	14,886	37,46	,	3,385	8.3	30,199				
Unemployment insurance	542	1,114	572	51.3	439	2,56	7 4,652	2,085	44.8	1,527				
Worker's compensation insurance	734	2,281	1,547	67.8	693	1,46	8 4,462	2,994	67.1	1,418				
Health and welfare														
Medical	20,973	25,138	4,165	16.6	19,199	42,92	8 50,275	7,347	14.6	39,410				
Dental	736	785	49	6.2	623	1,62	7 1,570	(57)	(3.6)	1,399				
Other post employment benefits	2,192	5,563	3,371	60.6	836	5,57	9 11,126	5,547	49.9	3,742				
Life insurance / AD&D	219	190	(29)	(15.3)	171	48	2 380	(102)	(26.8)	384				
Short and long term disability	1,260	1,220	(40)	(3.3)	1,083	2,72	6 2,440	(286)	(11.7)	2,224				
FMLA administration expense	145	81	(64)	(79.0)	397	67	5 162	(513)	(316.7)	873				
EAP expense	46	53	7	13.2	38	10	0 106	6	5.7	85				
Retirement														
Pension expense	18,803	13,911	(4,892)	(35.2)	21,038	49,33	0 27,822	(21,508)	(77.3)	40,835				
401 K contributions	5,202	16,123	10,921	67.7	4,679	11,78	2 32,246	20,464	63.5	9,466				
Other														
Uniform allowance	1,696	311	(1,385)	(445.3)	1,166	2,96	3 1,874	(1,089)	(58.1)	1,164				
Total company paid benefits	66,829	83,704	16,875	20.2	65,248	159,68	8 177,961	18,273	10.3	132,726				
Total wages and benefits	\$ 263,908	\$ 305,058	\$ 41,150	13.5	\$ 292,640	\$ 679,94	2 \$ 711,880	\$ 31,938	4.5	\$ 571,887				

Riverfront Attractions Cash Receipts and Disbursements Schedule For the Quarter Ended December 31, 2016

Description	 Total	-	perating Fund	Change Fund		
Balance at October 1, 2016 Cash & Investments	\$ 11,724	\$	5,824	\$	5,900	
Add:						
Revenue receipts	491,385		491,385		_	
Total cash receipts	 491,385		491,385		-	
Interfund transfers	-		5,900		(5,900)	
Less:						
Cash disbursements	(458,481)		(458,481)		-	
Total cash disbursements	 (458,481)		(458,481)		-	
Balance at December 31, 2016						
Cash & Investments	\$ 44,628	\$	44,628	\$	-	

Riverfront Attractions Statement of Cash Flows

For the Six Months Ended December 31, 2016 (unaudited)

Cash flows from operating activities Receipts from customers Payments to employees Payments to vendors Payments for self-insurance Receipts (payments) from inter-fund activity Net cash provided by (used in)	\$	1,656,186 (674,363) (692,591) (70,326) (253,443)	Supplemental disclosure of cash flow information Noncash Activities: None
operating activities	-	(34,537)	
Cash flows from non capital financing activities Nonoperating contributions		(14,098)	
Net cash provided by (used in) non capital financing activities		(14,098)	
Cash flows from capital and related financing activities None			
Cash flows from investing activities None			
Net increase (decrease) in cash and cash equivalents		(48,635)	
Cash and cash equivalents, beginning of year		93,263	
Cash and cash equivalents, year to date	\$	44,628	

Riverfront Attractions

Capital Expenditures for Active Projects For the Quarter Ended December 31, 2016 (unaudited)

Description		 Budget	Current		Year-To-Date		Life-To-Date		Balance	
Riverboat Gangway	х	\$ 121,052	\$	-	\$	-	\$	106,768	\$	14,284
Becky Thatcher Engines Overhaul		80,000		-		-		-		80,000
Total Active Projects		\$ 201,052	\$	-	\$	-	\$	106,768	\$	94,284

x Projects are carryover from prior year.

ST. LOUIS REGIONAL FREIGHTWAY















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St. Louis Regional Freightway

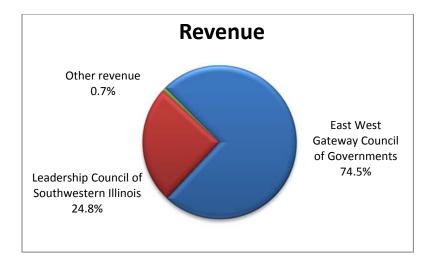
Six Months Ended December 31, 2016

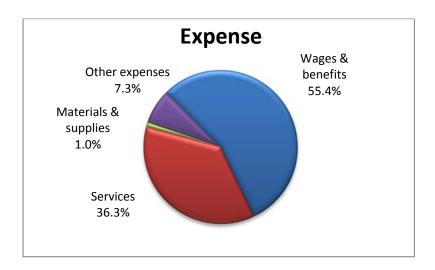
Financial Data

Net loss for the St. Louis Regional Freightway for the six months ended December 31, 2016 was \$177.3 thousand.

Revenue of \$100.7 thousand includes Partnership Revenue Fees from East-West Gateway Council of Governments and the Leadership Council of Southwestern Illinois.

Expense of \$278.1 thousand includes compensation of \$153.9 thousand and services of \$100.1 thousand.





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

	Current								Prior Year						
	urrent eriod		Prior Period		Dollar Change	Percent Change		Prior Year		Dollar Change	Percent Change				
Assets								_							
Current assets Cash Accounts and notes receivable Interfund accounts receivable	\$ 3,000 250	\$	30,000 1,857 18,166	\$	(27,000) (1,607) (18,166)	(90.0) (86.5) (100.0)	\$	- 167,469 -	\$	3,000 (167,219)	n/a (99.9) n/a				
Total current assets	 3,250		50,023		(46,773)	(93.5)		167,469		(164,219)	(98.1)				
Total assets	 3,250		50,023		(46,773)	(93.5)	-	167,469		(164,219)	(98.1)				
Total	\$ 3,250	\$	50,023	\$	(46,773)	(93.5)	\$	167,469	\$	(164,219)	(98.1)				

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

		Current		Prior Year							
	Current Period		Prior Period		Dollar Change	Percent Change		Prior Year		Dollar Change	Percent Change
Liabilities											
Current liabilities Interfund accounts payable Accrued expenses Other current liabilities	\$ 383,649 6,900	\$	276,617 6,900 37,500	\$	107,032 - (37,500)	38.7 - (100.0)	\$	168,886 5,300	\$	214,763 1,600	127.2 30.2 n/a
Total current liabilities	 390,549		321,017		69,532	21.7		174,186		216,363	124.2
Non-current liabilities Other post-employment benefits Unfunded pension liabilities	 1,634 11,853		639 11,853		995	155.7 -		1,068		566 11,853	53.0 n/a
Total non-current liabilities	 13,487		12,492		995	8.0		1,068		12,419	n/a
Total liabilities	 404,036		333,509		70,527	21.1		175,254		228,782	130.5
Net Position Net position Net income (loss) Total net position	 (223,461) (177,325) (400,786)		(223,461) (60,025) (283,486)		(117,300) (117,300)	(195.4) (41.4)		(7,785) (7,785)		(223,461) (169,540) (393,001)	n/a n/a n/a
Total	\$ 3,250	\$	50,023	\$	(46,773)	(93.5)	\$	167,469	\$	(164,219)	(98.1)

St. Louis Regional Freightway Statement of Revenues, Expenses and Income (Loss) For the Quarter Ended December 31, 2016

	Current							Year to Date									
	 Actual		Budget	•	avorable favorable)	% Fav (Unfav)	Р	rior Year		Actual		Budget		avorable favorable)	% Fav (Unfav)	Pı	rior Year
Revenue																	
Partnership fees	\$ 37,500	\$	43,750	\$	(6,250)	(14.3)	\$	80,786	\$	100,000	\$	87,500	\$	12,500	14.3	\$	192,469
Advertising, maint services, rental income	-		10,000		(10,000)	(100.0)		-		750		20,000		(19,250)	(96.3)		-
Total revenue	37,500		53,750		(16,250)	(30.2)		80,786		100,750		107,500		(6,750)	(6.3)		192,469
Expense																	
Wages and benefits ¹	78,191		57,592		(20,599)	(35.8)		54,802		153,947		116,072		(37,875)	(32.6)		106,245
Services	66,676		136,250		69,574	51.1		52,503		100,958		272,500		171,542	63.0		72,503
Materials and supplies	194		375		181	48.3		13		2,882		750		(2,132)	(284.3)		13
Utilities	-		150		150	100.0		-		-		300		300	100.0		-
Other expenses	9,739		18,125		8,386	46.3		19,032		20,288		36,250		15,962	44.0		21,493
Total expense	154,800		212,492		57,692	27.2		126,350		278,075		425,872		147,797	34.7		200,254
Net income (loss)	\$ (117,300)	\$	(158,742)	\$	41,442	26.1	\$	(45,564)	\$	(177,325)	\$	(318,372)	\$	141,047	44.3	\$	(7,785)

¹ - Detailed schedule included.

St. Louis Regional Freightway Detailed Schedule of Wages and Benefits For the Quarter Ended December 31, 2016

			Current			Year to Date						
	·		\$ Favorable	% Fav				\$ Favorable	% Fav			
	Actual	Budget	(Unfavorable)	(Unfav)	Prior Year	Actual	Budget	(Unfavorable)	(Unfav)	Prior Year		
Personnel expense												
Wages	\$ 64,755	\$ 47,099	\$ (17,656)	(37.5)	\$ 46,166	\$ 124,817	\$ 94,923	\$ (29,894)	(31.5)	\$ 87,607		
Company paid benefits												
Payroll related taxes and insurance												
FICA	1,860	3,603	1,743	48.4	2,924	5,831	7,262	1,431	19.7	5,941		
Unemployment insurance	99	-	(99)	-	-	271	-	(271)	-	203		
Worker's compensation insurance			-	-	-		108	108	100.0	-		
Health and welfare												
Medical	7,795	3,000	(4,795)	(159.8)	3,651	13,980	6,000	(7,980)	(133.0)	7,550		
Dental	180	95	(85)	(89.5)	79	329	190	(139)	(73.2)	180		
Other post employment benefits	994	-	(994)	-	206	1,810	-	(1,810)	-	1,068		
Life insurance / AD&D	65	5 23	(42)	(182.6)	39	134	46	(88)	(191.3)	88		
Short and long term disability	344	147	(197)	(134.0)	237	697	294	(403)	(137.1)	237		
FMLA administration expense	3	3 10	2	20.0	6	23	3 20	(3)	(15.0)	13		
EAP expense	8	6	(2)	(33.3)	3	16	13	(3)	(23.1)	8		
Retirement												
Pension expense		1,666	1,666	100.0	149	1,730	3,332	1,602	48.1	355		
401 K contributions	2,083	1,943	(140)	(7.2)	1,342	4,309	3,884	(425)	(10.9)	2,995		
Total company paid benefits	13,436	10,493	(2,943)	(28.0)	8,636	29,130	21,149	(7,981)	(37.7)	18,638		
Total wages and benefits	\$ 78,191	\$ 57,592	\$ (20,599)	(35.8)	\$ 54,802	\$ 153,947	\$ 116,072	\$ (37,875)	(32.6)	\$ 106,245		

St. Louis Regional Freightway Cash Receipts and Disbursements Schedule For the Quarter Ended December 31, 2016

Description	 Total	Operating Fund		
Balance at October 1, 2016 Cash & Investments	\$ 30,000	\$	30,000	
Add:				
Revenue receipts	3,203		3,203	
Total cash receipts	 3,203		3,203	
Interfund transfers	-		-	
Less:				
Cash disbursements	(30,203)		(30,203)	
Total cash disbursements	(30,203)		(30,203)	
Balance at December 31, 2016				
Cash & Investments	\$ 3,000	\$	3,000	

St. Louis Regional Freight District Statement of Cash Flows For the Six Months Ended December 31, 2016 (unaudited)

Cash flows from operating activities Receipts from customers Payments to employees Payments to vendors Receipts (payments) from inter-fund activity	\$ 253,275 (152,137) (203,878) 99,704	Supplemental disclosure of cash flow information Noncash Activities: None
Net cash provided by (used in) operating activities	 (3,036)	
Cash flows from non capital financing activities None		
Cash flows from capital and related financing activities None		
Cash flows from investing activities None		
Net increase (decrease) in cash and cash equivalents	(3,036)	
Cash and cash equivalents, beginning of year	 6,036	
Cash and cash equivalents, year to date	\$ 3,000	

BI-STATE DEVELOPMENT RESEARCH INSTITUTE













BI-STATE DEVELOPMENT RESEARCH INSTITUTE

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Bi-State Development Research Institute

Six Months Ended December 31, 2016

Fast Facts

Bi-State Development Research Institute received nearly \$1 million dollars for an innovative mobile clinic program, in partnership with the St. Louis County Department of Public Health. The St. Louis County Department of Public Health will provide health screenings such as blood pressure and cholesterol tests at several MetroLink stations in north St. Louis County. This public transit and healthcare partnership creates a bridge between silos by serving the healthcare needs of public transit riders along their routes. The program includes non-emergency medical transportation to and from appointments using transit subsidies, and is designed to provide underserved residents with easier access to health care. The mobile clinics will serve the North Hanley MetroLink Station, the Rock Road MetroLink Station and the Wellston MetroLink Station.

Financial Data

Net loss for December 31, 2016 is \$46.3 thousand.

Revenue includes the final reimbursement amount related to the Missouri Health Foundation grant.

Expense totals \$46.7 thousand. The majority of expense is for services and materials related to the completion of the Missouri Health Foundation grant, which closed this fiscal year.

Bi-State Development Research Institute Quarterly Statement of Net Position December 31, 2016 (unaudited)

			Current			Prior Year						
		Current Period		Prior Period		Dollar Change	Percent Change		Prior Year		Dollar Change	Percent Change
Assets	· · · · · · · · · · · · · · · · · · ·										_	
Current assets												
Cash Accounts and notes receivable	\$	421,262 429	\$	32,173 429	\$	389,089	n/a -	\$	44,374	\$	376,888 429	849.3 n/a
Total current assets		421,691		32,602		389,089	n/a		44,374		377,317	850.3
Total assets		421,691		32,602		389,089	n/a		44,374		377,317	850.3
Total	\$	421,691	\$	32,602	\$	389,089	n/a	\$	44,374	\$	377,317	850.3

Bi-State Development Research Institute Quarterly Statement of Net Position December 31, 2016 (unaudited)

	Current							Prior Year					
	Current Period		Prior Period		Dollar Change	Percent Change		Prior Year		Dollar Change	Percent Change		
Liabilities	 												
Current liabilities													
Accounts payable	\$ 3,000	\$	31,234	\$	(28,234)	(90.4)	\$	5,000	\$	(2,000)	(40.0)		
Interfund accounts payable	7,228		3,718		3,510	94.4		-		7,228	n/a		
Other current liabilities	 418,651				418,651	n/a				418,651	n/a		
Total current liabilities	 428,879		34,952		393,927	n/a		5,000		423,879	n/a		
Total liabilities	 428,879		34,952		393,927	n/a		5,000		423,879	n/a		
Net Position													
Net position	39,127		39,127		-	-		(283)		39,410	n/a		
Net income (loss)	 (46,315)		(41,477)		(4,838)	(11.7)		39,657		(85,972)	(216.8)		
Total net position	 (7,188)		(2,350)		(4,838)	(205.9)		39,374	-	(46,562)	(118.3)		
Total	\$ 421,691	\$	32,602	\$	389,089	n/a	\$	44,374	\$	377,317	850.3		

Bi-State Development Research Institute Statement of Revenues, Expenses and Income (Loss) For the Quarter Ended December 31, 2016 (unaudited)

			Current			Year to Date						
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year		
Revenue												
Not for Profit Revenue	\$ -	\$ 15,625	\$ (15,625)	(100.0)	\$ 39,805	\$ 429	\$ 31,250	\$ (30,821)	(98.6)	\$ 39,805		
Total revenue		15,625	(15,625)	(100.0)	39,805	429	31,250	(30,821)	(98.6)	39,805		
Expense												
Services	4,499	27,707	23,208	83.8	74	45,571	55,414	9,843	17.8	148		
Materials and supplies	· -	250	250	100.0	-	800	500	(300)	(60.0)	-		
Other expenses	339	1,000	661	66.1	-	373	2,000	1,627	81.4	-		
Total expense	4,838	28,957	24,119	83.3	74	46,744	57,914	11,170	19.3	148		
Net income (loss)	\$ (4,838)	\$ (13,332)	\$ 8,494	63.7	\$ 39,731	\$ (46,315	\$ (26,664	\$ (19,651)	(73.7)	\$ 39,657		

Bi-State Development Research Institute Cash Receipts and Disbursements Schedule For the Quarter Ended December 31, 2016 (unaudited)

Description	Total	0	Operating Fund			
Balance at October 1, 2016 Cash & Investments	\$ 32,173	\$	32,173			
Add:						
Receipts	418,651		418,651			
Total cash receipts	 418,651		418,651			
Interfund transfers	-		-			
Less:						
Cash disbursements	(29,562)		(29,562)			
Total cash disbursements	 (29,562)		(29,562)			
Balance at December 31, 2016						
Cash & Investments	\$ 421,262	\$	421,262			

Bi-State Development Research Institute Statement of Cash Flows For the Six Months Ended December 31, 2016

Cash flows from operating activities			Supplemental disclosure of cash flow information
Payments to vendors Receipts (payments) from inter-fund activity	\$	374,907 7,228	Noncash Activities:
Receipts (payments) from inter-rund activity	-	1,220	None
Net cash provided by (used in)			
operating activities		382,135	
Cash flows from non capital financing activities			
None			
Cash flows from capital and related financing activities None			
Hono			
Cook flavo from investing activities			
Cash flows from investing activities None			
Net increase (decrease) in cash			
and cash equivalents		382,135	
Cook and cook assistators beginning of year		20.427	
Cash and cash equivalents, beginning of year		39,127	
Cash and cash equivalents, year to date	\$	421,262	

ARTS IN TRANSIT















Arts in Transit

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Arts In Transit, Inc.

Six Months Ended December 31, 2016

Fast Facts

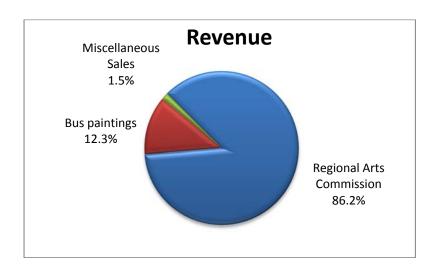
On November 4, Metro Arts In Transit, Inc. held an exhibit and public reception at the Hoffman LaChance Gallery to display the artwork selected for 2016 MetroScapes program. The artists were present to greet the guests. MetroScapes is a Metro Arts in Transit program that showcases local art at Metro transit locations around the St. Louis region. Ten local artists were selected from 140 submissions. The winning pieces will be featured at more than 200 MetroBus shelters in the area and will be on display for 12 months.

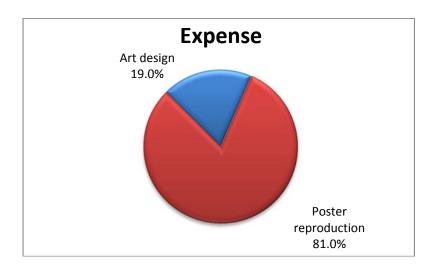
Financial Data

Net Income for the six months ended December 31, 2016 was \$15.6 thousand.

Total **revenue** of \$32.5 thousand includes the annual contribution from the Regional Arts Commission and proceeds from a bus painting.

Expense of \$16.9 thousand consists of \$3.2 thousand for art design and bus wrap services related to a bus painting. There was \$13.7 thousand in expense related to MetroScape poster reproduction and various immaterial bank fees.





Arts In Transit, Inc. Quarterly Statement of Net Position December 31, 2016 (unaudited)

	Current						Prior Year					
		Current Period		Prior Period		Dollar Change	Percent Change	-	Prior Year		Dollar Change	Percent Change
Assets												
Current assets												
Cash	\$	38,204	\$	51,385	\$	(13,181)	(25.7)	\$	26,699	\$	11,505	43.1
Total current assets		38,204		51,385		(13,181)	(25.7)		26,699		11,505	43.1
Total assets		38,204		51,385		(13,181)	(25.7)		26,699		11,505	43.1
Total	\$	38,204	\$	51,385	\$	(13,181)	(25.7)	\$	26,699	\$	11,505	43.1

Arts In Transit, Inc. Quarterly Statement of Net Position December 31, 2016 (unaudited)

		Current				Prior	Year	
	urrent eriod	Prior Period	Dollar Change	Percent Change	 Prior Year	(Dollar Change	Percent Change
Liabilities	 				 			
Current liabilities								
Accounts payable	\$ -	\$ 1,000	\$ (1,000)	(100.0)	\$ -	\$		n/a
Total current liabilities	 -	1,000	 (1,000)	(100.0)	 -		-	n/a
Total liabilities	 	 1,000	 (1,000)	(100.0)	 		-	n/a
Net Position								
Net position	22,574	22,574	-	-	2,261		20,313	898.4
Net income (loss)	 15,630	 27,811	 (12,181)	(43.8)	 24,438		(8,808)	(36.0)
Total net position	 38,204	 50,385	 (12,181)	(24.2)	 26,699		11,505	43.1
Total	\$ 38,204	\$ 51,385	\$ (13,181)	(25.7)	\$ 26,699	\$	11,505	43.1

Arts In Transit, Inc. Statement of Revenues, Expenses and Income (Loss) For the Quarter Ended December 31, 2016

	 Current						Year to Date							
			\$ Favorable	% Fav					\$ Favorable	% Fav				
	 Actual	Budget	(Unfavorable)	(Unfav)	Prior Year		Actual	Budget	(Unfavorable)	(Unfav)	Prior Year			
Revenue														
Not for Profit Revenue	\$ 507	\$ 11,875	\$ (11,368)	(95.7)	\$ 25	\$	32,507	\$ 23,750	\$ 8,757	36.9	\$ 26,800			
Total revenue	 507	11,875	(11,368)	(95.7)	25		32,507	23,750	8,757	36.9	26,800			
Expense														
Services	12,688	11,250	(1,438)	(12.8)	2,327		16,877	22,500	5,623	25.0	2,362			
Materials and supplies	-	350	350	100.0	-		-	700	700	100.0	-			
Other expenses	-	62	62	100.0	-		-	125	125	100.0	-			
Total expense	12,688	11,662	(1,026)	(8.8)	2,327		16,877	23,325	6,448	27.6	2,362			
Net income (loss)	\$ (12,181)	\$ 213	\$ (12,394)	(5,818.8)	\$ (2,302)	\$	15,630	\$ 425	\$ 15,205	3,577.6	\$ 24,438			

Arts in Transit, Inc. Cash Receipts and Disbursements Schedule For the Quarter Ended December 31, 2016 (unaudited)

Description	 Total	0	perating Fund
Balance at October 1, 2016 Cash & Investments	\$ 51,385	\$	51,385
Add:			
Receipts	507		507
Total cash receipts	 507		507
Interfund transfers	-		-
Less:			
Cash disbursements	(13,688)		(13,688)
Total cash disbursements	 (13,688)		(13,688)
Balance at December 31, 2016			
Cash & Investments	\$ 38,204	\$	38,204

Art In Transit, Inc. Statement of Cash Flows For the Six Months Ended December 31, 2016 (unaudited)

Cash flows from operating activities		Supplemental disclosure of cash flow information
Receipts from customers	\$ 36,507	• •
Payments to vendors	(20,877)	Noncash Activities:
		None
Net cash provided by (used in)		
operating activities	 15,630	
One I flower from the control flower days and different		
Cash flows from non capital financing activities None		
Notic		
Cash flows from capital and related financing activities		
None		
Cash flows from investing activities		
None		
Net increase (decrease) in cash		
and cash equivalents	15,630	
and days administra	. 5,000	
Cash and cash equivalents, beginning of year	22,574	
	·	
Cash and cash equivalents, year to date	\$ 38,204	

SELF-INSURANCE FUNDS















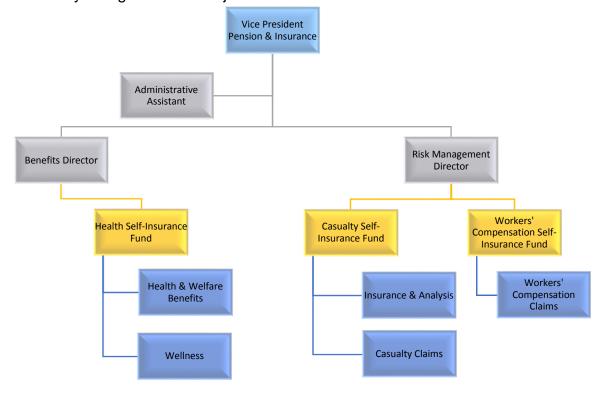
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Self-Insurance Funds

Six Months Ended December 31, 2016

As directed by the BSD Board of Commissioners, in order to improve overall accountability and governance, accounting and reporting has been restructured and administration has been reorganized for the Health, Casualty and Workers Compensation Self-Insurance Funds. The objective is comprehensive management and accounting and reporting for assets, sources of revenue, expenses and related administrative costs for these self-insured activities.

The major costs and administrative components of the Health Self-Insurance Fund reside in the Benefits Department. The major costs and administrative components of the Casualty and Workers Compensation Self-Insurance Funds reside in the Risk Management Department. The administration of these departments and their related activities has been reorganized to achieve the accountability and governance objectives as shown below:



Bi-State Development Agency of the Missouri-Illinois Metropolitan District Self-Insurance Funds

Quarterly Statement of Net Position December 31, 2016 (unaudited)

		ealth rance Funds	Casualty	Workers Compensation Self-Insurance Funds		Totals		Interfund Eliminations		EI	Totals After liminations
Assets											
Current assets											
Cash	\$	1,504,332	\$ 3,753,349	\$	4,952,858	\$	10,210,539	\$	-	\$	10,210,539
Accounts and notes receivable		37,422	-		250		37,672		-		37,672
Interfund accounts receivable		1,774,167	4,298,610		1,824,632		7,897,409		(7,897,409)		-
Other current assets		-	434,372		111,042		545,414		-		545,414
Total current assets		3,315,921	 8,486,331		6,888,782		18,691,034		(7,897,409)		10,793,625
Total assets	-	3,315,921	 8,486,331		6,888,782		18,691,034		(7,897,409)		10,793,625
Total	\$	3,315,921	\$ 8,486,331	\$	6,888,782	\$	18,691,034	\$	(7,897,409)	\$	10,793,625

Bi-State Development Agency of the Missouri-Illinois Metropolitan District Self-Insurance Funds

Quarterly Statement of Net Position December 31, 2016 (unaudited)

	Health Self-Insurance Funds	Casualty Self-Insurance Funds	Workers Compensation Self-Insurance Funds	Totals	Interfund Eliminations	Totals After Eliminations
Liabilities						
Current liabilities						
Interfund accounts payable	\$ 895,518	\$ 190,365	\$ 122,610	\$ 1,208,493	\$ (7,897,409)	\$ (6,688,916)
Accrued expenses	44,600	-	-	44,600	-	44,600
Total current liabilities	940,118	190,365	122,610	1,253,093	(7,897,409)	(6,644,316)
Current liab payable from restricted assets						
Short-term self-insurance	-	3,987,781	3,308,273	7,296,054	-	7,296,054
Medical self-insurance liability	2,255,254			2,255,254		2,255,254
Total current liabilities payable						
from restricted assets	2,255,254	3,987,781	3,308,273	9,551,308		9,551,308
Total current liabilities	3,195,372	4,178,146	3,430,883	10,804,401	(7,897,409)	2,906,992
Non-current liabilities						
Other post-employment benefits	4,791	2,914	1,767	9,472	-	9,472
Long-term self-insurance	-	4,187,219	3,474,493	7,661,712	-	7,661,712
Unfunded pension liabilities	477,049			477,049		477,049
Total non-current liabilities	481,840	4,190,133	3,476,260	8,148,233		8,148,233
Total liabilities	3,677,212	8,368,279	6,907,143	18,952,634	(7,897,409)	11,055,225
Net Position						
Net position	(57,554)	-	-	(57,554)	-	(57,554)
Net income (loss)	(303,737)	118,052	(18,361)	(204,046)		(204,046)
Total net position	(361,291)	118,052	(18,361)	(261,600)		(261,600)
Total	\$ 3,315,921	\$ 8,486,331	\$ 6,888,782	\$ 18,691,034	\$ (7,897,409)	\$ 10,793,625

Bi-State Development Agency of the Missouri-Illinois Metropolitan District Self-Insurance Funds

Combining Statement of Revenues, Expenses by Business Unit For the Six Months Ended December 31, 2016

(unaudited)

	Health Self-Insurance Fund	Casualty Self-Insurance Fund	Workers Compensation Self-Insurance Fund	Totals	Eliminations	Totals After Eliminations
Revenue						
Employee medical contributions	\$ 3,128,355	\$ -	\$ -	\$ 3,128,355	\$ -	\$ 3,128,355
Employee dental contributions	248,450	-	-	248,450	-	248,450
Employee gym membership	3,354	-	-	3,354	-	3,354
Bi-State Dev medical contributions	11,113,920	-	-	11,113,920	(68,327)	11,045,593
Bi-State Dev dental contributions	305,038	-	-	305,038	(2,398)	302,640
Bi-State Dev EAP contributions	18,959	-	-	18,959	(299)	18,660
Healthy savings plan	(103,115)		-	(103,115)	-	(103,115)
Casualty revenue	-	2,234,971	- 0.004.044	2,234,971	-	2,234,971
Workers Compensation revenue		<u> </u>	2,091,841	2,091,841		2,091,841
Total revenue	14,714,961	2,234,971	2,091,841	19,041,773	(71,024)	18,970,749
Expense						
Wages and benefits	369,450	238,171	155,299	762,920	-	762,920
Services	487,938	15,352	6,077	509,367	-	509,367
Materials and supplies	7,353	286	-	7,639	-	7,639
Utilities	2,241	-	-	2,241	-	2,241
Casualty and liability costs	-	437,478	274,441	711,919	-	711,919
Other expenses	9,275	1,090	27,534	37,899	-	37,899
Medical claims and prescriptions, less rebates	13,922,903	-	-	13,922,903	(71,024)	13,851,879
Stop loss, third party fees, Medicare Part D	219,538	-	-	219,538	-	219,538
Casualty claims paid	-	1,679,441	-	1,679,441	-	1,679,441
Workers Compensation claims paid	-	-	1,808,603	1,808,603	-	1,808,603
Total expense	15,018,698	2,371,818	2,271,954	19,662,470	(71,024)	19,591,446
Net income (loss) before transfers	(303,737)	(136,847)	(180,113)	(620,697)	-	(620,697)
Net transfers in (out)		254,899	161,752	416,651		416,651
Net income (loss)	\$ (303,737)	\$ 118,052	\$ (18,361)	\$ (204,046)	\$ -	\$ (204,046)

HEALTH SELF-INSURANCE FUND















HEALTH SELF-INSURANCE

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Health Self-Insurance Fund

Six Months Ended December 31, 2016

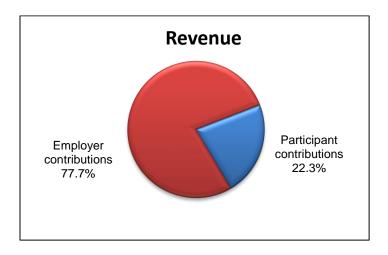
Fast Facts

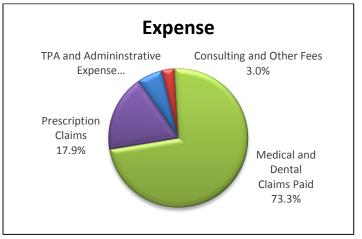
The Health Self-Insurance Fund (SIF) includes all operating revenue and expenses related to the organizations medical, prescription drug and dental employee benefit programs. Health SIF employer and employee/retiree contribution rates are set annually based on actuarial assessment of historical health claim costs and plan management expenses along with plan participant demographic and enrollment data.

Financial Data

Revenue is generated by charging other BSD operational units for Health SIF provided employee benefit program services and collecting enrolled employee/retiree contributions through payroll and pension deductions. Current period revenue of \$14.7 million consists of \$11.3 million in employer and \$3.4 million in plan participant contributions.

Expenses are generated by medical, prescription drug and dental claim costs, third party administrative fees, health and welfare plan consulting fees and internal benefit team operating costs. Current period expenses of \$15 million consists of \$13.7 million or 91% are related to direct benefit claims with the balance of \$1.3 million or 9% related to third party claim processing fees, cost management programs, wellness initiatives, plan consulting fees, healthcare reform and internal staff costs. Expenses are running favorable to budget but are expected to catch up due general benefit claim lag within the healthcare industry.





Health Self-Insurance Fund Quarterly Statement of Net Position December 31, 2016 (unaudited)

		Current	t			Prior Year						
	Current	Prior		Dollar	Percent	-	Prior		Dollar	Percent		
	Period	Period		Change	Change		Year		Change	Change		
Assets		_		_			_					
Current assets												
Cash and Cash Equivalents	\$ 1,504,332	\$ 2,666,831	\$	(1,162,499)	(43.6)	\$	5,290,462	\$	(3,786,130)	(71.6)		
Accounts and notes receivable	37,422	18,406		19,016	103.3		18,406		19,016	103.3		
Interfund accounts receivable	1,774,167	1,656,937		117,230	7.1		504,251		1,269,916	251.8		
Total current assets	3,315,921	4,342,174		(1,026,253)	(23.6)		5,813,119		(2,497,198)	(43.0)		
Total assets	 3,315,921	4,342,174		(1,026,253)	(23.6)		5,813,119		(2,497,198)	(43.0)		
Total	\$ 3,315,921	\$ 4,342,174	\$	(1,026,253)	(23.6)	\$	5,813,119	\$	(2,497,198)	(43.0)		

Health Self-Insurance Fund Quarterly Statement of Net Position December 31, 2016 (unaudited)

		Current	t		Prior Year						
	Current	Prior	Dollar	Percent	Prior	Dollar	Percent				
	Period	Period	Change	Change	Year	Change	Change				
Liabilities											
Current liabilities											
Accounts payable	\$ -	\$ -	\$ -	n/a	\$ 2,000,000	\$ (2,000,000)	(100.0)				
Interfund accounts payable	895,518	1,794,313	(898,795)	(50.1)	1,010,370	(114,852)	(11.4)				
Accrued expenses	44,600	44,600	-	-	50,800	(6,200)	(12.2)				
Total current liabilities	940,118	1,838,913	(898,795)	(48.9)	3,061,170	(2,121,052)	(69.3)				
Current liab payable from restricted assets											
Medical self-insurance liability	2,255,254	2,255,254	_	-	2,255,254	-	-				
Total current liabilities payable											
from restricted assets	2,255,254	2,255,254	-	-	2,255,254	-	-				
Total current liabilities	3,195,372	4,094,167	(898,795)	(22.0)	5,316,424	(2,121,052)	(39.9)				
Non-current liabilities											
Other post-employment benefits	4,791	2,981	1,810	60.7	3,263	1,528	46.8				
Unfunded pension liabilities	477,049	477,049	-	-	-	477,049	n/a				
Total non-current liabilities	481,840	480,030	1,810	0.4	3,263	478,577	n/a				
Total liabilities	3,677,212	4,574,197	(896,985)	(19.6)	5,319,687	(1,642,475)	(30.9)				
Net Position											
Net position	(57,554)	(57,554)	-	-	-	(57,554)	n/a				
Net income (loss)	(303,737)	(174,469)	(129,268)	(74.1)	493,432	(797,169)	(161.6)				
Total net position	(361,291)	(232,023)	(129,268)	(55.7)	493,432	(854,723)	(173.2)				
Total	\$ 3,315,921	\$ 4,342,174	\$ (1,026,253)	(23.6)	\$ 5,813,119	\$ (2,497,198)	(43.0)				

Health Self-Insurance Fund Statement of Revenues, Expenses and Income (Loss) For the Quarter Ended December 31, 2016 (unaudited)

			Current			Year to Date						
			\$ Favorable	% Fav					\$ Favorable	% Fav		
	Actual	Budget	(Unfavorable)	(Unfav)	Prior Year	_	Actual	Budget	(Unfavorable)	(Unfav)	Prior Year	
Revenue												
Employee medical contributions	\$ 1,591,843	\$ 1,750,000	\$ (158,157)	(9.0)	\$ 1,352,302	;	\$ 3,128,355	\$ 3,500,000	\$ (371,645)	(10.6)	\$ 3,125,143	
Employee dental contributions	125,282	117,807	7,475	6.3	109,636		248,450	235,615	12,835	5.4	226,581	
Employee gym membership	1,691	869	822	94.6	1,672		3,354	1,739	1,615	92.9	1,672	
Bi-State Dev medical contributions	5,562,628	6,725,018	(1,162,390)	(17.3)	6,189,355		11,113,920	13,450,035	(2,336,115)	(17.4)	12,347,708	
Bi-State Dev dental contributions	152,555	148,346	4,209	2.8	138,446		305,038	296,691	8,347	2.8	285,831	
Bi-State Dev EAP contributions	9,515	10,162	(647)	(6.4)	12,219		18,959	20,325	(1,366)	(6.7)	20,775	
Healthy Savings Plan	(48,261)	(37,500)	(10,761)	(28.7)	(49,829)		(103,115)	(75,000)	(28,115)	(37.5)	(96,898)	
Total revenue	7,395,253	8,714,702	(1,319,449)	(15.1)	7,753,801	_	14,714,961	17,429,405	(2,714,444)	(15.6)	15,910,812	
Expense												
Wages and benefits ¹	176,644	180,191	3,547	2.0	272,638		369,450	362,506	(6,944)	(1.9)	442,341	
Services	411,990	63,844	(348,146)	(545.3)	85,150		487,938	127,688	(360,250)	(282.1)	109,856	
Materials and supplies	1,976	750	(1,226)	(163.5)	3,815		7,353	1,500	(5,853)	(390.2)	3,864	
Utilities	894	182	(712)	(391.2)	909		2,241	365	(1,876)	(514.0)	1,062	
Other expenses	8,573	5,569	(3,004)	(53.9)	11,906		9,275	11,139	1,864	16.7	12,563	
Medical claims paid	5,684,738	6,009,957	325,219	5.4	4,957,465		11,351,839	12,019,914	668,075	5.6	10,704,305	
Contra medical	(383,318)	(725,677)	(342,359)	(47.2)	(915,105)		(795,759)	(1,451,355)	(655,596)	(45.2)	(1,291,623)	
Dental claims paid	229,431	245,271	15,840	6.5	218,675		460,688	490,542	29,854	6.1	433,068	
Medical TPA fees	(169,851)	370,061	539,912	145.9	376,641		66,759	740,121	673,362	91.0	658,666	
Prescription (RX) claims/admin fees	1,321,664	1,717,749	396,085	23.1	1,271,327		2,682,551	3,435,498	752,947	21.9	3,057,398	
Medical stop loss	78,132	96,189	18,057	18.8	85,732		156,825	192,378	35,553	18.5	171,206	
Medicare C+ and Part D program	-	443,594	443,594	100.0	744,483		-	887,189	887,189	100.0	789,548	
Other administrative and third party fees	163,648	189,073	25,425	13.4	278,532	_	219,538	378,147	158,609	41.9	325,126	
Total expense	7,524,521	8,596,753	1,072,232	12.5	7,392,168	_	15,018,698	17,195,632	2,176,934	12.7	15,417,380	
Net income (loss)	\$ (129,268)	\$ 117,949	\$ (247,217)	(209.6)	\$ 361,633		\$ (303,737)	\$ 233,773	\$ (537,510)	(229.9)	\$ 493,432	

^{1 -} Detailed schedule included.

Health Self-Insurance Fund Detailed Schedule of Wages and Benefits For the Quarter Ended December 31, 2016 (unaudited)

			Current			Year to Date							
	-		\$ Favorable	% Fav		·		\$ Favorable	% Fav				
	Actual	Budget	(Unfavorable)	(Unfav)	Prior Year	Actual	Budget	(Unfavorable)	(Unfav)	Prior Year			
Personnel expense													
Wages	\$ 137,267	\$ 137,262	\$ (5)	-	\$ 222,739	\$ 281,845	\$ 276,634	\$ (5,211)	(1.9)	\$ 349,413			
Company paid benefits													
Payroll related taxes and insurance													
FICA	9,567	10,501	934	8.9	11,728	19,983	21,163	1,180	5.6	20,910			
Unemployment insurance	66	-	(66)	-	406	195	-	(195)	-	406			
Worker's compensation insurance	-	693	693	100.0	(25)	-	1,240	1,240	100.0	-			
Health and welfare													
Medical	13,683	12,800	(883)	(6.9)	15,866	27,657	25,600	(2,057)	(8.0)	27,868			
Dental	532	1,306	774	59.3	585	1,167	2,612	1,445	55.3	1,104			
Other post employment benefits	1,812	1,440	(372)	(25.8)	892	4,133	2,880	(1,253)	(43.5)	3,264			
Life Insurance / AD&D	174	98	(76)	(77.6)	190	386	195	(191)	(97.9)	353			
Short and Long Term Disability	1,011	627	(384)	(61.2)	955	2,179	1,254	(925)	(73.8)	2,022			
FMLA administration expense	17	42	25	59.5	58	79	83	4	4.8	103			
EAP expense	195	27	(168)	(622.2)	35	233	54	(179)	(331.5)	63			
Retirement													
Pension expense	5,909	7,107	1,198	16.9	12,901	17,601	14,214	(3,387)	(23.8)	26,436			
401 K contributions	6,135	8,288	2,153	26.0	6,308	13,716	16,577	2,861	17.3	10,399			
Other													
Miscellaneous benefits	276	-	(276)	-	-	276	-	(276)	-	-			
Total company paid benefits	39,377	42,929	3,552	8.3	49,899	87,605	85,872	(1,733)	(2.0)	92,928			
Total wages and benefits	\$ 176,644	\$ 180,191	\$ 3,547	2.0	\$ 272,638	\$ 369,450	\$ 362,506	\$ (6,944)	(1.9)	\$ 442,341			

Health Self-Insurance Fund Cash Receipts and Disbursements Schedule For the Quarter Ended December 31, 2016 (unaudited)

Description	Total			Medical Claims		Medical HRA	Se	Medical If Insurance	Medical RRA	
Balance at October 1, 2016 Cash & investments	\$	2,666,830	\$	2,932,544	\$	45,555	\$	(326,698)	\$	15,429
Cash & myestments	φ	2,000,030	φ	2,932,344	φ	45,555	Φ	(320,090)	φ	15,429
Add:										
Receipts		15,700,262		9,829,973		237,316		5,577,516		55,457
Total cash receipts		15,700,262		9,829,973		237,316		5,577,516		55,457
Less:										
Cash disbursements		(16,862,760)		(11,195,250)		(232,501)		(5,379,552)		(55,457)
Total cash disbursements		(16,862,760)		(11,195,250)		(232,501)		(5,379,552)		(55,457)
Balance at December 31, 2016										
Cash & investments	\$	1,504,332	\$	1,567,268	\$	50,370	\$	(128,734)	\$	15,429

Health Self-Insurance Fund Statement of Cash Flows For the Six Months Ended December 31, 2016 (unaudited)

Cash flows from operating activities Receipts from customers Payments to employees Payments to vendors Payments for self-insurance Receipts (payments) from inter-fund activity	\$ (19,017) (355,668) (506,808) (14,142,440) 11,280,941	Supplemental disclosure of cash flow information Noncash Activities: None
Net cash provided by (used in) operating activities	(3,742,992)	
Cash flows from non capital financing activities None		
Cash flows from capital and related financing activities None		
Cash flows from investing activities None		
Net increase (decrease) in cash and cash equivalents	(3,742,992)	
Cash and cash equivalents, beginning of year	5,247,324	
Cash and cash equivalents, year to date	\$ 1,504,332	

CASUALTY SELF-INSURANCE FUND















CASUALTY SELF-INSURANCE FUND

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Casualty Self-Insurance Fund

Six Months Ended December 31, 2016

Fast Facts

The Casualty Self-Insurance Fund (SIF) is a new fund for BSD beginning July 1, 2016. The fund includes all operating revenue and expenses related to the organization's casualty claims which includes vehicle liability and general liability claims.

The casualty claims department has 7 employees: Manager Casualty Claims, Litigation Specialist, Subrogation Specialist, 3 Claims Representatives and a Claims Processor.

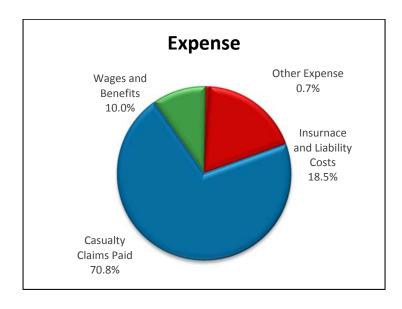
In September of 2016, the Risk Management Department and the Claims Departments started implementation of a new claims system called Risk Master. This new system is designed to be able to track more data and provide better report analysis. Currently, we are still working on configuring data in order to obtain better reporting data. Our goal is to identify accident trends and to work with the Operations and Safety Departments to prevent future accidents.

Financial Data

Revenue for the Casualty SIF is generated by charging other BSD operational units based on ultimate claim costs. An actuarial assessment is performed by a third party annually to establish the ultimate claim cost.

Expenses include: paid claims for vehicle liability and general liability claims; excess liability insurance premiums that provide coverage above the self-insured retention of \$5 million; wage

and benefit costs for casualty claims adjusters and a portion of Risk Management personnel; actuarial and broker services fees; and administrative costs.



Casualty Self-Insurance Fund Quarterly Statement of Net Position December 31, 2016 (unaudited)

		Current	Prior Year						
	Current	Prior	Dollar	Percent	Р	rior		Dollar	Percent
	Period	Period	Change	Change	Υ	ear		Change	Change
Assets		_	_						
Current assets									
Cash and Cash Equivalents	\$ 3,753,349	\$ 2,019,448	\$ 1,733,901	85.9	\$	-	\$	3,753,349	n/a
Interfund accounts receivable	4,298,610	5,540,993	(1,242,383)	(22.4)		-		4,298,610	n/a
Other current assets	434,372	651,558	(217,186)	(33.3)		-		434,372	n/a
Total current assets	8,486,331	8,211,999	274,332	3.3		-		8,486,331	n/a
Total assets	 8,486,331	8,211,999	274,332	3.3		-		8,486,331	n/a
Total	\$ 8,486,331	\$ 8,211,999	\$ 274,332	3.3	\$	-	\$	8,486,331	n/a

Casualty Self-Insurance Fund Quarterly Statement of Net Position December 31, 2016 (unaudited)

	Current							Prior Year					
	Current		Prior		Dollar	Percent	Prior			Dollar	Percent		
	Period		Period		Change	Change		Year	Change		Change		
Liabilities													
Current liabilities													
Interfund accounts payable	\$ 190,365	\$	95,796	\$	94,569	98.7	\$	-	\$	190,365	n/a		
Total current liabilities	190,365		95,796		94,569	98.7		-		190,365	n/a		
Current liab payable from restricted assets													
Short-term self-insurance	3,987,781		3,987,781		-	-		-		3,987,781	n/a		
Total current liabilities payable	_		_					_		_			
from restricted assets	3,987,781		3,987,781		-	-				3,987,781	n/a		
Total current liabilities	4,178,146		4,083,577		94,569	2.3		-		4,178,146	n/a		
Non-current liabilities													
Other post-employment benefits	2,914		1,599		1,315	82.2		-		2,914	n/a		
Long-term self-insurance	4,187,219		4,187,219		-	-		-		4,187,219	n/a		
Total non-current liabilities	4,190,133		4,188,818		1,315	-		-		4,190,133	n/a		
Total liabilities	8,368,279		8,272,395		95,884	1.2		-		8,368,279	n/a		
Net Position													
Net income (loss)	118,052		(60,396)		178,448	295.5				118,052	n/a		
Total net position	 118,052		(60,396)		178,448	295.5		-		118,052	n/a		
Total	\$ 8,486,331	\$	8,211,999	\$	274,332	3.3	\$	-	\$	8,486,331	n/a		

Casualty Self-Insurance Fund Statement of Revenues, Expenses and Income (Loss) For the Quarter Ended December 31, 2016 (unaudited)

			Current					Year to Date		
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Revenue										
Casualty revenue	\$ 1,227,344	\$ 750,000	\$ 477,344	63.6	\$ -	\$ 2,234,971	\$ 1,500,000	\$ 734,971	49.0	\$ -
Total revenue	1,227,344	750,000	477,344	63.6		2,234,971	1,500,000	734,971	49.0	
Expense										
Wages and benefits 1	121,513	138,767	17,254	12.4	-	238,171	279,242	41,071	14.7	-
Services	10,289	26,500	16,211	61.2	-	15,352	53,000	37,648	71.0	-
Materials and supplies	173	2,000	1,827	91.4	-	286	4,000	3,714	92.9	-
Casualty and liability costs	217,186	183,376	(33,810)	(18.4)	-	437,478	366,751	(70,727)	(19.3)	-
Other expenses	790	-	(790)	` -	-	1,090	-	(1,090)	` -	-
Casualty claims paid	831,709	725,000	(106,709)	(14.7)	-	1,679,441	1,450,000	(229,441)	(15.8)	-
Total expense	1,181,660	1,075,643	(106,017)	(9.9)		2,371,818	2,152,993	(218,825)	(10.2)	
Net income (loss) before transfers	45,684	(325,643)	371,327	114.0	-	(136,847)	(652,993)	516,146	79.0	-
Net transfers in (out)	132,765	326,700	(193,935)	(59.4)		254,899	653,399	(398,500)	(61.0)	
Net income (loss)	\$ 178,449	\$ 1,057	\$ 177,392	n/a	\$ -	\$ 118,052	\$ 406	\$ 117,646	n/a	\$ -

^{1 -} Detailed schedule included.

Casualty Self-Insurance Fund Detailed Schedule of Wages and Benefits For the Quarter Ended December 31, 2016 (unaudited)

		Current					Year to Date						
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year			
Personnel expense													
Wages	\$ 91,851	\$ 102,824	\$ 10,973	10.7	\$ -	\$ 174,529	\$ 207,230	\$ 32,701	15.8	\$ -			
Company paid benefits													
Payroll related taxes and insurance													
FICA	6,035	7,866	1,831	23.3	-	11,868	15,853	3,985	25.1	-			
Unemployment insurance	112	210	98	46.7	-	180	420	240	57.1	-			
Worker's compensation insurance	-	309	309	100.0	-	-	624	624	100.0	-			
Health and welfare													
Medical	10,659	12,000	1,341	11.2	-	19,182	24,000	4,818	20.1	-			
Dental	341	380	39	10.3	-	664	761	97	12.7	-			
Other post employment benefits	1,316	-	(1,316)	-	-	2,914	-	(2,914)	-	-			
Life Insurance / AD&D	103	92	(11)	(12.0)	-	205	183	(22)	(12.0)	-			
Short and Long Term Disability	539	588	49	8.3	-	1,169	1,176	7	0.6	-			
FMLA administration expense	13	39	26	66.7	-	53	78	25	32.1	-			
EAP expense	20	26	6	23.1	-	39	51	12	23.5	-			
Retirement													
Pension expense	8,596	6,663	(1,933)	(29.0)	-	23,557	13,326	(10,231)	(76.8)	-			
401 K contributions	1,928	7,770	5,842	75.2	-	3,811	15,540	11,729	75.5	-			
Total company paid benefits	29,662	35,943	6,281	17.5	-	63,642	72,012	8,370	11.6				
Total wages and benefits	\$ 121,513	\$ 138,767	\$ 17,254	12.4	\$ -	\$ 238,171	\$ 279,242	\$ 41,071	14.7	\$ -			

Casualty Self-Insurance Fund Cash Receipts and Disbursements Schedule For the Quarter Ended December 31, 2016 (unaudited)

Description	 Total	 Casualty Fund			
Balance at October 1, 2016					
Cash & investments	\$ 2,019,447	\$ 2,019,447			
Add:					
Receipts	 96,802	 96,802			
Total cash receipts	96,802	96,802			
Interfund transfers	2,004,800	2,004,800			
Less:					
Cash disbursements	 (367,700)	 (367,700)			
Total cash disbursements	(367,700)	(367,700)			
Balance at December 31, 2016	 				
Cash & investments	\$ 3,753,349	\$ 3,753,349			

Casualty Self-Insurance Fund Statement of Cash Flows For the Six Months Ended December 31, 2016 (unaudited)

Cash flows from operating activities Receipts from customers Payments to employees Payments to vendors Payments for self-insurance Receipts (payments) from inter-fund activity Net cash provided by (used in) operating activities	(4	2,234,971 (235,257) (451,100) 5,058,081 1,108,245) 3,498,450	Supplemental disclosure of cash flow information Noncash Activities: None
Cash flows from non capital financing activities Net transfers		254,899	
Net cash provided by (used in) non capital financing activities		254,899	
Cash flows from capital and related financing activities None			
Cash flows from investing activities None			
Net increase (decrease) in cash and cash equivalents	3	3,753,349	
Cash and cash equivalents, beginning of year		-	
Cash and cash equivalents, year to date	\$ 3	3,753,349	

WORKER'S COMPENSATION SELF-INSURANCE FUND















WORKER'S COMPENSATION SELF-INSURANCE FUND

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Worker's Compensation Self-Insurance Fund

Six Months Ended December 31, 2016

Fast Facts

The Workers' Compensation Self-Insurance Fund (SIF) is a new fund for BSD beginning July 1, 2016. The fund includes all operating revenue and expenses related to the organization's workers' compensation claims.

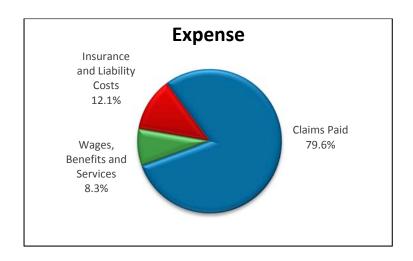
The workers' compensation claims department has 3 employees: Manager Workers' Compensation Claims, Claims Representative and a Claims Processor.

In September of 2016, the Risk Management Department and the Claims Departments started implementation of a new claims system called Risk Master. This new system is designed to be able to track more data and provide better report analysis. Currently, we are still working on configuring data in order to obtain better reporting data. Our goal is to identify accident trends and to work with the Operations and Safety Departments to prevent future accidents.

Financial Data

Revenue for the workers' compensation SIF is generated by charging other BSD operational units based on ultimate claim costs. An actuarial assessment is performed by a third party annually to establish the ultimate claim cost.

Expenses include: paid claims; self-insurance fees for Missouri and Illinois; excess liability insurance premiums that provide coverage above the self-insured retention of \$1 million; wage and benefit costs for workers' compensation claims staff and a portion of Risk Management personnel; actuarial and broker services fees; and administrative costs.



Workers Compensation Self-Insurance Fund Quarterly Statement of Net Position December 31, 2016 (unaudited)

	Current						Prior Year					
	 Current		Prior		Dollar	Percent		Prior			Dollar	Percent
	Period		Period		Change	Change		Year			Change	Change
Assets												
Current assets												
Cash and Cash Equivalents	\$ 4,952,858	\$	3,145,010	\$	1,807,848	57.5	\$		-	\$	4,952,858	n/a
Accounts and notes receivable	250		-		250	n/a			-		250	n/a
Interfund accounts receivable	1,824,632		3,745,861		(1,921,229)	(51.3)			-		1,824,632	n/a
Other current assets	111,042		162,598		(51,556)	(31.7)			-		111,042	n/a
Total current assets	 6,888,782		7,053,469		(164,687)	(2.3)	·		-		6,888,782	n/a
Total assets	 6,888,782		7,053,469		(164,687)	(2.3)			-		6,888,782	n/a
Total	\$ 6,888,782	\$	7,053,469	\$	(164,687)	(2.3)	\$		_	\$	6,888,782	n/a

Workers Compensation Self-Insurance Fund Quarterly Statement of Net Position December 31, 2016 (unaudited)

	Current							Prior Year					
	Current		Prior		Dollar	Percent		Prior		Dollar	Percent		
	 Period		Period		Change	Change		Year		Change	Change		
Liabilities													
Current liabilities													
Interfund accounts payable	\$ 122,610	\$	67,851	\$	54,759	80.7	\$	-	\$	122,610	n/a		
Accrued expenses	-		65,283		(65,283)	(100.0)		-		-	n/a		
Total current liabilities	122,610		133,134		(10,524)	(7.9)		-		122,610	n/a		
Current liab payable from restricted assets													
Short-term self-insurance	3,308,273		3,308,273		-	-		-		3,308,273	n/a		
Total current liabilities payable	_									_			
from restricted assets	 3,308,273		3,308,273		-	-		-		3,308,273	n/a		
Total current liabilities	 3,430,883		3,441,407		(10,524)	(0.3)				3,430,883	n/a		
Non-current liabilities													
Other post-employment benefits	1,767		995		772	77.6		-		1,767	n/a		
Long-term self-insurance	3,474,493		3,474,150		343	-				3,474,493	n/a		
Total non-current liabilities	 3,476,260		3,475,145		1,115	-		-		3,476,260	n/a		
Total liabilities	 6,907,143		6,916,552		(9,409)	(0.1)		<u> </u>		6,907,143	n/a		
Net Position													
Net income (loss)	(18,361)		136,917		(155,278)	(113.4)				(18,361)	n/a		
Total net position	(18,361)		136,917		(155,278)	(113.4)		-		(18,361)	n/a		
Total	\$ 6,888,782	\$	7,053,469	\$	(164,687)	(2.3)	\$		\$	6,888,782	n/a		

Workers Compensation Self-Insurance Fund Statement of Revenues, Expenses and Income (Loss) For the Quarter Ended December 31, 2016 (unaudited)

			Current					Year to Date		
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Revenue										
Workers Compensation revenue	\$ 1,074,419	\$ 968,683	\$ 105,736	10.9	\$ -	\$ 2,091,841	\$ 1,937,365	\$ 154,476	8.0	\$ -
Total revenue	1,074,419	968,683	105,736	10.9		2,091,841	1,937,365	154,476	8.0	
Expense										
Wages and benefits ¹	73,957	116,565	42,608	36.6	-	155,299	233,881	78,582	33.6	-
Services	4,896	-	(4,896)	-	-	6,077	-	(6,077)	-	-
Materials and supplies	<u>-</u>	750	750	100.0	-	-	1,500	1,500	100.0	-
Casualty and liability costs	218,920	-	(218,920)	-	-	274,441	-	(274,441)	-	-
Other expenses	27,159	125,000	97,841	78.3	-	27,534	250,000	222,466	89.0	-
Workers Compensation claims paid	983,617	968,683	(14,934)	(1.5)	-	1,808,603	1,937,365	128,762	6.6	-
Total expense	1,308,549	1,210,998	(97,551)	(8.1)		2,271,954	2,422,746	150,792	6.2	
Net income (loss) before transfers	(234,130)	(242,315)	8,185	3.4	-	(180,113)	(485,381)	305,268	62.9	-
Net transfers in (out)	78,853	242,776	(163,923)	(67.5)		161,752	485,551	(323,799)	(66.7)	
Net income (loss)	\$ (155,277)	\$ 461	\$ (155,738)	n/a	\$ -	\$ (18,361)	\$ 170	\$ (18,531)	n/a	\$ -

^{1 -} Detailed schedule included.

Workers Compensation Self-Insurance Fund Detailed Schedule of Wages and Benefits For the Quarter Ended December 31, 2016 (unaudited)

		Current					Year to Date					
	A -41	Dudast	\$ Favorable	% Fav	Daise Vasa	A =4=1	Budnet	\$ Favorable	% Fav	Daisa Vasa		
	Actual	Budget	(Unfavorable)	(Unfav)	Prior Year	Actual	Budget	(Unfavorable)	(Unfav)	Prior Year		
Personnel expense												
Wages	\$ 53,335	\$ 45,260	\$ (8,075)	(17.8)	\$ -	\$ 108,480	\$ 91,216	\$ (17,264)	(18.9)	\$ -		
Company paid benefits												
Payroll related taxes and insurance												
FICA	3,193	3,462	269	7.8	-	6,970	6,978	8	0.1	-		
Unemployment insurance	-	105	105	100.0	-	39	210	171	81.4	-		
Worker's compensation insurance	-	55,796	55,796	100.0	-	-	111,594	111,594	100.0	-		
Health and welfare												
Medical	10,214	5,200	(5,014)	(96.4)	-	20,872	10,400	(10,472)	(100.7)	-		
Dental	262	165	(97)	(58.8)	-	568	330	(238)	(72.1)	-		
Other post employment benefits	771	-	(771)	-	-	1,767	-	(1,767)	-	-		
Life Insurance / AD&D	68	40	(28)	(70.0)	-	147	79	(68)	(86.1)	-		
Short and Long Term Disability	408	255	(153)	(60.0)	-	879	510	(369)	(72.4)	-		
FMLA administration expense	7	17	10	58.8	-	32	34	2	5.9	-		
EAP expense	13	11	(2)	(18.2)	-	28	22	(6)	(27.3)	-		
Retirement												
Pension expense	3,224	2,887	(337)	(11.7)	-	10,107	5,775	(4,332)	(75.0)	-		
401 K contributions	2,462	3,367	905	26.9	-	5,410	6,733	1,323	19.6	-		
Total company paid benefits	20,622	71,305	50,683	71.1	-	46,819	142,665	95,846	67.2	-		
Total wages and benefits	\$ 73,957	\$ 116,565	\$ 42,608	36.6	\$ -	\$ 155,299	\$ 233,881	\$ 78,582	33.6	\$ -		

Workers Compensation Self-Insurance Fund Cash Receipts and Disbursements Schedule For the Quarter Ended December 31, 2016 (unaudited)

			Workers
Description	 Total	Co	mpensation
Balance at October 1, 2016			
Cash & investments	\$ 3,145,010	\$	3,145,010
Add:			
Receipts	 29,520		29,520
Total cash receipts	29,520		29,520
Interfund transfers	2,000,000		2,000,000
Less:			
Cash disbursements	(221,672)		(221,672)
Total cash disbursements	 (221,672)		(221,672)
Balance at December 31, 2016			
Cash & investments	\$ 4,952,858	\$	4,952,858

Worker's Compensation Self-Insurance Fund Statement of Cash Flows For the Six Months Ended December 31, 2016 (unaudited)

Cash flows from operating activities Receipts from customers Payments to employees Payments to vendors Payments for self-insurance Receipts (payments) from inter-fund activity Net cash provided by (used in) operating activities	\$ 2,091,591 (153,532) (144,654) 4,699,723 (1,702,022) 4,791,106	Supplemental disclosure of cash flow information Noncash Activities: None
Cash flows from non capital financing activities Net transfers	161,752	
Net cash provided by (used in) non capital financing activities	161,752	
Cash flows from capital and related financing activities None		
Cash flows from investing activities None		
Net increase (decrease) in cash and cash equivalents	4,952,858	
Cash and cash equivalents, beginning of year	 -	
Cash and cash equivalents, year to date	\$ 4,952,858	

STAFFING















Staffing Level Report......106

BU150096

BI-STATE DEVELOPMENT STAFFING LEVEL REPORT December 2016

	EMPLOYEES AT END OF MONTH						
	PRIOR MONTH	ADDED	DELETED	CURRENT MONTH	BUDGETED POSITIONS	VARIANCE	PERCENT VARIANCE
A.T.U. Maintenance & Operations:	-			-		-	-
Light Rail Vehicle Operators	107	1	0	108	102	6	5.9%
PT Bus Operators	86	0	(2)	84	83	1	1.2%
Bus Operators	824	1	(8)	817	807	10	1.2%
Van Operators	204	0	(5)	199	200	(1)	-0.5%
Vehicle Maintenance	279	1	(4)	276	285	(9)	-3.2%
MetroBus Support Services and Facility Maintenance	22	1	0	23	24	(1)	-4.2%
Maintenance of Way	53	1	(3)	51	51	0	0.0%
Revenue	13	0	0	13	13	0	0.0%
Materials Management	<u>26</u>	<u>2</u>	<u>(1)</u>	<u>27</u>	<u>26</u>	<u>1</u>	<u>3.8%</u>
SUBTOTAL A.T.U. Maintenance & Operations	1,614	7	(23)	1,598	1,591	7	0.4%
Other:							
A.T.U. Clerical Unit	49	1	0	50	52	(2)	-3.8%
I.B.E.W.	64	0	0	64	66	(2)	-3.0%
Salaried	475	1	(6)	470	543	(73)	-13.4%
SUBTOTAL Other	588	2	(6)	584	661	(77)	-11.6%
TOTAL	2,202	9	(29)	2,182	2,252	(70)	-3.1%
ARCH							
Salaried:	15	0	0	15	14	1	7.1%
Hourly:*	74	0	(1)	73	84	(11)	-13.1%
TOTAL ARCH	89	0	(1)	88	98	(10)	-10.2%
AIRPORT	12	0	(1)	11	12	(1)	-8.3%
RIVERBOAT CRUISES			_				
Salaried:	11	0	0	11	12	(1)	-8.3%
Hourly:*	56	0	0	56	49	7	14.3%
TOTAL RIVERBOAT CRUISES	67	0	0	67	61	6	9.8%
EXECUTIVE OFFICE	32	0	0	32	33	(1)	-3.0%
LALCOTTVL OTTICL	32	0	U	32	33	(1)	-5.0%
GRAND TOTAL	2,402	9	(31)	2,380	2,456	(76)	-3.1%

Does not include Security Officers, Interns or Temporary Employees

1/12/2017

^{*}Includes PT and Seasonal - Actual depends on availability



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 $\begin{array}{c} \textbf{Open Session Item} \\ \textbf{15} \end{array}$



2017 PERFORMANCE INDICATORS

Second Quarter

Ending December 31, 2016



Bi-State Development of the Missouri-Illinois Metropolitan District

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EXECUTIVE SUMMARY

METRO

SERVICE CHANGES AND FARE INCREASES

Metro's quarterly service update went into effect in November adjusting 20 MetroBus routes and included a new Illinois route. Last August new schedules for Red Line and Blue Line MetroLink service, and 59 MetroBus routes were released. These scheduling changes improved connections for MetroLink passengers who transfer between Red Line and Blue trains at the Forest Park-DeBaliviere MetroLink Station, and ensure timely and efficient connections between MetroBus and MetroLink. The completion of the major rehabilitation project on the Eads Bridge and the reopening of both eastbound and westbound tracks across the bridge earlier this summer have allowed Metro to adjust MetroLink schedules for the first time since 2012. There was no fare increase in FY 2016 and none planned in FY 2017. The last fare increase was in FY 2015.

REVENUES AND EXPENSES

Passenger revenue of \$22.7 million is 11.2% less than prior year as a result of lower ridership. Operating expenses are 4.2% less than prior year. The favorable variance is related to wages and medical benefits, maintenance and custodial services, fuel and parts and supplies.

RIDERSHIP AND OTHER CUSTOMER MEASURES

Passenger boardings for FY 2017 are 7.8% lower than the prior year. By mode, the decrease was MetroBus 9.2%, MetroLink 5.3% and Call-A-Ride 4.0%. Ridership was down due to multiple factors including lower fuel prices and an employment shift away from Metro's core service area. An increase in MetroBus passenger injuries, combined with lower ridership, has system passenger injuries per 100,000 boardings at 2.1 compared to 1.8 for last year.

BUSINESS MEASURES

The average fare for the first six months of FY 2017 is \$1.03, compared to \$1.10 for the budget and \$1.08 for the prior year. Farebox recovery is lower than the prior year primarily due to lower passenger revenue. Operating expense per passenger boarding increased 3.9% to \$5.94, when compared to the prior year. The increase over prior year is due to lower ridership.

OPERATING MEASURES

In the six months ended December 31, 2016, vehicle accidents per 100,000 vehicle miles is 1.6, which is better than prior year and budget. Unscheduled absenteeism is 3.5%, 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 \$215 thousand primarily as a result of expenses being lower than budget. The lower than budgeted expenses are due to unfilled positions and lower spending on legal, auditing and consulting fees. Other expenses include annual membership dues for the American Public Transit Association, St. Louis Regional Chamber and Citizens for Modern Transit.

GATEWAY ARCH

Income before depreciation of \$532 thousand is unfavorable compared to budget because of lower than expected ticket revenue due to Arch grounds construction. Revenue from ticket sales, although unfavorable to budget, is favorable to prior year as a result of a strategic change in ticket pricing. Income is lower than budget also because of special disbursements requested by the National Park Service related to a structural engineering study of the Old Courthouse, a business plan and riverfront east slope ramps and Arch overlook stairs repairs.

ST. LOUIS DOWNTOWN AIRPORT

Airport revenues were 2.0% greater than budget and expenses held steady with the budget resulting in a loss before depreciation of \$41.6 thousand. Airport activity varies because of the economy, special events and weather conditions. Aircraft movements increased 15.8% from last year while the gallons of fuel sold decreased 10.5% and the average number of aircraft based at the airport decreased 2.7% compared to last year.

RIVERFRONT ATTRACTIONS

Riverboat passengers for the six months ended December 31, 2016 were 7.0% less than budget but 60.9% greater than FY 2016. There were 53.1% more cruises than FY 2016. Cruise days of operation in FY 2017 were 21.8% higher than FY 2016 due to fewer flooding issues. The increased number of cruises compared to prior year resulted in expenses being 22.2% higher. Income before depreciation for the six months ended December 31, 2016 was \$342.9 thousand compared to a prior year loss of \$77.7 thousand.

ST. LOUIS REGIONAL FREIGHTWAY

Loss before depreciation for the six months ended December 31, 2016 was \$177.3 thousand. This is favorable to budget by \$141 thousand. Revenue is \$6,750 or 6.3% less than budget. Expenses are 34.7% lower than budget due to less than anticipated consulting expense.

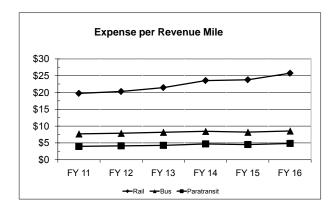


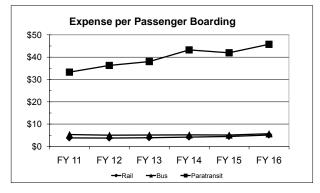


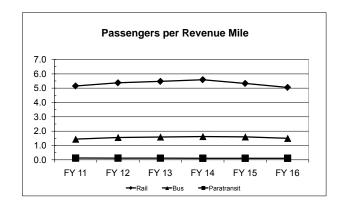


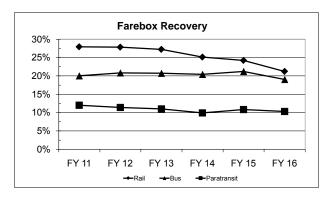


ANNUAL TRANSIT PERFORMANCE



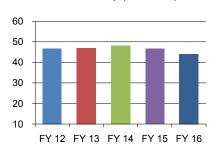




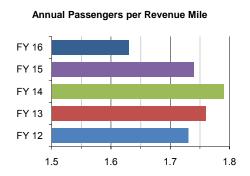


Metro System Profile

Annual Ridership (in millions)

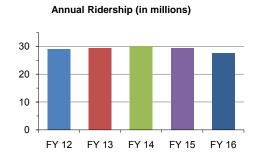




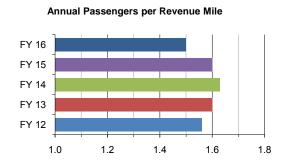


Goal	FY 2017	FY 2016	Change		FY 2015	FY 2014	FY 2013
				Customer Measures			
147,411	133,545	144,277	-7.4%	Average Weekday Ridership	153,164	154,887	152,816
23,611,354	21,312,788	23,110,350	-7.8%	Passenger Boardings	24,551,293	24,780,866	24,152,524
1.0	2.1	1.8	18.9%	Passenger Injuries per 100,000 Boardings	1.5	1.1	1.5
10.0	14.1	13.4	5.0%	Customer Complaints per 100,000 Boardings	11.7	11.7	16.6
				Business Measures			
\$1.10	\$1.03	\$1.08	-3.9%	Average Fare (Includes Fixed & Special)	\$1.09	\$1.07	\$1.08
19.5%	17.4%	18.8%	-7.5%	Farebox Recovery	20.9%	21.3%	22.2%
\$156.51	\$137.69	\$145.30	-5.2%	Operating Expense per Revenue Hour	\$140.96	\$136.54	\$130.10
\$5.87	\$5.94	\$5.72	3.9%	Operating Expense per Passenger Boarding	\$5.21	\$5.04	\$4.87
\$4.35	\$4.66	\$4.43	5.3%	Subsidy per Passenger Boarding	\$3.91	\$3.78	\$3.60
				Operating Measures			
1.9	1.6	1.7	-6.7%	Vehicle Accidents per 100,000 Vehicle Miles	1.6	1.5	1.6
3.0%	3.5%	3.4%	2.9%	Unscheduled Absenteeism	3.3%	2.9%	3.3%
1.74	1.57	1.71	-8.2%	Passenger Boardings per Revenue Mile	1.81	1.82	1.79
26.01	23.17	25.41	-8.8%	Passenger Boardings per Revenue Hour	27.04	27.11	26.69

MetroBus Profile

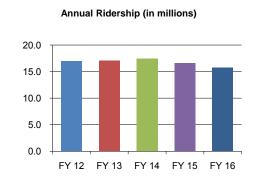




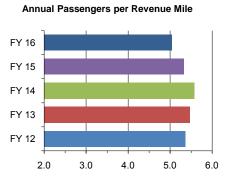


Goal	FY 2017	FY 2016	Change		FY 2015	FY 2014	FY 2013
				Customer Measures			
94,541	83,647	92,135	-9.2%	Average Weekday Ridership	97,868	97,515	96,877
15,021,281	13,286,768	14,639,057	-9.2%	Passenger Boardings	15,523,874	15,464,723	15,172,940
1.2	2.9	2.3	28.8%	Passenger Injuries per 100,000 Boardings	1.8	1.4	1.9
15.0	13.1	12.0	8.3%	Customer Complaints per 100,000 Boardings	13.8	12.2	19.2
				Business Measures			
\$1.09	\$1.01	\$1.06	-4.4%	Average Fare (Fixed and Special)	\$1.08	\$1.06	\$1.07
19.0%	17.5%	19.6%	-10.6%	Farebox Recovery	20.8%	21.5%	21.7%
\$128.81	\$109.53	\$115.18	-4.9%	Operating Expense per Revenue Hour	\$116.90	\$110.68	\$109.63
\$5.81	\$5.80	\$5.43	6.9%	Operating Expense per Passenger Boarding	\$5.18	\$4.93	\$4.93
				Operating Measures			
2.30	2.31	2.48	-6.9%	Vehicle Accidents per 100,000 Vehicle Miles	2.22	2.08	2.14
91.0%	91.4%	92.1%	-0.8%	On-Time Performance	91.3%	91.3%	92.0%
1.61	1.42	1.58	-9.9%	Passenger Boardings per Revenue Mile	1.67	1.66	1.63
21.84	18.87	21.21	-11.0%	Passenger Boardings per Revenue Hour	22.57	22.45	22.22
99.9%	99.8%	99.8%	0.0%	Percent of Trips Completed	99.8%	99.9%	99.9%
22,000	19,203	18,820	2.0%	Revenue Miles Between Roadcalls	17,543	20,730	22,649

MetroLink Profile

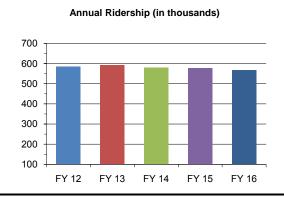




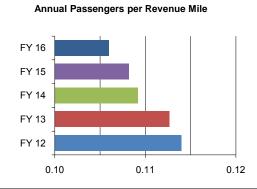


Goal	FY 2017	FY 2016	Change		FY 2015	FY 2014	FY 2013
				<u>Customer Measures</u>			
50,952	48,053	50,217	-4.3%	Average Weekday Ridership	53,367	55,409	53,924
8,303,454	7,750,022	8,183,650	-5.3%	Passenger Boardings	8,739,359	9,023,696	8,682,249
0.6	0.3	0.5	-40.1%	Passenger Injuries per 100,000 Boardings	0.7	0.3	0.6
1.8	1.5	2.9	-46.8%	Customer Complaints per 100,000 Boardings	1.3	1.4	1.5
				Business Measures			
\$1.09	\$1.01	\$1.06	-4.4%	Average Fare (Fixed and Special)	\$1.08	\$1.06	\$1.07
23.7%	21.3%	21.6%	-1.2%	Farebox Recovery	26.3%	26.2%	29.2%
\$604.80	\$552.35	\$600.08	-8.0%	Operating Expense per Revenue Hour	\$537.42	\$544.49	\$478.10
\$4.65	\$4.73	\$4.88	-3.0%	Operating Expense per Passenger Boarding	\$4.08	\$4.05	\$3.67
				Operating Measures			
0.10	0.10	0.03	202.5%	Vehicle Accidents per 100,000 Vehicle Miles	0.13	0.09	0.00
98.0%	97.3%	95.8%	1.6%	On-Time Performance	97.7%	97.0%	98.3%
5.26	4.98	5.22	-4.6%	Passenger Boardings per Revenue Mile	5.55	5.72	5.51
123.65	116.81	123.08	-5.1%	Passenger Boardings per Revenue Hour	131.60	134.28	130.45
30,000	27,282	30,138	-9.5%	Vehicle Miles between Failures	47,677	38,037	39,918

Call-A-Ride Profile

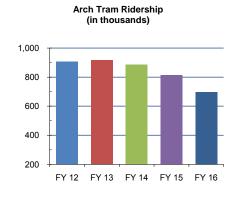


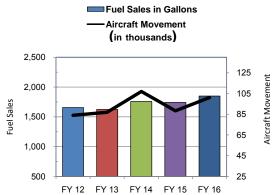


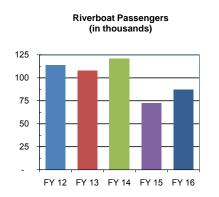


Goal	FY 2017	FY 2016	Change		FY 2015	FY 2014	FY 2013
				<u>Customer Measures</u>			
1,918	1,845	1,925	-4.1%	Average Weekday Ridership	1,928	1,964	2,015
286,619	275,998	287,643	-4.0%	Passenger Boardings	288,060	292,447	297,335
5.0	12.7	12.5	1.3%	Passenger Injuries per 100,000 Boardings	5.9	8.5	7.1
15.0	24.3	25.7	-5.6%	Customer Complaints per 100,000 Boardings	27.8	17.8	15.5
				Business Measures			
\$2.13	\$2.48	\$2.18	14.2%	Average Fare	\$2.09	\$1.92	\$1.86
9.9%	10.2%	10.1%	1.1%	Farebox Recovery (excludes contractual)	10.9%	10.7%	11.4%
22.2%	18.7%	21.0%	-10.9%	Revenue Recovery (includes contractual)	23.4%	24.5%	27.7%
\$86.64	\$86.25	\$83.49	3.3%	Operating Expense per Revenue Hour	\$77.31	\$75.73	\$71.00
\$44.87	\$46.71	\$44.38	5.3%	Operating Expense per Passenger Boarding	\$41.24	\$40.88	\$37.10
				Operating Measures			
1.50	0.77	0.92	-16.4%	Vehicle Accidents per 100,000 Vehicle Miles	1.19	0.70	1.11
95.0%	93.8%	92.5%	1.4%	On-Time Performance	94.8%	94.2%	94.3%
0.11	0.10	0.11	-4.3%	Passenger Boardings per Revenue Mile	0.11	0.11	0.11
1.88	1.85	1.88	-1.6%	Passenger Boardings per Revenue Hour	1.87	1.85	1.91
50,000	43,184	34,223	26.2%	Revenue Miles between Maintenance Failure	33,039	59,397	38,582









Goal	FY 2017	FY 2016	Change		FY 2015	FY 2014	FY 2013
				Gateway Arch			
1,405,806	\$531,913	\$2,063,675	-74.2%	Income (Loss) Before Depreciation	(\$4,291,640)	\$1,121,975	\$2,533,670
419,064	382,131	441,738	-13.5%	Tram Ridership	451,989	471,239	496,110
				Riverfront Attractions			
\$367,534	\$342,888	(\$77,715)	541.2%	Income (Loss) Before Depreciation	(\$123,400)	\$362,382	\$243,283
69,670	64,815	40,289	60.9%	Passengers	39,007	78,961	68,673
556	542	354	53.1%	Cruises	339	587	667
155	151	124	21.8%	Days of Operation	105	151	156
				St. Louis Downtown Airport			
(\$54,634)	(\$41,634)	\$44,289	-194.0%	Income (Loss) Before Depreciation	\$29,088	\$225,575	\$314,582
886,815	837,098	935,229	-10.5%	Fuel Sales (gallons)	871,010	910,878	796,733
45,000	57,578	49,722	15.8%	Aircraft Movements	44,412	57,712	43,667
320	320	329	-2.7%	Average Based Aircraft	318	326	318
				Executive Services			
\$160,392	\$375,460	\$303,998	23.5%	Income (Loss) Before Depreciation	\$584,509	\$493,635	\$749,050
				St. Louis Regional Freightway			
(\$318,372)	(\$177,325)	(\$7.785)	-2177.8%	Income (Loss) Before Depreciation	n/a	n/a	n/a

				Peer P	erform	ance - S	System						
CHARACTERISTICS PERFORMANCE MEA		St. Louis	BUFFALO	CLEVELAND	DALLAS	DENVER	MINNEAPOLIS	PITTSBURGH	PORTLAND	SACRAMENTO	SAN DIEGO	SAN JOSE	AVERAGE
Population of service area (in millions)	FY 15 FY 14 FY 13	1.62 1.54 1.54	0.98 1.18 1.18	1.41 1.41 1.41	2.35 2.33 2.44	2.88 2.88 3.16	1.84 1.84 1.84	1.42 1.42 1.42	1.56 1.54 1.49	1.04 1.04 0.97	2.46 2.22 2.22	1.88 1.88 1.88	1.77 1.75 1.78
Passenger Boardings (in millions)	FY 15 FY 14 FY 13	46.6 48.1 47.1	26.3 26.4 29.8	47.0 49.2 49.2	69.8 70.9 71.3	102.3 104.3 101.4	85.8 84.5 81.4	65.2 63.7 63.6	101.4 99.5 99.3	25.6 26.4 27.3	94.9 91.9 82.1	45.1 44.5 44.2	64.5 64.5 63.3
Average Weekday Passenger Boardings	FY 15 FY 14 FY 13	146,826 151,998 149,797	89,830 89,281 102,859	151,756 157,573 134,644	232,322 237,392 239,166	335,088 341,480 333,857	276,408 273,036 266,688	218,583 214,295 215,288	323,289 317,091 316,247	89,197 91,145 94,545	305,952 292,946 261,202	145,378 145,060 144,379	210,421 210,118 205,334
Average Saturday Passenger Boardings	FY 15 FY 14 FY 13	98,135 101,528 97,174	38,258 40,388 44,411	89,554 98,272 136,484	119,014 120,242 118,702	182,305 182,086 171,758	166,145 162,025 148,429	105,391 102,367 100,443	196,604 194,568 197,406	34,890 32,107 37,705	184,603 183,390 170,704	80,485 76,481 76,864	117,762 117,587 118,189
Average Sunday Passenger Boardings	FY 15 FY 14 FY 13	67,147 67,580 64,565	26,145 27,506 23,566	63,396 68,066 133,918	73,799 71,279 69,308	123,909 131,978 124,157	119,555 117,666 103,615	65,857 62,858 61,827	147,793 143,800 143,471	22,004 23,346 23,715	128,004 133,483 118,200	66,344 60,800 60,281	82,178 82,578 84,238
Vehicles in Operated in Maximum Service	FY 15 FY 14 FY 13	473 469 467	351 361 357	547 537 531	1,042 1,080 1,071	1,395 1,416 1,328	885 861 831	912 900 951	918 894 888	222 223 221	732 690 649	679 677 667	741 737 724
Farebox Recovery	FY 15 FY 14 FY 13	21.0% 21.5% 22.7%	25.3% 29.2% 29.4%	19.8% 20.2% 22.4%	15.0% 15.7% 15.1%	25.7% 25.3% 26.4%	25.2% 27.1% 29.1%	27.2% 27.3% 28.0%	31.5% 30.3% 29.6%	21.8% 22.5% 22.2%	40.6% 41.2% 40.0%	12.4% 12.4% 13.0%	24.1% 24.8% 25.3%
Subsidy per Passenger Boarding	FY 15 FY 14 FY 13	4.25 4.02 3.81	3.62 3.38 2.95	4.09 4.06 3.61	5.65 5.54 5.48	3.42 3.42 3.25	3.29 2.97 2.74	4.21 4.19 4.07	2.65 2.75 2.77	4.11 3.94 3.94	1.51 1.46 1.66	6.66 6.55 6.23	3.95 3.84 3.68

				Peer Pe	erforma	nce - I	Bus						
CHARACTERISTIC PERFORMANCE ME		ST. LOUIS	BUFFALO	CLEVELAND	DALLAS	DENVER	MINNEAPOLIS	PITTSBURGH	PORTLAND	SACRAMENTO	SAN DIEGO	SAN JOSE	AVERAGE
Fleet Size	FY 15 FY 14 FY 13	390 383 378	316 322 312	396 391 391	636 861 650	1,127 1,101 1,029	907 905 912	705 701 695	643 608 597	219 225 225	605 582 517	507 452 455	586 594 560
Fleet Age (average in years)	FY 15 FY 14 FY 13	7.4 8.2 8.9	9.3 8.3 7.9	7.9 9.7 9.4	4.5 4.0 7.6	6.5 8.9 9.8	4.9 4.7 5.1	7.4 7.5 7.2	9.5 11.4 13.0	8.0 8.6 7.6	6.6 6.7 7.2	9.4 10.2 9.3	7.4 8.0 8.5
Passenger Boardings (in millions)	FY 15 FY 14 FY 13	29.4 30.1 29.4	21.7 21.6 23.3	37.3 34.4 34.3	36.4 37.4 37.9	75.5 76.7 76.3	62.1 67.8 70.4	54.8 53.4 53.1	62.1 59.7 58.7	13.7 13.7 13.8	53.9 51.3 51.6	33.0 32.9 32.7	43.6 43.5 43.8
Bus Boardings as a Percent of System Boardings	FY 15 FY 14 FY 13	63.1% 62.6% 62.4%	82.5% 81.8% 78.2%	79.4% 70.0% 69.7%	52.1% 52.7% 53.2%	73.8% 73.5% 75.2%	72.4% 80.3% 86.5%	84.0% 83.8% 83.5%	61.2% 60.0% 59.1%	53.5% 51.7% 50.5%	56.8% 55.9% 62.8%	73.2% 73.8% 74.1%	67.6% 67.8% 68.7%
Operating Expense (in millions)	FY 15 FY 14 FY 13	\$ 153.2 \$ 150.4 145.4	96.6 \$ 95.4 93.0	161.7 \$ 166.7 153.0	233.6 \$ 238.6 248.8	314.6 327.0 313.1	\$ 296.5 280.8 264.4	\$ 284.3 \$ 276.8 270.4	236.8 \$ 240.9 239.1	77.2 \$ 77.9 73.8	147.7 \$ 138.2 143.0	240.5 \$ 238.3 226.0	203.9 202.8 197.3
Operating Expense per Revenue Mile	FY 15 FY 14 FY 13	\$ 8.32 \$ 8.13 7.87	11.46 \$ 11.22 10.72	11.61 \$ 12.59 11.80	8.54 \$ 8.91 9.13	8.69 9.19 8.82	\$ 12.27 11.71 11.43	\$ 14.08 \$ 14.56 14.32	11.74 \$ 12.32 12.51	12.82 \$ 12.98 12.52	8.03 \$ 8.23 8.67	15.57 \$ 15.88 15.27	11.19 11.43 11.19
Operating Expense per Passenger Mile	FY 15 FY 14 FY 13	\$ 1.04 \$ 0.95 0.95	1.25 \$ 1.15 1.08	1.09 \$ 1.15 1.06	1.62 \$ 1.57 1.61	0.80 0.84 0.78	\$ 1.17 0.99 0.93	\$ 1.24 \$ 1.16 1.30	0.83 \$ 0.84 1.04	1.50 \$ 1.47 1.49	0.74 \$ 0.76 0.79	1.36 \$ 1.36 1.35	1.15 1.11 1.13
Operating Expense per Passenger Boarding	FY 15 FY 14 FY 13	\$ 5.20 \$ 5.00 4.94	4.45 \$ 4.42 4.00	4.75 \$ 4.84 4.46	6.42 \$ 6.38 6.56	4.17 4.27 4.10	\$ 4.77 4.14 3.75	\$ 5.18 \$ 5.18 5.09	3.81 \$ 4.03 4.08	5.64 \$ 5.71 5.35	2.74 \$ 2.69 2.77	7.28 \$ 7.25 6.90	4.95 4.90 4.73
Boardings per Revenue Mile	FY 15 FY 14 FY 13	1.6 1.6 1.6	2.6 2.5 2.7	3.0 2.6 2.7	1.3 1.4 1.4	2.1 2.2 2.2	2.6 2.8 3.0	2.7 2.8 2.8	3.1 3.1 3.1	2.3 2.3 2.3	2.9 3.1 3.1	2.1 2.2 2.2	2.4 2.4 2.5
Boardings per Revenue Hour	FY 15 FY 14 FY 13	21.6 22.1 21.7	27.6 27.7 29.4	32.4 30.0 30.4	16.9 18.0 18.1	27.3 28.7 29.3	30.7 33.1 35.1	35.7 36.0 36.5	35.4 35.8 36.2	24.9 24.9 25.9	32.3 32.6 33.4	25.0 26.0 26.7	28.2 28.6 29.3

			P	ee	er Pe	rfo	ormai	nc	e - Li	gl	ht Rai	il								
CHARACTERISTIC PERFORMANCE ME		St. Louis	BUFFALO		CLEVELAND		DALLAS		DENVER		MINNEAPOLIS		PITTSBURGH	PORTI	QNE	SACRAMENTO	SAN DIEGO	SAN JOSE	AVERACE	∃ 5∀:
Fleet Size	FY 15 FY 14 FY 13	87 87 87	27 27 27		34 48 48		163 163 163		172 172 172		86 86 62		83 83 83	1	33 31 31	76 76 76	130 162 175	99 99 99	10	99 03 02
Fleet Age (average in years)	FY 15 FY 14 FY 13	16.3 15.3 14.3	30.9 29.9 28.9		31.0 33.0 32.0		13.0 12.0 11.0		9.7 8.7 7.7		4.5 3.5 3.9		23.6 22.6 21.6	17	3.0 7.0 3.2	19.1 18.1 17.1	11.9 14.1 15.8	13.7 12.7 11.7	17 17 16	.0
Passenger Boardings (in millions)	FY 15 FY 14 FY 13	16.6 17.5 17.1	4.4 4.6 6.3		2.6 2.8 2.9		29.8 29.5 29.5		25.5 26.4 23.8		23.0 16.0 10.2		8.0 7.9 8.0	38	7.7 3.2 9.2	12.1 12.7 13.5	40.1 39.7 29.7	11.6 11.0 10.7	19 18 17	3.7
Rail Boardings as a Percent of System Boardings	FY 15 FY 14 FY 13	35.7% 36.3% 36.2%	16.8% 17.6% 21.2%		5.5% 5.6% 5.9%		42.8% 41.5% 41.3%		24.9% 25.3% 23.4%		26.8% 18.9% 12.5%		12.3% 12.5% 12.6%	37. 38. 39.	4%	47.1% 48.1% 49.5%	42.2% 43.2% 36.2%	25.8% 24.6% 24.3%	29.8 28.4 27.5	4%
Operating Expense (in millions)	FY 15 FY 14 FY 13	\$ 73.3 71.6 64.8	\$ 22.2 22.1 23.3	\$	13.5 13.1 11.7	\$	168.2 165.0 151.0	\$	111.0 102.2 87.1	\$	64.7 48.9 32.4	\$	55.7 53.1 51.5	108	.5 3.1 9.3	\$ 56.9 54.8 50.0	\$ 73.1 \$ 71.6 66.4	\$ 81.3 \$ 74.7 69.0	75. 71 64	.4
Operating Expense per Vehicle Revenue Mile	FY 15 FY 14 FY 13	\$ 11.73 11.47 10.41	\$ 26.73 24.34 23.77	\$	16.03 15.78 14.92	\$	17.30 17.92 16.55	\$	10.00 9.16 8.56	\$	12.59 12.21 14.03	\$	26.08 25.66 25.52	\$ 14. 14. 12.		\$ 14.46 13.92 12.76	\$ 8.50 \$ 8.41 8.55	\$ 23.11 \$ 22.03 21.50	16.4 15.4	90
Operating Expense per Passenger Mile	FY 15 FY 14 FY 13	\$ 0.53 0.49 0.42	\$ 1.81 1.81 1.42	\$	0.90 0.80 0.68	\$	0.68 0.68 0.63	\$	0.61 0.51 0.43	\$	0.66 0.67 0.60	\$	1.79 1.57 1.56	0.	54 50 50	\$ 0.83 0.73 0.66	\$ 0.33 \$ 0.31 0.38	\$ 1.33 \$ 1.21 1.19	0.9 0.8 0.7	84
Operating Expense per Passenger Boarding	FY 15 FY 14 FY 12	\$ 4.40 4.10 3.80	\$ 5.03 4.77 3.45	\$	5.19 4.71 4.32	\$	5.64 5.60 4.92	\$	4.35 3.88 3.32	\$	2.81 3.06 2.66	\$	6.92 6.69 7.30	2.	95 83 36	\$ 4.72 4.31 3.45	\$ 1.82 1.80 1.94	\$ 7.17 \$ 6.82 5.95	4.6 4.4 3.9	42
Boardings per Vehicle Revenue Mile	FY 15 FY 14 FY 13	2.7 2.8 2.7	5.3 5.1 6.5		3.1 3.3 3.7		3.1 3.2 3.2		2.3 2.4 2.3		4.5 4.0 4.4		3.8 3.8 4.0	4	1.8 1.9 5.1	3.1 3.2 3.5	4.7 4.7 3.8	3.2 3.2 3.4	3	3.7 3.7 3.9
Boardings per Vehicle Revenue Hour	FY 15 FY 14 FY 13	62.9 65.8 64.6	52.8 54.8 73.5		46.1 51.1 55.1		63.7 65.1 65.2		40.6 40.5 41.8		54.0 48.6 62.0		47.9 49.2 50.5	72).6 2.2 4.2	55.3 58.3 62.2	80.9 78.7 63.0	51.1 50.1 54.1	56 57 60	.7

		P	eer I	Per	form	an	ce -	De	man	d Res	ро	nse					
CHARACTERISTI PERFORMANCE M		ST. Louis	BUFFALC	?	CLEVELAND		DALLAS		DENVER	MINNEAPOLIS		PITTSBURGH	PORTLAND	SACRAMENTO	SAN DIEGO	SANJOSE	AVERAGE
Fleet Size	FY 15 FY 14 FY 13	118 116 120	7: 7: 6	4	159 158 146		118 165 165		404 450 386	- - -		346 346 390	219 268 268	- - -	202 146 145	242 244 254	209 219 216
Fleet Age (average in years)	FY 15 FY 14 FY 13	4.5 5.8 4.7	5. 4. 5.	1	4.3 4.9 4.0		2.8 1.8 0.6		5.0 4.5 5.3	- - -		4.5 5.6 5.4	5.6 3.7 3.7	- - -	6.0 4.1 3.1	3.7 2.9 2.4	4.6 4.2 3.8
Passenger Boardings (in millions)	FY 15 FY 14 FY 13	0.58 0.58 0.59	0.1 0.1 0.1	6	0.70 0.75 0.70		0.40 0.47 0.52		1.23 1.27 1.23	- - -		0.79 1.59 1.72	0.92 0.93 0.93	- - -	0.59 0.55 0.51	0.72 0.73 0.73	0.68 0.78 0.79
Demand-Response Boardings as a Percent of System Boardings	FY 15 FY 14 FY 13	1.2% 1.2% 1.3%	0.7 0.6 0.6	%	1.5% 1.5% 1.4%		0.6% 0.7% 0.7%		1.2% 1.2% 1.2%	- - -		1.2% 2.5% 2.7%	0.9% 0.9% 0.9%	- - -	0.6% 0.6% 0.6%	1.6% 1.6% 1.7%	1.1% 1.2% 1.2%
Operating Expense (in millions)	FY 15 FY 14 FY 13	\$ 24.4 24.7 21.9	\$ 8. 8. 7.	3	32.1 32.4 29.9	\$	16.6 23.7 21.0	\$	45.6 48.1 46.9	- - -	\$	36.3 36.3 36.3	\$ 32.6 32.8 32.2	- - -	\$ 17.5 15.5 14.5	\$ 21.0 20.0 22.0	26.1 26.8 25.8
Operating Expense per Revenue Mile	FY 15 FY 14 FY 13	\$ 4.57 4.64 4.17	\$ 5.2 5.4 4.9	0	6.04 6.24 6.00	\$	6.97 8.07 4.99	\$	4.18 4.59 4.68	- - -	\$	3.89 3.75 3.64	\$ 5.15 5.01 4.92	- - -	\$ 4.21 4.25 4.41	\$ 3.54 3.23 3.66	4.86 5.02 4.60
Operating Expense per Passenger Mile	FY 15 FY 14 FY 13	\$ 4.26 4.29 3.66	\$ 4.8 4.8 4.3	6	5.35 4.45 6.02	\$	3.34 3.81 2.90	\$	4.39 4.64 4.40	- - -	\$	3.07 2.91 2.73	\$ 3.74 3.63 3.50	- - -	\$ 2.99 2.94 3.05	\$ 3.10 2.47 2.68	3.90 3.78 3.69
Operating Expense per Passenger Boarding	FY 15 FY 14 FY 13	42.28 42.53 37.00	\$ 48.9 50.6 46.3	3	45.64 43.07 42.40	\$	41.73 50.56 40.51	\$	37.07 37.85 38.15	- - -	\$	23.89 22.74 21.13	\$ 35.25 35.33 34.61	- - -	\$ 29.41 28.38 28.38	\$ 29.11 27.47 29.96	37.04 37.62 35.38
Boardings per Revenue Mile	FY 15 FY 14 FY 13	0.1 0.1 0.1	0. 0. 0.	1	0.1 0.1 0.1		0.2 0.2 0.1		0.1 0.1 0.1	- - -		0.2 0.2 0.2	0.1 0.1 0.1	- - -	0.1 0.1 0.2	0.1 0.1 0.1	0.1 0.1 0.1
Boardings per Revenue Hour * Minneapolis and Sacramen	FY 15 FY 14 FY 13	1.9 1.9 1.9	1. 1. 1.	8	1.9 2.0 2.0		2.1 2.1 1.8		1.7 1.8 1.8	- - -		2.3 2.4 2.6	2.0 2.0 2.0	-	2.5 2.6 2.7	2.6 2.6 2.6	2.1 2.1 2.1

Average Weekday Ridership

		MetroBus			MetroLink		C	all-A-Ride			System	
Period	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change
1st Qtr YTD	84,399	93,722	-9.9%	50,290	52,865	-4.9%	1,860	1,949	-4.6%	136,549	148,536	-8.1%
2nd Qtr YTD	83,647	92,135	-9.2%	48,053	50,217	-4.3%	1,845	1,925	-4.1%	133,545	144,277	-7.4%
3rd Qtr YTD	-	88,902	-	-	48,328	-	-	1,928	-	-	139,158	-
Full year	-	87,213	-	-	48,752	-	-	1,914	-	-	137,879	-
July	79,649	88,084	-9.6%	49,251	51,382	-4.1%	1,801	1,940	-7.2%	130,701	141,406	-7.6%
August	84,200	94,249	-10.7%	48,962	51,481	-4.9%	1,891	1,983	-4.6%	135,053	147,713	-8.6%
September	89,349	98,832	-9.6%	52,658	55,731	-5.5%	1,887	1,925	-2.0%	143,894	156,488	-8.0%
October	88,577	96,538	-8.2%	49,166	50,371	-2.4%	1,927	2,001	-3.7%	139,670	148,910	-6.2%
November	84,266	90,193	-6.6%	46,237	47,165	-2.0%	1,798	1,881	-4.4%	132,301	139,239	-5.0%
December	75,841	84,914	-10.7%	42,044	45,172	-6.9%	1,768	1,818	-2.8%	119,653	131,904	-9.3%
January	-	81,748	-	-	44,336	-	-	1,883	-	-	127,967	-
February	-	83,666	-	-	44,756	-	-	1,986	-	-	130,408	-
March	-	81,896	-	-	44,556	-	-	1,931	-	-	128,383	-
April	-	84,675	-	-	51,127	-	-	1,917	-	-	137,719	-
May	-	80,883	-	-	50,473	-	-	1,802	-	-	133,158	-
June	-	80,882	-	-	48,476	-	-	1,896	-	-	131,254	-

Passenger Boardings

	MetroBus	
FY 2017	FY 2016	Change
6,812,101	7,547,124	-9.7%
13,286,768	14,639,057	-9.2%
-	21,115,622	-
-	27,701,279	-
	FY 2017 6,812,101	6,812,101 7,547,124 13,286,768 14,639,057 - 21,115,622

ı	MetroLink	
FY 2017	FY 2016	Change
4,099,023	4,367,923	-6.1%
7,750,022	8,183,650	-5.3%
-	11,743,327	-
-	15,777,584	-

Call-A-Ride						
FY 2017	FY 2016	Change				
139,404	144,989	-3.9%				
275,998	287,643	-4.0%				
-	430,011	-				
-	568,097	-				

		System						
•	FY 2017	FY 2016	Change					
	11,050,528	12,060,036	-8.4%					
)	21,312,788	23,110,350	-7.8%					
	-	33,288,960	-					
	-	44,046,960	-					

July	2,122,798	2,435,625	-12.8%
August	2,343,795	2,516,668	-6.9%
September	2,345,508	2,594,831	-9.6%
October	2,347,007	2,594,484	-9.5%
November	2,150,987	2,245,054	-4.2%
December	1,976,673	2,252,395	-12.2%
January	-	2,094,931	-
February	-	2,145,122	-
March	-	2,236,512	-
April	-	2,226,706	-
Мау	-	2,195,478	-
June	-	2,163,473	-

1,343,741	1,482,226	-9.3%
1,369,148	1,386,198	-1.2%
1,386,134	1,499,499	-7.6%
1,334,718	1,389,283	-3.9%
1,199,490	1,205,121	-0.5%
1,116,791	1,221,323	-8.6%
-	1,153,882	-
-	1,181,298	,
-	1,224,497	-
-	1,352,859	,
-	1,363,270	-
-	1,318,128	-
		·

43,885	49,535	-11.4%
48,670	47,939	1.5%
46,849	47,515	-1.4%
47,073	50,066	-6.0%
45,046	45,271	-0.5%
44,475	47,317	-6.0%
-	45,881	-
-	46,927	-
-	49,560	-
-	46,096	-
-	45,229	-
-	46,761	-

0	3,510,424	3,967,386	-11.5%
	3,761,613	3,950,805	-4.8%
	3,778,491	4,141,845	-8.8%
	3,728,798	4,033,833	-7.6%
	3,395,523	3,495,446	-2.9%
	3,137,939	3,521,035	-10.9%
	-	3,294,694	-
	-	3,373,347	-
	-	3,510,569	-
	-	3,625,661	-
	-	3,603,977	-
	-	3,528,362	-

Passengers by Jurisdiction

		MetroBus					
	ı	Vissouri		;	St. Clair		
Period	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change	
1st Qtr YTD	6,017,293	6,712,288	-10.4%	794,808	834,836	-4.8%	
2nd Qtr YTD	11,810,399	13,092,685	-9.8%	1,476,369	1,546,372	-4.5%	
3rd Qtr YTD	-	18,923,479	-	-	2,192,143	-	
Full year	-	24,768,747	-	-	2,932,532	-	

MetroLink					
Missouri St. Clair					
FY 2017	FY 2016	Change	FY 2017	FY 2016	Change
3,361,097	3,555,037	-5.5%	737,926	812,886	-9.2%
6,343,241	6,674,869	-5.0%	1,406,781	1,508,781	-6.8%
-	9,578,464	-	-	2,164,863	-
-	12,878,546	-	-	2,899,038	-

July	1,867,735	2,162,731	-13.6%	255,063	272,894	-6.5%
August	2,073,836	2,244,861	-7.6%	269,959	271,807	-0.7%
September	2,075,722	2,304,696	-9.9%	269,786	290,135	-7.0%
October	2,098,308	2,335,913	-10.2%	248,699	258,571	-3.8%
November	1,924,552	2,023,166	-4.9%	226,435	221,888	2.0%
December	1,770,246	2,021,318	-12.4%	206,427	231,077	-10.7%
January	-	1,886,900	-	-	208,031	-
February	-	1,930,819	-	-	214,303	-
March	-	2,013,075	-	-	223,437	-
April	-	1,977,577	-	-	249,129	-
Мау		1,941,932			253,546	-
June	-	1,925,759	-	-	237,714	-

1,106,073	1,208,720	-8.5%	237,668	273,506	-13.1%
1,119,567	1,127,630	-0.7%	249,581	258,568	-3.5%
1,135,457	1,218,687	-6.8%	250,677	280,812	-10.7%
1,093,750	1,135,921	-3.7%	240,968	253,362	-4.9%
977,451	986,553	-0.9%	222,039	218,568	1.6%
910,943	997,358	-8.7%	205,848	223,965	-8.1%
-	942,470	-	-	211,412	-
-	959,132	-	-	222,166	-
-	1,001,993	-	1	222,504	-
-	1,104,355	-	-	248,504	-
	1,110,695	-	-	252,575	
-	1,085,032	-	-	233,096	-

Passenger Revenue

1	MetroBus			
FY 2017	FY 2016	Change		
\$7,012,569	\$8,143,742	-13.9%		
\$13,525,622	\$15,604,859	-13.3%		
	\$22,433,442			
	\$29,564,500			
	FY 2017 \$7,012,569	FY 2017 FY 2016 \$7,012,569 \$8,143,742 \$13,525,622 \$15,604,859 \$22,433,442		

MetroLink						
FY 2016	Change					
\$4,655,536	-11.0%					
\$8,622,614	-9.3%					
\$12,382,538						
\$16,682,695						
	FY 2016 \$4,655,536 \$8,622,614 \$12,382,538					

Call-A-Ride *					
FY 2016	Change				
\$632,072	1.4%				
\$1,284,900	2.1%				
\$1,923,840					
\$2,610,086					
	FY 2016 \$632,072 \$1,284,900 \$1,923,840				

System					
FY 2017	FY 2016	Change			
\$11,796,383	\$13,431,350	-12.2%			
\$22,661,694	\$25,512,372	-11.2%			
	\$36,739,820				
	\$48,857,281				

1st Qtr	\$7,012,569	\$8,143,742	-13.9%
2nd Qtr	\$6,513,053	\$7,461,117	-12.7%
3rd Qtr		\$6,828,583	
4th Qtr		\$7,131,058	

\$4,142,651	\$4,655,536	-11.0%
\$3,681,310	\$3,967,078	-7.2%
	\$3,759,925	
	\$4,300,157	

\$641,163	\$632,072	1.4%
\$670,948	\$652,827	2.8%
	\$638,941	
	\$686,245	

\$11,796,383	\$13,431,350	-12.2%
\$10,865,311	\$12,081,022	-10.1%
	\$11,227,448	
	\$12,117,459	

^{*} Call-A-Ride passenger revenue does not include Medicaid and Department of Mental Health contractual subsidies.

Revenue Miles

							<u> </u>			T -		
	l l	/letroBus*		1	MetroLink*		•	Call-A-Ride			System	
Period	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change
1st Qtr YTD	4,709,831	4,680,474	0.6%	778,004	788,550	-1.3%	1,348,707	1,334,285	1.1%	6,836,542	6,803,309	0.5%
2nd Qtr YTD	9,332,502	9,259,390	0.8%	1,555,099	1,567,159	-0.8%	2,677,406	2,669,369	0.3%	13,565,007	13,495,918	0.5%
3rd Qtr YTD	-	13,810,040	-	-	2,343,414	-	-	3,997,691	-	-	20,151,145	-
Full year	-	18,470,425	-	-	3,125,069	-	-	5,344,645	-	-	26,940,139	-
				<u> </u>								
July	1,562,306	1,595,537	-2.1%	261,369	267,305	-2.2%	435,057	449,461	-3.2%	2,258,731	2,312,303	-2.3%
August	1,616,850	1,563,357	3.4%	268,319	263,542	1.8%	463,203	442,206	4.7%	2,348,372	2,269,105	3.5%
September	1,530,675	1,521,581	0.6%	248,316	257,703	-3.6%	450,447	442,618	1.8%	2,229,439	2,221,902	0.3%
October	1,560,648	1,563,396	-0.2%	259,057	260,628	-0.6%	461,251	467,532	-1.3%	2,280,956	2,291,557	-0.5%
November	1,514,068	1,467,430	3.2%	256,753	251,888	1.9%	434,897	423,870	2.6%	2,205,718	2,143,188	2.9%
December	1,547,955	1,548,090	0.0%	261,284	266,093	-1.8%	432,551	443,682	-2.5%	2,241,790	2,257,864	-0.7%
January	-	1,506,339	-	-	257,208	-	-	425,401	-	-	2,188,948	-
February	-	1,461,584	-	-	250,504	-	-	432,002	-	-	2,144,090	-
March	-	1,582,727	-	-	268,542	-	-	470,919	=	-	2,322,188	-
April	-	1,536,178	-	-	257,806	-	-	442,185	-	-	2,236,168	-
Мау	-	1,566,916	-	-	264,878	-	-	447,853	-	-	2,279,647	-
June	-	1,557,292	-	-	258,971	-	-	456,916	-	-	2,273,180	_

^{*} Scheduled

Total Miles

r	MetroBus*			
FY 2017	FY 2016	Change		
5,403,860	5,347,458	1.1%		
10,685,398	10,554,764	1.2%		
-	15,719,011	-		
-	21,053,207	-		
	FY 2017 5,403,860	FY 2017 FY 2016 5,403,860 5,347,458 10,685,398 10,554,764 - 15,719,011		

MetroLink*					
FY 2017	FY 2016	Change			
784,671	795,593	-1.4%			
1,567,799	1,580,915	-0.8%			
-	2,363,230	-			
-	3,151,334	-			

	Call-A-Ride						
	FY 2017	FY 2016	Change				
	1,442,812	1,421,459	1.5%				
	2,873,319	2,840,534	1.2%				
	-	4,259,736	-				
	-	5,700,005	-				
•							

System					
FY 2017	FY 2016	Change			
7,631,344	7,564,510	0.9%			
15,126,515	14,976,214	1.0%			
-	22,341,977	-			
-	29,904,545	-			

July	1,791,851	1,824,368	-1.8%
August	1,855,117	1,783,018	4.0%
September	1,756,893	1,740,072	1.0%
October	1,783,058	1,778,457	0.3%
November	1,729,724	1,667,475	3.7%
December	1,768,755	1,761,375	0.4%
January	-	1,710,021	-
February	-	1,662,479	-
March	-	1,791,748	-
April	-	1,749,009	-
Мау	-	1,800,429	-
June	-	1,784,758	-

263,656	269,868	-2.3%
270,455	265,688	1.8%
250,561	260,038	-3.6%
261,132	262,972	-0.7%
258,716	254,048	1.8%
263,279	268,302	-1.9%
1	259,197	-
1	252,498	-
1	270,620	-
-	259,986	-
1	267,105	-
-	261,012	-

464,387	477,810	-2.8%
494,922	471,436	5.0%
483,503	472,213	2.4%
492,840	497,084	-0.9%
469,724	449,616	4.5%
467,943	472,375	-0.9%
-	454,722	-
-	460,777	-
-	503,703	-
-	473,125	-
-	478,690	-
-	488,454	-
		_

2,519,893	2,572,046	-2.0%
2,620,493	2,520,142	4.0%
2,490,957	2,472,323	0.8%
2,537,030	2,538,513	-0.1%
2,458,164	2,371,139	3.7%
2,499,978	2,502,051	-0.1%
-	2,423,939	-
-	2,375,754	-
-	2,566,071	-
-	2,482,120	-
-	2,546,224	-
-	2,534,224	-
•		

^{*} Scheduled

Revenue Hours

		MetroBus*		
Period	FY 2017	FY 2016	Change	
1st Qtr YTD	358,590	351,540	2.0%	
2nd Qtr YTD	703,973	690,237	2.0%	
3rd Qtr YTD	-	1,027,940	-	
Full year	-	1,382,348	-	

-0.3%

5.0%

1.4%

1.1%

4.3%

0.6%

MetroLink*			
FY 2016	Change		
33,541	-1.1%		
66,489	-0.2%		
99,584	-		
132,794	-		
	FY 2016 33,541 66,489 99,584		

Call-A-Ride			
FY 2017	FY 2016	Change	
76,182	76,485	-0.4%	
149,468	152,879	-2.2%	
-	227,991	-	
-	303,336	-	

System			
FY 2017	FY 2016	Change	
467,933	461,566	1.4%	
919,788	909,604	1.1%	
-	1,355,515	-	
-	1,818,479	-	

July	119,693	120,016
August	122,787	116,969
September	116,110	114,555
October	116,988	115,672
November	113,093	108,440
December	115,301	114,584
January	-	111,380
February	-	108,224
March	-	118,100
April	-	116,786
May		119,698
June	-	117,924

11,119	11,356	-2.1%
11,388	11,230	1.4%
10,653	10,954	-2.7%
11,087	11,044	0.4%
10,930	10,617	2.9%
11,171	11,288	-1.0%
-	11,053	-
-	10,641	-
-	11,401	-
-	10,958	-
	11,269	-
-	10,983	-

24,532	26,062	-5.9%
26,737	25,302	5.7%
24,913	25,121	-0.8%
25,092	26,257	-4.4%
23,785	24,037	-1.0%
24,409	26,100	-6.5%
-	24,257	1
-	24,154	,
-	26,701	
-	24,953	-
-	25,094	-
-	25,298	-

155,344	157,434	-1.3%
160,912	153,501	4.8%
151,677	150,630	0.7%
153,167	152,972	0.1%
147,808	143,094	3.3%
150,881	151,972	-0.7%
-	146,689	-
-	143,019	-
-	156,201	-
-	152,697	-
-	156,062	-
-	154,206	-

^{*} Scheduled

Total Hours

	N	MetroBus*		
Period	FY 2017	FY 2016	Change	
1st Qtr YTD	385,511	377,198	2.2%	
2nd Qtr YTD	757,543	741,257	2.2%	
3rd Qtr YTD	-	1,103,728	-	
Full year	-	1,484,149	-	

MetroLink*					
FY 2017	FY 2016	Change			
33,678	34,073	-1.2%			
67,359	67,539	-0.3%			
-	101,131	-			
-	134,852	-			

Call-A-Ride					
FY 2017	FY 2016	Change			
83,023	82,416	0.7%			
163,196	164,834	-1.0%			
-	246,157	-			
-	328,609	-			

System					
FY 2017	FY 2016	Change			
502,212	493,687	1.7%			
988,098	973,629	1.5%			
-	1,451,016	-			
-	1,947,610	-			

July	128,511	128,751	-0.2%
August	132,043	125,480	5.2%
September	124,957	122,967	1.6%
October	125,946	124,311	1.3%
November	121,835	116,548	4.5%
December	124,252	123,199	0.9%
January	-	119,676	-
February	-	116,372	-
March	-	126,424	-
April	-	124,966	-
Мау	-	128,659	
June	-	126,796	-

11,293	11,541	-2.2%
11,561	11,403	1.4%
10,824	11,128	-2.7%
11,255	11,221	0.3%
11,092	10,784	2.9%
11,334	11,461	-1.1%
-	11,217	-
-	10,803	-
-	11,572	-
-	11,128	-
-	11,443	-
-	11,150	-

26,947	28,057	-4.0%
29,001	27,273	6.3%
27,075	27,086	0.0%
27,172	28,270	-3.9%
26,139	25,907	0.9%
26,862	28,241	-4.9%
-	26,301	-
-	26,112	-
-	28,910	-
-	27,240	-
-	27,449	-
	27,763	
	•	

166,751	168,349	-0.9%
172,605	164,156	5.1%
162,856	161,181	1.0%
164,373	163,802	0.3%
159,065	153,239	3.8%
162,448	162,901	-0.3%
-	157,193	-
-	153,288	-
-	166,906	-
-	163,334	-
	167,551	-
-	165,709	-

^{*} Scheduled

Operating Expense by Mode

		MetroBus			MetroLink Call-A-Ride		System					
Period	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change
1st Qtr YTD	\$38,614,628	\$40,710,236	-5.1%	\$18,428,785	\$19,851,015	-7.2%	\$6,421,064	\$6,134,183	4.7%	\$63,464,477	\$66,695,435	-4.8%
2nd Qtr YTD	\$77,106,324	\$79,499,292	-3.0%	\$36,647,226	\$39,898,530	-8.1%	\$12,892,164	\$12,764,435	1.0%	\$126,645,714	\$132,162,257	-4.2%
3rd Qtr YTD		\$118,873,958	-		\$58,477,891	-		\$19,073,278	-		\$196,425,127	-
Full year		\$155,518,382	-		\$78,615,734	-		\$25,401,080	-		\$259,535,196	=

1st Qtr	\$38,614,628	\$40,710,236	-5.1%	\$18,428,785	\$19,851,015	-7.2%	\$6,421,064	\$6,134,183	4.7%	\$63,464,477	\$66,695,434	-4.8°
2nd Qtr	\$38,491,696	\$38,789,056	-0.8%	\$18,218,441	\$20,047,515	-9.1%	\$6,471,100	\$6,630,252	-2.4%	\$63,181,237	\$65,466,822	-3.5
3rd Qtr		\$39,374,666	-		\$18,579,361	-		\$6,308,843	-		\$64,262,870	-
4th Qtr		\$36,644,423	-		\$20,137,843	-		\$6,327,802	-		\$63,110,068	-

Unscheduled Absenteeism

		Operators			
Period	FY 2017	FY 2016	Change		
1st Qtr YTD	4.3%	4.1%	0.2%		
2nd Qtr YTD	3.9%	4.0%	-0.2%		
3rd Qtr YTD		4.2%	-		
Full year		4.2%	-		

Maintenance					
FY 2017	FY 2016	Change			
2.5%	2.0%	0.5%			
2.8%	1.8%	1.0%			
	1.7%	-			
	1.7%	-			

Facility Support				
FY 2017	FY 2016	Change		
1.6%	1.5%	0.1%		
2.1%	1.8%	0.3%		
	2.0%	-		
	2.0%	-		

Total			
FY 2017	FY 2016	Change	
3.8%	3.5%	0.3%	
3.5%	3.4%	0.1%	
	3.6%	-	
	3.6%	-	

July	4.5%	3.9%	0.7%
August	4.5%	4.1%	0.3%
September	4.1%	4.3%	-0.3%
October	3.6%	4.5%	-0.9%
November	3.4%	4.0%	-0.6%
December	3.1%	3.4%	-0.3%
January		4.5%	-
February		4.6%	-
March		4.8%	-
April		4.8%	-
May		3.9%	-
June		4.3%	-

3.0%	2.7%	0.3%
2.4%	2.2%	0.2%
2.3%	1.1%	1.2%
3.7%	2.0%	1.7%
2.0%	1.5%	0.5%
3.4%	1.3%	2.1%
	1.0%	-
	1.8%	-
	1.3%	-
	1.5%	-
	1.3%	-
	2.5%	-

1.2%	1.1%	0.1%
1.3%	1.8%	-0.6%
2.4%	1.6%	0.8%
3.2%	2.7%	0.4%
1.9%	1.9%	0.0%
2.7%	1.5%	1.2%
	2.0%	-
	3.0%	-
	2.0%	-
	1.2%	-
	2.4%	-
	2.5%	-
·		·

3.9%	3.4%	0.5%
3.8%	3.6%	0.2%
3.6%	3.5%	0.1%
3.6%	3.9%	-0.3%
3.0%	3.3%	-0.4%
3.1%	2.8%	0.3%
	3.6%	-
	4.0%	-
	3.9%	-
	3.9%	-
	3.3%	-
	3.8%	-

Gateway Arch

	Income Before Depreciation and Transfers		
Quarter	FY 2017	FY 2016	Change
1st Qtr YTD	\$1,039,951	\$555,478	87.2%
2nd Qtr YTD	\$531,913	\$2,063,675	-74.2%
3rd Qtr YTD		\$1,529,447	
Full Year		\$2,399,823	

	Tram Ridership		
Quarter	FY 2017	FY 2016	Change
1st Qtr YTD	282,884	313,500	-9.8%
2nd Qtr YTD	382,131	441,738	-13.5%
3rd Qtr YTD		462,780	
Full Year		696,905	

	Tram Ridership		
Month	FY 2017	FY 2016	Change
July	136,582	151,269	-9.7%
August	90,205	101,490	-11.1%
September	56,097	60,741	-7.6%
October	57,977	55,554	4.4%
November	41,189	41,001	0.5%
December	81	31,683	-99.7%
January		4,513	
February		-	
March		16,529	
April		48,136	
May		73,161	
June		112,828	

Riverfront Attractions

	Riverboat Passengers		
Month	FY 2017	FY 2016	Change
July	26,062	1,665	1465.3%
August	16,070	17,180	-6.5%
September	11,160	10,463	6.7%
October	8,676	8,641	0.4%
November	2,671	2,233	19.6%
December	176	107	64.5%
January		-	
February		-	
March		5,210	
April		10,229	
Мау		12,829	
June		19,031	

Quarter	FY 2017	FY 2016	Change
1st Qtr YTD	53,292	29,308	81.8%
2nd Qtr YTD	64,815	40,289	60.9%
3rd Qtr YTD		45,499	
Full Year		87,588	

	Income (Loss) Before Depreciation		
Quarter	FY 2017	FY 2016	Change
1st Qtr YTD	\$499,884	\$9,839	4980.6%
2nd Qtr YTD	\$342,888	(\$77,715)	541.2%
3rd Qtr YTD		(\$382,265)	
Full Year		\$112,980	

	Riverboat Cruises		
Quarter	FY 2017	FY 2016	Change
1st Qtr YTD	442	247	78.9%
2nd Qtr YTD	542	354	53.1%
3rd Qtr YTD		401	
Full Year		790	

	Riverboat Days of Operation				
Quarter	FY 2017	FY 2016	Change		
1st Qtr YTD	92	63	46.0%		
2nd Qtr YTD	151	124	21.8%		
3rd Qtr YTD		149			
Full Year		239			

St. Louis Downtown Airport

	Fue	el Sales in Gallor	ns
Month	FY 2017	FY 2016	Change
July	127,857	169,207	-24.4%
August	144,799	167,025	-13.3%
September	129,059	171,343	-24.7%
October	157,004	150,389	4.4%
November	128,585	123,096	4.5%
December	149,794	154,169	-2.8%
January		147,092	
February		133,737	
March		156,372	
April		157,260	
Мау		168,594	
June		151,361	

Quarter	FY 2017	FY 2016	Change
1st Qtr YTD	401,715	507,575	-20.9%
2nd Qtr YTD	837,098	935,229	-10.5%
3rd Qtr YTD		1,372,430	
Full Year		1,849,645	

	Income (Loss) Before Depreciation				
Quarter	FY 2017 FY 2016 C				
1st Qtr YTD	(\$38,424)	\$55,765	-168.9%		
2nd Qtr YTD	(\$41,634)	\$44,289	-194.0%		
3rd Qtr YTD		(\$46,886)			
Full year		(\$188,991)			

	Aircraft Movements			
Quarter	FY 2017	FY 2016	Change	
1st Qtr YTD	30,468	23,433	30.0%	
2nd Qtr YTD	57,578	49,722	15.8%	
3rd Qtr YTD		73,234		
Full Year		101,227		

	Average Based Aircraft			
Quarter	FY 2017	FY 2016	Change	
1st Qtr YTD	322	329	-2.0%	
2nd Qtr YTD	320	329	-2.7%	
3rd Qtr YTD		328		
Full Year		326		

St. Louis Regional Freightway

Income (Loss) Before Depreciation

Quarter	FY 2017	FY 2016	Change
1st Qtr YTD	(\$60,025)	\$37,779	-258.9%
2nd Qtr YTD	(\$177,325)	(\$7,785)	-2177.8%
3rd Qtr YTD		(\$27,320)	
Full Year		(\$223,461)	

Quarter	FY 2017	FY 2016	Change
1st Qtr	(\$60,025)	\$37,779	-258.9%
2nd Qtr	(\$117,300)	(\$45,564)	-157.4%
3rd Qtr		(\$19,534)	
4th Qtr		(\$196,142)	

Executive Services

Income (Loss) Before Depreciation

Quarter	FY 2017	FY 2016	Change
1st Qtr YTD	\$302,574	\$325,942	-7.2%
2nd Qtr YTD	\$375,460	\$303,998	23.5%
3rd Qtr YTD		\$150,632	
Full Year		\$313,292	

Quarter	FY 2017	FY 2016	Change
1st Qtr	\$302,574	\$325,942	-7.2%
2nd Qtr	\$72,886	(\$21,944)	432.1%
3rd Qtr		(\$153,365)	
4th Qtr		\$162,659	

Definitions

Transit

Customer complaint

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

Expense

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

Failure

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

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

Farebox recovery

Passenger revenue as a percent of operating expense.

Fleet size

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

On-time performance

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

Metro Call-A-Ride: Appointments are made giving the passenger an estimated arrival time. A trip is considered on-time if arrival for the appointment is within 20 minutes before or after the appointment time.

Operating expense

Expense less leases and rentals, which is a National Transit Database definition. Allocations by mode are based on National Transit Database instructions which are different than the management-developed cost allocation model. (See also "Expense.")

Passenger boardings

Includes original revenue vehicle boardings and all transfers based on bus farebox counts, MetroLink ridership modeling using Automatic Passenger Counter (APC) technology, and actual Call-A-Ride passengers.

Transit

Passenger injury

Physical harm or alleged physical harm to a passenger or bystander involved in an Agency accident. One vehicle accident may result in multiple injuries.

Revenue hours

Time that MetroBus/Call-A-Ride vehicles or MetroLink trains operate in passenger service including special service.

Revenue miles

Distance that MetroBus/Call-A-Ride vehicles or MetroLink trains operate in passenger service including special service.

Revenue recovery

Passenger revenue, Transit Management Association revenue, and paratransit contractual revenue as a percent of expense.

Ridership

Total passenger boardings.

Roadcall

MetroBus revenue service interruption whereby the vehicle is delayed because of mechanical, tire, farebox, wheelchair life or other equipment failure. A delay is not counted as a roadcall unless the delay is five minutes or more.

Subsidy

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

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

Total hours

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

Total miles

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

Unscheduled absenteeism

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

Vehicle accident

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

Vehicle miles

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

Non-Transit

Aircraft movement

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

Airport fuel sales (gallons)

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

Arch tram ridership

Number of adult and child tickets sold.

Based aircraft

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

Riverfront Attractions

Includes the Gateway Arch Riverboats and bike rentals, operated by Metro, and a heliport owned by Metro but operated under contract by another party.



211 North Broadway, Suite 700 St. Louis, MO 63102

finance@bistatedev.org

Memorandum



To: Finance and Administration Committee

From: Larry B. Jackson

Executive Vice President – Administration

Date: March 23, 2017

Subject: Quarterly Procurement Activity Report

Second Quarter Fiscal Year 2017

BSD Board Policy Chapter 50 Section 010 Paragraph N.3 requires that we provide quarterly reports to the Board relating to procurement activities, which exceed \$100,000, including contract modifications and award of options. The report format that has been used the past several years includes the key sections that are explained below.

Section 1 – Non-Competitive Procurement Trend

Federal regulations and Board Policy require that all procurements be conducted in a manner which fosters full and open competition. In certain instances however, competition is not feasible or practical. This section of the report summarizes the trend and relationship of non-competitive spend to total spend. All individual non-competitive contract awards exceeding \$100,000 are presented to the Board of Commissioners for approval prior to award. Other non-competitive expenditures must be approved by the appropriate Division Vice President, the Vice President of Procurement, and the President & CEO prior to award.

Section 2 – Procurement Contract Awards

This report lists all major (>\$100,000) contract awards during the reporting period and the relevant contract information for each. Information in this report is now listed in descending contract dollar value as requested previously by the Committee.

Section 3 – Contract Modifications

This report lists all contract modification actions executed during the period where the total revised contract amount exceeds \$100,000. Contract modifications include changes to contract scope, exercise of options and extensions, or other actions effecting the contract term. Information in this report is listed in descending contract dollar value as requested previously by the Committee.

Section 4 – Davis Bacon Act Projects

The Davis Bacon Act requires that all construction contracts financed with Federal assistance contain provisions requiring that all laborers and mechanics employed by the contractors or subcontractors to work on the project must be paid wages not less than those established for the area by the Secretary of Labor. The contractors listed in this section submit weekly "certified payrolls" to BSD, which we monitor in accordance with the regulatory requirements.

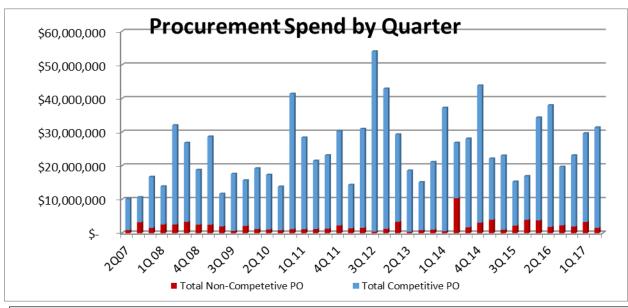
Section 5 – Procurement Card Administration

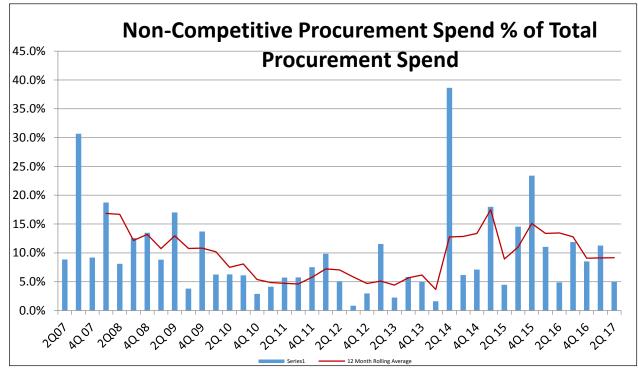
BSD's Procurement Department administers a Procurement Card Program, which provides a means for cardholders to procure low-dollar goods and services independently. This program reduces the administrative burden of processing Purchase Orders and Check Requests for small dollar purchases (typically less than \$2500). The report included in this section details the overall volume of transactions and information related to procedural violations and administrative actions on those violations.

Please feel free to contact me with any suggestions, questions, or information requests that you may have.

Procurement Activity Report Non-Competitive Procurement Trend Second Quarter FY2017

Second Quarter 2017 Non-Competitive Procurements totaled \$1,557,243 or 5.0% of total Purchase Order Commitment volume of \$31,438,395. Last 12 months Non-Competitive Procurements totaled \$9,207,387 or 8.9% of total Purchase Order Commitment volume of \$103,971,915.





CONTRACT AWARDS EXCEEDING \$100,000 JULY1,2016 - SEPTEMBER 30, 2016

							Closure	
<u>Number</u>	<u>Rev</u>	<u>Description</u>	<u>Type</u>	Order Date Supplier	<u>Amount</u>	<u>Buyer</u>	<u>Status</u>	DBE Goal
54416	0	15-RFP-100793-DH Heavy Duty Transit Buses TASK ORDER #2 2017 Production	Standard Purchase Order	11/10/16 GILLIG LLC	\$ 12,475,148.00	Hill, Diana L	Open	N/A
N/A	0	16-RFP-102885-DR Dental Plan Services - Period of Performance: January 1,2017 - December 31, 2021	Contract Purchase Agreement	07/15/16 DELTA DENTAL OF MISSOURI	\$ 6,000,000.00	Rowey, Deborah M	Open	0
54256	0	17-RFP-103314-DGR Union Station Tunnel Rehab Design Services Four (4) Year Contract Period of Performance Nov 2016 - Nov 2020	Contract Purchase Agreement	10/25/16 MODJESKI & MASTERS, INC	\$ 4,432,067.20	Ramsay, David George	Open	8%
53814	0	16-RFP-102633-CB Track Maintenance Services, Three Base Years, Period of Performance July 1, 2016 - June 30, 2019	Contract Purchase Agreement	09/08/16 IRONHORSE INC	\$ 1,737,448.85	Bonds, Charcita M	Open	0
54059	0	16-RFP-102840-DR - Life and Disability Insurance Services - Three Base Years and Two Option Years - Period of Performance: January 1, 2017 - December 31, 2021	Contract Purchase Agreement	RELIANCE STANDARD LIFE INSURANCE 09/30/16 COMPANY	\$ 1,312,778.00	Rowey, Deborah M	Open	0
54016	0	16-RFP-102975-CG Development and Implementation of Marketing Activities for Metro Transit, Three Base Years and Two Option Years, Period of Performance September 30, 2016 - September 29, 2021	Contract Purchase Agreement	09/28/16 PAVLOV ADVERTISING, LLC	\$ 1,200,000.00	Gates, Carol Renee	Open	0
54058	0	16-RFP-102840-DR - Life and Disability Insurance Services - Three Base Years and Two Option Years - Period of Performance: January 1, 2017 - December 31, 2021	Contract Purchase Agreement	09/30/16 STANDARD INSURANCE COMPANY	\$ 874,264.00	Rowey, Deborah M	Open	0
54691	0	16-RFP-103082-DR - Budget & Capital Planning Software System and Implementation - Period of Performance: January 9, 2017 - January 8, 2019	Standard Purchase Order	12/07/16 TAGETIK NORTH AMERICA, LLC	\$ 856,763.00	Rowey, Deborah M	Open	0
53714	0	15-SB-101402-TJ-MISSOURI & IL RAILCAR CLEANING, BASE YEAR 2 PERIOD OF PERFORAMCE JULY 1, 2016 - JULY 1, 2017	Standard Purchase Order	08/26/16 MERS/GOODWILL	\$ 842,274.00	Johnson, Theresa	Open	10%
53355	0	16-SS-103219-CB Trigen - Spruce St. Relocation Steam Line Base Contract Period of Performance 5/26/2016 thru 8/6/2016	Standard Purchase Order	07/22/16 TRIGEN-ST LOUIS ENERGY CORPORATION	\$ 677,550.00	Bonds, Charcita M	Open	0

CONTRACT AWARDS EXCEEDING \$100,000 JULY1,2016 - SEPTEMBER 30, 2016

									Closure	
<u>Number</u>	<u>Rev</u>	<u>Description</u>	<u>Type</u>	Order Date	<u>Supplier</u>		Amount	<u>Buyer</u>	<u>Status</u>	DBE Goal
53671	0	Transit Master Equipment/Software Maintenance Agreement with Trapeze Group, Period of Performance July 1, 2016 - June 30, 2017.	Standard Purchase Order	08/23/16	TRAPEZE SOFTWARE GROUP	Ś	435,794.00	Hill, Diana L	Closed	0
54187	0	17-SB-103489-DAB Industrial Cleaning of Central (Main Shop) Facility, Two Base Years and Two Option Years, Period of Performance October 14, 2016 - October 13, 2020	Contract Purchase Agreement		LRL COMMERCIAL CLEANING INC	\$	435,252.20	Baldwin, Deborah A	Open	12%
53211	2	16-RFP-102886-CG Development and Implementation of Marketing Activities, Base Year One, Period of Performance July 7, 2016 - July 6, 2017	Standard Purchase Order	07/07/16	WERREMEYER, INC	\$	400,000.00	Gates, Carol Renee	Open	0
54017	0	16-RFP-102975-CG Development and Implementation of Marketing Activities for Metro Transit, Base Year 1 Period of Performance September 29, 2016 - September 28, 2017	Standard Purchase Order	09/28/16	PAVLOV ADVERTISING, LLC	\$	400,000.00	Gates, Carol Renee	Open	0
53322	0	14-SB-99133-DH Lubricants - Bulk, Drum and Keg, BALANCE OF Five Base Years, Period of Performance July 20, 2016 - March 2, 2019 (Change of Distributors)	Contract Purchase Agreement	07/20/16	HERITAGE PETROLEUM, LLC	\$	373,740.00	Hill, Diana L	Open	0

Contract Modifications July 1, 2016-December 31, 2016

Contract #	Task Order	Mod #	Description	Reason for Mod	Contractor	DBE %	Original Contract Amount	Mod Date	Mod Amount	Revised Contract Amount	Funding Source	# Days Extended	# of Extensions to Date
13-RFP-5980-SG		12	Security & Fare Enforcement Services	Additional Work Additional Funds	Securitas Security Services USA, Inc	10%	\$3,235,705	12/02/16	\$120,000	\$16,440,008	Operations	0	0
13-RFP-5980-SG		11	Security & Fare Enforcement Services	Additional Funds for base year 3	Securitas Security Services USA, Inc	0%	\$3,235,705	08/08/16	\$100,000	\$16,320,008	Operations	0	0
13-RFP-5980-SG		10	Security & Fare Enforcement Services	Exercise Option Yr 1	Securitas Security Services USA, Inc	0%	\$3,235,705	08/08/16	\$4,766,954	\$16,220,008	Operations	0	0
10-RFP-5564-DH	CO 27	15	Automatic Fare Collection and Smart Card System	Change in Scope Additional Funds	Indra, USA	0%	\$6,625,896	12/12/16	\$349,545	\$11,302,755	Mo-90-X231 Prop M SCCTD	0	0
10-RFP-5564-DH	CO 25 & 26	14	Automatic Fare Collection and Smart Card System	Change in Scope	Indra, USA	0%	\$6,625,896	11/02/16	\$66,344	\$10,953,230	MO-04-0113 Prop M SCCTD	0	0
10-RFP-5564-DH	CO24	13	Automatic Fare Collection and Smart Card System	Change in Scope	Indra, USA	0%	\$6,625,896	08/26/16	\$10,171	\$10,886,866	MO-04-0113 Prop M SCCTD	0	0
10-RFP-5648-DH	9	6	Farebox Collection System	Change in Scope Additional Funds	Scheidt & Bachmann	7%	\$605,121	08/26/16	\$4,653	\$10,355,356	MO-04-0113 Prop M SCCTD	0	0
10-RFP-5648-DH	8	5	Farebox Collection System	Time Extension Additional Funds	Scheidt & Bachmann	7%	\$605,121	08/02/16	\$21,500	\$10,350,703	MO-04-0113 Prop M SCCTD	360	1
16-SB-101846-DGR		2	Spruce Street Bridge Replacement	Change in Scope	Kozney Wagner, Inc.	0%	\$5,283,793	07/05/16	\$114,432	\$5,449,642	MO-54-0001	0	0
15-SB-100842-CB	CO 8	9	North County Transfer Center- Phase 1	Change in Scope	C Rallo Contracting	15%	\$5,085,000	09/23/16	\$12,541	\$5,335,636	MO-95-X018 STCF	90	1
15-SB-100842-CB	CO7	8	North County Transfer Center- Phase 1	Change in Scope	C Rallo Contracting	15%	\$5,085,000	09/15/16	\$17,489	\$5,323,095	MO-95-X015	90	1

Contract Modifications July 1, 2016-December 31, 2016

Contract #	Task Order	Mod #	Description	Reason for Mod	Contractor	DBE %	Original Contract Amount	Mod Date	Mod Amount	Revised Contract Amount	Funding Source	# Days Extended	# of Extensions to Date
16-SB-101993-CB	CO1	1	Jefferson National Expansion Memorial Arch Transportaton System Motor-Generator Set Replacement	Change in Scope	The Harlan Company	0%	\$5,002,100	09/21/16	\$49,036	\$5,051,136	Arch Bond	0	0
15-RFP-101065-CB	CO 4	3	Design/Build Ewing Yard Retaining Wall Remediation Part 2	Additional Work Additional Funds	St. Louis Bridge Construction Co.	0%	\$4,142,110	11/15/16	\$14,548	\$4,299,770	MO-90-X296 Prop M	90	1
15-RFP-101065-CB		2	Design/Build Ewing Yard Retaining Wall Remediation Part 2	Change in Scope Additional Funds	St. Louis Bridge Construction Co.	0%	\$4,142,110	10/12/16	\$103,133	\$4,285,222	MO-90-X296 Prop M	90	1
15-RFP-101065-CB	CO 2&3	1	Design/Build Ewing Yard Retaining Wall Remediation Part 2	Change in Scope	St. Louis Bridge Construction Co.	0%	\$4,142,110	09/21/16	\$39,979	\$4,182,089	MO-90-X296 Prop M	90	1
11-RFP-5737-DGR		10	Elevator and Escalator Full Maintenance and Repair	Additional Work	ThyssenKrupp Elevator Corporation	0%	\$2,092,660	07/25/16	\$218,869	\$3,957,706	Operations	90	1
15-RFP-101355-DR		1	Medical ASO & Stop Loss Coverage	Additional Funds	Cigna Behavioral Health	0%	\$3,678,425	12/12/16	\$1,000	\$3,679,425	Operations	0	0
12-RFP-5885-DR		1	Life & Disability and Absence Management Services Base Year 4 FMLA only	Additional Funds	Cigna Life Insurance Co. of North America	0%	\$577,393	12/12/16	\$6,300	\$3,529,321	Operations	0	0
15-SB-101402-TJ		2	MO & IL Railcar Cleaning	Additional Funds Additional Work	MERS Goodwill	10%	\$1,221,058	09/08/16	\$56,624	\$1,710,193	Operations	0	0
15-SB-101402-TJ		1	MO & II Railcar Cleaning	Change in Scope Additional Funds	MERS Goodwill	10%	\$1,221,058	08/25/16	\$432,000	\$1,653,058	Operations	0	0
12-SB-5833-DAB		4	DeBaliviere Bus Cleaning	Exercise Option Yr 3	MERS/Goodwill	15%	\$617,776	10/21/16	\$338,335	\$1,632,781	Operations	0	0

Contract #	Task Order	Mod #	Description	Reason for Mod	Contractor	DBE %	Original Contract Amount	Mod Date	Mod Amount	Revised Contract Amount	Funding Source	# Days Extended	# of Extensions to Date
SB-11-5788-CE-DAB		5	Call-A-Ride Van Cleaning Service	Time Extension Additional Funds	World Management, Inc.	12%	\$478,804	12/01/16	\$63,049	\$1,344,651	Operations	180	2
11-SB-5788-CE/DAB		4	Call-A-Ride Van Cleaning Service	Time Extension	World Management Inc.	12%	\$478,806	08/03/16	\$63,049	\$1,281,602	Operations	90	1
13-RFP-5975-SS/MD		1	CityArchRiver (CAR) Jefferson National Expansion Memorial (JNEM)	Change in Scope Additional Funds	Maring Weissman (dba) Dovetail	15%	\$993,750	10/10/16	\$238,500	\$1,232,250	JNEM	0	0
14-SB-99459-TJ		1	DeBaliviere Facility Cleaning	Exercise Option Yr 1	ISS Facility Services Inc	15%	\$783,395	08/10/16	\$391,698	\$1,175,093	Operations	0	0
14-SB-100640-SG		1	MetroLink Manual Ticket Sales/Revenue Services	Exercise Option Yr 1	Above All Personnel	10%	\$700,188	08/30/16	\$350,133	\$1,050,321	Operations	0	0
12-SB-5832-DAB		6	Central (Main Shop) Industrial Facility Cleaning	Change in Scope	LRL Commercial Cleaning, Inc.	25%	\$429,846	06/13/16	\$ 25,489	\$ 999,541	Operations	180	2
12-SB-5823-EM/TJ		4	Illinois Bus Facility Cleaning	Time Extension	World Management, Inc.	17%	\$182,176	12/13/16	\$45,544	\$956,423	Operations	90	1
13-SB-5989-CB		2	Missouri Ground Maintenance & Landscaping Services	Change in Scope	Ideal Landscape Management, Inc.	17%	\$465,948	11/29/16	\$219,519	\$845,777	Operations	0	0
13-SB-5990-CB		2	Illinois Ground Maintenance & Landscaping	Additional Funds Additional Work	Ideal Landscape Management, Inc.	17%	\$386,710	10/12/16	\$265,092	\$784,392	Operations	0	0
15-RFP-101188-CB	CO1	1	Spruce Street Bridge Replacement - Design & Construction Phase Services	Change in Scope	URS Corporation	22%	\$605,121	08/03/16	\$50,000	\$655,121	MO-95-X266	0	0
14-RFP-100638-SG		3	Passenger Counting & Surveying	Exercise Option Yr 2	Critique Personnel, Inc.	10%	\$165,720	08/23/16	\$230,020	\$650,760	Operations	0	0
16-SB-102785-CB	CO 3	3	Union Station Tunnel Temporary Repairs	Time Extension	L. Keeley Constructions	0%	\$498,110	12/01/16	\$132,360	\$641,267	Operations	60	1

Contract #	Task Order	Mod #	Description	Reason for Mod	Contractor	DBE %	Original Contract Amount	Mod Date	Mod Amount	Revised Contract Amount	Funding Source	# Days Extended	# of Extensions to Date
14-RFP-99505-DR		1	Voluntary Critical Illness and Accident Insurance Program	Additional Funds	Allstate Benefits	0%	\$492,000	12/12/16	\$28,000	\$520,000	Operations	0	0
16-SB-102785-CB		2	Union Station Tunnel Temporary Repairs	Change in Scope	L. Keeley Construction	0%	\$498,110	11/02/16	\$5,113	\$508,907	Operations	0	0
12-SB-102785-CB	-CB Union Station Tunnel Temporary Repairs		Change in Scope Additional Funds	L. Keeley Construction	0%	\$498,110	10/20/16	\$5,684	\$503,794	Operations	0	0	
10-SB-5352-DH		1	Smart card branding & Customer Education Services of Automated Fare Collection System	Additional Work Additional Funds	Jones Worley Design, Inc.	10%	\$250,000	11/01/16	\$250,000	\$500,000	SCCTD Prop M	0	0
13-RFP-5991-DR/MD	тоз	5	On-Call Information Technology Consulting Services	Temp to Hire	Randstad Technologies	0%	\$61,360	07/21/16	\$23,750	\$483,950	Operations	0	0
12-SB-5857-EM/TJ		5	Uniform Rental & Cleaning	Additional Funds	G & K Services	10%	\$529,886	09/21/16	\$30,000	\$458,657	Operations	180	2
13-SB-6013-TJ		2	Missouri Yards & Shop Facility Cleaning	Exercise Option Yr 2	World Management	17%	\$111,181	12/28/16	\$111,181	\$444,722	Operations	0	0
16-SB-102506-CG		2	Underground Loop Fire Suppression System	Change in Scope	Gateway Fire Protection System Inc.	0%	\$361,237	11/30/16	\$36,939	\$414,557	MO-90X-296	0	0
11-SB-5733-DP/DAB		5	Metro's Towing & Wrecker Services	Additional Funds	Mike's Towing and Automotive Specialties, Inc.	0%	\$225,000	09/09/16	\$15,000	\$410,000	Operations	90	1
13-RFP-5961-SG/DR		5	Metro Background Check Contract	Additional Funds	Inquiries, Inc.	0%	\$ 107,313	10/13/16	\$ 30,093	\$ 406,172	Operations	180	2
11-SB-5733-DP/DAB		4	Metro's Towing & Wrecker Services	Time Extension	Mike's Towing and Automotive Specialties, Inc.	0%	\$225,000	08/02/16	\$10,000	\$395,000	Operations	90	1

Contract #	Task Order	Mod #	Description	Reason for Mod	Contractor	DBE %	Original Contract Amount	Mod Date	Mod Amount	Revised Contract Amount	Funding Source	# Days Extended	# of Extensions to Date
16-SB-102506-CG		1	Underground Loop Fire Suppression System	Change in Scope	Gateway Fire Protection System Inc.	0%	\$361,237	11/18/16	\$16,381	\$377,618	MO-90X-296	0	0
12-RFP-5791-SG		1	Financial Advisory Services	Time Extension	Columbia Capital Management, LLC	0%	\$283,250	07/18/16	\$75,000	\$363,750	Operations	180	1
16-RFP-102859-DR		1	Pre-Employment Background Investigation Services Contract	Change in Scope	AccuSource, Inc.	0%	\$300,000	12/13/16	\$0	\$300,000	Operations	0	0
14-RFP-98761-DR		9	Health & Welfare Consultant Services	Additional Funds	Arthur J. Gallagher	0%	\$287,500	08/15/16	\$10,534	\$298,034	Operations	0	0
12-RFP-5799-SG		1	Bond Counsel Services	Time Extension	Gilmore & Bell, PC	0%	\$213,000	07/18/16	\$25,000	\$238,000	Operations	180	1
16-SB-102518-CG		1	Illinois Bus Garage Floor Repair	Additional Work	L. Keeley Construction Company	0%	\$174,455	07/28/16	\$1,796	\$176,251	MO-90-X296 Prop M	0	0
16-RFQ-101805-DAB		2	Bus and Van Inspection	Exercise Option Yr 1	First Transit, Inc.	0%	\$81,926	12/01/16	\$65,800	\$147,726	SCCTED MO-90-X231 MO-34-0004 Prop M	0	0
15-SB-101510-CG		1	Services to Rebuild Alstom Model 5F Switch Machines	Time Extension	Arrowhead Industries LLC	0%	\$140,265	10/03/16	\$0	\$140,265	MO-54-0001 Prop M	180	2
13-SB-5960-TJ		2	Oil Testing & Analysis	Additional Funds	ANA Laboratories, Inc	0%	\$99,128	09/30/16	\$3,462	\$135,632	Operations	0	0
16-SB-102735-CB	CO 4	4	Ewing Backup Generator- Mission Critical Emergency Power	Change in Scope	Streib Electric	0%	\$110,919	11/14/16	\$4,370	\$119,498	MO-90-X296	90	1

Contract #	Task Order	Mod #	Description	Reason for Mod	Contractor	DBE %	Original Contract Amount	Mod Date	Mod Amount	Revised Contract Amount	Funding Source	# Days Extended	# of Extensions to Date
16-SB-102735-CB		3	Ewing Backup Generator- Mission Critical Emergency Power	Exercise Option Yr 3	Streib Electric	0%	\$110,919	10/25/16	\$951	\$115,128	MO-90-X296 Prop M	90	1
16-SB-102735-CB		1	Ewing Backup Generator- Mission Critical Emergency Power	Change in Scope	Streib Electric	0%	\$110,919	08/02/16	\$3,258	\$114,177	MO-90-X296	0	0
16-SB-102735-CB		2	Ewing Backup Generator- Mission Critical Emergency Power	Time Extension	Streib Electric	0%	\$110,919	09/15/16	\$0	\$114,177	MO-90-X296	90	1
13-SB-5982-TJ		1	ATS Van Cleaning Services	Exercise Option Yr 1	World Management, Inc.	15%	\$62,011	07/05/16	\$34,856	\$104,567	Operations	0	0
16-SS-102186-DW/MD		1	St. Louis Regional Freight District Support	Time Extension	Aegis Strategies, LLC	0%	\$69,500	08/04/16	\$30,500	\$100,000	Operations	180	2



Prevailing Wage Report Fiscal Year 2017 (2nd Quarter) October - December 2016

, and the second			TA Grant No. MO-96-x005; M		0 A201
Project Control ID:			y Hiring Goal a Requiremen		
Prime Contractor	Subcontractor	Sub Subcontractor	Sub Sub Subcontractor	Sub Sub Su	ib Subcontractor
6362963300					
ST. LOUIS BRIDGE COMPA	NY	Start Date: 03 Contract Amount: \$3		07/30/2016	
655 LANDMARK DRIVE , ARNOLD , MO 63010					
	636-274-0802				
	ATK SAFETY SUPPI	LY INC	Start Date: 10/05/2012	End Date:	05/25/2013
	314-524-6111				
	B & P Construction, Ir	nc.	Start Date: 10/02/2012	End Date:	09/10/2013
	773-721-9350				
	Era Valdivia Contracto	ors Inc	Start Date: 03/23/2013	End Date:	04/25/2014
	314-892-2963				
	M.T.C. Construction d	lba K. Bates Steel	Start Date: 09/11/2012	End Date:	11/14/2014
	6364753500				
	THOMAS INDUSTRI	IAL COATINGS, INC.	Start Date: 08/19/2012	End Date:	11/14/2014
	314-773-8813				
	WESTERN WATERP	PROOFING	Start Date: 07/06/2013	End Date:	01/24/2014
	618-398-7575				
	Wissehr Electrical Con	ntractor	Start Date: 09/09/2012	End Date:	11/14/2014

Project: 15-RFP-101065-CB EWING YARD RETAINING WALL REMEDICATION PART 2 - FTA Grant Nos. MO-05-0028, MO-54-001, MO-90 **Project Control ID:** Is Community Hiring Goal a Requirement: No **Prime Contractor** Subcontractor **Sub Subcontractor Sub Sub Subcontractor Sub Sub Subcontractor** 6362963300 ST. LOUIS BRIDGE COMPANY Start Date: 08/02/2015 End 12/02/2016 Contract Amount: \$4,142,110.00 655 LANDMARK DRIVE, ARNOLD, MO 63010 6362716300 Arrow Drilling Start Date: 04/06/2016 End Date: **04/14/2016** Contract Amount: \$0.00 314-524-6111 B & P Construction, Inc. Start Date: 08/11/2016 6369378300 D & S FENCING CO INC Start Date: 11/20/2015 573-339-0675 Gerdan Slipforming Start Date: 09/26/2016 End Date: 09/29/2016 314-892-2963 M.T.C. Construction dba K. Bates Steel Start Date: 04/19/2016 573-635-6300 Schrimpf Landscaping Start Date: 05/09/2016 3147278280 St. Louis Paving Inc. Start Date: 10/10/2016 End Date: 10/11/2016 Project: 15-SB-100842-CB NORTH COUNTY TRANSFER CENTER - PHASE 1 FTA Grant No. MO-90-x296, MO-95-x015 **Project Control ID:** Is Community Hiring Goal a Requirement: No Sub Sub Subcontractor **Prime Contractor** Subcontractor Sub Subcontractor **Sub Sub Subcontractor** 3146642900 C. RALLO CONTRACTING CO., INC. Start Date: 01/05/2015 End 07/30/2016 Contract Amount: \$5,085,000.00 5000 Kemper, St. Louis , MO 63139 3149913255 AALCO ENTERPRISES, INC. Start Date: 03/11/2015

6366779190 ACCURATE FIRE PROTECTION Start Date: 03/31/2015 SYSTEMS, LLC. 6306081200 AQUA PAVING CONSTRUCTION CO. Start Date: 02/10/2016 314-785-0078 BRK ELECTRICAL CONTRACTORS, Start Date: 01/27/2015 LLC. 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, Start Date: 02/06/2015 INC. 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-101657-DGR MISSOURI RADIO SYSTEM TOWER SITE UPGRADES - FTA Grant No. MO-90-x231

Project Control ID: Is Community Hiring Goal a Requirement: No

8478417724

IHC Construction Companies, LLC Start Date: 07/30/2015 End 08/30/2016

Contract Amount: \$1,811,307.55

1500 Executive Drive , Elgin , IL 60123

314-496-2409 Contract ID: **15810-202**

Above All Tower Climbing Start Date: 06/21/2016 End Date: 07/03/2016

Contract Amount: \$48,000.00

3148698000 Contract ID: **15810-205**

COLLINS & HERMANN Start Date: 08/03/2016 End Date: 09/30/2016

Contract Amount: \$16,000.00

3147812400 Contract ID: **15180-203**

RJP Electric, LLC Start Date: 08/26/2015 End Date: 04/01/2016

Contract Amount: **\$190,000.00**

3148952800 Contract ID: **15810-204**

SYNERGY CONCEPTS INC Start Date: 07/25/2016 End Date: 12/31/2016

Contract Amount: \$84,750.00

roject: 16-SB-101846-DGR SPRUCE STREET BRIDGE REPLACEMENT FTA Grant No. MO-95-x266											
Project Control ID:		Is Communi	ty Hiring Goal a Requi	rement:	No						
Prime Contractor	Subcontractor	Sub Subcontractor	Sub Sub Subcont	ractor	Sub Sub Subcontractor						
3362962012 SOZENY WAGNER 251 WEST OUTER ROAD , ARNOLD , MO 63010		Start Date: 10 Contract Amount: \$5		End	09/30/2016						
	3148698000 COLLINS & HERMAN	NN	Start Date: 10/13/20	015							
	6369378300 D & S FENCING CO II	NC	Start Date: 10/20/20	015							
	3144325400 Metron Surveying & La	nyout Co.	Start Date: 10/13/20	015							
	573-893-2335 Meyer Electric Compan	ny, Inc.	Start Date: 10/01/20)15							
	4178646000 Palmerton & Parrish, In	ic.	Start Date: 10/13/20)15							
	3148921600 R. V. WAGNER		Start Date: 04/05/20)16							
	LC9658874 RODEN'S LANDSCAP	PING, INC.	Start Date: 04/05/20)16							
	6363051877 Safway Services LLC		Start Date: 11/02/20)15							
	7037420020 Schnabel Foundation Co	ompany	Start Date: 10/27/20)15							
	6364753500 THOMAS INDUSTRIA	AL COATINGS, INC.	Start Date: 02/01/20)16							
	6362257800 Traffic Control Compan	ny	Start Date: 03/22/20	016							
	636-255-0808 TRAMAR CONTRACT	TING INC.	Start Date: 10/06/20)15							

6189652222

UNITED IRONWORKERS, INC Start Date: 01/15/2016

3147310800

X-L CONTRACTING, INC. Start Date: 10/06/2015

Project: 16-SB-101993-CB JNEM ARCH TRANSPORTATION SYSTEM MOTOR-GENERATOR SET REPLACEMENT

Project Control ID: Is Community Hiring Goal a Requirement: No

Prime Contractor Subcontractor Sub Subcontractor Sub Sub Subcontractor Sub Sub Sub Subcontractor

3148902351

THE HARLAN COMPANY Start Date: 11/12/2015 End 05/31/2017

Contract Amount: \$5,002,100.00

1515 PAGE INDUSTRIAL BLVD. ,

ST. LOUIS , MO 63132

6363431211

Aschinger Electric Start Date: 01/04/2016 End Date: 03/31/2017

Contract Amount: \$0.00

6182542323

Fire Safety Inc. Start Date: **08/01/2016** End Date: **03/31/2017**

Contract Amount: \$0.00

2704430680

Global Gear & Machine Co., Inc Start Date: 11/30/2016 End Date: 01/31/2017

Contract Amount: \$170,652.00

6366802178

Integrated Facility Services, Inc. Start Date: 02/08/2016 End Date: 03/31/2017

Contract Amount: \$0.00

6369389813

Meyer Painting Company Start Date: 03/09/2016 End Date: 03/31/2017

Contract Amount: \$0.00

6189310729

Platinum Scaffolding Start Date: 11/23/2015 End Date: 02/29/2016

Contract Amount: **\$22,192.00**

000821-200010765

Professional Environmental Engineers, Inc. Start Date: 12/17/2015
Contract Amount: \$30,507.00

3142802800

St. Louis Steel Start Date: 01/04/2016 End Date: 07/31/2016

3143681714

X-Cell Electric Start Date: 01/04/2016 End Date: 03/31/2017

Contract Amount: \$0.00

Project: 16-SB-102360-CB METRO DOWNTOWN TRANSIT CENTER - FTA GRANT NO# MO-04-0013; MO-90-X296; MO-95-X261

Project Control ID: Is Community Hiring Goal a Requirement: No

3148948888

KCI Construction Start Date: 04/13/2016 End 07/31/2017

Contract Amount: \$7,267,000.00

10315 Lake Bluff Drive , St. Louis , MO 63123

314.535.6063

Acme Glass Start Date: 02/15/2017

6369490605

ACOUSTICAL CEILINGS INC Start Date: 05/01/2017

3147766686

Allied Waterproofing Company, Inc. Start Date: 03/01/2017

636-937-7500

Blakely Sheet Metal, LLC Start Date: 02/01/2017

314-741-1637

Control Line, Inc. Start Date: 07/01/2017

636-343-5769

CR Painting and More, Inc Start Date: 06/15/2017

3144862038

D&L Painting and Drywall, LLC Start Date: 03/01/2017

3142003550

Enterprise Industrial Construction Start Date: 07/15/2016

314-329-9300

Flooring Systems Start Date: 06/01/2017

314-892-7622

Gateway Fire Protection Systems, Inc	Start Date: 05/01/2017
3149977440 GEOTECHNOLOGY, INC.	Start Date: 06/01/2016
3145346664 ICS CONSTRUCTION SERVICES	Start Date: 06/01/2017
314-658-5203 Kaemmerlen Electric Company	Start Date: 04/25/2016
3148723400 KMEIER Roof Systems, Inc	Start Date: 01/02/2017
618-277-4280 MAYER LANDSCPAING INC	Start Date: 06/01/2016
3148431000 Merlo Plumbing Co Inc	Start Date: 09/19/2016
3143618090 MISSOURI TERRAZZO	Start Date: 12/01/2016
8477053863 Penn Services LLC	Start Date: 11/01/2016
6363494990 RF MEEH CO	Start Date: 04/15/2017
3146441666 Scally Waterproofing	Start Date: 11/20/2016
5733925554 SURECUT LAWNCARE LLC	Start Date: 03/01/2017
3147310800 X-L CONTRACTING, INC.	Start Date: 07/01/2016

Project: 16-SB-102506-CG UNDERGROUND LOOP FIRE SUPPRESSION SYSTEM FTA GRANT MO-90-X296, SCCTD

Project Control ID: Is Community Hiring Goal a Requirement: No

314-892-7622

Gateway Fire Protection Systems, Inc Start Date: 06/05/2016 End 09/05/2016

Contract Amount: \$361,237.00

1862 Borman Court , St Louis , MO 63146

Project: 16-SB-102735-CB EWING BACKUP GENERATOR FTA Grant No MO-90-x296

Project Control ID: Is Community Hiring Goal a Requirement: No

3144877474

STREIB ELECTRIC COMPANY Start Date: 04/04/2016 End 08/02/2016

Contract Amount: \$110,919.00

9225 watson industrial park , st. louis , Missouri 63126

Project: 16-SB-102785-CB UNION STATION TEMPORARY REPAIRS (OPERATIONAL FUNDED)

Project Control ID: Is Community Hiring Goal a Requirement: No

3144215933

L. Keeley Start Date: 06/01/2016 End 11/25/2016

Contract Amount: \$498,110.00

2901 Falling Springs Road , Sauget , IL 62206 **Project:** 17-RFQ-103522-CB NCTC RESTROOM ADDITION (OPERATIONS FUNDED) **Project Control ID:** Is Community Hiring Goal a Requirement: No **Prime Contractor** Sub Sub Subcontractor Subcontractor **Sub Subcontractor Sub Subcontractor** 3142182120 BEN HUR CONSTRUCTION Start Date: 10/28/2016 End 12/31/2016 Contract Amount: \$72,891.00 3783 RIDER TRAIL SOUTH, EARTH CITY, MO 63045 314-522-9400 All American Painting Company Start Date: 11/14/2016 3147-785-0078 BRK ELECTRICAL CONTRACTORS, LLC Start Date: 11/03/2016 636-220-8599 Engineered Fire Protection, Inc. Start Date: 11/14/2016 MCC-X0027 Haberberger, Inc. Start Date: 11/03/2016 6369490179 JDS Masonry INC Start Date: 11/03/2016 Project: 17-SB-103372-CG FEEDER WIRE REHABILITATION AND SUBSTATION AT MO-02 FTA GRANT MO-54-0001, PROP M **Project Control ID:** Is Community Hiring Goal a Requirement: No **Prime Contractor Sub Subcontractor Sub Subcontractor Sub Sub Subcontractor** Subcontractor 3146644444 TGB, INC. Start Date: 10/01/2016 End 06/01/2017 Date: 1104 S. JEFFERSON, ST. LOUIS, MO 63104

Project: 17-SB-1035	ject: 17-SB-103543-CB, CHESTERFIELD ADA BUS STOPS - PHASE I									
Project Control ID:		Is Community Hiring Goal a Requirement: No								
Prime Contractor	Subcontractor	Sub Subcontractor	Sub Sub Subconti	ractor	Sub Sub Subcontractor					
3148921600 R. V. WAGNER		Start Date: 11/0 Contract Amount: \$73		End	12/31/2016					
4712 GREEN PARK ROAD , ST. LOUIS , MO 63123										

Thursday, January 19, 2017

LCPtracker - Contractor Assignment Summary Report

PROCUREMENT CARD PROGRAM ADMINISTRATIVE REVIEW STATISTICS JULY 1, 2016 - DECEMBER 31, 2017

	FY2016 YT	D TOTAL	1ST QUAF	RTER FY17	2nd QUAR	TER FY17	FY2017 YTD TOTAL		
	TRANSACTION COUNT	TRANSACTION AMOUNT	TRANSACTION COUNT	TRANSACTION AMOUNT	TRANSACTION COUNT	TRANSACTION AMOUNT	TRANSACTION COUNT	TRANSACTION AMOUNT	
TOTAL TRANSACTIONS	16742	\$ 5,906,343	4584	\$ 1,599,513	3888	\$1,398,798	8472	\$ 2,998,311	
TRANSACTIONS REVIEWED	16742	\$ 5,906,343	4584	\$ 1,599,513	3888	\$1,398,798	8472	\$ 2,998,311	
PERCENTAGE REVIEWED	100%	100%	100%	100%	100%	100%	100%	100%	
TRANSACTIONS INVESTIGATED	38	\$ 67,805	19	\$ 20,237	0	\$ -	19	\$ 20,237	
PERCENTAGE OF TOTAL INVESTIGATED	0.2%	1.1%	0.4%	1.3%	0.0%	0.0%	0.2%	0.7%	
CONFIRMED PROCEDURAL VIOLATIONS	0 TRANS 0 INCIDENTS	\$ -	0 TRANS 0 INCIDENTS	\$ -	2 TRANS 1 INCIDENTS	\$ 4,079	2 TRANS 1 INCIDENTS	\$ 4,079	
CONFIRMED VIOLATION PERCENTAGE OF TOTAL	0.0%	0.0%	0.0%	0.0%	0.0%	0.3%	0.0%	0.1%	
TRANSACTIONS WITH SALES TAX	306	\$ 64,528	33	\$ 4,221	38	\$ 9,956	71	\$ 14,176	
SALES TAX CHARGED		\$ 2,352	33	\$ 222	38	\$ 552	33	\$ 775	
PERCENTAGE OF TOTAL TRANSACTIONS WITH SALES TAX	1.8%	1.1%	0.7%	0.3%	1.0%	0.7%	0.8%	0.5%	
REFUNDED SALES TAX	68	\$ 1,212	8	\$ 116	9	\$ 407	17	\$ 522	