



Board of Commissioners Meeting

Open Meeting

Friday, April 23, 2021 at 8:30 AM

Virtual Meeting

211 North Broadway, 6th Floor

St. Louis, Missouri 63102



Board of Commissioners Meeting - April 23, 2021

Notice of Meeting and Agenda

1. Call to Order	Approval	Chair Windmiller
2. Roll Call	Quorum	M. Bennett
3. Public Comment	Information	Chair Windmiller
4. Approval of the Minutes of the February 19, 2021, Board of Commissioners, Open Meeting	Approval	Chair Windmiller
A. Draft Minutes 02-19-2021 Board of Commissioners, Open Meeting - 5		
5. Approval of the Minutes of the March 19, 2021, Special Meeting, Board of Commissioners, Open Meeting	Approval	Chair Windmiller
A. Draft Minutes 03-19-2021 Board Special Meeting Open Session - 12		
6. Report of the President	Information	T. Roach
7. Report of the Audit, Finance & Administration Committee	Information	Vice Chair Zimmerman
A. Draft Minutes 03-19-2021 AFA Open Session - 14		
8. Report of the Operations Committee	Information	Chair Windmiller
A. Draft Minutes 04-08-2021 OPS Open Session - 21		
9. Report of the Safety & Security Committee	Information	Commissioner Simmons
A. Draft Minutes 04-08-2021 Safety & Security Committee Open Session - 27		
10. Adjustment of the Consent Agenda	Approval	Chair Windmiller
11. Consent Agenda	Approval	Chair Windmiller
A. Sole Source – Stockless Office Supplies (Resolution #1115)		
1. Briefing Paper - 33		
2. Resolution #1115 - 35		
B. Contract Award - Third Party Administrator Claim Services (Resolution #1116)		
1. Briefing Paper - 37		
2. Resolution #1116 - 39		
C. Contract Award - Occupational Medicine (Resolution #1117)		
1. Briefing Paper - 41		
2. Resolution #1117 - 43		

D. Board Policy, Section 70.050, Employee's Pension and 401(k) Retirement Savings Plan – Chairperson Appointment (Resolution #1118) Approval

1. Briefing Paper - 45
2. Resolution #1118 - 46
3. Salaried Pension and 401(k) Committee Members List - 48

E. Contract Awards for General Legal Counsel Services (Resolution #1119) Approval

1. Briefing Paper - 49
2. Resolution #1119 - 51
3. Legal Services Contract Awards - Attachment - scriveners error correction - 53

F. Memorandum of Understanding with the City of Normandy, Missouri Police Department for Secondary Police Officers (Resolution #1120) Approval

1. Briefing Paper - 55
2. Resolution #1120 - 56
3. Normandy PD - Memorandum of Understanding - 59

G. Law Enforcement Services Agreement between Bi-State Development Agency and St. Clair County, Illinois for Services provided by the St. Clair County, Illinois Sheriff's Department (Resolution #1121) Approval

1. Briefing Paper - 64
2. Resolution #1121 - 65
3. St. Clair County Sheriff Agreement - 68

H. Contract Modification: Bus Stop Signage Replacement Project (Resolution #1122) Approval

1. Briefing Paper - 78
2. Resolution #1122 - 80

I. Single Bid: Track System Upgrades (Resolution #1123) Approval

1. Briefing Paper - 83
2. Resolution #1123 - 86
3. Track System Upgrade - Exhibits - 88

J. Sole Source Contract Authorization for Professional Engineering Services – Phase 1 – Engineering & Design Support Services – Rehabilitation of the MetroLink Cross County Extension Tunnels & Stations (Resolution #1124) Approval

1. Briefing Paper - 92
2. Resolution #1124 - 94

K. Contract Award - Cleaning of Railcars at Missouri & Illinois MetroLink Maintenance Facilities (Resolution #1125) Approval

1. Briefing Paper - 96		
2. Resolution #1125 - 98		
12. Bi-State Development Operating and Capital Budget FY2022 – 2024 (Resolution #1127) (Included with the adoption of the budget is the authorization and approval of grant resolutions and agreements, noted as Resolution #1128 – Resolution #1134)	Approval	T. Roach / T. Fulbright
A. Briefing Paper - 100		
B. Resolution #1127 - 101		
C. FY 2022 Operating & Capital Budget - 103		
D. Grant Resolutions		
1. Resolution #1128 - FY22 FEMA Transit Security Grants - 199		
2. Resolution #1129 - FY22 MODOT Grants - 201		
3. Resolution #1130 - FY22 IDOT Grants - 203		
4. Resolution #1131 - FY22 MODOT State Operating Assistance - 205		
5. Resolution #1132 - FY22 Sub-Award Grant EWGC - 207		
6. Resolution #1133 - FY22 Federal Aviation & IDOT Aeronautics - 209		
7. Resolution #1134 - FY22 FTA Grants - 211		
E. FY2022 Final Board Budget Presentation - 214		
13. Resolution in Support of President and CEO, Taulby Roach (Resolution #1135)	Approval	Commissioner Pestello / Commissioner Beach
A. Memo dated 04-14-2021 - 249		
B. Resolution #1135 - 250		
14. Discussion - Bi-State Development Agency Compact Agreement	Information	T. Roach / B. Enneking
A. Memorandum - 252		
15. Unscheduled Business	Approval	Chair Windmiller
16. Call for the Dates of Future Board & Committee Meetings	Information	M. Bennett
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, Section 10.080 (D) Closed Records: Legal under §10.080(D)(1).	Approval	Chair Windmiller
18. Reconvene to Open Session	Approval	Chair Windmiller
19. Adjournment	Approval	Chair Windmiller

**BI-STATE DEVELOPMENT
BOARD OF COMMISSIONERS MEETING
(Virtual Meeting)
OPEN SESSION MINUTES
February 19, 2021**

Board Members in Attendance via Zoom

Missouri

Rose Windmiller, Chair
Vernal Brown, Secretary
Fred Pestello
Nate Johnson
Sam Gladney

Illinois

Justin Zimmerman, Vice Chair
Herbert Simmons, Treasurer
Irma Golliday
Derrick Cox
Terry Beach

Staff in Attendance via Zoom

Taulby Roach, President and Chief Executive Officer
Brenda Deertz, Administrator/Executive Assistant to the President/CEO
Barbara Enneking, General Counsel and Deputy Secretary
Myra Bennett, Manager of Board Administration
Jessica Mefford-Miller, Executive Director Metro Transit

Others in Attendance

Loretto Freeman, ASL Interpreter
Chelsey Niezwaag, ASL Interpreter

1. Open Session Call to Order

8:30 a.m. Chair Windmiller called the Open Session of the Bi-State Development Agency, Board of Commissioners Meeting to order at 8:30 a.m.

2. Roll Call

8:30 a.m. Roll call was taken, as noted above.

3. Public Comment

8:31 a.m. Chair Windmiller asked Myra Bennett, Manager of Board Administration, if any comments were received for today's meeting. Ms. Bennett noted the following comments were received:

From: Lin Ferguson (February 16, 2021)
Subject: Public Comment Form Submission
Topic: Fare/Unfair

Comments: Traveling from the Black counties, like Ferguson (my neighborhood) is starkly different from traveling from white areas. The northern county buses take much longer, even though more Black people ride the buses than any other group of people. I also consistently see discrimination by drivers against Black patrons more often as people who have paid fare have been kicked-off of buses for no reason, even during holidays. This is totally unacceptable and we in the community demand answers and change. The fare is also a concern for people who don't have cards as it's potentially twice as expensive to pay a dollar for every bus (when most routes take multiple buses) and \$2.50 to board the trains. Something must be done to help these patrons. I also fear for the safety of patrons as drivers have proven to be very quick to get officers involved with minor or even non-existent disagreements. I've been brought to tears by such events unfolding right before me. Overall, the unfair treatment of Black people, often times by Black workers, is not conducive to better relations and happy trips, and this must be addressed immediately.

A letter was received from Citizens for Modern Transit (CMT) on February 17th, and a letter was received from the Transit Advisory Working Group (TAWG) on February 18th. Ms. Bennett noted that these letters are lengthy; therefore, CEO Roach asked the groups if it would be acceptable to only provide a summary for the meeting, and the two groups agreed. In summary, the letters noted that, "Significant progress has been made over the last year and a half, and according to law enforcement statistics, crime has been significantly reduced yet our work is not done and remains a top priority. The MetroLink system supports both local and regional economies by connecting people to jobs, health care, education, shopping and entertainment. Public confidence in a safe and secure system is critical to the long-term success of the public transit system."

From: James P Faul [Hartnett Reyes-Jones, LLC for ATU 788] (February 18, 2021)
Subject: Public Comment Form Submission
Representing: ATU 788
Topic: Labor Relations

Ms. Bennett noted that the comments from this individual have been forwarded to the Board of Commissioners for review; however, this topic is not appropriate for discussion in an open meeting under Board Policy, as it pertains to legal and labor negotiation matters.

From: Daniel Allen (February 19, 2021)
Subject: Public Comment Form Submission
Topic: Request for Proposal (RFP) No. 20-RFP-106742-DR

Comments: On February 21, 2021, Gwen R. Pinson, Galls, LLC, submitted an email request to Deborah M. Rowey (cc: Barbara Enneking, Shirley A. Bryant-Taylor) seeking comments and Proposals associated with Bi State Development Request for Proposal No. 20-RFP-106742-DR. Title: Metro Operator , TSMs and Public Safety Uniforms. Section 22 (PUBLIC DOCUMENTS) of this RFP (page 10), issued March 16, 2020, states: "All proposals received are subject to public disclosure after opening." Will Bi State Development provide this RFP information since, per the

language in the references RFP, it became to public disclosure after opening? As of 7:15AM (CST) on Friday, February 19, 2021, we have not received a response to our request. Thank you.

4. – 8. Approval of the Minutes of the November 16, 2020, Special Meeting; November 20, 2020, Board Meeting; November 30, 2020, Special Meeting; January 14, 2021, Special Meeting; and January 22, 2021, Special Meeting of the Board of Commissioners

8:36 a.m. Chair Windmiller noted that the minutes of the November 16, 2020, Special Meeting; November 20, 2020, Board Meeting; November 30, 2020, Special Meeting; January 14, 2021, Special Meeting; and January 22, 2021, Special Meeting of the Board of Commissioners, were provided in the Board packet for review. She stated that she would like to address these items as a group, if there are no objections. Chair Windmiller asked if there were any needed corrections to the minutes. Being no objections and no corrections noted, a motion to approve the minutes of the November 16, 2020, Special Meeting; November 20, 2020, Board Meeting; November 30, 2020, Special Meeting; January 14, 2021, Special Meeting; and January 22, 2021, Special Meeting, as presented, was made by Commissioner Pestello and was seconded by Commissioner Brown. **The motion passed unanimously.**

9. Report of the President

8:37 a.m. President and Chief Executive Officer, Taulby Roach, noted that a discussion was held with Chair Windmiller and Vice Chair Zimmerman regarding concerns relating to the Compact agreement. Mr. Roach stated that he is proposing that the entire document be examined, to determine what areas are in need of modernization. He stated that he will work with staff to form an ad hoc committee to review the document. Examination of the document by a third party, including drafting potential changes will be included, as well as determination of the legal scope and expense that the Agency will incur regarding this process. Mr. Roach stated that this is a detailed process and long term in nature, but is necessary to clean up the document and provide an updated structure. Commissioner Cox stated that he is fine with the Agency and Board reviewing the Compact agreement; however the Board has already taken a vote on one of the significant issues. Chair Windmiller stated that the document will not be reviewed solely regarding safety and security issues, but rather in its entirety, so that the Board can decide what, if any, changes are needed.

10. Report of the Audit, Finance, & Administration Committee

8:43 a.m. Commissioner Zimmerman stated that a virtual meeting of the Audit, Finance, & Administration Committee was held on January 22, 2021, immediately following the Board of Commissioner's Special Meeting. He noted that the draft minutes of that meeting are included in the Board Packet under Item #10.

Commissioner Zimmerman stated that, at the January Committee meeting, no items were submitted for approval; however, several informational items were presented to the Committee, including:

- IAD Status Report – 2nd Qtr. – FY2021
- IAD SSO-Status Report – 4th Qtr. – Calendar Year 2020
- Treasury Safekeeping Accounts Audit, Ending September 30, 2020
- Quarterly Financial Statement – First Quarter Ending September 30, 2020
- Treasurer's Report
- Procurement Report

- 2020 Pension Valuations Update
- 401(k) Plan Audit Update

11. Report of the Operations Committee

8:45 a.m. Chair Windmiller stated that a virtual meeting of the Operations Committee was held on January 22, 2021, immediately following the AFA Committee Meeting. She noted that the draft minutes of that meeting are included in the Board Packet under Item #11.

Chair Windmiller stated that the Operations Committee is introducing four (4) items on the Consent Agenda for your consideration today, under Item #14, with the Committee's recommendation of approval. She noted that those item include:

- a. Contract Modifications: Contract with WSP USA, Inc. - MetroLink Stations Enhancements (Resolution #1109)
- b. Metro Operators, TSM and Public Safety Uniforms (Resolution #1110)
- c. Metro Link Downtown Tunnel Repair Design Contract Modification (Resolution #1111)
- d. Contract Award - On-Call Public Relation & Media Service (Resolution #1112)

Chair Windmiller also noted that, at the January Committee meeting, an Operations Report was provided by Jessica Mefford-Miller, Executive Director Metro Transit.

12. Report of the Safety & Security Committee

8:46 a.m. Commissioner Simmons stated that he was experiencing an internet connection issue, and asked Myra Bennett, Manager of Board Administration, if she could give his report. Ms. Bennett noted that a virtual meeting of the Safety & Security Committee was held on January 14, 2021, immediately following the Board of Commissioner's Special Meeting. The draft minutes of that meeting are included in the Board Packet under Item #12.

She noted that, at the January Committee meeting, no items were submitted for approval; however, several informational items were presented to the Committee, including:

- Introduction of St. Louis County Police Captain, Melissa Webb, as Police Task Force Commander
- Presentation – Exclusions under the Metro Transit System Ride and Abide Policy
- Summary of Media and Community Engagement Efforts
- Update on Comprehensive Training Program
- Update on Systems Safety and Bi-State Development Oversight

Ms. Bennett noted that, a Special Meeting of the Safety & Security Committee was held virtually on February 8, 2021 at 9:00 AM. Comments were provided by Kevin Scott, Director Public Safety, regarding a recent security incident, and Committee discussion was held regarding the current safety plan and proposed recommendation.

13. Adjustment of Consent Agenda

8:49 a.m. Chair Windmiller asked if there are any adjustments to the Consent Agenda. No adjustments were noted.

14. Consent Agenda Items

8:50 a.m. Consent Agenda Items:

- a. Contract Modifications: Contract with WSP USA, Inc. - MetroLink Stations Enhancements (Resolution #1109)
- b. Metro Operators, TSM and Public Safety Uniforms (Resolution #1110)
- c. Metro Link Downtown Tunnel Repair Design Contract Modification (Resolution #1111)
- d. Contract Award - On-Call Public Relation & Media Service (Resolution #1112)

A motion to approve the Consent Agenda Items, as submitted, was made by Commissioner Pestello and was seconded by Commissioner Gladney. **The motion passed unanimously.**

15. Unscheduled Business

8:50 a.m. Commissioner Cox stated that he would like to address an issue today under “Unscheduled Business” that he indicated was not included on the agenda of the prior Safety and Security Committee meeting, although he requested it. President/CEO Roach indicated that a response memo addressing his security issue agenda request was distributed to him and the Board before the previous Safety & Security Committee meeting was held, and that the Chair of the Committee and staff accommodated his agenda request for that meeting. Mr. Roach noted that, as an individual Commissioner, you cannot speak for the Board; however, if you talk to the Chair or the CEO in advance of the meeting, items can be added to the agenda. He noted that Commissioner Cox sent several different emails requesting agenda items for that meeting. His request was recognized and those items were placed on the agenda. Mr. Roach stated that his request for an agenda item was done fairly and he disagrees with his contention that his request was ignored as that is inaccurate. Mr. Roach noted that he specifically asked General Counsel, Barb Enneking, to address his assertion, which she did by email, responding directly to Commissioner Cox. Mr. Roach continued that we run the meeting in a structured manner so that we're prepared for the individual subjects and can talk about them appropriately.

Commissioner Cox stated that he is appalled that the issue of security is not on today's agenda and mentioned remarks made by BSD head of security. Commissioner Windmiller asked that Commissioner Cox stop referencing discussion that was held in Executive Session as it is inappropriate. Commissioner Gladney stated that for Commissioner Cox to infer that the members of the Board are not concerned with safety is disrespectful to all of the members of this Board. He stated that it is offensive to say that we do not care about security just because we didn't agree with his resolution at the previous Safety & Security Committee meeting; he had his vote and the resolution did not pass. Commissioner Cox stated that he knows each Commissioner cares about security. Commissioner Simmons noted that a vote of the Board of Commissioners was held regarding the agreement with G4S in order to provide the contracted security. He asked Commissioner Cox how he voted on that issue. Commissioner Cox replied that he voted “yes” for the contract. Regarding the topic of “Unscheduled Business”, Commissioner Windmiller reiterated that, if a Commissioner would like an item of “Unscheduled Business” to be added to an agenda, they should take up that issue with the Chair of the Board, the Chair of the Committee, or the CEO.

16. Operations Report

9:00 a.m. Jessica Mefford-Miller, Executive Director Metro Transit, gave an update on current COVID mitigation strategies, including the use of a new microbe shield disinfectant that is being

used throughout the system. She noted that Illinois has assisted in initiating the Metro Vaccination Program kick-off. She thanked Elizabeth Whiteside of the East Side Health District and the Bi-State Development team for making these vaccinations possible. She noted that 300 team members are receiving vaccinations today, and additional vaccinations are scheduled to be held on February 22nd and February 25th. Ms. Mefford-Miller noted that these efforts are being supported by the Illinois National Guard. Commissioner Pestello commended the team, and thanked Commissioner Simmons for helping secure vaccines. He commended the Agency for their persistence in this effort. Ms. Mefford-Miller thanked the Board of Commissioners for their support. Commissioner Simmons commended Ms. Mefford-Miller for her work with Ms. Whiteside in the organization of the vaccination site. Commissioner Zimmerman thanked Commissioner Simmons for his assistance. Chair Windmiller also thanked Ms. Mefford-Miller, and stated that she is very proud of Illinois for organizing these events for the Agency's frontline workers.

17. Call of Dates for Future Board and Committee Meetings

9:06 a.m. Myra Bennett, Manager of Board Administration, advised the Board of upcoming meetings, as follows:

Audit, Finance & Administration Committee:	Friday	March 19, 2021	8:30 AM
Operations Committee Meeting:	Friday	March 19, 2021	9:30 AM
Safety & Security Committee Meeting:	Thursday	April 8, 2021	8:30 AM
Board of Commissioners Meeting:	Friday	April 23, 2021	8:30 AM

18. 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); and Real Estate under §10.080(D)(2).

9:07 a.m. Chair Windmiller requested a motion to allow the Committee to move into closed session as permitted under Bi-State Development Board Policy, Chapter 10, Section 10.080, (D) (1) – Legal; and (D) (2) – Real Estate.

The motion to move into Executive Session was made by Commissioner Simmons and was seconded by Commissioner Zimmerman. A roll call vote was taken, as follows:

Rose Windmiller – Yea	Justin Zimmerman – Yea
Vernal Brown – Yea	Herbert Simmons – Yea
Fred Pestello – Yea	Irma Golliday – Yea
Nate Johnson – Yea	Derrick Cox – Yea
Sam Gladney – Yea	Terry Beach – Yea

The motion passed unanimously, and the Committee moved into Executive Session at 9:07 a.m.

19. Reconvene to Open Session

9:07 a.m. The Board of Commissioners reconvened to the Regular Meeting at approximately 9:07 a.m. Chair Windmiller noted that, per recent changes to Board Policy, no final action votes

will be taken in a closed meeting or closed Executive Session. For items requiring final action, a roll call vote shall be taken in Open Session.

Commissioner Beach made a motion to approve the minutes from the November 16, 2020, Special Meeting, Executive Session; November 20, 2020, Board Meeting, Executive Session; November 30, 2020, Special Meeting, Executive Session; and January 14, 2021, Special Meeting, Executive Session, as closed records. The motion was seconded by Commissioner Johnson. A roll call vote was taken, as follows:

Rose Windmiller – Yea
Vernal Brown – Yea
Fred Pestello – Yea
Nate Johnson – Yea
Sam Gladney – Yea

Justin Zimmerman – Yea
Herbert Simmons – Yea
Irma Golliday – Yea
Derrick Cox – Yea
Terry Beach – Yea

The motion passed unanimously.

Commissioner Beach made a motion to approve, as submitted, the Executive Session, Consent Agenda item: a) Surplus Property Declaration, 3158 Pershall Road, Ferguson, Missouri (Resolution #1113). The motion was seconded by Commissioner Cox.

A roll call vote was taken, as follows:

Rose Windmiller – Yea
Constance Gully – Yea
Vernal Brown – Yea
Nate Johnson – Yea
Fred Pestello – Yea

Terry Beach – Yea
Derrick Cox – Yea
Irma Golliday – Yea
Herbert Simmons – Yea
Justin Zimmerman – Yea

The motion passed unanimously.

20. Adjournment

9:07 a.m. Chair Windmiller asked if there was any further business, and being none, Commissioner Simmons made a motion to adjourn the meeting. The motion was seconded by Commissioner Brown. Unanimous vote in favor taken. The motion passed, and the meeting was adjourned at approximately 9:37 a.m.

Deputy Secretary to the Board of Commissioners
Bi-State Development

**BI-STATE DEVELOPMENT
BOARD OF COMMISSIONERS SPECIAL MEETING
(Virtual Meeting)
OPEN SESSION MINUTES
March 19, 2021
8:30 AM**

Board Members Participating via Zoom

Missouri

Rose Windmiller, Chair
Vernal Brown, Secretary
Fred Pestello
Nate Johnson
Sam Gladney

Illinois

Justin Zimmerman, Vice Chair
Herbert Simmons, Treasurer (Joined the meeting at 8:33 am)
Irma Golliday
Terry Beach
Derrick Cox – Absent

Staff Participating via Zoom

Taulby Roach, President and Chief Executive Officer
Barbara Enneking, General Counsel and Deputy Secretary
Myra Bennett, Manager of Board Administration
Brenda Deertz, Executive Assistant
Jessica Mefford-Miller, Executive Director Metro Transit
Charles Stewart, Executive Vice-President Organizational Effectiveness
Virgie Chaffen, Director of Labor Relations

Others Participating via Zoom

Corey Franklin, FordHarrison, LLC
Brett Runge, ASL Interpreter
Lo Freeman, ASL Interpreter

- 1. Open Session Call to Order**
8:30 a.m. Chair Windmiller called the Open Session of the Special Meeting of the Bi-State Development Agency, Board of Commissioners to order at 8:30 a.m.
- 2. Roll Call**
8:30 a.m. Roll call was taken, as noted above.
- 3. Adjournment to Executive Session – If such action is approved by a majority vote of the Bi-State Development Agency’s Board of Commissioners who constitute a quorum, the Board may go into closed session to discuss legal, confidential, or privileged matters pursuant to Bi-State Development Board Policy Chapter 10, §10.080(D) Closed Records; Legal under**

§10.080(D)(1); Personnel under §10.080(D)(3); and Employee Negotiations under §10.080(D)(5).

8:31 a.m. Chair Windmiller requested a motion to allow the Committee to move into closed session as permitted under Bi-State Development Board Policy, Chapter 10, Section 10.080, (D) (1) – Legal; (D) (3) – Personnel; and (D) (5) – Employee Negotiations.

A motion to move into Executive Session was made by Commissioner Zimmerman and seconded by Commissioner Brown. A roll call vote was taken as follows:

Rose Windmiller – Yea
Vernal Brown – Yea
Fred Pestello – Yea
Nate Johnson – Yea
Sam Gladney – Yea

Justin Zimmerman – Yea
Terry Beach – Yea
Irma Golliday – Yea
Herbert Simmons – (unavailable for vote)

The motion passed unanimously, and the Committee moved into Executive Session at 8:33 a.m.

Commissioner Simmons joined the meeting at approximately 8:34 a.m.

4. Reconvene to Open Session

8:42 a.m. The Board of Commissioners reconvened to the Regular Meeting at approximately 8:42 a.m.

Commissioner Gladney made a motion to authorize the President & CEO to enter into a collective bargaining agreement, for the period of three (3) years, from February 1, 2021 to January 31, 2024, between Bi-State Development and Amalgamated Transit Union, Local 788 [ATU] Call-A-Ride Bargaining Unit, as presented. The motion was seconded by Commissioner Brown. A roll call vote was taken as follows:

Rose Windmiller – Yea
Vernal Brown – Yea
Fred Pestello – Yea
Nate Johnson – Yea
Sam Gladney – Yea

Justin Zimmerman – Yea
Terry Beach – Yea
Irma Golliday – Yea
Herbert Simmons – Yea

The motion passed.

5. Adjournment

8:44 a.m. Chair Windmiller asked if there was any further business, and being none, Commissioner Pestello made a motion to adjourn the meeting. The motion was seconded by Commissioner Johnson. Unanimous vote in favor taken. The motion passed, and the meeting was adjourned at approximately 8:44 a.m.

**BI-STATE DEVELOPMENT
AUDIT, FINANCE & ADMINISTRATION COMMITTEE MEETING
OPEN SESSION MINUTES
(Virtual Meeting)
March 19, 2021**

**Immediately following
Special Meeting of Board of Commissioners at 8:30 AM**

Audit, Finance & Administration Committee Members participating via Zoom

Justin Zimmerman, Chair
Herbert Simmons
Fred Pestello
Nate Johnson

Other Commissioners participating via Zoom

Irma Golliday
Vernal Brown
Terry Beach
Sam Gladney

Rose Windmiller – Absent
Derrick Cox – Absent

Staff participating via Zoom

Taulby Roach, President and Chief Executive Officer
Barbara Enneking, General Counsel and Deputy Secretary
Myra Bennett, Manager of Board Administration
Brenda Deertz, Administrator/Executive Assistant to the President/CEO
Jessica Mefford-Miller, Executive Director Metro Transit
Tammy Fulbright, Interim Chief Financial Officer
John Langa, Vice President Economic Development
Mary Lamie, Executive Vice President of Multi Modal Enterprises
Crystal Messner, Chief Audit Executive
Chris Poehler, Assistant Executive Director Engineering Systems
Gregory Smith, Vice President – Purchasing, Materials Management, and Supplier Diversity
Charles Stewart, Executive Vice President Organizational Effectiveness
Andrew Ghiassi, Director of Safety/Chief Safety Officer
Kathy Brittin, Director of Risk and Absence Management

Others participating via Zoom

Lo Freeman, ASL Interpreter
Brett Runge, ASL Interpreter

1. Open Session Call to Order

8:46 a.m. Chair Zimmerman called the Open Session of the Audit, Finance & Administration Committee Meeting to order at 8:46 a.m.

2. Roll Call

8:46 a.m. Roll call was taken, as noted above.

3. Public Comment

8:46 a.m. Chair Zimmerman asked Ms. Bennett if any speaker cards were received for today's meeting. Ms. Bennett noted that no speaker cards were submitted.

4. Minutes of the January 22, 2021 Audit, Finance & Administration Committee, Open Meeting

8:47 a.m. The minutes of the January 22, 2021 Audit, Finance & Administration Committee, Open Meeting were provided in the Committee packet. A motion to approve the minutes was made by Commissioner Simmons and seconded by Commissioner Beach. **The motion passed unanimously.**

5. Bi-State Development Operating and Capital Budget

8:47 a.m. A briefing paper was included in the meeting materials regarding this item. President/CEO, Taulby Roach, & Tammy Fulbright, Interim Chief Financial Officer, gave a PowerPoint presentation regarding this item. Mr. Roach noted that meetings are being held with our funding partners regarding the budget projections. He noted that this is a complex budget, especially due to the fact that Federal funding has been inserted into the budget, and must be inserted differently between Missouri and Illinois, due to how the funding works. He stated that he is pleased with the proposed budget, and how the projectory has looked over time. Mr. Roach noted that the average growth rate for the past three years is approximately 1.5%. He stated that this type of trending is critical to the Agency to maintain stability and growth and to deliver service that is in line with funding.

Ms. Fulbright reviewed the statement of activity for the COVID Budget for 2021, noting a modest reduction in service for the FY2022 Budget. She gave an overview of transit operating expenses, and reviewed funding from our partners and other revenue sources. Ms. Fulbright gave an overview of projected capital expenses, and reviewed projections for each of the BSD enterprises. Commissioner Beach posed questions with regard to ARA funding. President/CEO Roach stated that this has been factored into the budget.

Commissioner Beach noted local funding sources, including St. Louis County, St. Clair County, and St. Louis City, and posed questions regarding reductions and redirection of services. President/CEO Roach noted that there has been some reduction in services with the current budget due to COVID. Mr. Roach noted that a primary goal with the Federal funding is to avoid layoffs to the greatest extent possible, and try to keep service levels consistent. He stated that, if the goal of the transit system is to save money, then we need to move our budgetary objectives to that, and it would inevitably mean some reductions. He stated that it is a complex situation, due to some fixed costs for the organization, and the effects that COVID has had. He stated that it is his goal to supply as much transit service as possible, as efficiently as possible. Mr. Roach noted that he will be speaking to Ken Sharkey, Managing Director, St. Clair Transit District, and is willing to speak to the entire transit board regarding these issues and their goals. Jessica

Mefford-Miller, Executive Director Metro Transit, addressed the Board regarding post pandemic service levels.

Commissioner Beach asked for an update regarding the HERO early retirement program. President/CEO Roach stated that the program is going well, and this can be discussed in greater detail in Executive Session. Mr. Roach stated that one of the objectives of the program is to make the organization as efficient as possible, and not have as much employment, but still deliver excellent service. Commissioner Beach asked if this program applies to non-union employees only. Mr. Roach stated that yes, it is management and executive oriented. Commissioner Pestello posed a question relating to the ratio of wages to benefits. Ms. Fulbright stated that this figure is typically around 40%, and will follow-up with additional information for the Board. Commissioner Simmons posed questions regarding the Riverboat enterprise. President/CEO Roach noted that staff will be coming forward with a cost/benefit analysis for the Board's review; however, this information will not be completed until after the budget cycle.

A motion to accept this item, including funding and grant resolutions, as presented, and recommend it to the Board of Commissioners for approval was made by Commissioner Pestello, and the motion was seconded by Commissioner Brown. **The motion passed.**

6. Sole Source – Stockless Office Supplies

9:21 a.m. A briefing paper was included in the meeting materials regarding this item. Gregory Smith, Vice President – Purchasing, Materials Management, and Supplier Diversity, reviewed the information contained in the briefing paper, and asked if there were any questions. Being no questions, a motion to accept this item, as presented, and recommend it to the Board of Commissioners for approval, was made by Commissioner Golliday, and the motion was seconded by Commissioner Pestello. **The motion passed.**

7. Contract Award - Third Party Administrator Claim Services

9:26 a.m. A briefing paper was included in the meeting materials regarding a recommendation that the Audit, Finance and Administration Committee accept, and forward to the Board of Commissioners for approval, the request that the President & CEO enter into a 5-year contract with the Thomas McGee Group, for third party administrator claim services, in the not to exceed amount of \$3,600,000. Charles Stewart, Executive Vice President Organizational Effectiveness, gave an overview of this item, noting that this outsourcing will provide a cost savings of \$181,000 in the first year, and a cost savings of approximately \$230,000 for each following year.

Commissioner Zimmerman noted the cost savings, and asked if there should be any concerns regarding the risks of outsourcing these services. Mr. Stewart stated that he believes this company could work more efficiently in the settlement of claims, and will be interfacing with our current outside legal counsel. President and CEO Roach noted that the Agency tends to carry claims over a long period of time currently, and he feels that this new contract would provide a more modern approach to this issue.

A motion to accept this item, as presented, and recommend it to the Board of Commissioners for approval, was made by Commissioner Golliday, and the motion was seconded by Commissioner Johnson. **The motion passed.**

8. Contract Award - Occupational Medicine

9:32 a.m. Chair Zimmerman noted that a briefing paper was included in the meeting materials recommending that the Audit, Finance and Administration Committee accept, and forward to the Board of Commissioners for approval, a request that the President & CEO enter into a 5-year contract with BarnesCare, to provide Occupational Medicine Services which include: Drug and Alcohol Testing; Urine Collection and Testing Services; Medical Review Officer Services; Essential Functions Testing; Workers' Compensation Services, and Wellness Services, in the not to exceed amount of \$1,513,655.00. Chair Zimmerman noted that Charles Stewart, Executive Vice President Organizational Effectiveness, and Andrew Ghiassi, Director of Safety/Chief Safety Officer, are in attendance, if there are any questions.

A motion to accept this item, as presented, and recommend it to the Board of Commissioners for approval was made by Commissioner Pestello, and the motion was seconded by Commissioner Golliday. **The motion passed.**

9. Board Policy, Section 70.050, Employee's Pension and 401(k) Retirement Savings Plan – Chairperson Appointment

9:34 a.m. A briefing paper was included in the meeting materials recommending that the Committee accept, and forward to the Board of Commissioners for approval, a request to appoint retiree, Charles Priscu, currently serving on the Committee, as the new Chairperson for the Salaried Pension and 401(k) Committee, for a term of two years. Charles Stewart, Executive Vice President Organizational Effectiveness, gave an overview of this item.

A motion to accept this item, as presented, and recommend it to the Board of Commissioners for approval was made by Commissioner Beach, and the motion was seconded by Commissioner Simmons. **The motion passed.**

10. Contract Awards for General Legal Counsel Services

9:35 a.m. A briefing paper was included in the meeting materials recommending that the Audit, Finance & Administration Committee accept, and refer to the Board of Commissioners for approval, authorization to award contracts with the recommended firms to provide General Legal Services under the supervision of BSD's General Counsel for an aggregate not exceed amount of \$9,000,000 over the next three years, and \$6,000,000 for the two option years. Barb Enneking, General Counsel, gave an overview of this item.

Commissioner Gladney asked if only one firm was chosen per practice area. Ms. Enneking indicated that there are multiple firms for each practice area. It was noted that the largest driver of outside legal expenses tend to be liability and workers' compensation issues. Commissioner Zimmerman noted that there had been an issue in the past with the Agency entering contracts with firms, then the attorneys who were working on the Agency's cases, would choose to leave the firm. He asked if a mechanism has been put in place to deal with this type of situation. Ms. Enneking indicated that the new contracts will address the issue.

A motion to accept this item, as presented, and recommend it to the Board of Commissioners for approval was made by Commissioner Beach, and the motion was seconded by Commissioner Brown. **The motion passed.**

11. Quarterly Financial Statement – Second Quarter

9:42 a.m. Quarterly Financial Statements for the second quarter were included in the meeting materials for Board review. Tammy Fulbright, Acting Chief Financial Officer, gave a brief overview of the financials for each of the Bi-State Development Enterprises. Chair Zimmerman noted that this item was presented as information only, and no action of the Committee is required.

12. Treasurer's Report

9:44 a.m. A Treasurer's Report was included in the meeting materials regarding this item. Tammy Fulbright, Acting Chief Financial Officer, gave an overview of this item, noting a fuel hedge savings of \$500,000. She also reported that the Agency's credit rating has improved from an AA- to an AA rating. It was noted that this item was presented as information only, and no action of the Committee is required.

13. Procurement Report

9:46 a.m. Chair Zimmerman noted that a Procurement Report was included in the meeting materials for Board review. He stated that Greg Smith, Vice President – Purchasing, Materials Management, and Supplier Diversity, is participating in today's meeting, if there are any questions from the Board. Being no questions from the Committee, Chair Zimmerman noted that this item was presented as information only, and no Committee action is required.

14. Pension Plans, 401(k) Retirement Savings Program and OPEB Trust Investment Performance Update as of 12-31-2020

9:47 a.m. A briefing paper was provided in the Committee packet, presenting to the Audit, Finance and Administration Committee, the Pension Plans, 401(k) Retirement Savings Program and OPEB Trust Investment Performance Update as of December 31, 2020. Charles Stewart, Executive Vice President Organizational Effectiveness, provided a brief overview of this issue. Chair Zimmerman noted that this item was presented as information only, and no action of the Committee is required.

15. Internal Audit Staffing Update

9:50 a.m. A briefing paper was provided in the Committee packet, informing the Audit, Finance & Administration Committee of the Internal Audit Department's (IAD's) current staff vacancy. Crystal Messner, Chief Audit Executive, provided a brief overview of this issue, noting that one of the full-time Senior Internal Auditors took a position outside of BSD, and the Department is currently in the process of filling that position. Ms. Messner also noted that the Department is working with a temporary agency to provide a full-time Administrative Assistant through September 2021, and the Administrative Assistant is to begin next Monday.

16. President/CEO Report

9:51 a.m. Bi-State Development President/CEO Taulby Roach addressed the Committee. He noted that staff is currently working on the ARP federal funding analysis, and is waiting for FTA's update.

Mr. Roach reported that he is also working to counter the proposed Missouri legislation regarding conceal carry on transit, and it is going well. He stated that he has spoken to several Missouri Senators. In conjunction with that, he stated that staff is working on an amendment process for the BSD Compact agreement, and will have that information to present to the full Board at the

next meeting. President/CEO Roach thanked Commissioner Simmons for his efforts in assisting with three vaccination events that were held for BSD employees in Illinois, and that a total of approximately 950 employees have been vaccinated. He noted that staff is working on holding another event for employees, in Missouri, in the near future.

17. Unscheduled Business

9:53 a.m. There was no unscheduled business.

18. Call of Dates for Future Board and Committee Meetings

9:53 a.m. Myra Bennett, Manager of Board Administration, advised the Committee of the upcoming meetings, as follows:

Safety & Security Committee Meeting	Thursday, April 8, 2021	8:30 AM
Operations Committee Meeting	Thursday, April 8, 2021	Following S&S meeting
Board of Commissioners Meeting	Friday, April 23, 2021	8:30 AM

19. 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); Personnel under §10.080(D)(3); and Auditors under §10.080(D)(10)

9:54 a.m. Committee Chair Zimmerman requested a motion to allow the Committee to move into closed session as permitted under Bi-State Development Board Policy, Chapter 10, Section 10.080, (D) (1) – Legal; (D) (3) – Personnel; and (D) (10) – Audit.

A motion to move into Executive Session was made by Commissioner Simmons and seconded by Commissioner Brown. A roll call vote was taken as follows:

Vernal Brown – Yea	Justin Zimmerman – Yea
Fred Pestello – Yea	Herbert Simmons – Yea
Nate Johnson – Yea	Irma Golliday – Yea
Sam Gladney – Yea	Terry Beach – Yea

The motion passed unanimously, and the Committee moved into Executive Session at approximately 9:55 a.m.

20. Reconvene to Open Meeting

10:08 a.m. The Committee reconvened to the Open Meeting at approximately 9:08 a.m. Chair Zimmerman noted that, per Board Policy, no final action votes will be taken in a closed meeting or closed (executive) session. For items requiring final action, a roll call vote shall be taken in open session.

Commissioner Johnson made a motion to approve the Minutes from the January 22, 2021, Executive Session of the combined meeting of the Operations and Audit, Finance, & Administration Committee, as a closed record. The motion was seconded by Commissioner Brown.

A roll call vote was taken as follows:

Vernal Brown – Yea
Fred Pestello – Yea
Nate Johnson – Yea
Sam Gladney – Yea

Justin Zimmerman – Yea
Herbert Simmons – Yea
Irma Golliday – Yea
Terry Beach – Yea

The motion passed.

Commissioner Pestello made a motion to approve the Internal Audit Department FY2022 Budget, as presented. The motion was seconded by Commissioner Golliday.

A roll call vote was taken as follows:

Vernal Brown – Yea
Fred Pestello – Yea
Nate Johnson – Yea
Sam Gladney – Yea

Justin Zimmerman – Yea
Herbert Simmons – Yea
Irma Golliday – Yea
Terry Beach – Yea

The motion passed.

21. Adjournment

10:10 a.m. Chair Zimmerman asked if there was any further business, being none, Commissioner Brown made a motion to adjourn the meeting. The motion was seconded by Commissioner Zimmerman. Unanimous vote in favor taken. Motion passed, and the meeting was adjourned at approximately 10:11 a.m.

Deputy Secretary to the Board of Commissioners
Bi-State Development

**BI-STATE DEVELOPMENT
OPERATIONS COMMITTEE MEETING
OPEN SESSION MINUTES
(Virtual Meeting)
April 8, 2021
Immediately following the
Safety & Security Committee Meeting**

Operations Committee Members participating via Zoom

Rose Windmiller, Chair
Vernal Brown
Terry Beach
Derrick Cox – Absent
Irma Golliday – Absent

Other Commissioners participating via Zoom

Justin Zimmerman, Chair
Herbert Simmons
Nate Johnson
Sam Gladney – Absent
Fred Pestello – Absent

Staff participating via Zoom

Taulby Roach, President and Chief Executive Officer
Barbara Enneking, General Counsel and Deputy Secretary
Myra Bennett, Manager of Board Administration
Brenda Deertz, Administrator/Executive Assistant to the President/CEO
Jessica Mefford-Miller, Executive Director Metro Transit
Tammy Fulbright, Interim Chief Financial Officer
John Langa, Vice President Economic Development
Crystal Messner, Chief Audit Executive
Chris Poehler, Assistant Executive Director Engineering Systems
Gregory Smith, Vice President – Purchasing, Materials Management, and Supplier Diversity
Charles Stewart, Executive Vice President Organizational Effectiveness
Jessica Gershman, Assistant Executive Director Planning Systems

Others participating via Zoom

Hannah Jones, ASL Interpreter
Nicole Devore, ASL Interpreter

1. Open Session Call to Order

9:25 a.m. Chair Windmiller called the Open Session of the Operations Committee Meeting to order at 9:25 a.m.

2. **Roll Call**

9:25 a.m. Roll call was taken, as noted above.

3. **Public Comment**

9:26 a.m. No comment cards were submitted.

4. **Minutes of the January 22, 2021 Operations Committee, Open Meeting**

9:26 a.m. The minutes of the January 22, 2021, Operations Committee, Open Meeting were provided in the Committee packet. A motion to approve the minutes, as presented, was made by Commissioner Zimmerman and seconded by Commissioner Brown. **The motion passed unanimously.**

5. **Contract Modification: Bus Stop Signage Replacement Project**

9:26 a.m. A briefing paper was included in the meeting materials, presenting to the Operations Committee, for discussion, acceptance, and referral to the Board of Commissioners for approval, a request to authorize the President & CEO to approve a Contract Modification with The Harlan Company, increasing the funding by \$148,177.42 and the period of performance until June 30, 2021, to complete the Bus Stop Signage Replacement project. Jessica Gershman, Assistant Executive Director Planning Systems, gave an overview of this item.

A motion to accept this agenda item, as presented, with recommendation to the Board of Commissioners for approval, was made by Commissioner Simmons and seconded by Commissioner Zimmerman. **The motion passed.**

6. **Single Bid: Track System Upgrades**

9:29 a.m. A briefing paper was provided in the meeting materials, regarding a request that the Committee accept, and refer to the Board of Commissioners for approval, a request to authorize the President & CEO to enter into a contract for a single bid (negotiated procurement) with Railworks Track Services, in the not to exceed amount of \$4,349,820.00; which includes 10% contingency, for track system upgrades. Jessica Mefford-Miller, Executive Director Metro Transit, provided an overview of this issue.

Commissioner Simmons posed a question regarding the number of proposals received. Ms. Mefford-Miller noted that the request for proposals was placed on I-Supplier; although three companies reached out regarding the request for proposals, only one chose to submit a bid. Committee discussion was held regarding concerns of the use of sole source contracts, especially those relating to transportation. Commissioner Simmons asked if Railworks pays union wages. President/CEO Roach noted that Railworks works on Union scale. He also noted that this company does have a local presence and works with local labor.

A motion to accept this agenda item, as presented, with recommendation to the Board of Commissioners for approval, was made by Commissioner Simmons and seconded by Commissioner Zimmerman. **The motion passed.**

7. **Sole Source Contract Authorization for Professional Engineering Services – Phase 1 – Engineering & Design Support Services – Rehabilitation of the MetroLink Cross County Extension Tunnels & Stations**

9:37 a.m. A briefing paper was provided in the Committee packet, regarding a request for acceptance and referral to the BSD Board of Commissioners for approval, a request to authorize the President and CEO to enter into a “sole source” contract for professional engineering services related to the rehabilitation of the Big Bend / Skinker tunnels and stations, with Gall Zeidler Consultants, in an amount not to exceed \$251,000. Chris Poehler, Assistant Executive Director Engineering Systems, gave an overview of this item.

Commissioner Windmiller stated that it is her understanding that leaks had started early after the operation of the Blue Line, and litigation ensued. She asked the outcome of that litigation. General Counsel, Barb Enneking, noted that this situation was settled amicably.

A motion to approve this agenda item, as presented, was made by Commissioner Beach and seconded by Commissioner Simmons. **The motion passed.**

8. Contract Award - Cleaning of Railcars at Missouri & Illinois MetroLink Maintenance Facilities Amendments

9:40 a.m. A briefing paper was provided in the Committee packet, regarding a request to accept and refer to the BSD Board of Commissioners for approval, authorization of the President & CEO to enter into a 3-year contract, with funds to be committed annually for cleaning of railcars at the Missouri & Illinois facilities, with the highest ranking firm, MERS Goodwill, with price and other factors considered, in the not to exceed amount of \$2,360,844.00. Jessica Mefford-Miller, Executive Director Metro Transit, gave an overview of this item, noting that four proposals were received from responsive bidders. She stated that this is an important service and an important part of the vehicle maintenance program.

A motion to approve this agenda item, as presented, was made by Commissioner Johnson and seconded by Commissioner Beach. **The motion passed.**

9. Amendments to Chapter 40, Real Property/Economic Development, Collective Board Policies of the Bi-State Development Agency of the Missouri-Illinois Metropolitan District

9:42 a.m. A briefing paper was provided in the Committee packet, regarding a request to accept and refer to the BSD Board of Commissioners for approval, amendments to Chapter 40, Real Property/Economic Development, Collective Board Policies of the Bi-State Development Agency of the Missouri-Illinois Metropolitan District (Chapter 40), and recommend to the Board that the proposed revisions to Board Policies – Chapter 40 Real Property/Economic Development not be tabled pursuant to Article VI (D) of the Board Policies, as it is in the best interest of BSD that these revised Board Policies be approved at the April 23, 2021, Board of Commissioners meeting. John Langa, Vice President Economic Development, gave an overview of this item.

Mr. Langa noted that currently, per Board Policy, the Vice President Economic Development may approve an easement or a license where the consideration for such is estimated to be \$100,000 or less, the BSD President & CEO is authorized to approve the same up to \$250,000, and the BSD Board approves easements or licenses where the consideration is estimated to exceed \$250,000. He noted that BSD staff recommends amending Chapter 40, Declaration of Surplus Property, adding Section 40.010 (N) Definitions – “Surplus Property”, and amending Section 40.030 Real Property Disposition. Mr. Lange stated that the annual Surplus Property Report will continue to be annually submitted to the Board for informational purposes; but the changes would allow, that during the same calendar year, the President and CEO, for up to

\$250,000 of appraised value, and the Vice President of Economic Development, for up to \$100,000 of appraised value, may approve the disposition of any surplus property, not listed in the Surplus Property Report from the previous year, without requiring a specific Board declaration of the property as surplus. The Board will continue to approve the disposition of any property above \$250,000 in appraised value and the declaration of that property as surplus.

Commissioner Simmons expressed concerns regarding the proposed changes, noting that he feels that the Board should have full knowledge of the disposition of all BSD properties. Discussion was held regarding whether these transactions were primarily with public, or private, entities. President/CEO Roach proposed modifying the language to note that, if the transaction involves a private entity, those transactions would be brought before the Board for approval, regardless of value. Commissioner Simmons stated that he would prefer that this item be deferred for further discussion by the Board of Commissioners.

Commissioner Simmons made a motion to defer this item for further discussion by the Board of Commissioners. The motion was seconded by Commissioner Zimmerman.

Chair Windmiller stated that she is agreeable to deferring this item; however, she would like to know how many transactions the Agency has annually which would fall into these lesser categories. Mr. Langa stated that the Agency has approximately twelve of these transactions per year, with approximately 2 of them being with a private entity. He added that most of these are related to easements. Chair Windmiller stated that she does not feel that this request to streamline the process is excessive.

Commissioner Beach stated that he can see both sides of the issue.

Chair Windmiller called for a roll call vote on the motion to defer, with the poll of the Committee being as follows:

Rose Windmiller – Yea
Vernal Brown – Yea
Nate Johnson – Yea

Terry Beach – Yea
Justin Zimmerman – Yea
Herbert Simmons – Yea

The motion passed. This item will be deferred.

10. Memorandum of Agreement (MOA) with St. Louis County Regarding Compliance with COVID-19 Vaccination Dispensing Guidelines

9:56 a.m. A briefing paper was provided in the Committee packet, regarding a request to accept and refer to the BSD Board of Commissioners for approval, a request to enter into a supplemental intergovernmental Agreement between Bi-State Development (BSD) and St. Louis County (the County) in support of a previously approved MOA on Mass Prophylaxis Dispensing. Jessica Mefford-Miller, Executive Director Metro Transit, gave an overview of this item. She reported that the St. Louis County Health Department has advised BSD management that they are now able to distribute COVID-19 vaccine for dispensing to BSD team members, but require a supplemental Agreement to be executed that ensures compliance with CDC COVID-19 vaccination program provider agreements, compliance with manufacturer instructions and all applicable laws regarding qualified vaccinators. She noted that vaccinations have been encouraged and incentivized for BSD employees. Ms. Mefford-Miller reported that

approximately 40% of BSD employees have been vaccinated so far, and management continues to share information and opportunities regarding vaccination with its employees.

A motion to approve this agenda item, as presented, was made by Commissioner Brown and seconded by Commissioner Johnson. **The motion passed.**

11. Operations Report

10:01 a.m. An operations report for Metro Transit was included in the Committee packet, regarding the reshaping of Metro Transit, beyond COVID-19. Jessica Mefford-Miller, Executive Director of Metro Transit, provided a PowerPoint presentation for the Committee regarding a pandemic recovery plan, including information regarding the ridership outlook. She noted a goal of summer 2001 as a target for service stabilization. Ms. Mefford-Miller noted that Metro continues to test and implement new models of service delivery, and placed an emphasis on the need for customer focused investments such as: station/right of way investments, battery electric buses, and customer focused fare payment systems. Commissioner Simmons posed questions regarding the fare collection process and the failure of the “Smart Card” program. Ms. Mefford-Miller stated that Metro continues to use the Gateway Card until another format is implemented, and that the Agency has learned from past experience. Commissioner Simmons noted that there are projects lingering from the past two to three years in Illinois, and asked the status in addressing these issues. Ms. Mefford-Miller noted that updates have been given to the St. Clair County Transit District regarding these items. She noted that some of the issues were related to design flaws. She stated that getting these issues resolved never proceeds as quickly as we would like; however, progress is being made. Commissioner Simmons asked that Ms. Mefford-Miller provide him copies of the updates that are being sent to the St. Clair County Transit District. Ms. Mefford-Miller indicated that she will supply those updates to all Illinois Commissioners. It was noted that this item was submitted as information only, and no action is needed by the Committee.

12. President/CEO Report

10:24 a.m. Bi-State Development President/CEO, Taulby Roach, addressed the Committee with the following information:

The Board Room upgrades are almost complete. He noted that it is anticipated that there will be a shift to a hybrid approach to meetings, beginning with the April 23, 2021 Board Meeting, where staff and Commissioners may participate in person, or online.

Mr. Roach noted that the Operations Report is often condensed, due to time constraints; however, the Commissioners should feel free to reach out to either him or Jessica Mefford-Miller, if there are additional questions or concerns, and for any needed side conversations.

13. Unscheduled Business

10:26 a.m. There was no unscheduled business.

14. Call of Dates for Future Board and Committee Meetings

10:26 a.m. Myra Bennett, Manager of Board Administration, advised the Committee of the upcoming meetings, as follows:

Tentative schedule:

- Board of Commissioners Meeting:	Friday, April 23, 2021	8:30 AM
- Audit Finance & Administration Meeting:	Friday, May 21, 2021	8:30 AM
- Operations Committee Meeting:	Friday, May 21, 2021	9:30 AM

Chair Windmiller referenced President/CEO Roach's comments regarding a move to hybrid meetings, and stated that she will not be attending meetings in person at this point. She asked that those attending BSD meetings in person be limited to staff, and not the public for the present. President/CEO Roach stated that he is in agreement. He noted that, due to ongoing COVID concerns, the Agency is not yet opening meetings to the public; however, he reported that the next Board of Commissioners meeting will be a hybrid meeting, with a limited number of staff participating in person, in order to test the new Board Room system that has been installed.

- 15. Adjournment to Executive Session – If such action is approved by a majority vote who constitute a quorum, the Committee 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).**

10:31 a.m. Committee Chair Windmiller stated that the only item for consideration on the Executive Session agenda is the Approval of the Minutes of the January 22, 2021, Operations Committee, Executive Session Meeting. She noted that, if there are no corrections to these minutes, and no discussion is necessary, the Committee could proceed to a motion and vote, without going into Executive Session. The Committee agreed.

Chair Windmiller asked for a motion to approve the minutes of the January 22, 2021, Operations Committee Meeting, Executive Session, as presented, as a closed record. The motion was made by Commissioner Beach and was seconded by Commissioner Brown. The poll of the Committee being:

Rose Windmiller – Yea
Vernal Brown – Yea
Nate Johnson – Yea

Terry Beach – Yea
Justin Zimmerman – Yea
Herbert Simmons – Yea

The motion passed unanimously.

- 16. Adjournment**

10:32 a.m. Chair Windmiller asked if there was any further business, and being none, Commissioner Beach made a motion to adjourn the meeting. The motion was seconded by Commissioner Johnson. Unanimous vote in favor was taken. The motion passed, and the meeting was adjourned at approximately 10:32 a.m.

Deputy Secretary to the Board of Commissioners
Bi-State Development

**BI-STATE DEVELOPMENT
SAFETY AND SECURITY COMMITTEE MEETING
(VIRTUAL MEETING VIA ZOOM)
OPEN SESSION MINUTES
April 8, 2021 8:30 AM**

Committee Members Participating via Zoom

Rose Windmiller
Vernal Brown
Fred Pestello

Herbert Simmons, Chair
Derrick Cox
Irma Golliday – Absent

Other Commissioners Participating via Zoom

Nate Johnson – joined meeting at 8:35 AM
Sam Gladney – Absent

Terry Beach
Justin Zimmerman

Staff Participating via Zoom

Taulby Roach, President and Chief Executive Officer
Barbara Enneking, General Counsel and Deputy Secretary
Myra Bennett, Manager of Board Administration
Brenda Deertz, Administrator / Executive Assistant to the President & CEO
Stephen Berry, General Manager - Public Safety
Kevin Scott, Director - Public Safety
Jessica Mefford-Miller, Executive Director Metro Transit

Others Participating via Zoom

St. Louis County Police Captain Melissa Webb, Police Task Force Commander
Hannah Jones, ASL Interpreter
Nicole Devore, ASL Interpreter

1. Open Session Call to Order

8:30 a.m. Chair Simmons called the Open Session of the Bi-State Development Agency, Safety & Security Committee Meeting to order at 8:30 a.m.

2. Roll Call

8:30 a.m. Roll call was taken, as noted above.

3. Public Comment

8:31 a.m. Chair Simmons asked Ms. Bennett if any speaker cards were submitted for today's meeting. Ms. Bennett noted that no comment cards were submitted.

4. Approval of the Minutes of the January 14, 2021, Safety & Security Committee, Open Meeting

8:31 a.m. The minutes of the January 14, 2021 Safety & Security Committee, Open Meeting, were provided in the Committee packet for review. A motion to approve the minutes was made by Commissioner Pestello and seconded by Commissioner Windmiller. **The motion passed.**

5. Approval of Minutes of the February 8, 2021 Safety & Security Committee, Special Meeting, Open Meeting

8:32 a.m. The minutes of the February 8, 2021 Safety & Security Committee, Special Meeting, Open Meeting, were provided in the Committee packet for review. Commissioner Cox noted that he would like an amendment to the minutes, under Item #5, regarding his opposition to moving into Executive Session. Discussion was held regarding this issue. (Commissioner Nate Johnson entered the meeting at approximately 8:35 a.m.)

Commissioner Cox made a motion to amend the minutes by adding a sentence, under Item #5 to note that he “believes that moving into Executive, Closed Session, just because the conversation is difficult is not right.” The motion to amend was seconded by Commissioner Zimmerman. A roll call vote was taken, as follows:

Rose Windmiller – Abstain
Vernal Brown – Abstain
Fred Pestello – Yea
Nate Johnson – Yea

Derrick Cox – Yea
Justin Zimmerman – Yea
Herbert Simmons – Nay
Terry Beach – Nay

The motion passed.

A motion to approve the minutes, as amended, was made by Commissioner Zimmerman and seconded by Commissioner Cox. **The motion passed.**

6. Memorandum of Understanding with the City of Normandy, MO Police Department for Secondary Police Officers

8:41 a.m. A briefing paper was provided in the meeting materials, regarding a request that the Committee accept, and refer to the Board of Commissioners for approval, authorization of the President and CEO to execute a Memorandum of Understanding with the City of Normandy, Missouri, Police Department, in order to obtain the services of secondary Normandy Police Officers. A presentation regarding this item was provided by Kevin Scott, Director of Public Safety.

Commissioner Cox asked how many officers the contract will add to the security staff. Mr. Scott stated that he is not sure at this point, due to the fact that this will be voluntary on the part of the Police Officers; however, it is his understanding that several officers have expressed interest. Commissioner Cox asked what the incentive is for the Police Officers to participate. Mr. Scott noted that the transit system runs through their jurisdiction, and the secondary pay is very competitive. Commissioner Windmiller posed questions regarding the weapons that these officers would be using. Mr. Scott noted that they would be using weapons issued through the Normandy Police Department. Commissioner Windmiller asked if the Officers would be wearing their Normandy Police uniforms. Mr. Scott noted that they would be wearing a basic Police Officer uniform and would not include a Normandy badge. Commissioner Windmiller asked if

these secondary officers would have jurisdiction in both Missouri and Illinois. It was noted that the Officers will have jurisdiction in St. Louis County and St. Louis City, but not in Illinois.

A motion to approve the item as submitted was made by Commissioner Brown and seconded by Commissioner Cox. **The motion passed.**

7. **Law Enforcement Services Agreement between Bi-State Development Agency and St. Clair County, Illinois for services provided by the St. Clair County, Illinois Sheriff's Department 8:48 a.m.** A briefing paper was provided in the meeting materials, regarding a request that the Committee accept, and refer to the Board of Commissioners for approval, authorization of the President and CEO to approve the renewal of the Law Enforcement Services Agreement with St. Clair County, Illinois. A presentation regarding this item was provided by Kevin Scott, Director of Public Safety, noting that this is the primary contract for law enforcement services for St. Clair County. It is not the contract for secondary police officers. He noted that this contract is currently a one year, year to year, contract, and the current contract is scheduled to expire on June 30, 2021. Commissioner Cox asked the dollar amount of the contract. Commissioner Windmiller noted that the information contained in the Board packet indicates a not to exceed amount of \$1,848,904.68.

A motion to approve the item as submitted was made by Commissioner Beach and seconded by Commissioner Windmiller. **The motion passed.**

8. **Update – Change to NIBRS from UCR Crime Reporting 8:50 a.m.** A verbal presentation regarding this item was provided by Stephen Berry, General Manager of Public Safety. He noted that the transition from the UCR system to the NIBRS system will allow for more details to be submitted in reports regarding incidents. Mr. Berry stated that Metro is currently in the process of transition to the NIBRS system. He also noted that due to the uniqueness of 2020, including COVID and reduced ridership, it will be difficult to compare numbers at the beginning of this changeover.

Commissioner Zimmerman asked Mr. Berry what he feels are the top two to three metrics to be reviewed regarding performance. Mr. Berry stated that he feels the top three metrics would be 1) alignment by location, to identify the most active areas, 2) the types of activity reported, and 3) the frequency. Commissioner Cox asked if the new system will be more detailed. Mr. Berry stated that the NIBRS system is considerably more detailed. Being no further discussion, Chair Simmons noted that this item was provided as information only.

9. **Annual Updates to Working Documents (PTASP, SSP and EOP) 8:55 a.m.** A verbal update was provided by Stephen Berry, General Manager of Public Safety, noting that revisions and updates to PTASP, SSP and EOP documents have been completed and forwarded for review by Safety Oversight. He noted that once those reviews are completed, the information will be coming before the Board of Commissioners for review. Mr. Berry stated that the updated plan includes a pandemic plan. Chair Simmons noted that this item was provided as information only.

10. Training Update

8:58 a.m. A verbal update was provided by Stephen Berry, General Manager of Public Safety, noting that the opportunity arose through grant support to promote additional training. He noted that trauma-informed and de-escalation training is currently being conducted on Tuesdays, Wednesdays, and Thursdays, which is open to all Bi-State staff and its contractors. He stated that also included is training regarding human trafficking, safety and security awareness, and drugs and alcohol. Mr. Berry noted that over 200 certifications have been issued in these training areas, and he reported that steps were taken to ensure that these training sessions are POST certified trainings for our law enforcement partners, so that they will count towards their continuing education units. Mr. Berry also reported that a “Truckers Against Trafficking” event will be held on June 17th, which will include information from local law enforcement and survivors. He noted that this is a national event, and he anticipates that approximately 50 attendees will participate. Mr. Berry stated that the Agency is also providing additional training in the areas of Public Safety, including Systems Security, Industrial Safety, and Safety Management Systems, through the National Safety Training Institute. Chair Simmons noted that this item was provided as information only.

11. Unscheduled Business

9:00 a.m. Chair Simmons requested that an update be provided to the Committee, regarding the monies paid by each County with regard to Safety & Security issues. President/CEO Roach stated that this information will be forwarded to the Board.

Commissioner Pestello noted that, with regard to the key performance indicators that were discussed earlier, in addition to the data that will be provided to the Committee, it would be helpful, if a report on a finite set of key performance indicators, for example 5-10 key indicators, could be provided to the Committee at every Safety and Security Committee meeting, with graphics. Commissioner Pestello asked that this be a one or two page report, so that the Committee can get a crisp, clear picture of the trends, meeting by meeting.

Commissioner Cox stated that he agrees with Commissioner Pestello. Commissioner Cox also stated that he feels that the more we can outsource the Agency’s security to the police officers, the better. He stated that the Agency may need to move some money around, or perhaps more money is needed, but how do we get more police officers on the system.

Commissioner Simmons stated that this has been done in St. Clair County. He stated that the St. Clair County Transit District, early last year, took the initiative to put more Deputy Sheriffs on the system. Mr. Scott agreed, and stated that this was not only with primary deployment, but also included secondary deployment, and a high visibility blitz.

Commissioner Cox posed questions regarding the status of the current communication system. Mr. Scott stated that the infrastructure is in place; however, at some point, previous to his employment with Bi-State, the City and St. Louis County chose to move to their own dispatchers, instead of operating on the public safety dispatch channel that we have. He stated that, when this happened, the St. Clair County Deputies remained on that channel. Mr. Scott reported that, in September 2019, we found that the system was in place, and there is a secondary channel that is available. He stated that we would like to get to the point that everyone is on the same system; however, there are issues to be worked out regarding dispatch. Mr. Scott noted that a dispatch to

dispatch situation, or point to point system, is being used currently; however, the goal is to get all law enforcement partners on the same channel. Additional discussion was held.

Commissioner Simmons stated that the technology is there, and has been there; there are just some logistical issues and political issues that have not been worked out yet. Commissioner Simmons stated that he would like to keep this issue as a priority.

Commissioner Cox asked if there is a specific political issue involved, and why the issue cannot be resolved.

President/CEO Roach stated that, in the past, part of the issue was that not all of the law enforcement partners were under contract. He noted that in the past two years, he and staff have managed to get all of the partners under contract, as well as to provide secondary contracts to provide more Police Officers on the system. He stated that there have been issues dealing with the contractual partnerships. Mr. Roach noted that interim steps have been taken to improve communications between the law enforcement partners. Commissioner Cox asked if there is one specific political issue involved and who is holding up this process. President/CEO Roach stated that it involves complicated issues, and there is no one, specific issue holding up the process. He noted that the Agency has been working to gain confidence of all of the partners, and have worked for months working through contractual understandings with all of the partners. He stated that now that the Agency has built those relationships, he is hopeful to move to the next step. Commissioner Zimmerman stated that he understands that progress is being made; however, if there is anything that the individual Board Members can do to help move the process along, to please let them know.

12. President / CEO Report

9:16 a.m. President/CEO Roach reported that Mr. Scott is still offering facility tours for anyone who is interested, and he urged the Commissioners to participate, if they have not already done so.

He noted that under the Peace App program, Bi-State Development has been nominated by both MoDOT and IDOT, to receive a reward for its work regarding pandemic preparedness. Mr. Roach also noted that he attended an East-West Gateway meeting, and questions were posed regarding security and the Agency's Compact Agreement. He noted that staff has drafted a memorandum, which will be presented at the April 23rd meeting, regarding a process for potential revisions to the Compact agreement, as well as a review of the entire document. He stated that he anticipates that the Board may wish to form an ad hoc committee to look at these issues.

Mr. Roach stated that coordination continues through the Joint Task Force. He noted that Captain Webb, Joint Task Force, is in attendance at today's meeting. He noted that Joint Task Force data will be sent to the Board today.

Captain Webb addressed the Board, noting that from the statistical data, performance metrics, she has seen, there is a decrease in Part 1 crimes, and also an increase in proactivity.

Commissioner Simmons asked how many Police Officers are riding the system daily. Captain Webb stated that over 14 St. Louis County Police Officers are on the system today, as well as three to four St. Louis City Police Officers.

Commissioner Pestello asked Captain Webb what is the greatest challenge at this point. Captain Webb stated that the greatest challenge is radio communications.

Chair Simmons thanked Captain Webb for her participation in today's meeting.

13. Motion to move Executive Session (if needed)

9:22 a.m. Chair Simmons noted that the only item for consideration for the Executive Session agenda is the Approval of the Minutes of the February 8, 2021 Safety & Security Committee, Special Meeting, Executive Session. He stated that, if there are no corrections to these minutes, and no discussion is needed, the Board could proceed to a vote, without going into Executive Session.

Commissioner Brown made a motion to approve the minutes of the February 8, 2021 Safety & Security Committee, Special Meeting, Executive Session, as presented, as a closed record. The motion was seconded by Commissioner Windmiller.

The poll of the Board being:

Rose Windmiller – Yea
Vernal Brown – Yea
Fred Pestello – Yea
Nate Johnson – Yea

Herbert Simmons – Yea
Derrick Cox – Yea
Terry Beach – Yea
Justin Zimmerman – Yea

The motion passed.

14. Adjournment

9:23 a.m. Chair Simmons asked if there was any further business; being none, Commissioner Pestello made a motion to adjourn the meeting. The motion was seconded by Commissioner Windmiller. Unanimous vote in favor was taken. The motion passed, and the meeting was adjourned at approximately 9:23 a.m.

Deputy Secretary to the Board of Commissioners
Bi-State Development

**Bi-State Development Agency
Board of Commissioners
Open Session Agenda Item
April 23, 2021**

From: Taulby Roach, President and Chief Executive Officer
Subject: **Sole Source Contract – Stockless Office Supplies**
Disposition: Approval
Presentation: Larry Jackson, Executive Vice President – Administration; Gregory Smith, Vice President – Procurement, Materials Management and Supplier Diversity

Objective:

To present to the Board of Commissioners for approval, a request for authorization to extend the contract with Staples to provide stockless office supplies for a five-year period.

Background:

In October 2008, Bi-State Development (BSD) solicited proposals, under solicitation 09-RFP-5460-DR, for qualified providers to satisfy the requirements associated with providing stockless office supplies to meet its office supply requirements on an as-needed basis. Following the evaluation process, BSD awarded the Stockless Office Supplies contract to Corporate Express (now Staples).

Contract 09-RFP-5460-DR – Stockless Office Supplies period of performance consisted of three (3) years, (one base year and two option years). The period of performance for the base contract under the NJPA agreement consists of two (2) years; which falls within BSD’s five (5) year contract maximum with a vendor.

In December 2011, the then President & CEO of BSD signed a contract modification which allowed BSD to continue using Staples as BSD’s office supply vendor through joining a purchasing alliance called National Joint Powers Alliance (NJPA) now Sourcewell. Sourcewell is a public agency; established through Minnesota State Statute in 1978 and serves as a municipal contracting agency for over 35,000 members throughout the nation with competitively awarded contract purchasing solutions through industry-leading vendors.

In February 2020, BSDs Internal Audit conducted an audit of the stockless office supplies NJPA agreement and recommended the following actions:

- Procurement Department Management seek approval to update Board Policy 50 to incorporate policies regarding the joining and use of contracts from Purchasing Alliances.

Procurement is suggesting the following language to be incorporated into the Board Policy.
“Our use of a cooperative agreement satisfies the competitive procurement requirements and therefore does not require BOC approval.”

Analysis:

The NJPA has nationally solicited, evaluated and awarded contracts through a competitive bidding process on behalf of its members. Municipalities under the authority of NJPA’s enabling legislation and state procurement laws and/or Joint Powers Authority can leverage these contracts. These laws allow access to NJPA’s contracts and procurement process to satisfy our local/state bidding requirements, avoiding duplication of the process. It was the responsibility of Metro to interpret

local purchasing laws to determine if we (Metro) would be able to participate with NJPA contracts. The NJPA had an 11-step procurement process which consisted of:

- Affidavit of Advertisement
- Issuing a Request for Proposal
- Receipt of Bids
- Bid Acceptance and Award
- Bid Opening with Witnesses
- Bid Evaluation
- Bid Commitment and Review

As a result of the 11-step procurement process conducted by NJPA, Staples Advantage was awarded the NJPA Contract No. 031210. BSD used the NJPA solicitation process result as the source selection criteria, as justification for not issuing a new solicitation (11-RFP-5774-DR), and instead became a member of NJPA in 2012, in order to take advantage of the NJPA cooperative agreement pricing via Staples for office supplies, which also includes copy paper.

Also, Contract No. 11-RFQ-5759-SG - BSD Copy Paper period of performance was scheduled to expire April 19, 2012; therefore, BSD terminated its individual copy paper contract with Staples, in order to take advantage of the copy paper NJPA cooperative agreement pricing.

Past spend has been approximately \$200,000 per year; therefore, BSD anticipates the five-year total spend to be \$1 million.

Previous Action:

This item was recommended for approval at the March 19, 2021, Audit, Finance, & Administration Committee Meeting.

Board Action Requested:

The Audit, Finance and Administration Committee recommends that the Board of Commissioners approve the request that the President & CEO authority to continue to utilize the NJPA agreement to purchase stockless office supplies from Staples, at the NJPA contract pricing in the not to exceed amount of \$1 million.

Funding Source:

The funding source is provided via each of BSD's Cost Centers that has been allotted in their budget for office supplies. Authorized BSD personnel order office supplies on an as-needed basis using Staples Advantage, an on-line account based program to Staples.

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
APPROVING A SOLE SOURCE CONTRACT AWARD TO STAPLES FOR
STOCKLESS OFFICE SUPPLIES**

PREAMBLES:

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

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

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

Whereas, in October 2008, Bi-State Development (BSD) solicited proposals, under solicitation 09-RFP-5460-DR, for qualified providers to satisfy the requirements associated with providing stockless office supplies to meet its office supply requirements on an as-needed basis. Following the evaluation process, BSD awarded the Stockless Office Supplies contract to Corporate Express (now Staples); and

Whereas, in December 2011, the then President & CEO of BSD signed a contract modification which allowed BSD to continue using Staples as BSD’s office supply vendor, through joining a purchasing alliance called National Joint Powers Alliance (NJPA), now Sourcewell; and

Whereas, Sourcewell is a public agency; established through Minnesota State Statute in 1978 and serves as a municipal contracting agency for over 35,000 members throughout the nation with competitively awarded contract purchasing solutions through industry-leading vendors; and

Whereas, the NJPA has nationally solicited, evaluated and awarded contracts through a competitive bidding process on behalf of its members. Municipalities under the authority of NJPA’s enabling legislation and state procurement laws and/or Joint Powers Authority can leverage these contracts, and these laws allow access to NJPA’s contracts and procurement process to satisfy our bidding requirements, avoiding duplication of the process; and

Whereas, it is feasible, necessary and in the public interest for the Agency to approve the contract to purchase stockless office supplies from Staples, for a five year period, at the NJPA contract pricing in the not to exceed amount of \$1,000,000, in accordance with the terms and conditions described herein.

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

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

Section 2. Approval of the Contract. The Board of Commissioners hereby approves the contract to purchase stockless office supplies from Staples, for a five year period, at the NJPA contract pricing in the not to exceed amount of \$1,000,000, under and pursuant to this Resolution and the Compact for the authorized Agency purposes set forth in the preambles hereof and subject to the conditions hereinafter provided.

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

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

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

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

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 the Contract.

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

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

ADOPTED by the Board of Commissioners of The Bi-State Development Agency of the Missouri-Illinois Metropolitan District this 23rd day of April, 2021.

In Witness Whereof, the undersigned has hereto subscribed her 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

**Bi-State Development Agency
Board of Commissioners
Open Session Agenda Item
April 23, 2021**

From: Taulby Roach, President and Chief Executive Officer
Subject: **Contract Award - Third Party Administrator Claim Services**
Disposition: Approval
Presentation: Charles A. Stewart, Jr., Exec VP Organizational Effectiveness;
Kathy Brittin, Director – Risk Management & Absence Management; Gregory
Smith, Vice President – Procurement, Materials Management and Supplier Diversity

Objective:

To present to the Board of Commissioners for approval, a request for authorization to award Contract 21-RFP-159952-MD-Third Party Administrator Claim Services Project.

Background:

Bi-State Development (BSD) has self-insured casualty (auto liability and general liability) and workers' compensation (WC) since 1978. From this point until 1990, a TPA was used to handle all claims. Currently there are 10 employees in the Claims Departments. BSD's WC Claims have an average total incurred of \$6.7M per policy year. BSD's Casualty Claims have an average total incurred of \$2.8M per policy year. BSD's actuary has estimated total claims payments for both WC and Casualty for FY22 will be \$12.6M. In order to identify cost saving measures and initiate more efficient processes, Risk Management explored using a Third Party Administrator (TPA) to handle claims.

On October 26, 2020, Bi-State Development (BSD) issued solicitation 21-RFP-159952-MD-Third Party Administrator Claim Services. The solicitation was issued to achieve an experienced contractor whose proposal can determine cost effectiveness using a Third Party Administrator to handle claims. A Disadvantaged Business Enterprise (DBE) Goal was not recommended for this project. The contract period of performance consists of three (3) base years and two (2) option years.

Analysis:

In response to the solicitation, four (4) proposals were received, reviewed and forwarded to the evaluation team, which consisted of individuals within BSD Risk Assessment department.

The proposals were scored in accordance with the evaluation requirements specified in the solicitation package. Upon completion of the individual scoring, the cost proposals were reviewed and evaluated.

The table below is the overall results representing the consensus technical and cost scores combined. As a result, Thomas McGee Group is the highest ranking firm.

Firm:	Cost	Consensus Technical Score	Overall Total Scores
BRENTWOOD	99.08	257.50	356.58
INNOVATIVE CLAIMS		18.75	18.75
THOMAS McGEE	100.00	310.00	410.00
TRISTAR	40.23	234.38	274.61
Total Possible Points	100	400	500

Utilizing a TPA could fulfill immediate staffing needs, provide better data analysis, upgrade the RMIS, make the claim process paperless, alleviate administrative tasks associated with the RMIS system, shift some of BSD's professional liability, and provide vendor accessibility.

Current Claims Department direct cost are \$825,590 annually, indirect costs are approximately \$143,000 for a total of \$968,590. TPA and severance costs for the first year total \$787,500. This is an estimated savings of \$181,000 in the first year. Subsequent years the savings is estimated at \$230,000.

Previous Action:

This item was recommended for approval at the March 19, 2021, Audit, Finance, & Administration Committee Meeting.

Board Action Requested:

The Audit, Finance and Administration Committee recommends that the Board of Commissioners approve the request that the President & CEO enter into a 5-year contract with the highest ranking firm, Thomas McGee Group, whose proposal is most advantageous to BSD with price and other factors considered, in the not to exceed amount of **\$3,600,000.**

Funding Source:

This contract is funded 100% through operational funds.

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
AWARDING A CONTRACT TO THOMAS MCGEE GROUP FOR
THIRD PARTY ADMINISTRATOR CLAIM 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 (E)(I)(a), requires Board approval of all negotiated procurements exceeding \$500,000; and

Whereas, on October 26, 2020, Bi-State Development (BSD) issued solicitation 21-RFP-159952-MD-Third Party Administrator Claim Services, to achieve an experienced contractor whose proposal can determine cost effectiveness using a Third Party Administrator to handle claims; and

Whereas, in response to the solicitation, a total of four (4) proposals were received, reviewed and forwarded to an evaluation team; and

Whereas, the four (4) proposals were scored in accordance with the evaluation requirements specified in the solicitation package, and upon completion of the individual scoring, the cost proposals were reviewed and evaluated; and

Whereas, the overall results representing the consensus technical and cost scores combined, deemed the Thomas McGee Group as the highest ranking firm; and

Whereas, it is feasible, necessary and in the public interest for the Board of Commissioners to authorize the President & CEO to enter into a 5-year contract with the highest ranking firm, Thomas McGee Group, in the not to exceed amount of \$3,600,000, for third party administrator claim services, in accordance with the terms and conditions described herein.

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

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

Section 2. Approval of the Contract. The Board of Commissioners hereby authorizes the President & CEO to enter into a 5-year contract with the highest ranking firm, Thomas McGee Group, in the not to exceed amount of \$3,600,000, for third party administrator claim services, under and pursuant to this Resolution and the Compact for the authorized Agency purposes set forth in the preambles hereof and subject to the conditions hereinafter provided.

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

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

Section 5. Rights under Resolution Limited. No rights shall be conferred by this Resolution upon any person or entity other than the Agency and the Thomas McGee Group.

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 and the Contract.

Section 8. Payment of Expenses. The Senior Vice President and CFO is hereby authorized and directed to pay or cause to be paid all costs, expenses and fees incurred in connection with or incidental to this Resolution and the 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 23rd day of April, 2021.

In Witness Whereof, the undersigned has hereto subscribed her 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

**Bi-State Development Agency
Board of Commissioners
Open Session Agenda Item
April 23, 2021**

From: Taulby Roach, President and Chief Executive Officer
Subject: **Contract Award: Occupational Medicine**
Disposition: Approval
Presentation: Charles Stewart, Executive Vice President – Organizational Effectiveness
Andrew Ghiassi, Director of Safety/Chief Safety Officer;
Kathy Brittin, Director Risk & Absence Management; Greg Smith, Vice
President Purchasing, Materials Management and Supplier Diversity

Objective:

To present to the Board of Commissioners for approval, a request for authorization to award Contract 21-RFP-151951-FP - Occupational Medicine, for a five year period.

Background:

Federal, State, and Local agencies and regulations require that Transit Operators meet minimum health standards and be drug and alcohol free. This surveillance, as well as other required Occupational Medical services, will be provided under this contract.

On December 21, 2020, Bi-State Development (BSD) issued solicitation 21-RFP-151951-FP - Occupational Medicine to obtain proposals from qualified firms to provide Occupational Medicine services which includes: Drug and Alcohol Testing; Urine Collection and Testing Services; Medical Review Officer Services; Essential Functions Testing; Workers Compensation Services, and Wellness Services. The Request for Proposal was advertised in Bi-State Development's iSupplier Portal. The iSupplier Portal is the Agency's web-based communication tool structured to allow interested bidders full and open access to view, communicate, and submit bids on active solicitations. A Disadvantaged Business Enterprise (DBE) Goal was not recommended for this project. The contract period of performance consists of three (3) base years and two (2) option years.

Analysis:

On January 19, 2021, two proposals were received from BarnesCare and Concentra Health Services. The two proposals were reviewed and forwarded to the evaluation team, which consisted of individuals within the Safety, Risk Management, and Human Resources departments.

The proposals were scored in accordance with the evaluation requirements specified in the solicitation package.

The table below is the overall results representing the consensus technical and cost scores combined, and as a result, BarnesCare is the highest ranked firm.

Firm:	Cost Score	Consensus Technical Score	Overall Total Score
BarnesCare	100	406	506
Concentra	88.86	313	401.86
Total Possible Points	100	500	600

Previous Action:

This item was recommended for approval at the March 19, 2021, Audit, Finance, & Administration Committee Meeting.

Board Action Requested:

The Audit, Finance and Administration Committee recommends that the Board of Commissioners approve the request that the President & CEO enter into a 5-year contract with the highest ranked firm, BarnesCare whose proposal is most advantageous to BSD, with price and other factors considered, in the not to exceed amount of **\$1,513,655.00.**

Funding Source:

Funding will be provided from operational funding.

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
AWARDING A CONTRACT TO BARNESCARE FOR
OCCUPATIONAL MEDICINE 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 (E)(I)(a), requires Board approval of all negotiated procurements exceeding \$500,000; and

Whereas, on December 21, 2020, Bi-State Development (BSD) issued solicitation 21-RFP-151951-FP - Occupational Medicine to obtain proposals from qualified firms to provide Occupational Medicine services which includes: Drug and Alcohol Testing; Urine Collection and Testing Services; Medical Review Officer Services; Essential Functions Testing; Workers Compensation Services, and Wellness Services; and

Whereas, in response to the solicitation, two (2) proposals were received, reviewed and forwarded to an evaluation team, which consisted of individuals within the Safety, Risk Management, and Human Resources departments; and

Whereas, the two (2) proposals were scored in accordance with the evaluation requirements specified in the solicitation package, and upon completion of the individual scoring, the cost proposals were reviewed and evaluated; and

Whereas, the overall results representing the consensus technical and cost scores combined, deemed the BarnesCare as the highest ranking firm; and

Whereas, it is feasible, necessary and in the public interest for the Board of Commissioners to authorize the President & CEO to enter into a 5-year contract with the highest ranking firm, BarnesCare, in the not to exceed amount of \$1,513,655.00, for occupational medicine services, in accordance with the terms and conditions described herein.

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

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

Section 2. Approval of the Contract. The Board of Commissioners hereby authorizes the President & CEO to enter into a 5-year contract with the highest ranking firm, BarnesCare, in the not to exceed amount of \$1,513,655.00, for occupational medicine services, under and pursuant to this Resolution and the Compact for the authorized Agency purposes set forth in the preambles hereof and subject to the conditions hereinafter provided.

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

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

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

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 and the Contract.

Section 8. Payment of Expenses. The Senior Vice President and CFO is hereby authorized and directed to pay or cause to be paid all costs, expenses and fees incurred in connection with or incidental to this Resolution and the 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 23rd day of April, 2021.

In Witness Whereof, the undersigned has hereto subscribed her 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

**Bi-State Development Agency
Board of Commissioners
Open Session Agenda Item
April 23, 2021**

From: Taulby Roach, President and Chief Executive Officer
Subject: **Board Policy, Section 70.050, Employee's Pension and 401(k) Retirement Savings Plan – Chairperson Appointment**
Disposition: Approval
Presentation: Charles A. Stewart, Jr., EVP, Organizational Effectiveness

Objective:

To present to the Board of Commissioners for approval, a request to appoint a new Chairperson of the Salaried Pension and 401(k) Committee.

Background:

Due to a staff resignation, the Salaried Pension and 401(k) Committee nominated a Chairperson at the February 2021 trustee committee meeting, with an effective date of February 3, 2021.

Analysis:

The Salaried Pension and 401(k) Committee has nominated Charles Priscu, Retiree, to serve as the Chairperson of this committee. This recommendation is based on Mr. Priscu's experience serving on the Salaried Pension and 401(k) Committee previously, and decades' long years of service with the Agency.

Previous Action:

This item was recommended for approval at the March 19, 2021, Audit, Finance, & Administration Committee Meeting.

Board Action Requested:

The Audit, Finance and Administration Committee recommends that the Board of Commissioners approve the request to appoint Mr. Priscu as the new Chairperson for the Salaried Pension and 401(k) Committee, for a term of two years.

Attachments:

Current Salaried Pension and 401(k) Committee members list to be used for the Board appointment of a new Chairperson.

**A RESOLUTION OF THE BOARD OF COMMISSIONERS OF THE
BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
APPOINTING THE CHAIR OF THE SALARIED PENSION AND
401(K) RETIREMENT PLAN COMMITTEE**

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

Whereas, Board Policy, Section 70.050 states that it is the responsibility of the Board of Commissioners to oversee trustee administration of the BSD defined benefit pension plans and the defined contribution 401(k) plan; and

Whereas, per Board Policy, Section 70.050(8), the Board of Commissioners appoints the Chair of the Salaried Pension and 401(k) Retirement Plan Committee, and it is has been recommended by the trustees of the Salaried Pension and 401(k) Plan Committee to appoint Charles Priscu, Retiree, to serve as the Chairperson of this Committee, for a term of two years; and

Whereas, it is feasible, necessary and in the public interest for the Board of Commissioners to approve the appointment of Charles Priscu, Retiree, to serve as the Chairperson of the Salaried Pension and 401(k) Retirement Plan Committee for the term of two years, with an effective date of February 3, 2021, in accordance with the terms and conditions described herein.

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

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

Section 2. Approval of Appointment of Pension Committee Chair. The Board of Commissioners hereby authorizes the appointment of Charles Priscu, Retiree, to serve as the Chair of the Salaried Pension and 401(k) Retirement Plan Committee for a term of two years, with an effective date of February 3, 2021, 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, 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 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, officers and employees.

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

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

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

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 23rd day of April, 2021.

In Witness Whereof, the undersigned has hereto subscribed her 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

Salaried Pension & 401(k) Committee Members

As of February 24, 2021

General Committee Members:	Title	Committee Status
Kathy Klevorn	Retiree	Member (as retiree) since August 2018 Past term: June 2011 - May 2018
Chris Poehler	Asst. Executive Director Engineering Systems	Member since November 2018
Charlie Priscu	Retiree	Member since August 2018 Past term: June 2011 - August 2018
Shaun Murray	Director, Paratransit Operations	Member since May 2018
Open		
Standing Committee Members:	Title	Committee Status
Diana Bentz	VP, Talent Management	Member since June 2017
Barb Enneking	General Counsel	Member since August 2014
Jessica Mefford-Miller	Executive Director, Metro Transit	Member since November 2018
Tammy Fulbright	Interim Chief Financial Officer	Member since February 2021

**Bi-State Development Agency
Board of Commissioners
Open Session Agenda Item
April 23, 2021**

From: Taulby Roach, President and Chief Executive Officer
Subject: **Contract Awards for General Legal Counsel Services**
Disposition: Approval
Presentation: Barbara Enneking, General Counsel;
Larry Jackson, Executive Vice President of Administration

Objective:

To present to the Board of Commissioners for approval, a request for authorization to approve three-year contracts with two one-year option periods for legal services with selected law firms in response to proposals received for Solicitation 21-RFP 1666970-CG.

Background:

Bi-State Development issued Solicitation 21-RFP-1666970-CG on November 13, 2020, seeking proposals from qualified law firms to provide legal services in seven areas of legal practice – General Corporate Legal Counsel, Liability, Subrogation, Workers’ Compensation, Employment Practices, Labor & Employment, and Pension & Benefits. On or before December 16, 2020, through BSD’s iSupplier Portal, BSD received 66 proposals from 23 law firms. The iSupplier Portal is the Agency’s web-based communication tool structured to allow interested bidders full and open access to view, communicate, and submit bids on active solicitations. Firms were allowed to propose in one or more of the seven areas of practice. The number of proposals submitted for each area of practice are as follows:

Corporate Counsel	7
Liability	16
Subrogation	6
Workers’ Compensation	11
Employment Practices	12
Labor & Employment	10
Pension & Benefits	4

Analysis:

All proposals received were determined to be responsive to the solicitation. Seven separate evaluation committees, composed of BSD staff members knowledgeable of BSD’s legal services requirements, evaluated the proposals in each practice area. Each firm’s proposal was scored according to technical evaluation requirements specified in the proposal and technical evaluation requirements specified in the solicitation package. Following the completion of the evaluation and scoring of all proposals in each of the seven practice areas, several firms were chosen in each practice area. The number of firms chosen in that practice area was determined according to the anticipated volume of work in the area based upon BSD’s previous experience and operational flexibility. All firms that submitted a proposal in each practice area and the BSD award recommendations are shown in Attachment 1.

Funding Source:

Funding for these contracts are provided in the Operating Budget.

Previous Action:

This item was recommended for approval at the March 19, 2021, Audit, Finance, & Administration Committee Meeting.

Board Action Requested:

The Audit, Finance & Administration Committee recommends that the Board of Commissioners approve authorization to award contracts with the recommended firms, to provide Legal Services under the supervision of BSD's General Counsel, for an aggregate, not exceed amount of \$9,000,000 over the next three years, and \$6,000,000 for the two option years.

Recommended approval to exercise the option years if:

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

Attachment:

1. List of Recommended Law Firms for General Legal Services

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT AWARDING
CONTRACTS TO SELECTED LAW FIRMS IN ORDER TO PROVIDE
GENERAL LEGAL 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 (E)(I)(a), requires Board approval of all negotiated procurements exceeding \$500,000; and

Whereas, the Agency issued Solicitation 21-RFP-1666970-CG on November 13, 2020, seeking proposals from qualified law firms to provide general legal services in seven areas of legal practice – General Corporate Legal Counsel, Liability, Subrogation, Workers’ Compensation, Employment Practices, Labor & Employment, and Pension & Benefits; and

Whereas, on or before December 16, 2020, through BSD’s iSupplier web-based solicitation system, BSD received 66 proposals from 23 law firms; and

Whereas, all proposals received were determined to be responsive to the solicitation, and seven separate evaluation committees, composed of BSD staff members knowledgeable of BSD’s legal services requirements, evaluated the proposals in each practice area; and

Whereas, all firms that submitted a proposal in each practice area and the BSD award recommendations are shown in Attachment 1; and

Whereas, it is feasible, necessary and in the public interest for the Agency to approve contract awards to the recommended law firms indicated in **Attachment 1** in order to provide legal services under the supervision of BSD’s General Counsel, for an aggregate, not exceed amount of \$9,000,000 over the next three years, and \$6,000,000 for the two option years, in accordance with the terms and conditions described herein.

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

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

Section 2. Approval of the Contracts. The Board of Commissioners hereby approves the contract awards to the recommended law firms indicated in Attachment 1 in order to provide general legal services under the supervision of BSD’s General Counsel, for an aggregate, not exceed amount of \$9,000,000 over the next three years, and \$6,000,000 for the two option years, under and pursuant to this Resolution and the Compact for the authorized Agency purposes set forth in the preambles hereof and subject to the conditions hereinafter provided.

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

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

Section 5. Rights under Resolution Limited. No rights shall be conferred by this Resolution upon any person or entity other than the Agency and the law firms indicated in Attachment 1.

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 and the Contracts.

Section 8. Payment of Expenses. The Senior Vice President and CFO is hereby authorized and directed to pay or cause to be paid all costs, expenses and fees incurred in connection with or incidental to this Resolution and the 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 23rd day of April, 2021.

In Witness Whereof, the undersigned has hereto subscribed her 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

Practice Area	Firm	Award
Corporate Counsel		
	Armstrong Teasdale LLP	
	Clayborne and Wagner	X
	Evans & Dixon	
	HeplerBroom	X
	Lashly & Baer, P.C.	X
	Shands, Elbert Gianoulakis, Giljum, LLP	X
	Thompson Coburn	
Liability		
	Boggs, Avellino, Lach & Boggs, LLC	
	Brown & James Law Firm	X
	Clayborne and Wagner, LLC	
	Evans & Dixon, LLC	
	Gausnell, O'Keefe & Thomas	X
	HeplerBroom, LLC	X
	Hinshaw & Culbertson, LLP	X
	Kortenhof McGlynn & Burns	X
	Leritz & Plunkert, LLC	
	Pitzer Snodgras, PC	
	Roberts Perryman, P.C.	
	Rynearson, Suess, Schnurbusch & Champion, LLC (RSS & C)	
	Shands, Elbert, Gianoulakis, Giljum, LLP	
	Thompson Coburn	
	White Coleman & Associates, LLC	
	Wiedner & McAuliffe	
Subrogation		
	Boggs, Avellino, Lach & Boggs, LLC	
	Evans & Dixon, LLC	
	Hinshaw & Culberston, LLP	
	Leritz & Plunkert	
	RSS & C	X
	Wiedner & McAuliffe	X
Workers' Compensation		
	Boggs, Avellino, Lach & Boggs, LLC	
	Brown & James Law Firm	X
	Clayborne and Wagner, LLP	
	Early & Miranda	
	Evans & Dixon, LLC	X

Practice Area	Firm	Award
	Harris, Dowell, Fisher & Harris, L.C.	X
	Hepler Broom, LLC	
	Hinshaw & Culberston, LLP	
	Kortenhof McGlynn & Burns, LLC	X
	Leritz & Plunkert, LLC	
	Wiedner & McAuliffe	X
Employment Practices		
	Boggs, Avellino, Lach & Boggs, LLC	
	Brown & James Law Firm	
	Evans and Dixon	
	Ford Harrison	X
	Jackson Lewis	X
	Lashly & Baer	X
	Leritz & Plunkert	
	McMahon Berger, P.C.	X
	RSS&C	
	Shands, Elbert, Gianoulakis, Giljum, LLC	X
	Thompson Coburn	
	White Coleman & Associates	X
Labor & Employment		
	Boggs, Avellino, Lach & Boggs, LLC	
	FordHarrison	X
	Harris, Dowell, Fisher & Harris	X
	Hepler Broom, LLC	
	Hinshaw & Culberston, LLP	
	JacksonLewis	X
	McMahon Berger, P.C.	X
	Shands, Elbert, Gianoulakis, Giljum, LLP	X
	Thompson Coburn	
	Wiedner & McAuliffe	
Pension & Benefits		
	Armstrong Teasdale	
	JacksonLewis	X
	Lashly & Baer	X
	Thompson Coburn	

From: Taulby Roach, President and Chief Executive Officer
Subject: Memorandum of Understanding with the City of Normandy, Missouri, Police Department for Secondary Police Officers
Disposition: Approval
Presentation: Kevin Scott, General Manager of Field Security

Objective:

To present to the Board of Commissioners, a request for approval of the Memorandum of Understanding with the City of Normandy, Missouri, Police Department, in order to obtain the services of Secondary Police Officers.

Background:

In order to enhance the security services on the Metro Transit System, Bi-State Development (BSD) has established an availability pool of off-duty law enforcement officers, whose deployments are varied to complement the Regional MetroLink Police Task Force and the two forward facing security elements (G4S and TSS). It has been our vision to expand the secondary pool to include municipal law enforcement whose jurisdictions are positioned along the MetroLink alignment. The Normandy Police Department is a certified Missouri law enforcement agency through the Missouri Police Chiefs Association Certification Process, and in accordance, all Normandy Officers hold a Missouri POST Class A Peace Officer's License and are in good standing.

Furthermore, under St. Louis Metropolitan Security Licensing for Certified Law Enforcement Officers, we will be able to utilize these police officers on our properties and modes of transportation anywhere in our Missouri service areas.

Analysis:

The further engagement of secondary police officers will allow for greater and more effective targeted utilization of law enforcement personnel, BSD public safety staff, and contracted security services.

Previous Action:

This item was recommended for approval at the April 8, 2021, Safety & Security Committee Meeting.

Board Action Requested:

The Safety & Security Committee recommends that the Board of Commissioners accept the Memorandum of Understanding with the City of Normandy, Missouri, Police Department, in order to obtain the services of off-duty Normandy, Missouri Police Officers.

Attachments:

Memorandum of Understanding with City of Normandy, Missouri, Police Department for Secondary Police Officers

Funding Source:

BSD General Operating Budget for Secondary Law Enforcement, at the established and approved rate of \$33.00 per hour.

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY OF THE
MISSOURI-ILLINOIS METROPOLITAN DISTRICT APPROVING
AN AGREEMENT WITH THE
NORMANDY, MISSOURI, POLICE DEPARTMENT
FOR SECONDARY LAW ENFORCEMENT SECURITY**

PREAMBLES:

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

Whereas, the Agency is authorized by Mo. Rev. Stat. §§ 70.370 et seq. and 45 Ill. Comp. Stat. 100/1 et seq. (jointly referred to herein as the “Compact”) to purchase or lease, sell or otherwise dispose of, and to plan, construct, operate and maintain, or lease to others for operation and maintenance, passenger transportation facilities, and motor vehicle and other terminal or parking facilities; to contract with municipalities or other political subdivisions for the services or use of any facility owned or operated by the Agency, or owned or operated by any such municipality or other political subdivision; to contract and to be contracted with; and to perform all other necessary and incidental functions; and

Whereas, the Agency is authorized by Mo. Rev Stat. 70.378.1 and 45 Ill. Comp. Stat. 110/5 to employ or appoint personnel to maintain safety and order and to enforce rules and regulations of the Agency upon the public mass transportation system, passenger transportation facilities, conveyances, and other property that the Agency may own, lease, or operate; and

Whereas, Board Policy, Chapter 90, Transit Operations, Section 90.020, *Fare Enforcement*, provides that to ensure that transit fares are collected for all modes of transportation, the Agency shall employ security personnel to enforce the collection of fares; and

Whereas, Board Policy, Chapter 90, Transit Operations, Section 90.030, *Regulation of Conduct on Conveyances and Facilities*, provides that the Agency shall employ security personnel to enforce state laws, local ordinances and Agency regulations pertaining to conduct upon Agency facilities, conveyances and other property of the Agency, and is empowered to adopt regulations for the conduct of persons upon facilities and conveyances of the Agency which have the force and effect provided by the laws of the signatory states; and

Whereas, in order to enhance the security services on the Metro Transit System, Bi-State Development (BSD) has established an availability pool of off-duty law enforcement officers, whose deployments are varied to complement the Regional MetroLink Police Task Force and the two forward facing security elements (G4S and TSS); and

Whereas, it has been the vision of the Agency to expand the secondary pool to include municipal law enforcement whose jurisdictions are positioned along the MetroLink alignment; and

Whereas, the Normandy Police Department is a certified Missouri law enforcement agency through the Missouri Police Chiefs Association Certification Process, and in accordance, all Normandy Officers hold a Missouri POST Class A Peace Officer’s License and are in good standing; and

Whereas, it is feasible, necessary and in the public interest for the Agency to authorize the President and CEO to execute a Memorandum of Understanding with the City of Normandy, Missouri, Police Department, in order to obtain the services of off-duty Normandy, Missouri Police Officers, at the

established and approved rate of \$33.00 per hour, 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 Authorization to Execute Agreement. The Board of Commissioners hereby approves the authorization of the President and CEO to execute a Memorandum of Understanding with the City of Normandy, Missouri, Police Department, in order to obtain the services of off-duty Normandy, Missouri Police Officers, at the established and approved rate of \$33.00 per hour, under and pursuant to this Resolution and the Compact for the authorized Agency purposes set forth in the preambles hereof and subject to the conditions hereinafter provided.

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

Section 4. Actions of Officers Authorized. The officers of the Agency, including, without limitation, the President and CEO, are hereby authorized and directed to execute all documents and take such actions as they may deem necessary or advisable in order to carry out and perform the purposes of this Resolution and the execution of such documents or taking of such action shall be conclusive evidence of such necessity or advisability.

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

Section 6. 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 7. Rights Under Resolution Limited. No rights shall be conferred by this Resolution upon any person or entity other than the Agency and the Normandy, Missouri, Police Department.

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

Section 9. Governing Law. The laws of the State of Missouri shall govern 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 23rd day of April, 2021.

In Witness Whereof, the undersigned has hereto subscribed her 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

MEMORANDUM OF UNDERSTANDING
FOR SECONDARY- CITY OF NORMANDY, MO POLICE DEPARTMENT POLICE
OFFICERS

This Memorandum of Understanding, made this ____ day of _____, 2021, is by and between The Bi-State Development Agency of the Missouri-Illinois Metropolitan District (the “Agency”) and the City of Normandy, MO Police Department (“Normandy”).

WHEREAS, the Agency is authorized, pursuant to the Compact between the states of Illinois and Missouri, to engage peace officers through contracts with law enforcement agencies;

WHEREAS, the Agency desires to contract with the City of Normandy, MO Police Department for the engagement of Normandy Police Department off-duty police officers licensed by and in good standing with the State of Missouri (“City of Normandy, MO Police Department Officers”) for police protection and presence on the Agency’s facilities and conveyances, including the light rail system; and

NOW, THEREFORE, in consideration of the mutual covenants contained herein, by and between the parties hereto, it is mutually agreed as follows:

1. The City of Normandy, MO Police Department agrees to permit the Agency to the engage City of Normandy, MO Police Officers to provide law enforcement activities on Agency property during such officers’ off duty hours on an as-requested basis as determined by the Agency. Each City of Normandy, MO Police Officer engaged by the Agency for off-duty law enforcement activities shall complete a Secondary Police Officer Acknowledgement, attached hereto and incorporated herein as Attachment 1.
2. The City of Normandy, MO Police Department represents and warrants that all City of Normandy, MO Police Department Officers it permits the Agency to engage pursuant to this Memorandum of Understanding are police officers licensed by, and in good standing with, the State of Missouri. The City of Normandy, MO Police Department shall notify the Agency if any City of Normandy, MO Police Department Officer ceases to be licensed by, and in good standing with, the State of Missouri.
3. The City of Normandy, MO Police Department shall provide and permit City of Normandy, MO Police Officers to utilize City of Normandy, MO Police Department equipment during the course of secondary activities for the Agency. Officers from the City of Normandy, MO Police Department shall adhere to the licensing requirements set forth by the St. Louis Metropolitan Private Security Division. Officers shall qualify with his/her service pistol in accordance with their respective departments’ firearms policy and/or St. Louis Metropolitan Private Security Division requirements. Officers shall wear his/her duty gear and a shirt or jacket with “Police” clearly visible on both the front and rear of the outermost garment. Officers will submit to the Agency proof of proper certification(s) for firearms training and non-lethal items worn during the course of their respective shifts.

4. The parties acknowledge that City of Normandy, MO Police Officers' participation in secondary activities is voluntary and that there can be no guarantee that an off-duty assignment will be filled by any City of Normandy, MO Police Department Officer. However, the parties also acknowledge that the Agency has the exclusive right to reject any particular City of Normandy, MO Police Department Officer and to terminate any City of Normandy, MO Police Department Officer's secondary assignment at any time for any reason at the discretion of the Agency.
5. The Agency is solely responsible for compensating City of Normandy, MO Police Department Officers for secondary activities in accordance with rates approved by the Agency. The Agency shall compensate City of Normandy, MO Police Department Officers for any warrant time, court standby, court appearances, or other related events resulting from an arrest made by a City of Normandy, MO Police Department Officer during the course of their law enforcement activities for the Agency. City of Normandy, MO Police Department Officers are responsible for their own tax liability, and the Agency shall provide each City of Normandy, MO Police Department Officer with the proper proof of income paid pursuant to this Memorandum of Understanding.
6. The Agency agrees to provide Worker's Compensation, or other comparable medical and disability insurance coverage, to City of Normandy, MO Police Department Officers injured while engaged in off duty law enforcement activities for the Agency.
7. To the extent permitted by applicable law, each party shall indemnify, defend and hold harmless the other party, and its Commissioners, officers, elected officials, agents, and employees from and against any and all claims, suits, actions, judgments, fines, penalties, loss, damage, cost, or expense, whether direct or indirect, due to bodily injury or personal injury, death, sickness or property damage (including loss or use thereof) arising out of the negligent or intentional activities of the indemnifying party, or its Commissioners, officers, elected officials, agents, or employees acting within the scope of this Memorandum of Understanding, provided however, that such indemnification shall not apply to the extent that any such claim shall arise from the negligence or intentional act(s) of the indemnified party or its Commissioners, officers, elected officials, agents, or employees. Such obligations shall not be construed to waive, negate, abridge or reduce the sovereign immunity of the Agency, the City of Normandy, MO Police Department, or the immunity of their respective Commissioners, officers, elected officials, agents, or employees.
8. This Memorandum of Understanding shall remain in full force and effect until terminated or renegotiated by the Agency and the City of Normandy, MO Police Department.

IN WITNESS WHEREOF, the parties hereto have executed this Memorandum of Understanding as of the date first above written.

THE BI-STATE DEVELOPMENT

AGENCY OF THE MISSOURI- ILLINOIS

METROPOLITAN DISTRICT

Name: Taulby Roach

Title: President and CEO

CITY OF NORMANDY, MO POLICE DEPARTMENT

Name: Mark Hall

Title: Chief of Police

ATTACHMENT 1

BI-STATE DEVELOPMENT AGENCY **SECONDARY CITY OF NORMANDY, MO POLICE DEPARTMENT POLICE** **OFFICER ACKNOWLEDGMENT**

In addition to other acknowledgments that may be required by the City of Normandy, MO Police Department, the undersigned employee of the City of Normandy, MO Police Department (the “Secondary Officer”) hereby specifically acknowledges, understands, and agrees that:

- 1) in order to be eligible to engage in off duty police activities for the Bi-State Development Agency of the Missouri-Illinois Metropolitan District (the “Agency”) the Secondary Officer must be licensed by, and in good standing with, the State of Missouri and complete the following additional training requirements relating to public transit: Metro TIER 1, Metro Transit Emergency Principles and Procedures, Metro Drug and Alcohol, Metro Transit Customer Service, and Metro System Training, any and other system wide mandated training; and
- 2) when engaged in off duty police activities for the Agency, the Secondary Officer is performing “safety sensitive functions” for the Agency, as that term is defined in 49 CFR 655.4. As such, the Secondary Officer acknowledges, understands, and agrees to be subject to the Agency’s Drug & Alcohol Policy & Plan, including but not limited to: random drug and alcohol testing, post-accident drug and alcohol testing, and reasonable suspicion drug and alcohol testing; and
- 3) when engaged in off duty police activities for the Agency, the Secondary Officer is covered by the Agency’s Worker’s Compensation insurance for injuries arising out of the Secondary Officer’s off duty police activities for the Agency; and
- 4) the Secondary Officer may not work for the Agency for more than 30 hours per week; and
- 5) the Agency may reject or terminate any Secondary Officer’s secondary assignment at any time, for any reason, at the discretion of the Agency; and
- 6) the Secondary Officer shall not respond to inquiries from the media, attorneys, the public, etc., related to any incident that occurs while the Secondary Officer is engaged in off duty police activities for the Agency, except as directed by the Agency in accordance with the Agency’s policies and Standard Operating Procedures.

By signing below, I certify that I have read the terms of this Acknowledgment, as well as all applicable Agency policies and procedures, fully understand its terms, and voluntarily agree to be bound by these terms.

Secondary Officer Signature

Secondary Officer Printed Name

Date

**Bi-State Development Agency
Board of Commissioners
Open Session Agenda Item
April 23, 2021**

From: Taulby Roach, President and Chief Executive Officer
Subject: **Law Enforcement Services Agreement between Bi-State Development Agency and St. Clair County, Illinois for Services provided by the St. Clair County, Illinois Sheriff's Department**
Disposition: Approval
Presentation: Kevin Scott – General Manager of Field Security

Objective:

To present to the Board of Commissioners for approval, a request that the President and CEO be authorized to enter into a Law Enforcement Services Agreement between Bi-State Development and St. Clair County, Illinois for law enforcement services provided by the St. Clair County, Illinois Sheriff's Department.

Background:

The current Law Enforcement Services Agreement with St. Clair County, Illinois is termed as a one (1) year Agreement and expires on June 30, 2021. In preparation, please find our proposed renewal for another one (1) year term, commencing on July 1, 2021 and expiring on June 30, 2022. This new Agreement reflects no modifications in service levels from the current Agreement. The assigned personnel from the St. Clair County, Illinois Sheriff's Department provide dedicated law enforcement services for MetroLink operations in Illinois.

Analysis:

The engagement of law enforcement services is focused on the enforcement of laws and ordinances relating to MetroLink platforms and light rail vehicles in Illinois, and is an imperative complement to our overall layered security structure.

Previous Action:

This item was recommended for approval at the April 8, 2021, Safety & Security Committee Meeting.

Board Action Requested:

The Safety & Security Committee recommends that the Board of Commissioners authorize the President and CEO to approve the renewal of the Law Enforcement Services Agreement with St. Clair County, Illinois.

Attachments:

Law Enforcement Services Agreement between Bi-State Development and St. Clair County, Illinois for services provided by the St. Clair County, Illinois Sheriff's Department.

Funding Source: Bi-State Development General Operating Budget

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY OF THE
MISSOURI-ILLINOIS METROPOLITAN DISTRICT APPROVING
AN AGREEMENT WITH THE ST. CLAIR COUNTY, ILLINOIS,
SHERIFF’S DEPARTMENT FOR SECURITY SERVICES ON THE
METROLINK SYSTEM**

PREAMBLES:

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

Whereas, the Agency is authorized by Mo. Rev. Stat. §§ 70.370 et seq. and 45 Ill. Comp. Stat. 100/1 et seq. (jointly referred to herein as the “Compact”) to purchase or lease, sell or otherwise dispose of, and to plan, construct, operate and maintain, or lease to others for operation and maintenance, passenger transportation facilities, and motor vehicle and other terminal or parking facilities; to contract with municipalities or other political subdivisions for the services or use of any facility owned or operated by the Agency, or owned or operated by any such municipality or other political subdivision; to contract and to be contracted with; and to perform all other necessary and incidental functions; and

Whereas, the Agency is authorized by Mo. Rev Stat. 70.378.1 and 45 Ill. Comp. Stat. 110/5 to employ or appoint personnel to maintain safety and order and to enforce rules and regulations of the Agency upon the public mass transportation system, passenger transportation facilities, conveyances, and other property that the Agency may own, lease, or operate; and

Whereas, Section 5 of the “Intergovernmental Cooperation Act”, 5 Ill. Comp. State. 220/5 provides that any one or more public agencies may contract with any one or more public agencies to perform any governmental service, activity or undertaking or to combine, transfer, or exercise any powers, functions, privileges, or authority which any of the public agencies entering into the contract is authorized by law to perform, provided that such contract shall be authorized by the governing body of each party to the contract; and

Whereas, Board Policy, Chapter 90, Transit Operations, Section 90.020, *Fare Enforcement*, provides that to ensure that transit fares are collected for all modes of transportation, the Agency shall employ security personnel to enforce the collection of fares; and

Whereas, Board Policy, Chapter 90, Transit Operations, Section 90.030, *Regulation of Conduct on Conveyances and Facilities*, provides that the Agency shall employ security personnel to enforce state laws, local ordinances and Agency regulations pertaining to conduct upon Agency facilities, conveyances and other property of the Agency, and is empowered to adopt regulations for the conduct of persons upon facilities and conveyances of the Agency which have the force and effect provided by the laws of the signatory states; and

Whereas, an agreement between the Agency and the St. Clair County, Illinois Sheriff’s Department for security services (“Service Agreement”) is key to aggressive enforcement of Board Policy, Chapter 90 which outlines fare enforcement requirements and the behavior of persons utilizing BSD facilities and the Metro Transit system; and

Whereas, the current Law Enforcement Services Agreement with St. Clair County, Illinois, Sheriff’s Department is termed as a one (1) year Agreement and expires on June 30, 2021; and

Whereas, it is feasible, necessary and in the public interest for the Agency to authorize the President and CEO to execute a renewal of the Law Enforcement Services Agreement with St. Clair County, Illinois, Sheriff's Department to provide security service for the MetroLink system, in accordance with the terms and conditions described herein.

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

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

Section 2. Approval of Authorization to Execute Agreement. The Board of Commissioners hereby approves the authorization of the President and CEO to execute a renewal of the Law Enforcement Services Agreement with St. Clair County, Illinois, Sheriff's Department to provide security service for the MetroLink system, under and pursuant to this Resolution and the Compact for the authorized Agency purposes set forth in the preambles hereof and subject to the conditions hereinafter provided.

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

Section 4. Actions of Officers Authorized. The officers of the Agency, including, without limitation, the President and CEO, are hereby authorized and directed to execute all documents and take such actions as they may deem necessary or advisable in order to carry out and perform the purposes of this Resolution and the execution of such documents or taking of such action shall be conclusive evidence of such necessity or advisability.

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

Section 6. 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 7. Rights under Resolution Limited. No rights shall be conferred by this Resolution upon any person or entity other than the Agency and the St. Clair County, Illinois, Sheriff's Department.

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

Section 9. Governing Law. The laws of the State of Missouri shall govern 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 23rd day of April, 2021.

In Witness Whereof, the undersigned has hereto subscribed her 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

LAW ENFORCEMENT SERVICE AGREEMENT

THIS SERVICE AGREEMENT ("Agreement"), is made and entered into by and between THE BI-STATE DEVELOPMENT AGENCY OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT ("Bi-State"), and ST. CLAIR COUNTY, ILLINOIS for services provided by the ST. CLAIR COUNTY SHERIFF'S DEPARTMENT ("St. Clair County Sheriff's Department").

WHEREAS, Bi-State operates the MetroLink light rail system ("Metrolink System"), in St. Clair County, Illinois; the City of St. Louis, Missouri and St. Louis County, Missouri; and

WHEREAS, Bi-State is responsible for the operation of the St. Clair County MetroLink extension; and

WHEREAS, an integral part of Bi-State's operation is the security of its customers who ride upon the MetroLink System; and

WHEREAS, Bi-State desires to provide its MetroLink trains with additional law enforcement protection and presence; and

WHEREAS, the St. Clair County Sheriff's Department provides law enforcement service throughout St. Clair County, utilizing qualified and trained deputy sheriffs; and

WHEREAS, Bi-State has adopted ordinances regulating the behavior of its patrons on MetroLink trains and their attendant facilities; and

WHEREAS, the parties desire to enter into a Service Agreement whereby the St. Clair County Sheriff's Department will provide certain law enforcement services including the enforcement of such ordinances as Bi-State may adopt, and Bi-State will compensate the St. Clair County Sheriff's Department for such services; and

WHEREAS, Bi-State also desires to have such deputy sheriffs serve as good will ambassadors for Bi-State in the performance of their duties; and

NOW, THEREFORE, in consideration of the premises set forth hereunder, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Bi-State and the St. Clair County Sheriff's Department hereby agree as follows:

ARTICLE I-TERM

1.1 Term. This Service Agreement shall commence on July 1, 2021 and shall be for a term of twelve (12) months, ending on June 30, 2022.

1.2 Early Termination. Either party can terminate its rights and obligations under this Service Agreement, provided that sixty (60) days advance notice is given to the other party.

ARTICLE II -COMPENSATION

2.1 Compensation. Bi-State agrees to pay St. Clair County Sheriff's Department, for services provided by the St. Clair County Sheriff's Department as enumerated in this Agreement and illustrated in Exhibit A, an amount not to exceed ONE MILLION EIGHT HUNDRED FORTY EIGHT THOUSAND NINE HUNDRED FOUR DOLLARS AND SIXTY EIGHT CENTS (\$1,848,904.68.) for the period of July 1, 2021 to June 30, 2022. St. Clair County Sheriff's Department shall invoice Bi- State on a monthly basis at the rate outlined in Exhibit A, attached hereto and made a part hereof. Actual cost is at all times subject to verification by an independent outside auditor. Bi-State's auditors may meet semiannually with St. Clair County Sheriff's Department (November and May) to review and reconcile costs, with the necessary adjustments being made to the payment schedule.

2.2 Time and Manner of Payment. Bi-State shall pay St. Clair County Sheriff's Department monthly in accordance with the terms and schedules attached hereto as Exhibit A. In addition, the St. Clair County Sheriff's Department shall submit monthly invoices for the expenses incurred by the St. Clair County Sheriff's Department beyond normal or ordinary expenses or for expenses incurred in carrying out the duties prescribed hereunder other than during normal scheduled hours that have been discussed with and approved by Bi- State in advance and that are verified by written documentation regarding the amount, nature, and justification for same. The scheduled monthly payments are based upon each deputy sheriff being present for duty full time for two-hundred twenty (220) days annually at eight (8) hours per shift, or one-hundred forty-seven (147) days annually at twelve (12) hours per shift. The actual time on duty as documented pursuant to Section 3.1 of this Agreement shall be reviewed between the parties on a quarterly basis until the expiration of this Agreement. If, following the quarterly reviews and reconciliations, it is determined that the St. Clair County Sheriff's Department deputies did not work the appropriate number of hours based upon such rate of availability, then a proportionate adjustment to the compensation shall be made by a reduction in the next following month's scheduled payment. In the event, however, that there are no further payments due from the St. Clair County Sheriff's Department to Bi-State, or if any such remaining payments are insufficient to allow for such proportionate adjustment, then such adjustment, or any portion thereof not able to be adjusted

against a remaining payment or payments, shall be reimbursed directly from the St. Clair County Sheriff's Department to Bi-State. If such an adjustment(s) reduces the scheduled payment to the St. Clair County Sheriff's Department, and a subsequent review shows that the St. Clair County Sheriff's Department officers have, in fact, provided, in whole or in part, those work hours for which such prior adjustment was made, Bi-State shall then pay the St. Clair County Sheriff's Department the amount of said prior adjustment to the extent the cumulative hours subsequently worked shall have made up for such prior shortage of hours. In this manner a compensation adjustment in a prior period can be restored in a subsequent period such that the net adjustment shall be based upon the total hours worked over the entire term of this Agreement. Work time lost by St. Clair County deputies as a result of injuries incurred while performing duties for Bi-State pursuant to this Agreement will be reimbursed to St. Clair County Sheriff's Department consistent with the provisions of the Illinois Police Officer Disability and Workers Compensation Law.

2.3 Monthly Payment. St. Clair County Sheriff's Department will bill Bi-State \$141,831.26 monthly for the duration of this Agreement for the normal day-to-day operations of its deputy sheriffs assigned to Bi-State. Overtime will be billed by St. Clair County Sheriff's Department on a monthly basis, as it is approved and incurred, up to \$39,942 (see Exhibit A, attached hereto). Any amount over \$39,942 must be agreed upon and approved by Bi-State for the duration of this Agreement.

2.4 Average Holiday/Sick Buyout and Related Fringe Costs. St. Clair County Sheriff's Department will bill Bi-State for costs associated with Average Holiday/Sick Buyout and related fringe costs on a monthly basis as costs are incurred up to \$106,987.50 (see Exhibit A, attached hereto).

2.5 Extra Deputy Sheriff's. Bi-State may, from time to time, request that extra or additional Street Patrol Deputy Sheriff's from the St. Clair County Sheriff's Department be assigned to MetroLink for special events and other extra service. Such extra deputy sheriffs shall not be considered a part of the ordinary compensation set out in this Article II. The St. Clair County Sheriff's Department shall make its best efforts to supply such requested extra deputy sheriffs. Bi-State shall compensate the St. Clair County Sheriff's Department for such extra deputy sheriffs assigned to work overtime by paying to the St. Clair County Sheriff's Department the actual cost of wages (including any premiums paid for overtime) and other direct wage-related costs, for such additional deputy sheriffs. Payment by Bi-State shall be made within thirty (30) days after receipt of an invoice for such extra services.

2.6 Medical Costs. Bi-State agrees to renegotiate the provisions of this Agreement relating to compensation if the cost of medical insurance provided to deputy sheriffs hereunder by St. Clair County increases by more than five percent (5%) over the medical insurance costs projected in the term of this Agreement.

ARTICLE III - SERVICES PROVIDED BY ST. CLAIR COUNTY SHERIFF'S DEPARTMENT

3.1 Deputy Sheriffs. The St. Clair County Sheriff's Department shall provide a total of fifteen (15) uniformed deputy sheriffs from the St. Clair County Sheriff's Department consisting of one (1) deputy sheriff of the rank of Lieutenant, two (2) deputy sheriffs of the rank of Sergeant, and twelve (12) deputy sheriffs of the rank of Street Patrol Deputy. Such deputy sheriffs will work individually and will report to designated locations as determined by Bi-State. Work time will be determined by Bi-State in consultation with the St. Clair County Sheriff's Department. Such documentation of work time, location, and activities shall include: time and location of reporting to duty and when completing duty, activities while on duty, time away from the MetroLink alignment when on-duty, and such other matters relating to their MetroLink police duties, as shall be agreed upon by the St. Clair County Sheriff's Department and Bi-State. However, said deputy sheriffs shall at all times report to and be subject to the supervision of their superior officers of the St. Clair County Sheriff's Department and to the St. Clair County Sheriff's Department recognized chain of command. Said deputy sheriffs are not subordinates of or subject to the authority of Bi-State; however, will be immediately removed at Bi-State's request if it is determined that said deputy sheriff is not performing in accordance with this Agreement. The St. Clair County Sheriff's Department shall use its best efforts to cooperate with Bi-State in the performance of its duties hereunder.

3.2 Supervision. The administrative control of work assignments and deployment shall be the responsibility of Bi-State and operational command and control of the Sheriff's Deputies shall be the responsibility of the Sheriff's Unit Commander in consultation with Bi-State.

3.3 Status of Deputies. The deputy sheriffs performing services under the terms of this Agreement shall for all purposes be considered employees of the St. Clair County Sheriff's Department and not employees of Bi-State.

3.4 Duties of Deputies. The duties of each deputy sheriff providing services under the terms of this Agreement shall include, but not be limited to:

- a. Provision of "roving" police patrol duties consisting of being present on the MetroLink trains and within the premises of Bi-State used as stations to facilitate the transportation of its customers and said deputy sheriffs shall perform their normal and lawful duties as law enforcement officers sworn to uphold and enforce the laws of the State of Illinois, and the various ordinances within the deputy sheriffs' jurisdictions (including such jurisdictions as may be authorized pursuant to any joint or mutual aid services agreements). No officer, however, shall be required by this Agreement to perform any duties outside of the State of Illinois, except that the St. Clair County Sheriff's Department agrees that its deputy

sheriffs may, in the course and scope of their employment as MetroLink officers: i) enter the State of Missouri, under the conditions permitted by Illinois law, for the purpose of apprehending a suspect in the course of a fresh pursuit of an individual observed to commit or suspected of committing a felony offense under the laws of the State of Illinois, and ii) enter into the State of Missouri in order to monitor ongoing suspicious activity on a MetroLink conveyance and remain in the State of Missouri until an officer of the appropriate Missouri jurisdiction has responded to the scene.

- b. Actively and visibly patrolling MetroLink trains, stations, park-and-ride lots and other MetroLink customer facilities; interacting positively with MetroLink customers and providing appropriate assistance to customers; enforcement of the MetroLink fare system when on duty and not actively engaged in other police work; issuance of citations, including citations for fare violations; and arranging for the picking up, transporting and processing of offenders.
- c. Responding to subpoenas, court appearances and trials as required for violations.
- d. Enforcing the provisions of Regulations adopted by the Board of Commissioners of Bi-State pursuant to 45 ILCS 110/5 to the extent the provisions are not inconsistent with provisions of Illinois law. The Regulations are hereby incorporated in this Agreement by reference.
- e. Devoting 80% of their time to on train activity when not involved in an arrest or detail situation.

3.5 Charging Authority. For an offense committed on Bi-State facilities or conveyances, nothing in this Agreement shall be deemed to interfere with, impede, or in any way diminish the authority of St. Clair County Deputy Sheriffs, at their discretion, to charge any applicable offense under state law or local ordinance, provided that no citation for the same offense shall be issued pursuant to the Regulations.

3.6 Times of Service. Bi-State's Metro Public Safety Department Management is responsible for determining when and where deputies working through this Agreement will be assigned in consultation with the St. Clair County Sheriff's Department. The detail commander will be responsible for scheduling. The deputy sheriffs shall perform the agreed services, as scheduled, in accordance with the provisions of this Agreement seven (7) days a week throughout the St. Clair County

service area of MetroLink. Such schedules shall be known as the MetroLink Deputy Sheriffs' Work Schedules.

3.7 Command Level Review Meetings. Command level review meetings between the St. Clair County Sheriff's Department and Bi-State shall be held at the request of either party, in order to discuss the services under this Agreement; personnel qualifications and complaints; work assignments and hours; reports made and/or needed by either party; and to discuss and resolve any other areas of mutual concern.

3.8 Reports. The St. Clair County Sheriff's Department will submit monthly reports of police work and crime statistics on MetroLink to Bi-State in a form acceptable to Bi-State in consultation with the St. Clair County Sheriff's Department.

ARTICLE IV -INDEMNIFICATION AND INSURANCE

4.1 Indemnification of Bi-State by St. Clair County. To the fullest extent permitted by applicable law and as between Bi-State and the St. Clair County Sheriff's Department only, St. Clair County shall indemnify, defend and hold harmless Bi-State, its Commissioners, officers, officials, agents and employees from and against any and all claims, suits, actions, judgments, fines, penalties, loss, damage, cost, or expense, whether direct or indirect, due to bodily injury or personal injury, death, sickness or property damage (including loss or use thereof) arising out of the activities of the St. Clair County Sheriff's Department or deputy sheriffs thereof, or resulting from the performance of service under this Agreement, to the extent that activities and performance of services are contrary to the terms of this Agreement or are otherwise attributable to the actions of the St. Clair County Sheriff's Department; provided, however, that such indemnification shall not apply to the extent any such claim shall result from the negligence or intentional acts of Bi-State or its employees, Commissioners, officers and agents (other than the St. Clair County Sheriff's Department or its employees).

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

Bi-State and St. Clair County agree that, for the purposes of insurance and indemnification, the St. Clair County Sheriff's Deputies administering or implementing any responsibilities or duties relating to the "on-board fare" program of Bi-State, including but not limited to issuing "on-board fare" envelopes shall be considered agents of Bi-State, but only for action taken by deputy sheriffs within the scope of the "on-board fare" program contained in this Agreement, and that Bi-State shall indemnify and hold harmless St. Clair County, to the extent permitted by law, from and against any or all claims, suits, actions, judgments, fines, penalties, loss, damage, cost or expense, whether direct or indirect, that arises or may arise from any action or activity taken by St. Clair County deputy sheriffs associated with the "on-board fare" program.

Such obligations shall not be construed to waive, negate, abridge, or reduce, other rights or obligations of indemnity, which would otherwise exist as to either the St. Clair County Sheriff's Department or Bi-State, nor shall this Articles 4.1 and 4.2 be construed or interpreted to waive, negate, abridge or reduce the sovereign immunity of the State of Illinois, St. Clair County, the St. Clair County Sheriff's Department, or Bi-State and the immunity of their agents, officers and employees.

4.3 Insurance and Self-Insurance. It is hereby understood and acknowledged that Bi-State, the St. Clair County Sheriff's Department, and St. Clair County are self-insured for purposes of general liability, commercial general, automobile liability, professional liability and workers' compensation/employer liability.

Bi-State shall provide to St. Clair County a current audited financial statement of its self-insurance fund and Certificates of Insurance for its excess liability coverage, including the self-insured retention for each coverage. St. Clair County shall provide to Bi-State a current audited financial statement of its self-insurance fund and Certificates of Insurance for its excess liability coverage, including the self-insured retention for each coverage.

ARTICLE V -MISCELLANEOUS PROVISIONS

5.1 Notices. Any and all notices, communications and the like required or authorized hereunder, shall be deemed to be given if hand delivered or mailed by first class United States mail to the respective address of the parties listed below:

If to Bi-State:

Taulby Roach
President and CEO
Bi-State Development Agency
211 North Broadway, Suite 700
St. Louis, MO 63102-2759

If to the Sheriff's Department &
St. Clair County:

Hon. Richard Watson
Sheriff, St. Clair County
700 North Fifth Street
Belleville, IL 62220

With a copy to:

Hon. Mark Kern, Chairman
St. Clair County Board
St. Clair County Courthouse
#10 Public Square
Belleville, IL 62220-1623

Either party may, by notice given hereunder, designate any further or different person or address to which subsequent notices and communication shall be sent.

5.2 Severability of Provisions. The parties agree that if any provisions of this Agreement shall be held invalid, unenforceable, void, or voidable for any reason whatsoever, by a court of competent jurisdiction, the finding or order or decree of which becomes final, the remaining provisions of this Agreement shall not be affected thereby if such remaining provisions could then continue to conform with the purposes, terms, and requirements of the Agreement or with applicable law.

5.3 Integration and Amendment. This Agreement, including the contents of any and all documents incorporated by reference or attached hereto, comprises the entire agreement between the parties. There are no promises, terms, conditions or obligations other than those contained herein, attached hereto or incorporated by reference hereunder. Any amendments, additions, supplements or deletions to this Agreement must be in writing, with the mutual consent of both parties and signed by both parties. No action shall be taken pursuant to any such amendment, addition, supplement or deletion prior to the execution of such written instrument.

5.4 Law. The laws of the State of Illinois shall govern this Agreement, its interpretation and any dispute arising out of its operation.

IN WITNESS WHEREOF, the parties hereto have executed this Service Agreement as of the date first written above.

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

ST. CLAIR COUNTY, ILLINOIS
ST. CLAIR COUNTY SHERIFF'S
DEPARTMENT

BY: _____
Taulby Roach
President & CEO

BY: _____
The Hon. Mark Kern
Chairman, St. Clair County Board

BY: _____
The Hon. Richard Watson
Sheriff, St. Clair County

ATTEST:

Barbara Enneking
General Counsel

ATTEST:

Thomas Holbrook
St. Clair County Clerk

Seal:

Seal:

Exhibit A
Bi-State Development Agency
Cost For Deputy Sheriffs Per Month
July 1, 2021 Through June 30, 2022

Months of Service	Monthly Cost
07/01/21 – 07/31/21	141,831.26
08/01/21 – 08/31/21	141,831.27
09/01/21 – 09/30/21	141,831.26
10/01/21 – 10/31/21	141,831.27
11/01/21 – 11/30/21	141,831.26
12/01/21 – 12/31/21	141,831.27
01/01/22 – 01/31/22	141,831.26
02/01/22 – 02/28/22	141,831.27
03/01/22 – 03/31/22	141,831.26
04/01/22 – 04/30/22	141,831.27
05/01/22 – 05/31/22	141,831.26
06/01/22 – 06/30/22	141,831.27
Total Base Amount 2021-2022	1,701,975.18

Overtime Budget	\$ 39,942.00
Average Holiday/Sick Buyout and Related Fringes	\$ 106,987.50
Total Base Amount	\$1,701,975.18

Total Law Enforcement Agreement Amount	\$1,848,904.68
----------------------------------------	----------------

- The Overtime budget of \$39,942 is included in the Total Law Enforcement Agreement Amount, but rather than including it in the monthly invoices, the overtime budget will be drawn down as overtime is incurred and approved.
- The Average Holiday/Sick Buyout and Related Fringes Costs of \$106,987.50 are also included in the Total Law Enforcement Agreement Amount but will be drawn down as charges are incurred.

**Bi-State Development Agency
Board of Commissioners
Open Session Agenda Item
April 23, 2021**

From:	Taulby Roach, President and Chief Executive Officer
Subject:	Contract Modification: Bus Stop Signage Replacement Project
Disposition:	Approval
Presentation:	Jessica Mefford-Miller, Executive Director of Metro Transit; Jessica Gershman, Assistant Exec. Director Planning & System Development

Objective:

To present to the Board of Commissioners for approval, a request to authorize the President & CEO to modify the current contract with The Harlan Company who is replacing the current bus stop signage in the City of St. Louis and in St. Louis County.

Background:

Over decades of growing our transit service in the St. Louis region, signage had been added and updated throughout the system, resulting in inconsistencies in sign design, placement and condition. This project sought a contractor to replace bus stop signs, including fabrication and installation, at approximately 4,000 MetroBus stop locations in the City of St. Louis and in St. Louis County.

This project is part of a larger overhaul of Metro’s wayfinding and communication tools, and is a critical component of other current Metro initiatives, such as: the redesign of the region’s bus service and network to create more direct and frequent service; the introduction of electronic and telephone trip planning tools; and a focus on customer-facing capital improvements.

On June 17, 2019, Bi-State Development (BSD) issued solicitation 20-SB-106232-DGR – Bus Stop Signage Replacement to obtain bids from qualified firms to provide and install bus stop signage. The solicitation was awarded to The Harlan Company, with Board approval in September 2019.

The scope of this project is large, both geographically and in volume of stops. The contractor has been tasked with not only replacing thousands of bus stop signs and poles in existing locations, but also adding “No Parking” signs to solidify bus stop zones (for safer utilization of the curb and roadway by MetroBus operators and customers).

Analysis:

The Board approved the initial contract in a not to exceed amount of \$2,480,850.00. This amount was based on surveyed conditions and mounting requirements at each bus stop, which in turn determined the parts and equipment needed. As the project has progressed, a total of 672 stops have required different installation techniques and parts than was estimated in the original survey. 422 of these were due to unforeseen conditions with either the site itself or utility conflicts, which in turn increased Harlan’s scope of work costs by \$58,500.00. Metro Planning staff have recently completed an updated survey of the remaining bus stops to ensure an accurate understanding of the conditions at the outstanding stops.

As the project progressed, it was found that approximately 250 bus stop signs had “other” signs located where our new bus stop signs were to be located, and these “other” signs had to be re-

located or attached to our new signage. This was an unexpected cost of \$54,000.00 that we incurred.

Additional cost of \$17,000.00 have also been incurred in having to cut the new signage poles to comply with the latest ADA height regulations. BSD has also received a credit of \$12,493.50 for signage that was thought to be more difficult to place, but instead easier mounts were able to be used.

The original plan drawings called for a specific bracket and mounting style that was later discovered to be incompatible with the new style signage. New bracket and mounting hardware was obtained, and the cost differential between the bracket and mounting hardware styles resulted in an increase of \$31,170.92.

As of January 2021, Harlan is 75% complete with the project, and will be able to install approximately 500 additional stops under the initial contract amount; however, an increase in the contract of \$148,177.42 is necessary to complete the project, which includes \$117,006.50 for labor and materials at the remaining stops, and \$31,170.92 for mounting bracket parts and installation. BSD staff also requests a contract extension through June 30, 2021, to ensure the proper completion of the project along with any punch list work that may arise, as some delays have occurred throughout the project due to COVID-19, weather, and the updated stop survey.

Previous Action:

This item was recommended for approval at the April 8, 2021, Operations Committee Meeting.

Board Action Requested:

The Operations Committee recommends and the Board of Commissioners approve a request to authorize the President and CEO to sign a contract modification with The Harlan Company, increasing the funding by **\$148,177.42** and the period of performance until June 30, 2021, to complete the Bus Stop Signage Replacement project.

Funding Source:

The contract modification for this project is supported by a number of Program Development and Grants (with matching Prop M funds): Project Number 2188, Award Number MO-2017-034.

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
MODIFYING A CONTRACT WITH THE HARLAN COMPANY
FOR BUS STOP SIGNAGE REPLACEMENT**

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 50.010, Section E.1.d., requires the Board of Commissioners to approve Procurements which exceed the amounts budgeted or otherwise approved by the Board of Commissioners for such project, function or service; and

Whereas, on June 17, 2019, Bi-State Development (BSD) issued solicitation 20-SB-106232-DGR – Bus Stop Signage Replacement to obtain bids from qualified firms to provide and install bus stop signage, and the solicitation was awarded to The Harlan Company, with Board approval in September 2019; and

Whereas, the Board approved the initial contract in a not to exceed amount of \$2,480,850.00; however, this amount was based on surveyed conditions and mounting requirements at each bus stop, which in turn determined the parts and equipment needed; and

Whereas, as the project has progressed, a total of 672 stops have required different installation techniques and parts than was estimated in the original survey, and 422 of these were due to unforeseen conditions with either the site itself or utility conflicts, which in turn increased Harlan’s scope of work costs by \$58,500.00; and

Whereas, as the project progressed, it was found that approximately 250 bus stop signs had “other” signs located where our new bus stop signs were to be located, and these “other” signs had to be re-located or attached to our new signage. This was an unexpected cost of \$54,000.00 that we incurred; and

Whereas, an additional cost of \$17,000.00 has also been incurred in having to cut the new signage poles to comply with the latest ADA height regulations. BSD has also received a credit of \$12,493.50 for signage that was thought to be more difficult to place, but instead easier mounts were able to be used; and

Whereas, original plan drawings called for a specific bracket and mounting style that was later discovered to be incompatible with the new style signage. New bracket and mounting hardware was obtained, and the cost differential between the bracket and mounting hardware styles resulted in an increase of \$31,170.92; and

Whereas, as of January 2021, Harlan is 75% complete with the project, and will be able to install approximately 500 additional stops under the initial contract amount; however, an increase in the contract of \$148,177.42 is necessary to complete the project, which includes \$117,006.50 for labor and materials at the remaining stops, and \$31,170.92 for mounting bracket parts and installation. BSD staff also requests a contract extension through June 30, 2021, to ensure the proper completion of the project along with any punch list work that may arise, as some delays have occurred throughout the project due to COVID-19, weather, and the updated stop survey; and

Whereas, it is feasible, necessary and in the public interest for the Agency for the Board of Commissioners to approve a request to authorize the President and CEO to sign a contract modification with The Harlan Company, increasing the funding by \$148,177.42 and the period of performance until June 30, 2021, to complete the Bus Stop Signage Replacement project, in accordance with the terms and conditions described herein.

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

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

Section 2. Approval of the Modification of the Contract. The Board of Commissioners hereby approves a request to authorize the President and CEO to sign a contract modification with The Harlan Company, increasing the funding by \$148,177.42 and the period of performance until June 30, 2021, to complete the Bus Stop Signage Replacement project, under and pursuant to this Resolution and the Compact for the authorized Agency purposes set forth in the preambles hereof and subject to the conditions hereinafter provided.

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

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

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

Section 8. Payment of Expenses. The Senior Vice President and CFO is hereby authorized and directed to pay or cause to be paid all costs, expenses and fees incurred in connection with or incidental to this Resolution and the 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 23rd day of April, 2021.

In Witness Whereof, the undersigned has hereto subscribed her 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

**Bi-State Development Agency
Board of Commissioners
Open Meeting Agenda Item
April 23, 2021**

From: Taulby Roach, President and Chief Executive Officer
Subject: **Single Bid: Track System Upgrades**
Disposition: Approval
Presentation: Jessica Mefford-Miller, Executive Director Metro Transit;
Darren Curry, Assistant Executive Director Transit Assets;
Kelly Hamm, Director Maintenance of Way Technical Support;
Gregory Smith, Vice President, Procurement, Materials Management and Supplier
Diversity

Objective:

To present to the Board of Commissioners for approval, a request to award a single bid contract to Railworks Track Services for the MetroLink Track System Upgrades Project.

Background:

The Track System Upgrades Project primarily addresses rail maintenance needs to improve condition of the MetroLink track system assets, which have been targeted for replacement in accordance with the Transit Asset Management (TAM) Plan. Scope elements are based on asset condition ratings, which have fallen to category 2 or below. Specific work breakdown includes renewal of grade crossing surfaces (Plymouth and Ewing Avenue), replacement of restraining rail in curves (Civic Center & Broadway), and installation of trackwork to match MetroLink current design criteria standards.

Solicitation 21-SB-161954-DGR – Track System Upgrades was issued on November 9, 2020. The sealed bid was advertised in Bi-State Development’s (BSD) iSupplier Portal. The iSupplier Portal is the agency’s web-based communication tool, structured to allow interested bidders full and open access to view, communicate, and submit bids on active solicitations. During the solicitation process, a request was received to extend the deadline for questions; which BSD accepted, and as a result, extended the bid due date a week from its original date.

To attract more interest, individual scope elements were combined into a single bid package, in hopes of encouraging competitive bidding. Communications were sent to companies requesting status of their intentions to participate in bidding prior to the bid due date.

BSD has struggled getting firms to bid on rail projects for years. There is a very short list of companies who do this type of work, and mobilization costs for someone out of town can be substantial for a relatively small project. Railworks is a national rail construction and refurbishment firm, with a local presence. They laid the concrete ties and rail for the entire Illinois and Cross County alignments and have performed most of our recent smaller projects. Even on a larger project where there is additional work for a general contractor, Railworks is often the subcontractor who performs the rail work.

The below responses were received:

Company	Reason for non-participation
Musselman Hall Contractors	Recent change in management and decision not to bid at this time.
Ironhorse, Inc.	Prior resource commitments.

Analysis:

On December 22, 2020, one bid was received from Railworks Track Services, which exceeded the Track System Upgrades Project budget.

Item #	Pricing provided by RAILWORKS TRACK SERVICES	Bid Price
A	General Conditions	\$660,020
B - H	Construction	\$4,094,231
	Total Price:	\$4,754,251

The single bid submitted by Railworks Track Services exceeds the Independent Cost Estimate (ICE) prepared by the Designer (STV Inc.).

Independent Cost Estimate (ICE)		
A	General Conditions	\$393,330
B - H	Construction	\$3,812,527
	Total Price:	\$4,205,858

Due to Railworks Track Services being the only company that participated in bidding, the sealed bid method will be converted to a negotiated procurement. Negotiations then commenced and Railworks was asked to provide their Best and Final Offer (BAFO).

Item #	BAFO provided by RAILWORKS TRACK SERVICES	Bid Price
A	General Conditions	\$624,320
B - H	Construction	\$3,330,062
	Total Price:	\$3,954,382

Revised Pricing from Railworks Track Services included deletion of Construction Item C – Addition of Ewing Yard Track 105A.

Revised Independent Cost Estimate (ICE)		
A	General Conditions	\$409,030
B - H	Construction	\$3,718,456
	Total Price:	\$4,127,486

The Independent Cost Estimate was revised to reflect deletion of Construction Item C – Addition of Ewing Yard Track 105A. Railworks Track Services’ best and final negotiated price is within project budget and below the ICE.

Previous Action:

This item was recommended for approval at the April 8, 2021, Operations Committee Meeting.

Board Action Requested:

The Operations Committee recommends that the Board of Commissioners approve a single bid (negotiated procurement) to Railworks Track Services, in the not to exceed amount of **\$4,349,820.00**; which includes 10% contingency.

Funding Source:

Funding will be provided from approved Federal Transit Administration (FTA) Grant numbers MO-2018-002 & MO-54-0001, Prop M and SCCTD local match.

Attachment:

Track System Upgrade Exhibits

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
APPROVING A SOLE SOURCE CONTRACT AWARD TO RAILWORKS
FOR TRACK SYSTEM UPGRADES**

PREAMBLES:

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

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

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

Whereas, Solicitation 21-SB-161954-DGR – Track System Upgrades was issued on November 9, 2020, for a Track System Upgrades Project to address rail maintenance needs to improve condition of the MetroLink track system assets, which have been targeted for replacement in accordance with the Transit Asset Management (TAM) Plan; and

Whereas, the sealed bid was advertised in Bi-State Development’s (BSD) iSupplier Portal, the Agency’s web-based communication tool, structured to allow interested bidders full and open access to view, communicate, and submit bids on active solicitations. During the solicitation process, a request was received to extend the deadline for questions; which BSD accepted, and as a result, extended the bid due date a week from its original date; and

Whereas, on December 22, 2020, only bid was received, from Railworks Track Services, which exceeded the Track System Upgrades Project budget; therefore, the sealed bid method was converted to a negotiated procurement. Negotiations then commenced and Railworks was asked to provide their Best and Final Offer (BAFO); and

Whereas, Railworks Track Services’ best and final negotiated price is within project budget and below the Independent Cost Estimate; and

Whereas, it is feasible, necessary and in the public interest for the Agency to approve a single bid (negotiated procurement) contract to Railworks Track Services, in the not to exceed amount of \$4,349,820.00, which includes 10% contingency, for track system upgrades, in accordance with the terms and conditions described herein.

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

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

Section 2. Approval of the Contract. The Board of Commissioners hereby approves a single bid (negotiated procurement) contract to Railworks Track Services, in the not to exceed amount of \$4,349,820.00, which includes 10% contingency, for track system upgrades, under and pursuant to this Resolution and the Compact for the authorized Agency purposes set forth in the preambles hereof and subject to the conditions hereinafter provided.

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

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

Section 5. Rights under Resolution Limited. No rights shall be conferred by this Resolution upon any person or entity other than the Agency and Railworks Track Services.

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

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 the Contract.

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

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

ADOPTED by the Board of Commissioners of The Bi-State Development Agency of the Missouri-Illinois Metropolitan District this 23rd day of April, 2021.

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

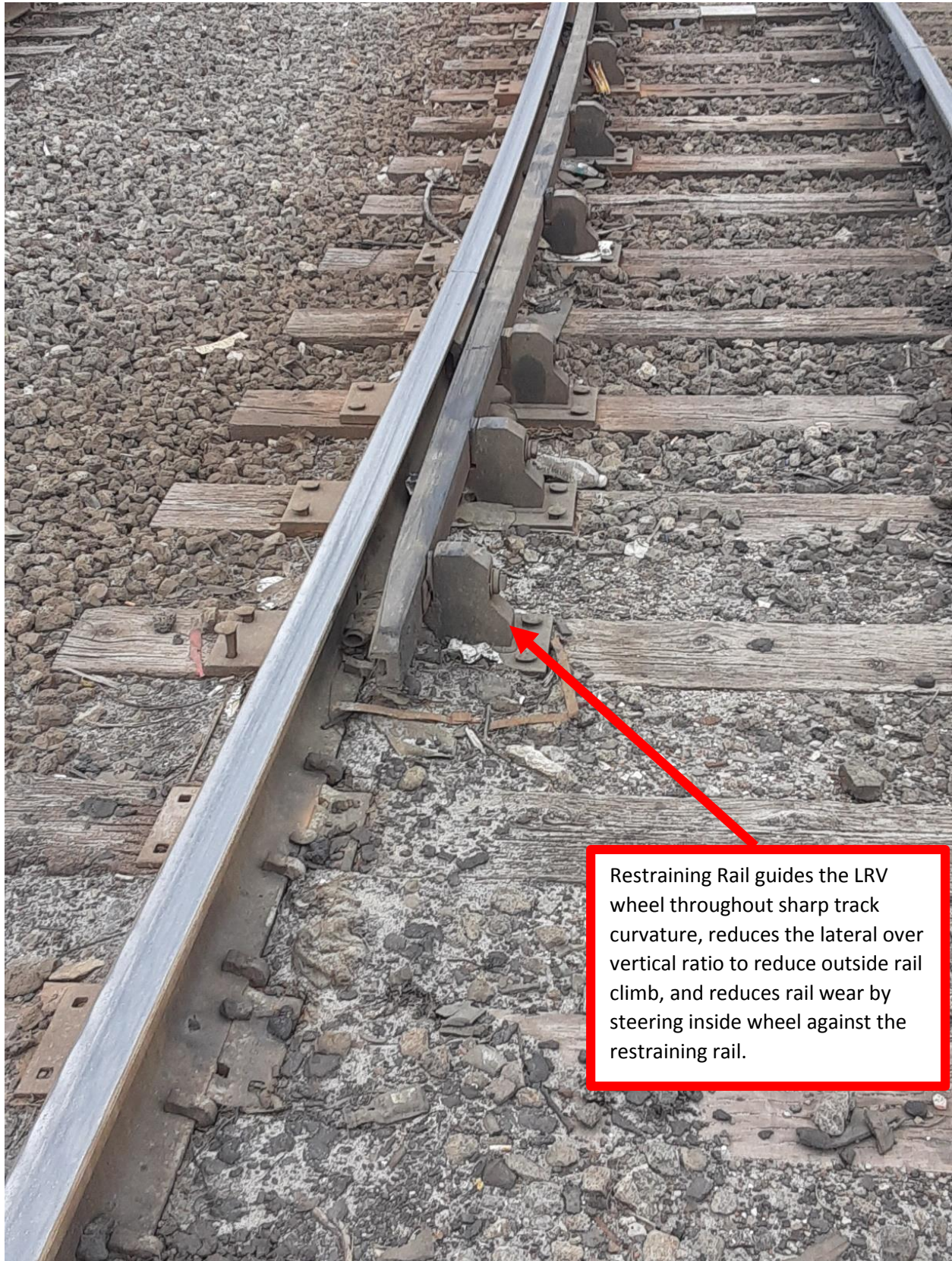
**THE BI-STATE DEVELOPMENT AGENCY OF THE
MISSOURI-ILLINOIS METROPOLITAN DISTRICT**

By _____
Title _____

[SEAL]
ATTEST:

By _____
Deputy Secretary to the Board of Commissioners

EXHIBIT A.1 – BROADWAY RESTRAINING RAIL CURVES



Restraining Rail guides the LRV wheel throughout sharp track curvature, reduces the lateral over vertical ratio to reduce outside rail climb, and reduces rail wear by steering inside wheel against the restraining rail.

EXHIBIT A.2 BROADWAY RESTRAINING RAIL CURVES



EXHIBIT B – EWING AVENUE GRADE CROSSING SURFACE



Ewing Avenue Grade Crossing

Track System Upgrades include complete rebuild of the crossing and turnouts into the Missouri Yard. Mainline track speed is 55 mph. Heavy truck traffic to BNSF Railroad storage lot attributed to wear. BNSF sold parcel to TRRA and heavy truck traffic ceased. New crossing asset will meet current MetroLink Track Design Criteria (concrete turnout, ties, 115 RE rail, hardwood crossing timbers and new rubber panels).

**Bi-State Development Agency
Board of Commissioners
Open Session Agenda Item
April 23, 2021**

From: Taulby Roach, President and Chief Executive Officer
Subject: **Sole Source Contract Authorization for Professional Engineering Services
Phase 1 – Engineering and Design Support Services – Rehabilitation of the
MetroLink Cross County Extension Tunnels and Stations**
Disposition: Approval
Presentation: Jessica Mefford-Miller, Executive Director of Metro Transit;
Christopher C. Poehler, Assistant Executive Director Engineering Systems;
Tim Nittler, Director of Capital Projects

Objective:

To present to the Board of Commissioners for approval, a request to enter into a sole source contract for professional engineering services related to the rehabilitation of the Big Bend and Skinker tunnels and stations.

Background:

The Cross County MetroLink Extension opened to the public in 2006. Along this alignment there are three separate underground tunnels. Two of these tunnels, Tunnel #2 and Tunnel #3, in addition to two underground stations, Skinker Station and Big Bend Station, respectively, began to show signs of water infiltration, almost immediately after commencement of operations.

Consequently, Bi-State Development (BSD) pursued litigation regarding the water infiltration issues. To assist in the litigation efforts, Gall Zeidler Consultants, an international engineering firm that specializes in tunnel and geotechnical engineering services, was hired. The Gall Zeidler services included a detailed condition assessment of the tunnels and stations, the preparation of repair methodologies and estimates of probable cost to implement the rehabilitation. From this activity, Gall Zeidler Consultants has gained a strong and unique understanding of the issues related to these tunnels and stations that will benefit BSD going forward.

BSD has started the necessary preparations for the tunnel rehabilitation projects with the design and subsequent construction of the Parkway Interlocking and Richmond Heights siding. This enhanced trackwork will be required to efficiently perform the work. Once these elements are complete, the tunnel rehabilitation work can begin.

Analysis:

Based on their extensive existing knowledge of the tunnels, staff has negotiated a scope and fee with Gall Zeidler Consultants for Phase 1 of the proposed project. Services will include a reassessment of the current state/condition of the tunnels and stations. This will include onsite inspection and laser scanning to determine changes in the condition of the structures since the last assessment in 2014. Results from this activity will be evaluated, and a tunnel/station rehabilitation plan will be prepared to identify and prioritize needed repairs. The negotiated cost for this work is \$251,000, which includes a 10% contingency. BSD has determined the cost to be fair and reasonable.

Construction documents that will be utilized to implement the prioritized rehabilitation methods will be prepared based on the findings of the Phase 1 deliverables. Activity related to the preparation of these Phase 2 construction documents will be a future project that will be brought to the Board for consideration and approval.

Previous Action:

This item was recommended for approval at the April 8, 2021, Operations Committee Meeting.

Board Action Requested:

The Operations Committee recommends that the Board of Commissioners approve the request that the President & CEO enter into a “sole source” contract for professional engineering services related to the rehabilitation of the Big Bend / Skinker tunnels and stations with Gall Zeidler Consultants, in an amount not to exceed \$251,000.

Funding Source:

Funding provided from a specific reserve that has been set aside for these repairs.

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
APPROVING A SOLE SOURCE CONTRACT AWARD TO
GALL ZEIDLER CONSULTANTS FOR PROFESSIONAL ENGINEERING
SERVICES – PHASE I – REHABILITATION OF THE
BIG BEND / SKINKER TUNNELS AND STATIONS**

PREAMBLES:

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

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

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

Whereas, the Cross County MetroLink Extension opened to the public in 2006. Along this alignment there are three separate underground tunnels. Two of these tunnels, Tunnel #2 and Tunnel #3, in addition to two underground stations, Skinker Station and Big Bend Station, respectively, began to show signs of water infiltration, almost immediately after commencement of operations; and

Whereas, Bi-State Development (BSD) pursued litigation regarding the water infiltration issues, and to assist in the litigation efforts, Gall Zeidler Consultants, an international engineering firm that specializes in tunnel and geotechnical engineering services, was hired; and

Whereas, Gall Zeidler services included a detailed condition assessment of the tunnels and stations, the preparation of repair methodologies and estimates of probable cost to implement the rehabilitation, and from this activity, Gall Zeidler Consultants has gained a strong and unique understanding of the issues related to these tunnels and stations that will benefit BSD going forward; and

Whereas, BSD has started the necessary preparations for the tunnel rehabilitation projects; and

Whereas, based on their extensive existing knowledge of the tunnels, staff has negotiated a scope and fee with Gall Zeidler Consultants for Phase 1 of the proposed project. Services will include a reassessment of the current state/condition of the tunnels and stations; and

Whereas, it is feasible, necessary and in the public interest for the Agency to authorize the President & CEO to enter into a sole source contract for professional engineering services, related to the rehabilitation of the Big Bend / Skinker tunnels and stations, with Gall Zeidler Consultants, in an amount not to exceed \$251,000, which includes 10% contingency, in accordance with the terms and conditions described herein.

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

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

Section 2. Approval of the Contract. The Board of Commissioners hereby authorizes the President & CEO to enter into a sole source contract for professional engineering services, related to the rehabilitation of the Big Bend / Skinker tunnels and stations, with Gall Zeidler Consultants, in an amount not to exceed \$251,000, under and pursuant to this Resolution and the Compact for the authorized Agency purposes set forth in the preambles hereof and subject to the conditions hereinafter provided.

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

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

Section 5. Rights under Resolution Limited. No rights shall be conferred by this Resolution upon any person or entity other than the Agency and Gall Zeidler Consultants.

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

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 the Contract.

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

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

ADOPTED by the Board of Commissioners of The Bi-State Development Agency of the Missouri-Illinois Metropolitan District this 23rd day of April, 2021.

In Witness Whereof, the undersigned has hereto subscribed her 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

Resolution #1124
Bi-State Development Agency Board of Commissioners
April 23, 2021
Sole Source Contract – Gall Zeidler – Big Bend/Skinker Tunnels
Page 2

**Bi-State Development Agency
Board of Commissioners
Open Session Agenda Item
April 23, 2021**

From: Taulby Roach, President and Chief Executive Officer
Subject: **Contract Award - Cleaning of Railcars at Missouri & Illinois MetroLink Maintenance Facilities**
Disposition: Approval
Presentation: Jessica Mefford-Miller, Executive Director of Metro Transit;
Greg Smith, Vice President Procurement & Inventory Management

Objective:

To present to the Board of Commissioners for approval, a request to authorize the President & CEO to enter into a contract with MERS Goodwill to provide cleaning services of railcars at Missouri and Illinois MetroLink maintenance facilities.

Background:

On September 30, 2020, Bi-State Development (BSD) issued solicitation 21-RFP-153963-TJ Missouri & Illinois Railcar Cleaning to obtain a qualified firm to provide all equipment, supplies, materials, labor, supervision, staff, and transportation necessary to provide cleaning of Railcars at Missouri & Illinois locations. The solicitation was advertised on BSD/Metro iSupplier website. A Disadvantaged Business Enterprise (DBE) Goal of 5% was recommended for this project. This contract will be combined with Missouri & Illinois Railcar Facility Cleaning in near future. The contract period of performance consists of three (3) base years, with funds to be committed annually for cleaning of railcars in Missouri & Illinois.

Analysis:

In response to the solicitation, a total of four (4) proposals were received:

- MERS Goodwill
- 4M Building Solutions
- World Management
- Innex

All four (4) proposals were deemed responsible and responsive and were forwarded to the evaluation committee, which consisted of individuals within BSD/Metro Railcar department.

The proposals were scored in accordance with the evaluation requirements specified in the solicitation package. After completion of the initial technical evaluation, a consensus meeting was held to discuss the scoring.

The table below is the overall results representing the consensus technical and cost scores combined, and as a result, MERS Goodwill is the highest ranking firm.

Firm:	Cost	Cost Score	Consensus Technical Score	Total
4M	\$2,353,229.40	223.37	190.00	413.37
MERS	\$2,360,844.00	222.65	226.60	449.25
WMI	\$2,355,000.00	223.20	193.30	416.50
INNEX	\$2,102,591.52	250.00	136.67	386.67
Total Possible Points		250	250	500
Percentage of Total Points		50%	50%	100%

Previous Action:

This item was recommended for approval at the April 8, 2021, Operations Committee Meeting.

Board Action Requested

The Operations Committee recommends that the Board of Commissioners approve the request to authorize the President and CEO to enter into a 3-year contract, with funds to be committed annually for cleaning of railcars at the Missouri & Illinois facility, with the highest ranking firm, MERS Goodwill, whose proposal is most advantageous to BSD, with price and other factors considered, in the not to exceed amount of **\$2,360,844.00**.

Funding Source: Funding is provided through the operation budget.

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT AWARDING
A CONTRACT TO MERS GOODWILL FOR
CLEANING OF RAILCARS AT MISSOURI AND ILLINOIS METROLINK
MAINTENANCE FACILITIES**

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 (E)(I)(a), requires Board approval of all negotiated procurements exceeding \$500,000; and

Whereas, on September 30, 2020, Bi-State Development (BSD) issued solicitation 21-RFP-153963-TJ Missouri & Illinois Railcar Cleaning to obtain a qualified firm to provide all equipment, supplies, materials, labor, supervision, staff, and transportation necessary to provide cleaning of Railcars at Missouri & Illinois locations. The solicitation was advertised on BSD/Metro iSupplier website, and a Disadvantaged Business Enterprise (DBE) Goal of 5% was recommended for this project; and

Whereas, four (4) proposals were received, and all four (4) proposals were deemed responsible and responsive and were forwarded to the evaluation committee, which consisted of individuals within BSD/Metro Railcar department; and

Whereas, the proposals were scored in accordance with the evaluation requirements specified in the solicitation package, and after completion of the initial technical evaluation, a consensus meeting was held to discuss the scoring; and

Whereas, MERS Goodwill, was deemed 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 authorize the President and CEO to enter into a 3-year contract, with funds to be committed annually for cleaning of railcars at the Missouri & Illinois facilities, with MERS Goodwill, in the not to exceed amount of \$2,360,844.00, in accordance with the terms and conditions described herein.

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

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

Section 2. Approval of the Contract. The Board of Commissioners hereby authorizes the President and CEO to enter into a 3-year contract, with funds to be committed annually for cleaning of railcars at the Missouri & Illinois facilities, with MERS Goodwill, in the not to exceed amount of \$2,360,844.00, under and pursuant to this

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

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

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

Section 5. Rights under Resolution Limited. No rights shall be conferred by this Resolution upon any person or entity other than the Agency and MERS Goodwill.

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 and the Contract.

Section 8. Payment of Expenses. The Senior Vice President and CFO is hereby authorized and directed to pay or cause to be paid all costs, expenses and fees incurred in connection with or incidental to this Resolution and the 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 23rd day of April, 2021.

In Witness Whereof, the undersigned has hereto subscribed her 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

**Bi-State Development Agency
Board of Commissioners
Open Session Agenda Item
April 23, 3031**

From: Taulby Roach, President & Chief Executive Officer
Subject: **Bi-State Development Operating and Capital Budget**
Disposition: Approval
Presentation: Taulby Roach, President & Chief Executive Officer
Tammy Fulbright, Interim Chief Financial Officer

Objective:

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

- The Bi-State Development FY 2022 Operating Budget;
- The Bi-State Development FY 2022 – FY 2024 Capital Budget;
- 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.

Funding Source:

The funding source for the Bi-State Development's Operating and Capital Budget includes operating revenue of each entity, local, state and federal sources.

Background:

The attached document presents the Bi-State Development's Operating and Capital Budget.

Analysis:

Bi-State Development has developed the Operating and Capital Budget, 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.

Previous Action:

This item was recommended for approval at the March 19, 2021, Audit, Finance, & Administration Committee Meeting.

Committee Action Requested:

The Audit, Finance and Administration Committee recommends that the Board of Commissioners approve the FY 2022 Operating and Capital Budget.

Attachments:

- Bi-State Development Operating and Capital Budget
- Budget Presentation

**A RESOLUTION OF THE BOARD OF COMMISSIONERS OF THE BI-
STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
APPROVING THE FY2022 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 (“Compact”), 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.* 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 the federal government or any agency or officer, thereof; 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 to contract and to be contracted with; 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 FY2022 Operating and Capital Budget was presented for discussion at the Board's Combined Meeting of the Operations Committee and Audit, Finance and Administration Committee on March 19, 2021; and

Whereas, this proposed FY2022 Budget was presented to and discussed by the Board at its Committee meeting on March 19, 2021, and is being considered for final approval at its next regularly scheduled Board meeting on April 23, 2021; and

Whereas, it is feasible, necessary and in the public interest to approve the Bi-State Development Agency's FY2022 Operating and Capital Budget, in accordance with the terms and conditions described herein.

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

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

Section 2. Approval of the FY2022 Operating and Capital Budget. Pursuant to this Resolution and the Compact and for the authorized Agency purposes set forth in the preambles hereof, the Board of Commissioners approves the Bi-State Development Agency's FY2022 Operating and Capital Budget, under and pursuant to this Resolution and the Compact for the authorized Agency purposes set forth in the preambles hereof and subject to the conditions hereinafter provided.

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

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

Section 5. Payment of Expenses. The Senior Vice President and Chief Financial Officer is hereby authorized and directed to pay or cause to be paid all costs, expenses and fees incurred in connection with or incidental to the Resolution.

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

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

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

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

ADOPTED by the Board of Commissioners of The Bi-State Development Agency of the Missouri-Illinois Metropolitan District this 23rd day of April, 2021.

In Witness Whereof, the undersigned has hereto subscribed her 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



FISCAL YEAR 2022

OPERATING
AND CAPITAL
BUDGET
EXECUTIVE SUMMARY



BI-STATE
DEVELOPMENT





GOVERNMENT FINANCE OFFICERS ASSOCIATION

*Distinguished
Budget Presentation
Award*

PRESENTED TO

**Bi-State Development Agency
Missouri**

For the Fiscal Year Beginning

July 1, 2020

Christopher P. Morill

Executive Director

In order to receive the Distinguished Budget Presentation Award, a government entity must publish a document that is of the very highest quality that reflects the guidelines established by the National Advisory Council on State and Local Budgeting and meets the Government Finance Officers Association (GFOA) best practices on budgeting.

A Distinguished Budget Presentation Award is valid for a period of one year. We believe our current Bi-State Development FY2022-FY2024 Operating and Capital Budget continues to meet the Certificate of Achievement Program requirements and we are submitting it to the GFOA to determine its eligibility for another certificate.

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Message from the President and Chief Executive Officer

It is my pleasure to present to the Board of Commissioners for approval the Bi-State Development Agency of the Missouri-Illinois Metropolitan District (BSD) Fiscal Year (FY) 2022 Operating and Capital Budget. Our budget document includes the federally required three-year Transportation Improvement Program that identifies operating and capital resources necessary to serve our regional stakeholders and to meet the St. Louis metropolitan area's transportation requirements.

Three words that best describe this last fiscal year at Bi-State Development: Challenging, Resilient, Committed.

Looking back over our accomplishments, I am struck by the commitment and resiliency of our entire team in our ability to overcome obstacles related to mobilizing the workforce during the ever-changing and challenging landscape of the COVID-19 pandemic, continuing service for essential workers throughout the region, while building an internal safety culture that better prepares BSD to respond to the needs of the communities we serve. Our focus on improving safety and security has fostered an incredible spirit of teamwork with our police partners creating a unified multi-layered approach to making the Metro Transit system safer. I am happy to report that, in spite of the challenges we faced, our organization is stronger and more resolved to improve the quality of life in the St. Louis region through the services and solutions we provide.

For the last 18 months, the team at Bi-State Development embarked on an aggressive journey to develop a strategic plan that continues to move our organization forward through the coming decades. While we acknowledge that we have much work to do, we have established a solid path forward that is defined by our values of accountability, customer first, diversity, fiscal responsibility, teamwork, and safety and security.

Our mission and values influence the fiduciary decisions we make every day, and are instrumental in the development of this budget. This budget document continues to follow fiscally responsible forecasts impacted by the COVID-19 pandemic. Our enterprises – Metro Transit, Gateway Arch, St. Louis Downtown Airport, Riverfront Attractions, and St. Louis Regional Freightway continue in our vision to create a more connected, vibrant and thriving region.

Highlights from this past fiscal year include:

- The sale of \$171.2 million in bonds in July, for the purpose of refinancing existing higher cost debt. This refunding provides more than \$36 million in budgetary savings over the life of the bonds and is part of a financial strategy that strengthens the financial stability of BSD. This extends our ability to deliver essential services during times of economic uncertainty.

- Metro Transit's electric bus project moved closer to operational reality through the completion of an \$11.3 million infrastructure partnership with Ameren Missouri to provide charging capabilities to our fleet of 14 (60") articulated battery electric buses and 4 (40") electric buses that will serve the central corridor of the St. Louis region.
- BSD quickly mobilized the entire team to develop COVID-19 protocols to protect our team members and customers at our various enterprises. Our mobilization efforts complied with local, state, and federal guidelines and provided the means by which our enterprises were able to provide services and tourism experiences to limited audiences.
- Construction has begun on a new mixed-use development adjacent to the Forest Park-DeBaliviere Transit Center (Expo at Forest Park). The project includes 287 market-rate apartments and 30,000 square feet of retail space. This transit-oriented development (TOD) provides garage parking for Metro Transit commuters and enhanced access to the St. Louis region's MetroBus network and MetroLink light rail system. The development reuses existing transit infrastructure and real estate at the Forest Park-DeBaliviere Transit Center, including improving security, customer amenities and overall transit experience of Metro Transit riders.
- Since completing the \$380 million City/Arch/River project at the Gateway Arch, our team has continued to build upon our success by adding new programs and events for both the Gateway Arch and Riverfront Attractions to support the region's number one tourist attraction.
- The success of the St. Louis Regional Freightway has brought national and international attention to the St. Louis region's standing as a premier international freight hub and has helped secure more than \$1 billion for infrastructure improvements that were under construction in 2020 or set to get underway.
- The St. Louis Downtown Airport remains the airport of choice for businesses and serves as a major transfer point for patients and organ transplants for many of the region's medical centers. Recent infrastructure improvements around the airport are reducing travel time and improving freight movement for airport manufacturers, nearby barge, trucking, and freight/logistics businesses.

The FY 2022 Operating and Capital Budget continues to focus on our long-term financial health. Upon approval by the Bi-State Development Board of Commissioners, the FY 2022 Operating and Capital Budget continues through a review and approval process with our funding partners: St. Louis County, St. Clair County and the City of St. Louis.

Our Transportation Improvement Program will also be incorporated into the region's list of transportation priorities and projects eligible for federal financial assistance, generated by the Metropolitan Planning Organization (MPO), East-West Gateway Council of Governments.

The following pages provide a financial overview Fiscal Year 2022 for Bi-State Development, our enterprises and the support services which together create our plan to improve the quality of life in the St. Louis region by delivering excellent public services and dynamic regional solutions.

In my nearly three years of leading BSD, I could not be more proud of our team members and their unwavering dedication and commitment to the St. Louis regional community.



Taulby A. Roach
President and Chief Executive Officer

Financial Direction

Financial responsibility and stability are of significant importance to Bi-State Development's (BSD) mission of improving people's lives by delivering innovative, regional economic initiatives, and public services through Metro Transit, Gateway Arch and Riverfront, St. Louis Downtown Airport, St. Louis Regional Freightway, and other public-private nonprofit partnerships.

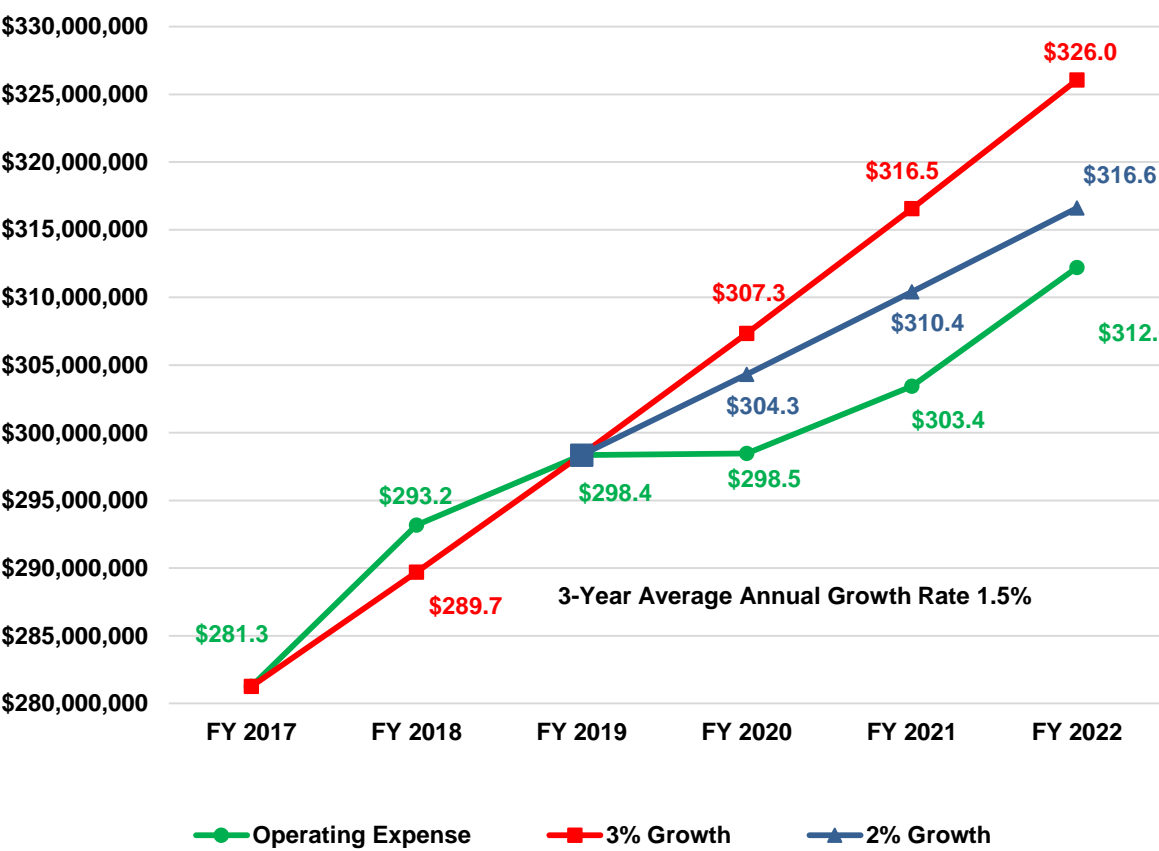
The FY 2022 budget continues a direction of fiscal responsibility. As part of this initiative, BSD is focused on finding efficiencies through process improvement throughout the organization and in an effort to enhance revenues, will aim attention on any new legislation that will enhance sales tax revenue including sales tax from internet sales. BSD has also began working on a project to purchase new fareboxes and ticket vending machines (TVMs). Current fare policies are being reviewed and updated as part of this project. For FY 2022, the current Transit projected revenue is \$337,473,910. This includes approximately \$21 million in passenger revenue, a 45% decrease from the original budgeted revenue for FY2021. In addition, we have included sales tax revenues at FY 2020 levels for both St. Louis County and St. Louis City. St. Clair County contract revenue is based on requested service hours.

Soon after the FY 2021 budget document was completed, both the states of Missouri and Illinois reacted to respond to the risk posed to the health, safety, and the wellbeing of their residents by the outbreak of the COVID-19 pandemic. In response to the pandemic, a FY 2021 COVID budget was created to project the expected impact. We have provided both the FY 2021 original budget and the COVID FY 2021 budget within this document.

The federal government responded to the COVID pandemic quickly and through the Federal Transit Administration (FTA) apportioned BSD \$151,531,678 under the Coronavirus Aid, Relief, and Economic Security Act (the "CARES Act") which helps provide funding to reduce the impact of operating deficits. This apportionment included \$9,132,279 for Madison County Illinois with the remaining allocation to BSD of \$142,399,399. In December of 2020, the Coronavirus Response and Relief Supplemental Appropriation Act of 2021, (the CRRSAA Act of 2021) was signed into law. This apportionment included \$4,111,632 for Madison County Illinois with the remaining allocation to BSD of \$64,199,137. We expect to allocate and expense approximately \$57.5 million of this additional federal funding in FY 2022.

Transit projected operating costs for FY 2022 are \$312,573,821. In FY 2022, the St. Louis County police contract of approximately \$5.2 million is included in the BSD operating expense. These operating expenses have not been included in the BSD operating budget for the last several years and are included within the services line item within the Metro Transit system statement of revenue and expense. The chart on the following page denotes a 3-year average budgeted growth of 1.5% compared to a 2% and 3% growth rate.

Metro Transit System Cost Stabilization



Combining Statement of Revenue and Expense (By Enterprise)

	Metro Transit	Gateway Arch	Riverfront Attractions	St. Louis Downtown Airport	St. Louis Regional Freightway	Executive Services	Health Self-Insurance Fund	Casualty Self-Insurance Fund	Workers Comp Self-Insurance Fund	Arts In Transit	Research Institute	Total	Eliminations	Total After Eliminations
Passenger revenue	\$ 20,970,144	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 20,970,144	\$ -	\$ 20,970,144
Paratransit contract	1,374,672	-	-	-	-	-	-	-	-	-	-	\$ 1,374,672	-	\$ 1,374,672
Other operating revenue	4,422,390	15,561	91,231	138,100	-	-	-	-	-	15,000	-	\$ 4,682,282	(43,843)	\$ 4,638,439
Agency operating revenue	-	-	-	-	-	4,367,370	-	-	-	-	-	\$ 4,367,370	(4,189,492)	\$ 177,878
Arch ticket sales	-	4,043,263	-	-	-	-	-	-	-	-	-	\$ 4,043,263	-	\$ 4,043,263
Service/fee revenue	-	97,232	-	-	-	-	-	-	-	-	-	\$ 97,232	-	\$ 97,232
Sales discounts revenue	-	(60,649)	(34,789)	-	-	-	-	-	-	-	-	\$ (95,438)	-	\$ (95,438)
Not-for-profit (NFP) revenue	-	-	-	-	-	-	-	-	-	94,674	3,823	\$ 98,497	(98,257)	\$ 240
Regional freight fees	-	-	-	-	625,000	-	-	-	-	-	-	\$ 625,000	-	\$ 625,000
Aircraft parking	-	-	-	145,454	-	-	-	-	-	-	-	\$ 145,454	-	\$ 145,454
Leased acreage	-	-	-	684,135	-	-	-	-	-	-	-	\$ 684,135	-	\$ 684,135
Hangar rental	-	-	-	543,884	-	-	-	-	-	-	-	\$ 543,884	-	\$ 543,884
Aviation sale flowage fee	-	-	-	125,020	-	-	-	-	-	-	-	\$ 125,020	-	\$ 125,020
Airport concessions	-	-	-	121,980	-	-	-	-	-	-	-	\$ 121,980	-	\$ 121,980
Cruise revenue	-	-	1,609,513	-	-	-	-	-	-	-	-	\$ 1,609,513	-	\$ 1,609,513
Food and beverage revenue	-	-	737,379	-	-	-	-	-	-	-	-	\$ 737,379	-	\$ 737,379
Retail revenue	-	-	106,689	-	-	-	-	-	-	-	-	\$ 106,689	-	\$ 106,689
Employee health	-	-	-	-	-	-	7,796,050	-	-	-	-	\$ 7,796,050	-	\$ 7,796,050
Employer health	-	-	-	-	-	-	30,026,487	-	-	-	-	\$ 30,026,487	(30,196,487)	\$ (170,000)
ISF-Casualty insurance revenue	-	-	-	-	-	-	-	5,022,756	-	-	-	\$ 5,022,756	(5,022,756)	\$ -
ISF-Workers comp revenue	-	-	-	-	-	-	-	-	6,553,044	-	-	\$ 6,553,044	(6,553,044)	\$ -
Total operating revenues	26,767,206	4,095,407	2,510,023	1,758,573	625,000	4,367,370	37,822,537	5,022,756	6,553,044	109,674	3,823	\$ 89,635,413	(46,103,879)	\$ 43,531,534
Total grants & assistance	297,680,305	-	-	-	-	-	-	-	-	-	-	\$ 297,680,305	-	\$ 297,680,305
Interest revenue	10,906,178	10,000	-	1,000	-	2,500	2,500	10,000	12,000	-	-	\$ 10,944,178	-	\$ 10,944,178
Pass through grant revenue	2,120,222	-	-	-	-	-	-	-	-	-	-	\$ 2,120,222	-	\$ 2,120,222
Total revenues	337,473,911	4,105,407	2,510,023	1,759,573	625,000	4,369,870	37,825,037	5,032,756	6,565,044	109,674	3,823	\$ 400,380,118	(46,103,879)	\$ 354,276,239
Wages and benefits	205,035,777	2,695,031	1,437,226	889,027	202,355	2,485,413	763,260	611,017	261,086	22,464	-	\$ 214,402,656	(24,934)	\$ 214,377,722
Services	47,925,589	1,156,298	328,576	108,604	339,400	1,513,275	259,290	46,000	19,000	72,714	3,738	\$ 51,772,485	(67,706)	\$ 51,704,779
Fuel, materials and supplies	33,215,905	479,378	545,726	99,996	3,500	21,900	23,000	3,100	1,500	6,844	70	\$ 34,400,919	(6,844)	\$ 34,394,075
Casualty and liability costs	10,233,710	99,244	200,039	68,583	-	57,000	-	2,643,000	267,000	-	-	\$ 13,568,576	(2,643,000)	\$ 10,925,576
Utilities	8,395,433	151,035	91,029	177,500	-	2,673	4,140	1,200	500	-	-	\$ 8,823,510	(173)	\$ 8,823,337
Leases, other and admin. charges	7,767,406	1,098,871	141,007	133,110	49,000	289,608	24,945	2,300	603,350	7,652	15	\$ 10,117,265	(4,231,935)	\$ 5,885,330
Health and welfare self-insurance	-	-	-	-	-	-	36,750,401	-	-	-	-	\$ 36,750,401	(30,196,487)	\$ 6,553,914
Casualty self-insurance	-	-	-	-	-	-	-	5,032,756	-	-	-	\$ 5,032,756	(2,379,756)	\$ 2,653,000
Workers comp self-insurance	-	-	-	-	-	-	-	-	6,565,044	-	-	\$ 6,565,044	(6,553,044)	\$ 12,000
Total operating expenses	312,573,821	5,679,857	2,743,604	1,476,820	594,255	4,369,870	37,825,037	8,339,372	7,717,480	109,674	3,823	\$ 381,433,613	(46,103,879)	\$ 335,329,734
Interest expense	21,970,677	273,559	-	-	-	-	-	-	-	-	-	\$ 22,244,236	-	\$ 22,244,236
Contributions to outside entities	1,255,000	1,155,008	-	-	-	-	-	-	-	-	-	\$ 2,410,008	-	\$ 2,410,008
Pass through grant expense	2,120,223	-	-	-	-	-	-	-	-	-	-	\$ 2,120,223	-	\$ 2,120,223
Other non-operating expense	(68,888)	-	-	-	-	-	-	-	-	-	-	\$ (68,888)	-	\$ (68,888)
Total expenses	337,850,833	7,108,424	2,743,604	1,476,820	594,255	4,369,870	37,825,037	8,339,372	7,717,480	109,674	3,823	\$ 408,139,192	(46,103,879)	\$ 362,035,313
Net income (deficit) before depreciation and transfers	(376,922)	(3,003,017)	(233,581)	282,753	30,745	0	0	(3,306,616)	(1,152,436)	0	0	\$ (7,759,074)	-	\$ (7,759,074)
Depreciation and ammortization	77,057,118	485,850	192,005	1,440,099	-	-	-	-	-	-	-	\$ 79,175,072	-	\$ 79,175,072
Net transfers	4,459,052	-	-	-	-	-	-	(3,306,616)	(1,152,436)	-	-	\$ 0	-	\$ 0
Net income (deficit)	\$ (81,893,092)	\$ (3,488,867)	\$ (425,586)	\$ (1,157,346)	\$ 30,745	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ (86,934,147)	\$ -	\$ (86,934,147)

Numbers may not sum due to rounding.

Bi-State Development Combined Statement of Revenue & Expense

	Actual 2020	Budget 2021	Budget 2022	\$ Change	% Change
Operating Revenue:					
Passenger and service revenue	\$ 44,417,760	\$ 58,086,019	\$ 33,500,468	\$ (24,585,551)	
Other	6,104,556	7,119,168	6,736,607	(382,561)	
Charges for services	47,344,894	52,352,303	49,398,337	(2,953,966)	
Total operating revenues	97,867,210	117,557,490	89,635,412	(27,922,078)	-23.8%
State and local	244,116,955	256,380,950	265,014,566	8,633,616	
Federal	39,639,629	21,724,752	32,665,739	10,940,987	
Total Grants & Contractural Revenue	283,756,584	278,105,702	297,680,305	19,574,603	7.0%
Non-Operating Revenue:					
Interest Revenue	10,284,750	12,831,304	10,944,178	(1,887,126)	
Other non-operating revenue	601,278	886,351	2,120,222	1,233,871	
Total Non-Operating Revenue	10,886,028	13,717,655	13,064,400	(653,255)	-4.8%
Total revenues	392,509,822	409,380,847	400,380,117	(9,000,730)	-2.2%
Intercompany revenue eliminations	(43,160,794)	(49,032,086)	(46,103,879)	2,928,207	
Total revenue less eliminations	349,349,028	360,348,761	354,276,238	(6,072,523)	-1.7%
Operating Expense:					
Wages and benefits	204,448,500	220,405,631	214,402,656	(6,002,975)	
Services	38,958,933	43,488,969	51,772,485	8,283,516	
Fuel and lubricants	10,150,101	12,307,679	10,732,256	(1,575,423)	
Parts and supplies	25,575,799	24,423,595	23,668,663	(754,932)	
Casualty and liability costs	6,954,351	10,834,276	13,568,576	2,734,300	
Interfund administrative charges	3,418,587	4,393,442	4,189,492	(203,950)	
Utilities	6,884,614	8,372,869	8,823,510	450,641	
Leases and other expenses	4,931,907	6,516,879	5,927,773	(589,106)	
Health self-insurance claims	35,864,528	37,208,260	36,750,401	(457,859)	
Casualty & Work comp self ins. claims	10,393,718	14,456,820	11,597,800	(2,859,020)	
Total operating expenses	347,581,038	382,408,419	381,433,612	(974,807)	-0.3%
Non-Operating Expense:					
Interest expense	22,790,300	25,883,915	22,244,237	(3,639,678)	
Contributions to outside entities	2,983,785	2,400,008	2,410,008	10,000	
Other non-operating expense	476,878	847,502	2,051,335	1,203,833	
Total Non-Operating Expense	26,250,962	29,131,426	26,705,580	(2,425,845)	-8.3%
Total expenses	373,832,000	411,539,845	408,139,192	(3,400,652)	-0.8%
Intercompany expense eliminations	(43,160,794)	(49,032,086)	(46,103,879)	2,928,207	
Total expense less eliminations:	330,671,206	362,507,759	362,035,313	(472,445)	-0.1%
Net income (deficit) before depreciation and transfers	18,677,822	(2,158,998)	(7,759,075)	(5,600,077)	259.4%
Depreciation	79,520,320	77,832,070	79,175,072	1,343,002	
Net transfers	-	-	-	-	
Net income (deficit)	\$ (60,842,498)	\$ (79,991,068)	\$ (86,934,147)	\$ (6,943,079)	8.7%

Numbers may not sum due to rounding.

**Bi-State Development
Personnel by Division & Function**

	Budget 2021	Budget 2022	Variance FY21-FY22
Metro Transit Operations			
MetroBus Operations	982	888	(94)
Security	73	80	7
MetroLink Operations	142	146	4
Paratransit Operations	247	245	(2)
Vehicle and Facility Maintenance	383	382	(1)
Maintenance of Way	136	144	8
Service Planning	37	37	-
Engineering and New Systems	17	17	-
ADA Services	6	1	(5)
Executive Director of Metro Transit	2	2	-
Total Metro Transit Operations	2,025	1,942	(83)
Administration			
Executive Vice-President for Administration	8	8	-
Procurement Matls Mgmt & Supplier Diversity	56	55	(1)
Finance			
Treasury	6	6	-
Controllers Group	16	16	-
Passenger Revenue	35	34	(1)
Finance Administration	4	4	-
Total Finance	61	60	(1)
Information Technology	32	31	(1)
Total Administration	157	154	(3)
Organizational Effectiveness			
Human Resources	14	15	1
Pension and Retiree Benefits Rollup	1	1	-
Risk Management	6	6	-
Labor Relations	2	3	1
Workforce Diversity and EEO	2	2	-
Executive VP Organizational Effectiveness	2	2	-
Total Organizational Effectiveness	27	29	2
Marketing	19	19	-
Meridian Garage and Real Estate	2	2	-
Total Metro Transit	2,230	2,146	(84)
Executive Services	18	16	(2)
Gateway Arch	18	19	1
St. Louis Downtown Airport	12	10	(2)
Riverfront Attractions	11	9	(2)
St. Louis Regional Freightway	2	2	-
Health Self Insurance SIF	8	8	-
Casualty Self Insurance SIF	7	7	-
Workers Comp Self Insurance SIF	3	3	-
Bi-State Development Research Institute	-	-	-
Arts In Transit (AIT)	-	-	-
Total Bi-State Development	2,309	2,220	(89)

Personnel by Paygroup

	Budget 2021	Budget 2022	Variance FY21-FY22
Bus Operators (FT)	904	811	(93)
Bus Operators (PT)	6	4	(2)
Light Rail Operators	102	102	-
Van Operators	202	200	(2)
Total Operators	1,214	1,117	(97)
788 Clerical	43	42	(1)
788 Service	81	83	2
788 Maint	313	315	2
IBEW	62	62	-
Salaried	596	601	5
Total Bi-State Development	2,309	2,220	(89)

Metro Transit System - Statement of Revenue and Expense

	Actual 2020	COVID Budget 2021	Budget 2022	\$ Change	% Change
Operating Revenue:					
Passenger revenue					
Bus/rail revenue	\$ 29,870,932	\$ 23,048,001	\$ 19,771,424	\$ (3,276,577)	
C-A-R revenue	1,073,468	-	1,198,720	1,198,720	
Total Passenger Revenue	30,944,399	23,048,001	20,970,144	(2,077,857)	-9.0%
TMA revenue	6,544	-	-	-	
Paratransit contracts	1,053,590	1,105,000	1,374,672	269,672	
Other operating revenue	4,630,744	4,879,902	4,422,389	(457,513)	
Total operating revenue	36,635,278	29,032,903	26,767,205	(2,265,698)	-7.8%
Non-Operating Revenue:					
Grant, sales tax and contractual	283,756,584	303,439,786	297,680,305	(5,759,481)	
Investment income	2,033,557	1,400,000	2,111,942	711,942	
Capital lease revenue	7,737,353	8,248,804	8,794,236	545,432	
Other misc non-operational revenue	476,878	847,502	2,120,222	1,272,720	
Total Non-Operating Revenue	294,004,372	313,936,092	310,706,705	(3,229,387)	-1.0%
Total revenues	330,639,650	342,968,995	337,473,910	(5,495,085)	-1.6%
Operating Expense:					
Total Wages and Benefits	196,596,702	210,175,918	205,035,777	(5,140,141)	-2.4%
Services	36,351,710	39,812,268	47,925,589	8,113,321	
Fuel and lubrications	10,101,578	12,214,894	10,638,466	(1,576,428)	
Parts and supplies	24,773,605	23,202,953	22,577,439	(625,514)	
Casualty and liability costs	5,596,001	9,172,008	10,233,710	1,061,702	
Utilities	6,463,317	7,958,502	8,395,433	436,932	
Other operating expenses	3,335,206	11,716,548	3,956,485	(7,760,063)	
Management fees	2,550,700	3,060,305	3,810,921	750,616	
Total operating expenses	285,768,818	317,313,395	312,573,821	(4,739,574)	-1.5%
Non-Operating Expense:					
Capital lease expense	7,737,353	8,248,804	8,794,236	545,433	
Interest expense	14,818,358	17,354,538	13,176,441	(4,178,097)	
Sheltered workshop	1,136,481	1,245,000	1,255,000	10,000	
Other misc non-oper. expense	2,304,952	847,502	2,051,334	1,203,832	
Total Non-Operating Expense	25,997,144	27,695,845	25,277,011	(2,418,833)	-8.7%
Total expenses	311,765,962	345,009,240	337,850,833	(7,158,407)	-2.1%
Net income (deficit) before depreciation and transfers	18,873,687	(2,040,245)	(376,923)	1,663,322	-81.5%
Depreciation	77,181,332	75,870,925	77,057,118	1,186,193	
Net transfers	2,780,409	2,779,378	4,459,051	1,679,673	
Net income (deficit)	\$ (61,088,054)	\$ (80,690,548)	\$ (81,893,092)	\$ (1,202,544)	1.5%

Numbers may not sum due to rounding.

Metro Transit System - Statement of Revenue and Expense

	Actual 2020	Budget 2021	Budget 2022	\$ Change	% Change
Operating Revenue:					
Passenger revenue					
Bus/rail revenue	\$ 29,870,932	\$ 36,786,099	\$ 19,771,424	\$ (17,014,675)	
C-A-R revenue	1,073,468	1,627,236	1,198,720	(428,516)	
Total Passenger Revenue	30,944,399	38,413,335	20,970,144	(17,443,191)	-45.4%
TMA revenue	6,544	-	-	-	
Paratransit contracts	1,053,590	1,105,000	1,374,672	269,672	
Other operating revenue	4,630,744	4,879,902	4,422,389	(457,513)	
Total operating revenue	36,635,278	44,398,237	26,767,205	(17,631,032)	-39.7%
Non-Operating Revenue:					
Grant, sales tax and contractual	283,756,584	278,105,702	297,680,305	19,574,603	
Investment income	2,033,557	3,868,750	2,111,942	(1,756,808)	
Capital lease revenue	7,737,353	8,248,804	8,794,236	545,432	
Other misc non-operational revenue	476,878	847,502	2,120,222	1,272,720	
Total Non-Operating Revenue	294,004,372	291,070,758	310,706,705	19,635,947	6.7%
Total revenues	330,639,650	335,468,995	337,473,910	2,004,915	0.6%
Operating Expense:					
Total Wages and Benefits	196,596,702	210,175,918	205,035,777	(5,140,141)	-2.4%
Services	36,351,710	39,812,268	47,925,589	8,113,321	
Fuel and lubrications	10,101,578	12,214,894	10,638,466	(1,576,428)	
Parts and supplies	24,773,605	23,202,953	22,577,439	(625,514)	
Casualty and liability costs	5,596,001	9,172,008	10,233,710	1,061,702	
Utilities	6,463,317	7,958,502	8,395,433	436,931	
Other operating expenses	3,335,206	4,216,548	3,956,485	(260,063)	
Management fees	2,550,700	3,060,305	3,810,921	750,616	
Total operating expenses	285,768,818	309,813,395	312,573,821	2,760,426	0.9%
Non-Operating Expense:					
Capital lease expense	7,737,353	8,248,804	8,794,236	545,432	
Interest expense	14,818,358	17,354,538	13,176,441	(4,178,097)	
Sheltered workshop	1,136,481	1,245,000	1,255,000	10,000	
Other misc non-oper. expense	2,304,952	847,502	2,051,334	1,203,832	
Total Non-Operating Expense	25,997,144	27,695,845	25,277,012	(2,418,833)	-8.7%
Total expenses	311,765,962	337,509,240	337,850,833	341,593	0.1%
Net income (deficit) before depreciation and transfers	18,873,687	(2,040,245)	(376,923)	1,663,322	-81.5%
Depreciation	77,181,332	75,870,925	77,057,118	1,186,193	
Net transfers	2,780,409	2,779,378	4,459,052	1,679,674	
Net income (deficit)	\$ (61,088,054)	\$ (80,690,548)	\$ (81,893,094)	\$ (1,202,545)	1.5%

Numbers may not sum due to rounding.

Metro Transit System - Detail of Grants, Sales Tax & Contractual Revenue

	Actual 2020	COVID Budget 2021	Budget 2022	\$ Change	% Change
Missouri:					
City of St. Louis 1/2 cent sales tax	\$ 19,372,945	\$ 16,236,298	\$ 20,295,372	\$ 4,059,074	
City of St. Louis 1/4 cent sales tax	8,876,106	7,417,035	9,039,245	1,622,210	
City of St. Louis Prop M2 sales tax	7,050,296	5,952,321	7,440,401	1,488,080	
Total City of St. Louis	35,299,347	29,605,654	36,775,018	7,169,364	24.2%
St Louis County 1/2 cent sales tax	36,649,962	29,648,510	41,462,010	11,813,500	
St Louis County 1/4 cent sales tax	30,782,074	29,334,831	35,115,589	5,780,758	
St Louis County Prop A sales tax	82,993,581	64,760,053	85,827,067	21,067,014	
Total St. Louis County	150,425,617	123,743,394	162,404,666	38,661,272	31.2%
Missouri:					
Other Local Match - MO	2,502,681	782,550	790,218	7,668	
Planning and demo reimbursement	169,764	160,000	160,000	-	
Total Other Local MO	2,672,445	942,550	950,218	7,668	0.8%
General Operating & Special MODOT	736,284	783,750	791,588	7,838	
Total State Of Missouri	736,284	783,750	791,588	7,838	1.0%
Total Missouri local & state:	189,133,693	155,075,348	200,921,490	45,846,142	29.6%
Illinois:					
St Clair County	54,904,574	50,289,832	63,985,965	13,696,133	
Other Local Match - IL	78,687	106,050	107,111	1,061	
Total Illinois local & state	54,983,262	50,395,882	64,093,076	13,697,194	27.2%
Total local & state	244,116,955	205,471,230	265,014,566	59,543,336	29.0%
Federal:					
Vehicle Maintenance	16,000,000	16,000,000	16,000,000	-	
Non-capitalized projects	3,039,787	5,724,752	5,014,800	(709,952)	
Other Federal Funding	20,599,842	76,243,804	11,650,939	(64,592,865)	
Total Federal:	39,639,629	97,968,556	32,665,739	(65,302,817)	-66.7%
Total grants, sales tax & contractual revenue	\$ 283,756,584	\$ 303,439,786	\$ 297,680,305	\$ (5,759,481)	-1.9%

Numbers may not sum due to rounding.

Metro Transit System - Detail of Grants, Sales Tax & Contractual Revenue

	Actual 2020	Budget 2021	Budget 2022	\$ Change	% Change
Missouri:					
City of St. Louis 1/2 cent sales tax	\$ 19,372,945	\$ 20,295,372	\$ 20,295,372	\$ -	
City of St. Louis 1/4 cent sales tax	8,876,106	9,271,294	9,039,245	(232,049)	
City of St. Louis Prop M2 sales tax	7,050,296	7,440,401	7,440,401	-	
Total City of St. Louis	35,299,347	37,007,067	36,775,018	(232,049)	-0.6%
St Louis County 1/2 cent sales tax	36,649,962	37,060,638	41,462,010	4,401,372	
St Louis County 1/4 cent sales tax	30,782,074	36,668,539	35,115,589	(1,552,950)	
St Louis County Prop A sales tax	82,993,581	80,950,066	85,827,067	4,877,001	
Total St. Louis County	150,425,617	154,679,243	162,404,666	7,725,423	5.0%
Missouri:					
Other Local Match - MO	2,502,681	782,550	790,218	7,668	
Planning and demo reimbursement	169,764	160,000	160,000	-	
Total Other Local MO	2,672,445	942,550	950,218	7,668	0.8%
General Operating & Special MODOT	736,284	783,750	791,588	7,838	
Total State Of Missouri	736,284	783,750	791,588	7,838	1.0%
Total Missouri local & state:	189,133,693	193,412,610	200,921,490	7,508,880	3.9%
Illinois:					
St Clair County	54,904,574	62,862,290	63,985,965	1,123,675	
Other Local Match - IL	78,687	106,050	107,111	1,061	
Total Illinois local & state	54,983,262	62,968,340	64,093,076	1,124,736	1.8%
Total local & state	244,116,955	256,380,950	265,014,566	8,633,616	3.4%
Federal:					
Vehicle Maintenance	16,000,000	16,000,000	16,000,000	-	
Non-capitalized projects	3,039,787	5,724,752	5,014,800	(709,952)	
Other Federal Funding	20,599,842	-	11,650,939	11,650,939	
Total Federal:	39,639,629	21,724,752	32,665,739	10,940,987	50.4%
Total grants, sales tax & contractual revenue	\$ 283,756,584	\$ 278,105,702	\$ 297,680,305	\$ 19,574,603	7.0%

Numbers may not sum due to rounding.

The following section displays operating costs for the departments that reside within Metro Transit. The departments that encompass transit operations include Bus Transportation, Rail Transportation, Paratransit Transportation, Vehicle Maintenance, Facility Maintenance, Maintenance of Way, Planning & System Development, ADA Services, Engineering & New Systems, and are led by the Executive Director of Metro Transit within Transit Administration. The Executive Vice President of Administration manages Procurement & Inventory Management, Information Technology, Workforce Diversity & EEO, and the Administration office. The Executive Vice President of Organizational Effectiveness leads the Human Resource department, Pension & Retiree Benefits, Risk Management, Labor Relations, and the Office of Organizational Effectiveness. Security is led by the General Manager of Field Security and the General Manager of Safety, Security and Emergency Preparedness. Finance, Real Estate, Marketing and Communications are also within Transit.

Transit Operations - Operating Expense by Department/Function

Numbers may not sum due to rounding.

	Actual 2020	Budget 2021	Budget 2022	Bdgt vs Bdgt \$ Change	Bdgt vs Bdgt % Change
Bus Transportation					
Wages & benefits without OPEB	\$ 78,220,038	\$ 84,623,759	\$ 77,840,224	\$ (6,783,535)	-8.0%
Other post-employment benefits	617,242	1,156,836	819,780	(337,056)	-29.1%
Services	218,109	300,000	411,139	111,139	37.0%
Parts and supplies	111,705	221,892	258,612	36,720	16.5%
Casualty and liability costs	-	-	-	-	0.0%
Utilities	37,382	53,113	52,433	(680)	-1.3%
Leases and other expense	75,520	161,179	167,348	6,169	3.8%
Operating expense	79,279,995	86,516,779	79,549,537	(6,967,242)	-8.1%
Rail Transportation					
Wages & benefits without OPEB	13,392,459	13,284,126	13,613,099	328,973	2.5%
Other post-employment benefits	117,572	201,822	143,019	(58,803)	-29.1%
Services	-	-	220	220	0.0%
Parts and supplies	11,407	26,659	29,160	2,501	9.4%
Casualty and liability costs	-	-	-	-	0.0%
Utilities	10,416	20,040	27,997	7,957	39.7%
Leases and other expense	29,363	50,440	53,277	2,837	5.6%
Operating expense	\$ 13,561,218	\$ 13,583,087	\$ 13,866,772	\$ 283,685	2.1%

Transit Operations - Operating Expense by Department/Function

Numbers may not sum due to rounding.

	Actual 2020	Budget 2021	Budget 2022	Bdgt vs Bdgt \$ Change	Bdgt vs Bdgt % Change
Paratransit Transportation					
Wages & benefits without OPEB	\$ 12,799,169	\$ 15,051,844	\$ 14,522,102	\$ (529,742)	-3.5%
Other post-employment benefits	21,784	54,756	38,802	(15,954)	-29.1%
Services	758,023	220,000	240,000	20,000	9.1%
Parts and supplies	18,853	27,278	27,782	504	1.8%
Casualty and liability costs	-	-	-	-	0.0%
Utilities	17,004	19,200	19,200	0	0.0%
Leases and other expense	21,654	52,595	52,595	0	0.0%
Operating expense	13,636,488	15,425,673	14,900,482	(525,191)	-3.4%
Vehicle Maintenance					
Wages & benefits without OPEB	32,475,505	33,804,925	33,706,291	(98,634)	-0.3%
Other post-employment benefits	263,996	489,324	346,754	(142,570)	-29.1%
Services	2,941,523	3,773,324	4,102,846	329,522	8.7%
Fuel and lubrications	9,194,146	12,176,313	10,025,292	(2,151,021)	-17.7%
Parts and supplies	17,571,625	17,312,925	15,977,728	(1,335,197)	-7.7%
Casualty and liability costs	(1,668,054)	-	-	-	0.0%
Utilities	206,877	155,583	145,302	(10,281)	-6.6%
Leases and other expense	123,004	229,141	171,311	(57,830)	-25.2%
Operating expense	61,108,622	67,941,536	64,475,524	(3,466,012)	-5.1%
Facility Maintenance					
Wages & benefits without OPEB	4,999,080	4,662,331	6,313,545	1,651,214	35.4%
Other post-employment benefits	40,980	69,292	49,103	(20,189)	-29.1%
Services	2,987,451	2,808,256	3,247,300	439,044	15.6%
Fuel and lubrications	1,025	1,500	3,250	1,750	116.7%
Parts and supplies	1,398,612	1,449,495	1,578,697	129,202	8.9%
Casualty and liability costs	-	-	-	-	0.0%
Utilities	1,575,608	2,189,957	2,593,100	403,143	18.4%
Leases and other expense	64,338	32,167	51,650	19,483	60.6%
Operating expense	11,067,095	11,212,997	13,836,645	2,623,648	23.4%
Maintenance of Way					
Wages & benefits without OPEB	12,602,645	13,204,877	14,946,612	1,741,735	13.2%
Other post-employment benefits	113,594	212,257	150,414	(61,843)	-29.1%
Services	6,044,753	7,032,106	7,318,782	286,676	4.1%
Fuel and lubrications	40	-	-	-	0.0%
Parts and supplies	1,976,156	1,567,475	1,858,426	290,951	18.6%
Casualty and liability costs	-	-	-	-	0.0%
Utilities	4,105,531	4,945,372	5,010,638	65,266	1.3%
Leases and other expense	37,498	25,761	29,946	4,185	16.2%
Operating expense	\$ 24,880,216	\$ 26,987,848	\$ 29,314,818	\$ 2,326,970	8.6%

Transit Operations - Operating Expense by Department/Function

Numbers may not sum due to rounding.

	Actual 2020	Budget 2021	Budget 2022	Bdgt vs Bdgt \$ Change	Bdgt vs Bdgt % Change
Security					
Wages & benefits without OPEB	\$ 5,576,693	\$ 5,627,999	\$ 6,281,040	\$ 653,041	11.6%
Other post-employment benefits	33,790	76,086	65,121	(10,965)	-14.4%
Services	10,945,180	8,314,973	14,745,527	6,430,554	77.3%
Parts and supplies	1,036,249	59,455	260,055	200,600	337.4%
Casualty and liability costs	-	-	-	-	0.0%
Utilities	60,498	24,175	56,075	31,900	132.0%
Leases and other expense	270,091	68,750	159,496	90,746	132.0%
Operating expense	17,922,501	14,171,438	21,567,313	7,395,875	52.2%
Planning & System Development					
Wages & benefits without OPEB	2,812,993	3,053,317	3,096,770	43,453	1.4%
Other post-employment benefits	28,427	48,892	34,647	(14,245)	-29.1%
Services	213,114	1,557,807	1,894,867	337,060	21.6%
Parts and supplies	343,365	311,752	352,853	41,101	13.2%
Casualty and liability costs	-	-	-	-	0.0%
Utilities	3,213	6,066	6,066	-	0.0%
Leases and other expense	29,292	30,792	30,105	(687)	-2.2%
Operating expense	3,430,403	5,008,626	5,415,308	406,682	8.1%
ADA Services					
Wages & benefits without OPEB	463,190	585,896	164,140	(421,756)	-72.0%
Other post-employment benefits	2,131	10,197	7,226	(2,971)	-29.1%
Services	65,783	28,996	716,410	687,414	2370.7%
Parts and supplies	5,233	12,600	7,200	(5,400)	-42.9%
Casualty and liability costs	-	-	-	-	0.0%
Utilities	12,399	20,337	4,104	(16,233)	-79.8%
Leases and other expense	130,217	168,156	43,279	(124,877)	-74.3%
Operating expense	678,953	826,182	942,359	116,177	14.1%
Safety					
Wages & benefits without OPEB	-	657,530	2,404,385	1,746,855	265.7%
Other post-employment benefits	-	10,917	-	(10,917)	-100.0%
Services	-	331,000	500	(330,500)	-99.8%
Parts and supplies	-	183,600	-	(183,600)	-100.0%
Casualty and liability costs	-	-	-	-	0.0%
Utilities	-	30,660	-	(30,660)	-100.0%
Leases and other expense	-	65,360	-	(65,360)	-100.0%
Operating expense	\$ -	\$ 1,279,067	\$ 2,404,885	\$ 1,125,818	88.0%

Transit Operations - Operating Expense by Department/Function

Numbers may not sum due to rounding.

	Actual 2020	Budget 2021	Budget 2022	Bdgt vs Bdgt \$ Change	Bdgt vs Bdgt % Change
Emergency Preparedness					
Wages & benefits without OPEB	\$ -	\$ 103,668	\$ -	\$ (103,668)	-100.0%
Other post-employment benefits	-	2,065	-	(2,065)	-100.0%
Services	-	-	-	-	0.0%
Parts and supplies	-	27,000	-	(27,000)	-100.0%
Casualty and liability costs	-	-	-	-	0.0%
Utilities	-	700	-	(700)	-100.0%
Leases and other expense	-	6,000	-	(6,000)	-100.0%
Operating expense	-	139,433	-	(139,433)	-100.0%
Engineering & New Systems					
Wages & benefits without OPEB	1,332,193	1,484,613	1,589,712	105,099	7.1%
Other post-employment benefits	14,475	34,911	24,739	(10,172)	-29.1%
Services	1,115,763	4,360,200	4,759,000	398,800	9.1%
Parts and supplies	512,952	37,000	39,700	2,700	7.3%
Casualty and liability costs	-	-	-	-	0.0%
Utilities	4,526	7,000	4,526	(2,474)	-35.3%
Leases and other expense	83,406	111,600	101,812	(9,788)	-8.8%
Operating expense	3,063,316	6,035,324	6,519,489	484,165	8.0%
Operations Administration					
Wages & benefits without OPEB	355,449	347,856	319,774	(28,082)	-8.1%
Other post-employment benefits	2,785	6,535	4,631	(1,904)	-29.1%
Services	755,767	693,600	550,000	(143,600)	-20.7%
Parts and supplies	87,364	12,200	41,000	28,800	236.1%
Casualty and liability costs	-	-	-	-	0.0%
Utilities	423	800	800	-	0.0%
Leases and other expense	52,694	23,100	16,885	(6,215)	-26.9%
Operating expense	1,254,482	1,084,091	933,090	(151,001)	-13.9%
Transit Operations Total					
Wages & benefits without OPEB	165,029,414	176,492,741	174,797,694	(1,695,047)	-1.0%
Other post-employment benefits	1,256,776	2,373,890	1,684,236	(689,653)	-29.1%
Services	26,045,466	29,420,262	37,986,591	8,566,329	29.1%
Fuel and lubrications	9,195,211	12,177,813	10,028,542	(2,149,271)	99.0%
Parts and supplies	23,073,521	21,249,331	20,431,213	(818,119)	-3.9%
Casualty and liability costs	(1,668,054)	-	-	-	0.0%
Utilities	6,033,877	7,473,003	7,920,241	447,239	6.0%
Leases and other expense	917,077	1,025,040	877,702	(147,338)	-14.4%
Total Transit Operations	\$ 229,883,288	\$ 250,212,080	\$ 253,726,220	\$ 3,514,139	1.4%

EVP - Administration - Operating Expense by Department/Function

Numbers may not sum due to rounding.

	Actual 2020	Budget 2021	Budget 2022	Bdgt vs Bdgt \$ Change	Bdgt vs Bdgt % Change
Procurement & Inventory Management					
Wages & benefits without OPEB	\$ 4,570,784	\$ 5,010,632	\$ 5,160,517	\$ 149,885	3.0%
Other post-employment benefits	38,759	76,694	54,348	(22,346)	-29.1%
Services	36,846	43,750	83,401	39,651	90.6%
Parts and supplies	174,798	292,907	290,666	(2,241)	-0.8%
Casualty and liability costs	-	-	-	-	0.0%
Utilities	889	2,943	2,943	-	0.0%
Leases and other expense	55,815	42,046	39,911	(2,135)	-5.1%
Operating expense	4,877,892	5,468,972	5,631,786	162,814	3.0%
Finance					
Wages & benefits without OPEB	10,436,365	7,984,444	5,782,352	(2,202,092)	-27.6%
Other post-employment benefits	686,640	1,441,357	64,739	(1,376,618)	-95.5%
Services	2,585,119	1,712,081	1,573,592	(138,489)	-8.1%
Fuel and lubrications	906,130	37,081	609,925	572,844	1544.8%
Parts and supplies	744,530	965,940	885,813	(80,127)	-8.3%
Casualty and liability costs	1,107,512	53,828	-	(53,828)	-100.0%
Utilities	3,029	5,772	5,772	-	0.0%
Leases and other expense	2,744,484	3,384,602	3,992,364	607,762	18.0%
Operating expense	19,213,810	15,585,105	12,914,557	(2,670,548)	-17.1%
Information Technology					
Wages & benefits without OPEB	3,732,464	4,279,829	4,060,400	(219,429)	-5.1%
Other post-employment benefits	37,242	78,346	55,519	(22,827)	-29.1%
Services	4,590,341	5,364,491	5,526,588	162,097	3.0%
Parts and supplies	468,094	386,156	87,600	(298,556)	-77.3%
Casualty and liability costs	-	-	-	-	0.0%
Utilities	327,582	349,240	349,143	(97)	0.0%
Leases and other expense	54,572	109,395	98,374	(11,021)	-10.1%
Operating expense	9,210,295	10,567,456	10,177,623	(389,833)	-3.7%
Executive VP Administration					
Wages & benefits without OPEB	342,007	334,576	725,175	390,599	116.7%
Other post-employment benefits	3,161	6,234	4,418	(1,816)	-29.1%
Services	79,096	10,000	44,000	34,000	340.0%
Parts and supplies	139,049	10,200	393,848	383,648	3761.3%
Casualty and liability costs	-	-	-	-	0.0%
Utilities	357	480	1,000	520	108.3%
Leases and other expense	17,257	25,000	28,197	3,197	12.8%
Operating expense	580,927	386,490	1,196,638	810,148	209.6%

EVP - Administration - Operating Expense by Department/Function

Numbers may not sum due to rounding.

	Actual 2020	Budget 2021	Budget 2022	Bdgt vs Bdgt \$ Change	Bdgt vs Bdgt % Change
Other post-employment benefits	19,081,621	17,609,480	15,728,444	(1,881,036)	-10.7%
Other post-employment benefits	765,803	1,602,630	179,024	(1,423,606)	-88.8%
Services	7,291,402	7,130,321	7,227,581	97,260	1.4%
Fuel & Lubrications	906,130	37,081	609,925	572,844	1544.8%
Parts and supplies	1,526,472	1,655,204	1,657,927	2,723	0.2%
Casualty and liability costs	1,107,512	53,828	-	(53,828)	-100.0%
Utilities	331,857	358,435	358,858	423	0.1%
Leases and other expense	2,872,129	3,561,043	4,158,846	597,803	16.8%
Total EVP-Admininistration	\$ 33,882,923	\$ 32,008,023	\$ 29,920,604	\$ (2,087,419)	-6.5%

Marketing & Communications - Operating Expense by Department/Function

Numbers may not sum due to rounding.

	Actual 2020	Budget 2021	Budget 2022	Bdgt vs Bdgt \$ Change	Bdgt vs Bdgt % Change
Arts in Transit					
Wages & benefits without OPEB	\$ 41,343	\$ 22,432	\$ 22,467	\$ 35	0.2%
Other post-employment benefits	1	-	-	-	0.0%
Services	20,485	42,280	63,726	21,446	50.7%
Parts and supplies	448	20,900	6,844	(14,056)	-67.3%
Casualty and liability costs	-	-	-	-	0.0%
Utilities	-	-	-	-	0.0%
Leases and other expense	277	1,350	1,400	50	3.7%
Operating expense	62,554	86,962	94,437	7,475	8.6%
Gateway Card Center					
Wages & benefits without OPEB	368,108	349,754	379,411	29,657	8.5%
Other post-employment benefits	3,181	5,933	4,204	(1,729)	-29.1%
Services	-	-	2,000	2,000	0.0%
Parts and supplies	-	500	600	100	20.0%
Casualty and liability costs	-	-	-	-	0.0%
Utilities	2,409	3,000	600	(2,400)	-80.0%
Leases and other expense	4,527	20,940	37,562	16,622	79.4%
Operating expense	378,225	380,127	424,377	44,250	11.6%
Marketing Management					
Wages & benefits without OPEB	1,510,955	1,499,557	1,659,032	159,475	10.6%
Other post-employment benefits	11,939	27,965	19,817	(8,148)	-29.1%
Services	943,142	901,334	929,517	28,183	3.1%
Parts and supplies	128,254	195,541	196,338	797	0.4%
Casualty and liability costs	-	-	-	-	0.0%
Utilities	5,239	8,400	9,000	600	7.1%
Leases and other expense	303,470	590,005	559,799	(30,206)	-5.1%
Operating expense	2,903,000	3,222,802	3,373,504	150,702	4.7%

Marketing & Communications - Operating Expense by Department/Function

Numbers may not sum due to rounding.

	Actual 2020	Budget 2021	Budget 2022	Bdgt vs Bdgt \$ Change	Bdgt vs Bdgt % Change
Wages & benefits without OPEB	1,920,406	1,871,743	2,060,910	189,167	10.1%
Other post employment benefits	15,121	33,898	24,021	(9,877)	-29.1%
Services	963,627	943,614	995,243	51,629	5.5%
Fuel and lubrications	-	-	-	-	0.0%
Parts and supplies	128,702	216,941	203,782	(13,159)	-6.1%
Casualty and liability costs	-	-	-	-	0.0%
Utilities	7,648	11,400	9,600	(1,800)	-15.8%
Leases and other expense	308,274	612,295	598,761	(13,534)	-2.2%
Total Marketing & Communications	\$ 3,343,779	\$ 3,689,891	\$ 3,892,318	\$ 202,427	5.5%

EVP - Organizational Effectiveness - Operating Expense by Department/Function

Numbers may not sum due to rounding.

	Actual 2020	Budget 2021	Budget 2022	Bdgt vs Bdgt \$ Change	Bdgt vs Bdgt % Change
Human Resources					
Wages & benefits without OPEB	\$ 1,111,904	\$ 1,444,834	\$ 1,509,309	\$ 64,475	4.5%
Other post-employment benefits	10,085	23,820	16,880	(6,940)	-29.1%
Services	808,247	406,220	445,396	39,176	9.6%
Parts and supplies	24,355	49,800	49,800	-	0.0%
Casualty and liability costs	-	-	-	-	0.0%
Utilities	1,802	3,000	6,000	3,000	100.0%
Leases and other expense	39,534	224,280	270,900	46,620	20.8%
Operating expense	1,995,928	2,151,954	2,298,284	146,330	6.8%
Pension & Retiree Benefits					
Wages & benefits without OPEB	5,910,931	6,995,055	7,660,786	665,731	9.5%
Other post-employment benefits	2,047	2,704	1,916	(788)	-29.1%
Services	170,505	219,065	144,484	(74,581)	-34.0%
Parts and supplies	696	300	300	0	0.1%
Casualty and liability costs	12,896	-	-	-	0.0%
Utilities	362	-	288	288	0.0%
Leases and other expense	3,067	11,880	10,600	(1,280)	-10.8%
Operating expense	6,100,504	7,229,003	7,818,374	589,371	8.2%
Risk Management					
Wages & benefits without OPEB	550,784	781,612	411,803	(369,809)	-47.3%
Other post-employment benefits	4,739	12,151	6,607	(5,544)	-45.6%
Services	159,710	687,500	82,500	(605,000)	-88.0%
Parts and supplies	5,673	4,550	6,850	2,300	50.5%
Casualty and liability costs	6,117,213	9,077,090	10,172,600	1,095,510	12.1%
Utilities	467	1,000	500	(500)	-50.0%
Leases and other expense	3,310	14,300	6,100	(8,200)	-57.3%
Operating expense	6,841,896	10,578,203	10,686,960	108,757	1.0%
Labor Relations					
Wages & benefits without OPEB	234,304	283,674	379,132	95,458	33.7%
Other post-employment benefits	1,922	5,177	3,669	(1,508)	-29.1%
Services	526,833	545,180	542,314	(2,866)	-0.5%
Parts and supplies	2,811	4,490	2,852	(1,638)	-36.5%
Casualty and liability costs	-	-	-	-	0.0%
Utilities	1,266	2,100	2,100	-	0.0%
Leases and other expense	1,789	4,220	7,354	3,134	74.3%
Operating expense	\$ 768,924	\$ 844,841	\$ 937,421	\$ 92,580	11.0%

EVP - Organizational Effectiveness - Operating Expense by Department/Function

Numbers may not sum due to rounding.

	Actual 2020	Budget 2021	Budget 2022	Bdgt vs Bdgt \$ Change	Bdgt vs Bdgt % Change
Workforce Diversity & EEO					
Wages & benefits without OPEB	\$ 241,724	\$ 250,436	\$ 248,651	\$ (1,785)	-0.7%
Other post-employment benefits	2,041	4,247	3,009	(1,238)	-29.1%
Services	57,726	25,750	35,000	9,250	35.9%
Parts and supplies	10,355	11,060	14,239	3,179	28.7%
Casualty and liability costs	-	-	-	-	0.0%
Utilities	1,269	1,650	1,650	0	0.0%
Leases and other expense	19,414	32,604	41,750	9,146	28.1%
Operating expense	332,528	325,747	344,300	18,553	5.7%
Executive VP Organizational Effectiveness					
Wages & benefits without OPEB	78,153	130,568	78,019	(52,549)	-40.2%
Other post-employment benefits	(45)	2,018	1,430	(588)	-29.1%
Services	-	30,000	50,004	20,004	66.7%
Parts and supplies	175	1,000	1,200	200	20.0%
Casualty and liability costs	-	-	-	-	0.0%
Utilities	-	-	-	-	0.0%
Leases and other expense	5,060	18,360	30,000	11,640	63.4%
Operating expense	83,344	181,946	160,653	(21,293)	-11.7%
Executive Vice President - Totals					
Wages & benefits without OPEB	8,127,800	9,886,179	10,287,700	401,521	4.1%
Other post employment benefits	20,789	50,117	33,511	(16,606)	-33.1%
Services	1,723,021	1,913,715	1,299,698	(614,017)	-32.1%
Parts and supplies	44,065	71,200	75,241	4,041	5.7%
Casualty and liability costs	6,130,109	9,077,090	10,172,600	1,095,510	12.1%
Utilities	5,166	7,750	10,538	2,788	36.0%
Leases and other expense	72,174	305,644	366,704	61,060	20.0%
Total EVP-Organizational Effectiveness	\$ 16,123,124	\$ 21,311,694	\$ 22,245,992	\$ 934,298	4.4%

Real Estate & Meridian - Operating Expense

Numbers may not sum due to rounding.

	Actual 2020	Budget 2021	Budget 2022	Bdgt vs Bdgt \$ Change	Bdgt vs Bdgt % Change
Real Estate & Meridian					
Wages & benefits without OPEB	\$ 272,059	\$ 250,746	\$ 237,052	\$ (13,694)	-5.5%
Other post-employment benefits	2,433	4,493	3,184	(1,309)	-29.1%
Services	403,194	404,356	416,477	12,121	3.0%
Parts and supplies	843	10,277	209,277	199,000	1936.4%
Casualty and liability costs	26,434	41,090	61,110	20,020	48.7%
Utilities	117,630	107,915	96,196	(11,719)	-10.9%
Leases and other expense	1,716,252	1,772,829	1,765,392	(7,437)	-0.4%
Total operating expense	\$ 2,538,845	\$ 2,591,706	\$ 2,788,688	\$ 196,982	7.6%

Gateway Arch
Statement of Revenue and Expense
FY 2020 - FY 2022

	Actual 2020	COVID Budget 2021	Budget 2022	\$ Change	% Change
Operating Revenue:					
Arch ticket sales	\$ 5,924,599	\$ 6,785,907	\$ 4,043,263	\$ (2,742,644)	
Sales discounts revenue	(28,703)	(143,725)	(60,649)	83,076	
Service/fee revenue	189,109	194,464	97,232	(97,232)	
Other operating revenue	36,483	41,063	15,561	(25,502)	
Total operating revenues	6,121,488	6,877,709	4,095,407	(2,782,302)	-40.5%
Non-Operating Revenue:					
Interest revenue	246,964	157,500	10,000	(147,500)	
Total revenues	6,368,452	7,035,209	4,105,407	(2,929,802)	-41.6%
Operating Expense:					
Wages and benefits	1,894,859	2,948,628	2,695,031	(253,597)	
Services	901,461	1,255,201	1,156,298	(98,903)	
Fuel, materials and supplies	274,449	461,986	479,378	17,392	
Casualty and liability costs	71,708	85,997	99,244	13,247	
Utilities	117,075	143,401	151,035	7,634	
Leases, other and admin. charges	1,191,085	2,132,068	1,098,871	(1,033,197)	
Total operating expenses	4,450,637	7,027,281	5,679,857	(1,347,424)	-19.2%
Non-Operating Expense:					
Interest expense	286,757	280,573	273,559	(7,014)	
Contributions to outside entities	1,846,535	1,155,008	1,155,008	-	
Total expenses	6,583,930	8,462,862	7,108,424	(1,354,438)	-16.0%
Net income (deficit) before depreciation and transfers	(215,478)	(1,427,653)	(3,003,017)	(1,575,364)	110.3%
Depreciation and amortization	728,542	500,007	485,850	(14,157)	
Net transfers	5,211	-	-	-	
Net income (deficit)	\$ (949,231)	\$ (1,927,660)	\$ (3,488,867)	\$ (1,561,207)	81.0%

Numbers may not sum due to rounding.

Gateway Arch
Statement of Revenue and Expense
FY 2020 - FY 2022

	Actual 2020	Budget 2021	Budget 2022	\$ Change	% Change
Operating Revenue:					
Arch ticket sales	\$ 5,924,599	\$ 9,581,732	\$ 4,043,263	\$ (5,538,469)	
Sales discounts revenue	(28,703)	(143,725)	(60,649)	83,076	
Service/fee revenue	189,109	277,806	97,232	(180,574)	
Other operating revenue	36,483	41,063	15,561	(25,502)	
Total operating revenues	6,121,488	9,756,876	4,095,407	(5,661,469)	-58.0%
Non-Operating Revenue:					
Interest revenue	246,964	157,500	10,000	(147,500)	
Total revenues	6,368,452	9,914,376	4,105,407	(5,808,969)	-58.6%
Operating Expense:					
Wages and benefits	1,894,859	2,948,628	2,695,031	(253,597)	
Services	901,461	1,255,201	1,156,298	(98,903)	
Fuel, materials and supplies	274,449	461,986	479,378	17,392	
Casualty and liability costs	71,708	85,997	99,244	13,247	
Utilities	117,075	143,401	151,035	7,634	
Leases, other and admin. charges	1,191,085	2,132,068	1,098,871	(1,033,197)	
Total operating expenses	4,450,637	7,027,281	5,679,857	(1,347,424)	-19.2%
Non-Operating Expense:					
Interest expense	286,757	280,573	273,559	(7,014)	
Contributions to outside entities	1,846,535	1,155,008	1,155,008	-	
Total expenses	6,583,930	8,462,862	7,108,424	(1,354,438)	-16.0%
Net income (deficit) before depreciation and transfers	(215,478)	1,451,514	(3,003,017)	(4,454,531)	-306.9%
Depreciation and amortization	728,542	500,007	485,850	(14,157)	
Net transfers	5,211	-	-	-	
Net income (deficit)	\$ (949,231)	\$ 951,507	\$ (3,488,867)	\$ (4,440,374)	-466.7%

Numbers may not sum due to rounding.

Riverfront Attractions
Statement of Revenue & Expense
FY 2020 - FY 2022

	Actual 2020	COVID Budget 2021	Budget 2022	\$ Change	% Change
Operating Revenue:					
Cruise revenue	\$ 1,342,021	\$ 1,630,031	\$ 1,609,513	\$ (20,518)	
Food and beverage revenue	487,132	739,448	737,379	\$ (2,069)	
Retail revenue	67,060	91,685	106,689	\$ 15,004	
Sales discounts revenue	(15,633)	(22,460)	(34,789)	\$ (12,329)	
Other operating revenue	35,305	85,416	91,231	\$ 5,815	
Total operating revenues	1,915,885	2,524,119	2,510,023	(14,096)	-0.6%
Non-Operating Revenue:					
Total revenues	1,915,885	2,524,119	2,510,023	(14,096)	-0.6%
Operating Expense:					
Wages and benefits	1,249,318	1,318,274	1,437,226	118,952	
Services	286,672	254,498	328,576	74,078	
Fuel, materials and supplies	406,445	510,014	545,726	35,712	
Casualty and liability costs	148,807	153,617	200,039	46,422	
Utilities	80,816	79,929	91,029	11,101	
Leases, other and admin. charges	253,632	329,951	141,007	(188,944)	
Total operating expenses	2,425,690	2,646,282	2,743,604	97,322	3.7%
Non-Operating Expense:					
Total expenses	2,425,690	2,646,282	2,743,604	97,322	3.7%
Net income (deficit) before depreciation and transfers	(509,805)	(122,163)	(233,581)	(111,418)	91.2%
Depreciation and amortization	230,350	230,578	192,005	(38,573)	
Net income (deficit)	\$ (740,155)	\$ (352,741)	\$ (425,586)	\$ (72,845)	20.7%

Numbers may not sum due to rounding.

Riverfront Attractions
Statement of Revenue & Expense
FY 2020 - FY 2022

	Actual 2020	Budget 2021	Budget 2022	\$ Change	% Change
Operating Revenue:					
Cruise revenue	\$ 1,342,021	\$ 2,279,764	\$ 1,609,513	\$ (670,251)	
Food and beverage revenue	487,132	1,034,193	737,379	\$ (296,814)	
Retail revenue	67,060	128,232	106,689	\$ (21,543)	
Sales discounts revenue	(15,633)	(33,523)	(34,789)	\$ (1,266)	
Other operating revenue	35,305	127,486	91,231	\$ (36,255)	
Total operating revenues	1,915,885	3,536,152	2,510,023	(1,026,129)	-29.0%
Non-Operating Revenue:					
Total revenues	1,915,885	3,536,152	2,510,023	(1,026,129)	-29.0%
Operating Expense:					
Wages and benefits	1,249,318	1,659,478	1,437,226	(222,252)	
Services	286,672	282,776	328,576	45,800	
Fuel, materials and supplies	406,445	600,016	545,726	(54,290)	
Casualty and liability costs	148,807	166,072	200,039	33,967	
Utilities	80,816	88,810	91,029	2,219	
Leases, other and admin. charges	253,632	358,642	141,007	(217,635)	
Total operating expenses	2,425,690	3,155,794	2,743,604	(412,190)	-13.1%
Non-Operating Expense:					
Total expenses	2,425,690	3,155,794	2,743,604	(412,190)	-13.1%
Net income (deficit) before depreciation and transfers	(509,805)	380,358	(233,581)	(613,939)	-161.4%
Depreciation and amortization	230,350	230,577	192,005	(38,572)	
Net income (deficit)	\$ (740,155)	\$ 149,781	\$ (425,586)	\$ (575,367)	-384.1%

Numbers may not sum due to rounding.

**St. Louis Downtown Airport
Statement of Revenue & Expense
FY 2020 - FY 2022**

	Actual 2020	COVID Budget 2021	Budget 2022	\$ Change	% Change
Operating Revenue:					
Aircraft parking	104,607	141,943	145,454	3,511	
Leased acreage	697,204	647,460	684,135	36,675	
Hangar rental	524,327	539,574	543,884	4,310	
Aviation sale flowage fee	127,389	85,020	125,020	40,000	
Airport concessions	42,144	113,083	121,980	8,897	
Other operating revenue	109,736	120,927	138,100	17,173	
Total operating revenues	1,605,407	1,648,007	1,758,573	110,566	6.7%
Non-Operating Revenue:					
Interest revenue	17,333	15,000	1,000	(14,000)	
Total revenues	1,622,740	1,663,007	1,759,573	96,566	5.8%
Operating Expense:					
Wages and benefits	847,669	1,100,768	889,027	(211,741)	
Services	128,542	96,700	108,604	11,904	
Fuel, materials and supplies	174,594	132,100	99,996	(32,104)	
Casualty and liability costs	(40,638)	58,600	68,583	9,983	
Utilities	180,812	171,000	177,500	6,500	
Leases, other and admin. charges	154,833	125,080	133,110	8,030	
Total operating expenses	1,445,812	1,684,248	1,476,820	(207,428)	-12.3%
Non-Operating Expense:					
Other non-operating expense	(72,000)	-	-	-	
Total expenses	1,373,812	1,684,248	1,476,820	(207,428)	-12.3%
Net income (deficit) before depreciation and transfers	248,928	(21,241)	282,753	303,994	-1431.2%
Depreciation and amortization	1,354,218	1,218,845	1,440,099	221,254	
Net income (deficit)	\$ (1,105,290)	\$ (1,240,086)	\$ (1,157,346)	\$ 82,740	-6.7%

Numbers may not sum due to rounding.

**St. Louis Downtown Airport
Statement of Revenue & Expense
FY 2020 - FY 2022**

	Actual 2020	Budget 2021	Budget 2022	\$ Change	% Change
Operating Revenue:					
Aircraft parking	104,607	141,943	145,454	3,511	
Leased acreage	697,204	647,460	684,135	36,675	
Hangar rental	524,327	539,574	543,884	4,310	
Aviation sale flowage fee	127,389	170,020	125,020	(45,000)	
Airport concessions	42,144	113,083	121,980	8,897	
Other operating revenue	109,736	129,527	138,100	8,573	
Total operating revenues	1,605,407	1,741,607	1,758,573	16,966	1.0%
Non-Operating Revenue:					
Interest revenue	17,333	15,000	1,000	(14,000)	
Total revenues	1,622,740	1,756,607	1,759,573	2,966	0.2%
Operating Expense:					
Wages and benefits	847,669	1,105,250	889,027	(216,223)	
Services	128,542	96,700	108,604	11,904	
Fuel, materials and supplies	174,594	132,100	99,996	(32,104)	
Casualty and liability costs	(40,638)	58,600	68,583	9,983	
Utilities	180,812	171,000	177,500	6,500	
Leases, other and admin. charges	154,833	125,080	133,110	8,030	
Total operating expenses	1,445,812	1,688,730	1,476,820	(211,910)	-12.5%
Non-Operating Expense:					
Other non-operating expense	(72,000)	-	-	-	
Total expenses	1,373,812	1,688,730	1,476,820	(211,910)	-12.5%
Net income (deficit) before depreciation and transfers	248,928	67,877	282,753	214,876	316.6%
Depreciation and amortization	1,354,218	1,218,845	1,440,099	221,254	
Net income (deficit)	\$ (1,105,290)	\$ (1,150,968)	\$ (1,157,346)	\$ (6,378)	0.6%

Numbers may not sum due to rounding.

**St. Louis Regional Freightway
Statement of Revenue & Expense
FY 2020 - FY 2022**

	Actual 2020	Budget 2021	Budget 2022	\$ Change	% Change
Operating Revenue:					
Regional freight fees	\$ 100,000	\$ 500,000	\$ 625,000	\$ 125,000	
Other operating revenue	500	-	-	-	
Total operating revenues	100,500	500,000	625,000	125,000	25.0%
Non-Operating Revenue:					
Total revenues	100,500	500,000	625,000	125,000	25.0%
Operating Expense:					
Wages and benefits	127,140	187,493	202,355	14,863	
Services	244,875	300,400	339,400	39,001	
Fuel, materials and supplies		3,500	3,500	-	
Leases, other and admin. charges	23,618	54,000	49,000	(5,000)	
Total operating expenses	395,633	545,392	594,255	48,863	9.0%
Total expenses	395,633	545,392	594,255	48,863	9.0%
Net income (deficit) before depreciation and transfers	(295,133)	(45,392)	30,745	76,137	-167.7%
Net transfers		-	-	-	
Net income (deficit)	\$ (295,133)	\$ (45,392)	\$ 30,745	\$ 76,137	-167.7%

Numbers may not sum due to rounding.

Executive Services Statement of Revenue & Expense

	Actual 2020	Budget 2021	Budget 2022	\$ Change	% Change
Operating Revenue:					
Admin Fees - Transit	\$ 2,550,700	\$ 3,060,305	\$ 3,810,921	\$ 750,616	
Admin Fees - Arch	685,347	1,075,636	290,080	\$ (785,556)	
Admin Fees - Airport	81,137	87,830	88,491	\$ 661	
Admin Fees - Riverboats	101,404	169,672	-	\$ (169,672)	
Admin Fee - National Park Svc	284,288	454,996	177,878	\$ (277,118)	
Other operating revenue	-	314,127	-	\$ (314,127)	
Total operating revenues	3,702,876	5,162,566	4,367,370	(795,196)	-15.4%
Non-Operating Revenue:					
Interest revenue	71,944	52,500	2,500	(50,000)	
Total revenues	3,774,819	5,215,066	4,369,870	(845,196)	-16.2%
Operating Expense:					
Wages and benefits	2,384,137	2,595,302	2,485,414	(109,888)	
Services	652,510	1,309,194	1,513,275	204,081	
Fuel, materials and supplies	11,406	28,275	21,900	(6,375)	
Casualty and liability costs	48,170	61,600	57,000	(4,600)	
Utilities	1,357	3,646	2,673	(973)	
Leases, other and admin. charges	272,667	388,847	289,608	(99,239)	
Total operating expenses	3,370,248	4,386,864	4,369,870	(16,994)	-0.4%
Non-Operating Expense:					
Total expenses	3,370,248	4,386,864	4,369,870	(16,994)	-0.4%
Net income (deficit)	404,571	828,202	-	(828,202)	-100.0%

Numbers may not sum due to rounding.

The following section displays operating costs for the departments that reside within Executive Services. The departments that encompass Executive Services are the Executive Office, Internal Audit, Strategic Initiatives, Governmental Affairs, General Counsel, Economic Development, Tourism Innovation, and Research Institute and other Financial expenses. In FY 2020, the departments for Strategic Initiatives and Governmental Affairs ceased. Research Institute is in the process of close out and only minimal activity is expected in FY 2022.

Executive Services - Operating Expense by Department/Function

Numbers may not sum due to rounding.

	Actual 2020	Budget 2021	Budget 2022	Bdgt vs Bdgt \$ Change	Bdgt vs Bdgt % Change
Executive Office					
Wages & benefits without OPEB	\$ 473,646	\$ 444,049	\$ 452,620	\$ 8,571	1.9%
Other post-employment benefits	4,876	4,400	4,400	0	0.0%
Services	78,240	108,000	170,250	62,250	57.6%
Parts and supplies	4,639	6,000	3,000	(3,000)	-50.0%
Casualty and liability costs	-	-	-	-	0.0%
Utilities	-	-	-	-	0.0%
Leases and other expense	155,541	172,800	172,650	(150)	-0.1%
Operating expense	716,941	735,249	802,920	67,671	9.2%
Internal Audit					
Wages & benefits without OPEB	647,539	933,806	878,465	(55,341)	-5.9%
Other post-employment benefits	5,766	5,417	5,417	-	0.0%
Services	194,781	820,276	800,000	(20,276)	-2.5%
Parts and supplies	163	10,675	6,600	(4,075)	-38.2%
Casualty and liability costs	-	-	-	-	0.0%
Utilities	-	-	-	-	0.0%
Leases and other expense	53,879	134,202	67,220	(66,982)	-49.9%
Operating expense	902,128	1,904,376	1,757,702	(146,674)	-7.7%
Strategic Initiatives					
					0.0%
Wages & benefits without OPEB	(2,542)	-	-	-	0.0%
Other post-employment benefits	-	-	-	-	0.0%
Services	-	-	-	-	0.0%
Parts and supplies	-	-	-	-	0.0%
Casualty and liability costs	-	-	-	-	0.0%
Utilities	-	-	-	-	0.0%
Leases and other expense	-	-	-	-	0.0%
Operating expense	\$ (2,542)	\$ -	\$ -	\$ -	0.0%

Executive Services - Operating Expense by Department/Function

Numbers may not sum due to rounding.

	Actual 2020	Budget 2021	Budget 2022	Bdgt vs Bdgt \$ Change	Bdgt vs Bdgt % Change
Government Affairs					
Wages & benefits without OPEB	\$ 8,074	\$ -	\$ -	\$ -	0.0%
Other post-employment benefits	-	-	-	-	0.0%
Services	101,884	-	-	-	0.0%
Parts and supplies	-	-	-	-	0.0%
Casualty and liability costs	-	-	-	-	0.0%
Utilities	-	-	-	-	0.0%
Leases and other expense	4,050	-	-	-	0.0%
Operating expense	114,008	-	-	-	0.0%
General Counsel					
Wages & benefits without OPEB	635,618	656,729	678,372	21,643	3.3%
Other post-employment benefits	6,116	3,840	3,840	-	0.0%
Services	135,598	113,863	167,565	53,702	47.2%
Parts and supplies	5,444	5,600	7,800	2,200	39.3%
Casualty and liability costs	-	-	-	-	0.0%
Utilities	-	-	-	-	0.0%
Leases and other expense	49,842	60,145	30,000	(30,145)	-50.1%
Operating expense	832,619	840,177	887,577	47,400	5.6%
Economic Development					
Wages & benefits without OPEB	174,201	189,815	196,070	6,255	3.3%
Other post-employment benefits	2,187	1,857	1,857	-	0.0%
Services	13,003	84,480	55,480	(29,000)	-34.3%
Parts and supplies	-	1,500	1,000	(500)	-33.3%
Casualty and liability costs	-	-	-	-	0.0%
Utilities	529	1,800	1,000	(800)	-44.5%
Leases and other expense	352	8,000	6,038	(1,962)	-24.5%
Operating expense	190,272	287,453	261,445	(26,008)	-9.0%
Tourism Innovation Administration					
Wages & benefits without OPEB	423,901	352,503	261,487	(91,016)	-25.8%
Other post-employment benefits	4,754	2,886	2,886	-	0.0%
Services	(500)	-	-	-	0.0%
Parts and supplies	1,160	3,500	3,500	(0)	0.0%
Casualty and liability costs	-	-	-	-	0.0%
Utilities	828	1,500	1,500	-	0.0%
Leases and other expense	8,992	9,500	9,500	(0)	0.0%
Operating expense	\$ 439,137	\$ 369,889	\$ 278,873	\$ (91,016)	-24.6%

Executive Services - Operating Expense by Department/Function

Numbers may not sum due to rounding.

	Actual 2020		Budget 2021		Budget 2022	Bdgt vs Bdgt \$ Change	Bdgt vs Bdgt % Change
Research Institute							
Wages & benefits without OPEB	\$	-	\$	-	\$ -	\$ -	0.0%
Other post-employment benefits		-		-	-	-	0.0%
Services		59		7,475	3,980	(3,495)	-46.8%
Parts and supplies		-		-	-	-	0.0%
Casualty and liability costs		-		-	-	-	0.0%
Utilities		-		346	173	(173)	-50.0%
Leases and other expense		11		-	-	-	0.0%
Operating expense		70		7,821	4,153	(3,668)	-46.9%
Financial Expenses							
Wages & benefits without OPEB		-		-	-	-	0.0%
Other post-employment benefits		-		-	-	-	0.0%
Services		129,445		175,100	316,000	140,900	80.5%
Parts and supplies		-		1,000	-	(1,000)	-100.0%
Casualty and liability costs		48,170		61,600	57,000	(4,600)	-7.5%
Utilities		-		-	-	-	0.0%
Leases and other expense		-		4,200	4,200	0	0.0%
Operating expense		177,615		241,900	377,200	135,300	55.9%
Total Executive Services	\$	3,370,248	\$	4,386,864	\$ 4,369,870	\$ (16,994)	-0.4%

Health Self Insurance Fund
Statement of Revenue & Expense
FY 2020 - FY 2022

	Actual 2020	Budget 2021	Budget 2022	\$ Change	% Change
Operating Revenue:					
Employee health	\$ 7,930,827	\$ 8,065,856	\$ 7,796,050	\$ (269,806)	
Employer health	30,222,181	30,295,877	30,026,487	(269,390)	
Total operating revenues	38,153,008	38,361,733	37,822,537	(539,196)	-1.4%
Non-Operating Revenue:					
Interest revenue	22,141	22,500	2,500	(20,000)	
Total revenues	38,175,149	38,384,233	37,825,037	(559,196)	-1.5%
Operating Expense:					
Wages and benefits	842,109	828,528	763,260	(65,268)	
Services	228,481	285,570	259,290	(26,280)	
Fuel, materials and supplies	15,309	24,300	23,000	(1,300)	
Utilities	4,062	4,860	4,140	(720)	
Leases, other and admin. charges	62,499	32,715	24,945	(7,770)	
Health and welfare self-insurance	37,022,690	37,208,260	36,750,401	(457,859)	
Total operating expenses	38,175,149	38,384,233	37,825,037	(559,196)	-1.5%
Non-Operating Expense:					
Total expenses	38,175,149	38,384,233	37,825,037	(559,196)	-1.5%
Net income (deficit)	\$ -	\$ -	\$ -	\$ -	0.0%

Numbers may not sum due to rounding.

Casualty Self Insurance Fund
Statement of Revenue & Expense
FY 2020 - FY 2022

	Actual 2020	Budget 2021	Budget 2022	\$ Change	% Change
Operating Revenue:					
Casualty Insurance Revenue	\$ 2,706,532	\$ 5,525,449	\$ 5,022,756	\$ (502,693)	
Total operating revenues	2,706,532	5,525,449	5,022,756	(502,693)	-9.1%
Non-Operating Revenue:					
Interest revenue	157,741	270,000	10,000	(260,000)	
Total revenues	2,864,273	5,795,449	5,032,756	(762,693)	-13.2%
Operating Expense:					
Wages and benefits	550,259	628,930	611,016	(17,914)	
Services	44,880	48,000	46,000	(2,000)	
Fuel, materials and supplies	1,696	4,000	3,100	(900)	
Casualty and liability costs	886,488	1,050,000	2,643,000	1,593,000	
Utilities	1,013	1,000	1,200	200	
Leases, other and admin. charges	2,501	3,800	2,300	(1,500)	
Casualty self-insurance	2,245,987	5,795,449	5,032,756	(762,693)	
Total operating expenses	3,732,824	7,531,179	8,339,372	808,193	10.7%
Non-Operating Expense:					
Total expenses	3,732,824	7,531,179	8,339,372	808,193	10.7%
Net income (deficit) before depreciation and transfers	(868,551)	(1,735,730)	(3,306,616)	(1,570,886)	90.5%
Net Transfers	(1,666,798)	(1,735,730)	(3,306,616)	(1,570,886)	
Net income (deficit)	\$ 798,247	\$ -	\$ -	\$ -	0.0%

Numbers may not sum due to rounding.

Workers' Compensation Self Insurance Fund
Statement of Revenue & Expense
FY 2020 - FY 2022

	Actual 2020	Budget 2021	Budget 2022	\$ Change	% Change
Operating Revenue:					
Workers' Comp. Insurance Revenue	\$ 6,485,353	\$ 8,465,121	\$ 6,553,044	\$ (1,912,077)	
Total operating revenues	6,485,353	8,465,121	6,553,044	(1,912,077)	-22.6%
Non-Operating Revenue:					
Interest revenue	122,118	196,250	12,000	(184,250)	
Total revenues	6,607,471	8,661,371	6,565,044	(2,096,327)	-24.2%
Operating Expense:					
Wages and benefits	327,869	253,948	261,086	7,138	
Services	21,708	19,000	19,000	-	
Fuel, materials and supplies	1,257	2,500	1,500	(1,000)	
Casualty and liability costs	240,099	240,000	267,000	27,000	
Utilities	419	500	500	-	
Leases, other and admin. charges	465,121	527,700	603,350	75,650	
Workers comp self-insurance	8,147,731	8,661,371	6,565,044	(2,096,327)	
Total operating expenses	9,204,203	9,705,019	7,717,480	(1,987,539)	-20.5%
Non-Operating Expense:					
Total expenses	9,204,203	9,705,019	7,717,480	(1,987,539)	-20.5%
Net income (deficit) before depreciation and amortization	(2,596,732)	(1,043,648)	(1,152,436)	(108,788)	10.4%
Net transfers	(1,118,823)	(1,043,648)	(1,152,436)	(108,788)	
Net income (deficit)	\$ (1,477,909)	\$ -	\$ -	\$ -	0.0%

Numbers may not sum due to rounding.

Arts In Transit (AIT)
Statement of Revenue and Expense
FY 2020 - FY 2022

	Actual 2020	Budget 2021	Budget 2022	\$ Change	% Change
Operating Revenue:					
Not-For-Profit revenue	\$ 114,775	\$ 140,777	\$ 94,674	\$ (46,103)	
Other operating revenue	-	-	15,000	15,000	
Total operating revenues	114,775	140,777	109,674	(31,103)	-22.1%
Non-Operating Revenue:					
Total revenues	114,775	140,777	109,674	(31,103)	-22.1%
Operating Expense:					
Wages and benefits	41,317	22,159	22,464	305	
Services	48,030	62,884	72,714	9,830	
Fuel, materials and supplies	7,183	56,250	6,844	(49,406)	
Utilities	-	650	-	(650)	
Leases, other and admin. charges	20,885	10,602	7,652	(2,950)	
Total operating expenses	117,414	152,545	109,674	(42,871)	-28.1%
Non-Operating Expense:					
Contributions to outside entities	-	-	-	-	
Total expenses	117,414	152,545	109,674	(42,871)	-28.1%
Net income (deficit) before depreciation and transfers	(2,639)	(11,768)	-	11,768	-100.0%
Net income (deficit)	\$ (2,639)	\$ (11,768)	\$ -	\$ 11,768	-100.0%

Numbers may not sum due to rounding.

Bi-State Development Research Institute
Statement of Revenue & Expense
FY 2020 - FY 2022

	Actual 2020	Budget 2021	Budget 2022	\$ Change	% Change
Operating Revenue:					
Contributions- NFP	\$ 195	\$ 7,821	\$ 3,823	\$ (3,998)	
Total operating revenues	195	7,821	3,823	(3,998)	-51.1%
Non-Operating Revenue:					
Total revenues	195	7,821	3,823	(3,998)	-51.1%
Operating Expense:					
Services	483	16,975	3,738	(13,237)	
Fuel, materials and supplies	-	500	70	(430)	
Utilities	922	500	-	(500)	
Leases, other and admin. Charges	110	15	15	-	
Total operating expenses	1,516	17,990	3,823	(14,167)	-78.7%
Non-Operating Expense:					
Other non-operating expense	(20,000)				
Total expenses	(18,484)	17,990	3,823	(14,167)	-78.7%
Net income (deficit) before depreciation and transfers	18,679	(10,169)	-	10,169	-100.0%
Depreciation and transfers	11,716	11,716	-	(11,716)	
Net income (deficit)	\$ 6,963	\$ (21,885)	\$ -	\$ 21,885	-100.0%

Numbers may not sum due to rounding.

Metro Transit

Priorities

Metro Transit's priority is to run a safe and secure system fully responsive to input from regional leadership, Metro customers, and the recent MetroLink security assessment. Metro works to maintain and build ridership through a number of focused efforts to improve public perception through employee engagement, strategic planning, communications, and marketing strategies that strengthen relationships with our customers and partners. Effective management of system resources will provide future stability and growth through repositioning Metro Transit as an innovative thought leader by building partnerships with businesses, communities, and private firms with the goal of integrating services into the fabric of the social, economic, and educational activities of the communities we serve.

Strategic Focus

Metro delivers customer-focused transit solutions that help build a more connected, vibrant and thriving region. Metro is committed to growing and stabilizing ridership by investing in programs that are safe, secure, equitable, and efficient.

Our strategic focus for FY 2022 centers on:

SAFETY & SECURITY

- ✓ We place the physical, mental and emotional well-being of team members and our customers above all else. Metro has made tremendous strides in security operations and is now focused on continued improvement and the introduction of security-focused system enhancements. Inside our organization, we are creating a safety culture that equips and empowers all team members to understand and contribute individually to creating a safer, more secure Metro.

CUSTOMER EXPERIENCE

- ✓ Metro is working to deliver an excellent customer experience through its programs and partnerships, matching transit solutions to customer and community needs, and delivering capital investments that balance customer experience goals, service expansion, and transit asset management principles.

RECOVERY

- ✓ We are responding to the short and likely long-term impacts of the COVID-19 pandemic by prioritizing our commitment to the safety of our team members and customers, delivering equitable transit service, and ensuring Metro maintains the capacity to sustain operations into the future.

FISCAL RESPONSIBILITY

- ✓ We are focusing our resources, reorienting our service, rebuilding our team, and seeking innovative funding opportunities and partnerships to preserve Metro's long-term financial sustainability.

PARTNERSHIPS / RELEVANCE

- ✓ We are building and nurturing partnerships, developing authentic relationships with our customers, and connecting to national transit-related conversations to remain timely and relevant.

Assumptions

Please note all budget comparisons are between the FY 2022 budget and the FY 2021 budget adjusted for the impacts of COVID.

The FY 2022 budget projects a breakeven position before depreciation and net transfers. The reimbursement of CARES Act funding for operator wages funds any deficit. Therefore, the FY 2022 budget is balanced.

Service miles and hours for system revenue miles increased 15.3% from the FY 2021 budget. System revenue hours are lower than the FY 2021 budget by 20.2%.

Passenger boardings on MetroBus, MetroLink, and Call-A-Ride for FY 2021 show a combined system decrease of than 56.2% compared to the FY 2021 budget. The soft change in ridership is due to multiple factors including lower fuel costs, perceptions of security, pandemic issues and changes in workforce transit patterns including telecommuting.

Operating Revenue

Passenger revenue is budgeted at \$21.0 million for FY 2022. This is a decrease of \$2.1 million or 9.0% from the FY 2021 budget. The decrease in passenger revenue is reflective of a ridership drop for pandemic issues in the prior fiscal year. The proposed budgeted revenue level is reflective of ongoing safety and security issues, lower fuel prices, and the expansion of on-demand service options available within the community. Metro's service redesign and focus on the customer experience through improved safety and security measures and new customer amenities are expected to help improve ridership trends. Bi-State Development continues to work with its funding partners, law enforcement partners, and civic and community groups to improve the safety and security of the system. These factors have been incorporated into the FY 2022 operating budget ridership projection with no plans for fare increases in this fiscal budget.

Paratransit contracts include Medicaid revenue and other contractual receipts related to trips provided by Paratransit Operations. The \$1.4 million budgeted in FY 2022 is higher by 24.4% compared to the FY 2021 budget.

Other operating revenue includes advertising on revenue vehicles, bus shelters, and MetroLink stations; provided maintenance service and vending machine concessions; rental income and miscellaneous other revenue. Other operating revenues are expected to decrease \$457,513. This is the result of lower revenue from non contractual advertising and ATS contractual work.

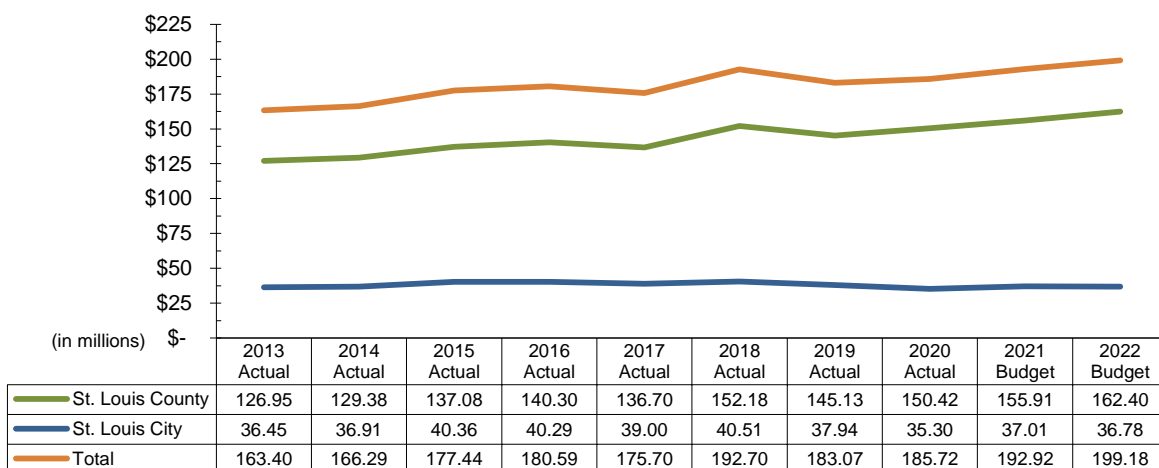
Grants, Sales Tax, and Contractual Revenue

City of St. Louis and St. Louis County sales taxes include ½ cent sales tax (1973) for transportation and ¼ cent sales tax (1994) for light rail development, operation and maintenance and a ¼ cent sales tax (passed 1997, collected 2010) for system operating capital and future expansion. Only the ½ cent tax (1973) is subject to deductions for Tax Increment Financing (TIF). St. Louis City forwards to BSD all taxes collected net of TIF's.

St. Louis County voters passed Prop A, a ½ cent sales tax (2010) and the City of St. Louis activated Prop M2, a ¼ cent sales tax to fund service restoration, enhancements, and future expansion. St. Louis County appropriates operating, capital, and debt service funding annually to cover for the service package requested.

Sales tax receipts (after TIF reductions) appropriated to BSD:

Sales Tax Appropriations



The chart above represents the growth in appropriation of sales tax from St. Louis City and County to BSD over a 10-year period. Slow growth in the local economy (1%) translates to relatively minimal growth in sales tax receipts for FY 2021 in St. Louis City and St. Louis County sales taxes. Budgeted sales tax receipts are allocated between operating needs, debt service requirements, and capital programs.

State of Missouri revenue for the FY 2022 budget is expected to increase by \$7,838 to \$791,588.

St. Clair County, Illinois revenue is based on a service agreement between St. Clair County Transit District and BSD. The District administers St. Clair County tax collections and Illinois Department of Transportation funding and contracts with BSD for services. St. Clair County reduced fixed route bus service in FY 2021 and FY 2022.

Federal vehicle maintenance represents federal capital formula funds that BSD chooses to program for vehicle maintenance per the Federal Transit Administration's guidelines. FY 2022 budget remains consistent with FY 2021 budget.

Non-capital federal grant revenue funding is expected to be \$16.6 million for FY 2022. These funds are expected to be used for MetroLink right-of-way and tunnel structural repairs, system conduit rehabilitation and facilities parking lot repairs and other operating needs as determined.

Non-Operating Revenue

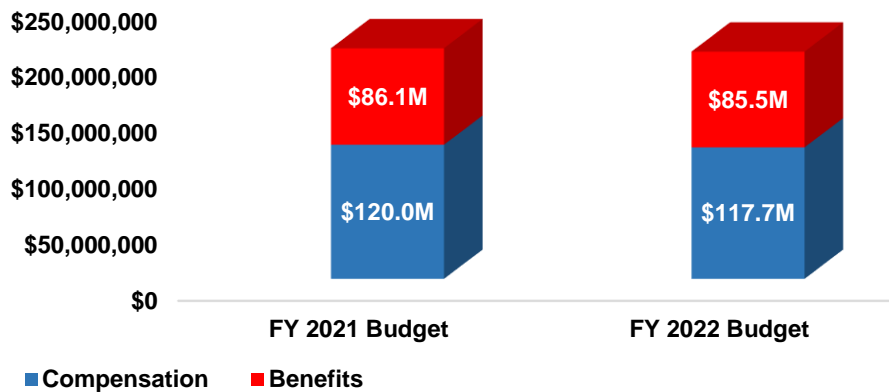
Investment income consists of interest earned on invested funds. The projected budget for FY 2022 is \$2.1 million. This increase over the prior year budget is a result of a lower investment base.

Capital lease revenue recognizes the revenue associated with capital leases. The revenue and expense offset. For FY 2022, these amounts are both \$8.8 million.

Expenses

Wages & benefits are expected to be 1.9% lower than the FY 2021 budget. Operator staffing is planned to decrease by 9.6% while other staffing will reduce slightly. Benefits decreased .8% over the prior year. Workers compensation having the largest impact on costs.

Comparison FY 2021 to FY 2022



Other post-employment benefits arose from the implementation of GASB Statement No. 45, Accounting and Financial Reporting for Employers for Post-employment Benefit Plans Other Than Pension. Total OPEB consists of pay-as-you-go retiree medical costs (included in benefits) and the unfunded portion. For FY 2022, the unfunded portion of OPEB cost is budgeted at \$1.9 million. This is a decrease of 52.7% over the prior year.

Services are expected to increase 20.4%. Several service classifications are driving this increase. First, \$5.3 million related to St. Louis County Police services. The second is the recognition of an additional \$764,887 for maintenance service which includes \$458,034 for COVID related cleaning and disinfection, and, third, \$944,844 for expanded security contracts. In addition, Metro continues to budget costs related to public safety concerns on the Metro transit system. Contracts with our law enforcement partners will supplement these services.

Fuel hedging (realized gains/losses) helps neutralize the outcome of price spikes or drops in the budget. The fuel hedging program involves purchasing heating oil contracts up to 36 months into the future. In times of rising prices, hedging contracts rise in value at time of sale and generate a savings that slows the effect of the market increase on the financial statements.

Fuel and lubrications net expense for the FY 2022 budget is anticipated to decrease 12.9% compared to the FY 2021 budget. Fuel usage throughout the system will slowly decline as newer more fuel efficient alternatives are introduced.

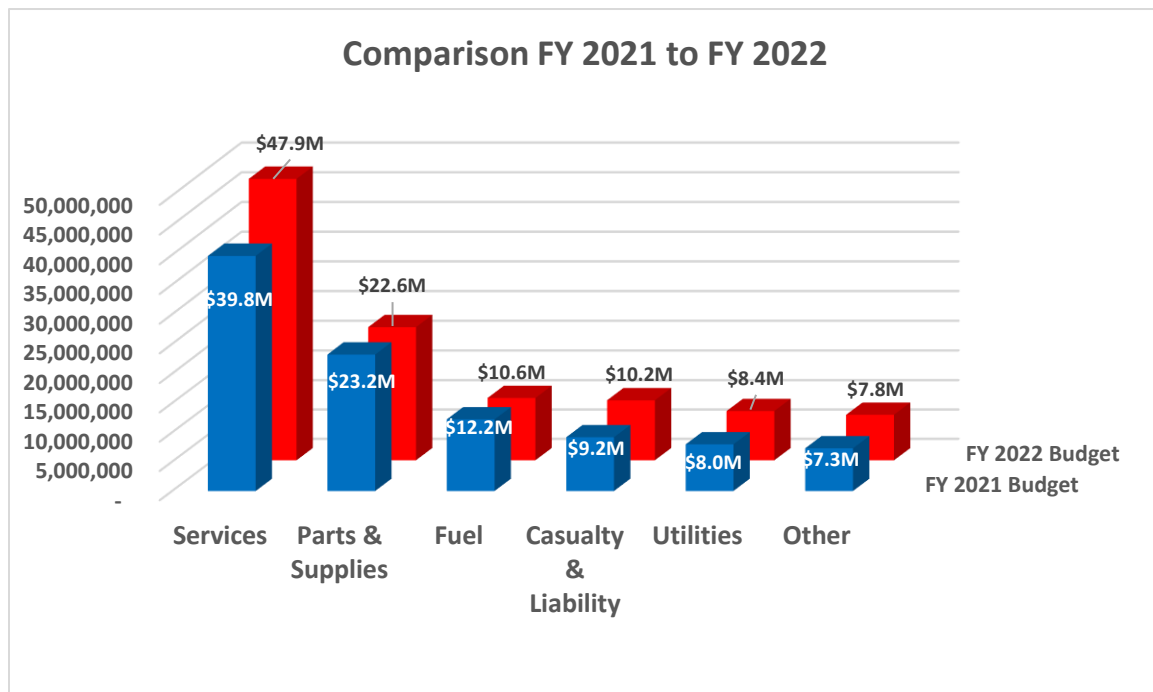
Parts and supplies expense is expected to decrease 2.7%. Life cycle fleet maintenance is the basis in determining revenue equipment parts needs each year. Enhanced inventory management and a continued emphasis on quality parts will drive cost savings.

Casualty and liability expense is dependent on a variety of factors including the insurance market, passenger boardings, the number of miles driven, population density of the service area and the number of accidents, injuries and claims. Casualty and liability expense is expected to increase 11.6% over the previous year budget. Property lines are expected to increase due to hard market conditions.

Utilities, including electric propulsion, are budgeted at 5.5% more than the prior year mostly due to pricing. Process improvements continue to be the goal to keep costs in control. The 2022 budget is in line with the cost needed to support expected activity.

Other expenses consist of taxes, leases, advertising, travel, and staff development. FY 2022 reflects a 6.2% decrease compared to the prior year budget. This reduction is due to a concerted effort to reduce cost and become more efficient. Most cost categories are slightly lower than the prior year levels with larger reductions focused on travel and training.

Management fees are payments to Executive Services for providing services to Metro. The FY 2022 increase is 24.5%..



Non-Operating Expense

Capital lease expense recognizes the cost associated with capital leases. The expense is offset by a revenue amount. For FY 2022 these amounts are both \$8.8 million.

Interest on debt results primarily from interest paid on bonds issued to finance the Cross County expansion. Interest expense is budgeted at \$13.2 million in FY 2022.

Sheltered workshop expense is budgeted at \$1.3 million.

Depreciation and Amortization

Depreciation in public transit systems is generally not funded by operating income. This differs from private industry, which must generate profits for purchase/replacement of property and equipment. Depreciation is presented as required by U.S. Generally Accepted Accounting Principles (US GAAP). Depreciation is not funded to provide equity for capital replacements because capital assets are predominately funded by federal grants. For FY 2022, depreciation is expected to be just above \$77.0 million.

Net Transfers

Internal service fund administration fees are charged by the Workers' Compensation and Casualty Self-Insurance Funds to Metro. These fees represent self-insurance administration costs in excess of claim amounts paid. The amount of the Self-Insurance Administration Fee for FY 2022 is \$4.5 million.

Tourism Innovation

Gateway Arch

Strategic Focus

In partnership with the National Park Service (NPS) and the Gateway Arch Park Foundation, our Gateway Arch team has remained flexible in compliance with COVID-19 regulations and safety precautions throughout FY2021. Nevertheless, our plans and strategies continued to focus on attracting visitors to our beautiful national landmark. We have shifted our ticketing and visitor access and optimized the visitor experience with limited resources. We are eager to return to pre-pandemic attendance and revenue streams.

Our strategic focus for FY 2022 centers on:

VISITOR EXPERIENCE

- ✓ From seamless ticketing to valuable post-visit interactions we are optimizing the Gateway Arch tram and ticketing operations by providing a memorable visitor experience.

FINANCIAL RESPONSIBILITY

- ✓ We are implementing cost-effective solutions while revenue streams are impacted by the pandemic including forecasting budget adjustments due to COVID-19.

SAFETY

- ✓ We continue to identify and implement unique solutions to maximize visitor and team member safety while remaining in compliance with federal (National Park Service) guidelines.

TEAM

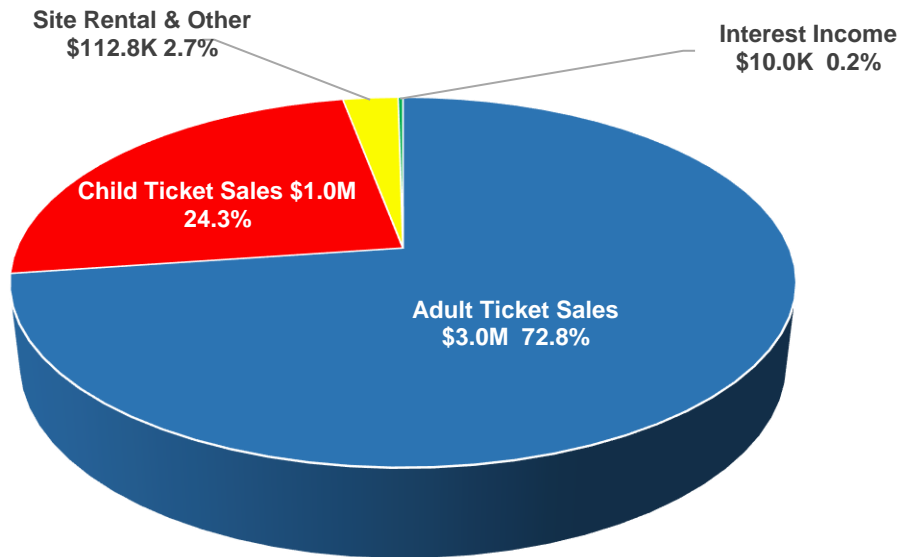
- ✓ We are motivating and engaging our team members with customer-focused training, rewarding challenges and community outreach opportunities.

Revenue

Please note all budget comparisons are between the FY 2022 budget and the FY 2021 budget adjusted for the impacts of COVID.

Arch ticket sales are projected based on 362,950 tram passengers expected in FY 2022. The projected revenue for ticket sales is \$4,043,263. A variable pricing structure, common in the hospitality and tourism industry was introduced in January of 2019. Tram rates range from \$12-\$16 for adults and \$8-\$12 for children. A \$3 National Park Entrance fee is included in the adult rate.

Site rental and other revenues include tram rental fees for events held at the Gateway Arch and convenience fees charged to online and individual phone ticket purchases.



Expense

Please note all budget comparisons are between the FY 2022 budget and the FY 2021 budget adjusted for the impacts of COVID.

Wages and benefits including OPEB are budgeted in FY 2022 8.6% lower. This decrease addresses the expected reduction in ridership.

Services decreased by 7.9% from the FY 2021 budget. In FY 2022, the largest expenditure in this category is the cost of mechanics employed by the National Park Service. Services include the following (in thousands):

Mechanics employed by the National Park Service	\$ 930
Credit card fees, banking service charges	103
Legal and consulting	17
Internet web site maintenance and development	33
Maintenance services	60
Other (employment verification)	14
	<u>\$1,157</u>

Parts and supplies are budgeted at \$479,378, which is 3.8% higher than the prior year budget.

Casualty and liability costs are budgeted 15.4% higher than the FY 2021 budget as an increase in the casualty insurance premium is anticipated.

Utilities are primarily electricity costs that are \$148,418 of the overall \$151,035 utility budget. Utility costs are influenced to some degree by the severity of the weather although much of the facility is underground.

Other expense includes the following (in thousands):

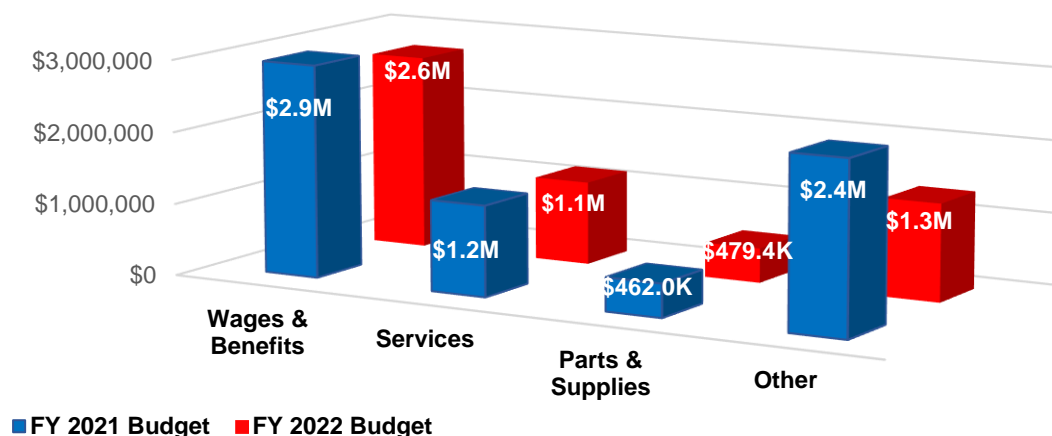
Management fee to Agency	\$ 290
Advertising and promotion	733
Travel, training, lease expense and other	<u>76</u>
	<u>\$ 1,099</u>

Other expense is budgeted in FY 2022 to be 48.5% lower primarily due to a decrease in management fees resulting from reduced budgeted ticket sales.

Interest expense is the interest on the \$7.7 million Arch Tram Revenue Bonds issued in December of 2014. The bond issue funded both the motor generator set replacement project and the Arch Visitor Center roof replacement project.

Contributions to outside entities are for operation and maintenance costs for the newly expanded Gateway Arch Visitor Center, including additional security operations by the National Park Service.

Comparison FY 2021 to FY 2022



Net loss before depreciation for FY 2022 is budgeted at \$3,003,017. Budget estimates are more conservative and reflect the expected contraction of revenue.

Tourism Innovation

Riverfront Attractions

Strategic Focus

BSD Riverfront Attractions, include Riverboats at the Gateway Arch, the Paddlewheel Café, Gift Shop, and heliport. These attractions create a complete riverfront family and tourist destination with a unique purpose of extending the stay for visitors to the Gateway Arch. Together, leveraging the success of each of these enterprises, we are able to increase per capita spending by visitors to the St. Louis Riverfront. We strive to meet or exceed a CSAT (Customer Satisfaction) rating of 85% for each of the following categories - Food Service, Overall Experience, COVID-19 Health & Safety Measures and Team Performance.

Our strategic focus for FY 2022 centers on:

PROMOTIONS & GUEST EXPERIENCE

- ✓ We are creating cross-promotional marketing opportunities which leverage 'combo pricing' with Arch tram tickets, instituting new cruise itineraries and events focused on increasing local engagement, partner buy-in and repeat clientele experiences.
- ✓ We continue to improve COVID-19 marketing and communication protocols that promote a safe and memorable experience for our guests. We are dedicated to executing a seamless experience from pre-visit planning to post-visit interactions, including enhanced digital feedback methods.

TEAM DEVELOPMENT

- ✓ We are focused on educating team members on efficiency, communication, resources and safety, while developing skills that promote cross-functional teams, improving communication and conflict management skills.
- ✓ Our team is developing a refined manager and guest service training and deployment program for frontline team members as well as our operational management team.

FISCAL RESPONSIBILITY

- ✓ Our focus on increasing Riverboat ticket sales and Paddlewheel Café revenue includes effectively managing costs and identifying potential expense savings while balancing operational challenges. Budget forecasts for FY 2022 are compared to FY 2021 COVID-19 impacted amounts.

SAFETY & SECURITY

- ✓ Our security plan includes implementing proactive measures focused on protecting team members and guests, the safe, proper and intended operation of Riverboat facility equipment with strong emphasis on preventing illegal or unwanted actions.

Revenue

Please note all budget comparisons are between the FY 2022 budget and the FY 2021 budget adjusted for the impacts of COVID.

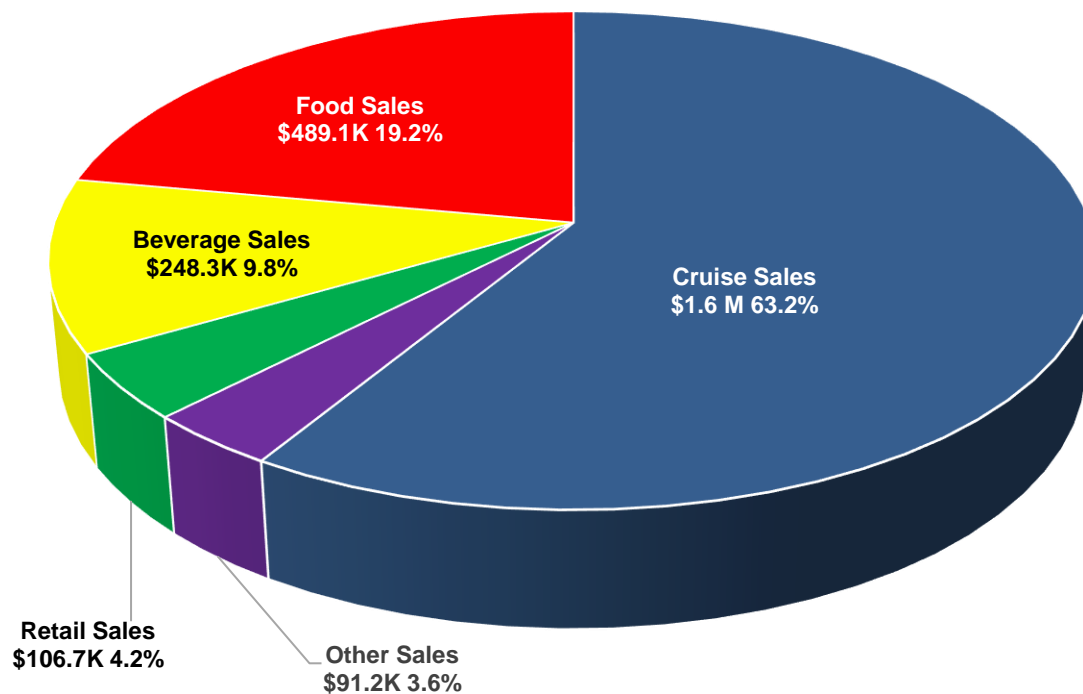
Cruise revenue is based on the FY 2022 budget of 82,800 passengers. Cruise revenue is projected at \$1,609,513 which is 1.25% lower than the FY 2021 budget. In conjunction with the Gateway Arch, the riverboats offer variable pricing, with an adult sightseeing ticket starting at \$20 and a child ticket starting at \$10. A base dinner cruise ticket is \$49.

Food revenue includes food sold on dinner dance cruises, on board concessions and at the Paddlewheel Café. Food revenue is budgeted to decrease slightly from the FY 2021 projection.

Beverage revenue is generated from beverage sales on the various types of cruises and from the Paddlewheel Café. Beverage revenue is budgeted to decrease slightly.

Retail revenue is generated from gift shop sales. These revenues are up by 16.4% from the FY 2021 budget. Sales are tied to levels of passenger counts.

Other miscellaneous revenue includes revenues from helicopter tours and concessions and a contracted passenger cruise photography service.



Expense

Please note all budget comparisons are between the FY 2022 budget and the FY 2021 budget adjusted for the impacts of COVID.

Wages and benefits including OPEB increased 9.02% in the FY 2022 budget.

Services are budgeted to increase 29.1% from the prior year budget. This increase is primarily due to an increase in maintenance services and entertainment aboard the cruises.

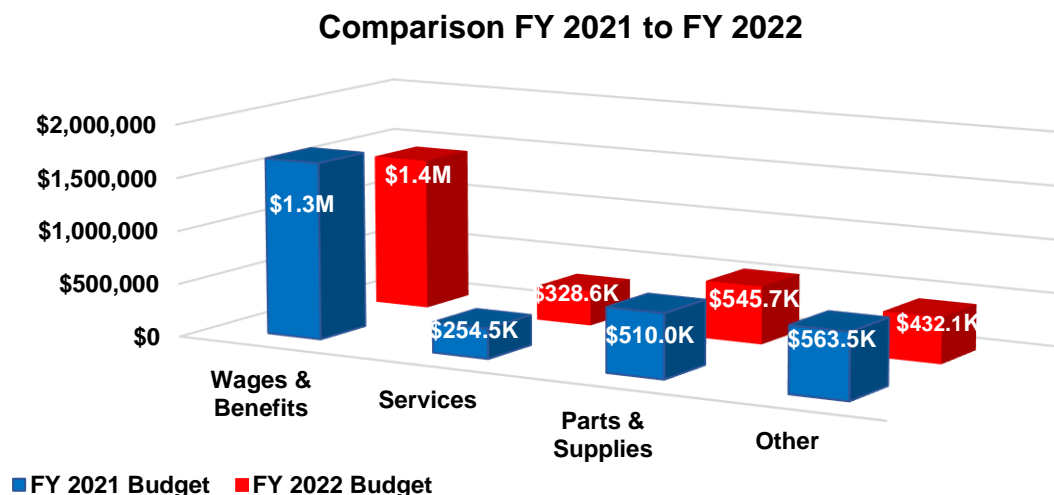
Materials and supplies are budgeted 3.8% higher than the previous budget. The FY 2022 budget for materials and supplies is a reflection of the expected change in revenue components related to the anticipated number of cruises and patrons.

Fuel and lubrications expense is budgeted 32.8% higher due to fuel prices.

Casualty and liability costs are 30.2% more than budgeted costs in FY 2021.

Utilities are comprised of \$53,045 for electricity, \$6,438 for telephone, \$10,628 for natural gas, \$10,500 for waste removal, and \$10,419 for water and sewer. Utilities are significantly impacted by the severity of weather, level of service, and days of operation.

Other expense is 57.5% lower than the prior year. Over the last two years advertising costs have been budgeted to strengthen awareness of new programs and cruise themes available to the public. Advertising is budgeted at approximately \$101,000 or 17.5% lower than FY 2021.



Net loss before depreciation is budgeted at \$233,581.

St. Louis Downtown Airport

Strategic Focus

The airport team continues to market the land and services of our tenants as a way to increase our presence in the St. Louis region and bring more attention to the airport from the flying public. In FY21 activity at and around the St. Louis Downtown Airport was impacted by travel restrictions and the large decrease in public events during COVID-19. We are positioning our operations as an airport users and potential tenants as a trusted location that is well organized, safe, efficient, and professional.

Our strategic focus for FY 2022 centers on:

OPERATIONAL EFFICIENCY

- ✓ Keeping the airport properties leased and occupied, improving management of airport services through new training programs, and reducing ineffective short-term fixes by better utilization of FAA codes.

FISCAL RESPONSIBILITY

- ✓ We are collaborating with IDOT, FAA and local agency safety personnel to maximize funding opportunities, support capital improvements.
- ✓ Our focus balances staff hours, and identifies potential cost savings while revenue streams are impacted by the pandemic.

SAFETY

- ✓ We are refining team member and visitor safety in line with pandemic regulations, and implementing quarterly training sessions that reflect the changing landscape of safety protocols.

PROMOTION & ENGAGEMENT

- ✓ We continue to foster a culture of staff ownership for improving airport services and a customer centric service philosophy.
- ✓ We are leveraging our tenant relationship with Jet Aviation and other national and regional partnerships to build market awareness, attract more aircraft, and collaborate on marketing efforts for the airport.

Revenue

Please note all budget comparisons are between the FY 2022 budget and the FY 2021 budget adjusted for the impacts of COVID.

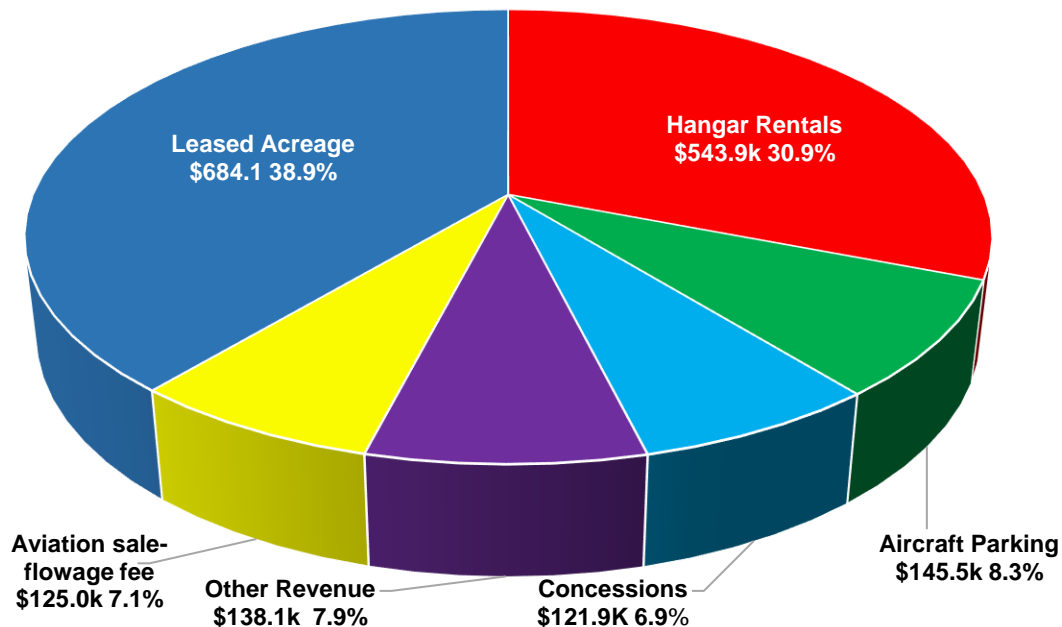
Aircraft parking revenue for FY 2022 is budgeted at \$145,454, 2.5% higher than the FY 2021 budget.

Leased acreage revenue is airport land leased for private investment. Revenue is expected to be \$684,135. This is a 5.7% increase from the previous year.

Hangar rentals are leased property for airframes and tenants. The projected revenue for FY 2022 is \$543,884.

Aviation fuel sale-flowage fee revenues are budgeted in FY 2022 at \$125,020. This is 47.0% higher than expected revenues for FY 2021.

Concession fees include crop income and rentals for the concourse. The FY 2022 budget is \$121,980. This is a 7.9% increase from FY 2021 budget.



Expense

Please note all budget comparisons are between the FY 2022 budget and the FY 2021 budget adjusted for the impacts of COVID.

Wages and benefits including OPEB are \$889,027 down 19.2% from the FY 2021 budget.

Services include the following (in thousands):

Legal and consultants fees	\$ 65
Contract maintenance	39
Other	<u>5</u>
	<u>\$ 109</u>

Services are budgeted in FY 2022 to be 12.3% higher than FY 2021. The FY 2022 budget includes consulting fees for surveys, plots, and concurrent use agreements. Services also include legal fees for lease review and consultation, consultant fees for general engineering services, firehouse elevator and extinguisher maintenance, fire alarm maintenance, the emergency phone system, firefighting truck inspection and maintenance and HVAC controls system support. Legal expenditures for FY 2022 are projected to be the same as FY 2021.

Parts and Supplies are budgeted in FY 2022 to be 24.3% lower than FY 2021. These savings can be found in Aircraft Rescue and Firefighting (ARFF) supplies and vehicle and grounds repair parts.

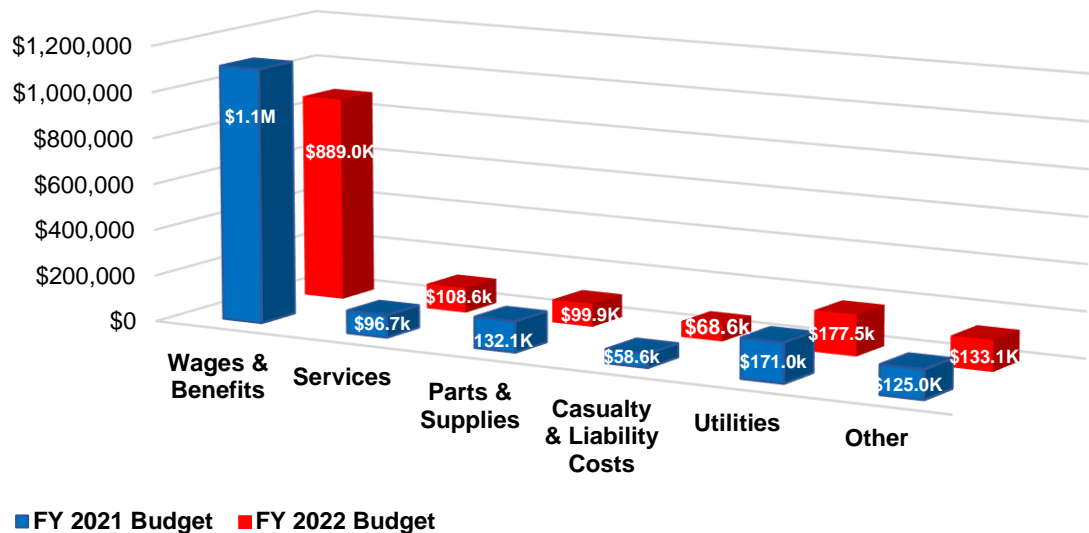
Casualty and liability costs are budgeted to increase 17.0% over FY2021 budgeted expenses due to increases in premium rates resulting from a difficult insurance market.

Utilities include electricity, gas, telephone, waste removal and water and are budgeted in FY 2022 to be 3.8% higher than the FY 2021 budget.

Other expense includes the following (in thousands):

Management fees to the Agency	\$ 88
Travel, training, meetings, and dues	15
Other (including advertising)	<u>30</u>
	<u>\$ 133</u>

Comparison FY 2021 to FY 2022 Budget



Income

Net income before depreciation is projected to be \$282,753 for FY 2022.

St Louis Regional Freightway

Strategic Focus

The St. Louis Regional Freightway coordinates regional freight development efforts, tightly connecting the private and public sectors. We create a foundation for planning and marketing the industry, while advocating the region's greatest freight and site selection strengths. The path to growth is through leveraging our partnerships, maximizing the opportunities we continue to uncover, while elevating the region's profile as a world class logistics hub.

Our strategic focus for FY 2022 centers on:

AWARENESS

- ✓ We continue to build strategic partnerships with shippers and carriers that attract new business, and engaging our allies to help us build a strong network of regional ambassadors.

INFRASTRUCTURE FUNDING & MULTIMODAL CAPABILITIES

- ✓ We are developing and coordinating regional projects, advocacy strategies, and funding approaches with leaders across transportation and manufacturing/logistics industries.

PROMOTING INDUSTRIAL REAL ESTATE

- ✓ Our focus includes leveraging TheFreightway.com as a tool to unify industrial real estate leaders, and utilizing this tool to inform, promote, and share regional success stories and opportunities.

RELEVANCE

- ✓ We will continue linking to larger national freight-related conversations, such as the impact of COVID-19 on the freight industry and US infrastructure improvement plans, and driving this relevant content through targeted stories directed to regional media outlets and national industry publications.

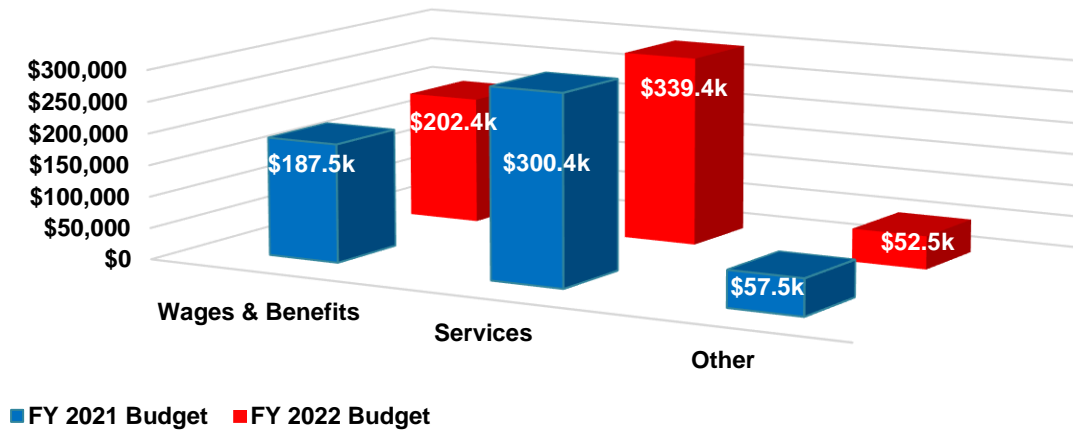
Revenue

In FY 2022, contributions and fees for service provided are expected to generate \$625,000 in operating revenue.

Expense

Total FY 2022 operating expense is expected to be \$594,255, resulting in a net income of \$30,745. The majority of operating expense is for consulting services, compensation, and benefits.

Comparison FY 2021 to FY 2022



Executive Services

Strategic Focus

The President and Chief Executive Officer leads Executive Services. Executive Services is a service enterprise that provides support to Bi-State Development business operating units. These services are provided by executive management, as well as, the legal department, real estate and economic development department, tourism innovation administration, and the internal audit department.

Revenue

The Metro management fee is calculated at 87% of the Executive Services operating expenses. The FY 2022 administration fee for Transit is \$3,810,921.

The Gateway Arch management fee is calculated based on a formula negotiated with the National Park Service including 7% of Arch gross receipts and 10% of the net receipts less operating costs. The Gateway Arch management fee is \$290,080 down substantially due to the projected reduction in ticket sales.

The St. Louis Downtown Airport management fee is calculated at 5% of the Downtown Airport operating revenue and interest income. The St. Louis Downtown Airport administration fee is \$88,491.

The Riverfront Attractions management fee is calculated at 5% of Riverfront Attractions operating revenue. The management fee for FY 2022 will not be assessed due to lower anticipated revenue and ridership.

The National Park Service fees are calculated at 20% of the Arch entrance fees and movie admissions. The National Park Service charges a \$3 entrance fee per adult ticket. Children 15 years old and younger and educational groups are exempt from the fee. The National Park Service administration fee is \$177,878 lower by 61% due to lower expected admissions.

The St. Louis Regional Freightway and Arts In Transit, Inc. will not be assessed a management fee in FY 2022.

Expense

Wages and benefits are budgeted 4.2% lower than the FY 2021 budget.

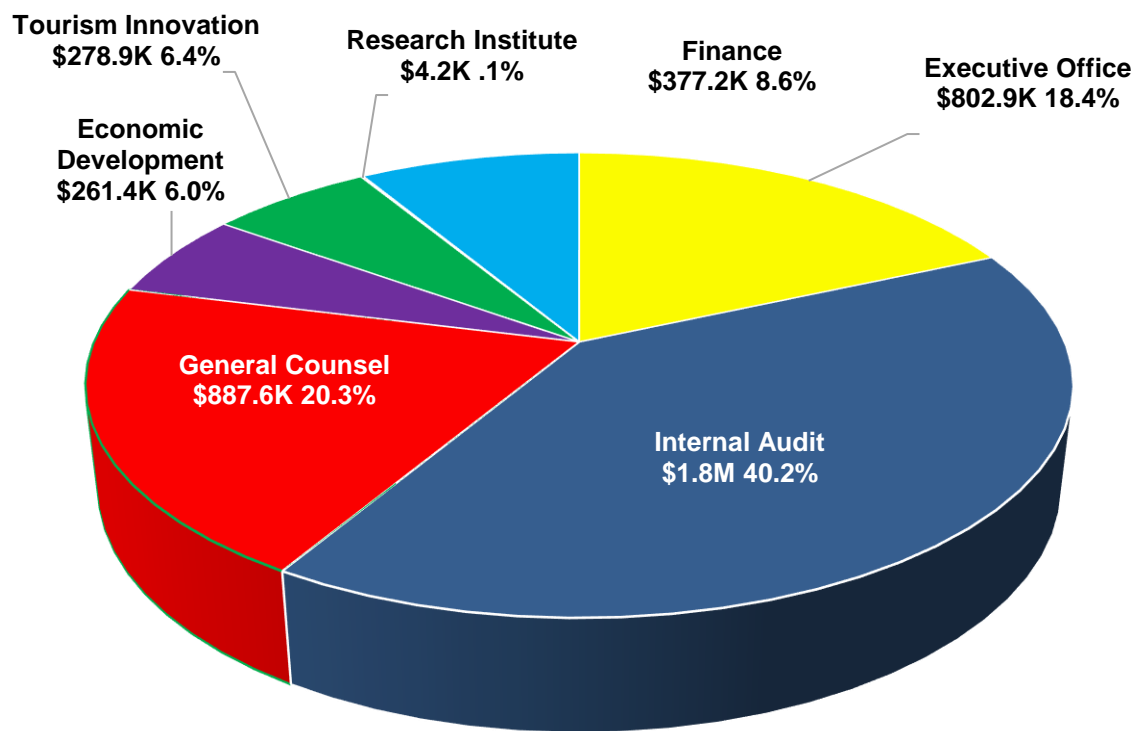
Services consist of fees for outside consultants, auditors, lawyers, and lobbyists and also services for establishing strategic partnerships and investment in Washington DC, Missouri and Illinois. In FY 2022 Executive Service will spend an additional \$204,081 for required legal and consulting services.

Parts and supplies include office supplies and equipment, training materials, and data processing supplies. The FY 2022 budget for office and data processing supplies decreased slightly.

Utilities consist of mobile device usage. Mobile device expenditures were also decreased from the FY 2021 budget by \$973.

Other expense includes employee and commissioner travel, employee training and dues for regional, state, and national transportation and economic organizations. Travel, training, and subscriptions are expected to be lower in FY 2022.

Expense by Department



Income

Net income before depreciation is expected to be at breakeven for the FY 2022 budget.

Health Self-Insurance Fund

Strategic Focus

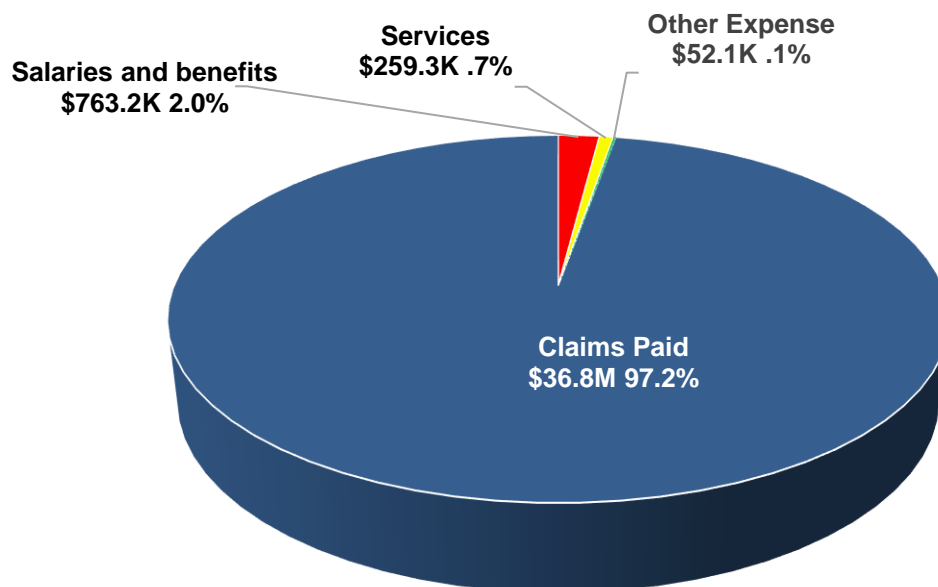
Providing management with greater visibility and enhanced financial reporting for \$37.8 million self-funded health and welfare insurance activities. Guidance and management is provided for benefits and enrollment, monitoring claims, managing third party health related contracts, proposing cost controlling measures, and the in-house wellness program. The wellness program is an active part of BSD's cost control environment.

Revenue

Revenue for the Health SIF is generated by charges for services provided to other business units within BSD and to related parties. The majority of revenue is remitted from BSD business units who pay for the company portion of health plan costs for each units' respective employees. Other funding comes from the employee and pensioner contributed portion of health related benefits and represent approximately 20.6% of the revenue provided by the fund.

Expense

The majority of total operating expense for the Health SIF consists of claims paid for medical, prescription and dental. Other operating expenses include: compensation for staff to operate the programs, consultant fees, third party administrator fees, and premiums for excess insurance coverage. Claims paid are the largest single expense for the self-insurance fund and represent claims paid on a cash basis. Claims paid in FY 2022 are expected to decrease by \$457,859 or 1.2%.



Casualty Self-Insurance Funds

Strategic Focus

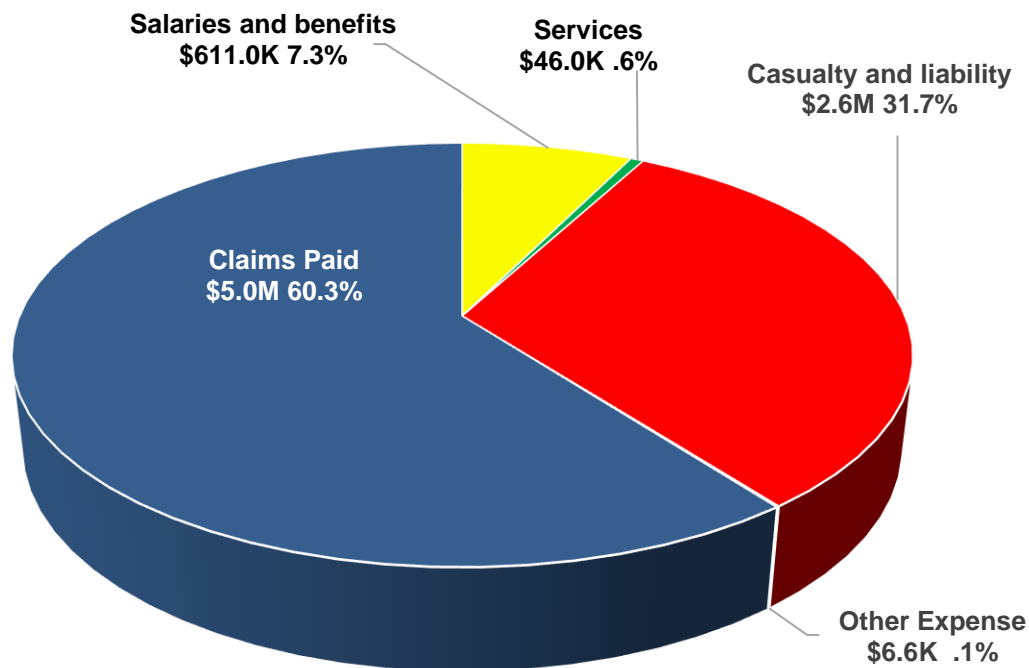
BSD's Casualty Self-Insurance Fund (SIF) focuses on managing premiums, reporting claims, and controlling cost while providing greater visibility and financial reporting for the \$8.3 million in self-funded risk activities.

Revenue

Revenue for the SIF is generated by charges for services provided to other business units within BSD. As insurance claims are incurred, the affected business unit within BSD is charged for the incurred claim and offsetting revenue is generated within the SIF. The incurred amount charged to each business unit represents the claim amount and insurance premiums. There is a secondary charge to the business units for administrative services provided. The secondary fee covers personnel compensation and general office expenses to operate the fund.

Expense

Total operating expense for the self-insurance fund consists of compensation for staff to operate the programs, consultant fees, premiums for excess insurance coverage, office supplies, and claims paid. Claims paid are the largest single expense for the self-insurance fund and represents claims paid on a cash basis. Claims paid are expected to decrease in FY 2022 by \$762,693 or 13.2%.



Workers Compensation Self-Insurance Fund

Strategic Focus

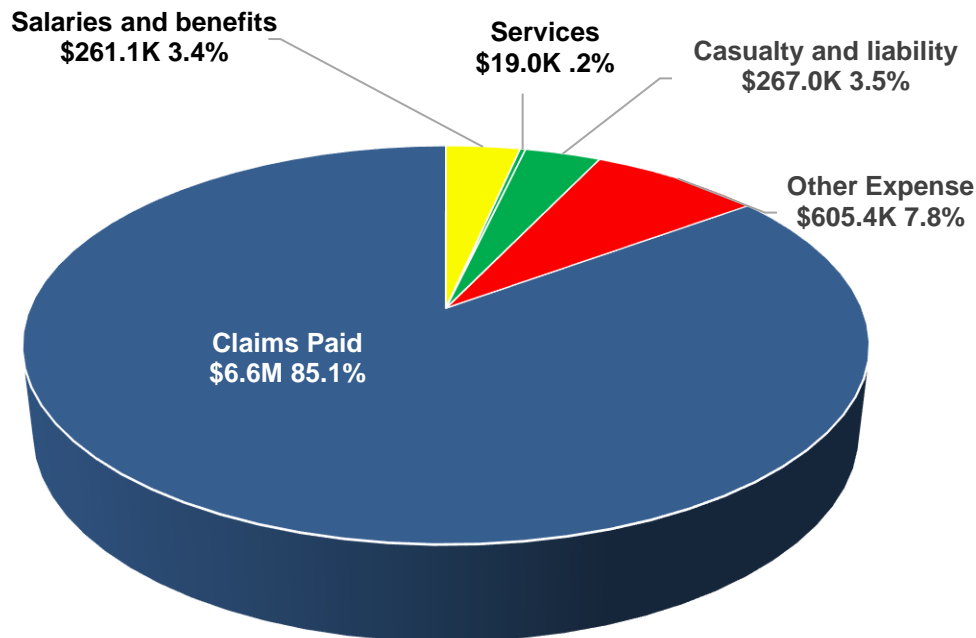
The Workers' Compensation Self-Insurance Fund (SIF) is focused on managing premiums, reporting claims, and controlling cost. The SIF provides greater visibility and financial reporting for BSD's \$7.7 million in self-funded activities.

Revenue

Revenue for the SIF is generated by charges for services provided to other business units within BSD. As insurance claims are incurred, the affected business unit within BSD is charged for the incurred claim and an offsetting revenue is generated within the SIF. The incurred amount charged to each business unit represents the claim amount and insurance premiums. There is a secondary charge to the business units for administrative services provided. The secondary fee covers personnel compensation and general office expenses to operate the fund.

Expense

Total operating expense for the internal service funds consist of compensation for staff to operate the programs, consultant fees, premiums for excess insurance coverage, office supplies, and claims paid. Claims paid are the largest single expense for the self-insurance fund and represents claims paid on a cash basis. Claims paid in FY 2022 are expected to decrease by \$2,096,327 or 24.2%.



Arts In Transit, Inc.

Strategic focus

Arts in Transit, Inc. (AIT) facilitates community engagement public art programs and projects that enhance the transit experience through creative place making and wayfinding. The strategic focus for FY 2022 is to:

- Improve consumer engagement and ridership across the Metro system through creative initiatives that allow our team to engage with families, community groups, and constituents through art projects that can be integrated into our facilities and rolling fleet.
- Improve the perception of Metro Transit services through AIT programs such as MetroLines (Poetry), MetroScapes (Visual), and Art In Motion (Bus Painting).

Revenue

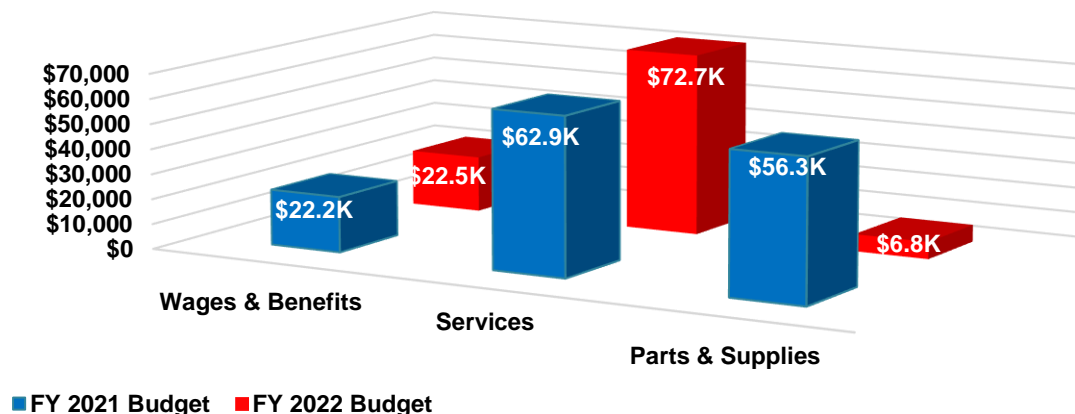
Arts in Transit revenue for FY 2022 is expected to be \$109,674. In-Kind Contributions are provided through the expertise and service contributions from BSD staff. In addition, revenue is also generated from bus advertisement and the sale of MetroScapes posters and other artwork.

Expense

Arts in Transit incurs expense from salaries and benefits, consulting fees, the use of outside services to assist in various art projects, and art materials and supplies. In FY 2022 operating expenses are projected to decrease \$42,871 or 28.1% due to decreased spending for materials and supplies.

Arts in Transit is projecting a break even financial result for FY 2022.

Comparison FY 2021 to FY 2022



Bi-State Development Research Institute

Strategic Focus

The Research Institute was established in 2014 as a non-profit organization within BSD. Over the years it accomplished a number of projects related to public and private initiatives at or near BSD transit centers. With these projects now completed or on to their next steps, the Research Institute is in the process of being closed out.

Revenue

Revenue in the amount of \$3,823 is budgeted for in-kind contributions.

Expense

Total operating expense is budgeted at \$3,823. The operating expense includes consulting fees associated with maintenance of way, and other miscellaneous office expenses.

Capital Revenue Assumptions FY 2022 – FY 2024

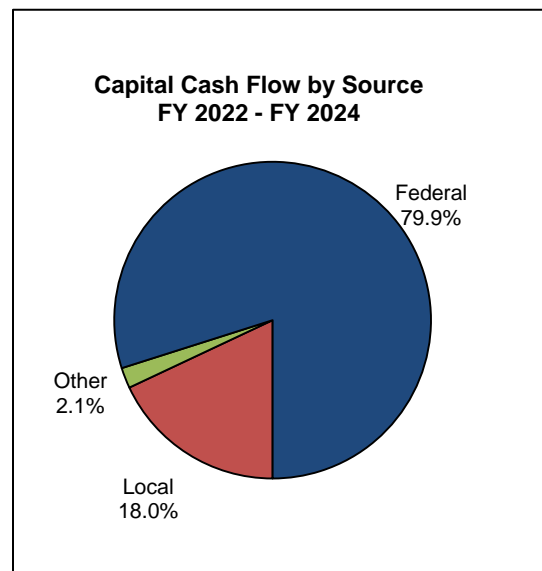
Federal Funding

“Fixing America’s Surface Transportation Act” (FAST Act)

The FAST Act is a five year bill signed into law by President Obama on December 4, 2015. The FAST Act became effective on October 1, 2015. The new transportation law authorizes transit programs for FY 2016 – FY 2020, through September 30, 2020. The FAST Act provides steady and predictable funding over the next five years with an increase of \$1 billion dollars per year to transit. The FAST Act also targets funding increases towards improving state of good repair and the bus program.

Under the FAST Act law, annual authorizations through the Section 5307 Urbanized Area Formula program are expected to increase by approximately 2% each year over FY 2016 authorized amounts. Additionally, recipients are no longer required to expend 1% of the 5307 funding on associated transit improvements. Annual authorizations through the Section 5337 State of Good Repair program are expected to increase by approximately 1.7% each year over FY 2016 authorized amounts. The Section 5339 Bus and Bus Facility formula program is maintained under the new transportation law and annual

authorizations are expected to increase by approximately 2% each year over FY 2016 authorized amounts. Additionally, the FAST Act re-introduces a discretionary bus program, which was eliminated under the previous transportation law.



Annual capital revenue assumptions over the FY 2022 – FY 2024 capital budget period for Bi-State Development will be based on several factors. For urbanized areas (UZAs) with populations of 200,000 or more, the formula is based on a combination of bus revenue vehicle miles, bus passenger miles, bus operating costs, fixed guideway vehicle revenue miles and fixed guideway route miles, as well as population and population density. The formula allocation also includes a percent of the Section 5307 funds that will be allocated on the basis of low-income persons residing in urbanized areas. Also, annual revenue

from these formula based programs will be based on Bi-State Development's annual reporting of data to the National Transit Database.

Capital revenue assumptions in the FY 2022 – FY 2024 capital plan are conservative beyond FY 2022 based on two factors, which will affect funding appropriations beyond September 30, 2020, which is the current expiration date of the FAST Act. Introduction of a new transportation law or extension of the current law will impact the Agency's federal formula allocations. Population, population density, and low-income population numbers are subject to change during the calendar year 2020 US census count, which will also impact the Agency's federal formula allocations.

Additional capital revenue assumptions in the FY 2022 – FY 2024 capital plan include several discretionary funding programs. Under MAP-21 the Bus and Bus Facility discretionary program was repealed and in its place a new Bus and Bus Facility Formula program was created. Under the FAST Act, the Bus and Bus Facility Discretionary program has been re-introduced, and includes a sub-program for technological changes or innovations to modify low or no emission vehicles and facilities. The FAST Act also continues federal highway funding for the Congestion Mitigation and Air Quality program and the Surface Transportation program. Funding under each of these programs is eligible for various public transportation purposes.

The FAST Act also continues the Section 5310 Enhanced Mobility of Seniors and Individuals with Disabilities program, which is a formula program to improve mobility for seniors and individuals with disabilities by removing barriers to transportation service and expanding transportation mobility options.

Bi-State Development's FY 2022 – FY 2024 capital budget totals \$595.3 million. Funding is planned through the FAST Act programs mentioned above as well as previously authorized and apportioned programs under MAP-21 and SAFETEA-LU. Federal discretionary programs such as Congestion Mitigation & Air Quality (CMAQ) funds and Surface Transportation Program (STP) funds are continued under the FAST Act law and are planned in this capital program. In addition, the Bus and Bus Facility discretionary grant program is being re-introduced under the FAST Act law and funding is planned for revenue rolling stock and facility rehabilitation and replacement.

“Moving Ahead for Progress in the 21st Century” (MAP-21)

MAP-21 was a two-year bill signed into law by President Obama on July 6, 2012. MAP-21 became effective Oct. 1, 2012 and authorized transportation programs through the federal fiscal year ending September 30, 2014. MAP-21 was under a continuing resolution until December 4, 2015. Funding and programs authorized under MAP-21 will continue to be administered through their programmatic life.

MAP-21 repealed the New Freedom Program (Section 5317) established under SAFETEA-LU and the New Freedom Program activities were merged into an existing Section 5310 Elderly and Disabled program creating the new Section 5310 Enhanced Mobility of Seniors and Individuals with Disabilities program. The original Section 5310 program was established in 1975 as a discretionary capital assistance program awarding grants to private nonprofit organizations to serve the transportation needs of seniors and persons with disabilities. Under SAFETEA-LU the Section 5317 New Freedom program was a formula grant program that provided funding for capital and operating expenses that support new public transportation services beyond those required by the Americans with Disabilities Act of 1990. Under the new Section 5310 program, funding supports “Traditional” capital projects and incorporates the New Freedom activities into the program. The FAST Act continues the Section 5310 Enhanced Mobility of Seniors and Individuals with Disabilities program over the five-year authorization.

Safe, Accountable, Flexible and Efficient Transportation Equity Act - A Legacy for Users (SAFETEA-LU)

SAFETEA-LU was signed into law on August 10, 2005 and authorized a total of \$52.6 billion in guaranteed funding for Federal transit programs for FY 2005 through FY 2009. SAFETEA-LU was structured to increase investments in public transit through common sense transit solutions. The law expired September 30, 2009 and remained in effect under a series of continuing resolutions until its final expiration on September 30, 2012. Funding and programs authorized under SAFETEA-LU will continue to be administered through their programmatic life.

Department of Homeland Security Transit Security Grant Program (TSGP)

The Transit Security Grant Program continues to be an important funding source for Bi-State Development. These funds provide for the critical hardening of Bi-State Development’s assets by enhancing various security measures as well as providing funding to support front-line employee training and bus and rail response and recovery drills to address potential terrorist threats. The capital budget includes projects and planned applications throughout the FY 2022 – FY 2024 period.

State Funding

Illinois Department of Transportation (IDOT)

Funding to support capital projects will be sought through IDOT as available.

Missouri Department of Transportation (MoDOT)

Funding to support capital projects will be sought through MoDOT as available.

Local and Other Funding

Missouri Local Sales Tax Funds

Bi-State Development uses a combination of 1/2 cent and 1/4 cent local sales tax capital funds generated by St. Louis City and County as the local match to Federal funding for bus and non-bus capital projects located in the City and County. Currently, 98% of the 1/2 cent sales tax receipts will be used for operating purposes for FY 2022 - FY2024.

Funds generated by the 1/4 cent sales tax approved as "Proposition M" in August 1994 are applied first to cover debt service requirements of the Cross County bond issuance. After covering debt service requirements, a portion of the remaining funds may be used as the local match to fund specified capital projects located in Missouri as approved by St. Louis City and County.

Proposition A was authorized through a referendum passed in St. Louis County on April 6, 2010. Proposition A provides an additional 1/2 cent sales tax to fund public transit capital and operating needs for the St. Louis region. Prop A's passage in the County also triggered a 1/4 cent sales tax in the City of St. Louis that voters there approved in 1997.

St. Clair County (Illinois) Transit District

Funding to support capital projects affecting Illinois will be sought through the St. Clair County Transit District as available.

Other Financing

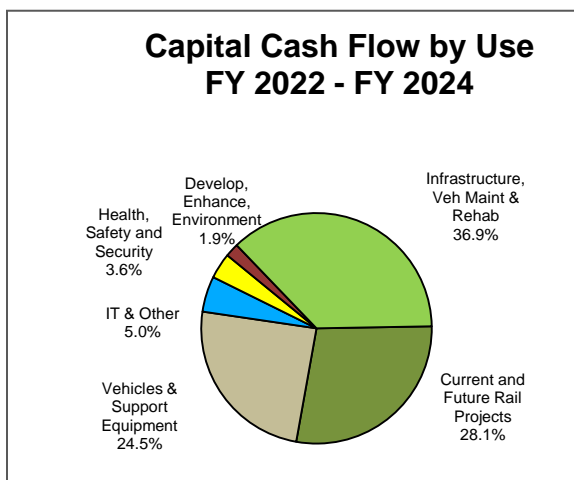
Other financing is made up of operating dollars used to match capital projects such as preventive maintenance of vehicles and facilities. From time to time, funding is also identified from sources other than local sales taxes.

Capital Expenditure Assumptions FY 2022 – FY 2024

Capital Expenditures

The capital expenditure program for FY 2022 – FY 2024 encompasses a wide range of initiatives over the next three years meeting Bi-State Development's (BSD) major capital projects and priorities and incorporates the federal program changes reflected in the current transportation law Fixing America's Surface Transportation Act (FAST Act).

A capital project is defined as costing more than \$5,000 and having a useful life of more than one year. Total capital expenditures planned for FY 2022 is \$447.8 million. Total capital expenditures planned for the three-year capital program is \$595.3 million. The FY 2022 – FY 2024 capital expenditure program includes both recurring and non-recurring capital expenditures. The recurring capital expenditures are those that are included in almost every budget and will have no significant impact on the operating budget. These recurring investments include bus and paratransit revenue rolling stock vehicle replacements; hardware and software upgrades to support advances in technology; and preventive maintenance along the MetroLink Right-of-Way and at MetroBus stations. Federal Formula funds will be allocated to the vehicle maintenance program throughout this capital budget period.



Under the FAST Act, the requirement to set aside one percent of Section 5307 Formula funds for associated transit improvements to enhance MetroBus and MetroLink facilities as a part of BSD's recurring capital activities has been repealed. However, carryover funding approved from prior transportation laws under SAFETEA-LU and MAP-21, are included in the FY 2022 – FY 2024 capital expenditure program to support transit improvements throughout the system. To

support future transit enhancements, other capital funds will be designated for the Arts in Transit Program as directed by Board policy.

In July 2016, the Federal Transit Administration (FTA) issued a final rule requiring FTA grantees to develop management plans for their public transportation assets,

including vehicles, facilities, equipment, and other infrastructure. The Transit Asset Management (TAM) final rule requires transit agencies to develop a strategic approach to maintain and improve their capital assets. The FY 2022 - FY 2024 capital and operating budgets contain several funding strategies to ensure Bi-State Development achieves and maintains a state of good repair status for all its assets.

The three-year capital budget assumes approximately \$167.1 million for MetroLink infrastructure projects, \$10.7 million for new development and environmental enhancements, \$21.4 million for safety and security enhancements, and \$30.0 million for information technology improvements. Vehicles and supporting equipment needs assume \$146.1 million; infrastructure and vehicle maintenance needs assume \$219.6 million.

Peripheral equipment is planned to improve operating efficiencies, customer enhancements and support “smart bus” technology which includes automatic passenger counters, an automatic vehicle location system, closed circuit television (CFCTV) systems and collection program modernization. These improvements will meet regional intelligent transportation system architecture requirements.

Security program investments will be accomplished through this capital program period including additional cameras and digital recording devices on light rail vehicles, buses and paratransit vehicles and in various MetroLink tunnels and bridges. In addition, various security enhancements will be implemented at bus and light rail facilities including installation of upgraded public address systems and CCTVs.

Investments at MetroLink stations and bus stops throughout the transit service area will create a more comfortable customer environment, improve the state of repair of customer-facing facilities, and address the American with Disabilities Act (ADA) requirements. ADA improvements include the upgrade of tactile warning strips at various MetroLink stations as well as continuing to improve access to bus stops and the installation of passenger shelters and benches at various bus stop locations throughout the system.

Technology investments in hardware and software are planned throughout the system over the next three years that will support Bi-State Development’s premiere transit operations. A new operating and capital budgeting system and a new enterprise asset management (EAM) system were implemented in FY 2020. The notable benefits of the implementation of these systems include more efficient budget planning, streamlined reporting, and increased asset visibility.

Major facility improvements planned over the next three years include the replacement of 15-20 year old major components such as heating, ventilation and air conditioning systems, elevators, escalators, electrical systems and doors. In addition, MetroLink infrastructure projects over the next three years include bridge and tunnel repairs, surface and alignment of the mainline track, substations and catenary insulators. All planned projects for the FY 2022 – FY 2024 capital budget are in support of the Federal Transit Administration’s Transit Asset Management and State of Good Repair practices.

Non-Routine Capital Expenditures

There are a number of non-recurring capital expenditures planned in the FY 2022 – FY 2024 capital budget. These non-recurring expenditures are intended to address an immediate capital need within the Metro transit system and may impact the operating budget after initial capitalization. Design and construction work began for rehabilitation and repair of Union Station Tunnel in Downtown St. Louis. Passenger amenity, technology and revenue vehicle replacement projects are budgeted in support of the Metro Reimagined initiative designed to increase customer satisfaction.

Bi-State Development continues to upgrade its interoperable communications system to be compliant with FCC regulations and to enable communications with first responders within the region.

Bi-State Development is continuing its commitment to create a more environmentally and economically sustainable transit system through investments in energy efficient lighting and equipment, and alternative propulsion systems. Metro's battery electric bus program is continuing through this capital budget cycle, with funds totaling \$33.8 million planned for the purchase of 24 battery electric buses and necessary infrastructure for charging stations in FY 2022. Additional revenue vehicle replacements include battery electric technology based in part on the success of Metro's pilot programs.

During the FY 2022 – FY 2024 capital program period, \$48 million will be allocated to the vehicle maintenance program through Federal Formula funds. A total of \$16 million in Federal Formula funds annually will be allocated to the program for FY 2022 - FY 2024.

Under the FAST Act, funding for the State of Good Repair Program which supports maintenance, replacement and rehabilitation of light rail infrastructure, facilities and equipment continues to be authorized. During the FY 2022 - FY 2024 capital investment program, projects will be administered and funds expended under the State of Good Repair Program as well as the previously authorized Fixed Guideway Modernization Program. A combined total of \$174.6 million in Federal State of Good Repair and Fixed Guideway funds are planned over FY 2022 - FY 2024 to support light rail facility and right-of-way improvements throughout the system, as well as rehabilitation and replacement of aged revenue and non-revenue equipment. As a part of Bi-State Development's overall state of good repair efforts, Bi-State Development continues to develop its transit asset management program which will further establish standards for the state of good repair of transportation infrastructure and vehicles and to develop a transit asset management database to more efficiently manage all assets.

The three-year capital budget of \$595.3 million addresses all major elements of Bi-State Development's Metro transit system improvements. Included within this plan are five significant non-routine capital expenditures. They include:

	(in millions)
Light Rail Vehicle Upgrades	\$ 133.4
Union Station Tunnel Rehabilitation	56.8
Radio System Upgrades	9.5
CCTV Expansion	8.8
ML Station Enhancements	29.6
Total non-routine projects	<u>\$ 238.1</u>

Funding for all programs will be derived from Federal Formula, Fixed Guideway, State of Good Repair, Bus and Bus Facility Formula, Bus and Bus Facility Discretionary, Surface Transportation Program, Job Access and Reverse Commute, Homeland Security, Congestion Mitigation & Air Quality, New Freedom, Enhanced Mobility of Seniors and Individuals with Disabilities and other sources of discretionary funding appropriately matched by local sources of funding. This plan is progressive and when effectively implemented will ensure that Bi-State Development is on target to meet the needs of the community.

Non-Routine Capital Grant Administration Agreements

The New Freedom program was introduced in SAFETEA-LU as a formula program. Under MAP-21 the program was eliminated and the activities are now incorporated as eligible activities in a new formula program known as the Section 5310 Enhanced Mobility of Seniors and Individuals with Disabilities. The FAST Act continues the funding authorization for the Enhanced Mobility of Seniors and Individuals with Disabilities over the five year authorization and is planned during the FY 2022 – FY 2024 program period.

The East-West Gateway Council of Governments (EWGCOG) was identified as the designated recipient for New Freedom funds through SAFETEA-LU. Through a Memorandum of Understanding (MOU) Bi-State Development administers sub-recipient awards and agreements for any projects that were selected through a competitive application process for these programs. Under MAP-21 the Section 5310 Enhanced Mobility of Seniors and Individuals with Disabilities responsibilities were assigned to co-designated recipients including Bi-State Development, East-West Gateway Council of Governments, Missouri Department of Transportation (MoDOT) and Illinois Department of Transportation (IDOT). Bi-State Development will manage sub-recipient awards and agreements for the “New Freedom” type projects; the State DOT’s will manage the “traditional” 5310 program activities; and, EWGCOG will administer the application process and the development of the Coordinated Human Services Transportation Plan.

The FAST Act continues the Section 5310 Enhanced Mobility of Seniors and Individuals with Disabilities funding program. It is expected that the co-designated recipients and their assigned responsibilities previously established under the prior authorization will be maintained and that funding will be administered as identified under the current MOU.

Bi-State Development will continue to administer funds remaining under the MAP-21 authorizations through the FY 2022 – FY 2024 program period. New funding appropriated under the FAST Act will also be administered through this program period.

While Bi-State Development is responsible for the administration of the grants and the reimbursement of expenditures generated by these partner agencies, Bi-State Development is not a direct recipient of these funds. Therefore, these projects and funds are not included in Bi-State Development's capital improvement program. Bi-State Development serves as administrator for the following sub-recipients:

FAST Act Funded Projects Section 5310 New Freedom Type Projects	
	(in millions)
OATS – Jeffco	.34
OATS – St. Louis/St. Charles	.05
Independence Center	.31
St. Louis Society for the Blind	.16
Disability Resource Agency	.93
Illinois Center for Autism	.45
ITN St. Charles	.16
ITN Gateway	.06
Total non-routine capital grant administration agreements	<u>\$ 2.46</u>

Impact of Capital Improvements on Operating Budget

Included in the capital budget is a three-year program designed to build, maintain or replace Bi-State Development's core infrastructure critical to the operation of the system. The effect of these projects on the operating budget is as varied as the projects. The capital budget provides the funding to implement necessary improvements and upgrades to the system infrastructure as well as various expenditures for asset replacements that occur on an infrequent basis and have an expected long term useful life. The operating budget provides the funding to support everyday maintenance and resources necessary to support those maintenance efforts. This section addresses the expected operating budget impact of significant, current active capital projects or those planned to begin during the FY 2022 – FY 2024 capital program period and that directly affect the FY 2022 operating budget period.

Current and Future Rail Projects

Track, catenary, alignment, bridge, tunnel and maintenance projects generally have the effect of stabilizing maintenance activity in the operating budget by avoiding expense peaks and valleys. The FY 2022 – FY 2024 capital budget plans for a significant upgrade of the Union Station MetroLink Tunnel. This project is projected to cost \$58 million. Full funding is planned through the FY 2022 – FY 2024 capital plan. This tunnel has experienced significant repairs over the past few years. The capital investment in this infrastructure is expected to reduce operating expenditures related to the tunnel by 15%. Additional light rail bridge and tunnel upgrades are planned through the FY 2022 – FY 2024 capital period to bring a number of infrastructures and facilities back to a state of good repair.

Vehicles and Supporting Equipment

Timely replacement of vehicles that have met their useful life will ensure that operating expenses remain stable. Revenue vehicles, non-revenue vehicles and paratransit vans currently are budgeted yearly based on the vehicle replacement plans. Light Rail Vehicle (LRV) replacement has a significant impact on the capital budget and the Agency has spent the last several years reserving funds for the first phase of LRV replacement to begin the procurement and construction of the first order of LRVs. These new LRVs will significantly reduce the annual operating costs through reduced maintenance.

A multi-year radio system replacement project is underway with design and planning of optimal sites for location of new radio towers being planned. This project is the result of FCC regulations requiring changes in technology and operating frequency. The radio

system upgrade will incorporate automatic vehicle location (AVL) technology. The addition of AVL should result in operating savings of more than \$500,000 annually. If the radio project were not undertaken, the operational issues that would result from losing operating radio frequency would be unacceptable.

Transit Development - Facility, Centers, Stations, Parking Lots, Loops, Other

Metro is committed to delivering an excellent customer experience through reliable, efficient service and safe, attractive and clean vehicles and facilities. Metro has made considerable investments in passenger facilities in recent years, including the opening of the North County Transit Center in 2016, addition of the Cortex MetroLink Station in 2018, and expansion of the Civic Center Transit Center in 2017. In the current capital and operating budget cycle, Metro is focusing considerable effort to improve the condition of existing transit facilities and assets. Capital projects included in this budget will improve several original MetroLink stations, introducing crime prevention through environmental design (CPTED), upgrade lighting, stairs, and passenger waiting areas, and use art and design to create unique spaces that are evocative of Metro Transit and the communities we serve. Many stations not scheduled for redesign will receive upgrades and repairs including parking lot resurfacing, new concrete at platform and passenger areas, new electrical systems, lighting and signage. These facilities impact Metro's operating budget by adding costs for cleaning, utilities, maintenance programs and the personnel resources necessary to sustain Metro's tremendous inventory of transit assets in a state of good repair.

Information Technology Improvements

Investments to improve Customer Service Information and Operations Management are planned over the three-year period. Additional technology upgrades will include a number of enhancements to the systems that will improve our customer relations and system management efforts without increasing manpower costs.

Long Range Capital and Operating Budget Impacts

Metro is working with partners across the region to explore opportunities for transit investment within the Northside-Southside and other important corridors. Any significant expansion of fixed-guideway transit would require federal capital support and increased local capital and operating support. In 2021, Metro began introducing alternative mobility solutions, including microtransit. It is too soon to estimate the impact of this new service paradigm on Metro's capital budget, however if Metro adopts microtransit or similar service at a wide scale, Metro's revenue vehicle requirements may diminish some over time.

Federal Programming Needs

FY 2022 – FY 2024

To meet the goals identified in the capital budget, adequate federal funding must be secured to support capital programs for the planned three-year fiscal period. This section describes the planned projects and identifies anticipated sources of funding which includes funds from the current transportation law Fixing America's Surface Transportation Act (FAST Act). Any delay or reduction in federal, state or local funding will necessitate modifications to the capital improvements contained in this capital program.

The FAST Act is a five year bill signed into law by President Obama on December 4, 2015. The FAST Act became effective on October 1, 2015. The new transportation law authorizes transit programs for FY 2016 – FY 2020, through September 30, 2020. The FAST Act provides steady and predictable funding over the next five years with an increase of \$1 billion dollars per year to transit. The FAST Act re-introduces a discretionary bus program which was eliminated under the previous transportation law. The FAST Act also targets funding increases towards improving state of good repair and the bus program.

Programs authorized under the FAST Act will continue to address several important goals facing the transportation system today, which includes improving safety, ensuring the state of good repair of the system and focusing on performance and program efficiency. It also emphasizes rehabilitation and replacement of aged infrastructure by furthering the asset management requirements and performance-based planning requirements established under the previous transportation law Moving Ahead for Progress in the 21st century (MAP-21).

Projects identified in Bi-State Development's FY 2022 – FY 2024 capital plan seek to meet the requirements detailed in the FAST Act authorization and guidance. Planned replacement of rolling stock, including buses and paratransit vehicles that meet EPA clean air standards and are equipped with ADA complaint lifts and equipment will ensure the safety and security of our traveling customers throughout the region. Bi-State Development's planned projects to rehabilitate rail right-of-way, tunnels and bridges will ensure the state of good repair of our light rail system. Federal funding to support these significant capital upgrades are planned from Urbanized Area Formula, State of Good Repair and Bus & Bus Facility formula funds as well as discretionary sources including Bus and Bus Facility (new discretionary program under the FAST Act), Congestion Mitigation & Air Quality and Surface Transportation Program funds.

Bi-State Development is continuing its efforts to meet the goals of the Long Range Transit plan by conducting planning studies that would result in the expansion of high-capacity transit across the St. Louis region. Under the FAST Act, Bi-State Development may seek funding under the Fixed Guideway Capital Investments Grant program, which includes streamlined guidance for the New Starts and Small Starts programs as well as the Core Capacity program. These funding sources will support new or expanded fixed guideway systems as well as bus rapid transit efforts.

Metro Transit

Capital Cash Flow Summary

FY 2022 - FY 2024

Sources of Funds	FY 2022	FY 2023	FY 2024	TOTAL
Federal Formula Funds - New	\$ 40,956,571	\$ 38,152,708	\$ 37,121,202	\$ 116,230,481
Federal Formula Funds - Carryover	\$ 103,004,499	\$ -	\$ -	\$ 103,004,499
Fixed Guideway Funds - Carryover	\$ 4,754,200	\$ -	\$ -	\$ 4,754,200
State of Good Repair - New	\$ 26,691,845	\$ 19,045,150	\$ 16,783,221	\$ 62,520,216
State of Good Repair - Carryover	\$ 107,327,695	\$ -	\$ -	\$ 107,327,695
Bus and Bus Facility - New	\$ 3,368,622	\$ 3,403,993	\$ 3,439,734	\$ 10,212,349
Bus and Bus Facility - Carryover	\$ 16,165,744	\$ -	\$ -	\$ 16,165,744
Approved Federal Discretionary Funds	\$ 55,392,829	\$ -	\$ -	\$ 55,392,829
Missouri Local Match	\$ 72,190,517	\$ 9,177,835	\$ 6,966,546	\$ 88,334,898
St. Clair County Transit District Funds	\$ 13,977,639	\$ 1,972,628	\$ 3,369,494	\$ 19,319,761
Other Financing	\$ 4,000,000	\$ 4,000,000	\$ 4,000,000	\$ 12,000,000
Grand Total	\$ 447,830,159	\$ 75,752,314	\$ 71,680,196	\$ 595,262,670

FY 2022 Capital Programs and Project

Current and Future Rail Projects

Track, Catenary, Alignment, Bridge, Tunnel, and Maintenance Projects	\$ 132,454,826
	\$ 132,454,826

Vehicles and Supporting Equipment

Peripheral Equipment	\$ 5,184,300
Peripheral Support	\$ 9,628,292
Revenue Vehicles	\$ 80,452,914
Support Vehicles	\$ 15,716,270
	\$ 110,981,776

New Development, Enhancement, Environmental Projects

Community Development Projects	\$ 437,500
Enhancement Projects	\$ 4,400,545
Transit Development-Facility, Centers, Stations, Parking Lots, Loops, Other	\$ 1,699,743
	\$ 6,537,788

Information Technology Improvements

Hardware and Software Data Systems	\$ 19,503,697
Office Equipment	\$ 172,552
	\$ 19,676,249

Infrastructure, Vehicle Maintenance and Rehab Programs

Existing Facilities - Maintenance and Rehab	\$ 22,067,156
Maintenance Equipment - Fleet, Warehouse, Facilities, Storeroom	\$ 1,970,835
Preventative Maintenance	\$ 20,000,000
Vehicle Maintenance, Rehab, Overhaul Programs	\$ 113,424,971
	\$ 157,462,962

Health, Safety, and Security

Health, Safety and Security Projects	\$ 20,716,558
	\$ 20,716,558

Grand Total	\$ 447,830,159
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FY 2022 - FY 2024 Capital Programs and Project

Current and Future Rail Projects

Track, Catenary, Alignment, Bridge, Tunnel, and Maintenance Projects	\$ 167,488,673
	\$ 167,488,673

Vehicles and Supporting Equipment

Peripheral Equipment	\$ 5,184,300
Peripheral Support	\$ 9,628,292
Revenue Vehicles	\$ 110,343,949
Support Vehicles	\$ 20,516,270
	\$ 145,672,810

New Development, Enhancement, Environmental Projects

Community Development Projects	\$ 937,500
Enhancement Projects	\$ 5,733,879
Transit Development-Facility, Centers, Stations, Parking Lots, Loops, Other	\$ 4,449,743
	\$ 11,121,122

Information Technology Improvements

Hardware and Software Data Systems	\$ 29,795,312
Office Equipment	\$ 172,552
	\$ 29,967,864

Infrastructure, Vehicle Maintenance and Rehab Programs

Existing Facilities - Maintenance and Rehab	\$ 32,424,890
Maintenance Equipment - Fleet, Warehouse, Facilities, Storeroom	\$ 1,970,835
Preventative Maintenance	\$ 60,000,000
Vehicle Maintenance, Rehab, Overhaul Programs	\$ 125,205,272
	\$ 219,600,997

Health, Safety, and Security

Health, Safety and Security Projects	\$ 21,411,204
	\$ 21,411,204

Grand Total	<u>\$ 595,262,670</u>
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Metro Transit

Capital Cash Flow Summary

FY 2022 - FY 2024

Uses of Funds	FY2022	FY2023	FY2024	TOTAL
Track, Catenary, Alignment, Bridge, Tunnel, and Maintenance Projects	\$ 132,454,826	\$ 15,151,137	\$ 19,882,711	\$ 167,488,673
Peripheral Equipment	\$ 5,184,300	\$ -	\$ -	\$ 5,184,300
Peripheral Support	\$ 9,628,292	\$ -	\$ -	\$ 9,628,292
Revenue Vehicles	\$ 80,452,914	\$ 14,923,179	\$ 14,967,856	\$ 110,343,949
Support Vehicles	\$ 15,716,270	\$ 2,400,000	\$ 2,400,000	\$ 20,516,270
Community Development Projects	\$ 437,500	\$ 500,000	\$ -	\$ 937,500
Enhancement Projects	\$ 4,400,545	\$ 833,334	\$ 500,000	\$ 5,733,879
Transit Development-Facility, Centers, Stations, Parking Lots, Loops, Other	\$ 1,699,743	\$ 375,000	\$ 2,375,000	\$ 4,449,743
Hardware and Software Data Systems	\$ 19,503,697	\$ 1,325,584	\$ 8,966,030	\$ 29,795,312
Office Equipment	\$ 172,552	\$ -	\$ -	\$ 172,552
Existing Facilities - Maintenance and Rehab	\$ 22,067,156	\$ 7,769,134	\$ 2,588,600	\$ 32,424,890
Preventative Maintenance	\$ 20,000,000	\$ 20,000,000	\$ 20,000,000	\$ 60,000,000
Maintenance Equipment - Fleet, Warehouse, Facilities, Storeroom	\$ 1,970,835	\$ -	\$ -	\$ 1,970,835
Vehicle Maintenance, Rehab, Overhaul Programs	\$ 113,424,971	\$ 11,780,301	\$ -	\$ 125,205,272
Health, Safety and Security Projects	\$ 20,716,558	\$ 694,646	\$ -	\$ 21,411,204
Grand Total	\$ 447,830,159	\$ 75,752,314	\$ 71,680,196	\$ 595,262,670

Gateway Arch

FY 2022 - 2024 Capital Projects Summary

Sources of Funds:

	<u>FY 2022</u>	<u>FY 2023</u>	<u>FY 2024</u>	<u>Total</u>
Jefferson National Expansion Memorial Beneficial Fund	\$ 1,600,000	\$ 6,400,000	\$ -	\$ 8,000,000
Total Sources of Funds	\$ 1,600,000	\$ 6,400,000	\$ -	\$ 8,000,000

Uses of Funds:

Tucker Theatre Repurposing

Design and audio visual programming - Phase 2	600,000	400,000		1,000,000
Tucker Theatre Repurposing - Phase 3	1,000,000	6,000,000		7,000,000

Load Zone Exhibits

Leak mitigation, additional contract to Load Zone Exhibits	-	-	-	-
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Total Uses of Funds

\$ 1,600,000	\$ 6,400,000	\$ -	\$ 8,000,000
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St. Louis Downtown Airport

FY 2022 - 2024 Capital Projects Summary

Sources of Funds:

	FY 2022	FY 2023	FY 2024	Total
Federal Grants	\$ 90,000	\$ 4,500,000	\$ 4,500,000	\$ 9,090,000
State and Local	\$ 4,444,992	\$ 250,000	\$ 650,000	\$ 5,344,992
Airport & Other Funds	\$ 3,954,998	\$ 2,145,000	\$ 760,000	\$ 6,859,998
Total Sources of Funds	\$ 8,489,990	\$ 6,895,000	\$ 5,910,000	\$ 21,294,990

Uses of Funds:

	Projects by Year			
	FY 2022	FY 2023	FY 2024	Total
Construction:				
Vector Drive/Industrial Blvd intersection upgrade	\$ 150,000	\$ -	\$ -	\$ 150,000
Construct northeast access road and improve site drainage	\$ 550,000	\$ -	\$ -	\$ 550,000
Run-up ramp, compass calibration pad, and taxiway access	\$ 4,999,990	\$ -	\$ -	\$ 4,999,990
Pavement Conditioning	\$ -	\$ -	\$ 390,000	\$ 390,000
Preliminary engineering relocation of Taxiway B	\$ 100,000	\$ -	\$ -	\$ 100,000
Airport master plan	\$ -	\$ -	\$ -	\$ -
Reconstruct Curtiss Steinberg Drive	\$ -	\$ 1,500,000	\$ -	\$ 1,500,000
Reconstruct Taxiway B, Phase 3: Center	\$ -	\$ -	\$ 5,000,000	\$ 5,000,000
Reconstruct Taxiway B, Phase 3: NW	\$ -	\$ 5,000,000	\$ -	\$ 5,000,000
Reconstruct Taxiway B, Phase 3: SE	\$ -	\$ -	\$ -	\$ -
Reconstruct Vector Drive (Location Dependent)	\$ -	\$ -	\$ 500,000	\$ 500,000
Equipment and Facilities Replacements:				
ARFF / Operations vehicle	\$ 45,000	\$ -	\$ -	\$ 45,000
Replacement Paint Stripper	\$ 25,000.00	\$ -	\$ -	\$ 25,000
Terminal: Reconstruction	\$ 2,600,000	\$ -	\$ -	\$ 2,600,000
Replace three (3) T-Hangar floors with new design	\$ 20,000	\$ 20,000	\$ 20,000	\$ 60,000
Lite Utility Vehicle	\$ -	\$ 25,000	\$ -	\$ 25,000
Land and Land Improvements:				
Utility Ongoing Replacement Project (Location Dependent)	\$ -	\$ 300,000	\$ -	\$ 300,000
Wildlife Hazard Management Plan	\$ -	\$ 50,000	\$ -	\$ 50,000
Total Use of Funds	\$ 8,489,990	\$ 6,895,000	\$ 5,910,000	\$ 21,294,990



Metro Transit Improvement Plan
Fiscal Year 2022

Metro Transit
Improvement Plan

Metro Transit

Transit Improvement Plan Assumptions

The three-year Transit Improvement Plan reflects known factors to estimate the financial position for BSD through 2024. Deficits projected for FY 2022 - FY 2024 are a reflection of lower expected ridership and resultant revenues. Service deployment of “Metro Reimagined” began in the fall of 2019 and will remain consistent throughout this period. Major emphasis on safety, improved service delivery, and customer service are the building blocks for a bright future.

Operating Revenue

Passenger revenue for FY 2022 - FY 2024 is projected to slow the decline previously experienced and maintain a leveling of revenue as reflecting the results of “Metro Reimagined”. System service improvements, including electronic payment applications and Micro Transit services, will create shorter waits, faster trips, and better connections. Improvements with service delivery and safety will be a catalyst to attract riders to the system.

Paratransit contract revenues are associated with Call-A-Ride operations primarily due to Missouri Medicaid customers. Revenue is expected to increase 24.4% in FY 2022, and stabilize through FY 2023 - FY 2024.

Other operating revenue consists of advertising on revenue vehicles, shelters and Metro Link stations, property rental, contracted maintenance for St. Clair ATS service, concessions, and miscellaneous other. For FY 2023 - FY 2024 other operating revenues are expected to remain level.

Operating Expense

Operating expenses adjusted for newly budgeted projects expected to generate new revenue or funded by grants are projected to remain relatively flat for FY 2022 and be strictly managed to grow modestly during the remainder of the three year period. For FY 2023 - FY 2024 inflationary growth is estimated to be about 1%. This represents normal inflationary pressure on wages and benefits, materials and parts, services, insurance, and utilities.

Grants, Sales Tax, and Contractual Revenue

Sales tax receipts remain the vehicle of choice for funding public transportation in the St. Louis region. The importance of public transportation to the St. Louis metropolitan region has been recognized since 1973 with the passage of a ½ cent sales tax in both St. Louis County and City. To introduce light rail to the region and provide for further expansion a ¼ cent sales tax was passed in both St. Louis County and City in 1994. In 1997, the City of St. Louis passed an additional ¼ cent sales tax contingent upon a reciprocal tax in St. Louis County. In 2010, St. Louis County residents passed an additional ½ cent sales tax which allowed collection of both the 2010 ½ cent tax in the County and the 1997 ¼ cent sales tax within the City.

Each year, BSD requests an appropriation sufficient to fund capital improvement and replacements, debt service, and operational costs in excess of passenger revenue. Sales tax revenues are not growing at the rate of inflation. Projected annual growth in sales taxes between FY 2023 - FY 2024 is budgeted to be flat for St. Louis City and County. Sales tax revenues for operations are expected to remain level for FY 2023 and FY 2024, to reflect the lack of growth expected in all other revenues.

State of Missouri revenue for FY 2023 - FY 2024 is expected to remain level and the East-West Gateway Council of Governments reimbursement will remain level over both years.

St. Clair County revenue for FY 2022 will increase slightly. Illinois MetroBus is evaluating the current and longer term service levels for fixed route bus service. This projection assumes continuation of this additional service and keeps MetroLink service at current levels. St. Clair County Transit District contracts for and pays 100% of the fully allocated cost of service provided to them by BSD. Resources received by St. Clair Transit District to fund public transportation in their District include a 1981 ¼ cent sales tax, a 1993 ½ cent sales tax and Downstate Illinois Department of Transportation Funding. BSD is committed to control expenses and projects.

Federal vehicle maintenance (Federal Formula Funds) is budgeted at \$16 million for the period FY 2022 - FY 2024. Using these funds for operations may result in transit deferring capital spending in future years. If deferring capital replacement and rehabilitation spending is required, it could be detrimental to the investment in assets which the FTA expects Bi-State Development to keep in good condition. Most of transit's facilities are 20-plus years of age. The original MetroLink alignment exceeds 20 years as well.

Other non-capital projects represents projects that are eligible to be funded with Federal monies but are technically an operating cost per United States Generally Accepted Accounting Principles. An example would be rail maintenance grinding which is a repair but costs millions of dollars. Between FY 2022 - FY 2024 BSD anticipates spending

between \$4-5 million annually on these type of projects. Federal assistance provides an average of 80% to full funding for these projects.

Non-Operating Revenue (Expense)

Investment income is projected to grow more quickly than the past decade as a result of a series of rate increases by the Federal Reserve. This line item also includes the revenue portion of the capital lease program which increases annually. Lease interest revenue offsets lease interest expense related to this program.

Interest expenses increase overall because of the Capital lease program. The interest expense portion of the capital lease program grows annually. The capital lease expense is equally offset by capital lease interest revenue which is in investment income. Annual principal payments on bond debt reduce the amount of interest expense related to bond debt annually.

Deficit before Depreciation

Net deficits projected for FY 2022 – FY 2024 are non-cash and represent annual unfunded GASB 45 and 68 reporting requirements related to items as OPEB obligations, pension, and amortization of discounts/premiums on debt. Actual deficits may differ from these projections due to adverse economic conditions or unexpected expenditures.

Transit Improvement Plan Financial Summary

The following pages include a three-year Statement of Revenue and Expenses and a three-year Statement of Grants, Sales Tax, and Contractual Revenue detail.

Metro Transit
Transit Improvement Plan
Three-Year Financial Summary
(in thousands)

	FY 2022	FY 2023		FY 2024	
	Budget	Projection	Change	Projection	Change
Operating Revenue:					
Passenger Revenue	\$ 20,970	\$ 21,180	1.0%	\$ 21,180	0.0%
Paratransit Contract	\$ 1,375	\$ 1,388	1.0%	\$ 1,388	0.0%
Other transit operating revenue	\$ 4,422	\$ 4,467	1.0%	\$ 4,467	0.0%
Total operating revenues	26,767	27,035	1.0%	27,035	0.0%
Non-Operating Revenue:					
Total Grants & Assistance	\$ 297,680	\$ 286,029	-3.9%	\$ 286,029	0.0%
Investment Income	\$ 10,906	\$ 11,015	1.0%	\$ 11,015	0.0%
Other misc. non-operating revenue	\$ 2,120	\$ 2,141	1.0%	\$ 2,141	0.0%
Total non-operating revenues	310,707	299,186	-3.7%	299,186	0.0%
Total revenues	337,474	326,221	-3.3%	326,221	0.0%
Operating Expense:					
Wages And Benefits	\$ 205,036	\$ 207,086	1.0%	\$ 209,157	1.0%
Services	\$ 47,926	\$ 48,405	1.0%	\$ 48,889	1.0%
Fuel & Lubrications	\$ 33,216	\$ 33,548	1.0%	\$ 33,884	1.0%
Other Expense	\$ 26,397	\$ 26,661	1.0%	\$ 26,927	1.0%
Total operating expenses	312,574	315,700	1.0%	318,857	1.0%
Non-Operating Expense:					
Interest on debt	\$ 21,971	\$ 22,190	1.0%	\$ 22,412	1.0%
Sheltered workshop	\$ 1,255	\$ 1,268	1.0%	\$ 1,280	1.0%
Other Non-Operating Expense	\$ 2,051	\$ 2,072	1.0%	\$ 2,093	1.0%
Total non-operating expenses	25,277	25,530	1.0%	25,785	1.0%
Total expenses	337,851	341,229	1.0%	344,642	1.0%
Net income (deficit) before	(377)	(15,008)		(18,421)	22.7%
Depreciation And Amortization	77,057	75,271	-2.3%	75,271	0.0%
Net Transfers	4,459	3,200	-28.2%	3,200	0.0%
Net income (deficit)	\$ (81,893)	\$ (93,479)	14.1%	\$ (96,891)	3.7%

Totals may not sum due to rounding.

Metro Transit
Transit Improvement Plan
Three-Year Grants, Sales Tax & Contractual Revenue Detail
(in thousands)

	FY 2022	FY 2023		FY 2024	
	Budget	Projection	Change	Projection	Change
Local & State:					
Missouri:					
City of St. Louis 1/2 cent sales tax	\$ 20,295	\$ 20,295	0.0%	\$ 20,295	0.0%
City of St. Louis 1/4 cent sales tax	\$ 9,039	\$ 9,039	0.0%	\$ 9,039	0.0%
City of St. Louis Prop M2 sales tax	\$ 7,440	\$ 7,440	0.0%	\$ 7,440	0.0%
Total City of St. Louis	36,775	36,775	0.0%	36,775	0.0%
St. Louis County 1/2 cent sales tax	\$ 41,462	\$ 41,462	0.0%	\$ 41,462	0.0%
St. Louis County 1/4 cent sales tax	\$ 35,116	\$ 35,116	0.0%	\$ 35,116	0.0%
St. Louis County Prop A 1/2 cent sales tax	\$ 85,827	\$ 85,827	0.0%	\$ 85,827	0.0%
Total St. Louis County	162,405	162,405	0.0%	162,405	0.0%
State of Missouri	\$ 792	\$ 792	0.0%	\$ 792	0.0%
Other local match - MO	\$ 790	\$ 790	0.0%	\$ 790	0.0%
Planning & demonstration reimb.-EWGCOG	\$ 160	\$ 160	0.0%	\$ 160	0.0%
Total Missouri local & state	200,921	200,921	0.0%	200,921	0.0%
Illinois:					
St. Clair County	\$ 63,986	\$ 63,986	0.0%	\$ 63,986	0.0%
Local Match (IL) Non-Cap Projects	\$ 107	\$ 107	0.0%	\$ 107	0.0%
Total Illinois local & state	64,093	64,093	0.0%	64,093	0.0%
Total local & state	265,015	265,015	0.0%	265,015	0.0%
Federal:					
Vehicle maintenance	16,000	\$ 16,000	0.0%	\$ 16,000	0.0%
Non-capital projects	16,666	\$ 5,015	-69.9%	\$ 5,015	0.0%
Total Federal	32,666	21,015	-35.7%	21,015	0.0%
Total grants, sales tax, & contractual revenue	\$ 297,680	\$ 286,029	-3.9%	\$ 286,029	0.0%

Totals may not sum due to rounding.



BI-STATE DEVELOPMENT



**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 and incidental functions; and to contract and to be contracted with; and

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

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

Whereas, this Resolution was presented to and discussed by the Board at its FY2022 budget meeting on March 19, 2021, and is being considered for final approval at its next regularly scheduled meeting on April 23, 2021; and

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

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

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

Section 2. Approval of Filing Applications and Execution of Grant Agreements. The Board of Commissioners hereby approves the filing of grant applications to the FEMA for assistance under the Transit Security Grant Program 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 and Vice Chairman of the Board of Commissioners, the President and CEO and the Chief Financial Officer or Designated Individual are hereby authorized and directed to execute and file all documents and to take such actions as they may deem necessary or advisable in order to carry out the purposes of the Resolution; and the execution of such documents or taking of such action shall be conclusive evidence of such necessity or advisability.

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

Section 5. Payment of Expenses. The Senior Vice President and Chief Financial Officer is hereby authorized and directed to pay or cause to be paid all costs, expenses and fees incurred in connection with or incidental to the Resolution.

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

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

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

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

ADOPTED by the Board of Commissioners of the Bi-State Development Agency this 23rd day of April, 2021.

In Witness Whereof, the undersigned has hereto subscribed her 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

Resolution #1128
Bi-State Development Agency Board of Commissioners
April 23, 2021
Transit Security Grant Applications Authorization
Page 2

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

PREAMBLES:

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

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

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

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

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

Whereas, this Resolution was presented to and discussed by the Board at its FY2022 budget meeting on March 19, 2021 and is being considered for final approval at its next regularly scheduled meeting on April 23, 2021; and

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

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

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

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

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

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

Section 5. Payment of Expenses. The Senior Vice President and Chief Financial Officer is hereby authorized and directed to pay or cause to be paid all costs, expenses and fees incurred in connection with or incidental to the Resolution.

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

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

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

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

ADOPTED by the Board of Commissioners of the Bi-State Development Agency on this 23rd day of April, 2021.

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

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

By _____
Title _____

[Seal]

ATTEST:

By: _____
Deputy Secretary to the Board of Commissioners

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY OF THE
MISSOURI-ILLINOIS METROPOLITAN DISTRICT
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 FY2022 budget meeting on March 21, 2021, and is being considered for final approval at its next regularly scheduled meeting on April 23, 2021; and.

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

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

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

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

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

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

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

Section 5. Payment of Expenses. The Senior Vice President and Chief Financial Officer is hereby authorized and directed to pay or cause to be paid all costs, expenses and fees incurred in connection with or incidental to this Resolution and Grant Applications and Agreements.

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

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

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

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

ADOPTED by the Board of Commissioners of the Bi-State Development Agency this 23rd day of April, 2021.

In Witness Whereof, the undersigned has hereto subscribed her 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:

By: _____
Deputy Secretary to the Board of Commissioners

**A RESOLUTION OF THE BOARD OF COMMISSIONERS OF THE
BI-STATE DEVELOPMENT AGENCY OF THE MISSOURI-ILLINOIS
METROPOLITAN DISTRICT AUTHORIZING THE EXECUTION OF
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 FY2022 budget meeting on March 19, 2021, and is being considered for final approval at its next regularly scheduled meeting on April 23, 2021; and

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

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

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

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

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

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

Section 5. Payment of Expenses. The Senior Vice President and Chief Financial Officer is hereby authorized and directed to pay or cause to be paid all costs, expenses and fees incurred in connection with or incidental to this Resolution and Grant Agreements.

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

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

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

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

ADOPTED by the Board of Commissioners of the Bi-State Development Agency on this 23rd day of April, 2021.

In Witness Whereof, the undersigned has hereto subscribed her 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

Resolution #1131
Bi-State Development Agency Board of Commissioners
April 23, 2021
FY22 Execution of Grant Agreements w-MoDOT State Operating Assistance
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 FY2022 budget meeting on March 19, 2021, and is being considered for final approval at its next regularly scheduled meeting on April 23, 2021; and

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

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

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

Section 2. Approval of the Sub-award Grant Agreement. The Board of Commissioners hereby approves the sub-award grant Agreement through the Unified Planning Work Program with East-West Gateway Council of Governments for transit system planning and development, under and pursuant to this Resolution and the Compact for the authorized Agency purposes set forth in the preambles hereof and subject to the conditions hereinafter provided.

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

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

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

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

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

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

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

ADOPTED by the Board of Commissioners of the Bi-State Development Agency on this 23rd day of April, 2021.

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

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

By _____
Title _____

[SEAL]

ATTEST:

By _____
Deputy Secretary to the Board of Commissioners

**A RESOLUTION OF THE BOARD OF 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 FY2022 budget meeting on March 19, 2021, and is being considered for final approval at its next regularly scheduled meeting on April 23, 2021; and

Whereas, it is feasible, necessary and in the public interest for the Agency 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 23rd day of April, 2021.

In Witness Whereof, the undersigned has hereto subscribed her 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 of the Board of Commissioners

Resolution #1133
Bi-State Development Agency Board of Commissioners
April 23, 2021
Authorization to Apply for Grant Agreements w-FAA and IDOT
Page 2

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

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

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

Whereas, the Agency is a Designated Recipient of Federal transportation assistance previously authorized under SAFETEA-LU and MAP-21 legislation for funding through the Urbanized Area Formula Program, 49 U.S.C. 5307; the Capital Investment Program (Fixed Guideway Modernization, New Starts), 49 U.S.C. 5309; the Clean Fuels Bus, 49 U.S.C. 5309; the Bus and Bus Livability, 49 U.S.C. 5309; the Alternatives Analysis, 49 U.S.C. 5339; the Bus and Bus Facility Formula, 49 U.S.C. 5339 and is an authorized sub-recipient of funds under the Job Access and Reverse Commute Program, 49 U.S.C. 5316; and the New Freedom Program, 49 U.S.C. 5317; the Public Transportation Emergency Relief, 49 U.S.C. 5324; the Asset Management, 49 U.S.C. 5326; the State of Good Repair, 49 U.S.C. 5337; and is an authorized recipient of funds under the Enhanced Mobility of Seniors and Individuals with Disabilities, 49 U.S.C. 5310 and is an authorized recipient of CMAQ and STP funds, 23 U.S.C. 149 and 49 U.S.C. 5307; and is an authorized recipient of CARES Act funds, 15 U.S.C. 116, and is an authorized recipient of Coronavirus Response and Relief Supplemental Appropriations Act of (CRRSAA) funds, and is an authorized recipient of The American Rescue Plan Act, 2021 (ARP) funds; 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 Coronavirus Aid, Relief, and Economic Security Act (CARES Act), authorized funding under Section 5307 Urbanized Area Formula Program, (Pub. L. 116-136, March 27, 2020); the Coronavirus Response and Relief Supplemental Appropriations Act of 2021 (CRRSAA of 2021), authorized funding under Section 5307 Urbanized Area Formula Program, The American Rescue Plan Act (ARP), authorized funding under Section 5307 Urbanized Area Formula Program of 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, 23 U.S.C. 149 and 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 FY2022– FY2024; and

Whereas, this Resolution was presented to and discussed by the Board at its FY2022 budget meeting on March 19, 2021, and is being considered for final approval at its next regularly scheduled meeting on April 23, 2021; 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 DOT/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 DOT/FTA and the authorization to execute grant and cooperative agreements with the DOT/FTA on behalf of the Agency, in accordance with the terms and conditions described herein.

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

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

Section 2. Approval to Execute and File Applications for Federal Assistance. The Board Chairman, Vice-Chairman, President & CEO, the Senior Vice President and Chief Financial Officer, or Designated Individual are authorized to execute and file application(s) on behalf of the Agency to the DOT/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 or other purposes and are administered by the DOT/FTA during FY22, FY23 and FY24, 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 FY22, FY23 and FY24 to execute and file with the Agency's application(s) the annual certifications and assurances and other documents required by the DOT/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 DOT/FTA on behalf of the Bi-State Development Agency of the Missouri-Illinois Metropolitan District during FY22, FY23 and FY24.

Section 5. Actions of Officers Authorized. The officers of the Agency, including without limitation the Chairman and Vice Chairman of the Board of Commissioners, the President and CEO and the Chief Financial Officer, or a Designated Individual are hereby authorized and directed to execute all documents and to take such

actions as they may deem necessary or advisable in order to carry out the purposes of the Resolution; and the execution of such documents or taking of such action shall be conclusive evidence of such necessity or advisability.

Section 6. Severability. It is hereby declared to be the intention of the Board of Commissioners that each and every part, section and subsection of this Resolution shall be separate and severable from each and every other part, section and subsection herein, and that the Board of Commissioners intends to adopt each part, section and subsection separately and independently of any other part, section and subsection. In the event that any part, section or subsection of this Resolution is determined to be, or to have been, unlawful or unconstitutional, the remaining parts, sections and subsections shall remain in full force and effect, unless the Court making this finding determines that the valid portions, standing alone, are incomplete and incapable of being executed in accordance with the intent of the Resolution.

Section 7. Payment of Expenses. The Senior Vice President and Chief Financial Officer is hereby authorized and directed to pay or cause to be paid all costs, expenses and fees incurred in connection with or incidental to the Resolution.

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

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

Section 10. Governing Law. The laws of the State of Missouri shall govern this Resolution.

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

ADOPTED by the Board of Commissioners of The Bi-State Development Agency on this 23rd day of April, 2021.

In Witness Whereof, the undersigned has hereto subscribed her 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



FISCAL YEAR 2022



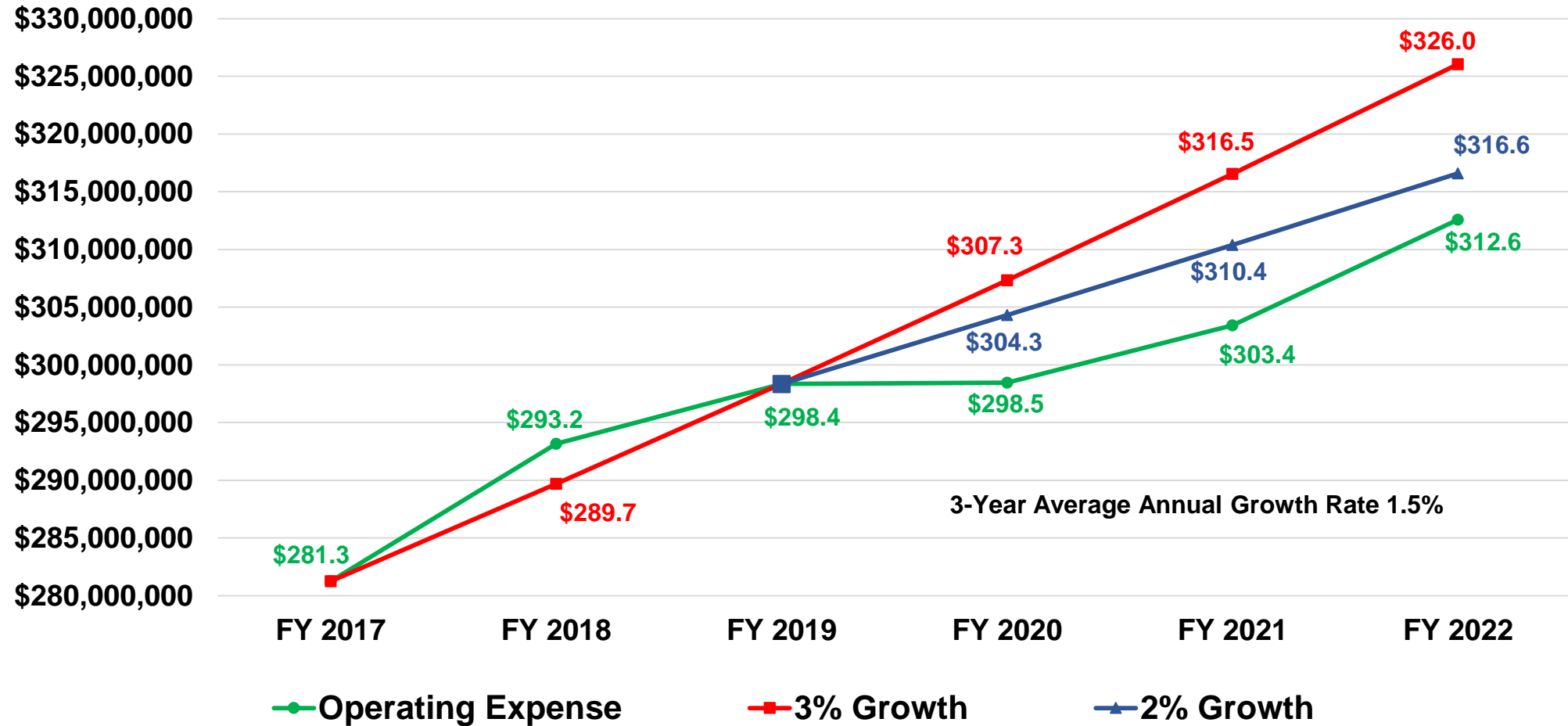
OPERATING AND CAPITAL BUDGET



BI-STATE DEVELOPMENT



Transit System Cost Stabilization



Metro Transit



FISCAL YEAR 2022

Statement of Activity

Metro Transit System - Statement of Revenue and Expense

	COVID Budget 2021	Budget 2022	\$ Change	% Change
Revenue:				
Passenger revenue	\$ 23,048,001	\$ 20,970,144	\$ (2,077,857)	-9.0%
Grant, sales tax and contractual	303,439,786	297,680,305	(5,759,481)	-1.9%
Interest income	9,648,804	10,906,178	1,257,374	13.0%
Other	6,832,404	7,917,283	1,084,879	15.9%
	342,968,995	337,473,910	(5,495,085)	-1.6%
Expense:				
Wages and benefits	210,175,918	205,035,777	(5,140,141)	-2.4%
Services	39,812,268	47,925,589	8,113,321	20.4%
Fuel and lubrications	12,214,894	10,638,466	(1,576,428)	-12.9%
Parts and supplies	23,202,953	22,577,439	(625,514)	-2.7%
Casualty insurance	9,172,008	10,233,710	1,061,702	11.6%
Utilities	7,958,502	8,395,433	436,932	5.5%
Other operating expenses	14,776,853	7,767,406	(7,009,447)	-47.4%
Total operating expenses	317,313,395	312,573,821	(4,739,574)	-1.5%
Interest expense	25,603,342	21,970,677	(3,632,665)	-14.2%
Other non-operating expense	2,092,503	3,306,335	1,213,832	58.0%
Net income (deficit) before depreciation and transfers	(2,040,245)	(376,923)	1,663,323	-81.5%
Depreciation	75,870,925	77,057,118	1,186,194	1.6%
Net transfers	2,779,378	4,459,052	1,679,674	60.4%
Net income (deficit)	\$ (80,690,548)	\$ (81,893,092)	\$ (1,202,544)	1.5%

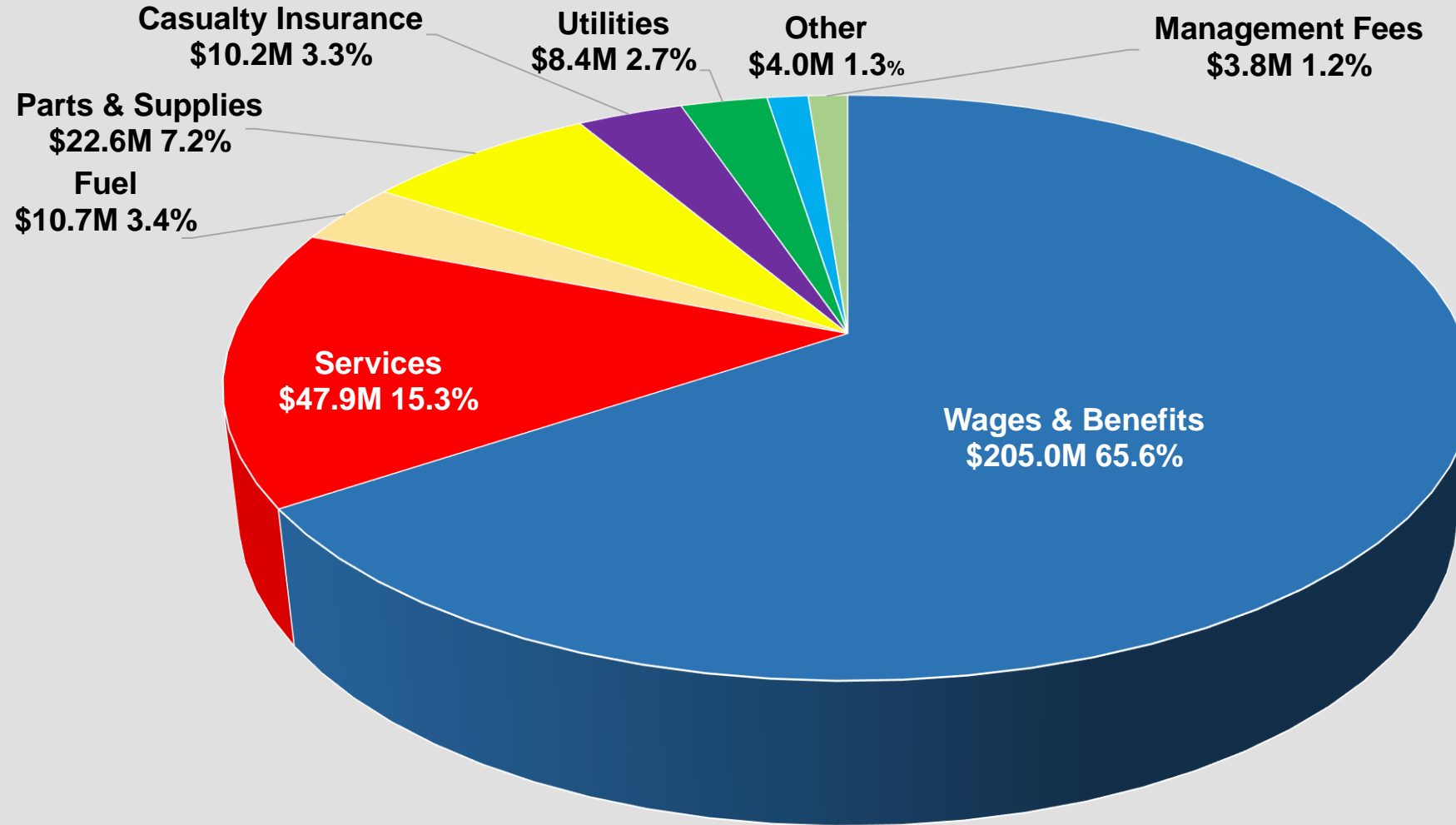
Numbers may not sum due to rounding.

Transit Operating Expense

	COVID Budget 2021	Budget 2022	\$ Change	% Change
Expense:				
Wages and benefits	\$ 210,175,918	\$ 205,035,777	\$ (5,140,141)	-2.4%
Services	39,812,268	47,925,589	8,113,321	20.4%
Fuel and lubrications	12,214,894	10,638,466	(1,576,428)	-12.9%
Parts and supplies	23,202,953	22,577,439	(625,514)	-2.7%
Casualty insurance	9,172,008	10,233,710	1,061,702	11.6%
Utilities	7,958,502	8,395,433	436,932	5.5%
Other operating expenses	14,776,853	7,767,406	(7,009,447)	-47.4%
Total operating expenses	317,313,395	312,573,821	(4,739,574)	-1.5%
COVID Expense	(7,500,000)	-	7,500,000	
Non-Capitalized Project Increase	(1,133,457)	-	1,133,457	
SCCTD - Additional Service	(5,279,434)	-	5,279,434	
Adjusted operating expense	\$ 303,400,504	\$ 312,573,821	\$ 9,173,317	3.0%
St. Louis County Police Contract		\$ (5,280,626)		
Adjusted operating expense	303,400,504	307,293,195	3,892,690	1.3%

Numbers may not sum due to rounding.

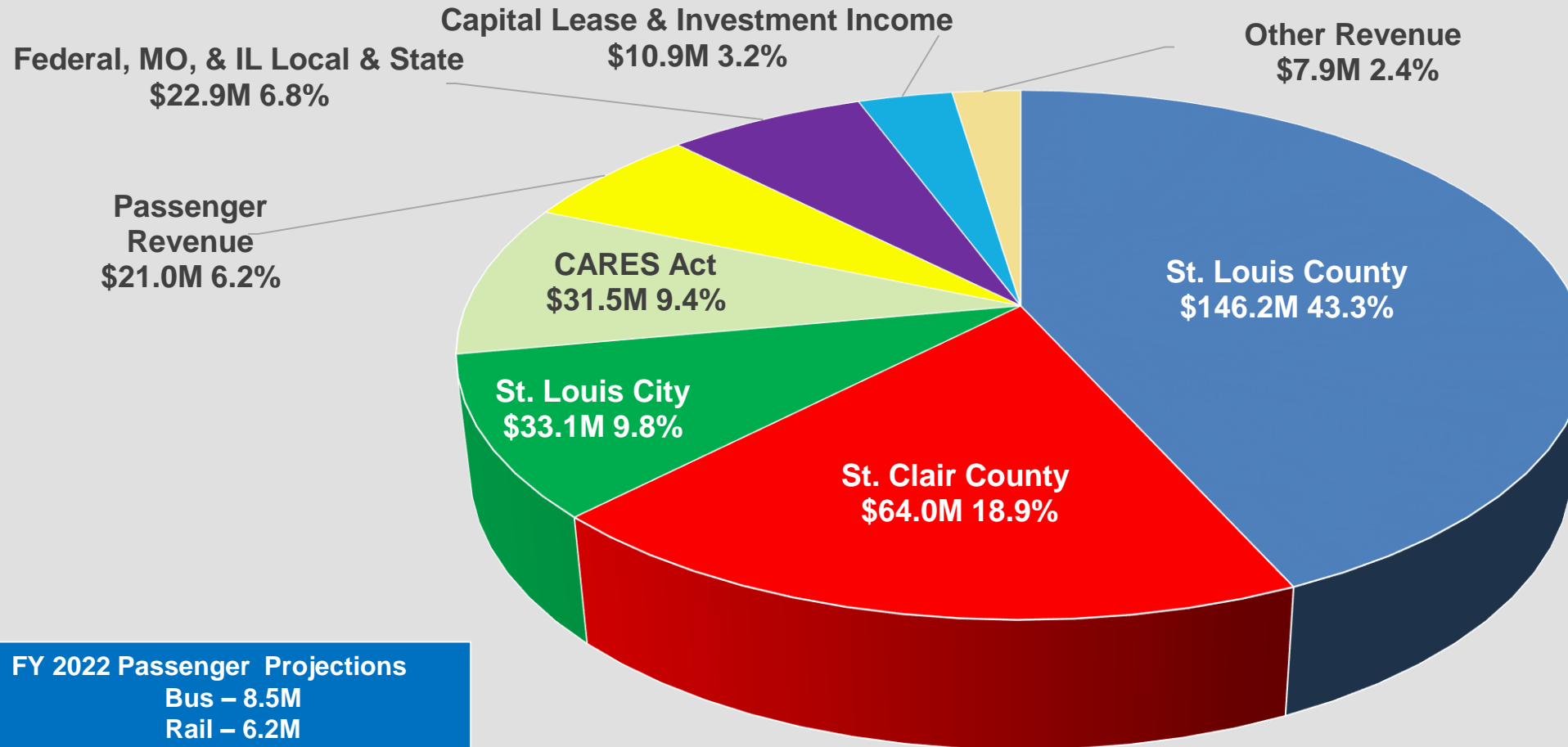
Transit Operating Expense



FISCAL YEAR 2022

Funding Partners & Revenue Sources

(less capital and principal on debt)



FY 2022 Passenger Projections
Bus – 8.5M
Rail – 6.2M
CAR - .4M

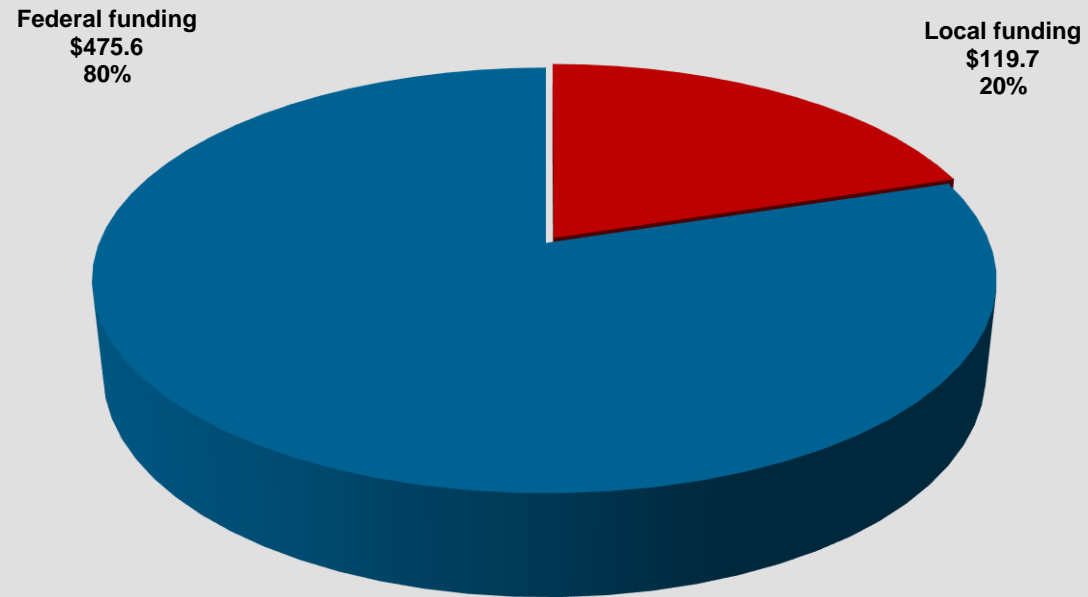
Transit Capital Projects



FISCAL YEAR 2022

Sources of Capital Funds Resources \$595.3 Million

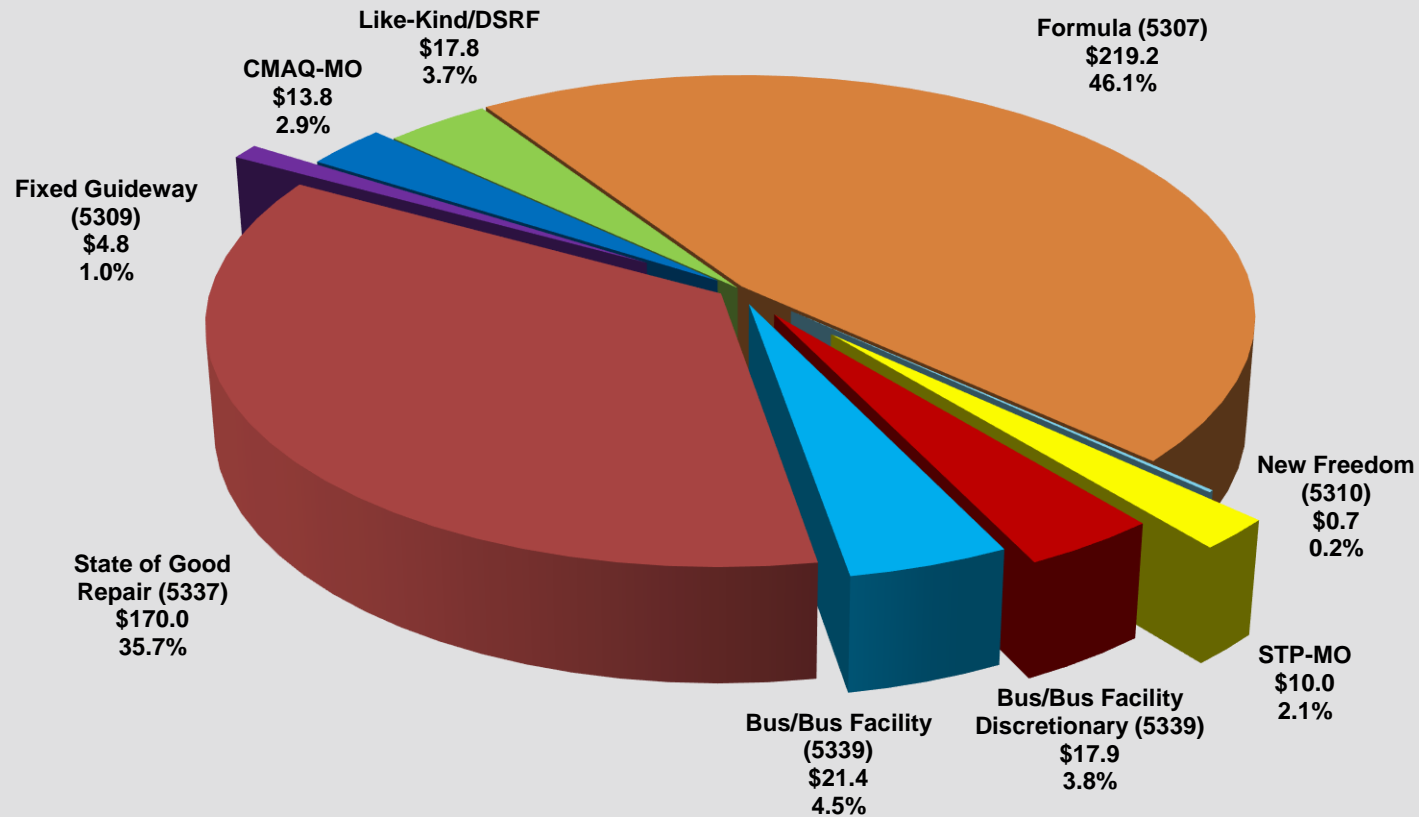
FY 2022 – FY 2024
Resources by Category Chart (\$ in Millions)



Federal Sources of Capital Funds

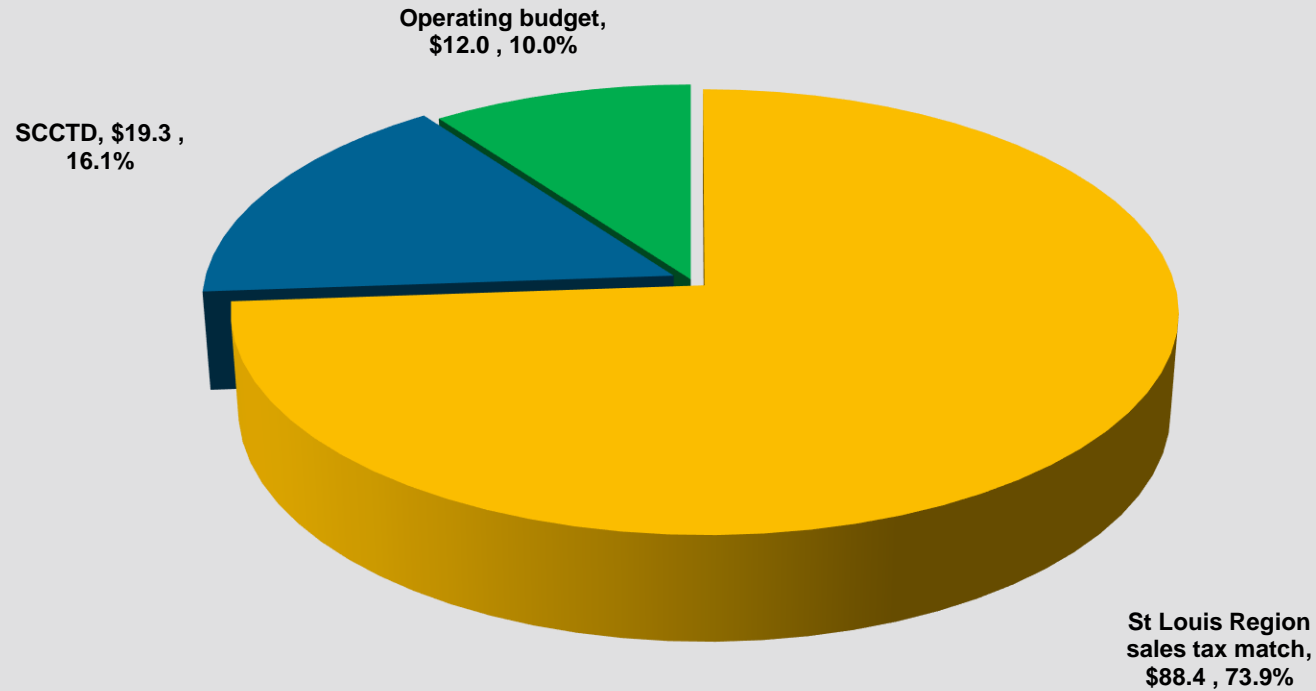
Resources \$475.6 Million

FY 2022 – FY 2024
Resources by Category Chart (\$ in Millions)



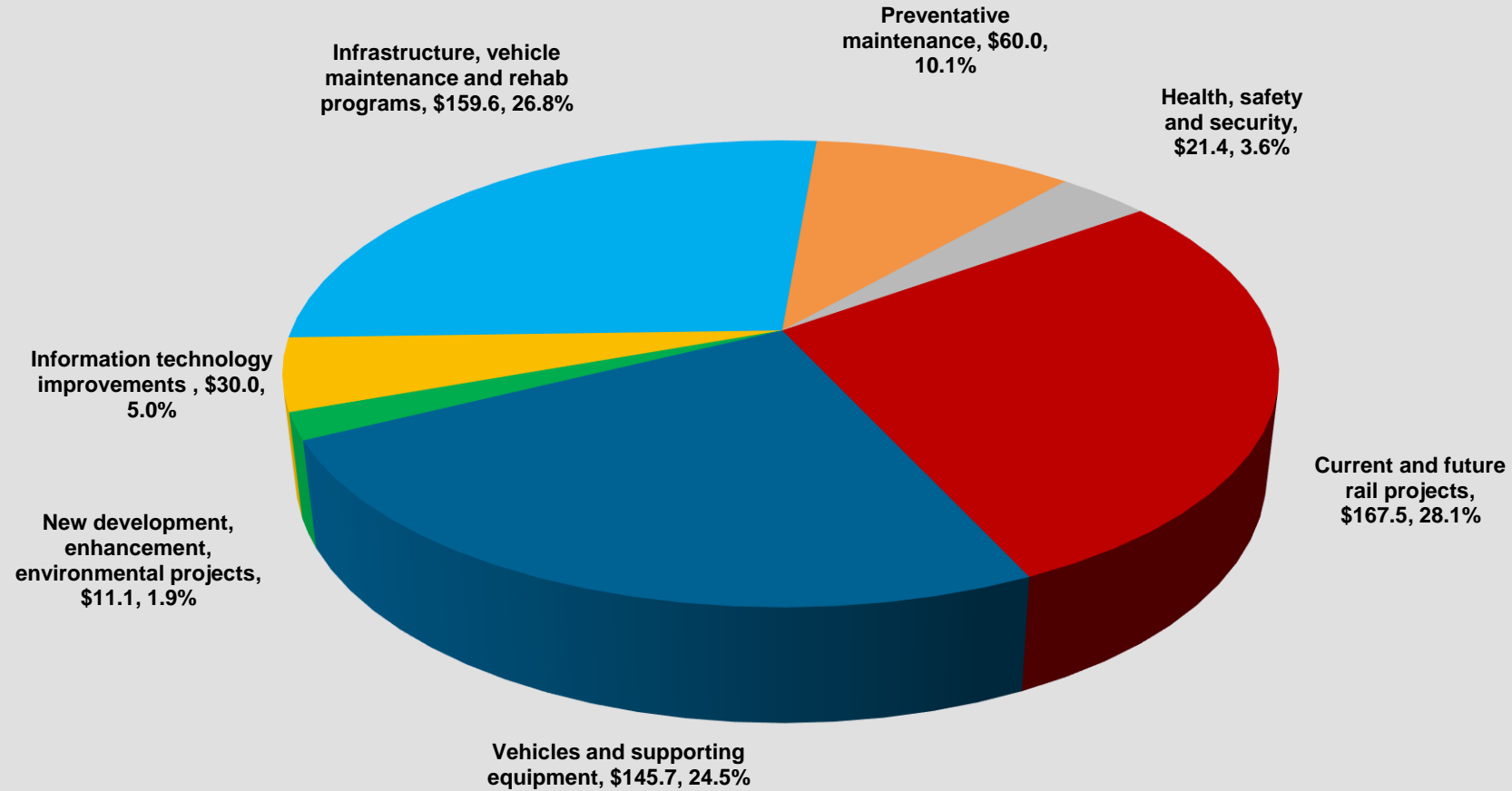
Local Sources of Funds Resources \$119.7 Million

FY 2022 – FY 2024
Resources by Category Chart (\$ in Millions)



Capital Cash Flow by Use Expenses \$595.3 Million

FY 2022 – FY 2024 Expenses by Category Chart (\$ in Millions)



FY 2022 – FY 2024 Major Capital Project Expenditures

(\$ in Millions)

- Revenue Rolling Stock Replacement \$ 110.3
- Light Rail Vehicle Upgrade and Replacement \$ 125.2
- Union Station Tunnel \$ 56.8
- MetroLink Infrastructure Improvements \$ 159.6
- Facility Infrastructure Improvements \$ 32.4
- Safety and Security Initiatives \$ 21.4

Enhancing and Expanding the System: Infrastructure



North Broadway Transit Center
E-bus In-route Charging Infrastructure



Brentwood Bus Facility
E-bus Charging Infrastructure

Enhancing and Expanding the System: Revenue Vehicles



Battery-Electric Buses

Enhancing and Expanding the System: Transit-Oriented Development



Delmar Loop and Forest Park-DeBaliviere TOD

Source: <https://www.stlouis-mo.gov/government/departments/sldc/documents/Station-Area-Planning.cfm>

Tourism Innovation




GATEWAY
ARCH


RIVERBOATS
AT THE GATEWAY ARCH

Statement of Activity

	COVID Budget 2021	Budget 2022	\$ Change	% Change
Revenue:				
Arch ticket sales	\$ 6,785,907	\$ 4,043,263	\$ (2,742,644)	
Sales discounts	(143,725)	(60,649)	83,076	
Service/fee revenue	194,464	97,232	(97,232)	
Other operating revenue	198,563	25,561	(173,002)	
	7,035,209	4,105,407	(2,929,802)	-41.6%
Expense:				
Wages and benefits	2,948,628	2,695,031	(253,597)	
Services	1,255,201	1,156,298	(98,903)	
Parts and supplies	461,986	479,378	17,392	
Casualty insurance	85,997	99,244	13,247	
Utilities	143,401	151,035	7,634	
Other	2,132,068	1,098,871	(1,033,197)	
Interest expense	280,573	273,559	(7,014)	
Contributions to outside entities	1,155,008	1,155,008	-	
Total operating expenses	8,462,862	7,108,424	(1,354,438)	-16.0%
Depreciation	500,007	485,850	(14,157)	
Net income (deficit)	\$ (1,927,660)	\$ (3,488,867)	\$ (1,561,207)	81.0%

Numbers may not sum due to rounding.

Capital Budget

Sources of Funds:

	<u>FY 2022</u>	<u>FY 2023</u>	<u>FY 2024</u>	<u>Total</u>
Jefferson National Expansion Memorial Beneficial Fund	\$ 1,600,000	\$ 6,400,000	\$ -	\$ 8,000,000
Total Sources of Funds	<u>\$ 1,600,000</u>	<u>\$ 6,400,000</u>	<u>\$ -</u>	<u>\$ 8,000,000</u>

Uses of Funds:

Tucker Theatre Repurposing

Design and audio visual programming - Phase 2	600,000	400,000		1,000,000
Tucker Theatre Repurposing - Phase 3	1,000,000	6,000,000		7,000,000

Load Zone Exhibits

Leak mitigation, additional contract to Load Zone Exhibits	-	-	-	-
------------------------------------------------------------	---	---	---	---

Total Uses of Funds

<u>\$ 1,600,000</u>	<u>\$ 6,400,000</u>	<u>\$ -</u>	<u>\$ 8,000,000</u>
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Statement of Activity

	<i>COVID</i> Budget 2021	Budget 2022	\$ Change	% Change
Revenue:				
Cruise	\$ 1,630,031	\$ 1,609,513	\$ (20,518)	
Food and beverage	739,448	737,379	(2,069)	
Other	154,640	163,131	8,491	
	2,524,119	2,510,023	(14,096)	-0.6%
Expense:				
Wages and benefits	1,318,274	1,437,226	118,952	
Services	254,498	328,576	74,078	
Parts and supplies	510,014	545,726	35,712	
Casualty insurance	153,617	200,039	46,422	
Utilities	79,929	91,029	11,101	
Other	329,951	141,007	(188,944)	
Total operating expenses	2,646,282	2,743,604	97,322	3.7%
Depreciation	230,578	192,005	(38,573)	
Net income (deficit)	\$ (352,741)	\$ (425,586)	\$ (72,845)	20.7%

Numbers may not sum due to rounding.

St. Louis Downtown Airport



FISCAL YEAR 2022



Statement of Activity

	COVID Budget 2021	Budget 2022	\$ Change	% Change
Revenue:				
Aircraft parking	\$ 141,943	\$ 145,454	\$ 3,511	
Leased acreage	647,460	684,135	36,675	
Hangar rental	539,574	543,884	4,310	
Aviation sale flowage fee	85,020	125,020	40,000	
Airport concessions	113,083	121,980	8,897	
Other	120,927	138,100	17,173	
Interest income	15,000	1,000	(14,000)	
	1,663,007	1,759,573	96,566	5.8%
Expense:				
Wages and benefits	1,100,768	889,027	(211,741)	
Services	96,700	108,604	11,904	
Parts and supplies	132,100	99,996	(32,104)	
Casualty insurance	58,600	68,583	9,983	
Utilities	171,000	177,500	6,500	
Other	125,080	133,110	8,030	
Total operating expenses	1,684,248	1,476,820	(207,428)	-12.3%
Depreciation	1,218,845	1,440,099	221,254	
Net income (deficit)	\$ (1,240,086)	\$ (1,157,346)	\$ 82,740	-6.7%

Numbers may not sum due to rounding.

Capital Budget

Sources of Funds:

	<u>FY 2022</u>	<u>FY 2023</u>	<u>FY 2024</u>	<u>Total</u>
Federal Grants	\$ 90,000	\$ 4,500,000	\$ 4,500,000	\$ 9,090,000
State and Local	\$ 4,444,992	\$ 250,000	\$ 650,000	\$ 5,344,992
Airport & Other Funds	\$ 3,954,998	\$ 2,145,000	\$ 760,000	\$ 6,859,998
Total Sources of Funds	\$ 8,489,990	\$ 6,895,000	\$ 5,910,000	\$ 21,294,990

Uses of Funds:

	<u>Projects by Year</u>			
	<u>FY 2022</u>	<u>FY 2023</u>	<u>FY 2024</u>	<u>Total</u>
Construction:				
Vector Drive/Industrial Blvd intersection upgrade	\$ 150,000	\$ -	\$ -	\$ 150,000
Construct northeast access road and improve site drainage	\$ 550,000	\$ -	\$ -	\$ 550,000
Run-up ramp, compass calibration pad, and taxiway access	\$ 4,999,990	\$ -	\$ -	\$ 4,999,990
Pavement Conditioning	\$ -	\$ -	\$ 390,000	\$ 390,000
Preliminary engineering relocation of Taxiway B	\$ 100,000	\$ -	\$ -	\$ 100,000
Airport master plan	\$ -	\$ -	\$ -	\$ -
Reconstruct Curtiss Steinberg Drive	\$ -	\$ 1,500,000	\$ -	\$ 1,500,000
Reconstruct Taxiway B, Phase 3: Center	\$ -	\$ -	\$ 5,000,000	\$ 5,000,000
Reconstruct Taxiway B, Phase 3: NW	\$ -	\$ 5,000,000	\$ -	\$ 5,000,000
Reconstruct Taxiway B, Phase 3: SE	\$ -	\$ -	\$ -	\$ -
Reconstruct Vector Drive (Location Dependent)	\$ -	\$ -	\$ 500,000	\$ 500,000
Equipment and Facilities Replacements:				
ARFF / Operations vehicle	\$ 45,000	\$ -	\$ -	\$ 45,000
Replacement Paint Stripper	\$ 25,000.00	\$ -	\$ -	\$ 25,000
Terminal: Reconstruction	\$ 2,600,000	\$ -	\$ -	\$ 2,600,000
Replace three (3) T-Hangar floors with new design	\$ 20,000	\$ 20,000	\$ 20,000	\$ 60,000
Lite Utility Vehicle	\$ -	\$ 25,000	\$ -	\$ 25,000
Land and Land Improvements:				
Utility Ongoing Replacement Project (Location Dependent)	\$ -	\$ 300,000	\$ -	\$ 300,000
Wildlife Hazard Management Plan	\$ -	\$ 50,000	\$ -	\$ 50,000
Total Use of Funds	\$ 8,489,990	\$ 6,895,000	\$ 5,910,000	\$ 21,294,990

St. Louis Regional Freightway



ST LOUIS REGIONAL
FREIGHTWAY

FISCAL YEAR 2022

Statement of Activity

	Budget 2021	Budget 2022	\$ Change	% Change
Revenue:				
Regional freight fees	\$ 500,000	\$ 625,000	\$ 125,000	
	500,000	625,000	125,000	25.0%
Expense:				
Wages and benefits	187,493	202,355	14,862	
Services	300,400	339,400	39,000	
Parts and supplies	3,500	3,500	-	
Other	54,000	49,000	(5,000)	
Total operating expenses	545,392	594,255	48,863	9.0%
Net income (deficit)	\$ (45,392)	\$ 30,745	\$ 76,137	-167.7%

Numbers may not sum due to rounding.

Executive Services



Executive Services

Statement of Activity

	Budget 2021	Budget 2022	\$ Change	% Change
Revenue:				
Metro Transit	\$ 3,060,305	\$ 3,810,921	\$ 750,616	
Gateway Arch	1,075,636	290,080	\$ (785,556)	
St. Louis Downtown Airport	87,830	88,491	\$ 661	
Riverfront Attractions	169,672	-	\$ (169,672)	
National Park Service	454,996	177,878	\$ (277,118)	
Other	314,127	-	\$ (314,127)	
Interest income	52,500	2,500	(50,000)	
	5,215,066	4,369,870	(845,196)	-16.2%
Expense:				
Wages and benefits	2,595,302	2,485,414	(109,888)	
Services	1,309,194	1,513,275	204,081	
Materials and supplies	28,275	21,900	(6,375)	
Casualty insurance	61,600	57,000	(4,600)	
Utilities	3,646	2,673	(973)	
Other	388,847	289,608	(99,239)	
Total operating expenses	4,386,864	4,369,870	(16,994)	-0.4%
Net income (deficit)	\$ 828,202	\$ -	\$ (828,202)	-100.0%

Numbers may not sum due to rounding.

Internal Service Funds Operating Budget



BI-STATE
DEVELOPMENT



FISCAL YEAR 2022



Health Self-Insurance Statement of Activity

	Budget 2021	Budget 2022	\$ Change	% Change
Revenue:				
Participant contributions	\$ 8,065,856	\$ 7,796,050	\$ (269,806)	
Employer contributions	30,295,877	30,026,487	(269,390)	
Interest income	22,500	2,500	(20,000)	
	38,384,233	37,825,037	(559,196)	-1.5%
Expense:				
Wages and benefits	828,528	763,260	(65,268)	
Services	285,570	259,290	(26,280)	
Materials and supplies	24,300	23,000	(1,300)	
Utilities	4,860	4,140	(720)	
Other	32,715	24,945	(7,770)	
Claims paid	37,208,260	36,750,401	(457,859)	
Total operating expenses	38,384,233	37,825,037	(559,196)	-1.5%
Net income (deficit)	\$ -	\$ -	\$ -	0.0%

Numbers may not sum due to rounding.



Casualty Self-Insurance Fund

Statement of Activity

	Budget 2021	Budget 2022	\$ Change	% Change
Revenue:				
Casualty Insurance Revenue	\$ 5,525,449	\$ 5,022,756	\$ (502,693)	
Interest income	270,000	10,000	(260,000)	
Administrative Fee	1,735,730	3,306,616	1,570,886	
	7,531,179	8,339,372	808,193	10.7%
Expense:				
Wages and benefits	628,930	611,016	(17,914)	
Services	48,000	46,000	(2,000)	
Materials and supplies	4,000	3,100	(900)	
Casualty insurance	1,050,000	2,643,000	1,593,000	
Utilities	1,000	1,200	200	
Other	3,800	2,300	(1,500)	
Casualty self-insurance	5,795,449	5,032,756	(762,693)	
Total operating expenses	7,531,179	8,339,372	808,193	10.7%
Net income (deficit)	\$ -	\$ -	\$ -	0.0%

Numbers may not sum due to rounding.



Worker's Self Insurance Fund

Statement of Activity

	Budget 2021	Budget 2022	\$ Change	% Change
Revenue:				
Operating	\$ 8,465,121	\$ 6,553,044	\$ (1,912,077)	
Interest income	196,250	12,000	(184,250)	
Administrative fee	1,043,648	1,152,436	108,788	
	9,705,019	7,717,480	(1,987,539)	-20.5%
Operating Expense:				
Wages and benefits	253,948	261,086	7,138	
Services	19,000	19,000	-	
Materials and supplies	2,500	1,500	(1,000)	
Casualty insurance	240,000	267,000	27,000	
Utilities	500	500	-	
Other	527,700	603,350	75,650	
Claims paid	8,661,371	6,565,044	(2,096,327)	
Total operating expenses	9,705,019	7,717,480	(1,987,539)	-20.5%
Net income (deficit)	\$ -	\$ -	\$ -	0.0%

Numbers may not sum due to rounding.

Arts In Transit



FISCAL YEAR 2022

Statement of Activity

	Budget 2021	Budget 2022	\$ Change	% Change
Revenue:				
In-kind contributions	140,777	94,674	(46,103)	
Other - Advertising	-	15,000	15,000	
	140,777	109,674	(31,103)	-22.1%
Expense:				
Wages and benefits	22,159	22,464	305	
Services	62,884	72,714	9,830	
Materials and supplies	56,250	6,844	(49,406)	
Other	11,252	7,652	(3,600)	
Total operating expenses	152,545	109,674	(42,871)	-28.1%
Net income (deficit)	\$ (11,768)	\$ -	\$ 11,768	-100.0%

Numbers may not sum due to rounding.

For approval of:

- **FY 2022 Operating Budget**
- **FY 2022 – FY 2024 Capital Budget**
- **Three-Year Transportation Improvement Plan**
- **Grant resolutions to apply for federal and state funding necessary to support Bi-State Development's projects and programs**

FISCAL YEAR 2022



TO: Bi-State Development Commissioners

FR: Commissioners Pestello and Beach

RE: Resolution in Support of President and CEO Roach

DATE: April 14, 2021

In your April 23rd Board of Commissioners meeting packet, you will find Resolution No. 1135. The Resolution is a formal declaration of the Board's support of President and CEO Roach. This vote of confidence reflects our resolute belief in the masterful leadership Mr. Roach has provided through a period of substantial tumult, linked to the pandemic and the intractable challenges of our region.

We respectfully request your support for this resolution.

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY OF THE
MISSOURI-ILLINOIS METROPOLITAN DISTRICT
CONFIRMING THE CONTINUING SUPPORT AND
APPROVAL OF TAULBY ROACH AS PRESIDENT & CEO**

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, Agency Board Policies, *Article III (J)*, provides that the Board will appoint the President & CEO, who shall be the chief executive officer of the Agency, shall report to the Board upon the progress, condition and needs of the Agency, and recommend such measures as in his or her judgment will promote the Agency's interest; and

Whereas, Mr. Roach has performed his duties admirably and in accordance with the policy direction and guidance of the Board of Commissioners; and

Whereas, Mr. Roach has guided the Agency with integrity and an expression of Mr. Roach's job performance is critical in leading this organization and the region towards progress and growth; and

Whereas, Mr. Roach's progress towards financial integrity, strengthened regional relationships, and progress towards a renovated security program are the basis of this recognition; and

Whereas, it is feasible, necessary and in the public interest for the Agency Board of Commissioners to confirm the continuing support and approval of Taulby Roach, in his position as President & CEO, 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. Confirm Continuing Support and Approval of President & CEO. The Board of Commissioners hereby confirms the continuing support and approval of Taulby Roach, in his position as President & CEO, 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. Severability. It is hereby declared to be the intention of the Board of Commissioners that each and every part, section, and subsection of this Resolution shall be separate and severable from each and every other part, section and subsection hereof, and that the Board intends to adopt each part, section, and subsection separately and independently of any other part, section and subsection. In the event that any part, section or subsection of this Resolution shall be determined to be, or to have been, unlawful or unconstitutional, the remaining parts, sections and subsections

shall be and remain in full force and effect, unless the court making such finding shall determine the valid portions, standing alone, are incomplete and are therefore incapable of being executed in accordance with the intent of this Resolution.

Section 4. Rights Under Resolution Limited. No rights shall be conferred by this Resolution upon any person or entity other than the Agency officers and employees.

Section 5. Governing Law. The laws of the States of Missouri shall govern this Resolution.

Section 6. 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 7. Payment of Expenses. The Senior Vice President and CFO is hereby authorized and directed to pay or cause to be paid all costs, expenses and fees incurred in connection with or incidental to this Resolution.

Section 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 23rd day of April, 2021.

In Witness Whereof, the undersigned has hereto subscribed her 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

MEMORANDUM

For April 23, 2021 Board of Commissioners Meeting

COMPACT REVIEW AND AMENDMENT

Purpose:

To review Compact, draft and approve Compact amendment, and obtain necessary State and Federal legislative changes to the Compact. Establish an Ad Hoc Committee of the Board (Compact Committee) to review Compact and propose necessary Compact amendment recommendations for Board approval.

Initial Action Steps for Committee:

1. Legal and Policy Review of Compact
 - Review entire Compact, beyond security and receive recommendations for revision
 - Example of possible issues: security, economic development powers
 - Review and gather information from other interstate compact agencies – especially transit focused
2. Develop Scope of Amendments to Pursue
3. Discuss Possible Scope with Partners
 - Funding authorities, local governments, law enforcement/police departments
4. Provide Draft Report to Board of Commissioners with Recommendations for Amendment
 - Include scope, timeline, and cost parameters to approve

Process for Compact Amendment:

- In order to change Agency powers an Amendment of the Agency's Compact is required. Specifically, identical language must be adopted by both the States of Missouri and Illinois, which then must be ratified by the adoption of a Resolution by the United States Congress, and signed by the President.
- The Agency will provide a Board-approved draft bill to amend the Missouri and Illinois statutes. A legal memorandum discussing the changes will also be provided for use to secure sponsors and provide the basis for legislative committee testimony.
- Once identical legislation is enacted by both legislatures and approved by the respective Governors, legal counsel will prepare a joint resolution and testimony for use during consideration by the United States Congress.

Action Steps after Committee Recommendation Approval:

1. Board of Commissioners approves Committee Recommendations re Compact Amendment

2. Draft Compact Amendment based on above Board approved Committee Recommendations and prepare legal memorandum to support Compact Amendment
3. Agency designates sponsors in Missouri and Illinois Legislature to present Legislative Amendment in each
4. Upon enactment of identical state legislation for Compact Amendment and approval by respective governors, Agency can proceed with Joint Resolution for U.S. Congress
5. Members of U.S. Congress who represent any portion of the Bi-State Development District can serve as sponsors, although one might be designated the lead

Estimated Timeline:

- Committee Review, Discussion with Partners, Committee Recommendation to the Board – 6 Months
- Board Approval of Recommendations, Draft Compact Amendment and Legal Support Memorandum – Next Board meeting after Committee Recommendation
- Obtain Missouri and Illinois Sponsors to present Legislative Amendment, Pursue Compact Amendment in Missouri and Illinois – 2 Years (could be longer if one state makes changes)
- Obtain U.S. Congressional Sponsors, Pursue Congressional Joint Resolution – 1 year after both states approve

Estimated Expense:

Legal Expense

- Review of Compact, Scope of Recommendations, Report to Board - \$25,000
- Draft MO & IL Compact Amendments & Prepare Legal Support Memorandum - \$10,000
- Draft U.S. Joint Resolution and Prepare Congressional Testimony - \$6,000

Lobbying Expense

Unable to estimate at this time due to a lack of certainty of the complexity and substance of Compact Amendment which will significantly impact amount of needed effort.