

**BI-STATE DEVELOPMENT
BOARD OF COMMISSIONERS MEETING
(Virtual Meeting)
OPEN SESSION MINUTES
June 25, 2021**

Board Members Participating via Zoom

Missouri

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

Illinois

Justin Zimmerman, Vice Chair (in person)
Herbert Simmons, Treasurer
Irma Golliday
Terry Beach
Derrick Cox

Staff in Attendance

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
Charles Stewart, Executive Vice President Organizational Effectiveness
Tom Curran, Executive Vice President Administration
Mary Lamie, Executive Vice President Multi Modal Enterprises
Kerry Kinkade, Vice President Chief Information Officer
Dave Toben, Director of Benefits
Patti Beck, Director of Communications

Others Participating via Zoom

Erin Stumpf, ASL Interpreter
Nicole DeVore, 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. **Proclamation Presentation**
8:31 a.m. President/CEO Roach stated that the Board of Commissioners would like to acknowledge one Metro Transit employee, Nick Autoomp, for going over and beyond his duties.

Mr. Roach stated that being a bus or train operator is not an easy job; however Mr. Autoomp displayed extraordinary responsibility, and demonstrated not only his commitment to Metro Transit, but also our community. Mr. Roach noted that this acknowledgement was spearheaded by Commissioner Zimmerman. Commissioner Zimmerman stated that the Board expects good work from its employees; however, whenever an employee does something extraordinary, beyond what is expected, he feels that that employee deserves special recognition. Chair Windmiller thanked Mr. Autoomp for a job well done, and thanked him for all he does for Metro Transit, and the community.

4. Public Comment

8:37 a.m. Myra Bennett, Manager of Board Administration, noted that no public comments were submitted for the meeting.

5. Approval of the Minutes from the April 23, 2021, Meeting of the Board of Commissioners, Open Session

8:37 a.m. The minutes from the April 23, 2021, Meeting of the Board of Commissioners, were provided in the Board packet. A motion to approve the minutes, as presented was made by Commissioner Beach and seconded by Commissioner Brown.

The motion passed unanimously.

6. Approval of the Minutes from the May 21, 2021, Special Meeting of the Board of Commissioners, Open Session

8:38 a.m. The minutes from the May 21, 2021, Special Meeting of the Board of Commissioners, were provided in the Board packet. A motion to approve the minutes, as presented was made by Commissioner Golliday and seconded by Commissioner Beach.

The motion passed unanimously.

7. Report of the President

8:38 a.m. President and Chief Executive Officer, Taulby Roach, noted that the Agency held a Juneteenth Celebration on Saturday, which was co-sponsored by ATU Local 788. He noted that it was a great event despite the weather. Mr. Roach thanked Commissioner Zimmerman for attending the event with his daughter. He noted that he will have additional items to report in Executive Session.

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

8:40 a.m. Commissioner Zimmerman stated that a virtual meeting of the Audit, Finance and Administration Committee was held on May 21, 2021, immediately following the Board of Commissioner's Special Meeting, and he noted that the draft minutes of that meeting are included in the Board Materials, under Item #8.

Commissioner Zimmerman reported that the AFA Committee is introducing two (2) items on the Consent Agenda for consideration under Item #12, with the Committee's recommendation of approval, and those item(s) include Item #12:

- a. Sole Source Contracts for Hardware/Software Maintenance
(Resolution #1137)

b. Amendment to Board Policy, Section 30.070 Hedging
(Resolution #1138)

Commissioner Zimmerman stated that, at the May meeting, the Committee approved the FY 2022 Audit Work Plan and the Internal Audit Policies and Procedures Manual, Revision 3. He noted that a presentation was also made regarding FY2021 Audits, and several informational items were presented to the Committee, including:

- IAD Audit Follow-Up Summary – 3rd Qtr. – FY2021
- Internal Audit Status Report – 3rd Quarter FY2021
- IAD SSO-Status Report – 1st Qtr. – Calendar Year 2021
- Treasury Safekeeping Quarterly Accounts Audit, Ending December 31, 2020
- Quarterly Financial Statement - Third Quarter
- Treasurer's Report
- Procurement Report

9. **Report of the Operations Committee**

8:42 a.m. Chair Windmiller stated that a virtual meeting of the Operations Committee was held on May 21, 2021, immediately following the Audit, Finance & Administration Committee Meeting, and noted that the draft minutes of that meeting are included in the Board Materials, under Item #9.

Chair Windmiller reported that the Operations Committee is introducing four (4) items on the Consent Agenda for consideration under Item #12, with the Committee's recommendation of approval, and those items include Item #12:

- c. Metro Transit's Agency Safety Plan (Resolution #1139)
- d. Contract Award – Light Rail Vehicle Professional Engineering Consulting Services (Resolution # 1140)
- e. Title VI Procedures and Analyses Updates (Resolution #1141)
- f. Marketing & Strategic Planning Services (Resolution #1142)

Chair Windmiller stated that one item, "Contract Award – Electronic Fare Collection System", was postponed for further discussion. She added that, at the May Committee meeting, an Operations Report was provided by Jessica Mefford-Miller, Executive Director Metro Transit, and an update regarding Pilot Fare Programs to Promote Access, Equity, and Ridership was provided by Jessica Gershman.

10. **Report of the Safety & Security Committee**

8:43 a.m. Chair Windmiller noted that the Safety & Security Committee meets on a quarterly basis, and a meeting has not been held since the last Board of Commissioners Meeting. Commissioner Simmons confirmed that he has no report at this time; however, he noted that the next Safety & Security Committee meeting is scheduled to be held on Thursday, August 12th.

11. **Adjustment of Consent Agenda**

8:43 a.m. Chair Windmiller asked if there are any adjustments to the Consent Agenda. No adjustments were noted.

12. Consent Agenda Items

8:43 a.m. Consent Agenda Items:

- a. Sole Source Contracts for Hardware/Software Maintenance (Resolution #1137)
- b. Amendment to Board Policy, Section 30.070 Hedging (Resolution #1138)
- c. Metro Transit's Agency Safety Plan (Resolution #1139)
- d. Contract Award – Light Rail Vehicle Professional Engineering Consulting Services (Resolution # 1140)
- e. Title VI Procedures and Analyses Updates (Resolution #1141)
- f. Marketing & Strategic Planning Services (Resolution #1142)

A motion to approve the Consent Agenda Items, as presented, was made by Commissioner Brown and seconded by Commissioner Beach.

The motion passed unanimously.

13. Employee Benefits – Self-Funded Health Plan Contract Approvals

- a. Contract Award – Pharmacy Benefit Management Services (Resolution #1146)
- b. Contract Award – Medical Administration Services (ASO) & Stop Loss Coverage (Resolution #1147)
- c. Contract Award – Dental Plan Administration Services (Resolution #1148)

8:44 a.m. Commissioner Windmiller noted that briefing papers were included in the meeting materials, outlining each of the contract awards for employment benefits, and asking for Board approval of the contracts, as presented. Charles Stewart, Executive Vice President Organizational Effectiveness, and Dave Toben, Director of Benefits, gave an overview of the three contracts. Mr. Toben noted that the Pharmacy Benefits contract will be a 3 year contract, with a not to exceed amount of \$25 million. He noted that the Medical Plan contract is a 5 year contract with Cigna, for a not to exceed amount of \$10 million, and the Dental Plan contract is a 5 year contract, with Delta Dental, with a not to exceed amount of \$5.4 million. Mr. Toben noted that these contracts are funded through the budget, and through employee contributions.

Chair Windmiller noted that, if there are no objections from the Board, she would ask for a motion to approve Item 12. (a) through (c), as presented, including Resolution #1146, Resolution #1147, and Resolution #1148, as a single vote. Being no objections, the motion was made by Commissioner Gladney and seconded by Commissioner Cox.

The motion passed unanimously.

14. Approval of Slate of Officers for 2021-2022 Board of Commissioners

8:49 a.m. Chair Windmiller noted that a teleconference meeting of the Nominating Committee was held on June 9th at 2:00 PM, and the draft minutes of that meeting are included in the Board packet under Item 14. She reported that, at that meeting, the Committee voted unanimously to accept, and forward to the Board of Commissioners for approval, the following slate of officers for 2021-2022, whose positions will take effect at the adjournment of today's meeting:

Rose Windmiller (Missouri), Chair
Justin Zimmerman (Illinois), Vice-Chair

Herb Simmons (Illinois), Treasurer
Fred Pestello (Missouri), Secretary

Chair Windmiller asked if there is any discussion or any other nominations. Commissioner Beach made a motion to approve the Slate of Officers for 2021-2022, as presented. The motion was seconded by Commissioner Brown.

The motion passed unanimously.

15. Unscheduled Business

8:50 a.m. Commissioner Windmiller asked if there is any unscheduled business. President/CEO Roach noted that there were no additional items to be addressed under unscheduled business.

16. DBE Process – Update

8:50 a.m. Tom Curran, Executive Vice President Administration, provided a briefing paper in the meeting materials, outlining the Disadvantaged Business Enterprise (DBE) process, and he provided a summary of the three step process to the Board of Commissioners. Chair Windmiller asked if Mr. Curran feels that the current DBE process is working well. Mr. Curran noted that the current process has been reviewed by the FTA, and noted that some of the projects do not have DBE requirements, due to the lack of contracted labor involved in the projects. Chair Windmiller asked if the Agency could adopt additional DBE goals in its processes and procedures, as is done with the City and County. Mr. Curran noted that we could not, if it involves federal funding. President/CEO Roach noted that we could do this on individual contracts that only involve local funding; however, we are more limited when it comes to the use of federal funding and FTA requirements. Chair Windmiller thanked Mr. Curran for his follow-up regarding this issue.

17. Operations Report

8:56 a.m. Jessica Mefford-Miller provided a verbal report to the Board of Commissioners, updating them on the progress being made with regard to customer service and increasing ridership. She indicated that an additional layer of stabilization was put into place on Monday. She noted an increase in programs offered, to address barriers for disabled customers. She noted the introduction of a reduced price (\$5) day pass, and the “On the Way with ADA” program. Ms. Mefford-Miller stated that the new program has only been in place for 5 days; however, she will update the Board as to the success of the program, shortly. She also noted that the launch of the electric bus program will occur next week. Ms. Mefford-Miller also noted that new initiatives are being implemented to attract employees for Metro Transit, and she will discuss this issue more in depth at the Executive Session meeting.

18. Call of Dates for Future Board and Committee Meetings

9:00 a.m. Myra Bennett, Manager of Board Administration, advised the Board of the upcoming meetings, as follows:

Safety & Security Committee Meeting:	Thursday	August 12, 2021	8:30 AM
Operations Committee Meeting:	Thursday	August 12, 2021	9:30 AM
(or immediately following the Safety & Security Committee Meeting)			
Audit, Finance & Administration Committee:	Friday	August 20, 2021	8:30 AM
Board of Commissioners Meeting:	Friday	Sept. 24, 2021	8:30 AM

Chair Windmiller reiterated that the Operations Committee Meeting has been rescheduled from August 20th to August 12th.

19. Adjournment to Executive Session for the purpose of discussing legal, confidential, or privileged matters, as permitted under Bi-State Development Board Policy, Chapter 10, Section 10.080; (D) (1) – Legal, (D) (2) – Real Estate, and (D) (10) – Auditors

9:01 a.m. Chair Windmiller asked for a motion to move into Executive Session for the purpose of discussing legal, confidential, or privileged matters, as permitted under Bi-State Development Board Policy, Chapter 10, Section 10.080; (D) (1) – Legal, (D) (2) – Real Estate, and (D) (10) – Auditors. The motion was made by Commissioner Golliday and was seconded by Commissioner Brown.

The poll of the Board being as follows:

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

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

The motion passed unanimously.

The Board of Commissioners moved into Executive Session at approximately 9:02 a.m.

20. Reconvene to Open Meeting

9:50 a.m. Chair Windmiller noted that the Board has reconvened to the Open Meeting.

Commissioner Golliday made a motion to approve the minutes from the May 21, 2021, Board of Commissioners, Executive Session, as presented, as a closed record. The motion was seconded by Commissioner Zimmerman. The poll of the Board being as follows:

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

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

The motion passed unanimously.

Commissioner Cox made a motion to approve the Consent Agenda Items, as presented, including: A. Gulfstream Lease Term Sheet and Consolidated Lease Agreement (Resolution #1143); B. Draft Passenger Revenue Department Working Funds Audit Report (Resolution #1144); and C. Draft Armored Car (Loomis) Contract Audit (Resolution #1145). The motion was seconded by Commissioner Simmons. The poll of the Board being as follows:

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

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

Sam Gladney – Yea

Terry Beach – Yea
Derrick Cox – Yea

The motion passed unanimously.

Commissioner Cox made a motion to approve the Executive Session Minutes, from the Board of Commissioners and Committee Meetings, January 2020 through June 2020, with the redactions as presented, as open records. The motion was seconded by Commissioner Zimmerman. The poll of the Board being as follows:

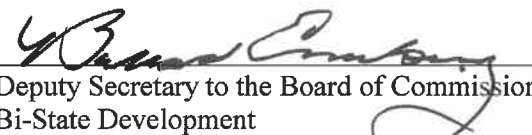
Rose Windmiller – Yea
Vernal Brown – Yea
Fred Pestello – Yea
Sam Gladney – Yea

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

The motion passed unanimously.

21. Adjournment

9:53 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 Golliday. Unanimous vote in favor taken. The motion passed, and the meeting was adjourned at approximately 9:53 a.m.


Deputy Secretary to the Board of Commissioners
Bi-State Development