



Board of Commissioners
Open Session
(Virtual Meeting)
November 20, 2020
8:30 AM

Open Session Agenda

Notice of Meeting and Agenda

**Bi-State Development
Board of Commissioners Meeting
Friday, November 20, 2020 at 8:30 AM
(Virtual Meeting)**

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

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

Agenda	Disposition	Presentation
1. Call to Order	Approval	Chair Windmiller
2. Roll Call	Quorum	M. Bennett
3. Public Comment	Information	Chair Windmiller
4. Approval of the Minutes of the September 25, 2020 Board of Commissioners, Open Meeting	Approval	Chair Windmiller
5. Report of the President	Information	T. Roach
• CARES Presentation		T. Roach / T. Fulbright
6. Report of the Combined Operations Committee and Audit, Finance, & Administration Committee	Information	Chair Windmiller Vice Chair Zimmerman
7. Report of the Security Sub Committee	Information	Commissioner Simmons
8. Adjustment of Consent Agenda	Approval	Chair Windmiller
9. Consent Agenda	Approval	Chair Windmiller
a. Contract Modification: Time Extension of Contract with WSP USA, Inc. - MetroLink Station Enhancements (Resolution #1088)	Approval	
b. Union Station Tunnel Rehabilitation Design Services (Resolution #1089)	Approval	
c. 2020 Annual Surplus Property Holdings (Resolution #1090)	Approval	
d. Bi-State Development Research Institute Dissolution (Resolution #1091)	Approval	
e. St. Louis Downtown Airport Surplus Property Holdings (Resolution #1092)	Approval	
f. Contract Modification: Extension of Contract with Cigna Healthcare – Medical Plan Administration Services and Stop Loss Insurance Coverage (Resolution #1093)	Approval	
g. Contract Award: Health and Welfare Plan Consulting Services (Resolution #1094)	Approval	

Agenda	Disposition	Presentation
h. Modification of Contract Awards for General Legal Services (Resolution #1095)	Approval	
10. Amendment 26 to Salaried Pension Plan – Highly Enhanced Retirement Opportunity (HERO) Incentivized Retirement Program (Resolution #1096)	Approval	C. Stewart / D. Toben
11. Amendment 3 to the Bi-State Development (BSD) 401k Plan – IBEW Collective Bargaining Agreement Changes (Resolution #1097)	Approval	C. Stewart / D. Toben
12. Intergovernmental Agreement between the United States Army and Bi-State Development (Resolution #1098)	Approval	C. Stewart / D. Bentz
13. Memorandum of Understanding between Citizens for Modern Transit, St. Clair County Transit District and Bi-State Development for the Development of a Bus Stop at Emerson Park MetroLink Station (Resolution #1104)	Approval	T. Roach
14. Approval of dates 2021 Meetings	Approval	Chair Windmiller
15. Unscheduled Business	Approval	Chair Windmiller
16. Operations Report	Information	J. Mefford-Miller
17. Call for the Dates of Future Board & Committee Meetings	Information	M. Bennett
18. Adjournment to Executive Session**	Approval	Chair Windmiller
19. Reconvene to Open Session	Approval	Chair Windmiller
20. Adjournment	Approval	Chair Windmiller
<p><i>**If such action is approved by a majority vote of The Bi-State Development Agency's Board of Commissioners who constitute a quorum, the Board may go into closed session to discuss legal, confidential, or privileged matters pursuant to Bi-State Development Board Policy Chapter 10, Section 10.080 (D) Closed Records: Legal under §10.080(D)(1); Real Estate under §10.080(D)(2); Personnel under §10.080(D)(3); Health Proceedings under §10.080(D)(4); Employee Negotiations under §10.080(D)(5); Data Processing under §10.080(D)(6); Purchasing and Contracts under §10.080(D)(7); Proprietary Interest under §10.080 (D)(8); Hotlines under §10.080(D)(9); Auditors under §10.080(D)(10); Security under §10.080(D)(11); Computers under §10.080(D)(12); Personal Access Codes under §10.080(D)(13); Personal Information under §10.080(D)(14); Insurance Information under §10.080(D)(15); Rail, Bus, or Facilities Safety and Accidents under §10.080(D)(16) or Protected By Law under §10.080(D)(17).</i></p>		

***Note:** Public comment may be made at the written request of a member of the public specifying the topic(s) to be addressed and provided to the Agency's information officer at least 48 hours prior to the meeting. No public comment shall be allowed by parties or their legal counsel in connection with any matter involving a pending bid protest, litigation, or legal matter. The following rules shall be observed: 1) All individuals shall state their name, address and topic for comment; 2) All individuals shall address the Chair and shall not proceed with public comment until recognized by the Chair; 3) No disrespectful language may be used or comments with respect to personalities shall be made; 4) An individual called to order by the Chair shall immediately desist from speaking until permitted to continue by the Chair; and 5) Public comment by an individual shall be limited to five minutes, unless permission to continue is given by motion adopted by the Board.

Open Session Item

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**BI-STATE DEVELOPMENT
BOARD OF COMMISSIONERS MEETING
(Virtual Meeting)
OPEN SESSION MINUTES
September 25, 2020**

Board Members in Attendance via Zoom

Missouri

Rose Windmiller, Chair
Vernal Brown, Secretary
Constance Gully
Nate Johnson
Fred Pestello – Absent

Illinois

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

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
Chris Poehler, Asst. Executive Director Engineering Systems
Mark Vago, Senior VP Chief Financial Officer
Greg Smith, VP Procurement & Inventory Management

Others in Attendance

Robyn Karimi, ASL Interpreter
Charlotte Landrum, 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**
8:30 a.m. Myra Bennett, Manager of Board Administration, noted that no public comments were submitted for today's meeting.

4. **Approval of the Minutes from the June 26, 2020, Meeting of the Board of Commissioners, Open Session**
8:31 a.m. The minutes from the June 26, 2020, Meeting of the Board of Commissioners, Open Session were provided in the Board packet. A motion to approve the minutes was made by Commissioner Brown and seconded by Commissioner Gully. **The motion passed.**
5. **Approval of the Minutes from the July 7, 2020 Meeting of the Executive Committee of the Board of Commissioners, Open Meeting**
8:32 a.m. The minutes from the July 7, 2020 Meeting of the Executive Committee of the Board of Commissioners, Open Meeting were provided in the Board packet. A motion to approve the minutes was made by Commissioner Beach and seconded by Commissioner Brown. **The motion passed.**
6. **Approval of the Minutes from the August 27, 2020 Special Meeting of the Board of Commissioners, Open Meeting**
8:33 a.m. The minutes from the August 27, 2020 Special Meeting of the Board of Commissioners, Open Meeting were provided in the Board packet. A motion to approve the minutes was made by Commissioner Zimmerman and seconded by Commissioner Simmons. **The motion passed.**
7. **Report of the President**
8:33 a.m. President and Chief Executive Officer, Taulby Roach, stated that he will give a report in Executive Session.
8. **Report of the Combined Operations Committee and Audit, Finance, & Administration Committee**
8:34 a.m. Chair Windmiller stated that a combined meeting of the Operations Committee and Audit, Finance, & Administration Committee was held on August 27, 2020, immediately following a Special Meeting of the Board, and the draft minutes of that meeting are included in the Board Packet under Tab #8.

She reported that the Committee is introducing four (4) items on the Consent Agenda for your consideration today, under Item #11, with the Committees' recommendation of approval.

Consent Agenda Item(s):

- a. Single Bid Contract with Dove Equipment - Paint Booth Man Lifts Replacement (Resolution #1077)
- b. Contract Modification: Time Extension of Contract with Jacobs Engineering for General On-Call GEC Design and Engineering Consultant Services (Resolution #1078)
- c. Sole Source Contract with INIT for COPILOT Retrofit Project (Resolution #1079)
- d. Memorandum of Understanding Between St. Louis Regional Freightway, St. Louis Community College, and Schneider National Carriers for the Administration and Implementation of a Truck Driver Training and Apprenticeship Program (Resolution #1080)

Chair Windmiller stated that at the August Combined Committee meeting, several reports were provided to the Combined Committee, including:

- Treasury-Safekeeping Quarterly Accounts – Ending December 31, 2019

- FY2021 Annual Audit Work Plan
- Bi-State Safety Oversight: 2019 Annual Update
- IAD Audit Follow-Up Summary – 4th Qtr. FY2020
- IAD Status Report – 4th Qtr. FY2020
- IAD SSO-Status Report – 2nd Qtr.-Calendar Yr. 2020
- Treasury-Safekeeping Accts. Audit, Ending June 30, 2020
- Pension Plans, 401(k) Retirement Savings Program and OPEB Trust Investment Performance Update as of June 30, 2020
- Update on Risk Management Insurance Program
- FY2020 Quarterly Financial Statements – 4th Quarter ended June 30, 2020
- Treasurer’s Report – Quarter Ended March 31, 2020
- Quarterly Procurement Report FY2020
- Compliance and Ethics “State of the Agency” Report
- Metro Transit Operations Report

9. Report of the Security Sub-Committee

8:37 a.m. Commissioner Simmons reported that a meeting of the Security Sub-Committee was held on August 13, 2020, at 8:30 a.m. He stated that the draft minutes of that meetings are included in the Board packet, under Tab #9.

He noted that the Committee is introducing one (1) item, from the August 13th meeting, on the Consent Agenda for your consideration today, under Item #11, with the Committees’ recommendation of approval.

Consent Agenda Item:

- e. Law Enforcement Service Agreement with the St. Clair County, Illinois Sheriff’s Department (Resolution #1081)

In addition, Commissioner Simmons noted that, at the August 13th meeting, the Committee was provided an update regarding the Metro Transit Ride and Abide Policy.

10. Adjustment of Consent Agenda

8:38 a.m. Chair Windmiller asked if there are any adjustments to the Consent Agenda; there were none noted.

11. Consent Agenda Items

8:38 a.m. Consent Agenda Items:

- a. Single Bid Contract with Dove Equipment - Paint Booth Man Lifts Replacement (Resolution #1077)
- b. Contract Modification: Time Extension of Contract with Jacobs Engineering for General On-Call GEC Design and Engineering Consultant Services (Resolution #1078)
- c. Sole Source Contract with INIT for COPILOT Retrofit Project (Resolution #1079)
- d. Memorandum of Understanding Between St. Louis Regional Freightway, St. Louis Community College, and Schneider National Carriers for the Administration and Implementation of a Truck Driver Training and Apprenticeship Program (Resolution #1080)
- e. Law Enforcement Service Agreement with the St. Clair County, Illinois Sheriff’s Department (Resolution #1081)

A motion to approve the Consent Agenda Items, was made by Commissioner Simmons and seconded by Commissioner Beach. **The motion passed unanimously.**

12. Contract Award – Metro Platform Cleaning Services (Resolution #1085)

8:39 a.m. A briefing paper was provided in the Board packet, requesting that the Board of Commissioners approve a request to authorize the President and CEO to enter into a five (5) year contract with Katsam Enterprises, to provide cleaning services on all Metro platforms, as specified in Solicitation (20-RFP-106734-BH), in an amount not to exceed \$11,200,000.00. Greg Smith, VP Procurement & Inventory Management, gave a brief overview of this issue as follows:

Eight (8) proposals were received, reviewed and evaluated, in accordance with the evaluation requirements specified in the solicitation package.

The evaluation team consisted of three (3) voting members and two non-voting members:

Charles Clemins	Sr. Director Maintenance of Way (Voting) - Chairperson
Philip Butler	Supervisor Rail Facilities Maintenance (Voting)
Willie Lomax	Transit Service Manager – Light Rail (Voting)
Diana Hill	Director of Procurement – (Non-Voting)
Bryan Howard	Contracting Officer I - (Non-Voting)

All eight (8) proposals were deemed responsible and responsive and were forwarded to the evaluation committee for individual evaluation. Upon completion of the individual and consensus technical evaluation, all eight (8) firms were deemed technically qualified.

Cost and technical scores were combined and the results are as follows:

Firm	Total Score	Overall Ranking
Katsam Enterprises	313.94	1
World Management	280.00	2
ISS Facility Services	260.97	3
Simon Enterprises	242.50	4
Innex Services	231.06	5
MERS Goodwill	220.23	6
Dupriest Investments	212.69	7
Deangelo Brothers (DBI).	193.46	8

Commissioner Brown made a motion to approve this item, as presented, and the motion was seconded by Commissioner Beach. **The motion passed.**

13. Contract Award to MERS Goodwill for Cleaning of DeBaliviere Facility and DeBaliviere Bus Cleaning (Resolution #1086)

8:42 a.m. A briefing paper was provided in the Board packet, requesting that the Board of Commissioners approve a request to authorize the President & CEO to award a contract to MERS

Goodwill, in the amount not to exceed \$5,700,000.00, for bus cleaning and facility cleaning at the DeBaliviere facility. Greg Smith, VP Procurement & Inventory Management, gave a brief overview of this issue as follows:

BSD issued solicitation 20-RFP-106720-TJ DeBaliviere Facility & Bus Cleaning on May 20, 2020, to provide all equipment and supplies, materials, labor, supervision and staff, transportation necessary to provide cleaning of the DeBaliviere facility and buses. On April 27, 2020, six (6) bids were received in response to the solicitation, of which five were deemed responsive, and evaluated on their technical merit.

Each responsive firm was reviewed by an Evaluation Committee, comprised of representatives from Metros bus maintenance, facility maintenance building & grounds, according to the evaluation requirements specified in the evaluation package. After completion of the initial technical evaluation, one (1) vendor was deemed non responsive, and was eliminated from further consideration by the evaluation committee.

On July 29, 2020, as part of the technical requirement, the top four vendors were to demonstrate their ability to do a detail cleaning of a bus. They were evaluated and scored by 4 of BSDA team members: Superintendent Jeff Lowe, Superintendent Geoff Kehr, Superintendent Mike Royal and Assistant Superintendent Rodney Moore.

The cost was evaluated using a pre-established formula, where the firm with the lowest cost proposal received the maximum score of 150. Each firm thereafter received points inversely proportional to the cost proposal amount. The maximum attainable points for technical, cost and cleaning test was 628.

A summary of the final evaluation score is shown below.

Firm:				Total Score
4M Building Services				412.78
MERS Goodwill				507.26
World Management				397.07
KATSAM				263.29
ISS Facility Services				414.67

Discussion was held regarding the scores, as well as proposals for platform cleaning versus bus and facility cleaning.

Commissioner Gully made a motion to approve this item, as presented, and the motion was seconded by Commissioner Brown. **The motion passed.**

14. Sole Source Contract with Safety Vision for CCTV Upgrades for MetroBus and MetroLink Systems (Resolution #1087)

8:46 a.m. A briefing paper was provided in the Board packet, requesting that the Board of Commissioners approve a request to authorize the President and CEO to enter into a sole source

contract with Safety Vision to provide closed circuit television (CCTV) upgrades to Metro's fleet in an amount not to exceed \$1,670,000. Jessica Mefford-Miller, Executive Director of Metro Transit, provided a brief overview of this issue. She noted that Metro Transit (Metro) began installing a CCTV recording system on Metro buses, light rail vehicles [LRVs] and paratransit vans in 2005, and the most recent CCTV systems were installed in 2009. She stated that there have been significant advances in CCTV technology, the current legacy systems have reached their end of useful life, and new parts and recording media can no longer be purchased to support them. Ms. Mefford-Miller noted that the new system will provide enhanced features, including increased memory and storage of audio and video footage, and awareness monitor displays will be installed on the buses, which allow passengers to see the video that is being recorded. The system will allow for remote viewing of live feed, as well as recorded feed, and will be available to Metro teams including MetroBus, MetroLink, Call-A-Ride, Public Safety, and Security. She stated that system-wide WIFI will also enable staff to speak directly to the bus operators.

Commissioner Simmons asked if Mr. Farthing has been included in discussions relating to this upgrade, and Ms. Mefford-Miller indicated that he has been included. Commissioner Zimmerman stated that there is a great need for this upgrade. He noted that he and Commissioner Cox recently attended a tour with the Security team, and it was clear that this issue needed to be addressed. Commissioner Zimmerman asked for information as to why this is a sole source contract, and if we can ensure that the Agency is getting a fair contract price for the equipment and installation. Ms. Mefford-Miller stated that this is a continuation of an existing program. She noted that Metro began a program of upgrading mobile CCTV systems with the new Safety Vision 4100 series Digital Video Recording Systems, and the competitive procurement process was used at that time. She stated that she is asking that the Agency continue this process with the same vendor, to ensure compatibility across the system.

Commissioner Windmiller stated that she appreciates that Metro is moving forward with these upgrades, and feels that the Agency is moving in the right direction. She asked the expected life span for the new equipment. Ms. Mefford-Miller stated that the expected life cycle of the equipment would be 5 – 7 years.

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

15. Follow-up Report from OPS/AFA Meeting

9:00 a.m. A memo was included in the Board packet, providing an update on the funds owed by The Gateway Arch and the Riverfront Attractions to other areas of Bi-State Development. Mark Vago gave an overview of this issue, noting some concern regarding the status of the Riverfront Attractions, due to a history of cash flow issues over the previous decades, and the cost for the dry dock inspection which was conducted this year, in the amount of \$305,000. He noted less concern regarding the status of the Gateway Arch, stating that the Arch has had a consistent history of positive cash flow, during conventional operating periods. Commissioner Windmiller asked about the outlook for the Riverboat Attractions, if they cannot regain customers. Mr. Vago noted that they would owe the Agency 2 – 2 ½ million dollars.

President and CEO Roach noted that it is apparent that the Riverboat Attractions are our "loss leader". He stated that policy leaders have indicated that they would like to see these programs continued; however, the ultimate decision will lie with the Board of Commissioners. Commissioner Gully asked which policy leaders have indicated this. Mr. Roach stated that he

has discussed this issue with the County Executive, the St. Louis County Chairman of the Board, and the Mayor of St. Louis. Commissioner Windmiller asked if the Agency owns the boats, and Mr. Roach stated that it does. Commissioner Windmiller stated that she appreciates input from the elected officials; however, this is ultimately a financial decision for the Board of Commissioners. She asked if there are any specific, public funds coming into the Agency to support these attractions, and Mr. Roach indicated that there is not. Commissioner Zimmerman stated that it may be helpful to have some projections presented to the Board regarding this operation, as well as a series of options. He stated that he would like the Board to stay ahead of this operation. President and CEO Roach stated that the COVID situation has been devastating. Commissioner Gully noted that she has never heard of the Riverboat attractions, as being considered an economic development operation, and the Riverboat operation should be self-sustaining. She noted that the Frieghtway; however, has been considered to be an economic development operation, with anticipated long term benefits for the region. Commissioner Beach agreed that the Riverboat operation falls under tourism. Commissioner Windmiller noted that the Riverboat operation has experienced financial issues, for more than just the past year. Commissioner Gully stated that, regarding the Agency's policy, not all ancillary operations should be placed in the same category. Commissioner Simmons asked if any FEMA funds have been received, regarding the Riverboat operations, with regard to COVID, flooding, and the interruption of services. President and CEO Roach stated no; however, he will check into that issue. Commissioner Simmons asked that Mr. Roach look specifically into CARES Act funding.

It was noted that this item was provided as information only, and no action by the Board of Commissioners is required.

16. Metro Transit Operations Report

9:15 a.m. Jessica Mefford-Miller reviewed capital improvement projects that are underway and anticipated to begin in the near future, including camera system upgrades, customer facing improvements in technology, and upgrades in the design of the facilities and stations. Ms. Mefford-Miller noted a stabilization in ridership in July and August; however, MetroBus ridership continues to remain at approximately 50% below the previous fiscal year; MetroLink ridership stands at approximately 60% below; and Call-A-Ride at approximately 24% below. She noted that service changes and adjustments have been made, and will continue to made, based on ridership. She noted that there will be a shift to battery electric buses in the near future. Ms. Mefford-Miller reported that the first battery electric bus arrived last week, and she will send a video to the Commissioners.

Ms. Mefford-Miller stated that the Agency is now switching its focus to COVID recovery for fiscal year 2021-2024. She noted that how mobility is changing will be taken into consideration, and new equity and fare policies will be implemented. A draft report will be distributed to the Board at the Combined Operations Committee / Audit, Finance & Administration Committee Meeting in October.

17. Unscheduled Business

9:22 a.m. There was no unscheduled business.

18. Call of Dates for Future Board and Committee Meetings

9:22 a.m. Myra Bennett, Manager of Board Administration, advised the Commissioners of upcoming meetings, as follows:

Security Sub-Committee Meeting:	Thursday	October 8, 2020	8:30 AM
Operations/Audit Finance & Administration:	Friday	October 16, 2020	8:30 AM
Board of Commissioners Meeting:	Friday	November 20, 2020	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); Real Estate under §10.080(D)(2); Personnel under §10.080(D)(3); Health Proceedings under §10.080(D)(4); Employee Negotiations under §10.080(D)(5); Data Processing under §10.080(D)(6); Purchasing and Contracts under §10.080(D)(7); Proprietary Interest under §10.080(D)(8); Hotlines under §10.080(D)(9); Auditors under §10.080(D)(10); Security under §10.080(D)(11); Computers under §10.080(D)(12); Personal Access Codes under §10.080(D)(13); Personal Information under §10.080(D)(14); Insurance Information under §10.080(D)(15); Rail, Bus, or Facilities Safety and Accidents under §10.080(D)(16) or Protected By Law under §10.080(D)(17).**

9:23 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) (10) Auditors.

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

Rose Windmiller – Yea	Justin Zimmerman – Yea
Constance Gully – Yea	Herbert Simmons – Yea
Vernal Brown – Yea	Terry Beach – Yea
Nate Johnson – Yea	

The motion passed unanimously, and the Committee moved into Executive Session at 9:24 a.m.

20. Reconvene to Open Session

9:59 a.m. The Board of Commissioners reconvened to the Regular Meeting at approximately 9:59 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 Brown made a motion to approve the minutes from the June 26, 2020, Board of Commissioners, Executive Session, as a closed record. The motion was seconded by Commissioner Simmons.

Rose Windmiller – Yea	Justin Zimmerman – Yea
Constance Gully – Yea	Herbert Simmons – Yea
Vernal Brown – Yea	Terry Beach – Yea
Nate Johnson – Yea	

The motion passed.

Commissioner Beach made a motion to approve the Consent Agenda items including: 1) Draft – Fuel Hedging Audit – On-Call Contract Audit (Resolution #1082), and 2) Draft-Disadvantaged Business Enterprise Audit (Resolution #1083). The motion was seconded by Commissioner Gully.

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

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

The motion passed.

Commissioner Gully made a motion to approve the Draft-Cortex MetroLink Station Construction Audit (Resolution #1084). The motion was seconded by Commissioner Johnson.

Rose Windmiller – Abstain
Constance Gully – Yea
Vernal Brown – Yea
Nate Johnson – Yea

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

The motion passed.

Commissioner Brown made a motion to approve the release of information from Executive Session Minutes, Board of Commissioners and Committee Meetings, January 2019 – December 2019, with the redactions as presented. The motion was seconded by Commissioner Beach.

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

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

The motion passed.

21. Adjournment

10:02 a.m. Chair Windmiller asked if there was any further business, and being none, Commissioner Gully 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 10:02 a.m.

Deputy Secretary to the Board of Commissioners
Bi-State Development

Open Session Item

6

**BI-STATE DEVELOPMENT
COMBINED OPERATIONS / AUDIT, FINANCE & ADMINISTRATION
COMMITTEE MEETING
OPEN SESSION MINUTES
(Virtual Meeting)
October 16, 2020 8:30 a.m.**

Operations Committee Members participating via Zoom

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

Audit, Finance & Administration Committee Members participating via Zoom

Justin Zimmerman, Chair
Herbert Simmons
Fred Pestello
Nate Johnson
Constance Gully – 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
Larry Jackson, Executive Vice President of Administration
Jessica Mefford-Miller, Executive Director Metro Transit
Tammy Fulbright, Sr. Director, Financial Planning & Treasury
John Langa, Vice President Economic Development
Angela M. Staicoff, Interim Director of Internal Audit
Mark Vago, Sr. Vice President Chief Financial Officer
Chris Poehler, Assistant Executive Director Engineering Systems
Gregory Smith, Vice President – Purchasing, Materials Management, and Supplier Diversity
Charles Stewart, Executive Vice President Organizational Effectiveness
Dave Toben, Director of Benefits
Anita Dunn, Health and Welfare Manager
Erick Dahl, Director St. Louis Downtown Airport

Others participating via Zoom

Charlotte Landrum, ASL Interpreter
Tyler Duke, ASL Interpreter

1. Open Session Call to Order

8:30 a.m. Chair Windmiller called the Open Session of the Combined Operations / Audit, Finance & Administration 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. Ms. Bennett noted that no public comment cards were submitted for today's meeting.

4. Minutes of the August 27, 2020 Combined Operations Committee and Audit, Finance & Administration Committee, Open Meeting

8:31 a.m. The minutes of the August 27, 2020, Combined Operations Committee and Audit, Finance & Administration Committee, Open Meeting were provided in the Committee packet. A motion to approve the minutes was made by Commissioner Golliday and seconded by Commissioner Brown. **The motion passed. (Commissioner Cox abstained from the vote.)**

5. Contract Modification: Time Extension of Contract with WSP USA, Inc. - MetroLink Station Enhancements

8:32 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 extend the performance period, incorporating a time extension for 30 months with WSP USA, Inc. to cover the estimated time for the design and construction phase services initially scoped under contract number 19-RFP-105718-CG for MetroLink Station Enhancements. Chris Poehler, Assistant Executive Director Engineering Systems, gave an overview of this item. He noted that in April 2019, Bi-State Development (BSD) entered into a contract with WSP USA, Inc., for planning and design for five MetroLink Stations, including: Laclede's Landing, Convention Center, 8th & Pine, Forest Park-DeBaliviere and Delmar Loop. He stated that the main goals of these enhancements include promoting a safe and attractive environment at each station, strengthening connections to the surrounding communities, reducing long-term maintenance costs and increasing ridership. Mr. Poehler noted that the scope of the project is more extensive than was anticipated, and the period of performance for the remainder of the design services and construction phase services of the scope of work is estimated to be completed within 30 months.

Commissioner Windmiller posed questions regarding additional cost for the project. Mr. Poehler noted that there would be an additional cost, and staff will be coming back to the Board for approval, once those costs are identified. Commissioner Cox posed questions regarding the significant time extension for the project. Mr. Poehler clarified that the scope of the project has been significantly expanded, therefore resulting in the need for the time extensions. Commissioner Simmons asked if there is the possibility that the project may be completed in a shorter amount of time, and Mr. Poehler indicated that this is possible, but will be based on funding available.

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

6. Union Station Tunnel Rehabilitation Design Services

8:36 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 execute Contract Modification #4 for the continued design and construction phased services for the Union Station tunnel to Modjeski and Masters, in an amount not to exceed \$1,065,164.63. Chris Poehler, Assistant Executive Director Engineering Systems, provided an overview of this item, noting that there have been issues with acquiring easements for the project, and that this is a complex project. He noted that, due to the on-going negotiations with Union Station ownership, it has been necessary to revise the design and construction of the Union Station tunnel project. It has also been necessary to revise a portion of some sub-consultant design work that is no longer needed, and roll that funding back into the larger design portion of the project to cover early work revisions, early work construction and a portion of the rehabilitation design. He stated that the requested contract modification includes additional funding for an early work structural package, early work structural construction services, and the revised design and construction services for the rehabilitation of the tunnel, including structural, mechanical and electrical design that has resulted from the change in project direction. The cost for these additional services is \$1,065,164.63, which includes a 10% contingency.

Commissioner Zimmerman asked Mr. Poehler the consequences of not being able to proceed with the original design. Mr. Poehler noted that the project will cost less; however, it will not last as long. He stated that the original tunnel rehabilitation was to have a 50-75 year life span; however, the revised design will have a life span of 15-20 years. Mr. Poehler did note however, that if there were to be a change in the future, it would be easy to revert back to the original plan. President and CEO Roach stated that limiting legal risk is a determining factor in this decision. Commissioner Windmiller posed questions regarding service interruption. Mr. Poehler noted that there would be mostly single tracking during the project, and there may be an occasional weekend shutdown.

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

7. 2020 Annual Surplus Property Holdings

8:43 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, the report reaffirming and approving that the properties included in Table 1 which are not required for BSD purposes, and may, therefore, be declared surplus and subject to sale, lease, or the grant of other property rights. John Langa, Vice President, Economic Development, gave a brief overview of this issue. He noted that this report is submitted for review by the Board annually, and currently, there are 91 surplus properties, which are outlined in Table 1. Commissioner Simmons asked if the Hangar 5 property is included on the list. He noted that the Hangar 5 property is included; however, if that property is not approved by the Committee, the property will be removed from the final list of surplus properties, which will be presented to the Board at the November 20th meeting. Commissioner Windmiller asked if a list could be provided regarding the size of each of the properties, so that the Board could get a better indication of how many of the properties are of developable size. Mr. Langa will supply that information to the Board of Commissioners.

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

8. Bi-State Development Research Institute Dissolution

8:46 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, the dissolution of the Research Institute (Institute), an action which will include the Institute donating its Current Assets and Capital Assets to BSD; BSD entering into agreements with the Institute to complete this donation, including as it may relate to the two (2) kiosks at the North Hanley and Wellston MetroLink stations with BSD hereby authorizing the BSD President and CEO to negotiate and finalize any related agreements; BSD completing the Institute's dissolution related to any federal and state filings; and, BSD confirming the Institute's Board of Directors. John Langa, Vice President, Economic Development, gave a brief overview of this item, noting that, at its September 8, 2020 annual meeting, the Institute Board of Directors voted to dissolve the Institute. The Board of Directors include Taulby Roach, Barb Enneking, Larry Jackson, Rose Windmiller, and Herb Simmons.

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

9. St. Louis Downtown Airport Surplus Property Holdings

8:48 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, the report reaffirming and declaring that the 6,200 square feet Hangar 5 and 22,855 square feet site on which it sits (Hangar 5) portion of the property known at the St. Louis Downtown Airport by locator number 01-36.0-300-032 is not useful for BSD aeronautical or revenue purposes in its present condition; and that Hangar 5 be declared surplus and conveyed to a successful offeror selected through a competitive process, which may include a request for proposals to demolish, re-build and re-use the property either through the actions of a private developer or the Airport itself. John Langa, Vice President, Economic Development, gave a brief overview of this item.

Mr. Langa noted that the Airport owns Hangar 5, a 6,200 square feet building, which sits on a 22,855 square feet site within the larger 470-acre Airport parcel. Hangar 5 was built prior to 1988, and, although maintained over-time, is in poor condition as noted in a 2016 appraisal conducted for the Airport. The Airport believes that given the age and condition of the facility, the likely cost of repairs and improvements and the lack of modern amenities, it is neither economically prudent to upgrade the Hangar, nor is it likely to garner market interest without significant improvements that would cost substantially more than a return on a lease. Per the appraisal, at a minimum, the following items are in need of replacement or repair: replacing the aircraft doors, resealing the concrete floors and replacing ceiling insulation. Further, unlike newer hangars at the Airport, it is not served by utilities. The Airport preliminarily estimates that these repairs and replacements are in the \$200,000 range - per the appraisal, the Hangar is valued at \$40,000. Mr. Langa stated that Hangar 5 has been leased to A&S Helicopters on a month-to-month basis for dead storage. Annual rent on Hangar 5 to the Airport is \$18,111, including \$4,342 for the land area and \$13,769 for the building. If A&S were to leave the premises, they would likely relocate their stored material to their property at the Airport at 3300 Vector. He also

noted that as with other areas of the Airport, the Airport has on-going control of the Hangar 5 ground and is able to own or long-term lease any improvement on it. Hangar 5 has runway access, and with that and reasonable demand for hangar space at the Airport, the Airport believes that new hangar development(s) will create increased use at the Airport. Given layouts of new aircraft hangars, the Airport believes that as many as three (3) new hangars could be constructed on the overall Hangar 5 site. Discussion was held regarding this issue.

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

At this point in the meeting, Commissioner Zimmerman, as Chair of the Audit, Finance and Administration Committee, presided over the meeting.

10. Contract Modification: Extension of Contract with Cigna Healthcare – Medical Plan Administration Services and Stop Loss Insurance Coverage

8:51 a.m. A briefing paper was provided in the Committee packet, regarding a request to accept, and forward to the Board of Commissioners for approval, authorization of the President & CEO to issue a modification to extend the contract with Cigna through December 31, 2021, to assist BSD with the administration of the health plan, as the Benefits Department begins implementation of the employee benefit strategic plan. The extension will cost \$1,487,589 (inclusive of the one-year stop loss renewal for 2021) and increases the not-to-exceed contract amount to \$7,944,819.

David Toben, Director of Benefits, provided a brief overview of this item, noting that the BSD Benefits Department, within the Organizational Effectiveness Division, initiated a strategic analysis in early 2020, focused on developing high value health care purchasing strategies. The objective is to craft a long-term strategic plan that manages health care funding challenges, while continuing to provide innovative health plan benefits that can attract and retain productive employees. The resulting multi-year strategic plan also relies on selecting innovative vendor partners which has been delayed due to the pandemic. As a result, management recommends retaining its current Medical Plan Administrator and Stop Loss Carrier through a one-year contract extension to assist with this effort. Mr. Toben noted that the current contract will expire on December 31, 2020.

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

11. Contract Award: Health and Welfare Plan Consulting Services

8:45 a.m. A briefing paper was provided in the Committee packet, regarding a request to accept and forward to the Board of Commissioners for approval, authorization of the President & CEO to enter into a 5-year contract with, Arthur J. Gallagher & Company, whose proposal is most advantageous to BSD, with price and other factors considered, in the not to exceed amount of \$500,000.00.

Anita Dunn, Health & Welfare Plan Manager, provided a brief overview regarding this item, noting that, on June 3, 2020, Bi-State Development (BSD) issued solicitation 20-RFP-124953-

MD Health and Welfare Consultant Services. The solicitation was issued to obtain proposals from qualified firms who can provide a comprehensive benefits program to approximately 2,200 eligible employees and 1,100 eligible retirees in the metropolitan area. Ms. Dunn noted that in response to the solicitation, four (4) proposals were received, reviewed and forwarded to the evaluation team, which consisted of individuals within BSD Benefits/Human Resources/Labor Relations/Finance departments, and all four companies were invited to give presentations regarding their proposals. Ms. Dunn stated that upon evaluation of the consensus technical and cost scores combined, Arthur J. Gallagher & Company was the highest ranking firm; therefore, management is recommending that the Committee accept, and forward to the Board of Commissioners for approval, authorization of the President & CEO to enter into a 5-year contract with Arthur J. Gallagher & Company, in an amount not to exceed \$500,000.00.

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

12. Modification of Contract Awards for General Legal Services

8:56 a.m. A briefing paper was provided in the Committee packet, regarding a request to accept and refer to the Board of Commissioners for approval, an authorization to extend the current Contracts for General Legal Services, for an additional seven month period, until June 30, 2021.

Barbara Enneking, General Counsel, provided a brief overview regarding this item, noting that in March, 2020, a solicitation for new, five year Contracts for General Legal Services was in preparation; however, due to the COVID pandemic, the solicitation was delayed. She stated that, therefore, a seven month extension of contracts, until June 30, 2021, is necessary in order to allow sufficient time to solicit and evaluate new proposals for General Legal Services.

Commissioner Windmiller asked if all of the firms have agreed to proceed with the extension, at their current rates. Ms. Enneking stated that, although she has not been in contact with all of the firms, she does not anticipate any issues. Commissioner Simmons asked if Ms. Enneking could supply the Board with a list of all of the firms, along with their addresses. Ms. Enneking noted that she would supply that information to the Board.

A motion to approve the agenda item, as presented, was made by Commissioner Windmiller and seconded by Commissioner Golliday. **The motion passed.**

13. Pension Audit Updates

9:00 a.m. A briefing paper and reports were provided in the Committee packet, regarding the Agency's Pension Plans. Charles Stewart, Executive Vice President of Organizational Effectiveness, provided a brief overview of this item, noting that all three plans received clean opinions. He noted that the review of the 401K and valuations are currently in process. Mr. Stewart noted that the HERO (Highly Enhanced Retirement Option) program is moving forward. He stated that approximately 117 employees are eligible for this program, and several employees have accepted at this point. (Low to high teens.) This item was presented as information only, and no action of the Committee is required.

14–16. 9:02 a.m. Chair Zimmerman noted that Items #14 through #16 consist of reports prepared by the Internal Audit Department, as information only, including:

- 14. IAD Audit Follow-Up Summary – 1st Qtr.-FY2021**
- 15. IAD Status Report – 1st Qtr.-FY2021**
- 16. IAD SSO-Status Report – 3rd Qtr.-Calendar Yr. 2020**

Chair Zimmerman noted that Angela Staicoff, Interim Director of Internal Audit, is in attendance, if there are any questions pertaining to these reports. Ms. Staicoff noted that these are standard, quarterly reports. Being no questions, Chair Zimmerman proceeded to Item #17.

17. Treasurer’s Report

9:03 a.m. The Treasurer’s Report for the month ended August 31, 2020 was provided in the Committee packet. Tammy Fulbright, Sr. Director Financial Planning & Treasury, provided a brief overview of this issue, noting the quarterly Treasurer’s Report Summary on page three. She also highlighted the Diesel Fuel Hedging Program report on page 7, noting that the year to date cost of fuel per gallon is \$1.86. This item was presented as information only, and no action of the Committee is required.

18. Bi-State Development 2021 – 2023 Strategic Plan

9:06 a.m. A briefing paper was provided in the Committee packet, to provide a summary of the progress in the development of the 2021-2023 Strategic Plan. President and CEO, Taulby Roach, provided an overview and PowerPoint presentation regarding this item. He noted that Phase I of the Strategic Planning Process was held from February to June, and began with an assessment of the culture of the organization. This assessment included gaining input from staff through surveys, interviews and leadership workshops. Mr. Roach indicated the top 5 and bottom 5 survey responses were noted in the briefing paper. He noted that the Agency is currently in Phase II of the planning process. This phase began in July 2020, with surveys and interviews of team members and external stakeholders. This information gathering process was focused on both real and perceived observations of Bi-State Development’s various enterprises, their services to the region, and areas that stood out positively or needing improvement. There were several common themes that resonated from this feedback. He stated that, topping the list, was Safety and Security, followed by a need to focus on the customer, improve social equity, and address funding constraints. Mr. Roach stated that with this information in hand, the leadership team engaged in a review, discussion and development of vision and mission statements for the organization. Four key goal areas were identified, with staff leading each of those areas as follows: Customer Service/Jessica Mefford-Miller; Safety & Security/Taulby Roach; Culture/Charles Stewart; and Fiscal Responsibility/Larry Jackson. President and CEO Roach stated that cross-functional teams of leaders from across the organization have been formed and are now in the process of determining strategies and action plans for improvements in each of these key goal areas. These teams have been meeting throughout the months of September and October to refine their work, which will ultimately be consolidated into a Bi-State Development Strategic Plan Document that will become a guidepost for our actions over the next 3 years. He reported that he expects to complete work on this document prior to the end of the calendar year, and he will keep the Board apprised of the progress.

Commissioner Windmiller asked how the Agency will measure the effectiveness of the plan. Mr. Roach stated that there will be a huge amount of metrics involved, including surveys to staff, stakeholders, and customers. Commissioner Zimmerman thanked Mr. Roach for including not only the top 5 responses to the surveys, but also the bottom 5 responses. He asked if there were any questions, specific to the Board of Commissioners, that they should be aware of. Mr. Roach stated that the surveys indicated that staff would like to see Administration, including the Board Members, at the facilities. Mr. Roach thanked Commissioner Zimmerman and the other Commissioners who took part in the recent Safety Tours. Commissioner Pestello thanked Mr. Roach for his work on the development of the strategic plan, and commended him for the way in which it is being approached. Mr. Roach noted that he is looking to assign project leaders who will be accountable to the Board of Commissioners regarding progress. It was noted that this information was presented for information only, and no action of the Committee is required.

19. Draft Fare Program Policy Direction

9:17 a.m. A briefing paper was provided in the Committee packet, to provide an overview of a draft Fare Program update, inclusive of Fare Policy, Fare Structure, Fare Pricing and Fare Collection System. A PowerPoint presentation was given by Jessica Mefford-Miller, Executive Director, Metro Transit, to prompt discussion and solicit Board input before completing policy drafts and releasing a request for proposals (RFP) for Fare Collection System technology.

Ms. Mefford-Miller noted that the Board of Commissioners must approve all changes to Fare Policies, and therefore, she would like to give a summary of the Fare Policy update process. She noted that the motivations for the policy update are as follows: 1) Ridership stabilization & fiscal responsibility; 2) Customer & community focus; and 3) Prioritizing equitable fares and access to transit services. Ms. Mefford-Miller stated that, based on the principles and strategies outlined in the draft Fare Policy, staff recommends developing a fare structure focused around a “flat fare,” as opposed to a zonal or other incremental fare structure. This structure prioritizes equity by removing surcharges for longer distance or one-way multi-vehicle trips. She stated that this is reflected in this proposed fare structure as (a) a flat fare for a period of 2-hours, as opposed to graduated or zonal fares, and (b) not charging extra for transfers within that 2-hour period. Flat fares may be varied for service quality (i.e., express or limited stop), but not for distance alone. She noted that the proposed fare structure would also eliminate extra costs of transferring between buses or modes, and fares would not be differentiated between bus and light rail modes.

Ms. Mefford-Miller reviewed Fare Payment options, including: 1) Cash; 2) Paper pass; 3) Paper transfer (to be phased out in CY 2021); 4) Magnetic Stripe Passes (to be replaced by account-based smart card option in CY 2021); 5) SmartCard (current Gateway Card to be replaced by internet-reloadable account-based smart card option in CY 2021); and 6) Mobile Payment App. She also gave a summary of the Fare Products available, and proposed Fare Levels. Ms. Mefford-Miller noted that, included in the updated policy, would be the concept of Fare Capping. With fare capping, riders who pay per ride are not charged additional fares, once they incur the equivalent cost of an unlimited transit pass. Fare-capping policies create a de-facto payment plan for low-income riders, for whom it can be a burden to pay the up-front cost of an unlimited pass like a semester or monthly pass. Additionally, unlimited passes provide discounted fares for a transit system’s most committed riders. Fare-capping makes that benefit available to all its

frequent riders rather than just those who can afford to buy, for example, a monthly pass at the beginning of the month.

Ms. Mefford-Miller noted that staff worked in collaboration with Four Nines Technologies (2019), a firm specializing in transit fare collection, to enumerate and model the revenue and ridership impacts of an array of fare structure and pricing scenarios driven by the Fare Policy. Staff recommends contemplating the fare structure and pricing scenarios outlined below, and presenting these scenarios to the public for input in early 2021.

2020 Baseline (for reference):

	Base Fare	2-hour	1-day	Weekly	Monthly	Semester	Airport Surcharge
<i>Full</i>	MB = \$2.00; ML = \$2.50	\$3.00	\$7.50	\$27.00	\$78.00	\$175.00	\$1.00
<i>Reduced</i>	MB = \$1.00; ML = \$1.25	\$1.50	n/a	n/a	\$39.00	n/a	\$0.50

Recommended New Fare Pricing/Structure:

The overall fare structure is organized around the Base Fare, which will be the focal point from which all other fares within the transit system are priced.

Iteration 1 (2021): Restructuring, Fare Capping Implemented

Iteration 1 (2021)	Base Fare: 2-hour (not available via cash at bus farebox)	Single ride (only available via cash at the farebox, or at TVM)	1-Day	Weekly	Monthly	Semester
<i>Full</i>	MB & ML \$2.75	\$2.00	\$6.00	\$25.00	\$85.00	\$200.00
<i>Reduced</i>	MB & ML \$1.35	\$1.00	n/a	n/a	\$39.00	n/a
<i>Available at TVM?</i>	Yes: via printed paper barcode	Yes: via printed paper barcode	No	No	No	No

Iteration 2 (2023/25):

Iteration 2 (2023/25)	Base Fare: 2-hour (not available via cash at bus farebox)	Single ride (only available via cash at the farebox, or at TVM)	1-Day	Weekly	Monthly	Semester
<i>Full</i>	MB & ML \$3.00	\$2.00	\$7.00	\$28.00	\$90.00	\$225.00
<i>Reduced</i>	MB & ML \$1.50	\$1.00	n/a	n/a	\$45.00	n/a
<i>Available at TVM?</i>	Yes: via printed paper barcode	Yes: via printed paper barcode	No	No	No	No

Ms. Mefford-Miller gave an overview of the Fare Collection System and system components. She stated that, given the motivating factors for Fare Policy updates, a future Fare Collection System would be driven by the proposed Fare Policy, as well as a desire for (a) simplicity across all system components for a more efficient and easily accessible fare system for both riders and Metro staff, (b) maintaining an option for patrons to be able to pay with cash as needed, and (c) establishing an electronic faring system that serves as a flexible foundation for future fare collection scenarios and market demands. The system would include the use of Fare Boxes, Ticket Vending Machines, and an Electronic Faring System.

Ms. Mefford-Miller noted the milestones for implementation of the policy, as follows:

1. Electronic Faring
 - Fall 2020: RFP out; January 2021: RFP evaluation
 - Late Winter/Spring 2021: Board Decision to approve contract
 - Summer 2021: Ordering/Installing electronic validators
 - Summer - early Winter 2021: Operationalizing account-based system (smart cards, mobile ticketing)
 - 2022: Rolling out Vendor Network for Cash loading/reloading of accounts
2. Fare Policy
 - Early Spring 2021: Title VI/Public Participation
 - Late Spring/early Summer 2021: Board Decision on Fare Policy
 - Late Summer/early Fall 2021: Begin implementing fare capping and Iteration 1 of new fare structure
 - 2023 or 2025: Begin implementing Iteration 2 of new fare structure
3. Fare Boxes and TVMs (simpler, less interaction with Electronic Fare components)
 - Summer 2021: RFP out; Late Summer 2021: RFP evaluation
 - Fall 2021: Board Decision to approve contract
 - Purchase/Implementation timeline in 2022-2023

Commissioner Simmons asked how much the Agency has invested in the SmartCard program and the number of cards that have been issued. Ms. Mefford-Miller stated that she does not have those numbers in front of her; however, she will get those numbers and forward them to the Commissioners. Commissioner Simmons also posed questions regarding the current company, and if a commission is being charged. Ms. Mefford-Miller noted that the funds that have been spent thus far also included large equipment purchases that were necessary for the program. Commissioner Windmiller noted that the investment in the SmartCards has been bad, and she acknowledges that, and she asked if the new system would incorporate all modes of transportation throughout the system, for example, train, bus, Uber, etc. Ms. Mefford-Miller stated that request for proposals for the integrated electronic system would include all options and trip planning. Commissioner Pestello asked what percentage of the Metro Transit budget comes from fares. Ms. Mefford-Miller stated that currently, with the COVID situation, approximately 10%; however, in the past, it has been as high as 18%. She added that she would like this to be at 15%, minimum. Commissioner Pestello asked if this is comparable to other cities of our size. Ms. Mefford-Miller stated that she will include those numbers in her next briefing paper to the Board. Commissioner Pestello stated that he would like to see the benchmark rates in other cities, before holding a vote on this matter. Commissioner Zimmerman commended Ms. Mefford-Miller regarding her push to streamline the system. He stated that he feels that “fare capping” is an interesting idea, which would help protect low income individuals. Commissioner Zimmerman noted that he has personally encountered problems with the current ticket vending machines, and improvements are needed. Ms. Mefford-Miller stated that the current machines have outlasted their useful life, and noted that the system is asking a lot of the current vending machines, due to the current fare process; however, the proposed policy would help to simplify this process. It was noted that this information was presented for information only, and no action of the Committee is required.

20. Operations Report

9:47 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 and summary of the report for the Committee. She noted that the three major objectives relating to the COVID-19 Response has been: 1) Protect team members and customers; 2) Provide reliable, meaningful service; and 3) Preserve the capacity to recover. She noted that the COVID-19 pandemic has created a revenue crisis, affecting sales tax proceeds and passenger revenue; however, the revenue loss has been offset, in part, by temporary funding through the CARES Act. She stated that revenue and ridership impacts will last beyond the pandemic, and as a result, Metro must adapt service level and program design. Ms. Mefford-Miller addressed changes in travel behavior noting fewer trips, greater likelihood of trip chaining, noticeable shift in travel by time of day, and travel patterns of multi-purpose riders are more pronounced. She provided a summary of COVID related customer feedback, as well as a comparison of pre-COVID and post-COVID ridership trends.

Ms. Mefford-Miller provided an overview of the Pandemic Recovery Service Design, noting that:

1. Metro Transit must deliver an excellent customer experience.
2. Social equity should shape decisions regarding delivery of service and programs.
3. Metro Transit must continue, and increase, emphasis on matching service to communities.

4. Continuing safety practices and reducing contact are essential.
5. Metro must find ways to improve customer experience and efficiency for special markets.

She added that Summer 2021 is the target for service stabilization, and the target is approximately 90% of pre-COVID-19 service level. She stated that there will be a continued emphasis on frequency of busy routes; testing and implementing new models of service delivery; and evaluation of success by ridership, customer feedback and community impact. Ms. Mefford-Miller noted that Metro will continue safety best practices, following official guidance, continuing face covering requirements, and managing vehicle capacity. She stated that she would like to commend the Metro Transit team for their work, during these difficult times.

Commissioner Simmons noted that during the past 7 days, the COVID positivity rate has been increasing, and reminded everyone that virus is still here. Commissioner Cox posed questions related to the use of so many train cars during off hours. Ms. Mefford-Miller noted that currently this is due to social distancing efforts. He asked if there could be a reduced number of cars in the future. Commissioner Simmons noted that this issue has been discussed with Security, and it is his understanding that this would be difficult, due to mechanical issues. It was noted that this item was submitted as information only, and no action is needed by the committee.

21. President/CEO Report

10:08 a.m. Bi-State Development President and CEO Taulby Roach noted that he had planned to give a report to the Board regarding CARES funding; however, in the interest of time, he will forward the presentation to them for review, with discussion to follow at the next Board of Commissioners meeting. Mr. Roach noted that the funding is tracking well.

22. Unscheduled Business

10:09 a.m. President and CEO Roach noted that there is no unscheduled business.

23. Call of Dates for Future Board and Committee Meetings

10:09 a.m. Myra Bennett, Manager of Board Administration, advised the Committee of the upcoming meetings, as follows:

Tentative schedule:

- Security Sub-Committee Meeting:	Thursday	November 12, 2020	8:30 AM
- Board of Commissioners Meeting:	Friday	November 20, 2020	8:30 AM

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

Access Codes under §10.080(D)(13); Personal Information under §10.080(D)(14); Insurance Information under §10.080(D)(15); Rail, Bus, or Facilities Safety and Accidents under §10.080(D)(16) or Protected By Law under §10.080(D)(17).

10:10 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; 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:

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

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

Motion passed unanimously, and the Committee moved into Executive Session at 10:11 a.m. (Commissioner Golliday left the meeting at approximately 10:48 a.m.)

25. Reconvene to Open Meeting

10:56 a.m. The Committee reconvened to the Open Meeting at approximately 10:56 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 Windmiller made a motion to approve the Minutes from the August 27, 2020, 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.

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

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

The motion passed.

Commissioner Pestello made a motion to accept and forward to the Board of Commissioners for approval, the Intercompany Accounts Payable – Riverboat Operations agenda item, as presented. The motion was seconded by Commissioner Simmons.

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

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

The motion passed.

Commissioner Windmiller made a motion to accept and forward to the Board of Commissioners for approval, the Draft – Year End Financial Audit, as presented. The motion was seconded by Commissioner Johnson.

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

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

The motion passed.

Commissioner Simmons made a motion to accept and forward to the Board of Commissioners for approval, the Draft – Procurement Card Program Audit, as presented. The motion was seconded by Commissioner Beach.

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

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

The motion passed.

Commissioner Beach made a motion to accept and forward to the Board of Commissioners for approval, the Draft – Audit of Failed DOT Medical Exams, as presented. The motion was seconded by Commissioner Brown.

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

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

The motion passed.

26. Adjournment

10:59 a.m. Chair Zimmerman asked if there was any further business, being none, Commissioner Simmons made a motion to adjourn the meeting. Motion was seconded by Commissioner Windmiller. Unanimous vote in favor taken. Motion passed, and the meeting was adjourned at approximately 11:00 a.m.

Open Session Item

9 a

**Bi-State Development Agency
Board of Commissioners
Open Session Agenda Item
November 20, 2020**

From: Taulby Roach, President and Chief Executive Officer
Subject: **Contract Modification: Time Extension of Contract with WSP USA, Inc. – MetroLink Stations Enhancements**
Disposition: Approval
Presentation: Jessica Mefford-Miller, Executive Director of Metro Transit;
Christopher C. Poehler, Assistant Executive Director Engineering Systems;
Gregory A. Smith, Vice President Procurement & Inventory Management

Objective:

To present to the Board of Commissioners for approval, a request to authorize the President & CEO to extend the performance period incorporating a time extension for 30 months with WSP USA, Inc., to cover the estimated time for the design and construction phase services, initially scoped under contract number 19-RFP-105718-CG for MetroLink Station Enhancements.

Background:

The Board of Commissioners' approval was granted on February 22, 2019, to enter into a Cost Plus Fixed Fee Contract with WSP USA, Inc. to conduct the planning and design of enhancements at five MetroLink Stations, for a performance period of 12 months, in the amount of \$812,893.06.

In April 2019, Bi-State Development (**BSD**) entered into a contract with WSP USA, Inc., for planning and design for five MetroLink Stations. The five stations are Laclede's Landing, Convention Center, 8th & Pine, Forest Park-DeBaliviere and Delmar Loop. The main goals of these enhancements include promoting a safe and attractive environment at each station, strengthening connections to the surrounding communities, reducing long-term maintenance costs and increasing ridership.

Two, 90-day contract time extensions have been issued, which allowed WSP USA to continue to complete the services outlined in the initial scope of work, by incorporating a time extension until January 11, 2021.

Analysis:

The design scope for MetroLink Stations Enhancements has expanded, based on the improvements that BSD approved to go forward and the addition of the construction phase services. The contract award amount of \$812,893.06, for a performance period of 12 months, only covered design services.

WSP USA, Inc. will estimate the work effort required for the final design, when the scope of the concepts they developed are approved. The firm also advised the agency that the construction phase effort is not possible to estimate, until projects are funded and constructed concurrently.

The period of performance for the remainder of the design services and construction phase services of the scope of work is estimated to be completed within 30 months. The WSP USA contract will be modified, incorporating the time extension to complete the project.

Previous Action:

This item was recommended for approval at the October 16, 2020, Combined Meeting of the Operations Committee and Audit, Finance, & Administration Committee.

Funding Source:

Funding provided by FTA Grant# MO-90-X281 and Prop M.

Board Action Requested:

The Operations Committee recommends that the Board of Commissioners approval the request to allow BSD to issue a contract modification for a time extension to WSP USA, Inc., extending the contract end date to July 12, 2023.

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
MODIFYING A CONTRACT WITH WSP USA, INC. FOR METROLINK
STATION ENHANCEMENTS BY GRANTING A CONTRACT EXTENSION**

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(G), requires Board approval for contract extensions in excess of 180 days; and

Whereas, the Board of Commissioners granted approval on February 22, 2019, to enter into a Cost Plus Fixed Fee Contract with WSP USA, Inc. to conduct the planning and design of enhancements at five MetroLink Stations, for a performance period of 12 months, in the amount of \$812,893.06; and

Whereas, two, 90-day contract extensions have been issued, which allowed WSP USA, Inc. to continue to complete the services outlined in the initial scope of work, by incorporating a time extension until January 11, 2021; and

Whereas, the design scope for MetroLink Stations Enhancements has expanded, based on the improvements that BSD approved to go forward and the addition of the construction phase services, and the contract award amount of \$812,893.06, for a performance period of 12 months, only covered design services; and

Whereas, the period of performance for the remainder of the design services and construction phase services of the scope of work is estimated to be completed within 30 months; and

Whereas, it is feasible, necessary and in the public interest for the Agency to modify the contract award to WSP USA, Inc., extending the contract end date to July 12, 2023, 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 the modification of the contract award to WSP USA, Inc., extending the contract end date to July 12, 2023, 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 WSP USA, Inc.

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

Section 7. No Personal Liability. No member of the Board of Commissioners, officer, employee or agent of the Agency shall have any personal liability for acts taken in accordance with this Resolution 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 20th day of November, 2020.

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
November 20, 2020**

From: Taulby Roach, President and Chief Executive Officer
Subject: **Contract Modification: Union Station Tunnel Rehabilitation Design Services**
Disposition: Approval
Presentation: Jessica N. Mefford-Miller, Executive Director Metro Transit;
Chris Poehler, Assistant Executive Director Engineering Systems;
Timothy Nittler, Director Capital Projects;
Gregory Smith, Vice President Procurement & Inventory Management

Objective:

To present to the Board of Commissioners for approval, a request for authorization to modify the current contract for design and construction phase services for the Union Station Tunnel rehabilitation project.

Background:

On, June 24, 2016, Bi-State Development issued Solicitation number 17-RFP-103314-DGR Union Station Tunnel Rehabilitation Design Services, and as a result of the procurement process, award was made to Modjeski and Masters.

The Board of Commissioners approved a not to exceed amount of \$4,500,000.00 at their September 23, 2016, meeting. Due to the on-going negotiations with Union Station ownership, it has been necessary to revise the design and construction of the Union Station tunnel project. It has been necessary to revise a portion of some sub-consultant design work that is no longer needed, and roll that funding back into the larger design portion of the project to cover early work revisions, early work construction and a portion of the rehabilitation design.

Contract Modification #4 includes additional funding for early work structural package, early work structural construction services, and the revised design and construction services for the rehabilitation of the tunnel, including structural, mechanical and electrical design that has been brought on by the change in project direction. The cost for these additional services is \$1,065,164.63, which includes a 10% contingency.

Analysis:

Metro Engineering has reviewed the cost proposal by Modjeski and Masters and has determined that the cost proposal is in line with M & M's initial contract cost proposal, which was deemed fair and reasonable.

Previous Action:

This item was recommended for approval at the October 16, 2020, Combined Meeting of the Operations Committee and Audit, Finance, & Administration Committee.

Board Action Requested:

The Operations Committee recommends that the Board of Commissioners authorize the President & CEO to approve Contract Modification #4 for the continued design and construction phased services for the Union Station tunnel to Modjeski and Masters, in an amount not to exceed \$1,065,164.63.

Funding Source:

Federal Transit Administration Grant Number MO-05-0028, MO-90-X231 and Local Match from Prop M.

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
MODIFYING A CONTRACT WITH MODJESKI AND MASTERS FOR
DESIGN AND CONSTRUCTION SERVICES RELATING TO
THE UNION STATION TUNNEL REHABILITATION PROJECT**

PREAMBLES:

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

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

Whereas, Board Policy Chapter 50, §50.010 (E)(1)(d), requires Board approval of all procurements which exceed the amounts budgeted or otherwise approved by the Board of Commissioners for such project, function or service; and

Whereas, on June 24, 2016, Bi-State Development issued Solicitation number 17-RFP-103314-DGR Union Station Tunnel Rehabilitation Design Services, and as a result of the procurement process, award was made to Modjeski and Masters; and

Whereas, the Board of Commissioners approved a not to exceed amount of \$4,500,000.00 at their September 23, 2016, meeting; however, due to the on-going negotiations with Union Station ownership, it has been necessary to revise the design and construction of the Union Station tunnel project; and

Whereas, Contract Modification #4 includes additional funding for early work structural package, early work structural construction services, and the revised design and construction services for the rehabilitation of the tunnel, including structural, mechanical and electrical design that has been brought on by the change in project direction; and

Whereas, the cost for these additional services is \$1,065,164.63, which includes a 10% contingency; and

Whereas, it is feasible, necessary and in the public interest for the Agency to approve Contract Modification #4, for the continued design and construction phased services for the Union Station tunnel to Modjeski and Masters, in an amount not to exceed \$1,065,164.63, 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 authorizes the President & CEO to approve Contract Modification #4, for the continued design and construction phased services for the Union Station tunnel to Modjeski and Masters, in an amount not to exceed \$1,065,164.63, 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 Modjeski and Masters.

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 20th day of November, 2020.

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

Open Session Item

9 c

**Bi-State Development Agency
Board of Commissioners
Open Session Agenda Item
November 20, 2020**

From: Taulby Roach, President and Chief Executive Officer
Subject: 2020 Annual Surplus Property Holdings
Disposition: Approval
Presentation: John Langa, Vice President, Economic Development; Jeff Braun, Director, Real Estate

Objective:

To present to the Bi-State Development Board of Commissioners (**Board**) for approval, the report reaffirming and approving that the properties included herein in **Table 1** are not required for BSD purposes, and may, therefore, be declared surplus and subject to sale, lease, or the grant of other property rights.

Background:

At the end of the 2013 calendar year, there were 87 surplus (for purposes of this paper, the words “excess” and “surplus” are used interchangeably) properties owned by BSD. There were 92 such properties at the end of 2014; 100 properties at the end of 2015; 101 at the end of 2016; 100 at the end of 2017; 90 at the end of 2018; and 91 at the end of 2019. For 2020, there will be 91 surplus properties, as outlined in Table 1. These parcels are identified by their BSD Parcel Number (unless otherwise noted) and the MetroLink station section of the alignment or other areas to which they are in close proximity.

For the 2020 list, all but two (2) of the properties were originally acquired for transit-related purposes, with these two (2) located at the St. Louis Downtown Airport (**Airport**). Please note, that of these two (2) properties, one is being considered by the Committee at this same meeting for declaration as excess property to potentially redevelop Hangar 5 (please see the additional Hangar 5 property information in **Exhibit A**). If that action is not approved by the Committee, this property will be removed from the final list of surplus properties presented to the Board at its November 2020 meeting.

Analysis

As with similar, previous reports, this list will be used by BSD as the basis for future triennial excess property reports for the Federal Transit Administration (**FTA**). Table 1 is formatted in a manner consistent with these reports, and when the next triennial report is due, the Airport properties will not be included.

Previous Action:

This item was recommended for approval at the October 16, 2020, Combined Meeting of the Operations Committee and Audit, Finance, & Administration Committee.

Board Action Requested:

The Committee recommends that the Board of Commissioners approve the report reaffirming and approving that the properties included herein in **Table 1** are not required for BSD purposes, and may, therefore, be declared surplus and subject to sale, lease, or the grant of other property rights.

Funding Source:

No BSD funds are anticipated to be used as part of this declaration of surplus properties.

Table 1. 2020 Annual Excess Property Holdings

Exhibit A 2020 Annual Excess Property Holdings, New Property Additions

**A RESOLUTION OF THE BOARD OF COMMISSIONERS OF
THE BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
APPROVING THE REPORT DECLARING
CERTAIN AGENCY PROPERTY AS SURPLUS**

PREAMBLES:

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

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

Whereas, Board Policy, Section 40.050, Disposition of Surplus Property provides that:

the President and CEO, in conjunction with the Agency’s Real Estate Department shall review all Agency real estate to determine the appropriate use of each property, and shall annually submit a report to the Board of Commissioners for its approval detailing all Agency property or properties that are not required for Agency purposes and may therefore be declared to be surplus and subject to sale, lease, or the grant of other property; and

Whereas, in accordance with Board policies, the Real Estate Department identified the properties listed on Briefing Paper Table 1 (hereinafter the “Report”) as properties that are not required for Agency purposes and may therefore be declared to be surplus and available for disposition; and

Whereas, it is feasible, necessary and in the public interest for the Board of Commissioners to approve the Report declaring that the Agency properties included therein are not required for Agency purposes and may, therefore, be declared surplus and subject to sale, lease, or the grant of other property rights, 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 Report. The Board of Commissioners hereby approves the Report as provided in Table 1 (attached hereto as Briefing Paper, Table 1 and made a part hereof), declaring certain Agency properties as surplus and therefore, may be subject to sale, lease, or the grant of other property rights, under and pursuant to this Resolution and the Compact for the authorized Agency purposes set forth in the preambles hereof and subject to the conditions hereinafter provided.

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

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

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

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

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

Section 8. 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 20th day of November, 2020.

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

Table 1

Table 1. 2020 Annual Surplus Property Holdings.

	BSD Parcel Number	Location / Area
	<i>Transit-related parcels</i>	
	ID802.01F	East Riverfront Area
	02-21.0-119-015 (St. Clair County parcel number)	East St. Louis
	SO1RW144	5 th & Missouri Area
	SO1RW107	5 th & Missouri Area
	1D003.00F-02, 1D001.00F-02	5 th & Missouri Area
	1D012.00F-02, 1P013.00F-02, 1P014.00F-02	5 th & Missouri Area
	1P024.01F-02	5 th & Missouri Area
	1P026.00F-02	5 th & Missouri Area
	1P028.00F-2, 1P029.00F-02, 1P031.00F-02, 1P032.00F-02, 1P033.00F-02, 1P034.00F-02, 1P035.00F-02	Emerson Park Area
	1P036.00F-02	Emerson Park Area
	1P038.00F-02, 1P039.00F-02	Emerson Park Area
	1P041.00F-02, 1P042.00F-02	Emerson Park Area
	1P044.00F-02	Emerson Park Area
	1P046.01F-02, 1P047.01F-02, 1P048.00F-02, 1P049.01F-02, 1P049.02F	Emerson Park Area
	1P048.00F-00, 1P050.02F-02	Emerson Park Area
	1D053.01F-02, 1P053.01F-02, 1P052.02F-02, 1P054.01F-02, 1P052.01F-02	Emerson Park Area
	1P048.00F-00, 1P063.00F-02	Emerson Park Area
	1D064.03F-02	Emerson Park Area
	1P048.00F-02, 1P064.01F-02, 1P065.01F-02, 1P063.01F-02	Emerson Park Area
	1P069.00F-02, 1P069.01F-02, 1D073.00F-02	Emerson Park Area
	1P072.02F-02, 1P072.03F-02	Emerson Park Area
	1P048.00F-02, 1P074.00F-02, 1P074.02F-02, 1P075.00F-02, 1P076.00F-02	Emerson Park Area
	1P048.00F-00	Emerson Park Area
	1P048.00F-02	Emerson Park Area
	1P078.00F-02	Emerson Park Area
	2P001.05F-05	Washington Park Area
	2P038.00F-06, 2P039.00F-06	Belleville Memorial Area
	6P007.00F-10	SWIC Area
	6P002.00F-10	SWIC Area
	6P012.00F-10	SWIC Area
	6P004.00F-10	SWIC Area
	6P005.00F-10	SWIC Area
	6P006.00F-10	SWIC Area
	SO7RW062-068	Lambert #2 Area
	Multiple City Parcel Numbers (14)	Hodiamont ROW
	A portion of 13J311026 (St. Louis County parcel number)	North Hanley
	14H410323, 14H410314, 14H431030 (St. Louis County parcel number)	Webster Groves
	22K-53-0671 (St. Louis County parcel number)	Brentwood Garage
	2P459.01F-X10	Sunnens Station Area
	3873-00-06500 (City of St. Louis parcel number)	Debaliviere Area
	<i>Airport-related parcels</i>	
	07-06.0-400-031 (St. Clair County parcel number)	St. Louis Downtown Airport
	Hangar 5 portion of 01-36.0-300-032 (St. Clair County parcel number)	St. Louis Downtown Airport

Illinois properties

MO properties

Illinois property

Open Session Item 9 c

Exhibit A

County Parcel Number	01360300032	
Type of Interest	Fee Simple	EXHIBIT A
Address	1400 Upper Cahokia Road	
Location	Hangar 5 (4000 Vector)	
Parcel Size	470.22 acres, total - but includes only the 6,200 square feet Hangar 5 building and its 22,855 square feet site to be declared as surplus property.	
Acquisition Cost	Part of Tract A-1 acquired fee simple on December 22, 1964 from the Illinois State Trust Company – Trustee.	
Notes	Only the improvements referred to as Hangar 5 and the Hangar 5 site are being declared surplus. All other land and improvements (as applicable) will remain with the Airport.	
Grant Number	FAA: FAAP 9-11-048-0401, State: Not Applicable, Participation Ration, Unknown	
Potential Disposition	Hangar 5 may be demolished to allow for the construction of one to three (3) new aircraft hangars. The 6,200 square feet Hangar 5 sits on a 22,855 square feet site.	EXHIBIT A



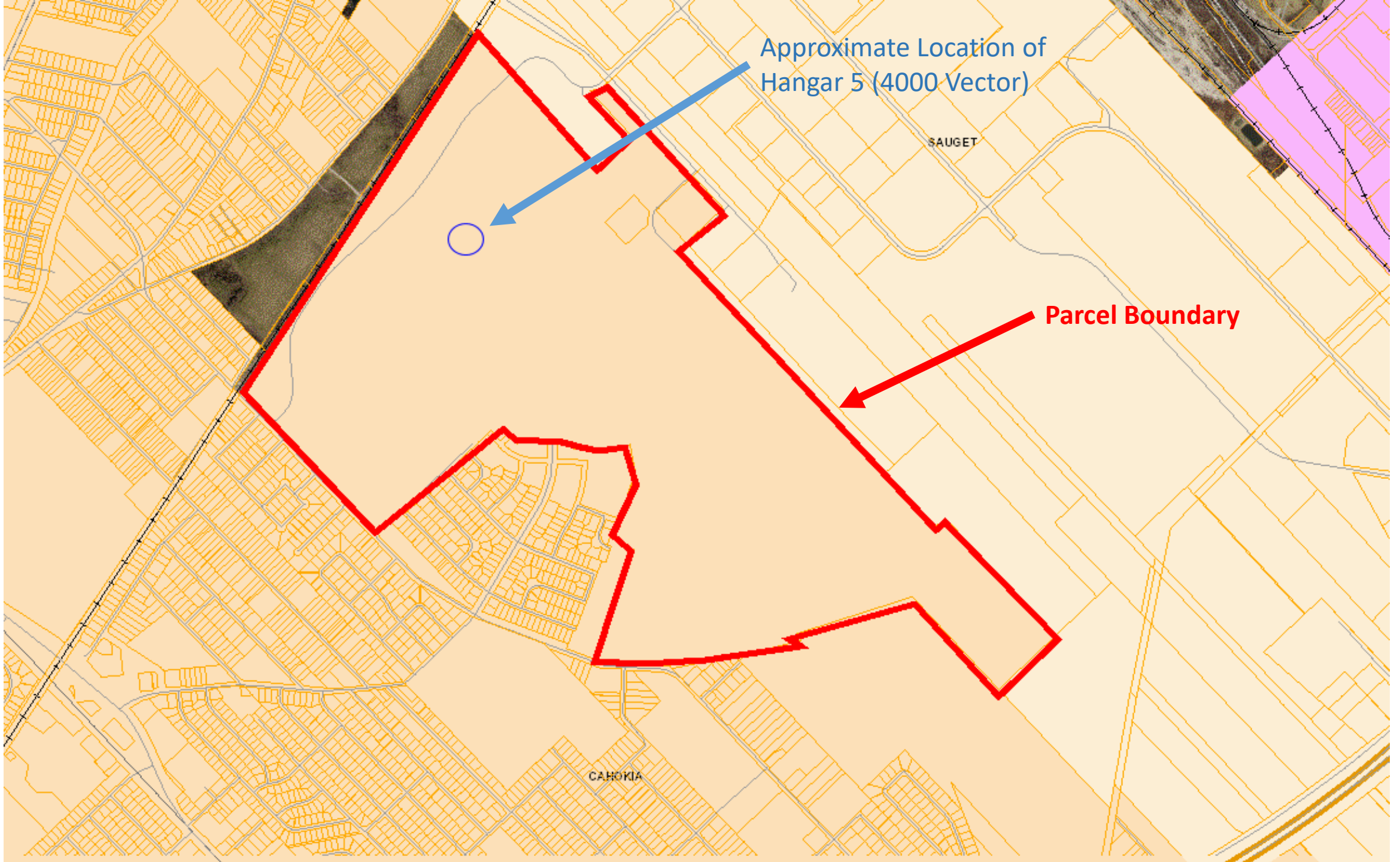
Approximate Location of
Hangar 5 (4000 Vector)

Approximate Location of
Hangar 5 (4000 Vector)

SAUGET

Parcel Boundary

CAHOKIA



Raw Text:

Parcel:01360300032	
Parcel Number:	1360300032
Acreage:	470.22
Assessor ID:	01-36.0-300-032
Site Address:	1400 UPPER CAHOKIA RD
Site City Zip:	CAHOKIA, IL 62206
Subdivistion:	CAHOKIA COMMONFIELD
Owner:	BI-STATE PARKS AIRPORT
Owner Address:	ATTN: R. MCDANIEL
Owner Address2:	1680 SAUGET IND. PARKWAY
Owner City:	SAUGET, IL
Township Name:	CENTREVILLE
Assessed Land Value:	0
Assessed Building Value:	0
Assessed Certified Total Value:	0
Elementary School District:	
High School District:	
Unit School District:	CAHOKIA UNIT #187
Fire District:	CAHOKIA FIRE
Library District:	CAHOKIA PUB LIB DIST
Park District:	
Sewer District:	METRO-EAST SANITARY
TIF District:	CAHOKIA T.I.F. #3
Municipal Place:	VILLAGE OF CAHOKIA
Square Footage:	20,482,744.09

Open Session Item

9 d

**Bi-State Development Agency
Board of Commissioners
Open Session Agenda Item
November 20, 2020**

From: Taulby Roach, President and Chief Executive Officer
Subject: **Bi-State Development Research Institute Dissolution**
Disposition: Approval
Presentation: John Langa, Vice President, Economic Development

Objective:

To present to the Bi-State Development Board of Commissioners for approval, the dissolution of the Research Institute (**Institute**), an action which will include the Institute donating its Current Assets and Capital Assets to BSD; BSD entering into agreements with the Institute to complete this donation, including as it may relate to the two (2) kiosks at the North Hanley and Wellston MetroLink stations with the BSD hereby authorizing the BSD President and CEO to negotiate and finalize any related agreements; BSD completing the Institute's dissolution related federal and state filings; and, BSD confirming the Institute's Board of Directors.

Background:

At its September 8, 2020 annual meeting, the Institute Board of Directors voted to dissolve the Institute. (Please see **Exhibit A**, Bi-State Development Research Institute September 8, 2020 Meeting Agenda and Plan for Dissolution).

The Institute was created in 2014 by BSD as a 501 c 3 non-profit organization, to serve BSD in research and grant funded projects. (As it is dissolved, the formal dissolution will occur following an Institute request and confirmation by the State of Illinois, where it is incorporated. It is possible that the formal dissolution could be completed by late 2020 or early 2021).

The Institute has undertaken a number of grant programs and studies, and has one remaining on-going project, the food kiosk pilot program funded by the Missouri Foundation for Health (**MFH**) with a private grant (closed out by MFH in late 2018). At this time, the pilot kiosk project involves The Link Market (**TLM**) operating the two (2) kiosks at the North Hanley and Wellston MetroLink stations. Both are located in food deserts, and the original MFH grant and vendor, TLM, focused on reducing food insecurity in these locations. In February 2020, following BSD's considerable work with TLM and St. Louis County, the BSD Board of Commissioners approved the Institute's December 2019 donation of the kiosks to TLM. TLM had been reviewing the February 2020 paperwork related to that donation until it notified BSD on August 31, 2020 that it would like to proceed with the donation documents.

If that donation were not to occur, the original agreement with TLM and the Institute, which has been renewing on 6-month intervals, may be extended through November 2023. As the Institute moves towards dissolution, and should TLM not finalize the donation of the kiosks from the Institute, the Institute would, prior to dissolution, complete the donation of the kiosks to BSD, which could continue the 6-month renewals and could at a later date, complete the donation of the kiosks to TLM. The Capital Asset value of the kiosks is \$261,167 as of July 31, 2020.

Additionally, the Institute has Current Assets that would be donated to BSD. As of June 30, 2020, the Institute had Current Assets, including \$401 in Unrestricted Cash, \$107,545 in Restricted Cash

and (\$23,284) owed to Assets and Notes Receivable. The Restricted Cash is related to the food kiosks project, \$70,000 of which is to reimburse Metro Transit Maintenance of Way (**MOW**) for its site work and costs in installing the kiosks. Any remainder has been considered for possible relocation of the kiosks if TLM does not accept the donation, and/or the on-going support costs for kiosk operations, approximately \$3,000 in utilities and MOW's on-going landscaping and snow removal costs at both locations. The Assets and Notes Receivable are for general reimbursements to Metro Transit for past and on-going Institute costs, including legal, phone bills, filings, etc.

Per the attached Bi-State Development Research Institute Plan for Dissolution (the **Plan**), on September 8, 2020, the Institute Board considered:

1. Creating a Plan for dissolution of the Institute;
2. A resolution to dissolve the Institute and approve the Plan;
3. Requesting BSD accept donation of the Institute's Capital Assets, if any, and Current Assets; and, if at the time of the Institute's dissolution the kiosk donation has not yet finalized with TLM, then BSD supporting the donation or on-going project extension efforts with TLM for the kiosks.
4. Requesting BSD staff work with outside legal counsel to complete any related federal or state (both Missouri and Illinois) filings to complete the dissolution of the Institute.

Specifically, the Institute Board approved the following resolution on September 8th, a "*Motion to dissolve the Bi-State Development Research Institute, approve the dissolution plan and authorize the execution of any documents and undertakings that are required to carry out the dissolution*".

The Institute is not directly staffed, but has interim director services provided on an as-needed basis through the BSD Economic Development Department, which will continue through dissolution and any follow-up filings.

Regarding the Institute's Board of Directors, its Board shall consist of at least five (5) and not more than seven (7) members. Per the Institute's by-laws, four (4) of the members shall include: the Chairman of the BSD Board of Commissioners, the Vice Chairman of the BSD Board of Commissioners, the BSD President and CEO and the BSD General Counsel. Further, per the Institute's by-laws, the BSD Board of Commissioners shall approve the Institute's Board of Directors membership. At its September 8, 2020 annual meeting, the Institute recommended the following Institute Board of Directors for BSD Board of Commissioners consideration.

The Institute Board's recommended membership includes:

President:	Larry Jackson, Senior Vice President, BSD
Vice President:	Vacant
Secretary:	Barb Enneking, General Counsel, BSD
Treasurer:	Taulby Roach, President and CEO, BSD
Member:	Rose Windmiller, Chairman, BSD Board of Commissioners
Member:	Herbert Simmons, Vice Chairman, BSD Board of Commissioners

Analysis:

The dissolution of the Institute should save considerable BSD staff time, now involved in administering and reporting on Institute requirements. Furthermore, regarding the food kiosks and TLM, both of which have been of importance to St. Louis County, once the donation is completed, there should not be any substantial BSD project support requirements.

Previous Action:

This item was recommended for approval at the October 16, 2020, Combined Meeting of the Operations Committee and Audit, Finance, & Administration Committee.

Board Action Requested:

The Committee recommends the Bi-State Development Board of Commissioners approve the dissolution of the Research Institute (**Institute**), an action which will include the Institute donating its Current Assets and Capital Assets to BSD; BSD entering into agreements with the Institute to complete this donation, including as it may relate to the two (2) kiosks at the North Hanley and Wellston MetroLink stations with the BSD hereby authorizing the BSD President and CEO to negotiate and finalize any related agreements; BSD completing the Institute's dissolution related federal and state filings; and, BSD confirming the Institute's Board of Directors.

Funding Source:

BSD staff estimates that it will cost between \$5,000 to \$10,000 in legal and filing fees to dissolve the Institute, plus staff time.

Exhibits:

Exhibit A: Bi-State Development Research Institute September 8, 2020 Meeting Agenda and Plan for Dissolution

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
APPROVING THE DISSOLUTION OF THE
BI-STATE DEVELOPMENT RESEARCH INSTITUTE**

PREAMBLES:

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

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

Whereas, the Bi-State Research Institute (Institute) was created in 2014, as a 501(c)(3) non-profit organization, to serve BSD in research and grant funded projects; and

Whereas, specifically, the purpose of the Research Institute was to: 1) Evaluate land use, public land use policy, economic and community development and infrastructure investment as such issues affect transit and the bi-state region; 2) Assist in the strategic acquisition, conveyance and other handling of real property for public purposes in the bi-state region, and 3) Receive and administer gifts and grants to perform activities consistent and supportive of the mission of Bi-State Development; and

Whereas, the Research Institute initiated, supported and/or completed a number of projects in its tenure, including, but not limited to: Rides to Wellness Initiative - Accessing Rides to Community Healthcare; Bike Share Target Neighborhood Engagement; Feasibility Study for the Implementation of On-Site Medical Services at MetroLink Stations; STL Metro Market at Metro Transit Centers; Betty Jean Kerr People's Health Center Mobile Health Screenings; Regional Data Alliance; and Partnering with the Green Business Challenge; and

Whereas, the Research Institute’s only on-going project is: Addressing Food Insecurity: Food Kiosks Pilot Program; and

Whereas, at its September 8, 2020 annual meeting, the Research Institute’s Board of Directors voted to dissolve the Institute; and

Whereas, it is feasible, necessary and in the public interest for the Agency to approve the dissolution of the Research Institute , an action which will include the Institute donating its Current Assets and Capital Assets to BSD; BSD entering into agreements with the Institute to complete this donation, including as it may relate to the two (2) kiosks at the North Hanley and Wellston MetroLink stations, with the BSD hereby authorizing the BSD President and CEO to negotiate and finalize any related agreements; BSD completing the Institute’s dissolution related federal and state filings; and, BSD confirming the Institute’s Board of Directors, 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. Dissolution of the Bi-State Development Research Institute. The Board of Commissioners hereby approves the dissolution of the Research Institute (Institute), an action which will include the Institute donating its Current Assets and Capital Assets to BSD; BSD entering into agreements with the Institute to complete this donation, including as it may relate to the two (2) kiosks at the North Hanley and Wellston MetroLink stations, with the BSD hereby authorizing the BSD President and CEO to negotiate and finalize any related agreements; BSD completing the Institute's dissolution related federal and state filings; and, BSD confirming the Institute's Board of Directors, 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 are hereby authorized and directed to execute all documents and take such actions as they may deem necessary or advisable in order to carry out and perform the purposes of this Resolution, including the payment of all costs, expenses, and fees incurred in the connection with or incidental to this Resolution; and the execution of such documents or taking of such actions shall be conclusive evidence of such necessity or advisability.

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

Section 5. Rights Under Resolution Limited. No rights shall be conferred by this Resolution upon any person or entity other than the Agency and the Bi-State Development Research Institute.

Section 6. Governing Law. The laws of the States 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 20th day of November, 2020.

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

EXHIBIT A

Bi-State Development Research Institute
211 North Broadway, Suite 700
St. Louis, Missouri 63102

Board of Directors Annual Meeting Agenda

September 8, 2020

11:00 AM

Virtual Meeting

1. Roll Call: Existing Board of Directors Members: Rose Windmiller, Herbert Simmons, Barb Enneking, Secretary, Larry Jackson, Treasurer and Taulby Roach.
2. Approval of December 30, 2019 Meeting Summary
3. Election of Board of Directors Members and Officers: Proposed (Full Board of Directors Members slate and Officers will require final approval by the Bi-State Board of Commissioners)

Suggested:	President	Vacant
	Vice President	Vacant
	Secretary	Barb Enneking
	Treasurer	Larry Jackson
	Board Member	Taulby Roach
	Board Member	BSD Commissioner Rose Windmiller
	Board Member	BSD Commissioner Herbert Simmons

4. Approval of Bi-State Development Research Institute Dissolution
5. Other Business
6. Adjourn

Bi-State Development Research Institute

211 North Broadway, Suite 700

St. Louis, Missouri 63102

Board of Directors Meeting Agenda Meeting Minutes

December 30, 2019

9:00 AM

1. Roll Call: Existing Board of Directors Members: Mike Buehlhorn, President, Aliah Holman, Vice President, Barb Enneking, Secretary, Larry Jackson, Treasurer and Taulby Roach. (all present, but for Aliah Holman; John Langa was also in attendance)
2. Approval of November 12, 2019 Board of Directors Annual Meeting Summary (Approved Unanimously)
3. Consideration and approval of Bi-State Development Research Institute's donation of two (2) kiosks to The Link Market. (Approved Unanimously; discussion, in addition to the materials in the Briefing Paper, included: confirming any future donation and/or location agreement involving The Link Market include language providing Bi-State Development the right to dispose of a kiosk as it sees fit if The Link Market ceases operation of that kiosk and does not remove it; and, Bi-State Development invoice The Link Market for the cost of utilities for any kiosk).
4. Other Business (None)
5. Adjourn

Bi-State Development Research Institute
Open Session Agenda Item
Board of Directors
September 8, 2020

From: John Langa, Interim Director, Bi-State Development Research Institute
Subject: **Bi-State Development Research Institute Dissolution**
Disposition: Approval
Presentation: John Langa, Interim Director, Bi-State Development Research Institute

Objective:

To present to the Bi-State Development Research Institute (**Institute**) Board of Directors for approval of the dissolution of the Institute, an action which will include the Institute transferring its Current Assets and Capital Assets to Bi-State Development (**BSD**); the Institute entering into any such agreement with BSD to complete these transfers and assignments, including for, and as it may relate to, the two (2) kiosks at the North Hanley and Wellston MetroLink Stations; and, the Institute filing any and all forms necessary with the States of Missouri and Illinois and the federal government as it relates to the dissolution.

Background:

The Institute was created in 2014 as a 501 c 3 non-profit organization to serve BSD in research and grant funded projects. At this time, consideration is being given to dissolving the Institute.

The Institute has undertaken a number of grant programs and studies, and has one remaining on-going project, the food kiosk pilot program funded by the Missouri Foundation for Health (**MFH**) with a private grant (closed out by MFH in late 2018). At this time, the pilot kiosk project involves The Link Market (**TLM**) operating the two (2) kiosks at the North Hanley and Wellston MetroLink stations. Both are located in food deserts, and the original MFH grant and vendor, TLM, focused on reducing food insecurity in these locations. In February 2020, following BSD's considerable work with TLM and St. Louis County, the BSD Board of Commissioners approved the Institute's December 2019 donation of the kiosks to TLM. TLM had been reviewing the February 2020 paperwork related to that donation until it noticed BSD on August 31, 2020 that it was ready to move forward with the donation.

If a donation were not to occur, the original agreement with TLM and the Institute may be extended (potentially through BSD) through November 2023. If the Institute is dissolved prior to a donation, consideration might be given to the Institute assigning the kiosks to BSD at their Capital Asset value of (\$261,167, July 31, 2020 value).

Additionally, the Institute has Current Assets that may need to be reallocated to BSD. As of June 30, 2020, the Institute had Current Assets, including \$401 in Unrestricted Cash, \$107,545 in Restricted Cash and (\$23,284) owed to Assets and Notes Receivable. The Restricted Cash is related to the food kiosks project, \$70,000 of which is to reimburse Metro Transit Maintenance of Way (**MOW**) for its work and costs in installing the kiosks. At this time, it is costing the Institute approximately \$875 in utilities to support the kiosks, plus MOW's on-going landscaping and snow removal costs at both locations, estimated at \$3,000. The Assets and Notes Receivable are for general reimbursements to Metro Transit for past and on-going Institute costs, including legal, phone bills, filings, etc.

The attached Bi-State Development Research Institute Plan for Dissolution (the **Plan**), **Attachment A**, provides an overview of the Institute, its on-going project, and steps it might consider should it dissolve the Institute. Generally, these steps include:

1. Creating a Plan for dissolution of the Institute (Attachment A).
2. The Institute Board meeting to approve a resolution to dissolve the Institute and approve the Plan.
3. BSD accepting the Institute's Capital Assets and Current Assets; and, if at the time of the Institute's dissolution the kiosk donation has not yet finalized with TLM, then BSD supporting the donation or on-going project extension efforts with TLM for the kiosks.
4. BSD staff working with outside legal counsel to complete any related federal or state (both Missouri and Illinois) filings.

At this time, the Institute is not directly staffed, but has interim director services provided on an as-needed basis through the BSD Economic Development Department.

Analysis:

The dissolution of the Institute should save considerable BSD staff time now involved in administering and reporting on Institute requirements. Furthermore, and in regards to the food kiosks and TLM, both of which have been of importance to St. Louis County, once the donation is completed, but for the on-going work with TLM, there should not be substantial BSD project support requirements.

Board of Directors Action Requested:

Management recommends the Bi-State Development Research Institute (**Institute**) Board of Directors approval of the dissolution of the Institute, an action which will include the Institute transferring its Current Assets and Capital Assets to Bi-State Development (**BSD**); the Institute entering into any such agreement with BSD to complete these transfers and assignments, including for, and as it may relate to, the two (2) kiosks at the North Hanley and Wellston MetroLink Stations; and, the Institute filing any and all forms necessary with the States of Missouri and Illinois and the federal government as it relates to the dissolution.

Funding Source:

BSD staff estimates that it will cost between \$5,000 to \$10,000 in legal and filing fees to dissolve the Institute, plus staff time.

Attachments:

Attachment A: Bi-State Development Research Institute Plan for Dissolution

Bi-State Development Research Institute

Plan for Dissolution

Purpose

This Plan for Dissolution (**Plan**) sets forth the activities of the Bi-State Development Research Institute (**Research Institute**) to terminate and dissolve the Research Institute. Included are steps to constructively dissolve the Research Institute, a summary of its history and remaining on-going project, a board overview and fiscal information.

Future Action Steps (the Plan)

There are a number of steps to dissolve the Research Institute, including:

1. Bi-State Development (**BSD**) staff create the Plan (this document is the Plan) to wind down and dissolve the Research Institute. The goal is to complete the dissolution by the end of the FY2021 fiscal year. Completion Goal – Q3 2020.
2. The Research Institute Board meet to approve a resolution to dissolve the Research Institute and approve the Plan and any related actions to implement the Plan. Completion Goal – Q4 2020.
3. Per the Research Institute's Articles of Incorporation, if it is dissolved, any assets of the Research Institute should be donated to BSD, and thus the BSD Board should meet to approve the acceptance of the donation of the Research Institute's current assets and capital assets ((the capital assets are two kiosks, and if, prior to Research Institute dissolution, not already donated by the Research Institute to The Link Market (**TLM**) per prior Research Institute and BSD approvals, would require that the Research Institute assign the kiosk donation, original project agreement and responsibility to BSD)). Completion Goal – Q1 2021.
4. BSD staff complete work with outside legal counsel (Lashly Baer) to complete all of the necessary filings with Missouri, Illinois and the IRS and possible other federal agencies, to dissolve the Research Institute. Completion Goal – Q 2 2021.

BSD staff estimates that the dissolution efforts will cost between \$5,000 to \$10,000 depending on legal and filing fees, plus staff time.

Background

The Research Institute was formed as a 501C3 non-profit organization in November 2014 to serve Bi-State Development (BSD) in research and grant-funded projects. All Research Institute activities had to be consistent with BSD's compact, mission and authority. Specifically, the purpose of the Research Institute was to:

- Evaluate land use, public land use policy, economic and community development and infrastructure investment as such issues affect transit and the bi-state region.
- Assist in the strategic acquisition, conveyance and other handling of real property for public purposes in the bi-state region.
- Receive and administer gifts and grants to perform activities consistent and supportive of the mission of Bi-State Development.

Projects and Programs

The Research Institute initiated, supported and/or completed a number of projects in its tenure, including, but not limited to:

- Rides to Wellness Initiative - Accessing Rides to Community Healthcare
- Bike Share Target Neighborhood Engagement
- Feasibility Study for the Implementation of On-Site Medical Services at MetroLink Stations
- STL Metro Market at Metro Transit Centers
- Betty Jean Kerr People's Health Center Mobile Health Screenings
- Regional Data Alliance
- Partnering with the Green Business Challenge

The Research Institute's only on-going project is:

Addressing Food Insecurity: Food Kiosks Pilot Program

- Amount: \$583,958.
- Funded by: Missouri Foundation for Health (MFH), a private grantor.
- Awarded: November 2016 (program services began in 2017).
- End of Grant: November 2018, closed out by MFH in November 2018.
- Project/Program Description:
 - Fresh food kiosk pilot project at the North Hanley and Wellston MetroLink stations, both located in areas classified by the United State Department of Agriculture as food deserts. The kiosks are renovated shipping containers funded through the private grant. BSD contracted with TLM, a non-profit run by Dr. Jeremy Goss, as the vendor for the fresh food market services at the kiosks, with a contract completion date of November 2018 and two (2) 90-day

extensions to May 2019 (the original agreement also provided an opportunity for TLM to renew through November 2023).

- The grant awarded in December, 2016, the kiosks opened in late 2017, the Research Institute sent the final report to MFH in late 2018 and MFH closed out the project in late 2018.
- The BSD Board of Commissioners considered the future of kiosk project at its meeting on April 26, 2019. BSD staff evaluated TLM's financials provided to that date and found the model not sustainable unless it were to gain additional grants; and, further recommended wrapping up the project based on that and the completion of the original MFH pilot grant.
- BSD and the Research Institute began meetings and conversations with St. Louis County staff in June 2019 to consider permitting and operations issues and the future of TLM. On June 21, 2019, TLM committed to providing additional financial reports to the Research Institute and BSD by August 21, 2019 (which it accomplished), the County agreed to work with BSD and the Research Institute on permitting issues for the kiosks, and TLM's operations were extended through December 21, 2019. Given TLM's August 2019 financial reports, BSD staff found the pilot project model not sustainable without significant funding from other sources, which TLM then committed to. During late 2019, TLM also began promoting in earnest the possibility of the Research Institute donating the kiosks to TLM, an action greatly supported by St. Louis County.
- In late 2019, TLM's operations were extended through June 28, 2020. On December 30, 2019, the Research Institute Board met to consider donation of the kiosks to TLM, which it approved along with a recommendation that the BSD Board consider the donation and a related license agreement so TLM could continue kiosk operations at the existing locations. The BSD Board confirmed both the donation and license actions at its February 2020 Board meeting, and immediately thereafter BSD staff sent TLM (and copied St. Louis County) draft donation and license agreements. *BSD staff did not receive comments from TLM on either document until August 31, 2020 when TLM notified BSD that it would like to proceed with the donation. TLM's original operations model has been extended by the Research Institute to December 28, 2020. Please note, this extension scenario may continue in the future if TLM does not accept the donation and license agreement. Per the original agreement with TLM and the Research Institute, this extension period could continue through November 2023.*
- Of the \$107,545 remaining in restricted funds from the private MFH grant, \$70,000 from the original grant is allocated to reimburse Metro Transit Maintenance of Way for site improvements and maintenance undertaken by

Metro Transit to locate the kiosks on premises. On-going utilities cost approximately \$875, annually, Metro Maintenance of Way property upkeep is estimated at \$3,000, annually, and a potential relocation of the kiosks is approximately \$16,500, each, if they would have to be moved to BSD property for storage at some time in the future. Please note, it is possible the BSD Economic Development could be reimbursed for on-going staff time spent on this project.

Board and Reporting

The full Research Institute Board of Directors consists of at least five (5), but not more than seven (7), members. Per a 2017 update to the Research Institute By-Laws approved by the BSD Board of Commissioners, four (4) of those seven (7) members shall include: the Chairman of the BSD Board of Commissioners, the Vice Chairman of the BSD Board of Commissioners, the BSD President and CEO and the BSD General Counsel. The remaining members shall be nominated and approved by the BSD Board of Commissioners.

- President: Vacant
- Vice-President: Vacant
- Secretary: Barb Enneking, General Counsel
- Treasurer: Larry Jackson, Senior Vice President, BSD
- Board member: Taulby Roach, President and CEO, BSD
- Board member: BSD Commissioner Rose Windmiller
- Board member: BSD Commissioner Herbert Simmons

The Research Institute files annual organizational and financial reporting in Illinois and Missouri and with the Internal Revenue Service. In the past, Schowalter and Jabouri, contracted to BSD Internal Audit, filed those related reporting documents for the Research Institute. In 2020, the tax return documents were prepared and submitted through Rubin Brown, which contracts to BSD. Lashly Baer has been the Research Institute's legal counsel.

Financials

As of June 30, 2020, the Research Institute's balance sheet summary included:

Assets

Current Assets

Unrestricted Cash	\$401
Restricted Cash	\$107,545*
Assets and Notes Receivable	(\$23,284)**

Total Current Assets	\$84,662
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Capital Assets \$262,143***

Total Assets \$346,805

*Available for the Kiosk private grant project, including reimbursement to Metro Transit Maintenance of Way for past kiosk related expenses, relocation, on-going utilities, etc.

**These are for reimbursements to Metro Transit for miscellaneous expenses over the time frame of the Research Institute, including reporting, legal bills, etc.

***Depreciated value of two (2) kiosks, and as of July 31, 2020, \$261,167.

The budget for FY 21 includes:

Total Operating Revenues \$7,821*

Operating Expenses (\$17,990)

Net Income (Loss) (\$10,169)

*In-kind staff support contributions from BSD

Moving forward, if the Research Institute is dissolved, a potential course of action on the remaining funds could be to use the \$107,545 to reimburse Metro Transit MOW in the amount of \$70,000 to reimburse that group for its costs during the installation of the kiosks, and use any remaining funds to reimburse Metro Transit for the \$23,284. If that were to occur, the remaining \$14,000 +/- might also be used to pay for legal and filing fees (estimated between \$5,000 to \$10,000) to dissolve the Research Institute, pay kiosk utilities until the donation is accepted (approximately \$875, annually), reimburse MOW for on-going landscaping and snow removal fees, and/or held back to supplement the costs of kiosk relocation (estimated at \$16,500 per kiosk), if needed. Further, if the Research Institute is dissolved, it is likely that the kiosks would move to the BSD "books" as capital assets until a donation of is accepted.

- Updated August 31, 2020

**Bi-State Development Agency
Board of Commissioners
Open Session Agenda Item
November 20, 2020**

From:	Taulby Roach, President and Chief Executive Officer
Subject:	St. Louis Downtown Airport Surplus Property Holdings
Disposition:	Approval
Presentation:	Mary Lamie, Executive Vice President – Multi Modal Enterprises; Erick Dahl, Airport Director, St. Louis Downtown Airport; John Langa, Vice President, Economic Development

Objective:

To present to the Bi-State Development Board of Commissioners (**Board**) for approval, the report reaffirming and declaring that the 6,200 square feet Hangar 5 and 22,855 square feet site on which it sits (**Hangar 5**) portion of the property known at the St. Louis Downtown Airport (**Airport**) by locator number 01-36.0-300-032, is not useful for BSD aeronautical or revenue purposes in its present condition; and, that Hangar 5 be declared surplus and conveyed to the successful offeror selected through a competitive process, which may include a request for proposals (**RFP**) to demolish, re-build and re-use the property either through the actions of a private developer or the Airport itself.

Background:

The Airport owns Hangar 5, a 6,200 square feet building, which sits on a 22,855 square feet site within the larger 470-acre Airport parcel. Hangar 5 was built prior to 1988, and, although maintained over-time, is in poor condition as noted in a 2016 appraisal conducted for the Airport. The Airport believes that given the age and condition of the facility, the likely cost of repairs and improvements and the lack of modern amenities, it is neither economically prudent to upgrade the Hangar, nor is it likely to garner market interest without significant improvements that would cost substantially more than a return on a lease. Per the appraisal, at a minimum, the following items are in need of replacement or repair: replacing the aircraft doors, resealing the concrete floors and replacing ceiling insulation. Further, unlike newer hangars at the Airport, it is not served by utilities. The Airport preliminarily estimates that these repairs and replacements are in the \$200,000 range - per the appraisal, the Hangar is valued at \$40,000.

Hangar 5 has been leased to A&S Helicopters on a month-to-month basis for dead storage. Annual rent on Hangar 5 to the Airport is \$18,111, including \$4,342 for the land area and \$13,769 for the building. If A&S were to leave the premises, they would likely relocate their stored material to their property at the Airport at 3300 Vector.

As with other areas of the Airport, the Airport has on-going control of the Hangar 5 ground and is able to own or long-term lease any improvement on it. Hangar 5 has runway access, and with that and reasonable demand for hangar space at the Airport, the Airport believes that new hangar development(s) will create increased use at the Airport. Given layouts of new aircraft hangars, the Airport believes that as many as three (3) new hangars could be constructed on the overall Hangar 5 site.

Accordingly, the Airport recently sent out an RFP for either renovation of Hangar 5; or, demolition and replacement of Hangar 5. The Airport received one response from Korein Tillery on April 1, 2020 to demolish Hangar 5 and build a minimum of one hangar valued at no less than \$500,000, with two (2) additional hangars planned for the future. All new hangars would include developer provided utilities.

Should Hangar 5 be declared as excess property by BSD, the Airport would proceed with a property disposition, likely through one of the methods noted below:

1. Attempt to finalize an agreement with Korein Tillery to “acquire” and demolish the existing Hangar 5, lease the entire Hangar 5 site, build a new hangar(s) and lease to itself or an interested user; or,
2. The Airport demolish Hanger 5, build a new hangar(s) and lease to an interested user (please note, if the Airport proceeds with the scenario, it would likely come back through an additional BSD Board approval process given the budgetary amounts, financial instruments that may be required to finance project construction and required construction contract and bid approvals).

Analysis

While Hangar 5 has runway access and is in the midst of other hangar facilities, given its condition, it is underutilized for the aeronautical uses it could provide for the Airport and its patrons. Should Hangar 5 be declared as excess property, and redeveloped by either a third party developer or the Airport itself, it could at least provide the Airport an on-going source of ground rent without the on-going building maintenance and repair liabilities, or the need to extend utilities to serve the hangar(s).

The Airport believes that as many as three (3) new hangars could be built on the overall Hangar 5 site. If the hangars are owned by others, the Airport would not receive hangar rent but continue to receive the land rent for the Hangar 5 site. Any hangars built on the Hangar 5 site would revert to the Airport at the end of a long-term lease (likely 40-years, unless extended) and the Airport believes that those hangars, if properly maintained, would have remaining useful life.

Previous Action:

This item was recommended for approval at the October 16, 2020, Combined Meeting of the Operations Committee and Audit, Finance, & Administration Committee.

Board Action Requested:

The Committee recommends that the Bi-State Development Board of Commissioners approve the report reaffirming and declaring that the 6,200 square feet Hangar 5 and 22,855 square feet site on which it sits (**Hangar 5**) portion of the property known at the St. Louis Downtown Airport (**Airport**) by locator number 01-36.0-300-032 is not useful for BSD aeronautical or revenue purposes in its present condition; and that Hangar 5 be declared surplus and conveyed to a successful offeror selected through a competitive process, which may include a request for

proposals (**RFP**) to demolish, re-build and re-use the property either through the actions of a private developer or the Airport itself.

Funding Source:

The Airport budget would be the funding source for this project. The preliminary budget is \$6,000, with \$1,000 for a boundary survey and \$5,000 for legal fees associated with the developer agreement and ground lease process.

Attachments:

Exhibit A: Hangar 5 Surplus Property Information

**A RESOLUTION OF THE BOARD OF COMMISSIONERS OF
THE BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
DECLARING HANGAR 5 AS AGENCY SURPLUS PROPERTY**

PREAMBLES:

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

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

Whereas, Board Policy, Section 40.050, Disposition of Surplus Property, provides that:

the President and CEO, in conjunction with the Agency's Real Estate Department shall review all Agency real estate to determine the appropriate use of each property, and shall annually submit a report to the Board of Commissioners for its approval detailing all Agency property or properties that are not required for Agency purposes and may therefore be declared to be surplus and subject to sale, lease, or the grant of other property rights; and

Whereas, in accordance with Board Policy, the Real Estate Department has determined the Agency property identified in the Briefing Paper as the 6,200 square feet Hangar 5 and 22,855 square feet site on which it sits, (hereinafter "Hangar 5"), located at the St. Louis Downtown Airport, as property that is not useful for BSD aeronautical or revenue purposes in its present condition; and, that Hangar 5 be declared surplus and conveyed to the successful offeror selected through a competitive process, which may include a request for proposals (RFP) to demolish, re-build and re-use the property either through the actions of a private developer or the Airport itself; and

Whereas, it is feasible, necessary and in the public interest for the Board of Commissioners to determine that the Agency property, Hangar 5, located at the St. Louis Downtown Airport, as property that is not useful for BSD aeronautical or revenue purposes in its present condition; and, that Hangar 5 be declared surplus and conveyed to the successful offeror selected through a competitive process, which may include a request for proposals (RFP) to demolish, re-build and re-use the property either through the actions of a private developer or the Airport itself, 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. Declaration of Surplus Property. The Board of Commissioners hereby determines that the Agency property, Hangar 5, (as identified in the Briefing paper and made a part hereof), located at the St. Louis Downtown Airport, as property that is not useful for BSD aeronautical or revenue purposes in its present condition; and, that Hangar 5 be declared surplus and conveyed to the successful offeror selected through a competitive

process, which may include a request for proposals (RFP) to demolish, re-build and re-use the property either through the actions of a private developer or the Airport itself, under and pursuant to this Resolution and the Compact for the authorized Agency purposes set forth in the preambles hereof and subject to the conditions hereinafter provided.

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

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

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

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

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

Section 8. 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. 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 20th day of November, 2020.

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

Open Session Item 9 e

Exhibit A

County Parcel Number	01360300032	
Type of Interest	Fee Simple	EXHIBIT A
Address	1400 Upper Cahokia Road	
Location	Hangar 5 (4000 Vector)	
Parcel Size	470.22 acres, total - but includes only the 6,200 square feet Hangar 5 building and its 22,855 square feet site to be declared as surplus property.	
Acquisition Cost	Part of Tract A-1 acquired fee simple on December 22, 1964 from the Illinois State Trust Company – Trustee.	
Notes	Only the improvements referred to as Hangar 5 and the Hangar 5 site are being declared surplus. All other land and improvements (as applicable) will remain with the Airport.	
Grant Number	FAA: FAAP 9-11-048-0401, State: Not Applicable, Participation Ration, Unknown	
Potential Disposition	Hangar 5 may be demolished to allow for the construction of one to three (3) new aircraft hangars. The 6,200 square feet Hangar 5 sits on a 22,855 square feet site.	EXHIBIT A



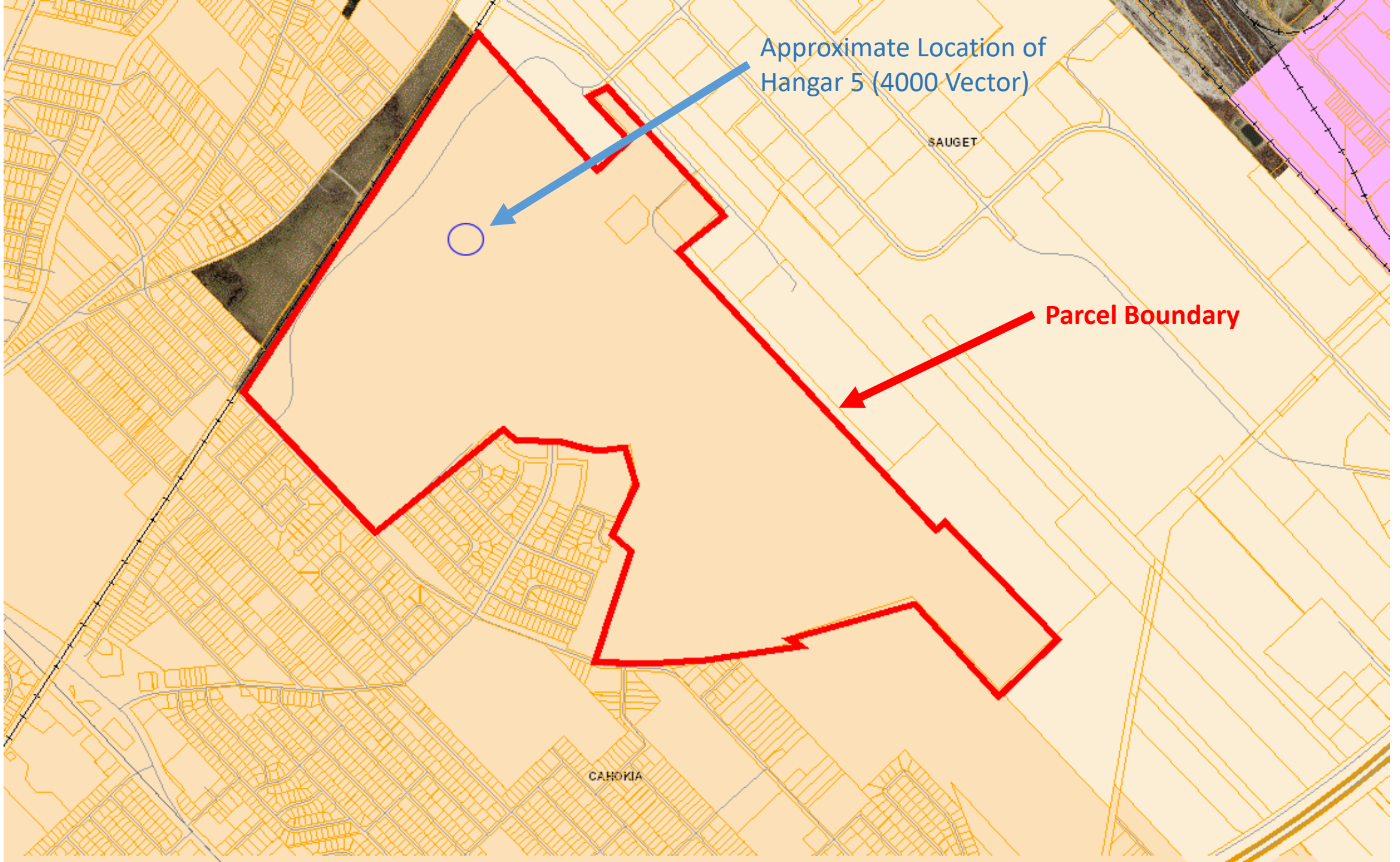
Approximate Location of
Hangar 5 (4000 Vector)

Approximate Location of
Hangar 5 (4000 Vector)

SAUGET

Parcel Boundary

CAHOKIA



Raw Text:

Parcel:01360300032	
Parcel Number:	1360300032
Acreage:	470.22
Assessor ID:	01-36.0-300-032
Site Address:	1400 UPPER CAHOKIA RD
Site City Zip:	CAHOKIA, IL 62206
Subdivistion:	CAHOKIA COMMONFIELD
Owner:	BI-STATE PARKS AIRPORT
Owner Address:	ATTN: R. MCDANIEL
Owner Address2:	1680 SAUGET IND. PARKWAY
Owner City:	SAUGET, IL
Township Name:	CENTREVILLE
Assessed Land Value:	0
Assessed Building Value:	0
Assessed Certified Total Value:	0
Elementary School District:	
High School District:	
Unit School District:	CAHOKIA UNIT #187
Fire District:	CAHOKIA FIRE
Library District:	CAHOKIA PUB LIB DIST
Park District:	
Sewer District:	METRO-EAST SANITARY
TIF District:	CAHOKIA T.I.F. #3
Municipal Place:	VILLAGE OF CAHOKIA
Square Footage:	20,482,744.09

Open Session Item

9 f

**Bi-State Development Agency
Board of Commissioners
Open Session Agenda Item
November 20, 2020**

From: Taulby Roach, President and Chief Executive Officer
Subject: **Contract Modification: Extension of Contract with Cigna Healthcare – Medical Plan Administration Services and Stop Loss Insurance Coverage**
Disposition: Approval
Presentation: Charles Stewart – Executive Vice President - Organizational Effectiveness;
David Toben, Director of Benefits;
Gregory A. Smith, Vice President-Procurement, Materials Management

Objective:

To present to the Board of Commissioners, a request to approve a contract extension for 15-RFP-101355-DR – for Medical Plan Administration Services and Stop Loss Insurance Coverage with Cigna.

Background:

On February 19, 2015, Gallagher Benefit Services, on behalf of Bi-State Development (**BSD**), issued Solicitation 15-RFP-101355-DR to retain a best in class vendor to provide medical plan administration services and self-insured specific stop-loss insurance coverage. Proposals were received from Aetna, Anthem, Cigna (incumbent) and United Healthcare.

The proposals were reviewed by Gallagher Benefit Services in accordance with the technical and cost evaluation requirements, specified in the solicitation package. Gallagher Benefit Services presented their analysis and a recommendation to retain Cigna to a cross-functional **BSD** evaluation team consisting of the following personnel:

- David Toben, Director of Benefits – Chairperson
- Anita Dunn, Health and Welfare Plan Manager
- Scott Grott, Chief MetroLink Operations
- Kerry Kinkade, Director IT Applications Dev.
- Kathy Klevorn, CFO
- Candice Lallinger, Director HR-Recruitment & Employment
- Charlie Priscu, Director Labor Relations
- Deborah Rowey, Contracting Officer II (Non-Voting)

After reviewing the detailed analysis, the team unanimously concurred with the recommendation to retain Cigna for all solicited services for a five (5) year contract period, consisting of three (3) base years and two (2) option years, effective January 1, 2016. This contract will expire on December 31, 2020.

Analysis:

The BSD Benefits Department within the Organizational Effectiveness Division initiated a strategic analysis in early 2020, focused on developing high value health care purchasing strategies. The objective is to craft a long-term strategic plan that manages health care funding

challenges, while continuing to provide innovative health plan benefits that can attract and retain productive employees. The resulting multi-year strategic plan also relies on selecting innovative vendor partners which has been delayed due to the pandemic. As a result, management recommends retaining its current Medical Plan Administrator and Stop Loss Carrier through a one-year contract extension to assist with this effort. Cigna has agreed to maintain its current administrative fee structure and enhance the current medical management model. The annual Stop-Loss Insurance renewal is coming in at an expected 15% increase due our claim experience and general healthcare inflation trend; however, Cigna has also agreed to increase our Wellness Fund from \$200,000 to \$250,000 for this contract extension period.

Previous Action:

This item was recommended for approval at the October 16, 2020, Combined Meeting of the Operations Committee and Audit, Finance, & Administration Committee.

Board Action Requested:

The Committee recommends that the Board of Commissioners authorize the President & CEO to issue a modification to extend the contract with Cigna through December 31, 2021, to assist BSD with the administration of the health plan as we begin implementation of our employee benefit strategic plan. The extension will cost **\$1,487,589 (inclusive of the one-year stop loss renewal for 2021)** and increases the not-to-exceed contract amount to **\$7,944,819**.

Funding Source:

Funding is provided through **BSD** operating funds and employee contributions.

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
MODIFYING A CONTRACT WITH CIGNA HEALTHCARE FOR MEDICAL
PLAN ADMINISTRATION SERVICES AND STOP LOSS COVERAGE
BY GRANTING A CONTRACT EXTENSION**

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(G) (1) and (2), requires Board approval for contract cost modifications and contract extensions in excess of 180 days; and

Whereas, on February 19, 2015, Gallagher Benefit Services, on behalf of Bi-State Development (BSD), issued Solicitation 15-RFP-101355-DR to retain a best in class vendor to provide medical plan administration services and self-insured specific stop-loss insurance coverage; and

Whereas, upon detailed analysis of the proposals received, a recommendation was made to retain Cigna for all solicited services for a five (5) year contract period, consisting of three (3) base years and two (2) option years, effective January 1, 2016, with a term expiration of December 31, 2020; and

Whereas, the BSD Benefits Department, within the Organizational Effectiveness Division, initiated a strategic analysis in early 2020, focused on developing high value health care purchasing strategies; and

Whereas, the objective is to craft a long-term strategic plan that manages health care funding challenges, while continuing to provide innovative health plan benefits that can attract and retain productive employees. The resulting multi-year strategic plan also relies on selecting innovative vendor partners which has been delayed due to the pandemic; and

Whereas, management recommends retaining its current Medical Plan Administrator and Stop Loss Carrier through a one-year contract extension to assist with this effort; and

Whereas, it is feasible, necessary and in the public interest for the Agency to modify the contract award to Cigna Healthcare, extending the contract end date through December 31, 2021, at an additional cost of \$1,487,589 (inclusive of the one-year stop loss renewal for 2021), and increased total not-to-exceed contract amount of \$7,944,819, 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 the modification of the contract award to Cigna Healthcare, extending the contract end date through

December 31, 2021, at an additional cost of \$1,487,589 (inclusive of the one-year stop loss renewal for 2021), and increased total not-to-exceed contract amount of \$7,944,819, 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 Cigna Healthcare.

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 20th day of November, 2020.

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

Open Session Item

9 g

**Bi-State Development Agency
Board of Commissioners
Open Session Agenda Item
November 20, 2020**

From: Taulby Roach, President and Chief Executive Officer
Subject: **Contract Award: Health and Welfare Plan Consulting Services**
Disposition: Approval
Presentation: Charles Stewart, Executive Vice President – Organizational Effectiveness;
Anita Dunn – Health & Welfare Plan Manager;
Gregory Smith, VP – Procurement, Materials Management and Supplier Diversity

Objective:

To present to the Board of Commissioners for approval, a request for authorization to award Contract 20-RFP-124953-MD – Health and Welfare Consultant Project, for a five-year period.

Background:

On June 3, 2020, Bi-State Development (**BSD**) issued solicitation 20-RFP-124953-MD Health and Welfare Consultant Services. The solicitation was issued to obtain proposals from qualified firms who can provide a comprehensive benefits program to approximately 2,200 eligible employees and 1,100 eligible retirees in the metropolitan area. 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.

The successful Health and Welfare Plan Consulting Firm will be responsible for assisting BSD in conducting negotiations on behalf of BSD with the benefit plan administrators/carriers, utilize and prepare a complete and detailed accounting of all claim costs, provider access fees, administrative fees, risk charges, etc., for current Medical, Stop Loss Protection, HRA Programs, EAP Services, Dental, Vision, Basic Life/AD&D and Supplemental Life employee/retiree benefits.

Analysis:

In response to the solicitation, four (4) proposals were received, reviewed and forwarded to the evaluation team, which consisted of individuals within BSD Benefit/Human Resources/Labor Relations/Finance departments.

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

On August 19 & 20, 2020, the firms were invited to present key points regarding their technical proposals, as well as elaborate on matters the firm felt essential. Upon completion of the presentation/interviews, cost proposals were reviewed and evaluated.

Board Policy:

Board Policy Chapter 50.010 E., Purchasing, requires the Board of Commissioners to approve competitive negotiated procurements which exceed \$500,000.

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

Firm:	Cost Score	Consensus Technical Score	Overall Total Score
AON CONSULTANT	77.30	218.33	295.63
GALLAGHER	125.00	265.00	390.00
MILLIMAN, INC.	61.97	229.58	291.55
USI INSURANCE	89.29	237.50	326.79
Total Possible Points	125	375	500

Previous Action:

This item was recommended for approval at the October 16, 2020, Combined Meeting of the Operations Committee and Audit, Finance, & Administration Committee.

Board Action Requested:

The Committee recommends that the Board of Commissioners approve a request to authorize the President & CEO to enter into a 5-year contract with the highest ranking firm, Arthur J. Gallagher & Co., whose proposal is most advantageous to BSD with price and other factors considered, in the not to exceed amount of **\$500,000.00**, for health and welfare consultant services.

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 ARTHUR J. GALLAGHER & COMPANY
FOR HEALTH AND WELFARE CONSULTANT SERVICES**

PREAMBLES:

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

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

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

Whereas, on June 3, 2020, Bi-State Development (BSD) issued solicitation 20-RFP-124953-MD Health and Welfare Consultant Services; and

Whereas, in response to the solicitation, four (4) proposals were received, reviewed and forwarded to the evaluation team, which consisted of individuals within BSD Benefit/Human Resources/Labor Relations/Finance departments; and

Whereas, the proposals were scored in accordance with the evaluation requirements specified in the solicitation package and as a result, Arthur J. Gallagher is the highest ranking firm; and

Whereas, it is feasible, necessary and in the public interest for the Agency to enter into a 5-year contract with Arthur J. Gallagher & Co., for health and welfare consultant services, in the not to exceed amount of \$500,000.00, 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 approves the award of a 5-year contract to Arthur J. Gallagher & Co., for health and welfare consultant services, in the not to exceed amount of \$500,000.00, 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 Arthur J. Gallagher.

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 20th day of November, 2020.

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
Combined Operations Committee and
Audit, Finance & Administration Committee
Open Session Agenda Item
October 16, 2020**

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

Objective:

To present to the Committee, for discussion and referral to the Board of Commissioners for approval, a request for authorization to extend the current Contracts for General Legal Services, for an additional seven month period, in order to provide sufficient time to solicit and evaluate new proposals for General Legal Services.

Background:

Bi-State Development issued Solicitation 11-RFP-101626-CG on April 14, 2015, seeking proposals from qualified law firms to provide legal services in six areas of practice – General Corporate Legal Counsel, Liability, Subrogation, Workers’ Compensation, EEO, and Labor & Employment. The Board approved the award of contracts for general legal services to fourteen (14) selected law firms on September 20, 2015 for a three year term and two one year options. In addition, the Board approved a separate contract with the firm FordHarrison on November 16, 2018 for a two year term and also with Gausnell, O’Keefe & Thomas LLC on February 22, 2019 for a two year term. Currently all contracts will expire November, 2020, with the exception of Gausnell, O’Keefe & Thomas, expiring February, 2021.

Analysis:

In March, 2020, the solicitation for new five year Contracts for General Legal Services was in preparation; however due to the COVID pandemic, this solicitation was delayed. Therefore a seven month extension of contracts, until June 30, 2021, is necessary in order to allow sufficient time to solicit and evaluate new proposals for General Legal Services.

Committee Action Requested:

A recommendation from the Operations Committee and Audit, Finance & Administration Committee to refer to the Board of Commissioners for approval, an authorization to extend the current Contracts for General Legal Services, for an additional seven month period, until June 30, 2021.

Attachment:

1. List of Contracted 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
MODIFYING CONTRACTS FOR LEGAL SERVICES BY GRANTING
CONTRACT EXTENSIONS**

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(G), requires Board approval for contract extensions in excess of 180 days; and

Whereas, Bi-State Development issued Solicitation 11-RFP-101626-CG on April 14, 2015, seeking proposals from qualified law firms to provide legal services in six areas of practice – General Corporate Legal Counsel, Liability, Subrogation, Workers’ Compensation, EEO, and Labor & Employment; and

Whereas, the Board approved the award of contracts for general legal services to fourteen (14) selected law firms on September 20, 2015, for a three year term and two one year options; and, in addition, the Board approved a separate contract with the firm Ford Harrison on November 16, 2018 for a two year term, and also with Gausnell, O’Keefe & Thomas LLC on February 22, 2019, for a two year term; and

Whereas, all contracts will expire November, 2020, with the exception of Gausnell, O’Keefe & Thomas, expiring February, 2021; and

Whereas, in March, 2020, the solicitation for new, five year Contracts for General Legal Services was in preparation; however, due to the COVID pandemic, this solicitation was delayed; and

Whereas, a seven month extension of contracts, until June 30, 2021, is necessary in order to allow sufficient time to solicit and evaluate new proposals for General Legal Services; and

Whereas, it is feasible, necessary and in the public interest for the Agency to modify the contract award to extend the current Contracts for General Legal Services, for an additional seven month period, until June 30, 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 hereof as fully and completely as if set out in full in this Section 1.

Section 2. Approval of the Modification of the Contracts. The Board of Commissioners hereby approves the modification of the contract awards, to extend the current Contracts for General Legal Services (as provided in Attachment 1 to the Briefing Paper attached hereto and made a part hereof) for an additional seven month period, until June 30, 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, 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 as shown on 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 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 20th day of November, 2020.

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

Open Session Item 9 h
Attachment 1

Law Firms for General Legal Services

Liability & Claims

Brown and James Law Firm
Gausnell, O'Keefe & Thomas, LLC
Hepler Broom, LLC
Hinshaw & Culbertson, LLP
Kortenhof McGlynn & Burns
Pitzer Snodgras, PC

General Corporate Counsel

Clayborn Sabo Wagner LLP
Evans & Dixon, LLC
Hepler Broom, LLC
Lashly & Baer P.C.
White Coleman & Associates, LLC

Subrogation

Evans & Dixon, LLC
RSS & C

Workers' Compensation

Brown & James Law Firm
Evans & Dixon, LLC
Harris, Dowell, Fisher & Harris, L.C.

EEO

FordHarrison, LLP
Kortenhof McGlynn & Burns, LLC
Lashly & Baer, P.C.
The Lowenbaum Partnership, LLC – now merged with Jackson Lewis
McMahon Berger, P.C.
Shands, Elbert, Gianoulaski, Giljum, LLP
White Coleman & Associates, LLC

Labor & Employment

Ford Harrison, LLP
The Lowenbaum Partnership, LLC – now merged with Jackson Lewis
McMahon Berger, P.C.

Open Session Item

10

**Bi-State Development Agency
Board of Commissioners
Open Meeting Agenda Item
November 20, 2020**

From: Taulby Roach, President and Chief Executive Officer
Subject: **Amendment 26 to Salaried Pension Plan – Highly Enhanced Retirement Opportunity (HERO) Incentivized Retirement Program**
Disposition: Approval
Presentation: Charles Stewart, Executive Vice President – Organizational Effectiveness;
Dave Toben, Director of Benefits

Objective:

To present to the Board of Commissioners Amendment 26 to the Salaried Pension Plan for approval to amend the Plan document to include the Highly Enhanced Retirement Opportunity incentivized retirement program.

Background:

On September 8, 2020, Bi-State Development (**BSD**) announced the Highly Enhanced Retirement Opportunity (HERO) Program, an incentivized early retirement window.

Analysis:

In exploring financial solutions which will provide effective long-term cost savings, management has developed the Highly Enhanced Early Retirement Opportunity (HERO). This program allows BSD to continue to reposition BSD services while recognizing potential retirees for their contributions to BSD. This incentivized early retirement program is being offered to salaried team members age 55 and older who actively participate or have a frozen benefit in the BSD Salaried Defined Benefit Pension Plan.

Eligibility

- Salaried team members (age 55 and older) who are active participants or have a frozen benefit in the BSD Salaried Defined Benefit Pension Plan as of 8/31/20.
- Additional team members may qualify if they turn age 55 during the HERO program election period.

Incentive

- The greater of two (2) years OR a ten percent (10%) increase in additional credited service will be applied to both the pension benefit calculation and the ten (10) year requirement to qualify for retiree health and life insurance benefits.
- The additional credited service will be added to accrued service earned as of 11/30/20.
- An additional supplemental benefit of \$400.00 per month will be applied for 60 months (5 years) following the date of retirement.

Election Period

- HERO opens September 8, 2020 and closes November 30, 2020.
- The program offers a choice of five (5) retirement dates in 2021 (Jan 1, Feb 1, Mar 1, Apr 1, or May 1).

Board Policy:

Board Policy Chapter 70.050 G 2., Employee's Pension & 401(k) Retirement Savings Plans – The Board of Commissioners Shall Approve Plan Amendments

Previous Action:

The Salaried Pension and 401(k) Plan Trustee Committee approved Amendment 26 as drafted on November 10, 2020 and is referring to the BSD Board of Commissioners for final approval.

Board Action Requested:

It is requested that the Board of Commissioners approve a resolution to amend the BSD Salaried Pension Plan incorporating Amendment 26 as provided in Attachment 1.

Attachment 1 - Amendment 26 to the Salaried Pension Plan

**A RESOLUTION OF THE BOARD OF COMMISSIONERS OF THE BI-STATE
DEVELOPMENT AGENCY OF THE MISSOURI-ILLINOIS METROPOLITAN
DISTRICT AUTHORIZING THE PRESIDENT AND CEO TO ADOPT THE
26TH AMENDMENT TO THE PENSION PLAN FOR SALARIED
EMPLOYEES OF THE BI-STATE DEVELOPMENT AGENCY**

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 70.050(A)(3), 70.050(A)(4), and 70.050(A)(5), provide that the Board shall oversee Trustee administration of the pension and 401(k) retirement savings plans; approve amendments, benefit formulas and funding to the plans; and review plan investment policies, procedures and provisions; and

Whereas, on September 8, 2020, Bi-State Development (BSD) announced the Highly Enhanced Retirement Opportunity (HERO) Program, an incentivized early retirement program; and

Whereas, in exploring financial solutions which will provide effective long-term cost savings, management has developed the Highly Enhanced Early Retirement Opportunity (HERO). This program allows BSD to continue to reposition BSD services while recognizing potential retirees for their contributions to BSD. This incentivized early retirement program is being offered to salaried team members age 55 and older who actively participate or have a frozen benefit in the BSD Salaried Defined Benefit Pension Plan; and

Whereas, the program includes specific eligibility requirements, incentives and election period, as follows:

Eligibility

- Salaried team members (age 55 and older) who are active participants or have a frozen benefit in the BSD Salaried Defined Benefit Pension Plan as of 8/31/20.
- Additional team members may qualify if they turn age 55 during the HERO program election period.

Incentive

- The greater of two (2) years OR a ten percent (10%) increase in additional credited service will be applied to both the pension benefit calculation and the ten (10) year requirement to qualify for retiree health and life insurance benefits.
- The additional credited service will be added to accrued service earned as of 11/30/20.
- An additional supplemental benefit of \$400.00 per month will be applied for 60 months (5 years) following the date of retirement.

Election Period

- HERO opens September 8, 2020 and closes November 30, 2020.
- The program offers a choice of five (5) retirement dates in 2021 (Jan 1, Feb 1, Mar 1, Apr 1, or May 1); and

Whereas, the Salaried Pension and 401(k) Plan Trustee Committee approved Amendment 26 as drafted on November 10, 2020, and is referring to the BSD Board of Commissioners for final approval; and

Whereas, it is feasible, necessary and in the public interest for the Board to authorize the President and CEO to adopt the 26th Amendment to the Pension Plan for Salaried Employees of the Bi-State Development Agency of Missouri-Illinois Metropolitan District, 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. Authorization of the President and CEO to Adopt Amendment 26 to the Pension Plan for Salaried Employees. The Board of Commissioners hereby authorizes the President and CEO to adopt the 26th Amendment to the Pension Plan for Salaried Employees of the Bi-State Development Agency of Missouri-Illinois Metropolitan District, 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 Amendment. The form of the Amendment (Amendment #26 as provided in the Attachment to the Briefing Paper and made a part hereof), in the form presented to this meeting, is hereby approved, and officers of the Agency, including without limitation, the President and CEO and Executive Vice President of Organizational Effectiveness, 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 adoption of the Amendment 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 Pension Plan for Salaried Employees of the Bi-State Development Agency of Missouri-Illinois Metropolitan District.

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 20th day of November, 2020.

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

(Amendment #26 to the Pension Plan for Salaried Employees of the
Bi-State Development Agency of Missouri-Illinois Metropolitan District)

Open Session Item 10
Attachment 1

**Amendment Number 26 to the Pension Plan for Salaried Employees of the
Bi-State Development Agency of Missouri-Illinois Metropolitan District**

The Pension Plan for Salaried Employees of the Bi-State Development Agency of Missouri-Illinois Metropolitan District, as restated and amended in its entirety effective January 1, 2014 (“Plan”), is hereby amended as set forth below.

1. Effective as of September 1, 2020, a new Section 2.21 is added to the Plan that reads as follows:

2.21 “Highly Enhanced Early Retirement Opportunity Pension” means the early retirement window benefit provided to certain Participants who retire on or after January 1, 2021 and on or before May 1, 2021 and which is described in Section 5.04.

2. Effective as of September 1, 2020, existing Sections 2.21 through 2.44 are renumbered as Sections 2.22 through 2.45.

3. Effective as of September 1, 2020, a new Section 5.04 is added to the Plan that reads as follows:

5.04 Highly Enhanced Early Retirement Opportunity Pension. A Participant or a former Participant with a frozen benefit under the Plan who is actively employed by the Employer who retires on or after January 1, 2021 and on or before May 1, 2021 and who has attained his or her 55th birthday by November 30, 2020 may, between September 8, 2020 and November 30, 2020, elect to receive the Highly Enhanced Early Retirement Opportunity Pension, beginning on such Participant’s Pension Commencement Date and continuing monthly thereafter for life. Such monthly payment shall be payable under the Normal Form or under an Optional Form pursuant to Section 6.02 and each Participant’s benefit shall be equal to the greater of:

- (a) his or her Accrued Benefit calculated with an additional two (2) years of Credited Service as of November 30, 2020; or
- (b) his or her Accrued Benefit calculated with an additional ten percent (10%) of Credited Service as of November 30, 2020.

An eligible Participant or an eligible former Participant with a frozen benefit under the Plan who is actively employed by the Employer who elects a Highly Enhanced Early Retirement Opportunity Pension shall be entitled to receive \$400 per month for sixty (60) months in addition to the Highly Enhanced Early Retirement Opportunity Pension.

Notwithstanding anything in the Plan or otherwise to the contrary, the cost of any such additional two (2) years of the Credited Service as of November

30, 2020, additional ten percent (10%) of Credited Service as of November 30, 2020 and/or payments of \$400 per month for sixty (60) months shall be borne solely by the Trust.

4. **Effective as of September 1, 2020, existing Sections 5.04 through 5.13 are renumbered as Sections 5.05 through 5.14.**

Except as set forth herein, the Plan remains in full force and effect.

IN WITNESS WHEREOF, the Employer has caused this Amendment Number 26 to be executed by its duly authorized officer this _____ day of _____, 2020.

Attest: _____
Name: _____
Title: _____

By: _____
Name: Taulby Roach
Title: President and Chief Executive Officer

**Bi-State Development Agency
Board of Commissioners
Open Meeting Agenda Item
November 20, 2020**

From: Taulby Roach, President and Chief Executive Officer
Subject: **Amendment 3 to the Bi-State Development (BSD) 401(k) Plan – IBEW Collective Bargaining Agreement Changes**
Disposition: Approval
Presentation: Charles Stewart, Executive Vice President – Organizational Effectiveness;
Dave Toben, Director of Benefits

Objective:

To present to the Board of Commissioners Amendment 3 to the Bi-State Development (BSD) 401(k) Plan for approval to amend the Plan document to incorporate changes stemming from the Memorandum of Agreement between IBEW Local's 2 and 309 and BSD for the period July 1, 2019 through June 30, 2022.

Background:

The Board of Commissioners approved a Memorandum of Agreement (MOA) with IBEW Local's 2 (Missouri) and 309 (Illinois) in a special meeting on August 27, 2020 under Resolution #1076.

Analysis:

As a result of this MOA with the IBEW, changes are needed to the BSD 401(k) Plan in order to be in compliance with MOA Section 33, Pension:

1. Under Article IV – Section 33 (H) - Change the BSD contribution percentage from 1% to 2% of the employee base wage amount to the 401(k) plan. This increase is to be effective January 1, 2021.
2. Under Article IV – Section 33 (L) - Voluntary participation in the 401(k) will now allow for a BSD match to elective contributions for IBEW participants hired before January 1, 2014. Effective the first pay period after January 1, 2021, BSD will match 50% on any amount voluntarily contributed by the employee to the Defined Contribution 401(k) Plan up to a maximum of 2% of employee's wage. Any voluntary contribution by the employee above 2% will not be matched.

Previous Action:

The Salaried Pension and 401(k) Plan Trustee Committee approved Amendment 3, Attachment 1, on November 4, 2020 and is referring to the BSD Board of Commissioners for final approval.

Board Action Requested:

It is requested that the Board of Commissioners approve a resolution to amend the BSD 401(k) Plan incorporating Amendment 3 as provided in Attachment 1.

Attachment 1 – Amendment 3 to BSD 401(k) Plan

Board Policy:

Board Policy Chapter 70.050 G 2., Employee's Pension & 401(k) Retirement Savings Plans – The Board of Commissioners Shall Approve Plan Amendments

**A RESOLUTION OF THE BOARD OF COMMISSIONERS OF THE BI-STATE
DEVELOPMENT AGENCY OF THE MISSOURI-ILLINOIS METROPOLITAN
DISTRICT AUTHORIZING THE PRESIDENT AND CEO TO APPROVE
AMENDMENT 3 TO THE BI-STATE DEVELOPMENT 401(K) PLAN – IBEW
COLLECTIVE BARGAINING AGREEMENT CHANGES**

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 70.050(A)(3), 70.050(A)(4), and 70.050(A)(5), provide that the Board shall oversee Trustee administration of the pension and 401(k) retirement savings plans; approve amendments, benefit formulas and funding to the plans; and review plan investment policies, procedures and provisions; and

Whereas, the Board of Commissioners approved a Memorandum of Agreement (MOA) with IBEW Local’s 2 (Missouri) and 309 (Illinois) in a special meeting on August 27, 2020 under Resolution #1076; and

Whereas, as a result of this MOA with the IBEW, changes are needed to the BSD 401(k) Plan in order to be in compliance with MOA Section 33, Pension:

1. Under Article IV – Section 33 (H) - Change the BSD contribution percentage from 1% to 2% of the employee base wage amount to the 401(k) plan. This increase is to be effective January 1, 2021.
2. Under Article IV – Section 33 (L) - Voluntary participation in the 401(k) will now allow for a BSD match to elective contributions for IBEW participants hired before January 1, 2014. Effective the first pay period after January 1, 2021, BSD will match 50% on any amount voluntarily contributed by the employee to the Defined Contribution 401(k) Plan up to a maximum of 2% of employee’s wage. Any voluntary contribution by the employee above 2% will not be matched; and

Whereas, the Salaried Pension and 401(k) Plan Trustee Committee approved Amendment 3, Attachment 1, on November 4, 2020, and is referring to the BSD Board of Commissioners for final approval; and

Whereas, it is feasible, necessary and in the public interest for the Board to authorize the President and CEO to amend the BSD 401(k) Plan, incorporating Amendment 3 as provided in Attachment 1, 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. Authorization of the President and CEO to Adopt Amendment 3 to the 401(k) Plan. The Board of Commissioners hereby authorizes the President and CEO to amend the 401(k) Plan of the Bi-State Development Agency of Missouri-Illinois Metropolitan District, incorporating Amendment 3 as provided in Attachment 1, 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 Amendment. The form of the Amendment (Amendment 3 as provided in the Attachment to the Briefing Paper and made a part hereof), in the form presented to this meeting, is hereby approved, and officers of the Agency, including without limitation, the President and CEO and Executive Vice President of Organizational Effectiveness, 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 adoption of the Amendment 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 401(k) Plan of the Bi-State Development Agency of Missouri-Illinois Metropolitan District.

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 20th day of November, 2020.

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

(Amendment #3 to the Bi-State Development Agency 401(k) Plan)

Open Session Item 11
Attachment 1

**AMENDMENT NO. 3
TO THE BI-STATE DEVELOPMENT AGENCY
401(k) RETIREMENT SAVINGS PROGRAM**

Bi-State Development Agency 401(k) Retirement Savings Program, as amended and restated effective July 1, 2013 ("Plan"), is hereby amended as set forth below.

- 1. Effective January 1, 2021, the third paragraph of Section 4.2(a) is deleted and replaced with the following:**

All new IBEW Employees hired on or after January 1, 2014 will be able to participate in this Plan subject to the following provisions:

Effective January 1, 2021, Employees hired on or after January 1, 2014 will participate in the NEBF pension plan with Metro contributing 3% of the employee's gross wages. Metro will also contribute 2% of the employee's base wage amount to the 401(k) Plan. In addition, Metro will also match 50% of any amount voluntarily contributed by the employee to this Plan up to a maximum of 5% of the employee's base wage amount. Any voluntary contribution by the employee above the 5% will not be matched by Metro.

- 2. Effective January 1, 2021, the fourth paragraph of Section 4.2(a) is deleted and replaced with the following:**

Effective January 1, 2021, all participants in the Bi-State Development Agency of the Missouri-Illinois Metropolitan District and Local No. 2 and local No. 309 International Brotherhood of Electrical Workers Employees' Pension Plan may voluntarily choose to participate in this Plan. Metro will match 50% of any amount voluntarily contributed by such employee up to a maximum of 2% of an eligible employee's wages. Any voluntary contribution by the employee above 2% will not be matched by Metro.

IN WITNESS WHEREOF, Employer has caused this Amendment No. 3 to the Plan to be executed by a duly authorized officer this ____ day of _____, 2020.

**EXECUTED ON BEHALF OF
THE EMPLOYER BY:**

By: _____

Title: _____

Signature: _____

Open Session Item

12

**Bi-State Development Agency
Board of Commissioners Meeting
Open Session Agenda Item
November 20, 2020**

From: Charles Stewart, Executive Vice President, Organizational Effectiveness
Subject: **Intergovernmental Agreement between the United States Army and Bi-State Development**
Disposition: Approval
Presentation: Diana Bentz, Vice President for Talent Management

Objective:

To present to the Board of Commissioners for approval, a request to enter into an Intergovernmental Memorandum of Agreement (MOA) between the United States Army and Bi-State Development (BSD) to participate as a strategic partner in the United States Army Partnership for Youth Services (PaYS) program.

Committee Disposition:

This item has not been presented to any Committee. The MOA was recently finalized and will take approximately 90 days to be approved by the U.S. Army upon delivery. Presenting this item for approval to the Board of Commissions now, instead of the next scheduled Committee and Board meetings will allow us to begin this partnership during the current fiscal year. The President and CEO has placed this item on the Agenda for the Board of Commissioners' meeting on November 20, 2020.

Background:

The U.S. Army Partnership for Youth Success (PaYS) program is a strategic partnership between the U.S. Army and private industry, academia, businesses, federal, state and local agencies. The program connects enlisting Soldiers and Reserve Officers' Training Corps (ROTC) Cadets to civilian companies, corporations, and government agencies for a guaranteed interview and possible employment after the Soldier's or Cadet's Army service requirements are fulfilled.

A database matches Bi-State's current and future job vacancies with the job skills offered by the Regular Army (RA), Army Reserve (AR), and Army National Guard (ARNG). Soldiers select two PaYS partners with matching job skills to interview with upon completion of training for AR Soldiers or honorable discharge for RA Soldiers. A similar database is available for ROTC Cadets.

Our participation in PaYS allows us to work with the Army Recruiting Companies, Reserves, National Guard and Colleges in the St. Louis Metro and Metro East area, ensuring we maintain a pool of quality candidates. The Army provides training in over 350 positions, many of which are a strong match for the positions we need at BSD. Soldiers enlisting in the Army develop valuable leadership skills that will greatly benefit BSD, making this partnership a win-win situation for all.

Analysis:

There are 798 private companies, corporate and public sector agency partners participating in PaYS (as of 2020) with thousands of jobs in the PaYS database. Companies that participate in the program include global companies such as Coca-Cola Refreshments, Inc., Amazon, Sony Interactive Entertainment, Sears Holdings Corporation, Cintas, and HCA. Local organizations across the country participate as well, such as the Los Angeles Police Department, New York State Police, Boston Fire Department, San Diego Police Department, and the Baltimore County Police Department.

Board Action Requested:

Management recommends that the Board of Commissioners approve the request to authorize the President & CEO to execute an Intergovernmental Memorandum of Agreement between the United States Army and Bi-State Development for participation in Partnership for Youth Success.

Attachment:

Draft Memorandum of Agreement between the United States Army and Bi-State Development for participation in Partnership for Youth Success.

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
APPROVING AN INTERGOVERNMENTAL MEMORANDUM OF
AGREEMENT BETWEEN THE UNITED STATES ARMY AND
BI-STATE DEVELOPMENT AGENCY FOR THE PARTNERSHIP
FOR YOUTH SUCCESS 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 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, no Board Policy applies; however, Missouri Revised Statutes §70.220 and §70.230 require agreements between municipalities or other units of government to be approved by the Governing Board of such entity, and Section 5 of the “Intergovernmental Cooperation Act,” 5 ILCS 220/5 (Chapter 127, paragraph 745), 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 which any of the public agencies entering into the contract is authorized by law to perform, provided that such contact shall be authorized by the governing body of each party to the contract; and

Whereas, the U.S. Army Partnership for Youth Success (PaYS) program is a strategic partnership between the U.S. Army and private industry, academia, businesses, federal, state and local agencies. The program connects enlisting Soldiers and Reserve Officers' Training Corps (ROTC) Cadets to civilian companies, corporations, and government agencies for a guaranteed interview and possible employment after the Soldier's or Cadet's Army service requirements are fulfilled; and

Whereas, a database can match Bi-State Development's current and future job vacancies with the job skills offered by the Regular Army (RA), Army Reserve (AR), and Army National Guard (ARNG), and a similar database is available for ROTC Cadets; and

Whereas, participation in PaYS will allow BSD to work with the Army Recruiting Companies, Reserves, National Guard and Colleges in the St. Louis Metro and Metro East area, ensuring BSD maintains a pool of quality job candidates; and

Whereas, the Army provides training in over 350 positions, many of which are a strong match for the positions at BSD; and

Whereas, it is feasible, necessary and in the public interest for the Agency to authorize the President and CEO to execute an Intergovernmental Memorandum of Agreement between the United States Army and the Bi-State Development 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 hereof as fully and completely as if set out in full in this Section 1.

Section 2. Approval for the President & CEO to Execute the Agreement. The Board of Commissioners hereby authorizes the President and CEO to execute an Intergovernmental Memorandum of Agreement between the United States Army and the Bi-State Development Agency, under and pursuant to this Resolution and the Compact for the authorized Agency purposes set forth in the preambles hereof and subject to the conditions hereinafter provided.

Section 3. 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 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 the United States Army.

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 Agreement.

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 Agreement.

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 20th day of November, 2020.

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

Attachment

MEMORANDUM OF AGREEMENT
BETWEEN
THE UNITED STATES ARMY
AND
THE BI-STATE DEVELOPMENT AGENCY OF THE
MISSOURI-ILLINOIS METROPOLITAN DISTRICT

SUBJECT: Participation in the Partnership for Youth Success Program

1. Parties. The parties to this Agreement are the U.S. Army and The Bi-State Development Agency of the Missouri-Illinois Metropolitan District (the "Agency").

2. Authority. This Agreement is authorized under the provisions of 10 U.S.C. Section 503 and Army Regulation 601-208.

3. Purpose. The purpose of this Agreement is to set forth the terms by which the U.S. Army and the Agency will participate in the Partnership for Youth Success (PaYS) Program.

4. Background.

a. The PaYS Program is a strategic partnership between the U.S. Army and select corporations, companies, and public sector agencies designed to assist military recruiting efforts and connect America with its Army. The U.S. Army believes that PaYS will greatly assist in fulfilling its mission to recruit high quality men and women to meet the requirements of America's Army. Likewise, industry and participating companies benefit from the opportunity to interview and potentially employ professional, trained, and responsible men and women with Army values, experience, and proven leadership skills.

b. All information received by PaYS candidates from recruiters will be used to identify job opportunities related to the enlisted individual's Military Occupational Specialty (MOS) or leadership training or commissioning branch for ROTC PaYS Cadets.

c. The Agency's responsibilities under the PaYS Program extend only to those enlisted active duty or Army Reserve Soldier participants whose military service is characterized as honorable at completion of their active duty training, and ROTC Cadets who receive a Bachelor's Degree, their commission and/or complete their initial active duty term of service. This program applies to the enlisted Soldier's term of enlistment only or initial entry training for U.S. Army Reserve Soldiers, and to those Cadets who successfully complete their ROTC requirements. For other former Soldiers and/or Cadets, the Agency owes no obligation such as placement or priority placement consideration, but may hire or interview as desired.

d. While the Army is permitted to promote the Partnership with specific partners, The U.S. Army is prohibited from overtly endorsing or appearing to endorse a specific company or corporation.

5. Responsibilities.

a. U.S. Army.

(1) Advise enlistment prospects of the PaYS Program during the initial Army interview. Advise ROTC Cadets to review and reserve PaYS partner opportunities during their senior year in the Cadet portal.

(2) Advise enlisting prospects, after qualifying for one or more MOSs, of the related civilian job opportunities for which they may be qualified after completing their initial term of service or active duty training for the U.S. Army Reserve. Similarly advise ROTC Cadets after completion of their Bachelor's Degree and commissioning.

(3) Develop and distribute recruiting literature to publicize the PaYS Program, characterizing it as an enlistment incentive.

(4) Provide information to the Agency to assist in maintaining contact with PaYS participants. Provide transition support to first term Regular Army enlisted Soldiers as they leave military service, U.S. Army Reserve enlisted Soldiers as they complete their initial training, and ROTC Cadets as they complete requirements for their Bachelor's Degree and commission and/or their initial active duty period of service with the Army.

b. The Agency.

(1) The Agency will interview all qualified PaYS participants for employment with the Agency provided there are forecasted future openings at the time of their enlistment in the U.S. Army; U.S. Army Reserve; or at contracting for ROTC PaYS Cadets. Enlisted Soldiers will sign a Statement of Understanding acknowledging the opportunity for an interview with the Agency. ROTC cadets will print a similar acknowledgement from the Cadet Portal. This interview opportunity is contingent upon receipt of an Honorable Discharge for Regular Army Soldiers, completion of Active Duty Training for Army Reserve Soldiers, and receipt of a Bachelor's Degree and commission for ROTC PaYS Cadets and/or completion of their initial active duty period of service with the Army.

(2) Upon successful completion of active duty or Army Reserve commitments, the Agency will provide qualified PaYS participants the opportunity to be assessed and to interview with a representative of the Agency. Interviews are predicated upon available job opportunities at that time. The Agency will interview enlisted U.S. Army Reserve PaYS participants within 30 days of completion of their initial active duty training, as opportunities permit. The Agency may interview ROTC PaYS Cadets during their senior year of college or after confirmation of component and branch. The Agency may agree to an internship program with ROTC PaYS Cadets during their education, as leadership training and opportunities permit. Should there be no employment opportunities available with the Agency at the time of the enlisted Soldiers separation from the U.S. Army or commissioning or separation for ROTC PaYS Cadets, the Agency will provide an opportunity for an interview to the PaYS participant when an opportunity becomes available. Despite this priority interview, the Agency retains the right to determine whether to ultimately hire the PaYS participant based on the applicant's qualifications and the needs of the Agency at the time of the enlisted Soldiers separation from the U.S. Army, completion of active duty training requirements for Army Reserve Soldiers, or commissioning and/or completion of their initial active duty period of service for all ROTC Cadets.

(3) The Agency acknowledges its obligations under the Uniformed Services Employment and Reemployment Rights Act of 1994, 38 U.S.C. Secs. 4301-4335, and agrees that it will observe the provisions thereof regarding any U.S. Army Reserve PaYS participant that it employs. The Agency acknowledges that U.S. Army Reserve service obligations may include many types of service, including weekend drills, annual training, additional duty training, and deployments within the United States or to foreign locations.

(4) The Agency acknowledges that the PaYS Program does not create a veteran's employment preference and is not related to any statutory employment preference. The Army does not require that the Agency start any voluntary preference requirement as part of this Agreement. PaYS partners agree to follow local, state, and federal veteran's hiring preferences, where applicable.

(5) The Agency understands and acknowledges that Reserve Component Cadets will attend branch specific training (Basic Officer Leader Course) within one year of their commissioning date.

6. Points of Contact.

The Bi-State Development Agency of the
Missouri-Illinois Metropolitan District
ATTN:
211 North Broadway, Suite 700
St. Louis, MO 63102

Army Marketing and Research Group
ATTN: PaYS Program Manager
SAMR-SI
2530 Crystal Drive
Taylor Bldg, Suite 4150
Arlington, Virginia 22202

7. Other Provisions.

a. All agreements herein are subject to, and will be carried out in compliance with, all applicable Federal laws, regulations, and other legal requirements.

b. This Agreement is not legally enforceable and shall not be construed to create any legal obligation on the part of either party. This Agreement shall not be construed to provide a private right or cause of action for or by any person or entity. By execution and performance of this Agreement, the Agency does not intent to, nor shall it be deemed to have waived or relinquished any immunity or defense on behalf of the Agency, and the Agency's Commissioners, officers, directors, servants, employees, agents, successors or assigns.

c. Participation in the PaYS Program is not a Government contract within the meaning of the Federal Acquisition Regulation, and does not confer upon the Agency Government contractor or subcontractor status for purposes of Executive Order 11246 and other Federal laws.

d. This Agreement is neither a fiscal nor a funds obligation document. Nothing in this Agreement authorizes or is intended to obligate the Parties to expend, exchange, or reimburse funds, services, or supplies, or transfer or receive anything of value.

8. Modification. This Agreement may only be modified by the written agreement of the Parties, duly signed by their authorized representatives.

9. Duration of Agreement and Termination. This Agreement is effective on the date of the final signature and will remain in effect until it is terminated by mutual agreement of the parties or by either party providing ninety (90) days written notice to the other. Should the agreement be terminated unilaterally or by mutual agreement of the parties, any Soldier or Cadet enrolled with the Agency will be given the opportunity to select another PaYS partner and severs any ties between Army participants and the Agency.

APPROVED BY:

SIGNATURE AUTHORITY

Title:

The Bi-State Development Agency
of the Missouri-Illinois Metropolitan District

(DATE)

USAREC OR USACC GENERAL OFFICER

Brigadier General, USA

Deputy Commanding General

(DATE)

**Bi-State Development Agency
Board of Commissioners
Open Session Agenda Item
November 20, 2020**

From: Taulby Roach, President and Chief Executive Officer
Subject: **Memorandum of Understanding between Citizens for Modern Transit, St. Clair County Transit District and Bi-State Development for the Development of a Bus Stop at Emerson Park MetroLink Station**
Disposition: Approval
Presentation: Taulby Roach, President and Chief Executive Officer

Objective:

To present to the Board of Commissioners for approval, a Memorandum of Understanding (MOU) between Citizens for Modern Transit (CMT), St. Clair County Transit District (SCCTD) and Bi-State Development (BSD) for the development of a bus stop at Emerson Park MetroLink Station (Project).

Committee Disposition:

This item has not been presented to any Committee: however, due to the timing of the commencement of the Project, the President and CEO has placed this item on the Agenda for the Board of Commissioners' meeting on November 20, 2020.

Background:

CMT, SCCTD and BSD will work together to transform a bus stop at the Emerson Park MetroLink Station in East St. Louis, IL (City) into a first-rate, interactive, safe and fun space that endeavors to have a positive impact on the City, residents, their families and their communities while promoting transit and a safe environment around transit.

Analysis:

For the Project, CMT will manage its overall execution, select the firm and cover the cost of Project design estimated at \$15,000. SCCTD will own the Project for the lifetime of the infrastructure, including the equipment purchased by SCCTD, cover the cost of the infrastructure estimated at \$50,000, and take sole responsibility for maintenance and use supervision of the play infrastructure. BSD will provide access and site preparation, insurance and continuing maintenance, upkeep and repair after the Project is complete.

Board Action Requested:

Request that the Board of Commissioners approve authorization for the President and CEO to execute a Memorandum of Understanding between Citizens for Modern Transit, St. Clair County Transit District and Bi-State Development for the development of a bus stop at the Emerson Park MetroLink Station.

Attachment:

Draft Memorandum of Understanding between Citizens for Modern Transit, St. Clair County Transit District and Bi-State Development for the development of a bus stop at the Emerson Park MetroLink Station.

No Board Policy applies; however, Missouri Revised Statutes §70.220 and §70.230 require agreements between municipalities or other units of government to be approved by the Governing Board of such entity and Section 5 of the "Intergovernmental Cooperation Act," 5 Ill. Comp. Stat. 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 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.

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
APPROVING A MEMORANDUM OF UNDERSTANDING BETWEEN THE
CITIZENS FOR MODERN TRANSIT, ST. CLAIR COUNTY TRANSIT DISTRICT
AND BI-STATE DEVELOPMENT AGENCY FOR THE DEVELOPMENT OF A
BUS STOP AT EMERSON PARK METROLINK STATION**

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, no Board Policy applies; however, Missouri Revised Statutes §70.220 and §70.230 require agreements between municipalities or other units of government to be approved by the Governing Board of such entity, and Section 5 of the “Intergovernmental Cooperation Act,” 5 ILCS 220/5 (Chapter 127, paragraph 745), 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 which any of the public agencies entering into the contract is authorized by law to perform, provided that such contact shall be authorized by the governing body of each party to the contract; and

Whereas, the Citizens for Modern Transit (CMT), the St. Clair County Transit District (SCCTD) and Bi-State Development (BSD) will work together to transform a bus stop at the Emerson Park MetroLink Station in East St. Louis, IL (City) into a first-rate, interactive, safe and fun space that endeavors to have a positive impact on the City, residents, their families and their communities while promoting transit and a safe environment around transit; and

Whereas, for the Project, CMT will manage its overall execution, select the firm and cover the cost of Project design estimated at \$15,000. SCCTD will own the Project for the lifetime of the infrastructure, including the equipment purchased by SCCTD, cover the cost of the infrastructure estimated at \$50,000, and take sole responsibility for maintenance and use supervision of the play infrastructure. BSD will provide access and site preparation, insurance and continuing maintenance, upkeep and repair after the Project is complete; 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 between Citizens for Modern Transit, St. Clair County Transit District and Bi-State Development for the development of a bus stop at the Emerson Park MetroLink Station, 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 for the President & CEO to Execute a Memorandum of Understanding. The Board of Commissioners hereby authorizes the President and CEO to execute a Memorandum of Understanding between Citizens for Modern Transit, St. Clair County Transit District and Bi-State Development for the development of a bus stop at the Emerson Park MetroLink Station, 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 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, Citizens for Modern Transit and the St. Clair County Transit District.

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 Agreement.

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 Agreement.

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 20th day of November, 2020.

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

Open Session Item 13
Attachment

MEMORANDUM OF UNDERSTANDING
between
Citizens for Modern Transit, St. Clair County Transit District
and the Bi-State Development Agency

This Memorandum of Understanding ("MOU") is entered into between Citizens for Modern Transit ("CMT"), 911 Washington, Suite 200, St. Louis, Missouri 63101, St. Clair County Transit District ("SCCTD"), 27 N. Illinois, Belleville, IL 62226 and the Bi-State Development Agency of the Missouri- Illinois Metropolitan District ("BSD"), 211 N. Broadway, Suite 700, St. Louis, MO 63102.

CMT, SCCTD and BSD desire to enter into a partnership to transform a bus stop at the Emerson Park MetroLink Station in East St. Louis, IL (the "City") into a first-rate, interactive, safe and fun space that endeavors to have a positive impact on the City's residents, their families and their communities while promoting transit and a safe environment around transit.

1. Purpose

The purpose of this MOU is to formally establish the partnership between CMT, SCCTD and BSD and to describe and agree to the parameters and scope of each party's intended engagement in the partnership. This MOU sets forth a structure in which the Parties will work in a mutually beneficial manner to bring new transit infrastructure to residents and riders in East St. Louis.

2. Background

CMT was founded in 1985 and began its mission to introduce MetroLink to the St. Louis metropolitan area. Since then, CMT members have played key roles in the passage of funding measures for the expansion of MetroLink and other transportation improvements in the region. Today, CMT leads efforts for an integrated, affordable, and convenient public transportation system with light rail expansion as the critical component that will drive economic growth to improve quality of life in the St. Louis region.

SCCTD was created in 1981 under the Illinois Mass Transit District Act. SCCTD provides and manages transportation services for the fifteen townships that make up the District. The fifteen Townships in the District include: Belleville, Canteen, Caseyville, Centreville, East St. Louis, Engelmann, Lebanon, Mascoutah, O'Fallon, St. Clair, Shiloh Valley, Smithon, Stites, Stookey, Sugarloaf. The SCCTD is a special purpose unit of local government that is empowered to collect a .75 percent sales tax within the District for the purpose of providing public transportation and connecting facilities like MetroBikeLink within the District. St. Clair County's local investment of \$339 million delivers access to a \$1 billion transit system including MetroLink, MetroBus, Paratransit Alternative Transportation Service (ATS) and MetroBikeLink.

BSD is an interstate compact agency and the public transit operator in the St. Louis region - Missouri and Illinois. BSD's fleet includes 87 MetroLink vehicles, 408 MetroBus vehicles, and 126 Metro Call-A-Ride vans.

3. Partnership Goal

Through this MOU, CMT, SCCTD and BSD agree to work together to develop a MetroBus Transformation Project at the Emerson Park MetroLink Station in the City of East St. Louis that will increase transit patronage and City resident engagement and enhance public open space.

Partnership Goal: Implement a MetroBus Transformation Project at the Emerson Park MetroLink in East St. Louis, IL. (the “Project”)

4. Roles and Responsibilities

CMT will:

- i. Provide strategic oversight of the project on behalf of all Parties;
- ii. Manage the overall execution of the project on behalf of the Parties;
- iii. Lead selection of project design/project manager firm;
- iv. Coordinate site preparation activities with SCCTD and BSD;
- v. Cover the cost of project design/management (\$15,000);
- vi. Work with SCCTD to identify construction firm if needed to complete infrastructure work;
- vii. With the support of partners, build excitement with community members at the prospect of a new and engaging MetroBus infrastructure; and
- viii. Complete a post-build survey.

SCCTD will:

- i. Identify the site in collaboration with Parties;
- ii. Own the Project in its entirety, for the lifetime of the infrastructure, including the equipment purchased by SCCTD; Real estate will continued to be owned by Metro Transit;
- iii. Cover the cost of capital expenditures for the infrastructure construction (estimated \$50,000);
- iv. Cover the cost of community engagement through contract with Added Dimension (\$11,000);
- v. SCCTD will obtain or cause to be obtained all necessary city requirements, utility checks, permits, street closures, licenses and land ownership regarding the installation of the new bus stop infrastructure;
- vi. Coordinate site preparation activities with BSD, CMT and AARP;
- vii. Work with CMT to identify construction firm if needed to complete infrastructure work; and
- viii. Take sole responsibility for maintenance of the play infrastructure and supervise its use. SCCTD shall collaborate with AARP, CMT and BSD during the Project planning process to develop a maintenance program for the infrastructure and, with the support of BSD, shall maintain the infrastructure and the property before and after the Build Day to ensure a safe and attractive space.

BSD will:

- i. Provide access to the site for development of the infrastructure;
- ii. Provide proof of land ownership of the site evidenced by a letter from BSD showing approval for the Project;

- iii. With the support of all Parties, work with SCCTD (where applicable) to perform site preparation and remediation as necessary prior to installation. Needed site preparation will be confirmed after the design is completed and could include: pressure washing, removal of structures on the site, and removing grass and leveling the ground;
- iv. Provide insurance on the site; and.
- v. Provide continuing maintenance, upkeep and repair after the Project is complete.

5. Project Costs

SCCTD will cover the capital costs of the build as well as community engagements costs totaling an estimated \$61,000. CMT will cover project design and management costs of an estimated \$15,000.

6. Marketing

CMT shall jointly participate in marketing to promote programming and the Project executed through this Agreement with approval of each Party.

7. Timeline

The Project will take place over the course of 12 months, beginning October 1, 2020 — October 1, 2021, with the possibility of extending the Agreement as mutually agreed upon by all Parties.

8. Insurance

SCCTD shall obtain and maintain from no less than seven (7) days prior to the installation of the Project and for a minimum of one year after, commercial general liability insurance (providing coverage against liability for bodily injury, death and property damage that may arise out of or be based upon the use of the MetroBus infrastructure) with a limit of not less than one million dollars (\$1,000,000) per occurrence and which policy shall provide that CMT be given at least thirty (30) days prior written notice of any change or cancellation of coverage.

9. Indemnification

To the extent permitted by applicable law, SCCTD shall indemnify and hold harmless CMT and BSD and respective Commissioners, affiliates, directors, officers, managers, partners, members, shareholders, employees, agents and representatives from any and all losses, liabilities, claims, actions, fees and expenses (including interest and penalties due and payable with respect thereto, reasonable attorneys' and accountants' fees and any other reasonable out-of-pocket expenses) arising under, out of or in connection with any breach by SCCTD of this Agreement or resulting from the negligence of SCCTD in connection with the Project. This provision shall survive any termination or expiration of this Agreement.

CMT shall indemnify and hold harmless SCCTD and BSD and its respective Commissioners, affiliates, directors, officers, managers, partners, members, shareholders, employees, agents and representatives from any and all losses, liabilities, claims, actions, fees and expenses (including interest and penalties due and payable with respect thereto, reasonable attorneys' and accountants' fees and any other reasonable out-of-pocket expenses) arising under, out of or in connection with any breach by CMT of this Agreement or resulting from the negligence of CMT in connection with the Project. This provision shall survive any termination or expiration of this Agreement.

To the extent permitted by applicable law, BSD shall indemnify and hold harmless SCCTD and CMT and respective affiliates, directors, officers, managers, partners, members, shareholders, employees, agents and

representatives from any and all losses, liabilities, claims, actions, fees and expenses (including interest and penalties due and payable with respect thereto, reasonable attorneys' and accountants' fees and any other reasonable out-of-pocket expenses) arising under, out of or in connection with any breach by BSD of this Agreement or resulting from the negligence of BSD in connection with the Project. This provision shall survive any termination or expiration of this Agreement. By execution and performance of this Agreement, BSD does not intend to, nor shall it be deemed to have waived or relinquished any immunity or defense on behalf of the BSD and BSD's Commissioners, officers, directors, servants, employees, agents, successors or assigns.

10. Termination In the event that the SCCTD fails to make the payments required under Section V or otherwise breaches this Agreement, CMT and BSD may terminate this Agreement upon written notice to SCCTD of such termination.

In the event CMT fails to make the payments required under Section V or otherwise breaches the Agreement, SCCTD and BSD may terminate this Agreement upon written notice to CMT of such termination.

In the event BSD breaches the agreement, SCCTD and CMT may terminate this Agreement upon written notice to BSD of such termination..

11. Contact Information

Citizens for Modern Transit
Kim Cella, Executive Director
911 Washington, Suite 200
St. Louis, MO 63101
kcella@cmt-stl.org
314-231-7272

St. Clair County Transit District
Ken Sharkey, Managing Director
27 N. Illinois
Belleville, IL 62226

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

12. General Terms and Conditions

This agreement is effective when signed by each Party and as of the date of the final signature and will remain in effect until six (6) months after completion of the last installation as mutually agreed upon by the Parties.

By executing this Memorandum of Understanding where indicated below, each Party agrees, as of the date of the final signature, to be bound by the terms and provisions set forth above.

For: **CMT**

By: _____

Date: _____

Name: Kim Cella

Title: Executive Director

Address:

911 Washington, Suite 200

St. Louis, MO 63101

314-231-7272

Email: kcellacmt-stl.org

For **SCCTD:**

By: _____

Date: _____

For: **BSD:**

By: _____

Date: _____

Name: Ken Sharkey

Title: Managing Director

Address: 27 N. Illinois

Belleville, IL 62226

Email: ksharkeyscctd.org

Name: Taulby Roach

Title: President and CEO

Address: 211 North Broadway, Suite 700

St. Louis, MO 63102

Email: TRoach@bistatedev.org

Open Session Item

14

Tentative Schedule
Bi-State Development
Board of Commissioners
2021 Board and Committee Meeting Schedule*
(Meetings Begin at 8:30 a.m. unless otherwise noted)

Thursday, January 14, 2021 (Tentative)*

Safety & Security Committee

Friday, January 22, 2021 (Tentative)*

AFA Committee 8:30 AM

OPS Committee 9:30 AM

Friday, February 19, 2021

Board Meeting

Friday, March 19, 2021 (Tentative) *

AFA Committee 8:30 AM

(Budget Review Meeting)

OPS Committee 9:30 AM

Thursday, April 8, 2021 (Tentative)*

Safety & Security Committee

Friday, April 23, 2021

Board Meeting (Budget Approval)

Friday, May 21, 2021 (Tentative)*

AFA Committee 8:30 AM

OPS Committee 9:30 AM

Friday, June 25, 2021

Board Meeting

Thursday, August 12, 2021 (Tentative)*

Safety & Security Committee

Friday, August 20, 2021 (Tentative)*

AFA Committee 8:30 AM

OPS Committee 9:30 AM

Friday, September 24, 2021

Board Meeting

Thursday, October 7, 2021 (Tentative)*

Safety & Security Committee

Friday, October 15, 2021 (Tentative)*

AFA Committee 8:30 AM

OPS Committee 9:30 AM

Friday, November 19, 2021

Board Meeting

*Committee meeting dates are scheduled tentatively and will be confirmed by each Committee Chair.