



Board of Commissioners
Open Meeting
April 26, 2019
8:00 a.m.

Open Session Agenda

Notice of Meeting and Agenda

**Bi-State Development
Board of Commissioners
Friday, April 26, 2019, 8:00 a.m.**

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

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

Agenda	Disposition	Presentation
1. Call to Order	Approval	Chair Gully
2. Roll Call	Quorum	M. Bennett
3. Recognition of Former Commissioner Jeffrey Watson	Information	Chair Gully / T. Roach
4. Public Comment*	Information	Chair Gully
5. Minutes from February 22, 2019, Open Session Board of Commissioners Meeting	Approval	Chair Gully
6. Treasurer's Report	Information	Commissioner Holman
7. Report of the President	Information	T. Roach
8. Report of the Operations Committee	Information	Commissioner Buehlhorn
9. Report of the Audit, Finance & Administration Committee	Information	Commissioner Holman
10. Adjustment of Consent Agenda	Information	Chair Gully
11. Consent Agenda	Approval	Chair Gully
(a) Contract Award: Modjeski and Masters – MetroLink – Downtown Tunnel Repairs and Standpipe Replacement Design (Operations Committee Recommends Approval) (Resolution #956)	Approval	T. Roach / J. Mefford-Miller / C. Poehler / G. Smith / T. Nittler
(b) Contract Modification: Jacobs Engineering-General On-Call (GEC) Design and Engineering Consultant Services – Jacobs Engineering, Discipline Number 1 – Project No. 16-RFP-102111-CG (Operations Committee Recommends Approval) (Resolution #957)	Approval	T. Roach / J. Mefford-Miller / C. Poehler / G. Smith
(c) Board Policy, Section 70.050, Employee's Pension and 401(k) Retirement Savings Plan – Chairperson Appointment (Audit, Finance & Administration Committee Recommends Approval) (Resolution #958)	Approval	T. Roach / C. Stewart / D. Bentz
12. FY 2019 External Audit – Client Service Plan from RubinBrown	Information	T. Roach / M. Vago
13. 2019 Quarterly Financial Statements – Second Quarter Ending December 31, 2018	Information	T. Roach / M. Vago
14. 2019 Performance Indicators – Second Quarter Ending December 31, 2018	Information	T. Roach / M. Vago

Agenda	Disposition	Presentation
15. Quarterly Procurement Report – Second Quarter Fiscal Year 2019	Information	T. Roach / G. Smith
16. Pension Plans, 401(k) Retirement Savings Program & OPEB Trust Investment Performance Update as of December 31, 2018	Information	T. Roach / C. Stewart
17. Unscheduled Business	Approval	Chair Gully
18. Call of Dates for Future Committee Meetings	Information	M. Bennett
19. Adjournment to Executive Session:	Approval	Chair Gully
<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

5

**BI-STATE DEVELOPMENT
BOARD OF COMMISSIONERS MEETING
OPEN SESSION MINUTES
FRIDAY, FEBRUARY 22, 2019**

Board Members in Attendance

Missouri

Vernal Brown
Constance Gully, Chair
Aliah Holman, Treasurer
Frank Pestello
Rose Windmiller

Illinois

Michael S. Buehlhorn, Vice-Chair
Derrick Cox – via phone
Irma Golliday
Herbert Simmons
Justin Zimmerman, Secretary

Staff in Attendance

Taulby Roach, President and Chief Executive Officer
Barbara Enneking, General Counsel and Deputy Secretary
Myra Bennett, Manager of Board Administration
Jim Cali, Director Internal Audit
Jessica Mefford-Miller, Executive Director Metro Transit
Larry Jackson, Executive Vice President Administration
John Langa, Vice President Economic Development
Patti Beck, Director Communications
Mary Lamie, Executive Director St. Louis Regional Freightway
Diana Bentz, Vice President Organizational Effectiveness
Scott Grott, General Manager MetroLink
Kathy Brittin, Director Risk Management Safety & Claims
Mark Vago, Sr. VP Chief Financial Officer
Chris Poehler, Asst. Executive Director Engineering Systems
Matthew Hibbard, Social Media Communications Manager
Charles Stewart, Vice President, Pension & Insurance
Kevin Kloeber, Manager Insurance & Analysis
Kent Swagler, Director Corporate Compliance & Ethics
Tamara Fulbright, Sr. Director Financial Planning & Treasury
Angela Staicoff, Sr. Internal Auditor
David Toben, Director of Benefits
Trenise Winters, General Manager MetroBus
Amy Krekeler Weber, EEO Specialist
Brenda Krieger, Executive Assistant
Karl Tyminski, Sr. Internal Auditor/PT
Cynthia Davis, Director Program Development & Grants
Kerry Kinkade, VP Chief Information Officer
Evan Glantz, Executive Assistant
Jerry Vallely, External Communications Manager
Ted Zimmerman, Vice President Marketing & Communications

Michael Gibbs, Manager Financial Operations – Admin & Business Operations
Julie Stone, Vice President Strategic Initiatives
Sally Bender, Internal Auditor PT
Laurence A Rusbarsky, Director of Financial Planning & Budget
Sarah Clarke, Director Gateway Arch Operations
Lindsey Erb, Marketing & Communications Manager
Darcy Bates, Marketing & Communications Specialist
Andrew Ghiassi, Manager Safety & Loss Control
Victoria Potter, Controller
Vernice Kelly, Director of Human Resources
Jessica Gershman, Director Long Range Planning
Tim Nittler, Director Capital Projects
Lisa Burke, Executive Assistant
Michelle Stevens, Director of Corporate & Foundation Relations

Others in Attendance

Lurae Stewart, Assistant Vice President – WSP
Jim Wild, Executive Director, East-West Gateway
Joseph Bustos, Belleville News Democrat (BND)
Reggie Cavitt, ATU788 Retiree/CBTUFST
Kim Cella, CMT
Craig de Satnick, KSDK-TV

1. Open Session Call to Order

8:00 a.m. The Bi-State Development Board of Commissioners met on February 22, 2019 at Chair Gully called the Open Session Board Meeting to order at 8:00 a.m.

2. Roll Call

8:00 a.m. Roll call was taken as noted above.

Chair Gully noted that there has been a request to add a presentation to the Agenda from Ms. Lurae Stuart, Project Manager for WSP, regarding ‘MetroLink System Wide Security Assessment Recommendation’ as Item 7. A., under the Report of the President. She stated that if there are no objections from the Board, this item will be added to the Agenda. There being no objections Item 7. A was added to the Agenda.

3. Minutes of November 8, 2018, Open Session Executive Selection Committee Meeting

8:01 a.m. The November 8, 2018, Open Session Executive Selection Committee Meeting minutes were provided in the Board packet. A motion to approve the minutes was made by Commissioner Buehlhorn and seconded by Commissioner Holman. **Motion passed unanimously.**

4. Minutes of November 16, 2018, Open Session Board of Commissioners Meeting

8:01 a.m. The November 16, 2018, Open Session Board of Commissioners Meeting minutes were provided in the Board packet. A motion to approve the minutes was made by Commissioner Brown and seconded by Commissioner Holman. **Motion passed unanimously.**

5. Minutes of December 13, 2018, Open Session Board of Commissioners - Special Meeting

8:02 a.m. The December 13, 2018, Open Session Board of Commissioners - Special Meeting minutes were provided in the Board packet. A motion to approve the minutes was made by Commissioner Windmiller and seconded by Commissioner Buehlhorn. **Motion passed unanimously.**

6. Treasurer's Report

8:03 a.m. Commissioner Gully noted the Treasurer's Report, as included in the Board packet, was presented at the Audit, Finance, and Administration Committee on January 25, 2019. She asked Commissioner Holman, Treasurer, if she had anything to add regarding this item. Commissioner Holman stated that she has nothing to add, unless there are any questions from the Commissioners. Being no further discussion, Chair Gully moved to the next item on the agenda.

7. Report of President

8:03 a.m. Taulby Roach, President/CEO, stated that he would defer his President's Report in order to allow Ms. Lurae Stuart, WSP, to proceed with a review of the "MetroLink System Wide Security Assessment Report and Recommendation".

Lurae Stuart, Assistant Vice-President, WSP, and Jim Wild, Executive Director, East-West Gateway, were in attendance. Ms. Stuart presented a PowerPoint presentation to the Board, which gave an overview of the "MetroLink Security Assessment" project, which was initiated by East-West Gateway in May, 2018. It was noted that the initial goal of the project was to determine whether barriers or other infrastructure treatments would be more effective in deterring incidents on the MetroLink System; however, the assessment evolved into a third-party evaluation of Metro Transit's current security practices, including its partnerships with law enforcement and contracted security.

Ms. Stuart noted that the assessment examined and made recommendations in six areas, including: Security Strategy, Police and Security Staff, Procedures and Training, Fare Inspection, Crime Prevention through Environmental Design (CPTED), and Technology. She stated that the recommendations have been ranked by priority, and she noted that Metro Transit has already made progress implementing the recommendations across many of the categories.

Ms. Stuart reported that an electronic survey was developed to determine top security concerns, and over 1,800 individuals participated, with 1,669 indicating that they are current MetroLink riders. Top security concerns included lack of security presence on trains and passengers disregarding/unaware of ridership rules. Ms. Stuart stated that a Security Strategy was developed, which forms the basis for all recommendations, and includes the following:

- Development of a strategic plan and consensus building
- Use of data to inform system security
- Establishment of roles and responsibilities that support productive relationships among security partners
- Clarification of legal authority and establishment of appropriate accountability, transparency, and oversight of all security and policing staff
- Improvement of internal and external communications
- Coordination of security strategy with safety and emergency management
- De-politicizing conversations regarding Metro security.

Ms. Stuart noted additional recommendations in the areas of Policing/Security Staff, Procedures & Training, Fare Enforcement, Crime Prevention through Environmental Design (CPTED), and Technology as follows:

Policing/Security Staff:

- Align Metro Public Safety with security strategy and a focus on security, not policing
- Ensure the Metro Public Safety leadership is focused on relationships, understands transit security, and focuses on customer service
- Mediate and negotiate contracts with law enforcement partners, to ensure system coverage and strategic deployment
 - Include performance requirements, deployment coordination, metrics that can be measured for success
 - Emphasis on Community Policing, not enforcement
- Remove the privately-owned weapons of the Metro security
- Identify the appropriate number of staff per shift or assignment and determine staffing needs
- Base deployment strategies on good security data and on the real and perceived security needs
- Allocate Metro Public Safety to complement, not compete with, law enforcement
- Implement active and effective oversight for all security staff and contracted security / police
- Eliminate K-9 teams to better align with security strategy and optimize utilization of Metro Public Safety staff
- Establish positive working relationships among Metro, its internal and contracted security, and the law enforcement partners
- Remove ALL conflict from the public realm and deal with differences in closed meetings;

Procedures and Training:

- Develop transit-specific policing training and procedures to support transit community policing
- Develop security training for all phases of Metro
 - Security design and application
 - Security awareness
 - De-escalation
- Revise, train and implement procedures to manage security operations
- Address security training program goals in the Security Strategy
- Refresh MetroLink Code of Conduct
 - Post consistently through the system
 - Enforce the Code;

Fare Enforcement:

- Establish a legal authority for fare enforcement that considers proof-of-payment and affirms fair treatment

- Enforce fare policies, fairly and consistently
- Clearly state and post enforcement policies and define paid fare zones
- Manage implementation of new fare applications, considering fare enforcement
- Use fare enforcement as a tool to engage customers
- Provide extensive fare enforcement training
- Evaluate fare enforcement technology and provide tools for needs; and

Technology:

- Develop effective CCTV policies and training to address both safety/security and liability risk of the system
- Continue to advance efforts to share CCTV access with the appropriate law enforcement agency
- Implement redundant communication system technology
- Finalize and implement the singular shared radio frequency
- Develop communication protocol for an effective and professional communication environment
- All personnel trained to the same standards of use and operation of radio technology
- Update or supplement uniforms with high-visibility components.

Ms. Stuart noted the progress that Metro has already made towards these goals, which includes: 1) Strengthening relationships between Metro and law enforcement partners; 2) Deploying visible, effective and coordinated security personnel; 3) Creating safer spaces; and 4) Leveraging technology.

President/CEO Roach stated that this has been a collaborative process. He commended staff for their work, with special appreciation to Jessica Mefford-Miller for implementing several of these procedures, over the past several months. He stated that Metro is dedicated to listening to the community and their concerns, and we take those concerns to heart. Commissioner Holman added that she feels that the recommendation of “de-politicizing” these issues is essential in addressing these concerns.

Mr. Wild, East-West Gateway, noted that Metro has been participating in the discussions related to this study, and have been involved in this process. He noted that there will be a “Phase II” of this process, which will be developed in conjunction with all partners, as well as an “Information and Technology” Phase. Chair Gully thanked Ms. Stuart and Mr. Wild for the presentation and information.

8. Report of Operations Committee

8:18 a.m. Committee Chair Buehlhorn reported that the Operations Committee met on January 15, 2019, at 8:00 a.m., and the draft minutes of that meeting are contained in today’s Board Packet under Item #8. He noted that the Committee is introducing four (4) items on the Consent Agenda for Board consideration, with the Committee’s recommendation of approval. These items include the following:

Consent Agenda Item #11(a): Agreement with UMSL (Public Policy Administration Program) and Urban Land Institute-St. Louis for 2019 Offering of Chancellor’s Certificate in Fundamentals of Economic Development;

Consent Agenda Item #11(b): Contract Award: The Harlan Company for the Replacement of the Oil/Water Separator at the Brentwood Facility;

Consent Agenda Item #11(c): Amendment to the Second Memorandum of Agreement between Bi-State and the City of St. Louis; and

Consent Agenda Item #11(d): Contract Modification: Extension of Gateway Arch Riverfront Marketing Agency Services.

Commissioner Buehlhorn stated that a 2nd Quarter Operations Summary report was also provided at the Operations Committee meeting by Jessica Mefford-Miller, Executive Director, Metro Transit.

9. Report of the Audit, Finance & Administration Committee

8:18 a.m. Committee Chair Holman reported that the Audit, Finance & Administration Committee met in Open Session on January 25, 2019, at 8:00 a.m., and that the draft minutes of that meeting were contained in the Board packet under Item #9. She noted that there are no items on today's Consent Agenda from the Audit, Finance and Administration Committee. Committee Chair Holman reported that at the January meeting, the Committee approved the Revised FY2019 Internal Audit Work Plan, as well as the 2019 SSO Audit Work Plan. In addition, she stated that the following items were presented for information only, and were reviewed by the Committee:

- Treasury-Safekeeping Quarterly Accounts Audit – Ending September 30, 2018
- Internal Audit Status Report for the 2nd Quarter, FY2019
- Internal Audit Follow-Up Summary for the 2nd Quarter, FY2019
- Quarterly Financial Statements – First Quarter Ending September 30, 2018
- Performance Indicators – First Quarter Ending September 30, 2018
- FY 2020 Budget Update
- Treasurer's Report – First Quarter Ended September 28, 2018
- Quarterly Procurement Report – First Quarter Fiscal Year 2019

Commissioner Holman noted that a 2018 Pension Valuations Update Report and 401(K) Plan Audit update were provided for review by the Committee, and a Compliance and Ethics "State of the Agency" update was also presented.

10. Adjustment of Consent Agenda

8:21 a.m. There was no adjustment to the Consent Agenda.

11. Consent Agenda Item(s)

8:21 a.m. Consent Agenda Item(s):

- (a) Agreement with UMSL (Public Policy Administration Program) and Urban Land Institute-St. Louis for 2019 Offering of Chancellor's Certificate in Fundamentals of Economic Development (Operations Committee Recommends Approval) (Resolution #944)

- (b) Contract Award: The Harlan Company for the Replacement of the Oil/Water Separator at the Brentwood Facility (Operations Committee Recommends Approval) (Resolution #945)
- (c) Amendment to the Second Memorandum of Agreement between Bi-State and the City of St. Louis (Operations Committee Recommends Approval) (Resolution #946)
- (d) Contract Modification: Extension of Gateway Arch Riverfront Marketing Agency Services (Operations Committee Recommends Approval) (Resolution #947)

A motion to approve the Consent Agenda Items as presented was made by Commissioner Brown and seconded by Commissioner Holman. **Motion passed unanimously.**

8:22 a.m. Chair Gully noted that the following items were presented for information only, and asked if there were questions from Commissioners regarding any of these items.

- 12. Quarterly Financial Statements – First Quarter Ending September 30, 2018**
- 13. Performance Indicators – First Quarter Ending September 30, 2018**
- 14. FY 2020 Budget Update**
- 15. Quarterly Procurement Report – First Quarter Fiscal Year 2019**
- 16. Compliance and Ethics “State of the Agency”**

Being none, Chair Gully moved to Item #17.

17. Approval to Establish Bi-State Development E-mail addresses for Board of Commissioners

8:22 a.m. The briefing paper regarding the approval to establish Bi-State Development e-mail addresses for Board of Commissioners was provided in the Board packet. President/CEO Roach stated that he and Myra Bennett, Manager of Board Administration, had discussed issues that have been reported by Commission members, regarding a delay in the receiving of e-mails, as well as e-mail security issues. He noted that Ms. Bennett has worked with the IT Department in the establishment of Bi-State Development e-mail addresses for all Commissioners, and staff is asking for Board approval to proceed with this process. Commissioner Zimmerman stated that if the change will eliminate the delays, as well as aid in responding to open records request, he is in full support.

A motion to approve this agenda item as presented was made by Commissioner Zimmerman and seconded by Commissioner Holman. **Motion passed unanimously.**

18. Unscheduled Business

8:25 a.m. There was no unscheduled business.

19. Public Comment

8:26 a.m. Chair Gully asked if there was anyone in attendance who wished to address the Board. Being none, the Board of Commissioners moved to the next item of business.

20. Call of Dates for Future Board and Committee Meetings

8:25 a.m. The Board was advised of the upcoming meetings, as follows:

Audit, Finance & Administration Committee Meeting: Friday, March 22, 2019; 8:00 a.m.
Operations Committee Meeting: Tuesday, March 26, 2019; 8:00 a.m.
Board of Commissioners Meeting: Friday, April 26, 2019; 8:00 a.m.

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

8:26 a.m. Pursuant to the requirements of Section 10.080 (D) (1); (2); (3); (7); (10); (11); (16) and (17) of the Bi-State Development Agency’s Board Policy, Chapter 10, Chair Gully requested a motion to allow the Board to go into closed session.

A motion to go into Executive Session was made by Commissioner Holman and seconded by Commissioner Golliday. A roll call vote was taken as follows:

Vernal Brown – Yea	Michael S. Buehlhorn, Vice-Chair – Yea
Constance Gully, Chair – Yea	Derrick Cox, (via phone) – Yea
Aliah Holman, Treasurer – Yea	Irma Golliday – Yea
Frank Pestello – Yea	Herbert Simmons – Yea
Rose Windmiller – Yea	Justin Zimmerman, Secretary – Yea

Motion passed unanimously, and the Open Session meeting was adjourned at 8:27 a.m.

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY OF THE MISSOURI-
ILLINOIS METROPOLITAN DISTRICT APPROVING AN AGREEMENT
WITH THE URBAN LAND INSTITUTE AND THE UNIVERSITY OF
MISSOURI-ST. LOUIS FOR 2019 CHANCELLOR'S CERTIFICATE IN
FUNDAMENTALS OF ECONOMIC DEVELOPMENT**

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, 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 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

Whereas, BSD is partnering with the Urban Land Institute (ULI) and the University of Missouri-St. Louis (UMSL) to provide the Chancellor's Certificate in Fundamentals of Economic Development, to be offered March – May, 2019. This UMSL certificate is a continuing education, non-credit course designed primarily for local governmental officials from the bi-state St. Louis region, but may also benefit participants from the private, nonprofit, and university sectors who wish to develop a knowledge of economic development principals; and

Whereas, the course consists of eight, three-hour modules that can be taken as a whole or as individual modules and BSD executives will participate as guest speakers. Upon completion of the course, UMSL has agreed to share 30% of the revenues after expenses with BSD and 30% with ULI, in recognition of the support and partnering in course design, administration and implementation; and

Whereas, it is feasible, necessary and in the public interest for the Agency to enter into an Agreement with the Urban Land Institute and the University of Missouri-St. Louis for the 2019 Chancellor's Certificate in Fundamentals of Economic Development, in accordance with the terms and conditions described herein.

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

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

Section 2. Approval of the Agreement. The Board of Commissioners hereby approves the Agreement with the Urban Land Institute and the University of Missouri-St. Louis for the 2019 Chancellor's

Certificate in Fundamentals of Economic Development, under and pursuant to this Resolution and the Compact for the authorized Agency purposes set forth in the preambles hereof and subject to the conditions hereinafter provided.

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

Section 4. Actions of Officers Authorized. The officers of the Agency, 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 5. Severability. It is hereby declared to be the intention of the Board of Commissioners that each and every part, section and subsection of this Resolution shall be separate and severable from each and every other part, section and subsection hereof and that the Board of Commissioners intends to adopt each said part, section and subsection separately and independently of any other part, section and subsection. In the event that any part, section or subsection of this Resolution shall be determined to be or to have been unlawful or unconstitutional, the remaining parts, sections and subsections shall be and remain in full force and effect, unless the court making such finding shall determine that the valid portions standing alone are incomplete and are incapable of being executed in accordance with the intent of this Resolution.

Section 6. Rights Under Resolution Limited. No rights shall be conferred by this Resolution upon any person or entity other than the Agency, the Urban Land Institute, and the University of Missouri-St. Louis.

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

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

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

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

ADOPTED by the Board of Commissioners of The Bi-State Development Agency of the Missouri-Illinois Metropolitan District this 22nd day of February, 2019.

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

Constance Gully
Chair

[SEAL]

ATTEST:

By

Bessie Ruby
Deputy Secretary to the Board of Commissioners

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
APPROVING THE AWARD OF CONTRACT TO THE HARLAN COMPANY
FOR THE REPLACEMENT OF THE OIL/WATER SEPARATOR AT THE
BRENTWOOD BUS FACILITY**

PREAMBLES:

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

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

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

Whereas, this Project is funded through FTA grant MO-54-2016-026 and Proposition M funds; and

Whereas, several years ago, the originally constructed Oil/Water Separator at the Brentwood MetroBus Facility failed; and

Whereas, the existing separator was taken out of service, cleaned and filled with gravel; and

Whereas, it is the intent of this project to remove the gravel that was previously placed, fill the old separator with flowable fill, and install a new Oil/Water Separator, along with all necessary plumbing connections and grading at the site; and

Whereas, on July 16, 2018, BSD issued Solicitation No. 18-SB-105225-CB for the replacement of the Oil/Water Separator at the Brentwood Bus Facility. The sealed bid was advertised in BSD's iSupplier Portal, which is BSD's web-based communication tool, structured to allow bidders full and open access to view, communicate, and submit bids on active solicitations. Sixty-one (61) companies viewed the invitation to bid and were provided an electronic copy of the solicitation. Three companies (3) responded that they would bid; however, only one company officially provided a bid; and

Whereas, on August 14, 2018, one bid was received from The Harlan Company in the amount of \$404,800 for the proposed work, and the revised cost proposal is within 4.4% of the Engineer's Estimate; and

Whereas, it is feasible, necessary and in the public interest for the Agency to approve the award of a sole source contract to The Harlan Company, in the amount of \$404,800 for construction services to replace the Oil/Water Separator at the Brentwood Bus Facility, with a contract period not to exceed eight months, in accordance with the terms and conditions described herein.

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

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

Section 2. Approval of the Sole Source Contract. The Board of Commissioners hereby approves the award of a sole source contract to The Harlan Company, in the amount of \$404,800 for construction services to replace the Oil/Water Separator at the Brentwood Bus Facility, with a contract period not to exceed eight months, under and pursuant to this Resolution and the Compact for the authorized Agency purposes set forth in the preambles hereof and subject to the conditions hereinafter provided

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

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

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

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

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

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

ADOPTED by the Board of Commissioners of The Bi-State Development Agency of the Missouri-Illinois Metropolitan District this 22nd day of February, 2019.

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

Constance Gully
Chair

[SEAL]

ATTEST:

By

Deborah Pinkney
Deputy Secretary to the Board of Commissioners

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
APPROVING AN AMENDMENT TO THE SECOND MEMORANDUM OF
AGREEMENT BETWEEN BI-STATE DEVELOPMENT AGENCY AND THE
CITY OF ST. LOUIS, EXTENDING THE TERM OF THE AGREEMENT
AND REQUIRING ISSUANCE OF PERMITS**

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, the Collected Board Policies contain no provision applicable to the approval required for the Intergovernmental Agreement; 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

Whereas, on May 15, 2006, the City of St. Louis and BSD entered into a Memorandum of Agreement ("Agreement"), as amended by the Amendment to the Memorandum of Agreement, dated February 16, 2007, for BSD to place a heliport on the city Riverfront and to allow the riverboat docking barge to occupy wharf frontage on the St. Louis Riverfront; and

Whereas, the Second Memorandum of Agreement ("Second MOA"), dated December 31, 2011, extended the Memorandum of Agreement until December 31, 2018, and BSD is currently operating under annual permits granted by the City Department of Streets under the terms set forth in the above Second MOA; and

Whereas, it is feasible, necessary and in the public interest for the Agency to approve the Amendment to the Second Memorandum of Agreement, in order to extend the term of the Second MOA until December 31, 2022, and to require the City Department of Streets to continue to issue the Riverboat Permit, Dock Barge Permit, and Heliport Permit during the extended term of the Second MOA, 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 Amendment to the Agreement. The Board of Commissioners hereby approves the Amendment to the Second Memorandum of Agreement, by and between the Agency and the City of St. Louis, Missouri, in order to extend the term of the Second MOA until December 31, 2022, and to require the City Department of Streets to continue to issue the Riverboat Permit, Dock Barge Permit, and Heliport Permit,

during the extended term of the Second MOA, 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 Amendment to 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 City of St. Louis.

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 Amendment to the Agreement.

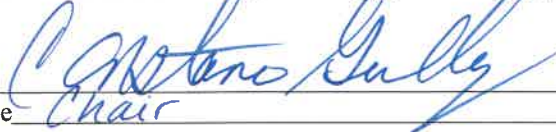
Section 8. Payment of Expenses. The Senior Vice President and CFO is hereby authorized and directed to pay or cause to be paid all costs, expenses and fees incurred in connection with or incidental to this Resolution and Amendment to the Agreement.

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 22nd day of February, 2019.

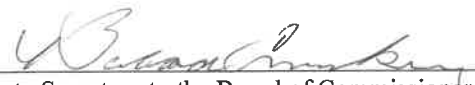
In Witness Whereof, the undersigned has hereto subscribed her signature and caused the Seal of the Agency to be affixed.

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

By 
Title Chair

[SEAL]

ATTEST:

By 
Deputy Secretary to the Board of Commissioners

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
MODIFYING AND EXTENDING A CONTRACT WITH MARING WEISSMAN
(D/B/A DOVETAIL) FOR MARKETING SERVICES FOR GATEWAY ARCH
RIVERFRONT**

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) requires Board approval to approve procurements for a contract term, including options, which exceed five (5) years and Competitive Negotiation Procurements which exceed \$500,000, and §50.010(G)(2) requiring Board approval for contract extensions in excess of 180 days; and

Whereas, In March 2014, Bi-State Development (BSD) awarded a five (5) year Contract to Maring Weissman (D/B/A Dovetail) to provide marketing services to assist in the development and implementation of marketing activities for the Gateway Arch Riverfront, including marketing, advertising and web development; and

Whereas, the contract was for three (3) base years and two (2) option years (March 14, 2014 – March 13, 2019). Currently, the contract is in Option Year 2 – March 14, 2018 – March 13, 2019; the annual contract amount for all five years is \$331,250 for a five-year not-to exceed total of \$1,656,250; and

Whereas, in September 2016, Board of Commissioners approval was obtained to expand the scope and overall contract for the purpose of rebranding the Gateway Arch Riverfront to reflect the new visitor experience as a result of the CityArchRiver (CAR) project and other changes at Jefferson National Expansion Memorial (now Gateway Arch National Park) at cost of \$816,750; which increased the not-to-exceed cost to \$2,473,000; and

Whereas, the current contract option year ends at what is effectively the beginning of the 2019 tourist season for the Gateway Arch and Riverboats, and for the purposes of continuity of services through the end of the 2019 tourist season, a 180-day contract extension is being recommended, with an additional associated cost of \$208,618.08, to cover the extended period of performance, with a total revised contract amount not to exceed \$2,681,618.08; and

Whereas, it is feasible, necessary and in the public interest for the Agency to approve modifications to the contract with Dovetail, Inc. to extend the contract six (6) months, increasing the contract amount by \$208,618.08, for the purpose of continuity of services, with a total revised contract amount not to exceed \$2,681,618.08, 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 Modification and Extension. The Board of Commissioners hereby approves modifications to the contract with Dovetail, Inc. to extend the contract six (6) months, increasing the contract amount by \$208,618.08, for the purpose of continuity of services, with a total revised contract amount not to exceed \$2,681,618.08, 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 Modification and Extension 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 Maring Weissman (D/B/A Dovetail).

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 Modification and Extension.

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

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 22nd day of February, 2019.

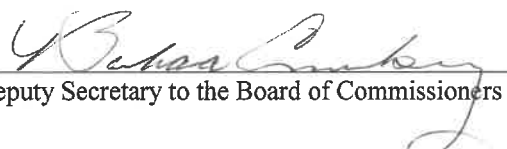
In Witness Whereof, the undersigned has hereto subscribed her signature and caused the Seal of the Agency to be affixed.

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

By 
Title Chair

[SEAL]

ATTEST:

By 
Deputy Secretary to the Board of Commissioners

Open Session Item

6

**BI-STATE DEVELOPMENT
TREASURER'S REPORT
Quarter Ended December 31, 2018**

INVESTMENTS

Yields:

Bi-State investments had an average yield of 2.04% for the month of December, up from 1.78% in September. The Federal Reserve raised the Federal Funds Rate to 2.5% in December, the fourth increase in 2018. Further rate hikes in 2019 are uncertain, due to the concerns over a slowdown in global economic growth, and volatility in the financial markets.

Invested Funds:

In December, Bi-State directed approximately \$218 million of cash and investments. Approximately 37% of the invested funds were invested in U.S. Treasury or U.S. Government Agency securities, and 2% were invested in collateralized Certificates of Deposit (CDs). The balance was invested in AAA rated money market funds. The average maturity of Bi-State investments was approximately 113 days.

DEBT MANAGEMENT

Debt Restructuring, 2013:

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

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

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

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

Arch Tram Revenue Bonds, 2014:

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

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

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

Capital Leases:

Bi-State has one remaining capital lease, its 2001 LRV Lease (C1, C2 Tranches). In February 2011, staff negotiated a default cure agreement with the 2001 C1 C2 lease investor. The agreement provided that Bi-State deposit additional collateral with the lease trustee, of which the St. Clair County Transit District (SCCTD) provided 70%. Our current collateral requirement is approximately \$6.9 million.

FUEL HEDGING

In December, in conjunction with its diesel fuel hedging program, Bi-State had a *realized gain* of approximately \$19 thousand and an *unrealized loss* of approximately \$174 thousand on the sale of Home Heating Oil #2 futures contracts. December oil prices ended the month at \$45.41 a barrel, a 38% decrease since the end of September. Generally, as the price of oil increases, the value of Bi-State's future positions also increases. A gain in the futures partially offsets the actual increase in the cost of diesel fuel. If oil prices drop, the value of the futures decline. An increase in unrealized gains generally indicates that the price of fuel is rising, and losses generally indicate oil prices are falling.



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

12/31/2018

Section 1 Bank/Issuer Summary

BI-STATE DIRECTED * <i>all non debt/lease assets, inc. Prop M:</i>	CASH	CERTIFICATES OF DEPOSIT	REPURCHASE AGREEMENTS	OTHER	GOVERNMENT SECURITIES	COMMERCIAL PAPER\ BA's	TOTAL	MARKET VALUE	NOTES
BANK OF AMERICA MERRILL LYNCH	1,522,852	0	0	0	0	0	1,522,852	1,522,852	FDIC\tri-party collateral(deposits).
BLACK ROCK	0	0	0	42,659,064	0	0	42,659,064	42,659,064	Money Market Fund (Govt. Securities).
COMMERCE BANK	0	1,560,216	0	0	0	0	1,560,216	1,560,216	FDIC\FRB collateral.
FIDELITY	0	0	0	46,636,139	0	0	46,636,139	46,636,139	Money Market Fund (First Tier\Prime)
INVESCO	0	0	0	20,644,918	0	0	20,644,918	20,644,918	Money Market Fund (First Tier\Prime)
JEFFERSON BANK & TRUST	56,198	0	0	0	0	0	56,198	56,198	FDIC; repo collateral held at JBT.
JP MORGAN CHASE	(157,215)	0	0	0	0	0	(157,215)	(157,215)	FDIC (bank acct.)MMKT (First Tier\Prime)
OPTUM	15,429	0	0	0	0	0	15,429	15,429	FDIC\FRB collateral.
BENEFLEX	4,307	0	0	0	0	0	4,307	4,307	FDIC\FRB collateral.
HEALTHSCOPE	50,370	0	0	0	0	0	50,370	50,370	FDIC\FRB collateral.
PNC BANK	14,796,151	0	0	3,306,144	0	0	18,102,295	18,102,295	FDIC\FRB collateral.
RBC DAIN RAUSCHER	0	0	0	2,440,180	0	0	2,440,180	2,440,180	Commodities Margin Acct. (fuel hedging)
RJ O'BRIEN	0	0	0	1,066,501	0	0	1,066,501	1,066,501	Commodities Trading Acct. (fuel hedging)
RELIANCE BANK	0	3,043,800	0	0	0	0	3,043,800	3,043,800	FDIC\FRB collateral.
U.S. BANK	(124,546)	0	0	0	0	0	(124,546)	(124,546)	FDIC\FRB Collateral.
FARM CREDIT BANK	0	0	0	0	32,388,217	0	32,388,217	32,169,097	Safekept at Bank of America (BOA).
FEDERAL HOME LOAN BANK	0	0	0	0	18,215,480	0	18,215,480	18,128,102	Safekept at Bank of America (BOA).
U.S. TREASURY	0	0	0	0	29,094,906	0	29,094,906	29,162,258	Safekept by BOA or designated agent.
OTHER	442,242	0	0	0	0	0	442,242	442,242	
sub-total Bi-State directed	16,605,788	4,604,016	0	116,752,946	79,698,603	0	217,661,353	217,422,207	
TRUSTEE DIRECTED DEBT ISSUES									
Cross County Bonds Series 2009, 2013 BANK OF NEW YORK -MELLON TRUST									
BANK OF NEW YORK	0	0	0	0	0	0	0	0	FDIC Insured.
GOLDMAN	0	0	0	9,022,278	0	0	9,022,278	9,022,278	Money Market Fund (First Tier\Prime).
FEDERATED GOVT OBLIG	0	0	0	0	0	0	0	0	Safekept at Bank of New York
MORGAN STANLEY	0	0	0	0	0	0	0	0	Safekept at Bank of New York
GOVERNMENT AGENCIES	0	0	0	0	26,232,253	0	26,232,253	26,169,031	Safekept at Bank of New York
MUNICIPAL BONDS	0	0	0	0	6,389,370	0	6,389,370	6,334,577	Safekept at Bank of New York
U.S. TREASURY	0	0	0	0	0	0	0	0	Safekept at Bank of New York
sub-total	0	0	0	9,022,278	32,621,623	0	41,643,901	41,525,886	
SUB-TOTAL TRUSTEE (BONDS)	0	0	0	9,022,278	32,621,623	0	41,643,901	41,525,886	
SUB-TOTAL BI-STATE AND TRUSTEE	16,605,788	4,604,016	0	125,775,224	112,320,226	0	259,305,254	258,948,093	
LRV Lease\Leaseback 2001 C1 C2									
FSA\AIG	0	0	0	114,354,594	0	0	114,354,594	114,354,594	Guaranteed Investment Contract (GIC).
US TREASURY	6,998,262	0	0	0	0	0	6,998,262	6,998,262	Safekept by Lease Trustee.
sub-total	6,998,262	0	0	114,354,594	0	0	121,352,856	121,352,856	
sub-total leases	6,998,262	0	0	114,354,594	0	0	121,352,856	121,352,856	
GRAND TOTAL	\$23,604,050	\$4,604,016	\$0	\$240,129,818	\$112,320,226	\$0	\$380,658,110	\$380,300,949	

* Please refer to Pages 5 and 10 for explanatory notes and credit ratings.

+ ABBREVIATIONS (above):
FDIC- Federal Deposit Insurance Corp.
FRB - Federal Reserve Bank

INVESTMENT CATEGORY DESCRIPTIONS

CASH: Demand deposit accounts. Some accounts are consolidated by bank for presentation purposes. Negative balances generally reflect check float. Bi-State's bank accounts are protected either by Federal Deposit Insurance Corporation (FDIC), or collateralized with securities pledged to Bi-State and held either in a segregated customer account, tri-party account, or at the Federal Reserve.

CERTIFICATES OF DEPOSIT: Non-negotiable certificates of deposit, protected by FDIC insurance, AAA rated surety or Letter of Credit, or collateralized with securities placed in joint safekeeping with Bi-State at the Federal Reserve Bank.

BANKER'S ACCEPTANCE (BAs): Negotiable investment instruments created by banks to finance commercial trade transactions. Bi-State's investment policy permits purchase of BAs only from banks rated "B" or better by Fitch Ratings (formerly Thomson BankWatch-see ratings descriptions below).

REPURCHASE AGREEMENTS (REPOs): An investment created by the simultaneous sale and repurchase of a security (usually a government security) for different settlement dates. Bi-State's repos are collateralized with securities held in segregated customer accounts, or at the Federal Reserve.

OTHER: Interest checking, money market funds, guaranteed investment contracts (GICs) and investment agreements. Also includes fuel hedging related accounts. Bi-State's policy restricts use of money market funds to Triple A rated institutional funds which have over \$500 million in assets.

GOVERNMENT SECURITIES: Securities (bills, discount notes, strips, coupon notes and bonds), issued by the U.S. Treasury or U.S. Government Agencies. Some securities are subject to "call" (redemption before stated final maturity).

COMMERCIAL PAPER: Short-term unsecured promissory note that is the obligation of the issuing entity, generally a large corporation (see ratings descriptions below).

NOTE: Permitted Bi-State investments are specified in Board Policy 30.040. All investments are shown at cost, unless otherwise noted. Market values shown for government securities or commercial paper are considered "subject to market" and provided for informational use only. Cost or par approximates market for other investments, and some of these may be subject to penalty for early redemption.

CREDIT QUALITY RATING DEFINITIONS (also see Page 9)

Standard & Poor's, Moody's Investor Services, Fitch:

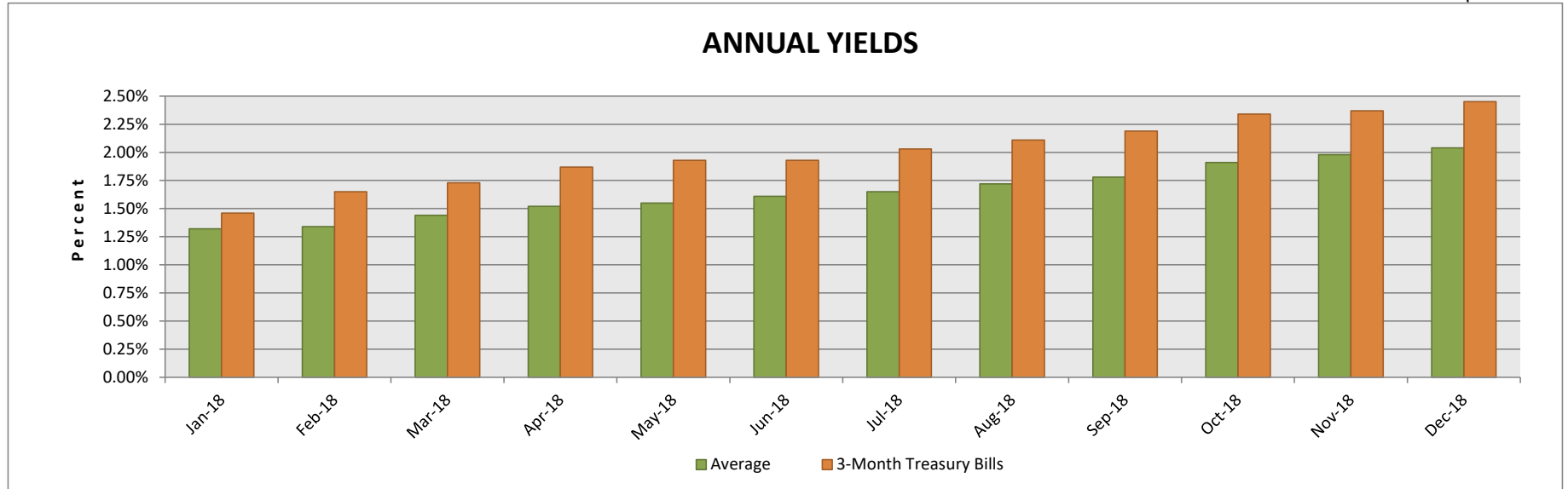
AAA Standard & Poor's, Moody's and Fitch rate credit quality on an A to C scale, with A generally regarded as "upper investment grade" and C as "speculative" (D would indicate default). Within each category are different gradients. The triple A rating indicates that the issuer's long term unsecured debt rating or specific investment instrument (such as money market funds) are of the highest credit quality (lowest expectation of risk.) The AAA rating is assigned only when there is exceptionally strong capacity for timely payment of financial commitments.

A1-P1 Commercial Paper issues rated "A-1 by Standard and Poor's and "P-1" by Moody's have the greatest capacity for timely payment (least risk). Bi-State's investment policy permits purchase of A2-P2 commercial paper from issuers with a business presence in the St. Louis region.

**BI-STATE DEVELOPMENT
ANNUAL INVESTMENT REPORT
FOR MOST CURRENT 12 MONTHS**

Funds (ooo's omitted)	Jan-18	Feb-18	Mar-18	Apr-18	May-18	Jun-18	Jul-18	Aug-18	Sep-18	Oct-18	Nov-18	Dec-18
Bi-State Investments	160,844	170,607	160,952	164,817	159,830	160,115	164,121	147,195	139,434	179,184	172,679	172,578
Bi-State Prop M Investments	47,373	47,220	47,429	45,519	45,871	46,034	46,107	45,691	43,847	45,384	45,217	45,084
Total	208,217	217,827	208,381	210,336	205,701	206,149	210,228	192,886	183,281	224,568	217,896	217,662
Trustee Investments	44,201	46,677	49,027	41,265	43,979	46,243	52,979	57,619	64,184	36,650	39,401	41,643

Yields\Rates Information	Jan-18	Feb-18	Mar-18	Apr-18	May-18	Jun-18	Jul-18	Aug-18	Sep-18	Oct-18	Nov-18	Dec-18
Bi-State	1.32%	1.34%	1.44%	1.53%	1.57%	1.63%	1.68%	1.77%	1.80%	1.95%	2.02%	2.07%
Prop M	1.31%	1.32%	1.42%	1.48%	1.49%	1.54%	1.55%	1.56%	1.70%	1.78%	1.83%	1.95%
Average	1.32%	1.34%	1.44%	1.52%	1.55%	1.61%	1.65%	1.72%	1.78%	1.91%	1.98%	2.04%
Trustee	1.76%	1.88%	1.91%	1.96%	1.96%	2.00%	1.97%	2.03%	2.24%	2.26%	2.25%	2.33%
3-Month Treasury Bills	1.46%	1.65%	1.73%	1.87%	1.93%	1.93%	2.03%	2.11%	2.19%	2.34%	2.37%	2.45%
1 Year Treasury	1.90%	2.07%	2.09%	2.24%	2.23%	2.33%	2.44%	2.46%	2.59%	2.69%	2.70%	2.63%
Fed Funds (target)	1.50%	1.50%	1.75%	1.75%	1.75%	2.00%	2.00%	2.00%	2.25%	2.25%	2.25%	2.50%
20-Year Municipals	3.72%	3.85%	3.89%	3.97%	3.78%	3.87%	3.90%	3.96%	4.18%	4.30%	4.22%	4.10%
SIFMA (BMA) Index (month end)	1.08%	1.09%	1.59%	1.61%	1.06%	1.51%	1.29%	1.56%	1.56%	1.61%	1.69%	1.63%



Diesel Fuel Hedging Program - FY 2019

	Diesel Fuel Budget \ Actual Comparison:	Dec-18	Year to Date	Life to Date
a	Gallons consumed-actual	465,772	2,808,963	87,890,206
b=(c/a)	Average cost per gallon-actual	\$ 1.98	\$ 2.22	\$ 2.11
c	Total Diesel Fuel Cost-Actual	\$ 921,623	\$ 6,249,152	\$ 185,096,135
d	Gallons consumed- budget	460,196	2,811,192	91,775,713
e=(f/d)	Average cost per gallon- budget	\$ 1.85	\$ 1.85	\$ 2.31
f	Total Diesel Fuel Cost- Budget	\$ 851,363	\$ 5,200,705	\$ 211,696,110
g=(f-c)	Budget Variance (Unfavorable)	\$ (70,260)	\$ (1,048,447)	\$ 26,599,975
h	Realized Futures Gains (Losses)	\$ 18,787	\$ 965,693	\$ (183,483)
i=(c-h)	Net Cost of Fuel	\$ 902,836	\$ 5,283,459	\$ 185,279,618
j=(i-f)	Net Budget Variance (Unfavorable)	\$ (51,473)	\$ (82,754)	\$ 26,416,492
j=(i/f)	Net Cost of Fuel, Per Gallon, inc. Hedge	\$ 1.94	\$ 1.88	\$ 2.11
k=(e-i)	Net Budget Variance Per Gallon	\$ (0.09)	\$ (0.03)	\$ 0.20

Futures Activity:		Price of Barrel of Oil:	
		Date	Price
Futures Contracts Purchased	32		
Futures Contracts Sold	16	08/31/2018	\$ 69.80
Futures Contracts Net Change at month end	(16)	09/28/2018	\$ 73.25
Total Open Futures Contracts, at month end	138	10/31/2018	\$ 65.31
Futures Contracts Unrealized Gain/(Loss) *	(\$174,224)	11/30/2018	\$ 50.93
(% of Estimated Future Consumption)	81%	12/31/2018	\$ 45.41

* = At month end

Explanatory Notes:

Consumption budgeted at approximately 120,000 gallons per week.

Current diesel contracts: diesel =Platts +10.17 cents per gal.; B2 diesel= Platts + 10.93 cents per gal.

A futures contract equals 42,000 gallons.

Numbers above rounded.

Amounts do not include transaction or consulting costs.

Futures Contracts are purchased from Feb2018 through May 2020 (16 months).

Background:

Linwood Capital is a consultant retained by Bi-State since April 2004 to assist with its energy price risk management program.

Bi-State manages the cost of fuel by utilizing purchase of exchange traded futures, specifically NYMEX Heating Oil#2 (HO#2) futures.

Generally, as oil prices increase, the value of the futures goes up, and acts to partially offset the actual increase in the price of fuel.

**Bi-State Development
Monthly Investment Report
Report of Term Investment* Purchases: December 2018**

Item	Investment:	Par Amount	Settled	Maturity Date	Term(days)	Yield	Purchased From	Fund
1	Collateralized CD	\$ 1,560,216	12/20/18	12/20/19	365	2.62%	Commerce Bank	Prop M County
	Total	\$ 1,560,216						
					365	2.62%		

Notes:

* Investments with an original term of over 14 days.

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

Depository Banks:	Long-Term Debt Rating			Short-Term Debt Rating			Fitch Bank Rating
	S&P	Moody's	Fitch	S&P	Moody's	Fitch	
Bank of America, N.A.	A+	Aa3	AA	A-1	P-1	F1+	NA
Commerce Bank	A	A2		A-1	P-1		NA
PNC Bank	A	Aa2	AA-	A-1	P-1	F1+	NA
Trust Companies:							
Bank of New York Mellon Trust	AA-	Aa1	AA+	A-1+	P-1	F1+	NA
Money Market Funds:							
	S&P			Moody's			
Black Rock Fed Trust	AAAm			Aaa-mf			
Black Rock Temp	AAAm			Aaa-mf			
Black Rock T Fund	AAAm			Aaa-mf			
FFI Treasury Fund	AAAm			Aaa-mf			
Columbia (BOA/Merrill) Money Market Reserves	AAAm			Aaa-mf			
Columbia (BOA/Merrill) Government	AAAm			Aaa-mf			
Dreyfus Government Cash Management	AAAm			Aaa-mf			
Federated Treasury	AAAm			Aaa-mf			
Federated Government	AAAm			Aaa-mf			
Fidelity Government	AAAm			Aaa-mf			
Fidelity Treasury	AAAm			Aaa-mf			
Goldman Financial Government	AAAm			Aaa-mf			
Invesco Government and Agency	AAAm			Aaa-mf			
Wells Fargo Treasury	AAAm			Aaa-mf			
Other:	Long-Term Debt Rating						
	S&P	Moody's	Fitch				
AIG (2001 LRV Lease)	A+	A2	A+	NA = Fitch overall bank ratings or LT debt ratings have been withdrawn			
U.S. Treasury	AA+	Aaa	AAA				
Federal Home Loan Bank (FHLB)	AA+	Aaa					
Federal Farm Credit Bank (FCB)	AA+	Aaa	AAA				

Bi-State Development				
Mass Transit Sales Tax Appropriation Cross-County Bonds & St Louis County Loan				
Series	2009	2013		Total Cross County
	Refunding	2013A Bonds	2013B Loan	
Issue date	9-Nov-09	1-Aug-13	1-Aug-13	
Principal (original)	\$97,220,000	\$381,225,000	\$75,000,000	
Principal (currently outstanding)	\$97,220,000	\$281,805,000	\$135,000,000	\$514,025,000
Lien on 1\4 cent Prop M, Prop M2, Prop A tax	Senior	Senior	Subordinate	
Stand alone credit rating (S&P\Moody's)	AA+\Aa3	AA+\Aa2	NA	
Maturity date(s)	2023 – 2039	2048	2053	
Optional Call Date	2019	Various	Anytime	
Optional Put Date	NA	NA	2018	
Interest rate mode	Fixed	Fixed	1% + SIFMA	
Rate	4.50%-5.00%	3.00%-5.00%	1.02%-1.06%	
Interest pmt. Dates (4/1 &10/1)	April, October	April, October	April, October	
Annual debt service:				
Interest - FY 2019	\$4,767,975	\$14,027,937	\$1,413,000	\$20,208,912
Principal - (Previous payment 10/1/18 - \$9,030,000) (next payment 10/1/19 - \$9,630,000)	\$0	\$9,630,000	\$0	\$9,630,000
total princ.&int.	\$4,767,975	\$23,657,937	\$1,413,000	\$29,838,912
Debt Service Reserve Fund (DSRF)	\$9.1 million in DSRF with bond trustee, BONY-Mellon.	\$23.7 million in DSRF with bond trustee, BONY-Mellon.	NA	
Other	Refunded balance of 2002 A	Refunded Series 2002A,B,C, 2007, and Series 2010B	Refunded Series 2010A Bonds	

Open Session Item

8 & 9

**BI-STATE DEVELOPMENT
COMBINED OPERATIONS / AUDIT, FINANCE & ADMINISTRATION
COMMITTEE MEETING
OPEN SESSION MINUTES
March 26, 2019**

Operations Committee Members in Attendance

Michael S. Buehlhorn, Chair
Derrick Cox
Irma Golliday
Vernal Brown
Rose Windmiller

Other Commissioners in Attendance

Herbert Simmons
Frank Pestello (absent)

Audit, Finance & Administration Committee Members in Attendance

Aliah Holman, Chair
Constance Gully (absent) – *Entered the meeting at 8:06 a.m.*
Justin Zimmerman (absent)

Staff in Attendance

Taulby Roach, President and Chief Executive Officer
Barbara Enneking, General Counsel and Deputy Secretary
Myra Bennett, Manager of Board Administration
Jim Cali, Director Internal Audit
Jessica Mefford-Miller, Executive Director Metro Transit
Larry Jackson, Executive Vice President Administration
John Langa, Vice President Economic Development
Patti Beck, Director Communications
Mary Lamie, Executive Director St. Louis Regional Freightway
Scott Grott, General Manager MetroLink
Kathy Brittin, Director Risk Management Safety & Claims
Mark Vago, Sr. VP Chief Financial Officer
Chris Poehler, Assistant Executive Director Engineering Systems
Matthew Hibbard, Social Media Communications Manager
Charles Stewart, Vice President, Pension & Insurance
Diana Wagner-Hilliard, Director Workforce Diversity/EEO
Kent Swagler, Director Corporate Compliance & Ethics
Tamara Fulbright, Sr. Director Financial Planning & Treasury
Kelli Fitzpatrick, Sr. Internal Auditor/PT
David Toben, Director of Benefits
Amy Krekeler-Weber, EEO Specialist
Brenda Krieger, Executive Assistant
Cynthia Davis, Director Program Development & Grants

Jerry Vallely, External Communications Manager
Michael Gibbs, Manager of Financial Operation, Admin & Business Operations
Sally Bender, Internal Auditor
Jeff Braun, Director of Real Estate
Larry Rusbarsky, Director of Financial Planning and Budget
Carmen Brothers, Retirement Plan Manager
Tim Nittler, Director of Capital Projects
Vernice Kelly, Director of Human Resources
Ted Zimmerman, Vice President Marketing & Communications
Darren Curry, Chief Mechanical Officer
Greg Smith, Vice President Procurement & Inventory Management
Lisa Burke, Executive Assistant
Virgie Chaffen, Director of Labor Relations

Others in Attendance

Maggie Nothnagel, Ready by 21
Kaleb Lilly, RubinBrown LLP
Renita Duncan, RubinBrown LLP
Kate Poldumis, Ready by 21
Katie Kaufmann, Regional Youth Employment Coalition

1. Open Session Call to Order

8:00 a.m. Chairman Buehlhorn called the Open Session of the Combined Operations / Audit, Finance & Administration Committee Meeting to order at 8:00 a.m. in the Bi-State Development Board Meeting Room, located on the 6th Floor of the Corporate Headquarters, at 211 N. Broadway in St. Louis, Missouri.

2. Roll Call

8:00 a.m. Roll call was taken, as noted above.

3. Public Comment

8:01 a.m. Chair Buehlhorn asked if any speaker cards had been submitted.

Katie Kaufmann, Regional Youth Employment Coalition, addressed the Committee, thanking Bi-State Development for its past partnership with the Coalition, and asking for continuing support and partnership, with regard to discounted Metro passes during the summer to assist youth with transportation for summer employment. Ms. Kaufmann noted over 20,000 uses of the passes in last year's program. She noted that Mayor Krewson has called for the creation of 1000 jobs for youth for this summer. Commissioner Windmiller asked if Ms. Kaufmann had an estimated cost for the program, and Ms. Kaufmann stated approximately \$100,000.

Commissioner Gully entered the meeting at approximately 8:06 a.m.

4. **Minutes of January 15, 2019, Open Session of the Operations Committee Meeting**
8:06 a.m. The minutes of the January 15, 2019, Open Session of the Operations Committee Meeting were provided in the Committee packet. A motion to approve the minutes was made by Commissioner Cox and seconded by Commissioner Golliday.

Motion passed with a majority vote, with 1 abstention, by Commissioner Windmiller.

5. **Minutes of January 25, 2019, Open Session of the Audit, Finance & Administration Committee Meeting**
8:07 a.m. The minutes of the January 25, 2019, Open Session of the Audit, Finance & Administration Committee Meeting were provided in the Committee packet. A motion to approve the minutes was made by Commissioner Holman and seconded by Commissioner Brown.

Motion passed unanimously.

6. **Contract Award: Modjeski and Masters – MetroLink – Downtown Tunnel Repairs and Standpipe Replacement Design**
8:07 a.m. A briefing paper was provided in the Committee packet, regarding a request to refer to the Board of Commissioners, an authorization to allow Bi-State Development (BSD) to award design and construction phase services for the Downtown Tunnel Repairs and Standpipe Replacement Project to Modjeski and Masters, based on the negotiated cost proposal submitted on October 12, 2018, totaling \$869,767.62. Chris Poehler, Assistant Executive Director of Engineering Systems, provided an overview of this issue, noting that on April 19, 2018, BSD issued Solicitation 18-RFP-105125-CB – Downtown Tunnel Repairs Standpipe Replacement Design, requesting proposals from qualified firms to provide the required design and construction phase services. He stated that the proposed work will require a Categorical Exclusion, as the Downtown Tunnel is included with the Eads Bridge on the National Register of Historic Places. Mr. Poehler stated that on October 12, 2018, Modjeski and Masters submitted a revised cost proposal of \$869,767.62, which is \$29,988.38 less than BSD's independent cost estimate of \$899,756.00. In addition, he noted that a Disadvantage Business Enterprises (DBE) goal of 8% was recommended for this project, and Modjeski and Masters' cost proposal provides for 34.7% DBE participation. Mr. Poehler stated that Modjeski and Masters will be responsible for designing the recommended short-term and long-term repairs described in the most recent tunnel inspection report, and they will also be responsible for the design of the replacement dry standpipe system of the Downtown Tunnel. Commissioner Holman asked if there is any information regarding other goals, such as for women owned businesses, etc. It was noted that, for use of Federal Funding, only the DBE is used. Commissioner Buehlhorn asked if an explanation could be given, regarding the definition of a "standpipe". Mr. Poehler noted that this is a device used for fighting fires, should one occur.

A motion to approve this agenda item, as presented, was made by Commissioner Golliday and seconded by Commissioner Brown.

Motion passed unanimously.

7. Contract Modification: Jacobs Engineering-General On-Call (GEC) Design and Engineering Consultant Services – Jacobs Engineering, Discipline Number 1 – Project No. 16-RFP-102111-CG

8:11 a.m. A briefing paper was provided in the Committee packet, regarding a request to refer to the Board of Commissioners, approval to authorize the President/CEO to modify the Jacobs Engineering contract for Architectural & Engineering Services, in a not-to-exceed amount of \$2,500,000, and award option years if the following criteria are met:

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

Chris Poehler, Assistant Executive Director of Engineering Systems, gave a brief overview of this issue, noting that, In April 2016, Bi-State Development (BSD) awarded contracts to qualified engineering firms for on-call services. BSD has many different types of projects from construction to maintenance, to casualty repair. The nature of the BSD system requires a diverse range of skills sets. Having access to these firms allows faster response to issues than seeking proposals from multiple firms for each small project as they develop. Jacobs Engineering was awarded the contract for “Discipline I”, which consists of: Architectural Engineering, Civil and Structural Engineering and Surveying, Environmental/Geotechnical Services and Materials Testing, and Mechanical Engineering. The Board of Commissioners’ approval was granted April 28, 2017, for Contract Modification One with Jacobs Engineering for General On-Call (GEC) Design and Engineering Consultant Services, increasing the contract amount from \$500,000 to \$1,500,000, with a \$150,000 limit for each individual task order. Twenty-four (24) task orders for “Discipline I” have been awarded or are pending award, and the Jacobs Engineering contract is expected to exceed the current \$1,500,000 limit, within the first option year, and Management believes that a contract increase in the engineering support provided by the Jacobs Engineering GEC contract is needed to ensure timely completion and quality outcomes for small projects of this type, over the remaining option years. The annual, total commitment to projects has increased each year, without changes to the scope of work, and it is believed that the contract not-to-exceed amount should be increased to \$2,500,000.

A motion to approve this agenda item, as presented, was made by Commissioner Golliday and seconded by Commissioner Cox.

Motion passed unanimously.

8. Metro Transit Operations Report

8:14 a.m. Jessica Mefford-Miller, Executive Director Metro Transit, presented a Metro Transit Operations Report to the Committees. She noted that system ridership remains down; however, the rate of loss seems to be leveling off. She added that the decline in ridership is similar to those of our peers in the transit industry.

Ms. Mefford-Miller reported that Metro will end FY2019 within its budget goals; with wages and benefits remaining favorable, primarily due to vacancies. She stated that service productivity is declining; however, the rate of decline is slowing, and looking ahead, she is hopeful that the Metro ReImagined service plan will more closely match service level to market demand, driving an increase in productivity beyond FY2020. Ms. Mefford-Miller reported that preventable accidents increased in YTD FY2019, due to an increase in new operator hires. She stated that, in recent months, Metro has introduced enhanced training initiatives to reduce the rise of preventable accidents. She noted that absenteeism is a critical challenge for Metro Transit, and management and labor continue to work to evaluate trends in absenteeism, as well as policies, contracts, and management strategies that can be applied to reduce overall absenteeism, specially unauthorized absences.

Ms. Mefford-Miller reported that Metro and its partners continue to improve security across the transit system. Increased personnel presence and communication regarding security are resulting in notable reductions in security-related, negative customer contacts. She also gave a brief overview of upcoming service and maintenance projects. This report was submitted for information only, and no Committee action is required.

At this point in the meeting, Commissioner Buehlhorn asked that Commissioner Holman Chair the meeting, to address the items that pertain to the Audit, Finance, and Administration Committee. Commission Holman then proceeded to Chair the meeting.

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

8:29 a.m. A briefing paper was provided in the Committee packet, regarding a request to refer to the Board of Commissioners, approval to appoint Mark Vago, Chief Financial Officer, as the new Chairperson for the Salaried Pension Committee, for a term of two years. Charles A. Stewart, Executive Vice President - Organizational Effectiveness and Diana Bentz, Vice President - Talent Management, provided an overview of this item. He noted that a vacancy was left with the retirement of Jenny Nixon, and this vacancy on the Committee has been filled by the appointment of Shawn Murray. He also noted that, on April 27, 2018, the Board of Commissioners had appointed Jenny Nixon to continue to serve as Chairperson of the Salaried Administrative Pension Committee, until April 2019. It is now time to appoint a new Chairperson, with an effective date of April 26, 2019. Mr. Stewart noted that the Salaried Administrative Pension Committee Chair should be filled by a current, non-retired, member of the committee, and staff is recommending that Mark Vago, Chief Financial Officer, be appointed to serve as the Chairperson of this committee. This recommendation is based on Mark's experience serving on pension committees and his experience in Finance. Commissioner Gully asked if Mark Vago currently serves on this Committee, and Mr. Stewart indicated that he does.

A motion to approve this agenda item, as presented, was made by Commissioner Simmons and seconded by Commissioner Brown.

Motion passed unanimously.

10. FY 2019 External Audit – Client Service Plan from RubinBrown

8:31 a.m. Mark Vago, Chief Financial Officer, provided the FY 2019 External Audit, Client Service Plan from RubinBrown for Bi-State Development (BSD) to the Committee. A brief summary was provided by Kaleb Lilly and Renita Duncan, RubinBrown. Ms. Duncan thanked the Board of Commissioners for the opportunity to perform the audit. She reviewed page 6 of the report, clarifying the various areas of risk, and identifying those areas of greatest risk. Mr. Lilly reviewed page 7 of the report, which notes the preliminary, significant risks that have been identified. He asked for Committee input on any other items that the Committee would like to see incorporated into the audit plan. He noted that if any complex financial issues arise in the near future, to please let the auditors know. Mr. Lilly also reviewed the Committee's role in oversight and fraud considerations. Discussion was held. Mr. Vago noted that a timeline has been provided, regarding the audit process. This report was submitted for information only, and no Committee action is needed at this time.

11. 2019 Quarterly Financial Statements – Second Quarter Ending December 31, 2018

8:42 a.m. Mark Vago, Senior Vice-President and Chief Financial Officer, provided an overview of the 2019 quarterly financial statements for the second quarter, period ending December 31, 2018, including performance indicators, for all Bi-State business divisions including: Executive Services, Gateway Arch Tram, Riverfront Attractions, St. Louis Downtown Airport, Metro Transit, St. Louis Regional Freightway, Bi-State Development Research Institute, and Arts in Transit.

12. 2019 Performance Indicators – Second Quarter Ending December 31, 2018

8:52 a.m. Mark Vago, Senior Vice-President and Chief Financial Officer, noted that an overview of the 2019 performance indicators for the second quarter, ending December 31, 2018, was presented along with the previous agenda item. He stated that he would like to address the Committee and ask if the reports being provided contain the information they need. He said if too much, or too little, information is being provided, he would appreciate input from the Board of Commissioners, so that adjustments can be made to the reports. Chair Holman stated that she feels that the Board should have a discussion regarding this issue. The Commissioners agreed.

13. Quarterly Procurement Report – Second Quarter Fiscal Year 2019

8:54 a.m. A memorandum was provided in the Committee packet, to provide a summary of the quarterly procurement activity for the second quarter of fiscal year 2019. Gregory Smith, Vice President – Purchasing, Materials Management, and Supplier Diversity, provided an overview of this report, noting that Second Quarter, 2019 Non-Competitive Procurements totaled \$2,749,639, or 10.1% of total Purchase Order Commitment volume of \$27,175,396. Chairman Holman noted that this information was presented for information only, and no action of the Committee is required.

14. Treasurer's Report – Quarter Ended December 31, 2018

8:55 a.m. Tammy Fulbright, Senior Director of Financial Planning and Treasury, provided an overview of the Treasurer's Report for the Second Quarter, ended December 31, 2018, as provided in the Committee packet, including rates of return, trustee directed funds, debt service payments, and bond payments. This report was submitted for information only, and no Committee action is required.

15. Pension Plans, 401(k) Retirement Savings Program & OPEB Trust Investment Performance Update as of December 31, 2018

8:58 a.m. A briefing paper was included in the Committee packet, to provide the Committee the Pension Plans, 401(k) Retirement Savings Program and OPEB Trust Investment Performance Update as of December 31, 2018. Charles Stewart, Executive Vice-President, Organizational Effectiveness, gave a brief overview of this issue, noting that 2018 was not a good year for pension investments; however, the first two months of 2019 have indicated a turnaround in the market, reflecting gains. This report was submitted for information only, and no Committee action is required.

16. President/CEO Report

9:03 a.m. Bi-State Development President/CEO Taulby Roach addressed the Committees, noting that work continues on the FY2020 budget. He commended staff for their work in bringing the budget in line with BSD goals. Mr. Roach stated that he will speak to Mayor Krewson tomorrow with regard to the “Go Card” presentation, and possibility to partner with the Regional Youth Employment Coalition.

Mr. Roach stated that, as noted by Mr. Vago, it is important that staff know what information the Commissioners would like to see included in reports and packets, so that they are well informed on the decisions that BSD asks them to make. He stated that staff understands that the Commissioners volunteer their time to serve BSD, and the Commissioners’ time is valuable to us.

17. Unscheduled Business

9:06 a.m. There was no unscheduled business.

18. Call of Dates for Future Board and Committee Meetings

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

Board of Commissioners Meeting:	Friday	April 26, 2019	8:00 AM
Operations Committee:	Tuesday	May 14, 2019	8:00 AM
Audit, Finance & Administration:	Friday	May 17, 2019	8:00 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).

9:06 a.m. Pursuant to the requirements of Chapter 10, Section 10.080 (D) (1); (2); (3); (7); (10); (11); (16); and (17) of the Bi-State Development Agency's Board Policy, Committee Chair Holman requested a motion to allow the Committee to move into closed session.

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

Aliah Holman – Yea
Constance Gully – Yea
Vernal Brown – Yea
Rose Windmiller – Yea

Michael S. Buehlhorn – Yea
Derrick Cox – Yea
Irma Golliday – Yea
Herbert Simmons – Yea

Motion passed unanimously, and the Open Session meeting was adjourned at 9:07 a.m.

Deputy Secretary to the Board of Commissioners
Bi-State Development

**Bi-State Development
Open Session Agenda Item
Board of Commissioners Meeting
April 26, 2019**

From: Taulby Roach, President and Chief Executive Officer
Subject: **Contract Award: Modjeski and Masters - MetroLink – Downtown Tunnel Repairs and Standpipe Replacement Design**
Disposition: Approval
Presentation: Jessica Mefford-Miller, Executive Director Metro Transit, Christopher C. Poehler, Assistant Executive Director – Engineering, Greg Smith, Vice President Purchasing, Materials Management and Supplier Diversity, Timothy F. Nittler, Director of Capital Projects

Objective:

To present to the Board of Commissioners, a request to authorize the President and CEO to execute a contract with the consulting firm of Modjeski and Masters for the design and construction phase services for the Downtown Tunnel Repairs and Standpipe Replacement Project.

Background:

On April 19, 2018, Metro issued Solicitation 18-RFP-105125-CB – Downtown Tunnel Repairs Standpipe Replacement Design, requesting proposals from qualified firms to provide the required design and construction phase services. The proposed work will require a Categorical Exclusion, as the Downtown Tunnel is included with the Eads Bridge on the National Register of Historic Places. Modjeski and Masters will prepare the required documentation needed for processing the Categorical Exclusion. The scope of their work also includes the preparation of construction documents, cost estimates and construction phase support services.

Analysis:

As a result of the solicitation process, a total of three proposals were received by the proposal due date from Modjeski & Masters, TranSystems and Horner & Shifrin. A cross-functional team, consisting of representatives from Engineering and Operations, individually evaluated the technical proposals based on the proposer's responses to the evaluation criteria presented in the solicitation. A consensus meeting was held on June 14, 2018, to allow the evaluators a chance to discuss the outcome of the individual scores. As a result of the consensus scores, Modjeski and Masters was the highest ranking firm and was requested to submit a cost proposal. The initial cost proposal was submitted July 10, 2018.

During the proposal negotiation, additional inspection options were suggested to ensure the responsible execution of this project. On October 12, 2018, Modjeski and Masters submitted a revised cost proposal of \$869,767.62, which is \$29,988.38 less than Metro's independent cost estimate of \$899,756.00.

Modjeski and Masters will be responsible for designing the recommended short-term and long-term repairs described in the most recent tunnel inspection report. They also will be responsible for the design of the replacement dry standpipe system of the Downtown Tunnel.

A Disadvantage Business Enterprises (DBE) goal of 8% was recommended for this project. Modjeski and Masters' cost proposal provides for 34.7% DBE participation.

Funding Source:

The project is funded by FTA MO-54-0001 and Prop M.

Committee Disposition:

This item was reviewed and approved at the Combined Operations Committee / Audit, Finance & Administration Committee Meeting on March 26, 2019.

Board Action Requested:

The Operations Committee recommends that the Board of Commissioners approve the request to allow Bi-State Development/Metro to award this design and construction phase services to Modjeski and Masters, based on the negotiated cost proposal submitted on October 12, 2018, totaling \$869,767.62.

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
APPROVING THE AWARD OF A CONTRACT TO MODJESKI AND
MASTERS FOR DESIGN AND CONSTRUCTION PHASE SERVICES
FOR DOWNTOWN TUNNEL REPAIRS
AND STANDPIPE REPLACEMENT PROJECT**

PREAMBLES:

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

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

Whereas, Board Policy Chapter 50, §50.010(E)(1)(a), requires Board approval of Competitive Negotiated Procurements which exceed \$500,000; and

Whereas, this Project is funded through FTA MO-54-0001 and Proposition M funds; and

Whereas, on April 19, 2018, Metro issued Solicitation 18-RFP-105125-CB – Downtown Tunnel Repairs Standpipe Replacement Design, requesting proposals from qualified firms to provide the required design and construction phase services; and

Whereas, the proposed work will require a Categorical Exclusion, as the Downtown Tunnel is included with the Eads Bridge on the National Register of Historic Places, and Modjeski and Masters will prepare the required documentation needed for processing the Categorical Exclusion; and

Whereas, as a result of the solicitation process, a total of three proposals were received by the proposal due date: Modjeski & Masters, TranSystems and Horner & Shifrin; and

Whereas, a cross-functional team, consisting of representatives from Engineering and Operations, individually evaluated the technical proposals based on the proposer’s responses to the evaluation criteria presented in the solicitation. A consensus meeting was held on June 14, 2018, to allow the evaluators to discuss the outcome of the individual scores; and

Whereas, as a result of the consensus scores, Modjeski and Masters was the highest ranking firm and was requested to submit a cost proposal, which was submitted on July 10, 2018; and

Whereas, on October 12, 2018, Modjeski and Masters submitted a revised cost proposal of \$869,767.62, which is \$29,988.38 less than Metro’s independent cost estimate of \$899,756.00; and

Whereas, a Disadvantaged Business Enterprises (DBE) goal of 8% was recommended for this project, and Modjeski and Masters’ cost proposal provides for 34.7% DBE participation; and

Whereas, it is feasible, necessary and in the public interest for the Agency to approve the award of a contract for design and construction phase services for the Downtown Tunnel Repairs and Standpipe Replacement Project to Modjeski and Masters, in the amount of \$869,767.62, 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 contract to Modjeski and Masters, in the amount of \$869,767.62 for design and construction phase services for the Downtown Tunnel Repairs and Standpipe Replacement Project, under and pursuant to this Resolution and the Compact for the authorized Agency purposes set forth in the preambles hereof and subject to the conditions hereinafter provided

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

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

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

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

ADOPTED by the Board of Commissioners of The Bi-State Development Agency of the Missouri-Illinois Metropolitan District this 26th day of April, 2019.

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

11. b.

**Bi-State Development
Open Session Agenda Item
Board of Commissioners Meeting
April 26, 2019**

From: Taulby Roach, President and Chief Executive Officer
Subject: **Contract Modification: Jacobs Engineering-General On-Call (GEC) Design and Engineering Consultant Services – Jacobs Engineering, Discipline Number 1 – Project No. 16-RFP-102111-CG**
Disposition: Approval
Presentation: Jessica Mefford-Miller, Executive Director 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 for authorization to modify Jacobs Engineering contract by \$1 million, for a not to exceed amount of \$2,500,000, including two available option years. We are currently in Base Year Three and will be exercising Option Year One in April 2019.

Previous Board Action:

The Board of Commissioners' approval was granted April 28, 2017, for Contract Modification One with Jacobs Engineering for General On-Call (**GEC**) Design and Engineering Consultant Services, increasing the contract amount from \$500,000 to \$1,500,000, with a \$150,000 limit for each individual task order.

Background:

In April 2016, Bi-State Development (**BSD**) awarded contracts to qualified engineering firms for on-call services. BSD has many different types of projects from construction to maintenance, to casualty repair. The nature of our system requires a diverse range of skills sets. Having access to these firms allows faster response to issues than seeking proposals from multiple firms for each small project as they develop. It also permits BSD to avoid maintaining in-house capabilities to support the various disciplines required for the systems we operate. The contracts were awarded as indicated below for three base years with two one-year option periods that are exercisable at Bi-State Development discretion:

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

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

The disciplines are called upon individually for a specific service, relative to a specific project. The selected projects are of short duration and are awarded by task orders that do not exceed \$150,000 per project. The initial contract not-to-exceed amount was set at \$500,000.

Analysis:

During the initial three year period of the contract, BSD has issued approximately \$1.2 million of general engineering support task orders. The past year has highlighted our increasing need for specialized knowledge and services such as producing independent estimates and inspections to support the design and construction of the Union Station CM/GC contract; studying the feasibility of projects including electric buses; and a number of emergency maintenance projects. The GEC contract is being increasingly relied on to supply the specialty knowledge and understanding needed to implement the cutting-edge initiatives and technologies that are being considered at BSD. The Jacobs Engineering Contract is expected to exceed the current \$1,500,000 within the first option year.

The following Discipline 1 Task Orders have been awarded or are pending award. The task orders that are closed are colored in the negative:

Task Order No.	Description	Amount
1	Ewing Wall Reconstruction	\$ 42,399.00
	Modification 1 – Additional hours (250)	\$ 41,017.50
	Modification 2 – Additional hours (100)	\$ 16,407.00
2	Eads Bridge Rehabilitation-Estimating Services	\$ 1,078.22
3	St. Louis airport Hangar 12 Inspection and Assessment	\$ 18,215.60
4	Emerson Park and Fairview Heights Z-Crossings	\$ 59,359.54
5	Wellston MetroLink Station Survey	\$ 37,292.72
6	Electrical Estimating Services	\$ 11,914.43
7	Sarah Street Section 106 Assessment	\$ 13,533.50
8	System Barrier ROM Cost Estimate	\$ 37,915.25
9	Litigation Support for the Cross County Alignment Tunnel Waterproofing Claim	\$ 864.48
10	Wellston Station Hydraulic Analysis and Construction Drawings	\$ 125,696.00
11	Code Compliance Analysis	\$ 343.05
12	Cortex Construction Inspection Services	\$ 93,378.26
13	Development of the Construction Manager (CM) and General Contractor (GC) Union Station Tunnel	\$ 23,836.80
	Modification 1	\$ 62,836.00
14	Asbestos Removal Consulting-Union Station Tunnel	\$ 7,172.89
15	Electric Bus Study for Brentwood Facility	\$ 83,543.92

16	Consultant Cost Estimating Services - Union Station Project	\$ 86,853.36
	Modification 1	\$ 62,464.46
17	Union Station Tunnel - Warehouse Demolition	\$ 3,382.60
18	Downtown St. Louis Airport Terminal Building	\$ 34,420.00
19	Downtown Transit Center - Fence Inspection	\$ 2,875.00
20	DeBaliviere Bus Facility Western Wall Replacement	\$ 8,921.13
21	Arch Parking Garage Feasibility Study	\$ 100,000.00
22	29th Street Maintenance Facility Addition	\$ 9,586.38
23	5th & MO MetroLink Parking Lot Design	\$ 44,342.79
24	East Riverfront Station Repairs Design	\$ 89,974.00
Total		\$1,119,623.88
Contract	Increased from \$500k with Modification 1	\$1,500,000.00
Remaining		\$ 380,376.12

Management believes that a contract increase in the engineering support provided by the Jacobs Engineering GEC contract is needed to ensure timely completion and quality outcomes for small projects of this type, over the remaining option years. The annual, total commitment to projects has increased each year, without changes to the scope of work. It is believed that the contract not-to-exceed amount should be increased to \$2,500,000.

Funding Source:

The work will be issued by task orders. Funding will be provided from approved capital projects, local funding, or included in operating budgets.

Committee Disposition:

This item was reviewed and approved at the Combined Operations Committee / Audit, Finance & Administration Committee Meeting on March 26, 2019.

Board Action Requested:

The Operations Committee recommends that the Board of Commissioners approve the request to authorize the President/CEO to modify the Jacobs Engineering contract for Architectural & Engineering Services, in a not-to-exceed amount of \$2,500,000, and award option years if the following criteria are met:

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

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
MODIFYING A CONTRACT WITH JACOBS ENGINEERING –
GENERAL ON-CALL DESIGN AND ENGINEERING CONSULTANT
SERVICES – JACOBS ENGINEERING, DISCIPLINE NUMBER 1 –
PROJECT NO. 16-RFP-102111-CG**

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, Section 50.010, *Procurement and Contract Administration*; (E.1. a. *Award Authority* & G.1. *Contract Modification*), requires the Board of Commissioners to approve Competitive Negotiated Procurements which exceed \$500,000, and approve modifications to contracts that (a) are not within the amount budgeted or otherwise approved for that contract or (b) not within the originally established contract contingency; and

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

Whereas, in April 2016, Bi-State Development (BSD) awarded contracts to qualified engineering firms for on-call services, for various types of projects such as construction, maintenance and casualty repair, with the initial contract with Jacobs Engineering, in a not-to-exceed amount set at \$500,000; and

Whereas, Board of Commissioners’ approval was granted April 28, 2017, for Contract Modification One with Jacobs Engineering for General On-Call (GEC) Design and Engineering Consultant Services, increasing the contract amount from \$500,000 to \$1,500,000, with a \$150,000 limit for each individual task order; and

Whereas, this past year has highlighted an increasing need for specialized knowledge and services, such as producing independent estimates and inspections, supporting the design and construction of the Union Station CM/GC contract, studying the feasibility of projects including electric buses, and supporting a number of emergency maintenance projects. The GEC contract is being increasingly relied upon to supply the specialty knowledge and experience needed to implement the cutting-edge initiatives and technologies that are being considered at BSD; and

Whereas, as a result the Jacobs Engineering Contract is expected to exceed the current \$1,500,000 within the first option year, and the annual total commitment to projects has increased each year, without changes to the scope of work; and

Whereas, it is feasible, necessary and in the public interest for the Agency to approve the contract modification to the Jacobs Engineering contract for General On-Call (GEC) Design and Engineering

Consultant Services, in a not-to-exceed amount of \$2,500,000, in accordance with the terms and conditions described herein.

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

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

Section 2. Approval of the Contract Modification. The Board of Commissioners hereby approves the contract modification to modify the Jacobs Engineering contract for General On-Call (GEC) Design and Engineering Services, in a not-to-exceed amount of \$2,500,000, and award option years if the following criteria are met: (1) Funding is available; (2) The performance of the contract is satisfactory; (3) The exercise of the option is in accordance with the terms and conditions of the option stated in the initial contract awarded; and (4) The option price is determined to be better than prices available in the market or that the option is more advantageous offer at the time the option is exercised; under and pursuant to this Resolution and the Compact for the authorized Agency purposes set forth in the preambles hereof and subject to the conditions hereinafter provided.

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

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

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

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

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

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

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

ADOPTED by the Board of Commissioners of The Bi-State Development Agency of the Missouri-Illinois Metropolitan District this 26th day of April, 2019.

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

11. c.

**Bi-State Development
Open Session Agenda Item
Board of Commissioners Meeting
April 26, 2019**

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

Objective:

To present to the Board of Commissioners a request to approve the appointment of a new Chairperson to the Salaried Pension Committee.

Background:

On April 27, 2018, the Board of Commissioners appointed Jenny Nixon to continue as Chairperson of the Salaried Administrative Pension Committee until April 2019. It is time to appoint a new Chairperson, with an effective date of April 26, 2019.

Analysis:

The Salaried Administrative Pension Committee Chair should be filled by a current, non-retired, member of the committee. We are asking for your consideration to appoint Mark Vago, Chief Financial Officer, to serve as the Chairperson of this committee. This recommendation is based on Mark's experience serving on pension committees and his experience in Finance.

Committee Disposition:

This item was reviewed and approved at the Combined Operations Committee / Audit, Finance & Administration Committee Meeting on March 26, 2019.

Board Action Requested:

The Audit, Finance & Administration Committee recommends that the Board of Commissioners approve the request to appoint Mark Vago, Chief Financial Officer, as the new Chairperson for the Salaried Pension Committee, for a term of two years.

Attachments:

Current Salaried Administrative Pension Committee member list to be used for the Board appointment of a new Chairperson.

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

PREAMBLES:

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

Whereas, the Agency is authorized by Mo. Rev. Stat. §§ 70.370 et seq. and 45 Ill. Comp. Stat. 100/1 et seq. (jointly referred to herein as the "Compact"); to make suitable rules and regulations consistent with its mission and not inconsistent with the constitution or laws of either state, or any political subdivision thereof; and

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

Whereas, per Board Policy, Section 70.050(8), the Board of Commissioners appoints the Chair of the Salaried Pension and 401(k) Retirement Plan Committee, and it is has been recommended by the Audit, Finance, & Administration Committee to appoint Mark Vago, Chief Financial Officer, to serve as the Chairperson of this committee, for a one year term;;and

Whereas, it is feasible, necessary and in the public interest for the Board of Commissioners to approve the appointment of Mark Vago, Chief Financial Officer, to serve as the Chair of the Salaried Pension and 401(k) Retirement Plan Committee for a one year term, with an effective date of April 26, 2019, in accordance with the terms and conditions described herein.

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

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

Section 2. Approval of Appointment of Pension Committee Chair. The Board of Commissioners hereby authorizes the appointment of Mark Vago, Chief Financial Officer, to serve as the Chair of the Salaried Pension and 401(k) Retirement Plan Committee for a one year term, with an effective date of April 26, 2019, under and pursuant to this Resolution and the Compact for the authorized Agency purposes set forth in the preambles hereof and subject to the conditions hereinafter provided.

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

Section 4. Severability. It is hereby declared to be the intention of the Board of Commissioners that each and every part, section and subsection of this Resolution shall be separate and severable from each and every other part, section and subsection hereof and that the Board of Commissioners intends to adopt each said part,

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

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

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

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

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

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

ADOPTED by the Board of Commissioners of The Bi-State Development Agency of the Missouri-Illinois Metropolitan District this 26th day of April, 2019.

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 11. c.

Attachment

Salaried Administrative Pension Plan - Committee Members

As of March 11, 2019

General Committee Members:	Title	Committee Status
Herman Clay	Superintendent, Bus Operations	Member since November 2018
Kathy Klevorn	Retiree	Member (as retiree) since August 2018 Past term: June 2011 - May 2018
Chris Poehler	Asst. Executive Director Engineering Systems	Member since November 2018
Charlie Priscu	Retiree	Member since August 2018 Past term: June 2011 - August 2018
Shaun Murray	Director, Paratransit Operations	New member beginning May, 2018
Standing Committee Members:	Title	Committee Status
Diana Bentz	VP, Talent Management	Member since June 2017
Barb Enneking	General Counsel	Member since August 2014
Jessica Mefford-Miller	Executive Director, Metro Transit	Member since November 2018
Mark Vago	Chief Financial Officer	Member since August 2018 Previously served on the IBEW Pension Plan

**Bi-State Development
Open Session Agenda Item
Board of Commissioners Meeting
April 26, 2019**

From: Taulby Roach, President and Chief Executive Officer
Subject: **FY 2019 External Audit – Client Service Plan from RubinBrown**
Disposition: Information
Presentation: Mark Vago, Sr. Vice President and Chief Financial Officer

Objective:

To provide the FY 2019 External Audit, Client Service Plan from RubinBrown for Bi-State Development (**BSD**) to the Committee.

Background:

Bi-State Development is required under certain grants, statutes, bond indentures and agreements to submit its financial statements for the annual audit by a firm of independent certified public accountants. A new contract was awarded to RubinBrown for a five-year term, beginning December 16, 2018. Annually, the external auditors submit their audit schedule and presentation to the Commissioners. Upon completion of this audit, they will report their findings and conclusion to the entire Board of Commissioners and may meet with the Audit Committee at any time during the year.

Agenda:

- Audit Team and Resources
- Scope and Objectives of the Audit
- Audit Approach and Areas of Higher Risk
- Discuss New Accounting and Auditing Matters
- Audit and Non-Audit Services performed
- Consideration of the Risk of Errors or Fraud
- Executive Session with the Committee at Committees' Discretion

Audit Plan:

<u>Activity</u>	<u>Planned Date</u>
Deliver Draft of Financial Statements, Draft Letter of Required Communications to the Board	September 30
Conduct Meeting with the Audit Committee to Review Draft Reports	October 18
Issue Final AUP - NTD Audit	October 31
Acceptance of Financial Statements by the Board of Commissioners	November 22
Issue Single Audit/OMB Uniform Guidance Report	November 30
Certify Data Collection Form to Federal Clearing House	December 31

Funding Source:

Cost for services is included in the BSD's FY 2019 Operating Budget, as approved by the Board of Commissioners.

Board of Commissioners
Open Session
FY2019 External Audit Client Service Plan from RubinBrown
April 26, 2019
Page 2

Board Action Requested:

This item was provided for information only at the Combined Operations Committee / Audit, Finance & Administration Committee Meeting on March 26, 2019. No action is required.

Attachment:

RubinBrown- Client Service Plan

Bi-State Development



Audit Committee Pre-Audit Communications
March 26, 2019



for the fiscal year ended
June 30, 2019

Agenda

	Page
Engagement Team	1
Scope Of Services	2
Objectives And Scope Of Financial Statement Audit	3
Engagement Timeline	4
Audit Approach Summary	5
Areas Of Focus	6
Preliminary Significant Risks	7
Committee's Role In Oversight And Fraud Considerations	8
New Financial Accounting And Reporting Statements	9 - 10

Bi-State Development's Core Engagement Team

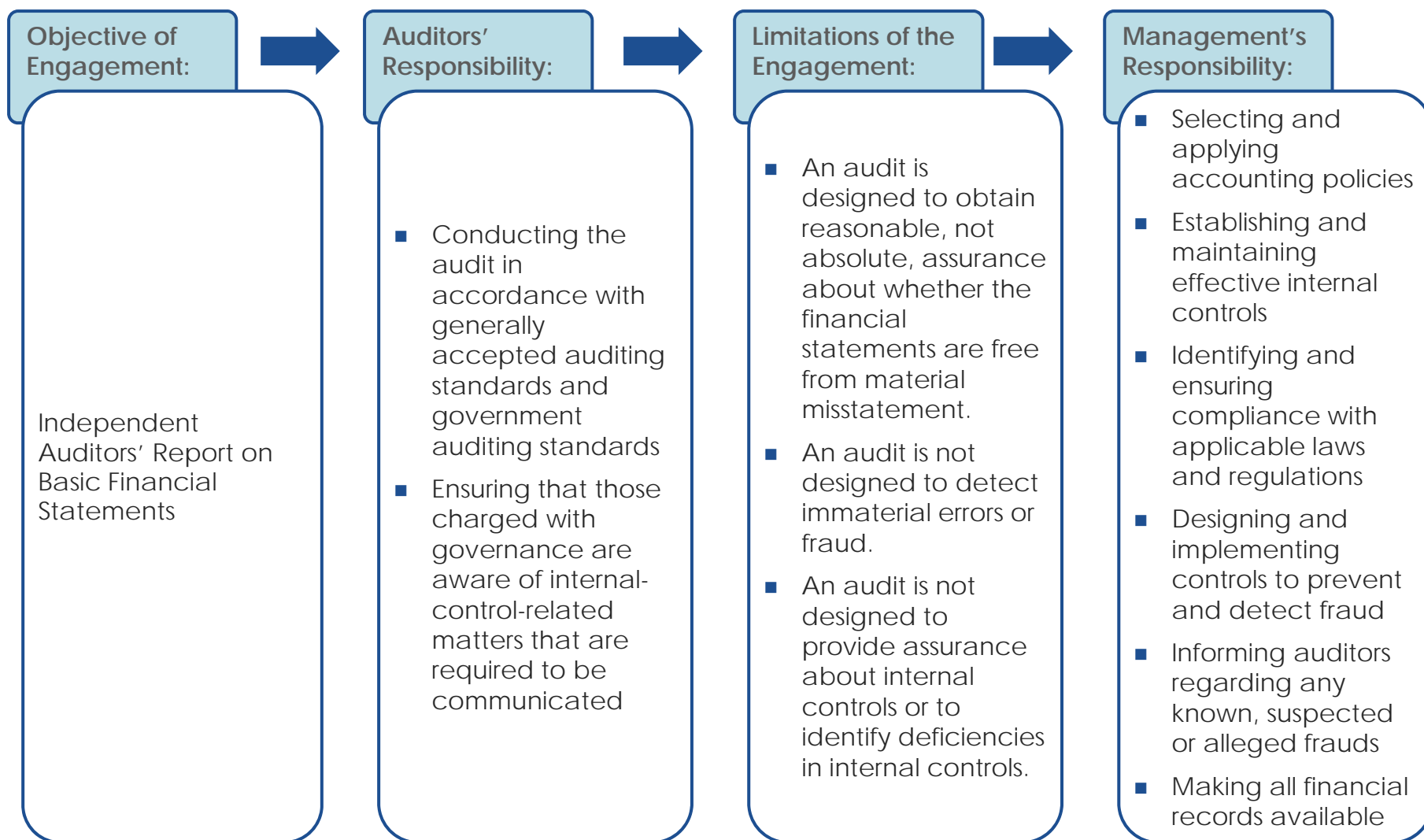
Bi-State Development

Engagement Member	Role	Telephone	Email
Kaleb Lilly	Engagement Partner	816-859-7917	kaleb.lilly@rubinbrown.com
Renita Duncan	Engagement Manager & Audit Partner	314-678-3546	renita.duncan@rubinbrown.com
Alyssa Ward	Engagement In-Charge	314-678-3521	alyssa.ward@rubinbrown.com
Jeffery Randle	Managing Member, Randle & Associates	314-731-8085	jefferyrandle@randlecpa.com
Ted Williamson	Quality Control Partner	314-678-3534	ted.williamson@rubinbrown.com

Scope Of Services – 2019

- Independent Auditors' Report on Bi-State Development CAFR
- Single Audit in accordance with Uniform Guidance
- NTD Agreed-Upon-Procedures
- State of Illinois Assurance Letter
- Preparation of 990s, as required
- Viewpoints: Report to Governance
 - Auditor communications
 - Financial schedules and observations
 - Management letter
 - Best practices

Objectives And Scope Of Financial Statement Audit



Engagement Timeline

Bi-State Development

Planning Discussion with Audit Committee	March 26
Audit Planning Call with Management and Finance Department	Early May
Interim Controls and Compliance Testing (start date)	April 1
Interim Controls Testing - Information Technology (start date)	April 1
Meeting with Internal Audit	the week of April 1
Interim Discussions and Planning	Mid-June
Fiscal Year End	June 30
Bi-State Development Financial Lead Schedules	July 10
Year End Testing (start date)	August 12
Audit Fieldwork Substantially Complete	August 23
Bi-State Development Completes CAFR	August 26
Deliver Draft of Financial Statements, Draft Letter of Required Communications	September 30
Conduct Meeting with the Audit Committee to Review Draft Reports	October 18
Issue Final AUP - NTD Audit	October 31
Acceptance of Financial Statements by the Board of Commissioners	November 22
Issue Single Audit/OMB Uniform Guidance Report	November 30
Certify Data Collection Form to Federal Clearing House	December 31

Audit Approach Summary

We will collaborate with Management to develop a tailored approach to the scope of services that responds to specific risks. Our approach will include the following:

- Orientation, planning and interviews
- Frequent communication and consultation
- Customized testing approach to interim fieldwork and year-end fieldwork
- Annual debriefing

Areas Of Focus

Preliminary Assessment Of Risk	2019
Higher Risk	<ul style="list-style-type: none"> ■ Fuel hedging derivative instruments ■ Self-insurance liability, valuation assumptions ■ Pension & OPEB liabilities, valuation assumptions ■ Capital leases and leaseback arrangements
Moderate Risk	<ul style="list-style-type: none"> ■ Operating revenues, receivables and related allowances ■ Investments, specifically fair value considerations ■ Federal funding and related compliance
Lower Risk	<ul style="list-style-type: none"> ■ Cash and cash equivalents ■ Restricted cash and cash equivalents ■ Materials, supplies, inventory and prepaid expenses ■ Capital assets ■ Cash disbursements, purchasing and current liabilities ■ Payroll expense and related liabilities ■ Debt ■ Net position

Preliminary Significant Risks

- Management override of internal controls (Overall Financial Statement Risk)
- Fuel hedging derivative instruments fair value, accuracy and disclosure (Specific Risk)
- Improper revenue recognition due to fraud related to operating revenues (Specific, Fraud Risk)
- Self-insurance liability accuracy of estimate and completeness of disclosure (Specific Risk)
- Pension and OPEB liability accuracy of estimates and completeness of disclosures (Specific Risk)
- Identification and accuracy/completeness of capital lease and leaseback arrangements (Specific Risk)

Is the Committee aware of any other significant items that we should incorporate into our audit plan?

Were there unusual or complex transactions during the year that need further consideration?

Committee's Role In Oversight And Fraud Considerations

- What is the Committee's Role in Oversight and Monitoring internal controls over financial reporting?
- Any changes in roles and responsibilities of the Committee?
- Has management reported to the Audit Committee on how internal control serves to prevent, detect or deter material misstatements due to fraud?
- What are the Committee's views regarding the risks of fraud?
- Any allegations, suspicions or known instances of fraud during the current year?
- Any issues with compliance with required laws and regulations?
- Any whistleblower reports received?

New Financial Accounting And Reporting Statements

GASB Statement No. 83, Certain Asset Retirement Obligations

- Requires recognition of a liability and a corresponding deferred outflow of resources for asset retirement obligation (ARO) when criteria is met
- An ARO is a legally enforceable liability associated with the retirement of a tangible capital asset
- Retirement results from the normal operations of the capital asset
 - As distinct from pollution remediation obligations or capital asset impairments both of which are addressed under other existing statements

Effective for the June 30, 2019 financial statements

GASB Statement No. 84, Fiduciary Activities

- Clarifies whether a business-type activity engaging in fiduciary activities should present fiduciary statements
- Clarifies the definition of fiduciary responsibility based on new definition of control and criteria
- Statement of fiduciary net position and changes in fiduciary net position would appear after the cash flow statement

Effective for the June 30, 2020 financial statements

New Financial Accounting And Reporting Statements *(Continued)*

GASB Statement No. 87, *Leases*

- Requires recognition of certain lease assets and liabilities for leases that previously were classified as operating leases
- Recognize a lease liability and an intangible right-to-use lease asset

Effective for the June 30, 2021 financial statements

GASB Statement No. 88, *Certain Disclosures Related to Debt, Including Direct Borrowings and Direct Placements*

- Requires disclosure of amounts of unused lines of credit, assets pledged as collateral for debt, and terms specified in debt agreements with finance-related consequences such as termination events or acceleration clauses

Effective for the June 30, 2019 financial statements

GASB Statement No. 89, *Accounting for Interest Costs Incurred Before the End of a Construction Period*

- Interest costs incurred before construction is complete will not be capitalized, but instead will be expensed

Effective for the June 30, 2021 financial statements

GASB Statement No. 90, *Majority Equity Interests—an amendment of GASB Statements No. 14 and No. 61*

- A majority equity interest that meets the definition of an investment should be measured using the equity method

Effective for the June 30, 2020 financial statements

Open Forum

Bi-State Development



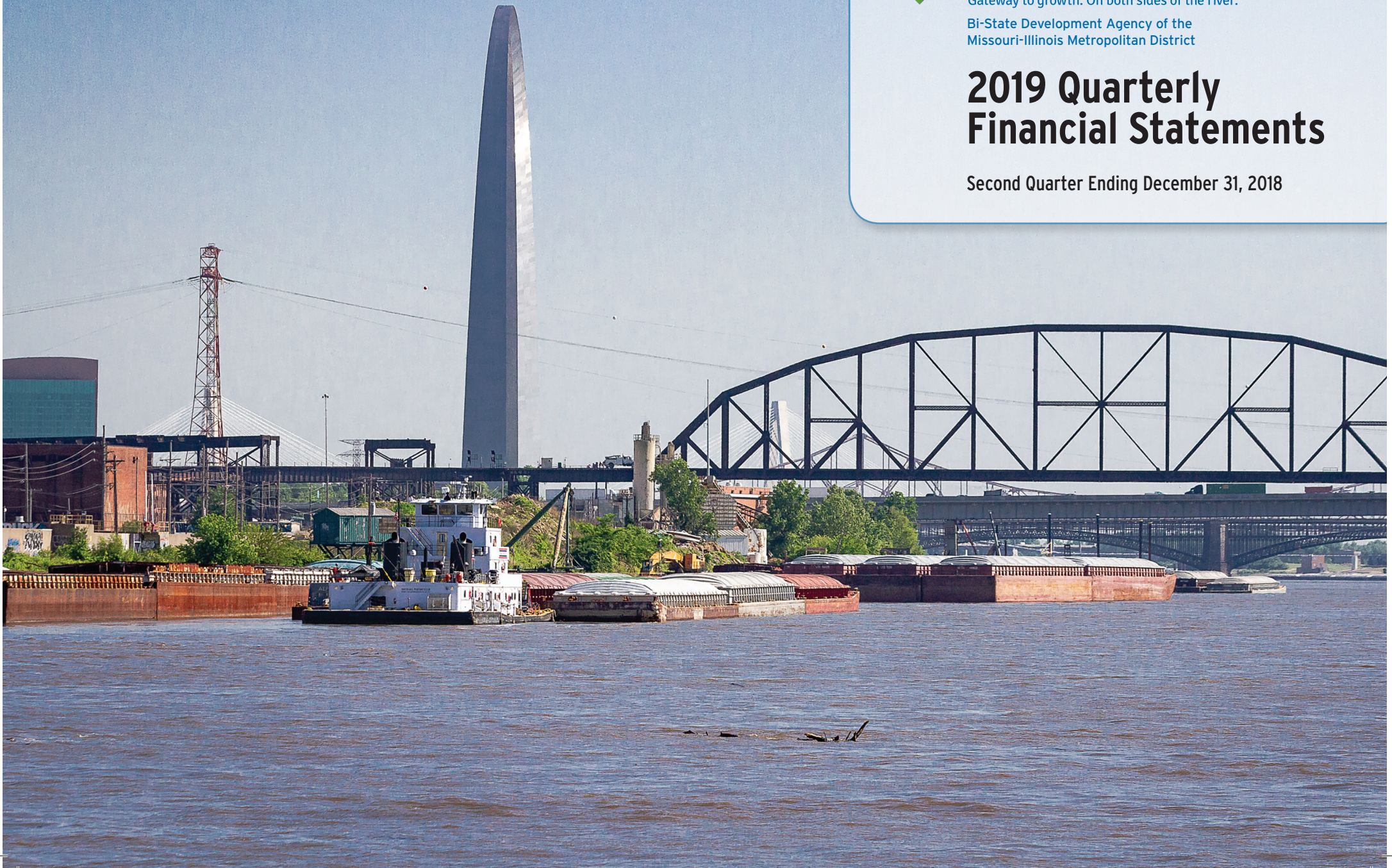
**BI • STATE
DEVELOPMENT**

Gateway to growth. On both sides of the river.™

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

2019 Quarterly Financial Statements

Second Quarter Ending December 31, 2018





To: Taulby Roach
President and Chief Executive Officer

From: Mark G. Vago
Senior Vice President Finance and CFO

Date: February 5, 2019

Subject: Bi-State Development Financial Statements – December 2018

Enclosed is the financial statement package for December 31, 2018. Results, including the analysis and financial position, are provided by operating unit. These results are *unaudited* and subject to change. The financial statements presented are not prepared in conformity with U.S. Generally Accepted Accounting Principles (U.S. GAAP). A U.S. GAAP presentation would include, among other things, revenue and expenses identified as operating or non-operating and segregated accordingly, depreciation shown as an operating expense; full disclosure of all material financial and non-financial events with accompanying footnote disclosures; and a Management Discussion and Analysis (MD&A) section.

A summary of all Bi-State Development (BSD) business divisions and the self-insurance divisions indicate that the combined entity has assets of \$1.4 billion and a net income before depreciation of \$7.6 million for the six months ending December 31, 2018. When analyzing BSD's financial position, the primary focus is on income before depreciation. The majority of the capital program is funded through Federal grants - not profits from operations; therefore, depreciation is not funded. Net loss after depreciation is \$31.6 million. The BSD combined financials are reflected on pages 3-5.

A combining schedule of all business divisions can be viewed on pages 6-8. Within the complete package, each Bi-State Development entity has a comprehensive financial section including Financial Highlights, Statement of Financial Position, Statement of Activities, Detail Schedule of Wages and Benefits, Cash Receipts and Disbursement Schedule, Statement of Cash Flows, and Capital Expenditures for active projects as applicable. These sections are designed to give the reader a comprehensive understanding of the financial operation of each entity.

Table 1 below summarizes BSD Combined Income (Loss) before Depreciation by entity. For the six months ended December 31, 2018, BSD has a net income before depreciation of \$7.3 million compared to a budgeted loss of \$1.6 million for a favorable variance of \$8.9 million. Metro and the Gateway Arch Tram represent most of BSD's income before depreciation.

Table 1
BSD Combined Net Income (Loss) before Depreciation and Transfers

	Year-to-Date				
	Actual	Budget	Prior Year	\$ Var Bgt	\$ Var Prior Yr
Enterprise Funds					
Executive Services	\$ 287,706	\$ 303,617	\$ 153,057	\$ (15,911)	\$ 134,649
Gateway Arch Tram	1,417,808	1,474,661	398,392	(56,853)	1,019,416
Metro	5,157,813	(2,623,867)	789,224	7,781,680	4,368,589
St. Louis Downtown Airport	82,739	53,121	37,617	29,618	45,122
Riverfront Attractions	574,052	456,305	494,736	117,747	79,316
St. Louis Regional Freightway	(316,627)	(391,117)	(257,871)	74,490	(58,756)
BSD Research Institute	(28,404)	15,189	18,773	(43,593)	(47,177)
Arts In Transit, Inc.	(4,279)	13,803	15,213	(18,082)	(19,492)
Total Enterprise Funds	\$ 7,170,808	\$ (698,288)	\$ 1,649,141	\$ 7,869,096	\$ 5,521,667
Self-Insurance Funds					
Health	(297,267)	(192)	(4,864,038)	(297,075)	4,566,771
Casualty	(225,864)	(299,134)	824,352	73,270	(1,050,216)
Workers' Compensation	680,653	(565,194)	1,165,809	1,245,847	(485,156)
Total Self-Insurance Funds	\$ 157,522	\$ (864,520)	\$ (2,873,877)	\$ 1,022,042	\$ 3,031,399
Total Government Wide	\$ 7,328,330	\$ (1,562,808)	\$ (1,224,736)	\$ 8,891,138	\$ 8,553,066

Table 2 takes into account the impact of depreciation on the financial position of all enterprises resulting in a cumulative \$31.6 million loss.

Table 2
BSD Combined Net Income (Loss)

	Year-to-Date				
	Actual	Budget	Prior Year	\$ Var Bgt	\$ Var Prior Yr
Enterprise Funds					
Executive Services	\$ 287,706	\$ 302,398	\$ 153,057	\$ (14,692)	\$ 134,649
Gateway Arch Tram	1,008,348	1,262,600	177,113	(254,252)	831,235
Metro	(33,863,866)	(39,905,939)	(37,221,988)	6,042,073	3,358,122
St. Louis Downtown Airport	(532,958)	(614,497)	(668,504)	81,539	135,546
Riverfront Attractions	448,840	324,091	365,623	124,749	83,217
St. Louis Regional Freightway	(316,627)	(391,117)	(257,871)	74,490	(58,756)
BSD Research Institute	(33,938)	9,789	18,773	(43,727)	(52,711)
Arts In Transit, Inc.	(4,279)	13,803	15,213	(18,082)	(19,492)
Total Enterprise Funds	\$ (33,006,774)	\$ (38,998,872)	\$ (37,418,584)	\$ 5,992,098	\$ 4,411,810
Self-Insurance Funds					
Health	(297,267)	(192)	(4,864,038)	(297,075)	4,566,771
Casualty	544,335	(488)	1,114,745	544,823	(570,410)
Workers' Compensation	1,184,059	(292)	1,461,264	1,184,351	(277,205)
Total Self-Insurance Funds	\$ 1,431,127	\$ (972)	\$ (2,288,029)	\$ 1,432,099	\$ 3,719,156
Total Government Wide	\$ (31,575,647)	\$ (38,999,844)	\$ (39,706,613)	\$ 7,424,197	\$ 8,130,966

The Finance Division is available for any questions concerning the December 31, 2018 financial report.

Thank you.

COMBINED FINANCIALS

BSD Combined Statement of Financial Position 3

BSD Combined Statement of Activities 5



**Bi-State Development Agency of the
Missouri-Illinois Metropolitan District
Bi-State Development Combined
Quarterly Statement of Financial Position
December 31, 2018
(unaudited)**

	Business Divisions Total	Self-Insurance Divisions Total	Total	Eliminations	Bi-State Development Combined Total
Assets					
Current assets					
Cash	\$ 121,465,841	\$ 20,632,955	\$ 142,098,796	\$ -	\$ 142,098,796
Investments	121,033,393	2,348,988	123,382,381	-	123,382,381
Accounts and notes receivable	1,755,019	40,013	1,795,032	-	1,795,032
Interfund accounts receivable	-	372,396	372,396	(372,396)	-
Restricted accounts receivable	388,919	75	388,994	-	388,994
Federal, state and local assistance receivable	34,703,837	-	34,703,837	-	34,703,837
Materials and supplies inventory	9,401,607	-	9,401,607	-	9,401,607
Other current assets	2,183,726	548,540	2,732,266	-	2,732,266
Total current assets	290,932,342	23,942,967	314,875,309	(372,396)	314,502,913
Capital assets					
Capital assets - motorbus	429,027,072	-	429,027,072	-	429,027,072
Capital assets - paratransit	19,376,303	-	19,376,303	-	19,376,303
Capital assets - lightrail	1,623,476,482	-	1,623,476,482	-	1,623,476,482
Capital assets	72,714,049	-	72,714,049	-	72,714,049
Total capital assets	2,144,593,906	-	2,144,593,906	-	2,144,593,906
Accumulated depreciation	(1,326,028,687)	-	(1,326,028,687)	-	(1,326,028,687)
Total capital assets, net	818,565,219	-	818,565,219	-	818,565,219
Land	100,318,913	-	100,318,913	-	100,318,913
Construction-in-process	20,172,794	-	20,172,794	-	20,172,794
Total capital assets	939,056,926	-	939,056,926	-	939,056,926
Non-current assets					
Restricted investments	114,354,595	-	114,354,595	-	114,354,595
Deferred charges	114,896	-	114,896	-	114,896
Other non-current assets, net amort	418,290	-	418,290	-	418,290
Total non-current assets	114,887,781	-	114,887,781	-	114,887,781
Total assets	1,344,877,049	23,942,967	1,368,820,016	(372,396)	1,368,447,620
Deferred outflow of resources					
Deferred pension loss	10,404,394	-	10,404,394	-	10,404,394
Deferred pension expense	2,705,100	-	2,705,100	-	2,705,100
Deferred loss on hedging instruments	174,224	-	174,224	-	174,224
Deferred unfunded OPEB loss	7,364,100	-	7,364,100	-	7,364,100
Deferred loss on debt refunding	2,193,334	-	2,193,334	-	2,193,334
Total deferred outflow of resources	22,841,152	-	22,841,152	-	22,841,152
Total	\$ 1,367,718,201	\$ 23,942,967	\$ 1,391,661,168	\$ (372,396)	\$ 1,391,288,772

**Bi-State Development Agency of the
Missouri-Illinois Metropolitan District
Bi-State Development Combined
Quarterly Statement of Financial Position
December 31, 2018
(unaudited)**

	Business Divisions Total	Self-Insurance Divisions Total	Total	Eliminations	Bi-State Development Combined Total
Liabilities					
Current liabilities					
Accounts payable	\$ 7,277,690	\$ -	\$ 7,277,690	\$ -	\$ 7,277,690
Interfund accounts payable	(1,217,333)	1,589,729	372,396	(372,396)	-
Accrued expenses	21,552,713	92,817	21,645,530	-	21,645,530
Other current liabilities	21,904,805	-	21,904,805	-	21,904,805
Total current liabilities	<u>49,517,875</u>	<u>1,682,546</u>	<u>51,200,421</u>	<u>(372,396)</u>	<u>50,828,025</u>
Current liab payable from restricted assets					
Accounts payable and retention	1,291,241	-	1,291,241	-	1,291,241
Accrued interest payable	5,104,994	-	5,104,994	-	5,104,994
Short-term self-insurance	140,487	9,290,000	9,430,487	-	9,430,487
Medical self-insurance liability	-	3,957,850	3,957,850	-	3,957,850
Current portion of long-term debt	9,792,900	-	9,792,900	-	9,792,900
Total current liabilities payable	<u>16,329,622</u>	<u>13,247,850</u>	<u>29,577,472</u>	<u>-</u>	<u>29,577,472</u>
from restricted assets	<u>16,329,622</u>	<u>13,247,850</u>	<u>29,577,472</u>	<u>-</u>	<u>29,577,472</u>
Total current liabilities	<u>65,847,497</u>	<u>14,930,396</u>	<u>80,777,893</u>	<u>(372,396)</u>	<u>80,405,497</u>
Non-current liabilities					
Other post-employment benefits	66,380,544	361,048	66,741,592	-	66,741,592
Long-term self-insurance	351,956	10,914,000	11,265,956	-	11,265,956
Long-term debt	520,442,703	-	520,442,703	-	520,442,703
Capital lease obligations	114,354,597	-	114,354,597	-	114,354,597
Unfunded pension liabilities	83,086,826	230,724	83,317,550	-	83,317,550
Other non-current liabilities	6,159,381	-	6,159,381	-	6,159,381
Total non-current liabilities	<u>790,776,007</u>	<u>11,505,772</u>	<u>802,281,779</u>	<u>-</u>	<u>802,281,779</u>
Total liabilities	<u>856,623,504</u>	<u>26,436,168</u>	<u>883,059,672</u>	<u>(372,396)</u>	<u>882,687,276</u>
Deferred Inflow of Resources					
Deferred Unfunded OPEB Gain	353,572	-	353,572	-	353,572
Deferred pension gain 788 ATU and clerical	6,487,206	-	6,487,206	-	6,487,206
Deferred pension gain IBEW	158,094	-	158,094	-	158,094
Deferred pension gain salaried	2,193,277	-	2,193,277	-	2,193,277
Total deferred inflow of resources	<u>9,192,149</u>	<u>-</u>	<u>9,192,149</u>	<u>-</u>	<u>9,192,149</u>
Net Position					
Net position - capital investments	470,030,578	-	470,030,578	-	470,030,578
Net position	64,878,744	(3,924,328)	60,954,416	-	60,954,416
Net income (loss)	(33,006,774)	1,431,127	(31,575,647)	-	(31,575,647)
Total net position	<u>501,902,548</u>	<u>(2,493,201)</u>	<u>499,409,347</u>	<u>-</u>	<u>499,409,347</u>
Total	<u>\$ 1,367,718,201</u>	<u>\$ 23,942,967</u>	<u>\$ 1,391,661,168</u>	<u>\$ (372,396)</u>	<u>\$ 1,391,288,772</u>

**Bi-State Development Agency of the
Missouri-Illinois Metropolitan District
Bi-State Development Combined
Statement of Activities
For the Six Months Ended December 31, 2018
(unaudited)**

	Business Divisions Total	Self-Insurance Divisions Total	Total	Eliminations	Bi-State Development Combined Total
Revenue					
Passenger and service revenues	\$ 28,227,611	\$ -	\$ 28,227,611	\$ -	\$ 28,227,611
City of St. Louis	19,402,290	-	19,402,290	-	19,402,290
St. Louis County	74,848,486	-	74,848,486	-	74,848,486
St. Clair County Transit District	29,495,890	-	29,495,890	-	29,495,890
State of Missouri and Illinois	291,919	-	291,919	-	291,919
Federal funding	8,946,241	-	8,946,241	-	8,946,241
Other local/regional funding	102,390	-	102,390	-	102,390
Not-for-profit	21,696	-	21,696	-	21,696
Advertising, maint services, rental income	2,877,833	-	2,877,833	-	2,877,833
Interest income	1,876,948	192,259	2,069,207	-	2,069,207
Other operating revenue	448,525	-	448,525	-	448,525
Charges for services	-	24,429,180	24,429,180	(20,744,777)	3,684,403
Total revenue	166,539,829	24,621,439	191,161,268	(20,744,777)	170,416,491
Expense					
Wages and benefits	104,491,215	925,697	105,416,912	-	105,416,912
Services	16,595,177	154,932	16,750,109	-	16,750,109
Fuel and lube consumed	5,941,484	-	5,941,484	-	5,941,484
Materials and supplies	10,802,879	4,206	10,807,085	-	10,807,085
Utilities	4,043,717	3,832	4,047,549	-	4,047,549
Casualty and liability costs	3,571,498	554,699	4,126,197	-	4,126,197
Other expenses	3,024,324	254,136	3,278,460	-	3,278,460
Interest expense	9,446,810	-	9,446,810	-	9,446,810
Contribution to outside entities	1,010,104	-	1,010,104	-	1,010,104
Other non-operating expense	441,813	-	441,813	-	441,813
Claims paid and insurance administrative costs	-	22,566,415	22,566,415	(20,744,777)	1,821,638
Total expense	159,369,021	24,463,917	183,832,938	(20,744,777)	163,088,161
Income (loss) before depreciation	7,170,808	157,522	7,328,330	-	7,328,330
Depreciation and amortization expense	38,903,977	-	38,903,977	-	38,903,977
Net income (loss) before transfers	(31,733,169)	157,522	(31,575,647)	-	(31,575,647)
Net transfers in (out)	(1,273,605)	1,273,605	-	-	-
Net income (loss)	\$ (33,006,774)	\$ 1,431,127	\$ (31,575,647)	\$ -	\$ (31,575,647)

BUSINESS DIVISIONS

Business Divisions Statement of Financial Position 6

Business Divisions Statement of Activities 8



**Bi-State Development Agency of the
Missouri-Illinois Metropolitan District
Business Divisions
Quarterly Statement of Financial Position
December 31, 2018
(unaudited)**

	Executive Services	Gateway Arch Tram	Riverfront Attractions	St. Louis Downtown Airport	Metro	St. Louis Regional Freightway	Bi-State Development Research Inst.	Arts In Transit, Inc.	Totals	Interfund Eliminations	Totals After Eliminations
Assets											
Current assets											
Cash	\$ 6,152,272	\$ 14,882,934	\$ 44,045	\$ 1,498,983	\$ 98,668,601	\$ 17,000	\$ 127,962	\$ 74,044	\$ 121,465,841	\$ -	\$ 121,465,841
Investments	-	-	-	-	121,033,393	-	-	-	121,033,393	-	121,033,393
Accounts and notes receivable	61,906	2,638	1,807	56,484	1,632,184	-	-	-	1,755,019	-	1,755,019
Interfund accounts receivable	-	-	-	-	5,004,012	-	-	-	5,004,012	(5,004,012)	-
Restricted accounts receivable	-	-	-	-	388,919	-	-	-	388,919	-	388,919
Federal, state and local assistance receivable	-	49,370	-	-	34,654,467	-	-	-	34,703,837	-	34,703,837
Materials and supplies inventory	-	-	42,006	65,457	9,294,144	-	-	-	9,401,607	-	9,401,607
Other current assets	77,420	39,294	79,029	29,981	1,928,002	-	30,000	-	2,183,726	-	2,183,726
Total current assets	6,291,598	14,974,236	166,887	1,650,905	272,603,722	17,000	157,962	74,044	295,936,354	(5,004,012)	290,932,342
Capital assets											
Capital assets - motorbus	-	-	-	-	429,027,072	-	-	-	429,027,072	-	429,027,072
Capital assets - paratransit	-	-	-	-	19,376,303	-	-	-	19,376,303	-	19,376,303
Capital assets - lightrail	-	-	-	-	1,623,476,482	-	-	-	1,623,476,482	-	1,623,476,482
Capital assets	-	17,211,672	5,103,118	50,138,642	-	-	260,617	-	72,714,049	-	72,714,049
Total capital assets	-	17,211,672	5,103,118	50,138,642	2,071,879,857	-	260,617	-	2,144,593,906	-	2,144,593,906
Accumulated depreciation	-	(7,979,140)	(4,121,161)	(36,466,080)	(1,277,462,306)	-	-	-	(1,326,028,687)	-	(1,326,028,687)
Total capital assets, net	-	9,232,532	981,957	13,672,562	794,417,551	-	260,617	-	818,565,219	-	818,565,219
Land	-	-	-	4,542,564	95,776,349	-	-	-	100,318,913	-	100,318,913
Construction-in-process	-	75,941	43,878	1,124,896	18,928,079	-	-	-	20,172,794	-	20,172,794
Total capital assets	-	9,308,473	1,025,835	19,340,022	909,121,979	-	260,617	-	939,056,926	-	939,056,926
Non-current assets											
Restricted investments	-	-	-	-	114,354,595	-	-	-	114,354,595	-	114,354,595
Deferred charges	-	-	-	114,896	-	-	-	-	114,896	-	114,896
Other non-current assets, net amort	-	-	-	-	418,290	-	-	-	418,290	-	418,290
Total non-current assets	-	-	-	114,896	114,772,885	-	-	-	114,887,781	-	114,887,781
Total assets	6,291,598	24,282,709	1,192,722	21,105,823	1,296,498,586	17,000	418,579	74,044	1,349,881,061	(5,004,012)	1,344,877,049
Deferred outflow of resources											
Deferred pension loss	-	-	-	-	10,404,394	-	-	-	10,404,394	-	10,404,394
Deferred pension expense	-	-	-	-	2,705,100	-	-	-	2,705,100	-	2,705,100
Deferred loss on hedging instruments	-	-	-	-	174,224	-	-	-	174,224	-	174,224
Deferred unfunded OPEB loss	-	-	-	-	7,364,100	-	-	-	7,364,100	-	7,364,100
Deferred loss on debt refunding	-	-	-	-	2,193,334	-	-	-	2,193,334	-	2,193,334
Total deferred outflow of resources	-	-	-	-	22,841,152	-	-	-	22,841,152	-	22,841,152
Total	\$ 6,291,598	\$ 24,282,709	\$ 1,192,722	\$ 21,105,823	\$ 1,319,339,738	\$ 17,000	\$ 418,579	\$ 74,044	\$ 1,372,722,213	\$ (5,004,012)	\$ 1,367,718,201

**Bi-State Development Agency of the
Missouri-Illinois Metropolitan District
Business Divisions
Quarterly Statement of Financial Position
December 31, 2018
(unaudited)**

	Executive Services	Gateway Arch Tram	Riverfront Attractions	St. Louis Downtown Airport	Metro	St. Louis Regional Freightway	Bi-State Development Research Inst.	Arts In Transit, Inc.	Totals	Interfund Eliminations	Totals After Eliminations
Liabilities											
Current liabilities											
Accounts payable	\$ 101,529	\$ 273,428	\$ 4,177	\$ -	\$ 6,883,557	\$ 14,999	\$ -	\$ -	\$ 7,277,690	\$ -	\$ 7,277,690
Interfund accounts payable	6,613	1,568,115	293,343	173,954	-	1,722,047	22,558	49	3,786,679	(5,004,012)	(1,217,333)
Accrued expenses	301,781	76,675	123,100	54,900	20,967,257	29,000	-	-	21,552,713	-	21,552,713
Other current liabilities	2,500	39,278	16,714	73,410	21,646,609	-	126,294	-	21,904,805	-	21,904,805
Total current liabilities	412,423	1,957,496	437,334	302,264	49,497,423	1,766,046	148,852	49	54,521,887	(5,004,012)	49,517,875
Current liab payable from restricted assets											
Accounts payable and retention	-	49,148	-	-	1,242,093	-	-	-	1,291,241	-	1,291,241
Accrued interest payable	-	25,162	-	-	5,079,832	-	-	-	5,104,994	-	5,104,994
Short-term insurance	-	-	-	-	140,487	-	-	-	140,487	-	140,487
Current portion of long-term debt	-	162,900	-	-	9,630,000	-	-	-	9,792,900	-	9,792,900
Total current liabilities payable from restricted assets	-	237,210	-	-	16,092,412	-	-	-	16,329,622	-	16,329,622
Total current liabilities	412,423	2,194,706	437,334	302,264	65,589,835	1,766,046	148,852	49	70,851,509	(5,004,012)	65,847,497
Non-current liabilities											
Other post-employment benefits	894,195	558	309,505	347,657	64,694,444	134,185	-	-	66,380,544	-	66,380,544
Long-term insurance	-	-	-	-	351,956	-	-	-	351,956	-	351,956
Long-term debt	-	7,113,093	-	-	513,329,610	-	-	-	520,442,703	-	520,442,703
Capital lease obligations	-	-	-	-	114,354,597	-	-	-	114,354,597	-	114,354,597
Unfunded pension liabilities	160,559	41,576	243,268	12,344	82,625,585	3,494	-	-	83,086,826	-	83,086,826
Other non-current liabilities	-	-	-	-	6,159,381	-	-	-	6,159,381	-	6,159,381
Total non-current liabilities	1,054,754	7,155,227	552,773	360,001	781,515,573	137,679	-	-	790,776,007	-	790,776,007
Total liabilities	1,467,177	9,349,933	990,107	662,265	847,105,408	1,903,725	148,852	49	861,627,516	(5,004,012)	856,623,504
Deferred Unfunded OPEB Gain	-	-	-	-	353,572	-	-	-	353,572	-	353,572
Deferred pension gain 788 ATU and clerical	-	-	-	-	6,487,206	-	-	-	6,487,206	-	6,487,206
Deferred pension gain IBEW	-	-	-	-	158,094	-	-	-	158,094	-	158,094
Deferred pension gain salaried	-	-	-	-	2,193,277	-	-	-	2,193,277	-	2,193,277
Total deferred inflow of resources	-	-	-	-	9,192,149	-	-	-	9,192,149	-	9,192,149
Net Position											
Net position - capital investments	-	16,612,046	1,025,835	19,244,282	433,148,415	-	-	-	470,030,578	-	470,030,578
Net position - unrestricted	4,536,715	(2,687,618)	(1,272,060)	1,732,234	63,757,632	(1,570,098)	303,665	78,274	64,878,744	-	64,878,744
Net income (loss)	287,706	1,008,348	448,840	(532,958)	(33,863,866)	(316,627)	(33,938)	(4,279)	(33,006,774)	-	(33,006,774)
Total net position	4,824,421	14,932,776	202,615	20,443,558	463,042,181	(1,886,725)	269,727	73,995	501,902,548	-	501,902,548
Total	\$ 6,291,598	\$ 24,282,709	\$ 1,192,722	\$ 21,105,823	\$ 1,319,339,738	\$ 17,000	\$ 418,579	\$ 74,044	\$ 1,372,722,213	\$ (5,004,012)	\$ 1,367,718,201

**Bi-State Development Agency of the
Missouri-Illinois Metropolitan District
Business Divisions
Combining Statement of Activities by Business Division
For the Six Months Ended December 31, 2018
(unaudited)**

	Executive Services	Gateway Arch Tram	Riverfront Attractions	St. Louis Downtown Airport	Metro	St. Louis Regional Freightway	Bi-State Development Research Inst.	Arts In Transit, Inc.	Totals	Eliminations	Totals After Eliminations
Revenue											
Passenger and service revenues	\$ -	\$ 4,624,466	\$ 1,937,305	\$ 702,991	\$ 21,003,333	\$ -	\$ -	\$ -	\$ 28,268,095	\$ (40,484)	\$ 28,227,611
Interfund administrative fees	2,285,600	-	-	-	-	-	-	-	2,285,600	(2,285,600)	-
City of St. Louis	-	-	-	-	19,402,290	-	-	-	19,402,290	-	19,402,290
St. Louis County	-	-	-	-	74,848,486	-	-	-	74,848,486	-	74,848,486
St. Clair County Transit District	-	-	-	-	29,495,890	-	-	-	29,495,890	-	29,495,890
State of Missouri and Illinois	-	-	-	-	291,919	-	-	-	291,919	-	291,919
Federal funding	-	-	-	-	8,946,241	-	-	-	8,946,241	-	8,946,241
Other local/regional funding	-	-	-	-	102,390	-	-	-	102,390	-	102,390
Not-for-profit	-	-	-	-	-	-	3,151	18,545	21,696	-	21,696
Contributions	-	-	-	-	-	-	85,656	129,955	215,611	(215,611)	-
Advertising, maint services, rental income	100,684	35,142	74,354	61,075	2,589,823	16,755	-	-	2,877,833	-	2,877,833
Interest income	37,518	108,495	-	13,203	1,717,615	117	-	-	1,876,948	-	1,876,948
Other operating revenue	244,952	145,105	-	57,968	-	500	-	-	448,525	-	448,525
Total revenue	2,668,754	4,913,208	2,011,659	835,237	158,397,987	17,372	88,807	148,500	169,081,524	(2,541,695)	166,539,829
Expense											
Wages and benefits	1,534,162	1,080,818	778,157	393,935	100,540,005	164,138	66,946	65,618	104,623,779	(132,564)	104,491,215
Services	622,541	722,078	185,456	88,232	14,788,252	138,418	28,176	48,949	16,622,102	(26,925)	16,595,177
Fuel and lube consumed	-	-	41,711	9,018	5,890,755	-	-	-	5,941,484	-	5,941,484
Materials and supplies	11,368	152,014	264,321	26,163	10,347,281	932	-	800	10,802,879	-	10,802,879
Utilities	1,372	55,070	43,334	76,523	3,866,703	-	715	285	4,044,002	(285)	4,043,717
Casualty and liability costs	24,094	27,653	70,652	27,285	3,421,814	-	-	-	3,571,498	-	3,571,498
Other expenses	187,511	888,701	53,976	131,342	4,055,703	30,511	21,374	37,127	5,406,245	(2,381,921)	3,024,324
Interest expense	-	148,236	-	-	9,298,574	-	-	-	9,446,810	-	9,446,810
Contribution to outside entities	-	420,830	-	-	589,274	-	-	-	1,010,104	-	1,010,104
Other non-operating expense	-	-	-	-	441,813	-	-	-	441,813	-	441,813
Total expense	2,381,048	3,495,400	1,437,607	752,498	153,240,174	333,999	117,211	152,779	161,910,716	(2,541,695)	159,369,021
Income (loss) before depreciation	287,706	1,417,808	574,052	82,739	5,157,813	(316,627)	(28,404)	(4,279)	7,170,808	-	7,170,808
Depreciation and amortization expense	-	406,695	125,134	615,697	37,750,917	-	5,534	-	38,903,977	-	38,903,977
Net income (loss) before transfers	287,706	1,011,113	448,918	(532,958)	(32,593,104)	(316,627)	(33,938)	(4,279)	(31,733,169)	-	(31,733,169)
Net transfers in (out)	-	(2,765)	(78)	-	(1,270,762)	-	-	-	(1,273,605)	-	(1,273,605)
Net income (loss)	\$ 287,706	\$ 1,008,348	\$ 448,840	\$ (532,958)	\$ (33,863,866)	\$ (316,627)	\$ (33,938)	\$ (4,279)	\$ (33,006,774)	\$ -	\$ (33,006,774)

EXECUTIVE SERVICES



Financial Highlights 9

Statement of Financial Position 11

Statement of Activities 13

Schedule of Wages & Benefits 14

Cash Receipts and Disbursement Schedule 15

Statement of Cash Flows 16

Capital Expenditures for Active Projects 17

Executive Services

For the Six Months Ended December 31, 2018

(Preliminary, subject to audit)

Fast Facts

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

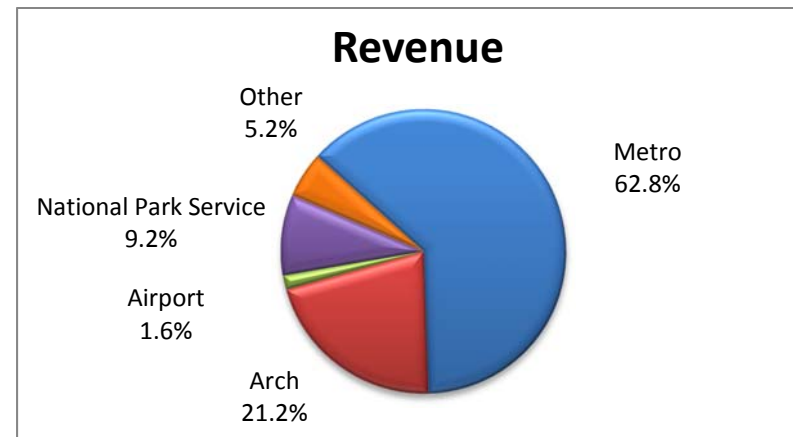
The sold-out 2018 annual meeting was held November 2, 2018 and featured a report to the community with updates on Bi-State Development enterprises as well as award presentations.

Bi-State Development awarded its first ever Inspire Award to Colleen Starkloff, co-founder of Starkloff Disability Institute and Paraquad, and Mokhtee Ahmad, administrator for Region VII of the Federal Transit Administration. The awards were in recognition of significant contributions to the success of the St. Louis region, Bi-State Development and its enterprises.

Financial Data

Income before depreciation is \$287.7 thousand and 88.0% more than the prior year. Revenues are up 19.6% and expenses are up 14.6% compared to fiscal year 2018.

Total revenue includes the management fee assessments from Bi-State Development business units and the National Park Service. Total revenue is \$2.7 million. The increase from fiscal year 2018 is primarily due to increased tourism at the renovated Gateway Arch. Metro transit's management fee is assessed on a percent of Executive Services total operating expense.



Executive Services

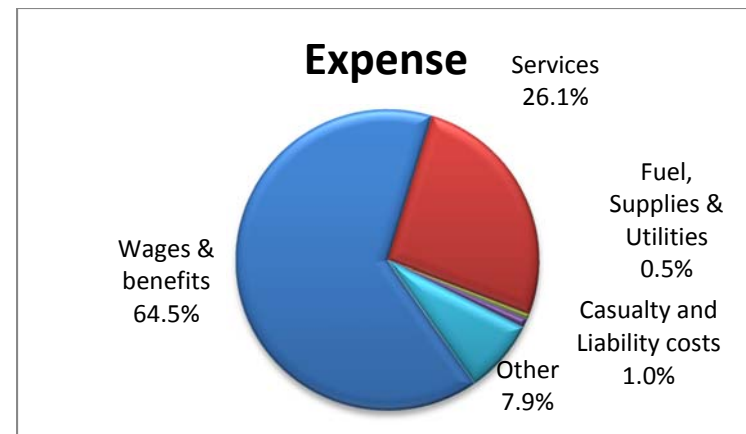
For the Six Months Ended December 31, 2018
(Preliminary, subject to audit)

Total expense is \$2.4 million compared to \$2.1 million in fiscal year 2018.

Wages and benefits are 12.6% greater than fiscal year 2018 and 1.8% more than budget, due to a year over year increase in personnel.

Services are 16.1% greater than fiscal year 2018 and 18.9% less than budget. An increase in legal, auditor and consulting fees and data processing service contribute to the increase from prior fiscal year.

Other expenses are 10.2% higher than fiscal year 2018 due to higher expenses for travel, meetings, mileage, parking, and other general expense.



Executive Services
Quarterly Statement of Financial Position
December 31, 2018
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Assets							
Current assets							
Cash	\$ 6,152,272	\$ 6,301,955	\$ (149,683)	(2.4)	\$ 4,012,059	\$ 2,140,213	53.3
Accounts and notes receivable	61,906	139,842	(77,936)	(55.7)	21,831	40,075	183.6
Interfund accounts receivable	-	-	-	n/a	1,836,359	(1,836,359)	(100.0)
Other current assets	77,420	113,704	(36,284)	(31.9)	40,577	36,843	90.8
Total current assets	6,291,598	6,555,501	(263,903)	(4.0)	5,910,826	380,772	6.4
Capital assets							
Capital assets	-	-	-	n/a	23,883	(23,883)	(100.0)
Accumulated depreciation	-	-	-	n/a	(23,883)	23,883	100.0
Total assets	6,291,598	6,555,501	(263,903)	(4.0)	5,910,826	380,772	6.4
Total	\$ 6,291,598	\$ 6,555,501	\$ (263,903)	(4.0)	\$ 5,910,826	\$ 380,772	6.4

Executive Services
Quarterly Statement of Financial Position
December 31, 2018
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Liabilities							
Current liabilities							
Accounts payable	\$ 101,529	\$ 70,129	\$ 31,400	44.8	\$ 111,367	\$ (9,838)	(8.8)
Interfund accounts payable	6,613	197,763	(191,150)	(96.7)	-	6,613	n/a
Accrued expenses	301,781	301,300	481	0.2	267,865	33,916	12.7
Other current liabilities	2,500	30,000	(27,500)	(91.7)	-	2,500	n/a
Total current liabilities	412,423	599,192	(186,769)	(31.2)	379,232	33,191	8.8
Non-current liabilities							
Other post-employment benefits	894,195	892,268	1,927	0.2	922,573	(28,378)	(3.1)
Unfunded pension liabilities	160,559	160,559	-	-	191,121	(30,562)	(16.0)
Total non-current liabilities	1,054,754	1,052,827	1,927	0.2	1,113,694	(58,940)	(5.3)
Total liabilities	1,467,177	1,652,019	(184,842)	(11.2)	1,492,926	(25,749)	(1.7)
Net Position							
Net position	4,536,715	4,536,715	-	-	4,264,843	271,872	6.4
Net income (loss)	287,706	366,767	(79,061)	(21.6)	153,057	134,649	88.0
Total net position	4,824,421	4,903,482	(79,061)	(1.6)	4,417,900	406,521	9.2
Total	<u>\$ 6,291,598</u>	<u>\$ 6,555,501</u>	<u>\$ (263,903)</u>	<u>(4.0)</u>	<u>\$ 5,910,826</u>	<u>\$ 380,772</u>	<u>6.4</u>

Executive Services
Statement of Activities
For the Quarter Ended December 31, 2018
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Revenue										
Admin fees - Transit	\$ 857,933	\$ 894,847	\$ (36,914)	(4.1)	\$ 724,055	\$ 1,679,023	\$ 1,789,693	\$ (110,670)	(6.2)	\$ 1,411,883
Admin fees - Gateway Arch	138,082	70,637	67,445	95.5	121,087	564,815	560,878	3,937	0.7	434,012
Admin fees - Airport	21,500	22,199	(699)	(3.1)	20,808	41,762	44,398	(2,636)	(5.9)	40,360
National Park Service management fee	73,173	112,495	(39,322)	(35.0)	60,244	244,952	224,989	19,963	8.9	175,436
Other operating revenue	100,684	74,024	26,660	36.0	145,398	100,684	148,048	(47,364)	(32.0)	148,681
Interest income	21,027	11,500	9,527	82.8	9,125	37,518	23,000	14,518	63.1	20,274
Total revenue	<u>1,212,399</u>	<u>1,185,702</u>	<u>26,697</u>	<u>2.3</u>	<u>1,080,717</u>	<u>2,668,754</u>	<u>2,791,006</u>	<u>(122,252)</u>	<u>(4.4)</u>	<u>2,230,646</u>
Expense										
Wages and benefits ¹	795,862	759,365	(36,497)	(4.8)	663,452	1,534,162	1,506,328	(27,834)	(1.8)	1,362,890
Services	366,489	371,674	5,185	1.4	379,391	622,541	767,798	145,257	18.9	536,320
Materials and supplies	6,171	7,294	1,123	15.4	5,405	11,368	14,589	3,221	22.1	6,652
Utilities	683	1,841	1,158	62.9	881	1,372	3,683	2,311	62.7	1,588
Casualty and liability costs	12,047	-	(12,047)	-	-	24,094	-	(24,094)	-	-
Other expenses	110,208	98,859	(11,349)	(11.5)	111,355	187,511	194,991	7,480	3.8	170,139
Total expense	<u>1,291,460</u>	<u>1,239,033</u>	<u>(52,427)</u>	<u>(4.2)</u>	<u>1,160,484</u>	<u>2,381,048</u>	<u>2,487,389</u>	<u>106,341</u>	<u>4.3</u>	<u>2,077,589</u>
Income (loss) before depreciation	<u>(79,061)</u>	<u>(53,331)</u>	<u>(25,730)</u>	<u>(48.2)</u>	<u>(79,767)</u>	<u>287,706</u>	<u>303,617</u>	<u>(15,911)</u>	<u>(5.2)</u>	<u>153,057</u>
Depreciation and amortization expense	-	610	610	100.0	-	-	1,219	1,219	100.0	-
Net income (loss)	<u>\$ (79,061)</u>	<u>\$ (53,941)</u>	<u>\$ (25,120)</u>	<u>(46.6)</u>	<u>\$ (79,767)</u>	<u>\$ 287,706</u>	<u>\$ 302,398</u>	<u>\$ (14,692)</u>	<u>(4.9)</u>	<u>\$ 153,057</u>

¹ - Detailed schedule included.

Executive Services
Detailed Schedule of Wages and Benefits
For the Quarter Ended December 31, 2018
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Personnel expense										
Wages	\$ 659,113	\$ 604,154	\$ (54,959)	(9.1)	\$ 552,174	\$ 1,257,821	\$ 1,196,811	\$ (61,010)	(5.1)	\$ 1,095,117
Company paid benefits										
Payroll related taxes and insurance										
FICA	30,090	46,218	16,128	34.9	27,491	66,586	91,556	24,970	27.3	64,286
Unemployment insurance	161	1,575	1,414	89.8	52	325	3,150	2,825	89.7	139
Worker's compensation insurance	-	1,835	1,835	100.0	-	-	3,642	3,642	100.0	-
Health and welfare										
Medical	55,637	38,838	(16,799)	(43.3)	36,563	102,950	77,677	(25,273)	(32.5)	77,157
Dental	1,535	1,228	(307)	(25.0)	1,018	3,113	2,456	(657)	(26.8)	2,285
Other post employment benefits	1,927	10,915	8,988	82.3	-	1,927	21,830	19,903	91.2	16,013
Life insurance / AD&D	939	324	(615)	(189.8)	793	1,941	649	(1,292)	(199.1)	1,727
Short and long term disability	3,360	3,190	(170)	(5.3)	3,069	7,129	6,380	(749)	(11.7)	6,547
FMLA administration expense	-	176	176	100.0	-	-	352	352	100.0	-
EAP expense	81	85	4	4.7	65	164	169	5	3.0	144
Retirement										
Pension expense	17,203	19,632	2,429	12.4	18,468	33,778	39,265	5,487	14.0	47,034
401 K contributions	25,816	31,195	5,379	17.2	23,759	58,428	62,391	3,963	6.4	52,441
Other										
Total company paid benefits	<u>136,749</u>	<u>155,211</u>	<u>18,462</u>	11.9	<u>111,278</u>	<u>276,341</u>	<u>309,517</u>	<u>33,176</u>	10.7	<u>267,773</u>
Total wages and benefits	<u>\$ 795,862</u>	<u>\$ 759,365</u>	<u>\$ (36,497)</u>	(4.8)	<u>\$ 663,452</u>	<u>\$ 1,534,162</u>	<u>\$ 1,506,328</u>	<u>\$ (27,834)</u>	(1.8)	<u>\$ 1,362,890</u>

Executive Services
Cash Receipts and Disbursements Schedule
For the Quarter Ended December 31, 2018
(unaudited)

<u>Description</u>	<u>Total</u>	<u>Executive Services Operating Fund</u>	<u>Investments Operating Fund</u>	<u>Other Restricted Fund</u>
Balance at October 1, 2018				
Cash & Investments	\$ 6,301,955	\$ 2,099,292	\$ 3,984,953	\$ 217,710
Add:				
Gateway Arch	206,306	-	206,306	-
Interest received	21,027	-	21,027	-
Total cash receipts	<u>227,333</u>	<u>-</u>	<u>227,333</u>	<u>-</u>
Interfund transfers	-	-	(1,926)	1,926
Less:				
Cash disbursements	<u>(377,016)</u>	<u>(377,016)</u>	<u>-</u>	<u>-</u>
Total cash disbursements	<u>(377,016)</u>	<u>(377,016)</u>	<u>-</u>	<u>-</u>
Balance at December 31, 2018				
Cash & Investments	<u>\$ 6,152,272</u>	<u>\$ 1,722,276</u>	<u>\$ 4,210,360</u>	<u>\$ 219,636</u>

Executive Services
Statement of Cash Flows
For the Six Months Ended December 31, 2018
(unaudited)

Cash flows from operating activities		Supplemental disclosure of cash flow information
Receipts from customers	\$ 394,502	
Payments to employees	(1,533,317)	Noncash Activities:
Payments to vendors	(936,989)	None
Payments for self-insurance	(24,094)	
Receipts (payments) from inter-fund activity	<u>4,429,603</u>	
Net cash provided by (used in) operating activities	<u>2,329,705</u>	
Cash flows from non capital financing activities		
Operating assistance received	<u>1,964</u>	
Net cash provided by (used in) non capital financing activities	<u>1,964</u>	
Cash flows from capital and related financing activities		
None		
Cash flows from capital and related financing activities	<u>-</u>	
Cash flows from investing activities		
Interest received	<u>37,518</u>	
Net cash provided by (used in) investing activities	<u>37,518</u>	
Net increase (decrease) in cash and cash equivalents	2,369,187	
Cash and cash equivalents, beginning of year	<u>3,783,085</u>	
Cash and cash equivalents, year to date	<u>\$ 6,152,272</u>	

Executive Services
Capital Expenditures for Active Projects
For the Quarter Ended December 31, 2018
(unaudited)

Description	Budget	Current	Year-To-Date	Life-To-Date	Balance
Project #	\$ -	\$ -	\$ -	\$ -	\$ -
Total Active Projects	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>



**BI-STATE
DEVELOPMENT**

Gateway to growth. On both sides of the river.™

Financial Highlights 18

Statement of Financial Position 20

Statement of Activities. 22

Schedule of Wage & Benefits 23

Cash Receipts and Disbursement Schedule 24

Statement of Cash Flows 25

Capital Expenditures for Active Projects 26

Gateway Arch Tram

For the Six Months Ended December 31, 2018

(Preliminary, subject to audit)

Fast Facts

The Gateway Arch closed December 22, 2018 due to the government shutdown and remained closed for the rest of December.

Attendance and revenue at the Arch continue to be strong.

Financial Data

Income before depreciation for the Gateway Arch Tram is \$1.4 million.

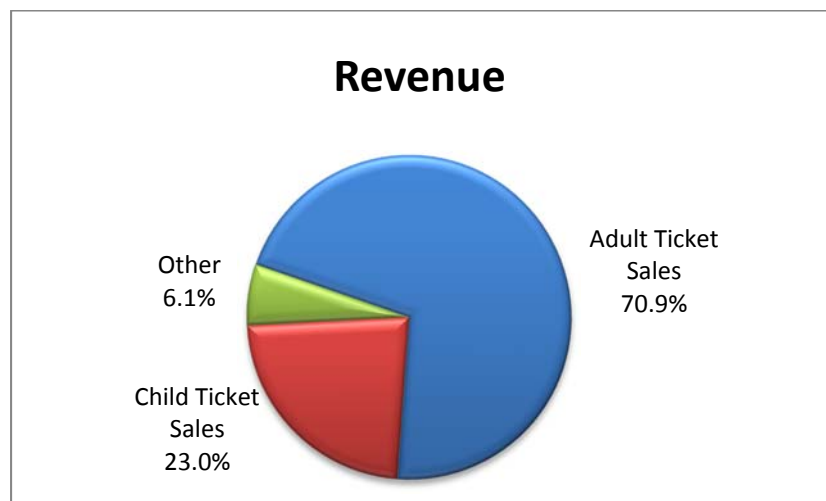
Revenue is \$4.9 million and is \$0.8 million more than the prior year primarily due to a 12.9% increase in tram ticket sales as a result of both trams being operational and the Grand Opening of the renovated museum.

Total expense is \$3.5 million comparable to FY 2018.

Wages and benefits \$1.1 million in expense is 11.0% greater than prior year primarily due to the extra staffing needed since both Arch Trams are fully operational.

Services expense exceed prior year by \$190 thousand due to higher consultant fees, National Park Stand-By Mechanic, Outside Services and banking charges.

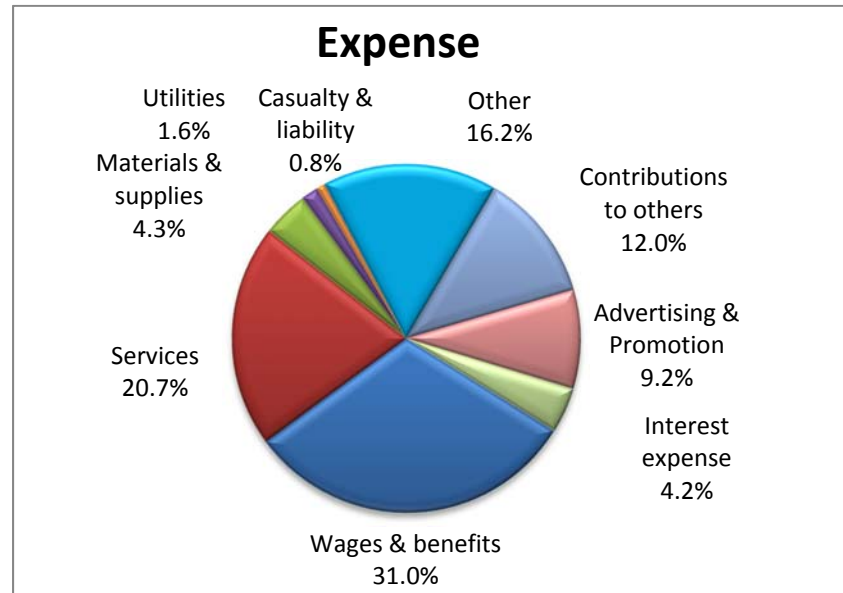
Contributions to outside entities is \$421 thousand. The majority of the payments were for expenses related to the Arch signage project and the preservation of the stainless steel of the Arch.



Gateway Arch Tram

For the Six Months Ended December 31, 2018

(Preliminary, subject to audit)



Tram ridership was 4.5% less than budget. Tram ridership increased 14.5% compared to prior year. This was due to the Arch Trams being fully operational.

Performance Data

Tram Ridership Comparison			
	<u>Adult</u>	<u>Child</u>	<u>Total</u>
FY19 Actual	355,184	114,119	469,303
FY19 Budget	367,216	124,126	491,342
FY18 Actual	316,409	93,288	409,697

Gateway Arch Tram
Quarterly Statement of Financial Position
December 31, 2018
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Assets							
Current assets							
Cash	\$ 14,882,934	\$ 15,155,511	\$ (272,577)	(1.8)	\$ 13,982,926	\$ 900,008	6.4
Accounts and notes receivable	2,638	3,393	(755)	(22.3)	105,528	(102,890)	(97.5)
Federal, state and local assistance receivable	49,370	7,619	41,751	548.0	(204,383)	253,753	124.2
Other current assets	39,294	64,761	(25,467)	(39.3)	39,300	(6)	-
Total current assets	<u>14,974,236</u>	<u>15,231,284</u>	<u>(257,048)</u>	(1.7)	<u>13,923,371</u>	<u>1,050,865</u>	7.5
Capital assets							
Capital assets	17,211,672	16,906,441	305,231	1.8	13,957,364	3,254,308	23.3
Accumulated depreciation	(7,979,140)	(7,767,383)	(211,757)	(2.7)	(7,079,442)	(899,698)	(12.7)
Total capital assets, net	<u>9,232,532</u>	<u>9,139,058</u>	<u>93,474</u>	1.0	<u>6,877,922</u>	<u>2,354,610</u>	34.2
Construction-in-process	<u>75,941</u>	<u>360,717</u>	<u>(284,776)</u>	(78.9)	<u>3,136,062</u>	<u>(3,060,121)</u>	(97.6)
Total capital assets	<u>9,308,473</u>	<u>9,499,775</u>	<u>(191,302)</u>	(2.0)	<u>10,013,984</u>	<u>(705,511)</u>	(7.0)
Total assets	<u>24,282,709</u>	<u>24,731,059</u>	<u>(448,350)</u>	(1.8)	<u>23,937,355</u>	<u>345,354</u>	1.4
Total	<u>\$ 24,282,709</u>	<u>\$ 24,731,059</u>	<u>\$ (448,350)</u>	(1.8)	<u>\$ 23,937,355</u>	<u>\$ 345,354</u>	1.4

Gateway Arch Tram
Quarterly Statement of Financial Position
December 31, 2018
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Liabilities							
Current liabilities							
Accounts payable	\$ 273,428	\$ 418,393	\$ (144,965)	(34.6)	\$ 441,821	\$ (168,393)	(38.1)
Interfund accounts payable	1,568,115	1,279,503	288,612	22.6	2,470,584	(902,469)	(36.5)
Accrued expenses	76,675	76,520	155	0.2	74,539	2,136	2.9
Other current liabilities	39,278	107,083	(67,805)	(63.3)	29,816	9,462	31.7
Total current liabilities	1,957,496	1,881,499	75,997	4.0	3,016,760	(1,059,264)	(35.1)
Current liab payable from restricted assets							
Accounts payable and retention	49,148	264,877	(215,729)	(81.4)	264,877	(215,729)	(81.4)
Accrued interest payable	25,162	98,460	(73,298)	(74.4)	24,874	288	1.2
Current portion of long-term debt	162,900	159,693	3,207	2.0	156,550	6,350	4.1
Total current liabilities payable from restricted assets	237,210	523,030	(285,820)	(54.6)	446,301	(209,091)	(46.8)
Total current liabilities	2,194,706	2,404,529	(209,823)	(8.7)	3,463,061	(1,268,355)	(36.6)
Non-current liabilities							
Other post-employment benefits	558	-	558	n/a	5,411	(4,853)	(89.7)
Long-term debt	7,113,093	7,195,353	(82,260)	(1.1)	7,275,993	(162,900)	(2.2)
Unfunded pension liabilities	41,576	41,576	-	-	56,889	(15,313)	(26.9)
Total non-current liabilities	7,155,227	7,236,929	(81,702)	(1.1)	7,338,293	(183,066)	(2.5)
Total liabilities	9,349,933	9,641,458	(291,525)	(3.0)	10,801,354	(1,451,421)	(13.4)
Net Position							
Net position - capital investments	16,612,046	16,970,177	(358,131)	(2.1)	16,564,117	47,929	0.3
Net position	(2,687,618)	(3,045,748)	358,130	11.8	(3,605,229)	917,611	25.5
Net income (loss)	1,008,348	1,165,172	(156,824)	(13.5)	177,113	831,235	469.3
Total net position	14,932,776	15,089,601	(156,825)	(1.0)	13,136,001	1,796,775	13.7
Total	\$ 24,282,709	\$ 24,731,059	\$ (448,350)	(1.8)	\$ 23,937,355	\$ 345,354	1.4

Gateway Arch Tram
Statement of Activities
For the Quarter Ended December 31, 2018
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Revenue										
Arch tickets	\$ 1,282,666	\$ 1,480,420	\$ (197,754)	(13.4)	\$ 1,407,866	\$ 4,624,466	\$ 4,913,420	\$ (288,954)	(5.9)	\$ 4,097,120
Other operating revenue	23,746	6,021	17,725	294.4	724	35,142	12,042	23,100	191.8	3,989
Other revenue	-	-	-	-	-	4,343	-	4,343	-	-
Service fee revenue	37,053	41,097	(4,044)	(9.8)	1,128	151,773	82,194	69,579	84.7	7,050
Interest income	61,568	31,985	29,583	92.5	23,625	108,495	63,969	44,526	69.6	45,774
Sales discount	17,120	(32,360)	49,480	152.9	(24,373)	(11,011)	(64,720)	53,709	83.0	(84,109)
Total revenue	<u>1,422,153</u>	<u>1,527,163</u>	<u>(105,010)</u>	<u>(6.9)</u>	<u>1,408,970</u>	<u>4,913,208</u>	<u>5,006,905</u>	<u>(93,697)</u>	<u>(1.9)</u>	<u>4,069,824</u>
Expense										
Wages and benefits ¹	451,909	525,466	73,557	14.0	439,205	1,080,818	1,073,396	(7,422)	(0.7)	973,445
Services	320,571	267,118	(53,453)	(20.0)	259,898	722,078	618,056	(104,022)	(16.8)	531,733
Materials and supplies	77,970	136,888	58,918	43.0	66,660	152,014	176,174	24,160	13.7	131,774
Utilities	27,308	26,999	(309)	(1.1)	11,205	55,070	66,390	11,320	17.1	24,508
Casualty and liability costs	13,826	15,877	2,051	12.9	13,868	27,653	31,754	4,101	12.9	27,737
Other expenses	265,122	313,663	48,541	15.5	377,497	888,701	858,895	(29,806)	(3.5)	963,899
Interest expense	74,392	73,448	(944)	(1.3)	75,131	148,236	146,895	(1,341)	(0.9)	150,517
Contribution to outside entities	134,660	280,342	145,682	52.0	278,023	420,830	560,684	139,854	24.9	867,819
Total expense	<u>1,365,758</u>	<u>1,639,801</u>	<u>274,043</u>	<u>16.7</u>	<u>1,521,487</u>	<u>3,495,400</u>	<u>3,532,244</u>	<u>36,844</u>	<u>1.0</u>	<u>3,671,432</u>
Income (loss) before depreciation	<u>56,395</u>	<u>(112,638)</u>	<u>169,033</u>	<u>150.1</u>	<u>(112,517)</u>	<u>1,417,808</u>	<u>1,474,661</u>	<u>(56,853)</u>	<u>(3.9)</u>	<u>398,392</u>
Depreciation and amortization expense	<u>211,755</u>	<u>105,972</u>	<u>(105,783)</u>	<u>(99.8)</u>	<u>110,440</u>	<u>406,695</u>	<u>212,061</u>	<u>(194,634)</u>	<u>(91.8)</u>	<u>221,279</u>
Net income (loss) before transfers	<u>(155,360)</u>	<u>(218,610)</u>	<u>63,250</u>	<u>28.9</u>	<u>(222,957)</u>	<u>1,011,113</u>	<u>1,262,600</u>	<u>(251,487)</u>	<u>(19.9)</u>	<u>177,113</u>
Net transfers in (out)	<u>(1,464)</u>	<u>-</u>	<u>(1,464)</u>	<u>-</u>	<u>-</u>	<u>(2,765)</u>	<u>-</u>	<u>(2,765)</u>	<u>-</u>	<u>-</u>
Net income (loss)	<u>\$ (156,824)</u>	<u>\$ (218,610)</u>	<u>\$ 61,786</u>	<u>28.3</u>	<u>\$ (222,957)</u>	<u>\$ 1,008,348</u>	<u>\$ 1,262,600</u>	<u>\$ (254,252)</u>	<u>(20.1)</u>	<u>\$ 177,113</u>

¹ - Detailed schedule included.

Gateway Arch Tram
Detailed Schedule of Wages and Benefits
For the Quarter Ended December 31, 2018
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Personnel expense										
Wages	\$ 369,225	\$ 424,950	\$ 55,725	13.1	\$ 364,707	\$ 899,483	\$ 868,032	\$ (31,451)	(3.6)	\$ 812,806
Company paid benefits										
Payroll related taxes and insurance										
FICA	29,748	32,944	3,196	9.7	28,180	70,931	66,963	(3,968)	(5.9)	62,096
Unemployment insurance	818	3,975	3,157	79.4	1,017	3,292	11,266	7,974	70.8	3,374
Worker's compensation insurance	-	5,766	5,766	100.0	(2,974)	-	11,471	11,471	100.0	(2,974)
Health and welfare										
Medical	36,317	33,074	(3,243)	(9.8)	34,130	74,547	66,148	(8,399)	(12.7)	64,885
Dental	939	1,045	106	10.1	926	2,091	2,090	(1)	-	1,948
Other post employment benefits	558	3,034	2,476	81.6	-	558	6,069	5,511	90.8	5,411
Life insurance / AD&D	368	276	(92)	(33.3)	371	815	552	(263)	(47.6)	781
Short and long term disability	1,106	2,693	1,587	58.9	1,146	2,448	5,387	2,939	54.6	2,410
FMLA administration expense	-	149	149	100.0	-	-	298	298	100.0	-
EAP expense	56	72	16	22.2	58	125	144	19	13.2	123
Retirement										
Pension expense	4,143	4,952	809	16.3	4,144	8,287	9,904	1,617	16.3	12,471
401 K contributions	11,029	13,156	2,127	16.2	11,297	24,442	26,312	1,870	7.1	23,345
Other										
Uniform allowance	3,637	2,297	(1,340)	(58.3)	17	4,899	4,594	(305)	(6.6)	200
Miscellaneous benefits	5,461	-	(5,461)	-	3,310	9,301	-	(9,301)	-	3,310
Benefit costs applied to capital projects.	(11,496)	(2,917)	8,579	294.1	(7,124)	(20,401)	(5,834)	14,567	249.7	(16,741)
Total company paid benefits	<u>82,684</u>	<u>100,516</u>	<u>17,832</u>	<u>17.7</u>	<u>74,498</u>	<u>181,335</u>	<u>205,364</u>	<u>24,029</u>	<u>11.7</u>	<u>160,639</u>
Total wages and benefits	<u>\$ 451,909</u>	<u>\$ 525,466</u>	<u>\$ 73,557</u>	<u>14.0</u>	<u>\$ 439,205</u>	<u>\$ 1,080,818</u>	<u>\$ 1,073,396</u>	<u>\$ (7,422)</u>	<u>(0.7)</u>	<u>\$ 973,445</u>

Gateway Arch Tram
Cash Receipts and Disbursements Schedule
For the Quarter Ended December 31, 2018
(unaudited)

Description	Total	Arch Collection Facility Fund	Arch Levy Pass Fund	JNEM Arch Operating Fund	JNEM Beneficial Fund	Exhibit Rehabilitation Fund	Motor Generator Sets Design Fund	Tucker Theater Fund	Other Restricted Fund	2014 Arch Bonds Project Fund	2014 Arch Bonds Debt Service Reserve Fund	2014 Arch Bonds Debt Service Fund	2014 Arch Bonds Debt Revenue Fund
Balance at October 1, 2018													
Cash & Investments	\$ 15,155,511	\$ 2,943,394	\$ 250	\$ 1,441,092	\$ 7,556,336	\$ 1,120,683	\$ 93,595	\$ 302,813	\$ 500,000	\$ 590,004	\$ 456,182	\$ 151,162	\$ -
Add:													
Revenue receipts	1,858,379	1,858,379	-	-	-	-	-	-	-	-	-	-	-
Interest received	61,569	-	-	9,946	36,506	5,549	464	1,501	-	2,951	2,296	825	1,531
Total cash receipts	<u>1,919,948</u>	<u>1,858,379</u>	<u>-</u>	<u>9,946</u>	<u>36,506</u>	<u>5,549</u>	<u>464</u>	<u>1,501</u>	<u>-</u>	<u>2,951</u>	<u>2,296</u>	<u>825</u>	<u>1,531</u>
Interfund transfers	-	(1,900,998)	-	392,975	194,034	-	-	-	-	-	(4,993)	117,539	1,201,443
Less:													
Cash disbursements	(2,192,525)	(372,363)	-	-	(85,842)	(13,506)	-	-	-	(291,098)	-	(226,742)	(1,202,974)
Total cash disbursements	<u>(2,192,525)</u>	<u>(372,363)</u>	<u>-</u>	<u>-</u>	<u>(85,842)</u>	<u>(13,506)</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(291,098)</u>	<u>-</u>	<u>(226,742)</u>	<u>(1,202,974)</u>
Balance at December 31, 2018													
Cash & Investments	<u>\$ 14,882,934</u>	<u>\$ 2,528,412</u>	<u>\$ 250</u>	<u>\$ 1,844,013</u>	<u>\$ 7,701,034</u>	<u>\$ 1,112,726</u>	<u>\$ 94,059</u>	<u>\$ 304,314</u>	<u>\$ 500,000</u>	<u>\$ 301,857</u>	<u>\$ 453,485</u>	<u>\$ 42,784</u>	<u>\$ -</u>

Gateway Arch
Statement of Cash Flows
For the Six Months Ended December 31, 2018
(unaudited)

Cash flows from operating activities		Supplemental disclosure of cash flow information
Receipts from customers	\$ 4,826,947	Noncash Activities: None
Payments to employees	(1,080,085)	
Payments to vendors	(1,651,826)	
Payments for self-insurance	(27,653)	
Receipts (payments) from inter-fund activity	<u>716,078</u>	
Net cash provided by (used in) operating activities	<u>2,783,461</u>	
Cash flows from non capital financing activities		
Operating assistance received	(37,992)	
Contributions to outside entities	(420,830)	
Net transfers	<u>(2,765)</u>	
Net cash provided by (used in) non capital financing activities	<u>(461,587)</u>	
Cash flows from capital and related financing activities		
Acquisitions of capital assets	(292,175)	
Payments of long-term debt	(79,053)	
Interest Paid	<u>(147,689)</u>	
Cash flows from capital and related financing activities	<u>(518,917)</u>	
Cash flows from investing activities		
Interest received	<u>108,495</u>	
Net cash provided by (used in) investing activities	<u>108,495</u>	
Net increase (decrease) in cash and cash equivalents	1,911,452	
Cash and cash equivalents, beginning of year	<u>12,971,482</u>	
Cash and cash equivalents, year to date	<u>\$ 14,882,934</u>	

Gateway Arch Tram
Capital Expenditures for Active Projects
For the Quarter Ended December 31, 2018
(unaudited)

Description			<u>Budget</u>	<u>Current</u>	<u>Year-To-Date</u>	<u>Life-To-Date</u>	<u>Balance</u>
Project #							
1824	Load Zone Rehabilitation	x	\$ 3,427,280	\$ 8,139	\$ 24,027	\$ 2,975,983	\$ 451,297
1825	JNEM Rail Station Improvements	z	359,612	-	-	104,755	254,857
1826	JNEM Arch Lobby Rehabilitation	y	1,087,107	7,119	13,459	935,088	152,019
1903	Arch Motor Generator Replacement	x	7,492,163	291,098	314,819	7,229,362	262,801
2034	Arch Ticketing Upgrade	y	468,668	-	-	412,584	56,084
2073	PGAV - Arch Welcoming Portal		44,000	-	-	13,238	30,762
2124	Gateway Arch Furnishings		156,000	-	4,989	113,414	42,586
2126	Professional Services to NPS	y	225,000	6,451	31,061	174,450	50,550
2131	JNEM Signage Project 2016	y	590,000	121,375	225,165	289,914	300,086
2186	Design Support House Exhibits	y	50,000	6,543	13,447	46,390	3,610
2197	TR Advisors, LLC	y	105,000	17,236	36,638	82,749	22,251
2203	Tucker Theatre Space		300,000	18,962	23,864	29,995	270,005
2221	Tucker Theatre Consultant		60,000	4,791	11,336	11,336	48,664
Total Active Projects			<u>\$ 14,364,830</u>	<u>\$ 481,714</u>	<u>\$ 698,805</u>	<u>\$ 12,419,258</u>	<u>\$ 1,945,572</u>

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



Financial Highlights	27
Statement of Financial Position	31
Statement of Activities.	33
Schedule of Contract, Sales Tax & Grant Revenue	34
Schedule of Wage & Benefits	35
Consolidated Cash Receipts and Disbursement Schedule	36
Statement of Cash Flows	37
Schedule of Aged Receivables—Invoices.	38
Capital Expenditures for Active Projects	39

Metro

For the Six Months Ended December 31, 2018
(Preliminary, subject to audit)

Fast Facts

In December, the Bi-State Development Board of Commissioners formally announced Taulby Roach was selected as the President and Chief Executive Officer of Bi-State Development, effective January 1, 2019. In this role, Mr. Roach oversees an organization that is a catalyst for economic growth and development in the St. Louis region, with more than 2,500 employees, an operational budget of \$369 million and a three-year capital budget of \$726 million, and five business enterprises: Metro Transit, Gateway Arch Riverfront, St. Louis Downtown Airport, St. Louis Regional Freightway, and Bi-State Development Research Institute. Mr. Roach has three decades of experience in transportation, real estate, infrastructure and economic development, most recently as the Chief Financial Officer of the St. Clair County Transit District in Illinois.

Metro Transit and the St. Louis Blues partnered on a charity toy drive to benefit Fire Truck O'Toys, a local nonprofit that delivers toys to St. Louis area children's hospitals. A St. Louis Blues-themed MetroBus was filled with new toys donated by transit riders, hockey fans, Bi-State Development employees and the public, and thousands of toys were distributed to children in need at local hospitals in December.

The hard work and creative achievements of young people who combined hip-hop music and architecture to express their ideas as to what transit-oriented development should look like around the North Hanley Transit Center in North St. Louis County were showcased at a special reception hosted by Metro Transit and the St. Louis County Library on October 9. More than 30 local young people ages 11 to 14 attended the Hip Hop Architecture Camp this summer, a week-long program held at the St. Louis County Library Natural Bridge Branch. The camp blended architecture, hip-hop and urban planning to encourage creativity and to introduce young people to the field of architecture. Some of the campers, their families, friends, members of

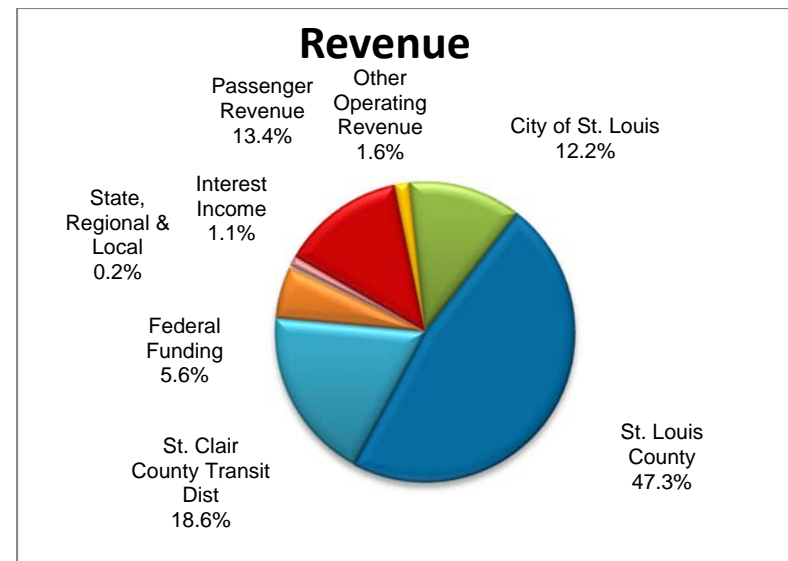
the community and other invited guests attended the reception at the North County Transit Center. The urban planning 3-D models they created at camp were on display.

Financial Data

Income before depreciation for the six months ended December 31, 2018 was \$5.2 million. Compared to budget, revenue was down 5.1% and total expenses are favorable 9.6%.

Revenue

The chart below illustrates the relative size of each revenue source in fiscal year 2019.



Metro

For the Six Months Ended December 31, 2018 (Preliminary, subject to audit)

Passenger Revenue of \$21.0 million is .6% less than budget and 3.7% less than the prior year due to ridership decline.

Advertising, maintenance services and rental income are below budget by 25.7% due to the lower than expected shelter and bus advertising and ATS revenue.

Interest revenue is favorable to budget in FY 2019 due to longer term investment strategy.

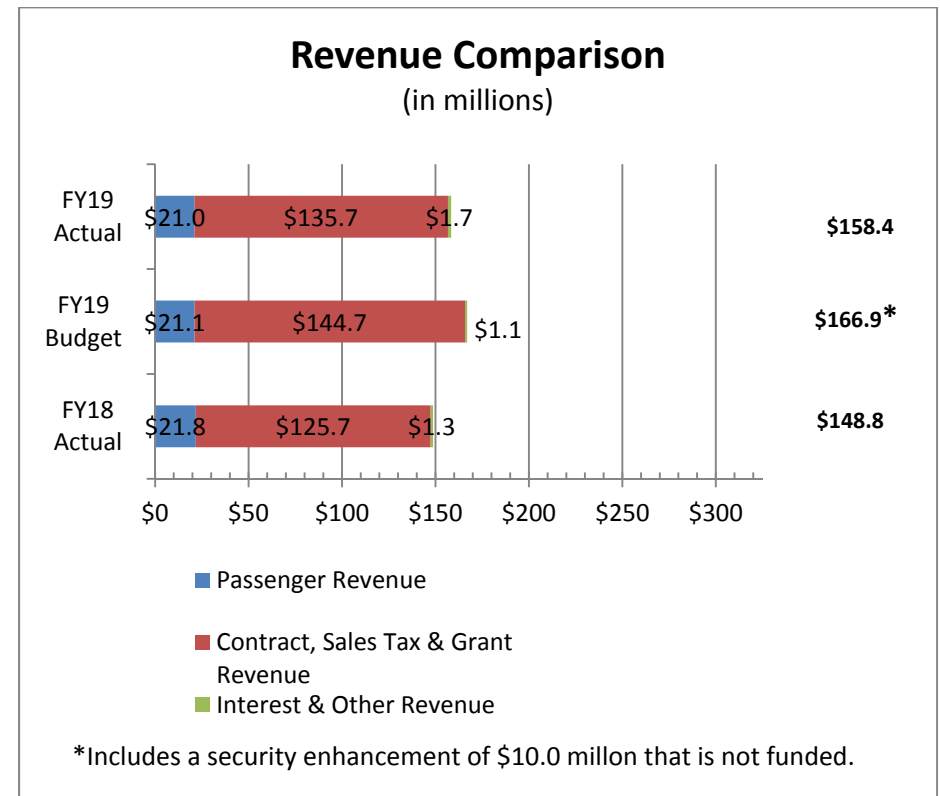
Contract, Sales Tax & Grant Revenue

Combined St. Louis City and County appropriations used in operations by Bi-State Development are support revenue to Bi-State Development from the local Missouri jurisdictions in return for services provided.

St. Clair County Transit District amount of \$29.5 million is 3.1% more than Budget. St. Clair County contracts for service and pays 100% of the cost.

Federal funding of \$8.9 million includes an accrual of federal vehicle maintenance funds of \$8.0 million used for revenue and non-revenue vehicle operating costs. Federal funding for non-capital projects decreased from budget expectations due to time spent on capital projects, i.e. Union station tunnels.

The Revenue Comparison chart reports revenue trends in each major revenue category.

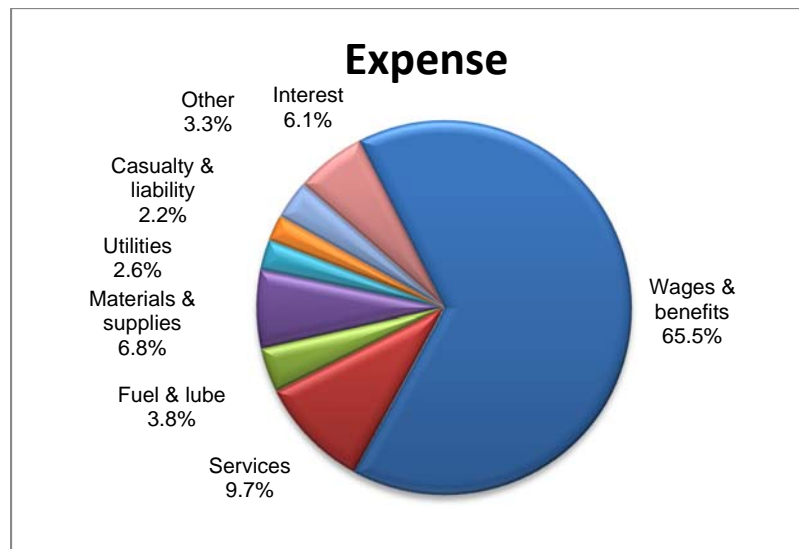


Metro

For the Six Months Ended December 31, 2018
(Preliminary, subject to audit)

Expense

The chart below illustrates the relative significance of each expense in FY 2019.



Wages and benefits of \$100.5 million are 1.3% favorable to budget. The favorable variance in wages and benefits is due to vacant positions.

Services of \$14.8 million are favorable to budget by 46.6% primarily due to lower outside services including \$10.0 million budgeted for enhanced security. The additional services were to be determined by a memorandum of understanding between Metro, St. Louis County and the City of St. Louis.

Fuel and lube consumed is comparable to budget with a (0.4%) variance.

Materials and supplies current year actual expense is favorable to budget by 16.0% due to ticket stock and revenue equipment parts spending.

Utilities are favorable to budget by only 2.2% mainly due to natural gas usage.

Casualty & liability expenditures are favorable to budget by 13.3% for self-insured claims that relate to MetroBus, MetroLink and Call-a-Ride.

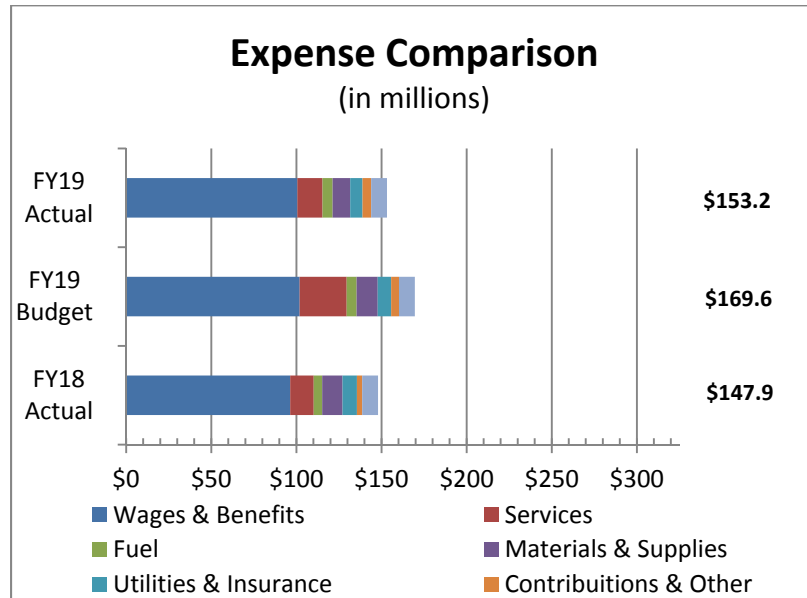
Interest expense is comparable to budget for Tower Leases and Cross County debt.

Other expense is made up of contributions to outside entities, which is favorable to budget.

Metro

For the Six Months Ended December 31, 2018
(Preliminary, subject to audit)

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



Performance Data

Passenger Boarding's (in millions – YTD)			
	FY2019	FY2018	FY2017
MetroBus	11.9	12.3	13.3
MetroLink	6.6	7.0	7.7
Call-A-Ride	<u>0.3</u>	<u>0.3</u>	<u>0.3</u>
Total System	18.8	19.6	21.3

Passenger Boarding's for the fiscal year 2019 are 3.8% below fiscal year 2018 and 11.7% below fiscal year 2017. The decrease between fiscal year 2019 and 2018 for MetroBus is 3.2%, MetroLink is 4.7% and Call-A-Ride is comparable each year.

Metro
Quarterly Statement of Financial Position
December 31, 2018
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Assets							
Current assets							
Cash	\$ 98,668,601	\$ 95,210,274	\$ 3,458,327	3.6	\$ 98,343,097	\$ 325,504	0.3
Investments	121,033,393	110,659,734	10,373,659	9.4	128,590,610	(7,557,217)	(5.9)
Accounts and notes receivable	1,632,184	33,251,489	(31,619,305)	(95.1)	3,078,324	(1,446,140)	(47.0)
Interfund accounts receivable	5,004,012	5,728,806	(724,794)	(12.7)	261,421	4,742,591	n/a
Restricted accounts receivable	388,919	1,319,521	(930,602)	(70.5)	410,730	(21,811)	(5.3)
Federal, state and local assistance receivable	34,654,467	24,834,163	9,820,304	39.5	30,557,348	4,097,119	13.4
Materials and supplies inventory	9,294,144	8,664,213	629,931	7.3	10,080,122	(785,978)	(7.8)
Other current assets	1,928,002	5,914,250	(3,986,248)	(67.4)	4,700,366	(2,772,364)	(59.0)
Total current assets	272,603,722	285,582,450	(12,978,728)	(4.5)	276,022,018	(3,418,296)	(1.2)
Capital assets							
Capital assets - motorbus	429,027,072	421,490,976	7,536,096	1.8	386,820,383	42,206,689	10.9
Capital assets - paratransit	19,376,303	18,928,309	447,994	2.4	19,858,405	(482,102)	(2.4)
Capital assets - lightrail	1,623,476,482	1,623,351,882	124,600	-	1,609,626,589	13,849,893	0.9
Total capital assets	2,071,879,857	2,063,771,167	8,108,690	0.4	2,016,305,377	55,574,480	2.8
Accumulated depreciation	(1,277,462,306)	(1,258,604,203)	(18,858,103)	(1.5)	(1,209,037,964)	(68,424,342)	(5.7)
Total capital assets, net	794,417,551	805,166,964	(10,749,413)	(1.3)	807,267,413	(12,849,862)	(1.6)
Land	95,776,349	96,076,349	(300,000)	(0.3)	97,199,286	(1,422,937)	(1.5)
Construction-in-process	18,928,079	14,929,971	3,998,108	26.8	43,306,476	(24,378,397)	(56.3)
Total capital assets	909,121,979	916,173,284	(7,051,305)	(0.8)	947,773,175	(38,651,196)	(4.1)
Non-current assets							
Restricted investments	114,354,595	112,588,770	1,765,825	1.6	107,327,762	7,026,833	6.5
Other non-current assets, net amort	418,290	392,803	25,487	6.5	118,058	300,232	254.3
Total non-current assets	114,772,885	112,981,573	1,791,312	1.6	107,445,820	7,327,065	6.8
Total assets	1,296,498,586	1,314,737,307	(18,238,721)	(1.4)	1,331,241,013	(34,742,427)	(2.6)
Deferred outflow of resources							
Deferred pension loss	10,404,394	12,290,899	(1,886,505)	(15.3)	17,063,208	(6,658,814)	(39.0)
Deferred pension expense	2,705,100	2,705,100	-	-	2,279,298	425,802	18.7
Deferred loss on hedging instruments	174,224	-	174,224	n/a	-	174,224	n/a
Deferred unfunded OPEB loss	7,364,100	7,854,426	(490,326)	(6.2)	9,325,404	(1,961,304)	(21.0)
Deferred loss on debt refunding	2,193,334	2,289,724	(96,390)	(4.2)	2,586,256	(392,922)	(15.2)
Total deferred outflow of resources	22,841,152	25,140,149	(2,298,997)	(9.1)	31,254,166	(8,413,014)	(26.9)
Total	\$ 1,319,339,738	\$ 1,339,877,456	\$ (20,537,718)	(1.5)	\$ 1,362,495,179	\$ (43,155,441)	(3.2)

Metro
Quarterly Statement of Financial Position
December 31, 2018
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Liabilities							
Current liabilities							
Accounts payable	\$ 6,883,557	\$ 4,754,537	\$ 2,129,020	44.8	\$ 6,412,368	\$ 471,189	7.3
Accrued expenses	20,967,257	19,697,598	1,269,659	6.4	19,560,525	1,406,732	7.2
Other current liabilities	21,646,609	22,716,277	(1,069,668)	(4.7)	38,135,650	(16,489,041)	(43.2)
Total current liabilities	49,497,423	47,168,412	2,329,011	4.9	64,108,543	(14,611,120)	(22.8)
Current liab payable from restricted assets							
Accounts payable and retention	1,242,093	1,199,500	42,593	3.6	-	1,242,093	n/a
Accrued interest payable	5,079,832	10,273,869	(5,194,037)	(50.6)	5,136,884	(57,052)	(1.1)
Short-term insurance	140,487	140,487	-	-	140,487	-	-
Current portion of long-term debt	9,630,000	9,030,000	600,000	6.6	9,030,000	600,000	6.6
Total current liabilities payable from restricted assets	16,092,412	20,643,856	(4,551,444)	(22.0)	14,307,371	1,785,041	12.5
Total current liabilities	65,589,835	67,812,268	(2,222,433)	(3.3)	78,415,914	(12,826,079)	(16.4)
Non-current liabilities							
Other post-employment benefits	64,694,444	64,599,182	95,262	0.1	67,068,774	(2,374,330)	(3.5)
Long-term insurance	351,956	300,451	51,505	17.1	288,000	63,956	22.2
Long-term debt	513,329,610	523,406,911	(10,077,301)	(1.9)	524,886,691	(11,557,081)	(2.2)
Capital lease obligations	114,354,597	112,588,772	1,765,825	1.6	107,327,764	7,026,833	6.5
Unfunded pension liabilities	82,625,585	82,625,585	-	-	98,239,149	(15,613,564)	(15.9)
Other non-current liabilities	6,159,381	6,183,116	(23,735)	(0.4)	6,264,603	(105,222)	(1.7)
Total non-current liabilities	781,515,573	789,704,017	(8,188,444)	(1.0)	804,074,981	(22,559,408)	(2.8)
Total liabilities	847,105,408	857,516,285	(10,410,877)	(1.2)	882,490,895	(35,385,487)	(4.0)
Deferred Inflow of Resources							
Deferred gain on hedging instruments	-	3,498,029	(3,498,029)	(100.0)	2,645,748	(2,645,748)	(100.0)
Deferred Unfunded OPEB Gain	353,572	378,826	(25,254)	(6.7)	-	353,572	n/a
Deferred pension gain 788 ATU and clerical	6,487,206	7,049,127	(561,921)	(8.0)	4,828,908	1,658,298	34.3
Deferred pension gain IBEW	158,094	171,705	(13,611)	(7.9)	113,610	44,484	39.2
Deferred pension gain salaried	2,193,277	2,424,787	(231,510)	(9.5)	1,311,783	881,494	67.2
Total deferred inflow of resources	9,192,149	13,522,474	(4,330,325)	(32.0)	8,900,049	292,100	3.3
Net Position							
Net position - capital investments	433,148,415	449,890,417	(16,742,002)	(3.7)	460,316,185	(27,167,770)	(5.9)
Net position	63,757,632	32,527,408	31,230,224	96.0	48,010,038	15,747,594	32.8
Net income (loss)	(33,863,866)	(13,579,128)	(20,284,738)	(149.4)	(37,221,988)	3,358,122	9.0
Total net position	463,042,181	468,838,697	(5,796,516)	(1.2)	471,104,235	(8,062,054)	(1.7)
Total	\$ 1,319,339,738	\$ 1,339,877,456	\$ (20,537,718)	(1.5)	\$ 1,362,495,179	\$ (43,155,441)	(3.2)

Metro
Statement of Activities
For the Quarter Ended December 31, 2018
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Revenue										
Passenger revenue	\$ 9,958,899	\$ 10,137,026	\$ (178,127)	(1.8)	\$ 10,296,142	\$ 21,003,333	\$ 21,137,388	\$ (134,055)	(0.6)	\$ 21,810,312
City of St. Louis ¹	8,711,825	10,215,301	(1,503,476)	(14.7)	7,482,016	19,402,290	20,114,845	(712,555)	(3.5)	17,344,847
St. Louis County ¹	36,095,846	35,136,606	959,240	2.7	30,452,956	74,848,486	71,492,703	3,355,783	4.7	68,174,751
St. Clair County Transit District ¹	14,314,486	14,300,290	14,196	0.1	10,244,765	29,495,890	28,600,580	895,310	3.1	26,682,248
State of Missouri and Illinois ¹	-	213,102	(213,102)	(100.0)	365,815	291,919	426,204	(134,285)	(31.5)	366,925
Federal funding ¹	4,751,609	5,067,943	(316,334)	(6.2)	4,099,713	8,946,241	10,135,886	(1,189,645)	(11.7)	8,597,156
Other local/regional funding ¹	35,200	5,227,852	(5,192,652)	(99.3)	128,499	102,390	10,455,704	(10,353,314)	(99.0)	361,922
Advertising, maint services, rental income	1,122,931	1,699,593	(576,662)	(33.9)	1,964,946	2,589,823	3,487,646	(897,823)	(25.7)	4,137,029
Other revenue	-	-	-	-	-	-	-	-	-	55,279
Interest income	916,620	648,322	268,298	41.4	717,868	1,717,615	1,123,178	594,437	52.9	1,222,742
Total revenue	<u>75,907,416</u>	<u>82,646,035</u>	<u>(6,738,619)</u>	<u>(8.2)</u>	<u>65,752,720</u>	<u>158,397,987</u>	<u>166,974,134</u>	<u>(8,576,147)</u>	<u>(5.1)</u>	<u>148,753,211</u>
Expense										
Wages and benefits ¹	49,668,148	50,817,669	1,149,521	2.3	47,860,450	100,540,005	101,859,457	1,319,452	1.3	96,330,803
Services	7,635,502	13,257,318	5,621,816	42.4	7,153,463	14,788,252	27,678,941	12,890,689	46.6	13,808,833
Fuel and lube consumed	2,898,773	2,897,730	(1,043)	-	2,449,875	5,890,755	5,869,437	(21,318)	(0.4)	4,986,431
Materials and supplies	5,058,636	6,177,550	1,118,914	18.1	5,712,651	10,347,281	12,318,636	1,971,355	16.0	11,989,414
Utilities	1,748,224	1,873,263	125,039	6.7	1,559,738	3,866,703	3,953,141	86,438	2.2	3,517,494
Casualty and liability costs	1,530,425	1,972,365	441,940	22.4	2,903,108	3,421,814	3,946,710	524,896	13.3	4,908,330
Other expenses	2,282,171	2,065,774	(216,397)	(10.5)	1,580,432	4,055,703	4,066,071	10,368	0.3	2,947,655
Interest expense	4,643,390	4,641,022	(2,368)	(0.1)	4,632,124	9,298,574	9,282,206	(16,368)	(0.2)	9,320,204
Unrealized gain (loss) on investments	-	-	-	-	(464,701)	-	-	-	-	(464,701)
Contribution to outside entities	518,195	311,701	(206,494)	(66.2)	276,769	589,274	623,402	34,128	5.5	619,524
Other non-operating expense	389,967	-	(389,967)	-	191,740	441,813	-	(441,813)	-	-
Total expense	<u>76,373,431</u>	<u>84,014,392</u>	<u>7,640,961</u>	<u>9.1</u>	<u>73,855,649</u>	<u>153,240,174</u>	<u>169,598,001</u>	<u>16,357,827</u>	<u>9.6</u>	<u>147,963,987</u>
Income (loss) before depreciation	<u>(466,015)</u>	<u>(1,368,357)</u>	<u>902,342</u>	<u>65.9</u>	<u>(8,102,929)</u>	<u>5,157,813</u>	<u>(2,623,867)</u>	<u>7,781,680</u>	<u>296.6</u>	<u>789,224</u>
Depreciation and amortization expense	19,089,409	17,978,775	(1,110,634)	(6.2)	18,779,248	37,750,917	36,388,525	(1,362,392)	(3.7)	37,425,364
Net income (loss) before transfers	<u>(19,555,424)</u>	<u>(19,347,132)</u>	<u>(208,292)</u>	<u>(1.1)</u>	<u>(26,882,177)</u>	<u>(32,593,104)</u>	<u>(39,012,392)</u>	<u>6,419,288</u>	<u>16.5</u>	<u>(36,636,140)</u>
Net transfers in (out)	<u>(729,314)</u>	<u>(446,774)</u>	<u>(282,540)</u>	<u>(63.2)</u>	<u>(285,067)</u>	<u>(1,270,762)</u>	<u>(893,547)</u>	<u>(377,215)</u>	<u>(42.2)</u>	<u>(585,848)</u>
Net income (loss)	<u>\$ (20,284,738)</u>	<u>\$ (19,793,906)</u>	<u>\$ (490,832)</u>	<u>(2.5)</u>	<u>\$ (27,167,244)</u>	<u>\$ (33,863,866)</u>	<u>\$ (39,905,939)</u>	<u>\$ 6,042,073</u>	<u>15.1</u>	<u>\$ (37,221,988)</u>

¹ - Detailed schedule included.

Metro
Detailed Schedule of Contract, Sales Tax and Grant Revenue
For the Quarter Ended December 31, 2018
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Contract, sales tax and grant revenue										
City of St. Louis 1/2 cent	\$ 4,398,000	\$ 5,181,657	\$ (783,657)	(15.1)	\$ 4,263,955	\$ 9,716,746	\$ 10,008,350	\$ (291,604)	(2.9)	\$ 9,659,820
City of St. Louis 1/4 cent	2,000,425	2,353,023	(352,598)	(15.0)	1,934,793	4,539,547	4,660,305	(120,758)	(2.6)	4,508,447
City of St. Louis Prop M2 (1/4 cent)	2,313,400	2,680,621	(367,221)	(13.7)	1,283,268	5,145,997	5,446,190	(300,193)	(5.5)	3,176,580
Total City of St. Louis	8,711,825	10,215,301	(1,503,476)	(14.7)	7,482,016	19,402,290	20,114,845	(712,555)	(3.5)	17,344,847
St. Louis County 1/2 cent	9,695,762	10,266,727	(570,965)	(5.6)	9,574,472	21,434,183	20,514,153	920,030	4.5	21,246,276
St. Louis County 1/4 cent	7,930,260	8,820,593	(890,333)	(10.1)	7,906,752	18,031,529	18,016,314	15,215	0.1	18,035,070
St. Louis County Prop A (1/2 cent)	18,469,824	16,049,286	2,420,538	15.1	12,971,732	35,382,774	32,962,236	2,420,538	7.3	28,893,405
Total St. Louis County	36,095,846	35,136,606	959,240	2.7	30,452,956	74,848,486	71,492,703	3,355,783	4.7	68,174,751
East-West Gateway Council of Govts.	13,333	40,000	(26,667)	(66.7)	45,650	53,333	80,000	(26,667)	(33.3)	85,650
Non-capital projects and other	21,867	5,187,852	(5,165,985)	(99.6)	82,849	49,057	10,375,704	(10,326,647)	(99.5)	276,272
Total other local	35,200	5,227,852	(5,192,652)	(99.3)	128,499	102,390	10,455,704	(10,353,314)	(99.0)	361,922
State of Missouri	-	188,102	(188,102)	(100.0)	365,815	291,919	376,204	(84,285)	(22.4)	365,815
Total State of Missouri	-	188,102	(188,102)	(100.0)	365,815	291,919	376,204	(84,285)	(22.4)	365,815
Total Missouri	44,842,871	50,767,861	(5,924,990)	(11.7)	38,429,286	94,645,085	102,439,456	(7,794,371)	(7.6)	86,247,335
Illinois										
St. Clair Transit District	14,314,486	14,300,290	14,196	0.1	10,244,765	29,495,890	28,600,580	895,310	3.1	26,682,248
State of Illinois	-	25,000	(25,000)	(100.0)	-	-	50,000	(50,000)	(100.0)	1,110
Total Illinois	14,314,486	14,325,290	(10,804)	(0.1)	10,244,765	29,495,890	28,650,580	845,310	3.0	26,683,358
Total local and state	59,157,357	65,093,151	(5,935,794)	(9.1)	48,674,051	124,140,975	131,090,036	(6,949,061)	(5.3)	112,930,693
Federal										
Vehicle maintenance	4,000,000	4,000,000	-	-	4,000,000	8,000,000	8,000,000	-	-	8,000,000
CMAQ grant	45,000	-	45,000	-	-	45,000	-	45,000	-	-
Non-capital grants (i.e. JARC)	706,609	1,067,943	(361,334)	(33.8)	99,713	901,241	2,135,886	(1,234,645)	(57.8)	597,156
Total federal	4,751,609	5,067,943	(316,334)	(6.2)	4,099,713	8,946,241	10,135,886	(1,189,645)	(11.7)	8,597,156
Total contract, sales tax and grant revenue	\$ 63,908,966	\$ 70,161,094	\$ (6,252,128)	(8.9)	\$ 52,773,764	\$ 133,087,216	\$ 141,225,922	\$ (8,138,706)	(5.8)	\$ 121,527,849

Metro
Detailed Schedule of Wages and Benefits
For the Quarter Ended December 31, 2018
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Personnel expense										
Wages	\$ 32,431,660	\$ 34,304,824	\$ 1,873,164	5.5	\$ 31,460,048	\$ 66,389,894	\$ 68,683,662	\$ 2,293,768	3.3	\$ 63,429,001
Company paid benefits										
Payroll related taxes and insurance										
FICA	2,255,760	2,621,701	365,941	14.0	2,196,445	4,636,425	5,249,351	612,926	11.7	4,450,246
Unemployment insurance	7,639	16,239	8,600	53.0	9,777	16,470	39,810	23,340	58.6	23,186
Worker's compensation insurance	2,476,154	1,372,592	(1,103,562)	(80.4)	2,411,273	4,614,812	2,766,559	(1,848,253)	(66.8)	4,666,955
Health and welfare										
Medical	6,463,178	6,291,123	(172,055)	(2.7)	5,582,085	13,007,637	12,656,886	(350,751)	(2.8)	11,147,447
Dental	152,292	152,761	469	0.3	144,494	310,751	307,897	(2,854)	(0.9)	293,722
Other post employment benefits	560,334	464,560	(95,774)	(20.6)	490,326	1,025,406	932,022	(93,384)	(10.0)	1,387,300
Life insurance / AD&D	147,437	104,307	(43,130)	(41.3)	87,316	296,693	209,392	(87,301)	(41.7)	143,101
Short and long term disability	49,039	56,351	7,312	13.0	48,614	106,524	112,702	6,178	5.5	104,411
FMLA administration expense	-	15,967	15,967	100.0	-	-	32,174	32,174	100.0	-
EAP expense	9,233	9,870	637	6.5	8,974	18,819	19,885	1,066	5.4	18,219
Retirement										
Pension expense	4,547,429	4,804,355	256,926	5.3	4,912,674	8,983,554	9,669,539	685,985	7.1	9,643,668
401 K contributions	404,621	463,378	58,757	12.7	359,785	864,821	926,756	61,935	6.7	774,359
Other										
Uniform allowance	206,894	234,918	28,024	11.9	213,236	396,591	443,375	46,784	10.6	410,210
Miscellaneous benefits	6,634	5,750	(884)	(15.4)	652	19,402	11,500	(7,902)	(68.7)	677
Benefit costs applied to capital projects	(50,156)	(101,027)	(50,871)	(50.4)	(65,249)	(147,794)	(202,053)	(54,259)	(26.9)	(161,699)
Total company paid benefits	<u>17,236,488</u>	<u>16,512,845</u>	<u>(723,643)</u>	<u>(4.4)</u>	<u>16,400,402</u>	<u>34,150,111</u>	<u>33,175,795</u>	<u>(974,316)</u>	<u>(2.9)</u>	<u>32,901,802</u>
Total wages and benefits	<u>\$ 49,668,148</u>	<u>\$ 50,817,669</u>	<u>\$ 1,149,521</u>	<u>2.3</u>	<u>\$ 47,860,450</u>	<u>\$ 100,540,005</u>	<u>\$ 101,859,457</u>	<u>\$ 1,319,452</u>	<u>1.3</u>	<u>\$ 96,330,803</u>

Metro
Cash Receipts and Disbursements Schedule
For the Quarter Ended December 31, 2018
(unaudited)

	Total	Revenue Fund	Operating Fund	Internally Restricted Fund	Missouri Local Funds	Commodity Fund	Insurance Fund	Cross County Trustee Funds	Other Restricted Fund
Balance October 1, 2018									
Cash & Investments	\$ 205,869,889	\$ 1,413,256	\$ 8,167,601	\$ 16,176,729	\$ 102,194,929	\$ 3,129,749	\$ 3,239,126	\$ 62,987,594	\$ 8,560,905
Add :									
Passenger Fares	10,103,770	10,103,770	-	-	-	-	-	-	-
City of St. Louis	17,417,325	-	12,790,526	-	-	-	-	4,626,799	-
St. Louis County	111,616,266	-	66,208,705	-	-	-	-	45,407,561	-
St. Clair County	14,978,148	-	14,978,148	-	-	-	-	-	-
FTA	6,238,276	-	6,238,276	-	-	-	-	-	-
Commodity Fund	422,244	-	-	-	-	422,244	-	-	-
All Other	9,737,454	-	8,759,322	157,180	456,112	-	17,451	342,048	5,341
Cash Receipts	170,513,483	10,103,770	108,974,977	157,180	456,112	422,244	17,451	50,376,408	5,341
Interfund Transfers	-	(9,428,000)	(2,068,333)	-	8,000,000	-	3,496,333	-	-
Less:									
Cash Disbursements	(156,681,378)	(103,280)	(79,533,544)	-	(1,064,078)	-	(3,462,248)	(72,518,228)	-
Balance December 31, 2018									
Cash & Investments	219,701,994	1,985,746	35,540,701	16,333,909	109,586,963	3,551,993	3,290,662	40,845,774	8,566,246
Less:									
Pre-encumbrances & restrictions									
Local Match - Approved Grants	37,605,140	-	-	-	37,605,140	-	-	-	-
- Grant Applications	20,576,630	-	-	-	20,576,630	-	-	-	-
- Long Range Capital Programs (1)	51,405,193	-	-	-	51,405,193	-	-	-	-
Other restrictions	110,115,031	1,985,746	35,540,701	16,333,909	-	3,551,993	3,290,662	40,845,774	8,566,246
Total restrictions	219,701,994	1,985,746	35,540,701	16,333,909	109,586,963	3,551,993	3,290,662	40,845,774	8,566,246
Unencumbered Cash & Investments	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

(1) Restricted to finance obligations.

Metro Transit
Statement of Cash Flows
For the Six Months Ended December 31, 2018
(unaudited)

Cash flows from operating activities

Receipts from customers	\$ 25,339,043
Payments to employees	(99,490,819)
Payments to vendors	(33,001,400)
Payments for self-insurance	(3,357,074)
Receipts (payments) from inter-fund activity	<u>(5,822,516)</u>

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

(116,332,766)

Cash flows from non capital financing activities

Operating assistance received	136,871,651
Contributions to outside entities	(589,274)
Net transfers	(1,270,762)
Nonoperating contributions	<u>(186,868)</u>

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

134,824,747

Cash flows from capital and related financing activities

Acquisitions of capital assets	(16,508,582)
Payments of long-term debt	(9,030,000)
Interest Paid	(10,273,768)
Contributed capital	<u>18,228,015</u>

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

(17,584,335)

Cash flows from investing activities

Purchases of investments	(48,621,393)
Proceeds from sale of investments	59,739,052
Interest received	<u>1,676,398</u>

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

12,794,057

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

13,701,703

Cash and cash equivalents, beginning of year

84,966,898

Cash and cash equivalents, year to date

\$ 98,668,601

Supplemental disclosure of cash flow information

Noncash Activities:

Interest received on capital lease	\$ 3,531,650
Interest accrued on capital lease	(3,531,651)
Changes in Unfunded Pension Liability	2,158,926
Changes in Unrealized Loss on Fuel Hedge	(3,642,504)
Deferred Loss Amortization	195,306
Deferred charges	(17,432)
Capital tower lease interest amortization	(19,501)
Discounts on bonds	(2,918)
Premium on bonds	41,216
Gain on disposal of fixed assets	(254,945)
Deferred Unfunded OPEB Loss	930,144

Metro
Schedule of Aged Receivables
December 31, 2018
(unaudited)

Acct#	Less than 30 days	31-60 days	61-90 days	91-180 days	181-360 days	Over 361 days	Total
Due from Passes	\$ 297,045	\$ 57,977	\$ 77,103	\$ 10,231	\$ 23,489	\$ 20,941	\$ 486,786
Due from HR Arrears Pension	12,701	13,113	43,566	41,235	55,506	41,195	207,315
Due from HR Arears Medical	1,136	1,176	846	1,305	1,436	4,254	10,152
Due from Mktng, Eng, Misc Other	163,895	417	1,210	44,268	474,756	86,312	770,858
Due from TMA/CAR	164,190	186,808	3,570	8,184	15,688	15,331	393,772
Due from Real Estate	98,473	21,411	-	100	2,662	10	122,656
Due from Grants	15,133,577	45,721	89,231	85,800	-	-	15,354,328
Due from Payroll Advance	202,908	-	-	-	-	-	202,908
AR Accrual	198,558	-	-	-	-	-	198,558
Banking Transactions Over/Short	(1,522)	-	-	-	-	-	(1,522)
Due from St Clair County	5,287,888	4,783,583	-	-	-	-	10,071,471
Due from St Clair County - OPEB	9,400,258	-	-	-	-	-	9,400,258
Due from East-West Gateway	53,333	-	-	-	-	-	53,333
Interest Receivable	163,995	-	-	-	-	-	163,995
Allowance for Bad Debt	(759,298)	-	-	-	-	-	(759,298)
Total	\$ 30,417,136	\$ 5,110,207	\$ 215,526	\$ 191,122	\$ 573,536	\$ 168,043	\$ 36,675,570

Metro
Capital Expenditures for Active Projects
For the Quarter Ended December 31, 2018
(unaudited)

Description		Budget	Current	Year-To-Date	Life-To-Date	Balance
Project #						
1237	CAR Van Replacement FY07	\$ 3,467,603	\$ (13,220)	\$ (13,220)	\$ 2,916,821	\$ 550,782
1279	Fare Collection System Upgrade/Replacement (06 Earmark)	31,584,492	283,829	238,005	29,020,992	2,563,500
1361	Radio System CAD/AVL	23,869,707	984	1,797	14,484,249	9,385,458
1668	Embankment Erosion	z 3,223,073	-	-	646,926	2,576,147
1708	Feeder Wire/Water Mitigation MO--12	z 1,058,564	83,472	84,776	810,431	248,133
1722	Missouri Slopes Stability	z 7,538,247	5,107	26,606	907,017	6,631,230
1734	EADS Bridge Rehab Phase II	20,211,239	-	-	17,839,275	2,371,964
1739	Civic Center Transfer Center	11,092,600	102,073	112,365	10,510,096	582,504
1755	IT Systems Upgrade Yr 2 - FY13	1,225,750	-	-	1,129,403	96,347
1756	North County Transit Center	10,332,834	-	-	10,280,439	52,395
1817	Radio System Tower Sites	6,555,992	-	-	4,406,680	2,149,312
1844	Tactile Warning Strip Phase II	z 1,247,255	-	-	995,155	252,100
1848	Articulated Buses	11,416,297	-	-	6,490,426	4,925,871
1862	North County Transit Phase II	1,698,710	-	-	1,664,717	33,993
1863	Bus Procurement Duluth II	11,220,899	2,105	2,105	10,897,918	322,981
1869	Phase 1 Audio Frequency Circuit	3,101,678	4,402	4,402	1,379,167	1,722,511
1885	TOI Operation Management Software	2,859,367	-	15,880	1,396,408	1,462,959
1887	TOI Transit Business Intelligence	1,031,572	6,931	16,931	52,833	978,739
1905	Buses - FY13 CMAQ	18,565,431	(24,931)	(24,931)	18,198,352	367,079
1937	Innovative High School Career	z 2,129,435	-	-	97,625	2,031,810

Metro
Capital Expenditures for Active Projects
For the Quarter Ended December 31, 2018
(unaudited)

Description		Budget	Current	Year-To-Date	Life-To-Date	Balance
Projects continued						
1941 Duluth Piggyback III 40'		\$ 12,694,943	\$ 13,220	\$ 13,220	\$ 12,370,928	\$ 324,015
1955 Spruce Street Bridge		7,549,171	-	942	7,392,659	156,512
1959 Z-Gate Ped Barriers & Fence		1,257,938	9,404	128,263	506,223	751,715
1960 Rail ROW Repairs-MP 0-15.4 MO		1,905,200	-	-	66,612	1,838,588
1962 Elevator Rehab - 8 Units - MO		2,749,100	179,846	241,373	1,238,742	1,510,358
1973 Portable Bus Lifting System - MO		1,018,482	-	-	918,365	100,117
1983 DC to AC Rail Car Upgrades		22,500,000	-	-	-	22,500,000
1991 Financial Report-Budget Software		1,056,763	30,288	65,240	836,361	220,402
1997 IL Bus Facility Rehabilitation		1,850,692	21,190	258,712	1,215,825	634,867
2000 Administrative Facility		1,604,600	7,510	7,510	1,184,187	420,413
2020 Feeder Wire-Water Mitigation	z	1,644,372	49,451	49,451	974,804	669,568
2030 FY15 100% 7 SCCTD Buses		2,076,050	-	-	2,069,685	6,365
2035 Mobile Data Terminal		1,050,000	-	42,517	425,168	624,832
2053 Buses FY15 Formula		3,238,353	3,162,068	3,162,068	3,162,068	76,285
2054 Call-A-Ride Vans (7) FY15		2,161,300	-	-	849,320	1,311,980
2057 Non-Rev Vehicles (16) MO FY14		1,146,145	128,340	343,866	858,223	287,922
2060 Boyle Street ML Station		13,848,189	203,984	2,960,301	12,806,218	1,041,971
2061 CWE ML Station Rehab		1,644,046	251,381	388,643	893,500	750,546
2070 DC to AC Propulsion YR 2		1,340,303	-	-	8	1,340,295
2077 Buses FY15 Bus Facility		3,615,724	-	-	3,513,584	102,140
2078 Buses FY14 CMAQ		5,210,000	-	-	4,819,108	390,892
2079 MO Buses		4,018,076	-	-	3,951,541	66,535
2081 Convention Center Escalator FY15 SGR		1,103,500	-	-	-	1,103,500

Metro
Capital Expenditures for Active Projects
For the Quarter Ended December 31, 2018
(unaudited)

Description	Budget	Current	Year-To-Date	Life-To-Date	Balance
Projects continued					
2094 CAR Vans (7) FY14 Fed Formula	\$ 1,479,456	\$ (120,918)	\$ (120,918)	\$ 728,402	\$ 751,054
2108 Buses (8) IDOT Reimburse SCCTD	3,792,738	-	-	3,545,571	247,167
2109 Union Station Tunnel	40,136,324	642,415	1,194,405	2,907,811	37,228,513
2113 TAM-EAM System Development	3,000,000	20,448	683,653	1,264,687	1,735,313
2119 Buses - FY15 CMAQ	10,000,000	-	-	9,853,470	146,530
2122 Buses - FY16 Bus Facility	3,504,438	3,162,068	3,162,068	3,162,068	342,370
2125 CAR Van Replacement FY15 STP	1,000,000	-	-	-	1,000,000
2143 CCTV Cameras	2,100,500	3,319	6,150	6,150	2,094,350
2145 Public Address System Upgrade	1,960,000	879	1,172	1,172	1,958,828
2149 Non-Revenue Vehicles MO (26) FY15/16	1,137,500	-	-	-	1,137,500
2175 Buses FY16 Fed Formula	1,356,532	1,355,172	1,355,172	1,355,172	1,360
2181 Buses FY17 Bus Formula	3,544,079	1,355,172	1,355,172	1,355,172	2,188,907
2205 IT Systems Upgrade FY15	1,702,739	1,132,598	1,140,975	1,319,883	382,856
2207 IT Systems Upgrade FY16	1,700,000	-	-	111,642	1,588,358
2222 LRV Destination Sign Replacement	2,560,000	-	-	-	2,560,000
2224 Buses FY16 CMAQ	10,000,000	-	-	-	10,000,000
2225 Van Purchase FY16 STP	2,890,000	-	-	-	2,890,000
2231 FY18 Preventive Maintenance	20,000,000	-	20,000,000	20,000,000	-
2233 Replace Concrete Rail Ties MO	1,198,282	-	-	-	1,198,282
2240 LRV Rehab and Replacement	3,057,565	-	-	-	3,057,565
2250 R2W Mobile Clinic Screenings	z 1,286,173	-	-	-	1,286,173
2251 ML Station Security Enhancements	3,600,000	-	-	-	3,600,000
All others	*z 40,180,727	813,031	1,374,859	14,565,983	25,614,744
Total Active Projects	\$ 430,900,745	\$ 12,871,618	\$ 38,279,530	\$ 254,355,242	\$ 176,545,503

* "All Others" list all projects with a budget less than one million dollars

z Some Projects/Awards do not produce a fixed asset; they are considered operating expenditures

ST. LOUIS DOWNTOWN AIRPORT



Financial Highlight 42

Statement of Financial Position 44

Statement of Activities 46

Schedule of Wage & Benefits 47

Cash Receipts and Disbursement Schedule 48

Statement of Cash Flows 49

Schedule of Aged Receivables 50

Capital Expenditures for Active Projects 51

St. Louis Downtown Airport

For the Six Months Ended December 31, 2018

(Preliminary, subject to audit)

Fast Facts

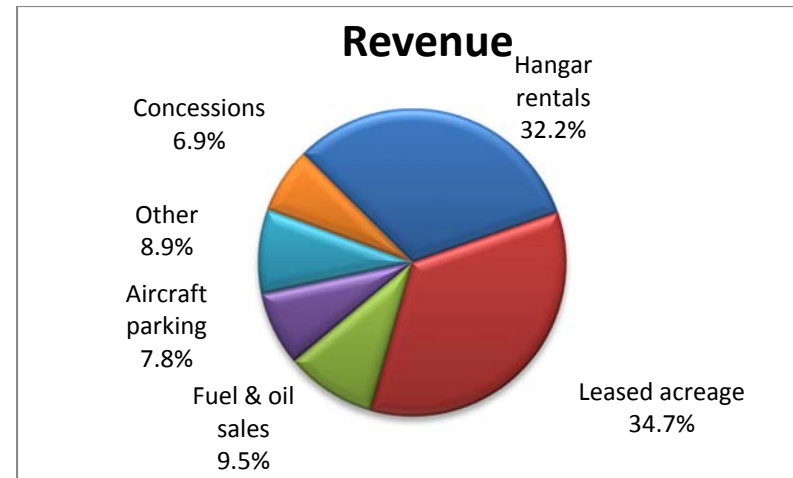
On October 12, 2018 one hundred girls from 15 area high schools were invited to the 2018 Girls in Aviation Day at St. Louis Downtown Airport. St. Louis University's Parks College of Engineering Aviation and Technology and Women in Aviation International sponsored the event, which exposed girls to careers in the aviation industry. The girls could climb into the cockpit of planes and helicopters, take turns in flight simulators, and talk with professionals in aviation related jobs.

Jet Aviation now has a larger presence at the St. Louis Downtown Airport after the acquisition of Ideal Aviation.

Financial Data

Income before depreciation was \$82.7 thousand. This result is favorable compared to the prior fiscal year by \$45.1.

Revenue increased \$28.0 thousand compared to prior fiscal year. Increased revenue is due to higher leased acreage; and interest income. Actual revenue was 5.9% less than budget.



St. Louis Downtown Airport

For the Six Months Ended December 31, 2018

(Preliminary, subject to audit)

Expense is \$752.5 thousand. This is a decrease of \$17.1 thousand compared to FY18 and \$82.3 thousand under budget.

Wages and benefits are 19.6% less than fiscal year 2018 as result of some vacant positions.

Services increased \$17.9 thousand compared to the prior year due to greater legal fees, consulting fees, and outside services.

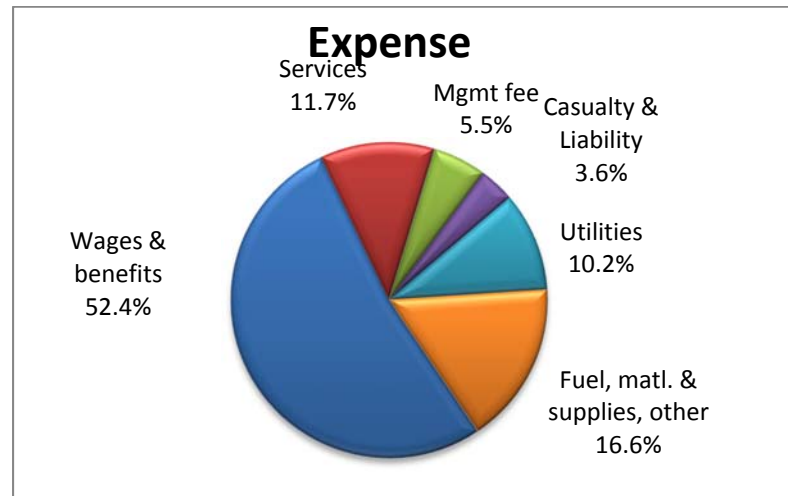
Utilities are 12.6% less than prior fiscal year 2018.

Performance Data

Performance Indicators			
YTD	Fuel sales (gallons)	Aircraft movements	Avg. based aircraft
FY19 Actual	886,719	50,026	308
FY19 Budget	886,815	45,000	320
FY18 Actual	889,315	48,595	313

Average based aircraft is five below prior year levels and twelve below FY19 budget.

Aircraft movements increased 2.9% from the prior year while fuel sales decreased 0.3% over the prior year. Airport activity varies due to the economy, weather conditions, time of the year, and special events.



St. Louis Downtown Airport
Quarterly Statement of Financial Position
December 31, 2018
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Assets							
Current assets							
Cash	\$ 1,498,983	\$ 1,502,219	\$ (3,236)	(0.2)	\$ 638,208	\$ 860,775	134.9
Accounts and notes receivable	56,484	29,228	27,256	93.3	156,139	(99,655)	(63.8)
Materials and supplies inventory	65,457	65,457	-	-	61,074	4,383	7.2
Other current assets	29,981	71,921	(41,940)	(58.3)	48,705	(18,724)	(38.4)
Total current assets	1,650,905	1,668,825	(17,920)	(1.1)	904,126	746,779	82.6
Capital assets							
Capital assets	50,138,642	50,138,642	-	-	52,767,545	(2,628,903)	(5.0)
Accumulated depreciation	(36,466,080)	(36,158,238)	(307,842)	(0.9)	(36,569,170)	103,090	0.3
Total capital assets, net	13,672,562	13,980,404	(307,842)	(2.2)	16,198,375	(2,525,813)	(15.6)
Land	4,542,564	4,542,564	-	-	4,542,564	-	-
Construction-in-process	1,124,896	508,813	616,083	121.1	124,213	1,000,683	805.6
Total capital assets	19,340,022	19,031,781	308,241	1.6	20,865,152	(1,525,130)	(7.3)
Non-current assets							
Deferred charges	114,896	212,472	(97,576)	(45.9)	13,531	101,365	749.1
Total non-current assets	114,896	212,472	(97,576)	(45.9)	13,531	101,365	749.1
Total assets	21,105,823	20,913,078	192,745	0.9	21,782,809	(676,986)	(3.1)
Total	\$ 21,105,823	\$ 20,913,078	\$ 192,745	0.9	\$ 21,782,809	\$ (676,986)	(3.1)

St. Louis Downtown Airport
Quarterly Statement of Financial Position
December 31, 2018
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Liabilities							
Current liabilities							
Accounts payable	\$ -	\$ 700	\$ (700)	(100.0)	\$ 1,000	\$ (1,000)	(100.0)
Interfund accounts payable	173,954	254,782	(80,828)	(31.7)	563,862	(389,908)	(69.1)
Accrued expenses	54,900	54,900	-	-	72,700	(17,800)	(24.5)
Other current liabilities	73,410	62,643	10,767	17.2	4,204	69,206	n/a
Total current liabilities	302,264	373,025	(70,761)	(19.0)	641,766	(339,502)	(52.9)
Non-current liabilities							
Other post-employment benefits	347,657	347,222	435	0.1	364,531	(16,874)	(4.6)
Unfunded pension liabilities	12,344	12,344	-	-	57,516	(45,172)	(78.5)
Total non-current liabilities	360,001	359,566	435	0.1	422,047	(62,046)	(14.7)
Total liabilities	662,265	732,591	(70,326)	(9.6)	1,063,813	(401,548)	(37.7)
Net Position							
Net position - capital investments	19,244,282	19,031,781	212,501	1.1	20,865,152	(1,620,870)	(7.8)
Net position	1,732,234	1,453,241	278,993	19.2	522,348	1,209,886	231.6
Net income (loss)	(532,958)	(304,535)	(228,423)	(75.0)	(668,504)	135,546	20.3
Total net position	20,443,558	20,180,487	263,071	1.3	20,718,996	(275,438)	(1.3)
Total	\$ 21,105,823	\$ 20,913,078	\$ 192,745	0.9	\$ 21,782,809	\$ (676,986)	(3.1)

St. Louis Downtown Airport
Statement of Activities
For the Quarter Ended December 31, 2018
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Revenue										
Airport parking	\$ 31,148	\$ 36,147	\$ (4,999)	(13.8)	\$ 33,945	\$ 64,792	\$ 72,294	\$ (7,502)	(10.4)	\$ 67,908
Leased acreage	165,970	137,686	28,284	20.5	82,338	289,892	275,372	14,520	5.3	162,292
Hangar rental	133,199	151,216	(18,017)	(11.9)	205,732	269,136	302,433	(33,297)	(11.0)	381,601
Aviation sales flowage	34,859	47,946	(13,087)	(27.3)	30,120	79,171	95,891	(16,720)	(17.4)	72,569
Other operating revenue	30,430	40,928	(10,498)	(25.6)	30,298	61,075	81,856	(20,781)	(25.4)	63,456
Concessions	28,172	29,286	(1,114)	(3.8)	28,718	57,843	58,572	(729)	(1.2)	57,435
Service fee revenue	-	50	(50)	(100.0)	295	125	100	25	25.0	295
Interest income	6,226	719	5,507	765.9	863	13,203	1,437	11,766	818.8	1,648
Total revenue	<u>430,004</u>	<u>443,978</u>	<u>(13,974)</u>	<u>(3.1)</u>	<u>412,309</u>	<u>835,237</u>	<u>887,955</u>	<u>(52,718)</u>	<u>(5.9)</u>	<u>807,204</u>
Expense										
Wages and benefits ¹	193,888	266,293	72,405	27.2	246,280	393,935	529,517	135,582	25.6	490,107
Services	47,779	29,134	(18,645)	(64.0)	48,838	88,232	58,268	(29,964)	(51.4)	70,289
Fuel and lube consumed	2,789	6,530	3,741	57.3	2,841	9,018	13,887	4,869	35.1	7,027
Materials and supplies	11,581	33,610	22,029	65.5	21,745	26,163	65,969	39,806	60.3	45,763
Utilities	35,508	45,572	10,064	22.1	47,136	76,523	94,699	18,176	19.2	87,580
Casualty and liability costs	13,642	11,142	(2,500)	(22.4)	13,343	27,285	22,235	(5,050)	(22.7)	26,686
Other expenses	45,398	30,622	(14,776)	(48.3)	26,944	131,342	50,259	(81,083)	(161.3)	38,462
Other non-operating expense	-	-	-	-	3,673	-	-	-	-	3,673
Total expense	<u>350,585</u>	<u>422,903</u>	<u>72,318</u>	<u>17.1</u>	<u>410,800</u>	<u>752,498</u>	<u>834,834</u>	<u>82,336</u>	<u>9.9</u>	<u>769,587</u>
Income (loss) before depreciation	<u>79,419</u>	<u>21,075</u>	<u>58,344</u>	<u>276.8</u>	<u>1,509</u>	<u>82,739</u>	<u>53,121</u>	<u>29,618</u>	<u>55.8</u>	<u>37,617</u>
Depreciation and amortization expense	<u>307,842</u>	<u>333,809</u>	<u>25,967</u>	<u>7.8</u>	<u>352,919</u>	<u>615,697</u>	<u>667,618</u>	<u>51,921</u>	<u>7.8</u>	<u>706,121</u>
Net income (loss)	<u>\$ (228,423)</u>	<u>\$ (312,734)</u>	<u>\$ 84,311</u>	<u>27.0</u>	<u>\$ (351,410)</u>	<u>\$ (532,958)</u>	<u>\$ (614,497)</u>	<u>\$ 81,539</u>	<u>13.3</u>	<u>\$ (668,504)</u>

¹ - Detailed schedule included.

St. Louis Downtown Airport
Detailed Schedule of Wages and Benefits
For the Quarter Ended December 31, 2018
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Personnel expense										
Wages	\$ 133,819	\$ 189,726	\$ 55,907	29.5	\$ 172,151	\$ 270,418	\$ 376,597	\$ 106,179	28.2	\$ 332,983
Company paid benefits										
Payroll related taxes and insurance										
FICA	9,357	14,514	5,157	35.5	12,077	18,923	28,810	9,887	34.3	23,313
Unemployment insurance	12	525	513	97.7	129	22	1,050	1,028	97.9	291
Worker's compensation insurance	10,198	12,392	2,194	17.7	11,009	20,396	24,775	4,379	17.7	22,019
Health and welfare										
Medical	30,412	24,971	(5,441)	(21.8)	34,864	61,192	49,943	(11,249)	(22.5)	70,884
Dental	721	790	69	8.7	821	1,584	1,581	(3)	(0.2)	1,779
Other post employment benefits	435	3,427	2,992	87.3	-	435	6,864	6,429	93.7	4,619
Life insurance / AD&D	236	209	(27)	(12.9)	284	520	417	(103)	(24.7)	632
Short and long term disability	728	2,081	1,353	65.0	879	1,607	4,163	2,556	61.4	1,908
FMLA administration expense	-	114	114	100.0	-	-	229	229	100.0	-
EAP expense	36	54	18	33.3	44	79	109	30	27.5	97
Retirement										
Pension expense	-	5,007	5,007	100.0	-	-	10,014	10,014	100.0	6,123
401 K contributions	7,934	11,983	4,049	33.8	9,694	17,839	23,965	6,126	25.6	20,462
Other										
Uniform allowance	-	500	500	100.0	4,328	920	1,000	80	8.0	4,997
Total company paid benefits	<u>60,069</u>	<u>76,567</u>	<u>16,498</u>	<u>21.5</u>	<u>74,129</u>	<u>123,517</u>	<u>152,920</u>	<u>29,403</u>	<u>19.2</u>	<u>157,124</u>
Total wages and benefits	<u>\$ 193,888</u>	<u>\$ 266,293</u>	<u>\$ 72,405</u>	<u>27.2</u>	<u>\$ 246,280</u>	<u>\$ 393,935</u>	<u>\$ 529,517</u>	<u>\$ 135,582</u>	<u>25.6</u>	<u>\$ 490,107</u>

St. Louis Downtown Airport
Cash Receipts and Disbursements Schedule
For the Quarter Ended December 31, 2018
(unaudited)

<u>Description</u>	<u>Total</u>	<u>Revenue Fund</u>	<u>Investments Operating Fund</u>	<u>Other Restricted Fund</u>
Balance at October 1, 2018				
Cash & Investments	\$ 1,502,219	\$ 163,027	\$ 1,048,537	\$ 290,655
Add:				
Customer payments	511,411	511,411	-	-
Interest received	<u>6,226</u>	<u>-</u>	<u>6,226</u>	<u>-</u>
Total cash receipts	<u>517,637</u>	<u>511,411</u>	<u>6,226</u>	<u>-</u>
Interfund transfers	-	(168,876)	168,441	435
Less:				
Cash disbursements	<u>(520,873)</u>	<u>(97,214)</u>	<u>(423,659)</u>	<u>-</u>
Total cash disbursements	<u>(520,873)</u>	<u>(97,214)</u>	<u>(423,659)</u>	<u>-</u>
Balance at December 31, 2018				
Cash & Investments	<u>\$ 1,498,983</u>	<u>\$ 408,348</u>	<u>\$ 799,545</u>	<u>\$ 291,090</u>

St. Louis Downtown Airport
Statement of Cash Flows
For the Six Months Ended December 31, 2018
(unaudited)

Cash flows from operating activities		Supplemental disclosure of cash flow information
Receipts from customers	\$ 797,378	Noncash Activities: None
Payments to employees	(393,500)	
Payments to vendors	(262,805)	
Payments for self-insurance	(27,285)	
Receipts (payments) from inter-fund activity	<u>(237,548)</u>	
Net cash provided by (used in) operating activities	<u>(123,760)</u>	
Cash flows from non capital financing activities		
None		
Net cash provided by (used in) non capital financing activities	<u>-</u>	
Cash flows from capital and related financing activities		
Acquisitions of capital assets	(989,788)	
Contributed capital	<u>846,516</u>	
Cash flows from capital and related financing activities	<u>(143,272)</u>	
Cash flows from investing activities		
Interest received	<u>13,203</u>	
Net cash provided by (used in) investing activities	<u>13,203</u>	
Net increase (decrease) in cash and cash equivalents	(253,829)	
Cash and cash equivalents, beginning of year	<u>1,752,812</u>	
Cash and cash equivalents, year to date	<u>\$ 1,498,983</u>	

St. Louis Downtown Airport
Schedule of Aged Receivables
December 31, 2018
(Unaudited)

Customers owing over \$1,000	Less than 30 days	31-60 days	61-90 days	91-180 days	181-360 days	Over 361 days	Total
A & S Helicopters	\$ 1,234	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 1,234
Air & Sea Leasing	1,306	-	-	-	-	-	1,306
Aviation Business	3,077	1,773	975	4,541	-	-	10,366
Charlie Booth	230	230	-	690	-	-	1,150
Greater St. Louis Air & Space Museum	1,131	1,095	-	3,285	1,095	-	6,606
Gulfstream Aerospace Corporation	(69,648) ¹	-	-	-	-	-	(69,648)
Jet Aviation - St. Louis, MO	20,101	2,282	-	62	-	732	23,177
Mark Neal	-	-	1,105	-	-	-	1,105
Parks Aviation Holdings LLC	1,588	1,933	176	-	-	-	3,697
VA St. Louis Health Care System	-	-	-	2,155	-	-	2,155
William Wilson	530	530	-	1,590	3,970	690	7,310
All other customers	75,935	547	35	1,281	294	300	78,392
Allowance for Bad Debts	(10,366)	-	-	-	-	-	(10,366)
Total	\$ 25,118	\$ 8,390	\$ 2,291	\$ 13,604	\$ 5,359	\$ 1,722	\$ 56,484

¹ Some customers pay ahead creating credit balances on this report. When that occurs, the customer is contacted to verify payment application or return.

St. Louis Downtown Airport
Capital Expenditures for Active Projects
For the Quarter Ended December 31, 2018
(unaudited)

Description		<u>Budget</u>	<u>Current</u>	<u>Year-To-Date</u>	<u>Life-To-Date</u>	<u>Balance</u>
Project #						
Runup taxiway, pad, enclosure		\$ 5,000,000	\$ -	\$ -	\$ -	\$ 5,000,000
Taxiway Bravo - Phase 2		4,840,200	-	-	-	4,840,200
Taxiway Bravo - Phase 1	x	4,755,151	-	-	-	4,755,151
Taxiway - Taxiway B Relocation, Phase 1: Fillet Impr.		1,168,865	444,874	818,508	818,508	350,357
Drainage Improvements		1,075,599	-	-	-	1,075,599
Earthwork - Grade Ditch Parallel to Main Runway	x	754,772	-	71	754,772	-
Reconstruct access road (Curtis Steinberg Drive)		707,141	58,005	58,005	58,005	649,136
Curtiss Steinberg from Vector to Archview		322,680	-	-	-	322,680
Tandems Dump Truck with 12' Snow Blade		188,230	-	-	-	188,230
Environmental Assessment and ALP	x	165,000	-	-	116,037	48,963
Airport Terminal Roof - Phase 1	x	144,700	-	-	129,773	14,927
Airport Security System Upgrade		96,756	50,444	50,444	50,444	46,312
Pavement Marking on taxiways		96,135	17,537	17,537	17,537	78,598
Airport Terminal Restaurant Sewer	x	95,103	-	-	-	95,103
Airport Wayfinding Signage project		90,499	45,295	45,294	45,294	45,205
80' Man Lift	x	84,536	-	-	-	84,536
Air Condition units on terminal	x	52,835	-	-	-	52,835
Airport Terminal Roof - Phase 3		48,402	-	-	-	48,402
Airport Terminal Roof - Phase 2	x	47,552	-	-	-	47,552
ARFF/Operations Vehicle		37,646	-	-	-	37,646
Airport signage	x	36,000	-	-	-	36,000
Total Active Projects		<u>\$ 19,807,802</u>	<u>\$ 616,155</u>	<u>\$ 989,859</u>	<u>\$ 1,990,370</u>	<u>\$ 17,817,432</u>

x Projects are carryover from prior year.

RIVERFRONT ATTRACTIONS



Financial Highlights 52

Statement of Financial Position 54

Statement of Activities 56

Schedule of Wage & Benefits 57

Cash Receipts and Disbursement Schedule 58

Statement of Cash Flows 59

Capital Expenditures for Active Projects 60

Riverfront Attractions

For the Six Months Ended December 31, 2018

(Preliminary, subject to audit)

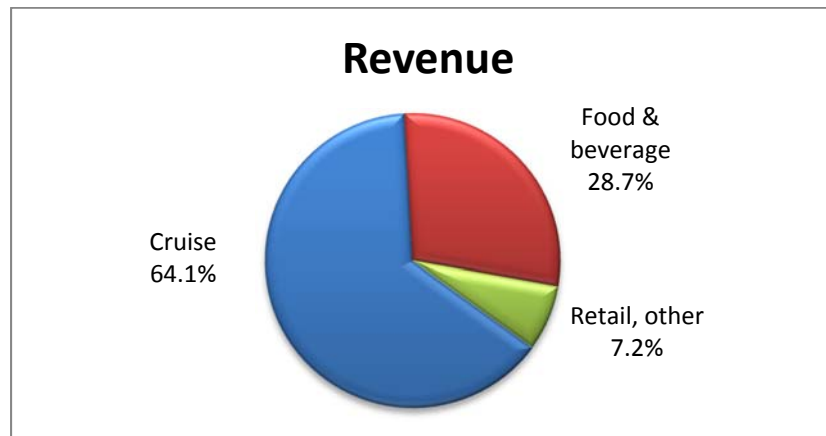
Fast Facts

The Riverboats at the Gateway Arch introduced a new holiday cruise lineup that featured PJs and Pancakes, a family-focused breakfast cruise with Santa Claus; and the Holiday Cruise featuring a holiday-themed dinner menu with all of the trimmings. The Riverboats ended the year with the annual New Year's Eve Cruise.

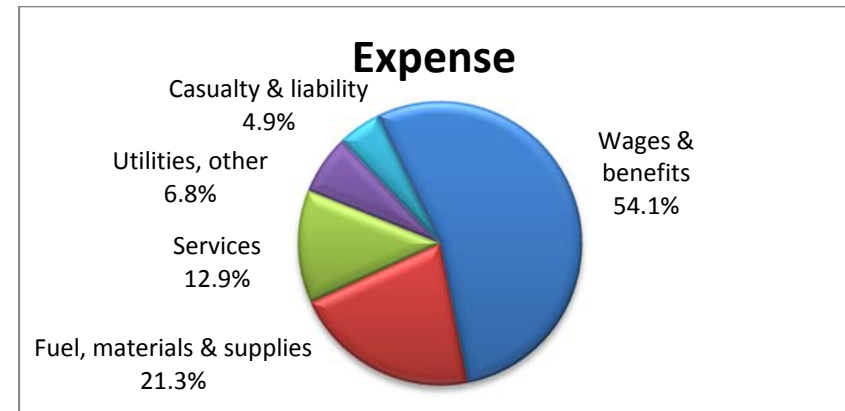
Financial Data

Income before depreciation for Riverfront Attractions is \$574.1 thousand compared to \$494.7 thousand in the prior year.

Revenue is \$2.0 million, which is 8.9% greater than the prior year, a direct result of increased passengers, cruises, and gift shop sales.



Total Expense is \$1.4 million up 6.3% from last year.



Services Expense are 7.8% more than the prior year due to increased maintenance services.

The 9.5% increase in **fuel, materials and supplies** over the prior year primarily reflects the added fuel consumption cost resulting from the increased number of cruises.

Riverfront Attractions

For the Six Months Ended December 31, 2018

(Preliminary, subject to audit)

Performance Data

Performance Indicators			
YTD	Passengers	Cruises	Passengers per Cruise
FY19 Actual	79,547	629	126
FY19 Budget	69,670	556	125
FY18 Actual	71,130	556	128

Total **riverboat passengers** are up 11.8% and cruises are up 13.1% over the prior year. An increase in charter cruises is the primary reason.

Riverboat days of operation are down from 155 to 152, a decrease of 1.9%, due to eight flood days in October. Passenger attendance for FY19 cruises was strong, trending up, and cruises continue to be well attended.

Riverfront Attractions
Quarterly Statement of Financial Position
December 31, 2018
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Assets							
Current assets							
Cash	\$ 44,045	\$ 251,813	\$ (207,768)	(82.5)	\$ 171,169	\$ (127,124)	(74.3)
Accounts and notes receivable	1,807	5,457	(3,650)	(66.9)	13,939	(12,132)	(87.0)
Materials and supplies inventory	42,006	46,197	(4,191)	(9.1)	44,942	(2,936)	(6.5)
Other current assets	79,029	110,420	(31,391)	(28.4)	70,057	8,972	12.8
Total current assets	166,887	413,887	(247,000)	(59.7)	300,107	(133,220)	(44.4)
Capital assets							
Capital assets	5,103,118	5,103,118	-	-	5,109,041	(5,923)	(0.1)
Accumulated depreciation	(4,121,161)	(4,058,798)	(62,363)	(1.5)	(3,875,521)	(245,640)	(6.3)
Total capital assets, net	981,957	1,044,320	(62,363)	(6.0)	1,233,520	(251,563)	(20.4)
Construction-in-process	43,878	43,878	-	-	-	43,878	n/a
Total capital assets	1,025,835	1,088,198	(62,363)	(5.7)	1,233,520	(207,685)	(16.8)
Total assets	1,192,722	1,502,085	(309,363)	(20.6)	1,533,627	(340,905)	(22.2)
Total	<u>\$ 1,192,722</u>	<u>\$ 1,502,085</u>	<u>\$ (309,363)</u>	(20.6)	<u>\$ 1,533,627</u>	<u>\$ (340,905)</u>	(22.2)

Riverfront Attractions
Quarterly Statement of Financial Position
December 31, 2018
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Liabilities							
Current liabilities							
Accounts payable	\$ 4,177	\$ 24,327	\$ (20,150)	(82.8)	\$ 10,063	\$ (5,886)	(58.5)
Interfund accounts payable	293,343	376,831	(83,488)	(22.2)	920,039	(626,696)	(68.1)
Accrued expenses	123,100	123,100	-	-	109,000	14,100	12.9
Other current liabilities	16,714	45,564	(28,850)	(63.3)	12,687	4,027	31.7
Total current liabilities	437,334	569,822	(132,488)	(23.3)	1,051,789	(614,455)	(58.4)
Non-current liabilities							
Other post-employment benefits	309,505	308,979	526	0.2	324,850	(15,345)	(4.7)
Unfunded pension liabilities	243,268	243,268	-	-	281,766	(38,498)	(13.7)
Total non-current liabilities	552,773	552,247	526	0.1	606,616	(53,843)	(8.9)
Total liabilities	990,107	1,122,069	(131,962)	(11.8)	1,658,405	(668,298)	(40.3)
Net Position							
Net position - capital investments	1,025,835	1,088,198	(62,363)	(5.7)	1,233,520	(207,685)	(16.8)
Net position	(1,272,060)	(1,334,423)	62,363	4.7	(1,723,921)	451,861	26.2
Net income (loss)	448,840	626,241	(177,401)	(28.3)	365,623	83,217	22.8
Total net position	202,615	380,016	(177,401)	(46.7)	(124,778)	327,393	262.4
Total	\$ 1,192,722	\$ 1,502,085	\$ (309,363)	(20.6)	\$ 1,533,627	\$ (340,905)	(22.2)

Riverfront Attractions
Statement of Activities
For the Quarter Ended December 31, 2018
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Revenue										
Cruise	\$ 224,409	\$ 218,400	\$ 6,009	2.8	\$ 217,661	\$ 1,307,301	\$ 1,260,420	\$ 46,881	3.7	\$ 1,180,770
Food and beverage	139,324	148,188	(8,864)	(6.0)	144,609	584,104	571,708	12,396	2.2	549,546
Retail	10,705	10,800	(95)	(0.9)	12,533	71,858	76,950	(5,092)	(6.6)	70,138
Other operating revenue	26,786	23,484	3,302	14.1	30,244	74,354	68,751	5,603	8.1	74,688
Other revenue	-	-	-	-	947	-	-	-	-	947
Sales discount	(5,805)	(5,470)	(335)	(6.1)	(12,187)	(25,958)	(21,880)	(4,078)	(18.6)	(28,973)
Total revenue	<u>395,419</u>	<u>395,402</u>	<u>17</u>	-	<u>393,807</u>	<u>2,011,659</u>	<u>1,955,949</u>	<u>55,710</u>	2.8	<u>1,847,116</u>
Expense										
Wages and benefits ¹	273,557	340,158	66,601	19.6	287,856	778,157	798,795	20,638	2.6	716,731
Services	73,692	46,738	(26,954)	(57.7)	38,108	185,456	171,999	(13,457)	(7.8)	171,937
Fuel and lube consumed	10,982	9,000	(1,982)	(22.0)	13,729	41,711	29,000	(12,711)	(43.8)	24,621
Materials and supplies	76,003	59,442	(16,561)	(27.9)	54,868	264,321	296,684	32,363	10.9	254,733
Utilities	19,973	18,908	(1,065)	(5.6)	18,869	43,334	44,056	722	1.6	45,129
Casualty and liability costs	36,553	39,807	3,254	8.2	35,507	70,652	79,614	8,962	11.3	71,136
Other expenses	19,620	41,148	21,528	52.3	29,946	53,976	79,496	25,520	32.1	68,093
Total expense	<u>510,380</u>	<u>555,201</u>	<u>44,821</u>	8.1	<u>478,883</u>	<u>1,437,607</u>	<u>1,499,644</u>	<u>62,037</u>	4.1	<u>1,352,380</u>
Income (loss) before depreciation	<u>(114,961)</u>	<u>(159,799)</u>	<u>44,838</u>	28.1	<u>(85,076)</u>	<u>574,052</u>	<u>456,305</u>	<u>117,747</u>	25.8	<u>494,736</u>
Depreciation and amortization expense	62,362	65,903	3,541	5.4	64,730	125,134	132,214	7,080	5.4	129,113
Net income (loss) before transfers	<u>(177,323)</u>	<u>(225,702)</u>	<u>48,379</u>	21.4	<u>(149,806)</u>	<u>448,918</u>	<u>324,091</u>	<u>124,827</u>	38.5	<u>365,623</u>
Net transfers in (out)	<u>(78)</u>	<u>-</u>	<u>(78)</u>	-	<u>-</u>	<u>(78)</u>	<u>-</u>	<u>(78)</u>	-	<u>-</u>
Net income (loss)	<u>\$ (177,401)</u>	<u>\$ (225,702)</u>	<u>\$ 48,301</u>	21.4	<u>\$ (149,806)</u>	<u>\$ 448,840</u>	<u>\$ 324,091</u>	<u>\$ 124,749</u>	38.5	<u>\$ 365,623</u>

¹ - Detailed schedule included.

Riverfront Attractions
Detailed Schedule of Wages and Benefits
For the Quarter Ended December 31, 2018
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Personnel expense										
Wages	\$ 199,755	\$ 251,779	\$ 52,024	20.7	\$ 213,967	\$ 605,998	\$ 610,750	\$ 4,752	0.8	\$ 546,814
Company paid benefits										
Payroll related taxes and insurance										
FICA	14,503	19,260	4,757	24.7	15,481	44,830	46,724	1,894	4.1	40,187
Unemployment insurance	321	1,669	1,348	80.8	356	1,807	5,347	3,540	66.2	1,782
Worker's compensation insurance	-	2,573	2,573	100.0	-	-	5,118	5,118	100.0	-
Health and welfare										
Medical	24,899	23,920	(979)	(4.1)	21,215	50,343	47,840	(2,503)	(5.2)	42,430
Dental	729	849	120	14.1	708	1,617	1,698	81	4.8	1,533
Other post employment benefits	526	2,812	2,286	81.3	-	526	5,624	5,098	90.6	5,488
Life insurance / AD&D	322	224	(98)	(43.8)	309	717	449	(268)	(59.7)	669
Short and long term disability	966	5,419	4,453	82.2	1,025	2,167	10,838	8,671	80.0	2,222
FMLA administration expense	-	239	239	100.0	-	-	479	479	100.0	-
EAP expense	44	59	15	25.4	44	98	117	19	16.2	94
Retirement										
Pension expense	23,846	24,528	682	2.8	29,635	53,482	49,057	(4,425)	(9.0)	63,606
401 K contributions	6,360	6,827	467	6.8	5,116	13,496	13,654	158	1.2	11,706
Other										
Uniform allowance	1,286	-	(1,286)	-	-	3,076	1,100	(1,976)	(179.6)	200
Total company paid benefits	<u>73,802</u>	<u>88,379</u>	<u>14,577</u>	16.5	<u>73,889</u>	<u>172,159</u>	<u>188,045</u>	<u>15,886</u>	8.4	<u>169,917</u>
Total wages and benefits	<u>\$ 273,557</u>	<u>\$ 340,158</u>	<u>\$ 66,601</u>	19.6	<u>\$ 287,856</u>	<u>\$ 778,157</u>	<u>\$ 798,795</u>	<u>\$ 20,638</u>	2.6	<u>\$ 716,731</u>

Riverfront Attractions
Cash Receipts and Disbursements Schedule
For the Quarter Ended December 31, 2018
(unaudited)

<u>Description</u>	<u>Total</u>	<u>Operating Fund</u>	<u>Change Fund</u>
Balance at October 1, 2018			
Cash & Investments	\$ 251,813	\$ 245,913	\$ 5,900
Add:			
Revenue receipts	165,106	165,106	-
Total cash receipts	<u>165,106</u>	<u>165,106</u>	<u>-</u>
Interfund transfers	-	-	-
Less:			
Cash disbursements	(372,874)	(372,874)	-
Total cash disbursements	<u>(372,874)</u>	<u>(372,874)</u>	<u>-</u>
 Balance at December 31, 2018			
Cash & Investments	<u>\$ 44,045</u>	<u>\$ 38,145</u>	<u>\$ 5,900</u>

Riverfront Attractions
Statement of Cash Flows
For the Six Months Ended December 31, 2018
(unaudited)

Cash flows from operating activities		Supplemental disclosure of cash flow information
Receipts from customers	\$ 2,019,184	Noncash Activities: None
Payments to employees	(777,631)	
Payments to vendors	(718,017)	
Payments for self-insurance	(70,652)	
Receipts (payments) from inter-fund activity	<u>(582,426)</u>	
Net cash provided by (used in) operating activities	<u>(129,542)</u>	
Cash flows from non capital financing activities		
Nonoperating contributions	<u>(80)</u>	
Net cash provided by (used in) non capital financing activities	<u>(80)</u>	
Cash flows from capital and related financing activities		
Acquisitions of capital assets	<u>(43,878)</u>	
Cash flows from capital and related financing activities	<u>(43,878)</u>	
Cash flows from investing activities		
None		
Net cash provided by (used in) investing activities	<u>-</u>	
Net increase (decrease) in cash and cash equivalents	(173,500)	
Cash and cash equivalents, beginning of year	<u>217,545</u>	
Cash and cash equivalents, year to date	<u>\$ 44,045</u>	

Riverfront Attractions
Capital Expenditures for Active Projects
For the Quarter Ended December 31, 2018
(unaudited)

Description		<u>Budget</u>	<u>Current</u>	<u>Year-To-Date</u>	<u>Life-To-Date</u>	<u>Balance</u>
Project #						
Becky Thatcher Inspection/Dry Docking	x	\$ 175,000	\$ -	\$ -	\$ -	\$ 175,000
Total Active Projects		<u>\$ 175,000</u>	<u>\$ -</u>	<u>-</u>	<u>\$ -</u>	<u>\$ 175,000</u>

x Projects are carryover from prior year.

ST. LOUIS REGIONAL FREIGHTWAY



Financial Highlights 61

Statement of Financial Position 62

Statement of Activities 63

Schedule of Wage & Benefits 65

Cash Receipts and Disbursement Schedule 66

Statement of Cash Flows 67

St. Louis Regional Freightway

For the Six Months Ended December 31, 2018

(Preliminary, subject to audit)

Fast Facts

Two of the region's highest priority projects, the I-270 Mississippi River Chain of Rocks bridge replacement and the Merchants Rail Bridge, received over \$420 million in funding. Both were included on the Freightways Multimodal Transportation list as the region's highest priorities and continues to move forward.

Mary Lamie, Executive Director of the St. Louis Regional Freightway was recently asked to attend events in the Washington D. C. area representing the St. Louis Regional Freightway.

Financial Data

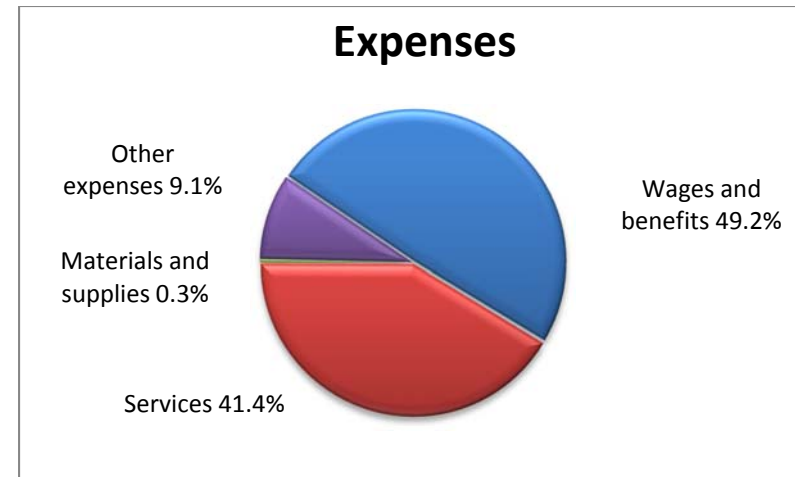
Net loss for the St. Louis Regional Freightway is \$316.6 thousand.

Revenue includes \$16.8 thousand for meetings and summits.

Expense of \$334.0 thousand includes compensation and benefits of \$164.1 thousand.

Services were \$138.4 thousand due to consulting, legal fees, and immaterial office supplies expense.

Other expenses were \$30.0 thousand, primarily for dues and subscriptions, travel, and advertising and promotion.



St. Louis Regional Freightway
Quarterly Statement of Financial Position
December 31, 2018
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Assets							
Current assets							
Cash	\$ 17,000	\$ 4,922	\$ 12,078	245.4	\$ 44,500	\$ (27,500)	(61.8)
Accounts and notes receivable	-	-	-	n/a	52,125	(52,125)	(100.0)
Total current assets	17,000	4,922	12,078	245.4	96,625	(79,625)	(82.4)
Total assets	17,000	4,922	12,078	245.4	96,625	(79,625)	(82.4)
Total	<u>\$ 17,000</u>	<u>\$ 4,922</u>	<u>\$ 12,078</u>	245.4	<u>\$ 96,625</u>	<u>\$ (79,625)</u>	(82.4)

St. Louis Regional Freightway
Quarterly Statement of Financial Position
December 31, 2018
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Liabilities							
Current liabilities							
Accounts payable	\$ 14,999	\$ -	\$ 14,999	n/a	\$ -	\$ 14,999	n/a
Interfund accounts payable	1,722,047	1,582,782	139,265	8.8	972,030	750,017	77.2
Accrued expenses	29,000	29,500	(500)	(1.7)	14,900	14,100	94.6
Other current liabilities	-	10,054	(10,054)	(100.0)	14,999	(14,999)	(100.0)
Total current liabilities	1,766,046	1,622,336	143,710	8.9	1,001,929	764,117	76.3
Non-current liabilities							
Other post-employment benefits	134,185	133,975	210	0.2	138,287	(4,102)	(3.0)
Unfunded pension liabilities	3,494	3,494	-	-	5,092	(1,598)	(31.4)
Total non-current liabilities	137,679	137,469	210	0.2	143,379	(5,700)	(4.0)
Total liabilities	1,903,725	1,759,805	143,920	8.2	1,145,308	758,417	66.2
Net Position							
Net position	(1,570,098)	(1,570,098)	-	-	(790,812)	(779,286)	(98.5)
Net income (loss)	(316,627)	(184,785)	(131,842)	(71.3)	(257,871)	(58,756)	(22.8)
Total net position	(1,886,725)	(1,754,883)	(131,842)	(7.5)	(1,048,683)	(838,042)	(79.9)
Total	\$ 17,000	\$ 4,922	\$ 12,078	245.4	\$ 96,625	\$ (79,625)	(82.4)

**St. Louis Regional Freightway
Statement of Activities
For the Quarter Ended December 31, 2018**
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Revenue										
Partnership fees	\$ -	\$ 55,000	\$ (55,000)	(100.0)	\$ 62,500	\$ -	\$ 110,000	\$ (110,000)	(100.0)	\$ 100,000
Other revenue	10,555	10,000	555	5.6	5,585	16,755	20,000	(3,245)	(16.2)	5,585
Other revenue	500	-	500	-	-	500	-	500	-	-
Interest income	-	-	-	-	-	117	-	117	-	-
Total revenue	<u>11,055</u>	<u>65,000</u>	<u>(53,945)</u>	<u>(83.0)</u>	<u>68,085</u>	<u>17,372</u>	<u>130,000</u>	<u>(112,628)</u>	<u>(86.6)</u>	<u>105,585</u>
Expense										
Wages and benefits ¹	77,992	91,268	13,276	14.5	93,721	164,138	181,326	17,188	9.5	186,401
Services	44,227	142,500	98,273	69.0	33,823	138,418	285,000	146,582	51.4	150,987
Materials and supplies	-	696	696	100.0	354	932	1,391	459	33.0	440
Other expenses	20,678	26,700	6,022	22.6	25,743	30,511	53,400	22,889	42.9	25,628
Total expense	<u>142,897</u>	<u>261,164</u>	<u>118,267</u>	<u>45.3</u>	<u>153,641</u>	<u>333,999</u>	<u>521,117</u>	<u>187,118</u>	<u>35.9</u>	<u>363,456</u>
Net income (loss)	<u>\$ (131,842)</u>	<u>\$ (196,164)</u>	<u>\$ 64,322</u>	<u>32.8</u>	<u>\$ (85,556)</u>	<u>\$ (316,627)</u>	<u>\$ (391,117)</u>	<u>\$ 74,490</u>	<u>19.0</u>	<u>\$ (257,871)</u>

¹ - Detailed schedule included.

**St. Louis Regional Freightway
Detailed Schedule of Wages and Benefits
For the Quarter Ended December 31, 2018**
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Personnel expense										
Wages	\$ 62,028	\$ 73,937	\$ 11,909	16.1	\$ 77,217	\$ 128,478	\$ 146,754	\$ 18,276	12.5	\$ 147,811
Company paid benefits										
Payroll related taxes and insurance										
FICA	1,259	5,656	4,397	77.7	2,489	5,537	11,227	5,690	50.7	7,124
Unemployment insurance	-	-	-	-	63	-	-	-	-	104
Worker's compensation insurance	-	222	222	100.0	-	-	440	440	100.0	-
Health and welfare										
Medical	10,413	6,375	(4,038)	(63.3)	9,573	20,826	12,749	(8,077)	(63.4)	18,541
Dental	244	196	(48)	(24.5)	236	529	392	(137)	(34.9)	474
Other post employment benefits	211	1,010	799	79.1	-	211	2,020	1,809	89.6	2,271
Life insurance / AD&D	121	52	(69)	(132.7)	118	262	104	(158)	(151.9)	240
Short and long term disability	461	315	(146)	(46.3)	385	979	630	(349)	(55.4)	809
FMLA administration expense	-	21	21	100.0	-	-	42	42	100.0	-
EAP expense	12	14	2	14.3	12	26	27	1	3.7	23
Retirement										
Pension expense	-	443	443	100.0	-	-	887	887	100.0	1,733
401 K contributions	3,243	3,027	(216)	(7.1)	3,628	7,290	6,054	(1,236)	(20.4)	7,271
Total company paid benefits	<u>15,964</u>	<u>17,331</u>	<u>1,367</u>	<u>7.9</u>	<u>16,504</u>	<u>35,660</u>	<u>34,572</u>	<u>(1,088)</u>	<u>(3.1)</u>	<u>38,590</u>
Total wages and benefits	<u>\$ 77,992</u>	<u>\$ 91,268</u>	<u>\$ 13,276</u>	<u>14.5</u>	<u>\$ 93,721</u>	<u>\$ 164,138</u>	<u>\$ 181,326</u>	<u>\$ 17,188</u>	<u>9.5</u>	<u>\$ 186,401</u>

St. Louis Regional Freightway
Cash Receipts and Disbursements Schedule
For the Quarter Ended December 31, 2018
(unaudited)

<u>Description</u>	<u>Total</u>	<u>Operating Fund</u>	<u>Externally Restricted</u>
Balance at October 1, 2018			
Cash & Investments	\$ 4,922	\$ 4,922	\$ -
Add:			
Revenue receipts	15,500	500	15,000
Interest	-	-	-
Total cash receipts	<u>15,500</u>	<u>500</u>	<u>15,000</u>
Interfund transfers	-	-	-
Less:			
Cash disbursements	<u>(3,422)</u>	<u>(3,422)</u>	<u>-</u>
Total cash disbursements	<u>(3,422)</u>	<u>(3,422)</u>	<u>-</u>
Balance at December 31, 2018			
Cash & Investments	<u>\$ 17,000</u>	<u>\$ 2,000</u>	<u>\$ 15,000</u>

St. Louis Regional Freightway
Statement of Cash Flows
For the Six Months Ended December 31, 2018
(unaudited)

Cash flows from operating activities		Supplemental disclosure of cash flow information
Receipts from customers	\$ 21,010	Noncash Activities: None
Payments to employees	(163,928)	
Payments to vendors	(189,923)	
Payments for self-insurance	-	
Receipts (payments) from inter-fund activity	325,327	
Net cash provided by (used in) operating activities	(7,514)	
Cash flows from non capital financing activities		
Nonoperating contributions	500	
Net cash provided by (used in) non capital financing activities	500	
Cash flows from capital and related financing activities		
None		
Cash flows from capital and related financing activities	-	
Cash flows from investing activities		
Interest received	117	
Net cash provided by (used in) investing activities	117	
Net increase (decrease) in cash and cash equivalents	(6,897)	
Cash and cash equivalents, beginning of year	23,897	
Cash and cash equivalents, year to date	\$ 17,000	

BI-STATE DEVELOPMENT RESEARCH INSTITUTE



Financial Highlights	68
Statement of Financial Position	69
Statement of Activities	71
Cash Receipts and Disbursement Schedule	72
Statement of Cash Flows	73
Capital Expenditures for Active Projects	74

Bi-State Development Research Institute

For the Six Months Ended December 31, 2018

(Preliminary, subject to audit)

Fast Facts

The Bi-State Development Research Institute is putting the finishing touches on the Link Market and Links2Life Mobile Health Screening Unit programs, located at the Wellston and North Hanley Transit Centers.

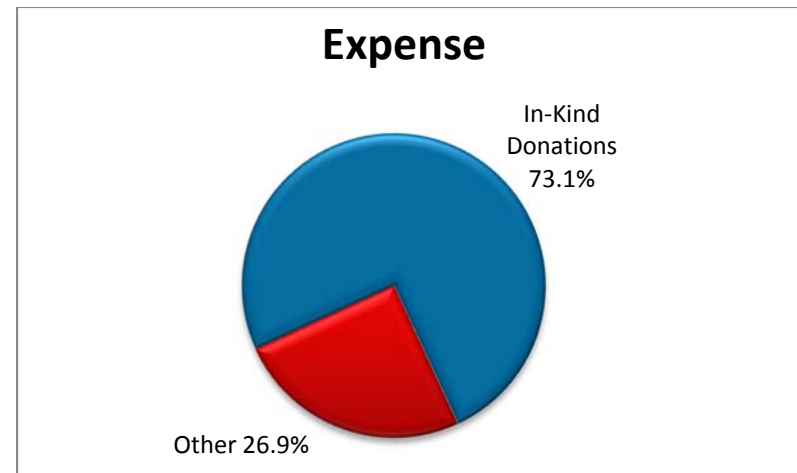
They are now actively working with several neighborhood organizations on the Missouri Foundation for Health funded Bike Share program to encourage the neighborhood residents to consider this form of transportation.

Financial Data

Net Loss before depreciation is \$28.4 thousand.

Revenue from Missouri Foundation for Health Bike Share program and In-kind donations from Bi-State Development is \$88.8 thousand.

Expense totals \$117.2 thousand. The majority of expenses are related to In-Kind donations for wages and benefits, Outside Services, and Administrative Fees.



Bi-State Development Research Institute
Quarterly Statement of Financial Position
December 31, 2018
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Assets							
Current assets							
Cash	\$ 127,962	\$ 83,130	\$ 44,832	53.9	\$ 11,113	\$ 116,849	n/a
Accounts and notes receivable	-	-	-	n/a	429	(429)	(100.0)
Other current assets	30,000	45,000	(15,000)	(33.3)	60,000	(30,000)	(50.0)
Total current assets	157,962	128,130	29,832	23.3	71,542	86,420	120.8
Capital assets							
Capital assets	272,901	270,000	2,901	1.1	-	272,901	n/a
Accumulated depreciation	(12,284)	(9,450)	(2,834)	(30.0)	-	(12,284)	n/a
Total capital assets, net	260,617	260,550	67	-	-	260,617	n/a
Construction-in-process	-	-	-	n/a	135,000	(135,000)	(100.0)
Total capital assets	260,617	260,550	67	-	135,000	125,617	93.0
Total assets	418,579	388,680	29,899	7.7	206,542	212,037	102.7
Total	\$ 418,579	\$ 388,680	\$ 29,899	7.7	\$ 206,542	\$ 212,037	102.7

Bi-State Development Research Institute
Quarterly Statement of Financial Position
December 31, 2018
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Liabilities							
Current liabilities							
Accounts payable	\$ -	\$ -	\$ -	n/a	\$ 3,000	\$ (3,000)	(100.0)
Interfund accounts payable	22,558	21,998	560	2.5	20,568	1,990	9.7
Other current liabilities	126,294	81,247	45,047	55.4	8,651	117,643	n/a
Total current liabilities	148,852	103,245	45,607	44.2	32,219	116,633	362.0
Total liabilities	148,852	103,245	45,607	44.2	32,219	116,633	362.0
Net Position							
Net position	303,665	303,665	-	-	155,550	148,115	95.2
Net income (loss)	(33,938)	(18,230)	(15,708)	(86.2)	18,773	(52,711)	(280.8)
Total net position	269,727	285,435	(15,708)	(5.5)	174,323	95,404	54.7
Total	<u>\$ 418,579</u>	<u>\$ 388,680</u>	<u>\$ 29,899</u>	7.7	<u>\$ 206,542</u>	<u>\$ 212,037</u>	102.7

Bi-State Development Research Institute
Statement of Activities
For the Quarter Ended December 31, 2018
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Revenue										
Not for profit revenue	\$ 3,151	\$ 21,000	\$ (17,849)	(85.0)	\$ 87,500	\$ 3,151	\$ 42,000	\$ (38,849)	(92.5)	\$ 215,000
Contributions ¹	39,381	34,011	5,370	15.8	50,958	85,656	68,023	17,633	25.9	98,564
Total revenue	<u>42,532</u>	<u>55,011</u>	<u>(12,479)</u>	<u>(22.7)</u>	<u>138,458</u>	<u>88,807</u>	<u>110,023</u>	<u>(21,216)</u>	<u>(19.3)</u>	<u>313,564</u>
Expense										
Wages and benefits	30,810	31,143	333	1.1	37,195	66,946	62,285	(4,661)	(7.5)	74,170
Services	13,086	5,619	(7,467)	(132.9)	117,500	28,176	11,237	(16,939)	(150.7)	195,078
Materials and supplies	-	130	130	100.0	1,012	-	261	261	100.0	1,012
Utilities	335	250	(85)	(34.0)	368	715	500	(215)	(43.0)	440
Interfund admin fees	8,570	9,776	1,206	12.3	11,791	18,710	19,551	841	4.3	22,349
Other expenses	2,604	500	(2,104)	(420.8)	1,742	2,664	1,000	(1,664)	(166.4)	1,742
Total expense	<u>55,405</u>	<u>47,418</u>	<u>(7,987)</u>	<u>(16.8)</u>	<u>169,608</u>	<u>117,211</u>	<u>94,834</u>	<u>(22,377)</u>	<u>(23.6)</u>	<u>294,791</u>
Income (loss) before depreciation	<u>(12,873)</u>	<u>7,593</u>	<u>(20,466)</u>	<u>(269.5)</u>	<u>(31,150)</u>	<u>(28,404)</u>	<u>15,189</u>	<u>(43,593)</u>	<u>(287.0)</u>	<u>18,773</u>
Depreciation and amortization expense	2,835	2,700	(135)	(5.0)	-	5,534	5,400	(134)	(2.5)	-
Net income (loss) before transfers	<u>(15,708)</u>	<u>4,893</u>	<u>(20,601)</u>	<u>(421.0)</u>	<u>(31,150)</u>	<u>(33,938)</u>	<u>9,789</u>	<u>(43,727)</u>	<u>(446.7)</u>	<u>18,773</u>
Net income (loss)	<u>\$ (15,708)</u>	<u>\$ 4,893</u>	<u>\$ (20,601)</u>	<u>(421.0)</u>	<u>\$ (31,150)</u>	<u>\$ (33,938)</u>	<u>\$ 9,789</u>	<u>\$ (43,727)</u>	<u>(446.7)</u>	<u>\$ 18,773</u>

¹ - Contributions include in-kind donations of services, supplies and materials from other BSD business units.

**Bi-State Development Research Institute
Cash Receipts and Disbursements Schedule
For the Quarter Ended December 31, 2018
(unaudited)**

<u>Description</u>	<u>Total</u>	<u>Operating Fund</u>	<u>Restricted Fund</u>
Balance at October 1, 2018			
Cash & Investments	\$ 83,130	\$ 1,882	\$ 81,248
Add:			
Receipts	<u>48,198</u>	<u>-</u>	<u>48,198</u>
Total cash receipts	48,198	-	48,198
Interfund transfers	-	-	-
Less:			
Cash disbursements	<u>(3,366)</u>	<u>(215)</u>	<u>(3,151)</u>
Total cash disbursements	(3,366)	(215)	(3,151)
Balance at December 31, 2018			
Cash & Investments	<u>\$ 127,962</u>	<u>\$ 1,667</u>	<u>\$ 126,295</u>

Bi-State Development Research Institute
Statement of Cash Flows
For the Six Months Ended December 31, 2018
(unaudited)

Cash flows from operating activities		Supplemental disclosure of cash flow information	
Receipts from customers	\$ 3,151	Noncash Activities:	
Payments to vendors	43,491		
Receipts (payments) from inter-fund activity	935		
Net cash provided by (used in) operating activities	<u>47,577</u>	In-kind donations	\$ 85,656
		In-kind wages and benefits	(66,945)
		In-kind management fees	(18,711)
Cash flows from non capital financing activities			
None			
Net cash provided by (used in) non capital financing activities	<u>-</u>		
Cash flows from capital and related financing activities			
Acquisitions of capital assets	(2,902)		
Cash flows from capital and related financing activities	<u>(2,902)</u>		
Cash flows from investing activities			
None			
Net cash provided by (used in) investing activities	<u>-</u>		
Net increase (decrease) in cash and cash equivalents	44,675		
Cash and cash equivalents, beginning of year	<u>83,287</u>		
Cash and cash equivalents, year to date	<u>\$ 127,962</u>		

Research Institute
Capital Expenditures for Active Projects
For the Quarter Ended December 31, 2018
(unaudited)

Description	<u>Budget</u>	<u>Current</u>	<u>Year-To-Date</u>	<u>Life-To-Date</u>	<u>Balance</u>
Project #					
MFH Food Kiosk Program	\$ 583,958	\$ 2,901	\$ 2,901	\$ 476,413	\$ 107,545
Total Active Projects	<u>\$ 583,958</u>	<u>\$ 2,901</u>	<u>\$ 2,901</u>	<u>\$ 476,413</u>	<u>\$ 107,545</u>



Financial Highlights 75

Statement of Financial Position 76

Statement of Activities 78

Cash Receipts and Disbursement Schedule 79

Statement of Cash Flows 80

Arts In Transit, Inc.

For the Six Months Ended December 31, 2018

(Preliminary, subject to audit)

Fast Facts

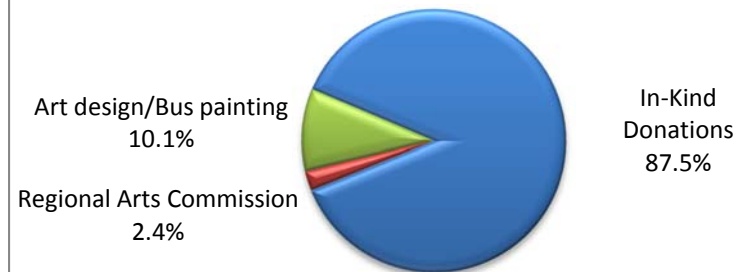
Fourteen of the 15 winners of Metro Arts in Transit's 2018 MetroLines Poetry Contest read their winning poems at a special reception on October 11, 2018 at the Regional Arts Commission in the Delmar Loop. The winning poems range from no more than a few words to up to 15 lines. The poems will be displayed in the interiors of MetroBus vehicles and MetroLink trains for up to a year. Meanwhile, 10 local artists were selected through the 2018 MetroScapes program at a public exhibition and reception at Third Degree Glass Factory on November 16, 2018. The event drew more than 400 attendees over the course of the evening, who previewed the artwork that is being installed at more than 200 MetroBus shelters in the St. Louis region and will remain on display for a year.

Financial Data

Net loss is \$4.3 thousand.

Total revenue of \$148.5 thousand includes contributions from the Regional Arts Commission, Beyond Housing, proceeds from bus paintings, and the recognition of In-kind donations from the Bi-State Development Agency.

Revenue



Expense of \$152.8 thousand consists of \$22.8 thousand for bus wrap services related to a bus painting, poetry contest winners, MetroScapes poster contest winners, and includes \$130.0 thousand of In-kind donations from Bi-State Development.

Expense



Arts In Transit, Inc.
Quarterly Statement of Financial Position
December 31, 2018
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Assets							
Current assets							
Cash	\$ 74,044	\$ 79,998	\$ (5,954)	(7.4)	\$ 76,908	\$ (2,864)	(3.7)
Accounts and notes receivable	-	5,000	(5,000)	(100.0)	-	-	n/a
Total current assets	74,044	84,998	(10,954)	(12.9)	76,908	(2,864)	(3.7)
Total assets	74,044	84,998	(10,954)	(12.9)	76,908	(2,864)	(3.7)
Total	\$ 74,044	\$ 84,998	\$ (10,954)	(12.9)	\$ 76,908	\$ (2,864)	(3.7)

Arts In Transit, Inc.
Quarterly Statement of Financial Position
December 31, 2018
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Liabilities							
Current liabilities							
Interfund accounts payable	\$ 49	\$ -	\$ 49	n/a	\$ -	\$ 49	n/a
Total current liabilities	49	-	49	n/a	-	49	n/a
Total liabilities	49	-	49	n/a	-	49	n/a
Net Position							
Net position	\$ 78,274	\$ 78,274	\$ -	-	\$ 61,695	\$ 16,579	26.9
Net income (loss)	(4,279)	6,724	(11,003)	(163.6)	15,213	(19,492)	(128.1)
Total net position	73,995	84,998	(11,003)	(12.9)	76,908	(2,913)	(3.8)
Total	<u>\$ 74,044</u>	<u>\$ 84,998</u>	<u>\$ (10,954)</u>	(12.9)	<u>\$ 76,908</u>	<u>\$ (2,864)</u>	(3.7)

Arts In Transit, Inc.
Statement of Activities
For the Quarter Ended December 31, 2018
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Revenue										
Not for Profit Revenue	\$ 5,025	\$ 15,000	\$ (9,975)	(66.5)	\$ (3,900)	\$ 18,545	\$ 30,000	\$ (11,455)	(38.2)	\$ 33,100
Contributions ¹	66,891	47,774	19,117	40.0	50,346	129,955	95,549	34,406	36.0	98,170
Total revenue	<u>71,916</u>	<u>62,774</u>	<u>9,142</u>	<u>14.6</u>	<u>46,446</u>	<u>148,500</u>	<u>125,549</u>	<u>22,951</u>	<u>18.3</u>	<u>131,270</u>
Expense										
Wages and benefits	37,297	31,679	(5,618)	(17.7)	29,606	65,618	63,358	(2,260)	(3.6)	63,452
Services	28,028	16,628	(11,400)	(68.6)	18,386	48,949	33,256	(15,693)	(47.2)	28,448
Materials and supplies	800	5,453	4,653	85.3	-	800	10,907	10,107	92.7	1,119
Utilities	146	200	54	27.0	141	285	400	115	28.8	282
Interfund admin fees	11,675	-	(11,675)	-	8,954	19,736	-	(19,736)	-	18,374
Other expenses	4,973	1,913	(3,060)	(160.0)	3,285	17,391	3,825	(13,566)	(354.7)	4,382
Contribution to outside entities	-	-	-	-	-	-	-	-	-	-
Total expense	<u>82,919</u>	<u>55,873</u>	<u>(27,046)</u>	<u>(48.4)</u>	<u>60,372</u>	<u>152,779</u>	<u>111,746</u>	<u>(41,033)</u>	<u>(36.7)</u>	<u>116,057</u>
Net income (loss) before transfers	<u>(11,003)</u>	<u>6,901</u>	<u>(17,904)</u>	<u>(259.4)</u>	<u>(13,926)</u>	<u>(4,279)</u>	<u>13,803</u>	<u>(18,082)</u>	<u>(131.0)</u>	<u>15,213</u>
Net income (loss)	<u>\$ (11,003)</u>	<u>\$ 6,901</u>	<u>\$ (17,904)</u>	<u>(259.4)</u>	<u>\$ (13,926)</u>	<u>\$ (4,279)</u>	<u>\$ 13,803</u>	<u>\$ (18,082)</u>	<u>(131.0)</u>	<u>\$ 15,213</u>

1 - Contributions include in-kind donations of services, supplies and materials from other BSD business units.

Arts in Transit, Inc.
Cash Receipts and Disbursements Schedule
For the Quarter Ended December 31, 2018
(unaudited)

<u>Description</u>	<u>Total</u>	<u>Operating Fund</u>
Balance at October 1, 2018		
Cash & Investments	\$ 79,998	\$ 79,998
Add:		
Receipts	10,025	10,025
Total cash receipts	<u>10,025</u>	<u>10,025</u>
Interfund transfers	-	-
Less:		
Cash disbursements	<u>(15,979)</u>	<u>(15,979)</u>
Total cash disbursements	<u>(15,979)</u>	<u>(15,979)</u>
Balance at December 31, 2018		
Cash & Investments	<u><u>\$ 74,044</u></u>	<u><u>\$ 74,044</u></u>

Art In Transit, Inc.
Statement of Cash Flows
For the Six Months Ended December 31, 2018
(unaudited)

Cash flows from operating activities

Receipts from customers	\$ 26,545
Payments to vendors	(22,824)
Receipts (payments) from inter-fund activity	(743)
	<hr/>

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

2,978

Cash flows from non capital financing activities

None

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

-

Cash flows from capital and related financing activities

None

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

-

Cash flows from investing activities

None

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

-

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

2,978

Cash and cash equivalents, beginning of year

71,066

Cash and cash equivalents, year to date

\$ 74,044

Supplemental disclosure of cash flow information

Noncash Activities:

In-kind donations	\$ 129,955
In-kind wages and benefits	(65,618)
In-kind services	(26,925)
In-kind utilities	(285)
In-kind management fees	(19,736)
In-kind other operating expenses	(17,391)

SELF-INSURANCE FUNDS

Financial Highlights 81

Statement of Financial Position.82

Statement of Activities. 84



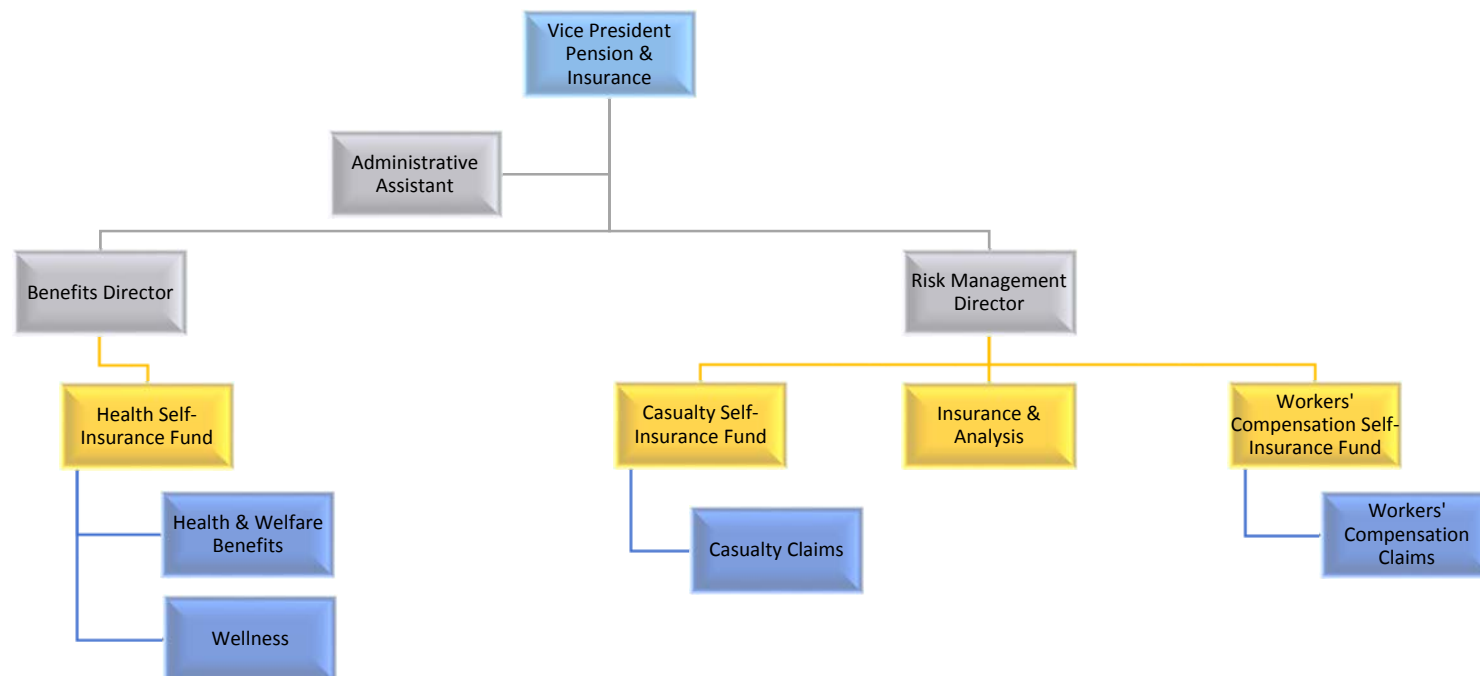
Self-Insurance Funds

For the Six Months Ended December 31, 2018

(Preliminary, subject to audit)

As directed by the BSD Board of Commissioners, in order to improve overall accountability, governance, accounting and reporting has been restructured and administration has been reorganized for the Health, Casualty and Workers Compensation Self-Insurance Funds. The objective is comprehensive management, accounting, and reporting for assets, sources of revenue, expenses and related administrative costs for these self-insured activities.

The major costs and administrative components of the Health Self-Insurance Fund reside in the Benefits Department. The major costs and administrative components of the Casualty and Workers Compensation Self-Insurance Funds reside in the Risk Management Department. The administration of these departments, and their related activities, has been reorganized to achieve the accountability and governance objectives as shown below:



**Bi-State Development Agency of the
Missouri-Illinois Metropolitan District
Self-Insurance Divisions
Quarterly Statement of Financial Position
December 31, 2018
(unaudited)**

	Health Self-Insurance Division	Casualty Self-Insurance Division	Workers Compensation Self-Insurance Division	Totals	Interfund Eliminations	Totals After Eliminations
Assets						
Current assets						
Cash	\$ 2,135,746	\$ 10,787,876	\$ 7,709,333	\$ 20,632,955	\$ -	\$ 20,632,955
Investments	-	-	2,348,988	2,348,988	-	2,348,988
Accounts and notes receivable	40,013	-	-	40,013	-	40,013
Interfund accounts receivable	-	118,812	253,584	372,396	(372,396)	-
Restricted accounts receivable	-	-	75	75	-	75
Other current assets	-	440,525	108,015	548,540	-	548,540
Total current assets	2,175,759	11,347,213	10,419,995	23,942,967	(372,396)	23,570,571
Total assets	2,175,759	11,347,213	10,419,995	23,942,967	(372,396)	23,570,571
Total	\$ 2,175,759	\$ 11,347,213	\$ 10,419,995	\$ 23,942,967	\$ (372,396)	\$ 23,570,571

**Bi-State Development Agency of the
Missouri-Illinois Metropolitan District
Self-Insurance Divisions
Quarterly Statement of Financial Position
December 31, 2018
(unaudited)**

	Health Self-Insurance Division	Casualty Self-Insurance Division	Workers Compensation Self-Insurance Division	Totals	Interfund Eliminations	Totals After Eliminations
Liabilities						
Current liabilities						
Interfund accounts payable	\$ 1,589,729	\$ -	\$ -	\$ 1,589,729	\$ (372,396)	\$ 1,217,333
Accrued expenses	33,017	40,700	19,100	92,817	-	92,817
Total current liabilities	1,622,746	40,700	19,100	1,682,546	(372,396)	1,310,150
Current liab payable from restricted assets						
Short-term self-insurance	-	3,315,000	5,975,000	9,290,000	-	9,290,000
Medical self-insurance liability	3,957,850	-	-	3,957,850	-	3,957,850
Total current liabilities payable from restricted assets	3,957,850	3,315,000	5,975,000	13,247,850	-	13,247,850
Total current liabilities	5,580,596	3,355,700	5,994,100	14,930,396	(372,396)	14,558,000
Non-current liabilities						
Other post-employment benefits	167,970	149,854	43,224	361,048	-	361,048
Long-term self-insurance	-	6,620,000	4,294,000	10,914,000	-	10,914,000
Unfunded pension liabilities	74,574	113,402	42,748	230,724	-	230,724
Total non-current liabilities	242,544	6,883,256	4,379,972	11,505,772	-	11,505,772
Total liabilities	5,823,140	10,238,956	10,374,072	26,436,168	(372,396)	26,063,772
Net Position						
Net position	(3,350,114)	563,922	(1,138,136)	(3,924,328)	-	(3,924,328)
Net income (loss)	(297,267)	544,335	1,184,059	1,431,127	-	1,431,127
Total net position	(3,647,381)	1,108,257	45,923	(2,493,201)	-	(2,493,201)
Total	<u>\$ 2,175,759</u>	<u>\$ 11,347,213</u>	<u>\$ 10,419,995</u>	<u>\$ 23,942,967</u>	<u>\$ (372,396)</u>	<u>\$ 23,570,571</u>

**Bi-State Development Agency of the
Missouri-Illinois Metropolitan District
Self-Insurance Divisions
Combining Statement of Activities by Business Division
For the Six Months Ended December 31, 2018
(unaudited)**

	Health Self-Insurance Division	Casualty Self-Insurance Division	Workers Compensation Self-Insurance Division	Totals	Eliminations	Totals After Eliminations
Revenue						
Employee medical contributions	\$ 3,438,998	\$ -	\$ -	\$ 3,438,998	\$ -	\$ 3,438,998
Employee dental contributions	259,848	-	-	259,848	-	259,848
Employee gym membership	2,138	-	-	2,138	-	2,138
Bi-State Dev medical contributions	13,350,701	-	-	13,350,701	(106,151)	13,244,550
Bi-State Dev dental contributions	326,258	-	-	326,258	(2,962)	323,296
Bi-State Dev EAP contributions	19,483	-	-	19,483	(172)	19,311
Healthy savings plan	(125,866)	-	-	(125,866)	-	(125,866)
Charges for services - Casualty	-	2,542,808	-	2,542,808	-	2,542,808
Charges for services - Workers Compensation	-	-	4,614,812	4,614,812	-	4,614,812
Interest Income	16,062	97,774	78,423	192,259	-	192,259
Total revenue	17,287,622	2,640,582	4,693,235	24,621,439	(109,285)	24,512,154
Expense						
Wages and benefits	428,612	319,687	177,398	925,697	-	925,697
Services	145,306	4,813	4,813	154,932	-	154,932
Materials and supplies	2,768	1,113	325	4,206	-	4,206
Utilities	2,488	1,066	278	3,832	-	3,832
Casualty and liability costs	-	440,525	114,174	554,699	-	554,699
Other expenses	44,722	2,996	206,418	254,136	-	254,136
Medical claims and prescriptions, less rebates	16,838,237	-	-	16,838,237	(109,285)	16,728,952
Stop loss, third party fees, Medicare Part D	122,756	-	-	122,756	-	122,756
Casualty claims paid	-	2,096,246	-	2,096,246	-	2,096,246
Workers Compensation claims paid	-	-	3,509,176	3,509,176	-	3,509,176
Total expense	17,584,889	2,866,446	4,012,582	24,463,917	(109,285)	24,354,632
Net income (loss) before transfers	(297,267)	(225,864)	680,653	157,522	-	157,522
Net transfers in (out)	-	770,199	503,406	1,273,605	-	1,273,605
Net income (loss)	\$ (297,267)	\$ 544,335	\$ 1,184,059	\$ 1,431,127	\$ -	\$ 1,431,127

HEALTH SELF-INSURANCE FUND



Financial Highlights 85

Statement of Financial Position 86

Statement of Activities 88

Schedule of Wage & Benefits 89

Cash Receipts and Disbursement Schedule. 90

Statement of Cash Flows 91

Health Self-Insurance Fund

For the Six Months Ended December 31, 2018

(Preliminary, subject to audit)

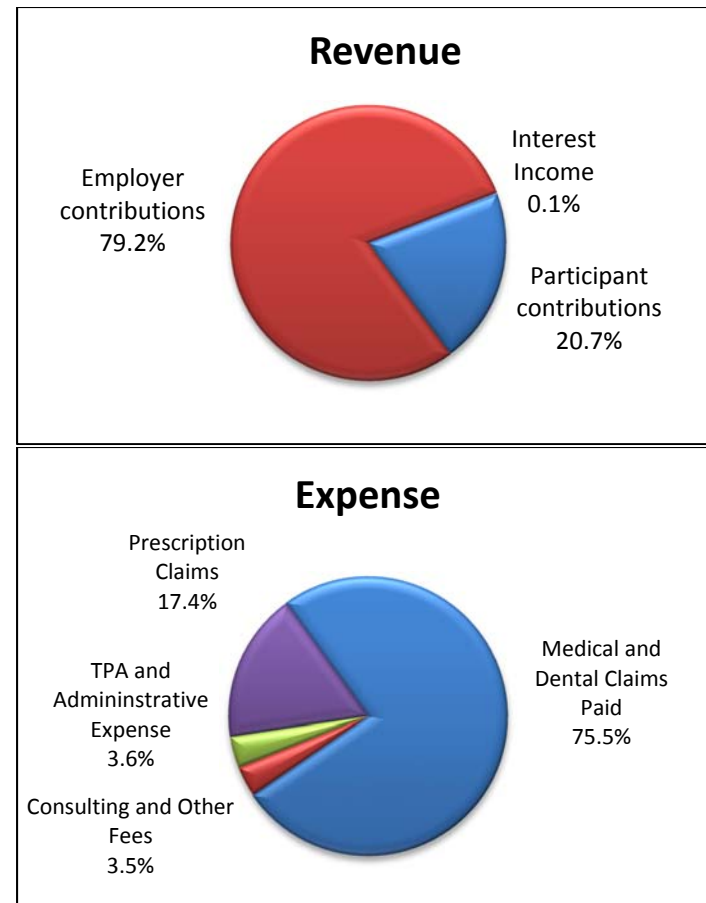
Fast Facts

The Health Self-Insurance Fund (SIF) includes all operating revenue and expenses related to the organizations medical, prescription drug and dental employee benefit programs. Health SIF employer and employee/retiree contribution rates are set annually based on actuarial assessment of historical health claim costs, anticipated health care inflation, and plan management expenses along with plan participant demographic and enrollment data.

Financial Data

Revenue is generated by charging other BSD operational units for Health SIF provided employee benefit program services and collecting enrolled employee/retiree contributions through payroll and pension deductions. Fiscal year 2019 second quarter revenue of \$17.3 million consists of \$13.7 million in employer and \$3.6 million in plan participant contributions.

Expenses are generated by medical, prescription drug and dental claim costs, third party administrative fees, health and welfare plan consulting fees and internal benefit team operating costs. Fiscal year 2019 second quarter expenses of \$17.6 million consists of \$17.0 million or 96.6% related to direct medical and prescription benefit claims and third party claim processing fees, cost management programs, plan consulting fees and health care reform costs. Internal staff and wellness initiative costs are \$.6 million or 3.4%. Claims for continued catastrophic medical expenses are down from the same period in fiscal year 2018.



Health Self-Insurance Fund
Quarterly Statement of Financial Position
December 31, 2018
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Assets							
Current assets							
Cash and Cash Equivalents	\$ 2,135,746	\$ 2,693,332	\$ (557,586)	(20.7)	\$ 432,123	\$ 1,703,623	394.2
Accounts and notes receivable	40,013	77,967	(37,954)	(48.7)	36,206	3,807	10.5
Total current assets	<u>2,175,759</u>	<u>2,771,299</u>	<u>(595,540)</u>	(21.5)	<u>468,329</u>	<u>1,707,430</u>	364.6
Total assets	<u>2,175,759</u>	<u>2,771,299</u>	<u>(595,540)</u>	(21.5)	<u>468,329</u>	<u>1,707,430</u>	364.6
Total	<u>\$ 2,175,759</u>	<u>\$ 2,771,299</u>	<u>\$ (595,540)</u>	(21.5)	<u>\$ 468,329</u>	<u>\$ 1,707,430</u>	364.6

Health Self-Insurance Fund
Quarterly Statement of Financial Position
December 31, 2018
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Liabilities							
Current liabilities							
Interfund accounts payable	1,589,729	2,207,388	(617,659)	(28.0)	4,538,487	(2,948,758)	(65.0)
Accrued expenses	33,017	33,197	(180)	(0.5)	44,696	(11,679)	(26.1)
Total current liabilities	1,622,746	2,240,585	(617,839)	(27.6)	4,583,183	(2,960,437)	(64.6)
Current liab payable from restricted assets							
Medical self-insurance liability	3,957,850	3,897,611	60,239	1.5	2,428,000	1,529,850	63.0
Total current liabilities payable from restricted assets	3,957,850	3,897,611	60,239	1.5	2,428,000	1,529,850	63.0
Total current liabilities	5,580,596	6,138,196	(557,600)	(9.1)	7,011,183	(1,430,587)	(20.4)
Non-current liabilities							
Other post-employment benefits	167,970	167,425	545	0.3	181,829	(13,859)	(7.6)
Unfunded pension liabilities	74,574	74,574	-	-	76,941	(2,367)	(3.1)
Total non-current liabilities	242,544	241,999	545	0.2	258,770	(16,226)	(6.3)
Total liabilities	5,823,140	6,380,195	(557,055)	(8.7)	7,269,953	(1,446,813)	(19.9)
Net Position							
Net position	(3,350,114)	(3,350,114)	-	-	(1,937,586)	(1,412,528)	(72.9)
Net income (loss)	(297,267)	(258,782)	(38,485)	(14.9)	(4,864,038)	4,566,771	93.9
Total net position	(3,647,381)	(3,608,896)	(38,485)	(1.1)	(6,801,624)	3,154,243	46.4
Total	\$ 2,175,759	\$ 2,771,299	\$ (595,540)	(21.5)	\$ 468,329	\$ 1,707,430	364.6

Health Self-Insurance Fund
Statement of Activities
For the Quarter Ended December 31, 2018
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Revenue										
Employee medical contributions	\$ 1,704,633	\$ 1,768,629	\$ (63,996)	(3.6)	\$ 1,577,465	\$ 3,438,998	\$ 3,537,258	\$ (98,260)	(2.8)	\$ 3,164,310
Employee dental contributions	128,977	136,093	(7,116)	(5.2)	123,987	259,848	272,185	(12,337)	(4.5)	248,259
Employee gym membership	1,017	1,419	(402)	(28.3)	1,416	2,138	2,838	(700)	(24.7)	2,860
Bi-State Dev medical contributions	6,638,907	6,764,844	(125,937)	(1.9)	5,723,687	13,350,701	13,529,688	(178,987)	(1.3)	11,434,281
Bi-State Dev dental contributions	162,835	159,053	3,782	2.4	154,363	326,258	318,107	8,151	2.6	308,002
Bi-State Dev EAP contributions	9,542	10,296	(754)	(7.3)	9,271	19,483	20,591	(1,108)	(5.4)	18,859
Healthy Savings Plan	(81,356)	(42,175)	(39,181)	(92.9)	(107,963)	(125,866)	(84,350)	(41,516)	(49.2)	(155,736)
Interest income	10,564	-	10,564	-	-	16,062	-	16,062	-	-
Total revenue	<u>8,575,119</u>	<u>8,798,159</u>	<u>(223,040)</u>	<u>(2.5)</u>	<u>7,482,226</u>	<u>17,287,622</u>	<u>17,596,317</u>	<u>(308,695)</u>	<u>(1.8)</u>	<u>15,020,835</u>
Expense										
Wages and benefits ¹	214,219	217,204	2,985	1.4	206,962	428,612	431,732	3,120	0.7	426,945
Services	79,407	110,419	31,012	28.1	75,493	145,306	220,838	75,532	34.2	108,162
Materials and supplies	1,794	13,491	11,697	86.7	1,237	2,768	26,983	24,215	89.7	1,652
Utilities	1,246	745	(501)	(67.2)	1,237	2,488	1,490	(998)	(67.0)	2,477
Other expenses	41,214	13,807	(27,407)	(198.5)	7,054	44,722	27,614	(17,108)	(62.0)	8,910
Medical claims paid	6,613,709	5,960,434	(653,275)	(11.0)	7,593,684	13,969,077	11,920,869	(2,048,208)	(17.2)	15,805,304
Contra medical	(652,782)	(286,144)	366,638	128.1	(401,058)	(1,206,690)	(572,289)	634,401	110.9	(865,092)
Dental claims paid	238,698	260,622	21,924	8.4	231,090	507,915	521,244	13,329	2.6	464,870
Medical TPA fees	239,872	390,097	150,225	38.5	212,145	305,550	780,195	474,645	60.8	453,146
Prescription (RX) claims/admin fees	1,691,220	1,845,491	154,271	8.4	1,568,185	3,053,253	3,690,981	637,728	17.3	3,185,921
Medical stop loss	71,689	100,110	28,421	28.4	91,750	209,132	200,220	(8,912)	(4.5)	183,864
Other administrative and third party fees	73,318	173,316	99,998	57.7	45,970	122,756	346,632	223,876	64.6	108,714
Total expense	<u>8,613,604</u>	<u>8,799,592</u>	<u>185,988</u>	<u>2.1</u>	<u>9,633,749</u>	<u>17,584,889</u>	<u>17,596,509</u>	<u>11,620</u>	<u>0.1</u>	<u>19,884,873</u>
Net income (loss)	<u>\$ (38,485)</u>	<u>\$ (1,433)</u>	<u>\$ (37,052)</u>	<u>(2,585.6)</u>	<u>\$ (2,151,523)</u>	<u>\$ (297,267)</u>	<u>\$ (192)</u>	<u>\$ (297,075)</u>	<u>n/a</u>	<u>\$ (4,864,038)</u>

¹ - Detailed schedule included.

Health Self-Insurance Fund
Detailed Schedule of Wages and Benefits
For the Quarter Ended December 31, 2018
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Personnel expense										
Wages	\$ 162,124	\$ 163,757	\$ 1,633	1.0	\$ 158,086	\$ 324,286	\$ 325,036	\$ 750	0.2	\$ 319,345
Company paid benefits										
Payroll related taxes and insurance										
FICA	11,441	12,527	1,086	8.7	11,137	23,330	24,865	1,535	6.2	22,940
Unemployment insurance	-	-	-	-	13	63	-	(63)	-	169
Worker's compensation insurance	-	490	490	100.0	-	-	972	972	100.0	-
Health and welfare										
Medical	24,965	19,125	(5,840)	(30.5)	17,374	48,213	38,250	(9,963)	(26.0)	35,060
Dental	644	588	(56)	(9.5)	607	1,377	1,176	(201)	(17.1)	1,316
Other post employment benefits	545	2,516	1,971	78.3	-	545	5,031	4,486	89.2	4,785
Life Insurance / AD&D	295	155	(140)	(90.3)	286	634	311	(323)	(103.9)	620
Short and Long Term Disability	1,012	945	(67)	(7.1)	958	2,125	1,890	(235)	(12.4)	1,990
FMLA administration expense	-	63	63	100.0	-	-	126	126	100.0	-
EAP expense	37	41	4	9.8	36	80	81	1	1.2	79
Retirement										
Pension expense	4,973	8,246	3,273	39.7	10,502	9,944	16,493	6,549	39.7	23,740
401 K contributions	8,183	8,626	443	5.1	7,673	18,015	17,251	(764)	(4.4)	16,611
Other										
Miscellaneous benefits	-	125	125	100.0	290	-	250	250	100.0	290
Total company paid benefits	<u>52,095</u>	<u>53,447</u>	<u>1,352</u>	<u>2.5</u>	<u>48,876</u>	<u>104,326</u>	<u>106,696</u>	<u>2,370</u>	<u>2.2</u>	<u>107,600</u>
Total wages and benefits	<u>\$ 214,219</u>	<u>\$ 217,204</u>	<u>\$ 2,985</u>	<u>1.4</u>	<u>\$ 206,962</u>	<u>\$ 428,612</u>	<u>\$ 431,732</u>	<u>\$ 3,120</u>	<u>0.7</u>	<u>\$ 426,945</u>

Health Self-Insurance Fund
Cash Receipts and Disbursements Schedule
For the Quarter Ended December 31, 2018
(unaudited)

<u>Description</u>	<u>Total</u>	<u>Medical Self-Insurance</u>	<u>Medical Claims</u>	<u>Medical RRA</u>	<u>Medical HRA</u>	<u>Medical Investment</u>	<u>Medical Investment</u>
Balance at October 1, 2018							
Cash & investments	\$ 2,693,331	\$ -	\$ (304,080)	\$ 15,429	\$ (15,386)	\$ 4,307	\$ 2,993,061
Add:							
Funding from Metro	6,952,258	6,952,258	-	-	-	-	-
Interest received	10,564	10,564	-	-	-	-	-
Total cash receipts	6,962,822	6,962,822	-	-	-	-	-
Interfund transfers	-	(5,735,904)	6,095,762	71,482	333,109	-	(764,449)
Less:							
Disbursements to Metro	(1,000,000)	(1,000,000)	-	-	-	-	-
Cash disbursements	(6,520,408)	(226,919)	(5,948,897)	(73,950)	(270,642)	-	-
Total cash disbursements	(7,520,408)	(1,226,919)	(5,948,897)	(73,950)	(270,642)	-	-
Balance at December 31, 2018							
Cash & investments	<u>\$ 2,135,746</u>	<u>\$ -</u>	<u>\$ (157,215)</u>	<u>\$ 12,962</u>	<u>\$ 47,080</u>	<u>\$ 4,307</u>	<u>\$ 2,228,612</u>

Health Self-Insurance Internal Service Fund
Statement of Cash Flows
For the Six Months Ended December 31, 2018
(unaudited)

Cash flows from operating activities		Supplemental disclosure of cash flow information	
Receipts from customers	\$ 14,637	Noncash Activities:	No disclosures.
Payments to employees	(428,250)		
Payments to vendors	(603,301)		
Payments for self-insurance	(16,815,175)		
Receipts (payments) from inter-fund activity	18,407,121		
Net cash provided by (used in) operating activities	<u>575,032</u>		
Cash flows from non capital financing activities			
None			
Net cash provided by (used in) non capital financing activities	<u>-</u>		
Cash flows from capital and related financing activities			
None.			
Cash flows from capital and related financing activities	<u>-</u>		
Cash flows from investing activities			
None			
Net cash provided by (used in) investing activities	<u>16,062</u>		
Net increase (decrease) in cash and cash equivalents	591,094		
Cash and cash equivalents, beginning of year	<u>1,544,652</u>		
Cash and cash equivalents, year to date	<u>\$ 2,135,746</u>		

CASUALTY SELF-INSURANCE FUND



Financial Highlights 92

Statement of Financial Position 93

Statement of Activities 95

Schedule of Wage & Benefits 96

Cash Receipts and Disbursement Schedule 97

Statement of Cash Flows 98

Casualty Self-Insurance Fund

For the Six Months Ended December 31, 2018

(Preliminary, subject to audit)

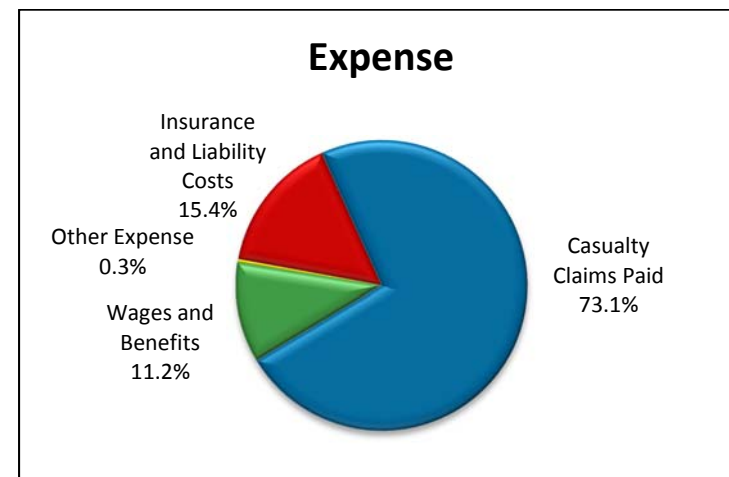
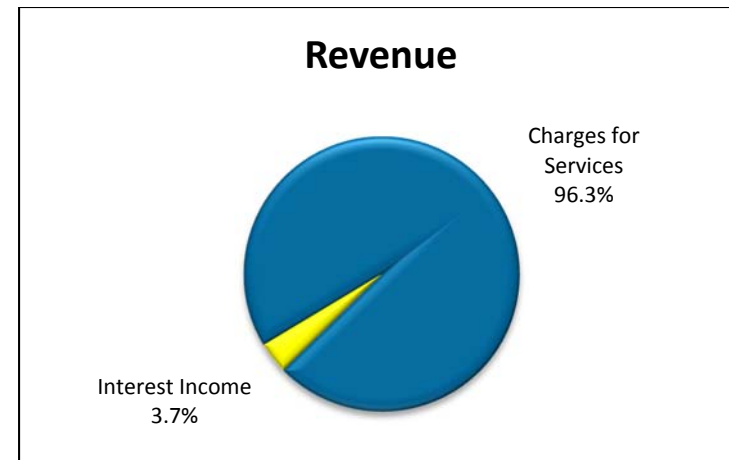
Fast Facts

The Casualty Self-Insurance Fund (SIF) includes all operating revenue and expenses related to the organization's casualty claims which includes vehicle liability and general liability claims.

Financial Data

Revenue for the Casualty SIF is generated by charging other BSD operational units based on ultimate claim costs. Charges for services through December 31, 2018 are \$2.5 million.

Expenses include: paid claims for vehicle liability and general liability claims; excess liability insurance premiums that provide coverage above the self-insured retention of \$1.1 million; wage and benefit costs for casualty claims adjusters and a portion of Risk Management personnel; actuarial and broker services fees; and administrative costs. December 31, 2018, total expenses are \$2.9 million. An actuarial assessment is performed by a third party annually to establish the ultimate claim cost.



Casualty Self-Insurance Fund
Quarterly Statement of Financial Position
December 31, 2018
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Assets							
Current assets							
Cash and Cash Equivalents	\$ 10,787,876	\$ 10,762,190	\$ 25,686	0.2	\$ 3,782,067	\$ 7,005,809	185.2
Interfund accounts receivable	118,812	183,947	(65,135)	(35.4)	6,881,470	(6,762,658)	(98.3)
Other current assets	440,525	660,788	(220,263)	(33.3)	407,651	32,874	8.1
Total current assets	11,347,213	11,606,925	(259,712)	(2.2)	11,071,188	276,025	2.5
Total assets	11,347,213	11,606,925	(259,712)	(2.2)	11,071,188	276,025	2.5
Total	<u>\$ 11,347,213</u>	<u>\$ 11,606,925</u>	<u>\$ (259,712)</u>	(2.2)	<u>\$ 11,071,188</u>	<u>\$ 276,025</u>	2.5

Casualty Self-Insurance Fund
Quarterly Statement of Financial Position
December 31, 2018
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Liabilities							
Current liabilities							
Accrued expenses	\$ 40,700	\$ 40,700	\$ -	-	\$ 40,602	\$ 98	0.2
Total current liabilities	40,700	40,700	-	-	40,602	98	0.2
Current liab payable from restricted assets							
Short-term self-insurance	3,315,000	3,315,000	-	-	3,987,781	(672,781)	(16.9)
Total current liabilities payable from restricted assets	3,315,000	3,315,000	-	-	3,987,781	(672,781)	(16.9)
Total current liabilities	3,355,700	3,355,700	-	-	4,028,383	(672,683)	(16.7)
Non-current liabilities							
Other post-employment benefits	149,854	149,509	345	0.2	158,161	(8,307)	(5.3)
Long-term self-insurance	6,620,000	6,620,000	-	-	4,216,973	2,403,027	57.0
Unfunded pension liabilities	113,402	113,402	-	-	131,766	(18,364)	(13.9)
Total non-current liabilities	6,883,256	6,882,911	345	-	4,506,900	2,376,356	52.7
Total liabilities	10,238,956	10,238,611	345	-	8,535,283	1,703,673	20.0
Net Position							
Net position	563,922	563,922	-	-	1,421,160	(857,238)	(60.3)
Net income (loss)	544,335	804,392	(260,057)	(32.3)	1,114,745	(570,410)	(51.2)
Total net position	1,108,257	1,368,314	(260,057)	(19.0)	2,535,905	(1,427,648)	(56.3)
Total	\$ 11,347,213	\$ 11,606,925	\$ (259,712)	(2.2)	\$ 11,071,188	\$ 276,025	2.5

Casualty Self-Insurance Fund
Statement of Activities
For the Quarter Ended December 31, 2018
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Revenue										
Charges for Services	\$ 1,073,233	\$ 1,346,250	\$ (273,017)	(20.3)	\$ 2,263,926	\$ 2,542,808	\$ 2,692,500	\$ (149,692)	(5.6)	\$ 3,556,488
Interest income	50,758	11,500	39,258	341.4	9,453	97,774	23,000	74,774	325.1	18,358
Total revenue	<u>1,123,991</u>	<u>1,357,750</u>	<u>(233,759)</u>	<u>(17.2)</u>	<u>2,273,379</u>	<u>2,640,582</u>	<u>2,715,500</u>	<u>(74,918)</u>	<u>(2.8)</u>	<u>3,574,846</u>
Expense										
Wages and benefits ¹	161,095	143,851	(17,244)	(12.0)	138,298	319,687	285,984	(33,703)	(11.8)	283,598
Services	3,965	14,375	10,410	72.4	3,250	4,813	28,750	23,937	83.3	3,250
Materials and supplies	147	1,025	878	85.7	518	1,113	2,050	937	45.7	1,585
Utilities	534	550	16	2.9	178	1,066	1,100	34	3.1	178
Casualty and liability costs	220,263	212,500	(7,763)	(3.7)	203,825	440,525	425,000	(15,525)	(3.7)	407,651
Other expenses	2,994	2,125	(869)	(40.9)	1,485	2,996	4,250	1,254	29.5	1,782
Casualty claims paid	1,384,049	1,133,750	(250,299)	(22.1)	1,352,243	2,096,246	2,267,500	171,254	7.6	2,052,450
Total expense	<u>1,773,047</u>	<u>1,508,176</u>	<u>(264,871)</u>	<u>(17.6)</u>	<u>1,699,797</u>	<u>2,866,446</u>	<u>3,014,634</u>	<u>148,188</u>	<u>4.9</u>	<u>2,750,494</u>
Net income (loss) before transfers	(649,056)	(150,426)	(498,630)	(331.5)	573,582	(225,864)	(299,134)	73,270	24.5	824,352
Net transfers in (out)	<u>388,999</u>	<u>149,323</u>	<u>239,676</u>	<u>160.5</u>	<u>143,729</u>	<u>770,199</u>	<u>298,646</u>	<u>471,553</u>	<u>157.9</u>	<u>290,393</u>
Net income (loss)	<u>\$ (260,057)</u>	<u>\$ (1,103)</u>	<u>\$ (258,954)</u>	<u>n/a</u>	<u>\$ 717,311</u>	<u>\$ 544,335</u>	<u>\$ (488)</u>	<u>\$ 544,823</u>	<u>n/a</u>	<u>\$ 1,114,745</u>

¹ - Detailed schedule included.

Casualty Self-Insurance Fund
Detailed Schedule of Wages and Benefits
For the Quarter Ended December 31, 2018
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Personnel expense										
Wages	\$ 115,161	\$ 105,021	\$ (10,140)	(9.7)	\$ 100,113	\$ 228,699	\$ 208,452	\$ (20,247)	(9.7)	\$ 202,674
Company paid benefits										
Payroll related taxes and insurance										
FICA	7,670	8,034	364	4.5	6,635	15,851	15,947	96	0.6	14,143
Unemployment insurance	44	105	61	58.1	56	147	210	63	30.0	105
Worker's compensation insurance	-	315	315	100.0	-	-	626	626	100.0	-
Health and welfare										
Medical	19,218	12,050	(7,168)	(59.5)	12,595	37,274	24,100	(13,174)	(54.7)	24,585
Dental	507	402	(105)	(26.1)	411	1,051	803	(248)	(30.9)	852
Other post employment benefits	346	1,500	1,154	76.9	-	346	3,000	2,654	88.5	3,113
Life Insurance / AD&D	213	106	(107)	(100.9)	181	442	212	(230)	(108.5)	374
Short and Long Term Disability	651	1,761	1,110	63.0	537	1,375	3,521	2,146	60.9	1,130
FMLA administration expense	-	84	84	100.0	-	-	168	168	100.0	-
EAP expense	28	28	-	-	24	59	55	(4)	(7.3)	50
Retirement										
Pension expense	13,259	11,471	(1,788)	(15.6)	14,646	26,519	22,941	(3,578)	(15.6)	30,165
401 K contributions	3,998	2,974	(1,024)	(34.4)	3,100	7,924	5,949	(1,975)	(33.2)	6,407
Total company paid benefits	<u>45,934</u>	<u>38,830</u>	<u>(7,104)</u>	<u>(18.3)</u>	<u>38,185</u>	<u>90,988</u>	<u>77,532</u>	<u>(13,456)</u>	<u>(17.4)</u>	<u>80,924</u>
Total wages and benefits	<u>\$ 161,095</u>	<u>\$ 143,851</u>	<u>\$ (17,244)</u>	<u>(12.0)</u>	<u>\$ 138,298</u>	<u>\$ 319,687</u>	<u>\$ 285,984</u>	<u>\$ (33,703)</u>	<u>(11.8)</u>	<u>\$ 283,598</u>

Casualty Self-Insurance Fund
Cash Receipts and Disbursements Schedule
For the Quarter Ended December 31, 2018
(unaudited)

Description	Total	Operating Cash	Cash Equivalent
Balance at October 1, 2018			
Cash & investments	\$ 10,762,190	\$ 693,961	\$ 10,068,229
Add:			
Collections	46,996	46,996	-
Receipts from Metro	183,947	183,947	-
Interest received	50,758	50,758	-
Total cash receipts	281,701	281,701	-
Interfund transfers	-	(50,757)	50,757
Less:			
Disbursements	(256,015)	(256,015)	-
Total cash disbursements	(256,015)	(256,015)	-
Balance at December 31, 2018			
Cash & investments	<u>\$ 10,787,876</u>	<u>\$ 668,890</u>	<u>\$ 10,118,986</u>

Casualty Self-Insurance Internal Service Fund
Statement of Cash Flows
For the Six Months Ended December 31, 2018
(unaudited)

Cash flows from operating activities		Supplemental disclosure of cash flow information	
Receipts from customers	\$ 2,542,808	Noncash Activities:	No disclosures.
Payments to employees	(319,341)		
Payments to vendors	(450,513)		
Payments for self-insurance	(2,536,768)		
Receipts (payments) from inter-fund activity	22,120		
Net cash provided by (used in) operating activities	<u>(741,694)</u>		
Cash flows from non capital financing activities			
Net transfers	<u>770,198</u>		
Net cash provided by (used in) non capital financing activities	<u>770,198</u>		
Cash flows from capital and related financing activities			
None			
Cash flows from capital and related financing activities	<u>-</u>		
Cash flows from investing activities			
Interest received	<u>97,774</u>		
Net cash provided by (used in) investing activities	<u>97,774</u>		
Net increase (decrease) in cash and cash equivalents	126,278		
Cash and cash equivalents, beginning of year	<u>10,661,598</u>		
Cash and cash equivalents, year to date	<u>\$ 10,787,876</u>		

WORKER'S COMPENSATION SELF-INSURANCE FUND



**BI-STATE
DEVELOPMENT**

Gateway to growth. On both sides of the river.™

Financial Highlights	99
Statement of Financial Position	100
Statement of Activities	102
Schedule of Wage & Benefits	103
Cash Receipts and Disbursement Schedule	104
Statement of Cash Flows	105

Worker's Compensation Self-Insurance Fund

For the Six Months Ended December 31, 2018

(Preliminary, subject to audit)

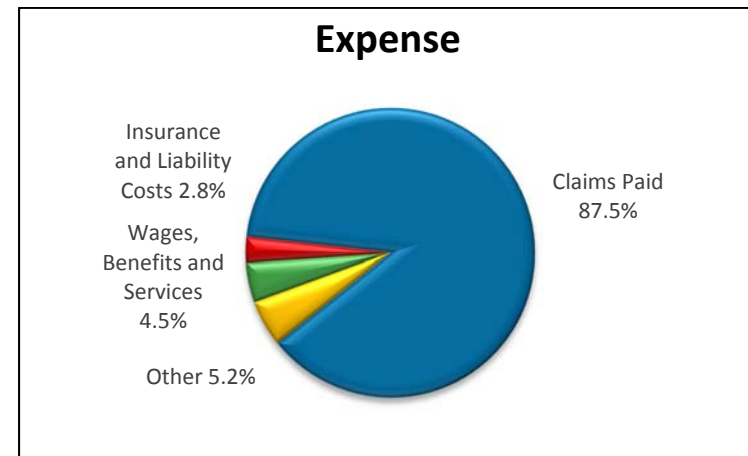
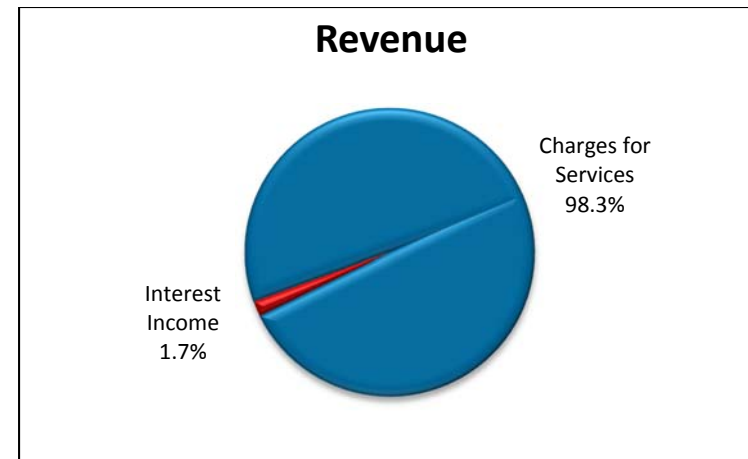
Fast Facts

The Workers' Compensation Self-Insurance Fund (SIF) includes all operating revenue and expenses related to the organization's workers' compensation claims.

Financial Data

Revenue for the workers' compensation SIF is generated by charging other BSD operational units based on ultimate claim costs. Total charges for services through December 31, 2018 are \$4.6 million.

Expenses include: paid claims; self-insurance fees for Missouri and Illinois; excess liability insurance premiums that provide coverage above the self-insured retention of \$1 million; wage and benefit costs for workers' compensation claims staff and a portion of Risk Management personnel; actuarial and broker services fees; and administrative costs. Total expenses at December 31, 2018 are \$4.0 million. An actuarial assessment is performed by a third party annually to establish the ultimate claim cost.



Workers Compensation Self-Insurance Fund
Quarterly Statement of Financial Position
December 31, 2018
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Assets							
Current assets							
Cash and Cash Equivalents	\$ 7,709,333	\$ 7,385,777	\$ 323,556	4.4	\$ 8,574,056	\$ (864,723)	(10.1)
Investments	2,348,988	2,348,988	-	-	-	2,348,988	n/a
Interfund accounts receivable	253,584	8,295	245,289	n/a	506,319	(252,735)	(49.9)
Restricted accounts receivable	75	7,213	(7,138)	(99.0)	-	75	n/a
Other current assets	108,015	162,020	(54,005)	(33.3)	106,306	1,709	1.6
Total current assets	10,419,995	9,912,293	507,702	5.1	9,186,681	1,233,314	13.4
Total assets	10,419,995	9,912,293	507,702	5.1	9,186,681	1,233,314	13.4
Total	\$ 10,419,995	\$ 9,912,293	\$ 507,702	5.1	\$ 9,186,681	\$ 1,233,314	13.4

Workers Compensation Self-Insurance Fund
Quarterly Statement of Financial Position
December 31, 2018
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Liabilities							
Current liabilities							
Accrued expenses	19,100	19,100	-	-	24,900	(5,800)	(23.3)
Total current liabilities	19,100	19,100	-	-	24,900	(5,800)	(23.3)
Current liab payable from restricted assets							
Short-term self-insurance	5,975,000	5,975,000	-	-	3,308,273	2,666,727	80.6
Total current liabilities payable from restricted assets	5,975,000	5,975,000	-	-	3,308,273	2,666,727	80.6
Total current liabilities	5,994,100	5,994,100	-	-	3,333,173	2,660,927	79.8
Non-current liabilities							
Other post-employment benefits	43,224	43,033	191	0.4	45,908	(2,684)	(5.8)
Long-term self-insurance	4,294,000	4,294,000	-	-	4,069,727	224,273	5.5
Unfunded pension liabilities	42,748	42,748	-	-	53,160	(10,412)	(19.6)
Total non-current liabilities	4,379,972	4,379,781	191	-	4,168,795	211,177	5.1
Total liabilities	10,374,072	10,373,881	191	-	7,501,968	2,872,104	38.3
Net Position							
Net position	(1,138,136)	(1,138,136)	-	-	223,449	(1,361,585)	(609.3)
Net income (loss)	1,184,059	676,548	507,511	75.0	1,461,264	(277,205)	(19.0)
Total net position	45,923	(461,588)	507,511	109.9	1,684,713	(1,638,790)	(97.3)
Total	\$ 10,419,995	\$ 9,912,293	\$ 507,702	5.1	\$ 9,186,681	\$ 1,233,314	13.4

Workers Compensation Self-Insurance Fund
Statement of Activities
For the Quarter Ended December 31, 2018
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Revenue										
Charges for Services	\$ 2,476,154	\$ 1,384,502	\$ 1,091,652	78.8	\$ 2,408,299	\$ 4,614,812	\$ 2,769,004	\$ 1,845,808	66.7	\$ 4,663,981
Interest income	30,143	33,812	(3,669)	(10.9)	19,572	78,423	67,625	10,798	16.0	35,201
Total revenue	<u>2,506,297</u>	<u>1,418,314</u>	<u>1,087,983</u>	<u>76.7</u>	<u>2,427,871</u>	<u>4,693,235</u>	<u>2,836,629</u>	<u>1,856,606</u>	<u>65.5</u>	<u>4,699,182</u>
Expense										
Wages and benefits ¹	88,064	152,174	64,110	42.1	137,654	177,398	303,269	125,871	41.5	272,297
Services	3,965	8,875	4,910	55.3	3,268	4,813	17,750	12,937	72.9	3,548
Materials and supplies	56	625	569	91.0	369	325	1,250	925	74.0	748
Utilities	139	150	11	7.3	48	278	300	22	7.3	48
Casualty and liability costs	60,167	56,250	(3,917)	(7.0)	88,519	114,174	112,500	(1,674)	(1.5)	177,038
Other expenses	189,466	113,875	(75,591)	(66.4)	(73,766)	206,418	227,750	21,332	9.4	(54,952)
Workers Compensation claims paid	<u>1,998,786</u>	<u>1,384,502</u>	<u>(614,284)</u>	<u>(44.4)</u>	<u>1,826,806</u>	<u>3,509,176</u>	<u>2,769,004</u>	<u>(740,172)</u>	<u>(26.7)</u>	<u>3,134,646</u>
Total expense	<u>2,340,643</u>	<u>1,716,451</u>	<u>(624,192)</u>	<u>(36.4)</u>	<u>1,982,898</u>	<u>4,012,582</u>	<u>3,431,823</u>	<u>(580,759)</u>	<u>(16.9)</u>	<u>3,533,373</u>
Net income (loss) before transfers	165,654	(298,137)	463,791	155.6	444,973	680,653	(595,194)	1,275,847	214.4	1,165,809
Net transfers in (out)	<u>341,857</u>	<u>297,451</u>	<u>44,406</u>	<u>14.9</u>	<u>141,338</u>	<u>503,406</u>	<u>594,902</u>	<u>(91,496)</u>	<u>(15.4)</u>	<u>295,455</u>
Net income (loss)	<u>\$ 507,511</u>	<u>\$ (686)</u>	<u>\$ 508,197</u>	<u>n/a</u>	<u>\$ 586,311</u>	<u>\$ 1,184,059</u>	<u>\$ (292)</u>	<u>\$ 1,184,351</u>	<u>n/a</u>	<u>\$ 1,461,264</u>

¹ - Detailed schedule included.

Workers Compensation Self-Insurance Fund
Detailed Schedule of Wages and Benefits
For the Quarter Ended December 31, 2018
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Personnel expense										
Wages	\$ 64,706	\$ 66,105	\$ 1,399	2.1	\$ 61,385	\$ 129,487	\$ 131,208	\$ 1,721	1.3	\$ 116,309
Company paid benefits										
Payroll related taxes and insurance										
FICA	3,989	5,057	1,068	21.1	3,782	8,723	10,037	1,314	13.1	7,772
Unemployment insurance	-	-	-	-	33	-	-	-	-	33
Worker's compensation insurance	-	62,698	62,698	100.0	53,153	-	125,394	125,394	100.0	106,305
Health and welfare										
Medical	10,339	6,634	(3,705)	(55.8)	10,571	20,664	13,268	(7,396)	(55.7)	21,142
Dental	246	258	12	4.7	262	534	516	(18)	(3.5)	568
Other post employment benefits	191	915	724	79.1	-	191	1,830	1,639	89.6	1,653
Life Insurance / AD&D	119	68	(51)	(75.0)	109	258	136	(122)	(89.7)	225
Short and Long Term Disability	400	2,340	1,940	82.9	348	860	4,681	3,821	81.6	754
FMLA administration expense	-	98	98	100.0	-	-	196	196	100.0	-
EAP expense	16	18	2	11.1	15	34	36	2	5.6	30
Retirement										
Pension expense	4,972	4,628	(344)	(7.4)	5,098	9,944	9,256	(688)	(7.4)	11,422
401 K contributions	3,086	3,355	269	8.0	2,898	6,703	6,711	8	0.1	6,084
Total company paid benefits	<u>23,358</u>	<u>86,069</u>	<u>62,711</u>	<u>72.9</u>	<u>76,269</u>	<u>47,911</u>	<u>172,061</u>	<u>124,150</u>	<u>72.2</u>	<u>155,988</u>
Total wages and benefits	<u>\$ 88,064</u>	<u>\$ 152,174</u>	<u>\$ 64,110</u>	<u>42.1</u>	<u>\$ 137,654</u>	<u>\$ 177,398</u>	<u>\$ 303,269</u>	<u>\$ 125,871</u>	<u>41.5</u>	<u>\$ 272,297</u>

Workers Compensation Self-Insurance Fund
Cash Receipts and Disbursements Schedule
For the Quarter Ended December 31 2018
(unaudited)

Description	Total	Operating Cash	Cash Equivalent	Investments
Balance at October 1, 2018				
Cash & investments	\$ 9,734,765	\$ 376,158	\$ 7,009,619	\$ 2,348,988
Add:				
Collections	16,000	16,000	-	-
Interest received	37,281	37,281	-	-
Total cash receipts	53,281	53,281	-	-
Interfund transfers	-	(37,281)	37,281	-
Less:				
Disbursements to Metro	270,275	270,275	-	-
Total cash disbursements	270,275	270,275	-	-
Balance at December 31 2018				
Cash & investments	<u>\$ 10,058,321</u>	<u>\$ 662,433</u>	<u>\$ 7,046,900</u>	<u>\$ 2,348,988</u>

Worker's Compensation Self-Insurance Fund
Statement of Cash Flows
For the Six Months Ended December 31, 2018
(unaudited)

Cash flows from operating activities		Supplemental disclosure of cash flow information
Receipts from customers	\$ 4,614,812	Noncash Activities: None
Payments to employees	(177,207)	
Payments to vendors	(319,850)	
Payments for self-insurance	(3,623,350)	
Receipts (payments) from inter-fund activity	13,608	
Net cash provided by (used in) operating activities	<u>508,013</u>	
Cash flows from non capital financing activities		
Net transfers	<u>503,406</u>	
Net cash provided by (used in) non capital financing activities	<u>503,406</u>	
Cash flows from capital and related financing activities		
None		
Cash flows from capital and related financing activities	<u>-</u>	
Cash flows from investing activities		
Interest received	<u>78,350</u>	
Net cash provided by (used in) investing activities	<u>78,350</u>	
Net increase (decrease) in cash and cash equivalents	1,089,769	
Cash and cash equivalents, beginning of year	<u>8,968,552</u>	
Cash and cash equivalents, year to date	<u>\$ 10,058,321</u>	

Staffing Level Report. 106



**BI-STATE DEVELOPMENT
STAFFING LEVEL REPORT
December 2018**

	EMPLOYEES AT END OF MONTH				BUDGETED POSITIONS	VARIANCE	PERCENT VARIANCE
	PRIOR MONTH	ADDED	DELETED	CURRENT MONTH			
A.T.U. Maintenance & Operations:							
Light Rail Vehicle Operators	91	4	(1)	94	102	(8)	-7.8%
PT Bus Operators	14	0	0	14	85	(71)	-83.5%
Bus Operators	897	0	(13)	884	828	56	6.8%
Van Operators	207	0	(8)	199	200	(1)	-0.5%
Vehicle Maintenance	279	0	(2)	277	283	(6)	-2.1%
MetroBus Support Services and Facility Maintenance	22	0	(1)	21	25	(4)	-16.0%
Right of Way Maintenance	50	0	(2)	48	53	(5)	-9.4%
Revenue Operations & Maintenance	10	3	0	13	15	(2)	-13.3%
Materials Management	25	0	0	25	27	(2)	-7.4%
SUBTOTAL A.T.U. Maintenance & Operations	1,595	7	(27)	1,575	1,618	(43)	-2.7%
Other:							
A.T.U. Clerical Unit	45	0	0	45	52	(7)	-13.5%
I.B.E.W.	61	3	(1)	63	66	(3)	-4.5%
Salaried	495	4	(7)	492	540	(48)	-8.9%
SUBTOTAL Other	601	7	(8)	600	658	(58)	-8.8%
TOTAL	2,196	14	(35)	2,175	2,276	(101)	-4.4%
ARCH							
Salaried:	16	0	0	16	17	(1)	-5.9%
Hourly:*	97	0	(3)	94	84	10	11.9%
TOTAL ARCH	113	0	(3)	110	101	9	8.9%
AIRPORT	9	0	0	9	12	(3)	-25.0%
RIVERBOAT CRUISES							
Salaried:	14	0	0	14	11	3	27.3%
Hourly:*	48	0	0	48	49	(1)	-2.0%
TOTAL RIVERBOAT CRUISES	62	0	0	62	60	2	3.3%
EXECUTIVE OFFICE	34	0	(2)	32	36	(4)	-11.1%
GRAND TOTAL	2,414	14	(40)	2,388	2,485	(97)	-3.9%

Does not include Security Officers, Interns or Temporary Employees

*Includes PT and Seasonal - Actual depends on availability; Budget based on average hours

1/07/19 dd



BI-STATE DEVELOPMENT



One Metropolitan Square
211 North Broadway, Suite 700
St. Louis, MO 63102-2759

314.982.1400
Finance@BiStateDev.org

Open Session Item

14



BI-STATE DEVELOPMENT

Gateway to growth. On both sides of the river

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

2019 PERFORMANCE INDICATORS

Second Quarter Ending December 31, 2018

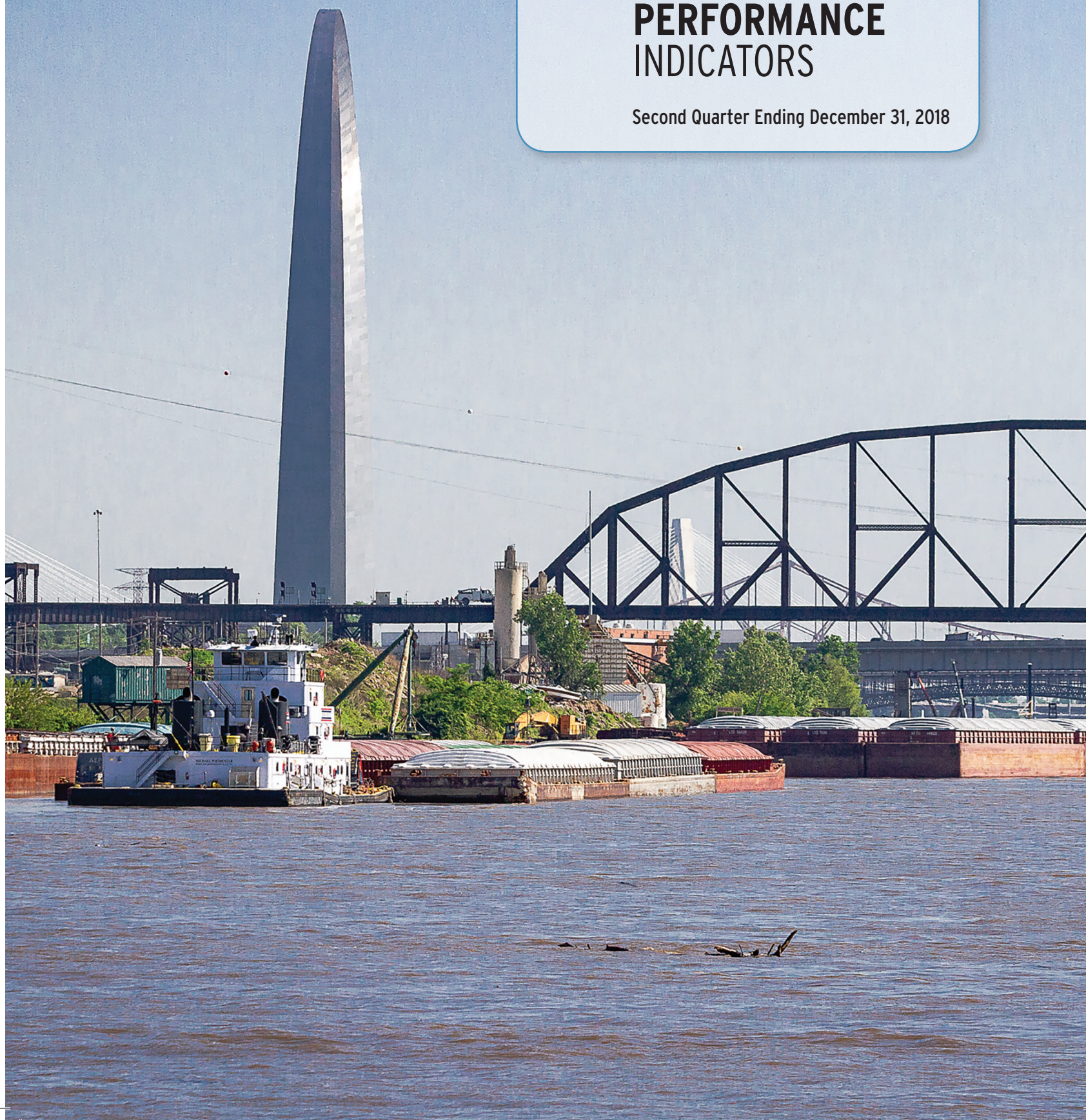


Table of Contents

Summary:	Executive Summary.....	1
	Annual Transit Performance.....	3
Performance Profiles:	System.....	4
	MetroBus.....	5
	MetroLink.....	6
	Call-A-Ride.....	7
	Other Bi-State Development Enterprises.....	8
Peer Performance:	System	9
	Bus	10
	Light Rail	11
	Demand-Response	12
Metro Statistics:	Average Weekday Ridership.....	13
	Passenger Boardings.....	14
	Passengers by Jurisdiction.....	15
	Passenger Revenue.....	16
	Revenue Miles.....	17
	Total Miles.....	18
	Revenue Hours.....	19
	Total Hours.....	20
	Operating Expense by Mode.....	21
	Unscheduled Absenteeism.....	22
Other Bi-State Development Enterprises Statistics:	Gateway Arch.....	23
	Riverfront Attractions.....	24
	St Louis Downtown Airport.....	25
	St. Louis Regional Freightway	26
	Executive Services	27
Definitions:	Definitions.....	28



EXECUTIVE SUMMARY

METRO

SERVICE CHANGES AND FARE INCREASES

Metro's quarterly service update went into effect in November with minor adjustments to 12 MetroBus routes. The prior quarterly service changes in September modified the operations of 5 MetroBus routes. Metro regularly monitors and reviews feedback from riders and bus operators and uses the feedback and other trip data to make updates to MetroBus routes and schedules each quarter. No fare increase is planned for FY 2019. The last fare increase was in FY 2015.

REVENUES AND EXPENSES

Actuals compared to the year to date budget numbers for revenue and expense at December 31st are both impacted by the inclusion of \$10 million for enhanced security. The necessity for the expenditure of these security funds is determined by a memorandum of understanding between St. Louis City, St. Louis County, and Metro. There have not been any funds or expenses rendered to date for the enhanced security. As a result, revenue is unfavorable to budget by \$8.6 million. The offset is due to higher than expected sales tax revenue for the first six months and an increase in interest income due to rising interest rates. Operating expenses at December 31st are under budget by \$16.4 million. The additional reduction in expense is primarily due to reduced expenditures related to services and materials. Materials are under budget due to the reduction in the purchase of ticket stock and parts for equipment.

RIDERSHIP AND OTHER CUSTOMER MEASURES

Passenger boardings for the system at December 31st are 18.8 million. This is 3.8% lower than the prior year. Boardings during the first six months decreased 3.2% for MetroBus, 4.7% for MetroLink, and 2.4% for Call-A-Ride. Ridership is down due to a number of factors including lower fuel prices and perceived security issues.

BUSINESS MEASURES

The system average fare for FY 2019 is \$1.08. Farebox recovery is down 1.1% from the prior year due to the combination of lower passenger revenue and greater operating expense. As a result, operating expense per revenue hour increased by 5.1% and operating expense per passenger boarding increased by 6.8%.

OPERATING MEASURES

As of December 31st, vehicle accidents per 100,000 vehicle miles are down 16.8% from the prior year. The decrease in ridership also negatively impacted passenger boardings per revenue mile and revenue hour by 3.5% and 1.6% respectively.



EXECUTIVE SUMMARY (Cont.)

GATEWAY ARCH

Tram ridership is up 14.5% compared to the prior year. All replacement work on the trams has been completed and both trams are fully operational this year. Income before depreciation of \$1.4 million is 3.9% under budget. The government shutdown on December 22nd negatively impacted Arch revenue during the holiday season.

RIVERFRONT ATTRACTIONS

Income before depreciation is \$574.0 thousand for the six months ending December 31st. This is 25.8% more than budgeted for FY 2019. An increase in chartered cruises improved revenue and resulted in an increase of 11.8% in passengers and 13.1% in cruises. There have been 152 days of operation and 8 flood days this year.

ST LOUIS DOWNTOWN AIRPORT

Income before depreciation is \$82.7 thousand at December 31st for the Airport. This is \$29.6 thousand more than budgeted and is primarily due to a decrease in wages and benefits for vacant positions. Average based aircraft is down 5 aircraft from the prior year and the gallons of fuel sold decreased slightly by .3% or 2,596 gallons.

ST. LOUIS REGIONAL FREIGHTWAY

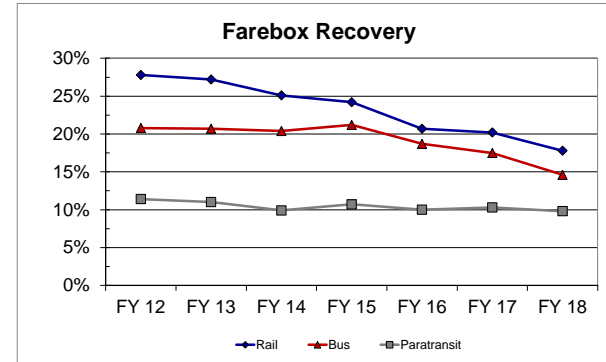
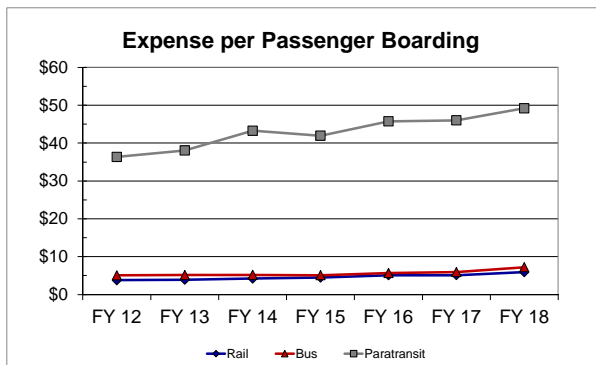
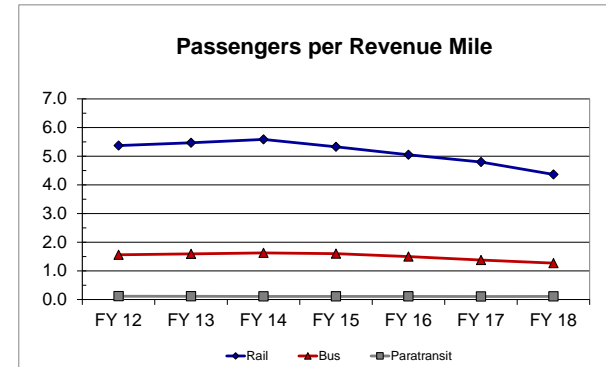
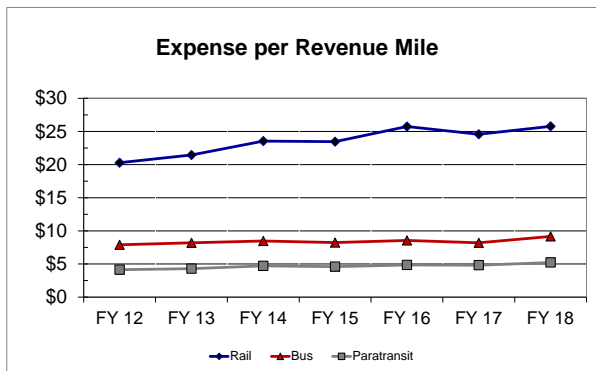
Net loss for the second quarter ended December 31st is \$316.6 thousand. Revenue is \$17.3 thousand and includes revenue received for meetings and summits. Expenses are 35.9% lower than budget primarily due to a reduction in consulting fees and services.

EXECUTIVE SERVICES

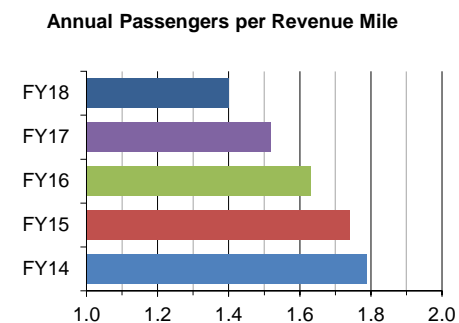
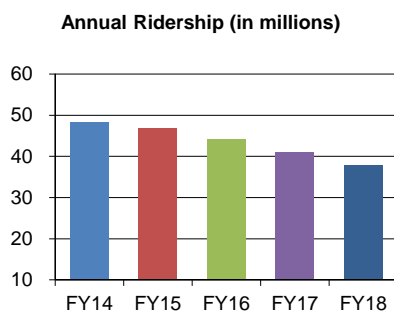
Income before depreciation for Executive Services is \$287.7 thousand. This is \$134.6 thousand higher than the prior year and is due to increased revenue at the Gateway Arch. Executive services receives a management fee for the operation of the Arch.



ANNUAL TRANSIT PERFORMANCE



Metro System Profile

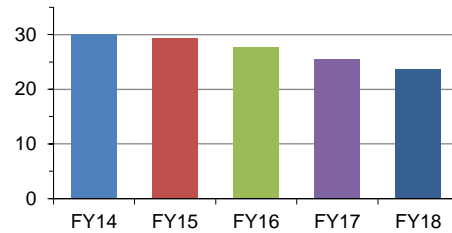


Second Quarter Ended December 31

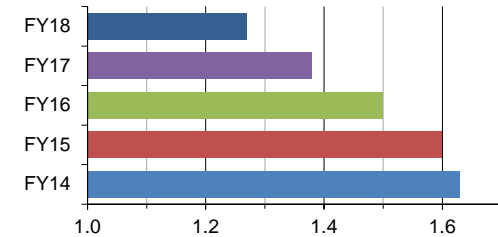
Goal	FY 2019	FY 2018	Change		FY 2017	FY 2016	FY 2015
<u>Customer Measures</u>							
120,200	118,290	123,420	-4.2%	Average Weekday Ridership	133,550	144,280	153,160
19,045,200	18,816,400	19,552,800	-3.8%	Passenger Boardings	21,313,100	23,110,400	24,551,300
1.5	0.5	0.5	0.0%	Passenger Injuries per 100,000 Boardings	1.3	1.8	1.5
10.0	15.7	16.5	-4.8%	Customer Complaints per 100,000 Boardings	14.1	13.4	11.7
<u>Business Measures</u>							
\$1.08	\$1.08	\$1.08	0.0%	Average Fare (Includes Fixed & Special)	\$1.03	\$1.08	\$1.09
12.8%	14.1%	15.2%	-1.1%	Farebox Recovery	16.7%	19.4%	21.4%
\$170.87	\$158.67	\$150.99	5.1%	Operating Expense per Revenue Hour	\$137.69	\$145.30	\$140.96
\$8.69	\$7.56	\$7.08	6.8%	Operating Expense per Passenger Boarding	\$5.94	\$5.72	\$5.21
\$7.31	\$6.24	\$5.69	9.7%	Subsidy per Passenger Boarding	\$4.66	\$4.43	\$3.91
<u>Operating Measures</u>							
1.84	1.04	1.25	-16.8%	Vehicle Accidents per 100,000 Vehicle Miles	1.59	1.75	1.64
3.1%	3.3%	3.4%	-0.1%	Unscheduled Absenteeism	3.5%	3.4%	3.3%
1.39	1.39	1.44	-3.5%	Passenger Boardings per Revenue Mile	1.57	1.71	1.81
20.31	20.98	21.32	-1.6%	Passenger Boardings per Revenue Hour	23.17	25.41	27.04

MetroBus Profile

Annual Ridership (in millions)



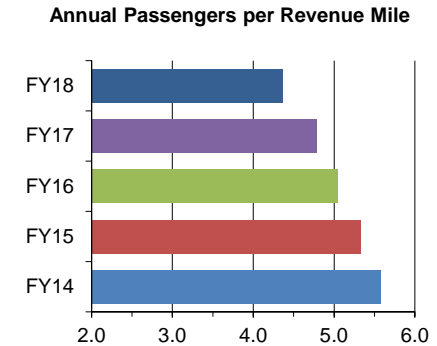
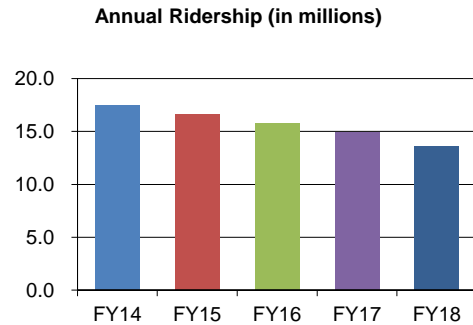
Annual Passengers per Revenue Mile



Second Quarter Ended December 31

Goal	FY 2019	FY 2018	Change		FY 2017	FY 2016	FY 2015
Customer Measures							
75,030	74,840	77,850	-3.9%	Average Weekday Ridership	83,650	92,140	97,870
11,862,700	11,908,400	12,307,900	-3.2%	Passenger Boardings	13,287,000	14,639,100	15,523,900
2.3	0.5	0.7	-23.7%	Passenger Injuries per 100,000 Boardings	1.8	2.3	1.8
15.0	15.5	13.4	15.4%	Customer Complaints per 100,000 Boardings	13.1	12.0	13.8
Business Measures							
\$1.04	\$1.06	\$1.03	2.9%	Average Fare (Fixed and Special)	\$1.01	\$1.05	\$1.06
13.3%	13.8%	15.3%	-1.5%	Farebox Recovery	17.0%	19.4%	22.0%
\$126.53	\$130.57	\$120.96	7.9%	Operating Expense per Revenue Hour	\$109.53	\$115.18	\$116.90
\$7.95	\$7.51	\$6.92	8.5%	Operating Expense per Passenger Boarding	\$5.80	\$5.43	\$5.18
Operating Measures							
2.25	1.35	1.69	-20.1%	Vehicle Accidents per 100,000 Vehicle Miles	2.28	2.48	2.22
91.0%	92.2%	93.2%	-1.0%	On-Time Performance	91.6%	92.1%	91.3%
1.25	1.28	1.32	-3.0%	Passenger Boardings per Revenue Mile	1.42	1.58	1.67
16.45	17.38	17.49	-0.6%	Passenger Boardings per Revenue Hour	18.87	21.21	22.57
99.9%	99.8%	99.8%	0.0%	Percent of Trips Completed	99.8%	99.8%	99.8%
22,000	23,286	23,337	-0.2%	Revenue Miles Between Roadcalls	19,203	18,820	17,543

MetroLink Profile

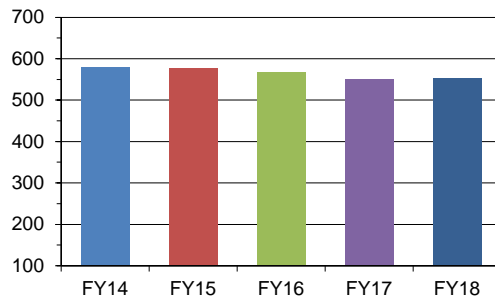


Second Quarter Ended December 31

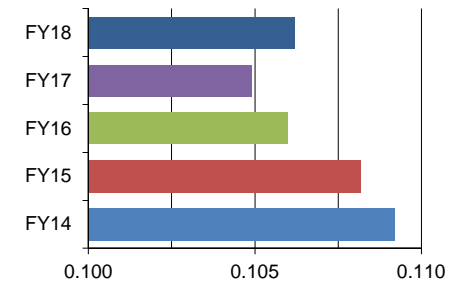
Goal	FY 2019	FY 2018	Change		FY 2017	FY 2016	FY 2015
<u>Customer Measures</u>							
43,350	41,640	43,700	-4.7%	Average Weekday Ridership	48,050	50,220	53,370
6,911,500	6,636,800	6,967,100	-4.7%	Passenger Boardings	7,750,000	8,183,700	8,739,400
0.1	0.3	0.1	200.0%	Passenger Injuries per 100,000 Boardings	0.3	0.5	0.7
1.8	2.0	1.6	31.2%	Customer Complaints per 100,000 Boardings	1.5	2.9	1.3
<u>Business Measures</u>							
\$1.04	\$1.06	\$1.03	2.9%	Average Fare (Fixed and Special)	\$1.01	\$1.05	\$1.06
12.7%	17.7%	18.4%	-0.7%	Farebox Recovery	19.6%	24.2%	25.7%
\$791.54	\$604.10	\$597.44	1.1%	Operating Expense per Revenue Hour	\$552.35	\$600.08	\$537.42
\$8.23	\$5.92	\$5.73	3.3%	Operating Expense per Passenger Boarding	\$4.73	\$4.88	\$4.08
<u>Operating Measures</u>							
0.10	0.03	0.06	-50.0%	Vehicle Accidents per 100,000 Vehicle Miles	0.10	0.03	0.13
98.0%	97.9%	98.4%	-0.5%	On-Time Performance	97.3%	95.8%	97.7%
4.38	4.35	4.44	-2.0%	Passenger Boardings per Revenue Mile	4.98	5.22	5.55
99.21	102.10	104.32	-2.1%	Passenger Boardings per Revenue Hour	116.81	123.08	131.60
30,000	29,040	29,032	0.0%	Vehicle Miles between Failures	27,282	30,138	47,677

Call-A-Ride Profile

Annual Ridership (in thousands)



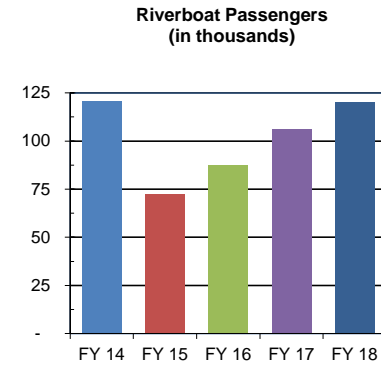
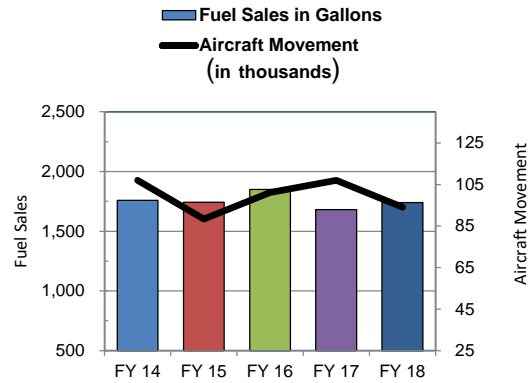
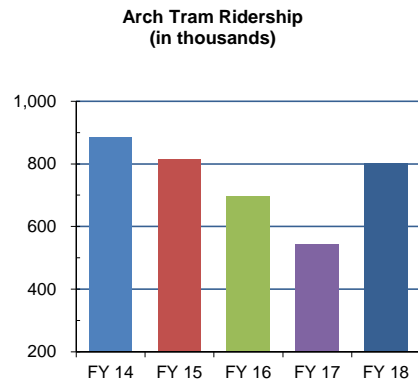
Annual Passengers per Revenue Mile



Second Quarter Ended December 31

Goal	FY 2019	FY 2018	Change		FY 2017	FY 2016	FY 2015
Customer Measures							
1,820	1,810	1,870	-3.2%	Average Weekday Ridership	1,850	1,920	1,930
271,000	271,200	277,800	-2.4%	Passenger Boardings	276,000	287,600	288,100
1.5	2.9	3.6	-18.1%	Passenger Injuries per 100,000 Boardings	7.2	12.5	5.9
15.0	40.2	55.4	-27.5%	Customer Complaints per 100,000 Boardings	24.3	25.7	27.8
Business Measures							
\$2.47	\$2.80	\$2.53	10.7%	Average Fare	\$2.48	\$2.18	\$2.09
10.1%	10.0%	11.1%	-1.1%	Farebox Recovery (excludes contractual)	10.3%	10.8%	10.8%
20.5%	15.6%	18.9%	-3.3%	Revenue Recovery (includes contractual)	18.9%	22.5%	23.3%
\$94.94	\$92.70	\$91.75	1.0%	Operating Expense per Revenue Hour	\$86.25	\$83.49	\$77.31
\$51.35	\$50.23	\$48.42	3.7%	Operating Expense per Passenger Boarding	\$46.71	\$44.38	\$41.24
Operating Measures							
1.25	0.94	0.93	1.2%	Vehicle Accidents per 100,000 Vehicle Miles	0.66	0.92	1.19
93.0%	92.7%	91.4%	1.3%	On-Time Performance	93.8%	92.5%	94.8%
0.10	0.10	0.11	-3.8%	Passenger Boardings per Revenue Mile	0.10	0.11	0.11
1.84	1.85	1.89	-2.1%	Passenger Boardings per Revenue Hour	1.85	1.88	1.87
50,000	23,659	37,641	-37.1%	Revenue Miles between Maintenance Failure	43,184	34,223	33,039

Bi-State Development Enterprises



Second Quarter Ended December 31

Goal	FY 2019	FY 2018	Change		FY 2017	FY 2016	FY 2015
<u>Gateway Arch</u>							
\$1,474,661	\$1,417,808	\$398,392	255.9%	Income Before Depreciation	\$531,914	\$2,063,674	(\$4,291,640)
491,342	469,303	409,697	14.5%	Tram Ridership	382,131	441,738	451,989
<u>Riverfront Attractions</u>							
\$456,305	\$574,052	\$494,736	16.0%	Income Before Depreciation	\$342,889	(\$77,714)	(\$123,400)
69,670	79,547	71,130	11.8%	Passengers	64,815	40,289	39,007
556	629	556	13.1%	Cruises	542	354	339
155	152	155	-1.9%	Days of Operation	151	124	105
<u>St. Louis Downtown Airport</u>							
\$53,121	\$82,739	\$37,617	120.0%	Income Before Depreciation	(\$41,634)	\$44,288	\$29,088
886,815	886,719	889,315	-0.3%	Fuel Sales (gallons)	837,098	935,229	871,010
45,000	50,026	48,595	2.9%	Aircraft Movements	57,578	49,722	44,412
320	308	313	-1.6%	Average Based Aircraft	320	329	318
<u>Executive Services</u>							
\$303,617	\$287,706	\$153,057	88.0%	Income Before Depreciation	\$375,462	\$303,999	\$584,509
<u>St. Louis Regional Freightway</u>							
(\$391,117)	(\$316,627)	(\$257,871)	-22.8%	Loss Before Depreciation	(\$177,325)	(\$7,785)	N/A

Peer Performance - System

CHARACTERISTICS AND PERFORMANCE MEASURES		ST. LOUIS	BUFFALO	CLEVELAND	DALLAS	DENVER	MINNEAPOLIS	PITTSBURGH	PORTLAND	SACRAMENTO	SAN DIEGO	SAN JOSE	AVERAGE
Population of service area (in millions)	FY 16	1.57	0.98	1.41	2.38	2.92	1.84	1.42	1.56	1.03	2.46	1.93	1.77
	FY 15	1.62	0.98	1.41	2.35	2.88	1.84	1.42	1.56	1.04	2.46	1.88	1.77
	FY 14	1.54	1.18	1.41	2.33	2.88	1.84	1.42	1.54	1.04	2.22	1.88	1.75
Passenger Boardings (in millions)	FY 16	44.0	28.1	44.3	66.8	103.3	82.6	63.8	101.7	24.3	92.4	44.0	63.2
	FY 15	46.6	26.3	47.0	69.8	102.3	85.8	65.2	101.4	25.6	94.9	45.1	64.5
	FY 14	48.1	26.4	49.2	70.9	104.3	84.5	63.7	99.5	26.4	91.9	44.5	64.5
Average Weekday Passenger Boardings	FY 16	139,220	95,481	144,075	220,747	345,143	266,918	214,639	322,154	83,687	298,940	141,298	206,573
	FY 15	146,826	89,830	151,756	232,322	335,088	276,408	218,583	323,289	89,197	305,952	145,378	210,421
	FY 14	151,998	89,281	157,573	237,392	341,480	273,036	214,295	317,091	91,145	292,946	145,060	210,118
Average Saturday Passenger Boardings	FY 16	92,040	42,871	81,506	111,912	178,333	151,532	99,206	197,318	32,019	176,603	77,750	112,826
	FY 15	98,135	38,258	89,554	119,014	182,305	166,145	105,391	196,604	34,890	184,603	80,485	117,762
	FY 14	101,528	40,388	98,272	120,242	182,086	162,025	102,367	194,568	32,107	183,390	76,481	117,587
Average Sunday Passenger Boardings	FY 16	63,185	25,405	55,409	68,914	132,658	114,011	64,433	149,804	21,582	121,768	64,195	80,124
	FY 15	67,147	26,145	63,396	73,799	123,909	119,555	65,857	147,793	22,004	128,004	66,344	82,178
	FY 14	67,580	27,506	68,066	71,279	131,978	117,666	62,858	143,800	23,346	133,483	60,800	82,578
Vehicles in Operated in Maximum Service	FY 16	480	352	545	1,069	1,435	843	939	950	232	765	686	754
	FY 15	473	351	547	1,042	1,395	885	912	918	222	732	679	741
	FY 14	469	361	537	1,080	1,416	861	900	894	223	690	677	737
Farebox Recovery	FY 16	18.7%	20.1%	18.0%	14.0%	26.1%	24.6%	25.6%	29.5%	21.1%	39.0%	11.2%	22.6%
	FY 15	21.0%	25.3%	19.8%	15.0%	25.7%	25.2%	27.2%	31.5%	21.8%	40.6%	12.4%	24.1%
	FY 14	21.5%	29.2%	20.2%	15.7%	25.3%	27.1%	27.3%	30.3%	22.5%	41.2%	12.4%	24.8%
Subsidy per Passenger Boarding	FY 16	4.83	3.83	4.85	6.30	3.72	3.48	4.63	2.95	4.49	1.65	7.26	4.37
	FY 15	4.25	3.62	4.09	5.65	3.42	3.29	4.21	2.65	4.11	1.51	6.66	3.95
	FY 14	4.02	3.38	4.06	5.54	3.42	2.97	4.19	2.75	3.94	1.46	6.55	3.84

Source: National Transit Database - Calculations based on NTD definitions

		Peer Performance - Bus											
CHARACTERISTICS AND PERFORMANCE MEASURES		ST. LOUIS	BUFFALO	CLEVELAND	DALLAS	DENVER	MINNEAPOLIS	PITTSBURGH	PORTLAND	SACRAMENTO	SAN DIEGO	SAN JOSE	AVERAGE
Fleet Size	FY 16	394	320	402	648	1,047	902	727	648	222	595	511	583
	FY 15	390	316	396	636	1,127	907	705	643	219	605	507	586
	FY 14	383	322	391	861	1,101	905	701	608	225	582	452	594
Fleet Age (average in years)	FY 16	7.3	9.8	8.3	4.0	5.8	4.7	7.2	9.4	6.8	6.0	10.5	7.3
	FY 15	7.4	9.3	7.9	4.5	6.5	4.9	7.4	9.5	8.0	6.6	9.4	7.4
	FY 14	8.2	8.3	9.7	4.0	8.9	4.7	7.5	11.4	8.6	6.7	10.2	8.0
Passenger Boardings (in millions)	FY 16	27.7	22.7	34.8	33.5	73.3	58.9	53.7	60.0	12.1	51.9	32.6	41.9
	FY 15	29.4	21.7	37.3	36.4	75.5	62.1	54.8	62.1	13.7	53.9	33.0	43.6
	FY 14	30.1	21.6	34.4	37.4	76.7	67.8	53.4	59.7	13.7	51.3	32.9	43.5
Bus Boardings as a Percent of System Boardings	FY 16	62.9%	80.8%	78.6%	50.1%	70.9%	71.3%	84.1%	59.0%	49.7%	56.1%	74.1%	67.1%
	FY 15	63.1%	82.5%	79.4%	52.1%	73.8%	72.4%	84.0%	61.2%	53.5%	56.8%	73.2%	68.4%
	FY 14	62.6%	81.8%	70.0%	52.7%	73.5%	80.3%	83.8%	60.0%	51.7%	55.9%	73.8%	67.8%
Operating Expense (in millions)	FY 16	\$ 156.8	\$ 101.7	\$ 178.4	\$ 243.7	\$ 324.2	\$ 298.2	\$ 301.4	\$ 251.2	\$ 79.3	\$ 154.1	\$ 244.6	\$ 212.1
	FY 15	153.2	96.6	161.7	233.6	314.6	296.5	284.3	236.8	77.2	147.7	240.5	203.9
	FY 14	150.4	95.4	166.7	238.6	327.0	280.8	276.8	240.9	77.9	138.2	238.3	202.8
Operating Expense per Revenue Mile	FY 16	\$ 8.49	\$ 12.05	\$ 12.92	\$ 8.86	\$ 8.82	\$ 12.13	\$ 14.46	\$ 12.14	\$ 12.98	\$ 7.83	\$ 15.57	\$ 11.48
	FY 15	8.32	11.46	11.61	8.54	8.69	12.27	14.08	11.74	12.82	8.03	15.57	11.19
	FY 14	8.13	11.22	12.59	8.91	9.19	11.71	14.56	12.32	12.98	8.23	15.88	11.43
Operating Expense per Passenger Mile	FY 16	\$ 1.14	\$ 1.30	\$ 1.33	\$ 1.68	\$ 0.96	\$ 1.16	\$ 1.31	\$ 0.91	\$ 1.81	\$ 0.77	\$ 1.27	\$ 1.24
	FY 15	1.04	1.25	1.09	1.62	0.80	1.17	1.24	0.83	1.50	0.74	1.36	1.15
	FY 14	0.95	1.15	1.15	1.57	0.84	0.99	1.16	0.84	1.47	0.76	1.36	1.11
Operating Expense per Passenger Boarding	FY 16	\$ 5.66	\$ 4.48	\$ 5.45	\$ 7.27	\$ 4.43	\$ 5.06	\$ 5.62	\$ 4.19	\$ 6.55	\$ 2.97	\$ 7.50	\$ 5.38
	FY 15	5.20	4.45	4.75	6.42	4.17	4.77	5.18	3.81	5.64	2.74	7.28	4.95
	FY 14	5.00	4.42	4.84	6.38	4.27	4.14	5.18	4.03	5.71	2.69	7.25	3.84
Boardings per Revenue Mile	FY 16	1.5	2.7	2.6	1.2	2.0	2.4	2.6	2.9	2.0	2.6	2.1	2.2
	FY 15	1.6	2.6	3.0	1.3	2.1	2.6	2.7	3.1	2.3	2.9	2.1	2.4
	FY 14	1.6	2.5	2.6	1.4	2.2	2.8	2.8	3.1	2.3	3.1	2.2	2.4
Boardings per Revenue Hour	FY 16	20.0	28.9	27.3	15.5	26.0	28.8	33.8	32.7	21.8	28.7	24.1	26.1
	FY 15	21.6	27.6	32.4	16.9	27.3	30.7	35.7	35.4	24.9	32.3	25.0	28.2
	FY 14	22.1	27.7	30.0	18.0	28.7	33.1	36.0	35.8	24.9	32.6	26.0	28.6

Source: National Transit Database - Calculations based on NTD definitions

Peer Performance - Light Rail

CHARACTERISTICS AND PERFORMANCE MEASURES		ST. LOUIS	BUFFALO	CLEVELAND	DALLAS	DENVER	MINNEAPOLIS	PITTSBURGH	PORTLAND	SACRAMENTO	SAN DIEGO	SAN JOSE	AVERAGE
Fleet Size	FY 16	80	27	48	163	172	86	83	143	85	130	99	101
	FY 15	87	27	34	163	172	86	83	133	76	130	99	99
	FY 14	87	27	48	163	172	86	83	131	76	162	99	103
Fleet Age (average in years)	FY 16	17.3	31.9	35.0	13.9	10.7	5.5	24.6	16.7	21.1	12.9	14.7	18.6
	FY 15	16.3	30.9	31.0	13.0	9.7	4.5	23.6	18.0	19.1	11.9	13.7	17.4
	FY 14	15.3	29.9	33.0	12.0	8.7	3.5	22.6	17.0	18.1	14.1	12.7	17.0
Passenger Boardings (in millions)	FY 16	15.8	5.2	2.5	29.8	24.6	23.0	8.1	40.2	12.2	39.6	10.7	19.2
	FY 15	16.6	4.4	2.6	29.8	25.5	23.0	8.0	37.7	12.1	40.1	11.6	19.2
	FY 14	17.5	4.6	2.8	29.5	26.4	16.0	7.9	38.2	12.7	39.7	11.0	18.7
Rail Boardings as a Percent of System Boardings	FY 16	35.9%	18.5%	5.6%	44.6%	23.8%	27.8%	12.7%	39.5%	50.1%	42.8%	24.3%	29.6%
	FY 15	35.7%	16.8%	5.5%	42.8%	24.9%	26.8%	12.3%	37.2%	47.1%	42.2%	25.8%	28.8%
	FY 14	36.3%	17.6%	5.6%	41.5%	25.3%	18.9%	12.5%	38.4%	48.1%	43.2%	24.6%	28.4%
Operating Expense (in millions)	FY 16	\$ 79.6	\$ 23.6	\$ 13.5	\$ 178.4	\$ 104.6	\$ 66.5	\$ 60.3	\$ 128.6	\$ 58.9	\$ 75.5	\$ 92.4	\$ 80.17
	FY 15	73.3	22.2	13.5	168.2	111.0	64.7	55.7	111.5	56.9	73.1	81.3	75.59
	FY 14	73.3	22.2	13.5	168.2	111.0	64.7	55.7	111.5	56.9	73.1	81.3	75.59
Operating Expense per Vehicle Revenue Mile	FY 16	\$ 12.73	\$ 24.88	\$ 17.44	\$ 18.15	\$ 9.21	\$ 12.73	\$ 27.78	\$ 14.53	\$ 13.49	\$ 8.71	\$ 26.63	\$ 16.93
	FY 15	11.73	26.73	16.03	17.30	10.00	12.59	26.08	14.22	14.46	8.50	23.11	16.43
	FY 14	11.73	26.73	16.03	17.30	10.00	12.59	26.08	14.22	14.46	8.50	23.11	16.43
Operating Expense per Passenger Mile	FY 16	\$ 0.62	\$ 1.67	\$ 0.92	\$ 0.73	\$ 0.50	\$ 0.71	\$ 1.97	\$ 0.59	\$ 0.85	\$ 0.34	\$ 1.69	\$ 0.96
	FY 15	0.53	1.81	0.90	0.68	0.61	0.66	1.79	0.54	0.83	0.33	1.33	0.91
	FY 14	0.49	1.81	0.80	0.68	0.51	0.67	1.57	0.50	0.73	0.31	1.21	0.84
Operating Expense per Passenger Boarding	FY 16	\$ 5.04	\$ 4.52	\$ 5.49	\$ 5.99	\$ 4.26	\$ 2.90	\$ 7.42	\$ 3.20	\$ 4.82	\$ 1.91	\$ 8.62	\$ 4.92
	FY 15	4.40	5.03	5.19	5.64	4.35	2.81	6.92	2.95	4.72	1.82	7.17	4.64
	FY 14	4.10	4.77	4.71	5.60	3.88	3.06	6.69	2.83	4.31	1.80	6.82	3.84
Boardings per Vehicle Revenue Mile	FY 16	2.5	5.5	3.2	3.0	2.2	4.4	3.8	4.5	2.8	4.6	3.1	3.6
	FY 15	2.7	5.3	3.1	3.1	2.3	4.5	3.8	4.8	3.1	4.7	3.2	3.7
	FY 14	2.8	5.1	3.3	3.2	2.4	4.0	3.8	4.9	3.2	4.7	3.2	3.7
Boardings per Vehicle Revenue Hour	FY 16	62.9	52.8	46.1	63.7	40.6	54.0	47.9	70.6	55.3	80.9	51.1	56.9
	FY 15	65.8	54.8	51.1	65.1	40.5	48.6	49.2	72.2	58.3	78.7	50.1	57.7
	FY 14	64.6	73.5	55.1	65.2	41.8	62.0	50.5	74.2	62.2	63.0	54.1	60.6

Source: National Transit Database - Calculations based on NTD definitions

Peer Performance - Demand Response

CHARACTERISTICS AND PERFORMANCE MEASURES		ST. LOUIS	BUFFALO	CLEVELAND	DALLAS	DENVER	MINNEAPOLIS	PITTSBURGH	PORTLAND	SACRAMENTO	SAN DIEGO	SAN JOSE	AVERAGE
Fleet Size	FY 16	121	74	166	115	416	-	362	268	-	200	227	217
	FY 15	118	74	159	118	404	-	346	219	-	202	242	209
	FY 14	116	74	158	165	450	-	346	268	-	146	244	219
Fleet Age (average in years)	FY 16	5.5	5.7	4.2	3.7	3.7	-	5.8	4.3	-	4.4	4.4	4.6
	FY 15	4.5	5.1	4.3	2.8	5.0	-	4.5	5.6	-	6.0	3.7	4.6
	FY 14	5.8	4.1	4.9	1.8	4.5	-	5.6	3.7	-	4.1	2.9	4.2
Passenger Boardings (in millions)	FY 16	0.57	0.19	0.63	0.33	1.19	-	1.53	0.93	-	0.63	0.65	0.74
	FY 15	0.58	0.18	0.70	0.40	1.23	-	0.79	0.92	-	0.59	0.72	0.68
	FY 14	0.58	0.16	0.75	0.47	1.27	-	1.59	0.93	-	0.55	0.73	0.78
Demand-Response Boardings as a Percent of System Boardings	FY 16	1.3%	0.7%	1.4%	0.5%	1.2%	-	2.4%	0.9%	-	0.7%	1.5%	1.2%
	FY 15	1.2%	0.7%	1.5%	0.6%	1.2%	-	1.2%	0.9%	-	0.6%	1.6%	1.1%
	FY 14	1.2%	0.6%	1.5%	0.7%	1.2%	-	2.5%	0.9%	-	0.6%	1.6%	1.2%
Operating Expense (in millions)	FY 16	\$ 25.3	\$ 9.3	\$ 33.6	\$ 13.7	\$ 45.4	-	\$ 35.0	\$ 33.4	-	\$ 19.0	\$ 23.0	26.4
	FY 15	24.7	8.3	32.4	23.7	48.1	-	36.3	32.8	-	15.5	20.0	26.8
	FY 14	21.9	7.9	29.9	21.0	46.9	-	36.3	32.2	-	14.5	22.0	25.8
Operating Expense per Revenue Mile	FY 16	\$ 4.74	\$ 5.57	\$ 6.28	\$ 6.87	\$ 4.13	-	\$ 3.68	\$ 5.25	-	\$ 4.11	\$ 4.66	5.03
	FY 15	4.57	5.20	6.04	6.97	4.18	-	3.89	5.15	-	4.21	3.54	4.86
	FY 14	4.64	5.40	6.24	8.07	4.59	-	3.75	5.01	-	4.25	3.23	5.02
Operating Expense per Passenger Mile	FY 16	\$ 4.54	\$ 5.30	\$ 6.72	\$ 3.36	\$ 4.32	-	\$ 2.92	\$ 3.90	-	\$ 3.02	\$ 3.49	4.17
	FY 15	4.26	4.85	5.35	3.34	4.39	-	3.07	3.74	-	2.99	3.10	3.90
	FY 14	4.29	4.86	4.45	3.81	4.64	-	2.91	3.63	-	2.94	2.47	3.78
Operating Expense per Passenger Boarding	FY 16	\$ 44.59	\$ 49.58	\$ 52.97	\$ 40.76	\$ 38.26	-	\$ 22.92	\$ 36.04	-	\$ 30.13	\$ 35.28	38.95
	FY 15	42.28	48.96	45.64	41.73	37.07	-	23.89	35.25	-	29.41	29.11	37.04
	FY 14	42.53	50.63	43.07	50.56	37.85	-	22.74	35.33	-	28.38	27.47	3.84
Boardings per Revenue Mile	FY 16	0.1	0.1	0.1	0.2	0.1	-	0.2	0.2	-	0.1	0.1	0.1
	FY 15	0.1	0.1	0.1	0.2	0.1	-	0.2	0.1	-	0.1	0.1	0.1
	FY 14	0.1	0.1	0.1	0.2	0.1	-	0.2	0.1	-	0.1	0.1	0.1
Boardings per Revenue Hour	FY 16	1.9	1.9	1.9	2.1	1.7	-	2.3	2.0	-	2.5	2.6	2.1
	FY 15	1.9	1.8	2.0	2.1	1.8	-	2.4	2.0	-	2.6	2.6	2.1
	FY 14	1.9	1.9	2.0	1.8	1.8	-	2.6	2.0	-	2.7	2.6	2.1

* Minneapolis and Sacramento are not included in the Average

Source: National Transit Database - Calculations based on NTD definitions

Average Weekday Ridership

Period	MetroBus			MetroLink			Call-A-Ride			System		
	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change
1st Qtr YTD	76,760	79,050	-2.9%	43,900	46,010	-4.6%	1,920	1,880	2.1%	122,580	126,940	-3.4%
2nd Qtr YTD	74,840	77,850	-3.9%	41,640	43,700	-4.7%	1,810	1,870	-3.2%	118,290	123,420	-4.2%
3rd Qtr YTD		75,380			42,070			1,870			119,320	
Full year		74,860			42,570			1,880			119,310	

July	73,050	74,070	-1.4%	41,330	44,260	-6.6%	1,840	1,800	2.2%	116,220	120,130	-3.3%
August	76,430	79,600	-4.0%	43,770	45,700	-4.2%	1,960	1,910	2.6%	122,160	127,210	-4.0%
September	80,800	83,470	-3.2%	46,600	48,060	-3.0%	1,960	1,930	1.6%	129,360	133,460	-3.1%
October	79,390	80,900	-1.9%	41,680	43,420	-4.0%	1,800	1,970	-8.6%	122,870	126,290	-2.7%
November	71,290	77,530	-8.0%	39,230	41,700	-5.9%	1,670	1,850	-9.7%	112,190	121,080	-7.3%
December	68,090	71,510	-4.8%	37,250	39,050	-4.6%	1,650	1,770	-6.8%	106,990	112,330	-4.8%
January		67,880			37,330			1,800			107,010	
February		73,290			39,540			1,900			114,730	
March		70,160			39,550			1,880			111,590	
April		73,760			44,290			1,950			120,000	
May		73,510			44,070			1,860			119,440	
June		72,690			43,860			1,900			118,450	

Passenger Boardings

Period	MetroBus			MetroLink			Call-A-Ride			System		
	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change
1st Qtr YTD	6,136,800	6,354,800	-3.4%	3,518,500	3,706,700	-5.0%	141,000	139,100	1.4%	9,796,300	10,200,600	-4.0%
2nd Qtr YTD	11,908,400	12,307,900	-3.2%	6,636,800	6,967,100	-4.7%	271,200	277,800	-2.4%	18,816,400	19,552,800	-3.8%
3rd Qtr YTD		17,769,900			10,012,000			413,700			28,195,600	
Full year		23,667,300			13,550,500			553,500			37,771,300	

July	1,953,600	1,983,400	-1.5%	1,147,200	1,198,200	-4.3%	45,600	43,800	4.1%	3,146,400	3,225,400	-2.4%
August	2,140,000	2,214,600	-3.4%	1,202,400	1,272,900	-5.5%	50,000	48,900	2.2%	3,392,400	3,536,400	-4.1%
September	2,043,200	2,156,800	-5.3%	1,168,900	1,235,600	-5.4%	45,400	46,400	-2.2%	3,257,500	3,438,800	-5.3%
October	2,164,500	2,152,400	0.6%	1,144,000	1,178,300	-2.9%	46,500	48,900	-4.9%	3,355,000	3,379,600	-0.7%
November	1,834,800	1,974,400	-7.1%	1,009,000	1,077,700	-6.4%	42,000	45,800	-8.3%	2,885,800	3,097,900	-6.8%
December	1,772,300	1,826,300	-3.0%	965,300	1,004,400	-3.9%	41,700	44,000	-5.2%	2,779,300	2,874,700	-3.3%
January		1,805,600			997,000			46,200			2,848,800	
February		1,764,700			968,300			42,600			2,775,600	
March		1,891,700			1,079,600			47,100			3,018,400	
April		1,907,400			1,158,300			46,400			3,112,100	
May		2,022,300			1,209,000			47,800			3,279,100	
June		1,967,700			1,171,200			45,600			3,184,500	

Boardings are rounded to the nearest hundred

Passengers by Jurisdiction

Period	MetroBus						MetroLink					
	Missouri			St. Clair			Missouri			St. Clair		
	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change
1st Qtr YTD	5,413,600	5,601,700	-3.4%	723,200	753,200	-4.0%	2,844,300	3,032,800	-6.2%	674,100	673,900	0.0%
2nd Qtr YTD	10,582,900	10,938,900	-3.3%	1,325,500	1,369,300	-3.2%	5,370,500	5,695,300	-5.7%	1,266,200	1,271,900	-0.4%
3rd Qtr YTD	15,850,400			1,919,800			8,164,600			1,847,600		
Full year	21,022,400			2,645,200			11,027,300			2,523,400		

July	1,729,900	1,739,200	-0.5%	223,700	244,200	-8.4%	930,200	980,300	-5.1%	217,000	217,900	-0.4%
August	1,888,900	1,961,500	-3.7%	251,100	253,200	-0.8%	972,600	1,043,100	-6.8%	229,800	229,800	0.0%
September	1,794,800	1,901,000	-5.6%	248,400	255,800	-2.9%	941,500	1,009,400	-6.7%	227,300	226,200	0.5%
October	1,942,900	1,928,400	0.8%	221,600	224,100	-1.1%	927,800	963,400	-3.7%	216,300	214,900	0.7%
November	1,641,600	1,770,000	-7.3%	193,200	204,400	-5.5%	816,600	879,800	-7.2%	192,400	198,000	-2.8%
December	1,584,800	1,638,800	-3.3%	187,500	187,600	-0.1%	781,800	819,300	-4.6%	183,400	185,100	-0.9%
January	1,625,900			179,700			811,000			186,100		
February	1,588,700			176,000			786,500			181,800		
March	1,696,900			194,800			871,800			207,800		
April	1,687,900			219,400			938,500			219,700		
May	1,770,200			252,200			977,000			232,100		
June	1,713,900			253,800			947,200			224,000		

Period	MetroBus			MetroLink			Call-A-Ride *			System		
	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change
1st Qtr YTD	\$6,287,758	\$6,867,848	-8.4%	\$3,676,852	\$3,988,265	-7.8%	\$797,830	\$658,057	21.2%	\$10,762,440	\$11,514,170	-6.5%
2nd Qtr YTD	\$12,368,430	\$12,987,577	-4.8%	\$6,963,889	\$7,335,963	-5.1%	\$1,362,818	\$1,486,775	-8.3%	\$20,695,137	\$21,810,314	-5.1%
3rd Qtr YTD	\$18,688,030			\$10,517,945			\$1,905,353			\$31,111,327		
Full year	\$24,947,721			\$14,208,424			\$2,677,553			\$41,833,698		

1st Qtr	\$6,287,758	\$6,867,848	-8.4%	\$3,676,852	\$3,988,265	-7.8%	\$797,830	\$658,057	21.2%	\$10,762,440	\$11,514,170	-6.5%
2nd Qtr	\$6,080,673	\$6,119,729	-0.6%	\$3,287,036	\$3,347,698	-1.8%	\$564,988	\$828,718	-31.8%	\$9,932,697	\$10,296,144	-3.5%
3rd Qtr	\$5,700,453			\$3,181,982			\$418,577			\$9,301,013		
4th Qtr	\$6,259,692			\$3,690,479			\$772,200			\$10,722,371		

* Call-A-Ride passenger revenue does not include Medicaid and Department of Mental Health contractual subsidies.

Revenue Miles

Period	MetroBus			MetroLink			Call-A-Ride			System		
	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change
1st Qtr YTD	4,689,786	4,699,967	-0.2%	763,174	785,913	-2.9%	1,377,117	1,325,315	3.9%	6,830,078	6,811,195	0.3%
2nd Qtr YTD	9,337,501	9,334,845	0.0%	1,524,594	1,567,716	-2.8%	2,673,478	2,634,892	1.5%	13,535,574	13,537,453	0.0%
3rd Qtr YTD		13,918,214			2,339,115			3,927,507			20,184,836	
Full year		18,641,250			3,105,288			5,210,401			26,956,939	

July	1,569,564	1,557,395	0.8%	263,917	262,438	0.6%	435,921	419,136	4.0%	2,269,402	2,238,969	1.4%
August	1,622,408	1,616,680	0.4%	262,891	268,321	-2.0%	477,931	464,541	2.9%	2,363,229	2,349,542	0.6%
September	1,497,815	1,525,892	-1.8%	236,367	255,154	-7.4%	463,265	441,638	4.9%	2,197,447	2,222,684	-1.1%
October	1,597,793	1,579,218	1.2%	256,655	266,324	-3.6%	458,598	465,637	-1.5%	2,313,046	2,311,178	0.1%
November	1,516,241	1,522,399	-0.4%	251,181	256,753	-2.2%	417,866	434,282	-3.8%	2,185,288	2,213,434	-1.3%
December	1,533,681	1,533,261	0.0%	253,584	258,726	-2.0%	419,897	409,658	2.5%	2,207,162	2,201,645	0.3%
January		1,572,132			266,294			439,290			2,277,716	
February		1,428,010			238,821			403,518			2,070,350	
March		1,583,226			266,284			449,807			2,299,317	
April		1,530,513			255,704			433,926			2,220,143	
May		1,592,553			259,419			444,614			2,296,586	
June		1,599,969			251,051			404,354			2,255,374	

May not sum to total due to rounding

Total Miles

Period	MetroBus			MetroLink			Call-A-Ride			System		
	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change
1st Qtr YTD	5,414,404	5,412,301	0.0%	771,586	792,291	-2.6%	1,465,519	1,401,619	4.6%	7,651,509	7,606,212	0.6%
2nd Qtr YTD	10,748,071	10,726,436	0.2%	1,541,672	1,579,042	-2.4%	2,867,598	2,795,094	2.6%	15,157,341	15,100,571	0.4%
3rd Qtr YTD	15,989,207			2,356,337			4,163,424			22,508,968		
Full year	21,399,139			3,128,763			5,571,795			30,099,698		

July	1,809,516	1,791,846	1.0%	266,858	264,728	0.8%	470,144	443,204	6.1%	2,546,517	2,499,778	1.9%
August	1,874,602	1,861,334	0.7%	265,748	270,374	-1.7%	507,731	491,034	3.4%	2,648,080	2,622,742	1.0%
September	1,730,286	1,759,122	-1.6%	238,981	257,189	-7.1%	487,645	467,381	4.3%	2,456,912	2,483,692	-1.1%
October	1,835,518	1,810,570	1.4%	259,609	268,410	-3.3%	500,973	493,595	1.5%	2,596,100	2,572,574	0.9%
November	1,740,497	1,745,237	-0.3%	254,168	258,716	-1.8%	453,843	465,035	-2.4%	2,448,508	2,468,988	-0.8%
December	1,757,652	1,758,328	0.0%	256,310	259,624	-1.3%	447,263	434,845	2.9%	2,461,225	2,452,797	0.3%
January	1,805,092			268,328			466,106			2,539,526		
February	1,639,763			240,649			426,138			2,306,550		
March	1,817,917			268,318			476,086			2,562,321		
April	1,766,392			257,667			475,000			2,499,059		
May	1,842,526			261,584			487,757			2,591,866		
June	1,801,015			253,176			445,614			2,499,804		

May not sum to total due to rounding

Revenue Hours

Period	MetroBus			MetroLink			Call-A-Ride			System		
	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change
1st Qtr YTD	354,475	356,825	-0.7%	32,480	33,459	-2.9%	75,015	73,266	2.4%	461,970	463,551	-0.3%
2nd Qtr YTD	685,099	703,826	-2.7%	65,000	66,785	-2.7%	146,961	146,610	0.2%	897,060	917,220	-2.2%
3rd Qtr YTD	1,045,725			99,612			217,805			1,363,143		
Full year	1,400,372			132,381			290,331			1,823,084		

July	118,487	118,415	0.1%	11,269	11,186	0.7%	24,416	23,225	5.1%	154,173	152,827	0.9%
August	122,757	122,460	0.2%	11,150	11,404	-2.2%	26,461	25,655	3.1%	160,368	159,518	0.5%
September	113,230	115,950	-2.3%	10,061	10,869	-7.4%	24,138	24,386	-1.0%	147,430	151,206	-2.5%
October	118,933	118,433	0.4%	10,887	11,330	-3.9%	25,157	25,919	-2.9%	154,977	155,682	-0.5%
November	110,606	114,155	-3.1%	10,696	10,930	-2.1%	23,570	24,265	-2.9%	144,872	149,350	-3.0%
December	101,085	114,412	-11.6%	10,937	11,066	-1.2%	23,219	23,160	0.3%	135,241	148,638	-9.0%
January	117,241			11,329			24,137			152,707		
February	106,574			10,171			21,894			138,639		
March	118,085			11,328			25,164			154,577		
April	115,900			10,896			23,901			150,697		
May	120,659			11,105			24,948			156,711		
June	118,089			10,768			23,677			152,534		

May not sum to total due to rounding

Total Hours

Period	MetroBus			MetroLink			Call-A-Ride			System		
	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change
1st Qtr YTD	382,120	384,141	-0.5%	33,038	33,966	-2.7%	80,993	78,744	2.9%	496,150	496,851	-0.1%
2nd Qtr YTD	755,657	758,361	-0.4%	66,131	67,521	-2.1%	160,355	157,636	1.7%	982,143	983,518	-0.1%
3rd Qtr YTD	1,127,411			100,837			233,996			1,462,243		
Full year	1,509,796			134,102			315,199			1,959,097		

July	127,746	127,360	0.3%	11,463	11,360	0.9%	26,774	24,909	7.5%	165,983	163,628	1.4%
August	132,374	131,928	0.3%	11,341	11,574	-2.0%	28,466	27,649	3.0%	172,180	171,151	0.6%
September	122,000	124,854	-2.3%	10,234	11,032	-7.2%	25,754	26,186	-1.6%	157,988	162,072	-2.5%
October	128,405	127,701	0.6%	11,082	11,234	-1.4%	28,033	27,778	0.9%	167,520	166,713	0.5%
November	121,860	123,084	-1.0%	10,890	11,092	-1.8%	26,131	26,280	-0.6%	158,881	160,456	-1.0%
December	123,272	123,434	-0.1%	11,121	11,230	-1.0%	25,198	24,834	1.5%	159,591	159,497	0.1%
January	126,558			11,497			25,956			164,011		
February	115,035			10,322			23,419			148,777		
March	127,456			11,496			26,985			165,938		
April	124,994			11,058			26,748			162,800		
May	130,124			11,277			27,909			169,309		
June	127,268			10,930			26,546			164,744		

May not sum to total due to rounding

Operating Expense by Mode

Period	MetroBus			MetroLink			Call-A-Ride			System		
	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change
1st Qtr YTD	\$45,281,152	\$42,391,453	6.8%	\$19,351,726	\$20,257,939	-4.5%	\$6,885,195	\$6,619,848	4.0%	\$71,518,073	\$69,269,240	3.2%
2nd Qtr YTD	\$89,450,622	\$85,137,390	5.1%	\$39,266,600	\$39,899,685	-1.6%	\$13,622,731	\$13,451,884	1.3%	\$142,339,953	\$138,488,959	2.8%
3rd Qtr YTD	\$129,475,661			\$56,722,297			\$20,331,869			\$206,529,827		
Full year	\$170,676,996			\$80,033,495			\$27,208,996			\$277,919,487		

1st Qtr	\$45,281,152	\$42,391,453	6.8%	\$19,351,726	\$20,257,939	-4.5%	\$6,885,195	\$6,619,848	4.0%	\$71,518,073	\$69,269,240	3.2%
2nd Qtr	\$44,169,470	\$42,745,937	3.3%	\$19,914,874	\$19,641,746	1.4%	\$6,737,536	\$6,832,036	-1.4%	\$70,821,880	\$69,219,719	2.3%
3rd Qtr	\$44,338,271			\$16,822,612			\$6,879,985			\$68,040,868		
4th Qtr	\$41,201,335			\$23,311,198			\$6,877,127			\$71,389,660		

Unscheduled Absenteeism

Period	Operators			Maintenance			Facility Support			Total		
	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change
1st Qtr YTD	3.5%	4.1%	-0.5%	2.4%	2.4%	-0.1%	1.2%	2.3%	-1.1%	3.1%	3.6%	-0.5%
2nd Qtr YTD	3.7%	3.8%	-0.1%	2.6%	2.7%	-0.1%	1.5%	2.2%	-0.7%	3.3%	3.4%	-0.1%
3rd Qtr YTD		3.6%			2.3%			2.0%			3.2%	
Full year		3.5%			2.3%			1.8%			3.1%	

July	3.5%	5.3%	-1.8%	1.9%	2.0%	-0.1%	1.2%	2.2%	-1.1%	3.0%	4.4%	-1.4%
August	3.4%	3.4%	0.0%	2.5%	2.5%	0.0%	1.0%	2.5%	-1.4%	3.0%	3.2%	-0.1%
September	3.8%	3.5%	0.2%	2.8%	2.9%	-0.1%	1.4%	2.2%	-0.8%	3.4%	3.3%	0.1%
October	3.8%	3.9%	-0.1%	3.2%	3.2%	0.0%	0.9%	2.8%	-1.9%	3.4%	3.6%	-0.3%
November	3.8%	3.7%	0.0%	3.1%	2.4%	0.7%	1.9%	2.2%	-0.3%	3.5%	3.4%	0.1%
December	3.9%	3.1%	0.9%	2.0%	3.4%	-1.4%	2.5%	1.2%	1.3%	3.5%	2.9%	0.6%
January		2.9%			1.8%			2.0%			2.6%	
February		3.3%			1.3%			2.1%			2.9%	
March		3.2%			1.6%			0.6%			2.6%	
April		3.1%			2.2%			1.4%			2.8%	
May		3.4%			2.7%			1.4%			3.1%	
June		3.4%			1.9%			1.2%			2.9%	

Gateway Arch

	Income Before Depreciation and Transfers		
Quarter	FY 2019	FY 2018	Change
1st Qtr YTD	\$1,360,112	\$510,910	166.2%
2nd Qtr YTD	\$1,417,808	\$398,392	255.9%
3rd Qtr YTD		\$73,652	
Full Year		\$1,134,366	

	Tram Ridership		
Quarter	FY 2019	FY 2018	Change
1st Qtr YTD	337,941	268,936	25.7%
2nd Qtr YTD	469,303	409,697	14.5%
3rd Qtr YTD		533,464	
Full Year		799,576	

	Tram Ridership		
Month	FY 2019	FY 2018	Change
July	152,640	105,926	44.1%
August	117,330	103,844	13.0%
September	67,971	59,166	14.9%
October	65,668	58,015	13.2%
November	48,338	44,740	8.0%
December	17,356	38,006	-54.3%
January		19,270	
February		27,595	
March		76,902	
April		62,728	
May		82,074	
June		121,310	

Riverfront Attractions

	Riverboat Passengers		
Month	FY 2019	FY 2018	Change
July	33,008	29,632	11.4%
August	20,684	19,641	5.3%
September	14,048	10,885	29.1%
October	7,798	8,521	-8.5%
November	3,085	2,193	40.7%
December	924	258	258.1%
January		-	
February		-	
March		5,419	
April		7,462	
May		13,863	
June		21,714	

Quarter	FY 2019	FY 2018	Change
1st Qtr YTD	67,740	60,158	12.6%
2nd Qtr YTD	79,547	71,130	11.8%
3rd Qtr YTD	79,547	76,549	
Full Year	79,547	119,588	

	Income (Loss) Before Depreciation		
Quarter	FY 2019	FY 2018	Change
1st Qtr YTD	\$689,012	\$579,813	18.8%
2nd Qtr YTD	\$574,052	\$494,736	16.0%
3rd Qtr YTD		\$185,369	
Full Year		\$446,690	

	Riverboat Cruises		
Quarter	FY 2019	FY 2018	Change
1st Qtr YTD	516	444	16.2%
2nd Qtr YTD	629	556	13.1%
3rd Qtr YTD		611	
Full Year		1,019	

	Riverboat Days of Operation		
Quarter	FY 2019	FY 2018	Change
1st Qtr YTD	90	92	-2.2%
2nd Qtr YTD	152	155	-1.9%
3rd Qtr YTD		182	
Full Year		273	

St. Louis Downtown Airport

	Fuel Sales in Gallons		
Month	FY 2019	FY 2018	Change
July	159,005	156,971	1.3%
August	167,513	170,223	-1.6%
September	169,339	138,777	22.0%
October	152,810	156,593	-2.4%
November	122,316	133,282	-8.2%
December	115,736	133,469	-13.3%
January		133,453	
February		93,399	
March		166,453	
April		147,524	
May		136,585	
June		171,795	

Quarter	FY 2019	FY 2018	Change
1st Qtr YTD	495,857	465,971	6.4%
2nd Qtr YTD	886,719	889,315	-0.3%
3rd Qtr YTD		1,282,620	
Full Year		1,738,524	

	Income (Loss) Before Depreciation		
Quarter	FY 2019	FY 2018	Change
1st Qtr YTD	\$3,323	\$36,109	-90.8%
2nd Qtr YTD	\$82,739	\$37,617	120.0%
3rd Qtr YTD		\$89,855	
Full year		\$107,893	

	Aircraft Movements		
Quarter	FY 2019	FY 2018	Change
1st Qtr YTD	24,381	26,051	-6.4%
2nd Qtr YTD	50,026	48,595	2.9%
3rd Qtr YTD		67,770	
Full Year		94,034	

	Average Based Aircraft		
Quarter	FY 2019	FY 2018	Change
1st Qtr YTD	305	315	-3.4%
2nd Qtr YTD	308	313	-1.6%
3rd Qtr YTD		313	
Full Year		312	

St. Louis Regional Freightway

Net (Loss)

Quarter	FY 2019	FY 2018	Change
1st Qtr YTD	(\$184,786)	(\$172,314)	-7.2%
2nd Qtr YTD	(\$316,627)	(\$257,871)	-22.8%
3rd Qtr YTD		(\$457,593)	
Full Year		(\$778,786)	

Quarter	FY 2019	FY 2018	Change
1st Qtr	(\$184,786)	(\$172,314)	-7.2%
2nd Qtr	(\$131,841)	(\$85,557)	-54.1%
3rd Qtr		(\$199,721)	
4th Qtr		(\$321,192)	

Executive Services

Income (Loss) Before Depreciation

Quarter	FY 2019	FY 2018	Change
1st Qtr YTD	\$366,768	\$232,826	57.5%
2nd Qtr YTD	\$287,706	\$153,057	88.0%
3rd Qtr YTD		\$136,938	
Full Year		\$322,860	

Quarter	FY 2019	FY 2018	Change
1st Qtr	\$366,768	\$232,826	57.5%
2nd Qtr	(\$79,062)	(\$79,769)	0.9%
3rd Qtr		(\$16,119)	
4th Qtr		\$185,922	

Definitions

Transit

Customer complaint

Passenger or general public dissatisfaction expressed to Customer Service by phone call, letter or email for which there is no immediate, satisfactory explanation; includes operator behavior, service, equipment maintenance or suitability, or other concerns. System customer complaints have been restated to include complaints not specifically related to an operating facility.

Expense

Excludes depreciation, amortization, debt expense and the 2% sheltered workshop pass-through. Allocations by mode are based on a management-developed model. (See also "Operating Expense.")

Failure

Metro Call A Ride: Revenue service interruption whereby a vehicle is unable to complete the assigned run and must be removed from service because of a mechanical, wheelchair lift, or other equipment failure. Road hazard tire failures, vandalism, accidents, and other failures not related to maintenance of vehicles are not reported.

MetroLink: Revenue service interruption whereby a train is delayed by five minutes or more or removed from service for mechanical reasons.

Farebox recovery

Passenger revenue as a percent of operating expense.

Fleet size

Number of revenue vehicles at the end of the reporting period.

On-time performance

MetroBus and MetroLink: A trip is considered "on-time" if the vehicle departs within the time frame of 59 seconds before schedule or arrives within 4:59 minutes after schedule.

Metro Call-A-Ride: Appointments are made giving the passenger an estimated arrival time. A trip is considered on-time if arrival for the appointment is within 20 minutes before or after the appointment time.

Operating expense

Expense less leases and rentals, which is a National Transit Database definition. Allocations by mode are based on National Transit Database instructions which are different than the management-developed cost allocation model. (See also "Expense.")

Passenger boardings

Includes original revenue vehicle boardings and all transfers based on bus farebox counts, MetroLink ridership modeling using Automatic Passenger Counter (APC) technology, and actual Call-A-Ride passengers.

Transit

Passenger injury

Physical harm or alleged physical harm to a passenger or bystander involved in an Agency accident. One vehicle accident may result in multiple injuries.

Revenue hours

Time that MetroBus/Call-A-Ride vehicles or MetroLink trains operate in passenger service including special service.

Revenue miles

Distance that MetroBus/Call-A-Ride vehicles or MetroLink trains operate in passenger service including special service.

Revenue recovery

Passenger revenue, Transit Management Association revenue, and paratransit contractual revenue as a percent of expense.

Ridership

Total passenger boardings.

Roadcall

MetroBus revenue service interruption whereby the vehicle is delayed because of mechanical, tire, farebox, wheelchair lift or other equipment failure. A delay is not counted as a roadcall unless the delay is five minutes or more.

Subsidy

Subsidy as reported on "System Profile" - Expense less operating revenue except federal, state and local assistance.

Subsidy as reported on "Peer Performance - System" - Operating expense less passenger revenue.

Total hours

Revenue hours plus deadhead hours (e.g., from the facility to the start of a revenue trip).

Total miles

Revenue miles plus deadhead miles (e.g., from the facility to the start of a revenue trip).

Unscheduled absenteeism

Operator, mechanic and facility support sick time and unauthorized leave as a percent of current staffing, excluding overtime.

Vehicle accident

Incident in which an Agency vehicle makes physical contact with another vehicle, a fixed object or a person. It also includes derailments or leaving the road.

Vehicle miles

For MetroBus and Call-A-Ride, total miles and vehicle miles are the same. For MetroLink, total mileage for each car of a two-car train is included.

Non-Transit

Aircraft movement

Takeoff or landing recorded by the tower. Movements when the tower is closed are not included.

Airport fuel sales (gallons)

Number of gallons of aviation fuel delivered to the fixed base operators.

Arch tram ridership

Number of adult and child tickets sold.

Based aircraft

Average number of aircraft stored in owned or leased hangers or outside ramps. Quarterly, the amount represents the average of the month-end counts.

Riverfront Attractions

Includes the Gateway Arch Riverboats and bike rentals, operated by Metro, and a heliport owned by Metro but operated under contract by another party.



BI•STATE DEVELOPMENT



One Metropolitan Square
211 North Broadway, Suite 700
St. Louis, MO 63102-2759

314.982.1400
Finance@BiStateDev.org

Open Session Item

15

Memorandum

To: Audit, Finance and Administration Committee

From: Gregory A. Smith
Vice President Purchasing, Materials Management and Supplier Diversity

Date: March 6, 2019

Subject: **Quarterly Procurement Activity Report**
Second Quarter Fiscal Year 2019

BSD Board Policy Chapter 50 Section 010 Paragraph N.3 requires that we provide quarterly reports to the Board relating to procurement activities, which exceed \$100,000, including contract modifications and award of options. The report format that has been used the past several years includes the key sections that are explained below.

Section 1 – Non-Competitive Procurement Trend

Federal regulations and Board Policy require that all procurements be conducted in a manner which fosters full and open competition. In certain instances however, competition is not feasible or practical. This section of the report summarizes the trend and relationship of non-competitive spend to total spend. All individual non-competitive contract awards exceeding \$100,000 are presented to the Board of Commissioners for approval prior to award. Other non-competitive expenditures must be approved by the appropriate Division Vice President, the Vice President of Procurement, and the President and CEO prior to award.

Section 2 – Procurement Contract Awards

This report lists all major (>\$100,000) contract awards during the reporting period and the relevant contract information for each. Information in this report is now listed in descending contract dollar value as requested previously by the Committee.

Section 3 – Contract Modifications

This report lists all contract modification actions executed during the period where the total revised contract amount exceeds \$100,000. Contract modifications include changes to contract scope, exercise of options and extensions, or other actions effecting the contract term. Information in this report is listed in descending contract dollar value as requested previously by the Committee.

Section 4 – Davis Bacon Act Projects

The Davis Bacon Act requires that all construction contracts financed with Federal assistance contain provisions requiring that all laborers and mechanics employed by the contractors or subcontractors to work on the project must be paid wages not less than those established for the area by the Secretary of Labor. The contractors listed in this section submit weekly “certified payrolls” to BSD, which we monitor in accordance with the regulatory requirements.

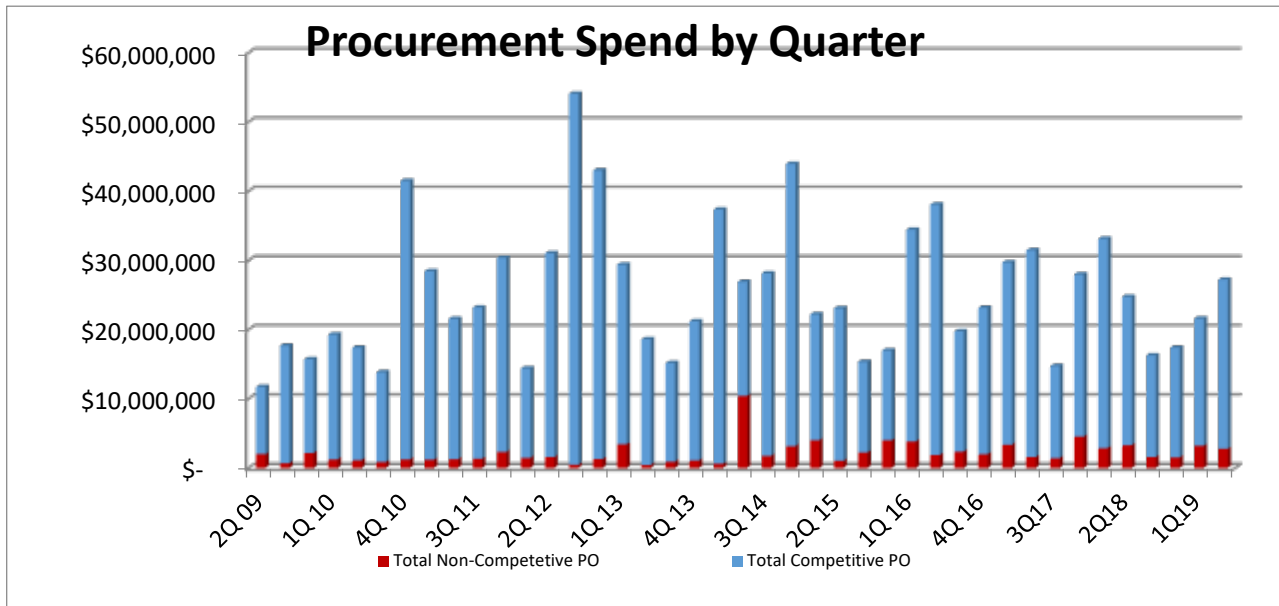
Section 5 – Procurement Card Administration

BSD’s Procurement Department administers a Procurement Card Program, which provides a means for cardholders to procure low-dollar goods and services independently. This program reduces the administrative burden of processing Purchase Orders and Check Requests for small dollar purchases (typically less than \$2500). The report included in this section details the overall volume of transactions and information related to procedural violations and administrative actions on those violations.

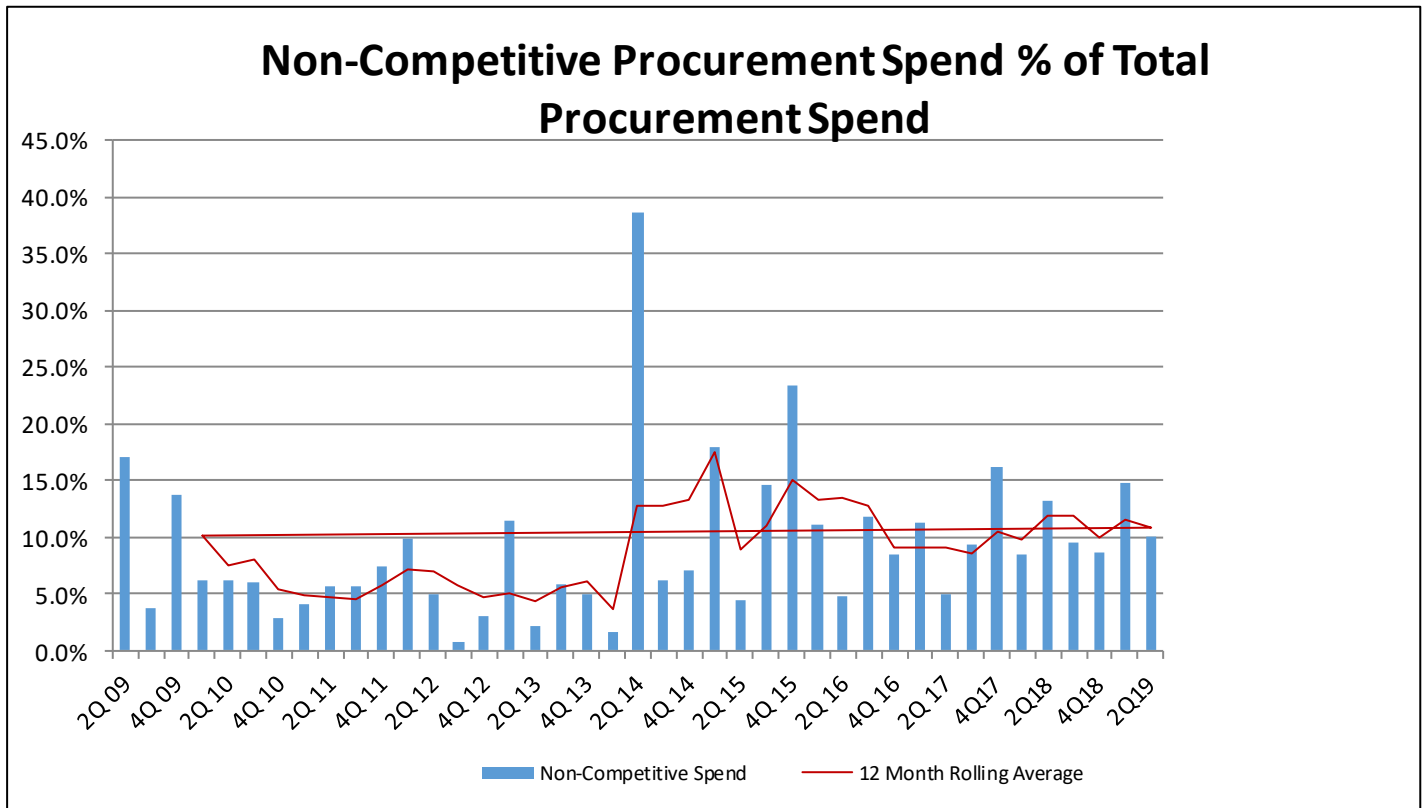
Please feel free to contact me with any suggestions, questions, or information requests that you may have.

Procurement Activity Report
Non-Competitive Procurement Trend
Second Quarter FY2019

Second Quarter 2019 Non-Competitive Procurements totaled \$2,749,639 or 10.1% of total Purchase Order Commitment volume of \$27,175,396.



Rolling last 12 months Non-Competitive Procurements totaled \$7,444,242 or 11.3% of total Purchase Order Commitment volume of \$82,349,503.



**NEW CONTRACT AWARDS EXCEEDING \$100,000
JULY1, 2018 - DECEMBER 31, 2018**

<u>Number</u>	<u>Rev</u>	<u>Description</u>	<u>Type</u>	<u>Order Date</u>	<u>Supplier</u>	<u>Amount</u>	<u>Buyer</u>	<u>Closure Status</u>	<u>DBE Goal</u>
60589	0	Sole Source-Scheidt & Bachmann-Fare Collection Software Support- Five Year Contract, Period of Performance August 1, 2018 - July 31, 2023	Contract Purchase Agreement	7/17/18	SCHEIDT & BACHMANN USA, INC	\$ 1,648,000.00	Johnson, Theresa	Open	0
61286	0	19-SB-105412-MD Switch Replacement/Upgrade, Base Year 1 Period of Performance September, 2018 to September, 2019	Standard Purchase Order	9/20/18	WORLD WIDE TECHNOLOGY HOLDING, LLC	\$ 1,223,817.00	Dillard, Marian Denise	Open	0
61379	0	Arch Transportation System Tram Mechanics and Materials; FY19 - July 2018 through June, 2019	Standard Purchase Order	9/28/18	NATIONAL PARK SERVICE	\$ 1,135,590.00	Dillard, Marian Denise	Open	0
61538	2	19-SB-105376-CB MO Ground Maintenance & Landscaping Services, Three Base Years and Two Option Years, Period of Performance Oct. 15, 2018 - Oct. 14, 2021	Contract Purchase Agreement	10/10/18	BLUEGRASS LAWN CARE OF ST. LOUIS, LLC	\$ 861,315.00	Bonds, Charcita M	Open	7%
61873	0	18-SB-105065-CB IL Ground Maintenance & Landscaping Services, Three Base Years and Two Option Years, Period of Performance Nov. 1, 2018 - Oct. 31, 2021	Contract Purchase Agreement	11/1/18	IDEAL LANDSCAPE GROUP	\$ 494,193.00	Bonds, Charcita M	Open	7%
62197	0	18-RFP-105106-DGR Skinker Bridge Rehabilitation Design, Two Base Years, Period of Performance December, 2018 through December, 2020	Contract Purchase Agreement	11/29/18	STV INCORPORATED	\$ 491,076.36	Ramsay, David George	Open	14%
62285	2	18-RFP-105082-DR - Vision Insurance Services - Period of Performance: Three Base Years and Two Option Years Period of Performance January 1, 2019 - December 3, 2022	Contract Purchase Agreement	12/6/18	EYEMED VISION CARE	\$ 422,194.37	Rowey, Deborah M	Open	0
61621	0	18-RFP-105058-CG Independent Audit Services, Three Base Years and Two Option Years, Period of Performance December 16, 2018 - December 15, 2023	Contract Purchase Agreement	10/16/18	RUBIN BROWN LLP	\$ 387,615.00	Gates, Carol Renee	Open	10%
61437	0	Chassis, Freightliner 114SD/2019	Standard Purchase Order	10/3/18	CTEC HOLDING CO LLC	\$ 383,562.00	Howard, Bryan L	Open	0%
61209	0	Sole Source Transit Master Annual Maintenance Agreement 07 01 18 - 06 30 19	Contract Purchase Agreement	9/12/18	TRAPEZE SOFTWARE GROUP	\$ 352,217.00	Johnson, Theresa	Open	0
60646	0	18-SB-105089-CB Feeder Wire Rehabilitation & Substation Watrproofing at MO-05, Period of Performance July 24, 2018 - December 7, 2018	Standard Purchase Order	7/23/18	WISSEHR ELECTRIC, INC	\$ 318,880.00	Bonds, Charcita M	Open	15%
60412		18-RFP-104933-DR Gateway Arch Public Relations / Communication Agency Services - Period of Performance October 24, 2018 - October 23, 2023	Contract Purchase Agreement	7/10/18	COMMON GROUND PUBLIC RELATIONS	\$ 300,000.00	Rowey, Deborah M	Open	21%

**NEW CONTRACT AWARDS EXCEEDING \$100,000
JULY1, 2018 - DECEMBER 31, 2018**

<u>Number</u>	<u>Rev</u>	<u>Description</u>	<u>Type</u>	<u>Order Date</u>	<u>Supplier</u>	<u>Amount</u>	<u>Buyer</u>	<u>Closure Status</u>	<u>DBE Goal</u>
61557	0	18-RFQ-105523-BH WINTER STORM SUPPLIES	Standard Purchase Order	10/12/18	KIRKWOOD MATERIAL SUPPLY, INC.	\$ 240,750.00	Howard, Bryan L	Open	0
62081	0	18-RFP-105175-CB BSD Facility Pavement Maint & Mgmt Program, Period of Performance Dec. 1, 2018 - Sept. 30, 2019	Standard Purchase Order	11/16/18	THOUVENOT WADE AND MOERCHEN INC	\$ 194,922.71	Bonds, Charcita M	Open	7%
62200	0	19-RFQ-05523-BH Winter Supplies For Yr 2018 Period of Performance January 1, 2019 - April 30, 2019	Standard Purchase Order	11/30/18	GUNTHER SALT COMPANY	\$ 172,000.00	Howard, Bryan L	Open	0
62059	0	19-SB-105616-DH Project 2069 Batteries and Chargers One time buy	Standard Purchase Order	11/15/18	MATTHEW L. NAVARRO	\$ 131,600.00	Hill, Diana L	Open	100%
62485	0	19-RFQ-105763-CB Purchase of Unleaded Gasoline, Performance Period January 1, 2019 - March 31, 2019	Standard Purchase Order	12/20/18	PETROLEUM TRADERS CORPORATION	\$ 125,475.30	Bonds, Charcita M	Open	0
60538	0	18-SB-105249-CB Union Station Tunnel Asbestos Abatement, Period of Performance 7/16/2018 thru 10/12/2018	Standard Purchase Order	7/12/18	MIDWEST ASBESTOS ABATEMENT CORP	\$ 118,880.00	Bonds, Charcita M	Open	0

Contract Modifications 1st Qtr FY19

July 1, 2018 - December 31, 2018

Contract #	Task Order	Mod #	Description	Reason for Mod	Contractor	DBE %	Original Contract Amount	Value of Previous Mods	Mod Date	Mod Amount	Revised Contract Amount	Funding Source	# Days Extend	# of Extension to Date
13-RFP-5980-SG		15	Security & Fare Enforcement Services	Additional Funds Time Extension	Securitas Security Services USA, Inc	10%	\$ 3,235,705	\$ 18,700,980	08/14/18	\$ 4,971,414	\$ 26,908,098	Operations	180	1
14-SB-99550-SM/CG		5	MetroLink Station Cleaning	Exercise Option Yr 2 Additional work	Katsam Enterprises	15%	\$ 5,770,470	\$ 1,981,201	09/24/18	\$ 2,048,878	\$ 9,800,548	Operations	0	0
14-RFP-99536-DR		3	Temporary Help Services Exercise Option Year 2 Oct. 20, 2018 - Oct. 19, 2019	Option Yr 2	Above All, Manpower, Staffing Solutions, Stivers Staffing, Ultimate Staffing	0%	\$ 4,305,376	\$ 1,580,113	11/30/18	\$ 1,502,996	\$ 7,388,486	Operations	0	0
17-SB-104149-DR		8	Boyle Ave./CWE MetroLink Station - Facilities	Costs Related to Change Order 6	L. Keeley Construction	14%	\$ 6,405,349	\$ 51,676	12/13/18	\$ 99,091	\$ 6,556,116	MO-79-X004 and Cortex	0	0
17-SB-104149-DR		7	Boyle Ave./CWE MetroLink Station - Facilities	Additional Funds	L. Keeley Construction	14%	\$ 6,405,349	\$ 39,459	11/19/18	\$ 12,217	\$ 6,457,025	MO-79-X004 and Cortex	0	0
17-SB-104149-DR		6	Cortex Sub Platform Box and Conduit Revision	Change in Scope	L. Keeley Construction	14%	\$ 6,405,349	\$ (32,282)	08/21/18	\$ 70,741	\$ 6,443,808	MO-79-X004 and Cortex	0	0
17-SB-104149-DR		4	Boyle Ave./CWE MetroLink Station - Facilities	Additional Work Additional Funds	L. Keeley Construction	14%	\$ 6,405,349	\$ (33,879)	07/17/18	\$ 2,592	\$ 6,374,062	MO-79-X004 and Cortex	0	0
17-SB-104149-DR		5	Boyle Ave./CWE MetroLink Station - Facilities	Correction on Funds Total	L. Keeley Construction	14%	\$ 6,405,349	\$ (31,287)	07/17/18	\$ -	\$ 6,374,062	MO-79-X004 and Cortex	180	1
17-SB-104149-DR	CO 9,12, &13	3	Boyle Ave./CWE MetroLink Station - Facilities	Change in Scope	L. Keeley Construction	14%	\$ 6,405,349	\$ (118,910)	07/17/18	\$ 85,036	\$ 6,371,475	MO-79-X004 and Cortex	0	0
16-SB-101993-CB	CO6	6	Jefferson National Expansion Memorial Arch Transportation System Motor-Generator Set Replacement	Change in Scope	The Harlan Company	7%	\$ 5,002,100	\$ 604,331	07/02/18	\$ -	\$ 5,606,431	Operations	90	1

Contract Modifications 1st Qtr FY19

July 1, 2018 - December 31, 2018

Contract #	Task Order	Mod #	Description	Reason for Mod	Contractor	DBE %	Original Contract Amount	Value of Previous Mods	Mod Date	Mod Amount	Revised Contract Amount	Funding Source	# Days Extend	# of Extension to Date
16-SB-101846-DGR		5	Spruce Street Bridge Replacement	Change Orders and Credit Adjustments	Kozeny Wagner, Inc.	8.2%	\$ 5,283,793	\$ 263,096	10/29/18	\$ 49,739	\$ 5,596,628	MO-54-0001/Prop M	0	0
17-RFP-103314-DGR		1	Union Station Tunnel Rehabilitation Design Services	Change in Scope	Modjeski & Masters, Inc.	10%	\$ 4,432,067	\$ -	11/20/18	\$ 71,203	\$ 4,503,270	MO-54-0001 and Prop M	0	0
15-101402-TJ		4	Missouri & Illinois Railcar Cleaning	Exercise Option Yr 2	MERS Goodwill	15%	\$ 1,221,569	\$ 1,344,420	08/24/18	\$ 976,967	\$ 3,542,957	Operations	0	0
17-SB-103545-CB		1	Elevator Rehab - 6 Units - MO	Additional Expenses	The Harlan Company	0%	\$ 2,145,450	\$ -	12/10/18	\$ 258,119	\$ 2,403,569	FTA: MO-05-0028, MO-54-0001 & MO-90-X204	0	0
16-RFP-102633-CB		2	Track Maintenance Services	Base Yr 3	Ironhorse, Inc.	0%	\$ 489,944	\$ 779,557	08/03/18	\$ 780,252	\$ 2,049,752	Operations	0	0
14-RFP-99256-DAB		3	Brentwood Facility Cleaning	Exercise Option Yr 3	ISS Facility Services, Inc.	25%	\$ 791,168	\$ 791,168	07/02/18	\$ 395,584	\$ 1,977,919	Operations	0	0
14-SB-99459-TJ		3	DeBaliviere Center Cleaning	Exercise Option Yr 3 Additional Funds	ISS Facility Cleaning	15%	\$ 739,359	\$ 739,680	08/09/18	\$ 370,000	\$ 1,849,039	Operations	0	0
15-SB-101528-CG	Sole Source	2	Oracle Annual Maintnance E-Business Suite	Exercise Option Yr 2	Mythics, Inc.	0%	\$ 894,867	\$ 465,419	07/02/18	\$ 479,382	\$ 1,839,668	Operations	0	0
17-SB-104151-DGR		1	Boyle Avenue Station & CWE Platform Extension Package 2	Additional Work Time Extension	Railworks Track Services, Inc.	0%	\$ 1,808,394	\$ -	08/08/18	\$ -	\$ 1,808,394	MO-79-X004 Cortex	180	1
15-SB-101602-CG		2	Tree Maintenance Services	Exercise Option Yr 1	Happy Tree Service, LLC	0%	\$ 918,000	\$ 225,000	07/26/18	\$ 306,000	\$ 1,449,000	JNEM Beneficial Fund	0	0

Contract Modifications 1st Qtr FY19

July 1, 2018 - December 31, 2018

Contract #	Task Order	Mod #	Description	Reason for Mod	Contractor	DBE %	Original Contract Amount	Value of Previous Mods	Mod Date	Mod Amount	Revised Contract Amount	Funding Source	# Days Extend	# of Extension to Date
15-SB-101602-CG		3	Tree Maintenance Services	Administrative Change	Happy Tree Services, LLC	0%	\$ 918,000	\$ 531,000	09/06/18	\$ -	\$ 1,449,000	N/A	0	0
13-SB-5989-CB		6	Missouri Ground Maintenance & Landscaping Services	Time Extension	Ideal Landscape Management, Inc.	17%	\$ 465,948	\$ 728,459	07/13/18	\$ 105,000	\$ 1,299,407	Operations	180	2
13-SB-5990-CB		5	Illinois Ground Maintenance & Landscaping	Additional Funds	Ideal Landscape Management, Inc.	15%	\$ 386,710	\$ 663,541	07/13/18	\$ 100,000	\$ 1,150,251	Operations	90	1
17-SB-104164-BH		2	Brentwood Bus Cleaning	Additional Funds	Inex Services Inc.	11%	\$ 598,712	\$ 224,202	07/17/18	\$ 36,400	\$ 859,314	Operations	0	0
14-RFP-98761-DR		3	Health & Welfare Consultant Services	Option Yr 2	Arthur J. Gallagher & Co.	0%	\$ 427,000	\$ 160,934	11/05/18	\$ 142,000	\$ 729,934	Operations		
17-SB-103489-DAB		2	Central Main Facilities Cleaning Svcs	Exercise Option Yr 1 Additional Funds	LRL Commercial Cleaning	12%	\$ 443,026	\$ 56,400	09/24/18	\$ 221,060	\$ 720,486	Operations	0	0
18-SB-104767-CG		1	Fire Extinguisher Services	Additional Funds to Base Yr 1	Weber Fire & Safety	0%	\$ 592,296	\$ -	11/15/18	\$ 47,915	\$ 640,211	Operations	0	0
13-SB-6013-TJ		4	Missouri Yards & Shop Facility Cleaning	2nd 90 Day Extension	World Management	17%	\$ 333,542	\$ 249,361	11/02/18	\$ 27,000	\$ 609,903	Operations	90	1
13-SB-6013-TJ		3	Missouri Yards & Shop Facility Cleaning	Additional Funds Time Extension	World Management	17%	\$ 333,542	\$ 222,361	08/22/18	\$ 27,000	\$ 582,903	Operations	90	1
17-SB-104153-CG		3	Boyle Avenue Station and CWE Platform Extension Package 4 - Communications	Time Extension	Sachs Electric Company	9%	\$ 540,645	\$ -	07/19/18	\$ -	\$ 540,645	FTA MO-79-X004 Cortex	180	2

Contract Modifications 1st Qtr FY19

July 1, 2018 - December 31, 2018

Contract #	Task Order	Mod #	Description	Reason for Mod	Contractor	DBE %	Original Contract Amount	Value of Previous Mods	Mod Date	Mod Amount	Revised Contract Amount	Funding Source	# Days Extend	# of Extension to Date
16-SB-102814-TJ		3	North County Transit Center Cleaning	Exercise Option Yr 2 Change in scope	MERS Goodwill	10%	\$ 140,483	\$ 153,283	07/27/18	\$ 243,782	\$ 537,548	Operations	90	1
18-RFP-104576-SG		1	Passenger Counting & Surveying	Exercise 2 Option Yrs	Above All Personnel	10%	\$ 165,800	\$ -	10/01/18	\$ 165,755	\$ 331,555	Operations	0	0
18-SB-105089-CB		1	Feeder Wire Rehabilitation & Substation Waterproofing at MO-05	90 Day Extension	Wissehr Electric, Inc.	15%	\$ 318,880	\$ -	12/06/18	\$ -	\$ 318,880	FTA MO-90-X231 & Prop M	90	1
18-SB-104776-DGR		1	JNEM Site Signage	Time Extension	The Harlan Company	0%	\$ 316,900	\$ -	07/25/18	\$ -	\$ 316,900	JNEM Beneficial Fund	106	1
16-SB-102491-TJ		2	Uniform Rental & Cleaning Services	Exercise Option Yr 1	Aramark	0%	\$ 167,773	\$ 35,000	08/14/18	\$ 107,297	\$ 310,070	Operations	1	0
15-RFP-101423-SG		4	Temporary Employee Services for Quality Control Observation (Spotter)	Exercise Option Yr 1	Above All Personnel	0%	\$ 50,650	\$ 195,300	07/02/18	\$ 50,650	\$ 296,600	Operations	0	0
17-SB-103729-CG		2	Oracle Analytics Software/Maintenance	Annual Maintenance	Mythics, Inc	0%	\$ 198,851	\$ 36,934	10/30/18	\$ 38,042	\$ 273,828	01.5040.50499 68.0000	0	0
16-RFP-102859-DR		4	Pre-Employment Background Investigation Services Exercise Option Year 2 - October 26, 2018 - October 25, 2019	Option Yr 2	AccuSource, Inc.	0%	\$ 75,000	\$ 107,000	11/27/18	\$ 75,000	\$ 257,000	Operations	0	0

Contract Modifications 1st Qtr FY19

July 1, 2018 - December 31, 2018

Contract #	Task Order	Mod #	Description	Reason for Mod	Contractor	DBE %	Original Contract Amount	Value of Previous Mods	Mod Date	Mod Amount	Revised Contract Amount	Funding Source	# Days Extend	# of Extension to Date
17-SB-104294-TJ		1	St. Clair Yards & Shops	Additional Work	MERS Goodwill	10%	\$ 219,963	\$ -	09/18/18	\$ 15,000	\$ 234,963	Operations	0	0
17-RFP-103939-SG		1	Bi-State Development Broker of Record Service	Base Yr 2 Additional Funding	McGriff, Seibels & Williams	0%	\$ 199,500	\$ -	11/15/18	\$ 14,000	\$ 213,500	Operations	0	0
17-RFP-103340-MD		1	On Call Public Relations and Community Engagement Support	Exercise Option Yr 1	The Hauser Group, Inc.	N/A	\$ 66,667	\$ -	09/25/18	\$ 120,000	\$ 186,667	Operations	0	0
16-RFP-102859-DR		3	Pre-Employment Background Investigation Services	Additional Funds	AccuSource, Inc.	0%	\$ 75,000	\$ 75,000	07/31/18	\$ 32,000	\$ 182,000	Operations	0	0
15-RFQ-101636-TJ		1	Fuel Price Risk Management Consulting Services	Exercise Option Yr 1	Linwood Capital LLC	0%	\$ 126,000	\$ -	08/10/18	\$ 42,000	\$ 168,000	Operations	0	0
16-RFP-102703-SG		2	Testing of Fire Protection Systems	Exercise Option Yr 1	Gateway Fire Protection Systems	0%	\$ 43,732	\$ 69,565	07/02/18	\$ 50,052	\$ 163,349	Operations	0	0
16-RFP-102111-CG	14	2	On Call GEC Services/Multiple Disciplines - Task Order #14 - Modification #2 Union Station Asbestos Inspection and Monitoring Services - Union Station Tunnel	Additional Funds	Jacobs Engineering	0%	\$ 500,000	\$ (400,000)	11/15/18	\$ 55,536	\$ 155,536	MO-54-001 Prop M	0	0

Contract Modifications 1st Qtr FY19

July 1, 2018 - December 31, 2018

Contract #	Task Order	Mod #	Description	Reason for Mod	Contractor	DBE %	Original Contract Amount	Value of Previous Mods	Mod Date	Mod Amount	Revised Contract Amount	Funding Source	# Days Extend	# of Extension to Date
18-SB-104831-MD		1	Phase 5 ADA MO MetroBus Stop Enhancement	Contract Correction	Raineri Construction LLC.	0%	\$ 143,336	\$ -	07/12/18	\$ -	\$ 143,336	MO-57-X006 Prop M	0	0
18-SB-104831-MD		2	Phase 5 ADA MO MetroBus Stop Enhancement	Change in Scope	Raineri Construction LLC.	0%	\$ 143,336	\$ -	07/27/18	\$ (6,475)	\$ 136,861	MO-57-X006 Prop M	0	0
18-SB-105249-CB		1	Union Station Tunnel Asbestos Abatement	Change in Scope	Midwest Service Group	0%	\$ 118,880	\$ -	11/05/18	\$ 7,274	\$ 126,154	Operations	0	0
18-RFQ-105059-MD		1	Emerson and Fairview Heights Track Z-Crossing	Change in Scope	The Harlan Company	0%	\$ 111,700	\$ -	10/19/18	\$ 6,968	\$ 118,668	MO-54_0001 & SCCTD	0	0
17-RFP-103340-MD		1	On Call Public Relations and Community Engagement Support	Additional Funds Additional Work	The Vandiver Group, Inc.	0%	\$ 66,667	\$ -	08/02/18	\$ 51,000	\$ 117,667	Operations	0	0
18-RFQ-105025-MD	6	1	Treasury Application and Process Specialist	Additional Funds/Time Extention	Nexgen Consulting, Inc.	0%	\$ 90,000	\$ -	11/05/18	\$ 14,400	\$ 104,400	Operations	60	1

Prevailing Wage Report Fiscal Year 2019 - October 1, 2018 - December 31, 2018

Project: 16-SB-102360-CB METRO DOWNTOWN TRANSIT CENTER - FTA GRANT NO# MO-04-0013; MO-90-X296; MO-95-X261

Project Control ID: Is Community Hiring Goal a Requirement: No

Prime Contractor	Subcontract	Sub Subcontractor	Sub Sub Subcontractor	Sub Sub Sub Subcontractor
-------------------------	--------------------	--------------------------	------------------------------	----------------------------------

3148948888

KCI Construction

Start Date: **04/13/2016**

End

10/03/2017

Contract Amount: **\$7,267,000.00**

10315 Lake Bluff Drive ,
St. Louis , MO 63123

314.535.6063

Acme Glass

Start Date: **02/15/2017**

6369490605

ACOUSTICAL CEILINGS INC

Start Date: **05/01/2017**

3147766686

Allied Waterproofing Company, Inc.

Start Date: **03/01/2017**

636-937-7500

Blakely Sheet Metal, LLC

Start Date: **02/01/2017**

6362835031

C2 Service Group

Start Date: **05/01/2018**

3142925069

Coatings Unlimited

Start Date: **09/28/2018**

314-741-1637

Control Line, Inc.

Start Date: **07/01/2017**

636-343-5769	CR Painting and More, Inc	Start Date: 06/15/2017
3144862038	D&L Painting and Drywall, LLC	Start Date: 03/01/2017
3145341030	David Mason & Associates	Start Date: 05/01/2018
3142003550	Enterprise Industrial Construction	Start Date: 07/15/2016
314-329-9300	Flooring Systems	Start Date: 06/01/2017
314-892-7622	Gateway Fire Protection Systems, Inc	Start Date: 05/01/2017
3149977440	GEOTECHNOLOGY, INC.	Start Date: 06/01/2016
6364091115	Hawkins Construction & Flatwork Contracting	Start Date: 07/21/2017
3145346664	ICS CONSTRUCTION SERVICES	Start Date: 06/01/2017
314-658-5203	Kaemmerlen Electric Company	Start Date: 04/25/2016
3148723400	KMEIER Roof Systems, Inc	Start Date: 01/02/2017

618-277-4280	MAYER LANDSCPAING INC	Start Date: 06/01/2016
3148431000	Merlo Plumbing Co Inc	Start Date: 09/19/2016
3143618090	MISSOURI TERRAZZO	Start Date: 12/01/2016
8477053863	Penn Services LLC	Start Date: 11/01/2016
6363494990	RF MEEH CO	Start Date: 04/15/2017
3146441666	Scally Waterproofing	Start Date: 11/20/2016
5733925554	SURECUT LAWCARE LLC	Start Date: 03/01/2017
(636) 970-2710	XL Contracting Inc.	Start Date: 07/01/2016

314-534-1030	DAVID MASON & ASSOC	Start Date: 08/01/2016
--------------	---------------------	------------------------

Contract Amount: \$0.00

Project: 17-SB-103454-CB ELEVATOR REHAB - 8 UNITS - MO (FTA GRANTS MO-05-0028, MO-54-0001 AND PROP M)

Project Control ID: Is Community Hiring Goal a Requirement: No

Prime Contractor Subcontract Sub Subcontractor Sub Sub Subcontractor Sub Sub Sub Subcontractor

3148902351

THE HARLAN COMPANY

Start Date: 05/26/2017 End 07/31/2018

Contract Amount: \$2,145,450.00

1515 PAGE INDUSTRIAL BLVD. ,
ST. LOUIS , MO 63132

314-522-9400			
All American Painting Company	Start Date: 02/19/2018	End Date: 09/06/2018	
	Contract Amount: \$23,694.00		
6363431211			
Aschinger Electric	Start Date: 02/19/2018	End Date: 09/06/2018	
	Contract Amount: \$179,920.00		
3147710868			
BEETZ PLUMBING	Start Date: 04/16/2018		
3146311554			
Degenhardt Heating & Cooling, Inc.	Start Date: 02/19/2018	End Date: 09/06/2018	
	Contract Amount: \$184,695.00		
9729635273			
ThyssenKrupp Elevator Corp.	Start Date: 02/14/2018	End Date: 09/06/2018	
	Contract Amount: \$1,100,246.00		
3149910800			
THYSSENKRUPP ELEVATOR CORPORATION	Start Date: 02/14/2018	End Date: 09/06/2018	
	Contract Amount: \$1,100,246.00		

Project: 17-SB-104149-DR - BOYLE - CENTRAL WEST END METROLINK STATION - FACILITIES (FTA GRANT MO-79-X004 AND

Project Control ID: Is Community Hiring Goal a Requirement: No

Prime Contractor	Subcontract	Sub Subcontractor	Sub Sub Subcontractor	Sub Sub Sub Subcontractor
-------------------------	--------------------	--------------------------	------------------------------	----------------------------------

3144215933				
L. Keeley	Start Date: 06/29/2017	End 10/31/2018		
	Contract Amount: \$6,405,349.00			

500 South Ewing Avenue , Suite G
St. Louis , MO 63103

3147850078	
BRK ELECTRICAL CONTRACTORS LLC	Start Date: 07/03/2017

6363524818	Contract ID: 17020-03	
Brandt Contracting, Inc.	Start Date: 07/01/2017	End Date: 08/01/2017
	Contract Amount: \$75,789.00	
6363495999	Contract ID: SC#17020-01	

GERSTNER ELECTRIC		Start Date: 06/23/2017	End Date: 05/31/2018
3148927550		Contract Amount: \$377,037.00	
Sager & Son		Contract ID: 17020-03	
		Start Date: 07/01/2017	End Date: 08/01/2017
		Contract Amount: \$9,460.00	
618-274-0105	BUMPY'S STEEL ERECTION LLC	Start Date: 07/03/2017	
3147716200	Corrigan Company Mechanical Contractors	Start Date: 05/02/2018	
6369378300	D & S FENCING CO INC	Start Date: 07/03/2017	
LC9738124	D&S Fencing Co., Inc	Start Date: 07/03/2017	
314-291-1111	DRILLING SERVICE CO	Start Date: 02/20/2018	
3148436030	Kupferer Brothers Ironworks, Inc.	Start Date: 03/02/2018	
3142802800		Start Date: 02/08/2018	
St. Louis Steel			
3144233338	Lorenz and Associates, Inc.	Start Date: 03/02/2018	
618-277-4280	MAYER LANDSCPAING INC	Start Date: 07/03/2017	
3147739954	Mechanical Solutions	Start Date: 11/01/2017	

636-257-3701

Precision Daylighting, Inc.

Start Date: **05/02/2018**

End Date: **05/02/2018**

6365197770

ROSCH Co

Start Date: **06/20/2018**

(636) 978-7770

ROSCH COMPANY

Start Date: **03/26/2018**

6036214090

SPAN SYSTEMS, INC.

Start Date: **07/03/2017**

636332889

ST. CHARLES GLASS & GLAZING

Start Date: **07/09/2018**

6364753500

THOMAS INDUSTRIAL COATINGS,
INC.

Start Date: **03/05/2018**

6362257800

Traffic Control Company

Start Date: **07/03/2017**

3142976968

Trinity Masonry

Start Date: **01/10/2018**

Project: 17-SB-104151-DGR BOYLE AVE. STATION & CWE PLATFORM EXTENSION PACKAGE 2 - TRACK (MO-79-X004 AND C

Project Control ID: Is Community Hiring Goal a Requirement: No

Prime Contractor

Subcontract

Sub Subcontractor

Sub Sub Subcontractor

Sub Sub Sub Subcontractor

3142912233

RAILWORKS TRACK SERVICES

Start Date: **10/12/2017**

End

06/30/2018

Contract Amount: **\$1,808,394.00**

4301 BRIDGETON INDUSTRIAL DRIVE ,

3144215933				
L. Keeley			Start Date: 03/26/2018	
3143812277				
N & J RAILROAD CONTRACTING			Start Date: 05/07/2018	

Project: 17-SB-104152-CB BOYLE AVE STN AND CWE PLATFORM EXT PACKAGE 3 -SIGNALS FTA GRANT MO-79-X004 AND C

Project Control ID: Is Community Hiring Goal a Requirement: No

Prime Contractor	Subcontract	Sub Subcontractor	Sub Sub Subcontractor	Sub Sub Sub Subcontractor
6183987575				
WISSEHR ELECTRICAL CONTRACTORS			Start Date: 07/30/2017	End 07/31/2018
			Contract Amount: \$726,787.03	
P.O. BOX 23798 ,				
BELLEVILLE , IL 62223				

Project: 17-SB-104153-CG BOYLE AVE STN AND CWE PLATFORM EXT PKG 4 - COMMUNICATIONS FTA GRANT MO-79-X004 &

Project Control ID: Is Community Hiring Goal a Requirement: No

Prime Contractor	Subcontract	Sub Subcontractor	Sub Sub Subcontractor	Sub Sub Sub Subcontractor
3145322000				
SACHS ELECTRIC			Start Date: 08/23/2017	End 03/01/2018
			Date:	
PO BOX 96 ,				
ST. LOUIS , MO 63166				

3144205550				
Pearl Street Electric			Start Date: 08/18/2017	

Project: 17-SB-104494-CB, REPAIR & REPLACE CONCRETE AT DEBALIVIERE BUS FACILITY FTA GRANT MO-90-X296 & PROP

Project Control ID: Is Community Hiring Goal a Requirement: No

Prime Contractor	Subcontract	Sub Subcontractor	Sub Sub Subcontractor	Sub Sub Sub Subcontractor
6183379494				
L. KEELEY CONSTRUCTION, INC.			Start Date: 08/16/2017	End 12/31/2017

Contract Amount: \$287,927.75

2901 FALLING SPRINGS RD ,
SAUGET , IL 62206

3144215933

L. Keeley

Start Date: 08/28/2017

End 12/31/2017

Contract Amount: \$287,927.75

500 South Ewing Avenue , Suite G
St. Louis , MO 63103

3145962311

JR CONCRETE SERVICES LLC

Start Date: 08/21/2017

Project: 18-RFQ-105059-MD EMERSON PARK AND FAIRVIEW HEIGHTS - Z CROSSING GATES (MO-57-X006 and PROP M)

Project Control ID: Is Community Hiring Goal a Requirement: No

Prime Contractor **Subcontract** **Sub Subcontractor** **Sub Sub Subcontractor** **Sub Sub Sub Subcontractor**

3148902351

THE HARLAN COMPANY

Start Date: 05/01/2018

End 08/01/2018

Contract Amount: \$111,700.00

1515 PAGE INDUSTRIAL BLVD. ,
ST. LOUIS , MO 63132

6363431211

Aschinger Electric

Start Date: 05/01/2018

End Date: 08/01/2018

Contract Amount: \$22,981.00

Project: 18-SB-104831-MD PHASE 5 ADA MISSOURI METROBUS STOP ENHANCEMENT PROJECT - FTA GRANT FUNDED - MO-5

Project Control ID: Is Community Hiring Goal a Requirement: No

Prime Contractor **Subcontract** **Sub Subcontractor** **Sub Sub Subcontractor** **Sub Sub Sub Subcontractor**

3146675913

RAINERI CONSTRUCTION

Start Date: 04/05/2018

End 07/31/2018

Contract Amount: \$143,336.00

1300 Hampton Avenue Ste 200 ,
ST. LOUIS , MO 63109

Project: 18-SB-104938-CB ELECTRICAL INSTALLATION - ILLINOIS SECURITY GUARD SHACKS (MO-90-X296 AND SCCTD)

Project Control ID: Is Community Hiring Goal a Requirement: No

Prime Contractor	Subcontract	Sub Subcontractor	Sub Sub Subcontractor	Sub Sub Sub Subcontractor	
6183987575					
WISSEHR ELECTRICAL CONTRACTORS			Start Date: 03/26/2018	End 06/26/2018	
			Contract Amount: \$66,860.00		
P.O. BOX 23798 ,					
BELLEVILLE , IL 62223					
Project: 18-SB-105089-CB FEEDER WIRE REHABILITATION AND SUBSTATION WATERPROOFING AT MO-05					
Project Control ID: Is Community Hiring Goal a Requirement: No					
Prime Contractor	Subcontract	Sub Subcontractor	Sub Sub Subcontractor	Sub Sub Sub Subcontractor	
6183987575					
WISSEHR ELECTRICAL CONTRACTORS			Start Date: 07/24/2018	End 12/07/2018	
			Contract Amount: \$318,800.00		
P.O. BOX 23798 ,					
BELLEVILLE , IL 62223					
	6369378300				
	D & S FENCING CO INC		Start Date: 10/01/2018		
			Contract Amount: \$26,420.00		
Project: 18-SB-105153-CG Rehab & Overlay Repair Illinois Bus Facility Training Lot - FTA Funding MO-90-X296					
Project Control ID: Is Community Hiring Goal a Requirement: No					
Prime Contractor	Subcontract	Sub Subcontractor	Sub Sub Subcontractor	Sub Sub Sub Subcontractor	
3145677997					
BYRNE & JONES CONSTRUCTION INC.			Start Date: 06/25/2018	End 10/01/2018	
			Contract Amount: \$211,900.00		
11745 REAR LACKLAND ,					
ST. LOUIS , MO 63146					
Project: 18-SS-104906-CB Emergency Temporary Shoring of Union Station Tunnel					
Project Control ID: Is Community Hiring Goal a Requirement: No					
Prime Contractor	Subcontract	Sub Subcontractor	Sub Sub Subcontractor	Sub Sub Sub Subcontractor	
6183379494					
L. KEELEY CONSTRUCTION, INC.			Start Date: 01/06/2018	End 04/30/2018	
			Contract Amount: \$100,000.00		

2901 FALLING SPRINGS RD ,
SAUGET , IL 62206

Project: 18-SS-104908-CB Temporary Shoring & Barrier Curbs at Delmar Station

Project Control ID: Is Community Hiring Goal a Requirement: No

Prime Contractor **Subcontract** **Sub Subcontractor** **Sub Sub Subcontractor** **Sub Sub Sub Subcontractor**

3148902351
THE HARLAN COMPANY
Start Date: 01/06/2018 End 03/31/2018
Contract Amount: \$50,000.00

1515 PAGE INDUSTRIAL BLVD. ,
ST. LOUIS , MO 63132

Project: 18-SS-105288-CB CROSS COUNTY HANLEY BRIDGE - STEEL REPAIR (OPERATIONAL FUNDING)

Project Control ID: Is Community Hiring Goal a Requirement: No

Prime Contractor **Subcontract** **Sub Subcontractor** **Sub Sub Subcontractor** **Sub Sub Sub Subcontractor**

6362963300
ST. LOUIS BRIDGE COMPANY
Start Date: 05/23/2018 End 07/31/2018
Date:

655 LANDMARK DRIVE ,
ARNOLD , MO 63010

**PROCUREMENT CARD PROGRAM
ADMINISTRATIVE REVIEW STATICS
JULY 1, 2017 - June 30, 2018**

	1ST QUARTER FY19		2nd QUARTER FY19		FY2019 YTD TOTAL	
	TRANSACTION COUNT	TRANSACTION AMOUNT	TRANSACTION COUNT	TRANSACTION AMOUNT	TRANSACTION COUNT	TRANSACTION AMOUNT
TOTAL TRANSACTIONS	4067	\$ 1,393,988	3931	\$ 1,379,514	7998	\$ 2,773,501
TRANSACTIONS REVIEWED	4067	\$ 1,393,988	3931	\$ 1,379,514	7998	\$ 2,773,501
PERCENTAGE REVIEWED	100%	100%	100%	100%	100%	100%
TRANSACTIONS INVESTIGATED	11	\$ 17,679	27	\$ 33,239	38	\$ 50,918
PERCENTAGE OF TOTAL INVESTIGATED	0.3%	1.3%	0.7%	2.4%	0.5%	1.8%
CONFIRMED PROCEDURAL VIOLATIONS	0 TRANS 0 INCIDENTS	\$ -	0 TRANS 0 INCIDENTS	\$ -	0 TRANS 0 INCIDENTS	\$ -
CONFIRMED VIOLATION PERCENTAGE OF TOTAL	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%
TRANSACTIONS WITH SALES TAX	36	\$ 387	26	\$ 206	62	\$ 593
SALES TAX CHARGED	22	\$ 152	21	\$ 141	43	\$ 293
PERCENTAGE OF TOTAL TRANSACTIONS WITH SALES TAX	0.9%	0.0%	0.7%	0.0%	0.8%	0.0%
REFUNDED SALES TAX	14	\$ 235	5	\$ 65	19	\$ 300

**Bi-State Development
Open Session Agenda Item
Board of Commissioners
April 26, 2019**

From: Taulby Roach, President and Chief Executive Officer
Subject: **Pension Plans, 401(k) Retirement Savings Program and OPEB Trust Investment Performance Update as of December 31, 2018**
Disposition: Information
Presentation: Charles A. Stewart, Jr., EVP, Organizational Effectiveness

Objective:

To present to the Board of Commissioners the Pension Plan, 401(k) Retirement Savings Program and OPEB Trust Investment Performance Update as of December 31, 2018.

Background:

Year to Date December 31, 2018, Pension Plans, 401(k) Retirement Savings Program and OPEB Investment Performance Reports were presented to the respective trustees by Ellwood Associates at the February 2019 trustee meetings.

Analysis:

BSD 401(k) Retirement Savings Program

- Total 401(k) Program assets are \$53.3M as of the end of calendar year 2018. This is down \$1.5M from calendar year end 2018 at \$54.8M, due primarily to Q4 adverse market conditions.
- During calendar year 2018, the Plan saw \$4.9M in new contributions representing vesting employer only contributions, employee elective contributions and their corresponding employer match. The inflows during 2018 were slightly higher than last year's contribution rate of \$4.4M.
- Allocations to individual funds and asset types remain relatively unchanged from the beginning of the year. The T. Rowe Price Lifecycle Funds continue to grow in popularity with 29% of all participant money now held in these funds. Next is the Vanguard Index Fund with \$11.8M in participant money or 19% of total assets. The Dodge & Cox Balanced Fund (12%) and T. Rowe Price Stable Value Fund (11%) both also have significant participation.
- Ellwood Associates made a recommendation to replace small/mid cap fund manager Vaughn Nelson with EARNEST Partners Small Cap Value Fund and the trustee committee approved. Participants will be notified in March 2019 with the change effective April 1, 2019.
- At the direction of the trustee committee, Ellwood Associates reviewed bids for record-keeping services and negotiated a 30% reduction in fees, bringing Lincoln Financial Group within current competitive market pricing.

Salaried Pension Plan

- As of December 31, total Plan assets were \$67.7M, up by \$0.2M since the beginning of the calendar year.
- Cash flows are positive for the year. A total of \$8.1M in new contributions was offset by outflows of \$4.9M.
- The Portfolio declined by 4.2% or by \$3M during the calendar year 2018. Since inception dating back to 1988, the Total Portfolio has gained 7.3% outpacing its benchmark by 40 basis points. The Portfolio also outperformed its current actuarial return target of 7.0%.
- Ellwood Associates made a recommendation to replace small/mid cap fund manager Vaughn Nelson with EARNEST Partners Small Cap Value Fund and an asset rebalancing recommendation to move the Portfolio more in line with its stated investment targets, both of which the trustee committee approved. All transactions completed in February 2019.

IBEW Pension Plan

- As of December 31, total Plan assets were \$5.2M, declining \$0.2M since the beginning of the calendar year. With the exception of 2018, Total Portfolio Market values have steadily increased over the past 7 years – in 2008 the market value fell to \$1.1M, but has quadrupled since reaching the market bottom. Now that the Plan is fully funded the special contributions by BSD and IBEW have expired, cash flows into the Plan have moderated.
- The Portfolio declined 4.8% during the calendar year 2018. The IBEW Pension Trust has strong long-term performance gaining +5.8% and +4.3% over the trailing 3- and 5-year periods, respectively. Since inception the Plan has gained +6.4%. The Portfolio's current actuarial return target is 7.0%.
- Ellwood Associates made a recommendation to replace small/mid cap fund manager Vaughn Nelson with EARNEST Partners Small Cap Value Fund and an asset rebalancing recommendation to move the Portfolio more in line with its stated investment targets, both of which the trustee committee approved. All transactions completed in February 2019.

ATU 788 Pension Plan

- Total Plan assets are now \$127.9M – down by \$11.8M, since the beginning of the calendar year. Fund flows over the past few years have been consistently negative and 2018 continued this trend. Calendar year cash inflows of \$15.5M were less than outflows of \$16.4M. The Portfolio experienced investment losses of \$10.9M for the calendar year.

- Through December 31, the Portfolio has declined 7.0%. Longer term performance remains favorable, gaining +5.1% and +4.0% over the trailing 3- and 5-year periods, respectively. Since inception, the Plan has gained +5.9% compared to +6.0% for its benchmarks. The Portfolio's current actuarial return target is 7.0%.
- Ellwood Associates made a recommendation to replace small/mid cap fund manager Vaughn Nelson with EARNEST Partners Small Cap Value Fund and Argent Large Cap Growth Fund with Edgewood Large Cap Growth Fund, both of which the trustee committee approved. All transactions completed in February 2019.

OPEB Trust

- The Trust ended the 2018 calendar year with a total Portfolio market value of \$29.9M, which is a \$0.9M increase over the prior year.
- Through December 31, the total Portfolio declined 6.5%, equating to -\$2.1M in investment losses, since the beginning of the year. Longer term performance remains favorable, gaining +3.7% over the trailing 3 year period. Since the Portfolio inception on January 1, 2014, it has returned 3%. The Portfolio's actuarial assumption target is 6%. Ellwood stated continued confidence in the program's overall long term asset allocation and structure. The Portfolio continues to be well positioned to achieve its objectives.
- The Portfolio's Blackstone Hedged Equity Offshore Fund is scheduled to shut down. Ellwood made a recommendation, and the trustee committee approved, to replace it with the Blackstone Partners Fund, which has generated solid returns over all time periods and serves as a strong diversifier to the currently held Blackstone Park Ave. Non-Taxable hedge fund. The transaction completed in February 2019.

Funding Source:

The pension plans and 401(k) retirement savings programs are funded by employer and employee contributions. The OPEB Trust is funded solely through the operating budget.

Board Action Requested:

This item was provided for information only at the Combined Operations Committee / Audit, Finance & Administration Committee Meeting on March 26, 2019. No action is required.