



Board of Commissioners  
Open Meeting  
September 27, 2019  
8:00 a.m.

## Open Session Agenda

## Notice of Meeting and Agenda

**Bi-State Development  
Board of Commissioners  
Friday, September 27, 2019, 8:00 a.m.**

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

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

<b>Agenda</b>	<b>Disposition</b>	<b>Presentation</b>
1. Call to Order	Approval	Chair Buehlhorn
2. Roll Call	Quorum	M. Bennett
3. Public Comment*	Information	Chair Buehlhorn
4. Minutes of the June 28, 2019 Board of Commissioners, Open Meeting	Approval	Chair Buehlhorn
5. Minutes of the August 20, 2019 Board of Commissioners, Special Meeting	Approval	Chair Buehlhorn
6. Minutes of the September 3, 2019 Executive Committee Open Meeting	Approval	Chair Buehlhorn
7. Minutes of the September 12, 2019 Executive Committee Open Meeting	Approval	Chair Buehlhorn
8. Treasurer's Report	Information	Commissioner Holman
9. Report of the President	Information	T. Roach
(a) CMT – 35 <sup>th</sup> Anniversary Recognition		
(b) Security Update		
10. Report of the Combined Operations Committee and Audit, Finance, & Administration Committee	Information	Commissioner Holman
11. Adjustment of Consent Agenda	Information	Chair Buehlhorn
12. Consent Agenda	Approval	Chair Buehlhorn
(a) St. Louis Regional Freightway 2020 Multimodal Transportation Project List (Operations Committee Recommends Approval) (Resolution #988)	Approval	M. Lamie
(b) Memorandum of Understanding between the Missouri Department of Social Services MO HealthNet Division and the Bi-State Development Agency of the Missouri-Illinois Metropolitan District (Operations Committee Recommends Approval) (Resolution #989)	Approval	J. Mefford-Miller / J. Butler

Agenda	Disposition	Presentation
(c) Contract Award: Central States – Purchase of Paratransit Vans (Operations Committee Recommends Approval) (Resolution #990)	Approval	J. Mefford-Miller / L. Jackson / D. Curry
(d) Union Station Tunnel, Design Services Contract Modification, Modjeski and Masters (Operations Committee Recommends Approval) (Resolution #991)	Approval	J. Mefford-Miller / C. Poehler / T. Nittler
(e) Contract Modification: Contract Extension with Blue Sky Apparel for Supply of Metro Transit Management Uniforms and Accessories (Operations Committee Recommends Approval) (Resolution #992)	Approval	J. Mefford-Miller / L. Jackson / G. Smith
(f) Sole Source Contract Award – Indra Sistemas S.A. (Indra USA) for PCI Compliant Software/ Hardware Upgrade to Ticket Vending Machines (Operations Committee Recommends Approval) (Resolution #993)	Approval	L. Jackson / K. Kinkade / J. Schifferdecker / G. Smith
(g) Contract Award: Cellular Phone Services (Operations Committee Recommends Approval) (Resolution #994)	Approval	L. Jackson / K. Kinkade / G. Smith
(h) Contract Award – Life & Disability Insurance (Audit, Finance, & Administration Committee Recommends Approval) (Resolution #995)	Approval	C. Stewart / G. Smith / A. Dunn
13. Bus Stop Signage Replacement Project (Operations Committee Recommends Approval) (Resolution #996)	Approval	J. Mefford-Miller / L. Jackson / G. Smith
14. Revisions to Board Policy, Chapter 100 - Compliance Program (Operations Committee Recommends Approval) (Resolution #997)	Approval	B. Enneking / K. Swagler
15. Financial Statements (Presented to Combined Operations and Audit, Finance, & Administration Committee)	Information	M. Vago
16. Procurement Report (Presented to Combined Operations and Audit, Finance, & Administration Committee)	Information	G. Smith
17. Ad Hoc Security Committee		
(a) Formation of Committee	Approval	Chair Buehlhorn
(b) Appointment of Committee Members	Information	Chair Buehlhorn
18. Security Discussion	Information	Commissioner Request
19. Unscheduled Business	Approval	Chair Buehlhorn
20. Call of Dates for Future Committee Meetings	Information	M. Bennett
21. Adjournment to Executive Session:	Approval	Chair Buehlhorn
<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);</i>		



Agenda	Disposition	Presentation
<i>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>		

**\* 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 Committee.

**Open Session Item**

**4**

**BI-STATE DEVELOPMENT  
BOARD OF COMMISSIONERS MEETING  
OPEN SESSION MINUTES  
FRIDAY, JUNE 28, 2019**

**Board Members in Attendance**

**Missouri**

Constance Gully, Chair  
Aliah Holman, Treasurer  
Vernal Brown  
Rose Windmiller, via phone  
Fred Pestello, absent

**Illinois**

Michael S. Buehlhorn, Vice-Chair  
Justin Zimmerman, Secretary, via phone  
Irma Golliday, via phone  
Derrick Cox, absent  
Herbert Simmons, 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  
Patti Beck, Director Communications  
Jason Powell, Sergeant  
Jerry Vallely, External Communications Manager  
Jamie Kenyen, General Maintenance Mechanic  
Ray Macias, Manager Help Desk/Office Services  
Dean Monroe, Bus Operator  
Michael Gibbs, Manager Financial Operations & Business Operations  
Mark Vago, Sr. VP Chief Financial Officer  
Charles Stewart, Executive Vice President, Organizational Effectiveness  
Tamara Fulbright, Sr. Director Financial Planning & Treasury  
Angela Staicoff, Sr. Internal Auditor  
Kelli Fitzpatrick, Sr. Internal Auditor/PT  
Sally Bender, Internal Auditor PT  
Brenda Krieger, Executive Assistant  
Larry Jackson, Executive Vice President Administration  
Cleo Billingsley, Bus Operator  
Scott Grott, General Manager MetroLink  
Gary Smith, VP Procurement & Inventory Management  
Kent Swagler, Director Corporate Compliance & Ethics  
Mary Lamie, Executive Vice President of Multi Modal Enterprises  
Jackie Covington, Capital Budget Administrator & Analyst  
David Toben, Director of Benefits  
Virginia Alt-Hildebrandt, Manager Administrative Services  
Larry Rusbarsky, Director Financial Planning & Budget  
Shane Jennings, Manager IT ERP Systems

John Langa, Vice President Economic Development  
Gregory Smith, VP Procurement & Inventory Management  
Tim Nittler, Director Capital Projects  
Trenise Winters, General Manager MetroBus  
Ted Zimmerman, VP Marketing & Communication  
Nichelle Young, Bus Operator  
Kathy Brittin, Director Risk Management Safety & Claims  
Diana Bentz, Vice President Organizational Effectiveness  
Jessica Gershman, Assistant Executive Director Planning & Systems  
Judonne Franklin, Bus Operator  
Virgie L. Chaffen, Jr., Director Labor Relations  
Jessica Mefford-Miller, Executive Director Metro Transit

**Others in Attendance**

Erica M. Brooks, Saving Suburban & Dale Ave, Bus Route #79  
Gabriel Cornelius, Saving Suburban & Dale Ave, Bus Route #79  
Misty Jordan, ATU Local 788  
Gary Sneed, ATU Local 788  
D. Bingham, ATU Local 788  
D. Elliot, ATU Local 788  
K. Stuffer, ATU Local 788  
Mitch Eagles, Stag  
Kim Cella, CMT  
Reginald Howard, ATU Local 788  
Antono Floyd, ATU Local 788  
Donelson Woodard, ATU Local 788  
Alicia Richardson, ATU Local 788  
Christina Bailey, Radio One

**1. Open Session Call to Order**

**8:00 a.m.** The Bi-State Development Board of Commissioners met on June 28, 2019 in the Board Room of Corporate Headquarters, located on the 6<sup>th</sup> Floor, 211 North Broadway, in St. Louis, Missouri. 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.

**3. Public Comment**

**8:01 a.m.** Chair Gully noted the following:

The Public Comment portion of the meeting is an opportunity for the public to address the Board regarding issues of concern, and for the Board to take note of those concerns. It does not however, serve as a venue for a dialog between the Board of Commissioners and an individual.

The Board allows for public comments to be made at the written request of a member of the public, specifying the topic to be addressed, and provided to the Agency at least 48 hours prior to the meeting. Two cards have been presented for today's meeting. As a reminder, public comment by an individual is limited to five minutes, unless permission to continue is given by motion adopted by the Board.

Mitch Eagles addressed the Board stating that, as a transit user, he would like to say that it is not always easy for daily bus riders. He stated that he feels that Metro transit is very important to the community, and to help address issues such as climate change. He noted that, in April, his bus stop was suddenly gone, then it was back for a couple of days, and then gone again. Mr. Eagles stated that there seems to be a lack of communication, and people cannot be expected to use the transit system if changes are being made, and those changes are not being communicated to the ridership. He asked if there is a clear policy regarding a bus stop being removed, and regarding notification to the riders. If not, he asked if a policy could be implemented. Mr. Eagles stated that he loves using the transit system, and he appreciates the bus drivers, but he stated that he feels that the riders are not being informed of what is going on.

Erica Brooks addressed the Board regarding bus route #79, and stated that she hopes that the Board of Commissioners received the e-mails that she had sent. She stated that there has been lack of communication regarding proposed bus route changes, and she feels as though her comments are not being heard. She stated that she conducted a survey of bus riders and has submitted those surveys for consideration pertaining to proposed changes to bus route #79. Ms. Brooks stated that she has proposed that Bi-State Development accept Option #3 (an option which will alternate every 30 minutes between the two routes daily, as well as hourly on the weekend), and she asked for clarification of when the decision would be made, and when the actual schedule and routes will be made public. She also noted concerns for the elderly who use the system and the proposed "buddy system". (A demonstration was presented, noting some of the issues of using the proposed buddy system.) Chair Gully thanked Mr. Eagles and Ms. Brooks for their comments and concerns.

Ms. Jessica Mefford-Miller, Executive Director Metro Transit noted that Metro had indicated that they would continue to accept rider comments through June. She stated that it has been determined that Metro will retain bus route #79, under Option #3. She added that a complete list of routes should be released to the public in mid to late July.

**5. Minutes of April 26, 2019 Open Session Board of Commissioners Meeting**

**8:19 a.m.** The April 26, 2019, Open Session Board of Commissioners 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.**

**6. Treasurer's Report**

**8:20 a.m.** Commissioner Gully noted that the Treasurer's Report, as included in the Board packet, was presented at the Audit, Finance, and Administration Committee meeting on May 31, 2019. She asked Treasurer Holman if she had anything to add regarding this item. With there being no comments or questions from the Board of Commissioners, Commissioner Gully proceeded to Item 7.

**7. Report of President**

**8:20 a.m.** Taulby Roach, President and CEO, stated that he would like to acknowledge the large group from ATU Local 788 which is in attendance at today's meeting and thanked them for their participation.

Mr. Roach noted that there was a tremendous turnout for the St. Louis Blues parade, and Metro Transit moved over 100,000 through the transit system that day. He stated that staff, from Bus Operators to the CEO, worked that day, assisting riders through the system. He expressed his gratitude to all employees who worked that day, and thanked them for a job well done. Mr. Roach noted there is more work to be done to improve the system, but stated that Bi-State Development is committed to working together to make those improvements happen.

Chair Gully congratulated Bi-State Development and Metro Transit for a job well done, and thanked all those who participated.

President and CEO Roach noted that previously, some questions had been posed by the Board of Commissioners, and written responses to those questions have been distributed at today's meeting in his memo to the Board of Commissioners, dated June 28, 2019. He stated that this information was e-mailed to the Commissioners as well, and stated that if there are any questions regarding any of the items, please contact his office.

**8. Report of Operations Committee**

**8:23 a.m.** Committee Chair Buehlhorn reported that the Operations Committee met on May 14, 2019, at 8:00 a.m., and the draft minutes of that meeting are contained in today's Board Packet under the tab noted as Item #7.

He stated that the Committee is introducing three (3) items on the Consent Agenda for Board consideration today, with the Committee's recommendation of approval, as follows:

Consent Agenda Item #10 (a): Gateway Arch Marketing and Advertising Agency Services;

Consent Agenda Item #10 (b): Contract Modification: Time Extension for Found Design (d.b.a. MERJE) for Systemwide Signage & Wayfinding Design; and

Consent Agenda Item #10 (c): Sole Source Contract: The Trapeze Group, Inc. for Replacement of AssetWorks FleetFocus with the Trapeze Enterprise Asset Management System and Implementation

He noted that, in addition, at the May 14th meeting, a Metro Transit Operations Report and final update of Metro Reimagined was provided by Jessica Mefford-Miller, Executive Director of Metro Transit, and a Bi-State Safety Oversight Update was provided by Andrew Ghiassi. These items are included in today's packet, for information only, under Items #15 through #17. He reported that discussion was also held regarding possible changes to Bi-State Board Policy with regard to public meetings, and that information is being submitted for Board approval under Item #13.

**9. Report of the Audit, Finance & Administration Committee**

**8:25 a.m.** Commissioner Holman stated that the Audit, Finance and Administration Committee Report met in open session on May 31, 2019, at 8:00 a.m., and the draft minutes of that meeting are contained in today's Board Packet under Item #8.

She stated that The Committee is introducing four (4) items on the Consent Agenda for consideration today, with the Committee's recommendation of approval, as follows:

Consent Agenda Item #10 (d): Change in Title for the Director of Internal Audit;

Consent Agenda Item #10 (e): Sole Source Contracts for Hardware and Software Maintenance;

Consent Agenda Item #10 (f): Contract Award – Voluntary Employee Benefit Insurance Program; and

Consent Agenda Item #10 (g): 25th Amendment to the Pension Plan for Salaried Employees of the Bi-State Development Agency of Missouri-Illinois Metropolitan District

She noted that two (2) additional items, which were presented at the May 31<sup>st</sup> meeting, have been included in the packet for Board approval. Those item include:

Item #11: Revisions to Board Policy, Section 30.050, Financial Reporting – Monthly; and

Item #12: Bi-State Development Operating and Capital Budget FY 2020 – 2022.

A PowerPoint presentation of the proposed FY 2020-2022 Operating and Capital Budgets was given by President/CEO Roach at this meeting.

She noted that Jim Cali, Director of Internal Audit, presented the following information to the Committee on May 31st:

- FY 2020 Risk Assessment & Audit Work Plan
- SSO – Safety Policy Audit
- SSO – Safety Goals & Objectives Audit
- IAD SSO – Status Report 1st Quarter Calendar Year 2019
- IAD Status Report 3rd Quarter FY 2019
- IAD Audit Follow-Up Summary 3rd Quarter FY 2019
- Treasury Safekeeping Report for December 31, 2018
- Treasury Safekeeping Report for March 31, 2019

Commissioner Holman stated that other reports were presented at the Committee Meeting, for information only, are noted on today's agenda, for reference, as Item #18 through Item #21.

**9. Adjustment of Consent Agenda**

**8:28 a.m.** There was no adjustment to the Consent Agenda.

**10. Consent Agenda Items**

**8:28 a.m.** Consent Agenda Items:

- (a) Gateway Arch Marketing and Advertising Agency Services (Operations Committee Recommends Approval) (Resolution #965)
- (b) Contract Modification: Time Extension for Found Design (d.b.a. MERJE) for Systemwide Signage & Wayfinding Design (Operations Committee Recommends Approval) (Resolution #966)
- (c) Sole Source Contract: The Trapeze Group, Inc. for Replacement of AssetWorks FleetFocus with the Trapeze Enterprise Asset Management System and Implementation (Operations Committee Recommends Approval) (Resolution #967)
- (d) Change in Title for the Director of Internal Audit (Audit, Finance & Administration Committee Recommends Approval) (Resolution #968)
- (e) Sole Source Contracts for Hardware and Software Maintenance (Audit, Finance & Administration Committee Recommends Approval) (Resolution #969)
- (f) Contract Award – Voluntary Employee Benefit Insurance Program (Audit, Finance & Administration Committee Recommends Approval) (Resolution #970)
- (g) 25th Amendment to the Pension Plan for Salaried Employees of the Bi-State Development Agency of Missouri-Illinois Metropolitan District (Audit, Finance & Administration Committee Recommends Approval) (Resolution #971)

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

**11. Revisions to Board Policy, Section 30.050, Financial Reporting – Monthly (Audit, Finance & Administration Committee Recommends Approval, with revisions) (Resolution #972)**

**8:28 a.m.** Chair Gully noted that this item was presented at the Audit, Finance and Administration Committee Meeting on May 31, 2019, and she asked if there were any questions or comments from the Board. Being none, a motion to approve the item, as presented, was made by Commissioner Brown and seconded by Commissioner Buehlhorn. **Motion passed unanimously.**

**12. Bi-State Development Operating and Capital Budget FY 2020 – 2022 (Audit, Finance & Administration Committee Recommends Approval) (Resolution #973) -- (Included with the adoption of the budget is the authorization and approval of grant resolutions and agreements, noted as Resolution #974 – Resolution #980)**

**8:29 a.m.** Chair Gully noted that this item was also presented at the Audit, Finance and Administration Committee Meeting on May 31, 2019, and she asked if there were any questions or comments from the Board. Being none, a motion to approve the item, as presented, was made by Commissioner Buehlhorn and seconded by Commissioner Brown. **Motion passed unanimously.**



**13. Revision to Board Policies – Section 10.070 – Public Meetings (Resolution #981)**

**8:30 a.m.** Chair Gully noted that this item is being presented to the Board for approval, due to the discussion and recommendations of the Board, as expressed at the May 14, 2019, Operations Committee Meeting, with regard to the conduct of open and closed Board meetings. She asked if there were any questions or comments. Being none, a motion to approve the item, as presented, was made by Commissioner Brown and seconded by Commissioner Homan. **Motion passed unanimously.**

**14. Recommendation of Nominating Committee for Slate of Officers for Board of Commissioners for 2019-2020**

**8:30 a.m.** Chair Gully stated that Nominating Committee met on June 12, 2019 via teleconference meeting, and is proposing the following slate of officers for 2019-2020, based upon the By-Laws, the current officers serving, and the tenure of the Commissioners:

Michael Buehlhorn (Illinois), Chair  
Aliah Holman (Missouri), Vice-Chair  
Justin Zimmerman (Illinois), Treasurer  
Vernal Brown (Missouri), Secretary

Commissioner Golliday moved that the Board of Commissioners approve the proposed slate of officers for 2019-2020, with the new slate of Officers to become effective immediately upon the adjournment of today's meeting. The motion was seconded by Commissioner Brown.

**Motion passed unanimously.**

**8:32 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.

- #15. Metro Transit Operations Report**
- #16. Metro ReImagined Final Update**
- #17. Bi-State Safety Oversight Update**
- #18. Credit Rating Agencies**
- #19. Quarterly Financial Statements – Third Quarter Ending March 31, 2019**
- #20. Performance Indicators – Third Quarter Ending March 31, 2019**
- #21. Quarterly Procurement Report – Third Quarter Fiscal Year 2019**

**Being none, Chair Gully moved to Item #22.**

**22. Unscheduled Business**

**8:33 a.m.** A briefing paper and resolution were distributed to the Board of Commissioners regarding a request for authorization to extend Contract 13-RFP-5980-SG, Security & Fare Enforcement Services with Securitas Security Services USA, Inc., for up to one hundred and eighty (180) days, with a total contract value, including extension, not to exceed \$36,500,000. Ms. Jessica Mefford-Miller, Executive Director Metro Transit, provided an overview of this issue, noting that the Board approved the extension of this contract in August 2018, and again in November 2018, due to a change in the scope of services of the contract. She noted that the scope of work for a new contract solicitation is being finalized at this time, and a Request for

Proposals will be issued in early July 2019. Ms. Mefford-Miller stated that the requested contract extension will allow sufficient time for the proposals to be received and evaluated, and provide a reasonable transition time to a new contract. Board discussion was held regarding the time frame of the proposed extension, time frame for awarding of a new contract for these services, current performance of Securitas, and the need for continued oversight.

A motion to approve the item, as presented, was made by Commissioner Buehlhorn and seconded by Commissioner Holman. **Motion passed unanimously.**

Commissioner Buehlhorn stated that he would like to personally thank Chair Gully for her many years of leadership to the Board of Commissioners. Chair Gully stated that it has been a pleasure to serve as Chair of the Board, and she stated that she has full confidence in the new Executive Board.

**23. Call of Dates for Future Board and Committee Meetings**

**8:43 a.m.** Myra Bennett, Manager of Board Administration, advised the Commissioners of the upcoming meetings, as follows:

Operations Committee:	Tuesday	August 20, 2019	8:00 AM
Audit, Finance & Administration:	Friday	August 23, 2019	8:00 AM
Board of Commissioners Meeting:	Friday	September 27, 2019	8:00 AM

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

**8:44 a.m.** Pursuant to the requirements of Section 10.080 (D) (10) – Auditors, of the Bi-State Development Agency’s Board Policy, 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 Brown and seconded by Commissioner Buehlhorn. A roll call vote was taken as follows:

Constance Gully, Chair – Yea	Michael S. Buehlhorn, Vice-Chair – Yea
Aliah Holman, Treasurer – Yea	Justin Zimmerman, Secretary – Yea
Vernal Brown – Yea	Irma Golliday – Yea
Rose Windmiller – Yea	

**Motion passed unanimously, and the Open Session meeting was adjourned at 8:44 a.m.**

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Deputy Secretary to the Board of Commissioners  
Bi-State Development

**Open Session Item**

**5**

**BI-STATE DEVELOPMENT  
BOARD OF COMMISSIONERS  
SPECIAL MEETING  
OPEN SESSION MINUTES  
August 20, 2019 11:41 a.m.**

**Board Members in Attendance**

Michael S. Buehlhorn, Chair  
Vernal Brown, Secretary  
Irma Golliday (via phone)  
Derrick Cox  
Rose Windmiller  
Constance Gully  
Herbert Simmons  
Fred Pestello

Aliah Holman, Vice Chair – Absent  
Justin Zimmerman, Treasurer – Absent

**Staff in Attendance**

Taulby Roach, President and Chief Executive Officer  
Barbara Enneking, General Counsel and Deputy Secretary  
Myra Bennett, Manager of Board Administration  
Brenda Krieger, Executive Assistant  
Mary Lamie, Executive Vice President – Multi Modal Enterprises  
Erick Dahl, St. Louis Downtown Airport Director  
Mark Vago, Senior Vice President and Chief Financial Officer  
Tammy Fulbright, Senior Director, Financial Planning & Treasury  
Jim Cali, Chief Audit Executive  
Karl Tyminski, Senior Internal Auditor/PT  
Jessica Mefford-Miller, Executive Director Metro Transit  
Larry Jackson, Executive Vice President Administration  
Charles Stewart, Executive Vice President Organizational Effectiveness  
Ted Zimmerman, Vice President, Marketing and Communication  
Patti Beck, Director Communications

**Also in Attendance**

Jeff White, Managing Member, Columbia Capital Management, LLC  
Jason Terry, Gilmore & Bell

**1. Open Session Call to Order**

**11:41 a.m.** Chairman Buehlhorn called the Special Meeting of the Board of Commissioners to order at 11:41 a.m.

**2. Roll Call**

**11:41 a.m.** Roll call was taken, as noted above.

**3. Interagency Agreement between the Village of Sauget, Illinois and Bi-State Development, on behalf of the St. Louis Downtown Airport (Resolution #985)**

**11:42 a.m.** A briefing paper, attachments, and resolution were provided in the Board packet, regarding a request to execute an Intergovernmental Agreement between the Village of Sauget and Bi-State Development, on behalf of the St. Louis Downtown Airport regarding the local match for the Curtis Steinberg Drive and Sauget Business Boulevard Intersection Improvement Project, in an amount not to exceed \$125,000.

Mary Lamie, Executive Vice President – Multi Modal Enterprises, gave an overview of this issue, noting that improvements to the intersection at Curtis Steinburg Drive and Sauget Business Boulevard have long been sought by the Airport for the benefit of Airport users and others in the local area. Although originally expected to cost no more than \$565,000, the current estimate of the Project is \$650,000. As the Federal / State share of the Project is capped at \$452,020, the increase in the Project cost must necessarily come from the local match funded by the Village of Sauget and the St. Louis Downtown Airport. Due to the delays, scope changes, and inflation since 2009, when the Project was first approved, the Airport's approximate local share has increased from \$100,000 to \$125,000, and staff is seeking Board approval.

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

**4. Potential Refunding of Series 2009 and Series 2013A Bonds (Resolution #986)**

**11:42 a.m.** A briefing paper, resolution, and attachments were provided in the Board packet, regarding a request to approve permission for BSD to proceed with a refunding of the Refunding Targets, in order to realize economic savings and to use a portion of those savings to fund a capital projects account for the purpose of security improvements, the releases from which would require approval by the County.

Mark Vago, Senior Vice President and Chief Financial Officer, gave a brief overview of this item, noting that staff is requesting that the Board approve the refunding of all of Bi State Development's ("BSD") outstanding Series 2009 Bonds, BSD's Series 2013A Bonds maturing in 2019, 2028, 2046 and 2048 and interest due on the Series 2013A Bonds on October 1, 2019 (collectively, the "Refunding Targets"), in order to lower BSD's borrowing costs and to fund a capital projects account to be used for security improvements. He noted that, as of July 3, 2019, all of the Refunding Targets became currently callable. Current markets present BSD with the

ability to replace \$196.8 million of bonds carrying interest rates of 4.5% to 5.0% with bonds having an effective cost of funds of approximately 3.0%.

It was noted that this transaction seeks to replace higher cost debt (4.5%-5.0%) with lower cost debt (3.0%). BSD's annual debt service payments will be less after the refinancing. The amount of savings in each year varies depending upon the amount of debt service due on the existing bonds. Although the amount of savings differs each year, the average across all years through the end of the financing (10/1/2048) is expected to be about \$2.3 million annually (Note: These are *nominal* or *future value* or *budgetary basis* savings). When discounted to 2019 dollars, this produces a net present value benefit of approximately \$45 million. The term of the existing bonds will not be extended by the refinancing.

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

**5. Adjournment**

**11:43 a.m.** Chair Buehlhorn asked for a motion to adjourn the meeting. A motion to adjourn was made by Commissioner Cox and seconded by Commissioner Brown.

**Motion passed unanimously, and the Special Meeting was adjourned at approximately 11:43 a.m.**





**BI-STATE DEVELOPMENT  
EXECUTIVE COMMITTEE MEETING  
OPEN SESSION MINUTES  
September 3, 2019 9:00 AM**

**Executive Committee Members in Attendance**

Michael S. Buehlhorn, Chair  
Aliah Holman, Vice Chair  
Justin Zimmerman, Treasurer, via phone  
Vernal Brown, Secretary

**Other Board Members in Attendance**

Herbert Simmons  
Derrick Cox  
Fred Pestello

Constance Gully - absent  
Rose Windmiller - absent  
Irma Golliday - absent

**Staff in Attendance**

Barbara Enneking, General Counsel and Deputy Secretary  
Myra Bennett, Manager of Board Administration  
Patti Beck, Director Communications  
Ted Zimmerman, Vice President Marketing and Communication

**Others in Attendance**

Lisa Stump, Lashly and Baer

- 1. Open Session Call to Order**  
**9:00 a.m.** Chairman Buehlhorn called the Open Session of the Executive Committee Meeting to order at 9:00 a.m.
- 2. Roll Call**  
**9:01 a.m.** Roll call was taken, as noted above.
- 3. Adjournment to Executive Session – If such action is approved by a majority vote of the Bi-State Development Agency’s Board of Commissioners who constitute a quorum, the Board may go into closed session to discuss legal, confidential, or privileged matters pursuant to Bi-State Development Board Policy Chapter 10, §10.080(D) Closed Records; Legal under**

**§10.080(D)(1); 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).**

**9:02 a.m.** Chair Buehlhorn requested a motion to allow the Committee to move into closed session as permitted under Bi-State Development Board Policy, Chapter 10, Section 10.080, (D) (1), to discuss legal matters.

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

Aliah Holman – Yea  
Vernal Brown – Yea  
Fred Pestello – Yea

Michael S. Buehlhorn – Yea  
Derrick Cox – Yea  
Herbert Simmons – Yea  
Justin Zimmerman – Yea

**Motion passed unanimously, and the Committee moved into executive session at 9:03 a.m.**

The Committee reconvened to the Regular Meeting at approximately **10:13 a.m.**

Commissioner Cox asked that the Board of Commissioners vote on the release of Executive Session meeting minutes at the next meeting, scheduled to be held on September 27, 2019, according to the new Board policy. Commissioner Zimmerman asked that this item be placed on the agenda, and Executive Session minutes be distributed to the Commissioners in advance of the meeting for review.

Commissioner Cox asked if discussion could be held regarding which laws apply to Bi-State Development, such as Illinois law, Missouri Sunshine law, and FOIA. Chair Buehlhorn noted that this item is not on today's agenda; however, it is an item that could be placed on the next Committee meeting agenda.

Chair Buehlhorn noted that, per recent changes to Board Policy, no final action votes will be taken in a closed meeting or closed (executive) session. For items requiring final action, a roll call vote shall be taken in open session.

Barbara Enneking, General Counsel and Deputy Secretary, noted that, as discussed in Executive Session, the proposed motion is as follows: Move that the Board provide a limited waiver of the attorney client privilege relating to the Lashly & Baer legal opinion of August 23, 2019, for the sole and limited purpose of allowing the members of the St. Louis County Council and the County Executive to view the opinion in a confidential manner. The Board believes it is necessary in this limited circumstance, given the current decisions to be made by St. Louis County relating to the funding of the Bi-State Development Agency. Nothing herein should be

construed to waive the attorney client privilege under any other circumstances, for any other purpose, or in any other regard.

The motion, as noted, was made by Commissioner Brown and was seconded by Commissioner Holman.

Aliah Holman – Yea  
Vernal Brown – Yea  
Fred Pestello – Yea

Michael S. Buehlhorn – Yea  
Derrick Cox – Yea  
Herbert Simmons – Yea  
Justin Zimmerman – Yea

**Motion passed by a vote of 7 to 0.**

Chair Buehlhorn stated that, being no further business, he would entertain a motion to adjourn. Commissioner Simmons made a motion to adjourn the meeting, and the motion was seconded by Commissioner Holman. Chair Buehlhorn called for a roll call vote.

Aliah Holman – Yea  
Vernal Brown – Yea  
Fred Pestello – Yea

Michael S. Buehlhorn – Yea  
Derrick Cox – Yea  
Herbert Simmons – Yea  
Justin Zimmerman – Yea

The motion passed by a vote of 7 to 0, and the meeting was adjourned at approximately 10:18 a.m.



**BI-STATE DEVELOPMENT  
EXECUTIVE COMMITTEE MEETING  
OPEN SESSION MINUTES  
September 12, 2019 1:00 PM**

**Executive Committee Members in Attendance**

Michael S. Buehlhorn, Chair  
Aliah Holman, Vice Chair – via phone (joined meeting at 1:06 p.m.)  
Vernal Brown, Secretary – via phone

Justin Zimmerman, Treasurer – absent

**Other Board Members in Attendance**

Rose Windmiller  
Fred Pestello – via phone

**Staff in Attendance**

Larry Jackson, Executive Vice President Administration  
Myra Bennett, Manager of Board Administration  
Mark Vago, Sr. Vice President and Chief Financial Officer – via phone  
Tammy Fulbright, Sr. Director of Financial Planning & Treasury – via phone  
Ray Macias, Manager of Help Desk/Office Services

**Others in Attendance**

Lisa Stump, Lashly & Baer  
James Terry, Gilmore & Bell  
Jeff White, Columbia Capital – via phone

1. **Open Session Call to Order**  
**1:02 p.m.** Chairman Buehlhorn called the Open Session of the Executive Committee Meeting to order at 1:02 p.m.
2. **Roll Call**  
**1:02 p.m.** Roll call was taken, as noted above.
3. **A Resolution of the Executive Committee of the Board of Commissioners of the Bi-State Development Agency of the Missouri-Illinois Metropolitan District Fixing and Determining the Final Terms of the Agency's Combined Lien Mass Transit Sales Tax Appropriation Refunding Bonds, Series 2019; and Authorizing and Approving Certain Documents Relating to Such Bonds, All as Authorized pursuant to a Resolution of the Board Adopted on August 20, 2019 (Resolution #987)**

**1:03 p.m.** Larry Jackson, Executive Vice President of Administration, noted that a successful marketing for the refinancing of bonds was held this morning. Jason Terry, Gilmore & Bell, provided a packet of information to those in attendance, which included the numbers from the marketing that was held earlier in the day, along with a copy of the final Resolution to approve the transaction. (The packet was also distributed to the Board of Commissioners via e-mail, prior to the start of the meeting.)

Commissioner Holman joined the meeting at approximately 1:06 p.m.

Mark Vago, Sr. Vice President and Chief Financial Officer, participated in the meeting via phone, and presented information relating to the final terms for the bond refunding. He noted that the marketing included approximately \$160 million in bonds, consisting of all of the 2009 bonds and the 2013 callable bonds. Mr. Vago stated that the Bi-State Development Agency (BSD) received a 2.89% interest rate, which will result in \$49.1 million in savings, at the present value, with \$19.9 million to be freed on the front end. The length of the bonds will be for a period of 29 years.

A motion to approve the item, as presented, was made by Commissioner Brown and seconded by Commissioner Buehlhorn. A roll call vote was taken as follows:

Michael S. Buehlhorn – Yea  
Aliah Holman – Yea  
Vernal Brown – Yea

Rose Windmiller – Yea  
Fred Pestello – Yea

**Motion passed.**

#### **4. Adjournment**

Chair Buehlhorn asked for a motion to adjourn the meeting. A motion to adjourn was made by Commissioner Windmiller and seconded by Commissioner Brown. The motion passed, and the meeting was adjourned at approximately 1:10 p.m.



**BI-STATE DEVELOPMENT  
TREASURER'S REPORT  
Quarter Ended June 30, 2019**

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**INVESTMENTS**

***Yields:***

Bi-State investments had an average yield of 2.13% for the month of June, down from 2.19% in March. The Federal Reserve held the Federal Funds Rate at 2.5% in June, but is currently expected to cut rates by at least 25 basis points at the next meeting on July 31.

***Invested Funds:***

In June, Bi-State directed approximately \$226 million of cash and investments. Approximately 31% 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 90 days.

**DEBT MANAGEMENT**

***Debt Restructuring, 2013:***

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

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

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

In August 2015, St Louis County approved the appropriation of the 3<sup>rd</sup> 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:***


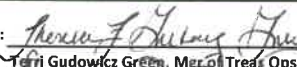
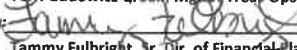
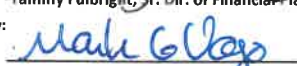
On December 4, 2014, Bi-State and St Clair County Transit District closed on the \$4,160,000 issuance of the Series 2014 Bi-State Development/St Clair County Metrolink Extension Project Refunding Revenue Bonds. The refunding provides a savings of approximately \$700,000 in debt service expenses. It also 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 \$6.3 million.

**FUEL HEDGING**

In June, in conjunction with its diesel fuel hedging program, Bi-State had a *realized gain* of approximately \$78 thousand and an *unrealized gain* of approximately \$678 thousand on the sale of Home Heating Oil #2 futures contracts. June oil prices ended the month at \$53.50 a barrel, a 2.8% decrease since the end of March. 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 - QUARTERLY TREASURER'S REPORT SUMMARY															
		AS OF: 30-Jun-2019				31-May-2019				30-Apr-2019					
	Wt. Avg. Maturity (1)	Dollars (,000 omitted)	Percentage Of Total	Rate	Market Value (2)	Wt. Avg. Maturity (1)	Dollars (,000 omitted)	Percentage Of Total	Rate	Market Value (2)	Wt. Avg. Maturity (1)	Dollars (,000 omitted)	Percentage Of Total	Rate	Market Value (2)
<b>BI-STATE DIRECTED:</b>															
Cash	0	\$7,373	4.1%	0.00%	\$7,373	0	\$13,259	7.8%	0.00%	\$13,259	0	\$10,042	5.4%	0.00%	\$10,042
Certificates of Deposit	131	3,044	1.7%	1.39%	3,044	161	3,044	1.8%	1.39%	3,044	192	3,044	1.6%	1.39%	3,044
U.S. Agencies (discounted)	0	0	0.0%	0.00%	0	0	0	0.0%	0.00%	0	0	0	0.0%	0.00%	0
U.S. Agencies (coupon)	322	40,407	22.4%	2.00%	40,444	352	40,407	23.8%	2.00%	40,412	367	42,393	22.7%	1.85%	42,330
U.S. Treasury Securities	137	12,835	7.1%	1.60%	12,865	100	23,675	13.9%	2.00%	23,819	131	23,675	12.7%	2.00%	23,780
Other Investments (3)	3	117,127	64.8%	2.24%	117,127	3	89,589	52.7%	2.28%	89,589	1	107,415	57.6%	2.31%	107,415
<b>SUB-TOTAL BI-STATE</b>	<b>86</b>	<b>\$180,786</b>	<b>100.0%</b>	<b>2.12%</b>	<b>\$180,853</b>	<b>102</b>	<b>\$169,974</b>	<b>100.0%</b>	<b>2.15%</b>	<b>\$170,123</b>	<b>104</b>	<b>\$186,569</b>	<b>100.0%</b>	<b>2.14%</b>	<b>\$186,611</b>
<b>BI-STATE DIRECTED-PROP M:</b>															
Certificates of Deposit	173	\$1,560	3.5%	2.62%	\$1,560	203	\$1,560	3.5%	2.62%	\$1,560	234	\$1,560	3.5%	2.62%	\$1,560
U.S. Agencies (coupon)	295	12,993	28.9%	2.20%	12,997	325	12,993	29.3%	2.20%	12,989	274	17,202	39.0%	1.98%	17,182
U.S. Treasury Securities	169	3,991	8.9%	1.38%	3,986	140	5,962	13.4%	1.74%	5,976	171	5,962	13.5%	1.74%	5,966
Other Investments (3)	3	26,424	58.8%	2.25%	26,424	3	23,892	53.8%	2.27%	23,892	1	19,386	43.9%	2.31%	19,386
<b>SUB-TOTAL PROP M</b>	<b>108</b>	<b>\$44,968</b>	<b>100.0%</b>	<b>2.17%</b>	<b>\$44,967</b>	<b>123</b>	<b>\$44,407</b>	<b>100.0%</b>	<b>2.19%</b>	<b>\$44,417</b>	<b>139</b>	<b>\$44,110</b>	<b>100.0%</b>	<b>2.12%</b>	<b>\$44,094</b>
<b>TOTAL BI-STATE DIRECTED</b>	<b>90</b>	<b>\$225,754</b>		<b>2.13%</b>	<b>\$225,820</b>	<b>106</b>	<b>\$214,381</b>		<b>2.16%</b>	<b>\$214,540</b>	<b>110</b>	<b>\$230,679</b>		<b>2.14%</b>	<b>\$230,705</b>
<b>TRUSTEE DIRECTED:</b>															
Cash	0	\$0	0.0%	0.00%	\$0	0	\$0	0.0%	0.00%	\$0	0	\$0	0.0%	0.00%	\$0
Municipal Bonds	918	6,389	13.6%	2.75%	6,431	948	6,389	14.2%	2.75%	6,406	979	6,389	15.1%	2.75%	6,363
U.S. Agencies (coupon)	469	26,218	56.0%	2.16%	26,527	499	26,218	58.3%	2.16%	26,463	530	26,218	62.0%	2.16%	26,298
U.S. Treasury Securities	0	0	0.0%	0.00%	0	0	0	0.0%	0.00%	0	0	0	0.0%	0.00%	0
Other Investments (3)	3	14,209	30.4%	2.31%	14,209	3	12,402	27.6%	2.34%	12,402	1	9,673	22.9%	2.46%	9,673
<b>SUB-TOTAL TRUSTEE</b>	<b>389</b>	<b>\$46,816</b>	<b>100.0%</b>	<b>2.29%</b>	<b>\$47,167</b>	<b>426</b>	<b>\$45,009</b>	<b>100.0%</b>	<b>2.29%</b>	<b>\$45,271</b>	<b>477</b>	<b>\$42,280</b>	<b>100.0%</b>	<b>2.32%</b>	<b>\$42,334</b>
<b>TOTAL BI-STATE &amp; TRUSTEE</b>	<b>142</b>	<b>\$272,570</b>		<b>2.16%</b>	<b>\$272,987</b>	<b>162</b>	<b>\$259,390</b>		<b>2.18%</b>	<b>\$259,811</b>	<b>167</b>	<b>\$272,959</b>		<b>2.16%</b>	<b>\$273,039</b>
<b>LRV LEASE1:</b>															
Cash	0	5	0.0%	0.00%	5	0	5	0.0%	0.00%	5	0	5	0.0%	0.00%	5
US Treasury Securities	186	6,358	5.1%	2.36%	6,400	216	6,358	5.1%	2.36%	6,381	247	6,358	5.2%	2.36%	6,358
Other Investments (4)	3	118,081	94.9%	5.80%	118,081	3	117,453	94.9%	5.80%	117,453	1	116,826	94.8%	5.80%	116,826
<b>SUB-TOTAL LRV</b>		<b>\$124,444</b>	<b>100.0%</b>	<b>5.62%</b>	<b>\$124,486</b>		<b>\$123,816</b>	<b>100.0%</b>	<b>5.62%</b>	<b>\$123,839</b>		<b>\$123,189</b>	<b>100.0%</b>	<b>5.62%</b>	<b>\$123,189</b>
<b>Grand Total (5)</b>		<b>\$397,014</b>			<b>\$397,473</b>		<b>\$383,206</b>			<b>\$383,650</b>		<b>\$396,148</b>			<b>\$396,228</b>
<b>Explanatory Notes:</b> (1) Approximate weighted average of days to effective maturity, from last business day of the month. (2) Market value of government securities provided by safekeeping agent. Cost equals market for other investments. (3) Includes money market funds and fuel hedging accounts. (4) Investment Contracts (leases). Values of investment contracts adjusted to conform to lease payment schedules. (5) All amounts preliminary and subject to audit and adjustment.											Prepared by:  8/6/19 Date: 8/6/19 Reviewed by:  8/6/19 Date: 8/6/19 Approved by:  8/6/19 Date: 8/6/19 Mark Vago, Sr VP & CFO				



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

6/30/2019

Section 1 Bank/issuer Summary

BI-STATE DIRECTED * all non debt/lease assets, inc. Prop M:	CASH	CERTIFICATES OF DEPOSIT	REPURCHASE AGREEMENTS	OTHER	GOVERNMENT SECURITIES	COMMERCIAL PAPER\ BA's	TOTAL	MARKET VALUE	NOTES
BANK OF AMERICA MERRILL LYNCH	42,827	0	0	0	0	0	42,827	42,827	FDIC\tri-party collateral(deposits).
BLACK ROCK	0	0	0	51,705,680	0	0	51,705,680	51,705,680	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	67,714,148	0	0	67,714,148	67,714,148	Money Market Fund (First Tier\Prime)
INVESCO	0	0	0	19,973,610	0	0	19,973,610	19,973,610	Money Market Fund (First Tier\Prime)
JEFFERSON BANK & TRUST	56,078	0	0	0	0	0	56,078	56,078	FDIC; repo collateral held at JBT.
JP MORGAN CHASE	(106,839)	0	0	0	0	0	(106,839)	(106,839)	FDIC (bank acct.)MMKT (First Tier\Prime)
OPTUM	0	0	0	0	0	0	0	0	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	6,830,839	0	0	1,948,182	0	0	8,779,021	8,779,021	FDIC\FRB collateral.
RBC DAIN RAUSCHER	0	0	0	1,769,142	0	0	1,769,142	1,769,142	Commodities Margin Acct. (fuel hedging)
RU O'BRIEN	0	0	0	439,888	0	0	439,888	439,888	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	(210,216)	0	0	0	0	0	(210,216)	(210,216)	FDIC\FRB Collateral.
FARM CREDIT BANK	0	0	0	0	29,907,287	0	29,907,287	29,926,357	Safekept at Bank of America (BOA).
FEDERAL HOME LOAN BANK	0	0	0	0	23,492,867	0	23,492,867	23,515,018	Safekept at Bank of America (BOA).
U.S. TREASURY	0	0	0	0	16,826,138	0	16,826,138	16,851,076	Safekept by BOA or designated agent.
OTHER	706,190	0	0	0	0	0	706,190	706,190	
<b>sub-total Bi-State directed</b>	<b>7,373,556</b>	<b>4,604,016</b>	<b>0</b>	<b>143,550,650</b>	<b>70,226,292</b>	<b>0</b>	<b>225,754,514</b>	<b>225,820,673</b>	
<b>TRUSTEE DIRECTED</b>									
<b>DEBT ISSUES</b>									
<b>Cross County Bonds</b>									
<b>Series 2009, 2013</b>									
<b>BANK OF NEW YORK -MELLON TRUST</b>									
BANK OF NEW YORK	0	0	0	0	0	0	0	0	FDIC Insured.
GOLDMAN	0	0	0	14,208,743	0	0	14,208,743	14,208,743	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	26,218,121	0	26,218,121	26,527,414	Safekept at Bank of New York
MUNICIPAL BONDS	0	0	0	0	6,389,370	0	6,389,370	6,430,586	Safekept at Bank of New York
U.S. TREASURY	0	0	0	0	0	0	0	0	Safekept at Bank of New York
<b>sub-total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>14,208,743</b>	<b>32,607,491</b>	<b>0</b>	<b>46,816,234</b>	<b>47,166,743</b>	
<b>SUB-TOTAL TRUSTEE (BONDS)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>14,208,743</b>	<b>32,607,491</b>	<b>0</b>	<b>46,816,234</b>	<b>47,166,743</b>	
<b>SUB-TOTAL BI-STATE AND TRUSTEE</b>	<b>7,373,556</b>	<b>4,604,016</b>	<b>0</b>	<b>157,759,393</b>	<b>102,833,783</b>	<b>0</b>	<b>272,570,748</b>	<b>272,987,416</b>	
<b>LRV Lease\Leaseback 2001 C1 C2</b>									
FSA\AIG	0	0	0	118,080,698	0	0	118,080,698	118,080,698	Guaranteed Investment Contract (GIC).
US TREASURY	5,246	0	0	0	6,357,748	0	6,362,994	6,405,054	Safekept by Lease Trustee.
<b>sub-total</b>	<b>5,246</b>	<b>0</b>	<b>0</b>	<b>118,080,698</b>	<b>6,357,748</b>	<b>0</b>	<b>124,443,692</b>	<b>124,485,752</b>	
<b>sub-total leases</b>	<b>5,246</b>	<b>0</b>	<b>0</b>	<b>118,080,698</b>	<b>6,357,748</b>	<b>0</b>	<b>124,443,692</b>	<b>124,485,752</b>	
<b>GRAND TOTAL</b>	<b>\$7,378,802</b>	<b>\$4,604,016</b>	<b>\$0</b>	<b>\$275,840,091</b>	<b>\$109,191,531</b>	<b>\$0</b>	<b>\$397,014,440</b>	<b>\$397,473,168</b>	

## **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:**

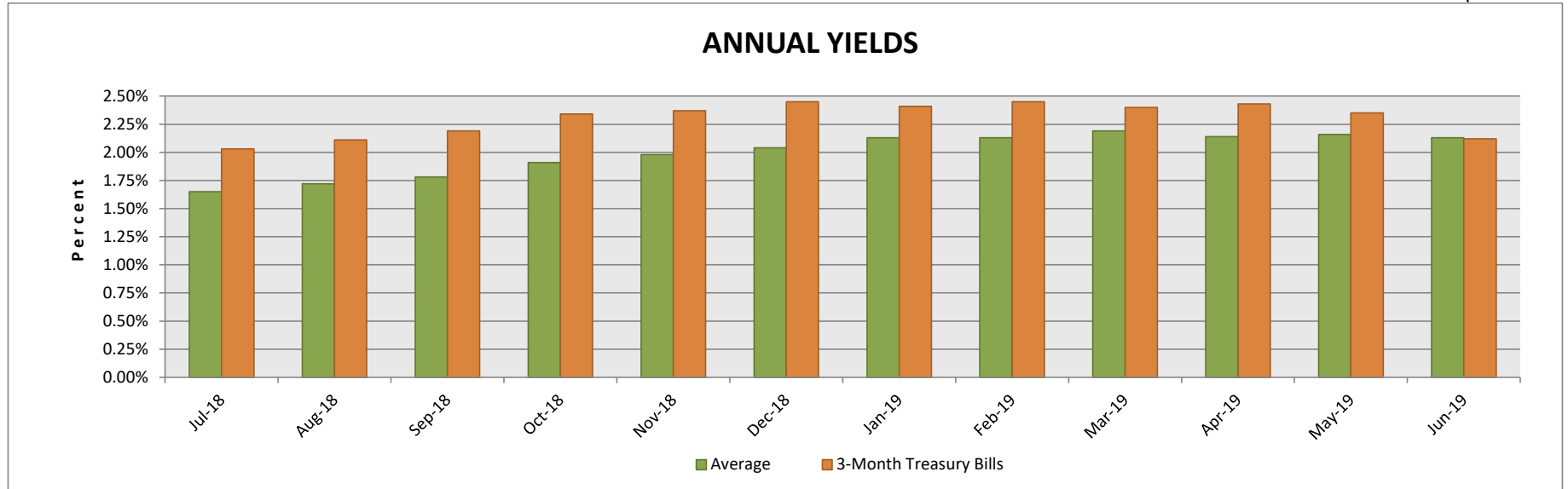
**AAA** Standard & Poor's, Moody's and Fitch rate credit quality on an A to C scale, with A generally regarded as "upper investment grade" and C as "speculative" (D would indicate default). Within each category are different gradients. The triple A rating indicates that the issuer's long term unsecured 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**

<b>Funds (ooo's omitted)</b>	Jul-18	Aug-18	Sep-18	Oct-18	Nov-18	Dec-18	Jan-19	Feb-19	Mar-19	Apr-19	May-19	Jun-19
Bi-State Investments	164,121	147,195	139,434	179,184	172,679	172,578	183,814	181,363	183,380	186,569	169,974	<b>180,786</b>
Bi-State Prop M Investments	46,107	45,691	43,847	45,384	45,217	45,084	44,562	44,618	43,659	44,110	44,407	<b>44,968</b>
Total	210,228	192,886	183,281	224,568	217,896	217,662	228,376	225,981	227,039	230,679	214,381	<b>225,754</b>
Trustee Investments	52,979	57,619	64,184	36,650	39,401	41,643	44,307	46,612	49,325	42,280	45,009	<b>46,816</b>

<b>Yields\Rates Information</b>	Jul-18	Aug-18	Sep-18	Oct-18	Nov-18	Dec-18	Jan-19	Feb-19	Mar-19	Apr-19	May-19	Jun-19
Bi-State	1.68%	1.77%	1.80%	1.95%	2.02%	2.07%	2.16%	2.15%	2.19%	2.14%	2.15%	<b>2.12%</b>
Prop M	1.55%	1.56%	1.70%	1.78%	1.83%	1.95%	2.02%	2.07%	2.15%	2.12%	2.19%	<b>2.17%</b>
<b>Average</b>	<b>1.65%</b>	<b>1.72%</b>	<b>1.78%</b>	<b>1.91%</b>	<b>1.98%</b>	<b>2.04%</b>	<b>2.13%</b>	<b>2.13%</b>	<b>2.19%</b>	<b>2.14%</b>	<b>2.16%</b>	<b>2.13%</b>
Trustee	1.97%	2.03%	2.24%	2.26%	2.25%	2.33%	2.30%	2.31%	2.33%	2.32%	2.29%	<b>2.29%</b>
<b>3-Month Treasury Bills</b>	<b>2.03%</b>	<b>2.11%</b>	<b>2.19%</b>	<b>2.34%</b>	<b>2.37%</b>	<b>2.45%</b>	<b>2.41%</b>	<b>2.45%</b>	<b>2.40%</b>	<b>2.43%</b>	<b>2.35%</b>	<b>2.12%</b>
1 Year Treasury	2.44%	2.46%	2.59%	2.69%	2.70%	2.63%	2.55%	2.54%	2.40%	2.39%	2.21%	<b>1.92%</b>
Fed Funds (target)	2.00%	2.00%	2.25%	2.25%	2.25%	2.50%	2.50%	2.50%	2.50%	2.50%	2.50%	<b>2.50%</b>
20-Year Municipals	3.90%	3.96%	4.18%	4.30%	4.22%	4.10%	4.22%	4.22%	4.22%	3.79%	3.51%	<b>3.50%</b>
SIFMA (BMA) Index (month end)	1.29%	1.56%	1.56%	1.61%	1.69%	1.63%	1.43%	1.74%	1.50%	2.12%	1.42%	<b>1.90%</b>



Diesel Fuel Hedging Program - FY 2019				
	<b>Diesel Fuel Budget \ Actual Comparison:</b>	<b>Jun-19</b>	<b>Year to Date</b>	<b>Life to Date</b>
a	Gallons consumed-actual	466,220	5,440,014	90,521,257
b=(c/a)	Average cost per gallon-actual	\$ 1.98	\$ 2.14	\$ 2.10
c	<b>Total Diesel Fuel Cost-Actual</b>	<b>\$ 923,908</b>	<b>\$ 11,626,321</b>	<b>\$ 190,473,303</b>
d	Gallons consumed- budget	459,893	5,564,314	94,528,835
e=(f/d)	Average cost per gallon- budget	\$ 1.85	\$ 1.85	\$ 2.29
f	<b>Total Diesel Fuel Cost- Budget</b>	<b>\$ 850,802</b>	<b>\$ 10,293,981</b>	<b>\$ 216,789,386</b>
g=(f-c)	<b>Budget Variance (Unfavorable)</b>	<b>\$ (73,106)</b>	<b>\$ (1,332,340)</b>	<b>\$ 26,316,083</b>
h	<b>Realized Futures Gains (Losses)</b>	<b>\$ 78,028</b>	<b>\$ 1,584,568</b>	<b>\$ 435,391</b>
i=(c-h)	<b>Net Cost of Fuel</b>	<b>\$ 845,880</b>	<b>\$ 10,041,753</b>	<b>\$ 190,037,912</b>
j=(i-f)	<b>Net Budget Variance (Unfavorable)</b>	<b>\$ 4,922</b>	<b>\$ 252,228</b>	<b>\$ 26,751,474</b>
j=(i/f)	Net Cost of Fuel, Per Gallon, inc. Hedge	\$ 1.81	\$ 1.85	\$ 2.10
k=(e-i)	Net Budget Variance Per Gallon	\$ 0.04	\$ 0.00	\$ 0.19
	<b>Futures Activity:</b>		<b>Price of Barrel of Oil:</b>	
	Futures Contracts Purchased	18	<b>Date</b>	<b>Price</b>
	Futures Contracts Sold	16	02/28/2019	\$ 57.22
	Futures Contracts Net Change at month end	2	03/29/2019	\$ 60.14
	Total Open Futures Contracts, at month end	114	04/30/2019	\$ 63.91
	Futures Contracts Unrealized Gain/(Loss) *	\$677,922	05/31/2019	\$ 53.50
	(% of Estimated Future Consumption)	82%	06/30/2019	\$ 58.47
* = At month end				
<b><u>Explanatory Notes:</u></b>				
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 Ju 2018 through Jul 2020 (13 months).				
<b><u>Background:</u></b>				
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: June 2019**

Item	Investment:	Par Amount	Settled	Maturity Date	Term(days)	Yield	Purchased From	Fund
*Note: There were no new investment purchases in June.								
	<b>Total</b>	\$ -						

**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+	Aa2	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
<b>Trust Companies:</b>							
Bank of New York Mellon Trust	AA-	Aa1	AA+	A-1+	P-1	F1+	NA
<b>Money Market Funds:</b>	<b>S&amp;P</b>			<b>Moody's</b>			
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			
<b>Other:</b>	<b>Long-Term Debt Rating</b>						
	<b>S&amp;P</b>	<b>Moody's</b>	<b>Fitch</b>				
AIG (2001 LRV Lease)	A+	A2	A+	<b>NA = Fitch overall bank ratings or LT debt ratings have been withdrawn</b>			
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	
<b>Principal (currently outstanding)</b>	<b>\$97,220,000</b>	<b>\$281,805,000</b>	<b>\$135,000,000</b>	<b>\$514,025,000</b>
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	
<b>Annual debt service:</b>				
<b>Interest - FY 2019</b>	<b>\$4,767,975</b>	<b>\$14,027,937</b>	<b>\$1,413,000</b>	<b>\$20,208,912</b>
<b>Principal - (Previous payment 10/1/18 - \$9,030,000) (next payment 10/1/19 - \$9,630,000)</b>	<b>\$0</b>	<b>\$9,630,000</b>	<b>\$0</b>	<b>\$9,630,000</b>
<b>total princ.&amp;int.</b>	<b>\$4,767,975</b>	<b>\$23,657,937</b>	<b>\$1,413,000</b>	<b>\$29,838,912</b>
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**

**10**

**BI-STATE DEVELOPMENT  
COMBINED OPERATIONS / AUDIT, FINANCE & ADMINISTRATION  
COMMITTEE MEETING  
OPEN SESSION MINUTES  
August 20, 2019 8:00 a.m.**

**Operations Committee Members in Attendance**

Michael S. Buehlhorn  
Derrick Cox  
Irma Golliday – via phone  
Vernal Brown  
Rose Windmiller

**Audit, Finance & Administration Committee Members in Attendance**

Aliah Holman, Chair  
Constance Gully (entered the meeting at 8:06 a.m.)  
Justin Zimmerman – via phone (left the meeting at approximately 9:00 a.m.)  
Herbert Simmons  
Fred Pestello

**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, Chief Audit Executive  
Ted Zimmerman, Vice President, Marketing and Communications  
Patti Beck, Director of Communications  
Jerry Vallely, External Communications Director  
Charles Stewart, Executive Vice President Organizational Effectiveness  
Tamara Fulbright, Sr. Director Financial Planning & Treasury  
Mark Vago, Sr. Vice President, Chief Financial Officer  
Matthew Hibbard, Social Media Communications Manager  
Scott Grott, General Manager MetroLink  
Michael Gibbs, Manager Financial Operations, Administration and Business Operations  
Victoria Potter, Controller  
Larry Rusbarsky, Director Financial Planning and Budget  
Anita Dunn, Health and Welfare Plan Manager  
Carmen Brothers, Retirement Plan Manager  
John Langa, Vice President Economic Development  
Lisa Burke, Executive Assistant  
Kelli Fitzpatrick, Sr. Internal Auditor/PT  
Angie Staicoff, Sr. Internal Auditor

Jackie Covington, Capital Budget Administrator and Analyst  
Larry Jackson, Executive Vice President Administration  
Karl Tyminski, Sr. Internal Auditor/PT  
Virginia Alt-Hildebrandt, Manager Administrative Services  
Kathy Brittin, Director Risk and Absence Management  
Trenise Winters, General Manager MetroBus  
Tim Nittler, Director Capital Projects  
Kevin Kloeber, Risk Manager  
Ray Macias, Manager Help Desk/Office Services  
Virgie Chaffen, Director Labor Relations  
Suzanne Whitehead, Assistant Superintendent Training Light Rail  
Jessica Mefford-Miller, Executive Director Metro Transit  
Mary Lamie, Executive Vice President of Multi Modal Enterprises  
Brenda Krieger, Executive Assistant  
Kent Swagler, Director of Corporate Compliance and Ethics  
Kerry Kinkade, VP Chief Information Officer  
Chris Poehler, Asst. Executive Director Engineering Systems

#### **Others in Attendance**

Jeff White, Columbia Capital Management, LLC  
Jason Terry, Gilmore and Bell  
Erica M. Brooks, Grassroots organizer, Bus #79

1. **Open Session Call to Order**  
**8:00 a.m.** Chairman Holman called the Open Session of the Combined Operations / Audit, Finance & Administration Committee Meeting to order at 8:00 a.m.
2. **Roll Call**  
**8:00 a.m.** Roll call was taken, as noted above.
3. **Public Comment**  
**8:01 a.m.** Chair Holman noted that no speaker cards were submitted for today's meeting.
4. **Minutes of the May 14, 2019, Operations Committee Open Meeting**  
**8:01 a.m.** The minutes of the Minutes of the May 14, 2019, Operations Committee Open Meeting were provided in the Committee packet. A motion to approve the minutes, as presented, was made by Commissioner Simmons and seconded by Commissioner Cox. **Motion passed unanimously.**
5. **Minutes of the May 31, 2019, Audit, Finance & Administration Committee Open Meeting**  
**8:01 a.m.** The minutes of the Minutes of the May 31, 2019, Audit, Finance & Administration Committee Open Meeting were provided in the Committee packet. A motion to approve the minutes, as presented, was made by Commissioner Cox and seconded by Commissioner Brown. **Motion passed unanimously.**

**6. Interagency Agreement between the Village of Sauget, Illinois and Bi-State Development, on behalf of the St. Louis Downtown Airport**

**8:01 a.m.** A briefing paper was provided in the Committee packet, regarding a request to refer to the Board of Commissioners, for approval, an authorization to enter into an Intergovernmental Agreement between the Village of Sauget, Illinois and Bi-State Development (BSD), on behalf of the St. Louis Downtown Airport (Airport), for the purpose of improving the intersection at Curtis Steinburg Drive and Sauget Business Boulevard, with a not to exceed amount of \$125,000 from the Airport Enterprise Fund to be utilized as a 50/50 local match with the Village of Sauget.

Mary Lamie, Executive Vice President of Multi Modal Enterprises, provided an overview of this issue. It was noted that improvements to the intersection at Curtis Steinburg Drive and Sauget Business Boulevard have long been sought by the Airport for the benefit of Airport users and others in the local area. Although originally expected to cost no more than \$565,000, the current estimate of the Project is \$650,000. As the Federal/State share of the project is capped at \$452,020, the increase in the Project cost must come from the local 50/50 match funded by the Village of Sauget and the St. Louis Downtown Airport. Discussion was held.

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

**7. Memorandum of Agreement with East-West Gateway Council of Governments for Operational Funding for the St. Louis Regional Freightway for a Three-Year Term Beginning in FY 2020**

**8:03 a.m.** Chair Holman noted that there has been a request to defer this item. Mary Lamie, Executive Vice President of Multi Modal Enterprises, stated that revised information will be submitted at the next Committee Meeting in October.

**8. St. Louis Regional Freightway 2020 Multimodal Transportation Project List**

**8:04 a.m.** A briefing paper was provided in the Committee packet, regarding a request to refer to the Board of Commissioners, for approval, the St. Louis Regional Freightway 2020 Multimodal Transportation Project List. Mary Lamie, Executive Vice President of Multi Modal Enterprises, gave a brief overview of this issue. She noted that a copy of the Freightway 2020 Multimodal Transportation Project List is included in the Committee information as Exhibit A, which summarizes the status and funding for each project. Commissioner Buehlhorn posed questions regarding a recent project approved by the Governor of Illinois, which is not noted on the list. Ms. Lamie explained that this project will be added to the proposed 2020 project list.

Commissioner Constance Gully entered the meeting at approximately 8:06 a.m. A motion to approve this agenda item, as presented, was made by Commissioner Buehlhorn and seconded by Commissioner Simmons. **Motion passed unanimously.**

**9. Memorandum of Understanding between the Missouri Department of Social Services MO HealthNet Division and the Bi-State Development Agency of the Missouri-Illinois Metropolitan District**

**8:08 a.m.** A briefing paper was provided in the Committee packet, regarding a request to refer to the Board of Commissioners, for approval, renewal of the Intergovernmental Agreement with the

State of Missouri on behalf of the Missouri Department of Social Services MO HealthNet Division and the Bi-State Development Agency of the Missouri-Illinois Metropolitan District (BSD). Jessica Mefford-Miller, Executive Director of Metro Transit, provided a brief overview of this issue. She noted that, in March, 1996, the Bi-State Development Agency of the Missouri-Illinois Metropolitan District entered into an Agreement with the Department of Social Services (DSS/DMS) for the administration of scheduled transportation services for Missouri Medicaid eligible individuals served by the Government Entity, to obtain non-emergency but medically necessary, Missouri Medicaid covered services. In turn, DSS/DMS agreed to reimburse the Government Entity the Title XIX federal share of actual and reasonable costs established for the provision of medically necessary transportation provided by the Government Entity. The rate of reimbursement for the eligible administration of medically necessary transportation costs is the Title XIX federal share (50%). In addition, the Government Entity's costs of services are reviewed, and the estimated cost per unit is adjusted each year as necessary. This agreement has been in place since 1996 and was recently updated and approved by BSD's General Counsel.

Commissioner Windmiller posed questions regarding the cost to BSD. Ms. Mefford-Miller noted that payments to BSD for Fiscal Year July 1, 2019 – June 30, 2020, are reimbursed at the rate of (50%) the adjusted Cost per Trip of \$56.36, which is funded by the operating budget.

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

**10. Contract Award: Central States – Purchase of Paratransit Vans**

**8:10 a.m.** A briefing paper was provided in the Committee packet, regarding a request to refer to the Board of Commissioners, for approval, a request to award a five-year, Indefinite Delivery/Indefinite Quantity Contract to Central States for the purchase of paratransit vans. Jessica Mefford-Miller, Executive Director of Metro Transit, provided a brief overview of this issue. She noted that the Board approved a five-year contract for the purchase of paratransit vans at the November 16, 2018, meeting, Board Resolution #929. The purchase order was created, and on January 15, 2019, Metro was informed the 2019 Chevrolet chassis no longer met domestic standards, and the contract could not be exercised using FTA funding. On January 30, 2019, Bi-State Development requested a waiver of the Buy America requirement, as described in the statutory waivers based on non-availability, therefore allowing the purchase of 35 paratransit vans from Midwest Transit. Bi-State did not receive an official response from the FTA on this request; therefore, it was decided that a new solicitation should be drafted. A summary of the proposals was provided. Commissioner Buehlhorn noted that this issue has been ongoing since 2011. Commissioner Cox posed questions regarding budgeting for this item. It was noted that funding will be established for each purchase against this contract, prior to issuance of firm commitment for production, based on funds available, and as established in the annual capital budgets. Funding for purchase of paratransit vans is typically 80% federal funds, including Section 5307 formula funds and Surface Transportation Program (STP), funds and 20% local match, typically Prop M (Missouri sales tax). Individual task orders will be issued against this contract as requirements materialize and funding becomes available.

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

**11. Bus Stop Signage Replacement Project**

**8:13 a.m.** A briefing paper was provided in the Committee packet, regarding a request to refer to the Board of Commissioners, for approval a request to enter into a contract with The Harlan Company to replace the current Bus Stop Signage in the City of St. Louis and in St. Louis County, in conjunction with Metro Reimagined. Jessica Mefford-Miller, Executive Director of Metro Transit, provided a brief overview of this issue, noting that Metro's current bus stop signage was originally designed and installed in 2002. Much of the original signage requires replacement due to age and wear. Over decades of growing our transit service in the St. Louis region, signage has been added and updated throughout the system, creating inconsistencies in sign placement and bus stop zone configurations. The proposed project is seeking a contractor to replace bus stop signs, which includes fabrication and installation at approximately 3,800 MetroBus stop locations in the City of St. Louis and in St. Louis County. She noted that this project is part of a larger overhaul of Metro's wayfinding and communication tools, and it is a critical component of other current Metro initiatives, such as: the redesign of the region's bus service and network under Metro Reimagined; the implementation of security improvements; and the overall rebranding of the Agency. It was noted that all of these corresponding efforts will enhance Metro customer's experience by making the region's transit system more welcoming, straightforward, and user-friendly.

Discussion was held regarding funding sources, and why a "not to exceed" amount is not included in the information. Ms. Mefford-Miller noted that the contract is still in negotiations at this point; however, the "not to exceed" amount for this project will be included in the information for the September Board of Commissioners meeting. Commissioner Windmiller posed questions regarding how this item will be presented at the Board meeting. It was noted that this item will not be placed as a "consent agenda" item, but rather, as a separate item, where additional discussion can be held regarding the proposed cost of the project. It was noted that this project will be funded by grant funds, 80% Federal, with a 20% match.

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

**12. Union Station Tunnel, Design Services Contract Modification, Modjeski and Masters**

**8:19 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 and CEO to execute a contract modification with Modjeski and Masters, Inc. for the continuation of design services of the MetroLink tunnel at Union Station, based on the negotiated cost proposal submitted on July 23, 2019, in the amount of \$664,089.27. (The Contract Modification also extends the period of performance from November 3, 2020, to June 30, 2022.) Chris Poehler, Assistant Executive Director – Engineering, provided an overview of this issue, noting that on June 24th, 2016, BSD issued a Request for Proposals (17-RFP-103314-DGR) for design services for the reconstruction of the Union Station Tunnel. The consulting firm, Modjeski and Masters, was awarded the design contract and issued Notice to Proceed on November 3, 2016. The original contract award was \$4,432,067.20. Modjeski and Masters commenced with design, and prepared bid packages for the Overhead Conductor Rail and the relocation of the Communication Room, which are currently under construction.

Modjeski and Masters was instructed to develop the design of the main tunnel package in a manner which accelerated the construction as much as possible. This would have allowed for construction to take place during the summer and fall of 2019, thereby minimizing potential impacts to the new Aquarium at Union Station, which is anticipated to open in late 2019. The design and construction schedules necessitated that a construction easement be obtained from the property owner of the Union Station parking lot, beginning in April 2019. Bi-State Development (BSD) staff were unable to negotiate and acquire said easement.

Mr. Poehler stated that in order to continue the project, BSD staff instructed Modjeski and Masters to change the design and construction methodology of the tunnel so that construction could take place within the tunnel with minimal or no impact to Union Station during the initial construction phase. The second construction phase is scheduled to take place after an easement has been obtained from the property owner. Due to the changes, Modjeski and Masters is requesting a contract modification that will provide them with additional hours to develop the new design and bid packages, with additional compensation of \$664,089.27 to complete the re-design.

President and Chief Executive Officer, Taulby Roach, noted that BSD continues negotiations; however, the negotiations have been tense and difficult, and we are experiencing delays with the project due to LHM. Commissioner Cox asked if the tunnel is currently safe. Mr. Poehler stated that the tunnel undergoes routine inspections, and is currently safe. Mr. Roach noted that approximately \$1 million annually is spent on maintenance of the tunnel; however, the current project is necessary, so that the tunnel can be reconstructed to ensure the viability and safety of the tunnel for the next seventy years.

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

**13. Contract Modification: Contract Extension with Blue Sky Apparel for Supply of Metro Transit Management Uniforms and Accessories**

**8:26 a.m.** A briefing paper was provided in the Committee packet, regarding a request to refer to the Board of Commissioners, for approval, a request for the President and CEO to issue a modification to extend the current contract with Blue Sky Apparel & Promotions, LLC through April 30, 2020, for the supply of uniforms and accessories to Metro Transit management. Jessica Mefford-Miller, Executive Director of Metro Transit, provided a brief overview of this issue, noting that Metro Transit currently maintains a second contract with Leon Uniform Company to supply uniforms and accessories for its operators and security personnel. She stated that procurement is currently gathering the necessary information regarding uniform changes to be included in a new solicitation, with the intent to award an all-inclusive contract to one firm to provide uniform garments/accessories for all the groups (Metro Transit Staff, Operators and Public Safety). The contract extension provides a necessary bridge for the continued supply of uniforms and accessories, until a new contract is finalized.

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



**14. Potential Refunding of Series 2009 and Series 2013 Bonds**

**8:27 a.m.** A briefing paper was provided in the Committee packet, regarding a request to refer to the Board of Commissioners, a recommendation for approval of a refunding of all of Bi State Development's (BSD) outstanding Series 2009 Bonds, BSD's Series 2013A Bonds maturing in 2019, 2028, 2046 and 2048 and interest due on the Series 2013A Bonds on October 1, 2019 (collectively, the "Refunding Targets") in order to lower BSD's borrowing costs and to fund a capital projects account to be used for security improvements. Taulby Roach, President and Chief Executive Officer, noted that he will be in attendance at tonight's County Council meeting, and he anticipates that this issue will pass.

Jeff White, Columbia Capital, provided a brief overview of this issue, noting that there has been discussion of this issue since 2014, and that interest rates are currently sitting close to an historic low. It was noted that current markets present BSD with the ability to replace \$196.8 million of bonds, carrying interest rates of 4.5% to 5.0%, with bonds having an effective cost of funds of approximately 3.0%. When discounted to 2019 dollars, this produces a net present value benefit of approximately \$45 million. The term of the existing bonds will not be extended by the refinancing. Commissioner Buehlhorn posed questions regarding the timeframe to lock in the rates. Mr. White noted that it is anticipated that this process will be finalized by September 12, 2019.

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

**15. Revisions to Board Policy, Chapter 100 - Compliance Program**

**8:31 a.m.** A briefing paper was provided in the Committee packet, regarding a request to refer to the Board of Commissioners, for approval, an amendment to revise Board Policy, Chapter 100 - Compliance Program. Barbara Enneking, General Counsel, provided a brief overview of this issue, noting that this chapter of the Board Policies has not been updated since 2006. The proposed amendment would include the following revisions:

- Modify: Change name of *Chapter 100* from "Compliance Program" to "Compliance and Reporting Policy Program"
- Modify: Incorporate Director of Corporate Compliance and Ethics position and its overall Helpline responsibilities throughout the Chapter
- Modify: Section 100.010 Compliance and Reporting Policy Overview
  - Incorporate terms "illegal misconduct", "unethical conduct", and "waste" to list of possible types of illegal or unethical allegations
  - Identify the Helpline as a primary method for reporting improper actions
- Modify: Section 100.020 Reporting
  - Change the process for employees to report improper actions by expanding it to allow Agency contactor reporting of said actions
  - Incorporate reporting improper actions by employees and contractors on the Helpline as well as in hardcopy form
  - Require employee and contractor reporting, protections and protected conduct, and periodic restatement to be in compliance with the BSD Employee Code of Conduct and Ethics

- Modify: Section 100.030 Investigations
  - Incorporate information to file reports on the Helpline through its toll-free number or website
- Modify: Section 100.040 Reporting Helpline
  - Incorporate information on how to file reports on the Helpline through its toll-free number or website
- Modify: Section 100.050 Definitions
  - Add definition for “Contractor”
- Modify: Section 100.060 Reporting and Adjudicating Retaliation
  - Incorporate information on how to file and process retaliation reports on the Helpline

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

**16. Sole Source Contract Award – Indra Sistemas S.A. (Indra USA) for PCI Compliant Software/Hardware Upgrade to Ticket Vending Machines**

**8:32 a.m.** A briefing paper was provided in the Committee packet, regarding a request to refer to the Board of Commissioners, with a recommendation for approval, the execution of a sole source contract with Indra USA, to provide an upgrade of the electronic payment application on the MetroLink Ticket Vending Machines (TVM) to comply with the Payment Card Industry Payment Application Data Security standard (PCI PA-DSS) Version 3.2. It was noted that this process will involve the upgrade of the Operating System, modification of the TVM Payment application, and replacement of numerous hardware components within each machine including: new compliant pin-pads, bankcard readers and new industrial computers. The computer hardware will be competitively procured separately by BSD, but configured and installed by Indra USA. Kerry Kinkade, Vice President and Chief Information Officer, provided a brief overview of this issue.

Commissioner Holman noted that it is her understanding that this improvement will bring the system up to date for today; however, she asked how BSD plans to address upgrades to the system, to take BSD into the future. Mr. Kinkade noted that staff is currently looking at this issue to determine what the next generation of this type of system will look like; however, the proposed upgrades will give BSD the time needed to focus on this issue. Jessica Mefford-Miller, Executive Director Metro Transit, noted upgrades that have already been implemented, and noted that staff is in active discussion with vendors regarding this issue.

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

**17. Contract Award: Cellular Phone Services**

**8:39 a.m.** A briefing paper was provided in the Committee packet, regarding a request to refer to the Board of Commissioners, for approval, authorization for the President and CEO to enter into a five-year contract with T-Mobile, in an amount not to exceed \$1,572,651.00, which will include devices and WiFi services. Kerry Kinkade, Vice President and Chief Information Officer, provided a brief overview of this issue, noting that the proposed contract will save Bi-State Development (BSD) approximately \$65,000 per year, and lays the groundwork for WiFi and

vehicle connectivity. Discussion was held regarding the number of devices currently on the contract, merger of T-Mobile with Sprint, and integration within the security system.

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

**18. Contract Award – Life & Disability Insurance**

**8:46 a.m.** A briefing paper was provided in the Committee packet, regarding a request to refer to the Board of Commissioners, for approval and authorization for the President and CEO to enter into a contract with the highest ranking firm, The Standard Company, whose price is most advantageous to BSD, with price and other factors considered, in a not to exceed amount of \$4,009,778, for life and disability insurance.

Charles Stewart, Executive Vice President Organizational Effectiveness, and Anita Dunn, Health and Welfare Plan Manager, provided a brief overview of this issue. It was noted that The Standard already provides the Life coverages, and was able to competitively price the Life as well as the Disability coverages. After reviewing the information for all proposals received, the BSD team agreed with Gallagher's recommendation to renew active employee life, AD&D, and voluntary supplemental life with The Standard and to also move the retiree life, salaried employee STD and LTD coverages to The Standard. This will allow for both ease of administration, cost efficiency and an enhanced experience for BSD employees, retirees and their beneficiaries. Commissioner Cox asked if the new proposal will cause any changes for employees. Ms. Dunn noted that new proposal matches or improves the current offerings to employees, with no increase in cost to employees.

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

**19. Revised - Internal Audit Charter**

**8:51 a.m.** A briefing paper was provided in the Committee packet, regarding a request to refer to the Board of Commissioners, for approval, the Internal Audit Department's (IAD's) Revised Internal Audit Charter in the Bi-State Development (BSD) Board Policies and Procedures. Jim Cali, Chief Audit Executive, provided a brief overview of this issue, noting that the Internal Audit Charter is a formal document that defines Internal Audit's purpose, authority, and responsibility. It establishes Internal Audit's position within the organization, including the nature of the chief audit executive's functional reporting relationship with the Board; authorizes access to records, personnel, and physical properties relevant to the performance of engagements; and defines the scope of internal audit activities.

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

**20. Metro Transit Operations Report**

**8:53 a.m.** An operations report for Metro Transit was included in the Committee packet. Jessica Mefford-Miller, Executive Director of Metro Transit provided a summary of the report for the Committee. She noted that the newly created safety positions have been filled. Ms. Mefford-

Miller commended Scott Grott for a tremendous job in leading the safety team during this process, and she stated that the new members of the safety team would begin on September 9, 2019. President and Chief Executive Officer, Taulby Roach, noted that a formal announcement will be forthcoming. This item was submitted as information only, and no action is needed by the committee.

Commissioner Zimmerman left the meeting (via phone) at approximately 9:00 a.m.

**21. Metro Brand Refresh Overview**

**9:06 a.m.** Information was distributed to the Committee regarding concepts for the new Metro Brand project. Ted Zimmerman, Vice President, Marketing and Communications, gave a PowerPoint presentation regarding this issue. Mr. Zimmerman noted that the new brand is centered on our customers and on creating a “rider centric revolution”. He noted that, with regard to implementation of the new brand, there will be a “soft roll-out”, starting with the Metro Reimagined project. He stated that he and staff welcome feedback from the Board of Commissioners regarding the brand. Discussion was held regarding implementation, where the new brand will begin being placed, continued safety concerns from the public, and possible critics.

**22. Internal Audit Department Support for St Louis County Council**

**9:35 a.m.** A briefing paper was included in the Committee packet regarding this issue, and Jim Cali, Chief Audit Executive, gave an overview of this issue, expressing concerns that the information being requested in the letter from St. Louis County Councilmember Trakas, would require extensive staff time to produce, when a substantial number of reports are already maintained by the Internal Audit Department that should address his concerns. President and Chief Executive Officer, Taulby Roach, noted that Bi-State Development is in ongoing negotiations with St. Louis County, and he noted that BSD does not want to get into an unfunded, mandate situation. Commissioner Gully stated that she believes that there could be a misunderstanding with St. Louis County, regarding BSD’s internal controls. She noted that there is information readily available, and does not feel that there is a need for the creation of new reports. Discussion held regarding the request, process for responding, and proprietary information. It was noted that Jim Cali should draft a response with regard to the requested information; however, the response should go forward to Mr. Trakas from President and CEO Roach.

**23. Pension Plans, 401(k) Retirement Savings Program & OPEB Trust Investment Performance Update as of June 30, 2019**

**9:53 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 June 30, 2019. Charles Stewart, Executive Vice-President, Organizational Effectiveness, gave a brief overview of this issue, noting that the packet contains the semi-annual report for all pension plans. He noted gains for all plans. This item was presented for information only, and no action by the Committee is required.

**24. Update on Risk Management Insurance Program**

**9:56 a.m.** A briefing paper was included in the Committee packet, to provide the Committee an update regarding the risk management insurance program. Kathy Brittin, Director Risk & Absence Management, gave a brief overview of this item, citing information from the PowerPoint presentation, which was included in the Committee packet, which provides an overview of the FY2020 Insurance Program. She noted that overall, the insurance program was renewed with comparable coverage terms and conditions. The overall premium increase of \$218,514 is primarily due to the increases in property rate and values and payroll exposure. This item was presented for information only, and no action by the Committee is required.

**25. Financial Statements**

**10:00 a.m.** Mark Vago, Senior Vice-President and Chief Financial Officer, provided an overview of the 2019 quarterly financial statements for the fourth quarter, period ending June 30, 2019, 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. This item was presented for information only, and no action by the Committee is required.

**26. Treasurer's Report**

**10:06 a.m.** Tammy Fulbright, Senior Director of Financial Planning and Treasury, provided an overview of the Treasurer's Report for the Fourth Quarter, ended June 30, 2019, as provided in the Committee packet. Ms. Fulbright reviewed rates of return, Bi-State directed funds, and trustee directed funds, as contained in the Quarterly Summary, on page 3 of the report. This item was presented for information only, and no action by the Committee is required.

**27. Quarterly Procurement Report**

**10:08 a.m.** A memorandum was provided in the Committee packet, to provide a summary of the quarterly procurement activity for the fourth quarter of fiscal year 2019. Gregory Smith, Vice President – Purchasing, Materials Management, and Supplier Diversity, provided an overview of this report, highlighting the graphs contained in the Procurement Activity Report, and Non-Competitive Procurement Trend. It was noted that this information was presented for information only, and no action of the Committee is required.

**10:09 a.m.** Chair Holman noted that Agenda Items 28. through 31. contain status reports from the Internal Audit Department, submitted by Jim Cali, Chief Audit Executive, for information only. She asked if there were any questions for Mr. Cali regarding any of these reports. Being none, the Committee proceeded to Item 32.

**32. President/CEO Report**

**10:10 a.m.** Bi-State Development President/CEO Taulby Roach addressed the Committee, noting the following:

- He was very disappointed with the work slow-down that happened yesterday.

- He will be in attendance at the County Council meetings, every Tuesday night. He stated that security will continue to be a huge portion of the conversations; however, he indicated that we are continuing to move forward.

**33. Unscheduled Business**

**10:11 a.m.** There was no unscheduled business.

**34. Call of Dates for Future Board and Committee Meetings**

**10:11 a.m.** Myra Bennett, Manager of Board Administration, advised the Committee of the upcoming meetings, as follows:

- Board of Commissioners Meeting:	Friday	September 27, 2019	8:00 AM
- Operations Committee:	Tuesday	October 15, 2019	8:00 AM
- Audit, Finance & Administration:	Friday	October 18, 2019	8:00 AM

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

**10:12 a.m.** Committee Chair Holman requested a motion to allow the Committee to move into closed session as permitted under Bi-State Development Board Policy, Chapter 10, Section 10.080, (D) (1) - Legal and (D) (10) – Audit.

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

Aliah Holman – Yea	Michael S. Buehlhorn – Yea
Constance Gully – Yea	Derrick Cox – Yea
Vernal Brown – Yea	Irma Golliday – Yea
Rose Windmiller – Yea	Herbert Simmons – Yea
Fred Pestello – Yea	

**Motion passed unanimously, and the Committee moved into executive session at 10:12 a.m.**

**The Committee reconvened to the Regular Meeting at approximately 11:36 a.m.**

(Commissioner Holman left the meeting immediately following the adjournment of the Executive

Session, at approximately 11:35 a.m., and Commissioner Buehlhorn served as Chair for the remainder of the meeting. Commissioner Gully was delayed in returning to the meeting.)

Chair Buehlhorn noted that, per recent changes to Board Policy, no final action votes will be taken in a closed meeting or closed (executive) session. For items requiring final action, a roll call vote shall be taken in open session.

Commissioner Cox made a motion to approve the Minutes from the May 14, 2019 Executive Session of the Operations Committee meeting, as presented. The motion was seconded by Commissioner Windmiller.

Constance Gully – Absent  
Vernal Brown – Yea  
Rose Windmiller – Yea  
Fred Pestello – Abstain

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

**Motion passed.**

Commissioner Cox made a motion to approve the Minutes from the May 31, 2019 Executive Session of the Audit, Finance, and Administration Committee meeting, as presented. The motion was seconded by Commissioner Brown.

Constance Gully – (temporarily not in attendance)  
Vernal Brown – Yea  
Rose Windmiller – Yea  
Fred Pestello – Yea

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

**Motion passed.**

Commissioner Simmons made a motion to approve the Draft Inter-Company Account Balances Audit Report, as presented. The motion was seconded by Commissioner Cox. (Commissioner Gully entered the meeting at approximately 11:38 a.m.)

Constance Gully – Abstain  
Vernal Brown – Yea  
Rose Windmiller – Yea  
Fred Pestello – Yea

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

**Motion passed.**

Commissioner Cox made a motion to approve the Draft Compliance & Fraud Helpline Audit Report, as presented. The motion was seconded by Commissioner Windmiller.

Constance Gully – Yea  
Vernal Brown – Yea

Michael S. Buehlhorn – Yea  
Derrick Cox – Yea

Rose Windmiller – Yea  
Fred Pestello – Yea

Irma Golliday – Yea  
Herbert Simmons – Yea

**Motion passed.**

Commissioner Simmons made a motion to approve the Draft Passenger Revenue Pass Unit Audit Report, as presented. The motion was seconded by Commissioner Windmiller.

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

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

**Motion passed.**

Chair Buehlhorn asked if there was any further business, being none, Commissioner Brown made a motion to adjourn the meeting. The motion was seconded by Commissioner Cox. Unanimous vote in favor taken. Motion passed, and the meeting was adjourned at approximately 11:40 a.m.



**Open Session Item**

**12.a.**

**Bi-State Development  
Board of Commissioners  
Agenda Item  
September 27, 2019**

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**From:** Taulby Roach, President and Chief Executive Officer  
**Subject:** **St. Louis Regional Freightway 2020 Multimodal Transportation Project List**  
**Disposition:** Approval  
**Presentation:** Mary C. Lamie, Executive Vice President of Multi Modal Enterprises

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**Objective:**

To present to the Bi-State Development (**BSD**) Board of Commissioners (**Board**) for approval, the St. Louis Regional Freightway (**Freightway**) 2020 Multimodal Transportation Project List.

**Background/Analysis:**

The mission of the St. Louis Regional Freightway is to develop and grow the manufacturing and the logistic industries, through partnerships with public and private sector leaders. The Freight Development Committee, chaired by Terminal Railroad Association of St. Louis (**TRRA**) President Mike McCarthy, is responsible for preparing the region's Freight Development Plan (**FDP**) that includes a list of multi modal transportation projects that will help grow our economy and regional workforce through the region's manufacturing and logistics industries. The Freight Development Plan will help drive economic growth through freight infrastructure improvements and will help raise awareness and support for multimodal infrastructure funding. Investing in our transportation infrastructure will increase the freight network's efficiency, reliability, capacity and level of service, leading to increased productivity, competitiveness, and economic growth.

The Freight Development Committee is comprised of a broad cross-section of industry leaders representing manufacturing, logistics, industrial real estate, workforce development, economic development organizations, academia, all modes of transportation, both the Illinois and Missouri Departments of Transportation and the East-West Gateway Council of Governments (**EWGCOG**).

Each year, from 2016 through 2018, the Freight Multi Modal Transportation Project List was unanimously approved by the Freight Council and the Bi-State Development Board of Commissioners. The project list has also helped the region gain critical support for infrastructure funding from state lawmakers and congressional delegations from Illinois and Missouri. Since the development of the Freight Multimodal Transportation Project list, the Freightway has played a key role in securing funding for five of the priority projects. From May 2018 through July 2018, efforts from the Freightway resulted in the region receiving more than \$400 million in multimodal transportation funding, including: \$220 million for the Interstate 270 Chain of Rocks Bridge replacement over the Mississippi River; \$18.7 million from the Illinois Competitive Freight Program; and \$172 million for the region's top priority project, the Merchants Rail Bridge replacement over the Mississippi River.

The Freight Development Committee updated the project list for 2020. Through this public-private partnership, the project list is a tool for elected leaders, the DOTs and regional leaders to better understand the infrastructure needs of manufacturing and logistic industries that represent the region and the nation's supply chain.

Project selection was based on the following criteria:

- Economic Impact
- Efficiency Impact
- Multimodal Impact
- Safety and Security in Travel

The projects in the attached 2020 Multimodal Transportation Project List were developed through a request for projects throughout the St. Louis region from state and local agencies and Freightway committee members. On January 22, 2019, the Freight Development Committee members met, and the projects were vetted with public and private stakeholders from across the region. During this meeting, the Interstate 255/Davis Street Ferry Road Interchange was elevated to a high priority project. With funding secured for the Merchants Rail Bridge replacement project, highest priority projects for the region include:

- Interstate 270 Improvements from Interstate 70 (Missouri) to Illinois Route 111 (Missouri and Illinois) as the highest priority project
- North Riverfront Commerce Corridor Improvements (Missouri)
- Illinois Route 3 Access Improvements (Illinois)
- Interstate 255 / Davis Street Ferry Road Interchange (Illinois)
- Interstate 70 Improvements from Warrenton to Stan Musial Veterans Memorial Bridge (Missouri)

On April 3, 2019, the Freight Development committee reconvened to finalize the list. On May 22, 2019, the State of Illinois announced funding for the Interstate 255/Davis Street Ferry Road. Funding for a second Freightway project was also included with this announcement for the I-64 improvements from Green Mount Road to Illinois Route 158 (Air Mobility Drive). The Freightway Council approved the project list during the August 19, 2019, Council Meeting.

A copy of the Freightway 2020 Multimodal Transportation Project List is included as **Exhibit A**.

**Previous Committee Action:**

This item was presented at the August 20, 2019, Combined Meeting of the Operations Committee and Audit, Finance & Administration Committee, and it has been recommended by the Committee for approval.

**Board Action Requested:**

The Committee recommends that the Board of Commissioners approve the St. Louis Regional Freightway 2020 Multimodal Transportation Project List.

**Attachments:**

**Exhibit A:** St. Louis Regional Freightway 2020 Multimodal Transportation Project List

**Funding Source:**

Funding approval is not required. The projects will be funded through various sources, including federal, state and local funding and public-private partnerships.

*No Board Policy applies.*

**A RESOLUTION OF THE BOARD OF COMMISSIONERS OF THE BI-STATE  
DEVELOPMENT AGENCY OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT  
APPROVING THE 2020 MULTIMODAL TRANSPORTATION PROJECT LIST OF THE  
ST. LOUIS REGIONAL FREIGHTWAY**

**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 Commissioner (the “Board of Commissioners”); and

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

*Whereas*, the mission of the St. Louis Regional Freightway (“Freightway”) is to develop and grow the manufacturing and the logistic industries, through partnerships with public and private sector leaders; and

*Whereas*, the Freight Development Committee, chaired by Terminal Railroad Association of St. Louis (TRRA) President Mike McCarthy, is responsible for preparing the region’s Freight Development Plan (FDP) that includes a list of multi modal transportation projects that will help grow our economy and regional workforce through the region’s manufacturing and logistics industries; and

*Whereas*, the Freight Development Plan will help drive economic growth through freight infrastructure improvements and will help raise awareness and support for multimodal infrastructure funding. Investing in our transportation infrastructure will increase the freight network’s efficiency, reliability, capacity and level of service, leading to increased productivity, competitiveness, and economic growth; and

*Whereas*, the 2020 Multimodal Transportation Project List was developed through a request for projects throughout the St. Louis region from state and local agencies and Freightway committee members. The Freightway Council approved the Project List during its August 19, 2019, Council Meeting; and

*Whereas*, it is feasible, necessary and in the public interest for the Agency to approve the 2020 Freight Multimodal Transportation Project List of the St. Louis Regional Freightway, in accordance with the terms and conditions described here in.

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

Section 2.      Approval of the Multimodal Transportation Project List. The Board of Commissioners hereby approves the 2020 Freight Multimodal Transportation Project List of the St. Louis Regional Freightway (as provided in the Attachment to the Briefing Paper and made a part hereof), under and pursuant to this Resolution and the Compact for the authorized Agency purpose 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, including the payment of all costs, expenses, and fee incurred in the connection with or incidental to 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 intent ion 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 up on any person or entity other than the Agency, its officers and employees.

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

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

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

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

**ADOPTED** by the Board of Commissioners of The Bi-State Development Agency of the Missouri-Illinois Metropolitan District this 27<sup>th</sup> day of September, 2019.

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

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

By \_\_\_\_\_  
Title \_\_\_\_\_

[SEAL]

ATTEST:

By \_\_\_\_\_  
Deputy Secretary to the Board of Commissioners

**Open Session Item 12.a.**

**Exhibit A**





# 2020 Multimodal Transportation Project List

ST LOUIS REGIONAL FREIGHTWAY

## EXHIBIT A

### Advanced to Construction



#### Merchants Bridge (TRRA) Replacement over the Mississippi River (MO-IL)

Replacement of Terminal Railroad Association 130-year old rail bridge

*Freightway's #1 Priority*

*Funded: Summer 2018*



#### I-270 Mississippi River Chain of Rocks Bridge Replacement (MO-IL)

Project B in I-270 Improvements from I-70 (MO) to Illinois Route 157 (IL)

*Highest Priority Project*

*Funded: Spring 2018*



#### North Park Access Improvements (MO)

Safety and capacity improvements along Hanley Road from I-70 to Madison Avenue

*Funded in 2018*



#### Earth City Access Improvements (MO)

(A) St. Charles Rock Road preservation of 1.3-mile corridor

(B) Arterial roadway pavement repairs in Earth City

*Construction nearing completion*



#### J.S. McDonnell Connector Access Improvements (MO)

Roadway improvements to enhance truck traffic movements and replace deteriorated rail crossing

*Construction Funding Approved 2019*



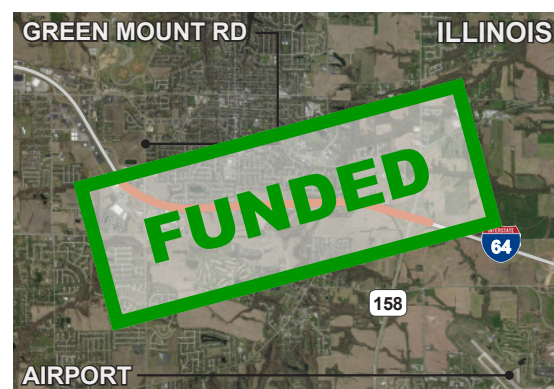
### Advanced to Construction



#### I-255 / Davis Street Ferry Road Interchange (IL)

New interchange and connecting roadways to serve emerging industrial area near Union Pacific Dupo Intermodal Yard including future grade separation over five rail tracks

*Funded: Summer 2019*



#### I-64 Improvements from Green Mount Road to Illinois Route 158 (Air Mobility Drive) (IL)

Expansion of I-64 to six lanes as well as other safety and capacity improvements

*Funded: Summer 2019*



#### Union Pacific Railroad Lenox Tower Replacement (IL)

Remove Lenox Rail Tower in Mitchell, Illinois in order to centralize dispatching in Omaha, Nebraska

*Funded: Spring 2018 and Spring 2019*



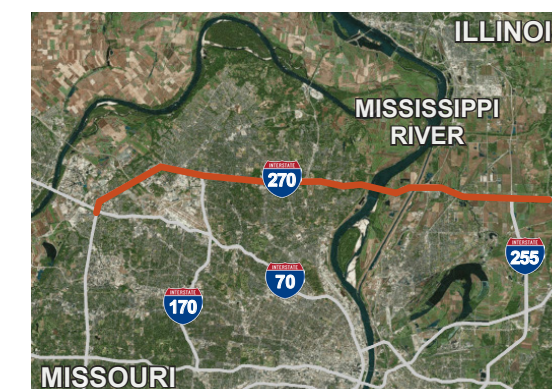
#### North Riverfront Commerce Corridor Improvements (MO)

(A) Hall Street and Riverview Drive improvements (*Partially Funded*)

(B) Branch Street improvements

(C) I-70 westbound off-ramp to North Broadway relocation (*Complete*)

*Highest Priority Project*



#### I-270 Improvements from I-70 (MO) to Illinois Route 157 (MO-IL)

(A) Improvements and some widening from I-70 to Mississippi River (*US-67 to MO-367 Funded*)

(C) Widening from Mississippi River to Route 157 (*IL-111 Interchange Funded*)

*Highest Priority Project*



### Partially Programmed for Construction





# 2020 Multimodal Transportation Project List

ST LOUIS REGIONAL FREIGHTWAY

## EXHIBIT A

### Partially Programmed for Construction



#### Illinois Route 3 Access Improvements (IL)

- (A) Illinois Route 3 relocation from River Park Drive to Monsanto Avenue
  - (B) Falling Springs Road / Illinois Route 3 railroad bypass (*Partially Funded*)
- Highest Priority Project**



#### America's Central Port Improvements (IL)

- (A) Granite City Harbor track revitalization
- (B) Granite City Harbor general cargo dock revitalization (*Funded*)
- (C) Union Pacific / Kansas City Southern connection through A&K yard
- (D) New port entrance at IL-3 (*Funded*)



### Concept Development or Planning



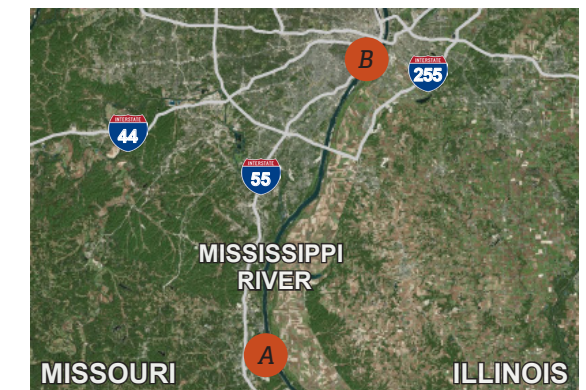
#### I-70 Improvements from Warrenton to Stan Musial Veterans Memorial Bridge (MO)

- (A) Improvements from Wentzville to Stan Musial Memorial Bridge (40 miles)
  - (B) Expansion to six lanes from Wentzville to Warrenton (20 miles)
- Highest Priority Project**



#### Kaskaskia Regional Port District Improvements (IL)

- (A) Terminal #1 second rail loop track and lead track rail upgrades
- (B) Terminal #2 second entrance and third dock
- (C) Port Development at Fayetteville



#### Mississippi River Port Development Projects (MO)

- (A) Crystal City Port development with access roadway
- (B) City of St. Louis south riverfront site
- (C) St. Louis County Port development north/south sites



### Concept Development or Planning



#### St. Louis Lambert International Airport North Cargo Improvements (MO)

- (A) Banshee Road reconstruction
- (B) McDonnell Boulevard / Airport Road intersection reconstruction
- (C) Taxiway V connector (*Complete*)



#### I-255 / Fish Lake (Ramsey Road) Interchange (IL)

- New interchange to provide additional access to the Union Pacific Dupo Intermodal Yard



#### St. Louis Lambert International Airport Access Improvements (MO)

- (A) Cargo City access analysis
- (B) Fee Fee Road bridge improvement
- (C) Gist Road upgrade



#### MidAmerica St. Louis Airport Distribution Improvements (IL)

- New two-mile rail spur from Norfolk Southern mainline to enable freight rail access for industry on the eastern side of airport



#### Illinois Route 158 (Air Mobility Drive) Expansion from Route 161 to Route 177 (IL)

- One-mile extension of two lanes along a growth corridor near I-64 and MidAmerica St. Louis Airport







**Bi-State Development  
Board of Commissioners  
Agenda Item  
September 27, 2019**

---

**From:** Taulby Roach, President and Chief Executive Officer  
**Subject:** **Memorandum of Understanding between the Missouri Department of Social Services MO HealthNet Division and the Bi-State Development Agency of the Missouri-Illinois Metropolitan District**  
**Disposition:** Approval  
**Presentation:** Jessica N. Mefford-Miller, Executive Director Metro Transit; Jeffrey Butler, General Manager Paratransit

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**Objective:**

To present to the Board of Commissioners for approval, a request to renew the Intergovernmental Agreement with the State of Missouri on behalf of the Missouri Department of Social Services MO HealthNet Division and the Bi-State Development Agency of the Missouri-Illinois Metropolitan District (**Metro**).

**Background:**

In March, 1996, the Bi-State Development Agency of the Missouri-Illinois Metropolitan District (known hereafter as the Government Entity) entered into an Agreement with the Department of Social Services (**DSS/DMS**) for the administration of scheduled transportation services for Missouri Medicaid eligible individuals served by the Government Entity, to obtain non-emergent but medically necessary, Missouri Medicaid covered services. In turn, DSS/DMS agreed to reimburse the Government Entity the Title XIX federal share of actual and reasonable costs established for the provision of medically necessary transportation provided by the Government Entity. The rate of reimbursement for the eligible administration of medically necessary transportation costs is the Title XIX federal share (50%). In addition, the Government Entity's costs of services are reviewed, and the estimated cost per unit is adjusted each year as necessary. This agreement has been in place since 1996 and was recently updated and approved by The Bi-State Development Agency of Missouri-Illinois Metropolitan District's (Metro's) General Counsel.

**Analysis:**

These services continue to be provided to customers who qualify under the Agreement. Payments to Bi-State Development Agency of the Missouri-Illinois Metropolitan District for Fiscal Year July 1, 2019 – June 30, 2020, are reimbursed at the rate of (50%) the adjusted Cost per Trip of \$56.36.

**Previous Committee Action:**

This item was presented at the August 20, 2019, Combined Meeting of the Operations Committee and Audit, Finance & Administration Committee, and it has been recommended by the Committee for approval.

Open Session Agenda Item  
Bi-State Development  
Board of Commissioners  
“Missouri Department of Social Services MO HealthNet MOU”  
September 27, 2019  
Page 2

**Board Action Requested:**

Management recommends that the Board of Commissioners approve the request to authorize the President and CEO to execute this Agreement with the State of Missouri on behalf of the Missouri Department of Social Services MO HealthNet Division and the Bi-State Development Agency of the Missouri-Illinois Metropolitan District (METRO).

**Attachments:**

MOU between the Missouri Department of Social Services, MO HealthNet Division, and the Bi-State Development Agency of the Missouri-Illinois Metropolitan District (METRO).

**A RESOLUTION OF THE BOARD OF COMMISSIONERS  
OF THE BI-STATE DEVELOPMENT AGENCY  
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT  
APPROVING A MEMORANDUM OF UNDERSTANDING BETWEEN THE  
BI-STATE DEVELOPMENT AGENCY AND THE MISSOURI DEPARTMENT  
OF SOCIAL SERVICES MO HEALTHNET DIVISION**

**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 Intergovernmental Agreements; 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*, in March, 1996, the Bi-State Development Agency of the Missouri-Illinois Metropolitan District (known hereafter as the Government Entity) entered into an Agreement with the Department of Social Services (DSS/DMS) for the administration of scheduled transportation services for Missouri Medicaid eligible individuals served by the Government Entity, to obtain non-emergent but medically necessary, Missouri Medicaid covered services. In turn, DSS/DMS agreed to reimburse the Government Entity the Title XIX federal share of actual and reasonable costs established for the provision of medically necessary transportation provided by the Government Entity; and

*Whereas*, the rate of reimbursement for the eligible administration of medically necessary transportation costs is the Title XIX federal share (50%). In addition, the Government Entity’s costs of services are reviewed, and the estimated cost per unit is adjusted each year as necessary; and

*Whereas*, this agreement has been in place since 1996 and was recently updated and approved by The Bi-State Development Agency of Missouri-Illinois Metropolitan District’s (Metro’s) General Counsel; and

*Whereas*, it is feasible, necessary and in the public interest for the Agency to authorize the President and CEO to execute a Memorandums of Understanding, with the State of Missouri on behalf of the Missouri Department of Social Services MO HealthNet Division and the Bi-State Development Agency of the Missouri-Illinois Metropolitan District (METRO), 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 Memorandums of Understanding. The Board of Commissioners hereby authorize the President and CEO to execute a Memorandums of Understanding, with the State of Missouri on behalf of the Missouri Department of Social Services MO HealthNet Division and the Bi-State Development Agency of the Missouri-Illinois Metropolitan District (METRO), for the authorized Agency purposes set forth in the preambles hereof and subject to the conditions hereinafter provided.

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

Section 4.        Actions of Officers Authorized. The officers of the Agency, including, without limitation, the President and CEO, is 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 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 and the State of Missouri on behalf of the Missouri Department of Social Services MO HealthNet Division.

Section 7.        Governing Law. The laws of the State of Missouri shall govern this Resolution.

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

Section 9.        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 10.       Effective Date. This Resolution shall be in full force and effect from and after its passage and approval.

**ADOPTED** by the Board of Commissioners of The Bi-State Development Agency of the Missouri-Illinois Metropolitan District this 27<sup>th</sup> day of September, 2019.

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

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

By \_\_\_\_\_  
Title \_\_\_\_\_

[SEAL]

ATTEST:

By \_\_\_\_\_  
Deputy Secretary to the Board of Commissioners

**Open Session Item 12.b.**  
**Attachment**

**Memorandum of Understanding Between  
The Missouri Department of Social Services  
MO HealthNet Division**

**And**

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

**1. Purpose**

- 1.1 This agreement is entered into by the Department of Social Services, MO HealthNet Division (DSS/MHD) and **The Bi-State Development Agency of the Missouri-Illinois Metropolitan District** (known hereafter as the Government Entity) for the administration of scheduled Title XIX transportation services for MO HealthNet eligible individuals served by the Government Entity to obtain non-emergent but medically necessary, MO HealthNet covered services.
- 1.2 The purpose of this agreement is to make every effort to provide the most efficient and cost effective non-emergency medical transportation (NEMT) services available to Medicaid eligible individuals served by the Government Entity.
- 1.3 The Government Entity shall provide scheduled transportation services for individuals eligible to receive Medicaid on the day services are provided, who have no other transportation resources, to and/or from covered MO HealthNet medical services in the most appropriate, least costly manner.
- 1.4 To be eligible for MO HealthNet coverage of NEMT services, individuals must:
  - a. Be a MO HealthNet eligible under a federally matched eligibility category. Individuals eligible under State only eligibility categories: 02, 08, 52, 57, 59, 64, 65, 82 & 91 are not eligible for the MO HealthNet NEMT program. Individuals eligible as Qualified Medicaid Beneficiaries (QMB) are also excluded.
  - b. Have no access to free transportation.
- 1.5 This agreement replaces all other current and preceding agreements.

**2. Term of Agreement/Modifications**

- 2.1 This agreement shall be effective upon execution by both parties and shall continue in full force until terminated by either party.
- 2.2 The parties agree that any changes to the agreement must be by formal amendment, reviewed, approved and signed by the parties.
- 2.3 The parties agree that no other documents, including correspondence, acts and oral communications by or from any person, shall be construed as an amendment to the agreement.
- 2.4 Either party may terminate this agreement at any time by giving written notice to the other party of such termination and specifying the effective date thereof after providing a minimum of thirty (30) days written notice to the other party.
  - a. In the event federal/state funds are not appropriated, allotted, or available to either party, said party shall provide written notice of termination to the other party at least five (5) days prior to the effective date of termination due to funds not appropriated, allotted, or available.

**3. Responsibilities of the Government Entity**

- 3.1 The Government Entity agrees to:
  - 3.1.1 Identify MO HealthNet eligible individuals and determine those who do not have access to free NEMT for scheduled medically necessary, MO HealthNet covered services.
  - 3.1.2 Require individuals to adhere to the following, to be eligible for MO HealthNet coverage of NEMT services:



- a. Be MO HealthNet eligible under a federally matched eligibility category. Individuals eligible under State only eligibility categories: 02, 08, 52, 57, 59, 64, 65, & 82 are not eligible for the MO HealthNet NEMT program. Individuals eligible as Qualified Medicaid Beneficiaries (QMB) are also excluded.
  - b. Have no access to free transportation.
- 3.1.3. Arrange the most cost-effective, NEMT service appropriate for the needs of the MO HealthNet eligible individual.
- 3.1.4 Provide, as requested by DSS/MHD, the information necessary to request federal funds available under the State MO HealthNet match rate. Information will include at least: Participant name; MO HealthNet departmental client number (DCN); Date of Service; Name of MO HealthNet provider; Name of MO HealthNet NEMT provider and Actual cost of service.
- 3.1.5 Certify to DSS/MHD the provisions of the non-federal share for transportation services via completion of DSS/MHD "Certification of General Revenue". The Government Entity will be required to include this in its Application for Funds from the Department of Social Services MO HealthNet Division (MHD) Title XIX Transportation Operating Assistance Program and Certification of General Revenue (Appendix A) and on each Invoice for MO HealthNet Administration of Transportation (Appendix C).
- 3.1.6 Provide professional, technical and clerical staff to conduct administrative functions necessary for the proper and efficient administration of non-emergency medically necessary transportation.
- 3.1.7 Maintain the confidentiality of participants records and eligibility information received from DSS/MHD and use that information only in the administration, technical assistance and coordination of activities authorized under this agreement. The Government Entity shall not disclose to third parties confidential factual matter provided by DSS/MHD except as may be required by statute, ordinance, or order of the Court, or as authorized by DSS/MHD. The Government Entity shall notify DSS/MHD immediately of any request of such information. The Government Entity shall provide DSS/MHD with copies of all MO HealthNet Daily Trip forms with each monthly administrative claim.
- 3.1.8 Submit its estimated operating cost annually as part of its Estimated Administrative Operating Budget (Appendix B). An estimated cost per unit is determined by dividing the Total Administrative Operating Expense by the estimated total transportation units (mile, trips, etc.). The Government Entity will be allowed a variance of five percent between the estimated cost per unit and the actual cost per unit.
- 3.1.9 Submit administrative claims via Invoice for MO HealthNet Administration of Transportation form (Appendix C) monthly. Claims submitted to DSS/MHD must include a certification that costs have been incurred in the performance of the contract and a record of actual costs. These claims will be certified by signature of the authorized agent of the Government Entity.
- 3.1.10 Submit in March of each year a financial status report which includes the actual net operating cost and actual cost per unit for the current fiscal year's activity. The allowed cost per unit may be adjusted if the variance between the estimated cost per unit and the actual cost per unit is greater than five percent.
- 3.1.11 Accept responsibility for disallowances and incur the penalties of same resulting from the activities associated with this agreement. Return to DSS/DMS any federal share which is deferred or ultimately disallowed or both arising from the administrative claims submitted to DSS/MHD by the Government Entity.
  - A. If the Government Entity fails to comply with the nondiscrimination provisions of this Agreement, DSS/MHD shall impose such contract sanctions as it or CMS may determine to be appropriate, including but not limited to:
    - 1) Withholding of payments to transportation agency under the Agreement until the Government Entity complies;
    - 2) Cancellation, termination or suspension of the Agreement, in whole or part, or both.
- 3.1.12 Maintain all necessary documentation for a minimum of six (6) years that supports the administrative claims, actual operating budget and actual cost per unit, and provide the Centers for Medicare and Medicaid Services (CMS) any necessary data for auditing purposes.

- 3.1.13 Consult with DSS/MHD on issues arising out of this agreement. Conduct all activities recognizing the authority DSS/MHD in the administration of the MO HealthNet State Plan on issues, policies, rules and regulations on program matters. MHD, at least annually, will exchange information with the Government Entity regarding policy and procedure relating to the efficient administration of non-emergency medically necessary transportation.
- 3.1.14 Allow DSS/MHD and CMS, or any of their representatives, full access to and the right to examine, during normal business hours and as often as DSS/MHD or CMS deems necessary, all of the Government Entity's records with respect to all matters covered by this contract. Such representatives shall be permitted to audit under the guidelines of OMB Circular A-133, "Audits of States, Local Governments, and Non-Profit Organizations," and examine and make excerpts of transcripts from such records and other matters covered by this contract. Such rights shall last for five years beyond the longer or the following periods: (1) the period during which any property acquired with funds provided pursuant to this contract is used for purposes for which the federal financial assistance is extended, or for another purpose involving the provisions of similar services or benefits; or (2) the period during which the Government Entity retains ownership or possession of such property.
- 3.1.15 Maintain in amount and form satisfactory to DSS/MHD such insurance as will be adequate to protect the Government Entity in case of accident. If permitted by law, the Government Entity may maintain a self-insurance program in lieu of purchasing insurance coverage. The Government Entity shall verify compliance with this section by submitting a copy of its certificate of insurance, or if self-insures, a copy of its self-insurance plan.
- 3.1.16 To the extent permitted by law, hold harmless and indemnify DSS/MHD, its agents, employees and assigns, from every expense, liability or payment arising out of any negligent act or omission committed in the performance of this contract by the Government Entity, its employees or subcontractors. By execution and performance of this agreement, the Government Entity does not intend to, nor shall it be deemed to have waived or relinquished any immunity or defense on behalf of the Government Entity, and the Government Entity's Commissioners, officers, directors, servants, employees, agents, successors or assigns.
- 3.2 The Government Entity shall comply with all federal and state statutes, regulations and executive orders relating to nondiscrimination and equal employment opportunity to the extent applicable to the Government Entity. These include, but are not limited to:
- A. Title VI of the Civil Rights Act of 1964 (P.L. 88-352) which prohibits discrimination on the basis of race, color, or national origin (this includes individuals with limited English proficiency) in programs and activities receiving federal financial assistance and Title VII of the Act which prohibits discrimination on the basis of race, color, national origin, sex, or religion in all employment activities;
  - B. Equal Pay Act of 1963 (P.L. 88-38, as amended, 29 U.S.C. § 206 (d));
  - C. Title IX of the Education Amendments of 1972, as amended (20 U.S.C §§ 1681-1683 and 1685-1686) which prohibits discrimination on the basis of sex;
  - D. Section 504 of the Rehabilitation Act of 1973, as amended (29 U.S.C. § 794) and the Americans with Disabilities Act of 1990 (42 U.S.C. § 12101 et seq.) which prohibit discrimination on the basis of disabilities;
  - E. The Age Discrimination Act of 1975, as amended (42 U.S.C. § 6101-6107) which prohibits discrimination on the basis of age;
  - F. Equal Employment Opportunity - E.O. 11246, "Equal Employment Opportunity", as amended by E.O. 11375, "Amending Executive Order 11246 Relating to Equal Employment Opportunity";
  - G. The Pro-Children Act of 1994 (PL 103-227) regarding environmental tobacco smoke;
  - H. Missouri State Regulation, 19 CSR 10-2.010, Civil Rights Compliance Requirements;
  - I. Missouri Governor's E.O. #94-03 (excluding article II due to its repeal);
  - J. Missouri Governor's E.O. #05-30; and

- K. The requirements of any other nondiscrimination federal and state statutes, regulations, and executive orders that may apply to the services provided under the agreement.
- 3.2.1 The Government Entity shall comply with all the requirements imposed by the U.S. Department of Transportation regulations implementing the Rehabilitation Act of 1973, as amended, and the Americans with Disabilities Act of 1990 (and any subsequent amendments thereto) set forth in 49 CFR Parts 27, 37, and 38, as well as all applicable regulations and directives issued pursuant thereto by other Federal Department or Agencies.
- a. The Government Entity agrees to accept and abide by the terms and conditions of 49 CFR Parts 40, 651, and 653 mandating drug and alcohol testing.
- 3.2.2 In the event that the Government Entity utilizes subcontractors, the following requirements shall apply:
- A. DSS/MHD reserves the right to approve any subcontractor utilized by the agency for the services/products required herein. In the event DSS/MHD requires prior approval to subcontract, the agency shall provide notification of its intent to subcontract within the timeframe specified by the DSS/MHD.
- B. All subcontracts shall be subject to the terms and conditions of this agreement. The utilization of a subcontractor shall in no way relieve the Government Entity of the responsibility for providing the services/performance required herein.
- 3.2.3 The Government Entity shall not assign or delegate any interest in the Agreement and shall not transfer any interest in the Agreement whether by assignment or novation, without the prior written consent of DSS/MHD.
- 3.2.4 To the extent permitted by law, the Government Entity shall hold DSS/MHD, including its agencies, employees, and assignees, harmless for any negligent or intentional act or omission committed by any subcontractor or other person employed by or under the supervision of the Government Entity under the terms of the agreement.
- 3.3 The agreement shall be interpreted according to the laws of the State of Missouri. To the extent that a provision of the agreement is contrary to the Constitution or laws of the State of Missouri or of the United States, the provision shall be void and unenforceable. However, the balance of the agreement shall remain in force between the parties unless terminated by consent of both the Government Entity and the Department. The Government Entity and DSS/MHD shall comply with all local, state, and federal laws and regulations relating to the performance of this agreement.
- A. The agreement will be read and enforced as though every provision of law and clause required by law to be inserted herein were included. If any such provision is not inserted, then upon the notification of either party the agreement will be amended to make such correction.
- 3.3.1 The exclusive venue for any legal proceeding relating to or arising out of the agreement shall be in the Circuit Court of Cole County, Missouri.

#### **4. Responsibilities of the DSS/MHD**

- 4.1 DSS/MHD agrees to:
- 4.1.1 Reimburse the Government Entity the Title XIX federal share of actual and reasonable costs established for the provision of medically necessary transportation provided by the Government Entity. Reimbursement is based upon the estimated operating cost of The Government Entity as determined from the Governments Entity's estimated administrative operating budget (Appendix B). The rate of reimbursement for the eligible administration of medically necessary transportation costs will be the Title XIX federal share (50%). The estimated operating cost will be reviewed in March of each year and the estimated cost per unit may be adjusted in March of each year.
- A. The Government Entity shall not be reimbursed for administration of non-emergency medically necessary medical transportation services incurred prior to the effective date of the Agreement or after the termination of this Agreement. Post audit activities will be conducted by DSS/MHD.

- B. Reimbursement received, as a result of this agreement, shall not be used to reduce the amount the Government Entity has allowed for non-emergency medical transportation of Missouri MO HealthNet eligible individuals or to reduce its existing transportation program.
- 4.1.2 Provide the Government Entity access to the information necessary to properly provide and seek reimbursement for administration of non-emergency medically necessary transportation.
- 4.1.3 Review administrative payments made to the Government Entity to ensure that NEMT services are provided in the most efficient and cost effective manner and that payments do not duplicate other MO HealthNet NEMT payments.
- 4.1.4 Provide written instructions, technical assistance, and necessary consultation to staff of the Government Entity regarding the responsibilities assumed within the terms of this agreement.
- 4.1.5 To the extent permitted by applicable law, hold harmless and indemnify the Government Entity, its Commissioners, directors, officers, employees, agents, and assigns, from every expense, liability of payment arising out of any negligent act or omission committed in the performance of this agreement by DSS/MHD, its employees or subcontractors.
- 4.1.6 No other payments or reimbursements will be made to the Government Entity, other than those specified above.
- 4.2 Invoicing – The Government Entity shall submit a request for reimbursement detailing their costs incurred, as directed by DSS/MHD. The Government Entity shall submit it to DSS/MHD at the following:  
Missouri Department of Social Services  
MO HealthNet Division-Fiscal and Administrative Section  
P.O. Box 6500  
Jefferson City, MO 65102-6500
- 4.3 Payments – DSS/MHD will pay the Government Entity after receipt of a valid and approved reimbursement request.

## **5. Confidentiality**

- 5.1 All discussions with the Government Entity and all information gained by the Government Entity as a result of the Government Entity's performance under the agreement shall be confidential, to the extent required by law.
- 5.2 The Government Entity shall release no reports, documentation or material prepared pursuant to the agreement to the public without the prior written consent of the DSS/MHD, unless such disclosure is required by law.
- 5.3 If required by the DSS/MHD, the Government Entity and any required Government Entity personnel shall sign specific documents regarding confidentiality, security, or other similar documents.
- 5.4 The Government Entity shall use appropriate administrative, physical and technical safeguards to prevent use or disclosure of any information confidential by law that it creates, receives, maintains, or transmits on behalf of the DSS/MHD other than as provided for by the contract. Such safeguards shall include, but not be limited to:
  - A. Encryption of any portable device used to access or maintain confidential information or use of equivalent safeguard;
  - B. Encryption of any transmission of electronic communication containing confidential information or use of equivalent safeguard;
  - C. Workforce training on the appropriate uses and disclosures of confidential information pursuant to the terms of the contract;
  - D. Policies and procedures implemented by the Government Entity to prevent inappropriate uses and disclosures of confidential information by its workforce and subcontractors, if applicable; and
  - E. Any other safeguards necessary to prevent the inappropriate use or disclosure of confidential information.

5.5 HIPAA: The Department of Social Services (DSS) is subject to and must comply with applicable provisions of the Health Insurance Portability and Accountability Act of 1996 (HIPAA), as amended by the Health Information Technology for Economic and Clinical Health Act (HITECH) (PL-111-5) (collectively, and hereinafter, HIPAA) and all regulations promulgated pursuant to authority granted therein. For the purposes of this agreement, contract shall mean agreement.

- a. The Government Entity shall be a "Business Associate" of DSS, as defined in the Code of Federal Regulations (CFR) at 45 CFR 160.103, and shall comply with the provisions of the Business Associate Agreement attached hereto as Attachment A. For purposes of the Business Associate Agreement, the term "contractor" shall refer to Government Entity.

6. **Government Entity Information:** *The Government Entity shall provide the following information:*

Contact Person Name (Printed): **Jeffrey Butler**

Email Address: [jsbutler@metrostlouis.org](mailto:jsbutler@metrostlouis.org)

Street Address: **One Metropolitan Square, 211 N Broadway Suite 700**

City, State, Zipcode **St. Louis MO, 63102-2759**

Phone: **(314) 982-1505**

- A. The Government Entity shall notify the DSS/MHD within ten (10) days of any changes to the information provided in section 6 above.

~~~~~  
***In witness thereof, the parties below hereby execute this agreement.***

\_\_\_\_\_  
Authorized Signature for the Government Entity  
The Bi-State Development Agency of the Missouri-Illinois  
Metropolitan District

\_\_\_\_\_  
Date

\_\_\_\_\_  
Authorized Signature for MO HealthNet Division

\_\_\_\_\_  
Date

\_\_\_\_\_  
Authorized Signature for the Department of Social Services

\_\_\_\_\_  
Date

## Attachment A – Business Associate Agreement

(rev 08-29-13)

*(Health Insurance Portability and Accountability Act of 1996, as amended)*

1. Health Insurance Portability and Accountability Act of 1996, as amended - The Department and the contractor are both subject to and must comply with provisions of the Health Insurance Portability and Accountability Act of 1996 (HIPAA), as amended by the Health Information Technology for Economic and Clinical Health Act (HITECH) (PL-111-5) (collectively, and hereinafter, HIPAA) and all regulations promulgated pursuant to authority granted therein. The contractor constitutes a "Business Associate" of the Department. Therefore, the term, "contractor" as used in this section shall mean "Business Associate."
2. The contractor agrees that for purposes of the Business Associate Provisions contained herein, terms used but not otherwise defined shall have the same meaning as those terms defined in 45 CFR Parts 160 and 164 and 42 U.S.C. §§ 17921 *et. seq.* including, but not limited to the following:
  - a. "Access", "administrative safeguards", "confidentiality", "covered entity", "data aggregation", "designated record set", "disclosure", "hybrid entity", "information system", "physical safeguards", "required by law", "technical safeguards", "use" and "workforce" shall have the same meanings as defined in 45 CFR 160.103, 164.103, 164.304, and 164.501 and HIPAA.
  - b. "Breach" shall mean the unauthorized acquisition, access, use, or disclosure of Protected Health Information which compromises the security or privacy of such information, except as provided in 42 U.S.C. § 17921. This definition shall not apply to the term "breach of contract" as used within the contract.
  - c. "Business Associate" shall generally have the same meaning as the term "business associate" at 45 CFR 160.103, and in reference to the party to this agreement, shall mean the contractor.
  - d. "Covered Entity" shall generally have the same meaning as the term "covered entity" at 45 CFR 160.103, and in reference to the party to this agreement, shall mean the Department.
  - e. "Electronic Protected Health Information" shall mean information that comes within paragraphs (1)(i) or (1)(ii) of the definition of Protected Health Information as specified below.
  - f. "Enforcement Rule" shall mean the HIPAA Administrative Simplification: Enforcement; Final Rule at 45 CFR Parts 160 and 164.
  - g. "HIPAA Rules" shall mean the Privacy, Security, Breach Notification, and Enforcement Rules at 45 CFR Part 160 and Part 164.
  - h. "Individual" shall have the same meaning as the term "individual" in 45 CFR 160.103 and shall include a person who qualifies as a personal representative in accordance with 45 CFR 164.502 (g).
  - i. "Privacy Rule" shall mean the Standards for Privacy of Individually Identifiable Health Information at 45 CFR Part 160 and Part 164, Subparts A and E.
  - j. "Protected Health Information" as defined in 45 CFR 160.103, shall mean individually identifiable health information:
    - 1) Except as provided in paragraph (2) of this definition, that is: (i) Transmitted by electronic media; or (ii) Maintained in electronic media; or (iii) Transmitted or maintained in any other form or medium.
    - 2) Protected Health Information excludes individually identifiable health information in (i) Education records covered by the Family Educational Rights and Privacy Act, as amended, 20 U.S.C. 1232g; (ii) Records described at 20 U.S.C. 1232g(a)(4)(B)(iv); and (iii) Employment records held by a covered entity (Department) in its role as employer.
  - k. "Security Incident" shall be defined as set forth in the "Obligations of the Contractor" section of the Business Associate Provisions.
  - l. "Security Rule" shall mean the Security Standards for the Protection of Electronic Protected Health Information at 45 CFR Part 164, Subpart C.
  - m. "Unsecured Protected Health Information" shall mean Protected Health Information that is not secured through the use of a technology or methodology determined in accordance with 42 U.S.C. § 17932 or as otherwise specified by the secretary of Health and Human Services.
3. The contractor agrees and understands that wherever in this document the term "Protected Health Information" is used, it shall also be deemed to include Electronic Protected Health Information.

4. The contractor must appropriately safeguard Protected Health Information which the contractor receives from or creates or receives on behalf of the Department. To provide reasonable assurance of appropriate safeguards, the contractor shall comply with the business associate provisions stated herein, as well as the provisions of the Health Insurance Portability and Accountability Act of 1996 (HIPAA), as amended by the Health Information Technology for Economic and Clinical Health Act (HITECH) (PL-111-5) and all regulations promulgated pursuant to authority granted therein.
5. The Department and the contractor agree to amend the contract as is necessary for the parties to comply with the requirements of HIPAA and the Privacy Rule, Security Rule, Enforcement Rule, and other rules as later promulgated (hereinafter referenced as the regulations promulgated thereunder). Any ambiguity in the contract shall be interpreted to permit compliance with the HIPAA Rules.
6. **Permitted Uses and Disclosures of Protected Health Information by the Contractor**
  - 6.1 The contractor may not use or disclose Protected Health Information in any manner that would violate Subpart E of 45 CFR Part 164 if done by the Department, except for the specific uses and disclosures in the contract.
  - 6.2 The contractor may use or disclose Protected Health Information to perform functions, activities, or services for, or on behalf of, the Department as specified in the contract, provided that such use or disclosure would not violate HIPAA and the regulations promulgated thereunder.
  - 6.3 The contractor may use Protected Health Information to report violations of law to appropriate Federal and State authorities, consistent with 45 CFR 164.502(j)(1) and shall notify the Department by no later than ten (10) calendar days after the contractor becomes aware of the disclosure of the Protected Health Information.
  - 6.4 If required to properly perform the contract and subject to the terms of the contract, the contractor may use or disclose Protected Health Information if necessary for the proper management and administration of the contractor's business.
  - 6.5 If the disclosure is required by law, the contractor may disclose Protected Health Information to carry out the legal responsibilities of the contractor.
  - 6.6 If applicable, the contractor may use Protected Health Information to provide Data Aggregation services to the Department as permitted by 45 CFR 164.504(e)(2)(i)(B).
  - 6.7 The contractor may not use Protected Health Information to de-identify or re-identify the information in accordance with 45 CFR 164.514(a)-(c) without specific written permission from the Department to do so.
  - 6.8 The contractor agrees to make uses and disclosures and requests for Protected Health Information consistent with the Department's minimum necessary policies and procedures.
7. **Obligations and Activities of the Contractor**
  - 7.1 The contractor shall not use or disclose Protected Health Information other than as permitted or required by the contract or as otherwise required by law, and shall comply with the minimum necessary disclosure requirements set forth in 45 CFR § 164.502(b).
  - 7.2 The contractor shall use appropriate administrative, physical and technical safeguards to prevent use or disclosure of the Protected Health Information other than as provided for by the contract. Such safeguards shall include, but not be limited to:
    - a. Workforce training on the appropriate uses and disclosures of Protected Health Information pursuant to the terms of the contract;
    - b. Policies and procedures implemented by the contractor to prevent inappropriate uses and disclosures of Protected Health Information by its workforce and subcontractors, if applicable;
    - c. Encryption of any portable device used to access or maintain Protected Health Information or use of equivalent safeguard;
    - d. Encryption of any transmission of electronic communication containing Protected Health Information or use of equivalent safeguard; and
    - e. Any other safeguards necessary to prevent the inappropriate use or disclosure of Protected Health Information.
  - 7.3 With respect to Electronic Protected Health Information, the contractor shall use appropriate administrative, physical and technical safeguards that reasonably and appropriately protect the confidentiality, integrity and availability of the Electronic Protected Health Information that contractor creates, receives, maintains or transmits on behalf of the

Department and comply with Subpart C of 45 CFR Part 164, to prevent use or disclosure of Protected Health Information other than as provided for by the contract.

- 7.4 In accordance with 45 CFR 164.502(e)(1)(ii) and 164.308(b)(2), the contractor shall require that any agent or subcontractor that creates, receives, maintains, or transmits Protected Health Information on behalf of the contractor agrees to the same restrictions, conditions, and requirements that apply to the contractor with respect to such information.
- 7.5 By no later than ten (10) calendar days after receipt of a written request from the Department, or as otherwise required by state or federal law or regulation, or by another time as may be agreed upon in writing by the Department, the contractor shall make the contractor's internal practices, books, and records, including policies and procedures and Protected Health Information, relating to the use and disclosure of Protected Health Information received from, created by, or received by the contractor on behalf of the Department available to the Department and/or to the Secretary of the Department of Health and Human Services or designee for purposes of determining compliance with the HIPAA Rules and the contract.
- 7.6 The contractor shall document any disclosures and information related to such disclosures of Protected Health Information as would be required for the Department to respond to a request by an individual for an accounting of disclosures of Protected Health Information in accordance with 42 USCA §17932 and 45 CFR 164.528. By no later than five (5) calendar days of receipt of a written request from the Department, or as otherwise required by state or federal law or regulation, or by another time as may be agreed upon in writing by the Department, the contractor shall provide an accounting of disclosures of Protected Health Information regarding an individual to the Department. If requested by the Department or the individual, the contractor shall provide an accounting of disclosures directly to the individual. The contractor shall maintain a record of any accounting made directly to an individual at the individual's request and shall provide such record to the Department upon request.
- 7.7 In order to meet the requirements under 45 CFR 164.524, regarding an individual's right of access, the contractor shall, within five (5) calendar days following a Department request, or as otherwise required by state or federal law or regulation, or by another time as may be agreed upon in writing by the Department, provide the Department access to the Protected Health Information in an individual's designated record set. However, if requested by the Department, the contractor shall provide access to the Protected Health Information in a designated record set directly to the individual for whom such information relates.
- 7.8 At the direction of the Department, the contractor shall promptly make any amendment(s) to Protected Health Information in a Designated Record Set pursuant to 45 CFR 164.526.
- 7.9 The contractor shall report to the Department's Security Officer any security incident immediately upon becoming aware of such incident and shall take immediate action to stop the continuation of any such incident. For purposes of this paragraph, security incident shall mean the attempted or successful unauthorized access, use, modification or destruction of information or interference with systems operations in an information system. This does not include trivial incidents that occur on a daily basis, such as scans, "pings," or unsuccessful attempts that do not penetrate computer networks or servers or result in interference with system operations. By no later than five (5) days after the contractor becomes aware of such incident, the contractor shall provide the Department's Security Officer with a description of any remedial action taken to mitigate any harmful effect of such incident and a proposed written plan of action for approval that describes plans for preventing any such future security incidents.
- 7.10 The contractor shall report to the Department's Privacy Officer any unauthorized use or disclosure of Protected Health Information not permitted or required as stated herein immediately upon becoming aware of such use or disclosure and shall take immediate action to stop the unauthorized use or disclosure. By no later than five (5) calendar days after the contractor becomes aware of any such use or disclosure, the contractor shall provide the Department's Privacy Officer with a written description of any remedial action taken to mitigate any harmful effect of such disclosure and a proposed written plan of action for approval that describes plans for preventing any such future unauthorized uses or disclosures.



- 7.11 The contractor shall report to the Department's Security Officer any breach immediately upon becoming aware of such incident and shall take immediate action to stop the continuation of any such incident. By no later than five (5) days after the contractor becomes aware of such incident, the contractor shall provide the Department's Security Officer with a description of the breach, the information compromised by the breach, and any remedial action taken to mitigate any harmful effect of such incident and a proposed written plan for approval that describes plans for preventing any such future incidents.
- 7.12 The contractor's reports required in the preceding paragraphs shall include the following information regarding the security incident, improper disclosure/use, or breach, (hereinafter "incident"):
- a. The name, address, and telephone number of each individual whose information was involved if such information is maintained by the contractor;
  - b. The electronic address of any individual who has specified a preference of contact by electronic mail;
  - c. A brief description of what happened, including the date(s) of the incident and the date(s) of the discovery of the incident;
  - d. A description of the types of Protected Health Information involved in the incident (such as full name, Social Security Number, date of birth, home address, account number, or disability code) and whether the incident involved Unsecured Protected Health Information; and
  - e. The recommended steps individuals should take to protect themselves from potential harm resulting from the incident.
- 7.13 Notwithstanding any provisions of the Terms and Conditions attached hereto, in order to meet the requirements under HIPAA and the regulations promulgated thereunder, the contractor shall keep and retain adequate, accurate, and complete records of the documentation required under these provisions for a minimum of six (6) years as specified in 45 CFR Part 164.
- 7.14 The contractor shall not directly or indirectly receive remuneration in exchange for any Protected Health Information without a valid authorization.
- 7.15 If the contractor becomes aware of a pattern of activity or practice of the Department that constitutes a material breach of contract regarding the Department's obligations under the Business Associate Provisions of the contract, the contractor shall notify the Department's Security Officer of the activity or practice and work with the Department to correct the breach of contract.
- 7.16 The contractor shall indemnify the Department from any liability resulting from any violation of the Privacy Rule or Security Rule or Breach arising from the conduct or omission of the contractor or its employee(s), agent(s) or subcontractor(s). The contractor shall reimburse the Department for any and all actual and direct costs and/or losses, including those incurred under the civil penalties implemented by legal requirements, including but not limited to HIPAA as amended by the Health Information Technology for Economic and Clinical Health Act, and including reasonable attorney's fees, which may be imposed upon the Department under legal requirements, including but not limited to HIPAA's Administrative Simplification Rules, arising from or in connection with the contractor's negligent or wrongful actions or inactions or violations of this .

## **8. Obligations of the Department**

- 8.1 The Department shall notify the contractor of limitation(s) that may affect the contractor's use or disclosure of Protected Health Information, by providing the contractor with the Department's notice of privacy practices in accordance with 45 CFR 164.520.
- 8.2 The Department shall notify the contractor of any changes in, or revocation of, authorization by an Individual to use or disclose Protected Health Information.
- 8.3 The Department shall notify the contractor of any restriction to the use or disclosure of Protected Health Information that the Department has agreed to in accordance with 45 CFR 164.522.
- 8.4 The Department shall not request the contractor to use or disclose Protected Health Information in any manner that would not be permissible under HIPAA and the regulations promulgated thereunder.
9. **Expiration/Termination/Cancellation:** Except as provided in the subparagraph below, upon the expiration, termination, or cancellation of the contract for any reason, the contractor shall, at the discretion of the Department, either return to the Department or destroy all Protected Health Information received by the contractor from the Department, or created or received by the contractor on behalf of the Department, and shall not retain any copies of

such Protected Health Information. This provision shall also apply to Protected Health Information that is in the possession of subcontractor or agents of the contractor.

- a. In the event the Department determines that returning or destroying the Protected Health Information is not feasible, the contractor shall extend the protections of the contract to the Protected Health Information for as long as the contractor maintains the Protected Health Information and shall limit the use and disclosure of the Protected Health Information to those purposes that made return or destruction of the information infeasible. If at any time it becomes feasible to return or destroy any such Protected Health Information maintained pursuant to this paragraph, the contractor must notify the Department and obtain instructions from the Department for either the return or destruction of the Protected Health Information.

10. **Breach of Contract:** In the event the contractor is in breach of contract with regard to the business associate provisions included herein, the contractor agrees that in addition to the requirements of the contract related to cancellation of contract, if the Department determines that cancellation of the contract is not feasible, the State of Missouri may elect not to cancel the contract, but the Department shall report the breach of contract to the Secretary of the Department of Health and Human Services.

Appendix A

**APPLICATION FOR FUNDS FROM  
THE DEPARTMENT OF SOCIAL SERVICES MO HEALTHNET DIVISION (MHD)  
TITLE XIX TRANSPORTATION OPERATING ASSISTANCE PROGRAM  
AND CERTIFICATION OF GENERAL REVENUE**

**Fiscal Year July 1, 2018 through June 30, 2019**

**SECTION I. General Information**

Name of the Government Entity \_\_\_\_\_

Address \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Contact Person \_\_\_\_\_  
Phone Number \_\_\_\_\_

**SECTION II. Program Description**

A. Area of Service \_\_\_\_\_

B. Days and Hours of Operation \_\_\_\_\_

C. Estimated total trips, miles for fiscal year, cost per mile and MO HealthNet cost

1. Estimated total one-way trips to be provided \_\_\_\_\_
2. Estimated MO HealthNet medical one-way trips \_\_\_\_\_
3. Estimated total vehicle miles to be operated  
(for entire transportation program) \_\_\_\_\_
4. Total Administrative and Operating expense  
(for entire transportation program)(Appendix B, C.) \_\_\_\_\_
5. Estimated Cost per Mile (#4 / #3) or  
Estimated Cost per Trip (#4 / #1) \_\_\_\_\_
6. Estimated MO HealthNet Miles \_\_\_\_\_
7. Estimated Operating Cost (MO HealthNet)(#5 \* #6) \_\_\_\_\_

D. Transportation Sources

| Year/Make/Type | Handicapped<br>Equipped |       | Passenger<br>Capacity | Owned | Leased |
|----------------|-------------------------|-------|-----------------------|-------|--------|
|                | Yes                     | No    |                       |       |        |
| _____          | _____                   | _____ | _____                 | _____ | _____  |
| _____          | _____                   | _____ | _____                 | _____ | _____  |
| _____          | _____                   | _____ | _____                 | _____ | _____  |

Total Vehicles Leased and Owned \_\_\_\_\_

*If additional space is needed, attach additional sheets.*

Appendix A

Fiscal Year July 1, 2018 through June 30, 2019

**SECTION III. Description of Transportation Program**

Describe how you will assure transportation provided is the least expensive for the level of service required for the patient's condition (i.e. special circumstances, coordination of efforts and other factors which affect your program).

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**SECTION IV. Transportation Operating Expenses, Funding Sources**

Funding Sources

| Name of Funding Sources<br>for Transportation | 1.<br>Local<br>Funding | 2.<br>State General<br>Revenue | 3.<br>Total |
|-----------------------------------------------|------------------------|--------------------------------|-------------|
|                                               |                        |                                | \$ -        |
|                                               |                        |                                | \$ -        |
|                                               |                        |                                | \$ -        |
|                                               |                        |                                | \$ -        |
| <b>Total</b>                                  | \$ -                   | \$ -                           | \$ -        |

- A. Total revenue used for all transportation (Total #3.) \$ -
- B. Estimated operating cost of MO HealthNet transportation (Section II. C. 7.)
- C. Total revenue certified to be used for medical transportation for MO HealthNet eligible individuals (Cannot exceed A.)

The agency also certifies that costs for which reimbursement will be requested are not being claimed, or used to support requests from any other grant program.

AUTHORIZED SIGNATURE

DATE

Title

AGENCY

Appendix B

Fiscal Year July 1, 2018 through June 30, 2019

**ESTIMATED ADMINISTRATIVE OPERATING BUDGET**

**A. Administrative Expenses:**

|                                                |                 |
|------------------------------------------------|-----------------|
| Project Manager's Salary                       | _____           |
| Fringe Benefits                                | _____           |
| Secretary/Bookkeeper                           | _____           |
| Fringe Benefits                                | _____           |
| Office Supplies                                | _____           |
| Building Utilities (lights, heat, water, etc.) | _____           |
| Telephone                                      | _____           |
| Insurance                                      | _____           |
| Bonding                                        | _____           |
| Promotion                                      | _____           |
| Travel (Mileage)                               | _____           |
| Miscellaneous Expenses                         | _____           |
| Advertising (notices in newspapers)            | _____           |
| <b>Total Administrative Expenses</b>           | <b>\$ _____</b> |

**B. Operating Expenses**

|                                      |                 |
|--------------------------------------|-----------------|
| Driver Salaries                      | _____           |
| Fringe Benefits                      | _____           |
| Dispatcher                           | _____           |
| Maintenance (Labor and Parts)        | _____           |
| Fuel and Oil                         | _____           |
| Tires and Tubes                      | _____           |
| Miscellaneous Materials and Supplies | _____           |
| <b>Total Operating Expenses</b>      | <b>\$ _____</b> |

**C. Total Administrative and Operating Expenses**

**\$ \_\_\_\_\_**

**D. Estimated Operating Cost (MO HealthNet)\***

\_\_\_\_\_

Prepared By \_\_\_\_\_  
Title \_\_\_\_\_

Date \_\_\_\_\_

\* Estimated Operating Cost (MO HealthNet) is that part of the Total Administrative and Operating expense to be used for MO HealthNet transportation for MO HealthNet eligible individuals (Appendix A, Section II. C. 7.).

*This budget page may be modified for your specific needs. Please note any modification with a check mark to the left of your line item.*

# Invoice For Medicaid Administration Of Transportation

Invoice # \_\_\_\_\_ Provider # \_\_\_\_\_

Name of Governmental Entity \_\_\_\_\_

Invoice For Period \_\_\_\_\_ Through \_\_\_\_\_ FY \_\_\_\_\_

Contact Person \_\_\_\_\_ Telephone Number \_\_\_\_\_

Remit Medicaid Reimbursement To: \_\_\_\_\_

> Address of entity

- A. How Many Medicaid eligible Individuals were transported to Medicaid covered services during this period? \_\_\_\_\_
- B. What was the total Number of trips provided for the Medicaid eligible individuals reported in letter A?  
\_\_\_\_\_
- C. What was the cost of providing transportation for the Medicaid eligible individuals reported in letter A?  
\_\_\_\_\_

## Reimbursement Of Medically Necessary Transportation Services

|                   |   |     |   |                                |
|-------------------|---|-----|---|--------------------------------|
| _____             | X | 50% | = | _____                          |
| (Cost [letter C]) | X | 50% | = | (Total Medicaid Reimbursement) |

## Certification Of Revenue And Costs

The \_\_\_\_\_ (Government Entity) certifies that it has expended state and local general funds in an amount sufficient to provide the nonfederal share of the expenditures being claimed for federal financial participation. The government entity certifies that the costs for which reimbursement is being requested are not being claimed, or used to support requests from any other grant program. The government entity also certifies that the costs for which reimbursement is being requested are a record of actual cost and were incurred in the performance of the contract.

Authorized Signature \_\_\_\_\_ Date \_\_\_\_\_

**Reimbursement Will Not Be Made Without Receipt Of Completed Form.**

Send Invoice To:

Program Operations Unit  
Division of Medical Services  
P.O Box 6500  
Jefferson City, Mo 65102-6500

TN # \_\_\_\_\_  
Supersedes TN \_\_\_\_\_

Approval Date \_\_\_\_\_  
Effective Date \_\_\_\_\_

**Open Session Item**

**12.c.**



**Bi-State Development  
Board of Commissioners  
Agenda Item  
September 27, 2019**

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**From:** Taulby Roach, President and Chief Executive Officer  
**Subject:** **Contract Award: Central States – Purchase of Paratransit Vans**  
**Disposition:** Approval  
**Presentation:** Jessica Mefford-Miller, Executive Director Metro Transit; Larry Jackson, Executive Vice President of Administration; Darren Curry, Chief Mechanical Officer

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**Objective:**

To present to the Board of Commissioners a request to award a 5 year, Indefinite Delivery/Indefinite Quantity Contract to Central States for the purchase of paratransit vans (minimum quantity 35, maximum quantity 150).

**Background:**

The Board approved a five year contract at the November 16, 2018, meeting, Board Resolution #929. The purchase order was created, and on January 15, 2019, Metro was informed the 2019 Chevrolet chassis no longer met domestic standards, and our contract could not be exercised using FTA funding. On January 30, 2019, Bi-State Development requested a waiver of the Buy America requirement, as described in the statutory waivers based on non-availability, therefore allowing the purchase of 35 paratransit vans from Midwest Transit. Bi-State has not received an official response from the FTA on this request so it was decided that a new solicitation be drafted.

The Agency operates Call-A-Ride paratransit service to customers throughout our service area in the City of St. Louis and St. Louis County. The current Call-A-Ride fleet operates approximately 6 million miles annually, has an average fleet age of 6.84 years and 353,193 miles. The initial 69 vehicles that are in critical need of replacement are 10 years old and average over 475,000 miles. This by far exceeds the FTA required 5 years or 150,000 miles.

This contract allows for a measured approach that quickly repopulates the paratransit fleet, replacing 42 vans on the first year production. The anticipated production will depend on chassis availability, and at this time, July 2020 is reasonable target date for beginning full production. The second production of 27 vans will be scheduled for January 2021, and will replace the remainder of the Chevrolet fleet that has far exceed its useful life. The new vans would be put on a three (3) year replacement cycle, due to the relatively high mileage requirements at Call-A-Ride.

Following the replacement of 69 vans described here, the balance of the paratransit fleet would consist of thirty-seven (37) 2015 and seventeen (17) 2016 Freightliners. These vehicles would be the last of the paratransit fleet equipped with three wheelchair positions. In 2020-2021, Product Development, along with Call-A-Ride Operations, will evaluate the performance of this type of vehicle in our operating profile. We will determine if the current contracted van can suffice for full fleet deployment. The alternative to continuing to purchase vehicles under this proposed contract would be to pursue a larger vehicle, with three wheelchair positions.

The proposed contract award is based upon anticipated minimum and maximum requirements over the next five years. Bi-State Development (**BSD**) / Metro issued solicitation 19-RFP-105987-DH on March 18, 2019, which closed on May 17, 2019. Sixteen (16) potential manufacturers and their dealers, listed on the FTA Transit Vehicle Manufacturers (**TVM**), approved listing were invited to participate. Three (3) bidders responded, offering choices of four (4) different brands/configurations of vans. Two of the four (4) brands submitted did not meet the technical specifications of the proposal and were not evaluated. The Agency utilized a “Competitive Negotiation/Best Value” procurement method for this solicitation for the required new vans. This method was selected to ensure that the vehicle procured offered maximum customer comfort, as well as operational utility and efficiency for the cost.

**Analysis:**

All proposals were scored considering both technical and cost data, submitted by five (5) members of the Quality Assurance and Maintenance departments. Both bidders had similar technical scores, but the Arboc came in significantly less expensive than the other offeror. Midwest Transit offering of the Starcraft was not scored, because the gross vehicle weight exceeded the specification. Central States offered another vehicle from Eldorado and was not scored due to its inability to meet the seating requirements specified in the contract. Both offerors that met Metro’s specifications were built on a low floor chassis. This type of chassis configuration gives customers easier access to the vehicle by eliminating entrance steps, and the lighter chassis improves the ride for a smoother more comfortable trip for the customer. The price increase of approximately 30% over the last contract is due to the low floor chassis and the increasing FTA buy America requirement.

Pricing remains firm for 180 days after contract award; thereafter, pricing will be adjusted up or down based on the PPI Index change for category 1413 Truck/Bus bodies unadjusted. Chassis price changes are subject to review. The change in the index will be used to adjust base order prices.

**Previous Committee Action:**

This item was presented at the August 20, 2019, Combined Meeting of the Operations Committee and Audit, Finance & Administration Committee, and it has been recommended by the Committee for approval.

**Board Action Requested:**

Management recommends that the Board of Commissioners approve a request to award a 5 year Indefinite Delivery/Indefinite Quantity contract to Central States Bus for the Arboc low floor van, built on the Ford Transit chassis.

**Attachments:**

The original bids are listed below:

| Bidder                    | Proposal # | Price Score | Technical Score | Overall Score | Base Cost  |
|---------------------------|------------|-------------|-----------------|---------------|------------|
| Central States Bus- Arboc | 1          | 375         | 487             | 862           | \$121,880  |
| Tesco- Frontrunner        | 1          | 329         | 483             | 812           | \$138,917  |
| Midwest -Starcraft        | 1          | N/A         | N/A             | N/A           | Not scored |
| Central States -Eldorado  | 2          | N/A         | N/A             | N/A           | Not scored |

**Funding Source:**

Funding will be established for each subsequent purchase against this contract, prior to issuance of firm commitment for production, based on funds available and as established in the annual capital budgets. Funding for purchase of paratransit vans is typically 80% federal funds, including Section 5307 formula funds and Surface Transportation Program (**STP**), funds and 20% local match, typically Prop M (Missouri sales tax). Individual task orders will be issued against this contract as requirements materialize and funding becomes available.

**A RESOLUTION OF THE BOARD OF COMMISSIONERS  
OF THE BI-STATE DEVELOPMENT AGENCY  
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT  
AWARDING A FIVE (5) YEAR, INDEFINITE DELIVERY/INDEFINITE  
QUANTITY CONTRACT TO CENTRAL STATES FOR THE PURCHASE OF  
PARATRANSIT VANS**

**PREAMBLES:**

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

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

*Whereas*, Board Policy Chapter 50.010.E requires Board approval of Negotiated Procurements exceeding \$500,000; and

*Whereas*, the Agency operates Call-A-Ride paratransit service to customers throughout the BSD service area in the City of St. Louis and St. Louis County. The current Call-A-Ride fleet operates approximately 6 million miles annually, has an average fleet age of 6.84 years and 353,193 miles. The initial sixty-nine (69) vehicles that are in critical need of replacement are ten (10) years old and average over 475,000 miles. This far exceeds the FTA required five (5) years or 150,000 miles; and

*Whereas*, the Agency issued solicitation 19-RFP-105987-DH on March 18, 2019, and sixteen (16) potential manufacturers and their dealers, listed on the FTA Transit Vehicle Manufacturers (TVM) approved listing were invited to participate. Three (3) bidders responded, offering choices of four (4) different brands/configurations of vans; however, two of the four (4) brands submitted did not meet the technical specifications of the proposal and were not evaluated; and

*Whereas*, all proposals were scored considering both technical and cost data, by five (5) members of the Quality Assurance and Maintenance departments. Central States, offering the Arboc, was significantly less expensive than the other offer. Pricing remains firm for 180 days after contract award; thereafter, pricing will be adjusted up or down based on the PPI Index change for category 1413 Truck/Bus bodies unadjusted. Chassis price changes are subject to review. The change in the index will be used to adjust base order prices; and

*Whereas*, it is feasible, necessary and in the public interest for the Agency to approve the award a five (5) year, Indefinite Delivery/Indefinite Quantity contract for the purchase of paratransit vans to Central States Bus for the Arboc low floor van, built on the Ford Transit chassis, 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 five (5) year, Indefinite Delivery/Indefinite Quantity contract to Central States for the purchase of paratransit vans, under

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

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

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

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

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

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

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

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

**ADOPTED** by the Board of Commissioners of The Bi-State Development Agency of the Missouri-Illinois Metropolitan District this 27<sup>th</sup> day of September, 2019.

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

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

By \_\_\_\_\_  
Title \_\_\_\_\_

[SEAL]

ATTEST:

By \_\_\_\_\_  
Deputy Secretary to the Board of Commissioners

**Open Session Item**

**12.d.**

**Bi-State Development Agency  
Board of Commissioners  
Agenda Item  
September 27, 2019**

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**From:** Taulby Roach, President and Chief Executive Officer  
**Subject:** **MetroLink – Union Station Tunnel Design Contract Modification No. 3, Modjeski and Masters**  
**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

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**Objective:**

To present to the Board of Commissioners for approval, a request to authorize the President and CEO to execute a contract modification with Modjeski and Masters, Inc. for the continuation of design services of the MetroLink tunnel at Union Station.

**Background:**

On June 24th, 2016, Metro issued a Request for Proposals (17-RFP-103314-DGR) for design services for the reconstruction of the Union Station Tunnel. The consulting firm, Modjeski and Masters, was awarded the design contract and issued Notice to Proceed on November 3, 2016. The original contract award was \$4,432,067.20. Modjeski and Masters commenced with design, and prepared bid packages for the Overhead Conductor Rail and the relocation of the Communication Room, which are currently under construction.

Modjeski and Masters was instructed to develop the design of the main tunnel package in a manner which accelerated the construction as much as possible. This would have allowed for construction to take place during the summer and fall of 2019, thereby minimizing potential impacts to the new Aquarium at Union Station, which is slated to open in late 2019. The design and construction schedules necessitated that a construction easement be obtained from the property owner of the Union Station parking lot, beginning in April 2019. Bi-State Development (**BSD**) staff were unable to negotiate and acquire said easement.

In order to continue the project, BSD staff instructed Modjeski and Masters to change the design and construction methodology of the tunnel so that construction could take place within the tunnel with minimal or no impact to the parking lot during the initial construction phase. The second construction phase at parking lot level is scheduled to take place after an easement has been obtained from the property owner.

Modjeski and Masters is requesting a contract modification that will provide them with additional hours to develop the new design and bid packages, with additional compensation of \$664,089.27 to complete the re-design. The original contract and the contract modification are cost reimbursable with a ceiling.

**Analysis**

The Contract Modification Cost Proposal provided by Modjeski and Masters was reviewed and compared to an independent cost estimate. The proposed cost was within 5% of the independent cost estimate and deemed satisfactory.

A Disadvantage Business Enterprises (**DBE**) goal of 8% was set for the design and construction phase services. Modjeski and Masters' contract modification cost proposal provides for 9.1% DBE participation.

**Previous Committee Action:**

This item was presented at the August 20, 2019, Combined Meeting of the Operations Committee and Audit, Finance & Administration Committee, and it has been recommended by the Committee for approval.

**Board Action Requested:**

The Committee recommends that the Board of Commissioners approve a request to allow President and CEO to execute this Contract Modification to Modjeski and Masters, based on the negotiated cost proposal submitted on July 23, 2019, in the amount of \$664,089.27. The Contract Modification also extends the period of performance from November 3, 2020, to June 30, 2022.

**Funding Source:**

The project budget is supported by the current and pending federal grants as shown in the table below.

| <b>Grant No.</b>          | <b>Federal</b>      | <b>Local</b>        | <b>Total</b>        | <b>Source</b>                     |
|---------------------------|---------------------|---------------------|---------------------|-----------------------------------|
| MO-05-0028                | \$2,658,508         | \$664,627           | \$3,323,135         | 5309 Fixed Guideway               |
| MO-54-0001                | \$10,214,082        | \$2,553,521         | \$12,767,603        | 5337 SGR Formula                  |
| MO-90-X296                | \$2,535,593         | \$633,898           | \$3,169,491         | 5307 Formula                      |
| MO-95-X257                | \$8,000,000         | \$2,000,000         | \$10,000,000        | 5307 Formula                      |
| MO-2016-026               | \$5,192,844         | \$1,298,211         | \$6,491,055         | 5307 Formula                      |
| MO-90-X281                | \$9,497,704         | \$2,374,426         | \$11,872,130        | Transfer from Eads Bridge Project |
| FY 17 Fed. Formula<br>TBD | \$4,745,065         | \$1,186,266         | \$5,931,331         | Future Application                |
| FY 18 Fed. Formula<br>TBD | \$2,400,000         | \$600,000           | \$3,000,000         | Future Application                |
| <b>Total</b>              | <b>\$45,243,796</b> | <b>\$11,310,949</b> | <b>\$56,554,745</b> |                                   |



**A RESOLUTION OF THE BOARD OF COMMISSIONERS  
OF THE BI-STATE DEVELOPMENT AGENCY  
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT  
APPROVING A CONTRACT MODIFICATION WITH MODJESKI AND  
MASTERS FOR THE CONTINUATION OF DESIGN SERVICES FOR THE  
METROLINK TUNNEL AT UNION STATION**

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

*Whereas*, this Project budget is supported through current and pending federal grants including: MO-05-0028, MO-54-0001, MO-90-X296, MO-95-X257, MO-2016-026, MO-90-X281, FY17 Fed; and FY18 Fed; and

*Whereas*, on June 24th, 2016, Metro issued a Request for Proposals (17-RFP-103314-DGR) for design services for the renovation of the MetroLink Tunnel at Union Station, and the consulting firm, Modjeski and Masters, was awarded the design contract and issued Notice to Proceed on November 3, 2016; and

*Whereas*, the original contract award was \$4,432,067.20. Modjeski and Masters commenced with design, and prepared bid packages for the Overhead Conductor Rail and the relocation of the Communication Room, which are currently under construction; and

*Whereas*, Modjeski and Masters was instructed to develop the design of the main tunnel package in a manner which accelerated the construction as much as possible, and would have allowed for construction to take place during the summer and fall of 2019. The design and construction schedules necessitated that a construction easement be obtained from the property owner of Union Station beginning in April 2019. Bi-State Development (**BSD**) staff were unable to negotiate and acquire said easement in time; and

*Whereas*, in order to continue the project, BSD staff instructed Modjeski and Masters to change the design and construction methodology of the tunnel, so that construction could take place within the tunnel with minimal or no impact to Union Station during the initial construction phase. The second construction phase is scheduled to take place after an easement has been obtained from the property owner; and

*Whereas*, Modjeski and Masters is requesting a contract modification that will provide them with additional hours to develop the new design and bid packages, with additional compensation of \$664,089.27 to complete the re-design, and the original contract and the contract modification are cost reimbursable with a ceiling; and

*Whereas*, the Contract Modification Cost Proposal provided by Modjeski and Masters was reviewed and compared to an independent cost estimate, and the proposed cost was within 5% of the independent cost estimate and deemed satisfactory; and

*Whereas*, it is feasible, necessary and in the public interest for the Agency to approve a Contract Modification to Modjeski and Masters for continuation of design services for the renovation of the MetroLink Tunnel at Union Station, based on the negotiated cost in the amount of \$664,089.27, with an extension of the period of performance from November 3, 2020, to June 30, 2022, in accordance with the terms and conditions described herein.

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

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

Section 2.        Approval of the Contract. The Board of Commissioners hereby approves a Contract Modification to Modjeski and Masters for continuation of design services for the renovation of the MetroLink Tunnel at Union Station, based on the negotiated cost in the amount of \$664,089.27, with an extension of the period of performance from November 3, 2020, to June 30, 2022, 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 27<sup>th</sup> day of September, 2019.

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

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

By \_\_\_\_\_  
Title \_\_\_\_\_

[SEAL]

ATTEST:

By \_\_\_\_\_  
Deputy Secretary to the Board of Commissioners

**Open Session Item**

**12.e.**

**Bi-State Development  
Board of Commissioners  
Agenda Item  
September 27, 2019**

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**From:** Taulby Roach, President and Chief Executive Officer  
**Subject:** **Contract Modification: Contract Extension with Blue Sky Apparel for Supply of Metro Transit Management Uniforms and Accessories**  
**Disposition:** Approval  
**Presentation:** Jessica Mefford-Miller, Executive Director – Metro Transit;  
Gregory A. Smith, Vice President - Procurement, Materials Management and Supplier Diversity; Larry Jackson, Executive Vice President – Administration

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**Objective:**

To present to the Board of Commissioners for approval, a request for a contract extension with Blue Sky Apparel for the supply of uniforms and accessories to Metro Transit personnel.

**Background:**

Currently, Bi-State Development contracts with two apparel supply companies for uniform services. On April 1, 2014, Bi-State Development (**BSD**) awarded a contract to Blue Sky Apparel & Promotions, LLC to supply uniforms and accessories to Metro Transit staff.

The period of performance includes three (3) base years and two (2) option years (June 2014–June 2019). Bi-state Development is in the final year of option year two (2) in the existing contract, and the contract was scheduled to expire June 8, 2019; however, a contract modification has been executed to extend the contract year 90 calendar days (September 9, 2019); however, an additional contract extension is needed to continue the uniform service until a new solicitation is issued and a new contract is awarded.

Metro Transit currently maintains a second contract with Leon Uniform Company to supply uniforms and accessories for its operators and security personnel. This contract will expire April 30, 2020.

**Analysis:**

Procurement is currently gathering the necessary information regarding uniform changes to be included in the new solicitation, with the intent to award an all-inclusive contract to one firm to provide uniform garments/accessories for all the groups (Metro Transit Staff, Operators and Public Safety). The contract extension will provide a necessary bridge for the continued supply of uniforms and accessories, until a new contract is finalized.

**Previous Committee Action:**

This item was presented at the August 20, 2019, Combined Meeting of the Operations Committee and Audit, Finance & Administration Committee, and it has been recommended by the Committee for approval.

**Board Action Requested:**

The Committee recommends that the Board of Commissioners approve the request for the President and CEO to issue a modification to extend the current contract with Blue Sky Apparel & Promotions, LLC through April 30, 2020, to ensure continuity of services.

**Funding Source:**

The Transit Operating Budget provides funding for the uniform allowances. The TSM/OCC, Training Instructors and the Metro Group of Rail Dispatchers and MetroLink trainers receive an annual uniform maintenance allowance of \$400.00.

**A RESOLUTION OF THE BOARD OF COMMISSIONERS  
OF THE BI-STATE DEVELOPMENT AGENCY  
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT  
APPROVING A CONTRACT MODIFICATION WITH  
BLUE SKY APPAREL & PROMOTIONS, LLC FOR THE SUPPLY OF  
METRO TRANSIT MANAGEMENT UNIFORMS AND ACCESSORIES**

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

*Whereas*, the Transit Operating Budget provides funding for the uniform allowances; and

*Whereas*, on April 1, 2014, Bi-State Development (BSD) awarded a contract to Blue Sky Apparel & Promotions, LLC to supply uniforms and accessories to Metro Transit staff. The period of performance included three (3) base years and two (2) option years (June 2014– June 2019); and

*Whereas*, Bi-state Development is in the final year of option year two (2) in the existing contract, and the contract was scheduled to expire June 8, 2019; however, a contract modification was executed to extend the contract year 90 calendar days (expiring September 9, 2019). An additional contract extension is needed to provide continuation of service, until a new solicitation is issued, and a new contract is awarded; and

*Whereas*, Procurement is currently gathering the necessary information regarding uniform changes to be included in the new solicitation, with the intent to award an all-inclusive contract to one firm to provide uniform garments/accessories for all the groups (Metro Transit Staff, Operators and Public Safety); and

*Whereas*, the contract extension provides a necessary bridge for the continued supply of uniforms and accessories, until a new contract is finalized; and

*Whereas*, it is feasible, necessary and in the public interest for the Agency to approve a Contract Modification to extend the current contract with Blue Sky Apparel & Promotions, LLC through April 30, 2020, for supply of Metro Transit management uniforms and accessories, to ensure continuity of services, in accordance with the terms and conditions described herein.

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

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

Section 2.        Approval of the Contract. The Board of Commissioners hereby approves a Contract Modification to extend the current contract with Blue Sky Apparel & Promotions, LLC through April 30, 2020, for supply of Metro Transit management uniforms and accessories, to ensure continuity of services, under and pursuant to this Resolution and the Compact for the authorized Agency purposes set forth in the preambles hereof and subject to the conditions hereinafter provided.

Section 3.        Actions of Officers Authorized. The officers of the Agency, including, without limitation, the President and CEO, and 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 Blue Sky Apparel, LLC.

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

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

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 27<sup>th</sup> day of September, 2019.

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

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

By \_\_\_\_\_  
Title \_\_\_\_\_

[SEAL]

ATTEST:

By \_\_\_\_\_  
Deputy Secretary to the Board of Commissioners





**Bi-State Development Agency  
Board of Commissioners  
Agenda Item  
September 27, 2019**

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**From:** Taulby Roach, President and Chief Executive Officer  
**Subject:** **Sole Source Contract Award – Indra Sistemas S.A. (Indra USA) for PCI Compliant Software/Hardware Upgrade to Ticket Vending Machines**  
**Disposition:** Approval  
**Presentation:** Larry B. Jackson, Executive Vice President – Administration;  
Kerry D. Kinkade; Vice President & Chief Information Officer;  
James E. Schifferdecker; Director of Passenger Revenue; and  
Gregory A. Smith, Vice President – Procurement and Materials Management

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**Objective:**

To present to the Board of Commissioners for approval, a request to execute a sole source contract with Indra USA, to provide an upgrade of the electronic payment application on the MetroLink Ticket Vending Machines (TVM) to comply with the Payment Card Industry Payment Application Data Security standard (PCI PA-DSS) Version 3.2.. This will involve the upgrade of the Operating System, modification of the TVM Payment application and replacement of numerous hardware components within each machine including: new compliant pin-pads, bankcard readers and new industrial computers. The computer hardware will be competitively procured separately by Metro, but configured and installed by Indra USA.

**Background:**

In August of 2006, Metro Transit procured from Indra, 97 cash only self-service TVM's for installation on the Phase I and Cross County MetroLink alignments. In January of 2010, Indra implemented modifications to the software and hardware, which facilitated the acceptance of electronic payment forms (credit/debit transactions). In August of 2012, Metro Transit procured from Indra an additional 28 full service TVM's, and those were installed on the Phase II alignment, which includes the stations between East Riverfront and Shiloh-Scott in Illinois. Utilization of electronic payment forms has steadily increased since initial implementation in 2010 and currently accounts for an average of 47% of the transactions conducted at the TVM's each month. The software which controls all aspects of the TVM operation is developed by Indra and is proprietary in nature. The Payment Card Industry routinely implements enhancements to the security standards required for the processing of bankcard transactions, and these updated requirements often require modifications to the TVM software, operating systems and hardware. The only major software modification implemented since 2006 was associated with the Automated Fare Collection (AFC) system and did not address the PCI requirements of the TVM's. Our goal is to maintain the current vending equipment for approximately 5 additional years, with potential system wide replacement occurring in 2024, at which time our existing TVM fleet will range between 12 and 18 years old.

**Analysis:**

The TVM's are an integral part of the self-service ticket sales system employed for the distribution of fare media and collection of revenues for the Metro Transit system. The TVM fleet is aging, with each unit currently being in daily service for a period of between 7 and 13 years. Electronic payment methods continue to grow in popularity, as evidenced by the continued increase in credit/debit transactions over the nine year period of acceptance

availability at the TVM level. The systems have continued to gain in complexity, and data security requirements are consistently scrutinized by the industry to ensure that card holder data is not jeopardized. In order to ensure the continued functionality of the fare collection system, it is necessary to replace various key components of the machines and implement an upgraded, fully supportable operating system and software application to ensure the integrity of the machine performance and security of card holder data transmitted through our system.

PCI standards currently in place mandate support of the following principals:

- Protect stored cardholder data
- Encrypt transmission of cardholder data across networks
- Identify and authenticate access to system components
- Track and monitor access to network resources and cardholder data

Indra has submitted a proposal which identifies recommended component replacements and provides an audited and certified PCI 3.2 compliant payment application designed to meet or exceed the requirements of the Payment Card Industry standards. This will include:

- TVM Payment Application Upgrade
- Audit and certification of the system for PCI 3.2 compliance
- Installation in 125 machines of a new pin-pad & reader kit compliant with PCI 3.2
- Installation in 125 machines of new industrial PC (provided by Metro)
- Production and installation of 125 new updated TVM PC cable sets.
- Production and installation of 125 metal pin-pad adapters for TVM doors.
- 10 sets of spare parts
- Deployment of new application to each device.
- One year warranty of software application.

The formal proposal provided by Indra Sistemas S.A. is for the following services / costs:

| Scope of Work:             | Unit Price   | Total Price  |
|----------------------------|--------------|--------------|
| Project Management         | \$117,907.33 | \$117,907.33 |
| Hardware Design & Supply   | \$ 1,274.77  | \$172,093.36 |
| Software PCI Certification | \$265,382.84 | \$265,382.84 |
| Installation & Testing     | \$183,781.45 | \$183,781.45 |
| Total:                     |              | \$739,164.98 |

The Indra Fare Collection System software is proprietary in nature, and there are no other suppliers that can design nor implement the modifications required to attain the compliance level necessary to continue the acceptance of bankcard transactions through our existing equipment.

We have reviewed the contract and discussed cost saving alternatives with Indra, which are being implemented. The continued functionality of the TVM's and secure processing of electronic transactions is critical to the Metro System and revenue collection. It is our determination that exercising this contract is critical to ensuring the continued functionality of the TVM's currently being utilized.

**Previous Committee Action:**

This item was presented at the August 20, 2019, Combined Meeting of the Operations Committee and Audit, Finance & Administration Committee, and it has been recommended by the Committee for approval.

**Committee Action Requested:**

The Committee recommends that the Board of Commissioners approve a sole source procurement request with Indra Sistemas S.A., not to exceed \$739,164.99, for the PCI compliant software and update of 125 units in service, in addition to 10 spare sets of parts.

**Funding Source:**

Federal Transit Administration Federal Formula Funds – Grant MO-90-X296 and local match.

**A RESOLUTION OF THE BOARD OF COMMISSIONERS  
OF THE BI-STATE DEVELOPMENT AGENCY  
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT  
APPROVING A SOLE SOURCE CONTRACT WITH INDRA SISTEMAS S.A.  
(INDRA USA) FOR PCI COMPLIANT SOFTWARE/HARDWARE UPGRADE  
TO TICKET VENDING MACHINES**

**PREAMBLES:**

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

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

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

*Whereas*, in August of 2006, Metro Transit procured from Indra, 97 cash only, self-service ticket vending machines, (TVM’s) for installation on the Phase I and Cross County MetroLink alignments, and in January of 2010, Indra implemented modifications to the software and hardware, which facilitated the acceptance of electronic payment forms (credit/debit transactions); and

*Whereas*, in August of 2012, Metro Transit procured from Indra an additional 28 full service TVM’s, and those were installed on the Phase II alignment, which includes the stations between East Riverfront and Shiloh-Scott in Illinois; and

*Whereas*, utilization of electronic payment forms has steadily increased since initial implementation in 2010 and currently accounts for an average of 47% of the transactions conducted at the TVM’s each month; and

*Whereas*, the TVM’s are an integral part of the self-service ticket sales system employed for the distribution of fare media and collection of revenues for the Metro Transit system; and

*Whereas*, the Indra Fare Collection System software is proprietary in nature, and there are no other suppliers that can design nor implement the modifications required to attain the compliance level necessary to continue the acceptance of bankcard transactions through the existing equipment. Staff has reviewed the contract and discussed cost saving alternatives with Indra, which are being implemented., The continued functionality of the TVM’s and the secure processing of electronic transactions are critical to the Metro System and revenue collection; and

*Whereas*, it is feasible, necessary and in the public interest for the Agency to approve a sole source contract with Indra Sistemas S.A., not to exceed \$739,164.99, for the PCI compliant software and update of 125

ticket vending machines, in addition to 10 spare sets of parts, in accordance with the terms and conditions described herein.

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

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

Section 2.      Approval of the Contract. The Board of Commissioners hereby approves a sole source contract with Indra Sistemas S.A., not to exceed \$739,164.99, for the PCI compliant software and update of 125 ticket vending machines, in addition to 10 spare sets of parts, under and pursuant to this Resolution and the Compact for the authorized Agency purposes set forth in the preambles hereof and subject to the conditions hereinafter provided.

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

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

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

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

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

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

Section 9.      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 27<sup>th</sup> day of September, 2019.

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

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

By \_\_\_\_\_  
Title \_\_\_\_\_

[SEAL]

ATTEST:

By \_\_\_\_\_  
Deputy Secretary to the Board of Commissioners

Open Session Item

**12.g.**



**Bi-State Development Agency  
Board of Commissioners  
Agenda Item  
September 27, 2019**

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**From:** Larry B. Jackson, Executive Vice President – Administration  
**Subject:** **Contract Award: Cellular Phone Services**  
**Disposition:** Approval  
**Presentation:** Larry B. Jackson, Executive Vice President – Administration;  
Kerry Kinkade, Vice Present-Chief Info Officer – Information Technology; and  
Gregory Smith, Vice President – Procurement, Materials Management and Supplier  
Diversity

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**Objective:**

To present to the Board of Commissioners for approval, a request for authorization to award Contract 19-RFP-106022-MD – Cellular Phone Services for a five-year period.

**Background:**

On May 2, 2019, Bi-State Development (BSD) issued solicitation 19-RFP-106022-MD Cellular Phone Services. The solicitation was issued to obtain proposals from qualified firms who could support various cellular service to include smart and non-smart phones for use by employees, hotspots and enhance remote work, and equipment to support various mobile and fixed Wi-Fi initiatives.

Cellular phone services are essential for BSD to interact effectively in a highly matrixed partnership to ensure qualified partners can support a variety of needs within our enterprise. The contract consists of three (3) base years and two (2) option years.

**Analysis:**

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

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

- Service Plans
- Public WiFi Considerations
- Current 4G Network/LTE
- Account Management and Conversion Plan
- Hardware
- 5G Implementation

On June 4, 2019, all four firms were invited to present key points regarding their technical proposals, as well as elaborate on items the firm felt were very proprietary, such as 5G Implementation Plans. Sprint declined to present. Upon completion of the oral presentations conducted on June 14 and June 19, 2019, a consensus meeting was held with the evaluation team.

The table below includes the consensus technical and cost scores with 5-year projected cost, based on our current use of smart and non-smart mobile phones, hotspots, and connected tablets and laptops.

| Mobile Devices Only |                     |               |                           |               |
|---------------------|---------------------|---------------|---------------------------|---------------|
| Firm:               | Five Year Cost      | Cost Score    | Consensus Technical Score | Overall Total |
| <b>T- MOBILE</b>    | <b>\$606,984.00</b> | <b>125.00</b> | <b>272.50</b>             | <b>397.50</b> |
| AT&T                | \$1,134,709.20      | 66.87         | 242.50                    | 309.37        |
| SPRINT              | \$ 913,156.80       | 83.09         | 215.00                    | 298.09        |
| VERIZON             | \$1,153,267.20      | 65.79         | 216.25                    | 282.04        |

In similar fashion, the next table shows the overall scoring tabulation with 5-year projected cost for all current mobile devices plus costs for providing WiFi capability for our bus and rail fleet, facilities locations, and key transit centers. BSD is looking to provide these WiFi capabilities in the future.

| Mobile Devices and WiFi |                         |               |                           |               |
|-------------------------|-------------------------|---------------|---------------------------|---------------|
| Firm:                   | Five Year Cost          | Cost Score    | Consensus Technical Score | Overall Total |
| <b>T- MOBILE</b>        | <b>\$1,813,826.00 *</b> | <b>118.73</b> | <b>272.50</b>             | <b>391.23</b> |
| SPRINT                  | \$1,722,886.80          | 125.00        | 215.00                    | 340.00        |
| VERIZON                 | \$1,777,111.20          | 121.19        | 216.25                    | 337.44        |
| AT&T                    | \$2,730,709.20          | 78.87         | 242.50                    | 321.37        |

\*T-Mobile's five year cost of \$1,847,076 included a credit of \$33,250.00 = \$1,813,826.00

On July 31, 2019, BSD requested a Best & Final Offer from T-Mobile; which resulted in a decrease in their total five-year cost of \$1,813,826.00 to \$1,572,651.00.

Under our current contract rates with Sprint, our annual spend for mobile devices can be as much as \$200,240. With the rates proposed by T-Mobile, our annual spend for the same devices would be approximately \$135,260. With the new contract, BSD will save approximately \$65,000 per year on these devices. Over five years, those savings amount to approximately \$325,000.

#### **Previous Committee Action:**

This item was presented at the August 20, 2019, Combined Meeting of the Operations Committee and Audit, Finance & Administration Committee, and it has been recommended by the Committee for approval.

**Board Action Requested:**

The Committee recommends that the Board of Commissioners authorize the President and CEO to enter into a contract with the highest ranking firm, T-Mobile, whose proposal is most advantageous to BSD, with price and other factors considered, in a not to exceed amount of **\$1,572,651.00**, to include devices and WiFi services.

**Funding Source:**

This contract is funded 100% through operational funds.

**A RESOLUTION OF THE BOARD OF COMMISSIONERS  
OF THE BI-STATE DEVELOPMENT AGENCY  
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT  
APPROVING THE AWARD OF A CONTRACT TO T-MOBILE FOR  
CELLULAR PHONE SERVICE**

**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 contract is funded through operational funds; and

*Whereas*, On May 2, 2019, Bi-State Development (BSD) issued solicitation 19-RFP-106022-MD Cellular Phone Services, to obtain proposals from qualified firms who could support various cellular service, including smart and non-smart phones for use by employees, hotspots and enhance remote work, as well as equipment to support various mobile and fixed Wi-Fi initiatives; and

*Whereas*, in response to the solicitation, four (4) proposals were received, reviewed, and forwarded to the evaluation team, which consisted of individuals within BSD Information Technology Division; and

*Whereas*, the proposals were evaluated and scored in accordance with the following evaluation requirements specified in the solicitation package: Service Plans, Public WiFi Considerations, Current 4G Network/LTE, Account Management and Conversion Plan, Hardware, and 5G Implementation; and

*Whereas*, on June 4, 2019, all four firms were invited to present key points regarding their technical proposals, as well as elaborate on items the firm felt were very proprietary, such as 5G Implementation Plans. Sprint declined to present. Upon completion of the oral presentations conducted on June 14 and June 19, 2019, a consensus meeting was held with the evaluation team; and

*Whereas*, on July 31, 2019, BSD requested a Best & Final Offer from T-Mobile; which resulted in a decrease in their total five-year cost of \$1,813,826.00 to \$1,572,651.00; and

*Whereas*, with the new contract, BSD will save approximately \$65,000 per year on mobile devices, resulting in a five year savings of approximately \$325,000; and

*Whereas*, it is feasible, necessary, and in the public interest for the Agency to approve the award of a contract to T-Mobile to support cellular service in a not to exceed amount of \$1,572,651.00, in accordance with the terms and conditions described herein.

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

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

Section 2. Approval of the Contract. The Board of Commissioners hereby approves the award of a contract to T-Mobile to support cellular service, in an amount not to exceed \$1,572,651.00, under and pursuant to this Resolution and the Compact for the authorized Agency purposes set forth in the preambles hereof and subject to the conditions hereinafter provided.

Section 3. Actions of Officers Authorized. The officers of the Agency, including, without limitation, the President and CEO, and 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 T-Mobile.

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 27<sup>th</sup> day of September, 2019.

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

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

By \_\_\_\_\_  
Title \_\_\_\_\_

[SEAL]

ATTEST:

By \_\_\_\_\_  
Deputy Secretary to the Board of Commissioners

**Open Session Item**

**12.h.**

**Bi-State Development Agency  
Board of Commissioners  
Agenda Item  
September 27, 2019**

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**From:** Taulby Roach, President and Chief Executive Officer  
**Subject:** **Contract Award – Life and Disability Insurance**  
**Disposition:** Approval  
**Presentation:** Charles A. Stewart, Jr., Executive Vice President – Organizational Effectiveness;  
Gregory A. Smith, Vice President - Procurement & Materials Management;  
Anita Dunn, Health and Welfare Plan Manager

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**Objective:**

To present to the Board of Commissioners for approval, a request for authorization to award Contract 19-RFP-105914-FP – Life and Disability Insurance.

**Background:**

On May 8, 2019, Gallagher Benefit Services, on behalf of and in conjunction with Bi-State Development (**BSD**), issued Solicitation 19-RFP-105914-FP to retain a qualified firm(s) to provide life, accidental death and dismemberment (**AD&D**), short-term disability (**STD**) and long-term disability (**LTD**) insurance for our employees and retirees, effective January 1, 2020. A Disadvantaged Business Enterprise (**DBE**) Goal was not recommended for this project. The contract period of performance includes three (3) base years and two (2) option years.

BSD offers non-contributory basic life insurance to eligible active salaried and union employees and eligible retirees. Non-contributory basic AD&D is offered to eligible salaried employees and International Brotherhood of Electrical Workers (**IBEW**) union employees. Voluntary supplemental life insurance is offered to salaried employees and Call-a-Ride union employees, at their own expense. Voluntary dependent life insurance is offered to salaried employees, Call-a-Ride and IBEW union employees, at their own expense. Non-contributory STD and LTD coverage is only offered to salaried employees.

The solicitation was advertised on BSD's website, and the firms were asked to verify their pre-qualifications based on the following:

- Financial strength rating of A- or better (AM Best and/or Standard & Poor's)
- Bidder must be a direct representative of an insurance company (not a third party broker)
- Guarantee Issue Underwriting
- Waived Participation Requirement
- Waived Pre-existing Conditions
- Three (3) Base Year Rate Guarantee
- No Benefit Waiting Period
- Include Portability and Conversion Options
- Match the existing coverage except where indicated by BSD

On May 31, 2019, Gallagher received a total of six (6) proposals that met the minimum requirements. They were submitted by:

- |                 |                      |
|-----------------|----------------------|
| 1. Anthem       | 4. MetLife           |
| 2. Cigna        | 5. Reliance Standard |
| 3. The Hartford | 6. The Standard      |

BSD currently offers basic and supplemental Life and AD&D through The Standard, and STD and LTD, as well as Retiree Life insurance, is provided through Reliance Standard.

**Analysis:**

On June 27, 2019 Gallagher met with the BSD evaluation team and provided their technical and financial (cost) marketing results comparison of all six (6) companies. Based on the information provided, the evaluation team agreed to recommend to the Committee that BSD offer the Basic Life, Supplemental Life, Retiree Life, Short Term Disability and Long Term Disability coverages through The Standard.

The Standard already provides the Life coverages, and was able to competitively price the Life as well as the Disability coverages. In addition, Retiree Life is currently offered through Reliance Standard, under a cost-plus contract. This means that BSD pays a lower fixed amount but has additional risk associated with higher claims volume in a given year. The Standard has offered a fully insured contract at the approximate same cost of the current policy, which means BSD has no additional risk over the premium paid. The Standard agreed to guarantee all coverage rates for three (3) years and included a guarantee for Option Years 1 and 2, based on a loss ratio target of 85% or better on the Life and Disability coverages.

As a coverage enhancement, The Standard is providing a waiver of premium provision on the life insurance for anyone going out on disability at no extra cost. This means that when someone becomes disabled and meets the criteria as defined in the policy, BSD can cease the payment of life insurance premiums for the disabled plan member. The disabled plan member is still covered by the life insurance in event of death.

After reviewing the information for all proposals received, the BSD team agreed with Gallagher's recommendation to renew active employee life, AD&D, and voluntary supplemental life with The Standard and to also move the retiree life, salaried employee STD and LTD coverages to The Standard. This will allow for both ease of administration, cost efficiency and an enhanced experience for our employees, retirees and their beneficiaries.



The charts below illustrate The Standard’s estimated cost, which does include potential enrollment/insurance volume growth over the course of the contract period. **The guaranteed rates will be extended for Option Years 1 and 2, if our loss ratio is 85% or below for all Life and Disability Benefits.**

Renewal of our active employee basic life and AD&D insurance is estimated to cost the following:

| <b>The Standard Insurance Company</b> |                           |                         |                               |
|---------------------------------------|---------------------------|-------------------------|-------------------------------|
| <b>Contract Years</b>                 | <b>Basic Life Premium</b> | <b>AD&amp;D Premium</b> | <b>Est. Total Annual Cost</b> |
| Base Year 1                           | \$125,691                 | \$13,328                | \$139,019                     |
| Base Year 2                           | \$129,462 (3% growth)     | \$13,728 (3% growth)    | \$143,190                     |
| Base Year 3                           | \$133,346 (3% growth)     | \$14,140 (3% growth)    | \$147,486                     |
| Option Year 1                         | \$137,346 (3% growth)     | \$14,564 (3% growth)    | \$151,910                     |
| Option Year 2                         | \$141,466 (3% growth)     | \$15,001 (3% growth)    | \$156,467                     |
| Total                                 | \$667,311                 | \$70,761                |                               |
| <b>Estimated Five-Year Total</b>      |                           |                         | <b>\$738,072</b>              |

**Voluntary supplemental employee and dependent life insurance premiums are 100% contributory on the part of the employee through payroll deduction;** however, BSD remits premiums to the insurance carrier on the employee’s behalf. While we have seen 9% growth in employee supplemental life volume and 3.5% in dependent volume, trend increase is expected to slow down with projected growth rates noted in the following chart. Renewal of our active voluntary employee supplemental and dependent life is estimated to cost employees the following:

| <b>The Standard Insurance Company</b> |                                                     |                                         |                               |
|---------------------------------------|-----------------------------------------------------|-----------------------------------------|-------------------------------|
| <b>Contract Years</b>                 | <b>Voluntary Employee Supplemental Life Premium</b> | <b>Voluntary Dependent Life Premium</b> | <b>Est. Total Annual Cost</b> |
| Base Year 1                           | \$118,704                                           | \$15,036                                | \$133,740                     |
| Base Year 2                           | \$122,265 (3% growth)                               | \$15,487 (3% growth)                    | \$137,752                     |
| Base Year 3                           | \$125,933 (3% growth)                               | \$15,952 (3% growth)                    | \$141,885                     |
| Option Year 1                         | \$129,711 (3% growth)                               | \$16,430 (3% growth)                    | \$146,141                     |
| Option Year 2                         | \$133,602 (3% growth)                               | \$16,923 (3% growth)                    | \$150,525                     |
| Total                                 | \$630,215                                           | \$79,828                                |                               |
| <b>Estimated Five-Year Total</b>      |                                                     |                                         | <b>\$710,043</b>              |

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

Awarding the retiree life insurance coverage and active employee disability insurance to The Standard is estimated to cost the following:

| <b>The Standard Insurance Company</b> |                             |                                      |                                     |                               |
|---------------------------------------|-----------------------------|--------------------------------------|-------------------------------------|-------------------------------|
| <b>Contract Years</b>                 | <b>Retiree Life Premium</b> | <b>Short Term Disability Premium</b> | <b>Long Term Disability Premium</b> | <b>Est. Total Annual Cost</b> |
| Base Year 1                           | \$246,172                   | \$162,021                            | \$74,308                            | \$482,501                     |
| Base Year 2                           | \$253,557 (3% growth)       | \$166,882 (3% growth)                | \$76,537 (3% growth)                | \$496,976                     |
| Base Year 3                           | \$261,164 (3% growth)       | \$171,888 (3% growth)                | \$78,833 (3% growth)                | \$511,885                     |
| Option Year 1                         | \$268,999 (3% growth)       | \$177,045 (3% growth)                | \$81,198 (3% growth)                | \$527,242                     |
| Option Year 2                         | \$277,069 (3% growth)       | \$182,356 (3% growth)                | \$83,634 (3% growth)                | \$543,059                     |
| <b>Total</b>                          | <b>\$1,306,961</b>          | <b>\$860,192</b>                     | <b>\$394,510</b>                    |                               |
| <b>Estimated Five-Year Total</b>      |                             |                                      |                                     | <b>\$2,561,663</b>            |

**Previous Committee Action:**

This item was presented at the August 20, 2019, Combined Meeting of the Operations Committee and Audit, Finance & Administration Committee, and it has been recommended by the Committee for approval.

**Board Action Requested:**

The Committee recommends that the Board of Commissioners authorize the President and CEO to enter into a contract with the highest ranking firm, The Standard Company, whose price is most advantageous to BSD, with price and other factors considered, in a not to exceed amount of **\$4,009,778**. Actual payments under the contract during its term will be dependent upon the level of employee enrollment and covered insurance volume.

**Attachments:**

Life and Disability Scorecard

**Funding Source:**

The voluntary supplemental employee and dependent life insurance premium, at an estimated five year cost of \$710,043, is funded 100% by the enrolled employees through payroll deduction. BSD will fund the employer paid life and disability benefits at an estimated five year cost of \$3,299,735 from its operating budget.

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

**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 THE STANDARD  
COMPANY FOR EMPLOYEE LIFE AND  
DISABILITY INSURANCE BENEFITS**

**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*, the voluntary supplemental employee and dependent life insurance premium, at an estimated five year cost of \$710,043, is funded 100% by the enrolled employees through payroll deduction; BSD will fund the employer paid life and disability benefits at an estimated five year cost of \$3,299,735 from its operating budget; and

*Whereas*, on May 8, 2019, Gallagher Benefit Services, on behalf of and in conjunction with Bi-State Development (BSD), issued Solicitation 19-RFP-105914-FP to retain a qualified firm(s) to provide life, accidental death and dismemberment (AD&D), short-term disability (STD) and long-term disability (LTD) insurance for our employees and retirees, effective January 1, 2020. A Disadvantaged Business Enterprise (DBE) Goal was not recommended for this project, and the contract period of performance includes three (3) base years and two (2) option years; and

*Whereas*, BSD offers non-contributory basic life insurance to eligible active salaried and union employees and eligible retirees. Non-contributory basic AD&D is offered to eligible salaried employees and International Brotherhood of Electrical Workers (IBEW) union employees. Voluntary supplemental life insurance is offered to salaried employees and Call-a-Ride union employees, at their own expense. Voluntary dependent life insurance is offered to salaried employees, Call-a-Ride and IBEW union employees, at their own expense. Non-contributory STD and LTD coverage is only offered to salaried employees; and

*Whereas*, the solicitation was advertised on BSD’s website, and the firms were asked to verify their pre-qualifications based on the following: Financial strength rating of A- or better (AM Best and/or Standard & Poor’s); Bidder must be a direct representative of an insurance company (not a third party broker); Guarantee Issue Underwriting; Waived Participation Requirement; Waived Pre-existing Conditions; Three (3) Base Year Rate Guarantee; No Benefit Waiting Period; Include Portability and Conversion Options; and Match the existing coverage except where indicated by BSD; and

*Whereas*, on May 31, 2019, Gallagher received a total of six (6) proposals that met the minimum requirements; and

**Whereas**, On June 27, 2019, Gallagher met with the BSD evaluation team and provided their technical and financial (cost) marketing results comparison of all six (6) companies. Based on the information provided, the evaluation team agreed to recommend to the Committee that BSD offer the Basic Life, Supplemental Life, Retiree Life, Short Term Disability and Long Term Disability coverages through The Standard; and

**Whereas**, after reviewing the information for all proposals received, the BSD team agreed with Gallagher's recommendation to renew active employee life, AD&D, and voluntary supplemental life with The Standard and to also move the retiree life, salaried employee STD and LTD coverages to The Standard. This will allow for both ease of administration, cost efficiency and an enhanced experience for our employees, retirees and their beneficiaries; and

**Whereas**, it is feasible, necessary, and in the public interest for the Agency to authorize the President and CEO to enter into a contract with the highest ranking firm, The Standard Company, whose price is most advantageous to BSD, with price and other factors considered, in a not to exceed amount of \$4,009,778, with actual payments under the contract during its term to be dependent upon the level of employee enrollment and covered insurance volume, 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 authorize the President and CEO to enter into a contract with the highest ranking firm, The Standard Company, whose price is most advantageous to BSD, with price and other factors considered, in a not to exceed amount of \$4,009,778, 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 Standard 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 27<sup>th</sup> day of September, 2019.

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

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

By \_\_\_\_\_  
Title \_\_\_\_\_

[SEAL]

ATTEST:

By \_\_\_\_\_  
Deputy Secretary to the Board of Commissioners

**Open Session Item 12.h.**

**Attachment 1**



Insurance | Risk Management | Consulting

Basic Life and AD&D  
Supplemental Life  
Retiree Life  
Short Term Disability Insurance  
Long Term Disability

**PROVIDER PROPOSALS**

Prepared By:  
Gallagher Benefit Services, Inc.

**EXCLUSIVELY FOR:**

*Bi-State Development Agency*

### Carrier Information

Anthem

Cigna

The Hartford

| Technical Evaluation                                             |    |    |    |
|------------------------------------------------------------------|----|----|----|
| Vendor Financial Strength                                        | 3  | 3  | 3  |
| Overall completion of requested information                      | 5  | 5  | 4  |
| Ability to offer all requested coverages                         | 4  | 4  | 4  |
| Experience in the market                                         | 4  | 5  | 5  |
| Experience of the Account team                                   | 4  | 5  | 5  |
| Length of rate guarantee (5 = 3 years for all coverages offered) | 5  | 3  | 5  |
| Total Score                                                      | 25 | 25 | 26 |
| Ranking                                                          | 5  | 4  | 2  |



### Carrier Information

Anthem

Cigna

The Hartford

| Pricing-Ranking on each coverage and then overall package |   |   |   |
|-----------------------------------------------------------|---|---|---|
| Basic Life & AD&D                                         | 5 | 4 | 3 |
| Supplemental Life-All same pricing                        |   |   |   |
| Retiree Life                                              | 2 | 6 | 5 |
| Short Term Disability                                     | 1 | 3 | 4 |
| Long Term Disability                                      | 3 | 4 | 6 |
| Overall Pricing Package                                   | 4 | 6 | 5 |
| Final Ranking                                             | 4 | 6 | 5 |

## AM Best Guide

### BEST'S FINANCIAL STRENGTH RATING GUIDE – (FSR)

A Best's Financial Strength Rating (FSR) is an independent opinion of an insurer's financial strength and ability to meet its ongoing insurance policy and contract obligations. An FSR is not assigned to specific insurance policies or contracts and does not address any other risk, including, but not limited to, an insurer's claims-payment policies or procedures; the ability of the insurer to dispute or deny claims payment on grounds of misrepresentation or fraud; or any specific liability contractually borne by the policy or contract holder. An FSR is not a recommendation to purchase, hold or terminate any insurance policy, contract or any other financial obligation issued by an insurer, nor does it address the suitability of any particular policy or contract for a specific purpose or purchaser. In addition, an FSR may be displayed with a rating identifier, modifier or affiliation code that denotes a unique aspect of the opinion.

#### Best's Financial Strength Rating (FSR) Scale

| Rating Categories | Rating Symbols | Rating Notches* | Category Definitions                                                                                                                                                                                                          |
|-------------------|----------------|-----------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Superior          | A+             | A++             | Assigned to insurance companies that have, in our opinion, a superior ability to meet their ongoing insurance obligations.                                                                                                    |
| Excellent         | A              | A-              | Assigned to insurance companies that have, in our opinion, an excellent ability to meet their ongoing insurance obligations.                                                                                                  |
| Good              | B+             | B++             | Assigned to insurance companies that have, in our opinion, a good ability to meet their ongoing insurance obligations.                                                                                                        |
| Fair              | B              | B-              | Assigned to insurance companies that have, in our opinion, a fair ability to meet their ongoing insurance obligations. Financial strength is vulnerable to adverse changes in underwriting and economic conditions.           |
| Marginal          | C+             | C++             | Assigned to insurance companies that have, in our opinion, a marginal ability to meet their ongoing insurance obligations. Financial strength is vulnerable to adverse changes in underwriting and economic conditions.       |
| Weak              | C              | C-              | Assigned to insurance companies that have, in our opinion, a weak ability to meet their ongoing insurance obligations. Financial strength is very vulnerable to adverse changes in underwriting and economic conditions.      |
| Poor              | D              | -               | Assigned to insurance companies that have, in our opinion, a poor ability to meet their ongoing insurance obligations. Financial strength is extremely vulnerable to adverse changes in underwriting and economic conditions. |

\* Each Best's Financial Strength Rating Category from "A+" to "D" includes a Rating Notch to reflect a gradation of financial strength within the category. A Rating Notch is expressed with either a second plus "+" or a minus "-".

#### Financial Strength Non-Rating Designations

| Designation Symbols | Designation Definitions                                                                                                                                                                                                                                                                                                                                               |
|---------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| E                   | Status assigned to insurers that are publicly placed, via court order into conservation or rehabilitation, or the international equivalent, or in the absence of a court order, clear regulatory action has been taken to delay or otherwise limit policyholder payments.                                                                                             |
| F                   | Status assigned to insurers that are publicly placed via court order into liquidation after a finding of insolvency, or the international equivalent.                                                                                                                                                                                                                 |
| S                   | Status assigned to rated insurance companies to suspend the outstanding FSR when sudden and significant events impact operations and rating implications cannot be evaluated due to a lack of timely or adequate information; or in cases where continued maintenance of the previously published rating opinion is in violation of evolving regulatory requirements. |
| NR                  | Status assigned to insurance companies that are not rated; may include previously rated insurance companies or insurance companies that have never been rated by A.M. Best.                                                                                                                                                                                           |

#### Rating Disclosure – Use and Limitations

A Best's Credit Rating (BCR) is a forward-looking independent and objective opinion regarding an insurer's, issuer's or financial obligation's relative creditworthiness. The opinion represents a comprehensive analysis consisting of a quantitative and qualitative evaluation of balance sheet strength, operating performance, business profile and enterprise risk management or, where appropriate, the specific nature and details of a security. Because a BCR is a forward-looking opinion as of the date it is released, it cannot be considered as a fact or guarantee of future credit quality and therefore cannot be described as accurate or inaccurate. A BCR is a relative measure of risk that implies credit quality and is assigned using a scale with a defined population of categories and notches. Entities or obligations assigned the same BCR symbol developed using the same scale, should not be viewed as completely identical in terms of credit quality. Alternatively, they are alike in category (or notches within a category), but given there is a prescribed progression of categories (and notches) used in assigning the ratings of a much larger population of entities or obligations, the categories (notches) cannot mirror the precise subtleties of risk that are inherent within similarly rated entities or obligations. While a BCR reflects the opinion of A.M. Best Rating Services, Inc. (A.M. Best) of relative creditworthiness, it is not an indicator or predictor of defined impairment or default probability with respect to any specific insurer, issuer or financial obligation. A BCR is not investment advice, nor should it be construed as a consulting or advisory service, as such, it is not intended to be utilized as a recommendation to purchase, hold or terminate any insurance policy, contract, security or any other financial obligation, nor does it address the suitability of any particular policy or contract for a specific purpose or purchaser. Users of a BCR should not rely on it in making any investment decision; however, if used, the BCR must be considered as only one factor. Users must make their own evaluation of each investment decision. A BCR opinion is provided on an "as is" basis without any expressed or implied warranty. In addition, a BCR may be changed, suspended or withdrawn at any time for any reason at the sole discretion of A.M. Best.

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Version 010219



**Bi-State Development  
Board of Commissioners  
Agenda Item  
September 27, 2019**

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|                      |                                                                                                                                                                                                |
|----------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>From:</b>         | Taulby Roach, President and Chief Executive Officer                                                                                                                                            |
| <b>Subject:</b>      | <b>Bus Stop Signage Replacement Project</b>                                                                                                                                                    |
| <b>Disposition:</b>  | Approval                                                                                                                                                                                       |
| <b>Presentation:</b> | Jessica Mefford-Miller, Executive Director – Metro Transit;<br>Larry Jackson, Executive Vice President – Administration;<br>Gregory Smith, Vice President – Procurement & Inventory Management |

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**Objective:**

To present to the Board of Commissioners for approval, a request to enter into a contract with The Harlan Company to replace the current Bus Stop Signage in the City of St. Louis and in St. Louis County.

**Background:**

Metro’s current bus stop signage was originally designed and installed in 2002. Much of this original signage requires replacement due to age and wear. Over decades of growing our transit service in the St. Louis region, signage has been added and updated throughout the system, creating inconsistencies in sign placement and bus stop zone configurations. This project is seeking a contractor to replace bus stop signs, which includes fabrication and installation at approximately 3,800 MetroBus stop locations in the City of St. Louis and in St. Louis County.

This project is part of a larger overhaul of Metro’s wayfinding and communication tools, and it is a critical component of other current Metro initiatives, such as: the redesign of the region’s bus service and network under Metro Reimagined; the implementation of security improvements; and the overall rebranding of the agency. All these corresponding efforts will enhance Metro customer’s experience by making the region’s transit system more welcoming, straightforward, and user-friendly.

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

On June 17, 2019, Bi-State Development (**BSD**) issued solicitation 20-SB-106232-DGR – Bus Stop Signage Replacement to obtain bids from qualified firms to provide and install bus stop signage. The solicitation materials included Design Intent Drawings prepared by Found Design LLC (d.b.a. MERJE), a graphics and environmental design firm contracted by Metro for an overhaul of system signage and wayfinding tools. The solicitation followed normal BSD procurement procedure. The solicitation was listed in BSD’s on-line sourcing system and distributed to 67 contractors of which 25 actively opened and viewed the document; however, on July 9, 2019, only one bid was received from The Harlan Company.

**Analysis:**

An independent cost estimate was prepared, with assistance from MERJE, in the amount of \$1,709,683.00. The bid provided by The Harlan Company was \$4,080,000.00. Due to a single, non-competitive bid being received, and following Federal Transit Administration (FTA) and BSD procurement guidelines, the sealed bid was converted to an RFP and negotiations subsequently entered into with The Harlan Company. Early negotiations and discussions with The Harlan Company provided several necessary clarifications as to the scope of work and resulted in an immediate reduction of almost \$500,000.00. Further follow-up discussions with The Harlan Company were held, and the final negotiated price for the project is \$2,480,850.

In addition to negotiating with The Harlan Company, outreach was performed to a number of general contractors who submit bids on BSD projects to understand why they did not bid. The consensus from those who responded was that they were either involved in too many projects to bid at this time, or they felt they did not have the personnel resources needed to complete this project in a cost effective manner.

**Previous Committee Action:**

This item was presented at the August 20, 2019, Combined Meeting of the Operations Committee and Audit, Finance & Administration Committee, and it was recommended by the Committee for approval, pending receipt of the final negotiated price.

**Board Action Requested:**

Management recommends that the Board of Commissioners approve a request to authorize the President and CEO to enter into an agreement with The Harlan Company to replace bus stop signage at approximately 3,800 MetroBus stop locations in the City of St. Louis and in St. Louis County, with a project cost not to exceed \$2,480,850.

**Funding Source:**

This project is supported by a number of FTA grants (with matching Prop M funds): Project Number 2023, Award Number MO-57-X006; Project Number 2043, Award Number MO-16-X048; Project Number 2045, Award Number MO-90-X296; Project Number 2155, Award Number MO-2017-008; and Project Number 2188, Award Number MO-2017-034.

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

**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 all Competitive Negotiation Procurements exceeding \$500,000; and

*Whereas*, this Project is supported through a number of FTA grants (with matching Prop M funds): Project Number 2023, Award Number MO-57-X006; Project Number 2043, Award Number MO-16-X048; Project Number 2045, Award Number MO-90-X296; Project Number 2155, Award Number MO-2017-008; and Project Number 2188, Award Number MO-2017-034; and

*Whereas*, Metro Transit’s current bus stop signage was originally designed and installed in 2002, and much of the original signage requires replacement due to age and wear. In addition, over decades of growing the transit service in the St. Louis region, signage has been added and updated throughout the system, creating inconsistencies in sign placement and bus stop zone configurations; and

*Whereas*, this project is seeking a contractor to replace bus stop signs, which includes fabrication and installation at approximately 3,800 MetroBus stop locations in the City of St. Louis and in St. Louis County; and

*Whereas*, the contractor will be tasked with not only replacing thousands of bus stop signs and poles in existing locations, but also adding “No Parking” signs to solidify bus stop zones (for safer utilization of the curb and roadway by MetroBus operators and customers); and

*Whereas*, on June 17, 2019, Bi-State Development (BSD) issued solicitation 20-SB-106232-DGR – Bus Stop Signage Replacement to obtain bids from qualified firms to provide and install bus stop signage. The solicitation materials included Design Intent Drawings prepared by Found Design LLC (d.b.a. MERJE), a graphics and environmental design firm contracted by Metro for an overhaul of system signage and wayfinding tools. The solicitation followed normal BSD procurement procedure. The solicitation was listed in BSD’s on-line sourcing system and distributed to 67 contractors of which 25 actively opened and viewed the document; however, on July 9, 2019, only one bid was received from The Harlan Company; and

*Whereas*, An independent cost estimate was prepared, with assistance from MERJE, in the amount of \$1,709,683.00. The bid provided by The Harlan Company was \$4,080,000.00. Due to a single, non-competitive bid being received, and following Federal Transit Administration (FTA) and BSD procurement guidelines, the sealed bid was converted to an RFP and negotiations subsequently entered into with The

Harlan Company. Early negotiations and discussions with The Harlan Company provided several necessary clarifications to the scope of work and resulted in an immediate reduction of almost \$500,000.00. Further follow-up discussions with The Harlan Company were held, and the final negotiated price for the project is \$2,480,850; 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 to replace bus stop signage at approximately 3,800 stops in the City of St. Louis and in St. Louis County, in an amount not to exceed \$2,480,850, 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 to replace bus stop signage at approximately 3,800 stops in the City of St. Louis and in St. Louis County, in an amount not to exceed \$2,480,850, 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 27<sup>th</sup> day of September, 2019.

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

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

By \_\_\_\_\_  
Title \_\_\_\_\_

[SEAL]

ATTEST:

By \_\_\_\_\_  
Deputy Secretary to the Board of Commissioners





**Bi-State Development Agency  
Board of Commissioners  
Agenda Item  
September 27, 2019**

---

**From:** Barbara Enneking, General Counsel  
**Subject:** Revisions to *Board Policy, Chapter 100 - Compliance Program*  
**Disposition:** Approval  
**Presentation:** Kent W. Swagler, Director of Corporate Compliance and Ethics

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**Objective:**

To present to the Board of Commissioners, a request for approval of an amendment to revise *Board Policy, Chapter 100 - Compliance Program*.

**Background:**

*Board Policy, Chapter 100 - Compliance Program*, was last revised in February 2006. Since then, the Corporate Compliance and Ethics Department was created, and its current Director was hired in July 2011. In January 2012, the initial version of the BSD Employee Code of Conduct and Ethics was published to all employees. In September 2012, the Helpline was implemented for employee use and then expanded to contractor use in September 2016. The proposed revisions to *Chapter 100* are needed to reflect the current operations of the Corporate Compliance and Ethics Department and the Helpline business processes and industry-standard practices.

In addition, the Internal Audit Department's July 2019 *Compliance and Fraud Helpline Audit* found that *Board Policy, Chapter 100* was outdated and recommended that it be revised.

**Analysis:**

The revisions to *Board Policy, Chapter 100 – Compliance Program* will include the following:

- **Modify:** Change name of *Chapter 100* from “Compliance Program” to “Compliance and Reporting Policy Program”
- **Modify:** Incorporate Director of Corporate Compliance and Ethics position and its overall Helpline responsibilities throughout the Chapter
- **Modify:** Section 100.010 Compliance and Reporting Policy Overview
  - Incorporate terms “illegal misconduct”, “unethical conduct”, and “waste” to list of possible types of illegal or unethical allegations
  - Identify the Helpline as a primary method for reporting improper actions
- **Modify:** Section 100.020 Reporting
  - Change the process for employees to report improper actions by expanding it to allow Agency contactor reporting of said actions
  - Incorporate reporting improper actions by employees and contractors on the Helpline as well as in hardcopy form
  - Require employee and contractor reporting, protections and protected conduct, and periodic restatement to be in compliance with the BSD Employee Code of Conduct and Ethics
- **Modify:** Section 100.030 Investigations

- Incorporate information to file reports on the Helpline through its toll-free number or website
- Modify: Section 100.040 Reporting Helpline
  - Incorporate information on how to file reports on the Helpline through its toll-free number or website
- Modify: Section 100.050 Definitions
  - Add definition for “Contractor”
- Modify: Section 100.060 Reporting and Adjudicating Retaliation
  - Incorporate information on how to file and process retaliation reports on the Helpline

**Board Action Requested:**

Management recommends that the Board of Commissioners approve an amendment to revise *Board Policy Chapter 100 - Compliance Program*, as provided in Attachment 3. In addition, Management recommends that the Chair of the Board of Commissioners designate that the proposed revision to *Board Policy, Chapter 100 - Compliance Program*, not be tabled pursuant to *Article VI (D)* of the Board Policies, as it is in the best interest of the Agency that this revised Board Policy be approved at the Board Meeting on September 27, 2019.

**Attachments:**

1. Current *Board Policy, Chapter 100 - Compliance Reporting*.
2. Proposed (Redlined) *Board Policy, Chapter 100 - Compliance and Reporting Policy Program*.
3. Final Proposed *Board Policy, Chapter 100, Compliance and Reporting Policy Program*.

**A RESOLUTION OF THE BOARD OF COMMISSIONERS  
OF THE BI-STATE DEVELOPMENT AGENCY OF  
THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT  
TO APPROVE REVISIONS TO BOARD POLICY,  
CHAPTER 100 – COMPLIANCE PROGRAM**

**PREAMBLES:**

*Whereas*, the Bi-State Development Agency of the Missouri-Illinois Metropolitan District (the “Agency”/ “BSD”) is a body corporate and politic, created by an interstate compact between the states of Missouri and Illinois, acting by and through its Board of Commissioners (the “Board”); 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*, Article VI of the Bylaws – Board Policies of the Agency, provides that any action by the Board establishing policy, administrative, business, or otherwise, shall be known as “Board Policies” and that the Board may adopt, amend or repeal, in whole or in part, the Board Policies at any meeting of the Board, except that unless otherwise designated by the Chair, all Board Policies shall be tabled for a period of one month and shall become effective upon adoption by the Board; and

*Whereas*, Board Policy, Chapter 100 - Compliance Program, was last revised in February 2006. Since then, the Corporate Compliance and Ethics Department was created, and its current Director was hired in July 2011. In January 2012, the initial version of the BSD Employee Code of Conduct and Ethics was published to all employees. In September 2012, the Helpline was implemented for employee use and then expanded to contractor use in September 2016; and

*Whereas*, he proposed revisions to Chapter 100 are needed to reflect the current operations of the Corporate Compliance and Ethics Department and the Helpline business processes and industry-standard practices; and

*Whereas*, it is feasible, necessary and in the public interest for the Board of Commissioners to approve an amendment to revise Board Policy Chapter 100 - Compliance Program, and waive tabling of the amendment to revise Board Policy Chapter 100 - Compliance Program, so that they are effective upon Board approval, 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 1.

Section 2.        Approval of Board Policy Revisions. The Board of Commissioners hereby approves and adopts an amendment to revise Board Policy Chapter 100 - Compliance Program, so that the changes are effective upon Board approval, 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 Board Policy Chapter 100 – Compliance Program Revisions. The form of the amendment to revise Board Policy Chapter 100 - Compliance Program (as provided in the Attachments to the Briefing Paper and made a part hereof), substantially in the form presented to this meeting are hereby approved, and

officers of the Agency, including without limitation, the President and CEO, are hereby authorized and directed to execute and deliver and attest, respectively, the Board Policy Chapter 100 – Compliance Program Revisions, with such changes, modifications, insertions and omissions as may be deemed necessary or desirable to affect the Board Policy Chapter 100 – Compliance Program Revisions, 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 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, officers and employees.

Section 7. Governing Law. The laws of the State of Missouri shall govern this Resolution.

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

Section 9. 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 10. Effective Date. This Resolution shall be in full force and effect from and after its passage and approval.

**ADOPTED** by the Board of Commissioners of The Bi-State Development Agency of the Missouri-Illinois Metropolitan District this 27<sup>th</sup> day of September, 2019.

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

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

By \_\_\_\_\_  
Its \_\_\_\_\_

[SEAL]

ATTEST:

By \_\_\_\_\_  
Deputy Secretary to the Board of Commissioners

**Open Session Item 14**  
**Attachment 1**

**COLLECTED BOARD POLICIES**

**OF THE**

**BI-STATE DEVELOPMENT AGENCY**

**OF THE**

**MISSOURI-ILLINOIS METROPOLITAN DISTRICT**

**Chapter 100. Compliance Program**

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**Section 100.010      Program Overview and Fraud Hotline**

A.     Policy. It is the policy of the Agency to safeguard public funds and to ensure integrity in the delivery of public services. The Agency is committed to conducting its business with integrity and in compliance with all applicable laws. All Agency employees and consultants are expected and required to conduct their duties in compliance with all applicable laws, policies, rules and regulations.

B.     Purpose. The purpose of this compliance policy (the “Policy”) is to detect and prevent fraud, misconduct, inefficiency and waste in the programs and operations of the Bi-State Development Agency of the Missouri-Illinois Metropolitan District (the “Agency”). The General Counsel has the duty to investigate allegations of misconduct, waste and inefficiency on the part of Agency employees, contractors, and programs. Suspected fraud and misconduct can be reported by calling the Reporting Hotline or submitting a written report as outlined in this Chapter.

**Section 100.020 Reporting**

A.     Policy. It is the policy of the Agency that every Agency employee shall have the right to report, in good faith and in accordance with this Chapter, to the Agency’s General Counsel, information concerning an improper agency action.

To assist such reporting this Chapter provides Agency employees a process for reporting improper action and protection from retaliatory action for reporting and cooperating in the investigation and/or prosecution of improper action in good faith in accordance with this Chapter. While employees are encouraged to report improper action directly to their immediate supervisors, the Agency recognizes that there are instances where this may not be an option. To this end, this Chapter provides for a reporting mechanism, including a Reporting Hotline, directly to the Agency's General Counsel.

B. Appropriate Reporting Officials. Reports may be made to the employee's supervisor, the Agency's President & CEO, or the Agency's General Counsel and may be made anonymously utilizing the Agency's Reporting Hotline or by submitting a written report. In the case of reports made directly to an Agency supervisor or the President & CEO, such officials shall promptly communicate the report to the Agency's General Counsel. If the allegation of improper agency action relates to the sufficiency or accuracy of the Agency's financial or accounting records or reports, the General Counsel shall furnish a copy of the report or summary of the allegation to the Audit Committee of the Board of Commissioners.

C. Confidentiality. If an employee chooses to remain anonymous when submitting a written report or when calling the Reporting Hotline, no attempt will be made to discover the employee's identity. To the extent allowed by law, the identity of an employee reporting information about an improper action shall be kept confidential unless the employee waives confidentiality in writing.

D. Protection for Reporting. Employees, who act in good faith and in compliance with the Policy, are protected from interference in or retaliation for reporting improper actions or cooperating in an investigation or resulting proceedings. To the extent allowed by law, the identity of employees providing information about improper actions shall remain confidential, unless the employees waive the right, in writing.

E. Employee Protections and Protected Conduct.

1. The following conduct by employees is protected if carried out in good faith under this Chapter:

- a. Reporting alleged improper action pursuant to the provisions of the Policy and this Chapter and reporting violations of criminal laws to the appropriate law enforcement officials;
- b. Cooperating in an investigation by an auditing official related to improper action; and/or
- c. Testifying in a proceeding or prosecution arising out of an improper action.



2. No Agency officer or employee shall retaliate against any employee because such employee proceeded or is proceeding in good faith in accordance with this Chapter.

F. Penalty. Any Agency officer or employee who engages in prohibited retaliatory action is subject to discipline by suspension without pay, demotion or termination.

G. Periodic Restatement. Upon entering Agency service and at least once each year thereafter, every Agency officer and employee shall receive a written summary of this chapter, the procedures for reporting improper actions to auditing officials, the procedures for obtaining the protections extended, and the prohibition against retaliation in this section. The President & CEO shall ensure that such summaries are distributed and that copies are posted where all employees will have reasonable access to them.

### **Section 100.030 Investigations**

A. Investigation. Within 30 days after receiving information about an improper action from an Agency employee, the General Counsel shall conduct a preliminary investigation, and provide the complainant with a written report of the general status of the investigation, which may include matters for further research or inquiry. The General Counsel shall have no obligation to provide a status report under this Section if the complainant chooses to remain anonymous. In the case of an allegation relating to the sufficiency or accuracy of the Agency's financial or accounting records or reports, the investigation shall be conducted or overseen by the Audit Committee or the Board of Commissioners. The General Counsel will provide a report to the Board of Commissioners or a Committee established by the Board of Commissioners to review ethics concerns if further action is warranted or if the investigation pertains to conduct of a member of the Board of Commissioners.

B. Completion and Reports. Upon completion of the investigation, the General Counsel shall notify the complainant in writing of any determinations made. If the General Counsel determines that an improper agency action has occurred, he or she shall report the nature and details of the activity to the complainant; to the President & CEO; to the head of the department with responsibility for the action unless such department head is implicated; and to such other governmental officials or agencies as the General Counsel deems appropriate.

C. Closure. The General Counsel may close an investigation at any time the General Counsel determines that no further action is warranted and shall so notify the complainant unless the complainant made the complaint anonymously.

## **Section 100.040 Reporting Hotline**

A. Hotline. The Agency has established a dedicated Reporting Hotline as an internal reporting mechanism for reporting suspected improper action on the part of Agency employees, officers, vendors, or independent contractors. To report fraud, waste, or abuse anonymously, call (314) 335-3442. An investigator will answer the telephone between the hours of 8 A.M. and 5 P.M. From 5 P.M. until 8 A.M., an answering machine will take the call. Phone numbers of the callers will not be recorded; however, callers can leave an anonymous message.

B. Scope. The Reporting Hotline authority extends only to Agency resources and activities. Any type of fraudulent or illegal activity involving private businesses with no contractual relationship with the Agency or governmental agencies other than the Agency should be reported to the appropriate law enforcement authorities.

C. False Acquisitions. The Agency will consider it a serious violation of Agency policy for employees to intentionally make false accusations. Such false accusations may result in disciplinary action, up to and including termination, against the accuser. All reports to the Agency Compliance Program and Reporting Hotline should be made in good faith and with the best of intentions.

## **Section 100.050 Definitions**

As used in Chapter 100, the following terms shall have these meanings:

A. "Auditing official" means the Agency's General Counsel, or a member of the staff or designee of the General Counsel.

B. "Employee" means a member of the Board of Commissioners, any person employed by the Agency, whether in a permanent or temporary position, including full-time, part-time, and intermittent workers.

C. 1. "Improper action" means any action by a member of the Board of Commissioners, an Agency officer, employee, vendor or contractor that is undertaken, in the case of an officer or employee, in the performance of such person's official duties, whether or not the action is within the scope of employment, and, in the case of a vendor or contractor, in connection with activities in connection with such person's contract with the Agency, which:

- a. Violates any local, state or federal law, or Agency policy, or
- b. Constitutes an abuse of authority, or
- c. Creates a substantial or specific danger to the public health or safety, or
- d. Results in a waste of public funds.

2. "Improper action" does not mean personnel actions, including but not limited to: employee grievances, complaints, appointments, promotions, transfers, assignments, reassignments, reinstatements, restorations, reemployments, performance evaluations, reductions in pay, dismissals, suspensions, demotions, reprimands, violations of collective bargaining or civil service laws, or alleged violations of agreements with labor organizations under collective bargaining.

3. A properly authorized Agency program or activity does not become an improper action because an employee or auditing official dissents from the Agency policy or considers the expenditures unwise.

D. "Retaliate," (and its kindred nouns, "retaliation" and "retaliatory action") means to make, because of an activity protected under this Chapter, any unwarranted adverse change in a person's status or the terms and conditions of such status including, but not limited to, denial of adequate staff to perform duties; frequent staff changes; frequent and undesirable office changes; refusal to assign meaningful work; unsubstantiated letters of reprimand or unsatisfactory performance evaluations; demotion, reduction in pay; denial of promotion; transfer or reassignment; suspension or dismissal; or other unwarranted disciplinary action.

E. "President & CEO" means the President & CEO of the Agency.

#### **Section 100.060 Reporting and Adjudicating Retaliation**

A. Complaint. In order to seek relief, a person who believes such person has been retaliated against in violation of this Chapter must file a signed written complaint within 30 days of the occurrence alleged to constitute retaliation. The complaint shall be filed with the President & CEO and must specify the alleged retaliatory action and the relief requested.

B. Investigation and Response. The President & CEO shall forward the complaint to the head of the department in which the retaliation is alleged to have occurred. The head of the department to which the complaint was referred shall ensure that the complainant is sent a response within 30 days after the filing of the complaint. If the head of a department is alleged to have retaliated in violation of this Chapter, the President & CEO shall ensure that the complainant is sent a response within 30 days after the filing of the complaint.

**Open Session Item 14**  
**Attachment 2**

**COLLECTED BOARD POLICIES**

**OF THE**

**BI-STATE DEVELOPMENT AGENCY**

**OF THE**

**MISSOURI-ILLINOIS METROPOLITAN DISTRICT**

**Chapter 100. Compliance and Reporting Policy Program**

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**Section 100.010      Compliance and Reporting Policy Program Overview and Fraud Hotline**

A.     Policy. It is the policy of the Agency to safeguard public funds and to ensure integrity in the delivery of public services. The Agency is committed to conducting its business with integrity and in compliance with all applicable laws. All Agency employees and ~~consultants~~ contractors are expected and required to conduct their duties in compliance with all applicable laws, policies, rules, and regulations.

B.     Purpose. The purpose of this ~~e~~Compliance ~~p~~Policy (the “Policy”) is to detect and prevent fraud, illegal misconduct, unethical conduct, inefficiency, and waste in the programs and operations of the Bi-State Development Agency of the Missouri-Illinois Metropolitan District (the “Agency”). The General Counsel and the Director of Corporate Compliance and Ethics (the “Director”) ~~have~~ has the duty to investigate allegations of fraud, illegal misconduct, unethical conduct, waste, and inefficiency on the part of Agency employees, contractors, and programs. Suspected fraud, waste, and illegal misconduct, unethical conduct, and inefficiency can be reported on-line or by calling the BSD Compliance and Fraud Helpline (the “Helpline”) ~~Reporting Hotline~~, or submitting a written report as outlined in this Chapter.

## Section 100.020 Reporting

A. Policy. It is the policy of the Agency that every Agency employee shall have the right to report, in good faith, and in accordance with this Chapter and BSD's Employee Code of Conduct and Ethics (the "Code"), to the Agency's General Counsel and/or the Director, information concerning an improper agency action.

To assist such reporting, this Chapter provides Agency employees and contractors a process for reporting improper action, and protection from retaliatory action for reporting and cooperating in the investigation, and/or prosecution of improper action in good faith in accordance with this Chapter and the Code. While employees and contractors are encouraged to report improper action directly to their immediate supervisors, the Agency recognizes that there are instances where this may not be an option. To this end, this Chapter provides for a reporting mechanism, including the Helpline-Reporting Hotline, directly to the Director and/or the General Counsel.

B. Appropriate Reporting Officials. Reports may be made to the contractor's or employee's supervisor, the Agency's President and CEO, ~~or~~ the Agency's General Counsel, or the Director. Reports may also be made anonymously utilizing the Agency's Helpline Reporting Hotline or by submitting a written report. In the case of reports made directly to an Agency supervisor or the President & and CEO, such officials they shall promptly communicate the report to the Director or the Agency's General Counsel. The report will be transcribed verbatim into an on-line report on the Helpline. If the allegation of improper ~~a~~Agency action relates to the sufficiency or accuracy of the Agency's financial or accounting records or reports, the Director or the General Counsel shall furnish a copy of the report or summary of the allegation to the Audit, Finance, and Administration Committee of the Board of Commissioners.

C. Confidentiality. If an employee or contractor chooses to remain anonymous when submitting a written report on-line or when calling the Helpline Reporting Hotline, no attempt will be made to discover the employee's or contractor's identity. To the extent allowed by law, the identity of an employee or contractor reporting information about an improper action shall be kept confidential unless the employee or contractor waives confidentiality in writing.

D. Protection for Reporting. Employees or contractors, who act in good faith and in compliance with ~~the this~~ Policy, are protected from interference in or retaliation for reporting improper actions or cooperating in an investigation or resulting proceedings. To the extent allowed by law, the identity of employees or contractors providing information about improper actions shall remain confidential, unless the employees or contractors waive the right, in writing.

### E. Employee and Contractor Protections and Protected Conduct.

1. The following conduct by employees and contractors is protected if carried out in good faith under the Code and this Chapter:

- a. Reporting alleged improper action pursuant to the provisions of ~~the~~this Policy ~~and this Chapter, or the Code,~~ and reporting violations of criminal laws to the appropriate law enforcement officials;
  - b. Cooperating in an investigation by the General Counsel, the Director, or their Designee, or an ~~a~~Auditing/Investigating ~~o~~Official related to the improper action; and/or
  - c. Testifying in a proceeding or prosecution arising out of an improper action.
2. No Agency officer or employee shall retaliate against any employee or contractor because such employee or contractor proceeded or is proceeding in good faith in accordance with this Chapter.

F. Penalty. Any Agency officer or employee who engages in prohibited retaliatory action is subject to discipline by suspension without pay, demotion, or termination.

G. Periodic Restatement. Upon entering Agency service and at least once each year thereafter, every Agency officer and employee shall receive a written summary of this ~~e~~Chapter, the procedures for reporting improper actions ~~to auditing officials,~~ the procedures for obtaining the protections extended, and the prohibition against retaliation in this ~~s~~Section. This requirement will be met by annually publishing the Code to all Agency officers and employees for required reading and attestation. The ~~Director President & CEO~~ shall ensure that such summaries are distributed and that copies are posted where all employees will have reasonable access to them.

### **Section 100.030 Investigations**

A. Investigation. Within 30 days after receiving information about an improper action from and ~~A~~Agency employee or contractor, the General Counsel, the Director, or their Designee shall conduct a preliminary investigation, and prepare a written summary provide the complainant with a written report of the general status of the investigation, which may include matters for further research, investigation, or inquiry. ~~The General Counsel shall have no obligation to provide a status report under this Section if the complainant chooses to remain anonymous.~~ In the case of an allegation relating to the sufficiency or accuracy of the Agency's financial or accounting records or reports, the investigation shall be conducted or overseen by the Audit, Finance, & Administration Committee or the Board of Commissioners. The General Counsel will provide a report to the Board of Commissioners or a Committee established by the Board of Commissioners to review ethics concerns if further action is warranted or if the investigation pertains to conduct of a member of the Board of Commissioners.

B. Completion of Investigation and Reports. Upon completion of the investigation, the General Counsel or the Director shall notify the complainant in writing through their Helpline report of any determinations made. The General Counsel or the

Director shall have no obligation to provide an investigation determination under this Section if the complainant, who has filed a written report, chooses to remain anonymous  
If the General Counsel or the Director determines that an improper ~~a~~Agency action has occurred, he or she shall report the nature and details of the ~~activity~~ action to the ~~complainant; to the~~ President ~~&and~~ CEO; or to the head of the department with responsibility for the action unless such department head is implicated; and to such other governmental officials or agencies as the General Counsel deems appropriate.

C. Closure. The General Counsel or the Director may close an investigation at any time if he or she~~the General Counsel~~ determines that no further action is warranted and shall so notify the complainant ~~unless the complainant made the complaint anonymously.~~

#### **Section 100.040 Reporting ~~Hotline~~ Helpline**

A. ~~Hotline.~~ Helpline. The Agency has established a dedicated Compliance and Fraud Helpline Reporting ~~Hotline service~~ as an ~~internal~~ external and independent reporting mechanism for reporting suspected improper action on the part of Agency employees, officers, vendors, or independent contractors. To report illegal or unethical conduct, fraud, inefficiency, or waste, ~~or abuse either by-name or~~ anonymously, call ~~(314) 335-3442~~ toll free 855-465-2457 (85-LINK2HLP), 24 hours a day, seven days a week. An investigator Helpline Agent will answer and document the report, including verifying the report's content with the complainant. Reports can be submitted on-line through the Helpline's secure website <http://www.EthicsPoint.com>. ~~the telephone between the hours of 8 A.M. and 5 P.M. From 5 P.M. until 8 A.M., an answering machine will take the call. Phone numbers of the callers will not be recorded; however, callers can leave an anonymous message.~~

B. Scope. The ~~Reporting Hotline~~ Helpline authority extends only to Agency resources and activities. Any type of fraudulent or illegal activity involving private businesses with no contractual relationship with the Agency or governmental agencies other than the Agency should be reported to the appropriate law enforcement authorities.

C. False ~~Acquisitions~~ Accusations. The Agency will consider it a serious violation of Agency policy for employees to intentionally make false accusations. Such false accusations may result in disciplinary action, up to and including termination, against the accuser. All reports to the Agency Compliance Program and ~~Reporting Hotline~~ the Helpline should be made in good faith and with the best of intentions.

#### **Section 100.050 Definitions**

As used in Chapter 100, the following terms shall have these meanings:

A. "Auditing Investigating O~~fficial~~" means the Agency's General Counsel, or a member of the staff or designee of the General Counsel.



B. "Employee" means a member of the Board of Commissioners, any person employed by the Agency, whether in a permanent or temporary position, including full-time, part-time, and intermittent workers.

C. "Contractor" means any vendor, contractor, or sub-contractor and all associated employees directly and/or indirectly conducting business with the Agency.

~~DE.~~ 1. "Improper action" means any action by a member of the Board of Commissioners, an Agency officer, employee, vendor, or contractor that is undertaken, in the case of an officer or employee, in the performance of such person's official duties, whether or not the action is within the scope of employment, and, in the case of a vendor or contractor, in connection with activities in connection with such person's contract with the Agency, which:

- a. Violates any local, state or federal law, or Agency policy, or
- b. Constitutes an abuse of authority, or
- c. Creates a substantial or specific danger to the public health or safety, or
- d. Results in a waste of public funds.

2. "Improper action" does not mean personnel actions, including but not limited to: employee grievances, complaints, appointments, promotions, transfers, assignments, reassignments, reinstatements, restorations, reemployments, performance evaluations, reductions in pay, dismissals, suspensions, demotions, reprimands, violations of collective bargaining or civil service laws, or alleged violations of agreements with labor organizations under collective bargaining.

3. A properly authorized Agency program or activity does not become an improper action because an employee or ~~a~~Auditing Investigating ~~o~~Official dissents from the Agency policy or considers the program, activity, or expenditures unwise.

~~ED.~~ "Retaliate," (and its kindred nouns, "retaliation" and "retaliatory action") means to make, because of an activity protected under this Chapter, any unwarranted adverse change in a person's status or the terms and conditions of such status including, but not limited to, denial of adequate staff to perform duties; frequent staff changes; frequent and undesirable office changes; refusal to assign meaningful work; unsubstantiated letters of reprimand or unsatisfactory performance evaluations; demotion, reduction in pay; denial of promotion; transfer or reassignment; suspension or dismissal; or other unwarranted disciplinary action.

~~FE.~~ "President ~~&-and~~ CEO" means the President ~~&-and~~ CEO of the Agency.

## Section 100.060 Reporting and Adjudicating Retaliation

A. Complaint. In order to seek relief, a person who believes such person has been retaliated against in violation of this Chapter must file a Retaliation incident report on the Helpline signed written complaint within 30 days of the occurrence alleged to constitute retaliation. The complaint shall must be filed ~~with the President & CEO~~ on the Helpline and must specify the alleged retaliatory action and the relief requested.

B. Investigation and Response. The General Counsel, the Director, or their designee ~~President & CEO~~ shall conduct an independent investigation of the complaint and will notify forward the complaint to the head of the department in which the retaliation is alleged to have occurred. If the department head is alleged to have retaliated in violation of this Chapter, the President and CEO shall be notified. The General Counsel or the Director ~~head of the department to which the complaint was referred~~ shall ensure that the complainant is sent provided a response within 30 days after the filing of the retaliation complaint. ~~If the head of a department is alleged to have retaliated in violation of this Chapter, the President & CEO shall ensure that the complainant is sent a response within 30 days after the filing of the complaint.~~

**Open Session Item 14**  
**Attachment 3**

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

**Chapter 100. Compliance and Reporting Policy**

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**Section 100.010 Compliance and Reporting Policy Overview**

A. Policy. It is the policy of the Agency to safeguard public funds and to ensure integrity in the delivery of public services. The Agency is committed to conducting its business with integrity and in compliance with all applicable laws. All Agency employees and contractors are expected and required to conduct their duties in compliance with all applicable laws, policies, rules, and regulations.

B. Purpose. The purpose of this Compliance Policy (the “Policy”) is to detect and prevent fraud, illegal misconduct, unethical conduct, inefficiency, and waste in the programs and operations of the Bi-State Development Agency of the Missouri-Illinois Metropolitan District (the “Agency”). The General Counsel and the Director of Corporate Compliance and Ethics (the “Director”) have the duty to investigate allegations of fraud, illegal misconduct, unethical conduct, waste, and inefficiency on the part of Agency employees, contractors, and programs. Suspected fraud, waste, illegal misconduct, unethical conduct, and inefficiency can be reported on-line or by calling the BSD Compliance and Fraud Helpline (the “Helpline”), or submitting a written report as outlined in this Chapter.

**Section 100.020 Reporting**

A. Policy. It is the policy of the Agency that every Agency employee shall have the right to report, in good faith, and in accordance with this Chapter and BSD’s

Employee Code of Conduct and Ethics (the “Code”), to the Agency’s General Counsel or the Director, information concerning an improper agency action.

To assist such reporting, this Chapter provides Agency employees and contractors a process for reporting improper action, protection from retaliatory action for reporting and cooperating in the investigation, and/or prosecution of improper action in good faith in accordance with this Chapter and the Code. While employees and contractors are encouraged to report improper action directly to their immediate supervisors, the Agency recognizes that there are instances where this may not be an option. To this end, this Chapter provides for a reporting mechanism, including the Helpline, directly to the Director or the General Counsel.

B. Appropriate Reporting Officials. Reports may be made to the contractor’s or employee’s supervisor, the Agency’s President and CEO, the Agency’s General Counsel, or the Director. Reports may also be made anonymously utilizing the Agency’s Helpline or by submitting a written report. In the case of reports made directly to an Agency supervisor or the President and CEO, they shall promptly communicate the report to the Director or the General Counsel. The report will be transcribed verbatim into an on-line report on the Helpline. If the allegation of improper Agency action relates to the sufficiency or accuracy of the Agency’s financial or accounting records or reports, the Director or the General Counsel shall furnish a copy of the report or summary of the allegation to the Audit, Finance, and Administration Committee of the Board of Commissioners.

C. Confidentiality. If an employee or contractor chooses to remain anonymous when submitting a written report on-line or when calling the Helpline, no attempt will be made to discover the employee’s or contractor’s identity. To the extent allowed by law, the identity of an employee or contractor reporting information about an improper action shall be kept confidential unless the employee or contractor waives confidentiality in writing.

D. Protection for Reporting. Employees or contractors, who act in good faith and in compliance with this Policy, are protected from interference in or retaliation for reporting improper actions or cooperating in an investigation or resulting proceedings. To the extent allowed by law, the identity of employees or contractors providing information about improper actions shall remain confidential, unless the employees or contractors waive the right, in writing.

E. Employee and Contractor Protections and Protected Conduct.

1. The following conduct by employees and contractors is protected if carried out in good faith under the Code and this Chapter:

- a. Reporting alleged improper action pursuant to the provisions of this Policy this Chapter, or the Code, and reporting violations of criminal laws to the appropriate law enforcement officials;

- b. Cooperating in an investigation by the General Counsel, the Director, or their Designee, or an Investigating Official related to the improper action; and/or
  - c. Testifying in a proceeding or prosecution arising out of an improper action.
2. No Agency officer or employee shall retaliate against any employee or contractor because such employee or contractor proceeded or is proceeding in good faith in accordance with this Chapter.
- F. Penalty. Any Agency officer or employee who engages in prohibited retaliatory action is subject to discipline by suspension without pay, demotion, or termination.
- G. Periodic Restatement. Upon entering Agency service and at least once each year thereafter, every Agency officer and employee shall receive a written summary of this Chapter, the procedures for reporting improper actions, the procedures for obtaining the protections extended, and the prohibition against retaliation in this Section. This requirement will be met by annually publishing the Code to all Agency officers and employees for required reading and attestation. The Director shall ensure that such summaries are distributed and that copies are posted where all employees will have reasonable access to them.

### **Section 100.030 Investigations**

- A. Investigation. Within 30 days after receiving information about an improper action from an Agency employee or contractor, the General Counsel, the Director, or their Designee shall conduct a preliminary investigation, and prepare a written summary of the investigation, which may include matters for further research, investigation, or inquiry. In the case of an allegation relating to the sufficiency or accuracy of the Agency's financial or accounting records or reports, the investigation shall be conducted or overseen by the Audit, Finance, & Administration Committee or the Board of Commissioners. The General Counsel will provide a report to the Board of Commissioners or a Committee established by the Board of Commissioners to review ethics concerns if further action is warranted or if the investigation pertains to conduct of a member of the Board of Commissioners.
- B. Completion of Investigation and Reports. Upon completion of the investigation, the General Counsel or the Director shall notify the complainant in writing through their Helpline report of any determinations made. The General Counsel or the Director shall have no obligation to provide an investigation determination under this Section if the complainant, who has filed a written report, chooses to remain anonymous. If the General Counsel or the Director determine that an improper Agency action has occurred, he or she shall report the nature and details of the action to the President and CEO or to the head of the department with responsibility for the action unless such

department head is implicated; and to such other governmental officials or agencies as the General Counsel deems appropriate.

C. Closure. The General Counsel or the Director may close an investigation at any time if he or she determines that no further action is warranted and shall so notify the complainant.

#### **Section 100.040 Reporting Helpline**

A. Helpline. The Agency has established a dedicated Compliance and Fraud Helpline service as an external and independent reporting mechanism for reporting suspected improper action on the part of Agency employees, officers, vendors, or independent contractors. To report illegal or unethical conduct, fraud, inefficiency, or waste, either by-name or anonymously, call toll free 855-465-2457 (85-LINK2HLP), 24 hours a day, seven days a week. A Helpline Agent will answer and document the report, including verifying the report's content with the complainant. Reports can be submitted on-line through the Helpline's secure website <http://www.EthicsPoint.com>.

B. Scope. The Helpline authority extends only to Agency resources and activities. Any type of fraudulent or illegal activity involving private businesses with no contractual relationship with the Agency or governmental agencies other than the Agency should be reported to the appropriate law enforcement authorities.

C. False Accusations. The Agency will consider it a serious violation of Agency policy for employees to intentionally make false accusations. Such false accusations may result in disciplinary action, up to and including termination, against the accuser. All reports to the Agency Compliance Program and the Helpline should be made in good faith and with the best of intentions.

#### **Section 100.050 Definitions**

As used in Chapter 100, the following terms shall have these meanings:

A. "Investigating Official" means the Agency's General Counsel, or a member of the staff or designee of the General Counsel.

B. "Employee" means a member of the Board of Commissioners, any person employed by the Agency, whether in a permanent or temporary position, including full-time, part-time, and intermittent workers.

C. "Contractor" means any vendor, contractor, or sub-contractor and all associated employees directly and/or indirectly conducting business with the Agency.

D. 1. "Improper action" means any action by a member of the Board of Commissioners, an Agency officer, employee, vendor, or contractor that is undertaken, in the case of an officer or employee, in the performance of such person's official duties,

whether or not the action is within the scope of employment, and, in the case of a vendor or contractor, in connection with activities in connection with such person's contract with the Agency, which:

- a. Violates any local, state or federal law, or Agency policy, or
- b. Constitutes an abuse of authority, or
- c. Creates a substantial or specific danger to the public health or safety, or
- d. Results in a waste of public funds.

2. "Improper action" does not mean personnel actions, including but not limited to: employee grievances, complaints, appointments, promotions, transfers, assignments, reassignments, reinstatements, restorations, reemployments, performance evaluations, reductions in pay, dismissals, suspensions, demotions, reprimands, violations of collective bargaining or civil service laws, or alleged violations of agreements with labor organizations under collective bargaining.

3. A properly authorized Agency program or activity does not become an improper action because an employee or Investigating Official dissents from the Agency policy or considers the program, activity, or expenditures unwise.

E. "Retaliate," (and its kindred nouns, "retaliation" and "retaliatory action") means to make, because of an activity protected under this Chapter, any unwarranted adverse change in a person's status or the terms and conditions of such status including, but not limited to, denial of adequate staff to perform duties; frequent staff changes; frequent and undesirable office changes; refusal to assign meaningful work; unsubstantiated letters of reprimand or unsatisfactory performance evaluations; demotion, reduction in pay; denial of promotion; transfer or reassignment; suspension or dismissal; or other unwarranted disciplinary action.

F. "President and CEO" means the President and CEO of the Agency.

### **Section 100.060 Reporting and Adjudicating Retaliation**

A. Complaint. In order to seek relief, a person who believes such person has been retaliated against in violation of this Chapter must file a Retaliation incident report on the Helpline within 30 days of the occurrence alleged to constitute retaliation. The complaint must be filed on the Helpline and must specify the alleged retaliatory action and the relief requested.

B. Investigation and Response. The General Counsel, the Director, or their designee shall conduct an independent investigation of the complaint and will notify the



head of the department in which the retaliation is alleged to have occurred. If the department head is alleged to have retaliated in violation of this Chapter, the President and CEO shall be notified. The General Counsel or the Director shall ensure that the complainant is provided a response within 30 days after the filing of the retaliation complaint.





**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

Fourth Quarter Ending June 30, 2019





To: Taulby Roach  
President and Chief Executive Officer

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

Date: July 30, 2019

Subject: Bi-State Development Financial Statements – June 2019

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Enclosed is the financial statement package for June 30, 2019. Results, including the analysis and financial position, are provided by operating unit. These interim financial statements are not in conformity with U.S. Generally Accepted Accounting Principles (U.S. GAAP) due to the classification of certain financial statement amounts and that there are no accompanying footnote disclosures or Management Discussion and Analysis (MD & A) sections included.

A summary of all Bi-State Development (BSD) business divisions and the self-insurance divisions indicate that the combined entity has assets of \$1.3 billion and a net loss before depreciation of \$3.8 million for the twelve months ending June 30, 2019. 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 \$82.5 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, Performance Indicators, Statement of Activities, Statement of Financial Position, and Statement of Cash Flows, 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 twelve months ended June 30, 2019, BSD has a net loss before depreciation of \$3.8 million compared to a budgeted loss of \$6.9 million for a favorable variance of \$3.0 million.

Table 2 below takes into account the impact of depreciation on the financial position of all enterprises resulting in a cumulative \$82.5 million loss.

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

|                                   | Year-to-Date          |                       |                       |                     |                        |
|-----------------------------------|-----------------------|-----------------------|-----------------------|---------------------|------------------------|
|                                   | Actual                | Budget                | Prior Year            | \$ Var Bgt          | \$ Var Prior Yr        |
| <b>Enterprise Funds</b>           |                       |                       |                       |                     |                        |
| Executive Services                | \$ 552,909            | \$ 523,590            | \$ 271,872            | \$ 29,319           | \$ 281,037             |
| Gateway Arch Tram                 | \$ 2,332,884          | \$ 1,979,926          | \$ 1,374,785          | \$ 352,958          | \$ 958,099             |
| Metro                             | \$ (7,016,752)        | \$ (7,276,442)        | \$ 18,827,572         | \$ 259,690          | \$ (25,844,324)        |
| St. Louis Downtown Airport        | \$ 196,465            | \$ 92,795             | \$ 90,523             | \$ 103,670          | \$ 105,942             |
| Riverfront Attractions            | \$ (39,087)           | \$ 341,816            | \$ 501,845            | \$ (380,903)        | \$ (540,932)           |
| St. Louis Regional Freightway     | \$ (656,684)          | \$ (781,733)          | \$ (779,286)          | \$ 125,049          | \$ 122,602             |
| BSD Research Institute            | \$ (59,074)           | \$ 29,898             | \$ 153,066            | \$ (88,972)         | \$ (212,140)           |
| Arts In Transit, Inc.             | \$ 16,940             | \$ 26,878             | \$ 16,579             | \$ (9,938)          | \$ 361                 |
| <b>Total Enterprise Funds</b>     | <b>\$ (4,672,399)</b> | <b>\$ (5,063,272)</b> | <b>\$ 20,456,956</b>  | <b>\$ 390,873</b>   | <b>\$ (25,129,355)</b> |
| <b>Self-Insurance Funds</b>       |                       |                       |                       |                     |                        |
| Health                            | \$ 1,428,642          | \$ -                  | \$ (1,412,527)        | \$ 1,428,642        | \$ 2,841,169           |
| Casualty                          | \$ (1,487,865)        | \$ (597,292)          | \$ (2,237,988)        | \$ (890,573)        | \$ 750,123             |
| Workers' Compensation             | \$ 909,562            | \$ (1,189,802)        | \$ (2,349,686)        | \$ 2,099,364        | \$ 3,259,248           |
| <b>Total Self-Insurance Funds</b> | <b>\$ 850,339</b>     | <b>\$ (1,787,094)</b> | <b>\$ (6,000,201)</b> | <b>\$ 2,637,433</b> | <b>\$ 6,850,540</b>    |
| <b>Total Government Wide</b>      | <b>\$ (3,822,060)</b> | <b>\$ (6,850,366)</b> | <b>\$ 14,456,755</b>  | <b>\$ 3,028,306</b> | <b>\$ (18,278,815)</b> |

**Table 2**  
**BSD Combined Net Income (Loss)**

|                                   | Year-to-Date           |                        |                        |                       |                        |
|-----------------------------------|------------------------|------------------------|------------------------|-----------------------|------------------------|
|                                   | Actual                 | Budget                 | Prior Year             | \$ Var Bgt            | \$ Var Prior Yr        |
| <b>Enterprise Funds</b>           |                        |                        |                        |                       |                        |
| Executive Services                | \$ 552,909             | \$ 521,649             | \$ 271,872             | \$ 31,260             | \$ 281,037             |
| Gateway Arch Tram                 | 1,560,327              | 1,601,210              | 630,196                | (40,883)              | 930,131                |
| Metro                             | (85,955,965)           | (84,190,604)           | (60,503,138)           | (1,765,361)           | (25,452,827)           |
| St. Louis Downtown Airport        | (1,036,082)            | (1,299,808)            | (1,267,918)            | 263,726               | 231,836                |
| Riverfront Attractions            | (276,132)              | 79,023                 | 244,176                | (355,155)             | (520,308)              |
| St. Louis Regional Freightway     | (656,684)              | (781,733)              | (779,286)              | 125,049               | 122,602                |
| BSD Research Institute            | (71,368)               | 19,098                 | 148,115                | (90,466)              | (219,483)              |
| Arts In Transit, Inc.             | 16,940                 | 26,878                 | 16,579                 | (9,938)               | 361                    |
| <b>Total Enterprise Funds</b>     | <b>\$ (85,866,055)</b> | <b>\$ (84,024,287)</b> | <b>\$ (61,239,404)</b> | <b>\$ (1,841,768)</b> | <b>\$ (24,626,651)</b> |
| <b>Self-Insurance Funds</b>       |                        |                        |                        |                       |                        |
| Health                            | 1,428,642              | -                      | (1,412,527)            | 1,428,642             | 2,841,169              |
| Casualty                          | 105,639                | -                      | (857,239)              | 105,639               | 962,878                |
| Workers' Compensation             | 1,851,056              | -                      | (1,361,584)            | 1,851,056             | 3,212,640              |
| <b>Total Self-Insurance Funds</b> | <b>\$ 3,385,337</b>    | <b>\$ -</b>            | <b>\$ (3,631,350)</b>  | <b>\$ 3,385,337</b>   | <b>\$ 7,016,687</b>    |
| <b>Total Government Wide</b>      | <b>\$ (82,480,718)</b> | <b>\$ (84,024,287)</b> | <b>\$ (64,870,754)</b> | <b>\$ 1,543,569</b>   | <b>\$ (17,609,964)</b> |

The Finance Division is available for any questions concerning the June 30, 2019 financial report.

COMBINED FINANCIALS

BSD Combined Statement of Activities . . . . . 3

BSD Combined Statement of Financial Position . . . . . 4



**Bi-State Development Agency of the  
Missouri-Illinois Metropolitan District  
Bi-State Development Combined  
Statement of Activities  
For the Twelve Months Ended June 30, 2019  
(unaudited)**

|                                                | <b>Business<br/>Divisions<br/>Total</b> | <b>Self-Insurance<br/>Divisions<br/>Total</b> | <b>Total</b>           | <b>Eliminations</b> | <b>Bi-State Development<br/>Combined<br/>Total</b> |
|------------------------------------------------|-----------------------------------------|-----------------------------------------------|------------------------|---------------------|----------------------------------------------------|
| <b>Revenue</b>                                 |                                         |                                               |                        |                     |                                                    |
| Passenger and service revenues                 | \$ 52,844,951                           | \$ -                                          | \$ 52,844,951          | \$ -                | \$ 52,844,951                                      |
| City of St. Louis                              | 37,942,780                              | -                                             | 37,942,780             | -                   | 37,942,780                                         |
| St. Louis County                               | 145,125,286                             | -                                             | 145,125,286            | -                   | 145,125,286                                        |
| St. Clair County Transit District              | 55,676,006                              | -                                             | 55,676,006             | -                   | 55,676,006                                         |
| State of Missouri and Illinois                 | 733,025                                 | -                                             | 733,025                | -                   | 733,025                                            |
| Federal funding                                | 16,643,247                              | -                                             | 16,643,247             | -                   | 16,643,247                                         |
| Other local/regional funding                   | 304,692                                 | -                                             | 304,692                | -                   | 304,692                                            |
| Not-for-profit                                 | 62,548                                  | -                                             | 62,548                 | -                   | 62,548                                             |
| Advertising, maint services, rental income     | 5,943,054                               | -                                             | 5,943,054              | -                   | 5,943,054                                          |
| Interest income                                | 12,093,386                              | 452,540                                       | 12,545,926             | -                   | 12,545,926                                         |
| Other operating revenue                        | 904,917                                 | -                                             | 904,917                | -                   | 904,917                                            |
| Charges for services                           | -                                       | 51,937,039                                    | 51,937,039             | (44,132,975)        | 7,804,064                                          |
| <b>Total revenue</b>                           | <b>328,273,892</b>                      | <b>52,389,579</b>                             | <b>380,663,471</b>     | <b>(44,132,975)</b> | <b>336,530,496</b>                                 |
| <b>Expense</b>                                 |                                         |                                               |                        |                     |                                                    |
| Wages and benefits                             | 213,008,002                             | 1,821,191                                     | 214,829,193            | -                   | 214,829,193.00                                     |
| Services                                       | 34,948,008                              | 411,610                                       | 35,359,618             | -                   | 35,359,618.00                                      |
| Fuel and lube consumed                         | 11,338,005                              | -                                             | 11,338,005             | -                   | 11,338,005.00                                      |
| Materials and supplies                         | 22,986,276                              | 35,142                                        | 23,021,418             | -                   | 23,021,418.00                                      |
| Utilities                                      | 7,987,203                               | 7,530                                         | 7,994,733              | -                   | 7,994,733.00                                       |
| Casualty and liability costs                   | 8,746,083                               | 1,103,239                                     | 9,849,322              | -                   | 9,849,322.00                                       |
| Other expenses                                 | 4,940,934                               | 417,458                                       | 5,358,392              | -                   | 5,358,392                                          |
| Interest expense                               | 26,014,597                              | -                                             | 26,014,597             | -                   | 26,014,597.00                                      |
| Contribution to outside entities               | 2,552,896                               | -                                             | 2,552,896              | -                   | 2,552,896.00                                       |
| Other non-operating expense                    | 424,287                                 | -                                             | 424,287                | -                   | 424,287.00                                         |
| Claims paid and insurance administrative costs | -                                       | 47,743,070                                    | 47,743,070             | (44,132,975)        | 3,610,095.00                                       |
| <b>Total expense</b>                           | <b>332,946,291</b>                      | <b>51,539,240</b>                             | <b>384,485,531</b>     | <b>(44,132,975)</b> | <b>340,352,556</b>                                 |
| <b>Income (loss) before depreciation</b>       | <b>(4,672,399)</b>                      | <b>850,339</b>                                | <b>(3,822,060)</b>     | <b>-</b>            | <b>(3,822,060)</b>                                 |
| Depreciation and amortization expense          | 78,658,658                              | -                                             | 78,658,658             | -                   | 78,658,658                                         |
| <b>Net income (loss) before transfers</b>      | <b>(83,331,057)</b>                     | <b>850,339</b>                                | <b>(82,480,718)</b>    | <b>-</b>            | <b>(82,480,718)</b>                                |
| Net transfers in (out)                         | (2,534,998)                             | 2,534,998                                     | -                      | -                   | -                                                  |
| <b>Net income (loss)</b>                       | <b>\$ (85,866,055)</b>                  | <b>\$ 3,385,337</b>                           | <b>\$ (82,480,718)</b> | <b>\$ -</b>         | <b>\$ (82,480,718)</b>                             |

**Bi-State Development Agency of the  
Missouri-Illinois Metropolitan District  
Bi-State Development Combined  
Quarterly Statement of Financial Position  
June 30, 2019  
(unaudited)**

|                                                   | <b>Business<br/>Divisions<br/>Total</b> | <b>Self-Insurance<br/>Divisions<br/>Total</b> | <b>Total</b>            | <b>Eliminations</b> | <b>Bi-State Development<br/>Combined<br/>Total</b> |
|---------------------------------------------------|-----------------------------------------|-----------------------------------------------|-------------------------|---------------------|----------------------------------------------------|
| <b>Assets</b>                                     |                                         |                                               |                         |                     |                                                    |
| Current assets                                    |                                         |                                               |                         |                     |                                                    |
| Cash                                              | \$ 141,895,325                          | \$ 21,449,939                                 | \$ 163,345,264          | \$ -                | \$ 163,345,264                                     |
| Investments                                       | 110,495,531                             | 2,348,988                                     | 112,844,519             | -                   | 112,844,519                                        |
| Accounts and notes receivable                     | 2,345,524                               | 616,797                                       | 2,962,321               | -                   | 2,962,321                                          |
| Interfund accounts receivable                     | -                                       | 498,001                                       | 498,001                 | (498,001)           | -                                                  |
| Restricted accounts receivable                    | 792,240                                 | 49,107                                        | 841,347                 | -                   | 841,347                                            |
| Federal, state and local<br>assistance receivable | 24,653,874                              | -                                             | 24,653,874              | -                   | 24,653,874                                         |
| Materials and supplies inventory                  | 10,173,280                              | -                                             | 10,173,280              | -                   | 10,173,280                                         |
| Other current assets                              | 2,329,348                               | 231,484                                       | 2,560,832               | -                   | 2,560,832                                          |
| Total current assets                              | <u>292,685,122</u>                      | <u>25,194,316</u>                             | <u>317,879,438</u>      | <u>(498,001)</u>    | <u>317,381,437</u>                                 |
| Capital assets                                    |                                         |                                               |                         |                     |                                                    |
| Capital assets - motorbus                         | 432,009,644                             | -                                             | 432,009,644             | -                   | 432,009,644                                        |
| Capital assets - paratransit                      | 19,375,724                              | -                                             | 19,375,724              | -                   | 19,375,724                                         |
| Capital assets - lightrail                        | 1,626,094,687                           | -                                             | 1,626,094,687           | -                   | 1,626,094,687                                      |
| Capital assets                                    | 72,899,567                              | -                                             | 72,899,567              | -                   | 72,899,567                                         |
| Total capital assets                              | <u>2,150,379,622</u>                    | <u>-</u>                                      | <u>2,150,379,622</u>    | <u>-</u>            | <u>2,150,379,622</u>                               |
| Accumulated depreciation                          | (1,363,086,255)                         | -                                             | (1,363,086,255)         | -                   | (1,363,086,255)                                    |
| Total capital assets, net                         | <u>787,293,367</u>                      | <u>-</u>                                      | <u>787,293,367</u>      | <u>-</u>            | <u>787,293,367</u>                                 |
| Land                                              | 100,318,913                             | -                                             | 100,318,913             | -                   | 100,318,913                                        |
| Construction-in-process                           | 23,925,198                              | -                                             | 23,925,198              | -                   | 23,925,198                                         |
| Total capital assets                              | <u>911,537,478</u>                      | <u>-</u>                                      | <u>911,537,478</u>      | <u>-</u>            | <u>911,537,478</u>                                 |
| Non-current assets                                |                                         |                                               |                         |                     |                                                    |
| Restricted investments                            | 118,080,699                             | -                                             | 118,080,699             | -                   | 118,080,699                                        |
| Deferred charges                                  | 81,297                                  | -                                             | 81,297                  | -                   | 81,297                                             |
| Other non-current assets, net amort               | 415,179                                 | -                                             | 415,179                 | -                   | 415,179                                            |
| Total non-current assets                          | <u>118,577,175</u>                      | <u>-</u>                                      | <u>118,577,175</u>      | <u>-</u>            | <u>118,577,175</u>                                 |
| Total assets                                      | <u>1,322,799,775</u>                    | <u>25,194,316</u>                             | <u>1,347,994,091</u>    | <u>(498,001)</u>    | <u>1,347,496,090</u>                               |
| <b>Deferred Outflow of Resources</b>              |                                         |                                               |                         |                     |                                                    |
| Deferred pension loss                             | 6,719,537                               | -                                             | 6,719,537               | -                   | 6,719,537                                          |
| Deferred pension expense                          | 2,705,100                               | -                                             | 2,705,100               | -                   | 2,705,100                                          |
| Deferred unfunded OPEB loss                       | 6,383,448                               | -                                             | 6,383,448               | -                   | 6,383,448                                          |
| Deferred loss on debt refunding                   | 2,000,320                               | -                                             | 2,000,320               | -                   | 2,000,320                                          |
| Total deferred outflow of resources               | <u>17,808,405</u>                       | <u>-</u>                                      | <u>17,808,405</u>       | <u>-</u>            | <u>17,808,405</u>                                  |
| <b>Total</b>                                      | <u>\$ 1,340,608,180</u>                 | <u>\$ 25,194,316</u>                          | <u>\$ 1,365,802,496</u> | <u>\$ (498,001)</u> | <u>\$ 1,365,304,495</u>                            |



**Bi-State Development Agency of the  
Missouri-Illinois Metropolitan District  
Bi-State Development Combined  
Quarterly Statement of Financial Position  
June 30, 2019  
(unaudited)**

|                                                             | <b>Business<br/>Divisions<br/>Total</b> | <b>Self-Insurance<br/>Divisions<br/>Total</b> | <b>Total</b>            | <b>Eliminations</b> | <b>Bi-State Development<br/>Combined<br/>Total</b> |
|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------|-------------------------|---------------------|----------------------------------------------------|
| <b>Liabilities</b>                                          |                                         |                                               |                         |                     |                                                    |
| Current liabilities                                         |                                         |                                               |                         |                     |                                                    |
| Accounts payable                                            | \$ 10,526,676                           | \$ 322,843                                    | \$ 10,849,519           | \$ -                | \$ 10,849,519                                      |
| Interfund accounts payable                                  | 207,026                                 | 290,975                                       | 498,001                 | (498,001)           | -                                                  |
| Accrued expenses                                            | 20,863,464                              | 92,200                                        | 20,955,664              | -                   | 20,955,664                                         |
| Other current liabilities                                   | 22,558,605                              | -                                             | 22,558,605              | -                   | 22,558,605                                         |
| Total current liabilities                                   | 54,155,771                              | 706,018                                       | 54,861,789              | (498,001)           | 54,363,788                                         |
| Current liab payable from restricted assets                 |                                         |                                               |                         |                     |                                                    |
| Accounts payable and retention                              | 1,436,722                               | -                                             | 1,436,722               | -                   | 1,436,722                                          |
| Accrued interest payable                                    | 5,048,089                               | -                                             | 5,048,089               | -                   | 5,048,089                                          |
| Short-term self-insurance                                   | 140,487                                 | 9,290,000                                     | 9,430,487               | -                   | 9,430,487                                          |
| Medical self-insurance liability                            | -                                       | 4,208,524                                     | 4,208,524               | -                   | 4,208,524                                          |
| Current portion of long-term debt                           | 9,796,171                               | -                                             | 9,796,171               | -                   | 9,796,171                                          |
| Total current liabilities payable<br>from restricted assets | 16,421,469                              | 13,498,524                                    | 29,919,993              | -                   | 29,919,993                                         |
| Total current liabilities                                   | 70,577,240                              | 14,204,542                                    | 84,781,782              | (498,001)           | 84,283,781                                         |
| Non-current liabilities                                     |                                         |                                               |                         |                     |                                                    |
| Other post-employment benefits                              | 65,482,551                              | 384,042                                       | 65,866,593              | -                   | 65,866,593                                         |
| Long-term self-insurance                                    | 396,428                                 | 10,914,000                                    | 11,310,428              | -                   | 11,310,428                                         |
| Long-term debt                                              | 519,510,092                             | -                                             | 519,510,092             | -                   | 519,510,092                                        |
| Capital lease obligations                                   | 118,080,701                             | -                                             | 118,080,701             | -                   | 118,080,701                                        |
| Unfunded pension liabilities                                | 83,086,826                              | 230,724                                       | 83,317,550              | -                   | 83,317,550                                         |
| Other non-current liabilities                               | 6,011,744                               | -                                             | 6,011,744               | -                   | 6,011,744                                          |
| Total non-current liabilities                               | 792,568,342                             | 11,528,766                                    | 804,097,108             | -                   | 804,097,108                                        |
| Total liabilities                                           | 863,145,582                             | 25,733,308                                    | 888,878,890             | (498,001)           | 888,380,889                                        |
| <b>Deferred Inflow of Resources</b>                         |                                         |                                               |                         |                     |                                                    |
| Deferred gain on hedging instruments                        | 677,922                                 | -                                             | 677,922                 | -                   | 677,922                                            |
| Deferred Unfunded OPEB Gain                                 | 303,064                                 | -                                             | 303,064                 | -                   | 303,064                                            |
| Deferred pension gain 788 ATU and cler                      | 5,363,364                               | -                                             | 5,363,364               | -                   | 5,363,364                                          |
| Deferred pension gain IBEW                                  | 130,872                                 | -                                             | 130,872                 | -                   | 130,872                                            |
| Deferred pension gain salaried                              | 1,743,105                               | -                                             | 1,743,105               | -                   | 1,743,105                                          |
| Total deferred inflow of resources                          | 8,218,327                               | -                                             | 8,218,327               | -                   | 8,218,327                                          |
| <b>Net Position</b>                                         |                                         |                                               |                         |                     |                                                    |
| Net position - capital investments                          | 451,205,335                             | -                                             | 451,205,335             | -                   | 451,205,335                                        |
| Net position                                                | 103,904,991                             | (3,924,329)                                   | 99,980,662              | -                   | 99,980,662                                         |
| Net income (loss)                                           | (85,866,055)                            | 3,385,337                                     | (82,480,718)            | -                   | (82,480,718)                                       |
| Total net position                                          | 469,244,271                             | (538,992)                                     | 468,705,279             | -                   | 468,705,279                                        |
| <b>Total</b>                                                | <b>\$ 1,340,608,180</b>                 | <b>\$ 25,194,316</b>                          | <b>\$ 1,365,802,496</b> | <b>\$ (498,001)</b> | <b>\$ 1,365,304,495</b>                            |

**BUSINESS DIVISIONS**



BSD Combined Statement of Activities . . . . . 6

BSD Combined Statement of Financial Position. . . . . 7

**Bi-State Development Agency of the  
Missouri-Illinois Metropolitan District  
Business Divisions  
Combining Statement of Activities by Business Division  
For the Twelve Months Ended June 30, 2019**  
(unaudited)

|                                            | Executive<br>Services | Gateway<br>Arch<br>Tram | Riverfront<br>Attractions | St. Louis<br>Downtown<br>Airport | Metro                  | St. Louis<br>Regional<br>Freightway | Bi-State<br>Development<br>Research Inst. | Arts<br>In<br>Transit, Inc. | Totals                 | Eliminations       | Totals<br>After<br>Eliminations |
|--------------------------------------------|-----------------------|-------------------------|---------------------------|----------------------------------|------------------------|-------------------------------------|-------------------------------------------|-----------------------------|------------------------|--------------------|---------------------------------|
| <b>Revenue</b>                             |                       |                         |                           |                                  |                        |                                     |                                           |                             |                        |                    |                                 |
| Passenger and service revenues             | \$ -                  | \$ 8,758,026            | \$ 2,106,433              | \$ 1,381,534                     | \$ 40,684,133          | \$ -                                | \$ -                                      | \$ -                        | \$ 52,930,126          | \$ (85,175)        | \$ 52,844,951                   |
| Interfund administrative fees              | 4,379,135             | -                       | -                         | -                                | -                      | -                                   | -                                         | -                           | 4,379,135              | (4,379,135)        | -                               |
| City of St. Louis                          | -                     | -                       | -                         | -                                | 37,942,780             | -                                   | -                                         | -                           | 37,942,780             | -                  | 37,942,780                      |
| St. Louis County                           | -                     | -                       | -                         | -                                | 145,125,286            | -                                   | -                                         | -                           | 145,125,286            | -                  | 145,125,286                     |
| St. Clair County Transit District          | -                     | -                       | -                         | -                                | 55,676,006             | -                                   | -                                         | -                           | 55,676,006             | -                  | 55,676,006                      |
| State of Missouri and Illinois             | -                     | -                       | -                         | -                                | 733,025                | -                                   | -                                         | -                           | 733,025                | -                  | 733,025                         |
| Federal funding                            | -                     | -                       | -                         | -                                | 16,643,247             | -                                   | -                                         | -                           | 16,643,247             | -                  | 16,643,247                      |
| Other local/regional funding               | -                     | -                       | -                         | -                                | 304,692                | -                                   | -                                         | -                           | 304,692                | -                  | 304,692                         |
| Not-for-profit                             | -                     | -                       | -                         | -                                | -                      | -                                   | 22,776                                    | 39,772                      | 62,548                 | -                  | 62,548                          |
| Contributions                              | -                     | -                       | -                         | -                                | -                      | -                                   | 87,774                                    | 251,249                     | 339,023                | (339,023)          | -                               |
| Advertising, maint services, rental income | 108,184               | 50,946                  | 112,038                   | 137,165                          | 5,515,325              | 19,405                              | -                                         | (9)                         | 5,943,054              | -                  | 5,943,054                       |
| Interest income                            | 87,784                | 258,564                 | -                         | 25,548                           | 11,721,373             | 117                                 | -                                         | -                           | 12,093,386             | -                  | 12,093,386                      |
| Other operating revenue                    | 437,924               | 352,147                 | -                         | 114,107                          | 239                    | 500                                 | -                                         | -                           | 904,917                | -                  | 904,917                         |
| <b>Total revenue</b>                       | <b>5,013,027</b>      | <b>9,419,683</b>        | <b>2,218,471</b>          | <b>1,658,354</b>                 | <b>314,346,106</b>     | <b>20,022</b>                       | <b>110,550</b>                            | <b>291,012</b>              | <b>333,077,225</b>     | <b>(4,803,333)</b> | <b>328,273,892</b>              |
| <b>Expense</b>                             |                       |                         |                           |                                  |                        |                                     |                                           |                             |                        |                    |                                 |
| Wages and benefits                         | 2,963,742             | 2,071,508               | 1,257,911                 | 808,712                          | 205,604,057            | 302,052                             | 69,028                                    | 131,306                     | 213,208,316            | (200,314)          | 213,008,002                     |
| Services                                   | 1,028,476             | 1,167,703               | 232,779                   | 204,431                          | 31,892,032             | 322,583                             | 77,980                                    | 85,278                      | 35,011,262             | (63,254)           | 34,948,008                      |
| Fuel and lube consumed                     | -                     | -                       | 49,767                    | 13,168                           | 11,275,070             | -                                   | -                                         | -                           | 11,338,005             | -                  | 11,338,005                      |
| Materials and supplies                     | 19,539                | 302,671                 | 343,770                   | 52,482                           | 22,265,470             | 1,544                               | -                                         | 1,037                       | 22,986,513             | (237)              | 22,986,276                      |
| Utilities                                  | 2,422                 | 132,507                 | 84,302                    | 198,103                          | 7,568,672              | -                                   | 1,197                                     | 775                         | 7,987,978              | (775)              | 7,987,203                       |
| Casualty and liability costs               | 48,188                | 55,306                  | 143,998                   | 54,569                           | 8,444,022              | -                                   | -                                         | -                           | 8,746,083              | -                  | 8,746,083                       |
| Other expenses                             | 397,751               | 1,656,891               | 145,031                   | 130,424                          | 7,021,968              | 50,527                              | 21,419                                    | 55,676                      | 9,479,687              | (4,538,753)        | 4,940,934                       |
| Interest expense                           | -                     | 293,257                 | -                         | -                                | 25,721,340             | -                                   | -                                         | -                           | 26,014,597             | -                  | 26,014,597                      |
| Contribution to outside entities           | -                     | 1,406,956               | -                         | -                                | 1,145,940              | -                                   | -                                         | -                           | 2,552,896              | -                  | 2,552,896                       |
| Other non-operating expense                | -                     | -                       | -                         | -                                | 424,287                | -                                   | -                                         | -                           | 424,287                | -                  | 424,287                         |
| <b>Total expense</b>                       | <b>4,460,118</b>      | <b>7,086,799</b>        | <b>2,257,558</b>          | <b>1,461,889</b>                 | <b>321,362,858</b>     | <b>676,706</b>                      | <b>169,624</b>                            | <b>274,072</b>              | <b>337,749,624</b>     | <b>(4,803,333)</b> | <b>332,946,291</b>              |
| <b>Income (loss) before depreciation</b>   | <b>552,909</b>        | <b>2,332,884</b>        | <b>(39,087)</b>           | <b>196,465</b>                   | <b>(7,016,752)</b>     | <b>(656,684)</b>                    | <b>(59,074)</b>                           | <b>16,940</b>               | <b>(4,672,399)</b>     | <b>-</b>           | <b>(4,672,399)</b>              |
| Depreciation and amortization expense      | -                     | 767,191                 | 236,967                   | 1,232,547                        | 76,409,659             | -                                   | 12,294                                    | -                           | 78,658,658             | -                  | 78,658,658                      |
| <b>Net income (loss) before transfers</b>  | <b>552,909</b>        | <b>1,565,693</b>        | <b>(276,054)</b>          | <b>(1,036,082)</b>               | <b>(83,426,411)</b>    | <b>(656,684)</b>                    | <b>(71,368)</b>                           | <b>16,940</b>               | <b>(83,331,057)</b>    | <b>-</b>           | <b>(83,331,057)</b>             |
| Net transfers in (out)                     | -                     | (5,366)                 | (78)                      | -                                | (2,529,554)            | -                                   | -                                         | -                           | (2,534,998)            | -                  | (2,534,998)                     |
| <b>Net income (loss)</b>                   | <b>\$ 552,909</b>     | <b>\$ 1,560,327</b>     | <b>\$ (276,132)</b>       | <b>\$ (1,036,082)</b>            | <b>\$ (85,955,965)</b> | <b>\$ (656,684)</b>                 | <b>\$ (71,368)</b>                        | <b>\$ 16,940</b>            | <b>\$ (85,866,055)</b> | <b>\$ -</b>        | <b>\$ (85,866,055)</b>          |

**Bi-State Development Agency of the  
Missouri-Illinois Metropolitan District  
Business Divisions  
Quarterly Statement of Financial Position  
June 30, 2019  
(unaudited)**

|                                                   | Executive<br>Services | Gateway<br>Arch<br>Tram | Riverfront<br>Attractions | St. Louis<br>Downtown<br>Airport | Metro                   | St. Louis<br>Regional<br>Freightway | Bi-State<br>Development<br>Research Inst. | Arts<br>In<br>Transit, Inc. | Totals                  | Interfund<br>Eliminations | Totals<br>After<br>Eliminations |
|---------------------------------------------------|-----------------------|-------------------------|---------------------------|----------------------------------|-------------------------|-------------------------------------|-------------------------------------------|-----------------------------|-------------------------|---------------------------|---------------------------------|
| <b>Assets</b>                                     |                       |                         |                           |                                  |                         |                                     |                                           |                             |                         |                           |                                 |
| Current assets                                    |                       |                         |                           |                                  |                         |                                     |                                           |                             |                         |                           |                                 |
| Cash                                              | \$ 6,461,868          | \$17,461,701            | \$ 26,552                 | \$ 1,646,565                     | \$ 116,083,475          | \$ 18,933                           | \$ 108,327                                | \$ 87,904                   | \$ 141,895,325          | \$ -                      | \$ 141,895,325                  |
| Investments                                       | -                     | -                       | -                         | -                                | 110,495,531             | -                                   | -                                         | -                           | 110,495,531             | -                         | 110,495,531                     |
| Accounts and notes receivable                     | 101,367               | 15,526                  | 5,626                     | 55,383                           | 2,167,622               | -                                   | -                                         | -                           | 2,345,524               | -                         | 2,345,524                       |
| Interfund accounts receivable                     | -                     | -                       | -                         | -                                | 6,371,384               | -                                   | -                                         | 7,310                       | 6,378,694               | (6,378,694)               | -                               |
| Restricted accounts receivable                    | -                     | -                       | -                         | -                                | 792,240                 | -                                   | -                                         | -                           | 792,240                 | -                         | 792,240                         |
| Federal, state and local<br>assistance receivable | -                     | 4,395                   | -                         | -                                | 24,649,479              | -                                   | -                                         | -                           | 24,653,874              | -                         | 24,653,874                      |
| Materials and supplies inventory                  | -                     | -                       | 52,600                    | 65,112                           | 10,055,568              | -                                   | -                                         | -                           | 10,173,280              | -                         | 10,173,280                      |
| Other current assets                              | 68,257                | 80,788                  | 136,889                   | 45,355                           | 1,998,059               | -                                   | -                                         | -                           | 2,329,348               | -                         | 2,329,348                       |
| Total current assets                              | 6,631,492             | 17,562,410              | 221,667                   | 1,812,415                        | 272,613,358             | 18,933                              | 108,327                                   | 95,214                      | 299,063,816             | (6,378,694)               | 292,685,122                     |
| Capital assets                                    |                       |                         |                           |                                  |                         |                                     |                                           |                             |                         |                           |                                 |
| Capital assets - motorbus                         | -                     | -                       | -                         | -                                | 432,009,644             | -                                   | -                                         | -                           | 432,009,644             | -                         | 432,009,644                     |
| Capital assets - paratransit                      | -                     | -                       | -                         | -                                | 19,375,724              | -                                   | -                                         | -                           | 19,375,724              | -                         | 19,375,724                      |
| Capital assets - lightrail                        | -                     | -                       | -                         | -                                | 1,626,094,687           | -                                   | -                                         | -                           | 1,626,094,687           | -                         | 1,626,094,687                   |
| Capital assets                                    | -                     | 17,307,192              | 5,103,118                 | 50,235,398                       | -                       | -                                   | 253,859                                   | -                           | 72,899,567              | -                         | 72,899,567                      |
| Total capital assets                              | -                     | 17,307,192              | 5,103,118                 | 50,235,398                       | 2,077,480,055           | -                                   | 253,859                                   | -                           | 2,150,379,622           | -                         | 2,150,379,622                   |
| Accumulated depreciation                          | -                     | (8,339,635)             | (4,232,994)               | (37,082,928)                     | (1,313,430,698)         | -                                   | -                                         | -                           | (1,363,086,255)         | -                         | (1,363,086,255)                 |
| Total capital assets, net                         | -                     | 8,967,557               | 870,124                   | 13,152,470                       | 764,049,357             | -                                   | 253,859                                   | -                           | 787,293,367             | -                         | 787,293,367                     |
| Land                                              | -                     | -                       | -                         | 4,542,564                        | 95,776,349              | -                                   | -                                         | -                           | 100,318,913             | -                         | 100,318,913                     |
| Construction-in-process                           | -                     | (3,730)                 | 43,878                    | 1,320,923                        | 22,564,127              | -                                   | -                                         | -                           | 23,925,198              | -                         | 23,925,198                      |
| Total capital assets                              | -                     | 8,963,827               | 914,002                   | 19,015,957                       | 882,389,833             | -                                   | 253,859                                   | -                           | 911,537,478             | -                         | 911,537,478                     |
| Non-current assets                                |                       |                         |                           |                                  |                         |                                     |                                           |                             |                         |                           |                                 |
| Restricted investments                            | -                     | -                       | -                         | -                                | 118,080,699             | -                                   | -                                         | -                           | 118,080,699             | -                         | 118,080,699                     |
| Deferred charges                                  | -                     | -                       | -                         | 81,297                           | -                       | -                                   | -                                         | -                           | 81,297                  | -                         | 81,297                          |
| Other non-current assets, net amc                 | -                     | -                       | -                         | -                                | 415,179                 | -                                   | -                                         | -                           | 415,179                 | -                         | 415,179                         |
| Total non-current assets                          | -                     | -                       | -                         | 81,297                           | 118,495,878             | -                                   | -                                         | -                           | 118,577,175             | -                         | 118,577,175                     |
| Total assets                                      | 6,631,492             | 26,526,237              | 1,135,669                 | 20,909,669                       | 1,273,499,069           | 18,933                              | 362,186                                   | 95,214                      | 1,329,178,469           | (6,378,694)               | 1,322,799,775                   |
| Deferred outflow of resources                     |                       |                         |                           |                                  |                         |                                     |                                           |                             |                         |                           |                                 |
| Deferred pension loss                             | -                     | -                       | -                         | -                                | 6,719,537               | -                                   | -                                         | -                           | 6,719,537               | -                         | 6,719,537                       |
| Deferred pension expense                          | -                     | -                       | -                         | -                                | 2,705,100               | -                                   | -                                         | -                           | 2,705,100               | -                         | 2,705,100                       |
| Deferred unfunded OPEB loss                       | -                     | -                       | -                         | -                                | 6,383,448               | -                                   | -                                         | -                           | 6,383,448               | -                         | 6,383,448                       |
| Deferred loss on debt refunding                   | -                     | -                       | -                         | -                                | 2,000,320               | -                                   | -                                         | -                           | 2,000,320               | -                         | 2,000,320                       |
| Total deferred outflow of resour                  | -                     | -                       | -                         | -                                | 17,808,405              | -                                   | -                                         | -                           | 17,808,405              | -                         | 17,808,405                      |
| <b>Total</b>                                      | <u>\$ 6,631,492</u>   | <u>\$26,526,237</u>     | <u>\$ 1,135,669</u>       | <u>\$20,909,669</u>              | <u>\$ 1,291,307,474</u> | <u>\$ 18,933</u>                    | <u>\$ 362,186</u>                         | <u>\$ 95,214</u>            | <u>\$ 1,346,986,874</u> | <u>\$ (6,378,694)</u>     | <u>\$ 1,340,608,180</u>         |

**Bi-State Development Agency of the  
Missouri-Illinois Metropolitan District  
Business Divisions  
Quarterly Statement of Financial Position  
June 30, 2019  
(unaudited)**

|                                        | Executive<br>Services | Gateway<br>Arch<br>Tram | Riverfront<br>Attractions | St. Louis<br>Downtown<br>Airport | Metro                   | St. Louis<br>Regional<br>Freightway | Bi-State<br>Development<br>Research Inst. | Arts<br>In<br>Transit, Inc. | Totals                  | Interfund<br>Eliminations | Totals<br>After<br>Eliminations |
|----------------------------------------|-----------------------|-------------------------|---------------------------|----------------------------------|-------------------------|-------------------------------------|-------------------------------------------|-----------------------------|-------------------------|---------------------------|---------------------------------|
| <b>Liabilities</b>                     |                       |                         |                           |                                  |                         |                                     |                                           |                             |                         |                           |                                 |
| Current liabilities                    |                       |                         |                           |                                  |                         |                                     |                                           |                             |                         |                           |                                 |
| Accounts payable                       | \$ 165,675            | \$ 214,478              | \$ 140,950                | \$ 73,542                        | \$ 9,908,031            | \$ 24,000                           | \$ -                                      | \$ -                        | \$ 10,526,676           | \$ -                      | \$ 10,526,676                   |
| Interfund accounts payable             | 87,135                | 3,364,335               | 814,798                   | 248,637                          | -                       | 2,047,596                           | 23,219                                    | -                           | 6,585,720               | (6,378,694)               | 207,026                         |
| Accrued expenses                       | 197,800               | 80,439                  | 95,900                    | 62,300                           | 20,393,525              | 33,500                              | -                                         | -                           | 20,863,464              | -                         | 20,863,464                      |
| Other current liabilities              | -                     | 100,805                 | 42,893                    | 66,115                           | 22,242,122              | -                                   | 106,670                                   | -                           | 22,558,605              | -                         | 22,558,605                      |
| Total current liabilities              | 450,610               | 3,760,057               | 1,094,541                 | 450,594                          | 52,543,678              | 2,105,096                           | 129,889                                   | -                           | 60,534,465              | (6,378,694)               | 54,155,771                      |
| Current liab payable from restricted a |                       |                         |                           |                                  |                         |                                     |                                           |                             |                         |                           |                                 |
| Accounts payable and retention         | -                     | -                       | -                         | -                                | 1,436,722               | -                                   | -                                         | -                           | 1,436,722               | -                         | 1,436,722                       |
| Accrued interest payable               | -                     | 24,080                  | -                         | -                                | 5,024,009               | -                                   | -                                         | -                           | 5,048,089               | -                         | 5,048,089                       |
| Short-term insurance                   | -                     | -                       | -                         | -                                | 140,487                 | -                                   | -                                         | -                           | 140,487                 | -                         | 140,487                         |
| Current portion of long-term debt      | -                     | 166,171                 | -                         | -                                | 9,630,000               | -                                   | -                                         | -                           | 9,796,171               | -                         | 9,796,171                       |
| Total current liabilities payable      | -                     | -                       | -                         | -                                | -                       | -                                   | -                                         | -                           | -                       | -                         | -                               |
| from restricted assets                 | -                     | 190,251                 | -                         | -                                | 16,231,218              | -                                   | -                                         | -                           | 16,421,469              | -                         | 16,421,469                      |
| Total current liabilities              | 450,610               | 3,950,308               | 1,094,541                 | 450,594                          | 68,774,896              | 2,105,096                           | 129,889                                   | -                           | 76,955,934              | (6,378,694)               | 70,577,240                      |
| Non-current liabilities                |                       |                         |                           |                                  |                         |                                     |                                           |                             |                         |                           |                                 |
| Other post-employment benefits         | 930,699               | 16,021                  | 320,218                   | 357,479                          | 63,721,009              | 137,125                             | -                                         | -                           | 65,482,551              | -                         | 65,482,551                      |
| Long-term insurance                    | -                     | -                       | -                         | -                                | 396,428                 | -                                   | -                                         | -                           | 396,428                 | -                         | 396,428                         |
| Long-term debt                         | -                     | 7,029,182               | -                         | -                                | 512,480,910             | -                                   | -                                         | -                           | 519,510,092             | -                         | 519,510,092                     |
| Capital lease obligations              | -                     | -                       | -                         | -                                | 118,080,701             | -                                   | -                                         | -                           | 118,080,701             | -                         | 118,080,701                     |
| 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          | -                     | -                       | -                         | -                                | 6,011,744               | -                                   | -                                         | -                           | 6,011,744               | -                         | 6,011,744                       |
| Total non-current liabilities          | 1,091,258             | 7,086,779               | 563,486                   | 369,823                          | 783,316,377             | 140,619                             | -                                         | -                           | 792,568,342             | -                         | 792,568,342                     |
| Total liabilities                      | 1,541,868             | 11,037,087              | 1,658,027                 | 820,417                          | 852,091,273             | 2,245,715                           | 129,889                                   | -                           | 869,524,276             | (6,378,694)               | 863,145,582                     |
| <b>Deferred Inflow of Resources</b>    |                       |                         |                           |                                  |                         |                                     |                                           |                             |                         |                           |                                 |
| Deferred gain on hedging instrume      | -                     | -                       | -                         | -                                | 677,922                 | -                                   | -                                         | -                           | 677,922                 | -                         | 677,922                         |
| Deferred Unfunded OPEB Gain            | -                     | -                       | -                         | -                                | 303,064                 | -                                   | -                                         | -                           | 303,064                 | -                         | 303,064                         |
| Deferred pension gain 788 ATU ar       | -                     | -                       | -                         | -                                | 5,363,364               | -                                   | -                                         | -                           | 5,363,364               | -                         | 5,363,364                       |
| Deferred pension gain IBEW             | -                     | -                       | -                         | -                                | 130,872                 | -                                   | -                                         | -                           | 130,872                 | -                         | 130,872                         |
| Deferred pension gain salaried         | -                     | -                       | -                         | -                                | 1,743,105               | -                                   | -                                         | -                           | 1,743,105               | -                         | 1,743,105                       |
| Total deferred inflow of resourc       | -                     | -                       | -                         | -                                | 8,218,327               | -                                   | -                                         | -                           | 8,218,327               | -                         | 8,218,327                       |
| <b>Net Position</b>                    |                       |                         |                           |                                  |                         |                                     |                                           |                             |                         |                           |                                 |
| Net position - capital investments     | -                     | 18,909,295              | 914,002                   | 19,015,956                       | 412,366,082             | -                                   | -                                         | -                           | 451,205,335             | -                         | 451,205,335                     |
| Net position - unrestricted            | 4,536,715             | (4,980,472)             | (1,160,228)               | 2,109,378                        | 104,587,757             | (1,570,098)                         | 303,665                                   | 78,274                      | 103,904,991             | -                         | 103,904,991                     |
| Net income (loss)                      | 552,909               | 1,560,327               | (276,132)                 | (1,036,082)                      | (85,955,965)            | (656,684)                           | (71,368)                                  | 16,940                      | (85,866,055)            | -                         | (85,866,055)                    |
| Total net position                     | 5,089,624             | 15,489,150              | (522,358)                 | 20,089,252                       | 430,997,874             | (2,226,782)                         | 232,297                                   | 95,214                      | 469,244,271             | -                         | 469,244,271                     |
| <b>Total</b>                           | <u>\$ 6,631,492</u>   | <u>\$26,526,237</u>     | <u>\$ 1,135,669</u>       | <u>\$20,909,669</u>              | <u>\$ 1,291,307,474</u> | <u>\$ 18,933</u>                    | <u>\$ 362,186</u>                         | <u>\$ 95,214</u>            | <u>\$ 1,346,986,874</u> | <u>\$ (6,378,694)</u>     | <u>\$ 1,340,608,180</u>         |

EXECUTIVE SERVICES



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# Executive Services – Financial Notes

For the Twelve Months Ended June 30, 2019

(Preliminary, subject to audit)

## Income Statement

1. **Admin fees – Gateway Arch** increased 26.2% to \$1.1 million from prior year due to increased attendance and the effects of the variable ticket pricing structure.
2. **National Park Service management fee** increased 32.8% to \$438 thousand from prior year due to increased attendance and the effects of the variable ticket pricing structure at the Gateway Arch.
3. **Services** – increased 20.3% from prior year to \$1.0 million due to legal and consulting fees. Because of
4. **Net income before depreciation** is \$553 thousand.

## Balance Sheet

1. **Cash** increased \$2.7 million during the fiscal year. This is the result of a decrease in Interfund accounts receivable at the end for fiscal year 2018.
2. **Interfund accounts receivable** – decreased 100% during fiscal year 2019 through payments from the various business units.
3. **Accrued expenses** – decreased 34.3% from prior year due to a reduction in interfund payables.

## Cash Flow

1. **Interest received year-to-date** is \$88 thousand. Due to higher interest rates, this amount is greater than prior year.
2. **Net cash activity year-to-date** is \$2.7 million cash inflow, the direct result of the decrease in interfund accounts receivable.

**Executive Services**  
**Statement of Activities**  
**For the Quarter Ended June 30, 2019**  
(unaudited)

|                                      | Current           |                   |                               |                  |                   | Year to Date      |                   |                               |                  |                   |
|--------------------------------------|-------------------|-------------------|-------------------------------|------------------|-------------------|-------------------|-------------------|-------------------------------|------------------|-------------------|
|                                      | Actual            | Budget            | \$ Favorable<br>(Unfavorable) | % Fav<br>(Unfav) | Prior Year        | Actual            | Budget            | \$ Favorable<br>(Unfavorable) | % Fav<br>(Unfav) | Prior Year        |
| <b>Revenue</b>                       |                   |                   |                               |                  |                   |                   |                   |                               |                  |                   |
| Admin fees - Transit                 | \$ 674,395        | \$ 894,847        | \$ (220,452)                  | (24.6)           | \$ 682,609        | \$ 3,221,964      | \$ 3,579,386      | \$ (357,422)                  | (10.0)           | \$ 2,808,000      |
| Admin fees - Gateway Arch            | (1) 365,420       | 372,938           | (7,518)                       | (2.0)            | 314,270           | 1,074,253         | 1,035,850         | 38,403                        | 3.7              | 850,952           |
| Admin fees - Airport                 | 20,475            | 22,199            | (1,724)                       | (7.8)            | 20,704            | 82,918            | 88,796            | (5,878)                       | (6.6)            | 81,896            |
| National Park Service management fee | (2) 136,139       | 112,495           | 23,644                        | 21.0             | 105,351           | 437,924           | 449,978           | (12,054)                      | (2.7)            | 330,557           |
| Other operating revenue              | -                 | 74,024            | (74,024)                      | (100.0)          | -                 | 108,184           | 296,095           | (187,911)                     | (63.5)           | 148,681           |
| Other revenue                        | -                 | -                 | -                             | -                | 29,045            | -                 | -                 | -                             | -                | 29,045            |
| Interest income                      | 25,920            | 11,500            | 14,420                        | 125.4            | 12,857            | 87,784            | 46,000            | 41,784                        | 90.8             | 43,883            |
| <b>Total revenue</b>                 | <u>1,222,349</u>  | <u>1,488,003</u>  | <u>(265,654)</u>              | <u>(17.9)</u>    | <u>1,164,836</u>  | <u>5,013,027</u>  | <u>5,496,105</u>  | <u>(483,078)</u>              | <u>(8.8)</u>     | <u>4,293,014</u>  |
| <b>Expense</b>                       |                   |                   |                               |                  |                   |                   |                   |                               |                  |                   |
| Wages and benefits                   | 664,527           | 763,644           | 99,117                        | 13.0             | 773,193           | 2,963,742         | 3,029,399         | 65,657                        | 2.2              | 2,828,098         |
| Services                             | (3) 242,418       | 371,674           | 129,256                       | 34.8             | 168,294           | 1,028,476         | 1,511,145         | 482,669                       | 31.9             | 855,163           |
| Materials and supplies               | 2,481             | 15,243            | 12,762                        | 83.7             | 4,094             | 19,539            | 37,126            | 17,587                        | 47.4             | 15,409            |
| Utilities                            | 954               | 1,841             | 887                           | 48.2             | 701               | 2,422             | 7,366             | 4,944                         | 67.1             | 3,034             |
| Casualty and liability costs         | 12,047            | -                 | (12,047)                      | -                | -                 | 48,188            | -                 | (48,188)                      | -                | -                 |
| Other expenses                       | 100,626           | 96,129            | (4,497)                       | (4.7)            | 83,621            | 397,751           | 387,479           | (10,272)                      | (2.7)            | 319,438           |
| <b>Total expense</b>                 | <u>1,023,053</u>  | <u>1,248,531</u>  | <u>225,478</u>                | <u>18.1</u>      | <u>1,029,903</u>  | <u>4,460,118</u>  | <u>4,972,515</u>  | <u>512,397</u>                | <u>10.3</u>      | <u>4,021,142</u>  |
| <b>Net income (loss)</b>             | <u>\$ 199,296</u> | <u>\$ 239,175</u> | <u>\$ (39,879)</u>            | <u>(16.7)</u>    | <u>\$ 134,933</u> | <u>\$ 552,909</u> | <u>\$ 521,649</u> | <u>\$ 31,260</u>              | <u>6.0</u>       | <u>\$ 271,872</u> |



**Executive Services**  
**Quarterly Statement of Financial Position**  
**June 30, 2019**  
(unaudited)

|                                                   | Current             |                     |                   |                   | Prior Year          |                   |                   |
|---------------------------------------------------|---------------------|---------------------|-------------------|-------------------|---------------------|-------------------|-------------------|
|                                                   | Current<br>Period   | Prior<br>Period     | Dollar<br>Change  | Percent<br>Change | Prior<br>Year       | Dollar<br>Change  | Percent<br>Change |
| <b>Assets</b>                                     |                     |                     |                   |                   |                     |                   |                   |
| Current assets                                    |                     |                     |                   |                   |                     |                   |                   |
| Cash                                              | (1) \$ 6,461,868    | \$ 6,001,272        | \$ 460,596        | 7.7               | \$ 3,783,084        | \$ 2,678,784      | 70.8              |
| Accounts and notes receivable                     | 101,367             | 45,219              | 56,148            | 124.2             | 110,772             | (9,405)           | (8.5)             |
| Interfund accounts receivable                     | (2) -               | 123,011             | (123,011)         | (100.0)           | 2,137,390           | (2,137,390)       | (100.0)           |
| Federal, state and local<br>assistance receivable | -                   | (3,375)             | 3,375             | 100.0             | -                   | -                 | n/a               |
| Other current assets                              | 68,257              | 63,989              | 4,268             | 6.7               | 2,924               | 65,333            | n/a               |
| Total current assets                              | 6,631,492           | 6,230,116           | 401,376           | 6.4               | 6,034,170           | 597,322           | 9.9               |
| Capital assets                                    |                     |                     |                   |                   |                     |                   |                   |
| Total assets                                      | 6,631,492           | 6,230,116           | 401,376           | 6.4               | 6,034,170           | 597,322           | 9.9               |
| <b>Total</b>                                      | <u>\$ 6,631,492</u> | <u>\$ 6,230,116</u> | <u>\$ 401,376</u> | 6.4               | <u>\$ 6,034,170</u> | <u>\$ 597,322</u> | 9.9               |

**Executive Services**  
**Quarterly Statement of Financial Position**  
**June 30, 2019**  
(unaudited)

|                                | Current             |                     |                   |                   | Prior Year          |                   |                   |
|--------------------------------|---------------------|---------------------|-------------------|-------------------|---------------------|-------------------|-------------------|
|                                | Current<br>Period   | Prior<br>Period     | Dollar<br>Change  | Percent<br>Change | Prior<br>Year       | Dollar<br>Change  | Percent<br>Change |
| <b>Liabilities</b>             |                     |                     |                   |                   |                     |                   |                   |
| Current liabilities            |                     |                     |                   |                   |                     |                   |                   |
| Accounts payable               | \$ 165,675          | \$ 94,200           | \$ 71,475         | 75.9              | \$ 143,729          | \$ 21,946         | 15.3              |
| Interfund accounts payable     | 87,135              | -                   | 87,135            | n/a               | -                   | 87,135            | n/a               |
| Accrued expenses               | (3) 197,800         | 177,200             | 20,600            | 11.6              | 300,900             | (103,100)         | (34.3)            |
| Total current liabilities      | 450,610             | 271,400             | 179,210           | 66.0              | 444,629             | 5,981             | 1.3               |
| Non-current liabilities        |                     |                     |                   |                   |                     |                   |                   |
| Other post-employment benefits | 930,699             | 907,829             | 22,870            | 2.5               | 892,267             | 38,432            | 4.3               |
| Unfunded pension liabilities   | 160,559             | 160,559             | -                 | -                 | 160,559             | -                 | -                 |
| Total non-current liabilities  | 1,091,258           | 1,068,388           | 22,870            | 2.1               | 1,052,826           | 38,432            | 3.7               |
| Total liabilities              | 1,541,868           | 1,339,788           | 202,080           | 15.1              | 1,497,455           | 44,413            | 3.0               |
| <b>Net Position</b>            |                     |                     |                   |                   |                     |                   |                   |
| Net position                   | 4,536,715           | 4,536,715           | -                 | -                 | 4,264,843           | 271,872           | 6.4               |
| Net income (loss)              | 552,909             | 353,613             | 199,296           | 56.4              | 271,872             | 281,037           | 103.4             |
| Total net position             | 5,089,624           | 4,890,328           | 199,296           | 4.1               | 4,536,715           | 552,909           | 12.2              |
| <b>Total</b>                   | <u>\$ 6,631,492</u> | <u>\$ 6,230,116</u> | <u>\$ 401,376</u> | <u>6.4</u>        | <u>\$ 6,034,170</u> | <u>\$ 597,322</u> | <u>9.9</u>        |

**Executive Services**  
**Statement of Cash Flows**  
**For the Twelve Months Ended June 30, 2019**  
**(unaudited)**

| <b>Cash flows from operating activities</b>                     |                      | <b>Supplemental disclosure of cash flow information</b> |
|-----------------------------------------------------------------|----------------------|---------------------------------------------------------|
| Receipts from customers                                         | \$ 555,513           | <b>Noncash Activities:</b><br>None                      |
| Payments to employees                                           | (3,028,411)          |                                                         |
| Payments to vendors                                             | (1,491,574)          |                                                         |
| Payments for self-insurance                                     | (48,188)             |                                                         |
| Receipts (payments) from inter-fund activity                    | (2) <u>6,603,659</u> |                                                         |
| <b>Net cash provided by (used in) operating activities</b>      | (2) <u>2,590,999</u> |                                                         |
| <b>Cash flows from non capital financing activities</b>         |                      |                                                         |
| None                                                            |                      |                                                         |
| <b>Cash flows from capital and related financing activities</b> |                      |                                                         |
| None                                                            |                      |                                                         |
| <b>Cash flows from investing activities</b>                     |                      |                                                         |
| Interest received                                               | (1) <u>87,784</u>    |                                                         |
| <b>Net cash provided by (used in) investing activities</b>      | <u>87,784</u>        |                                                         |
| <b>Net increase (decrease) in cash and cash equivalents</b>     | (2) 2,678,783        |                                                         |
| <b>Cash and cash equivalents, beginning of year</b>             | <u>3,783,085</u>     |                                                         |
| <b>Cash and cash equivalents, year to date</b>                  | <u>\$ 6,461,868</u>  |                                                         |



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# Gateway Arch Tram – Financial Notes

For the Twelve Months Ended June 30, 2019

(Preliminary, subject to audit)

## Income Statement

1. **Arch Tickets** – increased \$776.7 thousand over the prior year due to increased attendance and the effects of the variable pricing program.
2. **Service fee revenue** increased by \$268.1 thousand to \$278.1 thousand because of the implementation at the beginning of fiscal 2019 of an internet order fee.
3. **Interest income** increased 234.7% over fiscal 2018 to \$258.6 thousand as a result of higher interest rates.
4. **Contribution to outside entities** was \$1.4 million for fiscal 2019 an increase over fiscal year 2018 of \$464.2 thousand. Under agreement with the National Park Service, \$500.0 thousand was given toward operation and maintenance activities in the newly expanded Gateway Arch Visitors Center.
5. **Total year-to-date expense** increased \$257.5 thousand over prior year.
6. **Net income before depreciation** is \$2.3 million.

## Balance Sheet

1. **Cash** increased \$4.4 million. This is the result of increased attendance, the variable ticket pricing structure, and the implementation of an internet order fee.
2. **Long term debt** and **accrued interest payable** balances were affected by the semi-annual interest payment and annual principal payment on December 1, 2018 and June 1, 2019.

## Cash Flow

1. **Net cash provided by operating activities** resulted in a cash inflow of \$6.3 million. This is due to increased attendance, the effects of the variable pricing program, and the implementation of an internet order fee.
2. **Net cash used in non-capital financing activities** resulted in a cash outflow of \$1.3 million. This is primarily due to the amount of Contribution to outside entities.
3. **Interest received** was \$258.6 thousand. This is greater than the amount received in fiscal 2018 due to higher interest rates.
4. **Net cash activity year-to-date** is \$4.5 million cash inflow.

## Performance Indicators

1. **Tram Ridership** experienced a 5% increase over prior year. The newly renovated Arch grounds and museum has been open for a full year.

# Gateway Arch Tram – Performance Indicators

For the Twelve Months Ended June 30, 2019

(Preliminary, subject to audit)

|                 | Tram Ridership |         |        |
|-----------------|----------------|---------|--------|
| Quarter         | FY 2019        | FY 2018 | Change |
| 1st Qtr         | 337,941        | 268,936 | 25.7%  |
| 2nd Qtr         | 131,362        | 140,761 | -6.7%  |
| 3rd Qtr         | 109,358        | 123,767 | -11.6% |
| 4th Qtr         | 261,093        | 266,112 | -1.9%  |
| (1) Fiscal Year | 839,754        | 799,576 | 5.0%   |

**Gateway Arch Tram**  
**Statement of Activities**  
**For the Quarter Ended June 30, 2019**  
(unaudited)

|                                           | Current              |                   |                               |                  |                   | Year to Date        |                     |                               |                  |                   |
|-------------------------------------------|----------------------|-------------------|-------------------------------|------------------|-------------------|---------------------|---------------------|-------------------------------|------------------|-------------------|
|                                           | Actual               | Budget            | \$ Favorable<br>(Unfavorable) | % Fav<br>(Unfav) | Prior Year        | Actual              | Budget              | \$ Favorable<br>(Unfavorable) | % Fav<br>(Unfav) | Prior Year        |
| <b>Revenue</b>                            |                      |                   |                               |                  |                   |                     |                     |                               |                  |                   |
| Arch tickets                              | (1) \$ 2,890,684     | \$ 2,957,280      | \$ (66,596)                   | (2.3)            | \$ 2,649,194      | \$ 8,758,026        | \$ 9,219,530        | \$ (461,504)                  | (5.0)            | \$ 7,981,286      |
| Other operating revenue                   | 13,201               | 6,021             | 7,180                         | 119.2            | 8,304             | 50,946              | 24,084              | 26,862                        | 111.5            | 12,906            |
| Other revenue                             | 134,345              | -                 | 134,345                       | -                | 335,004           | 138,688             | -                   | 138,688                       | -                | 224,873           |
| Service fee revenue                       | (2) 83,652           | 41,097            | 42,555                        | 103.5            | 2,328             | 278,160             | 164,387             | 113,773                       | 69.2             | 10,029            |
| Interest income                           | (3) 80,963           | 31,985            | 48,978                        | 153.1            | 36,273            | 258,564             | 127,938             | 130,626                       | 102.1            | 110,181           |
| Sales discount                            | (23,128)             | (32,360)          | 9,232                         | 28.5             | (27,250)          | (64,701)            | (129,440)           | 64,739                        | 50.0             | (135,170)         |
| <b>Total revenue</b>                      | <u>3,179,717</u>     | <u>3,004,023</u>  | <u>175,694</u>                | <u>5.8</u>       | <u>3,003,853</u>  | <u>9,419,683</u>    | <u>9,406,499</u>    | <u>13,184</u>                 | <u>0.1</u>       | <u>8,204,105</u>  |
| <b>Expense</b>                            |                      |                   |                               |                  |                   |                     |                     |                               |                  |                   |
| Wages and benefits                        | 613,465              | 676,615           | 63,150                        | 9.3              | 635,357           | 2,071,508           | 2,290,477           | 218,969                       | 9.6              | 2,094,330         |
| Services                                  | 176,665              | 294,174           | 117,509                       | 39.9             | 269,825           | 1,167,703           | 1,138,843           | (28,860)                      | (2.5)            | 1,028,719         |
| Materials and supplies                    | 64,405               | 53,323            | (11,082)                      | (20.8)           | 107,304           | 302,671             | 443,660             | 140,989                       | 31.8             | 320,870           |
| Utilities                                 | 50,441               | 40,187            | (10,254)                      | (25.5)           | 39,862            | 132,507             | 135,268             | 2,761                         | 2.0              | 78,967            |
| Casualty and liability costs              | 13,826               | 15,877            | 2,051                         | 12.9             | (81,132)          | 55,306              | 63,507              | 8,201                         | 12.9             | (44,526)          |
| Other expenses                            | 536,459              | 791,665           | 255,206                       | 32.2             | 624,255           | 1,656,891           | 1,939,660           | 282,769                       | 14.6             | 2,108,733         |
| Interest expense                          | 71,969               | 73,448            | 1,479                         | 2.0              | 74,363            | 293,257             | 293,791             | 534                           | 0.2              | 299,503           |
| Contribution to outside entities          | (4) 353,597          | 280,342           | (73,255)                      | (26.1)           | 32,886            | 1,406,956           | 1,121,367           | (285,589)                     | (25.5)           | 942,724           |
| <b>Total expense</b>                      | (5) <u>1,880,827</u> | <u>2,225,631</u>  | <u>344,804</u>                | <u>15.5</u>      | <u>1,702,720</u>  | <u>7,086,799</u>    | <u>7,426,573</u>    | <u>339,774</u>                | <u>4.6</u>       | <u>6,829,320</u>  |
| <b>Income (loss) before depreciation</b>  | (6) <u>1,298,890</u> | <u>778,392</u>    | <u>520,498</u>                | <u>66.9</u>      | <u>1,301,133</u>  | <u>2,332,884</u>    | <u>1,979,926</u>    | <u>352,958</u>                | <u>17.8</u>      | <u>1,374,785</u>  |
| Depreciation and amortization expense     | 166,109              | 71,853            | (94,256)                      | (131.2)          | 398,032           | 767,191             | 378,716             | (388,475)                     | (102.6)          | 729,099           |
| <b>Net income (loss) before transfers</b> | <u>1,132,781</u>     | <u>706,539</u>    | <u>426,242</u>                | <u>60.3</u>      | <u>903,101</u>    | <u>1,565,693</u>    | <u>1,601,210</u>    | <u>(35,517)</u>               | <u>(2.2)</u>     | <u>645,686</u>    |
| <b>Net transfers in (out)</b>             | <u>(1,300)</u>       | <u>-</u>          | <u>(1,300)</u>                | <u>-</u>         | <u>(9,532)</u>    | <u>(5,366)</u>      | <u>-</u>            | <u>(5,366)</u>                | <u>-</u>         | <u>(15,490)</u>   |
| <b>Net income (loss)</b>                  | <u>\$ 1,131,481</u>  | <u>\$ 706,539</u> | <u>\$ 424,942</u>             | <u>60.1</u>      | <u>\$ 893,569</u> | <u>\$ 1,560,327</u> | <u>\$ 1,601,210</u> | <u>\$ (40,883)</u>            | <u>(2.6)</u>     | <u>\$ 630,196</u> |

**Gateway Arch Tram**  
**Quarterly Statement of Financial Position**  
**June 30, 2019**  
(unaudited)

|                                                | Current              |                      |                     |                | Prior Year           |                     |                |
|------------------------------------------------|----------------------|----------------------|---------------------|----------------|----------------------|---------------------|----------------|
|                                                | Current Period       | Prior Period         | Dollar Change       | Percent Change | Prior Year           | Dollar Change       | Percent Change |
| <b>Assets</b>                                  |                      |                      |                     |                |                      |                     |                |
| Current assets                                 |                      |                      |                     |                |                      |                     |                |
| Cash                                           | (1) \$ 17,461,701    | \$ 16,181,971        | \$ 1,279,730        | 7.9            | \$ 12,971,482        | \$ 4,490,219        | 34.6           |
| Accounts and notes receivable                  | 15,526               | 502                  | 15,024              | n/a            | 29,215               | (13,689)            | (46.9)         |
| Federal, state and local assistance receivable | 4,395                | 4,213                | 182                 | 4.3            | 11,378               | (6,983)             | (61.4)         |
| Other current assets                           | 80,788               | 13,826               | 66,962              | 484.3          | 34,923               | 45,865              | 131.3          |
| Total current assets                           | 17,562,410           | 16,200,512           | 1,361,898           | 8.4            | 13,046,998           | 4,515,412           | 34.6           |
| Capital assets                                 |                      |                      |                     |                |                      |                     |                |
| Capital assets                                 | 17,307,192           | 17,265,349           | 41,843              | 0.2            | 16,980,993           | 326,199             | 1.9            |
| Accumulated depreciation                       | (8,339,635)          | (8,173,526)          | (166,109)           | (2.0)          | (7,587,262)          | (752,373)           | (9.9)          |
| Total capital assets, net                      | 8,967,557            | 9,091,823            | (124,266)           | (1.4)          | 9,393,731            | (426,174)           | (4.5)          |
| Construction-in-process                        | (3,730)              | 41,365               | (45,095)            | (109.0)        | 240,649              | (244,379)           | (101.5)        |
| Total capital assets                           | 8,963,827            | 9,133,188            | (169,361)           | (1.9)          | 9,634,380            | (670,553)           | (7.0)          |
| Total assets                                   | 26,526,237           | 25,333,700           | 1,192,537           | 4.7            | 22,681,378           | 3,844,859           | 17.0           |
| <b>Total</b>                                   | <u>\$ 26,526,237</u> | <u>\$ 25,333,700</u> | <u>\$ 1,192,537</u> | 4.7            | <u>\$ 22,681,378</u> | <u>\$ 3,844,859</u> | 17.0           |



**Gateway Arch Tram**  
**Quarterly Statement of Financial Position**  
**June 30, 2019**  
(unaudited)

|                                                          | Current              |                      |                     |                | Prior Year           |                     |                |
|----------------------------------------------------------|----------------------|----------------------|---------------------|----------------|----------------------|---------------------|----------------|
|                                                          | Current Period       | Prior Period         | Dollar Change       | Percent Change | Prior Year           | Dollar Change       | Percent Change |
| <b>Liabilities</b>                                       |                      |                      |                     |                |                      |                     |                |
| Current liabilities                                      |                      |                      |                     |                |                      |                     |                |
| Accounts payable                                         | \$ 214,478           | \$ 391,571           | \$ (177,093)        | (45.2)         | \$ 551,337           | \$ (336,859)        | (61.1)         |
| Interfund accounts payable                               | 3,364,335            | 2,914,917            | 449,418             | 15.4           | 287,222              | 3,077,113           | n/a            |
| Accrued expenses                                         | 80,439               | 81,700               | (1,261)             | (1.5)          | 76,500               | 3,939               | 5.1            |
| Other current liabilities                                | 100,805              | 121,978              | (21,173)            | (17.4)         | 155,778              | (54,973)            | (35.3)         |
| Total current liabilities                                | 3,760,057            | 3,510,166            | 249,891             | 7.1            | 1,070,837            | 2,689,220           | 251.1          |
| Current liab payable from restricted assets              |                      |                      |                     |                |                      |                     |                |
| Accounts payable and retention                           | -                    | 49,148               | (49,148)            | (100.0)        | 264,877              | (264,877)           | (100.0)        |
| Accrued interest payable                                 | (2) 24,080           | 98,213               | (74,133)            | (75.5)         | 24,615               | (535)               | (2.2)          |
| Current portion of long-term debt                        | (2) 166,171          | 162,900              | 3,271               | 2.0            | 159,693              | 6,478               | 4.1            |
| Total current liabilities payable from restricted assets | 190,251              | 310,261              | (120,010)           | (38.7)         | 449,185              | (258,934)           | (57.6)         |
| Total current liabilities                                | 3,950,308            | 3,820,427            | 129,881             | 3.4            | 1,520,022            | 2,430,286           | 159.9          |
| Non-current liabilities                                  |                      |                      |                     |                |                      |                     |                |
| Other post-employment benefits                           | 16,021               | 5,329                | 10,692              | 200.6          | -                    | 16,021              | n/a            |
| Long-term debt                                           | (2) 7,029,182        | 7,113,093            | (83,911)            | (1.2)          | 7,195,353            | (166,171)           | (2.3)          |
| Unfunded pension liabilities                             | 41,576               | 41,576               | -                   | -              | 41,576               | -                   | -              |
| Total non-current liabilities                            | 7,086,779            | 7,159,998            | (73,219)            | (1.0)          | 7,236,929            | (150,150)           | (2.1)          |
| Total liabilities                                        | 11,037,087           | 10,980,425           | 56,662              | 0.5            | 8,756,951            | 2,280,136           | 26.0           |
| <b>Net Position</b>                                      |                      |                      |                     |                |                      |                     |                |
| Net position - capital investments                       | 18,909,295           | -                    | 18,909,295          | n/a            | 15,027,607           | 3,881,688           | 25.8           |
| Net position                                             | (4,980,472)          | 13,924,429           | (18,904,901)        | (135.8)        | (1,733,376)          | (3,247,096)         | (187.3)        |
| Net income (loss)                                        | 1,560,327            | 428,846              | 1,131,481           | 263.8          | 630,196              | 930,131             | 147.6          |
| Total net position                                       | 15,489,150           | 14,353,275           | 1,135,875           | 7.9            | 13,924,427           | 1,564,723           | 11.2           |
| <b>Total</b>                                             | <u>\$ 26,526,237</u> | <u>\$ 25,333,700</u> | <u>\$ 1,192,537</u> | <u>4.7</u>     | <u>\$ 22,681,378</u> | <u>\$ 3,844,859</u> | <u>17.0</u>    |

**Gateway Arch Tram**  
**Statement of Cash Flows**  
**For the Twelve Months Ended June 30, 2019**  
**(unaudited)**

| <b>Cash flows from operating activities</b>                            |                        | <b>Supplemental disclosure of cash flow information</b> |
|------------------------------------------------------------------------|------------------------|---------------------------------------------------------|
| Receipts from customers                                                | (1) \$ 9,036,120       | <b>Noncash Activities:</b><br>None                      |
| Payments to employees                                                  | (2,051,549)            |                                                         |
| Payments to vendors                                                    | (2,613,405)            |                                                         |
| Payments for self-insurance                                            | (55,306)               |                                                         |
| Receipts (payments) from inter-fund activity                           | <u>1,993,049</u>       |                                                         |
| <b>Net cash provided by (used in) operating activities</b>             | (1) <u>6,308,909</u>   |                                                         |
| <b>Cash flows from non capital financing activities</b>                |                        |                                                         |
| Operating assistance received                                          | 6,983                  |                                                         |
| Contributions to outside entities                                      | (2) (1,406,956)        |                                                         |
| Net transfers                                                          | (5,366)                |                                                         |
| Nonoperating contributions                                             | <u>134,345</u>         |                                                         |
| <b>Net cash provided by (used in) non capital financing activities</b> | (2) <u>(1,270,994)</u> |                                                         |
| <b>Cash flows from capital and related financing activities</b>        |                        |                                                         |
| Acquisitions of capital assets                                         | (357,171)              |                                                         |
| Payments of long-term debt                                             | (159,693)              |                                                         |
| Interest Paid                                                          | (293,791)              |                                                         |
| Contributed capital                                                    | <u>4,395</u>           |                                                         |
| <b>Cash flows from capital and related financing activities</b>        | <u>(806,260)</u>       |                                                         |
| <b>Cash flows from investing activities</b>                            |                        |                                                         |
| Interest received                                                      | (3) <u>258,564</u>     |                                                         |
| <b>Net cash provided by (used in) investing activities</b>             | <u>258,564</u>         |                                                         |
| <b>Net increase (decrease) in cash and cash equivalents</b>            | (4) 4,490,219          |                                                         |
| <b>Cash and cash equivalents, beginning of year</b>                    | <u>12,971,482</u>      |                                                         |
| <b>Cash and cash equivalents, year to date</b>                         | <u>\$ 17,461,701</u>   |                                                         |



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# Metro Transit – Financial Notes

For the Twelve Months Ended June 30, 2019

(Preliminary, subject to audit)

## Income Statement

1. **Total year-to-date revenue** decreased 2.1% to \$314.3 million from prior year.
2. **Passenger year-to-date revenue** decreased 3.2% to \$40.7 million from prior year due to decline in ridership.
3. **Other local/regional funding** includes \$20.0 million budgeted for an MOU which was not funded.
4. **Other revenue** decreased due to recognition of insurance proceeds in FY18 offset by amortization of debt refunding.
5. **Total year-to-date expense** increased 6.3% to \$321.4 million from prior year.
6. **Wages and benefits** continue to be affected by an increase in unfavorable medical and workers compensation claims incurred and experience. Some claims are carryover from a poor claims experience in the prior year.
7. **Services** includes \$20.0 million budgeted for an MOU which was not funded.
8. **Net loss before depreciation** is \$7.0 million which is favorable to budget by 3.6%.

## Balance Sheet

1. **Federal, state and local funding** receivable decreased by 34.8% from the prior year due to the federal vehicle maintenance funding from FTA. In FY18, we did not receive the funding until July 2019 due to delayed availability.

2. The **Capital assets – motorbus** increase of \$7.3 million includes \$9.0 million for 20 new buses offset by retirements of 19 old buses.  
**MetroLink** had capital activity of \$13.0 million for Cortex/Boyle street station (July 2018) and CWE Station Rehab of \$1.5 million.
3. **Accrued interest payable** balances were affected by the semi-annual interest payment on April 1.
4. Due to the rising fuel costs during the first 6 months of FY19, the \$3.5 million **deferred gain on hedging instruments** was negated in the quarter ending December 2018. Fuel hedge commodities this last quarter have fluctuated which created a small deferred gain of \$678 thousand.

## Cash Flow

1. For the first twelve months, the net cash outflow to fund transit **operational and administrative functions** was \$245.6 million. This amount includes an offsetting cash inflow of **passenger and local contract revenue** of \$47.4 million.
2. Additional cash outflow of \$29.4 million were needed to make **debt service interest** (\$20.3) and **principal** payments (\$9.1).
3. **Local and federal funding** cash inflow to cover operating costs, capital expenditures and debt was \$269.8 million.
4. **Net cash activity year-to-date** is \$31.1 million cash inflow.

# Metro Transit – Key Performance Indicator Notes

For the Twelve Months Ended June 30, 2019

(Preliminary, subject to audit)

## Service Changes and Fare Increases

1. Quarterly service update went into effect November with minor adjustments to 12 MetroBus routes.
2. No fare increase is planned for fiscal year 2019. The last fare increase was in fiscal year 2015.

## Ridership Metrics

3. **System year-to-date passenger boarding's** decreased 3.0% to 36.6 million from prior year.
4. Current year passenger ridership by mode from prior year
  - a. Metrobus Decrease 2.9%
  - b. MetroLink Decrease 3.0%
  - c. Call-A-Ride Decrease 5.5%
5. Factors include:
  - a. Lower fuel prices
  - b. Perceived security issues

## Business and Operating Metrics

6. **Average fare** favorably increased 1.8% to \$1.09 from the prior year.
7. **Operating expense per revenue hour** for the system unfavorably increased 6.4% to \$162.19.
8. **Operating expense per passenger boarding** unfavorably increased by 9.2% to \$8.03. Budget estimates were \$8.69 per boarding.
9. **Passenger boarding's per revenue mile and passenger boarding's per revenue hour** were also negatively impacted by 2.8% and 2.6% respectively due to ridership trends.
10. **Vehicle accidents per 100,000 vehicle miles** are favorably down 6.1% from the prior year.

**Metro Transit - Key Performance Indicators**  
**For the Twelve Months Ended June 30, 2019**  
(Preliminary, subject to audit)  
(Favorable Trend) (Unfavorable Trend)

|                                             |          | System     |            |          | MetroBus   |            |          | MetroLink  |            |          | Call-A-Ride |         |          |
|---------------------------------------------|----------|------------|------------|----------|------------|------------|----------|------------|------------|----------|-------------|---------|----------|
|                                             |          | FY 2019    | FY 2018    | Variance | FY 2019    | FY 2018    | Variance | FY 2019    | FY 2018    | Variance | FY 2019     | FY 2018 | Variance |
| Ridership Metrics                           |          |            |            |          |            |            |          |            |            |          |             |         |          |
| Average Weekday Ridership                   |          | 115,480    | 119,310    | -3.2%    | 72,590     | 74,860     | -3.0%    | 41,140     | 42,570     | -3.4%    | 1,750       | 1,880   | -6.9%    |
| Passenger Boardings                         | (3), (4) | 36,642,200 | 37,771,300 | -3.0%    | 22,968,000 | 23,667,300 | -3.0%    | 13,151,000 | 13,550,500 | -2.9%    | 523,400     | 553,500 | -5.4%    |
| Business Measures                           |          |            |            |          |            |            |          |            |            |          |             |         |          |
| Average Fare (Includes Fixed & Special)     | (6)      | \$1.09     | \$1.07     | 1.9%     | \$1.07     | \$1.05     | 1.9%     | \$1.07     | \$1.05     | 1.9%     | \$2.94      | \$2.56  | 14.8%    |
| Farebox Recovery                            |          | 13.6%      | 14.6%      | -6.8%    | 13.6%      | 14.6%      | -6.8%    | 16.4%      | 17.8%      | -7.9%    | 7.6%        | 9.8%    | -22.4%   |
| Operating Expense per Revenue Hour          | (7)      | \$162.19   | \$152.44   | 6.4%     | \$129.93   | \$121.88   | 6.6%     | \$649.92   | \$604.57   | 7.5%     | \$97.71     | \$93.72 | 4.3%     |
| Operating Expense per Passenger Boarding    | (8)      | \$8.03     | \$7.36     | 9.1%     | \$7.90     | \$7.21     | 9.6%     | \$6.45     | \$5.91     | 9.1%     | \$53.83     | \$49.16 | 9.5%     |
| Subsidy per Passenger Boarding              |          | \$6.65     | \$5.98     | 11.2%    |            |            |          |            |            |          |             |         |          |
| Operating Measures                          |          |            |            |          |            |            |          |            |            |          |             |         |          |
| Vehicle Accidents per 100,000 Vehicle Miles | (10)     | 1.08       | 1.15       | -6.1%    | 1.37       | 1.53       | -10.5%   | 0.05       | 0.05       | 0.0%     | 1.14        | 0.93    | 22.6%    |
| On-Time Performance                         |          |            |            |          | 91.2%      | 92.9%      | -1.8%    | 97.7%      | 98.1%      | -0.4%    | 91.9%       | 91.3%   | 0.7%     |
| Unscheduled Absenteeism                     |          | 3.0%       | 3.1%       | -3.2%    |            |            |          |            |            |          |             |         |          |
| Passenger Boardings per Revenue Mile        | (9)      | 1.36       | 1.40       | -2.9%    | 1.24       | 1.27       | -2.4%    | 4.30       | 4.36       | -1.4%    | 0.10        | 0.11    | -9.1%    |
| Passenger Boardings per Revenue Hour        | (9)      | 20.19      | 20.72      | -2.6%    | 16.45      | 16.90      | -2.7%    | 100.79     | 102.36     | -1.5%    | 1.82        | 1.91    | -4.7%    |

**Metro Transit**  
**Statement of Activities**  
**For the Quarter Ended June 30, 2019**  
(unaudited)

|                                                |     | Current         |                 |                               |                  |                 | Year to Date    |                 |                               |                  |                 |
|------------------------------------------------|-----|-----------------|-----------------|-------------------------------|------------------|-----------------|-----------------|-----------------|-------------------------------|------------------|-----------------|
|                                                |     | Actual          | Budget          | \$ Favorable<br>(Unfavorable) | % Fav<br>(Unfav) | Prior Year      | Actual          | Budget          | \$ Favorable<br>(Unfavorable) | % Fav<br>(Unfav) | Prior Year      |
| Revenue                                        |     |                 |                 |                               |                  |                 |                 |                 |                               |                  |                 |
| Passenger revenue                              | (2) | \$ 10,771,816   | \$ 9,949,684    | \$ 822,132                    | 8.3              | \$ 10,905,171   | \$ 40,684,133   | \$ 40,727,445   | \$ (43,312)                   | (0.1)            | \$ 42,016,497   |
| City of St. Louis <sup>1</sup>                 |     | 8,646,589       | 8,441,070       | 205,519                       | 2.4              | 8,294,464       | 37,942,780      | 38,849,178      | (906,398)                     | (2.3)            | 35,523,817      |
| St. Louis County <sup>1</sup>                  |     | 31,162,724      | 34,241,091      | (3,078,367)                   | (9.0)            | 31,273,148      | 145,125,286     | 142,511,244     | 2,614,042                     | 1.8              | 138,628,796     |
| St. Clair County Transit District <sup>1</sup> |     | 14,736,833      | 14,300,290      | 436,543                       | 3.1              | 12,008,782      | 55,676,006      | 57,201,159      | (1,525,153)                   | (2.7)            | 53,464,388      |
| State of Missouri and Illinois <sup>1</sup>    |     | 295,106         | 213,102         | 82,004                        | 38.5             | 126             | 733,025         | 852,408         | (119,383)                     | (14.0)           | 732,865         |
| Federal funding <sup>1</sup>                   |     | 3,541,437       | 5,067,943       | (1,526,506)                   | (30.1)           | 4,382,675       | 16,643,247      | 20,271,773      | (3,628,526)                   | (17.9)           | 18,087,809      |
| Other local/regional funding <sup>1</sup>      | (3) | 126,556         | 5,227,852       | (5,101,296)                   | (97.6)           | 55,047          | 304,692         | 20,911,408      | (20,606,716)                  | (98.5)           | 480,894         |
| Advertising, maint services, rental income     |     | 1,561,969       | 1,713,637       | (151,668)                     | (8.9)            | 1,634,445       | 5,515,325       | 6,873,302       | (1,357,977)                   | (19.8)           | 7,463,097       |
| Other revenue                                  | (4) | 496,778         | -               | 496,778                       | -                | 15,653,463      | -               | -               | -                             | -                | 14,948,455      |
| Service fee revenue                            |     | -               | -               | -                             | -                | -               | 239             | -               | 239                           | -                | -               |
| Interest income                                |     | 8,584,251       | 8,165,122       | 419,129                       | 5.1              | 7,744,877       | 11,721,373      | 9,935,558       | 1,785,815                     | 18.0             | 9,728,694       |
| Total revenue                                  | (1) | 79,924,059      | 87,319,791      | (7,395,732)                   | (8.5)            | 91,952,198      | 314,346,106     | 338,133,475     | (23,787,369)                  | (7.0)            | 321,075,312     |
| Expense                                        |     |                 |                 |                               |                  |                 |                 |                 |                               |                  |                 |
| Wages and benefits                             | (6) | 53,960,780      | 51,584,073      | (2,376,707)                   | (4.6)            | 47,276,456      | 205,604,057     | 203,974,463     | (1,629,594)                   | (0.8)            | 191,623,665     |
| Services                                       | (7) | 7,524,338       | 13,135,508      | 5,611,170                     | 42.7             | 8,633,938       | 31,892,032      | 54,008,442      | 22,116,410                    | 40.9             | 28,639,816      |
| Fuel and lube consumed                         |     | 2,898,590       | 2,860,801       | (37,789)                      | (1.3)            | 2,809,009       | 11,275,070      | 11,558,548      | 283,478                       | 2.5              | 10,322,191      |
| Materials and supplies                         |     | 6,614,479       | 6,556,436       | (58,043)                      | (0.9)            | 5,754,637       | 22,265,470      | 24,959,226      | 2,693,756                     | 10.8             | 24,142,987      |
| Utilities                                      |     | 1,845,099       | 1,755,147       | (89,952)                      | (5.1)            | 1,714,659       | 7,568,672       | 7,891,957       | 323,285                       | 4.1              | 7,070,562       |
| Casualty and liability costs                   |     | 1,689,481       | 1,972,365       | 282,884                       | 14.3             | 315,468         | 8,444,022       | 7,882,994       | (561,028)                     | (7.1)            | 6,822,023       |
| Other expenses                                 |     | 1,772,609       | 1,989,290       | 216,681                       | 10.9             | 1,634,042       | 7,021,968       | 8,065,962       | 1,043,994                     | 12.9             | 6,046,793       |
| Interest expense                               |     | 11,867,571      | 11,898,451      | 30,880                        | 0.3              | 11,463,366      | 25,721,340      | 25,821,521      | 100,181                       | 0.4              | 25,439,188      |
| Unrealized gain (loss) on investments          |     | -               | -               | -                             | -                | 1,346,361       | -               | -               | -                             | -                | 881,660         |
| Contribution to outside entities               |     | 223,383         | 311,701         | 88,318                        | 28.3             | 286,850         | 1,145,940       | 1,246,804       | 100,864                       | 8.1              | 1,258,855       |
| Other non-operating expense                    |     | -               | -               | -                             | -                | -               | 424,287         | -               | (424,287)                     | -                | -               |
| Total expense                                  | (5) | 88,396,330      | 92,063,772      | 3,667,442                     | 4.0              | 81,234,786      | 321,362,858     | 345,409,917     | 24,047,059                    | 7.0              | 302,247,740     |
| Income (loss) before depreciation              | (8) | (8,472,271)     | (4,743,981)     | (3,728,290)                   | (78.6)           | 10,717,412      | (7,016,752)     | (7,276,442)     | 259,690                       | 3.6              | 18,827,572      |
| Net transfers in (out)                         |     | (660,224)       | (446,774)       | (213,450)                     | (47.8)           | (1,459,241)     | (2,529,554)     | (1,787,095)     | (742,459)                     | (41.5)           | (2,350,735)     |
| Net income (loss)                              |     | \$ (28,592,091) | \$ (25,809,522) | \$ (2,782,569)                | (10.8)           | \$ (11,657,231) | \$ (85,955,965) | \$ (84,190,604) | \$ (1,765,361)                | (2.1)            | \$ (60,503,138) |

<sup>1</sup> - Detailed schedule included.

**Metro Transit**  
**Detailed Schedule of Contract, Sales Tax and Grant Revenue**  
**For the Quarter Ended June 30, 2019**  
(unaudited)

|                                                    | Current              |                      |                               |                  |                      | Year to Date          |                       |                               |                  |                       |
|----------------------------------------------------|----------------------|----------------------|-------------------------------|------------------|----------------------|-----------------------|-----------------------|-------------------------------|------------------|-----------------------|
|                                                    | Actual               | Budget               | \$ Favorable<br>(Unfavorable) | % Fav<br>(Unfav) | Prior Year           | Actual                | Budget                | \$ Favorable<br>(Unfavorable) | % Fav<br>(Unfav) | Prior Year            |
| <b>Contract, sales tax and grant revenue</b>       |                      |                      |                               |                  |                      |                       |                       |                               |                  |                       |
| City of St. Louis 1/2 cent                         | \$ 5,277,317         | \$ 4,394,733         | \$ 882,584                    | 20.1             | \$ 4,635,911         | \$ 20,161,358         | \$ 19,626,357         | \$ 535,001                    | 2.7              | \$ 19,713,162         |
| City of St. Louis 1/4 cent                         | 2,266,218            | 1,993,765            | 272,453                       | 13.7             | 2,155,039            | 9,258,604             | 9,024,966             | 233,638                       | 2.6              | 9,222,786             |
| City of St. Louis Prop M2 (1/4 cent)               | 1,103,054            | 2,052,572            | (949,518)                     | (46.3)           | 1,503,514            | 8,522,818             | 10,197,855            | (1,675,037)                   | (16.4)           | 6,587,869             |
| Total City of St. Louis                            | 8,646,589            | 8,441,070            | 205,519                       | 2.4              | 8,294,464            | 37,942,780            | 38,849,178            | (906,398)                     | (2.3)            | 35,523,817            |
| St. Louis County 1/2 cent                          | 12,563,406           | 11,182,170           | 1,381,236                     | 12.4             | 9,779,149            | 45,845,886            | 42,713,844            | 3,132,042                     | 7.3              | 43,232,040            |
| St. Louis County 1/4 cent                          | 8,166,117            | 8,606,696            | (440,579)                     | (5.1)            | 8,110,154            | 35,883,295            | 35,884,153            | (858)                         | -                | 36,528,003            |
| St. Louis County Prop A (1/2 cent)                 | 10,433,201           | 14,452,225           | (4,019,024)                   | (27.8)           | 13,383,845           | 63,396,105            | 63,913,247            | (517,142)                     | (0.8)            | 58,868,753            |
| Total St. Louis County                             | 31,162,724           | 34,241,091           | (3,078,367)                   | (9.0)            | 31,273,148           | 145,125,286           | 142,511,244           | 2,614,042                     | 1.8              | 138,628,796           |
| East-West Gateway Council of Govts.                | 90,400               | 40,000               | 50,400                        | 126.0            | 42,825               | 170,400               | 160,000               | 10,400                        | 6.5              | 171,300               |
| Non-capital projects and other                     | 36,156               | 5,187,852            | (5,151,696)                   | (99.3)           | 12,222               | 134,292               | 20,751,408            | (20,617,116)                  | (99.4)           | 309,594               |
| Total other local                                  | 126,556              | 5,227,852            | (5,101,296)                   | (97.6)           | 55,047               | 304,692               | 20,911,408            | (20,606,716)                  | (98.5)           | 480,894               |
| State of Missouri                                  | 291,918              | 188,102              | 103,816                       | 55.2             | -                    | 729,797               | 752,408               | (22,611)                      | (3.0)            | 731,629               |
| Total State of Missouri                            | 291,918              | 188,102              | 103,816                       | 55.2             | -                    | 729,797               | 752,408               | (22,611)                      | (3.0)            | 731,629               |
| Total Missouri                                     | 40,227,787           | 48,098,115           | (7,870,328)                   | (16.4)           | 39,622,659           | 184,102,555           | 203,024,238           | (18,921,683)                  | (9.3)            | 175,365,136           |
| Illinois                                           |                      |                      |                               |                  |                      |                       |                       |                               |                  |                       |
| St. Clair Transit District                         | 14,736,833           | 14,300,290           | 436,543                       | 3.1              | 12,008,782           | 55,676,006            | 57,201,159            | (1,525,153)                   | (2.7)            | 53,464,388            |
| State of Illinois                                  | 3,188                | 25,000               | (21,812)                      | (87.2)           | 126                  | 3,228                 | 100,000               | (96,772)                      | (96.8)           | 1,236                 |
| Total Illinois                                     | 14,740,021           | 14,325,290           | 414,731                       | 2.9              | 12,008,908           | 55,679,234            | 57,301,159            | (1,621,925)                   | (2.8)            | 53,465,624            |
| Total local and state                              | 54,967,808           | 62,423,405           | (7,455,597)                   | (11.9)           | 51,631,567           | 239,781,789           | 260,325,397           | (20,543,608)                  | (7.9)            | 228,830,760           |
| Federal                                            |                      |                      |                               |                  |                      |                       |                       |                               |                  |                       |
| Vehicle maintenance                                | 4,000,000            | 4,000,000            | -                             | -                | 4,000,000            | 16,000,000            | 16,000,000            | -                             | -                | 16,000,000            |
| CMAQ grant                                         | -                    | -                    | -                             | -                | -                    | 45,000                | -                     | 45,000                        | -                | -                     |
| Non-capital grants (i.e. JARC)                     | (458,563)            | 1,067,943            | (1,526,506)                   | (142.9)          | 382,675              | 598,247               | 4,271,773             | (3,673,526)                   | (86.0)           | 2,087,809             |
| Total federal                                      | 3,541,437            | 5,067,943            | (1,526,506)                   | (30.1)           | 4,382,675            | 16,643,247            | 20,271,773            | (3,628,526)                   | (17.9)           | 18,087,809            |
| <b>Total contract, sales tax and grant revenue</b> | <b>\$ 58,509,245</b> | <b>\$ 67,491,348</b> | <b>\$ (8,982,103)</b>         | <b>(13.3)</b>    | <b>\$ 56,014,242</b> | <b>\$ 256,425,036</b> | <b>\$ 280,597,170</b> | <b>\$ (24,172,134)</b>        | <b>(8.6)</b>     | <b>\$ 246,918,569</b> |



**Metro Transit**  
**Quarterly Statement of Financial Position**  
**June 30, 2019**  
(unaudited)

|                                                | Current                 |                         |                        |                | Prior Year              |                        |                |
|------------------------------------------------|-------------------------|-------------------------|------------------------|----------------|-------------------------|------------------------|----------------|
|                                                | Current Period          | Prior Period            | Dollar Change          | Percent Change | Prior Year              | Dollar Change          | Percent Change |
| <b>Assets</b>                                  |                         |                         |                        |                |                         |                        |                |
| Current assets                                 |                         |                         |                        |                |                         |                        |                |
| Cash                                           | \$ 116,083,475          | \$ 135,799,688          | \$ (19,716,213)        | (14.5)         | \$ 84,772,433           | \$ 31,311,042          | 36.9           |
| Investments                                    | 110,495,531             | 97,000,822              | 13,494,709             | 13.9           | 132,957,227             | (22,461,696)           | (16.9)         |
| Accounts and notes receivable                  | 2,167,622               | 1,281,686               | 885,936                | 69.1           | 3,378,071               | (1,210,449)            | (35.8)         |
| Interfund accounts receivable                  | 6,371,384               | 4,262,820               | 2,108,564              | 49.5           | 860,519                 | 5,510,865              | 640.4          |
| Restricted accounts receivable                 | 792,240                 | 840,171                 | (47,931)               | (5.7)          | 997,447                 | (205,207)              | (20.6)         |
| Federal, state and local assistance receivable | (1) 24,649,479          | 29,470,303              | (4,820,824)            | (16.4)         | 37,830,374              | (13,180,895)           | (34.8)         |
| Materials and supplies inventory               | 10,055,568              | 10,739,121              | (683,553)              | (6.4)          | 8,562,411               | 1,493,157              | 17.4           |
| Other current assets                           | 1,998,059               | 2,847,255               | (849,196)              | (29.8)         | 4,692,186               | (2,694,127)            | (57.4)         |
| Total current assets                           | 272,613,358             | 282,241,866             | (9,628,508)            | (3.4)          | 274,050,668             | (1,437,310)            | (0.5)          |
| Capital assets                                 |                         |                         |                        |                |                         |                        |                |
| Capital assets - motorbus                      | 432,009,644             | 431,508,689             | 500,955                | 0.1            | 424,767,431             | 7,242,213              | 1.7            |
| Capital assets - paratransit                   | 19,375,724              | 19,375,724              | -                      | -              | 19,854,157              | (478,433)              | (2.4)          |
| Capital assets - lightrail                     | 1,626,094,687           | 1,625,376,351           | 718,336                | -              | 1,610,861,527           | 15,233,160             | 0.9            |
| Total capital assets                           | (2) 2,077,480,055       | 2,076,260,764           | 1,219,291              | 0.1            | 2,055,483,115           | 21,996,940             | 1.1            |
| Accumulated depreciation                       | (1,313,430,698)         | (1,296,057,342)         | (17,373,356)           | (1.3)          | (1,244,282,823)         | (69,147,875)           | (5.6)          |
| Total capital assets, net                      | 764,049,357             | 780,203,422             | (16,154,065)           | (2.1)          | 811,200,292             | (47,150,935)           | (5.8)          |
| Land                                           | 95,776,349              | 95,776,349              | -                      | -              | 96,059,164              | (282,815)              | (0.3)          |
| Construction-in-process                        | 22,564,127              | 17,123,955              | 5,440,172              | 31.8           | 24,247,985              | (1,683,858)            | (6.9)          |
| Total capital assets                           | 882,389,833             | 893,103,726             | (10,713,893)           | (1.2)          | 931,507,441             | (49,117,608)           | (5.3)          |
| Non-current assets                             |                         |                         |                        |                |                         |                        |                |
| Restricted investments                         | 118,080,699             | 116,198,202             | 1,882,497              | 1.6            | 110,822,945             | 7,257,754              | 6.5            |
| Other non-current assets, net amort            | 415,179                 | 410,875                 | 4,304                  | 1.0            | 400,858                 | 14,321                 | 3.6            |
| Total non-current assets                       | 118,495,878             | 116,609,077             | 1,886,801              | 1.6            | 111,223,803             | 7,272,075              | 6.5            |
| Total assets                                   | 1,273,499,069           | 1,291,954,669           | (18,455,600)           | (1.4)          | 1,316,781,912           | (43,282,843)           | (3.3)          |
| Deferred outflow of resources                  |                         |                         |                        |                |                         |                        |                |
| Deferred pension loss                          | 6,719,537               | 8,517,887               | (1,798,350)            | (21.1)         | 14,177,404              | (7,457,867)            | (52.6)         |
| Deferred pension expense                       | 2,705,100               | 2,705,100               | -                      | -              | 2,705,100               | -                      | -              |
| Deferred unfunded OPEB loss                    | 6,383,448               | 6,873,774               | (490,326)              | (7.1)          | 8,344,752               | (1,961,304)            | (23.5)         |
| Deferred loss on debt refunding                | 2,000,320               | 2,096,944               | (96,624)               | (4.6)          | 2,388,640               | (388,320)              | (16.3)         |
| Total deferred outflow of resources            | 17,808,405              | 20,193,705              | (2,385,300)            | (11.8)         | 27,615,896              | (9,807,491)            | (35.5)         |
| <b>Total</b>                                   | <b>\$ 1,291,307,474</b> | <b>\$ 1,312,148,374</b> | <b>\$ (20,840,900)</b> | <b>(1.6)</b>   | <b>\$ 1,344,397,808</b> | <b>\$ (53,090,334)</b> | <b>(3.9)</b>   |

**Metro Transit**  
**Quarterly Statement of Financial Position**  
**June 30, 2019**  
(unaudited)

|                                                          | Current          |                  |                 |                | Prior Year       |                 |                |
|----------------------------------------------------------|------------------|------------------|-----------------|----------------|------------------|-----------------|----------------|
|                                                          | Current Period   | Prior Period     | Dollar Change   | Percent Change | Prior Year       | Dollar Change   | Percent Change |
| <b>Liabilities</b>                                       |                  |                  |                 |                |                  |                 |                |
| Current liabilities                                      |                  |                  |                 |                |                  |                 |                |
| Accounts payable                                         | \$ 9,908,031     | \$ 10,361,151    | \$ (453,120)    | (4.4)          | \$ 4,643,596     | \$ 5,264,435    | 113.4          |
| Accrued expenses                                         | 20,393,525       | 19,639,354       | 754,171         | 3.8            | 20,013,331       | 380,194         | 1.9            |
| Other current liabilities                                | 22,242,122       | 22,882,896       | (640,774)       | (2.8)          | 21,598,049       | 644,073         | 3.0            |
| Total current liabilities                                | 52,543,678       | 52,883,401       | (339,723)       | (0.6)          | 46,254,976       | 6,288,702       | 13.6           |
| Current liab payable from restricted assets              |                  |                  |                 |                |                  |                 |                |
| Accounts payable and retention                           | 1,436,722        | 1,222,337        | 214,385         | 17.5           | 2,385,220        | (948,498)       | (39.8)         |
| Accrued interest payable (3)                             | 5,024,009        | 10,048,186       | (5,024,177)     | (50.0)         | 5,136,884        | (112,875)       | (2.2)          |
| Short-term insurance                                     | 140,487          | 140,487          | -               | -              | 140,487          | -               | -              |
| Current portion of long-term debt                        | 9,630,000        | 9,630,000        | -               | -              | 9,030,000        | 600,000         | 6.6            |
| Total current liabilities payable from restricted assets | 16,231,218       | 21,041,010       | (4,809,792)     | (22.9)         | 16,692,591       | (461,373)       | (2.8)          |
| Total current liabilities                                | 68,774,896       | 73,924,411       | (5,149,515)     | (7.0)          | 62,947,567       | 5,827,329       | 9.3            |
| Non-current liabilities                                  |                  |                  |                 |                |                  |                 |                |
| Other post-employment benefits                           | 63,721,009       | 65,284,864       | (1,563,855)     | (2.4)          | 64,599,182       | (878,173)       | (1.4)          |
| Long-term insurance                                      | 396,428          | 400,644          | (4,216)         | (1.1)          | 287,216          | 109,212         | 38.0           |
| Long-term debt                                           | 512,480,910      | 512,905,260      | (424,350)       | (0.1)          | 523,900,171      | (11,419,261)    | (2.2)          |
| Capital lease obligations                                | 118,080,701      | 116,198,204      | 1,882,497       | 1.6            | 110,822,946      | 7,257,755       | 6.5            |
| Unfunded pension liabilities                             | 82,625,585       | 82,625,585       | -               | -              | 82,625,585       | -               | -              |
| Other non-current liabilities                            | 6,011,744        | 6,135,490        | (123,746)       | (2.0)          | 6,212,083        | (200,339)       | (3.2)          |
| Total non-current liabilities                            | 783,316,377      | 783,550,047      | (233,670)       | -              | 788,447,183      | (5,130,806)     | (0.7)          |
| Total liabilities                                        | 852,091,273      | 857,474,458      | (5,383,185)     | (0.6)          | 851,394,750      | 696,523         | 0.1            |
| <b>Deferred Inflow of Resources</b>                      |                  |                  |                 |                |                  |                 |                |
| Deferred gain on hedging instruments (4)                 | 677,922          | 1,238,756        | (560,834)       | (45.3)         | 3,468,280        | (2,790,358)     | (80.5)         |
| Deferred Unfunded OPEB Gain                              | 303,064          | 328,318          | (25,254)        | (7.7)          | 404,080          | (101,016)       | (25.0)         |
| Deferred pension gain 788 ATU and clerical               | 5,363,364        | 5,925,285        | (561,921)       | (9.5)          | 7,611,048        | (2,247,684)     | (29.5)         |
| Deferred pension gain IBEW                               | 130,872          | 144,483          | (13,611)        | (9.4)          | 185,316          | (54,444)        | (29.4)         |
| Deferred pension gain salaried                           | 1,743,105        | 1,961,765        | (218,660)       | (11.1)         | 2,656,301        | (913,196)       | (34.4)         |
| Total deferred inflow of resources                       | 8,218,327        | 9,598,607        | (1,380,280)     | (14.4)         | 14,325,025       | (6,106,698)     | (42.6)         |
| <b>Net Position</b>                                      |                  |                  |                 |                |                  |                 |                |
| Net position - capital investments                       | 412,366,082      | -                | 412,366,082     | n/a            | 449,653,738      | (37,287,656)    | (8.3)          |
| Net position                                             | 104,587,757      | 502,439,183      | (397,851,426)   | (79.2)         | 89,527,433       | 15,060,324      | 16.8           |
| Net income (loss)                                        | (85,955,965)     | (57,363,874)     | (28,592,091)    | (49.8)         | (60,503,138)     | (25,452,827)    | (42.1)         |
| Total net position                                       | 430,997,874      | 445,075,309      | (14,077,435)    | (3.2)          | 478,678,033      | (47,680,159)    | (10.0)         |
| <b>Total</b>                                             | \$ 1,291,307,474 | \$ 1,312,148,374 | \$ (20,840,900) | (1.6)          | \$ 1,344,397,808 | \$ (53,090,334) | (3.9)          |

**Metro Transit**  
**Statement of Cash Flows**  
**For the Twelve Months Ended June 30, 2019**  
**(unaudited)**

**Cash flows from operating activities**

|                                              |     |                    |
|----------------------------------------------|-----|--------------------|
| Receipts from customers                      | (1) | \$ 47,410,146      |
| Payments to employees                        |     | (206,102,036)      |
| Payments to vendors                          |     | (69,892,109)       |
| Payments for self-insurance                  |     | (8,334,810)        |
| Receipts (payments) from inter-fund activity |     | <u>(8,732,828)</u> |

**Net cash provided by (used in) operating activities** (1) (245,651,637)

**Cash flows from non capital financing activities**

|                                   |     |                  |
|-----------------------------------|-----|------------------|
| Operating assistance received     | (3) | 269,811,137      |
| Contributions to outside entities |     | (1,145,940)      |
| Net transfers                     |     | (2,529,554)      |
| Nonoperating contributions        |     | <u>(188,037)</u> |

**Net cash provided by (used in) non capital financing activities** 265,947,606

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

|                                |     |                   |
|--------------------------------|-----|-------------------|
| Acquisitions of capital assets |     | (28,240,550)      |
| Payments of long-term debt     | (2) | (9,030,000)       |
| Interest Paid                  | (2) | (20,322,395)      |
| Contributed capital            |     | <u>38,275,806</u> |

**Cash flows from capital and related financing activities** (19,317,139)

**Cash flows from investing activities**

|                                   |  |                  |
|-----------------------------------|--|------------------|
| Purchases of investments          |  | (78,397,733)     |
| Proceeds from sale of investments |  | 104,187,639      |
| Interest received                 |  | <u>4,347,841</u> |

**Net cash provided by (used in) investing activities** 30,137,747

**Net increase (decrease) in cash and cash equivalents** (4) 31,116,577

**Cash and cash equivalents, beginning of year** 84,966,898

**Cash and cash equivalents, year to date** \$ 116,083,475

**Supplemental disclosure of cash flow information**

**Noncash Activities:**

|                                           |              |
|-------------------------------------------|--------------|
| Interest received on capital lease        | \$ 7,257,755 |
| Interest accrued on capital lease         | (7,257,755)  |
| Changes in Unfunded Pension Liability     | 4,242,549    |
| Changes in Unrealized Loss on Fuel Hedge  | (2,790,358)  |
| Deferred Loss Amortization                | 388,320      |
| Deferred charges                          | (14,323)     |
| Capital tower lease interest amortization | (38,353)     |
| Discounts on bonds                        | (4,970)      |
| Premium on bonds                          | 115,774      |
| Gain on disposal of fixed assets          | (236,250)    |
| Deferred Unfunded OPEB Loss               | 1,860,288    |

ST. LOUIS DOWNTOWN AIRPORT



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# St. Louis Downtown Airport – Financial Notes

For the Twelve Months Ended June 30, 2019

(Preliminary, subject to audit)

## Income Statement

1. **Total revenue** decreased 0.7 from prior year.
2. **Wages and benefits expense** decreased 12.3% to \$808.7 million from prior year primarily due to vacant positions.
3. **Services expense** increased 13.8% to \$204.4 thousand from prior year primarily due to painting and asphalt work at the airport.
4. **Total year-to-date expense** decreased 7.4% to \$1.5 million from prior year.
5. **Net income before depreciation** is \$196.5 thousand.

## Performance Indicators

1. **Aircraft movements** increased 3.5% from prior year.

## Balance Sheet

1. **Construction-in-process** balance of \$1.3 million represents the taxiway relocation and access road reconstruction.
2. **Other current liabilities** primarily consists of prepaid rent deposits.

## Cash Flow

1. **Cash flows from capital and related financing activities** created a \$1.3 million cash outflow funding the taxiway relocation and the access road reconstruction.
2. **Net cash activity year-to-date** is \$106.0 thousand cash outflow.

# St. Louis Downtown Airport – Performance Indicators

For the Twelve Months Ended June 30, 2019

(Preliminary, subject to audit)

|             | Fuel Sales (gallons) |           |        |
|-------------|----------------------|-----------|--------|
| Quarter     | FY 2019              | FY 2018   | Change |
| 1st Qtr     | 495,857              | 465,971   | 6.4%   |
| 2nd Qtr     | 390,862              | 423,344   | -7.7%  |
| 3rd Qtr     | 363,923              | 393,305   | -7.5%  |
| 4th Qtr     | 468,909              | 455,904   | 2.9%   |
| Fiscal Year | 1,719,551            | 1,738,524 | -1.1%  |

|         | Average Based Aircraft |         |        |
|---------|------------------------|---------|--------|
| Quarter | FY 2019                | FY 2018 | Change |
| 1st Qtr | 305                    | 315     | -3.2%  |
| 2nd Qtr | 308                    | 313     | -1.6%  |
| 3rd Qtr | 309                    | 313     | -1.3%  |
| 4th Qtr | 309                    | 312     | -1.0%  |

|                 | Aircraft Movements |         |        |
|-----------------|--------------------|---------|--------|
| Quarter         | FY 2019            | FY 2018 | Change |
| 1st Qtr         | 24,381             | 26,051  | -6.4%  |
| 2nd Qtr         | 25,645             | 22,544  | 13.8%  |
| 3rd Qtr         | 21,793             | 19,175  | 13.7%  |
| 4th Qtr         | 25,529             | 26,264  | -2.8%  |
| (1) Fiscal Year | 97,348             | 94,034  | 3.5%   |

**St. Louis Downtown Airport**  
**Statement of Activities**  
**For the Quarter Ended June 30, 2019**  
(unaudited)

|                                          | Current             |                     |                               |                  |                     | Year to Date          |                       |                               |                  |                       |
|------------------------------------------|---------------------|---------------------|-------------------------------|------------------|---------------------|-----------------------|-----------------------|-------------------------------|------------------|-----------------------|
|                                          | Actual              | Budget              | \$ Favorable<br>(Unfavorable) | % Fav<br>(Unfav) | Prior Year          | Actual                | Budget                | \$ Favorable<br>(Unfavorable) | % Fav<br>(Unfav) | Prior Year            |
| <b>Revenue</b>                           |                     |                     |                               |                  |                     |                       |                       |                               |                  |                       |
| Airport parking                          | \$ 27,732           | \$ 36,147           | \$ (8,415)                    | (23.3)           | \$ 39,403           | \$ 120,751            | \$ 144,587            | \$ (23,836)                   | (16.5)           | \$ 148,117            |
| Leased acreage                           | 144,561             | 137,686             | 6,875                         | 5.0              | 79,063              | 577,537               | 550,743               | 26,794                        | 4.9              | 321,991               |
| Hangar rental                            | 131,603             | 151,216             | (19,613)                      | (13.0)           | 179,388             | 530,897               | 604,866               | (73,969)                      | (12.2)           | 745,628               |
| Aviation sales flowage                   | 34,539              | 47,946              | (13,407)                      | (28.0)           | 46,135              | 152,349               | 191,783               | (39,434)                      | (20.6)           | 171,114               |
| Other operating revenue                  | 36,762              | 40,928              | (4,166)                       | (10.2)           | 38,306              | 137,165               | 163,712               | (26,547)                      | (16.2)           | 128,958               |
| Concessions                              | 27,968              | 29,286              | (1,318)                       | (4.5)            | 28,718              | 113,982               | 117,144               | (3,162)                       | (2.7)            | 114,870               |
| Other revenue                            | -                   | -                   | -                             | -                | -                   | -                     | -                     | -                             | -                | 27,861                |
| Service fee revenue                      | -                   | 50                  | (50)                          | (100.0)          | -                   | 125                   | 200                   | (75)                          | (37.5)           | 295                   |
| Interest income                          | 6,336               | 719                 | 5,617                         | 781.2            | 6,506               | 25,548                | 2,875                 | 22,673                        | 788.6            | 10,400                |
| <b>Total revenue</b>                     | <b>(1) 409,501</b>  | <b>443,978</b>      | <b>(34,477)</b>               | <b>(7.8)</b>     | <b>417,519</b>      | <b>1,658,354</b>      | <b>1,775,910</b>      | <b>(117,556)</b>              | <b>(6.6)</b>     | <b>1,669,234</b>      |
| <b>Expense</b>                           |                     |                     |                               |                  |                     |                       |                       |                               |                  |                       |
| Wages and benefits                       | (2) 215,863         | 263,642             | 47,779                        | 18.1             | 232,615             | 808,712               | 1,057,564             | 248,852                       | 23.5             | 921,413               |
| Services                                 | (3) 109,179         | 29,134              | (80,045)                      | (274.7)          | 61,951              | 204,431               | 116,535               | (87,896)                      | (75.4)           | 179,601               |
| Fuel and lube consumed                   | 2,833               | 8,183               | 5,350                         | 65.4             | 1,892               | 13,168                | 28,083                | 14,915                        | 53.1             | 10,615                |
| Materials and supplies                   | 6,321               | 38,796              | 32,475                        | 83.7             | 25,510              | 52,482                | 138,375               | 85,893                        | 62.1             | 94,132                |
| Utilities                                | 57,066              | 40,035              | (17,031)                      | (42.5)           | 53,576              | 198,103               | 185,741               | (12,362)                      | (6.7)            | 202,123               |
| Casualty and liability costs             | 13,642              | 11,291              | (2,351)                       | (20.8)           | 10,767              | 54,569                | 44,668                | (9,901)                       | (22.2)           | 50,797                |
| Other expenses                           | (60,718)            | 31,268              | 91,986                        | 294.2            | 30,538              | 130,424               | 112,149               | (18,275)                      | (16.3)           | 120,030               |
| <b>Total expense</b>                     | <b>(4) 344,186</b>  | <b>422,349</b>      | <b>78,163</b>                 | <b>18.5</b>      | <b>416,849</b>      | <b>1,461,889</b>      | <b>1,683,115</b>      | <b>221,226</b>                | <b>13.1</b>      | <b>1,578,711</b>      |
| <b>Income (loss) before depreciation</b> | <b>(5) 65,315</b>   | <b>21,629</b>       | <b>43,686</b>                 | <b>202.0</b>     | <b>670</b>          | <b>196,465</b>        | <b>92,795</b>         | <b>103,670</b>                | <b>111.7</b>     | <b>90,523</b>         |
| Depreciation and amortization expense    | 309,007             | 361,462             | 52,455                        | 14.5             | 318,591             | 1,232,547             | 1,392,603             | 160,056                       | 11.5             | 1,358,441             |
| <b>Net income (loss)</b>                 | <b>\$ (243,692)</b> | <b>\$ (339,833)</b> | <b>\$ 96,141</b>              | <b>28.3</b>      | <b>\$ (317,921)</b> | <b>\$ (1,036,082)</b> | <b>\$ (1,299,808)</b> | <b>\$ 263,726</b>             | <b>20.3</b>      | <b>\$ (1,267,918)</b> |

**St. Louis Downtown Airport**  
**Quarterly Statement of Financial Position**  
**June 30, 2019**  
(unaudited)

|                                  | Current              |                      |                   |                | Prior Year           |                    |                |
|----------------------------------|----------------------|----------------------|-------------------|----------------|----------------------|--------------------|----------------|
|                                  | Current Period       | Prior Period         | Dollar Change     | Percent Change | Prior Year           | Dollar Change      | Percent Change |
| <b>Assets</b>                    |                      |                      |                   |                |                      |                    |                |
| Current assets                   |                      |                      |                   |                |                      |                    |                |
| Cash                             | \$ 1,646,565         | \$ 1,311,999         | \$ 334,566        | 25.5           | \$ 1,752,812         | \$ (106,247)       | (6.1)          |
| Accounts and notes receivable    | 55,383               | 64,600               | (9,217)           | (14.3)         | 77,630               | (22,247)           | (28.7)         |
| Interfund accounts receivable    | -                    | 4,262                | (4,262)           | (100.0)        | -                    | -                  | n/a            |
| Materials and supplies inventory | 65,112               | 65,112               | -                 | -              | 65,457               | (345)              | (0.5)          |
| Other current assets             | 45,355               | 25,666               | 19,689            | 76.7           | -                    | 45,355             | n/a            |
| Total current assets             | <u>1,812,415</u>     | <u>1,471,639</u>     | <u>340,776</u>    | <u>23.2</u>    | <u>1,895,899</u>     | <u>(83,484)</u>    | <u>(4.4)</u>   |
| Capital assets                   |                      |                      |                   |                |                      |                    |                |
| Capital assets                   | 50,235,398           | 50,138,642           | 96,756            | 0.2            | 50,138,570           | 96,828             | 0.2            |
| Accumulated depreciation         | <u>(37,082,928)</u>  | <u>(36,773,922)</u>  | <u>(309,006)</u>  | <u>(0.8)</u>   | <u>(35,850,382)</u>  | <u>(1,232,546)</u> | <u>(3.4)</u>   |
| Total capital assets, net        | <u>13,152,470</u>    | <u>13,364,720</u>    | <u>(212,250)</u>  | <u>(1.6)</u>   | <u>14,288,188</u>    | <u>(1,135,718)</u> | <u>(7.9)</u>   |
| Land                             | 4,542,564            | 4,542,564            | -                 | -              | 4,542,564            | -                  | -              |
| Construction-in-process          | (1) 1,320,923        | 1,297,511            | 23,412            | 1.8            | 135,180              | 1,185,743          | 877.2          |
| Total capital assets             | <u>19,015,957</u>    | <u>19,204,795</u>    | <u>(188,838)</u>  | <u>(1.0)</u>   | <u>18,965,932</u>    | <u>50,025</u>      | <u>0.3</u>     |
| Non-current assets               |                      |                      |                   |                |                      |                    |                |
| Deferred charges                 | 81,297               | 104,105              | (22,808)          | (21.9)         | 69,093               | 12,204             | 17.7           |
| Total non-current assets         | <u>81,297</u>        | <u>104,105</u>       | <u>(22,808)</u>   | <u>(21.9)</u>  | <u>69,093</u>        | <u>12,204</u>      | <u>17.7</u>    |
| Total assets                     | <u>20,909,669</u>    | <u>20,780,539</u>    | <u>129,130</u>    | <u>0.6</u>     | <u>20,930,924</u>    | <u>(21,255)</u>    | <u>(0.1)</u>   |
| <b>Total</b>                     | <u>\$ 20,909,669</u> | <u>\$ 20,780,539</u> | <u>\$ 129,130</u> | <u>0.6</u>     | <u>\$ 20,930,924</u> | <u>\$ (21,255)</u> | <u>(0.1)</u>   |



**St. Louis Downtown Airport**  
**Quarterly Statement of Financial Position**  
**June 30, 2019**  
(unaudited)

|                                    | Current              |                      |                   |                | Prior Year           |                    |                |
|------------------------------------|----------------------|----------------------|-------------------|----------------|----------------------|--------------------|----------------|
|                                    | Current Period       | Prior Period         | Dollar Change     | Percent Change | Prior Year           | Dollar Change      | Percent Change |
| <b>Liabilities</b>                 |                      |                      |                   |                |                      |                    |                |
| Current liabilities                |                      |                      |                   |                |                      |                    |                |
| Accounts payable                   | \$ 73,542            | \$ 20,000            | \$ 53,542         | 267.7          | \$ 12,577            | \$ 60,965          | 484.7          |
| Interfund accounts payable         | 248,637              | -                    | 248,637           | n/a            | 369,740              | (121,103)          | (32.8)         |
| Accrued expenses                   | 62,300               | 58,000               | 4,300             | 7.4            | 54,900               | 7,400              | 13.5           |
| Other current liabilities          | (2) 66,115           | 57,876               | 8,239             | 14.2           | 4,140                | 61,975             | n/a            |
| Total current liabilities          | 450,594              | 135,876              | 314,718           | 231.6          | 441,357              | 9,237              | 2.1            |
| Non-current liabilities            |                      |                      |                   |                |                      |                    |                |
| Other post-employment benefits     | 357,479              | 350,961              | 6,518             | 1.9            | 347,222              | 10,257             | 3.0            |
| Unfunded pension liabilities       | 12,344               | 12,344               | -                 | -              | 12,344               | -                  | -              |
| Total non-current liabilities      | 369,823              | 363,305              | 6,518             | 1.8            | 359,566              | 10,257             | 2.9            |
| Total liabilities                  | 820,417              | 499,181              | 321,236           | 64.4           | 800,923              | 19,494             | 2.4            |
| <b>Net Position</b>                |                      |                      |                   |                |                      |                    |                |
| Net position - capital investments | 19,015,956           | -                    | 19,015,956        | n/a            | 18,965,932           | 50,024             | 0.3            |
| Net position                       | 2,109,378            | 21,073,748           | (18,964,370)      | (90.0)         | 2,431,987            | (322,609)          | (13.3)         |
| Net income (loss)                  | (1,036,082)          | (792,390)            | (243,692)         | (30.8)         | (1,267,918)          | 231,836            | 18.3           |
| Total net position                 | 20,089,252           | 20,281,358           | (192,106)         | (0.9)          | 20,130,001           | (40,749)           | (0.2)          |
| <b>Total</b>                       | <u>\$ 20,909,669</u> | <u>\$ 20,780,539</u> | <u>\$ 129,130</u> | <u>0.6</u>     | <u>\$ 20,930,924</u> | <u>\$ (21,255)</u> | <u>(0.1)</u>   |

**St. Louis Downtown Airport**  
**Statement of Cash Flows**  
**For the Twelve Months Ended June 30, 2019**  
**(unaudited)**

|                                                                 |                     | Supplemental disclosure of cash flow information |
|-----------------------------------------------------------------|---------------------|--------------------------------------------------|
| <b>Cash flows from operating activities</b>                     |                     |                                                  |
| Receipts from customers                                         | \$ 1,642,848        |                                                  |
| Payments to employees                                           | (791,057)           | <b>Noncash Activities:</b>                       |
| Payments to vendors                                             | (437,760)           | None                                             |
| Payments for self-insurance                                     | (54,569)            |                                                  |
| Receipts (payments) from inter-fund activity                    | <u>(204,021)</u>    |                                                  |
| <b>Net cash provided by (used in) operating activities</b>      | <u>155,441</u>      |                                                  |
| <b>Cash flows from non capital financing activities</b>         |                     |                                                  |
| None                                                            |                     |                                                  |
| <b>Cash flows from capital and related financing activities</b> |                     |                                                  |
| Acquisitions of capital assets                                  | (1) (1,282,569)     |                                                  |
| Contributed capital                                             | <u>995,333</u>      |                                                  |
| <b>Cash flows from capital and related financing activities</b> | <u>(287,236)</u>    |                                                  |
| <b>Cash flows from investing activities</b>                     |                     |                                                  |
| Interest received                                               | <u>25,548</u>       |                                                  |
| <b>Net cash provided by (used in) investing activities</b>      | <u>25,548</u>       |                                                  |
| <b>Net increase (decrease) in cash and cash equivalents</b>     | (2) (106,247)       |                                                  |
| <b>Cash and cash equivalents, beginning of year</b>             | <u>1,752,812</u>    |                                                  |
| <b>Cash and cash equivalents, year to date</b>                  | <u>\$ 1,646,565</u> |                                                  |

RIVERFRONT ATTRACTIONS



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# Riverfront Attractions – Financial Notes

For the Twelve Months Ended June 30, 2019

(Preliminary, subject to audit)

## Income Statement

1. **Total year-to-date revenue** decreased 29.2% from prior year to \$2.2 million as a result of record flooding on the Mississippi River.
2. **Total year-to-date expense** decreased 14.2% from prior year to \$2.3 million as a result of record flooding on the Mississippi River. This necessitated halting business and cancelling scheduled cruises resulting in less seasonal employees and less food and beverage sales
3. **Net loss before depreciation** is \$276.1 thousand.

## Balance Sheet

1. **Cash balance** decreased 87.8% from prior year to \$26.6 thousand as a result of the riverboats being closed because of flooding.
2. **Construction-in-process** of \$43.9 thousand relates to updates to both riverboats and the dock barge.
3. **Accounts payable** increased balance of \$140.9 thousand is a result of prepaid fiscal year 2020 insurance being billed in June 2019.

## Cash Flow

1. **Net cash activity year-to-date** is \$191.0 thousand cash outflow.

## Performance Indicators

1. **Flood Days** of 110 occurred mostly in the 3<sup>rd</sup> and 4<sup>th</sup> quarter of fiscal 2019. The riverboats and the heliport could not operate. This impacted all aspects of the riverfront operations.
2. **Passengers per cruise** increased 7.2% from prior year.

# Riverfront Attractions – Performance Indicators

For the Twelve Months Ended June 30, 2019

(Preliminary, subject to audit)

|             | Riverboat Passengers |         |        |
|-------------|----------------------|---------|--------|
| Quarter     | FY 2019              | FY 2018 | Change |
| 1st Qtr     | 67,740               | 60,158  | 12.6%  |
| 2nd Qtr     | 11,807               | 10,972  | 7.6%   |
| 3rd Qtr     | 2,653                | 5,419   | -51.0% |
| 4th Qtr     | 1,749                | 43,039  | -95.9% |
| Fiscal Year | 83,949               | 119,588 | -29.8% |

|             | Riverboat Cruises |         |        |
|-------------|-------------------|---------|--------|
| Quarter     | FY 2019           | FY 2018 | Change |
| 1st Qtr     | 516               | 444     | 16.2%  |
| 2nd Qtr     | 113               | 112     | 0.9%   |
| (1) 3rd Qtr | 21                | 55      | -61.8% |
| (1) 4th Qtr | 17                | 408     | -95.8% |
| Fiscal Year | 667               | 1,019   | -34.5% |

|                 | Riverboat Passengers per cruise |         |        |
|-----------------|---------------------------------|---------|--------|
| Quarter         | FY 2019                         | FY 2018 | Change |
| 1st Qtr         | 131                             | 135     | -3.1%  |
| 2nd Qtr         | 104                             | 98      | 6.7%   |
| 3rd Qtr         | 126                             | 99      | 28.2%  |
| 4th Qtr         | 103                             | 105     | -2.5%  |
| (2) Fiscal Year | 126                             | 117     | 7.2%   |

# Riverfront Attractions – Performance Indicators

For the Twelve Months Ended June 30, 2019

(Preliminary, subject to audit)

|             | Riverboat Scheduled Days |         |        |
|-------------|--------------------------|---------|--------|
| Quarter     | FY 2019                  | FY 2018 | Change |
| 1st Qtr     | 92                       | 92      | 0.0%   |
| 2nd Qtr     | 70                       | 63      | 11.1%  |
| 3rd Qtr     | 26                       | 27      | -3.7%  |
| 4th Qtr     | 91                       | 91      | 0.0%   |
| Fiscal Year | 279                      | 273     | 2.2%   |

|             | Riverboat Days of Operation |         |        |
|-------------|-----------------------------|---------|--------|
| Quarter     | FY 2019                     | FY 2018 | Change |
| 1st Qtr     | 90                          | 92      | -2.2%  |
| 2nd Qtr     | 62                          | 63      | -1.6%  |
| 3rd Qtr     | 11                          | 27      | -59.3% |
| 4th Qtr     | 6                           | 91      | -93.4% |
| Fiscal Year | 169                         | 273     | -38.1% |

|                 | Riverboat Flood Days |         |        |
|-----------------|----------------------|---------|--------|
| Quarter         | FY 2019              | FY 2018 | Change |
| 1st Qtr         | 2                    | -       | 2      |
| 2nd Qtr         | 8                    | -       | 8      |
| (1) 3rd Qtr     | 15                   | -       | 15     |
| (1) 4th Qtr     | 85                   | -       | 85     |
| (1) Fiscal Year | 110                  | -       | 110    |

**Riverfront Attractions**  
**Statement of Activities**  
**For the Quarter Ended June 30, 2019**  
(unaudited)

|                                           | Current              |                   |                               |                  |                   | Year to Date        |                  |                               |                  |                   |
|-------------------------------------------|----------------------|-------------------|-------------------------------|------------------|-------------------|---------------------|------------------|-------------------------------|------------------|-------------------|
|                                           | Actual               | Budget            | \$ Favorable<br>(Unfavorable) | % Fav<br>(Unfav) | Prior Year        | Actual              | Budget           | \$ Favorable<br>(Unfavorable) | % Fav<br>(Unfav) | Prior Year        |
| <b>Revenue</b>                            |                      |                   |                               |                  |                   |                     |                  |                               |                  |                   |
| Cruise                                    | \$ 42,180            | \$ 689,320        | \$ (647,140)                  | (93.9)           | \$ 728,839        | \$ 1,421,939        | \$ 2,018,240     | \$ (596,301)                  | (29.5)           | \$ 2,009,626      |
| Food and beverage                         | 17,246               | 267,720           | (250,474)                     | (93.6)           | 327,383           | 626,248             | 857,653          | (231,405)                     | (27.0)           | 900,041           |
| Retail                                    | 1,723                | 45,900            | (44,177)                      | (96.2)           | 52,580            | 75,998              | 128,250          | (52,252)                      | (40.7)           | 133,433           |
| Other operating revenue                   | 21,470               | 35,935            | (14,465)                      | (40.3)           | 36,273            | 112,038             | 124,542          | (12,504)                      | (10.0)           | 129,842           |
| Other revenue                             | -                    | -                 | -                             | -                | -                 | -                   | -                | -                             | -                | 947               |
| Sales discount                            | (2,214)              | (8,205)           | 5,991                         | 73.0             | (9,892)           | (17,752)            | (32,820)         | 15,068                        | 45.9             | (42,483)          |
| <b>Total revenue</b>                      | <b>(1) 80,405</b>    | <b>1,030,670</b>  | <b>(950,265)</b>              | <b>(92.2)</b>    | <b>1,135,183</b>  | <b>2,218,471</b>    | <b>3,095,865</b> | <b>(877,394)</b>              | <b>(28.3)</b>    | <b>3,131,406</b>  |
| <b>Expense</b>                            |                      |                   |                               |                  |                   |                     |                  |                               |                  |                   |
| Wages and benefits                        | (2) 246,774          | 422,160           | 175,386                       | 41.5             | 440,501           | 1,257,911           | 1,517,810        | 259,899                       | 17.1             | 1,417,121         |
| Services                                  | 19,086               | 82,902            | 63,816                        | 77.0             | 54,219            | 232,779             | 279,489          | 46,710                        | 16.7             | 256,751           |
| Fuel and lube consumed                    | -                    | 18,000            | 18,000                        | 100.0            | 22,072            | 49,767              | 55,000           | 5,233                         | 9.5              | 51,636            |
| Materials and supplies                    | (2) 34,798           | 167,993           | 133,195                       | 79.3             | 208,176           | 343,770             | 499,000          | 155,230                       | 31.1             | 522,498           |
| Utilities                                 | 15,443               | 20,790            | 5,347                         | 25.7             | 31,989            | 84,302              | 84,904           | 602                           | 0.7              | 98,456            |
| Casualty and liability costs              | 36,673               | 39,807            | 3,134                         | 7.9              | 35,528            | 143,998             | 159,227          | 15,229                        | 9.6              | 141,693           |
| Other expenses                            | 28,423               | 37,427            | 9,004                         | 24.1             | 26,221            | 145,031             | 158,619          | 13,588                        | 8.6              | 141,406           |
| <b>Total expense</b>                      | <b>(2) 381,197</b>   | <b>789,079</b>    | <b>407,882</b>                | <b>51.7</b>      | <b>818,706</b>    | <b>2,257,558</b>    | <b>2,754,049</b> | <b>496,491</b>                | <b>18.0</b>      | <b>2,629,561</b>  |
| <b>Income (loss) before depreciation</b>  | <b>(300,792)</b>     | <b>241,591</b>    | <b>(542,383)</b>              | <b>(224.5)</b>   | <b>316,477</b>    | <b>(39,087)</b>     | <b>341,816</b>   | <b>(380,903)</b>              | <b>(111.4)</b>   | <b>501,845</b>    |
| Depreciation and amortization expense     | 52,691               | 64,983            | 12,292                        | 18.9             | 63,215            | 236,967             | 262,793          | 25,826                        | 9.8              | 255,543           |
| <b>Net income (loss) before transfers</b> | <b>(3) (353,483)</b> | <b>176,608</b>    | <b>(530,091)</b>              | <b>(300.2)</b>   | <b>253,262</b>    | <b>(276,054)</b>    | <b>79,023</b>    | <b>(355,077)</b>              | <b>(449.3)</b>   | <b>246,302</b>    |
| <b>Net transfers in (out)</b>             | <b>-</b>             | <b>-</b>          | <b>-</b>                      | <b>-</b>         | <b>(2,126)</b>    | <b>(78)</b>         | <b>-</b>         | <b>(78)</b>                   | <b>-</b>         | <b>(2,126)</b>    |
| <b>Net income (loss)</b>                  | <b>\$ (353,483)</b>  | <b>\$ 176,608</b> | <b>\$ (530,091)</b>           | <b>(300.2)</b>   | <b>\$ 251,136</b> | <b>\$ (276,132)</b> | <b>\$ 79,023</b> | <b>\$ (355,155)</b>           | <b>(449.4)</b>   | <b>\$ 244,176</b> |

**Riverfront Attractions**  
**Quarterly Statement of Financial Position**  
**June 30, 2019**  
(unaudited)

|                                  | Current             |                     |                  |                | Prior Year          |                     |                |
|----------------------------------|---------------------|---------------------|------------------|----------------|---------------------|---------------------|----------------|
|                                  | Current Period      | Prior Period        | Dollar Change    | Percent Change | Prior Year          | Dollar Change       | Percent Change |
| <b>Assets</b>                    |                     |                     |                  |                |                     |                     |                |
| Current assets                   |                     |                     |                  |                |                     |                     |                |
| Cash                             | (1) \$ 26,552       | \$ 42,221           | \$ (15,669)      | (37.1)         | \$ 217,545          | \$ (190,993)        | (87.8)         |
| Accounts and notes receivable    | 5,626               | 435                 | 5,191            | n/a            | 9,331               | (3,705)             | (39.7)         |
| Materials and supplies inventory | 52,600              | 52,600              | -                | -              | 44,374              | 8,226               | 18.5           |
| Other current assets             | 136,889             | 39,054              | 97,835           | 250.5          | -                   | 136,889             | n/a            |
| Total current assets             | 221,667             | 134,310             | 87,357           | 65.0           | 271,250             | (49,583)            | (18.3)         |
| Capital assets                   |                     |                     |                  |                |                     |                     |                |
| Capital assets                   | 5,103,118           | 5,103,118           | -                | -              | 5,109,041           | (5,923)             | (0.1)          |
| Accumulated depreciation         | (4,232,994)         | (4,180,300)         | (52,694)         | (1.3)          | (4,001,950)         | (231,044)           | (5.8)          |
| Total capital assets, net        | 870,124             | 922,818             | (52,694)         | (5.7)          | 1,107,091           | (236,967)           | (21.4)         |
| Construction-in-process          | (2) 43,878          | 43,878              | -                | -              | -                   | 43,878              | n/a            |
| Total capital assets             | 914,002             | 966,696             | (52,694)         | (5.5)          | 1,107,091           | (193,089)           | (17.4)         |
| Total assets                     | 1,135,669           | 1,101,006           | 34,663           | 3.1            | 1,378,341           | (242,672)           | (17.6)         |
| <b>Total</b>                     | <u>\$ 1,135,669</u> | <u>\$ 1,101,006</u> | <u>\$ 34,663</u> | 3.1            | <u>\$ 1,378,341</u> | <u>\$ (242,672)</u> | (17.6)         |



**Riverfront Attractions**  
**Quarterly Statement of Financial Position**  
**June 30, 2019**  
(unaudited)

|                                    | Current             |                     |                  |                   | Prior Year          |                     |                   |
|------------------------------------|---------------------|---------------------|------------------|-------------------|---------------------|---------------------|-------------------|
|                                    | Current<br>Period   | Prior<br>Period     | Dollar<br>Change | Percent<br>Change | Prior<br>Year       | Dollar<br>Change    | Percent<br>Change |
| <b>Liabilities</b>                 |                     |                     |                  |                   |                     |                     |                   |
| Current liabilities                |                     |                     |                  |                   |                     |                     |                   |
| Accounts payable                   | (3) \$ 140,950      | \$ 5,791            | \$ 135,159       | n/a               | \$ 39,870           | \$ 101,080          | 253.5             |
| Interfund accounts payable         | 814,798             | 574,504             | 240,294          | 41.8              | 875,769             | (60,971)            | (7.0)             |
| Accrued expenses                   | 95,900              | 96,700              | (800)            | (0.8)             | 123,100             | (27,200)            | (22.1)            |
| Other current liabilities          | 42,893              | 36,271              | 6,622            | 18.3              | 33,579              | 9,314               | 27.7              |
| Total current liabilities          | 1,094,541           | 713,266             | 381,275          | 53.5              | 1,072,318           | 22,223              | 2.1               |
| Non-current liabilities            |                     |                     |                  |                   |                     |                     |                   |
| Other post-employment benefits     | 320,218             | 313,346             | 6,872            | 2.2               | 308,980             | 11,238              | 3.6               |
| Unfunded pension liabilities       | 243,268             | 243,268             | -                | -                 | 243,268             | -                   | -                 |
| Total non-current liabilities      | 563,486             | 556,614             | 6,872            | 1.2               | 552,248             | 11,238              | 2.0               |
| Total liabilities                  | 1,658,027           | 1,269,880           | 388,147          | 30.6              | 1,624,566           | 33,461              | 2.1               |
| <b>Net Position</b>                |                     |                     |                  |                   |                     |                     |                   |
| Net position - capital investments | 914,002             | -                   | 914,002          | n/a               | 1,107,091           | (193,089)           | (17.4)            |
| Net position                       | (1,160,228)         | (246,225)           | (914,003)        | (371.2)           | (1,597,492)         | 437,264             | 27.4              |
| Net income (loss)                  | (276,132)           | 77,351              | (353,483)        | (457.0)           | 244,176             | (520,308)           | (213.1)           |
| Total net position                 | (522,358)           | (168,874)           | (353,484)        | (209.3)           | (246,225)           | (276,133)           | (112.1)           |
| <b>Total</b>                       | <u>\$ 1,135,669</u> | <u>\$ 1,101,006</u> | <u>\$ 34,663</u> | 3.1               | <u>\$ 1,378,341</u> | <u>\$ (242,672)</u> | (17.6)            |

**Riverfront Attractions**  
**Statement of Cash Flows**  
**For the Twelve Months Ended June 30, 2019**  
(unaudited)

| <b>Cash flows from operating activities</b>                            |                  | <b>Supplemental disclosure of cash flow information</b> |
|------------------------------------------------------------------------|------------------|---------------------------------------------------------|
| Receipts from customers                                                | \$ 2,222,175     | <b>Noncash Activities:</b><br>None                      |
| Payments to employees                                                  | (1,273,871)      |                                                         |
| Payments to vendors                                                    | (890,370)        |                                                         |
| Payments for self-insurance                                            | (143,998)        |                                                         |
| Receipts (payments) from inter-fund activity                           | (60,971)         |                                                         |
| <b>Net cash provided by (used in) operating activities</b>             | <u>(147,035)</u> |                                                         |
| <b>Cash flows from non capital financing activities</b>                |                  |                                                         |
| Net transfers                                                          | <u>(78)</u>      |                                                         |
| <b>Net cash provided by (used in) non capital financing activities</b> | <u>(78)</u>      |                                                         |
| <b>Cash flows from capital and related financing activities</b>        |                  |                                                         |
| Acquisitions of capital assets                                         | <u>(43,880)</u>  |                                                         |
| <b>Cash flows from capital and related financing activities</b>        | <u>(43,880)</u>  |                                                         |
| <b>Cash flows from investing activities</b>                            |                  |                                                         |
| None                                                                   |                  |                                                         |
| <b>and cash equivalents</b>                                            | (1) (190,993)    |                                                         |
| <b>Cash and cash equivalents, beginning of year</b>                    | <u>217,545</u>   |                                                         |
| <b>Cash and cash equivalents, year to date</b>                         | <u>\$ 26,552</u> |                                                         |

ST. LOUIS REGIONAL FREIGHTWAY



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# St. Louis Regional Freightway – Financial Notes

For the Twelve Months Ended June 30, 2019

(Preliminary, subject to audit)

## Income Statement

1. **Total year-to-date revenue** decreased 87.4% from prior year to \$20.0 thousand.
2. **Total year-to-date expense** decreased 27.8% from prior year to \$676.7 thousand as the result of staffing changes and reduction of outside contractor services.
3. **Other expenses** include advertising expenses.
4. **Net loss before depreciation** is \$656.6 thousand.

## Balance Sheet

Nothing of note

## Cash Flow

1. **Net cash activity year-to-date** is \$4.9 thousand cash outflow.

**St. Louis Regional Freightway**  
**Statement of Activities**  
**For the Quarter Ended June 30, 2019**  
(unaudited)

|                             | Current                 |                     |                               |                  |                     | Year to Date        |                     |                               |                  |                     |
|-----------------------------|-------------------------|---------------------|-------------------------------|------------------|---------------------|---------------------|---------------------|-------------------------------|------------------|---------------------|
|                             | Actual                  | Budget              | \$ Favorable<br>(Unfavorable) | % Fav<br>(Unfav) | Prior Year          | Actual              | Budget              | \$ Favorable<br>(Unfavorable) | % Fav<br>(Unfav) | Prior Year          |
| <b>Revenue</b>              |                         |                     |                               |                  |                     |                     |                     |                               |                  |                     |
| Partnership fees            | \$ -                    | \$ 55,000           | \$ (55,000)                   | (100.0)          | \$ -                | \$ -                | \$ 220,000          | \$ (220,000)                  | (100.0)          | \$ 100,000          |
| Other operating revenue     | 2,045                   | 10,000              | (7,955)                       | (79.6)           | 53,040              | 19,405              | 40,000              | (20,595)                      | (51.5)           | 58,625              |
| Other non-operating revenue | -                       | -                   | -                             | -                | -                   | 500                 | -                   | 500                           | -                | -                   |
| Interest income             | -                       | -                   | -                             | -                | 104                 | 117                 | -                   | 117                           | -                | 104                 |
| <b>Total revenue</b>        | <b>(1) 2,045</b>        | <b>65,000</b>       | <b>(62,955)</b>               | <b>(96.9)</b>    | <b>53,144</b>       | <b>20,022</b>       | <b>260,000</b>      | <b>(239,978)</b>              | <b>(92.3)</b>    | <b>158,729</b>      |
| <b>Expense</b>              |                         |                     |                               |                  |                     |                     |                     |                               |                  |                     |
| Wages and benefits          | (2) 47,526              | 90,177              | 42,651                        | 47.3             | 120,510             | 302,052             | 361,433             | 59,381                        | 16.4             | 403,110             |
| Services                    | (2) 125,547             | 142,500             | 16,953                        | 11.9             | 168,596             | 322,583             | 570,000             | 247,417                       | 43.4             | 399,458             |
| Materials and supplies      | 32                      | 1,413               | 1,381                         | 97.7             | 856                 | 1,544               | 3,500               | 1,956                         | 55.9             | 2,576               |
| Other expenses              | (3) 14,999              | 26,700              | 11,701                        | 43.8             | 84,375              | 50,527              | 106,800             | 56,273                        | 52.7             | 132,371             |
| <b>Total expense</b>        | <b>188,104</b>          | <b>260,790</b>      | <b>72,686</b>                 | <b>27.9</b>      | <b>374,337</b>      | <b>676,706</b>      | <b>1,041,733</b>    | <b>365,027</b>                | <b>35.0</b>      | <b>937,515</b>      |
| <b>Net income (loss)</b>    | <b>(4) \$ (186,059)</b> | <b>\$ (195,790)</b> | <b>\$ 9,731</b>               | <b>5.0</b>       | <b>\$ (321,193)</b> | <b>\$ (656,684)</b> | <b>\$ (781,733)</b> | <b>\$ 125,049</b>             | <b>16.0</b>      | <b>\$ (779,286)</b> |

**St. Louis Regional Freightway**  
**Quarterly Statement of Financial Position**  
**June 30, 2019**  
(unaudited)

|                               | Current           |                  |                  |                   | Prior Year       |                   |                   |
|-------------------------------|-------------------|------------------|------------------|-------------------|------------------|-------------------|-------------------|
|                               | Current<br>Period | Prior<br>Period  | Dollar<br>Change | Percent<br>Change | Prior<br>Year    | Dollar<br>Change  | Percent<br>Change |
| <b>Assets</b>                 |                   |                  |                  |                   |                  |                   |                   |
| Current assets                |                   |                  |                  |                   |                  |                   |                   |
| Cash                          | \$ 18,933         | \$ 17,020        | \$ 1,913         | 11.2              | \$ 23,897        | \$ (4,964)        | (20.8)            |
| Accounts and notes receivable | -                 | 1,250            | (1,250)          | (100.0)           | 4,255            | (4,255)           | (100.0)           |
| Total current assets          | 18,933            | 18,270           | 663              | 3.6               | 28,152           | (9,219)           | (32.7)            |
| Total assets                  | 18,933            | 18,270           | 663              | 3.6               | 28,152           | (9,219)           | (32.7)            |
| <b>Total</b>                  | <u>\$ 18,933</u>  | <u>\$ 18,270</u> | <u>\$ 663</u>    | 3.6               | <u>\$ 28,152</u> | <u>\$ (9,219)</u> | (32.7)            |

**St. Louis Regional Freightway**  
**Quarterly Statement of Financial Position**  
**June 30, 2019**  
(unaudited)

|                                | Current           |                 |                  |                   | Prior Year    |                  |                   |
|--------------------------------|-------------------|-----------------|------------------|-------------------|---------------|------------------|-------------------|
|                                | Current<br>Period | Prior<br>Period | Dollar<br>Change | Percent<br>Change | Prior<br>Year | Dollar<br>Change | Percent<br>Change |
| <b>Liabilities</b>             |                   |                 |                  |                   |               |                  |                   |
| Current liabilities            |                   |                 |                  |                   |               |                  |                   |
| Accounts payable               | \$ 24,000         | \$ 15,000       | \$ 9,000         | 60.0              | \$ 25,008     | \$ (1,008)       | (4.0)             |
| Interfund accounts payable     | 2,047,596         | 1,870,392       | 177,204          | 9.5               | 1,396,720     | 650,876          | 46.6              |
| Accrued expenses               | 33,500            | 33,100          | 400              | 1.2               | 29,000        | 4,500            | 15.5              |
| Other current liabilities      | -                 | 1,250           | (1,250)          | (100.0)           | 10,055        | (10,055)         | (100.0)           |
| Total current liabilities      | 2,105,096         | 1,919,742       | 185,354          | 9.7               | 1,460,783     | 644,313          | 44.1              |
| Non-current liabilities        |                   |                 |                  |                   |               |                  |                   |
| Other post-employment benefits | 137,125           | 135,757         | 1,368            | 1.0               | 133,973       | 3,152            | 2.4               |
| Unfunded pension liabilities   | 3,494             | 3,494           | -                | -                 | 3,494         | -                | -                 |
| Total non-current liabilities  | 140,619           | 139,251         | 1,368            | 1.0               | 137,467       | 3,152            | 2.3               |
| Total liabilities              | 2,245,715         | 2,058,993       | 186,722          | 9.1               | 1,598,250     | 647,465          | 40.5              |
| <b>Net Position</b>            |                   |                 |                  |                   |               |                  |                   |
| Net position                   | (1,570,098)       | (1,570,098)     | -                | -                 | (790,812)     | (779,286)        | (98.5)            |
| Net income (loss)              | (656,684)         | (470,625)       | (186,059)        | (39.5)            | (779,286)     | 122,602          | 15.7              |
| Total net position             | (2,226,782)       | (2,040,723)     | (186,059)        | (9.1)             | (1,570,098)   | (656,684)        | (41.8)            |
| <b>Total</b>                   | \$ 18,933         | \$ 18,270       | \$ 663           | 3.6               | \$ 28,152     | \$ (9,219)       | (32.7)            |

**St. Louis Regional Freightway**  
**Statement of Cash Flows**  
**For the Twelve Months Ended June 30, 2019**  
(unaudited)

|                                                                        |                  |                                                         |
|------------------------------------------------------------------------|------------------|---------------------------------------------------------|
| <b>Cash flows from operating activities</b>                            |                  | <b>Supplemental disclosure of cash flow information</b> |
| Receipts from customers                                                | \$ 23,660        |                                                         |
| Payments to employees                                                  | (294,400)        | <b>Noncash Activities:</b>                              |
| Payments to vendors                                                    | (385,717)        | None                                                    |
| Receipts (payments) from inter-fund activity                           | <u>650,876</u>   |                                                         |
| <b>Net cash provided by (used in) operating activities</b>             | <u>(5,581)</u>   |                                                         |
| <br><b>Cash flows from non capital financing activities</b>            |                  |                                                         |
| Nonoperating contributions                                             | <u>500</u>       |                                                         |
| <b>Net cash provided by (used in) non capital financing activities</b> | <u>500</u>       |                                                         |
| <br><b>Cash flows from capital and related financing activities</b>    |                  |                                                         |
| None                                                                   |                  |                                                         |
| <br><b>Cash flows from investing activities</b>                        |                  |                                                         |
| Interest received                                                      | <u>117</u>       |                                                         |
| <b>Net cash provided by (used in) investing activities</b>             | <u>117</u>       |                                                         |
| <br><b>Net increase (decrease) in cash and cash equivalents</b>        | (1) (4,964)      |                                                         |
| <b>Cash and cash equivalents, beginning of year</b>                    | <u>23,897</u>    |                                                         |
| <b>Cash and cash equivalents, year to date</b>                         | <u>\$ 18,933</u> |                                                         |



BI-STATE DEVELOPMENT RESEARCH INSTITUTE



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# Bi-State Development Research Institute – Financial Notes

## For the Twelve Months Ended June 30, 2019

(Preliminary, subject to audit)

### Income Statement

1. **Total year-to-date revenue** decreased 76.8% from prior year to \$110.6 thousand as a result of reduced grant funds and in-kind contributions.
2. **Total year-to-date expense** decreased 47.5% from prior year to \$169.6 thousand primarily as a result of reduced in-kind contributions.
3. **Net loss before depreciation** is \$59.1 thousand.

### Balance Sheet

1. **Cash** increased 30.1% over prior year due to grant receipts for Bike Share and the Food Kiosks.
2. **Capital Assets** increased over prior year as a result of additional construction costs relating to the food kiosks.
3. **Other current liabilities** increased \$25.4 thousand due to the receipt of grant funding.

### Cash Flow

1. **Net cash activity year-to-date** is \$25.0 thousand cash inflow.

**Bi-State Development Research Institute**  
**Statement of Activities**  
**For the Quarter Ended June 30, 2019**  
(unaudited)

|                                          | Current             |                 |                               |                  |                  | Year to Date       |                  |                               |                  |                   |
|------------------------------------------|---------------------|-----------------|-------------------------------|------------------|------------------|--------------------|------------------|-------------------------------|------------------|-------------------|
|                                          | Actual              | Budget          | \$ Favorable<br>(Unfavorable) | % Fav<br>(Unfav) | Prior Year       | Actual             | Budget           | \$ Favorable<br>(Unfavorable) | % Fav<br>(Unfav) | Prior Year        |
| <b>Revenue</b>                           |                     |                 |                               |                  |                  |                    |                  |                               |                  |                   |
| Not for profit revenue                   | \$ -                | \$ 21,000       | \$ (21,000)                   | (100.0)          | \$ 60,000        | \$ 22,776          | \$ 84,000        | \$ (61,224)                   | (72.9)           | \$ 278,512        |
| Contributions <sup>1</sup>               | (2,021)             | 34,011          | (36,032)                      | (105.9)          | 44,944           | 87,774             | 136,046          | (48,272)                      | (35.5)           | 195,116           |
| Other revenue                            | -                   | -               | -                             | -                | -                | -                  | -                | -                             | -                | 2,571             |
| <b>Total revenue</b>                     | <b>(1)</b> (2,021)  | 55,011          | (57,032)                      | (103.7)          | 104,944          | 110,550            | 220,046          | (109,496)                     | (49.8)           | 476,199           |
| <b>Expense</b>                           |                     |                 |                               |                  |                  |                    |                  |                               |                  |                   |
| Wages and benefits                       | (989)               | 31,143          | 32,132                        | 103.2            | 34,124           | 69,028             | 124,571          | 55,543                        | 44.6             | 148,101           |
| Services                                 | 15,090              | 5,619           | (9,471)                       | (168.6)          | 30,553           | 77,980             | 22,475           | (55,505)                      | (247.0)          | 124,203           |
| Materials and supplies                   | -                   | 609             | 609                           | 100.0            | 234              | -                  | 1,000            | 1,000                         | 100.0            | 1,704             |
| Utilities                                | 402                 | 250             | (152)                         | (60.8)           | 381              | 1,197              | 1,000            | (197)                         | (19.7)           | 1,247             |
| Interfund admin fees                     | (1,032)             | 9,776           | 10,808                        | 110.6            | 10,025           | 17,376             | 39,102           | 21,726                        | 55.6             | 43,368            |
| Other expenses                           | 10                  | 500             | 490                           | 98.0             | 340              | 4,043              | 2,000            | (2,043)                       | (102.2)          | 4,510             |
| <b>Total expense</b>                     | <b>(2)</b> 13,481   | 47,897          | 34,416                        | 71.9             | 75,657           | 169,624            | 190,148          | 20,524                        | 10.8             | 323,133           |
| <b>Income (loss) before depreciation</b> | <b>(3)</b> (15,502) | 7,114           | (22,616)                      | (317.9)          | 29,287           | (59,074)           | 29,898           | (88,972)                      | (297.6)          | 153,066           |
| Depreciation and amortization expense    | 4,030               | 2,700           | (1,330)                       | (49.3)           | 2,700            | 12,294             | 10,800           | (1,494)                       | (13.8)           | 4,951             |
| <b>Net income (loss)</b>                 | <b>\$ (19,532)</b>  | <b>\$ 4,414</b> | <b>\$ (23,946)</b>            | <b>(542.5)</b>   | <b>\$ 26,587</b> | <b>\$ (71,368)</b> | <b>\$ 19,098</b> | <b>\$ (90,466)</b>            | <b>(473.7)</b>   | <b>\$ 148,115</b> |

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

**Bi-State Development Research Institute**  
**Quarterly Statement of Financial Position**  
**June 30, 2019**  
(unaudited)

|                           | Current           |                   |                    |                | Prior Year        |                    |                |
|---------------------------|-------------------|-------------------|--------------------|----------------|-------------------|--------------------|----------------|
|                           | Current Period    | Prior Period      | Dollar Change      | Percent Change | Prior Year        | Dollar Change      | Percent Change |
| <b>Assets</b>             |                   |                   |                    |                |                   |                    |                |
| Current assets            |                   |                   |                    |                |                   |                    |                |
| Cash                      | (1) \$ 108,327    | \$ 108,337        | \$ (10)            | -              | \$ 83,287         | \$ 25,040          | 30.1           |
| Other current assets      | -                 | 15,000            | (15,000)           | (100.0)        | 60,000            | (60,000)           | (100.0)        |
| Total current assets      | 108,327           | 123,337           | (15,010)           | (12.2)         | 143,287           | (34,960)           | (24.4)         |
| Capital assets            |                   |                   |                    |                |                   |                    |                |
| Capital assets            | (2) 292,901       | 272,901           | 20,000             | 7.3            | 270,000           | 22,901             | 8.5            |
| Accumulated depreciation  | (19,042)          | (15,013)          | (4,029)            | (26.8)         | (6,750)           | (12,292)           | (182.1)        |
| Total capital assets, net | 273,859           | 257,888           | 15,971             | 6.2            | 263,250           | 10,609             | 4.0            |
| Construction-in-process   | (20,000)          | -                 | (20,000)           | n/a            | -                 | (20,000)           | n/a            |
| Total capital assets      | 253,859           | 257,888           | (4,029)            | (1.6)          | 263,250           | (9,391)            | (3.6)          |
| Total assets              | 362,186           | 381,225           | (19,039)           | (5.0)          | 406,537           | (44,351)           | (10.9)         |
| <b>Total</b>              | <u>\$ 362,186</u> | <u>\$ 381,225</u> | <u>\$ (19,039)</u> | <u>(5.0)</u>   | <u>\$ 406,537</u> | <u>\$ (44,351)</u> | <u>(10.9)</u>  |

**Bi-State Development Research Institute**  
**Quarterly Statement of Financial Position**  
**June 30, 2019**  
(unaudited)

|                            | Current        |              |               |                | Prior Year |               |                |
|----------------------------|----------------|--------------|---------------|----------------|------------|---------------|----------------|
|                            | Current Period | Prior Period | Dollar Change | Percent Change | Prior Year | Dollar Change | Percent Change |
| <b>Liabilities</b>         |                |              |               |                |            |               |                |
| Current liabilities        |                |              |               |                |            |               |                |
| Interfund accounts payable | \$ 23,219      | \$ 22,726    | \$ 493        | 2.2            | \$ 21,624  | \$ 1,595      | 7.4            |
| Other current liabilities  | (3) 106,670    | 106,670      | -             | -              | 81,248     | 25,422        | 31.3           |
| Total current liabilities  | 129,889        | 129,396      | 493           | 0.4            | 102,872    | 27,017        | 26.3           |
| Total liabilities          | 129,889        | 129,396      | 493           | 0.4            | 102,872    | 27,017        | 26.3           |
| <b>Net Position</b>        |                |              |               |                |            |               |                |
| Net position               | 303,665        | 303,665      | -             | -              | 155,550    | 148,115       | 95.2           |
| Net income (loss)          | (71,368)       | (51,836)     | (19,532)      | (37.7)         | 148,115    | (219,483)     | (148.2)        |
| Total net position         | 232,297        | 251,829      | (19,532)      | (7.8)          | 303,665    | (71,368)      | (23.5)         |
| <b>Total</b>               | \$ 362,186     | \$ 381,225   | \$ (19,039)   | (5.0)          | \$ 406,537 | \$ (44,351)   | (10.9)         |

**Bi-State Development Research Institute**  
**Statement of Cash Flows**  
**For the Twelve Months Ended June 30, 2019**  
(unaudited)

**Cash flows from operating activities**

|                                              |              |
|----------------------------------------------|--------------|
| Receipts from customers                      | \$ 22,776    |
| Payments to employees                        | 1            |
| Payments to vendors                          | 3,570        |
| Payments for self-insurance                  | -            |
| Receipts (payments) from inter-fund activity | <u>1,595</u> |

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

27,942

**Cash flows from non capital financing activities**

None

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

Acquisitions of capital assets (2,902)

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

(2,902)

**Cash flows from investing activities**

None

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

(1) 25,040

**Cash and cash equivalents, beginning of year**

83,287

**Cash and cash equivalents, year to date**

\$ 108,327

**Supplemental disclosure of cash flow information**

**Noncash Activities:**

|                                  |           |
|----------------------------------|-----------|
| In-kind donations                | \$ 87,774 |
| In-kind wages and benefits       | (69,029)  |
| In-kind services                 | -         |
| In-kind materials and supplies   | -         |
| In-kind utilities                | -         |
| In-kind management fees          | (17,376)  |
| In-kind other operating expenses | (1,369)   |



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# Arts in Transit, Inc. – Financial Notes

For the Twelve Months Ended June 30, 2019

(Preliminary, subject to audit)

## Income Statement

1. **Total year-to-date revenue** increased 12.0% from prior year to \$291.0 thousand as a result of increased billings for bus painting and a grant from the Missouri Arts Council.
2. **Services** increased 95.1% from prior year to \$85.3 thousand primarily due to in-kind contributions.
3. **Total year-to-date expense** increased 12.6% from prior year to \$274.1 thousand.
4. **Net Income before depreciation** is \$16.9 thousand.

## Balance Sheet

Nothing of note

## Cash Flow

1. **Net cash activity year-to-date** is \$16.9 thousand cash inflow.



**Arts In Transit, Inc.**  
**Statement of Activities**  
**For the Quarter Ended June 30, 2019**  
(unaudited)

|                            | Current              |                 |                               |                  |                 | Year to Date     |                  |                               |                  |                  |
|----------------------------|----------------------|-----------------|-------------------------------|------------------|-----------------|------------------|------------------|-------------------------------|------------------|------------------|
|                            | Actual               | Budget          | \$ Favorable<br>(Unfavorable) | % Fav<br>(Unfav) | Prior Year      | Actual           | Budget           | \$ Favorable<br>(Unfavorable) | % Fav<br>(Unfav) | Prior Year       |
| <b>Revenue</b>             |                      |                 |                               |                  |                 |                  |                  |                               |                  |                  |
| Not for Profit Revenue     | \$ 20,927            | \$ 15,000       | \$ 5,927                      | 39.5             | \$ 8,150        | \$ 39,772        | \$ 60,000        | \$ (20,228)                   | (33.7)           | \$ 41,250        |
| Contributions <sup>1</sup> | 58,850               | 48,334          | 10,516                        | 21.8             | 65,531          | 251,249          | 191,657          | 59,592                        | 31.1             | 218,685          |
| Other operating revenue    | (9)                  | -               | (9)                           | -                | -               | (9)              | -                | (9)                           | -                | -                |
| <b>Total revenue</b>       | <b>(1) 79,768</b>    | <b>63,334</b>   | <b>16,434</b>                 | <b>25.9</b>      | <b>73,681</b>   | <b>291,012</b>   | <b>251,657</b>   | <b>39,355</b>                 | <b>15.6</b>      | <b>259,935</b>   |
| <b>Expense</b>             |                      |                 |                               |                  |                 |                  |                  |                               |                  |                  |
| Wages and benefits         | 34,679               | 31,679          | (3,000)                       | (9.5)            | 30,726          | 131,306          | 126,716          | (4,590)                       | (3.6)            | 129,750          |
| Services                   | (2) 13,329           | 16,628          | 3,299                         | 19.8             | 14,008          | 85,278           | 66,513           | (18,765)                      | (28.2)           | 43,710           |
| Materials and supplies     | 212                  | 6,740           | 6,528                         | 96.9             | -               | 1,037            | 23,100           | 22,063                        | 95.5             | 1,148            |
| Utilities                  | 443                  | 200             | (243)                         | (121.5)          | 150             | 775              | 800              | 25                            | 3.1              | 572              |
| Interfund admin fees       | 9,006                | -               | (9,006)                       | -                | 8,957           | 36,355           | -                | (36,355)                      | -                | 36,828           |
| Other expenses             | 1,181                | 1,913           | 732                           | 38.3             | 17,473          | 19,321           | 7,650            | (11,671)                      | (152.6)          | 31,348           |
| <b>Total expense</b>       | <b>(3) 58,850</b>    | <b>57,160</b>   | <b>(1,690)</b>                | <b>(3.0)</b>     | <b>71,314</b>   | <b>274,072</b>   | <b>224,779</b>   | <b>(49,293)</b>               | <b>(21.9)</b>    | <b>243,356</b>   |
| <b>Net income (loss)</b>   | <b>(4) \$ 20,918</b> | <b>\$ 6,174</b> | <b>\$ 14,744</b>              | <b>238.8</b>     | <b>\$ 2,367</b> | <b>\$ 16,940</b> | <b>\$ 26,878</b> | <b>\$ (9,938)</b>             | <b>(37.0)</b>    | <b>\$ 16,579</b> |

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

**Arts In Transit, Inc.**  
**Quarterly Statement of Financial Position**  
**June 30, 2019**  
(unaudited)

|                               | Current           |                  |                  |                   | Prior Year       |                  |                   |
|-------------------------------|-------------------|------------------|------------------|-------------------|------------------|------------------|-------------------|
|                               | Current<br>Period | Prior<br>Period  | Dollar<br>Change | Percent<br>Change | Prior<br>Year    | Dollar<br>Change | Percent<br>Change |
| <b>Assets</b>                 |                   |                  |                  |                   |                  |                  |                   |
| Current assets                |                   |                  |                  |                   |                  |                  |                   |
| Cash                          | \$ 87,904         | \$ 74,296        | \$ 13,608        | 18.3              | \$ 71,066        | \$ 16,838        | 23.7              |
| Accounts and notes receivable | -                 | -                | -                | n/a               | 8,000            | (8,000)          | (100.0)           |
| Interfund accounts receivable | 7,310             | -                | 7,310            | n/a               | -                | 7,310            | n/a               |
| Total current assets          | 95,214            | 74,296           | 20,918           | 28.2              | 79,066           | 16,148           | 20.4              |
| Total assets                  | 95,214            | 74,296           | 20,918           | 28.2              | 79,066           | 16,148           | 20.4              |
| <b>Total</b>                  | <u>\$ 95,214</u>  | <u>\$ 74,296</u> | <u>\$ 20,918</u> | 28.2              | <u>\$ 79,066</u> | <u>\$ 16,148</u> | 20.4              |

**Arts In Transit, Inc.**  
**Quarterly Statement of Financial Position**  
**June 30, 2019**  
(unaudited)

|                            | Current           |                  |                  |                   | Prior Year       |                  |                   |
|----------------------------|-------------------|------------------|------------------|-------------------|------------------|------------------|-------------------|
|                            | Current<br>Period | Prior<br>Period  | Dollar<br>Change | Percent<br>Change | Prior<br>Year    | Dollar<br>Change | Percent<br>Change |
| <b>Liabilities</b>         |                   |                  |                  |                   |                  |                  |                   |
| Current liabilities        |                   |                  |                  |                   |                  |                  |                   |
| Interfund accounts payable | \$ -              | \$ -             | \$ -             | n/a               | \$ 792           | \$ (792)         | (100.0)           |
| Total current liabilities  | -                 | -                | -                | n/a               | 792              | (792)            | (100.0)           |
| Total liabilities          | -                 | -                | -                | n/a               | 792              | (792)            | (100.0)           |
| <b>Net Position</b>        |                   |                  |                  |                   |                  |                  |                   |
| Net position               | \$ 78,274         | \$ 78,274        | \$ -             | -                 | \$ 61,695        | \$ 16,579        | 26.9              |
| Net income (loss)          | 16,940            | (3,978)          | 20,918           | 525.8             | 16,579           | 361              | 2.2               |
| Total net position         | 95,214            | 74,296           | 20,918           | 28.2              | 78,274           | 16,940           | 21.6              |
| <b>Total</b>               | <u>\$ 95,214</u>  | <u>\$ 74,296</u> | <u>\$ 20,918</u> | 28.2              | <u>\$ 79,066</u> | <u>\$ 16,148</u> | 20.4              |

**Art In Transit, Inc.**  
**Statement of Cash Flows**  
**For the Twelve Months Ended June 30, 2019**  
(unaudited)

**Cash flows from operating activities**

|                                                            |                |
|------------------------------------------------------------|----------------|
| Receipts from customers                                    | \$ 47,763      |
| Payments to vendors                                        | (22,823)       |
| Payments for self-insurance                                | -              |
| Receipts (payments) from inter-fund activity               | <u>(8,102)</u> |
| <b>Net cash provided by (used in) operating activities</b> | <u>16,838</u>  |

**Supplemental disclosure of cash flow information**

|                                  |            |
|----------------------------------|------------|
| In-kind donations                | \$ 251,249 |
| In-kind wages and benefits       | (131,305)  |
| In-kind services                 | (63,254)   |
| In-kind materials and supplies   | (237)      |
| In-kind utilities                | (775)      |
| In-kind management fees          | (36,355)   |
| In-kind other operating expenses | (19,323)   |

**Cash flows from non capital financing activities**

None

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

None

**Cash flows from investing activities**

None

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

**(1)** 16,838

**Cash and cash equivalents, beginning of year**

71,066

**Cash and cash equivalents, year to date**

\$ 87,904

SELF-INSURANCE FUNDS

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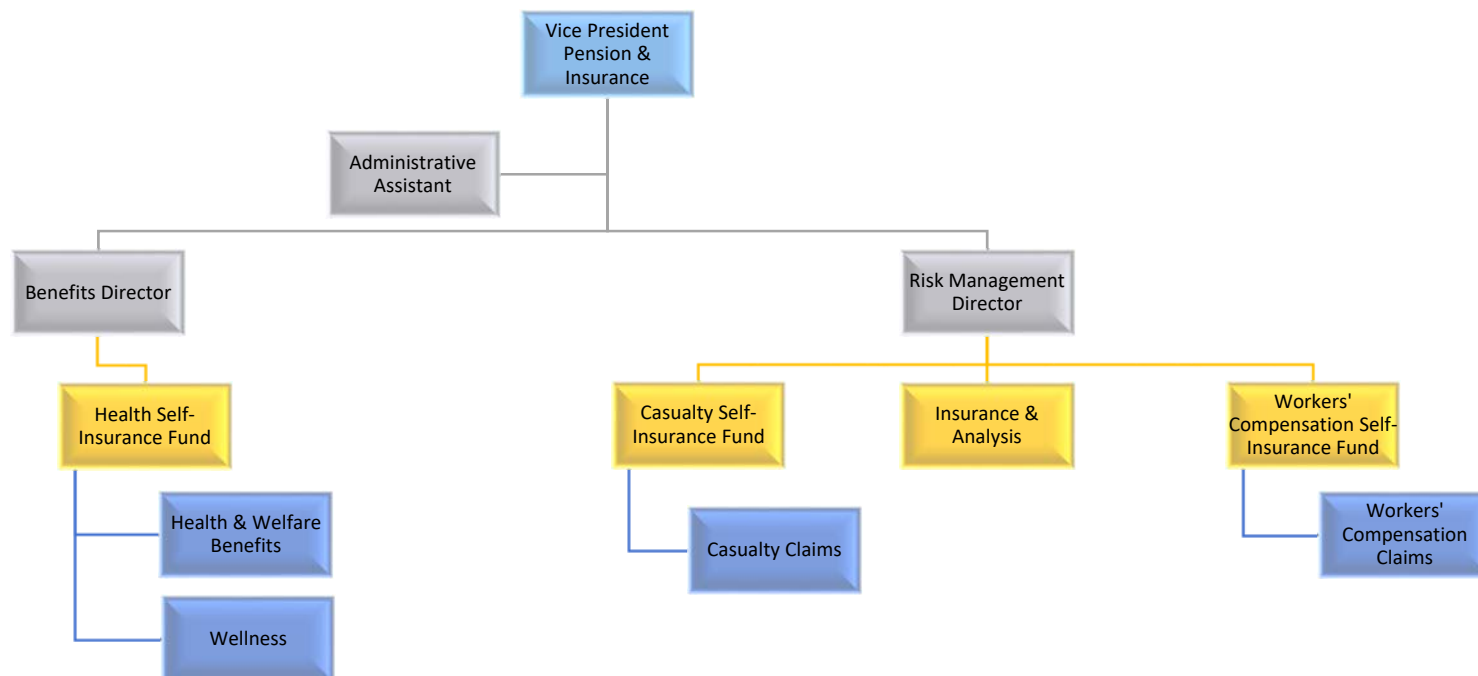
# Self-Insurance Funds

For the Twelve Months Ended June 30, 2019

(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  
Combining Statement of Activities by Business Division  
For the Twelve Months Ended June 30, 2019**  
(unaudited)

|                                                | <b>Health<br/>Self-Insurance<br/>Division</b> | <b>Casualty<br/>Self-Insurance<br/>Division</b> | <b>Workers Compensation<br/>Self-Insurance<br/>Division</b> | <b>Totals</b>       | <b>Eliminations</b> | <b>Totals<br/>After<br/>Eliminations</b> |
|------------------------------------------------|-----------------------------------------------|-------------------------------------------------|-------------------------------------------------------------|---------------------|---------------------|------------------------------------------|
| <b>Revenue</b>                                 |                                               |                                                 |                                                             |                     |                     |                                          |
| Employee medical contributions                 | \$ 7,299,925                                  | \$ -                                            | \$ -                                                        | \$ 7,299,925        | \$ -                | \$ 7,299,925                             |
| Employee dental contributions                  | 512,983                                       | -                                               | -                                                           | 512,983             | -                   | 512,983                                  |
| Employee gym membership                        | 4,085                                         | -                                               | -                                                           | 4,085               | -                   | 4,085                                    |
| Bi-State Dev medical contributions             | 28,572,164                                    | -                                               | -                                                           | 28,572,164          | (215,562)           | 28,356,602                               |
| Bi-State Dev dental contributions              | 646,856                                       | -                                               | -                                                           | 646,856             | (5,718)             | 641,138                                  |
| Bi-State Dev EAP contributions                 | 39,007                                        | -                                               | -                                                           | 39,007              | (329)               | 38,678                                   |
| Healthy savings plan                           | (234,538)                                     | -                                               | -                                                           | (234,538)           | -                   | (234,538)                                |
| Charges for services - Casualty                | -                                             | 6,800,095                                       | -                                                           | 6,800,095           | -                   | 6,800,095                                |
| Charges for services - Workers Compensation    | -                                             | -                                               | 8,296,462                                                   | 8,296,462           | -                   | 8,296,462                                |
| Interest Income                                | 37,133                                        | 220,017                                         | 195,390                                                     | 452,540             | -                   | 452,540                                  |
| <b>Total revenue</b>                           | <b>36,877,615</b>                             | <b>7,020,112</b>                                | <b>8,491,852</b>                                            | <b>52,389,579</b>   | <b>(221,609)</b>    | <b>52,167,970</b>                        |
| <b>Expense</b>                                 |                                               |                                                 |                                                             |                     |                     |                                          |
| Wages and benefits                             | 812,477                                       | 660,457                                         | 348,257                                                     | 1,821,191           | -                   | 1,821,191                                |
| Services                                       | 332,779                                       | 45,379                                          | 33,452                                                      | 411,610             | -                   | 411,610                                  |
| Materials and supplies                         | 33,106                                        | 1,630                                           | 406                                                         | 35,142              | -                   | 35,142                                   |
| Utilities                                      | 4,979                                         | 1,992                                           | 559                                                         | 7,530               | -                   | 7,530                                    |
| Casualty and liability costs                   | -                                             | 881,050                                         | 222,189                                                     | 1,103,239           | -                   | 1,103,239                                |
| Other expenses                                 | 77,830                                        | 2,996                                           | 336,632                                                     | 417,458             | -                   | 417,458                                  |
| Medical claims and prescriptions, less rebates | 33,950,929                                    | -                                               | -                                                           | 33,950,929          | (221,609)           | 33,729,320                               |
| Stop loss, third party fees, Medicare Part D   | 236,873                                       | -                                               | -                                                           | 236,873             | -                   | 236,873                                  |
| Casualty claims paid                           | -                                             | 6,914,473                                       | -                                                           | 6,914,473           | -                   | 6,914,473                                |
| Workers Compensation claims paid               | -                                             | -                                               | 6,640,795                                                   | 6,640,795           | -                   | 6,640,795                                |
| <b>Total expense</b>                           | <b>35,448,973</b>                             | <b>8,507,977</b>                                | <b>7,582,290</b>                                            | <b>51,539,240</b>   | <b>(221,609)</b>    | <b>51,317,631</b>                        |
| <b>Net income (loss) before transfers</b>      | <b>1,428,642</b>                              | <b>(1,487,865)</b>                              | <b>909,562</b>                                              | <b>850,339</b>      | <b>-</b>            | <b>850,339</b>                           |
| Net transfers in (out)                         | -                                             | 1,593,504                                       | 941,494                                                     | 2,534,998           | -                   | 2,534,998                                |
| <b>Net income (loss)</b>                       | <b>\$ 1,428,642</b>                           | <b>\$ 105,639</b>                               | <b>\$ 1,851,056</b>                                         | <b>\$ 3,385,337</b> | <b>\$ -</b>         | <b>\$ 3,385,337</b>                      |

**Bi-State Development Agency of the  
Missouri-Illinois Metropolitan District  
Self-Insurance Divisions  
Quarterly Statement of Financial Position  
June 30, 2019  
(unaudited)**

|                                | <b>Health<br/>Self-Insurance<br/>Division</b> | <b>Casualty<br/>Self-Insurance<br/>Division</b> | <b>Workers Compensation<br/>Self-Insurance<br/>Division</b> | <b>Totals</b>        | <b>Interfund<br/>Eliminations</b> | <b>Totals<br/>After<br/>Eliminations</b> |
|--------------------------------|-----------------------------------------------|-------------------------------------------------|-------------------------------------------------------------|----------------------|-----------------------------------|------------------------------------------|
| <b>Assets</b>                  |                                               |                                                 |                                                             |                      |                                   |                                          |
| Current assets                 |                                               |                                                 |                                                             |                      |                                   |                                          |
| Cash                           | \$ 1,896,020                                  | \$ 10,682,666                                   | \$ 8,871,253                                                | \$ 21,449,939        | \$ -                              | \$ 21,449,939                            |
| Investments                    | -                                             | -                                               | 2,348,988                                                   | 2,348,988            | -                                 | 2,348,988                                |
| Accounts and notes receivable  | 429,813                                       | 72,848                                          | 114,136                                                     | 616,797              | -                                 | 616,797                                  |
| Interfund accounts receivable  | 334,361                                       | 163,640                                         | -                                                           | 498,001              | (498,001)                         | -                                        |
| Restricted accounts receivable | -                                             | -                                               | 49,107                                                      | 49,107               | -                                 | 49,107                                   |
| Other current assets           | -                                             | -                                               | 231,484                                                     | 231,484              | -                                 | 231,484                                  |
| Total current assets           | <u>2,660,194</u>                              | <u>10,919,154</u>                               | <u>11,614,968</u>                                           | <u>25,194,316</u>    | <u>(498,001)</u>                  | <u>24,696,315</u>                        |
| Total assets                   | <u>2,660,194</u>                              | <u>10,919,154</u>                               | <u>11,614,968</u>                                           | <u>25,194,316</u>    | <u>(498,001)</u>                  | <u>24,696,315</u>                        |
| <b>Total</b>                   | <u>\$ 2,660,194</u>                           | <u>\$ 10,919,154</u>                            | <u>\$ 11,614,968</u>                                        | <u>\$ 25,194,316</u> | <u>\$ (498,001)</u>               | <u>\$ 24,696,315</u>                     |



**Bi-State Development Agency of the  
Missouri-Illinois Metropolitan District  
Self-Insurance Divisions  
Quarterly Statement of Financial Position  
June 30, 2019  
(unaudited)**

|                                                             | Health<br>Self-Insurance<br>Division | Casualty<br>Self-Insurance<br>Division | Workers Compensation<br>Self-Insurance<br>Division | Totals               | Interfund<br>Eliminations | Totals<br>After<br>Eliminations |
|-------------------------------------------------------------|--------------------------------------|----------------------------------------|----------------------------------------------------|----------------------|---------------------------|---------------------------------|
| <b>Liabilities</b>                                          |                                      |                                        |                                                    |                      |                           |                                 |
| Current liabilities                                         |                                      |                                        |                                                    |                      |                           |                                 |
| Accounts payable                                            | \$ 91,359                            | \$ -                                   | \$ 231,484                                         | \$ 322,843           | \$ -                      | \$ 322,843                      |
| Interfund accounts payable                                  | \$ -                                 | \$ -                                   | \$ 290,975                                         | \$ 290,975           | \$ (498,001)              | \$ (207,026)                    |
| Accrued expenses                                            | 28,900                               | 42,900                                 | 20,400                                             | 92,200               | -                         | 92,200                          |
| Total current liabilities                                   | 120,259                              | 42,900                                 | 542,859                                            | 706,018              | (498,001)                 | 208,017                         |
| 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                            | 4,208,524                            | -                                      | -                                                  | 4,208,524            | -                         | 4,208,524                       |
| Total current liabilities payable<br>from restricted assets | 4,208,524                            | 3,315,000                              | 5,975,000                                          | 13,498,524           | -                         | 13,498,524                      |
| Total current liabilities                                   | 4,328,783                            | 3,357,900                              | 6,517,859                                          | 14,204,542           | (498,001)                 | 13,706,541                      |
| Non-current liabilities                                     |                                      |                                        |                                                    |                      |                           |                                 |
| Other post-employment benefits                              | 178,309                              | 158,292                                | 47,441                                             | 384,042              | -                         | 384,042                         |
| 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                               | 252,883                              | 6,891,694                              | 4,384,189                                          | 11,528,766           | -                         | 11,528,766                      |
| Total liabilities                                           | 4,581,666                            | 10,249,594                             | 10,902,048                                         | 25,733,308           | (498,001)                 | 25,235,307                      |
| <b>Net Position</b>                                         |                                      |                                        |                                                    |                      |                           |                                 |
| Net position                                                | (3,350,114)                          | 563,921                                | (1,138,136)                                        | (3,924,329)          | -                         | (3,924,329)                     |
| Net income (loss)                                           | 1,428,642                            | 105,639                                | 1,851,056                                          | 3,385,337            | -                         | 3,385,337                       |
| Total net position                                          | (1,921,472)                          | 669,560                                | 712,920                                            | (538,992)            | -                         | (538,992)                       |
| <b>Total</b>                                                | <u>\$ 2,660,194</u>                  | <u>\$ 10,919,154</u>                   | <u>\$ 11,614,968</u>                               | <u>\$ 25,194,316</u> | <u>\$ (498,001)</u>       | <u>\$ 24,696,315</u>            |

HEALTH SELF-INSURANCE FUND



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# Health Self-Insurance Fund – Financial Notes

## For the Twelve Months Ended June 30, 2019

(Preliminary, subject to audit)

### Income Statement

1. **Bi-State Dev supplementary contributions** – In fiscal year 2018 Bi-State made a supplementary employer contribution of \$6.0 million to cover a high amount of paid employee medical claims.
2. **Total year-to-date revenue** increased 13.7% from prior year, net of the \$6.0 million Bi-State supplementary contribution in fiscal 2018.
3. **Claim payments and related expenses** decreased 11.6% from prior year to \$34.2 million due to a lower cost of claims and a higher amount of experience rebates from the insurance company.
4. **Total year-to-date expense** decreased 11.0% from prior year to \$35.4 million.
5. **Net income** is \$1.4 million.

### Balance Sheet

1. **Accounts and notes receivable** increased \$375.2 thousand. This represents refunds due from the insurance company which was not received before the end of the fiscal year.
2. **Accounts payable** decreased of \$316.6 thousand because most outstanding invoices were able to be paid before the end of the fiscal year.

### Cash Flow

1. **Net cash activity year-to-date** is \$351.4 thousand cash inflow.

**Health Self-Insurance Fund**  
**Statement of Activities**  
**For the Quarter Ended June 30, 2019**  
(unaudited)

|                                           | Current          |              |                               |                  |              | Year to Date |              |                               |                  |                |
|-------------------------------------------|------------------|--------------|-------------------------------|------------------|--------------|--------------|--------------|-------------------------------|------------------|----------------|
|                                           | Actual           | Budget       | \$ Favorable<br>(Unfavorable) | % Fav<br>(Unfav) | Prior Year   | Actual       | Budget       | \$ Favorable<br>(Unfavorable) | % Fav<br>(Unfav) | Prior Year     |
| <b>Revenue</b>                            |                  |              |                               |                  |              |              |              |                               |                  |                |
| Employee medical contributions            | \$ 1,949,979     | \$ 1,768,629 | \$ 181,350                    | 10.3             | \$ 1,721,753 | \$ 7,299,925 | \$ 7,074,516 | \$ 225,409                    | 3.2              | \$ 6,604,802   |
| Employee dental contributions             | 125,471          | 136,093      | (10,622)                      | (7.8)            | 128,290      | 512,983      | 544,371      | (31,388)                      | (5.8)            | 505,247        |
| Employee gym membership                   | 969              | 1,419        | (450)                         | (31.7)           | 1,203        | 4,085        | 5,677        | (1,592)                       | (28.0)           | 5,136          |
| Bi-State Dev medical contributions        | 7,517,800        | 6,764,844    | 752,956                       | 11.1             | 7,283,414    | 28,572,164   | 27,059,376   | 1,512,788                     | 5.6              | 24,892,478     |
| Bi-State Dev dental contributions         | 159,634          | 159,053      | 581                           | 0.4              | 160,783      | 646,856      | 636,213      | 10,643                        | 1.7              | 627,766        |
| Bi-State Dev EAP contributions            | 9,376            | 10,296       | (920)                         | (8.9)            | 9,424        | 39,007       | 41,182       | (2,175)                       | (5.3)            | 38,257         |
| Bi-State Dev supplementary contributions  | (1) -            | -            | -                             | -                | 6,000,000    | -            | -            | -                             | -                | 6,000,000      |
| Healthy Savings Plan                      | (51,129)         | (42,175)     | (8,954)                       | (21.2)           | (42,520)     | (234,538)    | (168,700)    | (65,838)                      | (39.0)           | (245,279)      |
| Interest income                           | 7,573            | -            | 7,573                         | -                | -            | 37,133       | -            | 37,133                        | -                | -              |
| <b>Total revenue</b>                      | (2) 9,719,673    | 8,798,159    | 921,514                       | 10.5             | 15,262,347   | 36,877,615   | 35,192,635   | 1,684,980                     | 4.8              | 38,428,407     |
| <b>Expense</b>                            |                  |              |                               |                  |              |              |              |                               |                  |                |
| Wages and benefits                        | 199,219          | 214,852      | 15,633                        | 7.3              | 210,732      | 812,477      | 861,649      | 49,172                        | 5.7              | 855,008        |
| Services                                  | 167,089          | 110,419      | (56,670)                      | (51.3)           | 159,062      | 332,779      | 441,675      | 108,896                       | 24.7             | 244,508        |
| Materials and supplies                    | 9,790            | 14,926       | 5,136                         | 34.4             | 3,458        | 33,106       | 55,400       | 22,294                        | 40.2             | 19,509         |
| Utilities                                 | 2,080            | 745          | (1,335)                       | (179.2)          | 1,243        | 4,979        | 2,980        | (1,999)                       | (67.1)           | 4,964          |
| Other expenses                            | 23,677           | 13,807       | (9,870)                       | (71.5)           | 15,893       | 77,830       | 55,227       | (22,603)                      | (40.9)           | 30,917         |
| Medical claims paid                       | (3) 7,174,660    | 5,960,434    | (1,214,226)                   | (20.4)           | 8,855,200    | 28,332,607   | 23,841,737   | (4,490,870)                   | (18.8)           | 31,183,353     |
| Contra medical                            | (3) (1,081,481)  | (286,144)    | 795,337                       | 277.9            | (567,704)    | (3,038,903)  | (1,144,577)  | 1,894,326                     | 165.5            | (1,881,121)    |
| Dental claims paid                        | (3) 233,792      | 260,622      | 26,830                        | 10.3             | 255,152      | 1,019,080    | 1,042,488    | 23,408                        | 2.2              | 986,570        |
| Medical TPA fees                          | (3) 137,348      | 390,097      | 252,749                       | 64.8             | 307,798      | 722,343      | 1,560,389    | 838,046                       | 53.7             | 998,710        |
| Prescription (RX) claims/admin fees       | (3) 1,713,351    | 1,845,491    | 132,140                       | 7.2              | 1,988,995    | 6,455,499    | 7,381,962    | 926,463                       | 12.6             | 6,805,041      |
| Medical stop loss                         | (3) 83,010       | 100,110      | 17,100                        | 17.1             | 109,658      | 460,303      | 400,440      | (59,863)                      | (14.9)           | 365,296        |
| Other administrative and third party fees | (3) 52,580       | 173,316      | 120,736                       | 69.7             | 68,063       | 236,873      | 693,265      | 456,392                       | 65.8             | 228,179        |
| <b>Total expense</b>                      | (4) 8,715,115    | 8,798,675    | 83,560                        | 0.9              | 11,407,550   | 35,448,973   | 35,192,635   | (256,338)                     | (0.7)            | 39,840,934     |
| <b>Net income (loss)</b>                  | (5) \$ 1,004,558 | \$ (516)     | \$ 1,005,074                  | n/a              | \$ 3,854,797 | \$ 1,428,642 | \$ -         | \$ 1,428,642                  | -                | \$ (1,412,527) |

**Health Self-Insurance Fund**  
**Quarterly Statement of Financial Position**  
**June 30, 2019**  
(unaudited)

|                               | Current             |                     |                   |                   | Prior Year          |                     |                   |
|-------------------------------|---------------------|---------------------|-------------------|-------------------|---------------------|---------------------|-------------------|
|                               | Current<br>Period   | Prior<br>Period     | Dollar<br>Change  | Percent<br>Change | Prior<br>Year       | Dollar<br>Change    | Percent<br>Change |
| <b>Assets</b>                 |                     |                     |                   |                   |                     |                     |                   |
| Current assets                |                     |                     |                   |                   |                     |                     |                   |
| Cash and Cash Equivalents     | \$ 1,896,020        | \$ 2,031,749        | \$ (135,729)      | (6.7)             | \$ 1,544,652        | \$ 351,368          | 22.7              |
| Accounts and notes receivable | (1) 429,813         | 64,830              | 364,983           | 563.0             | 54,650              | 375,163             | 686.5             |
| Interfund accounts receivable | 334,361             | -                   | 334,361           | n/a               | -                   | 334,361             | n/a               |
| Total current assets          | 2,660,194           | 2,096,579           | 563,615           | 26.9              | 1,599,302           | 1,060,892           | 66.3              |
| Total assets                  | 2,660,194           | 2,096,579           | 563,615           | 26.9              | 1,599,302           | 1,060,892           | 66.3              |
| <b>Total</b>                  | <u>\$ 2,660,194</u> | <u>\$ 2,096,579</u> | <u>\$ 563,615</u> | 26.9              | <u>\$ 1,599,302</u> | <u>\$ 1,060,892</u> | 66.3              |

**Health Self-Insurance Fund**  
**Quarterly Statement of Financial Position**  
**June 30, 2019**  
(unaudited)

|                                                             | Current             |                     |                   |                   | Prior Year          |                     |                   |
|-------------------------------------------------------------|---------------------|---------------------|-------------------|-------------------|---------------------|---------------------|-------------------|
|                                                             | Current<br>Period   | Prior<br>Period     | Dollar<br>Change  | Percent<br>Change | Prior<br>Year       | Dollar<br>Change    | Percent<br>Change |
| <b>Liabilities</b>                                          |                     |                     |                   |                   |                     |                     |                   |
| Current liabilities                                         |                     |                     |                   |                   |                     |                     |                   |
| Accounts payable                                            | (2) \$ 91,359       | \$ 87,819           | \$ 3,540          | 4.0               | \$ 408,017          | \$ (316,658)        | (77.6)            |
| Interfund accounts payable                                  | -                   | 541,299             | (541,299)         | (100.0)           | 454,169             | (454,169)           | (100.0)           |
| Accrued expenses                                            | 28,900              | 24,500              | 4,400             | 18.0              | 33,200              | (4,300)             | (13.0)            |
| Total current liabilities                                   | 120,259             | 653,618             | (533,359)         | (81.6)            | 895,386             | (775,127)           | (86.6)            |
| Current liab payable from restricted assets                 |                     |                     |                   |                   |                     |                     |                   |
| Medical self-insurance liability                            | 4,208,524           | 4,123,146           | 85,378            | 2.1               | 3,812,031           | 396,493             | 10.4              |
| Total current liabilities payable<br>from restricted assets | 4,208,524           | 4,123,146           | 85,378            | 2.1               | 3,812,031           | 396,493             | 10.4              |
| Total current liabilities                                   | 4,328,783           | 4,776,764           | (447,981)         | (9.4)             | 4,707,417           | (378,634)           | (8.0)             |
| Non-current liabilities                                     |                     |                     |                   |                   |                     |                     |                   |
| Other post-employment benefits                              | 178,309             | 171,271             | 7,038             | 4.1               | 167,425             | 10,884              | 6.5               |
| Unfunded pension liabilities                                | 74,574              | 74,574              | -                 | -                 | 74,574              | -                   | -                 |
| Total non-current liabilities                               | 252,883             | 245,845             | 7,038             | 2.9               | 241,999             | 10,884              | 4.5               |
| Total liabilities                                           | 4,581,666           | 5,022,609           | (440,943)         | (8.8)             | 4,949,416           | (367,750)           | (7.4)             |
| <b>Net Position</b>                                         |                     |                     |                   |                   |                     |                     |                   |
| Net position                                                | (3,350,114)         | (3,350,114)         | -                 | -                 | (1,937,587)         | (1,412,527)         | (72.9)            |
| Net income (loss)                                           | 1,428,642           | 424,084             | 1,004,558         | 236.9             | (1,412,527)         | 2,841,169           | 201.1             |
| Total net position                                          | (1,921,472)         | (2,926,030)         | 1,004,558         | 34.3              | (3,350,114)         | 1,428,642           | 42.6              |
| <b>Total</b>                                                | <u>\$ 2,660,194</u> | <u>\$ 2,096,579</u> | <u>\$ 563,615</u> | <u>26.9</u>       | <u>\$ 1,599,302</u> | <u>\$ 1,060,892</u> | <u>66.3</u>       |

**Health Self-Insurance Internal Service Fund**  
**Statement of Cash Flows**  
**For the Twelve Months Ended June 30, 2019**  
(unaudited)

|                                                                 |                     |                                                         |  |
|-----------------------------------------------------------------|---------------------|---------------------------------------------------------|--|
| <b>Cash flows from operating activities</b>                     |                     | <b>Supplemental disclosure of cash flow information</b> |  |
| Receipts from customers                                         | \$ (375,163)        | <b>Noncash Activities:</b><br>None.                     |  |
| Payments to employees                                           | (805,894)           |                                                         |  |
| Payments to vendors                                             | (765,352)           |                                                         |  |
| Payments for self-insurance                                     | (33,791,309)        |                                                         |  |
| Receipts (payments) from inter-fund activity                    | <u>36,051,953</u>   |                                                         |  |
| <b>Net cash provided by (used in) operating activities</b>      | <u>314,235</u>      |                                                         |  |
| <b>Cash flows from non capital financing activities</b>         |                     |                                                         |  |
| None                                                            |                     |                                                         |  |
| <b>Cash flows from capital and related financing activities</b> |                     |                                                         |  |
| None                                                            |                     |                                                         |  |
| <b>Cash flows from investing activities</b>                     |                     |                                                         |  |
| Interest received                                               | <u>37,133</u>       |                                                         |  |
| <b>Net cash provided by (used in) investing activities</b>      | <u>37,133</u>       |                                                         |  |
| <b>Net increase (decrease) in cash and cash equivalents</b>     | (1) 351,368         |                                                         |  |
| <b>Cash and cash equivalents, beginning of year</b>             | <u>1,544,652</u>    |                                                         |  |
| <b>Cash and cash equivalents, year to date</b>                  | <u>\$ 1,896,020</u> |                                                         |  |

# CASUALTY SELF-INSURANCE FUND



**BI-STATE  
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|                                          |    |
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# Casualty Self-Insurance Fund – Financial Notes

For the Twelve Months Ended June 30, 2019

(Preliminary, subject to audit)

## Income Statement

1. **Total year-to-date revenue** increased 46.9% from prior year due to increased charges for service, which is directly ties to claims payments.
2. **Claim payments** increased 23.0% from prior year to \$6.9 million primarily because of a few large payments.
3. **Total year-to-date expense** increased 21.2% from prior year to \$8.5 million.
4. **Net loss before transfers** is \$1.5 million.

## Balance Sheet

Nothing of note

## Cash Flow

1. **Net cash activity year-to-date** is \$21.1 thousand cash inflow.

**Casualty Self-Insurance Fund**  
**Statement of Activities**  
**For the Quarter Ended June 30, 2019**  
(unaudited)

|                                           | Current          |              |                               |                  |                | Year to Date |              |                               |                  |              |
|-------------------------------------------|------------------|--------------|-------------------------------|------------------|----------------|--------------|--------------|-------------------------------|------------------|--------------|
|                                           | Actual           | Budget       | \$ Favorable<br>(Unfavorable) | % Fav<br>(Unfav) | Prior Year     | Actual       | Budget       | \$ Favorable<br>(Unfavorable) | % Fav<br>(Unfav) | Prior Year   |
| <b>Revenue</b>                            |                  |              |                               |                  |                |              |              |                               |                  |              |
| Charges for services                      | (1) \$ 1,325,307 | \$ 1,346,250 | \$ (20,943)                   | (1.6)            | \$ 519,174     | \$ 6,800,095 | \$ 5,385,000 | \$ 1,415,095                  | 26.3             | \$ 4,699,937 |
| Interest income                           | 65,642           | 11,500       | 54,142                        | 470.8            | 41,983         | 220,017      | 46,000       | 174,017                       | 378.3            | 79,547       |
| <b>Total revenue</b>                      | (1) 1,390,949    | 1,357,750    | 33,199                        | 2.4              | 561,157        | 7,020,112    | 5,431,000    | 1,589,112                     | 29.3             | 4,779,484    |
| <b>Expense</b>                            |                  |              |                               |                  |                |              |              |                               |                  |              |
| Wages and benefits                        | 176,668          | 142,376      | (34,292)                      | (24.1)           | 145,223        | 660,457      | 570,992      | (89,465)                      | (15.7)           | 568,492      |
| Services                                  | 272              | 14,375       | 14,103                        | 98.1             | 475            | 45,379       | 57,500       | 12,121                        | 21.1             | 5,695        |
| Materials and supplies                    | 116              | 1,025        | 909                           | 88.7             | 1,008          | 1,630        | 4,100        | 2,470                         | 60.2             | 3,121        |
| Utilities                                 | 750              | 550          | (200)                         | (36.4)           | 533            | 1,992        | 2,200        | 208                           | 9.5              | 1,244        |
| Casualty and liability costs              | 220,263          | 212,500      | (7,763)                       | (3.7)            | 203,825        | 881,050      | 850,000      | (31,050)                      | (3.7)            | 815,301      |
| Other expenses                            | -                | 2,125        | 2,125                         | 100.0            | 465            | 2,996        | 8,500        | 5,504                         | 64.8             | 2,515        |
| Casualty claims paid                      | (2) 3,926,829    | 1,133,750    | (2,793,079)                   | (246.4)          | 3,190,664      | 6,914,473    | 4,535,000    | (2,379,473)                   | (52.5)           | 5,621,104    |
| <b>Total expense</b>                      | (3) 4,324,898    | 1,506,701    | (2,818,197)                   | (187.0)          | 3,542,193      | 8,507,977    | 6,028,292    | (2,479,685)                   | (41.1)           | 7,017,472    |
| <b>Net income (loss) before transfers</b> | (4) (2,933,949)  | (148,951)    | (2,784,998)                   | (1,869.7)        | (2,981,036)    | (1,487,865)  | (597,292)    | (890,573)                     | (149.1)          | (2,237,988)  |
| <b>Net transfers in (out)</b>             | 396,340          | 149,323      | 247,017                       | 165.4            | 934,276        | 1,593,504    | 597,292      | 996,212                       | 166.8            | 1,380,749    |
| <b>Net income (loss)</b>                  | \$ (2,537,609)   | \$ 372       | \$ (2,537,981)                | n/a              | \$ (2,046,760) | \$ 105,639   | \$ -         | \$ 105,639                    | -                | \$ (857,239) |

**Casualty Self-Insurance Fund**  
**Quarterly Statement of Financial Position**  
**June 30, 2019**  
(unaudited)

|                               | Current              |                      |                       |                   | Prior Year           |                   |                   |
|-------------------------------|----------------------|----------------------|-----------------------|-------------------|----------------------|-------------------|-------------------|
|                               | Current<br>Period    | Prior<br>Period      | Dollar<br>Change      | Percent<br>Change | Prior<br>Year        | Dollar<br>Change  | Percent<br>Change |
| <b>Assets</b>                 |                      |                      |                       |                   |                      |                   |                   |
| Current assets                |                      |                      |                       |                   |                      |                   |                   |
| Cash and Cash Equivalents     | \$ 10,682,666        | \$ 12,594,072        | \$ (1,911,406)        | (15.2)            | \$ 10,661,598        | \$ 21,068         | 0.2               |
| Accounts and notes receivable | 72,848               | -                    | 72,848                | n/a               | -                    | 72,848            | n/a               |
| Interfund accounts receivable | 163,640              | 633,212              | (469,572)             | (74.2)            | 140,932              | 22,708            | 16.1              |
| Other current assets          | -                    | 220,263              | (220,263)             | (100.0)           | -                    | -                 | n/a               |
| Total current assets          | 10,919,154           | 13,447,547           | (2,528,393)           | (18.8)            | 10,802,530           | 116,624           | 1.1               |
| Total assets                  | 10,919,154           | 13,447,547           | (2,528,393)           | (18.8)            | 10,802,530           | 116,624           | 1.1               |
| <b>Total</b>                  | <u>\$ 10,919,154</u> | <u>\$ 13,447,547</u> | <u>\$ (2,528,393)</u> | <u>(18.8)</u>     | <u>\$ 10,802,530</u> | <u>\$ 116,624</u> | <u>1.1</u>        |

**Casualty Self-Insurance Fund**  
**Quarterly Statement of Financial Position**  
**June 30, 2019**  
(unaudited)

|                                                          | Current              |                      |                       |                | Prior Year           |                   |                |
|----------------------------------------------------------|----------------------|----------------------|-----------------------|----------------|----------------------|-------------------|----------------|
|                                                          | Current Period       | Prior Period         | Dollar Change         | Percent Change | Prior Year           | Dollar Change     | Percent Change |
| <b>Liabilities</b>                                       |                      |                      |                       |                |                      |                   |                |
| Current liabilities                                      |                      |                      |                       |                |                      |                   |                |
| Accrued expenses                                         | \$ 42,900            | 39,400               | \$ 3,500              | 8.9            | 40,700               | \$ 2,200          | 5.4            |
| Total current liabilities                                | 42,900               | 39,400               | 3,500                 | 8.9            | 40,700               | 2,200             | 5.4            |
| Current liab payable from restricted assets              |                      |                      |                       |                |                      |                   |                |
| Short-term self-insurance                                | 3,315,000            | 3,315,000            | -                     | -              | 3,315,000            | -                 | -              |
| Total current liabilities payable from restricted assets | 3,315,000            | 3,315,000            | -                     | -              | 3,315,000            | -                 | -              |
| Total current liabilities                                | 3,357,900            | 3,354,400            | 3,500                 | 0.1            | 3,355,700            | 2,200             | 0.1            |
| Non-current liabilities                                  |                      |                      |                       |                |                      |                   |                |
| Other post-employment benefits                           | 158,292              | 152,576              | 5,716                 | 3.7            | 149,506              | 8,786             | 5.9            |
| Long-term self-insurance                                 | 6,620,000            | 6,620,000            | -                     | -              | 6,620,000            | -                 | -              |
| Unfunded pension liabilities                             | 113,402              | 113,402              | -                     | -              | 113,402              | -                 | -              |
| Total non-current liabilities                            | 6,891,694            | 6,885,978            | 5,716                 | 0.1            | 6,882,908            | 8,786             | 0.1            |
| Total liabilities                                        | 10,249,594           | 10,240,378           | 9,216                 | 0.1            | 10,238,608           | 10,986            | 0.1            |
| <b>Net Position</b>                                      |                      |                      |                       |                |                      |                   |                |
| Net position                                             | 563,921              | 563,921              | -                     | -              | 1,421,161            | (857,240)         | (60.3)         |
| Net income (loss)                                        | 105,639              | 2,643,248            | (2,537,609)           | (96.0)         | (857,239)            | 962,878           | 112.3          |
| Total net position                                       | 669,560              | 3,207,169            | (2,537,609)           | (79.1)         | 563,922              | 105,638           | 18.7           |
| <b>Total</b>                                             | <u>\$ 10,919,154</u> | <u>\$ 13,447,547</u> | <u>\$ (2,528,393)</u> | <u>(18.8)</u>  | <u>\$ 10,802,530</u> | <u>\$ 116,624</u> | <u>1.1</u>     |

**Casualty Self-Insurance Internal Service Fund**  
**Statement of Cash Flows**  
**For the Twelve Months Ended June 30, 2019**  
(unaudited)

|                                                                        |                      |                                                         |
|------------------------------------------------------------------------|----------------------|---------------------------------------------------------|
| <b>Cash flows from operating activities</b>                            |                      | <b>Supplemental disclosure of cash flow information</b> |
| Receipts from customers                                                | \$ 6,727,247         | <b>Noncash Activities:</b><br>None.                     |
| Payments to employees                                                  | (649,472)            |                                                         |
| Payments to vendors                                                    | (51,996)             |                                                         |
| Payments for self-insurance                                            | (7,795,524)          |                                                         |
| Receipts (payments) from inter-fund activity                           | <u>(22,708)</u>      |                                                         |
| <b>Net cash provided by (used in) operating activities</b>             | <u>(1,792,453)</u>   |                                                         |
| <b>Cash flows from non capital financing activities</b>                |                      |                                                         |
| Net transfers                                                          | 1,593,504            |                                                         |
| <b>Net cash provided by (used in) non capital financing activities</b> | <u>1,593,504</u>     |                                                         |
| <b>Cash flows from capital and related financing activities</b>        |                      |                                                         |
| None                                                                   |                      |                                                         |
| <b>Cash flows from investing activities</b>                            |                      |                                                         |
| Interest received                                                      | <u>220,017</u>       |                                                         |
| <b>Net cash provided by (used in) investing activities</b>             | <u>220,017</u>       |                                                         |
| <b>Net increase (decrease) in cash and cash equivalents</b>            | (1) 21,068           |                                                         |
| <b>Cash and cash equivalents, beginning of year</b>                    | <u>10,661,598</u>    |                                                         |
| <b>Cash and cash equivalents, year to date</b>                         | <u>\$ 10,682,666</u> |                                                         |

WORKER’S COMPENSATION SELF-INSURANCE FUND



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# Workers Compensation Self-Insurance Fund – Financial Notes

## For the Twelve Months Ended June 30, 2019

(Preliminary, subject to audit)

### Income Statement

1. **Total year-to-date revenue** increased 7.9% from prior year due to increased charges for service, which is directly tied to claims payments.
2. **Claim payments** decreased 28.0% from prior year to \$6.6 million.
3. **Total year-to-date expense** decreased 25.8% from prior year to \$7.6 million.
4. **Net income before transfers** is \$909.6 thousand.

### Balance Sheet

1. **Investments** increased to \$2.3 million via a transfer of a self-insurance investment previously held in Metro Transit being moved to the Workers Compensation Self-Insurance Fund.

### Cash Flow

1. **Net cash activity year-to-date** is \$2.3 million cash inflow.

**Workers Compensation Self-Insurance Fund**  
**Statement of Activities**  
**For the Quarter Ended June 30, 2019**  
(unaudited)

|                                           | Current          |              |                               |                  |                | Year to Date |              |                               |                  |                |
|-------------------------------------------|------------------|--------------|-------------------------------|------------------|----------------|--------------|--------------|-------------------------------|------------------|----------------|
|                                           | Actual           | Budget       | \$ Favorable<br>(Unfavorable) | % Fav<br>(Unfav) | Prior Year     | Actual       | Budget       | \$ Favorable<br>(Unfavorable) | % Fav<br>(Unfav) | Prior Year     |
| <b>Revenue</b>                            |                  |              |                               |                  |                |              |              |                               |                  |                |
| Charges for Services                      | (1) \$ 1,739,642 | \$ 1,384,502 | \$ 355,140                    | 25.7             | \$ 1,193,838   | \$ 8,296,462 | \$ 5,538,008 | \$ 2,758,454                  | 49.8             | \$ 7,774,076   |
| Interest income                           | 43,491           | 33,812       | 9,679                         | 28.6             | 35,348         | 195,390      | 135,250      | 60,140                        | 44.5             | 95,934         |
| <b>Total revenue</b>                      | (1) 1,783,133    | 1,418,314    | 364,819                       | 25.7             | 1,229,186      | 8,491,852    | 5,673,258    | 2,818,594                     | 49.7             | 7,870,010      |
| <b>Expense</b>                            |                  |              |                               |                  |                |              |              |                               |                  |                |
| Wages and benefits                        | 86,575           | 151,249      | 64,674                        | 42.8             | (43,218)       | 348,257      | 605,952      | 257,695                       | 42.5             | 371,679        |
| Services                                  | 16,855           | 8,875        | (7,980)                       | (89.9)           | 475            | 33,452       | 35,500       | 2,048                         | 5.8              | 5,993          |
| Materials and supplies                    | 9                | 625          | 616                           | 98.6             | 20             | 406          | 2,500        | 2,094                         | 83.8             | 1,124          |
| Utilities                                 | 234              | 150          | (84)                          | (56.0)           | 144            | 559          | 600          | 41                            | 6.8              | 331            |
| Casualty and liability costs              | 54,008           | 56,250       | 2,242                         | 4.0              | (57,534)       | 222,189      | 225,000      | 2,811                         | 1.2              | 212,610        |
| Other expenses                            | 107,578          | 113,875      | 6,297                         | 5.5              | 372,726        | 336,632      | 455,500      | 118,868                       | 26.1             | 403,433        |
| Workers Compensation claims paid          | (2) 1,767,775    | 1,384,502    | (383,273)                     | (27.7)           | 4,505,173      | 6,640,795    | 5,538,008    | (1,102,787)                   | (19.9)           | 9,224,526      |
| <b>Total expense</b>                      | (3) 2,033,034    | 1,715,526    | (317,508)                     | (18.5)           | 4,777,786      | 7,582,290    | 6,863,060    | (719,230)                     | (10.5)           | 10,219,696     |
| <b>Net income (loss) before transfers</b> | (4) (249,901)    | (297,212)    | 47,311                        | 15.9             | (3,548,600)    | 909,562      | (1,189,802)  | 2,099,364                     | 176.4            | (2,349,686)    |
| <b>Net transfers in (out)</b>             | 265,184          | 297,451      | (32,267)                      | (10.8)           | 536,624        | 941,494      | 1,189,802    | (248,308)                     | (20.9)           | 988,102        |
| <b>Net income (loss)</b>                  | \$ 15,283        | \$ 239       | \$ 15,044                     | 6,294.6          | \$ (3,011,976) | \$ 1,851,056 | \$ -         | \$ 1,851,056                  | -                | \$ (1,361,584) |



**Workers Compensation Self-Insurance Fund**  
**Quarterly Statement of Financial Position**  
**June 30, 2019**  
(unaudited)

|                                | Current              |                      |                   |                   | Prior Year          |                     |                   |
|--------------------------------|----------------------|----------------------|-------------------|-------------------|---------------------|---------------------|-------------------|
|                                | Current<br>Period    | Prior<br>Period      | Dollar<br>Change  | Percent<br>Change | Prior<br>Year       | Dollar<br>Change    | Percent<br>Change |
| <b>Assets</b>                  |                      |                      |                   |                   |                     |                     |                   |
| Current assets                 |                      |                      |                   |                   |                     |                     |                   |
| Cash and Cash Equivalents      | \$ 8,871,253         | \$ 7,733,299         | \$ 1,137,954      | 14.7              | \$ 8,968,552        | \$ (97,299)         | (1.1)             |
| Investments                    | (1) 2,348,988        | 2,348,988            | -                 | -                 | -                   | 2,348,988           | n/a               |
| Accounts and notes receivable  | 114,136              | 1,372                | 112,764           | n/a               | -                   | 114,136             | n/a               |
| Interfund accounts receivable  | -                    | 900,534              | (900,534)         | (100.0)           | 267,192             | (267,192)           | (100.0)           |
| Restricted accounts receivable | 49,107               | 35,142               | 13,965            | 39.7              | -                   | 49,107              | n/a               |
| Other current assets           | 231,484              | 54,008               | 177,476           | 328.6             | -                   | 231,484             | n/a               |
| Total current assets           | 11,614,968           | 11,073,343           | 541,625           | 4.9               | 9,235,744           | 2,379,224           | 25.8              |
| Total assets                   | 11,614,968           | 11,073,343           | 541,625           | 4.9               | 9,235,744           | 2,379,224           | 25.8              |
| <b>Total</b>                   | <b>\$ 11,614,968</b> | <b>\$ 11,073,343</b> | <b>\$ 541,625</b> | <b>4.9</b>        | <b>\$ 9,235,744</b> | <b>\$ 2,379,224</b> | <b>25.8</b>       |

**Workers Compensation Self-Insurance Fund**  
**Quarterly Statement of Financial Position**  
**June 30, 2019**  
(unaudited)

|                                                          | Current        |               |               |                | Prior Year   |               |                |
|----------------------------------------------------------|----------------|---------------|---------------|----------------|--------------|---------------|----------------|
|                                                          | Current Period | Prior Period  | Dollar Change | Percent Change | Prior Year   | Dollar Change | Percent Change |
| <b>Liabilities</b>                                       |                |               |               |                |              |               |                |
| Current liabilities                                      |                |               |               |                |              |               |                |
| Accounts payable                                         | \$ 231,484     | \$ -          | \$ 231,484    | n/a            | \$ -         | \$ 231,484    | n/a            |
| Interfund accounts payable                               | \$ 290,975     | \$ -          | \$ 290,975    | n/a            | \$ -         | \$ 290,975    | n/a            |
| Accrued expenses                                         | 20,400         | 19,300        | 1,100         | 5.7            | 19,100       | 1,300         | 6.8            |
| Total current liabilities                                | 542,859        | 19,300        | 523,559       | n/a            | 19,100       | 523,759       | n/a            |
| Current liab payable from restricted assets              |                |               |               |                |              |               |                |
| Short-term self-insurance                                | 5,975,000      | 5,975,000     | -             | -              | 5,975,000    | -             | -              |
| Total current liabilities payable from restricted assets | 5,975,000      | 5,975,000     | -             | -              | 5,975,000    | -             | -              |
| Total current liabilities                                | 6,517,859      | 5,994,300     | 523,559       | 8.7            | 5,994,100    | 523,759       | 8.7            |
| Non-current liabilities                                  |                |               |               |                |              |               |                |
| Other post-employment benefits                           | 47,441         | 44,658        | 2,783         | 6.2            | 43,032       | 4,409         | 10.2           |
| Long-term self-insurance                                 | 4,294,000      | 4,294,000     | -             | -              | 4,294,000    | -             | -              |
| Unfunded pension liabilities                             | 42,748         | 42,748        | -             | -              | 42,748       | -             | -              |
| Total non-current liabilities                            | 4,384,189      | 4,381,406     | 2,783         | 0.1            | 4,379,780    | 4,409         | 0.1            |
| Total liabilities                                        | 10,902,048     | 10,375,706    | 526,342       | 5.1            | 10,373,880   | 528,168       | 5.1            |
| <b>Net Position</b>                                      |                |               |               |                |              |               |                |
| Net position                                             | (1,138,136)    | (1,138,136)   | -             | -              | 223,448      | (1,361,584)   | (609.4)        |
| Net income (loss)                                        | 1,851,056      | 1,835,773     | 15,283        | 0.8            | (1,361,584)  | 3,212,640     | 235.9          |
| Total net position                                       | 712,920        | 697,637       | 15,283        | 2.2            | (1,138,136)  | 1,851,056     | 162.6          |
| <b>Total</b>                                             | \$ 11,614,968  | \$ 11,073,343 | \$ 541,625    | 4.9            | \$ 9,235,744 | \$ 2,379,224  | 25.8           |

**Worker's Compensation Self-Insurance Fund**  
**Statement of Cash Flows**  
**For the Twelve Months Ended June 30, 2019**  
(unaudited)

|                                                                        |                      |                                                         |  |
|------------------------------------------------------------------------|----------------------|---------------------------------------------------------|--|
| <b>Cash flows from operating activities</b>                            |                      | <b>Supplemental disclosure of cash flow information</b> |  |
| Receipts from customers                                                | \$ 8,182,326         | <b>Noncash Activities:</b><br>None                      |  |
| Payments to employees                                                  | (342,547)            |                                                         |  |
| Payments to vendors                                                    | (371,049)            |                                                         |  |
| Payments for self-insurance                                            | (6,862,985)          |                                                         |  |
| Receipts (payments) from inter-fund activity                           | 558,167              |                                                         |  |
| <b>Net cash provided by (used in) operating activities</b>             | <u>1,163,912</u>     |                                                         |  |
| <b>Cash flows from non capital financing activities</b>                |                      |                                                         |  |
| Net transfers                                                          | <u>941,494</u>       |                                                         |  |
| <b>Net cash provided by (used in) non capital financing activities</b> | <u>941,494</u>       |                                                         |  |
| <b>Cash flows from capital and related financing activities</b>        |                      |                                                         |  |
| None                                                                   |                      |                                                         |  |
| <b>Cash flows from investing activities</b>                            |                      |                                                         |  |
| Interest received                                                      | <u>146,283</u>       |                                                         |  |
| <b>Net cash provided by (used in) investing activities</b>             | <u>146,283</u>       |                                                         |  |
| <b>Net increase (decrease) in cash and cash equivalents</b>            | (1) 2,251,689        |                                                         |  |
| <b>Cash and cash equivalents, beginning of year</b>                    | <u>8,968,552</u>     |                                                         |  |
| <b>Cash and cash equivalents, year to date</b>                         | <u>\$ 11,220,241</u> |                                                         |  |



Staffing ..... 75

**BI-STATE DEVELOPMENT  
STAFFING LEVEL REPORT  
June 2019**

|                                                    | EMPLOYEES AT END OF MONTH |           |             |                  | BUDGETED<br>POSITIONS | VARIANCE     | PERCENT<br>VARIANCE |
|----------------------------------------------------|---------------------------|-----------|-------------|------------------|-----------------------|--------------|---------------------|
|                                                    | PRIOR<br>MONTH            | ADDED     | DELETED     | CURRENT<br>MONTH |                       |              |                     |
| A.T.U. Maintenance & Operations:                   |                           |           |             |                  |                       |              |                     |
| Light Rail Vehicle Operators                       | 102                       | 0         | (2)         | 100              | 102                   | (2)          | -2.0%               |
| PT Bus Operators                                   | 14                        | 0         | (10)        | 4                | 85                    | (81)         | -95.3%              |
| Bus Operators                                      | 897                       | 20        | (10)        | 907              | 828                   | 79           | 9.5%                |
| Van Operators                                      | 187                       | 13        | (8)         | 192              | 200                   | (8)          | -4.0%               |
| Vehicle Maintenance                                | 275                       | 0         | (4)         | 271              | 283                   | (12)         | -4.2%               |
| MetroBus Support Services and Facility Maintenance | 23                        | 0         | 0           | 23               | 25                    | (2)          | -8.0%               |
| Right of Way Maintenance                           | 49                        | 0         | 0           | 49               | 53                    | (4)          | -7.5%               |
| Revenue Operations & Maintenance                   | 13                        | 0         | 0           | 13               | 15                    | (2)          | -13.3%              |
| Materials Management                               | <u>25</u>                 | <u>0</u>  | <u>(1)</u>  | <u>24</u>        | <u>27</u>             | <u>(3)</u>   | <u>-11.1%</u>       |
| SUBTOTAL A.T.U. Maintenance & Operations           | 1,585                     | 33        | (35)        | 1,583            | 1,618                 | (35)         | -2.2%               |
| Other:                                             |                           |           |             |                  |                       |              |                     |
| A.T.U. Clerical Unit                               | 43                        | 0         | 0           | 43               | 52                    | (9)          | -17.3%              |
| I.B.E.W.                                           | 60                        | 0         | 0           | 60               | 66                    | (6)          | -9.1%               |
| Salaried                                           | 467                       | 5         | (7)         | 465              | 540                   | (75)         | -13.9%              |
| SUBTOTAL Other                                     | 570                       | 5         | (7)         | 568              | 658                   | (90)         | -13.7%              |
| <b>TOTAL</b>                                       | <b>2,155</b>              | <b>38</b> | <b>(42)</b> | <b>2,151</b>     | <b>2,276</b>          | <b>(125)</b> | <b>-5.5%</b>        |
| ARCH                                               |                           |           |             |                  |                       |              |                     |
| Salaried:                                          | 16                        | 1         | 0           | 17               | 17                    | 0            | 0.0%                |
| Hourly:*                                           | 114                       | 8         | (13)        | 109              | 84                    | 25           | 29.8%               |
| <b>TOTAL ARCH</b>                                  | <b>130</b>                | <b>9</b>  | <b>(13)</b> | <b>126</b>       | <b>101</b>            | <b>25</b>    | <b>24.8%</b>        |
| AIRPORT                                            | 9                         | 0         | 0           | 9                | 12                    | (3)          | -25.0%              |
| RIVERBOAT CRUISES                                  |                           |           |             |                  |                       |              |                     |
| Salaried:                                          | 14                        | 0         | 0           | 14               | 11                    | 3            | 27.3%               |
| Hourly:*                                           | 61                        | 7         | (7)         | 61               | 49                    | 12           | 24.5%               |
| <b>TOTAL RIVERBOAT CRUISES</b>                     | <b>75</b>                 | <b>7</b>  | <b>(7)</b>  | <b>75</b>        | <b>60</b>             | <b>15</b>    | <b>25.0%</b>        |
| EXECUTIVE OFFICE                                   | 28                        | 0         | (1)         | 27               | 36                    | (9)          | -25.0%              |
| <b>GRAND TOTAL</b>                                 | <b>2,397</b>              | <b>54</b> | <b>(63)</b> | <b>2,388</b>     | <b>2,485</b>          | <b>(97)</b>  | <b>-3.9%</b>        |

Does not include Security Officers, Interns or Temporary Employees

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

dd



# BI•STATE DEVELOPMENT



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# Memorandum

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**To:** Audit, Finance and Administration Committee

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

**Date:** July 25, 2019

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

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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.

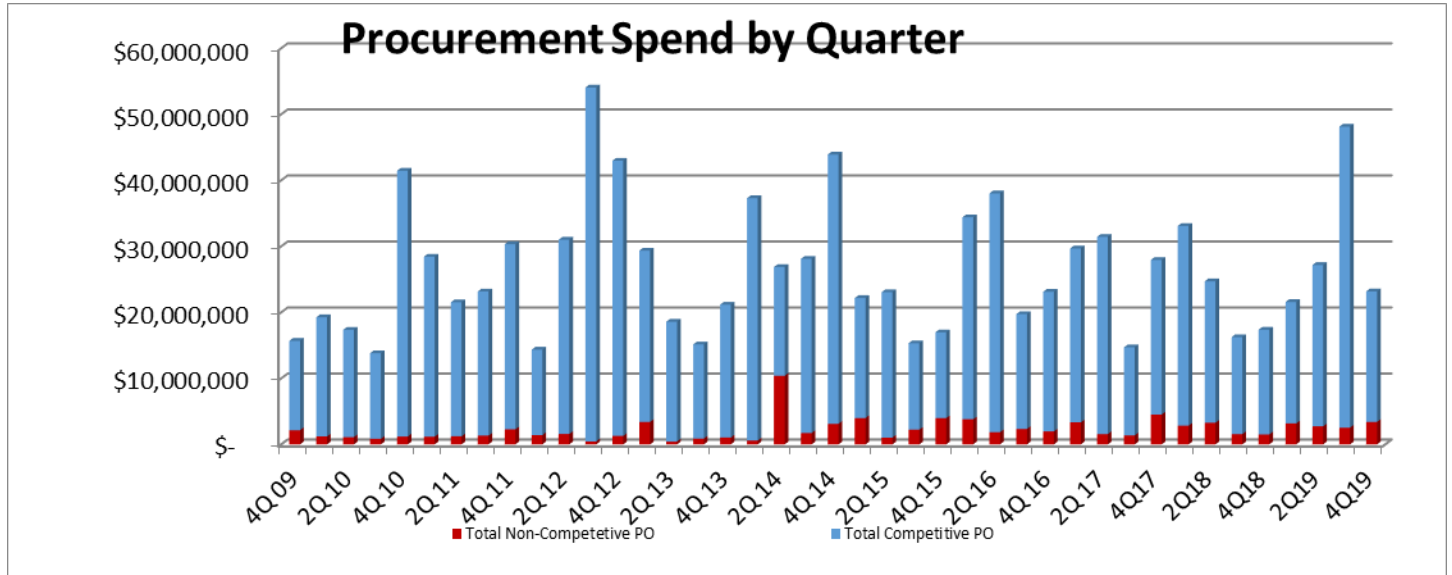
### **Section 5 – Procurement Card Administration**

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.

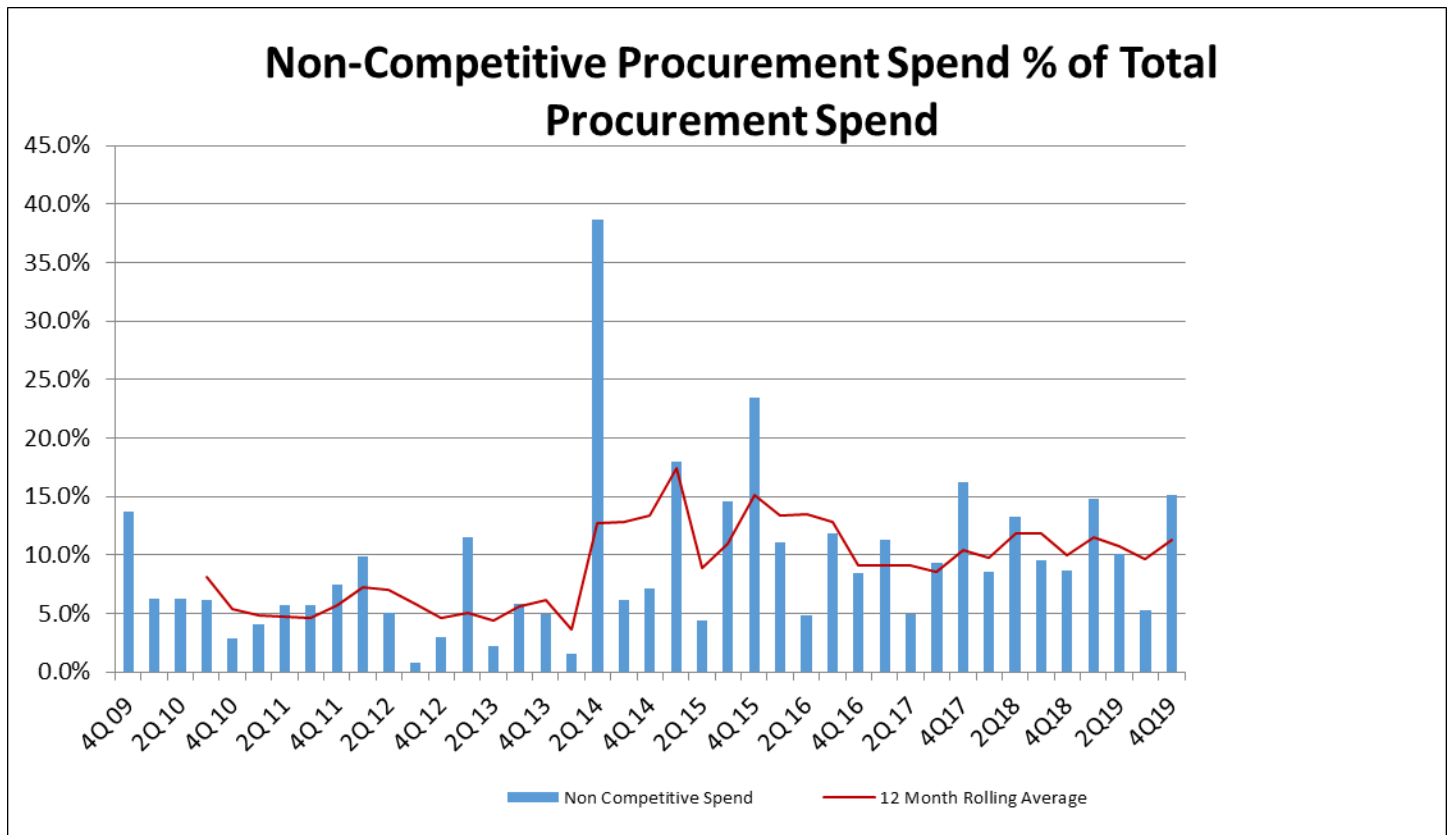
Please feel free to contact me with any suggestions, questions, or information requests that you may have.

**Procurement Activity Report**  
**Non-Competitive Procurement Trend**  
**Fourth Quarter FY2019**

Fourth Quarter 2019 Non-Competitive Procurements totaled \$3,406,119 or 15.1% of total Purchase Order Commitment volume of \$22,565,208.



Rolling last 12 months Non-Competitive Procurements totaled \$11,873,152 or 9.9% of total Purchase Order Commitment volume of \$119,437,807.



**NEW CONTRACT AWARDS EXCEEDING \$100,000  
JULY1, 2018 - JUNE, 30 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  | 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  | Dillard, Marian Denise | Open                  | 0               |
| 61379         | 0          | Arch Transportation System Tram Mechanics & Materials - FY19 Period of Performance July, 2018 - June 2019                                                            | Standard Purchase Order     | 9/28/18           | NATIONAL PARK SERVICE                 | \$ 1,135,590  | Dillard, Marian Denise | Open                  | 0               |
| 64120         | 0          | 18-RFP-105125-CB Design & Constrction Phase Services - Downtown Tunnel Repairs, Period of Perforance 330 calendar days                                               | Standard Purchase Order     | 4/29/19           | MODJESKI & MASTERS, INC               | \$ 869,768    | Bonds, Charcita M      | Open                  | 8%              |
| 61538         | 2          | 19-SB-105376-CB MO Ground Maintenance & Landscaping Services, Three Base Years and Two Option Years, Period of Performance October 15, 2018 - October 14, 2021       | Contract Purchase Agreement | 10/10/18          | BLUEGRASS LAWN CARE OF ST. LOUIS, LLC | \$ 861,315    | Bonds, Charcita M      | Open                  | 7%              |
| 63858         | 0          | 19-RFP-105718 MetroLink Stations Enhancements/Design. Period of Performance April 15, 2019 - July 15, 2020                                                           | Contract Purchase Agreement | 4/8/19            | WSP USA CORP                          | \$ 812,893    | Gates, Carol Renee     | Open                  | 11%             |
| 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    | 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    | 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    | Rowey, Deborah M       | Open                  | 0               |

**NEW CONTRACT AWARDS EXCEEDING \$100,000  
JULY1, 2018 - JUNE, 30 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> |
|---------------|------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------|-------------------|--------------------------------|---------------|----------------------|-----------------------|-----------------|
| 63407         | 0          | 18-SB-105225-CB Brentwood Oil & Water Separator-<br>Period of Performance March 21, 2019 -<br>November 30, 2019                                                                            | Standard Purchase Order     | 3/11/19           | HARLAN COMPANY (THE)           | \$ 404,800    | Bonds, Charcita M    | Open                  | 8%              |
| 61621         | 0          | 18-RFP-105058-CG Independent Audit Services, Three<br>Base Years and Two Option Years, Period of Performance<br>December 16, 2018 - December 15, 2021                                      | Contract Purchase Agreement | 10/16/18          | RUBIN BROWN LLP                | \$ 387,615    | Gates, Carol Renee   | Open                  | 10%             |
| 61437         | 0          | Chassis, Freightliner 114SD/2019- Bucket / Boom Truck<br>with Rail Gear                                                                                                                    | Standard Purchase Order     | 10/3/18           | CTEC HOLDING CO LLC            | \$ 383,562    | Howard, Bryan L      | Open                  | 0%              |
| 61209         | 0          | Sole Source Transit Master Annual Maintenance<br>Agreement 07 01 18 - 06 30 19                                                                                                             | Contract Purchase Agreement | 9/12/18           | TRAPEZE SOFTWARE GROUP         | \$ 352,217    | Johnson, Theresa     | Open                  | 0               |
| 62916         | 0          | 19-SB-105471-DGR DeBaliviere Facility Masonry Repair<br>Period of Performance Feb, 2019 through Aug, 2019.                                                                                 | Contract Purchase Agreement | 2/4/19            | WESTERN WATERPROOFING CO       | \$ 327,337    | Ramsay, David George | Open                  | 5%              |
| 63743         | 0          | 19-SB-GSAGS5F303DA-CA BSD Storage Refresh                                                                                                                                                  | Standard Purchase Order     | 3/28/19           | SECURE DATA TECHNOLOGIES, INC. | \$ 320,376    | Gates, Carol Renee   | Open                  | 0               |
| 60646         | 0          | 18-SB-105089-CB Feeder Wire Rehabilitation &<br>Substation Watrproofing at MO-05, Period of<br>Performance July 24, 2018 - December 7, 2018                                                | Standard Purchase Order     | 7/23/18           | WISSEHR ELECTRIC, INC          | \$ 318,880    | Bonds, Charcita M    | Open                  | 15%             |
| 63903         | 0          | 19-SB-105591-CB Ultrasonic Rail Testing, Three Base<br>Years and Two Option Years, Period of Performance<br>December 1, 2018 - November 30, 2021                                           | Contract Purchase Agreement | 4/9/19            | SPERRY RAIL SERVICE            | \$ 318,000    | Bonds, Charcita M    | Open                  | 0               |
| 60412         | 0          | 18-RFP-104933-DR Gateway Arch Public Relations /<br>Communication Agency Services, Three Base Years and<br>Two Option Years - Period of Performance October 24,<br>2018 - October 23, 2021 | Contract Purchase Agreement | 7/10/18           | COMMON GROUND PUBLIC RELATIONS | \$ 300,000    | Rowey, Deborah M     | Open                  | 21%             |
| 61557         | 0          | 18-RFQ-105523-BH Winter Storm Supplies                                                                                                                                                     | Standard Purchase Order     | 10/12/18          | KIRKWOOD MATERIAL SUPPLY, INC. | \$ 240,750    | Howard, Bryan L      | Open                  | 0               |

**NEW CONTRACT AWARDS EXCEEDING \$100,000  
JULY1, 2018 - JUNE, 30 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> |
|---------------|------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------|-------------------|------------------------------------------|---------------|------------------------|-----------------------|-----------------|
| 64305         | 0          | 19-RFP-105848-CG St. Clair County Transit District (COA) 2019 Period of Performance May 27, 2019 - February 26, 2020                                      | Contract Purchase Agreement | 5/14/19           | TRANSPORTATION MANAGEMENT & DESIGN, INC. | \$ 235,582    | Gates, Carol Renee     | Open                  | 0               |
| 62832         | 0          | 19-RFQ-105638-SG Food, Beverage, Produce, and Supply Items for the Gateway Riverboats/Dock Period of performance January 1, 2019 - December 31, 2019      | Standard Purchase Order     | 1/24/19           | US FOODSERVICE INC                       | \$ 200,500    | Griffin, Sandra P      | Open                  | 0               |
| 64657         | 0          | 19-RFP-105331-TJ Light Rail Digital Signs- 1ST Order For Prototypes Digital Signs For Trains                                                              | Standard Purchase Order     | 6/18/19           | ISC APPLIES SYSTEMS CORP                 | \$ 195,664    | Johnson, Theresa       | 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          | \$ 194,923    | Bonds, Charcita M      | Open                  | 7%              |
| 64659         | 0          | 19-RFP-105520-MD On-Call Information Technology Consulting Services - Tableau Consultant - Period of Performance July 2, 2019 - July 1, 2020              | Standard Purchase Order     | 6/18/19           | ADVANCED RESOURCES INC                   | \$ 187,200    | Dillard, Marian Denise | Open                  | 0               |
| 62200         | 0          | 19-RFQ-105523-BH Winter Supplies For Year 2018 Period of Performance January 1, 2019 - April 30, 2019                                                     | Standard Purchase Order     | 11/30/18          | GUNTHER SALT COMPANY                     | \$ 172,000    | Howard, Bryan L        | Open                  | 0               |
| 63209         | 0          | 19-SB-105737-CB, Pedestrian Access Control-Period of Performance February 26, 2019 - May 10, 2019                                                         | Standard Purchase Order     | 2/26/19           | RAINERI CONSTRUCTION, LLC                | \$ 142,650    | Bonds, Charcita M      | Open                  | 10%             |
| 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    | Hill, Diana L          | Open                  | 100%            |
| 62787         | 0          | Robert Half Financial Consultant. Period of Performance January 1, 2019 - March 31, 2019                                                                  | Standard Purchase Order     | 1/18/19           | ROBERT HALF INTERNATIONAL INC            | \$ 130,104    | Gates, Carol Renee     | Open                  | 0               |
| 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    | Bonds, Charcita M      | Open                  | 0               |
| 62593         | 0          | 19-SB-105462-TJ Missouri Yards & Shop Facility Cleaning,Three Year Base with Two Option Years , Period of Performance February 4, 2019 - February 5, 2024 | Contract Purchase Agreement | 1/4/19            | STEELO CLEANING LLC                      | \$ 120,000    | Johnson, Theresa       | Open                  | 10%             |

**NEW CONTRACT AWARDS EXCEEDING \$100,000  
JULY1, 2018 - JUNE, 30 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> |
|---------------|------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------|-------------------|---------------------------------|---------------|------------------------|-----------------------|-----------------|
| 63360         | 0          | 19-RFQ-105901-DR ERP Analyst II - Period of Performance - March 19, 2019 - October 3, 2019                                                                                         | Standard Purchase Order     | 3/6/19            | RANDSTAD NORTH AMERICA, LP      | \$ 119,600    | Dillard, Marian Denise | Open                  | 0               |
| 60538         | 0          | 18-SB-105249-CB Union Station Tunnel Asbestos Abatement, Period of Performance July 16, 2018 - October 12, 2018                                                                    | Standard Purchase Order     | 7/12/18           | MIDWEST ASBESTOS ABATEMENT CORP | \$ 118,880    | Bonds, Charcita M      | Open                  | 0               |
| 64195         | 0          | Microsoft Windows Server 2019 Datacenter-License-2 cores.                                                                                                                          | Contract Purchase Agreement | 5/6/19            | SHI INTERNATIONAL CORP          | \$ 117,149    | Gates, Carol Renee     | Open                  | 0               |
| 64121         | 0          | 19-RFP-105520-MD On-Call Information Technology Consulting Services for the Oracle Application DBA Consultant-Task Order 1 - Period of Performance May 6, 2019 to October 6, 2019. | Standard Purchase Order     | 4/29/19           | RANDSTAD NORTH AMERICA, LP      | \$ 117,000    | Dillard, Marian Denise | Open                  | 0               |
| 64271         | 0          | 19-RFP-105520-MD On-Call IT Consulting Services - Task Order 2 - Period of Performance - May 20, 2019 - November 20, 2019                                                          | Standard Purchase Order     | 5/10/19           | AMITECH SOLUTIONS, INC.         | \$ 114,400    | Dillard, Marian Denise | Open                  | 0               |
| 62833         | 0          | 19-RFQ-105638-SG Food, Beverage, Produce, and Supply Items for the Gateway Riverboats/Dock Period of performance January 1, 2019 - December 31, 2019                               | Standard Purchase Order     | 1/24/19           | SYSCO ST LOUIS LLC              | \$ 114,000    | Griffin, Sandra P      | Open                  | 0               |
| 62678         | 2          | 19-RFQ-105621-FP Conduct Healthcare Internal Audit. Period of Performance January 15, 2019 - January 14, 2020                                                                      | Standard Purchase Order     | 1/10/19           | BROWN SMITH WALLACE LLC         | \$ 111,935    | Paronish, Francis J Jr | Open                  | 0               |
| 63997         | 0          | 19-SS-106093-CG Professional Services for Jefferson National Expansion Memorial, One Base Year, Period of Performance April 1, 2019 - March 31. 2020                               | Contract Purchase Agreement | 4/18/19           | TARA RATH                       | \$ 110,000    | Gates, Carol Renee     | Open                  | 0               |

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| 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    |            | 16    | Security & Fare Enforcement Services              | Additional Funds/180 Day Extension      | Securitas Security Services USA, Inc                                                     | 10%   | \$ 3,235,705             | \$ 23,672,393          | 03/06/19 | \$ 4,971,414 | \$ 31,879,512           | Operations                                  | 180           | 2                      |
| 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                      |
| 13-RFP-5949-DH    |            |       | Communications System Agreement                   | Change Order                            | Motorola Solutions, Inc.                                                                 | 0%    | \$ 13,000,000            | \$ (346,837)           | 01/08/19 | \$ 346,837   | \$ 13,000,000           | MO-05-0028<br>MO-90-X231<br>Prop M<br>SCCTD | 0             | 0                      |
| 18-RFP-103593-DGR |            | 2     | CM/GC for Union Station Tunnel                    | Additional Funds                        | Kiewit Infrastructure Company                                                            | 20%   | \$ 241,944               | \$ 9,935,750           | 02/14/19 | \$ 1,487,000 | \$ 11,664,694           | MO-90-X296 &<br>Prop M                      | 0             | 0                      |
| 18-RFP-103593-DGR |            | 1     | CM/GC for Union Station Tunnel                    | Incorporate Early Work Packages         | Kiewit Infrastructure Company                                                            | 20%   | \$ 241,944               | \$ -                   | 01/24/19 | \$ 9,935,750 | \$ 10,177,694           | MO-90-X296<br>MO-95-X257 &<br>Prop M        | 0             | 0                      |
| 14-SB-99550-SM/CG |            | 6     | MetroLink Station Cleaning                        | Change in Scope                         | Katsam Enterprises                                                                       | 15%   | \$ 5,770,470             | \$ 4,030,078           | 03/26/19 | \$ 143,620   | \$ 9,944,168            | Operations                                  | 0             | 0                      |
| 14-SB-99550-SM/CG |            | 5     | MetroLink Station Cleaning                        | Exercise Option Yr 2<br>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<br>Exercise Option Year 2 | Option Year 2                           | Above All,<br>Manpower,<br>Staffing Solutions,<br>Stivers Staffing,<br>Ultimate Staffing | 0%    | \$ 4,305,376             | \$ 1,580,114           | 11/30/18 | \$ 1,502,996 | \$ 7,388,486            | Operations                                  | 0             | 0                      |
| 17-SB-104149-DR   |            | 10    | Boyle Ave/CWE Metrolink Station - Facilities      | Additional Funds /Time Extension        | L Keeley Contruction                                                                     | 14%   | \$ 6,405,349             | \$ 150,767             | 06/13/19 | \$ 54,763    | \$ 6,610,879            | MO-79-X004 &<br>Cortex                      | 60            | 2                      |

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| 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-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 & 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 & 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 & Cortex   | 0             | 0                      |
| 17-SB-104149-DR   |              | 4     | Boyle Ave./CWE MetroLink Station - Facilities                                   | Additional Work Additional Funds    | L. Keeley Construction                                      | 0%    | \$ 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                                      | 0%    | \$ 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                                      | 0%    | \$ 6,405,349             | \$ (118,910)           | 07/17/18 | \$ 85,036    | \$ 6,371,475            | MO-79-X004 and Cortex | 0             | 0                      |
| 16-SB-101846-DGR  |              | 5     | Spruce Street Bridge Replacement                                                | Change Orders and Credit Adjustment | Kozeny Wagner, Inc..                                        | 8%    | \$ 5,283,793             | \$ 263,096             | 10/29/18 | \$ 49,739    | \$ 5,596,628            | MO-54-0001/Prop M     | 0             | 0                      |
| 15-RFP-101355-DR  |              | 2     | Medical ASO & Stop Loss Coverage (Employment Assistance Program (EAP) Services) | Option Year 1                       | Cigna Health and Life Insurance and Cigna Behavioral Health | 0%    | \$ 3,721,760             | \$ 1,000               | 03/08/19 | \$ 1,349,191 | \$ 5,071,951            | Operations            | 0             | 0                      |
| 17-RFP-103314-DGR |              | 2     | Union Station Tunnel Rehabilitation Design                                      | Change in Scope                     | Modjeski & Masters, Inc.                                    | 10%   | \$ 4,432,067             | \$ 71,203              | 01/30/19 | \$ 99,233    | \$ 4,602,503            | MO 54-0001 and Prop M | 0             | 0                      |
| 14-RFP-100998-DR  |              | 12    | Metro Operator Uniforms                                                         | Option Year 2                       | Leon Uniform Company                                        | 0%    | \$ 2,986,444             | \$ 865,000             | 05/10/19 | \$ 750,000   | \$ 4,601,444            | Uniform Budget        | 0             | 0                      |



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| 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-RFP-103314-DGR |            | 1     | Union Station Tunnel Rehabilitation Design                                                             | 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                      |
| 16-SB-101807-DGR  |            | 4     | JNEM Gateway Arch Exhibit Rehabilitation                                                               | Additional Funds                      | Conference Technologies, Inc. | 0%    | \$ 2,244,420             | \$ 743,424             | 06/10/19 | \$ 46,210    | \$ 3,034,054            | JNEM Beneficial Fund                                 | 180           | 2                      |
| 13-RFP-5975-SS/MD |            | 4     | Rebranding the Gateway Arch Riverfront CityArchRiver(CAR) Jefferson National Expansion Memorial (JNEM) | Additional Funds/180 Day Extension    | Dovetail Inc.                 | 15%   | \$ 993,750               | \$ 1,386,500           | 03/19/19 | \$ 208,618   | \$ 2,588,868            | Jefferson National Expansion Memorial (JNEM)         | 180           | 1                      |
| 16-RFP-102111-CG  |            | 3     | On Call GEC Services/Multiple Disciplines                                                              | Additional Funds                      | Jacobs Engineering            | 0%    | \$ 500,000               | \$ 1,000,000           | 05/09/19 | \$ 1,000,000 | \$ 2,500,000            | Capital Projects Local Funding, FTA, Operating Funds | 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                      |

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| 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-101528-CG     | Sole Source | 2     | Oracle Annual Maintnace 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                      |
| 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                      |
| 12-RFP-5919-MM      |             | 9     | Downtown Transfer Center                                  | Adminstrative Services            | Arcturis                         | 15%   | \$ 558,657               | \$ 518,744             | 01/16/19 | \$ 44,451  | \$ 1,121,852            | FTA Grant # MO-90-X296 and Prop M | 0             | 0                      |
| 14-RFP-99505-DR     |             | 2     | Voluntary Critical Illness and Accident Insurance Program | Option Year 2                     | Allstate Benefits                | 0%    | \$ 541,453               | \$ 28,000              | 01/14/19 | \$ 482,500 | \$ 1,051,953            | Operations                        | 0             | 0                      |
| 18-SB-104724-BH     |             | 1     | DeBaliviere Bus Cleaning Service                          | Option Year 1                     | MERS Goodwill                    | 10%   | \$ 517,148               | \$ -                   | 03/29/19 | \$ 517,148 | \$ 1,034,296            | Operations                        | 0             | 0                      |
| 15-RFP-101101-VH-MD |             | 2     | Metro Cell Phone Services                                 | Additional Funds/90 Day Extension | Sprint Solutions                 | 0%    | \$ 432,000               | \$ 432,000             | 03/15/19 | \$ 54,000  | \$ 918,000              | Operations                        | 90            | 0                      |
| 15-RFP-101101-VH-MD |             | 3     | Metro Cell Phone Services                                 | Time Extension                    | Sprint Solutions                 | 0%    | \$ 432,000               | \$ 486,000             | 05/21/19 | \$ -       | \$ 918,000              | Operations                        | 90            | 0                      |

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| 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-104152-CB  |            | 4     | Boyle Avenue & Central West End Signals                      | Change in Scope                       | Wissenhr Electrical Contractors | 0%    | \$ 726,787               | \$ 87,121              | 03/01/19 | \$ 101,540  | \$ 915,448              | FTA: MO-79-X004 & CORTEX | 0             | 0                      |
| 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                      |
| 16-RFP-103082-DR |            | 1     | Budget & Capital Planning Software System and Implementation | Time Extension                        | Tagetik North America, LLC      | 0%    | \$ 856,763               | \$ -                   | 05/16/19 | \$ -        | \$ 856,763              | MO-90-X296 & Prop M      | 180           | 1                      |
| 17-SB-104152-CB  |            | 5     | Boyle Avenue & Central West End Signals                      | Contingency Allowance Credit          | Wissenhr Electrical Contractors | 0%    | \$ 726,787               | \$ 188,661             | 05/16/19 | \$ (83,387) | \$ 832,061              | FTA: MO-79-X004 & CORTEX | 0             | 0                      |
| 17-SB-104152-CB  |            | 3     | Boyle Avenue & Central West End Signals                      | Incorporate PCRs                      | Wissenhr Electrical Contractors | 0%    | \$ 726,787               | \$ 70,702              | 01/17/19 | \$ 16,418   | \$ 813,907              | FTA: MO-79-X004 & CORTEX | 0             | 0                      |
| 17-SB-103880-DAB |            | 1     | Call-A-Ride Van Cleaning Service                             | Option Year 1                         | MERS Goodwill                   | 12%   | \$ 523,932               | \$ -                   | 03/08/19 | \$ 261,966  | \$ 785,898              | Operations               | 0             | 0                      |
| 14-RFP-98761-DR  |            | 3     | Health & Welfare Consultant Services                         | Option Year 2                         | Arthur J. Gallagher & Co.       | 0%    | \$ 427,000               | \$ 160,934             | 11/05/18 | \$ 142,000  | \$ 729,934              | Operations               | 0             | 0                      |
| 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-105002-BH  |            | 1     | Illinois Bus Cleaning Services                               | Option Year 1                         | Innex Service company, Inc.     | 10%   | \$ 348,046               | \$ -                   | 05/22/19 | \$ 348,046  | \$ 696,092              | Operations               | 0             | 0                      |
| 18-SB-104767-CG  |            | 2     | Fire Extinguisher Services                                   | Additional Funds                      | Weber Fire & Safety             | 0%    | \$ 592,296               | \$ 47,915              | 03/20/19 | \$ 15,970   | \$ 656,181              | Operations               | 0             | 0                      |

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| 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-104767-CG   |            | 1     | Fire Extinguisher Services                                                 | Additional Funds Base Year 1         | Weber Fire & Safety           | 0%    | \$ 592,296               | \$ -                   | 11/15/18 | \$ 47,915  | \$ 640,211              | Operations             | 0             | 0                      |
| 13-SB-6013-TJ     |            | 1     | 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            | 0                      |
| 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                      |
| 16-SB-102814-TJ   |            | 4     | North County Transit Center Cleaning                                       | Additional Funds                     | MERS Goodwill                 | 10%   | \$ 140,483               | \$ 397,065             | 02/26/19 | \$ 34,728  | \$ 572,276              | Operations             | 90            | 0                      |
| 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                      |
| 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-105106-DGR |            | 1     | Skinker Bridge Rehabilitation Design                                       | Change in Scope                      | STV, Inc.                     | 14%   | \$ 491,076               | \$ -                   | 04/02/19 | \$ 27,394  | \$ 518,470              | MO-54-0001 and Prop M  | 0             | 0                      |
| 16-RFP-102014-DR  |            | 1     | Risk Management Information System                                         | Option Year 1                        | Computer Sciences Corporation | 0%    | \$ 357,789               | \$ -                   | 05/15/19 | \$ 71,824  | \$ 429,613              | Operations             | 0             | 0                      |
| 16-RFP-102791-CG  |            | 1     | On Call GEC Services/Traction Power Engineering Services                   | Option Year 1                        | STV, Inc.                     | 0%    | \$ 300,000               | \$ -                   | 03/22/19 | \$ 100,000 | \$ 400,000              | Various per Task Order | 0             | 0                      |
| 17-RFP-103834-CG  |            | 3     | e-Builder Software                                                         | Option Year 2                        | e-Builder, Inc.               | 0%    | \$ 206,605               | \$ 116,585             | 02/16/19 | \$ 75,835  | \$ 399,025              | Operations             | 0             | 0                      |

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| 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-104863-TJ      |            | 1     | Civic Center Facility Cleaning                                 | Option Year 1                   | Katsam LLC                      | 9%    | \$ 198,856               | \$ -                   | 04/17/19 | \$ 198,856 | \$ 397,712              | Operations              | 0             | 0                      |
| 18-SB-104776-DGR     |            | 2     | JNEM Site Signage                                              | Additional Funds                | The Harlan Company              | 0%    | \$ 316,900               | \$ -                   | 03/25/19 | \$ 69,084  | \$ 385,984              | JNEM Beneficial Fund    | 0             | 0                      |
| 18-RFP-104845-DR     |            | 1     | Northside-Southside Corridor TOD Planning Study                | Additional Funds/Time Extension | Farr Associates                 | 10%   | \$ 375,000               | \$ -                   | 05/15/19 | \$ 5,000   | \$ 380,000              | FTA, SLDC               | 30            | 1                      |
| 18-RFP-104576-SG     |            | 1     | Passenger Counting & Surveying                                 | Exercise 2 Option Years         | Above All Personnel             | 10%   | \$ 165,800               | \$ -                   | 10/01/18 | \$ 165,755 | \$ 331,555              | Operations              | 0             | 0                      |
| 18-RFP-105185-DW/DGR |            | 1     | NPS John Rippy Contract                                        | Additional Funds/ Option Year 1 | John Rippy                      | 0%    | \$ 150,000               | \$ -                   | 05/15/19 | \$ 180,000 | \$ 330,000              | JNEM Operations         | 0             | 0                      |
| 18-SB-105089-CB      |            | 2     | Feeder Wire Rehabilitation & Substation Waterproofing at MO-05 | Remove Underground Obstruction  | Wissenhr Electrical Contractors | 15%   | \$ 318,800               | \$ -                   | 01/28/19 | \$ 10,557  | \$ 329,357              | FTA MO-05-0028 & Prop M | 90            | 1                      |
| 18-SB-105089-CB      |            | 3     | Feeder Wire Rehabilitation & Substation Waterproofing at MO-05 | Time Extension                  | Wissenhr Electrical Contractors | 15%   | \$ 318,800               | \$ 10,557              | 03/06/19 | \$ -       | \$ 329,357              | FTA MO-05-0028 & Prop M | 90            | 1                      |
| 18-SB-105089-CB      |            | 1     | Feeder Wire Rehabilitation & Substation Waterproofing at MO-05 | Time Extension                  | Wissenhr Electrical Contractors | 15%   | \$ 318,800               | \$ -                   | 12/16/18 | \$ -       | \$ 318,800              | FTA MO-05-0028 & 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                      |

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| 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-RFP-101423-SG     |            | 5     | Temporary Employee Services for Quality Control Observation (Spotter) | Additional Funds                | Above All Personnel                   | 0%    | \$ 50,650                | \$ 245,950             | 03/19/19 | \$ 19,350  | \$ 315,950              | Operations     | 0             | 0                      |
| 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                      |
| 17-SB-103729-CG      |            | 2     | Oracle Analytics Software/ Maintenance                                | Annual Maintenance              | Mythics, Inc.                         | 0%    | \$ 198,851               | \$ 36,935              | 10/30/18 | \$ 38,042  | \$ 273,828              | Operations     | 1             | 0                      |
| 16-RFP-102859-DR     |            | 4     | Pre-Employment Background Investigation Services                      | Option Year 2                   | AccuSource, Inc.                      | 0%    | \$ 75,000                | \$ 107,000             | 11/27/18 | \$ 75,000  | \$ 257,000              | Operations     | 1             | 0                      |
| 16-SB-102788-CB      |            | 6     | Refuse Removal Services                                               | Option Year 2                   | Allied Waste Services                 | 0%    | \$ 76,347                | \$ 96,458              | 05/29/19 | \$ 82,542  | \$ 255,347              | Operations     | 0             | 0                      |
| 13-RFP-5991-DR/VH/MD | 7a         | 1     | On Call Information Technology Consulting Services                    | Additional Funds/Time Extension | Randstad Technologies                 | 0%    | \$ 150,000               | \$ -                   | 03/05/19 | \$ 97,440  | \$ 247,440              | Operations     | 180           | 1                      |
| 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-104294-TJ      |            | 1     | St. Clair Yards & Shops                                               | Additional Work                 | MERS Goodwill                         | 10%   | \$ 219,963               | \$ -                   | 09/18/18 | \$ 15,000  | \$ 234,963              | Operations     | 0             | 0                      |
| 16-RFP-102703-SG     |            | 3     | Testing of Fire Protection Systems                                    | Option Year 2                   | Gateway Fire Protection Systems, Inc. | 0%    | \$ 43,732                | \$ 119,617             | 06/04/19 | \$ 54,276  | \$ 217,625              | Operations     | 0             | 0                      |
| 17-RFP-103939-SG     |            | 1     | Bi-State Development Broker of Record Service                         | Base Year 2/ Additional Funding | McGriff, Seibels & Williams           | 0%    | \$ 199,500               | \$ -                   | 11/15/18 | \$ 14,000  | \$ 213,500              | Operations     | 0             | 0                      |
| 15-RFQ-101635-TJ     |            | 2     | Fuel Price Risk Management Consulting Services                        | Option Year 2                   | Linwood Capital LLC                   | 0%    | \$ 126,000               | \$ 42,000              | 06/17/19 | \$ 42,000  | \$ 210,000              | Operations     | 0             | 0                      |
| 17-RFP-103340-MD     |            | 1     | On Call Public Relations and Community Engagement Support             | Exercise Option Yr 1            | The Hauser Group, Inc.                | 0%    | \$ 66,667                | \$ -                   | 09/25/18 | \$ 120,000 | \$ 186,667              | Operations     | 0             | 0                      |

Contract Modifications FY 2019

July 1, 2018 - June 30, 2019

| 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 |
|--------------------|------------|-------|--------------------------------------------------------------------------------------------------------|----------------------------------------|----------------------------------|-------|--------------------------|------------------------|----------|------------|-------------------------|--------------------|---------------|------------------------|
| 14-RFQ-99354-DR    |            | 9     | Metro TSM,OCC, Training Instructors and Metro Group Uniforms                                           | Time Extension                         | BlueSky Apparel & Promotions LLC | 0%    | \$ 114,741               | \$ 71,218              | 05/06/19 | \$ -       | \$ 185,959              | Uniform Allowance  | 90            | 1                      |
| 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 - Union Station Asbestos Inspections and Monitoring Services | Additional Funds                       | Jacobs Engineering               | 0%    | \$ 500,000               | \$ (400,000)           | 11/15/18 | \$ 55,536  | \$ 155,536              | MO-54-001 Prop M   | 0             | 0                      |
| 18-SB-104566-TJ/BH |            | 1     | Alternate Transit Service Van Cleaning                                                                 | Correction on Original Contract Amount | World Management                 | 10%   | \$ 69,960                | \$ -                   | 05/29/19 | \$ 69,960  | \$ 139,920              | Operations         | 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                      |
| 17-RFP-104212-CG   |            | 2     | Consulting and Design Service for BSD 2018 Annual Report                                               | Additional Funds                       | Falk Harrison, Inc.              | 0%    | \$ 63,024                | \$ 49,999              | 03/18/19 | \$ 8,716   | \$ 121,740              | 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                      |

Contract Modifications FY 2019

July 1, 2018 - June 30, 2019

| 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-RFP-103340-MD |            | 1     | On Call Public Relations and Community Engagement Support | Additional Funds Additional Work | The Vandiver Group, Inc. | 0%    | \$ 66,667                | \$ 49,999              | 08/02/18 | \$ 51,000  | \$ 117,667              | Operations     | 0             | 0                      |
| 18-SS-104906-CB  |            | 1     | Emergency Temporary Shoring of Union Station Tunnel       | Change in Scope                  | L. Keeley Construction   | 0%    | \$ 100,000               | \$ 49,999              | 04/04/19 | \$ 5,000   | \$ 105,000              | Operations     | 0             | 0                      |
| 18-RFQ-105025-MD | 6          | 1     | Treasury Application and Process Specialist               | Additional Funds/Time Extension  | Nexgen Consulting Inc.   | 0%    | \$ 90,000                | \$ -                   | 11/05/18 | \$ 14,400  | \$ 104,400              | Operations     | 0             | 0                      |





## Prevailing Wage Report Fiscal Year 2019 April 1, 2019 - June 30, 2019

**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 | Subcontractor | 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: <b>03/01/2017</b> |
| 3145341030   | David Mason & Associates                    | Start Date: <b>05/01/2018</b> |
| 3142003550   | Enterprise Industrial Construction          | Start Date: <b>07/15/2016</b> |
| 314-329-9300 | Flooring Systems                            | Start Date: <b>06/01/2017</b> |
| 314-892-7622 | Gateway Fire Protection Systems, Inc        | Start Date: <b>05/01/2017</b> |
| 3149977440   | GEOTECHNOLOGY, INC.                         | Start Date: <b>06/01/2016</b> |
| 6364091115   | Hawkins Construction & Flatwork Contracting | Start Date: <b>07/21/2017</b> |
| 3145346664   | ICS CONSTRUCTION SERVICES                   | Start Date: <b>06/01/2017</b> |
| 314-658-5203 | Kaemmerlen Electric Company                 | Start Date: <b>04/25/2016</b> |
| 3148723400   | KMEIER Roof Systems, Inc                    | Start Date: <b>01/02/2017</b> |
| 618-277-4280 | MAYER LANDSCPAING INC                       | Start Date: <b>06/01/2016</b> |
| 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            |                         |
| Sally Waterproofing   | Start Date: 11/20/2016  |
| 5733925554            |                         |
| SURECUT LAWN CARE 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**      **Subcontractor**      **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 |
| 3147710868                         | Contract Amount: \$179,920.00   |                      |
| 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 CORTEX |                          |                                 |                               |                           |
| Project Control ID: Is Community Hiring Goal a Requirement: No                                                      |                          |                                 |                               |                           |
| Prime Contractor                                                                                                    | Subcontractor            | 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      |
|                                                                                                                     |                          |                                 | Contract Amount: \$377,037.00 |                           |
|                                                                                                                     | 3148927550               |                                 | Contract ID: 17020-03         |                           |
|                                                                                                                     | Sager & Son              |                                 | 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

St. Louis Steel

Start Date: **02/08/2018**

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 CORTEX)

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

| Prime Contractor                                               | Subcontractor | 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 ,<br>BRIDGETON , MO 63044-1204 |               |                                 |                       |                           |

|            |                            |                        |
|------------|----------------------------|------------------------|
| 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 CORTEX

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

| Prime Contractor | Subcontractor | 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 ,<br>BELLEVILLE , IL 62223                                                                       |               |                                            |                       |                           |
| Project: 17-SB-104153-CG BOYLE AVE STN AND CWE PLATFORM EXT PKG 4 - COMMUNICATIONS FTA GRANT MO-79-X004 & CORTE |               |                                            |                       |                           |
| Project Control ID:                                                                                             |               | Is Community Hiring Goal a Requirement: No |                       |                           |
| Prime Contractor                                                                                                | Subcontractor | Sub Subcontractor                          | Sub Sub Subcontractor | Sub Sub Sub Subcontractor |
| 3145322000                                                                                                      |               |                                            |                       |                           |
| SACHS ELECTRIC                                                                                                  |               | Start Date: 08/23/2017                     | End<br>Date:          | 03/01/2018                |
| PO BOX 96 ,<br>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 M   |               |                                            |                       |                           |
| Project Control ID:                                                                                             |               | Is Community Hiring Goal a Requirement: No |                       |                           |
| Prime Contractor                                                                                                | Subcontractor | 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 ,<br>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<br>St. Louis , MO 63103                                                        |               |                                            |                       |                           |
| 3145962311                                                                                                      |               |                                            |                       |                           |
| JR CONCRETE SERVICES LLC                                                                                        |               | Start Date: 08/21/2017                     |                       |                           |
| Project: 18-RFP-103593-DGR CM/GC for Union Station Tunnel                                                       |               |                                            |                       |                           |
| Project Control ID:                                                                                             |               | Is Community Hiring Goal a Requirement: No |                       |                           |

| Prime Contractor                               | Subcontractor                                      | Sub Subcontractor                          | Sub Sub Subcontractor  | Sub Sub Sub Subcontractor |
|------------------------------------------------|----------------------------------------------------|--------------------------------------------|------------------------|---------------------------|
| 5313657619                                     |                                                    |                                            |                        |                           |
| Kiewit Corporation                             |                                                    | Start Date: 02/01/2019                     |                        |                           |
| 12720 I Street , Suite 200<br>Omaha , NE 68137 |                                                    |                                            |                        |                           |
|                                                | 20040815<br>CMT,LLC                                |                                            | Start Date: 03/13/2019 |                           |
|                                                | 20050765<br>Crossroads Construction Services, Inc. |                                            | Start Date: 03/06/2019 |                           |
|                                                | 6369378300<br>D & S FENCING CO INC                 |                                            | Start Date: 03/04/2019 |                           |
|                                                | 636-225-0017<br>Elastizell of St. Louis, Inc.      |                                            | Start Date: 05/14/2019 |                           |
|                                                | 6362962012<br>KOZENY WAGNER                        |                                            | Start Date: 03/01/2019 |                           |
|                                                |                                                    | 3149391701<br>D&K Welding                  |                        | Start Date: 03/13/2019    |
|                                                |                                                    | 3142911111<br>Drilling Service Co.         |                        | Start Date: 03/01/2019    |
|                                                |                                                    | 314-291-1111<br>DRILLING SERVICE CO        |                        | Start Date: 03/06/2019    |
|                                                |                                                    | 5738932335<br>Meyer Electric Compnay, Inc. |                        | Start Date: 03/01/2019    |
|                                                | 573-893-2335<br>Meyer Electric Company, Inc.       |                                            | Start Date: 03/19/2019 |                           |
|                                                | 3146455566                                         |                                            |                        |                           |



|                                |                        |
|--------------------------------|------------------------|
| Premier Demolition, Inc        | Start Date: 04/01/2019 |
| LC9865431                      |                        |
| Strick & Legit,LLC             | Start Date: 03/28/2019 |
| 6183987575                     |                        |
| WISSEHR ELECTRICAL CONTRACTORS | Start Date: 06/03/2019 |
| LC9863821                      |                        |
| ZOIE,LLC                       | Start Date: 05/01/2019 |

|                                                                                                        |               |                                            |                       |                           |
|--------------------------------------------------------------------------------------------------------|---------------|--------------------------------------------|-----------------------|---------------------------|
| 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                                                                                       | Subcontractor | 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-57-X006 |               |                                            |                       |                           |
| Project Control ID:                                                                                             |               | Is Community Hiring Goal a Requirement: No |                       |                           |
| Prime Contractor                                                                                                | Subcontractor | 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                                                                                         | Subcontractor | 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 ,<br>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                                                                                            | Subcontractor                      | 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 ,<br>BELLEVILLE , IL 62223                                                                   |                                    |                                                        |                       |                           |
|                                                                                                             |                                    |                                                        |                       |                           |
|                                                                                                             | 6369378300<br>D & S FENCING CO INC | Start Date: 10/01/2018<br>Contract Amount: \$26,420.00 |                       |                           |
|                                                                                                             | LC9738124<br>D&S Fencing Co., Inc  | Start Date: 10/07/2018<br>Contract Amount: \$26,420.00 | End Date:             | 06/01/2019                |
|                                                                                                             | 3146675913<br>RAINERI CONSTRUCTION | Start Date: 04/01/2019                                 | End Date:             | 06/02/2019                |
|                                                                                                             |                                    | Contract Amount: \$8,520.00                            |                       |                           |
| 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                                                                                            | Subcontractor                      | 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 ,<br>ST. LOUIS , MO 63146                                                               |                                    |                                                        |                       |                           |
| Project: 18-SB-105225-CB BRENTWOOD OIL AND WATER SEPARATOR                                                  |                                    |                                                        |                       |                           |
| Project Control ID:                                                                                         |                                    | Is Community Hiring Goal a Requirement: No             |                       |                           |
| Prime Contractor                                                                                            | Subcontractor                      | Sub Subcontractor                                      | Sub Sub Subcontractor | Sub Sub Sub Subcontractor |
| 3148902351                                                                                                  |                                    |                                                        |                       |                           |
| THE HARLAN COMPANY                                                                                          |                                    | Start Date: 03/21/2019                                 | End                   | 10/31/2019                |

|                                                                                          |               |                        |                       |                           |
|------------------------------------------------------------------------------------------|---------------|------------------------|-----------------------|---------------------------|
| Contract Amount: \$404,800.00                                                            |               |                        |                       |                           |
| 1515 PAGE INDUSTRIAL BLVD. ,<br>ST. LOUIS , MO 63132                                     |               |                        |                       |                           |
| Project: 18-SS-104906-CB Emergency Temporary Shoring of Union Station Tunnel             |               |                        |                       |                           |
| Project Control ID: Is Community Hiring Goal a Requirement: No                           |               |                        |                       |                           |
| Prime Contractor                                                                         | Subcontractor | 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 ,<br>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                                                                         | Subcontractor | 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. ,<br>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                                                                         | Subcontractor | Sub Subcontractor      | Sub Sub Subcontractor | Sub Sub Sub Subcontractor |
| 6362963300                                                                               |               |                        |                       |                           |
| ST. LOUIS BRIDGE COMPANY                                                                 |               |                        |                       |                           |
|                                                                                          |               | Start Date: 05/23/2018 | End<br>Date:          | 07/31/2018                |
| 655 LANDMARK DRIVE ,<br>ARNOLD , MO 63010                                                |               |                        |                       |                           |
| Project: 19-RFQ -105558-FP Feeder Cables at MO-25 Substation                             |               |                        |                       |                           |
| Project Control ID: Is Community Hiring Goal a Requirement: No                           |               |                        |                       |                           |
| Prime Contractor                                                                         | Subcontractor | Sub Subcontractor      | Sub Sub Subcontractor | Sub Sub Sub Subcontractor |
| 618-398-7575                                                                             |               |                        |                       |                           |
| Wissehr Electrical Contractor                                                            |               |                        |                       |                           |
| Start Date: 11/15/2018                                                                   |               |                        |                       |                           |

5801 W. State Route 161 ,  
Belleville , IL 62223

**Project:** 19-RFQ-105651-CB FURNISH & INSTALL SECURITY FENCES @ 3 METROLINK SIGNAL HOUSES

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

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

314/869-8000  
Collins & Hermann, Inc.  
Start Date: 03/26/2019      End Date: 06/30/2019

1215 Dunn Road ,  
St. Louis , MO 63138

**Project:** 19-RFQ-106189-CG Install New Fiber Optic Cable - BSD Central Facility PBX Room to Server Room FTA MO-2016-026

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

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

3143932903  
L'Rae Industries LLC dba Arden Technologies  
Start Date: 06/05/2019      End Date: 08/30/2019  
Contract Amount: \$4,500.00

4285 River Oaks Drive ,  
Florissant , MO 63034

**Project:** 19-SB-105737-CB PEDESRIAN ACCESS CONTROL

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

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

3146675913  
RAINERI CONSTRUCTION  
Start Date: 02/26/2019      End Date: 06/30/2019  
Contract Amount: \$142,650.00

1300 Hampton Avenue Ste 200 ,  
ST. LOUIS , MO 63109

**PROCUREMENT CARD PROGRAM  
ADMINISTRATIVE REVIEW STATISTICS  
JULY 1, 2018 - JUNE 30, 2019**

|                                                    | 1ST QUARTER FY19       |                       | 2nd QUARTER FY19       |                       | 3rd QUARTER FY19       |                       | 4th QUARTER FY19       |                       | FY2019 YTD TOTAL       |                       |
|----------------------------------------------------|------------------------|-----------------------|------------------------|-----------------------|------------------------|-----------------------|------------------------|-----------------------|------------------------|-----------------------|
|                                                    | TRANSACTION<br>COUNT   | TRANSACTION<br>AMOUNT | TRANSACTION<br>COUNT   | TRANSACTION<br>AMOUNT | TRANSACTION<br>COUNT   | TRANSACTION<br>AMOUNT | TRANSACTION<br>COUNT   | TRANSACTION<br>AMOUNT | TRANSACTION<br>COUNT   | TRANSACTION<br>AMOUNT |
| TOTAL TRANSACTIONS                                 | 4067                   | \$ 1,393,988          | 3931                   | \$ 1,379,514          | 4421                   | \$ 1,551,374          | 4297                   | \$ 1,539,973          | 16,716                 | \$ 5,864,847          |
| TRANSACTIONS REVIEWED                              | 4067                   | \$ 1,393,988          | 3931                   | \$ 1,379,514          | 4421                   | \$ 1,551,374          | 4297                   | \$ 1,539,973          | 16,716                 | \$ 5,864,847          |
| PERCENTAGE REVIEWED                                | 100%                   | 100%                  | 100%                   | 100%                  | 100%                   | 100%                  | 100%                   | 100%                  | 100%                   | 100%                  |
| TRANSACTIONS INVESTIGATED                          | 11                     | \$ 17,679             | 27                     | \$ 33,239             | 64                     | \$ 611,451            | 97                     | \$ 85,935             | 199                    | \$ 748,303            |
| PERCENTAGE OF TOTAL<br>INVESTIGATED                | 0.3%                   | 1.3%                  | 0.7%                   | 2.4%                  | 1.4%                   | 39.4%                 | 2.3%                   | 5.6%                  | 1.2%                   | 12.8%                 |
| CONFIRMED PROCEDURAL<br>VIOLATIONS                 | 0 TRANS<br>0 INCIDENTS | \$ -                  | 0 TRANS<br>0 INCIDENTS | \$ -                  | 14 TRANS<br>1 INCIDENT | \$ 641                | 7 TRANS<br>2 INCIDENTS | \$ 9,214              | 21 TRANS<br>3 INCIDENT | \$ 9,855              |
| CONFIRMED VIOLATION<br>PERCENTAGE OF TOTAL         | 0.0%                   | 0.0%                  | 0.0%                   | 0.0%                  | 0.0%                   | 0.0%                  | 0.0%                   | 0.6%                  | 0.0%                   | 0.2%                  |
| TRANSACTIONS WITH SALES TAX                        | 36                     | \$ 387                | 26                     | \$ 206                | 27                     | \$ 454                | 16                     | \$ 490                | 105                    | \$ 1,537              |
| SALES TAX CHARGED                                  | 22                     | \$ 152                | 21                     | \$ 141                | 15                     | \$ 173                | 12                     | \$ 101                | 70                     | \$ 567                |
| PERCENTAGE OF TOTAL<br>TRANSACTIONS WITH SALES TAX | 0.9%                   | 0.0%                  | 0.7%                   | 0.0%                  | 0.6%                   | 0.0%                  | 0.4%                   | 0.0%                  | 0.6%                   | 0.0%                  |
| REFUNDED SALES TAX                                 | 14                     | \$ 235                | 5                      | \$ 65                 | 12                     | \$ 281                | 4                      | \$ 388                | 35                     | \$ 969                |