

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

**Board Members in Attendance**

**Missouri**

Aliah Holman, Vice Chair  
Constance Gully  
Fred Pestello  
Rose Windmiller

Vernal Brown, Secretary – Absent

**Illinois**

Michael S. Buehlhorn, Chair  
Justin Zimmerman – via phone  
Derrick Cox  
Herbert Simmons

Irma Golliday – 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 Deertz, Executive Assistant  
Jim Cali, Director Internal Audit  
Jerry Valley, External Communications Manager  
Patti Beck, Director Communications  
Jamie Kenyon, General Maintenance Mechanic  
Charles Stewart, Executive Vice President, Organizational Effectiveness  
Andrea Jumper, Intern  
Larry Jackson, Executive Vice President Administration  
John Langa, Vice President Economic Development  
Angela Staicoff, Sr. Internal Auditor  
Kelli Fitzpatrick, Sr. Internal Auditor/PT  
Virginia Alt-Hildebrandt, Manager Administrative Services  
Chance Baragary, Project Director – Arch  
Kent Swagler, Director Corporate Compliance & Ethics  
LaSilvia Franklin, Financial Analyst and Administrator  
Kevin Kloeber, Manager Insurance & Analysis  
Greg Smith, Vice President Procurement & Inventory Management  
Sally Bender, Internal Auditor PT  
Lisa Burke, Executive Assistant  
Andrew Ghiassi, Director Safety/Chief Safety Officer  
Kathy Brittin, Director Risk & Absence Management  
Ted Zimmerman, Vice President Marketing & Communications  
Tamara Fulbright, Sr. Director Financial Planning & Treasury  
Tim Nittler, Director Capital Projects  
Kerry Kinkade, VP Chief Information Officer  
Diana Bentz, Vice President Talent Management

Jessica Gershman, Assistant Executive Director Planning Systems  
Virgie Chaffen, Jr., Director Labor Relations  
Michael Gibbs, Manager Financial Operations – Admin & Business Operations  
Vernice Kelly, Director of Human Resources  
Chris Poehler, Asst. Executive Director Engineering Systems  
Jessica Mefford-Miller, Executive Director Metro Transit  
Mary Lamie, Executive Vice President Multi Modal Enterprises  
Mark Vago, Senior Vice President Chief Financial Officer

### **Others in Attendance**

Kim Cella, CMT  
Tom Sullivan  
Erica Brooks  
John Hickey, Sierra Club  
Paul Hampel, St. Louis County Council  
Reggie Cavitt, ATU 788 / CBTU  
Mitch Eagles

**1. Open Session Call to Order**

**8:00 a.m.** Chair Buehlhorn called the Open Session of the Bi-State Development Agency, Board of Commissioners 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**

**8:00 a.m.** Chair Buehlhorn noted that several speaker cards were submitted for today's meeting. He stated that, it is his understanding that Mr. Tom Sullivan attempted to submit a speaker card via e-mail; however, his e-mails did not seem to be received. Chair Buehlhorn asked if any of the Commissioners would be opposed to allowing him to speak. Being no objection, he noted that Mr. Sullivan will be allowed to address the Board of Commissioners.

Chair Buehlhorn stated that he has received a speaker card from Mitch Eagles, and asked if Mr. Eagles was in attendance. Being no response, Chair Buehlhorn called for the next speaker.

John Hickey, Sierra Club, addressed the Board of Commissioners voicing support for the use of electric buses. He submitted petitions to the Board, with approximately 200 signatures, supporting this issue, and asked that the Board of Commissioners approve the purchase of electric buses, which is included on today's agenda.

Chair Buehlhorn stated that he has received a speaker card from Betty Wigton, and he asked if Ms. Wigton was in attendance. Being no response, Chair Buehlhorn noted that Mr. Eagles is now in attendance, and asked if Mr. Eagles would like to address the Board.

Mitch Eagles voiced support for the use of electric buses, but noted that Metro needs to address ridership, and find a way to get more residents to use public transit. He stated that he is aware that people voice concerns regarding "safety"; however, he stated that he feels that the issue of

safety is a “St. Louis” issue, not a “Metro” issue. Mr. Eagles also expressed concerns regarding the fines for fare violations, and stated that he feels the fines disproportionately affect minorities and the disabled.

Erica Brooks addressed the Board of Commissioners, stating that there are no decals or signage for bus route #79 yet, and voiced concerns regarding transfers. She asked how Metro is ensuring that the transfers are appropriate. She also noted concerns regarding the new Lyft service and how the privatization could affect public transit.

Tom Sullivan addressed the Board of Commissioners voicing opposition to the Loop Trolley, and asking Bi-State Development to not support the project.

**4. Minutes of the September 23, 2019 Board of Commissioners, Executive Committee, Open Meeting**

**8:20 a.m.** The minutes of the September 23, 2019 Board of Commissioners, Executive Committee, Open Meeting were provided in the Board packet. A motion to approve the minutes was made by Commissioner Pestello and seconded by Commissioner Cox.

**The motion passed unanimously.**

**5. Minutes of the September 27, 2019 Board of Commissioners, Open Meeting**

**8:20 a.m.** The minutes of the September 27, 2019 Board of Commissioners, Open Meeting were provided in the Committee packet. A motion to approve the minutes was made by Commissioner Holman and seconded by Commissioner Windmiller. **The motion passed, with one abstention by Commissioner Pestello.**

**6. Report of the President**

**8:21 a.m.** President and Chief Executive Officer, Taulby Roach, noted that the draft security plan was presented to the Security Sub-Committee at their meeting on Monday, November 18<sup>th</sup>. It was presented to St. Clair County on Tuesday, and then to St. Louis City and St. Louis County. He noted that the plan aims for “compliance”, not punitive consequences. Mr. Roach thanked the Security Sub-Committee, St. Clair County, St. Louis City, St. Louis County, and staff for their time and input on the plan and on the design of the system.

**7. Report of the Combined Operations Committee and Audit, Finance, & Administration Committee**

**8:24 a.m.** Commissioner Holman stated that a combined meeting of the Operations Committee and Audit, Finance, & Administration Committee was held on October 18, 2019, at 8:00 a.m., and the draft minutes of that meeting are included in the board packet. She stated that the Committee is introducing nine (9) items on the Consent Agenda for consideration today, with the Committees’ recommendation of approval. Those items include:

- a. Amended Agreement between Saint Louis County and Bi-State Development Agency of the Missouri-Illinois Metropolitan District (Metro) d/b/a Transportation Management Association
- b. Contract Award: New Flyer, for the Purchase of 14 Battery Electric Articulated Buses
- c. St. Louis Downtown Airport Surplus Property Holdings
- d. 2019 Annual Surplus Property Holdings
- e. North Hanley MetroLink Station Development Proposal
- f. On-Call Real Estate Brokerage Services

- g. Contract Modification: Additional Funds for Broker of Record Services
- h. Update on Drug & Alcohol Policy & Plan
- i. St. Clair County Transit District Bus Shelters

Commissioner Holman noted that the Committee is presenting two (2) additional items for the Board's consideration today, with a recommendation for approval, which include:

Item #11. Parkway Interlocking / Richmond Heights Turnout Design Services; and  
Item #12. Airport Terminal Repair / Replacement

She noted that, at the October meeting, several reports were also provided, including:

- Brentwood Bus Garage, Surplus Property Report
- Metro Transit Operations Report
- Pension Audit Update
- IAD Follow-Up Summary – 1st Quarter FY 2020
- IAD Status Report – 1st Quarter FY2020
- IAD SSO Status Report – 3rd Quarter CY2019

President and CEO Roach noted that there will be a slight amendment to the Consent Agenda items, noted above. He stated that Mary Lamie, Executive Vice President Multi Modal Enterprises, would like to develop a strategic plan regarding the current Airport surplus property holdings; therefore, she is asking that Item c. be removed from consideration at this time. In addition, Item d. will move forward; however, it will need to be modified to include the items listed in Item c.

#### **8. Report of the Security Sub-Committee**

**8:28 a.m.** Commissioner Windmiller reported that the first meeting of the Security Sub-Committee was held on October 29, 2019, at 9:00 a.m., and the draft minutes of that meeting are included in the Board Packet. She stated that, at the October meeting, President and CEO, Taulby Roach, introduced the new members of the Security team to the Committee, including: Stephen Berry, General Manager of Public Safety; Kevin Scott, Director of Security; and Vernon Summers, Manager of Contract Security. In addition, Stephen Berry, the General Manager of Public Safety, reviewed the current status and preliminary findings relating to Metro Security.

Commissioner Windmiller noted that the second meeting of the Security Sub-Committee was held on Monday, November 18, 2019. At that meeting, Ms. Lurae Stuart, WSP, gave a PowerPoint presentation of the draft security plan for Metro Transit. Captain Scott Melies, of the St. Louis County Police Department, was also in attendance at that meeting, and provided input regarding the proposed plan.

#### **9. Adjustment of Consent Agenda**

**8:30 a.m.** Chair Buehlhorn stated that there has been a request that Item 10 c., St. Louis Downtown Airport Surplus Property Holdings, be removed from today's agenda, for further consideration. Item 10 d. will move forward for approval; however, this item will be removed from the "Consent Agenda" and voted on separately, due to a needed amendment to the Annual Surplus Property Report, caused by the removal of the three Airport surplus properties, identified in Consent Agenda Item 10 c.

A motion to amend the Consent Agenda, as presented, was made by Commissioner Pestello and seconded by Commissioner Gully. **The motion passed unanimously.**

**10. Consent Agenda Items**

**8:31 a.m.** Consent Agenda Items:

- a. Amended Agreement between Saint Louis County and Bi-State Development Agency of the Missouri-Illinois Metropolitan District (Metro) d/b/a Transportation Management Association (Operations Committee Recommends Approval) (Resolution #1001)
- b. Contract Award: New Flyer, for the Purchase of 14 Battery Electric Articulated Buses (Operations Committee Recommends Approval) (Resolution #1002)
- e. North Hanley MetroLink Station Development Proposal (Operations Committee Recommends Approval) (Resolution #1005)
- f. On-Call Real Estate Brokerage Services (Operations Committee Recommends Approval) (Resolution #1006)
- g. Contract Modification: Additional Funds for Broker of Record Services (Audit, Finance, & Administration Committee Recommends Approval) (Resolution #1007)
- h. Update on Drug & Alcohol Policy & Plan (Audit, Finance, & Administration Committee Recommends Approval) (Resolution #1008)
- i. St. Clair County Transit District Bus Shelters (Operations Committee Recommends Approval) (Resolution #1009)

A motion to approve the amended Consent Agenda Items, as noted, was made by Commissioner Gully and seconded by Commissioner Holman. **The motion passed unanimously.**

**10 d. 2019 Annual Surplus Property Holdings (Operations Committee Recommends Approval) (Resolution #1004)**

**8:32 a.m.** A motion to approve Consent Agenda Item 10. d., with an amendment regarding the three Airport properties, identified in Consent Agenda Item #10 c., was made by Commissioner Holman and seconded by Commissioner Cox. **The motion passed unanimously.**

**11. Parkway Interlocking / Richmond Heights Turnout Design Services (Operations Committee Recommends Approval) (Resolution #1010)**

**8:33 a.m.** A briefing paper was provided in the Board packet, regarding a request to refer to the Board of Commissioners, for approval, a request to enter into a contract with STV Inc. dba STV Engineers, Inc. to provide Parkway Interlocking / Richmond Heights Turnout Design Services, in a not to exceed amount of **\$1,088,916.40**, which includes a 10% contingency. Chris Poehler, Assistant Executive Director Engineering Systems, provided an overview of this issue.

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

**12. Airport Terminal Repair / Replacement (Operations Committee Recommends Approval) (Resolution #1011)**

**8:35 a.m.** A briefing paper was provided in the Board packet, regarding a request that the Board of Commissioners approve an intercompany loan between the Airport and BSD, in an amount not to exceed \$850,000, to cover the repair cost or replacement of the Airport Terminal.

Mary Lamie, Executive Director Multi Modal Systems, provided a brief overview of this issue. Ms. Lamie noted that the St. Louis Downtown Airport Terminal Building (Terminal) was constructed in 1982, and over the years, the Terminal has been retrofitted and modernized, so that the internal room arrangement no longer has the same floorplan or the same uses. She reported that throughout the modifications and retrofits, the Terminal has had consistent ceiling and wall water leaks. The leakage is attributed to several factors that include faulty windows, porous plaster siding, and/or exposed wood under the eaves. Improvements to repair the leakage have included crack and roof repair, structural changes, and caulking. Past repairs have provided temporary relief but have been unsuccessful in correcting the problems beyond a few years. The leakage has resulted in damage to walls, damage to ceiling tiles, and flooring problems, and it is imperative that the leak issues be properly addressed, in order to maintain the building and prevent additional safety issues.

Ms. Lamie stated that the desired approach for repair is to conduct a Request for Proposals (RFP) from engineering/construction firms to enter into a Design/Build contract for the total repair of the Terminal. If during the building assessment, which will require portions of the roof and siding to be removed, it is determined a total replacement is more economical, the repair contract would be terminated and a new option would be developed. When compared to a traditional Design – Bid – Build project delivery method, the Design/Build contract will ensure one firm is responsible for the repair, thereby reducing the Agency's liability. Additionally, the project schedule will be reduced and engineering costs will be reduced, by avoiding a separate study to evaluate the building for repair or replacement. Ms. Lamie stated that staff is requesting that the Board of Commissioners approve an intercompany loan between the Airport and BSD, in an amount not to exceed \$850,000, to cover the repair cost or replacement of the Airport Terminal.

Mark Vago, Sr. Executive Vice-President and Chief Financial Officer, noted that, as long as economic conditions remain stable, there should be no problem in the repayment of the intercompany loan. Commissioner Windmiller asked if the intercompany loan would be interest free. Mr. Vago noted that the interest rate would be 4%.

A motion to approve this agenda item, as presented, was made by Commissioner Windmiller and seconded by Commissioner Cox. Commissioner Pestello abstained from the vote. **The motion passed.**

**13. Bi-State Development Research Institute Board of Directors (Resolution #1012)**

**8:39 a.m.** A briefing paper was provided in the Board packet, regarding a request that the Board of Commissioners approve the members of the Board of Directors and the Officers for the Bi-State Development Research Institute. John Langa, Vice President of Economic Development, provided a brief overview of this issue, noting that at the November 12, 2019 annual meeting, the Institute proposed adding Larry Jackson, Executive Vice President, BSD, as an Institute Board of Directors member and approved a slate of Officers. The members of the Board of Directors and the slate of Officers, as approved by the Institute, are as follows:

- Mike Buehlhorn, President
- Aliah Holman, Vice President
- Barbara Enneking, Secretary

- Larry Jackson, Treasurer
- Taulby Roach, Member

A motion to approve the slate of officers for the Research Institute, as presented, was made by Commissioner Gully and seconded by Commissioner Simmons. **The motion passed unanimously.**

**14. 2020 Board and Committee Meeting Schedule**

**8:41 a.m.** Chair Buehlhorn noted that a proposed schedule of Board and Committee meetings for 2020, based off the current schedule, was provided in the packet. Discussion was held regarding current meeting dates and times. Chair Buehlhorn recommended that all meetings begin at 8:30 a.m., and scheduling of Security Sub-Committee meetings on Thursday, if possible. He also recommended that the Operations (OPS) Committee meeting be combined with the Audit, Finance and Administration (AFA) Committee meetings, to be held on the regularly scheduled dates for the AFA meetings. Ms. Bennett, Manager of Board of Administration, will work with Commissioner Windmiller and Commissioner Simmons on finalizing the dates for the Security Sub-Committee meetings, and will send a revised schedule to the Commissioners. Commissioner Pestello asked that his assistant be included in any e-mails regarding scheduling.

A motion to approve the meeting schedule, as amended, with 8:30 a.m. meeting times and combined OPS/AFA Committee meetings, was made by Commissioner Cox, and the motion was seconded by Commissioner Windmiller. **The motion passed unanimously.**

**15. Title VI Program Updates**

**8:45 a.m.** This item was brought before the Board of Commissioners for information only. Ms. Jessica Mefford-Miller, Executive Director Metro Transit, provided the Bi-State Development (BSD) Board of Commissioners with a progress overview of updates to Metro Transit's Title VI program, which is designed to ensure that public transportation services are provided in a nondiscriminatory manner. She noted that staff is working alongside FTA and its designated subject matter experts to make necessary draft program modifications, which will then be subject to public review, and will likely entail a 30-day public comment period, with online and in-person opportunities to submit remarks. She stated that this item will be brought, in full, to the Board of Commissioners in February 2020 for discussion and approval.

**16. MetroReimagined Update**

**8:48 a.m.** This item was brought before the Board of Commissioners for information only. Ms. Jessica Mefford-Miller, Executive Director Metro Transit, stated that Metro continues to monitor the service changes that were recently implemented, and take swift action where there are issues. She noted that some additional bus route changes will be implemented on December 2<sup>nd</sup>. She noted that a pilot program with Lyft was implemented in October. She stated that the initial program was designed to be a small program, whereby customers could use either the Lyft app or Metro customer service to book their service. Metro is continuing to evaluate the effectiveness of the Lyft service, as well as the MetroReimagined service changes. Ms. Mefford-Miller noted that additional service changes, where needed, will be made in March 2020, and anticipates that the new service changes will reach an equilibrium by June 2020.

Commissioner Holman asked they have noted any problem areas geographically. It was noted that there is an increased amount of elderly and young children who use the system in North City, and Ms. Mefford-Miller stated that she anticipates there will be increased modification to those services by March 2020. Commissioner Gully asked for clarification of the Lyft program, how it works, and how users are notified that the service is available. Ms. Mefford-Miller stated that riders can either access the Lyft program through the app or through Metro customer service. Users are charged \$1.00 to ride to the nearest route transfer point, and a Lyft driver arrives within 15 minutes of the time the ride is booked. Ms. Mefford-Miller noted that there has been a learning curve by Metro as well as ridership, but Metro is moving swiftly to address any issues.

**17. Unscheduled Business**

**9:01 a.m.** There was no unscheduled business. Commissioner Cox thanked those who submitted speaker cards and brought their concerns to the Board.

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

**9:03 a.m.** Myra Bennett, Manager of Board Administration, advised the Committee of the upcoming meetings, as follows:

Combined OPS/AFA Committee:	Friday	January 24, 2020	8:30 AM
Board of Commissioners Meeting:	Friday	February 21, 2020	8:30 AM

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

**9:05 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) – Legal; (D) (7) – Purchasing and Contracts; and (D) (10) – Audit.

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

Aliah Holman – Yea  
Constance Gully – Yea  
Rose Windmiller – Yea  
Fred Pestello – Yea

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

**The motion passed unanimously, and the Committee moved into Executive Session at approximately 9:06 a.m.**



The Board of Commissioners reconvened to the Regular Meeting at approximately 10:04 a.m.

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 Holman made a motion to approve the minutes from the September 23, 2019 Board of Commissioners, Executive Committee, Executive Session, as a closed record. The motion was seconded by Commissioner Windmiller.

Aliah Holman – Yea  
Constance Gully – Yea  
Rose Windmiller – Yea  
Fred Pestello – Yea

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

**The motion passed.**

Commissioner Cox made a motion to approve the minutes from the September 27, 2019 Board of Commissioners, Executive Session, as a closed record. The motion was seconded by Commissioner Windmiller.

Aliah Holman – Yea  
Constance Gully – Yea  
Rose Windmiller – Yea  
Fred Pestello – Abstain

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

**The motion passed.**

Commissioner Holman made a motion to approve the Draft – ADA No-Show Policy Audit (Resolution #1013), as presented. The motion was seconded by Commissioner Gully.

Aliah Holman – Yea  
Constance Gully – Yea  
Rose Windmiller – Yea  
Fred Pestello – Yea

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

**The motion passed.**

Commissioner Gully made a motion to approve the Draft Financial Audit for Year Ended June 30, 2019 (Resolution #1014), as presented. The motion was seconded by Commissioner Cox.

Aliah Holman – Yea  
Constance Gully – Yea  
Rose Windmiller – Yea  
Fred Pestello – Yea

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

**The motion passed.**

Commissioner Pestello made a motion to approve the Modification of Contract Award for General Legal Counsel Services (Resolution #1015), as presented. The motion was seconded by Commissioner Cox.

Aliah Holman – Yea  
Constance Gully – Yea  
Rose Windmiller – Yea  
Fred Pestello – Yea

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

**The motion passed.**

Commissioner Gully made a motion to approve the Settlement Agreement (Resolution #1016), as presented. The motion was seconded by Commissioner Pestello.

Aliah Holman – Yea  
Constance Gully – Yea  
Rose Windmiller – Yea  
Fred Pestello – Yea

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

**The motion passed.**

Chair Buehlhorn asked if there was any further business; being none, Commissioner Simmons made a motion to adjourn the meeting. The motion was seconded by Commissioner Gully. Unanimous vote in favor was taken. The motion passed, and the meeting was adjourned at approximately 10:08 a.m.



Deputy Secretary to the Board of Commissioners  
Bi-State Development