



Combined Meeting of the
Operations Committee &
Audit, Finance and
Administration Committee
March 20, 2020
8:30 AM

Open Session Agenda

Notice of Meeting and Agenda

Bi-State Development
Combined Operations Committee and
Audit, Finance and Administration Committee Meeting
Friday, March 20, 2020 at 8:30 AM
FY 2021-2023 Operating and Capital Budget Presentation
Headquarters - Board Room, 6th Floor
One Metropolitan Square, 211 N. Broadway, Suite 650
St. Louis, Missouri 63102

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

| Agenda | Disposition | Presentation |
|---|--------------------|---|
| 1. Call to Order | Approval | Chair Holman |
| 2. Roll Call | Quorum | M. Bennett |
| 3. Public Comment | Information | Chair Holman |
| 4. Approval of the Minutes of the January 24, 2020 Combined Operations and Audit, Finance & Administration Committees, Open Meeting | Approval | Chair Holman |
| 5. FY 2020 External Audit - Client Service Plan from RubinBrown | Approval | M. Vago / R. Duncan / A. Barnum |
| 6. Bi-State Development Operating and Capital Budget FY 2021 – 2023 | Approval | M. Vago / T. Fulbright / L. Rusbarsky |
| 7. Intergovernmental Agreement Between Bi-State Development and the Madison County Mass Transit District | Approval | J. Mefford-Miller / M. Vago |
| 8. Contract Award – Paratransit Certification and Administrative Services | Approval | J. Mefford-Miller / L. Jackson / G. Smith / A. Parker |
| 9. Title VI Program and Policy Updates | Approval | J. Mefford-Miller / J. Gershman |
| 10. Sole Source Contract Renewal with Remix Software | Approval | J. Mefford-Miller / L. Jackson / G. Smith |
| 11. Sole Source Contract Award – Public Address & Customer Information System (PA/CIS) Upgrade | Approval | J. Mefford-Miller / G. Smith |
| 12. Contract Modification: New Flyer, To Purchase 14 Battery Electric Articulated Buses | Approval | J. Mefford-Miller / L. Jackson / D. Curry |
| 13. Contract Award – Temporary Help Services | Approval | D. Bentz / G. Smith / L. Jackson |

| Agenda | Disposition | Presentation |
|--|-------------|------------------------|
| 14. Revision to Board Policies – Section 10.060 – Board and Committee Meetings | Approval | B. Enneking |
| 15. Potential Refunding of Bonds Issued to Finance Arch Motor Set Replacements | Approval | T. Fulbright / A. Pope |
| 16. Letter of Agreement Between Bi-State Development and The Jerry Costello Group, LLC for Consulting Services for the St. Louis Regional Freightway and Bi-State Development | Approval | M. Lamie |
| 17. State Safety Oversight – Public Transit Agency Safety Plan, Internal Audit Department Work Plan | Approval | J. Cali |
| 18. Discussion Regarding Potential Refunding of Series 2013 Bonds for Savings | Approval | M. Vago |
| 19. Treasury-Safekeeping Quarterly Accounts – Ending December 31, 2019 | Information | J. Cali |
| 20. Pension Plans, 401(k) Retirement Savings Program and OPEB Trust Investment Performance Update as of December 31, 2019 | Information | C. Stewart |
| 21. Financial Statements | Information | M. Vago |
| 22. Treasurers Report | Information | T. Fulbright |
| 23. Procurement Report 2 nd Quarter – FY20 | Information | G. Smith |
| 24. Operations Report | Information | J. Mefford-Miller |
| 25. President/CEO Report | Approval | T. Roach |
| 26. Unscheduled Business | Approval | Chair Holman |
| 27. Call for the Dates of Future Board & Committee Meetings | Information | M. Bennett |
| 28. Adjournment to Executive Session** | Approval | Chair Holman |
| 29. Reconvene to Open Session | Approval | Chair Holman |
| 30. Adjournment | Approval | Chair Holman |
| <p><i>**If such action is approved by a majority vote of The Bi-State Development Agency's Board of Commissioners who constitute a quorum, the Board may go into closed session to discuss legal, confidential, or privileged matters pursuant to Bi-State Development Board Policy Chapter 10, Section 10.080 (D) Closed Records: Legal under §10.080(D)(1); Real Estate under §10.080(D)(2); Personnel under §10.080(D)(3); Health Proceedings under §10.080(D)(4); Employee Negotiations under §10.080(D)(5); Data Processing under §10.080(D)(6); Purchasing and Contracts under §10.080(D)(7); Proprietary Interest under §10.080 (D)(8); Hotlines under §10.080(D)(9); Auditors under §10.080(D)(10); Security under §10.080(D)(11); Computers under §10.080(D)(12); Personal Access Codes under §10.080(D)(13); Personal Information under §10.080(D)(14); Insurance Information under §10.080(D)(15); Rail, Bus, or Facilities Safety and Accidents under §10.080(D)(16) or Protected By Law under §10.080(D)(17).</i></p> | | |

***Note:** Public comment may be made at the written request of a member of the public specifying the topic(s) to be addressed and provided to the Agency's information officer at least 48 hours prior to the meeting. No public comment shall be allowed by parties or their legal counsel in connection

with any matter involving a pending bid protest, litigation, or legal matter. The following rules shall be observed: 1) All individuals shall state their name, address and topic for comment; 2) All individuals shall address the Chair and shall not proceed with public comment until recognized by the Chair; 3) No disrespectful language may be used or comments with respect to personalities shall be made; 4) An individual called to order by the Chair shall immediately desist from speaking until permitted to continue by the Chair; and 5) Public comment by an individual shall be limited to five minutes, unless permission to continue is given by motion adopted by the Board.

Open Session Item

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**BI-STATE DEVELOPMENT
COMBINED OPERATIONS / AUDIT, FINANCE & ADMINISTRATION
COMMITTEE MEETING
OPEN SESSION MINUTES
January 24, 2020**

Operations Committee Members in Attendance

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

Audit, Finance & Administration Committee Members in Attendance

Aliah Holman, Chair
Constance Gully
Justin Zimmerman
Herbert Simmons
Fred Pestello – Absent

Staff in Attendance

Taulby Roach, President and Chief Executive Officer
Barbara Enneking, General Counsel and Deputy Secretary
Brenda Deertz, Executive Assistant to the President and CEO
Myra Bennett, Manager of Board Administration
Jim Cali, Chief Audit Executive
D. Monroe, Metro Transit
Terry Kostel, Safety Auditor II
Andrew Ghiassi, Director of Safety & Chief Safety Officer
Ted Zimmerman, Vice President, Marketing and Communication
Scott Grott, General Manager MetroLink
John Langa, Vice President Economic Development
Mark Vago, Senior Vice President Chief Financial Officer
Jerry Valley, External Communications Manager
Jamie Kenyon, General Maintenance Mechanic
Patti Beck, Director Communications
Virgie Chaffen, Director of Labor Relations
Greg Smith, Vice President Procurement and Inventory Management
Kelli Fitzpatrick, Sr. Internal Auditor/PT
Angela Staicoff, Sr. Internal Auditor
Gary Smith, Internal Auditor
Victoria Potter, Controller

Darren Curry, Chief Mechanical Officer
Stephen Berry, General Manager Public Safety
Tamara Fulbright, Sr. Director Financial Planning & Treasury
Tim Nittler, Director Capital Projects
Michael Gibbs, Manager Financial Operations – Admin & Business Operations
Larry Jackson, Executive Vice President Administration
Jessica Mefford-Miller, Executive Director Metro Transit
Connie Welch, Manager Financial Operations – Transit
Lisa Burke, Executive Assistant
Chance Baragary, Project Director – Arch
Virginia Alt-Hildebrandt, Manager Administrative Services
Larry Rusbarsky, Director Financial Planning & Budget
Carmen Brothers, Retirement Plan Manager
David Toben, Director of Benefits
Dawn Haney, Accountant III
Julie Beiser, Manager of Receivables
Kerry Kinkade, VP Chief Information Officer
Tedessa Murray, Employee Relations Partner
Andrea Jumper, Public Safety Research Analyst
Kathy Brittin, Director of Risk and Absence Management
Trenise Winters, General Manager MetroBus
Sally Bender, Internal Auditor PT
Karl Tyminski, Sr. Internal Auditor/PT

Others in Attendance

Catina Wilson, ATU Local 788
Reginald Howard, ATU Local 788
M. Schneider, West End Word
Paul Hampel, St. Louis County
Brian Kelly, KMOX
Kim Cella, CMT
Tom Sullivan
Jim Wild, EWGCOG
Craig Heller, Loop Trolley TDD
Erica Brooks
Mitch Eagles
Misty Jordan
Kae Pertan, STLPR
Craig Danley, Local 788
Jason Terry, Gilmore & Bell
Greg Dodson, Vector

1. Open Session Call to Order

8:30 a.m. Chairman Holman called the Open Session of the Combined Operations / Audit, Finance & Administration Committee Meeting to order at 8:30 a.m.

2. Roll Call

8:30 a.m. Roll call was taken, as noted above.

3. Public Comment

8:32 a.m. Chair Holman noted that three speaker cards were submitted for today's meeting.

Mr. Mitch Eagles addressed the Board of Commissioners voicing opposition to the Loop Trolley. He stated that he feels that the Loop Trolley was the result of one man's efforts, and is not a means of transit, but rather a "toy". He stated that the project has failed miserably, and has now been shoved off onto Mr. Roach, to try to find a way to make it work. He stated that he appreciates Mr. Roach's work and creativity regarding this project; however, he feels that it will continue to operate poorly. Mr. Eagles stated that he would like to see the money spent on better and smarter transit for the area, and feels that the Loop Trolley would be pulling Bi-State Development away from "true" transit.

Mr. Tom Sullivan addressed the Board of Commissioners voicing opposition to the Loop Trolley. He stated that this issue and the proposal has been opposed by the St. Louis County Council and the City. He stated that the public has stated opposition to any additional funds being allocated to the project, and that the project is not financially feasible. Mr. Sullivan stated that the trolley has only achieved ten percent of its projected income, and he noted reports by Elliot Davis on the number of riders and system "breakdowns". He suggested that the representatives of the FTA are here to back up Mr. Roach's plan; however, the FTA is partially to blame. He stated that politicians wanted the project; however, it makes no sense to try to revive it.

Ms. Erica Brooks addressed the Board of Commissioners regarding the MetroReimagined plan. She cited issues with lack of connecting routes and issues regarding safety. She asked if Metro Transit would consider implementation of a turnstile system, noting high crime areas at North Hanley and Forrest Park. She stated that if Metro would focus on security consistently, as it does with baseball and hockey games, we would not have these issues. Ms. Brooks asked that Metro Transit focus on better access for North County residents, and installing Wi-Fi access for the North County buses.

4. Minutes of the October 18, 2019 Combined Operations Committee and Audit, Finance & Administration Committee, Open Meeting

8:47 a.m. The minutes of the October 18, 2019, Combined Operations Committee and Audit, Finance & Administration Committee, Open Meeting were provided in the Committee packet. A motion to approve the minutes was made by Commissioner Zimmerman and seconded by Commissioner Simmons. **The motion passed unanimously.**

5. Loop Trolley – Approval of Sustainability Plan and Management Agreement

8:47 a.m. President and CEO, Taulby Roach, stated that he had been charged with putting together a plan for the Board's consideration, regarding the Loop Trolley. He noted that the

Commissioners challenged him to come up with a plan, in which no new tax dollars would be needed to keep the Loop Trolley operating. He noted that the plan before the Board for consideration does not include any new tax money for the project, with the possibility of a long-term solution for the project.

Mr. Roach noted that the plan has changed somewhat, in that the proposed plan would include a management agreement, to limit liability to Bi-State. He noted that there would be no asset transfer. The plan includes increasing the hours of service for the trolley and increasing ridership. Mr. Roach reviewed the plan highlights and projected operating budget, as noted in the informational packet. He also stated that he has worked with the regional FTA Administrator, Mokhtee Ahmad, on development of this plan, and Mr. Ahmad is in attendance at today's meeting to address the Board.

Mr. Mokhtee Ahmad, Regional FTA Administrator, addressed the Board of Commissioners. He stated that when the program began 10 years ago, there was \$135 million available in FTA funds, to be distributed among five projects, each not to exceed \$25 million for this particular program. The Loop Trolley was one of the five projects that was successful in obtaining funding. He noted that it took approximately nine years to complete the infrastructure for the project, which still needs some "tweaks". Unfortunately, when looking at the operating funds and revenue for the project, it fell short. He noted that, in discussions with the TDD, conversations were held on how we could make the project viable, since a considerable amount of money has been invested in the project. He stated that Mr. Roach had informed him, that Bi-State Development could not get involved in this project if any additional local monies would be required. Mr. Ahmad stated that they looked into the grants and Federal funds that were available, and found that the Bi-State "flex funds", (remaining balances from previous projects), could be freed up for use on this project. He noted that this would provide for funding, so that no additional local funds would be needed. Mr. Ahmad stated that there is also a long term effect to be considered. He noted economic development that has occurred along that corridor, and the hope is, this economic growth will be part of the long term solution for the project.

Commissioner Buehlhorn stated that he has high respect for Mr. Ahmad, and he understands that Mr. Roach has "taken a beating" over this issue. He clarified that Bi-State Development is a member of the Loop Trolley TDD Board, not "Taulby Roach". Commissioner Buehlhorn stated that some people have expressed that they do not feel this is a "transit issue"; however, neither is the Arch. He stated that Bi-State Development is not solely "transit", but rather, they address regional, economic development. Commissioner Buehlhorn stated that he understands that this is a serious issue, and the FTA, St. Clair County, and Madison County are in a bind regarding this project. He stated that he understands that the outcome of the project can have area consequences; however, he is unable to support the project, as it stands.

Commissioner Holman posed questions regarding the future needs of Bi-State Development. Mr. Roach stated that over the past 10 years, \$265 million in federal funds have been secured for comparable, competitive projects. He expressed concern regarding the region's competitiveness, and noted that, should this project default, it could have a regional impact.

Commissioner Cox thanked Mr. Ahmad for attending today's meeting. He stated that he cannot justify using Federal transit dollars for a "trolley ride" when we have serious transit needs. He stated that he knows that some would disagree; however, he does not feel that this is transit. Commissioner Cox asked if we would lose future federal funding for projects, if we do not bail out the Loop Trolley. Mr. Ahmad stated no. Mr. Cox asked if the flex money, proposed for use with the Loop Trolley project could be reallocated for another project. Mr. Ahmad noted that it could be used for another project, as long as the other project meets certain criteria.

President and CEO Roach explained the process for the use of flex funds, and how the funds are re-categorized for "like" projects. He noted that the Loop Trolley meets the criteria, and allowed him to devise a plan, based on the directive of the "electeds" and the Board of Commissioners. Mr. Ahmad commented that the FTA has determined that the Loop Trolley is transit; it moves the general public from point to point.

Commissioner Zimmerman asked what other ways could the \$1.4 million in flex funds be used by Bi-State Development. Mr. Roach stated that it could be reallocated for our use; however, it would have to meet certain criteria.

Commissioner Simmons asked if the funds could be used for security. Mr. Roach stated that the money could not be used for security issues. It must be re-categorized as a "like use", per FTA requirements.

Commissioner Windmiller thanked Mr. Ahmad for his attendance at the meeting. She asked if the FTA would be in a position to litigate, if the trolley ceases to operate, and asked if this has happened in the past. Mr. Ahmad stated that the litigation would involve the Loop Trolley TDD and East West Gateway Council of Governments. He stated that the FTA has come close to litigation in the past, on a project; however, an agreement was reached, and the system stayed in operation.

Commissioner Buehlhorn stated that, if someone would like to offer the \$1.4 million to make the project work, he would support it; however, he does not like the idea of allocating extra FTA funds that belong to Bi-State Development for this project.

Commissioner Zimmerman noted that it is his understanding that wealthy individuals had pledged up to \$8 million for this project, and asked the status of those funds. Mr. Ahmad stated that promises were made; however, some have dropped out. When asked if the FTA has attempted to go after those funds, he indicated that the Loop Trolley TDD would have to do that. The FTA only goes after federal dollars. Mr. Ahmad stated that he felt that it just made sense for Metro to take over the project, since it is a transit agency.

Commissioner Simmons noted that he is not seeing support from St. Louis City or County, regarding this project. Mr. Roach stated that they are working through the process; however, some Council members do oppose the project. He noted that Council Member Trakas and Council Member Harder are opposed. Mr. Roach stated that he is working with County Executive, Dr. Sam Page; however, he has not issued a letter of support at this time. He noted

that Mayor Krewson has indicated that she would be happy to write a letter in support of the project.

Commissioner Gully stated that she has received no information from St. Louis City, St. Louis County, or from Illinois, and this project would need to have the support of the entire region. Discussion held regarding the basis of the budget for the project. Mr. Roach noted that this is only a preliminary budget. He did not feel that he should use additional staff time on this project, without authorization to proceed to the next step. Commissioner Gully asked for specifics regarding the positive impact that the Trolley has on economic development. Mr. Roach noted a 6% rise, year over year, as well as new projects such as the CVS at Skinker and Delmar, and TOD in Forrest Park. Commissioner Gully expressed concerns regarding challenges this project will have on staff. Mr. Roach noted that he is only trying to give an accurate read on a troubled public asset, and find a way it can be successful.

Commissioner Windmiller asked for specifics regarding the four year time frame, and asked if benchmarks would be established. Mr. Roach stated that it is going to take time to evaluate the rolling stock, and the FTA was in agreement on the assessment of the time frame. He stated that he knows the project will not be viable within one or two years.

Commissioner Zimmerman asked for additional information on ideas for increasing ridership, since a proposed increase is included in the projections. Ms. Fulbright noted that some of these figures are based on additional hours of service. Commissioner Zimmerman also expressed concerns of reports he has heard that individuals would be “required” to ride the Trolley.

Commissioner Cox stated that he does not have an issue with “suggesting” the use of a pass for employees; however does not agree with “forcing” them to ride the Trolley.

Commissioner Holman noted that the language on Mr. Roach’s presentation, pertaining to “Board Questions Regarding Loop Trolley from the December 10, 2019 Special Meeting”, question number 10, is not correct. She noted that last sentence should read, “If project moves forward, would need Bi-State to focus on racial equity issues throughout the transit system”, as opposed to the current wording “social equity”.

Being no further discussion, a motion to approve this agenda item, as presented, was made by Commissioner Windmiller. Chair Holman asked if there was a second. Being none, **the motion failed for lack of a second.**

6. Contract Award – Microtransit Pilot Project

10:06 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 approval to enter into a contract with the most advantageous proposer to operate a new microtransit service that complements Metro’s existing fixed route service in the St. Louis region. Jessica Gershman, Assistant Executive Director, Planning & Systems, provided an overview of this issue, including an explanation of “Microtransit”. She noted that this service is often for shorter-length trips in defined zones, and it utilizes vehicles that are smaller than traditional fixed-route buses. Microtransit service hinges on a demand-responsive technology platform that allows for vehicles to be summoned on-call

when/where the customer desires, but also benefits from dynamic routing, to create shared rides and yield the efficiencies of public transit. It was noted that a Request for Proposals has been issued, with proposals due February 5th. It is anticipated that final figures for this project will be presented at the February 21st Board of Commissioners meeting.

*****Commissioner Gully and Commissioner Buehlhorn briefly stepped away from the meeting.*****

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

7. Contract Award – Gillig, To Purchase 4 Battery Electric Buses

10:10 a.m. A briefing paper was provided in the Committee packet, regarding a request to refer to the Board of Commissioners, for approval, a recommendation for the authorization to award a contract to Gillig, LLC, for the purchase of four (4) 40' Battery Electric buses to replace diesel buses currently in operation at the Brentwood division. Jessica Mefford-Miller, Executive Director Metro Transit, gave a brief overview of this item, noting previous Board approval for the purchase of fourteen (14) battery electric busses. She stated that the next item on the agenda will address construction of the infrastructure needed for the charging stations for the buses. A motion to approve this agenda item, as presented, was made by Commissioner Windmiller and seconded by Commissioner Brown. **The motion passed unanimously.**

8. Contract Award – Construction of Charging Infrastructure for Battery Electric Buses

10:13 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 contract with the party selected in solicitation 20-RFP-106534-DGR for Construction of Charging Infrastructure for Battery Electric Buses. Tim Nittler, Director of Capital Projects, gave a brief overview of this item. It was noted that staff anticipates that final cost figures for this project will be presented at the February 21st Board of Commissioners meeting.

*****Commissioner Gully re-entered the meeting at approximately 10:16 a.m.*****

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

*****Commissioner Cox, who had been participating in the meeting via phone, excused himself from the meeting at approximately 10:17 a.m.*****

*****Commissioner Buehlhorn re-entered the meeting at approximately 10:17 a.m.*****

9. Contract Award – Transit and MetroLink Station Advertising Services

10:17 a.m. A briefing paper was provided in the Committee packet, regarding a request to refer to the Board of Commissioners, approval to award Contract 20-RFP-106478-SG for Transit and MetroLink Station Advertising Services to Vector Media for a three-year period, commencing April 1, 2020 and ending March 31, 2023, with two one-year options for renewal at Metro's discretion, extending the contract to March 31, 2025. Ted Zimmerman, Vice President Marketing

& Communications, provided a brief overview of this item. It was noted that Vector Media proposes guaranteed revenue for the three-year period of \$4,800,000, with additional guaranteed revenue of \$1,700,000 in Option Year 1, and \$1,750,000 in Option Year 2. Total guaranteed revenue for all 5 years (including 2 option years) will be \$8,250,000.

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

10. Bi-State Development Research Institute Pilot Food Kiosks Donation

10:18 a.m. A briefing paper was provided in the Committee packet, regarding a request to refer to the Board of Commissioners for approval the Bi-State Development Research Institute's (Institute) approval action for the donation of two (2) kiosks to The Link Market (TLM). John Langa, Vice President, Economic Development, provided a brief overview of this item. He introduced the former St. Louis County Council woman Hazel Erby, now St. Louis County Director of Diversity, Equity and Inclusion; Darlene Reed, St. Louis County; and Serena Teague, Link Market, who he has worked with on this project. Commissioner Holman asked how the program will move forward in the future, with the changes to the Research Institute. Mr. Langa stated that, as a bona fide 501 (c)(3), and with an updated business plan, TLM believes the project can be a success through its ownership of the kiosks. Should they take ownership, all program and kiosk responsibilities would be TLM's, and BSD's role would be reduced to that of a licensor, in the event TLM operates at a BSD location. All responsibilities, costs and liabilities would be TLM's, and should TLM choose to relocate a kiosk from, or sell a kiosk at, either the North Hanley or Wellston MetroLink station, they would need the County's prior written acknowledgment, and their license or use agreement with BSD would become null and void.

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

11. Contract Award – Design Services for Repurposing of Tucker Theater at the Gateway Arch

10:23 a.m. A briefing paper was provided in the Committee packet, regarding a request to refer to the Board of Commissioners, approval to contract with AECOM Technical Services, Inc. for Design Services for Repurposing of the Tucker Theater at the Gateway Arch, for an amount not to exceed \$3,500,000. Larry Jackson, Executive Vice President of Administration, and Chance Baragary, Project Director–Arch, provided a brief overview of this item. Mr. Jackson noted that Bi-State Development / Gateway Arch is pursuing a project to provide a fresh visitor experience in the 4,800 square foot space currently known as Tucker Theater, located within the Arch Visitor Center. Currently, *Monument to the Dream*, a documentary telling the story of construction of the Arch, is shown in this space. He stated that this film, while fascinating in content, is dated, a fact which is often the focus of visitor feedback. The project goals include providing a fresh perspective of this story in the same space to further supplement the overall park visitor experience, and to provide an attraction that appeals to a broader audience.

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

12. Police Assistance Services Agreement with the St. Louis City Metropolitan Police Department

10:26 a.m. A briefing paper was provided in the Committee packet, regarding a request to refer to the Board of Commissioners, approval of a Police Assistance Services Agreement with the St. Louis City Metropolitan Police Department. Taulby Roach, President and CEO, and Stephen Berry, General Manager, Department of Public Safety, provided a brief overview of this item. Commissioner Gully asked how consistent this agreement is to the agreements with St. Louis County and St. Clair County. Mr. Berry stated that the agreements are very consistent.

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

13. Sole Source Contract for Temporary Financial Consultant

10:35 a.m. A briefing paper was provided in the Committee packet, regarding a request to refer to the Board of Commissioners for approval, authorization to enter into a sole source contract with Robert Half, for Temporary Financial Consultant services, as budgeted for fiscal year 2020. Mark Vago, Senior Vice-President and Chief Financial Officer, provided a brief overview of this item, noting challenging staffing issues during the past year. President and CEO, Taulby Roach, commended Mark Vago and Tammy Fulbright for their work during this time.

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

14. Appointment of Successor Trustee for Light Rail Vehicle Lease Transactions

10:41 a.m. A briefing paper was provided in the Committee packet, regarding a request to refer to the Board of Commissioners for approval, a resolution authorizing the appointment of a successor trustee in connection with the 2001 Light Rail Vehicle Lease Transactions. Tammy Fulbright, Director of Treasury Services, provided a brief overview of this item, noting that the Agency has been notified by Wells Fargo of their intent to resign as Trustee for the 2001 Lease Transactions, and as a result, the Agency must appoint a successor trustee. Ms. Fulbright stated that in 2019, the Agency appointed BOKF, N.A. as the successor trustee for the Combined Lien Mass Transit Sales Tax Appropriation Refunding Bonds Series 2013 and Series 2019. The Agency desires to appoint BOKF, N.A. as the successor trustee for the 2001 Lease Transactions.

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

15. Contract Modification – Extension of Contract with Arthur J. Gallagher

10:42 a.m. A briefing paper was provided in the Committee packet, regarding a request to refer to the Board of Commissioners, approval of a contract extension for 14-RFP-9861-DR – Health and Welfare Consulting Services, with Arthur J. Gallagher through December 31, 2020, to assist BSD with its employee benefit strategic analysis. The extension will cost \$106,500, and will increase the not-to-exceed contract amount to \$907,434. David Toben, Director of Benefits, provided a brief overview of this item.

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

16. Metro Transit Operations Report

10:43 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. This item was submitted as information only, and no action was needed by the Committee.

17. 2019 Pension Valuations Update

10:49 a.m. A briefing paper was included in the Committee packet, to provide an update of the 2019 pension valuations for company sponsored defined benefit pension plans. Carmen Brothers, Retirement Plan Advisor, gave a brief overview of the pension valuations, noting the following:

- As of June 1, 2019, the funded ratio for the Salaried Pension Plan was 85.3% and the unfunded liability was \$13,640,644.
- As of April 1, 2019, the funded ratio for the IBEW Pension Plan was 97.9% and the unfunded liability was \$120,201.
- As of April 1, 2019, the funded ratio for the Local 788, Amalgamated Transit Union, AFL-CIO Pension Plan was 67.1% and the unfunded liability was \$69,825,666.

This item was submitted as information only, and no action was needed by the Committee.

18. 401(k) Plan Audit Update

10:50 a.m. A briefing paper was included in the Committee packet, to provide the Committee an update on the audit of the Bi-State Development Agency 401(k) Retirement Savings Program (BSD 401(k) Plan). Carmen Brothers, Retirement Plan Advisor, gave a brief overview of this item. Commissioner Zimmerman thanked staff for simplifying the reports. This item was submitted as information only, and no action was needed by the Committee.

19. Financial Statements

10:51 a.m. Mark Vago, Senior Vice-President and Chief Financial Officer, provided an overview of the 2020 quarterly financial statements for the first quarter, period ending September 30, 2019, including performance indicators, for all Bi-State business divisions including: Executive Services, Gateway Arch Tram, Riverfront Attractions, St. Louis Downtown Airport, Metro, St. Louis Regional Freightway, Bi-State Development Research Institute, and Arts in Transit.

20. Treasurer's Report

10:53 a.m. Tammy Fulbright, Senior Director of Financial Planning and Treasury, provided an overview of the Treasurer's Report for the quarter ended September 30, 2019.

21. Quarterly Procurement Report

10:54 a.m. A memorandum was provided in the Committee packet, to provide a summary of the quarterly procurement activity for the first quarter of fiscal year 2020. 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 was required.

Chair Holman noted that Agenda Items 22. through 26. 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 27.

27. President/CEO Report

10:57 a.m. Bi-State Development President/CEO Taulby Roach stated that he has no report at this time.

28. Unscheduled Business

10:57 a.m. There was no unscheduled business.

29. Call of Dates for Future Board and Committee Meetings

10:57 a.m. Myra Bennett, Manager of Board Administration, advised the Committee of the upcoming meetings, as follows:

| | | | |
|---------------------------------------|----------|-------------------|---------|
| - Security Sub-Committee Meeting: | Thursday | February 13, 2020 | 8:30 AM |
| - Board of Commissioners Meeting: | Friday | February 21, 2020 | 8:30 AM |
| - Operations/Audit Finance Committee: | Friday | March 20, 2020 | 8:30 AM |

30. 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).

10:58 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 Brown and seconded by Commissioner Zimmerman. A roll call vote was taken as follows:

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

Michael S. Buehlhorn – Yea
Justin Zimmerman – Yea
Irma Golliday – Yea

Rose Windmiller – Yea

Herbert Simmons – Yea

Motion passed unanimously, and the Committee moved into Executive Session at 10:58 a.m.

31. Reconvene to Open Meeting

11:21 a.m. The Committee reconvened to the Open Meeting at approximately 11:21 a.m.

Chair Holman 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 Windmiller made a motion to approve the Minutes from the October 18, 2019 Executive Session of the combined meeting of the Operations and Audit, Finance, & Administration Committee, as a closed record. The motion was seconded by Commissioner Golliday.

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

Michael S. Buehlhorn – Yea
Justin Zimmerman – Abstain
Irma Golliday – Yea
Herbert Simmons – Yea

The motion passed.

Commissioner Golliday made a motion to approve the Draft Office Supply Program Audit, as presented. The motion was seconded by Commissioner Brown.

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

Michael S. Buehlhorn – Yea
Justin Zimmerman – Yea
Irma Golliday – Yea
Herbert Simmons – Yea

The motion passed.

Commissioner Simmons made a motion to approve the Final Pharmacy Benefits – Express Scripts Clinical Edits Audit, as presented. The motion was seconded by Commissioner Brown.

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

Michael S. Buehlhorn – Yea
Justin Zimmerman – Yea
Irma Golliday – Yea
Herbert Simmons – Yea

The motion passed.

Commissioner Windmiller made a motion to approve the Draft Healthcare Claims Audit, as presented. The motion was seconded by Commissioner Gully.

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

Michael S. Buehlhorn – Yea
Justin Zimmerman – Yea
Irma Golliday – Yea
Herbert Simmons – Yea

The motion passed.

32. Adjournment

11:24 a.m. Chair Holman asked if there was any further business, being none, Commissioner Gully made a motion to adjourn the meeting. Motion was seconded by Commissioner Windmiller. Unanimous vote in favor taken. Motion passed, and the meeting was adjourned at approximately 11:24 a.m.

Open Session Item

5

**Bi-State Development Agency
Combined Operations Committee and
Audit Finance & Administration Committee
Open Meeting Agenda Item
March 20, 2020**

From: Mark G. Vago Sr. Vice President and Chief Financial Officer
Subject: **FY 2020 External Audit - Client Service Plan from RubinBrown**
Disposition: Information
Presentation: Mark Vago, Sr. Vice President & CFO
Renita Duncan, Engagement Partner - RubinBrown;
Alisha Barnum, Engagement Manager - RubinBrown;

Objective:

To provide the FY 2020 External Audit, Client Service Plan from RubinBrown for Bi-State Development (**BSD**) to the Committee.

Background:

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

Agenda:

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

Audit Plan:

| Activity | <u>Planned Date</u> |
|---|----------------------------|
| Deliver Draft of Financial Statements, Draft Letter of Required Communications to the Board | September 30 |
| Conduct Meeting with the Audit Committee to Review Draft Reports | October 16 |
| Issue Final AUP - NTD Audit | October 30 |
| Acceptance of Financial Statements by the Board of Commissioners | November 20 |
| Issue Single Audit/OMB Uniform Guidance Report | November 30 |
| Certify Data Collection Form to Federal Clearing House | December 31 |

Funding Source:

Cost for services is included in the BSD's FY 2020 Operating Budget, as approved by the Board of Commissioners.

Committee Action Requested:

This is provided for information only. No action is required.

Attachment:

1. RubinBrown- Client Service Plan

Open Session Item 5
Attachment

Bi-State Development



Audit Committee Pre-Audit Communications
March 20, 2020



for the fiscal year ended
June 30, 2020

Agenda

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

Bi-State Development's Core Engagement Team

Bi-State Development

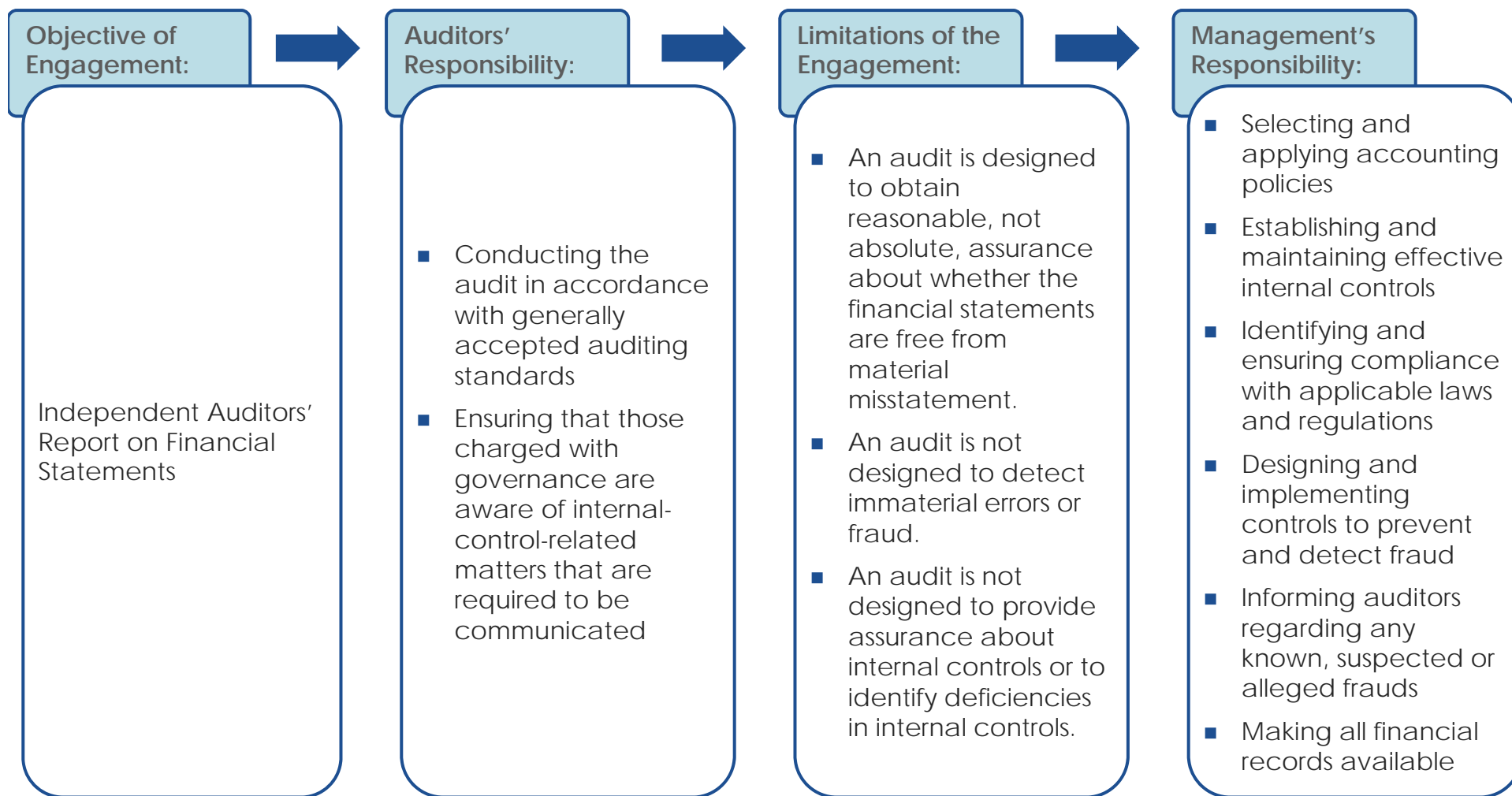
| Engagement Member | Role | Telephone | Email |
|-------------------|---|--------------|-------------------------------|
| Renita Duncan | Engagement Partner | 314-678-3546 | renita.duncan@rubinbrown.com |
| Alisha Barnum | Engagement Manager | 314-678-3596 | alisha.barnum@rubinbrown.com |
| Kevin Luttrell | Engagement In-charge | 314-678-3628 | kevin.luttrell@rubinbrown.com |
| Jeffery Randle | Managing Member, Randle & Associates | 314-731-8085 | jefferyrandle@randlecpa.com |
| Ted Williamson | Quality Control Partner | 314-678-3534 | ted.williamson@rubinbrown.com |

Scope Of Services - 2020

Bi-State Development

- Independent Auditors' Report on Bi-State Development CAFR
- Single Audit in accordance with Uniform Guidance
 - Non-attest services: Single Audit Report, including footnotes to the schedule of expenditures of federal awards, the summary of prior year findings and completion of the auditee section of the Data Collection Form to the Federal Audit Clearinghouse
- NTD Agreed-Upon-Procedures
- Preparation of 990s
 - Research Institute
 - Arts In Transit
- Viewpoints: Report to Governance
 - Auditor communications
 - Financial schedules and observations
 - Management Letter, if necessary
 - Best practices

Objectives And Scope Of Financial Statement Audit



Engagement Timeline

Bi-State Development

| | |
|--|--------------|
| Planning Discussion with Audit Committee | March 20 |
| Interim Planning and Risk Assessment Procedures | April 20 |
| Interim Testing and Compliance Procedures | June 1 |
| Fiscal Year End | June 30 |
| Year End Testing (start date) | August 10 |
| Bi-State Development Completes CAFR | August 24 |
| Audit Fieldwork Substantially Complete | September 11 |
| Deliver Draft of Financial Statements, Draft Letter of Required Communications | September 30 |
| Present Drafts to the Audit Committee | October 16 |
| Issue Final AUP - NTD Audit | October 30 |
| Acceptance of Financial Statements by the Board of Commissioners | November 22 |
| Issue Single Audit/OMB Uniform Guidance Report | November 30 |
| Certify Data Collection Form to Federal Clearing House | December 30 |

Audit Approach Summary

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

- Planning, risk assessment and inquiries
- Consultation on the implementation of new standards
- Frequent communication throughout the engagement
- Customized testing approach to interim fieldwork and year-end fieldwork
- Annual debriefing

Areas Of Focus

| Area | 2020 Preliminary Assessment Of Risk |
|---|-------------------------------------|
| <ul style="list-style-type: none"> ■ Pension & OPEB liabilities, valuation assumptions and financial statement presentation and disclosures ■ Non-operating revenues and federal grant funding ■ Debt | Higher Risk |
| <ul style="list-style-type: none"> ■ Operating revenues, receivables and related allowances ■ Investments, specifically fair value considerations ■ Payroll expense and related liabilities ■ Fuel hedging derivative instruments ■ Self-insurance liability, valuation assumptions | Moderate Risk |
| <ul style="list-style-type: none"> ■ Cash and cash equivalents ■ Restricted cash and cash equivalents ■ Materials, supplies, inventory and prepaid expenses ■ Capital assets ■ Cash disbursements, purchasing and current liabilities ■ Capital leases and leaseback arrangements ■ Net position | Lower Risk |

Is the Committee aware of anything else significant that we should incorporate into our audit plan?

Were there unusual or complex transactions during the year?

- **Bond refunding, September 2019**
- **Implementation of GASB Statement No. 84, *Fiduciary Activities***

Committee's Role In Oversight And Fraud Considerations

What is the Committee's Role in Oversight and Monitoring internal controls over financial reporting?

Any changes in roles and responsibilities of the Committee?

Has management reported to the Audit Committee on how internal control serves to prevent, detect or deter material misstatements due to fraud?

What are the Committee's views regarding the risks of fraud?

Any allegations, suspicions or known instances of fraud during the current year?

Any issues with compliance with required laws and regulations?

Any whistleblower reports received?

New Financial Accounting And Reporting Statements

GASB Statement No. 84, Fiduciary Activities

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

Effective for the June 30, 2020 financial statements

Potential presentation and disclosure changes for the following Agency fiduciary activities:

- 788 ATU Defined Benefit Pension Plan
- IBEW Defined Benefit Pension Plan
- Salaried Defined Benefit Pension Plan
- OPEB Medical Trust Plan
- 401(k) Defined Contribution Plan

New Financial Accounting And Reporting Standards

Bi-State Development

GASB Statement No. 87, Leases

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

Effective for the June 30, 2021 financial statements

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

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

Effective for the June 30, 2021 financial statements

Open Forum

Bi-State Development

**Bi-State Development Agency
Combined Operations Committee and
Audit, Finance & Administration Committee
Open Meeting Agenda Item
March 20, 2020**

From: Mark G. Vago
Sr. Vice President and Chief Financial Officer
Subject: **Bi-State Development Operating and Capital Budget**
Presentation: Taulby Roach, President & CEO

Objective:

To present the following to the Audit, Finance & Administration Committee for discussion and approval:

- The Bi-State Development FY 2021 Operating Budget;
- The Bi-State Development FY 2021 – FY 2023 Capital Budget;
- The three-year Transportation Improvement Plan;
- Grant resolutions required to apply for federal and state funding necessary to support the Bi-State Development's projects and programs; and
- Authorization of management to seek grants and/or appropriations from federal programs, the City of St. Louis, St. Louis County, and the states of Missouri and Illinois.

Funding Source:

The funding source for the Bi-State Development's Operating and Capital Budget includes operating revenue of each entity, local, state and federal funding sources.

Background:

The attached document presents the Bi-State Development's Operating and Capital Budget.

Analysis:

Bi-State Development has developed the Operating and Capital Budgets, taking into account current economic conditions and conservatively estimating revenue, expense, and capital replacement and rehabilitation needs. The Bi-State Development Operating and Capital Budget, as presented, is supportive of the mission and vision statements.

Committee Action Requested:

Management recommends that the Audit, Finance & Administration Committee approve, and refer to the Board of Commissioners for approval, the FY 2021 Operating and Capital Budget.

Attachments:

1. Bi-State Development Operating and Capital Budget
2. Budget Presentation

Open Session Item 6

Attachment 1

Bi-State Development

Operating and Capital Budget FY 2021 – 2023

(See Separate Document)

[FY21 Budget Document](#)

Open Session Item 6
Attachment 2

Bi-State Development

Budget Presentation

FY 2021 – 2023

(See Separate Document)

[Board Presentation - Budget FY2021](#)

Open Session Item

7

**Bi-State Development Agency
Combined Operations Committee and
Audit, Finance & Administration Committee
Open Meeting Agenda Item
March 20, 2020**

From: Jessica Mefford-Miller, Executive Director
Subject: **Intergovernmental Agreement between Bi-State Development and the Madison County Mass Transit District**
Disposition: Approval
Presentation: Jessica Mefford-Miller, Executive Director Metro Transit;
Mark Vago, Chief Financial Officer

Objective:

To present to the Bi-State Development (**BSD**) Operations Committee, a recommendation of approval to renew an agreement with the Madison County Mass Transit District (**District**) governing the allocation of Section 5307 federal formula funds, access to transit services and facilities, fare coordination, and support of the St. Louis Regional Freightway for a period commencing on July 1, 2019, and terminating on June 30, 2029 July 1, 2019, and terminating on June 30, 2029.

Background:

BSD and the District are partners in mobility across the St. Louis metropolitan region and have long been engaged in mutual agreements that distribute federal funding appropriated to the St. Louis region and connect their respective transit services to facilitate regional travel via mass transit.

Analysis:

This contract provides for coordination between BSD and the District including the following:

- BSD passes through to the District, on an annual basis, the amount of Federal formula assistance equal to one hundred percent (100%) of the Alton/Wood River urbanized area formula allocations as capital assistance;
- BSD passes through to the District, on an annual basis, the amount of Federal formula assistance equal to one hundred percent (100%) of the Federal Section 5307 formula funds allocation generated to the St. Louis urbanized area, as a result of the District's filing of National Transit Database (**NTD**) statistics for passenger miles and revenue miles for those transportation services operated by the District;
- District vehicles are afforded unrestricted access to facilities such as MetroLink Stations that are owned or operated by BSD;
- BSD and District employees, trustees and commissioners are afforded the opportunity to ride regularly-scheduled fixed route services without paying fare upon the presentation of a valid photo ID issued by BSD or the District;
- BSD and the District mutually accept select passenger fare media, and share the revenue attributable to these transactions equal to system average fare;

- BSD shall retain the sum of one hundred thousand dollars, (\$100,000.00) of passenger fares attributable to the District for the exclusive purpose of providing funding for The St. Louis Regional Freightway.

Committee Action Requested:

Approval of and referral to the Board of Commissioners to authorize the President & CEO to execute an agreement with Madison County Transit governing the distribution of federal transit funds, fare coordination, mutual access to transit service and facilities, and support for the St. Louis Regional Freightway for the period from July 1, 2019, and terminating on June 30, 2029.

Attachments:

Agreement with Madison County Mass Transit District.

Funding Source:

Funding for this agreement is provided by Federal formula assistance and passenger fares at a rate of one hundred percent (100%).

Open Session Item 7
Attachment

CONTRACT

This contract is entered into between the BI-STATE DEVELOPMENT AGENCY OF THE MISSOURI- ILLINOIS METROPOLITAN DISTRICT, hereinafter referred to as "METRO" and the MADISON COUNTY MASS TRANSIT DISTRICT, MADISON COUNTY ILLINOIS, hereinafter referred to as "DISTRICT".

WHEREAS, METRO and DISTRICT are similarly engaged in the provision of public mass transportation services in the St. Louis Metropolitan region; and,

WHEREAS, METRO is the designated recipient for Federal Transit Administration (FTA) Section 5307 formula funds for the St. Louis Metropolitan region; and,

WHEREAS, DISTRICT is entitled to receive pro-rata amounts FTA Section 5307 funds for which METRO is the designated recipient; and,

WHEREAS, METRO and DISTRICT are desirous of coordinating fare revenue collection and transit pass utilization for the convenience of transit patrons using both systems for regional travel; and,

WHEREAS, METRO and DISTRICT are amenable to cooperation in other matters for the benefit of the residents of the St. Louis metropolitan region and the contracting parties;

NOW, THEREFORE, in consideration of the premises and in consideration of the mutual covenants and undertakings set forth hereinafter, METRO and DISTRICT agree as follows:

WITNESSETH:

1. Term of Contract

This Contract shall remain in full force and effect for a period of ten (10) years, commencing on,. Any service, transactions, or causes of action between the parties occurring or arising between July 1, 2019, and June 30, 2029, inclusive, shall be governed by this Contract.

Unless notified to the contrary, by either party, 30 days preceding the termination date of the base contract, this Contract will be automatically extended for a period of ninety days in order to conclude negotiations. All other terms and conditions remain the same until a new agreement has been executed or the existing contract has been terminated.

2. Scope of Services

METRO and DISTRICT mutually recognize that the intent of this Contract is to facilitate cooperation in the provision of public transportation services in the St. Louis metropolitan region. It is understood that specific performance on the part of either party shall be limited to the provisions stated herein. However, the parties acknowledge their willingness to discuss additional matters of mutual concern in good faith as needs and conditions arise, provided that neither party shall be obligated to agree to provisions not explicitly addressed in this Contract.

3. Access to MetroLink Stations

Transit vehicles operated by DISTRICT shall be afforded unrestricted access without charge to any and all MetroLink stations either owned or operated by METRO.

4. Fare-Free Access to METRO and DISTRICT Services by Active Employees and Board Members

Active METRO and DISTRICT employees, trustees and commissioners shall be afforded the opportunity to ride all regularly scheduled fixed route bus and rail services operated by METRO or DISTRICT without payment of fare, provided that they present a current valid photo identification card with METRO Insignia issued by METRO or DISTRICT to the bus operator upon boarding or MetroLink fare enforcement personnel when requested. It is understood that this provision shall not apply to special events or paratransit services operated by either party, for which payment of the published fare shall be required.

5. Fare Coordination

METRO and DISTRICT agree generally to coordinate the collection of passenger fares and use of prepaid passes, tickets and other fare media for the benefit and convenience of transit patrons using both transit systems in combination to travel within the St. Louis metropolitan region. The parties agree to accept passes, tickets and related fare instruments issued by the other subject to the limitations of Exhibit A of this Contract.

6. Pass-through Distribution of Federal Funds

METRO and DISTRICT agree to share FTA Section 5307 formula assistance funds allocated to the St. Louis Urbanized Area (UZA) 20 and the Alton/Wood River UZA 343 as prescribed in Exhibit B of this Contract.

7. Indemnification; Immunity Retention

With respect to METRO fixed route, paratransit and special services operated at or on DISTRICT property, including, but not limited to DISTRICT park-ride lots and transfer stations, METRO, subject to, and to the extent authorized by, and as may be limited by applicable law, agrees to indemnify and hold harmless DISTRICT, its trustees, officers, agents or employees against any loss, claim or suit hereinafter made or brought against such parties arising directly from the negligence of METRO, its commissioners, its officers, agents or employees, in providing services hereunder. METRO further agrees to defend any such claim or suit at its own expense, provided, however, that DISTRICT and Madison County, Illinois, may, at the option of said parties, defend any such claim or suit.

With respect to DISTRICT fixed route, paratransit and special services funded operated at or on METRO property, including, but not limited to MetroLink stations, park-ride lots and transfer stations, DISTRICT, subject to, and to the extent authorized by, and as may be limited by applicable law, agrees to indemnify and hold harmless METRO, its commissioners, officers, agents or employees, against any loss, claim or suit hereinafter made or brought against such parties arising directly from the negligence of DISTRICT, its officers, agents or employees. DISTRICT further agrees to defend any such claim or suit at its own expense, provided, however, that METRO may, at the option of said parties, defend any such claim or suit.

METRO does not intend to, nor shall it be deemed to, waive or relinquish any immunity or defense on behalf of METRO, or METRO's Commissioners, officers, directors, agents, employees, successors, or assigns.8. Warranties

METRO and DISTRICT each warrants that it has taken all corporate actions respectively necessary to authorize this Contract. METRO and DISTRICT each warrants that there is no provision of their respective charters, and to their respective knowledge no law, ordinance or regulation, which prohibits this Contract.

9. Non-Waiver

The parties agree that in no event shall the making or receipt of any payment under this Contract constitute or be construed as a waiver by one party of any breach of covenant or any default on the part of the other party which may then exist and the making or receipt of any payment under this Contract, while any such breach or default shall exist, shall in no way impair or prejudice any right to remedy available to the parties under this Contract. The waiver or exercise of any remedy shall not be construed as a waiver of any other remedy available hereunder or under general principals or law equity.

10. Ethics

METRO and DISTRICT shall maintain a written code or standard of conduct which shall govern the performance of their officers, employees or agents engaged in the award and administration of contracts supported by Federal funds. Such code shall provide that no employee, officer or agent of METRO and DISTRICT shall participate in the selection, or in the award or administration of a contract supported by Federal funds if a conflict of interest, real or apparent would be involved. Such conflict would arise when any of the parties set forth below has a financial or other interest in the firm selected for award:

- A. the employee, officer or agent;
- B. any member of his immediate family;
- C. his or her partner; or
- D. an organization which employs, or is about to employ, any of the above.

The code shall also provide that METRO and DISTRICT officers, employees or agents shall neither solicit nor accept gratuities, favors or anything of monetary value from contractors, potential contractors, or parties to sub-contracts.

11. Amendment

The Parties agree that no change or modification to this Contract shall be of any force or effect unless a written amendment is dated and executed by both parties. No cost or obligations shall be incurred on consequence of an amendment to this Contract unless and until such written amendment has been executed.

12. Severability

The Parties agree that if any provision(s) of this Contract shall be held invalid for any reason whatsoever, the remaining provision(s) shall not be affected thereby if such remaining provision(s) could then continue to conform to the purposes, terms and requirements or applicable law.

13. Interpretation of Contract Provisions

This Contract shall be interpreted under the laws of the State of Illinois. Any suit arising from, interpreting, enforcing, or otherwise concerning this Contract shall be brought in a court of competent jurisdiction and proper venue in Illinois.

14. Termination

In the event of default by either party hereto in the performance of any covenant or obligation hereunder, and failure to cure such default within thirty (30) days after written notice of same by the other party, said non-defaulting party shall have the right to terminate this Contract and obligations hereunder. It is understood and agreed that failure to assert a default in any instance or on any occasion shall not constitute a waiver and shall not preclude the assertion of such default at a later date. Said termination shall not constitute a waiver of any and all other rights of the non-defaulting party may have under law to enforce this Contract or recover damages for the breach thereof. In the event of termination, each party shall be paid its costs, including contract close-out costs, and profit on work performed up to the time of termination. Either party shall promptly submit its termination claim to the other for payment. If either party has any property in its possession belonging to the other, the parties will account for the same, and dispose of it in the manner directed by the other party.

15. Independence of METRO

METRO agrees that none of its officers, employees or agents, by reason of this Contract or grants made hereunder, is or was authorized to hold themselves out or claim to be officers, employees or agents of the State of Illinois, and that none of them is to be permitted by METRO, by reason of this Contract or the grants hereunder, to make any claim, demand or application to or for any right or privileges concerning workers' compensation and occupational diseases coverage, unemployment compensation benefits, Social Security coverage or retirement membership or credit.

Entered into this ____ day of _____, 20__.

BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI ILLINOIS
METROPOLITAN DISTRICT

MADISON COUNTY MASS TRANSIT
DISTRICT, MADISON COUNTY, ILLINOIS

President & CEO

Chairman

ATTEST:

ATTEST:

Managing Director

EXHIBIT A
Mutual Acceptance of Regional Transit Passes, Tickets and Related Fare Instruments

1. DISTRICT agrees to accept un-validated tickets, passes, transfers, and other pre-paid fare instruments issued by METRO, as defined in EXHIBIT C, for the convenience of passengers using both METRO and DISTRICT transit vehicles in combination to travel within the St. Louis metropolitan region, provided that METRO reimburses DISTRICT for acceptance of such fare media at rate defined in Paragraph 2 of this Exhibit A.

METRO agrees to accept DISTRICT's fare products, as defined in EXHIBIT C.

2. Beginning in FY 2020, and annually thereafter, any and all METRO fare instruments accepted by DISTRICT shall be reimbursed at a rate equivalent to the average fare collected from passengers boarding all METRO regular bus and rail route services, as calculated by METRO, for the previous fiscal year, subject to the review and concurrence of DISTRICT.

METRO shall retain the sum of one hundred thousand dollars, (\$100,000.00) of the above amount, on an annual basis, for the exclusive purpose of providing funding for The St. Louis Regional Freightway, of METRO.

3. In the event that DISTRICT secures a universal pass agreement with a third party located in Madison County, METRO shall accept the universal pass on terms comparable to those applied to DISTRICT's acceptance of METRO's universal pass products.

Remainder of this page intentionally left blank.

EXHIBIT B

Pass Through of Federal Transit Administration (FTA) Section 5307 Formula Assistance Funds

1. METRO shall pass through to DISTRICT, on an annual basis, the amount of Federal formula assistance equal to one hundred percent (100%) of the Alton/Wood River urbanized area (UZA 343) formula allocation as capital assistance, on the basis that DISTRICT is the exclusive provider of public transit service in the Alton/Wood River UZA with total responsibility for capital and operating expenses to deliver such services. DISTRICT shall be responsible for any obligations associated with the receipt of these funds per the requirements of FTA.
2. METRO shall pass through to DISTRICT, one hundred percent (100%) of that portion of the Federal Section 5307 formula funds allocation generated to the St. Louis urbanized area (UZA 20) as a result of the DISTRICT's filing of National Transit Database (NTD) statistics for passengers miles and revenue miles for those transportation services operated and reported by DISTRICT, including motor bus, demand response, and vanpool services as defined by FTA. METRO shall use the FTA Unit Values of Data, published annually in the Federal Register, to calculate this allocation each year. DISTRICT shall be responsible for any obligations associated with the receipt of these funds per the requirements of FTA.

METRO agrees to recognize the DISTRICT's carpool / vanpool program, known as RideFinders, as the exclusive operator of carpool / vanpool service for the St. Louis Region, and refrain from subsidizing, directly or indirectly, any competing carpool / vanpool programs. This restriction does not apply to micro-transit, or ride hailing services, such as Uber or Lyft.

3. METRO shall retain the Federal Section 5307 formula funds allocated by FTA to the region, on the basis of Madison County, Illinois, population and population density within UZA 20. Additionally, METRO shall retain those Federal Section 5307 formula funds, allocated on the basis of regular fixed route and seasonal services operated and reported by METRO in UZA 20. These revenues shall constitute the total financial commitment and payment in full for:

Any and all claims, debts or obligations, rights, liabilities, direct or indirect, made or asserted by METRO, arising out of any previous service agreements, issues or relationship between DISTRICT and METRO occurring on or before, June 30, 2019.

Any capital or operating subsidy for the MetroLink Light Rail System, as currently configured and/or may be extended in the future. METRO shall afford DISTRICT'S bus passengers and vehicles full access to the MetroLink system without any additional fees or surcharges above and beyond those fares typically charged the residents of St. Clair County, the City of St. Louis, or St. Louis County for comparable distance trips; subject to Exhibit A of this agreement, until such time MetroLink is extended into Madison County.

Remainder of this page intentionally left blank

EXHIBIT C

METRO – DISTRICT Fare Products Acceptance

Products Accepted by METRO

- DISTRICT's 2 Hour Regional Pass
- METRO and DISTRICT will mutually work toward METRO's accepting DISTRICT'S 2 Hour Regional Pass on MCT's mobile app, at some point in the future.

METRO Products Accepted by DISTRICT (31 total instruments)

- Two Hour Pass
- Two Hour Student Pass
- 10 Ride Ticket Booklet
- 10 Ride Student Ticket Booklet
- Any Gateway Card on the Valid List
- METRO Paper Passes
 - Monthly/30 Day
 - Weekly
 - Day/Adventure
- College Passes
 - SWIC
 - UMSL
 - Webster
 - SLU
 - Wash-U Employee
 - Wash-U Student
 - College/University Passes
- Paper Tickets
 - One Ride Ticket PINK; Non-Validated
 - MetroLink Pink One Ride Ticket Non-Validated
 - MetroLink 2 Hour Pass Validated
 - MetroLink 2 Hour Pass Non-Validated
 - MetroLink Student Pass Validated
 - MetroLink Student Pass Non- Validated
 - MetroLink Half Fare Ticket Validated
 - MetroLink Half Fare Ticket Non-Validated
 - Reduced Fare Ticket Validated
 - Reduced Fare Ticket Non-Validated
 - Reduced Fare 2 Hour Pass Validated
 - Reduced Fare 2 Hou Pass Non-Validated
 - Wash U Day Pass
- Transfers
 - Call-A-Ride Transfers
 - Metro Transfers

METRO Products NOT Accepted by DISTRICT (6 total instruments)

- Gateway Cards with Stored Value (MCT has no way to decrement the stored value)
- Trolley Tickets (Trolleys only operate in Missouri)
- One-Ride Ticket PINK; Validated (Ride was already provided by Metro)
- Bi-State Contractor Badges (Not employees of Metro or Bi-State)
- Metro Contractor Badges (Not employees of Metro or Bi-State)
- High School Pass (non-smartcard) (Metro high school passes are accepted)

**Bi-State Development Agency
Combined Operations Committee and
Audit, Finance & Administration Committee
Open Meeting Agenda Item
March 20, 2020**

From: Jessica Mefford-Miller, Executive Director
Subject: **Contract Award – Paratransit Certification and Administrative Services**
Disposition: Approval
Presentation: Jessica Mefford-Miller, Executive Director Metro Transit; Gregory Smith, Vice President of Procurement & Inventory Management; Larry Jackson, Executive Vice President of Administration; Amy Parker, ADA Coordinator Metro Transit

Objective:

To present to the Operations Committee, for discussion and referral to the Board of Commissioners, a request for approval to enter into a contract with the most advantageous proposer to operate Metro’s ADA Paratransit Certification Program, Reduced Fare Identification Program and Metro’s Travel Training Program. The contract would consist of two base years and three option years for Bi-State Development (**BSD**) to renew at its discretion.

Background:

In crafting the Americans with Disabilities Act (**ADA**), Congress recognized that even when a fixed route transit system is fully accessible, there will be some individuals whose disabilities prevent them from using the system. Congress therefore created a “safety net” to ensure that these individuals have transportation available to them on the same basis as individuals using fixed route systems. This safety net is known as ADA Complementary Paratransit.

Eligibility for complementary paratransit is directly related to the functional ability of individuals with disabilities to use fixed route transit services. Metro Transit uses a comprehensive, consistent, and fair approach to ADA Paratransit certification. Most new applicants participate in an in-person interview and/or functional assessment. Certified customers are recertified after 1, 3, or 5 years, depending on multiple factors related to confidence in the permanency of the determination. All applicants must provide proof of identity and proof of age or disability for reduced fare certification. An ID card is required at the time of boarding to pay reduced fare on fixed route.

To empower customers to access the freedom offered by fixed-route service, Metro Transit offers individualized and group travel training for its customers who are elderly or disabled. Training ranges from group presentations to group outings, to individualized training. Individualized training continues over a course of days until proficiency is achieved or ruled out as a possibility.

Activities related to ADA Paratransit Eligibility, Travel Training, and Reduced Fare Permits are conducted by the ADA Services Staff which is currently housed at the Transit Access Center on DeBaliviere. In 12 months, ADA Services received approximately 3700 ADA Paratransit Applications, 2600 Reduced Fare Applications, and provided Travel Training to approximately 150 customers.

The Transit Access Center has been housed on DeBaliviere for over 15 years. Operations of ADA Paratransit Eligibility Assessments, Reduced Fare Processing, and Travel Training have been “in-house” since 2006. Across the United States, many agencies utilize an outside contractor to perform some or all of the duties described above.

There is currently a set of circumstances that point to the wisdom of assessing the current model of service delivery for its efficiency, fiscal responsibility, and quality of service. The physical location for ADA Services is in the path of the Transit Oriented Development Project at Forest Park and DeBaliviere. It will be necessary in the near future to make longer term plans for location and space needs for the activities of ADA services. Service model delivery is evolving in MetroBus and MetroLink, which does in turn affect the service model delivery for ADA Paratransit. Contractors who specialize in ADA Paratransit Eligibility and Travel Training have the advantage of a greater specialized knowledge of best practices across our country. They also have access to a greater pool of qualified applicants, with the specialized training that is needed to effectively run such programs. Metro’s close look at potential benefits of utilizing an outside contractor to perform the eligibility and travel training activities for our customers with disabilities is part of the agency’s commitment to industry best practices and fiscal responsibility.

On February 10, 2020, Bi-State Development issued solicitation 20-RFP-106717-FP requesting proposals from qualified firms to provide the necessary services for Metro’s ADA Paratransit Certification Program, Reduced Fare Identification Program and Metro’s Travel Training Program. The solicitation materials included a scope of work with service expectations, project goals, and metrics for measuring success. The solicitation follows normal BSD procurement procedures, with proposals due March 13, 2020

Analysis:

On February 10, 2020, Bi-State Development issued solicitation 20-RFP-106717-FP requesting proposals from qualified firms to provide the necessary services for Metro’s ADA Paratransit Certification Program, Reduced Fare Identification Program and Metro’s Travel Training Program. The solicitation materials included a scope of work with service expectations, project goals, and metrics for measuring success. The solicitation follows normal BSD procurement procedures, with proposals due March 13, 2020

Staff anticipates conducting review of proposals received and providing an updated paper seeking approval to contract with the selected party for a specific amount for consideration at the Board of Commissioners meeting on April 24, 2020.

BSD management would like to advance this project swiftly, maintaining a timeline to launch contracted operations by the start of FY2021 if it is determined that contracted operations will best meet the fiscal and operational objectives of ADA Services to maintain compliance via industry standard best practices for our customers with disabilities.

Committee Action Requested:

Management recommends that the Operations Committee accept, and forward to the Board of Commissioners for approval, this request to authorize the President and CEO to enter into an agreement with the most advantageous proposer that does not exceed the project budget to operate Metro's ADA Paratransit Certification Program, Reduced Fare Identification Program and Metro's Travel Training Program.

Funding Source:

Funding is accommodated within the Operating Budget.

**Bi-State Development Agency
Combined Operations Committee and
Audit, Finance & Administration Committee
Open Meeting Agenda Item
March 20, 2020**

From: Jessica Mefford-Miller, Executive Director Metro Transit
Subject: **Title VI Program and Policy Updates**
Disposition: Approval
Presentation: Jessica Mefford-Miller, Executive Director Metro Transit;
Jessica Gershman, Assistant Executive Dir., Planning & System Development

Objective:

To request that the Operations Committee accept, and forward to the Bi-State Development (BSD) Board of Commissioners, a set of updates to Metro's Title VI policies for the Board's consideration, discussion, and approval. Metro Transit's Title VI program is designed to ensure fair and equitable access to public transportation services and amenities, regardless of race, income, or English language proficiency. BSD staff periodically modify the Title VI program to reflect changing resources, markets, and requirements, and at this time have a number of policies and practices to update. These proposed policy changes are currently available for review during a 30-day public comment period in March 2020.

Background:

Title VI of the Civil Rights Act of 1964 states that, "No person in the United States shall, on the ground of race, color or national origin, be excluded from participation in, be denied the benefits of, or be subjected to discrimination under any program or activity receiving federal financial assistance" (42 U.S. Code Section 2000d). All organizations receiving Federal Transit Administration (FTA) funding are subject to Title VI and U.S. DOT's implementing regulations (49 CFR Part 21).

BSD submits its Title VI program to FTA every three years. This program includes written policies, standards, and procedures which protect objective and equitable decision-making regarding the allocation of transit system benefits. Following its review of BSD's July 2019, Title VI program submission, FTA has made several recommended modifications to strengthen this program, including the formal establishment of standard definitions and policies that – when used to analyze major service and/or fare changes – ensure that those proposed changes do not have impacts on minority and low-income riders that are disparate or disproportionate to other populations. In practical application, if an analysis demonstrates that a proposed service change will have a disparate impact or disproportionate burden, Metro can only proceed with the change if there is substantial justification and Metro can show there are no alternatives with less impact.

Analysis:

BSD staff has been working alongside the FTA to craft proposed program modifications, which are currently subject to public and stakeholder review. Draft versions of these policy updates are as follows:

Draft Major Service Change Policy: All major service changes remaining in effect for 12 or more months will be subject to an equity analysis. A major service change is defined as: Addition or reduction of revenue miles or revenue hours by 25% or greater along any route; Altering the geographic alignment of a route by 25% or greater; and/or All fare changes.

Draft Disparate Impact Policy: A disparate impact occurs when the difference between the system-wide percentage of minority riders and the percentage of minority riders affected by a proposed service change or fare change is 5 percentage points or greater.

Draft Disproportionate Burden Policy: A disproportionate burden occurs when the difference between the system-wide percentage of low-income riders and the percentage of low-income riders affected by a proposed service change or fare change is 5 percentage points or greater.

A 30-day public comment period to review these proposed policy changes began on March 2, 2020. Four public information sessions were held throughout Metro's service area, at a variety of times and locations: St. Louis City Public Library – Carpenter Branch; Civic Center Transit Center; Belleville Transit Center; North County Transit Center. Other outreach to neighborhood groups and community leaders occurred throughout the month of March. At these information sessions and community meetings, BSD staff were available to answer questions and collect comments about the proposed policy changes. In addition to the in-person opportunities for discussion and feedback, the proposed policies and comment cards have been made available online and advertised broadly through print and electronic methods.

A brief summary of feedback from the public will be included as part of the discussion and requested approval of Title VI program updates during the Board of Commissioners meeting in April 2020.

Committee Action Requested:

Management recommends that the Operations Committee approve, and forward to the Board of Commissioners for consideration, discussion, and approval, these Title VI policies that enable Metro to update its Title VI program.

Funding Source:

Funding is accommodated within the Operating Budget.

Open Session Item

10

**Bi-State Development Agency
Combined Operations Committee and
Audit, Finance & Administration Committee
Open Meeting Agenda Item
March 20, 2020**

| | |
|----------------------|--|
| From: | Jessica N. Mefford-Miller, Executive Director Metro Transit |
| Subject: | Sole Source Contract Renewal with Remix Software |
| Disposition: | Approval |
| Presentation: | Jessica N. Mefford-Miller, Executive Director Metro Transit; Larry Jackson, Executive Vice President of Administration; Gregory A. Smith, Vice President of Procurement & Inventory Management |

Objective:

To present to the Operations Committee, for discussion and referral to the Board of Commissioners, a request for approval to renew Metro's sole source contract with Remix, a software as a service (**SaaS**) transit planning platform for public transit. This unique software as service package enables sketch planning and scenario modeling, within a collaborative web-interface cloud environment that allows transit professionals to rapidly assess and compare many elements of operating plan scenarios including costs, service effectiveness (geographic impacts, connection quality, commuting times) and equity (impact to minorities and transit dependent riders).

Background:

The Metro Planning & System Development Division, in collaboration with Metro Operations and various departments around the Agency, are tasked with designing and implementing transit service that is forward-looking and responsive to the evolving transportation needs of the St. Louis Region. This mission includes matching current and future resources with the transportation needs of the community. Until recent years, across the industry, there had been no simple interface for facilitating some of the core functions of the workflow associated with these planning tasks. Instead, planners toggled back and forth between scheduling software, data analysis software, mapping software, online mapping tools, graphic design software, and spreadsheets as they developed multiple proposals. The complexity of this process, and the time required to organize and analyze all data points is intensive and inevitably limits opportunities to explore and refine all service strategies. The quick and intuitive Remix tool that helps staff prepare and construct graphical presentations of these service proposals, which make it easy for decision-makers and the public to understand, has been extremely valuable.

Analysis:

Remix is currently being used for streamlining Metro's service planning process. Metro staff completes a range of functions using tools across several platforms including Trapeze FX; Google Maps; ArcGIS; and Microsoft Excel. With Remix, transit planners can quickly map out bus routes and simultaneously understand the estimated cost and demographic impact of a proposed change. Designs can be shared and modified easily through hyperlinks, which enables a wider range of staff to contribute to these proposals with additional insight and data inputs. No other software offers this same functionality in one tool. Remix functionality includes the ability to:

- Import existing route and schedule data via General Transit Specification Feed (**GTFS**);
- Quick routing and scheduling scenario modeling in a drag-and-drop interface and familiar map environment;

- Instant demographic and accessibility analyses through geospatial map overlays;
- Compute and export instant and accurate machine-readable cost and resource utilization estimates.

The product is offered as a software as a service (SaaS) package, a fully hosted, cloud-based web platform. Remix continuously upgrades the software, based on the collective needs of their clients.

The acquisition of Remix on December 1, 2016, supported the comprehensive operational assessment (COA) Metro implemented during FY17-19. Remix software allowed Metro staff to be innovative and explore options on the revised service standards and concepts resulting from the COA process. Additionally, Remix has been used in FY20 for the similar planning effort of increasing transit service for St. Clair County Transit District (SCCTD), which has remained unchanged for over 20 years.

Staff believes that pricing is fair and reasonable and requests permission to engage Remix for continuous services for a three year period at the cost not to exceed \$288,000.

Total Contract Value of \$288,000 for a three year period based on a total fixed route fleet of 400.

- 2020: \$93,000 per year
- 2021: \$96,000 per year
- 2022: \$99,000 per year

Remix Transit Planning Platform License includes:

- Remix licenses for an unlimited number of users within organization;
- Software as a Services (SaaS); fully hosted, cloud-based web platform;
- Platform functionality as described on page 1 with continuous improvements released throughout the course of the contract;
- Dedicated Customer Success Staff;
- Premium Enterprise Support: response to requests in 1 business day;

Committee Action Requested:

Management recommends that the Operations Committee accept, and forward to the Board of Commissioners for approval, a three year contract with Remix, for an amount not to exceed \$288,000, to be paid in three annual installments.

Attachments:

Remix License Summary

Funding Source:

Funding for this project is included in the FY21 operating budget.

**Bi-State Development Agency
Combined Operations Committee and
Audit, Finance & Administration Committee
Open Meeting Agenda Item
March 20, 2020**

From: Jessica Mefford-Miller, Executive Director Metro Transit
Subject: **Sole Source Contract Award – Public Address & Customer Information System (PA/CIS) Upgrade**
Disposition: Approval and Referral
Presentation: Jessica Mefford-Miller, Executive Director Metro Transit;
Gregory Smith, Vice President of Procurement & Inventory Management

Objective:

To present to the Operations Committee, for discussion and referral to the Board of Commissioners, a request for authorization to enter into a sole source contract with Collins Aerospace (**ARINC**), for the advanced communications tasking associated with the Metro Public Address & Customer Information System (**PA/CIS**) Upgrades.

Background:

The purpose of the subject contract is to design, test and commission new LCD displays, speakers, and microphones to replace obsolete equipment and enhance audio and visual quality of the public address system.

The PA/CIS conveys synchronized audio and text information (train arrival announcements & safety/emergency instructions) on Metrolink platforms to rail customers. Systems have proved reliable and performed with minimal disruption, but equipment has reached end-of-life.

The last upgrade was performed at all Phase 1 Alignment Metrolink platforms in 2007, and the LED signs, Station Controller Units, are no longer supported or available. Furthermore, the 32-bit software is inadequate to support any expansion of the system.

In 2016, Metro’s Communication System Design Consultant HNTB prepared “St. Louis Metro Public Address (**PA**) and Customer Information System (**CIS**) Study Report”. This report summarized the existing conditions of the PA/CIS, market product research, PA/CIS architecture, technical findings (redundancy, reliability, maintainability, scalability, commercial availability, networkability, interface standards), and recommendation. The recommendation to expand the ARINC PA/CIS solution resulted in development of an evaluation committee, consisting of Metro Operations and Information Technology, to collaborate on final scope. The obsolete LED message boards will be replaced with Smart LCD panels to add color and additional lines of text. Metrolink Red Line font, Blue Line font, and Amber font for all other information. Equipment will be replaced to improve audio synchronization & scheduling.

Analysis:

On August 2, 2019, Bi-State Development (**BSD**) received a cost proposal in the amount of \$5,640,835.00 from Collins Aerospace to provide the necessary services which includes, software and hardware design, equipment, factory testing, and on-site testing and commissioning of public address and customer information system upgrade. The contract period shall not exceed twenty-four months.

Upon completion of negotiations with Collins Aerospace, BSD received a revised cost proposal on October 15, 2019, in the amount reducing the original cost to \$4,549,415.00.

Committee Action Requested:

Management recommends that the Operations Committee discuss and forward to the Board of Commissioners for approval of this request to award a sole source contract to Collins Aerospace (ARINC) for Public Address and Customer Information System Upgrades in the not-to-exceed amount of **\$4,549,415.00**.

Funding Source:

80% Federal Transit Administration (FTA) Grant number MO-54-0001 & MO-2016-026
20% Local Match Proposition M (**Prop M**) & St. Clair County Transit District (SCCTD)

**Bi-State Development Agency
Combined Operations Committee and
Audit, Finance & Administration Committee
Open Meeting Agenda Item
March 20, 2020**

From: Jessica Mefford-Miller, Executive Director Metro Transit
Subject: **Contract Modification: New Flyer, To Purchase 14 Battery Electric Articulated Buses**
Disposition: Approval
Presentation: Jessica Mefford-Miller, Executive Director Metro Transit;
Larry Jackson, Executive Vice President of Administration;
Darren Curry, Chief Mechanical Officer

Objective:

To present to the Operations Committee, for discussion and referral to the Board of Commissioners, a request for authorization to modify the contract to New Flyer for the purchase of fourteen (14) Battery Electric Articulated buses, to replace the Diesel Articulated buses currently in operation on the Grand Line.

Background:

The 15 - 60' diesel powered, articulated buses that operate on the 70 Grand line have met their useful life and are scheduled to be replaced in the fourth quarter of 2020. With scheduling changes and the implementation of Metro Reimagined service on the Grand Line, this can now be accomplished with 14 articulated buses.

Looking ahead, Metro recognizes that current emissions requirements will make it difficult to operate diesel engines for as long as we have in the past. To continue to operate a reliable fleet within emissions standards, while minimizing operating costs, Metro will begin to shift our fleet to electric propulsion systems. Metro's planned transition from diesel to electric-powered vehicles is a monumental stride towards creating a more sustainable region by selecting equipment and energy sources that will reduce greenhouse gas emissions. This will also improve the long-term financial outlook of the transit system by reducing equipment maintenance expenses. The introduction of electric buses in the Metro fleet has been carefully planned and coordinated with vehicle manufacturers, Metro and Bi-State personnel, and regional partners to ensure a successful beginning of a more sustainable MetroBus system.

Analysis:

The Board of Commissioners approved the award of a contract to New Flyer for the purchase of fourteen (14) battery electric articulated buses, at a cost not to exceed \$1,330,000 per bus, totaling \$18,620,000. Subsequent to the contract award, certain pre-production changes have been requested by Metro staff, to enhance the overall operational functionality of the bus and customer experience. Changes of this type are customary during the pre-production phase of bus production. In this case however, changes have exceeded the small contingency allowed; therefore, additional monies are being requested to cover the cost of the changes.

Committee Action Requested:

Management recommends that the Operations Committee discuss, and forward to the Board of Commissioners for approval, this request to modify the contract award to New Flyer for the purchase of fourteen (14) Battery electric articulated buses, to include an additional \$10,000 per bus, for a cost not to exceed \$1,340,000 per bus, totaling \$18,760,000.

Funding Source:

Funding for this purchase is provided through a combination of FTA grants (80%) and local sales tax sources (20%).

**Bi-State Development Agency
Combined Operations Committee and
Audit, Finance & Administration Committee
Open Meeting Agenda Item
March 20, 2020**

From: Charles Stewart, Executive Vice President, Organizational Effectiveness
Subject: **Contract Award – Temporary Help Services**
Disposition: Approval
Presentation: Diana Bentz, Vice President, Talent Management;
Gregory Smith, Vice President, Procurement & Inventory Management;
Larry Jackson, Executive Vice President of Administration

Objective:

To present to the Audit Finance & Administration Committee for discussion and referral to the Board of Commissioners for approval, a request to enter into a contract with five to ten proposers that are the most advantageous to provide temporary help (staffing) services, on an as-needed basis in various job classifications throughout the agency. The contract period of performance includes three base years and two option years, for Bi-State Development (**BSD**) to renew at its discretion.

Background:

On November 5, 2019, BSD issued solicitation 20-RFP-106489-DR – Temporary Help Services to obtain proposals from qualified firms to provide temporary staffing services on an as-needed basis. The areas throughout the agency includes but not limited to, Administrative/Secretarial/Clerical, Customer Service, Finance, Marketing/Communication, Talent Management/Human Resources, Administration, Engineering, Procurement, Labor Relations, Reservation Clerks, Risk Management, Safety. A Disadvantaged Business Enterprise (DBE) goal was not recommended.

It is BSDs intent to include a total of 10 to 15 firms as a result of the evaluation criteria to be on the contract list of staffing firms to be utilized to provide temporary staffing, on an as-needed basis.

The current contract (Solicitation 14-RFP-99536-DR) to provide temporary staffing services was awarded to a total of five (5) firms. The period of performance consists of three (3) base years and two (2) option years. The contract is currently in its final year (Option Year 2); which is scheduled to expire April 19, 2020. During the three base year period BSD spent a total of \$1,089,848.00 and a total of \$781,548.00 during the two option years.

Analysis:

The proposals are in the process of being evaluated in accordance with the following evaluation requirements, specified in the solicitation package:

1. Firm must have been in business of providing temporary services for at least five (5) years or the Proposer's firm must have at least five (5) years of experience at the time of contract award.
2. Firm's history in providing temporary staffing services.
3. Reflection of successful experience in providing temporary employees in at least some of the BSDs much needed divisions.

4. Firm's ability to:

- Communicate effectively with BSD's Talent Acquisition Partner.
- Provide reporting on at least a quarterly basis, usage reports listing a breakdown of hours and costs by Cost Center and position for period covered.
- Follow up and apprise BSD's Talent Acquisition Partner of status of unfilled assignments on a daily basis via email to the appropriate assigned Talent Management contact.
- Understand BSD's needs and provide temporary employees who meet BSD's requirements.
- Capability to successfully cover long-term as well as short-term assignments.
- Provide temporary employee(s) within five (5) working days.
- Provide up to 10 employees on varying assignments simultaneously.

Committee Action Requested:

Management recommends that the Audit Finance & Administration Committee accept, and forward to the Board of Commissioners for approval, this request to authorize the President and CEO to enter into an agreement with 10 to 15 firms which proposals are most advantageous to provide temporary help services.

Funding Source:

Funding will be provided through Operating Budget.

**Bi-State Development Agency
Combined Operations Committee and
Audit, Finance & Administration Committee
Open Meeting Agenda Item
March 20, 2020**

From: Taulby Roach, President and CEO
Subject: Revision to Board Policies – Section 10.060 – Board and Committee Meetings
Disposition: Approval
Presentation: Barbara Enneking, General Counsel

Objective:

To present to the Combined Operations Committee and Audit, Finance and Administration Committee Board for approval, a request to recommend Board approval of a revision to Bi-State Development (BSD) Board Policies, Section 10.060 – Board and Committee Meetings. The objective of the revision is to update the Board Policies in recognition of the importance of Agency responsiveness to the public and accountability to its constituents. The Current Policy, Proposed Policy (Redlined), and Proposed Policy (Final/Clean) are attached.

Background:

As a public entity, BSD recognizes the importance of conducting its business with openness, transparency and accountability with its constituents, as stated in Section 10.070 of the BSD Board Policies. However as an interstate compact agency, the courts have held that BSD is not subject to the requirements of the Missouri Sunshine Act or the Illinois Freedom of Information Act which govern open records in those states. [*See, e.g., C.T. Hellmuth & Associates, Inc. v. Washington Metropolitan Area Transit Auth.*, 414 F. Supp. 408 (D. Md. 1976) (interstate compact authority was not subject to public information laws of one state); *see also KMOV-TV, Inc. v. Bi-State Development Agency*, 625 F. Supp. 2d 808 (E.D. Mo. 2008).] Therefore, in an effort to transact its business in the most equitable and responsive manner, the BSD Board has adopted its own distinct Board Policies to govern its public meetings and public records.

Analysis:

It is acknowledged that BSD wishes to continue to be open with its constituents and the public. However in an effort to accommodate even greater responsiveness to the public and to maintain current open meeting legal standards the Board has considered to revise and update its public meeting policies.

The revisions to Board Policy, Section 10.060 – Board and Committee Meetings will include:

- Requiring a written request from a member of the public specifying the topic or topics to be addressed during such public comment, before the start of the Board or Committee meeting at which such public comment is requested.
- Providing that no public comment shall be allowed addressing any pending bid protest, litigation, or legal matter to which the Agency, its Commissioners, officers, directors, employees, or agents are a party.
- Providing that all remarks shall be directed to the Board as a collective body and not to any individual member thereof.

- Prohibiting the use of threatening, obscene, profane, disruptive, or abusive language.
- Public comment by an individual shall be limited to three minutes unless permission to continue is given by motion adopted by the Board.

Board Action Requested:

It is requested that the Combined Operations Committee and Audit, Finance and Administration Committee approve a recommendation to the Board for approval a revision to Bi-State Development (BSD) Board Policies, Section 10.060 – Board and Committee Meetings. In addition it is requested that the Committee approve a recommendation that the Chair of the Board of Commissioners designate that the proposed revision to Board Policies, Section 10.060 – Board and Committee Meetings, not be tabled pursuant to *Article VI (D)* of the Board Policies, as it is in the best interest of the Agency that these revised Board Policies be approved at the Board Meeting on April 24, 2020.

Attachments:

1. Current Board Policies, Section 10.060 – Board and Committee Meetings
2. Proposed (Redlined) Board Policies, Section 10.060 – Board and Committee Meetings
3. Final Proposed Board Policies, Section 10.060 – Board and Committee Meetings

Open Session Item 14
Attachment 1

CURRENT BOARD POLICY

Section 10.060 Board and Committee Meetings (revised 09/23/16)

A. Compact and Bylaws to Control. The conduct of regular and special meetings of the Board of Commissioners and Committees thereof established pursuant to this Chapter 10 of the Collected Board Policies, including the provision of notice, place where such meetings are held, and applicable attendance and quorum requirements shall be done pursuant to and in accordance with the Board Bylaws and the Compact. The provisions of this section shall supplement such matters.

B. Agendas. The President & CEO shall prepare the agenda for Board and Committee meetings in accordance with the provisions of the Compact and Board Policy. He or she shall place such matters upon the agenda as may be requested by the Chair of the Board and such Committee or any Board Commissioner. Requests by a Committee or a Commissioner for the preparation of a report, policy or report for a Board Agenda, which in the opinion of the President & CEO will require the expenditure of significant staff time or funds, may not be acted upon by the President & CEO until approved by the Board.

C. Consent Agenda Procedure. The President & CEO may, at his discretion, place any item of business on the consent agenda, provided the item of business does not involve any advertised public hearing, does not require a super majority vote, and as to which no request has been made by a Commissioner to discuss the matter. The consent agenda shall be prepared by the President & CEO. An item of business placed on the consent agenda may be removed from such agenda at any time prior to the finalization of the consent agenda as set forth herein. An item of business shall be automatically removed from the consent agenda if a request is made by a Commissioner that they wish to speak or have discussion on the matter. An item included on the consent agenda shall not be debated or discussed by a Commissioner unless the Commissioner has requested an opportunity to speak on the matter prior to the finalization of the consent agenda. Items of business contained on the consent agenda shall be voted upon by the Board considering the consent agenda in its entirety and shall not be taken up for consideration as separate matters, except that nothing contained herein shall be construed to prohibit a Commissioner from voting individually on each separate item shown on the consent agenda.

A vote by a Commissioner for adoption of the consent agenda shall mean that the Commissioner has requested that his or her vote be recorded as an "aye" vote for each separate item on the consent agenda and shall be recorded as such. A vote against adoption of the consent agenda shall be recorded as a "nay" vote on each item placed on the consent agenda and shall be recorded as such. Provided, however, a Commissioner, when casting an "aye" or "nay" vote, may specifically exclude from such vote for approval or disapproval of the consent agenda specific items on the agenda, and in such event the minutes shall record the exceptions accordingly.

Consent agendas following this procedure may also be used for closed (executive) session agendas.

D. Order of Business.

1. Call to Order
2. Roll Call
3. Public Comment (requested pursuant to Board Policy)
4. Approval of Minutes
5. Report of Treasurer
6. Report of Chair
7. Report of President & CEO
8. Committee Reports
9. Approval and Adjustment of Agenda - Commissioners to indicate matters for deletion from Consent Agenda on which discussion is requested
10. Consent Agenda Items – which shall include all items recommended for Board action by a Board Committee except matters requiring a public hearing, matters which discussion is requested by a Commissioner, matters requiring a super majority vote, or matters on which a presentation is deemed desirable by the President & CEO
11. Committee Action Items
12. Unscheduled Business
13. Call of the Dates for Future Board and Committee Meetings
14. Adjournment

E. Conduct of Meetings; Rules of Order.

1. Rules of Order. The Chair will conduct Board meetings under informal Roberts Rules of Order. Issues may be discussed by the Board as a committee of the whole. In order to ensure order, the Chair (or a majority motion) may, for an individual meeting, require strict adherence to Roberts Rules of Order, current U.S. edition.
2. Conduct of Meetings. Persons authorized to speak at the Board meetings are the Commissioners and the President & CEO. Other Agency staff or agents may be called upon to participate in meetings at the sole discretion of the Board. Persons wishing to address the Commissioners may do so

only pursuant to the Agency's public comment policy as set forth herein, provided that the matter is appropriate, is delivered in an orderly and brief manner, and does not interfere with the Board's timely conduct of business as determined by the Chair.

F. Public Comment.

1. Meetings of the Board and Committees shall provide for public comment in the following instances:
 - a. In connection with matters related to capital grant applications, fare increases and service changes, and changes to the paratransit plan as required by provision of applicable law
 - b. On motion adopted by the Board permitting public comment on a specified topic or topics
 - c. At the written request of a member of the public specifying the topic or topics to be addressed during such public comment and provided to the Agency's public information officer at least 48 hours prior to the Board or Committee meeting at which such public comment is requested. 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.
2. All public comments shall be made pursuant to the following rules:
 - a. All individuals shall state their name, address and topic for comment
 - b. All individuals shall address the Chair and shall not proceed with public comment until recognized by the Chair
 - c. No disrespectful language may be used or comments with respect to personalities shall be made
 - d. An individual called to order by the Chair shall immediately desist from speaking until permitted to continue by the Chair
 - e. Public comment by an individual shall be limited to five minutes unless permission to continue is given by motion adopted by the Board

Open Session Item 14
Attachment 2

Section 10.060 Board and Committee Meetings (revised 09/23/16)

A. Compact and Bylaws to Control. The conduct of regular and special meetings of the Board of Commissioners and Committees thereof established pursuant to this Chapter 10 of the Collected Board Policies, including the provision of notice, place where such meetings are held, and applicable attendance and quorum requirements shall be done pursuant to and in accordance with the Board Bylaws and the Compact. The provisions of this section shall supplement such matters.

B. Agendas. The President & CEO shall prepare the agenda for Board and Committee meetings in accordance with the provisions of the Compact and Board Policy. He or she shall place such matters upon the agenda as may be requested by the Chair of the Board and such Committee or any Board Commissioner. Requests by a Committee or a Commissioner for the preparation of a report, policy or report for a Board Agenda, which in the opinion of the President & CEO will require the expenditure of significant staff time or funds, may not be acted upon by the President & CEO until approved by the Board.

C. Consent Agenda Procedure. The President & CEO may, at his discretion, place any item of business on the consent agenda, provided the item of business does not involve any advertised public hearing, does not require a super majority vote, and as to which no request has been made by a Commissioner to discuss the matter. The consent agenda shall be prepared by the President & CEO. An item of business placed on the consent agenda may be removed from such agenda at any time prior to the finalization of the consent agenda as set forth herein. An item of business shall be automatically removed from the consent agenda if a request is made by a Commissioner that they wish to speak or have discussion on the matter. An item included on the consent agenda shall not be debated or discussed by a Commissioner unless the Commissioner has requested an opportunity to speak on the matter prior to the finalization of the consent agenda. Items of business contained on the consent agenda shall be voted upon by the Board considering the consent agenda in its entirety and shall not be taken up for consideration as separate matters, except that nothing contained herein shall be construed to prohibit a Commissioner from voting individually on each separate item shown on the consent agenda.

A vote by a Commissioner for adoption of the consent agenda shall mean that the Commissioner has requested that his or her vote be recorded as an "aye" vote for each separate item on the consent agenda and shall be recorded as such. A vote against adoption of the consent agenda shall be recorded as a "nay" vote on each item placed on the consent agenda and shall be recorded as such. Provided, however, a Commissioner, when casting an "aye" or "nay" vote, may specifically exclude from such vote for approval or disapproval of the consent agenda specific items on the agenda, and in such event the minutes shall record the exceptions accordingly. Consent agendas following this procedure may also be used for closed (executive) session agendas.

D. Order of Business.

1. Call to Order
2. Roll Call

3. Public Comment (requested pursuant to Board Policy)
4. Approval of Minutes
5. Report of Treasurer
6. Report of Chair
7. Report of President & CEO
8. Committee Reports
9. Approval and Adjustment of Agenda - Commissioners to indicate matters for deletion from Consent Agenda on which discussion is requested
10. Consent Agenda Items – which shall include all items recommended for Board action by a Board Committee except matters requiring a public hearing, matters which discussion is requested by a Commissioner, matters requiring a super majority vote, or matters on which a presentation is deemed desirable by the President & CEO
11. Committee Action Items
12. Unscheduled Business
13. Call of the Dates for Future Board and Committee Meetings
14. Adjournment

E. Conduct of Meetings; Rules of Order.

1. Rules of Order. The Chair will conduct Board meetings under informal Roberts Rules of Order. Issues may be discussed by the Board as a committee of the whole. In order to ensure order, the Chair (or a majority motion) may, for an individual meeting, require strict adherence to Roberts Rules of Order, current U.S. edition.
2. Conduct of Meetings. Persons authorized to speak at the Board meetings are the Commissioners and the President & CEO. Other Agency staff or agents may be called upon to participate in meetings at the sole discretion of the Board. Persons wishing to address the Commissioners may do so only pursuant to the Agency's public comment policy as set forth herein, provided that the matter is appropriate, is delivered in an orderly and brief manner, and does not interfere with the Board's timely conduct of business as determined by the Chair.

F. Public Comment.

1. Meetings of the Board and Committees shall provide for public comment in the following instances:

- a. In connection with matters related to capital grant applications, fare increases and service changes, and changes to the paratransit plan as required by provision of applicable law
- b. On motion adopted by the Board permitting public comment on a specified topic or topics
- c. At the written request of a member of the public specifying the topic or topics to be addressed during such public comment and provided to the Agency before the start of ~~'s public information officer at least 48 hours prior to~~ the Board or Committee meeting at which such public comment is requested. No public comment shall be allowed by parties or their legal counsel in connection with addressing any matter involving a pending bid protest, litigation, or legal matter to which the Agency, its Commissioners, officers, directors, employees, or agents are a party.

2. All public comments shall be made pursuant to the following rules:

- a. All individuals shall state their name, address and topic for comment.
- b. All individuals shall address the Chair and shall not proceed with public comment until recognized by the Chair.
- c. All remarks shall be directed to the Board as a collective body and not to any individual member thereof.
- d. Use of threatening, obscene, profane, disruptive, or abusive language is prohibited. No disrespectful language may be used or comments with respect to personalities shall be made
- e. An individual called to order by the Chair shall immediately desist from speaking until permitted to continue by the Chair.
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Section 10.060 Board and Committee Meetings (revised 09/23/16)

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C. Consent Agenda Procedure. The President & CEO may, at his discretion, place any item of business on the consent agenda, provided the item of business does not involve any advertised public hearing, does not require a super majority vote, and as to which no request has been made by a Commissioner to discuss the matter. The consent agenda shall be prepared by the President & CEO. An item of business placed on the consent agenda may be removed from such agenda at any time prior to the finalization of the consent agenda as set forth herein. An item of business shall be automatically removed from the consent agenda if a request is made by a Commissioner that they wish to speak or have discussion on the matter. An item included on the consent agenda shall not be debated or discussed by a Commissioner unless the Commissioner has requested an opportunity to speak on the matter prior to the finalization of the consent agenda. Items of business contained on the consent agenda shall be voted upon by the Board considering the consent agenda in its entirety and shall not be taken up for consideration as separate matters, except that nothing contained herein shall be construed to prohibit a Commissioner from voting individually on each separate item shown on the consent agenda.

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11. Committee Action Items
12. Unscheduled Business
13. Call of the Dates for Future Board and Committee Meetings
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F. Public Comment.

1. Meetings of the Board and Committees shall provide for public comment in the following instances:

- a. In connection with matters related to capital grant applications, fare increases and service changes, and changes to the paratransit plan as required by provision of applicable law
 - b. On motion adopted by the Board permitting public comment on a specified topic or topics
 - c. At the written request of a member of the public specifying the topic or topics to be addressed during such public comment and provided to the Agency before the start of the Board or Committee meeting at which such public comment is requested. No public comment shall be allowed addressing any pending bid protest, litigation, or legal matter to which the Agency, its Commissioners, officers, directors, employees, or agents are a party.
2. All public comments shall be made pursuant to the following rules:
- a. All individuals shall state their name, address and topic for comment.
 - b. All individuals shall address the Chair and shall not proceed with public comment until recognized by the Chair.
 - c. All remarks shall be directed to the Board as a collective body and not to any individual member thereof.
 - d. Use of threatening, obscene, profane, disruptive, or abusive language is prohibited.
 - e. An individual called to order by the Chair shall immediately desist from speaking until permitted to continue by the Chair.
 - f. Public comment by an individual shall be limited to three minutes unless permission to continue is given by motion adopted by the Board.

**Bi-State Development Agency
Combined Operations Committee and
Audit, Finance & Administration Committee
Agenda Item
March 20, 2020**

From: Mark Vago, Chief Financial Officer
Subject: **Potential Refunding of Bonds Issued to Finance Arch Motor Set Replacements**
Disposition: Approval
Presentation: Mark Vago, Tammy Fulbright, Adam Pope (Columbia Capital Management, LLC)

Objective:

To present to the Audit, Finance and Administration Committee, for discussion and referral to the Board of Commissioners for approval, a resolution authorizing the refinancing (the Refunding) of BSD's Taxable Series 2014 Bonds issued in support of the Gateway Arch.

Background:

As of February 1, 2014, BSD and the National Park Service (NPS) executed the Jefferson National Expansion Memorial (JNEM) Fee Management and Services Agreements (the NPS Agreements), extending the unique partnership for the management of attractions at the JNEM. The NPS Agreements required separate written amendments to authorize BSD to issue bonds (the NPS Amendments).

The Agency's Compact permits it to issue bonds and provide for payment of principal and interest thereon out of the revenues derived from facilities owned or operated by BSD. In renegotiating the NPS Agreements, the parties contemplated that BSD would use this borrowing authority to issue bonds in support of replacement of the Arch Tram motor generator sets and related projects. As a result, BSD issued \$7,656,000 million in bonds in 2014 to finance the replacement of the motor generator sets and the roof over the then existing visitor center, prior to the facility expansion realized by the City-Arch River project, along with required reserves and costs of issuance. Interest on the Arch Tram Bonds is subject to both Federal and Missouri state income tax.

BSD issued its 2014 Bonds on December 3, 2014 with the following terms:

- Bonds are repaid solely from Arch Tram revenues
- A direct purchase of the bonds by PNC Bank, National Association
- An amortization of 30 years
- A fixed-rate financing term of 10 years
- A delay in principal amortization to reduce stress on Arch finances during construction
- A provision to permit additional bonds to be issued in the future with the same security as this financing
- A debt service reserve fund maintained at roughly one year's debt service
- A BSD right to call the bonds prior to the expiration of the fixed rate financing term

Analysis:

Based upon the analysis of Columbia Capital Management, LLC, BSD's financial advisor, refunding the 2014 Bonds would produce debt service savings of approximately [UPDATE] in 2019 dollars (markets as of [DATE]; subject to change). BSD's Multi Modal Enterprises staff is in favor of the refunding, as is local staff of the National Park Service.

BSD staff proposes to refund all outstanding 2014 Bonds, replacing them with a 2020 series that does not change the amortization pattern or final maturity on the bonds. BSD staff recommends the continued use of PNC Bank as bank purchaser of the bonds based upon their understanding of the unique character of the 2014 financing and their willingness to consider additional borrowings for future projects under this credit.

The plan of finance for the proposed refunding matches that of the 2014 Bonds. BSD pledges the net revenues of the Arch Tram operations as security to the bondholder, along with a debt service reserve fund maintained at the maximum debt service coming due in the then-current and any future year. **The net revenues of the Arch Tram system are the only Agency resources available to the bondholder.** The interest rate on the bonds will be fixed through [April 2030] and the final maturity on the bonds will remain December 2044.

With the Board's approval of the refinancing as proposed, BSD could expect to produce the interest rate savings described above. As in 2014, because PNC Bank will purchase the bonds directly, BSD will not need to secure a credit rating for the bonds or prepare an official statement, reducing both transaction costs and staff effort in executing the transaction.

The resolution before the Finance and Administration Committee seeks Board approval of the financing subject to certain parameters, particularly the generation of projected interest rate savings of not less than [\$] in 2020 dollars. In adopting the resolution, the Board would be affirming or approving the form of key transaction documents including:

- The *Master Trust Indenture*, setting forth the broad terms and conditions of these bonds and any future bonds issued with the same security for repayment and *Supplemental Trust Indenture #2*, setting forth the specific terms and conditions related to this series of bonds
- The *Continuing Covenants Agreement*, setting forth the key terms of PNC Bank's relationship with BSD with respect to these bonds.

Committee Action Requested:

Management recommends that the Audit, Finance and Administration Committee accept, and forward to the Board of Commissioners for approval, this resolution to enable the Refunding of existing Arch Bonds.

Attachment:

Resolution of the Board of Commissioners of the Bi-State Development Agency of the Missouri-Illinois Metropolitan District Approving and Providing for the Refunding of Certain of BSD's Obligations

Funding Source:

Pursuant to Section 30.080, *Debt Issuance and Administration*, the Bi-State Development Agency of the Missouri-Illinois Metropolitan District is a body corporate and politic created and existing by reason of a joint compact (**Compact**) between the States of Missouri and Illinois (Sections 70.370 *et seq.* of the Revised Statutes of Missouri, as amended, and Illinois Compiled Statutes, Chapter 45, Act 100, as amended) and approved by the United States Congress and the President. The Powers to Issue Debt, *RSMo Section 70.373; 45 ILCS 110/1* was ratified by Congress as follows: Joint Resolutions of the United States Congress of August 31, 1950, 64 Stat. 568, Pub. L. No. 81-743; September 21, 1959, 73 Stat. 582, Pub. L. No. 86-303; September 30, 1985, 99 Stat. 477, Pub. L. No. 99-106; April 1, 1996, 110 Stat. 883, Pub. L. No. 104-125; December 19, 2011, 125 Stat. 775, Pub. L. No. 112-71. Bi-State Development is authorized to borrow money for any of the authorized purposes of BSD and to issue the negotiable notes, bonds or other instruments in writing of BSD in evidence of the sum or sums to be borrowed. The power to issue debt is vested in the Board of Commissioners.

As with the 2014 Bonds, the proposed Series 2020 Bonds will be repaid solely from the net revenues of the Arch Tram system.

Open Session Item 15
Attachment

**RESOLUTION OF THE BOARD OF COMMISSIONERS OF THE
BI-STATE DEVELOPMENT AGENCY OF THE MISSOURI-
ILLINOIS METROPOLITAN DISTRICT APPROVING AND
PROVIDING FOR THE REFUNDING OF CERTAIN OF THE
AGENCY'S OBLIGATIONS**

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 (the "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 its Compact and by Mo. Rev. Stat. §§ 70.370 *et seq.* and 45 Ill. Comp. Stat. 100/1 *et seq.* to acquire by gift, purchase or lease, and to plan, construct, operate and maintain passenger transportation and rail facilities; to contract with municipalities or other political subdivisions for the services or use of any facility owned or operated by the Agency, or owned or operated by any such municipality or other political subdivision; to receive for its lawful activities any contributions or moneys appropriated by municipalities, counties, state or other political subdivisions or agencies, or by the Federal Government or any agency or officer thereof, and to perform all other necessary and incidental functions; and
- *Whereas*, the Agency is further authorized and empowered under the provisions of the Compact to issue bonds upon the security of the revenues to be derived from facilities owned and operated by it, or upon any property held or to be held by it; to borrow money for any of the authorized purposes of the Agency, and to issue the negotiable notes, bonds or other instruments in writing of the Agency in evidence of the sum or sums to be so borrowed; to provide that all negotiable notes, bonds or other instruments in writing issued shall be payable, both as to principal and interest, out of the revenues collected for the use of any facility or combination of facilities owned and operated by the Agency, or out of any other resources of the Agency, and may be further secured by a mortgage or deed of trust upon any property owned by the Agency; to prescribe the details of such notes, bonds or other instruments in writing, and of the issuance and sale thereof; and to enter into covenants with the owners of such notes, bonds or other instruments in writing, not inconsistent with the powers granted to the Agency, without further legislative authority; and
- *Whereas*, the Agency has previously issued its Taxable Arch Tram Revenue Bonds, Series 2014 (the "Series 2014 Bonds") on December 3, 2014 in the original principal amount of \$7,656,000; and
- *Whereas*, the Agency now desires to issue its Taxable Arch Tram Refunding Revenue Bonds, Series 2020 (the "Refunding Bonds") pursuant to the Compact and pursuant to a Master Trust Indenture dated as of December 1, 2014 (the "Master Indenture") and a Supplemental Trust Indenture No. 2 (the "Supplemental Indenture No. 2" and together with the Master Indenture and all other supplemental indentures, the "Indenture") to be entered into by and between the Agency and BOKF, N.A., as trustee (the "Trustee"), as

successor trustee to The Bank of New York Mellon Trust Company, N.A., in order to provide funds to defease and refund all of the outstanding Series 2014 Bonds (the "Refunding"); and

- *Whereas*, the terms of sale of the Refunding Bonds shall be specified in an agreement to be executed and delivered by the Agency and the purchaser thereof; and
- *Whereas*, it is feasible, necessary and in the public interest for the Agency to issue the Refunding Bonds in order to provide funds for the Refunding.

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

Section 2. Authorization of Refunding Bonds.

(a) The Board hereby approves the issuance, execution and delivery of the Refunding Bonds, subject to the terms and conditions set forth herein, for the purpose of (i) paying the costs of the Refunding, including a termination payment to the original purchaser of the Series 2014 Bonds, and (ii) paying the costs of issuance with respect to the Refunding Bonds.

(b) The Refunding Bonds, together with interest thereon, shall constitute special, limited obligations of the Agency and are payable solely out of the Pledged Revenues (as defined in the Indenture) and other funds to be pledged under the Indenture. The Refunding Bonds shall not be a debt of the National Park Service (as defined in the Indenture), the State of Missouri or the State of Illinois and none of the National Park Service, the State of Missouri, the State of Illinois, or any political subdivision of the State of Missouri or the State of Illinois shall be liable thereon nor in any event shall the Refunding Bonds be payable out of any funds or properties other than those acquired or pledged under the Indenture, and the Refunding Bonds shall not constitute an indebtedness within the meanings of any constitutional or statutory debt limitation or restriction. In addition, notwithstanding anything contained in the Indenture to the contrary, the Agency shall not have a general obligation for the payment of other amounts required to be paid by the Agency under the Indenture, such amounts to be payable only from the sources pledged pursuant to the Indenture for the payment of the Refunding Bonds, and neither the Trustee nor any holder of any Refunding Bonds shall bring or maintain any suit, action or other proceeding for judgment against the Agency for any payment required to be made under the Indenture, it being understood that the Trustee and the owners of the Refunding Bonds will look, insofar as the Agency is concerned, solely to the sources pledged pursuant to the Indenture for the payment of the Refunding Bonds for payment of all of the Agency's obligations under the Indenture, and no other property or assets of the Agency shall be subject to levy, execution or other enforcement procedure for the satisfaction of the Agency's obligations under the Indenture.

Section 3. Authorization of Executive Committee. The Board hereby authorizes its Executive Committee to act for and on behalf of the Board and the Agency to:

- (a) Determine and approve the final terms of the Refunding Bonds, including the interest rate or rates, the maturity amounts, the redemption provisions and redemption dates and other terms of the Refunding Bonds. The Refunding Bonds will be issued in an aggregate principal amount not to exceed \$7,850,000, representing the (i) costs of the Refunding,

(ii) the costs of issuance of the Refunding Bonds and (iii) any amounts required to fund a debt service reserve account for the Refunding Bonds if not funded from other available moneys; will mature no later than December 1, 2044 subject to prior prepayment at the option of the Agency; and will bear interest at a fixed rate that will not exceed 3.60% per annum.

- (b) Approve and execute the Supplemental Indenture No. 3 with the Trustee.
- (c) Approve and execute a Continuing Covenant Agreement relating to the Refunding Bonds, (the "Continuing Covenant Agreement"), between the Agency and PNC Bank, National Association, as purchaser of the Refunding Bonds (the "Purchaser"). The Refunding Bonds shall be sold to the Purchaser at a purchase price of 100% of the par amount of the Refunding Bonds.

For purposes of this Resolution, a quorum of the Executive Committee shall consist of not less than two of the four members of the Executive Committee.

The approval of the Executive Committee shall be conclusively evidenced by a resolution, adopted by a unanimous vote of the members of the Executive Committee participating at a meeting for such purpose, setting forth the final terms of the Refunding Bonds and approving the final form of the above-listed documents. Such resolution is to be signed by the Chairman or Vice Chairman of the Executive Committee and attested by the Chief Financial Officer or Deputy Secretary of the Agency.

Section 4. Appointment of Successor Trustee. The Board hereby appoints BOKF, N.A. as successor trustee to The Bank of New York Mellon Trust Company, N.A. under and pursuant to the Indenture.

Section 5. Actions of Officers Authorized. The officers of the Agency, including the Chairman, Vice Chairman, Treasurer, Secretary and Deputy Secretary of the Board and the President and Chief Financial Officer of the Agency shall be, and they each hereby are, authorized and directed to execute and deliver 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, giving direction to the Trustee to give notices of redemption of the Series 2014 Bonds, and the execution or taking of such action shall be conclusive evidence of such necessity or advisability.

Section 6. Partial Invalidity. If any term or provision of this Resolution, the Refunding Bonds or other document approved hereby or the application thereof for any reason or circumstance shall to any extent be held invalid or unenforceable, the remaining provisions or the application of such term or provision to persons in situations other than those as to which it is held invalid or unenforceable, shall not be affected thereby, and each remaining term and provision hereof and thereof shall be valid and enforced to the fullest extent permitted.

Section 7. Execution of Documents. The officers of the Agency, including the Chairman, Vice Chairman, Treasurer, Secretary and Deputy Secretary of the Board and the President and Chief Financial Officer of the Agency, are authorized and directed to execute and deliver all documents, including without limitation, the Supplemental Indenture No. 3 and the Continuing Covenant Agreement and to take such actions as they may deem necessary or advisable in order to carry out the purposes of this Resolution.

Section 8. Payment of Costs. The Chief Financial Officer of the Agency is hereby authorized and directed to pay or cause to be paid all costs, expenses and fees incurred in connection with or incidental to the Refunding and the issuance of the Refunding Bonds.

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

Section 10. Effective Date. This Resolution shall become effective immediately upon its adoption.

ADOPTED, SIGNED AND APPROVED this 24th day of April, 2020.

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

[SEAL]

Attest:

By: _____
Name: Aliah Holman
Title: Vice Chairman of the Board Commissioners

By: _____
Name: Vernal Brown
Title: Secretary of the Board of the Commissioners

Open Session Item

16

**Bi-State Development Agency
Combined Operations Committee and
Audit, Finance & Administration Committee
Open Meeting Agenda Item
March 20, 2020**

From: Mary Lamie, Executive Vice President of Multi Modal Enterprises
Subject: **Letter of Agreement between Bi-State Development and The Jerry Costello Group, LLC for Consulting Services for the St. Louis Regional Freightway and Bi-State Development**
Disposition: Approval
Presentation: Mary Lamie, Executive Vice President of Multi Modal Enterprises

Objective:

To present to the Combined Operations and the Audit and Finance Committee for acceptance, and referral to the Board of Commissioners (**Board**) for approval, a Letter of Agreement (**Agreement**) between BSD and The Jerry Costello Group, LLC (**Consultant**) for consulting services for the St. Louis Regional Freightway (**the Freightway**) and Bi-State Development (**BSD**), with terms in effect beginning April 1, 2020, through March 31, 2022.

Board Policy:

Per the Collected Board Policies of the Bi-State Development Agency of the Missouri-Illinois Metropolitan District, Chapter 50:

§50.010(A)(8): Definitions – “Non-Competitive Procurement” means a method by which goods and/or services are procured from a single offeror; and

§50.010(E)(1)(b): Award Authority – The Board of Commissioners shall approve the following procurements: Non-Competitive Procurements which exceed \$100,000.

Non-Competitive Procurements are also known as “sole-source” or “single-bid” contracts. This Agreement is a non-competitive procurement that exceeds \$100,000, and thus requires Board approval.

Funding Source:

The funding for this contract will be split between the Freightway operating budget and BSD Executive Services. Each cost center will contribute 50% of the total contract amount and of each invoice submitted by the Consultant.

Background:

The Consultant entered into an initial Letter of Agreement with BSD in the summer of 2015 as the Freightway was created and activities were getting underway.

Following the initial contract, the Consultant continued to work for the Freightway and BSD under two additional contracts. The most recent contract covered the period of April 1, 2018 through

March 31, 2020. On April 1, 2019, this contract was amended, lowering the Consultant's monthly fee. See **Exhibit 1** attached.

Analysis:

Consistent with the Agreement in place today, the Consultant will provide strategic advice and planning for the Freightway and BSD and work closely with the Executive Vice President of Multi Modal Enterprises and BSD Executive Staff, including the President and Chief Executive Officer. In addition to providing strategic planning and advice, the Consultant will coordinate activities between the Freightway and the U.S. Secretary of Transportation and its office, as well as with members of the U.S. Congress and other government officials in the St. Louis region.

The Consultant will also work with class I railroads in the St. Louis region to identify strategies to fund Freightway projects. Former Congressman Jerry Costello will be the lead person for the Consultant.

The proposed Agreement provides these services at the same rate of \$9,000 per month and would be in effect for twenty-four (24) months, starting on April 1, 2020, through March 31, 2022. See **Exhibit 2** attached.

Committee Action Requested:

It is requested that the Operations Committee accept, and refer to the Board of Commissioners for approval, the Letter of Agreement between BSD and The Jerry Costello Group, LLC for consulting services for the Freightway and BSD, with terms in effect for a twenty-four (24) month period of April 1, 2020, through March 31, 2022.

Attachments:

Exhibit 1: Existing Letter of Agreement with The Jerry Costello Group, LLC

Exhibit 2: Draft Letter of Agreement with The Jerry Costello Group, LLC

Open Session Item 16

Exhibit 1



THE JERRY COSTELLO GROUP, LLC

Jerry F. Costello
Member of Congress
1988 - 2013

LETTER OF AGREEMENT

This Letter of Agreement ("Agreement") between The Bi-State Development Agency of the Missouri-Illinois Metropolitan District ("Client"), and The Jerry Costello Group, LLC ("Consultant") defines the terms of their relationship.

Client retains Consultant to advise Client and work with other parties as necessary to promote the Client's goals, interests and objectives regarding the Regional Freight Project. Client will keep Consultant fully apprised of the current issues and objectives of the Client.

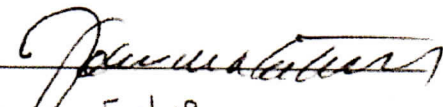
Client and Consultant agree that Jerry F. Costello will be primarily responsible for the performance of the services referred to in this Agreement, however, as needed, Consultant is allowed to retain third party consultants to provide assistance in performing the Agreement, at no cost to the Client, unless agreed upon by the Client.

Consultant will devote time and resources necessary in performing the services described in this Agreement. Consultant shall have full discretion in selecting the dates and times necessary to complete the terms of the agreement giving due regard to the needs of the Client.

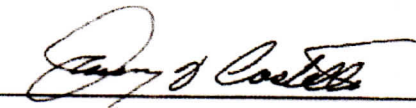
The term of this agreement shall commence on April 1, 2018 and continue through March 31, 2020.

Client agrees to pay Consultant a monthly fee of ~~\$10,000~~ ^{9,000.00 TR}. Monthly fees will be paid on the 1st business day of each month, starting on April 1, 2018. A monthly invoice will be mailed to the Client. The client agrees to pay Consultant any reasonable expenses the Consultant deems necessary in accomplishing the terms of this Agreement. Such expenses shall be documented and submitted to the Client for reimbursement within 60 days after the expenses were incurred. The Client shall reimburse the Consultant within 30 days of the date the request for reimbursement is received by the Client. Total expenses shall not exceed \$1000 in any month unless expressly permitted by the Client in advance.

This agreement is not a contract of employment. Consultant is an independent contractor of the Client and shall have no authority to obligate the Client. Consultant shall have the exclusive right to determine the method, manner and means by which it will perform the Agreement.


Date: 5-4-18


John Nations
Bi-State Development Agency of the
Missouri-Illinois Metropolitan District
211 N. Broadway, Suite 700
St. Louis, MO 63102


Date: 3/26/18

Jerry F. Costello
The Jerry Costello Group, LLC
144 Lincoln Place Court
Suite 3
Belleville, IL 62221
thejerrycostellogroup@gmail.com
618-234-6701 - office
618-971-6200 - cell

Addendum to Agreement - April 1, 2019

Per verbal agreement between Taulby Roach, President & CEO and Jerry Costello, Consultant, the monthly rate will now be \$9,000.00 a month. Please affirm with your signature and return to our office.


Taulby Roach, President

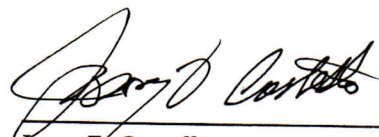

Jerry F. Costello

Exhibit 2



THE JERRY COSTELLO GROUP, LLC

Jerry F. Costello

Member of Congress
1988 – 2013

LETTER OF AGREEMENT

This Letter of Agreement ("Agreement") between The Bi-State Development Agency of the Missouri-Illinois Metropolitan District ("Client"), and The Jerry Costello Group, LLC ("Consultant") defines the terms of their relationship.

Client retains Consultant to advise Client and work with other parties as necessary to promote the Client's goals, interests and objectives regarding both Bi-State Development and the St. Louis Regional Freightway. Client will keep Consultant fully apprised of the current issues and objectives of the Client.

Client and Consultant agree that Jerry F. Costello will be primarily responsible for the performance of the services referred to in this Agreement, however, as needed, Consultant is allowed to retain third party consultants to provide assistance in performing the Agreement, at no cost to the Client, unless agreed upon by the Client.

Consultant will devote time and resources necessary in performing the services described in this Agreement. Consultant shall have full discretion in selecting the dates and times necessary to complete the terms of the agreement giving due regard to the needs of the Client.

The term of this amended agreement shall commence on April 1, 2020 and continue through March 31, 2022.

Client agrees to pay Consultant a monthly fee of \$9,000. Monthly fees will be paid on the 1st business day of each month, starting on April 1, 2020. A monthly invoice will be mailed to the Client. The client agrees to pay Consultant any reasonable expenses the Consultant deems necessary in accomplishing the terms of this Agreement. Such expenses shall be documented and submitted to the Client for reimbursement within 60 days after the expenses were incurred. The Client shall reimburse the Consultant within 30 days of the date the request for reimbursement is received by the Client. Total expenses shall not exceed \$1000 in any month unless expressly permitted by the Client in advance.

This agreement is not a contract of employment. Consultant is an independent contractor of the Client and shall have no authority to obligate the Client. Consultant shall have the exclusive right to determine the method, manner and means by which it will perform the Agreement.

Date: _____

Taulby Roach
Bi-State Development Agency of the
Missouri-Illinois Metropolitan District
211 N. Broadway, Suite 700
St. Louis, MO 63102

Date: _____

Jerry F. Costello
The Jerry Costello Group, LLC
138 Lincoln Place Court
Suite 101
Belleville, IL 62221
thejerrycostellogroup@gmail.com
618-234-6701 – office
618-971-6200 - cell

**Bi-State Development
Combined Operations Committee and
Audit, Finance & Administration Committee
Open Meeting Agenda Item
March 20, 2020**

From: James J. Cali, CPA
Chief Audit Executive
Subject: **State Safety Oversight – Public Transit Agency Safety Plan
Internal Audit Department Work Plan**
Briefing Paper No. 20-24
Disposition: Approval
Presentation: James J. Cali, Chief Audit Executive

Objective:

To present to the Committee the Internal Audit Department (**IAD**) Work Plan to address the new Internal Audit requirements associated with the implementation of the Public Transit Agency Safety Plan (**PTASP**) for review and approval.

Background:

Beginning on July 1, 2020, the Federal Transit Administration (**FTA**) is requiring all public transportation systems to adopt a new comprehensive safety management system or PTASP. The FTA has given authority under 49 Code of Federal Regulations (CFR) Part 673 and Part 674 to the State Safety Oversight (**SSO**) to ensure that MetroLink, MetroBus, and Call-A-Ride operations comply with all of these regulations.

In an effort to be in compliance with the new FTA regulations, Bi-State Development (**BSD**), working in conjunction with the SSO, has developed a comprehensive Agency Safety Plan (**ASP**) to address the following four (4) components required by the PTASP:

1. Safety Management Policy
2. Safety Risk Management
3. Safety Assurance
4. Safety Promotion

With the implementation of the ASP, there are now 84 safety audits that need to be completed by IAD over a three (3) year cycle. Due to the tremendous increase in the number of safety audits that must be performed, IAD needs to add two (2) new Internal Auditor-Transit positions.

The new ASP Audit Work Plan is presented in Exhibit A. This new ASP Audit Work Plan confirms our compliance with both the FTA regulations and the relevant professional standards for these safety audits.

The IAD's mission is to consistently provide the highest level of professional service to meet the needs of the SSO, BSD and Audit, Finance and Administration Committee. This is accomplished through quality assurance, audit strategy and audit follow-up; as well as tracking Management's progress towards implementing Recommendations.

Analysis:

The ASP Audit Work Plan provides a detailed list of audits that need to be performed during the three (3) year audit cycle required by the FTA.

Committee Action Requested:

Based on the documentation presented to the Committee, approval is recommended for the ASP Audit Work Plan and the creation of two (2) Internal Auditor–Transit positions to be filled in the fourth quarter of the current fiscal year.

Funding Source:

Funding is provided through the IAD operating budget.

Attachment:

Exhibit A – ASP Audit Work Plan.

Open Session Item 17

Exhibit A

EXHIBIT A

ASP 3 YEAR AUDIT WORK PLAN

| AUDIT ELEMENTS | SAFETY MANAGEMENT SYSTEM (SMS) PILLARS | ASP CHAPTER AND (SECTION) | TOTAL |
|---|--|---------------------------|-------|
| <u>PILLAR I SAFETY MANAGEMENT POLICY</u> | SMP 1 | | |
| Chapter 1 Safety Policy Statement | SMP 1 | Chapter 1 | 1 |
| Chapter 1 Objectives and Programs | SMP 1 | Chapter 1 | 8 |
| Chapter 2 Management Structure | SMP 1 | Chapter 2 (1) | 1 |
| Chapter 2 Control Review | SMP 1 | Chapter 2 (2-3) | 3 |
| Chapter 3 Emergency Management | SMP 1 | Chapter 3 | 1 |
| Chapter 4 SMS Documentation & Records | SMP 1 | Chapter 4 | 1 |
| TOTAL PILLAR I SAFETY MANAGEMENT POLICY | SMP 1 | | 15 |
| <u>PILLAR II SAFETY RISK MANAGEMENT</u> | SRM 2 | | |
| Chapter 5 Hazard Identification General | SRM 2 | Chapter 5 (1.2.2) | 2 |
| Chapter 5 Hazard Identification Facilities | SRM 2 | Chapter 5 (1.2.2) | 9 |
| Chapter 5 Hazard Investigation, Evaluation/Classification Departmental Level Review | SRM 2 | Chapter 5 (1.3) | 1 |
| Chapter 6 Hazard Evaluation and Analysis | SRM 2 | Chapter 6 | 1 |
| Chapter 7 Accident & Incident Investigations | SRM 2 | Chapter 7 | 1 |
| TOTAL PILLAR II SAFETY RISK MANAGEMENT | | | 14 |
| <u>PILLAR III SAFETY ASSURANCE</u> | SA 3 | | |
| Chapter 8 Safety Data Acquisition | SA 3 | Chapter 8 | 0 |
| Chapter 8 Safety Performance Monitoring and Measurement | SA 3 | Chapter 8 (3) | 1 |
| Chapter 8 Rules Compliance | SA 3 | Chapter 8 (5) | 3 |
| Chapter 8 Facilities and Equipment Inspections | SA 3 | Chapter 8 (6) | 11 |
| Chapter 8 Maintenance Audits & Inspections | SA 3 | Chapter 8 (7) | 3 |
| Chapter 8 Transit Asset management Program | SA 3 | Chapter 8 (8) | 1 |
| Chapter 8 Hazardous Material Program | SA 3 | Chapter 8 (9) | 3 |
| Chapter 8 Federal, State & Local Requirements | SA 3 | Chapter 8(10) | 1 |
| Chapter 8 Drug And Alcohol Program | SA 3 | Chapter 8 (11) | 1 |
| Chapter 8 Procurement Process | SA 3 | Chapter 8 (12) | 1 |
| Chapter 9 Management of Change, Systems Modification & Configuration Management | SA 3 | Chapter 9 (1,2,3) | 2 |
| Chapter 9 Safety & Security Certifications | SA 3 | Chapter 9 (4) | 2 |
| Chapter 10 Continuous Improvement | SA 3 | Chapter 10 | 2 |
| TOTAL PILLAR III SAFETY ASSURANCE | | | 31 |
| <u>PILLAR IV SAFETY PROMOTION</u> | SP 4 | | |
| Chapter 11 Safety Communication | SP 4 | Chapter 11 | 12 |
| Chapter 12 Competencies, Training and Certification | SP 4 | Chapter 12 | 12 |
| TOTAL PILLAR IV SAFETY PROMOTION | | | 24 |
| TOTAL ALL PILLARS IN THE PTASP | | | 84 |

**Bi-State Development Agency
Combined Operations Committee and
Audit, Finance & Administration Committee
Agenda Item
March 20, 2020**

From: Mark Vago, Chief Financial Officer
Subject: **Discussion Regarding Potential Refunding of Series 2013 Bonds for Savings**
Disposition: Recommendation to Full Board
Presentation: Mark Vago, Tammy Fulbright, Adam Pope (Columbia Capital Management, LLC)

Objective:

To discuss with the Audit, Finance and Administration Committee the potential for refinancing of BSD's Series 2013 Mass Transit Sales Tax Bonds issued in support of the MetroLink Cross County Extension project.

Background:

BSD issued \$381,225,000 in bonds in August 2013 to refund all prior bonds issued related to the Cross-County Extension (Series 2002A, 2002B, 2002C, 2007, 2010A and 2010B), other than the Series 2009 Bonds (which were refunded for savings last year). The 2013 refunding provided both interest rate savings and a comprehensive re-set of the structure of BSD's debt service. The 2013 Bonds are 100% tax-exempt and carry an October 1, 2022, call date for remaining maturities. Over time, BSD has refunded portions of the Series 2013 Bonds and \$182,175,000 million in bonds remain outstanding today.

As part of the process to refund the Series 2009 Bonds during 2019, the City of St. Louis, St. Louis County and BSD each approved amendments to the Memorandum of Agreement (MOA) that governs the collection, appropriation and application of the Prop M, Prop M2 and Prop A sales taxes. As part of the most recent amendment, the parties to the MOA empowered BSD to undertake refundings of any of its outstanding bonds, without further action by the City or County, if such refinancing produced present value debt service savings of at least four (4) percent of refinanced par. Pursuant to the MOA, all but about \$33 million of the outstanding Series 2013A Bonds would be eligible for refinancing.

The refinancing here would be a "taxable advance refunding." As part of the Tax Cuts and Jobs Act of 2017, Congress eliminated the ability of bond issuers and borrowers to undertake tax-exempt advance refundings, that is, a refinancing more than 90 days before the call date. For the 2013A Bonds, our tax-exempt refinancing window would open on or about July 1, 2022. There is no prohibition, however, against advance refinancing using *taxable* bonds.

In almost any other market environment, refinancing tax-exempt bonds using taxable bonds would create negative savings and an issuer would not execute the transaction. Over the past 18 months or so, however, the borrowing cost differential between tax-exempts and taxables has narrowed considerably, making taxable refundings more attractive.

Analysis:

Based upon current markets, a taxable advance refinancing of the Series 2013A Bonds could produce debt service savings of as much as \$35 million (in 2020 dollars), more than 25% of refinanced par, significantly higher than the MOA requirement. Although staff has generally been in favor of waiting to refunding these bonds until their 2022 call date, the potential savings are at such a level today that we wanted to commence the process of seeking Board approval to undertake a refinancing if today's extraordinary market conditions persist.

Committee Action Requested:

Management recommends that the Audit, Finance and Administration Committee direct staff to prepare a resolution authorizing a refinancing of the Series 2013A Bonds to be presented to the Board of Commissioners for approval at its next meeting.

Attachment:

None

Funding Source:

Pursuant to Section 30.080, *Debt Issuance and Administration*, the Bi-State Development Agency of the Missouri-Illinois Metropolitan District is a body corporate and politic created and existing by reason of a joint compact (**Compact**) between the States of Missouri and Illinois (Sections 70.370 *et seq.* of the Revised Statutes of Missouri, as amended, and Illinois Compiled Statutes, Chapter 45, Act 100, as amended) and approved by the United States Congress and the President. The Powers to Issue Debt, *RSMo Section 70.373; 45 ILCS 110/1* was ratified by Congress as follows: Joint Resolutions of the United States Congress of August 31, 1950, 64 Stat. 568, Pub. L. No. 81-743; September 21, 1959, 73 Stat. 582, Pub. L. No. 86-303; September 30, 1985, 99 Stat. 477, Pub. L. No. 99-106; April 1, 1996, 110 Stat. 883, Pub. L. No. 104-125; December 19, 2011, 125 Stat. 775, Pub. L. No. 112-71. Bi-State Development is authorized to borrow money for any of the authorized purposes of BSD and to issue the negotiable notes, bonds or other instruments in writing of BSD in evidence of the sum or sums to be borrowed. The power to issue debt is vested in the Board of Commissioners.

Debt service on any bonds used to refinance the Series 2013 Bonds would be paid from Prop M, Prop M2 and Prop A dollars collected by the City and County, appropriated and then directed to BSD's bond trustee.

**Bi-State Development
Combined Operations Committee and
Audit, Finance & Administration Committee
Open Meeting Agenda Item
March 20, 2020**

From: James J. Cali, CPA
Chief Audit Executive
Subject: **Treasury-Safekeeping Quarterly Accounts –Ending December 31, 2019**
Briefing Paper No. 20-20
Disposition: Information
Presentation: James J. Cali, Chief Audit Executive

Objective:

To provide the Committee with the results of the Treasury - Safekeeping Quarterly Accounts Audit, ending December 31, 2019.

Background:

In accordance with the FY2020 Internal Audit Plan and the requirements of the Board Policy, the Internal Audit Department (**IAD**) performed a quarterly audit of the Treasury Safekeeping Accounts.

IAD reviewed the Treasurer's Report, as of December 31, 2019, to identify the Securities classified under the Safekeeping Accounts criteria. Each bank custodian, where the Safekeeping Accounts are held, was contacted to verify the existence of the Securities and to confirm the account balances.

For financial statements issued after June 15, 2015, the Government Accounting Standards Board (**GASB**) Statement No. 72 *Fair Value Measurement and Application* requires investments to be measured at fair value. GASB defines fair value to be the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Analysis:

In applying the new GASB Statement No. 72 *Fair Value Measurement and Application*, IAD performed an examination of each bank/safekeeping custodian's account confirmations as compared with the fair values for each investment presented in the Treasurer's Report dated December 31, 2019.

At December 31, 2019, BSD had approximately 28.3 million in US Treasury and Government Agency Securities. Sales tax capital represented \$19.4 million, Self-Insurance funds consisted of approximately \$2.4 million, internally restricted funds represented \$2 million, and FTA funds represented \$4.5 million.

Conclusion:

IAD has determined that the Safekeeping Accounts exist, and the respective balances have been fairly presented. A summary of our findings is presented in the attached table.

Committee Action Requested:

This material is presented for information only; therefore, no action is required of the Committee.

Funding Source:

Funding is provided through the Internal Audit Operating Budget.

Attachment:

1. Safekeeping Quarterly Accounts Audit – Ending December 31, 2019.

Internal Audit Department
INDEPENDENT VERIFICATION for SAFEKEEPING ACCOUNTS
Ending December 31, 2019

ATTACHMENT

| The Treasurer's Report as of December 31, 2019, indicates the following U. S. Securities held in Agency Safekeeping Accounts: | | | | |
|---|---|---|--------------------|----------------------------|
| Issuer-Investment (Bank Safekeeping Agent) | Treasurer's Report Balance Stated At Market Value | Confirmed Balance Per Bank Agent Stated At Fair Value | Variance | Description/Disposition |
| Farm Credit Bank (Bank of America) | \$11,492,496.00 | \$11,492,496.75 | \$0.75 | |
| Federal Home Loan (Bank of America) | \$8,503,435.00 | \$8,503,434.90 | -\$0.10 | |
| U.S. Treasury Bills (Bank of America) | \$5,998,068.00 | \$5,998,068.00 | \$0.00 | |
| U.S. Treasury Bills (Jefferson Bank & Trust) | \$2,366,662.00 | \$2,405,000.00 | \$38,338.00 | JBT Confirms at par value. |
| Total | \$28,360,661.00 | \$28,398,999.65 | \$38,338.65 | |

GASB No. 72 = For financial statements issued after June 15, 2015, the Government Accounting Standards Board (**GASB**) Statement No. 72 *Fair Value Measurement and Application* requires investments measured at fair value. GASB defines fair value to be the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

**Bi-State Development Agency
Combined Operations Committee and
Audit, Finance & Administration Committee
Open Meeting Agenda Item
March 20, 2020**

From: Charles A. Stewart, Jr., EVP, Organizational Effectiveness
Subject: **Pension Plans, 401(k) Retirement Savings Program and OPEB Trust Investment Performance Update as of December 31, 2019**
Disposition: Information
Presentation: Charles A. Stewart, Jr., EVP, Organizational Effectiveness

Objective:

To present to the Combined Operations Committee and Audit, Finance and Administration Committee the Pension Plans, 401(k) Retirement Savings Program and OPEB Trust Investment Performance Update as of December 31, 2019.

Background:

Year to Date December 31, 2019, Pension Plans, 401(k) Retirement Savings Program and OPEB Investment Performance Reports were presented to the respective trustees by Ellwood Associates at the February 2020 trustee meetings.

Analysis:

BSD 401(k) Retirement Savings Program

- Total 401(k) Program assets were \$65.8M as of the end of calendar year 2019. This is up \$12.5M in combined contributions and investment earnings from calendar year end 2018 which stood at \$53.3M.
- During calendar year 2019, the Plan saw ~\$5.4M in new contributions representing vesting employer only contributions, employee elective contributions and their corresponding employer match.
- Allocations to individual funds and asset types remain relatively unchanged over the last year. The Vanguard Index Fund with ~\$13.0M in participant money or 20% of total assets. The T. Rowe Price Stable Value Fund (9%) and Dodge & Cox Balanced (11%) both also have significant participation. New fixed income manager, MetWest Total Return, has seen positive inflows and current participant exposure of ~\$700k. The T. Rowe Price Lifecycle Funds continue to grow in popularity. Approximately 32% of participant money is now held in these funds.

Salaried Pension Plan

- As of December 31, total Plan assets were \$81.4M, up by \$13.7M since the beginning of the calendar year.
- Cash flows are positive for the year. A total of \$7.4M in new contributions was offset by outflows of \$5.5M.
- The Portfolio gained 5.6% during the calendar year 2019, bringing the performance for the full year to 17.0%. Since inception dating back to 1988, the Total Portfolio has gained +7.6% outpacing its benchmark by 40 basis points. The Portfolio also outperformed its current actuarial return target of 7.0%.
- The Portfolio was rebalanced at the beginning of the year and is in line with target allocations.

IBEW Pension Plan

- As of December 31, total Plan assets were \$6.3M, an increase of \$1.1M since the beginning of the calendar year. With the exception of 2018, Total Portfolio Market values have steadily increased over the past 11 years. In 2008 the market value fell to \$1.1M, but has quadrupled since reaching the market bottom. Now that the Plan is fully funded the cash flows into the Plan have moderated.
- The Portfolio gained 6.3% during the fourth quarter of 2019 bringing year-to-date performance to 23.1%. The Portfolio has strong long-term performance gaining +10.7% and +7.6% over the trailing 3- and 5-year periods, respectively. Since inception the Plan has gained +6.6%. The Portfolio's current actuarial return target is 7.0%.
- The Portfolio was rebalanced at the beginning of the year and is in line with target allocations.

ATU 788 Pension Plan

- As of December 31, total Plan assets were \$150.9M – an increase of \$23.0M since the beginning of the calendar year. Fund flows over the past few years have been consistently negative and 2019 continued this trend. Calendar year cash inflows of \$14.0M were less than outflows of \$16.6M. The Portfolio experienced investment gains of \$25.6M for the calendar year.
- Through December 31, the Portfolio has gained 20.2%. Longer term performance remains favorable. Over the trailing 3- and 5-year periods, the Portfolio has gained 9.3% and 6.9% respectively. The Portfolio's current actuarial return target is 7.0%.
- At the last committee meeting the portfolio was slightly underweight to Non-U.S. equities and Fixed Income. Ellwood provided a rebalancing recommendation to move the portfolio more in line with targets. The Committee approved Ellwood's rebalancing recommendation which was executed in February 2020. These transactions would bring asset allocation closer to target.

OPEB Trust

- The OPEB Retirement Trust ended the quarter with a total Portfolio market value of \$38.7M. The portfolio gained 6.5% during the fourth quarter of 2019. Through December 31, the total Portfolio gained 18.6%, equating to \$5.8M in investment earnings since the beginning of the year.
- Earlier this year, the committee approved that Blackstone Partners Fund serve as the replacement hedge fund strategy for the now closed Blackstone Hedged Equity Strategy. The Partners Fund has generated solid returns over all time periods and serves as a strong diversifier to the existing Blackstone Park hedge fund investment.
- At the last committee meeting the Portfolio was slightly underweight to Non-U.S. equities. Ellwood provided a rebalancing recommendation to move the portfolio more in line with targets along with investing the \$3 million contribution made to the Portfolio in May 2019.

Committee Action Requested:

None. Information only.

Attachments:

1. BSD 401(k) Retirement Savings Program 4th Quarter 2019 Performance Report
2. BSD Salaried Pension Plan 4th Quarter 2019 Performance Report
3. IBEW Pension Trust Local 4th and Local 309 4th Quarter 2019 Performance Report
4. Div. 788 A.T.U. AFL-CIO Pension 4th Quarter 2019 Performance Report
5. BSD OPEB Retirement Trust 4th Quarter 2019 Performance Report

Funding Source:

No funding request is made. The pension plans and 401(k) retirement savings programs are funded by employer and employee contributions. The OPEB Trust is funded solely through the operating budget.

Open Session Item 20
Attachment 1 - 5

Pension Audit Updates - Attachments

The following documents are available
on the Bi-State Development website:

[401 k Performance Report Q4-2019](#)

[IBEW Pension Performance Report Q4-2019](#)

[OPEB Retirement Trust Performance Report Q4-2019](#)

[Salaried Pension Performance Report Q4-2019](#)

[788 ATU Pension Performance Report Q4-2019](#)

Financial Statements

The following document is available
on the Bi-State Development website:

[Financial Statements - 2nd Quarter - FY20](#)

**BI-STATE DEVELOPMENT
TREASURER'S REPORT
Quarter Ended December 31, 2019**

INVESTMENTS

Yields:

Bi-State investments had an average yield of 1.5% for the month of December, down from 1.9% in September. The Federal Reserve cut the Federal Funds Rate to 1.75% in October, and the FMOC does not expect to cut rates again in 2020, citing a growing economy and high consumer confidence. However, the market is pricing in at least one rate cut by the end of the year.

Invested Funds:

In December, Bi-State directed approximately \$194 million of cash and investments. Approximately 14.6% of the invested funds were invested in U.S. Treasury or U.S. Government Agency securities, and 1% 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 19 days.

DEBT MANAGEMENT

Debt Restructuring, 2019:

On September 12, 2019, Bi-State successfully sold its \$164,430,000 Series 2019 Bonds. The deal closed on September 26, 2019, and a true interest cost of 2.87% was achieved. The bond restructuring refunded all \$97 million of the Series 2009 and \$90 million of the Series 2013A Cross County Bonds, achieving important short and long-term financial objectives for Bi-State:

- Generated \$49.1 million in debt service savings (in 2019 dollars) over the life of the bonds.
- Returned \$19.9 million of these savings to fund public safety infrastructure improvements.
- Eliminated the requirement to secure the Series 2019 debt with a debt service reserve fund, and lowered the required reserve on Series 2013A from \$23.6 to \$19.3 million.
- Brought 2013 subordinate bonds to senior lien status.

Series 2013A and 2013B Bonds:

On July 1, 2013, Bi-State successfully sold its \$381,225,000 Series 2013A Bonds at a rate of 4.75%. Between 2013 and 2015, St Louis County approved three loan advances using the Prop A Capital Reserve to reduce borrowing costs. The first loan for \$75 million was granted in 2013, with an interest rate of 1.06%. St Louis County approved the second loan in 2014 for \$30 million at 1.04%, and the third loan in 2015 for \$30,000 at 1.02%, allowing Bi-State to refund a portion of the 2013A debt. In September 2019, Series 2019 refunded an additional \$90 million, leaving the total 2013A principal outstanding at \$182,175,000.

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 December, in conjunction with its diesel fuel hedging program, Bi-State had a *realized loss* of approximately \$34 thousand and an *unrealized gain* of approximately \$528 thousand on the sale of Home Heating Oil #2 futures contracts. December oil prices ended the month at \$61.06 a barrel, a 13% increase since the end of September. Generally, as the price of oil increases, the value of Bi-State's future positions also increases. A gain in the futures partially offsets the actual increase in the cost of diesel fuel. If oil prices drop, the value of the futures decline. An increase in unrealized gains generally indicates that the price of fuel is rising, and losses generally indicate oil prices are falling.

| BI-STATE DEVELOPMENT - QUARTERLY TREASURER'S REPORT SUMMARY | | | | | | | | | | | | | | | |
|--|-----------------------|------------------------|---------------------|--------------|------------------|-----------------------|------------------------|---------------------|--------------|------------------|-----------------------|---|---------------------|--------------|------------------|
|  | AS OF: | | 31-Dec-2019 | | | 29-Nov-2019 | | | | | 31-Oct-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) |
| BI-STATE DIRECTED: | | | | | | | | | | | | | | | |
| Cash | 0 | \$26,752 | 17.6% | 0.00% | \$26,752 | 0 | \$19,121 | 11.9% | 0.00% | \$19,121 | 0 | \$18,059 | 11.3% | 0.00% | \$18,059 |
| Certificates of Deposit | 0 | 0 | 0.0% | 0.00% | 0 | 0 | 0 | 0.0% | 0.00% | 0 | 8 | 3,044 | 1.9% | 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) | 135 | 14,937 | 9.8% | 1.81% | 14,995 | 152 | 22,416 | 13.9% | 1.78% | 22,492 | 181 | 22,416 | 14.0% | 1.78% | 22,497 |
| U.S. Treasury Securities | 104 | 6,338 | 4.2% | 1.43% | 6,365 | 136 | 6,338 | 3.9% | 1.43% | 6,364 | 165 | 6,338 | 4.0% | 1.43% | 6,363 |
| Other Investments (3) | 1 | 103,657 | 68.3% | 1.48% | 103,657 | 3 | 112,921 | 70.2% | 1.55% | 112,921 | 1 | 109,971 | 68.8% | 1.74% | 109,971 |
| SUB-TOTAL BI-STATE | 18 | \$151,684 | 100.0% | 1.52% | \$151,769 | 29 | \$160,796 | 100.0% | 1.58% | \$160,898 | 33 | \$159,828 | 100.0% | 1.72% | \$159,934 |
| BI-STATE DIRECTED-PROP M: | | | | | | | | | | | | | | | |
| Certificates of Deposit | 355 | \$1,602 | 3.8% | 1.51% | \$1,602 | 21 | \$1,560 | 3.7% | 2.62% | \$1,560 | 50 | \$1,560 | 3.6% | 2.62% | \$1,560 |
| U.S. Agencies (coupon) | 49 | 4,995 | 11.8% | 1.80% | 5,001 | 81 | 4,995 | 11.8% | 1.80% | 5,001 | 110 | 4,995 | 11.6% | 1.80% | 5,002 |
| U.S. Treasury Securities | 31 | 1,987 | 4.7% | 1.25% | 2,000 | 63 | 1,987 | 4.7% | 1.25% | 1,999 | 92 | 1,987 | 4.6% | 1.25% | 1,998 |
| Other Investments (3) | 1 | 33,662 | 79.7% | 1.50% | 33,662 | 3 | 33,776 | 79.8% | 1.55% | 33,776 | 1 | 34,640 | 80.2% | 1.74% | 34,640 |
| SUB-TOTAL PROP M | 22 | \$42,246 | 100.0% | 1.52% | \$42,265 | 16 | \$42,318 | 100.0% | 1.60% | \$42,336 | 20 | \$43,182 | 100.0% | 1.76% | \$43,200 |
| TOTAL BI-STATE DIRECTED | 19 | \$193,930 | | 1.52% | \$194,034 | 26 | \$203,114 | | 1.59% | \$203,234 | 30 | \$203,010 | | 1.73% | \$203,134 |
| TRUSTEE DIRECTED: | | | | | | | | | | | | | | | |
| Cash | 0 | \$0 | 0.0% | 0.00% | \$0 | 0 | \$0 | 0.0% | 0.00% | \$0 | 0 | \$0 | 0.0% | 0.00% | \$0 |
| Municipal Bonds | 734 | 6,389 | 11.6% | 2.75% | 6,446 | 765 | 6,389 | 12.2% | 2.75% | 6,443 | 795 | 6,389 | 11.8% | 2.75% | 6,457 |
| U.S. Agencies (coupon) | 421 | 29,693 | 54.1% | 1.37% | 29,847 | 897 | 10,764 | 20.6% | 2.80% | 10,923 | 927 | 10,764 | 19.8% | 2.80% | 10,951 |
| 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) | 1 | 18,819 | 34.3% | 1.03% | 18,819 | 3 | 35,224 | 67.3% | 0.05% | 35,224 | 1 | 37,092 | 68.4% | 0.04% | 37,092 |
| SUB-TOTAL TRUSTEE | 313 | \$54,901 | 100.0% | 1.41% | \$55,112 | 280 | \$52,377 | 100.0% | 0.94% | \$52,590 | 278 | \$54,245 | 100.0% | 0.91% | \$54,500 |
| TOTAL BI-STATE & TRUSTEE | 84 | \$248,831 | | 1.50% | \$249,146 | 78 | \$255,491 | | 1.45% | \$255,824 | 82 | \$257,255 | | 1.56% | \$257,634 |
| LRV LEASE1: | | | | | | | | | | | | | | | |
| 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 | 2 | 6,358 | 5.0% | 2.36% | 6,467 | 34 | 6,358 | 5.0% | 2.36% | 6,458 | 63 | 6,358 | 5.0% | 2.36% | 6,454 |
| Other Investments (4) | 1 | 121,846 | 95.0% | 5.80% | 121,846 | 3 | 121,218 | 95.0% | 5.80% | 121,218 | 1 | 120,591 | 95.0% | 5.80% | 120,591 |
| SUB-TOTAL LRV | | \$128,209 | 100.0% | 5.63% | \$128,318 | | \$127,581 | 100.0% | 5.63% | \$127,681 | | \$126,954 | 100.0% | 5.63% | \$127,050 |
| Grand Total (5) | | \$377,040 | | | \$377,464 | | \$383,072 | | | \$383,505 | | \$384,209 | | | \$384,684 |
| Explanatory Notes: (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: | | | |
| | | | | | | | | | | | | Terri Gudowicz Green, Mgr of Treas Ops | | | |
| | | | | | | | | | | | | Date | | | |
| | | | | | | | | | | | | Reviewed by: | | | |
| | | | | | | | | | | | | Tammy Fulbright, Sr. Dir. of Financial Planning | | | |
| | | | | | | | | | | | | Date | | | |
| | | | | | | | | | | | | Approved by: | | | |
| | | | | | | | | | | | | Mark Vago, Sr VP & CFO | | | |
| | | | | | | | | | | | | Date | | | |



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

12/31/2019

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 | 120,116 | 0 | 0 | 0 | 0 | 0 | 120,116 | 120,116 | FDIC\tri-party collateral(deposits). |
| BLACK ROCK | 0 | 0 | 0 | 35,517,665 | 0 | 0 | 35,517,665 | 35,517,665 | Money Market Fund (Govt. Securities). |
| COMMERCE BANK | 0 | 1,601,661 | 0 | 0 | 0 | 0 | 1,601,661 | 1,601,661 | FDIC\FRB collateral. |
| FIDELITY | 0 | 0 | 0 | 79,005,568 | 0 | 0 | 79,005,568 | 79,005,568 | Money Market Fund (First Tier\Prime) |
| INVESCO | 0 | 0 | 0 | 19,532,058 | 0 | 0 | 19,532,058 | 19,532,058 | Money Market Fund (First Tier\Prime) |
| JEFFERSON BANK & TRUST | 96,337 | 0 | 0 | 0 | 0 | 0 | 96,337 | 96,337 | FDIC; repo collateral held at JBT. |
| JP MORGAN CHASE | (22,751) | 0 | 0 | 0 | 0 | 0 | (22,751) | (22,751) | 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 | 25,861,950 | 0 | 0 | 0 | 0 | 0 | 25,861,950 | 25,861,950 | FDIC\FRB collateral. |
| RBC DAIN RAUSCHER | 0 | 0 | 0 | 1,659,216 | 0 | 0 | 1,659,216 | 1,659,216 | Commodities Margin Acct. (fuel hedging) |
| RJ O'BRIEN | 0 | 0 | 0 | 1,605,173 | 0 | 0 | 1,605,173 | 1,605,173 | Commodities Trading Acct. (fuel hedging) |
| RELIANCE BANK | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | FDIC\FRB collateral. |
| U.S. BANK | (138,811) | 0 | 0 | 0 | 0 | 0 | (138,811) | (138,811) | FDIC\FRB Collateral. |
| FARM CREDIT BANK | 0 | 0 | 0 | 0 | 11,434,819 | 0 | 11,434,819 | 11,492,496 | Safekept at Bank of America (BOA). |
| FEDERAL HOME LOAN BANK | 0 | 0 | 0 | 0 | 8,496,588 | 0 | 8,496,588 | 8,503,435 | Safekept at Bank of America (BOA). |
| U.S. TREASURY | 0 | 0 | 0 | 0 | 8,324,927 | 0 | 8,324,927 | 8,364,730 | Safekept by BOA or designated agent. |
| OTHER | 780,341 | 0 | 0 | 0 | 0 | 0 | 780,341 | 780,341 | |
| sub-total Bi-State directed | 26,751,859 | 1,601,661 | 0 | 137,319,680 | 28,256,334 | 0 | 193,929,534 | 194,033,861 | |
| TRUSTEE DIRECTED | | | | | | | | | |
| DEBT ISSUES | | | | | | | | | |
| Arch Bonds, Series 2014 | | | | | | | | | |
| BANK OF NEW YORK MELLON | | | | | | | | | |
| GOLDMAN | 0 | 0 | 0 | 782,558 | 0 | 0 | 782,558 | 782,558 | Money Market Fund (First Tier\Prime). |
| Cross County Bonds, Series 2013, 2019 | | | | | | | | | |
| BOK FINANCIAL | | | | | | | | | |
| BANK OF NEW YORK | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | FDIC Insured. |
| FEDERATED GOVT OBLIG | 0 | 0 | 0 | 18,036,440 | 0 | 0 | 18,036,440 | 18,036,440 | Money Market Fund (First Tier\Prime). |
| MORGAN STANLEY | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | Safekept at BOKF |
| GOVERNMENT AGENCIES | 0 | 0 | 0 | 0 | 29,693,118 | 0 | 29,693,118 | 29,847,447 | Safekept at BOK Financial |
| MUNICIPAL BONDS | 0 | 0 | 0 | 0 | 6,389,370 | 0 | 6,389,370 | 6,445,491 | Safekept at BOK Financial |
| U.S. TREASURY | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | Safekept at BOK Financial |
| sub-total | 0 | 0 | 0 | 18,818,998 | 36,082,488 | 0 | 54,901,486 | 55,111,936 | |
| SUB-TOTAL TRUSTEE (BONDS) | 0 | 0 | 0 | 18,818,998 | 36,082,488 | 0 | 54,901,486 | 55,111,936 | |
| SUB-TOTAL BI-STATE AND TRUSTEE | 26,751,859 | 1,601,661 | 0 | 156,138,678 | 64,338,822 | 0 | 248,831,020 | 249,145,797 | |
| LRV Lease\Leaseback 2001 C1 C2 | | | | | | | | | |
| FSA\AIG | 0 | 0 | 0 | 121,845,693 | 0 | 0 | 121,845,693 | 121,845,693 | Guaranteed Investment Contract (GIC). |
| US TREASURY | 5,293 | 0 | 0 | 0 | 6,357,748 | 0 | 6,363,041 | 6,472,293 | Safekept by Lease Trustee. |
| sub-total | 5,293 | 0 | 0 | 121,845,693 | 6,357,748 | 0 | 128,208,734 | 128,317,986 | |
| sub-total leases | 5,293 | 0 | 0 | 121,845,693 | 6,357,748 | 0 | 128,208,734 | 128,317,986 | |
| GRAND TOTAL | \$26,757,152 | \$1,601,661 | \$0 | \$277,984,371 | \$70,696,570 | \$0 | \$377,039,754 | \$377,463,783 | |

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

+ ABBREVIATIONS (above):

FDIC- Federal Deposit Insurance Corp.

FRB - Federal Reserve Bank

INVESTMENT CATEGORY DESCRIPTIONS

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

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

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

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

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

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

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

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

CREDIT QUALITY RATING DEFINITIONS (also see Page 9)

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

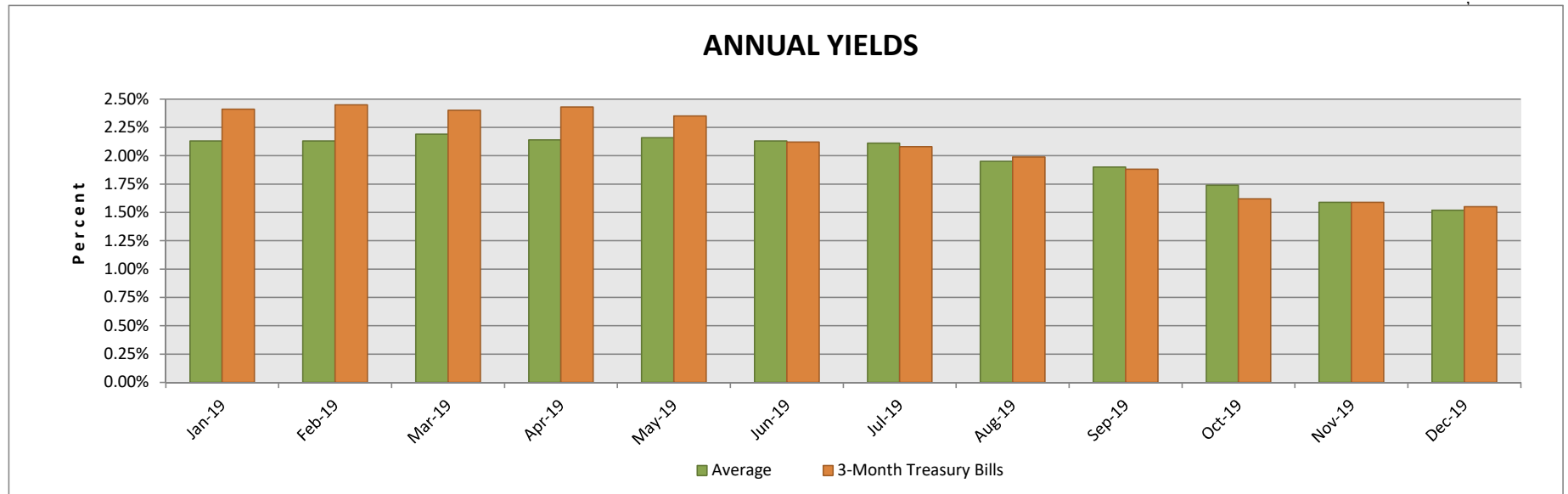
AAA Standard & Poor's, Moody's and Fitch rate credit quality on an A to C scale, with A generally regarded as "upper investment grade" and C as "speculative" (D would indicate default). Within each category are different gradients. The triple A rating indicates that the issuer's long term unsecured debt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

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

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

| Funds (ooo's omitted) | Jan-19 | Feb-19 | Mar-19 | Apr-19 | May-19 | Jun-19 | Jul-19 | Aug-19 | Sep-19 | Oct-19 | Nov-19 | Dec-19 |
|------------------------------|---------|---------|---------|---------|---------|---------|---------|---------|---------|---------|---------|----------------|
| Bi-State Investments | 183,814 | 181,363 | 183,380 | 186,569 | 169,974 | 180,786 | 166,308 | 145,761 | 140,517 | 159,828 | 160,796 | 151,684 |
| Bi-State Prop M Investments | 44,562 | 44,618 | 43,659 | 44,110 | 44,407 | 44,968 | 43,593 | 43,293 | 36,310 | 43,182 | 42,318 | 42,246 |
| Total | 228,376 | 225,981 | 227,039 | 230,679 | 214,381 | 225,754 | 209,901 | 189,054 | 176,827 | 203,010 | 203,114 | 193,930 |
| Trustee Investments | 44,307 | 46,612 | 49,325 | 42,280 | 45,009 | 46,816 | 53,031 | 57,527 | 256,185 | 54,245 | 52,377 | 54,901 |

| Yields\Rates Information | Jan-19 | Feb-19 | Mar-19 | Apr-19 | May-19 | Jun-19 | Jul-19 | Aug-19 | Sep-19 | Oct-19 | Nov-19 | Dec-19 |
|---------------------------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|
| Bi-State | 2.16% | 2.15% | 2.19% | 2.14% | 2.15% | 2.12% | 2.09% | 1.93% | 1.89% | 1.72% | 1.58% | 1.52% |
| Prop M | 2.02% | 2.07% | 2.15% | 2.12% | 2.19% | 2.17% | 2.16% | 1.99% | 1.97% | 1.79% | 1.64% | 1.52% |
| Average | 2.13% | 2.13% | 2.19% | 2.14% | 2.16% | 2.13% | 2.11% | 1.95% | 1.90% | 1.74% | 1.59% | 1.52% |
| Trustee | 2.30% | 2.31% | 2.33% | 2.32% | 2.29% | 2.29% | 2.30% | 2.20% | 2.08% | 0.91% | 0.94% | 1.41% |
| 3-Month Treasury Bills | 2.41% | 2.45% | 2.40% | 2.43% | 2.35% | 2.12% | 2.08% | 1.99% | 1.88% | 1.62% | 1.59% | 1.55% |
| 1 Year Treasury | 2.55% | 2.54% | 2.40% | 2.39% | 2.21% | 1.92% | 2.00% | 1.76% | 1.75% | 1.59% | 1.60% | 1.59% |
| Fed Funds (target) | 2.50% | 2.50% | 2.50% | 2.50% | 2.50% | 2.50% | 2.25% | 2.00% | 2.00% | 1.75% | 1.75% | 1.75% |
| 20-Year Municipals | 4.22% | 4.22% | 4.22% | 3.79% | 3.51% | 3.50% | 3.43% | 2.97% | 2.66% | 2.79% | 2.77% | 2.74% |
| SIFMA (BMA) Index (month end) | 1.43% | 1.74% | 1.50% | 2.12% | 1.42% | 1.90% | 1.40% | 1.35% | 1.48% | 1.19% | 1.10% | 1.32% |



Diesel Fuel Hedging Program - FY 2019

| | Diesel Fuel Budget \ Actual Comparison: | Dec-19 | Year to Date | Life to Date |
|--------------------------|--|--------------------------------|---------------------|-----------------------|
| a | Gallons consumed-actual | 396,680 | 2,568,679 | 93,089,936 |
| b=(c/a) | Average cost per gallon-actual | \$ 2.03 | \$ 1.99 | \$ 2.10 |
| c | Total Diesel Fuel Cost-Actual | \$ 806,768 | \$ 5,120,394 | \$ 195,593,698 |
| d | Gallons consumed- budget | 426,163 | 2,618,036 | 97,146,871 |
| e=(f/d) | Average cost per gallon- budget | \$ 2.10 | \$ 2.10 | \$ 2.29 |
| f | Total Diesel Fuel Cost- Budget | \$ 896,136 | \$ 5,505,206 | \$ 222,294,592 |
| g=(f-c) | Budget Variance (Unfavorable) | \$ 89,368 | \$ 384,812 | \$ 26,700,894 |
| h | Realized Futures Gains (Losses) | \$ (33,986) | \$ 515,323 | \$ 950,714 |
| i=(c-h) | Net Cost of Fuel | \$ 840,754 | \$ 4,605,071 | \$ 194,642,984 |
| j=(i-f) | Net Budget Variance (Unfavorable) | \$ 55,382 | \$ 900,135 | \$ 27,651,608 |
| j=(i/f) | Net Cost of Fuel, Per Gallon, inc. Hedge | \$ 2.12 | \$ 1.79 | \$ 2.09 |
| k=(e-i) | Net Budget Variance Per Gallon | \$ (0.02) | \$ 0.31 | \$ 0.20 |
| Futures Activity: | | Price of Barrel of Oil: | | |
| | Futures Contracts Purchased | 8 | Date | Price |
| | Futures Contracts Sold | 16 | 08/31/2019 | \$ 55.10 |
| | Futures Contracts Net Change at month end | (8) | 09/30/2019 | \$ 54.07 |
| | Total Open Futures Contracts, at month end | 118 | 10/31/2019 | \$ 54.18 |
| | Futures Contracts Unrealized Gain/(Loss) * | \$528,385 | 11/30/2019 | \$ 55.17 |
| | (% of Estimated Future Consumption) | 60% | 12/31/2019 | \$ 61.06 |

* = At month end

Explanatory Notes:

Consumption budgeted at approximately 120,000 gallons per week.

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

A futures contract equals 42,000 gallons.

Numbers above rounded.

Amounts do not include transaction or consulting costs.

Futures Contracts are purchased from Feb 2020 through Jul 2021 (18 months).

Background:

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

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

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

**Bi-State Development
Monthly Investment Report
Report of Term Investment* Purchases: December 2019**

| Item | Investment: | Par Amount | Settled | Maturity Date | Term(days) | Yield | Purchased From | Fund |
|------|-------------------|---------------------|----------|---------------|------------|--------------|----------------|---------------|
| 1 | Collateralized CD | \$ 1,601,661 | 12/20/19 | 12/20/20 | 365 | 1.51% | Commerce Bank | Prop M County |
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| | | | | | | | | |
| | Total | \$ 1,601,661 | | | | | | |
| | | | | | 365 | 1.51% | | |

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 |
| Trust Companies: | | | | | | | |
| BOK Financial | A- | A3 | A | A-2 | P-1 | F1 | NA |
| Bank of New York Mellon Trust | AA- | Aa1 | AA+ | A-1+ | P-1 | F1+ | NA |
| Money Market Funds: | | | | | | | |
| | S&P | | | Moody's | | | |
| Black Rock Fed Trust | AAA-m | | | Aaa-mf | | | |
| Black Rock Temp | AAA-m | | | Aaa-mf | | | |
| Black Rock T Fund | AAA-m | | | Aaa-mf | | | |
| FFI Treasury Fund | AAA-m | | | Aaa-mf | | | |
| Columbia (BOA/Merrill) Money Market Reserves | AAA-m | | | Aaa-mf | | | |
| Columbia (BOA/Merrill) Government | AAA-m | | | Aaa-mf | | | |
| Dreyfus Government Cash Management | AAA-m | | | Aaa-mf | | | |
| Federated Treasury | AAA-m | | | Aaa-mf | | | |
| Federated Government | AAA-m | | | Aaa-mf | | | |
| Fidelity Government | AAA-m | | | Aaa-mf | | | |
| Fidelity Treasury | AAA-m | | | Aaa-mf | | | |
| Goldman Financial Government | AAA-m | | | Aaa-mf | | | |
| Invesco Government and Agency | AAA-m | | | Aaa-mf | | | |
| Wells Fargo Treasury | AAA-m | | | Aaa-mf | | | |
| Other: | Long-Term Debt Rating | | | | | | |
| | S&P | Moody's | Fitch | | | | |
| AIG (2001 LRV Lease) | A+ | A2 | A+ | NA = Fitch overall bank ratings or LT debt ratings have been withdrawn | | | |
| U.S. Treasury | AA+ | Aaa | AAA | | | | |
| Federal Home Loan Bank (FHLB) | AA+ | Aaa | | | | | |
| Federal Farm Credit Bank (FCB) | AA+ | Aaa | AAA | | | | |

| Bi-State Development | | | | | |
|--|---|---|-----------------------------|--|----------------------|
| Mass Transit Sales Tax Appropriation Cross-County Bonds & St Louis County Loan | | | | | |
| Series | 2009 | 2013 | | 2019 | Total Cross County |
| | Refunding | 2013A Bonds | 2013B Loan | Refunding | |
| Issue date | 9-Nov-09 | 1-Aug-13 | 1-Aug-13 | 26-Sep-19 | |
| Principal (original) | \$97,220,000 | \$381,225,000 | \$75,000,000 | \$164,430,000 | |
| Principal (currently outstanding) | \$97,220,000 | \$281,805,000 | \$135,000,000 | \$164,430,000 | \$678,455,000 |
| Lien on 1\4 cent Prop M, Prop M2, Prop A tax | Senior | Senior | Subordinate | Senior | |
| Stand alone credit rating (S&P\Moody's\Kroll) | AA+\Aa3\NA | AA+\Aa2\NA | NA | AA+\NA\AA+ | |
| Maturity date(s) | 2023 – 2039 | 2048 | 2053 | 2048 | |
| Optional Call Date | 2019 | Various | Anytime | 2029 | |
| Optional Put Date | NA | NA | 2018 | NA | |
| Interest rate mode | Fixed | Fixed | 1% + SIFMA | Fixed | |
| Rate | 4.50%-5.00% | 3.00%-5.00% | 1.02%-1.06% | 3.00%-5.00% | |
| Interest pmt. Dates (4/1 &10/1) | April, October | April, October | April, October | April, October | |
| Annual debt service: | | | | | |
| Interest - FY 2020 | \$2,383,988 | \$11,499,313 | \$1,413,000 | \$3,641,674 | \$18,937,974 |
| Principal - (Previous payment 10/1/19 - \$196,850,000) (next payment 10/1/20) | \$97,220,000 | \$99,630,000 | \$0 | \$0 | \$196,850,000 |
| total princ.&int. | \$99,603,988 | \$111,129,313 | \$1,413,000 | \$3,641,674 | \$215,787,974 |
| Debt Service Reserve Fund (DSRF) | NA | \$19 million in DSRF with bond trustee, BONY-Mellon. | NA | NA | |
| Other | Refunded balance of 2002 A. Balance to be Refunded October 1, 2019 | Refunded Series 2002A,B,C, 2007, and Series 2010B. \$90 million to be refunded Oct 1, 2019 | Refunded Series 2010A Bonds | Refunding balance of 2009, and 2013A Bonds Maturing in 2019, 2028, 2046 and 2048 | |

Memorandum

To: Audit, Finance and Administration Committee

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

Date: February 17, 2020

Subject: **Quarterly Procurement Activity Report**
Second Quarter Fiscal Year 2020

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

Section 1 – Non-Competitive Procurement Trend

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

Section 2 – Procurement Contract Awards

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

Section 3 – Contract Modifications

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

Section 4 – Davis Bacon Act Projects

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

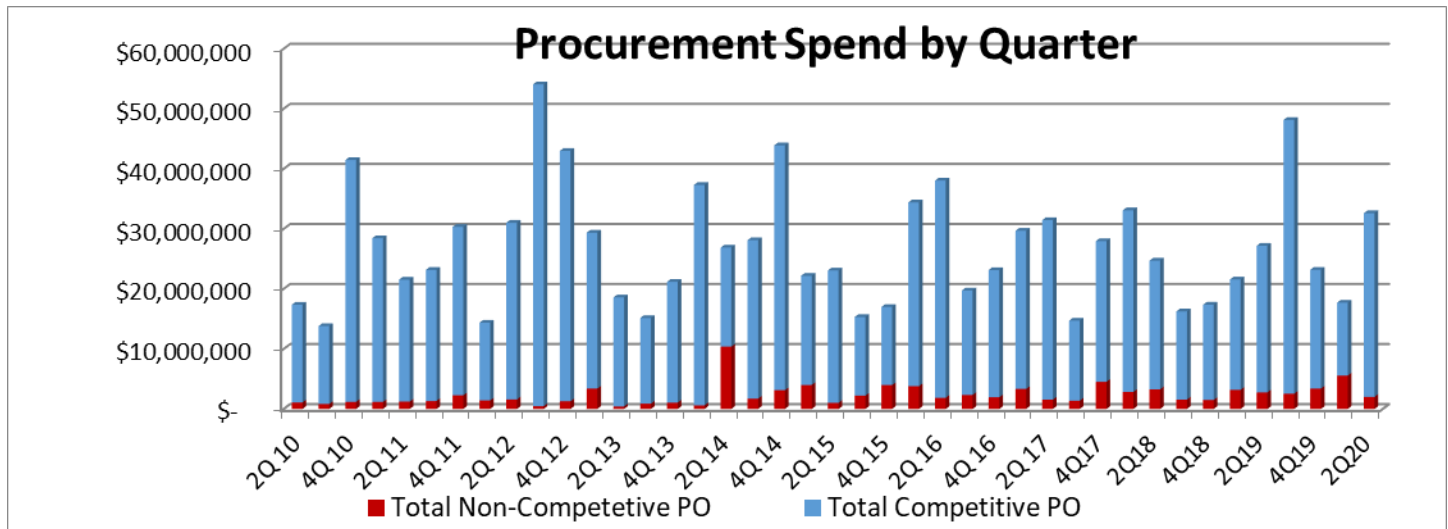
Section 5 – Procurement Card Administration

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

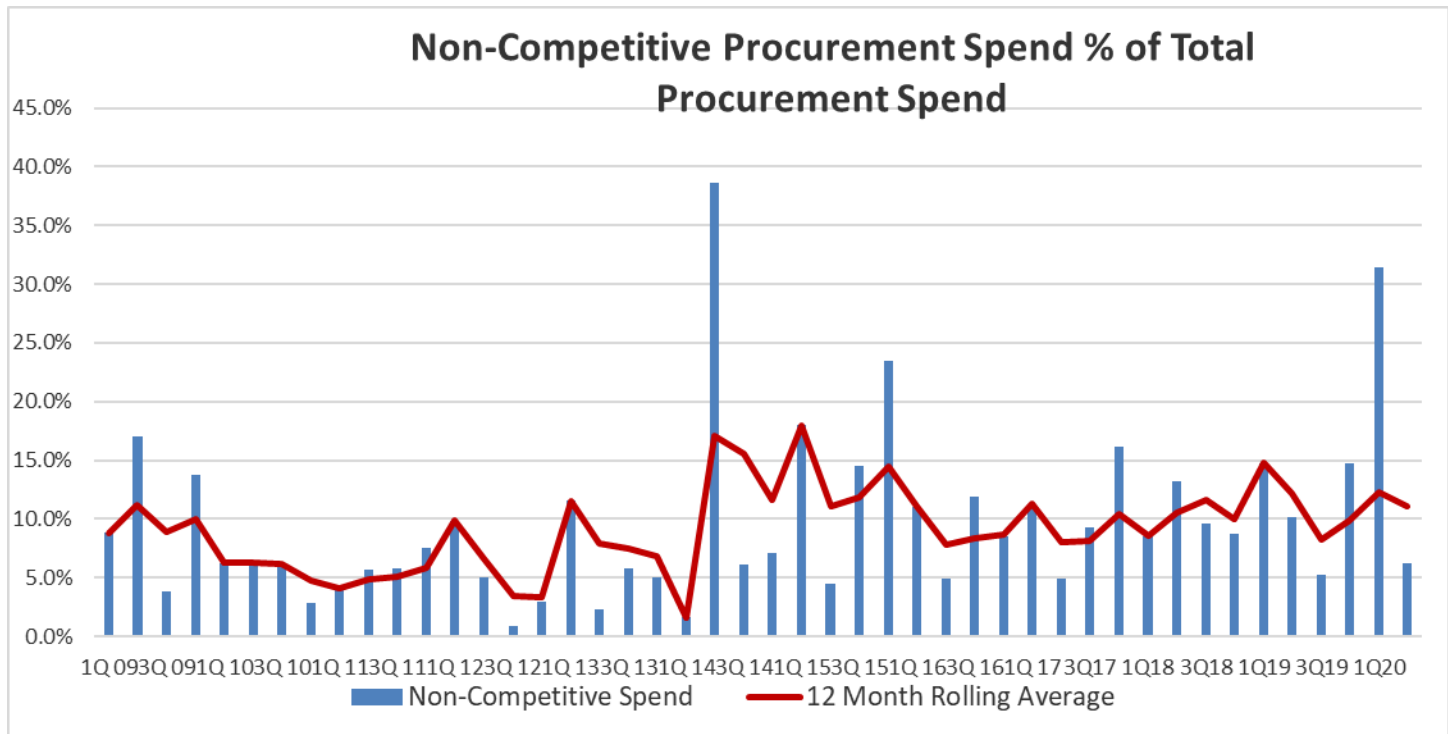
Please feel free to contact me with any suggestions, questions, or information requests that you may have.

Procurement Activity Report
Non-Competitive Procurement Trend
Second Quarter FY2020

Second Quarter 2020 Non-Competitive Procurements totaled \$2,012,832 or 6.2% of total Purchase Order Commitment volume of \$32,601,409.



Rolling last 12 months Non-Competitive Procurements totaled \$13,515,736 or 11.1% of total Purchase Order Commitment volume of \$121,594,065.



**NEW CONTRACT AWARDS EXCEEDING \$100,000
JULY 1, 2019 - DECEMBER 31, 2019**

| <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> |
|---------------|------------|---|-----------------------------|-------------------|---------------------------------|-----------------|------------------------|-----------------------|-----------------|
| 65783 | 0 | 20-SB-106232-DGR Bus Stop Signage Replacement Period of Performance October 2019 through April, 2020 | Contract Purchase Agreement | 10/8/19 | THE HARLAN COMPANY | \$ 2,480,850.00 | Ramsay, David George | Open | 0% |
| 64942 | 0 | Arch Transportation System Tram Mechanics & Materials - FY20 Period of Performande, July, 2019 - June, 2020 | Standard Purchase Order | 7/18/19 | NATIONAL PARK SERVICE | \$ 979,082.00 | Dillard, Marian Denise | Open | 0% |
| 64902 | 1 | 19-RFP-105970-MD Gateway Arch Marketing & Advertising Agency, Three Base Years and Two Option Years, Period of Performance, July 16, 2019 - July 15, 2022 | Contract Purchase Agreement | 7/16/19 | PNMG, INC. | \$ 825,000.00 | Dillard, Marian Denise | Open | 0% |
| 65344 | 0 | 19-SB-106178-FP Wellston Walkway and Drainage Improvements, Period of Performance, August 27, 2019 - December 27, 2019 | Contract Purchase Agreement | 8/26/19 | KOZENY WAGNER INC | \$ 657,469.00 | Paronish, Francis J Jr | Open | 13% |
| 64897 | 0 | 20-SB-106272-SG Right of Way Worker Protection System Delivery, Period of Performance Ten (10) Days ARO | Standard Purchase Order | 7/15/19 | GLOBE ELECTRIC SUPPLY COMPANY | \$ 652,980.00 | Griffin, Sandra P | Closed | 0% |
| 65570 | 0 | 19-RFP-106008-CB ML Audio Frequency Track Circuit Upgrades, Period of Performance, September 18, 2019 - December 31, 2019 | Standard Purchase Order | 9/17/19 | ROCKY MOUNTAIN SYSTEMS SERVICES | \$ 566,313.00 | Bonds, Charcita M | Open | 0% |
| 65300 | 0 | 19-SB-106099-DGR MetroLink Phase 1 Substation AC Breaker Replacement, Period of Performance, September 2019 through December 2020. | Contract Purchase Agreement | 8/22/19 | ZELLER TECHNOLOGIES INC | \$ 489,468.00 | Ramsay, David George | Open | 0% |
| 65027 | 0 | 20-SS-106323-CG Oracle Annual Maintenance E-Business Suite, One Base Year and Two Option Years, Period of Performance August 1, 2019 - July 31, 2020 | Contract Purchase Agreement | 7/26/19 | MYTHICS INC | \$ 465,156.83 | Gates, Carol Renee | Open | 0% |
| 66305 | 0 | 19-RFQ-106627-BH Winter Storm Supplies | Standard Purchase Order | 11/22/19 | KIRKWOOD MATERIAL SUPPLY, INC. | \$ 427,000.00 | Howard, Bryan L | Open | 0% |
| 64978 | 0 | 19-SB-106246 -TJ Missouri Yards & Shop Facility Cleaning, Three Year Base with Two Option Years , Period of Performance, June 10, 2019 - June 9, 2022 | Contract Purchase Agreement | 7/24/19 | WORLD MANAGEMENT, INC | \$ 365,460.00 | Johnson, Theresa | Open | 15% |

**NEW CONTRACT AWARDS EXCEEDING \$100,000
JULY 1, 2019 - DECEMBER 31, 2019**

| <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> |
|---------------|------------|---|-------------------------|-------------------|-------------------------------|---------------|------------------------|-----------------------|-----------------|
| 66216 | 0 | 20-RFP-106320-DH Light Rail Vehicle Fleet Assessment - Period of performance 11-19-19 thru 05-25-20 | Standard Purchase Order | 11/14/19 | LTK CONSULTING SERVICES, INC. | \$ 280,120.00 | Hill, Diana L | Open | 0% |
| 65922 | 0 | 20-RFQ-106411-BH - Rehab Brentwood Bus Facility Tank Farm (One Time Project) | Standard Purchase Order | 10/22/19 | UPC ENTERPRISE LC | \$ 201,772.99 | Howard, Bryan L | Open | 0% |
| 65664 | 0 | Sole Source SCF Services, LLC - Install False Inner Bottom on the Mooring Barge | Standard Purchase Order | 9/26/19 | SCF SERVICES, LLC | \$ 185,845.00 | Griffin, Sandra P | Open | 0% |
| 64991 | 0 | State Contract # - AR-23 (14-19) - Cisco Hardware Replacement/Upgrade. Contract Code: CISWSCAMO1G - Expiration 05-31-2020 | Standard Purchase Order | 7/24/19 | CDW GOVERNMENT INC | \$ 165,662.25 | Dillard, Marian Denise | Closed | 0% |
| 64793 | 0 | 20-RFQ-106291-CB, Unleaded Gasoline, Period of Performance, July 3, 2019 - September 3, 2019 | Standard Purchase Order | 7/2/19 | PETROLEUM TRADERS CORPORATION | \$ 158,518.38 | Bonds, Charcita M | Open | 0% |
| 66477 | 0 | 20-SB-106442-FP SCCTD Bus Shelter (Pads). Period of Performance December 20, 2019 thru March 4, 2020 | Standard Purchase Order | 12/11/19 | RAINERI CONSTRUCTION, LLC | \$ 128,691.00 | Paronish, Francis J Jr | Open | 21% |
| 65879 | 0 | 50 Ton HVAC Roof Top Unit Replacement Ewing (One Time) | Standard Purchase Order | 10/18/19 | THE WALDINGER CORP | \$ 123,671.22 | Rowey, Deborah M | Open | 0% |

Contract Modifications FY 2020
July 1, 2019 - December 31, 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 |
|-------------------|------------|-------|---|-------------------------------------|--|-------|--------------------------|------------------------|----------|--------------|-------------------------|----------------------------------|---------------|------------------------|
| 18-RFP-103593-DGR | | 3 | CM/GC for Union Station Tunnel | Additional Funds | Kiewit Infrastructure Company | 19.5% | \$ 441,944 | \$ 10,980,806 | 12/23/19 | \$ 419,438 | \$ 11,842,188 | MO-54-0001 & Prop M | 0 | 0 |
| 14-SB-99550-SM/CG | | 8 | MetroLink Station Cleaning | Additional Funds/Time Extension | Katsam Enterprises | 15% | \$ 5,770,470 | \$ 4,693,824 | 12/26/19 | \$ 520,125 | \$ 10,984,418 | Operations | 180 | 2 |
| 14-SB-99550-SM/CG | | 7 | MetroLink Station Cleaning | Time Extension and additional funds | Katsam Enterprises | 27% | \$ 5,770,470 | \$ 4,173,699 | 10/01/19 | \$ 520,125 | \$ 10,464,293 | Operations | 90 | 1 |
| 16-SB-102360-CB | | 9 | Metro Downtown Transit Center | Additional Funds | KCI Construction Co. | 29% | \$ 7,267,000 | \$ 1,174,923 | 12/13/19 | \$ 82,483 | \$ 8,524,406 | FTA: MO-90-X296 & Prop M | 90 | 1 |
| 16-SB-102360-CB | | 8 | Metro Downtown Transit Center | Additional Funds | KCI Construction Co. | 29% | \$ 7,267,000 | \$ 1,110,060 | 11/05/19 | \$ 64,864 | \$ 8,441,923 | FTA: MO-90-X296 & Prop M | 90 | 1 |
| 15-RFP-101355-DR | | 3 | Medical ASO & Stop Loss Coverage (Employment Assistance Program (EAP) Services) | Option Yr. 2 | Cigna Health & Life Insurance and Cigna Behavioral Health | 0% | \$ 3,721,760 | \$ 1,355,991 | 12/10/19 | \$ 1,429,614 | \$ 6,507,365 | Operations | 0 | 0 |
| 17-RFP-103314-DGR | | 3 | Union Station Rehabilitation Design Services | Additional Funds | Modjeski & Masters, Inc. | 10% | \$ 4,432,067 | \$ 170,435 | 11/21/19 | \$ 664,089 | \$ 5,266,592 | MO-54-0001/MO-95-X257 and Prop M | 0 | 0 |
| 16-RFP-102885-DR | | 1 | Dental Plan Services | Option Yr. 1 | Delta Dental of Missouri | 0% | \$ 3,430,610 | \$ - | 12/03/19 | \$ 1,225,390 | \$ 4,656,000 | Operations | 0 | 0 |
| 14-SB-99459-TJ | | 4 | DeBaliviere Center Cleaning | Time Extension | ISS Facility Cleaning | 15% | \$ 739,359 | \$ 1,109,680 | 10/04/19 | \$ 150,000 | \$ 1,999,039 | Operations | 120 | 1 |
| 14-RFP-99536-DR | | 6 | Temporary Help Services | Additional Funds | Above All Personnel | 0% | \$ 952,825 | \$ 680,251 | 12/11/19 | \$ 205,900 | \$ 1,838,976 | Operations | 180 | 1 |
| 14-RFP-99536-DR | | 5 | Temporary Help Services | Time Extension | Above All, Roth Staffing, Stevers Staffing, Staffing Solutions | 0% | \$ 934,722 | \$ 687,172 | 10/14/19 | \$ - | \$ 1,621,894 | Operations | 180 | 1 |

Contract Modifications FY 2020
July 1, 2019 - December 31, 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 |
|----------------------|------------|-------|---|----------------------------------|--|-------|--------------------------|------------------------|----------|------------|-------------------------|---------------------|---------------|------------------------|
| 18-SB-104684-SG | | 1 | MetroLink Manual Ticket Sales/Revenue Services | Option Yr. 1 | Above All Personnel | 7% | \$ 522,545 | \$ (0) | 11/21/19 | \$ 261,272 | \$ 783,817 | Operations | 0 | 0 |
| 18-SB-104767-CG | | 3 | Fire Extinguisher Services | Additional Funds | Weber Fire & Safety | 0% | \$ 592,296 | \$ 63,885 | 11/25/19 | \$ 96,000 | \$ 752,181 | Operations | 0 | 0 |
| 16-SB-102814-TJ/BH | | 6 | North County Transit Center Facility Cleaning | Time Extension | MERS/Goodwill Industries | 13% | \$ 140,483 | \$ 466,914 | 10/22/19 | \$ 39,000 | \$ 646,397 | Operations | 90 | 2 |
| 18-RFP-104576-SG | | 2 | Passenger Counting & Surveying | Option Yr. 2 | Above All Personnel | 10% | \$ 165,800 | \$ 165,755 | 10/21/19 | \$ 165,770 | \$ 497,325 | Operations | 0 | 0 |
| 17-SB-104294-TJ | | 2 | St Clair Yards & Shop | Additional Funds | MERS Goodwill | 10% | \$ 219,963 | \$ 15,000 | 10/24/19 | \$ 131,982 | \$ 366,945 | Operations | 0 | 0 |
| 19-SB-105471-DGR | | 1 | DeBaliviere Facility Masonry Repair | Additional Funds | Western Specialty Contractors | 5% | \$ 327,337 | \$ - | 12/18/19 | \$ 1,558 | \$ 328,895 | MO-90-X231 & Prop M | 0 | 0 |
| 17-SB-103729-CG | | 3 | Oracle Analytics Software/Maintenance | Time Extension/ Additional Funds | Mythics., Inc | 0% | \$ 198,851 | \$ 74,976 | 11/18/19 | \$ 39,564 | \$ 313,392 | Operations | 0 | 0 |
| 17-SS-103773-CG | | 1 | Remix Software | Time Extension/ Additional Funds | Remix Software, Inc. | 0% | \$ 280,000 | \$ - | 11/12/19 | \$ 22,500 | \$ 302,500 | Operations | 90 | 1 |
| 13-RFP-5991-DR/VH/MD | 8 | 2 | On-Call Information Technology Consulting Services Task Order 8 | Time Extension/ Additional Funds | Amitech Solution, Inc. | 0% | \$ 89,100 | \$ 90,000 | 12/06/19 | \$ 107,120 | \$ 286,220 | Operations | 180 | 1 |
| 16-SB-103100-DAB | | 1 | Metro's Towing & Wrecker Services | Option Yr. 1 | Mike's Towing and Automotive Specialties, Inc. | 15% | \$ 210,000 | \$ - | 11/21/19 | \$ 70,000 | \$ 280,000 | Operations | 0 | 0 |
| 16-SB-103049-CB | | 1 | Roadbed Spraying Services | Option Yr. 1 | Asplundh Tree Expert Co., - Railroad Division | 0% | \$ 205,367 | \$ (0) | 11/18/19 | \$ 70,752 | \$ 276,119 | Operations | 0 | 0 |
| 16-SB-102788-CB | | 7 | Refuse Removal Services | Additional Funds | Allied Waste Services | 0% | \$ 76,347 | \$ 179,361 | 11/22/19 | \$ 995 | \$ 256,703 | Operations | 0 | 0 |

Contract Modifications FY 2020
July 1, 2019 - December 31, 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-SB-103918-CG | | 2 | Audit Services - Pension and 401(k) Retirement Plan | Option Yr. 1 | UHY LLP | 0% | \$ 165,317 | \$ - | 12/09/19 | \$ 57,165 | \$ 222,482 | Operations | 0 | 0 |
| 14-RFQ-99354-DR | | 10 | Metro TSM, OCC Training Instructors & Metro Group Uniforms | Time Extension | Blue Sky Apparel & Promotions, LLC | 0% | \$ 114,741 | \$ 71,218 | 10/08/19 | \$ - | \$ 185,959 | Operations | 234 | 2 |
| 19-RFP-105427-CG | | 1 | On-Call Planning and Analysis Consulting Services - St. Louis Regional Freightway | Option Yr. 1 | TranSystems Corporation | 0% | \$ 74,119 | \$ - | 11/13/19 | \$ 74,119 | \$ 148,238 | Operations | 0 | 0 |
| 19-RFP-105520-MD | 1 | 1 | On-Call Information Technology Consulting Oracle and E Business DBA Manager Consultant | Time Extension | Randstad Technologies | 0% | \$ 117,000 | \$ - | 10/08/19 | \$ 27,000 | \$ 144,000 | Operations | 90 | 1 |
| 14-RFP-99137-DW-MD | | 2 | Commissioned Artwork-Downtown Transfer Center | Additional Funds | Art.Site Integration of Art & Architecture | 0% | \$ 60,000 | \$ 60,500 | 10/18/19 | \$ 14,664 | \$ 135,164 | FTA Grant # MO-90-X231 and Prop M | 0 | 0 |
| 15-RFP-101357-DR/CG | | 2 | Flexible Benefit Plan Services & Cobra Administration Services | Option Yr. 2 | Paylocity f/k/a BeneFlex | 0% | \$ 51,723 | \$ 19,792 | 12/13/19 | \$ 20,500 | \$ 92,015 | Operations | 0 | 0 |



Prevailing Wage Report Fiscal Year 2020 - October 1, 2019 - December 31, 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: 03/01/2017 |
| 3145341030 | David Mason & Associates | Start Date: 05/01/2018 |
| 3142003550 | Enterprise Industrial Construction | Start Date: 07/15/2016 |
| 314-329-9300 | Flooring Systems | Start Date: 06/01/2017 |
| 314-892-7622 | Gateway Fire Protection Systems, Inc | Start Date: 05/01/2017 |
| 3149977440 | GEOTECHNOLOGY, INC. | Start Date: 06/01/2016 |
| 6364091115 | Hawkins Construction & Flatwork Contracting | Start Date: 07/21/2017 |
| 3145346664 | ICS CONSTRUCTION SERVICES | Start Date: 06/01/2017 |
| 314-658-5203 | Kaemmerlen Electric Company | Start Date: 04/25/2016 |
| 3148723400 | KMEIER Roof Systems, Inc | Start Date: 01/02/2017 |
| 618-277-4280 | MAYER LANDSCPAING INC | Start Date: 06/01/2016 |
| 3148431000 | | |

| | |
|-----------------------|------------------------|
| Merlo Plumbing Co Inc | Start Date: 09/19/2016 |
| 3143618090 | |
| MISSOURI TERRAZZO | Start Date: 12/01/2016 |
| 8477053863 | |
| Penn Services LLC | Start Date: 11/01/2016 |
| 6363494990 | |
| RF MEEH CO | Start Date: 04/15/2017 |
| 3146441666 | |
| 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 , 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 , 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 Date: | 03/01/2018 |
| PO BOX 96 , ST. LOUIS , MO 63166 | | | | |
| 3144205550 Pearl Street Electric | | Start Date: 08/18/2017 | | |
| Project: 17-SB-104494-CB, REPAIR & REPLACE CONCRETE AT DEBALIVIERE BUS FACILITY FTA GRANT MO-90-X296 & PROP 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 , SAUGET , IL 62206 | | | | |
| 3144215933 | | Start Date: 08/28/2017 | End | 12/31/2017 |
| L. Keeley | | Contract Amount: \$287,927.75 | | |
| 500 South Ewing Avenue , Suite G St. Louis , MO 63103 | | | | |
| 3145962311 JR CONCRETE SERVICES LLC | | Start Date: 08/21/2017 | | |
| Project: 18-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 Omaha , NE 68137 | | | | |
| | 20040815 CMT,LLC | | Start Date: 03/13/2019 | |
| | 20050765 Crossroads Construction Services, Inc. | | Start Date: 03/06/2019 | |
| | 6369378300 D & S FENCING CO INC | | Start Date: 03/04/2019 | |
| | 636-225-0017 Elastizell of St. Louis, Inc. | | Start Date: 05/14/2019 | |
| | 6362962012 KOZENY WAGNER | | Start Date: 03/01/2019 | |
| | 573-893-2335 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 | |

| | | |
|--|--|-------------------------------|
| | 3149391701 D&K Welding | Start Date: 03/13/2019 |
| | LC9738124 D&S Fencing Co., Inc | Start Date: 11/19/2019 |
| | 3142911111 Drilling Service Co. | Start Date: 03/01/2019 |
| | 314-291-1111 DRILLING SERVICE CO | Start Date: 03/06/2019 |
| | 5738932335 Meyer Electric Compnay, Inc. | Start Date: 03/01/2019 |
| | 3147850078 BRK ELECTRICAL CONTRACTORS LLC | Start Date: 08/01/2019 |

Contract Amount: **\$182,720.00**

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 ,
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 , BELLEVILLE , IL 62223 | | | | |
| 6369378300 | | | | |
| D & S FENCING CO INC | | Start Date: 10/01/2018 | | |
| | | Contract Amount: \$26,420.00 | | |
| LC9738124 | | | | |
| D&S Fencing Co., Inc | | Start Date: 10/07/2018 | End Date: | 06/01/2019 |
| | | Contract Amount: \$26,420.00 | | |
| 3146675913 | | | | |
| 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 , 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. , 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

End04/30/2018

Contract Amount: \$100,000.00

2901 FALLING SPRINGS RD ,
SAUGET , IL 62206

Project:18-SS-104908-CB Temporary Shoring & Barrier Curbs at Delmar Station

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

Prime Contractor

Subcontractor

Sub Subcontractor

Sub Sub Subcontractor

Sub Sub Sub Subcontractor

3148902351

THE HARLAN COMPANY

Start Date: 01/06/2018

End03/31/2018

Contract Amount: \$50,000.00

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

Project:18-SS-105288-CB CROSS COUNTY HANLEY BRIDGE - STEEL REPAIR (OPERATIONAL FUNDING)

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

Prime Contractor

Subcontractor

Sub Subcontractor

Sub Sub Subcontractor

Sub Sub Sub Subcontractor

6362963300

ST. LOUIS BRIDGE COMPANY

Start Date: 05/23/2018

End
Date:07/31/2018

655 LANDMARK DRIVE ,
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 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 06/30/2019

Contract Amount: \$142,650.00

1300 Hampton Avenue Ste 200 ,
ST. LOUIS , MO 63109

LC9892717

Empire Fence and Custom Iron Works, Inc.

Start Date: 08/01/2019

Project: 19-SB-106178-FP Wellston Walkway and Drainage Improvements

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

Prime Contractor

Subcontractor

Sub Subcontractor

Sub Sub Subcontractor

Sub Sub Sub Subcontractor

6362962012

KOZENY WAGNER

Start Date: 08/27/2019

End Date: 12/27/2019

951 WEST OUTER ROAD ,
ARNOLD , MO 63010

3147850078

BRK ELECTRICAL CONTRACTORS LLC

Start Date: **12/02/2019**

6369378300

D & S FENCING CO INC

Start Date: **09/16/2019**

636-225-0017

Elastizell of St. Louis, Inc.

Start Date: **10/01/2019**

(314) 869-8000

COLLINS & HERMAN

Start Date: **11/01/2019**

3148698000

COLLINS & HERMANN

Start Date: **11/04/2019**

Tuesday, January 7, 2020

LCPtracker - Contractor Assignment Summary Report

**PROCUREMENT CARD PROGRAM
ADMINISTRATIVE REVIEW STATISTICS
JULY 1, 2019 - December 31, 2019**

| | 1st QUARTER FY20 | | 2nd QUARTER FY20 | | FY2020 YTD TOTAL | |
|--|------------------------|-----------------------|------------------------|-----------------------|-------------------------|-----------------------|
| | TRANSACTION COUNT | TRANSACTION AMOUNT | TRANSACTION COUNT | TRANSACTION AMOUNT | TRANSACTION COUNT | TRANSACTION AMOUNT |
| TOTAL TRANSACTIONS | 4044 | \$ 1,400,653 | 3445 | \$ 1,225,004 | 7489 | \$ 2,625,657 |
| TRANSACTIONS REVIEWED | 4044 | \$ 1,400,653 | 3445 | \$ 1,225,004 | 7489 | \$ 2,625,657 |
| TRANSACTIONS INVESTIGATED | 138 | \$ 119,129 | 159 | \$ 81,408 | 297 | \$ 200,537 |
| PERCENTAGE OF TOTAL INVESTIGATED | 3.4% | 8.5% | 4.6% | 6.6% | 4.0% | 7.6% |
| CONFIRMED PROCEDURAL VIOLATIONS | 7 TRANS 2 INCIDENTS | \$ 9,214 | 3 TRANS 2 INCIDENTS | \$ 3,296 | 10 TRANS 4 INCIDENTS | \$ 12,511 |
| CONFIRMED VIOLATION PERCENTAGE OF TOTAL | 0.0% | 0.7% | 0.1% | 0.3% | 0.0% | 0.5% |
| TRANSACTIONS WITH SALES TAX | 15 | \$ 3,160 | 20 | \$ 3,456 | 35 | \$ 6,616 |
| SALES TAX CHARGED | 11 | \$ 121 | 7 | \$ 51 | 18 | \$ 172 |
| PERCENTAGE OF TOTAL TRANSACTIONS WITH SALES TAX | 0.4% | 0.2% | 0.6% | 0.3% | 0.5% | 0.3% |
| REFUNDED SALES TAX | 4 | \$ 104 | 11 | \$ 169 | 15 | \$ 273 |

VISION



The Metro Transit team is committed to meeting the ever-changing needs of our customers and the communities we serve. We will continue to deliver service that our customers trust and depend on, while we work to create a safer and more secure, more attractive and productive transit system. This new Metro Transit is centered around the experiences of our customers, and will deliver safe, reliable, equitable mobility solutions that connect our customers to the opportunities the St. Louis region offers.

Jessica Mefford-Miller

Jessica Mefford-Miller
Executive Director, Metro Transit

METRO TRANSIT OPERATIONS QUARTERLY UPDATE

January 2020

BSD Board of
Commissioners
Operations Committee

PERFORMANCE

Metro Transit Operations At-A-Glance



| FY20 3 rd Quarter January Performance Measures | MetroBus Fixed Route + Special Services | FY20 vs. FY19 | MetroLink | FY20 vs. FY19 | Call-A-Ride | FY20 vs. FY19 |
|--|--|---------------------|---|---------------------|---------------------------|---------------------|
| System Ridership | 1,789,800 | 3.7% | 1,000,200 | 2.3% | 38,800 | (-9.6%) |
| Missouri | 1,599,400 | 3.8% | 807,700 | 2.3% | 38,800 | (-9.6%) |
| Illinois | 190,400 | 3.6% | 192,500 | 2.2% | - | - |
| Revenue Miles | 1,529,500 | (-2.7%) | 258,800 | (-1.8%) | 404,450 | (-7.2%) |
| Revenue Hours | 112,300 | (-4.1%) | 11,120 | (-1.2%) | 22,800 | (-7.3%) |
| On-Time Performance | 92.3% | (-0.4%) | 98.2% | (-0.2%) | 94.7 | 2.5% |
| MetroBus + MetroLink 12-Month Rolling Average Fare | \$1.05 | (-0.2%) | Call-A-Ride 12-Month Rolling Average Fare | | \$3.16 | 17% |
| Financials | FY20 7-Month YTD Actual | | FY20 7-Month YTD Budget | | Budget Adherence | |
| Expenses (Transit) | \$129,922,000 | | \$140,163,000 | | (-\$10,241,000) / (-7.3%) | |
| Passenger Revenue | \$22,623,950 | | \$22,738,900 | | (-\$115,050) / (-0.5%) | |

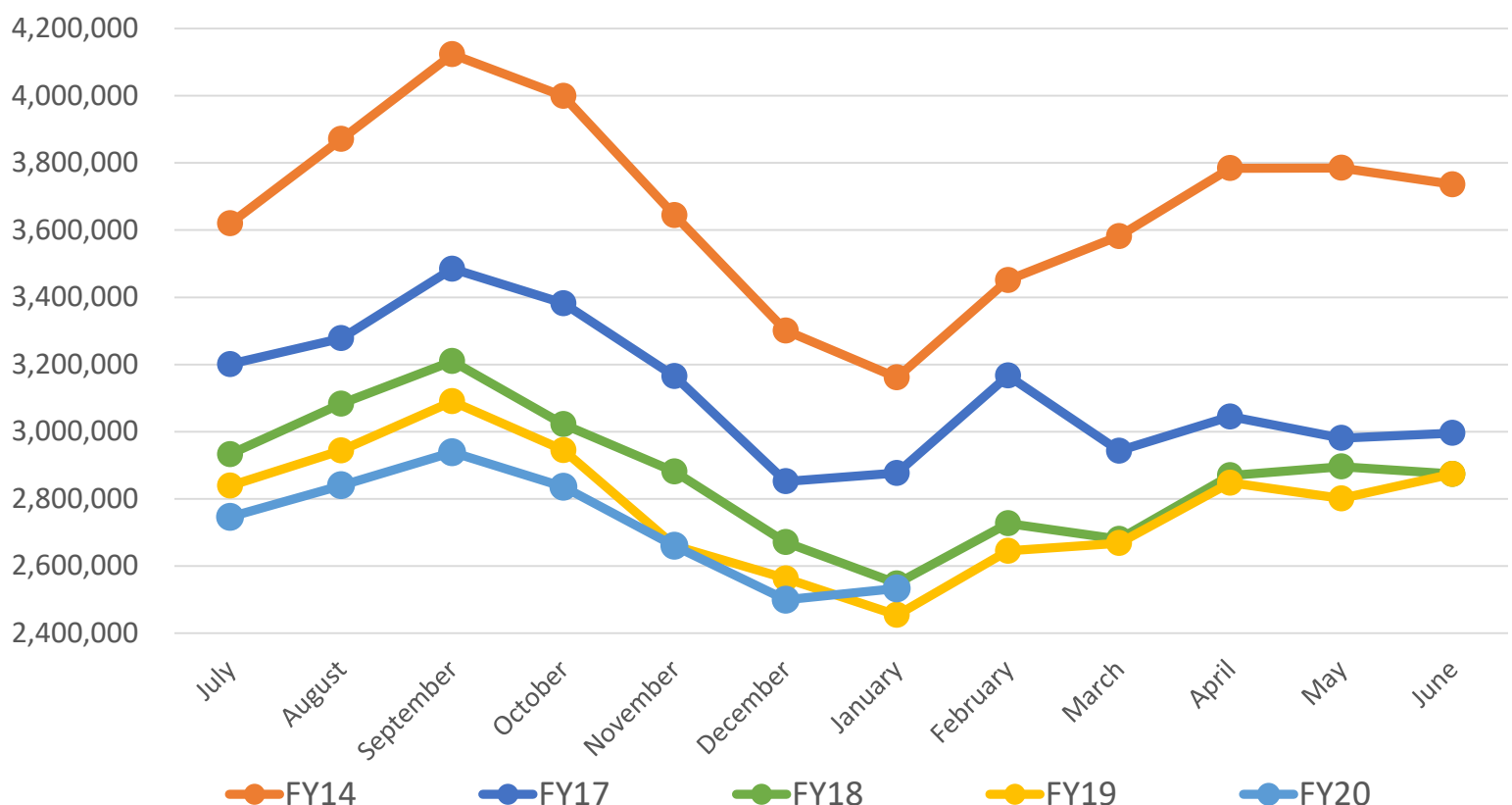
RIDERSHIP TRENDS

Fiscal Year Outlook

FY17, FY18,  metro
FY19 & FY20
vs.
Peak FY14
Ridership Levels

- ➔ In January 2020, the system saw ridership gains by 3.0% compared to January 2019. This increase was driven largely by average weekday ridership on MetroBus and MetroLink. Potential signs of growth may be attributed to Metro Reimagined route restructures and added frequency on core MetroBus routes that feed into MetroLink. Weekend fixed-route ridership still lags on both modes.
- ➔ Compared to December 2019, Call-A-Ride passenger trips increased by almost 8%, but ridership is still down compared to January 2019 by (-10%). Increased van operator recruitment efforts are starting to see gradual success. CAR finalized an agreement with an external partner to help in sourcing Operators, which shows some promise.
- ➔ Even with increases in January 2020, 7-month YTD FY20 ridership is still down by just over half a million passenger trips (-2.3%) compared to FY19. While the downward trend has slowed in recent fiscal years; Metro needs huge gains to match peak ridership levels in FY14; YTD FY20 ridership is down by nearly 7.2 million passenger trips or (-26%) compared to the same 7-month run of months in FY14.
- ➔ January fixed-route passenger revenue exceeds projected FY20 budget revenues by \$255,000 (9.2%) helping to boost 7-month YTD adherence by 0.5%. Compared to actuals from FY19 fixed-route YTD revenue dips by (-1.5%).

STANDARDIZED FIXED-ROUTE RIDERSHIP (TOTAL SYSTEM)



CUSTOMER FEEDBACK

Commendations & Complaints

3rd Quarter
January
FY 2020



| Operating Division | Performance Measure | FY20 | FY19 | FY20 vs. FY19 |
|----------------------|---------------------------------------|------|------|---------------|
| COMMENDATIONS | | | | |
| | System Total | 125 | 129 | (-3.1%) |
| | MetroBus Total | 15 | 40 | (-62.5%) |
| | MetroLink Total | 2 | 5 | (-60.0%) |
| | Call-A-Ride Total | 93 | 69 | 47.6% |
| | Service Planning & Scheduling Total | 2 | 0 | 200% |
| | Public Safety & Security Total | 0 | 4 | (-400%) |
| COMPLAINTS | | | | |
| | Valid Complaint Types | | | |
| MetroBus | MetroBus Total | 215 | 231 | (-6.9%) |
| | Operator-Driving Performance | 124 | 117 | 6.0% |
| | Operator-Customer Interaction | 67 | 77 | (-13%) |
| MetroLink | MetroLink Total | 19 | 27 | (-29.6%) |
| | Operator-Driving Performance | 10 | 17 | (-41.2%) |
| | Operator-Customer Interaction | 3 | 4 | (-25%) |
| Call-A-Ride | Call-A-Ride Total | 20 | 22 | (-9.1%) |
| | Operator-Driving Performance | 8 | 10 | (-20%) |
| | Operator-Customer Interaction | 8 | 9 | (-11.1%) |
| Other | Vehicle Maintenance & Equipment Total | 1 | 2 | (-50%) |
| | Service Planning & Scheduling Total | 49 | 12 | 308.3% |
| | Public Safety & Security Total | 22 | 27 | (-18.5%) |

- ➔ Commendations for MetroLink have diminished, reflecting construction schedules that are responsive to customers, and a greater public safety presence.
- ➔ Call-A-Ride customer complaints about the shortage in operators has diminished, and commendations have increased as a result of the stabilization of this workforce. Call-A-Ride has increased recruiting efforts to reduce operator shortages and is showing promise.
- ➔ Complaints on the system showed an increase in January year-over-year, most of which were attributed to the monumental change in MetroBus service. Customer complaints were anticipated, considered, and thoughtfully responded to last quarter. This January complaints are starting level. Staff is continuing to monitor customer feedback following Metro Reimagined.

MAJOR PROJECT HIGHLIGHTS

REIMAGINING MOBILITY

3rd Quarter  metro
FY20
Major
Operating &
Capital Project
Highlights

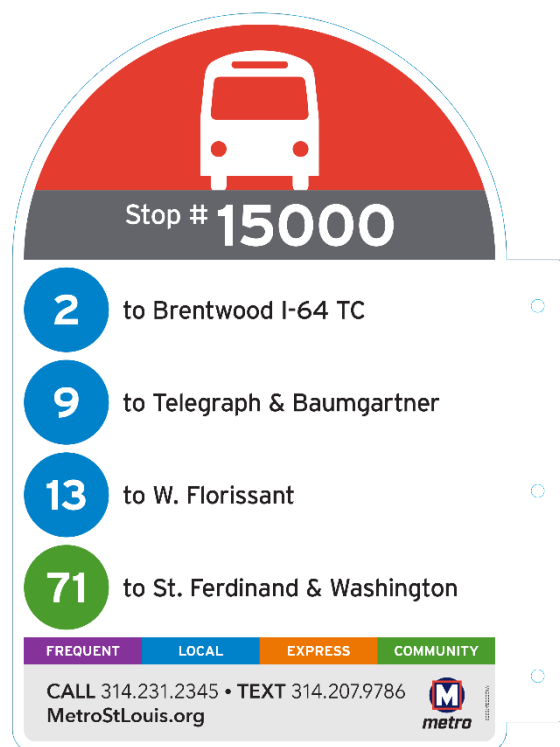
- ❑ **Metro Reimagined:** Multi-phase program Launched on September 30, 2019, impacting every Missouri MetroBus route. Metro Reimagined evolves service to meet market demands; rebalances service frequency and coverage; and introduces a tiered service strategy. Evaluation of program success continues, and staff is responding to emergent needs as feasible.
- ❑ St. Louis County government requested increase in service level, consistent with January 2019. Metro is responding to this request by continuing to implement Metro Reimagined, inclusive of investments in core network and introduction of mobility on demand. Service levels will increase incrementally December 2019 – June 2020 to meet this requirement. Service adjustments will include adding fixed-route coverage where it is most needed, and adding service including running time and vehicles where necessary to improve performance:
 - **December 2019** Service Change made scheduling adjustments to 16 MetroBus routes to improve performance, added five operators to #100 Hazelwood Connector to support demand
 - The **March 2020** Service Change will respond to guidance from funding partners and customer feedback. Adjustments under consideration include improving service coverage and directness in West St. Louis County in the vicinity of the Ballas Transit Center; expanding frequent service between North St. Louis County and Downtown St. Louis; adding additional service in connector markets; and reducing select trips on enhanced frequent routes, primarily within the City of St. Louis.
 - In **June 2020** Metro anticipates reaching a stable service plan for fixed-route, subject to minor adjustments associated with the introduction of mobility on demand (MOD) services and customer and stakeholder feedback.
- ❑ **Metro Connect:** This Lyft pilot partnership launched in October 2019 to give customers without access to fixed-route transit a quick first/last mile connection to their nearest MetroLink Station or Transit Center. The pilot program has continued into 2020, and on January 1 was expanded to cover eight new corridors in North St. Louis County, Northwest St. Louis County, unincorporated West St. Louis County, Mid-St. Louis County and North City. Ridership for this program remains small and is growing. Staff is monitoring program utilization and customer feedback, which will inform more permanent mobility solutions. Learn more about the program at <https://www.metrostlouis.org/lyft/>.
- ❑ **Transit Vision 2020:** Staff is providing support to St. Clair County Transit District (SCCTD) for the implementation of recommended service changes from its current comprehensive operational analysis – Transit Vision 2020. Changes are expected to be implemented in June 2020 – 2021.

MAJOR PROJECT HIGHLIGHTS



DELIVERING CUSTOMER FOCUSED PROJECTS

- ❑ **Community Mobility Hubs & Bus Stops:** Metro successfully competed for funding to construct twelve initial Community Mobility Hubs at major on-street transfer points in the MetroBus system, providing customers with more passenger amenities and apply placemaking principles to create more safe and comfortable transit spaces within communities across the service area. At other bus stop locations, Metro continues a cycle of bus stop upgrades, including making stops accessible and adding passenger amenities including benches and shelters throughout 2020.
- ❑ **MetroLink Station Redesign:** Preliminary design is complete for five MetroLink Stations. Staff is working to program capital funding to support construction at these stations. Projects will be complete sequentially as funding permits.
- ❑ **Bus Stop Signs:** Metro is working with Harlan Company on the fabrication and installation of new bus stop signs across the transit system, to be complete in 2020.



MAINTAINING AN EFFICIENT, RELIABLE AND SUSTAINABLE SYSTEM

- ❑ **Battery Electric Bus:** Metro's Vehicle Maintenance team is leveraging competitive federal grant awards and public-private partnerships to launch the battery electric bus program. In November 2019 Metro ordered fourteen 60' battery electric buses (delivery late fall 2020), and in February 2020 is seeking Board approval for the purchase of four 40' battery electric buses (delivery late 2020 / early 2021), and construction of necessary infrastructure at the Brentwood MetroBus Facility and Broadway and Taylor Transit Center.
- ❑ **Light Rail Vehicle (LRV) Rehab/Replacement Planning:** Metro is faced with the critical need of rehabilitating or replacing our early series LRVs. This critical decision point will impact MetroLink operations and maintenance for the next 30 years. Metro engaged technical assistance to assess LRV conditions, evaluate cost and benefits and industry best practices to create a decision making framework that will help determine whether to rehab or replace, and how to scope this next critical step in LRV fleet planning. Project completion is spring 2020.

CREATING A SAFER, MORE SECURE METRO

- ❑ **CCTV Upgrade with Awareness Monitors:** Metro is pursuing upgrades to its CCTV systems aboard MetroBus and MetroLink. This project is anticipated to begin in July 2020, and will conclude in winter 2021. Installation will include awareness monitors and the capability to pursue live camera feeds.