

Notice of Meeting and Agenda

**Bi-State Development
Board of Commissioners
Friday, February 24, 2017, 8:00 a.m.**

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

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

Agenda	Disposition	Presentation
1. Call to Order	Approval	Commissioner Holman
2. Roll Call	Quorum	S. Bryant
3. Minutes of November 18, 2016, Open Session Board Meeting	Approval	Commissioner Holman
4. Report of Treasurer	Information	Commissioner Buehlhorn
5. Report of President	Information	J. Nations
6. Operations Committee Report	Information	Commissioner Buehlhorn
7. Audit, Finance & Administration Committee Report	Information	Commissioner Gully
8. Adjustment of Consent Agenda	Approval	Commissioner Holman
9. Consent Agenda Item(s)	Approval	Commissioner Holman
(a) Contract Award to The Harlan Company for the Rehabilitation of Elevators at Four MetroLink Stations (Operations Committee Recommends Approval)	Approval	J. Nations / R. Friem / L. Jackson / S. Grott
(b) Contract Award to Trapeze Software Group, Inc. for Enterprise Asset Management System Software and Implementation (Operations Committee Recommends Approval)	Approval	J. Nations / R. Friem / L. Jackson / D. Curry
10. Compliance and Ethics “State of the Agency” (Presented to Audit, Finance & Administration Committee)	Information	J. Nations / K. Swagler
11. Financial Statements – First Quarter, Fiscal Year 2017 (Presented to Audit, Finance & Administration Committee)	Information	J. Nations / K. Klevorn
12. Performance Indicators – First Quarter, Fiscal Year 2017 (Presented to Audit, Finance & Administration Committee)	Information	J. Nations / K. Klevorn
13. Procurement Activity Report – First Quarter, Fiscal Year 2017 (Presented to Audit, Finance & Administration Committee)	Information	J. Nations / L. Jackson

Agenda	Disposition	Presentation
14. Unscheduled Business	Approval	Commissioner Holman
15. Public Comment*	Information	Commissioner Holman
16. Call of Dates for Future Board Meetings	Information	S. Bryant
17. Adjournment to Executive Session	Approval	Commissioner 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.

Open Session Item

3

BI-STATE DEVELOPMENT
BOARD OF COMMISSIONERS MEETING
OPEN SESSION MINUTES
FRIDAY, NOVEMBER 18, 2016

Board Members in Attendance

Missouri

Vernal Brown
Constance Gully, Vice Chair, (absent)
Aliah Holman, Secretary
Vincent C. Schoemehl
Vacant

Illinois

Michael S. Buehlhorn, Treasurer, (via phone)
David Dietzel, Chairman
Irma Golliday, (absent)
Tadas Kicieliniski, (absent)
Jeffrey Watson, (via phone)

Staff in Attendance

John Nations, President & CEO
Barbara Enneking, General Counsel and Deputy Secretary
Barbara Georgeff, Director of Executive Services
Jim Cali, Director of Internal Audit
Richard Zott, Chief of Public Safety
Patti Beck, Director, Communications
Scott Grott, Chief MetroLink Operations
Tamara Fulbright, Director, Treasury Services
Kathy Klevorn, Sr. Vice President & Chief Financial Officer
Theresa Gudowicz Green, Manager Treasury Operations
Mark Vago, Controller
Tracy Beidleman, Director Program Development & Grants
Charles Stewart, Vice President, Pension & Insurance
Amy Krekeler-Weber, EEO Specialist
Larry Jackson, Executive Vice President for Administration
Jerry Vallely, External Communications Manager
John Wagner, Director, Research Institute
Jonathan Frederick, Director, Accounting & Budget
Kathy Brittin, Director, Risk Management Safety & Claims
Andrew Ghiassi, Manager Safety & Loss Control
Michael S. Jennings, Manager IT ERP Systems
Virginia Alt-Hildebrandt, Executive Assistant
Matthew Hibbard, Social Media Communication Manager
Charles Pogorelac, Manager Financial Planning & Budget
Adam Schisler, Budget System Administrator
Sarah Clarke, Director Gateway Arch Operations
David Toben, Director Benefits
Fred Bakarich, Director Engineering Systems
Jessica Mefford-Miller, Chief Transit Planning & System Development
Chance Baragary, Manager Gateway Arch Construction
Kerry Kinkade, Acting Vice President, Chief Information Officer
Jenny Nixon, Executive Director Tourism Innovation
Ken Franklin, Vice President Government Relations & Policy Initiatives
Julianne Stone, Vice President Strategic Initiatives

Maryanne Coley, Manager Benefits
Jason Davis, Manager Security Fare Enforcement
Gary Smith, Intern – Internal Audit

Others in Attendance

Scott Nickerson, Crowe Howarth
Jeff White, Principal, Columbia Capital Management, LLC
Jason Terry, Gilmore & Bell
Tom Curran, St. Louis County

1. **Call to Order**
8:00 a.m. Chairman Dietzel called the Open Session Board Meeting to order at 8:00 a.m.
2. **Roll Call**
8:00 a.m. Roll call was taken.
3. **Minutes of September 23, 2016, Open Session Board Meeting**
8:01 a.m. The September 23, 2016, Open Session Board Meeting minutes were provided in the Board packet. A motion to approve the minutes was made by Commissioner Schoemehl and seconded by Commissioner Holman. **Motion passed unanimously.**
4. **Report of Treasurer**
8:01 a.m. The Treasurer's Report was provided in the Board packet, and will be kept at the office of the Deputy Secretary. No presentation was made. This agenda item was informational only.
5. **Report of President**
8:01 a.m. Chairman Dietzel asked Mr. Nations for his report. Mr. Nations introduced two new members of the Senior Staff: Ken Franklin, Vice President of Governmental Relations and Policy Initiatives; and Julianne Stone, Vice President of Strategic Initiatives. Mr. Nations said that he is delighted that the two members joined the Senior Management Team. Mr. Nations also reported that the Procurement and Supplier Diversity Department has received recognition from the National Institute for Government Purchasing (NIGP, Inc.). The "Outstanding Agency Accreditation Achievement Award." (OAAA) recognizes those agencies that lead the public procurement profession, through the implementation of best practices. Mr. Nations asked for a comment from Vice President of Administration, Larry Jackson, who specifically led this department for many years, and now oversees it in his new capacity. Mr. Jackson complimented the team, and said he was very proud of their performance and what they are delivering on behalf of the Company. Mr. Nations next noted that on November 19, the St. Louis Downtown Airport will be conducting a triannual emergency exercise, which will bring together many of our regional emergency services to respond to a simulated aircraft crash, and invited all Board members and Staff to attend. Mr. Nations next reported that final approval had been received on November 17 from the Missouri Foundation for Health for a grant awarded to the Bi-State Development Research Institute, to address food and security issues in North St. Louis County, by providing two "kiosk markets," one at North Hanley MetroLink Station, and one at the Wellston Station. Mr. Nations noted that the Research Institute has had a very productive year, and has procured grants amounting to more than \$1.5 million. Mr. Nations said that concluded his report as President.
6. **Operations Committee Report**
8:04 a.m. Chairman Dietzel noted that Operations Committee Chairman Buehlhorn was on the telephone, and asked Mr. Nations to deliver the report of the Operations Committee. On behalf of the

Operations Committee, Mr. Nations reported that the Operations Committee met on October 18, 2016 at 8:00 a.m. in the Headquarters Board Room, and that the draft minutes of that meeting are contained in the Board packet under Tab #6. Mr. Nations reported that the Operations Committee has four items on the Consent Agenda today, with the Committee's unanimous recommendation for approval for each item. Those Consent Agenda Items are: (1) Consent Agenda Item #9(a) – Sole Source Contract for Remix Software; (2) Consent Agenda Item #9(b) – Comprehensive Operational Analysis Procurement of Services; (3) Consent Agenda Item #9(c) – Jefferson National Expansion Memorial (JNEM) Gateway Arch Exhibit Rehabilitation – Additional Project Scope; and (4) Consent Agenda Item 9(d) – Gateway Arch and Gateway Arch Riverboats Credit Card Processing Contract with Chase Paymentech. Mr. Nations also reported that the Committee is forwarding to the Board, with the Committee's unanimous recommendation of approval, Agenda Item #12 - Revision to Board Policies Chapter 10, Section 10.020, Article IV – *Committees of the Board*; Section 10.040 *Standing Committees*; and Section 10.050 *Ad Hoc Committees*. Mr. Nations explained that the reason the revision to the Board Policies is not on the Consent Agenda is due to the fact that the Board Policies specifically provide that an amendment to the Board Policies cannot be considered for approval at the Board meeting where it is first introduced, unless the Chairman has declared that it is in the best interests of the Company for it to be approved without delay. Commissioner Schoemehl asked the Chairman if he was so designating this particular item, and Chairman Dietzel responded affirmatively. Mr. Nations also reported that several employees were recognized at the Operations Committee by Metro Transit Executive Director, Ray Friem, and were presented with Certificates of Appreciation. Mr. Nations also reported that Director of Corporate Compliance and Ethics, Kent Swagler, presented the Compliance and Ethics “5-Year Return On Investment Report” and that the presentation is contained under Agenda Item #11 in the Board packet. Mr. Nations said that concluded the report of the Operations Committee.

7. Audit Committee Report

8:06 a.m. Chairman Dietzel noted that Audit Committee Chair, Constance Gully, is not able to participate in the meeting this morning, and asked Mr. Nations to read the report of the Audit Committee. Mr. Nations, on behalf of the Audit Committee, reported that the Audit Committee met in Open Session on October 21, 2016 at 8:00 a.m., and that the draft minutes of that meeting are included in the Board packet at Tab #7. The Committee is forwarding two items to the Commission today on the Consent Agenda, with the Committee's recommendation of approval. Those items are: (1) Consent Agenda #9(e) – Sole Source Contract Sole Source Contract With Infrastructure Management Group (IMG) for Performance and Management Audit; and (2) Consent Agenda Item 9(f) - Express Scripts Contract Extension and Funding Request. Mr. Nations reported that the Committee reviewed the Internal Audit Status Report for both the Fourth Quarter of Fiscal Year 2016 and the First Quarter of Fiscal Year 2017, as well as the Internal Audit Follow-up Summary for the Fourth Quarter of Fiscal year 2016. The Safekeeping Quarterly Accounts Audit for June 30, 2016 was also presented. Mr. Nations reported that at the meeting, Vice President of Pensions and Insurance, Charles Stewart, provided an update on the Pension Audit. Mr. Stewart reported to the Committee that Mayor Hoffman McCann has issued unqualified “Clean Audit Opinions” for the Plan Year ended 2016 for all three pension plans. Mr. Nations noted that it was significant to report that all of the audits for all of the pension plans are now current, and that is a significant achievement regarding the pension plans. Mr. Nations said that concluded the report of the Audit Committee.

8. Adjustment of Consent Agenda

8:08 a.m. Chairman Dietzel asked if there were any adjustments to the Consent Agenda. Commissioner Holman requested that Item 9(f) - Express Scripts Contract Extension and Funding Request - be removed from the Consent Agenda, and explained that she believed it would not be appropriate for her to vote on that particular item, and wished to abstain from the vote, due to the fact that she was once employed by Express Scripts. A motion to remove Consent Agenda Item 9(f) from the consent agenda for a separate

vote was made by Commissioner Schoemehl and seconded by Commissioner Brown. **Motion passed unanimously.**

A motion to approve Consent Agenda Item 9(f) – Express Scripts Contract Extension and Funding Request was made by Commissioner Schoemehl and seconded by Commissioner Buehlhorn. Commissioners Brown, Schoemehl, Buehlhorn, Dietzel and Watson voted “aye” and Commissioner Holman abstained. **Motion passed. (Resolution #793)**

9. **Consent Agenda Item(s): 9(a) Sole Source Contract for Remix Software (Operations Committee Recommends Approval) (Resolution #796); 9(b) Comprehensive Operational Analysis Procurement of Services (Operations Committee Recommends Approval) (Resolution #795); 9(c) Jefferson National Expansion Memorial (JNEM) Gateway Arch Exhibit Rehabilitation – Additional Project Scope (Operations Committee Recommends Approval) (Resolution #799); 9(d) Gateway Arch and Gateway Arch Riverboats Credit Card Processing Contract With Chase Paymentech (Operations Committee Recommends Approval) (Resolution #797); 9(e) Sole Source Contract With Infrastructure Management Group for Performance and Management Audit (Audit Committee Recommends Approval) (Resolution #794)**

8:09 a.m. A motion to approve the Consent Agenda items was made by Commissioner Schoemehl and seconded by Commissioner Holman. **Motion passed unanimously.**

10. **Refunding of Certain Series 2009 and Series 2013 Cross-County Bonds/Revised Refunding Authorization**

8:10 a.m. A briefing paper was contained in the Board packet. Mr. Nations reported that this is the only item on the Open Session Agenda which has not been presented to a committee in preparation of this particular meeting. However, as noted in the briefing paper, this issue has been twice previously presented to the Board for approval, and has twice received the Board’s approval. Unfortunately, the refunding of these bonds has yet to be accomplished. Given that the Board of Commissioners is not scheduled to meet again until February of 2017, staff is asking for a reauthorization to enter into negotiations with the hopeful anticipation that circumstances will present themselves which will allow these bonds to be refunded on favorable terms. A motion to approve the revised bond authorization resolution, permitting the Agency to proceed with a refunding of certain of its Series 2009 Bonds and Series 2013 Bonds for economic savings if the opportunity is presented was made by Commissioner Schoemehl and seconded by Commissioner Brown. **Motion passed unanimously. (Resolution #787)**

11. **Compliance and Ethics “Five Year Return on Investment Report (Presented to Operations Committee)**

8:11 a.m. A briefing paper and attachment was contained in the Board packet. Mr. Nations reported that the Corporate Compliance and Ethics Department was established in the office of the General Counsel in 2011, and that, as part of the Board’s oversight, asked Department Director, Kent Swagler, to provide the Commission with a five-year report on activities and return on the investment. Mr. Nations noted that a copy of Mr. Swagler’s presentation, which he presented to the Operations Committee, is contained in the Board packet. Mr. Nations noted that most of the Commissioners present for the meeting today had attended the Operations Committee and had seen the presentation. Consequently, Mr. Swagler would not give the presentation again. Mr. Nations directed the Committee’s attention to the presentation, and noted particularly that it was self-explanatory and highlights the progress in that department.

12. Revision to Board Policies Chapter 10, Section 10.020, Article IV – *Committee of the Board*; Section 10.040 *Standing Committees*; and Section 10.050 *Ad Hoc Committees* (Presented to the Operations Committee)

8:12 a.m. A briefing paper was contained in the Board packet, together with several attachments. Mr. Nations reported that this item was brought up for discussion at the meeting of the Board of Commissioners in September, at which time the Commissioners requested that Mr. Nations put this item on a Committee agenda and bring it back to the Board for the meeting today. Mr. Nations explained that the purpose of the amendment is to consolidate most of the Committee operations under two main committees, rather than the four main (or working) committees which the Board is utilizing at this point. Mr. Nations noted that under the Operations Committee report earlier in this meeting, the amendment to the Board Policies is a separate item of approval, due to the Board Policy that an amendment to the Policies may not be approved at the same meeting at which it is first introduced, unless otherwise designated by the Chair that it is appropriate for approval at the same meeting (Board Policies Article VI, Section (d), and that Chairman Dietzel had acknowledged earlier in this meeting that he had so designated this particular amendment. A motion to approve the revisions to the Board Policy, Chapter 10, Section 10.020, Article IV – *Committee of the Board*; Section 10.040 *Standing Committees*; and Section 10.050 *Ad Hoc Committees*; and that the revisions not be tabled pursuant to *Article VI(D)* of the Board Policies as it is in the best interest of the Agency that these revisions be approved was made by Commissioner Schoemehl and seconded by Commissioner Holman. **Motion passed unanimously. (Resolution #803)**

13. 2017 Board and Committee Meeting Schedule

8:13 a.m. The 2017 Board and Committee Meeting Schedule was provided in the Board packet. A motion to approve the 2017 Board and Committee Meeting Schedule was made by Commissioner Holman and seconded by Commissioner Schoemehl. **Motion passed unanimously.**

14. 2017 Board of Commissioners Committee Assignment

8:14 a.m. Chairman Dietzel noted that the Committee assignments were listed in the Board packet under this agenda item. It was noted that, while we have an official designation and appointment of Committee members, the practice of the Board is for any member of the Board who wishes to attend any of the Committee meetings may do so, with full voting rights. Chairman Dietzel noted that this item is for information only, and does not require approval.

15. Unscheduled Business

8:14 a.m. There was no unscheduled business.

16. Public Comment

8:14 a.m. There was no public comment.

17. Call of Dates for Future Board Meetings

8:15 a.m. The Board was advised of the upcoming meetings, as follows:

Operations Committee:	Friday, January 20, 2017	8:00 a.m.
Audit Committee:	Friday, January 27, 2017	8:00 a.m.
Board Meeting:	Friday, February 24, 2017	8:00 a.m.

18. 8:16 a.m. Adjournment to Executive Session – If such action is approved by a majority vote of the Bi-State Development Agency’s Board of Commissioners who constitute a quorum, the Board may go into closed session to discuss legal, confidential, or privileged matters pursuant to Bi-State Development Board Policy Chapter 10, §10.080(D) Closed Records; Legal under §10.080(D)(1); Real Estate under §10.080(D)(2); Personnel under §10.080(D)(3); Health Proceedings under

§10.080(D)(4); Employee Negotiations under §10.080(D)(5); Data Processing under §10.080(D)(6); Purchasing and Contracts under §10.080(D)(7); Proprietary Interest under §10.080(D)(8); Hotlines under §10.080(D)(9); Auditors under §10.080(D)(10); Security under §10.080(D)(11); Computers under §10.080(D)(12); Personal Access Codes under §10.080(D)(13); Personal Information under §10.080(D)(14); Insurance Information under §10.080(D)(15); Rail, Bus, or Facilities Safety and Accidents under §10.080(D)(16) or Protected By Law under §10.080(D)(17).

8:16 a.m. Pursuant to the requirements of Section 10.080 (D) (1); (2); (3); (6); (7); (9); (10); (11); (16); and (17); of the Bi-State Development Agency's Board Policy, Chapter 10, Chairman Dietzel requested a motion to allow the Board to go into closed session. A motion to go into Executive Session was made by Commissioner Schoemehl and seconded by Commissioner Holman. A roll call vote was taken and the Commissioners present, Brown, Holman, Schoemehl, Buehlhorn, Dietzel, and Watson voted to approve this agenda item. **Motion passed unanimously, and the Open Session meeting was adjourned at 8:16 a.m.**



Deputy Secretary to the Board of Commissioners
Bi-State Development

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
APPROVING THE EXTENSION AND FUNDING OF CONTRACT
WITH EXPRESS SCRIPTS FOR PHARMACY BENEFIT
MANAGEMENT SERVICES**

PREAMBLES:

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

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

Whereas, Board Policy Chapter 50, §50.010(A)(2) and §50.010(E)(1)(a), requires Board approval of all Competitive Negotiated Procurements exceeding \$500,000 and Board Policy Chapter 50.010, Section G.2, requires the Board of Commissioners to approve all extensions of contract performance that exceed 180 days; and

Whereas, funding is provided through the BSD Operating Budget; and

Whereas, in November, 2014 the BSD Board approved a three year contract with Express Scripts for pharmacy benefit management services, which will expire September 30, 2017; and

Whereas, in order to gain a competitive edge beyond current market conditions, Express Scripts has enhanced pharmacy pricing improvements for those employers willing to extend current contracts to a fourth year beginning October 1, 2017. The improved savings in plan costs is anticipated to be higher if BSD extends the contract to the 2018 contract year; and

Whereas, the BSD Benefits Department has worked with its health and welfare consulting firm to project 2018 gross pharmacy plan costs. Based upon the Express Scripts enhanced pricing offer, management is recommending a one year contract extension for 2018 with approved net funding, after rebates, of \$6,900,000; and

Whereas, it is feasible, necessary and in the public interest for the Agency to approve an extension of the Express Scripts contract for pharmacy benefit management services for a fourth year, beginning October 1, 2017, with an approved net funding cost, after rebates, of \$6,900,000, in accordance with the terms and conditions described herein.

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

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

Section 2. Approval of the Contract Extension and Funding. The Board of Commissioners hereby approves an extension of the Express Scripts contract for pharmacy benefit management services for a fourth year, beginning October 1, 2017, with an approved net funding cost, after rebates, of \$6,900,000, under and pursuant to this Resolution and the Compact for the authorized Agency purposes set forth in the preamble hereof and subject to conditions hereinafter provided.

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

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

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

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

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

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

ADOPTED by the Board of Commissioners of The Bi-State Development Agency of the Missouri-Illinois Metropolitan District this 18th of November, 2016.

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

By David A. Ditzel
Title _____

[SEAL]

ATTEST:

By [Signature]
Deputy Secretary to the Board of Commissioners

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
AUTHORIZING THE AWARD OF A CONTRACT TO REMIX FOR A
SOFTWARE AS A SERVICE TRANSIT PLANNING PLATFORM**

PREAMBLES:

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

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

Whereas, Board Policy Chapter 50, §50.010(A)(8) and §50.010(E)(1)(b), require Board approval of all Non-Competitive Procurements exceeding \$100,000; and

Whereas, the Metro Planning & System Development Division is tasked with designing and implementing transit service that is forward-looking and responsive to the evolving transportation needs of the St. Louis region. Currently the complexity of this process and the time required to analyze all the data is intensive and limits opportunities to explore and refine service strategies; and

Whereas, Remix is a tool for streamlining the service planning process and the product is offered as a software as a service package - a fully hosted, cloud-based web platform. Remix offers a flat cost proposal for a three year period not to exceed \$270,000, plus a one-time setup fee of \$10,000 which includes onboarding and training for BSD staff and the development of one initial project; and

Whereas, it is feasible, necessary and in the public interest for the Board of Commissioners to award a contract to Remix to provide a software as a service transit planning platform for a three year period at a not to exceed cost of \$270,000, plus a one-time setup fee of \$10,000, in accordance with the terms and conditions described herein.

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

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

Section 2. Section 2. Approval of the Contract. The Board of Commissioners hereby approves the award of the contract to Remix to provide a software as a service transit planning platform for a three year period at a not to exceed cost of \$270,000, plus a one-time setup fee of \$10,000, under and pursuant to this Resolution and Compact for the authorized Agency purposes set forth in the preambles hereof and subject to the conditions hereinafter provided.

Section 3. Actions of Officers Authorized. The officers of the Agency, including, without limitation, the President and CEO, and Vice President of Procurement are hereby authorized and directed to execute

all documents and take such actions as they may deem necessary or advisable in order to carry out and perform the purposes of this Resolution and the Contract and the execution of such documents or taking of such action shall be conclusive evidence of such necessity or advisability.

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

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

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

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

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

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

ADOPTED by the Board of Commissioners of The Bi-State Development Agency of the Missouri-Illinois Metropolitan District this 18th day of November, 2016.

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

By David A. Dutzel
Title _____

[SEAL]

ATTEST:

By [Signature]
Deputy Secretary to the Board of Commissioners

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
AUTHORIZING THE PRESIDENT AND CEO TO EXECUTE A CONSULTING
CONTRACT FOR A COMPREHENSIVE OPERATIONAL ASSESSMENT OF
THE METROBUS SYSTEM**

PREAMBLES:

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

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

Whereas, Board Policy Chapter 50, §50.010(A)(8) and §50.010(E)(1)(b), requires Board approval of all Non-Competitive Procurements exceeding \$100,000; and

Whereas, funding is provided through the FY17 – 18 Operating Budget; and

Whereas, in order for the MetroBus system to continue to be forward-looking and responsive to the evolving needs of the St. Louis region, a comprehensive operations assessment is needed to explore the implementation or adjustment of bus service levels; and

Whereas, BSD intends to engage a consulting firm as both an extension of BSD staff and as a subject matter expert to provide technical assistance in the performance of the comprehensive operational assessment, through a competitive procurement, in an amount not to exceed \$350,000; and

Whereas, due to the opening of the Civic Center Transit Center in 2017, it is in the interest of BSD to commence this procurement promptly by releasing the RFP, receiving proposals and awarding a contract by December 31, 2016; and

Whereas, it is feasible, necessary and in the public interest for the Board of Commissioners to authorize the President and CEO to execute a consulting contract for technical assistance in the performance of a comprehensive operational assessment of the MetroBus System, in an amount not to exceed \$350,000, in accordance with the terms and conditions described herein.

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

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

Section 2. **Authorization of President and CEO to Execute the Contract.** The Board of Commissioners hereby authorizes the President and CEO to execute a consulting contract for technical assistance in the performance of a comprehensive operational assessment of the MetroBus System, in an amount not to exceed

\$350,000, under and pursuant to this Resolution and Compact for the authorized Agency purposes set forth in the preambles hereof and subject to the conditions hereinafter provided.

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

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

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

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

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

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

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

ADOPTED by the Board of Commissioners of The Bi-State Development Agency of the Missouri-Illinois Metropolitan District this 18th day of November, 2016.

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

By David H. Ditzel
Title _____

[SEAL]

ATTEST:

By W. Bruce Finkbeiner
Deputy Secretary to the Board of Commissioners

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
APPROVING MODIFICATION AND ADDITIONAL FUNDS FOR THE
CONFERENCE TECHNOLOGIES INC. CONTRACT FOR THE
JEFFERSON NATIONAL EXPANSION MEMORIAL GATEWAY
ARCH EXHIBIT REHABILITATION PROJECT**

PREAMBLES:

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

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

Whereas, Board Policy Chapter 50, §50.010(G)(1) and §50.050(C)(1) require Board approval of a contract modification in excess of the contract award and a non-competitive procurement for a Jefferson National Expansion Memorial (JNEM) project in excess of \$500,000; and

Whereas, on September 25, 2015 the Board approved a sole source contract with Conference Technologies, Inc. ("CTI") for the JNEM Gateway Arch Exhibit Rehabilitation Project visitor exhibits in the Tram Load Zones. An additional scope of work is now desired to provide HVAC upgrades in the Tram Load Zones and the South Floor Closure project in order to make the space configuration in the South Tram Load Zone similar to the North Tram Load Zone; and

Whereas, the above CTI contract currently has a contingency balance of \$275,000, the maximum expected cost for the two additional scope of work items is \$984,000, including a 10% contingency, resulting in an expected need for additional funds in an amount not to exceed \$709,000; and

Whereas, it is feasible, necessary and in the public interest for the Board to approve modification of and additional funds for the JNEM Gateway Arch Exhibit Rehabilitation Project contract with CTI in order to provide HVAC upgrades and the South Floor Closure project in an amount not to exceed \$709,000, in accordance with the terms and conditions described herein.

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

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

Section 2. Approval of the Contract Modification and Additional Funds. The Board of Commissioners hereby approves the modification of and additional funds for the JNEM Gateway Arch Exhibit Rehabilitation Project contract with CTI in order to provide HVAC upgrades and the South Floor Closure project in

an amount not to exceed \$709,000, under and pursuant to this Resolution and the Compact for the authorized Agency purposes set forth in the preambles hereof and subject to the conditions hereinafter provided.

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

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

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

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

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

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

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

ADOPTED by the Board of Commissioners of The Bi-State Development Agency of the Missouri-Illinois Metropolitan District this 18th day of November, 2016.

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

By David A. Ditzel
Title _____

[SEAL]

ATTEST:

By [Signature]
Deputy Secretary to the Board of Commissioners

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
AUTHORIZING THE AWARD OF A CONTRACT TO CHASE PAYMENTECH
FOR CREDIT CARD PROCESSING SERVICES**

PREAMBLES:

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

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

Whereas, Board Policy Chapter 50, §50.010(A)(2) and §50.010(E)(1)(a), require Board approval of all Competitive Negotiated Procurements exceeding \$500,000; and

Whereas, in March 2016, a new ticketing software system was implemented for the in-person, phone and on-line ticket sales and event reservations at the Gateway Arch and Riverboats. A new credit card processor was needed to fully integrate with the new ticketing software; and

Whereas, Chase Paymentech has been determined to be the provider that meets the ticketing software system configuration requirements as well as has proposed variable fees and charges that are estimated to be lower than other providers. A contract for a three year period from February 1, 2017 to February 1, 2020 is estimated to cost \$664,260 or an annual average of \$221,420 per year; and

Whereas, it is feasible, necessary and in the public interest for the Board of Commissioners to award the contract to Chase Paymentech to provide credit card processing services for a three year period from February 1, 2017 to February 1, 2020 at an estimated of cost \$664,260 or an annual average of \$221,420 per year, in accordance with the terms and conditions described herein.

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

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

Section 2. Section 2. Approval of the Contract. The Board of Commissioners hereby approves the award of the contract to Chase Paymentech to provide credit card processing services for a three year period from February 1, 2017 to February 1, 2020 at an estimated of cost \$664,260 or an annual average of \$221,420 per year, under and pursuant to this Resolution and Compact for the authorized Agency purposes set forth in the preambles hereof and subject to the conditions hereinafter provided.

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

purposes of this Resolution and the Contract and the execution of such documents or taking of such action shall be conclusive evidence of such necessity or advisability.

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

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

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

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

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

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

ADOPTED by the Board of Commissioners of The Bi-State Development Agency of the Missouri-Illinois Metropolitan District this 18th day of November, 2016.

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

By David A. Dutge
Title _____

[SEAL]

ATTEST:

By [Signature]
Deputy Secretary to the Board of Commissioners

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
AUTHORIZING THE AWARD OF A CONTRACT TO INFRASTRUCTURE
MANAGEMENT GROUP FOR THE PERFORMANCE AND MANAGEMENT
AUDIT REQUIRED BY THE SERIES 2002 BOND INDENTURE**

PREAMBLES:

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

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

Whereas, Board Policy Chapter 50, §50.010(A)(8) and §50.010(E)(1)(b), require Board approval of all Non-Competitive Procurements exceeding \$100,000; and

Whereas, on July 29, 2011 the Board awarded a sole source contract to Infrastructure Management Group (IMG) for a five year period to comply with performance and management audit requirements of the Series 2002, 2005, 2007 and 2009 bond indentures. The Series 2002, 2005 and 2007 bonds have now been refunded by Series 2013 bonds; and

Whereas, the advanced refunding of the Series 2009 bonds is still awaiting authorization from St. Louis County. A Series 2009 bond performance audit is due in August, 2018 and IMG has agreed to perform the audit while the Series 2009 bonds continue under their current structure for a one year period, in a not to exceed amount of \$120,491; and

Whereas, it is feasible, necessary and in the public interest for the Board of Commissioners to award a contract to Infrastructure Management Group for the performance and management audit required by the Series 2009 bond indenture for a one year period, in a not to exceed amount of \$120,491, in accordance with the terms and conditions described herein.

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

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

Section 2. **Section 2.** **Approval of the Contract.** The Board of Commissioners hereby approves the award of the contract to Infrastructure Management Group for the performance and management audit required by the Series 2009 bond indenture for a one year period, in a not to exceed amount of \$120,491, under and pursuant to this Resolution and Compact for the authorized Agency purposes set forth in the preambles hereof and subject to the conditions hereinafter provided.

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

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

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

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

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

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

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

ADOPTED by the Board of Commissioners of The Bi-State Development Agency of the Missouri-Illinois Metropolitan District this 18th day of November, 2016.

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

By David A. Ditzel
Title _____

[SEAL]

ATTEST:

By [Signature]
Deputy Secretary to the Board of Commissioners

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 plan, construct, maintain, own and operate passenger transportation facilities, and perform all other necessary and incidental functions, and to disburse funds for its lawful activities, and to contract and be contracted with; and
- *Whereas*, the Agency has previously issued the following obligations, among others:

<u>Name of Obligation</u>	<u>Issue Date</u>	<u>Original Principal Amount</u>
Mass Transit Sales Tax Appropriation Refunding Bonds (MetroLink Cross County Extension Project), Series 2009 (the "Series 2009 Bonds")	November 9, 2009	\$ 97,220,000
Combined Lien Mass Transit Sales Tax Appropriation Refunding Bonds, Series 2013A (the "Series 2013A Bonds")	August 1, 2013	381,225,000

- *Whereas*, on June 24, 2016, the Agency approved Resolution 770 authorizing the refunding of the Series 2009 Bonds and only the Series 2013A Bonds maturing on October 1, 2048; and
- *Whereas*, the Agency desires to authorize the refunding of additional Series 2013A Bonds; and
- *Whereas*, the Agency desires to repeal Resolution 770 approved on June 24, 2016 and enact this Resolution in lieu thereof in order to authorize the refunding of additional Series 2013A Bonds; and
- *Whereas*, the Agency now desires to issue its Combined Lien Mass Transit Sales Tax Appropriation Refunding Bonds (the "Refunding Bonds") pursuant to the Compact and pursuant to a Master Trust Indenture dated as of August 1, 2013 (the "Master Indenture") and a Supplemental Trust Indenture No. 3 (the "Supplemental Indenture No. 3" and together with the Master Indenture and all other supplemental indentures, the "Indenture") to be entered into by and between the Agency and The Bank of New York Mellon Trust Company, N.A., as trustee

(the "Trustee") in order to provide funds to refund all or a portion of the outstanding Series 2009 Bonds and/or the Series 2013A Bonds maturing on October 1, 2028, October 1, 2046 and October 1, 2048 (collectively, the "Refunded Bonds"); and

- *Whereas*, the terms of sale of the Refunding Bonds shall be specified in a bond purchase agreement to be executed and delivered by the Agency and the representative of the purchasers 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 to refund the Refunded Bonds.

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. Repeal of Resolution 770. The Board hereby repeals Resolution 770 approved on June 24, 2016 under and pursuant to this Resolution and the Compact for authorized Agency purposes set forth in the preambles.

Section 3. 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) defeasing and refunding all or a portion of the Refunded 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 Agency Revenues (as defined in the Indenture) received by the Agency from The City of St. Louis, Missouri (the "City") and St. Louis County, Missouri (the "County") pursuant to the Memorandum of Agreement dated as of November 1, 2002 (as amended, the "Memorandum of Agreement") and other funds to be pledged under the Indenture. The Refunding Bonds shall not be a debt of the State of Missouri, the State of Illinois, the County or the City and none of the State of Missouri, the State of Illinois, the County, the City or any political subdivision of any of the aforesaid 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 or the Memorandum of Agreement 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 4. Authorization of Chief Financial Officer. The Board hereby authorizes the Agency's Chief Financial Officer to:

- (a) appoint an underwriting team including one or more senior underwriters and one or more co-senior managers or co-managers;
- (b) with the approval of the Agency's General Counsel, engage one or more law firms to provide bond counsel, disclosure counsel and/or underwriters' counsel services associated with the transaction;
- (c) request one or more bond ratings for the Refunding Bonds;
- (d) appoint an escrow agent to hold the proceeds of the Refunding Bonds to be used to refund the Refunded Bonds;
- (e) appoint a dissemination agent to assist the Agency in complying with its continuing disclosure obligations, if any, under Rule 15c2-12 adopted by the United States Securities and Exchange Commission under the Securities Exchange Act of 1934 (the "Rule"); and
- (f) appoint other professionals, as necessary, to include a verification agent, financial printer and others necessary to effectuate the financing.

Section 5. 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 (i) which of the outstanding Series 2009 Bonds and/or the Series 2013A Bonds maturing on October 1, 2028, October 1, 2046 and October 1, 2048 will be refunded with proceeds of the Refunding Bonds, and (ii) 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, subject to the following provisions: the Refunding Bonds will be issued in an aggregate principal amount not to exceed \$210,000,000, representing the outstanding par amount of the Refunded Bonds and accrued interest to the date of maturity or redemption thereof, plus, (a) the costs of issuance of the Refunding Bonds, (b) any amounts required to fund a debt service reserve account for the Refunding Bonds and (c) any original issue discount and the underwriting fee thereon; will have an aggregate initial issue price which shall not be less than 98% nor greater than 120% of the par amount thereof; will mature not later than 40 years from the date of issuance thereof; will produce present value savings of not less than 4.0% of the par amount of the Refunded Bonds being refunded, as calculated by the Agency's Chief Financial Officer; and, at the discretion of the Agency's Chief Financial Officer, may be subject to redemption prior to their maturity date, based upon prevailing market conditions at the time of pricing.
- (b) Approve and execute the Supplemental Indenture No. 3 with the Trustee.
- (c) Approve and execute a Bond Purchase Agreement relating to the Refunding Bonds (the "Bond Purchase Agreement"), between the Agency and the underwriting firm appointed by the Agency's Chief Financial Officer (the "Underwriter"). The Refunding Bonds shall be sold to

the Underwriter at a purchase price to be approved by the Executive Committee on the terms and conditions set forth in the Bond Purchase Agreement. The underwriting fee for the Refunding Bonds shall not exceed a weighted average of 0.60% of the par amount of the Refunding Bonds, plus reasonable expenses.

- (d) Approve and execute an Escrow Trust Agreement (the "Escrow Agreement") with the escrow agent named therein.
- (e) Approve and execute a Disclosure Dissemination Agent Agreement (the "Continuing Disclosure Agreement") with the dissemination agent named therein.
- (f) Approve and execute a Tax Compliance Agreement (the "Tax Agreement") between the Agency and the Trustee.
- (g) Authorize and approve the distribution of a preliminary official statement, final official statement or other disclosure document relating to the Refunding Bonds (collectively, the "Official Statement").

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 6. Preliminary and Final Official Statement. The Chairman or Vice Chairman of the Board and the President or Chief Financial Officer of the Agency are hereby authorized and directed to execute the Official Statement and any amendments or supplements thereto on behalf of the Agency, and to cause the Official Statement and any such amendments or supplements to be delivered to the Underwriter. The Agency agrees to provide to the Underwriter within seven business days of the date of the sale of Refunding Bonds sufficient copies of the final Official Statement to enable the Underwriter to comply with the requirements of the Rule and with the requirements of Rule G-32 of the Municipal Securities Rulemaking Board.

Section 7. 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, including giving direction to the Trustee to give notices of redemption of the Refunded Bonds, and the execution or taking of such action shall be conclusive evidence of such necessity or advisability.

Section 8. 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 9. 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, the Bond Purchase Agreement, the Continuing Disclosure Agreement, the Escrow Agreement and the Tax Agreement and to take such actions as they may deem necessary or advisable in order to carry out the purposes of this Resolution.

Section 10. 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 of the Refunded Bonds and the issuance of the Refunding Bonds, including payment to the Underwriter of an underwriting fee, subject to the limits set forth herein.

Section 11. 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 12. Effective Date. This Resolution shall become effective immediately upon its adoption.

ADOPTED, SIGNED AND APPROVED by the Board of Commissioners of The Bi-State Development Agency of the Missouri-Illinois Metropolitan District this 18th day of November, 2016.

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

[SEAL]

Attest:

By: David A. Dietzel
Name: David A. Dietzel
Title: Chairman of the Board Commissioners

By: Aliah Holman
Name: Aliah Holman
Title: Secretary of the Board of the Commissioners

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY OF
THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
AMENDING BOARD POLICIES, SECTIONS 10.020,
ARTICLE IV, SECTION 10.040 AND
SECTION 10.050 PERTAINING TO BOARD COMMITTEES**

PREAMBLES:

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

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

Whereas, Article VI of the Bylaws – Board Policies of the Agency, provides that any action by the Board establishing policy, administrative, business, or otherwise, shall be known as “Board Policies” and that the Board may adopt, amend or repeal, in whole or in part, the Board Policies at any meeting of the Board, except that unless otherwise designated by the Chair, all Board Policies shall be tabled for a period of one month and shall become effective upon adoption by the Board; and

Whereas, Board Policies, Section 10.020, Article IV, Section 10.040 and Section 10.050, govern the Agency’s rules regarding Board committees; and

Whereas, at the September 23, 2016 Board meeting, the Board discussed its committee structure and agreed that beginning in January 2017, there would be just two standing working committees of the Board – the Operations Committee and the Audit, Finance & Administration Committee; and

Whereas, the amended Board Policies, Section 10.020, Article IV, Section 10.040 and Section 10.050 were presented to the Operations Committee on October 18, 2016. The Committee recommended that the amended policies be referred to the Board of Commissioners for consideration at the November 18, 2016 meeting, and that the Board waive tabling the amended policies so that they are effective upon Board approval; and

Whereas, it is feasible, necessary and in the public interest for the Agency to approve the amended Board Policies, Section 10.020, Article IV, Section 10.040 and Section 10.050 pertaining to Board committees, as referenced in Briefing Paper Attachments #3 and #6, and that the Board waive tabling of the amended policies so that they are effective upon Board approval, in accordance with the terms and conditions described herein.

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

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

Section 2. **Approval of Amendment to Board Policies.** The Board of Commissioners hereby authorizes and approves the amendment to Board Policies, Section 10.020, Article IV, Section 10.040 and Section

10.050 pertaining to Board committees, (as provided in Attachments #3 and #6 of the Briefing Paper and made a part hereof), and waives tabling of the amended policies so that they are effective upon Board approval.

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

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

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

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

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

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

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

ADOPTED by the Board of Commissioners of The Bi-State Development Agency of the Missouri-Illinois Metropolitan District this 18th of November, 2016.

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

By David A. Dudge
Its _____

[SEAL]

ATTEST:

By [Signature]
Deputy Secretary to the Board of Commissioners

Open Session Item

4

**BI-STATE DEVELOPMENT
TREASURER'S REPORT
December 31, 2016**

INVESTMENTS

Yields:

Bi-State investments had an average yield of .57% for the month of December. The Fed voted to raise the federal funds rate 25 basis points in December. Three future rate hikes are expected in 2017, with larger and more frequent increases possible if the government increases spending in infrastructure.

Invested Funds:

In December, Bi-State directed \$207 million of cash and investments. Approximately 40% of the invested funds were invested in U.S. Treasury or U.S. Government Agency securities, and 14% were invested in collateralized Certificates of Deposit (CDs) or Repurchase Agreements (Repos). The balance was invested in AAA rated money market funds. The average maturity of Bi-State investments was approximately 161 days.

DEBT MANAGEMENT

Debt Restructuring, 2013:

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

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

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

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

Arch Tram Revenue Bonds, 2014:

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

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

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

Capital Leases:

Bi-State has one remaining capital lease, its 2001 LRV Lease (C1, C2 Tranches). In February 2011, staff negotiated a default cure agreement with the 2001 C1 C2 lease investor. The agreement provided that Bi-State deposit additional collateral with the lease trustee, of which the St. Clair County Transit District (SCCTD) provided 70%. We currently have approximately \$7.8 million in collateral.

FUEL HEDGING

In December, in conjunction with its diesel fuel hedging program, Bi-State had a *realized loss* of \$94 thousand on the sale of Home Heating Oil #2 futures contracts. December oil prices ended the month at \$53.72 a barrel. This is a 9% increase since the end of November. Generally, as the price of oil increases, the value of Bi-State's future positions also increases. A gain in the futures partially offsets the actual increase in the cost of diesel fuel. If oil prices drop, the value of the futures decline. An increase in unrealized gains generally indicates that the price of fuel is rising, and losses generally indicate oil prices are falling.



BI-STATE DEVELOPMENT - MONTHLY TREASURER'S REPORT

AS OF: 31-Dec-2016

30-Nov-2016

BI-STATE DIRECTED:	Wt. Avg.	Dollars		Market	Wt. Avg.	Dollars		Percentage	Market	
	Maturity (1)	(.000 omitted)	Of Total	Rate	Value (2)	Maturity (1)	(.000 omitted)	Of Total	Rate	Value (2)
Cash	0	\$20,001	12.9%	0.00%	\$20,001	0	\$19,353	12.1%	0.00%	\$19,353
Repurchase Agreements	1	23,785	15.3%	0.57%	23,785	1	23,472	14.7%	0.36%	23,472
Certificates of Deposit	198	4,150	2.7%	0.53%	4,150	229	4,150	2.6%	0.53%	4,150
U.S. Agencies (discounted)	154	8,979	5.8%	0.52%	8,979	0	0	0.0%	0.00%	0
U.S. Agencies (coupon)	474	14,996	9.7%	1.01%	14,984	325	11,831	7.4%	0.87%	11,833
U.S. Treasury Securities	140	18,812	12.1%	0.53%	18,847	127	25,764	16.1%	0.58%	25,850
Other Investments (3)	1	64,497	41.6%	0.29%	64,497	1	75,304	47.1%	0.29%	75,304
SUB-TOTAL BI-STATE	78	\$155,220	100.0%	0.48%	\$155,243	51	\$159,874	100.0%	0.41%	\$159,962
BI-STATE DIRECTED-PROP M:										
Certificates of Deposit	170	\$1,510	2.9%	0.87%	\$1,510	201	\$1,510	2.9%	0.87%	\$1,510
U.S. Agencies (discounted)	517	1,998	3.9%	1.08%	1,994	548	1,998	3.9%	1.08%	1,995
U.S. Agencies (coupon)	631	30,308	58.6%	1.13%	30,236	556	22,305	43.1%	1.02%	22,248
U.S. Treasury Securities	129	6,972	13.5%	0.51%	6,985	160	6,972	13.5%	0.51%	6,982
Other Investments (3)	1	10,925	21.1%	0.31%	10,925	1	18,908	36.6%	0.26%	18,908
SUB-TOTAL PROP M	412	\$51,713	100.0%	0.86%	\$51,650	289	\$51,693	100.0%	0.67%	\$51,643
TOTAL BI-STATE DIRECTED	161	\$206,933		0.57%	\$206,893	109	\$211,567		0.47%	\$211,605
TRUSTEE DIRECTED:										
Cash	0	\$0	0.0%	0.00%	\$0	0	\$0	0.0%	0.00%	\$0
Municipal Bonds	1624	8,165	18.3%	2.34%	8,120	1655	8,165	19.1%	2.34%	8,145
U.S. Agencies (coupon)	1830	11,566	25.9%	2.67%	11,687	1861	11,566	27.1%	2.67%	11,802
Commercial Paper	64	10,981	24.6%	0.13%	10,986	192	11,097	26.0%	0.13%	11,109
Other Investments (3)	1	13,910	31.2%	0.29%	13,910	1	11,820	27.7%	0.29%	11,820
SUB-TOTAL TRUSTEE	788	\$44,622	100.0%	1.24%	\$44,703	872	\$42,648	100.0%	1.29%	\$42,876
TOTAL BI-STATE & TRUSTEE	272	\$251,555		0.69%	\$251,596	237	\$254,215		0.61%	\$254,481
LRV LEASE/LEASEBACK 2001:										
Cash	0	2	0.0%	0.00%	2	0	2	0.0%	0.00%	2
US Treasury Securities	5	7,814	7.2%	0.44%	7,841	36	7,814	7.2%	0.44%	7,839
Other Investments (4)	1	100,751	92.8%	5.80%	100,751	1	100,233	92.8%	5.80%	100,233
SUB-TOTAL LRV 2001		\$108,567	100.0%	5.41%	\$108,594		\$108,049	100.0%	5.41%	\$108,074
SUB-TOTAL LEASES		\$108,567			\$108,594		\$108,049			\$108,074
Grand Total (5)		\$360,122			\$360,190		\$362,264			\$362,555

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:	<i>Terri Gudwicz Green</i>
	Date: 1/26/17
Reviewed by:	<i>Tammy Fulbright</i>
	Date: 1/25/17
Approved:	<i>Kathy Kleivorn</i>
	Date: 1/30/17

**BI-STATE DEVELOPMENT
MONTHLY TREASURER'S REPORT- ALL COMPANIES
BANK / ISSUER SUMMARY as of: 12/31/2016**

Section 1 Bank/Issuer Summary

BI-STATE DIRECTED * <i>all non debt/lease assets, inc. Prop M:</i>	CASH	CERTIFICATES OF DEPOSIT	REPURCHASE AGREEMENTS	OTHER	GOVERNMENT SECURITIES	COMMERCIAL PAPER\ BA's	TOTAL	MARKET VALUE	NOTES
BANK OF AMERICA MERRILL LYNCH	19,186,967	0	0	0	0	0	19,186,967	19,186,967	FDIC\tri-party collateral(deposits).
BLACK ROCK	0	0	0	37,724,972	0	0	37,724,972	37,724,972	Money Market Fund (Govt. Securities).
COMMERCE BANK	0	5,009,952	0	0	0	0	5,009,952	5,009,952	FDIC\FRB collateral.
FIDELITY	0	0	0	32,158,561	0	0	32,158,561	32,158,561	Money Market Fund (First Tier\Prime)
FIRST CLOVERLEAF	0	650,000	0	0	0	0	650,000	650,000	FDIC\tri-party collateral(deposits).
JEFFERSON BANK & TRUST	25,009	0	3,100,851	0	0	0	3,125,860	3,125,860	FDIC; repo collateral held at JBT.
JP MORGAN CHASE	(94,108)	0	0	0	0	0	(94,108)	(94,108)	FDIC (bank acct.)\MMKT (First Tier\Prime)
OPTUM	15,429	0	0	0	0	0	15,429	15,429	FDIC\FRB collateral.
BENEFLEX	4,307	0	0	0	0	0	4,307	4,307	FDIC\FRB collateral.
HEALTHSCOPE	50,370	0	0	0	0	0	50,370	50,370	FDIC\FRB collateral.
PNC BANK	201,268	0	0	0	0	0	201,268	201,268	FDIC\FRB collateral.
RBC DAIN RAUSCHER	0	0	0	3,899,240	0	0	3,899,240	3,899,240	Commodities Margin Acct. (fuel hedging)
RJ O'BRIEN	0	0	0	1,639,143	0	0	1,639,143	1,639,143	Commodities Trading Acct. (fuel hedging)
REGIONS BANK	36,471	0	0	0	0	0	36,471	36,471	FDIC Insured.
UMB BANK	38	0	20,684,000	0	0	0	20,684,038	20,684,038	FDIC\FRB Collateral.
U.S. BANK	(145,790)	0	0	0	0	0	(145,790)	(145,790)	FDIC\FRB Collateral.
ILLINOIS FUNDS	0	0	0	0	0	0	0	0	Illinois State Treasurer Investment Pool.
FARM CREDIT BANK	0	0	0	0	27,479,761	0	27,479,761	27,426,611	Safekept at Bank of America (BOA).
FEDERAL HOME LOAN BANK	0	0	0	0	28,801,157	0	28,801,157	28,766,488	Safekept at Bank of America (BOA).
U.S. TREASURY	0	0	0	0	25,783,524	0	25,783,524	25,831,675	Safekept by BOA or designated agent.
OTHER	721,099	0	0	0	0	0	721,099	721,099	
sub-total Bi-State directed	20,001,060	5,659,952	23,784,851	75,421,916	82,064,442	0	206,932,221	206,892,553	
TRUSTEE DIRECTED									
<u>DEBT ISSUES</u>									
Cross County Bonds									
Series 2009, 2013									
<u>BANK OF NEW YORK -MELLON TRUST</u>									
BANK OF NEW YORK	0	0	0	0	0	0	0	0	FDIC Insured.
GOLDMAN	0	0	0	13,910,346	0	0	13,910,346	13,910,346	Money Market Fund (First Tier\Prime).
FEDERATED GOVT OBLIG	0	0	0	0	0	0	0	0	Safekept at Bank of New York
MORGAN STANLEY	0	0	0	0	0	0	0	0	Safekept at Bank of New York
GOVERNMENT AGENCIES	0	0	0	0	11,565,732	0	11,565,732	11,687,183	Safekept at Bank of New York
MUNICIPAL BONDS	0	0	0	0	8,165,315	0	8,165,315	8,119,640	Safekept at Bank of New York
BOND FUNDS	0	0	0	0	0	10,981,424	10,981,424	10,986,379	Safekept at Bank of New York
sub-total	0	0	0	13,910,346	19,731,047	10,981,424	44,622,817	44,703,548	
SUB-TOTAL TRUSTEE (BONDS)	0	0	0	13,910,346	19,731,047	10,981,424	44,622,817	44,703,548	
SUB-TOTAL BI-STATE AND TRUSTEE	20,001,060	5,659,952	23,784,851	89,332,262	101,795,489	10,981,424	251,555,038	251,596,101	
LRV Lease\Leaseback 2001 C1 C2									
FSVAIG	0	0	0	100,751,272	0	0	100,751,272	100,751,272	Guaranteed Investment Contract (GIC).
US TREASURY	1,633	0	0	0	7,814,167	0	7,815,800	7,842,477	Safekept by Lease Trustee.
sub-total	1,633	0	0	100,751,272	7,814,167	0	108,567,072	108,593,749	
sub-total leases	1,633	0	0	100,751,272	7,814,167	0	108,567,072	108,593,749	
GRAND TOTAL	\$20,002,693	\$5,659,952	\$23,784,851	\$190,083,534	\$109,609,656	\$10,981,424	\$360,122,110	\$360,189,850	

* 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:

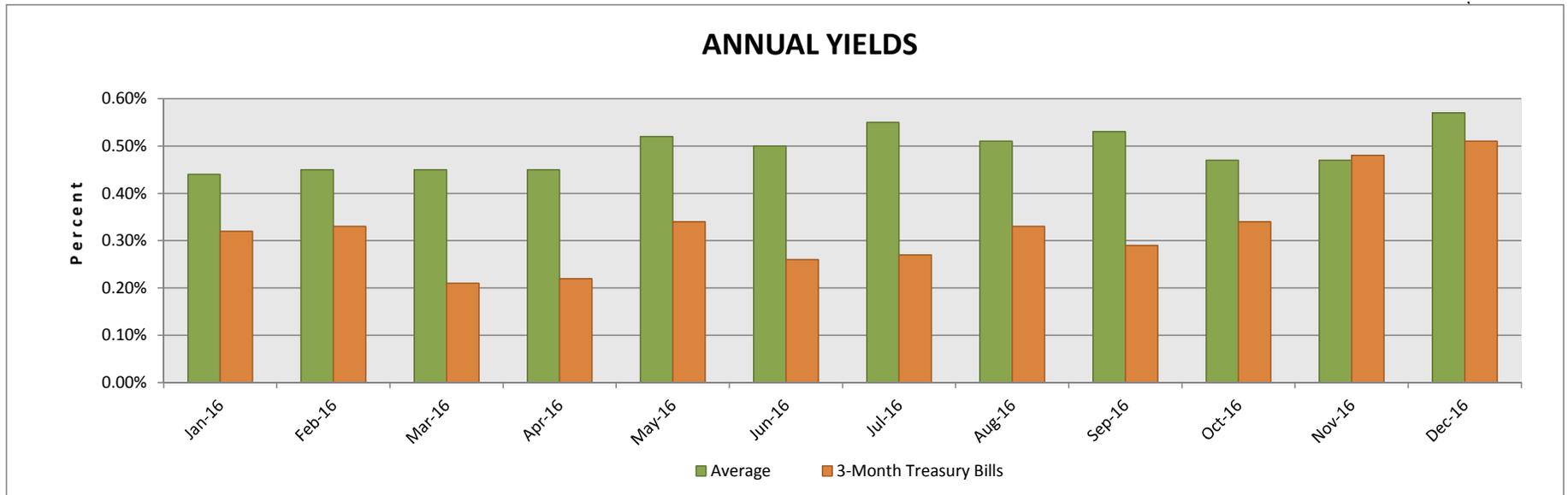
AAA Standard & Poor's, Moody's and Fitch rate credit quality on an A to C scale, with A generally regarded as "upper investment grade" and C as "speculative" (D would indicate default). Within each category are different gradients. The triple A rating indicates that the issuer's long term unsecured debt 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-16	Feb-16	Mar-16	Apr-16	May-16	Jun-16	Jul-16	Aug-16	Sep-16	Oct-16	Nov-16	Dec-16
Bi-State Investments	140,566	137,801	146,526	143,992	144,238	141,500	134,032	144,144	132,418	157,139	159,874	155,220
Bi-State Prop M Investments	52,845	52,234	53,057	53,263	53,310	53,951	45,424	44,917	44,979	52,115	51,693	51,713
Total	193,411	190,035	199,583	197,255	197,548	195,451	179,456	189,061	177,397	209,254	211,567	206,933
Projected Total	145,000	145,000	145,000	145,000	145,000	145,000	145,000	145,000	145,000	145,000	145,000	145,000
Trustee Investments	49,812	51,819	53,542	45,048	47,700	49,998	56,118	59,708	89,698	40,282	42,648	44,622

Yields/Rates Information	Jan-16	Feb-16	Mar-16	Apr-16	May-16	Jun-16	Jul-16	Aug-16	Sep-16	Oct-16	Nov-16	Dec-16
Bi-State	0.40%	0.42%	0.41%	0.41%	0.46%	0.45%	0.48%	0.44%	0.46%	0.41%	0.41%	0.48%
Prop M	0.54%	0.53%	0.56%	0.58%	0.70%	0.64%	0.74%	0.73%	0.73%	0.66%	0.67%	0.86%
Average	0.44%	0.45%	0.45%	0.45%	0.52%	0.50%	0.55%	0.51%	0.53%	0.47%	0.47%	0.57%
Trustee	1.39%	1.35%	1.39%	1.54%	1.23%	1.21%	1.05%	1.01%	0.77%	1.31%	1.29%	1.24%
3-Month Treasury Bills	0.32%	0.33%	0.21%	0.22%	0.34%	0.26%	0.27%	0.33%	0.29%	0.34%	0.48%	0.51%
1 Year Treasury	0.44%	0.60%	0.58%	0.55%	0.66%	0.44%	0.49%	0.59%	0.59%	0.66%	0.80%	0.85%
Fed Funds (target)	0.50%	0.50%	0.50%	0.50%	0.50%	0.50%	0.50%	0.50%	0.50%	0.50%	0.50%	0.75%
20-Year Municipals	3.38%	3.34%	3.38%	3.32%	3.26%	2.85%	2.85%	2.84%	3.06%	3.29%	3.80%	3.04%
SIFMA (BMA) Index (month end)	0.01%	0.01%	0.40%	0.41%	0.39%	0.41%	0.44%	0.63%	0.84%	0.63%	0.56%	0.72%



Diesel Fuel Hedging Program - FY 2017

Diesel Fuel Budget \ Actual Comparison:		Dec-16	Year to Date	Life to Date
a	Gallons consumed-actual	345,202	2,716,530	76,902,879
b=(c/a)	Average cost per gallon-actual	\$ 1.71	\$ 1.55	\$ 2.13
c	Total Diesel Fuel Cost-Actual	\$ 591,124	\$ 4,210,111	\$ 163,427,717
d	Gallons consumed- budget	474,522	2,855,896	80,483,757
e=(f/d)	Average cost per gallon- budget	\$ 1.95	\$ 1.95	\$ 2.37
f	Total Diesel Fuel Cost- Budget	\$ 925,318	\$ 5,568,997	\$ 190,635,749
g=(f-c)	Budget Variance (Unfavorable)	\$ 334,194	\$ 1,358,886	\$ 27,208,032
h	Realized Futures Gains (Losses)	\$ (93,895)	\$ (980,435)	\$ (2,663,682)
i=(c-h)	Net Cost of Fuel	\$ 685,019	\$ 5,190,546	\$ 166,091,399
j=(i-f)	Net Budget Variance (Unfavorable)	\$ 240,299	\$ 378,451	\$ 24,544,350
j=(i/f)	Net Cost of Fuel, Per Gallon, inc. Hedge	\$ 1.98	\$ 1.91	\$ 2.16
k=(e-i)	Net Budget Variance Per Gallon	\$ (0.03)	\$ 0.04	\$ 0.21
Futures Activity:		Price of Barrel of Oil:		
	Futures Contracts Purchased	12	Date	Price
	Futures Contracts Sold	23	08/31/2016	\$ 44.70
	Futures Contracts Net Change at month end	(11)	09/30/2016	\$ 48.24
	Total Open Futures Contracts, at month end	200	10/31/2016	\$ 46.86
	Futures Contracts Unrealized Gain/(Loss) *	\$1,515,478	11/30/2016	\$ 49.44
	(% of Estimated Future Consumption)	78%	12/30/2016	\$ 53.72

* = 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 2017 through Jan 2019 (24 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 2016**

Item	Investment:	Par Amount	Settled	Maturity Date	Term(days)	Yield	Purchased From	Fund
1	FNMA Discount Note	\$ 2,000,000	12/22/16	05/12/17	141	0.48%	Bank of America	Sales Tax Capital
2	FHLB Discount Note	\$ 2,000,000	12/22/16	07/21/17	211	0.54%	Bank of America	Sales Tax Capital
3	FHLB Discount Note	\$ 2,000,000	12/22/16	07/20/17	210	0.56%	Bank of America	Prop A
4	FFCB Bond	\$ 3,000,000	12/15/16	03/29/19	834	1.25%	Stern Brothers	Prop A
5	FFCB Bond	\$ 1,000,000	12/15/16	03/02/20	1173	1.58%	Fifth Third	Prop A
6	FHLB Bond	\$ 3,000,000	12/15/16	03/08/19	813	1.50%	Raymond James	Prop M County
7	FFCB Bond	\$ 1,000,000	12/15/16	03/02/20	1173	1.58%	Fifth Third	Prop M County
8	FFCB Bond	\$ 2,000,000	12/15/16	03/02/20	1173	1.58%	Fifth Third	Prop M City
9	FFCB Bond	\$ 2,000,000	12/15/16	02/22/19	799	1.15%	Raymond James	Prop M City
10	FHLB Discount Note	\$ 1,500,000	12/22/16	03/20/17	88	0.47%	Bank of America	Internally Restricted
11	FHLB Discount Note	\$ 1,500,000	12/22/16	05/11/17	140	0.52%	Bank of America	Internally Restricted
	Total	\$ 21,000,000						
					605	1.03%		

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
	S&P	Moody's	Fitch	S&P	Moody's	Fitch	Rating
Bank of America, N.A.	A+	A1	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
Regions Bank	BBB+	A2	BBB	A-2	P-1	F2	NA
U.S. Bank		Aa1	AA+		P-1	F1+	NA
UMB Bank	A-		A+	A-2		F1	NA
Trust Companies:							
Bank of New York Mellon Trust	AA-	Aa1	AA+	A-1+	P-1	F1+	NA
Money Market Funds:		S&P		Moody's			
Black Rock Fed Trust		AAAm		Aaa-mf			
Black Rock Temp		AAAm		Aaa-mf			
Black Rock T Fund		AAAm		Aaa-mf			
FFI Treasury Fund		AAAm		Aaa-mf			
Columbia (BOA/Merrill) Money Market Reserves		AAAm		Aaa-mf			
Columbia (BOA/Merrill) Government		AAAm		Aaa-mf			
Dreyfus Government Cash Management		AAAm		Aaa-mf			
Federated Prime		AAAm		Aaa-mf			
Federated Treasury		AAAm		Aaa-mf			
Federated Government		AAAm		Aaa-mf			
Fidelity Government		AAAm		Aaa-mf			
Fidelity Prime		AAAm		Aaa-mf			
Fidelity Treasury		AAAm		Aaa-mf			
Goldman Financial Government		AAAm		Aaa-mf			
JP Morgan Prime		AAAm		Aaa-mf			
Wells Fargo Treasury		AAAm		Aaa-mf			
Other:	Long-Term Debt Rating						
	S&P	Moody's	Fitch				
AIG (2001 LRV Lease)	A+	A2	A+	<i>NA = Fitch overall bank ratings or LT debt ratings have been withdrawn</i>			
U.S. Treasury	AA+	Aaa	AAA				
Federal Home Loan Bank (FHLB)	AA+	Aaa					
Federal Farm Credit Bank (FCB)	AA+	Aaa	AAA				

Bi-State Development				
Mass Transit Sales Tax Appropriation Cross-County Bonds & St Louis County Loan				
Series	2009	2013		Total Cross County
	Refunding	2013A Bonds	2013B Loan	
Issue date	9-Nov-09	1-Aug-13	1-Aug-13	
Principal (original)	\$97,220,000	\$381,225,000	\$75,000,000	
Principal (currently outstanding)	\$97,220,000	\$299,110,000	\$135,000,000	\$531,330,000
Lien on 1\4 cent Prop M, Prop M2, Prop A tax	Senior	Senior	Subordinate	
Stand alone credit rating (S&P\Moody's)	AA+\A2	AA+\Aa3	NA	
Maturity date(s)	2023 – 2039	2048	2053	
Optional Call Date	2019	Various	Anytime	
Optional Put Date	NA	NA	2018	
Interest rate mode	Fixed	Fixed	1% + SIFMA	
Rate	4.50%-5.00%	3.00%-5.00%	1.02%-1.06%	
Interest pmt. Dates (4/1/17 &10/1/17)	April, October	April, October	April, October	
Annual debt service:				
Interest - FY 2017	\$4,767,975	\$14,859,112	\$1,413,000	\$21,040,087
Principal - (Previous payment 10/1/16 - \$7,880,000) (next payment 10/1/17 - \$8,275,000)	\$0	\$8,275,000	\$0	\$8,275,000
total princ.&int.	\$4,767,975	\$23,134,112	\$1,413,000	\$29,315,087
Debt Service Reserve Fund (DSRF)	\$9.1 million in DSRF with bond trustee, BONY-Mellon.	\$23.7 million in DSRF with bond trustee, BONY-Mellon.	NA	
Other	Refunded balance of 2002 A	Refunded Series 2002A,B,C, 2007, and Series 2010B	Refunded Series 2010A Bonds	

Open Session Item

6

**BI-STATE DEVELOPMENT
OPERATIONS COMMITTEE MEETING
OPEN SESSION MINUTES
JANUARY 20, 2017**

Committee Members in Attendance

Missouri

Aliah Holman, (via phone)
Vacant

Illinois

Michael Buehlhorn, Chairman
David Dietzel, (absent)
Irma Golliday (absent)
Tadas Kicielinski (absent)

Other Commissioners in Attendance

Vernal Brown, (present @ 8:06 a.m.)

Staff in Attendance

John Nations, President & CEO
Barbara Enneking, General Counsel and Deputy Secretary
Shirley Bryant, Certified Paralegal
Ray Friem, Executive Director Metro Transit
Larry Jackson, Executive Vice President for Administration
Barbara Georgeff, Director of Executive Services
Kathy Klevorn, Sr. Vice President, Chief Financial Officer
Lisa Burke, Executive Assistant
Mark Vago, Controller
Patti Beck, Director, Communications
Scott Grott, Chief MetroLink Operations
Kathy Brittin, Director, Risk Management, Safety & Claims
Kerry Kinkade, Vice President, Chief Information Officer
Andrew Ghiassi, Manager, Safety & Loss Control
Jerry Valley, External Communications Manager
Charles Stewart, Vice President Pension & Insurance
Jessica Mefford-Miller, Chief Transit Planning & System Development
Les Nations, General Manager MetroBus
Keith Gordon, Bus Operator
Kent Swagler, Director Corporate Compliance and Ethics
John Langa, Vice President Economic Development
Gary Smith, Internal Audit Intern
Michael Shane Jennings, Manager IT ERP Systems
Lawrence Brew, Director Brentwood Bus Operations
John Wagner, Director Research Institute
Jonathan Frederick, Director Accounting & Budget
Kelly Schneider, Manager Procurement Support
Yodit Teklu, Associate Project Manager St. Louis Regional Freightway

Julianne Stone, Vice President Strategic Initiatives
Maureen Williams, Planner
Ken Franklin, Vice President Government Relations & Policy Initiatives
Umesh Sharma, ERP Analyst, III

Others in Attendance

None

1. Call to Order

8:00 a.m. Chairman Buehlhorn called the Open Session Operations Committee Meeting to order at 8:00 a.m.

2. Roll Call

8:00 a.m. Roll call was taken.

3. Public Comment

8:01 a.m. There was no public comment.

4. Employee Recognition, Outstanding Employees Doing Outstanding Things

8:01 a.m. Ray Friem, Executive Director Metro Transit, stated that as part of the Metro program to recognize "Outstanding Employees Doing Outstanding Things", two employees were being honored, Keith Gordon and Maureen Williams. Keith Gordon, a MetroBus Operator, was on his route, and came across a naked child wandering unattended in the streets. Mr. Gordon took the child into custody and called the police. An adult, who claimed to be the child's parent, approached him, however under the circumstances, the child remained in Mr. Gordon's custody until such time as 911 dispatch confirmed it was safe to return the child to the person claiming to be the parent. Due to the quick actions and good judgment of Mr. Gordon, this child was kept out of harm's way and was safely returned to the parent. Lawrence Brew, Director Brentwood Bus Operations, presented a proclamation of appreciation to Mr. Gordon. Maureen Williams, a Metro Planner, while on the MetroLink system, noticed that a passenger appeared to be in severe distress and was unresponsive. Ms. Williams immediately notified the appropriate authorities to dispatch paramedics. Additionally, Ms. Williams was able to obtain information from a contact found in the passenger's cell phone who provided crucial information that was relayed to the paramedics and that resulted in a successful rescue for this passenger. Jessica Mefford-Miller, Chief Transit Planning & System Development, presented Ms. Williams with a proclamation of appreciation.

5. Minutes from October 18, 2016 Operations Committee

8:06 a.m. The October 18, 2016, Open Session Operations Committee Meeting minutes were provided in the Committee packet. A motion to approve the minutes was made by Commissioner Holman and seconded by Commissioner Buehlhorn. **Motion passed unanimously.**

6. Contract Award: The Harlan Company for the Rehabilitation of Elevators at Four MetroLink Stations

8:07 a.m. The briefing paper regarding the Contract Award to The Harlan Company for the rehabilitation of elevators at four MetroLink Stations was provided in the Committee packet. Larry Jackson, Executive Vice President for Administration, provided a brief overview, stating that there are a number of elevators on the alignment, particularly in the Phase I installations that

need rehabilitation. An RFP was issued September 8, 2016, and only one bid was received, which was from The Harlan Company. As a result of receiving only one response, the bid was converted to a negotiated procurement. Management's recommendation is for the Committee to approve and forward to the Board for approval the contract award to The Harlan Company. A motion was made by Commissioner Brown and seconded by Commissioner Holman to approve this agenda item as presented in the briefing paper and forward to the Board for final approval. **Motion passed unanimously.**

7. **Contract Award for Enterprise Asset Management System Software and Implementation**
8:09 a.m. The briefing paper regarding the contract award for Enterprise Asset Management System Software and Implementation was provided in the Committee packet. Ray Friem, Executive Director Metro Transit, provided a brief overview. As part of the requirements of the Moving Ahead for Progress in the 21st Century (MAP-21) and the new FTA formula-based program, State of Good Repair Grants (SGR), transit agencies are required to develop a Transit Asset Management Plan (TAM). Bi-State Development (BSD) initiated the TAM program in May 2014, to achieve "Total Asset Visibility" and asset management tools to promote better management of safety-related public transportation capital assets. As part of this project, an application to link inspection reports and other maintenance activities to a Geographic Information System (GIS) tool was implemented to provide a complete history of every transit asset. Based on the findings of Phase I and Phase II of this project, the need for a more enhanced Enterprise Asset Management (EAM) was identified. An RFP was issued on August 31, 2016, and five (5) proposals were received. The highest ranking firm withdrew their proposal and the second highest ranking firm was selected. Management's recommendation is for the Committee to approve and forward to the Board for approval a contract with Trapeze Software Group, Inc. A motion was made by Commissioner Holman and seconded by Commissioner Brown to approve this agenda item as presented in the briefing paper and forward to the Board for final approval. **Motion passed unanimously.**

8. **1st Quarter Operations Report and Capital Projects Update**
8:12 a.m. The 1st Quarter Operations Report and Capital Projects Update was provided in the Committee packet. Ray Friem, Executive Director Metro Transit, provided a brief overview. Transit Operations Department expenses were below the FY2017 budget and the FY2016 actual. System revenue fell below budget expectations. Ridership is down across the system; valid security complaints are up over FY2016; and On-Time Performance (OTP) improved for MetroLink and Call-A-Ride over the first quarter of FY2016. MetroBus maintained its better than 91% OTP for the quarter. The Call Center continues to have significantly less call volume since the introduction of real time information apps to the public; but the percentage of calls answered increased as a result. The call volume has dropped significantly and an evaluation of the Center is planned to determine if there are opportunities to better serve our riding customers. Mr. Friem also discussed Service Levels Snapshot highlighting the Planning Department Schedule Performance Comparison, Elevator/Escalator Availability and Key Capital Project Status as of January 3, 2017.

9. **Unscheduled Business**
8:30 a.m. There was no unscheduled business.

10. Call of Dates for Future Committee Meetings

8:31a.m. The Committee was advised of upcoming meetings as follows:

Audit, Finance & Administration Committee:	Friday, January 27, 2017, 8:00 a.m.
Board Meeting:	February 24, 2017, 8:00 a.m.
Operations Committee:	Tuesday, March 21, 2017, 8:00 a.m.

11. 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, 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).

8:31 a.m. Pursuant to the requirements of Bi-State Development Board Policy, Chapter 10, Section 10.080(D); (1); (2); (7); (16); and (17), Chairman Buehlhorn requested a motion to allow the Committee to go into closed session. A motion to go into Executive Session was made by Commissioner Brown and seconded by Commissioner Holman. A roll call vote was taken and the Commissioners present, Buehlhorn, Brown and Holman voted to approve this agenda item. **Motion passed unanimously, and the Open Session meeting was adjourned at 8:31 a.m.**



Deputy Secretary to the Board of Commissioners
Bi-State Development

**BI-STATE DEVELOPMENT
AUDIT, FINANCE & ADMINISTRATION COMMITTEE MEETING
OPEN SESSION MINUTES
JANUARY 27, 2017**

Committee Members in Attendance

Missouri

Constance Gully Chair (present @ 8:05 a.m.)
Vernal Brown
Vince Schoemehl (via phone @ 8:17 a.m.)

Illinois

David Dietzel (absent)
Jeffrey Watson (absent)

Other Commissioners in Attendance

None

Staff in Attendance

John Nations, President & CEO
Barbara Enneking, General Counsel and Deputy Secretary
Shirley Bryant, Certified Paralegal
Jim Cali, Director of Internal Audit
Ray Friem, Executive Director Metro Transit
Larry Jackson, Executive Vice President for Administration
Kathy Klevorn, Sr. Vice-President and Chief Financial Officer
Barbara Georgeff, Director of Executive Services
Brenda Krieger, Executive Assistant
Mark Vago, Controller
Tammy Fulbright, Director, Treasury Services
Kent Swagler, Director Corporate Compliance and Ethics
Mandi Myers, Compliance & Ethics Analyst & Training Specialist, Part-Time
Angela Staicoff, Internal Auditor
Kelli Fitzpatrick, Internal Auditor, Part-Time
Amy Olden, Internal Audit Intern
Gary Smith, Internal Audit Intern
Kerry Kinkade, Vice President Chief Information Officer
Karl Tyminski, Internal Auditor, Part-Time
Charles Stewart, Vice President Pensions & Insurance
Virginia Alt-Hildebrandt, Manager, Administrative Services
Kelly Schneider, Manager Procurement Support
David Toben, Director Benefits
Jerry Vallely, External Communications Manager
Maryanne Coley, Manager Benefits
John Wagner, Director Research Institute
Jonathan Frederick, Director Accounting & Budget
Kathy Brittin, Director Risk Management, Safety & Claims
Michael Gibbs, Accountant Business Enterprise

Others in Attendance

None

1. **Call to Order**

8:05 a.m. Chair Gully called the Open Session Audit, Finance and Administration Committee Meeting to order at 8:05 a.m.

2. **Roll Call**

8:05 a.m. Roll call was taken.

3. **Public Comment**

8:05 a.m. There was no public comment.

4. **Finance and Administration Committee Open Session Minutes: August 28, 2016**

8:06 a.m. The August 28, 2016, Open Session Finance and Administration Committee Meeting minutes were provided in the Committee packet. A motion to approve the minutes was made by Commissioner Brown and seconded by Commissioner Gully. **Motion passed unanimously.**

5. **Audit Committee Open Session Minutes: October 21, 2016**

8:06 a.m. The October 21, 2016, Open Session Audit Committee Meeting minutes were provided in the Committee packet. A motion to approve the minutes was made by Commissioner Brown and seconded by Commissioner Gully. **Motion passed unanimously.**

6. **1st Quarter Financial Statements**

8:07 a.m. The 1st Quarter Financial Statements were provided in the Committee packet. Mark Vago, Controller, and Jonathan Frederick, Director Accounting & Budget, provided an overview. Historically the narrative focused on performance indicators, and revenues/expenses. A section has been added entitled "Fast Facts" that includes non-cash events, new hires, new systems, key meetings, and financial data. Bi-State Development Agency (BSD) total assets were \$1.47 billion, which is a slight increase over FY16. The combined statement of revenues and expenses by unit shows income or loss before depreciation of \$8.8 million for the 1st quarter FY17, compared to \$6.4 million for the 1st quarter FY16. Executive Services added two new employees, Ken Franklin, Vice President of Governmental Relations and Policy Initiatives; and Julianne Stone, Vice President of Strategic Initiatives. Income before depreciation was \$302.6 thousand, total revenue was \$1.1 million, and total expenses was \$821.7 thousand, all of which were down from the 1st quarter FY16. The Gateway Arch ongoing construction has shifted ticket sales to the Old Courthouse and a ticket booth near the Arch entrance resulting in increased expenses for additional staff. The Arch is currently closed and is scheduled to open in early March. Income before depreciation was \$1 million; total revenue was \$2.8 million, an increase of \$775.6 thousand over FY16. The Federal Transit Administration (FTA) acknowledged Metro as a model for transit asset management, specifically highlighting Metro as a case study in the July 26 *Federal Register*. BSD announced a partnership with the Southwestern Illinois Development Authority (SWIDA) and Bywater Development Group for a \$10.5 million affordable senior living development adjacent to the Swansea MetroLink station in Swansea, Illinois. Metro's income before depreciation of \$7.0 million; total revenue of \$75.3 million; and total expenses of \$68.3 million were all down compared to the 1st quarter of FY16. The decrease is due to a combination of reasons which include

anticipated maintenance, ongoing security issues, custodial services, and fuel prices. The St. Louis Downtown Airport is slated to receive an FAA Safety Improvement Grant for taxiway rehabilitation. The airport also hosted a Legacy Flight Academy which offers a flight orientation program aimed at fostering an interest in aerospace careers among minority youth. Income loss before depreciation was \$38.4 thousand, unfavorable compared to net income of \$55.8 thousand last year. Total revenue was \$384.3 thousand, an increase over FY16. Total expenses of \$422.7 thousand, an increase of \$115,000 over FY16 primarily due to increase in legal and consultant fees. The Riverfront Attractions revenue has more than doubled due to the lack of flood days in July and August that plagued the riverboats in FY15. The riverboats are currently closed and are scheduled to reopen in early March. Total income before depreciation was \$499.9 thousand; total revenue was \$1.3 million compared to \$582.2 thousand last year. Total expenses were \$822.6 thousand compared to \$572.4 thousand last year; and the increased expenses were mainly due to normal operating cost. Mary Lamie, Executive Director of St. Louis Regional Freightway (the "Freightway"), has been very busy building the foundational network required to ensure a strong business going forward. The networking included meeting with the U.S. Department of Transportation Federal Highway Administrator and the CEO of the Port of New Orleans. Freightway showed a net income loss of \$60,000; total revenue of \$63.3 thousand received from East West Gateway Council of Government (EWGCG) and Leadership Council of Southwestern Illinois; and total expenses of \$123.3 thousand that mainly consist of consulting and wage expenses.

****Commissioner Schoemehl joined via phone at 8:17 a.m.**

The Bi-State Development Research Institute, in partnership with St. Louis County, received approximately an approximately \$1 million grant to operate mobile clinics in the St. Louis area. The Institute showed a net income loss of \$41.5 thousand; total revenue of \$429; and total expenses of \$41.9 thousand. The majority of expenses were for services and materials related to the completion of the Missouri Health Foundation grant, which closed this fiscal quarter. Arts-In Transit dedicated a mural by Catherine Magel and Con Christeson named *Vehicle, Destination, Imagination* at the Forest Park-DeBaliviere MetroLink Station. Net income loss was \$27.8 thousand; total revenue was \$32,000; and total expenses were \$4.2 thousand. The Self-Insurance Fund had a combined net loss of \$97.9 thousand. This report was informational only, and no further Committee action was required. A copy of this report will be kept at the office of the Deputy Secretary.

7. 1st Quarter Performance Indicators

8:20 a.m. The 1st Quarter Performance Indicators was provided in the Committee packet. Mark Vago, Controller provided a brief overview. Take-offs and landing at the St. Louis Downtown Airport are up 30%. The number of Riverboat passengers for the 1st quarter FY17 was up 82% and resulted in \$53,000 compared to \$29,000 in FY16. The number of cruises was 442 compared to 247 last year. Arch Tram passenger ridership was approximately 283,000 for the 1st quarter FY17 compared to 313,000 last year. In the 1st quarter FY17, Transit had 11.1 million boardings compared to 12.1 million in 2016 and 12.9 million in 2015. Overall ridership is down 8.4%, MetroBus is down 9.7% and MetroLink is down 6.2%. The average fare ending FY16 was at \$1.08 and for the 1st quarter of FY16 it was at \$1.09; the average fare for the 1st quarter of FY17 is \$1.04. Some additional discussion followed regarding strategies to improve ridership. This report was informational only and no additional Committee action was required. A copy of this report will be kept at the office of the Deputy Secretary.

8. November Treasury Report

8:27 a.m. The November 30, 2016, Treasury Report was provided in the Committee packet. Tammy Fulbright, Director Treasury Services, provided a brief overview. In November, Bi-State directed \$212 million in cash and investments. In the last quarter of FY16, money market reform basically changed prime money markets in three ways. One of which was changing net asset value and how it was calculated, so that instead of valuing assets at cost, it was valued at market. By actually calculating it by market price there was more potential for change in the amount, potentially creating a risk for principal loss. Additionally, in times of distress, prime funds could charge a fee if you took your money out of the funds; and a gate was added providing more time to redeem funds when you requested them. These issues of both principal loss and liquidity resulted in BSD moving out of prime money market funds into U.S. Treasury and U.S. Government Agency securities. The Fed declined to increase rates in November, but did vote to raise the federal funds rate 25 basis points in December. The Fed anticipates three more rate hikes in 2017. This report was for informational purposes only and no further Committee action was required. A copy of this report will be kept at the office of the Deputy Secretary.

9. 1st Quarter Procurement Report

8:30 a.m. The 1st Quarter Procurement Report was provided in the Committee packet. Larry Jackson, Executive Vice President for Administration, provided a brief overview. The non-competitive procurement trend for the quarter was at 11.3%, and for the last twelve (12) months the Agency was under its 10% goal at 8.6%. This report was for informational purposes only and no further Committee action was required. A copy of the report will be kept at the office of the Deputy Secretary.

10. Treasury-Safekeeping Quarterly Accounts Audit – Ending September 30, 2016

8:30 a.m. The briefing paper regarding the Treasury-Safekeeping Quarterly Accounts Audit – ending September 30, 2016, was provided in the Committee packet. Jim Cali, Director of Internal Audit, provided a brief overview. In accordance with Board Policy Chapter 30, the Internal Audit Department (**IAD**) is tasked with the responsibility to review the custodians that are maintaining Agency safekeeping accounts and confirm the balances. For the 3rd quarter ending September 30, the Agency had \$74.5 million in U.S. Treasury and/or government agency securities held in safekeeping accounts. IAD's review of these accounts showed that the custodians have properly accounted for all of the funds, and the balances reflected on the Treasury's report have been fairly stated in accordance with GASB No. 72 *Fair Value Measurement and Application*.

11. Internal Audit Status Report – 2nd Quarter FY17

8:31 a.m. The briefing paper regarding the Internal Audit Status Report – 2nd Quarter FY17 was provided in the Committee packet. Jim Cali, Director of Internal Audit, provided a brief overview. In accordance with Board Policy Chapter 30, IAD prepared the Internal Audit Status Report to show audit activity for the 2nd Quarter of FY17. IAD has worked on a number of audits and issues that will be discussed under Agency Item #12, Internal Audit Follow-Up Summary. During this period BKD, a certified public accounting firm, was engaged to conduct an audit of the health insurance claims through the Agency's self-funded health insurance program. BKD has completed their review of the claims from Cigna and Delta Dental, and in January they began their review of the claims for Express Scripts, the Agency's pharmacy benefit manager. A chart was provided that details all the audits that are underway and the hours spent by IAD and the contract auditors from BKD. The results of the health insurance self-insured audit is expected to be completed and a draft report prepared by BKD by the next Audit, Finance & Administration Committee meeting. This

report was informational only, and no additional Committee action was required. A copy of the report will be kept at the office of the Deputy Secretary.

12. Internal Audit Follow-Up Summary – 1st Quarter FY17

8:36 a.m. The briefing paper regarding the Internal Audit Follow-Up Summary – 1st Quarter FY17 was provided in the Committee packet. Jim Cali, Director of Internal Audit, provided a brief overview. In accordance with Board Policy Chapter 30, IAD was tasked with doing follow-up summaries on all of the audits that have been completed. The follow-up is probably the most important part of the audit process in making sure that management completes the implementation plan for any kind of corrective action that came out of the report. During this period, the 1st Quarter of FY17, IAD was tracking 115 recommendations and 79 were closed out during this quarter. At this point, there are no outstanding items that are overdue. This report was informational only, and no further Committee action was required. A copy of this report will be kept at the office of the Deputy Secretary.

13. 401(k) Plan Audit Update

8:34 a.m. The briefing paper and attachment regarding the 401(k) Plan Audit Update were provided in the Committee packet. Charles Stewart, Vice President Pension and Insurance, provided a brief overview. All audits are up to date, an audit report was issued by Mayer, Hoffman, McCann for the period ending December 31, 2015, and it was a clean audit opinion. Everything identified in terms of management issues were taken care of during the course of the audit. The 401(k) asset balance as of December 31, 2015 was approximately \$40 million. At the next Audit, Finance & Administration Committee meeting, investment performance updates will be presented. This report was informational only and no further Committee action was required. A copy of this report will be kept at the office of the Deputy Secretary.

14. 2016 Pension Valuations Update

8:38 a.m. The briefing paper and attachments regarding the 2016 Pension Valuations update were provided in the Committee packet. Charles Stewart, Vice President Pension and Insurance, provided a brief overview. Milliman has issued Valuation Reports for FY16 for the three pension plans. As of June 1, 2016, the funded ratio for the Salaried Pension Plan was 71.3% with an unfunded liability of \$24 million. As of April 1, 2016, the funded ratio for the IBEW pension plan was 86.7% and the unfunded liability was \$620,046. As of April 1, 2015, the funded ratio for the Local 788, ATU Pension Plan was 59.9% with an unfunded liability of \$82 million. The salaried pension plan funding ratio was reduced from 78.3% to 71.3% and the reasons are as follows: 1) The salaried compensation plan was changed for salaried individuals; and there were significant raises during this period, that impacted the funding; 2) the actuary rate of return assumed by the actuaries was reduced from 7.5% to 7%, which actually reflected the reality of what the pension plans were earning with their investments. During that period of time, there was a reduction in earnings on plan assets. The recommended contribution for the salaried plan was increased by \$1 million. The \$3.6 million is the company contribution and does not include the 3% the employees, who are still in the plan, are contributing, which is approximately \$500,000 to \$600,000. Although there were changes, there is no real concern about the future of this plan.

The IBEW Pension Plan is by far the best funded plan. Their funding ratio increased from 86.5% to 86.7%. The new January 1, 2014 IBEW contract included an extra \$47.05 per week to be added to this fund in order to bring it to 100% and this is the second year of that increase. The weekly contributions also increased based on this valuation. The IBEW is a very stable plan at this time with a very stable population. This is the best of the three plans we now operate.

The ATU 788 Combined Plan valuation went up from 59.6% to 59.9% because of the actuary valued assets. There is a smoothing process that takes place in terms of valuing the assets by the actuary versus the market value of the assets. The weekly contribution recommended by the actuary went from \$161 to \$165 per week and that is distributed 70-30 between the company and the employees. Over the last three or four years the trustees for the ATU 788 plan have always recommended a higher contribution level. They recognize that there are problems with their plans, so although the actuary recommended \$165.65, the trustees voted on a rate of \$175. There are now new ATU 788 trustees that were recently voted in based on the union elections that took place in December 2016. The first meeting is in February and we look forward to working with those new trustees.

The Pension Committees went out for bid for new auditors. Mayer, Hoffman, McCann has done audits for both the pension plans and the 401(k) plan since 2016. The selection committee will recommend to the Pension Committees in February that we continue with Mayer, Hoffman, and McCann. This report was informational only, and no further Committee action was required. A copy of this report will be kept at the office of the Deputy Secretary.

15. Compliance and Ethics “State of the Agency”

8:45 a.m. The briefing paper and the Compliance and Ethics “State of the Agency” report were provided in the Committee packet. Kent Swagler, Director of Corporate Compliance and Ethics, provided a brief overview. The presentation provided the current state of the Agency with respect to meeting its documented compliance requirements for calendar year 2016. Current status of compliance and ethics programs, initiatives, and training programs were also discussed. Compliance status and results of division reviews across the entire Agency were also presented. This report was informational only, and no further Committee action was required. A copy of the report will be kept at the office of the Deputy Secretary.

16. Unscheduled Business

8:55 a.m. There was no unscheduled business.

17. Call of Dates for Future Committee Meetings

8:56 a.m. The Board was advised of the upcoming meetings, as follows:

Board Meeting:	Friday, February 24, 2017, 8:00 a.m.
Operations Committee:	Tuesday, March 21, 2017, 8:00 a.m.
Audit, Finance & Administration Committee:	Friday, March 24, 2017, 8:00 a.m.

18. Adjournment to Executive Session

8:57 a.m. 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, 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).

Pursuant to the requirements of Section 10.080 (D) (6), (9), (10), (11), and (17) of the Bi-State Development Board Policy, Chapter 10, Section 10.080, Chair Gully requested a motion to allow the Committee to go into closed session. A motion to go into Executive Session was made by Commissioner Brown and seconded by Chair Gully. A roll call vote was taken and the Commissioners present, Brown, Gully and Schoemehl voted to approve this agenda item. **Motion passed unanimously, and the Open Session meeting was adjourned at 8:57 a.m.**



Deputy Secretary to the Board of Commissioners
Bi-State Development

Open Session Item

9(a)

**Bi-State Development
Board of Commissioners
Agenda Item
February 24, 2017**

From: John M. Nations, President and CEO
Subject: **Contract Award to The Harlan Company for the Rehabilitation of Elevators at Four MetroLink Stations**
Disposition: Approval
Presentation: Raymond A Friem, Executive Director Metro Transit; Larry Jackson, Executive Vice President of Administration; Scott Grott, Chief MetroLink Operations

Objective:

To present to the Board of Commissioners for approval, a request to award a contract to The Harlan Company for the rehabilitation of elevators at four MetroLink Stations.

Committee Disposition:

This item was presented and discussed at the Operations Committee meeting on January 20, 2017. The Committee voted to recommend that the Board of Commissioners approve the request to award a contract to The Harlan Company for the rehabilitation of elevators at four MetroLink stations.

Board Policy:

Board Policy *Chapter 50.010, Section E.1.b.*, requires that the Board of Commissioners shall approve Non-Competitive Procurements which exceed \$100,000.00.

Funding Source:

The funding sources for services to rehabilitate the elevators are Federal Transit Administration (FTA) Grant number MO-54-0001 and St Louis City and County sales tax receipts.

Background:

The original MetroLink system began operation in 1993. MetroLink stations on the original alignment have elevators that require extensive overhaul due to the severe working conditions these elevators must endure. Over the years, the corrosive environment has accelerated deterioration of components. The focus of this project is to upgrade these elevators to current standards and address issues that extend beyond the scope of the current elevator and escalator maintenance contract.

Previously, Bi-State Development Agency (**BSD**) hired a professional elevator consultant to survey the elevators, deliver recommendations and a probable cost estimate to increase the useful life twenty years. Based on the recommendations of the consultant, BSD proceeded into design phase and procured Ross & Baruzzini to prepare technical specifications for construction to upgrade the elevators.

Analysis:

Solicitation No. 17-SB-103454-CB for the rehabilitation of subject elevators was issued September 8, 2016. The Sealed Bid was advertised in BSD's iSupplier Portal, BSD's web-based communication tool structured to allow bidders full and open access to view, communicate, and submit bids on active solicitations. Forty (40) companies were invited to participate and were provided an electronic copy of the solicitation.

On October 27, 2016, one bid was received from The Harlan Company. In accordance with FTA and BSD's policy, a query was conducted of all companies on the bidder's list to determine why only one bid was received. Reasons for not bidding were primarily under-estimation of the trades involved in the project and obtaining subcontractor pricing.

The original bid is listed below:

The Harlan Company Bid	Independent Cost Estimate
\$2,799,400	\$2,400,000

Since only one bid was received, the bid was converted to a negotiated procurement. The bid received exceeded the budgeted amount and independent cost estimate. BSD proceeded with negotiations with The Harlan Company, which resulted in deletion of two locations from the Scope of Work.

The deleted elevators consisted of:

- North Hanley Garage (Elevator is less than half the age of the Phase 1 elevators).
- Central West End (Current design activity for the Boyle Avenue/Central West End MetroLink Station Design will likely result in a new elevator).

BSD received a revised cost proposal from The Harlan Company, for the remaining elevators, which included Arch-Laclede's Landing, Convention Center, 8th & Pine and Union Station.

The revised cost is listed below:

The Harlan Company Bid	Independent Cost Estimate
\$2,145,450 (Revised)	\$2,171,319 (Revised)

Cost and pricing data is being obtained from The Harlan Company that will verify and evaluate the accuracy and allowed cost.

In addition, The Harlan Company's revised cost proposal is less than the Engineer's Estimate after deletion of the North Hanley and Central West End locations and considered fair and reasonable.

Board of Commissioners
Contract Award to The Harlan Company
Rehabilitation of Elevators at Four MetroLink Stations
February 24, 2017
Page 3

Board Action Requested:

Approval by the Board of Commissioners to authorize the President & CEO to award a single bid contract to The Harlan Company in the amount of \$2,145,450 for construction services to rehabilitate the MetroLink Elevators. The contract period shall not exceed twenty-four months.

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
APPROVING THE AWARD OF CONTRACT TO THE HARLAN COMPANY FOR
THE REHABILITATION OF ELEVATORS AT FOUR METROLINK STATIONS**

PREAMBLES:

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

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

Whereas, Board Policy Chapter 50, §50.010(a)(8) and §50.010(E)(1)(b), requires Board approval of all Non-Competitive ("sole source" or "single bid") Procurements exceeding \$100,000; and

Whereas, this Project is funded through FTA grant MO-54-0001 and St. Louis City and St. Louis County sales tax revenues; and

Whereas, the original MetroLink system began operation in 1993 and MetroLink stations on the original alignment have elevators that require extensive overhaul due to the severe working conditions and the corrosive environment; and

Whereas, BSD hired a professional elevator consultant to survey the elevators, deliver recommendations and a probable cost estimate to increase the useful life twenty years. Based on the recommendation BSD proceeded into a design phase and procured technical specifications for the construction to upgrade the elevators; and

Whereas, on September 8, 2016, BSD issued Solicitation NO. 17-SB-103454-CB for the rehabilitation of the elevators and forty (40) companies were invited to participate. Only one bid was received from The Harlan Company. Since only one bid was received the bid was converted to a negotiated procurement; and

Whereas, the four elevators for rehabilitation are MetroLink stations: Arch-Laclede's Landing, Convention Center, 8th and Pine and Union Station; and

Whereas, it is feasible, necessary and in the public interest for the Agency to approve the award of a sole source contract to The Harlan Company, in the amount of \$2,145,450 for construction services to rehabilitate the four MetroLink station elevators with a contract period not exceeding twenty-four months, in accordance with the terms and conditions described herein.

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

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

Section 2. Approval of the Sole Source Contract. The Board of Commissioners hereby approves the award of a sole source contract to The Harlan Company, in the amount of \$2,145,450 for construction services to rehabilitate the four MetroLink station elevators with a contract period not exceeding twenty-four months, under and pursuant to this Resolution and the Compact for the authorized Agency purposes set forth in the preambles hereof and subject to the conditions hereinafter provided

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

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

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

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

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

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

ADOPTED by the Board of Commissioners of The Bi-State Development Agency of the Missouri-Illinois Metropolitan District this 24th day of February, 2017.

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

By _____
Title _____

[SEAL]

ATTEST:

By _____
Deputy Secretary to the Board of Commissioners

Open Session Item

9(b)

**Bi-State Development
Board of Commissioners
Agenda Item
February 24, 2017**

From: John M. Nations, President and CEO
Subject: **Contract Award to Trapeze Software Group, Inc. for Enterprise Asset Management System Software and Implementation**
Disposition: Approval
Presentation: Raymond A. Friem, Executive Director of Metro Transit; Larry Jackson, Executive Vice President of Administration; Darren A. Curry, Chief Mechanical Officer

Objective:

To present to the Board of Commissioners for approval, a request to enter into a contract with Trapeze Software Group, Inc. to provide an enterprise asset management system software and implementation for a two-year period in a not to exceed amount of \$3,000,000.

Committee Disposition:

This item was presented and discussed at the Operations Committee meeting on January 20, 2017. The Committee voted to recommend that the Board of Commissioners approve the request to enter into a contract with Trapeze Software Group, Inc. to provide an enterprise asset management system software and implementation.

Board Policy:

Pursuant to Board Policy, *Chapter 50, Section 50.010 Procurement and Contract Administration, (E) Award Authority, 1.a*, the Board of Commissioners must approve Competitive Negotiation Procurements which exceed \$500,000.

Funding Source:

The funding sources for software and implementation services are Federal Transit Administration (FTA) Grant number MO-04-0130, MO-90-X296 and St Louis City and County sales tax receipts.

Background:

The Moving Ahead for Progress in the 21st Century Act (P.L. 112-141) (MAP-21), which was signed into law by President Obama on July 6, 2012, is intended to create a streamlined, performance-based, and multimodal program to address the many challenges facing the U.S. transportation system. These challenges include improving safety, maintaining infrastructure condition, reducing traffic congestion, improving efficiency of the system, freight movement, protecting the environment, and reducing delays in project delivery.

As part of the MAP-21, a new FTA formula-based funding program, State of Good Repair (**SGR**) Grants, has been developed to provide dedicated funding to repair and maintain the nation's rail infrastructure. To be eligible for these funds, transit agencies will be required to develop a Transit Asset Management Plan.

Bi-State Development (**BSD**), in support of the SGR Program, initiated the Transit Asset Management Program in May 2014, which was designed to achieve "Total Asset Visibility" and provide asset management tools that will promote better management of safety-related public transportation capital assets. Specifically, the project would ensure that BSD's systems would permit our senior management to leverage data contained in our maintenance/material management systems to build asset inventories for higher-level analysis to optimize investments in urban rail/bus capital assets. In addition, applications capable of linking inspection reports and other maintenance activities to an innovative Geographic Information System (**GIS**) driven tool which results in a complete history of every transit asset would be implemented.

In October 2014, Bi-State Development awarded a contract to Four Nines Technologies for the first phase of the project, to perform an assessment of BSD's current capabilities and systems, identifying processes, roles and applications related to asset management, financial planning, and GIS.

Based on findings of Phase I, which included a need for more enhanced asset management applications, a contract for Phase II of the project was awarded to Four Nines Technologies to perform the following tasks:

- Gather Enterprise Asset Management (**EAM**) application requirements based on BSD current and future needs.
- Develop a Statement of Work for implementation of EAM business requirements.
- Facilitate RFP evaluation and final selection of EAM software.

Analysis:

On August 31, 2016, Bi-State Development issued Solicitation 17-RFP-103083-DR to obtain a qualified firm to provide the necessary services to implement a new software system or systems to manage their Enterprise Assets.

In response to the solicitation, five (5) proposals were received, reviewed, evaluated and scored in accordance with the technical evaluation requirements specified in the solicitation package. The evaluation criteria required that offerors include in their proposal:

- A System Checklist (showcased functionality, ease of use for reporting)
- Experience and Professional Competence
- Approach /Methodology / Project Work Plan

A consensus meeting was held with the members of the evaluation team. As a result, BSD invited all five firms to demonstrate the software capabilities their firm proposed. However, one firm withdrew their proposal prior to software demonstrations and did not receive any further consideration. The overall results consist of the consensus technical scores, software demonstration scores, and the cost scores combined. As a result, John Bean Technologies Corp. was the overall highest ranking firm.

Firm Name	Technical Consensus Score	Consensus Demonstration Score	Cost Score	Total Score
John Bean Technologies	183.00	47.10	150.00	380.10
Trapeze	195.50	51.80	88.27	335.57
Accenture	184.00	50.20	31.64	265.84
Computer Science Corp.	156.50	40.30	16.30	213.10

BSD requested clarifications from the top ranking firm, John Bean Technologies (**JBT Corp.**), regarding a mistake in their proposal; after careful consideration, JBT withdrew their proposal. Therefore, BSD requested a “Best and Final Offer” from the second highest ranking firm whose score was within competitive range of being selected for award.

Board Action Requested:

Approval by the Board of Commissioners to authorize the President & CEO to enter into a contract with the second highest ranking firm, Trapeze Software Group, Inc., whose proposal is most advantageous to BSD, with price and other factors considered, in a not to exceed amount of **\$3,000,000**, to provide an enterprise asset management system software and implementation.

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
APPROVING THE AWARD OF CONTRACT TO TRAPEZE SOFTWARE
GROUP INC. FOR ENTERPRISE ASSET MANAGEMENT SYSTEM
SOFTWARE AND IMPLEMENTATION**

PREAMBLES:

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

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

Whereas, Board Policy Chapter 50, §50.010(a)(2) and §50.010(E)(1)(a), requires Board approval of Competitive Negotiation Procurements exceeding \$500,000; and

Whereas, this Project is funded through FTA grant MO-04-0130, MO-90-X296 and St. Louis City and St. Louis County sales tax revenues; and

Whereas, as part of MAP-21, a new FTA formula-based funding program, State of Good Repair Grants have been developed to provide dedicated funding to repair and maintain the nation’s rail infrastructure. In order to be eligible for these grant funds, transit agencies will be required to develop a Transit Asset Management Plan; and

Whereas, an assessment of BSD’s current capabilities and systems, identifying processes, roles and applications related to asset management was conducted and the assessment determined that BSD needed more enhanced enterprise asset management applications; and

Whereas, on August 31, 2016, BSD issued Solicitation NO. 17-RFP-103083-DR to obtain a qualified firm to provide the necessary services to implement a new software system or systems to manage enterprise assets. Five proposals were received, reviewed, evaluated and scored in accordance with the technical evaluation requirements specified in the solicitation package. One firm withdrew its proposal prior to software demonstration and one firm withdrew its proposal after it was discovered that there was a mistake in its proposal; and

Whereas, from the remaining proposers BSD selected the highest ranking firm, Trapeze Software Group, Inc., whose proposal was most advantageous to BSD, with price and other factors considered; and

Whereas, it is feasible, necessary and in the public interest for the Agency to approve the award to Trapeze Software Group, Inc., for enterprise asset management system software and implementation in a not exceed amount of \$3,000,000, in accordance with the terms and conditions described herein.

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

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

Section 2. Approval of the Contract. The Board of Commissioners hereby approves the award to Trapeze Software Group, Inc., for enterprise asset management system software and implementation in a not exceed amount of \$3,000,000, under and pursuant to this Resolution and the Compact for the authorized Agency purposes set forth in the preambles hereof and subject to the conditions hereinafter provided

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

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

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

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

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

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

ADOPTED by the Board of Commissioners of The Bi-State Development Agency of the Missouri-Illinois Metropolitan District this 24th day of February, 2017.

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

By _____
Title _____

[SEAL]

ATTEST:

By _____
Deputy Secretary to the Board of Commissioners

Open Session Item

10

**Bi-State Development
Board of Commissioners
Agenda Item
February 24, 2017**

From: John M. Nations, President and Chief Executive Officer
Subject: **Compliance and Ethics “State of the Agency”**
Disposition: Information
Presentation: Kent W. Swagler, Director of Corporate Compliance and Ethics

Objective:

To update the Board of Commissioners on the “State of the Agency” for Bi-State Development’s (BSD) Corporate Compliance and Ethics requirements and programs.

Committee Disposition:

This item was presented and discussed at the Audit, Finance & Administration Committee Meeting on January 27, 2017, and will be presented to the Board of Commissioners on February 24, 2017, for information only.

Board Policy:

Chapter 100 Compliance Program. Although not required by a specific Board Policy, best practice dictates that the Director of Corporate Compliance and Ethics provide an annual update on the status of compliance and ethics requirements, issues, and programs.

Funding Source:

Funding is provided through operating funds.

Background:

The enclosed presentation will provide the current state of the Agency with respect to meeting its documented compliance requirements for calendar year 2016. Current status of compliance and ethics programs, initiatives, and training programs will also be presented.

Analysis:

Analysis to be presented will include compliance requirements status and results of division reviews across the entire agency.

Board Action Requested:

None. This item is for information only.

Attachment:

1. Compliance and Ethics “State of the Agency” presentation as of December 31, 2016.

Open Session Item 10
Attachment



BI·STATE
DEVELOPMENT

Corporate Compliance & Ethics “State of the Agency” Report

As of December 31, 2016

Kent Swagler CCEP
Director, Corporate Compliance
Direct line (314) 923-3097
Cell (618) 789-5174
kswagler@bistatedev.org

Agenda

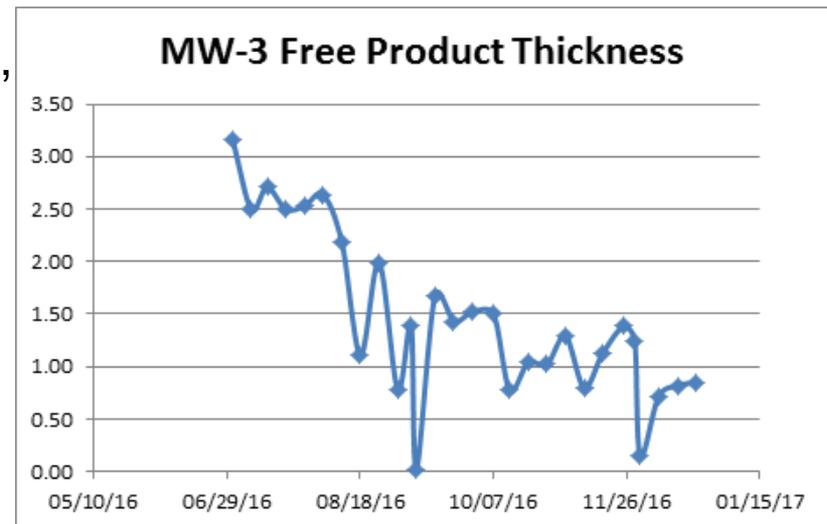
- Missouri and Illinois Bus Facility Underground Storage Tanks (UST) Update
- Consolidated Compliance Requirements Reviews
- Employee Code of Conduct Update
- Compliance and Ethics Training Program Update
- Records Retention Reviews
- Payment Card Industry (PCI) Compliance Update
- Other Accomplishments

Missouri and Illinois Bus Facility Underground Storage Tanks (UST) Update

Missouri Facilities: No additional issues since closure

Illinois Bus Facility:

- Since September 2015 tank removal, surrounding soil still being monitored and samples continue to show improvement
- Investigating better locations to further improve free product extraction
- Target final closure: May 2017



Consolidated Compliance Requirements List

Lists requirements with associated statute / regulatory references, required report status, and review status

- Requirements expanded from 250 to 343, reviews conducted annually; matrix recognized by FTA
- 2016 annual review completed; 98.8% compliant (issues identified, resolved, and closed with 4 requirements (down from 7 in 2015); all dealing with documentation updates)
- Teamed with Facility Maintenance to automatically schedule 235 facility and equipment inspections in M5
- Assisting Maintenance Division to integrate 20 policies and procedures into BSD automated policy management system
- BSD HIPAA annual self-assessment: No discrepancies

Compliance and Ethics Training Program

Completed training:

- Compliance and Ethics and Workplace Violence Prevention:
 - Salaried employees (83)
 - Arch employees (78)
 - MetroLink and Call-A-Ride Operators (32)
 - MetroBus Operators (159)
- Information Security/Records Management: 100% (68 department managers); mandatory annual refresher training conducted in May 2016
- HIPAA webinar training (a first for BSD) being conducted for all BSD employees who process employee records (190 employees)
- Completion: March 31, 2017

Compliance and Ethics Training Program

E-Learning Management System (eLMS) Initiative Update

- 2015 System Safety Office (SSO) Security Protective Measures Audit identified:
 - Several training departments exist across entire Agency:
 - MetroBus/Call-a-Ride Van, MetroLink, Mechanics; and
 - Agency-wide training (Compliance & Ethics, Safety, Emergency Management)
 - Each department that performs required training for their employees tracks this training separately
- Audit Recommendation: Corporate Compliance and Ethics Department investigate the feasibility of a centralized database to track training to ensure all training is done timely and no employee is missed

Compliance and Ethics Training Program

E-Learning Management System (eLMS) and On-line Salaried Employee Training Initiative Update

- Current Status
 - RFP released; Oracle chosen as final vendor
 - Employee Hiring, Management, and Succession Planning modules available that offer automated capabilities to HR
 - By bundling, cost per module can decrease up to 20%
 - Estimated project timeline: 6 months
 - Target Go Live: July 1, 2017

Payment Card Industry (PCI) Compliance Update

- **Project Scope:**
 - Identify / verify how Metro stores / transmits / processes payment card data
 - Identify areas of high risk (both for data breach and for compliance)
 - Identify recommended actions for closing gaps and reaching compliance
 - Complete actions for compliance: December 31, 2017
- **Current Status:**
 - Initial gap analysis completed: Immediate gaps identified, corrective actions and procedures implemented
 - 46 PCI-related policies must be created or incorporated into existing Agency policies; 26 of 46 drafts completed
 - PCI implementation requires separating PCI applications / systems on to separate computer network, setting up transaction logging / monitoring; Project on hold until IT PCI Analyst is hired

2017 QUARTERLY FINANCIAL STATEMENTS

First Quarter
Ending September 30, 2016



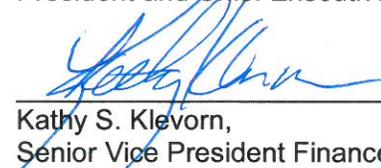
**BI·STATE
DEVELOPMENT**

Bi-State Development of the Missouri-Illinois
Metropolitan District





To: John M. Nations
President and Chief Executive Officer

From: 
Kathy S. Klevorn,
Senior Vice President Finance and CFO

Date: November 1, 2016

Subject: Bi-State Development Financial Statements – September 2016

Enclosed is the financial statement package for September 30, 2016. Results, including the analysis and financial position, are provided by operating unit. These results are *unaudited* and subject to change. The financial statements presented are not prepared in conformity with U.S. Generally Accepted Accounting Principles (U.S. GAAP). A U.S. GAAP presentation would include, among other things, revenue and expenses identified as operating or non-operating and segregated accordingly, depreciation shown as an operating expense; full disclosure of all material financial and non-financial events with accompanying footnote disclosures; and a Management Discussion and Analysis (MD&A) section.

A summary of all Bi-State Development (BSD) enterprise funds and the self-insurance funds indicate that the government wide entity has assets of \$1.47 billion and Income before Depreciation of \$8.5 million for the three months ending September 30, 2016. When analyzing BSD's financial position, the primary focus is on Income before Depreciation. The majority of the capital program is funded through Federal grants - not profits from operations; therefore, depreciation is not funded. Net Loss after Depreciation is \$10.4 million. The government wide financials are reflected on pages 3-5.

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

Table 1 below summarizes Government Wide Income (Loss) before Depreciation by entity. For the three months ended September 30, 2016, BSD has Income before Depreciation of \$8.5 million compared to a budget of \$9.2 million for a negative variance of \$0.7 million. Metro represents 83% of BSD's budget. This is the first financial quarter for the Casualty and Workers' Compensation Self-Insurance Funds. These funds, along with the Health Self-Insurance Fund, were established to track and monitor the total cost of BSD's self-insurance programs.

Table 1
Government Wide Net Income (Loss) before Depreciation

	Year-to-Date				
	Actual	Budget	Prior Year	\$ Var Bgt	\$ Var Prior Yr
Enterprise Funds					
Executive Services	\$ 302,574	\$ 239,101	\$ 325,942	\$ 63,473	\$ (23,368)
Gateway Arch Tram	1,039,951	1,549,469	555,478	(509,518)	484,473
Metro	7,044,903	7,495,424	5,379,758	(450,521)	1,665,145
St. Louis Downtown Airport	(38,424)	(25,244)	55,765	(13,180)	(94,189)
Riverfront Attractions	499,884	578,618	9,839	(78,734)	490,045
St. Louis Regional Freightway	(60,025)	(159,630)	37,779	99,605	(97,804)
BSD Research Institute	(41,477)	(13,332)	(74)	(28,145)	(41,403)
Arts In Transit, Inc.	27,811	213	26,740	27,598	1,071
Total Enterprise Funds	\$ 8,775,197	\$ 9,664,619	\$ 6,391,227	\$ (889,422)	\$ 2,383,970
Self-Insurance Funds					
Health	(174,466)	115,825	131,797	(290,291)	(306,263)
Casualty	(182,530)	(327,351)	-	144,821	(182,530)
Workers' Compensation	54,018	(243,066)	-	297,084	54,018
Total Self-Insurance Funds	\$ (302,978)	\$ (454,592)	\$ 131,797	\$ 151,614	\$ (434,775)
Total Government Wide	\$ 8,472,219	\$ 9,210,027	\$ 6,523,024	\$ (737,808)	\$ 1,949,195

Table 2 takes into account the impact of depreciation on the financial position of all enterprises resulting in a cumulative \$10.4 million loss.

Table 2
Government Wide Net Income (Loss)

	Year-to-Date				
	Actual	Budget	Prior Year	\$ Var Bgt	\$ Var Prior Yr
Enterprise Funds					
Executive Services	\$ 302,345	\$ 238,491	\$ 325,335	\$ 63,854	\$ (22,990)
Gateway Arch Tram	1,036,166	1,493,670	534,411	(457,504)	501,755
Metro	(11,575,288)	(10,853,689)	(12,393,012)	(721,599)	817,724
St. Louis Downtown Airport	(412,861)	(412,350)	(336,202)	(511)	(76,659)
Riverfront Attractions	435,033	499,764	(76,724)	(64,731)	511,757
St. Louis Regional Freightway	(60,025)	(159,630)	37,779	99,605	(97,804)
BSD Research Institute	(41,477)	(13,332)	(74)	(28,145)	(41,403)
Arts In Transit, Inc.	27,811	213	26,740	27,598	1,071
Total Enterprise Funds	\$ (10,288,296)	\$ (9,206,863)	\$ (11,881,747)	\$ (1,081,433)	\$ 1,593,451
Self-Insurance Funds					
Health	(174,466)	115,825	131,797	(290,291)	(306,263)
Casualty	(60,396)	(651)	-	(59,745)	(60,396)
Workers' Compensation	136,917	(290)	-	137,207	136,917
Total Self-Insurance Funds	\$ (97,945)	\$ 114,884	\$ 131,797	\$ (212,829)	\$ (229,742)
Total Government Wide	\$ (10,386,241)	\$ (9,091,979)	\$ (11,749,950)	\$ (1,294,262)	\$ 1,363,709

The Finance Division is available for any questions concerning the September 30, 2016 financial report.

Thank you.



BI-STATE
DEVELOPMENT
COMBINING FINANCIALS

Government Wide Net Position	3
Government Wide Statement of Activities.....	5

**Bi-State Development Agency of the
Missouri-Illinois Metropolitan District
Government Wide
Quarterly Statement of Net Position
September 30, 2016
(unaudited)**

	Enterprise Funds Total	Self-Insurance Funds Total	Total	Eliminations	Government-Wide Financial Total
Assets					
Current assets					
Cash	\$ 138,627,240	\$ 7,831,287	\$ 146,458,527	\$ -	\$ 146,458,527
Investments	128,333,364	-	128,333,364	-	128,333,364
Accounts and notes receivable	5,236,465	18,406	5,254,871	-	5,254,871
Interfund accounts receivable	-	10,943,791	10,943,791	(10,943,791)	-
Restricted accounts receivable	254,822	-	254,822	-	254,822
Federal, state and local assistance receivable	22,284,742	-	22,284,742	-	22,284,742
Materials and supplies inventory	9,276,129	-	9,276,129	-	9,276,129
Other current assets	2,883,309	814,156	3,697,465	-	3,697,465
Total current assets	<u>306,896,071</u>	<u>19,607,640</u>	<u>326,503,711</u>	<u>(10,943,791)</u>	<u>315,559,920</u>
Capital assets					
Capital assets - motorbus	376,679,520	-	376,679,520	-	376,679,520
Capital assets - paratransit	18,234,913	-	18,234,913	-	18,234,913
Capital assets - lightrail	1,603,295,396	-	1,603,295,396	-	1,603,295,396
Capital assets	64,755,621	-	64,755,621	-	64,755,621
Total capital assets	2,062,965,450	-	2,062,965,450	-	2,062,965,450
Accumulated depreciation	(1,176,844,147)	-	(1,176,844,147)	-	(1,176,844,147)
Total capital assets, net	<u>886,121,303</u>	<u>-</u>	<u>886,121,303</u>	<u>-</u>	<u>886,121,303</u>
Land	101,741,850	-	101,741,850	-	101,741,850
Construction-in-process	38,680,533	-	38,680,533	-	38,680,533
Total capital assets	<u>1,026,543,686</u>	<u>-</u>	<u>1,026,543,686</u>	<u>-</u>	<u>1,026,543,686</u>
Non-current assets					
Restricted investments	99,182,488	-	99,182,488	-	99,182,488
Deferred charges	13,275	-	13,275	-	13,275
Other non-current assets, net amort	128,029	-	128,029	-	128,029
Total non-current assets	<u>99,323,792</u>	<u>-</u>	<u>99,323,792</u>	<u>-</u>	<u>99,323,792</u>
Total assets	<u>1,432,763,549</u>	<u>19,607,640</u>	<u>1,452,371,189</u>	<u>(10,943,791)</u>	<u>1,441,427,398</u>
Deferred outflow of resources					
Deferred pension loss	22,585,549	-	22,585,549	-	22,585,549
Deferred pension expense	2,165,753	-	2,165,753	-	2,165,753
Deferred loss on hedging instruments	58,906	-	58,906	-	58,906
Deferred loss on debt refunding	3,104,389	-	3,104,389	-	3,104,389
Total deferred outflow of resources	<u>27,914,597</u>	<u>-</u>	<u>27,914,597</u>	<u>-</u>	<u>27,914,597</u>
Total	<u>\$ 1,460,678,146</u>	<u>\$ 19,607,640</u>	<u>\$ 1,480,285,786</u>	<u>\$ (10,943,791)</u>	<u>\$ 1,469,341,995</u>

**Bi-State Development Agency of the
Missouri-Illinois Metropolitan District
Government Wide
Quarterly Statement of Net Position
September 30, 2016
(unaudited)**

	Enterprise Funds Total	Self-Insurance Funds Total	Total	Eliminations	Government-Wide Financial Total
Liabilities					
Current liabilities					
Accounts payable	\$ 4,703,235	\$ -	\$ 4,703,235	\$ -	\$ 4,703,235
Interfund accounts payable	8,985,833	1,957,958	10,943,791	(10,943,791)	-
Accrued expenses	18,128,618	109,883	18,238,501	-	18,238,501
Other current liabilities	25,002,766	-	25,002,766	-	25,002,766
Total current liabilities	<u>56,820,452</u>	<u>2,067,841</u>	<u>58,888,293</u>	<u>(10,943,791)</u>	<u>47,944,502</u>
Current liab payable from restricted assets					
Accounts payable and retention	1,485,642	-	1,485,642	-	1,485,642
Accrued interest payable	10,740,732	-	10,740,732	-	10,740,732
Short-term self-insurance	140,487	7,296,054	7,436,541	-	7,436,541
Medical self-insurance liability	-	2,255,254	2,255,254	-	2,255,254
Current portion of long-term debt	8,027,486	-	8,027,486	-	8,027,486
Total current liabilities payable from restricted assets	<u>20,394,347</u>	<u>9,551,308</u>	<u>29,945,655</u>	<u>-</u>	<u>29,945,655</u>
Total current liabilities	<u>77,214,799</u>	<u>11,619,149</u>	<u>88,833,948</u>	<u>(10,943,791)</u>	<u>77,890,157</u>
Non-current liabilities					
Other post-employment benefits	52,704,876	5,572	52,710,448	-	52,710,448
Long-term self-insurance	68,118	7,661,369	7,729,487	-	7,729,487
Long-term debt	552,495,720	-	552,495,720	-	552,495,720
Capital lease obligations	99,182,490	-	99,182,490	-	99,182,490
Unfunded pension liabilities	111,635,744	477,049	112,112,793	-	112,112,793
Other non-current liabilities	7,085,816	-	7,085,816	-	7,085,816
Total non-current liabilities	<u>823,172,764</u>	<u>8,143,990</u>	<u>831,316,754</u>	<u>-</u>	<u>831,316,754</u>
Total liabilities	<u>900,387,563</u>	<u>19,763,139</u>	<u>920,150,702</u>	<u>(10,943,791)</u>	<u>909,206,911</u>
Deferred Inflow of Resources					
Deferred pension gain salaried	411,189	-	411,189	-	411,189
Total deferred inflow of resources	<u>411,189</u>	<u>-</u>	<u>411,189</u>	<u>-</u>	<u>411,189</u>
Net Position					
Net position - capital investments	584,622,695	-	584,622,695	-	584,622,695
Net position - restricted	-	(57,554)	(57,554)	-	(57,554)
Net position - unrestricted	(14,455,005)	-	(14,455,005)	-	(14,455,005)
Net income (loss)	(10,288,296)	(97,945)	(10,386,241)	-	(10,386,241)
Total net position	<u>559,879,394</u>	<u>(155,499)</u>	<u>559,723,895</u>	<u>-</u>	<u>559,723,895</u>
Total	<u>\$ 1,460,678,146</u>	<u>\$ 19,607,640</u>	<u>\$ 1,480,285,786</u>	<u>\$ (10,943,791)</u>	<u>\$ 1,469,341,995</u>

**Bi-State Development Agency of the
Missouri-Illinois Metropolitan District
Government Wide
Statement of Activities
For the Three Months Ended September 30, 2016
(unaudited)**

	Enterprise Funds Total	Self-Insurance Fund Total	Total	Eliminations	Government-Wide Financial Total
Revenue					
Passenger and service revenues	\$ 16,209,516	\$ -	\$ 16,209,516	\$ -	\$ 16,209,516
Partnership fees	62,500	-	62,500	-	62,500
City of St. Louis	9,229,331	-	9,229,331	-	9,229,331
St. Louis County	32,539,678	-	32,539,678	-	32,539,678
St. Clair County Transit District	14,487,521	-	14,487,521	-	14,487,521
State of Missouri and Illinois	354,895	-	354,895	-	354,895
Federal funding	4,112,512	-	4,112,512	-	4,112,512
Other local/regional funding	84,468	-	84,468	-	84,468
Contributions	32,429	-	32,429	-	32,429
Advertising, maint services, rental income	2,230,610	-	2,230,610	-	2,230,610
Interest income	218,563	-	218,563	-	218,563
Other Operating Revenue	486,250	-	486,250	-	486,250
Charges for services	-	9,344,759	9,344,759	(7,738,270)	1,606,489
Total revenue	80,048,273	9,344,759	89,393,032	(7,738,270)	81,654,762
Expense					
Wages and benefits	46,564,606	390,807	46,955,413	-	46,955,413
Services	6,585,407	82,192	6,667,599	-	6,667,599
Fuel and lube consumed	3,162,425	-	3,162,425	-	3,162,425
Materials and supplies	5,176,518	5,490	5,182,008	-	5,182,008
Utilities	2,118,193	1,347	2,119,540	-	2,119,540
Insurance and liability costs	1,507,452	275,813	1,783,265	-	1,783,265
Other expenses	1,047,471	1,377	1,048,848	-	1,048,848
Interest expense	4,786,768	-	4,786,768	-	4,786,768
Contribution to outside entities	303,005	-	303,005	-	303,005
Other non-operating expense	21,231	-	21,231	-	21,231
Claims paid and insurance administrative costs	-	8,890,711	8,890,711	(7,738,270)	1,152,441
Total expense	71,273,076	9,647,737	80,920,813	(7,738,270)	73,182,543
Income (loss) before depreciation	8,775,197	(302,978)	8,472,219	-	8,472,219
Depreciation and amortization expense	18,858,460	-	18,858,460	-	18,858,460
Net income (loss) before transfers	(10,083,263)	(302,978)	(10,386,241)	-	(10,386,241)
Net transfers in (out)	(205,033)	205,033	-	-	-
Net income (loss)	\$ (10,288,296)	\$ (97,945)	\$ (10,386,241)	\$ -	\$ (10,386,241)



BI-STATE
DEVELOPMENT

COMBINING ENTERPRISE FUNDS

Combining Enterprise Funds Net Position.....6
Combining Enterprise Funds Revenue/Expense Analysis.....8

**Bi-State Development Agency of the
Missouri-Illinois Metropolitan District
Enterprise Funds
Quarterly Statement of Net Position
September 30, 2016
(unaudited)**

	Executive Services	Gateway Arch Tram	Riverfront Attractions	St. Louis Downtown Airport	Metro	St. Louis Regional Freightway	Bi-State Development Research Inst.	Arts In Transit, Inc.	Totals	Interfund Eliminations	Totals After Eliminations
Assets											
Current assets											
Cash	\$ 5,796,867	\$ 16,571,405	\$ 11,724	\$ 487,510	\$ 115,646,176	\$ 30,000	\$ 32,173	\$ 51,385	\$ 138,627,240	\$ -	\$ 138,627,240
Investments	-	-	-	-	128,333,364	-	-	-	128,333,364	-	128,333,364
Accounts and notes receivable	63,735	7,465	16,725	128,571	5,017,683	1,857	429	-	5,236,465	-	5,236,465
Interfund accounts receivable	426,002	2,110,465	143,946	259,160	2,066,651	18,166	-	-	5,024,390	(5,024,390)	-
Restricted accounts receivable	-	-	-	-	254,822	-	-	-	254,822	-	254,822
Federal, state and local assistance receivable	-	273,651	-	-	22,011,091	-	-	-	22,284,742	-	22,284,742
Materials and supplies inventory	-	-	40,986	61,592	9,173,551	-	-	-	9,276,129	-	9,276,129
Other current assets	47,701	46,240	107,691	78,026	2,603,651	-	-	-	2,883,309	-	2,883,309
Total current assets	6,334,305	19,009,226	321,072	1,014,859	285,106,989	50,023	32,602	51,385	311,920,461	(5,024,390)	306,896,071
Capital assets											
Capital assets - motorbus	-	-	-	-	376,679,520	-	-	-	376,679,520	-	376,679,520
Capital assets - paratransit	-	-	-	-	18,234,913	-	-	-	18,234,913	-	18,234,913
Capital assets - lightrail	-	-	-	-	1,603,295,396	-	-	-	1,603,295,396	-	1,603,295,396
Capital assets	56,240	6,708,247	5,187,190	52,803,944	-	-	-	-	64,755,621	-	64,755,621
Total capital assets	56,240	6,708,247	5,187,190	52,803,944	1,998,209,829	-	-	-	2,062,965,450	-	2,062,965,450
Accumulated depreciation	(53,812)	(6,688,342)	(3,716,798)	(34,817,960)	(1,131,567,235)	-	-	-	(1,176,844,147)	-	(1,176,844,147)
Total capital assets, net	2,428	19,905	1,470,392	17,985,984	866,642,594	-	-	-	886,121,303	-	886,121,303
Land	-	-	-	4,542,564	97,199,286	-	-	-	101,741,850	-	101,741,850
Construction-in-process	-	4,801,470	-	48,404	33,830,659	-	-	-	38,680,533	-	38,680,533
Total capital assets	2,428	4,821,375	1,470,392	22,576,952	997,672,539	-	-	-	1,026,543,686	-	1,026,543,686
Non-current assets											
Restricted investments	-	-	-	-	99,182,488	-	-	-	99,182,488	-	99,182,488
Deferred charges	-	-	-	13,275	-	-	-	-	13,275	-	13,275
Other non-current assets, net amort	-	-	-	-	128,029	-	-	-	128,029	-	128,029
Total non-current assets	-	-	-	13,275	99,310,517	-	-	-	99,323,792	-	99,323,792
Total assets	6,336,733	23,830,601	1,791,464	23,605,086	1,382,090,045	50,023	32,602	51,385	1,437,787,939	(5,024,390)	1,432,763,549
Deferred outflow of resources											
Deferred pension loss	-	-	-	-	22,585,549	-	-	-	22,585,549	-	22,585,549
Deferred pension expense	-	-	-	-	2,165,753	-	-	-	2,165,753	-	2,165,753
Deferred loss on hedging instruments	-	-	-	-	58,906	-	-	-	58,906	-	58,906
Deferred loss on debt refunding	-	-	-	-	3,104,389	-	-	-	3,104,389	-	3,104,389
Total deferred outflow of resources	-	-	-	-	27,914,597	-	-	-	27,914,597	-	27,914,597
Total	\$ 6,336,733	\$ 23,830,601	\$ 1,791,464	\$ 23,605,086	\$ 1,410,004,642	\$ 50,023	\$ 32,602	\$ 51,385	\$ 1,465,702,536	\$ (5,024,390)	\$ 1,460,678,146

**Bi-State Development Agency of the
Missouri-Illinois Metropolitan District
Enterprise Funds
Quarterly Statement of Net Position
September 30, 2016
(unaudited)**

	Executive Services	Gateway Arch Tram	Riverfront Attractions	St. Louis Downtown Airport	Metro	St. Louis Regional Freightway	Bi-State Development Research Inst.	Arts In Transit, Inc.	Totals	Interfund Eliminations	Totals After Eliminations
Liabilities											
Current liabilities											
Accounts payable	\$ 131,657	\$ 313,975	\$ 21,626	\$ 6,275	\$ 4,197,468	\$ -	\$ 31,234	\$ 1,000	\$ 4,703,235	\$ -	\$ 4,703,235
Interfund accounts payable	187,926	598,025	581,455	422,738	11,939,744	276,617	3,718	-	14,010,223	(5,024,390)	8,985,833
Accrued expenses	268,300	58,700	108,427	65,200	17,621,091	6,900	-	-	18,128,618	-	18,128,618
Other current liabilities	98,400	14,786	93,416	7,484	24,751,180	37,500	-	-	25,002,766	-	25,002,766
Total current liabilities	686,283	985,486	804,924	501,697	58,509,483	321,017	34,952	1,000	61,844,842	(5,024,390)	56,820,452
Current liab payable from restricted assets											
Accounts payable and retention	-	112,249	-	-	1,373,393	-	-	-	1,485,642	-	1,485,642
Accrued interest payable	-	102,488	-	-	10,638,244	-	-	-	10,740,732	-	10,740,732
Short-term insurance	-	-	-	-	140,487	-	-	-	140,487	-	140,487
Current portion of long-term debt	-	147,486	-	-	7,880,000	-	-	-	8,027,486	-	8,027,486
Total current liabilities payable from restricted assets	-	362,223	-	-	20,032,124	-	-	-	20,394,347	-	20,394,347
Total current liabilities	686,283	1,347,709	804,924	501,697	78,541,607	321,017	34,952	1,000	82,239,189	(5,024,390)	77,214,799
Non-current liabilities											
Other post-employment benefits	689,216	723	300,408	279,322	51,434,568	639	-	-	52,704,876	-	52,704,876
Long-term insurance	300	7,010	33,654	27,154	-	-	-	-	68,118	-	68,118
Long-term debt	-	7,508,514	-	-	544,987,206	-	-	-	552,495,720	-	552,495,720
Capital lease obligations	-	-	-	-	99,182,490	-	-	-	99,182,490	-	99,182,490
Unfunded pension liabilities	565,501	148,931	793,381	153,620	109,962,458	11,853	-	-	111,635,744	-	111,635,744
Other non-current liabilities	-	-	-	-	7,085,816	-	-	-	7,085,816	-	7,085,816
Total non-current liabilities	1,255,017	7,665,178	1,127,443	460,096	812,652,538	12,492	-	-	823,172,764	-	823,172,764
Total liabilities	1,941,300	9,012,887	1,932,367	961,793	891,194,145	333,509	34,952	1,000	905,411,953	(5,024,390)	900,387,563
Deferred Inflow of Resources											
Deferred pension gain salaried	-	-	-	-	411,189	-	-	-	411,189	-	411,189
Total deferred inflow of resources	-	-	-	-	411,189	-	-	-	411,189	-	411,189
Net Position											
Net position - capital investments	2,728	13,743,790	1,504,045	22,604,107	546,768,025	-	-	-	584,622,695	-	584,622,695
Net position - unrestricted	4,090,360	37,758	(2,079,981)	452,047	(16,793,429)	(223,461)	39,127	22,574	(14,455,005)	-	(14,455,005)
Net income (loss)	302,345	1,036,166	435,033	(412,861)	(11,575,288)	(60,025)	(41,477)	27,811	(10,288,296)	-	(10,288,296)
Total net position	4,395,433	14,817,714	(140,903)	22,643,293	518,399,308	(283,486)	(2,350)	50,385	559,879,394	-	559,879,394
Total	\$ 6,336,733	\$ 23,830,601	\$ 1,791,464	\$ 23,605,086	\$ 1,410,004,642	\$ 50,023	\$ 32,602	\$ 51,385	\$ 1,465,702,536	\$ (5,024,390)	\$ 1,460,678,146

**Bi-State Development Agency of the
Missouri-Illinois Metropolitan District
Enterprise Funds
Combining Statement of Revenues, Expenses by Business Unit
For the Three Months Ended September 30, 2016
(unaudited)**

	Executive Services	Gateway Arch Tram	Riverfront Attractions	St. Louis Downtown Airport	Metro	St. Louis Regional Freightway	Bi-State Development Research Inst.	Arts In Transit, Inc.	Totals	Eliminations	Totals After Eliminations
Revenue											
Passenger and service revenues	\$ -	\$ 2,815,918	\$ 1,278,341	\$ 340,876	\$ 11,796,383	\$ -	\$ -	\$ -	\$ 16,231,518	\$ (22,002)	\$ 16,209,516
Interfund administrative fees	978,445	-	-	-	-	-	-	-	978,445	(978,445)	-
Partnership fees	-	-	-	-	-	62,500	-	-	62,500	-	62,500
City of St. Louis	-	-	-	-	9,229,331	-	-	-	9,229,331	-	9,229,331
St. Louis County	-	-	-	-	32,539,678	-	-	-	32,539,678	-	32,539,678
St. Clair County Transit District	-	-	-	-	14,487,521	-	-	-	14,487,521	-	14,487,521
State of Missouri and Illinois	-	-	-	-	354,895	-	-	-	354,895	-	354,895
Federal funding	-	-	-	-	4,112,512	-	-	-	4,112,512	-	4,112,512
Other local/regional funding	-	-	-	-	84,468	-	-	-	84,468	-	84,468
Contributions	-	-	-	-	-	-	429	32,000	32,429	-	32,429
Advertising, maint services, rental income	29,002	3,455	44,225	27,473	2,125,705	750	-	-	2,230,610	-	2,230,610
Interest income	1,144	10,513	-	455	206,451	-	-	-	218,563	-	218,563
Other operating revenue	115,652	(28,958)	-	15,506	384,050	-	-	-	486,250	-	486,250
Total revenue	1,124,243	2,800,928	1,322,566	384,310	75,320,994	63,250	429	32,000	81,048,720	(1,000,447)	80,048,273
Expense											
Wages and benefits	582,073	511,653	416,034	241,382	44,737,708	75,756	-	-	46,564,606	-	46,564,606
Services	96,184	249,405	99,891	81,512	5,978,872	34,282	41,072	4,189	6,585,407	-	6,585,407
Fuel and lube consumed	-	-	21,951	5,105	3,135,369	-	-	-	3,162,425	-	3,162,425
Materials and supplies	4,358	44,262	183,659	26,040	4,914,711	2,688	800	-	5,176,518	-	5,176,518
Utilities	1,100	40,934	25,878	44,222	2,006,059	-	-	-	2,118,193	-	2,118,193
Insurance and liability costs	-	13,876	35,163	12,918	1,445,495	-	-	-	1,507,452	-	1,507,452
Other expenses	137,954	601,457	40,106	11,555	1,246,263	10,549	34	-	2,047,918	(1,000,447)	1,047,471
Interest expense	-	76,866	-	-	4,709,902	-	-	-	4,786,768	-	4,786,768
Contribution to outside entities	-	201,293	-	-	101,712	-	-	-	303,005	-	303,005
Other non-operating expense	-	21,231	-	-	-	-	-	-	21,231	-	21,231
	821,669	1,760,977	822,682	422,734	68,276,091	123,275	41,906	4,189	72,273,523	(1,000,447)	71,273,076
Income (loss) before depreciation	302,574	1,039,951	499,884	(38,424)	7,044,903	(60,025)	(41,477)	27,811	8,775,197	-	8,775,197
Depreciation and amortization expense	229	3,785	64,851	374,437	18,415,158	-	-	-	18,858,460	-	18,858,460
Net income (loss) before transfers	302,345	1,036,166	435,033	(412,861)	(11,370,255)	(60,025)	(41,477)	27,811	(10,083,263)	-	(10,083,263)
Net transfers in (out)	-	-	-	-	(205,033)	-	-	-	(205,033)	-	(205,033)
Net income (loss)	\$ 302,345	\$ 1,036,166	\$ 435,033	\$ (412,861)	\$ (11,575,288)	\$ (60,025)	\$ (41,477)	\$ 27,811	\$ (10,288,296)	\$ -	\$ (10,288,296)



BI-STATE
DEVELOPMENT
EXECUTIVE SERVICES

Financial Highlights.....	9
Quarterly Statement of Net Position.....	11
Revenue/Expense Analysis.....	13
Schedule of Wages & Benefits.....	14
Consolidated Cash Receipts and Disbursement Schedule.....	15
Statement of Cash Flows.....	16
Capital Expenditures for Active Projects.....	17

Executive Services

Three Months Ended September 30, 2016

Fast Facts

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

Cecil “Ken” Franklin has been hired as the Vice-President of Governmental Relations and Policy Initiatives. Ken graduated from Morehouse College with a B.A. in Political Science and Washington University with an Executive MBA.

Julianne Stone joins Bi-State Development as the Vice President of Strategic Initiatives. Julie has most recently served as the Director of Local Government Partnership with East-West Gateway Council of Governments.

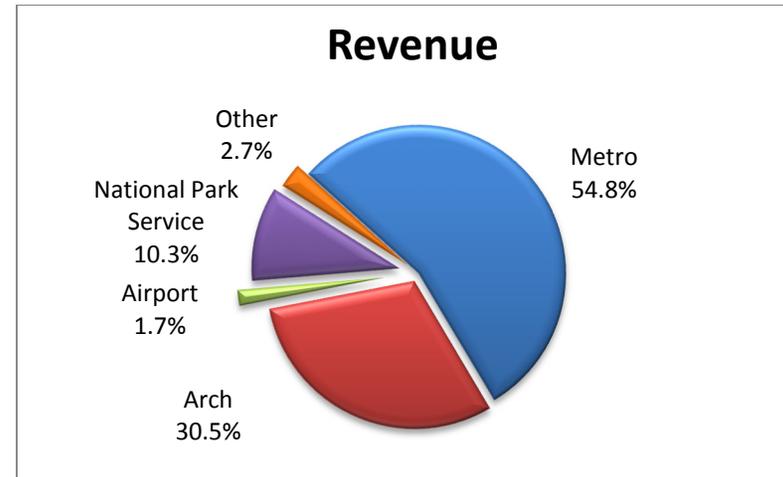
Financial Data

Income before depreciation is \$302.6 thousand and is lower than prior year. Revenues and expenses are both down from the first quarter in fiscal year 2016.

Total revenue includes the management fee assessments to Bi-State Development business units and the National Park Service. Total revenue was \$1.1 million which was down from last year’s total of \$1.3 million. Metro transit’s management fee is assessed on a percent of Executive Services total operating expense. Lower expenses for the quarter in Executive Services is creating less management fee revenue from Metro.

Other operating revenue in the prior year includes revenue generated by the Bi-State Development’s first annual meeting.

This year’s annual meeting is being held in the second fiscal quarter.

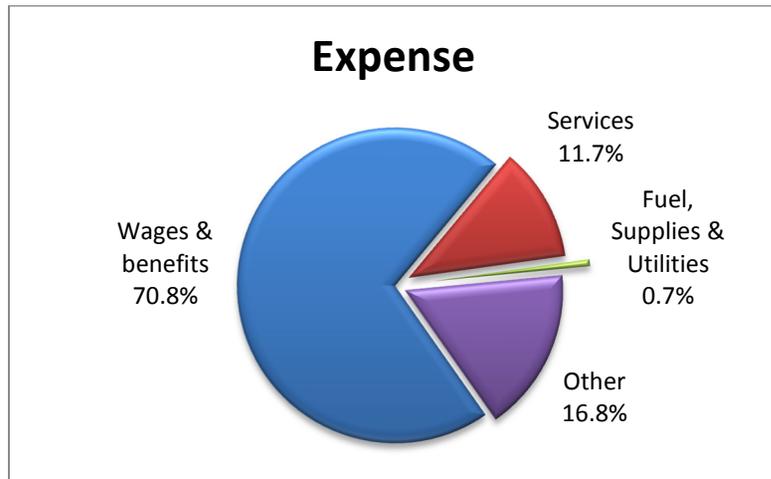


Total expense is \$821.7 thousand. **Services** expense is down nearly \$200.0 thousand from prior year. Prior year activity included expenses related to the annual meeting and internal audit consulting services which were not repeated in the current year’s totals.

Other expenses are higher in the first fiscal quarter due to one-time annual payments to the Citizens for Modern Transit and the American Public Transportation Association.

Executive Services

Three Months Ended September 30, 2016



Executive Services
Quarterly Statement of Net Position
September 30, 2016
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Assets							
Current assets							
Cash	\$ 5,796,867	\$ 4,066,098	\$ 1,730,769	42.6	\$ 4,248,275	\$ 1,548,592	36.5
Accounts and notes receivable	63,735	74,318	(10,583)	(14.2)	111,658	(47,923)	(42.9)
Interfund accounts receivable	426,002	1,801,429	(1,375,427)	(76.4)	1,653,078	(1,227,076)	(74.2)
Other current assets	47,701	40,701	7,000	17.2	-	47,701	n/a
Total current assets	<u>6,334,305</u>	<u>5,982,546</u>	<u>351,759</u>	5.9	<u>6,013,011</u>	<u>321,294</u>	5.3
Capital assets							
Capital assets	56,240	56,240	-	-	56,240	-	-
Accumulated depreciation	(53,812)	(53,584)	(228)	(0.4)	(52,254)	(1,558)	(3.0)
Total capital assets, net	<u>2,428</u>	<u>2,656</u>	<u>(228)</u>	(8.6)	<u>3,986</u>	<u>(1,558)</u>	(39.1)
Total capital assets	<u>2,428</u>	<u>2,656</u>	<u>(228)</u>	(8.6)	<u>3,986</u>	<u>(1,558)</u>	(39.1)
Total assets	<u>6,336,733</u>	<u>5,985,202</u>	<u>351,531</u>	5.9	<u>6,016,997</u>	<u>319,736</u>	5.3
Total	<u>\$ 6,336,733</u>	<u>\$ 5,985,202</u>	<u>\$ 351,531</u>	5.9	<u>\$ 6,016,997</u>	<u>\$ 319,736</u>	5.3

Executive Services
Quarterly Statement of Net Position
September 30, 2016
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Liabilities							
Current liabilities							
Accounts payable	\$ 131,657	\$ 134,220	\$ (2,563)	(1.9)	\$ 77,960	\$ 53,697	68.9
Interfund accounts payable	187,926	221,832	(33,906)	(15.3)	177,837	10,089	5.7
Accrued expenses	268,300	268,300	-	-	214,815	53,485	24.9
Other current liabilities	98,400	18,250	80,150	439.2	-	98,400	n/a
Total current liabilities	<u>686,283</u>	<u>642,602</u>	<u>43,681</u>	6.8	<u>470,612</u>	<u>215,671</u>	45.8
Non-current liabilities							
Other post-employment benefits	689,216	683,711	5,505	0.8	846,926	(157,710)	(18.6)
Long-term insurance	300	300	-	-	300	-	-
Unfunded pension liabilities	565,501	565,501	-	-	592,090	(26,589)	(4.5)
Total non-current liabilities	<u>1,255,017</u>	<u>1,249,512</u>	<u>5,505</u>	0.4	<u>1,439,316</u>	<u>(184,299)</u>	(12.8)
Total liabilities	<u>1,941,300</u>	<u>1,892,114</u>	<u>49,186</u>	2.6	<u>1,909,928</u>	<u>31,372</u>	1.6
Net Position							
Net position - capital investments	2,728	234,215	(231,487)	(98.8)	234,215	(231,487)	(98.8)
Net position - unrestricted	4,090,360	3,547,519	542,841	15.3	3,547,519	542,841	15.3
Net income (loss)	302,345	311,354	(9,009)	(2.9)	325,335	(22,990)	(7.1)
Total net position	<u>4,395,433</u>	<u>4,093,088</u>	<u>302,345</u>	7.4	<u>4,107,069</u>	<u>288,364</u>	7.0
Total	<u>\$ 6,336,733</u>	<u>\$ 5,985,202</u>	<u>\$ 351,531</u>	5.9	<u>\$ 6,016,997</u>	<u>\$ 319,736</u>	5.3

Executive Services
Statement of Revenues, Expenses and Income (Loss)
For the Quarter Ended September 30, 2016
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Revenue										
Admin fees - Transit	\$ 616,252	\$ 753,541	\$ (137,289)	(18.2)	\$ 695,104	\$ 616,252	\$ 753,541	\$ (137,289)	(18.2)	\$ 695,104
Admin fees - Gateway Arch	342,977	353,993	(11,016)	(3.1)	242,127	342,977	353,993	(11,016)	(3.1)	242,127
Admin fees - Airport	19,216	18,818	398	2.1	18,172	19,216	18,818	398	2.1	18,172
National Park Service management fee	115,652	116,643	(991)	(0.8)	132,033	115,652	116,643	(991)	(0.8)	132,033
Other operating revenue	29,002	22,645	6,357	28.1	164,650	29,002	22,645	6,357	28.1	164,650
Interest income	1,144	675	469	69.5	662	1,144	675	469	69.5	662
Total revenue	<u>1,124,243</u>	<u>1,266,315</u>	<u>(142,072)</u>	<u>(11.2)</u>	<u>1,252,748</u>	<u>1,124,243</u>	<u>1,266,315</u>	<u>(142,072)</u>	<u>(11.2)</u>	<u>1,252,748</u>
Expense										
Wages and benefits ¹	582,073	628,104	46,031	7.3	531,665	582,073	628,104	46,031	7.3	531,665
Services	96,184	301,150	204,966	68.1	284,473	96,184	301,150	204,966	68.1	284,473
Fuel and lube consumed	-	366	366	100.0	228	-	366	366	100.0	228
Materials and supplies	4,358	6,602	2,244	34.0	2,426	4,358	6,602	2,244	34.0	2,426
Utilities	1,100	2,162	1,062	49.1	1,340	1,100	2,162	1,062	49.1	1,340
Other expenses	137,954	88,830	(49,124)	(55.3)	106,674	137,954	88,830	(49,124)	(55.3)	106,674
Total expense	<u>821,669</u>	<u>1,027,214</u>	<u>205,545</u>	<u>20.0</u>	<u>926,806</u>	<u>821,669</u>	<u>1,027,214</u>	<u>205,545</u>	<u>20.0</u>	<u>926,806</u>
Income (loss) before depreciation	<u>302,574</u>	<u>239,101</u>	<u>63,473</u>	<u>26.5</u>	<u>325,942</u>	<u>302,574</u>	<u>239,101</u>	<u>63,473</u>	<u>26.5</u>	<u>325,942</u>
Depreciation and amortization expense	229	610	381	62.5	607	229	610	381	62.5	607
Net income (loss)	<u>\$ 302,345</u>	<u>\$ 238,491</u>	<u>\$ 63,854</u>	<u>26.8</u>	<u>\$ 325,335</u>	<u>\$ 302,345</u>	<u>\$ 238,491</u>	<u>\$ 63,854</u>	<u>26.8</u>	<u>\$ 325,335</u>

¹ - Detailed schedule included.

Executive Services
Detailed Schedule of Wages and Benefits
For the Quarter Ended September 30, 2016
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Personnel expense										
Wages	\$ 455,443	\$ 500,534	\$ 45,091	9.0	\$ 419,608	\$ 455,443	\$ 500,534	\$ 45,091	9.0	\$ 419,608
Company paid benefits										
Payroll related taxes and insurance										
FICA	29,480	38,291	8,811	23.0	29,176	29,480	38,291	8,811	23.0	29,176
Unemployment insurance	329	735	406	55.2	486	329	735	406	55.2	486
Worker's compensation insurance	-	1,587	1,587	100.0	-	-	1,587	1,587	100.0	-
Health and welfare										
Medical	34,330	31,125	(3,205)	(10.3)	35,271	34,330	31,125	(3,205)	(10.3)	35,271
Dental	1,115	981	(134)	(13.7)	1,106	1,115	981	(134)	(13.7)	1,106
Other post employment benefits	5,741	15,599	9,858	63.2	8,476	5,741	15,599	9,858	63.2	8,476
Life insurance / AD&D	542	236	(306)	(129.7)	490	542	236	(306)	(129.7)	490
Short and long term disability	3,560	1,519	(2,041)	(134.4)	2,844	3,560	1,519	(2,041)	(134.4)	2,844
FMLA administration expense	132	101	(31)	(30.7)	128	132	101	(31)	(30.7)	128
EAP expense	66	66	-	-	65	66	66	-	-	65
Retirement										
Pension expense	27,671	17,258	(10,413)	(60.3)	13,217	27,671	17,258	(10,413)	(60.3)	13,217
401 K contributions	23,847	20,072	(3,775)	(18.8)	21,648	23,847	20,072	(3,775)	(18.8)	21,648
Other										
Benefit costs applied to capital projects.	(183)	-	183	-	(850)	(183)	-	183	-	(850)
Total company paid benefits	<u>126,630</u>	<u>127,570</u>	<u>940</u>	<u>0.7</u>	<u>112,057</u>	<u>126,630</u>	<u>127,570</u>	<u>940</u>	<u>0.7</u>	<u>112,057</u>
Total wages and benefits	<u>\$ 582,073</u>	<u>\$ 628,104</u>	<u>\$ 46,031</u>	<u>7.3</u>	<u>\$ 531,665</u>	<u>\$ 582,073</u>	<u>\$ 628,104</u>	<u>\$ 46,031</u>	<u>7.3</u>	<u>\$ 531,665</u>

Executive Services
Cash Receipts and Disbursements Schedule
For the Quarter Ended September 30, 2016
(unaudited)

<u>Description</u>	<u>Total</u>	<u>Executive Services Operating Fund</u>	<u>Investments Operating Fund</u>	<u>Other Restricted Fund</u>
Balance at July 1, 2016				
Cash & Investments	\$ 4,066,098	\$ 25,003	\$ 3,357,384	\$ 683,711
Add:				
Bank of America - Investment Maturity	2,405,000	2,405,000	-	-
Metro	754,351	754,351	-	-
Gateway Arch Tram	424,233	424,233	-	-
St Louis Downtown Airport	12,102	12,102	-	-
Riverfront Attractions	1,376,107	1,376,107	-	-
St. Louis Regional Freightway	2,999	2,999	-	-
Bi-State Development Research Institute	132,735	132,735	-	-
Interest received	1,144	219	925	-
Total cash receipts	<u>5,108,671</u>	<u>5,107,746</u>	<u>925</u>	<u>-</u>
Interfund transfers	-	(1,937,569)	1,932,064	5,505
Less:				
Cash disbursements	(3,377,902)	(3,170,176)	(207,726)	-
Total cash disbursements	<u>(3,377,902)</u>	<u>(3,170,176)</u>	<u>(207,726)</u>	<u>-</u>
Balance at September 30, 2016				
Cash & Investments	<u>\$ 5,796,867</u>	<u>\$ 25,004</u>	<u>\$ 5,082,647</u>	<u>\$ 689,216</u>

Executive Services
Statement of Cash Flows
For the Three Months Ended September 30, 2016
(unaudited)

Cash flows from operating activities		Supplemental disclosure of cash flow information
Receipts from customers	\$ 155,237	
Payments to employees	(576,568)	Noncash Activities:
Payments to vendors	(169,009)	None
Receipts (payments) from inter-fund activity	<u>2,319,965</u>	
Net cash provided by (used in) operating activities	<u>1,729,625</u>	
Cash flows from non capital financing activities		
None		
Cash flows from capital and related financing activities		
None		
Cash flows from investing activities		
Interest received	<u>1,144</u>	
Net cash provided by (used in) investing activities	<u>1,144</u>	
Net increase (decrease) in cash and cash equivalents	1,730,769	
Cash and cash equivalents, beginning of year	<u>4,066,098</u>	
Cash and cash equivalents, year to date	<u>\$ 5,796,867</u>	

Executive Services
Capital Expenditures for Active Projects
For the Quarter Ended September 30, 2016
(unaudited)

Description	Budget	Current	Year-To-Date	Life-To-Date	Balance
	\$ -	\$ -	\$ -	\$ -	\$ -
Total Executive Services	\$ -	\$ -	\$ -	\$ -	\$ -



Financial Highlights.....	18
Quarterly Statement of Net Position.....	20
Revenue/Expense Analysis.....	22
Schedule of Wage & Benefits.....	23
Consolidated Cash Receipts and Disbursement Schedule.....	24
Statement of Cash Flows.....	25
Capital Expenditures for Active Projects.....	26

Gateway Arch Tram

Three Months Ended September 30, 2016

Fast Facts

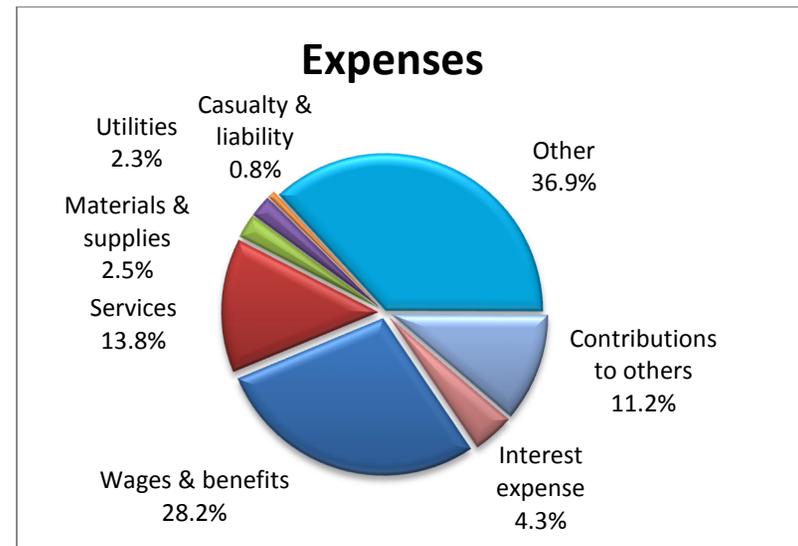
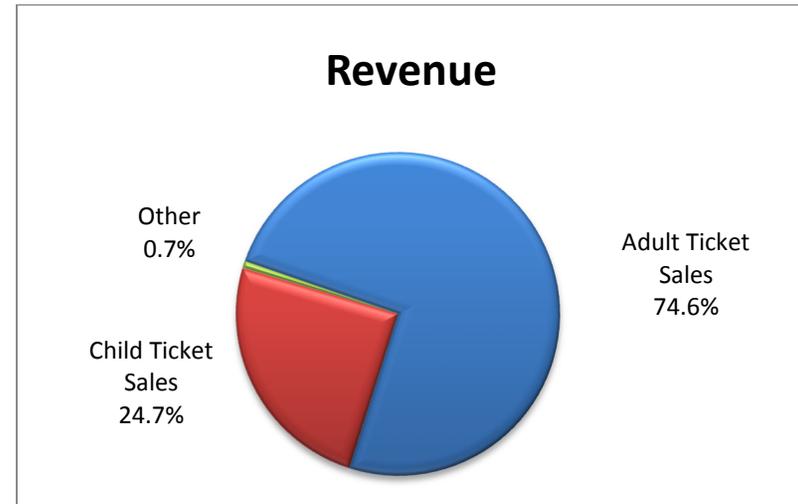
At the beginning of fiscal year 2017 the Gateway Arch visitor center remained under construction, requiring issuance of a timed-ticket for entry. Two additional ticketing locations with five points-of-sale at the Old Courthouse and three points-of-sale in a ticket booth near the Arch entrance continued to be utilized. These two items have increased expense and required additional staff.

Beginning Monday, November 28, the Arch Transportation System will close for a period of 3 months in order to replace the motor generator sets with a variable frequency drive system. Concurrent construction will occur in the exhibit areas with the installation of new audio visuals and a guest-oriented tour process.

Financial Data

Income before depreciation for the Gateway Arch Tram for the 3 months ended September 30, 2016 was \$1.0 million.

Revenue was \$2.8 million and increased \$775.6 thousand over the prior year. Although the number of adult and child tickets sold has decreased, a strategic change in ticketing pricing has resulted in increased revenue.



Gateway Arch Tram

Three Months Ended September 30, 2016

Total expense is \$1.8 million. **Wages and benefits** expense is comparable to prior year.

Contributions to outside entities for the 3 months ended September 30, 2016 was \$201.0 thousand. In September, the National Park Service requested two disbursements of their funds totaling \$177.0 thousand.

Performance Data

Tram Ridership Comparison			
	<u>Adult</u>	<u>Child</u>	<u>Total</u>
FY17 Actual	212,752	70,132	282,884
FY17 Budget	230,610	86,351	316,961
FY16 Actual	232,204	81,296	313,500

Tram ridership for the 3 months ended September 30, 2016 was 10.8% less than budget. Tram ridership decreased 9.8% compared to prior year due to the Arch grounds construction.

Gateway Arch Tram
Quarterly Statement of Net Position
September 30, 2016
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Assets							
Current assets							
Cash	\$ 16,571,405	\$ 17,987,902	\$ (1,416,497)	(7.9)	\$ 18,580,434	\$ (2,009,029)	(10.8)
Accounts and notes receivable	7,465	6,547	918	14.0	138,359	(130,894)	(94.6)
Interfund accounts receivable	2,110,465	1,398,580	711,885	50.9	395,532	1,714,933	433.6
Federal, state and local assistance receivable	273,651	16,796	256,855	n/a	(9,652)	283,303	n/a
Other current assets	46,240	-	46,240	n/a	55,076	(8,836)	(16.0)
Total current assets	<u>19,009,226</u>	<u>19,409,825</u>	<u>(400,599)</u>	<u>(2.1)</u>	<u>19,159,749</u>	<u>(150,523)</u>	<u>(0.8)</u>
Capital assets							
Capital assets	6,708,247	6,708,247	-	-	9,599,793	(2,891,546)	(30.1)
Accumulated depreciation	(6,688,342)	(6,684,557)	(3,785)	(0.1)	(9,519,984)	2,831,642	29.7
Total capital assets, net	<u>19,905</u>	<u>23,690</u>	<u>(3,785)</u>	<u>(16.0)</u>	<u>79,809</u>	<u>(59,904)</u>	<u>(75.1)</u>
Construction-in-process	4,801,470	4,114,507	686,963	16.7	1,214,835	3,586,635	295.2
Total capital assets	<u>4,821,375</u>	<u>4,138,197</u>	<u>683,178</u>	<u>16.5</u>	<u>1,294,644</u>	<u>3,526,731</u>	<u>272.4</u>
Total assets	<u>23,830,601</u>	<u>23,548,022</u>	<u>282,579</u>	<u>1.2</u>	<u>20,454,393</u>	<u>3,376,208</u>	<u>16.5</u>
Total	<u>\$ 23,830,601</u>	<u>\$ 23,548,022</u>	<u>\$ 282,579</u>	<u>1.2</u>	<u>\$ 20,454,393</u>	<u>\$ 3,376,208</u>	<u>16.5</u>

Gateway Arch Tram
Quarterly Statement of Net Position
September 30, 2016
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Liabilities							
Current liabilities							
Accounts payable	\$ 313,975	\$ 743,267	\$ (429,292)	(57.8)	\$ 392,470	\$ (78,495)	(20.0)
Interfund accounts payable	598,025	965,850	(367,825)	(38.1)	59,225	538,800	909.8
Accrued expenses	58,700	58,700	-	-	69,601	(10,901)	(15.7)
Other current liabilities	14,786	18,848	(4,062)	(21.6)	63,427	(48,641)	(76.7)
Total current liabilities	<u>985,486</u>	<u>1,786,665</u>	<u>(801,179)</u>	<u>(44.8)</u>	<u>584,723</u>	<u>400,763</u>	<u>68.5</u>
Current liab payable from restricted assets							
Accounts payable and retention	112,249	142,246	(29,997)	(21.1)	-	112,249	n/a
Accrued interest payable	102,488	25,622	76,866	300.0	102,488	-	-
Current portion of long-term debt	147,486	147,486	-	-	-	147,486	n/a
Total current liabilities payable from restricted assets	<u>362,223</u>	<u>315,354</u>	<u>46,869</u>	<u>14.9</u>	<u>102,488</u>	<u>259,735</u>	<u>253.4</u>
Total current liabilities	<u>1,347,709</u>	<u>2,102,019</u>	<u>(754,310)</u>	<u>(35.9)</u>	<u>687,211</u>	<u>660,498</u>	<u>96.1</u>
Non-current liabilities							
Other post-employment benefits	723	-	723	n/a	10,493	(9,770)	(93.1)
Long-term insurance	7,010	7,010	-	-	2,061	4,949	240.1
Long-term debt	7,508,514	7,508,514	-	-	7,656,000	(147,486)	(1.9)
Unfunded pension liabilities	148,931	148,931	-	-	183,752	(34,821)	(18.9)
Total non-current liabilities	<u>7,665,178</u>	<u>7,664,455</u>	<u>723</u>	<u>-</u>	<u>7,852,306</u>	<u>(187,128)</u>	<u>(2.4)</u>
Total liabilities	<u>9,012,887</u>	<u>9,766,474</u>	<u>(753,587)</u>	<u>(7.7)</u>	<u>8,539,517</u>	<u>473,370</u>	<u>5.5</u>
Net Position							
Net position - capital investments	13,743,790	-	13,743,790	n/a	-	13,743,790	n/a
Net position - unrestricted	37,758	11,380,465	(11,342,707)	(99.7)	11,380,465	(11,342,707)	(99.7)
Net income (loss)	1,036,166	2,401,083	(1,364,917)	(56.8)	534,411	501,755	93.9
Total net position	<u>14,817,714</u>	<u>13,781,548</u>	<u>1,036,166</u>	<u>7.5</u>	<u>11,914,876</u>	<u>2,902,838</u>	<u>24.4</u>
Total	<u>\$ 23,830,601</u>	<u>\$ 23,548,022</u>	<u>\$ 282,579</u>	<u>1.2</u>	<u>\$ 20,454,393</u>	<u>\$ 3,376,208</u>	<u>16.5</u>

Gateway Arch Tram
Statement of Revenues, Expenses and Income (Loss)
For the Quarter Ended September 30, 2016
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Revenue										
Arch tickets	\$ 2,815,918	\$ 3,169,610	\$ (353,692)	(11.2)	\$ 2,033,005	\$ 2,815,918	\$ 3,169,610	\$ (353,692)	(11.2)	\$ 2,033,005
Other operating revenue	3,455	150	3,305	2,203.3	1,415	3,455	150	3,305	2,203.3	1,415
Service fee revenue	6,099	9,600	(3,501)	(36.5)	11,307	6,099	9,600	(3,501)	(36.5)	11,307
Interest income	10,513	3,573	6,940	194.2	792	10,513	3,573	6,940	194.2	792
Sales discount	(35,057)	(38,548)	3,491	9.1	(21,192)	(35,057)	(38,548)	3,491	9.1	(21,192)
Total revenue	<u>2,800,928</u>	<u>3,144,385</u>	<u>(343,457)</u>	<u>(10.9)</u>	<u>2,025,327</u>	<u>2,800,928</u>	<u>3,144,385</u>	<u>(343,457)</u>	<u>(10.9)</u>	<u>2,025,327</u>
Expense										
Wages and benefits ¹	511,653	578,581	66,928	11.6	510,314	511,653	578,581	66,928	11.6	510,314
Services	249,405	307,639	58,234	18.9	195,280	249,405	307,639	58,234	18.9	195,280
Materials and supplies	44,262	29,620	(14,642)	(49.4)	22,363	44,262	29,620	(14,642)	(49.4)	22,363
Utilities	40,934	33,346	(7,588)	(22.8)	39,246	40,934	33,346	(7,588)	(22.8)	39,246
Insurance and liability costs	13,876	14,036	160	1.1	12,162	13,876	14,036	160	1.1	12,162
Other expenses	601,457	555,194	(46,263)	(8.3)	341,485	601,457	555,194	(46,263)	(8.3)	341,485
Interest expense	76,866	76,500	(366)	(0.5)	76,866	76,866	76,500	(366)	(0.5)	76,866
Contribution to outside entities	201,293	-	(201,293)	-	272,133	201,293	-	(201,293)	-	272,133
Other non-operating expense	21,231	-	(21,231)	-	-	21,231	-	(21,231)	-	-
Total expense	<u>1,760,977</u>	<u>1,594,916</u>	<u>(166,061)</u>	<u>(10.4)</u>	<u>1,469,849</u>	<u>1,760,977</u>	<u>1,594,916</u>	<u>(166,061)</u>	<u>(10.4)</u>	<u>1,469,849</u>
Income (loss) before depreciation	<u>1,039,951</u>	<u>1,549,469</u>	<u>(509,518)</u>	<u>(32.9)</u>	<u>555,478</u>	<u>1,039,951</u>	<u>1,549,469</u>	<u>(509,518)</u>	<u>(32.9)</u>	<u>555,478</u>
Depreciation and amortization expense	3,785	55,799	52,014	93.2	20,440	3,785	55,799	52,014	93.2	20,440
Net income (loss) before transfers	1,036,166	1,493,670	(457,504)	(30.6)	535,038	1,036,166	1,493,670	(457,504)	(30.6)	535,038
Net transfers in (out)	-	-	-	-	(627)	-	-	-	-	(627)
Net income (loss)	<u>\$ 1,036,166</u>	<u>\$ 1,493,670</u>	<u>\$ (457,504)</u>	<u>(30.6)</u>	<u>\$ 534,411</u>	<u>\$ 1,036,166</u>	<u>\$ 1,493,670</u>	<u>\$ (457,504)</u>	<u>(30.6)</u>	<u>\$ 534,411</u>

¹ - Detailed schedule included.

Gateway Arch Tram
Detailed Schedule of Wages and Benefits
For the Quarter Ended September 30, 2016
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Personnel expense										
Wages	\$ 431,222	\$ 452,712	\$ 21,490	4.7	\$ 429,313	\$ 431,222	\$ 452,712	\$ 21,490	4.7	\$ 429,313
Company paid benefits										
Payroll related taxes and insurance										
FICA	31,479	34,441	2,962	8.6	32,149	31,479	34,441	2,962	8.6	32,149
Unemployment insurance	4,200	6,863	2,663	38.8	3,782	4,200	6,863	2,663	38.8	3,782
Worker's compensation insurance	1,537	4,264	2,727	64.0	7,068	1,537	4,264	2,727	64.0	7,068
Health and welfare										
Medical	26,943	31,275	4,332	13.9	24,694	26,943	31,275	4,332	13.9	24,694
Dental	955	968	13	1.3	815	955	968	13	1.3	815
Other post employment benefits	2,275	6,828	4,553	66.7	3,220	2,275	6,828	4,553	66.7	3,220
Life insurance / AD&D	252	235	(17)	(7.2)	217	252	235	(17)	(7.2)	217
Short and long term disability	1,245	1,509	264	17.5	1,084	1,245	1,509	264	17.5	1,084
FMLA administration expense	930	100	(830)	(830.0)	767	930	100	(830)	(830.0)	767
EAP expense	60	65	5	7.7	52	60	65	5	7.7	52
Retirement										
Pension expense	10,012	17,272	7,260	42.0	3,604	10,012	17,272	7,260	42.0	3,604
401 K contributions	10,981	19,943	8,962	44.9	11,511	10,981	19,943	8,962	44.9	11,511
Other										
Uniform allowance	227	2,106	1,879	89.2	-	227	2,106	1,879	89.2	-
Miscellaneous benefits	332	-	(332)	-	-	332	-	(332)	-	-
Benefit costs applied to capital projects.	(10,997)	-	10,997	-	(7,962)	(10,997)	-	10,997	-	(7,962)
Total company paid benefits	80,431	125,869	45,438	36.1	81,001	80,431	125,869	45,438	36.1	81,001
Total wages and benefits	\$ 511,653	\$ 578,581	\$ 66,928	11.6	\$ 510,314	\$ 511,653	\$ 578,581	\$ 66,928	11.6	\$ 510,314

**Gateway Arch Tram
Cash Receipts and Disbursements Schedule
For the Quarter Ended September 30, 2016
(unaudited)**

Description	Total	Arch Collection Facility Fund	JNEM Arch Operating Fund	JNEM Beneficial Fund	Drainage Project Fund	Exhibit Rehabilitation Fund	Motor Generator Sets Design Fund	Corrosion Study Fund	Other Restricted Funds	2014 Arch Bonds Project Fund	2014 Arch Bonds Debt Service Reserve	2014 Arch Bonds Debt Service Fund	2014 Arch Bonds Debt Revenue Fund
Balance at July 1, 2016													
Cash & Investments	\$ 17,987,902	\$ 926,002	\$ 1,032,156	\$ 6,062,162	\$ 504,616	\$ 3,149,201	\$ 99,319	\$ 27,406	\$ 500,000	\$ 5,195,765	\$ 453,485	\$ 37,790	\$ -
Add:													
Receipts	5,194,535	4,183,722	911,901	98,912	-	-	-	-	-	-	-	-	-
Interest received	10,513		768	3,300	272	1,702	53	17		3,712	327	84	278
Total cash receipts	<u>5,205,048</u>	<u>4,183,722</u>	<u>912,669</u>	<u>102,212</u>	<u>272</u>	<u>1,702</u>	<u>53</u>	<u>17</u>	<u>-</u>	<u>3,712</u>	<u>327</u>	<u>84</u>	<u>278</u>
Interfund transfers	-	(1,688,854)	(1,318,401)	27,423				(27,423)				340,091	2,667,164
Less:													
Cash disbursements	(6,621,545)	(2,857,835)	-	(177,000)	(11,404)	(42,417)	-	-	-	(865,447)	-	-	(2,667,442)
Total cash disbursements	<u>(6,621,545)</u>	<u>(2,857,835)</u>	<u>-</u>	<u>(177,000)</u>	<u>(11,404)</u>	<u>(42,417)</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(865,447)</u>	<u>-</u>	<u>-</u>	<u>(2,667,442)</u>
Balance at September 30, 2016													
Cash & Investments	<u>\$ 16,571,405</u>	<u>\$ 563,035</u>	<u>\$ 626,424</u>	<u>\$ 6,014,797</u>	<u>\$ 493,484</u>	<u>\$ 3,108,486</u>	<u>\$ 99,372</u>	<u>\$ -</u>	<u>\$ 500,000</u>	<u>\$ 4,334,030</u>	<u>\$ 453,812</u>	<u>\$ 377,965</u>	<u>\$ -</u>

Gateway Arch
Statement of Cash Flows
For the Three Months Ended September 30, 2016
(unaudited)

Cash flows from operating activities		Supplemental disclosure of cash flow information
Receipts from customers	\$ 2,789,497	
Payments to employees	(510,930)	Noncash Activities:
Payments to vendors	(1,072,675)	None
Payments for self-insurance	(13,876)	
Receipts (payments) from inter-fund activity	<u>(1,422,687)</u>	
Net cash provided by (used in) operating activities	<u>(230,671)</u>	
Cash flows from non capital financing activities		
Operating assistance received	(256,855)	
Contributions to outside entities	(201,293)	
Nonoperating contributions	<u>(21,231)</u>	
Net cash provided by (used in) non capital financing activities	<u>(479,379)</u>	
Cash flows from capital and related financing activities		
Acquisitions of capital assets	<u>(716,960)</u>	
Cash flows from capital and related financing activities	<u>(716,960)</u>	
Cash flows from investing activities		
Interest received	<u>10,513</u>	
Net cash provided by (used in) investing activities	<u>10,513</u>	
Net increase (decrease) in cash and cash equivalents	(1,416,497)	
Cash and cash equivalents, beginning of year	<u>17,987,902</u>	
Cash and cash equivalents, year to date	<u>\$ 16,571,405</u>	

Gateway Arch Tram
Capital Expenditures for Active Projects
For the Quarter Ended September 30, 2016
(unaudited)

Description		<u>Budget</u>	<u>Current</u>	<u>Year-To-Date</u>	<u>Life-To-Date</u>	<u>Balance</u>
ATS Motor Generator Set Replacement - Construction	x	\$ 7,490,083	\$ 837,526	\$ 837,526	\$ 3,292,861	\$ 4,197,222
Arch Transportation System (ATS) Load Zone Rehab	x	2,718,280	45,729	45,729	1,039,566	1,678,714
JNEM Trench Drain Project	xy	2,288,001	11,996	11,996	1,575,278	712,723
JNEM Arch Lobby Rehabilitation	y	1,087,107	-	-	77,919	1,009,188
Arch Ticketing Upgrade	y	400,000	7,500	7,500	381,789	18,211
JNEM Rail Station Improvements	z	359,612	-	-	97,457	262,155
Gateway Arch Furnishings		156,000	-	-	-	156,000
PGAV - Arch Welcoming Portal		44,000	-	-	13,238	30,762
Total Gateway Arch		<u>\$ 14,543,083</u>	<u>\$ 902,751</u>	<u>\$ 902,751</u>	<u>\$ 6,478,108</u>	<u>\$ 8,064,975</u>

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



Metro[®]

Financial Highlights.....	27
Quarterly Statement of Net Position.....	31
Revenue/Expense Analysis.....	33
Schedule of Contract & Grant Revenue.....	34
Schedule of Wage & Benefits.....	35
Consolidated Cash Receipts and Disbursement Schedule.....	36
Cross County Consolidated Cash Receipts and Disbursement Schedule.....	37
Statement of Cash Flows.....	38
Schedule of Aged Receivables - Invoices.....	39
Capital Expenditures for Active Projects.....	40

Metro

Three Months Ended September 30, 2016

Fast Facts

Metro transit was recognized by the federal government for excellence in maintenance and asset management. The Federal Transit Administration (FTA) acknowledged Metro as a model for transit asset management. Specifically highlighted by the FTA in the July 26 *Federal Register* was a case study of Metro transit's industry-leading bus maintenance program and how it has been able to extend the lifespan of buses by 25 percent and decrease the rate of breakdowns by 85 percent, resulting in service reliability for the customer and substantial cost savings for the taxpayer.

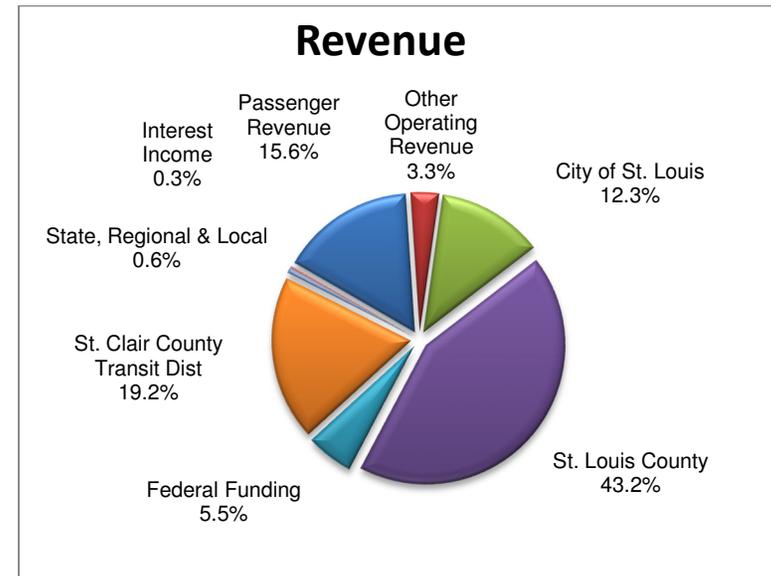
Bi-State Development, Southwestern Illinois Development Authority (SWIDA) and Bywater Development Group announced a \$10.5 million, affordable senior living development adjacent to the Swansea MetroLink Station in Swansea, IL. The development is a three-story building with 62 one- and two-bedroom apartments for older adults seeking an independent lifestyle.

Financial Data

Income before depreciation for the three months ended September 30, 2016 was \$450.5 thousand unfavorable to the budget. Compared to budget, revenue was down 11.4% and total expenses are favorable 11.9%.

Revenue

The chart illustrates the relative importance of each revenue source in fiscal year 2017.



Passenger Revenue of \$11.8 million is 16.1% less than budget and 12.2% less than prior year due to ridership decline.

Advertising, maintenance services and rental income is below budget due to lower than expected paratransit contract and ATS revenue.

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

Contract, Sales Tax & Grant Revenue

Combined St. Louis City and County sales tax used in operations by Bi-State Development was down 1.9% from fiscal year 2016 actual. Sales taxes are remitted to Bi-State

Metro

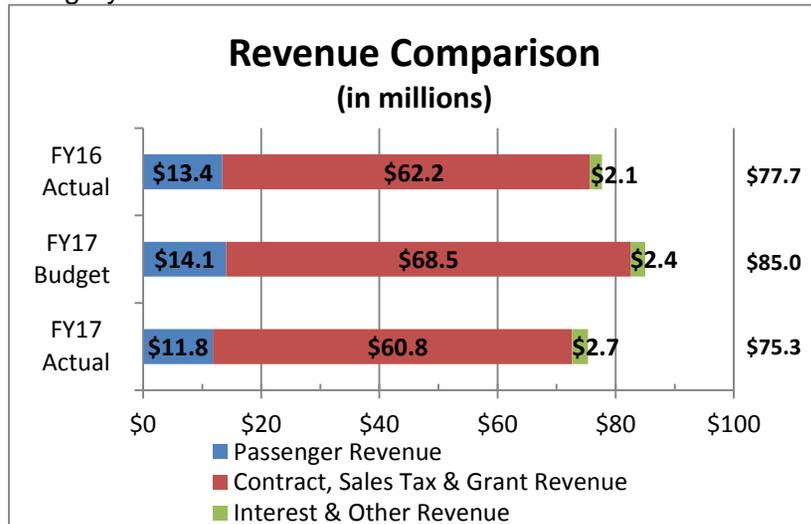
Three Months Ended September 30, 2016

Development from the local Missouri jurisdictions in return for services provided.

St. Clair County Transit District payment of \$14.5 million is 11.7% greater than budget and 8.1% greater than prior year. St. Clair County contracts for service and pays 100% of the cost of service.

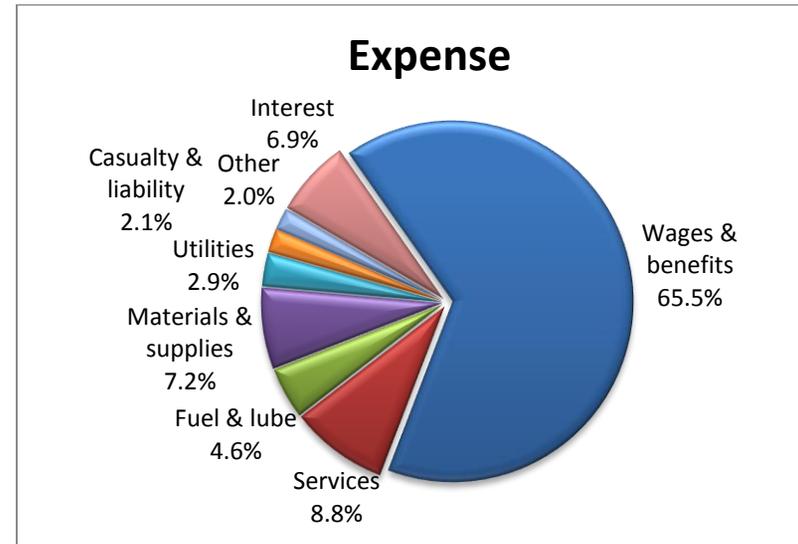
Federal funding of \$4.1 million includes federal vehicle maintenance funds of \$4.0 million.

The chart below reports revenue trends in each major revenue category.



Expense

The chart below illustrates the relative significance of each expense in FY 2017.



Wages and benefits of \$44.7 million are 5.3% favorable to budget. The favorable variance in wages and benefits is due to vacant positions, changes in retiree medical benefit policy and lower than expected medical claims.

Services of \$6.0 million are 35.9% favorable to budget as a result of less than anticipated maintenance and custodial expenses.

Fuel and lube consumed is \$3.1 million or 12.9% favorable to budget mainly due to lower diesel prices.

Materials and supplies expenditures of \$4.9 million are 25.2% favorable to budget.

Metro

Three Months Ended September 30, 2016

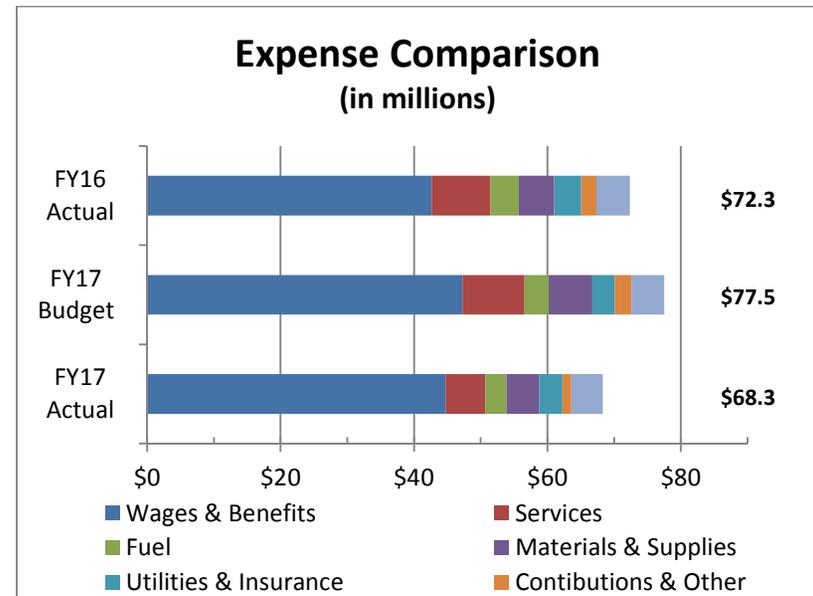
Utilities are favorable to budget by \$192.4 thousand or 8.8% as a result of lower than budgeted natural gas prices, less electric propulsion expense and electricity usage.

Casualty & liability expense is \$260.0 thousand or 21.9% unfavorable to budget due to higher than expected self-insured claims that include MetroBus and MetroLink related accidents.

Other operating expense is favorable to budget by 42.3% due to lower than budgeted agency fees.

Interest expense of \$4.7 million is 4.2% favorable to budget. The acceleration of debt lowers interest expense to BSD.

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



Metro

Three Months Ended September 30, 2016

Performance Data

Passenger boardings for the first quarter fiscal year 2017 are 8.4% below fiscal year 2016 and 14.4% below fiscal year 2015. The decrease from fiscal year 2016 for MetroBus is 9.7%, MetroLink is 6.2% and Call-A-Ride is 3.9%.

Ridership has trended downward since 2014 based on a number of factors. Lower fuel prices continue with the oil glut making it more attractive to return to the automobile. Employment centers and city population has shifted changing work commute practices. These changes have been trending away from the core city which was historically Metro's highest service area.

Passenger Boardings (in millions – YTD)			
	FY 2017	FY 2016	FY 2015
MetroBus	6.81	7.55	8.04
MetroLink	4.10	4.37	4.73
Call-A-Ride	<u>0.14</u>	<u>0.14</u>	<u>0.14</u>
Total System	11.05	12.06	12.91

Metro
Quarterly Statement of Net Position
September 30, 2016
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Assets							
Current assets							
Cash	\$ 115,646,176	\$ 86,659,206	\$ 28,986,970	33.4	\$ 157,531,311	\$ (41,885,135)	(26.6)
Investments	128,333,364	138,325,561	(9,992,197)	(7.2)	119,575,394	8,757,970	7.3
Accounts and notes receivable	5,017,683	1,867,503	3,150,180	168.7	6,261,293	(1,243,610)	(19.9)
Interfund accounts receivable	2,066,651	4,280,343	(2,213,692)	(51.7)	177,837	1,888,814	n/a
Restricted accounts receivable	254,822	220,433	34,389	15.6	94,693	160,129	169.1
Federal, state and local assistance receivable	22,011,091	35,702,842	(13,691,751)	(38.3)	25,048,538	(3,037,447)	(12.1)
Materials and supplies inventory	9,173,551	8,815,253	358,298	4.1	8,850,912	322,639	3.6
Other current assets	2,603,651	1,489,595	1,114,056	74.8	3,585,156	(981,505)	(27.4)
Total current assets	<u>285,106,989</u>	<u>277,360,736</u>	<u>7,746,253</u>	2.8	<u>321,125,134</u>	<u>(36,018,145)</u>	(11.2)
Capital assets							
Capital assets - motorbus	376,679,520	376,200,259	479,261	0.1	358,448,690	18,230,830	5.1
Capital assets - paratransit	18,234,913	18,235,313	(400)	-	18,700,775	(465,862)	(2.5)
Capital assets - lightrail	1,603,295,396	1,602,450,229	845,167	0.1	1,549,191,314	54,104,082	3.5
Total capital assets	1,998,209,829	1,996,885,801	1,324,028	0.1	1,926,340,779	71,869,050	3.7
Accumulated depreciation	(1,131,567,235)	(1,113,159,355)	(18,407,880)	(1.7)	(1,074,689,765)	(56,877,470)	(5.3)
Total capital assets, net	<u>866,642,594</u>	<u>883,726,446</u>	<u>(17,083,852)</u>	(1.9)	<u>851,651,014</u>	<u>14,991,580</u>	1.8
Land	97,199,286	97,199,286	-	-	96,207,291	991,995	1.0
Construction-in-process	33,830,659	29,428,050	4,402,609	15.0	65,782,532	(31,951,873)	(48.6)
Total capital assets	<u>997,672,539</u>	<u>1,010,353,782</u>	<u>(12,681,243)</u>	(1.3)	<u>1,013,640,837</u>	<u>(15,968,298)</u>	(1.6)
Non-current assets							
Restricted investments	99,182,488	97,643,652	1,538,836	1.6	93,110,494	6,071,994	6.5
Other non-current assets, net amort	128,029	123,354	4,675	3.8	141,631	(13,602)	(9.6)
Total non-current assets	<u>99,310,517</u>	<u>97,767,006</u>	<u>1,543,511</u>	1.6	<u>93,252,125</u>	<u>6,058,392</u>	6.5
Total assets	<u>1,382,090,045</u>	<u>1,385,481,524</u>	<u>(3,391,479)</u>	(0.2)	<u>1,428,018,096</u>	<u>(45,928,051)</u>	(3.2)
Deferred outflow of resources							
Deferred pension loss	22,585,549	24,182,213	(1,596,664)	(6.6)	2,432,686	20,152,863	828.4
Deferred pension expense	2,165,753	2,165,753	-	-	2,113,257	52,496	2.5
Deferred loss on hedging instruments	58,906	628,560	(569,654)	(90.6)	3,614,575	(3,555,669)	(98.4)
Deferred loss on debt refunding	3,104,389	3,210,592	(106,203)	(3.3)	3,528,656	(424,267)	(12.0)
Total deferred outflow of resources	<u>27,914,597</u>	<u>30,187,118</u>	<u>(2,272,521)</u>	(7.5)	<u>11,689,174</u>	<u>16,225,423</u>	138.8
Total	<u>\$ 1,410,004,642</u>	<u>\$ 1,415,668,642</u>	<u>\$ (5,664,000)</u>	(0.4)	<u>\$ 1,439,707,270</u>	<u>\$ (29,702,628)</u>	(2.1)

Metro
Quarterly Statement of Net Position
September 30, 2016
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Liabilities							
Current liabilities							
Accounts payable	\$ 4,197,468	\$ 7,396,688	\$ (3,199,220)	(43.3)	\$ 6,734,113	\$ (2,536,645)	(37.7)
Interfund accounts payable	11,939,744	2,513,390	9,426,354	375.0	3,236,981	8,702,763	268.9
Accrued expenses	17,621,091	20,201,367	(2,580,276)	(12.8)	19,481,137	(1,860,046)	(9.5)
Other current liabilities	24,751,180	21,939,510	2,811,670	12.8	28,233,019	(3,481,839)	(12.3)
Total current liabilities	<u>58,509,483</u>	<u>52,050,955</u>	<u>6,458,528</u>	12.4	<u>57,685,250</u>	<u>824,233</u>	1.4
Current liab payable from restricted assets							
Accounts payable and retention	1,373,393	3,216,404	(1,843,011)	(57.3)	2,794,661	(1,421,268)	(50.9)
Accrued interest payable	10,638,244	5,319,122	5,319,122	100.0	11,342,144	(703,900)	(6.2)
Short-term insurance	140,487	7,436,541	(7,296,054)	(98.1)	9,405,964	(9,265,477)	(98.5)
Current portion of long-term debt	7,880,000	7,880,000	-	-	37,220,000	(29,340,000)	(78.8)
Total current liabilities payable from restricted assets	<u>20,032,124</u>	<u>23,852,067</u>	<u>(3,819,943)</u>	(16.0)	<u>60,762,769</u>	<u>(40,730,645)</u>	(67.0)
Total current liabilities	<u>78,541,607</u>	<u>75,903,022</u>	<u>2,638,585</u>	3.5	<u>118,448,019</u>	<u>(39,906,412)</u>	(33.7)
Non-current liabilities							
Other post-employment benefits	51,434,568	51,003,780	430,788	0.8	52,189,378	(754,810)	(1.4)
Long-term insurance	-	7,808,458	(7,808,458)	(100.0)	6,369,959	(6,369,959)	(100.0)
Long-term debt	544,987,206	545,608,311	(621,105)	(0.1)	555,371,295	(10,384,089)	(1.9)
Capital lease obligations	99,182,490	97,628,680	1,553,810	1.6	93,095,522	6,086,968	6.5
Unfunded pension liabilities	109,962,458	109,962,458	-	-	87,751,871	22,210,587	25.3
Other non-current liabilities	7,085,816	7,112,610	(26,794)	(0.4)	6,674,520	411,296	6.2
Total non-current liabilities	<u>812,652,538</u>	<u>819,124,297</u>	<u>(6,471,759)</u>	(0.8)	<u>801,452,545</u>	<u>11,199,993</u>	1.4
Total liabilities	<u>891,194,145</u>	<u>895,027,319</u>	<u>(3,833,174)</u>	(0.4)	<u>919,900,564</u>	<u>(28,706,419)</u>	(3.1)
Deferred Inflow of Resources							
Deferred pension gain salaried	411,189	449,739	(38,550)	(8.6)	-	411,189	n/a
Total deferred inflow of resources	<u>411,189</u>	<u>449,739</u>	<u>(38,550)</u>	(8.6)	<u>-</u>	<u>411,189</u>	n/a
Net Position							
Net position - capital investments	546,768,025	1,117,360,214	(570,592,189)	(51.1)	1,054,156,318	(507,388,293)	(48.1)
Net position - unrestricted	(16,793,429)	(521,956,600)	505,163,171	96.8	(521,956,600)	505,163,171	96.8
Net income (loss)	(11,575,288)	(75,212,030)	63,636,742	84.6	(12,393,012)	817,724	6.6
Total net position	<u>518,399,308</u>	<u>520,191,584</u>	<u>(1,792,276)</u>	(0.3)	<u>519,806,706</u>	<u>(1,407,398)</u>	(0.3)
Total	<u>\$ 1,410,004,642</u>	<u>\$ 1,415,668,642</u>	<u>\$ (5,664,000)</u>	(0.4)	<u>\$ 1,439,707,270</u>	<u>\$ (29,702,628)</u>	(2.1)

Metro
Statement of Revenues, Expenses and Income (Loss)
For the Quarter Ended September 30, 2016
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Revenue										
Passenger revenue	\$ 11,796,383	\$ 14,058,553	\$ (2,262,170)	(16.1)	\$ 13,431,350	\$ 11,796,383	\$ 14,058,553	\$ (2,262,170)	(16.1)	\$ 13,431,350
City of St. Louis ¹	9,229,331	10,448,547	(1,219,216)	(11.7)	9,244,090	9,229,331	10,448,547	(1,219,216)	(11.7)	9,244,090
St. Louis County ¹	32,539,678	39,389,605	(6,849,927)	(17.4)	33,339,151	32,539,678	39,389,605	(6,849,927)	(17.4)	33,339,151
St. Clair County Transit District ¹	14,487,521	12,971,158	1,516,363	11.7	13,401,164	14,487,521	12,971,158	1,516,363	11.7	13,401,164
State of Missouri and Illinois ¹	354,895	525,389	(170,494)	(32.5)	381,336	354,895	525,389	(170,494)	(32.5)	381,336
Federal funding ¹	4,112,512	4,994,849	(882,337)	(17.7)	5,476,674	4,112,512	4,994,849	(882,337)	(17.7)	5,476,674
Other local/regional funding ¹	84,468	202,500	(118,032)	(58.3)	365,393	84,468	202,500	(118,032)	(58.3)	365,393
Contributions	-	10,000	(10,000)	(100.0)	-	-	10,000	(10,000)	(100.0)	-
Advertising, maint services, rental income	2,125,705	2,261,196	(135,491)	(6.0)	1,895,953	2,125,705	2,261,196	(135,491)	(6.0)	1,895,953
Other revenue	384,050	625	383,425	n/a	-	384,050	625	383,425	n/a	-
Interest income	206,451	152,455	53,996	35.4	171,963	206,451	152,455	53,996	35.4	171,963
Total revenue	75,320,994	85,014,877	(9,693,883)	(11.4)	77,707,074	75,320,994	85,014,877	(9,693,883)	(11.4)	77,707,074
Expense										
Wages and benefits ¹	44,737,708	47,243,085	2,505,377	5.3	42,653,073	44,737,708	47,243,085	2,505,377	5.3	42,653,073
Services	5,978,872	9,329,347	3,350,475	35.9	8,797,127	5,978,872	9,329,347	3,350,475	35.9	8,797,127
Fuel and lube consumed	3,135,369	3,600,170	464,801	12.9	4,258,417	3,135,369	3,600,170	464,801	12.9	4,258,417
Materials and supplies	4,914,711	6,572,152	1,657,441	25.2	5,309,124	4,914,711	6,572,152	1,657,441	25.2	5,309,124
Utilities	2,006,059	2,198,497	192,438	8.8	1,972,006	2,006,059	2,198,497	192,438	8.8	1,972,006
Insurance and liability costs	1,445,495	1,185,542	(259,953)	(21.9)	2,061,665	1,445,495	1,185,542	(259,953)	(21.9)	2,061,665
Other expenses	1,246,263	2,159,089	912,826	42.3	1,644,023	1,246,263	2,159,089	912,826	42.3	1,644,023
Interest expense	4,709,902	4,917,963	208,061	4.2	4,996,695	4,709,902	4,917,963	208,061	4.2	4,996,695
Contribution to outside entities	101,712	313,608	211,896	67.6	328,172	101,712	313,608	211,896	67.6	328,172
Other non-operating expense	-	-	-	-	307,014	-	-	-	-	307,014
Total expense	68,276,091	77,519,453	9,243,362	11.9	72,327,316	68,276,091	77,519,453	9,243,362	11.9	72,327,316
Income (loss) before depreciation	7,044,903	7,495,424	(450,521)	(6.0)	5,379,758	7,044,903	7,495,424	(450,521)	(6.0)	5,379,758
Depreciation and amortization expense	18,415,158	18,349,113	(66,045)	(0.4)	17,773,397	18,415,158	18,349,113	(66,045)	(0.4)	17,773,397
Net income (loss) before transfers	(11,370,255)	(10,853,689)	(516,566)	(4.8)	(12,393,639)	(11,370,255)	(10,853,689)	(516,566)	(4.8)	(12,393,639)
Net transfers in (out)	(205,033)	-	(205,033)	-	627	(205,033)	-	(205,033)	-	627
Net income (loss)	\$ (11,575,288)	\$ (10,853,689)	\$ (721,599)	(6.6)	\$ (12,393,012)	\$ (11,575,288)	\$ (10,853,689)	\$ (721,599)	(6.6)	\$ (12,393,012)

¹ - Detailed schedule included.

Metro
Detailed Schedule of Contract, Sales Tax and Grant Revenue
For the Quarter Ended September 30, 2016
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Contract, sales tax and grant revenue										
Missouri assistance										
City of St. Louis 1/2 cent	\$ 4,618,695	\$ 5,703,380	\$ (1,084,685)	(19.0)	\$ 5,028,340	\$ 4,618,695	\$ 5,703,380	\$ (1,084,685)	(19.0)	\$ 5,028,340
City of St. Louis 1/4 cent	2,384,721	2,635,370	(250,649)	(9.5)	2,353,380	2,384,721	2,635,370	(250,649)	(9.5)	2,353,380
City of St. Louis Prop M2 (1/4 cent)	2,225,915	2,109,797	116,118	5.5	1,862,370	2,225,915	2,109,797	116,118	5.5	1,862,370
Total City of St. Louis	<u>9,229,331</u>	<u>10,448,547</u>	<u>(1,219,216)</u>	<u>(11.7)</u>	<u>9,244,090</u>	<u>9,229,331</u>	<u>10,448,547</u>	<u>(1,219,216)</u>	<u>(11.7)</u>	<u>9,244,090</u>
St. Louis County 1/2 cent	2,287,918	12,057,893	(9,769,975)	(81.0)	10,826,539	2,287,918	12,057,893	(9,769,975)	(81.0)	10,826,539
St. Louis County 1/4 cent	9,713,620	10,580,011	(866,391)	(8.2)	9,495,827	9,713,620	10,580,011	(866,391)	(8.2)	9,495,827
St. Louis County Prop A (1/2 cent)	20,538,140	16,751,701	3,786,439	22.6	13,016,785	20,538,140	16,751,701	3,786,439	22.6	13,016,785
Total St. Louis County	<u>32,539,678</u>	<u>39,389,605</u>	<u>(6,849,927)</u>	<u>(17.4)</u>	<u>33,339,151</u>	<u>32,539,678</u>	<u>39,389,605</u>	<u>(6,849,927)</u>	<u>(17.4)</u>	<u>33,339,151</u>
East-West Gateway Council of Govts.	40,000	40,000	-	-	40,000	40,000	40,000	-	-	40,000
Non-capital projects and other	44,468	162,500	(118,032)	(72.6)	325,393	44,468	162,500	(118,032)	(72.6)	325,393
Total other local	<u>84,468</u>	<u>202,500</u>	<u>(118,032)</u>	<u>(58.3)</u>	<u>365,393</u>	<u>84,468</u>	<u>202,500</u>	<u>(118,032)</u>	<u>(58.3)</u>	<u>365,393</u>
State of Missouri	358,305	117,228	241,077	205.6	-	358,305	117,228	241,077	205.6	-
Total State of Missouri	<u>358,305</u>	<u>117,228</u>	<u>241,077</u>	<u>205.6</u>	<u>-</u>	<u>358,305</u>	<u>117,228</u>	<u>241,077</u>	<u>205.6</u>	<u>-</u>
Total Missouri assistance	<u>42,211,782</u>	<u>50,157,880</u>	<u>(7,946,098)</u>	<u>(15.8)</u>	<u>42,948,634</u>	<u>42,211,782</u>	<u>50,157,880</u>	<u>(7,946,098)</u>	<u>(15.8)</u>	<u>42,948,634</u>
Illinois assistance										
St. Clair Transit District	14,487,521	12,971,158	1,516,363	11.7	13,401,164	14,487,521	12,971,158	1,516,363	11.7	13,401,164
State of Illinois	(3,410)	408,161	(411,571)	(100.8)	381,336	(3,410)	408,161	(411,571)	(100.8)	381,336
Total Illinois assistance	<u>14,484,111</u>	<u>13,379,319</u>	<u>1,104,792</u>	<u>8.3</u>	<u>13,782,500</u>	<u>14,484,111</u>	<u>13,379,319</u>	<u>1,104,792</u>	<u>8.3</u>	<u>13,782,500</u>
Total local and state assistance	<u>56,695,893</u>	<u>63,537,199</u>	<u>(6,841,306)</u>	<u>(10.8)</u>	<u>56,731,134</u>	<u>56,695,893</u>	<u>63,537,199</u>	<u>(6,841,306)</u>	<u>(10.8)</u>	<u>56,731,134</u>
Federal assistance										
Vehicle maintenance	4,000,000	4,000,000	-	-	4,000,000	4,000,000	4,000,000	-	-	4,000,000
Non-capital grants (i.e. JARC)	112,512	994,849	(882,337)	(88.7)	1,476,674	112,512	994,849	(882,337)	(88.7)	1,476,674
Total federal assistance	<u>4,112,512</u>	<u>4,994,849</u>	<u>(882,337)</u>	<u>(17.7)</u>	<u>5,476,674</u>	<u>4,112,512</u>	<u>4,994,849</u>	<u>(882,337)</u>	<u>(17.7)</u>	<u>5,476,674</u>
Total contract, sales tax and grant revenue	<u>\$ 60,808,405</u>	<u>\$ 68,532,048</u>	<u>\$ (7,723,643)</u>	<u>(11.3)</u>	<u>\$ 62,207,808</u>	<u>\$ 60,808,405</u>	<u>\$ 68,532,048</u>	<u>\$ (7,723,643)</u>	<u>(11.3)</u>	<u>\$ 62,207,808</u>

Metro
Detailed Schedule of Wages and Benefits
For the Quarter Ended September 30, 2016
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Personnel expense										
Wages	\$ 30,437,637	\$ 32,709,999	\$ 2,272,362	6.9	\$ 29,144,359	\$ 30,437,637	\$ 32,709,999	\$ 2,272,362	6.9	\$ 29,144,359
Company paid benefits										
Payroll related taxes and insurance										
FICA	2,146,405	2,475,611	329,206	13.3	2,054,815	2,146,405	2,475,611	329,206	13.3	2,054,815
Unemployment insurance	20,001	22,578	2,577	11.4	20,361	20,001	22,578	2,577	11.4	20,361
Worker's compensation insurance	1,017,002	988,178	(28,824)	(2.9)	855,759	1,017,002	988,178	(28,824)	(2.9)	855,759
Health and welfare										
Medical	5,438,974	6,618,862	1,179,888	17.8	6,225,152	5,438,974	6,618,862	1,179,888	17.8	6,225,152
Dental	157,223	143,605	(13,618)	(9.5)	143,017	157,223	143,605	(13,618)	(9.5)	143,017
Other post employment benefits	430,552	402,064	(28,488)	(7.1)	579,268	430,552	402,064	(28,488)	(7.1)	579,268
Life insurance / AD&D	114,728	128,947	14,219	11.0	110,582	114,728	128,947	14,219	11.0	110,582
Short and long term disability	83,687	50,888	(32,799)	(64.5)	64,809	83,687	50,888	(32,799)	(64.5)	64,809
FMLA administration expense	15,845	14,740	(1,105)	(7.5)	16,299	15,845	14,740	(1,105)	(7.5)	16,299
EAP expense	9,751	9,158	(593)	(6.5)	8,903	9,751	9,158	(593)	(6.5)	8,903
Retirement										
Pension expense	4,426,008	3,072,758	(1,353,250)	(44.0)	2,972,394	4,426,008	3,072,758	(1,353,250)	(44.0)	2,972,394
401 K contributions	376,680	504,460	127,780	25.3	301,614	376,680	504,460	127,780	25.3	301,614
Other										
Uniform allowance	164,973	196,423	31,450	16.0	207,297	164,973	196,423	31,450	16.0	207,297
Miscellaneous benefits	8,725	5,473	(3,252)	(59.4)	7,689	8,725	5,473	(3,252)	(59.4)	7,689
Benefit costs applied to capital projects	(110,483)	(100,659)	9,824	9.8	(59,245)	(110,483)	(100,659)	9,824	9.8	(59,245)
Total company paid benefits	<u>14,300,071</u>	<u>14,533,086</u>	<u>233,015</u>	<u>1.6</u>	<u>13,508,714</u>	<u>14,300,071</u>	<u>14,533,086</u>	<u>233,015</u>	<u>1.6</u>	<u>13,508,714</u>
Total wages and benefits	<u>\$ 44,737,708</u>	<u>\$ 47,243,085</u>	<u>\$ 2,505,377</u>	<u>5.3</u>	<u>\$ 42,653,073</u>	<u>\$ 44,737,708</u>	<u>\$ 47,243,085</u>	<u>\$ 2,505,377</u>	<u>5.3</u>	<u>\$ 42,653,073</u>

Metro
Cash Receipts and Disbursements Schedule
For the Quarter Ended September 30, 2016
(unaudited)

	Total	Revenue Fund	Operating Fund	Internally Restricted Fund	Prop M Fund	Prop A Fund	Sales Tax Capital Fund	Commodity Funds	Insurance Funds	Other Restricted Funds
Balance July 1, 2016										
Cash & Investments	\$ 180,688,305	\$ 1,050,513	\$ 30,856,120	\$ 15,721,800	\$ 53,962,726	\$ 25,134,093	\$ 21,329,461	\$ 5,006,258	\$ 18,493,769	\$ 9,133,565
Add :										
Passenger Fares	13,562,366	13,483,884	78,482	-	-	-	-	-	-	-
City of St. Louis	5,464,048	-	5,464,048	-	-	-	-	-	-	-
St. Louis County	2,560,374	-	2,560,375	-	-	-	(1)	-	-	-
State of Illinois	218,688	-	218,688	-	-	-	-	-	-	-
St. Clair County	11,861,946	-	11,861,946	-	-	-	-	-	-	-
FTA	22,291,845	-	22,291,845	-	-	-	-	-	-	-
Commodity Fund	3,117,846	-	3,117,846	-	-	-	-	-	-	-
All Other	7,827,806	-	7,658,943	1,974	72,242	25,315	15,702	-	53,630	-
Cash Receipts	66,906,027	13,483,884	53,253,281	1,974	72,242	25,315	15,701	-	53,630	-
Interfund Transfers	-	(13,690,000)	22,620,590	-	(9,044,239)	-	(2,245,409)	-	2,028,393	330,666
Less:										
Cash Disbursements	(88,135,145)	-	(80,447,211)	-	-	-	-	(618,842)	(7,068,919)	(173)
Balance September 30, 2016										
Cash & Investments	159,459,188	844,397	26,282,780	15,723,774	44,990,729	25,159,408	19,099,753	4,387,416	13,506,873	9,464,058
Less:										
Pre-Encumbrances & Restrictions										
Local Match - Approved Grants	37,079,728	-	-	-	35,000,339	-	2,079,389	-	-	-
- Grant Applications	9,754,548	-	-	-	9,754,548	-	-	-	-	-
- Long Range Capital Programs (1)	17,256,206	-	-	-	235,842	-	17,020,364	-	-	-
SIR Worker Comp Pledged Funds	2,405,000	-	-	-	-	-	-	-	2,405,000	-
Other Restrictions	92,963,706	844,397	26,282,780	15,723,774	-	25,159,408	-	4,387,416	11,101,873	9,464,058
Total Restrictions	159,459,188	844,397	26,282,780	15,723,774	44,990,729	25,159,408	19,099,753	4,387,416	13,506,873	9,464,058
Unencumbered Cash & Investments	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -

(1) Restricted to finance obligations.

Metro
Cross County Metrolink Debt
Cash Receipts and Disbursements Schedule
For the Quarter Ended September 30, 2016
(unaudited)

	<u>Total Trustee Statements</u>	<u>Revenue Funds</u>	<u>Debt Service Funds</u>	<u>Expense Funds</u>	<u>Debt Service Reserve Funds</u>
Balance at July 1, 2016					
Cash & investments	\$ 44,311,275	\$ -	\$ 11,229,123	\$ 71,440	\$ 33,010,712
Add cash receipts:					
St. Louis County sales tax - Prop M	11,600,273	11,600,273	-	-	-
St. Louis County sales tax - Prop A	23,259,502	23,259,502	-	-	-
St. Louis City sales tax - Prop M	2,681,231	2,681,231	-	-	-
St. Louis City sales tax - Prop M2	2,681,230	2,681,230	-	-	-
Interest received	93,235	3,950	7,670	52	81,563
Total cash receipts	40,315,471	40,226,186	7,670	52	81,563
Less fund disbursements:					
Expenses/Professional service fees	(5,175)	(5,175)	-	-	-
Realized gain/(loss)	(88,984)	-	-	-	(88,984)
Total disbursements	(94,159)	(5,175)	-	-	(88,984)
Interfund transfers:					
Transfer to General Revenue Fund	-	(7,246,173)	7,281,452	-	(35,279)
Total interfund transfers	-	(7,246,173)	7,281,452	-	(35,279)
Balance at September 30, 2016					
Cash & investments	<u>\$ 84,532,587</u>	<u>\$ 32,974,838</u>	<u>\$ 18,518,245</u>	<u>\$ 71,492</u>	<u>\$ 32,968,012</u>

Metro Transit
Statement of Cash Flows
For the Three Months Ended September 30, 2016
(unaudited)

Cash flows from operating activities		Supplemental disclosure of cash flow information	
Receipts from customers	\$ 10,771,908	Noncash Activities:	
Payments to employees	(46,887,196)	Interest received on capital lease	\$ 1,538,836
Payments to vendors	(16,993,608)	Interest accrued on capital lease	(1,538,836)
Payments for self-insurance	(16,550,007)	Gain on disposal of fixed assets	550,298
Receipts (payments) from inter-fund activity	<u>11,023,794</u>	Deferred Loss Amortization	106,204
Net cash provided by (used in) operating activities	<u>(58,635,109)</u>		
Cash flows from non capital financing activities			
Operating assistance received	74,465,768		
Contributions to outside entities	(101,712)		
Nonoperating contributions	<u>382,214</u>		
Net cash provided by (used in) non capital financing activities	<u>74,746,270</u>		
Cash flows from capital and related financing activities			
Acquisitions of capital assets	(7,576,927)		
Contributed capital	<u>9,783,013</u>		
Cash flows from capital and related financing activities	<u>2,206,086</u>		
Cash flows from investing activities			
Purchases of investments	(23,268,077)		
Proceeds from sale of investments	25,982,993		
Interest received	<u>203,582</u>		
Net cash provided by (used in) investing activities	<u>2,918,498</u>		
Net increase (decrease) in cash and cash equivalents	21,235,745		
Cash and cash equivalents, beginning of year	<u>94,410,431</u>		
Cash and cash equivalents, year to date	<u>\$ 115,646,176</u>		

Metro
Schedule of Aged Receivables - Invoiced
September 30, 2016
(unaudited)

	<u>Less than 30 days</u>	<u>31-60 days</u>	<u>61-90 days</u>	<u>91-180 days</u>	<u>181-360 days</u>	<u>Over 361 days</u>	<u>Total</u>
Due from TMA Customers	\$ 3,990	\$ 18,784	\$ 4,068	\$ 36,781	\$ 13,272	\$ 21,869	\$ 98,764
Due from Call-A-Ride	204,670	816	190,939	-	-	-	396,425
Due from Advertising (Marketing)	9,224	-	20	20	-	-	9,264
Due from Leases and Rents	123,107	96	-	193	2,662	-	126,058
Due from Auxiliary Services/Others	534,909	-	-	1,127	-	272,998	809,034
Due from Grants (Accounting)	2,767,648	65,579	98,832	104,098	51,213	46,810	3,134,180
Due from Passes	663,229	3,083	19,700	14,723	323,562	-	1,024,297
Total	<u>\$ 4,306,777</u>	<u>\$ 88,358</u>	<u>\$ 313,559</u>	<u>\$ 156,942</u>	<u>\$ 390,709</u>	<u>\$ 341,677</u>	<u>\$ 5,598,022</u>

Metro
Capital Expenditures for Active Projects
For the Quarter Ended September 30, 2016
(unaudited)

Description	Budget	Current	Year-To-Date	Life-To-Date	Balance
Project #					
0034 Van Procurement FY04-FY08 (X204) 2	\$ 2,740,824	\$ 19,400	\$ 19,400	\$ 2,739,871	\$ 953
1237 CAR Van Replacement FY07	2,975,815	-	-	2,913,172	62,643
1279 Fare Collection System Upgrade/Replacement (06 Earmark)	31,584,490	828,929	828,929	25,848,750	5,735,740
1361 Radio System CAD/AVL	23,857,144	687,696	687,696	11,146,668	12,710,476
1530 Eads Bridge Rehab ARRA	25,338,774	-	-	25,338,774	-
1574 CAR Van Replacement	8,650,165	7,140	7,140	7,139,448	1,510,717
1666 Slope Stabilization z	4,097,297	-	-	4,088,949	8,348
1668 Embankment Erosion z	3,223,073	4,938	4,938	578,207	2,644,866
1708 Feeder Wire/Water Mitigation MO--12 z	1,058,564	-	-	708,420	350,144
1717 Non-Revenue Vehicles FY12 MO	1,734,811	-	-	1,517,317	217,494
1722 Missouri Slopes Stability z	1,144,600	-	-	809,969	334,631
1723 MO OCS Wire Rehab z	1,663,664	14,366	14,366	1,652,529	11,135
1734 EADS Bridge Rehab Phase II	29,708,943	275,198	275,198 #	17,735,184	11,973,759
1739 Downtown Transfer Center	10,497,420	1,108,513	1,108,513	2,674,317	7,823,103
1755 IT Systems Upgrade Yr 2 - FY13	1,425,750	771	771	576,222	849,528
1756 North County Transit Center	10,280,000	38,096 #	38,096	10,146,830	133,170
1817 Radio System Tower Sites	6,555,992	-	-	3,610,540	2,945,452
1834 Rail Tie Replacement Year 2 z	1,519,022	-	-	1,519,022	-
1844 Tactile Warning Strip Phase II z	1,547,255	-	-	1,025,066	522,189
1848 Articulated Buses	11,441,280	-	-	6,490,426	4,950,854
1855 Arch Bike Trail	1,105,000	15,289	15,289	296,548	808,452
1860 Bus Procurement Duluth	20,911,804	-	-	20,910,583	1,221
1862 North County Transit Phase II	2,200,481	11,535	11,535	1,664,683	535,798

Metro
Capital Expenditures for Active Projects
For the Quarter Ended September 30, 2016
(unaudited)

Description	Budget	Current	Year-To-Date	Life-To-Date	Balance
Projects continued					
1863 Bus Procurement Duluth II	\$ 11,273,734	\$ -	\$ -	\$ 10,893,680	\$ 380,054
1869 Phase 1 Audio Frequency Circuit	3,101,678	817,727	817,727	1,171,461	1,930,217
1875 Rail Tie Replace Year 3	z 1,927,270	-	-	1,927,270	-
1885 TOI Operation Management Software	2,859,367	20,923	20,923	627,881	2,231,486
1887 TOI Transit Business Intellegence	1,031,572	-	-	-	1,031,572
1905 Buses - FY13 CMAQ	18,565,431	-	-	18,206,956	358,475
1937 Innovative High School Career	z 2,129,435	-	-	-	2,129,435
1941 Duluth Piggyback III 40'	12,698,501	-	-	12,351,743	346,758
1955 Spruce Street Bridge	7,549,171	567,469	567,469	6,277,032	1,272,139
1959 Z-Gate Ped Barriers & Fence	1,257,938	(3,199)	(3,199)	289,785	968,153
1960 Rail ROW Repairs-MP 0-15.4 MO	1,905,200	-	-	66,474	1,838,726
1962 Elevator Rehab - 8 Units - MO	2,749,100	10,905	10,905	152,030	2,597,070
1973 Portable Bus Lifting System - MO	1,004,619	-	-	535,965	468,654
1983 DC to AC Rail Car Upgrades	22,500,000	-	-	-	22,500,000
1988 Ewing Wall Rehabilitation	10,037,743	2,693,128	2,693,128	3,600,476	6,437,267
1997 IL Bus Facility Rehabilitation	1,850,692	404,691	404,691	419,541	1,431,151
2000 Administrative Facility	1,604,600	-	-	1,022,606	581,994
2020 Feeder Wire-Water Mitigation	z 1,644,372	2,334	2,334	874,434	769,938
2021 Bus Northwest Connector	z 2,355,536	-	-	-	2,355,536
2030 FY15 100% 7 SCCTD Buses	2,076,050	-	-	2,069,685	6,365
2035 Mobile Data Terminal	1,050,000	-	-	-	1,050,000
2053 Buses (4) FY15 Formula	1,856,000	-	-	-	1,856,000
2054 Call-A-Ride Vans (7) FY15	2,161,300	-	-	-	2,161,300

Metro
Capital Expenditures for Active Projects
For the Quarter Ended September 30, 2016
(unaudited)

Description	Budget	Current	Year-To-Date	Life-To-Date	Balance
Projects continued					
2057 Non-Rev Vehicles (16) MO FY14	\$ 1,146,145	\$ -	\$ -	\$ -	\$ 1,146,145
2060 Boyle Street ML Station	12,998,985	90,632	90,632	133,982	12,865,003
2061 CWE ML Station Rehab	1,544,046	129	129	129	1,543,917
2070 DC to AC Propulsion YR 2	2,033,859	-	-	-	2,033,859
2077 Buses FY15 Bus Facility	3,615,724	-	-	-	3,615,724
2078 Buses FY14 CMAQ	5,210,000	-	-	-	5,210,000
2079 MO Buses	4,018,076	-	-	-	4,018,076
2081 Convention Center Escalator FY15 SGR	1,103,500	-	-	-	1,103,500
2094 CAR Vans (7) FY14 Fed Formula	1,479,456	-	-	-	1,479,456
2108 Buses (8) IDOT Reimburse SCCTD	3,792,738	-	-	-	3,792,738
2109 Union Station Tunnel	5,300,000	13,790	13,790	14,047	5,285,953
2113 TAM-EAM System Development	1,411,147	-	-	-	1,411,147
2116 FY16 Preventive Maintenance	z 20,000,000	20,000,000	20,000,000	20,000,000	-
2119 Buses - FY15 CMAQ	10,000,000	-	-	-	10,000,000
2122 Buses - FY16 Bus Facility	3,504,438	-	-	-	3,504,438
2125 CAR Van Replacement FY15 STP	1,000,000	-	-	-	1,000,000
All others	*z 34,110,006	1,388,491	1,388,491	11,667,009	22,442,997
Total active projects	\$ 432,719,597	\$ 29,018,891	\$ 29,018,891	\$ 243,433,681	\$ 189,285,916

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

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



Financial Highlights.....	43
Quarterly Statement of Net Position.....	45
Revenue/Expense Analysis.....	47
Schedule of Wage & Benefits.....	48
Consolidated Cash Receipts and Disbursement Schedule.....	49
Statement of Cash Flows.....	50
Schedule of Aged Receivables.....	51
Capital Expenditures for Active Projects.....	52

St. Louis Downtown Airport

Three Months Ended September 30, 2016

Fast Facts

The St. Louis Downtown Airport is slated to receive a Federal Aviation Administration safety improvement project grant of \$850,000 for taxiway rehabilitation. The grant would help pay for the first phase of project.

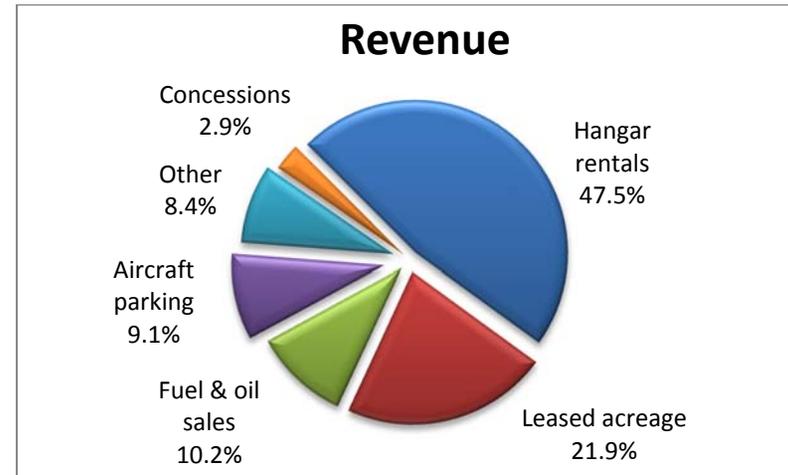
Fire Chief Michael Mavrogeorge has earned the prestigious designation as Chief Fire Officer by the Center for Public Safety Excellence, Commission on Professional Credentialing. To earn the designation, Mavrogeorge demonstrated a high level of competency, completed professional, educational, reached technical and community service achievements, and maintained high standards of performance, ethics and conduct.

The airport hosted the Legacy Flight Academy which offers a flight orientation program aimed at fostering an interest in aerospace careers among minority youth. The youth had the opportunity to pilot a plane themselves while on a short flight with a licensed pilot.

Financial Data

Loss before depreciation was \$38.4 thousand. This result is unfavorable compared to a net income of \$55.8 thousand in the prior fiscal year.

Revenue increased approximately \$19.6 thousand or 5.4% over prior year. Increased revenue is due to new hangar rental leases.



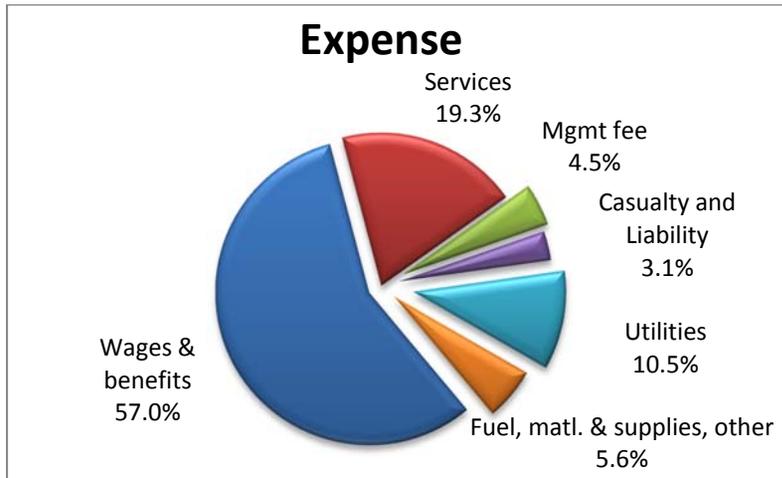
Total **Expense** is \$422.7 thousand. This is an increase of \$113.8 thousand and 36.8% over the prior year.

The increase year over year in total expense is related to **wages and benefits** and **services**. A Safety Management Specialist position was added to the Airport payroll in the fourth quarter of fiscal year 2016. The new position is reflected in the year over year increase in wages and benefits.

Services increased due to legal and consulting fees related to future airport initiatives.

St. Louis Downtown Airport

Three Months Ended September 30, 2016



Average based aircraft remains similar to prior year levels.

Aircraft movements increased 30.0% over the prior year while **fuel sales** decreased 20.9% over the prior year. Airport activity can vary because of the economy, weather conditions and special events.

Performance Data

Performance Indicators			
YTD	Fuel sales (gallons)	Aircraft movements	Avg. based aircraft
FY17 Actual	401,715	30,468	322
FY17 Budget	443,408	22,500	320
FY16 Actual	507,575	23,433	329

St. Louis Downtown Airport
Quarterly Statement of Net Position
September 30, 2016
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Assets							
Current assets							
Cash	\$ 487,510	\$ 607,682	\$ (120,172)	(19.8)	\$ 660,851	\$ (173,341)	(26.2)
Accounts and notes receivable	128,571	41,618	86,953	208.9	59,037	69,534	117.8
Interfund accounts receivable	259,160	153,954	105,206	68.3	15,907	243,253	n/a
Materials and supplies inventory	61,592	61,592	-	-	61,584	8	-
Other current assets	78,026	16,111	61,915	384.3	54,259	23,767	43.8
Total current assets	<u>1,014,859</u>	<u>880,957</u>	<u>133,902</u>	15.2	<u>851,638</u>	<u>163,221</u>	19.2
Capital assets							
Capital assets	52,803,944	52,803,944	-	-	52,728,214	75,730	0.1
Accumulated depreciation	(34,817,960)	(34,443,521)	(374,439)	(1.1)	(33,277,896)	(1,540,064)	(4.6)
Total capital assets, net	<u>17,985,984</u>	<u>18,360,423</u>	<u>(374,439)</u>	(2.0)	<u>19,450,318</u>	<u>(1,464,334)</u>	(7.5)
Land							
Land	4,542,564	4,542,564	-	-	4,542,564	-	-
Construction-in-process	48,404	18,887	29,517	156.3	144,887	(96,483)	(66.6)
Total capital assets	<u>22,576,952</u>	<u>22,921,874</u>	<u>(344,922)</u>	(1.5)	<u>24,137,769</u>	<u>(1,560,817)</u>	(6.5)
Non-current assets							
Deferred charges	13,275	5,883	7,392	125.7	16,653	(3,378)	(20.3)
Total non-current assets	<u>13,275</u>	<u>5,883</u>	<u>7,392</u>	125.7	<u>16,653</u>	<u>(3,378)</u>	(20.3)
Total assets	<u>23,605,086</u>	<u>23,808,714</u>	<u>(203,628)</u>	(0.9)	<u>25,006,060</u>	<u>(1,400,974)</u>	(5.6)
Total	<u>\$ 23,605,086</u>	<u>\$ 23,808,714</u>	<u>\$ (203,628)</u>	(0.9)	<u>\$ 25,006,060</u>	<u>\$ (1,400,974)</u>	(5.6)

St. Louis Downtown Airport
Quarterly Statement of Net Position
September 30, 2016
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Liabilities							
Current liabilities							
Accounts payable	\$ 6,275	\$ 16,338	\$ (10,063)	(61.6)	\$ 15,703	\$ (9,428)	(60.0)
Interfund accounts payable	422,738	238,219	184,519	77.5	5,870	416,868	n/a
Accrued expenses	65,200	65,200	-	-	53,308	11,892	22.3
Other current liabilities	7,484	3,063	4,421	144.3	3,812	3,672	96.3
Total current liabilities	<u>501,697</u>	<u>322,820</u>	<u>178,877</u>	55.4	<u>78,693</u>	<u>423,004</u>	537.5
Non-current liabilities							
Other post-employment benefits	279,322	277,007	2,315	0.8	349,957	(70,635)	(20.2)
Long-term insurance	27,154	27,154	-	-	28,991	(1,837)	(6.3)
Unfunded pension liabilities	153,620	153,620	-	-	183,752	(30,132)	(16.4)
Total non-current liabilities	<u>460,096</u>	<u>457,781</u>	<u>2,315</u>	0.5	<u>562,700</u>	<u>(102,604)</u>	(18.2)
Total liabilities	<u>961,793</u>	<u>780,601</u>	<u>181,192</u>	23.2	<u>641,393</u>	<u>320,400</u>	50.0
Net Position							
Net position - capital investments	22,604,107	32,954,818	(10,350,711)	(31.4)	32,880,637	(10,276,530)	(31.3)
Net position - unrestricted	452,047	(8,179,768)	8,631,815	105.5	(8,179,768)	8,631,815	105.5
Net income (loss)	(412,861)	(1,746,937)	1,334,076	76.4	(336,202)	(76,659)	(22.8)
Total net position	<u>22,643,293</u>	<u>23,028,113</u>	<u>(384,820)</u>	(1.7)	<u>24,364,667</u>	<u>(1,721,374)</u>	(7.1)
Total	<u>\$ 23,605,086</u>	<u>\$ 23,808,714</u>	<u>\$ (203,628)</u>	(0.9)	<u>\$ 25,006,060</u>	<u>\$ (1,400,974)</u>	(5.6)

St. Louis Downtown Airport
Statement of Revenues, Expenses and Income (Loss)
For the Quarter Ended September 30, 2016
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Revenue										
Airport parking	\$ 34,798	\$ 34,853	\$ (55)	(0.2)	\$ 34,838	\$ 34,798	\$ 34,853	\$ (55)	(0.2)	\$ 34,838
Leased acreage	84,134	43,169	40,965	94.9	98,656	84,134	43,169	40,965	94.9	98,656
Hangar rental	182,861	202,553	(19,692)	(9.7)	149,082	182,861	202,553	(19,692)	(9.7)	149,082
Aviation sales flowage	39,083	44,341	(5,258)	(11.9)	46,260	39,083	44,341	(5,258)	(11.9)	46,260
Other operating revenue	27,473	22,514	4,959	22.0	21,103	27,473	22,514	4,959	22.0	21,103
Concessions	11,286	28,790	(17,504)	(60.8)	12,791	11,286	28,790	(17,504)	(60.8)	12,791
Service fee revenue	4,220	50	4,170	8,340.0	-	4,220	50	4,170	8,340.0	-
Interest income	455	84	371	441.7	1,981	455	84	371	441.7	1,981
Total revenue	<u>384,310</u>	<u>376,354</u>	<u>7,956</u>	<u>2.1</u>	<u>364,711</u>	<u>384,310</u>	<u>376,354</u>	<u>7,956</u>	<u>2.1</u>	<u>364,711</u>
Expense										
Wages and benefits ¹	241,382	252,248	10,866	4.3	200,361	241,382	252,248	10,866	4.3	200,361
Services	81,512	28,945	(52,567)	(181.6)	21,668	81,512	28,945	(52,567)	(181.6)	21,668
Fuel and lube consumed	5,105	6,768	1,663	24.6	5,370	5,105	6,768	1,663	24.6	5,370
Materials and supplies	26,040	30,435	4,395	14.4	13,981	26,040	30,435	4,395	14.4	13,981
Utilities	44,222	48,664	4,442	9.1	37,766	44,222	48,664	4,442	9.1	37,766
Insurance and liability costs	12,918	17,895	4,977	27.8	16,135	12,918	17,895	4,977	27.8	16,135
Other expenses	11,555	16,643	5,088	30.6	13,665	11,555	16,643	5,088	30.6	13,665
Total expense	<u>422,734</u>	<u>401,598</u>	<u>(21,136)</u>	<u>(5.3)</u>	<u>308,946</u>	<u>422,734</u>	<u>401,598</u>	<u>(21,136)</u>	<u>(5.3)</u>	<u>308,946</u>
Income (loss) before depreciation	<u>(38,424)</u>	<u>(25,244)</u>	<u>(13,180)</u>	<u>(52.2)</u>	<u>55,765</u>	<u>(38,424)</u>	<u>(25,244)</u>	<u>(13,180)</u>	<u>(52.2)</u>	<u>55,765</u>
Depreciation and amortization expense	<u>374,437</u>	<u>387,106</u>	<u>12,669</u>	<u>3.3</u>	<u>391,967</u>	<u>374,437</u>	<u>387,106</u>	<u>12,669</u>	<u>3.3</u>	<u>391,967</u>
Net income (loss)	<u>\$ (412,861)</u>	<u>\$ (412,350)</u>	<u>\$ (511)</u>	<u>(0.1)</u>	<u>\$ (336,202)</u>	<u>\$ (412,861)</u>	<u>\$ (412,350)</u>	<u>\$ (511)</u>	<u>(0.1)</u>	<u>\$ (336,202)</u>

¹ - Detailed schedule included.

St. Louis Downtown Airport
Detailed Schedule of Wages and Benefits
For the Quarter Ended September 30, 2016
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Personnel expense										
Wages	\$ 153,083	\$ 168,780	\$ 15,697	9.3	\$ 136,715	\$ 153,083	\$ 168,780	\$ 15,697	9.3	\$ 136,715
Company paid benefits										
Payroll related taxes and insurance										
FICA	10,896	12,912	2,016	15.6	9,694	10,896	12,912	2,016	15.6	9,694
Unemployment insurance	39	315	276	87.6	91	39	315	276	87.6	91
Worker's compensation insurance	20,609	7,936	(12,673)	(159.7)	8,769	20,609	7,936	(12,673)	(159.7)	8,769
Health and welfare										
Medical	28,279	24,300	(3,979)	(16.4)	26,399	28,279	24,300	(3,979)	(16.4)	26,399
Dental	748	765	17	2.2	667	748	765	17	2.2	667
Other post employment benefits	2,315	6,097	3,782	62.0	2,897	2,315	6,097	3,782	62.0	2,897
Life insurance / AD&D	237	185	(52)	(28.1)	199	237	185	(52)	(28.1)	199
Short and long term disability	1,272	1,186	(86)	(7.3)	1,074	1,272	1,186	(86)	(7.3)	1,074
FMLA administration expense	79	79	-	-	78	79	79	-	-	78
EAP expense	52	51	(1)	(2.0)	47	52	51	(1)	(2.0)	47
Retirement										
Pension expense	10,669	13,473	2,804	20.8	3,552	10,669	13,473	2,804	20.8	3,552
401 K contributions	10,901	15,670	4,769	30.4	8,845	10,901	15,670	4,769	30.4	8,845
Other										
Uniform allowance	2,203	499	(1,704)	(341.5)	1,334	2,203	499	(1,704)	(341.5)	1,334
Total company paid benefits	<u>88,299</u>	<u>83,468</u>	<u>(4,831)</u>	<u>(5.8)</u>	<u>63,646</u>	<u>88,299</u>	<u>83,468</u>	<u>(4,831)</u>	<u>(5.8)</u>	<u>63,646</u>
Total wages and benefits	<u>\$ 241,382</u>	<u>\$ 252,248</u>	<u>\$ 10,866</u>	<u>4.3</u>	<u>\$ 200,361</u>	<u>\$ 241,382</u>	<u>\$ 252,248</u>	<u>\$ 10,866</u>	<u>4.3</u>	<u>\$ 200,361</u>

St. Louis Downtown Airport
Cash Receipts and Disbursements Schedule
For the Quarter Ended September 30, 2016
(unaudited)

<u>Description</u>	<u>Total</u>	<u>Revenue Fund</u>	<u>Investments Operating Fund</u>	<u>Other Restricted Funds</u>
Balance at July 1, 2016				
Cash & Investments	\$ 607,682	\$ 123,652	\$ 207,023	\$ 277,007
Add:				
Customer payments	334,913	334,913	-	-
Interest received	454	12	442	-
Total cash receipts	<u>335,367</u>	<u>334,925</u>	<u>442</u>	<u>-</u>
Interfund transfers	-	(405,550)	403,235	2,315
Less:				
Cash disbursements	(455,539)	(782)	(454,757)	-
Total cash disbursements	<u>(455,539)</u>	<u>(782)</u>	<u>(454,757)</u>	<u>-</u>
Balance at September 30, 2016				
Cash & Investments	<u>\$ 487,510</u>	<u>\$ 52,245</u>	<u>\$ 155,943</u>	<u>\$ 279,322</u>

**St. Louis Downtown Airport
Statement of Cash Flows
For the Three Months Ended September 30, 2016
(unaudited)**

Cash flows from operating activities		Supplemental disclosure of cash flow information
Receipts from customers	\$ 289,510	
Payments to employees	(239,067)	Noncash Activities:
Payments to vendors	(216,773)	None
Payments for self-insurance	(12,918)	
Receipts (payments) from inter-fund activity	<u>60,097</u>	
Net cash provided by (used in) operating activities	<u>(119,151)</u>	
Cash flows from non capital financing activities		
None		
Cash flows from capital and related financing activities		
Acquisitions of capital assets	(29,517)	
Contributed capital	<u>28,041</u>	
Cash flows from capital and related financing activities	<u>(1,476)</u>	
Cash flows from investing activities		
Interest received	<u>455</u>	
Net cash provided by (used in) investing activities	<u>455</u>	
Net increase (decrease) in cash and cash equivalents	(120,172)	
Cash and cash equivalents, beginning of year	<u>607,682</u>	
Cash and cash equivalents, year to date	<u>\$ 487,510</u>	

St. Louis Downtown Airport
Schedule of Aged Receivables - Invoiced
September 30, 2016
(Unaudited)

Customers owing over \$1,000	Less than 30 days	31-60 days	61-90 days	91-180 days	181-360 days	Over 361 days	Total
Aviation Business Corporation	\$ 5,290	\$ 165	\$ 2,106	\$ 3,059	\$ -	\$ -	\$ 10,620
Charlie Booth	230	230	-	690	1,380	1,610	4,140
Fostaire Helicopters	2,000	-	-	-	-	-	2,000
Helicopters Inc.	2,025	(747)	356	-	-	-	1,634
Ideal Aviation Illinois, LLC	16,499	3,631	-	-	2,021	-	22,151
Jet Aviation, Cahokia, IL	64,559	-	-	-	-	-	64,559
Jet Aviation - Teterboro, NJ	10,358	-	-	1,000	-	-	11,358
Midwest Aviation	1,106	-	-	-	-	-	1,106
Parks Aviation Holdings LLC	6,076	-	-	-	-	-	6,076
William Wilson	230	230	-	690	1,150	-	2,300
Subtotal	108,373	3,509	2,462	5,439	4,551	1,610	125,944
All other customers	2,862	(580)	(2,707)	(344)	(180)	271	(678)
Total	\$ 111,235	\$ 2,929	\$ (245)	\$ 5,095	\$ 4,371	\$ 1,881	\$ 125,266

St. Louis Downtown Airport
Capital Expenditures for Active Projects
For the Quarter Ended September 30, 2016
(unaudited)

Description	<u>Budget</u>	<u>Current</u>	<u>Year-To-Date</u>	<u>Life-To-Date</u>	<u>Balance</u>
Runup taxiway,pad,enclosure	\$ 5,037,000	\$ -	\$ -	\$ -	\$ 5,037,000
Earthwork - Grade Ditch Parallel to Main Runway	x 755,490	-	-	724,820	30,670
Environmental Assessment and ALP	165,000	29,517	29,517	29,517	135,483
Terminal Roof Replacement	x 144,700	-	-	129,773	14,927
Air Condition units on terminal	52,000	-	-	-	52,000
Airport signage	36,000	-	-	-	36,000
Total St. Louis Downtown Airport	<u>\$ 6,190,190</u>	<u>\$ 29,517</u>	<u>\$ 29,517</u>	<u>\$ 884,110</u>	<u>\$ 5,306,080</u>

x Projects are carryover from prior year.



Financial Highlights.....	53
Quarterly Statement of Net Position.....	55
Revenue/Expense Analysis.....	57
Schedule of Wage & Benefits.....	58
Consolidated Cash Receipts and Disbursement Schedule.....	59
Statement of Cash Flows.....	60
Capital Expenditures for Active Projects.....	61

Riverfront Attractions

Three Months Ended September 30, 2016

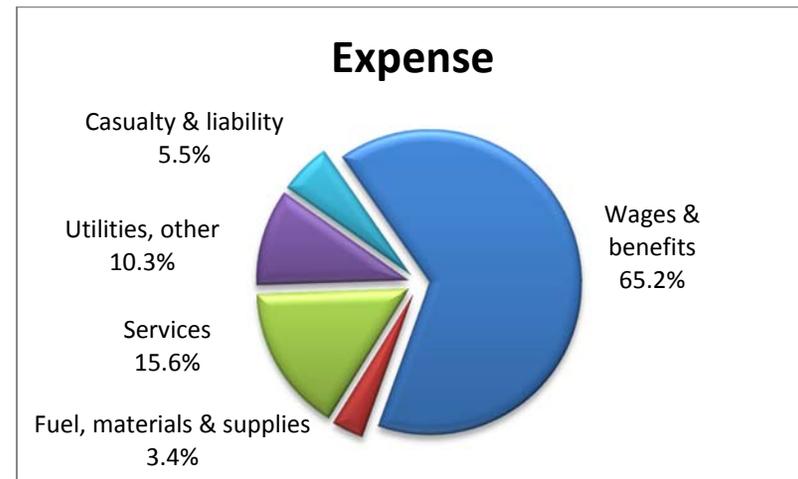
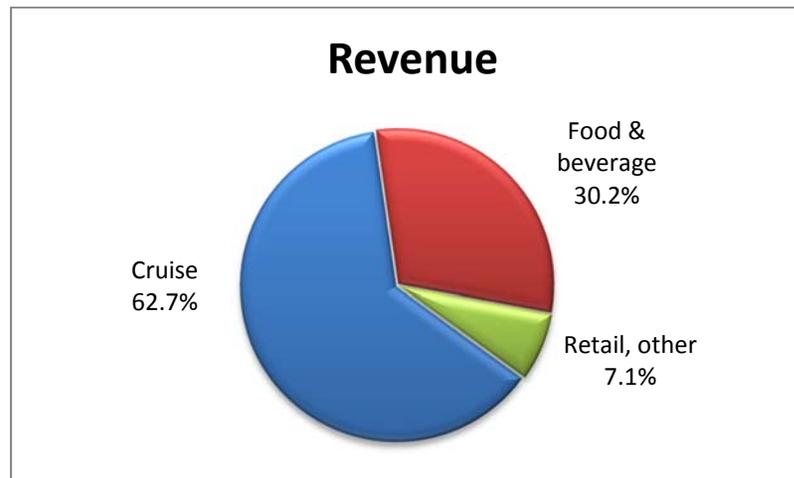
Fast Facts

Riverfront Attractions includes the Tom Sawyer and Becky Thatcher riverboats which feature sightseeing, dinner, and specialty cruises, a gift shop, snack bar, and photography sales. There is also leased heliport operations.

Financial Data

Income before depreciation for Riverfront Attractions is \$499.9 thousand compared to \$9.8 thousand in the prior year. This year's cruises were not limited by heavy flooding.

Revenue is \$1.3 million, which is more than 200% greater than prior year receipts for the same period.



Total Expense is \$822.7 thousand and is up from \$572.4 thousand last year. Costs were lower in fiscal year 2015 due to savings realized by not utilizing seasonal employees and less food purchases for dinner cruises not taken. These savings are variable costs which are only incurred when the boats are actively running cruises.

Services expense for the first quarter includes interpretive service invoices for the current year as well as additional invoices for the prior fiscal year.

The increase in **materials and supplies** over the prior year reflects the additional cost of consumable goods related to the increase number of dinner cruises in the current fiscal year.

Riverfront Attractions

Three Months Ended September 30, 2016

Performance Data

Performance Indicators			
YTD	Passengers	Cruises	Passengers per Cruise
FY17 Actual	53,292	442	121
FY17 Budget	58,610	447	131
FY16 Actual	29,308	247	119

Total **riverboat passengers and cruises** are up approximately 80% over the prior year due to fewer flooding issues. The performance data indicates the passenger attendance for cruises in both years remains constant and when cruises occur they are well attended.

Riverfront Attractions
Quarterly Statement of Net Position
September 30, 2016
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Assets							
Current assets							
Cash	\$ 11,724	\$ 93,263	\$ (81,539)	(87.4)	\$ 42,988	\$ (31,264)	(72.7)
Accounts and notes receivable	16,725	19,415	(2,690)	(13.9)	10,535	6,190	58.8
Interfund accounts receivable	143,946	530,991	(387,045)	(72.9)	4,123	139,823	n/a
Materials and supplies inventory	40,986	39,773	1,213	3.0	45,280	(4,294)	(9.5)
Other current assets	107,691	-	107,691	n/a	114,771	(7,080)	(6.2)
Total current assets	<u>321,072</u>	<u>683,442</u>	<u>(362,370)</u>	(53.0)	<u>217,697</u>	<u>103,375</u>	47.5
Capital assets							
Capital assets	5,187,190	5,187,190	-	-	5,165,207	21,983	0.4
Accumulated depreciation	(3,716,798)	(3,651,948)	(64,850)	(1.8)	(3,403,919)	(312,879)	(9.2)
Total capital assets, net	<u>1,470,392</u>	<u>1,535,242</u>	<u>(64,850)</u>	(4.2)	<u>1,761,288</u>	<u>(290,896)</u>	(16.5)
Total capital assets	<u>1,470,392</u>	<u>1,535,242</u>	<u>(64,850)</u>	(4.2)	<u>1,761,288</u>	<u>(290,896)</u>	(16.5)
Total assets	<u>1,791,464</u>	<u>2,218,684</u>	<u>(427,220)</u>	(19.3)	<u>1,978,985</u>	<u>(187,521)</u>	(9.5)
Total	<u>\$ 1,791,464</u>	<u>\$ 2,218,684</u>	<u>\$ (427,220)</u>	(19.3)	<u>\$ 1,978,985</u>	<u>\$ (187,521)</u>	(9.5)

Riverfront Attractions
Quarterly Statement of Net Position
September 30, 2016
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Liabilities							
Current liabilities							
Accounts payable	\$ 21,626	\$ 49,148	\$ (27,522)	(56.0)	\$ 33,861	\$ (12,235)	(36.1)
Interfund accounts payable	581,455	1,396,340	(814,885)	(58.4)	1,097,987	(516,532)	(47.0)
Accrued expenses	108,427	106,000	2,427	2.3	89,803	18,624	20.7
Other current liabilities	93,416	119,075	(25,659)	(21.5)	343,389	(249,973)	(72.8)
Total current liabilities	<u>804,924</u>	<u>1,670,563</u>	<u>(865,639)</u>	(51.8)	<u>1,565,040</u>	<u>(760,116)</u>	(48.6)
Non-current liabilities							
Other post-employment benefits	300,408	297,021	3,387	1.1	374,019	(73,611)	(19.7)
Long-term insurance	33,654	33,654	-	-	33,654	-	-
Unfunded pension liabilities	793,381	793,381	-	-	449,172	344,209	76.6
Total non-current liabilities	<u>1,127,443</u>	<u>1,124,056</u>	<u>3,387</u>	0.3	<u>856,845</u>	<u>270,598</u>	31.6
Total liabilities	<u>1,932,367</u>	<u>2,794,619</u>	<u>(862,252)</u>	(30.9)	<u>2,421,885</u>	<u>(489,518)</u>	(20.2)
Net Position							
Net position - capital investments	1,504,045	254,907	1,249,138	490.0	254,907	1,249,138	490.0
Net position - unrestricted	(2,079,981)	(621,083)	(1,458,898)	(234.9)	(621,083)	(1,458,898)	(234.9)
Net income (loss)	435,033	(209,759)	644,792	307.4	(76,724)	511,757	667.0
Total net position	<u>(140,903)</u>	<u>(575,935)</u>	<u>435,032</u>	75.5	<u>(442,900)</u>	<u>301,997</u>	68.2
Total	<u>\$ 1,791,464</u>	<u>\$ 2,218,684</u>	<u>\$ (427,220)</u>	(19.3)	<u>\$ 1,978,985</u>	<u>\$ (187,521)</u>	(9.5)

Riverfront Attractions
Statement of Revenues, Expenses and Income (Loss)
For the Quarter Ended September 30, 2016
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Revenue										
Cruise	\$ 829,782	\$ 926,360	\$ (96,578)	(10.4)	\$ 394,354	\$ 829,782	\$ 926,360	\$ (96,578)	(10.4)	\$ 394,354
Food and beverage	399,300	413,930	(14,630)	(3.5)	148,086	399,300	413,930	(14,630)	(3.5)	148,086
Retail	56,009	49,600	6,409	12.9	20,938	56,009	49,600	6,409	12.9	20,938
Other operating revenue	44,225	38,514	5,711	14.8	31,475	44,225	38,514	5,711	14.8	31,475
Sales discount	(6,750)	(8,205)	1,455	17.7	(12,625)	(6,750)	(8,205)	1,455	17.7	(12,625)
Total revenue	<u>1,322,566</u>	<u>1,420,199</u>	<u>(97,633)</u>	<u>(6.9)</u>	<u>582,228</u>	<u>1,322,566</u>	<u>1,420,199</u>	<u>(97,633)</u>	<u>(6.9)</u>	<u>582,228</u>
Expense										
Wages and benefits ¹	416,034	406,821	(9,213)	(2.3)	279,247	416,034	406,821	(9,213)	(2.3)	279,247
Services	99,891	65,206	(34,685)	(53.2)	86,063	99,891	65,206	(34,685)	(53.2)	86,063
Fuel and lube consumed	21,951	25,600	3,649	14.3	11,133	21,951	25,600	3,649	14.3	11,133
Materials and supplies	183,659	243,026	59,367	24.4	111,906	183,659	243,026	59,367	24.4	111,906
Utilities	25,878	22,355	(3,523)	(15.8)	19,425	25,878	22,355	(3,523)	(15.8)	19,425
Insurance and liability costs	35,163	45,499	10,336	22.7	37,406	35,163	45,499	10,336	22.7	37,406
Other expenses	40,106	33,074	(7,032)	(21.3)	27,209	40,106	33,074	(7,032)	(21.3)	27,209
Total expense	<u>822,682</u>	<u>841,581</u>	<u>18,899</u>	<u>2.2</u>	<u>572,389</u>	<u>822,682</u>	<u>841,581</u>	<u>18,899</u>	<u>2.2</u>	<u>572,389</u>
Income (loss) before depreciation	<u>499,884</u>	<u>578,618</u>	<u>(78,734)</u>	<u>(13.6)</u>	<u>9,839</u>	<u>499,884</u>	<u>578,618</u>	<u>(78,734)</u>	<u>(13.6)</u>	<u>9,839</u>
Depreciation and amortization expense	<u>64,851</u>	<u>78,854</u>	<u>14,003</u>	<u>17.8</u>	<u>86,563</u>	<u>64,851</u>	<u>78,854</u>	<u>14,003</u>	<u>17.8</u>	<u>86,563</u>
Net income (loss)	<u>\$ 435,033</u>	<u>\$ 499,764</u>	<u>\$ (64,731)</u>	<u>(13.0)</u>	<u>\$ (76,724)</u>	<u>\$ 435,033</u>	<u>\$ 499,764</u>	<u>\$ (64,731)</u>	<u>(13.0)</u>	<u>\$ (76,724)</u>

¹ - Detailed schedule included.

Riverfront Attractions
Detailed Schedule of Wages and Benefits
For the Quarter Ended September 30, 2016
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Personnel expense										
Wages	\$ 323,175	\$ 312,564	\$ (10,611)	(3.4)	\$ 211,769	\$ 323,175	\$ 312,564	\$ (10,611)	(3.4)	\$ 211,769
Company paid benefits										
Payroll related taxes and insurance										
FICA	23,180	23,912	732	3.1	15,312	23,180	23,912	732	3.1	15,312
Unemployment insurance	2,026	3,538	1,512	42.7	1,088	2,026	3,538	1,512	42.7	1,088
Worker's compensation insurance	734	2,181	1,447	66.3	725	734	2,181	1,447	66.3	725
Health and welfare										
Medical	21,955	25,138	3,183	12.7	20,211	21,955	25,138	3,183	12.7	20,211
Dental	891	785	(106)	(13.5)	775	891	785	(106)	(13.5)	775
Other post employment benefits	3,388	5,563	2,175	39.1	2,906	3,388	5,563	2,175	39.1	2,906
Life insurance / AD&D	263	190	(73)	(38.4)	213	263	190	(73)	(38.4)	213
Short and long term disability	1,466	1,220	(246)	(20.2)	1,141	1,466	1,220	(246)	(20.2)	1,141
FMLA administration expense	531	81	(450)	(555.6)	476	531	81	(450)	(555.6)	476
EAP expense	55	53	(2)	(3.8)	47	55	53	(2)	(3.8)	47
Retirement										
Pension expense	30,527	13,911	(16,616)	(119.4)	19,797	30,527	13,911	(16,616)	(119.4)	19,797
401 K contributions	6,580	16,123	9,543	59.2	4,787	6,580	16,123	9,543	59.2	4,787
Other										
Uniform allowance	1,263	1,562	299	19.1	-	1,263	1,562	299	19.1	-
Total company paid benefits	<u>92,859</u>	<u>94,257</u>	<u>1,398</u>	<u>1.5</u>	<u>67,478</u>	<u>92,859</u>	<u>94,257</u>	<u>1,398</u>	<u>1.5</u>	<u>67,478</u>
Total wages and benefits	<u>\$ 416,034</u>	<u>\$ 406,821</u>	<u>\$ (9,213)</u>	<u>(2.3)</u>	<u>\$ 279,247</u>	<u>\$ 416,034</u>	<u>\$ 406,821</u>	<u>\$ (9,213)</u>	<u>(2.3)</u>	<u>\$ 279,247</u>

Riverfront Attractions
Cash Receipts and Disbursements Schedule
For the Quarter Ended September 30, 2016
(unaudited)

<u>Description</u>	<u>Total</u>	<u>Operating Fund</u>	<u>Change Fund</u>
Balance at July 1, 2016			
Cash & Investments	\$ 93,263	\$ 87,363	\$ 5,900
Add:			
Revenue receipts	<u>1,697,830</u>	<u>1,697,830</u>	<u>-</u>
Total cash receipts	1,697,830	1,697,830	-
Interfund transfers	-	-	-
Less:			
Transfers to Executive Services	(1,376,107)	(1,376,107)	-
Transfers to Internal Service Fund - Health	(396,809)	(396,809)	-
Cash disbursements	<u>(6,453)</u>	<u>(6,453)</u>	<u>-</u>
Total cash disbursements	(1,779,369)	(1,779,369)	-
Balance at September 30, 2016			
Cash & Investments	<u>\$ 11,724</u>	<u>\$ 5,824</u>	<u>\$ 5,900</u>

Riverfront Attractions
Statement of Cash Flows
For the Three Months Ended September 30, 2016
(unaudited)

Cash flows from operating activities		Supplemental disclosure of cash flow information
Receipts from customers	\$ 1,325,255	
Payments to employees	(410,220)	Noncash Activities:
Payments to vendors	(533,571)	None
Payments for self-insurance	(35,163)	
Receipts (payments) from inter-fund activity	<u>(427,840)</u>	
Net cash provided by (used in) operating activities	<u>(81,539)</u>	
 Cash flows from non capital financing activities		
None		
 Cash flows from capital and related financing activities		
None		
 Cash flows from investing activities		
None		
 Net increase (decrease) in cash and cash equivalents	 (81,539)	
 Cash and cash equivalents, beginning of year	 <u>93,263</u>	
 Cash and cash equivalents, year to date	 <u>\$ 11,724</u>	

Riverfront Attractions
Capital Expenditures for Active Projects
For the Quarter Ended September 30, 2016
(unaudited)

Description	Budget	Current	Year-To-Date	Life-To-Date	Balance
Riverboat Gangway	\$ 121,052	\$ -	\$ -	\$ 106,768	\$ 14,284
Becky Thatcher Engines Overhaul	80,000	-	-	-	80,000
Total Riverfront Attractions	<u>\$ 201,052</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 106,768</u>	<u>\$ 94,284</u>

x Projects are carryover from prior year.



ST LOUIS REGIONAL
FREIGHTWAY

Financial Highlights.....	62
Quarterly Statement of Net Position.....	63
Revenue/Expense Analysis.....	65
Schedule of Wage & Benefits.....	66
Consolidated Cash Receipts and Disbursement Schedule.....	67
Statement of Cash Flows.....	68

St. Louis Regional Freightway

Three Months Ended September 30, 2016

Fast Facts

St. Louis Regional Freightway hosted a freight economy roundtable featuring Gregory Nadeau, U.S. DOT Federal Highway Administrator. It was Nadeau's 24th and final national roundtable of the year. More than 100 participants discussed a variety of freight topics including how the region will direct infrastructure investments to make freight movement faster, safer and more efficient.

The President and Chief Executive Officer of the Port of New Orleans was the guest speaker at a luncheon hosted by the St. Louis Regional Freightway. The lunch forum focused on how the St. Louis region can create economic growth opportunities through the inland port system. The St. Louis region is host to the third largest inland port and has approximately 105 million tons of cargo pass through the region annually.

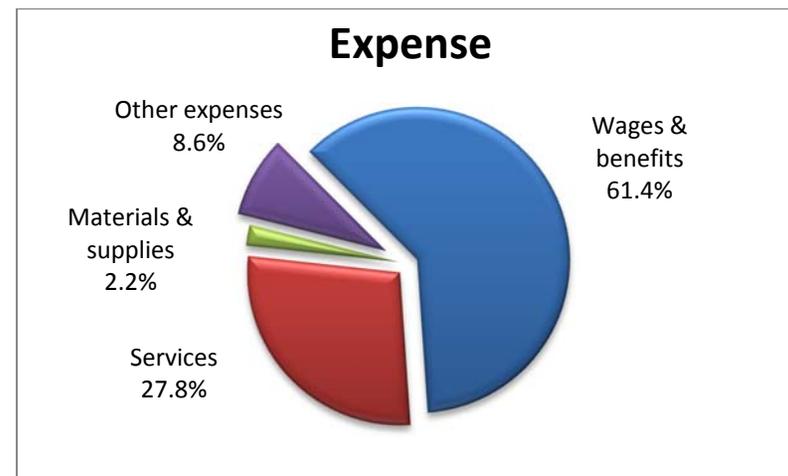
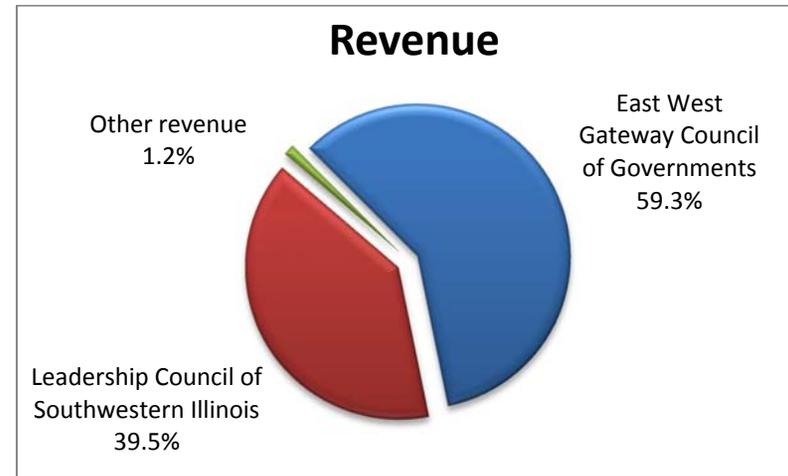
Mary Lamie, Executive Director of the St. Louis Regional Freightway, gave a presentation at the Progress 64 West meeting about the potential for the region to leverage its location and multimodal cargo transporting assets. She was also a guest speaker at the Riverbend Women's Association, speaking on success in business.

Financial Data

Net loss for the St. Louis Regional Freightway for the three months ended September 30, 2016 was \$60.0 thousand.

Revenue of \$63.3 thousand includes Partnership Revenue Fees from East-West Gateway Council of Governments and the Leadership Council of Southwestern Illinois.

Expense of \$123.3 thousand includes compensation of \$75.8 thousand and services of \$34.3 thousand.



St. Louis Regional Freightway
Quarterly Statement of Net Position
September 30, 2016
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Assets							
Current assets							
Cash	\$ 30,000	\$ 6,036	\$ 23,964	397.0	\$ -	\$ 30,000	n/a
Accounts and notes receivable	1,857	152,775	(150,918)	(98.8)	86,683	(84,826)	(97.9)
Interfund accounts receivable	18,166	11,853	6,313	53.3	-	18,166	n/a
Total current assets	<u>50,023</u>	<u>170,664</u>	<u>(120,641)</u>	(70.7)	<u>86,683</u>	<u>(36,660)</u>	(42.3)
Total assets	<u>50,023</u>	<u>170,664</u>	<u>(120,641)</u>	(70.7)	<u>86,683</u>	<u>(36,660)</u>	(42.3)
Total	<u>\$ 50,023</u>	<u>\$ 170,664</u>	<u>\$ (120,641)</u>	(70.7)	<u>\$ 86,683</u>	<u>\$ (36,660)</u>	(42.3)

St. Louis Regional Freightway
Quarterly Statement of Net Position
September 30, 2016
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Liabilities							
Current liabilities							
Accounts payable	\$ -	\$ 4,750	\$ (4,750)	(100.0)	\$ -	\$ -	n/a
Interfund accounts payable	276,617	295,798	(19,181)	(6.5)	48,042	228,575	475.8
Accrued expenses	6,900	6,900	-	-	-	6,900	n/a
Other current liabilities	37,500	74,824	(37,324)	(49.9)	-	37,500	n/a
Total current liabilities	321,017	382,272	(61,255)	(16.0)	48,042	272,975	568.2
Non-current liabilities							
Other post-employment benefits	639	-	639	n/a	862	(223)	(25.9)
Unfunded pension liabilities	11,853	11,853	-	-	-	11,853	n/a
Total non-current liabilities	12,492	11,853	639	5.4	862	11,630	n/a
Total liabilities	333,509	394,125	(60,616)	(15.4)	48,904	284,605	582.0
Net Position							
Net position - unrestricted	(223,461)	-	(223,461)	n/a	-	(223,461)	n/a
Net income (loss)	(60,025)	(223,461)	163,436	73.1	37,779	(97,804)	(258.9)
Total net position	(283,486)	(223,461)	(60,025)	(26.9)	37,779	(321,265)	(850.4)
Total	\$ 50,023	\$ 170,664	\$ (120,641)	(70.7)	\$ 86,683	\$ (36,660)	(42.3)

St. Louis Regional Freightway
Statement of Revenues, Expenses and Income (Loss)
For the Quarter Ended September 30, 2016
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Revenue										
Partnership fees	\$ 62,500	\$ 43,750	\$ 18,750	42.9	\$ 111,683	\$ 62,500	\$ 43,750	\$ 18,750	42.9	\$ 111,683
Advertising, maint services, rental income	750	10,000	(9,250)	(92.5)	-	750	10,000	(9,250)	(92.5)	-
Total revenue	<u>63,250</u>	<u>53,750</u>	<u>9,500</u>	<u>17.7</u>	<u>111,683</u>	<u>63,250</u>	<u>53,750</u>	<u>9,500</u>	<u>17.7</u>	<u>111,683</u>
Expense										
Wages and benefits ¹	75,756	58,480	(17,276)	(29.5)	51,443	75,756	58,480	(17,276)	(29.5)	51,443
Services	34,282	136,250	101,968	74.8	20,000	34,282	136,250	101,968	74.8	20,000
Materials and supplies	2,688	375	(2,313)	(616.8)	-	2,688	375	(2,313)	(616.8)	-
Utilities	-	150	150	100.0	-	-	150	150	100.0	-
Other expenses	10,549	18,125	7,576	41.8	2,461	10,549	18,125	7,576	41.8	2,461
Total expense	<u>123,275</u>	<u>213,380</u>	<u>90,105</u>	<u>42.2</u>	<u>73,904</u>	<u>123,275</u>	<u>213,380</u>	<u>90,105</u>	<u>42.2</u>	<u>73,904</u>
Net income (loss)	<u>\$ (60,025)</u>	<u>\$ (159,630)</u>	<u>\$ 99,605</u>	<u>62.4</u>	<u>\$ 37,779</u>	<u>\$ (60,025)</u>	<u>\$ (159,630)</u>	<u>\$ 99,605</u>	<u>62.4</u>	<u>\$ 37,779</u>

¹ - Detailed schedule included.

**St. Louis Regional Freightway
Detailed Schedule of Wages and Benefits
For the Quarter Ended September 30, 2016**

(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Personnel expense										
Wages	\$ 60,062	\$ 47,824	\$ (12,238)	(25.6)	\$ 41,441	\$ 60,062	\$ 47,824	\$ (12,238)	(25.6)	\$ 41,441
Company paid benefits										
Payroll related taxes and insurance										
FICA	3,970	3,659	(311)	(8.5)	3,017	3,970	3,659	(311)	(8.5)	3,017
Unemployment insurance	172	-	(172)	-	203	172	-	(172)	-	203
Worker's compensation insurance	-	108	108	100.0	-	-	108	108	100.0	-
Health and welfare										
Medical	6,185	3,000	(3,185)	(106.2)	3,899	6,185	3,000	(3,185)	(106.2)	3,899
Dental	150	95	(55)	(57.9)	101	150	95	(55)	(57.9)	101
Other post employment benefits	815	-	(815)	-	862	815	-	(815)	-	862
Life insurance / AD&D	69	23	(46)	(200.0)	50	69	23	(46)	(200.0)	50
Short and long term disability	353	147	(206)	(140.1)	-	353	147	(206)	(140.1)	-
FMLA administration expense	15	10	(5)	(50.0)	7	15	10	(5)	(50.0)	7
EAP expense	8	6	(2)	(33.3)	4	8	6	(2)	(33.3)	4
Retirement										
Pension expense	1,730	1,666	(64)	(3.8)	205	1,730	1,666	(64)	(3.8)	205
401 K contributions	2,227	1,942	(285)	(14.7)	1,654	2,227	1,942	(285)	(14.7)	1,654
Total company paid benefits	<u>15,694</u>	<u>10,656</u>	<u>(5,038)</u>	<u>(47.3)</u>	<u>10,002</u>	<u>15,694</u>	<u>10,656</u>	<u>(5,038)</u>	<u>(47.3)</u>	<u>10,002</u>
Total wages and benefits	<u>\$ 75,756</u>	<u>\$ 58,480</u>	<u>\$ (17,276)</u>	<u>(29.5)</u>	<u>\$ 51,443</u>	<u>\$ 75,756</u>	<u>\$ 58,480</u>	<u>\$ (17,276)</u>	<u>(29.5)</u>	<u>\$ 51,443</u>

**St. Louis Regional Freightway
Cash Receipts and Disbursements Schedule
For the Quarter Ended September 30, 2016
(unaudited)**

<u>Description</u>	<u>Total</u>	<u>Operating Fund</u>
Balance at July 1, 2016		
Cash & Investments	\$ 6,036	\$ 6,036
Add:		
Revenue receipts	<u>174,293</u>	<u>174,293</u>
Total cash receipts	174,293	174,293
Interfund transfers	-	-
Less:		
Cash disbursements	<u>(150,329)</u>	<u>(150,329)</u>
Total cash disbursements	(150,329)	(150,329)
Balance at September 30, 2016		
Cash & Investments	<u>\$ 30,000</u>	<u>\$ 30,000</u>

St. Louis Regional Freight District
Statement of Cash Flows
For the Three Months Ended September 30, 2016
(unaudited)

Cash flows from operating activities		Supplemental disclosure of cash flow information
Receipts from customers	\$ 214,168	
Payments to employees	(74,941)	Noncash Activities:
Payments to vendors	(89,769)	None
Receipts (payments) from inter-fund activity	<u>(25,494)</u>	
Net cash provided by (used in) operating activities	<u>23,964</u>	
 Cash flows from non capital financing activities		
None		
 Cash flows from capital and related financing activities		
None		
 Cash flows from investing activities		
None		
 Net increase (decrease) in cash and cash equivalents	 23,964	
 Cash and cash equivalents, beginning of year	 <u>6,036</u>	
 Cash and cash equivalents, year to date	 <u>\$ 30,000</u>	



BI-STATE DEVELOPMENT
RESEARCH
INSTITUTE

Financial Highlights.....	69
Quarterly Statement of Net Position.....	70
Revenue/Expense Analysis.....	72
Consolidated Cash Receipts and Disbursement Schedule.....	73
Statement of Cash Flows.....	74

Bi-State Development Research Institute

Three Months Ended September 30, 2016

Fast Facts

The Bi-State Development Research Institute, in partnership with St. Louis County, Department of Public Health, has recently been awarded approximately \$1.0 million for an innovative mobile clinic program. The mobile clinic will provide health screenings at several MetroLink stations. The grant from the Federal Transit Administration, was one of 19 awarded in 16 states and the only one in Missouri.

The BSD Research Institute completed spending on a Missouri Health Foundation grant of approximately \$42 thousand. The grant funds were used to study the feasibility of establishing affordable and transit accessible medical clinics at several Bi-State Development locations.

Financial Data

Net loss for September 30, 2016 is \$41.5 thousand.

Revenue includes the final reimbursement amount related to the Missouri Health Foundation grant.

Expense totals \$41.9 thousand. The majority of expense is for services and materials related to the completion of the Missouri Health Foundation grant, which closed this fiscal quarter.

Bi-State Development Research Institute
Quarterly Statement of Net Position
September 30, 2016
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Assets							
Current assets							
Cash	\$ 32,173	\$ 39,127	\$ (6,954)	(17.8)	\$ 4,644	\$ 27,529	592.8
Accounts and notes receivable	429	-	429	n/a	-	429	n/a
Total current assets	<u>32,602</u>	<u>39,127</u>	<u>(6,525)</u>	(16.7)	<u>4,644</u>	<u>27,958</u>	602.0
Total assets	<u>32,602</u>	<u>39,127</u>	<u>(6,525)</u>	(16.7)	<u>4,644</u>	<u>27,958</u>	602.0
Total	<u>\$ 32,602</u>	<u>\$ 39,127</u>	<u>\$ (6,525)</u>	(16.7)	<u>\$ 4,644</u>	<u>\$ 27,958</u>	602.0

Bi-State Development Research Institute
Quarterly Statement of Net Position
September 30, 2016
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Liabilities							
Current liabilities							
Accounts payable	\$ 31,234	\$ -	\$ 31,234	n/a	\$ 5,000	\$ 26,234	524.7
Interfund accounts payable	3,718	-	3,718	n/a	-	3,718	n/a
Total current liabilities	34,952	-	34,952	n/a	5,000	29,952	599.0
Total liabilities	34,952	-	34,952	n/a	5,000	29,952	599.0
Net Position							
Net position - unrestricted	39,127	(282)	39,409	n/a	(282)	39,409	n/a
Net income (loss)	(41,477)	39,409	(80,886)	(205.2)	(74)	(41,403)	n/a
Total net position	(2,350)	39,127	(41,477)	(106.0)	(356)	(1,994)	(560.1)
Total	\$ 32,602	\$ 39,127	\$ (6,525)	(16.7)	\$ 4,644	\$ 27,958	602.0

Bi-State Development Research Institute
Statement of Revenues, Expenses and Income (Loss)
For the Quarter Ended September 30, 2016
(unaudited)

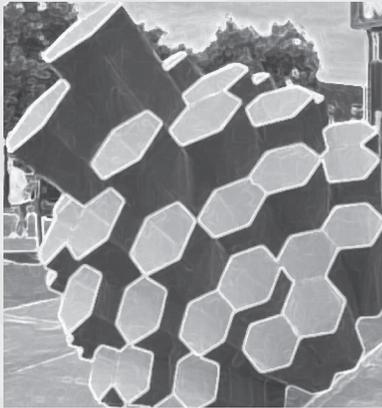
	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Revenue										
Not for Profit Revenue	\$ 429	\$ 15,625	\$ (15,196)	(97.3)	\$ -	\$ 429	\$ 15,625	\$ (15,196)	(97.3)	\$ -
Total revenue	<u>429</u>	<u>15,625</u>	<u>(15,196)</u>	<u>(97.3)</u>	<u>-</u>	<u>429</u>	<u>15,625</u>	<u>(15,196)</u>	<u>(97.3)</u>	<u>-</u>
Expense										
Services	41,072	27,707	(13,365)	(48.2)	74	41,072	27,707	(13,365)	(48.2)	74
Materials and supplies	800	250	(550)	(220.0)	-	800	250	(550)	(220.0)	-
Other expenses	34	1,000	966	96.6	-	34	1,000	966	96.6	-
Total expense	<u>41,906</u>	<u>28,957</u>	<u>(12,949)</u>	<u>(44.7)</u>	<u>74</u>	<u>41,906</u>	<u>28,957</u>	<u>(12,949)</u>	<u>(44.7)</u>	<u>74</u>
Net income (loss)	<u>\$ (41,477)</u>	<u>\$ (13,332)</u>	<u>\$ (28,145)</u>	<u>(211.1)</u>	<u>\$ (74)</u>	<u>\$ (41,477)</u>	<u>\$ (13,332)</u>	<u>\$ (28,145)</u>	<u>(211.1)</u>	<u>\$ (74)</u>

**Bi-State Development Research Institute
Cash Receipts and Disbursements Schedule
For the Quarter Ended September 30, 2016
(unaudited)**

<u>Description</u>	<u>Total</u>	<u>Operating Fund</u>
Balance at July 1, 2016		
Cash & Investments	\$ 39,127	\$ 39,127
Add:		
Receipts	6,357	6,357
Total cash receipts	<u>6,357</u>	<u>6,357</u>
Interfund transfers	-	-
Less:		
Cash disbursements	(13,311)	(13,311)
Total cash disbursements	<u>(13,311)</u>	<u>(13,311)</u>
Balance at September 30, 2016		
Cash & Investments	<u>\$ 32,173</u>	<u>\$ 32,173</u>

Bi-State Development Research Institute
Statement of Cash Flows
For the Three Months Ended September 30, 2016
(unaudited)

Cash flows from operating activities		Supplemental disclosure of cash flow information
Payments to vendors	\$ (10,672)	
Receipts (payments) from inter-fund activity	<u>3,718</u>	Noncash Activities:
		None
Net cash provided by (used in) operating activities	<u>(6,954)</u>	
 Cash flows from non capital financing activities		
None		
 Cash flows from capital and related financing activities		
None		
 Cash flows from investing activities		
None		
 Net increase (decrease) in cash and cash equivalents	 (6,954)	
 Cash and cash equivalents, beginning of year	 <u>39,127</u>	
 Cash and cash equivalents, year to date	 <u>\$ 32,173</u>	



Arts in Transit

Financial Highlights.....	75
Quarterly Statement of Net Position.....	76
Revenue/Expense Analysis.....	78
Consolidated Cash Receipts and Disbursement Schedule.....	79
Statement of Cash Flows.....	80

Arts In Transit, Inc.

Three Months Ended September 30, 2016

Fast Facts

Arts In Transit, Inc. is a non-profit 501(c)(3). Its primary role is to establish and coordinate a collaboration of artists to design and build stand-alone artwork, which is integrated into the transit system.

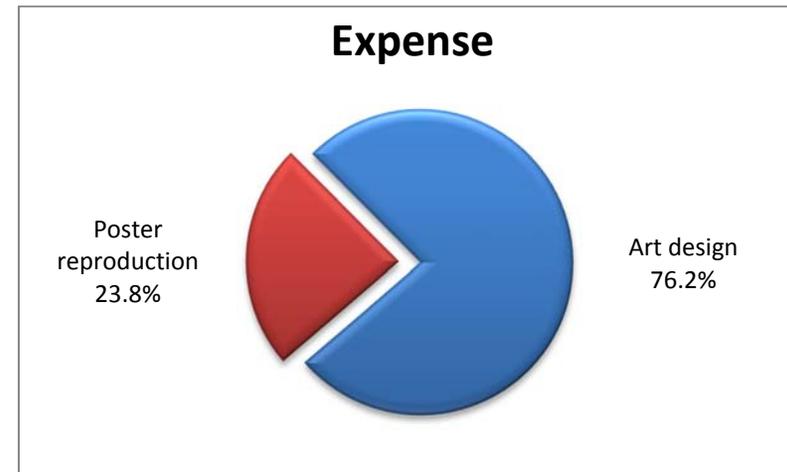
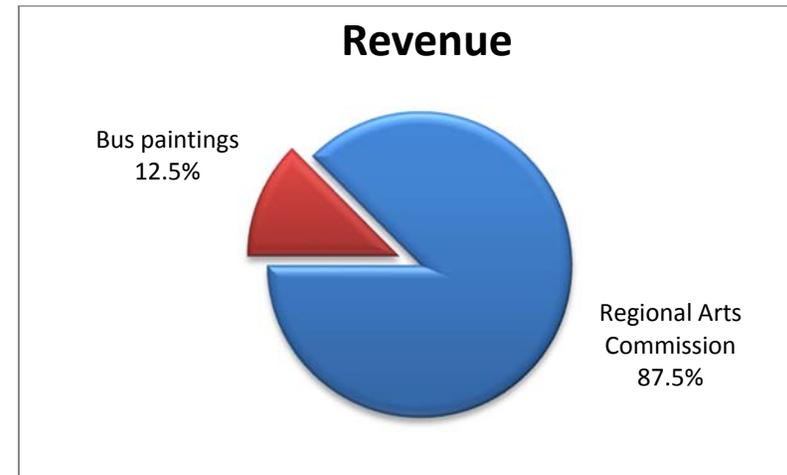
Arts In Transit dedicated a mural by Catherine Magel and Con Christeson named *Vehicle. Destination. Imagination.* at the Forest Park-DeBaliviere MetroLink Station. The 36-foot long mural combines three dimensional elements with vibrant colors to celebrate the spirit of the St. Louis region and was done in collaboration with several community groups. There was also a bus painting to benefit the St. Louis Art Museum.

Financial Data

Net Income for the three months ended September 30, 2016 was \$27.8 thousand.

Total **revenue** of \$32.0 thousand includes the annual contribution from the Regional Arts Commission and proceeds from a bus painting.

Expense of \$4.2 thousand consists of \$3.2 thousand for art design and bus wrap services related to a bus painting. There was \$1.0 thousand in expense related to MetroScape poster reproduction and various immaterial bank fees.



Arts In Transit, Inc.
Quarterly Statement of Net Position
September 30, 2016
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Assets							
Current assets							
Cash	\$ 51,385	\$ 22,573	\$ 28,812	127.6	\$ 36,586	\$ 14,799	40.4
Accounts and notes receivable	-	4,000	(4,000)	(100.0)	-	-	n/a
Interfund accounts receivable	-	-	-	n/a	6,390	(6,390)	(100.0)
Total current assets	51,385	26,573	24,812	93.4	42,976	8,409	19.6
Total assets	51,385	26,573	24,812	93.4	42,976	8,409	19.6
Total	\$ 51,385	\$ 26,573	\$ 24,812	93.4	\$ 42,976	\$ 8,409	19.6

Arts In Transit, Inc.
Quarterly Statement of Net Position
September 30, 2016
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Liabilities							
Current liabilities							
Accounts payable	\$ 1,000	\$ -	\$ 1,000	n/a	\$ -	\$ 1,000	n/a
Interfund accounts payable	-	-	-	n/a	13,975	(13,975)	(100.0)
Other current liabilities	-	4,000	(4,000)	(100.0)	-	-	n/a
Total current liabilities	<u>1,000</u>	<u>4,000</u>	<u>(3,000)</u>	<u>(75.0)</u>	<u>13,975</u>	<u>(12,975)</u>	<u>(92.8)</u>
Total liabilities	<u>1,000</u>	<u>4,000</u>	<u>(3,000)</u>	<u>(75.0)</u>	<u>13,975</u>	<u>(12,975)</u>	<u>(92.8)</u>
Net Position							
Net position - unrestricted	22,574	2,261	20,313	898.4	2,261	20,313	898.4
Net income (loss)	27,811	20,312	7,499	36.9	26,740	1,071	4.0
Total net position	<u>50,385</u>	<u>22,573</u>	<u>27,812</u>	<u>123.2</u>	<u>29,001</u>	<u>21,384</u>	<u>73.7</u>
Total	<u>\$ 51,385</u>	<u>\$ 26,573</u>	<u>\$ 24,812</u>	<u>93.4</u>	<u>\$ 42,976</u>	<u>\$ 8,409</u>	<u>19.6</u>

Arts In Transit, Inc.
Statement of Revenues, Expenses and Income (Loss)
For the Quarter Ended September 30, 2016
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Revenue										
Not for Profit Revenue	\$ 32,000	\$ 11,875	\$ 20,125	169.5	\$ 26,775	\$ 32,000	\$ 11,875	\$ 20,125	169.5	\$ 26,775
Total revenue	<u>32,000</u>	<u>11,875</u>	<u>20,125</u>	169.5	<u>26,775</u>	<u>32,000</u>	<u>11,875</u>	<u>20,125</u>	169.5	<u>26,775</u>
Expense										
Services	4,189	11,250	7,061	62.8	35	4,189	11,250	7,061	62.8	35
Materials and supplies	-	350	350	100.0	-	-	350	350	100.0	-
Other expenses	-	62	62	100.0	-	-	62	62	100.0	-
Total expense	<u>4,189</u>	<u>11,662</u>	<u>7,473</u>	64.1	<u>35</u>	<u>4,189</u>	<u>11,662</u>	<u>7,473</u>	64.1	<u>35</u>
Net income (loss)	<u>\$ 27,811</u>	<u>\$ 213</u>	<u>\$ 27,598</u>	n/a	<u>\$ 26,740</u>	<u>\$ 27,811</u>	<u>\$ 213</u>	<u>\$ 27,598</u>	n/a	<u>\$ 26,740</u>

Arts in Transit, Inc.
Cash Receipts and Disbursements Schedule
For the Quarter Ended September 30, 2016
(unaudited)

<u>Description</u>	<u>Total</u>	<u>Operating Fund</u>
Balance at July 1, 2016		
Cash & Investments	\$ 22,574	\$ 22,574
Add:		
Receipts	<u>32,000</u>	<u>32,000</u>
Total cash receipts	32,000	32,000
Interfund transfers	-	-
Less:		
Cash disbursements	<u>(3,189)</u>	<u>(3,189)</u>
Total cash disbursements	(3,189)	(3,189)
Balance at September 30, 2016		
Cash & Investments	<u>\$ 51,385</u>	<u>\$ 51,385</u>

Art In Transit, Inc.
Statement of Cash Flows
For the Three Months Ended September 30, 2016
(unaudited)

Cash flows from operating activities		Supplemental disclosure of cash flow information
Receipts from customers	\$ 36,000	
Payments to vendors	<u>(7,189)</u>	Noncash Activities:
		None.
Net cash provided by (used in) operating activities	<u>28,811</u>	
 Cash flows from non capital financing activities		
None		
 Cash flows from capital and related financing activities		
None		
 Cash flows from investing activities		
None		
 Net increase (decrease) in cash and cash equivalents	 28,811	
 Cash and cash equivalents, beginning of year	 <u>22,574</u>	
 Cash and cash equivalents, year to date	 <u>\$ 51,385</u>	



BI-STATE
DEVELOPMENT
COMBINING SELF-INSURANCE

Combining Self-Insurance Net Position.....	81
Combining Self-Insurance Revenue/Expense Analysis.....	83

**Bi-State Development Agency of the
Missouri-Illinois Metropolitan District
Self-Insurance Funds
Quarterly Statement of Net Position
September 30, 2016
(unaudited)**

	Health Self-Insurance Fund	Casualty Self-Insurance Fund	Workers Compensation Self-Insurance Fund	Totals	Interfund Eliminations	Totals After Eliminations
Assets						
Current assets						
Cash	\$ 2,666,830	\$ 2,019,447	\$ 3,145,010	\$ 7,831,287	\$ -	\$ 7,831,287
Accounts and notes receivable	18,406	-	-	18,406	-	18,406
Interfund accounts receivable	1,656,937	5,540,993	3,745,861	10,943,791	(10,943,791)	-
Other current assets	-	651,558	162,598	814,156	-	814,156
Total current assets	<u>4,342,173</u>	<u>8,211,998</u>	<u>7,053,469</u>	<u>19,607,640</u>	<u>(10,943,791)</u>	<u>8,663,849</u>
Total assets	<u>4,342,173</u>	<u>8,211,998</u>	<u>7,053,469</u>	<u>19,607,640</u>	<u>(10,943,791)</u>	<u>8,663,849</u>
Total	<u><u>\$ 4,342,173</u></u>	<u><u>\$ 8,211,998</u></u>	<u><u>\$ 7,053,469</u></u>	<u><u>\$ 19,607,640</u></u>	<u><u>\$ (10,943,791)</u></u>	<u><u>\$ 8,663,849</u></u>

**Bi-State Development Agency of the
Missouri-Illinois Metropolitan District
Self-Insurance Funds
Quarterly Statement of Net Position
September 30, 2016
(unaudited)**

	Health Self-Insurance Fund	Casualty Self-Insurance Fund	Workers Compensation Self-Insurance Fund	Totals	Interfund Eliminations	Totals After Eliminations
Liabilities						
Current liabilities						
Interfund accounts payable	\$ 1,794,311	\$ 95,796	\$ 67,851	\$ 1,957,958	\$ (10,943,791)	\$ (8,985,833)
Accrued expenses	44,600	-	65,283	109,883	-	109,883
Total current liabilities	<u>1,838,911</u>	<u>95,796</u>	<u>133,134</u>	<u>2,067,841</u>	<u>(10,943,791)</u>	<u>(8,875,950)</u>
Current liab payable from restricted assets						
Short-term self-insurance	-	3,987,781	3,308,273	7,296,054	-	7,296,054
Medical self-insurance liability	2,255,254	-	-	2,255,254	-	2,255,254
Total current liabilities payable from restricted assets	<u>2,255,254</u>	<u>3,987,781</u>	<u>3,308,273</u>	<u>9,551,308</u>	<u>-</u>	<u>9,551,308</u>
Total current liabilities	<u>4,094,165</u>	<u>4,083,577</u>	<u>3,441,407</u>	<u>11,619,149</u>	<u>(10,943,791)</u>	<u>675,358</u>
Non-current liabilities						
Other post-employment benefits	2,979	1,598	995	5,572	-	5,572
Long-term self-insurance	-	4,187,219	3,474,150	7,661,369	-	7,661,369
Unfunded pension liabilities	477,049	-	-	477,049	-	477,049
Total non-current liabilities	<u>480,028</u>	<u>4,188,817</u>	<u>3,475,145</u>	<u>8,143,990</u>	<u>-</u>	<u>8,143,990</u>
Total liabilities	<u>4,574,193</u>	<u>8,272,394</u>	<u>6,916,552</u>	<u>19,763,139</u>	<u>(10,943,791)</u>	<u>8,819,348</u>
Net Position						
Net position - restricted	(57,554)	-	-	(57,554)	-	(57,554)
Net income (loss)	<u>(174,466)</u>	<u>(60,396)</u>	<u>136,917</u>	<u>(97,945)</u>	<u>-</u>	<u>(97,945)</u>
Total net position	<u>(232,020)</u>	<u>(60,396)</u>	<u>136,917</u>	<u>(155,499)</u>	<u>-</u>	<u>(155,499)</u>
Total	<u>\$ 4,342,173</u>	<u>\$ 8,211,998</u>	<u>\$ 7,053,469</u>	<u>\$ 19,607,640</u>	<u>\$ (10,943,791)</u>	<u>\$ 8,663,849</u>

**Bi-State Development Agency of the
Missouri-Illinois Metropolitan District
Self-Insurance Funds**
**Combining Statement of Revenues, Expenses by Business Unit
For the Three Months Ended September 30, 2016**
(unaudited)

	Health Self-Insurance Fund	Casualty Self-Insurance Fund	Workers Compensation Self-Insurance Fund	Totals	Eliminations	Totals After Eliminations
Revenue						
Employee medical contributions	\$ 1,536,512	\$ -	\$ -	\$ 1,536,512	\$ -	\$ 1,536,512
Employee dental contributions	123,168	-	-	123,168	-	123,168
Employee gym membership	1,663	-	-	1,663	-	1,663
Bi-State Dev medical contributions	5,551,292	-	-	5,551,292	-	5,551,292
Bi-State Dev dental contributions	152,484	-	-	152,484	-	152,484
Bi-State Dev EAP contributions	9,444	-	-	9,444	-	9,444
Healthy savings plan	(54,854)	-	-	(54,854)	-	(54,854)
Casualty revenue	-	1,007,627	-	1,007,627	-	1,007,627
Workers Compensation revenue	-	-	1,017,423	1,017,423	-	1,017,423
Total revenue	7,319,709	1,007,627	1,017,423	9,344,759	-	9,344,759
Expense						
Wages and benefits	192,806	116,658	81,343	390,807	-	390,807
Services	75,948	5,063	1,181	82,192	-	82,192
Materials and supplies	5,377	113	-	5,490	-	5,490
Utilities	1,347	-	-	1,347	-	1,347
Insurance and liability costs	-	220,292	55,521	275,813	-	275,813
Other expenses	702	300	375	1,377	-	1,377
Medical claims and prescriptions, less rebates	7,162,106	-	-	7,162,106	-	7,162,106
Stop loss, third party fees, Medicare Part D	55,889	-	-	55,889	-	55,889
Casualty claims paid	-	847,731	-	847,731	-	847,731
Workers Compensation claims paid	-	-	824,985	824,985	-	824,985
Total expense	7,494,175	1,190,157	963,405	9,647,737	-	9,647,737
Net income (loss) before transfers	(174,466)	(182,530)	54,018	(302,978)	-	(302,978)
Net transfers in (out)	-	122,134	82,899	205,033	-	205,033
Net income (loss)	\$ (174,466)	\$ (60,396)	\$ 136,917	\$ (97,945)	\$ -	\$ (97,945)



BI-STATE
DEVELOPMENT

HEALTH SELF-INSURANCE

Financial Highlights.....	84
Quarterly Statement of Net Position.....	85
Revenue/Expense Analysis.....	87
Schedule of Wage & Benefits.....	88
Consolidated Cash Receipts and Disbursement Schedule.....	89
Statement of Cash Flows.....	90

Health Self-Insurance Fund

Three Months Ended September 30, 2016

Fast Facts

The Health Self-Insurance Fund is directly responsible for the Benefits Department and Wellness Department. This is the second fiscal year of operations for the fund.

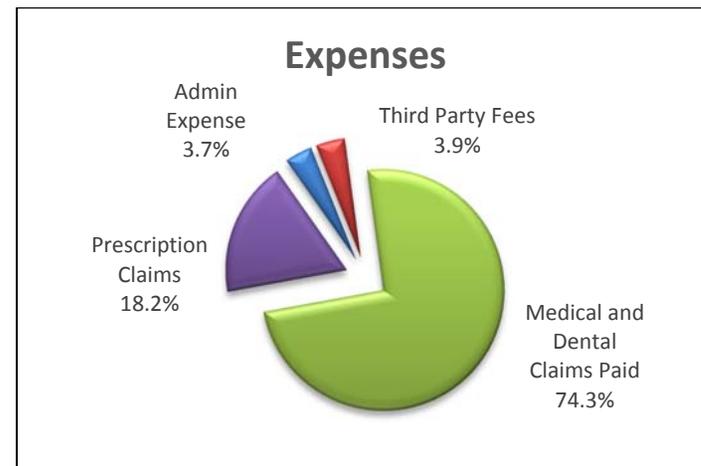
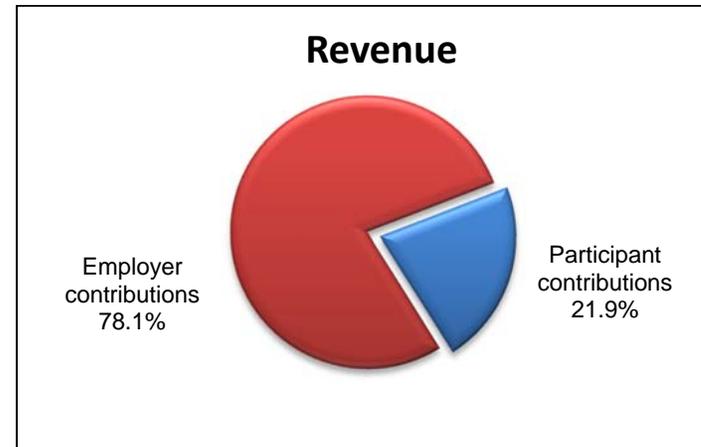
The Health Self-Insurance Fund is under the direction of Charles Stewart, Vice President.

Fund revenue is generated by charging other BSD operational units for services provided and from participant contributions. Expense includes staff compensation, general operating expenses and claims paid expense.

Financial Data

Revenue of \$7.3 million is \$1.4 million less than budget and includes \$5.7 million in employer contributions and \$1.7 million in employee/participant contributions.

Total **expense** is \$7.5 million. Medical, dental and prescription claims are responsible for nearly 93% or \$6.9 million of total expense, while administration of the fund is less than 4% or \$292.5 thousand of total expense. Total expense is \$1.1 million favorable to budget.



Health Self-Insurance Fund
Quarterly Statement of Net Position
September 30, 2016
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Assets							
Current assets							
Cash and Cash Equivalents	\$ 2,666,830	\$ 5,247,323	\$ (2,580,493)	(49.2)	\$ -	\$ 2,666,830	n/a
Accounts and notes receivable	18,406	18,406	-	-	-	18,406	n/a
Interfund accounts receivable	1,656,937	1,635,799	21,138	1.3	2,387,051	(730,114)	(30.6)
Total current assets	4,342,173	6,901,528	(2,559,355)	(37.1)	2,387,051	1,955,122	81.9
Total assets	4,342,173	6,901,528	(2,559,355)	(37.1)	2,387,051	1,955,122	81.9
Total	<u>\$ 4,342,173</u>	<u>\$ 6,901,528</u>	<u>\$ (2,559,355)</u>	(37.1)	<u>\$ 2,387,051</u>	<u>\$ 1,955,122</u>	81.9

Health Self-Insurance Fund
Quarterly Statement of Net Position
September 30, 2016
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Liabilities							
Current liabilities							
Interfund accounts payable	\$ 1,794,311	\$ 4,181,521	\$ (2,387,210)	(57.1)	\$ -	\$ 1,794,311	n/a
Accrued expenses	44,600	44,600	-	-	-	44,600	n/a
Total current liabilities	<u>1,838,911</u>	<u>4,226,121</u>	<u>(2,387,210)</u>	(56.5)	<u>-</u>	<u>1,838,911</u>	n/a
Current liab payable from restricted assets							
Medical self-insurance liability	2,255,254	2,255,254	-	-	2,255,254	-	-
Total current liabilities payable from restricted assets	<u>2,255,254</u>	<u>2,255,254</u>	<u>-</u>	-	<u>2,255,254</u>	<u>-</u>	-
Total current liabilities	<u>4,094,165</u>	<u>6,481,375</u>	<u>(2,387,210)</u>	(36.8)	<u>2,255,254</u>	<u>1,838,911</u>	81.5
Non-current liabilities							
Other post-employment benefits	2,979	658	2,321	352.7	-	2,979	n/a
Unfunded pension liabilities	477,049	477,049	-	-	-	477,049	n/a
Total non-current liabilities	<u>480,028</u>	<u>477,707</u>	<u>2,321</u>	0.5	<u>-</u>	<u>480,028</u>	n/a
Total liabilities	<u>4,574,193</u>	<u>6,959,082</u>	<u>(2,384,889)</u>	(34.3)	<u>2,255,254</u>	<u>2,318,939</u>	102.8
Net Position							
Net position - restricted	(57,554)	-	(57,554)	n/a	-	(57,554)	n/a
Net income (loss)	(174,466)	(57,554)	(116,912)	(203.1)	131,797	(306,263)	(232.4)
Total net position	<u>(232,020)</u>	<u>(57,554)</u>	<u>(174,466)</u>	(303.1)	<u>131,797</u>	<u>(363,817)</u>	(276.0)
Total	<u>\$ 4,342,173</u>	<u>\$ 6,901,528</u>	<u>\$ (2,559,355)</u>	(37.1)	<u>\$ 2,387,051</u>	<u>\$ 1,955,122</u>	81.9

Health Self-Insurance Fund
Statement of Revenues, Expenses and Income (Loss)
For the Quarter Ended September 30, 2016
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Revenue										
Employee medical contributions	\$ 1,536,512	\$ 1,750,000	\$ (213,488)	(12.2)	\$ 1,772,840	\$ 1,536,512	\$ 1,750,000	\$ (213,488)	(12.2)	\$ 1,772,840
Employee dental contributions	123,168	117,807	5,361	4.6	116,945	123,168	117,807	5,361	4.6	116,945
Employee gym membership	1,663	869	794	91.4	-	1,663	869	794	91.4	-
Bi-State Dev medical contributions	5,551,292	6,725,018	(1,173,726)	(17.5)	6,158,353	5,551,292	6,725,018	(1,173,726)	(17.5)	6,158,353
Bi-State Dev dental contributions	152,484	148,346	4,138	2.8	147,385	152,484	148,346	4,138	2.8	147,385
Bi-State Dev EAP contributions	9,444	10,162	(718)	(7.1)	8,556	9,444	10,162	(718)	(7.1)	8,556
Healthy Savings Plan	(54,854)	(37,500)	(17,354)	(46.3)	(47,070)	(54,854)	(37,500)	(17,354)	(46.3)	(47,070)
Total revenue	<u>7,319,709</u>	<u>8,714,702</u>	<u>(1,394,993)</u>	<u>(16.0)</u>	<u>8,157,009</u>	<u>7,319,709</u>	<u>8,714,702</u>	<u>(1,394,993)</u>	<u>(16.0)</u>	<u>8,157,009</u>
Expense										
Wages and benefits ¹	192,806	182,315	(10,491)	(5.8)	169,703	192,806	182,315	(10,491)	(5.8)	169,703
Services	75,948	63,844	(12,104)	(19.0)	24,706	75,948	63,844	(12,104)	(19.0)	24,706
Materials and supplies	5,377	750	(4,627)	(616.9)	49	5,377	750	(4,627)	(616.9)	49
Utilities	1,347	182	(1,165)	(640.1)	153	1,347	182	(1,165)	(640.1)	153
Other expenses	702	5,569	4,867	87.4	657	702	5,569	4,867	87.4	657
Medical claims paid	5,667,102	6,009,957	342,855	5.7	5,746,841	5,667,102	6,009,957	342,855	5.7	5,746,841
Contra medical	(412,441)	(725,677)	(313,236)	(43.2)	(376,518)	(412,441)	(725,677)	(313,236)	(43.2)	(376,518)
Dental claims paid	231,256	245,271	14,015	5.7	214,394	231,256	245,271	14,015	5.7	214,394
Medical TPA fees	236,609	370,061	133,452	36.1	282,025	236,609	370,061	133,452	36.1	282,025
Prescription (RX) claims/admin fees	1,360,887	1,717,749	356,862	20.8	1,786,071	1,360,887	1,717,749	356,862	20.8	1,786,071
Medical stop loss	78,693	96,189	17,496	18.2	85,474	78,693	96,189	17,496	18.2	85,474
Medicare C+ and Part D program	-	443,594	443,594	100.0	45,065	-	443,594	443,594	100.0	45,065
Other administrative and third party fees	55,889	189,073	133,184	70.4	46,592	55,889	189,073	133,184	70.4	46,592
Total expense	<u>7,494,175</u>	<u>8,598,877</u>	<u>1,104,702</u>	<u>12.8</u>	<u>8,025,212</u>	<u>7,494,175</u>	<u>8,598,877</u>	<u>1,104,702</u>	<u>12.8</u>	<u>8,025,212</u>
Net income (loss)	<u>\$ (174,466)</u>	<u>\$ 115,825</u>	<u>\$ (290,291)</u>	<u>(250.6)</u>	<u>\$ 131,797</u>	<u>\$ (174,466)</u>	<u>\$ 115,825</u>	<u>\$ (290,291)</u>	<u>(250.6)</u>	<u>\$ 131,797</u>

¹ - Detailed schedule included.

Health Self-Insurance Fund
Detailed Schedule of Wages and Benefits
For the Quarter Ended September 30, 2016
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Personnel expense										
Wages	\$ 144,578	\$ 139,372	\$ (5,206)	(3.7)	\$ 126,674	\$ 144,578	\$ 139,372	\$ (5,206)	(3.7)	\$ 126,674
Company paid benefits										
Payroll related taxes and insurance										
FICA	10,416	10,662	246	2.3	9,182	10,416	10,662	246	2.3	9,182
Unemployment insurance	129	-	(129)	-	-	129	-	(129)	-	-
Worker's compensation insurance	-	547	547	100.0	25	-	547	547	100.0	25
Health and welfare										
Medical	13,975	12,800	(1,175)	(9.2)	12,002	13,975	12,800	(1,175)	(9.2)	12,002
Dental	635	1,306	671	51.4	519	635	1,306	671	51.4	519
Other post employment benefits	2,321	1,440	(881)	(61.2)	2,372	2,321	1,440	(881)	(61.2)	2,372
Life Insurance / AD&D	212	98	(114)	(116.3)	163	212	98	(114)	(116.3)	163
Short and Long Term Disability	1,168	627	(541)	(86.3)	1,068	1,168	627	(541)	(86.3)	1,068
FMLA administration expense	62	42	(20)	(47.6)	46	62	42	(20)	(47.6)	46
EAP expense	38	27	(11)	(40.7)	28	38	27	(11)	(40.7)	28
Retirement										
Pension expense	11,692	7,107	(4,585)	(64.5)	13,534	11,692	7,107	(4,585)	(64.5)	13,534
401 K contributions	7,580	8,287	707	8.5	4,090	7,580	8,287	707	8.5	4,090
Total company paid benefits	48,228	42,943	(5,285)	(12.3)	43,029	48,228	42,943	(5,285)	(12.3)	43,029
Total wages and benefits	\$ 192,806	\$ 182,315	\$ (10,491)	(5.8)	\$ 169,703	\$ 192,806	\$ 182,315	\$ (10,491)	(5.8)	\$ 169,703

Health Self-Insurance Fund
Cash Receipts and Disbursements Schedule
For the Quarter Ended September 30, 2016
(unaudited)

<u>Description</u>	<u>Total</u>	<u>Medical Claims</u>	<u>Medical HRA</u>	<u>Medical Self Insurance</u>	<u>Medical RRA</u>
Balance at July 1, 2016					
Cash & investments	\$ 5,247,324	\$ 5,098,306	\$ 50,495	\$ 83,094	\$ 15,429
Add:					
Receipts	14,315,351	9,045,754	217,473	4,997,315	54,809
Total cash receipts	14,315,351	9,045,754	217,473	4,997,315	54,809
Less:					
Cash disbursements	(16,895,845)	(11,211,516)	(222,413)	(5,407,106)	(54,809)
Total cash disbursements	(16,895,845)	(11,211,516)	(222,413)	(5,407,106)	(54,809)
Balance at September 30, 2016					
Cash & investments	<u>\$ 2,666,830</u>	<u>\$ 2,932,544</u>	<u>\$ 45,555</u>	<u>\$ (326,698)</u>	<u>\$ 15,429</u>

Health Self-Insurance Internal Insurance Fund
Statement of Cash Flows
For the Three Months Ended September 30, 2016
(unaudited)

Cash flows from operating activities

Payments to employees	\$ (190,485)
Payments to vendors	(83,373)
Payments for self-insurance	(7,217,998)
Receipts (payments) from inter-fund activity	<u>4,911,362</u>

Net cash provided by (used in) operating activities (2,580,494)

Supplemental disclosure of cash flow information

Noncash Activities:
None

Cash flows from non capital financing activities

None

Cash flows from capital and related financing activities

None

Cash flows from investing activities

None

Net increase (decrease) in cash and cash equivalents (2,580,494)

Cash and cash equivalents, beginning of year 5,247,324

Cash and cash equivalents, year to date \$ 2,666,830



BI-STATE
DEVELOPMENT

CASUALTY SELF-INSURANCE FUND

Financial Highlights.....	91
Quarterly Statement of Net Position.....	92
Revenue/Expense Analysis.....	94
Schedule of Wage & Benefits.....	95
Consolidated Cash Receipts and Disbursement Schedule.....	96
Statement of Cash Flows.....	97

Casualty Self-Insurance Fund

Three Months Ended September 30, 2016

Fast Facts

The Casualty Self-Insurance Fund is a new fund for BSD beginning July 1, 2016. The fund was established to capture and manage all costs associated with self-insurance program related to general risk and associated administrative costs.

The fund was established as part of the 2015 Board initiative to enhance the governance of the self-insurance programs. The Health Self-Insurance fund was established in fiscal year 2016.

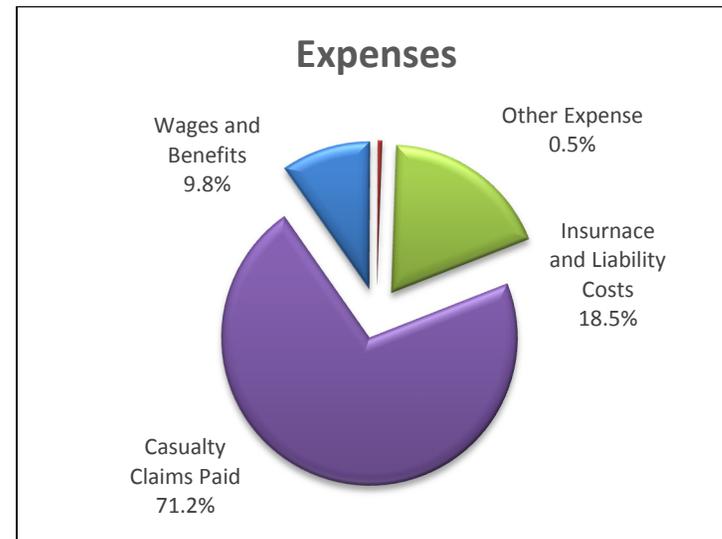
The insurance fund is under the direction of Charles Stewart, Vice President.

Revenue for the Casualty Insurance Fund is generated by charging other BSD operational units for services provided. Expense includes staff compensation and other general operating expenses to operate the fund and claims paid expense.

Financial Data

Total revenue for the three month period ended September 30, 2016 is \$1.0 million which is \$257.7 thousand above budget.

Total expense is \$1.2 million. The two largest expense items are claims paid of \$847.7 thousand and insurance liability and costs of \$220.3 thousand. Total expense is unfavorable to budget by \$112.8 thousand.



Casualty Self-Insurance Fund
Quarterly Statement of Net Position
September 30, 2016
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Assets							
Current assets							
Cash and Cash Equivalents	\$ 2,019,447	\$ -	\$ 2,019,447	n/a	\$ -	\$ 2,019,447	n/a
Interfund accounts receivable	5,540,993	-	5,540,993	n/a	-	5,540,993	n/a
Other current assets	651,558	-	651,558	n/a	-	651,558	n/a
Total current assets	8,211,998	-	8,211,998	n/a	-	8,211,998	n/a
Total assets	8,211,998	-	8,211,998	n/a	-	8,211,998	n/a
Total	<u>\$ 8,211,998</u>	<u>\$ -</u>	<u>\$ 8,211,998</u>	n/a	<u>\$ -</u>	<u>\$ 8,211,998</u>	n/a

Casualty Self-Insurance Fund
Quarterly Statement of Net Position
September 30, 2016
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Liabilities							
Current liabilities							
Interfund accounts payable	\$ 95,796	\$ -	\$ 95,796	n/a	\$ -	\$ 95,796	n/a
Total current liabilities	95,796	-	95,796	n/a	-	95,796	n/a
Current liab payable from restricted assets							
Short-term self-insurance	3,987,781	-	3,987,781	n/a	-	3,987,781	n/a
Total current liabilities payable from restricted assets	3,987,781	-	3,987,781	n/a	-	3,987,781	n/a
Total current liabilities	4,083,577	-	4,083,577	n/a	-	4,083,577	n/a
Non-current liabilities							
Other post-employment benefits	1,598	-	1,598	n/a	-	1,598	n/a
Long-term self-insurance	4,187,219	-	4,187,219	n/a	-	4,187,219	n/a
Total non-current liabilities	4,188,817	-	4,188,817	n/a	-	4,188,817	n/a
Total liabilities	8,272,394	-	8,272,394	n/a	-	8,272,394	n/a
Net Position							
Net income (loss)	(60,396)	-	(60,396)	n/a	-	(60,396)	n/a
Total net position	(60,396)	-	(60,396)	n/a	-	(60,396)	n/a
Total	\$ 8,211,998	\$ -	\$ 8,211,998	n/a	\$ -	\$ 8,211,998	n/a

Casualty Self-Insurance Fund
Statement of Revenues, Expenses and Income (Loss)
For the Quarter Ended September 30, 2016
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Revenue										
Casualty revenue	\$ 1,007,627	\$ 750,000	\$ 257,627	34.4	\$ -	\$ 1,007,627	\$ 750,000	\$ 257,627	34.4	\$ -
Total revenue	<u>1,007,627</u>	<u>750,000</u>	<u>257,627</u>	<u>34.4</u>	<u>-</u>	<u>1,007,627</u>	<u>750,000</u>	<u>257,627</u>	<u>34.4</u>	<u>-</u>
Expense										
Wages and benefits ¹	116,658	140,475	23,817	17.0	-	116,658	140,475	23,817	17.0	-
Services	5,063	26,500	21,437	80.9	-	5,063	26,500	21,437	80.9	-
Materials and supplies	113	2,000	1,887	94.4	-	113	2,000	1,887	94.4	-
Insurance and liability costs	220,292	183,376	(36,916)	(20.1)	-	220,292	183,376	(36,916)	(20.1)	-
Other expenses	300	-	(300)	-	-	300	-	(300)	-	-
Casualty claims paid	847,731	725,000	(122,731)	(16.9)	-	847,731	725,000	(122,731)	(16.9)	-
Total expense	<u>1,190,157</u>	<u>1,077,351</u>	<u>(112,806)</u>	<u>(10.5)</u>	<u>-</u>	<u>1,190,157</u>	<u>1,077,351</u>	<u>(112,806)</u>	<u>(10.5)</u>	<u>-</u>
Net income (loss) before transfers	(182,530)	(327,351)	144,821	44.2	-	(182,530)	(327,351)	144,821	44.2	-
Net transfers in (out)	<u>122,134</u>	<u>326,700</u>	<u>(204,566)</u>	<u>(62.6)</u>	<u>-</u>	<u>122,134</u>	<u>326,700</u>	<u>(204,566)</u>	<u>(62.6)</u>	<u>-</u>
Net income (loss)	<u>\$ (60,396)</u>	<u>\$ (651)</u>	<u>\$ (59,745)</u>	<u>(9,177.4)</u>	<u>\$ -</u>	<u>\$ (60,396)</u>	<u>\$ (651)</u>	<u>\$ (59,745)</u>	<u>(9,177.4)</u>	<u>\$ -</u>

¹ - Detailed schedule included.

Casualty Self-Insurance Fund
Detailed Schedule of Wages and Benefits
For the Quarter Ended September 30, 2016
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Personnel expense										
Wages	\$ 82,678	\$ 104,406	\$ 21,728	20.8	\$ -	\$ 82,678	\$ 104,406	\$ 21,728	20.8	\$ -
Company paid benefits										
Payroll related taxes and insurance										
FICA	5,834	7,987	2,153	27.0	-	5,834	7,987	2,153	27.0	-
Unemployment insurance	68	210	142	67.6	-	68	210	142	67.6	-
Worker's compensation insurance	-	314	314	100.0	-	-	314	314	100.0	-
Health and welfare										
Medical	8,523	12,000	3,477	29.0	-	8,523	12,000	3,477	29.0	-
Dental	322	380	58	15.3	-	322	380	58	15.3	-
Other post employment benefits	1,598	-	(1,598)	-	-	1,598	-	(1,598)	-	-
Life Insurance / AD&D	102	92	(10)	(10.9)	-	102	92	(10)	(10.9)	-
Short and Long Term Disability	629	588	(41)	(7.0)	-	629	588	(41)	(7.0)	-
FMLA administration expense	40	39	(1)	(2.6)	-	40	39	(1)	(2.6)	-
EAP expense	19	26	7	26.9	-	19	26	7	26.9	-
Retirement										
Pension expense	14,960	6,663	(8,297)	(124.5)	-	14,960	6,663	(8,297)	(124.5)	-
401 K contributions	1,885	7,770	5,885	75.7	-	1,885	7,770	5,885	75.7	-
Total company paid benefits	33,980	36,069	2,089	5.8	-	33,980	36,069	2,089	5.8	-
Total wages and benefits	\$ 116,658	\$ 140,475	\$ 23,817	17.0	\$ -	\$ 116,658	\$ 140,475	\$ 23,817	17.0	\$ -

Casualty Self-Insurance Fund
Cash Receipts and Disbursements Schedule
For the Quarter Ended September 30, 2016
(unaudited)

<u>Description</u>	<u>Total</u>	<u>Casualty Fund</u>
Balance at July 1, 2016		
Cash & investments	\$ -	\$ -
Add:		
Receipts	<u>2,054,442</u>	<u>2,054,442</u>
Total cash receipts	2,054,442	2,054,442
Less:		
Cash disbursements	<u>(34,995)</u>	<u>(34,995)</u>
Total cash disbursements	(34,995)	(34,995)
Balance at September 30, 2016		
Cash & investments	<u>\$ 2,019,447</u>	<u>\$ 2,019,447</u>

Casualty Self-Insurance Fund
Statement of Cash Flows
For the Three Months Ended September 30, 2016
(unaudited)

Cash flows from operating activities		Supplemental disclosure of cash flow information
Receipts from customers	\$ 1,007,627	
Payments to employees	(115,060)	Noncash Activities:
Payments to vendors	(657,034)	None
Payments for self-insurance	5,880,561	
Receipts (payments) from inter-fund activity	<u>(4,096,647)</u>	
Net cash provided by (used in) operating activities	<u>2,019,447</u>	
 Cash flows from non capital financing activities		
None		
 Cash flows from capital and related financing activities		
None		
 Cash flows from investing activities		
None		
 Net increase (decrease) in cash and cash equivalents	 2,019,447	
 Cash and cash equivalents, beginning of year	 <u>-</u>	
Cash and cash equivalents, year to date	<u>\$ 2,019,447</u>	



**BI-STATE
DEVELOPMENT
WORKER'S COMPENSATION
SELF-INSURANCE FUND**

Financial Highlights.....	98
Quarterly Statement of Net Position.....	99
Revenue/Expense Analysis.....	100
Schedule of Wage & Benefits.....	102
Consolidated Cash Receipts and Disbursement Schedule.....	103
Statement of Cash Flows.....	104

Worker's Compensation Self-Insurance Fund

Three Months Ended September 30, 2016

Fast Facts

The Workers' Compensation Self-Insurance Fund is a new fund for BSD beginning July 1, 2016. The fund was established to capture and manage all costs associated with self-insurance program related to worker injury claims and associated administrative costs.

The fund was established as part of a Board initiative to enhance the governance of the self-insurance programs. The Health Self-Insurance fund was established in fiscal year 2016.

All self-insurance funds are under the direction of Charles Stewart, Vice President.

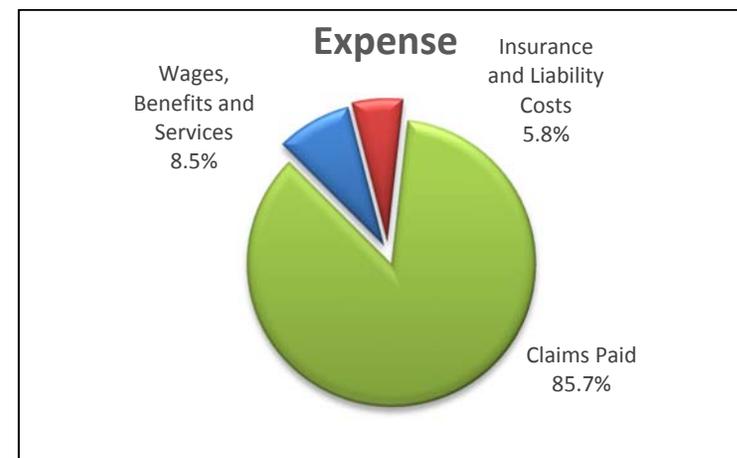
Revenue for the Worker's Compensation Self-Insurance Fund is generated by charging for services related to employees' injuries to their respective operating department within BSD. Expense includes staff compensation, other general operating expenses and claims paid.

Financial Data

Revenue of \$1.0 million is \$48.7 thousand greater than budget.

Expense of \$963.4 thousand is 20.5% favorable to budget. General operating expenses include wages and benefits, services, material and supplies, insurance and liability costs and other are \$138.4 thousand compared to a budget of \$243.1 thousand. Workers compensation claims paid were \$825.0

thousand compared to a budget of \$968.7 thousand. This amount is favorable to budget by 14.8%.



Workers Compensation Self-Insurance Fund
Quarterly Statement of Net Position
September 30, 2016
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Assets							
Current assets							
Cash and Cash Equivalents	\$ 3,145,010	\$ -	\$ 3,145,010	n/a	\$ -	\$ 3,145,010	n/a
Interfund accounts receivable	3,745,861	-	3,745,861	n/a	-	3,745,861	n/a
Other current assets	162,598	-	162,598	n/a	-	162,598	n/a
Total current assets	7,053,469	-	7,053,469	n/a	-	7,053,469	n/a
Total assets	7,053,469	-	7,053,469	n/a	-	7,053,469	n/a
Total	<u>\$ 7,053,469</u>	<u>\$ -</u>	<u>\$ 7,053,469</u>	n/a	<u>\$ -</u>	<u>\$ 7,053,469</u>	n/a

Workers Compensation Self-Insurance Fund
Quarterly Statement of Net Position
September 30, 2016
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Liabilities							
Current liabilities							
Interfund accounts payable	\$ 67,851	\$ -	\$ 67,851	n/a	\$ -	\$ 67,851	n/a
Accrued expenses	65,283	-	65,283	n/a	-	65,283	n/a
Total current liabilities	<u>133,134</u>	<u>-</u>	<u>133,134</u>	n/a	<u>-</u>	<u>133,134</u>	n/a
Current liab payable from restricted assets							
Short-term self-insurance	<u>3,308,273</u>	<u>-</u>	<u>3,308,273</u>	n/a	<u>-</u>	<u>3,308,273</u>	n/a
Total current liabilities payable from restricted assets	<u>3,308,273</u>	<u>-</u>	<u>3,308,273</u>	n/a	<u>-</u>	<u>3,308,273</u>	n/a
Total current liabilities	<u>3,441,407</u>	<u>-</u>	<u>3,441,407</u>	n/a	<u>-</u>	<u>3,441,407</u>	n/a
Non-current liabilities							
Other post-employment benefits	995	-	995	n/a	-	995	n/a
Long-term self-insurance	<u>3,474,150</u>	<u>-</u>	<u>3,474,150</u>	n/a	<u>-</u>	<u>3,474,150</u>	n/a
Total non-current liabilities	<u>3,475,145</u>	<u>-</u>	<u>3,475,145</u>	n/a	<u>-</u>	<u>3,475,145</u>	n/a
Total liabilities	<u>6,916,552</u>	<u>-</u>	<u>6,916,552</u>	n/a	<u>-</u>	<u>6,916,552</u>	n/a
Net Position							
Net income (loss)	136,917	-	136,917	n/a	-	136,917	n/a
Total net position	<u>136,917</u>	<u>-</u>	<u>136,917</u>	n/a	<u>-</u>	<u>136,917</u>	n/a
Total	<u>\$ 7,053,469</u>	<u>\$ -</u>	<u>\$ 7,053,469</u>	n/a	<u>\$ -</u>	<u>\$ 7,053,469</u>	n/a

Workers Compensation Self-Insurance Fund
Statement of Revenues, Expenses and Income (Loss)
For the Quarter Ended September 30, 2016
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Revenue										
Workers Compensation revenue	\$ 1,017,423	\$ 968,683	\$ 48,740	5.0	\$ -	\$ 1,017,423	\$ 968,683	\$ 48,740	5.0	\$ -
Total revenue	<u>1,017,423</u>	<u>968,683</u>	<u>48,740</u>	5.0	<u>-</u>	<u>1,017,423</u>	<u>968,683</u>	<u>48,740</u>	5.0	<u>-</u>
Expense										
Wages and benefits ¹	81,343	117,316	35,973	30.7	-	81,343	117,316	35,973	30.7	-
Services	1,181	-	(1,181)	-	-	1,181	-	(1,181)	-	-
Materials and supplies	-	750	750	100.0	-	-	750	750	100.0	-
Insurance and liability costs	55,521	-	(55,521)	-	-	55,521	-	(55,521)	-	-
Other expenses	375	125,000	124,625	99.7	-	375	125,000	124,625	99.7	-
Workers Compensation claims paid	824,985	968,683	143,698	14.8	-	824,985	968,683	143,698	14.8	-
Total expense	<u>963,405</u>	<u>1,211,749</u>	<u>248,344</u>	20.5	<u>-</u>	<u>963,405</u>	<u>1,211,749</u>	<u>248,344</u>	20.5	<u>-</u>
Net income (loss) before transfers	54,018	(243,066)	297,084	122.2	-	54,018	(243,066)	297,084	122.2	-
Net transfers in (out)	<u>82,899</u>	<u>242,776</u>	<u>(159,877)</u>	(65.9)	<u>-</u>	<u>82,899</u>	<u>242,776</u>	<u>(159,877)</u>	(65.9)	<u>-</u>
Net income (loss)	<u>\$ 136,917</u>	<u>\$ (290)</u>	<u>\$ 137,207</u>	n/a	<u>\$ -</u>	<u>\$ 136,917</u>	<u>\$ (290)</u>	<u>\$ 137,207</u>	n/a	<u>\$ -</u>

¹ - Detailed schedule included.

Workers Compensation Self-Insurance Fund
Detailed Schedule of Wages and Benefits
For the Quarter Ended September 30, 2016
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Personnel expense										
Wages	\$ 55,144	\$ 45,956	\$ (9,188)	(20.0)	\$ -	\$ 55,144	\$ 45,956	\$ (9,188)	(20.0)	\$ -
Company paid benefits										
Payroll related taxes and insurance										
FICA	3,777	3,516	(261)	(7.4)	-	3,777	3,516	(261)	(7.4)	-
Unemployment insurance	39	105	66	62.9	-	39	105	66	62.9	-
Worker's compensation insurance	-	55,798	55,798	100.0	-	-	55,798	55,798	100.0	-
Health and welfare										
Medical	10,658	5,200	(5,458)	(105.0)	-	10,658	5,200	(5,458)	(105.0)	-
Dental	306	165	(141)	(85.5)	-	306	165	(141)	(85.5)	-
Other post employment benefits	995	-	(995)	-	-	995	-	(995)	-	-
Life Insurance / AD&D	79	40	(39)	(97.5)	-	79	40	(39)	(97.5)	-
Short and Long Term Disability	471	255	(216)	(84.7)	-	471	255	(216)	(84.7)	-
FMLA administration expense	25	17	(8)	(47.1)	-	25	17	(8)	(47.1)	-
EAP expense	15	11	(4)	(36.4)	-	15	11	(4)	(36.4)	-
Retirement										
Pension expense	6,883	2,887	(3,996)	(138.4)	-	6,883	2,887	(3,996)	(138.4)	-
401 K contributions	2,951	3,366	415	12.3	-	2,951	3,366	415	12.3	-
Total company paid benefits	26,199	71,360	45,161	63.3	-	26,199	71,360	45,161	63.3	-
Total wages and benefits	\$ 81,343	\$ 117,316	\$ 35,973	30.7	\$ -	\$ 81,343	\$ 117,316	\$ 35,973	30.7	\$ -

**Workers Compensation Self-Insurance Fund
Cash Receipts and Disbursements Schedule
For the Quarter Ended September 30, 2016
(unaudited)**

<u>Description</u>	<u>Total</u>	<u>Workers Compensation</u>
Balance at July 1, 2016		
Cash & investments	\$ -	\$ -
Add:		
Receipts	<u>3,170,058</u>	<u>3,170,058</u>
Total cash receipts	3,170,058	3,170,058
Less:		
Cash disbursements	<u>(25,048)</u>	<u>(25,048)</u>
Total cash disbursements	(25,048)	(25,048)
Balance at September 30, 2016		
Cash & investments	<u>\$ 3,145,010</u>	<u>\$ 3,145,010</u>

Worker's Compensation Self-Insurance Fund
Statement of Cash Flows
For the Three Months Ended September 30, 2016
(unaudited)

Cash flows from operating activities		Supplemental disclosure of cash flow information
Receipts from customers	\$ 1,021,389	
Payments to employees	(126,107)	Noncash Activities:
Payments to vendors	(168,120)	None
Payments for self-insurance	5,957,438	
Receipts (payments) from inter-fund activity	<u>(3,539,590)</u>	
Net cash provided by (used in) operating activities	<u>3,145,010</u>	
 Cash flows from non capital financing activities		
None		
 Cash flows from capital and related financing activities		
None		
 Cash flows from investing activities		
None		
 Net increase (decrease) in cash and cash equivalents	 3,145,010	
 Cash and cash equivalents, beginning of year	 <u>-</u>	
Cash and cash equivalents, year to date	<u>\$ 3,145,010</u>	



Staffing Level Report.....105

**BI-STATE DEVELOPMENT
STAFFING LEVEL REPORT
September 2016**

	EMPLOYEES AT END OF MONTH				BUDGETED POSITIONS	VARIANCE	PERCENT VARIANCE
	PRIOR MONTH	ADDED	DELETED	CURRENT MONTH			
A.T.U. Maintenance & Operations:							
Light Rail Vehicle Operators	99	0	(1)	98	102	(4)	-3.9%
PT Bus Operators	97	1	(8)	90	83	7	8.4%
Bus Operators	846	2	(4)	844	812	32	3.9%
Van Operators	195	6	(4)	197	200	(3)	-1.5%
Vehicle Maintenance	274	3	0	277	285	(8)	-2.8%
MetroBus Support Services and Facility Maintenance	24	0	0	24	24	0	0.0%
Maintenance of Way	52	0	(1)	51	51	0	0.0%
Revenue	13	0	(1)	12	13	(1)	-7.7%
Materials Management	26	1	0	27	26	1	3.8%
SUBTOTAL A.T.U. Maintenance & Operations	1,626	13	(19)	1,620	1,596	24	1.5%
Other:							
A.T.U. Clerical Unit	49	0	(1)	48	52	(4)	-7.7%
I.B.E.W.	64	1	0	65	66	(1)	-1.5%
Salaried	468	5	(3)	470	543	(73)	-13.4%
SUBTOTAL Other	581	6	(4)	583	661	(78)	-11.8%
TOTAL	2,207	19	(23)	2,203	2,257	(54)	-2.4%
ARCH							
Salaried:	13	0	0	13	14	(1)	-7.1%
Hourly:*	97	0	(14)	83	84	(1)	-1.2%
TOTAL ARCH	110	0	(14)	96	98	(2)	-2.0%
AIRPORT							
	11	1	0	12	12	0	0.0%
RIVERBOAT CRUISES							
Salaried:	12	0	0	12	12	0	0.0%
Hourly:*	54	1	0	55	49	6	12.2%
TOTAL RIVERBOAT CRUISES	66	1	0	67	61	6	9.8%
EXECUTIVE OFFICE							
	30	0	0	30	33	(3)	-9.1%
GRAND TOTAL	2,424	21	(37)	2,408	2,461	(53)	-2.2%

Does not include Security Officers, Interns or Temporary Employees

*Includes PT and Seasonal - Actual depends on availability

10/14/2016

Open Session Item

12

2017 PERFORMANCE INDICATORS

First Quarter
Ending September 30, 2016



**BI • STATE
DEVELOPMENT**

Bi-State Development of the Missouri-Illinois
Metropolitan District

Table of Contents

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



EXECUTIVE SUMMARY

METRO

SERVICE CHANGES AND FARE INCREASES

Metro's quarterly service change went into effect in August and introduced new schedules for Red Line and Blue Line MetroLink service, and 59 MetroBus routes. These scheduling changes improved connections for MetroLink passengers who transfer between Red Line and Blue trains at the Forest Park-DeBaliviere MetroLink Station, and ensure timely and efficient connections between MetroBus and MetroLink. The completion of the major rehabilitation project on the Eads Bridge and the reopening of both eastbound and westbound tracks across the bridge earlier this summer have allowed Metro to adjust MetroLink schedules for the first time since 2012. MetroLink trains had shared the same track over the Mississippi River for the last four years to accommodate work on the Eads Bridge. There was no fare increase in FY 2016 and none planned in FY 2017. The last fare increase was in FY 2015.

REVENUES AND EXPENSES

Passenger revenue of \$11.8 million is 12.2% less than prior year as a result of lower ridership. Operating expenses are 4.8% less than prior year. The favorable variance is related to wages and medical benefits, maintenance and custodial services, fuel and material and supplies.

RIDERSHIP AND OTHER CUSTOMER MEASURES

Passenger boardings for the first quarter FY 2017 are 8.4% lower than the prior year. By mode, the decrease was MetroBus 9.7%, MetroLink 6.1% and Call-A-Ride 3.9%. Ridership was down due to multiple factors including lower fuel prices and an employment shift away from Metro's core service area. An increase in passenger injuries, for the current quarter, combined with lower ridership has system passenger injuries per 100,000 boardings at 1.9 compared to 1.6 for the same period last year.

BUSINESS MEASURES

The average fare for the first quarter FY 2017 is \$1.04, compared to \$1.10 for the budget and \$1.09 for the prior year. Farebox recovery is lower than the prior year primarily due to lower passenger revenue. A strong first quarter is normally anchored by Fair St. Louis every July. A weak showing in July 2016 was driven by inclement weather discouraging fair goers and negatively impacting ridership and revenue. Operating expense per passenger boarding increased 3.9% to \$5.74, when compared to the prior year. The increase over prior year was due to lower ridership.

OPERATING MEASURES

In the three months ended September 30, 2016, vehicle accidents per 100,000 vehicle miles is 1.7, which is below prior year and budget. Unscheduled absenteeism is 3.8%, against a prior year of 3.5%. Passenger boardings per revenue mile and revenue hour are below prior year due to lower ridership.



EXECUTIVE SUMMARY (Cont.)

EXECUTIVE SERVICES

Income before depreciation for Executive Services was greater than budget by \$63,473 primarily as a result of expenses being lower than budget. The lower than budgeted expenses are due to unfilled positions and lower spending on legal, auditing and consulting fees. Other expenses are higher in the first quarter due to annual membership dues for the American Public Transit Association, St. Louis Regional Chamber and Citizens for Modern Transit.

GATEWAY ARCH

Income before depreciation of \$1,039,951 is unfavorable compared to budget primarily because of lower than expected ticket revenue due to Arch grounds construction. Revenue from ticket sales, although unfavorable to budget, is favorable to prior year as a result of a strategic change in ticket pricing. Expenses are higher than budget due to special disbursements requested by the National Park Service related to a structural engineering study of the Old Courthouse and a business plan.

ST. LOUIS DOWNTOWN AIRPORT

Operating expenses grew at a higher rate than revenues causing a loss before depreciation for the airport of \$13,180 greater than budgeted. Revenue was favorable to budget by 2.1% and to prior year by 5.4%. Airport activity varies because of the economy, special events and weather conditions. Aircraft movements increased 30.0% from last year while the gallons of fuel sold decreased 20.9% and the average number of aircraft based at the airport decreased 2.0% compared to last year.

RIVERFRONT ATTRACTIONS

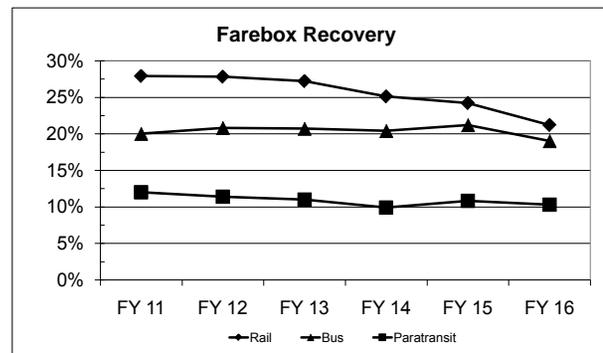
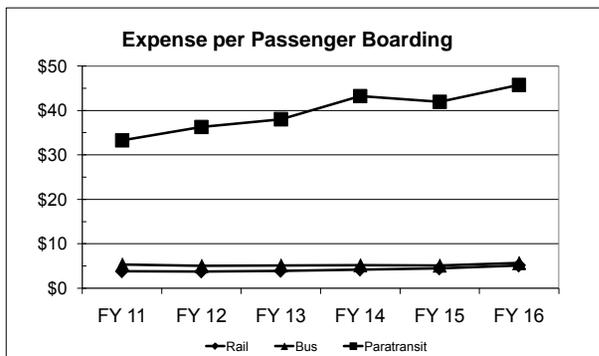
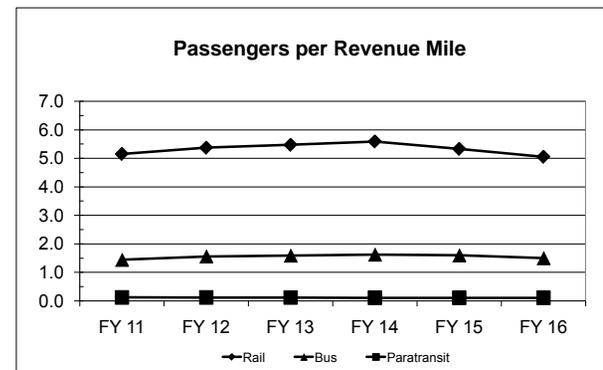
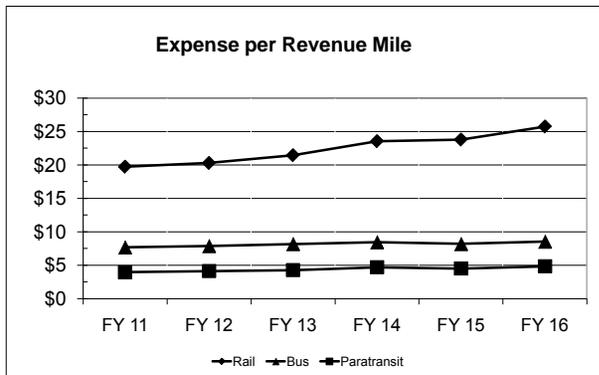
Riverboat passengers for the quarter ended September 30, 2016 were 9.1% lower than budget but 81.8% greater than FY 2016. There were 78.9% more cruises than FY 2016. Cruise days of operation in FY 2017 were 46.0% higher than FY 2016 due to fewer flooding issues. The increased number of cruises compared to prior year resulted in expenses being 43.7% higher.

ST. LOUIS REGIONAL FREIGHTWAY

Loss before depreciation for the quarter ended September 30, 2016 was \$60,025. This is favorable to budget by \$99,605. Revenue is \$9,500 or 17.7% greater than budget. Expenses are 42.2% lower than budget due to less than anticipated consulting expense.

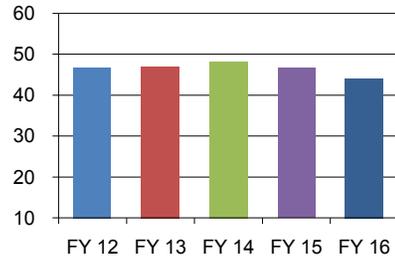


ANNUAL TRANSIT PERFORMANCE

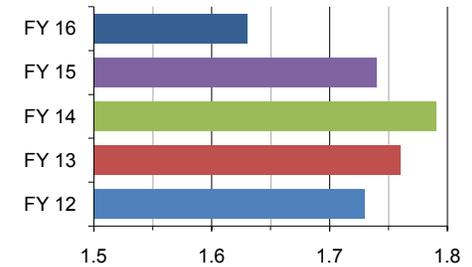


Metro System Profile

Annual Ridership (in millions)



Annual Passengers per Revenue Mile

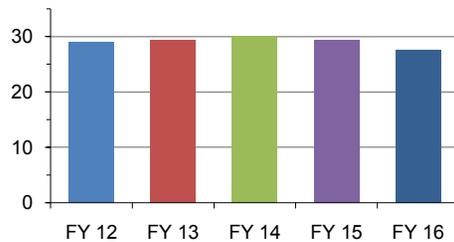


Three Months Ended September 30

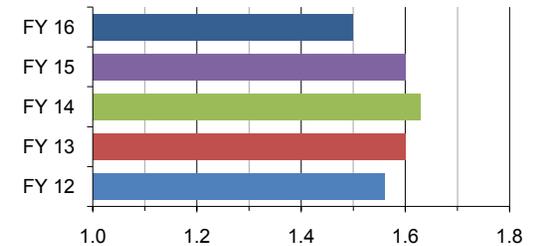
Goal	FY 2017	FY 2016	Change		FY 2015	FY 2014	FY 2013
				Customer Measures			
153,244	136,549	148,536	-8.1%	Average Weekday Ridership	159,512	158,866	154,241
12,443,025	11,050,528	12,060,036	-8.4%	Passenger Boardings	12,914,500	12,769,571	12,224,279
1.0	1.9	1.6	14.1%	Passenger Injuries per 100,000 Boardings	1.2	0.9	1.5
10.0	14.7	13.7	7.5%	Customer Complaints per 100,000 Boardings	11.0	12.0	17.1
				Business Measures			
\$1.10	\$1.04	\$1.09	-4.3%	Average Fare (Includes Fixed & Special)	\$1.11	\$1.09	\$1.10
19.5%	18.1%	19.7%	-7.8%	Farebox Recovery	23.1%	22.4%	22.6%
\$156.51	\$135.63	\$144.45	-6.1%	Operating Expense per Revenue Hour	\$134.77	\$135.38	\$130.48
\$5.87	\$5.74	\$5.53	3.9%	Operating Expense per Passenger Boarding	\$4.78	\$4.88	\$4.86
\$4.35	\$4.46	\$4.24	5.2%	Subsidy per Passenger Boarding	\$3.48	\$3.60	\$3.57
				Operating Measures			
1.9	1.7	1.8	-4.7%	Vehicle Accidents per 100,000 Vehicle Miles	1.5	1.2	1.5
3.0%	3.8%	3.5%	8.6%	Unscheduled Absenteeism	3.0%	3.0%	3.7%
1.82	1.62	1.77	-8.8%	Passenger Boardings per Revenue Mile	1.89	1.87	1.80
27.70	23.62	26.13	-9.6%	Passenger Boardings per Revenue Hour	28.17	27.72	26.85

MetroBus Profile

Annual Ridership (in millions)



Annual Passengers per Revenue Mile

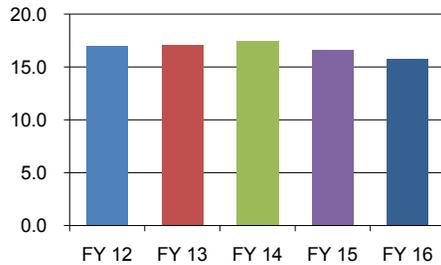


Three Months Ended September 30

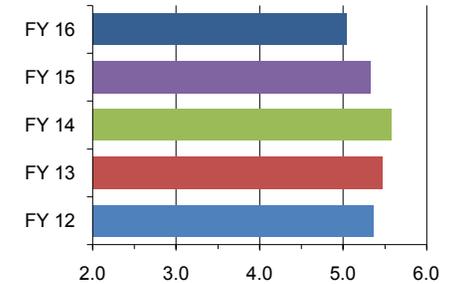
Goal	FY 2017	FY 2016	Change		FY 2015	FY 2014	FY 2013
				<u>Customer Measures</u>			
96,633	84,399	93,722	-9.9%	Average Weekday Ridership	100,687	99,124	96,859
7,781,537	6,812,101	7,547,124	-9.7%	Passenger Boardings	8,039,048	7,863,294	7,572,466
1.2	2.6	2.1	25.0%	Passenger Injuries per 100,000 Boardings	1.7	1.1	1.9
15.0	14.1	13.2	6.8%	Customer Complaints per 100,000 Boardings	13.6	12.7	21.0
				<u>Business Measures</u>			
\$1.09	\$1.02	\$1.07	-4.8%	Average Fare (Fixed and Special)	\$1.10	\$1.08	\$1.09
19.0%	18.2%	20.0%	-9.2%	Farebox Recovery	23.1%	22.3%	21.9%
\$128.81	\$107.68	\$115.77	-7.0%	Operating Expense per Revenue Hour	\$110.34	\$109.94	\$109.84
\$5.81	\$5.67	\$5.39	5.1%	Operating Expense per Passenger Boarding	\$4.77	\$4.87	\$4.99
				<u>Operating Measures</u>			
2.30	2.42	2.52	-4.0%	Vehicle Accidents per 100,000 Vehicle Miles	2.06	1.74	2.12
91.0%	91.5%	91.1%	0.4%	On-Time Performance	90.6%	91.3%	91.6%
1.65	1.45	1.61	-10.3%	Passenger Boardings per Revenue Mile	1.72	1.68	1.62
22.99	19.00	21.47	-11.5%	Passenger Boardings per Revenue Hour	23.13	22.60	21.99
99.9%	99.9%	99.8%	0.0%	Percent of Trips Completed	99.8%	99.9%	99.9%
22,000	17,773	17,271	2.9%	Revenue Miles Between Roadcalls	17,382	19,043	22,261

MetroLink Profile

Annual Ridership (in millions)



Annual Passengers per Revenue Mile

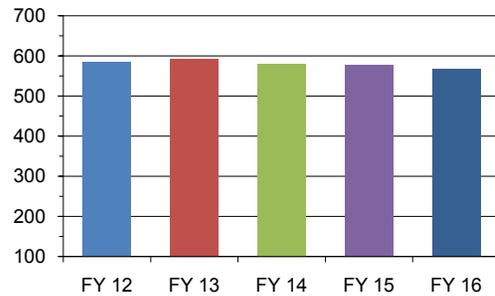


Three Months Ended September 30

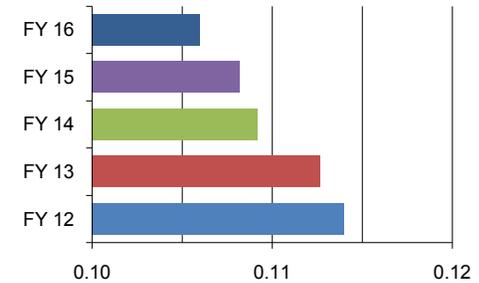
Goal	FY 2017	FY 2016	Change		FY 2015	FY 2014	FY 2013
				<u>Customer Measures</u>			
54,674	50,290	52,865	-4.9%	Average Weekday Ridership	56,877	57,758	55,327
4,517,420	4,099,023	4,367,923	-6.2%	Passenger Boardings	4,730,660	4,759,015	4,502,029
0.6	0.4	0.7	-50.0%	Passenger Injuries per 100,000 Boardings	0.4	0.4	0.5
1.8	1.8	2.8	-34.0%	Customer Complaints per 100,000 Boardings	1.2	1.3	1.5
				<u>Business Measures</u>			
\$1.09	\$1.02	\$1.07	-4.8%	Average Fare (Fixed and Special)	\$1.10	\$1.08	\$1.09
23.7%	22.5%	23.5%	-4.2%	Farebox Recovery	29.4%	28.5%	30.5%
\$604.80	\$555.75	\$591.66	-6.1%	Operating Expense per Revenue Hour	\$525.78	\$534.51	\$477.19
\$4.65	\$4.50	\$4.54	-1.0%	Operating Expense per Passenger Boarding	\$3.71	\$3.78	\$3.56
				<u>Operating Measures</u>			
0.10	0.13	0.06	102.8%	Vehicle Accidents per 100,000 Vehicle Miles	0.06	0.00	0.00
98.0%	97.2%	96.0%	1.3%	On-Time Performance	97.9%	97.3%	98.2%
5.71	5.27	5.54	-4.9%	Passenger Boardings per Revenue Mile	6.01	6.03	5.67
134.32	123.61	130.23	-5.1%	Passenger Boardings per Revenue Hour	141.84	141.31	133.99
30,000	22,882	26,285	-12.9%	Vehicle Miles between Failures	54,302	35,075	33,065

Call-A-Ride Profile

Annual Ridership (in thousands)



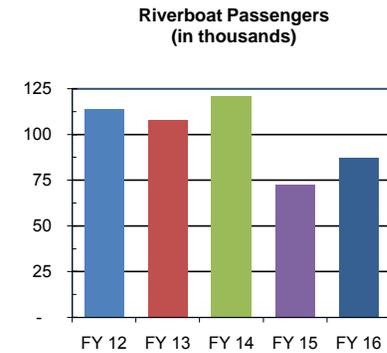
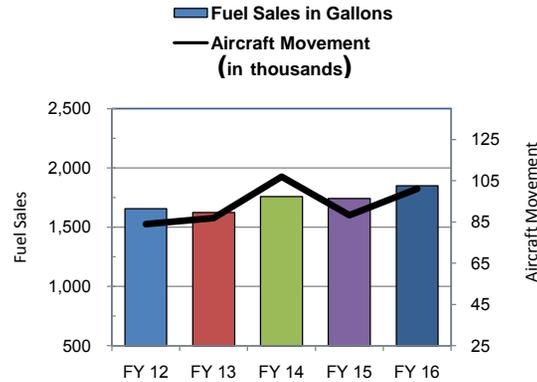
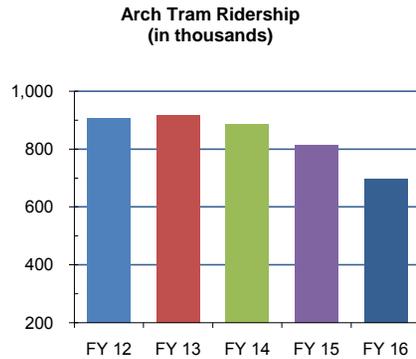
Annual Passengers per Revenue Mile



Three Months Ended September 30

Goal	FY 2017	FY 2016	Change		FY 2015	FY 2014	FY 2013
				Customer Measures			
1,937	1,860	1,949	-4.6%	Average Weekday Ridership	1,948	1,984	2,055
144,068	139,404	144,989	-3.9%	Passenger Boardings	144,792	147,262	149,784
5.0	11.5	6.9	66.4%	Passenger Injuries per 100,000 Boardings	4.8	9.5	10.0
15.0	26.5	22.8	16.6%	Customer Complaints per 100,000 Boardings	30.4	23.1	16.7
				Business Measures			
\$2.13	\$2.46	\$2.12	16.2%	Average Fare	\$2.04	\$1.92	\$1.82
9.9%	10.0%	10.3%	-3.1%	Farebox Recovery (excludes contractual)	10.9%	10.1%	11.3%
22.2%	19.0%	22.4%	-15.0%	Revenue Recovery (includes contractual)	23.9%	23.8%	28.1%
\$86.64	\$84.29	\$80.17	5.1%	Operating Expense per Revenue Hour	\$76.13	\$77.33	\$71.69
\$44.87	\$46.06	\$42.29	8.9%	Operating Expense per Passenger Boarding	\$40.77	\$41.51	\$37.01
				Operating Measures			
1.50	0.55	0.77	-28.3%	Vehicle Accidents per 100,000 Vehicle Miles	1.25	0.70	1.00
95.0%	94.8%	93.3%	1.6%	On-Time Performance	95.0%	94.7%	94.3%
0.11	0.10	0.11	-4.9%	Passenger Boardings per Revenue Mile	0.11	0.11	0.11
1.87	1.83	1.90	-3.7%	Passenger Boardings per Revenue Hour	1.87	1.86	1.94
50,000	36,452	27,230	33.9%	Revenue Miles between Maintenance Failure	27,642	46,326	32,812

Bi-State Development Enterprises



Three Months Ended September 30

Goal	FY 2017	FY 2016	Change		FY 2015	FY 2014	FY 2013
<u>Gateway Arch</u>							
1,549,469	\$1,039,951	\$555,478	87.2%	Income (Loss) Before Depreciation	\$816,318	\$1,134,536	\$1,163,455
316,961	282,884	313,500	-9.8%	Tram Ridership	327,008	347,536	340,437
<u>Riverfront Attractions</u>							
\$578,618	\$499,884	\$9,839	4980.8%	Income (Loss) Before Depreciation	\$43,256	\$444,268	\$358,506
58,610	53,292	29,308	81.8%	Passengers	31,043	67,969	56,555
447	442	247	78.9%	Cruises	256	477	519
92	92	63	46.0%	Days of Operation	55	92	92
<u>St. Louis Downtown Airport</u>							
(\$25,244)	(\$38,424)	\$55,765	-168.9%	Income (Loss) Before Depreciation	(\$20,729)	\$127,064	\$33,127
443,408	401,715	507,575	-20.9%	Fuel Sales (gallons)	431,660	478,782	414,569
22,500	30,468	23,433	30.0%	Aircraft Movements	23,874	33,603	22,762
320	322	329	-2.0%	Average Based Aircraft	317	328	317
<u>Executive Services</u>							
\$239,101	\$302,574	\$325,942	-7.2%	Income (Loss) Before Depreciation	\$415,849	\$414,537	\$448,223
<u>St. Louis Regional Freightway</u>							
(\$159,630)	(\$60,025)	\$37,779	-258.9%	Income (Loss) Before Depreciation	n/a	n/a	n/a

Peer Performance - System

CHARACTERISTICS AND PERFORMANCE MEASURES		ST. LOUIS	BUFFALO	CLEVELAND	DALLAS	DENVER	MINNEAPOLIS	PITTSBURGH	PORTLAND	SACRAMENTO	SAN DIEGO	SAN JOSE	AVERAGE
Population of service area (in millions)	FY 14	1.54	1.18	1.41	2.33	2.88	1.84	1.42	1.54	1.04	2.22	1.88	1.75
	FY 13	1.54	1.18	1.41	2.44	3.16	1.84	1.42	1.49	0.97	2.22	1.88	1.78
	FY 12	1.54	1.18	1.41	2.42	2.62	1.81	1.42	1.49	0.97	1.96	1.88	1.70
Passenger Boardings (in millions)	FY 14	48.1	26.4	49.2	70.9	104.3	84.5	63.7	99.5	26.4	91.9	44.5	64.5
	FY 13	47.1	29.8	49.2	71.3	101.4	81.4	63.6	99.3	27.3	82.1	44.2	63.3
	FY 12	46.7	30.8	48.2	70.5	98.5	81.1	65.9	103.2	26.3	85.2	43.4	63.6
Average Weekday Passenger Boardings	FY 14	151,998	89,281	157,573	237,392	341,480	273,036	214,295	317,091	91,145	292,946	145,060	210,118
	FY 13	149,797	102,859	134,644	239,166	333,857	266,688	215,288	316,247	94,545	261,202	144,379	205,334
	FY 12	148,190	105,078	162,601	237,516	325,050	264,273	221,239	328,358	91,235	271,069	141,162	208,706
Average Saturday Passenger Boardings	FY 14	101,528	40,388	98,272	120,242	182,086	162,025	102,367	194,568	32,107	183,390	76,481	117,587
	FY 13	97,174	44,411	136,484	118,702	171,758	148,429	100,443	197,406	37,705	170,704	76,864	118,189
	FY 12	94,981	50,995	80,470	115,114	165,703	149,077	104,063	205,164	33,861	183,648	76,347	114,493
Average Sunday Passenger Boardings	FY 14	67,580	27,506	68,066	71,279	131,978	117,666	62,858	143,800	23,346	133,483	60,800	82,578
	FY 13	64,565	23,566	133,918	69,308	124,157	103,615	61,827	143,471	23,715	118,200	60,281	84,238
	FY 12	63,952	22,503	50,262	67,910	114,294	104,179	62,176	146,402	23,221	112,726	69,447	76,097
Vehicles in Operated in Maximum Service	FY 14	469	361	537	1,080	1,416	861	900	894	223	690	677	737
	FY 13	467	357	531	1,071	1,328	831	951	888	221	649	667	724
	FY 12	468	366	431	807	564	774	630	600	212	294	401	504
Farebox Recovery	FY 14	21.5%	29.2%	20.2%	15.7%	25.3%	27.1%	27.3%	30.3%	22.5%	41.2%	12.4%	24.8%
	FY 13	22.7%	29.4%	22.4%	15.1%	26.4%	29.1%	28.0%	29.6%	22.2%	40.0%	13.0%	25.3%
	FY 12	22.0%	26.0%	22.6%	13.7%	27.4%	31.2%	26.4%	28.1%	23.7%	41.4%	13.4%	25.1%
Subsidy per Passenger Boarding	FY 14	4.02	3.38	4.06	5.54	3.42	2.97	4.19	2.75	3.94	1.46	6.55	3.84
	FY 13	3.81	2.95	3.61	5.48	3.25	2.74	4.07	2.77	3.94	1.66	6.23	3.68
	FY 12	3.71	3.01	3.56	5.51	3.07	2.48	4.17	2.59	3.66	1.46	6.03	3.57

Source: National Transit Database - Calculations based on NTD definitions

Peer Performance - Bus

CHARACTERISTICS AND PERFORMANCE MEASURES		ST. LOUIS	BUFFALO	CLEVELAND	DALLAS	DENVER	MINNEAPOLIS	PITTSBURGH	PORTLAND	SACRAMENTO	SAN DIEGO	SAN JOSE	AVERAGE
Fleet Size	FY 14	383	322	391	861	1,101	905	701	608	225	582	452	594
	FY 13	378	312	391	650	1,029	912	695	597	225	517	455	560
	FY 12	381	321	399	629	1,024	888	714	591	235	507	452	558
Fleet Age (average in years)	FY 14	8.2	8.3	9.7	4.0	8.9	4.7	7.5	11.4	8.6	6.7	10.2	8.0
	FY 13	8.9	7.9	9.4	7.6	9.8	5.1	7.2	13.0	7.6	7.2	9.3	8.5
	FY 12	7.9	8.1	8.3	12.2	9.7	5.0	7.8	13.9	7.0	6.7	8.4	8.6
Passenger Boardings (in millions)	FY 14	30.1	21.6	34.4	37.4	76.7	67.8	53.4	59.7	13.7	51.3	32.9	43.5
	FY 13	29.4	23.3	34.3	37.9	76.3	70.4	53.1	58.7	13.8	51.6	32.7	43.8
	FY 12	29.1	23.5	33.9	38.4	76.7	69.9	55.7	59.5	13.1	51.8	32.3	44.0
Bus Boardings as a Percent of System Boardings	FY 14	62.6%	81.8%	70.0%	52.7%	73.5%	80.3%	83.8%	60.0%	51.7%	55.9%	73.8%	67.8%
	FY 13	62.4%	78.2%	69.7%	53.2%	75.2%	86.5%	83.5%	59.1%	50.5%	62.8%	74.1%	68.7%
	FY 12	62.3%	76.3%	70.3%	54.5%	77.9%	86.2%	84.5%	57.7%	49.8%	60.8%	74.4%	68.6%
Operating Expense (in millions)	FY 14	\$ 150.4	\$ 95.4	\$ 166.7	\$ 238.6	\$ 327.0	\$ 280.8	\$ 276.8	\$ 240.9	\$ 77.9	\$ 138.2	\$ 238.3	\$ 202.8
	FY 13	145.4	93.0	153.0	248.8	313.1	264.4	270.4	239.1	73.8	143.0	226.0	197.3
	FY 12	139.6	92.8	143.0	242.6	301.7	248.5	282.7	230.7	68.8	133.5	218.2	191.1
Operating Expense per Revenue Mile	FY 14	\$ 8.13	\$ 11.22	\$ 12.59	\$ 8.91	\$ 9.19	\$ 11.71	\$ 14.56	\$ 12.32	\$ 12.98	\$ 8.23	\$ 15.88	\$ 11.43
	FY 13	7.87	10.72	11.80	9.13	8.82	11.43	14.32	12.51	12.52	8.67	15.27	11.19
	FY 12	7.49	10.28	11.70	8.94	9.00	10.94	15.02	12.04	12.25	8.30	14.98	10.99
Operating Expense per Passenger Mile	FY 14	\$ 0.95	\$ 1.15	\$ 1.15	\$ 1.57	\$ 0.84	\$ 0.99	\$ 1.16	\$ 0.84	\$ 1.47	\$ 0.76	\$ 1.36	\$ 1.11
	FY 13	0.95	1.08	1.06	1.61	0.78	0.93	1.30	1.04	1.49	0.79	1.35	1.13
	FY 12	0.92	1.07	0.99	1.50	0.75	0.84	1.29	0.99	1.48	0.75	1.28	1.08
Operating Expense per Passenger Boarding	FY 14	\$ 5.00	\$ 4.42	\$ 4.84	\$ 6.38	\$ 4.27	\$ 4.14	\$ 5.18	\$ 4.03	\$ 5.71	\$ 2.69	\$ 7.25	\$ 4.90
	FY 13	4.94	4.00	4.46	6.56	4.10	3.75	5.09	4.08	5.35	2.77	6.90	4.73
	FY 12	4.79	3.95	4.22	6.32	3.93	3.56	5.08	3.88	5.23	2.58	6.75	4.57
Boardings per Revenue Mile	FY 14	1.6	2.5	2.6	1.4	2.2	2.8	2.8	3.1	2.3	3.1	2.2	2.4
	FY 13	1.6	2.7	2.7	1.4	2.2	3.0	2.8	3.1	2.3	3.1	2.2	2.5
	FY 12	1.6	2.6	2.8	1.4	2.3	3.1	3.0	3.1	2.3	3.2	2.2	2.5
Boardings per Revenue Hour	FY 14	22.1	27.7	30.0	18.0	28.7	33.1	36.0	35.8	24.9	32.6	26.0	28.6
	FY 13	21.7	29.4	30.4	18.1	29.3	35.1	36.5	36.2	25.9	33.4	26.7	29.3
	FY 12	21.4	28.8	32.7	19.1	28.9	35.7	37.3	36.6	26.0	34.5	26.8	29.8

Source: National Transit Database - Calculations based on NTD definitions

Peer Performance - Light Rail

CHARACTERISTICS AND PERFORMANCE MEASURES		ST. LOUIS	BUFFALO	CLEVELAND	DALLAS	DENVER	MINNEAPOLIS	PITTSBURGH	PORTLAND	SACRAMENTO	SAN DIEGO	SAN JOSE	AVERAGE
Fleet Size	FY 14	87	27	48	163	172	86	83	131	76	162	99	103
	FY 13	87	27	48	163	172	62	83	131	76	175	99	102
	FY 12	87	27	48	163	171	27	83	129	76	154	99	97
Fleet Age (average in years)	FY 14	15.3	29.9	33.0	12.0	8.7	3.5	22.6	17.0	18.1	14.1	12.7	17.0
	FY 13	14.3	28.9	32.0	11.0	7.7	3.9	21.6	16.2	17.1	15.8	11.7	16.4
	FY 12	13.3	27.9	31.0	10.0	6.7	7.7	20.4	15.2	16.1	17.2	10.7	16.0
Passenger Boardings (in millions)	FY 14	17.5	4.6	2.8	29.5	26.4	16.0	7.9	38.2	12.7	39.7	11.0	18.7
	FY 13	17.1	6.3	2.9	29.5	23.8	10.2	8.0	39.2	13.5	29.7	10.7	17.3
	FY 12	17.0	7.1	2.9	27.7	20.6	10.5	7.1	42.2	13.2	32.7	10.4	17.4
Rail Boardings as a Percent of System Boardings	FY 14	36.3%	17.6%	5.6%	41.5%	25.3%	18.9%	12.5%	38.4%	48.1%	43.2%	24.6%	28.4%
	FY 13	36.2%	21.2%	5.9%	41.3%	23.4%	12.5%	12.6%	39.5%	49.5%	36.2%	24.3%	27.5%
	FY 12	36.4%	23.1%	6.0%	39.3%	20.9%	12.9%	10.8%	40.9%	50.2%	38.4%	24.0%	27.5%
Operating Expense (in millions)	FY 14	\$ 71.6	\$ 22.1	\$ 13.1	\$ 165.0	\$ 102.2	\$ 48.9	\$ 53.1	\$ 108.1	\$ 54.8	\$ 71.6	\$ 74.7	\$ 71.4
	FY 13	64.8	23.3	11.7	151.0	87.1	32.4	51.5	99.3	50.0	66.4	69.0	64.2
	FY 12	62.1	24.5	12.3	135.9	68.5	27.9	52.0	99.7	45.5	63.3	61.7	59.4
Operating Expense per Vehicle Revenue Mile	FY 14	\$ 11.47	\$ 24.34	\$ 15.78	\$ 17.92	\$ 9.16	\$ 12.21	\$ 25.66	\$ 14.00	\$ 13.92	\$ 8.41	\$ 22.03	\$ 15.90
	FY 13	10.41	23.77	14.92	16.55	8.56	14.03	25.52	12.87	12.76	8.55	21.50	15.40
	FY 12	9.82	24.22	17.65	17.98	8.10	13.56	26.98	12.88	11.91	8.39	20.00	15.59
Operating Expense per Passenger Mile	FY 14	\$ 0.49	\$ 1.81	\$ 0.80	\$ 0.68	\$ 0.51	\$ 0.67	\$ 1.57	\$ 0.50	\$ 0.73	\$ 0.31	\$ 1.21	\$ 0.84
	FY 13	0.42	1.42	0.68	0.63	0.43	0.60	1.56	0.50	0.66	0.38	1.19	0.77
	FY 12	0.41	1.26	0.73	0.63	0.39	0.50	1.53	0.45	0.61	0.32	1.10	0.72
Operating Expense per Passenger Boarding	FY 14	\$ 4.10	\$ 4.77	\$ 4.71	\$ 5.60	\$ 3.88	\$ 3.06	\$ 6.69	\$ 2.83	\$ 4.31	\$ 1.80	\$ 6.82	\$ 4.42
	FY 12	3.65	3.45	4.32	4.92	3.32	2.66	7.30	2.36	3.45	1.94	5.95	3.94
	FY 11	3.66	4.08	4.29	6.27	3.06	2.47	6.96	2.27	3.49	1.91	5.87	4.03
Boardings per Vehicle Revenue Mile	FY 14	2.8	5.1	3.3	3.2	2.4	4.0	3.8	4.9	3.2	4.7	3.2	3.7
	FY 13	2.7	6.5	3.7	3.2	2.3	4.4	4.0	5.1	3.5	3.8	3.4	3.9
	FY 12	2.7	7.0	4.1	3.7	2.4	5.1	3.7	5.5	3.5	4.3	3.4	4.1
Boardings per Vehicle Revenue Hour	FY 14	65.8	54.8	51.1	65.1	40.5	48.6	49.2	72.2	58.3	78.7	50.1	57.7
	FY 13	64.6	73.5	55.1	65.2	41.8	62.0	50.5	74.2	62.2	63.0	54.1	60.6
	FY 12	63.9	79.5	61.2	72.4	46.0	72.5	48.1	79.8	67.4	76.4	53.3	65.5

Source: National Transit Database - Calculations based on NTD definitions

Peer Performance - Demand Response

CHARACTERISTICS AND PERFORMANCE MEASURES		ST. LOUIS	BUFFALO	CLEVELAND	DALLAS	DENVER	MINNEAPOLIS	PITTSBURGH	PORTLAND	SACRAMENTO	SAN DIEGO	SAN JOSE	AVERAGE
Fleet Size	FY 14	116	74	158	165	450	-	346	268	2	146	244	219
	FY 13	120	69	146	165	386	-	390	268	12	145	254	216
	FY 12	116	74	146	209	375	-	382	267	-	137	228	215
Fleet Age (average in years)	FY 14	5.8	4.1	4.9	1.8	4.5	-	5.6	3.7	5.0	4.1	2.9	4.2
	FY 13	4.7	5.3	4.0	0.6	5.3	-	5.4	3.7	4.0	3.1	2.4	3.8
	FY 12	3.7	5.4	3.8	5.0	4.4	-	4.9	4.7	-	3.5	4.3	4.4
Passenger Boardings (in millions)	FY 14	0.58	0.16	0.75	0.47	1.27	-	1.59	0.93	0.008	0.55	0.73	0.78
	FY 13	0.59	0.17	0.70	0.52	1.23	-	1.72	0.93	0.004	0.51	0.73	0.79
	FY 12	0.58	0.17	0.65	1.14	1.16	-	1.77	0.95	-	0.47	0.78	0.85
Demand-Response Boardings as a Percent of System Boardings	FY 14	1.2%	0.6%	1.5%	0.7%	1.2%	-	2.5%	0.9%	0.0%	0.6%	1.6%	1.2%
	FY 13	1.3%	0.6%	1.4%	0.7%	1.2%	-	2.7%	0.9%	0.0%	0.6%	1.7%	1.2%
	FY 12	1.2%	0.6%	1.3%	1.6%	1.2%	-	2.7%	0.9%	0.0%	0.6%	1.8%	1.3%
Operating Expense (in millions)	FY 14	\$ 24.7	\$ 8.3	\$ 32.4	\$ 23.7	\$ 48.1	\$ -	\$ 36.3	\$ 32.8	\$ 1.2	\$ 15.5	\$ 20.0	\$ 26.8
	FY 13	21.9	7.9	29.9	21.0	46.9	-	36.3	32.2	1.0	14.5	22.0	25.8
	FY 12	20.4	7.8	30.6	43.1	46.4	-	37.0	31.2	0.6	13.4	22.8	28.1
Operating Expense per Revenue Mile	FY 14	\$ 4.64	\$ 5.40	\$ 6.24	\$ 8.07	\$ 4.59	\$ -	\$ 3.75	\$ 5.01	\$ 36.77	\$ 4.25	\$ 3.23	\$ 5.02
	FY 13	4.17	4.93	6.00	4.99	4.68	-	3.64	4.92	61.82	4.41	3.66	4.60
	FY 12	3.97	4.78	6.35	4.88	4.51	-	3.23	4.74	-	4.46	3.84	4.53
Operating Expense per Passenger Mile	FY 14	\$ 4.29	\$ 4.86	\$ 4.45	\$ 3.81	\$ 4.64	\$ -	\$ 2.91	\$ 3.63	\$ 62.50	\$ 2.94	\$ 2.47	\$ 3.78
	FY 13	3.66	4.31	6.02	2.90	4.40	-	2.73	3.50	61.82	3.05	2.68	3.69
	FY 12	3.74	4.56	6.69	3.36	4.43	-	2.77	3.30	-	3.18	2.79	3.87
Operating Expense per Passenger Boarding	FY 14	\$ 42.53	\$ 50.63	\$ 43.07	\$ 50.56	\$ 37.85	\$ -	\$ 22.74	\$ 35.33	\$ 155.97	\$ 28.38	\$ 27.47	\$ 37.62
	FY 13	37.00	46.30	42.40	40.51	38.15	-	21.13	34.61	254.07	28.38	29.96	35.38
	FY 12	34.88	45.38	47.08	37.73	39.94	-	20.91	32.97	-	28.24	29.44	35.17
Boardings per Revenue Mile	FY 14	0.1	0.1	0.1	0.2	0.1	-	0.2	0.1	0.2	0.1	0.1	0.1
	FY 13	0.1	0.1	0.1	0.1	0.1	-	0.2	0.1	0.2	0.2	0.1	0.1
	FY 12	0.1	0.1	0.1	0.1	0.1	-	0.2	0.1	-	0.2	0.1	0.1
Boardings per Revenue Hour	FY 14	1.9	1.8	2.0	2.1	1.8	-	2.4	2.0	2.1	2.6	2.6	2.1
	FY 13	1.9	1.9	2.0	1.8	1.8	-	2.6	2.0	1.6	2.7	2.6	2.1
	FY 12	1.9	1.8	2.0	2.2	1.8	-	2.5	2.0	-	2.7	2.6	2.2

* Minneapolis and Sacramento are not included in the Average

Source: National Transit Database - Calculations based on NTD definitions

Average Weekday Ridership

Period	MetroBus			MetroLink			Call-A-Ride			System		
	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change
1st Qtr YTD	84,399	93,722	-9.9%	50,290	52,865	-4.9%	1,860	1,949	-4.6%	136,549	148,536	-8.1%
2nd Qtr YTD		92,135	-		50,217	-		1,925	-	-	144,277	-
3rd Qtr YTD		88,902	-		48,328	-		1,928	-	-	139,158	-
Full year		87,213	-		48,752	-		1,914	-	-	137,879	-

July	79,649	88,084	-9.6%	49,251	51,382	-4.1%	1,801	1,940	-7.2%	130,701	141,406	-7.6%
August	84,200	94,249	-10.7%	48,962	51,481	-4.9%	1,891	1,983	-4.6%	135,053	147,713	-8.6%
September	89,349	98,832	-9.6%	52,658	55,731	-5.5%	1,887	1,925	-2.0%	143,894	156,488	-8.0%
October	-	96,538	-	-	50,371	-	-	2,001	-	-	148,910	-
November	-	90,193	-	-	47,165	-	-	1,881	-	-	139,239	-
December	-	84,914	-	-	45,172	-	-	1,818	-	-	131,904	-
January	-	81,748	-	-	44,336	-	-	1,883	-	-	127,967	-
February	-	83,666	-	-	44,756	-	-	1,986	-	-	130,408	-
March	-	81,896	-	-	44,556	-	-	1,931	-	-	128,383	-
April	-	84,675	-	-	51,127	-	-	1,917	-	-	137,719	-
May	-	80,883	-	-	50,473	-	-	1,802	-	-	133,158	-
June	-	80,882	-	-	48,476	-	-	1,896	-	-	131,254	-

Passenger Boardings

Period	MetroBus			MetroLink			Call-A-Ride			System		
	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change
1st Qtr YTD	6,812,101	7,547,124	-9.7%	4,099,023	4,367,923	-6.1%	139,404	144,989	-3.9%	11,050,528	12,060,036	-8.4%
2nd Qtr YTD	-	14,639,057	-	-	8,183,650	-	-	287,643	-	-	23,110,350	-
3rd Qtr YTD	-	21,115,622	-	-	11,743,327	-	-	430,011	-	-	33,288,960	-
Full year	-	27,701,279	-	-	15,777,584	-	-	568,097	-	-	44,046,960	-

July	2,122,798	2,435,625	-12.8%	1,343,741	1,482,226	-9.3%	43,885	49,535	-11.4%	3,510,424	3,967,386	-11.5%
August	2,343,795	2,516,668	-6.9%	1,369,148	1,386,198	-1.2%	48,670	47,939	1.5%	3,761,613	3,950,805	-4.8%
September	2,345,508	2,594,831	-9.6%	1,386,134	1,499,499	-7.6%	46,849	47,515	-1.4%	3,778,491	4,141,845	-8.8%
October	-	2,594,484	-	-	1,389,283	-	-	50,066	-	-	4,033,833	-
November	-	2,245,054	-	-	1,205,121	-	-	45,271	-	-	3,495,446	-
December	-	2,252,395	-	-	1,221,323	-	-	47,317	-	-	3,521,035	-
January	-	2,094,931	-	-	1,153,882	-	-	45,881	-	-	3,294,694	-
February	-	2,145,122	-	-	1,181,298	-	-	46,927	-	-	3,373,347	-
March	-	2,236,512	-	-	1,224,497	-	-	49,560	-	-	3,510,569	-
April	-	2,226,706	-	-	1,352,859	-	-	46,096	-	-	3,625,661	-
May	-	2,195,478	-	-	1,363,270	-	-	45,229	-	-	3,603,977	-
June	-	2,163,473	-	-	1,318,128	-	-	46,761	-	-	3,528,362	-

Passengers by Jurisdiction

Period	MetroBus						MetroLink					
	Missouri			St. Clair			Missouri			St. Clair		
	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change
1st Qtr YTD	6,017,293	6,712,288	-10.4%	794,808	834,836	-4.8%	3,361,097	3,555,037	-5.5%	737,926	812,886	-9.2%
2nd Qtr YTD	-	13,092,685	-	-	1,546,372	-	-	6,674,869	-	-	1,508,781	-
3rd Qtr YTD	-	18,923,479	-	-	2,192,143	-	-	9,578,464	-	-	2,164,863	-
Full year	-	24,768,747	-	-	2,932,532	-	-	12,878,546	-	-	2,899,038	-

Month	Missouri			St. Clair			Missouri			St. Clair		
	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change
July	1,867,735	2,162,731	-13.6%	255,063	272,894	-6.5%	1,106,073	1,208,720	-8.5%	237,668	273,506	-13.1%
August	2,073,836	2,244,861	-7.6%	269,959	271,807	-0.7%	1,119,567	1,127,630	-0.7%	249,581	258,568	-3.5%
September	2,075,722	2,304,696	-9.9%	269,786	290,135	-7.0%	1,135,457	1,218,687	-6.8%	250,677	280,812	-10.7%
October	-	2,335,913	-	-	258,571	-	-	1,135,921	-	-	253,362	-
November	-	2,023,166	-	-	221,888	-	-	986,553	-	-	218,568	-
December	-	2,021,318	-	-	231,077	-	-	997,358	-	-	223,965	-
January	-	1,886,900	-	-	208,031	-	-	942,470	-	-	211,412	-
February	-	1,930,819	-	-	214,303	-	-	959,132	-	-	222,166	-
March	-	2,013,075	-	-	223,437	-	-	1,001,993	-	-	222,504	-
April	-	1,977,577	-	-	249,129	-	-	1,104,355	-	-	248,504	-
May	-	1,941,932	-	-	253,546	-	-	1,110,695	-	-	252,575	-
June	-	1,925,759	-	-	237,714	-	-	1,085,032	-	-	233,096	-

Passenger Revenue

Period	MetroBus			MetroLink			Call-A-Ride *			System		
	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change
1st Qtr YTD	\$7,012,570	\$8,143,742	-13.9%	\$4,142,651	\$4,655,536	-11.0%	\$641,163	\$632,072	1.4%	\$11,796,384	\$13,431,350	-12.2%
2nd Qtr YTD		\$15,604,859	-		\$8,622,614	-		\$1,284,900	-	\$0	\$25,512,372	-
3rd Qtr YTD		\$22,433,442	-		\$12,382,538	-		\$1,923,840	-	\$0	\$36,739,820	-
Full year		\$29,564,500	-		\$16,682,695	-		\$2,610,086	-	\$0	\$48,857,281	-

1st Qtr	\$7,012,570	\$8,143,742	-13.9%	\$4,142,651	\$4,655,536	-11.0%	\$641,163	\$632,072	1.4%	\$11,796,384	\$13,431,350	-12.2%
2nd Qtr		\$7,461,117			\$3,967,078			\$652,827			\$12,081,022	
3rd Qtr		\$6,828,583			\$3,759,925			\$638,941			\$11,227,448	
4th Qtr		\$7,131,057			\$4,300,157			\$686,245			\$12,117,459	

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

Revenue Miles

Period	MetroBus*			MetroLink*			Call-A-Ride			System		
	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change
1st Qtr YTD	4,709,831	4,680,474	0.6%	778,004	788,550	-1.3%	1,348,707	1,334,285	1.1%	6,836,542	6,803,309	0.5%
2nd Qtr YTD	-	9,259,390	-	-	1,567,159	-	-	2,669,369	-	-	13,495,918	-
3rd Qtr YTD	-	13,810,040	-	-	2,343,414	-	-	3,997,691	-	-	20,151,145	-
Full year	-	18,470,425	-	-	3,125,069	-	-	5,344,645	-	-	26,940,139	-

July	1,562,306	1,595,537	-2.1%	261,369	267,305	-2.2%	435,057	449,461	-3.2%	2,258,731	2,312,303	-2.3%
August	1,616,850	1,563,357	3.4%	268,319	263,542	1.8%	463,203	442,206	4.7%	2,348,372	2,269,105	3.5%
September	1,530,675	1,521,581	0.6%	248,316	257,703	-3.6%	450,447	442,618	1.8%	2,229,439	2,221,902	0.3%
October	-	1,563,396	-	-	260,628	-	-	467,532	-	-	2,291,557	-
November	-	1,467,430	-	-	251,888	-	-	423,870	-	-	2,143,188	-
December	-	1,548,090	-	-	266,093	-	-	443,682	-	-	2,257,864	-
January	-	1,506,339	-	-	257,208	-	-	425,401	-	-	2,188,948	-
February	-	1,461,584	-	-	250,504	-	-	432,002	-	-	2,144,090	-
March	-	1,582,727	-	-	268,542	-	-	470,919	-	-	2,322,188	-
April	-	1,536,178	-	-	257,806	-	-	442,185	-	-	2,236,168	-
May	-	1,566,916	-	-	264,878	-	-	447,853	-	-	2,279,647	-
June	-	1,557,292	-	-	258,971	-	-	456,916	-	-	2,273,180	-

* Scheduled

May not sum to total due to rounding

Total Miles

Period	MetroBus*			MetroLink*			Call-A-Ride			System		
	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change
1st Qtr YTD	5,403,860	5,347,458	1.1%	784,671	795,593	-1.4%	1,442,812	1,421,459	1.5%	7,631,344	7,564,510	0.9%
2nd Qtr YTD	-	10,554,764	-	-	1,580,915	-	-	2,840,534	-	-	14,976,214	-
3rd Qtr YTD	-	15,719,011	-	-	2,363,230	-	-	4,259,736	-	-	22,341,977	-
Full year	-	21,053,207	-	-	3,151,334	-	-	5,700,005	-	-	29,904,545	-

July	1,791,851	1,824,368	-1.8%	263,656	269,868	-2.3%	464,387	477,810	-2.8%	2,519,893	2,572,046	-2.0%
August	1,855,117	1,783,018	4.0%	270,455	265,688	1.8%	494,922	471,436	5.0%	2,620,493	2,520,142	4.0%
September	1,756,893	1,740,072	1.0%	250,561	260,038	-3.6%	483,503	472,213	2.4%	2,490,957	2,472,323	0.8%
October	-	1,778,457	-	-	262,972	-	-	497,084	-	-	2,538,513	-
November	-	1,667,475	-	-	254,048	-	-	449,616	-	-	2,371,139	-
December	-	1,761,375	-	-	268,302	-	-	472,375	-	-	2,502,051	-
January	-	1,710,021	-	-	259,197	-	-	454,722	-	-	2,423,939	-
February	-	1,662,479	-	-	252,498	-	-	460,777	-	-	2,375,754	-
March	-	1,791,748	-	-	270,620	-	-	503,703	-	-	2,566,071	-
April	-	1,749,009	-	-	259,986	-	-	473,125	-	-	2,482,120	-
May	-	1,800,429	-	-	267,105	-	-	478,690	-	-	2,546,224	-
June	-	1,784,758	-	-	261,012	-	-	488,454	-	-	2,534,224	-

* Scheduled May not sum to total due to rounding

Revenue Hours

Period	MetroBus*			MetroLink*			Call-A-Ride			System		
	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change
1st Qtr YTD	358,590	351,540	2.0%	33,160	33,541	-1.1%	76,182	76,485	-0.4%	467,933	461,566	1.4%
2nd Qtr YTD	-	690,237	-	-	66,489	-	-	152,879	-	-	909,604	-
3rd Qtr YTD	-	1,027,940	-	-	99,584	-	-	227,991	-	-	1,355,515	-
Full year	-	1,382,348	-	-	132,794	-	-	303,336	-	-	1,818,479	-

July	119,693	120,016	-0.3%	11,119	11,356	-2.1%	24,532	26,062	-5.9%	155,344	157,434	-1.3%
August	122,787	116,969	5.0%	11,388	11,230	1.4%	26,737	25,302	5.7%	160,912	153,501	4.8%
September	116,110	114,555	1.4%	10,653	10,954	-2.7%	24,913	25,121	-0.8%	151,677	150,630	0.7%
October	-	115,672	-	-	11,044	-	-	26,257	-	-	152,972	-
November	-	108,440	-	-	10,617	-	-	24,037	-	-	143,094	-
December	-	114,584	-	-	11,288	-	-	26,100	-	-	151,972	-
January	-	111,380	-	-	11,053	-	-	24,257	-	-	146,689	-
February	-	108,224	-	-	10,641	-	-	24,154	-	-	143,019	-
March	-	118,100	-	-	11,401	-	-	26,701	-	-	156,201	-
April	-	116,786	-	-	10,958	-	-	24,953	-	-	152,697	-
May	-	119,698	-	-	11,269	-	-	25,094	-	-	156,062	-
June	-	117,924	-	-	10,983	-	-	25,298	-	-	154,206	-

* Scheduled May not sum to total due to rounding

Total Hours

Period	MetroBus*			MetroLink*			Call-A-Ride			System		
	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change
1st Qtr YTD	385,511	377,198	2.2%	33,678	34,073	-1.2%	83,023	82,416	0.7%	502,212	493,687	1.7%
2nd Qtr YTD	-	741,257	-	-	67,539	-	-	164,834	-	-	973,629	-
3rd Qtr YTD	-	1,103,728	-	-	101,131	-	-	246,157	-	-	1,451,016	-
Full year	-	1,484,149	-	-	134,852	-	-	328,609	-	-	1,947,610	-

July	128,511	128,751	-0.2%	11,293	11,541	-2.2%	26,947	28,057	-4.0%	166,751	168,349	-0.9%
August	132,043	125,480	5.2%	11,561	11,403	1.4%	29,001	27,273	6.3%	172,605	164,156	5.1%
September	124,957	122,967	1.6%	10,824	11,128	-2.7%	27,075	27,086	0.0%	162,856	161,181	1.0%
October	-	124,311	-	-	11,221	-	-	28,270	-	-	163,802	-
November	-	116,548	-	-	10,784	-	-	25,907	-	-	153,239	-
December	-	123,199	-	-	11,461	-	-	28,241	-	-	162,901	-
January	-	119,676	-	-	11,217	-	-	26,301	-	-	157,193	-
February	-	116,372	-	-	10,803	-	-	26,112	-	-	153,288	-
March	-	126,424	-	-	11,572	-	-	28,910	-	-	166,906	-
April	-	124,966	-	-	11,128	-	-	27,240	-	-	163,334	-
May	-	128,659	-	-	11,443	-	-	27,449	-	-	167,551	-
June	-	126,796	-	-	11,150	-	-	27,763	-	-	165,709	-

* Scheduled

May not sum to total due to rounding

Operating Expense by Mode

Period	MetroBus			MetroLink			Call-A-Ride			System		
	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change
1st Qtr YTD	\$38,614,628	\$40,710,236	-5.1%	\$18,428,785	\$19,851,015	-7.2%	\$6,421,064	\$6,134,183	4.7%	\$63,464,477	\$66,695,435	-4.8%
2nd Qtr YTD		\$79,499,292	-		\$39,898,530	-		\$12,764,435	-		\$132,162,257	
3rd Qtr YTD		\$118,873,958	-		\$58,477,891	-		\$19,073,278	-		\$196,425,127	
Full year		\$155,518,382	-		\$78,615,734	-		\$25,401,080	-		\$259,535,196	

1st Qtr	\$38,614,628	\$40,710,236	-5.1%	\$18,428,785	\$19,851,015	-7.2%	\$6,421,064	\$6,134,183	4.7%	\$63,464,477	\$66,695,434	-4.8%
2nd Qtr		\$38,789,056	-		\$20,047,515	-		\$6,630,252			\$65,466,822	
3rd Qtr		\$39,374,666	-		\$18,579,361	-		\$6,308,843			\$64,262,870	
4th Qtr		\$36,644,423	-		\$20,137,843	-		\$6,327,802			\$63,110,068	

Unscheduled Absenteeism

Period	Operators			Maintenance			Facility Support			Total		
	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change	FY 2017	FY 2016	Change
1st Qtr YTD	4.3%	4.1%	0.2%	2.5%	2.0%	0.5%	1.6%	1.5%	0.1%	3.8%	3.5%	0.3%
2nd Qtr YTD		4.0%	-		1.8%	-		1.8%	-		3.4%	-
3rd Qtr YTD		4.2%	-		1.7%	-		2.0%	-		3.6%	-
Full year		4.2%	-		1.7%	-		2.0%	-		3.6%	-

July	4.5%	3.9%	0.7%	3.0%	2.7%	0.3%	1.2%	1.1%	0.1%	3.9%	3.4%	0.5%
August	4.5%	4.1%	0.3%	2.4%	2.2%	0.2%	1.3%	1.8%	-0.6%	3.8%	3.6%	0.2%
September	4.1%	4.3%	-0.3%	2.3%	1.1%	1.2%	2.4%	1.6%	0.8%	3.6%	3.5%	0.1%
October		4.5%	-		2.0%	-		2.7%	-		3.9%	-
November		4.0%	-		1.5%	-		1.9%	-		3.3%	-
December		3.4%	-		1.3%	-		1.5%	-		2.8%	-
January		4.5%	-		1.0%	-		2.0%	-		3.6%	-
February		4.6%	-		1.8%	-		3.0%	-		4.0%	-
March		4.8%	-		1.3%	-		2.0%	-		3.9%	-
April		4.8%	-		1.5%	-		1.2%	-		3.9%	-
May		3.9%	-		1.3%	-		2.4%	-		3.3%	-
June		4.3%	-		2.5%	-		2.5%	-		3.8%	-

Gateway Arch

	Income Before Depreciation and Transfers		
Quarter	FY 2017	FY 2016	Change
1st Qtr YTD	\$1,039,951	\$555,478	87.2%
2nd Qtr YTD		\$2,063,675	
3rd Qtr YTD		\$1,529,447	
Full Year		\$2,399,823	

	Tram Ridership		
Quarter	FY 2017	FY 2016	Change
1st Qtr YTD	282,884	313,500	-9.8%
2nd Qtr YTD		441,738	
3rd Qtr YTD		462,780	
Full Year		696,905	

	Tram Ridership		
Month	FY 2017	FY 2016	Change
July	136,582	151,269	-9.7%
August	90,205	101,490	-11.1%
September	56,097	60,741	-7.6%
October		55,554	
November		41,001	
December		31,683	
January		4,513	
February		-	
March		16,529	
April		48,136	
May		73,161	
June		112,828	

Riverfront Attractions

Riverboat Passengers			
Month	FY 2017	FY 2016	Change
July	26,062	1,665	1465.3%
August	16,070	17,180	-6.5%
September	11,160	10,463	6.7%
October		8,641	-100.0%
November		2,233	-100.0%
December		107	-100.0%
January		-	0.0%
February		-	0.0%
March		5,210	-100.0%
April		10,229	-100.0%
May		12,829	-100.0%
June		19,031	-100.0%

Quarter	FY 2017	FY 2016	Change
1st Qtr YTD	53,292	29,308	81.8%
2nd Qtr YTD		40,289	
3rd Qtr YTD		45,499	
Full Year		87,588	

Income (Loss) Before Depreciation			
Quarter	FY 2017	FY 2016	Change
1st Qtr YTD	\$499,884	\$9,839	4980.6%
2nd Qtr YTD		(\$77,714)	100.0%
3rd Qtr YTD		(\$382,265)	100.0%
Full Year		\$112,980	-100.0%

Riverboat Cruises			
Quarter	FY 2017	FY 2016	Change
1st Qtr YTD	442	247	78.9%
2nd Qtr YTD		354	
3rd Qtr YTD		401	
Full Year		790	

Riverboat Days of Operation			
Quarter	FY 2017	FY 2016	Change
1st Qtr YTD	92	63	46.0%
2nd Qtr YTD		124	
3rd Qtr YTD		149	
Full Year		239	

St. Louis Downtown Airport

	Fuel Sales in Gallons		
Month	FY 2017	FY 2016	Change
July	127,857	169,207	-24.4%
August	144,799	167,025	-13.3%
September	129,059	171,343	-24.7%
October		150,389	
November		123,096	
December		154,169	
January		147,092	
February		133,737	
March		156,372	
April		157,260	
May		168,594	
June		151,361	

Quarter	FY 2017	FY 2016	Change
1st Qtr YTD	401,715	507,575	-20.9%
2nd Qtr YTD		935,229	
3rd Qtr YTD		1,372,430	
Full Year		1,849,645	

	Income (Loss) Before Depreciation		
Quarter	FY 2017	FY 2016	Change
1st Qtr YTD	(\$38,424)	\$55,765	-168.9%
2nd Qtr YTD		\$44,289	-100.0%
3rd Qtr YTD		(\$46,886)	
Full year		(\$188,991)	

	Aircraft Movements		
Quarter	FY 2017	FY 2016	Change
1st Qtr YTD	30,468	23,433	30.0%
2nd Qtr YTD		49,722	
3rd Qtr YTD		73,234	
Full Year		101,227	

	Average Based Aircraft		
Quarter	FY 2017	FY 2016	Change
1st Qtr YTD	322	329	-2.0%
2nd Qtr YTD		329	
3rd Qtr YTD		328	
Full Year		326	

St. Louis Regional Freightway

Income (Loss) Before Depreciation

Quarter	FY 2017	FY 2016	Change
1st Qtr YTD	(\$60,025)	\$37,779	-258.9%
2nd Qtr YTD		(\$7,785)	
3rd Qtr YTD		(\$27,320)	
Full Year		(\$223,461)	

Quarter	FY 2017	FY 2016	Change
1st Qtr	(\$60,025)	\$37,779	-258.9%
2nd Qtr		(\$7,785)	
3rd Qtr		(\$27,320)	
4th Qtr		(\$223,461)	

Executive Services

Income (Loss) Before Depreciation

Quarter	FY 2017	FY 2016	Change
1st Qtr YTD	\$302,574	\$325,942	-7.2%
2nd Qtr YTD		\$584,509	
3rd Qtr YTD		\$742,130	
Full Year		\$1,075,645	

Quarter	FY 2017	FY 2016	Change
1st Qtr	\$302,574	\$325,942	-7.2%
2nd Qtr		\$258,567	
3rd Qtr		\$157,622	
4th Qtr		\$333,514	

Definitions

Transit

Customer complaint

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

Expense

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

Failure

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

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

Farebox recovery

Passenger revenue as a percent of operating expense.

Fleet size

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

On-time performance

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

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

Operating expense

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

Passenger boardings

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

Transit

Passenger injury

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

Revenue hours

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

Revenue miles

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

Revenue recovery

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

Ridership

Total passenger boardings.

Roadcall

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

Subsidy

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

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

Total hours

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

Total miles

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

Unscheduled absenteeism

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

Vehicle accident

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

Vehicle miles

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

Non-Transit

Aircraft movement

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

Airport fuel sales (gallons)

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

Arch tram ridership

Number of adult and child tickets sold.

Based aircraft

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

Riverfront Attractions

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



211 North Broadway, Suite 700
St. Louis, MO 63102

finance@bistatedev.org

Open Session Item

13

Memorandum

To: Finance and Administration Committee

From: Larry B. Jackson 
Executive Vice President – Administration

Date: January 4, 2017

**Subject: Quarterly Procurement Activity Report
First Quarter Fiscal Year 2017**

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 & 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.

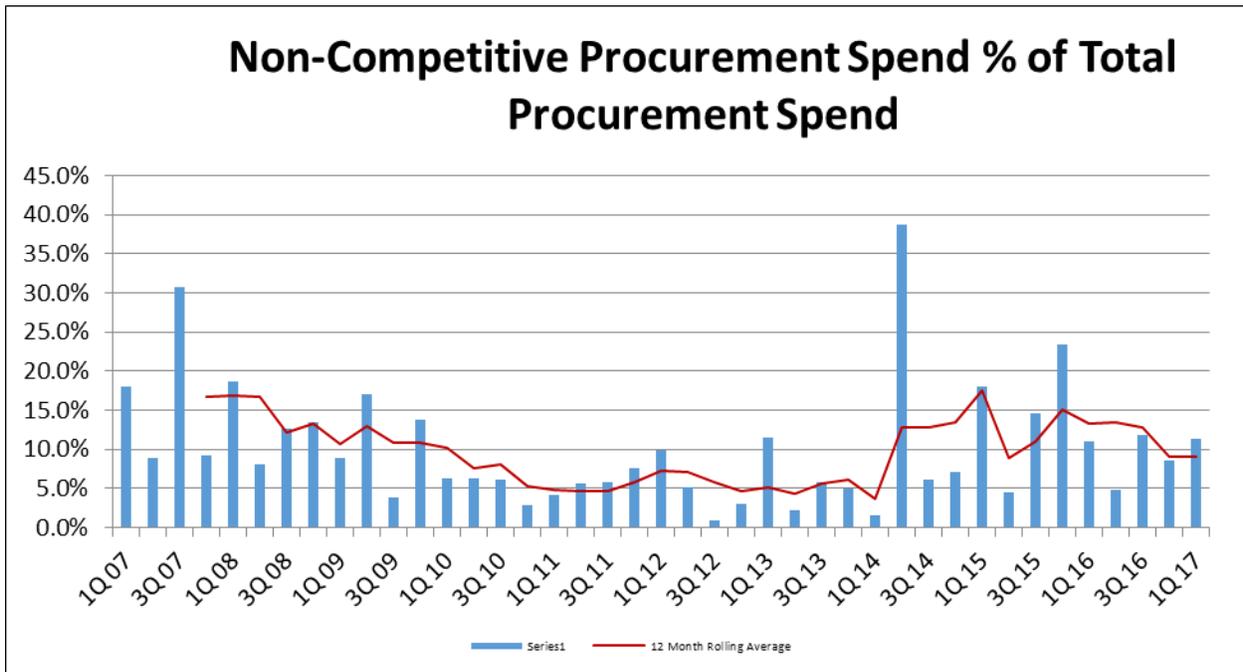
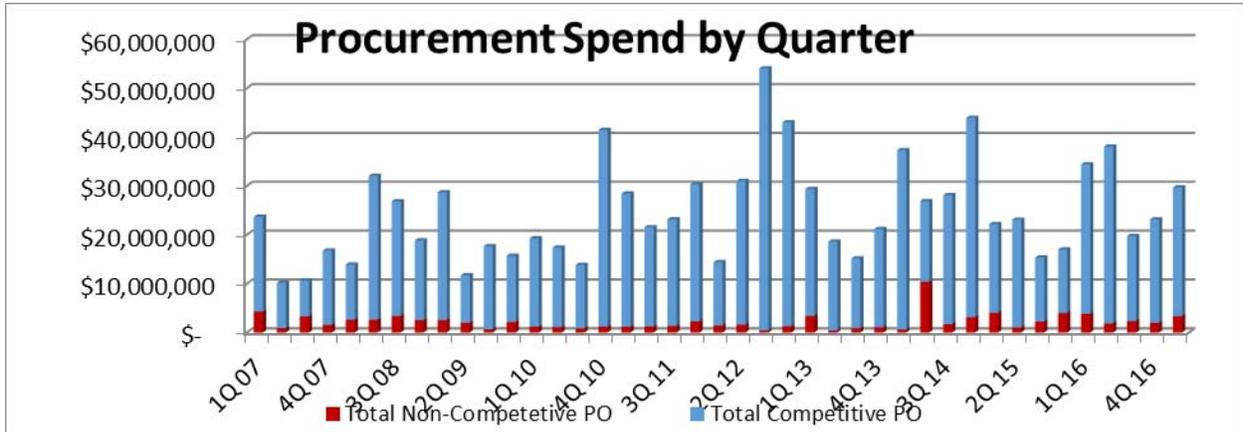
Section 5 – Procurement Card Administration

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
First Quarter FY2017

First Quarter 2017 Non-Competitive Procurements totaled \$3,342,582 or 11.3% of total Purchase Order Commitment volume of \$29,676,724. Last 12 months Non-Competitive Procurements totaled \$9,505,283 or 8.6% of total Purchase Order Commitment volume of \$110,566,871.



**CONTRACT AWARDS EXCEEDING \$100,000
JULY1,2016 - SEPTEMBER 30, 2016**

<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>
N/A	0	16-RFP-102885-DR Dental Plan Services - Period of Performance: January 1,2017 - December 31, 2021	Contract Purchase Agreement	07/15/16	DELTA DENTAL OF MISSOURI	\$ 6,000,000.00	Rowey, Deborah M	Open	0
53814	0	16-RFP-102633-CB Track Maintenance Services, Three Base Years, Period of Performance July 1, 2016 - June 30, 2019	Contract Purchase Agreement	09/08/16	IRONHORSE INC	\$ 1,737,448.85	Bonds, Charcita M	Open	0
54059	0	16-RFP-102840-DR - Life and Disability Insurance Services - Three Base Years and Two Option Years - Period of Performance: January 1, 2017 - December 31, 2021	Contract Purchase Agreement	09/30/16	RELIANCE STANDARD LIFE INSURANCE COMPANY	\$ 1,312,778.00	Rowey, Deborah M	Open	0
54016	0	16-RFP-102975-CG Development and Implementation of Marketing Activities for Metro Transit, Three Base Years and Two Option Years, Period of Performance September 30, 2016 - September 29, 2021	Contract Purchase Agreement	09/28/16	PAVLOV ADVERTISING, LLC	\$ 1,200,000.00	Gates, Carol Renee	Open	0
54058	0	16-RFP-102840-DR - Life and Disability Insurance Services - Three Base Years and Two Option Years - Period of Performance: January 1, 2017 - December 31, 2021	Contract Purchase Agreement	09/30/16	STANDARD INSURANCE COMPANY	\$ 874,264.00	Rowey, Deborah M	Open	0
53355	0	16-SS-103219-CB Trigen - Spruce St. Relocation Steam Line Base Contract Period of Performance 5/26/2016 thru 8/6/2016	Standard Purchase Order	07/22/16	TRIGEN-ST LOUIS ENERGY CORPORATION	\$ 677,550.00	Bonds, Charcita M	Open	0
53671	0	Transit Master Equipment/Software Maintenance Agreement with Trapeze Group, Period of Performance July 1, 2016 - June 30, 2017.	Standard Purchase Order	08/23/16	TRAPEZE SOFTWARE GROUP	\$ 435,794.00	Hill, Diana L	Closed	0
53211	2	16-RFP-102886-CG Development and Implementation of Marketing Activities, Base Year One, Period of Performance July 7, 2016 - July 6, 2017	Standard Purchase Order	07/07/16	WERREMEYER, INC	\$ 400,000.00	Gates, Carol Renee	Open	0
53322	0	14-SB-99133-DH Lubricants - Bulk, Drum and Keg, BALANCE OF Five Base Years, Period of Performance July 20, 2016 - March 2, 2019 (Change of Distributors)	Contract Purchase Agreement	07/20/16	HERITAGE PETROLEUM, LLC	\$ 373,740.00	Hill, Diana L	Open	0
53737	0	17-RFQ-103422-DAB Winter Storm Supplies - Bag Sand and Bag Magnesium Chloride	Standard Purchase Order	08/30/16	KIRKWOOD MATERIAL SUPPLY, INC.	\$ 328,950.00	Baldwin, Deborah A	Open	0

**CONTRACT AWARDS EXCEEDING \$100,000
JULY1,2016 - SEPTEMBER 30, 2016**

<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>
53516	0	17-SS-103496-MD AAIM Employers Association for Supervisor Training Program	Standard Purchase Order	08/05/16	AAIM MANAGEMENT ASSOCIATION	\$ 325,090.00	Dillard, Marian Denise	Open	0
53800	0	17-SB-103372-CG Feeder Wire Rehabilitation and Substation Waterproofing at MO-02, Period of Performance September 14, 2016 - April 1, 2017	Standard Purchase Order	09/07/16	TGB, INC.	\$ 288,551.00	Gates, Carol Renee	Open	0
54131	0	17-SB-103398-SG MetroBus Timetables Panel Sizes4 thru 9 Base Years September 20, 2016 to September 19, 2018 and 1 Option Year September 20, 2018 - September 19, 2019	Contract Purchase Agreement	09/16/16	JAMES MULLIGAN PRINTING CO	\$ 233,704.00	Griffin, Sandra P	Open	0
53298	1	National Park Service - Arch Transportation System Tram Mechanics & Materials - Remainder of FY16 invoices (still to be received from NPS)- Bill# BV652017002	Standard Purchase Order	07/19/16	NATIONAL PARK SERVICE	\$ 197,730.48	Dillard, Marian Denise	Open	0
53128	0	16-RFP-102778-SG - Threat Vulnerability Assessment Consultant	Contract Purchase Agreement	07/06/16	COUNTERMEASURES ASSESSMENT & SECURITY EXPERS (CASE)	\$ 195,723.06	Sandra Griffin	Open	0
53731	0	17-RFQ-103422-DAB Winter Storm Supplies - Bulk Salt	Standard Purchase Order	08/30/16	LANGE-STEGMANN CO	\$ 167,175.00	Baldwin, Deborah A	Open	0
53362	0	16-SB-102814-TJ NORTH COUNTY TRANSIT CENTER,ONE BASE YEAR & TWO ONE YEAR OPTIONS, PERIOD OF PERFORMANCE BASE YEAR 1, AUGUST 1, 2016 - JULY 31, 2017	Standard Purchase Order	07/25/16	MERS/GOODWILL	\$ 145,000.00	Johnson, Theresa	Open	13

CONTRACT MODIFICATIONS
JULY 1, 2016 - SEPTEMBER 30, 2016

Contract #	Task Order	Mod #	Description	Reason for Mod	Contractor	DBE %	Original Contract Amount	Mod Date	Mod Amount	Revised Contract Amount	Funding Source	# Days Extended	# of Extensions to Date
13-RFP-5980-SG		11	Security & Fare Enforcement Services	Additional Funds for base year 3	Securitas Security Services USA, Inc	0%	\$3,235,705	08/08/16	\$100,000	\$16,320,008	Operations	0	0
13-RFP-5980-SG		10	Security & Fare Enforcement Services	Exercise Option Yr 1	Securitas Security Services USA, Inc	0%	\$3,235,705	08/08/16	\$4,766,954	\$16,220,008	Operations	0	0
10-RFP-5564-DH	CO24	13	Automatic Fare Collection and Smart Card System	Change in Scope	Indra, USA	0%	\$6,625,896	08/26/16	\$10,171	\$10,886,866	MO-04-0113 Prop M SCCTD	0	0
10-RFP-5648-DH	9	6	Farebox Collection System	Change in Scope Additional Funds	Scheidt & Bachmann	7%	\$605,121	08/26/16	\$4,653	\$10,355,356	MO-04-0113 Prop M SCCTD	0	0
10-RFP-5648-DH	8	5	Farebox Collection System	Time Extension Additional Funds	Scheidt & Bachmann	7%	\$605,121	8/2/2016	\$21,500	\$10,350,703	MO-04-0113 Prop M SCCTD	360	1
16-SB-101846-DGR		2	Spruce Street Bridge Replacement	Change in Scope	Kozney Wagner, Inc.	0	\$5,283,793	7/5/2016	\$114,432	\$5,449,642	MO-54-0001	0	0
15-SB-100842-CB	CO 8	9	North County Transfer Center-Phase 1	Change in Scope	C Rallo Contracting	15%	\$5,085,000	09/23/16	\$12,541	\$5,335,636	MO-95-X018 STCF	90	1
15-SB-100842-CB	CO7	8	North County Transfer Center-Phase 1	Change in Scope	C Rallo Contracting	15%	\$5,085,000	09/15/16	\$17,489	\$5,323,095	MO-95-X015	90	1
16-SB-101993-CB	CO1	1	Jefferson National Expansion Memorial Arch Transportaton System Motor-Generator Set Replacement	Change in Scope	The Harlan Company	0%	\$5,002,100	09/21/16	\$49,036	\$5,051,136	Arch Bond	0	0
15-RFP-101065-CB	CO 2&3	1	Design/Build Ewing Yard Retaining Wall Remediation Part 2	Change in Scope	St. Louis Bridge Construction Co.	0%	\$4,142,110	09/21/16	\$39,979	\$4,182,089	MO-90-X296 Prop M	90	1

CONTRACT MODIFICATIONS
JULY 1, 2016 - SEPTEMBER 30, 2016

Contract #	Task Order	Mod #	Description	Reason for Mod	Contractor	DBE %	Original Contract Amount	Mod Date	Mod Amount	Revised Contract Amount	Funding Source	# Days Extended	# of Extensions to Date
11-RFP-5737-DGR		10	Elevator and Escalator Full Maintenance and Repair	Additional Work	ThyssenKrupp Elevator Corporation	0%	\$2,092,660	07/25/16	\$218,869	\$3,957,706	Operations	90	1
15-SB-101402-TJ		2	MO & IL Railcar Cleaning	Additional Funds Additional Work	MERS Goodwill	10%	\$1,221,058	9/8/2016	\$56,624	\$1,710,193	Operations	0	0
15-SB-101402-TJ		1	MO & II Railcar Cleaning	Change in Scope Additional Funds	MERS Goodwill	10%	\$1,221,058	08/25/16	\$432,000	\$1,653,058	Operations	0	0
11-SB-5788-CE/DAB		4	Call-A-Ride Van Cleaning Service	Time Extension	World Management Inc.	12%	\$478,806	08/03/16	\$63,049	\$1,281,602	Operations	90	1
14-SB-99459-TJ		1	DeBaliviere Facility Cleaning	Exercise Option Yr 1	ISS Facility Services Inc	15%	\$783,395	08/10/16	\$391,698	\$1,175,093	Operations	0	0
14-SB-100640-SG		1	MetroLink Manual Ticket Sales/Revenue Services	Exercise Option Yr 1	Above All Personnel	10%	\$700,188	08/30/16	\$350,133	\$1,050,321	Operations	0	0
15-RFP-101188-CB	CO1	1	Spruce Street Bridge Replacement - Design & Construction Phase Services	Change in Scope	URS Corporation	22%	\$605,121	08/03/16	\$50,000	\$655,121	MO-95-X266	0	0
14-RFP-100638-SG		3	Passenger Counting & Surveying	Exercise Option Yr 2	Critique Personnel, Inc.	10%	\$165,720	08/23/16	\$230,020	\$650,760	Operations	0	0
13-RFP-5991-DR/MD	TO3	5	On-Call Information Technology Consulting Services	Temp to Hire	Randstad Technologies	0%	\$61,360	07/21/16	\$23,750	\$483,950	Operations	0	0
12-SB-5857-EM/TJ		5	Uniform Rental & Cleaning	Additional Funds	G & K Services	10%	\$529,886	09/21/16	\$30,000	\$458,657	Operations	180	2

CONTRACT MODIFICATIONS
JULY 1, 2016 - SEPTEMBER 30, 2016

Contract #	Task Order	Mod #	Description	Reason for Mod	Contractor	DBE %	Original Contract Amount	Mod Date	Mod Amount	Revised Contract Amount	Funding Source	# Days Extended	# of Extensions to Date
11-SB-5733-DP/DAB		5	Metro's Towing & Wrecker Services	Additional Funds	Mike's Towing and Automotive Specialties, Inc.	0%	\$225,000	09/09/16	\$15,000	\$410,000	Operations	90	1
11-SB-5733-DP/DAB		4	Metro's Towing & Wrecker Services	Time Extension	Mike's Towing and Automotive Specialties, Inc.	0%	\$225,000	08/02/16	\$10,000	\$395,000	Operations	90	1
12-RFP-5791-SG		1	Financial Advisory Services	Time Extension	Columbia Capital Management, LLC	0%	\$283,250	07/18/16	\$75,000	\$363,750	Operations	180	1
14-RFP-98761-DR		9	Health & Welfare Consultant Services	Additional Funds	Arthur J. Gallagher	0%	\$287,500	08/15/16	\$10,534	\$298,034	Operations	0	0
12-RFP-5799-SG		1	Bond Counsel Services	Time Extension	Gilmore & Bell, PC	0%	\$213,000	07/18/16	\$25,000	\$238,000	Operations	180	1
16-SB-102518-CG		1	Illinois Bus Garage Floor Repair	Additional Work	L. Keeley Construction Company	0%	\$174,455	07/28/16	\$1,796	\$176,251	MO-90-X296 Prop M	0	0
13-SB-5960-TJ		2	Oil Testing & Analysis	Additional Funds	ANA Laboratories, Inc	0%	\$99,128	09/30/16	\$3,462	\$135,632	Operations	0	0
16-SB-102735-CB		1	Ewing Backup Generator-Mission Critical Emergency Power	Change in Scope	Streib Electric	0%	\$110,919	8/2/2016	\$3,258	\$114,177	MO-90-X296	0	0
16-SB-102735-CB		2	Ewing Backup Generator-Mission Critical Emergency Power	Time Extension	Streib Electric	0%	\$110,919	#####	\$0	\$114,177	MO-90-X296	90	1
13-SB-5982-TJ		1	ATS Van Cleaning Services	Exercise Option Yr 1	World Management, Inc.	15%	\$62,011	07/05/16	\$34,856	\$104,567	Operations	0	0
16-SS-102186-DW/MD		1	St. Louis Regional Freight District Support	Time Extension	Aegis Strategies, LLC	0%	\$69,500	08/04/16	\$30,500	\$100,000	Operations	180	2

ILLINOIS EXCAVATORS, INC.

Start Date: **08/01/2013** End **06/30/2016**
Contract Amount: **\$4,705,629.45**

55 E. MILL STREET ,
RUMA , IL 62278

3148698000
COLLINS & HERMANN Start Date: **06/27/2013**

618-277-4280
MAYER LANDSCPAING INC Start Date: **07/10/2013**

6185669117
N & W HORIZONTAL BORING CO. Start Date: **06/27/2013**

636-978-0752
PJR ASSOCIATES Start Date: **06/27/2013**

Project: 14-SB-99081-SM ARCH BIKE TRAIL SIGNAGE FTA Grant No. MO-20-x001 and GRG District

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

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

7853121020
STAR SIGNS Start Date: **07/07/2014** End **07/07/2016**
Contract Amount: **\$286,266.00**

801 E. 9TH STREET ,
LAWERENCE , KS 66044

Project: 15-RFP-101065-CB EWING YARD RETAINING WALL REMEDICATION PART 2 - FTA Grant Nos. MO-05-0028, MO-54-001, 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**

6362963300
ST. LOUIS BRIDGE COMPANY Start Date: **08/02/2015** End **09/02/2016**
Contract Amount: **\$4,142,110.00**

655 LANDMARK DRIVE ,
ARNOLD , MO 63010

6369378300
D & S FENCING CO INC Start Date: **11/20/2015**

Project: 15-SB-100690-SM TACTILE WARNING STRIP REPLACEMENT II FTA Grant No. MO-90-x281

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: **10/06/2014** End **12/01/2015**
Contract Amount: **\$718,062.00**

2901 Falling Springs Road ,
Sauget , IL 62206

3147310800
X-L CONTRACTING, INC.

Start Date: **11/04/2014**
Contract Amount: **\$134,730.00**

Project: 15-SB-100757-SM SHREWSBURY PAVEMENT AND WALL REPAIR FTA Grant No. MO-05-0028

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: **10/24/2014** End **07/01/2016**
Contract Amount: **\$576,890.25**

655 LANDMARK DRIVE ,
ARNOLD , MO 63010

314-524-6111
B & P Construction, Inc.

Start Date: **08/05/2015**

636-300-0908
E. Meier Contracting

Start Date: **09/13/2015**

314-892-2963
M.T.C. Construction dba K. Bates Steel

Start Date: **07/15/2015**

Project: 15-SB-100842-CB NORTH COUNTY TRANSFER CENTER - PHASE 1 FTA Grant No. MO-90-x296, MO-95-x015

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

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

3146642900

C. RALLO CONTRACTING CO., INC.

Start Date: **01/05/2015** End **03/30/2016**
Contract Amount: **\$5,085,000.00**

5000 Kemper ,
St. Louis , MO 63139

3149913255
AALCO ENTERPRISES, INC.

Start Date: **03/11/2015**

6366779190
ACCURATE FIRE PROTECTION SYSTEMS,
LLC.

Start Date: **03/31/2015**

6306081200
AQUA PAVING CONSTRUCTION CO.

Start Date: **02/10/2016**

314-785-0078
BRK ELECTRICAL CONTRACTORS, LLC.

Start Date: **01/27/2015**

3147070232
BRYDIE CONSTRUCTION

Start Date: **12/14/2015**

3142090935
CCR, INC.

Start Date: **09/01/2015**

3143495801
DH & A SHEET METAL

Start Date: **10/15/2015**

6363495801
DH&A Sheet Metal

Start Date: **09/01/2015**

3143301839
GATEWAY CONSTRUCTION SERVICES, INC. Start Date: **02/06/2015**

3142317799
GEORGE WEIS COMPANY Start Date: **03/11/2015**

3143530104
J. W. BOMMARITO CONSTRUCTION Start Date: **02/01/2015**

3145352222
KAEMMERLEN FACILITY SOLUTIONS Start Date: **05/01/2015**

3145206844
KSG ENTERPRISES Start Date: **02/01/2015**

6363321099
MAR-II CONCRETE CO. Start Date: **09/01/2015**

6363985255
Select Steel Services, Inc Start Date: **09/01/2015**

6362191860
NIGEL'S FLOORING, LLC Start Date: **06/01/2015**

6363871888
NOR-VEL GRADING & EXCAVATING Start Date: **02/01/2015**

6963985255
SELECT STEEL SERVICES, INC. Start Date: **08/01/2015**

6363988038
Select Steel Services Start Date: **08/01/2015**

6362966667
SHERRELL CONSTRUCTION Start Date: **11/18/2015**

6036214090
SPAN SYSTEMS, INC. Start Date: **04/01/2015** End Date: **05/31/2015**

636332889
ST. CHARLES GLASS & GLAZING Start Date: **10/22/2015**

343672181
TJ PLUMBING CO., INC.

Start Date: **03/01/2015**

6364332033
WARREN COUNTY ELECTRIC

Start Date: **02/05/2015**

Project: 15-SB-101554-DGR FEEDER WIRE REHABILITATION & SUBSTATION WATERPROOFING AT MO - 08 & 09 FTA Grant No. MO-05-0028

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

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

3146644444

TGB, INC.

Start Date: **07/16/2015** End **01/16/2016**
Contract Amount: **\$568,286.00**

1104 S. JEFFERSON ,
ST. LOUIS , MO 63104

3148698000
COLLINS & HERMANN

Start Date: **10/20/2015**

3146441666
Scally Waterproofing

Start Date: **10/07/2015**
Contract Amount: **\$6,750.00**

Project: 15-SB-101657-DGR MISSOURI RADIO SYSTEM TOWER SITE UPGRADES - FTA Grant No. MO-90-x231

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

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

8478417724

IHC Construction Companies, LLC

Start Date: **07/30/2015** End **05/30/2016**
Contract Amount: **\$1,811,307.55**

1500 Executive Drive ,
Elgin , IL 60123

3147812400
RJP Electric, LLC

Contract ID: **15180-203**
Start Date: **08/26/2015** End Date: **04/01/2016**
Contract Amount: **\$190,000.00**

Project: 16-RFQ-101937-CB AIRPORT BRIDGE (mp 0.42) SPAN 36 BEAM REPAIR - FTA Grant No. MO-54-0001

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

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

3145922119

Concrete Strategies

Start Date: **08/04/2015**
Contract Amount: **\$65,960.00**

End **09/20/2015**

2199 Innerbelt Business Center Drive ,
St. Louis , MO 63114

Project: 16-SB-101846-DGR SPRUCE STREET BRIDGE REPLACEMENT FTA Grant No. MO-95-x266

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: **10/27/2015**
Contract Amount: **\$5,283,792.70**

End **04/30/2016**

951 WEST OUTER ROAD ,
ARNOLD , MO 63010

3148698000
COLLINS & HERMANN

Start Date: **10/13/2015**

6369378300
D & S FENCING CO INC

Start Date: **10/20/2015**

3144325400
Metron Surveying & Layout Co.

Start Date: **10/13/2015**

573-893-2335
Meyer Electric Company, Inc.

Start Date: **10/01/2015**

4178646000
Palmerton & Parrish, Inc.

Start Date: **10/13/2015**

6363051877
Safway Services LLC

Start Date: **11/02/2015**

7037420020
Schnabel Foundation Company

Start Date: **10/27/2015**

6364753500
THOMAS INDUSTRIAL COATINGS, INC.

Start Date: **02/01/2016**

636-255-0808

TRAMAR CONTRACTING INC.

Start Date: **10/06/2015**

3147310800

X-L CONTRACTING, INC.

Start Date: **10/06/2015**

Project: 16-SB-101993-CB JNEM ARCH TRANSPORTATION SYSTEM MOTOR-GENERATOR SET REPLACEMENT

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: 11/12/2015	End	05/31/2017
Contract Amount: \$5,002,100.00		

9810 PAGE BLVD. ,
ST. LOUIS , MO 63132

6366802178

AirMasters

Start Date: 02/08/2016	End Date:	03/31/2017
Contract Amount: \$0.00		

6363431211

Aschinger Electric

Start Date: 01/04/2016	End Date:	03/31/2017
Contract Amount: \$0.00		

6182542323

Fire Safety Inc.

Start Date: 08/01/2016	End Date:	03/31/2017
Contract Amount: \$0.00		

6369389813

Meyer Painting Company

Start Date: 03/09/2016	End Date:	03/31/2017
Contract Amount: \$0.00		

6189310729

Platinum Scaffolding

Start Date: 11/23/2015	End Date:	02/29/2016
Contract Amount: \$22,192.00		

3142802800

St. Louis Steel

Start Date: 01/04/2016	End Date:	07/31/2016
-------------------------------	-----------	-------------------

3143681714

X-Cell Electric

Start Date: 01/04/2016	End Date:	03/31/2017
Contract Amount: \$0.00		

Project: 16-SB-102052-CG Union Station Track Z Crossing DTC Clark Avenue Improvements FTA Grant No. MO-04-0113

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: **11/09/2015** End **02/29/2016**
 Contract Amount: **\$246,938.25**

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

Project: 16-SB-102518-CG Illinois Bus Garage Floor Repair FTA Grant No. 90-x296

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: **03/14/2016** End **06/13/2016**
 Contract Amount: **\$174,455.00**

2901 Falling Springs Road ,
 Sauget , IL 62206

Project: 16-SB-102735-CB EWING BACKUP GENERATOR FTA Grant No 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
------------------	---------------	-------------------	-----------------------	---------------------------

3144877474

STREIB ELECTRIC COMPANY

Start Date: **04/04/2016** End **08/02/2016**
 Contract Amount: **\$110,919.00**

11011 LIN VALLE DRIVE ,
 ST. LOUIS , MO 63123

**PROCUREMENT CARD PROGRAM
ADMINISTRATIVE REVIEW STATISTICS
JULY 1, 2015 - JUNE 30, 2016**

	FY2016 YTD TOTAL		1ST QUARTER FY17		FY2017 YTD TOTAL	
	TRANSACTION COUNT	TRANSACTION AMOUNT	TRANSACTION COUNT	TRANSACTION AMOUNT	TRANSACTION COUNT	TRANSACTION AMOUNT
TOTAL TRANSACTIONS	16742	\$ 5,906,343	4584	\$ 1,599,513	4584	\$ 1,599,513
TRANSACTIONS REVIEWED	16742	\$ 5,906,343	4584	\$ 1,599,513	4584	\$ 1,599,513
PERCENTAGE REVIEWED	100%	100%	100%	100%	100%	100%
TRANSACTIONS INVESTIGATED	38	\$ 67,805	19	\$ 20,237	19	\$ 20,237
PERCENTAGE OF TOTAL INVESTIGATED	0.2%	1.1%	0.4%	1.3%	0.4%	1.3%
CONFIRMED PROCEDURAL VIOLATIONS	0 TRANS 0 INCIDENTS	\$ -	0 TRANS 0 INCIDENTS	\$ -	0 TRANS 0 INCIDENTS	\$ -
CONFIRMED VIOLATION PERCENTAGE OF TOTAL	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%
TRANSACTIONS WITH SALES TAX	306	\$ 64,528	33	\$ 4,221	33	\$ 4,221
SALES TAX CHARGED		\$ 2,352	33	\$ 222	33	\$ 222
PERCENTAGE OF TOTAL TRANSACTIONS WITH SALES TAX	1.8%	1.1%	0.7%	0.3%	0.7%	0.3%
REFUNDED SALES TAX	68	\$ 1,212	8	\$ 116	8	\$ 116