

**BI-STATE DEVELOPMENT
BOARD OF COMMISSIONERS MEETING
OPEN SESSION MINUTES
FEBRUARY 26, 2016**

Board Members in Attendance

Missouri

Vernal Brown, (absent)
Kelley Farrell
Constance Gully, Vice Chair
Aliah Holman, Secretary
Vincent C. Schoemehl, (present @ 8:01 a.m.)

Illinois

Michael S. Buehlhorn, Treasurer
David Dietzel, Chairman (via phone at 8:01 a.m.)
Irma Golliday (via phone)
Tadas Kicielinski (via phone)
Jeffrey Watson (via phone)

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
Kathy Klevorn, Sr. Vice President, Chief Financial Officer
Larry Jackson, Executive Vice President for Administration
Jenny Nixon, Executive Director of Tourism Innovation
Barbara Georgeff, Director of Executive Services
Kent Swagler, Director, Corporate Compliance and Ethics
John Langa, Vice President, Economic Development
John Wagner, Project Manager, Economic Development
Richard Zott, Chief of Public Safety
Mark Vago, Controller
Tamara Fulbright, Director, Treasury Services
Michael Gibbs, Accountant, Business Enterprises
Jonathan Frederick, Director, Accounting & Budget
Patti Beck, Director, Communications
Matthew Hibbard, Social Media Communications Manager
Kathy Brittin, Director, Risk Management Safety & Claims
Jerry Vallely, External Communications Manager
Les Nations, Chief MetroBus Operations
Bryant Goston, MetroBus Operator
Bryan Moore, MetroBus Operator
Richard Hines, MetroBus Operator
Cartrel James, Transit Service Manager, Bus Operations
Ted Zimmerman, Director of Marketing
Chance Baragary, Manager, Gateway Arch Construction
Kevin Kloever, Manager Insurance & Analysis
Kerry Kinkade, Acting Vice President, Chief Information Officer
Charles Stewart, Vice President Pension & Insurance

Others in Attendance

William Grogan, St. Clair County Transit District
Greg Dodson, Direct Media
Justin Sobeck, Missouri Department of Transportation

1. Call to Order

8:00 a.m. Vice Chair Gully called the Open Session Board Meeting to order at 8:00 a.m.

2. Roll Call

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

3. Minutes of November 20, 2015 Open Session Board Meeting

8:01 a.m. The November 20, 2015, Open Session Board Meeting minutes were provided in the Board packet. A motion to approve the minutes was made by Commissioner Buehlhorn and seconded by Commissioner Holman. **Motion passed unanimously.**

4. Report of Treasurer

8:01 a.m. No presentation was made. This agenda item was informational only. The Treasurer's Report was provided in the Board packet and will be kept at the office of the Deputy Secretary.

****Commissioner Schoemehl joined the meeting at 8:01 a.m.**

****Commissioner Dietzel joined the meeting at 8:01 a.m.**

5. Report of President

8:02 a.m. John Nations, President & CEO, introduced Ray Friem, Executive Director, Metro Transit, to recognize the heroic deeds of three MetroBus operators who went above and beyond their duties in assisting an individual involved in a car accident. Mr. Friem introduced Les Nations, Chief MetroBus Operations, who provided the background information that led to their heroic actions. Mr. Nations stated that on a relatively peaceful weekday morning at the Riverview Transfer Center at Riverview and Hall Streets, three MetroBus operators were on a layover at the Center. Suddenly the quiet and stillness of the morning was broken by screeching tires and a crash. They witnessed a vehicle hit a utility pole, roll over on its side and burst into flames near the Center. The engine was still running, and they could see that someone was trapped inside the vehicle. The three operators instinctively and without hesitation grabbed their fire extinguishers and rushed towards the vehicle. They assisted in putting out the flames, helped the individual get out of the vehicle, and provided aid while waiting for the emergency services to arrive. For their heroic deeds Bryant Goston, Bryan Moore, and Richard Hines were commended for their bravery and received special recognition for a job well done.

John Nations, President & CEO, reminded the Board of the opening and ribbon cutting at the new North County Transit Center in Ferguson, Missouri that will take place on March 10 at 10:30 a.m. In conclusion, he reported that the Freight District continues to move ahead with a lot of momentum. Mary Lamie, Executive Director Freight District, recently hosted a region-wide meeting at the Marriott Hotel with approximately one hundred people in attendance.

Vice Chair Gully offered her congratulations to the MetroBus operators for the work they do every day and especially for their heroic deed in rescuing an individual in need.

6. Operations Committee Report

8:08 a.m. The January 19, 2016, Operations Committee Open Session Minutes were included in the Board packet. Commissioner Buehlhorn stated that the Operations Committee met in Open Session on January 19, 2016, and the draft minutes of that meeting were in the Board packet at tab #6. He advised that the Committee was introducing four items on the Consent Agenda for Board consideration and approval, as follows: Consent Agenda Item #9(a) Contract Extensions – Time of Performance: Three Contracts for the Jefferson National Expansion Memorial Gateway Arch Exhibit Rehabilitation Project; Consent Agenda Item #9(b) Contract Award to Direct Media USA for Bus Shelter Advertising Sales and Services; Consent Agenda Item #9(c) Letter of Agreement Between Bi-State Development and The Jerry Costello Group, LLC for Consulting Services for the St. Louis Regional Freightway; and Consent Agenda Item #9(d) St. Louis Regional Freightway Council Composition. Other items discussed and presented at the Committee meeting by Ray Friem, Executive Director, Metro Transit, included the First Quarter Operations Report and Capital Projects Update, with a more detailed discussion regarding the Eads Bridge Project, CORTEX – Boyle Avenue Station Project, the North County Transit Center and the Downtown Transfer Center. A copy of the report will be kept at the office of the Deputy Secretary.

7. Audit Committee Report

8:09 a.m. The January 22, 2016, Audit Committee Open Session Minutes were included in the Board packet. Audit Committee Chair Gully stated that the Committee met in Open Session on January 22, 2016, and the draft minutes of that meeting were in the Board packet at tab #7. She advised that the Committee reviewed the Internal Audit Status Report and the Internal Audit Follow-Up Summary for the Second Quarter of Fiscal Year 2016. The Safekeeping Quarterly Accounts Audit for September 30, 2015, was also presented. Additionally, the Financial Statements and Performance Indicator for the First Quarter of Fiscal Year 2016 were also discussed. This report was informational only and no Board action was required. A copy of the report will be kept at the office of the Deputy Secretary.

8. Adjustment of Consent Agenda

8:10 a.m. There was no adjustment of the Consent Agenda.

9. Consent Agenda Item(s): 9(a) Contract Extensions – Time of Performance: Three Contracts for the Jefferson National Expansion Memorial Gateway Arch Exhibit Rehabilitation Project (Operations Committee Recommends Approval) (Resolution #741); 9(b) Contract Award to Direct Media USA for Bus Shelter Advertising Sales and Services (Operations Committee Recommends Approval) (Resolution #742); 9(c) Letter of Agreement Between Bi-State Development and The Jerry Costello Group, LLC for Consulting Services for the St. Louis Regional Freightway (Operations Committee Recommends Approval) (Resolution #738); and 9(d) St. Louis Regional Freightway Council Composition (Operations Committee Recommends Approval) (Resolution #745).

8:10 a.m. A motion to approve the Consent Agenda items was made by Commissioner Schoemehl and seconded by Commissioner Holman. **Motion passed unanimously.**

10. Financial Statements – First Quarter, Fiscal Year 2016 (Presented to Audit Committee)

8:10 a.m. The Financial Statements – First Quarter, Fiscal Year 2016 were provided in the Board packet. This report was informational only and no additional presentation was made. A copy of the report will be kept at the office of the Deputy Secretary.

11. Performance Indicators – First Quarter, Fiscal Year 2016 (Presented to Audit Committee)

8:10 a.m. The Performance Indicators – First Quarter, Fiscal Year 2016 were provided in the Board packet. This report was informational only and no additional presentation was made. A copy of the report will be kept at the office of the Deputy Secretary.

12. Unscheduled Business

8:10 a.m. There was no unscheduled business.

13. Public Comment

8:11 a.m. There was no public comment.

14. Call of Dates for Future Board Meetings

8:11 a.m. The next Business Services & Economic Development Committee meeting is scheduled for Friday, March 11, 2016, at 8:00 a.m.; the next Finance & Administration Committee/Budget Review Meeting is scheduled for Friday, March 18, 2016, at 8:00 a.m.; and the next Board meeting is scheduled for Friday, April 22, 2016, at 8:00 a.m. The Operations Committee, tentatively scheduled for Tuesday, March 15, 2016, will not be held.

15. Adjournment to Executive Session - If such action is approved by a majority vote of the Bi-State Development's Board of Commissioners who constitute a quorum, the Board may go into closed session to discuss legal, confidential, or privileged matters under §610.021(1); RSMo; leasing, purchase or sale of real estate under §610.021(2); personnel actions under §610.021(3); discussions regarding negotiations with employee groups under §610.021(9); sealed bids, proposals and documents related to negotiated contracts under §610.021(12); personnel records or applications under §610.021(13); records which are otherwise protected from disclosure by law under §610.021(14); records relating to hotlines established for reporting abuse and wrongdoing under §610.021(16); or confidential or privileged communications with the District's auditor, including auditor work products under §610.021(17).

8:11 a.m. Pursuant to the requirements of Section 610.021(1); 610.021(2); 610.021(14); and 610.021(16); of the Revised Statutes of Missouri, Vice Chair Gully requested a motion to allow the Board to go into closed session. A motion to go into Executive Session was made by Commissioner Buehlhorn and seconded by Commissioner Schoemehl. A roll call vote was taken and the Commissioners present, Farrell, Gully, Holman, Schoemehl, Buehlhorn, Dietzel, Golliday, Kicielinski, and Watson voted to approve this agenda item. **Motion passed unanimously and the Open Session meeting was adjourned.**