

**BI-STATE DEVELOPMENT
BOARD OF COMMISSIONERS MEETING
OPEN SESSION MINUTES
APRIL 22, 2016**

Board Members in Attendance

Missouri

Vernal Brown
Kelley Farrell (absent)
Constance Gully, Vice Chair (present @8:16 a.m.)
Aliah Holman, Secretary
Vincent C. Schoemehl

Illinois

Michael S. Buehlhorn, Treasurer
David Dietzel, Chairman
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
Larry Jackson, Executive Vice President for Administration
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
Kathy Klevorn, Sr. Vice President Chief Financial Officer
Mark Vago, Controller
Tamara Fulbright, Director, Treasury Services
Michael Gibbs, Accountant, Business Enterprises
Jonathan Frederick, Director, Accounting & Budget
Patti Beck, Director, Communications
Jerry Valley, External Communications Manager
Matthew Hibbard, Social Media Communications Manager
Kathy Brittin, Director, Risk Management Safety & Claims
Kerry Kinkade, Acting Vice President, Chief Information Officer
Charles Stewart, Vice President, Pension & Insurance
Erick Dahl, Director, St. Louis Downtown Airport
Tracy Beidleman, Director, Program Development & Grants
Jackie Covington, Capital Program Analyst
David Beal, Capital Budget & Program Development Administrator
Charles Pogorelac, Manager Financial Planning & Budget
Adam Schisler, Budget System Administrator
Dan Hinrichs, Business Analyst
Virginia Alt-Hildebrandt, Temporary Employee
Fred Bakarich, Director, Engineering Systems
David Toben, Director, Benefits
Sarah Clarke, Director, Gateway Arch Operations

Others in Attendance

Jim Lindsey, Bombardier
Edwilla Massey, Congressional Staffer – Representative Clay’s Office
Jim Wild, Executive Director, East West Gateway Council of Governments
Kim Cella, Citizens for Modern Transit
Tom Curran, St. Louis County
Cassie Hall, Fox-2

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 February 26, 2016 Open Session Board Meeting**
8:00 a.m. The February 26, 2016, 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**
8:00 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.
5. **Report of President**
8:01 a.m. John Nations, President & CEO, informed the Board that on Wednesday, April 27 at 11:30 a.m., a Regional Freight Summit, hosted by the Regional Freightway, will be held at Bissinger’s, and the keynote speaker will be the Federal Highway Administrator. The presentation will include the Needs Analysis of Freight, the Freight Development Plan, the Advocacy Plan, and the Marketing Plan; all of which Mary Lamie, Executive Director Freight District, has diligently worked on for months. Mr. Nations also reported that the North County Transit Center located in Ferguson, Missouri on Pershall Road opened in March and congratulated Ray Friem, Executive Director Metro Transit on its success. Ground was broken on the Civic Center Project to upgrade the Civic Center Transit Center in downtown St. Louis. Mr. Nations advised that Agenda Item #11 related to the Civic Center Transit Center was not presented to a Committee but this subject has been addressed at previous meetings and due to its importance to the project will be presented on today’s Board agenda for discussion and approval.
6. **Business Services and Economic Development Committee Report**
8:02 a.m. The March 11, 2016, Business Services and Economic Development Committee Open Session Minutes were provided in the Board packet. Commissioner Holman stated that the Business Services and Economic Development Committee met in Open Session on March 11, 2016, and the draft minutes of that meeting are in the Board packet at tab #6. An information update regarding the CityArchRiver Project and the National Park Services 100th Anniversary was presented to the Committee by Jenny Nixon, Executive Director, Tourism Innovation, Tom Dunn, Director, Gateway Arch Riverboats, and Sarah Clarke, Director, Gateway Arch Operations. Mary Lamie, Executive Director, Freight District, presented an informational update regarding the Freight District. The Committee had no action items for approval on the Open Session Agenda. A copy of the report will be kept at the office of the Deputy Secretary.

7. **Finance and Administration Committee Report**

8:03 a.m. The March 18, 2016, Finance and Administration Committee Open Session Minutes were provided in the Board packet. John Nations, President & CEO, presented the Finance and Administration Committee report stating that the Committee met in Open Session on March 18, 2016, and the draft minutes of that meeting are in the Board packet at tab #7. He advised that the Committee was introducing three items on the Consent Agenda for Board consideration and approval, as follows: Consent Agenda Item 9(a) – Sole Source Contract Award to Gateway Fire Protection Systems, Incorporated; Consent Agenda Item 9(b) – Disadvantaged Business Enterprise Program; and Consent Agenda Item 9(c) – Fiscal Year 2017 Fare Recommendation. Mr. Nations noted that the Committee’s recommendation is that there be no fare increase for FY17. Other items discussed and presented at the Committee included a presentation of the Bi-State Development Operating and Capital Budget FY17 – FY19; the Second Quarter Financial Statements; the Second Quarter Performance Indicators; the Second Quarter Procurement Report; the January Treasury Report; the Pension Plan & 401(k) Retirement Savings Program Investment Performance Update as of December 31, 2015; the Pension Audit Update; the 2015 Pension Valuation Update; the Pension & Insurance – Internal Service Funds Update; the Health Care Reform Impact Update; and Other Post-Employment Benefits (OPEB) Trust Review. All of the audits are complete and up-to-date. A copy of this report will be kept at the office of the Deputy Secretary.

8. **Adjustment of Consent Agenda**

8:05 a.m. There was no adjustment of the Consent Agenda.

9. **Consent Agenda Item(s): 9(a) Sole Source Contract Award: Gateway Fire Protection Systems, Incorporated (Finance & Administration Committee Recommends Approval) (Resolution #754); 9(b) Disadvantaged Business Enterprise Program (Finance & Administration Committee Recommends Approval) (Resolution #755); 9(c) Fiscal Year 2017 Fare Recommendation (Finance & Administration Committee Recommends Approval) (Resolution #757).**

8:05 a.m. A motion to approve the Consent Agenda items was made by Commissioner Schoemehl and seconded by Commissioner Buehlhorn. **Motion passed unanimously.**

10. **Bi-State Development Operating and Capital Budget, Fiscal Years 2017 – 2019 (Finance & Administration Committee Recommends Approval)**

8:06 a.m. The briefing paper and the Bi-State Development Operating and Capital Budget, Fiscal Years 2017 – 2019 were provided in the Board packet. The proposed budget was presented and discussed extensively at the Finance & Administration Committee meeting on March 18, 2016; and the Committee voted to recommend that the Board approve the FY17 – FY19 Operating and Capital Budget. There was no additional presentation at the Board meeting. A motion to approve the FY17 – FY19 Operating and Capital Budget was made by Commissioner Schoemehl and seconded by Commissioner Buehlhorn. **Motion passed unanimously. (Resolutions #747, #748, #749, #750, #751, #752, and #753)** A copy of this report will be kept at the office of the Deputy Secretary.

11. **Contract Modification (Time Extension and Contract Value Increase) With Arcturis, Inc. for Civic Center Transit Center**

8:08 a.m. The briefing paper regarding the Contract Modification, Time Extension and Contract Value Increase with Arcturis, Inc. (Arcturis) for the Civic Center Transit Center was provided in the Board packet. This item was not presented to a Committee, but because of the critical nature of keeping the Civic Center Transit Center on schedule, John Nations, President & CEO, granted permission for this matter to be placed on today’s agenda. Ray Friem, Executive Director, Metro Transit, and Fred Bakarich, Director, Engineering Systems, provided a brief overview. In October 2013, Arcturis was awarded a contract in the amount of \$558,657 to design the Civic Center Transit Center. Subsequent contract

modification #1 increased the total contract amount to \$635,522.34. Additional contract modifications #2, #3, and #4 extended the contract time to December 31, 2016. Arcturis requested additional compensation for design services that were required to complete the design phase of the project. Bi-State Development (**BSD**) staff agreed that the changes were necessary and the cost for the changes could be accommodated in the existing project budget. The additional design cost will not exceed \$292,000. Due to the delays incurred by the preceding scope modifications and additions, particularly the resolution of the accessible ADA ramp relocation, it is necessary to extend the contract time by 304 days to October 31, 2017.

Some discussion followed regarding the Boyle Avenue MetroLink Station and the Union Station Tunnel rehabilitation. Mr. Friem informed the Board that the Eads Bridge project will be completed in a couple of weeks, which will eliminate the single track MetroLink operation on the bridge. The work on the Cortex/Boyle Avenue MetroLink Station should not have a great impact on MetroLink operation except for a few tie in weekends. The Union Station Tunnel Project is one of the most important infrastructure projects to date and the engineering process will begin soon and every effort is being made to try to accelerate this project. A copy of the report will be kept at the office of the Deputy Secretary.

A motion to authorize the President & CEO to approve a contract modification to Contract 12-RFP-5919-MM/DGR with Arcturis, Inc. in an amount not to exceed \$292,000 and to extend the contract time by 304 days through October 31, 2017; with the total contract amount not exceeding \$927,522 was made by Commissioner Buehlhorn and seconded by Commissioner Schoemehl. **Motion passed unanimously. (Resolution #759).**

12. **Financial Statements – Second Quarter, FY16 (Presented to Finance & Administration Committee)**
8:12 a.m. The Financial Statements, Second Quarter, FY16 were provided in the Board packet. This report was presented and discussed extensively at the Finance & Administration Committee meeting on March 18, 2016. The Committee recommended that this report be presented to the Board as informational only and no Board action was required. A copy of the report will be kept at the office of the Deputy Secretary.
13. **Performance Indicators – Second Quarter, FY16 (Presented to Finance & Administration Committee)**
8:12 a.m. The Performance Indicators, Second Quarter, FY16 was provided in the Board packet. This report was presented and discussed extensively at the Finance & Administration Committee meeting on March 18, 2016. The Committee recommended that this report be presented to the Board as informational only and no Board action was required. A copy of the report will be kept at the office of the Deputy Secretary.
14. **Procurement Activity Report, Second Quarter, FY16 (Presented to Finance & Administration Committee)**
8:12 a.m. The Procurement Activity Report, Second Quarter, FY16 was provided in the Board packet. This report was presented and discussed extensively at the Finance & Administration Committee meeting on March 18, 2016. The Committee recommended that this report be presented to the Board as informational only and no Board action was required. A copy of the report will be kept at the office of the Deputy Secretary.
15. **Unscheduled Business**
8:13 a.m. John Nations thanked Jim Wild, Executive Director, East West Gateway Council of Governments (**EWGCG**) for attending today's Board meeting. There was no additional unscheduled business.

16. Public Comment

8:13 a.m. There was no public comment.

17. Call of Dates for Future Board Meetings

8:14 a.m. The next Finance & Administration Committee meeting is scheduled for Friday, May 13, 2016, at 8:00 a.m.; the next Operations Committee is scheduled for Tuesday, May 17, 2016 at 8:00 a.m.; the next Audit Committee meeting is scheduled for Friday, May 20, 2016 at 8:00 a.m.; and the next Board meeting is scheduled for Friday, June 24, 2016 at 8:00 a.m.

18. 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).

8:15 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, 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 Holman and seconded by Commissioner Brown. A roll call vote was taken and the Commissioners present, Brown, Holman, Schoemehl, Buehlhorn, Dietzel, Golliday, Kicielinski, and Watson voted to approve this agenda item. **Motion passed unanimously and the Open Session meeting was adjourned.**