



707 North First Street
St. Louis, Missouri 63102-2595
PH: 314.982.1400
www.metrostlouis.org

**BI-STATE DEVELOPMENT AGENCY / METRO
BOARD OF COMMISSIONERS MEETING
OPEN SESSION MINUTES
JUNE 26, 2015**

Commissioners in Attendance

Missouri

Vernal Brown
Kelley Farrell
Constance Gully, Vice Chair, (absent)
Aliah Holman (via phone)
Vincent C. Schoemehl (via phone)

Illinois

Michael S. Buehlhorn, Treasurer (via phone)
David Dietzel, Chairman
Irma Golliday (absent)
Tadas Kicielinski
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, Chief Operating Officer-Transit Services
Larry Jackson, Vice-President, Procurement, Inventory Management & Supplier Diversity
Jenny Nixon, Senior Vice President Business Enterprises
Melva Pete, Vice President Human Resources
Dianne Williams, Vice President Marketing & Communications
Patti Beck, Director of Communications
Barbara Georgeff, Executive Assistant to President & CEO
Kent Swagler, Director Corporate Compliance and Ethics
Mark Vago, Controller
Scott Grott, Chief MetroLink Operations
Tamara Fulbright, Director Treasury Services
Sheila Hockel, Manager Emergency Preparedness
Charles Stewart, Vice President, Pensions & Insurance
Matthew Hibbard, Social Media Manager
Christie Olden, Supervisor Accounting
Adam Schisler, Budget System Administrator
Charles Pogorelac, Manager Financial Planning & Budget
Richard Zott, Chief of Public Safety
Chance Baragary, Manager Gateway Arch Construction
David Toben, Director Benefits
Fred Bakarich, Director Engineering Systems
Kerry Kinkade, Vice President Chief Information Officer
Tracy Beidleman, Director Program Development & Grants
Reggie Cavitt, ATU Local 788
Michael Gibbs, Accountant Business Enterprise
Charles Priscu, Director Labor Relations

Jerry Vallely, External Communications Manager
Alice Stanley, Grants Analyst
Diana Wagner-Hilliard, Director Workforce Diversity/EEO

Others in Attendance

Hugh Scott
Andrew Poithast, HNTB

1. **Call to Order**
8:00 a.m. Commissioner 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. **Recognition of Former Commissioner Hugh Scott**
8:01 a.m. Commissioner Dietzel and John Nations, President & CEO, made a special presentation in recognition of the contributions made by Commissioner Hugh Scott. Mr. Nations stated that Commissioner Scott has given selflessly of himself for more than a decade to the successes of the Agency. He has a reputation in this community that goes far beyond the Metro Board, and his legacy is well known throughout the St. Louis community. The Agency was delighted when he was willing to lend his talents and energies to its endeavors. In recognition of Commissioner Scott's years of service he was presented with a Resolution and a lifetime pass on the Metro system. Commissioner Dietzel stated that Commissioner Scott is a great friend and on behalf of the Board thanked him for his years of service to the Agency and the community and wished him well in his new endeavors.

Commissioner Scott thanked the Board and Mr. Nations for the recognition, stating that he and his family have always been committed to public transit. His mother rode the buses everywhere she wanted to go, and that was instilled in him as a youngster growing up in the St. Louis community. Serving the ten years on the Agency's Board of Commissioners has been a crowning glory for him, and he thoroughly enjoyed it. He was proud to be a part of the Board responsible for selecting Mr. Nations as the President & CEO. He thanked Jenny Nixon, Senior Vice President Business Enterprises, and Ray Friem, Chief Operating Officer Transit Services, for their service to the Agency, and presented Mr. Friem with a \$1.25 weekly bus pass from 1942. In conclusion, he thanked the Board and the Agency employees, stating that it was an honor to serve on the Agency's Board.
4. **Minutes of Prior Open Session Board Meetings**
8:11 a.m. The April 24, 2015, Open Session Board Meeting Minutes were provided in the Board packet. A motion to approve the minutes was made by Commissioner Kicielinski and seconded by Commissioner Brown. **Motion passed unanimously.**
5. **Report of Treasurer**
8:11 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.
6. **Report of President**
8:12 a.m. John Nations, President & CEO, stated that in keeping with the theme of recognizing devoted service, he wants to recognize the exemplary action of an employee, Alice Stanley, Grants Analyst. Mr. Nations presented a proclamation to Ms. Stanley who went above and

beyond her duty in the action she took on March 28, 2015, when she offered assistance to a MetroBus operator who was in need of police assistance. Ms. Stanley saw the “Please Call the Police” head sign on the front of the bus and she pulled alongside the bus and asked the operator if she was okay and the operator shook her head “no.” Ms. Stanley then called 911 to report the situation to law enforcement and selflessly and determinately continued to follow the bus while waiting for Metro and law enforcement personnel to arrive. When the authorities arrived, Ms. Stanley stayed with the operator while the potentially dangerous individual on board the bus was taken into custody. Ms. Stanley provided comfort and reassurance to the operator throughout this difficult ordeal and waited with her until a relief operator arrived. Ms. Stanley’s quick thinking and decisive action helped to defuse a potentially volatile situation and ensured that the MetroBus Operator made it home safely. The proclamation expressed the Agency’s sincerest admiration and pride in Ms. Stanley for her actions on March 28, 2015. Mr. Nations added that Ms. Stanley is very devoted to her duties and is one of the nicest people, who always has a smile on her face, and is willing to help. It is a great privilege to present this proclamation to Ms. Stanley not only for this particular incident but for what she does for the Agency every day.

In response, Ms. Stanley thanked Mr. Nations and the Board for the recognition stating that what she did was no more than what any other employee would do and we are all one family and we protect each other.

Mr. Nations announced a few personnel changes and introduced Diana Wagner-Hilliard, who is the new Director of Workforce Diversity/EEO. Ms. Wagner-Hilliard is an attorney and Human Resources professional. Her experience includes employment and labor law, including EEOC, ADA, HIPPA, and employment related investigation and litigation. Charles Stewart, Vice President of Pensions & Insurance, previously reported to Melva Pete, Vice President Human Resources. Mr. Stewart has been reassigned to be in charge of the Internal Service Fund, and he is now a direct report to Mr. Nations in this important endeavor that is a priority to the Board. Mary Lamie has been hired as the new Executive Director of the Freight District and her start date will be July 1, 2015. Ms. Lamie has a very distinguished history in the public sector and is well known across the region. Her most recent public position was with the Illinois Department of Transportation. Effective July 1, 2015, Ray Friem, Chief Operating Officer Transit Services, will have the new title of Executive Director of Metro Transit. Mr. Friem’s new title will better align his responsibilities and contributions to transit operations. In closing, Mr. Nations informed the Board that management is currently engaged in the budget appropriation processes with both St. Louis City and St. Louis County.

7. Finance & Administration Committee Report

8:17 a.m. The May 15, 2015 Finance & Administration Committee minutes were included in the Board packet. Commissioner Kicielinski stated that the Finance & Administration Committee met in Open Session on May 15, 2015, and the draft minutes of that meeting were included in the Board packet at tab #7. He advised that two items are being presented on the Consent Agenda for Board consideration: Consent Agenda Item #11(e) – Sole Source Contract Authorization for Hardware and Software Maintenance Agreements; and Consent Agenda Item #11(f) – Sole Source Contract Award to Interior Investments, Inc. for Herman Miller Systems Furniture. The Committee discussed the Board Compliance and Ethics Training, and Kent Swagler, Director of Corporate Compliance and Ethics, will provide a presentation to the Board at today’s meeting under Agenda Item #12. The Financial Statements and Performance Indicators for the 3rd quarter, FY15 were also presented at the Committee meeting and will be presented today under Agenda Items #14 and #15, respectively. The March 2015 Treasury Report was presented and discussed at the Committee meeting. David Toben, Director of Benefits provided the 2014 year-end review

of the self-funded health plan. Charles Stewart, Vice President Pension & Insurance provided an overview of the 2014 Pension Valuation.

8. Audit Committee Report

8:18 a.m. John Nations, President & CEO, advised the Board that a minor revision was made to the May 22, 2015 Audit Committee minutes on June 24, 2015, and that the revised minutes were provided at the Board members' places. The correction was to Agenda Item #10 – FY16 Annual Audit Work Plan & Risk Assessment, removing the words “Committee to approve and forward to the Board for approval” because only the Committee’s approval was required. **NOTE: A copy of the revised Committee minutes was included in the Deputy Secretary’s records.** In the absence of Commissioner Gully, Mr. Nations presented the Open Session Audit Committee meeting report, advising that the Audit Committee met on May 22, 2015, and a draft copy of the meeting was included in the Board packet at tab #8. One item is being presented on the Consent Agenda for Board consideration under Consent Agenda Item #11(a) – Contract Award to CGN & Associates for Procedure Review Consultant Services. Crowe Horwath presented their quality assessment review of the Internal Audit Department. As part of that review, suggestions were made to update the Charter and the Policies and Procedures Manual, which were addressed by the Internal Audit Department. The Audit Committee approved those changes. Jim Cali, Director Internal Audit, provided an overview of the FY16 Annual Audit Work Plan and Risk Assessment that was approved by the Committee. The Committee also reviewed the Internal Audit Status Report and the Internal Audit Follow-Up Report for the 3rd quarter, FY15. The Safekeeping Quarterly Accounts Audit for December 31, 2014 was also presented.

9. Operations Committee Report

8:20 a.m. The May 19, 2015 Open Session Operations Committee Minutes were provided in the Board packet. Because Commissioner Buehlhorn was participating by phone he requested that John Nations, President & CEO, provide the Operations Committee report. Mr. Nations stated that the Operations Committee met in Open Session on May 19, 2015, and the draft minutes of that meeting are included in the Board packet at tab #9. Items on the Consent Agenda for Board consideration today are: Consent Agenda Item #11(b) – Contract Award to Gillig Corporation for Purchase Of Low Floor Transit Buses; Consent Agenda Item #11(c) – Contract Award to St. Louis Bridge Construction Company for the Ewing Yard Retaining Wall Remediation Design-Build Project; and Consent Agenda Item #11(d) – Contract Extension Of Time Of Performance With Illinois Excavators, Inc. for Illinois Slopes Stabilization Services and Scour Protection – Phase 2 Construction. An overview of the Transit Capital Program was presented to the Committee, and this will be presented to the Board today under Agenda Item #13. The Metro Adopt-A-Stop Program that is scheduled for kick off this summer was presented and discussed. Ray Friem, Chief Operating Officer Transit Services, provided an overview of the Transit Operations FY15 3rd quarter Performance Report.

10. Adjustment of Consent Agenda

8:21 a.m. There were no adjustments to the consent agenda.

11. Consent Agenda Item(s): (a) Contract Award to CGN & Associates for Procedure Review Consultant Services (Audit Committee Recommends Approval) (Resolution #701); (b) Contract Award to Gillig Corporation for Purchase of Low Floor Transit Buses (Operations Committee Recommends Approval) (Resolution #700); (c) Contract Award to St. Louis Bridge Construction Company for the Ewing Yard Retaining Wall Remediation Design-Build Project (Operations Committee Recommends Approval) (Resolution #698); (d) Contract Extension of Time of Performance With Illinois Excavators, Inc. for Illinois Slopes Stabilization Services and Scour Protection – Phase 2 Construction (Operations

Committee Recommends Approval) (Resolution #699); (e) Sole Source Contract Authorization for Hardware and Software Maintenance Agreements (Finance & Administration Committee Recommends Approval) (Resolution #704); (f) Sole Source Contract Award to Interior Investments, Inc. for Herman Miller Systems Furniture (Finance & Administration Committee Recommends Approval) (Resolution #705).

8:21 a.m. A motion to approve these Consent Agenda items was made by Commissioner Kicielinski and seconded by Commissioner Farrell. **Motion passed unanimously.**

12. Board Compliance and Ethics Training (Presented to Finance & Administration Committee)

8:22 a.m. The briefing paper and PowerPoint presentation regarding the Board Compliance and Ethics Training report were provided in the Board packet. Kent Swagler, Director Corporate Compliance and Ethics, presented the Board Compliance and Ethics Training. This presentation included ethics standards, requirements, and overviews of the Compliance and Fraud Helpline, which provides ethics training for the Board Commissioners. Mr. Swagler discussed the workplace violence prevention training. Commissioner Kicielinski asked how often the Agency had to defend an employee for personal liability, in response Mr. Swagler said none. Commissioner Kicielinski asked if there was any kind of liability umbrella or errors and omissions to cover the employees. Mr. Swagler advised the Board that the Agency could certainly take that up with the legislature. Mr. Swagler has made it known to the operators that through the efforts of Mr. Nations and Mr. Friem, the Missouri Legislature passed a law making it a felony offense to assault any public transit employee. Commissioner Kicielinski stated that he has served on other Board of Trustees that required him to carry his own errors and omissions coverage and requested that Mr. Swagler research to determine if the operators can be covered even if they have to pay for it themselves. This report was informational only and a copy of the report will be kept at the office of the Deputy Secretary.

13. Transit Capital Program Overview (Presented to Operations Committee)

8:40 a.m. The briefing paper and PowerPoint presentation regarding the Transit Capital Program Overview were provided in the Board packet. John Nations, President & CEO, stated that this agenda item was presented and discussed at the Operations Committee meeting on May 19, 2015. This presentation and the ensuing discussion provided information about the source and required uses of various federal funds provided to the Agency. It also outlined changes in funding programs under the 2012 Moving Ahead for Progress in the 21st Century Act (**MAP-21**). The information was included in the Board packet for the Commissioners' review and future reference, and no additional presentation was necessary. This report was informational and no Board action was required. A copy of the report will be kept at the office of the Deputy Secretary.

14. Financial Statements, FY 2015, Third Quarter (presented to Finance & Administration Committee)

8:40 a.m. The Financial Statements, FY15, Third Quarter Report was provided in the Board packet. This agenda item was reviewed extensively at the Finance and Administration Committee meeting and no additional presentation was made. This report was informational and no Board action was required. A copy of this report will be kept at the office of the Deputy Secretary.

15. Performance Indicators, FY 2015, Third Quarter (Presented to Finance & Administration Committee)

8:41 a.m. The Performance Indicators, FY15, Third Quarter Report was provided in the Board packet. This agenda item was reviewed extensively at the Finance and Administration

Committee meeting and no additional presentation was made. This report was informational and no Board action was required. A copy of this report will be kept at the office of the Deputy Secretary.

16. Unscheduled Business

8:42 a.m. Ray Friem, Chief Operating Officer Transit Services congratulated Fred Bakarich, Director Engineering Systems, and John Hoffman, Quality Assurance & Control Manager, on successfully reaching an agreement with the City of St. Louis to proceed with the Downtown Transfer Center. This agreement will allow the Agency to move forward with the agreed upon design revisions. The ramp that was on the south side of the building will now be on the north side. Mr. Friem also congratulated Scott Grott, Chief MetroLink Operations, for successfully restoring service last night to keep the system running.

17. Public Comment

8:44 a.m. There was no public comment.

18. 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 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 report 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).

8:44 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, Commissioner Dietzel requested a motion to allow the Board to go into closed session. A motion to go into Executive Session was made by Commissioner Kicielinski and seconded by Commissioner Brown. A roll call vote was taken and the Commissioners present, Brown, Farrell, Holman, Schoemehl, Buehlhorn, Dietzel, Kicielinski and Watson voted to approve this agenda item. **Motion passed unanimously.**

19. Call of Dates for Future Board Meetings

9:54 a.m. The next Operations Committee meeting is scheduled for Tuesday, August 18, 2015; the Finance & Administration Committee meeting is scheduled for Friday, August 28, 2015; and the next Board meeting is scheduled for Friday, September 25, 2015.

20. Adjournment

955 a.m. A motion to adjourn the Open Session Board meeting was made by Commissioner Kicielinski and seconded by Commissioner Brown. **Motion passed unanimously.**