

**BOARD MEETING**

**JUNE 26, 2015**

**8:00 a.m.**



**Bi-State Development Agency • Metro**



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

**NOTICE OF MEETING AND AGENDA  
BI-STATE DEVELOPMENT AGENCY / METRO  
BOARD OF COMMISSIONERS  
FRIDAY, JUNE 26, 2015, 8:00 A.M.  
Headquarters  
707 North First Street, 6<sup>th</sup> Floor Board Room  
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.**

<b>Agenda Item</b>	<b>Disposition</b>	<b>Presentation</b>
1. Call to Order	Approval	Chairman Dietzel
2. Roll Call	Quorum	S. Bryant
3. Recognition of Former Commissioner Hugh Scott	Information	Chairman Dietzel / J. Nations
4. Minutes of April 24, 2015, Open Session Board Meeting	Approval	Chairman Dietzel
5. Report of Treasurer	Information	Commissioner Buehlhorn
6. Report of President	Information	J. Nations
7. Finance & Administration Committee Report	Information	Commissioner Kicielski
8. Audit Committee Report	Information	Commissioner Gully
9. Operations Committee Report	Information	Commissioner Buehlhorn
10. Adjustment of Consent Agenda	Approval	Chairman Dietzel
11. Consent Agenda Item(s)	Approval	Chairman Dietzel
(a) Contract Award to CGN & Associates for Procedure Review Consultant Services (Audit Committee Recommends Approval)	Approval	J. Nations / K. Klevorn / K. Brittin / S. Hockel / L. Jackson
(b) Contract Award to Gillig Corporation for Purchase of Low Floor Transit Buses (Operations Committee Recommends Approval)	Approval	J. Nations / R. Friem / L. Jackson
(c) Contract Award to St. Louis Bridge Construction Company for the Ewing Yard Retaining Wall Remediation Design-Build Project (Operations Committee Recommends Approval)	Approval	J. Nations / R. Friem / F. Bakarich / L. Jackson
(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)	Approval	J. Nations / R. Friem / F. Bakarich / L. Jackson
(e) Sole Source Contract Authorization for Hardware and Software Maintenance Agreements (Finance & Administration Committee Recommends Approval)	Approval	J. Nations / K. Kinkade / L. Jackson

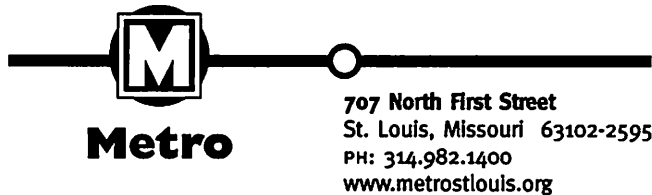
Agenda Item	Disposition	Presentation
(f) Sole Source Contract Award to Interior Investments, Inc. for Herman Miller Systems Furniture (Finance & Administration Committee Recommends Approval)	Approval	J. Nations / L. Jackson
12. Board Compliance and Ethics Training (Presented to Finance & Administration Committee)	Information	J. Nations / K. Swagler
13. Transit Capital Program Overview (Presented to Operations Committee)	Information	J. Nations / R. Friem
14. Financial Statements, FY 2015, Third Quarter (Presented to Finance & Administration Committee)	Information	J. Nations / K. Klevorn
15. Performance Indicators, FY 2015, Third Quarter (Presented to Finance & Administration)	Information	J. Nations / K. Klevorn
16. Unscheduled Business	Approval	Chairman Dietzel
17. Public Comment*	Information	Chairman Dietzel
18. Executive Session	Approval	Chairman Dietzel
<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 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).</i>		
19. Call of Dates for Future Board Meetings	Information	S. Bryant
20. Adjournment	Approval	Chairman Dietzel

**\*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**

**4**





**BI-STATE DEVELOPMENT AGENCY / METRO  
BOARD OF COMMISSIONERS MEETING  
OPEN SESSION MINUTES  
APRIL 24, 2015**

**Commissioners in Attendance**

**Missouri**

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

**Illinois**

Michael S. Buehlhorn, Treasurer  
David Dietzel, Chairman  
Irma Golliday (present @ 8:06 a.m.)  
Tadas Kicielinski (via phone)  
Jeffrey Watson (absent)

**Staff in Attendance**

John Nations, President & CEO  
Barbara Enneking, General Counsel and Deputy Secretary  
Shirley Bryant, Certified Paralegal  
Kathy Klevorn, Sr. Vice-President, Chief Financial Officer  
Jim Cali, Director of Internal Audit  
Ray Friem, Chief Operating Officer-Transit Services  
Larry Jackson, Vice-President, Procurement, Inventory Management & Supplier Diversity  
John Langa, Vice-President, Economic Development  
Debbie Erickson, Vice President Chief Information Officer  
Patti Beck, Director of Communications  
Barbara Georgeff, Executive Assistant to President & CEO  
John Wagner, Project Manager Economic Development  
Kent Swagler, Director Corporate Compliance and Ethics  
Charles Stewart, Vice-President, Pensions & Insurance  
Tracy Beidleman, Director Program Development & Grants  
Mark Vago, Controller  
Tamara Fulbright, Director Treasury Services  
Scott Grott, Chief MetroLink Operations  
Reginald Cavitt, ATU 788  
Kathy Brittin, Director Risk Management Safety & Claims  
David Beal, Capital Budget & Project Development Administrator  
Matthew Hibbard, Social Media Communication Manager  
Richard Zott, Chief of Public Safety  
Daniel Hinrichs, Business Analyst  
Charles Pogorelac, Manager Financial Planning & Budget  
Tom Dunn, Director Gateway Arch Riverboats  
Michael Gibbs, Accountant – Business Enterprises  
Jeff Braun, Director Real Estate  
Chance Baragary, Project Manager Gateway Arch

Charles Priscu, Director Labor Relations  
Kerry Kinkade, Director IT Applications Development  
Justin Struttman, Director Gateway Arch Operations

**Others in Attendance**

Mike Malloy, Director of Economic Development, City of Fairview Heights  
Tim Convy, C. B. Richard Ellis (CBRE)  
George Convy, C. B. Richard Ellis (CBRE)  
Andrew Pothast, HNTB  
Judith Salih

**1. Call to Order**

**8 a.m.** Commissioner Dietzel welcomed Commissioner Farrell, as the newest member to the Board and 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 Prior Open Session Board Meetings**

**8:00 a.m.** The February 27, 2015, Open Session Board Meeting Minutes were provided in the Board packet. A motion to approve the minutes was made by Commissioner Gully and seconded by Commissioner Buehlhorn. **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.

**5. Report of President**

**8:01 a.m.** John Nations, President & CEO, stated that on behalf of staff he was delighted to welcome Commissioner Farrell to the Board of Commissioners and he looks forward to working with her. As a follow up, Mr. Nations stated that the Agency received the final completion letters from the Missouri Department of Natural Resources for the underground storage tanks that were processed for in-place-closure and the official closure date for the main shop is March 10, for the Brentwood and DeBaliviere facilities it's March 25. Work on the tanks at the Illinois Facility is scheduled to begin on Monday, April 20, with an expected completion date of Friday, May 8. The Illinois bus facility's closure certification is done through the Illinois State Fire Marshall, who has authorized the inspection and certification, and the final Illinois inspection certification is expected to be completed by June 15.

**6. Operations Committee Report**

**8:04 a.m.** The March 17, 2015 Open Session Operations Committee Minutes were provided in the Board packet. Commissioner Buehlhorn stated that the Operations Committee met in Open Session on March 17, 2015, and the draft minutes of that meeting were included in the Board package at tab #6. He advised that two items were being introduced for consideration and approval: 1) Consent Agenda Item #10(a) Contract Award to Leon Uniform Company for Metro Operator Uniforms; 2) Consent Agenda Item #10(d) Contract Extension of Time of Performance and Budget Increase for Transystems, Inc., for Eads Bridge Rehabilitation Engineering Services Part II. At the meeting, Ray Friem, Chief Operating Officer Transit Services, provided an overview of the Transit Operations 2015, 2<sup>nd</sup> Quarter Performance Report. As a follow up to

concerns raised at the February 27, 2015 Board meeting, Mr. Friem and Pat Hall, Director of ADA Services, provided an overview of the “No Show” Paratransit Policy, and Mr. Friem further reported that he personally met with representatives of the group and believes their concerns are addressed.

**7. Business Services & Economic Development Committee Report**

**8:05 a.m.** The March 20, 2015 Business Services & Economic Development Committee Open Session Minutes were provided in the Board packet. Commissioner Holman stated that the Business Services & Economic Development Committee met in Open Session on March 20, 2015, and the draft minutes of that meeting were included in the Board packet at tab #7. She advised that the Committee was introducing one item for consideration and approval, Consent Agenda Item #10(e) Sole Source Contract Modification: Maida Engineering for Engineering/Design Services During Construction for the Replacement of the Arch Transportation System Motor Generator Sets. The Committee also discussed the Jefferson National Expansion Memorial presentation; and the update on the Gateway Arch Operations.

**\*\*8:06 a.m. Commissioner Golliday joined the meeting.**

**8. Finance & Administration Committee Report**

**8:06 a.m.** The March 27, 2015 Finance & Administration Committee Open Session Minutes were provided in the Board packet. At the request of Commissioner Kicielinski, John Nations, President & CEO, provided the report, stating that the Committee met in Open Session on March 27, 2015 and the draft minutes were included in the Board packet at tab #8. He advised that three items were being presented for consideration and approval: 1) Consent Agenda Item #10(b) – Contract Award to BarnesCare/BJC Corporate Health Services; 2) Consent Agenda Item #10(c) – Contract Extensions – Bi-State Development Agency’s Legal Counsel; and 3) Consent Agenda Item #10(f) – Establishment of Bank Accounts for the Bi-State Development Internal Services Fund. The Committee also discussed and recommended for approval Board Agenda Item #11 – Bi-State Development Agency FY16 Operating and Capital Budget. Charles Stewart, Vice President Pension & Insurance, provided the Committee with an update on the Pension Plan and 401(k) retirement savings program investment performance. Other items discussed at the Committee meeting were the Financial Statements, Performance Indicators, and Procurement Activity Report for the 2<sup>nd</sup> Quarter FY15, as well as the January 2015 Treasury Report.

**9. Adjustment of Consent Agenda**

**8:09 a.m.** There were no adjustments to the consent agenda.

**10. Consent Agenda Item(s): (a) Contract Award to Leon Uniform Company for Metro Operator Uniforms (Operations Committee Recommends Approval (Resolution #692); (b) Contract Award to BarnesCare/BJC Corporate Health Services (Finance & Administration Committee Recommends Approval) (Resolution #693); (c) Contract Extensions – Bi-State Development Agency’s Legal Counsel (Finance & Administration Committee Recommends Approval) (Resolution #689); (d) Contract Extension of Time of Performance and Budget Increase for Transsystems, Inc. For Eads Bridge Rehabilitation Engineering Services Part II (Operations Committee Recommends Approval) (Resolution #690); (e) Sole Source Contract Modification; Maida Engineering for Engineering/Design Services During Construction for the Replacement of the Arch Transportation System Motor Generator Sets (Business Services & Economic Development Committee Recommends Approval) (Resolution #691); and (f) Establishment of Bank Accounts for Bi-State Development Internal Service Funds (Finance & Administration Committee Recommends Approval) (Resolution #687).**

**8:09 a.m.** A motion to approve these Consent Agenda items was made by Commissioner Buehlhorn and seconded by Commissioner Brown. **Motion passed unanimously.**

**11. Bi-State Development Agency FY16 Operating and Capital Budget (Finance & Administration Committee recommends approval)**

**8:10 a.m.** Commissioner Dietzel stated that Agenda Items #11, #12, #13, and #14 were previously discussed and no additional presentation was required. A motion to approve the Bi-State Development Agency FY16 Operating and Capital Budget was made by Commissioner Holman and seconded by Commissioner Golliday. **Motion passed unanimously. (Resolutions #679, #680, #681, #682, #683, #684, #686)**

**(NOTE: Commissioner Gully raised concerns that page 3 of the FY16 Operating and Capital Budget under "Executive Officers" was missing the name of Charles Stewart, Vice President Pension & Finance. Mr. Nations said that Mr. Stewart would be added to the document.)**

**12. Financial Statements, FY 2015, 2<sup>nd</sup> Quarter (Presented to Finance & Administration Committee)**

**8:10 a.m.** No presentation was made. This agenda item was informational only and a copy will be kept at the office of the Deputy Secretary.

**13. Performance Indicators, FY 2015, 2<sup>nd</sup> Quarter (Presented to Finance & Administration Committee)**

**8:10 a.m.** No presentation was made. This agenda item was informational only and a copy will be kept at the office of the Deputy Secretary.

**14. Procurement Activity Report, FY 2015, 2<sup>nd</sup> Quarter (Presented to Finance & Administration Committee)**

**8:10 a.m.** No presentation was made. This agenda item was informational only and a copy will be kept at the office of the Deputy Secretary.

**15. Unscheduled Business**

**8:11 a.m.** There was no unscheduled business.

**16. Public Comment**

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

**17. 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).**

**8:12 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 Gully and seconded by Commissioner Buehlhorn. A roll call vote was taken and

the Commissioners present, Brown, Farrell, Gully, Holman, Buehlhorn, Dietzel, Golliday, and Kicielinski voted to approve this agenda item. **Motion passed unanimously.**

**18. Call of Dates for Future Board Meetings**

**9:43 a.m.** The next Finance & Administration meeting is scheduled for Friday, May15, 2015; the Operations Committee meeting is Tuesday, May 19, 2015; the Audit Committee meeting is Friday, May 22, 2015, and the next Board meeting is Friday, June 26, 2015.

**19. Adjournment**

**9:43 a.m.** A motion to adjourn the Open Session Board meeting was made by Commissioner Holman and seconded by Commissioner Gully. **Motion passed unanimously.**

  
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Deputy Secretary to the Board of Commissioners  
Bi-State Development Agency / Metro

**A RESOLUTION OF THE BOARD OF COMMISSIONERS  
OF THE BI-STATE DEVELOPMENT AGENCY  
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT  
APPROVING THE CONTRACT AWARD TO LEON UNIFORM COMPANY  
FOR TRANSIT UNIFORMS**

**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 all Negotiated Procurements exceeding \$500,000; and

*Whereas*, MetroBus, MetroLink and Call-A-Ride operators receive an allowance to cover the cost of purchase of uniform garments as specified by Metro; and

*Whereas*, in 2009 the Agency awarded a five year contract (Contract 09-RFP-5527-DR) to Leon Uniform Company for the period November 20, 2009 through November 19, 2014. On September 19, 2014, Metro issued solicitation 14-RFP-100998-DR seeking proposal from qualified firms to supply Metro with Bus, Van and LRV operator uniforms. The current contract was extended up to 180 days (May 20, 2015) to maintain uniform service until the new solicitation process was completed and awarded; and

*Whereas*, three proposals were reviewed and evaluated in accordance with the evaluation requirements specified in the solicitation package. The proposals were evaluated on quality, style, comfort, color, logo, and compatibility of garments and cost; and

*Whereas*, when cost scores were combined with the overall technical scores Leon Uniform Company was ranked as the top firm. Annual cost for uniforms is dependent on the number of uniforms and related items purchased. The three year cost is approximately \$1,951,550 and the estimated cost for the option years is \$1,305,700; and

*Whereas*, it is feasible, necessary and in the public interest for the Agency to approve the contract award to Leon Uniform Company to provide the necessary garments and accessories for Bus, Van and LVR operators for a period of three (3) base years with two (2) one-year option years to be exercised at the Agency's discretion, 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 contract award to Leon Uniform Company for operator garment and accessories for a period of three base years at a cost of approximately \$1,951,550 and two (2) option years at an estimated cost of \$1,305,700.

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 Leon Uniform 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.      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 24<sup>th</sup> day of April, 2015.

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

By David E. Duff  
Title CHAIR

[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  
APPROVING THE CONTRACT AWARD TO BARNESCARE/BJC  
CORPORATE HEALTH SERVICES**

**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 all Competitive Negotiated Procurements exceeding \$500,000; and

*Whereas*, the Request for Proposal 15-RFP-101247-DR was issued on December 10, 2014 seeking proposals from qualified firms capable of providing services for medical examinations, drug & alcohol screening, and other occupational medicine consulting services; and

*Whereas*, three proposals were received, reviewed and evaluated in accordance with the evaluation requirements specified in the solicitation package. The consensus technical scores resulted in BarnesCare/BJC Corporate Health Services being the overall top ranking firm; and

*Whereas*, the cost of three (3) base years is approximately \$941,383. and the estimated cost for the two (2) one-year option years is \$652,543 for medical exams, drug & alcohol screening and other medicine consulting services; and

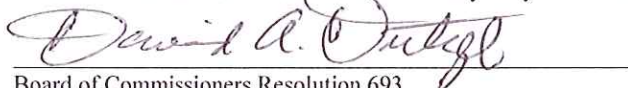
*Whereas*, it is feasible, necessary and in the public interest for the Agency to approve the contract award to BarnesCare/BJC Corporate Health Services for necessary occupational medicine services in the not-to-exceed amount of \$1,600,000 for the three (3) base years and two (2) one-year options to be exercised at the Agency's discretion, 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 contract award to BarnesCare/BJC Corporate Health Services for medical examinations, drug & alcohol screening, and other occupational medicine consulting services.

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 BarnesCare/BJC Corporate Health Services..

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 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 24<sup>th</sup> day of April, 2015.

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

By David A. Dutzel  
Title CHAIR

[SEAL]

ATTEST:

By W. Brian C. [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  
APPROVING THE REQUEST TO EXTEND CONTRACT  
AGREEMENTS FOR THE AGENCY'S LEGAL  
COUNSEL FOR SIX MONTHS**

**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 50.010, Section E.1(c) requires the Board to approve contract terms which exceed five (5) years and Section G.2 requires the Board of Commissioners to approve all extensions of contract performance that exceed 180 days; and

*Whereas*, the funding is provided through operating fund; and

*Whereas*, in October 2009 the Agency authorized the President /CEO to award legal counsel agreements to the law firms listed on Attachment 1; and

*Whereas*, management intends to solicit new proposals for legal services once the technical requirements and Scope of Services have been refined. A time extension for the existing contracts is necessary to provide sufficient time to solicit and evaluate new proposals; and

*Whereas*, it is feasible, necessary and in the public interest for the Agency to approve the extension of time for the existing contracts with the firms listed on Attachment 1 for an additional six month period and to enter into negotiations to determine rates with the listed firms if necessary, 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 Extension of Time.** The Board of Commissioners hereby approves the extension of time for the existing contracts with the firms listed on Attachment 1 for an additional six month period and to enter into negotiations to determine rates with the listed firms if necessary.

**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 Contracts 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 firms listed on Attachment 1.

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.        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 24<sup>th</sup> day of April, 2015.

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

By David A. Ditzel  
Title CHAIR

[SEAL]

ATTEST:

By Bonnie Crankin  
Deputy Secretary to the Board of Commissioners

## Attachment 1

<b>Discipline</b>	<b>Firm</b>
<b>General Legal Services</b>	Hinshaw & Culbertson, LLP
	Shands, Elbert, Gianoulakis & Giljum, LLP (formerly Kohn, Shands, Elbert, Gianoulakis & Giljum)
	Lashly & Baer , PC
	White Coleman & Associates, LLC
<b>Liability</b>	Brown & James
	Kortenhof, McGlynn & Burns (formerly Burns, Vandover & Godfrey)
	Hinshaw & Culbertson, LLP
	Pitzer Snodgrass, PC (formerly Rabbitt, Pitzer & Snodgrass, LLC)
	Rynearson, Suess, Schnurbusch & Champion
<b>EEOC</b>	Lashly & Baer, PC
	The Lowenbaum Partnership, PC
<b>Workers Compensation</b>	Brown & James, PC
	Evans & Dixon, LLC
	Frank J. Lahey, Jr., PC
<b>Subrogation</b>	Evans & Dixon, LLC
	Rynearson Suess, Schnurbush & Champion
<b>Labor &amp; Employment Matters</b>	The Lowenbaum Partnership, PC

**A RESOLUTION OF THE BOARD OF COMMISSIONERS  
OF THE BI-STATE DEVELOPMENT AGENCY  
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT  
APPROVING THE EXTENSION OF TIME FOR PERFORMANCE OF  
THE TRANSYSTEMS INC. CONTRACT FOR ENGINEERING AND  
CONSTRUCTION SERVICES FOR THE EADS BRIDGE  
REHABILITATION PROJECT**

**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 50.010, Section G.1, requires the Board of Commissioners to approve modifications outside of Board approved budget parameters 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*, Agency procured contract 09-RFP-5516-CB/MM for professional services to include both design and construction phase services for the Eads Bridge Rehabilitation Project and Transystems Inc. was the highest ranking proposer to the solicitation; and

*Whereas*, the funding for this Project is 80% funded through FTA grant, MO-890-X281. with 20% local match; and

*Whereas*, since executing this contract there have been multiple changes that have required additional engineering effort for this Project. The additional funds for the extension can be accommodated within the existing Project budget; and

*Whereas*, it is feasible, necessary and in the public interest for the Agency to approve the extension of time for the performance of the contract with Transystems Inc. for engineering and construction services for the Eads Bridge Rehabilitation Project through May 31, 2016 and to increase the Engineering and Construction Inspection budget amount by \$497,372.80, for a total budget amount of \$3,997,328.80, 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 Extension of Time for Performance. The Board of Commissioners hereby approves the extension of time for performance through May 31, 2016 and the



increase to the Engineering and Construction budget amount by \$497,372.80 for a total budget amount of \$3,997,328.80.

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 Transystems 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. 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. 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 24<sup>th</sup> day of April, 2015.

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

By David A. Dugel  
Title CHAIR

[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  
APPROVING THE MODIFICATION OF THE CURRENT MAIDA  
ENGINEERING, INC. CONTRACT FOR ENGINEERING AND DESIGN  
CONSTRUCTION OF THE REPLACEMENT OF THE ARCH  
TRANSPORTATION SYSTEM'S MOTOR GENERATOR SETS**

**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, §50.50 C.1(b) requires Board approval of all non-competitive Jefferson National Expansion Memorial procurements exceeding \$500,000 and

*Whereas*, the funding for this project will come from the *2014 Arch Debt MG Set Replacement Project Fund*, which is the \$5,000,000 project fund resulting from the sale of the *2014 Series Arch Tram Revenue Bonds - PNC*; and

*Whereas*, on March 22, 2013, the Board of Commissioners approved a sole source contract, not to exceed \$615,000 to Maida Engineering, Inc. for the design and engineering services to complete the bid documents for the Arch Transportation System (ATS) Project motor-generator replacements; and

*Whereas*, Maida Engineering, Inc. is uniquely qualified to provide the design services for this final phase of the ATS Project, as evidenced by previous competitively bid contract awards and the existing design contract. Allowing Maida to continue providing services through the construction of the replacement sets will greatly reduce ATS Project delay risks; and

*Whereas*, it is feasible, necessary and in the public interest for the Board to approve this modification of the current Maida Engineering Inc. contract for engineering and design services during the construction of the replacement of the ATS motor-generator sets in an amount not to exceed \$430,000. This amount includes \$25,000 for National Park Service requested safety engineering services and a 12% contingency for potential changes in scope and unforeseen conditions, which brings the total contract amount for this project to \$1,045,000, 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 Modifications. The Board of Commissioners hereby approves this modification of the current Maida Engineering Inc. contract for engineering and design services during the construction of the replacement of the ATS motor-generator sets in an amount not to exceed \$430,000, which brings the total contract amount for this project to \$1,045,000.

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 Maida Engineering, 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.      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.      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 24<sup>th</sup> day of April, 2015.

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

By David A. Diegel  
Title CHAIR

[SEAL]

ATTEST:

By Bonnie Rubin  
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 TREASURY SERVICES TO ESTABLISH A BANK ACCOUNT  
FOR THE BI-STATE DEVELOPMENT INTERNAL SERVICE FUNDS**

**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, 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 to perform all other necessary and incidental functions; and

*Whereas*, in accordance with the approved Internal Audit Department (IAD) Annual Audit Plan, an audit of the Agency's Self-Funded Health Insurance Plan was performed by Brown Smith Wallace, LLC, a certified public accounting firm. At the November 21, 2014, Board of Commissioners' Meeting the Board of Commissioners voted unanimously to accept and approve the Draft Self-Funded Health Insurance Plan Audit report; and

*Whereas*, Board Policy Chapter 30, Audit, Finance and Budget, Section 30.040(C), Banking and Investment, states that: "Any two of the following may open bank accounts, subject to the approval of the Board of Commissioners through a confirming motion at the next meeting of the Board of Commissioners: Chair, Board of Commissioners; Vice Chair, Board of Commissioners; Treasurer, Board of Commissioners; President & CEO; and Chief Financial Officer"; and

*Whereas*, in order to improve the overall accountability and governance for the Agency's Self-Funded Health Insurance Plan, the Board of Commissioners approved the recommendation to establish an Internal Service Fund (ISF) and a separate bank account for all BSDA/Metro Health Insurance Plan cash receipts and disbursements; and

*Whereas*, it is feasible, necessary and in the public interest for the Agency to approve the authorization for Treasury Services to set up the bank account for the Bi-State Development Internal Service Funds, 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 Authorization. The Board of Commissioners hereby approves the authorization for Treasury Services to set up the bank account for the Bi-State Development Internal Service Funds.

Section 3. Actions of Officers Authorized. The Officers of the Agency 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

the connection with or incidental to this Resolution; and the execution of such documents or 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 intends to adopt each 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 the valid portions, standing alone, are incomplete and are therefore 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, its 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.        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 April, 2015.

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

By David A. Ditzel  
Title CHAIR

[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 APPLICATIONS FOR ASSISTANCE  
UNDER THE FEDERAL EMERGENCY MANAGEMENT  
AGENCY TRANSIT SECURITY GRANT PROGRAM**

**PREAMBLES:**

*Whereas*, the Bi-State Development Agency ("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 ("Board"); and

*Whereas*, the Agency is authorized by Section 70.370 RSMo. *et. seq.* and 45 Ill. Comp. Stat. 100/1 *et. seq.*, jointly referred to as the "Compact", to plan, construct, maintain, own and operate airports and terminal facilities; to acquire by gift, purchase or lease, and to plan, construct, operate and maintain or lease to others for those purposes, airports, wharves, docks, harbors, passenger transportation facilities and other terminal facilities; to receive for its lawful activities any contributions or moneys appropriated by municipalities, counties, states of other political subdivisions or agencies; or by the federal government or any agency or officer thereof; to perform all other necessary and incidental functions; and to contract and to be contracted with; and

*Whereas*, the United States Department of Homeland Security, Federal Emergency Management Agency (FEMA) provides competitive funding that may be used for specific projects that strengthen the critical infrastructure of transit systems; and

*Whereas*, any contract for financial assistance under the Transit Security Grant Program ("Program") will impose certain obligations upon the Agency, including the provision by it of the local share of the project costs; and

*Whereas*, this Resolution was presented to and discussed by the Board at its FY2016 budget meeting on March 27, 2015, and is being considered for final approval at its next regularly scheduled meeting on April 24, 2015; and

*Whereas*, it is feasible, necessary and in the public interest to annually file and execute applications with the Federal Emergency Management Agency (FEMA) for assistance under the Transit Security Grant Program.

**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 hereto as fully and completely as if set out in this Section 1.

Section 2.      Approval of Filing Applications and Execution of Grant Agreements. The Board of Commissioners hereby approves the filing and execution of grant applications to the FEMA for assistance under the Transit Security Grant Program, pursuant to this Resolution and the Compact, for the authorized Agency purposes set forth in the preambles hereto and subject to the conditions hereinafter provided.

Section 3.      Actions of Officers Authorized. The officers of the Agency, including without limitation the Chairman and Vice Chairman of the Board of Commissioners, the President and CEO and the Chief Financial

Officer or Designated Individual, are hereby authorized and directed to execute and file all documents and to take such actions as they may deem necessary or advisable in order to carry out the purposes of the Resolution; 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 herein, and that the Board intends to adopt each 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 is determined to be, or to have been, unlawful or unconstitutional, the remaining parts, sections and subsections shall remain in full force and effect, unless the Court making this finding determines that the valid portions, standing alone, are incomplete and incapable of being executed in accordance with the intent of the Resolution.

Section 5.      Payment of Expenses. The Senior Vice President and Chief Financial Officer 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 Resolution.

Section 6.      Rights Under Resolution Limited: No rights shall be conferred by this resolution upon any person or entity other than the Agency's officers and employees.

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.      Governing Law. The laws of the States of Missouri and Illinois shall govern this Resolution.

Section 9.      Effective Date. This Resolution shall be in full force and effect from and after its passage by the Board of Commissioners.

**ADOPTED** by the Board of Commissioners of the Bi-State Development Agency this 24<sup>th</sup> day of April, 2015.

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

By: David A. Dufel

Its: Chair

[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 METROPOITAN DISTRICT  
AUTHORIZING THE FILING AND EXECUTION OF  
GRANT AGREEMENTS WITH THE MISSOURI HIGHWAY  
AND TRANSPORTATION COMMISSION**

**PREAMBLES:**

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

*Whereas*, the Agency is authorized by Sections 70.730 RSMo. *et. seq.* and 45 Ill. Comp. Stat. 100/1, *et. seq.*, and by the Compact, to plan, construct, maintain, own and operate airports and terminal facilities; to acquire by gift, purchase or lease, and to plan, construct, operate and maintain or lease to others for those purposes, airports, wharves, docks, harbors, passenger transportation facilities and other terminal facilities; to receive for its lawful activities any contributions or moneys appropriated by municipalities, counties, states of other political subdivisions or agencies; or by the federal government or any agency or officer thereof; to perform all other necessary ad incidental functions; and to contract and to be contracted with; and

*Whereas*, the Missouri Department of Transportation ("MoDOT") is authorized to make grants for general public transportation projects; and.

*Whereas*, a grant agreement with MoDOT for financial assistance imposes certain obligations on the Agency, including the requirement that the Agency provide a local share of a project's cost; and

*Whereas*, it is the goal of the Agency to provide the best transit system that it can with the funds available; and

*Whereas*, this Resolution was presented to and discussed by the Board at its FY2016 budget meeting on March 27, 2015, and is being considered for final approval at its next regularly scheduled meeting on April 24, 2015; and

*Whereas*, it is feasible, necessary and in the public interest to annually file grant applications with MoDOT, and to execute grant agreements related thereto.

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

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

Section 2. Approval of the Filing of Grant Applications and Execution of Grant Agreement. The Board of Commissioners hereby approves the filing of grant applications with MoDOT for 49 U.S.C. Section 5309 assistance, and the execution of related grant agreements under and pursuant to this Resolution and the Compact for the authorized Agency purposes set forth the in the Preambles hereto, and subject to the conditions hereinafter provided.

Section 3. Actions of Officers Authorized. The officers of the Agency, including without limitation, the Chairman and Vice Chairman of the Board of Commissioners, the President and CEO and the Chief Financial Officer or Designated Individual, are hereby authorized and directed to execute and file all documents and to take such actions as they may deem necessary or advisable in order to carry out the purposes of the Resolution; 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 herein, and that the Board intends to adopt each 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 is determined to be, or to have been, unlawful or unconstitutional, the remaining parts, sections and subsections shall remain in full force and effect, unless the Court making this finding determines that the valid portions, standing alone, are incomplete and incapable of being executed in accordance with the intent of the Resolution.

Section 5. Payment of Expenses. The Senior Vice President and Chief Financial Officer 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 Resolution.

Section 6. Rights Under Resolution Limited. No rights shall be conferred by this resolution upon any person or entity other than the Agency's officers and employees.

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. Governing Law. The laws of the States of Missouri shall govern 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 on this 24<sup>th</sup> day of April, 2015

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

By: David A. Dietzel

Its: CHAIR

[Seal]

ATTEST:

By: Walter E. Smith  
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 GRANT APPLICATIONS AND GRANT  
AGREEMENTS WITH THE STATE OF ILLINOIS  
DEPARTMENT OF TRANSPORTATION**

**PREAMBLES:**

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

*Whereas*, the Agency is authorized by Sections 70.730 RSMo. *et. seq.* and 45 Ill. Comp. Stat. 100/1, *et. seq.*, and by the Compact, to plan, construct, maintain, own and operate airports and terminal facilities; to acquire by gift, purchase or lease, and to plan, construct, operate and maintain or lease to others for those purposes, airports, wharves, docks, harbors, passenger transportation facilities and other terminal facilities; to receive for its lawful activities any contributions or moneys appropriated by municipalities, counties, states or other political subdivisions or agencies; or by the federal government or any agency or officer thereof; to perform all other necessary and incidental functions; and to contract and to be contracted with; and

*Whereas*, the Agency may apply to the State of Illinois Department of Transportation ("IDOT") to acquire grant funding for information and/or communications systems projects, facility improvements, support equipment, bus and other revenue and support vehicles, fare equipment, shop equipment, and other associated capital projects, and to amend any such existing grants or grant applications; and

*Whereas*, the Agency may execute a certain capital agreement ("Agreement") with IDOT in order to obtain grant assistance under the provisions of 20 ILCS 2705 *et. seq.*, 20 ILCS 5/5-675 and 30 ILCS 415/1, *et seq.*, and may execute amendments to any such existing grant agreements with IDOT; and

*Whereas*, it is the goal of the Agency to provide the best transit system that it can provide with the available funds; and

*Whereas*, this Resolution was presented to and discussed by the Board at its FY2016 budget meeting on March 27, 2015, and is being considered for final approval at its next regularly scheduled meeting on April 24, 2015; and.

*Whereas*, it is feasible, necessary and in the public interest for the Agency to annually file and amend grant applications and execute and amend grant agreements with IDOT.

**NOW, THEREFORE, THE BOARD OF DIRECTORS 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 hereto as fully and completely as if set out in this Section 1.

**Section 2.**      **Approval of Filing of Grant Applications and Execution of Grant Agreements.** The Board of Commissioners hereby approves the filing and amendment of grants and grant applications with IDOT for

capital improvements, and the execution of grant agreements and amendments for the authorized Agency purposes set forth in the Preambles hereto and subject to the conditions hereinafter provided.

Section 3. Actions of Officers Authorized. The officers of the Agency, including without limitation the Chairman and Vice Chairman of the Board of Commissioners, the President and CEO and the Chief Financial Officer or Designated Individual, are hereby authorized and directed to execute and file all documents and to take such actions as they may deem necessary or advisable in order to carry out the purposes of the Resolution; 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 herein, and that the Board intends to adopt each 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 is determined to be, or to have been, unlawful or unconstitutional, the remaining parts, sections and subsections shall remain in full force and effect, unless the Court making this finding determines that the valid portions, standing alone, are incomplete and incapable of being executed in accordance with the intent of the Resolution.

Section 5. Payment of Expenses. The Senior Vice President and Chief Financial Officer 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 Resolution.

Section 6. Rights Under Resolution Limited. No rights shall be conferred by this resolution upon any person or entity other than the Agency's officers and employees.

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. Governing Law. The laws of the States of Missouri and Illinois shall govern 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 this 24<sup>th</sup> day of April, 2015.

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

By: David A. Dietzel

Its: Chair

[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  
APPROVING THE FY2016 BI-STATE DEVELOPMENT AGENCY  
OPERATING AND CAPITAL BUDGET**

**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 under the Compact to construct, maintain, own and operate passenger transportation facilities; to disburse funds for this and its other lawful activities; to fix salaries and wages of its officers and employees; to perform all other necessary and incidental functions; and

*Whereas*, the Compact requires that the Agency shall not incur any obligations for salaries, office or other administrative expenses, prior to making appropriations adequate to meet the same; and

*Whereas*, therefore, Board Policy 30.030 requires the President & CEO to prepare an annual operating and capital budget to be presented to and approved by the Board of Commissioners at a regularly scheduled meeting prior to the beginning of each new fiscal year; and

*Whereas*, a detailed presentation of the Bi-State Development Agency's proposed FY2016 Operating and Capital Budget was presented for discussion at the Board's Budget Review Meeting on March 27, 2015; and.

*Whereas*, this Resolution was presented to and discussed by the Board at its FY2016 budget meeting on March 27, 2015, and is being considered for final approval at its next regularly scheduled meeting on April 24, 2015; and

*Whereas*, following the Budget Review meeting the FY2016 Operating and Capital Budget will be presented to the Board for formal approval at its regularly scheduled meeting on April 24, 2015; and

*Whereas*, approval of the Bi-State Development Agency's FY2016 Strategic Plan and the Operating and Capital Budget is feasible, necessary and in the public interest.

**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 FY2016 Operating and Capital Budget.** Pursuant to this Resolution and the Compact and for the authorized Agency purposes set forth in the preambles hereof, the Board of Commissioners approves the Bi-State Development Agency's FY2016 Operating and Capital Budget subject to the conditions hereinafter provided.

Section 3.      Actions of Officers Authorized. The officers of the Agency, including, without limitation, the Chairman, Vice Chairman, the President & CEO, and the Senior Vice President and Chief Financial Officer or Designated Individual, are hereby authorized and directed to execute and file 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. 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 that every part, section and subsection of this Resolution shall be separate and severable from every other part, section and subsection hereof, and the Board to adopt each said part, section and subsection separately and independently. In the event that any part, section or subsection shall be determined to be, or to have been, unlawful or unconstitutional, the remaining parts, sections and subsections shall 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.      Payment of Expenses. The Senior Vice President and Chief Financial Officer 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 Resolution.

Section 6.      Rights Under Resolution Limited: No rights shall be conferred by this resolution upon any person or entity other than the Agency's officers and employees.

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.      Governing Law. The laws of the States of Missouri and Illinois shall govern 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 this 24<sup>th</sup> day of April, 2015.

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

By David A. Dugan

Its CHAIR

[SEAL]

ATTEST:

By [Signature]  
Deputy Secretary to the Board of Commissioners



**A RESOLUTION AUTHORIZING THE FILING OF APPLICATIONS, AMENDMENTS,  
CERTIFICATIONS, ASSURANCES AND AGREEMENTS RELATING TO ANY GRANTS  
FOR WHICH THE BI-STATE DEVELOPMENT AGENCY APPLIES FROM  
THE UNITED STATES DEPARTMENT OF TRANSPORTATION**

**PREAMBLES:**

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

*Whereas*, the Federal Transit Administration ("FTA") is an operating entity of the United States Department of Transportation for the purpose of administering Federal transportation assistance as authorized by 49 U.S.C. Chapter 53, by certain provisions under Title 23 of the United States Code, and by certain other Federal statute that provides funding for public transportation purposes and is administered by the FTA; and

*Whereas*, the FTA has been delegated the authority to award Federal financial assistance for transportation projects; and

*Whereas*, grants for Federal financial assistance impose certain obligations upon the Agency; and

*Whereas*, the Agency is a Designated Recipient of Federal transportation assistance previously authorized under SAFETEA-LU legislation for funding through the Urbanized Area Formula Program, 49 U.S.C. 5307; the Capital Investment Program (Fixed Guideway Modernization), 49 U.S.C. 5309; the Clean Fuels Bus, 49 U.S.C. 5309; the Bus and Bus Livability, 49 U.S.C. 5309; the Alternatives Analysis, 49 U.S.C. 5339; and is an authorized sub-recipient of funds under the Job Access and Reverse Commute Program, 49 U.S.C. 5316; and the New Freedom Program, 49 U.S.C. 5317; and is an authorized recipient of CMAQ and STP funds, 49 U.S.C. 5307; and

*Whereas*, the Agency is a Designated Recipient of Federal transportation assistance through the current MAP-21 legislation for funding through the Urbanized Area Formula Program, 49 U.S.C. 5307; the Capital Investment Program (New Starts), 49 U.S.C. 5309; the Bus and Bus Facility Formula, 49 U.S.C. 5339; the Public Transportation Emergency Relief, 49 U.S.C. 5324; the Asset Management, 49 U.S.C. 5326; the State of Good Repair, 49 U.S.C. 5337; and is an authorized sub-recipient of funds under the Enhanced Mobility of Seniors and Individuals with Disabilities, 49 U.S.C. 5310; and is an authorized recipient of CMAQ and STP funds, 49 U.S.C. 5307; and

*Whereas*, the Agency is a Designated Recipient of Federal transportation assistance through the 2014 TIGER Discretionary Grants program, made available under the Consolidated Appropriations Act, 2014 (Pub. L. 113-76, January 17, 2014); and

*Whereas*, the FTA is required by Federal statute to obtain specific annual certifications for its formula grant program for urban areas; and

*Whereas*, the FTA allows the Agency to certify compliance with all of the certifications and assurances that are pertinent to each grant for which the Agency may wish to apply; and

*Whereas*, Counsel for FTA Region 7 has requested that the Board of Commissioners grant the Agency multi-year authority to certify such compliance; and

*Whereas*, this Resolution will be applicable for FY2016 – FY2018; and

*Whereas*, this Resolution was presented to and discussed by the Board at its FY2016 budget meeting on March 27, 2015, and is being considered for final approval at its next regularly scheduled meeting on April 24, 2015; and

*Whereas*, it is necessary and in the public interest for the Agency to certify such compliance to the FTA.

**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 hereto as fully and completely as if set out in this Section 1.

Section 2.      Approval to Execute and File Applications for Federal Assistance. The Board Chairman, Vice-Chairman, President & CEO, the Senior Vice President and Chief Financial Officer, or a Designated Individual are authorized to execute and file application(s) on behalf of the Agency to the FTA for Federal assistance authorized by 49 U.S.C. Chapter 53, by Title 23 of the United States Code or by other Federal statutes that provide funds for public transportation purposes and are administered by the FTA during, FY16, FY17 and FY18.

Section 3.      Approval to Execute and File the Annual Certification and Assurances. The Board Chairman, Vice-Chairman, President & CEO, the Senior Vice President and Chief Financial Officer, or a Designated Individual are authorized in, FY16, FY17 and FY18 to execute and file with the Agency's application(s) the annual certification and assurances and other documents required by the FTA before a Federal assistance grant or cooperative agreement can be awarded.

Section 4.      Approval to Execute Grant and Cooperative Agreements. The Board Chairman, Vice-Chairman, President & CEO, the Senior Vice President and Chief Financial Officer, or a Designated Individual are authorized to execute grant and cooperative agreements with the FTA on behalf of the Bi-State Development Agency of the Missouri-Illinois Metropolitan District during FY16, FY17 and FY18.

Section 5.      Actions of Officers Authorized. The officers of the Agency, including without limitation the Chairman and Vice Chairman of the Board of Commissioners, the President and CEO and the Chief Financial Officer are hereby authorized and directed to execute all documents and to take such actions as they may deem necessary or advisable in order to carry out the purposes of the Resolution; and the execution of such documents or taking of such action shall be conclusive evidence of such necessity or advisability.

Section 6.      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 herein, and that the Board intends to adopt each 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 is determined to be, or to have been, unlawful or unconstitutional, the remaining parts, sections and subsections shall remain in full force and effect, unless the Court making this finding determines that the valid portions, standing alone, are incomplete and incapable of being executed in accordance with the intent of the Resolution.

Section 7.      Payment of Expenses. The Senior Vice President and Chief Financial Officer 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 Resolution.



Section 8.      Rights Under Resolution Limited: No rights shall be conferred by this resolution upon any person or entity other than the Agency's officers and employees.

Section 9.      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 10.     Governing Law. The laws of the States of Missouri and Illinois shall govern this Resolution.

Section 11.     Effective Date. This Resolution shall be in full force and effect from and after its passage by the Board of Commissioners.

**ADOPTED** by the Board of Commissioners of The Bi-State Development Agency on this 24<sup>th</sup> day of April, 2015.

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

By David A. Ditzel

Title CHAIR

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 EXECUTION OF  
GRANT AGREEMENTS WITH THE MISSOURI HIGHWAY AND  
TRANSPORTATION COMMISSION FOR STATE OPERATING ASSISTANCE**

**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 airports and terminal facilities; to acquire by gift, purchase or lease and to plan, construct, operate, and maintain or lease to others for operation or maintenance, airports, wharves, docks, harbors, passenger transportation facilities and other terminal facilities; to receive for its lawful activities any contributions or moneys appropriated by municipalities, counties, state or other political subdivisions or agencies; or by the federal government or any agency or officer thereof; to perform all other necessary and incidental functions; and to contract and to be contracted with; and

*Whereas*, the Chief Engineer of the Missouri Department of Transportation (MoDOT) is authorized to make operating assistance grants for general public transportation projects; and

*Whereas*, the contract for financial assistance will impose certain obligations upon the Agency, including the provision by it of the local share of the project costs; and

*Whereas*, it is the goal of the Agency to provide the best transit system that can be provided with the funds that are available; and

*Whereas*, this Resolution was presented to and discussed by the Board at its FY2016 budget meeting on March 27, 2015, and is being considered for final approval at its next regularly scheduled meeting on April 24, 2015; and

*Whereas*, it is feasible, necessary and in the public interest to annually execute a grant agreement with MoDOT for state operating assistance.

**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 Execution of Grant Agreement.** The Board of Commissioners hereby approves the execution of grant agreements with MoDOT for state operating assistance 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 Chairman, Vice Chairman, President and CEO and Chief Financial Officer or Designated Individual be, and they hereby are, authorized and directed to execute and file 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 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.        Payment of Expenses. The Senior Vice President and Chief Financial Officer 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 Resolution.

Section 6.        Rights Under Resolution Limited: No rights shall be conferred by this resolution upon any person or entity other than the Agency's officers and employees.

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.        Governing Law. The laws of the States of Missouri shall govern 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 on this 24<sup>th</sup> day of April, 2015.

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

By David A. Dutzel  
Its CHAIR

[SEAL]

ATTEST:

By [Signature]  
Deputy Secretary to the Board of Commissioners



**A RESOLUTION OF THE BOARD OF COMMISSIONER OF THE  
BI-STATE DEVELOPMENT AGENCY OF THE MISSOURI-ILLINOIS  
METROPOLITAN DISTRICT AUTHORIZING THE FILING OF  
GRANT APPLICATIONS AND EXECUTION OF GRANT AGREEMENTS  
WITH THE FEDERAL AVIATION ADMINISTRATION AND THE  
ILLINOIS DEPARTMENT OF TRANSPORTATION DIVISION OF AERONAUTICS**

**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 airports and terminal facilities; to acquire by gift, purchase or lease and to plan, construct, operate, and maintain or lease to others for operation or maintenance, airports, wharves, docks, harbors, passenger transportation facilities and other terminal facilities; to receive for its lawful activities any contributions or moneys appropriated by municipalities, counties, state or other political subdivisions or agencies; or by the federal government or any agency or officer thereof; to perform all other necessary and incidental functions; and to contract and to be contracted with; and

*Whereas*, the Federal Aviation Administration (FAA) and the Illinois Department of Transportation (IDOT) Division of Aeronautics are authorized to make grants for aviation and public transportation projects; and

*Whereas*, the Agency accepts all grants from State and Federal sources such as the FAA and IDOT Division of Aeronautics for airport infrastructure improvements including but not limited to runway, taxiway, and apron construction/rehabilitation; airfield lighting, signage, drainage, and navigation aids; safety area improvements; special-purpose airport vehicles and equipment; fuel storage and distribution systems; aircraft hangers; automobile roadways and parking lots; planning, engineering, environmental studies; and land acquisitions; and

*Whereas*, this Resolution was presented to and discussed by the Board at its FY2016 budget meeting on March 27, 2015, and is being considered for final approval at its next regularly scheduled meeting on April 24, 2015; and

*Whereas*, it is feasible, necessary and in the public interest to file grant applications with FAA and IDOT, and to execute grant agreements related thereto.

**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 Filing of Grant Applications and Execution of Grant Agreements. The Board of Commissioners hereby approves the filing of grant applications with the FAA and IDOT Division of Aeronautics and the execution of related grant agreements 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 Chairman, Vice Chairman, President & CEO, and the Chief Financial Officer or Designated Individual be, and they hereby are, authorized and directed to execute and file 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 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.        Payment of Expenses. The Senior Vice President and Chief Financial Officer 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 Resolution.

Section 6.        Rights Under Resolution Limited: No rights shall be conferred by this resolution upon any person or entity other than the Agency's officers and employees.

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.        Governing Law. The laws of the States of Missouri and Illinois shall govern 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 on this 24<sup>th</sup> day of April, 2015.

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

By David A. Datz  
Its CHAIR

[SEAL]

ATTEST:

By Bahara Embury  
Deputy Secretary of the Board of Commissioners

Bahara Embury  
Resolution 686  
Bi-State Development Board of Commissioners

April 24, 2015  
Approval to Apply for Grant Agreement with FAA and IDOT (FY16)  
Page 2

**Open Session Item**

**5**

**BI-STATE DEVELOPMENT AGENCY  
TREASURER'S REPORT  
April 30, 2015**

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**INVESTMENTS**

***Yields:***

Agency investments had an average yield of .22% in April. For reference, April yields on the ninety day and one year U.S. Treasury were .01% and .23%, respectively. Information from the Fed in April indicated that economic growth slowed during the winter months. The unemployment rate remained steady and inflation was low. The Fed still expects the economy to grow at a moderate pace in future months. It is likely we will see an interest rate increase later this year.

***Invested Funds:***

In April, the Agency had \$210 million in invested funds. Approximately 28% of these funds were invested in U.S. Treasury or U.S. Government Agency securities, and 33% 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 Agency investments was approximately 130 days.

**DEBT MANAGEMENT**

***Debt Restructuring, 2013:***

On July 1, 2013, Metro 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 Metro:

- Improved debt ratings. The bonds were assigned ratings of 'AA+' and 'Aa3' by S&P and Moody's, respectively. The higher ratings will benefit Metro in future financings.
- Eliminated exposure of Metro 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 Metro's capital program.

In July 2014, St Louis County approved the appropriation of the 2nd loan advance in the amount of \$30 million to the Agency. The Agency redeemed the Series 2052 bonds in the amount of \$30 million on October 1, 2014. This lowered the interest rate on \$30 million in debt from 4.75% to 1.04%. The debt service reserve fund requirement on the 2013A bonds decreased by approximately \$1.3 million for a total debt service reserve requirement of approximately \$25 million.

On April 1, 2015, the semi-annual interest payments of approximately \$11.3 million were made on the 2009 and the 2013 debt.

***Arch Tram Revenue Bonds, 2014:***

On December 3, 2014, Metro 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, half 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 Agency/St. Clair County Transit District Revenue Bonds Refunding, 2014:***

On December 4, 2014, the Agency and St Clair County Transit District closed on the \$4,160,000 issuance of the Series 2014 Bi-State Development Agency/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:***

Metro 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 Metro deposit additional collateral with the lease trustee, of which the St. Clair County Transit District (SCCTD) provided 70%. We currently have approximately \$7.5 million in collateral invested in U.S. Treasuries.

**FUEL HEDGING**

In April, in conjunction with its diesel fuel hedging program, Metro had a *realized loss of \$343 thousand* on the sale of Home Heating Oil #2 futures contracts. Since September 2014, the price of oil has been down. In April, oil prices increased. Metro's unrealized gains for April were approximately \$1.6 million. Generally, as the price of oil increases, the value of Metro'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 AGENCY- MONTHLY TREASURER'S REPORT

AS OF: 30-Apr-2015

31-Mar-2015

	Wt. Avg.	Dollars		Market		Wt. Avg.	Dollars	Percentage	Market	
BI-STATE DIRECTED:	Maturity (1)	(,000 omitted)	Of Total	Rate	Value (2)	Maturity (1)	(,000 omitted)	Of Total	Rate	Value (2)
Cash	0	\$10,232	6.6%	0.00%	\$10,232	0	\$9,852	7.1%	0.00%	\$9,852
Repurchase Agreements	1	65,201	41.9%	0.10%	65,201	1	49,253	35.6%	0.08%	49,253
Certificates of Deposit	55	650	0.4%	0.30%	650	85	898	0.6%	0.27%	898
U.S. Agencies (discounted)	40	4,994	3.2%	0.13%	5,000	70	4,994	3.6%	0.13%	4,999
U.S. Agencies (coupon)	357	27,603	17.7%	0.46%	27,612	360	34,605	25.0%	0.43%	34,611
U.S. Treasury Securities	339	4,394	2.8%	0.40%	4,401	369	4,394	3.2%	0.40%	4,402
Other Investments (3)	1	42,479	27.3%	0.05%	42,479	1	34,413	24.9%	0.05%	34,413
<b>SUB-TOTAL BI-STATE</b>	<b>75</b>	<b>\$155,553</b>	<b>100.0%</b>	<b>0.16%</b>	<b>\$155,575</b>	<b>105</b>	<b>\$138,409</b>	<b>100.0%</b>	<b>0.18%</b>	<b>\$138,428</b>
<b>BI-STATE DIRECTED-PROP M:</b>										
Certificates of Deposit	155	\$2,509	4.6%	0.16%	\$2,509	185	\$2,509	4.6%	0.16%	\$2,509
U.S. Agencies (discounted)	39	999	1.8%	0.13%	1,000	69	999	1.8%	0.13%	1,000
U.S. Agencies (coupon)	717	21,128	38.4%	0.86%	21,147	728	27,131	49.7%	0.86%	27,147
U.S. Treasury Securities	0	0	0.0%	0.00%	0	0	0	0.0%	0.00%	0
Other Investments (3)	1	30,390	55.2%	0.07%	30,390	1	23,943	43.9%	0.07%	23,943
<b>SUB-TOTAL PROP M</b>	<b>284</b>	<b>\$55,026</b>	<b>100.0%</b>	<b>0.38%</b>	<b>\$55,046</b>	<b>372</b>	<b>\$54,582</b>	<b>100.0%</b>	<b>0.47%</b>	<b>\$54,599</b>
<b>TOTAL BI-STATE DIRECTED</b>	<b>130</b>	<b>\$210,579</b>		<b>0.22%</b>	<b>\$210,621</b>	<b>181</b>	<b>\$192,991</b>		<b>0.26%</b>	<b>\$193,027</b>
<b>TRUSTEE DIRECTED:</b>										
Cash	0	\$0	0.0%	0.00%	\$0	0	\$0	0.0%	0.00%	\$0
U.S. Treasury Securities	0	0	0.0%	0.00%	0	0	0	0.0%	0.00%	0
Municipal Bonds	1875	10,629	22.7%	2.14%	10,581	1905	10,629	18.9%	2.14%	10,631
U.S. Agencies (coupon)	2186	14,688	31.4%	2.16%	14,954	2211	14,688	26.1%	2.16%	15,031
Commercial Paper	0	0	0.0%	0.00%	0	0	0	0.0%	0.00%	0
Other Investments (3)	1	21,443	45.9%	0.04%	21,443	1	30,876	54.9%	0.04%	30,876
<b>SUB-TOTAL TRUSTEE</b>	<b>1,113</b>	<b>\$46,760</b>	<b>100.0%</b>	<b>1.18%</b>	<b>\$46,978</b>	<b>939</b>	<b>\$56,193</b>	<b>100.0%</b>	<b>0.99%</b>	<b>\$56,538</b>
<b>TOTAL BI-STATE &amp; TRUSTEE</b>	<b>308</b>	<b>\$257,339</b>		<b>0.40%</b>	<b>\$257,599</b>	<b>352</b>	<b>\$249,184</b>		<b>0.43%</b>	<b>\$249,565</b>
<b>LRV LEASE/LEASEBACK 2001:</b>										
Cash	0	0	0.0%	0.01%	0	0	976	1.0%	0.01%	976
US Treasury Securities	282	7,512	7.7%	0.18%	7,516	282	7,512	7.6%	0.18%	7,512
Other Investments (4)	13 years	90,681	92.3%	5.80%	90,681	13 years	90,195	91.4%	5.80%	90,195
<b>SUB-TOTAL LRV 2001</b>		<b>\$98,193</b>	<b>100.0%</b>	<b>5.37%</b>	<b>\$98,197</b>		<b>\$98,683</b>	<b>100.0%</b>	<b>5.31%</b>	<b>\$98,683</b>
<b>SUB-TOTAL LEASES</b>		<b>\$98,193</b>			<b>\$98,197</b>		<b>\$98,683</b>			<b>\$98,683</b>
<b>Grand Total (5)</b>		<b>\$355,532</b>			<b>\$355,796</b>		<b>\$347,867</b>			<b>\$348,248</b>

## 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:

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Terri Gudowicz Green, Mgr of Treas Ops Date

Reviewed by:

*Tammy Fulbright* 6/5/15  
Tammy Fulbright, Dir of Treasury Services Date

Approved:

*Kathy Klevorn* 4/5/15  
Kathy Klevorn, CFO Date



**THE BI-STATE DEVELOPMENT AGENCY dba METRO**  
**MONTHLY TREASURER'S REPORT- ALL COMPANIES**  
**BANK / ISSUER SUMMARY as of: 4/30/2015**

*Section 1 Bank/Issuer Summary*

<b>BI-STATE DIRECTED *</b> <i>all non debt/lease assets, inc. Prop M:</i>	<b>CASH</b>	<b>CERTIFICATES OF DEPOSIT</b>	<b>REPURCHASE AGREEMENTS</b>	<b>OTHER</b>	<b>GOVERNMENT SECURITIES</b>	<b>COMMERCIAL PAPER\ BA's</b>	<b>TOTAL</b>	<b>MARKET VALUE</b>	<b>NOTES</b>
BANK OF AMERICA MERRILL LYNCH	9,610,430	0	13,000,000	21,424,990	0	0	44,035,420	44,035,420	FDIC\tri-party collateral(deposits).
BLACK ROCK	0	0	0	2,016,389	0	0	2,016,389	2,016,389	Money Market Fund (Govt. Securities).
COMMERCE BANK	0	2,756,609	0	0	0	0	2,756,609	2,756,609	FDIC\FRB collateral.
FIDELITY	0	0	0	8,728,487	0	0	8,728,487	8,728,487	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	25,004	0	2,689,577	0	0	0	2,714,581	2,714,581	FDIC; repo collateral held at JBT.
JP MORGAN CHASE	(129,871)	0	0	25,506,167	0	0	25,376,296	25,376,296	FDIC (bank acct.)MMKT (First Tier\Prime)
OPTUM	15,429	0	0	0	0	0	15,429	15,429	FDIC\FRB collateral.
PNC BANK	540,539	0	0	0	0	0	540,539	540,539	FDIC\FRB collateral.
RBC DAIN RAUSCHER	0	0	0	3,114,312	0	0	3,114,312	3,114,312	Commodities Margin Acct. (fuel hedging)
RJ O'BRIEN	0	0	0	1,539,601	0	0	1,539,601	1,539,601	Commodities Trading Acct. (fuel hedging)
REGIONS BANK	216,791	0	0	0	0	0	216,791	216,791	FDIC Insured.
UBS FINANCIAL	0	0	0	9,978,078	0	0	9,978,078	9,978,078	Money Market Fund (First Tier\Prime).
UMB BANK	8,423	0	49,511,000	0	0	0	49,519,423	49,519,423	FDIC\FRB Collateral.
U.S. BANK	110,485	0	0	0	0	0	110,485	110,485	FDIC\FRB Collateral.
ILLINOIS FUNDS	0	0	0	560,884	0	0	560,884	560,884	Illinois State Treasurer Investment Pool.
FARM CREDIT BANK	0	0	0	0	18,480,908	0	18,480,908	18,492,634	Safekept at Bank of America (BOA).
FEDERAL HOME LOAN BANK	0	0	0	0	36,243,024	0	36,243,024	36,266,712	Safekept at Bank of America (BOA).
U.S. TREASURY	0	0	0	0	4,393,679	0	4,393,679	4,400,658	Safekept by BOA or designated agent.
<b>sub-total Bi-State directed</b>	<b>10,397,230</b>	<b>3,406,609</b>	<b>65,200,577</b>	<b>72,868,908</b>	<b>59,117,611</b>	<b>0</b>	<b>210,990,935</b>	<b>211,033,328</b>	
<b>TRUSTEE DIRECTED</b> <b>DEBT ISSUES</b> <b>Cross County Bonds</b> <b>Series 2009, 2013</b> <b>BANK OF NEW YORK -MELLON TRUST</b>									
BLACK ROCK	0	0	0	15,585,443	0	0	15,585,443	15,585,443	Money Market Fund (First Tier\Prime).
GOLDMAN	0	0	0	1,984,052	0	0	1,984,052	1,984,052	Money Market Fund (First Tier\Prime).
FEDERATED GOVT OBLIG	0	0	0	1,846,534	0	0	1,846,534	1,846,534	Safekept at Bank of New York
MORGAN STANLEY	0	0	0	2,026,886	0	0	2,026,886	2,026,886	Safekept at Bank of New York
US BANK	0	0	0	0	0	0	0	0	Safekept at Bank of New York
GOVERNMENT AGENCIES	0	0	0	0	14,688,240	0	14,688,240	14,954,143	Safekept at Bank of New York
MUNICIPAL BONDS	0	0	0	0	10,629,027	0	10,629,027	10,581,044	Safekept at Bank of New York
<b>sub-total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>21,442,915</b>	<b>25,317,267</b>	<b>0</b>	<b>46,760,182</b>	<b>46,978,102</b>	
<b>SUB-TOTAL TRUSTEE (BONDS)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>21,442,915</b>	<b>25,317,267</b>	<b>0</b>	<b>46,760,182</b>	<b>46,978,102</b>	
<b>SUB-TOTAL BI-STATE AND TRUSTEE</b>	<b>10,397,230</b>	<b>3,406,609</b>	<b>65,200,577</b>	<b>94,311,823</b>	<b>84,434,878</b>	<b>0</b>	<b>257,751,117</b>	<b>258,011,430</b>	
<b>LRV Lease\Leaseback 2001 C1 C2</b>									
FSA\IG	0	0	0	90,681,154	0	0	90,681,154	90,681,154	Guaranteed Investment Contract (GIC).
U.S. TREASURY	0	0	0	0	7,512,392	0	7,512,392	7,516,079	Safekept by Lease Trustee.
<b>sub-total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>90,681,154</b>	<b>7,512,392</b>	<b>0</b>	<b>98,193,546</b>	<b>98,197,233</b>	
<b>sub-total leases</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>90,681,154</b>	<b>7,512,392</b>	<b>0</b>	<b>98,193,546</b>	<b>98,197,233</b>	
<b>GRAND TOTAL</b>	<b>\$10,397,230</b>	<b>\$3,406,609</b>	<b>\$65,200,577</b>	<b>\$184,992,977</b>	<b>\$91,947,270</b>	<b>\$0</b>	<b>\$355,944,663</b>	<b>\$356,208,663</b>	

\* 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. The Agency's bank accounts are protected either by Federal Deposit Insurance Corporation (FDIC) , or collateralized with securities pledged to the Agency 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 the Agency at the Federal Reserve Bank.

**BANKER'S ACCEPTANCE (BAs):** Negotiable investment instruments created by banks to finance commercial trade transactions. The Agency 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. The Agency'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. Agency 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 Agency 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.

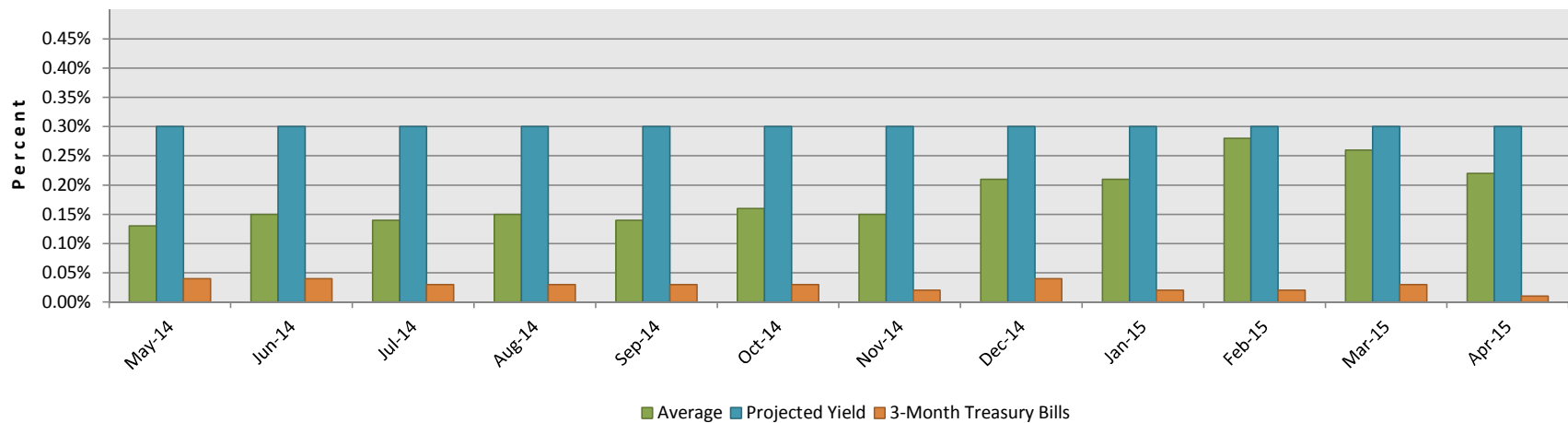
**A1-P1** Commercial Paper issues rated "A-1 by Standard and Poor's and "P-1" by Moody's have the greatest capacity for timely payment (least risk). The Agency's investment policy permits purchase of A2-P2 commercial paper from issuers with a business presence in the St. Louis region.

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

<b>Funds (ooo's omitted)</b>	May-14	Jun-14	Jul-14	Aug-14	Sep-14	Oct-14	Nov-14	Dec-14	Jan-15	Feb-15	Mar-15	Apr-15
Bi-State Investments	135,772	132,172	116,843	130,855	138,362	133,752	131,323	126,545	124,534	134,345	138,409	<b>155,553</b>
Bi-State Prop M Investments	54,494	56,620	56,628	56,667	56,886	57,062	56,218	56,433	55,896	54,094	54,582	<b>55,026</b>
Total	190,266	188,792	173,471	187,522	195,248	190,814	187,541	182,978	180,430	188,439	192,991	<b>210,579</b>
Projected Total	145,000	145,000	145,000	145,000	145,000	145,000	145,000	145,000	145,000	145,000	145,000	<b>145,000</b>
Trustee Investments	44,387	46,963	54,059	52,066	54,722	37,016	39,825	48,155	50,795	53,448	56,193	<b>46,760</b>

<b>Yields/Rates Information</b>	May-14	Jun-14	Jul-14	Aug-14	Sep-14	Oct-14	Nov-14	Dec-14	Jan-15	Feb-15	Mar-15	Apr-15
Bi-State	0.11%	0.13%	0.12%	0.12%	0.11%	0.13%	0.12%	0.15%	0.15%	0.19%	0.18%	<b>0.16%</b>
Prop M	0.19%	0.19%	0.18%	0.21%	0.21%	0.25%	0.23%	0.36%	0.34%	0.49%	0.47%	<b>0.38%</b>
<b>Average</b>	<b>0.13%</b>	<b>0.15%</b>	<b>0.14%</b>	<b>0.15%</b>	<b>0.14%</b>	<b>0.16%</b>	<b>0.15%</b>	<b>0.21%</b>	<b>0.21%</b>	<b>0.28%</b>	<b>0.26%</b>	<b>0.22%</b>
<b>Projected Yield</b>	<b>0.30%</b>	<b>0.30%</b>	<b>0.30%</b>	<b>0.30%</b>	<b>0.30%</b>	<b>0.30%</b>	<b>0.30%</b>	<b>0.30%</b>	<b>0.30%</b>	<b>0.30%</b>	<b>0.30%</b>	<b>0.30%</b>
Trustee	0.03%	1.55%	1.34%	1.39%	1.33%	1.93%	1.79%	1.51%	1.43%	1.37%	0.99%	<b>1.18%</b>
<b>3-Month Treasury Bills</b>	<b>0.04%</b>	<b>0.04%</b>	<b>0.03%</b>	<b>0.03%</b>	<b>0.03%</b>	<b>0.03%</b>	<b>0.02%</b>	<b>0.04%</b>	<b>0.02%</b>	<b>0.02%</b>	<b>0.03%</b>	<b>0.01%</b>
1 Year Treasury	0.10%	0.11%	0.12%	0.09%	0.11%	0.10%	0.12%	0.22%	0.16%	0.19%	0.26%	<b>0.23%</b>
Fed Funds (target)	0.25%	0.25%	0.25%	0.25%	0.25%	0.25%	0.25%	0.25%	0.25%	0.25%	0.25%	<b>0.25%</b>
20-Year Municipals	4.26%	4.29%	4.33%	4.17%	4.11%	3.90%	3.94%	3.65%	3.36%	3.62%	3.52%	<b>3.62%</b>
SIFMA (BMA) Index (month end)	0.06%	0.10%	0.06%	0.06%	0.05%	0.04%	0.05%	0.04%	0.02%	0.02%	0.02%	<b>0.11%</b>

## ANNUAL YIELDS



### Metro Diesel Fuel Hedging Program - FY 2015

	<b>Diesel Fuel Budget \ Actual Comparison:</b>	<b>Apr-15</b>	<b>Year to Date</b>	<b>Life to Date</b>
a	Gallons consumed-actual	456,131	4,591,363	67,678,383
b=(c/a)	Average cost per gallon-actual	\$ 1.91	\$ 2.44	\$ 2.20
c	<b>Total Diesel Fuel Cost-Actual</b>	<b>\$ 869,568</b>	<b>\$ 11,180,364</b>	<b>\$ 148,941,270</b>
d	Gallons consumed- budget	487,148	4,729,098	70,908,326
e=(f/d)	Average cost per gallon- budget	\$ 3.40	\$ 3.40	\$ 2.30
f	<b>Total Diesel Fuel Cost- Budget</b>	<b>\$ 1,656,303</b>	<b>\$ 16,078,933</b>	<b>\$ 163,352,823</b>
g=(f-c)	<b>Budget Variance (Unfavorable)</b>	<b>\$ 786,735</b>	<b>\$ 4,898,569</b>	<b>\$ 14,411,553</b>
h	<b>Realized Futures Gains (Losses)</b>	<b>\$ (342,875)</b>	<b>\$ (2,074,342)</b>	<b>\$ 3,715,522</b>
i=(c-h)	<b>Net Cost of Fuel</b>	<b>\$ 1,212,443</b>	<b>\$ 13,254,706</b>	<b>\$ 145,225,748</b>
j=(i-f)	<b>Net Budget Variance (Unfavorable)</b>	<b>\$ 443,860</b>	<b>\$ 2,824,227</b>	<b>\$ 18,127,075</b>
j=(i/f)	Net Cost of Fuel, Per Gallon, inc. Hedge	\$ 2.66	\$ 2.89	\$ 2.15
k=(e-i)	Net Budget Variance Per Gallon	\$ 0.74	\$ 0.51	\$ 0.16
<b>Futures Activity:</b>			<b>Price of Barrel of Oil:</b>	
	Futures Contracts Purchased	8	<b>Date</b>	<b>Price</b>
	Futures Contracts Sold	16	12/31/2014	\$ 53.27
	Futures Contracts Net Change at month end	(8)	01/31/2015	\$ 48.24
	Total Open Futures Contracts, at month end	137	02/28/2015	\$ 49.76
	Futures Contracts Unrealized Gain/(Loss) *	\$1,625,996	03/31/2015	\$ 47.60
	(% of Estimated Future Consumption)	75%	04/30/2015	\$ 59.63

\* = 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 Jun 2015 through Oct 2016 (17 months).

**Background:**

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

Metro 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 Agency  
Monthly Investment Report  
Report of Term Investment\* Purchases: April 2015**

Item	Investment:	Par Amount	Purchased	Maturity Date	Term(days)	Yield	Purchased From	Fund
Note: There were no new investment purchases in April								
	<b>Total</b>	\$ -						
					N/A	N/A		

**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	A2	A+	A-1	P-1	F1	NA
Commerce Bank	A	Aa3			P-1		NA
PNC Bank	A	A2	AA-	A-1	P-1	F1+	NA
Regions Bank	BBB+	Baa3	BBB	A-2	P-3	F2	NA
U.S. Bank	AA-	Aa3	AA-	A-1+	P-1	F1+	NA
UMB Bank	A-		A+	A-2		F1	NA
Trust Companies:							
Bank of New York Mellon Trust	AA-	Aa2	AA	A-1+	P-1	F1+	NA
Money Market Funds:	S&P			Moody's			
Black Rock FFI Treasury	AAAm			Aaa-mf			
Black Rock Fed	AAAm			Aaa-mf			
Black Rock Temp	AAAm			Aaa-mf			
FFI Select Institutional Fund (formerly Merrill now Black Rock)	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 Prime	AAAm			Aaa-mf			
Goldman Sachs Prime	AAAm			Aaa-mf			
JP Morgan Prime	AAAm			Aaa-mf			
UBS Select Prime	AAAm			Aaa-mf			
Wells Fargo Treasury	AAAm			Aaa-mf			
Other:	Long-Term Debt Rating			NA = Fitch overall bank ratings or LT debt ratings have been withdrawn			
	S&P	Moody's	Fitch				
AIG (2001 LRV Lease)	A+	A2	A+				
U.S. Treasury	AA+	Aaa	AAA				
Federal Home Loan Bank (FHLB)	AA+	Aaa					
Federal Farm Credit Bank (FCB)	AA+	Aaa	AAA				

Bi-State Development Agency dba Metro				
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	
<b>Principal (currently outstanding)</b>	<b>\$97,220,000</b>	<b>\$344,210,000</b>	<b>\$105,000,000</b>	<b>\$546,430,000</b>
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	2050	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%	1.04%-1.06%	
Interest pmt. dates	April, October	April, October	April, October	
<b>Annual debt service:</b>				
<b>Interest</b>	<b>\$4,767,975</b>	<b>\$17,224,738</b>	<b>\$1,107,000</b>	<b>\$23,099,713</b>
<b>Principal - (1st pymt 10/1/14-\$7,015,000)</b>	<b>\$0</b>	<b>\$7,220,000</b>	<b>\$0</b>	<b>\$7,220,000</b>
<b>total princ.&amp;int.</b>	<b>\$4,767,975</b>	<b>\$24,444,738</b>	<b>\$1,107,000</b>	<b>\$30,319,713</b>
Debt Service Reserve Fund (DSRF)	\$9.1 million in DSRF with bond trustee, BONY-Mellon.	\$25 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	







**BI-STATE DEVELOPMENT AGENCY / METRO  
FINANCE & ADMINISTRATION COMMITTEE MEETING  
OPEN SESSION MINUTES  
MAY 15, 2015**

**Committee Members in Attendance**

**Missouri**

Vernal Brown  
Constance Gully (via phone)  
Aliah Holman (absent)

**Illinois**

Tadas Kicielski, Chair  
David Dietzel

**Other Commissioners in Attendance**

Michael Buehlhorn (via phone)

**Staff in Attendance**

John Nations, President & CEO  
Barbara Enneking, General Counsel and Deputy Secretary  
Shirley Bryant, Certified Paralegal/Assistant Secretary  
Kathy Klevorn, Sr. Vice-President, Chief Financial Officer  
Melva Pete, Vice President, Human Resources  
Jim Cali, Director Internal Audit  
Brenda Krieger, Senior Administrative Assistant  
Tammy Fulbright, Director, Treasury Services  
David Toben, Director, Benefits  
Kent Swagler, Director, Corporate Compliance & Ethics  
Mark Vago, Controller  
Larry Jackson, Vice-President, Procurement, Inventory Management & Supplier Diversity  
Charles Pogorelac, Manager, Financial Planning and Budget  
Reginald Cavitt, ATU 788  
Debbie Erickson, Vice President Chief Information Officer  
Kerry Kinkade, Director IT Applications Development  
Michael Gibbs, Accountant, Business Enterprises  
Connie Welch, Manager General Accounting  
Charlie Priscu, Director Labor Relations  
Charles Stewart, Vice President Pension and Benefits (via phone @ 8:04 a.m.)  
Dianne Williams, Vice President Marketing and Communications

**Others in Attendance**

None

1. **Call to Order**  
**8:00 a.m.** Commissioner Kicielinski called the Open Session Finance & Administration Committee Meeting to order at 8:00 a.m.
2. **Roll Call**  
**8:00 a.m.** Roll call was taken.
3. **Public Comment**  
**8:00 a.m.** There was no public comment.
4. **Minutes of Prior Open Session Finance and Administration Committee Meeting**  
**8:01 a.m.** The March 27, 2015, Open Session Finance and Administration Committee Meeting minutes were provided in the Committee packet. A motion to approve the minutes was made by Commissioner Dietzel and seconded by Commissioner Brown. **Motion passed unanimously.**
5. **Sole Source Contracts for Hardware and Software Maintenance**  
**8:03 a.m.** The briefing paper regarding the sole source contracts for hardware and software maintenance was provided in the Committee packet. Larry Jackson, Vice President Procurement, Inventory Management & Supplier Diversity, provided a brief overview. The Agency has invested significantly in various technology platforms to enhance all aspects of its businesses. Each system requires continued support from the manufacturer/developer to ensure that the software functions as expected and the systems remain current with technology updates. Historically, contract approvals for technology hardware and software maintenance were submitted individually to the Board for approval. At an October 2013 Operations Committee meeting, it was suggested that the Agency revise this approach and submit annual approval of the required contracts. In compliance with that request, the required contracts are being submitted. Only three (3) of the contracts are expected to approach or exceed the \$100,000 amount necessary for Board approval, and they are with Kronos, Oracle and Trapeze. Agency staff will analyze each situation prior to entering into a contract to verify the continued need and appropriate level of support. Some discussion followed regarding an issue in Kronos, and the proper procedures to track timekeeping. Mr. Jackson assured the Board that the Kronos issues that were brought to the attention of the Audit Committee were training and implementation issues that have since been corrected. A motion for the Committee to accept and forward to the Board for approval the request to authorize the President & CEO to enter into sole source contracts for the support of the Agency's hardware and software systems, as required and within the amounts provided for in the FY2016 Operating Budget approved at the April 24, 2015 Board meeting, was made by Commissioner Brown and seconded by Commissioner Dietzel. **Motion passed unanimously.**
6. **Self-Funded Health Plan 2014 Year End Review**  
**8:04 a.m.** The briefing paper regarding the Self-Funded Health Plan 2014 Year End Review was provided in the Committee packet. David Toben, Director of Benefits, provided a brief overview. The Agency provides three medical plan options administered by Cigna Healthcare (**Cigna**), a three-tier prescription drug plan administered by Express Scripts; and a two-tier dental plan administered by Delta Dental of Missouri. These plans are self-funded through Agency and participant contributions. The Agency also retains stop loss insurance coverage through Cigna to provide protection against catastrophic individual accumulated medical/prescription drug claims in excess of \$600,000. All active full time and disabled employees and their dependents have access to these plans. Retirees and dependent spouses have access to the medical and prescription plans only. When a Retiree becomes Medicare eligible, the Agency medical plan becomes secondary. The Medicare Part D prescription program, sponsored by the Agency, provides federally mandated subsidies to the plan. Due to the implementation of the Health Reimbursement Account (**HRA**) program for Medicare eligible Salaried and IBEW retirees, there



was a reduction in membership; and as a result the costs for the self-funded health plan for 2014 were flat compared to 2013.

Cost savings related to the prescription drug plan prior authorization, drug quantity management and step-therapy programs are expected to save the Agency approximately \$250,000. An enhanced medical network savings program will be implemented on July 1, 2015, and that is expected to save \$800,000 in full plan year 2016. The Other Post-Employment Benefits (OPEB) liability reduction plan is expected to be fully implemented in 2016, providing a further balance sheet reduction of \$60 million to \$70 million in unfunded liabilities.

The Wellness Program (the “Program”) has been very successful, and in 2014 the Healthy Savings Program provided employees the opportunity to receive up to a \$500 discount off of their required contributions for the medical program. In order to receive that discount, the employees were required to meet four requirements under the program to qualify. With several cost containing opportunities occurring in 2015, it is expected that there will be continued cost reductions in 2016.

Discussion ensued regarding the Wellness Program. Mr. Nations reported that Director of Risk Management, Safety, and Claims, Kathy Brittin, had recently requested that the administration of the Wellness Program be brought in house. Given the gradual success of the Wellness Program, Mr. Nations reported that he has granted the request of Ms. Brittin, who is very encouraged by the Wellness Program results, and strongly believes that it will be cost effective to bring the Program in house. As part of that effort, the Agency’s staff will be able to broaden the Program, providing education and coaching, on-site personal training, nutrition counseling, classes, and educational visits to, for example, the grocery store for employees and dependents to better understand and read labels, to gain a better understanding of the health effects of their shopping choices.

This matter was presented for informational purposes only, and no Committee action was requested.

**7. Board Compliance and Ethics Training**

**8:15 a.m.** The briefing paper regarding the Board Compliance and Ethics Training along with the Corporate Compliance and Ethics Overview Training PowerPoint presentation were provided in the Committee packet. Kent Swagler, Director Corporate Compliance and Ethics, stated that since the presentation would be given at the full Board meeting, he would defer the presentation until then. The presentation will include compliance and ethics standards requirements, and overviews of the Compliance and Fraud Helpline, which will provide Compliance and Ethics training to the full Board of Commissioners. This material was presented as informational only, and no Committee action was required.

**8. 2014 Pension Valuation Update**

**8:17 a.m.** The 2014 Pension Valuation Update was provided in the Committee packet. Charles Stewart, Vice President Pension & Insurance, provided a brief overview. Millman, Inc. issued Valuation Reports for fiscal year ended 2014 for the four pension plans and they were as follows: 1) As of June 1, 2014, the funded ratio for the Salaried Pension Plan was 75.6% and the unfunded liability was \$17,900,818. The unfunded liability as of June 1, 2013 versus June 1, 2014 for the Salaried Pension plan went down due to significant transitions to switch to the 401(k) Plan. The actual valuation funding ratio went up from 73.2% to 75.6% and in 2013 the recommended contribution was \$3.5 million and the actual contribution was over \$4.2 million. This was primarily due to employees, who stayed in the plan, starting to pay 3% of their gross earnings as of January 2014. In addition, the company made a contribution because of the changes to make sure that the valuation stayed up. The recommended contribution of \$2.7 million is being

implemented. 2) As of April 1, 2014, the funded ratio for the IBEW Pension Plan was 78.9% and the unfunded liability was \$780,400. The IBEW plan is stable in terms of the number of employees, and the actuarial value of assets went up by \$500,000. The unfunded liability went down from \$942,000 to \$780,000 with a funding ratio increase from 71.8% to 78.9%. The total Agency contribution is \$95.80 per employee and the total employee contribution is \$34.34. The contribution rate for 2014 went down, but the IBEW Committee voted not to implement that decrease. All of the Union Pension Committees this year decided to stay with the higher rate from 2013 rather than go with the lower rate from 2014. They recognized that the more money put in the plans, the healthier the plans will be. 3) As of April 1, 2014, the funded ratio for the ATU Division 788 O&M Pension Plan was 56.4% and the unfunded liability was \$80,652,790. The number of total participants is stable and the actuarial valuation of assets was increased by \$11.8 million, part of that was an increase in investment earnings. The unfunded liability was reduced by \$3 million from \$83.7 million to \$80.7 million. Although the funding ratio went up from 52.5% to 56.4% it needs to be approximately 75% plus to be a healthy plan; and 4) As of April 1, 2014, the funded ratio for the ATU Division 788 Clerical Unit Pension Plan has approximately 122 participants and the actuarial value of assets went up by \$400,000. The funded ratio went up from 42.1% to 45%, which is an improvement but again not a very healthy plan. The Agency and Local 788, ATU, AFL-CIO agreed to merge the Division 788 O&M and Clerical Pension Plans, effective April 1, 2015. If the plans would have been merged on April 1, 2014, the funded ratio for the combined plans would have been 55.7% and the unfunded liability \$87,076,716. The combined rate for 2013 was \$170.50 and that is split between the Agency and the employees, and the rate went down because of the better results in the valuation, but again the pension committee decided not to implement the lower rate. They want to take every opportunity they can to get more money into the plan. Although combining these plans did not make for a healthier plan, it did provide a benefit to the participants and the combination of the contribution rates achieved a \$37.06 decrease to their weekly contribution amount. Comparative summaries of valuation results for all four pension plans were included as exhibits. This presentation was informational only, and no Committee action was required. A copy of this report will be kept at the office of the Deputy Secretary.

**9. 3<sup>rd</sup> Quarter Financial Statements**

**8:30 a.m.** The 3<sup>rd</sup> Quarter Financial Statements Report was provided in the Committee packet. Mark Vago, Controller, briefly discussed the combined schedule of revenues, expenses and net income (loss) for the quarter ending March 31, 2015. Executive Services for the first nine months had operating revenues that exceeded operating expenses and net operating income better than prior year results. The Gateway Arch ticket sales revenue was 6.3% lower than last year due to the Arch grounds construction project. The Agency contributed \$6.4 million to the National Park Service (NPS) to fund the roof for the new museum, water drainage project and corrosion study. The Arch Trams issued 30-year bonds of \$7.6 million to fund new motor generator sets for both trams, and to reimburse the Beneficial Fund for approximately half the roof cost. The Arch Tram system is generating a net loss before depreciation of \$6.2 million primarily due to the contribution to the NPS. Demolition for the Arch Parking Garage began in December 2014. Non-operating expense included a loss on the disposal of fixed assets of \$64,642. The final accounting related to the discontinued operations is expected to be completed by fiscal year end. The Riverfront Attractions attendance and operating revenues were down 48% and 44% respectively due to road closures. The heliport is operating, but the bike rentals have been temporarily discontinued. Riverfront Attractions has an operating loss of \$382,000 compared to a net income of \$37,000 in the prior year before construction started. The St. Louis Downtown Airport had an operating revenue 18.7% lower than last year due to renegotiated lease agreements for hanger rentals and fewer rented hangers. Operating expenses remain consistent year over year at approximately \$1.1 million. The Metro Transit System revenue is up slightly over last year at \$46.1 million despite ridership trending down 1.7% through the first nine months of the fiscal

year. Non-compensation related operating expenses for the first nine months of FY15 were \$63.4 million. Operating Expenses for all units for the first nine months are \$199.8 and \$195.9 million in FY15 and FY14 respectively. The increase in FY15 was partially attributable to the recent ATU 788 labor contract negotiations. Operating Revenue for all business units for the nine months ending March 31, 2015 was \$52.6 million.

Some discussion followed regarding the requirements of GASB-68, which would require the unfunded pension liability be placed on the Agency's balance sheet. This will have some minor effects on the income statement adding \$80 to \$100 million in liability. Rating agencies are aware of the GASB-68 requirements and they have indicated that they don't foresee any rating issues. This report was informational only, and no Committee action was required. A copy of the report will be kept at the office of the Deputy Secretary.

**10. 3<sup>rd</sup> Quarter Performance Indicators**

**8:45 a.m.** The 3<sup>rd</sup> Quarter Performance Indicators Report was provided in the Committee packet. Mark Vago, Controller, provided a brief overview. There were no major service changes in FY15, however the Agency continues to modify bus routes on a quarterly basis to improve efficiencies in scheduling and to match customer needs. System revenue miles decreased by 0.2% and revenue hours dropped 0.5%. Passenger revenue of \$40 million was 1.5% favorable to prior year primarily due to the July 1, 2014 fare increase affecting pricing of MetroLink base and reduced fares and weekly, monthly, and university semester passes. Ridership was down for the first nine months of FY15 by 1.7% from prior year, with MetroBus down 0.7%, MetroLink down 3.3% and Call-A-Ride down 0.8%. Operating expense per passenger boarding increased 4.2% compared to the prior year, but remains 2.8% under budget. Arch Tram ticket sales were down due to the on-going CityArchRiver construction project. The Riverfront Attractions were also affected by the construction project and cruises are down 40%. Operating income for the St. Louis Downtown Airport was \$204,949 below budget primarily because of decreased operating revenue. The Arch Parking Garage was closed permanently on December 2, 2014, and the operating loss as of March 31, 2015 was \$127,583 unfavorable to budget and \$110,940 less than prior year actual. Operating income for Executive Services exceeded the budget by \$807,476 as a result of expenses being lower than budget.

Discussion ensued regarding the financial reports. Mr. Nations stated that he has had a concern for some time that the financial reports as presented, while accurately reflecting the finances of the company from a generally accepted accounting principle (GAAP) and Federal Transit Administration (FTA) perspective, they do not really reflect a good management report on the operation and management of the company. Mr. Nations said that, from a business perspective, the money received from the local jurisdictions (St. Louis County, the City of St. Louis, and St. Clair County) should be included as operating income rather than non-operating revenue, for the reason that the money is actually earned, pursuant to an agreement with the jurisdictions to provide a given level of service in return for the money received. This is in contrast to the grants and assistance which is provided from the Federal Government on the formula, or other basis, as well as from the State of Missouri (such as it is), which is provided without regard to any level of service at all. Moving the revenue from the non-operating revenue portion of the financial statements to operating income drastically changes the view of the company. Mr. Nations also reported that they do not always accurately reflect exactly what the management goals are. For example, Mr. Nations said there is often talk of "farebox recovery" being at a given percentage, in our case, around 19%. Mr. Nations reported that the transit business does not focus on, necessarily, increasing farebox revenue, because it is something that we do not control, and added that St. Louis County, for example, requires service to be provided throughout the County, without regard to ridership, thereby reducing what would be the farebox recovery for the transit system as a whole. Nevertheless, the transit agency is not at liberty to eliminate such less



productive service, because it is a service actually requested and paid for by St. Louis County. Mr. Nations said that we also too often focus on the sales tax revenues received by the underlying jurisdictions, which does not have significant effect on our operations. Commissioner Kicielinski said that Mr. Nations's explanation was enlightening. Mr. Nations said that the review of how we are presenting our financial information has been an ongoing project, and the Committee and the Board should anticipate that they will be receiving financial statements in a slightly different format in the not too distant future.

**11. March Treasury Report**

**8:50 a.m.** The March 31, 2015 Treasury Report was provided in the Committee packet. Tammy Fulbright, Director, Treasury Services, provided a brief overview discussing the investments, debt management and fuel hedging. The Agency investments had an average yield of .26 basis points as of March 2015. The Bi-State Directed Funds totaled approximately \$193 million and the Trustee Directed funds totaled approximately \$56 million, for a combined total of approximately \$249 million. The LRV Lease/Leaseback 2001 total was \$98,683. The Agency successfully sold its \$381,225,000 Series 2013A Bonds on July 1, 2013, and the deal closed on August 1, 2013. The effective cost of the funds of 4.44% was achieved, and the effect of the \$75 million County loan brought the true interest cost to 3.68%. The bond restructuring of all the Cross County Bonds, with the exception of the \$97 million Series 2009 Bonds, achieved important long-term financial objectives for the Agency. St. Louis County approved the appropriation of the 2<sup>nd</sup> Loan Advance in the amount of \$30 million to the Agency in July 2014. The Agency redeemed the Series 2052 bonds in the amount of \$30 million on October 1, 2014, lowering the interest rate on the \$30 million debt from 4.75% to 1.04%. The Agency closed on the Series 2014 Taxable Arch Tram Revenue Bonds on December 3, 2014, and these bonds have a par value of \$7,656,000 and a 30 year term. On December 14, 2014, the Agency and St. Clair County Transit District (SCCTD) closed on the \$4,160,000 issuance of the Series 2014 Bi-State/St. Clair County MetroLink Extension Project Refunding Revenue Bonds. The Agency has one remaining capital lease for its 2001 LRV Lease. In March, in conjunction with its diesel fuel hedging program, the Agency had a realized loss of \$361,000 on the sale of Home Heating Oil #2 futures contracts. This report was informational only, and no Committee action was required. A copy of the report will be kept at the office of the Deputy Secretary.

**12. Unscheduled Business**

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

**13. 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).**


**8:55 a.m.** Pursuant to the requirements of Section 610.021(1) 610.021(9), 610,021(12), and 610.021(16) of the Revised Statutes of Missouri, Commissioner Kicielinski requested a motion to allow the Board to go into closed session. A motion was made by Commissioner Gully and seconded by Commissioner Brown. A roll call vote was taken and the Commissioners present, Brown, Gully, Dietzel, Buehlhorn, and Kicielinski voted to approve this agenda item. **Motion passed unanimously.**

**14. Call of Dates for Future Committee Meetings**

**10:05 a.m.** An Operations Committee meeting is scheduled for Tuesday, May 19, 2015, at 8:00 a.m.; an Audit Committee meeting is scheduled for Friday, May 22, 2015, at 8:00 a.m.; a Board meeting is scheduled for Friday, June 26, 2015, at 8:00 a.m.; and the next Finance & Administration Committee meeting is scheduled for Friday, August 28, 2015, at 8:00 a.m.

**15. Adjournment**

**10:05 a.m.** A motion to adjourn the Open Session Finance & Administration Committee Meeting was made by Commissioner Dietzel and seconded by Commissioner Brown. **Motion passed unanimously.**

  
Deputy Secretary to the Board of Commissioners  
Bi-State Development Agency / Metro





**BI-STATE DEVELOPMENT AGENCY / METRO  
AUDIT COMMITTEE MEETING  
OPEN SESSION MINUTES  
MAY 22, 2015**

**Committee Members in Attendance**

**Missouri**

Constance Gully, Chair  
Kelley Farrell (present @ 8:06 a.m.)  
Vincent C. Schoemehl

**Illinois**

David Dietzel (absent)  
Jeffrey Watson (absent)

**Other Commissioners in Attendance**

Vernal Brown  
Michael Buehlhorn (via phone)  
Tadas Kicielinski

**Staff in Attendance**

John Nations, President & CEO  
Barbara Enneking, General Counsel and Deputy Secretary  
Shirley Bryant, Certified Paralegal/Assistant Secretary  
Jim Cali, Director Internal Audit  
Rita Marion, Sr. Administrative Assistant  
Kathy Klevorn, Sr. Vice-President and Chief Financial Officer  
Dianne Williams, Vice President Marketing & Communications  
Patti Beck, Director of Communications  
Mark Vago, Controller  
Kathy Brittin, Director Risk Management, Safety & Claims  
Angie Staicoff, Internal Auditor  
Kelli Fitzpatrick, Internal Auditor, Part-Time  
Tammy Fulbright, Director Treasury Services  
Antwuan Donley, Internal Audit Department Intern  
Sheila Hockel, Manager Emergency Preparedness  
Jerry Vallely, External Communications Manager  
Dr. Leisa Marshall, Southeast Missouri State University Faculty Intern, Internal Audit  
Michael Gibbs, Accountant, Business Enterprises

**Others in Attendance**

Matthew Bowser, Crowe Horwath  
Scott Nickerson, Crowe Horwath



1. **Call to Order**  
**8 a.m.** Commissioner Gully called the Open Session Audit Committee Meeting to order at 8:00 a.m.
2. **Roll Call**  
**8:01 a.m.** Roll call was taken.
3. **Public Comment**  
**8:01 a.m.** There was no public comment.
4. **Minutes of Prior Open Session Audit Committee Meeting**  
**8:01 a.m.** The January 23, 2015, Audit Committee Open Session Meeting Minutes were provided in the Committee packet. A motion to approve the minutes was made by Commissioner Kicielinski and seconded by Commissioner Schoemehl. **Motion passed unanimously.**
5. **Internal Audit Department's Quality Assessment Review (QAR)**  
**8:02 a.m.** The briefing paper and report regarding the Internal Audit Department's Quality Assessment Review (**QAR**) were provided in the Committee packet. Jim Cali, Director of Internal Audit, introduced Matthew Bowser, a partner with Crowe Horwath (**Crowe**), to provide a brief overview. In March 2015, an external review of the Internal Audit Department (**IAD**) was conducted by Crowe in accordance with the Institute of Internal Auditors (**IIA**) Standards. Suggestions to update the Charters and the Policies and Procedures Manuals to bring them current with the practices taking place at the Agency have been addressed by IAD. Also in an effort to improve the annual audit planning process, IAD will provide more detail regarding information technology and cyber security type risks in the annual audit plan. IAD recognizes that risks are always changing and will be doing more ongoing communication with Agency management and the external auditors to ensure that the current risk of the organization is covered in the audit plan. Risk assessment will drive the plan, the plan will drive the professional staffing, and the staffing will drive the development and training. The ongoing quality self-assessment is a newer standard, which is supported by both the Government Auditing Standards and the IIA Standards that recommends doing a self-assessment regularly, establishing metrics for IAD and reporting on those metrics. One way to do a self-assessment would be through an annual survey process that IIA sponsors, referred to as the Global Audit Information Network (**GAIN**) survey. This survey would help benchmark IAD, from the number and types of audits performed to budgetary expenses, with other like organizations within the government transportation industry. Ongoing reporting of the metrics would also give the Board better visibility into the internal audit function. Upon conclusion of the review, the internal audit activity was assessed and received the highest achievable rating of "Generally Conforms" with the Standards and Code of Ethics for both the Attribute Standards and the Performance Standards. An assessment is required to be performed once every three (3) years by a qualified independent external auditor. This report represents the results of that self-assessment with independent external validation. In closing, Mr. Browser commended Mr. Cali and his staff, commending the CPA's and Rita Marion for a job well done. Mr. Browser also praised IAD's partnership with Southeast Missouri State University and Mr. Cali's success in securing as an intern Professor Leisa Marshall.

Some discussion followed regarding identifiable high risk areas and a cost benefit analysis to assist IAD in determining if additional staff needs to be added internally as opposed to outsourcing certain services. This report was informational only, and no Committee action was required. A copy of the report will be kept at the office of the Deputy Secretary.

**6. Draft Audit Charter and Policies and Procedures Manual**

**8:25 a.m.** The briefing paper, Draft Audit Charter, and Policies and Procedures Manual were provided in the Committee packet. Jim Cali, Director of Internal Audit, provided a brief overview. The Internal Audit Charter is a formal document that defines the internal audit activity's purpose, authority, and responsibility. In accordance with some of the findings of the Quality Assessment Review, the Draft Policies and Procedures Manual updates with the current standards for the practice of internal audit are in conformance with the Agency's policies and procedures. There were twenty-six (26) changes made to the Institute of Internal Auditors International Standards for the Professional Practice of Internal Auditing. Due to the development of the revised Internal Audit Charter and the "Draft" Internal Audit Department Policies and Procedures Manual, IAD is in complete compliance with these new standards. A motion to recommend that the Committee approve the proposed Internal Audit Charter and Draft Policies and Procedures Manual was made by Commissioner Schoemehl and seconded by Commissioner Brown. **Motion passed unanimously.**

**7. Treasury - Safekeeping Quarterly Accounts Audit, Ending December 31, 2014**

**8:26 a.m.** The briefing paper and Treasury Safekeeping Quarterly Accounts Audit - Ending December 31, 2014, were provided in the Committee packet. Jim Cali, Director of Internal Audit, provided a brief overview. In accordance with the FY15 Internal Audit Plan and Board Policy requirements, IAD performed a quarterly audit of the Treasury Safekeeping Accounts. Based on that analysis, it was determined that the Safekeeping Accounts exist, and the respective balances have been fairly presented in the Treasurer's Report dated December 31, 2014. This report was informational only, and no Committee action was required. A copy of the report will be kept at the office of the Deputy Secretary.

**8. Internal Audit Status Report - FY15, 3<sup>rd</sup> Quarter**

**8:27 a.m.** The briefing paper and Internal Audit Status Report - FY15, 3<sup>rd</sup> Quarter report were provided in the Committee packet. Jim Cali, Director of Internal Audit, provided a brief overview. The Internal Audit Status Report provides a summary of Internal Audit Department's (IAD) quarterly activity pertaining to the Annual Audit Plan. In addition to tracking the status of current audits, it also highlights the follow-up activity related to the implementation of recommendations from prior audits. A Quality Assurance Review (QAR) should be conducted once every five (5) years in accordance with the Institute of Internal Auditors Professional Standards. The QAR assesses the efficiency and effectiveness of the internal audit activity and identifies opportunities for improvement. For compliance purposes, Crowe Horwath, the Agency's independent external auditors, conducted the QAR of IAD in February 2015. As a result of recent audits, IAD identified a number of Audit Findings resulting in the Agency recouping \$148,258 from Lamar for the Transit Advertising Contract and \$45,968.02 from the Self-Funded Health Insurance Plan with Cigna for a total recovery of \$194,226.02. The contract with Lamar has expired, and the Agency has a new contract with another vendor that provides a fixed rate and a commission for the Agency for advertising on MetroLink and MetroBus. The bus shelter advertising contract is a separate contract with Lamar. Some discussion followed regarding Cigna and the Health Claims data maintained by Cigna. Commissioners Schoemehl and Kicielski have indicated that Cigna has, in the past, exhibited customer hostility in their lack of cooperation and questioned why the Agency is using Cigna again. Commissioner Gully stated that it might be helpful to bring a comparison of what those challenges were in the prior Cigna contract and how those particular issues are different in the new contract. Mr. Nations reported that the Finance & Administration Committee, chaired by Commissioner Kicielski, met on May 15, 2015, at which time a unanimous recommendation was

forwarded to the Board to renew the contract with Cigna. Mr. Nations stated that a discussion of the Cigna contract is not on the Agenda for the Audit Committee meeting today, and, consequently, neither Benefits Director David Toben nor Vice-President of Human Resources Melva Pete (who presented this matter to the Finance & Administration Committee) were in attendance to discuss any questions or concerns the Commissioners might have regarding it. Mr. Nations stated that this matter was discussed at some length at the Finance & Administration Committee, and the concerns of the Committee were addressed. Mr. Nations stated that the matter of staff recommending renewal of the Cigna contract to the Finance & Administration Committee was the result of a lengthy review of an internal staff committee, which included some staff members who had been critical of Cigna. The internal staff committee ultimately reported a unanimous recommendation of approval to the Finance & Administration Committee. Mr. Nations reported that in reviewing the recommendation for the Finance & Administration Committee, he had personally sought out a member of the internal staff committee who had been critical of Cigna; that employee supports the renewal of the contract with Cigna. Given that the Finance & Administration Committee had forwarded the Cigna contract to the full Board of Commissioners, Mr. Nations said that he would discuss with Mr. Toben and Mrs. Pete the concerns expressed this morning at the Audit Committee, and that staff will discuss all concerns and issues with the Board of Commissioners at its meeting on June 26, 2015. This report was informational only, and no Committee action was required. A copy of the report will be kept at the office of the Deputy Secretary.

**9. Internal Audit Follow Up Summary - FY15, 3<sup>rd</sup> Quarter**

**8:45 a.m.** The briefing paper and the Internal Audit Follow Up Summary - FY15, 3<sup>rd</sup> Quarter report were provided in the Committee packet. Jim Cali, Director Internal Audit, provided a brief overview. The Internal Audit Department follow up summary report highlights the current implementation status of recommendations issued in prior audit reports. The State Safety and Security Internal Safety Audit is overdue primarily because the Internal Audit Department (IAD) is working with the Risk Management and Safety Department to build a comprehensive audit schedule for the State Safety Oversight audit process of the 34 required elements that the FTA requires IAD to audit on a three year cycle. Historically the Agency has approved audit plans for a particular year, but going forward IAD is trying to approve a three year audit plan cycle for all 34 required audit elements. This would improve the ability to budget for the internal audit staff and complete the required Safety and Security audits. Management has been very cooperative in meeting the timetable given for implementing the Audit report recommendations. This report was informational only, and no Committee action was required. A copy of the report will be kept at the office of the Deputy Secretary.

**10. FY16 Annual Audit Work Plan & Risk Assessment**

**8:46 a.m.** The briefing paper and FY16 Annual Audit Work Plan & Risk Assessment were provided in the Committee packet. Jim Cali, Director of Internal Audit, provided a brief overview. The FY16 Annual Audit Work Plan & Risk Assessment concentrates on the auditable units associated with grants, payroll/time and attendance issues. The Audit Work Plan (the “Plan”) also confirms compliance with the relevant professional standards; and incorporates a risk-based analysis of the Agency’s operations as its foundation; and explains how IAD plans to utilize its resources to examine various auditable units. Performing these audits provides assurance to the Audit Committee that risks that could prevent the Agency from achieving its objectives have been identified. IAD and management will use the audit reports and related recommendation to develop corrective action plans for the assessment and management of these risks. The comprehensive Risk Assessment analysis identified a total of 120 auditable units. The Plan provides a detailed list of audit projects to be performed during the fiscal year, one of which is to focus on cash transactions, not just from passenger revenue, but at other points of sale such as the MetroRide Store, Arch, and

Riverboats. A motion for the Committee to approve and forward to the Board for approval the FY16 Annual Audit Work Plan and Risk Assessment was made by Commissioner Schoemehl and seconded by Commissioner Kicielinski. **Motion passed unanimously.**

**11. Unscheduled Business**

**8:47 a.m.** Mr. Nations said that there is an item of unscheduled business which requires the Committee's attention. Mr. Nations distributed a Briefing Paper on the subject of "Contract Award to CGN & Associates for Procedure Review Consultant Services" for approval and referral to the Board of Commissioners. Mr. Nations explained that this matter could not timely be prepared to be included in the Committee packet for the meeting, but that he granted permission for it to be brought up at the meeting today because (1) the importance of the issue, (2) the importance of the timing of the issue given that the Board meeting on June 26 will be the last until the full Board meets on September 25, and (3) it is not detrimental to the interests of the Committee or the Agency for the matter to be presented as unscheduled business this morning, but that it could be detrimental to our interests if it were not approved by the Board on June 26. Mr. Nations then called on Director of Risk Management, Safety & Claims Kathy Brittin and Manager of Emergency Preparedness Sheila Hockel to brief the Board. It was explained to the Committee that the Agency's System Safety Program Plan (SSPP) requires the Agency to conduct emergency preparedness drills on a three (3) year cycle. The drills are documented through the Homeland Security Evaluation Exercise Program (HSEEP). The HSEEP After Action Report for the 2011 St. Louis Regional drill found that the Agency's security information dissemination process had gaps both internally and externally. The 2012 After Action Report included an improvement plan to revise the MetroLink Standard Operating Procedure 106.20 to include that the Operations Control Center should contact Public Safety to call the police during an emergency. Although this was common practice, it was not a documented practice, which resulted in further discussion to determine how the Agency's documented procedures compared to the practiced procedures. The Agency has an opportunity to apply for grants in order to make the Agency's security and safety better through the Transportation Security Grant Program (TSGP). The TSGP program provides funds to protect critical surface transportation infrastructure and the traveling public from acts of terrorism. The Agency has participated in the TSGP since FY05. A review of the Agency's Emergency Response Communication procedures is necessary to improve communication shortfalls that may jeopardize the ability to respond quickly to an emergency. A Request for Proposal (RFP) was issued on April 8, 2015 for Procedure Review Consultant Services. One proposal from CGN & Associates, Inc. d/b/a CGN Global was received on May 6, 2015. This proposal was reviewed and it was determined that the pricing was fair and reasonable; however, the cost could be reduced by negotiating the scope of work requirements. Management recommends awarding this sole source contract in an amount not to exceed \$122,000. A motion for the Audit Committee to approve and refer to the Board for approval of the sole source contract for Procedure Review Consultant Services to CGN & Associates, Inc., d/b/a CGN Global in an amount not to exceed \$122,000 was made by Commissioner Schoemehl and seconded by Commissioner Kicielinski. **Motion approved unanimously.**

- 12. Executive Session - 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).


**8:55 a.m.** Pursuant to the requirements of Section 610.021(17) of the Revised Statutes of Missouri, Commissioner Gully requested a motion to allow the Committee to go into closed session. A motion was made by Commissioner Schoemehl and seconded by Commissioner Kicielinski. A roll call vote was taken and the Commissioners present, Gully, Farrell, Schoemehl, Brown, Buehlhorn, and Kicielinski voted to approve this agenda item. **Motion passed unanimously.**

**13. Call of Dates for Future Committee Meetings**

**9:45 a.m.** Future meetings are as follows: a Board meeting scheduled for Friday, June 26, 2015, at 8:00 a.m.; Operations Committee meeting on Tuesday, August 18, 2015, at 8:00 a.m.; and Finance & Administration Committee meeting on Friday, August 28, 2015, at 8:00 a.m.

**15. Adjournment**

**9:45 a.m.** A motion to adjourn the Open Session Audit Committee Meeting was made by Commissioner Schoemehl and seconded by Commissioner Kicielinski. **Motion passed unanimously.**

  
Deputy Secretary to the Board of Commissioners  
Bi-State Development Agency / Metro





**BI-STATE DEVELOPMENT AGENCY / METRO  
OPERATIONS COMMITTEE MEETING  
OPEN SESSION MINUTES  
MAY 19, 2015**

**Committee Members in Attendance**

**Missouri**

Vernal Brown  
Kelley Farrell

**Illinois**

Michael Buehlhorn, Chair  
Irma Golliday  
Jeffrey Watson (absent)

**Other Commissioners in Attendance**

Aliah Holman (via phone)  
David Dietzel

**Staff in Attendance**

John Nations, President & CEO  
Barbara Enneking, General Counsel and Deputy Secretary  
Shirley Bryant, Certified Paralegal/Assistant Secretary  
Ray Friem, Chief Operating Officer Transit Services  
Linda Espy, Senior Administrative Assistant  
Larry Jackson, Vice President, Procurement, Inventory Management & Supplier Diversity  
Scott Grott, Chief MetroLink Operations  
Jessica Mefford-Miller, Chief Transit Planning & System Development  
Fred Bakarich, Director, Engineering System  
Mark Vago, Controller  
Jason Davis, Manager, Security Fare Enforcement  
Maureen Williams, Planner  
Patti Beck, Director Communications  
Kathy Klevorn, Senior Vice President Chief Financial Officer  
Tracy Beidleman, Director Program Development & Grants  
Richard Zott, Chief of Public Safety  
Jerry Vallely, External Communications Manager  
David Beal, Capital Budget & Program Development Administrator  
Michael Gibbs, Accountant Business Enterprise  
Kerry Kinkade, Vice President Chief Information Officer

**Others in Attendance**

None

1. **Call to Order**  
8:05 a.m. Commissioner Buehlhorn called the Open Session Operations Committee Meeting to order at 8:05 a.m.
2. **Roll Call**  
8:05 a.m. Roll call was taken.
3. **Public Comment**  
8:06 a.m. There was no public comment.
4. **Minutes of Prior Open Session Operations Committee Meeting**  
8:06 a.m. The March 17, 2015, Open Session Operations Committee Meeting minutes were provided in the Committee packet. A motion to approve the minutes was made by Commissioner Dietzel and seconded by Commissioner Golliday. **Motion passed unanimously.**
5. **Contract Award: Purchase of Low Floor Transit Buses**  
8:07 a.m. The briefing paper regarding the contract award for the purchase of low floor transit buses was provided in the Committee packet. Ray Friem, Chief Operating Officer Transit Services, and Larry Jackson, Vice President, Procurement, Inventory Management & Supplier Diversity, provided a brief overview. In 2008, the Agency had to sell the rest of its RFP options due to the impending service reduction. Since that time, the Agency has piggybacked on various contracts from different cities purchasing approximately 90 buses. Those buses were modified to fit the terms and specifications required by the Agency. For the first time since 2008, the Agency is issuing a new RFP to purchase primarily 40 foot diesel buses. The description and prices for the 40 foot diesel buses were omitted from the briefing paper in error, which will be corrected when this item is presented at the next scheduled Board meeting. The Agency currently operates an active fleet of 390 buses with a contingency fleet of 56 buses. Bus replacement, as suggested by the Federal Transit Administration (FTA), is 12 years or 500,000 miles. Because of the success of the Agency's maintenance program, the average life expectancy for transit buses is 15 years or 825,000 miles. The anticipated replacement schedule is an average of 30 buses per year. A solicitation was issued for low floor transit buses on November 11, 2014, and by the March 5, 2015 due date, two manufacturers responded. After the review and evaluation of the proposals, Agency management recommended that the Committee approve and refer to the Board for approval the request for a 5 year indefinite delivery/indefinite quantity contract with Gillig Corporation to cover bus procurement of Diesel, CNG, and Hybrid buses. A motion to approve management's recommendation was made by Commissioner Golliday and seconded by Commissioner Brown. **Motion passed unanimously.**
6. **Contract Extension of Time of Performance with Illinois Excavators Inc., for Illinois Slopes Stabilization Services & Scour Protection – Phase 2 Construction**  
8:09 a.m. The briefing paper regarding the contract extension of time of performance with Illinois Excavators Inc., for Illinois Slopes Stabilization Services and Scour Protection – Phase 2 Construction was provided in the Committee packet. Fred Bakarich, Interim Director Engineering, provided a brief overview. The Illinois Slopes Stabilization Services and Scour Protection Phase 2 Project (the "Project") provides for the construction of an access road from MP 23.54 to MP 27.2. The stone aggregate surfaced access road requires the construction of three bridges, a double barrel concrete box culvert, and two retaining walls. The road would allow Agency employees access to the MetroLink alignment for maintenance and inspection activities in areas where access is currently only possible by rail. The majority of the embankment slopes for the MetroLink alignment are steep slopes that are difficult to maintain. Areas of minor erosion are being reshaped and reseeded to reestablish grass. The original



completion date for the Project was November 15, 2014. The Notice to Proceed (NTP) was delayed four months while waiting for pre-award concurrence from the Illinois Department of Transportation (IDOT). The Agency extended the current contract 180 days as permitted by policy. The delayed start of construction activities caused the contractor to miss most of the favorable construction season in the first year. The 180 day extension from November 16, 2014 to May 14, 2015 resulted in only about one month of productive activity because the crews were only able to resume work on April 20, 2015. The contractor wasn't able to final shape and seed any of the work areas in 2014. IDOT allows seeding in the fall from August 1 to November 15 and spring seeding from March 1 to June 1. With all the spring rains, the contractor has not been able to perform final shaping of the work areas that require seeding. Because final shaping is required at numerous locations and there is the possibility of additional rain delays, Agency staff recommends that the contract be extended to incorporate the fall seeding season. A motion for the Committee to approve and forward to the Board for review and approval the request to extend the contract time of performance through November 14, 2015, was made by Commissioner Dietzel and seconded by Commissioner Golliday. **Motion passed unanimously.**

**7. Award of Contract to Successful Offerer of the Ewing Yard Retaining Wall Remediation Design-Build Request for Proposal**

**8:16 a.m.** The briefing paper regarding the award of contract to successful offerer of the Ewing Yard Retaining Wall Remediation Design-Build Request for Proposal was provided in the Committee packet. Ray Friem, Chief Operating Officer Transit Services; Fred Bakarich, Interim Director Engineering; and Larry Jackson, Vice President Procurement, Inventory Management and Supplier Diversity, provided a brief overview. Approximately 100 feet of the retaining wall forming the northern extent of the MetroLink Ewing Yard and supporting Scott Avenue above the yard collapsed into the Ewing Yard, taking yard Tracks 114 and 115 out of service and undermining the southern portion of Scott Avenue. The Agency engaged a geotechnical engineer and a construction contractor to stabilize the collapses. The Agency's insurance carrier, Lexington, was also notified. It was determined that all but 58 feet of the 1000 foot long wall required remedial measures to restore structural stability and prevent further damage to the Ewing Yard, public utility infrastructure, and Scott Avenue. Considerable time and resources were committed to development of temporary wall shoring and temporary utility relocation plans until funding for the permanent solution could be identified. Portions of the remediation project were covered by Lexington, but combining insurance funds with Federal Capital Project Funds presented a problem because there was no mechanism that allowed combining these two funding sources on one project. Lexington's claim analysis of the actual costs and the projected costs submitted by the Agency is progressing very slowly. Without the insurance proceeds, additional projects would be deferred. On December 5, 2014, a second wall failure occurred and roughly 160 feet of wall collapsed into the Ewing Yard, taking with it the adjacent portion of Scott Avenue. On December 8, 2014, the Agency moved forward, without insurance claim proceeds, and put all capital funds necessary into place to completely finance the entire remediation project, diverting completely the funding of three capital projects and a portion of one other project. A solicitation for the design and construction services for remediation of the Ewing Yard wall and repair of all damage resulting from the wall failure was issued on December 16, 2014. Final proposals from the three short listed design-build firms contending for the contract were submitted to the Agency on April 30, 2015. Proposal presentations from each of the offerers is scheduled for May 18 – May 21, 2015, with final committee review decision expected on May 21, 2015. The initial design-build budget is set at \$8.5 million, as a condition of the RFP, and the successful offerer's proposal will be at or below that amount. Although no final selection has been made at this time, this information is being presented to the Committee to get approval to forward to the Board for the June 26, 2015 meeting. Management will provide a final briefing paper with details of the review committee's selection and a request for approval of the final

design-build firm at the June 26, 2015 Board meeting. A motion for the Committee to refer to the Board the request to approve the award of a contract to the review committee's final firm selection in an amount not to exceed \$8.5 million, and authorize a construction budget of \$9,562,740 was made by Commissioner Golliday and seconded by Commission Brown. **Motion passed unanimously.**

**8. Metro Adopt-A-Stop Program Proposal**

**8:24 a.m.** The briefing paper regarding Metro's Adopt-A-Stop Program Proposal was provided in the Committee packet. Jessica Mefford-Miller, Chief of Planning and System Development, provided a brief overview. The Agency has over 6,000 bus stops and while the Agency has some arrangements with the City and other partners for maintenance of those stops, to take all of that in house would not be practical and would require a tremendous amount of resources. The Agency serves stops that are located on municipal rights of way, as well as rights of way owned by the City of St. Louis, St. Louis County, MoDOT and IDOT as well as other municipalities in Illinois. Moving problematic bus stops, at the request of property owners, would not only require a lot of manpower and resources, it would also create a burden to Agency customers. In order to improve the appearance and condition of the bus stops, Agency staff is suggesting partnering with the communities, individual citizens, businesses and organizations to ask them to help the Agency maintain these stops through the Adopt-A-Stop Program. Other transit systems around the country have successfully used this type of program. The Agency has a 3 year goal of a 15% adoption rate, which would be approximately 900 bus stops. This program would provide an opportunity to exhibit civic pride for those individuals, businesses, and organizations who participate. This effort would also create a cleaner, safer, and more pleasant transit experience for the riders. This is a prudent method of moving forward and creating some positive community support for the program. This program would be managed internally by existing Service Planning staff. Management tasks would include auditing bus stops to assure compliance, updating a database of "eligible" bus stops, ensuring that the bus stops with reported and confirmed trash problems are recommended for adoption, and ongoing adopter recruitment campaigns. The official campaign kickoff is scheduled for summer 2015. This report was informational only and no Committee action was required. A copy of the briefing paper will be kept at the office of the Deputy Secretary.

**9. Transit Operations 2015, 3<sup>rd</sup> Quarter Performance Report**

**8:31 a.m.** The Transit Operations 2015, 3<sup>rd</sup> Quarter Performance Report was provided in the Committee packet. Ray Friem, Chief Operating Officer Transit Services, provided a brief overview. Systems revenues were down \$1.5 million year to date, which includes all passenger revenue loss due to low ridership. Revenue for MetroLink and MetroBus was 2.6% below budget through the third quarter. Transit Operations expenses were lower than initially budgeted for many departments, led by Vehicle and Bus Facility Maintenance at almost 9% under budget as new rolling stock phased out older, more expensive equipment. In the previous quarter MetroLink ridership was down 6.0% and MetroBus down 1.5%. MetroLink's third quarter ridership had a loss of almost 4% and MetroBus ridership was down 3.1% for the same period. Ridership was down year-to-date on MetroLink 3.4%, MetroBus 0.8%, and Call-A-Ride 0.8%. There was a small reduction in the amount of service in the fixed route portion of the system primarily due to less special event service. Security activity on the system had an increase in customer complaints. The year to date statistics show security complaints up 30%. Regional civil unrest and criminal activity led to a 23% increase in dispatched calls. Arrests were down for the quarter by 38% and down 54% for the year. Service Quality Indicators show that on time performance numbers continue to improve and complaints per boarding on rail are down. MetroBus and Call-A-Ride complaints have increased slightly. Van complaints are offset by commendations which are not reported, but for every van complaint received, we are averaging

3 commendations. Although the preventable accident numbers for the Agency are good industry wide, they are still up slightly primarily due to a large number of new operators added this year. Equipment delays for rail were down 38%, buses were up 15% and vans were up 51%. The newer buses and older vans continue to present a challenge for the Vehicle Maintenance Department. The mean distance between failure for both buses and vans should improve with the delivery of new vans, and the development of better maintenance practices to support the new technology bus systems. Customer Service call volume continues to decline for the third quarter and this coincides with the Agency's efforts to push out real time information through the website and the new cell phone app. This report was informational only and no Committee action was required. A copy of the report will be kept at the office of the Deputy Secretary.

**10. Transit Capital Program Overview**

**8:45 a.m.** The Transit Capital Program Overview Presentation was provided in the Committee packet. Tracy Beidleman, Director Program Development & Grants, provided a brief overview. The Capital Budget was recently approved and the FY16 through FY18 budget will start on July 1, 2015. The Agency is currently receiving 5307 Urbanized Area Formula Funds and State of Good Repair Funds, which were previously called Fixed Guideway Funds. The Urbanized Area Formula Funds are received in the region based on the service the Agency operates, population density, bus service, Paratransit service and a variety of other criteria. The State of Good Repair funds are based on the light rail service provided, the amount of light rail miles operated, and years in service. These funds are received each year based on the level of funding appropriated by Congress. In the past, the Agency also received Congressional Earmark Funds that were appropriated to support revenue vehicle and major infrastructure needs. Those earmarks were eliminated in 2008 and replaced with Notices of Funding Availability (NOFAs). NOFAs are discretionary funds competed for across the country that include funding sources such as State of Good Repair, Bus Livability and Clean Fuels programs. Certain funding were formularized into the Bus and Bus Facility Formula programs under Moving Ahead for Progress in the 21<sup>st</sup> Century (MAP-21) in FY12. MAP-21 was signed into law by President Obama on July 6, 2012, and was in effect from October 1, 2012 through September 30, 2014; which was extended through May 31, 2015, through a continuing resolution authorized by Congress. Congress is currently in the process of signing a short term bill to extend MAP-21 through July 31, 2015. The Agency and other transit agencies are hoping that Congress approves a six year authorization bill. President Obama is proposing a Grow America bill which is a six year bill that goes beyond what is currently in MAP-21. There is also the possibility that Congress will propose its own six year program. If a six year plan is approved, it would strengthen the current programs and increase the funding, which would allow the Agency to plan more effectively. Some discussion followed regarding the FY16 through FY18 Capital Funds, Local Capital Sources of Funds, Federal Sources of Capital Funds, Discontinued Federal Funds, Discretionary Federal Funds, Rail-Specific Federal Formula Funds, Bus, Bus Facility and System Needs Federal Sources, Local Discretionary FHWA Federal Funds, and Capital Cash Flow by Use. This report was informational only and no Committee action was required, however, the Committee recommended that the presentation be forwarded to the full Board. A copy of the report will be kept at the office of the Deputy Secretary.

**11. Unscheduled Business**

**9:16 a.m.** No unscheduled business.

**12. 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 action 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).**

**9:16 a.m.** Pursuant to the requirements of Section 610.021 (1) of the Revised Statutes of Missouri, Commissioner Buehlhorn requested a motion to allow the Committee to go into closed session. A motion was made by Commissioner Golliday and seconded by Commissioner Dietzel. A roll call vote was taken and the Commissioners present: Brown, Farrell, Buehlhorn, Golliday, Holman, and Dietzel voted to approve this agenda item. **Motion passed unanimously.**

**13. Call of Dates for Future Committee Meetings**

**10:10 a.m.** The next Audit Committee meeting is scheduled for Friday, May 22, 2015, at 8:00 a.m.; the next Board meeting is scheduled for Friday, June 26, 2015, at 8:00 a.m.; and the next Operations Committee meeting is scheduled for Tuesday, August 18, 2015, at 8:00 a.m.

**14 Adjournment**

**10:10 a.m.** A motion to adjourn the Open Session Operations Committee meeting was made by Commissioner Dietzel and was seconded by Commissioner Farrell. **Motion passed unanimously.**

  
Deputy Secretary to the Board of Commissioners  
Bi-State Development Agency / Metro



**Open Session Item**

**11(a)**

**Bi-State Development Agency / Metro  
Agenda Item  
Board of Commissioners  
June 26, 2015**

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**From:** John M. Nations  
President & CEO

**Subject:** **Contract Award to CGN & Associates for Procedure Review Consultant Services**

**Disposition:** Approval

**Presentation:** Kathy S. Klevorn, Sr. Vice President & CFO; Kathy Brittin, Director of Risk Management, Claims & Safety; Sheila Hockel, Manager Emergency Preparedness; and Larry B. Jackson, Vice President – Procurement, Inventory Management & Supplier Diversity

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**Objective:**

To present to the Board of Commissioners for approval, a request for authorization to award a single proposal contract to CGN & Associates, Inc., d/b/a CGN Global, for Procedure Review Consultant Services.

**Committee Disposition:**

This item was presented and discussed at the Audit Committee Meeting on May 22, 2015. The Audit Committee voted to recommend that the Board of Commissioners approve this request at the June 26, 2015, Board Meeting.

**Board Policy:**

Board Policy Chapter 50.010.E(1)(b) – Board approval is required for non-competitive (single proposal) procurements that exceed \$100,000.00.

**Funding Source:**

Funding is provided through the United States Department of Homeland Security, Transportation Security Grant Program (**TSGP**) Funds.

**Background:**

Under the Bi-State Development Agency/Metro's (**BSDA/Metro**) System Safety Program Plan (**SSPP**), BSDA/Metro has committed to conducting emergency preparedness drills on a three-year cycle. The first year is a table top drill (talk through scenarios). Year two is a functional drill (a drill focused on a function). Year three is a full scale drill (on the ground and includes other agencies). The drills are documented through the Homeland Security Evaluation Exercise Program (**HSEEP**). HSEEP After Action Reports with improvement plans to bridge identified gaps are prepared. Communication gaps identified during drills are as follows:

- The HSEEP After Action Report for the St. Louis 2011 Regional drill had a finding stating BSDA/Metro security information dissemination process had gaps internally and externally.
- The 2012 BSDA/Metro Security Exercise HSEEP After Action Report included an improvement plan to revise MetroLink Standard Operating Procedure 106.20 to include that the Operations Control Center should contact Public Safety to call the police during an emergency. Although this was the common practice, it was not the documented process. This finding sparked conversation about how BSDA/Metro's documented procedures compare to the practiced procedures.

The Department of Homeland Security (**DHS**) provides grant funding to the owners and operators of public transit systems under the Transit Security Grant Program. Transit systems include passenger rail, intracity bus networks, and ferry systems. Eligible transit agencies were determined based on daily unlinked passenger trips (ridership) and transit systems that service historic Urban Areas Security Initiative (**UASI**) jurisdictions. The St. Louis Region is a UASI jurisdiction. BSDA/Metro participates in St Louis Area Regional Response System (**STARRS**) USASI committees.

The TSGP program provides funds to protect critical surface transportation infrastructure and the traveling public from acts of terrorism. BSDA/Metro has participated in the TSGP since FY2005. Qualified transit agencies across the United States compete for the TSGP grants. To date, BSDA/Metro has been awarded \$9 million in grant awards. The TSGP program allows BSDA/Metro to continue improving the BSDA/Metro security throughout the system. Because the money is available and BSDA/Metro qualifies for the TSGP, BSDA/Metro has vigorously pursued this funding path.

The proposed grant would be in support of Funding Priority Area A, an Operational Activity, conducting drills and exercises. Of the four (4) National Preparedness Goals (**NPG**), mitigation and response are addressed in this scope of work. Mitigating the loss of life and property by lessening the impact of future disasters. The more timely the response, the better the outcome. If communication does not occur in an efficient manner, the disaster impact is more extensive. Responding quickly to save lives, protect property and the environment, and meet basic human needs in the aftermath of a catastrophic incident is the other NPG addressed. There are many components of response that will fail without appropriate communication.

A review of the BSDA/Metro's Emergency Response Communication procedures is needed in order to improve communication shortfalls that may jeopardize the ability to respond quickly to an emergency. This situation could impact all aspects of BSDA/Metro's system infrastructure. The review will provide an evaluation of the effectiveness of those procedures to establish and maintain an operational communication path that is correct and complete.

The proposed TSGP grant scope of work includes:

- The first phase is the evaluation of the communication procedures. There are three steps in the first phase.
  - During the first step, the consultant will conduct a review of MetroLink, MetroBus, Metro Call-A-Ride, Metro Public Safety, Bus Communication, Safety and other BSDA/Metro Operations procedures to identify communication gaps between BSDA/Metro groups. Ensuring an up-to-date and accurate communication path between BSDA/Metro departments, local law enforcement and Securitas, and outside responding agencies is paramount. This would be accomplished by conducting a review of the procedures and rules pertinent to communication.
  - During the second step, the consultant will interview staff and analyze BSDA/Metro regarding the communication procedures.
  - The third step will be to present the report findings.
- The second phase is a table top exercise based on the communication report findings. The exercise will include first responder agencies. The consultant would design and conduct an exercise to evaluate any recommended procedural updates.

Communication gaps were identified in previous drills. The proposed scope of work qualified as a fundable project under the TSGP grants. BSDA/Metro applied for this TSGP grant and was awarded funds.

### **Analysis:**

On April 8, 2015, BSDA/Metro issued a Request for Proposal (**RFP**) No. 15-RFP-101566-CB for Procedure Review Consultant Services. A Disadvantaged Business Enterprise (**DBE**) Goal was not recommended for this project. However, DBE firms were invited to participate in this project as a primary firm.

The RFP was advertised in BSDA/Metro's iSupplier Portal. The portal is BSDA/Metro's web-based communication tool which is structured to allow offerors full and open access to view, communicate, and submit proposals on active solicitations. Ten (10) firms were invited to participate and were provided an electronic copy of the solicitation.

On May 6, 2015, one proposal was received from CGN & Associates, Inc., d/b/a CGN Global. Other firms that had initially shown interest were queried to determine why only one proposal was received: one did not respond, and others had no interest in the project.

The single proposal was reviewed, and pricing has been determined to be fair and reasonable. However, BSDA/Metro determined that cost could further be reduced by negotiating the scope of work requirements.



The intent is to negotiate and award a contract to the firm in an amount not-to-exceed \$122,000.

**Board Action Requested:**

Approval by the Board of Commissioners to award a contract to CGN & Associates, Inc., d/b/a CGN Global, for Procedure Review Consultant Services, in an amount not to exceed \$122,000.

**A RESOLUTION OF THE BOARD OF COMMISSIONERS  
OF THE BI-STATE DEVELOPMENT AGENCY  
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT  
AWARDING A CONTRACT TO CGN & ASSOCIATES D/B/A CGN GLOBAL  
FOR PROCEDURE REVIEW CONSULTANT SERVICES**

**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 procurements exceeding \$100,000; and

*Whereas*, funding is provided through the U. S. Department of Homeland Security (“DHS”), Transportation Security Grant Program (“TSGP”); and

*Whereas*, DHS provides grant funding to owners and operators of public transit systems under the TSGP. The TSGP provides funds to protect critical surface transportation infrastructure and the traveling public from acts of terrorism; and

*Whereas*, a review of Agency’s Emergency Response Communication procedures is needed in order to improve communication shortfalls that may jeopardize the Agency’s ability to respond quickly to an emergency. The review will provide an evaluation of the effectiveness of those procedures to establish and maintain an operational communication path that is accurate and complete; and

*Whereas*, the Request for Proposal 15-RFP-101566-CB was issued on April 8, 2015 and one proposal was received although ten firms were invited to participate. The proposal was reviewed and the pricing determined to be fair and reasonable however Agency determined that the cost could be further reduced by negotiating the work requirements; and

*Whereas*, it is feasible, necessary and in the public interest for the Agency to award a contract to CGN & Associates d/b/a CGN Global for procedure review consultant services in an amount not-to-exceed \$122,000, 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 contract award to CGN & Associates d/b/a CGN Global for procedure review consultant services in an amount not-to-exceed \$122,000.

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 CGN & Associates d/b/a CGN Global.

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 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 26<sup>th</sup> day of June, 2015.

**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**

**11(b)**



**Bi-State Development Agency / Metro  
Board of Commissioners  
Agenda Item  
June 26, 2015**

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**From:** John M. Nations, President & CEO  
**Subject:** **Contract Award to Gillig Corporation for Purchase of Low Floor Transit Buses**  
**Disposition:** Approval  
**Presentation:** Raymond A. Friem, Chief Operating Officer – Transit Services; and  
Larry B. Jackson, Vice President – Procurement & Inventory Management

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**Objective:**

To present to the Board of Commissioners a request for approval for the President and CEO to award a five-year Indefinite Delivery – Indefinite Quantity (**IDIQ**) Contract to the Gillig Corporation to supply Metro with 30, 35, and 40 Foot Low Floor Buses.

**Committee Disposition:**

This item was presented and discussed at the May 19, 2015, Operations Committee meeting. The Committee recommends that the Board of Commissioners approve the Contract Award for the Purchase of Low Floor Transit Buses with the Gillig Corporation.

**Board Policy:**

Board Procurement Policy requires Board approval of Negotiated Procurements exceeding \$500,000.

**Funding Source:**

Specific project funding will be set for each task order prior to issuance and will be detailed annually in Metro's Capital Budget. Typically buses are procured through a mix of Federal, Illinois Department of Transportation (**IDOT**), and local funding sources.

**Background:**

Metro currently operates a total active fleet of 390 with a contingency fleet of 56 in anticipation of support of special services, bus bridges, training, and short term expansion. Federal Transit Administration (**FTA**) guidelines for bus replacement suggest retirement at 12 years or 500,000 miles. Due to the success of our maintenance program, Metro's average life expectancy for transit buses is 15 years or 825,000 miles. Our anticipated replacement schedule is an average of 30 buses per year. Metro's current fleet of buses is 100% diesel.

Solicitation 15-RFP-100793-DH for low floor transit buses was released through Metro's on-line sourcing system November 11, 2014, with bids due March 5, 2015. All FTA approved large bus manufacturers were solicited for this requirement. The solicitation was advertised in APTA's *Passenger Transport* magazine and on Metro's website. This solicitation included options for diesel, CNG and Hybrid vehicles.

Proposals were received from two manufacturers. An evaluation committee comprised of representatives from Metro's Bus Operations and Vehicle Maintenance teams reviewed and scored the proposals.

**Analysis:**

Metro utilized the Federal Transit Administration's Best Value Source Selection methodology for the acquisition of Low Floor Transit Buses. This methodology lists each technical selection criterion in the relative order of importance. Each manufacturer's proposed vehicle is then evaluated based on the ranked criteria.

<b><u>BUS TYPE</u></b>	<b><u>GILLIG</u></b>	<b><u>NEW FLYER</u></b>
40 Ft Diesel	\$430,993.00	\$468,990.00
35 Ft Diesel	\$426,793.00	\$468,990.00
30 Ft Diesel	\$418,868.00	No bid
40 Ft Hybrid	\$634,963.00	\$648,560.00
35 Ft Hybrid	\$630,763.00	\$643,560.00
30 Ft Hybrid	\$622,838.00	No Bid
40 Ft CNG	\$482,285.00	\$513,155.00
35 Ft CNG	\$478,085.00	\$508,155.00
30 Ft CNG	\$470,160.00	No Bid

**Overall scores are as follows:**

<b><u>DIESEL BUS</u></b>	<b><u>GILLIG</u></b>	<b><u>NEW FLYER</u></b>
TECHNICAL	531.25	474.25
SUBMISSIONS	344.25	364.75
PRICING	405.00	368.26
	1280.50	1207.26
<b><u>CNG BUS</u></b>		
TECHNICAL	531.25	474.25
SUBMISSIONS	344.25	364.75
PRICING	405.00	380.64
	1280.50	1219.64
<b><u>HYBRID BUS</u></b>		
TECHNICAL	531.25	474.25
SUBMISSIONS	344.25	364.75
PRICING	405.00	396.51
	1280.50	1235.51

**Board Action Requested:**

Approval for the President & CEO to execute a five-year Indefinite Delivery – Indefinite Quantity (IDIQ) Contract to the Gillig Corporation to supply Metro with 30, 35, and 40 Foot Low Floor Buses, covering bus procurements of diesel, CNG and Hybrid.

**A RESOLUTION OF THE BOARD OF COMMISSIONERS  
OF THE BI-STATE DEVELOPMENT AGENCY  
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT  
APPROVING THE CONTRACT AWARD TO GILLIG CORPORATION FOR  
LOW FLOOR BUSES**

**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 all Competitive Negotiated Procurements exceeding \$500,000; and

*Whereas*, specific funding for each order will be detailed annually in Agency’s Capital Budget. Typically buses are procured through a mix of Federal, Illinois Department of Transportation and local funding sources; and

*Whereas*, the Request for Proposal 15-RFP-100793-DH was issued on November 11, 2014 seeking proposals for low floor transit buses and included options for diesel, CNG and hybrid vehicles; and

*Whereas*, Metro’s anticipated replacement schedule is an average of 30 buses per year and the current fleet is 100% diesel; and

*Whereas*, two proposals were received and scored based upon the Federal Transit Administration’s Best Value Source Selection methodology and Gillig Corporation was selected by the reviewing committee; and

*Whereas*, it is feasible, necessary and in the public interest for the Agency to approve the award for a five-year Indefinite Delivery – Indefinite Quantity Contract to Gillig Corporation for 30, 35 and 40 Foot Low Floor buses covering procurements of diesel, CNG and hybrid, 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 of the five-year Indefinite Delivery – Indefinite Quantity Contract to Gillig Corporation for 30, 35 and 40 Foot Low Floor buses covering procurements of diesel, CNG and hybrid.

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 Gillig Corporation.

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 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 26<sup>th</sup> day of June, 2015.

**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**

**11(c)**



**Bi-State Development Agency / Metro  
Board of Commissioners  
Agenda Item  
June 26, 2015**

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**From:** John M. Nations, President & CEO  
**Subject:** **Contract Award to St. Louis Bridge Construction Company for the Ewing Yard Retaining Wall Remediation Design-Build Project**  
**Disposition:** Approval  
**Presentation:** Raymond A. Friem, Chief Operating Officer – Transit Services; Frederick J. Bakarich, Interim Director - Engineering; and Larry B. Jackson, Vice President – Procurement, Inventory Management, and Supplier Diversity

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**Objective:**

To obtain Board of Commissioners approval to award a contract in an amount not to exceed \$4,500,000, to St. Louis Bridge Construction Company (**SLB**) for the Ewing Yard Retaining Wall Remediation Design-Build project; 15-RFP-101065-CB, and authorization of a \$9,562,740 overall construction budget.

**Committee Disposition:**

This request was presented and discussed at the Operations Committee Meeting on May 19, 2015. The Committee voted to recommend award of a Contract to the review committee's final design-build (**DB**) firm selection, in an amount not to exceed \$8,500,000, and to authorize an overall project budget of \$9,562, 740.

**Board Policy:**

Board Policy Chapter 50.010, Section E.1.a, requires the Board of Commissioners to approve all Competitive Negotiation Procurements which exceed \$500,000.

**Funding Source:**

80% FTA MO-90-X296, MO-05-0028, MO-54-0001; 20% Capital Budget.

**Background:**

On April 3, 2014, a roughly 100 ft. long segment of the retaining wall forming the northern extent of the MetroLink Ewing Yard and supporting Scott Avenue above the yard collapsed into the Ewing Yard, undermining the southern portion of Scott Avenue and taking yard Tracks 114 and 115 out of service (see attached photos). Metro immediately engaged the services of a geotechnical engineer, mobilized a construction contractor to the site to stabilize the collapse, and contacted our insurance carrier, Lexington.

Following review of available information on the wall, in conjunction with a structural and geotechnical investigation, it was determined that all but 58 ft. of the approximately 1000 ft. long

wall required remedial measures to restore structural stability and prevent further damage to the Ewing Yard, public utility infrastructure, and Scott Avenue. Metro staff commenced work with affected utility companies (Ameren, AT & T, MCI and Charter) and the City of St. Louis to develop both short and long term plans for stabilizing the wall, protecting utilities and safeguarding the public. Concurrently, Metro was working with Lexington to reach agreement on whether this was an insurance covered event and if so, the value of the event. Lexington indicated that the event was a covered loss in April 2014.

Considerable time and resources were committed to development of temporary wall shoring and temporary utility relocation plans until funding for the permanent solution could be identified. The fact that the remediation project as a whole had portions of work that would be covered by Lexington combined with Federal capital project funds constituted an accounting problem internal to Metro, namely, there does not appear to be a mechanism to allow for the combining of insurance proceeds and federal funds into one project. Furthermore, Lexington's claim analysis of Metro's submitted actual costs and projected costs was progressing very slowly. Funding the entire project necessitated deferment of several other already approved capital projects, even accounting for insurance proceeds in the total cost. Without the insurance proceeds, additional projects would be deferred.

On December 5, 2014, following a period of rain exceeding 2 in., a second wall failure occurred as roughly 160 ft. of wall collapsed into the Ewing Yard, taking with it the adjacent portion of Scott Avenue. On December 8, 2014, Metro moved forward without insurance claim proceeds and put all capital funds necessary into place to completely finance the entire remediation project, diverting the funding of three capital projects completely (Missouri Slope Rehabilitation Phase II and III, and North County Transit Center Phase II), and a portion of one other (Bus and Paratransit Maintenance).

On December 16, 2014, Metro issued a solicitation for RFP's for design and construction services for remediation of the Ewing Yard wall and repair of all damage resulting from the wall failures.

There is a reasonable uncertainty about the conditions that will be found as portions of the wall that have not yet completely failed are removed. Staff has reviewed the possibilities and has established an Independent Cost Estimate (**ICE**) including contingencies of \$9,562,740. This includes repair of existing failed structures and the removal and replacement of approximately 650 feet of additional structure, as well as the repair and return to service of the two MetroLink storage tracks impacted by the wall failure.

On February 17, 2015, Metro short listed three DB firms to compete for the final award of the project.

Final proposals from the three short listed DB firms contending for the contract were submitted to Metro on April 30, 2015. Metro commenced review and scoring of the proposals on May 4, 2015. Following several internal consensus meetings among Procurement and the review committee, the

highest ranking proposer, SLB, was interviewed on June 3, 2015, in an effort to allow SLB to address numerous questions and concerns of the review committee with respect to their proposed design-build concept. Following interview on June 3, the review committee reached consensus to move forward with SLB's proposal under the provision that the design concept as proposed be modified to incorporate elements deemed necessary by the review committee for the long term performance and safety of the wall. The more salient items noted are as follows:

- Additional sub-surface drainage measures;
- A flatter slope at the top of the wall;
- Additional surface storm water conveyance considerations;
- A more robust structural design; and
- More intensive field and fabrication Quality Control.

Since the elements identified by the review committee were beyond the scope of the original SLB proposal, they were incorporated into the terms of the contract during negotiations and a subsequent equitable adjustment was made to the proposed contract value.

### **Analysis:**

Three proposals were submitted to Metro in response to Part 2 of the subject RFP. The four member review committee individually scored each of the proposals based upon a predetermined technical evaluation criteria. Cost proposals were evaluated separately from the technical proposals and ranked on the basis of greatest overall value to Metro.

SLB's proposal scored a total of 404 out of 500 total points, and 67 points higher than the second place firm. Technical and Cost Scores are listed below:

Firm	Cost	Cost Score	Technical Score	Total
St. Louis Bridge	\$2,968,253.50	175.00	229.00	404.00
KCI Construction	\$4,495,000.00	115.56	221.50	337.06
Millstone Weber	\$6,500,000.00	79.91	244.00	323.91

Metro's review committee in conjunction with Procurement thoroughly researched, debated, and finally reached consensus on the SLB proposal. The initial design-build budget was set at \$8,500,000 per the conditions of the RFP, and SLB's original proposal (pre-negotiation) was \$2,968,253.50. Staff recommends the Board approve award of a contract to SLB in an amount not to exceed \$4,500,000.

The SLB proposal utilizes a different retaining wall concept than was originally envisioned. The proposal includes using pre-cast blocks to be put in place and then filled with clean stone. The proposed wall is a free standing structure. After researching the proposal, the evaluating team reached consensus on a concept that would accept this design but required the above listed

concerns to be addressed. The additional requirements add roughly another \$1,500,000 to the initial SLB proposal, thus the request to award this contract to SLB at a contract price not to exceed \$4,500,000.

**Board Action Requested:**

Approval by the Board of Commissioners for the President & CEO to enter into a contract with St. Louis Bridge Construction Company for necessary repairs to the Ewing Yard Retaining Wall, per final negotiated specifications in accordance with RFP-15-101065-CB in an amount not to exceed \$4,500,000.

Given the potential for unforeseen conditions and the length of time between Board meetings, Staff recommends the remaining sum of \$5,062,740 (which is the \$9,562,740 project budget based on ICE, less the \$4,500,000 contract award to SLB.), contained within the construction budget line items be authorized for use as contingency if required, to allow the project to progress in the event such unforeseen conditions manifest.

Attachments

**A RESOLUTION OF THE BOARD OF COMMISSIONERS  
OF THE BI-STATE DEVELOPMENT AGENCY  
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT  
APPROVING THE CONTRACT AWARD TO ST. LOUIS BRIDGE  
CONSTRUCTION COMPANY FOR THE EWING YARD RETAINING WALL  
REMEDIAATION DESIGN-BUILD PROJECT**

**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 all Competitive Negotiated Procurements exceeding \$500,000; and

*Whereas*, funding is 80% FTA MO-90X296, MO-05-0028, MO-54-0001 and 20% Agency Capital Budget; and

*Whereas*, on April 3, 2014 a 100 foot segment of the MetroLink Ewing Yard retaining wall collapsed. Following a review it was determined that all but 58 feet of the approximately 1000 foot wall required remedial measures to restore structural stability. Further on December 5, 2014, following a period of extensive rain, a second wall failure occurred as roughly 160 feet of wall collapsed into the Ewing Yard; and

*Whereas*, staff has established an Independent Cost Estimate (“ICE”), including contingencies, of \$9,562,740 for the repair of the existing failed structures and for the removal and replacement of approximately 650 feet of additional structure as well as the repair and return to service of two MetroLink storage tracks impacted by the wall failure; and

*Whereas*, the Request for Proposal 15-RFP-101065-CB was issued on December 16, 2014 seeking proposals for design construction services for the remediation of the Ewing Yard wall and repair of all damage resulting from the wall failures; and

*Whereas*, three firms competed for the final award and St. Louis Bridge Construction Company (“SLB”) was selected by the review committee for a negotiated contract in an amount not-to-exceed of \$4,500,000; and

*Whereas*, given the potential for unforeseen conditions with this project staff recommends that the remaining sum of \$5,062,740 (the project budget based upon the ICE less the \$4,500,00 contract to SLB) be used as a contingency in order to allow the project to progress in the event unexpected conditions manifest; and

*Whereas*, it is feasible, necessary and in the public interest for the Agency to approve the contract award to St. Louis Bridge Construction Company for design construction services for the remediation of the Ewing Yard wall and repair of all damage resulting from the wall failures in an amount not-to-exceed \$4,500,000 and authorize \$5,062,740 as a contingency, 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 contract award to St. Louis Bridge Construction Company for design construction services for the remediation of the Ewing Yard wall and repair of all damage resulting from the wall failures in an amount not-to-exceed \$4,500,000 and also authorizes \$5,062,740 as a contingency.

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 St. Louis Bridge Construction 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.      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 26<sup>th</sup> day of June, 2015.

**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**

**11(d)**



**Bi-State Development Agency / Metro  
Board of Commissioners  
Agenda Item  
June 26, 2015**

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**From:** John M. Nations, President & CEO  
**Subject:** **Contract Extension of Time of Performance With Illinois Excavators, Inc. for Illinois Slopes Stabilization Services and Scour Protection – Phase 2 Construction**  
**Disposition:** Approval  
**Presentation:** Raymond A. Friem, Chief Operating Officer – Transit Services; Frederick J. Bakarich, Interim Director - Engineering; and Larry B. Jackson, Vice President - Procurement and Inventory Management

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**Objective:**

To present to the Board of Commissioners for approval, a request to extend the contract completion date through November 14, 2015, for the contract with Illinois Excavators, Inc. for construction associated with the Illinois Slope Stabilization Services and Scour Protection – Phase 2.

**Committee Disposition:**

This item was presented and discussed at the May 19, 2015, Operations Committee meeting. The Committee recommends that the Board of Commissioners approve the Contract Extension of Time of Performance with Illinois Excavators, Inc., through November 14, 2015, for Illinois Slopes Stabilization Services and Scour Protection – Phase 2 Construction.

**Board Policy:**

Board Policy Chapter 50.010, Section G.2., requires the Board of Commissioners to approve all extensions of contract performance that exceed 180 days.

**Funding Source:**

Slope Stabilization – Phase II	100% Illinois Department of Transportation ( <b>IDOT</b> )
Embankment Erosion Control	78.14% IDOT, 21.86% St. Clair County Transit

**Background:**

This project addresses two major issues concerning Metro's operation for the Phase 2 and Phase 3 MetroLink extensions (see attached photos):

1. Access to the MetroLink alignment; and
2. Embankment erosion

The Illinois Slope Stabilization Services and Scour Protection – Phase 2 project provides for the construction of a road from MP 23.54 to MP 27.2. The stone aggregate surfaced access road requires the construction of three bridges, a double barrel concrete box culvert, and two retaining walls. This road will allow Metro personnel access to the MetroLink alignment for maintenance and inspection activities in areas where current access is only possible via the rails. Future plans by St. Clair County Transit include paving the access road with an asphalt surface and incorporating it into their MetroBikeLink system.

The majority of the embankment slopes for the MetroLink alignment between MP 22.64 and MP 37.70 are 2:1 slopes (2 feet of horizontal distance for every one foot of vertical rise – in practical terms, it is a steep slope that is difficult to maintain). These embankments have severe erosion at numerous locations. Due to the difficulty in maintaining a 2:1 embankment slope, stone rip rap (large stone, 12” – 18” in mean diameter, applied to stabilize slopes and waterways) is being installed to prevent future erosion of the embankment at various locations between MP 22.64 and MP 37.70. Areas of minor erosion are being reshaped and reseeded to reestablish grass.

This project also addresses problems with stabilizing a number of the junction boxes used for communication and signal control. A number of the junction boxes are leaning as a result of being installed on the steep 2:1 slope. The junction boxes need to be stabilized to prevent the potential of service disruption resulting from a disconnected signal/communication cable. Small retaining walls are being constructed around affected junction boxes to stabilize the boxes while providing a flat surface around the box for Metro maintenance crews to work from.

The original scheduled completion date for the Illinois Slope Stabilization Services and Scour Protection – Phase 2 was November 15, 2014. This completion date was based on an April 1, 2014 Notice to Proceed [NTP] as defined in the contract specifications. Issuance of the NTP was delayed four months, however, while waiting for pre-award concurrence from IDOT. Metro has extended the current contract 180 days as allowed by policy.

### **Analysis:**

The delayed start of construction activities caused the contractor to miss most of the favorable construction season in the first year of the contract. The 180 day contract extension from November 16, 2014, to May 14, 2015, has resulted in about one month of productive activity, as the first full week crews were able to resume work was April 20, 2015.

The contractor was not able to final shape and seed any of the work areas in 2014. IDOT allows fall seeding between August 1 and November 15, and spring seeding between March 1 and June 1. With the numerous rains this Spring, the contractor has not been able to perform final shaping of the work areas that require seeding.

With final shaping required at numerous locations between MP 22.64 and MP 37.70 and the possibility of additional rain delays, Staff recommends that the contract be extended to incorporate the Fall seeding season.

**Board Action Requested:**

Approval by the Board of Commissioners to extend the contract time of performance with Illinois Excavators, Inc. through November 14, 2015.

Attachments

**A RESOLUTION OF THE BOARD OF COMMISSIONERS  
OF THE BI-STATE DEVELOPMENT AGENCY  
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT  
APPROVING THE EXTENSION OF TIME OF PERFORMANCE FOR  
CONTRACT WITH ILLINOIS EXCAVATORS, INC FOR ILLINOIS SLOPES  
STABILIZATION SERVICES AND SCOUR PROTECTION – PHASE II**

**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(G)(2) requires Board approval of contract performance extensions exceeding 180 days; and

*Whereas*, the funding for the Slope Stabilization – Phase II Project is 100% Illinois Department of Transportation (“IDOT”) and the Embankment Erosion Control Project is 74.14% IDOT and 21.86% St. Clair County Transit; and

*Whereas*, Agency has contracted with Illinois Excavators, Inc. for the Slope Stabilization – Phase II and Embankment Erosion Control Projects. The originally scheduled completion date for these Projects was November 15, 2014. This date was based upon an April 1, 2014 Notice to Proceed (“NTP”). However the NTP was delayed four months due to a delay in pre-award concurrence from IDOT. The delayed construction start caused the contractor to miss the most favorable construction season in the first year of the contract and contractor was not able to final shape and seed any of work areas in 2014; and

*Whereas*, IDOT allows fall seeding between August 1 and November 15 and spring seeding between March 1 and June 1. With numerous rains in spring of 2015 contractor has been unable to perform final shaping of work areas that require seeding. Therefore staff recommends the contract be extended to incorporate the 2015 fall seeding season; and

*Whereas*, it is feasible, necessary and in the public interest for the Board to approve the extension of the time for performance of the contract with Illinois Excavators, Inc. through November 14, 2015 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. The Board of Commissioners hereby approves the extension of the current contract with Illinois Excavators, Inc. for the Slope Stabilization – Phase II and Embankment Erosion Control Projects through November 14, 2015.

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 Illinois Excavators, 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. 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 26<sup>th</sup> day of June, 2015.

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

By \_\_\_\_\_  
Title \_\_\_\_\_

[SEAL]

ATTEST:

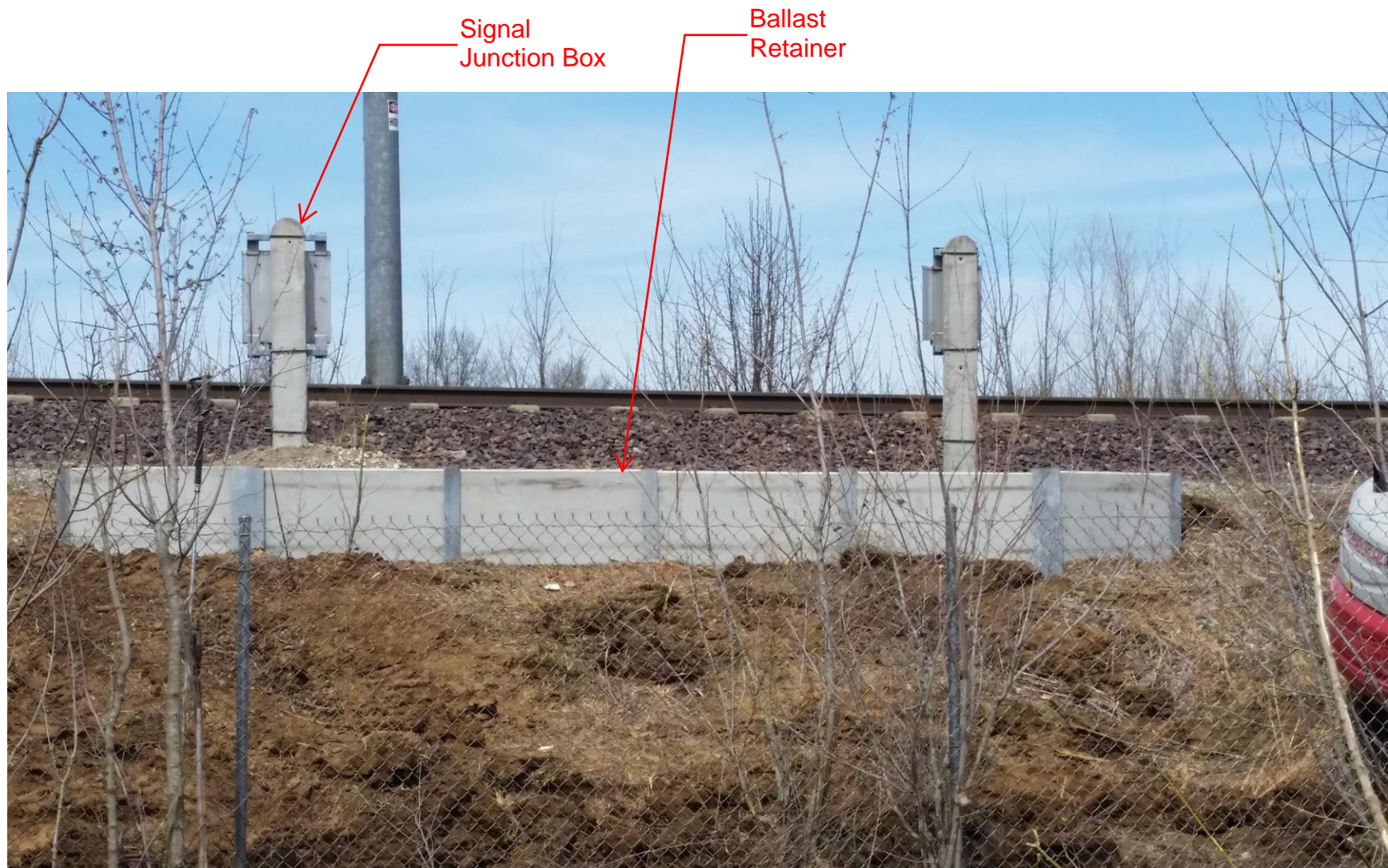
By \_\_\_\_\_  
Deputy Secretary to the Board of Commissioners





Bank Stabilization and Scour Protection at Drainage Structure Inlet





Installation of Ballast Rock Retainers at Signal Junction Boxes. The severe slope of the railroad embankment along the alignment through St. Clair County has led to numerous instances of signal junction boxes gradually rotating out of plumb. Installation of the Ballast Retainer remedies the condition while providing Metro maintenance crews a level working surface.





Installation of a Ballast Retainer structure adjacent to a culvert outlet. Scour from the culvert had led to undermining of the Communication Cable trough running parallel to the alignment.





Slope stabilization and buttressing adjacent to a MetroLink retaining wall.





Installation of scour protection and bank stabilization at a triple culvert outlet.





Completed Access Road bridge; future MetroBikeLink.



**Bi-State Development Agency / Metro  
Board of Commissioners  
Agenda Item  
June 26, 2015**

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**From:** John M. Nations, President & CEO  
**Subject:** **Sole Source Contract Authorization for Hardware and Software Maintenance Agreements**  
**Disposition:** Approval  
**Presentation:** Kerry Kinkade, Acting Vice President & Chief Information Officer; and Larry B. Jackson, Vice President – Procurement, Inventory Management & Supplier Diversity

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**Objective:**

To present to the Board of Commissioners a request to authorize the President & CEO to enter into sole source contracts for hardware and software maintenance agreements, as budgeted for FY2016.

**Committee Disposition:**

This item was presented and discussed at the Finance & Administration Committee meeting on May 15, 2015. The Committee voted to recommend that the Board of Commissioners approve the request for authorization to award the sole source contracts for hardware and software maintenance agreements.

**Board Policy:**

Board Policy Chapter 50.010.E - Purchasing requires Board approval of all non-competitive procurements exceeding \$100,000.

It is the policy of the Agency to conduct all procurements in a manner which fosters full and open competition. In some cases, competition is not feasible or practical. Sole source procurements totaled 8.4% of all procurements over the last four quarters.

**Funding Source:**

Hardware and software maintenance is budgeted in the annual operating budget.

**Background:**

Bi-State Development Agency (**BSDA**) has made significant investment in its technology platforms to enhance all aspects of our businesses. Each of these systems requires continued support from the manufacturer/developer to ensure the software functions as expected and remains current with technology updates. When software products are initially licensed and deployed, BSDA enters into software maintenance agreements with the manufacturer/developer that ensure the necessary support is available. These software maintenance agreements provide for:

- 1) Correction of "bugs" discovered after software delivery;
- 2) Enhancement of the software to improve performance and maintainability;
- 3) Adaptive maintenance to ensure continued efficient operation in changing operational environments; and

- 4) Emergency support to correct issues that may interfere with the efficient operation of the software.

Board approval of contracts for technology hardware and software maintenance have historically been submitted to the Board individually as needed. During the October 2013 Operations Committee meeting, it was suggested that the Agency consider revising this approach in favor of an annual approval of the required contracts.

**Analysis:**

BSDA's FY2016 Operating Budget allocates approximately \$2.25 million for costs associated with hardware and software maintenance contracts. Most of the contracts are less than \$100,000 per year, therefore, they do not require approval of the Board of Commissioners. However, there are three providers whose annual costs are anticipated to approach or exceed the \$100,000 threshold, which requires Board approval.

<b><u>Supplier</u></b>	<b><u>Product Description</u></b>	<b><u>Annual Cost</u></b>
Kronos	Employee Timekeeping System	\$ 100,000
Oracle	Financial/ERP System	\$ 434,500
Trapeze	Operations and Customer Service Systems	\$ 1,160,000

BSDA's staff shall analyze each situation prior to entering into any contracts to verify the continued need and appropriate level of support. Negotiations will be conducted with the contractor to ensure reasonableness of cost.

**Board Action Requested:**

Approval by the Board of Commissioners to authorize the President & CEO to enter into "sole source" contracts for the support of BSDA/Metro hardware and software systems as required and within the amounts provided for in the FY2016 Operating Budget as approved by the Board of Commissioners on April 24, 2015.



**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 ENTER INTO  
“SOLE SOURCE” CONTRACTS TO SUPPORT AGENCY HARDWARE  
AND SOFTWARE SYSTEMS AS PROVIDED FOR IN THE  
FY 2016 OPERATING BUDGET**

**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 procurements exceeding \$100,000; and

*Whereas*, hardware and software maintenance funding is provided in the Agency Annual Operating Budget; and

*Whereas*, Agency enters into hardware and software maintenance agreements with manufacturers/developers to ensure necessary support is available to maintain Agency’s significant investment in its technology platforms; and

*Whereas*, historically Agency technology hardware and software maintenance contracts have been individually submitted to the Board for approval as needed. However Agency now wants to revise its contract approval method for these contracts to request Board approval of “sole source” contracts expected to exceed \$100,000 based upon the Board approved Annual Operating Budget; and

*Whereas*, the hardware and software maintenance budget for FY 2016 is approximately \$2.25 million; and

*Whereas*, three software and hardware maintenance providers are expected to have contracts exceeding \$100,000 in FY 2016: Kronos, Oracle and Trapeze. Agency staff will analyze the continued need and appropriate level of support and negotiate reasonable cost contracts with these providers; and

*Whereas*, it is feasible, necessary and in the public interest for the Agency to authorize the President and CEO to enter into “sole source” contracts which exceed \$100,000 with Kronos, Oracle and Trapeze for annual hardware and software maintenance within the amounts provided for in the FY 2016 Operating Budget as approved by the Board on April 24, 2015, 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.        Authorize President and CEO. The Board of Commissioners hereby authorizes the President and CEO to enter into "sole source" contracts which exceed \$100,000 with Kronos, Oracle and Trapeze for hardware and software maintenance within the amounts provided for in the FY 2016 Operating Budget approved by the Board on April 24, 2015.

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 Contracts 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 Kronos, Oracle and Trapeze.

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 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 26<sup>th</sup> day of June, 2015.

**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**

**11(f)**

**Bi-State Development Agency / Metro  
Board of Commissioners  
Agenda Item  
June 26, 2015**

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**From:** John M. Nations, President & CEO  
**Subject:** **Sole Source Contract Award to Interior Investments, Inc. for Herman Miller Systems Furniture**  
**Disposition:** Approval  
**Presentation:** Larry B. Jackson; Vice President – Procurement, Inventory Management & Supplier Diversity

---

**Objective:**

To obtain approval from the Board of Commissioners for the President & CEO to award a sole source contract to Interior Investments, Inc. to purchase additional Herman Miller systems furniture in order to complete workspace configurations for the 6<sup>th</sup> and 7<sup>th</sup> floors of Metropolitan Square prior to relocation of BSDA/Metro Headquarters personnel.

**Committee Disposition:**

This item was discussed with the Finance & Administration Committee on May 15, 2015. The Committee voted to recommend that the Board of Commissioners approve this request.

**Board Policy:**

Board Policy Chapter 50.010.E - Purchasing requires Board approval of all non-competitive procurements exceeding \$100,000.

It is the policy of the Agency to conduct all procurements in a manner which fosters full and open competition. In some cases, competition is not feasible or practical. Sole source procurements totaled 8.4% of all procurements over the last four quarters.

**Funding Source:**

Funding for furniture and fixtures for office relocation is being provided by Federal Transit Administration (FTA) Grant No. MO-90-X296 (80%) and the Capital Budget (20%).

**Background:**

On September 26, 2014, the BSDA/Metro Board of Commissioners authorized the President & CEO to negotiate final terms and conditions of a lease for office space for BSDA/Metro's Headquarters staff. Subsequent to completion of these negotiations, a lease for space on the 6<sup>th</sup> and 7<sup>th</sup> floors of Metropolitan Square, 211 North Broadway, was signed on January 29, 2015.

The 7<sup>th</sup> floor of Metropolitan Square had been previously occupied by HOK. Upon vacating the space in December 2014, HOK left the majority of their systems furniture in place and was negotiating with Jones Lange LaSalle (Metropolitan Square Building Manager) for sale of the furniture and fixtures to the new tenant. During final negotiations of the lease, BSDA/Metro took over negotiations with HOK for the existing furniture and completed the purchase on January 30, 2015.



**Analysis:**

The furniture acquired from HOK was only 10 years old and in like-new condition. It was manufactured by Herman Miller and installed by their local dealer, Interior Investments, Inc. In order to reconfigure the furniture to meet the needs of BSDA/Metro staff, it is necessary to purchase additional items that integrate well and properly connect with the existing furniture. This must be done utilizing the same manufacturer in order to maximize utilization of the existing furniture and minimize cost since the floor plan on the 7<sup>th</sup> floor is completely open and unsegregated. This order includes only the purchase of new systems furniture to integrate with the existing furniture. Other items necessary for the relocation of Headquarters staff to the new facility, including installation of furniture purchased from HOK and this additional furniture, will be competitively bid.

**Committee Action Requested:**

Approval by the Board of Commissioners for a sole source purchase contract with Interior Investments, Inc. for additional systems furniture requirements for BSDA/Metro's Headquarters relocation in an amount not to exceed \$500,000.

**A RESOLUTION OF THE BOARD OF COMMISSIONERS  
OF THE BI-STATE DEVELOPMENT AGENCY  
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT  
AWARDING A CONTRACT TO INTERIOR INVESTMENTS, INC. FOR  
ADDITIONAL FURNITURE FOR THE HEADQUARTERS RELOCATION**

**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 procurements exceeding \$100,000; and

*Whereas*, funding for furniture and fixtures for the Headquarters office relocation is being provided by Federal Transit Grant MO-90-X296 at 80% and Agency Capital Budget at 20%; and

*Whereas*, on September 26, 2014 the Board authorized the President and CEO to negotiate the final terms and conditions of the lease for the relocation of Agency Headquarters. Subsequent to these negotiations a lease was executed for space on the 6<sup>th</sup> and 7<sup>th</sup> floors of the Metropolitan Square Building; and

*Whereas*, the 7<sup>th</sup> floor of the Metropolitan Square Building had been previously occupied by HOK. Upon vacating the space, HOK left a majority of their like-new condition systems furniture in place which has now been acquired by Agency; and

*Whereas*, in order to reconfigure the furniture to meet the needs of Agency staff, the Agency needs to purchase additional items that integrate well and properly connect with the existing furniture. This must be done utilizing the same manufacturer in order to maximize utilization of the existing furniture. Interior Investment, Inc. is the local dealer for the manufacturer of the HOK furniture; and

*Whereas*, it is feasible, necessary and in the public interest for the Agency to award a sole source purchase contract with Interior Investments, Inc. for additional systems furniture requirements for the Agency’s Headquarters relocation in an amount not-to-exceed of \$500,000, 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 sole source contract award to Interior Investments, Inc. for additional systems furniture requirements for the Agency’s Headquarters relocation in an amount not-to-exceed of \$500,000.

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 Interior Investments, 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.        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 26<sup>th</sup> day of June, 2015.

**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**

**12**



**Bi-State Development Agency / Metro  
Board of Commissioners  
Agenda Item  
June 26, 2015**

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**From:** John M. Nations, President & CEO  
**Subject:** **Board Compliance and Ethics Training**  
**Disposition:** Information  
**Presentation:** Kent W. Swagler, Director of Corporate Compliance and Ethics

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**Objective:**

To provide Corporate Compliance and Ethics training for all new and current Board Commissioners.

**Committee Disposition:**

This item was discussed at the Finance & Administration Committee meeting on May 15, 2015. A presentation, which will provide this training to the full Board of Commissioners will be given on June 26, 2015.

**Board Policy:**

Chapter 60. *Code of Conduct* is contained in the Collected Board Policies and applies to both employees and members of the Board of Commissioners. Although not required by specific Board Policy, best practice dictates that the Director of Corporate Compliance and Ethics provide an annual presentation regarding Compliance and Ethics training to the Board of Commissioners.

**Funding Source:**

Funding is provided through operating funds.

**Background:**

The enclosed presentation will provide Compliance and Ethics training for all Board Commissioners. A comparable presentation is provided in-person to all employees.

**Analysis:**

Analysis to be presented will include compliance and ethics standards, requirements, and overviews of the Compliance and Fraud Helpline.

**Board Action Requested:**

This material is for information only.

**Attachment:**

1. Compliance and Ethics Training Presentation



Attachment 1

**Metro**

# Corporate Compliance and Ethics Overview Training

Kent Swagler CCEP  
Director, Corporate Compliance and Ethics  
Direct line (314) 923-3097  
Cell (618) 789-5174  
[kswagler@metrostlouis.org](mailto:kswagler@metrostlouis.org)



**Metro**

## Corporate Compliance and Ethics Overview

What is Corporate Compliance?

Why have a Corporate Compliance program?

What are Benefits of Corporate Compliance?

What are the Program's Elements and Responsibilities?

What is an Ethical Culture?

What is in our Board Code of Conduct?

What is Liability?

What are Metro's Social Media Guidelines?

What is the Metro Ethics Helpline?

Contact Information





**Metro**

## What is Corporate Compliance?

- Definition: *System of individuals, processes, policies, and procedures developed to ensure compliance with all applicable:*

*Federal laws*

*State laws*

*Industry regulations*

*Private contracts*

*that govern the organization's actions*

- To be effective, compliance must be on-going process
- Part of organization's fabric



**Metro**

## Why have a Corporate Compliance Program?

- Abide by all applicable laws, regulations, and policies
- Identifies and prevents criminal and unethical conduct
- Committed to honesty and responsible conduct
- Encourages reporting potential issues
- Prompt issue investigation
- Prevents, detects, and deters noncompliance
- Minimizes exposure to civil damages and penalties
- Raises awareness





**Metro**

## What are the Benefits of Corporate Compliance?

- Encourages potential problem reporting
- Initiates timely response and appropriate corrective action
- Minimizes exposure to lawsuits, fines, and penalties
- Demonstrates strong commitment to responsible conduct
- Easier to attract and retain employees



**Metro**

## Essential Elements of a Compliance Program?

- Supported by Metro Board and Senior Management
- Permanent Compliance and Ethics Director
- Standards, policies, and procedures written and kept current
- Independent monitoring and auditing for compliance
- Effective employees education and training program



**Metro**

## Essential Elements of a Compliance Program?

- Anonymous issue reporting with no retaliation
- Independent investigation, timely response to reported issues
- Regular risk assessment and risk minimization steps
- Regular effectiveness assessment of compliance program





**Metro**

## Corporate Compliance and Ethics Responsibilities

- Overall Agency compliance to 285 requirements
- Compliance and Fraud Helpline Director / Lead Investigator
- Agency Information Security Officer
- Agency Records Retention Officer
- Agency Health Information Protection and Accountability Act (HIPAA) Administrator





**Metro**

## What is an Ethical Culture?

- Ethical Culture: *The extent to which an organization operates in adherence to its values*
- Make doing what is right a priority
- Commissioners and employees:
  - Are encouraged to act on clear and positive values
  - Take ownership of positive and ethical values
  - Act according to values even when no one is watching



**Metro**

## What is in Metro's Board Code of Conduct?

- Contained in Board Policy Chapter 60
- Requires a corresponding employee Code of Conduct
- Embodies Metro's guiding ethics, principles, and core values:
  - Customer Focus: Exceed customer expectations
  - Customer safety and security – our most important priority
  - Character: Honesty, integrity, respect, courtesy, teamwork, trust, directness, accountability, commitment to success
  - Ethical: Adhere to Code of Conduct and other standards of behavior
  - Communication: clear, accurate information



**Metro**

## What is in Metro's Board Code of Conduct?

- Report gifts in annual Personal Financial Disclosure statement
- Publish an Employee Code of Conduct, complete annual reviews, and signature acknowledgements
- Establish procedures regarding employee Code of Conduct violations (new Compliance and Fraud Helpline)
- Report any of the following in writing to the Board Chair:
  - Ex Parte (one-sided or partisan) communications
  - Code of Ethics violations
  - Real or potential conflicts of interest





**Metro**

## As Commissioners, You Represent Metro

- Your behavior reflects on Metro whether:
  - Conducting Board-related business
  - Representing Metro in the community
- Responsibility to report Code breaches to Legal Counsel
  - Kept confidential





**Metro**

## What is Liability?

- Definition: *An obligation, responsibility, or debt*
- Metro is responsible:
  - From the time passengers get on a Metro vehicle, are on Metro property until they leave
  - When an employee does not do his/her job
- Metro may be held liable:
  - When an employee has been negligent; or
  - When an incident is unavoidable and beyond employee's control



**Metro**

## Liability – What can happen next?

- Metro defends the Agency regardless of employee's liability
- Employees could be held personally liable as well
- Example #1 (Missouri liability law):
  - Metro vehicle brakes fail, runs red light, hits car
  - Metro held liable
  - Vehicle Operator not at fault
  - Awards up to \$409,123 (maximum)



**Metro**

## Liability – What can happen next?

- Example #2 (Illinois liability law):
  - Metro vehicle operator texts while driving, runs red light, hits car
  - Passenger in car sues; Metro is held liable
  - Conclusion: Metro vehicle operator is at fault; **Metro does not provide defense for employee personal liability**
  - No ceiling on Illinois liability suit awards
  - Likely employee termination (loss of salary, benefits, pension)
  - Potential personal lawsuits against employee from customers, other motorists
  - Future employment opportunities at risk





**Metro**

## Metro's Social Media Guidelines

- What is Social Media?
  - Internet applications that provide ***two-way and interactive*** social instruments of communication
  - Users co-create, share, discuss, and modify user-generated content
- Your on-line activities must **not** interfere with your responsibilities as a Metro employee
- Use common sense and best judgment when posting; if posting something makes you feel uncomfortable, **do not post it**
- Leave postings on official Metro issues and matters to the Communications department





**Metro**

## Metro's Social Media Guidelines

- Do not use:
  - “Colorful” language or obscenities;
  - Copyrighted or trademarked materials;
  - Legal statements or conclusions; or
  - Derogatory remarks in your postings
- Be professional and respectful
- Do not post under another name
- **You can be held personally liable for your postings**



**Metro**

## What is Metro's Ethics and Fraud Helpline?

- Provided by EthicsPoint, an [independent](#) 3<sup>rd</sup> party provider
- Toll-free telephone or Internet incident reporting
- Reports made either by-name or anonymous
- Incidents investigated to closure
- Anonymity is ensured



**Metro**

## How to Use Metro's Ethics and Fraud Helpline

- Before using Helpline, attempt to address issues with your supervisor and your management chain first, if possible
- Use Helpline as an additional step to resolve issues
- Receive incident ID number and PIN code
- Check incident status via phone or web
- Retaliation will not be tolerated





**Metro**

## How to Use Metro's Ethics and Fraud Helpline

- Program posters and literature posted throughout all facilities
- Toll-free phone number: **1-85-LINK2HLP** (1-855-465-2457)
- Website: [www.EthicsPoint.com](http://www.EthicsPoint.com)
  - Click the '**file a report**' button
  - In the **Organization Name** field, enter '**Bistate**'
  - Click the **Submit** button
  - Click the **Select Company/Institution** button





**Metro**

## Any Other Questions and Comments?

My contact information:

Kent W. Swagler

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Cell (618) 789-5174

Fax (314) 335-3418

[kswagler@metrostlouis.org](mailto:kswagler@metrostlouis.org)



**Bi-State Development Agency / Metro  
Board of Commissioners  
Agenda Item  
June 26, 2015**

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**From:** John M. Nations, President & CEO  
**Subject:** **Transit Capital Program Overview**  
**Disposition:** Information  
**Presentation:** Raymond A. Friem, Chief Operating Officer – Transit Services

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**Objective:**

To provide the Board of Commissioners with information about Bi-State/Metro's long-term capital program goals, and management efforts to ensure the most efficient use of scarce capital funds to maintain transit service and safety standards.

**Committee Disposition:**

A PowerPoint presentation entitled *Transit Capital Program Overview* was provided to members of the Operations Committee at their May 19, 2015 Committee Meeting. This presentation and the ensuing discussion provided information about the source and required uses of various federal funds provided to Bi-State/Metro, and outlined changes in funding programs under the 2012 Moving Ahead for Progress in the 21<sup>st</sup> Century Act (**MAP-21**). The Committee requested that this presentation be included with the Board packet for June 26, 2015, and it is attached for review and future reference.

**Board Policy:**

Board Policy Chapter 30.030, Section B., requires the Board of Commissioners to approve an annual operating and capital budget prior to the beginning of the ensuing fiscal year.

**Funding Source:**

These funds are provided through numerous federal sources and through local appropriations from local jurisdictions.

**Background:**

At the April 24, 2015 meeting of the Board of Commissioners, the Board approved a \$619.6 million capital program for FY2016 through FY2018. Of that \$619.6 million in capital funds, \$464.4 million are from various federal sources; \$155.2 million are local funds, also from different sources, used to match federal sources.

On May 19, 2015, the Operations Committee reviewed the specific federal funding programs comprising \$464.4 million in federal funding. The capital program includes funds appropriated in prior years to support a number of multi-year projects.

The presentation outlined sources of funding that have been discontinued with the passage of MAP-21, and went on to review the various types of funds created or continued under that legislation. The Committee was shown the specific use requirements of the various federal formula grants outlining mode specific funding such as State of Good Repair Funds which are to be exclusively used on fixed guideway projects (Rail), Bus and Bus Facility funds, which are

limited to those types of projects, and general formula funds, which can be applied to many different types of transit eligible projects.

The presentation also included a list of active or contemplated major projects and the grant type and source of federal funding. Included in those projects are several for which the Agency intends to apply for discretionary (competitive) grants through FTA and other funding sources.

**Analysis:**

The last part of the presentation discussed management efforts to maximize return on investment on both federal and capital investments in the transit system. There are four key elements of the transit capital program:

1. Fleet Replacement;
2. MetroLink Fixed Guideway Maintenance and Modernization;
3. Business Continuity; and
4. System Expansion and Enhancement

Since 2004, the Agency has been pursuing a unique strategy for replacement of its bus and van fleet. Rather than bulk buys at irregular intervals, the system has been transitioning to level procurement of one-fifteenth of its bus fleet and one-seventh of its van fleet every year. This procurement plan fits better with the federal efforts to provide funding at regular intervals. Prior purchases were often the result of earmarked funds, which the federal government has transitioned away from.

The Committee discussed management efforts to develop a long-term strategy for the maintenance and enhancement of the MetroLink System. There are projections for both capital and operating funds which will be applied to this effort, from which staff is developing realistic 10 and 15 year work plans for the system. This is a critically important effort as the system ages.

Also discussed was the development of a strategic planning process that will help to shape and focus elements of the *Moving Transit Forward* long term transit plan into practical, workable, and affordable projects for inclusion in future capital budgets.

**Board Action Requested:**

None – This is provided for information only.

Attachment:

*Transit Capital Program Overview*





# Transit Capital Program Overview

Board of Commissioners

June 26, 2015

# FY16-FY18 Capital Program



Spruce Street Bridge  
Rehabilitation



Automated Fare  
Collection Project



Civic Center  
Transit Center



Revenue Vehicle  
Replacement



North County Transit Center & Maintenance Facility



# Historic Capital Funding Resources

- ▶ Through FY2010 Congressional Earmarks were appropriated to support revenue vehicle and major infrastructure needs
- ▶ Earmarks were eliminated in favor of Notices of Funding Availability (NOFAs) such as State of Good Repair, Bus Livability and Clean Fuels programs
  - ▶ These NOFAs and local funding pots such as Congestion Mitigation and Air Quality (CMAQ) and Surface Transportation (STP) programs continue to support vehicles and major infrastructure
  - ▶ In FY2012 through MAP-21, certain funding was formularized into the Bus and Bus Facility Formula program

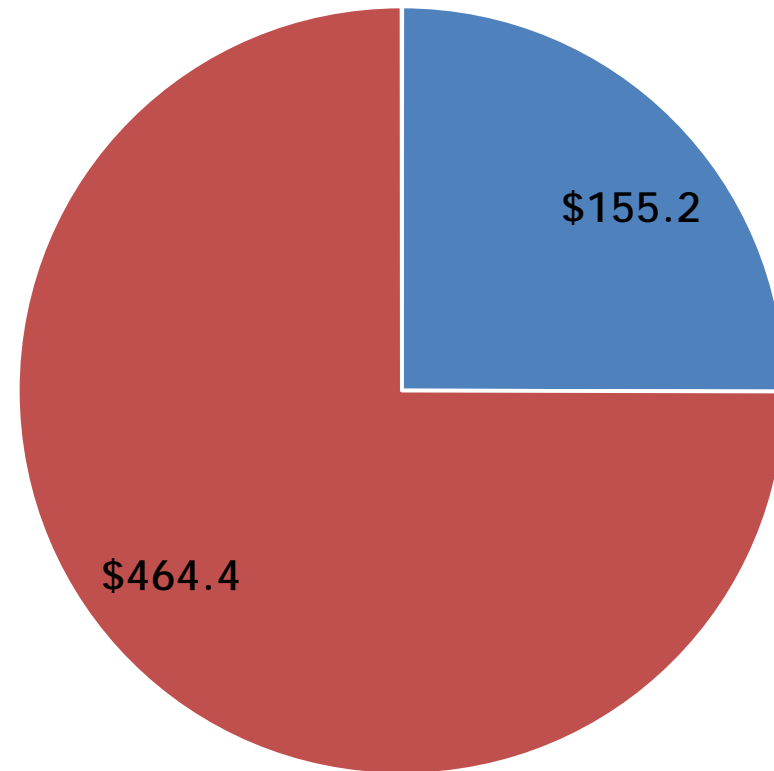
# Moving Ahead for Progress in the 21<sup>st</sup> Century (MAP-21)



- ▶ Signed into Law by President Obama on July 6, 2012
- ▶ Effective October 1, 2012 - September 30, 2014 (Continuing Resolution through May 31, 2015)
- ▶ 2015 Budget signed March 4, 2014
- ▶ Fully funds MAP-21 at authorized funding levels for surface transportation programs
- ▶ Includes a reserve for Surface Transportation Reauthorization of MAP-21 beyond its current expiration

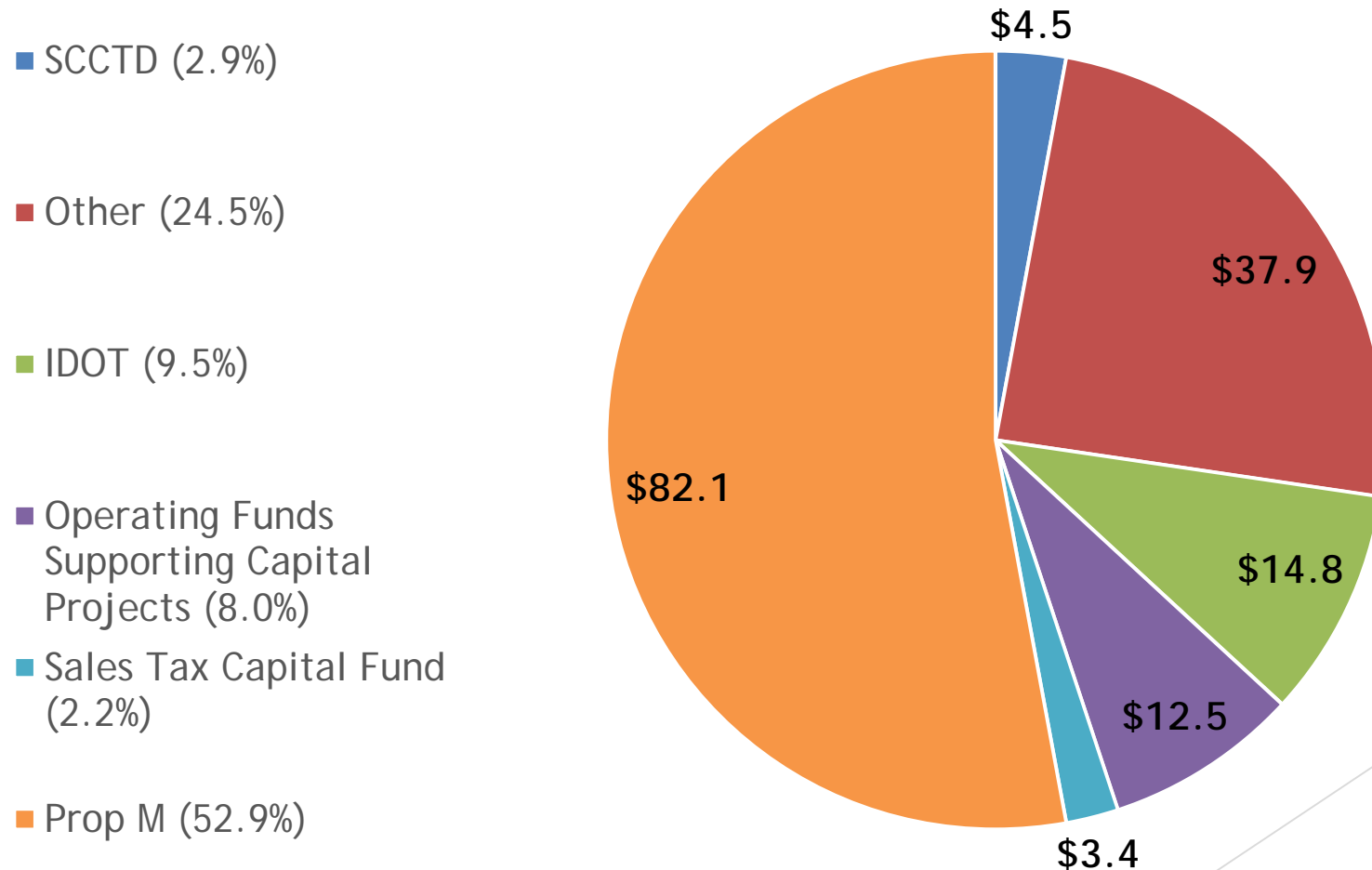


# Sources of Capital Funds FY 2016 - FY 2018 \$619.6 million



■ Local Funding (25.0%) ■ Federal Funding (75.0%)

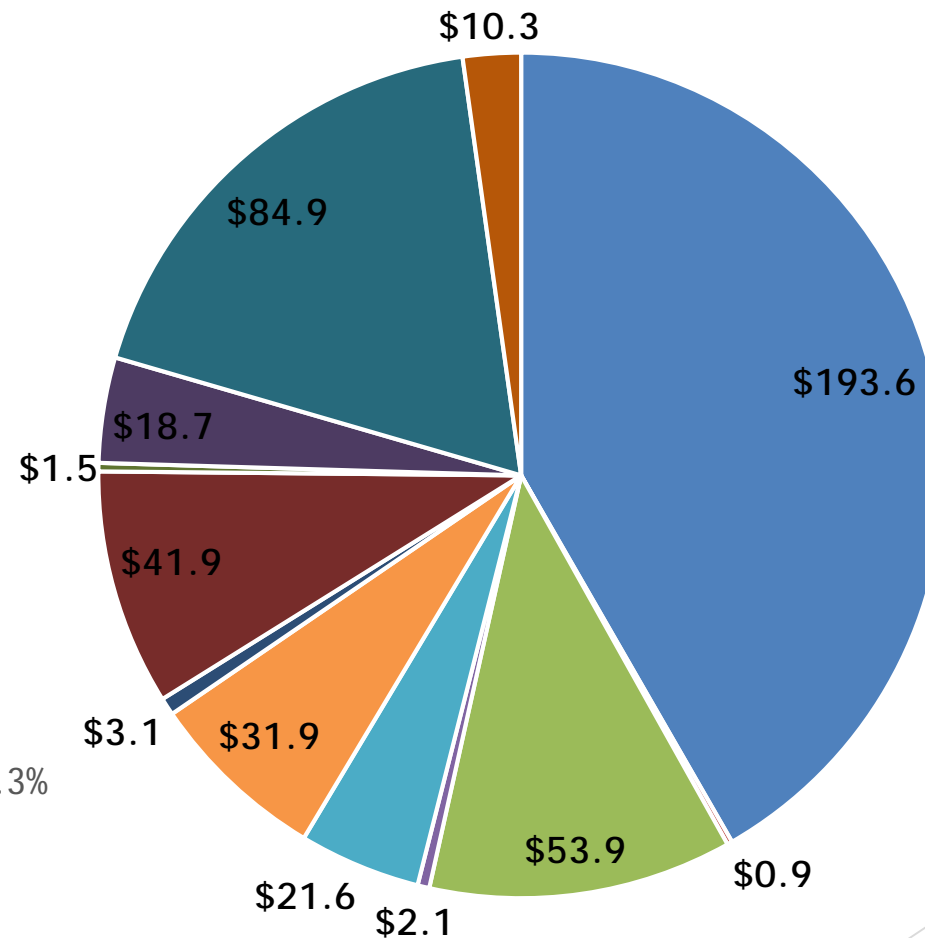
# Local Capital Sources of Funds FY 2016 - FY 2018 \$155.2 million



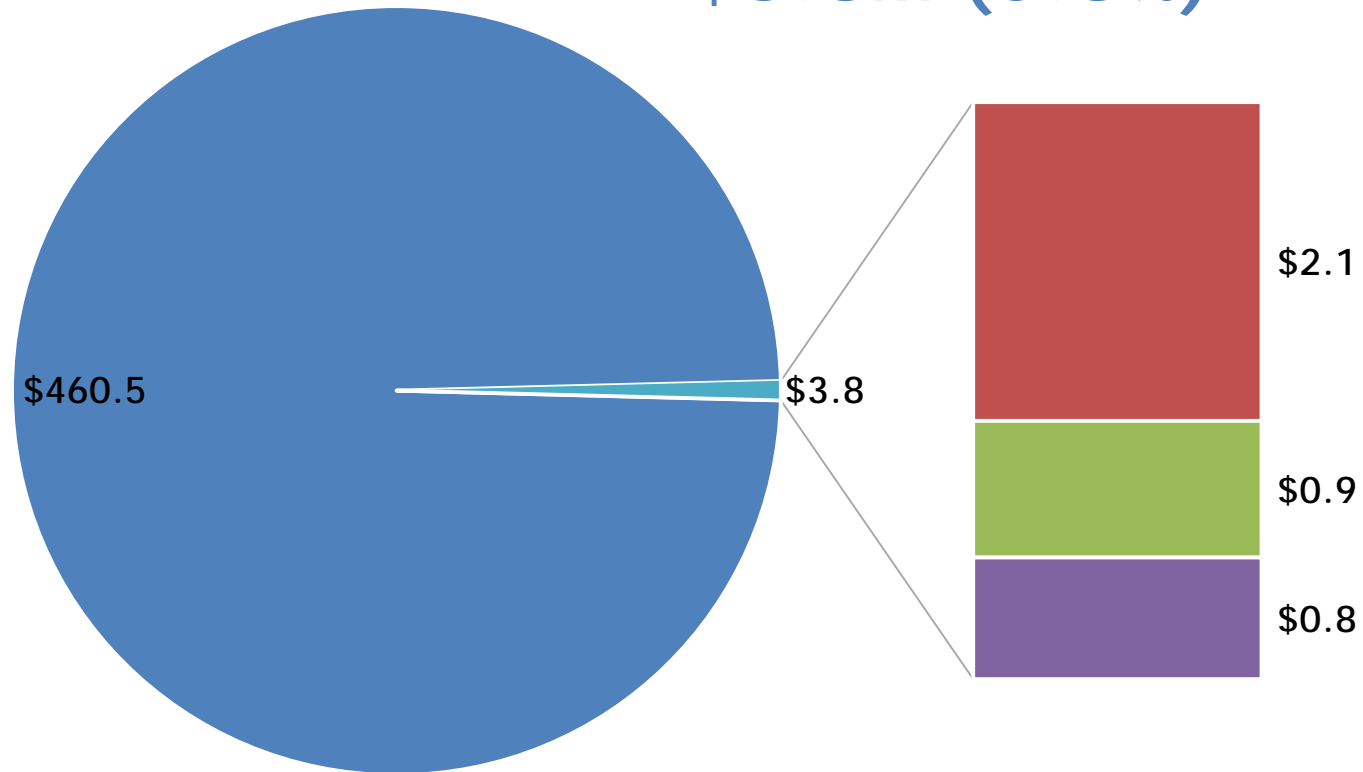
# Federal Sources of Capital Funds FY 2016 - FY 2018 \$464.4M



- Federal Formula (5307):  
41.7%
- JARC: 0.2%
- CMAQ: 11.6%
- ARRA: 0.5%
- STP-MO: 4.7%
- Fixed Guideway (5309):  
6.9%
- Homeland Security: 0.7%
- Discretionary Programs:  
9.0%
- New Freedom/Enhanced  
Mobility: 0.3%
- Bus\Bus Facility: 4.0%
- State of Good Repair: 18.3%
- TIGER: 2.2%



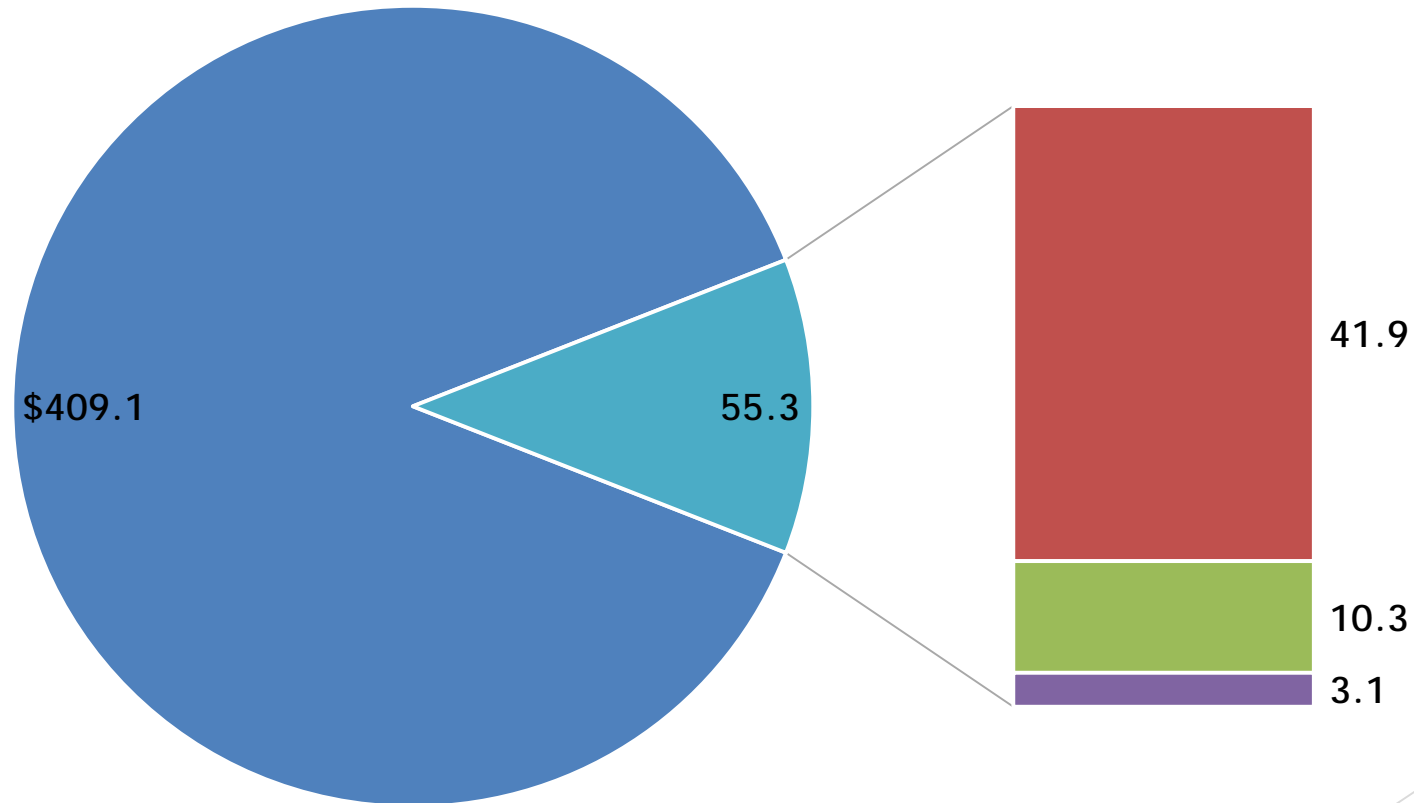
# Discontinued Federal Funds FY2016 - FY 2018 \$3.8M (0.8%)



■ Remaining Federal Sources (99.2%) ■ ARRA (0.5%)  
■ JARC (0.2%) ■ New Freedom (0.2%)

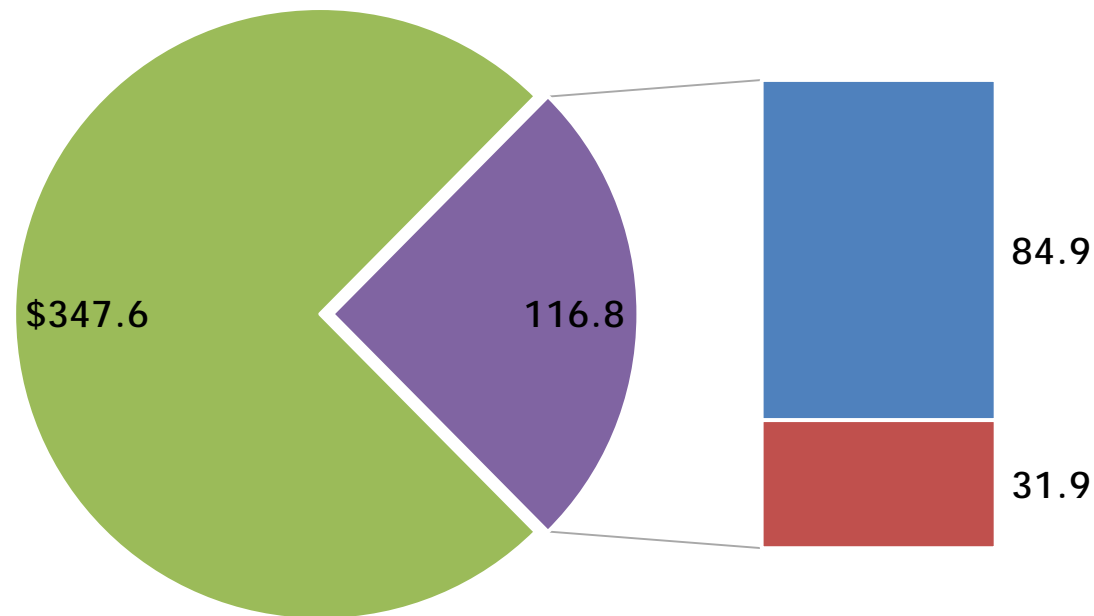


# Discretionary Federal Funds FY 2016 - FY 2018 \$55.3M Planned



■ Other Federal Funds (88.1%) ■ Discretionary (9.0%) ■ TIGER (2.2%) ■ Homeland Security (0.7%)

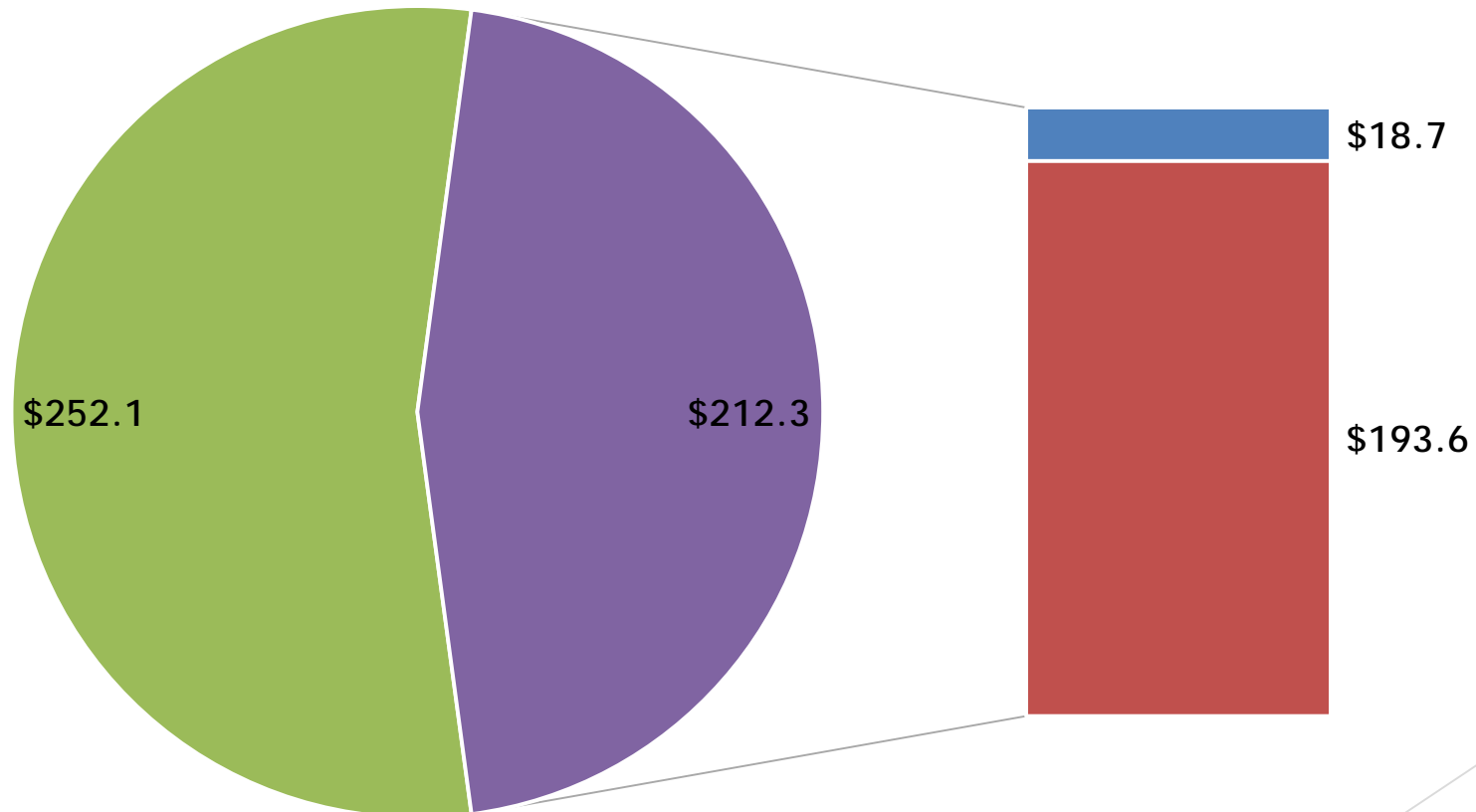
# Rail-Specific Federal Funds FY 2016 - FY 2018 \$116.8M



■ State of Good Repair 5337 (18.3%) ■ Fixed Guideway 5309 (6.9%) ■ Other Federal Funds (74.8%)

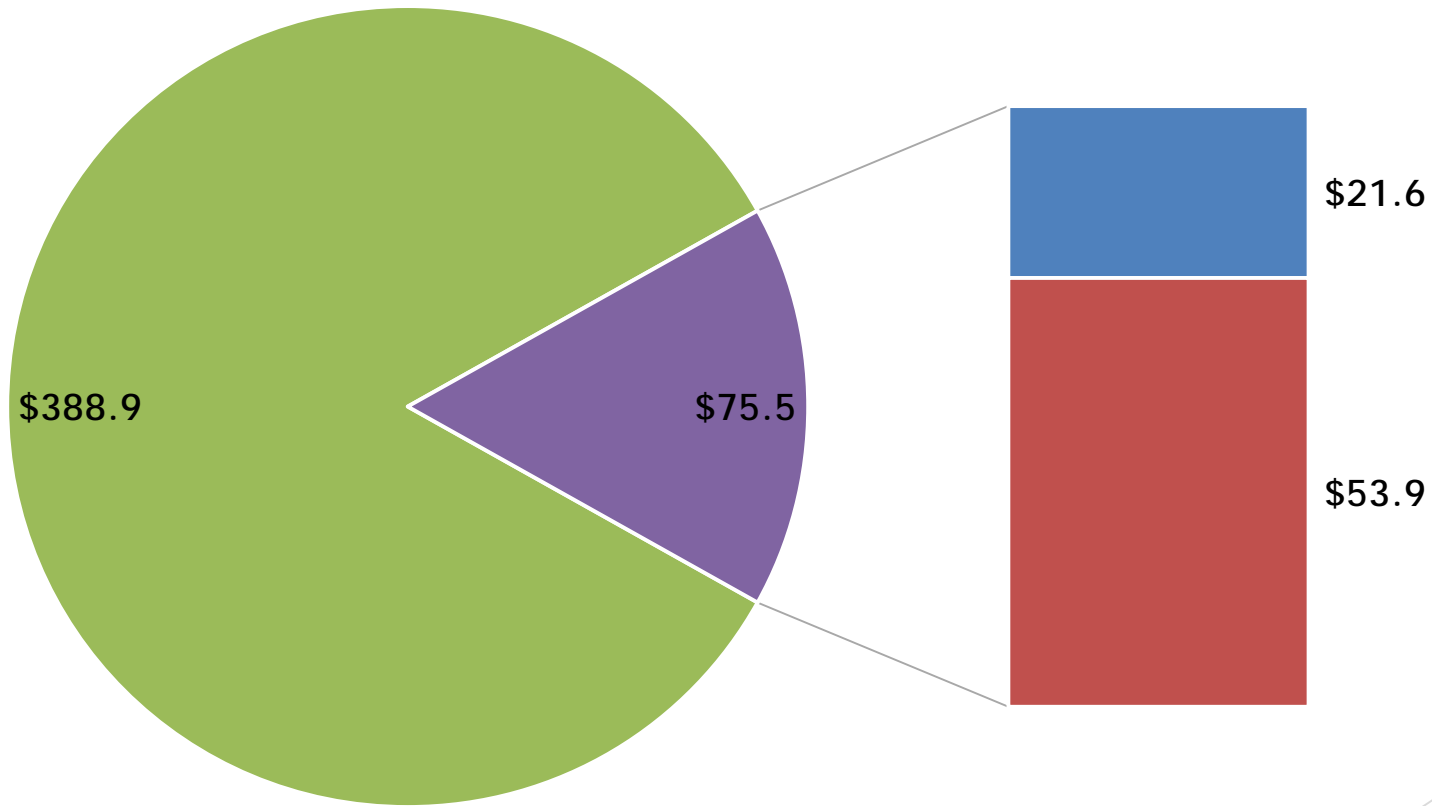


## Bus, Bus Facility and System Needs Federal Sources FY 2016 - FY 2018 \$212.3M



■ Bus / Bus Facility 5339 (4.0%) ■ Federal Formula 5307 (41.7%) ■ Other Federal Funds (54.3%)

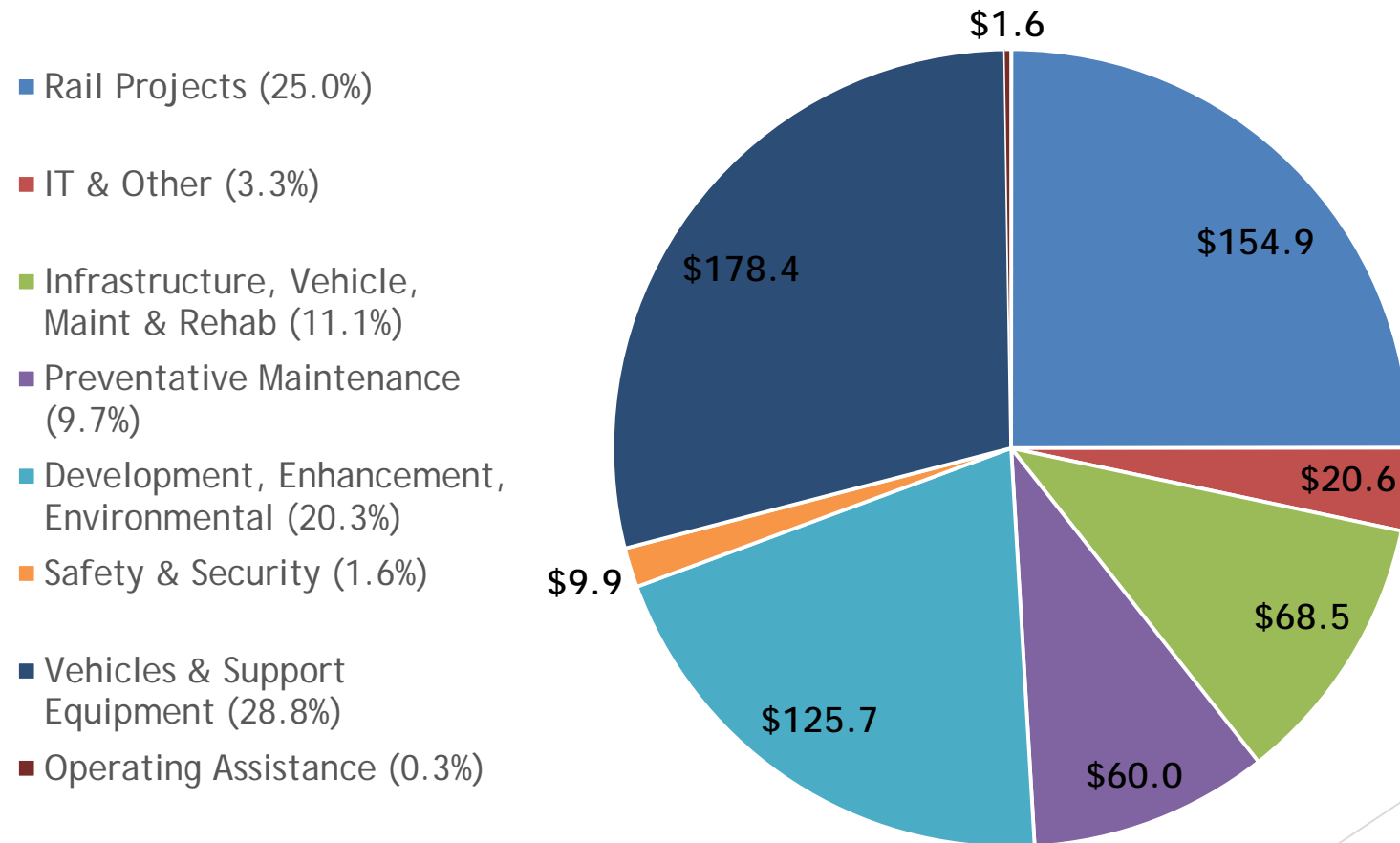
# Local Discretionary FHWA Federal Funds FY 2016 - FY 2018 \$72.6 M



■ STP - MO (4.7%)   ■ CMAQ - MO (11.6%)   ■ Other Federal Funds (83.7%)



# Capital Cash Flow By Use FY 2016 - FY 2018 \$619.6 million



# FY16-FY18 Major Capital Projects & Funding Categories



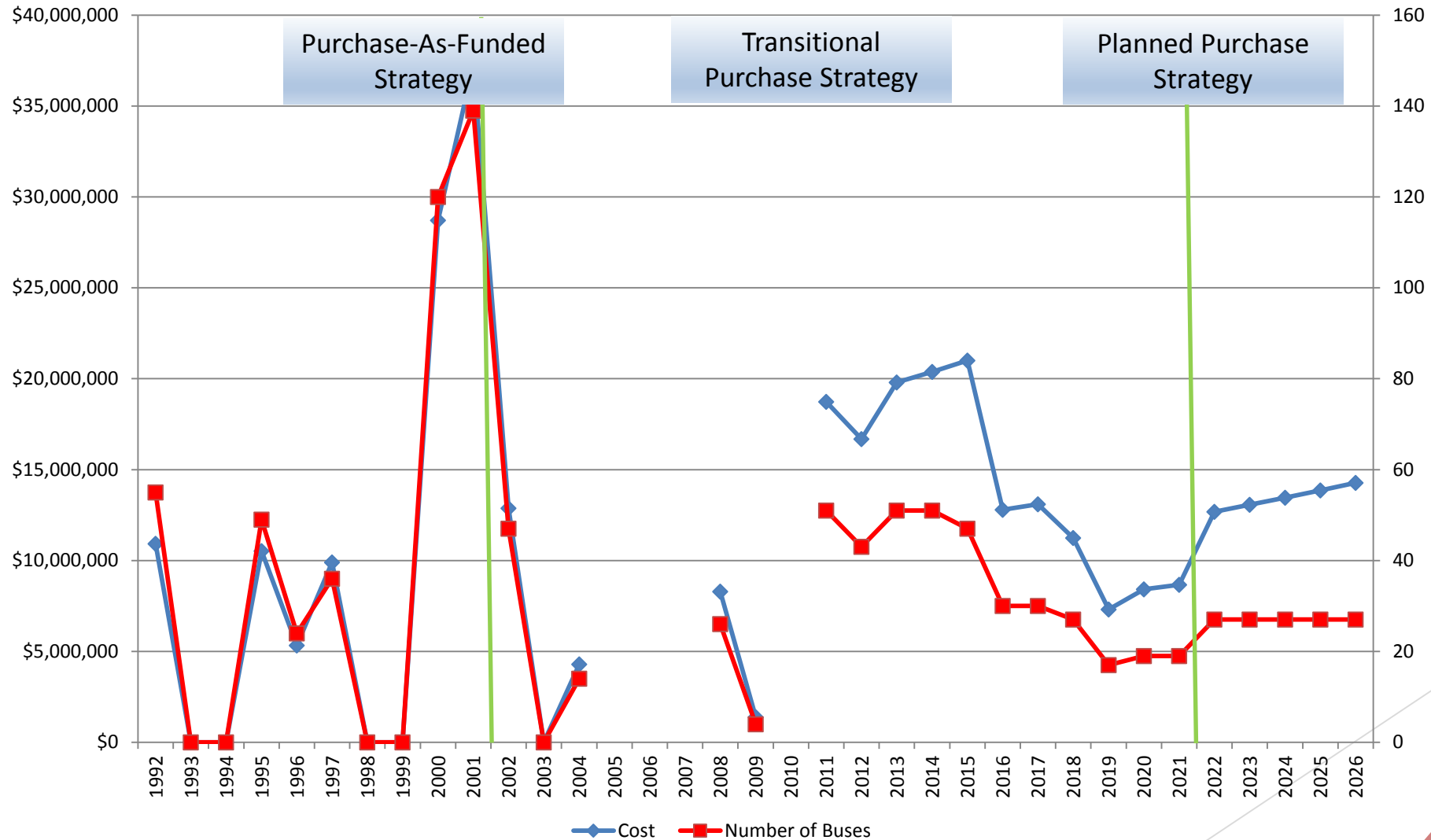
Future / Ongoing Projects	Formula	Rail Formula	Local Discretionary STP	Local Discretionary CMAQ	Federal Discretionary Funded	Federal Discretionary Unfunded	Enhanced Mobility Program
Revenue Vehicle Replacement Bus	✓			✓			
Revenue Vehicle Replacement Van	✓		✓				
Light Rail Vehicle Upgrade	✓	✓					
North County Operating & Maintenance Facility						✓	
Radio System Replacement	✓	✓					
Eads Bridge Rehabilitation					✓		
New Central West End Station & Improvements					✓		
Integrated Fare System Upgrade	✓				✓		
North County Transfer Center	✓						
Downtown Transfer Center	✓				✓		14

# FY16-FY18 Major Capital Projects & Funding Categories



Future / Ongoing Projects	Formula	Rail Formula	Local Discretionary STP	Local Discretionary CMAQ	Federal Discretionary Funded	Federal Discretionary Unfunded	Enhanced Mobility Program
MetroLink Station Improvements		✓					
Catenary Phases 1, 2, 3, 4		✓					
Tie Replacement Phases 1, 2, 3, 4		✓					
Ewing Retaining Wall	✓						
Union Station Tunnel	✓	✓					
Bus Stop Enhancements	✓						✓
Bus Facility Upgrades	✓					✓	
BRT or LRT Advancement Studies	✓			✓		✓	

# Bus Fleet Replacement Strategies



# Strategic Transit Management: An Effort In Transition



- ▶ Need to continue to evolve transit to meet changes in demand, technology, stakeholder requests and available resources
- ▶ Capital resources for Transit System expansion are scarce and competitive
  - ▶ Service enhancement or expansion will require deliberate project development
    - ▶ Longer-term view of project development process
    - ▶ Disaggregates project phases and funding sources (i.e. planning, design, construction)
  - ▶ Capital program balances state of good repair needs service enhancement
- ▶ Capital projects are often complex and traverse organizational boundaries; cooperation is critical
- ▶ Strategic alignment of capital and operating plans is imperative



# Transit Strategic Plan: Functional Role



## *"Moving Transit Forward"* Long-Range Regional Transit System Plan

10-30  
years

Long-  
term  
vision

### Strategic Plan

0-10 years

Prioritizes  
agency actions

Informs capital  
budget

### Business Plan & Capital / Operating Budgets

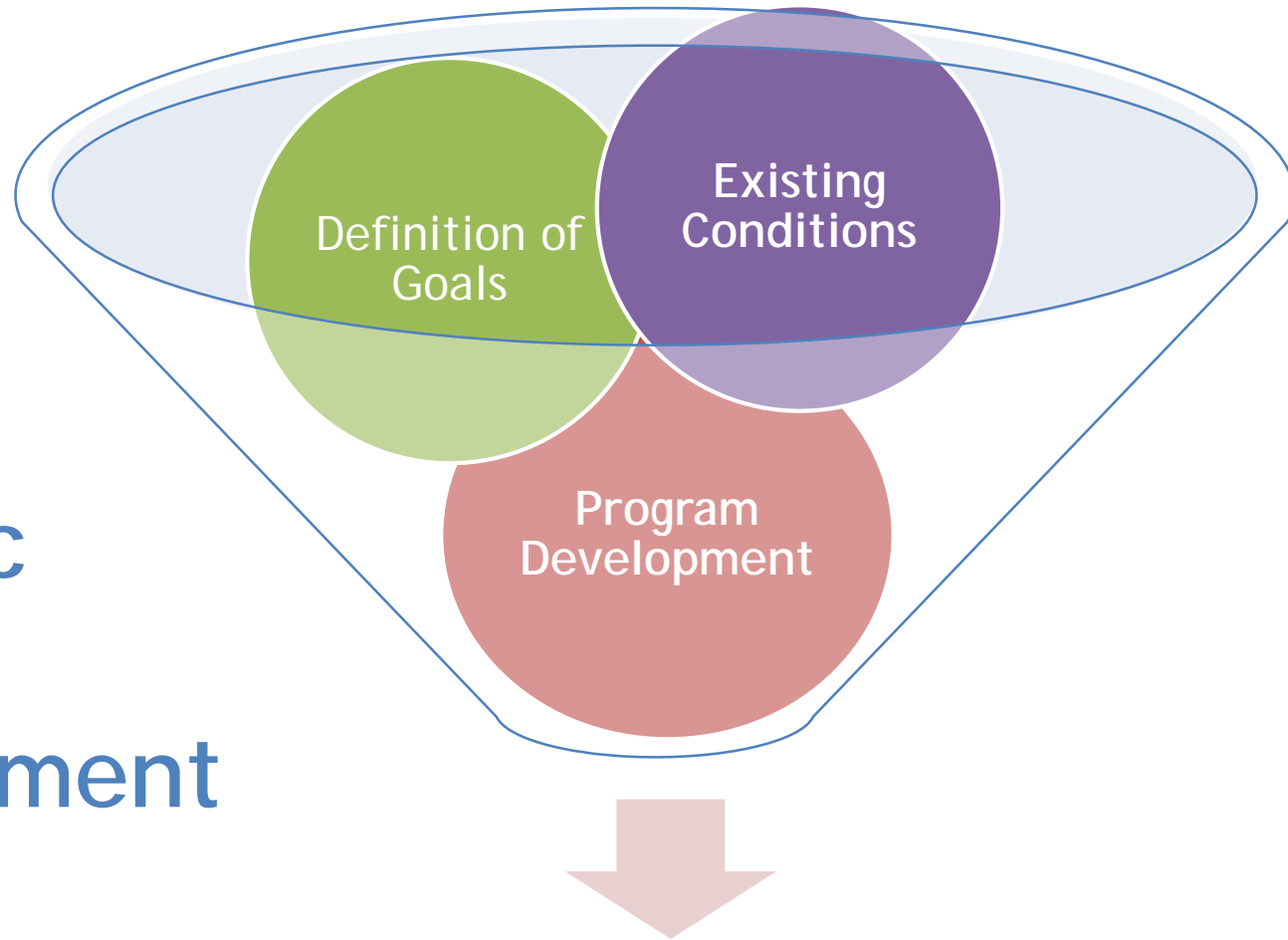
- Short term activities for strategic plan implementation
- Executed at departmental level
- Measurable performance targets & timelines
- Informs operating budgets, departmental and employee evaluations

# Transit Strategic Plan: Guiding Programs

- ▶ State of Good Repair Plan
  - ▶ MetroLink Right-of-Way
  - ▶ Fleet Management
- ▶ *“Moving Transit Forward” long-range transit system plan*



# Transit Strategic Plan: Development Process



## *Actions*

Department-level business plans  
Fiscally-constrained operating plan and budgets  
Fiscally-constrained capital plans and budgets



# Transit Strategic Plan: Process Timeline



- ▶ 4<sup>th</sup> Quarter FY15: Planning the Plan
  - ▶ Existing conditions assessment
  - ▶ Define critical mid-term needs
    - ▶ Facilities are aging
    - ▶ Technology influences future options
    - ▶ Evolving customer expectations
- ▶ 1<sup>st</sup> Quarter FY16: Strategy Development
- ▶ 2<sup>nd</sup> Quarter FY16: Program Development
- ▶ 3<sup>rd</sup> Quarter FY16: Action Plans & Budgets







Bi-State  
Development  
Agency



# QUARTERLY FINANCIAL STATEMENTS



**FISCAL YEAR 2015**  
Third Quarter • Ending March 31, 2015



**Bi-State Development Agency**

707 N. First Street St. Louis, Missouri 63102-2595

To: John M. Nations  
President & Chief Executive Officer

From:   
Mark Vago, Controller

Date: May 1, 2015

Subject: Bi-State Financial Statements – March 31, 2015

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Enclosed is the financial statement package for March 31, 2015. Operating results, including the analysis and financial position, are provided for 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, depreciation shown as an operating expense rather than as other non-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.

### **Operating Revenue**

The Bi-State Development Agency combined passenger and operating revenue for all business units for the nine months ended March 31, 2015 is \$52.6 million. This is down \$715 thousand for the same nine-month period last year. The parking facility had no operating revenue for the third quarter and demolition has begun. The riverboat cruises' operating revenue is being affected by local road construction in the St. Louis City downtown area and flooding. Metro Transit revenues are up year over year by \$1.1 million.

### **Operating Expense**

Operating expenses for all units for the first nine months are \$199.8 and \$195.9 million in FY 2015 and 2014 respectively. The increase in FY 2015 is partially attributable to the recent ATU 788 labor contract negotiations.

## **Metro Transit**

Metro transit operating revenue of \$46.1 is up slightly over the prior year despite ridership trending down 1.7% through the first nine months of the fiscal year. The passenger revenue increase is driven by a fare increase enacted July 1, 2014. MetroBus, MetroLink and Call-A-Ride ridership are down 0.7%, 3.3% and 0.9%, respectively. MetroLink ridership is affected by consumer fuel prices and Call-A-Ride is impacted by less available funding for Medicaid trips.

Wages and benefits expenses reflect one-time payments and rate increases set forth by the 788 ATU contract. There are one-time seniority payments of approximately \$2.5 million and additional costs for rate increases which were enacted retroactively to the beginning of the fiscal year. Non-compensation related operating expense for the first nine months of FY 2015 are \$63.4 million, which is consistent with a prior year expense of \$63.3 million. *Please see page 17 for the Statement of Revenue and Expense.*

## **Gateway Arch**

Arch ticket sales revenue is 6.3% lower than last year primarily due to the Arch grounds construction project. Bi-State contributed \$6.4 million to the National Park Service (NPS) to fund the roof for the new museum, water drainage project and corrosion study. The Gateway Arch Trams also issued 30-year bonds of \$7.6 million to fund new motor generator sets for both trams and to reimburse the Beneficial fund for approximately half the roof. The \$153,000 related to the cost of issuance was expensed as non-operating expense per accounting rules. The Gateway Arch Tram System is generating a net loss before depreciation of \$6.2 million, mainly due to the contribution to the NPS. *Please see page 29 for the Statement of Revenue and Expense.*

## **Gateway Arch Parking Facility**

The parking facility discontinued operations in December 2014 and deconstruction began. Non-operating expense includes a loss on the disposal of fixed assets of \$64,642. The capital assets disposed included miscellaneous revenue equipment. The Final accounting related to the discontinued operations is expected to be completed by fiscal year end. *Please see page 36 for the Statement of Revenue and Expense.*

## **Riverfront Attractions**

Attendance and operating revenues are down 48% and 44% respectively from prior year primarily due to the road closures. The heliport is operating, but bike rentals have been temporarily discontinued. Riverfront Attractions has an operating loss of \$382 thousand compared to net income of \$37 thousand in the prior year before construction commenced. *Please see page 43 for the Statement of Revenue and Expense.*

### **St. Louis Downtown Airport**

Operating revenue is 18.7% lower than last year primarily due to renegotiated lease agreement for hanger rentals and fewer rented hangars. Operating expenses have remained consistent year over year at approximately \$1.1 million. *Please see page 51 for the Statement of Revenue and Expense.*

### **Executive Services**

For the first nine months, operating revenues exceed operating expenses and net operating income is better than prior year results.

Please contact me with any comments or questions regarding the financial statements.

KSK/blk

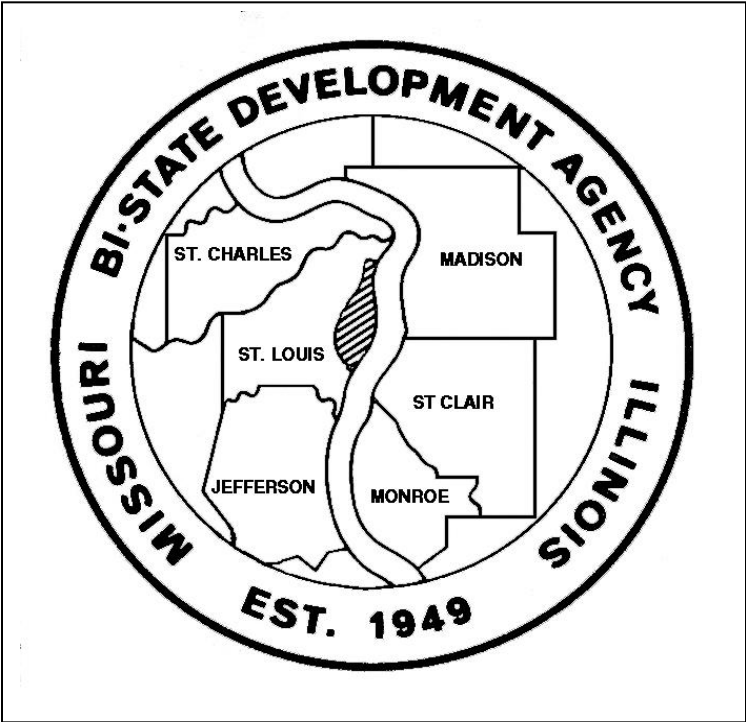
Enclosures

**Bi-State Development Agency of the  
Missouri-Illinois Metropolitan District**  
**Combining Schedule of Revenues, Expenses and Net Income (Loss)**  
**For the Nine Months Ended March 31, 2015**  
(unaudited)

	Executive Services	Gateway Arch Tram System	Gateway Arch Parking Facility	Gateway Arch Riverfront Attractions	St. Louis Downtown Airport	Metro Transit System	Totals	Interfund Eliminations	Totals After Eliminations
<b>Passenger and service revenues</b>									
Passenger and service revenues	\$ -	\$ 3,586,864	\$ 481,960	\$ 919,289	\$ 933,633	\$ 39,991,116	\$ 45,912,862	\$ (46,278)	\$ 45,866,584
Interfund administrative fees	2,567,891	-	-	-	-	-	2,567,891	(2,567,891)	-
Other Operating Revenue	279,314	2,383	50,108	81,163	167,960	6,152,578	6,733,506	-	6,733,506
<b>Total operating revenues</b>	<b>2,847,205</b>	<b>3,589,247</b>	<b>532,068</b>	<b>1,000,452</b>	<b>1,101,593</b>	<b>46,143,694</b>	<b>55,214,259</b>	<b>(2,614,169)</b>	<b>52,600,090</b>
<b>Operating expenses</b>									
Wages and benefits	1,558,989	1,089,689	200,266	729,380	640,025	130,768,352	134,986,701	-	134,986,701
Services	375,855	595,154	248,618	144,841	54,374	21,560,192	22,979,034	-	22,979,034
Fuel and lube consumed	609	46	-	36,729	13,806	12,901,354	12,952,544	-	12,952,544
Materials and supplies	9,017	386,311	6,175	164,030	95,409	15,412,121	16,073,063	-	16,073,063
Utilities	4,056	81,833	54,118	59,857	150,971	5,778,842	6,129,677	-	6,129,677
Casualty and liability costs	-	36,209	22,611	110,621	41,150	3,924,852	4,135,443	-	4,135,443
Leases & other expenses	158,068	910,438	49,007	137,260	86,052	3,800,032	5,140,857	(2,614,169)	2,526,688
<b>Total operating expenses</b>	<b>2,106,594</b>	<b>3,099,680</b>	<b>580,795</b>	<b>1,382,718</b>	<b>1,081,787</b>	<b>194,145,745</b>	<b>202,397,319</b>	<b>(2,614,169)</b>	<b>199,783,150</b>
<b>Operating income (loss)</b>	<b>740,611</b>	<b>489,567</b>	<b>(48,727)</b>	<b>(382,266)</b>	<b>19,806</b>	<b>(148,002,051)</b>	<b>(147,183,060)</b>	<b>-</b>	<b>(147,183,060)</b>
<b>Non-operating revenues (expenses)</b>									
Grants and assistance									
State and local assistance	-	-	-	-	-	163,895,314	163,895,314	-	163,895,314
Federal assistance	-	-	-	-	-	13,322,444	13,322,444	-	13,322,444
Interest income	1,521	3,650	60	-	122	827,022	832,375	-	832,375
Interest expense	-	(267,130)	-	-	-	(15,977,796)	(16,244,926)	-	(16,244,926)
Contributions to outside entities	-	(6,436,875)	-	-	-	(1,009,231)	(7,446,106)	-	(7,446,106)
Other non-operating revenue (expense)	-	-	(64,642)	-	-	(254,981)	(319,623)	-	(319,623)
<b>Total non-operating revenues (expenses)</b>	<b>1,521</b>	<b>(6,700,355)</b>	<b>(64,582)</b>	<b>-</b>	<b>122</b>	<b>160,802,772</b>	<b>154,039,478</b>	<b>-</b>	<b>154,039,478</b>
<b>Income (loss) before depreciation</b>	<b>742,132</b>	<b>(6,210,788)</b>	<b>(113,309)</b>	<b>(382,266)</b>	<b>19,928</b>	<b>12,800,721</b>	<b>6,856,418</b>	<b>-</b>	<b>6,856,418</b>
Depreciation and amortization	1,827	259,114	4,907	215,584	1,173,286	51,505,774	53,160,492	-	53,160,492
<b>Net income (loss) before transfers</b>	<b>740,305</b>	<b>(6,469,902)</b>	<b>(118,216)</b>	<b>(597,850)</b>	<b>(1,153,358)</b>	<b>(38,705,053)</b>	<b>(46,304,074)</b>	<b>-</b>	<b>(46,304,074)</b>
Net transfers	-	112,298	(125,000)	-	-	12,702	-	-	-
<b>Net income (loss)</b>	<b>\$ 740,305</b>	<b>\$ (6,357,604)</b>	<b>\$ (243,216)</b>	<b>\$ (597,850)</b>	<b>\$ (1,153,358)</b>	<b>\$ (38,692,351)</b>	<b>\$ (46,304,074)</b>	<b>\$ -</b>	<b>\$ (46,304,074)</b>



# Executive Services



## Executive Branch

Financial Highlights .....	5
Quarterly Statement of Net Position.....	6
Income/Expense Analysis.....	8
Consolidated Cash Receipts and Disbursement Schedule .....	9
Statement of Cash Flows.....	10
Capital Expenditures for Active Projects.....	11

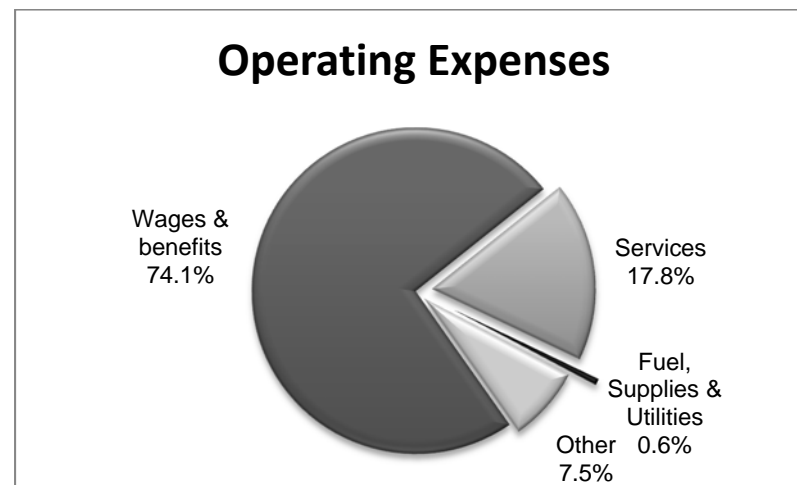
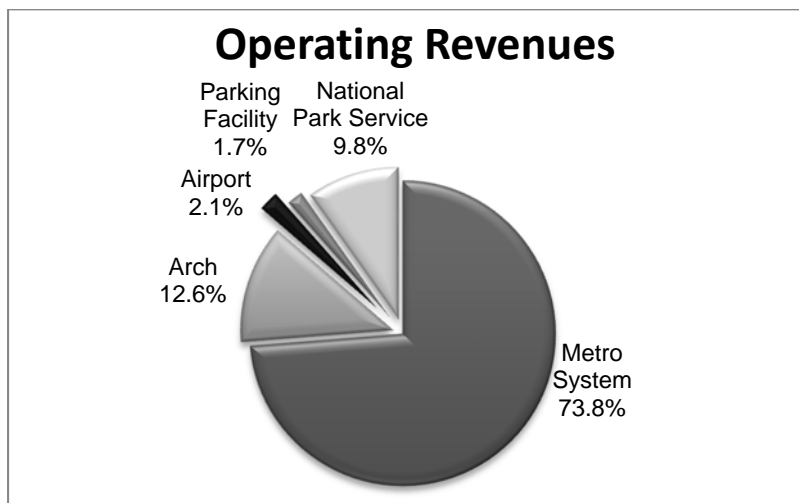
# Executive Services

Nine Months Ended March 31, 2015

**Executive Services** is a service company which supports all Bi-State Development operating companies. Executive Services consist of the Executive Office, Internal Audit, General Counsel, Economic Development, Workforce Diversity and EEO and Business Enterprises Administration.

**Operating income** of \$740,609 is favorable to budget as a result of expenses being lower than budget.

**Operating revenue** is the total of management fee assessments to Bi-State operating companies plus the National Park Service. The absence of a Riverfront Attractions assessment reflects a fee waiver for FY 2015. Operating revenues for the period were 0.6% less than budget due to the closing of the Gateway Arch Parking Facility in December 2014.



**Salaries, wages & benefits** are \$384,769 or 19.8% favorable to budget due to position vacancies.

**Services** include fees for legal, audit, consulting and other services. Services are \$302,302 favorable to budget due to the timing of legal and consulting expenses.

**Materials and supplies** are \$8,487 or 48.5% favorable to budget and primarily due to the timing of spending for office supplies, computer supplies and training materials.

**Other expenses** are \$126,731 favorable to budget primarily due to less than planned travel and meeting, training, dues and subscriptions, and other general expenses.

**Executive Services**  
**Quarterly Statement of Net Position**  
**March 31, 2015**  
(unaudited)

	<u>Current Period</u>	<u>Prior Period</u>	<u>Dollar Change</u>	<u>Percent Change</u>	<u>Prior Year</u>	<u>Dollar Change</u>	<u>Percent Change</u>
<b>Assets</b>							
Current Assets							
Cash and Investments	\$ 3,264,645	\$ 3,601,581	\$ (336,936)	(9.4)	\$ 2,834,776	\$ 429,869	15.2
Restricted cash and investments	846,998	820,713	26,285	3.2	731,037	115,961	15.9
Accounts and notes receivable	1,333,239	655,400	677,839	103.4	692,180	641,059	92.6
Restricted accounts receivable	-	67	(67)	(100.0)	65	(65)	(100.0)
Total current assets	<u>5,444,882</u>	<u>5,077,761</u>	<u>367,121</u>	7.2	<u>4,258,058</u>	<u>1,186,824</u>	27.9
Capital assets							
Capital assets, net depr	<u>5,201</u>	<u>5,809</u>	<u>(608)</u>	(10.5)	<u>7,633</u>	<u>(2,432)</u>	(31.9)
Total capital assets	<u>5,201</u>	<u>5,809</u>	<u>(608)</u>	(10.5)	<u>7,633</u>	<u>(2,432)</u>	(31.9)
Total assets	<u>5,450,083</u>	<u>5,083,570</u>	<u>366,513</u>	7.2	<u>4,265,691</u>	<u>1,184,392</u>	27.8
<b>Total</b>	<u>\$ 5,450,083</u>	<u>\$ 5,083,570</u>	<u>\$ 366,513</u>	7.2	<u>\$ 4,265,691</u>	<u>\$ 1,184,392</u>	27.8

**Executive Services**  
**Quarterly Statement of Net Position**  
**March 31, 2015**  
(unaudited)

	<u>Current Period</u>	<u>Prior Period</u>	<u>Dollar Change</u>	<u>Percent Change</u>	<u>Prior Year</u>	<u>Dollar Change</u>	<u>Percent Change</u>
<b>Liabilities</b>							
Current liabilities							
Accounts payable	\$ 283,909	\$ 100,674	\$ 183,235	182.0	\$ 101,904	\$ 182,005	178.6
Accrued expenses	218,586	218,605	(19)	-	221,250	(2,664)	(1.2)
Total current liabilities	<u>502,495</u>	<u>319,279</u>	<u>183,216</u>	<u>57.4</u>	<u>323,154</u>	<u>179,341</u>	<u>55.5</u>
Total current liabilities	<u>502,495</u>	<u>319,279</u>	<u>183,216</u>	<u>57.4</u>	<u>323,154</u>	<u>179,341</u>	<u>55.5</u>
Non-current liabilities							
Other post-employment benefits	846,998	820,713	26,285	3.2	731,037	115,961	15.9
Long-term self-insurance	300	300	-	-	300	-	-
Total non-current liabilities	<u>847,298</u>	<u>821,013</u>	<u>26,285</u>	<u>3.2</u>	<u>731,337</u>	<u>115,961</u>	<u>15.9</u>
Total liabilities	<u>1,349,793</u>	<u>1,140,292</u>	<u>209,501</u>	<u>18.4</u>	<u>1,054,491</u>	<u>295,302</u>	<u>28.0</u>
<b>Net Position</b>							
Net position - capital investments	234,215	234,215	-	-	234,215	-	-
Net position - unrestricted	3,125,770	3,125,770	-	-	2,541,373	584,397	23.0
Net income (loss)	740,305	583,293	157,012	26.9	435,612	304,693	69.9
Total net position	<u>4,100,290</u>	<u>3,943,278</u>	<u>157,012</u>	<u>4.0</u>	<u>3,211,200</u>	<u>889,090</u>	<u>27.7</u>
<b>Total</b>	<u>\$ 5,450,083</u>	<u>\$ 5,083,570</u>	<u>\$ 366,513</u>	<u>7.2</u>	<u>\$ 4,265,691</u>	<u>\$ 1,184,392</u>	<u>27.8</u>

**Executive Services**  
**Schedule of Revenues, Expenses and Net Income (Loss)**  
**For the Quarter Ended March 31, 2015**  
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year Month To Date	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year Year To Date
<b>Operating revenues</b>										
Admin fees - Transit	\$ 700,001	\$ 700,000	\$ 1	-	\$ 637,500	\$ 2,100,001	\$ 2,100,000	\$ 1	-	\$ 1,912,500
Admin fees - Gateway Arch	46,352	61,393	(15,041)	(24.5)	72,892	358,498	352,856	5,642	1.6	422,345
Admin fees - Airport	23,815	21,956	1,859	8.5	21,353	60,581	66,730	(6,149)	(9.2)	67,750
Admin fees - Gateway Parking Facility	(12)	18,278	(18,290)	(100.1)	14,162	48,811	81,385	(32,574)	(40.0)	99,459
National Park Service management fee	45,608	45,914	(306)	(0.7)	57,179	279,314	262,970	16,344	6.2	295,402
<b>Total operating revenues</b>	<b>815,764</b>	<b>847,541</b>	<b>(31,777)</b>	<b>(3.7)</b>	<b>803,086</b>	<b>2,847,205</b>	<b>2,863,941</b>	<b>(16,736)</b>	<b>(0.6)</b>	<b>2,797,456</b>
<b>Operating expenses</b>										
Wages and benefits	497,739	642,457	144,718	22.5	642,579	1,558,989	1,943,758	384,769	19.8	1,628,262
Services	137,624	226,052	88,428	39.1	186,369	375,855	678,157	302,302	44.6	557,973
Fuel and lube consumed	270	396	126	31.8	340	609	1,188	579	48.7	711
Materials and supplies	2,678	5,835	3,157	54.1	2,918	9,017	17,504	8,487	48.5	9,481
Utilities	1,201	1,800	599	33.3	1,088	4,056	5,400	1,344	24.9	4,342
Other expenses	19,153	88,538	69,385	78.4	26,544	158,068	284,799	126,731	44.5	160,675
<b>Total operating expenses</b>	<b>658,665</b>	<b>965,078</b>	<b>306,413</b>	<b>31.8</b>	<b>859,838</b>	<b>2,106,594</b>	<b>2,930,806</b>	<b>824,212</b>	<b>28.1</b>	<b>2,361,444</b>
<b>Operating income (loss)</b>	<b>157,099</b>	<b>(117,537)</b>	<b>274,636</b>	<b>233.7</b>	<b>(56,752)</b>	<b>740,611</b>	<b>(66,865)</b>	<b>807,476</b>	<b>1,207.6</b>	<b>436,012</b>
<b>Non-operating revenue (expense)</b>										
Interest income	521	662	(141)	(21.3)	552	1,521	1,987	(466)	(23.5)	1,422
<b>Total non-operating revenues (expenses)</b>	<b>521</b>	<b>662</b>	<b>(141)</b>	<b>(21.3)</b>	<b>552</b>	<b>1,521</b>	<b>1,987</b>	<b>(466)</b>	<b>(23.5)</b>	<b>1,422</b>
<b>Income (loss) before depreciation</b>	<b>157,620</b>	<b>(116,875)</b>	<b>274,495</b>	<b>234.9</b>	<b>(56,200)</b>	<b>742,132</b>	<b>(64,878)</b>	<b>807,010</b>	<b>1,243.9</b>	<b>437,434</b>
Depreciation and amortization	608	608	-	-	608	1,827	1,824	(3)	(0.2)	1,822
<b>Net income (loss)</b>	<b>\$ 157,012</b>	<b>\$ (117,483)</b>	<b>\$ 274,495</b>	<b>233.6</b>	<b>\$ (56,808)</b>	<b>\$ 740,305</b>	<b>\$ (66,702)</b>	<b>\$ 807,007</b>	<b>1,209.9</b>	<b>\$ 435,612</b>



**Executive Services**  
**Cash Receipts and Disbursements Schedule**  
**For the Quarter Ended March 31, 2015**  
(unaudited)

<u>Description</u>	<u>Total</u>	<u>Agency Operating Fund</u>	<u>Investments Operating Fund</u>	<u>Other Restricted Fund</u>
<b>Balance at January 1, 2015</b>				
<b>Cash &amp; Investments</b>	\$ 4,422,294	\$ 25,003	\$ 3,576,578	\$ 820,713
<b>Add:</b>				
Interest received	586	360	226	-
Transit	350,000	350,000	-	-
Gateway Arch	36,556	36,556	-	-
St Louis Downtown Airport	13,000	13,000	-	-
Gateway Parking Facility	786	786	-	-
<b>Total cash receipts</b>	400,928	400,702	226	-
Interfund transfers	-	310,878	(337,163)	26,285
<b>Less:</b>				
Cash disbursements	(711,579)	(711,579)	-	-
	(711,579)	(711,579)	-	-
<b>Balance at March 31, 2015</b>				
<b>Cash &amp; Investments</b>	<u>\$ 4,111,643</u>	<u>\$ 25,004</u>	<u>\$ 3,239,641</u>	<u>\$ 846,998</u>

**Executive Services**  
**Statement of Cash Flows**  
**For the Nine Months Ended March 31, 2015**  
**(unaudited)**

**Cash flows from operating activities**

Receipts from customers	\$ 357,797
Payments to employees	(1,458,832)
Payments to vendors	(637,311)
Receipts (payments) from inter-fund activity	<u>2,144,036</u>

**Net cash provided by (used in)  
operating activities**

405,690

**Cash flow from noncapital financing activities**

None noted.

**Cash flow from capital and related financing activities**

None noted.

**Cash flows from investing activities**

Interest received	<u>1,580</u>
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**Net cash provided by (used in)  
investing activities**

1,580

**Net increase (decrease) in cash  
and cash equivalents**

407,270

**Cash and cash equivalents, beginning of year**

3,704,373

**Cash and cash equivalents, year to date**

\$ 4,111,643

**Reconciliation of operating income to  
net cash used for operating activities**

Operating income (loss)	<u>\$ 740,611</u>
-------------------------	-------------------

**Adjustments to reconcile operating  
income (loss) to net cash provided  
by (used for) operating activities**

Change in assets and liabilities	
Accounts and notes receivables	78,481
Interfund accounts receivable	(583,821)
Accounts payable	(89,706)
Interfund accounts payable	159,967
Accrued Expenses	3,102
Other post employment benefits liability	<u>97,056</u>
Total adjustments	<u>(334,921)</u>

**Net cash provided by (used for)  
operating activities**

\$ 405,690

**Supplemental disclosure of cash flow information**

No disclosures.

**Executive Services**  
**Capital Expenditures for Active Projects**  
For the Quarter Ended March 31, 2015  
(unaudited)

Description	<u>Budget</u>	<u>Current</u>	<u>Year-To-Date</u>	<u>Life-To-Date</u>	<u>Balance</u>
	\$ -	\$ -	\$ -	\$ -	\$ -
<b>Total Executive Services</b>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

# Metro Transit System Financials



## Regional Economic Development through Excellence in Transportation

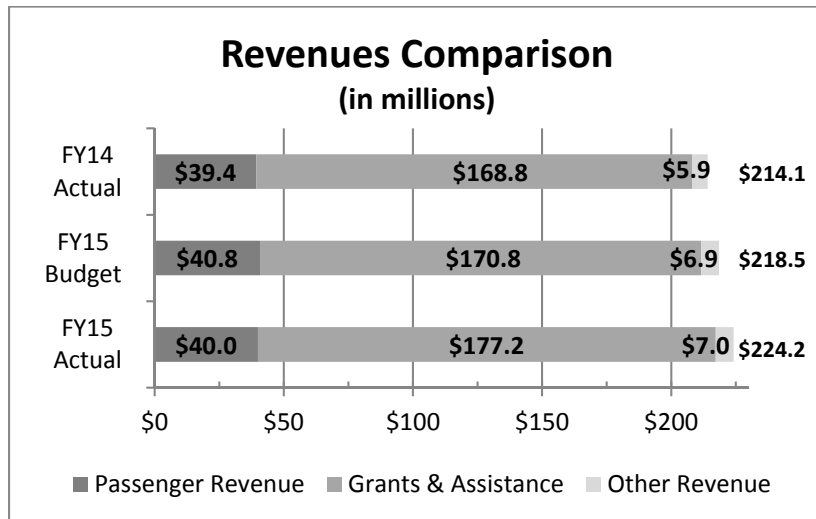
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# Metro System

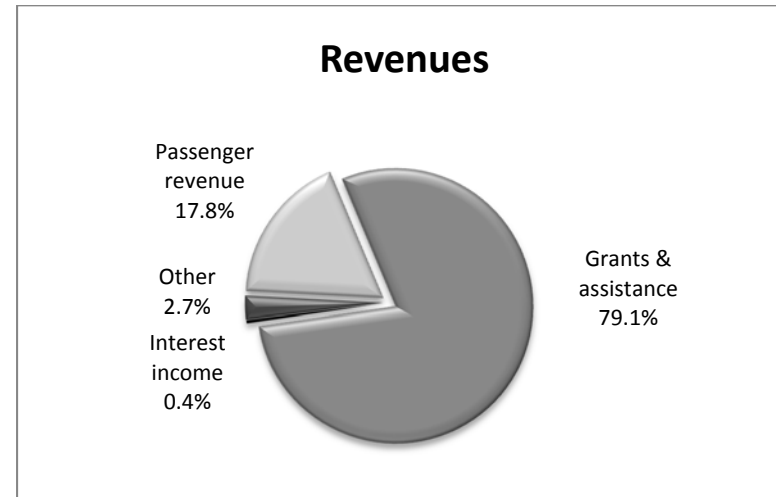
Nine Months Ended March 31, 2015

**Net Income before depreciation** for the nine months ended March 31, 2015 is \$12.8 million. Compared to the same period in the prior year, operating expenses are up 2.3% or \$4.4 million while operating revenue is up 2.3% or \$1.0 million.

The chart below reports revenue trends in each revenue category. The chart to the right illustrates the relative importance of each revenue source in the fiscal year 2015.



**Passenger Revenue** of \$40.0 million was 2.0% less than budget, but 1.5% favorable to prior year. Despite ridership being down year over year, revenue is up as a result of the fare increase on select ticket options implemented on July 1, 2014.



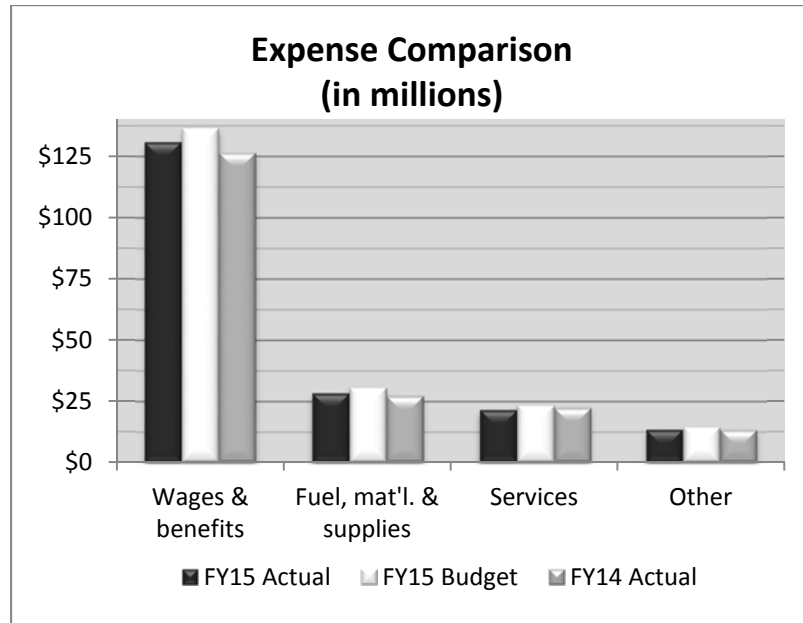
**Grants & assistance** funding for operations in the first nine months of FY 2015 is \$177.2 million, which is 3.8% favorable to budget. Total regional sales tax assistance to operations is 7.7% greater than the budget and 8.9% greater than prior year.

St. Clair County Transit District assistance of \$37.8 million and State of Illinois assistance of \$1.7 million is 2.3% less than budget and 2.0% greater than prior year. St. Clair County contracts for service and pays 100% of the cost of service.

Federal assistance of \$13.3 million is 11.8% less than budget due to Federal vehicle maintenance funds designated for operations in FY 2015 being directed to a capital project.



**Total operating expenses** of \$194.1 million are 5.5% favorable to budget.



**Wages and benefits** of \$130.8 million are 4.2% favorable to budget. The favorable variance in wages and benefits is being primarily driven by medical expenses for active and retired employees, which has a favorable variance of \$3.9 million and unfilled budgeted positions.

FY 2015 actual reflects one-time payments and rate increases set forth by the 788 ATU contract. There are one-time seniority payments of approximately \$2.5 million and additional costs for rate increases which were enacted retroactively to the beginning of the fiscal year.

**Services** are 8.2% or \$1.9 million favorable to budget. Lower than planned maintenance and custodial services is partially offset with higher than anticipated consultant fees and outside services.

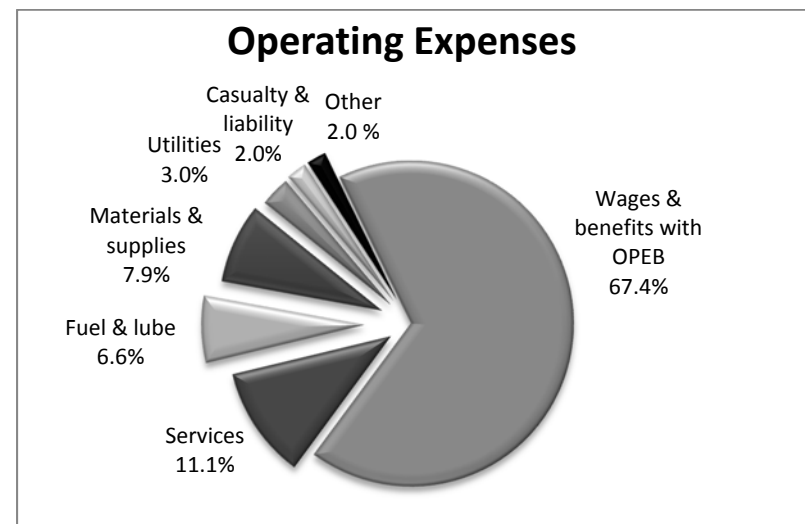
**Fuel and lube consumed** is \$1.6 million or 11.1% favorable to budget primarily due to lower than planned diesel prices. For the first nine months of FY 2015, the average price of diesel was \$2.46 per gallon compared to the budgeted price of \$3.40 per gallon.

**Materials and supplies** expenditures of \$15.4 million are 5.4% favorable to budget due to lower than anticipated revenue and repair parts and passes, tickets, transfers and timetable stock.

**Utilities** are favorable to budget by 11.8% as a result of lower than budgeted natural gas prices and less electric propulsion expense.

**Casualty & liability** expense is 7.2% unfavorable to budget due to unexpected self insured claims that include Metrobus related accidents and the Ewing wall collapse.

**Other** costs are favorable to budget by \$599 thousand as a result of less travel, training and advertising spending.



**Interest expense** is 0.4% favorable to budget.

**Interest revenue** is favorable to budget as a result of interest from invested funds for the debt service reserve fund.

**Contributions** is unfavorable to budget due to non-budgeted contributions to Southwestern Illinois College projects. Contributions also include a pass-through of the half-cent sales tax to sheltered workshops.

<b>Passenger Boardings</b>			
(in millions – YTD)			
	<b>FY 2015</b>	<b>FY 2014</b>	<b>FY 2013</b>
MetroBus	22.28	22.45	22.13
MetroLink	12.46	12.88	12.61
Call-A-Ride	<u>0.43</u>	<u>0.43</u>	<u>0.44</u>
Total System	35.17	35.76	35.18

**Passenger boardings** for the first nine months of FY 2015 were 1.7% below the FY 2014 ridership. By mode the decrease was MetroBus 0.7%, MetroLink 3.3% and Call-A-Ride 0.8%.

While the 1<sup>st</sup> quarter system ridership increased 1.1%, over the prior year, the second quarter saw a decline in ridership of 3.1% as a result of lower fuel prices and the Ferguson grand jury decision that negatively impacted service operation and ridership. Third quarter system ridership decreased 3.3% from the prior year. Ridership was negatively affected by various factors including continued lower fuel prices and weather.

**Metro Transit System**  
**Quarterly Statement of Net Position**  
**March 31, 2015**  
(unaudited)

	<u>Current Quarter</u>	<u>Prior Quarter</u>	<u>Dollar Change</u>	<u>Percent Change</u>	<u>Prior Year</u>	<u>Dollar Change</u>	<u>Percent Change</u>
<b>Assets</b>							
Current Assets							
Cash and Investments	\$ 77,420,047	\$ 68,847,594	\$ 8,572,453	12.5	\$ 64,845,791	\$ 12,574,256	19.4
Restricted cash and investments	161,508,177	151,413,703	10,094,474	6.7	151,593,007	9,915,170	6.5
Accounts and notes receivable	3,579,998	5,359,714	(1,779,716)	(33.2)	2,725,532	854,466	31.4
Restricted accounts receivable	199,276	183,448	15,828	8.6	46,260	153,016	330.8
Federal, state and local assistance receivable	28,038,928	32,770,023	(4,731,095)	(14.4)	35,271,357	(7,232,429)	(20.5)
Materials and supplies inventory	9,492,086	9,925,409	(433,323)	(4.4)	8,491,488	1,000,598	11.8
Other current assets	2,349,524	3,089,304	(739,780)	(23.9)	2,449,360	(99,836)	(4.1)
Total current assets	282,588,036	271,589,195	10,998,841	4.0	265,422,795	17,165,241	6.5
Capital assets							
Capital assets - motorbus, net depr	110,626,950	103,493,169	7,133,781	6.9	90,961,878	19,665,072	21.6
Capital assets - paratransit, net depr	14,127	14,127	-	-	15,016	(889)	(5.9)
Capital assets - lightrail, net depr	767,483,718	780,753,964	(13,270,246)	(1.7)	818,215,362	(50,731,644)	(6.2)
Land	97,529,317	97,432,663	96,654	0.1	97,432,663	96,654	0.1
Construction-in-process	51,972,320	59,729,524	(7,757,204)	(13.0)	47,758,037	4,214,283	8.8
Total capital assets	1,027,626,432	1,041,423,447	(13,797,015)	(1.3)	1,054,382,956	(26,756,524)	(2.5)
Non-current assets							
Restricted investments	90,195,298	88,767,778	1,427,520	1.6	84,665,676	5,529,622	6.5
Other non-current assets, net amort	134,810	60,083	74,727	124.4	139,974	(5,164)	(3.7)
Total non-current assets	90,330,108	88,827,861	1,502,247	1.7	84,805,650	5,524,458	6.5
Total assets	1,400,544,576	1,401,840,503	(1,295,927)	(0.1)	1,404,611,401	(4,066,825)	(0.3)
<b>Deferred Outflow of Resources</b>							
Deferred loss on hedging instruments	4,544,913	5,130,288	(585,375)	(11.4)	-	4,544,913	n/a
Deferred loss on debt refunding	3,744,686	3,852,444	(107,758)	(2.8)	4,384,128	(639,442)	(14.6)
Total deferred outflow of resources	8,289,599	8,982,732	(693,133)	(7.7)	4,384,128	3,905,471	89.1
<b>Total</b>	<u>\$ 1,408,834,175</u>	<u>\$ 1,410,823,235</u>	<u>\$ (1,989,060)</u>	<u>(0.1)</u>	<u>\$ 1,408,995,529</u>	<u>\$ (161,354)</u>	<u>-</u>

**Metro Transit System**  
**Quarterly Statement of Net Position**  
**March 31, 2015**  
(unaudited)

	<u>Current Quarter</u>	<u>Prior Quarter</u>	<u>Dollar Change</u>	<u>Percent Change</u>	<u>Prior Year</u>	<u>Dollar Change</u>	<u>Percent Change</u>
<b>Liabilities</b>							
Current liabilities							
Accounts payable	\$ 5,384,170	\$ 17,976,743	\$ (12,592,573)	(70.0)	\$ 11,361,561	\$ (5,977,391)	(52.6)
Accrued expenses	19,395,874	18,655,951	739,923	4.0	17,669,693	1,726,181	9.8
Other current liabilities	25,933,582	26,357,982	(424,400)	(1.6)	20,874,597	5,058,985	24.2
Total current liabilities	50,713,626	62,990,676	(12,277,050)	(19.5)	49,905,851	807,775	1.6
Current liab payable from restricted assets							
Accounts payable and retention	2,658,679	2,115,473	543,206	25.7	1,789,320	869,359	48.6
Accrued interest payable	12,054,644	6,027,322	6,027,322	100.0	12,003,869	50,775	0.4
General self-insurance liability	6,450,868	6,450,868	-	-	6,998,913	(548,045)	(7.8)
Medical self-insurance liability	2,249,957	2,682,305	(432,348)	(16.1)	3,217,175	(967,218)	(30.1)
Current portion of long-term debt	7,220,000	7,220,000	-	-	7,015,000	205,000	2.9
Total current liabilities payable from restricted assets	30,634,148	24,495,968	6,138,180	25.1	31,024,277	(390,129)	(1.3)
Total current liabilities	81,347,774	87,486,644	(6,138,870)	(7.0)	80,930,128	417,646	0.5
Non-current liabilities							
Other post-employment benefits	62,848,668	60,906,261	1,942,407	3.2	56,634,637	6,214,031	11.0
Long-term self-insurance	5,688,526	5,310,253	378,273	7.1	5,819,253	(130,727)	(2.2)
Long-term debt	556,731,488	557,411,611	(680,123)	(0.1)	566,834,650	(10,103,162)	(1.8)
Capital lease obligations	90,180,326	88,752,805	1,427,521	1.6	84,650,704	5,529,622	6.5
Other non-current liabilities	7,464,916	8,026,942	(562,026)	(7.0)	6,844,956	619,960	9.1
Total non-current liabilities	722,913,924	720,407,872	2,506,052	0.3	720,784,200	2,129,724	0.3
Total liabilities	804,261,698	807,894,516	(3,632,818)	(0.4)	801,714,328	2,547,370	0.3
<b>Deferred Inflow of Resources</b>							
Deferred gain on hedging instruments	-	-	-	n/a	239,879	(239,879)	(100.0)
Total deferred inflow of resources	-	-	-	n/a	239,879	(239,879)	(100.0)
<b>Net Position</b>							
Net position - capital investments	1,020,129,020	1,004,231,307	15,897,713	1.6	963,123,365	57,005,655	5.9
Net position - unrestricted	(376,864,192)	(376,864,192)	-	-	(309,896,470)	(66,967,722)	(21.6)
Net income (loss)	(38,692,351)	(24,438,396)	(14,253,955)	(58.3)	(46,185,573)	7,493,222	16.2
Total net position	604,572,477	602,928,719	1,643,758	0.3	607,041,322	(2,468,845)	(0.4)
<b>Total</b>	<u>\$ 1,408,834,175</u>	<u>\$ 1,410,823,235</u>	<u>\$ (1,989,060)</u>	<u>(0.1)</u>	<u>\$ 1,408,995,529</u>	<u>\$ (161,354)</u>	<u>-</u>

**Metro Transit System**  
**Statement of Revenues, Expenses and Net Income (Loss)**  
**For the Quarter Ended March 31, 2015**  
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
<b>Operating revenues</b>										
Passenger revenue	\$ 12,562,345	\$ 12,603,272	\$ (40,927)	(0.3)	\$ 12,122,015	\$ 39,991,116	\$ 40,824,832	\$ (833,716)	(2.0)	\$ 39,400,072
Other operating revenue	2,133,604	2,180,332	(46,728)	(2.1)	1,954,012	6,152,578	6,640,849	(488,271)	(7.4)	5,700,045
<b>Total operating revenues</b>	<u>14,695,949</u>	<u>14,783,604</u>	<u>(87,655)</u>	<u>(0.6)</u>	<u>14,076,027</u>	<u>46,143,694</u>	<u>47,465,681</u>	<u>(1,321,987)</u>	<u>(2.8)</u>	<u>45,100,117</u>
<b>Operating expenses</b>										
Wages and benefits	42,498,753	45,471,539	2,972,786	6.5	44,681,573	130,768,352	136,462,652	5,694,300	4.2	126,443,230
Services	6,294,682	7,686,125	1,391,443	18.1	6,758,157	21,560,192	23,498,320	1,938,128	8.2	22,483,227
Fuel and lube consumed	3,842,681	4,853,533	1,010,852	20.8	4,266,508	12,901,354	14,509,055	1,607,701	11.1	13,437,135
Materials and supplies	5,446,305	5,351,386	(94,919)	(1.8)	4,567,254	15,412,121	16,286,314	874,193	5.4	13,945,325
Utilities	2,072,370	2,332,595	260,225	11.2	2,403,695	5,778,842	6,551,564	772,722	11.8	6,086,164
Casualty and liability costs	1,718,793	1,212,590	(506,203)	(41.7)	1,102,752	3,924,852	3,659,794	(265,058)	(7.2)	3,951,529
Other expenses	1,247,544	1,449,985	202,441	14.0	1,138,774	3,800,032	4,398,822	598,790	13.6	3,372,681
<b>Total operating expenses</b>	<u>63,121,128</u>	<u>68,357,753</u>	<u>5,236,625</u>	<u>7.7</u>	<u>64,918,713</u>	<u>194,145,745</u>	<u>205,366,521</u>	<u>11,220,776</u>	<u>5.5</u>	<u>189,719,291</u>
<b>Operating income (loss)</b>	<u>(48,425,179)</u>	<u>(53,574,149)</u>	<u>(5,148,970)</u>	<u>(9.6)</u>	<u>(50,842,686)</u>	<u>(148,002,051)</u>	<u>(157,900,840)</u>	<u>(9,898,789)</u>	<u>(6.3)</u>	<u>(144,619,174)</u>
<b>Non-operating revenue (expense)</b>										
Grants and assistance	56,939,163	55,465,756	1,473,407	2.7	54,929,452	177,217,758	170,805,081	6,412,677	3.8	168,796,849
Interest income	313,809	82,310	231,499	281.3	66,034	827,022	235,623	591,399	251.0	212,330
Interest expense	(5,356,000)	(5,346,732)	(9,268)	(0.2)	(5,398,561)	(15,977,796)	(16,040,197)	62,401	0.4	(18,144,453)
Contribution to outside entities	(303,322)	(279,935)	(23,387)	(8.4)	(307,727)	(1,009,231)	(819,857)	(189,374)	(23.1)	(1,762,303)
Other non-operating revenue (expense)	(282,514)	-	(282,514)	-	(253,159)	(254,981)	-	(254,981)	-	(115,982)
<b>Total non-operating revenues (expenses)</b>	<u>51,311,136</u>	<u>49,921,399</u>	<u>1,389,737</u>	<u>2.8</u>	<u>49,036,039</u>	<u>160,802,772</u>	<u>154,180,650</u>	<u>6,622,122</u>	<u>4.3</u>	<u>148,986,441</u>
<b>Income (loss) before depreciation</b> ➡	<u>2,885,957</u>	<u>(3,652,750)</u>	<u>6,538,707</u>	<u>179.0</u>	<u>(1,806,647)</u>	<u>12,800,721</u>	<u>(3,720,190)</u>	<u>16,520,911</u>	<u>444.1</u>	<u>4,367,267</u>
Depreciation and amortization	<u>17,139,912</u>	<u>17,914,583</u>	<u>774,671</u>	<u>4.3</u>	<u>16,815,980</u>	<u>51,505,774</u>	<u>52,991,754</u>	<u>1,485,980</u>	<u>2.8</u>	<u>50,586,303</u>
<b>Net income (loss) before transfers</b>	<u>(14,253,955)</u>	<u>(21,567,333)</u>	<u>7,313,378</u>	<u>33.9</u>	<u>(18,622,627)</u>	<u>(38,705,053)</u>	<u>(56,711,944)</u>	<u>18,006,891</u>	<u>31.8</u>	<u>(46,219,036)</u>
<b>Net Transfers</b>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>11,280</u>	<u>12,702</u>	<u>-</u>	<u>12,702</u>	<u>-</u>	<u>33,463</u>
<b>Net income (loss)</b>	<u>(14,253,955)</u>	<u>\$ (21,567,333)</u>	<u>\$ 7,313,378</u>	<u>33.9</u>	<u>\$ (18,611,347)</u>	<u>(38,692,351)</u>	<u>\$ (56,711,944)</u>	<u>\$ 18,019,593</u>	<u>31.8</u>	<u>\$ (46,185,573)</u>
Capital contributions	<u>15,897,713</u>					<u>40,159,462</u>				
Change in net position	<u>1,643,758</u>					<u>1,467,111</u>				
Total net position, beginning of the period	<u>602,928,719</u>					<u>603,105,366</u>				
Total net position, end of the period	<u>\$ 604,572,477</u>					<u>\$ 604,572,477</u>				



**Metro Transit System**  
**Statement of Revenues, Expenses and Net Income (Loss)**  
**For the Quarter Ended March 31, 2015**  
**(unaudited)**

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
<b>Grants and assistance</b>										
Missouri assistance										
City of St. Louis 1/2 cent	\$ 4,526,659	\$ 4,271,003	\$ 255,656	6.0	\$ 4,351,138	\$ 14,325,546	\$ 13,225,239	\$ 1,100,307	8.3	\$ 13,198,801
City of St. Louis 1/4 cent	2,178,567	1,963,041	215,526	11.0	2,031,803	6,818,002	6,053,644	764,358	12.6	6,275,280
City of St. Louis Prop M2 (1/4 cent)	1,689,734	1,576,248	113,486	7.2	1,587,866	5,269,430	4,850,981	418,449	8.6	4,816,540
Total City of St. Louis	8,394,960	7,810,292	584,668	7.5	7,970,807	26,412,978	24,129,864	2,283,114	9.5	24,290,621
St. Louis County 1/2 cent	10,118,615	8,522,101	1,596,514	18.7	9,608,004	30,889,255	28,907,204	1,982,051	6.9	28,314,308
St. Louis County 1/4 cent	8,811,936	8,258,858	553,078	6.7	8,090,925	26,878,426	25,244,743	1,633,683	6.5	25,039,489
St. Louis County Prop A (1/2 cent)	12,890,589	12,197,041	693,548	5.7	12,130,428	39,137,783	36,176,291	2,961,492	8.2	35,590,069
Total St. Louis County	31,821,140	28,978,000	2,843,140	9.8	29,829,357	96,905,464	90,328,238	6,577,226	7.3	88,943,866
Other Local										
Planning and demo reimbursement	40,000	40,000	-	-	40,000	120,000	120,000	-	-	120,000
Other miscellaneous assistance	197,293	127,500	69,793	54.7	223,630	760,910	382,500	378,410	98.9	768,295
Total other local	237,293	167,500	69,793	41.7	263,630	880,910	502,500	378,410	75.3	888,295
State of Missouri	48,654	102,380	(53,726)	(52.5)	49,230	199,616	307,141	(107,525)	(35.0)	409,770
Total other Missouri	48,654	102,380	(53,726)	(52.5)	49,230	199,616	307,141	(107,525)	(35.0)	409,770
Total Missouri assistance	40,502,047	37,058,172	3,443,875	9.3	38,113,024	124,398,968	115,267,743	9,131,225	7.9	114,532,552
Illinois assistance										
St. Clair Transit District	12,384,843	12,894,111	(509,268)	(3.9)	11,746,332	37,794,192	38,996,921	(1,202,729)	(3.1)	36,501,649
State of Illinois	186,597	480,959	(294,362)	(61.2)	213,855	1,702,154	1,442,876	259,278	18.0	2,234,718
Total Illinois assistance	12,571,440	13,375,070	(803,630)	(6.0)	11,960,187	39,496,346	40,439,797	(943,451)	(2.3)	38,736,367
Total local and state assistance	53,073,487	50,433,242	2,640,245	5.2	50,073,211	163,895,314	155,707,540	8,187,774	5.3	153,268,919
Federal assistance										
Vehicle maintenance	3,250,000	4,000,000	(750,000)	(18.8)	4,000,000	9,750,000	12,000,000	(2,250,000)	(18.8)	12,000,000
CMAQ grant	-	-	-	-	6,139	-	-	-	-	6,139
Non-capital grants (i.e. JARC)	615,676	1,032,514	(416,838)	(40.4)	850,102	3,572,444	3,097,541	474,903	15.3	3,521,791
Total federal assistance	3,865,676	5,032,514	(1,166,838)	(23.2)	4,856,241	13,322,444	15,097,541	(1,775,097)	(11.8)	15,527,930
<b>Total grants and assistance</b>	<b>\$ 56,939,163</b>	<b>\$ 55,465,756</b>	<b>\$ 1,473,407</b>	<b>2.7</b>	<b>\$ 54,929,452</b>	<b>\$ 177,217,758</b>	<b>\$ 170,805,081</b>	<b>\$ 6,412,677</b>	<b>3.8</b>	<b>\$ 168,796,849</b>

**Transit System**  
**Cash Receipts and Disbursements Schedule**  
**For the Quarter Ended March 31, 2015**  
(unaudited)

	<b>Total</b>	<b>Revenue Fund</b>	<b>Operating Fund</b>	<b>Internally Restricted Fund</b>	<b>Prop M Fund</b>	<b>Prop A Fund</b>	<b>Sales Tax Capital Fund</b>	<b>Commodity Funds</b>	<b>Insurance Funds</b>	<b>Other Restricted Funds</b>
<b>Balance January 1, 2015</b>										
<b>Cash &amp; Investments</b>	\$ 177,828,760	\$ 1,246,186	\$ 45,370,016	\$ 14,632,492	\$ 56,808,961	\$ 14,373,977	\$ 13,342,962	\$ 7,544,466	\$ 15,849,250	\$ 8,660,450
<b>Add :</b>										
Passenger Fares	14,826,018	14,490,488	335,530	-	-	-	-	-	-	-
City of St. Louis	9,173,233	-	7,912,218	-	980,136	-	280,879	-	-	-
St. Louis County	28,802,874	-	27,545,697	-	580,470	-	676,707	-	-	-
State of Illinois	953,055	-	953,055	-	-	-	-	-	-	-
State of Missouri	-	-	-	-	-	-	-	-	-	-
Cross County Project	-	-	-	-	-	-	-	-	-	-
St. Clair County	12,724,201	-	12,724,201	-	-	-	-	-	-	-
FTA	18,573,381	-	18,573,381	-	-	-	-	-	-	-
Commodity Fund	160,000	-	160,000	-	-	-	-	-	-	-
All Other	4,726,735	-	4,528,007	1,489	45,963	8,889	4,787	-	134,290	3,310
<b>Cash Receipts</b>	89,939,497	14,490,488	72,732,089	1,489	1,606,569	8,889	962,373	-	134,290	3,310
<b>Interfund Transfers</b>	-	(14,900,000)	7,586,158	(1,489)	(3,816,437)	1,939,178	(50,210)	1,500,000	7,150,986	591,815
<b>Less:</b>										
Cash Disbursements	(79,313,312)	-	(71,707,718)	-	-	-	-	(1,128,527)	(6,477,067)	-
<b>Balance March 31, 2015</b>										
<b>Cash &amp; Investments</b>	188,454,946	836,674	53,980,545	14,632,492	54,599,093	16,322,044	14,255,125	7,915,939	16,657,459	9,255,575
<b>Less:</b>										
<b>Pre-Encumbrances &amp; Restrictions</b>										
Local Match - Approved Grants	41,729,910	-	-	-	38,467,529	-	3,262,381	-	-	-
- Grant Applications	2,392,416	-	-	-	2,392,416	-	-	-	-	-
- Long Range Capital Programs (1)	24,731,892	-	-	-	13,739,148	-	10,992,744	-	-	-
SIR Worker Comp Pledged Funds	2,405,000	-	-	-	-	-	-	-	2,405,000	-
Other Restrictions	117,195,728	836,674	53,980,545	14,632,492	-	16,322,044	-	7,915,939	14,252,459	9,255,575
Total Restrictions	188,454,946	836,674	53,980,545	14,632,492	54,599,093	16,322,044	14,255,125	7,915,939	16,657,459	9,255,575
Unencumbered Cash & Investments	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -

**Transit System**  
**Cross County Metrolink Debt**  
**Cash Receipts and Disbursements Schedule**  
**For the Quarter Ended March 31, 2015**  
**(unaudited)**

	Total Trustee Statements	Revenue Funds	Debt Service Funds	Expense Funds	Debt Service Reserve Funds
Balance at January 1, 2015					
<b>Cash &amp; investments</b>	\$ 42,432,534	\$ 703	\$ 7,832,322	\$ 87,611	\$ 34,511,897
<b>Add cash receipts:</b>					
St. Louis County sales tax - Prop M	10,831,003	10,831,003	-	-	-
St. Louis County sales tax - Prop A	14,139,108	14,139,108	-	-	-
St. Louis City sales tax - Prop M	2,515,773	2,515,773	-	-	-
St. Louis City sales tax - Prop M2	2,515,773	2,515,773	-	-	-
Debt service Series 2009 Redemption	90,000	-	-	-	90,000
Realized gain/(loss)	8,820	-	-	-	8,820
Interest received	116,552	893	1,457	15	114,186
<b>Total cash receipts</b>	30,217,027	30,002,549	1,457	15	213,006
<b>Less fund disbursements:</b>					
Prop M/Prop A to Metro	(22,176,286)	(22,176,286)	-	-	-
<b>Total disbursements</b>	(22,176,286)	(22,176,286)	-	-	-
<b>Interfund transfers:</b>					
Transfer from 2013 DSR to 2013 DS	-	4,053	-	-	(4,053)
Interest/principal transfers	-	(7,830,864)	7,830,864	-	-
<b>Total interfund transfers</b>	-	(7,826,811)	7,830,864	-	(4,053)
Balance at March 31, 2015					
<b>Cash &amp; investments</b>	<u>\$ 50,473,276</u>	<u>\$ 155</u>	<u>\$ 15,664,644</u>	<u>\$ 87,627</u>	<u>\$ 34,720,850</u>

**Transit Operating System  
Statement of Cash Flows  
For the Nine Months Ended March 31, 2015  
(unaudited)**

**Cash flows from operating activities**

Receipts from customers	\$ 45,752,337
Payments to employees	(122,677,731)
Payments to vendors	(57,565,286)
Payments for self-insurance	(4,778,128)
Receipts (payments) from inter-fund activity	<u>(2,671,398)</u>

**Net cash provided by (used in)  
operating activities**

(141,940,206)

**Cash flows from non capital financing activities**

Operating assistance received	173,259,516
Contributions to outside entities	<u>(1,009,331)</u>

**Net cash provided by (used in)  
non capital financing activities**

172,250,285

**Cash flows from capital and related financing activities**

Acquisitions of capital assets	(29,851,100)
Payments of long-term debt	(9,117,062)
Interest Paid	(9,970,687)
Contributed capital	<u>40,159,462</u>

**Cash flows from capital and  
related financing activities**

(8,779,387)

**Cash flows from investing activities**

Purchases of investments	(66,028,420)
Proceeds from sale of investments	61,266,773
Interest received	<u>827,022</u>

**Net cash provided by (used in)  
investing activities**

(3,934,625)

**Net increase (decrease) in cash  
and cash equivalents**

17,596,067

**Cash and cash equivalents, beginning of year**

106,477,465

**Cash and cash equivalents, year to date**

\$ 124,073,532

**Reconciliation of operating loss to  
net cash used for operating activities**

Operating income (loss)	\$ <u>(148,002,051)</u>
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**Adjustments to reconcile operating  
income (loss) to net cash provided  
by (used for) operating activities**

Change in assets and liabilities	
Accounts and notes receivables	(391,358)
Interfund accounts receivable	(225,015)
Materials and supplies	(349,380)
Prepaid expenses, deferred charges	2,740
Accounts payable	(5,855,322)
Other current liabilities	5,989,216
Interfund accounts payable	(346,382)
Accrued expenses	1,420,795
Other post employment benefits liability	6,669,827
Self-insurance liability	<u>(853,276)</u>

Total adjustments	<u>6,061,845</u>
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**Net cash provided by (used for)  
operating activities**

\$ (141,940,206)

**Supplemental disclosure of cash flow information**

**Noncash Activities:**

> Interest received on capital lease	\$ 4,102,101
> Interest accrued on capital lease	(4,102,101)
> Gain/(Loss) on hedging commodities	1,731,467
> Loss on disposal of fixed assets	144,370
> Non-operating noncash activity	(446,491)
> Net transfers for rail station improvements	12,702
> Deferred Loss Amortization	325,225
> Prior period adjustment	122,205

Note: Cash and cash equivalents for this cash flow statement are defined according to General Accepted Accounting Principles as cash and all investments with a maturity of 90 days or less. The Consolidated Cash Receipts & Disbursement (CR&D), the Cross County CR&D report and the Balance Sheet report on cash and all investments, regardless of maturity date. Therefore, the beginning and ending cash balances on this report may not agree to the CR&D report and the balance sheet.

**Transit System**  
**Schedule of Aged Receivables - Invoiced**  
**March 31, 2015**  
(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	\$ 231,911	\$ 23,999	\$ 3,848	\$ 15,222	\$ 13,612	\$ 21,333	\$ 309,925
Due from Call-A-Ride	217,838	100	-	-	-	-	217,938
Due from Misc-Arts in Transit	-	-	-	-	-	-	-
Due from Advertising (Marketing)	203,110	27,300	-	-	-	-	230,410
Due from Leases and Rents	46,765	7,715	-	-	458	758	55,696
Due from Auxiliary Services/Others	258,632	201,592	7,355	34,484	-	-	502,064
Due from Grants (Accounting)	1,189,422	147,802	171,401	-	-	-	1,508,625
Due from Passes	1,911,691	81,677	26,304	15,426	-	-	2,035,098
<b>Total</b>	<b><u>\$ 4,059,369</u></b>	<b><u>\$ 490,185</u></b>	<b><u>\$ 208,908</u></b>	<b><u>\$ 65,132</u></b>	<b><u>\$ 14,070</u></b>	<b><u>\$ 22,091</u></b>	<b><u>\$ 4,859,756</u></b>



**Transit System**  
**Capital Expenditures for Active Projects**  
**For the Quarter Ended March 31, 2015**  
**(unaudited)**

Description		Budget	Current	Year-To-Date	Life-To-Date	Balance
<b>Project #</b>						
0034 Van Procurement FY04-FY08 (X204) 2		\$ 2,740,824	\$ 3,362.14	\$ 9,132.80	\$ 2,720,471	\$ 20,353
0097 ML Bike Trail - County		11,345,463	-	-	10,052,284	1,293,180
1237 CAR Van Replacement FY07		2,977,123	-	-	2,913,172	63,951
1279 Fare Collection System Upgrade/Replacement (06 Earmark)		29,707,512	905,719	2,057,728	20,753,007	8,954,505
1290 Buses FY05 Fed Earmark (25)		1,210,235	-	1,776	1,206,564	3,672
1361 Radio System CAD/AVL		23,857,144	60,045	62,795	9,685,503	14,171,641
1530 Eads Bridge Rehab ARRA		25,338,773	140,550	2,349,091	23,496,111	1,842,662
1531 Rail & Tie Replacement		1,718,025	-	-	1,718,025	-
1574 CAR Van Replacement		8,650,165	10,806	13,088	1,252,126	7,398,039
1666 Slope Stabilization	z	4,097,297	163,784	1,904,176	3,788,058	309,239
1668 Embankment Erosion	z	3,203,073	27,215	81,102	116,466	3,086,608
1680 SCADA Hardening II DHS		3,256,808	-	-	3,255,793	1,015
1708 Feeder Wire/Water Mitigation MO--12	z	1,058,564	1,029	113,200	696,452	362,112
1717 Non-Revenue Vehicles FY12 MO		1,718,858	-	356,642	1,396,299	322,559
1722 Missouri Slopes Stability	z	1,144,600	25,807	119,423	236,404	908,196
1723 MO OCS Wire Rehab	z	1,511,670	189,025	688,605	1,274,406	237,263
1734 EADS Bridge Rehab Phase II		29,708,943	1,975,562	2,191,664 #	3,623,505	26,085,438
1739 Downtown Transfer Center		7,098,596	12,594	169,842	712,049	6,386,546
1755 IT Systems Upgrade Yr 2 - FY13		1,425,750	285,983	285,983	285,983	1,139,768
1756 North County Transit Center		10,280,000	152,651 #	255,628	4,331,751	5,948,250
1773 SWIC Metrolink Improvements	y	6,128,737	(4,402)	53,646	5,666,143	462,594
1817 Radio System Tower Sites		6,212,885	0	0	1,511,670	4,701,215
1834 Rail Tie Replacement Year 2	z	1,934,162	9,816	919,170	1,456,440	477,722
1844 Tactile Warning Strip Phase II	z	1,719,616	120,755	256,114	422,567	1,297,050
1845 MOW SGR Inventory-Database Development		1,037,955	12,748	240,098	1,021,557	16,398

**Transit System**  
**Capital Expenditures for Active Projects**  
**For the Quarter Ended March 31, 2015**  
**(unaudited)**

<b>Description</b>		<b>Budget</b>	<b>Current</b>	<b>Year-To-Date</b>	<b>Life-To-Date</b>	<b>Balance</b>
<b>Projects continued</b>						
1848 Articulated Buses		\$ 11,445,737	\$ 3,464	\$ 334,874	\$ 6,490,426	\$ 4,955,311
1855 Arch Bike Trail		1,095,938	-	9,312	58,060	1,037,878
1860 Bus Procurement Duluth		20,911,804	3,380	14,395	20,907,491	4,314
1862 North County Transit Phase II		2,200,481	2,800	157,202	1,416,073	784,408
1863 Bus Procurement Duluth II		11,603,244	6,630	10,908,734	10,908,734	694,510
1867 Buses - SCCTD		2,720,000	-	-	2,656,329	63,671
1869 Phase 1 Audio Frequency Circuit		3,101,678	20,865	25,918	25,982	3,075,696
1875 Rail Tie Replace Year 3	z	2,147,572	36,259	36,365	36,365	2,111,207
1885 TOI Operation Management Software		2,840,318	128,343	241,350	249,878	2,590,440
1887 TOI Transit Business Intellegence		1,039,572	-	-	-	1,039,572
1905 Buses - FY13 CMAQ		18,565,431	10,521,650	10,526,013	10,526,013	8,039,418
1933 FY14 Preventive Maintance	z	20,000,000	-	-	20,000,000	-
1937 Innovative High School Career	z	2,129,435	-	-	-	2,129,435
1941 Duluth Piggyback III 40'		16,407,549	-	-	-	16,407,549
1959 Z-Gate Ped Barriers & Fence		1,257,938	8,993	11,647	11,647	1,246,291
1960 Rail ROW Repairs-MP 0-15.4 MO		3,405,200	-	-	-	3,405,200
1962 Elevator Rehab - 8 Units - MO		1,302,000	2,063	2,063	2,063	1,299,937
1983 DC to AC Rail Car Upgrades		22,500,000	-	-	-	22,500,000
1988 Ewing Wall Rehabilitation		10,037,743	2,771	2,771	2,771	10,034,972
1991 Financial Report-Budget Software		1,307,680	-	-	-	1,307,680
1997 IL Bus Facility Rehabilitation		1,850,692	-	-	-	1,850,692
2020 Feeder Wire-Water Mitigation	z	1,644,372	-	-	-	1,644,372
2021 Bus Northwest Connector	z	1,134,766	-	-	-	1,134,766
All others	*z	37,281,662	491,216	2,852,741	19,451,163	17,830,500
<b>Total active projects</b>		<b>\$ 387,013,592</b>	<b>\$ 15,321,484</b>	<b>\$ 37,252,286</b>	<b>\$ 196,335,801</b>	<b>\$ 190,677,790</b>

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

y Metro administers contribution to outsides entities.

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

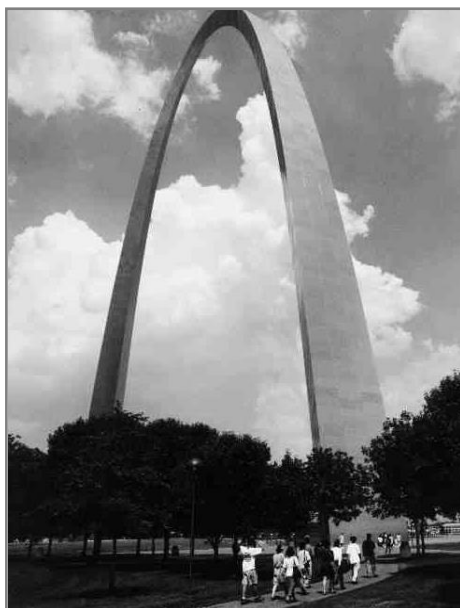
# **Business Enterprises Financials**



## **Metropolitan St. Louis Attractions**

**BUSINESS  
ENTERPRISES**

# Gateway Arch Tram Financials



## World-Class

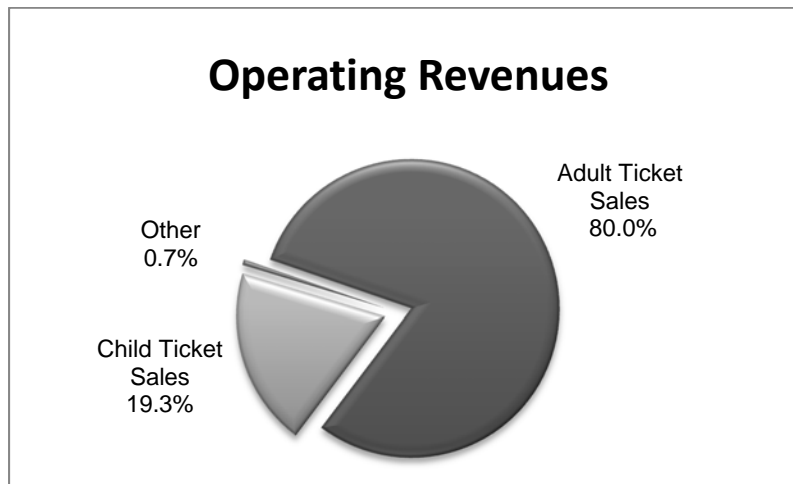
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# Gateway Arch Tram

## Nine Months Ended March 31, 2015

**Operating income** for the Gateway Arch Tram for the nine months ended March 31, 2015 was \$489,567, which is 25.7% unfavorable to budget and 62.1% below prior year results.

**Operating Revenue** was 5.2% lower than budget and 6.3% unfavorable to prior year. Arch ticket sales make up the majority of the revenue and were 5.1% lower than budget and 6.3% less than prior year. Ticket sales are down compared to prior year due to on-going Arch grounds construction.



**Salaries, wages & benefits** are 15.1% or \$194,133 below budget as a result of vacant salaried positions resulting in lower than budgeted wages, medical costs, pension expense and unemployment insurance.

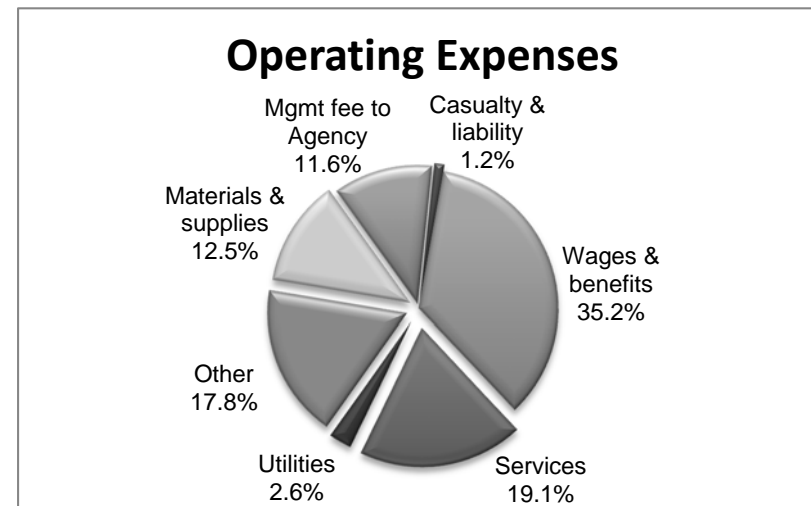
**Services** are 14.3% favorable to budget as a result of lower legal fees, website maintenance, National Park Service mechanics and other maintenance expense.

**Materials and supplies** are \$167,220 or 76.3% unfavorable to budget as a result of the replacement of cables for the north and south trams.

**Utilities** are \$8,127 or 9.0% favorable to budget due to lower electricity usage.

**Other expenses** are \$110,027 or 13.7% unfavorable to budget due to the purchase of way finding billboards related to the current park grounds and highway construction and detours.

**Non-operating revenues (expenses)** include \$6,436,875 of expenses for Contributions to Outside Entities. There was a \$4.7 million contribution to the National Park Service for the Arch roof replacement project. Other contributions to the NPS include the lobby rehab, corrosion study, and the storm water drainage projects.





Tram Ridership Comparison			
	<u>Adult</u>	<u>Child</u>	<u>Total</u>
FY15 Actual	415,360	139,911	555,271
FY15 Budget	436,375	150,819	587,194
FY14 Actual	440,559	153,597	594,156

**Tram ridership** for the nine months ended March 31, 2015 was 5.4% lower than budget. Tram ridership decreased 6.5% compared to prior year due to the Arch grounds construction project.


**Gateway Arch**  
**Quarterly Statement of Net Position**  
**March 31, 2015**  
(unaudited)

	<u>Current Period</u>	<u>Prior Period</u>	<u>Dollar Change</u>	<u>Percent Change</u>	<u>Prior Year</u>	<u>Dollar Change</u>	<u>Percent Change</u>
<b>Assets</b>							
Current Assets							
Cash and Investments	\$ 2,398,257	\$ 2,533,078	\$ (134,821)	(5.3)	\$ 2,263,948	\$ 134,309	5.9
Restricted cash and investments	16,507,935	17,742,493	(1,234,558)	(7.0)	14,985,557	1,522,378	10.2
Accounts and notes receivable	147,163	664,826	(517,663)	(77.9)	1,487,209	(1,340,046)	(90.1)
Restricted accounts receivable	-	421	(421)	(100.0)	483	(483)	(100.0)
assistance receivable	(2,947)	-	(2,947)	n/a	-	(2,947)	n/a
Other current assets	13,653	34,230	(20,577)	(60.1)	41,793	(28,140)	(67.3)
Total current assets	<u>19,064,061</u>	<u>20,975,048</u>	<u>(1,910,987)</u>	(9.1)	<u>18,778,990</u>	<u>285,071</u>	1.5
Capital assets							
Capital assets, net depr	164,105	249,937	(85,832)	(34.3)	516,684	(352,579)	(68.2)
Construction-in-process	829,952	883,667	(53,715)	(6.1)	62,633	767,319	n/a
Total capital assets	<u>994,057</u>	<u>1,133,604</u>	<u>(139,547)</u>	(12.3)	<u>579,317</u>	<u>414,740</u>	71.6
Total assets	<u>20,058,118</u>	<u>22,108,652</u>	<u>(2,050,534)</u>	(9.3)	<u>19,358,307</u>	<u>699,811</u>	3.6
<b>Total</b>	<u>\$ 20,058,118</u>	<u>\$ 22,108,652</u>	<u>\$ (2,050,534)</u>	(9.3)	<u>\$ 19,358,307</u>	<u>\$ 699,811</u>	3.6

**Gateway Arch**  
**Quarterly Statement of Net Position**  
**March 31, 2015**  
(unaudited)

	<u>Current Period</u>	<u>Prior Period</u>	<u>Dollar Change</u>	<u>Percent Change</u>	<u>Prior Year</u>	<u>Dollar Change</u>	<u>Percent Change</u>
<b>Liabilities</b>							
Current liabilities							
Accounts payable	\$ 907,748	\$ 1,066,368	\$ (158,620)	(14.9)	\$ 1,802,293	\$ (894,545)	(49.6)
Accrued expenses	55,822	56,574	(752)	(1.3)	58,119	(2,297)	(4.0)
Other current liabilities	58,954	55,710	3,244	5.8	44,750	14,204	31.7
Total current liabilities	<u>1,022,524</u>	<u>1,178,652</u>	<u>(156,128)</u>	<u>(13.2)</u>	<u>1,905,162</u>	<u>(882,638)</u>	<u>(46.3)</u>
Current liab payable from restricted assets							
Accrued interest payable	101,350	-	101,350	n/a	-	101,350	n/a
Total current liabilities payable from restricted assets	<u>101,350</u>	<u>-</u>	<u>101,350</u>	<u>n/a</u>	<u>-</u>	<u>101,350</u>	<u>n/a</u>
Total current liabilities	<u>1,123,874</u>	<u>1,178,652</u>	<u>(54,778)</u>	<u>(4.6)</u>	<u>1,905,162</u>	<u>(781,288)</u>	<u>(41.0)</u>
Non-current liabilities							
Other post-employment benefits	54,934	44,010	10,924	24.8	38,888	16,046	41.3
Long-term self-insurance	50	1,749	(1,699)	(97.1)	1,380	(1,330)	(96.4)
Long-term debt	7,656,000	7,656,000	-	-	-	7,656,000	n/a
Total non-current liabilities	<u>7,710,984</u>	<u>7,701,759</u>	<u>9,225</u>	<u>0.1</u>	<u>40,268</u>	<u>7,670,716</u>	<u>n/a</u>
Total liabilities	<u>8,834,858</u>	<u>8,880,411</u>	<u>(45,553)</u>	<u>(0.5)</u>	<u>1,945,430</u>	<u>6,889,428</u>	<u>354.1</u>
<b>Net Position</b>							
Net position - unrestricted	17,580,864	17,580,864	-	-	16,382,429	1,198,435	7.3
Net income (loss)	(6,357,604)	(4,352,623)	(2,004,981)	(46.1)	1,030,448	(7,388,052)	(717.0)
Total net position	<u>11,223,260</u>	<u>13,228,241</u>	<u>(2,004,981)</u>	<u>(15.2)</u>	<u>17,412,877</u>	<u>(6,189,617)</u>	<u>(35.5)</u>
<b>Total</b>	<u>\$ 20,058,118</u>	<u>\$ 22,108,652</u>	<u>(2,050,534)</u>	<u>(9.3)</u>	<u>\$ 19,358,307</u>	<u>\$ 699,811</u>	<u>3.6</u>

**Gateway Arch**  
**Schedule of Revenues, Expenses and Net Income (Loss)**  
**For the Quarter Ended March 31, 2015**  
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year Month To Date	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year Year To Date
<b>Operating revenues</b>										
Arch tickets	\$ 666,736	\$ 771,263	\$ (104,527)	(13.6)	\$ 785,510	\$ 3,612,918	\$ 3,808,708	\$ (195,790)	(5.1)	\$ 3,857,591
Service fee revenue	3,240	3,250	(10)	(0.3)	3,063	20,453	19,041	1,412	7.4	22,226
Other operating revenue	52	3,000	(2,948)	(98.3)	(90)	2,383	7,800	(5,417)	(69.4)	2,576
Sales discount	(7,860)	(12,393)	4,533	36.6	(12,866)	(46,507)	(49,038)	2,531	5.2	(51,611)
<b>Total operating revenues</b>	<u>662,168</u>	<u>765,120</u>	<u>(102,952)</u>	<u>(13.5)</u>	<u>775,617</u>	<u>3,589,247</u>	<u>3,786,511</u>	<u>(197,264)</u>	<u>(5.2)</u>	<u>3,830,782</u>
<b>Operating expenses</b>										
Wages and benefits	330,760	394,238	63,478	16.1	305,030	1,089,689	1,283,822	194,133	15.1	1,076,455
Services	125,451	196,269	70,818	36.1	178,464	595,154	694,480	99,326	14.3	636,616
Fuel and lube consumed	-	-	-	-	-	46	-	(46)	-	123
Materials and supplies	326,284	115,550	(210,734)	(182.4)	21,955	386,311	219,091	(167,220)	(76.3)	76,803
Utilities	21,341	26,236	4,895	18.7	26,162	81,833	89,960	8,127	9.0	90,549
Casualty and liability costs	12,067	13,391	1,324	9.9	11,703	36,209	40,174	3,965	9.9	35,234
Other expenses	267,295	213,328	(53,967)	(25.3)	161,260	910,438	800,411	(110,027)	(13.7)	623,997
<b>Total operating expenses</b>	<u>1,083,198</u>	<u>959,012</u>	<u>(124,186)</u>	<u>(12.9)</u>	<u>704,574</u>	<u>3,099,680</u>	<u>3,127,938</u>	<u>28,258</u>	<u>0.9</u>	<u>2,539,777</u>
<b>Operating income (loss)</b>	<u>(421,030)</u>	<u>(193,892)</u>	<u>(227,138)</u>	<u>(117.1)</u>	<u>71,043</u>	<u>489,567</u>	<u>658,573</u>	<u>(169,006)</u>	<u>(25.7)</u>	<u>1,291,005</u>
<b>Non-operating revenue (expense)</b>										
Interest income	493	3,573	(3,080)	(86.2)	1,814	3,650	10,720	(7,070)	(66.0)	8,125
Interest expense	(113,538)	-	(113,538)	-	-	(267,130)	-	(267,130)	-	-
Contribution to outside entities	(1,385,074)	(157,500)	(1,227,574)	(779.4)	(2,838)	(6,436,875)	(472,500)	(5,964,375)	(1,262.3)	(107,136)
Other non-operating revenue (expense)	-	-	-	-	202	-	-	-	-	202
<b>Total non-operating revenues (expenses)</b>	<u>(1,498,119)</u>	<u>(153,927)</u>	<u>(1,344,192)</u>	<u>(873.3)</u>	<u>(822)</u>	<u>(6,700,355)</u>	<u>(461,780)</u>	<u>(6,238,575)</u>	<u>(1,351.0)</u>	<u>(98,809)</u>
<b>Income (loss) before depreciation</b> 	<u>(1,919,149)</u>	<u>(347,819)</u>	<u>(1,571,330)</u>	<u>(451.8)</u>	<u>70,221</u>	<u>(6,210,788)</u>	<u>196,793</u>	<u>(6,407,581)</u>	<u>(3,256.0)</u>	<u>1,192,196</u>
Depreciation and amortization	<u>85,832</u>	<u>81,156</u>	<u>(4,676)</u>	<u>(5.8)</u>	<u>99,021</u>	<u>259,114</u>	<u>197,583</u>	<u>(61,531)</u>	<u>(31.1)</u>	<u>298,204</u>
<b>Net Transfers</b>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>158,640</u>	<u>112,298</u>	<u>-</u>	<u>112,298</u>	<u>-</u>	<u>136,456</u>
<b>Net income (loss)</b>	<u>\$ (2,004,981)</u>	<u>\$ (428,975)</u>	<u>\$ (1,576,006)</u>	<u>(367.4)</u>	<u>\$ 129,840</u>	<u>\$ (6,357,604)</u>	<u>\$ (790)</u>	<u>\$ (6,356,814)</u>	<u>n/a</u>	<u>\$ 1,030,448</u>

**Gateway Arch Tram**  
**Cash Receipts and Disbursements Schedule**  
**For the Quarter Ended March 31, 2015**  
(unaudited)

Description	Total	Arch Collection Facility Fund	Arch Tram Fee Account	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 Cost of Issuance	2014 Arch Bonds Debt Service Reserve
<b>Balance at January 1, 2015</b>													
<b>Cash &amp; Investments</b>	\$ 20,275,569	\$ 415,913	\$ 951,121	\$ 1,166,044	\$ 4,926,175	\$ 1,956,838	\$ 3,852,372	\$ 459,966	\$ 325,130	\$ 500,000	\$ 5,086,117	\$ 182,408	\$ 453,485
<b>Add:</b>													
Receipts	1,069,202	1,069,202	-	-	-	-	-	-	-	-	-	-	-
Gateway Parking Facility	172	-	172	-	-	-	-	-	-	-	-	-	-
Interest received	916	-	29	45	397	53	105	13	9	-	238	7	20
<b>Total cash receipts</b>	1,070,290	1,069,202	201	45	397	-	-	-	-	-	-	-	20
Interfund transfers	-	-	-	-	-	-	-	-	-	-	180,000	(180,000)	-
<b>Less:</b>													
Cash disbursements	(2,439,667)	(740,720)	(463,549)	-	(52,000)	(859,169)	(45,802)	(195,009)	(81,003)	-	-	(2,415)	-
<b>Balance at March 31, 2015</b>													
<b>Cash &amp; Investments</b>	<u>\$ 18,906,192</u>	<u>\$ 744,395</u>	<u>\$ 487,773</u>	<u>\$ 1,166,089</u>	<u>\$ 4,874,572</u>	<u>\$ 1,097,722</u>	<u>\$ 3,806,675</u>	<u>\$ 264,970</u>	<u>\$ 244,136</u>	<u>\$ 500,000</u>	<u>\$ 5,266,355</u>	<u>\$ -</u>	<u>\$ 453,505</u>



**Gateway Arch Tram System**  
**Statement of Cash Flows**  
**For the Nine Months Ended March 31, 2015**  
(unaudited)

**Cash flows from operating activities**

Receipts from customers	\$ 3,586,829
Payments to employees	(1,055,565)
Payments to vendors	(1,634,766)
Payments for self-insurance	(37,540)
Receipts (payments) from inter-fund activity	<u>(181,687)</u>

**Net cash provided by (used in)  
operating activities**

677,271

**Cash flows from noncapital financing activities**

Contributions to outside entities	(6,436,875)
Operating assistance	2,947
Net transfers	<u>112,298</u>

**Net cash provided by (used in)  
financing activities**

(6,321,630)

**Cash flows from capital and related financing activities**

Acquisitions of capital assets	(797,102)
Issuance of debt	7,656,000
Interest paid	<u>(165,781)</u>

**Net cash provided by (used in)  
capital and related financing activities**

6,693,117

**Cash flows from investing activities**

Proceeds from sale of investments	1,999,375
Interest received	<u>505,373</u>

**Net cash provided by (used in)  
investing activities**

2,504,748

**Net increase (decrease) in cash**

3,553,506

**Cash and cash equivalents, beginning of year**

15,352,686

**Cash and cash equivalents, year to date**

\$ 18,906,192

**Reconciliation of operating loss to  
net cash used for operating activities**

Operating income (loss)	<u>\$ 489,567</u>
-------------------------	-------------------

**Adjustments to reconcile operating  
income (loss) to net cash provided  
by (used for) operating activities**

Change in assets and liabilities	
Accounts and notes receivables	(2,418)
Interfund accounts receivable	215,929
Prepaid expenses, deferred charges and other current assets	7,988
Accounts payable	(40,777)
Other current liabilities	13,307
Interfund accounts payable	(39,118)
Accrued Expenses	(158)
Other post employment benefits liability	34,282
Self-insurance liability	<u>(1,331)</u>

Total adjustments	<u>187,704</u>
-------------------	----------------

**Net cash provided by (used for)  
operating activities**

\$ 677,271

**Supplemental disclosure of cash flow information**

No disclosures.

**Gateway Arch**  
**Capital Expenditures for Active Projects**  
**For the Quarter Ended March 31, 2015**  
**(unaudited)**

Description		Budget	Current	Year-To-Date	Life-To-Date	Balance
ATS Motor Generator Set Replacement - Construction	x	\$ 5,000,000	\$ -	\$ -	\$ -	\$ 5,000,000
ATS Motor Generator Set Replacement - Design	x	550,100	135,607	456,896	457,345	92,755
Arch Transportation System (ATS) Load Zone Rehab	x	1,493,910	78,492	304,287	371,980	1,121,930
Exhibit Rehabilitation		2,671,090	-	-	-	2,671,090
JNEM Trench Drain Project	xy	2,288,001	722,892	1,328,128	1,384,321	903,680
JNEM Arch Lobby Rehabilitation	y	1,087,107	3,130	27,869	74,053	1,013,055
JNEM Rail Station Improvements	z	518,623	627	26,562	96,830	421,793
Arch Corrosion Study project	y	450,000	291,065	315,944	315,944	134,056
Distributed Antenna System		300,000	-	-	-	300,000
Copier Machine		5,000	-	-	-	5,000
<b>Total Gateway Arch</b>		<b>\$ 14,363,832</b>	<b>\$ 1,231,813</b>	<b>\$ 2,459,686</b>	<b>\$ 2,700,472</b>	<b>\$ 11,358,359</b>

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

# Arch Parking Facility Financials



## First Line Ambassador

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# Gateway Arch Parking Facility

Nine Months Ended March 31, 2015

The Gateway Arch Parking Facility ceased operations on December 2, 2014. Deconstruction of the parking facility began in March 2015.

**Operating expenses** were minimal during the third quarter. There were no operations staff assigned to the parking facility after December 2014. There continue to be minimal wage and benefit charges for administrative and finance personnel during the third quarter. The only material operating expenses incurred were for utilities and liability insurance. Accruals were over estimated in the second quarter and the reversing credits created negative balances in labor and services.

**Non-operating revenue (expense)** includes a loss on the disposal of fixed assets of \$64,642. The capital assets disposed included miscellaneous revenue equipment.

A final accounting for the operations will be completed with June 30, 2015 fiscal year end.

**Gateway Arch Parking Facility**  
**Quarterly Statement of Net Position**  
**March 31, 2015**  
(unaudited)

	<u>Current Period</u>	<u>Prior Period</u>	<u>Dollar Change</u>	<u>Percent Change</u>	<u>Prior Year</u>	<u>Dollar Change</u>	<u>Percent Change</u>
<b>Assets</b>							
Current Assets							
Cash and Investments	\$ 528,119	\$ 449,974	\$ 78,145	17.4	\$ 568,858	\$ (40,739)	(7.2)
Accounts and notes receivable	-	313,486	(313,486)	(100.0)	139,948	(139,948)	(100.0)
Restricted accounts receivable	-	4	(4)	(100.0)	5	(5)	(100.0)
Other current assets	10,404	17,180	(6,776)	(39.4)	8,913	1,491	16.7
Total current assets	<u>538,523</u>	<u>780,644</u>	<u>(242,121)</u>	(31.0)	<u>717,724</u>	<u>(179,201)</u>	(25.0)
Capital assets							
Capital assets, net depr	-	64,641	(64,641)	(100.0)	-	-	n/a
Total capital assets	<u>-</u>	<u>64,641</u>	<u>(64,641)</u>	(100.0)	<u>-</u>	<u>-</u>	n/a
Total assets	<u>538,523</u>	<u>845,285</u>	<u>(306,762)</u>	(36.3)	<u>717,724</u>	<u>(179,201)</u>	(25.0)
<b>Total</b>	<u>\$ 538,523</u>	<u>\$ 845,285</u>	<u>\$ (306,762)</u>	(36.3)	<u>\$ 717,724</u>	<u>\$ (179,201)</u>	(25.0)

**Gateway Arch Parking Facility**  
**Quarterly Statement of Net Position**  
**March 31, 2015**  
(unaudited)

	<u>Current Period</u>	<u>Prior Period</u>	<u>Dollar Change</u>	<u>Percent Change</u>	<u>Prior Year</u>	<u>Dollar Change</u>	<u>Percent Change</u>
<b>Liabilities</b>							
Current liabilities							
Accounts payable	\$ 171,939	\$ 404,280	\$ (232,341)	(57.5)	\$ 177,662	\$ (5,723)	(3.2)
Accrued expenses	12,568	12,568	-	-	16,233	(3,665)	(22.6)
Other current liabilities	6,188	5,065	1,123	22.2	12,733	(6,545)	(51.4)
Total current liabilities	<u>190,695</u>	<u>421,913</u>	<u>(231,218)</u>	<u>(54.8)</u>	<u>206,628</u>	<u>(15,933)</u>	<u>(7.7)</u>
Total current liabilities	<u>190,695</u>	<u>421,913</u>	<u>(231,218)</u>	<u>(54.8)</u>	<u>206,628</u>	<u>(15,933)</u>	<u>(7.7)</u>
Non-current liabilities							
Other post-employment benefits	14,085	13,960	125	0.9	14,007	78	0.6
Long-term self-insurance	14,745	14,745	-	-	14,745	-	-
Total non-current liabilities	<u>28,830</u>	<u>28,705</u>	<u>125</u>	<u>0.4</u>	<u>28,752</u>	<u>78</u>	<u>0.3</u>
Total liabilities	<u>219,525</u>	<u>450,618</u>	<u>(231,093)</u>	<u>(51.3)</u>	<u>235,380</u>	<u>(15,855)</u>	<u>(6.7)</u>
<b>Net Position</b>							
Net position - unrestricted	562,214	562,214	-	-	589,121	(26,907)	(4.6)
Net income (loss)	(243,216)	(167,547)	(75,669)	(45.2)	(106,777)	(136,439)	(127.8)
Total net position	<u>318,998</u>	<u>394,667</u>	<u>(75,669)</u>	<u>(19.2)</u>	<u>482,344</u>	<u>(163,346)</u>	<u>(33.9)</u>
<b>Total</b>	<u>\$ 538,523</u>	<u>\$ 845,285</u>	<u>(306,762)</u>	<u>(36.3)</u>	<u>\$ 717,724</u>	<u>\$ (179,201)</u>	<u>(25.0)</u>



**Gateway Arch Parking Facility**  
**Schedule of Revenues, Expenses and Net Income (Loss)**  
**For the Quarter Ended March 31, 2015**  
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year Month To Date	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year Year To Date
<b>Operating revenues</b>										
Passenger revenue	\$ (164)	\$ 4,800	\$ (4,964)	(103.4)	\$ 5,220	\$ 9,336	\$ 16,400	\$ (7,064)	(43.1)	\$ 17,360
Garage parking receipts - daily	(8)	185,694	(185,702)	(100.0)	156,930	388,889	724,110	(335,221)	(46.3)	728,422
Garage parking receipts - special events	-	19,636	(19,636)	(100.0)	4,880	57,685	116,120	(58,435)	(50.3)	163,504
Parking - monthly	-	28,800	(28,800)	(100.0)	23,160	26,050	92,400	(66,350)	(71.8)	82,525
Service fee revenue	-	8,585	(8,585)	(100.0)	10,698	50,447	43,981	6,466	14.7	62,092
Other operating revenue	-	-	-	-	(79)	(339)	-	(339)	-	(149)
<b>Total operating revenues</b>	<u>(172)</u>	<u>247,515</u>	<u>(247,687)</u>	<u>(100.1)</u>	<u>200,809</u>	<u>532,068</u>	<u>993,011</u>	<u>(460,943)</u>	<u>(46.4)</u>	<u>1,053,754</u>
<b>Operating expenses</b>										
Wages and benefits	(3,733)	108,857	112,590	103.4	109,400	200,266	327,162	126,896	38.8	311,862
Services	(6,668)	126,360	133,028	105.3	149,290	248,618	372,947	124,329	33.3	460,243
Materials and supplies	271	9,010	8,739	97.0	4,372	6,175	31,005	24,830	80.1	26,741
Utilities	14,589	23,843	9,254	38.8	26,294	54,118	67,813	13,695	20.2	67,881
Casualty and liability costs	6,420	10,282	3,862	37.6	8,288	22,611	30,847	8,236	26.7	24,963
Other expenses	(12)	19,277	19,289	100.1	14,183	49,007	84,381	35,374	41.9	99,851
<b>Total operating expenses</b>	<u>10,867</u>	<u>297,629</u>	<u>286,762</u>	<u>96.3</u>	<u>311,827</u>	<u>580,795</u>	<u>914,155</u>	<u>333,360</u>	<u>36.5</u>	<u>991,541</u>
<b>Operating income (loss)</b>	<u>(11,039)</u>	<u>(50,114)</u>	<u>39,075</u>	<u>78.0</u>	<u>(111,018)</u>	<u>(48,727)</u>	<u>78,856</u>	<u>(127,583)</u>	<u>(161.8)</u>	<u>62,213</u>
<b>Non-operating revenue (expense)</b>										
Interest income	12	573	(561)	(97.9)	144	60	1,718	(1,658)	(96.5)	930
Contribution to outside entities	-	(1,250)	1,250	100.0	-	-	(3,750)	3,750	100.0	-
Other non-operating revenue (expense)	(64,642)	-	(64,642)	-	-	(64,642)	-	(64,642)	-	-
<b>Total non-operating revenues (expenses)</b>	<u>(64,630)</u>	<u>(677)</u>	<u>(63,953)</u>	<u>(14,401.8)</u>	<u>144</u>	<u>(64,582)</u>	<u>(2,032)</u>	<u>(62,550)</u>	<u>(4,729.3)</u>	<u>930</u>
<b>Income (loss) before depreciation</b>	<u>(75,669)</u>	<u>(50,791)</u>	<u>(24,878)</u>	<u>(49.0)</u>	<u>(110,874)</u>	<u>(113,309)</u>	<u>76,824</u>	<u>(190,133)</u>	<u>(247.5)</u>	<u>63,143</u>
Depreciation and amortization	-	-	-	-	-	4,907	-	(4,907)	-	-
<b>Net Transfers</b>	-	-	-	-	(169,920)	(125,000)	-	(125,000)	-	(169,920)
<b>Net income (loss)</b>	<u>\$ (75,669)</u>	<u>\$ (50,791)</u>	<u>\$ (24,878)</u>	<u>(49.0)</u>	<u>\$ (280,794)</u>	<u>\$ (243,216)</u>	<u>\$ 76,824</u>	<u>\$ (320,040)</u>	<u>(416.6)</u>	<u>\$ (106,777)</u>

**Gateway Arch Parking Facility**  
**Cash Receipts and Disbursements Schedule**  
**For the Quarter Ended March 31, 2015**  
(unaudited)

Description	Total	Garage Fee Account	JNEM Garage Operating Fund
<b>Balance at January 1, 2015</b>			
<b>Cash &amp; Investments</b>	\$ 449,974	\$ 12,493	\$ 437,481
<b>Add:</b>			
Received from Executive Services	12	-	12
Received from Transit	195,830	-	195,830
Received from Gateway Arch	807	-	807
Interest received	15	5	10
<b>Total cash receipts</b>	196,664	5	196,659
Interfund transfers	-	-	-
<b>Less:</b>			
Bank expenses	(79)	(79)	-
Paid to Transit	(117,482)	-	(117,482)
Paid to Executive Services	(786)	(786)	-
Paid to Gateway Arch	(172)	-	(172)
<b>Total cash disbursements</b>	(118,519)	(865)	(117,654)
<b>Balance at March 31, 2015</b>			
<b>Cash &amp; Investments</b>	<u>\$ 528,119</u>	<u>\$ 11,633</u>	<u>\$ 516,486</u>

**Gateway Arch Parking Facility**  
**Statement of Cash Flows**  
**For the Nine Months Ended March 31, 2015**  
(unaudited)

**Cash flows from operating activities**

Receipts from customers	\$ 532,068
Payments to employees	(192,274)
Payments to vendors	(396,209)
Payments for self-insurance	(22,611)
Receipts (payments) from inter-fund activity	<u>154,248</u>

**Net cash provided by (used in)  
operating activities**

75,222

**Cash flows from noncapital financing activities**

Net Transfers	<u>(125,000)</u>
---------------	------------------

**Net cash provided by (used in)  
noncapital financing activities**

(125,000)

**Cash flows from capital and related financing activities**

None noted.

**Cash flows from investing activities**

Interest received	<u>66</u>
-------------------	-----------

**Net cash provided by (used in)  
investing activities**

66

**Net increase (decrease) in cash  
and cash equivalents**

(49,712)

**Cash and cash equivalents, beginning of year**

577,831

**Cash and cash equivalents, year to date**

\$ 528,119

**Reconciliation of operating loss to  
net cash used for operating activities**

Operating income (loss)	<u>\$ (48,727)</u>
-------------------------	--------------------

**Adjustments to reconcile operating  
income (loss) to net cash provided  
by (used for) operating activities**

Change in assets and liabilities	
Interfund accounts receivable	209,940
Prepaid expenses, deferred charges and other current assets	(10,204)
Accounts payable	(68,943)
Other current liabilities	(7,955)
Interfund accounts payable	(6,881)
Accrued expenses	499
Other post employment benefits liability	<u>7,493</u>
Total adjustments	<u>123,949</u>

**Net cash provided by (used for)  
operating activities**

\$ 75,222

**Supplemental disclosure of cash flow information**

No disclosures.

# Riverfront Attractions Financials



## Unique Entertainment

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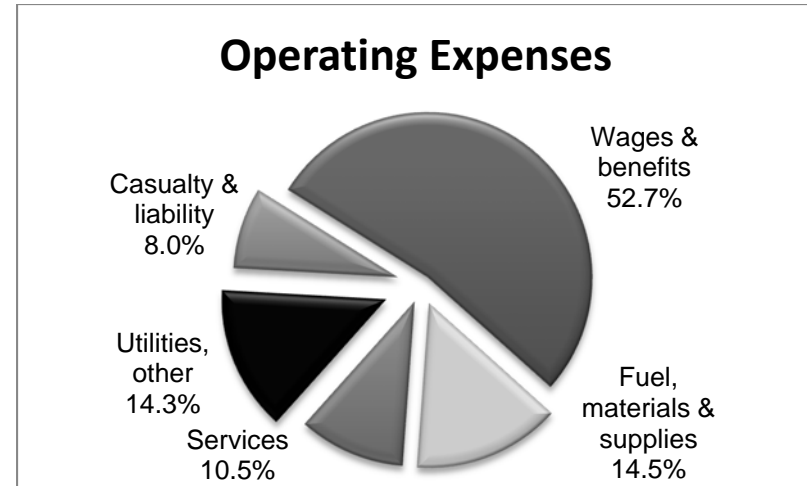
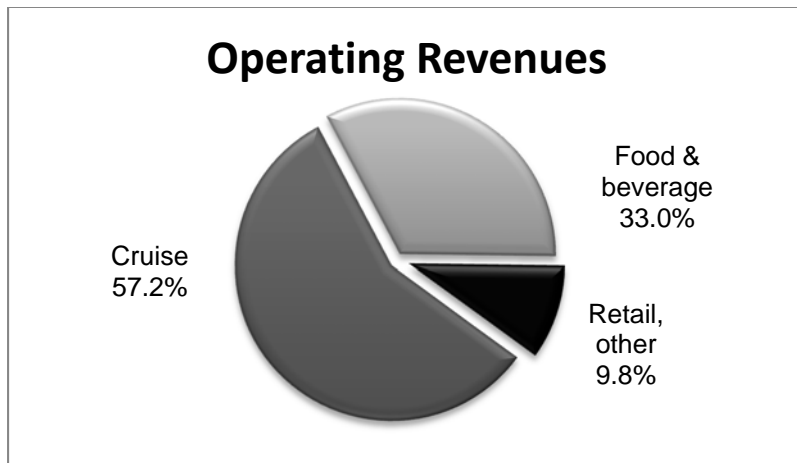
# Riverfront Attractions

Nine Months Ended March 31, 2015

**Riverfront Attractions** includes the Tom Sawyer and Becky Thatcher riverboats and heliport operations. Bike rentals have been temporarily discontinued due to riverfront construction. The major component of Riverfront Attractions is the Riverboat operations which include sightseeing, dinner, and specialty cruises as well as gift shop, snack bar, and photography sales.

**Operating loss** for all Riverfront Attractions for the nine months ended March 31, 2015 was \$382,266. This is \$53,581 favorable to budget but \$419,351 less than prior year. Riverfront flooding and the CityArchRiver construction project impacted the number of passengers and income.

**Operating revenue** is \$1,000,452 which is 17.1% lower than budget and unfavorable to prior year by \$769,274 or 43.5% due to the flooding and Arch grounds construction.



**Salaries, wages & benefits** are \$95,620 or 11.6% favorable to budget due to a position vacancy and favorable benefits.

**Services** are \$11,759 or 7.5% favorable due to fewer cruises requiring entertainment and National Park Service Interpretive Services.

**Fuel consumed** is \$3,271 favorable to budget due to 132 fewer cruises than budgeted in FY 2015.

**Materials and supplies** are \$147,911 favorable to budget primarily due to lower food and beverage purchases for the fewer dinner and specialty cruises. Repair parts and cleaning supplies expense are also lower.

**Utilities** are \$13,702 or 18.6% favorable to budget due to lower electricity, natural gas, water and sewer, and waste removal expenses.

**Casualty and liability** expense is \$19,119 or 14.7% favorable to budget as a result of lower self insured property and casualty expense.

**Other expenses** are unfavorable to budget by \$31,690. The unfavorable variance to budget is primarily due to the timing of advertising and promotion spending.

YTD	Passengers	Cruises	Passengers per Cruise
FY15 Actual	44,441	380	117
FY15 Budget	49,985	512	98
FY14 Actual	84,611	631	134

**Riverboat passengers** decreased 47.5% from FY 2014 and was 11.1% less than budget. Riverfront flooding and the CityArchRiver construction project impacted the number of passengers.

The number of **Cruises** decreased from FY 2014 by 251 or 39.8% and 132 less than budget. This was the result of 37 cruising days lost due to flooding. The CityArchRiver construction project also impacted the number of cruises. The average **Passenger per cruise** decreased 12.7% from last year and increased 19.4% over budget.



**Gateway Arch Riverfront Attractions**  
**Quarterly Statement of Net Position**  
**March 31, 2015**  
(unaudited)

	<u>Current Period</u>	<u>Prior Period</u>	<u>Dollar Change</u>	<u>Percent Change</u>	<u>Prior Year</u>	<u>Dollar Change</u>	<u>Percent Change</u>
<b>Assets</b>							
Current Assets							
Cash and Investments	\$ 99,212	\$ 19,435	\$ 79,777	410.5	\$ 152,292	\$ (53,080)	(34.9)
Accounts and notes receivable	163,583	7,138	156,445	n/a	142,779	20,804	14.6
Materials and supplies inventory	43,197	46,565	(3,368)	(7.2)	30,049	13,148	43.8
Other current assets	37,509	74,890	(37,381)	(49.9)	38,565	(1,056)	(2.7)
Total current assets	<u>343,501</u>	<u>148,028</u>	<u>195,473</u>	132.1	<u>363,685</u>	<u>(20,184)</u>	(5.5)
Capital assets							
Capital assets, net depr	1,535,632	1,605,123	(69,491)	(4.3)	1,624,510	(88,878)	(5.5)
Construction-in-process	11,491	3,283	8,208	250.0	-	11,491	n/a
Total capital assets	<u>1,547,123</u>	<u>1,608,406</u>	<u>(61,283)</u>	(3.8)	<u>1,624,510</u>	<u>(77,387)</u>	(4.8)
Total assets	<u>1,890,624</u>	<u>1,756,434</u>	<u>134,190</u>	7.6	<u>1,988,195</u>	<u>(97,571)</u>	(4.9)
<b>Total</b>	<u>\$ 1,890,624</u>	<u>\$ 1,756,434</u>	<u>\$ 134,190</u>	7.6	<u>\$ 1,988,195</u>	<u>\$ (97,571)</u>	(4.9)

**Gateway Arch Riverfront Attractions**  
**Quarterly Statement of Net Position**  
**March 31, 2015**  
(unaudited)

	<u>Current Period</u>	<u>Prior Period</u>	<u>Dollar Change</u>	<u>Percent Change</u>	<u>Prior Year</u>	<u>Dollar Change</u>	<u>Percent Change</u>
<b>Liabilities</b>							
Current liabilities							
Accounts payable	\$ 987,490	\$ 656,862	\$ 330,628	50.3	\$ 498,838	\$ 488,652	98.0
Accrued expenses	96,559	96,915	(356)	(0.4)	87,462	9,097	10.4
Other current liabilities	250,087	123,508	126,579	102.5	214,974	35,113	16.3
Total current liabilities	1,334,136	877,285	456,851	52.1	801,274	532,862	66.5
Total current liabilities	1,334,136	877,285	456,851	52.1	801,274	532,862	66.5
Non-current liabilities							
Other post-employment benefits	376,066	366,371	9,695	2.6	338,205	37,861	11.2
Long-term self-insurance	33,654	37,654	(4,000)	(10.6)	33,654	-	-
Total non-current liabilities	409,720	404,025	5,695	1.4	371,859	37,861	10.2
Total liabilities	1,743,856	1,281,310	462,546	36.1	1,173,133	570,723	48.6
<b>Net Position</b>							
Net position - capital investments	254,907	254,907	-	-	254,907	-	-
Net position - unrestricted	489,711	489,711	-	-	708,616	(218,905)	(30.9)
Net income (loss)	(597,850)	(269,494)	(328,356)	(121.8)	(148,461)	(449,389)	(302.7)
Total net position	146,768	475,124	(328,356)	(69.1)	815,062	(668,294)	(82.0)
<b>Total</b>	<u>\$ 1,890,624</u>	<u>\$ 1,756,434</u>	<u>\$ 134,190</u>	7.6	<u>\$ 1,988,195</u>	<u>\$ (97,571)</u>	(4.9)

**Gateway Arch Riverfront Attractions**  
**Schedule of Revenues, Expenses and Net Income (Loss)**  
**For the Quarter Ended March 31, 2015**  
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year Month To Date	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year Year To Date
<b>Operating revenues</b>										
Cruise	\$ 66,412	\$ 32,550	\$ 33,862	104.0	\$ 57,713	\$ 572,665	\$ 640,350	\$ (67,685)	(10.6)	\$ 971,670
Food and beverage	30,568	15,115	15,453	102.2	17,586	329,857	467,250	(137,393)	(29.4)	623,992
Retail	5,696	2,990	2,706	90.5	4,214	31,956	45,080	(13,124)	(29.1)	65,724
Bike rental	-	-	-	-	-	-	-	-	-	44,994
Other operating revenue	19,726	17,410	2,316	13.3	18,403	81,163	76,529	4,634	6.1	104,982
Sales discount	(2,407)	(1,641)	(766)	(46.7)	(1,694)	(15,189)	(22,646)	7,457	32.9	(41,636)
<b>Total operating revenues</b>	<u>119,995</u>	<u>66,424</u>	<u>53,571</u>	80.7	<u>96,222</u>	<u>1,000,452</u>	<u>1,206,563</u>	<u>(206,111)</u>	(17.1)	<u>1,769,726</u>
<b>Operating expenses</b>										
Wages and benefits	212,511	238,493	25,982	10.9	247,364	729,380	825,000	95,620	11.6	899,075
Services	8,126	26,735	18,609	69.6	15,701	144,841	156,600	11,759	7.5	159,710
Fuel and lube consumed	8,377	-	(8,377)	-	15,604	36,729	40,000	3,271	8.2	75,171
Materials and supplies	25,691	31,397	5,706	18.2	49,255	164,030	311,941	147,911	47.4	352,916
Utilities	21,268	23,933	2,665	11.1	26,499	59,857	73,559	13,702	18.6	66,128
Casualty and liability costs	36,708	41,772	5,064	12.1	37,655	110,621	129,740	19,119	14.7	97,908
Other expenses	66,178	37,954	(28,224)	(74.4)	29,440	137,260	105,570	(31,690)	(30.0)	81,733
<b>Total operating expenses</b>	<u>378,859</u>	<u>400,284</u>	<u>21,425</u>	5.4	<u>421,518</u>	<u>1,382,718</u>	<u>1,642,410</u>	<u>259,692</u>	15.8	<u>1,732,641</u>
<b>Operating income (loss)</b>	<u>(258,864)</u>	<u>(333,860)</u>	<u>74,996</u>	22.5	<u>(325,296)</u>	<u>(382,266)</u>	<u>(435,847)</u>	<u>53,581</u>	12.3	<u>37,085</u>
<b>Non-operating revenue (expense)</b>										
<b>Income (loss) before depreciation</b>	<u>(258,864)</u>	<u>(333,860)</u>	<u>74,996</u>	22.5	<u>(325,296)</u>	<u>(382,266)</u>	<u>(435,847)</u>	<u>53,581</u>	12.3	<u>37,085</u>
Depreciation and amortization	69,492	58,884	(10,608)	(18.0)	61,030	215,584	180,042	(35,542)	(19.7)	185,546
<b>Net income (loss)</b>	<u>\$ (328,356)</u>	<u>\$ (392,744)</u>	<u>\$ 64,388</u>	16.4	<u>\$ (386,326)</u>	<u>\$ (597,850)</u>	<u>\$ (615,889)</u>	<u>\$ 18,039</u>	2.9	<u>\$ (148,461)</u>

**Gateway Arch Riverfront Attractions**  
**Cash Receipts and Disbursements Schedule**  
**For the Quarter Ended March 31, 2015**  
(unaudited)

	<u>Total</u>	<u>Operating Fund</u>	<u>Change Fund</u>
<b>Balance at January 1, 2015</b>			
<b>Cash &amp; Investments</b>	\$ 19,435	\$ 13,535	\$ 5,900
<b>Add:</b>			
Revenue receipts	53,740	53,740	-
Transfers from Arch Tram	<u>26,137</u>	<u>26,137</u>	<u>-</u>
<b>Total cash receipts</b>	79,877	79,877	-
Interfund transfers	-	-	-
<b>Less:</b>			
Transfers to Airport	(10)	(10)	-
Cash disbursements	<u>(90)</u>	<u>(90)</u>	<u>-</u>
<b>Total cash disbursements</b>	(100)	(100)	-
<b>Balance at March 31, 2015</b>			
<b>Cash &amp; Investments</b>	<u>\$ 99,212</u>	<u>\$ 93,312</u>	<u>\$ 5,900</u>

**Gateway Arch Riverfront Attractions**  
**Statement of Cash Flows**  
**For the Nine Months Ended March 31, 2015**  
**(unaudited)**

**Cash flows from operating activities**

Receipts from customers	\$ 1,002,592
Payments to employees	(697,178)
Payments to vendors	(629,374)
Payments for self-insurance	(110,621)
Receipts (payments) from inter-fund activity	<u>525,016</u>

**Net cash provided by (used in)  
operating activities**

90,435

**Cash flows from noncapital financing activities**

Acquisitions of capital assets	<u>(11,489)</u>
--------------------------------	-----------------

**Net cash provided by (used in)  
capital and related financing activities**

(11,489)

**Cash flows from capital and related financing activities**

None noted.

**Cash flows from investing activities**

None noted.

**Net increase (decrease) in cash  
and cash equivalents**

78,946

**Cash and cash equivalents, beginning of year**

20,266

**Cash and cash equivalents, year to date**

\$ 99,212

**Reconciliation of operating loss to  
net cash used for operating activities**

Operating income (loss)	<u>\$ (382,266)</u>
-------------------------	---------------------

**Adjustments to reconcile operating  
income (loss) to net cash provided  
by (used for) operating activities**

Change in assets and liabilities	
Accounts and notes receivable	2,141
Interfund accounts receivable	11,801
Materials and supplies	3,132
Prepaid expenses, deferred charges and other current assets	(37,242)
Accounts payable	(32,643)
Other current liabilities	(19,905)
Interfund accounts payable	513,215
Accrued expenses	6
Other post employment benefits liability	32,196
Self-insurance liability	<u>-</u>

Total adjustments	<u>472,701</u>
-------------------	----------------

**Net cash provided by (used for)  
operating activities**

\$ 90,435

**Supplemental disclosure of cash flow information**

No disclosures.

**Riverfront Attractions**  
**Capital Expenditures for Active Projects**  
**For the Quarter Ended March 31, 2015**  
**(unaudited)**

<b>Description</b>	<b>Budget</b>	<b>Current</b>	<b>Year-To-Date</b>	<b>Life-To-Date</b>	<b>Balance</b>
Tom Sawyer Riverboat Dry Docking	\$ 150,000	\$ -	\$ -	\$ -	\$ 150,000
Riverboat Gangway	121,052	8,207	11,491	11,491	109,561
Copy machine	5,000	-	-	-	5,000
<b>Total Riverfront Attractions</b>	<b>\$ 276,052</b>	<b>\$ 8,207</b>	<b>\$ 11,491</b>	<b>\$ 11,491</b>	<b>\$ 264,561</b>



# St. Louis Downtown Airport Financials



## Third Busiest Airport in Illinois

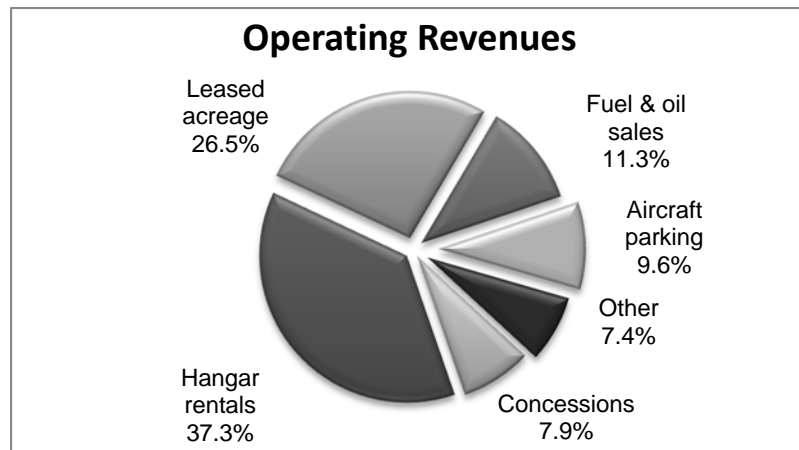
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# St. Louis Downtown Airport

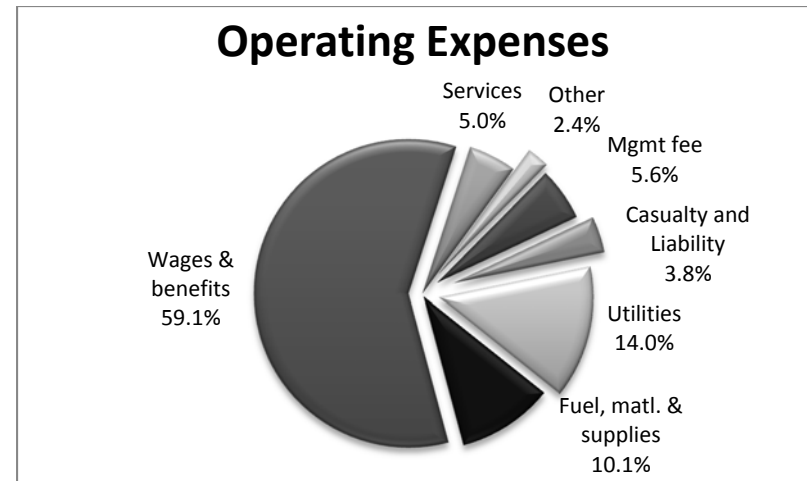
Nine Months Ended March 31, 2015

**Operating income** for the St. Louis Downtown Airport for the nine months ended March 31, 2015 was \$19,806. This is unfavorable to budget by \$204,949 or 91.2%. These results are lower than the prior year by \$235,256.

**Operating revenue** is unfavorable to budget by 17.4% or \$232,742 primarily due to lower hangar rental revenue. Jet Aviation, Inc has a new lease with lower rent and also vacated a hangar. Leased acreage is also unfavorable to budget by 10.7%. Compared to prior year, operating revenue is down 18.7% mainly due to lower hangar rental and leased acreage revenue.



**Salaries, wages & benefits** are favorable to budget by \$62,361 or 8.9% due fewer part time hours and lower pension and other benefits costs.



**Materials and supplies** are unfavorable to budget by \$29,801 due to airport firefighting supplies, equipment and building and grounds repair parts and computer equipment expense.

**Utilities** are \$20,725 unfavorable to budget. This variance is due to higher water and sewer expense related to a water line issue that is being resolved.

**Casualty and liability costs** are \$7,611 or 15.6% favorable to budget due to a recovery of a self-insured casualty loss.

**Other expenses** are favorable to budget by \$1,305 or 1.5% due to lower management fees to Executive Services that are based on lower revenues and also because of favorable staff development and training expenses. Dues and subscriptions and advertising expenses were unfavorable to budget.

YTD	Fuel sales (gallons)	Aircraft movements	Avg. based aircraft
FY15 Actual	1,285,097	64,523	318
FY15 Budget	1,294,465	63,055	320
FY14 Actual	1,293,914	77,003	323

**St. Louis Downtown Airport**  
**Quarterly Statement of Net Position**  
**March 31, 2015**  
(unaudited)

	<u>Current Period</u>	<u>Prior Period</u>	<u>Dollar Change</u>	<u>Percent Change</u>	<u>Prior Year</u>	<u>Dollar Change</u>	<u>Percent Change</u>
<b>Assets</b>							
Current Assets							
Cash and Investments	\$ 420,652	\$ 497,286	\$ (76,634)	(15.4)	\$ 547,560	\$ (126,908)	(23.2)
Restricted cash and investments	353,249	342,684	10,565	3.1	316,579	36,670	11.6
Accounts and notes receivable	132,822	73,392	59,430	81.0	69,758	63,064	90.4
Materials and supplies inventory	62,321	62,321	-	-	62,075	246	0.4
Other current assets	39,023	63,925	(24,902)	(39.0)	32,564	6,459	19.8
Total current assets	<u>1,008,067</u>	<u>1,039,608</u>	<u>(31,541)</u>	<u>(3.0)</u>	<u>1,028,536</u>	<u>(20,469)</u>	<u>(2.0)</u>
Capital assets							
Capital assets, net depr	20,067,173	19,198,384	868,789	4.5	20,250,235	(183,062)	(0.9)
Land	4,542,564	4,542,564	-	-	4,542,564	-	-
Construction-in-process	182,318	1,197,077	(1,014,759)	(84.8)	1,049,439	(867,121)	(82.6)
Total capital assets	<u>24,792,055</u>	<u>24,938,025</u>	<u>(145,970)</u>	<u>(0.6)</u>	<u>25,842,238</u>	<u>(1,050,183)</u>	<u>(4.1)</u>
Non-current assets							
Deferred charges	6,293	20,542	(14,249)	(69.4)	26,235	(19,942)	(76.0)
Total non-current assets	<u>6,293</u>	<u>20,542</u>	<u>(14,249)</u>	<u>(69.4)</u>	<u>26,235</u>	<u>(19,942)</u>	<u>(76.0)</u>
Total assets	<u>25,806,415</u>	<u>25,998,175</u>	<u>(191,760)</u>	<u>(0.7)</u>	<u>26,897,009</u>	<u>(1,090,594)</u>	<u>(4.1)</u>
<b>Total</b>	<u>\$ 25,806,415</u>	<u>\$ 25,998,175</u>	<u>\$ (191,760)</u>	<u>(0.7)</u>	<u>\$ 26,897,009</u>	<u>\$ (1,090,594)</u>	<u>(4.1)</u>

**St. Louis Downtown Airport**  
**Quarterly Statement of Net Position**  
**March 31, 2015**  
(unaudited)

	<u>Current Period</u>	<u>Prior Period</u>	<u>Dollar Change</u>	<u>Percent Change</u>	<u>Prior Year</u>	<u>Dollar Change</u>	<u>Percent Change</u>
<b>Liabilities</b>							
Current liabilities							
Accounts payable	\$ 76,114	\$ 65,067	\$ 11,047	17.0	\$ 30,361	\$ 45,753	150.7
Accrued expenses	60,675	60,675	-	-	66,585	(5,910)	(8.9)
Other current liabilities	3,684	4,464	(780)	(17.5)	8,960	(5,276)	(58.9)
Total current liabilities	<u>140,473</u>	<u>130,206</u>	<u>10,267</u>	7.9	<u>105,906</u>	<u>34,567</u>	32.6
Total current liabilities	<u>140,473</u>	<u>130,206</u>	<u>10,267</u>	7.9	<u>105,906</u>	<u>34,567</u>	32.6
Non-current liabilities							
Other post-employment benefits	353,249	342,684	10,565	3.1	316,579	36,670	11.6
Long-term self-insurance	28,991	28,991	-	-	34,988	(5,997)	(17.1)
Total non-current liabilities	<u>382,240</u>	<u>371,675</u>	<u>10,565</u>	2.8	<u>351,567</u>	<u>30,673</u>	8.7
Total liabilities	<u>522,713</u>	<u>501,881</u>	<u>20,832</u>	4.2	<u>457,473</u>	<u>65,240</u>	14.3
<b>Net Position</b>							
Net position - capital investments	32,880,637	32,669,069	211,568	0.6	32,465,026	415,611	1.3
Net position - unrestricted	(6,443,577)	(6,443,577)	-	-	(5,058,426)	(1,385,151)	(27.4)
Net income (loss)	(1,153,358)	(729,198)	(424,160)	(58.2)	(967,064)	(186,294)	(19.3)
Total net position	<u>25,283,702</u>	<u>25,496,294</u>	<u>(212,592)</u>	(0.8)	<u>26,439,536</u>	<u>(1,155,834)</u>	(4.4)
<b>Total</b>	<u>\$ 25,806,415</u>	<u>\$ 25,998,175</u>	<u>\$ (191,760)</u>	(0.7)	<u>\$ 26,897,009</u>	<u>\$ (1,090,594)</u>	(4.1)

**St. Louis Downtown Airport**  
**Schedule of Revenues, Expenses and Net Income (Loss)**  
**For the Quarter Ended March 31, 2015**  
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year Month To Date	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year Year To Date
<b>Operating revenues</b>										
Airport parking	\$ 35,713	\$ 33,304	\$ 2,409	7.2	\$ 35,208	\$ 106,366	\$ 99,911	\$ 6,455	6.5	\$ 105,873
Leased acreage	92,646	108,822	(16,176)	(14.9)	109,043	291,540	326,465	(34,925)	(10.7)	326,775
Hangar rental	159,008	205,089	(46,081)	(22.5)	204,117	410,774	615,266	(204,492)	(33.2)	612,626
Aviation sales flowage	39,256	36,893	2,363	6.4	36,659	124,953	128,643	(3,690)	(2.9)	127,569
Concessions	6,359	32,394	(26,035)	(80.4)	12,724	86,528	96,335	(9,807)	(10.2)	107,926
Service fee revenue	75	50	25	50.0	-	675	150	525	350.0	-
Other operating revenue	33,295	22,522	10,773	47.8	29,177	80,757	67,565	13,192	19.5	74,085
<b>Total operating revenues</b>	<u>366,352</u>	<u>439,074</u>	<u>(72,722)</u>	<u>(16.6)</u>	<u>426,928</u>	<u>1,101,593</u>	<u>1,334,335</u>	<u>(232,742)</u>	<u>(17.4)</u>	<u>1,354,854</u>
<b>Operating expenses</b>										
Wages and benefits	222,780	232,609	9,829	4.2	245,967	640,025	702,386	62,361	8.9	703,219
Services	12,955	18,812	5,857	31.1	9,813	54,374	56,437	2,063	3.7	31,001
Fuel and lube consumed	4,068	5,325	1,257	23.6	6,569	13,806	18,785	4,979	26.5	20,675
Materials and supplies	26,062	22,317	(3,745)	(16.8)	29,693	95,409	65,608	(29,801)	(45.4)	75,778
Utilities	57,998	49,322	(8,676)	(17.6)	47,370	150,971	130,246	(20,725)	(15.9)	120,114
Casualty and liability costs	16,072	16,255	183	1.1	13,769	41,150	48,761	7,611	15.6	41,346
Other expenses	35,619	28,898	(6,721)	(23.3)	43,116	86,052	87,357	1,305	1.5	107,659
<b>Total operating expenses</b>	<u>375,554</u>	<u>373,538</u>	<u>2,016</u>	<u>0.5</u>	<u>396,297</u>	<u>1,081,787</u>	<u>1,109,580</u>	<u>(27,793)</u>	<u>(2.5)</u>	<u>1,099,792</u>
<b>Operating income (loss)</b>	<u>(9,202)</u>	<u>65,536</u>	<u>(74,738)</u>	<u>(114.0)</u>	<u>30,631</u>	<u>19,806</u>	<u>224,755</u>	<u>(204,949)</u>	<u>(91.2)</u>	<u>255,062</u>
<b>Non-operating revenue (expense)</b>										
Grants and assistance *	-	-	-	-	-	-	-	-	-	1,000
Interest income	42	84	(42)	(50.0)	47	122	251	(129)	(51.4)	151
Other non-operating revenue (expense)	-	-	-	-	-	-	-	-	-	40
<b>Total non-operating revenues (expenses)</b>	<u>42</u>	<u>84</u>	<u>(42)</u>	<u>(50.0)</u>	<u>47</u>	<u>122</u>	<u>251</u>	<u>(129)</u>	<u>(51.4)</u>	<u>1,191</u>
<b>Income (loss) before depreciation</b> ➡	<u>(9,160)</u>	<u>65,620</u>	<u>(74,780)</u>	<u>(114.0)</u>	<u>30,678</u>	<u>19,928</u>	<u>225,006</u>	<u>(205,078)</u>	<u>(91.1)</u>	<u>256,253</u>
Depreciation and amortization	415,000	407,412	(7,588)	(1.9)	402,535	1,173,286	1,193,303	20,017	1.7	1,223,317
<b>Net income (loss)</b>	<u>\$ (424,160)</u>	<u>\$ (341,792)</u>	<u>\$ (82,368)</u>	<u>(24.1)</u>	<u>\$ (371,857)</u>	<u>\$ (1,153,358)</u>	<u>\$ (968,297)</u>	<u>\$ (185,061)</u>	<u>(19.1)</u>	<u>\$ (967,064)</u>



**St. Louis Downtown Airport**  
**Detailed Schedule of Grants and Assistance**  
**For the Quarter Ended March 31, 2015**  
**(Unaudited)**

**Grants and assistance**

Illinois assistance									
State of Illinois	-	-	-	-	-	-	-	-	1,000
Total Illinois assistance	-	-	-	-	-	-	-	-	1,000
Total local and state assistance	-	-	-	-	-	-	-	-	1,000
<b>Total grants and assistance</b>	<b>\$ -</b>	<b>\$ -</b>	<b>-</b>	<b>-</b>	<b>\$ -</b>	<b>\$ -</b>	<b>-</b>	<b>-</b>	<b>\$ 1,000</b>

**St. Louis Downtown Airport**  
**Cash Receipts and Disbursements Schedule**  
**For the Quarter Ended March 31, 2015**  
(unaudited)

	<u>Total</u>	<u>Revenue Fund</u>	<u>Investments Operating Fund</u>	<u>Other Restricted Funds</u>
<b>Balance at January 1, 2015</b>				
<b>Cash &amp; Investments</b>	\$ 839,970	\$ 182,120	\$ 315,166	\$ 342,684
<b>Add:</b>				
Customer payments	372,578	372,578	-	-
Interest received	<u>44</u>	<u>22</u>	<u>22</u>	<u>-</u>
<b>Total cash receipts</b>	372,622	372,600	22	-
Interfund transfers	-	(420,000)	409,435	10,565
<b>Less:</b>				
Cash disbursements	<u>(438,691)</u>	<u>(691)</u>	<u>(438,000)</u>	<u>-</u>
<b>Balance at March 31, 2015</b>				
<b>Cash &amp; Investments</b>	<u>\$ 773,901</u>	<u>\$ 134,029</u>	<u>\$ 286,623</u>	<u>\$ 353,249</u>

**St. Louis Downtown Airport**  
**Statement of Cash Flows**  
**For the Nine Months Ended March 31, 2015**  
(unaudited)

**Cash flows from operating activities**

Receipts from customers	\$ 1,098,711
Payments to employees	(605,296)
Payments to vendors	(385,422)
Payments for self-insurance	(47,150)
Receipts (payments) from inter-fund activity	<u>29,785</u>

**Net cash provided by (used in)  
operating activities**

90,628

**Cash flows from noncapital financing activities**

None noted

**Cash flows from capital and related financing activities**

Acquisitions of capital assets	(493,133)
Contributed capital	<u>415,612</u>

**Net cash provided by (used in)  
capital and related financing activities**

(77,521)

**Cash flows from investing activities**

Interest received	<u>120</u>
-------------------	------------

**Net cash provided by (used in)  
investing activities**

120

**Net increase (decrease) in cash  
and cash equivalents**

13,227

**Cash and cash equivalents, beginning of year**

760,674

**Cash and cash equivalents, year to date**

\$ 773,901

**Reconciliation of operating income to  
net cash used for operating activities**

Operating income (loss)	<u>\$ 19,806</u>
-------------------------	------------------

**Adjustments to reconcile operating  
income (loss) to net cash provided  
by (used for) operating activities**

Change in assets and liabilities	
Accounts and notes receivables	(2,882)
Interfund accounts receivable	34,907
Materials and supplies	(246)
Prepaid expenses, deferred charges and other current assets	(4,396)
Accounts payable	(41,644)
Other current liabilities	894
Interfund accounts payable	55,459
Accrued expenses	583
Other post employment benefits liability	34,147
Self-insurance liability	<u>(6,000)</u>

Total adjustments	<u>70,822</u>
-------------------	---------------

**Net cash provided by (used for)  
operating activities**

\$ 90,628

**Supplemental disclosure of cash flow information**

No disclosures.

**St. Louis Downtown Airport**  
**Capital Expenditures for Active Projects**  
**For the Quarter Ended March 31, 2015**  
**(unaudited)**

<b>Description</b>		<b>Budget</b>	<b>Current</b>	<b>Year-To-Date</b>	<b>Life-To-Date</b>	<b>Balance</b>
Reconstruct Taxiway B, Phase 1		\$ 3,750,000	\$ -	\$ -	\$ -	\$ 3,750,000
Land acquisition for future airport expansion		3,590,000	-	-	-	3,590,000
Improve 4-way intersection - turn lanes and traffic lights		900,000	-	-	-	900,000
Rapid Intervention Vehicle		500,000	-	-	-	500,000
Rehab parking lot by Hangar 1 and 2.		312,000	-	-	-	312,000
Terminal Roof Replacement		144,700	-	-	-	144,700
Taxiway B Northside Environmental Assessment		125,000	-	-	-	125,000
Wildlife Hazard Assessment		50,000	-	-	-	50,000
Pick-Up Truck with Snow Blade		40,000	-	-	-	40,000
Bush Hog Mower		25,000	-	-	-	25,000
Copier Machine		5,000	-	-	-	5,000
Earthwork - Grade Ditch Parallel to Main Runway	x	698,000	67,876	199,786	648,738	49,262
Taxiway - Reconstruct Taxilane in NW Quadrant	x	644,000	322	273,060	616,545	27,455
Construct Perimeter Fence	x	458,600	-	-	406,576	52,024
Airport Master Plan, Phase II	x	360,000	-	-	-	360,000
Airport Master Plan, Phase I	x	140,000	-	-	126,000	14,000
Airport SUV and Equipment	x	45,097	-	3,927	40,047	5,050
Airport Heavy Duty Truck		40,000	31,834	37,431	37,431	2,569
<b>Total St. Louis Downtown Airport</b>		<b>\$ 11,827,397</b>	<b>\$ 100,032</b>	<b>\$ 514,204</b>	<b>\$ 1,875,336</b>	<b>\$ 9,952,061</b>

x Projects are carryover from prior year.

# Manpower Staffing



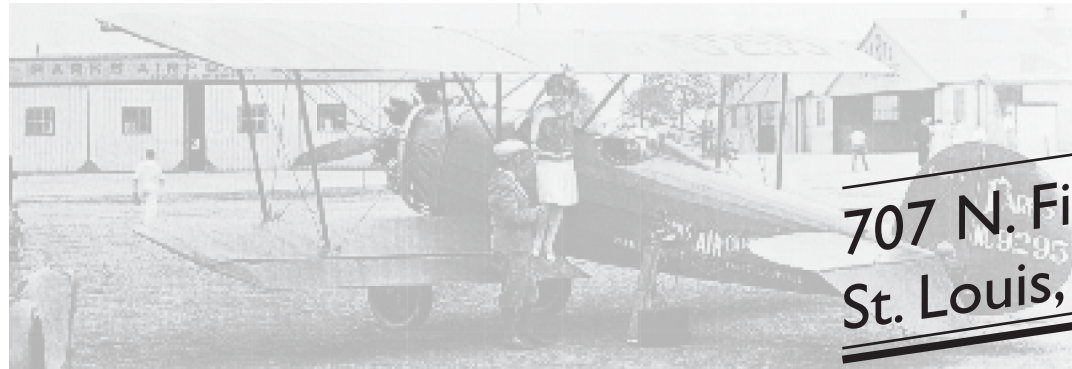
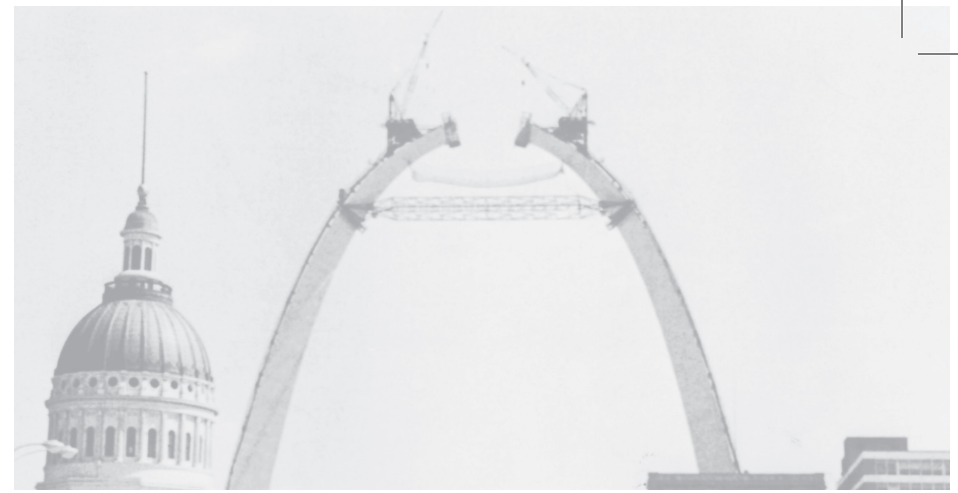
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METRO  
STAFFING LEVEL REPORT  
March 2015

	EMPLOYEES AT END OF MONTH				BUDGETED POSITIONS	VARIANCE	PERCENT VARIANCE
	PRIOR MONTH	ADDED	DELETED	CURRENT MONTH			
MULTI MODAL TRANSIT SYSTEM							
A.T.U. Maintenance & Operations:							
Light Rail Vehicle Operators	99	0	0	99	102	(3)	-2.9%
PT Bus Operators	77	18	(1)	94	86	8	9.3%
Bus Operators	813	4	(10)	807	790	17	2.2%
Van Operators	211	1	(3)	209	200	9	4.5%
Vehicle Maintenance	270	0	(4)	266	286	(20)	-7.0%
MetroBus Support Services and Facility Maintenance	20	0	0	20	24	(4)	-16.7%
Maintenance of Way	52	1	0	53	53	0	0.0%
Revenue	13	0	(1)	12	13	(1)	-7.7%
Materials Management	23	1	(1)	23	24	(1)	-4.2%
SUBTOTAL Maintenance & Operations	1,578	25	(20)	1,583	1,578	5	0.3%
Other:							
A.T.U. Clerical Unit	54	0	0	54	52	2	3.8%
I.B.E.W.	63	0	0	63	66	(3)	-4.5%
Salaried	438	5	(2)	441	494	(53)	-10.7%
SUBTOTAL Other	555	5	(2)	558	612	(54)	-8.8%
TOTAL MULTI MODAL TRANSIT SYSTEM	2,133	30	(22)	2,141	2,190	(49)	-2.2%
PARKING GARAGE							
Salaried:	0	0	0	0	5	(5)	-100.0%
Hourly:	0	0	0	0	8	(8)	-100.0%
TOTAL PARKING GARAGE	0	0	0	0	13	(13)	-100.0%
ARCH							
Salaried:	11	0	0	11	12	(1)	-8.3%
Hourly:	87	1	(5)	83	137	(54)	-39.4%
TOTAL ARCH	98	1	(5)	94	149	(55)	-36.9%
AIRPORT	11	0	0	11	11	0	0.0%
RIVERBOAT CRUISES							
Salaried:	11	0	0	11	12	(1)	-8.3%
Hourly:	47	1	(1)	47	64	(17)	-26.6%
TOTAL RIVERBOAT CRUISES	58	1	(1)	58	76	(18)	-23.7%
EXECUTIVE OFFICE	21	0	0	21	21	0	0.0%
TOTAL AGENCY	2,321	32	(28)	2,325	2,460	(135)	-5.5%

Does not include Security Officers, Interns or Temporary Employees  
4/13/2015





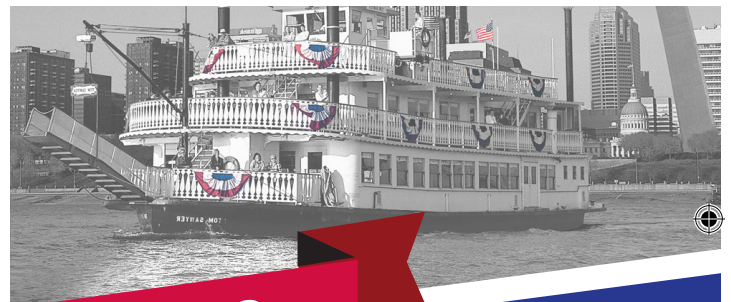
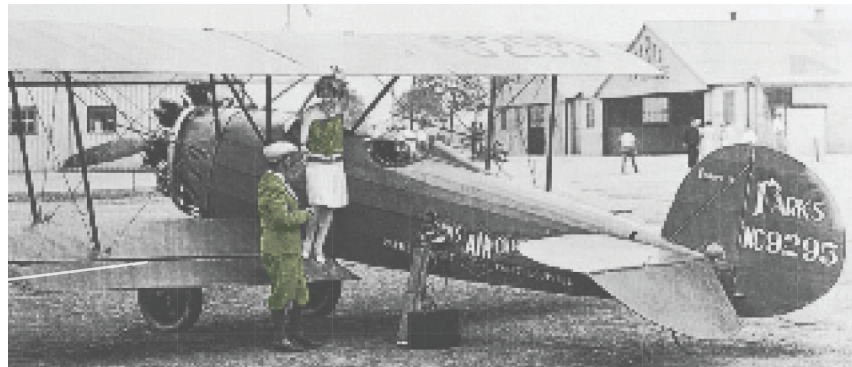
707 N. First Street  
St. Louis, MO 63102



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## PERFORMANCE INDICATORS

**FISCAL YEAR 2015**  
Third Quarter • Ending March 31, 2015



Bi-State  
Development

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## EXECUTIVE SUMMARY

### METRO TRANSIT SYSTEM

#### **SERVICE CHANGES AND FARE INCREASES**

There have been no major service changes in FY 2015. Metro continues to modify bus routes on a quarterly basis to improve efficiencies in scheduling and to match customer needs. System revenue miles decreased by 0.2%, while the revenue hours dropped 0.5%. On July 1, 2014 Metro increased fares affecting the price of MetroLink base and reduced fares and weekly, monthly and university semester passes. The cost of the MetroLink base fare increased 25¢ to \$2.50; weekly passes increased \$1 to \$27; monthly passes increased from \$72 to \$78 and the university semester pass increased from \$150 to \$175. July 1, 2012 fare increases affected the prices of 2-hour, weekly, monthly, and semester passes.

#### **REVENUES AND EXPENSES**

Passenger revenue of \$40.0 million is 1.5% favorable to prior year as a result of a fare increase. Operating expenses are 2.3% greater than prior year and 5.5% favorable to budget. Expenses are greater than prior year due to higher wage and benefit costs and parts expense. The favorable variance to budget is related to wages and benefits, maintenance services, fuel and utilities.

#### **RIDERSHIP AND OTHER CUSTOMER MEASURES**

Passenger boardings for the first nine months of FY 2015 decreased 1.7% when compared to the prior year. By mode, the decrease was MetroBus 0.7%, MetroLink 3.3% and Call-A-Ride 0.8%. MetroBus ridership was negatively affected by weather, protest activity in North County and fuel prices. The decrease in MetroLink ridership is attributed to the lower fuel prices and fewer events being held in St. Louis. System passenger injuries per 100,000 boardings is 1.4 compared to 1.3 last year and customer complaints per 100,000 boardings increased 9.9%, when compared to the prior year.

#### **BUSINESS MEASURES**

Average fare for the first nine months of FY 2015 is \$1.09, compared to \$1.07 for the prior year. This increase is the result of a fare increase. Farebox recovery is slightly lower than the prior year primarily due to operating expenses increasing at a greater rate than passenger revenue; however, farebox recovery is better than budget due to lower than anticipated operating expenses. Operating expense per revenue hour increased 2.8% compared to the prior year, while remaining below budget. Operating expense per passenger boarding increased 4.2% compared to the prior year, but remains 2.8% under budget.

#### **OPERATING MEASURES**

For the first nine months of FY 2015, vehicle accidents per 100,000 vehicle miles increased 0.2 to 1.7 when compared to the prior year; but remains under budget by 0.3. Unscheduled absenteeism of 3.1% is just below prior year and just above budget. Passenger boardings per revenue mile and revenue hour are slightly below prior year levels, but better than budget.



## EXECUTIVE SUMMARY (Cont.)

### **BUSINESS ENTERPRISES**

#### **GATEWAY ARCH**

Arch tram ridership for the nine months ended March 31, 2015 was 5.4% unfavorable to budget and 6.5% unfavorable to prior year actual. Ticket sales are down compared to prior year due to the on-going City/Arch/River construction project. Operating income was 25.7% unfavorable to budget. Wages and benefits were favorable to budget, however Other expenses were unfavorable due to the purchase of way-finding billboards related to the park grounds and highway construction and detours. Materials and supplies were unfavorable as a result of the replacement of cables for the north and south trams. In December 2014, Bi-State Development Agency closed on the Series 2014 Taxable Arch Revenue bonds. These bonds have a par value of \$7,656,000 and a thirty-year term and the bond proceeds are to be used for replacing the Arch visitor's center interior roof and the replacement of the Arch motor generator sets.

#### **GATEWAY ARCH PARKING**

The Arch Parking Facility was closed permanently on December 2, 2014. For the nine months ended March 31, 2015, operating loss was \$127,583 unfavorable to budget and \$110,940 less than prior year actual.

#### **RIVERFRONT ATTRACTIONS**

Riverboat passengers for the nine months ended March 31, 2015 were 11.1% lower than budget and 47.5% less than FY 2014. Operating revenue for all Riverfront Attractions was 17.1% unfavorable to budget. Operating expenses were 15.8% under budget as a result of less than anticipated wages and benefits, utilities, insurance and materials and supplies expense. The operating loss was \$53,581 less than budget.

#### **ST. LOUIS DOWNTOWN AIRPORT**

Operating income for the airport was \$204,949 below budget goals primarily as a result of decreased operating revenue. Operating revenue was unfavorable to budget by 17.4% or \$232,742 primarily due to lower hangar rental revenue. Jet Aviation, Inc has a new lease with lower rent and also vacated a hangar. Leased acreage revenue is also below budget by 10.7%. Operating expense was favorable to budget by 2.5% due to lower wages and benefits and fewer part-time hours and lower pension and other benefit costs. Utilities expense is unfavorable because of Water and sewer expense caused by an ongoing water leak dispute with the local municipality. Airport activity varies because of the economy, special events and weather conditions. Aircraft movements decreased 16.2% from last year due to a sluggish economy. Gallon fuel fees decreased 0.7% and the average number of aircraft based at the airport decreased 1.7% compared to last year.

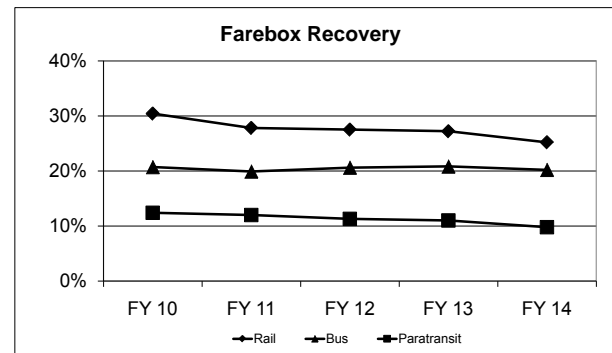
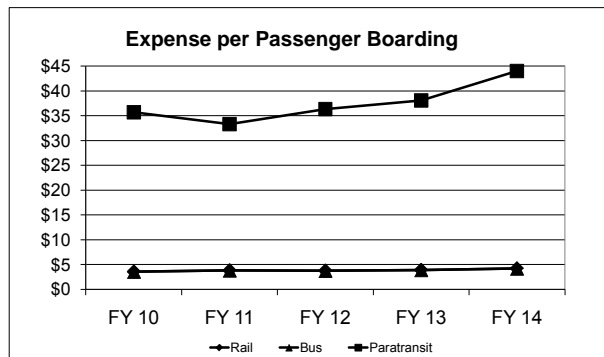
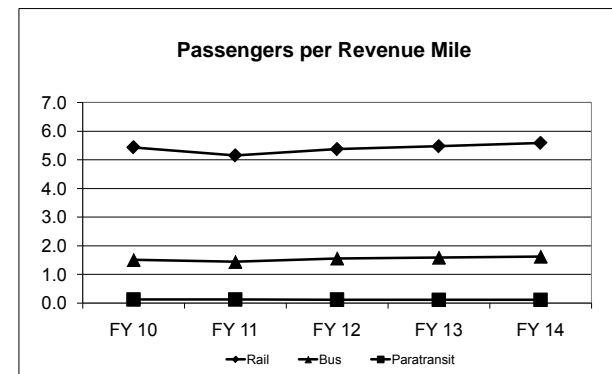
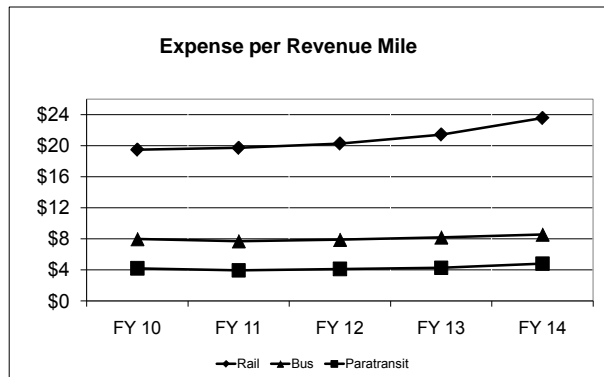
#### **EXECUTIVE SERVICES**

Operating income for Executive Services exceeded the budget by \$807,476 as a result of expenses being lower than budget. The lower than budgeted expenses are due to unfilled positions and the timing of legal fees and consulting fees. Other expenses, which includes dues and subscriptions, travel, staff training and other general expenses is also favorable.



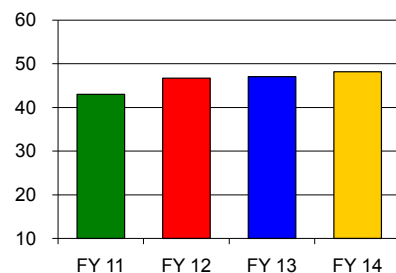


## ANNUAL TRANSIT PERFORMANCE

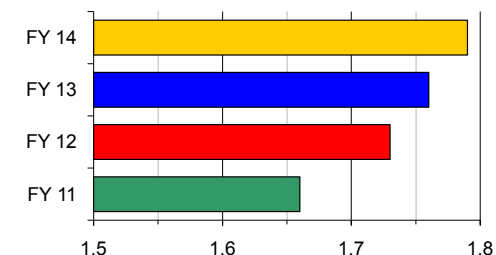


## System Profile

Annual Ridership (in millions)



Annual Passengers per Revenue Mile

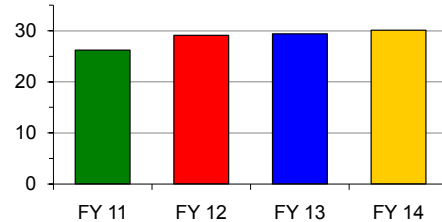


### Nine Months Ended March 31, 2015

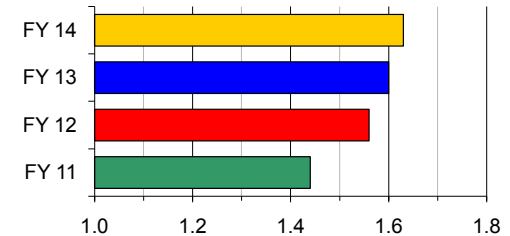
Goal	FY 2015	FY 2014	Change		FY 2013	FY 2012	FY 2011
<b><u>Customer Measures</u></b>							
151,405	147,689	150,697	-2.0%	Average Weekday Ridership	146,719	147,016	134,988
35,992,389	35,174,743	35,769,460	-1.7%	Passenger Boardings	35,183,594	34,737,040	31,714,996
1.1	1.4	1.3	9.4%	Passenger Injuries per 100,000 Boardings	1.5	1.2	1.4
10.0	11.9	10.9	9.9%	Customer Complaints per 100,000 Boardings	14.8	13.7	11.6
<b><u>Business Measures</u></b>							
\$1.10	\$1.09	\$1.07	1.6%	Average Fare (Includes Fixed & Special)	\$1.08	\$1.06	\$1.10
19.5%	20.3%	20.6%	-1.4%	Farebox Recovery	21.2%	21.1%	21.3%
\$147.75	\$144.12	\$140.14	2.8%	Operating Expense per Revenue Hour	\$132.27	\$126.04	\$124.55
\$5.68	\$5.52	\$5.30	4.2%	Operating Expense per Passenger Boarding	\$5.06	\$4.90	\$5.13
\$4.35	\$4.23	\$4.03	5.0%	Subsidy per Passenger Boarding	\$3.78	\$3.63	\$3.81
<b><u>Operating Measures</u></b>							
2.0	1.7	1.5	13.3%	Vehicle Accidents per 100,000 Vehicle Miles	1.6	1.5	1.7
3.0%	3.1%	3.2%	-3.1%	Unscheduled Absenteeism	3.1%	3.5%	3.5%
1.73	1.75	1.77	-1.5%	Passenger Boardings per Revenue Mile	1.75	1.72	1.63
25.90	26.10	26.40	-1.1%	Passenger Boardings per Revenue Hour	26.10	25.70	24.30

## MetroBus Profile

Annual Ridership (in millions)



Annual Passengers per Revenue Mile

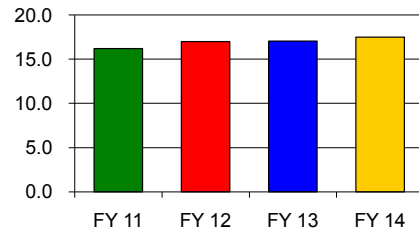


### Nine Months Ended March 31, 2015

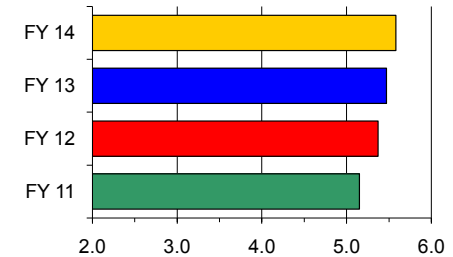
Goal	FY 2015	FY 2014	Change		FY 2013	FY 2012	FY 2011
<b>Customer Measures</b>							
94,918	94,431	95,702	-1.3%	Average Weekday Ridership	92,020	93,006	83,462
22,370,304	22,284,905	22,449,648	-0.7%	Passenger Boardings	22,131,694	21,698,603	19,293,423
1.2	1.8	1.6	12.5%	Passenger Injuries per 100,000 Boardings	1.9	1.5	1.7
15.0	13.3	11.1	19.0%	Customer Complaints per 100,000 Boardings	16.4	14.6	16.4
<b>Business Measures</b>							
\$1.10	\$1.08	\$1.06	1.4%	Average Fare (Fixed and Special)	\$1.07	\$1.05	\$1.09
19.3%	20.2%	20.4%	-1.0%	Farebox Recovery	21.0%	21.0%	20.4%
\$123.49	\$118.56	\$114.52	3.5%	Operating Expense per Revenue Hour	\$111.04	\$106.09	\$104.49
\$5.72	\$5.42	\$5.20	4.2%	Operating Expense per Passenger Boarding	\$5.09	\$4.99	\$5.34
<b>Operating Measures</b>							
2.3	2.3	2.2	4.5%	Vehicle Accidents per 100,000 Vehicle Miles	2.2	1.8	2.3
91.0%	92.1%	91.4%	0.8%	On-Time Performance	92.6%	91.2%	88.8%
1.56	1.62	1.62	-0.7%	Passenger Boardings per Revenue Mile	1.60	1.55	1.43
21.38	21.86	22.01	-0.7%	Passenger Boardings per Revenue Hour	21.82	21.27	19.55
99.9%	99.8%	99.8%	0.0%	Percent of Trips Completed	99.8%	99.9%	99.9%
22,000	18,124	20,902	-13.3%	Revenue Miles Between Roadcalls	22,481	20,470	17,544

## MetroLink Profile

Annual Ridership (in millions)



Annual Passengers per Revenue Mile

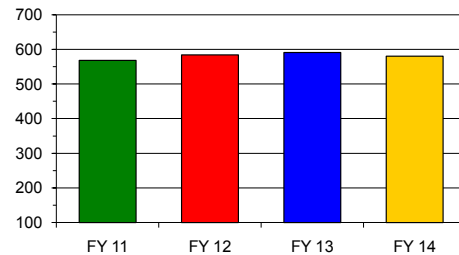


### Nine Months Ended March 31, 2015

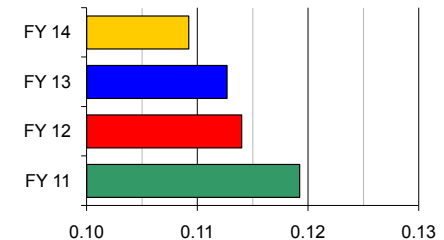
Goal	FY 2015	FY 2014	Change		FY 2013	FY 2012	FY 2011
<b>Customer Measures</b>							
54,482	51,308	53,022	-3.2%	Average Weekday Ridership	52,675	52,007	49,546
13,180,094	12,458,498	12,884,942	-3.3%	Passenger Boardings	12,609,351	12,602,637	11,999,366
0.7	0.6	0.5	20.0%	Passenger Injuries per 100,000 Boardings	0.5	0.3	0.7
1.8	1.4	1.5	-10.6%	Customer Complaints per 100,000 Boardings	1.5	1.0	0.8
<b>Business Measures</b>							
\$1.10	\$1.08	\$1.06	1.4%	Average Fare (Fixed and Special)	\$1.07	\$1.05	\$1.09
25.6%	25.1%	25.2%	-0.4%	Farebox Recovery	27.9%	28.6%	28.7%
\$558.30	\$546.31	\$543.64	0.5%	Operating Expense per Revenue Hour	\$488.51	\$463.40	\$464.64
\$4.30	\$4.36	\$4.22	3.3%	Operating Expense per Passenger Boarding	\$3.84	\$3.66	\$3.80
<b>Operating Measures</b>							
0.1	0.1	0.1	34.9%	Vehicle Accidents per 100,000 Vehicle Miles	0.0	0.0	0.1
98.0%	97.7%	96.6%	1.1%	On-Time Performance	97.7%	98.5%	98.6%
5.54	5.31	5.48	-3.1%	Passenger Boardings per Revenue Mile	5.38	5.30	5.10
130.70	125.29	128.97	-2.9%	Passenger Boardings per Revenue Hour	127.11	126.55	122.20
31,000	40,077	24,860	61.2%	Vehicle Miles between Failures	33,246	43,664	27,360

## Call-A-Ride Profile

Annual Ridership (in thousands)



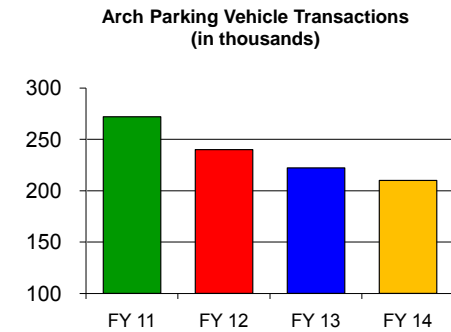
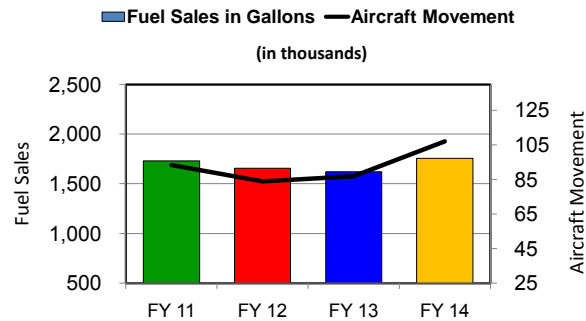
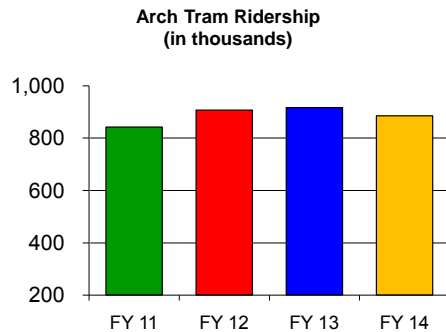
Annual Passengers per Revenue Mile



### Nine Months Ended March 31, 2015

Goal	FY 2015	FY 2014	Change		FY 2013	FY 2012	FY 2011
<b>Customer Measures</b>							
2,005	1,950	1,973	-1.2%	Average Weekday Ridership	2,023	2,003	1,980
441,991	431,340	434,870	-0.8%	Passenger Boardings	442,549	435,800	422,207
4.5	5.6	8.0	-30.0%	Passenger Injuries per 100,000 Boardings	6.8	6.4	8.3
20.0	24.8	18.9	31.6%	Customer Complaints per 100,000 Boardings	12.7	12.8	21.1
<b>Business Measures</b>							
\$1.68	\$2.09	\$1.92	8.7%	Average Fare	\$1.86	\$1.67	\$1.53
9.3%	10.4%	9.9%	5.1%	Farebox Recovery (excludes contractual)	10.9%	11.3%	12.0%
24.4%	22.0%	23.1%	-5.0%	Revenue Recovery (includes contractual)	26.5%	29.5%	32.1%
\$81.52	\$83.08	\$79.45	4.6%	Operating Expense per Revenue Hour	\$72.79	\$68.35	\$63.23
\$44.47	\$43.99	\$42.70	3.0%	Operating Expense per Passenger Boarding	\$38.16	\$35.99	\$33.21
<b>Operating Measures</b>							
1.8	1.2	0.7	71.4%	Vehicle Accidents per 100,000 Vehicle Miles	1.3	1.8	1.4
95.0%	94.5%	93.1%	1.5%	On-Time Performance	94.2%	95.3%	98.7%
0.11	0.11	0.11	0.0%	Passenger Boardings per Revenue Mile	0.11	0.11	0.12
1.82	1.89	1.86	1.6%	Passenger Boardings per Revenue Hour	1.91	1.90	1.90
50,000	33,501	50,103	-33.1%	Revenue Miles between Maintenance Failure	42,561	51,714	65,359

## Business Enterprises and Executive Services Profiles



### Nine Months Ended March 31, 2015

Goal	FY 2015	FY 2014	Change		FY 2013	FY 2012	FY 2011
<b><u>Gateway Arch</u></b>							
\$658,572	\$489,567	\$1,291,005	-62.1%	Operating Income	\$1,365,756	\$1,607,692	\$1,199,480
587,194	555,271	594,156	-6.5%	Tram Ridership	627,843	614,438	581,398
<b><u>Gateway Arch Parking</u></b>							
\$78,854	(\$48,727)	\$62,213	-178.3%	Operating Income (Loss)	\$229,391	\$396,491	\$475,373
115,345	79,513	158,870	-50.0%	Vehicle Transactions *	147,706	174,328	194,330
<b><u>Riverfront Attractions</u></b>							
(\$435,847)	(\$382,266)	\$37,085	-1130.8%	Operating Income (Loss)	(\$21,508)	(\$78,528)	(\$190,820)
49,985	44,441	84,611	-47.5%	Passengers	74,436	64,318	55,609
512	380	631	-39.8%	Cruises	723	663	554
154	130	175	-25.7%	Days of Operation	187	172	164
<b><u>St. Louis Downtown Airport</u></b>							
\$224,756	\$19,806	\$255,062	-92.2%	Operating Income (Loss)	\$430,527	\$188,352	\$105,895
1,294,465	1,285,097	1,293,914	-0.7%	Fuel Sales (gallons)	1,184,442	1,216,050	1,350,651
63,055	64,523	77,003	-16.2%	Aircraft Movements	61,017	62,181	70,097
320	318	323	-1.7%	Average Based Aircraft	319	328	294
<b><u>Executive Services</u></b>							
(\$66,865)	\$740,611	\$436,012	69.9%	Operating Income (Loss)	\$945,638	\$148,682	\$227,670

\* Vehicle transactions beginning in FY 2014 include Pay Machine Exit and Pay at the Entrance transactions. Prior Years Actual have not been restated.



## Average Weekday Ridership

Period	MetroBus			MetroLink			Call-A-Ride			System		
	FY 2015	FY 2014	Change	FY 2015	FY 2014	Change	FY 2015	FY 2014	Change	FY 2015	FY 2014	Change
1st Qtr YTD	100,622	98,878	1.8%	56,867	56,762	0.2%	1,948	1,984	-1.8%	159,437	157,623	1.2%
2nd Qtr YTD	97,949	97,441	0.5%	53,464	55,027	-2.8%	1,928	1,964	-1.8%	153,341	154,432	-0.7%
3rd Qtr YTD	94,431	95,702	-1.3%	51,308	53,022	-3.2%	1,950	1,973	-1.2%	147,689	150,697	-2.0%
Full year	-	95,911		-	53,900		-	1,976		-	151,787	

July	96,481	90,627	6.5%	56,267	53,801	4.6%	1,903	1,953	-2.6%	154,651	146,381	5.6%
August	99,160	99,747	-0.6%	55,674	58,215	-4.4%	1,988	1,998	-0.5%	156,822	159,960	-2.0%
September	106,420	106,999	-0.5%	58,690	61,258	-4.2%	1,952	2,000	-2.4%	167,062	170,257	-1.9%
October	103,809	100,032	3.8%	55,874	59,348	-5.9%	2,026	2,041	-0.7%	161,709	161,421	0.2%
November	93,086	97,811	-4.8%	47,498	52,428	-9.4%	1,878	1,950	-3.7%	142,462	152,189	-6.4%
December	88,254	89,872	-1.8%	46,200	47,402	-2.5%	1,822	1,840	-1.0%	136,276	139,114	-2.0%
January	87,201	83,911	3.9%	46,033	45,920	0.2%	1,921	1,799	6.8%	135,155	131,630	2.7%
February	85,957	93,506	-8.1%	46,658	49,184	-5.1%	2,023	2,059	-1.7%	134,638	144,749	-7.0%
March	88,566	94,789	-6.6%	48,030	51,800	-7.3%	2,039	2,115	-3.6%	138,635	148,704	-6.8%
April	-	96,049		-	57,185		-	2,036		-	155,270	
May	-	97,879		-	56,374		-	1,955		-	156,208	
June	-	95,698		-	56,010		-	1,963		-	153,671	

# Passenger Boardings

Period	MetroBus			MetroLink			Call-A-Ride			System		
	FY 2015	FY 2014	Change	FY 2015	FY 2014	Change	FY 2015	FY 2014	Change	FY 2015	FY 2014	Change
1st Qtr YTD	8,039,048	7,863,294	2.2%	4,730,660	4,759,015	-0.6%	144,792	147,262	-1.7%	12,914,500	12,769,571	1.1%
2nd Qtr YTD	15,523,874	15,464,723	0.4%	8,739,359	9,023,696	-3.2%	288,060	292,447	-1.5%	24,551,293	24,780,866	-0.9%
3rd Qtr YTD	22,284,905	22,449,648	-0.7%	12,458,498	12,884,942	-3.3%	431,340	434,870	-0.8%	35,174,743	35,769,460	-1.7%
Full year	-	30,123,181	-	-	17,466,322	-	-	580,562	-	-	48,170,065	-

July	2,614,885	2,456,715	6.4%	1,618,750	1,548,189	4.6%	48,491	49,838	-2.7%	4,282,126	4,054,742	5.6%
August	2,659,210	2,721,485	-2.3%	1,528,210	1,600,732	-4.5%	48,349	49,901	-3.1%	4,235,769	4,372,118	-3.1%
September	2,764,953	2,685,094	3.0%	1,583,700	1,610,094	-1.6%	47,952	47,523	0.9%	4,396,605	4,342,711	1.2%
October	2,837,701	2,842,083	-0.2%	1,562,305	1,664,818	-6.2%	51,699	51,894	-0.4%	4,451,705	4,558,795	-2.3%
November	2,289,928	2,456,784	-6.8%	1,201,463	1,349,380	-11.0%	44,002	47,180	-6.7%	3,535,393	3,853,344	-8.3%
December	2,357,197	2,302,562	2.4%	1,244,931	1,250,483	-0.4%	47,567	46,111	3.2%	3,649,695	3,599,156	1.4%
January	2,286,288	2,243,038	1.9%	1,226,807	1,234,908	-0.7%	47,540	45,893	3.6%	3,560,635	3,523,839	1.0%
February	2,095,365	2,255,170	-7.1%	1,159,299	1,201,360	-3.5%	45,434	46,113	-1.5%	3,300,098	3,502,643	-5.8%
March	2,379,378	2,486,717	-4.3%	1,333,033	1,424,978	-6.5%	50,306	50,417	-0.2%	3,762,717	3,962,112	-5.0%
April	-	2,540,100		-	1,567,406		-	49,947		-	4,157,453	
May	-	2,642,618		-	1,522,250		-	48,920		-	4,213,788	
June	-	2,490,815		-	1,491,724		-	46,825		-	4,029,364	

## Passengers by Jurisdiction

Period	MetroBus						MetroLink					
	Missouri			St. Clair			Missouri			St. Clair		
	FY 2015	FY 2014	Change	FY 2015	FY 2014	Change	FY 2015	FY 2014	Change	FY 2015	FY 2014	Change
1st Qtr YTD	7,152,041	7,014,205	2.0%	887,007	849,089	4.5%	3,841,877	3,832,944	0.2%	888,783	926,071	-4.0%
2nd Qtr YTD	13,862,702	13,827,112	0.3%	1,661,172	1,637,611	1.4%	7,103,544	7,294,053	-2.6%	1,635,815	1,729,643	-5.4%
3rd Qtr YTD	19,955,638	20,099,223	-0.7%	2,329,267	2,350,425	-0.9%	10,136,357	10,414,449	-2.7%	2,322,141	2,470,493	-6.0%
Full year	-	26,951,227	-	-	3,171,954	-	-	14,131,372	-	-	3,334,950	-

July	2,330,567	2,197,028	6.1%	284,318	259,687	9.5%	1,319,626	1,248,438	5.7%	299,124	299,751	-0.2%
August	2,354,244	2,421,325	-2.8%	304,966	300,160	1.6%	1,236,244	1,290,183	-4.2%	291,966	310,549	-6.0%
September	2,467,230	2,395,852	3.0%	297,723	289,242	2.9%	1,286,007	1,294,323	-0.6%	297,693	315,771	-5.7%
October	2,543,215	2,548,064	-0.2%	294,486	294,019	0.2%	1,273,341	1,347,733	-5.5%	288,964	317,085	-8.9%
November	2,054,174	2,200,452	-6.6%	235,754	256,332	-8.0%	977,035	1,096,988	-10.9%	224,428	252,392	-11.1%
December	2,113,272	2,064,391	2.4%	243,925	238,171	2.4%	1,011,291	1,016,388	-0.5%	233,640	234,095	-0.2%
January	2,055,213	2,010,121	2.2%	231,075	232,917	-0.8%	996,050	994,117	0.2%	230,757	240,791	-4.2%
February	1,892,071	2,024,682	-6.5%	203,294	230,488	-11.8%	944,413	968,113	-2.4%	214,886	233,247	-7.9%
March	2,145,652	2,237,308	-4.1%	233,726	249,409	-6.3%	1,092,350	1,158,166	-5.7%	240,683	266,812	-9.8%
April	-	2,271,624		-	268,476		-	1,273,923		-	293,483	
May	-	2,357,508		-	285,110		-	1,231,161		-	291,089	
June	-	2,222,872		-	267,943		-	1,211,839		-	279,885	

# Passenger Revenue

Period	MetroBus			MetroLink			Call-A-Ride *			System		
	FY 2015	FY 2014	Change	FY 2015	FY 2014	Change	FY 2015	FY 2014	Change	FY 2015	FY 2014	Change
1st Qtr YTD	\$8,844,893	\$8,542,264	3.5%	\$5,153,495	\$5,125,326	0.5%	\$643,724	\$616,407	4.4%	\$14,642,112	\$14,283,997	2.5%
2nd Qtr YTD	\$16,749,400	\$16,419,685	2.0%	\$9,385,899	\$9,584,376	-2.1%	\$1,293,472	\$1,273,996	1.5%	\$27,428,771	\$27,278,057	0.6%
3rd Qtr YTD	\$24,405,558	\$23,846,755	2.3%	\$13,607,822	\$13,708,228	-0.7%	\$1,977,736	\$1,845,088	7.2%	\$39,991,116	\$39,400,071	1.5%
Full year	\$32,056,359			\$18,478,294			\$2,500,983			\$53,035,636		

1st Qtr	\$8,844,893	\$8,542,264	3.5%	\$5,153,495	\$5,125,326	0.5%	\$643,724	\$616,407	4.4%	\$14,642,112	\$14,283,997	2.5%
2nd Qtr	\$7,904,507	\$7,877,421	0.3%	\$4,232,404	\$4,459,051	-5.1%	\$649,748	\$657,588	-1.2%	\$12,786,659	\$12,994,060	-1.6%
3rd Qtr	\$7,656,158	\$7,427,069	3.1%	\$4,221,923	\$4,123,852	2.4%	\$684,264	\$571,093	19.8%	\$12,562,345	\$12,122,014	3.6%
4th Qtr	\$8,209,605			\$4,770,066			\$655,895			\$13,635,565		

\* 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 2015	FY 2014	Change	FY 2015	FY 2014	Change	FY 2015	FY 2014	Change	FY 2015	FY 2014	Change
1st Qtr YTD	4,679,409	4,684,655	-0.1%	787,374	789,196	-0.2%	1,354,466	1,343,446	0.8%	6,821,249	6,817,297	0.1%
2nd Qtr YTD	9,301,110	9,328,683	-0.3%	1,573,591	1,578,540	-0.3%	2,676,164	2,672,854	0.1%	13,550,866	13,580,077	-0.2%
3rd Qtr YTD	13,792,361	13,857,952	-0.5%	2,344,534	2,349,260	-0.2%	3,986,657	3,958,113	0.7%	20,123,552	20,165,325	-0.2%
Full year	-	18,529,083		-	3,127,483		-	5,315,418		-	26,971,985	

July	1,583,027	1,582,930	0.0%	268,160	268,090	0.0%	452,806	451,464	0.3%	2,303,993	2,302,484	0.1%
August	1,573,079	1,600,952	-1.7%	263,356	265,318	-0.7%	449,359	455,824	-1.4%	2,285,794	2,322,094	-1.6%
September	1,523,304	1,500,773	1.5%	255,858	255,788	0.0%	452,301	436,158	3.7%	2,231,463	2,192,719	1.8%
October	1,599,734	1,605,583	-0.4%	266,487	272,128	-2.1%	476,950	475,892	0.2%	2,343,170	2,353,602	-0.4%
November	1,472,726	1,500,852	-1.9%	253,504	252,446	0.4%	405,168	427,766	-5.3%	2,131,398	2,181,064	-2.3%
December	1,549,241	1,537,593	0.8%	266,227	264,770	0.6%	439,580	425,750	3.2%	2,255,049	2,228,113	1.2%
January	1,534,238	1,563,415	-1.9%	264,499	265,712	-0.5%	439,592	419,500	4.8%	2,238,330	2,248,626	-0.5%
February	1,407,647	1,419,734	-0.9%	239,760	240,977	-0.5%	414,146	415,031	-0.2%	2,061,552	2,075,742	-0.7%
March	1,549,366	1,546,121	0.2%	266,683	264,030	1.0%	456,755	450,728	1.3%	2,272,804	2,260,879	0.5%
April	-	1,537,858		-	256,926		-	459,680		-	2,254,464	
May	-	1,557,455		-	264,515		-	455,281		-	2,277,252	
June	-	1,575,818		-	256,782		-	442,344		-	2,274,944	

\* Scheduled

# Total Miles

Period	MetroBus*			MetroLink*			Call-A-Ride			System		
	FY 2015	FY 2014	Change	FY 2015	FY 2014	Change	FY 2015	FY 2014	Change	FY 2015	FY 2014	Change
1st Qtr YTD	5,339,923	5,334,232	0.1%	795,036	796,151	-0.1%	1,439,391	1,427,967	0.8%	7,574,350	7,558,351	0.2%
2nd Qtr YTD	10,593,801	10,608,243	-0.1%	1,588,429	1,593,399	-0.3%	2,849,873	2,838,974	0.4%	15,032,103	15,040,616	-0.1%
3rd Qtr YTD	15,700,328	15,752,314	-0.3%	2,365,589	2,370,309	-0.2%	4,244,564	4,203,636	1.0%	22,310,481	22,326,259	-0.1%
Full year	-	21,026,546		-	3,155,350		-	5,643,112		-	29,825,007	

July	1,804,931	1,800,912	0.2%	271,057	270,548	0.2%	481,182	479,556	0.3%	2,557,170	2,551,015	0.2%
August	1,797,276	1,824,692	-1.5%	265,683	267,670	-0.7%	476,915	485,716	-1.8%	2,539,874	2,578,078	-1.5%
September	1,737,717	1,708,629	1.7%	258,295	257,934	0.1%	481,294	462,695	4.0%	2,477,306	2,429,258	2.0%
October	1,821,835	1,827,151	-0.3%	269,301	275,749	-2.3%	509,671	504,073	1.1%	2,600,807	2,606,973	-0.2%
November	1,670,199	1,700,318	-1.8%	255,632	254,640	0.4%	432,581	453,261	-4.6%	2,358,412	2,408,218	-2.1%
December	1,761,844	1,746,542	0.9%	268,461	266,859	0.6%	468,230	453,673	3.2%	2,498,535	2,467,074	1.3%
January	1,744,931	1,775,002	-1.7%	266,591	267,792	-0.4%	468,131	446,730	4.8%	2,479,653	2,489,524	-0.4%
February	1,600,196	1,613,191	-0.8%	241,727	242,824	-0.5%	440,516	440,987	-0.1%	2,282,439	2,297,002	-0.6%
March	1,761,400	1,755,879	0.3%	268,842	266,294	1.0%	486,044	476,945	1.9%	2,516,286	2,499,118	0.7%
April	-	1,755,032		-	259,485		-	487,026		-	2,501,543	
May	-	1,777,402		-	266,589		-	484,029		-	2,528,019	
June	-	1,741,798		-	258,967		-	468,421		-	2,469,186	

\* Scheduled



# Revenue Hours

Period	MetroBus*			MetroLink*			Call-A-Ride			System		
	FY 2015	FY 2014	Change	FY 2015	FY 2014	Change	FY 2015	FY 2014	Change	FY 2015	FY 2014	Change
1st Qtr YTD	348,069	347,991	0.0%	33,351	33,677	-1.0%	77,549	79,048	-1.9%	458,969	460,716	-0.4%
2nd Qtr YTD	688,337	688,947	-0.1%	66,658	67,200	-0.8%	153,674	157,886	-2.7%	908,669	914,033	-0.6%
3rd Qtr YTD	1,019,317	1,020,168	-0.1%	99,434	99,908	-0.5%	228,389	233,752	-2.3%	1,347,141	1,353,828	-0.5%
Full year	-	1,362,513		-	132,922		-	311,539		-	1,806,973	

July	117,420	116,968	0.4%	11,393	11,445	-0.5%	26,310	26,932	-2.3%	155,122	155,346	-0.1%
August	117,552	119,046	-1.3%	11,156	11,348	-1.7%	25,753	26,859	-4.1%	154,461	157,253	-1.8%
September	113,097	111,977	1.0%	10,803	10,883	-0.7%	25,486	25,257	0.9%	149,386	148,117	0.9%
October	117,968	118,510	-0.5%	11,225	11,550	-2.8%	26,910	27,794	-3.2%	156,103	157,854	-1.1%
November	108,155	110,029	-1.7%	10,789	10,718	0.7%	23,375	25,364	-7.8%	142,319	146,111	-2.6%
December	114,146	112,417	1.5%	11,293	11,254	0.3%	25,840	25,680	0.6%	151,279	149,351	1.3%
January	112,961	114,055	-1.0%	11,250	11,290	-0.4%	25,142	25,782	-2.5%	149,352	151,127	-1.2%
February	103,837	103,665	0.2%	10,194	10,238	-0.4%	23,526	24,155	-2.6%	137,557	138,058	-0.4%
March	114,183	113,500	0.6%	11,332	11,180	1.4%	26,047	25,929	0.5%	151,562	150,609	0.6%
April	-	113,762		-	10,888		-	26,493		-	151,143	
May	-	115,605		-	11,251		-	26,123		-	152,979	
June	-	112,978		-	10,875		-	25,171		-	149,024	

\* Scheduled

# Total Hours

Period	MetroBus*			MetroLink*			Call-A-Ride			System		
	FY 2015	FY 2014	Change	FY 2015	FY 2014	Change	FY 2015	FY 2014	Change	FY 2015	FY 2014	Change
1st Qtr YTD	373,451	372,912	0.1%	33,901	34,204	-0.9%	83,595	85,241	-1.9%	490,947	492,357	-0.3%
2nd Qtr YTD	739,004	738,747	0.0%	67,742	68,288	-0.8%	165,875	170,247	-2.6%	972,621	977,282	-0.5%
3rd Qtr YTD	1,094,911	1,094,630	0.0%	101,016	101,493	-0.5%	246,480	252,135	-2.2%	1,442,407	1,448,258	-0.4%
Full year	-	1,462,141		-	135,028		-	335,814		-	1,932,983	

July	126,018	125,407	0.5%	11,591	11,627	-0.3%	28,442	29,034	-2.0%	166,051	166,068	0.0%
August	126,057	127,552	-1.2%	11,331	11,527	-1.7%	27,666	29,036	-4.7%	165,054	168,115	-1.8%
September	121,376	119,953	1.2%	10,979	11,050	-0.6%	27,487	27,171	1.2%	159,842	158,174	1.1%
October	126,687	127,096	-0.3%	11,420	11,774	-3.0%	29,056	29,874	-2.7%	167,163	168,743	-0.9%
November	116,043	117,962	-1.6%	10,954	10,887	0.6%	25,277	27,305	-7.4%	152,274	156,153	-2.5%
December	122,823	120,778	1.7%	11,467	11,423	0.4%	27,947	27,827	0.4%	162,237	160,028	1.4%
January	121,490	122,577	-0.9%	11,418	11,460	-0.4%	27,179	27,964	-2.8%	160,087	162,001	-1.2%
February	111,710	111,399	0.3%	10,350	10,391	-0.4%	25,350	26,094	-2.9%	147,411	147,884	-0.3%
March	122,707	121,906	0.7%	11,505	11,354	1.3%	28,076	27,830	0.9%	162,288	161,091	0.7%
April	-	122,190		-	11,073		-	28,423		-	161,686	
May	-	124,075		-	11,419		-	28,201		-	163,695	
June	-	121,247		-	11,043		-	27,055		-	159,345	

\* Scheduled

## Operating Expense by Mode

Period	MetroBus			MetroLink			Call-A-Ride			System		
	FY 2015	FY 2014	Change	FY 2015	FY 2014	Change	FY 2015	FY 2014	Change	FY 2015	FY 2014	Change
1st Qtr YTD	\$40,333,500	\$38,259,110	5.4%	\$18,060,510	\$18,000,810	0.3%	\$6,440,719	\$6,112,953	5.4%	\$64,834,729	\$62,372,874	3.9%
2nd Qtr YTD	\$82,371,139	\$76,254,594	8.0%	\$36,094,969	\$36,589,701	-1.4%	\$12,558,509	\$11,956,282	5.0%	\$131,024,617	\$124,800,577	5.0%
3rd Qtr YTD	\$120,849,777	\$116,834,583	3.4%	\$54,322,074	\$54,313,807	0.0%	\$18,973,894	\$18,570,902	2.2%	\$194,145,745	\$189,719,292	2.3%
Full year	\$156,872,723			\$73,645,742			\$25,177,386			\$255,695,851		

1st Qtr	\$40,333,500	\$38,259,110	5.4%	\$18,060,510	\$18,000,810	0.3%	\$6,440,719	\$6,112,953	5.4%	\$64,834,729	\$62,372,874	3.9%
2nd Qtr	\$42,037,639	\$37,995,484	10.6%	\$18,034,459	\$18,588,890	-3.0%	\$6,117,790	\$5,843,328	4.7%	\$66,189,888	\$62,427,703	6.0%
3rd Qtr	\$38,478,638	\$40,579,989	-5.2%	\$18,227,105	\$17,724,106	2.8%	\$6,415,385	\$6,614,620	-3.0%	\$63,121,128	\$64,918,715	-2.8%
4th Qtr	\$40,038,140			\$19,331,935			\$6,606,484			\$65,976,559		

## Unscheduled Absenteeism

Period	Operators			Maintenance			Facility Support			Total		
	FY 2015	FY 2014	Change	FY 2015	FY 2014	Change	FY 2015	FY 2014	Change	FY 2015	FY 2014	Change
1st Qtr YTD	3.0%	3.3%	-0.3%	2.1%	2.8%	-0.8%	2.2%	1.4%	0.7%	2.8%	3.0%	-0.2%
2nd Qtr YTD	3.3%	3.2%	0.0%	2.0%	2.4%	-0.4%	2.8%	1.7%	1.1%	3.0%	2.9%	0.1%
3rd Qtr YTD	3.4%	3.6%	-0.2%	2.1%	2.4%	-0.3%	2.5%	2.0%	0.5%	3.1%	3.2%	-0.1%
Full year		3.6%			2.2%			1.8%			3.2%	

July	3.1%	2.8%	0.3%	3.0%	3.9%	-0.9%	1.8%	0.9%	0.9%	2.9%	2.8%	0.2%
August	2.8%	3.3%	-0.5%	1.9%	2.4%	-0.5%	2.3%	1.6%	0.7%	2.6%	2.9%	-0.3%
September	3.1%	3.8%	-0.7%	1.2%	2.1%	-1.0%	2.3%	1.8%	0.5%	2.7%	3.3%	-0.6%
October	3.3%	2.8%	0.5%	2.3%	2.3%	0.0%	3.8%	2.8%	1.0%	3.2%	2.7%	0.5%
November	3.2%	3.1%	0.2%	2.5%	1.4%	1.0%	2.9%	1.7%	1.2%	3.1%	2.6%	0.5%
December	4.0%	3.9%	0.1%	1.3%	2.2%	-0.8%	3.4%	1.4%	2.0%	3.5%	3.3%	0.2%
January	3.6%	4.2%	-0.6%	1.3%	3.2%	-1.8%	2.0%	2.2%	-0.2%	3.0%	3.8%	-0.7%
February	3.7%	4.3%	-0.6%	2.7%	2.4%	0.3%	2.3%	3.1%	-0.8%	3.4%	3.9%	-0.5%
March	3.7%	4.2%	-0.5%	2.6%	1.7%	0.9%	1.1%	2.2%	-1.1%	3.2%	3.6%	-0.3%
April		3.7%			1.6%			1.0%			3.0%	
May		4.1%			1.5%			1.2%			3.3%	
June		3.1%			2.1%			1.8%			2.8%	

# Gateway Arch

	Operating Income		
Quarter	FY 2015	FY 2014	Change
1st Qtr YTD	\$869,559	\$1,133,094	-23.3%
2nd Qtr YTD	\$910,597	\$1,219,962	-25.4%
3rd Qtr YTD	\$489,567	\$1,291,005	-62.1%
Full Year		\$1,877,185	

	Tram Ridership		
Quarter	FY 2015	FY 2014	Change
1st Qtr YTD	327,008	347,536	-5.9%
2nd Qtr YTD	451,989	471,239	-4.1%
3rd Qtr YTD	555,271	594,156	-6.5%
Full Year		885,165	

	Tram Ridership		
Month	FY 2015	FY 2014	Change
July	153,124	156,979	-2.5%
August	117,575	124,943	-5.9%
September	56,309	65,614	-14.2%
October	52,740	32,033	64.6%
November	39,556	54,174	-27.0%
December	32,685	37,496	-12.8%
January	25,878	23,447	10.4%
February	20,455	25,964	-21.2%
March	56,949	73,506	-22.5%
April		70,271	
May		92,486	
June		128,252	

# Gateway Arch Parking

	Operating Income (Loss)		
Quarter	FY 2015	FY 2014	Change
1st Qtr YTD	\$95,277	\$225,729	-57.8%
2nd Qtr YTD	(\$37,686)	\$173,232	-121.8%
3rd Qtr YTD	(\$48,727)	\$62,213	-178.3%
Full Year		\$72,509	

	Vehicle Transactions		
Quarter	FY 2015	FY 2014	Change
1st Qtr YTD	60,189	94,948	-36.6%
2nd Qtr YTD	79,513	127,816	-37.8%
3rd Qtr YTD	79,513	158,870	-50.0%
Full Year		210,394	

	* Vehicle Transactions		
Month	FY 2015	FY 2014	Change
July	29,021	40,402	-28.2%
August	19,493	33,564	-41.9%
September	11,675	20,982	-44.4%
October	12,303	8,941	37.6%
November	6,970	13,031	-46.5%
December	51	10,896	-99.5%
January	-	8,222	-
February	-	7,435	-
March	-	15,397	-
April		11,211	
May		16,721	
June		23,592	

\* The Gateway Arch Parking Facility closed on December 2, 2014.



# Riverfront Attractions

	Riverboat Passengers		
Month	FY 2015	FY 2014	Change
July	6,496	32,752	-80.2%
August	20,101	23,774	-15.4%
September	4,446	11,443	-61.1%
October	5,660	8,156	-30.6%
November	1,964	2,633	-25.4%
December	340	203	67.5%
January	-	-	-
February	-	-	-
March	5,434	5,650	-3.8%
April		9,542	
May		16,542	
June		10,028	

Quarter	FY 2015	FY 2014	Change
1st Qtr YTD	31,043	67,969	-54.3%
2nd Qtr YTD	39,007	78,961	-50.6%
3rd Qtr YTD	44,441	84,611	-47.5%
Full Year		120,723	

	Operating Income (Loss)		
Quarter	FY 2015	FY 2014	Change
1st Qtr YTD	\$43,256	\$444,268	-90.3%
2nd Qtr YTD	(\$123,400)	\$362,383	-134.1%
3rd Qtr YTD	(\$382,266)	\$37,085	-1130.8%
Full Year		\$33,330	

	Riverboat Cruises		
Quarter	FY 2015	FY 2014	Change
1st Qtr YTD	254	477	-46.8%
2nd Qtr YTD	337	587	-42.6%
3rd Qtr YTD	380	631	-39.8%
Full Year		932	

	Riverboat Days of Operation		
Quarter	FY 2015	FY 2014	Change
1st Qtr YTD	55	92	-40.2%
2nd Qtr YTD	105	151	-30.5%
3rd Qtr YTD	130	175	-25.7%
Full Year		248	

# St. Louis Downtown Airport

	Fuel Sales in Gallons		
Month	FY 2015	FY 2014	Change
July	147,048	153,396	-4.1%
August	138,056	165,059	-16.4%
September	146,556	160,327	-8.6%
October	171,728	189,759	-9.5%
November	154,712	136,805	13.1%
December	112,910	105,532	7.0%
January	117,692	124,462	-5.4%
February	140,418	104,235	34.7%
March	155,977	154,339	1.1%
April		167,417	
May		149,801	
June		146,508	

Quarter	FY 2015	FY 2014	Change
1st Qtr YTD	431,660	478,782	-9.8%
2nd Qtr YTD	871,010	910,878	-4.4%
3rd Qtr YTD	1,285,097	1,293,914	-0.7%
Full Year		1,757,640	

	Operating Income (Loss)		
Quarter	FY 2015	FY 2014	Change
1st Qtr YTD	(\$20,767)	\$126,995	-116.4%
2nd Qtr YTD	\$29,007	\$224,432	-87.1%
3rd Qtr YTD	\$19,806	\$255,062	-92.2%
Full year		\$214,054	

	Aircraft Movements		
Quarter	FY 2015	FY 2014	Change
1st Qtr YTD	23,874	33,603	-29.0%
2nd Qtr YTD	44,412	57,712	-23.0%
3rd Qtr YTD	64,523	77,003	-16.2%
Full Year		106,996	

	Average Based Aircraft		
Quarter	FY 2015	FY 2014	Change
1st Qtr YTD	317	328	-3.6%
2nd Qtr YTD	318	326	-2.4%
3rd Qtr YTD	318	323	-1.7%
Full Year		321	

## Executive Services Operating Income (Loss)

Quarter	FY 2015	FY 2014	Change
1st Qtr YTD	\$415,383	\$414,123	0.3%
2nd Qtr YTD	\$583,509	\$492,765	18.4%
3rd Qtr YTD	\$740,611	\$436,012	69.9%
Full Year		\$584,938	

Quarter	FY 2015	FY 2014	Change
1st Qtr	\$415,383	\$414,123	0.3%
2nd Qtr	\$168,126	\$78,642	113.8%
3rd Qtr	\$157,102	(\$56,753)	376.8%
4th Qtr		\$148,927	

# Definitions

## Transit

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### **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.

## Transit

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### **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.

### **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.

### **Peer**

City which management considers to be comparable to St. Louis. Certain cities report more than one agency in which case the agency results have been combined.

### **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 life or other equipment failure. A delay is not counted as a roadcall unless the delay is five minutes or more.

## Transit

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### **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

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### **Aircraft movement**

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

### **Airport fuel sales**

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.

### **Parking Facility vehicle transactions**

Number of vehicles exiting the facility (excluding monthly customers) that have paid by either a Pay at the Entrance Transaction, Pay Machines Transaction, or Booth Cashier Transaction.

### **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.





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