

**BI-STATE DEVELOPMENT
BOARD OF COMMISSIONERS MEETING
OPEN SESSION MINUTES
FRIDAY, SEPTEMBER 23, 2016**

Board Members in Attendance

Missouri

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

Illinois

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

Staff in Attendance

John Nations, President & CEO
Barbara Enneking, General Counsel and Deputy Secretary
Barbara Georgeff, Director of Executive Services
Jim Cali, Director of Internal Audit
Richard Zott, Chief of Public Safety
Kent Swagler, Director, Corporate Compliance and Ethics
Erick Dahl, Director St. Louis Downtown Airport
Scott Grott, Chief MetroLink Operations
Mark Vago, Controller
Kathy Klevorn, Sr. Vice President & Chief Financial Officer
Diana Wagner- Hilliard, Director, Workforce Diversity/EEO
Tamara Fulbright, Director, Treasury Services
Charles Stewart, Vice President, Pension & Insurance
Kerry Kinkade, Acting Vice President, Chief Information Officer
David Allen, Director Arts in Transit
John Wagner, Director, Research Institute
Virginia Alt-Hildebrandt, Executive Assistant
Patti Beck, Director, Communications
Chance Baragary, Manager Gateway Arch Construction
Jonathan Frederick, Director, Accounting & Budget
Michael Gibbs, Accountant, Business Enterprises
Fred Bakarich, Director Engineering Systems
George Basler, Public Safety Officer
Larry Jackson, Executive Vice President for Administration
Amy Krekeler-Weber, EEO Specialist
Jenny Nixon, Executive Director Tourism Innovation
Ted Zimmerman, Director, Marketing
John Langa, Vice President, Economic Development
Kathy Brittin, Director, Risk Management Safety & Claims
Reggie Cavitt, ATU Local 788
Jason Davis, Manager Security/Fare Enforcement

Others in Attendance

Byron Strong

1. Call to Order

8:00 a.m. Chairman Dietzel called the Open Session Board Meeting to order at 8:00 a.m.

2. Roll Call

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

3. Minutes of June 24, 2016, Open Session Board Meeting

8:00 a.m. The June 24, 2016, Open Session Board Meeting minutes were provided in the Board packet. A motion to approve the minutes was made by Commissioner Buehlhorn and seconded by Commissioner Holman. **Motion passed unanimously.**

4. Report of Treasurer

8:01 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, congratulated Ray Friem, Executive Director, Metro Transit, and his team for being recognized by the Department of Transportation and the *Federal Register* as a case study for the successful management of transit assets in the United States. This is a tremendous compliment to be cited as the best example in the country showcasing how to run a transit system.

****Commissioner Golliday joined the meeting.****

Mr. Nations continued his presentation informing the Board that the Eads Bridge Celebration will be Friday, October 7 at 10:00 a.m. and the Bi-State Development Annual Meeting is Friday, October 28 at 11:30 a.m. As part of the ongoing Regional Freightway effort, Bi-State Development (**BSD**) hosted a freight roundtable at BSD headquarters. The Federal Highway Administrator, Gregory Nadeau, and the U.S. Maritime Administrator, Paul Jaenichen, were in attendance along with 116 business leaders from around the region, for a roundtable discussion. Mr. Nations said the success of the Freight Roundtable is indicative of the work Mary Lamie, Executive Director St. Louis Regional Freightway, is successfully doing. Mr. Nadeau, was also in attendance in March when we kicked off the initial roundtable discussion, and he was so impressed with the regional cooperation that he made a specific point to schedule a roundtable here in St. Louis, returning in September. Mr. Nations congratulated Ms. Lamie and the Regional Freightway team.

Commissioner Dietzel also congratulated Ms. Lamie, her staff, and Mr. Nations on a job well done.

6. Operations Committee Report

8:02 a.m. The August 16, 2016, Operations Committee Open Session Minutes were provided in the Board packet. Commissioner Buehlhorn stated that the Operations Committee met in Open Session on August 16, 2016, and the draft minutes of that meeting were in the Board packet at tab #6. He reported that the Committee was introducing three items on the Consent Agenda for Board consideration and approval, and they are as follows: Consent Agenda Item 9(a) – Contract Award: Pavlov Advertising for Development and Implementation of Marketing Activities; Consent Agenda Item 9(e) Design and Construction Agreement for Jefferson National Expansion Memorial Tucker Theater Repurposing; and Consent Agenda Item 9(f) Design and Construction Agreement for Jefferson National Expansion Memorial Signage Design, Fabrication, and Installation. Commissioner Buehlhorn also reported that Ray Friem, Executive Director Metro Transit, provided an informational overview of the transit operations for

the fourth quarter of FY16. This report was informational only and a copy will be kept at the office of the Deputy Secretary.

7. **Finance and Administration Committee Report**

8:03 a.m. The August 26, 2016, Finance and Administration Committee Open Session Minutes were provided in the Board packet. At the request of Commissioner Kicielinski, John Nations, President & CEO, presented the report stating that the Finance and Administration Committee met in Open Session on August 26, 2016, and the draft minutes of that meeting were in the Board packet at tab #7. The Committee is introducing the following four (4) items on the Consent Agenda for Board consideration, all with the Committee's recommendation of approval: Consent Agenda Item 9(b) – Contract Modification to Expand Scope of Marketing Agency Services Contract with Maring Weissman (d/b/a Dovetail); Consent Agenda Item 9(c) – Sole Source Contract Award to Mike's Towing & Automotive for Towing and Wrecker Services; Consent Agenda Item 9(d) – Sole Source Contracts for Hardware and Software Maintenance; and Consent Agenda Item 9(g) – St. Louis Regional Freightway 2016 Freight Development Project List. Also discussed at the meeting and recommended by the Committee for approval was Agenda Item 10, which is a revision to Board Policy, Section 10.060 *Board and Committee Meetings*; Section 10.070 *Public Meetings*; and Section 10.080 *Public Records*. The following updates were provided at the Committee meeting: Charles Stewart, Vice President of Pension & Insurance, provided updates on the Pension Plan, the 401(k) Retirement Savings Program, and the OPEB Trust Investment Performance as of June 30, 2016; Mr. Stewart and Kathy Brittin, Director of Risk Management, Safety & Claims, provided an update on the Risk Management Insurance Program detailing savings over the last year of just under \$100,000, which allowed cyber coverage to be purchased. The discussions on pension and retirement issues and the Risk Management Insurance Program were very extensive and very informative and the Committee would encourage the Board to read the minutes and to review the material provided in the Finance & Administration Committee packet on those items. Three additional items on the agenda today were presented at the Committee meeting and they were Agenda Items #11, #12, and #13 consisting of the Financial Statements, Performance Indicators, and the Procurement Report for the fourth quarter of FY16. The June 20, 2016 Treasury Report was also presented at the meeting. This report was informational only and a copy will be kept at the office of the Deputy Secretary.

8. **Adjustment of Consent Agenda**

8:04 a.m. There was no adjustment of the Consent Agenda.

9. **Consent Agenda Item(s): 9(a) Contract Award – Pavlov Advertising for Development and Implementation of Marketing Activities (Operations Committee Recommends Approval) (Resolution #779); 9(b) Contract Modification to Expand Scope of Marketing Agency Services Contract With Maring Weissman (d/b/a Dovetail) (Finance & Administration Committee Recommends Approval) (Resolution #776); 9(c) Sole Source Contract Award to Mike's Towing & Automotive for Towing and Wrecker Services (Finance & Administration Committee Recommends Approval) (Resolution #778); 9(d) Sole Source Contracts for Hardware and Software Maintenance (Finance & Administration Committee Recommends Approval) (Resolution #774); 9(e) Design and Construction Agreement for Jefferson National Expansion Memorial Tucker Theater Repurposing (Operations Committee Recommends Approval) (Resolution #782); 9(f) Design and Construction Agreement for Jefferson National Expansion Memorial Signage Design, Fabrication, and Installation (Operations Committee Recommends Approval) (Resolution #783); 9(g) St. Louis Regional Freightway 2016 Freight Development Project List (Finance & Administration Committee Recommends Approval) (Resolution #780)**

8:04 a.m. A motion to approve the Consent Agenda items was made by Commissioner Buehlhorn and seconded by Commissioner Holman. **Motion passed unanimously.**

10. Revision to Board Policies, Section 10.060, Board and Committee Meetings, Section 10.070 Public Meetings, Section 10.080 Public Records (Operations Committee Recommends Approval)

8:05 a.m. The briefing paper and attachments regarding the Revision of Board Policies, Section 10.060, *Board and Committee Meetings*, Section 10.070 *Public Meetings*, Section 10.080 *Public Records* were provided in the Board packet. John Nations, President & CEO, stated that the Board has long had a policy about transparency in public meetings. This revision is more of a legal bookkeeping effort than a change in how the Board would operate. Historically the Board has gone into closed meetings pursuant to a given section of the Missouri Revised Statutes. That presents a legal challenge because Bi-State Development (**BSD**) has been specifically held to not be a political subdivision of the State of Missouri which leads to a legal issue of whether BSD is under the Missouri Sunshine Law, which it has been specifically held not to be, and yet we go into closed meetings pursuant to that statute. The change in the policy will essentially allow the Board to go into closed meetings pursuant to Board Policy governing open and closed session meetings.

Barbara Enneking, General Counsel, further stated that there would be no substantive change because BSD has been following the Missouri and Illinois open records laws; but the revised BSD Board Policy will be an amalgamation of the two laws. The only additional change will be the \$25 fee for a record request, primarily because most of the record requests are of a commercial nature, requesting copies of contracts, bid documents, and vendor lists that require quite a bit of staff time to fulfill these requests. This initial fee will be used to offset any copying and staff time costs. Similar to current policy we would also have the option to waive the costs if BSD deems it is in the best interest of the public not to charge a fee for providing the requested information. In addition, management requests that the Chairman designate that the proposed revisions to the Board Policy not be tabled pursuant to *Article VI(D)* of the Board Policies so that they can be approved, enacted, and implemented at the Board meeting today. A motion to approve the revised Board Policies, Section 10.060 *Board and Committee Meetings*, Section 10.070 *Public Meetings*, and Section 10.080 *Public Records*; and that the Chairman designate that the proposed revisions be approved today and not be tabled pursuant to *Article VI(D)* of the Board Policies was made by Commissioner Holman and seconded by Commissioner Kicielinski. **Motion passed unanimously. (Resolution #775)**

11. Financial Statements – Fourth Quarter, Fiscal Year 2016 (Presented to Finance & Administration Committee)

8:08 a.m. The Financial Statements were provided in the Board packet. This report was presented and discussed extensively at the Finance & Administration Committee meeting and no additional presentation was made. This report was informational only, and no Board action was required. A copy of the report will be kept at the office of the Deputy Secretary.

12. Performance Indicators - Fourth Quarter, Fiscal Year 2016 (Presented to Finance & Administration Committee)

8:08 a.m. The Performance Indicators were presented and discussed extensively at the Finance & Administration Committee meeting and no additional presentation was made. This report was informational only, and no Board action was required. A copy of the report will be kept at the office of the Deputy Secretary.

13. Procurement Activity Report, Fourth Quarter, Fiscal Year 2016 (Presented to Finance & Administration Committee)

8:09 a.m. The Procurement Report was provided in the Board packet. This report was presented and discussed extensively at the Finance & Administration Committee meeting and no additional presentation was made. This report was informational only, and no Board action was required. A copy of the report will be kept at the office of the Deputy Secretary.

14. Unscheduled Business

8:10 a.m. Commissioner Buehlhorn complimented BSD leadership, John Langa, Vice President Economic Development, and his staff for successfully completing a 60 unit transit oriented development project at the MetroLink station in Swansea. The east side has long awaited development of this nature and again thanked Mr. Nations, Mr. Langa, and staff for seeing this project through.

Mr. Nations also congratulated Mr. Langa for successfully getting approval for the Swansea project. In addition, he congratulated John Wagner, Director Research Institute, for successfully procuring a \$941,000 grant, bringing the total funding procured over this last year for the Institute to approximately \$1 million. Mr. Wagner added that the FTA was the funding source for the \$941,000 grant. Those funds are to specifically be used to put the St. Louis County Department of Public Health Mobile Medical Clinic at a MetroLink Station 4 days per week, 6 hours per day, for 18 months. The mobile clinic should be able to service about 15,000 patients, screening them, and getting them access to health insurance and primary care.

15. Public Comment

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

16. Call of Dates for Future Board Meetings

8:11 a.m. The Committee was advised of the upcoming meetings, as follows:

Operations Committee:	Tuesday, October 18, 2016	8:00 a.m.
Audit Committee:	Friday, October 21, 2016	8:00 a.m.
Board Meeting:	Friday, November 18, 2016	8:00 a.m.

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

8:12 a.m. Pursuant to the requirements of Section 610.021(1); 610.021(9); 610.021(12); 610.021(14) and 610.021(16); of the Revised Statutes of Missouri, Chairman Dietzel requested a motion to allow the Board to go into closed session. A motion to go into Executive Session was made by Commissioner Holman and seconded by Commissioner Kicielinski. A roll call vote was taken and the Commissioners present, Dietzel, Buehlhorn, Golliday, Kicielinski, Gully, Holman, and Schoemehl voted to approve this agenda item. **Motion passed unanimously and the Open Session meeting was adjourned.**