

Notice of Meeting and Agenda

**Bi-State Development
Operations Committee
Tuesday, October 18, 2016, 8:00 a.m.**

**Headquarters - Board Room, 6th Floor
One Metropolitan Square, 211 N. Broadway, Suite 650
St. Louis, Missouri 63102**

This location is accessible to persons with disabilities. Individuals with disabilities needing information or communication accommodations should call Bi-State Development 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.

Agenda	Disposition	Presentation
1. Call to Order	Approval	Chairman Buehlhorn
2. Roll Call	Quorum	S. Bryant
3. Public Comment*	Information	Chairman Buehlhorn
4. Employee Recognition, Outstanding Employees Doing Outstanding Things	Information	R. Friem
5. Minutes from August 16, 2016 Operations Committee	Approval	Chairman Buehlhorn
6. Sole-Source Contract for Remix Software	Approval	R. Friem / J. Mefford-Miller/L. Jackson
7. Comprehensive Operational Analysis Procurement of Services	Approval	R. Friem / J. Mefford-Miller
8. Jefferson National Expansion Memorial Gateway Arch Exhibit Rehabilitation – Additional Project Scope	Approval	J. Nixon / C. Baragary
9. Gateway Arch and Gateway Arch Riverboats Credit Card Processing Contract With Chase Paymentech	Approval	J. Nixon / S. Clarke
10. Revision to Board Policies Chapter 10, Section 10.020, Article IV – Committees of the Board; Section 10.040 – Standing Committees; and Section 10.050 – Ad Hoc Committees	Approval	B. Enneking
11. Compliance and Ethics “Five-Year Return on Investment Report	Information	K. Swagler
12. Unscheduled Business	Approval	Chairman Buehlhorn
13. Call of Dates for Future Committee Meetings	Information	S. Bryant
14. Adjournment to Executive Session:	Approval	Chairman Buehlhorn
<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</i>		

Agenda	Disposition	Presentation
<i>matters pursuant to Bi-State Development Board Policy Chapter 10, Section 10.080 (D) Closed Records: Legal under §10.080(D)(1); Real Estate under §10.080(D)(2); Personnel under §10.080(D)(3); Health Proceedings under §10.080(D)(4); Employee Negotiations under §10.080(D)(5); Data Processing under §10.080(D)(6); Purchasing and Contracts under §10.080(D)(7); Proprietary Interest under §10.080 (D)(8); Hotlines under §10.080(D)(9); Auditors under §10.080(D)(10); Security under §10.080(D)(11); Computers under §10.080(D)(12); Personal Access Codes under §10.080(D)(13); Personal Information under §10.080(D)(14); Insurance Information under §10.080(D)(15); Rail, Bus, or Facilities Safety and Accidents under §10.080(D)(16) or Protected By Law under §10.080(D)(17).</i>		

***Note: 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.**

**BI-STATE DEVELOPMENT
OPERATIONS COMMITTEE MEETING
OPEN SESSION MINUTES
AUGUST 16, 2016**

Committee Members in Attendance

Missouri

Vernal Brown, (absent)
Vacant

Illinois

Michael Buehlhorn, Chairman
Irma Golliday (absent)
Jeffrey Watson (absent)

Other Commissioners in Attendance

David Dietzel
Tadas Kicieliński
Aliah Holman, (via phone)
Constance Gully (via phone @ 8:02 a.m.)

Staff in Attendance

John Nations, President & CEO
Barbara Enneking, General Counsel and Deputy Secretary
Shirley Bryant, Certified Paralegal
Ray Friem, Executive Director Metro Transit
Larry Jackson, Executive Vice President for Administration
Barbara Georgeff, Director of Executive Services
Kathy Klevorn, Sr. Vice President, Chief Financial Officer
Mark Vago, Controller
Jenny Nixon, Executive Director Tourism Innovation
Patti Beck, Director, Communications
Dianne Williams, Vice President, Communications and Marketing
Scott Grott, Chief MetroLink Operations
Richard Zott, Chief of Public Safety
Ted Zimmerman, Director of Marketing
Kathy Brittin, Director, Risk Management, Safety & Claims
Fred Bakarich, Director, Engineering Systems
Chance Baragary, Manager Gateway Arch Construction
Kerry Kinkade, Vice President, Chief Information Officer
Matthew Hibbard, Social Media Communications Manager
Andrew Ghiassi, Manager, Safety & Loss Control
Jerry Vallely, External Communications Manager
Virginia Alt-Hildebrandt, Executive Assistant
Charles Stewart, Vice President Pension & Insurance
Jessica Mefford-Miller, Chief Transit Planning & System Development

Others in Attendance

None

1. Call to Order

8:00 a.m. Chairman Buehlhorn called the Open Session Operations 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.

John Nations, President & CEO, informed the Board that the Transit Division was recognized by the Federal Government in a case study in the Federal Register on page 48,958. The case study stated in part "...within the trade literature one recent case study from the Bi-State Development Agency in St. Louis presents results from a transit asset management program that has altered bus maintenance and replacement practices..."; it then highlights the transit division's accomplishments such as extending the longevity, the mean distance between failures, the savings, and the long term strategy for the Asset Management Program.. It says, "...these actions all go beyond what is required by the Transit Asset Management Rule but provides a useful real world illustration to the point that the implementing action associated with an Asset Management Program is not an additional cost but instead opportunities for significant life cycle cost savings. Case studies of this type provide compelling evidence of the benefit of Transit Asset Management." Mr. Nations stated that Ray Friem and his team do a great job and it is really nice when they are recognized around the country and especially by one of our most important funding partners, the Federal Government, for the tremendous job they do. Mr. Nations congratulated Mr. Friem and his team for this well-deserved recognition.

****8:02 a.m. Commissioner Gully joined the meeting by phone.**

Ray Friem, Executive Director Metro Transit stated that the entire vehicle maintenance team is to be commended for building on what was started fifteen (15) years ago into something that is recognized by every level of government. People throughout the country are trying to study and adopt this program. In conclusion, he added that he is very excited and honored to be in charge of the Maintenance Department.

4. Minutes of May 17, 2016 Operations Committee

8:04 a.m. The May 17, 2016, 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 Kicielinski. **Motion passed unanimously.**

5. Contract Award: Pavlov Advertising for Development and Implementation of Marketing Activities

8:05 a.m. The briefing paper regarding the Contract Award for Pavlov Advertising for Development and Implementation of Marketing Activities was provided in the Committee packet. Dianne Williams, Vice President, Communications & Marketing, provided a brief overview. Bi-State Development (BSD) issued a solicitation on April 18, 2016 to retain a full-service

marketing and creative agency to assist in the development and implementation of marketing activities. Of the six (6) proposals received, Pavlov Advertising was selected. Pavlov provided the Agency with the best value, and the cost was fair and reasonable in comparison with the other proposals submitted. Management recommends that the Operations Committee forward this agenda item to the Board to authorize the President & CEO to enter into a three (3) year contract with Pavlov Advertising for \$400,000 per year, in the not to exceed amount of \$1,200,000; award monetary and administrative contract modifications as needed; and award two one-year options in an amount not to exceed \$400,000 per year if funding is available, the performance of the contract is satisfactory, the exercise of the option is in accordance with the terms and conditions of the option stated in the initial contract awarded, and the option price is determined to be better than prices available in the market or that the option is the more advantageous offer at the time the option is executed. A motion to approve the contract award to Pavlov Advertising for development and implementation of marketing activities as stipulated in the briefing paper was made by Commissioner Dietzel and seconded by Commissioner Kicielinski. **Motion passed unanimously.**

6. Design and Construction Agreement for Jefferson National Expansion Memorial Signage Design, Fabrication, and Installation

8:04 a.m. The briefing paper regarding the Design and Construction Agreement for Jefferson National Expansion Memorial (JNEM) Signage, Design, Fabrication, and Installation was provided in the Committee packet. Chance Baragary, Manager Gateway Arch Construction, provided a brief overview. The National Park Service (NPS) created a sign program and had signage designed, but installation was halted when the City-Arch-River (CAR) project began. Now that the CAR project is nearing completion, the NPS wants to move forward with the previously designed signage plan. The expected total cost of this project is \$590,000 and the funds are available in the JNEM Beneficial Fund to offset these costs. Management recommended that the Committee approve and refer to the Board for approval the Design and Construction Agreement for the JNEM Signage Design, Fabrication, and Installation. A motion was made by Commissioner Gully and seconded by Commissioner Kicielinski to approve this agenda item as presented in the briefing paper and forward to the Board for final approval. **Motion passed unanimously.**

7. Design and Construction Agreement for Jefferson National Expansion Memorial Tucker Theater Repurposing

8:07 a.m. The briefing paper regarding the Design and Construction Agreement for Jefferson National Expansion Memorial (JNEM) Tucker Theater Repurposing was provided in the Committee packet. Chance Baragary, Manager Gateway Arch Construction, provided a brief overview. Renovation of the Tucker Theater, located in the Gateway Arch Ticketing Lobby is not in the scope of the City-Arch-River (CAR) projects currently underway. The National Park Service (NPS) wants to use this space to create an additional attraction to provide an alternative for those who do not ride the tram and supplement the experience of those who do. The expected cost of this newly created experience is \$8,000,000 and the funds are available in the JNEM Beneficial Fund. This business initiative, made possible by this project, is expected to be self-sufficient, and should recoup the initial capital investment and generate a profit. Larry Jackson, Executive Vice President for Administration, clarified that the approval requested was regarding an intergovernmental agreement with the NPS for design and construction for the project. Management recommends Committee approval and referral to the Board to approve the Design and Construction Agreement for the JNEM Tucker Theater Repurposing. A motion was made by

Commissioner Kicielinski and seconded by Commissioner Dietzel to approve this agenda item as presented in the briefing paper. **Motion passed unanimously.**

8. 4th Quarter Operations Report and Capital Projects Update

8:10 a.m. The 4th Quarter Operations Report and Capital Projects Update was provided in the Committee packet. Ray Friem, Executive Director Metro Transit provided a brief overview of the Financials, Ridership Comparison, Year-To-Date Service Profiles and System Efficiencies, Security Activity, and Service Quality Indicators. Revenue for FY16 missed the budgeted goal by \$7.7 million, the FY16 actuals were approximately \$7 million short of the FY15 actuals. Expenses for FY16 were below budget by approximately \$21 million, as a result of lower than anticipated costs for labor, lower healthcare costs and diesel fuel. Ridership loss continued in the 4th quarter of FY16 with MetroLink down 3.5%, MetroBus down 8.4%, Call-A-Ride down 5.1% and the System down 6.6%. Year-to-Date MetroLink was down 5.4%, MetroBus down 7%, and Call-A-Ride down 1.6%. Ridership for the system was down 6.3% in FY16 compared to FY15. Ridership loss is not just a Bi-State Development problem, ridership is down nationally by approximately 5.5% to 6% for bus and 1.5% to 2% for rail. Larger systems like New York and Chicago, where transit is a way of life, show less ridership loss. The Service Plan for FY16 called for stable service levels, and these goals were met primarily due to a small increase in year-over-year service miles while achieving a slight reduction in service hours. The loss of ridership has had a significant impact on modal and system efficiency statistics. Passengers per revenue mile were down across the system, but more significantly for MetroBus and MetroLink. Passengers per revenue hour were also down, particularly on fixed route operations. Management will continue to monitor these performance indicators and may make recommendations for adjustments in the future. Valid security complaints continued to increase in FY16. A large portion of the complaints is due to an increase in actual complaints presented, and some of the increase was attributed to better data tracking and follow up of complaints. Summonses were down for the quarter due to a change in the Missouri State procedures which prohibit Metro's Public Safety Department and the contracted Securitas Officers from issuing a summons for a violation of MetroLink rules committed in Missouri. Metro's Security is now required to obtain a separate law enforcement identifier number, known as an ORI. In the past, Metro Security used the ORI number of the St. Louis County Police Department. All the Service Quality Indicators continue to be top of the industry in quality achievements. Metro's Transit Information and Customer Service Call Center experienced significantly less call volume in 2016 primarily due to real time system information applications. Call volume was also impacted by customer use of social media and email as a means of communicating with the Agency. Vehicle maintenance was completed at 100% for FY 2016. In conclusion, Mr. Friem discussed the key capital projects status for FY 2016. 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. Unscheduled Business

8:36 a.m. There was no unscheduled business.

10. Call of Dates for Future Committee Meetings

8:36 a.m. The next Finance & Administration Committee meeting is scheduled for Friday, August 26, 2016, at 8:00 a.m.; the next Board meeting is scheduled for Friday, September 23, 2016, at 8:00 a.m.; the next Business Services & Economic Development Committee meeting is scheduled for Friday, October 14, 2016, at 8:00 a.m.; and the next Operations Committee meeting is scheduled for Tuesday, October 18, 2014, at 8:00 a.m.

11. **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).**

8:40 a.m. Pursuant to the requirements of Section 610.021(1), 610.021(9), 610.021(12) and 610.021(14) of the Revised Statutes of Missouri, Chairman Buehlhorn requested a motion to allow the Committee to go into closed session. A motion to go into Executive Session was made by Commissioner Kicielinski and seconded by Commissioner Dietzel. A roll call vote was taken and the Commissioners present, Buehlhorn, Dietzel, Kicielinski, Holman and Gully voted to approve this agenda item. **Motion passed unanimously, and the Open Session meeting was adjourned.**


Deputy Secretary to the Board of Commissioners
Bi-State Development

Open Session Item

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**Bi-State Development
Operations Committee
Agenda Item
October 18, 2016**

From:	Raymond A. Friem, Executive Director Metro Transit
Subject:	Sole Source Contract for Remix Software
Disposition:	Approval
Presentation:	Raymond A. Friem, Executive Director Metro Transit; Jessica N. Mefford-Miller, Chief of Planning and System Development; Larry B. Jackson, Executive Vice President for Administration

Objective:

To present to the Operations Committee of the Bi-State Development Board of Commissioners, a request for approval of a sole source contract with Remix, a software as a service (**SaaS**) transit planning platform for public transit. This unique software and service package enables sketch planning and scenario modeling within a collaborative web-interface cloud environment that allows transit professionals to rapidly assess and compare many elements of operating plan scenarios including costs, service effectiveness (geographic impacts, connection quality, commuting times) and equity (impact to minorities and transit dependent riders).

Board Policy:

Board Policy Chapter 50.010, Section E.1.b, requires Board approval for Non-Competitive Procurements which exceed \$100,000, and for procurements for a contract term, including options that exceed five (5) years.

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 procurement expenditures totaled 8.6% of all procurements over the last four quarters.

Funding Source:

Funding for this project is included in the FY2017 operating budget.

Background:

The Metro Planning & System Development Division, in collaboration with Metro Operations and various departments around the Agency are tasked with designing and implementing transit service that is forward-looking and responsive to the evolving transportation needs of the St. Louis Region. This mission includes matching current and future resources with the transportation needs of the community. Until recently, across the industry, there has been no simple interface for facilitating some of the core functions of the workflow associated with these planning tasks. Instead, planners toggle back and forth between scheduling software, data analysis software, mapping software, online mapping tools, graphic design software, and spreadsheets as they develop multiple proposals. The complexity of this process, and the time required to organize and analyze all data points is intensive and inevitably limits opportunities to explore and refine all service strategies. A quick and intuitive tool that helps staff prepare and construct graphical presentations of these service proposals, which make it easy for decision-makers and the public to understand, would be extremely valuable.

Analysis:

Remix is a tool for streamlining Metro's service planning process (both short-term and long-range). At present, a select few Metro staff complete a range of functions using tools across several platforms including Trapeze FX; Google Maps; ArcGIS; and Microsoft Excel. With Remix, transit planners can quickly map out bus routes and simultaneously understand the estimated cost and demographic impact of a proposed change. Designs can be shared and modified easily through hyperlinks, which enables a wider range of staff to contribute to these proposals with additional insight and data inputs. No other software offers this same functionality in one tool. Remix functionality includes the ability to:

- Import existing route and schedule data via General Transit Specification Feed (**GTFS**);
- Quick routing and scheduling scenario modeling in a drag-and-drop interface and familiar map environment;
- Instant demographic and accessibility analyses through geospatial map overlays;
- Compute and export instant and accurate machine-readable cost and resource utilization estimates.

The product is offered as a software as a service (SaaS) package, a fully hosted, cloud-based web platform. Remix continuously upgrades the software based on the collective needs of their clients. Once on-board, agencies receive additional features and product improvements at no additional cost for the duration of the agreement. A procurement agreement includes site licenses for unlimited Metro staff and its contractors and enterprise support, and response to requests within one business day. The cost for a three year commitment is \$90,000 per year, based on a total fixed-route fleet of 400 buses and an additional one-time setup fee of \$10,000. Once implemented, the Remix team will allocate 60 days to work directly with clients via workshops, individual sessions, and video guides to ensure that progress on a selected pilot project is advanced. After six months, the Remix team helps to develop measures that document a Return on Investment Report, sets yearly goals, manage renewals, and plan ahead.

Metro expects to enjoy a tangible return on investment in the six month timeframe, which will include plans for two quarterly service changes and initial planning for Civic Center Transit Center's redesign and opening scheduled for summer 2017.

A key element of our FY2018 service plan is the re-opening of the Downtown Transit Center (**DTC**). This major event creates an opportunity to optimize almost 35% of MetroBus routes that will access this center. This represents a significant opportunity to further enhance the transit package offered to the St. Louis region and to evaluate a major part of the service package in terms of cost performance and service efficiencies. The ability to rapidly compare and contrast various service options is viewed as critical to ensuring the success of the effort.

The acquisition of Remix will support the comprehensive operational assessment (**COA**) Metro plans for FY17-18. This tool will allow Metro staff to continue to innovate, explore options and development implementation scenarios based on the revised service standards and concepts resulting from the COA process.

The price offered is based on a 400 bus and 87 railcar service package that Metro operates. Remix scales the cost of their service based on the size of the system that is using the software. The price for one year of service is offered at \$90,000.

The vendor offers a flat cost proposal, allowing Metro to lock in the price of this service for a three year period. Staff believes that this is a worthwhile option and requests permission to engage Remix for a three year period at a cost not to exceed \$270,000, plus a one-time setup fee of \$10,000, which includes onboarding and training for Metro staff and development of one initial project.

Committee Action Requested:

Management recommends that the Operations Committee approve and forward to the Board of Commissioners for approval a three year contract with Remix for an amount not to exceed \$280,000 to be paid in three annual installments. In the event the service does not meet expectations, staff will retain the flexibility to terminate the arrangement in the future.

Attachment A: Planning Platform for Public Transit Remix Sole Source Justification & Scope of Work

Open Session Item 6
Attachment

PLANNING PLATFORM FOR PUBLIC TRANSIT REMIX SOLE SOURCE JUSTIFICATION & SCOPE OF WORK

Background

The Metro Planning & System Development Division, in collaboration with Metro Operations and various departments around the Agency are tasked with designing and implementing transit service that is forward-looking and responsive to the evolving transportation needs of the St. Louis Region. This mission includes matching current and future resources with the transportation needs of the community. Some of the variables in this analysis include:

- Available funding
- Operating cost estimations
- Current service levels provided versus service levels consumed
- Demographic and neighborhood impacts
- Feedback from customers, agency and regional leadership, and other stakeholders

This process culminates in a detailed and strategic scenario planning analysis that reimagines enhancements and efficiencies built into the system that make service more affordable, attractive, and productive to Metro, its customers and the region. These scenarios are presented to a wide-range of audiences including key decision-makers and the public and are constantly redeveloped. A quick and intuitive tool that helps staff prepare and construct graphical presentations of these service proposals, which make it easy for decision-makers and the public to understand, would be valuable to Metro's service development process.

Until recently, there has been no simple transit-specific interface for facilitating some of the core functions of the service planning workflow. Instead planners toggle back and forth between scheduling software, data analysis software, mapping software, online mapping tools, graphic design software, and spreadsheets as they develop multiple proposals. The complexity of this process, and the time required to organize and analyze all data points is intensive and inevitably limits opportunities to explore and refine all service strategies. To date, only one software tool on the market can improve these functions.

Remix is a tool for streamlining Metro's service planning process (both short-term and long-range) by providing Metro staff with the ability to map out service modifications and simultaneously understand the estimated cost and demographic impact of a proposed change in one single tool. The platform allows users to communicate their ideas visually, extremely quickly and simply. Given that Metro has limited staff resources, Remix will benefit Metro with time savings and increased efficiency, freeing up time that would traditionally be spent using manual and legacy planning tools that are slow, cumbersome, difficult to understand, and performed on a limited number of user-specific workstations. Tasks originally performed by a select few in the Planning Department can now be reallocated across other staff and integrate other technical, quantitative, and qualitative inputs. These collaborative and

engaging features build an environment that offers further opportunity to solicit meaningful feedback and build consensus from a larger audience. In addition, this tool can potentially serve wider applications such as helping to Operations staff to respond to near-term service disruptions that require immediate reroutes or review in a map-based environment.

Functions, Data Inputs, and Anticipated Outcomes

The following list includes specific minimum requirements that Metro is looking for in a scenario transit planning software:

1. The software shall allow the user to easily create new route and schedule scenarios and edit existing routes on a single, web-based map application via a drag-and-drop interface that pulls schedule and route data from the existing General Transit Feed Specification (GTFS);
2. As routes and other inputs are modified, the software shall generate instant demographic and accessibility analyses through built-in or importable layers/geographic files;
3. As routes and other inputs are modified, the software shall compute instant and accurate cost and resource allocation estimates, based on agency inputs and built-in industry standard calculations;
4. The software shall enable fast and accurate sketch planning by using the physical stop infrastructure to detect stops on the current side of the road at the appropriate spacing. Currently the process to sketch plan to these specifications requires an arduous and time-consuming range of tasks to ensure all users are working with the most up-to-date road network and field data;
5. The software shall provide a mechanism to generate isochrones visualizations that allow planners and the public to see how fare the proposed network system will take them around the region within a specified time period;
6. The software shall allow analyses by multiple staff members on the same platform in which the route is designed, preventing errors from using multiple software tools calibrated to specifications that may differ on each machine;
7. The software should provide the ability to easily share information both internally and with the public. Map output shall provide ease of communication among both technical experts and laymen without significant effort by the map creator to produce a visually compelling and intuitive map design;
8. The software may be used during interactive discussions between internal staff and public meetings, allowing different stakeholders to contribute to planning decisions;
9. The tool should function in such a way that it does not require technical expertise, special skills, or advanced training to use. Any transit planner or scheduler should be able to use the

application with limited training in a software mapping environment that is faster and more user-friendly than any other transit planning software system currently available on the market;

10. As a cloud-based software, it shall be hosted, maintained and updated by the provider;
11. The software should preferably allow an unlimited number of users from workstations located anywhere with a single perpetual license via an annual subscription fee for the duration of the contract;
12. Any future updates, upgrades, or new versions of the software shall be provided with the subscription at no additional cost for the duration of the contract;
13. A success plan will be developed in coordination with the software vendor team. This plan will include training and the development of goals and measures reported in a subsequent Return on Investment report following completion of the first major project conducted using the software tool;

Costs

Commitment Term: \$90,000 per year, based on a total fixed-route fleet of 400

- Remix licenses for an unlimited number of users within organization.
- Software as a Service (SaaS): fully hosted, cloud-based web platform.
- Dedicated Customer Success staff
- Enterprise Support: response to requests in 1 business day.

One-Time Setup: \$10,000

- Provide onboarding and training for all staff
- Create user accounts
- Process latest GTFS and custom data

Marketing Terms

- Willingness to work with Remix to develop a case study, mutually agreeable press release, ability to use Customer as a reference

Projected Return on Investment

Specific benefits to Metro in a Remix procurement include:

- Optimizes multi-step procedures of the service planning workflow;
- Supports faster analysis of potential route and schedule changes;
- Facilitates more expedient, accurate, and detailed responses to service requests;
- Enables Metro staff freedom and time savings to explore more creative solutions to routing and scheduling challenges via scenario planning;

Attachment A

- Permits instant transit-related geospatial demographic analyses without specialized GIS software or expertise;
- Encourages efficient communication between internal staff for faster decision-making;
- Enhances communication and participation with the public.

As a software as service product, the timeline for implementing the system pending purchase approval is abbreviated. The Remix team require 1 to 2 days to create user logins and review requested geospatial layers. With the license agreement, For the first (2) months, the Remix team will work directly with clients to identify the first project and provide a project-specific training via workshops, individual sessions, and video guides to ensure that progress on this project is advanced. After (6) months, the Remix team helps to develop measures that document a Return on Investment Report, sets yearly goals, manage renewals, and plan ahead. The expected time to see return on investment is expected within this timeframe.

**Bi-State Development
Operations Committee
Agenda Item
October 18, 2016**

From:	Raymond A. Friem, Executive Director Metro Transit
Subject:	Comprehensive Operational Analysis Procurement of Services
Disposition:	Approval
Presentation:	Raymond A. Friem, Executive Director Metro Transit; Jessica N. Mefford-Miller, Chief of Planning and System Development

Objective:

To obtain the Operations Committee's approval for Bi-State Development to seek a contract with a firm to provide technical assistance in order to conduct a comprehensive operational assessment of the region's future needs for Metro Transit's MetroBus system. The project goal will be to provide Metro transit with a set of recommendations for phased improvements and innovations to the transit system that would improve the effectiveness of and affinity for our transit service package with a goal of attracting new riders to the transit system. While Metro has been recognized nationally for operating one of the most efficient transit operations in the nation; the region, technology and transportation options are advancing at a rapid pace. This work is required to continue in our leadership role as we plan for the region's transit needs of the future. The cost estimate for this project is set at \$350,000.

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:

This request can be accommodated within the FY17-18 Operating Budget.

Background:

The Metro Transit System has undergone several service transformations over the past decade. *Metro Redefined*, initiated in 2004, transformed the transit system into a hub-and-spoke service model that no longer required transit to downtown in order to travel to an ultimate destination. The service has evolved over time and has been adapted to include one major light rail expansion (2006). The concept has seen the introduction of several new transit centers to facilitate passenger travel needs. Metro's 2010 *Moving Transit Forward* long-range plan also identified several options for transit investment, including light rail and bus rapid transit corridors. The region is reviewing several different light rail options which are in various stages of planning. Metro, working with our regional partners, completed the corridor study for Bus Rapid Transit Corridors

In addition to enhancing Metro's network of high-performance transit, Metro envisions a transit system that continues to be forward-looking and responsive to the evolving needs of the region we serve. Metro Transit is recognized as one of the most efficient transit systems in the United States and is committed to continuing to provide quality transit service to the St. Louis region.

This comprehensive operational assessment process will combine the study of leading trends, industry best practices and public input with Metro's experience and expertise. The result will be the creation of a transit plan built on continuous innovation and constant focus on delivering high-quality transit that will meet the needs of the St. Louis region for the foreseeable future.

Our plan is to explore the implementation or adjustment of service levels including route frequency and spacing; and service types which may include local service, limited service, express service, priority routes, demand responsive service, or hybrid transportation network provider / fixed-route service. We are actively testing new vehicle types including electric and hybrid vehicles, and this work should help identify likely routes or markets for alternative vehicle types.

The selected firm or team that would operate as an extension of Metro staff to evaluate the existing transit system and make recommendations for service adjustments that will result in service that is even more productive and more attractive for our customers. This assessment will result in:

- Detailed analysis of existing system performance, including productivity, ridership drivers, and financial capacity for service adjustments;
- A public involvement process that engages and informs public officials, technical stakeholders, Metro customers and the general public;
- Development of potential service concepts for staff, stakeholder and public consideration;
- An implementation plan for incremental service adjustments;
- Title VI “Equity Analysis” to evaluate the potential impacts of these recommended service changes on protected groups;
- An update to Metro’s service standards document, which will serve as a new guidebook for those measures which guide transit service provision, including standards for service frequency; route spacing; passenger loading; service productivity; span of service; and customer satisfaction.

Analysis:

This comprehensive operational assessment will result in a strategy of service adjustments that could be implemented over time, up to a five-year period, without significant additional operating resources. The first major effort in this project will be optimizing MetroBus routes that utilize the Civic Center Transit Center (CCTC) as a major hub.

In order to accomplish this task, Metro intends to engage a consulting firm as both an extension of staff and as subject matter experts to assist in the performance of this assessment and contribute to the overall success of the project.

The timeliness of the Board schedule is a contributing factor in this request. The timeframe for accomplishment is to release an RFP, receive proposals and award a contract by December 31, with active work being accomplished at the start of 2017. The Board schedule will not permit an award until February of 2017, at which point we will be within 4 – 6 months of opening of the Civic Center Transit Center.

Committee Action Requested:

Management recommends that the Operations Committee approve and forward to the Board of Commissioners approval authorizing the President and CEO of Bi-State Development to award a consulting services contract, achieved through competitive procurement, in an amount not to exceed \$350,000 in order to perform Comprehensive Operational Analysis for the enhancement of the Metro Transit System.

**Bi-State Development
Operations Committee
Agenda Item
October 18, 2016**

From: Jennifer S. Nixon, Executive Director of Tourism Innovation
Subject: Jefferson National Expansion Memorial (JNEM) Gateway Arch Exhibit Rehabilitation – Additional Project Scope
Disposition: Approval
Presentation: Chance M. Baragary, Manager Gateway Arch Construction; Larry B. Jackson, Executive Vice President – Administration

Objective:

To obtain the Operations Committee’s approval for use of additional funds to pursue increased scope in the Jefferson National Expansion Memorial (**JNEM**) Gateway Arch Exhibit Rehabilitation project. Additional funds will be used to increase an existing contract with Conference Technologies, Inc., who is performing all other project work.

Board Policy:

In accordance with *Board Policy Chapter 50, Sections 50.010(A)(8) and 50.010(E)(1)(b)*, Board of Commissioners’ approval is required for non-competitive procurements which exceed \$100,000.

This contract was competitively bid, but only one offeror responded thus the solicitation was converted to a negotiated procurement. The additions in scope covered by this amendment were not included in the initial bid specifications, therefore, must be considered as “sole source” changes.

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 8.6% of all procurements over the last four quarters.

Funding Source:

Per the Design & Construction Agreement for the Jefferson National Expansion Memorial Gateway Arch Exhibit Rehabilitation Project, this project is fully funded by the JNEM Beneficial Fund.

Background:

The JNEM Gateway Arch Exhibit Rehabilitation project is being pursued to further complement the new visitor experience that will be primarily provided by projects underway in the City-Arch-River (**CAR**) effort. This project will extend the experience beyond the limits of the CAR effort, providing new exhibit items in the Tram Load Zones. On September 25, 2015, the Board of Commissioners approved award of a sole source contract to Conference Technologies, Inc. (**CTI**) for installation of these exhibits, which is planned to begin in earnest on November 28, 2016, the first day of a planned tram outage necessary to complete the separate Motor-Generator Sets Replacement project.

As exhibit installation planning for the Tram Load Zones matured, the National Park Service and Bi-State Development jointly recognized and agreed that additional improvements to the spaces are prudent, and that immediately prior to exhibit installation is the ideal time to pursue the additional scope of work. The desired scope additions consist primarily of the following two items:

- **HVAC Upgrade:** As the CAR effort makes available an improved heating and cooling system for the remainder of the facility, an opportunity exists to tie the dated systems in the Tram Load Zones to the new system, enabling more reliable climate control for these spaces that are exposed to constant visitor traffic and new, critical exhibit equipment.
- **South Floor Closure:** The existing South Tram Load Zone has a floor configuration that does not match the North Tram Load Zone, but is rather angled with a large portion open from the main level to the lower level. Partially closing this opening will make the south space similar to the north, allowing a more consistent visitor experience and improved appreciation of the new exhibits.

Analysis:

The Board approved the initial contract to CTI, for an amount of \$2,580,000. Following Board approval, negotiations with CTI led to an award amount of \$2,244,420, leaving \$335,580 of contingency available. Uses for a portion of this contingency have been identified, leaving a balance of approximately \$275,000. The maximum expected cost for the two additional scope items outlined above is \$984,000, including a 10% contingency, resulting in an expected need for additional funds not to exceed \$709,000. Funds are available in the JNEM Beneficial Fund to offset these additional costs.

Negotiations for these additional work items are ongoing with CTI, but it is expected that the requested additional funds will suffice to allow pursuit of the additional work. Contract modifications will only be completed after management has determined that individual proposals are fair and reasonable.

Committee Action Requested:

Management recommends that the Operations Committee approve, and refer to the Board of Commissioners for approval, this use of additional funds and modification of contract to CTI to pursue increased scope in the JNEM Gateway Arch Exhibit Rehabilitation project in an amount not to exceed \$709,000.

**Bi-State Development
Agenda Item
Operations Committee
October 18, 2016**

From: Jennifer S. Nixon, Executive Director – Tourism Innovation
Subject: **Gateway Arch and Gateway Arch Riverboats Credit Card Processing Contract With Chase Paymentech**
Disposition: Approval
Presentation: Jennifer S. Nixon, Executive Director – Tourism Innovations; Sarah E. Clarke, Acting Director, Gateway Arch

Objective:

To present to the Operations Committee for approval a request to enter into a Merchant Application and Agreement with Chase Paymentech for a three year period from February 1, 2017, to February 1, 2020, for an estimated amount of \$664,260 or annual average of \$221,420.

Board Policy:

Chapter 50 *Purchasing*, Section 50.010 *Procurement and Contract Administration*, (E) *Award Authority* states:

1. The Board of Commissioners shall approve the following procurements:
 - a. Competitive Negotiation Procurements which exceed \$500,000
 - b. Non-Competitive Procurements which exceed \$100,000
 - c. Procurements for a contract term, including options, which exceed five (5) years
 - d. Procurements which exceed the amounts budgeted or otherwise approved by the Board of Commissioners for such project, function or service

Funding Source:

This contract would be funded through the operating budgets for the Gateway Arch and Gateway Arch Riverboats.

Background:

In March 2016, a new ticketing software system (Galaxy by Gateway Ticketing Systems) was implemented for in-person, phone, and online ticket sales as well as event reservations at the Gateway Arch and Gateway Arch Riverboats. At the time of implementation, the current credit card processor, Bank Of America Merchant Services (**BAMS**) was set up through a work around in order to meet the implementation deadline. BAMS is not able to be fully integrated with Galaxy, as the configuration requirements call for an additional on-site payment server and payment gateway (PayFlowPro). The on-site payment server adds an increased level of risk and the use of PayFlowPro adds to the overall expenses associated with processing credit cards.

The configuration documentation from Gateway Ticketing Systems lists two processors that can fully integrate with Galaxy – Chase and First Data. Having received quotes from Chase Paymentech, First Data, and Solupay (Chase reseller), Chase Paymentech has been determined to be the provider that meets both the configuration requirements as well as has proposed fees and charges for the variable costs that are estimated to be lower than the others. First Data proposed estimated fees and charges that were lower than Chase but First Data's configuration requirements for Galaxy call for an on-site server that would retain customer credit card data.

There are two types of credit card processing fees and charges – fixed interchange fees and variable transaction fees and charges. The fixed interchange fees are predetermined and the same for each processor. The variable transaction fees and charges are set by the individual processors generally as their individual company's costs associated with processing transactions.

Below are examples of variable transaction fees and charges taken from the proposal received for this contract.

	BAMS	First Data	Chase
Authorization Fee	\$0.10	\$0.05	\$0.035
Amex Fee	\$0.11	\$0.05	\$0.035
% on MC Volume	0.005%	0.000%	0.050%

The annual amount for credit card processing fees and charges are estimated figures because both the fixed and variable costs are based on the number of transactions as well as the types of credit cards used to purchase tickets. In order to estimate an annual amount, a generally accepted industry estimating method is to use 2% to 2.25% of revenue from credit card sales. It is important to note that the Arch's revenue will increase over the next three years due to increased visitations and an increase to tram and riverboat ticket prices. Currently, 79% of total revenue collected comes from credit card sales/transactions.

Historical Data

Revenue Source	FY14	FY15	FY16
Tram revenue	\$4,235,144	\$3,916,017	\$4,006,311
NPS Entry fee collected	\$1,634,717	\$1,435,512	\$976,858
Riverboat revenue	\$1,695,804	\$1,166,006	\$1,588,322
Total Revenue	\$7,565,665	\$6,517,535	\$6,571,490
Total Credit Card fees	\$157,307	\$147,918	\$137,691
CC fee / Total Revenue	2.08%	2.27%	2.10%

Analysis:

The contract with Chase Paymentech would allow for credit processing to be fully integrated with the Galaxy ticketing software, reduce the risk associated with processing credit card transactions, and reduce the costs associated with a third party online payment gateway. The table below summarizes the estimated annual costs based upon the current budgeted (projected) revenue figures for Fiscal Years 17, 18 and 19.

Forecast

Revenue Source	FY17	FY18	FY19
Tram revenue	\$6,030,668.03	\$7,222,697.45	\$7,223,237.81
NPS Entry fee collected	\$1,130,253.00	\$1,362,690.75	\$1,362,690.75
Riverboat revenue	\$2,095,005.74	\$2,193,215.38	\$2,275,373.80
Total	\$9,255,926.77	\$10,778,603.58	\$10,861,302.36
Est. CC fee % of revenue	X 2.15%	X 2.15%	X 2.15%
Total Estimated Credit Card Fees	\$199,002.43	\$231,739.98	\$233,518.00

Committee Action Requested:

Management recommends that the Operations Committee approve and refer to the Board of Commissioners for approval, to enter into a Merchant Application and Agreement with Chase Paymentech for a three year period from February 1, 2017 to February 1, 2020 for an estimated amount of \$664,260 or annual average of \$221,420.

Open Session Item

10

**Bi-State Development
Operations Committee
Agenda Item
October 18, 2016**

From: John M. Nations, President and CEO
Subject: **Revision to Board Policies Chapter 10, Section 10.020, Article IV - *Committees of the Board*; Section 10.040 - *Standing Committees*; and Section 10.050 - *Ad Hoc Committees***
Disposition: Approval
Presentation: Barbara Enneking, General Counsel

Objective:

To present to the Operations Committee for approval and referral to the Board of Commissioners, a request to revise Chapter 10 of the Board Policies, Section 10.020, Article IV – *Committees of the Board*; Section 10.040 – *Standing Committees*, and Section 10.050 – *Ad Hoc Committees*. The objective of the revision is to update the Policies to reflect the new Committee Structure which will begin in 2017. The Current Policies, Proposed Policies (Redlined), and Proposed Policies (Final) are attached.

Previous Board Action:

At its meeting on September 23, 2016, the Board discussed the Committee structure for the upcoming year and agreed that beginning in January 2017, there would be just two working Committees of the Board – the Operations Committee and the Audit, Finance & Administration Committee. It was discussed that the current Finance & Administration Committee will be combined with the current Audit Committee to form the new Audit, Finance & Administration Committee. The Business Services & Economic Development Committee will be eliminated, and all items pertaining to the Agency’s operating enterprises will be presented to the Operations Committee.

Current Board Policy:

Board Policies, Section 10.020, Article IV – *Committees of the Board* (**Attachment 1**), Section 10.040, *Board and Committee Meetings*, and Section 10.050 *Ad Hoc Committees* (**Attachment 4**).

Funding Source:

No funding source is required to revise the Board Policies.

Background:

This issue was discussed at the Board Meeting on September 23, 2016. Mr. Nations brought up the current Committee structure and solicited input from the Board regarding the Committee meeting schedule for 2017. It was brought to the attention of the Board that during 2016, every time there were three Committee meetings scheduled during the month, one of the meetings was canceled. There was discussion of utilizing the Board’s time more efficiently, and that a structure consisting of two working Committees would better serve the Board’s interests.

There was agreement among the Commissioners that beginning in 2017, there would be just two working Committees of the Board – the Operations Committee and the Audit, Finance & Administration Committee. The current Finance & Administration Committee will be combined with the current Audit Committee to form the new Audit, Finance & Administration Committee. The Business Services & Economic Development Committee will be eliminated, and all items pertaining to the Agency's operating enterprises will be presented to the Operations Committee.

Mr. Nations was directed to place this matter on a Committee agenda during October, with the matter to be taken back to the Board at the November meeting.

Analysis:

The Board Policies, Section 10.020, Article IV – *Committees of the Board*, Section 10.040 - *Standing Committees*; and Section 10.050 - *Ad Hoc Committees*, need to be updated in order to conform to the Committee structure that will be in place beginning January 2017.

Committee Action Requested:

It is recommended that the Operations Committee approve and refer to the Board of Commissioners for approval the revisions to the Board Policies, Section 10.020, Article IV – *Committees of the Board*; Section 10.040 - *Standing Committees*; and Section 10.070 - *Ad Hoc Committees*.

In addition, it is recommended that the Chairman of the Board of Commissioners designate that the proposed revisions to Board Bylaws and Policies not be tabled pursuant to *Article VI(D)* of the Board Policies, as it is in the best interest of the Agency that these revised Board Policies be approved at the Board Meeting on November 18, 2016.

Attachments:

1. Current Board Policy, Chapter 10, Section 10.020 Article IV, *Committees of the Board*
2. Redlined Proposed Board Policy, Chapter, Section 10.020, Article IV, *Committees of the Board*
3. Final Proposed Board Policy, Chapter 10, Section 10.020, Article IV, *Committees of the Board*
4. Current Board Policies Section 10.040 – *Standing Committees*, and Section 10.050 – *Ad Hoc Committees*
5. Redlined Proposed Board Policies Section 10.040 – *Standing Committees*, and Section 10.050 – *Ad Hoc Committees*
6. Final Proposed Board Policies Section 10.040 – *Standing Committees*, and Section 10.050 – *Ad Hoc Committees*

Open Session Item 10
Attachment 1

SECTION 10.020, ARTICLE IV – COMMITTEES OF THE BOARD (revised 8/26/10, 11/18/11)

A. Executive Committee. There shall be an Executive Committee of the Board, which shall have the duties and powers enumerated herein and such other duties, and powers as may be prescribed by the Compact or other Board Policy. The Executive Committee shall be composed of the officers of the Board. The Executive Committee shall perform the following general functions and such other matters as may be referred to the Executive Committee from time to time:

1. Assist the Chair in reviewing all major policy issues and public policies affecting the strategic direction of the Agency
2. Assist the Chair in ensuring that the Agency's continuing direction is consistent with its stated mission and goals
3. Review management recommendations regarding human resource issues and collective bargaining agreements
4. Review and recommend action on matters requiring Commission approval

B. Other Committees (revised 8/26/10 and 11/18/11). Unless otherwise provided by Board Policy, applicable law, or agreements providing the establishment of committees, the Board Chairman shall, subject to such conditions as may be prescribed by the Board, appoint Board Commissioners to serve as members of standing committees of the Board. All standing committee members shall be appointed for a term of two years beginning in June of alternate years, or until their successors are appointed. Unless otherwise provided by Board Policy, or applicable law or agreement, the Board Chairman shall designate one Commissioner to serve as the chairman of each committee.

In appointing both committee members and committee chairmen, the Board Chairman shall ensure that both Missouri and Illinois Commissioners are fairly represented. Each committee shall be comprised of three or more Commissioners, and shall be supported by Agency staff members whose positions in the Agency are appropriate to the purposes and responsibilities of that committee. Should a Commissioner vacate a committee position for any reason during his/her appointed term, or should the Board create a new committee, the Board Chairman shall appoint another Commissioner or Commissioners to fill such vacancy, or new committee positions, as soon as practicable.

Standing committees shall include a Nominating Committee, an Audit Committee, a Finance & Administration Committee, a Planning Committee, an Operations Committee, and a Business Services & Economic Development Committee. In addition, the Board may, by motion or resolution, appoint other standing or temporary committees as it deems necessary and assign them such duties and powers as may be required to fulfill their purpose.

SECTION 10.020, ARTICLE IV – COMMITTEES OF THE BOARD (revised 8/26/10, 11/18/11)

A. Executive Committee. There shall be an Executive Committee of the Board, which shall have the duties and powers enumerated herein and such other duties, and powers as may be prescribed by the Compact or other Board Policy. The Executive Committee shall be composed of the officers of the Board. The Executive Committee shall perform the following general functions and such other matters as may be referred to the Executive Committee from time to time:

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In appointing both committee members and committee chairmen, the Board Chairman shall ensure that both Missouri and Illinois Commissioners are fairly represented. Each committee shall be ~~comprised~~ composed of three or more Commissioners, and shall be supported by Agency staff members whose positions in the Agency are appropriate to the purposes and responsibilities of that committee. Should a Commissioner vacate a committee position for any reason during his/her appointed term, or should the Board create a new committee, the Board Chairman shall appoint another Commissioner or Commissioners to fill such vacancy, or new committee positions, as soon as practicable.

Standing committees shall include an Executive Committee, a Nominating Committee, an Audit, Finance & Administration Committee, ~~a Finance & Administration Committee~~, a Planning Committee, and an Operations Committee, ~~and a Business Services & Economic Development Committee~~. In addition, the Board may, by motion or resolution, appoint other standing or temporary committees as it deems necessary and assign them such duties and powers as may be required to fulfill their purpose.

SECTION 10.020, ARTICLE IV – COMMITTEES OF THE BOARD (revised 8/26/10, 11/18/11)

A. Executive Committee. There shall be an Executive Committee of the Board, which shall have the duties and powers enumerated herein and such other duties, and powers as may be prescribed by the Compact or other Board Policy. The Executive Committee shall be composed of the officers of the Board. The Executive Committee shall perform the following general functions and such other matters as may be referred to the Executive Committee from time to time:

1. Assist the Chair in reviewing all major policy issues and public policies affecting the strategic direction of the Agency
2. Assist the Chair in ensuring that the Agency's continuing direction is consistent with its stated mission and goals
3. Review management recommendations regarding human resource issues and collective bargaining agreements
4. Review and recommend action on matters requiring Commission approval

B. Other Committees (revised 8/26/10 and 11/18/11). Unless otherwise provided by Board Policy, applicable law, or agreements providing the establishment of committees, the Board Chairman shall, subject to such conditions as may be prescribed by the Board, appoint Board Commissioners to serve as members of standing committees of the Board. All standing committee members shall be appointed for a term of two years beginning in June of alternate years, or until their successors are appointed. Unless otherwise provided by Board Policy, or applicable law or agreement, the Board Chairman shall designate one Commissioner to serve as the chairman of each committee.

In appointing both committee members and committee chairmen, the Board Chairman shall ensure that both Missouri and Illinois Commissioners are fairly represented. Each committee shall be composed of three or more Commissioners, and shall be supported by Agency staff members whose positions in the Agency are appropriate to the purposes and responsibilities of that committee. Should a Commissioner vacate a committee position for any reason during his/her appointed term, or should the Board create a new committee, the Board Chairman shall appoint another Commissioner or Commissioners to fill such vacancy, or new committee positions, as soon as practicable.

Standing committees shall include an Executive Committee, a Nominating Committee, an Audit, Finance & Administration Committee, a Planning Committee, and an Operations Committee. In addition, the Board may, by motion or resolution, appoint other standing or temporary committees as it deems necessary and assign them such duties and powers as may be required to fulfill their purpose.

Open Session Item 10
Attachment 4

Attachment 4 (Current)

Section 10.040 Standing Committees (revised 5/22/09, 8/26/10; 3/25/11, 11/18/11)

A. Executive Committee (revised 8/26/10) The Executive Committee shall be composed of the officers of the Board, and shall perform its functions pursuant to the provisions of the Board Bylaws.

B. Committee Formation and Appointment of Members (revised 8/26/10) The Committees of the Board shall consist of those established pursuant to the Board Bylaws, and the appointment of members to the committees is governed by the provisions of the Bylaws. In addition to the regular assigned committee staff, a committee may request that any officer or employee of the Agency, the Agency's outside counsel, its independent auditors or actuaries, or other outside consultants attend a particular committee meeting or meetings for the purpose of providing information or advice.

C. Standing Committees (Revised 8/26/10, 03/25/11 and 11/18/11)

1. NOMINATING COMMITTEE. The purpose of this Committee is to recommend a slate of officers to serve for the following year, which slate shall be presented to the Board for approval in June of each year. The Chairman of the Board shall appoint the members of the Nominating Committee, which shall be comprised of two Missouri Commissioners and two Illinois Commissioners.

2. AUDIT COMMITTEE (Revised 03/25/11, 11/18/11). The purpose of this Committee is to assist the Board in the oversight of the Agency's management and operations, including the integrity of its financial statements, the appointment and performance of its internal and external auditors and its compliance with all legal and regulatory requirements. It shall have the authority, to the extent it deems necessary, to conduct investigations and to retain independent consultants in connection with its responsibilities.

Specific responsibilities include, but are not limited to the following:

- To review the Agency's major financial risk exposures and the adequacy of the Agency's risk management assessment and control policies.
- To directly oversee the planning, staffing and work of any independent auditors retained to perform the annual financial audit of the Agency and issue an audit report, or to perform other audits, reviews or attests services.
- To appoint and directly oversee the work of the Director of Internal Audit and the Internal Audit Department staff, including reviewing all significant reports prepared by the internal auditing department, reviewing the internal audit plan for each upcoming year, and annually evaluating the performance of the Director of Internal Audit.

OTHER RELEVANT BOARD POLICY SECTIONS

SECTION 10.020 BOARD BY-LAWS

SECTION 30.010 ANNUAL AUDIT

SECTION 30.020 INTERNAL AUDIT

3. **FINANCE & ADMINISTRATION COMMITTEE** (revised 11/18/11). The purpose of this Committee is to assist the Board in overseeing the Agency's financial management, including the development of its capital and operating budgets, its cash management policies and procedures, and its policies and procedure for investments and the issuance of debt; implementing its pension, health and welfare benefits; and providing input and advocacy for the implementation of the Agency's legislative, regulatory and public relations plans. Specific responsibilities include, but are not limited to the following:

- To periodically review the Agency's financial status, its fiscal policies and procedures, its guidelines for issuing debt, and the investment of its cash reserves, and report any significant findings to the Board.
- To review the Agency's operating and capital budgets, its investment profile and performance, the Registration Statements filed with the SEC, and the Agency's business plan.
- To review and discuss the Agency's quarterly financial statements with Agency management and the Agency's internal auditor.
- To provide overall guidance with respect to the establishment, maintenance and administration of the Agency's pension, health and welfare benefits.
- Ensure that all pension and health plans are administered in accordance with statutory and regulatory requirements, and in a uniform and non-discriminatory manner.
- To review all proposed changes or amendments to the Agency's pension or health plans, and make recommendations to the Board regarding further Board actions that may be required.

- To ensure that each of the Agency's four Pension Plans is being funded in accord with actuarial recommendations, and that the investment of funds for each Plan is based on independent advice from qualified outside professionals and is within the parameters of the Plan's investment policy.
- To monitor legislative, regulatory and public relations issues facing the Agency and to advise and make recommendations regarding the Agency's plans in these areas.

4. PLANNING COMMITTEE (revised 11/18/11). The purpose of this Committee is to assist the appropriate Agency staff with the implementation and periodic updating of the Agency's Long-Range Transit Plan, and to provide general advice on overall long-range and strategic planning for the Agency.

1. OPERATIONS COMMITTEE (revised 11/18/11). The purpose of this Committee is to provide operational and program oversight of all current and proposed operations plans to ensure that such plans accord with the strategic direction set for the Agency by the Board. The Committee will:

- Regularly review guidelines for the execution of the transit service, including system performance, geographical coverage, levels of service, and consumer interfaces.
- Monitor system safety issues and system performance in conformance with regulatory requirements under programs such as Title VI and ADA.
- Review management's recommendations concerning development opportunities created by the Agency's expansions of service and investments in infrastructure, and review activities supporting the implementation of the Moving Transit Forward Plan including regular updates of same.
- Make regular reports of its findings and/or recommendations to the full Board of Commissioners.

2. BUSINESS SERVICES & ECONOMIC DEVELOPMENT COMMITTEE (revised 11/18/11). The purpose of this Committee is to oversee the operations of the Arch, Arch Parking Garage, St. Louis Downtown Airport, riverboats and any other of the Agency's non-transit related business entities; to advise the Agency on its goal of increasing community awareness of and support for public transit; and to identify and foster partnerships with regional civic and business entities in order to enhance economic development. Economic development should be focused on the Agency fostering a regional foundation for private investment and job creation, and approaching such with an emphasis on the Agency's return on project investment.

Section 10.050 Ad Hoc Committees

A. Membership. The Chair will appoint membership of Ad Hoc Committees and they will contain the appropriate number and mix of Commissioners to accomplish the tasks of the committee. Ad Hoc Committees can be a committee of the whole.

B. Purpose. Ad Hoc Committees shall consider such issues as appropriate for that particular committee. Examples of Ad Hoc committees include, but are not limited to; Executive Search Committee, General Counsel Selection Committee, and Interim Management Committee.

C. St. Clair MetroLink Policy and Management Oversight Committee

1. Membership. The St. Clair MetroLink Policy and Management Oversight Committee is established by a Memorandum of Agreement between the Agency and the St. Clair County Transit District (the “St. Clair MetroLink Memorandum of Agreement”) and shall be composed of seven (7) members of which three (3) shall be appointed by the Chair, three (3) shall be appointed by the St. Clair County Transit District, and one (1) shall be appointed by the St. Clair County Board, and shall have additional ex-officio members from IDOT and FTA.

2. Purpose. The MetroLink Policy and Management Oversight Committee shall perform the following general functions and such other matters as may be provided in the St. Clair MetroLink Memorandum of Agreement or referred to the Committee from time to time with respect to the St. Clair MetroLink Extension Project:

- a. Consider and recommend approval of the Project Management Plan, overall project policy, and significant deviations from approved budgets, indirect cost allocation
- b. Conduct overall Project oversight
- c. Review the monthly Project cost and schedule reports
- d. Assure compliance with Board policy and the Project Management Plan
- e. Review and recommend action on Project matters requiring Commission approval

Open Session Item 10
Attachment 5

Attachment 5 (Redlined)

Section 10.040 Standing Committees (revised 5/22/09, 8/26/10; 3/25/11, 11/18/11)

A. Executive Committee (revised 8/26/10) The Executive Committee shall be composed of the officers of the Board, and shall perform its functions pursuant to the provisions of the Board Bylaws.

B. Committee Formation and Appointment of Members (revised 8/26/10) The Committees of the Board shall consist of those established pursuant to the Board Bylaws, and the appointment of members to the committees is governed by the provisions of the Bylaws. In addition to the regular assigned committee staff, a committee may request that any officer or employee of the Agency, the Agency's outside counsel, its independent auditors or actuaries, or other outside consultants attend a particular committee meeting or meetings for the purpose of providing information or advice.

C. Standing Committees (Revised 8/26/10, 03/25/11 and 11/18/11)

1. NOMINATING COMMITTEE. The purpose of this Committee is to recommend a slate of officers to serve for the following year, which slate shall be presented to the Board for approval in June of each year. The Chairman of the Board shall appoint the members of the Nominating Committee, which shall be ~~comprised~~ composed of two Missouri Commissioners and to Illinois Commissioners.

2. AUDIT, FINANCE & ADMINISTRATION COMMITTEE (Revised 03/25/11, 11/18/11). The purpose of this Committee is to assist the Board in the oversight of the Agency's financial management and operations, including the integrity of its financial statements, the appointment and performance of its internal and external auditors and its compliance with all legal and regulatory requirements. It shall have the authority, to the extent it deems necessary, to conduct investigations and to retain independent consultants in connection with its responsibilities. Additionally, the Committee has oversight of the development of the Agency's capital and operating budgets, its cash management policies and procedures, and its policies and procedure for investments and the issuance of debt; implementing its pension, health and welfare benefits; and providing input and advocacy for the implementation of the Agency's legislative, regulatory and public relations plans.

Specific responsibilities include, but are not limited to the following:

- To review the Agency's major financial risk exposures and the adequacy of the Agency's risk management assessment and control policies.
- To directly oversee the planning, staffing and work of any independent auditors retained to perform the annual financial audit of the Agency and issue an audit report, or to perform other audits, reviews or attests services.
- To appoint and directly oversee the work of the Director of Internal Audit and the Internal Audit Department staff, including reviewing all significant reports prepared by the internal auditing department, reviewing the internal audit plan for each upcoming year, and annually evaluating the performance of the Director of Internal Audit.

OTHER RELEVANT BOARD POLICY SECTIONS

SECTION 10.020 BOARD BY-LAWS

SECTION 30.010 ANNUAL AUDIT

SECTION 30.020 INTERNAL AUDIT

~~3. **FINANCE & ADMINISTRATION COMMITTEE** (revised 11/18/11). The purpose of this Committee is to assist the Board in overseeing the Agency's financial management, including the development of its capital and operating budgets, its cash management policies and procedures, and its policies and procedure for investments and the issuance of debt; implementing its pension, health and welfare benefits; and providing input and advocacy for the implementation of the Agency's legislative, regulatory and public relations plans. Specific responsibilities include, but are not limited to the following:~~

- To periodically review the Agency's financial status, its fiscal policies and procedures, its guidelines for issuing debt, and the investment of its cash reserves, and report any significant findings to the Board.
- To review the Agency's operating and capital budgets, its investment profile and performance, the Registration Statements filed with the SEC, and the Agency's business plan.
- To review and discuss the Agency's quarterly financial statements with Agency management and the Agency's internal auditor.
- To provide overall guidance with respect to the establishment, maintenance and administration of the Agency's pension, health and welfare benefits.
- Ensure that all pension and health plans are administered in accordance with statutory and regulatory requirements, and in a uniform and non-discriminatory manner.
- To review all proposed changes or amendments to the Agency's pension or health plans, and make recommendations to the Board regarding further Board actions that may be required.

- To ensure that each of the Agency's four Pension Plans is being funded in accord with actuarial recommendations, and that the investment of funds for each Plan is based on independent advice from qualified outside professionals and is within the parameters of the Plan's investment policy.
- To monitor legislative, regulatory and public relations issues facing the Agency and to advise and make recommendations regarding the Agency's plans in these areas.
- The Committee will also review and make recommendations to the Board of Commissioners on such other matters as the Board of Commissioners or the Committee may deem appropriate at any time or from time to time.

43. PLANNING COMMITTEE (revised 11/18/11). The purpose of this Committee is to assist the appropriate Agency staff with the implementation and periodic updating of the Agency's Long-Range Transit Plan, and to provide general advice on overall long-range and strategic planning for the Agency.

4. OPERATIONS COMMITTEE (revised 11/18/11). The purpose of this Committee is to oversee all aspects of the Agency's operations, including the operations of Metro Transit, the St. Louis Regional Freightway, Bi-State Development Research Institute, Tourism Innovation Division (Arch, Riverboats), St. Louis Downtown Airport, the Economic Development Division, and any other of the Agency's business enterprises, whether now existing or hereafter arising. It is to provide operational and program oversight of all current and proposed operations plans to ensure that such plans accord with the strategic direction set for the Agency by the Board. The Committee will:

- Regularly review guidelines for the execution of the transit service, including system performance, geographical coverage, levels of service, and consumer interfaces.
- Monitor system safety issues and system performance in conformance with regulatory requirements under programs such as Title VI and ADA.
- Review management's recommendations concerning development opportunities created by the Agency's expansions of service and investments in infrastructure, and review activities supporting the implementation of the Moving Transit Forward Plan including regular updates of same.
- Review management's recommendations on the Agency's goal of increasing community awareness of and support for public transit; and to identify and foster partnerships with regional civic and business entities in order to enhance economic development. Economic development should be focused on the Agency fostering a regional foundation for private investment and job creation, and approaching such with an emphasis on the Agency's return on project investment.
- Make regular reports of its findings and/or recommendations to the full Board of Commissioners.

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~~2. BUSINESS SERVICES & ECONOMIC DEVELOPMENT COMMITTEE (revised 11/18/11). The purpose of this Committee is to oversee the operations of the Arch, Arch Parking Garage, St. Louis Downtown Airport, riverboats and any other of the Agency's non transit related business entities; to advise the Agency on its goal of increasing community awareness of and support for public transit; and to identify and foster partnerships with regional civic and business entities in order to enhance economic development. Economic development should be focused on the Agency fostering a regional foundation for private investment and job creation, and approaching such with an emphasis on the Agency's return on project investment.~~

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Section 10.050 Ad Hoc Committees

A. **Membership.** The Chair will appoint membership of Ad Hoc Committees and they will contain the appropriate number and mix of Commissioners to accomplish the tasks of the committee. Ad Hoc Committees can be a committee of the whole.

B. **Purpose.** Ad Hoc Committees shall consider such issues as appropriate for that particular committee. Examples of Ad Hoc committees include, but are not limited to; Executive Search Committee, General Counsel Selection Committee, and Interim Management Committee.

~~C. St. Clair MetroLink Policy and Management Oversight Committee~~

~~1. **Membership.** The St. Clair MetroLink Policy and Management Oversight Committee is established by a Memorandum of Agreement between the Agency and the St. Clair County Transit District (the "St. Clair MetroLink Memorandum of Agreement") and shall be composed of seven (7) members of which three (3) shall be appointed by the Chair, three (3) shall be appointed by the St. Clair County Transit District, and one (1) shall be appointed by the St. Clair County Board, and shall have additional ex-officio members from IDOT and FTA.~~

~~2. **Purpose.** The MetroLink Policy and Management Oversight Committee shall perform the following general functions and such other matters as may be provided in the St. Clair MetroLink Memorandum of Agreement or referred to the Committee from time to time with respect to the St. Clair MetroLink Extension Project:~~

~~a. Consider and recommend approval of the Project Management Plan, overall project policy, and significant deviations from approved budgets, indirect cost allocation~~

~~b. Conduct overall Project oversight~~

~~c. Review the monthly Project cost and schedule reports~~

~~d. Assure compliance with Board policy and the Project Management Plan~~

~~e. Review and recommend action on Project matters requiring Commission approval~~

Open Session Item 10
Attachment 6

Attachment 6 (FINAL)

Section 10.040 Standing Committees (revised 5/22/09, 8/26/10; 3/25/11, 11/18/11)

A. Executive Committee (revised 8/26/10) The Executive Committee shall be composed of the officers of the Board, and shall perform its functions pursuant to the provisions of the Board Bylaws.

B. Committee Formation and Appointment of Members (revised 8/26/10) The Committees of the Board shall consist of those established pursuant to the Board Bylaws, and the appointment of members to the committees is governed by the provisions of the Bylaws. In addition to the regular assigned committee staff, a committee may request that any officer or employee of the Agency, the Agency's outside counsel, its independent auditors or actuaries, or other outside consultants attend a particular committee meeting or meetings for the purpose of providing information or advice.

C. Standing Committees (Revised 8/26/10, 03/25/11 and 11/18/11)

1. NOMINATING COMMITTEE. The purpose of this Committee is to recommend a slate of officers to serve for the following year, which slate shall be presented to the Board for approval in June of each year. The Chairman of the Board shall appoint the members of the Nominating Committee, which shall be composed of two Missouri Commissioners and two Illinois Commissioners.

2. AUDIT, FINANCE & ADMINISTRATION COMMITTEE (Revised 03/25/11, 11/18/11). The purpose of this Committee is to assist the Board in the oversight of the Agency's financial management and operations, including the integrity of its financial statements, the appointment and performance of its internal and external auditors and its compliance with all legal and regulatory requirements. It shall have the authority, to the extent it deems necessary, to conduct investigations and to retain independent consultants in connection with its responsibilities. Additionally, the Committee has oversight of the development of the Agency's capital and operating budgets, its cash management policies and procedures, and its policies and procedure for investments and the issuance of debt; implementing its pension, health and welfare benefits; and providing input and advocacy for the implementation of the Agency's legislative, regulatory and public relations plans.

Specific responsibilities include, but are not limited to the following:

- To review the Agency's major financial risk exposures and the adequacy of the Agency's risk management assessment and control policies.
- To directly oversee the planning, staffing and work of any independent auditors retained to perform the annual financial audit of the Agency and issue an audit report, or to perform other audits, reviews or attests services.
- To appoint and directly oversee the work of the Director of Internal Audit and the Internal Audit Department staff, including reviewing all significant reports prepared by the internal auditing department, reviewing the internal audit plan for each upcoming year, and annually evaluating the performance of the Director of Internal Audit.

OTHER RELEVANT BOARD POLICY SECTIONS

SECTION 10.020 BOARD BY-LAWS

SECTION 30.010 ANNUAL AUDIT

SECTION 30.020 INTERNAL AUDIT

- To periodically review the Agency's financial status, its fiscal policies and procedures, its guidelines for issuing debt, and the investment of its cash reserves, and report any significant findings to the Board.
- To review the Agency's operating and capital budgets, its investment profile and performance, the Registration Statements filed with the SEC, and the Agency's business plan.
- To review and discuss the Agency's quarterly financial statements with Agency management and the Agency's internal auditor.
- To provide overall guidance with respect to the establishment, maintenance and administration of the Agency's pension, health and welfare benefits.
- Ensure that all pension and health plans are administered in accordance with statutory and regulatory requirements, and in a uniform and non-discriminatory manner.
- To review all proposed changes or amendments to the Agency's pension or health plans, and make recommendations to the Board regarding further Board actions that may be required.
- To ensure that each of the Agency's four Pension Plans is being funded in accord with actuarial recommendations, and that the investment of funds for each Plan is based on independent advice from qualified outside professionals and is within the parameters of the Plan's investment policy.
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**Bi-State Development
Agenda Item
Operations Committee Meeting
October 18, 2016**

From: Kent W. Swagler, CCEP
Director of Corporate Compliance and Ethics
Subject: **Compliance and Ethics “Five-Year Return on Investment Report”**
Disposition: Information
Presentation: Kent W. Swagler, Director of Corporate Compliance and Ethics

Objective

To provide the Operations Committee a five-year return on investment report since the Corporate Compliance and Ethics department was established in July 2011.

Board Policy

The Compliance Program is referenced in Chapter 100 of the Collected Board Policies of BSD. Although not required by a specific Board Policy, best practice recommends that the Director of Corporate Compliance & Ethics provide this update on the status of compliance and ethics program, requirements, and initiatives.

Funding Source

Not Applicable.

Background

The enclosed presentation will provide the current state of the Corporate Compliance and Ethics Program with respect to meeting its initial program requirements in 2011. The current status of compliance and ethics programs, initiatives, and training programs will also be presented.

Analysis

Analysis to be presented will include compliance requirements status and results of division reviews across the entire Agency.

Committee Action Requested

This material is presented to the Operations Committee for information only. It will also be presented to the Board of Commissioners on November 18, 2016.

Attachment: Corporate Compliance and Ethics “Five-Year Return on Investment Report” presentation as of September 2016.

BSD Corporate Compliance and Ethics:
A Five-year Return on Investment Report

Kent Swagler
Director

Agenda

- Original Corporate Compliance Objectives
- July – December 2011 Next Steps
- January – June 2012 Next Steps
- July 2012 Going Forward Next Steps
- Additional responsibilities since inception

Corporate Compliance Objectives

- Establish Vision and Mission for Corporate Compliance
 - **Vision:** *To improve **BSD's** legal compliance, business integrity, and employee quality that fosters a lawful and ethical business culture and customer-focused excellence by all Metro employees*
 - **Mission:** *Meeting and exceeding **BSD's** compliance requirements by providing cost-effective oversight capable of preventing or reducing unlawful or unethical conduct by all **BSD** employees*

July – December 2011 Objectives

- Establish Compliance Goals for BSD
 - *We all know what we must do to be legally and ethically compliant*
 - *Compliance information is consolidated and easily accessible by everyone*
 - *We are thoroughly trained on and knowledgeable of our Compliance requirements, and we practice them everyday*
 - *We have an effective and easy to use Compliance tools to:*
 - *Request information or advice*
 - *Report possible fraud, misconduct, or other activities that jeopardize Metro's legal standing or its reputation in confidence and without fear of retaliation*
 - *Respond promptly to reports, investigate them thoroughly, and take appropriate corrective actions*
 - *We comply in concert with all Divisions without duplicating effort*

July – December 2011 Next Steps

- Meet with all VPs/key department heads and solicit input
 - Done on a regular basis, conduct compliance reviews upon request
- Review all Board Policies;
 - Policy system co-administrator, review all published BSD policies and procedures, ensure mandatory employee reviews are completed
 - Completed policy reviews averted 14 grievance/legal proceedings (~\$1.5M in settlements)
- Retain Records Management/Destruction program
 - Revise Records Retention Policy and publish
 - Develop/conduct Records Retention Policy training program
 - Have assigned Records Managers / Information Security Managers for all divisions/departments; Conduct training annually
 - Conducting electronic records reviews for first time this year

July – December 2011 Next Steps

- Participate in Internal/External compliance reviews as required
- Consolidate/publish Agency Compliance requirements matrix by 9/30
 - Requirements grown from 250 to 343, reviews conducted annually; matrix recognized by FTA
 - All facility maintenance inspections now automatically scheduled in M5
- Managed resolution and closure of MO Department of Natural Resources (DNR) Underground Storage Tank (UST) issues 2011 – 2013
 - Avoided complete MetroBus shutdown (\$1M/week revenue for 4 weeks)
 - Five-year tank closure plan completed two years ahead of schedule

* New objective added since initial plan was published

July – December 2011 Next Steps

- Develop/implement Salaried Employee Code of Conduct by 11/30
 - Reviewed and published annually; includes conflict of interest coverage
- Develop/Publish FY 2012 Compliance review schedule by 12/31;
 - Reviews conducted annually throughout BSD since 2012
- Complete two Compliance training seminars/webinars by 12/31
 - All employees trained in 2013; new employees trained on their first day
 - Co-developed Workplace Violence Prevention training with Emergency Management; all employees have received training
 - Developed and conduct HIPAA training for affected employees
- Research 24/7 fraud hotline vendor support capabilities/costs
 - Procure and implement by March 2012 (\$10K initial; \$4K annual); active since September 2012
 - Access being provided to BSD vendors; implemented for EEO use (free)

* New objective added since initial plan was published

January – June 2012 Next Steps

- Update/implement Information Security policy by 2/29
 - Reviewed/published annually; all department managers trained annually
 - Addressed four potential data breach issues (averted ~\$0.5M in fines)
 - Payment Card Industry (PCI) compliance project in process
- Work with Divisions to develop:
 - Initial/recurring employee training program by 6/30
 - Now provide Compliance/Ethics, Workplace Violence Prevention, HIPAA, Records/Information Security, Policy Management training
 - Held during all shifts; saved over \$75K in overtime costs
 - Procure/implement training/certification data management system
 - Internal Business Continuity plans; FTA-based Continuity of Operations Plan in place since June 2013; revised for new BSD organization, new HQ

* New objective added since initial plan was published

July 2012 Going Forward Next Steps

- Complete initial/recurring employee training program implementation
- Complete annual FY Compliance review schedule by 6/30
- Participate in Internal/ External audits as required
- Ensure recurring reviews/updates for all Agency Compliance documents are completed on schedule
- Begin Compliance professional certification program; completed April 2012
- Proposal to become overall policy system manager; ensure all BSD policies, procedures published in system
- Member of performance management process revision team
- Complete training/certification data management system implementation
- Hired part-time Compliance Analyst/Training Specialist
- Provide Safety/Emergency Management training support to Risk Management

* New objective added since initial plan was published

Return on Investment Summary

- BSD compliance requirements documented and tracked for completion; recognized during FTA and St Louis County IMG reviews
- UST recertification averted a minimum \$4M loss in transit revenues
- Compliance and Fraud Helpline service averted estimated \$7.5M in legal litigation costs
- Training and policy management programs averted minimum 20 litigation actions due to employee termination (~\$2M in litigation costs)
- Over 98,000 pounds of records destroyed and recycled during HQ move

What else can we do for you?