

Notice of Meeting and Agenda

**Bi-State Development
Board of Commissioners
Friday, November 18, 2016, 8:00 a.m.**

**Headquarters - Board Room, 6th Floor
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 Metro at (314) 982-1400; for TTY access, call Relay 711. Sign language interpreter services or other accommodations for persons with hearing or speech disabilities will be arranged if a request for such service is made at least two days in advance of the meeting. Large print material, Braille material or other formats will also be provided upon request.

Agenda	Disposition	Presentation
1. Call to Order	Approval	Chairman Dietzel
2. Roll Call	Quorum	S. Bryant
3. Minutes of September 23, 2016, Open Session Board Meeting	Approval	Chairman Dietzel
4. Report of Treasurer	Information	Commissioner Buehlhorn
5. Report of President	Information	J. Nations
6. Operations Committee Report	Information	Commissioner Buehlhorn
7. Audit Committee Report	Information	Commissioner Gully
8. Adjustment of Consent Agenda	Approval	Chairman Dietzel
9. Consent Agenda Item(s)	Approval	Chairman Dietzel
(a) Sole Source Contract for Remix Software (Operations Committee Recommends Approval)	Approval	J. Nations / R. Friem / J. Mefford-Miller / L. Jackson
(b) Comprehensive Operational Analysis Procurement of Services (Operations Committee Recommends Approval)	Approval	J. Nations / R. Friem / J. Mefford-Miller
(c) Jefferson National Expansion Memorial (JNEM) Gateway Arch Exhibit Rehabilitation – Additional Project Scope (Operations Committee Recommends Approval)	Approval	J. Nations / J. Nixon / C. Baragary / L. Jackson
(d) Gateway Arch and Gateway Arch Riverboats Credit Card Processing Contract With Chase Paymentech (Operations Committee Recommends Approval)	Approval	J. Nations / J. Nixon / S. Clarke
(e) Sole Source Contract With Infrastructure Management Group for Performance and Management Audit (Audit Committee Recommends Approval)	Approval	J. Nations / L. Jackson / K. Klevorn

Agenda	Disposition	Presentation
(f) Express Scripts Contract Extension and Funding Request (Audit Committee Recommends Approval)	Approval	J. Nations / C. Stewart / D. Toben
10. Refunding of Certain Series 2009 and Series 2013 Cross-County Bonds / Revised Refunding Authorization	Approval	J. Nations / K. Klevorn / T. Fulbright / J. White (Columbia Capital)
11. Compliance and Ethics “Five-Year Return on Investment Report” (Presented to Operations Committee)	Information	J. Nations / K. Swagler
12. Revision to Board Policies Chapter 10, Section 10.020, Article IV – <i>Committees of the Board</i> ; Section 10.040 <i>Standing Committees</i> ; and Section 10.050 <i>Ad Hoc Committees</i> (Presented to Operations Committee)	Approval	J. Nations / B. Enneking
13. 2017 Board and Committee Meeting Schedule	Approval	J. Nations
14. 2017 Board of Commissioners’ Committee Assignments	Information	J. Nations
15. Unscheduled Business	Approval	Chairman Dietzel
16. Public Comment*	Information	Chairman Dietzel
17. Call of Dates for Future Board Meetings	Information	S. Bryant
18. Adjournment to Executive Session	Approval	Chairman Dietzel
<p><i>If such action is approved by a majority vote of The Bi-State Development Agency’s Board of Commissioners who constitute a quorum, the Board may go into closed session to discuss legal, confidential, or privileged matters 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></p>		

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.

Open Session Item

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

Board Members in Attendance

Missouri

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

Illinois

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

Staff in Attendance

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

Others in Attendance

Byron Strong

1. **Call to Order**
8:00 a.m. Chairman Dietzel called the Open Session Board Meeting to order at 8:00 a.m.
2. **Roll Call**
8:00 a.m. Roll call was taken.
3. **Minutes of June 24, 2016, Open Session Board Meeting**
8:00 a.m. The June 24, 2016, Open Session Board Meeting minutes were provided in the Board packet. A motion to approve the minutes was made by Commissioner Buehlhorn and seconded by Commissioner Holman. **Motion passed unanimously.**
4. **Report of Treasurer**
8:01 a.m. No presentation was made. This agenda item was informational only. The Treasurer's Report was provided in the Board packet and will be kept at the office of the Deputy Secretary.
5. **Report of President**
8:01 a.m. John Nations, President & CEO, congratulated Ray Friem, Executive Director, Metro Transit, and his team for being recognized by the Department of Transportation and the *Federal Register* as a case study for the successful management of transit assets in the United States. This is a tremendous compliment to be cited as the best example in the country showcasing how to run a transit system.

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

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

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

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

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

7. Finance and Administration Committee Report

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

8. Adjustment of Consent Agenda

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

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

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

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

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

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

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

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

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

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

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

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

14. Unscheduled Business

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

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

15. Public Comment

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

16. Call of Dates for Future Board Meetings

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

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

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

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


Deputy Secretary to the Board of Commissioners
Bi-State Development

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
AWARDING A CONTRACT TO PAVLOV ADVERTISING FOR
DEVELOPMENT AND IMPLEMENTATION OF MAREKTING ACTIVITIES**

PREAMBLES:

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

Whereas, the Agency is authorized by Mo. Rev. Stat. §§ 70.370 et seq. and 45 Ill. Comp. Stat. 100/1 et seq. (jointly referred to herein as the "Compact") to plan, construct, maintain, own and operate passenger transportation facilities, and to perform all other necessary and incidental functions, and to disburse funds for its lawful activities, to adopt rules and regulations for the proper operation of its passenger transportation facilities and conveyances, to contract and to be contracted with; and

Whereas, Board Policy Chapter 50, §50.010(A)(2) and §50.010 (E)(1)(a), requires Board approval of all negotiated procurements exceeding \$500,000; and

Whereas, funding for this contract is provided by the Agency Operating Budget; and

Whereas, Request for Proposal 16-RFP-102975-CG was issued on April 18, 2016 seeking proposals from qualified firms that could provide full-service marketing and creative agency assistance in the development and implementation of marketing activities for the Agency, specifically for Metro Transit; and

Whereas, six proposals were received and the Pavlov Advertising proposal was determined to be the most advantageous offer, technical and cost factors considered, the quality of services to be performed, their conformity with the scope of services, and their suitability to the requirements of the Agency entities involved; and

Whereas, it is feasible, necessary and in the public interest for the Agency to approve the award to Pavlov Advertising for a three (3) year contract period in the not to exceed amount of \$1,200,000, award monetary and administrative contract modifications as needed, and award two one year options years in an amount not to exceed \$400,000 if the following criteria are met: 1) funding is available, 2) the contract performance is satisfactory, 3) the exercise of the option is in accordance with the terms and conditions of the option stated in the initial contract awarded, and 4) the option price is determined to be better than the prices available in the market, or that the option is the more advantageous offer at the time the option is exercised, in accordance with the terms and conditions described herein.

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

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

Section 2. Approval of the Contract Award. The Board of Commissioners hereby approves the negotiated procurement contract award to Pavlov Advertising for a three (3) year contract period in the not to exceed amount of \$1,200,000, award monetary and administrative contract modifications as needed and award two (2) option years in an amount not to exceed \$400,000 if the following criteria are met: 1) funding is available, 2) the

contract performance is satisfactory, 3) the exercise of the option is in accordance with the terms and conditions of the option stated in the initial contract awarded, and 4) the option price is determined to be better than the prices available in the market, or that the option is the more advantageous offer at the time the option is exercised, under and pursuant to this Resolution and the Compact for the authorized Agency purposes set forth in the preambles hereof and subject to the conditions hereinafter provided.

Section 3. Actions of Officers Authorized. The officers of the Agency, including, without limitation, the President and CEO, and Vice President of Procurement are hereby authorized and directed to execute all documents and take such actions as they may deem necessary or advisable in order to carry out and perform the purposes of this Resolution and the Contract and the execution of such documents or taking of such action shall be conclusive evidence of such necessity or advisability.

Section 4. Severability. It is hereby declared to be the intention of the Board of Commissioners that each and every part, section and subsection of this Resolution shall be separate and severable from each and every other part, section and subsection hereof and that the Board of Commissioners intends to adopt each said part, section and subsection separately and independently of any other part, section and subsection. In the event that any part, section or subsection of this Resolution shall be determined to be or to have been unlawful or unconstitutional, the remaining parts, sections and subsections shall be and remain in full force and effect, unless the court making such finding shall determine that the valid portions standing alone are incomplete and are incapable of being executed in accordance with the intent of this Resolution.

Section 5. Rights Under Resolution Limited. No rights shall be conferred by this Resolution upon any person or entity other than the Agency and Pavlov Advertising.

Section 6. Governing Law. The laws of the State of Missouri shall govern this Resolution.

Section 7. No Personal Liability. No member of the Board of Commissioners, officer, employee or agent of the Agency shall have any personal liability for acts taken in accordance with this Resolution.

Section 8. Payment of Expenses. The Senior Vice President and CFO is hereby authorized and directed to pay or cause to be paid all costs, expenses and fees incurred in connection with or incidental to this Resolution and Contract.

Section 9. Effective Date. This Resolution shall be in full force and effect from and after its passage and approval.

ADOPTED by the Board of Commissioners of The Bi-State Development Agency of the Missouri-Illinois Metropolitan District this 23rd day of September, 2016.

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

By David A. Ditzel

Title Chairman

[SEAL]

ATTEST:

By Bruce Anker
Deputy Secretary to the Board of Commissioners

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
APPROVING THE MODIFICATION OF THE CURRENT MARING
WEISSMAN D/B/A DOVETAIL CONTRACT FOR AGENCY
MARKETING SERVICES**

PREAMBLES:

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

Whereas, the Agency is authorized by Mo. Rev. Stat. §§ 70.370 et seq. and 45 Ill. Comp. Stat. 100/1 et seq. (jointly referred to herein as the "Compact") to plan, construct, maintain, own and operate passenger transportation facilities, and to perform all other necessary and incidental functions, and to disburse funds for its lawful activities, to adopt rules and regulations for the proper operation of its passenger transportation facilities and conveyances, to contract and to be contracted with; and

Whereas, Board Policy Chapter 50, §50.010 G.1(a) requires Board approval of all modifications above the approved contract amount or contingency; and

Whereas, the funding for this project will come from the Gateway Arch annual operating budget; and

Whereas, in February, 2013 the Gateway Arch Riverfront Agency Marketing Services solicitation (13-RFP-5975-SS) was issued. Maring Weissman d/b/a Dovetail was the successful bidder and awarded a three year contract with two one year options. The current contract year is Base Year Three (March 14, 2016 – March 13, 2017); and

Whereas, due to the changes at the Gateway Arch Riverfront over the past several years, the Gateway Arch brand needs to be redefined and updated to reflect the totally new visitor experience. However the current contract with Dovetail does not include rebranding within the scope of services; and

Whereas, the current contract with Dovetail needs to be modified to reflect the expanded scope of services to include the rebranding effort and therefore the cost of services for Base Year Three would be increased by \$238,500 for a new third year contract amount of \$569,750 and increased by \$485,500 in Option Year One for a new option year one contract amount of \$816,750; and

Whereas, it is feasible, necessary and in the public interest for the Board to approve this modification of the current Maring Weissman d/b/a Dovetail contract for Agency Marketing Services to include the rebranding effort by an increase of \$238,500 for a new third year contract amount of \$569,750 and by an increase of \$485,500 for a new option year one contract amount of \$816,750, in accordance with the terms and conditions described herein.

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

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

Section 2. Approval of the Contract Modifications. The Board of Commissioners hereby approves this modification of the current Maring Weissman d/b/a Dovetail contract for Agency Marketing Services to include the rebranding effort by an increase of \$238,500 for a new third year contract amount of \$569,750 and by an increase of \$485,500 for a new option year one contract amount of \$816,750, under and pursuant to this Resolution and the Compact for the authorized Agency purposes set forth in the preambles hereof and subject to the conditions hereinafter provided.

Section 3. Actions of Officers Authorized. The officers of the Agency, including, without limitation, the President and CEO, and the Vice President of Procurement are hereby authorized and directed to execute all documents and take such actions as they may deem necessary or advisable in order to carry out and perform the purposes of this Resolution and the modification of the Contract and the execution of such documents or taking of such action shall be conclusive evidence of such necessity or advisability.

Section 4. Severability. It is hereby declared to be the intention of the Board of Commissioners that each and every part, section and subsection of this Resolution shall be separate and severable from each and every other part, section and subsection hereof and that the Board of Commissioners intends to adopt each said part, section and subsection separately and independently of any other part, section and subsection. In the event that any part, section or subsection of this Resolution shall be determined to be or to have been unlawful or unconstitutional, the remaining parts, sections and subsections shall be and remain in full force and effect, unless the court making such finding shall determine that the valid portions standing alone are incomplete and are incapable of being executed in accordance with the intent of this Resolution.

Section 5. Rights Under Resolution Limited. No rights shall be conferred by this Resolution upon any person or entity other than the Agency and Maring Weissman d/b/a Dovetail.

Section 6. Governing Law. The laws of the State of Missouri shall govern this Resolution.

Section 7. No Personal Liability. No member of the Board of Commissioners, officer, employee or agent of the Agency shall have any personal liability for acts taken in accordance with this Resolution.

Section 8. Payment of Expenses. The Senior Vice President and CFO is hereby authorized and directed to pay or cause to be paid all costs, expenses and fees incurred in connection with or incidental to this Resolution and the Contract.

Section 9. This Resolution shall be in full force and effect from and after its passage and approval.

ADOPTED by the Board of Commissioners of The Bi-State Development Agency of the Missouri-Illinois Metropolitan District this 23rd day of September, 2016.

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

By David A. Dierke

Title Chairman

[SEAL]

ATTEST:

By Brian C. [Signature]
Deputy Secretary to the Board of Commissioners

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
AWARDING A CONTRACT TO MIKE'S TOWING & AUTOMOTIVE FOR
TOWING AND WRECKER SERVICES**

PREAMBLES:

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

Whereas, the Agency is authorized by Mo. Rev. Stat. §§ 70.370 et seq. and 45 Ill. Comp. Stat. 100/1 et seq. (jointly referred to herein as the "Compact") to plan, construct, maintain, own and operate passenger transportation facilities, and to perform all other necessary and incidental functions, and to disburse funds for its lawful activities, to adopt rules and regulations for the proper operation of its passenger transportation facilities and conveyances, to contract and to be contracted with; and

Whereas, Board Policy Chapter 50, §50.010(A)(8) and §50.010 (E)(1)(b), requires Board approval of all Non-competitive ("sole source" or "single bid") Procurements exceeding \$100,000; and

Whereas, funding is provided through the Agency Operating Budget; and

Whereas, the Agency solicited bids from qualified contractors to provide on-call towing and wrecker services for BSD's fleet of buses, trucks, automobiles and vans. Nine local towing companies were invited to participate; and

Whereas, the Agency received only one bid in response to its solicitation from Mike's Towing and Automotive. Previous towing costs have averaged approximately \$76,940 per year; and

Whereas, Mike's Towing & Automotive is the current contractor for this service and Agency personnel have been satisfied with the good and reliable service provided by this company; and

Whereas, it is feasible, necessary and in the public interest for the Agency to approve the award of a three year contract with two one year options to Mike's Towing & Automotive for towing and wrecker services per the rates established in the contract, in accordance with the terms and conditions described herein.

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

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

Section 2. Approval of the Sole Source Contract. The Board of Commissioners hereby approves the sole source three year contract award with two one year options to Mike's Towing & Automotive for towing and wrecker services per the rates established in the contract, under and pursuant to this Resolution and the Compact for the authorized Agency purposes set forth in the preambles hereof and subject to the conditions hereinafter provided.

Section 3. Actions of Officers Authorized. The officers of the Agency, including, without limitation, the President and CEO, and Vice President of Procurement are hereby authorized and directed to execute all documents and take such actions as they may deem necessary or advisable in order to carry out and perform the

purposes of this Resolution and the Contract and the execution of such documents or taking of such action shall be conclusive evidence of such necessity or advisability.

Section 4. Severability. It is hereby declared to be the intention of the Board of Commissioners that each and every part, section and subsection of this Resolution shall be separate and severable from each and every other part, section and subsection hereof and that the Board of Commissioners intends to adopt each said part, section and subsection separately and independently of any other part, section and subsection. In the event that any part, section or subsection of this Resolution shall be determined to be or to have been unlawful or unconstitutional, the remaining parts, sections and subsections shall be and remain in full force and effect, unless the court making such finding shall determine that the valid portions standing alone are incomplete and are incapable of being executed in accordance with the intent of this Resolution.

Section 5. Rights Under Resolution Limited. No rights shall be conferred by this Resolution upon any person or entity other than the Agency and Mike's Towing & Automotive.

Section 6. Governing Law. The laws of the State of Missouri shall govern this Resolution.

Section 7. No Personal Liability. No member of the Board of Commissioners, officer, employee or agent of the Agency shall have any personal liability for acts taken in accordance with this Resolution.

Section 8. Payment of Expenses. The Senior Vice President and CFO is hereby authorized and directed to pay or cause to be paid all costs, expenses and fees incurred in connection with or incidental to this Resolution and Contract.

Section 9. Effective Date. This Resolution shall be in full force and effect from and after its passage and approval.

ADOPTED by the Board of Commissioners of The Bi-State Development Agency of the Missouri-Illinois Metropolitan District this 23rd day of September, 2016.

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

By David A. Ditzel
Title Chairman

[SEAL]

ATTEST:

By [Signature]
Deputy Secretary to the Board of Commissioners

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
AWARDING CONTRACTS FOR HARDWARE AND SOFTWARE
MAINTENANCE SERVICES**

PREAMBLES:

Whereas, The Bi-State Development Agency of the Missouri-Illinois Metropolitan District (the “Agency”/ “BSD”) is a body corporate and politic, created by an interstate compact between the States of Missouri and Illinois, acting by and through its Board of Commissioners (the “Board of Commissioners”); and

Whereas, the Agency is authorized by Mo. Rev. Stat. §§ 70.370 et seq. and 45 Ill. Comp. Stat. 100/1 et seq. (jointly referred to herein as the “Compact”) to plan, construct, maintain, own and operate passenger transportation facilities, and to perform all other necessary and incidental functions, and to disburse funds for its lawful activities, to adopt rules and regulations for the proper operation of its passenger transportation facilities and conveyances, to contract and to be contracted with; and

Whereas, Board Policy Chapter 50, §50.010(A)(8) and §50.010 (E)(1)(b), requires Board approval of all Non-competitive (“sole source” or “single bid”) Procurements exceeding \$100,000; and

Whereas, funding is provided through the Agency Operating Budget; and

Whereas, the Agency has made significant investment in its technology platforms to enhance all aspects of its operations. Each of these systems require continued support from the manufacturer/developer to ensure that the software functions as expected and remains current with technology updates; and

Whereas, when software products are initially licensed and deployed, the Agency enters into software maintenance agreements with the manufacturer/developer to ensure that the necessary support is available. Pursuant to the October, 2013 Board Operations Committee recommendation, only annual Board approval of hardware and software maintenance contracts will henceforth be obtained rather than individually as needed; and

Whereas, the cost of most of the contracts are less than the \$100,000 Board Policy threshold and therefore do not require Board approval, however three providers: Kronos, Oracle and Trapeze, their annual contract costs are each anticipated to approach or exceed the \$100,000 threshold; and

Whereas, it is feasible, necessary and in the public interest for the Agency to approve the award of “sole source” contracts for the support of the Agency’s hardware and software systems as required and within the amounts provided for in the FY2017 Operations Budget as approved by the Board of Commissioners on April 22, 2016, in accordance with the terms and conditions described herein.

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

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

Section 2. Approval of the Sole Source Contracts. The Board of Commissioners hereby approves the sole source contracts for the support of the Agency’s hardware and software systems as required and within the amounts provided for in the FY2017 Operations Budget as approved by the Board of Commissioners on April 22,

2106, under and pursuant to this Resolution and the Compact for the authorized Agency purposes set forth in the preambles hereof and subject to the conditions hereinafter provided.

Section 3. Actions of Officers Authorized. The officers of the Agency, including, without limitation, the President and CEO, and Vice President of Procurement are hereby authorized and directed to execute all documents and take such actions as they may deem necessary or advisable in order to carry out and perform the purposes of this Resolution and the Contracts and the execution of such documents or taking of such action shall be conclusive evidence of such necessity or advisability.

Section 4. Severability. It is hereby declared to be the intention of the Board of Commissioners that each and every part, section and subsection of this Resolution shall be separate and severable from each and every other part, section and subsection hereof and that the Board of Commissioners intends to adopt each said part, section and subsection separately and independently of any other part, section and subsection. In the event that any part, section or subsection of this Resolution shall be determined to be or to have been unlawful or unconstitutional, the remaining parts, sections and subsections shall be and remain in full force and effect, unless the court making such finding shall determine that the valid portions standing alone are incomplete and are incapable of being executed in accordance with the intent of this Resolution.

Section 5. Rights Under Resolution Limited. No rights shall be conferred by this Resolution upon any person or entity other than the Agency and Kronos, Oracle and Trapeze.

Section 6. Governing Law. The laws of the State of Missouri shall govern this Resolution.

Section 7. No Personal Liability. No member of the Board of Commissioners, officer, employee or agent of the Agency shall have any personal liability for acts taken in accordance with this Resolution.

Section 8. Payment of Expenses. The Senior Vice President and CFO is hereby authorized and directed to pay or cause to be paid all costs, expenses and fees incurred in connection with or incidental to this Resolution and the Contracts.

Section 9. Effective Date. This Resolution shall be in full force and effect from and after its passage and approval.

ADOPTED by the Board of Commissioners of The Bi-State Development Agency of the Missouri-Illinois Metropolitan District this 23rd day of September, 2016.

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

By David A. Ditzel
Title Chairman

[SEAL]

ATTEST:

By [Signature]
Deputy Secretary to the Board of Commissioners

A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
APPROVING THE TUCKER THEATER REPURPOSING PROJECT FOR THE
JNEM PURSUANT TO THE DESIGN AND CONSTRUCTION AGREEMENT
WITH THE NATIONAL PARK SERVICE

PREAMBLES:

Whereas, the Bi-State Development Agency of the Missouri-Illinois Metropolitan District (the “Agency”/ “BSD”) is a body corporate and politic, created by an interstate compact between the States of Missouri and Illinois, acting by and through its Board of Commissioners (the “Board of Commissioners”); and

Whereas, the Agency is authorized by Mo. Rev. Stat. §§ 70.370 et seq. and 45 Ill. Comp. Stat. 100/1 et seq. (jointly referred to herein as the “Compact”) to purchase or lease, sell or otherwise dispose of, and to plan, construct, operate and maintain, or lease to others for operation and maintenance, passenger transportation facilities, and motor vehicle and other terminal or parking facilities; to contract with municipalities or other political subdivisions for the services or use of any facility owned or operated by the Agency, or owned or operated by any such municipality or other political subdivision; to contract and to be contracted with; and to perform all other necessary and incidental functions; and

Whereas, no Board Policy applies. However, Missouri Revised Statutes § 70.220, and § 70.230 require agreements between municipalities or other units of government to be approved by the Governing Board of such entity; and

Whereas, per the Design and Construction Agreement with the National Park Service this Project will be fully funded by the Jefferson National Expansion Memorial (JNEM) Beneficial Fund; and

Whereas, renovation of the 4,800 square feet Tucker Theater, located in the Gateway Arch Ticketing Lobby, is not within the scope of the current City-Arch-River projects that are currently underway. The National Park Service wishes to utilize this available space to create an additional attraction that furthers the visitor experience; and

Whereas, under the JNEM Tucker Theater Repurposing Project the Agency will repurpose the Tucker Theater to create a space in which a new experience can be realized to provide an alternative experience for those who do not ride the tram system to the top of the Gateway Arch and also to supplement the experience of those who do. The expected cost of the Project is \$8 million and the new business initiative made possible by this Project is expected to be self-sufficient, recouping the initial capital investment and generating a profit; and

Whereas, is feasible, necessary and in the public interest for the Agency to approve the Jefferson National Expansion Memorial Tucker Theater Repurposing Project pursuant to the Design and Construction Agreement with the National Park Service, in accordance with the terms and conditions described herein.

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

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

Section 2. Approval of the JNEM Tucker Theater Repurposing Project. The Board of Commissioners hereby approves the Jefferson National Expansion Memorial Tucker Theater Repurposing Project

pursuant to the Design and Construction Agreement with the National Park Service, under and pursuant to this Resolution and the Compact for the authorized Agency purposes set forth in the preambles hereof and subject to the conditions hereinafter provided.

Section 3. Actions of Officers Authorized. The officers of the Agency, including, without limitation, the President and CEO, are hereby authorized and directed to execute all documents and take such actions as they may deem necessary or advisable in order to carry out and perform the purposes of this Resolution and the Tucker Theater Repurposing Project and the execution of such documents or taking of such action shall be conclusive evidence of such necessity or advisability.

Section 4. Severability. It is hereby declared to be the intention of the Board of Commissioners that each and every part, section and subsection of this Resolution shall be separate and severable from each and every other part, section and subsection hereof and that the Board of Commissioners intends to adopt each said part, section and subsection separately and independently of any other part, section and subsection. In the event that any part, section or subsection of this Resolution shall be determined to be or to have been unlawful or unconstitutional, the remaining parts, sections and subsections shall be and remain in full force and effect, unless the court making such finding shall determine that the valid portions standing alone are incomplete and are incapable of being executed in accordance with the intent of this Resolution.

Section 5. Rights Under Resolution Limited. No rights shall be conferred by this Resolution upon any person or entity other than the Agency, its officers and employees.

Section 6. Governing Law. The laws of the State of Missouri shall govern this Resolution.

Section 7. No Personal Liability. No member of the Board of Commissioners, officer, employee or agent of the Agency shall have any personal liability for acts taken in accordance with this Resolution.

Section 8. Payment of Expenses. The Senior Vice President and CFO is hereby authorized and directed to pay or cause to be paid all costs, expenses and fees incurred in connection with or incidental to this Resolution and the Tucker Theater Repurposing Project.

Section 9. This Resolution shall be in full force and effect from and after its passage and approval.

ADOPTED by the Board of Commissioners of The Bi-State Development Agency of the Missouri-Illinois Metropolitan District this 23rd day of September, 2016.



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

By David A. Ditzel
Title Chairman

[SEAL]

ATTEST:

By [Signature]
Deputy Secretary to the Board of Commissioners -

A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
APPROVING THE SIGNAGE PROJECT FOR THE JNEM PURSUANT TO
THE DESIGN AND CONSTRUCTION AGREEMENT WITH THE NATIONAL
PARK SERVICE

PREAMBLES:

Whereas, the Bi-State Development Agency of the Missouri-Illinois Metropolitan District (the “Agency”/ “BSD”) is a body corporate and politic, created by an interstate compact between the States of Missouri and Illinois, acting by and through its Board of Commissioners (the “Board of Commissioners”); and

Whereas, the Agency is authorized by Mo. Rev. Stat. §§ 70.370 et seq. and 45 Ill. Comp. Stat. 100/1 et seq. (jointly referred to herein as the “Compact”) to purchase or lease, sell or otherwise dispose of, and to plan, construct, operate and maintain, or lease to others for operation and maintenance, passenger transportation facilities, and motor vehicle and other terminal or parking facilities; to contract with municipalities or other political subdivisions for the services or use of any facility owned or operated by the Agency, or owned or operated by any such municipality or other political subdivision; to contract and to be contracted with; and to perform all other necessary and incidental functions; and

Whereas, no Board Policy applies. However, Missouri Revised Statutes § 70.220, and § 70.230 require agreements between municipalities or other units of government to be approved by the Governing Board of such entity; and

Whereas, per the Design and Construction Agreement with the National Park Service this Project will be fully funded by the Jefferson National Expansion Memorial (JNEM) Beneficial Fund; and

Whereas, now that the Gateway Arch grounds renovation is nearing completion, the National Park Service wishes to utilize a previously designed signage plan, modifying only as necessary to fit the new grounds configuration. The Signage Project will implement identification and wayfinding signage throughout the JNEM site; and

Whereas, under the JNEM Signage Project the Agency will issue two outside solicitations, one for a Sign Consultant to update previous sign designs and the second for a Sign Contractor to facilitate sign fabrication and installation. The expected total cost for this Project is \$590,000; and

Whereas, is feasible, necessary and in the public interest for the Agency to approve the Jefferson National Expansion Memorial Signage Design, Fabrication and Installation Project pursuant to the Design and Construction Agreement with the National Park Service, in accordance with the terms and conditions described herein.

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

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

Section 2. Approval of the JNEM Signage Project. The Board of Commissioners hereby approves the Jefferson National Expansion Memorial Signage Design, Fabrication and Installation Project pursuant to the Design and Construction Agreement with the National Park Service, under and pursuant to this Resolution and the

Compact for the authorized Agency purposes set forth in the preambles hereof and subject to the conditions hereinafter provided.

Section 3. Actions of Officers Authorized. The officers of the Agency, including, without limitation, the President and CEO, are hereby authorized and directed to execute all documents and take such actions as they may deem necessary or advisable in order to carry out and perform the purposes of this Resolution and the Signage Project and the execution of such documents or taking of such action shall be conclusive evidence of such necessity or advisability.

Section 4. Severability. It is hereby declared to be the intention of the Board of Commissioners that each and every part, section and subsection of this Resolution shall be separate and severable from each and every other part, section and subsection hereof and that the Board of Commissioners intends to adopt each said part, section and subsection separately and independently of any other part, section and subsection. In the event that any part, section or subsection of this Resolution shall be determined to be or to have been unlawful or unconstitutional, the remaining parts, sections and subsections shall be and remain in full force and effect, unless the court making such finding shall determine that the valid portions standing alone are incomplete and are incapable of being executed in accordance with the intent of this Resolution.

Section 5. Rights Under Resolution Limited. No rights shall be conferred by this Resolution upon any person or entity other than the Agency, its officers and employees.

Section 6. Governing Law. The laws of the State of Missouri shall govern this Resolution.

Section 7. No Personal Liability. No member of the Board of Commissioners, officer, employee or agent of the Agency shall have any personal liability for acts taken in accordance with this Resolution.

Section 8. Payment of Expenses. The Senior Vice President and CFO is hereby authorized and directed to pay or cause to be paid all costs, expenses and fees incurred in connection with or incidental to this Resolution.

Section 9. This Resolution shall be in full force and effect from and after its passage and approval.

ADOPTED by the Board of Commissioners of The Bi-State Development Agency of the Missouri-Illinois Metropolitan District this 23rd day of September, 2016.

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

By David L. Ditzel
Title Chairman

[SEAL]

ATTEST:

By [Signature]
Deputy Secretary to the Board of Commissioners

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
APPROVING THE 2016 FREIGHT DEVELOPMENT PROJECT LIST OF THE
ST. LOUIS REGIONAL FREIGHTWAY**

PREAMBLES:

Whereas, the Bi-State Development Agency of the Missouri-Illinois Metropolitan District (the “Agency”/ “BSD”) is a body corporate and politic, created by an interstate compact between the States of Missouri and Illinois, acting by and through its Board of Commissioners (the “Board of Commissioners”); and

Whereas, the Agency is authorized by Mo. Rev. Stat. §§ 70.370 et seq. and 45 Ill. Comp. Stat. 100/1 et seq. (jointly referred to herein as the “Compact”) to acquire by gift, purchase or lease, sell or otherwise dispose of, and to plan, construct, operate and maintain, or lease to others for operation and maintenance, airports, wharves, docks, harbors, and industrial parks adjacent to and necessary and convenient thereto, bridges, tunnels, warehouses, grain elevators, commodity and other storage facilities, sewage disposal plants, passenger transportation facilities, and air, water, rail, motor vehicle and other terminal or parking facilities; to contract and to be contracted with; and to perform all other necessary and incidental functions; and

Whereas, the mission of the St. Louis Regional Freightway (Freightway) is to develop and grow the freight industry in the St. Louis region and to optimize the region’s freight portfolio. The Freightway will work to initiate and support key public and private infrastructure projects, freight-related investments and land use requirements, in addition to marketing and advocating for the region’s freight opportunities, focusing specifically on freight industry elements of pipeline, roadways, rivers, runways and rail; and

Whereas, the Freightway Needs Analysis and Freight Development (NAFD) Committee is responsible for preparing the region’s Freight Development Plan which includes a list of multimodal transportation projects that will help grow the local economy through the region’s manufacturing and logistics industries; and

Whereas, NAFD Committee members prepared a priority list of multimodal projects, the 2016 Freight Development Project List, attached hereto as Exhibit A, which was developed through a request for projects throughout the St. Louis region from state and local agencies and the NAFD Committee members. The Freightway Council approved the Project List during its August 17, 2016 Council Meeting; and

Whereas, it is feasible, necessary and in the public interest for the Agency to approve the 2016 Freight Development Project List of the St. Louis Regional Freightway, attached hereto as Exhibit A, in accordance with the terms and conditions described herein.

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

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

Section 2. Approval of the Freight Development Project List. The Board of Commissioners hereby approves the 2016 Freight Development Project List of the St. Louis Regional Freightway, (as provided in the Exhibit A attachment to the Briefing Paper and made a part hereof), under and pursuant to this Resolution and the

Compact for the authorized Agency purposes set forth in the preambles hereof and subject to the conditions hereinafter provided.

Section 3. Actions of Officers Authorized. The Officers of the Agency, including without limitation, the President and CEO, are hereby authorized and directed to execute all documents and take such actions as they may deem necessary or advisable in order to carry out and perform the purposes of this Resolution, including the payment of all costs, expenses, and fees incurred in the connection with or incidental to this Resolution; and the execution of such documents or taking of such actions shall be conclusive evidence of such necessity or advisability.

Section 4. Severability. It is hereby declared to be the intention of the Board of Commissioners that each and every part, section, and subsection of this Resolution shall be separate and severable from each and every other part, section and subsection hereof, and that the Board intends to adopt each part, section, and subsection separately and independently of any other part, section and subsection. In the event that any part, section or subsection of this Resolution shall be determined to be, or to have been, unlawful or unconstitutional, the remaining parts, sections and subsections shall be and remain in full force and effect, unless the court making such finding shall determine the valid portions, standing alone, are incomplete and are therefore incapable of being executed in accordance with the intent of this Resolution.

Section 5. Rights Under Resolution Limited. No rights shall be conferred by this Resolution upon any person or entity other than the Agency, its officers and employees.

Section 6. Governing Law. The laws of the State of Missouri shall govern this Resolution.

Section 7. No Personal Liability. No member of the Board of Commissioners, officer, employee or agent of the Agency shall have any personal liability for acts taken in accordance with this Resolution.

Section 8. Payment of Expenses. The Senior Vice President and CFO is hereby authorized and directed to pay or cause to be paid all costs, expenses and fees incurred in connection with or incidental to this Resolution.

Section 9. This Resolution shall be in full force and effect from and after its passage and approval.

ADOPTED by the Board of Commissioners of The Bi-State Development Agency of the Missouri-Illinois Metropolitan District this 23th day of September, 2016.



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

By David R. Ditzel

Title Chairman

[SEAL]

ATTEST:

By [Signature]
Deputy Secretary to the Board of Commissioners

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY OF
THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
AMENDING BOARD POLICIES, SECTIONS 10.060, 10.070 AND 10.080
PERTAINING TO AGENCY PUBLIC MEETINGS AND RECORDS**

PREAMBLES:

Whereas, the Bi-State Development Agency of the Missouri-Illinois Metropolitan District (the “Agency”/ “BSD”) is a body corporate and politic, created by an interstate compact between the states of Missouri and Illinois, acting by and through its Board of Commissioners (the “Board of Commissioners”); and

Whereas the Agency is authorized by Mo. Rev. Stat. §§ 70.370 et seq. and 45 Ill. Comp. Stat. 100/1 et seq. (jointly referred to herein as the “Compact”); to make suitable rules and regulations consistent with its mission and not inconsistent with the constitution or laws of either state, or any political subdivision thereof; and

Whereas, Article VI of the Bylaws – Board Policies of the Agency, provides that any action by the Board establishing policy, administrative, business, or otherwise, shall be known as “Board Policies” and that the Board may adopt, amend or repeal, in whole or in part, the Board Policies at any meeting of the Board, except that unless otherwise designated by the Chair, all Board Policies shall be tabled for a period of one month and shall become effective upon adoption by the Board; and

Whereas, Board Policies, Sections 10.060, 10.070 and 10.080, governs the Agency’s rules regarding its public meetings and records; and

Whereas, in a review of Board Policies, Sections 10.060, 10.070 and 10.080 it was determined that the Policies should be updated in order to conform to current Agency meeting practices due to the move to the new Headquarters location and to remove ambiguity regarding their application; and

Whereas, the amended Board Policies, Sections 10.060, 10.070 and 10.080 were presented to the Finance and Administration Committee on August 26, 2016. The Committee recommended that the amended policies be referred to the Board of Commissioners for consideration at the September 23rd, 2016 meeting, and that the Board waive tabling the amended policies so that they are effective upon Board approval; and

Whereas, it is feasible, necessary and in the public interest for the Agency to approve the amended Board Policies, Sections 10.060, 10.070 and 10.080 pertaining to Agency public meetings and records, as referenced in Briefing Paper Attachment #3, and that the Board waive tabling of the amended policies so that they are effective upon Board approval, in accordance with the terms and conditions described herein.

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

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

Section 2. Approval of Amendment to Board Policies. The Board of Commissioners hereby authorizes and approves the amendment to Board Policies, Sections 10.060, 10.070 and 10.080 pertaining to Agency public meetings and records, (as provided in Attachment #3 of the Briefing Paper and made a part hereof), and waives tabling of the amended policies so that they are effective upon Board approval.

Section 3. Actions of Officers Authorized. The officers of the Agency, including without limitation, the President and CEO and the General Counsel, are hereby authorized and directed to execute all necessary changes to Board Policies, and take such actions as they may deem necessary or advisable in order to carry out and perform the purposes of this Resolution; and the execution of such changes and taking of such actions shall be conclusive evidence of such necessity or advisability.

Section 4. Severability. It is hereby declared to be the intention of the Board of Commissioners that each and every part, section and subsection of this Resolution shall be separate and severable from each and every other part, section and subsection hereof and that the Board of Commissioners intends to adopt each said part, section and subsection separately and independently of any other part, section and subsection. In the event that any part, section or subsection of this Resolution shall be determined to be or to have been unlawful or unconstitutional, the remaining parts, sections and subsections shall be and remain in full force and effect, unless the court making such finding shall determine that the valid portions standing alone are incomplete and are incapable of being executed in accordance with the intent of this Resolution.

Section 5. Rights Under Resolution Limited. No rights shall be conferred by this Resolution upon any person or entity other than the Agency, officers and employees.

Section 6. Governing Law. The laws of the State of Missouri shall govern this Resolution.

Section 7. No Personal Liability. No member of the Board of Commissioners, officer, employee or agent of the Agency shall have any personal liability for acts taken in accordance with this Resolution.

Section 8. Payment of Expenses. The Senior Vice President and CFO is hereby authorized and directed to pay or cause to be paid all costs, expenses and fees incurred in connection with or incidental to this Resolution.

Section 9. Effective Date. This Resolution shall be in full force and effect from and after its passage and approval.

ADOPTED by the Board of Commissioners of The Bi-State Development Agency of the Missouri-Illinois Metropolitan District this 23rd day of September, 2016.



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

By David A. Ditzel
Its Chairman

[SEAL]

ATTEST:

By [Signature]
Deputy Secretary to the Board of Commissioners

Open Session Item

4

**BI-STATE DEVELOPMENT
TREASURER'S REPORT
September 30, 2016**

INVESTMENTS

Yields:

Bi-State investments had an average yield of .53% for the month of September. At the Fed meeting in September, the Fed declined to increase rates citing low inflation, soft business investment and little improvement in the job market. The Federal Reserve has held the federal funds rate steady at .5% since December of 2015. Most analysts believe it is likely we will see the next rate increase in December.

Invested Funds:

In September, Bi-State directed \$177 million of cash and investments. Approximately 42% of the invested funds were invested in U.S. Treasury or U.S. Government Agency securities, and 16% were invested in collateralized Certificates of Deposit (CDs) or Repurchase Agreements (Repos). The balance was invested in AAA rated money market funds. The average maturity of Bi-State investments was approximately 174 days.

Bi-State trustee directed funds in September were \$89.7 million. These funds increased approximately \$30 million from August of 2016. Sales tax funds for the months of July through September were received on September 30th and were held within the Trustee directed accounts. On October 1st, the Trustee wired operating funds to Bi-State, as well as, paid the October 1st principal and interest payments on bonds for the Series 2009 and Series 2013 A & B.

DEBT MANAGEMENT

Debt Restructuring, 2013:

On July 1, 2013, Bi-State successfully sold its \$381,225,000 Series 2013A Bonds. More than \$1.5 billion in orders were placed for the bonds. The deal closed on August 1, 2013. An effective cost of funds of 4.44% was achieved. The effects of the \$75 million County loan bring the true interest cost to 3.68%. The bond restructuring, of essentially all of the Cross County Bonds, with the exception of the \$97 million Series 2009 Bonds, achieved important long-term financial objectives for Bi-State:

- Improved debt ratings. The bonds were assigned ratings of 'AA+' and 'Aa3' by S&P and Moody's, respectively. The higher ratings will benefit Bi-State in future financings.
- Eliminated exposure of Bi-State to variable and short-term debt obligations.
- Brought 2010 subordinate bonds to senior lien status, and began their amortization.
- Optimized the debt service funding requirements to preserve long-term funding flexibility for operations and capital.
- Incorporated the availability of the County Loan by using the Prop A Capital Reserve to reduce borrowing costs.
- Returned \$18 million of Federal funding from the 2002 Debt Service Reserve Fund to Bi-State's capital program.

In 2014, St Louis County approved the appropriation of the 2nd loan advance in the amount of \$30 million to Bi-State. The Series 2052 bonds were redeemed on October 1, 2014. This lowered the interest rate on \$30 million in debt from 4.75% to 1.04%.

In August 2015, St Louis County approved the appropriation of the 3rd loan advance and the Series 2050 bonds were redeemed on October 1, 2015. The interest rate on this \$30 million in debt decreased from 4.75% to 1.02%. The debt service reserve fund requirement on the 2013A bonds also decreased. The new debt service reserve requirement is now approximately \$23.6 million.

Arch Tram Revenue Bonds, 2014:

On December 3, 2014, Bi-State closed on the Series 2014 Taxable Arch Tram Revenue Bonds. These bonds have a par value of \$7,656,000 and a 30-year term. The initial fixed rate term is 10 years with a fixed interest rate of 4.016%. The funds from this bond issuance will pay for the cost of issuance, a portion of the interior roof over the Arch visitor's center, and the replacement of the motor generator sets. The debt service requirement is approximately \$454 thousand.

Bi-State Development/St. Clair County Transit District Revenue Bonds Refunding, 2014:

On December 4, 2014, Bi-State and St Clair County Transit District closed on the \$4,160,000 issuance of the Series 2014 Bi-State Development/St Clair County Metrolink Extension Project Refunding Revenue Bonds. The refunding provides a savings of approximately \$700,000 in debt service expenses. It also eliminated the need for the debt service reserve funding of approximately \$450 thousand.

Capital Leases:

Bi-State has one remaining capital lease, its 2001 LRV Lease (C1, C2 Tranches). In February 2011, staff negotiated a default cure agreement with the 2001 C1 C2 lease investor. The agreement provided that Bi-State deposit additional collateral with the lease trustee, of which the St. Clair County Transit District (SCCTD) provided 70%. We currently have approximately \$7.8 million in collateral.

FUEL HEDGING

In September, in conjunction with its diesel fuel hedging program, Bi-State had a *realized loss* of \$181 thousand on the sale of Home Heating Oil #2 futures contracts. Oil prices increased from August by approximately 8%. Generally, as the price of oil increases, the value of Bi-State's future positions also increases. A gain in the futures partially offsets the actual increase in the cost of diesel fuel. If oil prices drop, the value of the futures decline. An increase in unrealized gains generally indicates that the price of fuel is rising, and losses generally indicate oil prices are falling.



BI-STATE DEVELOPMENT - MONTHLY TREASURER'S REPORT

AS OF: 30-Sep-2016

31-Aug-2016

BI-STATE DIRECTED:	Wt. Avg. Maturity (1)	Dollars (,000 omitted)	Of Total	Rate	Market Value (2)	Wt. Avg. Maturity (1)	Dollars (,000 omitted)	Percentage Of Total	Rate	Market Value (2)
Cash	0	\$20,309	15.3%	0.00%	\$20,309	0	\$22,487	15.6%	0.00%	\$22,487
Repurchase Agreements	3	22,119	16.7%	0.35%	22,119	1	21,179	14.7%	0.36%	21,179
Certificates of Deposit	290	4,150	3.1%	0.53%	4,150	320	4,150	2.9%	0.53%	4,150
U.S. Agencies (discounted)	0	0	0.0%	0.00%	0	2	5,980	4.1%	0.34%	6,000
U.S. Agencies (coupon)	398	22,828	17.2%	0.87%	22,852	428	22,828	15.8%	0.87%	22,849
U.S. Treasury Securities	171	22,276	16.8%	0.58%	22,358	201	22,276	15.5%	0.58%	22,351
Other Investments (3)	3	40,736	30.8%	0.21%	40,736	1	45,244	31.4%	0.20%	45,244
SUB-TOTAL BI-STATE	108	\$132,418	100.0%	0.46%	\$132,524	109	\$144,144	100.0%	0.44%	\$144,260
BI-STATE DIRECTED-PROP M:										
Certificates of Deposit	262	\$1,510	3.4%	0.87%	\$1,510	292	\$1,510	3.4%	0.87%	\$1,510
U.S. Agencies (discounted)	609	1,998	4.4%	1.08%	2,001	215	5,985	13.3%	0.59%	6,000
U.S. Agencies (coupon)	596	24,305	54.0%	1.00%	24,339	626	24,305	54.1%	1.00%	24,340
U.S. Treasury Securities	125	2,986	6.6%	0.50%	2,997	155	2,986	6.6%	0.50%	2,994
Other Investments (3)	3	14,180	31.5%	0.25%	14,180	1	10,131	22.6%	0.22%	10,131
SUB-TOTAL PROP M	367	\$44,979	100.0%	0.73%	\$45,027	388	\$44,917	100.0%	0.73%	\$44,975
TOTAL BI-STATE DIRECTED	174	\$177,397		0.53%	\$177,551	175	\$189,061		0.51%	\$189,235
TRUSTEE DIRECTED:										
Cash	0	\$0	0.0%	0.00%	\$0	0	\$0	0.0%	0.00%	\$0
Municipal Bonds	1716	8,165	9.1%	2.34%	8,365	1690	8,620	14.4%	2.31%	8,789
U.S. Agencies (coupon)	1105	20,665	23.0%	1.55%	21,236	1581	14,329	24.0%	2.25%	14,873
Other Investments (3)	3	60,868	67.9%	0.29%	60,868	1	36,759	61.6%	0.22%	36,759
SUB-TOTAL TRUSTEE	413	\$89,698	100.0%	0.77%	\$90,469	624	\$59,708	100.0%	1.01%	\$60,421
TOTAL BI-STATE & TRUSTEE	254	\$267,095		0.61%	\$268,020	283	\$248,769		0.63%	\$249,656
LRV LEASE/LEASEBACK 2001:										
Cash	0	2	0.0%	0.00%	2	0	2	0.0%	0.00%	2
US Treasury Securities	97	7,814	7.3%	0.44%	7,835	127	7,814	7.3%	0.44%	7,831
Other Investments (4)	3	99,197	92.7%	5.80%	99,197	1	98,680	92.7%	5.80%	98,680
SUB-TOTAL LRV 2001		\$107,013	100.0%	5.41%	\$107,034		\$106,496	100.0%	5.41%	\$106,513
SUB-TOTAL LEASES		\$107,013			\$107,034		\$106,496			\$106,513
Grand Total (5)		\$374,108			\$375,054		\$355,265			\$356,169

Explanatory Notes:

- (1) Approximate weighted average of days to effective maturity, from last business day of the month.
- (2) Market value of government securities provided by safekeeping agent. Cost equals market for other investments.
- (3) Includes money market funds and fuel hedging accounts.
- (4) Investment Contracts (leases). Values of investment contracts adjusted to conform to lease payment schedules.
- (5) All amounts preliminary and subject to audit and adjustment.

Prepared by: *Terri Gudowitz Green* 10/27/16
 Terri Gudowitz Green, Mgr of Treas Ops Date

Reviewed by: *Tammy Fulbright* 10/26/16
 Tammy Fulbright, Dir of Treasury Services Date

Approved: *Kathy Kleivorn* 10/31/16
 Kathy Kleivorn, CFO Date

**BI-STATE DEVELOPMENT
MONTHLY TREASURER'S REPORT- ALL COMPANIES
BANK / ISSUER SUMMARY as of: 9/30/2016**

Section 1 Bank/Issuer Summary

BI-STATE DIRECTED * <i>all non debt/lease assets, inc. Prop M:</i>	CASH	CERTIFICATES OF DEPOSIT	REPURCHASE AGREEMENTS	OTHER	GOVERNMENT SECURITIES	COMMERCIAL PAPER\ BA's	TOTAL	MARKET VALUE	NOTES
BANK OF AMERICA MERRILL LYNCH	19,382,142	0	0	0	0	0	19,382,142	19,382,142	FDIC\tri-party collateral(deposits).
BLACK ROCK	0	0	0	23,837,644	0	0	23,837,644	23,837,644	Money Market Fund (Govt. Securities).
COMMERCE BANK	0	5,009,952	0	0	0	0	5,009,952	5,009,952	FDIC\FRB collateral.
FIDELITY	0	0	0	26,255,172	0	0	26,255,172	26,255,172	Money Market Fund (First Tier\Prime)
FIRST CLOVERLEAF	0	650,000	0	0	0	0	650,000	650,000	FDIC\tri-party collateral(deposits).
JEFFERSON BANK & TRUST	25,004	0	2,856,916	0	0	0	2,881,920	2,881,920	FDIC; repo collateral held at JBT.
JP MORGAN CHASE	(284,445)	0	0	0	0	0	(284,445)	(284,445)	FDIC (bank acct.)MMKT (First Tier\Prime)
OPTUM	15,429	0	0	0	0	0	15,429	15,429	FDIC\FRB collateral.
BENEFLEX	4,307	0	0	0	0	0	4,307	4,307	FDIC\FRB collateral.
HEALTHSCOPE	50,370	0	0	0	0	0	50,370	50,370	FDIC\FRB collateral.
PNC BANK	564,609	0	0	0	0	0	564,609	564,609	FDIC\FRB collateral.
RBC DAIN RAUSCHER	0	0	0	2,554,160	0	0	2,554,160	2,554,160	Commodities Margin Acct. (fuel hedging)
RJ O'BRIEN	0	0	0	1,833,276	0	0	1,833,276	1,833,276	Commodities Trading Acct. (fuel hedging)
REGIONS BANK	52,245	0	0	0	0	0	52,245	52,245	FDIC Insured.
UMB BANK	5,761	0	19,262,000	0	0	0	19,267,761	19,267,761	FDIC\FRB Collateral.
U.S. BANK	(201,592)	0	0	0	0	0	(201,592)	(201,592)	FDIC\FRB Collateral.
ILLINOIS FUNDS	0	0	0	435,265	0	0	435,265	435,265	Illinois State Treasurer Investment Pool.
FARM CREDIT BANK	0	0	0	0	31,487,840	0	31,487,840	31,518,927	Safekept at Bank of America (BOA).
FEDERAL HOME LOAN BANK	0	0	0	0	17,643,058	0	17,643,058	17,673,186	Safekept at Bank of America (BOA).
U.S. TREASURY	0	0	0	0	25,261,937	0	25,261,937	25,355,277	Safekept by BOA or designated agent.
OTHER	695,672	0	0	0	0	0	695,672	695,672	
sub-total Bi-State directed	20,309,502	5,659,952	22,118,916	54,915,517	74,392,835	0	177,396,722	177,551,277	
TRUSTEE DIRECTED									
<u>DEBT ISSUES</u>									
Cross County Bonds									
Series 2009, 2013									
<u>BANK OF NEW YORK -MELLON TRUST</u>									
BANK OF NEW YORK	0	0	0	0	0	0	0	0	FDIC Insured.
GOLDMAN	0	0	0	60,867,833	0	0	60,867,833	60,867,833	Money Market Fund (First Tier\Prime).
FEDERATED GOVT OBLIG	0	0	0	0	0	0	0	0	Safekept at Bank of New York
MORGAN STANLEY	0	0	0	0	0	0	0	0	Safekept at Bank of New York
GOVERNMENT AGENCIES	0	0	0	0	20,665,245	0	20,665,245	21,235,591	Safekept at Bank of New York
MUNICIPAL BONDS	0	0	0	0	8,165,315	0	8,165,315	8,364,748	Safekept at Bank of New York
sub-total	0	0	0	60,867,833	28,830,560	0	89,698,393	90,468,172	
SUB-TOTAL TRUSTEE (BONDS)	0	0	0	60,867,833	28,830,560	0	89,698,393	90,468,172	
SUB-TOTAL BI-STATE AND TRUSTEE	20,309,502	5,659,952	22,118,916	115,783,350	103,223,395	0	267,095,115	268,019,449	
LRV Lease/Leaseback 2001 C1 C2									
FSAVAIG	0	0	0	99,197,457	0	0	99,197,457	99,197,457	Guaranteed Investment Contract (GIC).
US TREASURY	1,633	0	0	0	7,814,167	0	7,815,800	7,837,066	Safekept by Lease Trustee.
sub-total	1,633	0	0	99,197,457	7,814,167	0	107,013,257	107,034,523	
sub-total leases	1,633	0	0	99,197,457	7,814,167	0	107,013,257	107,034,523	
GRAND TOTAL	\$20,311,135	\$5,659,952	\$22,118,916	\$214,980,807	\$111,037,562	\$0	\$374,108,372	\$375,053,972	

* Please refer to Pages 5 and 10 for explanatory notes and credit ratings.

+ **ABBREVIATIONS (above):**
FDIC- Federal Deposit Insurance Corp.
FRB - Federal Reserve Bank

INVESTMENT CATEGORY DESCRIPTIONS

CASH: Demand deposit accounts. Some accounts are consolidated by bank for presentation purposes. Negative balances generally reflect check float. Bi-State's bank accounts are protected either by Federal Deposit Insurance Corporation (FDIC), or collateralized with securities pledged to Bi-State and held either in a segregated customer account, tri-party account, or at the Federal Reserve.

CERTIFICATES OF DEPOSIT: Non-negotiable certificates of deposit, protected by FDIC insurance, AAA rated surety or Letter of Credit, or collateralized with securities placed in joint safekeeping with Bi-State at the Federal Reserve Bank.

BANKER'S ACCEPTANCE (BAs): Negotiable investment instruments created by banks to finance commercial trade transactions. Bi-State's investment policy permits purchase of BAs only from banks rated "B" or better by Fitch Ratings (formerly Thomson BankWatch-see ratings descriptions below).

REPURCHASE AGREEMENTS (REPOs): An investment created by the simultaneous sale and repurchase of a security (usually a government security) for different settlement dates. Bi-State's repos are collateralized with securities held in segregated customer accounts, or at the Federal Reserve.

OTHER: Interest checking, money market funds, guaranteed investment contracts (GICs) and investment agreements. Also includes fuel hedging related accounts. Bi-State's policy restricts use of money market funds to Triple A rated institutional funds which have over \$500 million in assets.

GOVERNMENT SECURITIES: Securities (bills, discount notes, strips, coupon notes and bonds), issued by the U.S. Treasury or U.S. Government Agencies. Some securities are subject to "call" (redemption before stated final maturity).

COMMERCIAL PAPER: Short-term unsecured promissory note that is the obligation of the issuing entity, generally a large corporation (see ratings descriptions below).

NOTE: Permitted Bi-State investments are specified in Board Policy 30.040. All investments are shown at cost, unless otherwise noted. Market values shown for government securities or commercial paper are considered "subject to market" and provided for informational use only. Cost or par approximates market for other investments, and some of these may be subject to penalty for early redemption.

CREDIT QUALITY RATING DEFINITIONS (also see Page 9)

Standard & Poor's, Moody's Investor Services, Fitch:

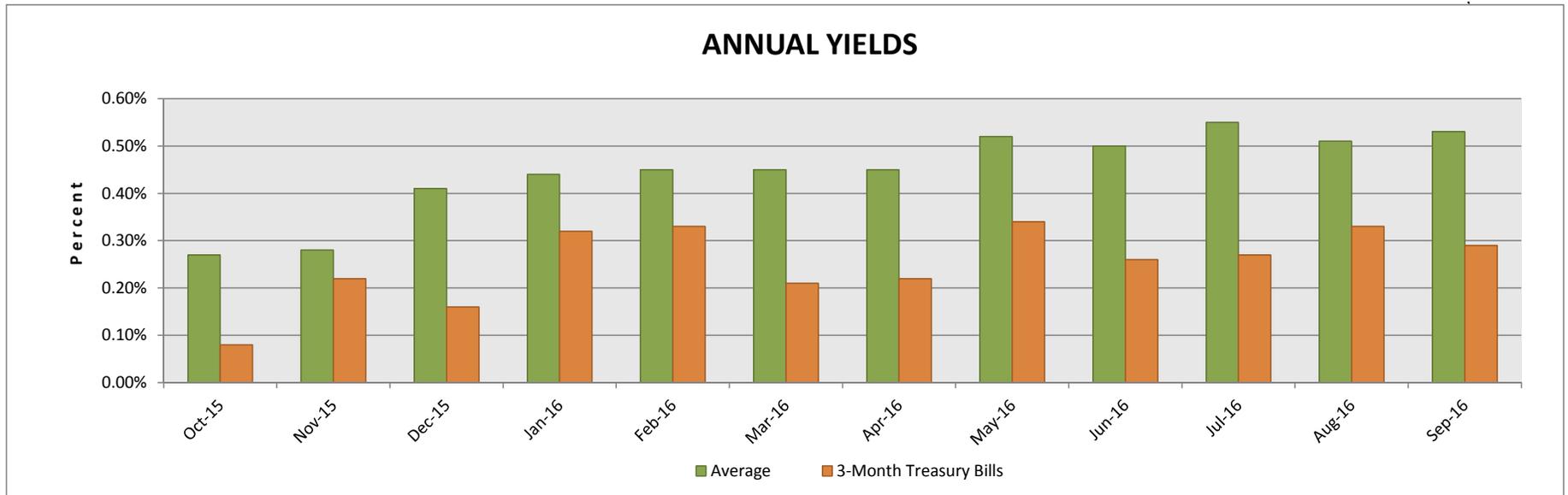
AAA Standard & Poor's, Moody's and Fitch rate credit quality on an A to C scale, with A generally regarded as "upper investment grade" and C as "speculative" (D would indicate default). Within each category are different gradients. The triple A rating indicates that the issuer's long term unsecured debt rating or specific investment instrument (such as money market funds) are of the highest credit quality (lowest expectation of risk.) The AAA rating is assigned only when there is exceptionally strong capacity for timely payment of financial commitments.

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

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

Funds (ooo's omitted)	Oct-15	Nov-15	Dec-15	Jan-16	Feb-16	Mar-16	Apr-16	May-16	Jun-16	Jul-16	Aug-16	Sep-16
Bi-State Investments	142,105	139,346	135,576	140,566	137,801	146,526	143,992	144,238	141,500	134,032	144,144	132,418
Bi-State Prop M Investments	56,570	56,301	54,763	52,845	52,234	53,057	53,263	53,310	53,951	45,424	44,917	44,979
Total	198,675	195,647	190,339	193,411	190,035	199,583	197,255	197,548	195,451	179,456	189,061	177,397
Projected Total	145,000	145,000	145,000	145,000	145,000	145,000	145,000	145,000	145,000	145,000	145,000	145,000
Trustee Investments	42,492	45,196	47,571	49,812	51,819	53,542	45,048	47,700	49,998	56,118	59,708	89,698

Yields/Rates Information	Oct-15	Nov-15	Dec-15	Jan-16	Feb-16	Mar-16	Apr-16	May-16	Jun-16	Jul-16	Aug-16	Sep-16
Bi-State	0.21%	0.22%	0.37%	0.40%	0.42%	0.41%	0.41%	0.46%	0.45%	0.48%	0.44%	0.46%
Prop M	0.42%	0.42%	0.51%	0.54%	0.53%	0.56%	0.58%	0.70%	0.64%	0.74%	0.73%	0.73%
Average	0.27%	0.28%	0.41%	0.44%	0.45%	0.45%	0.45%	0.52%	0.50%	0.55%	0.51%	0.53%
Trustee	1.25%	1.53%	1.43%	1.39%	1.35%	1.39%	1.54%	1.23%	1.21%	1.05%	1.01%	0.77%
3-Month Treasury Bills	0.08%	0.22%	0.16%	0.32%	0.33%	0.21%	0.22%	0.34%	0.26%	0.27%	0.33%	0.29%
1 Year Treasury	0.32%	0.48%	0.61%	0.44%	0.60%	0.58%	0.55%	0.66%	0.44%	0.49%	0.59%	0.59%
Fed Funds (target)	0.25%	0.25%	0.50%	0.50%	0.50%	0.50%	0.50%	0.50%	0.50%	0.50%	0.50%	0.50%
20-Year Municipals	3.66%	3.63%	3.57%	3.38%	3.34%	3.38%	3.32%	3.26%	2.85%	2.85%	2.84%	3.06%
SIFMA (BMA) Index (month end)	0.01%	0.01%	0.01%	0.01%	0.01%	0.40%	0.41%	0.39%	0.41%	0.44%	0.63%	0.84%



Diesel Fuel Hedging Program - FY 2017

Diesel Fuel Budget \ Actual Comparison:		Sep-16	Year to Date	Life to Date
a	Gallons consumed-actual	473,374	1,499,906	75,686,255
b=(c/a)	Average cost per gallon-actual	\$ 1.51	\$ 1.50	\$ 2.13
c	Total Diesel Fuel Cost-Actual	\$ 714,511	\$ 2,244,877	\$ 161,462,483
d	Gallons consumed- budget	471,169	1,441,427	79,069,288
e=(f/d)	Average cost per gallon- budget	\$ 1.95	\$ 1.95	\$ 2.38
f	Total Diesel Fuel Cost- Budget	\$ 918,780	\$ 2,810,786	\$ 187,877,535
g=(f-c)	Budget Variance (Unfavorable)	\$ 204,269	\$ 565,909	\$ 26,415,052
h	Realized Futures Gains (Losses)	\$ (181,108)	\$ (617,303)	\$ (2,300,550)
i=(c-h)	Net Cost of Fuel	\$ 895,619	\$ 2,862,180	\$ 163,763,033
j=(i-f)	Net Budget Variance (Unfavorable)	\$ 23,161	\$ (51,394)	\$ 24,114,502
j=(i/f)	Net Cost of Fuel, Per Gallon, inc. Hedge	\$ 1.89	\$ 1.91	\$ 2.16
k=(e-i)	Net Budget Variance Per Gallon	\$ 0.06	\$ 0.04	\$ 0.21
Futures Activity:		Price of Barrel of Oil:		
	Futures Contracts Purchased	18	Date	Price
	Futures Contracts Sold	23	05/31/2016	\$ 49.10
	Futures Contracts Net Change at month end	(5)	06/30/2016	\$ 48.33
	Total Open Futures Contracts, at month end	218	07/29/2016	\$ 41.60
	Futures Contracts Unrealized Gain/(Loss) *	(\$58,905)	08/31/2016	\$ 44.70
	(% of Estimated Future Consumption)	78%	09/30/2016	\$ 48.24

* = At month end

Explanatory Notes:

Consumption budgeted at approximately 120,000 gallons per week.
 Current diesel contracts: diesel =Platts +10.17 cents per gal.; B2 diesel= Platts + 10.93 cents per gal.
 A futures contract equals 42,000 gallons.
 Numbers above rounded.
 Amounts do not include transaction or consulting costs.
 Futures Contracts are purchased from Nov 2016 through Dec 2018 (26 months).

Background:

Linwood Capital is a consultant retained by Bi-State since April 2004 to assist with its energy price risk management program.
 Bi-State manages the cost of fuel by utilizing purchase of exchange traded futures, specifically NYMEX Heating Oil#2 (HO#2) futures.
 Generally, as oil prices increase, the value of the futures goes up, and acts to partially offset the actual increase in the price of fuel.

**Bi-State Development
Monthly Investment Report
Report of Term Investment* Purchases: September 2016**

Item	Investment:	Par Amount	Settled	Maturity Date	Term(days)	Yield	Purchased From	Fund
Note: There were no new investment purchases in September								
	Total	\$ -						

Notes:
* Investments with an original term of over 14 days.

Bi-State Development
FY'17 Projected Transit Cash Flow (draft, discussion only)
(dollars in thousands)

Note- Figures are estimates of CASH receipts and disb.: subject to change	Actuals	Actuals	Actuals	Actuals																		
	Fiscal Yr 2017	JULY 2016	AUG 2016	SEPT 2016	OCT 2016	NOV 2016	DEC 2016	JAN 2017	FEB 2017	MAR 2017	APR 2017	MAY 2017	JUNE 2017	Fiscal Yr 2018	JULY 2017	AUG 2017	SEPT 2017	OCT 2017	NOV 2017	DEC 2017	FY'18	
BEGINNING CASH BAL. OPER.&REV. FUNDS	\$50,600	\$35,200	\$18,600	\$29,700	\$27,200	\$52,834	\$50,034	\$46,034	\$50,894	\$50,194	\$52,694	\$47,194	\$43,194	\$35,200	\$35,422	\$29,718	\$49,972	\$49,685	\$41,649	\$38,790	\$35,422	
CASH RECEIPTS- SALES TAXES :																						
St Louis County 1/2 cent (est. 1974)	42,607	0	0	2,288	681	796	908	819	1,091	452	432	586	471	8,524	862	439	872	581	696	808	4,258	
St Louis City 1/2 cent (est. 1974)	19,586	2,022	928	2,136	1,614	1,126	1,967	1,717	1,001	2,302	1,627	885	2,215	19,540	2,022	928	2,136	1,614	1,126	1,967	9,793	
sub-total 1/2 cent (1974)	62,193	2,022	928	4,424	2,295	1,922	2,875	2,536	2,092	2,754	2,059	1,471	2,686	28,064	2,884	1,367	3,008	2,195	1,822	2,775	14,051	
<i>Pledged to debt service X-County Bonds:</i>																						
St Louis County 1/4 cent Prop M (1994)	43,355	0	0	0	18,620	2,824	3,026	3,266	3,148	3,137	3,301	2,446	3,137	42,905	4,252	2,648	4,699	7,021	2,824	4,026	25,470	
St Louis City 1/4 cent Prop M (1994)	10,348	0	0	0	3,843	618	1,037	880	514	1,290	866	467	1,170	10,685	1,028	489	1,163	846	618	1,037	5,181	
St Louis County 1/2 cent Prop A (2010)	54,338	0	0	0	30,505	6,512	8,003	7,799	6,904	8,394	7,229	6,891	7,144	89,381	8,503	5,354	9,403	7,246	6,512	8,003	45,021	
St Louis City 1/4 cent Prop M2 (2010)	10,348	0	0	0	3,843	618	1,037	880	514	1,290	866	467	1,170	10,685	1,028	489	1,163	846	618	1,037	5,181	
sub-total pledged sales taxes	118,389	0	0	0	56,811	10,572	13,103	12,825	11,080	14,111	12,262	10,271	12,621	153,656	14,811	8,980	16,428	15,959	10,572	14,103	80,853	
Debt Service X-County Bonds, Interest	(20,925)	0	0	0	(7,045)	(1,773)	(1,775)	(1,775)	(1,775)	(1,775)	(1,775)	(1,775)	(1,770)	(21,238)	(1,768)	(1,738)	(1,766)	(1,700)	(1,700)	(1,700)	(10,372)	
Debt Service X-County Bonds, Principal	(7,719)	0	0	0	(2,628)	(657)	(657)	(657)	(657)	(657)	(657)	(657)	(657)	(7,884)	(657)	(657)	(657)	(689)	(689)	(689)	(4,038)	
sub-total debt service	(28,644)	0	0	0	(9,673)	(2,430)	(2,432)	(2,432)	(2,432)	(2,432)	(2,432)	(2,432)	(2,427)	(29,122)	(2,425)	(2,395)	(2,423)	(2,389)	(2,389)	(2,389)	(14,410)	
sub-total pledged sales tax less debt	89,745	0	0	0	47,138	8,142	10,671	10,393	8,648	11,679	9,830	7,839	10,194	124,534	12,386	6,585	14,005	13,570	8,183	11,714	66,443	
TOTAL SALES TAX RECEIPTS LESS DEBT	151,938	2,022	928	4,424	49,433	10,064	13,546	12,929	10,740	14,433	11,889	9,310	12,880	152,598	15,270	7,952	17,013	15,765	10,005	14,489	80,494	
CASH RECEIPTS- OTHER:																						
Passenger Revenue, inc. Paratransit	54,973	4,026	3,951	5,585	4,664	4,073	4,123	5,270	3,930	5,849	4,877	3,695	4,550	54,593	4,026	3,951	5,585	4,664	4,073	4,123	26,422	
Other	23,078	5,569	2,364	11,205	1,058	1,596	1,372	512	1,461	1,713	1,471	1,781	1,321	31,423	5,569	2,364	3,028	1,058	1,596	1,372	14,987	
St. Clair County (inc. State of Illinois)	50,298	405	11,496	163	4,437	5,275	5,504	166	4,605	4,612	4,561	2,836	1,778	45,838	405	11,496	163	4,437	5,275	5,504	27,280	
State of Missouri	0	0	1	0	0	0	0	0	0	0	0	0	0	1	0	0	0	0	0	0	0	
<i>Federal Assistance:</i>																						
Maintenance	0	0	18,756	0	0	0	0	0	0	0	0	0	0	18,756	0	18,000	0	0	0	0	18,000	
CMAQ\JARC\ARRA\Other grants\reimb.	47,728	804	0	2,731	14	7,026	9,189	11,669	3,828	2,456	2,354	1,744	1,779	43,594	0	3,610	4,059	14	7,026	9,189	23,898	
TOTAL CASH RECEIPTS	328,015	12,826	37,496	24,108	59,606	28,034	33,734	30,546	24,564	29,063	25,152	19,366	22,308	346,803	25,270	47,373	29,848	25,938	27,975	34,677	191,081	
CASH DISBURSEMENTS:																						
Payroll & Related (not inc. OPEB)	(134,669)	(12,304)	(11,055)	(12,914)	(12,270)	(10,702)	(13,156)	(10,159)	(11,159)	(10,286)	(12,658)	(11,229)	(10,669)	(138,561)	(12,304)	(11,055)	(12,914)	(12,270)	(10,702)	(13,156)	(72,401)	
Accounts Payable	(157,706)	(12,761)	(13,837)	(10,917)	(14,024)	(15,067)	(22,957)	(11,354)	(10,107)	(11,150)	(13,613)	(8,040)	(13,368)	(157,195)	(12,761)	(13,837)	(10,917)	(14,024)	(15,067)	(22,957)	(89,563)	
Self-Insurance	(15,438)	(879)	(405)	(681)	(581)	(589)	(728)	(809)	(584)	(809)	(817)	(693)	(418)	(7,993)	(879)	(405)	(681)	(581)	(589)	(728)	(3,863)	
Other (int svc fund transfer, OPEB, Pension)	(35,602)	(3,482)	(1,099)	(2,096)	(7,097)	(4,476)	(893)	(3,364)	(3,414)	(4,318)	(3,564)	(3,404)	(5,625)	(42,832)	(5,030)	(1,822)	(5,623)	(7,099)	(4,476)	(893)	(24,943)	
TOTAL CASH DISBURSEMENTS	(343,415)	(29,426)	(26,396)	(26,608)	(33,972)	(30,834)	(37,734)	(25,686)	(25,264)	(26,563)	(30,652)	(23,366)	(30,080)	(346,581)	(30,974)	(27,119)	(30,135)	(33,974)	(30,834)	(37,734)	(190,770)	
CASH SURPLUS (DEFICIT)	(15,400)	(16,600)	11,100	(2,500)	25,634	(2,800)	(4,000)	4,860	(700)	2,500	(5,500)	(4,000)	(7,772)	222	(5,704)	20,254	(287)	(8,036)	(2,859)	(3,057)	311	
CUMULATIVE CASH SURPLUS (DEFICIT)	35,200	18,600	29,700	27,200	52,834	50,034	46,034	50,894	50,194	52,694	47,194	43,194	35,422	35,422	29,718	49,972	49,685	41,649	38,790	35,733	35,733	

**Bi-State Development Agency dba Metro
Credit Ratings of Financial Institutions (see also page 5)**

Depository Banks:	Long-Term Debt Rating			Short-Term Debt Rating			Fitch Bank
	S&P	Moody's	Fitch	S&P	Moody's	Fitch	Rating
Bank of America, N.A.	A	A1	AA-	A-1	P-1	F1	NA
Commerce Bank	A	A2			P-1		NA
PNC Bank	A	Aa2	AA-	A-1	P-1	F1+	NA
Regions Bank	BBB+	A3	BBB	A-2	P-2	F2	NA
U.S. Bank		Aa1	AA+		P-1	F1+	NA
UMB Bank	A-		A+	A-2		F1	NA
Trust Companies:							
Bank of New York Mellon Trust	AA-	Aa1	AA+	A-1+	P-1	F1+	NA
Money Market Funds:		S&P		Moody's			
Black Rock Fed Trust		AAAm		Aaa-mf			
Black Rock Temp		AAAm		Aaa-mf			
Black Rock T Fund		AAAm		Aaa-mf			
FFI Treasury Fund		AAAm		Aaa-mf			
Columbia (BOA/Merrill) Money Market Reserves		AAAm		Aaa-mf			
Columbia (BOA/Merrill) Government		AAAm		Aaa-mf			
Dreyfus Government Cash Management		AAAm		Aaa-mf			
Federated Prime		AAAm		Aaa-mf			
Federated Treasury		AAAm		Aaa-mf			
Federated Government		AAAm		Aaa-mf			
Fidelity Government		AAAm		Aaa-mf			
Fidelity Prime		AAAm		Aaa-mf			
Fidelity Treasury		AAAm		Aaa-mf			
Goldman Financial Government		AAAm		Aaa-mf			
JP Morgan Prime		AAAm		Aaa-mf			
Wells Fargo Treasury		AAAm		Aaa-mf			
Other:	Long-Term Debt Rating						
	S&P	Moody's	Fitch				
AIG (2001 LRV Lease)	A+	A2	A+	<i>NA = Fitch overall bank ratings or LT debt ratings have been withdrawn</i>			
U.S. Treasury	AA+	Aaa	AAA				
Federal Home Loan Bank (FHLB)	AA+	Aaa					
Federal Farm Credit Bank (FCB)	AA+	Aaa	AAA				

Bi-State Development				
Mass Transit Sales Tax Appropriation Cross-County Bonds & St Louis County Loan				
Series	2009	2013		Total Cross County
	Refunding	2013A Bonds	2013B Loan	
Issue date	9-Nov-09	1-Aug-13	1-Aug-13	
Principal (original)	\$97,220,000	\$381,225,000	\$75,000,000	
Principal (currently outstanding)	\$97,220,000	\$306,990,000	\$135,000,000	\$539,210,000
Lien on 1\4 cent Prop M, Prop M2, Prop A tax	Senior	Senior	Subordinate	
Stand alone credit rating (S&P\Moody's)	AA+\A2	AA+\Aa3	NA	
Maturity date(s)	2023 – 2039	2048	2053	
Optional Call Date	2019	Various	Anytime	
Optional Put Date	NA	NA	2018	
Interest rate mode	Fixed	Fixed	1% + SIFMA	
Rate	4.50%-5.00%	3.00%-5.00%	1.02%-1.06%	
Interest pmt. Dates (4/1/16 &10/1/16)	April, October	April, October	April, October	
Annual debt service:				
Interest	\$4,767,975	\$15,095,513	\$1,413,000	\$21,276,488
Principal - (1st pymt 10/1/14-\$7,015,000, 2nd pymt 10/1/15 \$7,220,000) (next payment 10/1/16 - \$7,880,000)	\$0	\$7,880,000	\$0	\$7,880,000
total princ.&int.	\$4,767,975	\$22,975,513	\$1,413,000	\$29,156,488
Debt Service Reserve Fund (DSRF)	\$9.1 million in DSRF with bond trustee, BONY-Mellon.	\$23.7 million in DSRF with bond trustee, BONY-Mellon.	NA	
Other	Refunded balance of 2002 A	Refunded Series 2002A,B,C, 2007, and Series 2010B	Refunded Series 2010A Bonds	

Open Session Item

6

**BI-STATE DEVELOPMENT
OPERATIONS COMMITTEE MEETING
OPEN SESSION MINUTES
OCTOBER 18, 2016**

Committee Members in Attendance

Missouri

Vernal Brown
Vacant

Illinois

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

Other Commissioners in Attendance

Tadas Kicielinski (via phone)
Aliah Holman (via phone)

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
Kent Swagler, Director, Corporate Compliance & Ethics
Jim Cali, Director, Internal Audit
Matthew Hibbard, Social Media Communications Manager
Richard Zott, Chief of Public Safety
Dianne Williams, Vice President, Communications & Marketing
Patti Beck, Director, Communications
Les Nations, Chief, MetroBus Operations
Sarah Clarke, Acting Director, Gateway Arch Operations
John Wagner, Director, Research Institute
Charles Priscu, Director, Labor Relations
Karen Handley, Bus Operator
Lawrence Brew, Director, Brentwood Bus Operations
Scott Grott, Chief, MetroLink Operations
Mark Vago, Controller
Kathy Brittin, Director, Risk Management, Safety & Claims
Jonathan Frederick, Director, Accounting & Budget
Caleb Friz, Manager, Customer Service
Fred Bakarich, Director, Engineering Systems
Jenny Nixon, Executive Director, Tourism Innovation
Jeff Braun, Director, Real Estate
Jessica Mefford-Miller, Chief, Transit Planning & System Development
Chance Baragary, Manager, Gateway Arch Construction

Ken Franklin, Vice President, Governmental Relations & Policy Initiatives
John Langa, Vice President, Economic Development
Jessica Gershman, Manager, Long Range Planning
Mandi Myers, Compliance & Ethics Analyst & Training Specialist, Part Time
Virginia Alt-Hildebrandt, Executive Assistant
Lisa Burke, Executive Assistant
Jonathan Campbell, Transit Service Manager – Light Rail

Others in Attendance

Chris Gary, Missouri Council of the Blind
Doug Kriete
Gerald Gardner

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

8:01 a.m. There was no public comment.

4. Employee Recognition, Outstanding Employees Doing Outstanding Things

8:01 a.m. Ray Friem, Executive Director Metro Transit, recognized outstanding employees who did outstanding things. Karen Handley, MetroBus Operator, was recognized for keeping two young children safe on her bus until the Public Safety Department could assist them. It was later learned that the children were runaways and four hours away from their home. Jonathan Campbell, Transit Service Manager – Light Rail, saved a fellow employee from choking. Charles Priscu, Director of Labor Relations, was recognized for putting out a tire fire on a Call-A-Ride van that was in distress. Mr. Friem thanked each of these employees and presented them with awards of appreciation recognizing the outstanding actions each of them demonstrated.

Mr. Friem informed the Committee that Metro Call-A-Ride was recently presented with the Community Service Award at the annual Missouri Council of the Blind dinner. Chris Gray, with the Missouri Council of the Blind was in attendance at the Operations Committee meeting and personally presented the award recognizing the excellent work of the Call-A-Ride team. Mr. Friem thanked Mr. Gray and congratulated Jeff Butler, Chief, Paratransit Operations & Service Development.

John Nations, President & CEO, introduced Ken Franklin, the new Vice President of Governmental Relations and Policy Initiatives.

5. Minutes of August 16, 2016, Operations Committee

8:09 a.m. The August 16, 2016, Open Session Operations Committee Meeting minutes were provided in the Committee packet. A motion to approve the minutes was made by Commissioner Brown and seconded by Commissioner Holman. **Motion passed unanimously.**

6. Sole-Source Contract for Remix Software

8:10 a.m. The briefing paper regarding the sole-source contract for Remix Software was provided in the Committee packet. Ray Friem, Executive Director Metro Transit, provided a brief overview and introduced Jessica Mefford-Miller, Chief Transit Planning & System Development, to provide a more detailed overview. Remix is a tool for streamlining the Agency's service planning process for both short-term and long range. Currently, Metro staff use various tools, including Trapeze FX, Goggle Maps, ArcGIS, and Microsoft Excel to complete a range of functions. 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. Remix is the only software that offers this functionality in one tool. This product will be offered as a software as a service (SaaS) package, fully hosted, cloud-based web platform. The acquisition of Remix will support the comprehensive operational assessment (COA) Metro plans for FY 2017-2018. A motion was made by Commissioner Holman and seconded by Commissioner Brown for the Committee to approve and forward to the Board for approval a three year contract with Remix for an amount not to exceed \$280,000 to be paid in three annual installments; and in the event the service does not meet expectations, staff will retain the flexibility to terminate the arrangement in the future. **Motion passed unanimously.**

7. Comprehensive Operational Analysis Procurement of Services

8:15 a.m. The briefing paper regarding the Comprehensive Operational Analysis Procurement of Services was provided in the Committee packet. Ray Friem, Executive Director, Metro Transit, introduced Jessica Mefford-Miller, Chief Planning and System Development, to provide a brief overview. The transit system has undergone several service transformations over the past decade. The region is reviewing several light rail options which are in various stages of planning. The corridor study for the Bus Rapid Transit Corridors have been completed. 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. The Agency's 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 services, priority routes, demand responsive service, or hybrid transportation network provider fixed-route service. The selected firm will operate as an extension of Metro staff to evaluate the existing transit system and make recommendations for service adjustments that would result in service that is even more productive and attractive for our customers. This comprehensive operational assessment would result in a strategy of service adjustments that could be implemented over time, up to a five year period, without significant additional operating resources. To accomplish this task, Metro intends to engage a consulting firm to assist in the performance of this assessment. Mr. Nations told the Committee that technology is rapidly changing the public transportation landscape and that the Metro Transit Division needs to be able to respond to changes and explore opportunities in less time than current capabilities allow. Mr. Nations also stated that it is imperative for Metro to remain the regional transportation expert which has earned it the distinction of being a National Leader by the U.S. Department of Transportation. Mr. Nations said he views this proposal and the previous one on the Agenda as critical to transportation goals and overall BSD Corporate objectives. A motion for the Committee to approve and forward to the Board for approval the request to authorize the President & CEO 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 was made by Commissioner Brown and seconded by Commissioner Holman. **Motion passed unanimously.**

8. Jefferson National Expansion Memorial Gateway Arch Exhibit Rehabilitation – Additional Project Scope

8:18 a.m. The briefing paper regarding the Jefferson National Expansion Memorial (JNEM) Gateway Arch Exhibit Rehabilitation, Additional Project Scope was provided in the Committee packet. Jenny Nixon, Executive Director, Tourism Innovation, introduced Chance Baragary, Manager, Gateway Arch Construction, to provide an overview. 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) project. This project will extend the experience beyond the limits of the CAR effort, providing new exhibit items in the Tram Load Zones. The Board awarded a sole source contract to Conference Technologies, Inc. (CTI) on September 25, 2015, for the installation of these exhibits. The initial contract with CTI was in the amount of \$2,580,000. Negotiations with CTI led to an award amount of \$2,244,420 leaving \$335,580 of contingency available. A use was identified for a portion of that contingency leaving an approximate balance of \$275,000. As exhibit installation planning for the Tram Load Zones progressed, additional improvements to the space were identified. The expected cost for the additional scope items is \$984,000, including a 10% contingency, resulting in a need for additional funds not to exceed \$709,000. Funds are available in the JNEM Beneficial Fund to offset these additional costs. A motion for the Committee to approve and forward to the Board for approval the request for the use of additional funds and modification of the contract with CTI to pursue increased scope in the JNEM Gateway Arch Exhibit Rehabilitation project in an amount not to exceed \$709,000 was made by Commissioner Golliday and seconded by Commissioner Kicielinski. **Motion passed unanimously.**

9. Gateway Arch and Gateway Arch Riverboats Credit Card Processing Contract With Chase Paymentech

8:22 a.m. The briefing paper regarding the Gateway Arch and Gateway Arch Riverboats Credit Card Processing Contract with Chase Paymentech was provided in the Committee packet. Jenny Nixon, Executive Director Tourism Innovation, introduced Sarah Clarke, Acting Director, Gateway Arch to provide a brief overview. The Galaxy by Gateway Ticketing System was implemented in March 2016 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 the 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, because the configuration requirements call for an additional on-site payment server and payment gateway (PayFlowPro). The configuration documentation from Gateway Ticketing Systems lists two processors that can fully integrate with Galaxy and they are Chase Paymentech (Chase) and First Data. Chase has been determined to be the provider that meets the configuration requirements and the proposed fees and charges for the variable costs are estimated to be lower than the other providers. The contract with Chase allows the credit card 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. A motion for the Committee to approve and refer to the Board for approval the request for the President & CEO 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 was made by Commissioner Brown and seconded by Commissioner Golliday. **Motion passed unanimously.**

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 Committee

8:26 a.m. The briefing paper regarding the 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 Committee was provided in the Committee packet. Barbara Enneking, General Counsel, provided a brief overview. The Board discussed at the September 23, 2016, meeting the current Committee structure and the Committee meeting schedule for 2017. 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. The Board directed Mr. Nations to prepare a formal proposed policy amendment for this change and have it placed on a Committee Agenda to be reported back to the Board of Commissioners in November. Under the proposed policy revision, the current Finance & Administration Committee would be combined with the current Audit Committee to form the new Audit, Finance & Administration Committee. The Business Services & Economic Development Committee would be eliminated, and all items pertaining to the Agency’s operating enterprises would be presented to the Operations Committee. A motion was made by Commissioner Holman and seconded by Commissioner Brown for the Committee to approve and refer to the Board 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*; and in addition, that the Board Chair 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. **Motion passed unanimously.**

11. Compliance and Ethics “Five-Year Return on Investment Report”

8:28 a.m. The briefing paper regarding the Compliance and Ethics “Five-Year Return on Investment Report” and a PowerPoint Presentation were provided in the Committee packet. John Nations, President & CEO, stated that at the suggestion of the then General Counsel, Dee Joyce-Hayes, the position of Director of Compliance was established. The Compliance Department has been in existence now for five years under the direction of Kent Swagler. Mr. Nations reported that when he approved the establishment of the Compliance Department, it was with the direction that performance measures and “Return on Investment” could be established to track improvements and cost savings, and that Mr. Swagler was present to report on the first five years of the Department.

Kent Swagler, Director Corporate Compliance & Ethics, introduced Mandi Myers, the new Compliance Analyst and Training Specialist, to the Committee. Mr. Swagler gave a presentation highlighting the current status of compliance and ethics programs, initiatives, and training as well as the compliance requirements, status and results of division reviews for the entire Agency. Mr. Swagler also reviewed cost savings resulting from the work in his department. Mr. Nations noted the cost savings exceeded the total budgets of the department. This report was informational only and no Committee action was required. A copy of this report will be kept at the office of the Deputy Secretary.

12. **Unscheduled Business**

8:43 a.m. There was no unscheduled business

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

8:44 a.m. The Committee was advised of upcoming meeting dates, as follows:

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

14. **Adjournment to Executive Session - If such action is approved by a majority vote of the Bi-State Development's Board of Commissioners who constitute a quorum, the Board may go into closed session to discuss legal, confidential, or privileged matters pursuant to Bi-State Development Board Policy Chapter 10, Section 10.080 (D) Closed Records: Legal 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)(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).**

8:44 a.m. Pursuant to the requirements of the Bi-State Development Board Policy, Chapter 10, Section 10.080(D) Closed Records; Legal under Section 10.080(D)(1); Real estate under Section 10.080(D)(2); Purchasing and Contracts under Section 10.080(D)(7); Security under Section 10.080(D)(11); Rail, Bus, or Facilities Safety and Accidents under Section 10.080(d)(16) or Protected by Law under Section 10.080(D)(17) 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 Holman and seconded by Commissioner Brown. A roll call vote was taken and the Commissioners present, Brown, Buehlhorn, Golliday, Holman and Kicielinski 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

BI-STATE DEVELOPMENT
AUDIT COMMITTEE MEETING
OPEN SESSION MINUTES
OCTOBER 21, 2016

Committee Members in Attendance

Missouri

Constance Gully, Chair
Vincent C. Schoemehl (absent)

Illinois

David Dietzel (absent)
Jeffrey Watson (absent)

Other Commissioners in Attendance

Vernal Brown (via phone)
Tadas Kicielinski (via phone)
Aliah Holman (via phone)

Staff in Attendance

John Nations, President & CEO
Barbara Enneking, General Counsel and Deputy Secretary
Shirley Bryant, Certified Paralegal
Jim Cali, Director, Internal Audit
Rita Marion, Sr. Administrative Assistant
Kathy Klevorn, Sr. Vice-President and Chief Financial Officer
Larry Jackson, Executive Vice President for Administration
Kerry Kinkade, Acting Vice President Chief Information Officer
Patti Beck, Director of Communications
Mark Vago, Controller (via phone)
Angela Staicoff, Internal Auditor
Kelli Fitzpatrick, Internal Auditor, Part-Time
Amy Olden, Internal Audit Intern
Gary Smith, Internal Audit Intern
Karl Tyminski, Internal Auditor, Part-Time
Tammy Fulbright, Director Treasury Services
Charles Stewart, Vice President Pensions & Insurance
Jonathan Frederick, Director Accounting & Budget
Christie Olden, Supervisor Accounting
Michael Gibbs, Accountant Business Enterprises
Jim Schifferdecker, Director Passenger Revenue
Shane Jennings, Manager IT ERP Systems
Kathy Brittin, Director Risk Management Safety & Claims
Tracy Beidleman, Director Program Development & Grants
Virginia Alt-Hildebrandt, Executive Assistant
Andrew Ghiassi, Manager, Safety & Loss Control
David Toben, Director Benefits
Maryanne Coley, Manager Benefits
Dianne Williams, Vice President Communications & Marketing
Denise Williams, Sales Manager Marketing
Danielle Williams, Individual & Group Sales Supervisor

Others in Attendance

Scott Nickerson, Crowe Horwath

1. **Call to Order**
8:00 a.m. Chair Gully called the Open Session Meeting of the Audit Committee to order at 8:00 a.m.
2. **Roll Call**
8:00 a.m. Roll call was taken.
3. **Public Comment**
8:00 a.m. There was no public comment.
4. **Minutes from May 20, 2016 Audit Committee Meeting - Open Session**
8:01 a.m. The May 20, 2016, Open Session Audit Committee Meeting minutes were provided in the Committee packet. A motion to approve the minutes was made by Commissioner Kicielinski and seconded by Commissioner Holman. **Motion passed unanimously.**
5. **Sole Source Contract for Performance and Management Audit**
8:01 a.m. A briefing paper regarding the sole source contract for Performance and Management Audit was provided in the Committee packet. Kathy Klevorn, Sr. Vice President and Chief Financial Officer, provided a brief overview. The Board awarded a sole source contract to Infrastructure Management Group (**IMG**) on July 29, 2011, for a five year period to comply with provisions of the Cross-County Bond Indenture and the St. Louis County requirement for periodic performance audits. Since July 2011, the Series 2002, 2005, and 2007 bonds were refunded by the Series 2013 bonds. The advanced refunding of the Series 2009 bonds is waiting on authorization from St. Louis County. A positive NPV can be achieved of more than \$10 million in the Series 2009 refunding. The program requirements within the infrastructure inspection program are being implemented as part of the State Safety and Security Oversight Program Standards. This program is monitored by the States of Missouri and Illinois Departments of Transportation and MetroLink Operations, Safety and Internal Audit employees. Bi-State Development (**BSD**) will issue a new request for proposal (**RFP**) taking into account the changes in requirements as soon as the Series 2009 bonds have been refunded. The next RFP will continue to meet the requirements of St. Louis County Ordinance #24,264 (2010). A performance audit is due in August 2018. IMG has agreed to conduct that audit partnering with ABNA Engineering for a budget not to exceed \$120,491. A motion for the Committee to approve and refer to the Board for approval the request to authorize the President & CEO to enter into a contract with IMG for a period of one year in a not-to-exceed amount of \$120,491 was made by Commissioner Kicielinski and seconded by Commissioner Brown. **Motion passed unanimously.**
6. **Pension Audit Update**
8:07 a.m. A briefing paper and Pension Audit Update reports were provided in the Committee packet. Charles Stewart, Vice President, Pension & Insurance, provided a brief overview. The Pension Data Audit, issued by Bi-State Development's Internal Audit Department in March 2012, identified policy, procedure, recordkeeping, and internal control deficiencies that affected both financial reporting and the general administration of the pension plans. The Internal Audit Department recommended that the pension trustees engage an independent certified public accounting firm to perform an annual financial statement audit. This recommendation was implemented and the audit reports show significant progress. The financial audit reports for plan

year ended 2016 were issued by Mayer Hoffman McCann, PC (MHM). MHM issued unqualified “clean” audit opinions for plan year ended 2016 for all three pension plans. All identified issues were corrected prior to the completion of the audits. Mr. Stewart noted that this is a significant milestone, because all of the audits for all of the pensions are now current. The audit report of the 401(k) Retirement Savings Program for the year ended December 31, 2015, is in process. All Pension Committees voted to seek audit proposals for the next annual audits and preparation to issue an RFP is underway. This report was informational only and no Committee action was required. A copy of this report will be kept at the office of the Deputy Secretary.

7. **Express Scripts Contract Extension and Funding Request**

8:10 a.m. A briefing paper regarding the Express Scripts contract extension and funding request was provided in the Committee packet. David Toben, Director of Benefits, provided a brief overview. Bi-State Development (BSD) is a member of the St. Louis Area Business Health Coalition (BHC) and participates in a purchasing cooperative for pharmacy benefit management services with approximately thirty other employers from the metropolitan area. Lockton Companies Excelsior Solutions group was engaged by BHC in November 2012 to conduct a request for proposal (RFP) and eight responses were received. Express Scripts (ES) was selected and BHC entered into an agreement with ES in October 2014. BSD approved this contract in November 2014 and is now entering year three of the current contract that will end September 30, 2017. The BHC/Express Scripts contract includes a provision for annual market checks to ensure continuing pricing competitiveness. The annual market check was just concluded and BSD anticipates a 7.04% savings in plan costs representing negotiated improvements in discounts, rebates and a reduction in processing fees that will help mitigate prescription drug trends and cost inflation in 2017. ES has enhanced their annual market check pricing improvements for BHC participating employers willing to extend the current contract to a fourth year beginning October 1, 2017. This would give BSD an improved savings in plan costs of 10% or 3.04% higher if we extend the contract to 2018. BHC has agreed to extend the contract for the period of October 1, 2017, to September 30, 2018. A new RFP will not be issued until early 2018. The projected 2018 gross pharmacy plan cost is \$7,438,265 with a net cost after rebates of \$6,840,946; and because of the ES enhanced pricing offer, management recommends the one year contract extension for 2018 at an estimated total cost of \$6,900,000. A motion for the Audit Committee to approve and refer to the Board for approval the request to extend the Express Scripts contract for one additional year at an estimated total cost of \$6,900,000 was made by Commissioner Kicielinski and seconded by Commissioner Brown. Commissioners Gully, Kicielinski and Brown voted “aye” and Commissioner Holman abstained. **Motion passed unanimously.**

8. **Treasury – Safekeeping Quarterly Accounts Audits – Ending June 30, 2016**

8:15 a.m. A briefing paper and the Treasury Safekeeping Quarterly Accounts Audits ending June 30, 2016, were provided in the Committee packet. Jim Cali, Director of Internal Audit, provided a brief overview. Per Board Policy, the Internal Audit Department (IAD) is required to perform a quarterly audit of the Treasury Safekeeping Accounts. IAD reviewed the Treasurer’s Report, identified the securities classified under the Safekeeping Accounts criteria, contacted each bank custodian to verify the existence of the Securities and to confirm account balances. In accordance with the new GASB Statement No. 72 *Fair Value Measurement and Application*, IAD performed an examination of each bank safekeeping custodian’s account confirmation as compared with the fair values for each investment in the Treasurer’s Report. A chart has been provided to show the individual values, the commodities and the custodians of the Safekeeping assets as part of this report. Mr. Cali noted that the spreadsheet attached to the briefing paper noted a discrepancy regarding BSD funds on deposit at Federal Home Loan (**Bank of America**) in the amount of \$2,109,121.56. Mr. Cali explained, as noted on the spreadsheet, that this is the result of a timing

issue on the transfer of some of these funds. The Treasurer's Report was issued as of June 30, but the transfer was not confirmed until July 1. Mr. Cali had confirmed that the total amount of the funds are on deposit, as represented in the Treasurer's Report. This report was informational only and no Committee action was required. A copy of this report will be kept at the office of the Deputy Secretary.

9. Internal Audit Status Report – Fourth Quarter, FY16 and First Quarter, FY17

8:17 a.m. A briefing paper and the Internal Audit Status Report, Fourth Quarter FY16 and First Quarter FY17 were provided in the Committee packet. Jim Cali, Director of Internal Audit, provided a brief overview. Due to the timing of the Audit Committee meeting, the Internal Audit Department (IAD) was able to provide status reports for the Fourth Quarter, FY16 and the First Quarter, FY17. This report provides a summary of the IAD's quarterly activity pertaining to the Annual Audit Plan. In addition to tracking the status of current audits and special projects, this report highlights the follow-up activity related to the implementation of recommendations from prior audits. During the Fourth Quarter, FY16, BKD, a certified public accounting firm, began an audit of the health insurance claims. IAD, working with the Procurement Department, completed the selection and established the On-Call list of three Cyber Security Consulting Firms. There is no retainer or costs to have these firms on the On-call list.

Mr. Cali introduced Mr. Gary Smith, who was hired in the IAD in September 2016 as an intern. Mr. Smith is a graduate of Lindenwood University, and he brings a great deal of experience in transit as a former part-time bus operator. Working part-time as a bus operator for three years, allowed him to complete his Master's Degree. IAD is fortunate to have him join their team.

Some discussion followed regarding the need for cyber insurance. This report was informational only and no Committee action was required. A copy of this report will be kept at the office of the Deputy Secretary.

10. Internal Audit Follow-Up Summary, Fourth Quarter FY 2016

8:24 a.m. A briefing paper and the Internal Audit Follow-Up Summary, Fourth Quarter FY16 report were provided in the Committee packet. Jim Cali, Director of Internal Audit, provided a brief overview. The most important part of the audit is the follow up after the audit is completed and management agrees to implement certain recommendations. The Audit follow-up process is to ensure that those recommendations and implementation schedules have been met. During this period, management worked diligently and closed out 12 audits. There are 9 audits that IAD is still tracking. There are currently 31 outstanding recommendations that management is working on, and none of them are overdue. 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.

11. Unscheduled Business

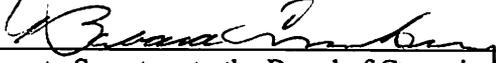
8:26 a.m. There was no unscheduled business.

12. Call of Dates for Future Committee Meetings

8:26 a.m. The Committee was advised of the next Board Meeting date of Friday, November 18, 2016, at 8:00 a.m.

13. **Executive Session - If such action is approved by a majority vote of the Bi-State Development Agency's Board of Commissioners who constitute a quorum, the Board may go into closed session to discuss legal, confidential, or privileged matters 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).**

8:26 a.m. Pursuant to the requirements of the Bi-State Development Board Policy, Chapter 10, Section 10.080(D) Closed Records; Legal under Section 10.080(D)(1); Real estate under Section 10.080(D)(2); Purchasing and Contracts under Section 10.080(D)(7); Security under Section 10.080(D)(11); Rail, Bus, or Facilities Safety and Accidents under Section 10.080(d)(16) or Protected by Law under Section 10.080(D)(17) Chair Gully requested a motion to allow the Committee to go into closed session. A motion to go into Executive Session was made by Commissioner Brown and seconded by Commissioner Kicielinski. A roll call vote was taken and the Commissioners present, Gully, Brown, Holman, and Kicielinski 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

9 (a)

**Bi-State Development
Board of Commissioners
Agenda Item
November 18, 2016**

From: John M. Nations, President and CEO
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 Board of Commissioners for approval, a request to award 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).

Committee Disposition:

This item was presented and discussed at the Operations Committee on October 18, 2016. The Committee voted to recommend that the Board of Commissioners approve the request for the sole source contract with Remix.

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.

Board Action Requested:

Approval by the Board of Commissioners to authorize the President & CEO to enter into 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

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
AUTHORIZING THE AWARD OF A CONTRACT TO REMIX FOR A
SOFTWARE AS A SERVICE TRANSIT PLANNING PLATFORM**

PREAMBLES:

Whereas, The Bi-State Development Agency of the Missouri-Illinois Metropolitan District (the “Agency”/“BSD”) is a body corporate and politic, created by an interstate compact between the States of Missouri and Illinois, acting by and through its Board of Commissioners (the “Board of Commissioners”); and

Whereas, the Agency is authorized by Mo. Rev. Stat. §§ 70.370 et seq. and 45 Ill. Comp. Stat. 100/1 et seq. (jointly referred to herein as the “Compact”) to plan, construct, maintain, own and operate passenger transportation facilities, and to perform all other necessary and incidental functions, and to disburse funds for its lawful activities, to adopt rules and regulations for the proper operation of its passenger transportation facilities and conveyances, to contract and to be contracted with; and

Whereas, Board Policy Chapter 50, §50.010(A)(8) and §50.010(E)(1)(b), require Board approval of all Non-Competitive Procurements exceeding \$100,000; and

Whereas, the Metro Planning & System Development Division is tasked with designing and implementing transit service that is forward-looking and responsive to the evolving transportation needs of the St. Louis region. Currently the complexity of this process and the time required to analyze all the data is intensive and limits opportunities to explore and refine service strategies; and

Whereas, Remix is a tool for streamlining the service planning process and the product is offered as a software as a service package - a fully hosted, cloud-based web platform. Remix offers a flat cost proposal for a three year period not to exceed \$270,000, plus a one-time setup fee of \$10,000 which includes onboarding and training for BSD staff and the development of one initial project; and

Whereas, it is feasible, necessary and in the public interest for the Board of Commissioners to award a contract to Remix to provide a software as a service transit planning platform for a three year period at a not to exceed cost of \$270,000, plus a one-time setup fee of \$10,000, in accordance with the terms and conditions described herein.

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

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

Section 2. Section 2. Approval of the Contract. The Board of Commissioners hereby approves the award of the contract to Remix to provide a software as a service transit planning platform for a three year period at a not to exceed cost of \$270,000, plus a one-time setup fee of \$10,000, under and pursuant to this Resolution and Compact for the authorized Agency purposes set forth in the preambles hereof and subject to the conditions hereinafter provided.

Section 3. Actions of Officers Authorized. The officers of the Agency, including, without limitation, the President and CEO, and Vice President of Procurement are hereby authorized and directed to execute

all documents and take such actions as they may deem necessary or advisable in order to carry out and perform the purposes of this Resolution and the Contract and the execution of such documents or taking of such action shall be conclusive evidence of such necessity or advisability.

Section 4. Severability. It is hereby declared to be the intention of the Board of Commissioners that each and every part, section and subsection of this Resolution shall be separate and severable from each and every other part, section and subsection hereof and that the Board of Commissioners intends to adopt each said part, section and subsection separately and independently of any other part, section and subsection. In the event that any part, section or subsection of this Resolution shall be determined to be or to have been unlawful or unconstitutional, the remaining parts, sections and subsections shall be and remain in full force and effect, unless the court making such finding shall determine that the valid portions standing alone are incomplete and are incapable of being executed in accordance with the intent of this Resolution.

Section 5. Rights Under Resolution Limited. No rights shall be conferred by this Resolution upon any person or entity other than the Agency and Remix.

Section 6. Governing Law. The laws of the State of Missouri shall govern this Resolution.

Section 7. No Personal Liability. No member of the Board of Commissioners, officer, employee or agent of the Agency shall have any personal liability for acts taken in accordance with this Resolution and Contract.

Section 8. Payment of Expenses. The Senior Vice President and CFO is hereby authorized and directed to pay or cause to be paid all costs, expenses and fees incurred in connection with or incidental to this Resolution and Contract.

Section 9. This Resolution shall be in full force and effect from and after its passage and approval.

ADOPTED by the Board of Commissioners of The Bi-State Development Agency of the Missouri-Illinois Metropolitan District this 18th day of November, 2016.

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

By _____
Title _____

[SEAL]

ATTEST:

By _____
Deputy Secretary to the Board of Commissioners

Open Session Item 9 (a)

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

Attachment A

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.

Open Session Item

9 (b)

**Bi-State Development
Board of Commissioners
Agenda Item
November 18, 2016**

From: John M. Nations, President and CEO
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 present to the Board of Commissioners for approval, a request that Bi-State Development (**BSD**) 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.

Committee Disposition:

This item was presented and discussed at the Operations Committee meeting on October 18, 2016. The Committee voted that the Board of Commissioners approve the request for Bi-State Development to seek a contract with a firm to provide technical assistance for the future needs of Metro Transit's MetroBus System.

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 its 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 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, 2016, 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.

Board Action Requested:

Approval by the Board of Commissioners to authorize 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.

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
AUTHORIZING THE PRESIDENT AND CEO TO EXECUTE A CONSULTING
CONTRACT FOR A COMPREHENSIVE OPERATIONAL ASSESSMENT OF
THE METROBUS SYSTEM**

PREAMBLES:

Whereas, The Bi-State Development Agency of the Missouri-Illinois Metropolitan District (the “Agency”/“BSD”) is a body corporate and politic, created by an interstate compact between the States of Missouri and Illinois, acting by and through its Board of Commissioners (the “Board of Commissioners”); and

Whereas, the Agency is authorized by Mo. Rev. Stat. §§ 70.370 et seq. and 45 Ill. Comp. Stat. 100/1 et seq. (jointly referred to herein as the “Compact”) to plan, construct, maintain, own and operate passenger transportation facilities, and to perform all other necessary and incidental functions, and to disburse funds for its lawful activities, to adopt rules and regulations for the proper operation of its passenger transportation facilities and conveyances, to contract and to be contracted with; and

Whereas, Board Policy Chapter 50, §50.010(A)(8) and §50.010(E)(1)(b), requires Board approval of all Non-Competitive Procurements exceeding \$100,000; and

Whereas, funding is provided through the FY17 – 18 Operating Budget; and

Whereas, in order for the MetroBus system to continue to be forward-looking and responsive to the evolving needs of the St. Louis region, a comprehensive operations assessment is needed to explore the implementation or adjustment of bus service levels; and

Whereas, BSD intends to engage a consulting firm as both an extension of BSD staff and as a subject matter expert to provide technical assistance in the performance of the comprehensive operational assessment, through a competitive procurement, in an amount not to exceed \$350,000; and

Whereas, due to the opening of the Civic Center Transit Center in 2017, it is in the interest of BSD to commence this procurement promptly by releasing the RFP, receiving proposals and awarding a contract by December 31, 2016; and

Whereas, it is feasible, necessary and in the public interest for the Board of Commissioners to authorize the President and CEO to execute a consulting contract for technical assistance in the performance of a comprehensive operational assessment of the MetroBus System, in an amount not to exceed \$350,000, in accordance with the terms and conditions described herein.

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

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

Section 2. Authorization of President and CEO to Execute the Contract. The Board of Commissioners hereby authorizes the President and CEO to execute a consulting contract for technical assistance in the performance of a comprehensive operational assessment of the MetroBus System, in an amount not to exceed

\$350,000, under and pursuant to this Resolution and Compact for the authorized Agency purposes set forth in the preambles hereof and subject to the conditions hereinafter provided.

Section 3. Actions of Officers Authorized. The officers of the Agency, including, without limitation, the President and CEO, and Vice President of Procurement are hereby authorized and directed to execute all documents and take such actions as they may deem necessary or advisable in order to carry out and perform the purposes of this Resolution and the Contract and the execution of such documents or taking of such action shall be conclusive evidence of such necessity or advisability.

Section 4. Severability. It is hereby declared to be the intention of the Board of Commissioners that each and every part, section and subsection of this Resolution shall be separate and severable from each and every other part, section and subsection hereof and that the Board of Commissioners intends to adopt each said part, section and subsection separately and independently of any other part, section and subsection. In the event that any part, section or subsection of this Resolution shall be determined to be or to have been unlawful or unconstitutional, the remaining parts, sections and subsections shall be and remain in full force and effect, unless the court making such finding shall determine that the valid portions standing alone are incomplete and are incapable of being executed in accordance with the intent of this Resolution.

Section 5. Rights Under Resolution Limited. No rights shall be conferred by this Resolution upon any person or entity other than the Agency, officers and employees.

Section 6. Governing Law. The laws of the State of Missouri shall govern this Resolution.

Section 7. No Personal Liability. No member of the Board of Commissioners, officer, employee or agent of the Agency shall have any personal liability for acts taken in accordance with this Resolution and Contract.

Section 8. Payment of Expenses. The Senior Vice President and CFO is hereby authorized and directed to pay or cause to be paid all costs, expenses and fees incurred in connection with or incidental to this Resolution and Contract.

Section 9. This Resolution shall be in full force and effect from and after its passage and approval.

ADOPTED by the Board of Commissioners of The Bi-State Development Agency of the Missouri-Illinois Metropolitan District this 18th day of November, 2016.

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

By _____
Title _____

[SEAL]

ATTEST:

By _____
Deputy Secretary to the Board of Commissioners

Open Session Item

9 (c)

**Bi-State Development
Board of Commissioners
Agenda Item
November 18, 2016**

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

Objective:

To present to the Board of Commissioners for approval, a request for 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.

Committee Disposition:

This item was presented to the Operations Committee on October 18, 2016. The Committee voted to recommend that the Board of Commissioners approve the authorization to increase the request for additional funds for the existing contract with Conference Technologies, Inc. in order to pursue increased scope in the Jefferson National Expansion Memorial (**JNEM**) Gateway Arch Exhibit Rehabilitation Project.

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.

Board Action Requested:

Approval by the Board of Commissioners for additional funds and modification of the contract with CTI to pursue increased scope in the JNEM Gateway Arch Exhibit Rehabilitation project in an amount not to exceed \$709,000.

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
APPROVING MODIFICATION AND ADDITIONAL FUNDS FOR THE
CONFERENCE TECHNOLOGIES INC. CONTRACT FOR THE
JEFFERSON NATIONAL EXPANSION MEMORIAL GATEWAY
ARCH EXHIBIT REHABILITATION PROJECT**

PREAMBLES:

Whereas, The Bi-State Development Agency of the Missouri-Illinois Metropolitan District (the “Agency”/”BSD”) is a body corporate and politic, created by an interstate compact between the States of Missouri and Illinois, acting by and through its Board of Commissioners (the “Board of Commissioners”); and

Whereas, the Agency is authorized by Mo. Rev. Stat. §§ 70.370 et seq. and 45 Ill. Comp. Stat. 100/1 et seq. (jointly referred to herein as the “Compact”) to plan, construct, maintain, own and operate passenger transportation facilities, and to perform all other necessary and incidental functions, and to disburse funds for its lawful activities, to adopt rules and regulations for the proper operation of its passenger transportation facilities and conveyances, to contract and to be contracted with; and

Whereas, Board Policy Chapter 50, §50.010(G)(1) and §50.050(C)(1) require Board approval of a contract modification in excess of the contract award and a non-competitive procurement for a Jefferson National Expansion Memorial (JNEM) project in excess of \$500,000; and

Whereas, on September 25, 2015 the Board approved a sole source contract with Conference Technologies, Inc. (“CTI”) for the JNEM Gateway Arch Exhibit Rehabilitation Project visitor exhibits in the Tram Load Zones. An additional scope of work is now desired to provide HVAC upgrades in the Tram Load Zones and the South Floor Closure project in order to make the space configuration in the South Tram Load Zone similar to the North Tram Load Zone; and

Whereas, the above CTI contract currently has a contingency balance of \$275,000, the maximum expected cost for the two additional scope of work items is \$984,000, including a 10% contingency, resulting in an expected need for additional funds in an amount not to exceed \$709,000; and

Whereas, it is feasible, necessary and in the public interest for the Board to approve modification of and additional funds for the JNEM Gateway Arch Exhibit Rehabilitation Project contract with CTI in order to provide HVAC upgrades and the South Floor Closure project in an amount not to exceed \$709,000, in accordance with the terms and conditions described herein.

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

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

Section 2. Approval of the Contract Modification and Additional Funds. The Board of Commissioners hereby approves the modification of and additional funds for the JNEM Gateway Arch Exhibit Rehabilitation Project contract with CTI in order to provide HVAC upgrades and the South Floor Closure project in

an amount not to exceed \$709,000, under and pursuant to this Resolution and the Compact for the authorized Agency purposes set forth in the preambles hereof and subject to the conditions hereinafter provided.

Section 3. Actions of Officers Authorized. The officers of the Agency, including, without limitation, the President and CEO, and the Vice President of Procurement are hereby authorized and directed to execute all documents and take such actions as they may deem necessary or advisable in order to carry out and perform the purposes of this Resolution and the Contract and the execution of such documents or taking of such action shall be conclusive evidence of such necessity or advisability.

Section 4. Severability. It is hereby declared to be the intention of the Board of Commissioners that each and every part, section and subsection of this Resolution shall be separate and severable from each and every other part, section and subsection hereof and that the Board of Commissioners intends to adopt each said part, section and subsection separately and independently of any other part, section and subsection. In the event that any part, section or subsection of this Resolution shall be determined to be or to have been unlawful or unconstitutional, the remaining parts, sections and subsections shall be and remain in full force and effect, unless the court making such finding shall determine that the valid portions standing alone are incomplete and are incapable of being executed in accordance with the intent of this Resolution.

Section 5. Rights Under Resolution Limited. No rights shall be conferred by this Resolution upon any person or entity other than the Agency and Conference Technologies, Inc.

Section 6. Governing Law. The laws of the State of Missouri shall govern this Resolution.

Section 7. No Personal Liability. No member of the Board of Commissioners, officer, employee or agent of the Agency shall have any personal liability for acts taken in accordance with this Resolution and Contract.

Section 8. Payment of Expenses. The Senior Vice President and CFO is hereby authorized and directed to pay or cause to be paid all costs, expenses and fees incurred in connection with or incidental to this Resolution and Contract.

Section 9. This Resolution shall be in full force and effect from and after its passage and approval.

ADOPTED by the Board of Commissioners of The Bi-State Development Agency of the Missouri-Illinois Metropolitan District this 18th day of November, 2016.

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

By _____
Title _____

[SEAL]

ATTEST:

By _____
Deputy Secretary to the Board of Commissioners

Open Session Item

9 (d)

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

Objective:

To present to the Board of Commissioners 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.

Committee Disposition:

This item was presented and discussed at the Operations Committee on October 18, 2016. The committee voted that the Board of Commissioners approve the authorization to award a contract to Chase Paymentech to 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

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

Board Action Requested:

Approval by the Board of Commissioners to authorize the President & CEO 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.

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
AUTHORIZING THE AWARD OF A CONTRACT TO CHASE PAYMENTECH
FOR CREDIT CARD PROCESSING SERVICES**

PREAMBLES:

Whereas, The Bi-State Development Agency of the Missouri-Illinois Metropolitan District (the “Agency”/“BSD”) is a body corporate and politic, created by an interstate compact between the States of Missouri and Illinois, acting by and through its Board of Commissioners (the “Board of Commissioners”); and

Whereas, the Agency is authorized by Mo. Rev. Stat. §§ 70.370 et seq. and 45 Ill. Comp. Stat. 100/1 et seq. (jointly referred to herein as the “Compact”) to plan, construct, maintain, own and operate passenger transportation facilities, and to perform all other necessary and incidental functions, and to disburse funds for its lawful activities, to adopt rules and regulations for the proper operation of its passenger transportation facilities and conveyances, to contract and to be contracted with; and

Whereas, Board Policy Chapter 50, §50.010(A)(2) and §50.010(E)(1)(a), require Board approval of all Competitive Negotiated Procurements exceeding \$500,000; and

Whereas, in March 2016, a new ticketing software system was implemented for the in-person, phone and on-line ticket sales and event reservations at the Gateway Arch and Riverboats. A new credit card processor was needed to fully integrate with the new ticketing software; and

Whereas, Chase Paymentech has been determined to be the provider that meets the ticketing software system configuration requirements as well as has proposed variable fees and charges that are estimated to be lower than other providers. A contract for a three year period from February 1, 2017 to February 1, 2020 is estimated to cost \$664,260 or an annual average of \$221,420 per year; and

Whereas, it is feasible, necessary and in the public interest for the Board of Commissioners to award the contract to Chase Paymentech to provide credit card processing services for a three year period from February 1, 2017 to February 1, 2020 at an estimated of cost \$664,260 or an annual average of \$221,420 per year, in accordance with the terms and conditions described herein.

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

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

Section 2. Section 2. Approval of the Contract. The Board of Commissioners hereby approves the award of the contract to Chase Paymentech to provide credit card processing services for a three year period from February 1, 2017 to February 1, 2020 at an estimated of cost \$664,260 or an annual average of \$221,420 per year, under and pursuant to this Resolution and Compact for the authorized Agency purposes set forth in the preambles hereof and subject to the conditions hereinafter provided.

Section 3. Actions of Officers Authorized. The officers of the Agency, including, without limitation, the President and CEO, and Vice President of Procurement are hereby authorized and directed to execute all documents and take such actions as they may deem necessary or advisable in order to carry out and perform the

purposes of this Resolution and the Contract and the execution of such documents or taking of such action shall be conclusive evidence of such necessity or advisability.

Section 4. Severability. It is hereby declared to be the intention of the Board of Commissioners that each and every part, section and subsection of this Resolution shall be separate and severable from each and every other part, section and subsection hereof and that the Board of Commissioners intends to adopt each said part, section and subsection separately and independently of any other part, section and subsection. In the event that any part, section or subsection of this Resolution shall be determined to be or to have been unlawful or unconstitutional, the remaining parts, sections and subsections shall be and remain in full force and effect, unless the court making such finding shall determine that the valid portions standing alone are incomplete and are incapable of being executed in accordance with the intent of this Resolution.

Section 5. Rights Under Resolution Limited. No rights shall be conferred by this Resolution upon any person or entity other than the Agency and Chase Paymentech.

Section 6. Governing Law. The laws of the State of Missouri shall govern this Resolution.

Section 7. No Personal Liability. No member of the Board of Commissioners, officer, employee or agent of the Agency shall have any personal liability for acts taken in accordance with this Resolution and Contract.

Section 8. Payment of Expenses. The Senior Vice President and CFO is hereby authorized and directed to pay or cause to be paid all costs, expenses and fees incurred in connection with or incidental to this Resolution and Contract.

Section 9. This Resolution shall be in full force and effect from and after its passage and approval.

ADOPTED by the Board of Commissioners of The Bi-State Development Agency of the Missouri-Illinois Metropolitan District this 18th day of November, 2016.

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

By _____
Title _____

[SEAL]

ATTEST:

By _____
Deputy Secretary to the Board of Commissioners

**Bi-State Development
Board of Commissioners
Agenda Item
November 18, 2016**

From: John M. Nations, President and CEO
Subject: **Sole Source Contract With Infrastructure Management Group for Performance and Management Audit**
Disposition: Approval
Presentation: Larry B. Jackson; Executive Vice President – Administration; and Kathy S. Klevorn, Sr. Vice President and Chief Financial Officer

Objective:

To present to the Board of Commissioners for approval a request to authorize the President and CEO to enter into a sole source contract with Infrastructure Management Group (**IMG**) for a period of one year, in a not-to-exceed amount of \$120,491.00, to perform the Performance and Management Audit specified in the 2002 Bond Indenture.

Committee Disposition:

This item was presented and discussed at the Audit Committee meeting on October 21, 2016. The Committee voted to recommend that the Board of Commissioners approve the request for the sole source contract with IMG.

Board Policy:

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

1. The Board of Commissioners shall approve the following procurements:
 - b. Non-Competitive Procurements which exceed \$100,000

It is the policy of Bi-State Development (**BSD**) 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:

Funding is provided through the Annual Operating Budget.

Background:

On July 29, 2011, the Board of Commissioners awarded a sole source contract to Infrastructure Management Group for a five year period to comply with performance requirements for the following:

- Article VI, Section 618 (a special covenant) within the bond indenture for the Series 2002, 2005, 2007 and 2009 bonds required a Consultant's Report as follows: Beginning with the fifth anniversary of revenue service of the (Cross County Light Rail) Project and biannually thereafter, the Agency covenants to employ, in an advisory capacity, a competent independent consulting firm having a favorable national repute for skill and experience in the mass transit field; which firm shall be appointed by the Agency and shall be acceptable to the Trustee.
- St. Louis County Ordinance #24,264 (2010), which allowed the Prop A Sales Tax initiative to be placed on the April 2010 ballot in St. Louis County, required the Agency to enter into a contract for service and *submit to a performance audit of its management and operations every three years.*

This solicitation generated much interest, but only one proposal. IMG is a national management and financial consulting firm with over 500 successful performance improvement and financial management engagements. IMG proposed to complete the work with ABNA Engineering participating in the rail infrastructure review.

The proposal summary for the FY2011 award to IMG is as follows:

FY 2012	FY 2013	FY 2014	FY 2015	FY2016
\$ 123,093.00	\$ 122,560.00	\$ 95,103.00	\$ -0-	\$ 159,094.00

Total Contract Amount \$ 499,850.00.

Analysis:

Since July 2011, the Series 2002, 2005 and 2007 bonds were refunded by the Series 2013 bonds. The advanced refunding of the Series 2009 bonds is awaiting authorization from St. Louis County. Financial analysis concludes that a positive NPV result can be achieved of more than \$10 million (and above 10%) in the Series 2009 refunding. Bi State Development will continue to maintain the safety and integrity of the rail fixed guideway system in accordance with all federal program standards and regulations. The program requirements within the infrastructure inspection program are being implemented as part of the State Safety and Security Oversight Program Standards. This program is monitored by the States of Illinois and Missouri Departments of Transportation and MetroLink Operations, Safety and Internal Audit employees. The SSO program is robust and on-going. BSD intends to issue a new request for proposal (**RFP**) taking into account the changes in requirements as soon as the Series 2009 bonds have been refunded. A performance audit is due in August of 2018. IMG has agreed to conduct that audit while the Series 2009 bonds continue under their current structure. The next RFP will also continue to meet the requirements of St. Louis County Ordinance #24,264 (2010).

IMG has proposed to conduct the performance audit partnering with ABNA Engineering for a budget not-to-exceed \$120,491.00. This is in line with the original audit proposal shown above for FY2012, FY2013, and FY2016. The cost of the work performed in FY2014 was \$27,457 less than the work performed in FY2013 because IMG was able to rely upon some of the work presented in the FY2014 performance audit report.

Board Action Requested:

Management recommends that the Board of Commissioners authorize the President and CEO to enter into a contract with IMG for a period of one year in a not-to-exceed amount of \$120,491.00.

Attachment:

September 20, 2016, IMG Proposal Letter

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
AUTHORIZING THE AWARD OF A CONTRACT TO INFRASTRUCTURE
MANAGEMENT GROUP FOR THE PERFORMANCE AND MANAGEMENT
AUDIT REQUIRED BY THE SERIES 2002 BOND INDENTURE**

PREAMBLES:

Whereas, The Bi-State Development Agency of the Missouri-Illinois Metropolitan District (the “Agency”/“BSD”) is a body corporate and politic, created by an interstate compact between the States of Missouri and Illinois, acting by and through its Board of Commissioners (the “Board of Commissioners”); and

Whereas, the Agency is authorized by Mo. Rev. Stat. §§ 70.370 et seq. and 45 Ill. Comp. Stat. 100/1 et seq. (jointly referred to herein as the “Compact”) to plan, construct, maintain, own and operate passenger transportation facilities, and to perform all other necessary and incidental functions, and to disburse funds for its lawful activities, to adopt rules and regulations for the proper operation of its passenger transportation facilities and conveyances, to contract and to be contracted with; and

Whereas, Board Policy Chapter 50, §50.010(A)(8) and §50.010(E)(1)(b), require Board approval of all Non-Competitive Procurements exceeding \$100,000; and

Whereas, on July 29, 2011 the Board awarded a sole source contract to Infrastructure Management Group (IMG) for a five year period to comply with performance and management audit requirements of the Series 2002, 2005, 2007 and 2009 bond indentures. The Series 2002, 2005 and 2007 bonds have now been refunded by Series 2013 bonds; and

Whereas, the advanced refunding of the Series 2009 bonds is still awaiting authorization from St. Louis County. A Series 2009 bond performance audit is due in August, 2018 and IMG has agreed to perform the audit while the Series 2009 bonds continue under their current structure for a one year period, in a not to exceed amount of \$120,491; and

Whereas, it is feasible, necessary and in the public interest for the Board of Commissioners to award a contract to Infrastructure Management Group for the performance and management audit required by the Series 2009 bond indenture for a one year period, in a not to exceed amount of \$120,491, in accordance with the terms and conditions described herein.

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

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

Section 2. Section 2. Approval of the Contract. The Board of Commissioners hereby approves the award of the contract to Infrastructure Management Group for the performance and management audit required by the Series 2009 bond indenture for a one year period, in a not to exceed amount of \$120,491, under and pursuant to this Resolution and Compact for the authorized Agency purposes set forth in the preambles hereof and subject to the conditions hereinafter provided.

Section 3. Actions of Officers Authorized. The officers of the Agency, including, without limitation, the President and CEO, and Vice President of Procurement are hereby authorized and directed to execute all documents and take such actions as they may deem necessary or advisable in order to carry out and perform the purposes of this Resolution and the Contract and the execution of such documents or taking of such action shall be conclusive evidence of such necessity or advisability.

Section 4. Severability. It is hereby declared to be the intention of the Board of Commissioners that each and every part, section and subsection of this Resolution shall be separate and severable from each and every other part, section and subsection hereof and that the Board of Commissioners intends to adopt each said part, section and subsection separately and independently of any other part, section and subsection. In the event that any part, section or subsection of this Resolution shall be determined to be or to have been unlawful or unconstitutional, the remaining parts, sections and subsections shall be and remain in full force and effect, unless the court making such finding shall determine that the valid portions standing alone are incomplete and are incapable of being executed in accordance with the intent of this Resolution.

Section 5. Rights Under Resolution Limited. No rights shall be conferred by this Resolution upon any person or entity other than the Agency and Infrastructure Management Group.

Section 6. Governing Law. The laws of the State of Missouri shall govern this Resolution.

Section 7. No Personal Liability. No member of the Board of Commissioners, officer, employee or agent of the Agency shall have any personal liability for acts taken in accordance with this Resolution and Contract.

Section 8. Payment of Expenses. The Senior Vice President and CFO is hereby authorized and directed to pay or cause to be paid all costs, expenses and fees incurred in connection with or incidental to this Resolution and Contract.

Section 9. This Resolution shall be in full force and effect from and after its passage and approval.

ADOPTED by the Board of Commissioners of The Bi-State Development Agency of the Missouri-Illinois Metropolitan District this 18th day of November, 2016.

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

By _____
Title _____

[SEAL]

ATTEST:

By _____
Deputy Secretary to the Board of Commissioners

Open Session Item 9 (e)

Attachment



4350 East West Highway, Suite 950
Bethesda, MD 20814

September 20, 2016

Ms. Kathy Klevorn
Senior Vice President & CFO
211 North Broadway, Suite 700
St. Louis, MO 63102

Re: Metro Mass Transit Consultant's Report, 2017

Dear Kathy:

It was good to talk with you last week and I am glad to hear that you and Bi-State Development (BSD) are doing well.

Our Understanding

Our understanding is that given BSD's schedule with the bond restructuring, BSD needs to carry out a management and performance review to meet the terms of the Series 2002 Mass Transit Sales Tax Appropriation Bond indenture. Under that indenture, BSD is required to engage a mass transit consultant to carry out the following:

- Inspect MetroLink system facilities and maintenance programs performed under the MetroLink Structures Inspection Program; and
- Make reports and recommendations on the proposed changes to the rates of fare, service adjustments, budget(s) for operation, maintenance, capital replacements and modernization.

This scope of work corresponds to the 2011 and 2013 "elements of the audits" in the Mass Mass Transit Consultant scope of work (11-RFP-5754-SG) under which the IMG Rebel team carried out four management and performance audits over the last five years. The exception of the 2013 element of the audit is that it specifically focused on Metro's fare collection system, including fare enforcement. While IMG Rebel would review fare collection as part of its work, it would not focus on this as a separate section.

Re: Metro Mass Transit Consultant's Report, 2017

In carrying out consultant's report IMG Rebel would use a similar format as it has for the four previous audits, in order to ensure data consistency and easy comparison with previous reports. As with past work, we would finalize the focus of the audit after the initial data review.

Team

The Team carrying out this work will be led by the same staff as in previous audits. This will include Tom Rubin, myself, and staff members of ABNA Engineering.

Budget and Schedule

Our understanding is that you will need to receive the consultant's report by May, 2017. We would expect to start the report in December, 2016 and schedule at least one set of on-site meetings in February, 2017. We would provide you a draft audit report in April and a final report in May.

We expect that the level of effort to be similar to our previous audits of around 600 hours. We project a professional services budget of \$115,691 and a travel expense budget of \$4,800 for a total not-to-exceed budget of \$120,491. Please find further detail in the attachment.

The budget estimate is based on our 2011 hourly rates under the Mass Transit Consultant contract that have been escalated by inflation. Please find further detail in the attachment.

Re: Metro Mass Transit Consultant's Report, 2017

We appreciate having the opportunity to work with BSD once again on this important assignment. Please do not hesitate to contact me if you have any questions by phone or email (see below).

Yours sincerely,

A handwritten signature in blue ink, appearing to read "Sasha Page", enclosed within a thin blue rectangular border.

Sasha Page
Principal, IMG Rebel
spage@imgrebel.com, 301-675-3102

Attachment

Estimated Hours and Budget

Work Element	Hours	Work Budget
Planning/ Coordination	34	\$7,223
Interviews/Field Work	148	\$27,602
Analysis	275	\$52,466
Report	<u>133</u>	<u>\$28,400</u>
TOTAL	590	\$115,691
	Expenses	\$4,800
	TOTAL BUDGET	\$120,491

Hourly Rates Schedule

Firm	IMG Rebel	IMG Rebel	IMG Rebel	IMG Rebel	IMG Rebel	ABNA	ABNA
Title	Principal	Sr. Consultant	Consultant	Admin	Sr. Advisor	Sr. Engineer	Jr. Engineer
Hourly Rate	\$267.50	\$203.30	\$144.45	\$96.30	\$176.55	\$205.66	\$102.12

Open Session Item

9 (f)

**Bi-State Development
Agenda Item
Board of Commissioners
November 18, 2016**

From: John M. Nations, President and CEO
Subject: **Express Scripts Contract Extension and Funding Request**
Disposition: Approval
Presentation: Charles Stewart, Vice President of Pension and Insurance; and David Toben, Director of Benefits

Objective:

To present to the Board of Commissioners a request for authorization to extend and fund the contract with Express Scripts for pharmacy benefit management services for one additional year at an estimated total gross cost cash outlay of \$7,500,000, with a final net cost, after rebates, of \$6,900,000.

Committee Disposition

This item was presented and discussed at the Audit Committee Meeting on October 21, 2016. The Audit Committee voted to recommend that the Board of Commissioners approve this request for authorization to extend and fund the contract with Express Scripts for pharmacy benefit management services for one additional year.

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:

Funding is provided through Bi-State Development (**BSD**) Operating Budget.

Background:

Bi-State Development (**BSD**) is a member of the St. Louis Area Business Health Coalition (**BHC**) and participates in a purchasing cooperative for pharmacy benefit management services with approximately 30 other employers from the metropolitan region.

The BHC engaged the Lockton Companies Excelsior Solutions group in November 2013 to conduct a request for proposal (**RFP**) process including designing all bidding requirements. The RFP was released to nine vendors on March 21, 2014. Eight responses were received. Results were presented in June 2014, and through extensive review and negotiations between two finalists, the BHC entered into a contract with Express Scripts, effective October 1, 2014, for a three-year period. Original BSD Board approval occurred in November 2014. We are now entering year three of the current contract, which will end September 30, 2017.

Analysis:

The BHC/Express Scripts contract includes a provision for annual market checks to ensure continuing pricing competitiveness. That new pricing goes into effect annually on October 1 for

the following plan year. The annual market check for contract year three just concluded, and BSD anticipates a 7.04% savings in plan costs representing negotiated improvements in discounts, rebates, and a reduction in processing fees which will help mitigate prescription drug trend and cost inflation in 2017. To gain a more competitive edge beyond current market conditions, Express Scripts has enhanced their annual market check pricing improvements for BHC participating employers willing to extend the current contract to a fourth year beginning October 1, 2017. For BSD, the improved savings in plan costs is anticipated to be 10% or 3.04% higher if we extend the contract to a fourth year (2018). Due to these very favorable terms, the BHC has elected to extend their master contract agreement for the period of October 1, 2017, through September 30, 2018, and will not be going through another RFP process until early 2018.

BSD sponsors one self-funded pharmacy benefit plan for its active employees and early retirees. The current contracts approved funding of \$22,000,000 is detailed as follows:

	Gross Cost	Net Cost After Rebates & Subsidies
2015	\$6,763,749	\$5,711,731
2016	\$7,304,849	\$6,168,670
2017	\$7,889,237	\$6,662,163
Total	\$21,957,835	\$18,542,564

Through the agreement with Express Scripts, the plan receives drug manufacturer rebates based upon the drugs being utilized by our plan membership. The plan receives quarterly drug manufacturer rebate payments which are applied against the plan's gross cost outlay.

The BSD Benefits Department worked with its health and welfare consulting firm to project 2018 gross pharmacy plan costs of \$7,438,265, and net costs after rebates of \$6,840,946. Based on the Express Scripts enhanced pricing offer, management is recommending the one-year contract extension for 2018 and requesting approved net funding of \$6,900,000.

Board Action Requested:

It is recommended that the Board of Commissioners approve this request to extend the Express Scripts contract for one additional year at an estimated total gross cost cash outlay of \$7,500,000, with a final net cost, after rebates, of \$6,900,000.

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
APPROVING THE EXTENSION AND FUNDING OF CONTRACT
WITH EXPRESS SCRIPTS FOR PHARMACY BENEFIT
MANAGEMENT SERVICES**

PREAMBLES:

Whereas, The Bi-State Development Agency of the Missouri-Illinois Metropolitan District (the “Agency”/“BSD”) is a body corporate and politic, created by an interstate compact between the States of Missouri and Illinois, acting by and through its Board of Commissioners (the “Board of Commissioners”); and

Whereas, the Agency is authorized by Mo. Rev. Stat. §§ 70.370 et seq. and 45 Ill. Comp. Stat. 100/1 et seq. (jointly referred to herein as the “Compact”) to plan, construct, maintain, own and operate passenger transportation facilities, and to perform all other necessary and incidental functions, and to disburse funds for its lawful activities, to adopt rules and regulations for the proper operation of its passenger transportation facilities and conveyances, to contract and to be contracted with; and

Whereas,, Board Policy Chapter 50, §50.010(A)(2) and §50.010(E)(1)(a), requires Board approval of all Competitive Negotiated Procurements exceeding \$500,000 and Board Policy Chapter 50.010, Section G.2, requires the Board of Commissioners to approve all extensions of contract performance that exceed 180 days; and

Whereas, funding is provided through the BSD Operating Budget; and

Whereas, in November, 2014 the BSD Board approved a three year contract with Express Scripts for pharmacy benefit management services, which will expire September 30, 2017; and

Whereas, in order to gain a competitive edge beyond current market conditions, Express Scripts has enhanced pharmacy pricing improvements for those employers willing to extend current contracts to a fourth year beginning October 1, 2017. The improved savings in plan costs is anticipated to be higher if BSD extends the contract to the 2018 contract year; and

Whereas, the BSD Benefits Department has worked with its health and welfare consulting firm to project 2018 gross pharmacy plan costs. Based upon the Express Scripts enhanced pricing offer, management is recommending a one year contract extension for 2018 with approved net funding, after rebates, of \$6,900,000; and

Whereas, it is feasible, necessary and in the public interest for the Agency to approve an extension of the Express Scripts contract for pharmacy benefit management services for a fourth year, beginning October 1, 2017, with an approved net funding cost, after rebates, of \$6,900,000, in accordance with the terms and conditions described herein.

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

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

Section 2. Approval of the Contract Extension and Funding. The Board of Commissioners hereby approves an extension of the Express Scripts contract for pharmacy benefit management services for a fourth year, beginning October 1, 2017, with an approved net funding cost, after rebates, of \$6,900,000, under and pursuant to this Resolution and the Compact for the authorized Agency purposes set forth in the preamble hereof and subject to conditions hereinafter provided.

Section 3. Actions of Officers Authorized. The officers of the Agency, including, without limitation, the President and CEO, and the Vice President of Procurement are hereby authorized and directed to execute all documents and take such actions as they may deem necessary or advisable in order to carry out and perform the purposes of this Resolution and the Contract and the execution of such documents or taking of such action shall be conclusive evidence of such necessity or advisability.

Section 4. Severability. It is hereby declared to be the intention of the Board of Commissioners that each and every part, section and subsection of this Resolution shall be separate and severable from each and every other part, section and subsection hereof and that the Board of Commissioners intends to adopt each said part, section and subsection separately and independently of any other part, section and subsection. In the event that any part, section or subsection of this Resolution shall be determined to be or to have been unlawful or unconstitutional, the remaining parts, sections and subsections shall be and remain in full force and effect, unless the court making such finding shall determine that the valid portions standing alone are incomplete and are incapable of being executed in accordance with the intent of this Resolution.

Section 5. Rights Under Resolution Limited. No rights shall be conferred by this Resolution upon any person or entity other than the Agency and Express Scripts.

Section 6. Governing Law. The laws of the State of Missouri shall govern this Resolution.

Section 7. No Personal Liability. No member of the Board of Commissioners, officer, employee or agent of the Agency shall have any personal liability for acts taken in accordance with this Resolution.

Section 8. Effective Date. This Resolution shall be in full force and effect from and after its passage and approval.

ADOPTED by the Board of Commissioners of The Bi-State Development Agency of the Missouri-Illinois Metropolitan District this 18th of November, 2016.

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

By _____
Title _____

[SEAL]

ATTEST:

By _____
Deputy Secretary to the Board of Commissioners

Open Session Item

10

**Bi-State Development
Agenda Item
Board of Commissioners
November 18, 2016**

From: John M. Nations
President and CEO

Subject: **Refunding of Certain Series 2009 and Series 2013 Cross-County Bonds / Revised Refunding Authorization**

Disposition: Approval

Presentation: Kathy S. Klevorn, Senior Vice President & CFO; Tammy Fulbright, Director of Treasury Services; Jeff White, Principal, Columbia Capital Management, LLC

Objective:

To present to the Board of Commissioners for approval a revised resolution, permitting Bi-State Development (the “**Agency**”) to proceed with a refinancing (an “**Advance Refunding**”) of certain of its Series 2009 Bonds and Series 2013A Bonds if economic conditions warrant. The purpose of the refinancing would be to lower the Agency’s borrowing costs. This revision supersedes Board action in June 2016 and permits the Agency to refund additional bonds if certain savings thresholds are met.

Previous Committee and Board Action:

On August 25, 2015, a Fifth Amendment to the Memorandum of Agreement (the “**MOA**”) was presented to the Finance & Administration Committee and approved by the Board of Commissioners on September 25, 2015.

On June 24, 2016, The Board of Commissioners approved a Revised Fifth Amendment to the Memorandum of Agreement to provide the Agency with the flexibility to refund its Series 2009 Bonds and any callable Series 2013 Bonds.

Board Policy:

Pursuant to Section 30.080, *Debt Issuance and Administration*, The Bi-State Development Agency of the Missouri-Illinois Metropolitan District is a body corporate and politic created and existing by reason of a joint compact (the “**Compact**”) between the States of Missouri and Illinois (Sections 70.370 *et seq.* of the Revised Statutes of Missouri, as amended, and Illinois Compiled Statutes, Chapter 45, Act 100, as amended) and approved by the United States Congress and the President. The Powers to Issue Debt, RSMo Section 70.373; 45 ILCS 110/1 was ratified by Congress January 7, 1959; and further amended and ratified by Congress January 3, 1985. The Agency is authorized to borrow money for any of the authorized purposes of the Agency and to issue the negotiable notes, bonds or other instruments in writing of the Agency in evidence of the sum or sums to be borrowed.

The power to issue debt is vested in the Board of Commissioners.

Funding Source:

The Series 2009 Bonds are repaid solely from the receipts of Prop M sales taxes levied and collected by the City and County and remitted to the Agency pursuant to a Memorandum of Agreement by and between the Agency, the City of St. Louis and St. Louis County. The Series 2013 Bonds—and the proposed refunding bonds—are repaid solely from the receipts of Prop M sales taxes levied and collected by the City and County and remitted to the Agency pursuant to the MOA, after providing for debt service on the Series 2009 Bonds, plus all of the Prop M2 and Prop A sales taxes levied and collected by the City and County and remitted to the Agency pursuant to the MOA.

Background:

The Agency currently has two series of bonds outstanding related to the MetroLink Cross-County Extension project. Certain of the Agency's Series 2009 Bonds and Series 2013A Bonds, based upon current markets, could be refinanced to reduce the Agency's borrowing costs under certain conditions. Pursuant to the MOA, however, the Agency needs to seek City and County approvals for any financing secured by Prop M, Prop M2 and Prop A receipts, including any financing to reduce the Agency's borrowing costs.

The Agency's Board of Commissioners approved a previous Fifth Amendment to the Memorandum of Agreement on September 25, 2015. On June 24, 2016, the Board approved a Revised Fifth Amendment to the Memorandum of Agreement, authorizing the refunding of any of the Series 2009 Bonds, as well as those 2013 Bonds that became callable on October 1, 2016.

The City of St. Louis approved the Revised Fifth Amendment to the MOA in late June, just ahead of their legislative summer break.

The Agency conveyed the Fifth Amendment to the MOA to St. Louis County in October 2015, and delivered the Revised Fifth Amendment to the MOA to them in late June 2016. The Agency has had subsequent conversations with St. Louis County over the last few months as they were considering the Agency's FY2017 budget request, but to date, the Revised Fifth Amendment to the MOA has not been approved by St. Louis County.

The proposed action today would approve a revised bond authorization to provide the Agency with the flexibility to refund its Series 2009 Bonds along with Series 2013 Bonds now callable or becoming callable in 2017 and 2018, all subject to the requirement that the refinancing meet certain debt service savings thresholds. The Agency cannot proceed with any refinancing, despite the prospect of significant debt service savings, until St. Louis County approves the Fifth Amendment to the MOA.

Analysis:

Municipal market interest rates remain near historic lows, despite market expectations that the Federal Reserve's Open Market Committee will continue raising short-term interest rates at its December 2016 meeting. Although the Agency's Series 2009 Bonds are not subject to optional redemption until October 2019, the Agency could pursue an "advance refunding" of these bonds to produce debt service savings. The Agency will also have the opportunity to refund on a current basis the \$30 million of the Series 2013A Bonds that became callable on and after October 1, 2016, as well as potentially refunding Series 2013A Bonds that become callable in 2017 and 2018.

The Fifth MOA amendment would make the refunding authority available to the Agency only if debt service savings reached a reasonable threshold, providing the Agency's funding partners with the assurance that the Agency's actions to refund the Series 2009 Bonds and Series 2013 Bonds would be prudent and thoughtful.

Board Action Requested:

Approval by the Board of Commissioners of the revised bond authorization resolution, permitting the Agency to proceed with a refunding of certain of its Series 2009 Bonds and Series 2013 Bonds for economic savings if the opportunity presented.

RESOLUTION OF THE BOARD OF COMMISSIONERS OF THE BI-STATE DEVELOPMENT AGENCY OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT APPROVING AND PROVIDING FOR THE REFUNDING OF CERTAIN OF THE AGENCY’S OBLIGATIONS

PREAMBLES:

- *Whereas*, the Bi-State Development Agency of the Missouri-Illinois Metropolitan District (the “Agency”) is a body corporate and politic, created by an interstate compact (the “Compact”) between the States of Missouri and Illinois, acting by and through its Board of Commissioners (the “Board”); and
- *Whereas*, the Agency is authorized by its Compact and by Mo. Rev. Stat. §§ 70.370 *et seq.* and 45 Ill. Comp. Stat. 100/1 *et seq.* to plan, construct, maintain, own and operate passenger transportation facilities, and perform all other necessary and incidental functions, and to disburse funds for its lawful activities, and to contract and be contracted with; and
- *Whereas*, the Agency has previously issued the following obligations, among others:

<u>Name of Obligation</u>	<u>Issue Date</u>	<u>Original Principal Amount</u>
Mass Transit Sales Tax Appropriation Refunding Bonds (MetroLink Cross County Extension Project), Series 2009 (the “Series 2009 Bonds”)	November 9, 2009	\$ 97,220,000
Combined Lien Mass Transit Sales Tax Appropriation Refunding Bonds, Series 2013A (the “Series 2013A Bonds”)	August 1, 2013	381,225,000

- *Whereas*, on June 24, 2016, the Agency approved Resolution 770 authorizing the refunding of the Series 2009 Bonds and only the Series 2013A Bonds maturing on October 1, 2048; and
- *Whereas*, the Agency desires to authorize the refunding of additional Series 2013A Bonds; and
- *Whereas*, the Agency desires to repeal Resolution 770 approved on June 24, 2016 and enact this Resolution in lieu thereof in order to authorize the refunding of additional Series 2013A Bonds; and
- *Whereas*, the Agency now desires to issue its Combined Lien Mass Transit Sales Tax Appropriation Refunding Bonds (the “Refunding Bonds”) pursuant to the Compact and pursuant to a Master Trust Indenture dated as of August 1, 2013 (the “Master Indenture”) and a Supplemental Trust Indenture No. 3 (the “Supplemental Indenture No. 3” and together with the Master Indenture and all other supplemental indentures, the “Indenture”) to be entered into by and between the Agency and The Bank of New York Mellon Trust Company, N.A., as trustee

(the “Trustee”) in order to provide funds to refund all or a portion of the outstanding Series 2009 Bonds and/or the Series 2013A Bonds maturing on October 1, 2028, October 1, 2046 and October 1, 2048 (collectively, the “Refunded Bonds”); and

- *Whereas*, the terms of sale of the Refunding Bonds shall be specified in a bond purchase agreement to be executed and delivered by the Agency and the representative of the purchasers thereof; and
- *Whereas*, it is feasible, necessary and in the public interest for the Agency to issue the Refunding Bonds in order to provide funds to refund the Refunded Bonds.

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

Section 1. Findings. The Board hereby finds and determines those matters set forth in the preambles hereof as fully and completely as if set out in full in this Section 1.

Section 2. Repeal of Resolution 770. The Board hereby repeals Resolution 770 approved on June 24, 2016 under and pursuant to this Resolution and the Compact for authorized Agency purposes set forth in the preambles.

Section 3. Authorization of Refunding Bonds.

(a) The Board hereby approves the issuance, execution and delivery of the Refunding Bonds, subject to the terms and conditions set forth herein, for the purpose of (i) defeasing and refunding all or a portion of the Refunded Bonds and (ii) paying the costs of issuance with respect to the Refunding Bonds.

(b) The Refunding Bonds, together with interest thereon, shall constitute special, limited obligations of the Agency and are payable solely out of the Agency Revenues (as defined in the Indenture) received by the Agency from The City of St. Louis, Missouri (the “City”) and St. Louis County, Missouri (the “County”) pursuant to the Memorandum of Agreement dated as of November 1, 2002 (as amended, the “Memorandum of Agreement”) and other funds to be pledged under the Indenture. The Refunding Bonds shall not be a debt of the State of Missouri, the State of Illinois, the County or the City and none of the State of Missouri, the State of Illinois, the County, the City or any political subdivision of any of the aforesaid shall be liable thereon nor in any event shall the Refunding Bonds be payable out of any funds or properties other than those acquired or pledged under the Indenture, and the Refunding Bonds shall not constitute an indebtedness within the meanings of any constitutional or statutory debt limitation or restriction. In addition, notwithstanding anything contained in the Indenture or the Memorandum of Agreement to the contrary, the Agency shall not have a general obligation for the payment of other amounts required to be paid by the Agency under the Indenture, such amounts to be payable only from the sources pledged pursuant to the Indenture for the payment of the Refunding Bonds, and neither the Trustee nor any holder of any Refunding Bonds shall bring or maintain any suit, action or other proceeding for judgment against the Agency for any payment required to be made under the Indenture, it being understood that the Trustee and the owners of the Refunding Bonds will look, insofar as the Agency is concerned, solely to the sources pledged pursuant to the Indenture for the payment of the Refunding Bonds for payment of all of the Agency’s obligations under the Indenture, and no other property or assets of the Agency shall be subject to levy, execution or other enforcement procedure for the satisfaction of the Agency’s obligations under the Indenture.

Section 4. Authorization of Chief Financial Officer. The Board hereby authorizes the Agency's Chief Financial Officer to:

- (a) appoint an underwriting team including one or more senior underwriters and one or more co-senior managers or co-managers;
- (b) with the approval of the Agency's General Counsel, engage one or more law firms to provide bond counsel, disclosure counsel and/or underwriters' counsel services associated with the transaction;
- (c) request one or more bond ratings for the Refunding Bonds;
- (d) appoint an escrow agent to hold the proceeds of the Refunding Bonds to be used to refund the Refunded Bonds;
- (e) appoint a dissemination agent to assist the Agency in complying with its continuing disclosure obligations, if any, under Rule 15c2-12 adopted by the United States Securities and Exchange Commission under the Securities Exchange Act of 1934 (the "Rule"); and
- (f) appoint other professionals, as necessary, to include a verification agent, financial printer and others necessary to effectuate the financing.

Section 5. Authorization of Executive Committee. The Board hereby authorizes its Executive Committee to act for and on behalf of the Board and the Agency to:

- (a) Determine and approve (i) which of the outstanding Series 2009 Bonds and/or the Series 2013A Bonds maturing on October 1, 2028, October 1, 2046 and October 1, 2048 will be refunded with proceeds of the Refunding Bonds, and (ii) the final terms of the Refunding Bonds, including the interest rate or rates, the maturity amounts, the redemption provisions and redemption dates and other terms of the Refunding Bonds, subject to the following provisions: the Refunding Bonds will be issued in an aggregate principal amount not to exceed \$210,000,000, representing the outstanding par amount of the Refunded Bonds and accrued interest to the date of maturity or redemption thereof, plus, (a) the costs of issuance of the Refunding Bonds, (b) any amounts required to fund a debt service reserve account for the Refunding Bonds and (c) any original issue discount and the underwriting fee thereon; will have an aggregate initial issue price which shall not be less than 98% nor greater than 120% of the par amount thereof; will mature not later than 40 years from the date of issuance thereof; will produce present value savings of not less than 4.0% of the par amount of the Refunded Bonds being refunded, as calculated by the Agency's Chief Financial Officer; and, at the discretion of the Agency's Chief Financial Officer, may be subject to redemption prior to their maturity date, based upon prevailing market conditions at the time of pricing.
- (b) Approve and execute the Supplemental Indenture No. 3 with the Trustee.
- (c) Approve and execute a Bond Purchase Agreement relating to the Refunding Bonds (the "Bond Purchase Agreement"), between the Agency and the underwriting firm appointed by the Agency's Chief Financial Officer (the "Underwriter"). The Refunding Bonds shall be sold to

the Underwriter at a purchase price to be approved by the Executive Committee on the terms and conditions set forth in the Bond Purchase Agreement. The underwriting fee for the Refunding Bonds shall not exceed a weighted average of 0.60% of the par amount of the Refunding Bonds, plus reasonable expenses.

- (d) Approve and execute an Escrow Trust Agreement (the “Escrow Agreement”) with the escrow agent named therein.
- (e) Approve and execute a Disclosure Dissemination Agent Agreement (the “Continuing Disclosure Agreement”) with the dissemination agent named therein.
- (f) Approve and execute a Tax Compliance Agreement (the “Tax Agreement”) between the Agency and the Trustee.
- (g) Authorize and approve the distribution of a preliminary official statement, final official statement or other disclosure document relating to the Refunding Bonds (collectively, the “Official Statement”).

For purposes of this Resolution, a quorum of the Executive Committee shall consist of not less than two of the four members of the Executive Committee.

The approval of the Executive Committee shall be conclusively evidenced by a resolution, adopted by a unanimous vote of the members of the Executive Committee participating at a meeting for such purpose, setting forth the final terms of the Refunding Bonds and approving the final form of the above-listed documents. Such resolution is to be signed by the Chairman or Vice Chairman of the Executive Committee and attested by the Chief Financial Officer or Deputy Secretary of the Agency.

Section 6. Preliminary and Final Official Statement. The Chairman or Vice Chairman of the Board and the President or Chief Financial Officer of the Agency are hereby authorized and directed to execute the Official Statement and any amendments or supplements thereto on behalf of the Agency, and to cause the Official Statement and any such amendments or supplements to be delivered to the Underwriter. The Agency agrees to provide to the Underwriter within seven business days of the date of the sale of Refunding Bonds sufficient copies of the final Official Statement to enable the Underwriter to comply with the requirements of the Rule and with the requirements of Rule G-32 of the Municipal Securities Rulemaking Board.

Section 7. Actions of Officers Authorized. The officers of the Agency, including the Chairman, Vice Chairman, Treasurer, Secretary and Deputy Secretary of the Board and the President and Chief Financial Officer of the Agency shall be, and they each hereby are, authorized and directed to execute and deliver all documents and take such actions as they may deem necessary or advisable in order to carry out and perform the purposes of this Resolution, including giving direction to the Trustee to give notices of redemption of the Refunded Bonds, and the execution or taking of such action shall be conclusive evidence of such necessity or advisability.

Section 8. Partial Invalidity. If any term or provision of this Resolution, the Refunding Bonds or other document approved hereby or the application thereof for any reason or circumstance shall to any extent be held invalid or unenforceable, the remaining provisions or the application of such term or provision to persons in situations other than those as to which it is held invalid or unenforceable, shall not be affected thereby, and each remaining term and provision hereof and thereof shall be valid and enforced to the fullest extent permitted.

Section 9. Execution of Documents. The officers of the Agency, including the Chairman, Vice Chairman, Treasurer, Secretary and Deputy Secretary of the Board and the President and Chief Financial Officer of the Agency, are authorized and directed to execute and deliver all documents, including without limitation, the Supplemental Indenture No. 3, the Bond Purchase Agreement, the Continuing Disclosure Agreement, the Escrow Agreement and the Tax Agreement and to take such actions as they may deem necessary or advisable in order to carry out the purposes of this Resolution.

Section 10. Payment of Costs. The Chief Financial Officer of the Agency is hereby authorized and directed to pay or cause to be paid all costs, expenses and fees incurred in connection with or incidental to the refunding of the Refunded Bonds and the issuance of the Refunding Bonds, including payment to the Underwriter of an underwriting fee, subject to the limits set forth herein.

Section 11. No Personal Liability. No member of the Board, officer or employee of the Agency shall have any personal liability for acts taken in accordance with this Resolution.

Section 12. Effective Date. This Resolution shall become effective immediately upon its adoption.

ADOPTED, SIGNED AND APPROVED by the Board of Commissioners of The Bi-State Development Agency of the Missouri-Illinois Metropolitan District this 18th day of November, 2016.

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

[SEAL]

Attest:

By: _____
Name: David A. Dietzel
Title: Chairman of the Board Commissioners

By: _____
Name: Aliah Holman
Title: Secretary of the Board of the Commissioners

**Bi-State Development
Board of Commissioners
Agenda Item
November 18, 2016**

From: John M. Nations, President and CEO
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 Board of Commissioners with a five-year return on investment report since the Corporate Compliance and Ethics Department was established in July 2011.

Committee Disposition:

This item was presented and discussed at the Operations Committee meeting on October 18, 2016. The Committee was informed that this presentation would also be made to the full Board at the meeting on November 18, 2016.

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 the 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.

Board Action Requested:

This material is presented to the Board of Commissioners for information only. No action is requested.

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

* New objective added since initial plan was published

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?

Open Session Item

12

**Bi-State Development
Board of Commissioners
Agenda Item
November 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 Board of Commissioners for approval 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 and Committee 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.

This matter was also discussed at the Operations Committee meeting on October 18, 2016. The Committee voted to recommend that the Board of Commissioners approve the 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 Committee further 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.

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.

Board Action Requested:

Approval by the Board of Commissioners of 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.

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*

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY OF
THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
AMENDING BOARD POLICIES, SECTIONS 10.020,
ARTICLE IV, SECTION 10.040 AND
SECTION 10.050 PERTAINING TO BOARD COMMITTEES**

PREAMBLES:

Whereas, the Bi-State Development Agency of the Missouri-Illinois Metropolitan District (the “Agency”/ “BSD”) is a body corporate and politic, created by an interstate compact between the states of Missouri and Illinois, acting by and through its Board of Commissioners (the “Board of Commissioners”); and

Whereas the Agency is authorized by Mo. Rev. Stat. §§ 70.370 et seq. and 45 Ill. Comp. Stat. 100/1 et seq. (jointly referred to herein as the “Compact”); to make suitable rules and regulations consistent with its mission and not inconsistent with the constitution or laws of either state, or any political subdivision thereof; and

Whereas, Article VI of the Bylaws – Board Policies of the Agency, provides that any action by the Board establishing policy, administrative, business, or otherwise, shall be known as “Board Policies” and that the Board may adopt, amend or repeal, in whole or in part, the Board Policies at any meeting of the Board, except that unless otherwise designated by the Chair, all Board Policies shall be tabled for a period of one month and shall become effective upon adoption by the Board; and

Whereas, Board Policies, Section 10.020, Article IV, Section 10.040 and Section 10.050, govern the Agency’s rules regarding Board committees; and

Whereas, at the September 23, 2016 Board meeting, the Board discussed its committee structure and agreed that beginning in January 2017, there would be just two standing working committees of the Board – the Operations Committee and the Audit, Finance & Administration Committee; and

Whereas, the amended Board Policies, Section 10.020, Article IV, Section 10.040 and Section 10.050 were presented to the Operations Committee on October 18, 2016. The Committee recommended that the amended policies be referred to the Board of Commissioners for consideration at the November 18, 2016 meeting, and that the Board waive tabling the amended policies so that they are effective upon Board approval; and

Whereas, it is feasible, necessary and in the public interest for the Agency to approve the amended Board Policies, Section 10.020, Article IV, Section 10.040 and Section 10.050 pertaining to Board committees, as referenced in Briefing Paper Attachments #3 and #6, and that the Board waive tabling of the amended policies so that they are effective upon Board approval, in accordance with the terms and conditions described herein.

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

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

Section 2. Approval of Amendment to Board Polices. The Board of Commissioners hereby authorizes and approves the amendment to Board Policies, Section 10.020, Article IV, Section 10.040 and Section

10.050 pertaining to Board committees, (as provided in Attachments #3 and #6 of the Briefing Paper and made a part hereof), and waives tabling of the amended policies so that they are effective upon Board approval.

Section 3. Actions of Officers Authorized. The officers of the Agency, including without limitation, the President and CEO and the General Counsel, are hereby authorized and directed to execute all necessary changes to Board Policies, and take such actions as they may deem necessary or advisable in order to carry out and perform the purposes of this Resolution; and the execution of such changes and taking of such actions shall be conclusive evidence of such necessity or advisability.

Section 4. Severability. It is hereby declared to be the intention of the Board of Commissioners that each and every part, section and subsection of this Resolution shall be separate and severable from each and every other part, section and subsection hereof and that the Board of Commissioners intends to adopt each said part, section and subsection separately and independently of any other part, section and subsection. In the event that any part, section or subsection of this Resolution shall be determined to be or to have been unlawful or unconstitutional, the remaining parts, sections and subsections shall be and remain in full force and effect, unless the court making such finding shall determine that the valid portions standing alone are incomplete and are incapable of being executed in accordance with the intent of this Resolution.

Section 5. Rights Under Resolution Limited. No rights shall be conferred by this Resolution upon any person or entity other than the Agency, officers and employees.

Section 6. Governing Law. The laws of the State of Missouri shall govern this Resolution.

Section 7. No Personal Liability. No member of the Board of Commissioners, officer, employee or agent of the Agency shall have any personal liability for acts taken in accordance with this Resolution.

Section 8. Payment of Expenses. The Senior Vice President and CFO is hereby authorized and directed to pay or cause to be paid all costs, expenses and fees incurred in connection with or incidental to this Resolution.

Section 9. Effective Date. This Resolution shall be in full force and effect from and after its passage and approval.

ADOPTED by the Board of Commissioners of The Bi-State Development Agency of the Missouri-Illinois Metropolitan District this 18th of November, 2016.

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

By _____
Its _____

[SEAL]

ATTEST:

By _____
Deputy Secretary to the Board of Commissioners

Open Session Item 12
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.

Open Session Item 12
Attachment 2

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.

Open Session Item 12
Attachment 3

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
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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 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.

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 12
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.~~ 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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- 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.

~~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 12
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.
- 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.

3. 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:

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Open Session Item

13

**Bi-State Development
Board of Commissioners
2017 Board and Committee Meeting Schedule*(All Meetings Begin at 8:00 a.m.)**

Friday, January 20, 2017 (Tentative)*
Operations Committee

Friday, January 27, 2017 (Tentative)*
Audit, Finance & Administration Committee

Friday, February 24, 2017
Board Meeting

Tuesday, March 21, 2017 (Tentative)*
Operations Committee

Friday, March 24, 2017 (Tentative) *
Audit, Finance & Administration Committee
(Budget Review Meeting)

Friday, April 28, 2017
Board Meeting (Budget Approval)

Tuesday, May 16, 2017 (Tentative)*
Operations Committee

Friday, May 19, 2017 (Tentative)*
Audit, Finance & Administration Committee

Friday, June 23, 2017
Board Meeting

Tuesday, August 15, 2017 (Tentative)*
Operations Committee

Friday, August 25, 2017 (Tentative)*
Audit, Finance & Administration Committee

Friday, September 22, 2017
Board Meeting

Tuesday, October 17, 2017 (Tentative)*
Operations Committee

Friday, October 20, 2017 (Tentative)*
Audit, Finance & Administration Committee

Friday, November 17, 2017
Board Meeting

*Committee meeting dates are scheduled tentatively and will be confirmed by the Committee Chair.

**Bi-State Development
Board of Commissioners
2017 Committee Assignments**

Audit, Finance & Administration Committee*

Constance Gully, Chair
Vernal Brown
David Dietzel**
Vince Schoemehl
Jeffrey Watson

Operations Committee

Michael Buehlhorn, Chair
David Dietzel**
Irma Golliday
Aliah Holman
Tadas Kicielinski

Planning Committee

All Commissioners - Committee of the Whole

Nominating Committee

David Dietzel
Constance Gully
Tadas Kicielinski
Vince Schoemehl

*Note: All Commissioners, regardless of Committee membership, are welcome to attend either of the working Committees, and when in attendance at a Committee meeting, may vote on issues pending before the Committee.

* David Dietzel, as Board Chairman, serves on both the Audit, Finance & Administration Committee and the Operations Committee.