

**BI-STATE DEVELOPMENT
BOARD OF COMMISSIONERS MEETING
OPEN SESSION MINUTES
NOVEMBER 20, 2015**

Board Members in Attendance

Missouri

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

Illinois

Michael S. Buehlhorn, Treasurer
David Dietzel, Chairman
Irma Golliday (present @ 8:10 a.m.)
Tadas Kicielinski (via phone)
Jeffrey Watson (via phone @ 8:11 a.m.)

Staff in Attendance

John Nations, President & CEO
Barbara Enneking, General Counsel and Deputy Secretary
Shirley Bryant, Certified Paralegal
Jim Cali, Director of Internal Audit
Ray Friem, Executive Director, Metro Transit
Kathy Klevorn, Sr. Vice President, Chief Financial Officer
Larry Jackson, Vice-President, Procurement, Inventory Management & Supplier Diversity
Mary Lamie, Executive Director, Freight District
Barbara Georgeff, Executive Assistant to President & CEO
Kent Swagler, Director, Corporate Compliance and Ethics
John Langa, Vice President, Economic Development
John Wagner, Project Manager, Economic Development
Richard Zott, Chief of Public Safety
Michael Breihan, President, ATU 788
Diana Wagner-Hilliard, Director, Workforce Diversity/EEO
Mark Vago, Controller
Scott Grott, Chief, MetroLink Operations
Tamara Fulbright, Director, Treasury Services
Michael Gibbs, Accountant, Business Enterprises
Jonathan Frederick, Director, Accounting & Budget
Patti Beck, Director, Communications
Matthew Hibbard, Social Media Communications Manager
Kathy Brittin, Director, Risk Management Safety & Claims
Reggie Cavitt, Local ATU 788

Others in Attendance

Ronald Walker, area resident
Tom Curran

1. Call to Order

8:01 a.m. Commissioner Dietzel called the Open Session Board Meeting to order at 8:01 a.m.

2. Roll Call

8:01 a.m. Roll call was taken.

3. **Minutes of September 25, 2015 Open Session Board Meeting**

8:02 a.m. The September 25, 2015, 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 Schoemehl. **Motion passed unanimously.**

4. **Report of Treasurer**

8:02 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**

8:02 a.m. John Nations, President & CEO, stated that when the Research Institute was established one of the priorities was to get grant funding to cover the cost of the research and studies being conducted by the Research Institute. John Wagner, Project Manager, Economic Development, heads up the Research Institute in the Economic Development Department to study the feasibility of establishing health related clinics around MetroLink stations for the transit dependent community. Through Mr. Wagner's efforts, he was able to successfully secure a grant through the Missouri Foundation for Health in the amount of \$41,900. This is the first time Bi-State Development (**BSD**) has been able to secure an outside grant to help with research. This is an important first step, not only in better serving the public, but in BSD's corporate mission of partnering with communities, getting funding and doing the necessary research. Mr. Nations thanked John Wager and John Langa, Vice President, Economic Development, for their great work and he looks forward to the study results.

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

8:03 a.m. The October 16, 2015, Business Services & Economic Development Committee Open Session Minutes were included in the Board packet. Commissioner Holman stated that the Business Services & Economic Development Committee met in Open Session on October 16, 2015, and the draft minutes of that meeting were in the Board packet at tab #6. She advised that the Committee was presenting for Board approval Consent Agenda Item #10(b) the Contract Modification with Maida Engineering for Additional Design Services for Jefferson National Expansion Memorial Motor Generator Sets Replacement. The Committee also discussed and referred to the Board for approval, Agenda Item #11, the revision of *Board Policy, Chapter 30, Section 30.070, Hedging*. This item is being presented with the Committee's recommendation that the Chairman designate that the proposed policy revision not be tabled pursuant to *Article VI(D)* of the Board Policies, and that it be approved at today's Board meeting. Other items discussed and presented at the Committee meeting included the Fuel Hedging Program Statement of Policy and Strategy; an overview of the Freight District; an update on Economic Development projects; an update on the Downtown St. Louis Airport capital projects; and an update on the CityArchRiver Project. 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.

7. **Operations Committee Report**

8:05 a.m. The October 20, 2015, Operations Committee Open Session Minutes were included in the Board packet. Commissioner Buehlhorn stated that the Operations Committee met in Open Session on October 20, 2015, and the draft minutes of that meeting were in the Board packet at tab #7. He advised that the Committee was presenting for Board approval Consent Agenda Item #10a the Sole Source Contract Award to GE Transportation Services (**GETS**) – Global Signaling. Ray Friem, Executive Director Metro Transit provided the Committee with an overview of the Transit Operations FY15, Fourth Quarter Performance Report. 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.

8. Audit Committee Report

8:06 a.m. The October 23, 2015, Audit Committee Open Session Minutes were included in the Board packet. Commissioner Gully stated that the Audit Committee met in Open Session on October 23, 2015, and the draft minutes of that meeting were in the Board packet at tab #8. She advised that the Committee was presenting for Board approval Consent Agenda Item #10(c) 2012-2015 Title VI Program. The Committee reviewed the Internal Audit Status Report for the Fourth Quarter, FY15, and the First Quarter, FY16, and the Internal Audit Follow-Up Summary for the Fourth Quarter, FY15. The Safekeeping Quarterly Accounts Audit for March 31, 2015, and June 30, 2015, was also presented for Committee review. 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.

9. Adjustment of Consent Agenda

8:07 a.m. There was no adjustment of the Consent Agenda.

10. Consent Agenda Item(s): 10(a) Sole Source Contract Award: GE Transportation Systems (GETS) – Global Signaling (Operations Committee Recommends Approval (Resolution #726); 10(b) Contract Modification With Maida Engineering, Inc. for Additional Design for Jefferson National Expansion Memorial Motor Generator Sets Replacement (Business Services & Economic Development Committee Recommends Approval) (Resolution #725); 10(c) 2012-2015 Title VI Program (Audit Committee Recommends Approval) (Resolution #718).

8:07 a.m. A motion to approve the Consent Agenda items was made by Commissioner Schoemehl and seconded by Commissioner Gully. **Motion passed unanimously.**

11. Revision to Board Policy, Chapter 30, Section 30.070, Hedging (Business Services & Economic Development Committee Recommends Final Approval Without Tabling Pursuant to Article VI (D) of the Board Bylaws)

8:08 a.m. The briefing paper and attachments regarding the Revision to *Board Policy, Chapter 30, Section 30.070, Hedging* were included in the Board packet. No additional presentation was made as this matter was discussed in great detail at the October 16, 2015, Business Services & Economic Development Committee, and briefly discussed today in Commissioner Holman's Committee report under Agenda Item #6. John Nations, President & CEO, clarified that the request is for the Board to waive the tabling and approve the proposed revisions today. A motion to waive the tabling of this revision to *Board Policy, Chapter 30, Section 30.070, Hedging*, and that the Board approve the policy revision at the November 20, 2015 meeting was made by Commissioner Buehlhorn and seconded by Commissioner Brown. **Motion passed unanimously. (Resolution #719)**

12. 2016 Board and Committee Meeting Schedule

8:09 a.m. The draft 2016 Board and Committee Meeting Schedule was included in the Board packet. A motion to approve the 2016 Board and Committee Meeting Schedule was made by Commissioner Gully and seconded by Commissioner Schoemehl. **Motion passed unanimously.**

****8:10 Commissioner Golliday joined the meeting.**

13. Board of Commissioners' Committee Assignments

8:12 a.m. The list of the Board of Commissioners' 2016 Committee Assignments was included in the Board packet. This agenda item was informational only, and no Board action was required. A copy of the 2016 Committee Assignments will be kept at the office of the Deputy Secretary.

14. Unscheduled Business

8:10 a.m. Commissioner Dietzel stated that this is the first Board meeting since Mary Lamie, Executive Director, Freight District, joined Bi-State Development. He stated that it has been his pleasure to have worked with Ms. Lamie for many years, and she is a great addition to BSD. Ms. Lamie thanked the Board and stated that she has been with BSD for about three months. The Freight District has made a tremendous amount of progress in that short time and she looks forward to continuing the work.

****8:11 a.m. Commissioner Watson joined the meeting via phone.**

15. Public Comment

8:13 a.m. Ronald Walker, an area resident and transit user, addressed the Board to discuss his concerns regarding security on the system. Mr. Walker was a member of the Metro Citizen's Advisory Committee. He stated that the total disregard for the rules by some of the people who ride the system has gotten so out of hand that it frightens him to ride now. In his opinion, this is due primarily to the lack of security at the stations and on the trains, and he suggested that the Agency pressure the Missouri legislature to pass legislation to allow BSD to set up its own transit police. Mr. Nations responded to Mr. Walker thanking him for his comments and for being a loyal rider; and he assured Mr. Walker that BSD continues to do everything that it can to ensure safety on the system.

16. Call of Dates for Future Board Meetings

8:17 a.m. The next Operations Committee meeting is scheduled for Tuesday, January 19, 2016, at 8:00 a.m.; the Audit Committee meeting is scheduled for Friday, January 22, 2016, at 8:00 a.m.; and the next Board meeting is scheduled for Friday, February 26, 2016, at 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).

8:17 a.m. Pursuant to the requirements of Section 610.021(1), 610.021(2), 610.021(14), and 610.021(16) of the Revised Statutes of Missouri, Commissioner Dietzel requested a motion to allow the Board to go into closed session. A motion to go into Executive Session was made by Commissioner Holman and seconded by Commissioner Gully. A roll call vote was taken and the Commissioners present, Brown, Gully, Holman, Schoemehl, Buehlhorn, Dietzel, Golliday, Kicielinski, and Watson voted to approve this agenda item. **Motion passed unanimously and the Open Session meeting was adjourned.**