



**BI-STATE DEVELOPMENT
BOARD OF COMMISSIONERS MEETING
OPEN SESSION MINUTES
FRIDAY, NOVEMBER 18, 2016**

Board Members in Attendance

Missouri

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

Illinois

Michael S. Buehlhorn, Treasurer, (via phone)
David Dietzel, Chairman
Irma Golliday, (absent)
Tadas Kicielinski, (absent)
Jeffrey Watson, (via phone)

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
Patti Beck, Director, Communications
Scott Grott, Chief MetroLink Operations
Tamara Fulbright, Director, Treasury Services
Kathy Klevorn, Sr. Vice President & Chief Financial Officer
Theresa Gudowicz Green, Manager Treasury Operations
Mark Vago, Controller
Tracy Beidleman, Director Program Development & Grants
Charles Stewart, Vice President, Pension & Insurance
Amy Krekeler-Weber, EEO Specialist
Larry Jackson, Executive Vice President for Administration
Jerry Vallely, External Communications Manager
John Wagner, Director, Research Institute
Jonathan Frederick, Director, Accounting & Budget
Kathy Brittin, Director, Risk Management Safety & Claims
Andrew Ghiassi, Manager Safety & Loss Control
Michael S. Jennings, Manager IT ERP Systems
Virginia Alt-Hildebrandt, Executive Assistant
Matthew Hibbard, Social Media Communication Manager
Charles Pogorelac, Manager Financial Planning & Budget
Adam Schisler, Budget System Administrator
Sarah Clarke, Director Gateway Arch Operations
David Toben, Director Benefits
Fred Bakarich, Director Engineering Systems
Jessica Mefford-Miller, Chief Transit Planning & System Development
Chance Baragary, Manager Gateway Arch Construction
Kerry Kinkade, Acting Vice President, Chief Information Officer
Jenny Nixon, Executive Director Tourism Innovation
Ken Franklin, Vice President Government Relations & Policy Initiatives
Julianne Stone, Vice President Strategic Initiatives

Maryanne Coley, Manager Benefits
Jason Davis, Manager Security Fare Enforcement
Gary Smith, Intern – Internal Audit

Others in Attendance

Scott Nickerson, Crowe Howarth
Jeff White, Principal, Columbia Capital Management, LLC
Jason Terry, Gilmore & Bell
Tom Curran, St. Louis County

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 September 23, 2016, Open Session Board Meeting

8:01 a.m. The September 23, 2016, Open Session Board Meeting minutes were provided in the Board packet. A motion to approve the minutes was made by Commissioner Schoemehl and seconded by Commissioner Holman. **Motion passed unanimously.**

4. Report of Treasurer

8:01 a.m. The Treasurer’s Report was provided in the Board packet, and will be kept at the office of the Deputy Secretary. No presentation was made. This agenda item was informational only.

5. Report of President

8:01 a.m. Chairman Dietzel asked Mr. Nations for his report. Mr. Nations introduced two new members of the Senior Staff: Ken Franklin, Vice President of Governmental Relations and Policy Initiatives; and Julianne Stone, Vice President of Strategic Initiatives. Mr. Nations said that he is delighted that the two members joined the Senior Management Team. Mr. Nations also reported that the Procurement and Supplier Diversity Department has received recognition from the National Institute for Government Purchasing (**NIGP, Inc.**). The “Outstanding Agency Accreditation Achievement Award.” (**OAAA**) recognizes those agencies that lead the public procurement profession, through the implementation of best practices. Mr. Nations asked for a comment from Vice President of Administration, Larry Jackson, who specifically led this department for many years, and now oversees it in his new capacity. Mr. Jackson complimented the team, and said he was very proud of their performance and what they are delivering on behalf of the Company. Mr. Nations next noted that on November 19, the St. Louis Downtown Airport will be conducting a triannual emergency exercise, which will bring together many of our regional emergency services to respond to a simulated aircraft crash, and invited all Board members and Staff to attend. Mr. Nations next reported that final approval had been received on November 17 from the Missouri Foundation for Health for a grant awarded to the Bi-State Development Research Institute, to address food and security issues in North St. Louis County, by providing two “kiosk markets,” one at North Hanley MetroLink Station, and one at the Wellston Station. Mr. Nations noted that the Research Institute has had a very productive year, and has procured grants amounting to more than \$1.5 million. Mr. Nations said that concluded his report as President.

6. Operations Committee Report

8:04 a.m. Chairman Dietzel noted that Operations Committee Chairman Buehlhorn was on the telephone, and asked Mr. Nations to deliver the report of the Operations Committee. On behalf of the

Operations Committee, Mr. Nations reported that the Operations Committee met on October 18, 2016 at 8:00 a.m. in the Headquarters Board Room, and that the draft minutes of that meeting are contained in the Board packet under Tab #6. Mr. Nations reported that the Operations Committee has four items on the Consent Agenda today, with the Committee's unanimous recommendation for approval for each item. Those Consent Agenda Items are: (1) Consent Agenda Item #9(a) – Sole Source Contract for Remix Software; (2) Consent Agenda Item #9(b) – Comprehensive Operational Analysis Procurement of Services; (3) Consent Agenda Item #9(c) – Jefferson National Expansion Memorial (JNEM) Gateway Arch Exhibit Rehabilitation – Additional Project Scope; and (4) Consent Agenda Item 9(d) – Gateway Arch and Gateway Arch Riverboats Credit Card Processing Contract with Chase Paymentech. Mr. Nations also reported that the Committee is forwarding to the Board, with the Committee's unanimous recommendation of approval, Agenda Item #12 - 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*. Mr. Nations explained that the reason the revision to the Board Policies is not on the Consent Agenda is due to the fact that the Board Policies specifically provide that an amendment to the Board Policies cannot be considered for approval at the Board meeting where it is first introduced, unless the Chairman has declared that it is in the best interests of the Company for it to be approved without delay. Commissioner Schoemehl asked the Chairman if he was so designating this particular item, and Chairman Dietzel responded affirmatively. Mr. Nations also reported that several employees were recognized at the Operations Committee by Metro Transit Executive Director, Ray Friem, and were presented with Certificates of Appreciation. Mr. Nations also reported that Director of Corporate Compliance and Ethics, Kent Swagler, presented the Compliance and Ethics “5-Year Return On Investment Report” and that the presentation is contained under Agenda Item #11 in the Board packet. Mr. Nations said that concluded the report of the Operations Committee.

7. **Audit Committee Report**

8:06 a.m. Chairman Dietzel noted that Audit Committee Chair, Constance Gully, is not able to participate in the meeting this morning, and asked Mr. Nations to read the report of the Audit Committee. Mr. Nations, on behalf of the Audit Committee, reported that the Audit Committee met in Open Session on October 21, 201 at 8:00 a.m., and that the draft minutes of that meeting are included in the Board packet at Tab #7. The Committee is forwarding two items to the Commission today on the Consent Agenda, with the Committee's recommendation of approval. Those items are: (1) Consent Agenda #9(e) – Sole Source Contract Sole Source Contract With Infrastructure Management Group (IMG) for Performance and Management Audit; and (2) Consent Agenda Item 9(f) - Express Scripts Contract Extension and Funding Request. Mr. Nations reported that the Committee reviewed the Internal Audit Status Report for both the Fourth Quarter of Fiscal Year 2016 and the First Quarter of Fiscal Year 2017, as well as the Internal Audit Follow-up Summary for the Fourth Quarter of Fiscal year 2016. The Safekeeping Quarterly Accounts Audit for June 30, 2016 was also presented. Mr. Nations reported that at the meeting, Vice President of Pensions and Insurance, Charles Stewart, provided an update on the Pension Audit. Mr. Stewart reported to the Committee that Mayor Hoffman McCann has issued unqualified “Clean Audit Opinions” for the Plan Year ended 2016 for all three pension plans. Mr. Nations noted that it was significant to report that all of the audits for all of the pension plans are now current, and that is a significant achievement regarding the pension plans. Mr. Nations said that concluded the report of the Audit Committee.

8. **Adjustment of Consent Agenda**

8:08 a.m. Chairman Dietzel asked if there were any adjustments to the Consent Agenda. Commissioner Holman requested that Item 9(f) - Express Scripts Contract Extension and Funding Request - be removed from the Consent Agenda, and explained that she believed it would not be appropriate for her to vote on that particular item, and wished to abstain from the vote, due to the fact that she was once employed by Express Scripts. A motion to remove Consent Agenda Item 9(f) from the consent agenda for a separate

vote was made by Commissioner Schoemehl and seconded by Commissioner Brown. **Motion passed unanimously.**

A motion to approve Consent Agenda Item 9(f) – Express Scripts Contract Extension and Funding Request was made by Commissioner Schoemehl and seconded by Commissioner Buehlhorn. Commissioners Brown, Schoemehl, Buehlhorn, Dietzel and Watson voted “aye” and Commissioner Holman abstained. **Motion passed. (Resolution #793)**

9. **Consent Agenda Item(s): 9(a) Sole Source Contract for Remix Software (Operations Committee Recommends Approval) (Resolution #796); 9(b) Comprehensive Operational Analysis Procurement of Services (Operations Committee Recommends Approval) (Resolution #795); 9(c) Jefferson National Expansion Memorial (JNEM) Gateway Arch Exhibit Rehabilitation – Additional Project Scope (Operations Committee Recommends Approval) (Resolution #799); 9(d) Gateway Arch and Gateway Arch Riverboats Credit Card Processing Contract With Chase Paymentech (Operations Committee Recommends Approval) (Resolution #797); 9(e) Sole Source Contract With Infrastructure Management Group for Performance and Management Audit (Audit Committee Recommends Approval) (Resolution #794)**

8:09 a.m. A motion to approve the Consent Agenda items was made by Commissioner Schoemehl and seconded by Commissioner Holman. **Motion passed unanimously.**

10. **Refunding of Certain Series 2009 and Series 2013 Cross-County Bonds/Revised Refunding Authorization**

8:10 a.m. A briefing paper was contained in the Board packet. Mr. Nations reported that this is the only item on the Open Session Agenda which has not been presented to a committee in preparation of this particular meeting. However, as noted in the briefing paper, this issue has been twice previously presented to the Board for approval, and has twice received the Board’s approval. Unfortunately, the refunding of these bonds has yet to be accomplished. Given that the Board of Commissioners is not scheduled to meet again until February of 2017, staff is asking for a reauthorization to enter into negotiations with the hopeful anticipation that circumstances will present themselves which will allow these bonds to be refunded on favorable terms. A motion to approve 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 is presented was made by Commissioner Schoemehl and seconded by Commissioner Brown. **Motion passed unanimously. (Resolution #787)**

11. **Compliance and Ethics “Five Year Return on Investment Report (Presented to Operations Committee)**

8:11 a.m. A briefing paper and attachment was contained in the Board packet. Mr. Nations reported that the Corporate Compliance and Ethics Department was established in the office of the General Counsel in 2011, and that, as part of the Board’s oversight, asked Department Director, Kent Swagler, to provide the Commission with a five-year report on activities and return on the investment. Mr. Nations noted that a copy of Mr. Swagler’s presentation, which he presented to the Operations Committee, is contained in the Board packet. Mr. Nations noted that most of the Commissioners present for the meeting today had attended the Operations Committee and had seen the presentation. Consequently, Mr. Swagler would not give the presentation again. Mr. Nations directed the Committee’s attention to the presentation, and noted particularly that it was self-explanatory and highlights the progress in that department.

12. Revision to Board Policies Chapter 10, Section 10.020, Article IV – *Committee of the Board*; Section 10.040 *Standing Committees*; and Section 10.050 *Ad Hoc Committees* (Presented to the Operations Committee)

8:12 a.m. A briefing paper was contained in the Board packet, together with several attachments. Mr. Nations reported that this item was brought up for discussion at the meeting of the Board of Commissioners in September, at which time the Commissioners requested that Mr. Nations put this item on a Committee agenda and bring it back to the Board for the meeting today. Mr. Nations explained that the purpose of the amendment is to consolidate most of the Committee operations under two main committees, rather than the four main (or working) committees which the Board is utilizing at this point. Mr. Nations noted that under the Operations Committee report earlier in this meeting, the amendment to the Board Policies is a separate item of approval, due to the Board Policy that an amendment to the Policies may not be approved at the same meeting at which it is first introduced, unless otherwise designated by the Chair that it is appropriate for approval at the same meeting (Board Policies Article VI, Section (d), and that Chairman Dietzel had acknowledged earlier in this meeting that he had so designated this particular amendment. A motion to approve the revisions to the Board Policy, Chapter 10, Section 10.020, Article IV – *Committee of the Board*; Section 10.040 *Standing Committees*; and Section 10.050 *Ad Hoc Committees*; and that the revisions not be tabled pursuant to *Article VI(D)* of the Board Policies as it is in the best interest of the Agency that these revisions be approved was made by Commissioner Schoemehl and seconded by Commissioner Holman. **Motion passed unanimously. (Resolution #803)**

13. 2017 Board and Committee Meeting Schedule

8:13 a.m. The 2017 Board and Committee Meeting Schedule was provided in the Board packet. A motion to approve the 2017 Board and Committee Meeting Schedule was made by Commissioner Holman and seconded by Commissioner Schoemehl. **Motion passed unanimously.**

14. 2017 Board of Commissioners Committee Assignment

8:14 a.m. Chairman Dietzel noted that the Committee assignments were listed in the Board packet under this agenda item. It was noted that, while we have an official designation and appointment of Committee members, the practice of the Board is for any member of the Board who wishes to attend any of the Committee meetings may do so, with full voting rights. Chairman Dietzel noted that this item is for information only, and does not require approval.

15. Unscheduled Business

8:14 a.m. There was no unscheduled business.

16. Public Comment

8:14 a.m. There was no public comment.

17. Call of Dates for Future Board Meetings

8:15 a.m. The Board was advised of the upcoming meetings, as follows:

Operations Committee:	Friday, January 20, 2017	8:00 a.m.
Audit Committee:	Friday, January 27, 2017	8:00 a.m.
Board Meeting:	Friday, February 24, 2017	8:00 a.m.

18. 8:16 a.m. Adjournment to 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, §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).

8:16 a.m. Pursuant to the requirements of Section 10.080 (D) (1); (2); (3); (6); (7); (9); (10); (11); (16); and (17); of the Bi-State Development Agency's Board Policy, Chapter 10, 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 Schoemehl and seconded by Commissioner Holman. A roll call vote was taken and the Commissioners present, Brown, Holman, Schoemehl, Buehlhorn, Dietzel, and Watson voted to approve this agenda item. **Motion passed unanimously, and the Open Session meeting was adjourned at 8:16 a.m.**

Deputy Secretary to the Board of Commissioners
Bi-State Development