

**BI-STATE DEVELOPMENT
BOARD OF COMMISSIONERS MEETING
OPEN SESSION MINUTES
FRIDAY, JUNE 23, 2017**

Board Members in Attendance

Missouri

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

Illinois

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

Staff in Attendance

John Nations, President & CEO
Barbara Enneking, General Counsel and Deputy Secretary
Shirley Bryant, Certified Paralegal
Barbara Georgeff, Director of Executive Services
Ray Friem, Executive Director Metro Transit
Patti Beck, Director of Communications
Dianne Williams, Vice President, Communications & Marketing
Richard Zott, Chief of Public Safety
Charles Stewart, Vice President, Pension & Insurance
Mark Vago, Controller
Jim Cali, Director Internal Audit
Steve Lanham, Director Financial Systems
Charles Clemins, Sr. Director Maintenance of Way
Larry Jackson, Executive Vice President for Administration
Diana Wagner-Hilliard, Director Workforce Diversity/EEO
John Langa, Vice President Economic Development
Kathy Brittin, Director, Risk, Management Safety & Claims
John Piechocinski, Workers Comp Claims Manager
Kevin Kloever, Manager Insurance & Analysis
Darren Curry, Chief Mechanical Officer
Virginia Alt-Hildebrandt, Manager Administrative Services
Andrew Ghiassi, Manager Safety & Loss Control
Diana Bentz, Vice President Organizational Effectiveness
Matthew Hibbard, Social Media Communications Manager
Kent Swagler, Director, Corporate Compliance & Ethics
Amy Krekeler-Weber, EEO Specialist
Kailey Braddy, Internal Audit Intern
Gary Smith, Internal Audit Intern
Tamara Fulbright, Director, Treasury Services
David Toben, Director Benefits
Annissa Stanley, Casualty Claims Manager

Julianne Stone, Vice President Strategic Initiatives
Jerry Vallely, External Communications Manager
Marvin Dixon, Supervisor MetroBus Support Services
William Kamler, Electrician-Facilities

Others in Attendance

Taulby Roach, St. Clair County Transit District
Natalie Kirst, Ameren Missouri
Jeff Kelley, Ameren Missouri
Richard Wright, Ameren Missouri
Dan Laurent, Ameren Missouri
Jeff Trammel, Ameren Missouri
Mike Miller, Ameren Missouri

1. **Open Session 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 April 28, 2017, Open Session Board Meeting**
8:00 a.m. The April 28, 2017, Open Session Board Meeting minutes were provided in the Board packet. A motion to approve the minutes was made by Commissioner Zimmerman and seconded by Commissioner Brown. **Motion passed unanimously.**
4. **Minutes of May 19, 2017, Open Session Special Board Meeting**
8:01 a.m. The May 19, 2017, Open Session Special Board Meeting minutes were provided in the Board packet. A motion to approve the minutes was made by Commissioner Zimmerman and seconded by Commissioner Brown. **Motion passed unanimously.**
5. **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.
6. **Report of President**
8:02 a.m. Chairman Dietzel asked Mr. Nations for his report. Mr. Nations stated that he was delighted on behalf of the Board of Commissioners to welcome several representatives from Ameren Missouri (**Ameren**) who were here for a special presentation. Several years ago Andrew Ghiassi, Manager Safety & Loss Control for Bi-State Development (**BSD**) attended a meeting where he learned of an Ameren program called Big Savers. This program allowed BSD the opportunity to achieve significant savings by partnering with Ameren to replace light fixtures, making them more efficient and also qualified program partners for rebates with Ameren. As a result of these efforts and the Ameren program, BSD replaced more than 1,900 light fixtures at five of its facilities thereby achieving a tremendous savings. Mr. Nations introduced Ameren representatives, Jeff Kelley, Natalie Kirst, Dan Lauren, Rich Wright, Jeff Trammel, and Mike Miller to make the special presentation.

Jeff Kelley, representative from Ameren Missouri, informed the Board that the 1,900 fixtures Mr. Nations previously mentioned consumed about 450 watts each, and replacing them with the new fixtures reduced the usage to about 200 watts each. The net reduction cut the cost of lighting in the three big garages, resulting in a savings of 3.2 million kilowatt hours. That is about a 30% reduction in costs for those three sites. BSD will save more than \$230,000 per year on their Ameren bill. As a result of participating in this program, BSD has not only saved money on utility costs but also received a rebate check from Ameren in the amount of \$240,000. Mr. Kelly commended Andrew Ghiassi, Marvin Dixon and other BSD staff for their assistance in helping to make this a successful partnership.

Ray Friem, Executive Director Metro Transit, thanked the Ameren representatives, and BSD staff for their efforts in making this partnership a success. BSD will continue its efforts to be an efficient organization by seeking every possible partner to help achieve that goal.

7. Operations Committee Report

8:09 a.m. In Committee Chairman Buehlhorn's absence, John Nations reported that the Operations Committee met in Open Session on May 16, 2017, at 8:00 a.m., and that the draft minutes of that meeting were contained in the Board packet under Tab #7. Mr. Nations informed the Board that there were no items for approval on the Board's open session agenda. The Memorandum of Agreement (MOA) with the Loop Trolley Company to provide Trolley and Infrastructure Maintenance Support on the Loop Trolley System, was discussed at the Committee meeting. This was an informational item only and no Committee action was required; however the Committee did approve of Metro supporting the Loop Trolley System with this MOA. This item was scheduled to be discussed at the Board meeting under Agenda Item #9. Ray Friem provided an overview of the Transit Operations FY17, Third Quarter Operations Report and Capital Project Update. Mr. Friem also provided a presentation on 2018 Projects, Initiatives, and Visions for Metro Transit, and presented an outline of his team members and their responsibilities, with a review of projects and initiatives scheduled for 2018 and beyond. That concluded the report of the Operations Committee.

8. Audit, Finance & Administration Committee Report

8:10 a.m. In Committee Chair Gully's absence, John Nations reported that the Audit, Finance & Administration Committee met in Open Session on May 18, 2017, at 8:00 a.m., and that the draft minutes of that meeting were contained in the Board packet under Tab #8. Mr. Nations advised the Board that there were no items for approval on the Board's open session agenda. He reported that Francoise Lyles-Wiggins, Supplier Diversity Manager, provided an update on the Disadvantaged Business Enterprise (DBE) Program, and her presentation was contained in the Board packet under Tab #10. He advised that The FY18 Annual Audit Work Plan and Risk Assessment was discussed and approved by the Committee. The Committee also reviewed the Internal Audit Status Report and the Internal Audit Follow-Up Summary for the Third Quarter of FY17. The Safekeeping Quarterly Accounts Audit for December 31, 2016, was also presented. Additional items presented to the Committee included the Financial Statements, Performance Indicators, and Procurement Reports for the Third Quarter FY17, which were contained in the Board packet under Tabs #11, #12, and #13. The March 2017 Treasury Report was also presented at the Committee meeting. That concluded the report of the Audit, Finance & Administration Committee.

9. Memorandum of Agreement with the Loop Trolley Company to Provide Trolley and Infrastructure Maintenance Support on the Loop Trolley System (Presented at the Operations Committee)

8:11 a.m. The briefing paper and Memorandum of Agreement (MOA) with the Loop Trolley Company to provide Trolley and Infrastructure Maintenance Support on the Loop Trolley System were provided in the Board packet. John Nations stated that this is a memorandum with the Loop Trolley Company to provide infrastructure maintenance and support to the Loop Trolley System. This agreement by which Bi-State Development (BSD) will be providing support service sets forth the schedule under which BSD will be compensated for those services. This agenda item was informational only and no Board action was required. A copy of the draft MOA will be kept at the office of the Deputy Secretary.

Ray Friem, Executive Director Metro Transit, informed the Board that the scope of work isn't final at this time. The Loop Trolley will purchase services from BSD on an as needed basis, which BSD will recuperate at cost. There will be no financial impact on BSD for supporting the Loop Trolley.

10. Disadvantaged Business Enterprise Program (DBE) Update (Presented to Audit, Finance & Administration Committee)

8:12 a.m. The Disadvantaged Business Enterprise Program (DBE) Update was provided in the Board packet. Larry Jackson, Executive Vice President for Administration, stated that this item was presented to the Audit, Finance & Administration Committee at the May 18, 2017 meeting. This update was discussed extensively at that meeting, and the Committee recommended that Françoise Lyles-Wiggins, Supplier Diversity Manager, make this presentation to the full Board. Because of the absence of Ms. Lyles-Wiggins, no additional presentation was made. The Board was directed to refer to the report that was provided in the Board packet. This agenda item was informational only and no additional Board action was required. A copy of the report will be kept at the office of the Deputy Secretary.

11. Financial Statements – Third Quarter, Fiscal Year 2017 (Presented to Audit, Finance & Administration Committee)

8:13 a.m. The Financial Statements – Third Quarter, FY2017 report was provided in the Board packet. Mr. Nations stated that the Financial Statements, and the Performance Indicators under Agenda Items #11, and #12 were informational only and were previously presented to the Audit, Finance & Administration Committee. Copies of these reports will be kept at the office of the Deputy Secretary.

12. Performance Indicators – Third Quarter, Fiscal Year 2017 (Presented to Audit, Finance & Administration Committee)

8:14 a.m. The Performance Indicators – Third Quarter, FY2017 report was provided in the Board packet. (See Agenda Item #11.)

13. Procurement Activity Report – Third Quarter, Fiscal Year 2017 (Presented to Audit, Finance & Administration Committee)

8:14 a.m. The Procurement Activity Report – Third Quarter, FY2017 report was provided in the Board packet. John Nations stated that this agenda item was extensively discussed at the Committee level and is provided to the Board, at the direction of the Committee, for informational purposes only. This report includes a memorandum that provides an executive

summary with follow-up details, a copy of which will be kept at the office of the Deputy Secretary.

14. Unscheduled Business

8:15 a.m. John Nations, President & CEO, stated that there were two items of unscheduled business, and the material was provided to the Board in advance of this meeting. These items were not advanced to the point where they could have been presented to a Committee. Given the Board of Commissioners' schedules and the Agency's desire to keep projects on schedule, they were being presented as unscheduled business, and there was no disadvantage to the Agency for bringing these items forward. The first item was a sole source contract award to Sachs Electric for Package 4 – Communications, Central Corridor Transit Expansion and Job Access Project. Bids were received from Wissehr Electric and Sachs Electric. Wissehr Electric indicated that they could not comply with the Buy America requirements, and provided a Certificate of Non-Compliance. Wissehr's inability to satisfy the Buy America requirements rendered their bid non-responsive, creating a single bid/sole source situation. Sachs Electric's bid was deemed responsive and responsible. Management recommends the Board approve a sole source contract award to Sachs Electric for Package 4 – Communications, in the amount of \$540,645. The second item was a contract award to DataServ for Accounts Payable Automation. At the request of Commissioner Zimmerman, Steve Lanham, Director Financial Systems, and Larry Jackson, Executive Vice President for Administration, provided a brief report regarding the contract award for DataServ. Mr. Jackson stated that this was a contract award and not a sole source. A solicitation was issued, and three proposals were received. As a result of the submission of the Best and Final Offer and the evaluation, DataServ was the overall top ranking firm. Mr. Lanham stated that this project is designed to improve the automation and scanning process for Accounts Payable currently in place. The Agency does not have a system that includes a workflow approval process, so things are done manually, and this will improve that process and provide more efficiency. Management recommends that the Board approve Contract 17-RFP-104061-CB – Accounts Payable Automation System to DataServ in the not-to-exceed amount of \$882,129. A motion to approve this agenda item as presented for the Sole Source Award to Sachs Electric (**Resolution #842**) and the Contract Award to DataServ (**Resolution #840**) was made by Commissioner Brown and seconded by Commissioner Zimmerman. **Motion passed unanimously.**

15. Public Comment

8:19 a.m. There was no public comment.

16. Call of Dates for Future Board Meetings

8:20 a.m. The Board was advised of the upcoming meetings, as follows:

Operations Committee:	Tuesday, August 15, 2017, 8:00 a.m.
Audit, Finance & Administration Committee:	Friday, August 25, 2017, 8:00 a.m.
Board Meeting:	Friday, September 22, 2017, 8:00 a.m.

17. 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).

8:22 a.m. Pursuant to the requirements of Section 10.080 (D) (1); (3); (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 Golliday and seconded by Commissioner Zimmerman. A roll call vote was taken and the Commissioners present, Brown, Holman, Schoemehl, Dietzel, Golliday, Watson and Zimmerman voted to approve this agenda item. **Motion passed unanimously, and the Open Session meeting was adjourned at 8:22 a.m.**

Deputy Secretary to the Board of Commissioners
Bi-State Development