Notice of Meeting and Agenda

Bi-State Development
Operations Committee
Tuesday, August 15, 2017 8:00 a.m.

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

This location is accessible to persons with disabilities. Individuals with disabilities needing information or communication accommodations should call Bi-State Development at (314) 982-1400, for TTY access, call Relay 711. Sign language interpreter services or other accommodations for persons with hearing or speech disabilities will be arranged if a request for such service is made at least two days in advance of the meeting. Large print material, Braille material or other formats will also be provided upon request.

Agenda	Disposition	Presentation
1. Call to Order	Approval	Chairman Buehlhorn
2. Roll Call	Quorum	S. Bryant
3. Public Comment*	Information	Chairman Buehlhorn
4. Minutes from May 16, 2017, Operations Committee	Approval	Chairman Buehlhorn
5. St. Louis Regional Freightway 2017 Multimodal Transportation Project List	Approval	M. Lamie / Y. Teklu
6. Contract Award: Mobile Data Terminal Replacement for Call-A-Ride (CAR) Fleet	Approval	L. Jackson / K. Kinkade
7. Contract Modification: Extension of Communications Agency Services Contract with Common Ground Public Relations	Approval	J. Nixon / L. Jackson
8. Amendment of Bylaws for 501(c(3) Arts in Transit Inc.	Approval	D. Williams / D. Allen
9. 4th Quarter Operations Report and Capital Projects Update	Information	R. Friem
10. Metro Reimagined Project Update	Information	R. Friem / J. Mefford-Miller
11. Metro Transit System Security Update	Information	J. Nations / R. Friem
12. Unscheduled Business	Approval	Chairman Buehlhorn
13. Call of Dates for Future Committee Meetings	Information	S. Bryant
14. 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, 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*	Approval	Chairman Buehlhorn

Agenda	Disposition	Presentation
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).		

***Note: Public comment may be made at the written request of a member of the public specifying the topic(s) to be addressed and provided to the Agency's information officer at least 48 hours prior to the meeting.**

BI-STATE DEVELOPMENT
OPERATIONS COMMITTEE MEETING
OPEN SESSION MINUTES
MAY 16, 2017

Committee Members in Attendance
Michael Buehlhorn, Chairman
David Dietzel
Irma Golliday (via phone)
Aliah Holman (via phone)
Justin Zimmerman

Other Commissioners in Attendance
Vernal Brown (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
Barbara Georgeff, Director of Executive Services
Kathy Klevorn, Sr. Vice President, Chief Financial Officer
Jim Cali, Director Internal Audit
Lisa Burke, Executive Assistant
Mark Vago, Controller
Patti Beck, Director, Communications
Scott Grott, General Manager MetroLink
John Wagner, Director Research Institute
Kathy Brittin, Director, Risk Management, Safety & Claims
Richard Zott, Chief of Public Safety
Jerry Vallely, External Communications Manager
Charles Stewart, Vice President Pension & Insurance
Jessica Mefford-Miller, Assistant Executive Director, Transit Planning & System Development
Virginia Alt-Hildebrandt, Manager Administrative Services
John Langa, Vice President Economic Development
Kerry Kinkade, Vice President, Chief Information Officer
Julianne Stone, Vice President Strategic Initiatives
Matthew Hibbard, Social Media Communications Manager
Les Nations, General Manager MetroBus
Kent Swagler, Director Corporate Compliance & Ethics
Michael Gibbs, Accountant Business Enterprise
Charles Priscu, Director Labor Relations

Others in Attendance
Taulby Roach, St. Clair County Transit District
Tom Curran, St. Louis County

1. **Call to Order**
8:00 a.m. Chairman Buehlhorn called the Open Session Operations Committee Meeting to order at 8:00 a.m.

2. **Roll Call**
8:00 a.m. Roll call was taken.

3. **Public Comment**
8:00 a.m. There was no public comment.

4. **Minutes from March 21, 2017 Operations Committee**
8:01 a.m. The March 21, 2017, Open Session Operations Committee Meeting minutes were provided in the Committee packet. A motion to approve the minutes was made by Commissioner Dietzel and seconded by Commissioner Holman. **Motion passed unanimously.**

5. **Sole Source Contract Award: Diverging Approach, Inc., Signal Crossing Gate Arms and Flashers, Central Corridor Transits Enhancement and Job Access (CCTEJA) Project**
8:01 a.m. The briefing paper regarding the sole source contract award for Diverging Approach, Inc., Signal Crossing Gate Arms and Flashers, Central Corridor Transit Enhancement and Job Access Project was provided in the Committee packet. Ray Friem, Executive Director of Metro Transit, provided a brief overview stating that this award is a single bid procurement rather than a sole source. Construction of the new MetroLink Station at Boyle Avenue requires realignment of the existing MetroLink tracks. The realignment will impact the existing grade crossings at Boyle Avenue and Sarah Street. Metro wanted to procure the signal gate crossing arms and flashers in advance of the Signal Package contract. A solicitation for the signal equipment was advertised on March 1, 2017. The Procurement Department confirmed that eighteen (18) vendors viewed the solicitation electronically, but only one proposal was received from Diverging Approach, Inc. The independent cost estimate for this equipment was just under $234,000. The bid itself came in at $242,400, which is within 5% of the cost estimate, and management recommends that the single bid procurement be awarded to Diverging Approach, Inc. in an amount not to exceed $242,400. Commissioner Buehlhorn questioned why only one bid was received. In response, Mr. Nations informed the Committee that Larry Jackson, Executive Vice President for Administration would provide a written explanation before the Board reaches its final vote at the June 23, 2017 meeting. Management recommended that the Committee approve and forward to the Board for final approval the contract for the purchase of crossing gate arms and flashers to Diverging Approach, Inc. A motion was made by Commissioner Holman and seconded by Commissioner Dietzel to approve this agenda item as presented in the briefing paper and forward to the Board for final approval. **Motion passed unanimously.**

6. **Memorandum of Agreement with the Loop Trolley Company to Provide Trolley and Infrastructure Maintenance Support on the Loop Trolley System**
8:03 a.m. The briefing paper and draft Memorandum of Agreement **(MOA)** with the Loop Trolley Company to provide Trolley and Infrastructure Maintenance Support on the Loop Trolley System was provided in the Committee packet. Ray Friem, Executive Director Metro Transit, provided a brief overview. The Loop Trolley Transportation Development District **(LTTDD)** constructed and owns a trolley system within the cities of St. Louis and University City, Missouri. Revenue service is expected to begin in the summer of 2017. The Loop Trolley Company **(LTC)** will operate and maintain the Loop Trolley System **(LTS)** with a small staff to maintain trolleys and infrastructure. Certain maintenance and repair activities may require

specialized skills and facilities beyond the capacity of LTC; and therefore, they will outsource these specialized maintenance and repair activities. Because Metro has local experience maintaining and repairing a fleet of rail vehicles and related rail infrastructure, LTC has requested that Metro provide certain specialized maintenance and repair services. Metro and LTC are entering into a Memorandum of Agreement to use Metro's transit resources for maintenance and repair of LTC vehicles and infrastructure. Maintenance plans and schedules based on original equipment manufacturer recommendations, industry standards, and experience are being developed. When the plans are completed Metro and LTC will finalize a scope of maintenance services, based on available resources and budget. As part of the MOA, Metro is proposing a rate schedule to fully reimburse Metro for the cost of labor, equipment, material, and general and administrative costs that are used in the support of the LTS maintenance. Commissioner Zimmerman asked if Metro was using its existing employees or would new employees be hired to perform this work. In response, Mr. Friem stated that LTC is not hiring a full time employee but that is an option; and if they needed a full time track person, Metro would hire them and charge the cost to LTC. Currently, the amount of work on a 2.3 mile track can be absorbed into Metro's existing workforce. Metro does not intend to incur any additional costs in order to support this, but if that becomes an issue, the full time rate for one employee can be negotiated. This report was informational only and no Committee action was required, however, the Committee approved Metro supporting the LTS with this MOA. A copy of this report will be kept at the office of the Deputy Secretary.

7. **3rd Quarter Operations Report and Capital Projects Update**

8:07 a.m. The 3rd Quarter Operations Report and Capital Projects Update was provided in the Committee packet. Ray Friem, Executive Director Metro Transit, provided a brief update. Cost profiles are under budget by 9.2%, wages and benefits are below budget by $3.5 million, services are running $5.7 million under budget; and approximately $3 million of that is due to St. Louis County funding the County Police Department directly. Fuel expenses are $2.5 million under budget, materials are $2.4 million below budget, and utilities are $1.2 million below budget. Revenues are lagging budget goals by $5.8 million due largely to lower than expected ridership on fixed route service. Revenues are below FY2016 receipts by $3.2 million for the same reason. Revenues are also impacted by a reduction in Medicaid contract service that is below service expectation by $760,000 or 23% from expectations. MetroLink and Call-A-Ride were lower by over 2%, while MetroBus had a ridership loss of 5.7% for the quarter, and 7.1% year-to-date. The system had a total ridership loss of 4.4% for the quarter and 6.1% for the year, which are below budget estimates. MetroLink service profile levels remain unchanged, while Call-A-Ride has adjusted service levels according to current ridership trends. The service plan continues according to budget. The service miles and hours for fixed route service were impacted by scheduled increases in MetroBus service due to the implementation of the new North County Service package in March of 2016. Security activity shows that custodial arrests were up, summons activity was down, dispatch calls were fairly flat for the year, and valid security complaints increased by 68% for the 3rd quarter. Most of the complaints were in the month of March after the two incidents that occurred on MetroLink. On-time performance is stable or improving for all modes. Total accidents are down and maintenance data show lower mean distance between failures, but each mode is still above industry averages. Lower ridership and alternative ways to access system information continue to contribute to lower overall call volumes in Customer Service. Some discussion followed regarding ridership loss, security on the system, public safety and plans to increase ridership. 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.

8. **Metro Transit/Bi-Development 2018 Projects, Initiatives, Visions**
8:27 a.m. The Metro Transit/Bi-State Development 2018 Projects, Initiatives, Visions report was provided in the Committee packet. Ray Friem, Executive Director Metro Transit, provided a brief overview outlining the status of projects previously approved by the Board. Included in the presentation was Attachment A, an outline of the team members and their responsibilities; and Attachment B, that provided a unit by unit review of projects and initiatives that are scheduled for 2018 and beyond. 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. **Unscheduled Business**
8:47 a.m. There was no unscheduled business.

10. **Call of Dates for Future Committee Meetings**
8:47 a.m. The Committee was advised of upcoming meetings as follows:

Audit, Finance & Administration Committee:	Thursday, May 18, 2017, 8:00 a.m.
Board Meeting:	Friday, June 23, 2017, 8:00 a.m.
Operations Committee:	Tuesday, August 25, 2017, 8:00 a.m.

11. **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).**
8:48 a.m. Pursuant to the requirements of Bi-State Development Board Policy, Chapter 10, Section 10.080(D); (1); (5); (11); and (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 Golliday. A roll call vote was taken, and the Commissioners present, Holman, Buehlhorn, Dietzel, Golliday, Zimmerman and Brown voted to approve this agenda item. **Motion passed unanimously, and the Open Session meeting was adjourned at 8:48 a.m.**

Barbara Enneking

Deputy Secretary to the Board of Commissioners
Bi-State Development

Bi-State Development
Operations Committee
Agenda Item
August 15, 2017

From:	Mary C. Lamie**,** Executive Director, St. Louis Regional Freightway
Subject:	St. Louis Regional Freightway 2017 Multimodal Transportation Project List
Disposition:	Approval
Presentation:	Mary C. Lamie**,** Executive Director, St. Louis Regional Freightway Yodit Teklu, Associate Project Manager, St. Louis Regional Freightway

Objective:

To present to the Operations Committee for discussion and referral to the Bi-State Development (**BSD**) Board of Commissioners (**Board**) for approval of the St. Louis Regional Freightway (**Freightway**) 2017 Multimodal Transportation Project List.

Board Policy:

No Board policy applies for the approval of the Freightway 2017 Multimodal Transportation Project List.

Funding Source:

Funding approval is not required. The projects will be funded through various sources, including federal, state and local funding and public-private partnerships.

Background/Analysis:

The mission of the St. Louis Regional Freightway is to develop and grow the manufacturing and the logistic industries through partnerships with public and private sector leaders. The Needs Analysis and Freight Development Committee (**NAFD**), chaired by Terminal Railroad Association of St. Louis (**TRRA**) President Mike McCarthy, is responsible for preparing the region's Freight Development Plan (**FDP**) that includes a list of multimodal transportation projects that will help grow our economy through the region's manufacturing and logistics industries. The Freight Development Plan will help drive economic growth through freight infrastructure improvements and will help raise awareness and support for multimodal infrastructure funding. Investing in our transportation infrastructure will increase the freight network's efficiency, reliability, capacity and level of service, leading to increased productivity, competitiveness, and economic growth.

NAFD committee members include a broad cross-section of industry leaders representing manufacturing, logistics, industrial real estate, workforce development, economic development organizations, academia, all modes of transportation, both the Illinois and Missouri Departments of Transportation and the East-West Gateway Council of Governments **(EWCOG)**.

In 2016, the Freight Multimodal Transportation Project List was unanimously approved by the Freight Council, the EWCOG Board of Directors as well as the Bi-State Development Board of Commissioners. The list was presented to the USDOT Federal Highway Administration Administrator Gregory Nadeau and the Maritime Administration Administrator Paul Jaenichen, who described our efforts as a model for the country. Additionally, the project list is helping the region gain critical support for infrastructure funding from state lawmakers and the congressional delegations from Illinois and Missouri.

The NAFD Committee updated the project list for 2017. Through this public-private partnership, the project list is a tool for elected leaders, the DOTs and regional leaders to better understand the infrastructure needs of manufacturing and logistic industries that represent the region and the nation's supply chain.

Project selection was based on the following criteria:

- Economic Impact
- Efficiency Impact
- Multimodal Impact
- Safety and Security in Travel

The projects in the attached 2017 Multimodal Transportation Project List were developed through a request for projects throughout the St. Louis region from state and local agencies and our committee members. On January 12, 2017, the NAFD committee members met and the projects were vetted with public and private stakeholders from across the region. Merchants Bridge (TRRA) over the Mississippi River was ranked as Freightway's highest priority project. New projects include improvements to Interstate 70, Hanley Road, and St. Charles Rock Road in Missouri and Interstate 64, Air Mobility Drive expansion, and Kaskaskia Regional Port District projects in Illinois.

On March 9, 2017, the NAFD committee reconvened to finalize the list. The Freightway Council approved the project list during the April 7, 2017 Council Meeting. Finally, the list of projects was publicly unveiled during the May 10, 2017 Freight Summit. The list was also posted on the Freightway website at TheFreightway.com.

A copy of the Freightway 2017 Multimodal Transportation Project List is included as **Exhibit A.**

Committee Action Requested:
Discussion and referral to the Board of Commissioners for approval of the St. Louis Regional Freightway 2017 Multimodal Transportation Project List.

Attachments:
Exhibit A: St. Louis Regional Freightway 2017 Multimodal Transportation Project List

2017 FREIGHT DEVELOPMENT PLAN

ST LOUIS REGIONAL FREIGHTWAY

The St. Louis Regional Freightway plays a critical role in the growth of regional manufacturing and distribution sectors within the bi-state region including seven counties in Missouri and Illinois and the City of St. Louis. With support from the East-West Gateway Council of Governments (EWCOG) Board of Directors and the manufacturing, logistics and industrial real estate industries, all modes of transportation, economic development organizations and both the Illinois and Missouri Departments of Transportation, the St. Louis Regional Freightway is garnering national recognition as a premier freight hub and continues to build public-private partnerships to maximize infrastructure funding opportunities.

In 2016, the Freight Multimodal Transportation Project List was unanimously approved by the EWCOG Board of Directors. The list was presented to the USDOT Federal Highway Administration Administrator Gregory Nadeau and the Maritime Administration Administrator Paul Jaenichen, who described our efforts as a model for the country. Additionally, the project list is helping the region gain critical support for infrastructure funding from state lawmakers and the congressional delegations from Illinois and Missouri.

The Freight Development and Needs Analysis Committee updated the project list for 2017. The committee is chaired by Mike McCarthy, President of the Terminal Railroad Association of St. Louis (TRRA). The project list update included a regional freight transportation needs analysis to document existing conditions, economic benefits and identify network constraints. Through this public-private partnership, the project list is a tool for elected leaders, the DOTs and regional leaders to better understand the infrastructure needs of manufacturing and logistic industries that represent the region and the nation's supply chain. Project selection was based on the following criteria:

- Economic Impact
- Multimodal Impact
- Efficiency Impact
- Safety and Security in Travel

Projects throughout the St. Louis region were submitted by local agencies and committee members. The 2017 project list includes nationally significant projects like the Merchants Bridge (TRRA) over the Mississippi River and 1-270 improvements. Projects that improve access to the transportation network include the North Riverfront Commerce Corridor Improvement project in north St. Louis and Illinois Route 3 improvements in East St. Louis and Sauget, Illinois. New projects include improvements to Interstate 70, Hanley Road, and St. Charles Rock Road in Missouri and Interstate 64, Air Mobility Drive expansion, and Kaskaskia Regional Port District projects in Illinois.

Moving forward, our goals include continuing efforts to create a platform that takes advantage of the nation's unprecedented 25 percent increase in freight activity by the year 2045. During 2017, we will continue to work collaboratively with public and private sector leaders to help validate multimodal transportation needs and explore funding opportunities for efficient, reliable, cost-effective and safe delivery of freight movement that allows both the region and the nation to compete in the global market.

Mary C. Lamie

St. Louis Regional Freightway
Executive Director
Mary C. Lamie, P.E.

Mike McCarthy

Freight Development and Needs Analysis Chairman
Terminal Railroad Association of St. Louis President
Mike McCarthy

2017 FREIGHT DEVELOPMENT PLAN

ST LOUIS REGIONAL FREIGHTWAY

The **St. Louis Regional Freightway** plays a critical role in the growth of regional manufacturing and distribution sections with the bi-state region include seven counties in Missouri and Illinois and the City of St. Louis.

The Freight Development and Needs Analysis Committee updated the project list for 2017.

Improving the Multimodal Transportation Network

- **Merchants Bridge (TRRA) Replacement over the Mississippi River (MO-IL)***
- **I-270 Improvements from Lindbergh Boulevard to Illinois Route 111 (MO-IL)***
- Union Pacific Railroad Lenox Tower Replacement (IL)
- St. Louis Lambert International Airport North Cargo Improvements (MO)
- I-70 Improvements from I-64 Interchange (MO) to Stan Musial Veterans Memorial Bridge
- America's Central Port Improvements (IL)
- MidAmerica St. Louis Airport Distribution Improvements (IL)
- J.S. McDonnell Connector Access Improvements (MO)
- I-64 Improvements from Greenmount Road to Illinois Route 158 (Air Mobility Drive) (IL)
- Kaskaskia Regional Port District Improvements (IL)

Access to the Multimodal Transportation Network

- **North Riverfront Commerce Corridor Improvements (MO)***
- **Illinois Route 3 Access Improvements (IL)***
- I-255 / Davis Street Ferry Road Interchange (IL)
- I-255 / Fish Lake (Ramsey Road) Interchange (IL)
- I-70 St. Louis County Improvements from Natural Bridge Road to Hanley Road (MO)
- St. Louis Lambert International Airport Access Improvements (MO)
- Mississippi River Port Development Projects (MO)
- Illinois Route 158 (Air Mobility Drive) Expansion from Route 161 to Route 177 (IL)
- North Park Access Improvements (MO)
- Earth City Access Improvements (MO)

**Project titles in bold indicate the St. Louis Regional Freightway's highest priority projects.*

2017 PRIORITY FREIGHT PROJECT

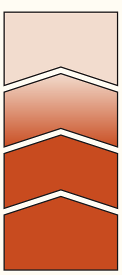
ST LOUIS REGIONAL FREIGHTWAY

Merchants Bridge (TRRA) Replacement over the Mississippi River (MO-IL)

Project Location

Project Aerial

Project Status



Construction

Design

Planning Study

Concept Development

Anticipated Project Funding

If FASTLANE funding is secured, construction could start late 2017 and be completed as early as 2021.

Source	Million	Percent
TRRA	$40	20%
Federal FASTLANE	$75	37.5%
TRRA (i.e. RRIF loan)	$85	42.5%

Location: Mississippi River, Mile Marker 183

Estimated Cost: $200 million

Owner: Terminal Railroad Association of St. Louis (TRRA)

Contact: Mike McCarthy, TRRA President, (314) 539-4704

The Merchants Bridge over the Mississippi River in America's heartland impacts national freight movement, the future of freight, and the future of farmers, manufacturers, and distributors who depend on it.

The Merchants Bridge serving the St. Louis region:

- Links America's eastern and western freight rail networks
- Carries more than 40 million gross tons annually
- Serves six Class I Railroads and Amtrak

The St. Louis region is the:

- 2nd largest freight rail interchange location in the nation
- 3rd largest freight rail interchange location by tonnage

Without FASTLANE grant funding, the Merchants Rail Bridge could be taken out of service within ten years. Meanwhile, in its current condition with restricted speed, single-track capacity, and rising maintenance costs, the bridge will continue to cause delays in the national multimodal freight/rail and passenger service networks.

The 127-year-old Merchants Rail Bridge spans the Mississippi River between St. Louis, Missouri and Venice, Illinois and is owned by the Terminal Railroad Association of St. Louis (TRRA). The Merchants Rail Bridge has rail connections to Amtrak's St. Louis Station and to six Class I railroads servicing BNSF Railway, CSX Transportation, Canadian National, Kansas City Southern, Norfolk Southern, and Union Pacific. The Class I railroads serve the St. Louis region's manufacturing and logistics companies that are part of an interdependent supply chain requiring access to markets on both sides of the Mississippi River, across the United States, and internationally, including: U.S. Steel, Conoco Phillips, Cargill, Archer Daniels Midland (ADM) Company, World Wide Technologies, General Motors, Hershey's, Unilever, Metro East Industries, Bunge, American Milling, Schneider Trucking, SCF Lewis & Clark Marine, FedEx, Boeing, and Kinder Morgan.

This project is the #1 priority for the St. Louis Regional Freightway.

2017 PRIORITY FREIGHT PROJECT

ST LOUIS REGIONAL FREIGHTWAY

Merchants Rail (TRRA) Bridge Replacement over the Mississippi River (MO-IL)

Economic Impact: TRRA spends an average of $80.9 million per year in the St. Louis metropolitan statistical area for operation support, infrastructure repair and maintenance, and employee wages which support nearly $237 million in overall economic activity for the region and 1,094 jobs, including 254 direct jobs at TRRA. The proposed $200 million bridge replacement will support an estimated $9.4 million in wages and 135 full-time equivalent jobs annually over a four-year construction period. The overall economic activity of $237 million will also increase.

Current Restrictions: Currently, the Merchants Rail Bridge has speed, clearance, and weight restrictions. Load restrictions prevent the crossing of two trains simultaneously, limiting the bridge to one track at all times. Since trains cannot pass on the bridge, they often come to a complete stop on or near the approach grades. Load restrictions do not allow the bridge to accommodate modern loads, which impose costs of delay, braking, and startup.

Project Details: The Merchants Rail Bridge replacement project includes removal and replacement of the three river-span trusses, seismically retrofitting the existing river piers, and improving the east approach. The new double track structure will provide additional capacity for increased freight and passenger rail. The double track will also provide more reliable movements and reduce grade crossing delays for motorists and emergency vehicles. All of these benefits will help reduce stress on the National Highway Freight Network that is anticipated to grow by 40 percent over the next three decades.

*Project Readiness:*If funded, construction could start late 2017 and be completed as early as 2021. Design is 60 percent complete with 100 percent completion expected in June 2017. NEPA Categorical Exclusion clearance is anticipated late summer 2017. The RRIF (Railroad Rehabilitation & Improvement Financing) loan application is in credit-worthiness review and expected to close in Fall 2017.

Owning the sixth busiest Mississippi River rail bridge in the country serving the nation's third largest rail hub, the TRRA interfaces with the nation's 3rd and 8th largest inland port systems, the northern most year-round ice-free Mississippi River port providing services to America's Central Port (with container-on-barge capacity), Kaskaskia Regional Port District, and the St. Louis Port Authority. The Merchants Rail Bridge is in close proximity to four interstate freight corridors, I-70, I-64, I-44, and I-55, providing national north-south and east-west access. With improvements to the bridge, an estimated 185,676 truckloads could be diverted from these highways to rail, reducing vehicle miles traveled by trucks by 74 million miles and saving $63 million in roadway damage over twenty years.

Illinois and Missouri's impact on the national freight movement (2012 AAR):

- Illinois ranked #3 and Missouri ranked #4 in rail tons carried
- Illinois ranked #1 and Missouri ranked #3 in rail cars carried
- Illinois ranked #2 and Missouri ranked #6 in freight rail employment

The Merchants Rail Bridge replacement is a model for public-private partnerships. TRRA will fund nearly two-thirds of the cost of the project, which will greatly improve freight movement in the nation. Once FASTLANE grant funding is secured, construction could start late 2017 and be completed as early as 2021.

2017 PRIORITY FREIGHT PROJECT

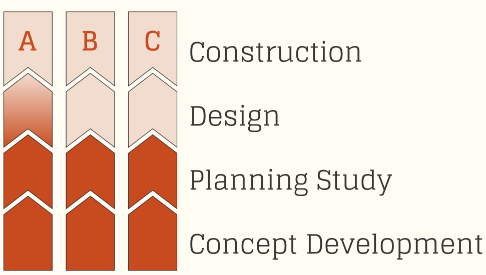
ST LOUIS REGIONAL FREIGHTWAY

I-270 Improvements from Lindbergh Boulevard to Illinois Route 111 (MO-IL)

Project Location

Project Aerial

Project Status



Project Funding

(A) $7 million is programmed for preliminary engineering (TIP 6446-15). Design is included in the IDOT MYP. Construction is currently not funded.

(B) Preliminary engineering is funded by IDOT and MoDOT (TIP 6501-17). Construction is not funded.

(C) $157 million is programmed for a potential design build project by MoDOT (TIP 6501-17).

Location: St. Louis County, Missouri and Madison County, Illinois

Estimated Cost: $1.1 billion

Owner: Illinois Department of Transportation (IDOT)
Missouri Department of Transportation (MoDOT)

Contact: Jeff Keirn, IDOT Region 5 Engineer, (618) 346-3110
Tom Blair, MoDOT Assistant District Engineer, (314) 453-1803

The St. Louis Regional Freightway conducted a regional needs analysis to identify network constraints. Projects were evaluated based on four primary criteria: economic impact, multimodal impact, efficiency impact, and safety and security in travel. Based on the criteria, the following project addresses regional freight needs and is considered one of the highest priorities for the region.

Project Need: The St. Louis region is home to national and international manufacturers and logistics businesses that are part of the global supply chain. The I-270 outer belt is one of the most traveled freight corridors in the St. Louis region and is a link to the national freight network with connections to I-55, I-44, I-64, and I-70. During morning and evening peak periods, heavy traffic causes significant delays on portions of the outer belt, particularly the I-270 corridor in northern St. Louis County and Madison County.

The I-270 outer belt consists of a minimum of six lanes with the exception of a four-lane section of I-270 from Lilac Avenue in Missouri to Illinois Route 111 in Illinois. Furthermore, the section of I-270 from Lilac Avenue to Lindbergh Boulevard in Missouri needs additional improvements to address congestion issues near the I-170 and Lindbergh Boulevard interchanges.

Project Impact: The I-270 corridor from Lindbergh Boulevard to Illinois Route 111 is one of the most important regional freight corridors. In Missouri, it serves major freight generators within and near St. Louis Lambert International Airport. In Illinois, I-270 feeds directly into the Lakeview Commerce Center and Gateway Commerce Center, two of the region's largest and fastest growing logistics parks. The I-270 corridor also offers easy access to major destinations in Illinois including the Conoco Phillips Refinery, America's Central Port, and Terminal Railroad Association Madison Yard.

2017 PRIORITY FREIGHT PROJECT

ST LOUIS REGIONAL FREIGHTWAY

I-270 Improvements from Lindbergh Boulevard to Illinois Route 111 (MO-IL)

With freight forecasted to grow heavily in the next few decades, traffic around these freight generators and users will continue to increase. The ability of this stretch of interstate to absorb this traffic will play a major role in the speed, efficiency, and cost to move freight through the region. In addition, a portion of the corridor is in the top five percent of all locations in Illinois where a higher rate of crashes occur compared to roadways with the same physical characteristics. The following proposed improvements seek to improve safety, enhance efficiency, and meet future freight demands to positively impact multimodal access and economic development.

Project Description (A) ***Mississippi River Chain of Rocks Bridge Replacement (MO-IL):*** This project includes a replacement of the existing two structures, constructed in 1966, over the Mississippi River and construction of a new structure. The Chain of Rocks Bridge has experienced rising maintenance costs due to the age of the structure, increasing traffic volumes, and safety issues associated with narrow shoulders. In particular, there has been a significant increase in traffic from an average daily traffic (ADT) of 19,800 vehicles per day in 1975 to more than 51,000 vehicles per day. At four lanes wide, the current bridge is not equipped to handle the large freight flow increases forecasted for the region. IDOT is the lead agency for this project but both states will share costs equally. Approximately $7 million (TIP 6446-15) is programmed in the FY17-FY22 TIP for preliminary engineering. Final design is included in the FY17-FY22 IDOT Multi-Year Plan. Construction is currently not funded. Estimated cost is $185 million.

Project Description (B) ***Corridor Widening from Lilac Avenue to Illinois Route 111 (MO-IL):*** This project includes increasing the capacity of I-270 by expanding from four lanes to six lanes along the 7.6-mile corridor from Lilac Avenue in Missouri to Illinois Route 111 in Illinois. The project would ensure that the I-270 outer belt in the St. Louis region would have a minimum of six lanes to better accommodate future freight flows while reducing congestion and bottlenecks. The MoDOT FY17-FY21 TIP (6501-17) includes $12 million programmed for preliminary engineering for the Missouri portion of the corridor. The IDOT Multi-Year Plan also includes funding for preliminary engineering in FY17-FY22. Construction is not funded. Estimated cost for the total proejct is $350 to $400 million.

Project Description (C) ***Corridor Improvements from Lilac Avenue to Lindbergh Boulevard (MO):*** This project includes various safety, congestion, and capacity improvements from Lilac Avenue to Lindbergh Boulevard. The project also includes interchange improvements at I-170 and Lindbergh Boulevard to relieve congestion issues. The area is a critical bottleneck for regional freight as I-170 and Lindbergh Boulevard are the primary freight routes from I-270 to St. Louis Lambert International Airport and surrounding manufacturing and logistics businesses. The improvements will be necessary for the regional freight system to accommodate future forecasted traffic. The MoDOT FY17-FY21 TIP (6501-17) includes $157 million programmed for a potential design build project between Lindbergh Boulevard and Riverview Drive in Missouri. Estimated cost for the total project is $500 million.

2017 PRIORITY FREIGHT PROJECT

ST LOUIS REGIONAL FREIGHTWAY

Union Pacific Railroad Lenox Tower Replacement (IL)

Project Location

Project Aerial

Project Status

- Construction
- Design
- Planning Study
- Concept Development

Project Funding

This project is currently unfunded. No funding sources or partnerships have been identified.

Location: Mitchell, Illinois

Estimated Cost: $14.8 million

Owner: Union Pacific Railroad (UPPR)

Contact: Paul Hinton, Service Unit Superintendent, (314) 331-0663

The St. Louis Regional Freightway conducted a regional needs analysis to identify network constraints. Projects were evaluated based on four primary criteria: safety and security in travel, efficiency impact, multimodal impact, and economic impact. Based on the criteria, the following project addresses regional freight needs and is considered a high priority for the region.

Project Need: Built in 1924, the existing Lenox Tower at the junction of Union Pacific corridors in the City of Mitchell, Illinois controls a major railroad junction where five of the region's Class I railroads operate services. The existing tower and its associated switching equipment are obsolete and unable to accommodate the growth in rail traffic.

Project Description: Modernization of the Lenox Tower interlocking will increase freight train speed limits from the 10-30 mph range to the 40-60 mph range through the junction. Passenger train speeds could also increase from the 40-60 mph range to nearly 80 mph. Increased velocity will reduce the existing bottleneck and increase the capacity and efficiency of the St. Louis region's rail network. Dispatching control would be automated and incorporated into Union Pacific centralized dispatching in Omaha, Nebraska. This coordination would optimize local rail traffic and allow the railroads to increase velocity through the St. Louis terminal, which creates a competitive advantage with other rail interchange locations such as Chicago.

Project Impact: This project would reduce freight train delays by 10.1 hours per day. The increase in velocity would reduce delays at highway-rail grade crossings due to passing trains, thereby decreasing traffic delays for nearby communities and reducing emissions from idling vehicles. The project would also consolidate six operator positions, eliminate tower facility expenses, and lower track maintenance. Overall, the project will enable freight and passenger trains to travel through the region more safely and efficiently while allowing rail traffic to be better integrated into system-wide patterns.

2017 PRIORITY FREIGHT PROJECT

ST LOUIS REGIONAL FREIGHTWAY

St. Louis Lambert International Airport North Cargo Improvements (MO)

Project Location

Project Aerial

Project Status

A B C D

Construction

Design

Planning Study

Concept Development

Project Funding

(D) MoDOT will issue a $6.1 million grant to fund construction.

Remaining projects are currently unfunded. No funding sources or partnerships have been identified.

Location: St. Louis County, Missouri

Estimated Cost: $20.7 million

Owner: St. Louis Lambert International Airport

Contact: Jerry Beckmann, Airport Deputy Director, (314) 551-5034

The St. Louis Regional Freightway conducted a regional needs analysis to identify network constraints. Projects were evaluated based on four primary criteria: safety and security in travel, efficiency impact, multimodal impact, and economic impact. Based on the criteria, the following project addresses regional freight needs and is considered a high priority for the region.

Project Need: St. Louis Lambert International Airport (STL) in St. Louis County is the largest and most utilized airport in Missouri. Positioned within Foreign Trade Zone 102, it is an attractive destination for logistics businesses due to its multimodal transportation infrastructure combined with available and accessible land for business growth. Current air cargo facilities are conveniently located on both sides of the primary parallel runways and are designed to expedite the flow of freight and handle both current and next-generation air cargo aircraft.

Project Impact: St. Louis Lambert International Airport is moving forward with an international air cargo facility, which includes construction of a new terminal with ramp for freighter aircraft. The airport is also pursuing several infrastructure projects to improve service delivery for air cargo facilities including FedEx, UPS, and Forward Air. The airport continues to attract new businesses to increase its revenue base and utilize 1,000 acres of land for industrial development. These efforts include a development agreement with Bi-National Air Cargo to develop 60 acres of airport property referred to as the Northern Tract. The airport is also in the final stage of approval to become a USDA port of embarkation to allow live animal charters to depart from St. Louis. In addition to the airport, several industrial areas are located nearby including Aviator Business Park, Hazelwood Logistics Center, and Park 370 Business Center. The following projects further these goals to provide safe, efficient, and multimodal access near the St. Louis Lambert International Airport and industrial areas along with potential economic benefits for the region.

2017 PRIORITY FREIGHT PROJECT

ST LOUIS REGIONAL FREIGHTWAY

St. Louis Lambert International Airport North Cargo Improvements (MO)

Project Description (A) ***Norfolk Southern Railroad Spur on Northern Tract:*** This project includes constructing a 1,200-foot long railroad spur from Norfolk Southern mainline track to connect to the Northern Tract of the airport. The spur would support the 60-acre logistics and air cargo center under development at this site. Estimated cost is $2.5 million.

Project Description (B) ***Banshee Road Reconstruction:*** This project includes rebuilding Banshee Road in order to accommodate heavy commercial truck traffic. The three-lane road currently has issues with drainage and roadway geometry that make it unconducive to major freight flows. The project would support the Northern Tract air cargo center. The project would also include a structure over Coldwater Creek. Estimated cost is $9.1 million.

Project Description (C) ***McDonnell Boulevard / Airport Road Intersection Reconstruction:*** This project includes reconstruction of the intersection of McDonnell Boulevard and Airport Road. The intersection plays a critical role in freight movement for the St. Louis Air Cargo Facility currently used by FedEx, UPS, and Forward Air. The existing intersection has a complex series of turning movements within a very confined area and also is the site of numerous crashes. The project would correct roadway geometry, eliminate difficult turning movements, and meet updated design standards in order to accommodate current and future users. Estimated cost is $3 million.

Project Description (D) ***Taxiway Victor Connector to Cargo Ramp:*** This project will construct a full-strength concrete taxiway capable of supporting the largest jets. It will provide common-use access to Trans States Airlines and Airport Terminal Services ramps, as well as the Bi-National Air Cargo ramp. The Missouri Department of Transportation has partnered with the airport to finance the Taxiway Victor Connection and will issue a grant to fund construction of the $6.1 million project.

2017 PRIORITY FREIGHT PROJECT

ST LOUIS REGIONAL FREIGHTWAY

I-70 Improvements from I-64 Interchange (MO) to Stan Musial Veterans Memorial Bridge

Project Location

Project Aerial

Project Status

Construction

Design

Planning Study

Concept Development

Project Funding

The *Envision I-70* planning study is currently funded and on-going. No funding sources or partnerships have been identified beyond the planning study.

Location: St. Charles County; St. Louis County; City of St. Louis, Missouri

Estimated Cost: $500 million

Owner: Missouri Department of Transportation (MoDOT)

Contact: Tom Blair, MoDOT Assistant District Engineer, (314) 453-1803

The St. Louis Regional Freightway conducted a regional needs analysis to identify network constraints. Projects were evaluated based on four primary criteria: safety and security in travel, efficiency impact, multimodal impact, and economic impact. Based on the criteria, the following project addresses regional freight needs and is considered a high priority for the region.

Project Need: The I-70 corridor is a transcontinental highway stretching from Pennsylvania to Utah. In the St. Louis region, I-70 is an important link for freight due to the proximity of major corporations, industrial areas, hospitals, universities, and St. Louis Lambert International Airport. A majority of the 40-mile corridor through Missouri also experiences moderate to heavy congestion during peak hours.

Project Description: A Planning and Environmental Linkages study for the I-70 corridor from the I-64 interchange in Wentzville, Missouri to the Stan Musial Veterans Memorial Bridge was included as a recommendation in the region's 2045 Long-Range Transportation Plan. The Missouri Department of Transportation, in partnership with Metro and East-West Gateway Council of Governments, is beginning the high-level *Envision I-70* study to advance this effort. The study will focus on developing a comprehensive multimodal vision that incorporates sustainable mobility, economic competitiveness, freight and port distribution needs, and the relationships between community character and transportation.

Project Impact: The study will provide a broad framework and implementation strategies to meet the desired future mobility and accessibility needs of this critical regional transportation link. Based on findings from the corridor plan, the project would address specific safety and congestion issues including pavement reconstruction and interchange improvements.

2017 PRIORITY FREIGHT PROJECT

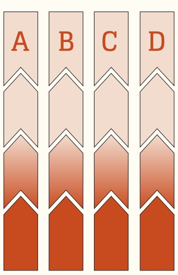
ST LOUIS REGIONAL FREIGHTWAY

America's Central Port Improvements (IL)

Project Location

Project Aerial

Project Status



Construction

Design

Planning Study

Concept Development

Project Funding

The Port is currently updating the Port Master Plan. No funding sources or partnerships have been identified beyond the planning study.

Location: Granite City, Illinois

Estimated Cost: $22.5 million

Owner: America's Central Port

Contact: Bill Stahlman, Director of Engineering, (618) 452-8450

The St. Louis Regional Freightway conducted a regional needs analysis to identify network constraints. Projects were evaluated based on four primary criteria: safety and security in travel, efficiency impact, multimodal impact, and economic impact. Based on the criteria, the following project addresses regional freight needs and is considered a high priority for the region.

Project Need: America's Central Port in Granite City, Illinois is at the center of the multimodal freight transportation system in the United States with direct access to three major modes of transportation: rail, river, and road. The Port offers over 1.7 million square feet of rail-served warehouse space located in secured industrial park settings within Foreign Trade Zone 31.

Project Impact: The Port recently opened the new Madison Harbor expansion (formerly known as South Harbor) in 2016. The new harbor offers the northern-most lock-free and ice-free access to the Gulf of Mexico on the Mississippi River. It also offers additional opportunities for container-on-barge industry. America's Central Port is seeking several improvements to enhance the new expansion.

Project Description (A) ***Granite City Harbor Lead Track Revitalization:*** This project includes upgrades to the rail track that serves the Granite City Harbor and its four main terminals, including U.S. Steel, with track capable of handling 286,000 pound rail cars delivered by unit trains. The track will be replaced with a minimum of 115RE rail sections, new cross ties, and improved drainage. Approximately 9,800 feet of track, three at-grade crossings, and 14 turnouts would be upgraded. The project will allow tenants to operate more efficiently, reduce costs, and better compete in the global marketplace. Estimated cost is $8 million.

Project Description (B) ***Granite City Harbor General Cargo Dock Revitalization:*** This project includes upgrades to the general cargo dock at the Granite City Harbor that serves two main terminals,

America's Central Port Improvements (IL)

including U.S. Steel. A pipe pile fender system will be installed to protect the steel sheet pile wall, the deck will be paved over with reinforced concrete, an improved drainage system will be installed, and approximately 3,450 feet of railroad track will be upgraded to handle 286,000 pound rail cars. Estimated cost is $6.8 million.

Project Description (C) ***Union Pacific / Kansas City Southern Connection Through A&K Yard:*** This project includes construction of new railroad track from the Union Pacific / Kansas City Southern Railway mainline through the A&K Granite City rail yard into the Port. Approximately 3,200 feet of new railroad track will be laid along with a new No. 15 turnout at the mainline. The new connection will allow direct deliveries from two Class I rail carriers, providing lower shipping costs and transparent competition amongst all carriers for Port shippers. Estimated cost is $4.5 million.

Project Description (D) ***New Port Entrance at Illinois Route 3:*** This project includes construction of a new right-in, right-out entrance to the Port industrial park and roadway upgrades. The connection will provide for the safe movement and flow of traffic between Illinois Route 3 and the interior routes of E Street and 1st Street. Approximately 3,900 feet of new concrete roadway will realign traveling vehicles along 1st Street away from the warehouse loading docks to improve access, improve safety, and expand traffic volume capacity into the industrial campus of the Port. Estimated cost is $3.2 million.

2017 PRIORITY FREIGHT PROJECT

ST LOUIS REGIONAL FREIGHTWAY

MidAmerica St. Louis Airport Distribution Improvements (IL)

Project Location

Project Aerial

Project Status

- Construction
- Design
- Planning Study
- **Concept Development**

Project Funding

This project is currently unfunded. No funding sources or partnerships have been identified.

Location: Mascoutah, Illinois

Estimated Cost: $45 million

Owner: MidAmerica St. Louis Airport

Contact: Tim Cantwell, Airport Director, (618) 266-5240

The St. Louis Regional Freightway conducted a regional needs analysis to identify network constraints. Projects were evaluated based on four primary criteria: safety and security in travel, efficiency impact, multimodal impact, and economic impact. Based on the criteria, the following project addresses regional freight needs and is considered a high priority for the region.

Project Need: MidAmerica St. Louis Airport (BLV) is a commercial/cargo and passenger airport co-located with Scott Air Force Base in Mascoutah, Illinois. MidAmerica offers air cargo facility development of over 2,500 acres within Foreign Trade Zone 31 and an Enterprise Zone, making it an ideal location for modern freight needs with an emphasis on e-commerce businesses. Located along I-64 with on-site customs services and easy airplane-to-truck processes, the airport makes air cargo transfer highly efficient by reducing time on the ground and cost of operations. The airport serves major tenants including Boeing and North Bay Produce. To better accommodate these operations, and attain and retain clustered manufacturing and distribution businesses, the land surrounding the airport requires improved access to the freight network.

Project Description: This project includes building an approximately two-mile rail spur from the Norfolk Southern mainline at the southern edge of the airport, enabling freight rail access for businesses on the eastern side of the airport.

Project Impact: The improvements would provide MidAmerica St. Louis Airport and surrounding businesses easy access to the rail network, giving this cluster of existing businesses and available sites access to three of the four primary modes of freight transportation.

2017 PRIORITY FREIGHT PROJECT

ST LOUIS REGIONAL FREIGHTWAY

J.S. McDonnell Connector Access Improvements (MO)

Project Location

Project Aerial

Project Status

Construction

Design

Planning Study

Concept Development

Project Funding

Final plans are expected to be complete in early 2018. No funding sources or partnerships have been confirmed for construction.

Location: Berkeley, Missouri

Estimated Cost: $2.4 million

Owner: St. Louis County Department of Transportation

Contact: Stephanie Leon Streeter, Deputy Director, (314) 615-8501

The St. Louis Regional Freightway conducted a regional needs analysis to identify network constraints. Projects were evaluated based on four primary criteria: safety and security in travel, efficiency impact, multimodal impact, and economic impact. Based on the criteria, the following project addresses regional freight needs and is considered a high priority for the region.

Project Need: One of the St. Louis region's greatest assets is the extensive manufacturing base, particularly in defense and aerospace-related businesses. These facilities are served by a deteriorated roadway that forms part of a route between James S. McDonnell Boulevard and North Hanley Road, and forces manufacturers in the vicinity to use the I-170 ramp at Frost Avenue and the I-170 ramp off-ramp at Airport Road to make this connection. Part of this patchwork of roads traverses the Formerly Utilized Sites Remedial Action Program contamination area, requiring coordination with the U.S. Army Corps of Engineers to develop adequate procedures and specifications for any excavation necessary in this area.

Project Description: This project involves the replacement of a deteriorated roadway that forms part of a route between James S. McDonnell Boulevard and North Hanley Road. The reconstruction will improve truck access between these two important St. Louis County arterial roadways and will eliminate the current unsafe practice of using the I-170 ramp at Frost Avenue and the I-170 off-ramp at Airport Road to make this connection. In addition to roadway reconstruction, the deteriorated Norfolk Southern railroad crossing at the west end of Frost Avenue will need to be replaced. These improvements will improve access for multiple manufacturers in the vicinity.

Project Impact: The project supports existing and new facilities by linking to the freight network. This will also provide additional flexibility for freight flows within the manufacturing cluster north of St. Louis Lambert International Airport.

2017 PRIORITY FREIGHT PROJECT

ST LOUIS REGIONAL FREIGHTWAY

I-64 Improvements from Greenmount Road to Illinois Route 158 (Air Mobility Drive) (IL)

Project Location

Project Aerial

Project Status

Construction

Design

Planning Study

Concept Development

Project Funding

This project is currently unfunded. No funding sources or partnerships have been identified.

Location: O'Fallon, Illinois

Estimated Cost: $20 million

Owner: Illinois Department of Transportation (IDOT)

Contact: Jeff Keirn, IDOT Region 5 Engineer, (618) 346-3110

The St. Louis Regional Freightway conducted a regional needs analysis to identify network constraints. Projects were evaluated based on four primary criteria: safety and security in travel, efficiency impact, multimodal impact, and economic impact. Based on the criteria, the following project addresses regional freight needs and is considered a high priority for the region.

Project Need: The I-64 corridor is an important link between major businesses and industrial areas near downtown St. Louis and the MidAmerica St. Louis Airport (BLV), approximately 20 miles to the east of downtown St. Louis. MidAmerica is a commercial/cargo and passenger airport co-located with Scott Air Force Base in Mascoutah, Illinois. Located along I-64 with on-site customs services and easy airplane-to-truck processes, the airport makes air cargo transfer highly efficient by reducing time on the ground and cost of operations.

The I-64 corridor is generally a minimum of six lanes from downtown St. Louis until the interchange with Greenmount Road in Illinois, which is located just west of the MidAmerica St. Louis Airport. For the remaining three-mile corridor to the airport, I-64 is only a four-lane section.

Project Description: This project would widen I-64 to six lanes from Greenmount Road to Illinois Route 158 (Air Mobility Drive). Other safety and capacity improvements would be incorporated into the project as appropriate.

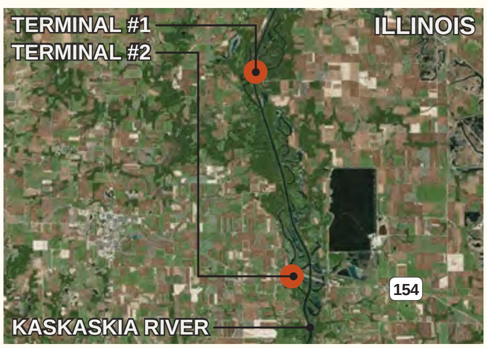
Project Impact: The interstate widening would increase capacity and access to MidAmerica St. Louis Airport and surrounding developments. The airport offers air cargo facility development of over 2,500 acres within Foreign Trade Zone 31 and an Enterprise Zone, making it an ideal location for modern freight needs with an emphasis on e-commerce businesses.

2017 PRIORITY FREIGHT PROJECT
ST LOUIS REGIONAL FREIGHTWAY

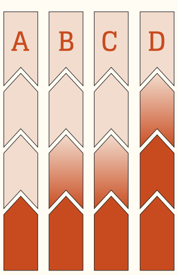
Kaskaskia Regional Port District Improvements (IL)

Project Location

Project Aerial



Project Status



Construction

Design

Planning Study

Concept Development

Project Funding

(B) Terminal #1 has been approved for an $85,000 study to review outbound movement.

Other projects are currently unfunded. No funding sources or partnerships have been identified.

Location: New Athens, Illinois; Red Bud, Illinois

Estimated Cost: $3.61 million

Owner: Kaskaskia Regional Port District

Contact: Ed Weilbacher, General Manager, (618) 282-3807

The St. Louis Regional Freightway conducted a regional needs analysis to identify network constraints. Projects were evaluated based on four primary criteria: safety and security in travel, efficiency impact, multimodal impact, and economic impact. Based on the criteria, the following project addresses regional freight needs and is considered a high priority for the region.

Project Need: Kaskaskia Regional Port District is the 8th largest inland port district in the country. The Port owns several facilities and partners with operators who lease, develop, and operate within the facilities. In addition to existing terminals, the Port is developing the new Fayetteville Port, which will serve as the closest river terminal to Scott Air Force Base and provide an additional 128 acres for development.

Project Impact: The projects provide improvements to meet existing customer needs and attract new industrial opportunities. The projects would enhance economic development opportunities on the Kaskaskia River, the fastest growing tributary in the inland waterway system.

Project Description (A) ***Fuel Pipeline Feasibility Study:*** This project includes a feasibility study for a proposed fuel pipeline to connect Scott Air Force Base with the uppermost terminal, the Fayetteville Terminal, on the Kaskaskia River. The pipeline would provide an alternate method for fuel delivery to the Air Force Base and allow for increased market choices in sourcing fuel. The pipeline could also serve a redundancy function for the Scott Air Force Base to ensure critical needs are satisfied at all times. Estimated cost for the feasibility study is $125,000.

Project Description (B) ***Outbound Conveyor Upgrade and Retrofit:*** This project includes upgrades to an outbound conveyor to accommodate new business prospects. Port Terminal #1 (River Mile 24.5) is located in rural New Athens, Illinois and was constructed in the late 1970s to

Kaskaskia Regional Port District Improvements (IL)

handle outbound coal. Over the years, more than 50 million tons of coal have been shipped through the facility. In the 1990s, the coal mines closed and this outbound terminal was out of service. Since then, a new inbound conveyor was installed to supply scrubber stone to the Prairie State Power Plant. Recently, other business prospects indicated interest in shipping outbound products through the facility, which would require structural upgrades, new conveyor belts, electrical upgrades, and other improvements as needed. The Kaskaskia Port District has been approved for an $85,000 planning grant for Terminal #1 to review the outbound movement to accommodate two movements at the same time. This will include adding a second track to the existing loop track and a second dump pit. Estimated cost is $1 million.

Project Description (C) ***Container-on-Barge Capacity:*** This project includes infrastructure improvements to Port Terminal #2 (River Mile 18.0) to develop a container-on-barge inbound and outbound handling facility. The Port has an existing 50-ton overheard crane that is ideally suited for handling containers. Additional infrastructure improvements would include a new scale, laydown yard, additional chassis, a staging area, and on-site handling equipment. Estimated cost is $2.1 million.

Project Description (D) ***Port Secondary Access:*** This project includes access expansion at Port Terminal #2 (River Mile 18.0) to accommodate a high volume of trucks entering and leaving the site each day. A second entrance and expansion at both Gateway FS and The Material Works would reduce congestion and facilitate additional truck movement through the terminal. Estimated cost is $385,000.

2017 PRIORITY FREIGHT PROJECT

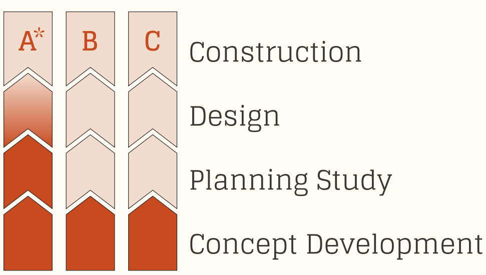
ST LOUIS REGIONAL FREIGHTWAY

North Riverfront Commerce Corridor Improvements (MO)

Project Location

Project Aerial

Project Status



Project Funding

(A) $4.3 million STP funds (TIP 6744-18) are programmed for preliminary engineering (FY18) and construction (FY19) for Hall Street, Phase I. Additional CMAQ and STIP funds for improvements are outlined in the project description.

* Project status for Phase I only. Phase II in Concept Development.

Location: St. Louis, Missouri

Estimated Cost: $55 million

Owner: City of St. Louis, Missouri

Contact: Susan Taylor, St. Louis City Port Development, (314) 657-3744

The St. Louis Regional Freightway conducted a regional needs analysis to identify network constraints. Projects were evaluated based on four primary criteria: safety and security in travel, efficiency impact, multimodal impact, and economic impact. Based on the criteria, the following project addresses regional freight needs and is considered one of the highest priorities for the region.

Project Need: The North Riverfront Commerce Corridor is a 3,000 acre multimodal logistics and business district located in the north end of downtown St. Louis. With access to highways, rail, and barge shipping, the area is home to dozens of major manufacturers and warehouses. The location also includes the BNSF Railway North St. Louis Yard, Norfolk Southern Luther Yard, and Terminal Railroad Association Bremen Yard and the Municipal River Terminal. Manufacturers and logistics companies within the corridor are part of a global supply chain and require access to markets on both sides of the Mississippi River, across the United States, and internationally. In addition, several existing and new shippers are in the process of expanding, resulting in a significant increase in the quantity and diversity of goods shipped throughout the region. Major industrial real estate in the area include North Riverfront Business Park, Hall Street, and North Broadway Distribution.

Project Impact: Despite these regional benefits, the North Riverfront Commerce Corridor suffers from mobility and circulation issues. The following projects were identified in the *2012 North Riverfront Commerce Corridor Land Use Plan* as a high priority. These projects will improve supply chain reliability, increase efficiency, and lower transportation costs.

Project Description (A) Hall Street and Riverview Drive Improvements: This project includes improvements to Hall Street, the primary corridor that trucks utilize to access I-70 from the Riverfront Corridor. The project will also include resurfacing, drainage improvements,

North Riverfront Commerce Corridor Improvements (MO)

improving at-grade rail crossings, ITS signage when at-grade crossings are blocked by trains, and evaluation of grade separation structures. In addition, Metropolitan Sewer District has begun planning $10 million in EPA-mandated improvements to existing North Riverfront storm and sanitary sewer networks. The project is segmented into the following two phases: (I) East Grand Avenue to Adelaide Avenue and (II) Adelaide Avenue to I-70. The Missouri Department of Transportation (MoDOT) has CMAQ funding for intersection improvements and signal reconstruction planned at the Hall Street and Riverview Drive intersection in 2018. MoDOT has STIP funding for pavement improvements on Riverview Drive from Hall Street to I-270 with construction planned in 2019. MoDOT also has funding for preliminary engineering for scoping pavement improvements on Hall Street from Adelaide Avenue to Riverview Drive with a tentative future construction date in 2020. Estimated cost for the total project is $45 million.

Project Description (B) ***Branch Street Improvements:*** This project includes improvements to Branch Street, which provides truck traffic access to the Municipal River Terminal. Connecting directly to I-70, the street provides convenient interstate access for trucks using the terminal and for freight users in the surrounding area. As trains have continued to grow in length, rail delays have increased and are impacting growth. The project improves the at-grade crossings and the speed and efficiency of current freight flows to prepare the area for future traffic demands. The project will also upgrade the current I-70 and Branch Street interchange to streamline the movement of goods and enhance the bicycle/pedestrian connection between the Riverfront Trail and city neighborhoods west of I-70. Estimated cost is $5 million.

Project Description (C) ***Municipal River Terminal Rail Access Improvements:*** This project seeks to better align tracks through the Municipal River Terminal, making it easier for trains to access and pass through the terminal. The project supports approximately 10,000 jobs and a significant number of businesses that operate out of the North Riverfront Commerce Corridor. DJN Intermodal, Affton Trucking, JB Hunt, SAIA, and many other trucking facilities are located along Hall Street. American Commerce Barge Lines transloads millions of tons of coal at its river terminal off Hall Street while both BNSF Railway and Norfolk Southern have large rail yards in the corridor. Proctor & Gamble is expanding its plant and other major industrial operations including Dial Henkel products, PD George chemicals, Alro Steel, ProPak, and the St. Louis Business Center. Estimated cost is $5 million.

2017 PRIORITY FREIGHT PROJECT

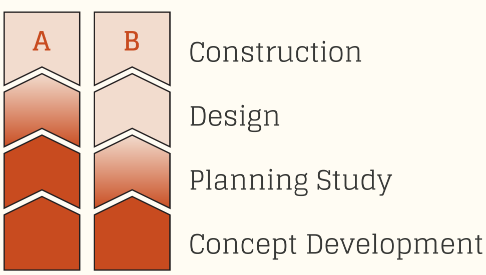
ST LOUIS REGIONAL FREIGHTWAY

Illinois Route 3 Access Improvements (IL)

Project Location

Project Aerial

Project Status



Project Funding

(A) This project is currently unfunded. No funding sources or partnerships have been identified.

(B) Approximately $11 million in grants have been allocated for the Railroad Bypass.

Location: St. Clair County, Illinois

Estimated Cost: $145 to $195 million

Owner: Illinois Department of Transportation (IDOT), Village of Sauget

Contact: Jeff Keirn, IDOT Region 5 Engineer, (618) 346-3110
Richard Sauget, Village of Sauget Mayor, (618) 274-2990

The St. Louis Regional Freightway conducted a regional needs analysis to identify network constraints. Projects were evaluated based on four primary criteria: safety and security in travel, efficiency impact, multimodal impact, and economic impact. Based on the criteria, the following project addresses regional freight needs and is considered one of the highest priorities for the region.

Project Need: Illinois Route 3 is the backbone of a nearly 60-mile long, five-mile wide economic corridor in Southwestern Illinois. The corridor provides access through the industrial heart of the region including Wood River, Granite City, East St. Louis, Sauget, and Dupo. The corridor is responsible for 215,000 jobs and a $9.2 billion annual payroll. A significant portion of the region's freight generators and users are located in the area, including America's Central Port, Union Pacific Dupo Intermodal Yard, American Milling, and business parks such as Gateway Commerce Center and Lakeview Commerce District.

Project Impact: The State of Illinois has made significant investments in recent years in this important north-south transportation link, but Illinois Route 3 is still in need of improvements. Completion of the Illinois Route 3 improvements will:

- Support long-term, high-paying job growth in manufacturing and transportation sectors
- Improve access to the I-70 Stan Musial Veterans Memorial Bridge, Sauget Industrial Park, and St. Louis Downtown Airport
- Accelerate the redevelopment of brownfield sites and underutilized properties along the corridor

Project Description (A) ***Illinois Route 3 Relocation:*** This project includes new construction of a 2.1-mile corridor of Illinois Route 3 from River Park Drive in East St. Louis, Illinois south to Monsanto Avenue in Sauget, Illinois. The project will consider a two-lane option and a four-lane option with potential phasing. The majority of the north section

Illinois Route 3 Access Improvements (IL)

between River Park Drive and Trendley Avenue would be on structure due to existing railroads. The south section between Trendley Avenue and Monsanto Avenue requires two grade separation structures over railroads. The proposed additional lanes and grade-separated structures will decrease congestion, improve safety, address clearance issues, and better accommodate truck and freight movements. Estimated cost is $125 million for the two-lane option and $170 million for the four-lane option.

Project Description (B) ***Falling Springs Road / Illinois Route 3 Railroad Bypass:*** This project includes construction of the Falling Springs Diversion bypass loop with a structure that carries traffic from Illinois Route 3 over the Alton & Southern Railroad between Monsanto Avenue and Queeny Avenue. Without improvements, this location will continue to experience significant delays due to the 20 to 30 minute traffic delays for each unit car train that results in hours of through-traffic delays each day. In addition, it is also anticipated that nearby rail barge offload facilities will increase the number of units in the immediate future. The project has multiple benefits to the region in terms of improving access to the growing business community, encouraging future business development, and opening up to 220 acres of dormant industrial land for active use adjacent to a community of chronic economic distress. The proposed project will bypass the existing heavily used Illinois Route 3 at-grade crossings using local roads such as Monsanto Avenue, Queeny Avenue, and Falling Springs Road. Work will include a grade-separated structure where two railroads (Alton & Southern Railroad and Terminal Railroad Association) converge, eliminating two public crossings along a segment of Falling Springs Road. A new segment of Falling Springs Road will be constructed and intersection improvements will also be needed to effectively move vehicles to the proposed grade separation to the east. Estimated cost is $20 to $25 million.

An initial request has been submitted for engineering funding for approximately 10 percent of the total project cost, or approximately $1.8 million. About $11 million in grants have been allocated for various segments of the project, including a $9.2 million grant from the Illinois Commerce Commission Grade Crossing Protection Fund as part of the 2017-2020 cycle. Other grants originated from state intersection improvement funds, TARP, CMAQ, and STP funds (each are structured in the location, manner, and time in which they can be applied). Both the Alton & Southern Railroad and Terminal Railroad Association have come to an understanding on the alignment and project scope. This will enable IDOT, the railroads, and regional leaders to focus on funding solutions for the improvements.

2017 PRIORITY FREIGHT PROJECT

ST LOUIS REGIONAL FREIGHTWAY

I-255 / Davis Street Ferry Road Interchange (IL)

Project Location

Project Aerial

Project Status

Construction

Design

Planning Study

Concept Development

Anticipated Project Funding

$27.7 million STP funds (TIP 4593-08) are programmed for construction in FY18. *The local share is unfunded.*

Source	Million	Percent
Federal	$16.1	58%
State (IDOT)	$4.0	15%
Local	$7.6	27%

Location: Dupo, Illinois

Estimated Cost: $36 million

Owner: Illinois Department of Transportation (IDOT)

Contact: Jeff Keirn, IDOT Region 5 Engineer, (618) 346-3110

The St. Louis Regional Freightway conducted a regional needs analysis to identify network constraints. Projects were evaluated based on four primary criteria: safety and security in travel, efficiency impact, multimodal impact, and economic impact. Based on the criteria, the following project addresses regional freight needs and is considered a high priority for the region.

Project Need: The new I-255 / Davis Street Ferry Road interchange would replace the existing interchange at Exit 9 (Old Illinois Route 3 / Main Street) with improved and safer geometry. A combination of the Union Pacific Railroad intermodal terminal in Dupo, the Columbia Quarry, and new and expanding truck facilities have added to the volume of heavy truck traffic traveling through Dupo. The new interchange will serve existing Dupo traffic as well as new traffic from industrial and commercial developments that are planned or underway. The existing interchange at Exit 9 was not configured optimally to handle the projected increase in truck traffic and village officials and emergency responders are aware of safety concerns at the existing ramp/crossroad intersections related to Exit 9 in Dupo.

Project Description: The proposed I-255 / Davis Street Ferry Road interchange project would include a diverging diamond interchange with a system of connecting roads to serve the emerging 2,000-acre industrial area along Davis Street Ferry Road. Improvements also include a future grade-separated structure at the southern end of the intermodal yard, crossing five rail tracks near Davis Street Ferry Road. The project will improve access and enable more cost-effective traffic into the intermodal facility, thus enhancing the ability of the Dupo Discovery Business Park to attract business development and further the potential for the creation of thousands of new jobs. Estimated cost is $25.3 million for construction. Estimated cost for the entire project including construction, right-of-way acquisitions, utility relocations, and design is $36 million.

I-255 / Davis Street Ferry Road Interchange (IL)

Project Impact: By improving access from I-255 to Davis Street Ferry Road, truck traffic will be re-routed to improve safety, capacity, and traffic operations in Dupo. From an economic perspective, this project is a unique situation in the St. Louis region that will provide a competitive advantage to value-added rail freight movement and business development opportunities. The development is conservatively comprised of approximately 1,000 to 2,000 acres in the first several phases of the business park development with extensive adjacent acreage for additional future expansion. Phase I of Discovery Business Park includes approximately 9 million square feet of commercial, retail, office, and light industrial space on approximately 840 acres. Phase II of the project involves the development of 13 million square feet of commercial and industrial space on approximately 1,000 acres. Both phases combined would total an estimated 22 million square feet of building space on an estimated 1,840 acres. The surrounding development is estimated to bring thousands of jobs to the area as the project progresses. The interchange project would be a key benefit for the Dupo Intermodal Yard in order to expand operation and remain competitive, as well as support development near the proposed interchange.

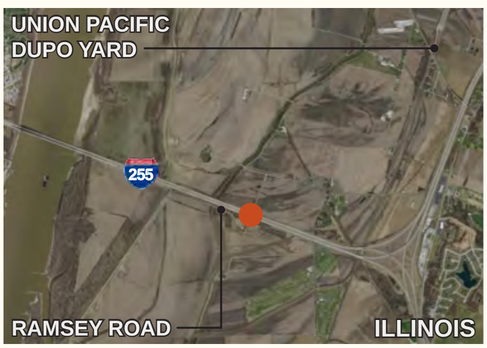
2017 PRIORITY FREIGHT PROJECT

ST LOUIS REGIONAL FREIGHTWAY

I-255 / Fish Lake (Ramsey Road) Interchange (IL)

Project Location

Project Aerial



Project Status

Construction

Design

Planning Study

Concept Development

Project Funding

This project is currently unfunded. No funding sources or partnerships have been identified.

Location: Columbia, Illinois

Estimated Cost: $27 million

Owner: Illinois Department of Transportation (IDOT)

Contact: Emily Fultz, Director of Community Development, (618) 281-7144

The St. Louis Regional Freightway conducted a regional needs analysis to identify network constraints. Projects were evaluated based on four primary criteria: safety and security in travel, efficiency impact, multimodal impact, and economic impact. Based on the criteria, the following project addresses regional freight needs and is considered a high priority for the region.

Project Need: The Dupo Intermodal Yard in Illinois is one of the region's largest intermodal assets. Access to the yard includes several at-grade crossings with Union Pacific mainline tracks, casing delays to trucks serving the facility and creating safety issues for motorists. The site also lacks enough storage for intermodal containers, necessitating off-site storage. The storage issues, combined with congestion at the at-grade crossings, makes current expansion of the site unattractive. Without better access, Union Pacific may be forced to expand its facilities outside the St. Louis region in an attempt to meet growing intermodal demand.

Project Description: This project would improve the current Fish Lake (Ramsey Road) overpass into a full highway interchange. The interchange would provide additional access to the Union Pacific Dupo Intermodal Yard, enabling further expansion of the facility. The new highway interchange would also complement proposed improvements at the I-255 / Davis Street Ferry interchange.

Project Impact: The project would increase the growth of manufacturing and distribution businesses, which would mutually benefit the Village of Dupo as well as economic development south of I-255 in the City of Columbia.

2017 PRIORITY FREIGHT PROJECT

ST LOUIS REGIONAL FREIGHTWAY

I-70 St. Louis County Improvements from Natural Bridge Road to Hanley Road (MO)

Project Location

Project Aerial

Project Status

Construction

Design

Planning Study

Concept Development

Project Funding

This project is currently unfunded. No funding sources or partnerships have been identified.

Location: St. Louis County, Missouri

Estimated Cost: $200 million

Owner: Missouri Department of Transportation (MoDOT)

Contact: Tom Blair, MoDOT Assistant District Engineer, (314) 453-1803

The St. Louis Regional Freightway conducted a regional needs analysis to identify network constraints. Projects were evaluated based on four primary criteria: safety and security in travel, efficiency impact, multimodal impact, and economic impact. Based on the criteria, the following project addresses regional freight needs and is considered a high priority for the region.

Project Need: Interstate 70 is one of the most important national east-west freight corridors and is the backbone of a transportation system connecting the St. Louis region to other states and the entire nation. Each year, the I-70 corridor in Missouri carries more than 31.5 million tons of freight with a value in excess of $59 billion. The region's 2045 Long-Range Transportation Plan recommended a corridor and interchange study from Natural Bridge Road to Hanley Road. This segment of I-70 is an important link to St. Louis Lambert International Airport and major industrial areas including North Park, Aviator Business Park, and Hazelwood Logistics Center. Several large corporations are located in these industrial areas such as Boeing and Express Scripts.

Project Description: The project includes safety and pavement improvements along the 2.5-mile segment from Natural Bridge Road to Hanley Road. The project also incorporates I-170 interchange improvements that will address current congestion and bottleneck issues.

Project Impact: The project will help reduce congestion, increase safety, and improve capacity of this stretch of the interstate. Project improvements also enhance freight and cargo movement to significant freight generators and users such as the St. Louis Lambert International Airport, North Park development, Boeing campus, and other major industrial areas.

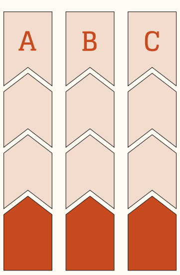
2017 PRIORITY FREIGHT PROJECT
ST LOUIS REGIONAL FREIGHTWAY

St. Louis Lambert International Airport Access Improvements (MO)

Project Location

Project Aerial

Project Status



Construction

Design

Planning Study

Concept Development

Project Funding

Improvements are included in the region's 2045 Long-Range Transportation Plan, but these projects are currently unfunded. No funding sources or partnerships have been identified.

Location: St. Louis County, Missouri

Estimated Cost: $30.25 million

Owner: St. Louis Lambert International Airport

Contact: Jerry Beckmann, Airport Deputy Director, (314) 551-5034

The St. Louis Regional Freightway conducted a regional needs analysis to identify network constraints. Projects were evaluated based on four primary criteria: safety and security in travel, efficiency impact, multimodal impact, and economic impact. Based on the criteria, the following project addresses regional freight needs and is considered a high priority for the region.

Project Need: St. Louis Lambert International Airport (STL), located in St. Louis County, is Missouri's largest and most used airport. It is positioned within Foreign Trade Zone 102 and is an attractive destination for logistics businesses due to its multimodal transportation infrastructure combined with available and accessible land.

Project Impact: St. Louis Lambert International Airport has over 1,000 acres of commercial and industrial land adjacent to the airport that is ideal for logistic businesses and airborne cargo users. The following projects will attract more freight-centered development.

Project Description (A) ***Cargo City Access Analysis:*** This project includes a study of the logistics center for air freight, Cargo City. Access to Cargo City from the interstate system is circuitous and not conducive to truck movements as entry requires trucks to intermingle with passenger vehicles. The project will analyze and develop alternatives for improving truck access to Cargo City from the interstate network. Estimated cost of the study is $250,000.

Project Description (B) ***Fee Fee Road Bridge Improvement:*** This project includes a proposed Fee Fee Road bridge over the Norfolk Southern mainline and a new intersection between Fee Fee Road (City of Bridgeton) and Missouri Bottom Road (City of Hazelwood). The existing intersection is substandard as the geometry is not suitable for heavy track traffic and the available land envelope does not provide any opportunity for improvements. The project would construct a new

St. Louis Lambert International Airport Access Improvements (MO)

intersection suitable for heavy vehicle movements, bridge the Norfolk Southern mainline, and connect to Fee Fee Road. The improvements will provide commercial vehicles access to 250 acres planned for commercial and industrial development at the airport. By creating a new intersection, development along Fee Fee Road becomes more attractive to heavy freight users. Estimated cost is $10 million.

Project Description (C) ***Gist Road Upgrade:*** This project includes upgrading and realigning Gist Road (City of Bridgeton) between the Norfolk Southern mainline and the I-270 bridge. Gist Road is a two-lane road with an asphalt surface designed for light vehicle traffic. The upgrade provides a signalized crossing at the Norfolk Southern mainline and expands the road to two-lane concrete pavement with a center turn lane suitable for heavy truck traffic. The project will provide interstate access to 300 acres identified for commercial and industrial development at the airport and strengthen the region’s intermodal options. Estimated cost is $20 million.

2017 PRIORITY FREIGHT PROJECT

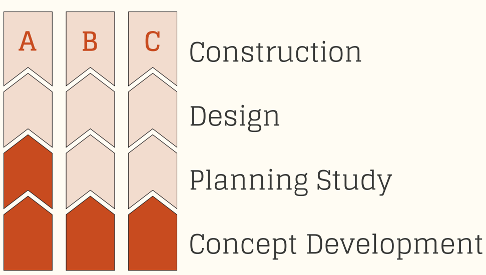
ST LOUIS REGIONAL FREIGHTWAY

Mississippi River Port Development Projects (MO)

Project Location

Project Aerial

Project Status



Project Funding

All three projects have requested funding in the FY18-22 Capital Improvement Program.

Project	Million	Year
Project A	$8.5	FY18-FY22
Project B	$2.0	FY21
Project C	$5.0	FY18-FY22

Location: Jefferson County / St. Louis County / City of St. Louis, Missouri

Estimated Cost: $17.5 million

Owner: Jefferson County Port Authority, St. Louis County Port Authority, City of Saint Louis Port Authority

Contact: Neal Breitweiser, Director at Jefferson County, (636) 797-6168
Joe Bannister, Vice President for Real Estate, (314) 615-7692
Susan Taylor, Director at City of St. Louis, (314) 657-3740

The St. Louis Regional Freightway conducted a regional needs analysis to identify network constraints. Projects were evaluated based on four primary criteria: safety and security in travel, efficiency impact, multimodal impact, and economic impact. Based on the criteria, the following project addresses regional freight needs and is considered a high priority for the region.

Project Need: Inland waterborne transportation is a key component of regional goods movement as the St. Louis region is centrally located on the Mississippi and Missouri Rivers. The region is ideally suited as a year-round, central node for consolidating agricultural and mining goods produced in the Midwest and northern Great Plains and shipping bulk cargo on the Mississippi River.

Project Impact: In 2010, about 31.8 million tons of waterborne cargo valued at approximately $9.5 billion moved through the St. Louis region. Three Missouri ports located in the St. Louis region - Jefferson County Port Authority, St. Louis County Port Authority, and City of Saint Louis Port Authority - are seeking to enhance waterborne freight flow.

Project Description (A) ***Crystal City Port Development with Access Roadway:*** This project includes land acquisition and preliminary engineering for a public freight harbor located on the Mississippi River approximately 20 miles south of downtown St. Louis in Crystal City, Missouri. The project will allow Jefferson County Port Authority to move forward with the phased construction of the proposed multimodal port facility that will capitalize on the transportation of bulk commodities and containers via barge, rail, and truck (and a small airport located within two miles). The proposed facility is well positioned for aggregate, sand, and grain shippers. The facility also has intersecting rail lines from the Union Pacific and BNSF Railway,

Mississippi River Port Development Projects (MO)

and these rail carriers also provide connections to the Norfolk Southern and CSX Railroad. The proposed Crystal City Port will assist in creating additional flexibility and connectivity to the region's freight system while assisting in repurposing existing industrial sites. The current roadway network available to provide access would force traffic supporting port operations through the core of Crystal City via narrow, often brick, two-lane roadways with skewed intersections. As a result of the planned regional port development and significant growth potential at the Crystal City Port, access improvements are needed to enhance traffic flow between the port and I-55 via a Crystal City connector. Overall, the Crystal City Port Development project provides freight movement options away from congestion in downtown St. Louis area and affords unobstructed access to the Gulf of Mexico. Estimated cost is $8.5 million. The FY18-FY22 Capital Improvement Program includes $8.5 million in funding for property acquisition, rail design, permitting, site work, and rail construction. Estimated total cost to complete the port is $240 million.

Project Description (B) ***City of St. Louis South Riverfront Site Preparation:*** This project includes clearing, remediation, and preparation of a site along the south riverfront for intermodal development. The National Geospatial-Intelligence Agency is expected to vacate the 20-acre site due to relocation and expansion of a new $1.75 billion facility. A portion of the site includes a rail yard with immediate access to the Union Pacific and Patriot Rail, a national shortline railroad. While the site does not currently provide river access, the location is an ideal spot for last-mile truck and rail transfer of goods. Both railroads have indicated strong support for an intermodal facility at the site. Estimated cost is $4 million. The FY18-FY22 Capital Improvement Program includes $2 million in funding for site preparation in FY22.

Project Description (C) ***St. Louis County Port Development North / South Sites:*** This project includes the exploration of building ports in northern and southern portions of St. Louis County. Estimated cost is $5 million. The FY18-FY22 Capital Improvement Program includes $1 million annually for the project. County locations not yet identified and therefore not depicted on project location or aerial maps. Estimated total cost to complete the project is $25 million.

2017 PRIORITY FREIGHT PROJECT

ST LOUIS REGIONAL FREIGHTWAY

Illinois Route 158 (Air Mobility Drive) Expansion from Route 161 to Route 177 (IL)

Project Location

Project Aerial

Project Status

Construction

Design

Planning Study

Concept Development

Project Funding

This project is currently unfunded. No funding sources or partnerships have been identified.

Location: Shiloh, Illinois

Estimated Cost: $10 million

Owner: Illinois Department of Transportation (IDOT)

Contact: Jeff Keirn, IDOT Region 5 Engineer, (618) 346-3110

The St. Louis Regional Freightway conducted a regional needs analysis to identify network constraints. Projects were evaluated based on four primary criteria: safety and security in travel, efficiency impact, multimodal impact, and economic impact. Based on the criteria, the following project addresses regional freight needs and is considered a high priority for the region.

Project Need: MidAmerica St. Louis Airport (BLV) is a commercial/cargo and passenger airport co-located with Scott Air Force Base in Mascoutah, Illinois. MidAmerica Airport offers air cargo facility development of over 2,500 acres within Foreign Trade Zone 31 and an Enterprise Zone, making it an ideal location for modern freight needs. Located along I-64 with on-site customs services and easy airplane-to-truck processes, the airport makes air cargo transfer highly efficient by reducing time on the ground and cost of operations. To better accommodate growth and retain clustered manufacturing and distribution businesses, the land surrounding the airport requires improved access to the freight network.

Project Description: The project includes a 1-mile extension of Illinois Route 158 (Air Mobility Drive), the main gateway from I-64 to MidAmerica Airport and Scott Air Force Base. The extension from Illinois Route 161 (Carlyle Avenue) to Illinois Route 177 (Mascoutah Avenue) would extend a two-lane roadway along a primary growth corridor.

Project Impact: This location is one of the highest potential corridors for supporting industrial real estate development and freight transportation, and the roadway expansion would facilitate this future growth. In addition to growth at the airport, Scott Air Force Base also provides a $3 billion annual impact on the regional economy, a 40 percent increase in the past decade. The base expansion has fueled business growth and available property for expansion around the base and the airport has exceptional community support.

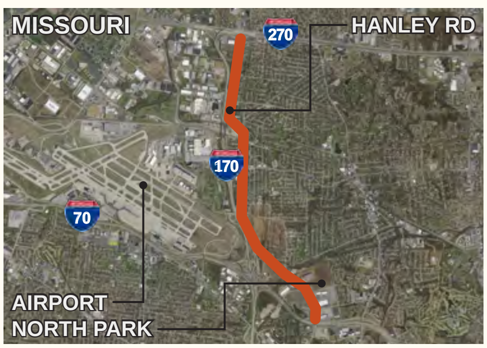
2017 PRIORITY FREIGHT PROJECT

ST LOUIS REGIONAL FREIGHTWAY

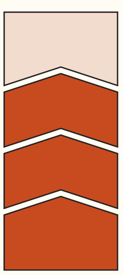
North Park Access Improvements (MO)

Project Location

Project Aerial



Project Status



Construction

Design

Planning Study

Concept Development

Project Funding

This project is currently unfunded. No funding sources or partnerships have been identified.

Location: Berkeley, Missouri

Estimated Cost: $1.7 million

Owner: St. Louis County Department of Transportation

Contact: Stephanie Leon Streeter, Deputy Director, (314) 615-8501

The St. Louis Regional Freightway conducted a regional needs analysis to identify network constraints. Projects were evaluated based on four primary criteria: safety and security in travel, efficiency impact, multimodal impact, and economic impact. Based on the criteria, the following project addresses regional freight needs and is considered a high priority for the region.

Project Need: North Park is a premier 550-acre business park located east of St. Louis Lambert International Airport at the junction of I-70 and I-170. The development is capable of hosting over 5 million square feet of building area within a Foreign Trade Zone and an Enhanced Enterprise Zone. North Park is the only urban redevelopment project in the nation located at the intersection of two major highways, an international airport, and a university. Hanley Road, the major corridor serving North Park and other businesses, requires improvements to accommodate existing and future businesses.

Project Description: This project includes phased safety and capacity improvements along Hanley Road from I-270 to Madison Avenue. This 2-mile corridor provides direct connections to I-270, I-170, and I-70 and links freight to North Park and other development zones east and west of the airport. The infrastructure improvements include repair and replacement of deteriorated roadway surface to improve drivability and drainage as well as adding a new Superpave wearing surface. The proposed roadway improvements would improve traffic safety and access, increase pedestrian safety, and support local businesses. Project design is complete and estimated cost for construction is $720,000.

Project Impact: North Park partners have invested over $291 million dollars, creating over 5,000 permanent jobs. Other nearby industrial areas include Aviator Business Park and Hazelwood Logistics Center. Several major corporations are located in North Park including Express Scripts Corporation, Schnucks, SFR, and Vaterott College.

2017 PRIORITY FREIGHT PROJECT

ST LOUIS REGIONAL FREIGHTWAY

Earth City Access Improvements (MO)

Project Location

Project Aerial

Project Status

Construction

Design

Planning Study

Concept Development

Anticipated Project Funding

$2.25 million (TIP 6607B-17) is programmed for preliminary engineering and land acquisition but *construction is not funded.*

Source	Million	Percent
Federal	$1.8	80%
Local	$0.45	20%

Location: Earth City, Missouri

Estimated Cost: $2.25 million

Owner: St. Louis County Department of Transportation

Contact: Stephanie Leon Streeter, Deputy Director, (314) 615-8501

The St. Louis Regional Freightway conducted a regional needs analysis to identify network constraints. Projects were evaluated based on four primary criteria: safety and security in travel, efficiency impact, multimodal impact, and economic impact. Based on the criteria, the following project addresses regional freight needs and is considered a high priority for the region.

Project Need: Earth City is one of the largest industrial areas in the St. Louis region. The site contains numerous industrial facilities as well as office complexes, agricultural land, and entertainment venues. The 12,700-acre site also has approximately nine miles of river frontage along the Missouri River, of which 0.4 miles is used for river barge shipping. St. Charles Rock Road, one of the major roads serving the Earth City area and I-270, requires improvements to accommodate existing and future business access and traffic volumes.

Project Description: The project includes critical preservation of the existing network through resurfacing the four-lane roadway as well as additional intersection improvements to enhance safety and capacity. Preliminary engineering is expected to be complete in FY17. Some right-of-way acquisition may be required in FY18, and then construction could begin as early as FY19. Construction is currently not funded.

Project Impact: Several major corporations are located in Earth City including UPS, FedEx, Spectrum Brands, Save-A-Lot, and U.S. Cellular. The 1.3-mile St. Charles Rock Road corridor from Taussig Road to Earth City Expressway (Missouri Route 141) also serves the City of Bridgeton industrial and warehouse district.

Bi-State Development
Operations Committee
Agenda Item
August 15, 2017

From:	Larry B. Jackson, Executive Vice President of Administration
Subject:	Contract Award: Mobile Data Terminal Replacement for Call-A-Ride (CAR) Fleet
Disposition:	Approval
Presentation:	Larry Jackson, Executive Vice President of Administration; Kerry Kinkade, Vice President & Chief Information Officer

Objective:
To present to the Operations Committee for discussion and referral to the Board of Commissioners, a request for authorization to award Contract 17-RFP-104062-MD Mobile Data Terminal Replacement for Call-A-Ride **(CAR)** Fleet for a not to exceed amount of $634,123.00.

Board Policy:
Chapter 50 Purchasing, Section 50.010 Procurement and Contract Administration, (E) Award Authority, 1.a. states: "The Board of Commissioners shall approve competitive negotiation procurements which exceed $500,000."

Funding Source:
Federal Transit Administration **(FTA)** Grant Number MO-90-X26. Funds include 80% Federal and local match provided by Prop M funds.

Background:
Metro's Call-A-Ride paratransit service is a curb-to-curb public transportation option offered to both the general public and to persons whose disabilities prevent use of regular, accessible, fixed routed transit services. This service offers next-day shared rides in modern, wheelchair accessible vehicles in the City of St. Louis and St. Louis County.

The current Mobile Data Terminal **(MDT)** infrastructure was implemented in 2008 and is beginning to show its age both technologically and in repair costs. The system requires replacement in order to maintain and exceed the functionality and capabilities that they employ today.

Analysis:
On February 24, 2017, Bi-State Development issued solicitation 17-RFP-104062-MD to obtain qualified firms to provide the necessary services to replace the current Mobile Data Terminals for the Call-A-Ride (CAR) Fleet. Call-A-Ride employs 200 operators and 120 vans to provide 2000 daily rides.

In response to the solicitation, two (2) proposals were received (StrataGen and Trapeze), reviewed, evaluated and scored in accordance with the evaluation requirements specified in the solicitation package. The evaluation criteria required that offerors include in their proposal:

- Technology and System Background
  - Mobile Data Terminal
  - Modern/Communication
  - Antenna
  - Connectivity

  - Provision of Installation Guide and/or Training
  - Software Integration
- Proposer's Experience; Experience/Length of time within the mobile data terminal space
- Project Plan; Timeline of hardware, proposed installation timeline, testing, production implementation
- Experience and Reference; Provide three (3) business references of companies where Proposer has completed MDT implementations
- Optional – Smart Card Reader; Reading chip serial number (UID) of the Gateway card

Upon completion of the Consensus meeting, BSD requested a Presentation/Demonstration from each firm. They were asked to respond to the questions and clarifications submitted by the committee and present their presentation/demonstration. After the presentation/demonstration each firm was asked to submit their Best and Final Offer.

The overall results consist of the consensus technical scores, presentation/demonstration scores and the best and final cost scores. As a result, Trapeze Software Group was the responsible firm whose proposal is most advantageous to Bi-State Development with the overall highest ranking scores.

The results are listed below.

Firm:	Cost	Cost Score	Presentation & Demo	Technical Score	Total
StrataGen	**$519,816.00**	**150.00**	**27.00**	**158.20**	**335.20**
Trapeze	**$634,123.00**	**122.96**	**54.00**	**217.20**	***394.16***
Total Possible Points		**150.00**	**75.00**	**275.00**	**500.00**
Percentage of Total Points		**30%**	**15%**	**55%**	**100%**

<u>Committee Action Requested:</u>
Management recommends that the Operations Committee approve and forward to the Board of Commissioners for approval, the request that the President & CEO enter into a contract with the firm whose proposal is most advantageous to Bi-State Development, with price and other factors considered. The contract is not to exceed the amount of **$634,123.00,** to implement new Mobile Data Terminals on the Metro Call-A-Ride fleet that meets or exceeds the functionality and capabilities that they employ today.

Bi-State Development
Operations Committee
Agenda Item
August 15, 2017

From:	Jennifer S. Nixon Executive Director – Tourism Innovation
Subject:	Contract Modification: Extension of Communications Agency Services Contract with Common Ground Public Relations
Disposition:	Approval
Presentation:	Jennifer S. Nixon, Executive Director – Tourism Innovation and Larry Jackson, Executive Vice President – Administration

Objective:
To present to the Operations Committee for approval a request for a contract extension and modification to expand the scope of services and overall contract amount of the communications agency services contract with Common Ground Public Relations **(CGPR)** for the purpose of continuity of services for the CityArchRiver **(CAR)** project completion and grand opening activities in 2018.

Board Policy:
Board Policy Chapter 50.010 G., *Purchasing*, requires Board of Commissioners to approve contract extensions in excess of 180 days.

Board Policy Chapter 50.010 E., *Purchasing*, requires Board of Commissioners to approve procurements for a contract term, including options, which exceed five (5) years and Competitive Negotiation Procurements which exceed $500,000.

Funding Source:
$119,000 from the Gateway Arch Company, and $69,000 through reimbursement by Gateway Arch Park Foundation formerly CAR.

Background:
In February 2013, Bi-State Development issued Solicitation 13-RFP-5974-SS - Gateway Arch Riverfront Communications Agency Services to obtain proposals from qualified firms to provide communications services, professional counsel and strategic planning services to assist in the development and implementation of activities for the Gateway Arch Riverfront. As a result of the procurement process, the contract was awarded to the highest ranking firm, CGPR. The contract consists of three base years and two option years. The contract period of performance began April 24, 2013. Currently, the contract is in Option Year 2 (April 24, 2017 – April 23, 2018). The annual contract amount for the three base years was $95,000 per year, and for the two option years $100,000 per year for a total contract amount of $485,000 for five years.

Over the last five years as the CAR project and other improvements at the Jefferson National Expansion Memorial have continued, the overall completion date for the project has been extended. The most recent project completion date is Summer 2018. The completion of the project and thus new visitor experience is expected to draw significant local, regional, and national interest. The Missouri Division of Tourism along with Explore St. Louis have stated their intent to focus on the completion of the project in promoting the 2018 tourism season.

The project completion date of Summer 2018 emphasizes the need for continuity of services with the current public relations firm. The current contract needs to be modified to extend the performance period by six months, reflect the expanded scope of services, and increase the contract amount. The contract extension will not only allow continuity of services but will also allow for flexibility of services if the project completion date is modified again. The expanded contract scope for the project completion and grand opening activities will result in the following deliverables:

1. Media relations support services
2. Comprehensive local and regional media relations services
3. Development and execution of an outreach plan with specific story goals
4. Development and execution of an integrated social media strategy

These deliverables will include the following:

Local media relations services will be for media in the St. Louis metro area. Regional media relations services will target media located roughly 50-350 miles from St. Louis, including Kansas City, Indianapolis, Milwaukee, Nashville, Cincinnati, Louisville, Little Rock, and Memphis. Outreach efforts will include feature stories and inclusion in summer travel sections and calendars, as well as providing b-roll, photos and other multimedia for their use.

Media relations support services will include on-site assistance at media interviews, preparation of spokespeople and third parties, media training, and the development of messaging, talking points and media materials.

Outreach plan development and execution will include specific story goals to capture the broad range of messages represented by the renovation and new visitor experience, including: history, architecture, public-private partnership, tourism and hospitality, and fun.

An integrated social media strategy will be developed and executed for the project completion and grand opening in addition to social media management already managed for Bi-State on behalf of the Gateway Arch.

Analysis:

The contract would be modified to include a contract extension for six (6) months (April 24, 2018 through October 23, 2018) in the amount of $50,000. Also, the modification would include expanding the scope of work in the amount of $138,000; which would begin during Option Year 2; increasing the total contract by $188,000.

Committee Action Requested:

Management recommends that the Operations Committee approve and forward to the Board of Commissioners for approval, the request that the President & CEO issue a modification to extend the contract six months and expand the scope of services in the amount of $188,000 with Common Ground Public Relations for the purpose of continuity of services for the project completion and grand opening activities in 2018. The total revised contract amount would not exceed **$675,461.**

Bi-State Development
Operations Committee
Agenda Item
August 15, 2017

From:	Dianne H. Williams, Vice President, Marketing & Communications
Subject:	Amendment of Bylaws for 501(c)(3) Arts in Transit Inc.
Disposition:	Approval
Presentation:	Dianne H. Williams, Vice President, Marketing & Communications; David Allen, Director, Arts in Transit; Barbara Enneking, General Counsel

Objective:
To present to the Operations Committee for discussion and referral to the Board of Commissioners a request to amend the Bylaws of Arts in Transit Inc., a not-for-profit 501(c)(3) organization. In addition, to seek approval of an Affiliation Agreement between Arts in Transit, Inc. and Bi-State Development **(BSD)** in order to formalize the relationship between Arts in Transit and its parent organization, BSD.

Funding Source:
No funding from BSD is required to amend the By-Laws of Arts in Transit, Inc. or to execute the Affiliation Agreement between Arts in Transit and BSD.

History:
Arts in Transit has a twenty-five year history of creating artwork for both Bi-State Development's MetroLink and MetroBus systems. It has brought thousands of individuals in contact with Metro through its children's educational programs, temporary art installations, interactive community events, and permanent artworks created by local, regional, and nationally recognized artists.

Arts in Transit originated as a result of a group of local St. Louis citizens with a vision of a light rail system that was more than concrete stations and steel rails. This group promoted the idea of a transit system influenced by the imagination of artists by integrating their ideas into MetroLink. This effort has established a continuity of design that over the years has been replicated in subsequent Metro system expansions.

In addition to integrated artistic design, Arts in Transit regularly sponsors a number of other artistic programs including poetry displayed on buses and trains (MetroLines), art and design by local artists in bus shelters (MetroScapes), and community painted art buses (Art in Motion).

Background:
Arts in Transit has received arts funding from a number of governmental grant makers including the St. Louis Regional Arts Commission, the Missouri Arts Council, and the National Endowment for the Arts. Over the years, this has resulted in hundreds of thousands of additional dollars to Bi-State Development for educational and community programs, permanent and temporary public art, and integrated artistic design.

In 2011, the Bi-State Development Board approved the formation of Arts in Transit, Inc., a 501 (c) (3) not-for-profit entity, for the purpose of expanding the eligibility of Arts in Transit to apply for grants from private foundations and institutions.

Analysis:

The pursuit of arts grant funding is highly competitive. Funders support organizations that produce the very best product that align with their priorities. These priorities can range from supporting the arts in rural communities, to projects that support social justice issues, to the role of the arts in child development. Funders want to understand the potential audience for the programs and projects they support and always look at the fiscal stability of the requesting organization along with its management capabilities.

Another major evaluation priority for most foundations and funding institutions is the composition of the grantee's governing body. Virtually every grant application asks about the diversity of the Board of Directors, and often the background and/or professional expertise of the Board's membership. Arts funders are very sensitive to inclusion and community representation. This is understandable as support for the arts is support for communities, and as a general rule, the arts and cultural world views itself as a democratic slice of society.

The Board of Arts in Transit, Inc. is currently composed of four Bi-State Development officers and staff: the President and CEO, the Chief Financial Officer, the Vice-President of Engineering (or the Executive Director of Metro Transit), and the Director of Arts in Transit. This was established as part of the current Bylaws approved by the Bi-State Board of Commissioners and was done so that the Board of Commissioners might retain control over the operation of the not-for-profit entity.

Now that Arts in Transit, Inc. is eligible as a 501(c)(3) to apply to additional funders, we have applied to numerous institutions including: the Albrecht Foundation, Ameriprise Foundation, Bank of America Foundation, Caleres Foundation, Gateway Foundation, Lafitte Foundation, Mid-West Arts Alliance, PNC Bank, and the Whittaker Foundation. So far we have been successful with PNC Bank which awarded Arts in Transit, Inc. $20,000 for this current year. While Arts in Transit scores highly on the merit of its artistic programs, the feedback we have received leads us to conclude that there are two main reasons for the failure to secure more grants: 1) as a new applicant it sometimes takes several grant cycles before an award is given, and 2) our Board of Directors lack diversity and/or significant relevant expertise.

Therefore, the Board of Directors of Arts in Transit, Inc. should be modified, and its Bylaws amended to include outside representation. A five member Board of Directors would include a combination of the following:

One member of the Board of Commissioners
Two members from the Visual Arts and/or Design community
One member from the Education community
One member from the Business community.

Arts in Transit, Inc. Board members would be selected by, and serve at the discretion of, the BSD Board of Commissioners. Also Arts in Transit, Inc. Board officers would include a President, Vice-President, Secretary, and Treasurer. The Amended and Restated Bylaws of Arts in Transit, Inc. is attached as **Exhibit A**.

In addition, it was always envisioned that Arts in Transit would be supported by BSD. The Affiliation Agreement details the cooperative and supportive services and overhead that BSD provides or may provide in future to Arts in Transit (which can be characterized as an in-kind contribution to the not-for-profit entity). Most importantly the Agreement addresses the services of BSD employees, including the Arts in Transit Executive Director, and other departmental employees providing necessary functions for Arts in Transit's operations and administration. The Affiliation Agreement is attached as **Exhibit B**.

It is important to note that the By-laws must be approved by the BSD Board of Commissioners and the Board of Directors of Arts in Transit. The Affiliation Agreement will also be submitted for approval to both Boards.

Recommendation:

Management recommends that the Operations Committee approve and forward to the Board of Commissioners for approval the Amended and Restated Bylaws of Arts in Transit, Inc. and the Affiliation Agreement between Arts in Transit, Inc. and BSD.

Attachments: Exhibit A – Amended and Reinstated ByLaws
Exhibit B – Affiliation Agreement

Exhibit A

AMENDED AND RESTATED BYLAWS
OF
ARTS IN TRANSIT, INC.

ARTICLE ONE

Offices

Section 1.1 Principal Office. The principal office of Arts In Transit, Inc. (the "Corporation") in the state of Missouri shall be located in the City of St. Louis. The Corporation may have such other offices, either within or without the State of Missouri as the Corporation Board of Directors may determine, or as the affairs of the Corporation may require from time to time.

Section 1.2 Registered Office. The registered office of the Corporation required to be maintained in the State of Missouri need not be identical with the principal office in the State of Missouri, and the address of the registered office may be changed from time to time by the Corporation Board of Directors.

ARTICLE TWO

Purposes

Section 2.1 General. The purposes of the Corporation shall be those non-profit purposes stated in the Articles of Incorporation of the Corporation, as amended from time to time, to provide artistic programming for the transit operations of the Bi-State Development Agency of the Missouri-Illinois Metropolitan District (the "Agency"), and to implement or enhance public art in and around transit properties.

Section 2.2 Limitations.

(a) The Corporation shall, in all of its activities, be nonpartisan, nonpolitical and nonsectarian, and shall engage only in those activities which are authorized and permitted in furtherance of its purposes as an exempt organization pursuant to the United States Internal Revenue Code.

(b) The purposes for which the Corporation is organized are exclusively charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 of the corresponding provision of any future United States Internal Revenue Law.

(c) Notwithstanding any other provision of the Articles of Incorporation or Bylaws, the Corporation shall not carry on any activities not permitted to be carried on by any organization exempt from Federal Income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

Section 2.3 Public Benefit. The Corporation is a "Public Benefit Corporation", as defined in the Missouri Nonprofit Corporation Act.

ARTICLE THREE

Directors

Section 3.1 Powers. The property and affairs of the Corporation shall be managed by a Board of Directors of the Corporation. The Corporation Board of Directors shall have and is vested with all powers and authorities, except as may be expressly limited by law, the Articles of Incorporation of the Corporation or these Bylaws, to supervise, control, direct and manage the property, affairs and activities of the Corporation, to determine the policies of the Corporation, to do or cause to be done any and all lawful things for and on behalf of the Corporation, to exercise or cause to be exercised any or all of its powers, privileges or franchises, and to seek the effectuation of its objects and purposes; provided, however, that:

(a) The Corporation Board of Directors shall not authorize or permit the Corporation to engage in any activity not permitted to be transacted by the Articles of Incorporation of the Corporation or by a corporation organized under the Missouri Nonprofit Corporation Act;

(b) None of the powers of the Corporation shall be exercised to carry on activities other than as an insubstantial part of its activities, which are not in themselves in furtherance of the purposes of the Corporation;

(c) All income and the property of the Corporation shall be applied exclusively for its not-for-profit purposes. No part of the net earnings or other assets of the Corporation shall inure to the benefit of or be distributable to any director, officer, contributor or any other private persons having, directly or indirectly, a personal or private interest in the activities of the Corporation, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of its stated purposes; and

(d) The Corporation Board of Directors shall determine major personnel, fiscal, organizational and programmatic policies for the effective and efficient operation of the Corporation. The Corporation Board of Directors, in its discretion, may vest the authority to manage, direct, supervise and otherwise administer programs and services to an Executive Director and such person's designees. The Corporation Board of Directors must approve any borrowing of money and the sale or other disposition of any corporate assets.

Section 3.2 Size and Composition.

(a) The Corporation Board of Directors shall consist of five members appointed by the Board of Commissioners of the Agency.

(b) One member of the Corporation Board of Directors shall be a member of the Board of Commissioners of the Agency, selected by the Board of Commissioners who shall serve at the pleasure of the Board of Commissioners as an *ex officio* member.

Section 3.3 Appointment of Directors. The Corporation Board of Directors and the Board of Commissioners of the Agency shall use the following process to appoint Directors who are not *ex officio* Directors:

(a) The Corporation Board of Directors shall receive the names of nominees for open positions on the Board of Directors and shall forward such names to the Agency Board of Commissioners.

(b) The nominees shall include persons from: the Visual Arts and/or the Design Communities from which the Agency Board of Commissioners shall appoint two persons; and from the Education Community from which the Agency Board of Commissioners shall appoint one persons; and from the Business Community from which the Agency Board of Commissioners shall appoint one person.

(c) The terms of Directors who are not *ex officio* Directors shall begin as of the first meeting after which a member is formally appointed by the Agency Board of Commissioners.

Section 3.4 Terms of Appointed (Not *Ex Officio*) Directors.

(a) Each of the Directors appointed by the Agency Board of Commissioners shall serve for a term ending on the date of the second annual meeting of Directors following the annual meeting at which such Director was appointed.

(b) (i) Each Director shall hold office for the term for which appointed or until such Director's successor shall have been appointed and qualified.

(ii) A Director who holds or is elected to an office of the Corporation Board of Directors at the time of the annual meeting of the year in which such Director's term expires may continue to serve as a member of the Corporation Board of Directors for so long as such Director holds such office.

(iii) Each appointed Director may serve two consecutive two-year terms before rotating off the Corporation Board of Directors for at least one year.

(iv) Notwithstanding the foregoing, in order to provide for staggered terms, the terms of Directors initially appointed upon or immediately after the adoption of these bylaws shall be determined by the Agency Board of Commissioners and such term shall not be counted in determining the term limit in subsection (iii).

Section 3.5 Vacancies. Any vacancy occurring in the Corporation Board of Directors resulting from death, resignation, retirement, removal from office or otherwise shall be filled in the same manner as provided in the case of the original appointment.

Section 3.6 Compensation. Directors as such shall not receive any stated salaries for their services, but nothing herein contained shall be construed to preclude any Director from being reimbursed for actual expenses reasonably incurred in rendering services to the Corporation in the administration of its affairs.

Section 3.7 Resignation. Any Director may resign from the Board of Directors of the Corporation; such resignation shall be in writing and shall be effective upon its acceptance by the Corporation Board of Directors, or as such resignation shall provide.

Section 3.8 Removal.

(a) Any Director absent from three consecutive regularly scheduled meetings of the Corporation Board of Directors may be removed from office by a majority vote of the Directors present and voting at the next meeting of the Board.

(b) Any member of the Corporation Board of Directors may be removed by a two-thirds vote of the Corporation Board of Directors whenever in its judgment the best interest of the Corporation shall be served thereby, but such removal shall be without prejudice to the contract rights of the Board member so removed.

Section 3.9 Regular Meetings. The Corporation Board of Directors shall meet on a regular basis, at least annually, at twelve o'clock noon on the second Wednesday in July or at such other date and time as the Corporation Board of Directors shall determine, for the election of officers and for the transaction of such business as shall come before the Corporation Board of Directors. The Corporation Board of Directors may provide by resolution the time and place for the holding of the regular meetings of the Board, without notice other than such resolution.

Section 3.10 Special Meetings. Special meetings of the Corporation Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, within or without the City of St. Louis, and the time of holding any special meeting of the Board.

Section 3.11 Notice. Notice of any special meeting of the Corporation Board of Directors shall be given at least five days, but not more than 40 days previously thereto by written notice delivered personally or sent by mail, telegraph or other form of wire or wireless communication to each Director at such Director's address.

Section 3.12 Waiver of Notice. Any Director may waive notice of any meeting. The attendance of a Director at or participation in any meeting shall constitute a waiver of notice of such meeting, unless the Director upon arriving at the meeting or prior to the vote on a matter not noticed in conformity with the Missouri Nonprofit Corporation Act, the Articles of Incorporation or these Bylaws objects to lack of notice and does not vote for or assent to the proposed action. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Corporation Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 3.13 Quorum. One-half of the total number of Directors currently holding office shall be requisite for, and shall constitute a quorum. The majority of those present as a constituted quorum are required for the transaction of business at all meetings of the Corporation Board of Directors.

Section 3.14 Adjournment. If a quorum of the Directors shall not be present at any such meeting, the Directors present shall have the power to adjourn the meeting and reschedule, without notice other than announcement at such meeting. At any such rescheduled meeting at which a quorum shall be present any business may be transacted which could have been transacted at the original session of such meeting.

Section 3.15 Voting. Each appointed or *ex officio* Director present at any meeting shall be entitled to cast one vote on each matter coming before such meeting for vote of the Directors.

Section 3.16 Meetings by Conference Telephone and by Consent.

(a) Members of the Corporation Board of Directors, or of any committee designated by the Corporation Board of Directors, may participate in a meeting of the Board, or of a committee by means of conference telephone or other electronic communications equipment whereby all persons participating in the meeting can simultaneously hear each other, and participation in the meeting in this manner shall constitute presence in person at the meeting.

(b) Any action which might be taken at a meeting of the Corporation Board of Directors may be taken without a meeting if one or more written consents to such action are signed by all of the Directors. Such written consent or consents must describe the action taken, be signed by each Director, and be included in the minutes filed with the Corporation records reflecting the action taken. Any action required to be "written", to be "in writing", to have "written consent", to have "written approval" and the like by Directors shall include any communication transmitted or received by electronic means; including but not limited to email.

(c) The President of the meeting may establish reasonable rules as to conducting the meeting by telephone or other electronic means.

ARTICLE FOUR

Committees and Organizational Subdivisions

Section 4.1 Executive Committee. The Corporation Board of Directors shall have the power to designate an Executive Committee, by resolution adopted by a majority of the Directors.

(a) Composition. The Executive Committee shall consist of the President, Vice President, Secretary, and Treasurer of the Corporation Board of Directors, and such other members as shall be designated by the President.

(b) General Responsibility. The Executive Committee shall have and exercise the authority of the Corporation Board of Directors in the management of the Corporation, and shall perform such duties as may be prescribed by the Corporation Board of Directors; provided, however, that the Executive Committee shall not have the authority of the Corporation Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of the Executive Committee or any Director or officer of the Corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another Corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Corporation Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The Executive Committee shall not operate to relieve the Corporation Board of Directors, or any individual Director, of any responsibility imposed by law.

(c) Meetings. Meetings of the Executive Committee may be called by the President of the Corporation Board of Directors, or, in such persons absence, by a Vice President, or the Secretary. One half of the Executive Committee members shall constitute a quorum at any meeting. Actions of the Executive Committee may be taken by a majority of such quorum, unless otherwise required by law or by these Bylaws.

Section 4.2 Committees and Organizational Subdivisions.

(a) The Corporation Board of Directors shall have the power to designate committees, divisions, task forces and other organizational subdivisions (for purposes of this Article IV, collectively "committees") by resolution adopted by a majority of the Directors.

(b) The members of such entities shall be designated by the Corporation Board of Directors and such members are not required to be members of the Corporation Board of Directors.

Section 4.3 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 4.4 Reports. Except as expressly provided herein to the contrary, committees shall report to the Corporation Board of Directors as instructed, but in no event less than once in each fiscal year.

Section 4.5 Rules. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Corporation Board of Directors.

Section 4.6 Meetings. Meetings of a committee may be called, upon 24 hours actual notice, at any time by the President.

Section 4.7 Meetings by Conference Telephone and by Consent.

(a) Members of any committee designated by the Corporation Board of Directors, may participate in a meeting of the committee by means of conference telephone or other electronic communications equipment whereby all persons participating in the meeting can simultaneously hear each other, and participation in the meeting in this manner shall constitute presence in person at the meeting.

(b) Any action which might be taken at a meeting of the committee may be taken without a meeting if one or more written consents to such action are signed by all of the members. Such written consent or consents must describe the action taken, be signed by each member, and be included in the minutes filed with the Corporation records reflecting the action taken. Any action required to be “written”, to be “in writing”, to have “written consent”, to have “written approval” and the like by any committee shall include any communication transmitted or received by electronic means; including but not limited to email.

ARTICLE FIVE

Conflict of Interest

Section 5.1 Director’s Conflict of Interest.

(a) A conflict of interest transaction is a transaction with the corporation in which a Director of the Corporation has a material interest. A conflict of interest transaction is not voidable or the basis for imposing liability on a noncompensated director if the transaction was not unfair to the Corporation at the time it was entered into or is approved as provided in subsection (b) or (c) of this section.

(b) A transaction in which a noncompensated director of the Corporation has a conflict of interest may be approved:

(i) In advance by the vote of the Board of Directors or a committee of the Board if:

(A) The material facts of the transaction and the Director's interest are disclosed or known to the Board or committee of the Board; and

(B) The Directors approving the transaction in good faith reasonably believe that the transaction is not unfair to the Corporation; or

(ii) Before or after it is consummated by obtaining approval of the:

(A) Attorney general; or

(B) The circuit court in an action in which the attorney general is joined as a party.

(c) A transaction in which a Director of the Corporation has a conflict of interest may be approved if:

(i) The material facts of the transaction and the Director's interest were disclosed or known to the Board of Directors or a committee of the Board and the Board or committee of the Board authorized, approved, or ratified the transaction; or

(ii) The material facts of the transaction and the Director's interest were disclosed or known to the members and they authorized, approved, or ratified the transaction.

(d) For purposes of subsections (b) and (c) of this section, a conflict of interest transaction is authorized, approved, or ratified if it receives the affirmative vote of a majority of the Directors on the Board or on the committee, who have no direct or indirect interest in the transaction, but a transaction may not be authorized, approved, or ratified under this section by a single Director. If a majority of the Directors on the Board who have no direct or indirect interest in the transaction vote to authorize, approve or ratify the transaction, a quorum is present for the purpose of taking action under this section. The presence of, or a vote cast by, a Director with a material interest in the transaction does not affect the validity of any action taken under subdivision (i) of subsection (b) of this section of subdivision (i) subsection (c) of this section if the transaction is otherwise approved as provided in subsection (b) of this section or subsection (c) of this section.

(e) For purposes of subdivision (ii) of subsection (c) of this section, a conflict of interest transaction is authorized, approved or ratified by the members if it receives a majority of the votes entitled to be counted under this subsection. Votes cast by a Director who has a material interest in the transaction may not be counted in a vote of members to determine whether to authorize, approve or ratify a conflict of interest transaction under subdivision (ii) of subsection (c) of this section. The vote of these members, however, is counted in determining whether the transaction is approved under other sections of this Article. A majority of the voting power, whether or not present, that is entitled to be counted in a vote on the transaction under this subsection constitutes a quorum for the purpose of taking action under this section.

ARTICLE SIX

Officers

Section 6.1 Officers. The officers of the Corporation Board of Directors shall be a President, Vice President, Secretary, and Treasurer. The Corporation Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have authority to perform the duties prescribed, from time to time, by the Corporation Board of Directors. All officers may succeed themselves.

Section 6.2 Election and Term of Office.

(a) The officers of the Corporation shall be elected at the annual meeting of the Corporation Board of Directors for the terms specified by the Corporation Board of Directors.

(b) Until such officer's successors are duly elected, all officers shall hold office at the discretion of the Corporation Board of Directors.

Section 6.3 Removal. Any officer elected or appointed by the Corporation Board of Directors may be removed by a two-thirds vote of the Corporation Board of Directors with or without cause whenever in the Board's judgment the best interests of the Corporation would be served thereby.

Section 6.4 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Corporation Board of Directors for the unexpired portion of the term.

Section 6.5 President. The member of the Board of Directors serving as a member of the Board of Commissioners of the Agency shall serve as President of the Corporation Board of Directors. The President shall preside at all meetings of the Corporation Board of Directors and the Executive Committee; and be the official representative of and for the Corporation and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Corporation Board of Directors from time to time.

Section 6.6 Vice President. In the absence of the President, the Vice President shall perform the duties of the President and when so acting shall have all the powers of and be subject to all reservations upon the President. The Vice President of the Board shall perform such duties as may be assigned by the President of the Board from time to time.

Section 6.7 Secretary and Assistant Secretaries.

(a) The Secretary shall have supervision of and delegate and oversee the keeping of the minutes of the meetings of the Corporation Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records; keep a register of the post office address of each Director which shall be furnished to the Secretary by such Director; and in general perform all duties incident to the office of Secretary, and such other duties as from time to time may be assigned by the President or by the Corporation Board of Directors.

(b) The Assistant Secretaries, shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary and shall perform such other duties as the Corporation Board of Directors may prescribe. The Agency General Counsel shall serve as an Assistant Secretary of the Corporation.

Section 6.8 Treasurer and Assistant Treasurer.

(a) The Treasurer shall have the responsibility for overseeing fiscal operations and that funds are properly deposited. The Treasurer shall be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks and other depositories as shall be selected in accordance with the provisions of Article Seven of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or the Corporation Board of Directors. If required by the Corporation Board of Directors, the Treasurer and assistants shall give a bond for the faithful discharge of the duties in such sum and with such surety or sureties as the Corporation Board of Directors may determine.

(b) The Assistant Treasurers, shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer and shall perform such other duties as the

Corporation Board of Directors may prescribe. The Agency Chief Financial Officer shall serve as an Assistant Treasurer of the Corporation.

Section 6.9 Executive Director.

(a) The Corporation Board of Directors may, in its discretion, appoint an Executive Director for such term and on such conditions as the Corporation Board may determine. The compensation of the Executive Director shall be set by the Corporation Board of Directors if the Executive Director is an employee of the Corporation. Otherwise, the positon of Executive Director is uncompensated. The Executive Director may be reimbursed for reasonable and substantiated expenses related to Corporation business. Documentation for expenses must be submitted to the President for approval and reimbursement. The Corporation Board of Directors may, in its discretion, appoint the Executive Director to serve as an assistant secretary or assistant treasurer of the Corporation.

(b) The Executive Director shall be charged with the general supervision of the day-to-day affairs of the Corporation. The Corporation Board of Directors shall develop and maintain a job description for the Executive Director. The Executive Director shall serve as one of the check signatories as required by the Corporation, in addition to the President and Treasurer.

(c) The Executive Director is not a member of the Corporation Board of Directors, the Executive Committee or an officer (other than assistant secretary and or assistant treasurer if so appointed). The Executive Director may, however, attend Executive Committee meetings and Corporation Board of Directors meetings and other committee meetings at the invitation of the Corporation Board of Directors or Executive Committee.

ARTICLE SEVEN

Fiscal Authority

Section 7.1 Contracts. The Corporation Board of Directors may authorize any representative or agent of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 7.2 Checks and Drafts. All checks, drafts or orders for the payment of money and any notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Corporation Board of Directors.

Section 7.3 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks and other depositories as the Corporation Board of Directors may select.

Section 7.4 Gifts. The Corporation Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation. The Corporation Board of Directors may reject any contribution, gift, bequest or devise for any reason.

Section 7.5 Prohibited Loans. The Corporation shall not make any loan to any member, officer, director, or employee of the Corporation.

Section 7.6 Budget. An annual budget shall be prepared at the direction of the Treasurer for approval by the Corporation Board of Directors at its annual meeting of the Corporation Board of Directors.

Section 7.7 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of July of each calendar year. The Corporation Board of Directors shall have the power to change the fiscal year of the Corporation, from time to time, which shall become the taxable year of the Corporation only upon the approval of the Internal Revenue Service.

Section 7.8 Bond. All employees of the Corporation shall, in the discretion of the Board of Directors, be covered by a fidelity or dishonesty bond in such form and sum as is designated by the Corporation Board of Directors. The bond, if any, shall be obtained from a reputable indemnity company and the cost thereof shall be paid by the Corporation.

Section 7.9 Audit. The Corporation shall participate in the annual Agency-wide audit for the Corporation's financial records within three months of the close of the fiscal year. The audit shall be performed by an independent certified public accountant.

ARTICLE EIGHT

Policies and Procedures

Section 8.1 Policies and Procedures. The Corporation Board of Directors shall have the authority to adopt written policies and procedures for the purpose of accomplishing the objectives of the Corporation, such policies and procedures being subject to amendment by the Board of Directors, as the Board, at its discretion, may see fit.

ARTICLE NINE

Books and Records

Section 9.1 Corporate Records.

(a) The Corporation shall keep as permanent records minutes of all meetings of its members and Board of Directors, a record of all actions taken by the Directors without a meeting, and a record of all actions taken by committees of the Board of Directors.

(b) The Corporation shall maintain appropriate accounting records.

(c) The Corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

(d) The Corporation shall keep a copy of the following records at its principal office:

(i) Its articles or restated articles of incorporation and all amendments to them currently in effect;

(ii) Its bylaws or restated bylaws and all amendments to them currently in effect;

(e) A list of the names and business or home addresses of its current Directors and officers;

(f) Its most recent corporate registration report delivered to the Secretary of State; and

(g) Appropriate financial statements of all income and expenses.

Section 9.2 Contributions. The Corporation is not be required to disclose any information with respect to donors, gifts, contributions or the purchase or sale of art objects.

Section 9.3 Open Records. Records of the Corporation, including minutes, notices and other records shall be maintained in accordance with Agency policy or as otherwise required by law.

ARTICLE TEN

Indemnification of Directors and Officers

Section 10.1 Indemnification.

(a) The Corporation, except as provided in paragraph (b), shall hold harmless and indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, including without limitation any action by or in the right of the Corporation, by reason of the fact that such person is or was a director or officer of the Corporation, or is or was a director or officer of the Corporation who is or was serving at the request of the Corporation as a director, officer, agent, employee, partner or director of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorney's fees, judgments, fines, taxes and amounts paid in settlement, actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person's conduct is not finally adjudged to be knowingly fraudulent, deliberately dishonest or willful misconduct. The right to indemnification conferred in this paragraph shall be a contract right, and shall include the right to be paid, by the Corporation, expenses incurred in defending any threatened, pending or contemplated, suit or proceeding, whether civil, criminal, administrative or investigative, in advance of the final disposition of such action, suit or proceeding. Such right will be conditioned upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation as authorized in this Article. Such right shall survive any amendment or repeal of this Article with respect to expenses incurred in connection with claims arising out of acts or omissions occurring prior to such amendment or repeal. The Corporation may, by action of this Corporation Board of Directors, provide indemnification to employees and agents of the Corporation with the same scope and effect as the foregoing indemnification of Directors and officers.

(b) If a claim under paragraph (a) of this Article is not paid in full by the Corporation within 30 days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any, is required, has been tendered to the Corporation) that the claimant has not met the standards of conduct which make it permissible under the Missouri Nonprofit Corporation Act for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors or independent legal counsel or voting members) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because such person has met the applicable standard of conduct set forth in the Missouri Nonprofit Corporation Act, nor an actual determination by the Corporation (including its Board of Directors or independent legal counsel or voting members) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

(c) The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of disinterested Directors or otherwise, both as to action in such person’s official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee, director or agent and shall inure to the benefit of the heirs, personal representatives and administrators of such a person.

(d) The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, partner, director or agent of another Corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article.

(e) For the purposes of this Article, references to the "Corporation" shall include all constituent corporations absorbed in a consolidation or merger as well as the resulting or surviving Corporation so that any person who is or was a Director, officer, employee or agent of such a constituent corporation or is or was serving at the request of such constituent corporation as a director, officer, employee, partner, director or agent of another corporation, partnership, joint venture, trust or other enterprise shall stand in the same position under the provisions of this Article with respect to the resulting or surviving corporation as such person would if such person had served the resulting or surviving corporation in the same capacity.

(f) For purposes of this Article, the term "other enterprise" shall include employee benefit plans; the term "fines" shall include any excise taxes assessed on a person with respect to any employee benefit plan; and the term "serving at the request of the Corporation" shall include any service as a Director, officer, employee, partner, director or agent of, or at the request of, the Corporation which imposes duties on, or involves services by, such Director, officer, employee, partner, director or agent with respect to an employee benefit plan, its participants, or beneficiaries.

(g) In the event any provision of this Article shall be held invalid by any court of competent jurisdiction, such holding shall not invalidate any other provision of this Article and any other provision of this Article shall be construed as if such invalid provision had not been contained in this Article Ten. In any event, the Corporation shall indemnify any person who is or was a Director or officer of the Corporation, or who is or was a director or officer of the Corporation who is or was serving at the request of the Corporation as a director, officer, agent, employee, partner or director of another Corporation, partnership, joint venture, trust or other enterprise, to the full extent permitted under Missouri law, as from time to time in effect.

(h) Notwithstanding anything else to the contrary contained in this Article, the Corporation shall not indemnify any person, or purchase or maintain indemnity insurance for the benefit of such person, in the event such indemnification or expenditure would either:

(i) Then constitute an act of "self-dealing" or a "taxable expenditure," as defined by Sections 4941 and 4945, respectively, of the Code (or the corresponding provision of any future United States Internal Revenue law), which would give rise to any liability for the excise taxes imposed by said Sections of the Code; or

(ii) Violate the provisions of Sections 355.461, 355.471 or 355.476, or any other section of the Revised Statues of Missouri as then in effect.

ARTICLE ELEVEN

Conduct of Meetings

Section 11.1 Procedure. The proceedings of all meetings of the Corporation Board of Directors, the Executive Committee and all committees and other such divisions shall be governed by and conducted according to the then most recent edition of Robert's Rules of Order Newly Revised in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, the Articles of Incorporation, applicable law and any special rule or order which the Corporation may adopt.

Section 11.2 Open Meetings. Meetings of the Board of Directors, the Executive Committee or any other committees, divisions, task forces, or other organizational subdivisions shall be open if such meetings are required to be open under the Agency's open meetings policy.

ARTICLE TWELVE

Amendments

Section 12.1 The Corporation Board of Directors, by majority vote, shall have the power to make, alter, amend and repeal the Bylaws of the Corporation and to adopt new Bylaws. Such action, however, shall not become effective until approved by the Board of Commissioners of the Agency.

CERTIFICATE

The foregoing Bylaws were duly adopted as and for the Bylaws of the Corporation by the Corporation Board of Directors on ____________________, 2011, as amended on ______________________________, 2017, and approved by the Board of Commissioners of the Agency on ___________________________, 2017.

ARTS IN TRANSIT, INC.

____

Secretary

AFFILIATION AGREEMENT

THIS AFFILIATION AGREEMENT (the "Agreement") entered into as of **_________**, 2017, by and between the Bi-State Development Agency of the Missouri-Illinois Metropolitan District (the "Agency") and Arts In Transit, Inc. ("AIT").

WHEREAS, the Agency is a legally constituted body corporate and politic created and existing by reason of a joint compact between the States of Missouri and Illinois which is codified at Section 70.370 et seq. of the Missouri Revised Statutes, as amended, and 45 ILCS 100/1 et seq. of the Illinois Compiled Statutes, as amended (the "Compact"); and

WHEREAS, the jurisdiction of the Agency includes St. Louis County and The City of St. Louis, Missouri, the Counties of St. Charles and Jefferson in Missouri; and the Counties of Madison, St. Clair and Monroe in Illinois (the "District"); and

WHEREAS, the governmental mission of the Agency is to meet the needs and priorities of the District as the operator of the public transit system and the consensus developer of public works and development projects. To that end, currently, the Agency owns and operates the St. Louis metropolitan area's public transit system, which includes light rail vehicles, buses and paratransit vans (collectively, the "Transit System"); owns and operates St. Louis Downtown Airport and the surrounding industrial-business park; operates the Gateway Arch Transportation System, which is the tram system to the top of the Gateway Arch, the Gateway Arch Riverboats and the St. Louis Regional Freightway; and

WHEREAS, the Agency receives its funding for capital improvements and operations from passenger fares, revenues from its enterprises, federal and state grants, and state authorized revenues (including taxes); and

WHEREAS, AIT, a public benefit corporation, is a Missouri Nonprofit Corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code; and

WHEREAS, the charitable mission of AIT is to provide artistic programming for the Agency transit operations and implement or enhance public art in and around transit properties; and

WHEREAS, the Agency and AIT, by reason of their common interests and missions, and in order to minimize duplicative expenses in carrying out their complimentary purposes, desire to structure and clarify their relationship; and

WHEREAS, the Agency is willing to permit AIT to utilize Agency employees and Agency office space, equipment, and services.

NOW THEREFORE, in consideration of each party's responsibilities and the promises contained in this Agreement, the parties agree as follows:

Section 1. Representations and Warranties.

(a) The Agency is duly organized, validly existing and in good standing under the laws of the States of Missouri and Illinois. The Agency has all requisite power and authority to execute, deliver and perform this Agreement and to consummate the transactions contemplated hereby. This Agreement has been duly and validly executed and delivered by the Agency and constitutes the valid and binding obligations of the Agency enforceable against the Agency in accordance with its terms, except to the extent that such enforceability (a) may be limited by bankruptcy, insolvency, reorganization, moratorium or other similar laws relating to creditors' rights generally, and (b) is subject to general principles of equity.

(b) AIT is duly organized, validly existing and in good standing under the laws of the State of Missouri. AIT has all requisite power and authority to execute, deliver and perform this Agreement and to consummate the transactions contemplated hereby. This Agreement has been duly and validly executed and delivered and constitutes the valid and binding obligations of AIT enforceable against AIT in accordance with its terms, except to the extent that such enforceability (a) may be limited by bankruptcy, insolvency, reorganization, moratorium or other similar laws relating to creditors' rights generally, and (b) is subject to general principles of equity.

Section 2. Support Services.

The Agency agrees to:

(a) Make available to AIT the services of its employees, to the extent they are not otherwise occupied in providing services for the Agency, to perform a variety of administrative, programmatic, financial, fundraising, marketing, artistic support, logistical support and other similar functions for AIT on an as needed basis.

(b) Provide facilities and equipment for AIT's use for the purpose of conducting its business; including office and meeting room space and Agency equipment (such as computers, phones, fax machines, furniture, etc.); storage space for materials, and supplies; and office supplies (e.g., paper, pens, envelopes).

(c) Provide AIT with incidental utility services, including water, electricity, heat, air conditioning, internet, phone and parking.

(d) Provide coverage for AIT under the Agency's self-insurance program in those situations where the Agency or its employees are providing services or conducting an activity on behalf of AIT.

(e) Provide Agency services to AIT in order to implement AIT's activities, as more fully described in Sections 5 and 6, and to fulfill its mission.

(f) Provide outside services to AIT, by obtaining or directly hiring third party contractors to perform services or conduct activities for AIT. This would include outside consultants, contractors and service providers engaged to implement AIT's activities, as more fully described in Sections 5 and 6, and to fulfill its mission.

In order to evaluate AIT usage of Agency resources, the Chief Executive Officer of the Agency shall provide an annual written report to the Agency Board of Commissioners and AIT Board of Directors regarding the use of Agency staff and other resources for AIT activities.

Section 3. Compensation for Support Services.

(a) To the extent that AIT receives grants or other funding that allows for the payment of operational costs and overhead; or the Agency and AIT mutually agree that AIT has sufficient funds to pay for support services, AIT shall pay the Agency for all, or any portion of, the expenses incurred by the Agency under Section 2 on AIT's behalf.

Expenses subject to reimbursement shall include direct costs the Agency incurs in connection with assisting or performing services for AIT including but not limited to insurance premiums, contributions towards self-insurance and expenses in connection with grant administration, grant reporting and grant audits. To the extent any costs and expenses attributable to grant administration are reflected in the staff and overhead expense of the Agency, such expense shall be reimbursed as provided below.

Expenses subject to reimbursement shall include, but are not limited to, salaries and fringe benefits of Agency personnel who perform services for or otherwise assist AIT in carrying out its purposes, fees to independent contractors, costs of travel conducted by employees and contractors, cost of outside services, conference expenses, postage, internet, long-distance telephone charges, mileage, printing, and other actual expenses.

Payment for the services of Agency personnel shall be based on the proportion of the salaries and fringe benefits of Agency's personnel expended on AIT's functions, as determined in accordance with reasonable documentation prepared by the Agency.

Overhead costs shall be calculated by utilizing the Agency's annual indirect cost rate for the recovery of indirect costs related to administering the Agency's federal grant programs. The overhead items to be reimbursed in this indirect cost rate may include (to the extent such costs are not already accounted for), but are not limited to:

(i) costs of staff devoted to administrative matters, including, but not limited to, clerical, reception, financial and accounting, marketing, legal, and artistic support, and logistical support activities;

(ii) storage;

(iii) equipment rental and maintenance;

(iv) depreciation of equipment and furniture owned by Agency;

(v) premiums for liability and other insurance;

(vi) general office supplies;

(vii) general telephone service, exclusive of long distance charges;

(viii) computer and word-processing supplies;

(ix) professional staff, board, and committee travel;

(x) photocopying;

(xi) local taxes;

(xii) subscriptions and other publications;

(xiii) rent and utilities;

(xiv) internet access costs;

(xv) legal expenses;

(xvi) an additional amount in proportion to these for use of Agency's office facilities by individuals who are working on behalf of AIT but are not Agency employees.

(b) AIT shall make payment to Agency of the amounts due under this Section 3 no less frequently than quarterly on the basis of detailed invoices submitted by Agency.

Section 4. <u>Oversight and Review by AIT's Executive Committee</u>.

(a) AIT and the Agency agree to work in a closely coordinated and cooperative manner to adopt and pursue strategies designed to promote efficiency, maximize AIT's efforts in the pursuit of its charitable mission, and to eliminate and reduce expense in coordinated activities. The Agency and AIT agree that the charitable mission of AIT is to lessen the burdens of government through bringing artistry to the transit riding public.

(b) The Executive Committee ("Executive Committee") of the Board of Directors of AIT ("Board") is charged with determining whether the implementation of the prioritized strategies and goals, programs and activities of AIT (i) will lessen the burden of government; (ii) will further the interests of the Agency; (iii) do not exceed the mission and authority of the Agency as set forth in the Compact; and (iv) are in the best interest of the Agency. AIT and the Agency agree that the Executive Committee shall regularly review the programs and activities of AIT for this purpose and make recommendations to the Board and/or Agency as deemed appropriate by the Executive Committee.

(c) No programs or activities, art acquisitions or installations of borrowed art, grant applications or submittals, or requests for donations or contributions, may be initiated by AIT without the approval of the Executive Committee.

(d) The Executive Committee must authorize or approve all agreements, contracts, financial documents, legal instruments or other undertakings of AIT.

(e) The Executive Committee will conduct its oversight of AIT in accordance with Article Four, Section 4.1, *Executive Committee*, of AIT's By-Laws but nothing will prohibit, restrict or replace such activity or responsibility of the Board.

Section 5. <u>AIT Operational Programs and Activities</u>.

AIT acknowledges that it has no employees. To the extent that the AIT applies for and receives grants, donations or support for an operational activity, should the Agency determine that such operational activities are within its expertise and that the Agency has the capacity to undertake them, AIT and the Agency shall by written agreement provide for said activity to be conducted by the Agency or the Agency's contractors and the compensation for such services shall be established in that agreement or shall be determined in accordance with the provisions of Section 3 herein. Otherwise, such activities may be conducted by contractors retained by AIT. To the extent that AIT conducts fundraising events, such events shall be conducted by the Agency and the Agency shall be compensated pursuant to Section 3 herein.

Section 6. Other Activities.

To the extent that AIT applies for and receives grants, donations or support for or otherwise decides to conduct other activities for public purposes, which are consistent with its mission, but not covered Section 5 herein should the Agency determine that any activities included in any such project are within its expertise and that the Agency has the capacity to undertake them, AIT and the Agency shall by written agreement provide for said activity to be conducted by the Agency or the Agency's contractors and the compensation for such services shall be established in that agreement or shall be determined in accordance with the provisions of Section 3 herein. Otherwise, such activities may be conducted by contractors retained by AIT.

Section 7. <u>Charitable Solicitation and Grant Fundraising</u>.

In connection with its fundraising, including all grant submissions and solicitations, AIT shall:

(i) Coordinate its fundraising with the Agency officials designated by the Agency.

(ii) Seek Agency advice from individuals designated by the Agency regarding funding goals, fundraising, grant applications, programs, art acquisitions or installations of borrowed art, and fundraising campaigns.

(iii) Conduct its fundraising in a manner that is consistent with and supportive of the fundraising efforts of the Agency.

(iv) Establish and implement a system of controls that ensure compliance with restrictions placed by donors and grant funders, applicable laws and regulations.

(v) Issue gift receipts, acknowledgement letters, and other appropriate correspondence regarding all gifts and contributions made to AIT.

(vi) Coordinate with designated Agency personnel as to all publicity and communications acknowledging or related to significant grants and gifts.

(vii) Prepare and produce appropriate fundraising materials.

(viii) Work collaboratively with the Agency on all development and programmatic activities associated with fundraising and grant submissions.

(ix) In the event AIT solicits a gift from a donor who has not expressed a specific limitation or use for the gift, AIT shall give priority to the Agency's preference for such use.

Section 8. **Financial Services**.

(a) During the term of this Agreement, the Agency shall:

(i) Administer all funds received by AIT.

(ii) Separately account for all such and provide AIT with quarterly reports of AIT's accounts.

(iii) Deposit all AIT's funds in one or more AIT accounts with a financial institution. The Agency will have no responsibility for any loss of AIT funds.

(iv) Handle all account reconciliation and other accounting and issue authorized checks as soon as reasonably possible when the Agency receives an approved check request submitted by AIT. All funds disbursements shall be made by the Agency in accordance with the Agency's policies, regulations and procedures and where required, in accordance with the terms of a grant or donor guidelines.

(v) Handle the financial and accounting aspects of all grants and donation administration for AIT, including grant management and reporting.

(vi) Include all AIT accounts in the Agency's annual independent audit.

(vii) Upon request, provide AIT with such assistance as it deems appropriate so that AIT may prepare and file any required tax or other governmental reporting forms as required by law.

(b) In connection with the financial services:

(i) The Treasurer or Executive Director of AIT shall serve as AIT's contact person(s).

(ii) The following representatives of AIT shall be authorized cosignatories for all accounts of AIT: the President, Treasurer or Executive Director.

(iii) AIT shall provide all information requested by the Agency on approved check request forms submitted to the Agency and include all applicable invoices, contracts, receipts, or other proofs of purchase.

(iv) If, in its sole discretion, the Agency agrees to handle payroll for AIT as part of the fiscal agent services for all employees or contractors AIT hires, AIT will provide relevant employee personal information, W-4 and I-9 forms, fingerprints, and other documentation required by the Agency.

Section 9. Fiscal and Budgetary.

(a) AIT shall maintain complete and accurate records (including receipts) of all income received and expenses incurred by AIT, as well as all other documents related to AIT's funds and shall make all such information available to the Agency upon request for examination and review.

(b) AIT shall not hire employees or contractors without prior written consent of the Agency.

(c) AIT will be responsible for all expenses associated with contractors or with employees including payroll costs, workers' compensation, and unemployment fees.

(d) AIT's budget and any amendments to its budget shall be subject to the prior approval of the Agency.

(e) If requested to do so by the Agency, AIT shall conduct an annual audit using an independent professional auditor, a copy of which shall be annually provided to the Agency. If, in the sole opinion of the Agency, AIT's actions necessitate a special audit, AIT shall engage in a special audit and pay for all expenses related to the audit.

Section 10. Covenants.

(a) The Agency covenants and agrees that during the term of this Agreement it will comply at all times with the following covenants unless otherwise agreed in writing:

(i) duly and punctually perform all obligations pursuant to this Agreement on the dates, at the place, and in the manner provided in this Agreement; and

(ii) preserve and maintain its existence under the Compact, validly existing and in good standing, and its rights, franchises and privileges material to the conduct of its affairs, and to the performance of its obligations under this Agreement; and

(iii) comply with the requirements of all applicable laws, rules, regulations and orders of any governmental authority, noncompliance with which would singly or in the aggregate materially adversely affect its business, properties or affairs, unless the same shall be contested in good faith and by appropriate proceedings.

(b) AIT covenants and agrees that during the term of this Agreement it will comply at all times with the following covenants unless otherwise agreed in writing:

(i) duly and punctually perform all obligations pursuant to this Agreement on the dates, at the place, and in the manner provided in this Agreement;

(ii) preserve and maintain its existence as a not-for-profit corporation, validly existing and in good standing, and its rights, franchises and privileges material to the conduct of its affairs, and to the performance of its obligations under this Agreement; and

(iii) comply with the requirements of all applicable laws, rules, regulations and orders of any governmental authority, noncompliance with which would singly or in the aggregate materially adversely affect its business, properties or affairs, unless the same shall be contested in good faith and by appropriate proceedings; and

(iv) obtain written approval from the Agency before altering Agency property and agree that all improvements AIT makes to Agency property become the property of the Agency, without compensation; and

(v) be solely and fully liable for loss of AIT's inventory, property in case of fire, natural disasters, or theft. The Agency will not insure AIT's property unless specifically agreed by the Agency; and

(vi) not impair the Agency's ability to use its property; and

(vii) obtain approval from the Agency before purchasing and installing any AIT owned equipment on Agency premises; and

(viii) abide by all Agency regulations; and

(ix) maintain Agency facilities that it uses in a clean, orderly, professional, and safe condition and in accordance with applicable Agency, State, and local fire and safety regulations; and

(x) not use any of its funds or the Agency's funds or property (including property, meeting rooms, utilities, services, or supplies) to conduct lobbying activities; attempt to influence Congress or any official of the government; favor or oppose any legislation, law, or appropriations; and

(xi) not raise funds through games of chance; or conduct fundraising and other activities that are not in direct support of the Agency.

Section 11. <u>Responsibilities of Agency</u>.

(a) The Agency shall encourage and maintain the independence of AIT and, at the same time, foster the cooperative relationship between the Agency and AIT.

(b) The Agency shall from time to time communicate to AIT the preference of the Agency for the use of gifts, grants and other funds which are not specifically restricted.

(c) The Agency shall accept funds from AIT for the purpose of promoting the well-being and advancement of the mission of the Agency. With respect to funds provided to the Agency from AIT, the following shall apply:

(i) The Agency shall ensure that any legally restricted funds are expended strictly in accordance with the terms and conditions as may be imposed by testators or donor;

(ii) All unrestricted funds that are provided for the use of the Agency shall be expended in a manner that exclusively serves the public purposes of the Agency; and

(iii) The Agency shall, upon request of AIT, provide AIT with an accounting of the expenditure of funds provided to the Agency.

Section 12. <u>Responsibilities of AIT</u>.

(a) AIT will keep in full force and effect its exemption under Section 501(c)(3) status under the Internal Revenue Code and will take no action which would cause this exemption to be revoked or limited.

(b) The Board of Directors of AIT will exercise due care in the management of AIT's affairs, including the preparation, distribution and reporting of annual and financial reports, necessary to ensure compliance with applicable Missouri.

(c) AIT agrees that funds and resources collected by AIT shall be held and invested pursuant to a legally appropriate investment policy, which AIT Board of Directors establish and communicate to the Agency.

(d) Under no circumstances shall any of the earnings or assets of AIT inure to or be distributed to the benefit of its trustees, officers, or other private persons, except that the AIT is authorized to pay reasonable compensation for services rendered and to make payments and distributions to the furtherance of the overall purpose of the AIT.

(e) In the event of the dissolution of AIT, all of the assets of AIT shall be distributed, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of AIT in accordance with AIT's Articles of Incorporation.

(f) Under no circumstances shall AIT seek to direct the activities of the Agency or to influence, implement or control the policies, regulations and practices of the Agency.

(g) AIT shall at all times support and conduct all operations in such a way as to reflect positively upon the Agency.

(h) AIT shall comply with the terms and conditions of all grants it receives.

(i) AIT shall provide the Agency with any and all information about AIT as requested by the Agency and at least annually the Executive Director of AIT shall prepare a report for the Chief Executive Officer of the Agency detailing the activities and finances of AIT.

(j) AIT shall, if requested to do so by the Agency, at AIT's expense, obtain and maintain liability and directors and officers insurance coverage acceptable to the Agency to be effective at all times during the term of this Agreement. AIT shall provide written proof of liability insurance to the Agency. In addition, AIT agrees to name the Agency as an "additional insured" under said policy and to defend, indemnify, and hold the Agency, its employees, and the Agency Board of Commissioners harmless against all claims, liabilities, costs, or judgments which may be made against the Agency, its employees, and Board of Commissioners arising out of or related to any project for which fiscal sponsorship is provided.

Section 13. <u>Inspection</u>.

(a) The books, records and files of AIT shall be available to the Agency for inspection during regular business hours at all reasonable times and upon the Agency giving AIT 12 hours or more notice in writing that any such inspection is to take place. Such inspections shall be at the offices of AIT, which will provide the representatives of the Agency with facilities reasonably satisfactory to accommodate said inspection.

(b) The books, records and files of the Agency relating to its services rendered hereunder shall be available to AIT for inspection during regular business hours at all reasonable times and upon AIT giving the Agency 12 hours or more notice in writing that any such inspection is to take place. Such inspections shall be at the offices of the Agency, which will provide the representatives of AIT with facilities reasonably satisfactory to accommodate said inspection.

Section 14. <u>Term of Agreement and Termination</u>.

(a) The term of this Agreement begins on its effective date and shall continue for a period of 5 years. This Agreement will automatically renew at the end of each term for a further term of 5 years unless either party gives the other written notice of termination at least 30 days prior to the end of the relevant term. Notwithstanding the foregoing, the parties agree that prior to any automatic renewal, they shall confer regarding the upcoming renewal and that they acknowledge to each other in writing that such automatic renewal shall occur and the beginning and end dates of the upcoming renewal period.

(b) Either party may terminate this Agreement at any time for any reason upon three months written notice to the other party.

(c) Each of the following events shall constitute an Event of Default under this Agreement allowing for termination of this Agreement for cause:

(i) The failure by the Agency to perform or observe any term, covenant or agreement contained in this Agreement, provided that the failure of the Agency to perform such covenants shall not be deemed an Event of Default unless the Agency shall have failed to cure such nonperformance within 30 days after notice given to the Agency by AIT, or if such nonperformance is not capable of cure, within 30 days;

(ii) The failure by AIT to perform or observe any term, covenant or agreement contained in this Agreement, provided that the failure of AIT to perform such covenants shall not be deemed an Event of Default unless AIT shall have failed to cure such nonperformance within 30 days after notice given to AIT by the Agency, or if such nonperformance is not capable of cure, within 30 days;

(iii) Any warranty, representation or other written statement made by or on behalf of either of the parties contained in or in connection with this Agreement is false or misleading in any material respect on any date as of which made; or

(iv) Any material provision of this Agreement shall cease to be valid and binding or the parties or any governmental authority shall contest any such provision.

(d) Within 90 days of termination of this Agreement, with or without cause, AIT and Agency agree that AIT shall take steps to dissolve and shall transfer ownership of all AIT funds (after payment of all expenses) as required by its Articles of Incorporation to be used to provide artistic programming for transit operations within the District and to implement or enhance public art in and around transit properties within the District.

Section 15. Remedy for Breach; Liability and Indemnification.

Both parties recognize that the services to be performed by AIT are special and unique. Accordingly, if AIT breaches the terms and conditions of this Agreement, then the Agency shall be entitled to AIT legal and equitable proceedings in any court of competent jurisdiction. The Agency may seek to obtain damages for any breach of this Agreement, to enforce its specific performance by AIT, or to enjoin AIT from performing services for any competing person, firm, or corporation during the term of this Agreement.

AIT and the Agency agree that at all times each party is responsible for its own activities and liabilities. Each party shall be solely responsible for defending, and paying any damages arising from its activities or from any and all claims and damages arising from the actions for which it has accepted responsibility.

AIT agrees to indemnify and hold and save harmless the Agency, including its Board of Commissioners, officers, administrators, agents and employees, from and against every claim, action, judgment, expense, liability, loss, damage or payment, including without limitation, attorneys' fees, arising out of or by reason of any wrongful or negligent act or omission or violation of this Agreement by AIT or its Directors, officers, employees, contractors, subcontractors, or agents. To the extent permissible by law, the Agency agrees to indemnify and hold and save harmless AIT, including its Directors, officers, agents, and employees, from and against every claim, action, judgment, expense, liability, loss, damage or payment, including without limitation, attorneys' fees, arising out of or by reason of any wrongful or negligent act or omission or violation of this Agreement by the Agency, or by its Board of Commissioners, officers, administrators, employees, contractors, subcontractors, or agents. Nothing in this Agreement, however, shall be deemed to waive the Agency's sovereign immunity.

Section 16. Entire Agreement. This Agreement contains the entire understanding between the parties. It may not be changed orally but only by written agreement signed by the party against whom enforcement of any waiver, change, modification, or discharge is sought.

Section 17. **Notices and Communications.** Any notice required to be given under this Agreement shall be in writing and sent by registered mail, return receipt requested, to such address as the parties may designate by notice. The effective date of any such notice shall be its mailing date. All written notices and communications to the Agency shall be addressed as follows:

Bi-State Development Agency
John M. Nations, President and CEO
211 North Broadway, Suite 700
St. Louis, Missouri 63102
jmnations@bistatedev.org

All written notices and communications to the AIT shall be addressed as follows:

Arts In Transit, Inc.
David Allen, Executive Director
211 North Broadway, Suite 700
St. Louis, Missouri 63102
dmallen@bistatedev.org

Written notices and communications shall be addressed as indicated above unless either the Agency or AIT has notified the other of a change. Notification of a change of address shall be in writing and shall be effective upon receipt.

Section 18. **Non-waiver.** No delay or failure by either party in exercising any right under this Agreement, and no partial or single exercise of that right, shall constitute a waiver of that or any other right.

Section 19. **Headings.** Headings in this Agreement are for convenience only and shall not be used to interpret or construe its provisions.

Section 20. **Governing Law.** This Agreement shall be administered, construed and enforced in accordance with and governed by the laws of the State of Missouri.

Section 21. **Counterparts.** This Agreement may be executed in counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument.

Section 22. **Assignment.** No assignment of this Agreement shall be made by AIT.

IN WITNESS WHEREOF, this Agreement has been executed as of the day and year first above written.

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

By:________________________________
John M. Nations
President and CEO

[SEAL]

ATTEST:

____
Deputy Secretary

ARTS IN TRANSIT

By:________________________________
President

ATTEST:

____
Secretary

{Lashly & Baer, P.C. - 01162994.DOC-1}

METRO - Transit Operations Division
FY2017 4th Quarter
Report to the President /CEO and Board of Commissioners

Financials

YTD	FY2017 Actual	FY2017 Budgeted	FY2017 Variance	FY2017 %	FY2016 Actual	Diff FY2017 vs. FY2016
Revenue	$52,282,608	$59,719,016	$(7,436,407)	-12.9%	$56,408,246	$(4,125,638)
Expenses	$213,162,376	$231,684,900	$(18,522,524)	-7.99%	$156,694,782	$1,068,794

Expenses for the Transit System finished the year under budget, however some explanation is required. In the beginning of the fiscal year Metro assumed that it would be responsible to reimburse the St. Louis County Police Department for approximately $4.1M of contract expenses. After the start of the fiscal year, St. Louis County paid the Police Department directly. As a result, the contract services line item was significantly under budget. The FY2018 budget reflects this change. Fuel costs continued to trend lower than budget estimates by almost $3M dollars. Fuel costs are at ten year lows with analyst forecasts split in future direction. Wages and benefits also were less than budgeted due largely to open positions throughout the fiscal year. The critical issue is the loss of passenger revenue which was below budget forecasts by almost $7.5M and below the previous year's total by over $4M. This is directly related to lower ridership across the system and will be reviewed in more detail later in this report.

Ridership Comparison

Mode	FY17 4th qtr.	FY16 4th qtr.	+/- Previous Year	YTD FY2017	YTD FY2016	+/- Previous Period
Rail	3,667,397	4,034,257	-9.1%	14,898,291	15,777,584	-5.6%
Bus	6,037,598	6,474,886	-6.8%	25,299,472	27,439,275	-7.8%
Van	135,987	138,086	-1.5%	550,694	568,097	-3.1%
System	9,840,982	10,647,229	-7.6%	40,748,457	43,784,956	-6.9%

Fourth quarter system ridership was 7.6% lower than in FY2016. Major public safety incidents in March 2017 contributed to this quarterly ridership loss. Year-over-year, Metro carried 3.1M fewer passengers in FY2017 relative to FY2016. Fixed route services are impacted at over twice the rate of Call-A-Ride service. In Missouri, annual MetroBus Ridership was down by 8.2% and MetroLink ridership down 5.5%. In Illinois, MetroBus ridership decreased by 3.8% while MetroLink generated 6% fewer boardings. This represents 10 consecutive quarters for lower ridership totals. Nationally, ridership is trending downward following a decade of growth. There are many issues contributing to ridership loss. Locally Metro has initiated studies to review barriers to ridership to determine if there are actionable issues that may help reverse this trend.

YTD Service Profiles and System Efficiencies

	FY2017 YTD Revenue Miles	FY2016YTD Revenue Miles	+/- Previous Period	FY2017YTD Revenue Hours	FY2016 YTD Revenue Hours	+/- Previous Period
Rail	3,107,518	3,125,069	-0.56%	132,444	132,794	-0.26%
Bus	18,437,307	18,359,952	0.42%	1,375,328	1,362,127	0.97%
Van	5,250,386	5,344,645	-1.80%	293,281	303,336	-3.31%
	FY2017 Pass/ Rev. Mile	FY2016 Pass/ Rev. Mile	+/- Previous Period	FY2017 Pass / Rev. Hour	FY2016Pass / Rev. Hour	+/- Previous Period
Rail	4.794	5.049	-5.31%	112.191	119.126	-6.18%
Bus	1.378	1.495	-8.46%	18.574	19.951	-7.42%
Van	0.103	0.106	-3.16%	1.815	1.937	-6.70%

The annual service plan is relatively unchanged from prior years and the results in terms of miles and hours of service delivered for the year reflect this. Rail revenue miles and hours are down slightly as a function of the reopening of the EADS Bridge. MetroBus miles and hours are up slightly over FY2016 as a result of the North County Transit Center opening and the closure of Civic Center Transit station for expansion. Call-A Ride has the ability to self-adjust based on daily rides scheduled and the reduced miles and hours largely mirror the ridership trend for that service. The impact on lower ridership is reflected in the efficiency categories. Riders per revenue mile and hour in all modes is lower due to the lower ridership totals.

Security Activity

Enforcement Efforts	4th Qtr. FY2017	4th Qtr. FY2016	Variance (%)	YTD FY2017	YTD FY2016	Variance (%)
Custodial Arrests	116	117	-1%	896	311	188%
Summons	411	273	51%	5660	8713	-35%
Dispatched Calls	1568	1866	-16%	7154	6605	8%
Valid Customer Service Complaints	236	230	3%	824	673	22%

Valid Security complaints were stable when compared to the fourth quarter of FY2016, but still high compared to historical norms. Most of the increase occurred in the month of April after major security incidents on the system occurred in Marc. This resulted in over 70% of the personal safety concern complaints for the quarter being logged in the month of April. For the year, arrests reported to the system more than doubled as additional security assets came on line.

Service Quality Indicators

	FY2017 On Time Performance	FY2016 On Time Performance	+/- Previous Period	FY2017 Complaints/ 100,000 Boardings	FY2016 Complaints/ 100,000 Boardings	+/- Previous Period
Rail	97.62%	97.00%	0.64%	1.62	2.34	-30.77%
Bus	92.00%	92.10%	-0.11%	12.35	11.86	4.13%
Van	92.00%	92.30%	-0.33%	30.51	29.75	2.55%
	FY2017 Total Accidents	**FY2016 Total Accidents**	**+/- Previous Period**	**FY2017 Incidents**	**FY2016 Incidents**	**+/- Previous Period**
Rail	7	5	N/A	31	N/A	N/A
	FY2017 Preventable Accidents	**FY2016 Preventable Accidents**	**+/- Previous Period**	**FY2017 Total Accidents**	**FY2016 Total Accidents**	**+/- Previous Period**
Bus	204	201	1%	507	495	2%
Van	54	46	17%	96	112	-14%
	FY2017 Service Delays – Equipment	**FY2016 Service Delays – Equipment**	**+/- Previous Period**	**FY2017 MDBF**	**FY2016 MDBF**	**+/- Previous Period**
Rail	215	191	13%	29,249	32,870	-11%
Bus	935	898	4%	23,205	24,483	-5%
Van	121	139	-13%	48,647	42,427	15%

System Performance Measures continue meet the very high goals set for them. On time performance is stable or improving for all modes. While this is an important statistic due to the large rate of transfers on this system, seeking further improvement in this area may actually be a negative for the goal of achieving the next level of customer satisfaction. Particularly on MetroBus, customer complaint data is mostly good, and while MetroBus is showing an increase, we are still near historical lows while MetroBus and Customer Service are doing a much better job tracking and responding to these customer issues. The lower MetroLink operational complaint rate is remarkable given the increase in delays caused by aging LRV's. Total accidents are down, as much as 15% for Call-A-Ride. Maintenance data shows lower mean distance between failures (MDBF) for FY2017 but each mode is still well above industry averages.

YTD Customer Service Call Center Statistics

Lower ridership totals and the addition of on-line communication tools have had a dramatic impact on call volumes into the Customer Service center. Effective August 14, 2016, Customer Service will expand its operating schedule from 7:30am – 4:30pm to 7:00am – 6:00pm.

	FY2017	FY2016	+/-
Information Calls	435,500	560,412	-22.29%
% Information Calls Answered	95.27%	88.82%	7.26%
Service Calls	56,923	65,477	-13.06%
Service Calls Answered	95.57%	94.89%	0.72%

Key Capital Project Status

Construction / Acquisition / Rehabilitation Projects						
Project	Action	Total Units	Completed Units	% Complete	Estimated Completion	CODE
Downtown Transfer Center	Construction Activity	1	0.98	100.00%	Jul-2017	
Boyle Ave. MetroLink Station	Design Activities	1	1	100.00%	May-2017	
Boyle Ave. MetroLink Station	Construction Procurement	1	0	0.00%	Aug-2017	
Boyle Ave. MetroLink Station	Construction Activity	1	0	0.00%	May-18	
Radio System Deployment and Site Development	**New** Design Calls For 19 Above Ground, 6 Below Ground and 1 in building Transmitter sites	26	24	92.31%	Oct-18	
Capital Commercial Leases. Will require site development and deployment	Negotiate	10	10	100.00%	2015	
New Construction	Construct	2	1	50.00%	2018	
New In Building Construction	Install in existing building (Owned)	1		0.00%	2017	
Owned. Will require site development and deployment	Existing (Owned)	2	2	100.00%	2015	
Owned. Will require site development and deployment	Existing (Owned)	6	6	100.00%	2015	
Capital Lease and agreements. Will require site development and deployment	Intergovernmental Agreement	5	5	100.00%	2015	
Smart Card	Hardware	592	587	99.16%	Aug-17	SCHEDULE
Software	Rail Sys Testing			95.00%	Sep-17	SCHEDULE
Software	Bus Sys Testing			99.00%	Aug-17	SCHEDULE
Software	Third Party Interfaces			100.00%	COMPLETED	SCHEDULE
Procedures / Personnel / Equipment	Security / Enforcement			100.00%	COMPLETED	SCHEDULE
Vehicle Acquisition						
New Bus Rolling Stock (ILL)	Procure 40' Buses	4	0	0.00%	Jan-2018	
New Bus Rolling Stock (MO)	Procure 40' Buses	24	0	0.00%	Mar-2018	
Van Rolling Stock	Procure CAR Vans	17	0	0.00%	Prod on Hold. Looking for a new lighter duty vehicle	
New Grant Non Revenue Vehicles	Procure / Lease	30	23	76.67%	Aug-2017	
MetroLink Capital Maintenance						
Elevator Rehabilitation	Construction	6	0	3.00%	Aug-2018	
Modernize Business Management Tools	Tasks		Issue / Title		Estimated Completion	
Phase 2 and 3 Software Upgrades to AVL / Trapeze software suites authorized by Board of Commissioners	Public Safety Projects		Genetec Camera Upgrade Phase 1		7/31/2017	SCHEDULE
	Operations Management Projects		Dispatch/PSD/Cust. Service		6/30 2017	SCHEDULE
	Operation Business Intelligence		Transit Business Suite / Dashboard		8/30/2017	SCHEDULE
MOW Work Integrated Plan	Asst Mgmt Plan Capital Planning Software Tool				Awarded Board Meeting 11/18/2016	
Service Design Review	Comprehensive Operational Analysis	1	0	25.00%	5/31/2018	Anticipated completion June 2018
Color Code KEY		No issues	Regulatory/ Economic	Technical issues	Behind schedule/overbudget	

5/16/2017 LAB

Ridership and Passenger Revenue Review

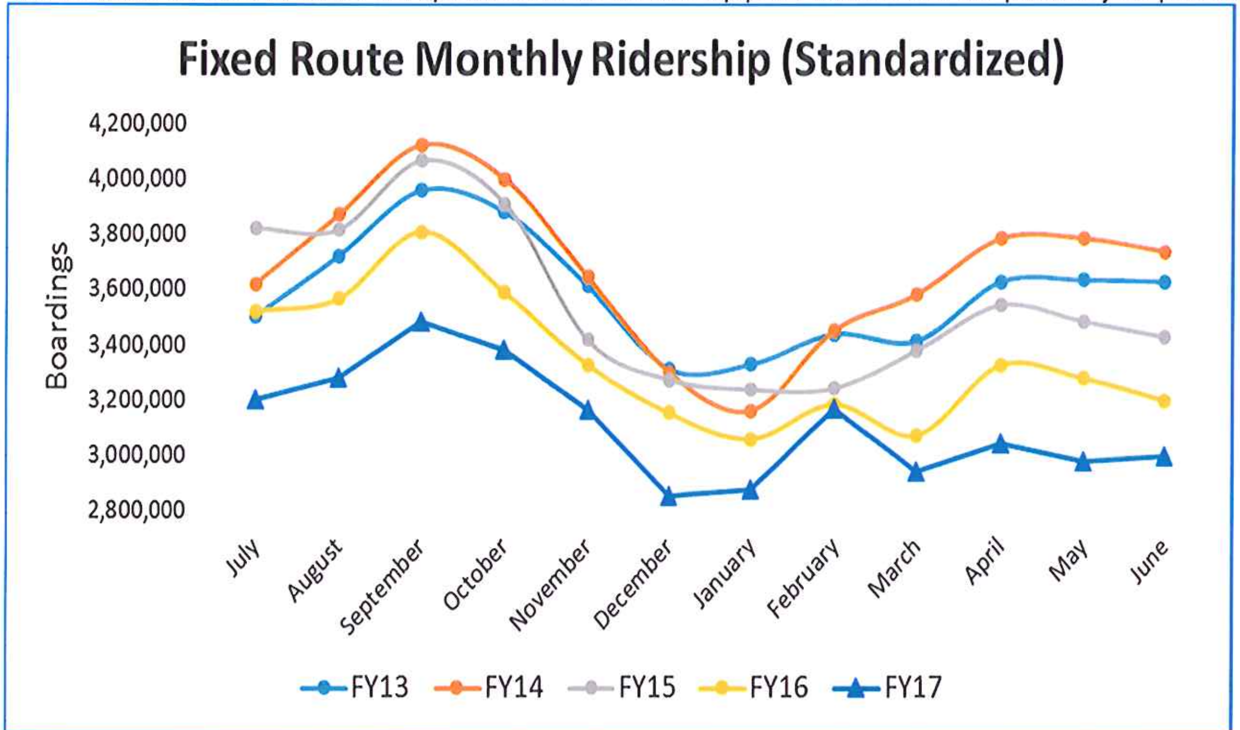
Attracting passengers, and the revenue associated with them, is an important component for any transit system. Gains or losses in riders inform policy decisions in the areas of service design, fare structures, equipment purchases etc.

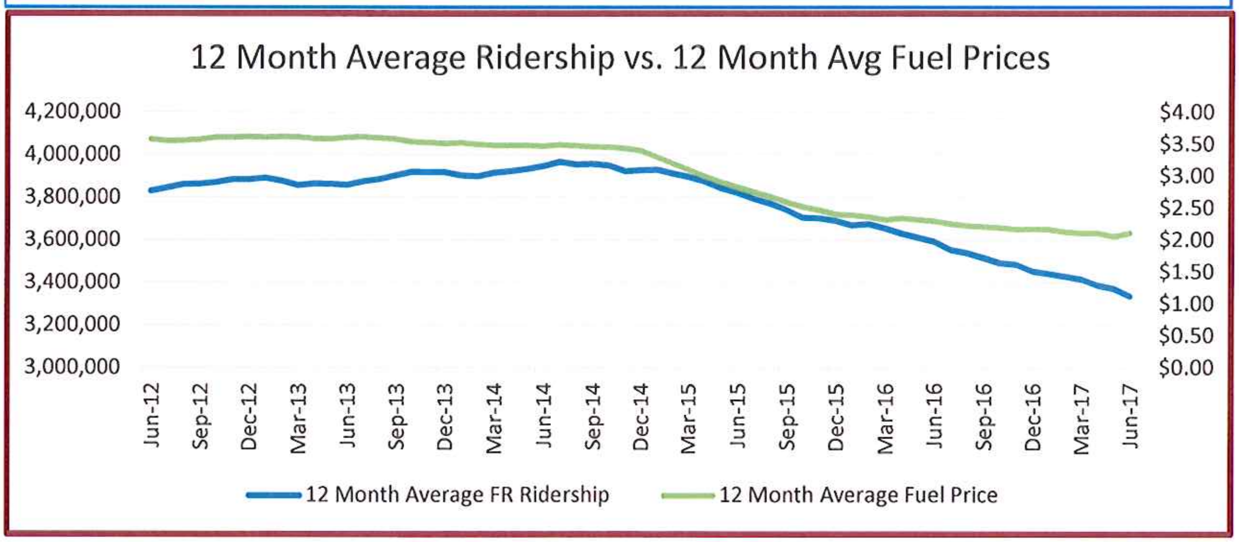
As stated in the quarterly report national transit ridership has slipped over the last two years. An analysis of peer properties is included in the table below:

LIGHT RAIL*	FY14	FY15	FY16	FY17
Port Authority of Allegheny County (Port Authority-Pittsburgh, PA)	-1%	1%	2%	-6%
Tri-County Metropolitan Transportation District of Oregon (TriMet-Portland, OR)	-3%	-1%	4%	0%
Denver Regional Transportation District (RTD-Denver, CO)	22%	4%	-6%	-5%
Dallas Area Rapid Transit (DART-Dallas-Fort Worth, TX)	-2%	3%	2%	-1%
Santa Clara Valley Transportation Authority (VTA-San Jose, CA)	2%	4%	-5%	-14%
The Greater Cleveland Regional Transit Authority (RTA-Cleveland, OH)	0%	-5%	-6%	-6%
San Diego Metropolitan Transit System	31%	3%	0%	-6%
Niagara Frontier Transportation Authority (NFTA-Buffalo, NY)	-29%	6%	11%	-9%
Bi-State Development Agency (Metro, Greater St. Louis Region, MO-IL) **	2%	-4%	-5%	-5%
MOTOR BUS*	**FY14**	**FY15**	**FY16**	**FY17**
Port Authority of Allegheny County (Port Authority-Pittsburgh, PA)	-29%	6%	11%	-9%
Tri-County Metropolitan Transportation District of Oregon (TriMet-Portland, OR)	0%	5%	-3%	-4%
Denver Regional Transportation District (RTD-Denver, CO)) * [Directly Operated + Contracted]	-2%	2%	-2%	-8%
Dallas Area Rapid Transit (DART-Dallas, TX)	-2%	-1%	-5%	-8%
Santa Clara Valley Transportation Authority (VTA-San Jose, CA)	0%	0%	0%	-10%
The Greater Cleveland Regional Transit Authority (RTA-Cleveland, OH)	-8%	1%	-5%	-11%
San Diego Metropolitan Transit System	-1%	17%	1%	-6%
Niagara Frontier Transportation Authority (NFTA-Buffalo, NY)	-7%	0%	7%	-5%
Metropolitan Atlanta Rapid Transit Authority (MARTA-Atlanta, GA)	-1%	6%	-3%	-6%
Fort Worth Transportation Authority (FWTA-Fort Worth, TX)	-3%	2%	-6%	-4%
VIA Metropolitan Transit (VIA-San Antonio, TX)	-6%	-7%	-3%	-4%
Washington Area Metropolitan Transit Authority (WMATA-Metro-Washington, DC)	2%	-1%	-4%	-4%
Regional Transit Service, Inc. and Lift Line, Inc. (RTS-Rochester, NY)	-12%	0%	-6%	-5%
Milwaukee County Transit System (MCTS-Milwaukee, WI)	-4%	-2%	-2%	-3%
Miami-Dade Transit (MDT-Miami, FL)	-1%	-4%	-9%	-10%
Bi-State Development Agency (Metro, Greater St. Louis Region, MO-IL) **	1%	-1%	-6%	-8%

Transit ridership across the United States is declining for some reasons that are national, like an expanding economy, falling oil prices, and increasing suburbanization of population. Local factors are also driving significant losses in ridership in some cities, including poor system reliability, the entry of competing mobility options like ride-hailing services, rising crime and complaints of customer conduct, and a failure of transit system network design to keep pace with travel demand.

The next few charts and tables are specific to Metro's ridership performance over the past six year period.





In the St. Louis region, these national factors are all likely contributing to declining transit ridership, though local factors including crime, affordability of alternative modes, continued suburbanization of population and jobs, lower college and university enrollment, and a shift away from special event locations accessible by MetroLink.

In the past decade Metro ridership had grown at a modest, and reasonably manageable rate from 2005 to 2009 when a service reduction brought on by regional financial had significant impact. Restoration occurred in 2010 and ridership began to rebuild from that point. As recent as FY2015 Metro maintained a log of routes that suffered from overcrowding.

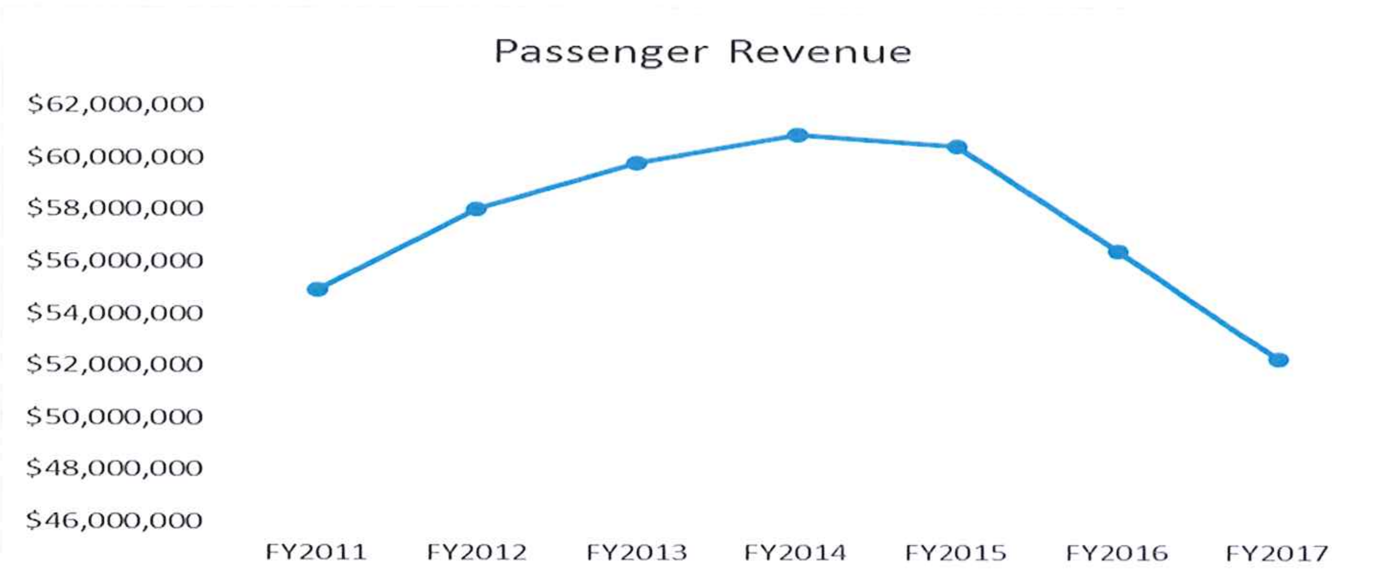
One area that can be easily compared is use of the system against fuel prices. As you can see, ridership loss did track fuel prices for a period of time but ridership has continued to drop after fuel prices stabilized.

FISCAL YEAR	ACTUAL RIDERSHIP (round-to-hundredth)			ACTUAL DIFFERENCE (year-over-year)			% CHANGE		
	SYSTEM	MetroBus	MetroLink	SYSTEM	MetroBus	MetroLink	SYS	MB	ML
FY13	47,092,200	29,312,100	17,054,500	BASE RIDERSHIP YEAR					
FY14	48,170,100	29,920,900	17,466,300	1,077,900	608,800	411,800	2%	2%	2%
FY15	46,653,900	29,232,700	16,637,400	-1,516,200	-688,200	-828,900	-3%	-2%	-5%
FY16	44,047,000	27,439,300	15,777,600	-2,606,900	-1,793,400	-859,800	-6%	-6%	-5%
FY17	40,998,800	25,299,500	14,898,300	-3,048,200	-2,139,800	-879,300	-7%	-8%	-6%
Current year ridership (FY17) compared to peak ridership (FY14)				*-7,171,300*	*-4,621,400*	*-2,568,000*	*-15%*	*-15%*	*-15%*

News media coverage related to the Metro transit system has been prolific in local headlines since early 2015, with news coverage space throughout the year such that this issue has remained in the public conscious for an extended period of time. The rise of social media also impacts how incidents on the system are reported.

Public concern about safety and security has reverberated through Metro's communications channels with our customers, including customer contacts, personnel interactions with customers, social media accounts, and market research. Throughout the three-year period from FY14-FY17, customer contacts regarding personal safety continue to remain very high, even in light of reduced ridership. Market research including Metro's 2016 onboard customer survey, and 2017 focus groups and online survey indicate that perception of public safety is a major factor impacting patronage of the Metro system. Loss of ridership, which began in the last two quarters of FY2015 has accelerated in FY2016 and again in FY2017.

Ridership loss impacts Passenger Revenue, an important part of how the system is funded.



In 2010 Metro adopted a fare structure philosophy consistent with the Moving Transit Forward Regional Plan. The goal was to increase passenger revenue at an annual rate of 2.5%. This would be accomplished through a series of modest fare increases and increased ridership. The last fare increase had been scheduled for the beginning of 2016, but was cancelled as it was determined that a fare increase might increase the rate of ridership loss which would result in lower revenue than the increase would generate.

Bi-State Development
Operations Committee
Agenda Item
August 15, 2017

From:	Raymond A. Friem, Executive Director Metro Transit
Subject:	Metro Reimagined Project Update
Disposition:	Information
Presentation:	Raymond A. Friem, Executive Director Metro Transit Jessica Mefford-Miller, Assistant Executive Director, Planning & System Development, Metro Transit

Objective:
To provide a progress overview of *Metro Reimagined*, the comprehensive operations analysis **(COA**) of Metro Transit's Missouri MetroBus system.

Industry best practice calls for the comprehensive evaluation of past trends to encourage future successes, typically every 5-10 years. Accordingly, the COA takes a detailed look at current market conditions, service performance, and operations to evaluate the role of transit and public mobility within the St. Louis region and ensure service continues to meet the region's short-term and long-term mobility needs. The *Metro Reimagined* project will ultimately rethink and redesign the Missouri MetroBus network to embrace industry best practices and attract new riders to the system, with a focus on enhancing the customer experience and matching services to transit markets.

Board Policy:
Board Policy Chapter 10.040, Section 5, 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.

Funding Source:
Funding was accommodated in the FY17-18 Operating Budget.

<u>Background</u>:
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 customers to go downtown to reach their final destination. Over time the system further evolved to include one major light rail expansion (2006) and several new transit centers that addressed changing passenger travel needs. Metro's 2010 *Moving Transit Forward* long-range plan identified several new options for transit investment, including light rail and bus rapid transit corridors. The region is currently reviewing several different light rail options which are in various stages of planning. Metro, working with our regional partners, also completed the *Rapid Transit Connector* corridor study for bus rapid transit corridors. The *Metro Reimagined* study will complement these efforts by taking an updated look at the region's evolving mobility needs to ensure *MetroBus* continues to effectively and efficiently serve the St. Louis region.

Metro Reimagined will result in recommendations for service adjustments which could be phased in over a five-year horizon. Possible service changes to be explored may include new route realignments, frequency and spacing adjustments, and the addition of additional service types designed specifically to create new opportunities to access the system. In addition to enhancing Metro's network of high-performance transit, Metro envisions a transit system that continues to be innovative and responsive to the evolving needs of the St. Louis region.

<u>Analysis:</u>
The project is currently in the existing conditions analysis phase. The existing system evaluation of *Metro Reimagined* provides a detailed look at current market conditions, service performance, and operations. This presentation highlights key elements from the *Market Analysis* and *Service Evaluation.*

The *Market Analysis* provides insight on existing market demand and mobility needs by evaluating land use, demographics, and travel patterns within the St. Louis region. This component provides an overview of Metro Transit's regional competitiveness, with specific attention towards population density and urban form. Analysis reveals transit activity is focused in the City and northern County suburbs where there are transit supportive densities and land uses.

The *Service Evaluation* analyzes Metro Transit's network design, service operations, and ridership to provide insight on how customers use the system. Overall, low frequencies, long travel times, and limited service types all negatively impact Metro's ability to capture and retain riders. However, a small number of routes, which have above average frequencies and operate along dense, linear corridors, perform far above system averages. These top ten bus routes make up approximately 50 percent of MetroBus system ridership and represent the foundations of a core frequent network. Moving forward, *Metro Reimagined* aims to build on these successes while also employing innovative mobility options that enhance the customer experience and provide a variety of appropriate service levels. With more enhanced bus service options, MetroBus will be able to better serve the region by more effectively tailoring services to specific markets and travel needs.

The next steps for the project include initiating community engagement and developing service design principles that will provide a framework for recommendations.

Committee Action Requested:
No action required, for information only.

Attachment: Metro Reimagined Presentation

Metro Reimagined

Project Overview & Key Findings

August 2017

BI·STATE DEVELOPMENT
Gateway to growth. On both sides of the river.

Metro

Why do a Comprehensive Operations Analysis (COA)?

Industry best practice calls for evaluating past trends for future success.

Detailed look at current market conditions, service performance, and operations.

Ensure existing service is aligned with Agency Vision, Goals, and Objectives.

Opportunity to identify strategies to improve:

- Ridership
- Customer experience
- Cost effectiveness (e.g., cost per passenger, farebox recovery ratio)

Metro Reimagined Goals

1

Rethink mobility based on existing and future market conditions and customer mobility needs, transit service and network performance, and stakeholder input.

2

Understand the role and importance of transit and mobility in the quality of life and economic vitality of metropolitan St. Louis.

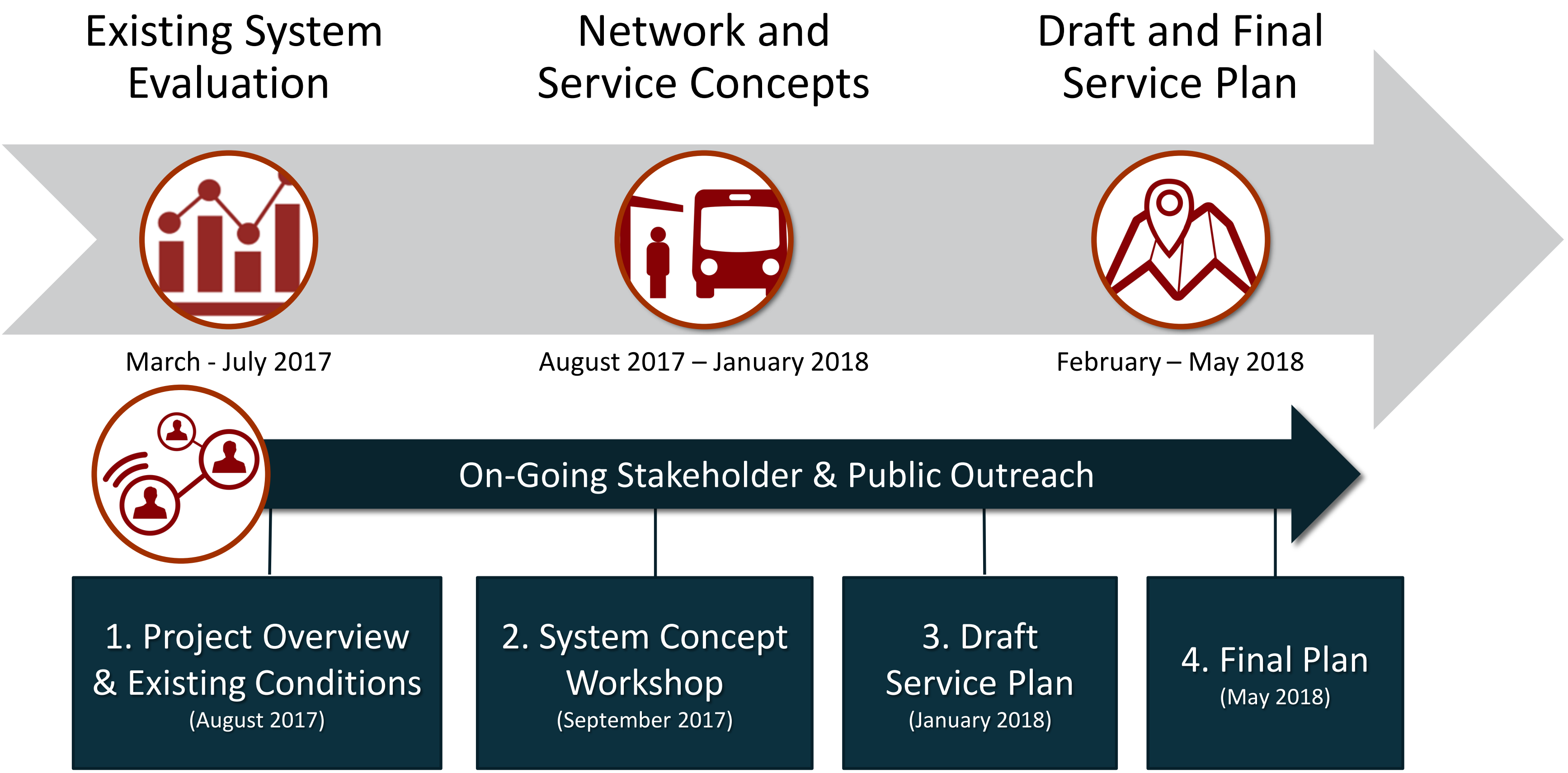
3

Redesign the Metro network to embrace best practice strategies and innovative mobility options to attract more riders to a more competitive transit system.

4

Address both short-term and long-term public mobility needs using an effective and efficient integrated network within Metro's current and potential financial capacity.

Project Timeline



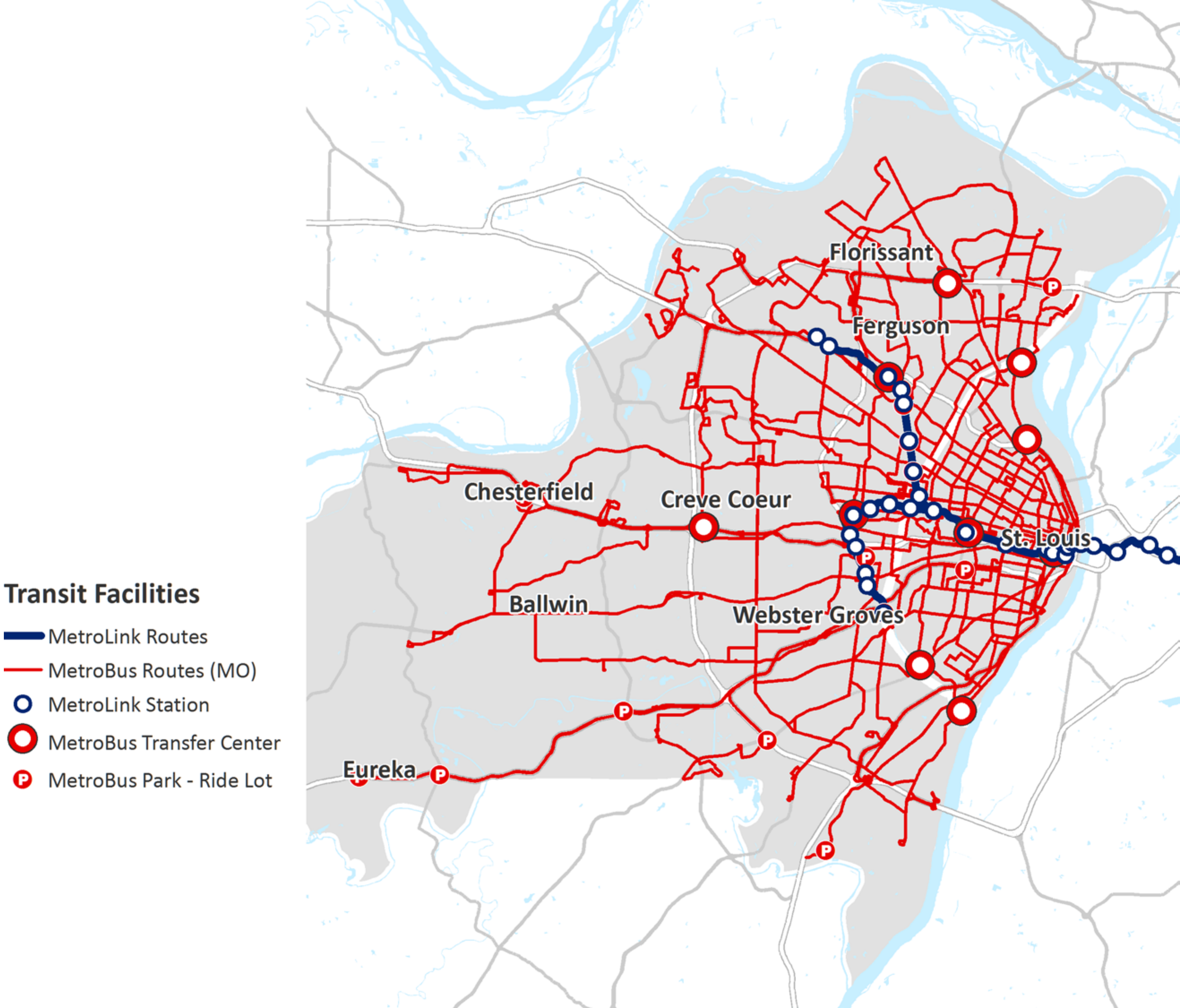
Existing System Evaluation

Market Demand/Mobility Needs	Service Design and Performance
Land Use	Network Design
Demographics	Service Operations
Travel Patterns	How Customers Use the System

Transit Network

- Agency's service area[1] spans 558 square miles, serving a population of 1.6 million.
- MetroLink operates two lines – the Red line and the Blue Line.
- MetroBus operates 79 fixed-routes:
  - 17 routes in Illinois
  - 62 routes in Missouri (57 Local, 5 express)
- MetroLink serves as structural spine of system; many MetroBus routes are designed to feed MetroLink.
- Service focused to/from downtown.
- Total Missouri ridership in 2016 was 37.6 million.

1: Includes St. Louis City and St. Louis County in Missouri and St. Clair County in Illinois



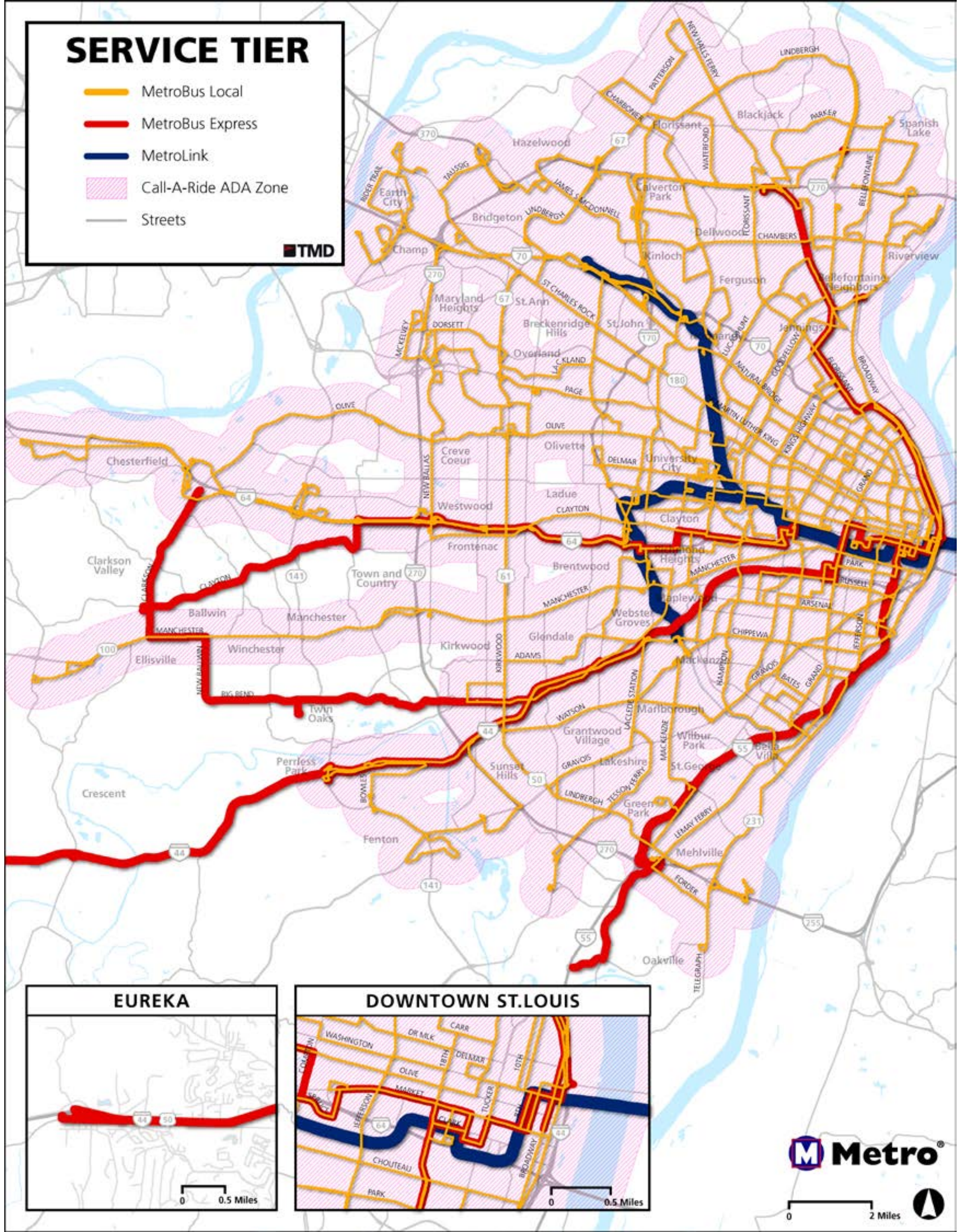
Transit Service Tiers

- Two MetroBus service tiers: local and express.
- Large variations in local routes despite same tier.
  - Fulfill different network roles. Some form structural spines of system while others are neighborhood circulators.
- Significant gap between rail and bus, in perception and in reality.
- Moving forward – need to differentiate service types for the customer and better match service options to transit markets.

SERVICE TYPES

Gap in levels of service offered

Light Rail ⟷ **Local Bus**



Transit Frequencies

- Lifestyle ridership is largely attracted to spontaneous-use frequencies of 10 minutes or better, where customers don't time their stop arrival using a schedule – they just "show up."
- Lifeline riders who have limited mobility options will ride transit even if it operates infrequently (30-minute frequencies or worse).
- Systems that rely on lifeline ridership typically struggle to meet minimum performance targets for productivity or cost recovery.

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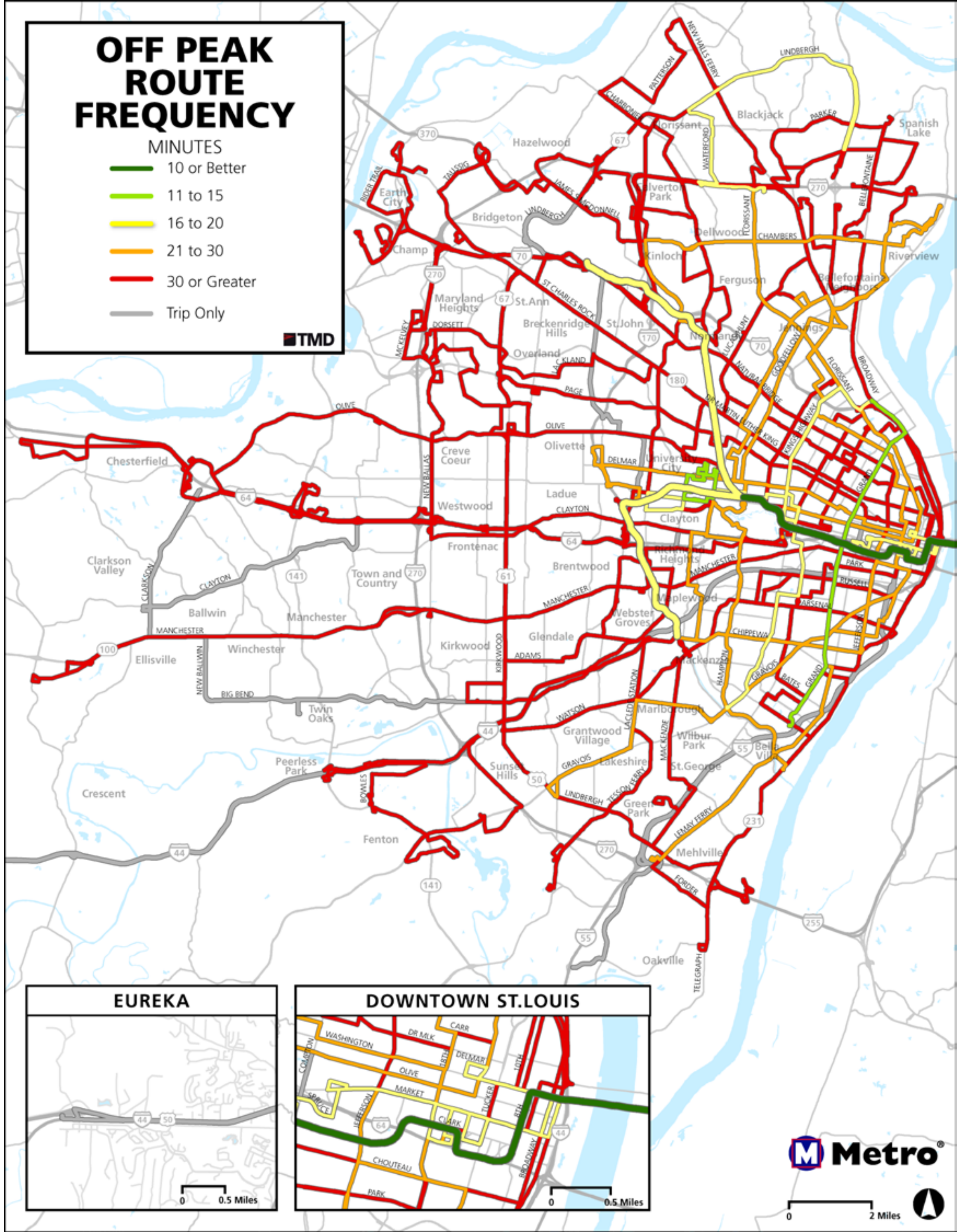
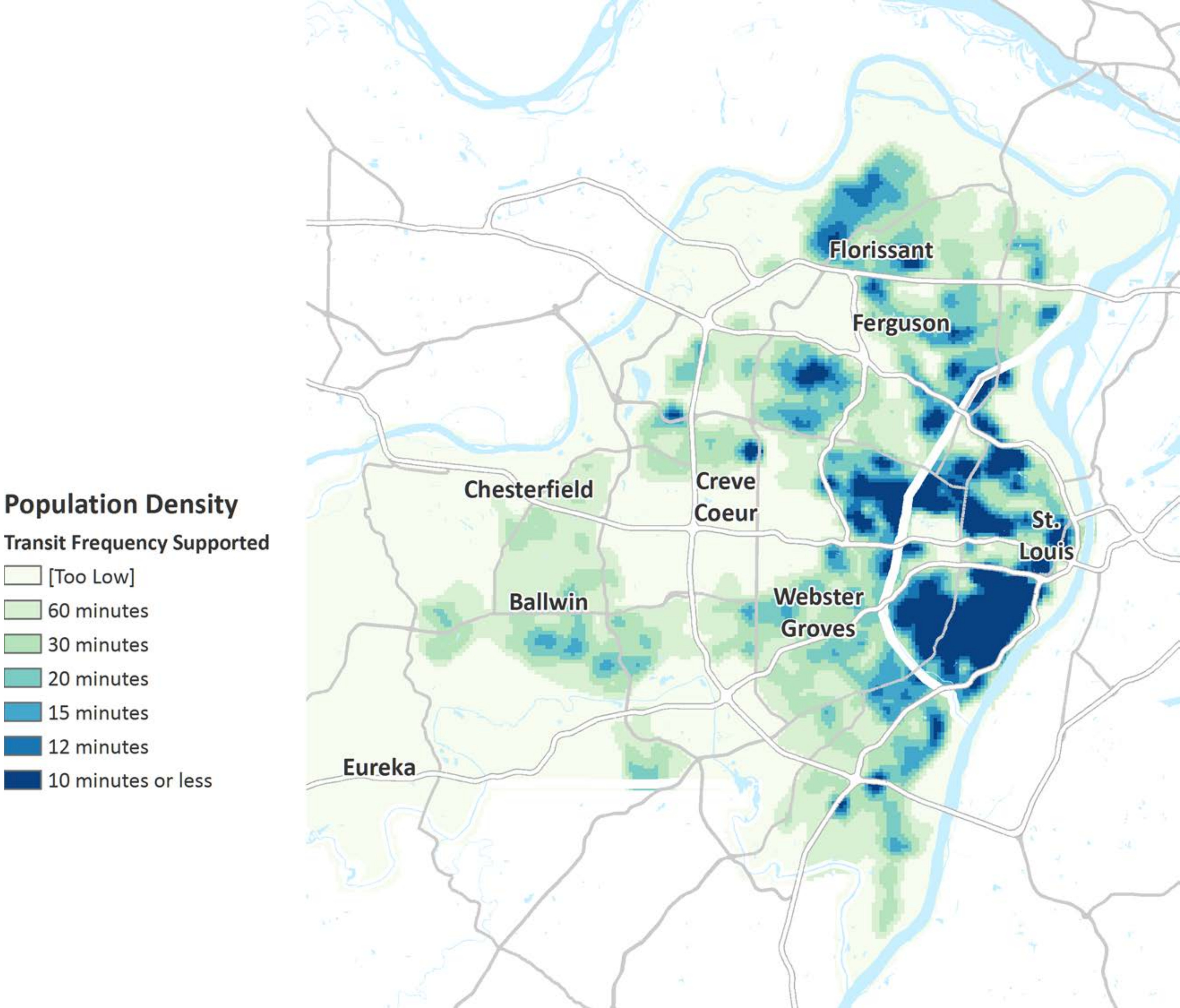


Regional Transit Competitiveness

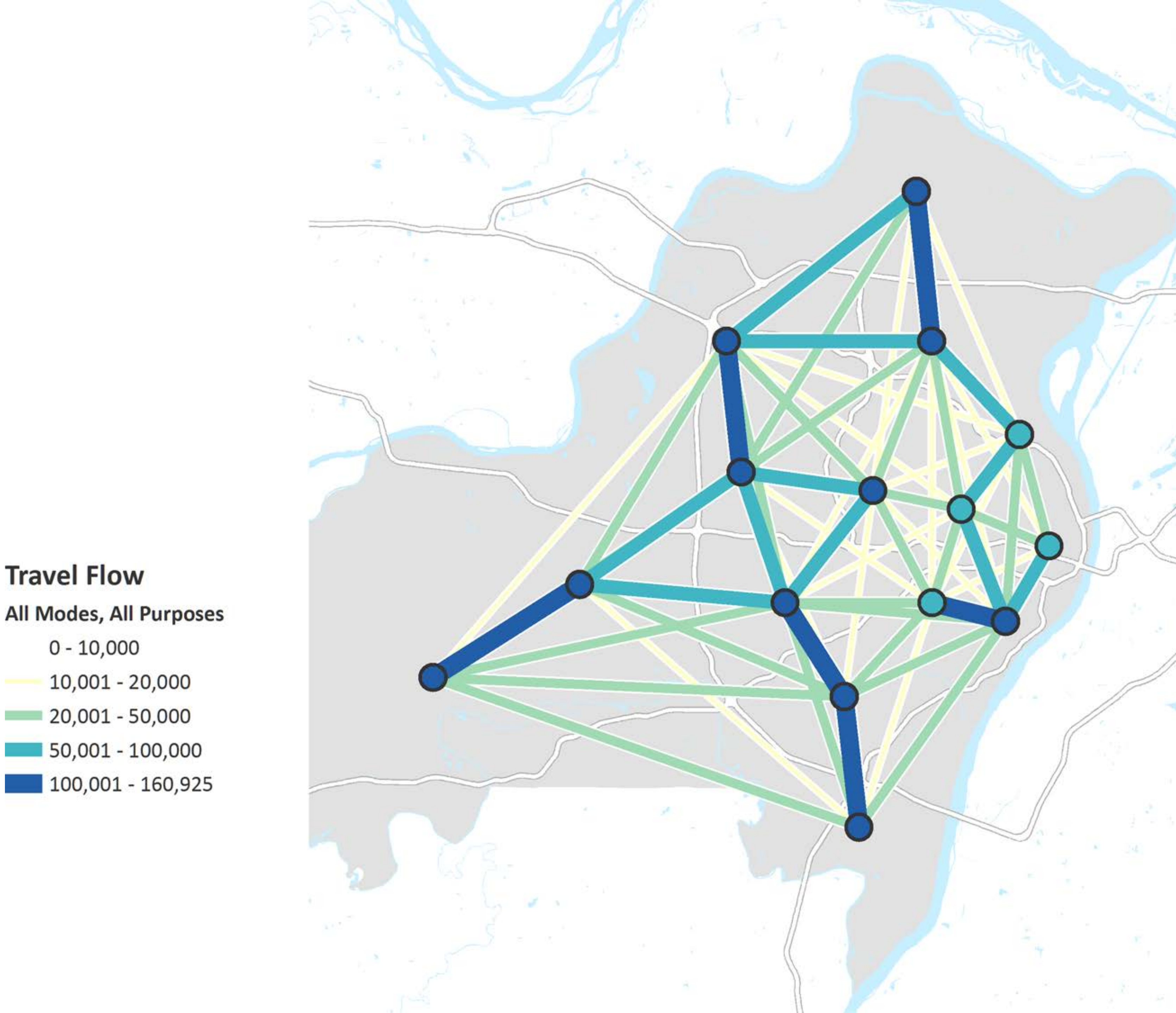
- One of the largest drivers of transit usage is density of the population.
- Denser regions are more likely to have both the population to generate demand for transit and the urban form to allow people to reach the bus as pedestrians.



Data Source: American Community Survey, 2015. Five-year estimate.

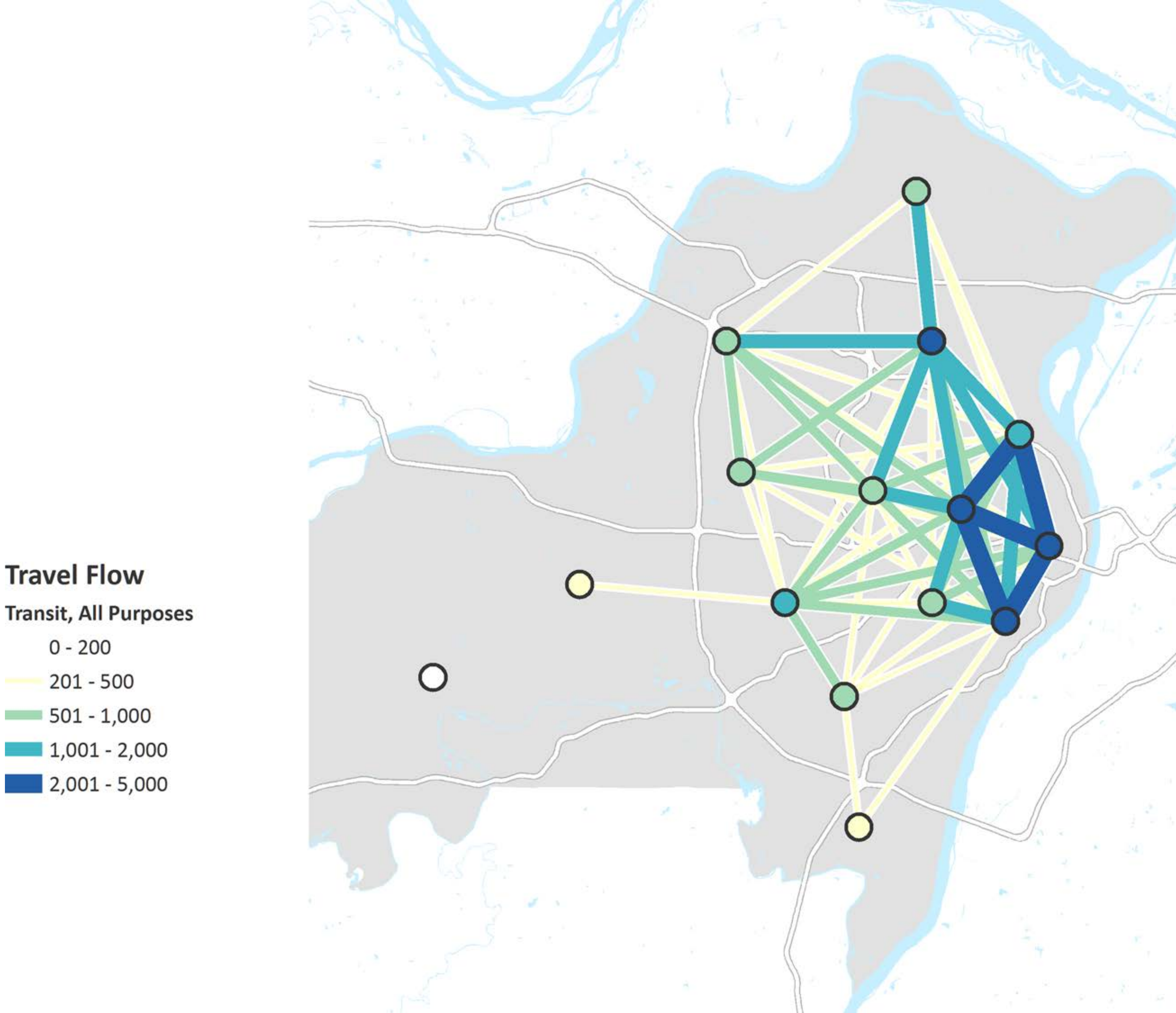
Frequencies: Transit Capacity and Quality of Service Manual, 3rd Ed.

Travel Patterns: Trip Flows for All Modes



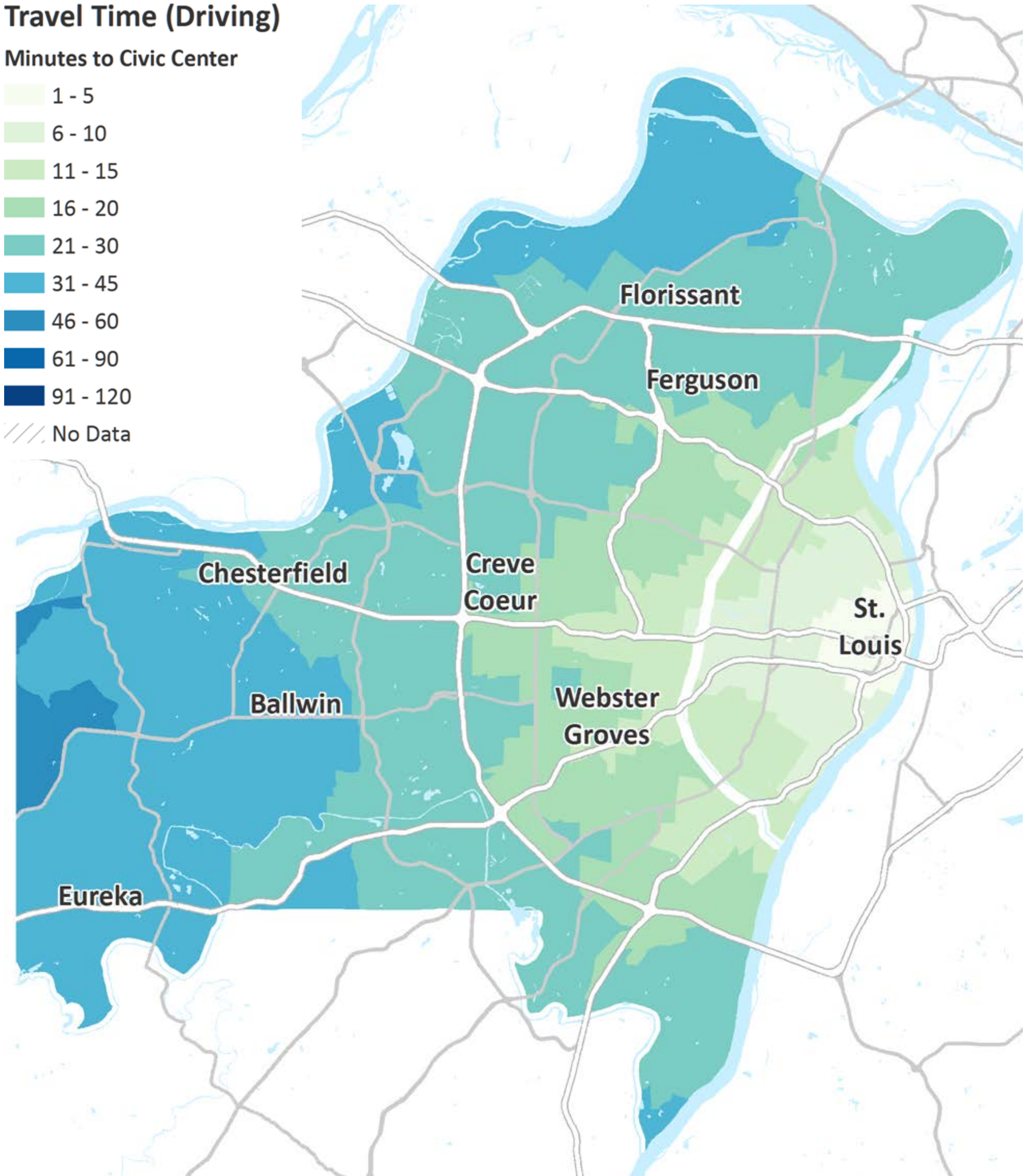
Travel Patterns: Trip Flows for Transit

- Transit activity is focused in St. Louis City and the northern County suburbs where there are transit supportive densities and land uses.



Travel Times: Auto versus Transit

- Travel time is an important consideration in mode choice.
- Long travel times reduce the competitiveness of Metro's service.



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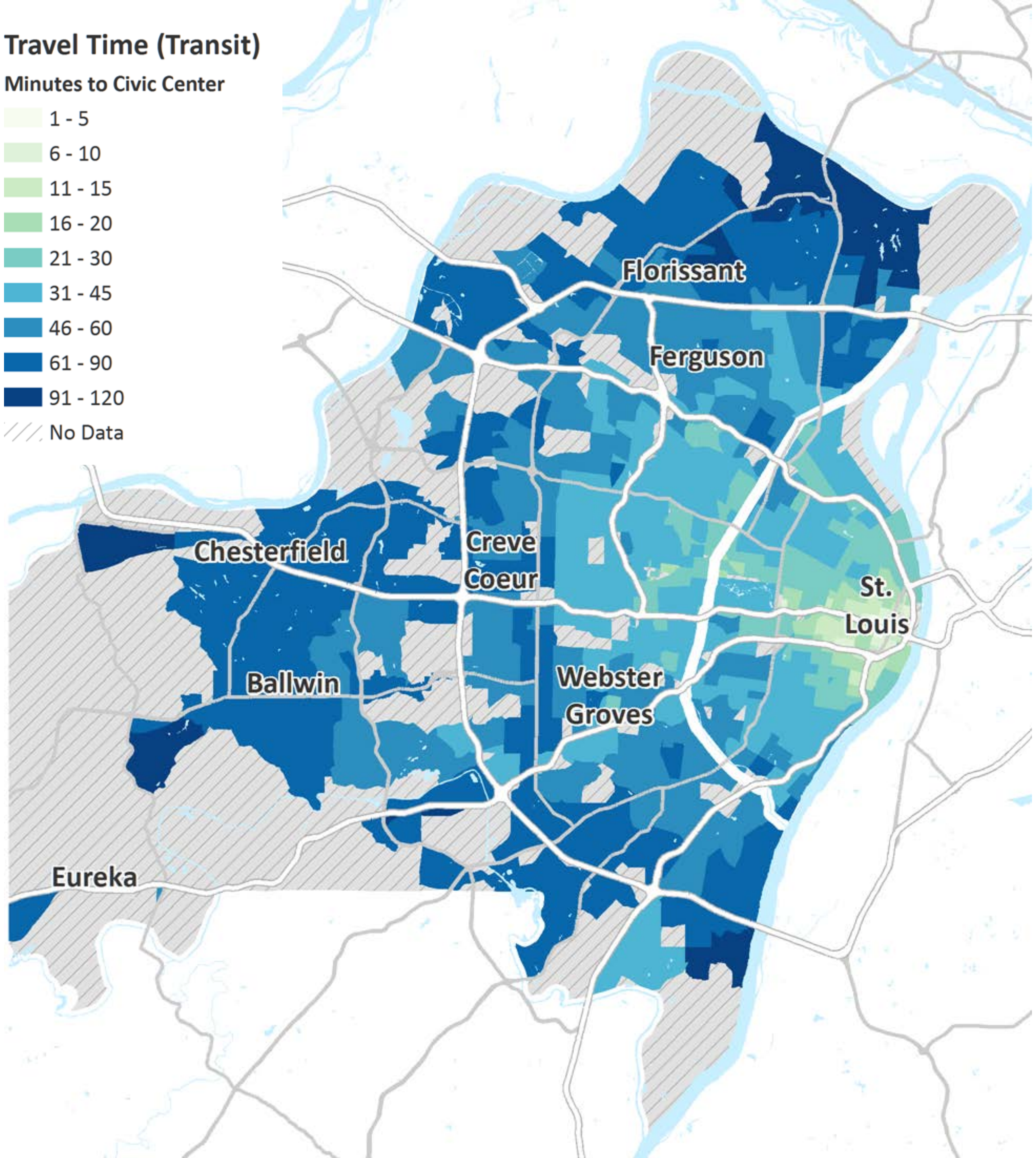
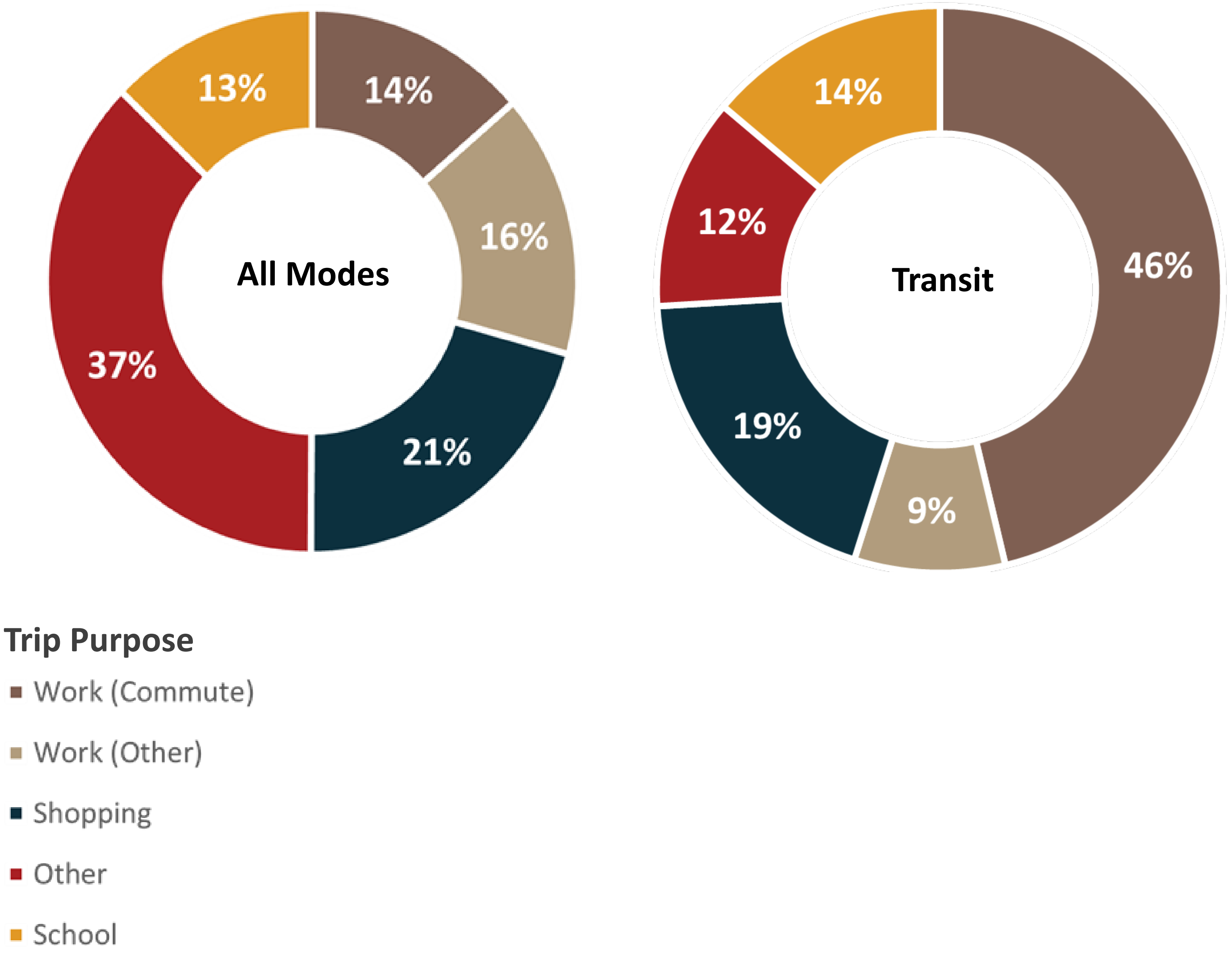


How Customers Use the System: Trip Purposes

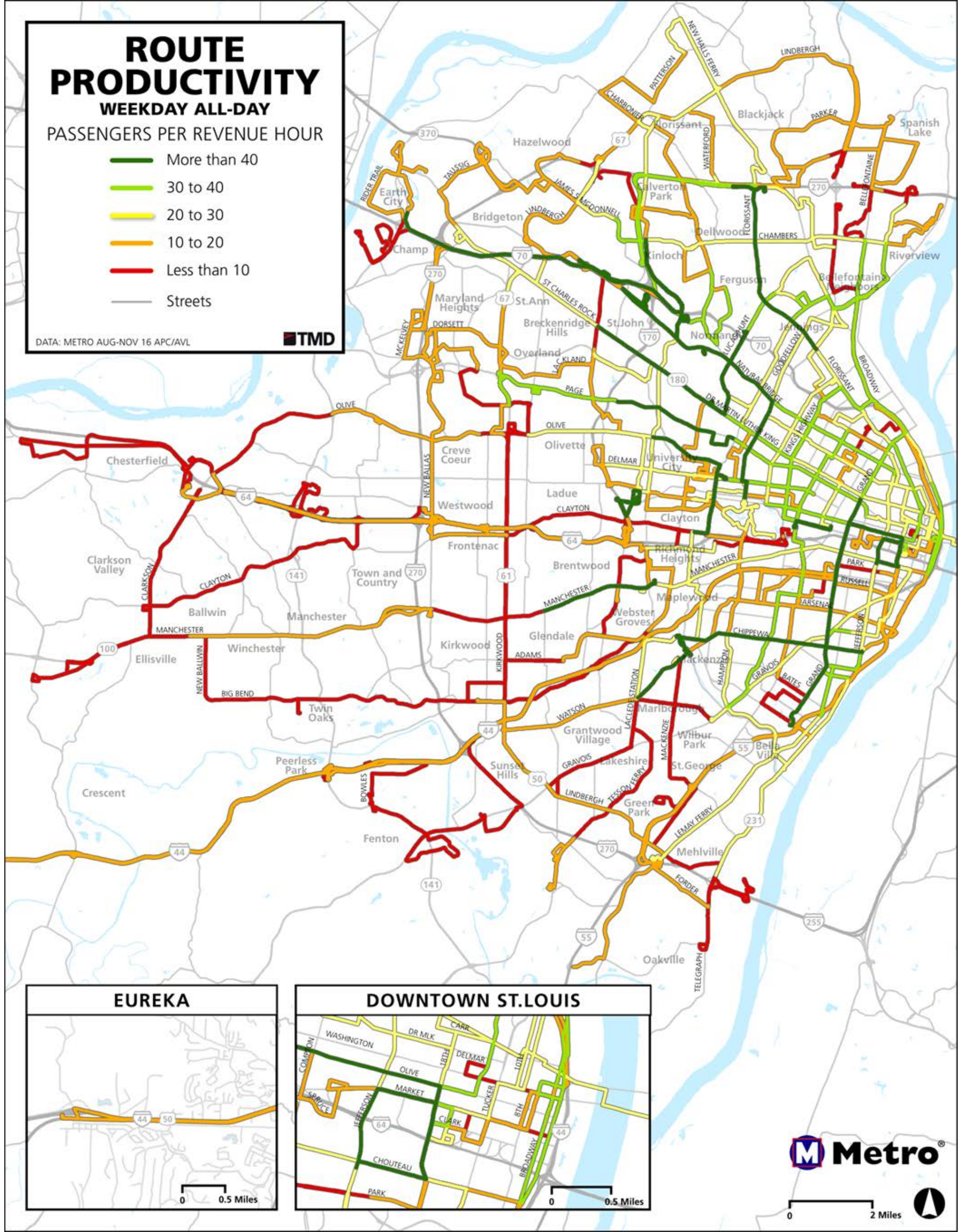
Data Source: EWGCOG Travel Demand Model

- About half of transit trips are commute-related; commutes only comprise about 15% of all trips.
  - Hub-and-spoke design outside of core emphasizes commute travel to downtown.
  - Low frequencies fail to generate spontaneous use lifestyle trips.



How Customers Use the System: Key Corridors

- Ridership and high productivity areas concentrated in St. Louis City and northern St. Louis County.
- The top ten routes (70, 95, 11, 90, 74, 94, 10, 61, 30, 35) account for **nearly 50 percent** of all MetroBus Local boardings.



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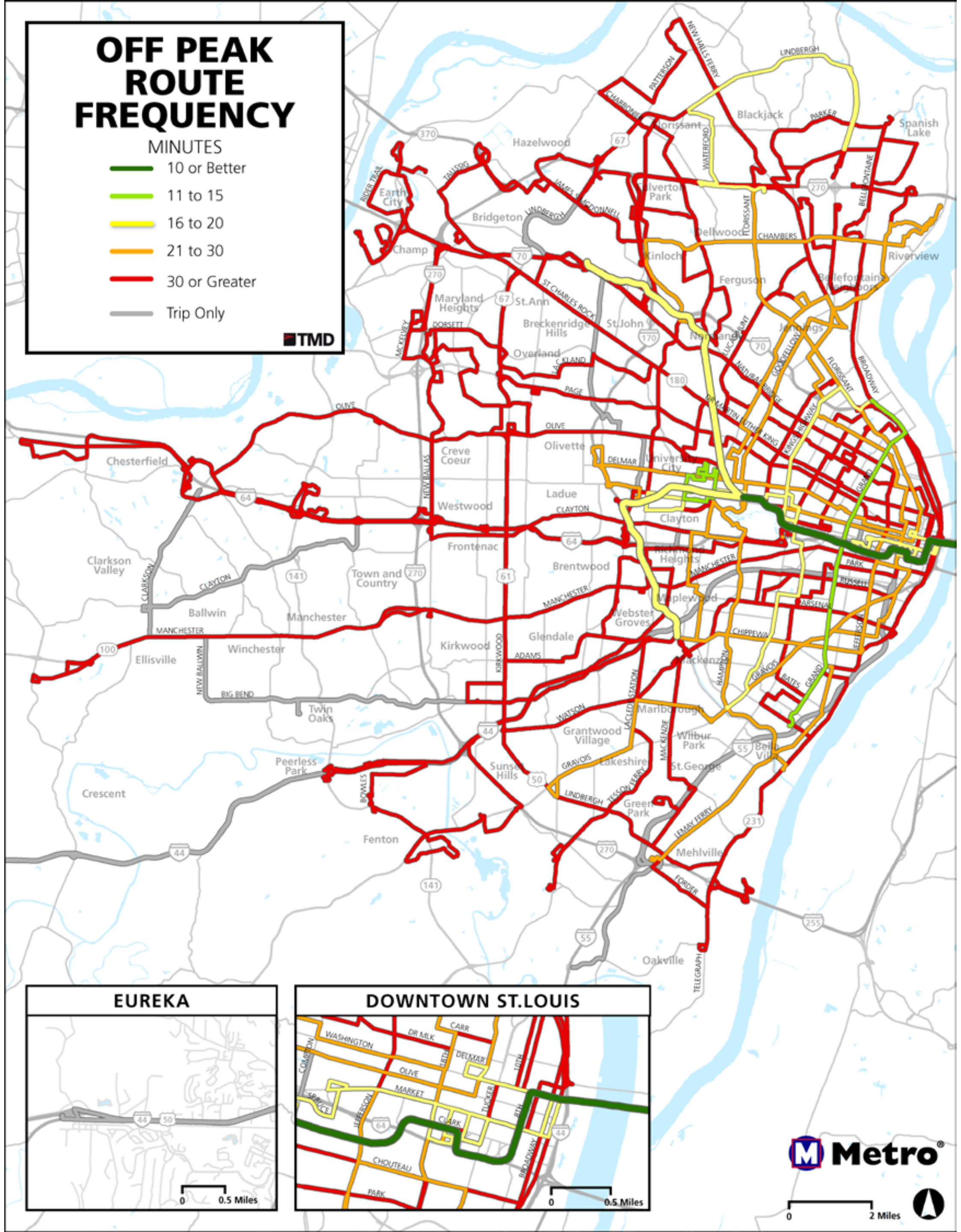
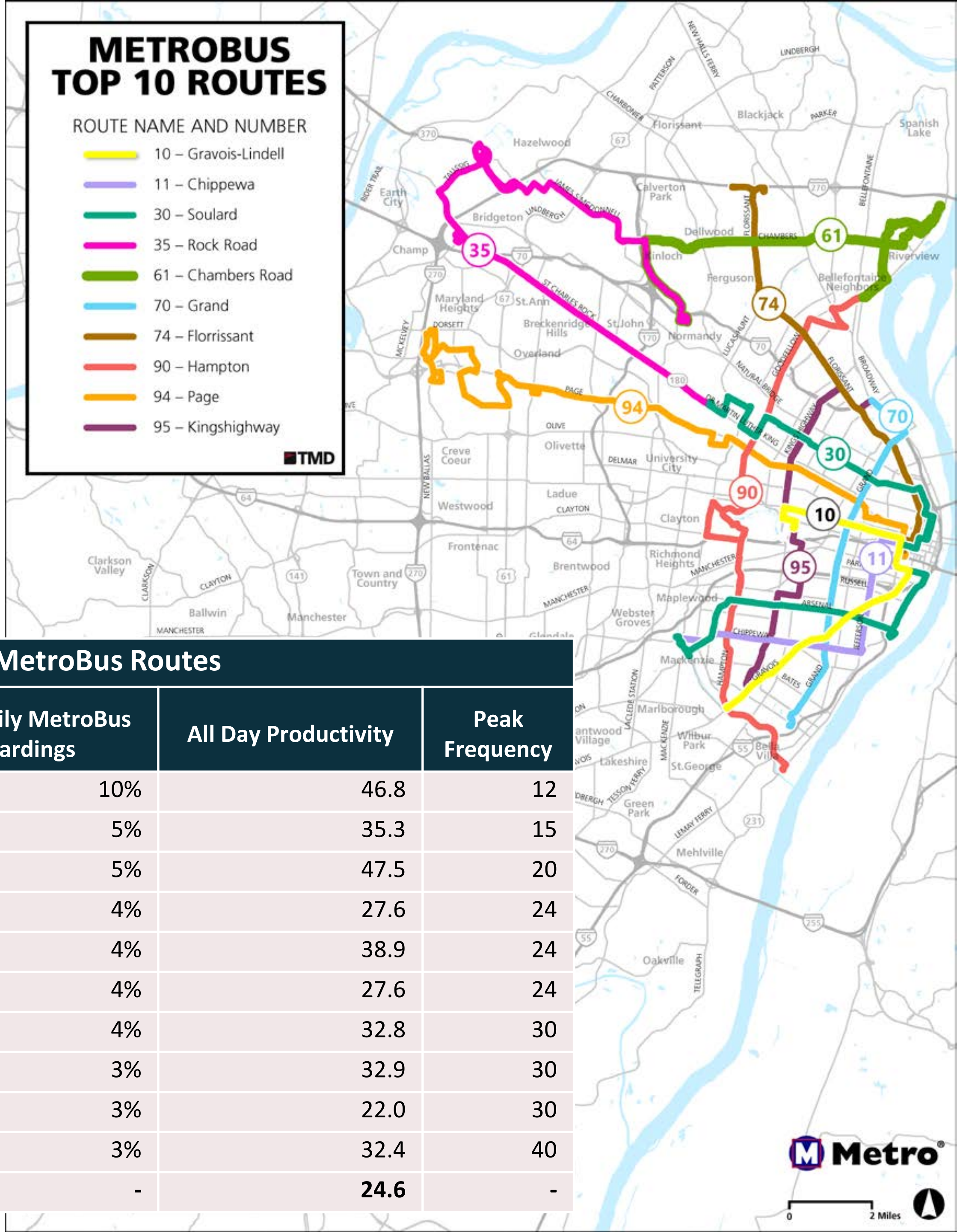


Network Building Blocks

- These routes operate with above average frequencies and have above average productivity.
- Investments to these ten routes alone would improve service for nearly **50 percent** of all Metro riders.
- Going forward, these routes can be used as the buildings blocks of a core frequent network.



Top 10 MetroBus Routes				
Route	**Weekday Boardings**	**Percent of Daily MetroBus Local Boardings**	**All Day Productivity**	**Peak Frequency**
70	8,845	10%	46.8	12
95	4,495	5%	35.3	15
11	4,131	5%	47.5	20
90	3,502	4%	27.6	24
74	3,456	4%	38.9	24
94	3,105	4%	27.6	24
10	3,092	4%	32.8	30
61	2,879	3%	32.9	30
30	2,856	3%	22.0	30
35	2,742	3%	32.4	40
Average	**1,522**	-	**24.6**	-

Mobility Toolkit Potential Options

- Broad range of mobility options available
- Tailored to market demand
- Together create an integrated network

Enhanced Arterial Rapid

Role: Structural network spine, fast sub-regional service

Frequent Local

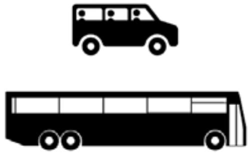
Role: Core frequent network

Supporting Local

Role: Completes and extends the network

Community

Role: Network connections, local circulation, trip completion



Commuter Express

Role: Longer-distance travel focus utilizing limited-access highways

Additional Mobility Options Available in the Region

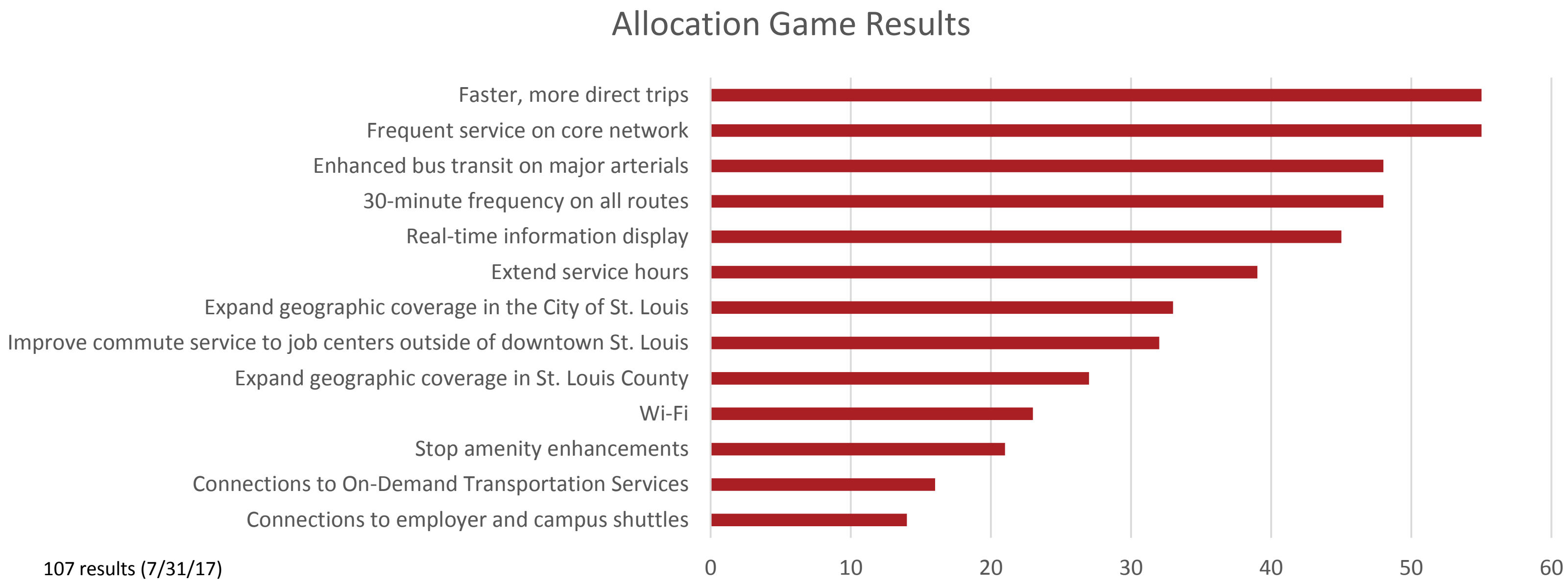
- Opportunity for Metro to partner with multiple regional rideshare, carshare, and bikeshare providers.
- Mobility partnerships would help solve first-last mile access issues and allow Metro to focus resources in the most productive and transit supportive areas.
- Existing transit centers have potential to transition from solely transit hubs to full mobility centers, providing customers with connections to a range of mobility options.

Key Takeaways

- Lack of enhanced bus service options.
- Network not frequent enough to function well for the customer.
- Disconnect between service levels and transit competitive areas.
- Imbalance between frequency and coverage reduces market capture.
- Focus on improved customer network experience.
- Right size transit services to more effectively match markets.

Public Feedback

- Metrostlouis.org/reimagined
- Allocation Game Results (to date) reflect desire for more direct trips, more frequent service, and amenities like real-time information



107 results (7/31/17)

Next Steps

Initiate in-person community engagement

Develop service design principles

Develop draft network plan

Bi-State Development
Operations Committee
Agenda Item
August 15, 2017

From:	John M. Nations, President and CEO
Subject:	Metro Transit System Security Update
Disposition:	Information
Presentation:	John M. Nations, President and CEO; Raymond A. Friem, Executive Director Metro Transit

Objective:
To notify the Operations Committee of any ongoing issues regarding Metro Transit System Security, including update on possibilities for system barriers for the MetroLink system and any additional information regarding regional agreement on security.

Board Policy:
Two Sections of the Board Policies apply as follows:

Board Policy Chapter 10.040, Section 5, *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.

Section 10.010.3(1), *Compact Amendment, Safety and Order*, of the Collected Board Policies provides that the Bi-State Development Agency shall have the power to employ or appoint personnel to maintain safety and order and to enforce the rules and regulations of the agency upon the public mass transportation system, passenger transportation facilities, conveyances, and other property that the agency may own, lease, or operate, except Bi-State may only employ peace officers through contracts with law enforcement agencies within the Bi-State service area. The Board of Commissioners of the Bi-State Development Agency shall determine the qualifications and duties of such personnel, subject to the limitations set forth in this section.

Funding Source:
Operating Budget

Background:

The Board of Commissioners requested regular updates regarding recent changes in Security policy, including the regional Memorandum of Understanding **(MOU)** for MetroLink Security. Staff continues to attempt to assemble comprehensive data regarding security issues on the transit system, but reporting requirements from the various agencies involve do not permit this. The presentation will review information regarding customer complaints received about Security and updates regarding implementation of various aspects of the MOU.

Analysis:

Regular updates regarding ongoing projects, goals and processes informs board members as they determine future priorities allowing the transit system to better serve the St. Louis Region

Committee Action Requested:

None. This briefing paper is provided for information only.

Attachment

ATTACHMENT

Shown here is a detailed breakdown of FY2017 4th quarter closed complaints involving Security Issues or perceptions. When a complaint is registered it is coded to a general area of concern. This allows for staff to review areas within their responsibility and, make contact with the person logging the complaint attempting to correct the issue generating the complaint. To be considered closed a Metro employee would have made contact with the complainant and worked toward a resolution or provided an explanation of the issue.

		All Contacts				Valid Contacts		
			FY17				FY17	
		Apr	May	Jun		Apr	May	Jun
CM01	**Commendations**	7	1	3		7	1	3
SE01	**Criminal activity**	0	2	1		0	2	1
SE02	**Requested surveillance/investigation**	0	0	0		0	0	0
SE03	**Fare Inspector/Guard rude**	6	2	1		2	1	1
SE04	**Fare Inspector/Bad ticket**	1	1	0		1	0	0
SE05	**Other Security issues**	0	2	6		0	2	5
SE06	**Parking lot issues**	0	1	0		0	1	0
SE07	**PAT Assistance**	0	0	0		0	0	0
SE08	**Panhandlers**	3	2	5		3	2	5
SE09	**Passenger intimidation/harassment**	5	1	4		4	1	2
SE10	**Guard did nothing**	7	9	4		6	8	3
SE11	**Inadequate security**	26	25	10		24	24	10
SE12	**Guard racial discrimination**	1	0	1		1	0	1
SE14	**Guard unprofessional**	2	7	4		2	6	4
SE15	**Drug activity**	4	6	3		4	5	3
SE16	**Feel unsafe**	49	16	8		47	14	6
SE17	**Theft/Robbery**	1	1	2		1	1	1
SE18	**Passenger Behavior**	7	6	1		7	6	1
SE19	**Gambling**	2	0	1		1	0	1
PB01	**Loud music**	1	2	0		1	2	0
PB02	**Smoking/Eating/drinking/litter**	5	1	1		5	1	1
PB03	**Other Passenger Behavior issue**	2	2	0		1	2	0
	TOTAL CONTACTS	**122**	**86**	**52**		**110**	**78**	**45**