

**BI-STATE DEVELOPMENT
BOARD OF COMMISSIONERS MEETING
OPEN SESSION MINUTES
FRIDAY, SEPTEMBER 22, 2017**

Board Members in Attendance

Missouri

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

Illinois

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

Staff in Attendance

John Nations, President & CEO
Barbara Enneking, General Counsel and Deputy Secretary
Shirley Bryant, Certified Paralegal
Barbara Georgeff, Director of Executive Services
Ray Friem, Executive Director Metro Transit
Jim Cali, Director Internal Audit
Kathy Klevorn, Sr. Vice President Chief Financial Officer
John Langa, Vice President Economic Development
Patti Beck, Director of Communications
Dianne Williams, Vice President, Communications & Marketing
Richard Zott, Chief of Public Safety
Charles Stewart, Vice President, Pension & Insurance
Mark Vago, Controller
Yodit Teklu, Associate Project Manager
Diana Wagner-Hilliard, Director Workforce Diversity/EEO
Erick Dahl, Director St. Louis Downtown Airport
Michael Gibbs, Accountant III
Kathy Brittin, Director, Risk, Management Safety & Claims
Jenny Nixon, Executive Director Tourism Innovation
Virginia Alt-Hildebrandt, Manager Administrative Services
Kent Swagler, Director, Corporate Compliance & Ethics
Matthew Hibbard, Social Media Communications Manager
Scott Grott, General Manager MetroLink
Tamara Fulbright, Director, Treasury Services
David Toben, Director Benefits
Diana Bentz, Vice President Organizational Effectiveness
Jonathan Frederick, Director Accounting & Budget
Kerry Kinkade, Vice President Chief Information Officer
Evan Glantz, Sr. Administrative Assistant – Freight District

Kelli Fitzpatrick, Sr. Internal Auditor/PT
Julianne Stone, Vice President Strategic Initiatives
Ken Franklin, Vice President Government Relations & Policy Initiatives
Trenise Winters, General Manager MetroBus

Others in Attendance

Tom Curran, St. Louis County
Ken Brostron, Lashly & Baer
Andrew Potthast, HNTB
Kevin Wallace, HNTB
Michael K. Holmes

1. **Open Session Call to Order**
8:04 a.m. Chairman Dietzel called the Open Session Board Meeting to order at 8:04 a.m.
2. **Roll Call**
8:04 a.m. Roll call was taken.
3. **Minutes of June 23, 2017, Open Session Board Meeting**
8:04 a.m. The June 23, 2017, Open Session Board Meeting minutes were provided in the Board packet. A motion to approve the minutes was made by Commissioner Schoemehl and seconded by Commissioner Gully. **Motion passed unanimously.**
4. **Report of Treasurer**
8:05 a.m. The Treasurer's Report was provided in the Board packet, and will be kept at the office of the Deputy Secretary. No presentation was made. This agenda item was informational only.
5. **Report of President**
8:08 a.m. Chairman Dietzel asked Mr. Nations for his report. Mr. Nations reminded the Board that the Bi-State Development Annual Meeting will be held on Friday, October 6, 2017 from 11:30 a.m. to 1:30 p.m. at the Marriott St. Louis Grand Hotel, 800 Washington Avenue. There will also be an annual meeting pre-session at 10:00 a.m. on that same day. The pre-session will be an economic development panel discussion with the Regional Freightway Executive Director, Mary Lamie and David Jump, the President of American Milling. Mr. Jump's discussions will not only be very informative, but will provide an opportunity to learn more about, what is referred to in St. Louis as, the AG Coast of America and how the economy is developing.

At Mr. Nations's request, Ray Friem, Executive Director Metro Transit, introduced Trenise Winters, who has been selected as the General Manager of MetroBus. After the previous General Manager of MetroBus retired, a nationwide search was implemented to find the best candidate for the job. Ms. Winters has been an employee of Bi-State Development for a number of years starting her career with BSD in the Planning Department; then moving to Transit Service Manager; then running the Customer Service Center; and MetroBus Operations in Illinois. Ms. Winters brings a unique perspective and ability to fully understand the operations of MetroBus and the service it provides. Mr. Nations and the Board congratulated Ms. Winters.

In closing, Mr. Nations announced that the Fresh Food Kiosk Pilot Program will be launching at the Hanley MetroLink Station on Thursday, September 28, 2017, at 10:30 a.m.; and everyone is invited to attend to help launch this program. This is an eighteen (18) month program funded by the Missouri Foundation for Health that will bring fresh food to transit riders. John Wagner, Director of the Research Institute, has done a tremendous job on reaching out and securing new grant opportunities for BSD to be able to provide services such as this to the community.

6. Operations Committee Report

8:05 a.m. Committee Chairman Buehlhorn was participating by phone and asked, John Nations to give the Operations Committee report. Mr. Nations reported that the Operations Committee met in Open Session on August 15, 2017, at 8:00 a.m., and that the draft minutes of that meeting were contained in the Board packet under Tab #6. Three (3) items were being introduced on the Consent Agenda for Board consideration, with the Committee's recommendation of approval, as follows: 1) Consent Agenda Item #9(a) – Contract Award to Trapeze Software Group for Mobile Data Terminal Replacement for Call-A-Ride Fleet; 2) Consent Agenda Item #9(c) – Contract Modification and Extension of Communications Agency Services Contract with Common Ground Public Relations; and 3) Consent Agenda Item #9(d) – St. Louis Regional Freightway 2017 Multimodal Transportation Project List. Also on today's Board agenda is Agenda Item #10, the Amendment of Bylaws for Arts in Transit, Inc. and the Affiliation Agreement between Arts in Transit, Inc. and Bi-State Development. Several informational updates were provided to the Committee including an overview of the Transit Operations Fiscal Year 2017 Fourth Quarter Operations Report and Capital Project Update; the Metro Reimagined Project; and the Metro Transit System Security. That concluded the report of the Operations Committee.

7. Audit, Finance & Administration Committee Report

8:06 a.m. Committee Chair Gully reported that the Audit, Finance & Administration Committee met in Open Session on August 25, 2017, at 8:00 a.m., and that the draft minutes of that meeting were contained in the Board packet under Tab #7. Commissioner Gully stated that one item was being introduced on the Consent Agenda for Board consideration, with the Committee's recommendation for approval as follows: 1) Consent Agenda Item #9(b) – Contract Modification with Werremeyer, Inc. for Development and Implementation of Marketing Activities. The Committee was also provided an update regarding the FY18 Risk Management Insurance Program, a copy of which is provided in today's Board packet under Agenda Item #11. The Committee also reviewed the Internal Audit Status Report; the Internal Audit Follow-Up Summary for the Fourth Quarter Fiscal Year 2017; and the Treasury – Safekeeping Quarterly Accounts Audits for March 31 and June 30, 2017. Additional items presented to the Committee included the Financial Statements, Performance Indicators, and Procurement Reports for the Fourth Quarter Fiscal Year 2017, which are contained in the Board packet under Tabs #12, #13, and #14. The June 2017 Treasury Report was also presented at the Committee meeting. That concluded the report of the Audit, Finance & Administration Committee.

8. Adjustment of the Consent Agenda

8:10 a.m. There was no adjustment of the Consent Agenda.

9. Consent Agenda Item(s): 9(a) Contract Award to Trapeze Software Group for Mobile Data Terminal Replacement for Call-A-Ride Fleet (Operations Committee Recommends Approval) (Resolution #850); 9(b) Contract Modification with Werremeyer, Inc. for Development and Implementation of Marketing Activities (Audit, Finance &

Administration Committee Recommends Approval) (Resolution #849); 9(c) Contract Modification and Extension of Communications Agency Services Contract with Common Ground Public Relations (Operations Committee Recommends Approval) (Resolution #848); and 9(d) St. Louis Regional Freightway 2017 Multimodal Transportation Project List (Operations Committee Recommends Approval) (Resolution #847)

8:11 a.m. A motion to approve the Consent Agenda items was made by Commissioner Holman and seconded by Commissioner Brown. **Motion passed unanimously.**

10. Amendment of Bylaws for Arts in Transit, Inc. and Affiliation Agreement Between Arts in Transit, Inc. and Bi-State Development (Operations Committee Recommends Approval)

8:11 a.m. The Amendment of Bylaws for Arts in Transit, Inc. and the Affiliation Agreement between Arts in Transit, Inc. and Bi-State Development were provided in the Board packet. Mr. Nations explained that this item had been presented and approved unanimously at the Operations Committee meeting, but was not included on the consent agenda since this was a change to the governing documents of one of our enterprises, and, as such, should be dealt with separately by the Board. A motion was made by Commissioner Schoemehl and seconded by Commissioner Brown to approve this agenda item as presented. **Motion passed unanimously. (Resolution #845)**

11. FY18 Risk Management Insurance Program Update (Presented to Audit, Finance & Administration Committee)

8:11 a.m. The FY18 Risk Management Insurance Program Update was provided in the Board packet. John Nations, President & CEO stated that this agenda item was presented and discussed at the Audit, Finance and Administration Committee; and at the Committee's request is being forwarded to the Board for informational purposes only. No further Board action is required and a copy of this report will be kept at the office of the Deputy Secretary.

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

8:12 a.m. The Financial Statements – Fourth Quarter, Fiscal Year 2017 report was provided in the Board packet. John Nations, President & CEO, stated that Agenda Items #12, #13 and #14 were presented and discussed at the Audit, Finance & Administration Committee. The Committee's recommendation was that these items be forwarded to the full Board as informational items only. No additional presentation was provided. This report was informational only and no further Board action was required. A copy of the report will be kept at the office of the Deputy Secretary.

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

8:13 a.m. The Performance Indicators, Fourth Quarter Fiscal Year 2017 report was provided in the Board packet. See Agenda Item #12. No additional presentation was made. This report was informational only and a copy of the report will be kept at the office of the Deputy Secretary

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

8:13 a.m. The Procurement Activity Report, Fourth Quarter, Fiscal Year 2017 report was provided in the Board packet. See Agenda Item #12. No additional presentation was made. This

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

15. Unscheduled Business

8:13 a.m. Commissioner Schoemehl congratulated John Nations and the BSD staff for having three external audits that resulted in no findings. To have one audit with no findings is great, but to have three for one organization is remarkable and attributable to the tremendous work of the BSD staff. Mr. Nations thanked Commissioner Schoemehl for his comments, and extended his commendation to the staff of BSD.

16. Public Comment

8:15 a.m. There was no public comment.

17. Call of Dates for Future Board Meetings

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

Operations Committee:	Tuesday, October 17, 2017, 8:00 a.m.
Audit, Finance & Administration Committee:	Friday, October 20, 2017, 8:00 a.m.
Board Meeting:	Friday, November 17, 2017, 8:00 a.m.

18. Adjournment to Executive Session – If such action is approved by a majority vote of the Bi-State Development Agency’s Board of Commissioners who constitute a quorum, the Board may go into closed session to discuss legal, confidential, or privileged matters pursuant to Bi-State Development Board Policy Chapter 10, §10.080(D) Closed Records; Legal under §10.080(D)(1); Real Estate under §10.080(D)(2); Personnel under §10.080(D)(3); Health Proceedings under §10.080(D)(4); Employee Negotiations under §10.080(D)(5); Data Processing under §10.080(D)(6); Purchasing and Contracts under §10.080(D)(7); Proprietary Interest under §10.080(D)(8); Hotlines under §10.080(D)(9); Auditors under §10.080(D)(10); Security under §10.080(D)(11); Computers under §10.080(D)(12); Personal Access Codes under §10.080(D)(13); Personal Information under §10.080(D)(14); Insurance Information under §10.080(D)(15); Rail, Bus, or Facilities Safety and Accidents under §10.080(D)(16) or Protected By Law under §10.080(D)(17).

8:15 a.m. Pursuant to the requirements of Section 10.080 (D) (1); (2); (10); (11); (16) and (17) of the Bi-State Development Agency’s Board Policy, Chapter 10, Chairman Dietzel requested a motion to allow the Board to go into closed session. A motion to go into Executive Session was made by Commissioner Schoemehl and seconded by Commissioner Gully. A roll call vote was taken and the Commissioners present, Brown, Gully, Holman, Schoemehl, Buehlhorn, Dietzel, Watson and Zimmerman voted to approve this agenda item. **Motion passed unanimously, and the Open Session meeting was adjourned at 8:15 a.m.**