

Notice of Meeting and Agenda

**Bi-State Development
Board of Commissioners
Friday, November 17, 2017, 9:30 a.m.**

**Headquarters - Board Room, 6th Floor
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 Metro 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 Dietzel
2. Roll Call	Quorum	S. Bryant
3. Minutes of September 22, 2017, Open Session Board Meeting	Approval	Chairman Dietzel
4. Report of Treasurer	Information	Commissioner Buehlhorn
5. Report of President	Information	J. Nations
6. Operations Committee Report	Information	Commissioner Buehlhorn
7. Audit, Finance & Administration Committee Report	Information	Commissioner Gully
8. Adjustment of Consent Agenda	Approval	Chairman Dietzel
9. Consent Agenda Item(s)	Approval	Chairman Dietzel
(a) Contract Modification: Employee Vision Plan Services (Audit, Finance & Administration Committee Recommends Approval)	Approval	J. Nations / C. Stewart / D. Toben / A. Dunn
(b) Contract Award to Bridgestone/Firestone for Fleet Tire Leasing and Wheel Refinishing (Operations Committee Recommends Approval)	Approval	J. Nations / R. Friem / L. Jackson
(c) Amended Agreement Between Saint Louis County on Behalf of its Department of Human Services, Office of Family and Community Services, Veterans Program and Bi-State Development Agency of the Missouri-Illinois Metropolitan District (METRO) d/b/a Transportation Management Association (Operations Committee Recommends Approval)	Approval	J. Nations / R. Friem / J. Butler
(d) Wayfinding and Customer Communication Design Procurement of Services (Operations Committee Recommends Approval)	Approval	J. Nations / R. Friem / J. Mefford-Miller
(e) Northside-Southside Pilot Program for Transit Oriented Development Planning Procurement of Services (Operations Committee Recommends Approval)	Approval	J. Nations / R. Friem / J. Mefford-Miller

Agenda	Disposition	Presentation
(f) Sole Source Contract for Performance and Management Audit / Mass Transit Consultant Services (Audit, Finance & Administration Committee Recommends Approval)	Approval	J. Nations / L. Jackson / K. Klevorn
10. 2018 Board and Committee Meeting Schedule	Approval	J. Nations
11. Report of Nominating Committee and Election of Board Officers for 2018	Approval	Chairman Dietzel
12. Unscheduled Business	Approval	Chairman Dietzel
13. Public Comment*	Information	Chairman Dietzel
14. Call of Dates for Future Board Meetings	Information	S. Bryant
15. Adjournment to Executive Session	Approval	Chairman Dietzel
<p><i>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).</i></p>		

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.

Open Session Item

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**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.**



Deputy Secretary to the Board of Commissioners
Bi-State Development

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
AWARDING A CONTRACT TO TRAPEZE SOFTWARE GROUP FOR
MOBILE DATA TERMINAL REPLACEMENT FOR CALL-A-RIDE FLEET**

PREAMBLES:

Whereas, The Bi-State Development Agency of the Missouri-Illinois Metropolitan District (the "Agency"/"BSD") is a body corporate and politic, created by an interstate compact between the States of Missouri and Illinois, acting by and through its Board of Commissioners (the "Board of Commissioners"); and

Whereas, the Agency is authorized by Mo. Rev. Stat. §§ 70.370 et seq. and 45 Ill. Comp. Stat. 100/1 et seq. (jointly referred to herein as the "Compact") to plan, construct, maintain, own and operate passenger transportation facilities, and to perform all other necessary and incidental functions, and to disburse funds for its lawful activities, to adopt rules and regulations for the proper operation of its passenger transportation facilities and conveyances, to contract and to be contracted with; and

Whereas, Board Policy Chapter 50, §50.010(A)(2) and §50.010(E)(1)(a), requires Board approval of all competitive negotiation procurements exceeding \$500,000; and

Whereas, funding for this contract is provided by FTA Grant Number MO-90-X26 and local match provided by Prop M funds; and

Whereas, Metro Transit'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; and

Whereas, the current Mobile Data Terminal infrastructure was implemented in 2008 and is beginning to show its age both technologically and in repair costs. Call-A-Ride employs 200 operators and 120 vans to provide 2000 daily rides; and

Whereas, on February 24, 2017 BSD 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 Fleet. In response to the solicitation, two (2) proposals were received, reviewed, evaluated and scored in accordance with the evaluation requirements specified in the solicitation package; and

Whereas, BSD evaluated the responders on the basis of consensus technical, presentation/demonstration and the best and final cost scores. As a result, Trapeze was determined to be the most responsible firm whose proposal was most advantageous to BSD with the overall highest ranking scores for a contract in the not to exceed amount of \$634,123.00; and

Whereas, it is feasible, necessary and in the public interest for the Agency to enter into a contract to procure Mobile Data Terminals from Trapeze Software Group for the Call-A-Ride Fleet in an amount not to exceed \$634,123.00, in accordance with the terms and conditions described herein.

NOW, THEREFORE, THE BOARD OF COMMISSIONERS OF THE BI-STATE DEVELOPMENT AGENCY OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT DOES HEREBY RESOLVE, DETERMINE AND ORDER AS FOLLOWS:

Section 1. Findings. The Board of Commissioners hereby finds and determines those matters set forth in the preambles hereof as fully and completely as if set out in full in this Section 1.

Section 2. Approval of a Contract. The Board of Commissioners hereby approves a non-competitive procurement contract with Trapeze Software Group for Mobile Data Terminals for the Call-A-Ride Fleet in an amount not to exceed \$634,123.00, under and pursuant to this Resolution and the Compact for the authorized Agency purposes set forth in the preambles hereof and subject to the conditions hereinafter provided.

Section 3. Actions of Officers Authorized. The officers of the Agency, including, without limitation, the President and CEO, and Vice President of Procurement are hereby authorized and directed to execute all documents and take such actions as they may deem necessary or advisable in order to carry out and perform the purposes of this Resolution and the Contract and the execution of such documents or taking of such action shall be conclusive evidence of such necessity or advisability.

Section 4. Severability. It is hereby declared to be the intention of the Board of Commissioners that each and every part, section and subsection of this Resolution shall be separate and severable from each and every other part, section and subsection hereof and that the Board of Commissioners intends to adopt each said part, section and subsection separately and independently of any other part, section and subsection. In the event that any part, section or subsection of this Resolution shall be determined to be or to have been unlawful or unconstitutional, the remaining parts, sections and subsections shall be and remain in full force and effect, unless the court making such finding shall determine that the valid portions standing alone are incomplete and are incapable of being executed in accordance with the intent of this Resolution.

Section 5. Rights Under Resolution Limited. No rights shall be conferred by this Resolution upon any person or entity other than the Agency and Trapeze Software Group.

Section 6. Governing Law. The laws of the State of Missouri shall govern this Resolution.

Section 7. No Personal Liability. No member of the Board of Commissioners, officer, employee or agent of the Agency shall have any personal liability for acts taken in accordance with this Resolution.

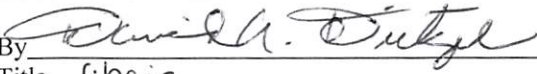
Section 8. Payment of Expenses. The Senior Vice President and CFO is hereby authorized and directed to pay or cause to be paid all costs, expenses and fees incurred in connection with or incidental to this Resolution and Contract.

Section 9. Effective Date. This Resolution shall be in full force and effect from and after its passage and approval.

ADOPTED by the Board of Commissioners of The Bi-State Development Agency of the Missouri-Illinois Metropolitan District this 22nd day of September, 2017.

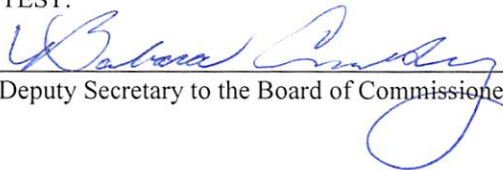
In Witness Whereof, the undersigned has hereto subscribed his signature and caused the Seal of the Agency to be affixed.

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

By 
Title Chair

[SEAL]

ATTEST:

By 
Deputy Secretary to the Board of Commissioners

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
MODIFYING A CONTRACT WITH WERREMEYER, INC. FOR
DEVELOPMENT AND IMPLEMENTATION OF MARKETING SERVICES**

PREAMBLES:

Whereas, The Bi-State Development Agency of the Missouri-Illinois Metropolitan District (the "Agency"/"BSD") is a body corporate and politic, created by an interstate compact between the States of Missouri and Illinois, acting by and through its Board of Commissioners (the "Board of Commissioners"); and

Whereas, the Agency is authorized by Mo. Rev. Stat. §§ 70.370 et seq. and 45 Ill. Comp. Stat. 100/1 et seq. (jointly referred to herein as the "Compact") to plan, construct, maintain, own and operate passenger transportation facilities, and to perform all other necessary and incidental functions, and to disburse funds for its lawful activities, to adopt rules and regulations for the proper operation of its passenger transportation facilities and conveyances, to contract and to be contracted with; and

Whereas, Board Policy Chapter 50, §50.010(A)(2) and §50.010(E)(1)(a) requires Board approval of all negotiated procurements exceeding \$500,000 and §50.010(E)(1)(d) requiring Board approval for all procurements which exceed the amounts budgeted or otherwise approved by the Board; and

Whereas, funding will be provided through BSD operating budget; and

Whereas, currently the Agency is in its second year of a three (3) year, with two (2) one-year options, contract with Werremeyer, Inc. to provide full-service marketing and creative agency services to assist in the development and implementation of marketing activities for BSD and its emerging enterprises: Bi-State Development Research Institute, St. Louis Downtown Airport and St. Louis Regional Freightway; and

Whereas, over the term of the current contract, it has been found that there was not sufficient funds to effectively meet the marketing services requirements of BSD, therefore it is necessary to increase the funding of the contract for the three (3) year contract period from \$600,000 to the not to exceed amount of \$1,200,000, and increase the funding for the two (2) one-year option years from \$400,000 to the not to exceed amount of \$800,000, for a new total contract amount of \$2,000,000 and award monetary and administrative contract modifications as needed; and

Whereas, it is feasible, necessary and in the public interest for the Agency to approve modification to the three (3) year contract, with two (2) one-year options with Werremeyer, Inc. for full service marketing services in a not to exceed total contract amount of \$2,000,000 and award monetary and administrative contract modifications as needed, in accordance with the terms and conditions described herein.

NOW, THEREFORE, THE BOARD OF COMMISSIONERS OF THE BI-STATE DEVELOPMENT AGENCY OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT DOES HEREBY RESOLVE, DETERMINE AND ORDER AS FOLLOWS:

Section 1. Findings. The Board of Commissioners hereby finds and determines those matters set forth in the preambles hereof as fully and completely as if set out in full in this Section 1.

Section 2. Approval of the Contract Modification. The Board of Commissioners hereby approves the contract modification with Werremeyer, Inc. for full service marketing services for a three (3) year contract with two (2) one-year options, in a not to exceed total contract amount of \$2,000,000 and award monetary and

administrative contract modifications as needed, under and pursuant to this Resolution and the Compact for the authorized Agency purposes set forth in the preambles hereof and subject to the conditions hereinafter provided.

Section 3. Actions of Officers Authorized. The officers of the Agency, including, without limitation, the President and CEO, and Vice President of Procurement are hereby authorized and directed to execute all documents and take such actions as they may deem necessary or advisable in order to carry out and perform the purposes of this Resolution and the Contract Modification and the execution of such documents or taking of such action shall be conclusive evidence of such necessity or advisability.

Section 4. Severability. It is hereby declared to be the intention of the Board of Commissioners that each and every part, section and subsection of this Resolution shall be separate and severable from each and every other part, section and subsection hereof and that the Board of Commissioners intends to adopt each said part, section and subsection separately and independently of any other part, section and subsection. In the event that any part, section or subsection of this Resolution shall be determined to be or to have been unlawful or unconstitutional, the remaining parts, sections and subsections shall be and remain in full force and effect, unless the court making such finding shall determine that the valid portions standing alone are incomplete and are incapable of being executed in accordance with the intent of this Resolution.

Section 5. Rights Under Resolution Limited. No rights shall be conferred by this Resolution upon any person or entity other than the Agency and Werremeyer, Inc.

Section 6. Governing Law. The laws of the State of Missouri shall govern this Resolution.

Section 7. No Personal Liability. No member of the Board of Commissioners, officer, employee or agent of the Agency shall have any personal liability for acts taken in accordance with this Resolution.

Section 8. Payment of Expenses. The Senior Vice President and CFO is hereby authorized and directed to pay or cause to be paid all costs, expenses and fees incurred in connection with or incidental to this Resolution and Contract Modification.

Section 9. Effective Date. This Resolution shall be in full force and effect from and after its passage and approval.

ADOPTED by the Board of Commissioners of The Bi-State Development Agency of the Missouri-Illinois Metropolitan District this 22nd day of September, 2017.

In Witness Whereof, the undersigned has hereto subscribed his signature and caused the Seal of the Agency to be affixed.

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

By David G. Dutzy
Title Chair

[SEAL]

ATTEST:

By [Signature]
Deputy Secretary to the Board of Commissioners

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
MODIFYING AND EXTENDING A CONTRACT WITH COMMON GROUND
PUBLIC RELATIONS FOR COMMUNICATION SERVICES**

PREAMBLES:

Whereas, The Bi-State Development Agency of the Missouri-Illinois Metropolitan District (the "Agency"/"BSD") is a body corporate and politic, created by an interstate compact between the States of Missouri and Illinois, acting by and through its Board of Commissioners (the "Board of Commissioners"); and

Whereas, the Agency is authorized by Mo. Rev. Stat. §§ 70.370 et seq. and 45 Ill. Comp. Stat. 100/1 et seq. (jointly referred to herein as the "Compact") to plan, construct, maintain, own and operate passenger transportation facilities, and to perform all other necessary and incidental functions, and to disburse funds for its lawful activities, to adopt rules and regulations for the proper operation of its passenger transportation facilities and conveyances, to contract and to be contracted with; and

Whereas, Board Policy Chapter 50, §50.010(A)(2) and §50.010(E)(1)(a) requires Board approval of all negotiated procurements exceeding \$500,000 and §50.010(E)(1)(d) requiring Board approval for all procurements which exceed the amounts budgeted or otherwise approved by the Board and §50.010(G)(2) requiring Board approval for contract extensions in excess of 180 days; and

Whereas, Gateway Arch Company will provide \$119,000 of the funding and \$69,000 through reimbursement by Gateway Arch Park Foundation formerly City ArchRiver; and

Whereas, currently the Agency is in its second option year (April 24, 2017 – April 23, 2018) with Common Ground Public Relations for communication services and strategic planning services to assist in the development and implementation of activities for the Gateway Arch Riverfront. The annual contract amount for the three (3) base contract years was \$95,000 per year and for the two (2) option years the annual amount is \$100,000 per year for a total contract amount of \$485,000 for five years; and

Whereas, over the last five years as the City ArchRiver Project (Project) and other improvements at the Jefferson National Expansion Memorial have continued, the overall completion date for the Project has been extended several times. The most recent expected Project completion date is Summer 2018. The Project completion date of Summer 2018 emphasizes the need for continuity of services with the current public relations firm and also the need to expand the scope of services to include Project completion and grand opening activities. Therefore the current contract with Common Ground Public Relations needs to be modified and to extend the performance period by six (6) months; and

Whereas, it is necessary to extend the contract for six (6) months (April 24, 2018 through October 23, 2018) in the amount of \$50,000 and also expand the scope of work in the amount of \$138,000 which would begin during option year 2, increasing the contract amount by \$188,000 for a total revised not to exceed contract amount of \$675,461; and

Whereas, it is feasible, necessary and in the public interest for the Agency to approve modifications to the contract with Common Ground Public Relations for communication services by extending the contract for six (6) months until October 23, 2018 and increasing the contract amount by \$188,000 in a not to exceed total contract amount of \$675,461, in accordance with the terms and conditions described herein.

NOW, THEREFORE, THE BOARD OF COMMISSIONERS OF THE BI-STATE DEVELOPMENT AGENCY OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT DOES HEREBY RESOLVE, DETERMINE AND ORDER AS FOLLOWS:

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
APPROVING THE 2017 FREIGHT DEVELOPMENT PROJECT LIST OF THE
ST. LOUIS REGIONAL FREIGHTWAY**

PREAMBLES:

Whereas, the Bi-State Development Agency of the Missouri-Illinois Metropolitan District (the “Agency”/ “BSD”) is a body corporate and politic, created by an interstate compact between the States of Missouri and Illinois, acting by and through its Board of Commissioners (the “Board of Commissioners”); and

Whereas, the Agency is authorized by Mo. Rev. Stat. §§ 70.370 et seq. and 45 Ill. Comp. Stat. 100/1 et seq. (jointly referred to herein as the “Compact”) to acquire by gift, purchase or lease, sell or otherwise dispose of, and to plan, construct, operate and maintain, or lease to others for operation and maintenance, airports, wharves, docks, harbors, and industrial parks adjacent to and necessary and convenient thereto, bridges, tunnels, warehouses, grain elevators, commodity and other storage facilities, sewage disposal plants, passenger transportation facilities, and air, water, rail, motor vehicle and other terminal or parking facilities; to contract and to be contracted with; and to perform all other necessary and incidental functions; and

Whereas, the mission of the St. Louis Regional Freightway (Freightway) is to develop and grow the freight industry in the St. Louis region and to optimize the region’s freight portfolio. The Freightway will work to initiate and support key public and private infrastructure projects, freight-related investments and land use requirements, in addition to marketing and advocating for the region’s freight opportunities, focusing specifically on freight industry elements of pipeline, roadways, rivers, runways and rail; and

Whereas, the Freightway Needs Analysis and Freight Development (NAFD) Committee is responsible for preparing the region’s Freight Development Plan which includes a list of multimodal transportation projects that will help grow the local economy through the region’s manufacturing and logistics industries; and

Whereas, NAFD Committee members prepared a priority list of multimodal projects, the 2017 Freight Development Project List which was developed through a request for projects throughout the St. Louis region from state and local agencies and the NAFD Committee members. The Freightway Council approved the Project List during its April 7, 2017 Council Meeting; and

Whereas, it is feasible, necessary and in the public interest for the Agency to approve the 2017 Freight Development Project List of the St. Louis Regional Freightway, in accordance with the terms and conditions described herein.

NOW, THEREFORE, THE BOARD OF COMMISSIONERS OF THE BI-STATE DEVELOPMENT AGENCY OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT DOES HEREBY RESOLVE, DETERMINE AND ORDER AS FOLLOWS:

Section 1. Findings. The Board of Commissioners hereby finds and determines those matters set forth in the preambles hereof as fully and completely as if set out in full in this Section 1.

Section 2. Approval of the Freight Development Project List. The Board of Commissioners hereby approves the 2017 Freight Development Project List of the St. Louis Regional Freightway, (as provided in the Attachment to the Briefing Paper and made a part hereof), under and pursuant to this Resolution and the Compact

for the authorized Agency purposes set forth in the preambles hereof and subject to the conditions hereinafter provided.

Section 3. Actions of Officers Authorized. The Officers of the Agency, including without limitation, the President and CEO, are hereby authorized and directed to execute all documents and take such actions as they may deem necessary or advisable in order to carry out and perform the purposes of this Resolution, including the payment of all costs, expenses, and fees incurred in the connection with or incidental to this Resolution; and the execution of such documents or taking of such actions shall be conclusive evidence of such necessity or advisability.

Section 4. Severability. It is hereby declared to be the intention of the Board of Commissioners that each and every part, section, and subsection of this Resolution shall be separate and severable from each and every other part, section and subsection hereof, and that the Board intends to adopt each part, section, and subsection separately and independently of any other part, section and subsection. In the event that any part, section or subsection of this Resolution shall be determined to be, or to have been, unlawful or unconstitutional, the remaining parts, sections and subsections shall be and remain in full force and effect, unless the court making such finding shall determine the valid portions, standing alone, are incomplete and are therefore incapable of being executed in accordance with the intent of this Resolution.

Section 5. Rights Under Resolution Limited. No rights shall be conferred by this Resolution upon any person or entity other than the Agency, its officers and employees.

Section 6. Governing Law. The laws of the State of Missouri shall govern this Resolution.

Section 7. No Personal Liability. No member of the Board of Commissioners, officer, employee or agent of the Agency shall have any personal liability for acts taken in accordance with this Resolution.

Section 8. Payment of Expenses. The Senior Vice President and CFO is hereby authorized and directed to pay or cause to be paid all costs, expenses and fees incurred in connection with or incidental to this Resolution.

Section 9. This Resolution shall be in full force and effect from and after its passage and approval.

ADOPTED by the Board of Commissioners of The Bi-State Development Agency of the Missouri-Illinois Metropolitan District this 22nd day of September, 2017.

In Witness Whereof, the undersigned has hereto subscribed his signature and caused the Seal of the Agency to be affixed.

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

By David A. Ditzel
Title Chair

[SEAL]

ATTEST:

By [Signature]
Deputy Secretary to the Board of Commissioners

**A RESOLUTION OF THE BOARD OF COMMISSIONERS OF THE BI-
STATE DEVELOPMENT AGENCY OF THE MISSOURI-ILLINOIS
METROPOLITAN DISTRICT APPROVING AMENDMENT OF YLAWS
FOR ARTS IN TRANSIT AND APPROVING AN AFFILIATION
AGREEMENT BETWEEN THE AGENCY AND ARTS IN TRANSIT**

PREAMBLES:

Whereas, The Bi-State Development Agency of the Missouri-Illinois Metropolitan District (the "Agency/ BSD") is a body corporate and politic, created by an interstate compact between the States of Missouri and Illinois, acting by and through its Board of Commissioners (the "Board of Commissioners"); and

Whereas, the Agency is authorized by Mo. Rev. Stat. §§ 70.370 et seq. and 45 Ill. Comp. Stat. 100/1 et seq. jointly referred to herein as the "Compact") to plan, construct, maintain, own and operate passenger transportation facilities, to disburse funds for its lawful activities, to adopt rules and regulations for the proper operation of its passenger transportation facilities and conveyances, to contract and to be contracted with; and to perform all other necessary and incidental functions; and

Whereas, Arts in Transit ("AIT"), a Missouri not-for-profit corporation, has been in operation as a 501(c)(3) organization since 2011 and has a history of creating artwork for both BSD MetroLink and MetroBus systems. AIT has brought thousands of individuals in contact with Metro Transit through its children's educational programs, temporary art installations, interactive community events, and permanent artworks created by local, regional and nationally recognized artists; and

Whereas, AIT 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 and over the years this has resulted in hundreds of thousands of additional funds to BSD for educational and community programs, permanent and temporary public art, and integrated artistic design; and

Whereas, AIT Bylaws needed to be updated to provide a better working framework for the management, administration and operation of AIT and to expand and diversify its board to include individuals from the visual arts and/or design, education and business communities; and

Whereas, AIT is supported by the Agency and the Affiliation Agreement details the cooperative and supportive services and overhead that the Agency provides or may provide in the future to AIT; and

Whereas, it is feasible, necessary and in the public interest for the Agency to approve the Amended Bylaws of Arts in Transit and approve the Affiliation Agreement between the Agency and Arts in Transit, in accordance with the terms and conditions described herein.

NOW, THEREFORE, THE BOARD OF COMMISSIONERS OF THE BI-STATE DEVELOPMENT AGENCY OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT DOES HEREBY RESOLVE, DETERMINE AND ORDER AS FOLLOWS:

Section 1. Findings. The Board of Commissioners hereby finds and determines those matters set forth in the preambles hereof as fully and completely as if set out in full in this Section 1.

Section 2. Approval of the Amended Bylaws and Affiliation Agreement. The Board of Commissioners hereby approves the Amended Articles of Incorporation and the Amended Bylaws of Arts in Transit and the Affiliation Agreement between Arts in Transit and the Agency, under and pursuant to this Resolution and the Compact for the authorized Agency purposes set forth in the preambles hereof and subject to the conditions hereinafter provided.

Section 3. Form of the Amended Bylaws and Affiliation Agreement. The form of the Amended Bylaws and Affiliation Agreement (as provided in the Attachments to the Briefing Paper and made a part hereof),

substantially in the form presented to this meeting are hereby approved, and officers of the Agency, including without limitation, the President and CEO, are hereby authorized and directed to execute and deliver and attest, respectively, the Amended Bylaws and Affiliation Agreement, with such changes, modifications, insertions and omissions as may be deemed necessary or desirable to affect the Amended Bylaws and Affiliation Agreement, with the necessity and desirability of such changes, modifications, insertions and omissions conclusively evidenced by their execution thereof.

Section 4. Actions of Officers Authorized. The Officers of the Agency are hereby authorized and directed to execute all documents and take such actions as they may deem necessary or advisable in order to carry out and perform the purposes of this Resolution, Amended Bylaws and Affiliation Agreement including the payment of all costs, expenses, and fees incurred in the connection with or incidental to this Resolution; and the execution of such documents or taking of such actions shall be conclusive evidence of such necessity or advisability.

Section 5. Severability. It is hereby declared to be the intention of the Board of Commissioners that each and every part, section, and subsection of this Resolution shall be separate and severable from each and every other part, section and subsection hereof, and that the Board intends to adopt each part, section, and subsection separately and independently of any other part, section and subsection. In the event that any part, section or subsection of this Resolution shall be determined to be, or to have been, unlawful or unconstitutional, the remaining parts, sections and subsections shall be and remain in full force and effect, unless the court making such finding shall determine the valid portions, standing alone, are incomplete and are therefore incapable of being executed in accordance with the intent of this Resolution.

Section 6. Rights Under Resolution Limited. No rights shall be conferred by this Resolution upon any person or entity other than the Agency and Arts in Transit.

Section 7. Governing Law. The laws of the States of Missouri shall govern this Resolution.

Section 8. No Personal Liability. No member of the Board of Commissioners, officer, employee or agent of the Agency shall have any personal liability for acts taken in accordance with this Resolution.

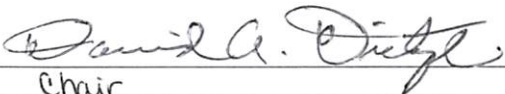
Section 9. Payment of Expenses. The Senior Vice President and CFO is hereby authorized and directed to pay or cause to be paid all costs, expenses and fees incurred in connection with or incidental to this Resolution.

Section 10. This Resolution shall be in full force and effect from and after its passage and approval.

ADOPTED by the Board of Commissioners of The Bi-State Development Agency of the Missouri-Illinois Metropolitan District this 22nd day of September, 2017

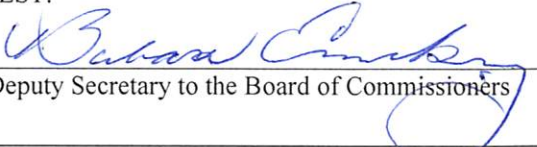
In Witness Whereof, the undersigned has hereto subscribed his signature and caused the Seal of the Agency to be affixed.

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

By 
Title Chair

[SEAL]

ATTEST:

By 
Deputy Secretary to the Board of Commissioners

Open Session Item

4

**BI-STATE DEVELOPMENT
TREASURER'S REPORT
September 29, 2017**

INVESTMENTS

Yields:

Bi-State investments had an average yield of .94% for the month of September, up slightly from August. The Federal Funds Rate remained at 1.25% in September, although one more increase is still expected by the end of 2017.

Invested Funds:

In September, Bi-State directed \$203 million of cash and investments. Approximately 27% of the invested funds were invested in U.S. Treasury or U.S. Government Agency securities, and 5% were invested in collateralized Certificates of Deposit (CDs) or Repurchase Agreements (Repos). The balance was invested in AAA rated money market funds. The average maturity of Bi-State investments was approximately 96 days.

DEBT MANAGEMENT

Debt Restructuring, 2013:

On July 1, 2013, Bi-State successfully sold its \$381,225,000 Series 2013A Bonds. More than \$1.5 billion in orders were placed for the bonds. The deal closed on August 1, 2013. An effective cost of funds of 4.44% was achieved. The effects of the \$75 million County loan bring the true interest cost to 3.68%. The bond restructuring, of essentially all of the Cross County Bonds, with the exception of the \$97 million Series 2009 Bonds, achieved important long-term financial objectives for Bi-State:

- Improved debt ratings. The bonds were assigned ratings of 'AA+' and 'Aa3' by S&P and Moody's, respectively. The higher ratings will benefit Bi-State in future financings.
- Eliminated exposure of Bi-State to variable and short-term debt obligations.
- Brought 2010 subordinate bonds to senior lien status, and began their amortization.
- Optimized the debt service funding requirements to preserve long-term funding flexibility for operations and capital.
- Incorporated the availability of the County Loan by using the Prop A Capital Reserve to reduce borrowing costs.
- Returned \$18 million of Federal funding from the 2002 Debt Service Reserve Fund to Bi-State's capital program.

In 2014, St Louis County approved the appropriation of the 2nd loan advance in the amount of \$30 million to Bi-State. The Series 2052 bonds were redeemed on October 1, 2014. This lowered the interest rate on \$30 million in debt from 4.75% to 1.04%.

In August 2015, St Louis County approved the appropriation of the 3rd loan advance and the Series 2050 bonds were redeemed on October 1, 2015. The interest rate on this \$30 million in debt decreased from 4.75% to 1.02%. The debt service reserve fund requirement on the 2013A bonds also decreased. The new debt service reserve requirement is now approximately \$23.6 million.

Arch Tram Revenue Bonds, 2014:

On December 3, 2014, Bi-State closed on the Series 2014 Taxable Arch Tram Revenue Bonds. These bonds have a par value of \$7,656,000 and a 30-year term. The initial fixed rate term is 10 years with a fixed interest rate of 4.016%. The funds from this bond issuance will pay for the cost of issuance, a portion of the interior roof over the Arch visitor's center, and the replacement of the motor generator sets. The debt service requirement is approximately \$454 thousand.

Bi-State Development/St. Clair County Transit District Revenue Bonds Refunding, 2014:

On December 4, 2014, Bi-State and St Clair County Transit District closed on the \$4,160,000 issuance of the Series 2014 Bi-State Development/St Clair County Metrolink Extension Project Refunding Revenue Bonds. The refunding provides a savings of approximately \$700,000 in debt service expenses. It also eliminated the need for the debt service reserve funding of approximately \$450 thousand.

Capital Leases:

Bi-State has one remaining capital lease, its 2001 LRV Lease (C1, C2 Tranches). In February 2011, staff negotiated a default cure agreement with the 2001 C1 C2 lease investor. The agreement provided that Bi-State deposit additional collateral with the lease trustee, of which the St. Clair County Transit District (SCCTD) provided 70%. In January, the aggregate market value of pledged collateral was determined to be approximately \$1 million more than required. Our current collateral requirement is approximately \$6.8 million.

FUEL HEDGING

In September, in conjunction with its diesel fuel hedging program, Bi-State had an *unrealized gain* of \$1.1 million on the sale of Home Heating Oil #2 futures contracts. September oil prices ended the month at \$51.67 a barrel, a 9% increase since the end of August. Generally, as the price of oil increases, the value of Bi-State's future positions also increases. A gain in the futures partially offsets the actual increase in the cost of diesel fuel. If oil prices drop, the value of the futures decline. An increase in unrealized gains generally indicates that the price of fuel is rising, and losses generally indicate oil prices are falling.



BI-STATE DEVELOPMENT - MONTHLY TREASURER'S REPORT

AS OF: 29-Sep-2017

31-Aug-2017

	Wt. Avg.	Dollars		Market		Wt. Avg.	Dollars	Percentage		Market
BI-STATE DIRECTED:	Maturity (1)	(,000 omitted)	Of Total	Rate	Value (2)	Maturity (1)	(,000 omitted)	Of Total	Rate	Value (2)
Cash	0	\$9,956	6.4%	0.00%	\$9,956	0	\$9,183	7.2%	0.00%	\$9,183
Repurchase Agreements	3	7,644	4.9%	1.07%	7,644	1	6,416	5.0%	1.09%	6,416
Certificates of Deposit	0	0	0.0%	0.00%	0	0	0	0.0%	0.00%	0
U.S. Agencies (discounted)	27	2,489	1.6%	0.62%	2,498	56	2,489	2.0%	0.62%	2,496
U.S. Agencies (coupon)	361	10,501	6.8%	1.16%	10,478	390	10,501	8.3%	1.16%	10,486
U.S. Treasury Securities	174	6,845	4.4%	0.69%	6,864	203	6,845	5.4%	0.69%	6,854
Other Investments (3)	3	117,858	75.9%	0.87%	117,858	1	91,802	72.2%	0.84%	92,360
SUB-TOTAL BI-STATE	35	\$155,293	100.0%	0.89%	\$155,298	45	\$127,236	100.0%	0.87%	\$127,795
BI-STATE DIRECTED-PROP M:										
Certificates of Deposit	441	\$1,530	3.2%	1.31%	\$1,530	470	\$1,530	3.2%	1.31%	\$1,530
U.S. Agencies (discounted)	58	3,983	8.4%	0.93%	3,990	72	3,983	8.4%	0.93%	3,989
U.S. Agencies (coupon)	434	30,307	64.1%	1.20%	30,237	463	30,307	64.3%	1.20%	30,265
U.S. Treasury Securities	0	0	0.0%	0.00%	0	0	0	0.0%	0.00%	0
Other Investments (3)	3	11,432	24.2%	0.90%	11,432	1	11,319	24.0%	0.88%	11,319
SUB-TOTAL PROP M	298	\$47,252	100.0%	1.11%	\$47,189	319	\$47,139	100.0%	1.10%	\$47,103
TOTAL BI-STATE DIRECTED	96	\$202,545		0.94%	\$202,487	119	\$174,375		0.93%	\$174,898
TRUSTEE DIRECTED:										
Cash	0	\$0	0.0%	0.00%	\$0	0	\$0	0.0%	0.00%	\$0
Municipal Bonds	1352	8,165	15.4%	2.34%	8,126	1381	8,165	14.2%	2.34%	8,114
U.S. Agencies (coupon)	1057	12,764	24.1%	2.60%	13,043	1536	12,764	22.1%	2.60%	13,120
Commercial Paper	0	0	0.0%	0.00%	0	0	0	0.0%	0.00%	0
Bonds	75	10,459	19.7%	0.18%	10,464	46	2,482	4.3%	0.18%	2,491
Other Investments (3)	3	21,650	40.8%	0.77%	21,650	1	34,222	59.4%	0.77%	34,222
SUB-TOTAL TRUSTEE	479	\$53,038	100.0%	1.34%	\$53,283	538	\$57,633	100.0%	1.37%	\$57,947
TOTAL BI-STATE & TRUSTEE	176	\$255,583		1.02%	\$255,770	223	\$232,008		1.04%	\$232,845
LRV LEASE/LEASEBACK 2001:										
Cash	0	3	0.0%	0.00%	3	0	3	0.0%	0.00%	3
US Treasury Securities	97	6,840	6.1%	0.63%	6,864	126	6,840	6.1%	0.63%	6,858
Other Investments (4)		105,671	93.9%	5.80%	105,671		104,567	93.9%	5.80%	104,567
SUB-TOTAL LRV 2001		\$112,514	100.0%	5.49%	\$112,538		\$111,410	100.0%	5.48%	\$111,428
SUB-TOTAL LEASES		\$112,514			\$112,538		\$111,410			\$111,428
Grand Total (5)		\$368,097			\$368,308		\$343,418			\$344,273

Explanatory Notes:

- (1) Approximate weighted average of days to effective maturity, from last business day of the month.
- (2) Market value of government securities provided by safekeeping agent. Cost equals market for other investments.
- (3) Includes money market funds and fuel hedging accounts.
- (4) Investment Contracts (leases). Values of investment contracts adjusted to conform to lease payment schedules.
- (5) All amounts preliminary and subject to audit and adjustment.

Prepared by:

Terri Gudowicz Green 10/31/17
Terri Gudowicz Green, Mgr of Treas Ops Date

Reviewed by:

Tammy Fulbright 10/30/17
Tammy Fulbright, Dir of Treasury Services Date

Approved:

Kathy Klevorn 10/31/17
Kathy Klevorn, CFO Date

**BI-STATE DEVELOPMENT
MONTHLY TREASURER'S REPORT- ALL COMPANIES
BANK / ISSUER SUMMARY as of:**

9/29/2017

Section 1 Bank/Issuer Summary

BI-STATE DIRECTED * <i>all non debt/lease assets, inc. Prop M:</i>	CASH	CERTIFICATES OF DEPOSIT	REPURCHASE AGREEMENTS	OTHER	GOVERNMENT SECURITIES	COMMERCIAL PAPER\ BA's	TOTAL	MARKET VALUE	NOTES
BANK OF AMERICA MERRILL LYNCH	2,642,564	0	0	0	0	0	2,642,564	2,642,564	FDIC\tri-party collateral(deposits).
BLACK ROCK	0	0	0	39,994,779	0	0	39,994,779	39,994,779	Money Market Fund (Govt. Securities).
COMMERCE BANK	0	1,529,985	0	0	0	0	1,529,985	1,529,985	FDIC\FRB collateral.
FIDELITY	0	0	0	61,309,062	0	0	61,309,062	61,309,062	Money Market Fund (First Tier\Prime)
INVESCO	0	0	0	22,778,861	0	0	22,778,861	22,778,861	Money Market Fund (First Tier\Prime)
FIRST CLOVERLEAF	0	0	0	0	0	0	0	0	FDIC\tri-party collateral(deposits).
JEFFERSON BANK & TRUST	500	0	0	0	0	0	500	500	FDIC; repo collateral held at JBT.
JP MORGAN CHASE	(201,249)	0	0	0	0	0	(201,249)	(201,249)	FDIC (bank acct.)MMKT (First Tier\Prime)
OPTUM	15,429	0	0	0	0	0	15,429	15,429	FDIC\FRB collateral.
BENEFLEX	4,307	0	0	0	0	0	4,307	4,307	FDIC\FRB collateral.
HEALTHSCOPE	50,370	0	0	0	0	0	50,370	50,370	FDIC\FRB collateral.
PNC BANK	7,039,898	0	2,109,129	0	0	0	9,149,027	9,149,027	FDIC\FRB collateral.
RBC DAIN RAUSCHER	0	0	0	4,074,047	0	0	4,074,047	4,074,047	Commodities Margin Acct. (fuel hedging)
RJ O'BRIEN	0	0	0	1,132,995	0	0	1,132,995	1,132,995	Commodities Trading Acct. (fuel hedging)
REGIONS BANK	1,439	0	0	0	0	0	1,439	1,439	FDIC Insured.
UMB BANK	351	0	5,535,000	0	0	0	5,535,351	5,535,351	FDIC\FRB Collateral.
U.S. BANK	(248,644)	0	0	0	0	0	(248,644)	(248,644)	FDIC\FRB Collateral.
ILLINOIS FUNDS	0	0	0	0	0	0	0	0	Illinois State Treasurer Investment Pool.
FARM CREDIT BANK	0	0	0	0	25,481,185	0	25,481,185	25,423,427	Safekept at Bank of America (BOA).
FEDERAL HOME LOAN BANK	0	0	0	0	21,798,846	0	21,798,846	21,779,744	Safekept at Bank of America (BOA).
U.S. TREASURY	0	0	0	0	6,845,063	0	6,845,063	6,864,062	Safekept by BOA or designated agent.
OTHER	650,967	0	0	0	0	0	650,967	650,967	
sub-total Bi-State directed	9,955,932	1,529,985	7,644,129	129,289,744	54,125,094	0	202,544,884	202,487,023	
TRUSTEE DIRECTED									
<u>DEBT ISSUES</u>									
Cross County Bonds									
Series 2009, 2013									
<u>BANK OF NEW YORK-MELLON TRUST</u>									
BANK OF NEW YORK	0	0	0	0	0	0	0	0	FDIC Insured.
GOLDMAN	0	0	0	21,649,436	0	0	21,649,436	21,649,436	Money Market Fund (First Tier\Prime).
FEDERATED GOVT OBLIG	0	0	0	0	0	0	0	0	Safekept at Bank of New York
MORGAN STANLEY	0	0	0	0	0	0	0	0	Safekept at Bank of New York
GOVERNMENT AGENCIES	0	0	0	0	12,764,224	0	12,764,224	13,043,368	Safekept at Bank of New York
MUNICIPAL BONDS	0	0	0	0	8,165,315	0	8,165,315	8,125,902	Safekept at Bank of New York
BOND FUNDS	0	0	0	0	0	10,459,250	10,459,250	10,464,340	Safekept at Bank of New York
sub-total	0	0	0	21,649,436	20,929,539	10,459,250	53,038,225	53,283,046	
SUB-TOTAL TRUSTEE (BONDS)	0	0	0	21,649,436	20,929,539	10,459,250	53,038,225	53,283,046	
SUB-TOTAL BI-STATE AND TRUSTEE	9,955,932	1,529,985	7,644,129	150,939,180	75,054,633	10,459,250	255,583,109	255,770,069	
LRV Lease\Leaseback 2001 C1 C2									
FSAVIG	0	0	0	105,671,347	0	0	105,671,347	105,671,347	Guaranteed Investment Contract (GIC).
US TREASURY	3,130	0	0	0	6,839,504	0	6,842,634	6,867,546	Safekept by Lease Trustee.
sub-total	3,130	0	0	105,671,347	6,839,504	0	112,513,981	112,538,893	
sub-total leases	3,130	0	0	105,671,347	6,839,504	0	112,513,981	112,538,893	
GRAND TOTAL	\$9,959,062	\$1,529,985	\$7,644,129	\$256,610,527	\$81,894,137	\$10,459,250	\$368,097,090	\$368,308,962	

* Please refer to Pages 5 and 10 for explanatory notes and credit ratings.

+ ABBREVIATIONS (above):

FDIC- Federal Deposit Insurance Corp.
FRB - Federal Reserve Bank

INVESTMENT CATEGORY DESCRIPTIONS

CASH: Demand deposit accounts. Some accounts are consolidated by bank for presentation purposes. Negative balances generally reflect check float. Bi-State's bank accounts are protected either by Federal Deposit Insurance Corporation (FDIC), or collateralized with securities pledged to Bi-State and held either in a segregated customer account, tri-party account, or at the Federal Reserve.

CERTIFICATES OF DEPOSIT: Non-negotiable certificates of deposit, protected by FDIC insurance, AAA rated surety or Letter of Credit, or collateralized with securities placed in joint safekeeping with Bi-State at the Federal Reserve Bank.

BANKER'S ACCEPTANCE (BAs): Negotiable investment instruments created by banks to finance commercial trade transactions. Bi-State's investment policy permits purchase of BAs only from banks rated "B" or better by Fitch Ratings (formerly Thomson BankWatch-see ratings descriptions below).

REPURCHASE AGREEMENTS (REPOs): An investment created by the simultaneous sale and repurchase of a security (usually a government security) for different settlement dates. Bi-State's repos are collateralized with securities held in segregated customer accounts, or at the Federal Reserve.

OTHER: Interest checking, money market funds, guaranteed investment contracts (GICs) and investment agreements. Also includes fuel hedging related accounts. Bi-State's policy restricts use of money market funds to Triple A rated institutional funds which have over \$500 million in assets.

GOVERNMENT SECURITIES: Securities (bills, discount notes, strips, coupon notes and bonds), issued by the U.S. Treasury or U.S. Government Agencies. Some securities are subject to "call" (redemption before stated final maturity).

COMMERCIAL PAPER: Short-term unsecured promissory note that is the obligation of the issuing entity, generally a large corporation (see ratings descriptions below).

NOTE: Permitted Bi-State investments are specified in Board Policy 30.040. All investments are shown at cost, unless otherwise noted. Market values shown for government securities or commercial paper are considered "subject to market" and provided for informational use only. Cost or par approximates market for other investments, and some of these may be subject to penalty for early redemption.

CREDIT QUALITY RATING DEFINITIONS (also see Page 9)

Standard & Poor's, Moody's Investor Services, Fitch:

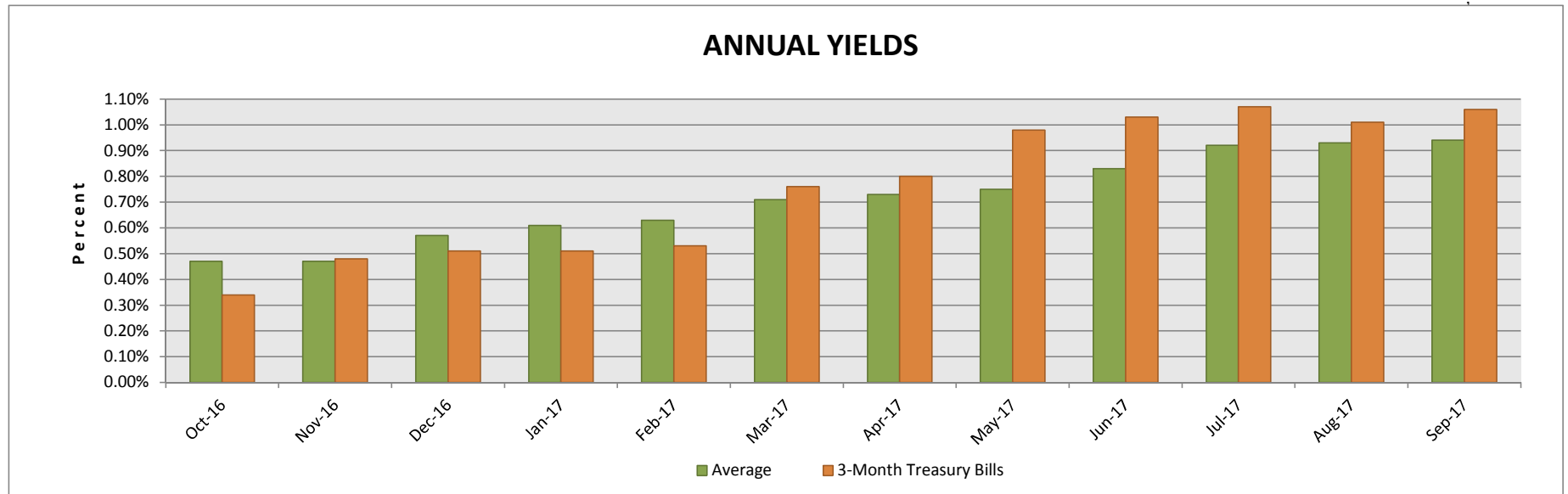
AAA Standard & Poor's, Moody's and Fitch rate credit quality on an A to C scale, with A generally regarded as "upper investment grade" and C as "speculative" (D would indicate default). Within each category are different gradients. The triple A rating indicates that the issuer's long term unsecured debt rating or specific investment instrument (such as money market funds) are of the highest credit quality (lowest expectation of risk.) The AAA rating is assigned only when there is exceptionally strong capacity for timely payment of financial commitments.

A1-P1 Commercial Paper issues rated "A-1" by Standard and Poor's and "P-1" by Moody's have the greatest capacity for timely payment (least risk). Bi-State's investment policy permits purchase of A2-P2 commercial paper from issuers with a business presence in the St. Louis region.

**BI-STATE DEVELOPMENT
ANNUAL INVESTMENT REPORT
FOR MOST CURRENT 12 MONTHS**

Funds (ooo's omitted)	Oct-16	Nov-16	Dec-16	Jan-17	Feb-17	Mar-17	Apr-17	May-17	Jun-17	Jul-17	Aug-17	Sep-17
Bi-State Investments	157,139	159,874	155,220	162,958	146,426	151,805	157,884	145,640	141,033	142,764	127,236	155,802
Bi-State Prop M Investments	52,115	51,693	51,713	51,535	50,600	50,669	49,633	48,143	48,198	47,121	47,139	47,252
Total	209,254	211,567	206,933	214,493	197,026	202,474	207,517	193,783	189,231	189,885	174,375	203,054
Trustee Investments	40,282	42,648	44,622	46,759	49,144	50,795	42,194	44,780	47,016	53,922	57,633	53,038

Yields\Rates Information	Oct-16	Nov-16	Dec-16	Jan-17	Feb-17	Mar-17	Apr-17	May-17	Jun-17	Jul-17	Aug-17	Sep-17
Bi-State	0.41%	0.41%	0.48%	0.51%	0.54%	0.62%	0.64%	0.67%	0.75%	0.86%	0.87%	0.89%
Prop M	0.66%	0.67%	0.86%	0.90%	0.91%	0.98%	1.00%	1.01%	1.04%	1.10%	1.10%	1.11%
Average	0.47%	0.47%	0.57%	0.61%	0.63%	0.71%	0.73%	0.75%	0.83%	0.92%	0.93%	0.94%
Trustee	1.31%	1.29%	1.24%	1.21%	1.16%	1.14%	1.32%	1.26%	1.38%	1.29%	1.37%	1.34%
3-Month Treasury Bills	0.34%	0.48%	0.51%	0.51%	0.53%	0.76%	0.80%	0.98%	1.03%	1.07%	1.01%	1.06%
1 Year Treasury	0.66%	0.80%	0.85%	0.81%	0.88%	1.03%	1.07%	1.17%	1.24%	1.23%	1.23%	1.31%
Fed Funds (target)	0.50%	0.50%	0.75%	0.75%	0.75%	1.00%	1.00%	1.00%	1.25%	1.25%	1.25%	1.25%
20-Year Municipals	3.29%	3.80%	3.04%	3.83%	3.94%	3.86%	3.77%	3.61%	3.58%	3.52%	3.51%	3.64%
SIFMA (BMA) Index (month end)	0.63%	0.56%	0.72%	0.66%	0.62%	0.91%	0.90%	0.76%	0.91%	0.82%	0.79%	0.94%



Diesel Fuel Hedging Program - FY 2018

	Diesel Fuel Budget \ Actual Comparison:	Sep-17	Year to Date	Life to Date
a	Gallons consumed-actual	439,641	1,422,300	81,083,664
b=(c/a)	Average cost per gallon-actual	\$ 1.85	\$ 1.70	\$ 2.10
c	Total Diesel Fuel Cost-Actual	\$ 811,357	\$ 2,423,589	\$ 170,434,776
d	Gallons consumed- budget	468,727	1,451,208	84,767,113
e=(f/d)	Average cost per gallon- budget	\$ 1.83	\$ 1.83	\$ 2.35
f	Total Diesel Fuel Cost- Budget	\$ 857,770	\$ 2,655,711	\$ 198,814,149
g=(f-c)	Budget Variance (Unfavorable)	\$ 46,413	\$ 232,122	\$ 28,379,373
h	Realized Futures Gains (Losses)	\$ 107,503	\$ 145,870	\$ (2,573,145)
i=(c-h)	Net Cost of Fuel	\$ 703,854	\$ 2,277,719	\$ 173,007,921
j=(i-f)	Net Budget Variance (Unfavorable)	\$ 153,916	\$ 377,992	\$ 25,806,228
j=(i/f)	Net Cost of Fuel, Per Gallon, inc. Hedge	\$ 1.60	\$ 1.60	\$ 2.13
k=(e-i)	Net Budget Variance Per Gallon	\$ 0.23	\$ 0.23	\$ 0.21
Futures Activity:		Price of Barrel of Oil:		
	Futures Contracts Purchased	10	Date	Price
	Futures Contracts Sold	20	05/31/2017	\$ 48.32
	Futures Contracts Net Change at month end	(10)	06/30/2017	\$ 46.04
	Total Open Futures Contracts, at month end	221	07/31/2017	\$ 50.17
	Futures Contracts Unrealized Gain/(Loss) *	\$1,099,237	08/31/2017	\$ 47.23
	(% of Estimated Future Consumption)	79%	09/29/2017	\$ 51.67

* = At month end

Explanatory Notes:

Consumption budgeted at approximately 120,000 gallons per week.

Current diesel contracts: diesel =Platts +10.17 cents per gal.; B2 diesel= Platts + 10.93 cents per gal.

A futures contract equals 42,000 gallons.

Numbers above rounded.

Amounts do not include transaction or consulting costs.

Futures Contracts are purchased from Nov 2017 through Dec 2019 (26 months).

Background:

Linwood Capital is a consultant retained by Bi-State since April 2004 to assist with its energy price risk management program.

Bi-State manages the cost of fuel by utilizing purchase of exchange traded futures, specifically NYMEX Heating Oil#2 (HO#2) futures.

Generally, as oil prices increase, the value of the futures goes up, and acts to partially offset the actual increase in the price of fuel.

**Bi-State Development
Monthly Investment Report
Report of Term Investment* Purchases: September 2017**

Item	Investment:	Par Amount	Settled	Maturity Date	Term(days)	Yield	Purchased From	Fund
*Note: There were no new investment purchases in September								
	Total	\$ -						

Notes:

* Investments with an original term of over 14 days.

Bi-State Development Agency dba Metro
Credit Ratings of Financial Institutions (see also page 5)

Depository Banks:	Long-Term Debt Rating			Short-Term Debt Rating			Fitch Bank Rating
	S&P	Moody's	Fitch	S&P	Moody's	Fitch	
Bank of America, N.A.	A+	A1	AA-	A-1	P-1	F1	NA
Commerce Bank	A	A2		A-1	P-1		NA
PNC Bank	A	Aa2	AA-	A-1	P-1	F1+	NA
Regions Bank	BBB+	A2	BBB+	A-2	P-1	F2	NA
U.S. Bank		Aa1	AA+		P-1	F1+	NA
UMB Bank	A-		A	A-2		F1	NA
Trust Companies:							
Bank of New York Mellon Trust	AA-	Aa1	AA+	A-1+	P-1	F1+	NA
Money Market Funds:	S&P			Moody's			
Black Rock Fed Trust	AAAm			Aaa-mf			
Black Rock Temp	AAAm			Aaa-mf			
Black Rock T Fund	AAAm			Aaa-mf			
FFI Treasury Fund	AAAm			Aaa-mf			
Columbia (BOA/Merrill) Money Market Reserves	AAAm			Aaa-mf			
Columbia (BOA/Merrill) Government	AAAm			Aaa-mf			
Dreyfus Government Cash Management	AAAm			Aaa-mf			
Federated Prime	AAAm			Aaa-mf			
Federated Treasury	AAAm			Aaa-mf			
Federated Government	AAAm			Aaa-mf			
Fidelity Government	AAAm			Aaa-mf			
Fidelity Prime	AAAm			Aaa-mf			
Fidelity Treasury	AAAm			Aaa-mf			
Goldman Financial Government	AAAm			Aaa-mf			
Invesco Government and Agency	AAAm			Aaa-mf			
JP Morgan Prime	AAAm			Aaa-mf			
Wells Fargo Treasury	AAAm			Aaa-mf			
Other:	Long-Term Debt Rating						
	S&P	Moody's	Fitch				
AIG (2001 LRV Lease)	A+	A2	A+	NA = Fitch overall bank ratings or LT debt ratings have been withdrawn			
U.S. Treasury	AA+	Aaa	AAA				
Federal Home Loan Bank (FHLB)	AA+	Aaa					
Federal Farm Credit Bank (FCB)	AA+	Aaa	AAA				

Bi-State Development				
Mass Transit Sales Tax Appropriation Cross-County Bonds & St Louis County Loan				
Series	2009	2013		Total Cross County
	Refunding	2013A Bonds	2013B Loan	
Issue date	9-Nov-09	1-Aug-13	1-Aug-13	
Principal (original)	\$97,220,000	\$381,225,000	\$75,000,000	
Principal (currently outstanding)	\$97,220,000	\$299,110,000	\$135,000,000	\$531,330,000
Lien on 1\4 cent Prop M, Prop M2, Prop A tax	Senior	Senior	Subordinate	
Stand alone credit rating (S&P\Moody's)	AA+\A2	AA+\Aa3	NA	
Maturity date(s)	2023 – 2039	2048	2053	
Optional Call Date	2019	Various	Anytime	
Optional Put Date	NA	NA	2018	
Interest rate mode	Fixed	Fixed	1% + SIFMA	
Rate	4.50%-5.00%	3.00%-5.00%	1.02%-1.06%	
Interest pmt. Dates (4/1/17 &10/1/17)	April, October	April, October	April, October	
Annual debt service:				
Interest - FY 2017	\$4,767,975	\$14,859,112	\$1,413,000	\$21,040,087
Principal - (Previous payment 10/1/16 - \$7,880,000) (next payment 10/1/17 - \$8,275,000)	\$0	\$8,275,000	\$0	\$8,275,000
total princ.&int.	\$4,767,975	\$23,134,112	\$1,413,000	\$29,315,087
Debt Service Reserve Fund (DSRF)	\$9.1 million in DSRF with bond trustee, BONY-Mellon.	\$23.7 million in DSRF with bond trustee, BONY-Mellon.	NA	
Other	Refunded balance of 2002 A	Refunded Series 2002A,B,C, 2007, and Series 2010B	Refunded Series 2010A Bonds	

**BI-STATE DEVELOPMENT
OPERATIONS COMMITTEE MEETING
OPEN SESSION MINUTES
OCTOBER 17, 2017**

Committee Members in Attendance

Michael Buehlhorn, Chairman
David Dietzel (absent)
Irma Golliday (absent)
Aliah Holman (via phone)
Justin Zimmerman (absent)

Other Commissioners in Attendance

Constance Gully (via phone)

Staff in Attendance

John Nations, President and Chief Executive Officer
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
Larry Jackson, Executive Vice President of Administration
Dianne Williams, Vice President of Communications & Marketing
Patti Beck, Director of Communications
Lisa Burke, Executive Assistant
John Langa, Vice President Economic Development
Scott Grott, General Manager MetroLink
Jonathan Frederick, Director Accounting & Budget
Charles Priscu, Director Labor Relations
Virginia Alt-Hildebrandt, Manager Administrative Services
Kathy Brittin, Director, Risk Management, Safety & Claims
Sheila Hockel, Manager Emergency Preparedness
Ted Zimmerman, Director Marketing
Jessica Mefford-Miller, Assistant Executive Director, Transit Planning & System Development
Matthew Hibbard, Social Media Communications Manager
Kerry Kinkade, Vice President, Chief Information Officer
Chris Poehler, Assistant Executive Director Engineering Systems
Elizabeth Farr, Associate Project Manager – Economic Development
Erick Dahl, Director St. Louis Downtown Airport
Jeff Braun, Director Real Estate

Others in Attendance

None

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 August 15, 2017 Operations Committee

8:01 a.m. The August 15, 2017, Open Session Operations Committee Meeting minutes were provided in the Committee packet. A motion to approve the minutes was made by Commissioner Holman and seconded by Commissioner Gully. **Motion passed unanimously.**

5. Amended Agreement between St. Louis County and Bi-State Development Agency of the Missouri-Illinois Metropolitan District (METRO) d/b/a Transportation Management Association

8:01 a.m. The Amended Agreement between St. Louis County and Bi-State Development Agency of the Missouri-Illinois Metropolitan District (METRO) d/b/a Transportation Management Association was provided in the Committee packet. Ray Friem, Executive Director Metro Transit provided a brief overview. Bi-State Development Agency (BSD) successfully submitted a proposal in the fall of 1998 to the East West Gateway Coordinating Council (EWGCC) to establish a Transportation Management Association (TMA). BSD developed the TMA and necessary infrastructure to support a regional service coordination effort. The TMA began to provide accessible transportation for disabled veterans under an agreement with St. Louis County on behalf of its Department of Human Services Office of Family and Community Services Veterans Program in March 2004. This agreement has been extended each successive fiscal year through the current year with the necessary rate increases. The current agreement is for an amount not to exceed \$51,000 for the extension period from July 1, 2017 to June 30, 2018. A motion was made by Commissioner Gully and seconded by Commissioner Buehlhorn to approve this agenda item as presented in the briefing paper and forward to the Board for final approval. **Motion passed unanimously.**

6. Contract Award: Bridgestone/Firestone Fleet Tire Leasing and Wheel Refinishing

8:02 a.m. The briefing paper regarding the contract award for Bridgestone/Firestone Fleet Tire Leasing and Wheel Refinishing was provided in the Committee packet. Larry Jackson, Executive Vice President of Administration, provided a brief overview. A solicitation was released July 19, 2017, amended August 29, 2017 with responses to questions from potential bidders, and closed September 18, 2017. This agenda item is a single bid because there were three possible suppliers, Michelin, Goodyear, and Bridgestone/Firestone, but only one bid was received from Bridgestone/Firestone (**Bridgestone**). A comparison with the previous competitive bid for leasing was done and it was determined that the bid from Bridgestone was fair and reasonable. This single bid contract is for a term of five (5) years for a not to exceed amount of \$8,000,000 for Fleet Tire Leasing, Wheel Refinishing, and In House Service, to include the current fleet and allow for potential adjustments in fleet number or service. A motion was made by Commissioner

Gully and seconded by Commissioner Holman to approve this agenda item as presented in the briefing paper and forward to the Board for final approval. **Motion passed unanimously.**

7. Wayfinding and Customer Communication Design Procurement of Services

8:04 a.m. The briefing paper regarding Wayfinding and Customer Communication Design Procurement of Services was provided in the Committee packet. Ray Friem, Executive Director Metro Transit, provided a brief overview. Metro's customer facilities, bus stops, transit centers and MetroLink stations have been constructed or updated over the past twenty-five (25) years. Several new initiatives will launch soon, including implementation of the Gateway Card fare collection project; the Metro Reimagined MetroBus system redesign; and the opening of the new Boyle Street MetroLink Station. These changes and updates will require Metro to provide clear, consistent, accessible and attractive wayfinding and signage to its customers. Funding has been secured through a series of competitive grant programs totaling more than \$2.5 million for updating, wayfinding, and signage across the transit system. The design work along with the recommendations from the Wayfinding audit will result in a plan and design for updating Metro's wayfinding and customer communication that can be implemented over time within existing and potential resources. The first major effort will be to update the MetroBus system signage in Missouri and signage at select MetroLink stations. To accomplish this task, Metro intends to engage a consulting firm to assist in the performance of this assessment and contribute to the overall success of the project. Because of the time sensitive nature of this project and the desire to start the process before the February Board meeting, management is requesting Committee approval to forward this agenda item to the Board for final approval at the November 17, 2017 Board meeting. A motion was made by Commissioner Holman and seconded by Commissioner Gully to approve this agenda item as presented in the briefing paper and forward to the Board for final approval. **Motion passed unanimously.**

8. Northside-Southside Pilot Program for Transit-Oriented Development Planning Procurement of Services

8:05 a.m. The briefing paper regarding the Northside-Southside Pilot Program for Transit-Oriented Development Planning Procurement of Services was provided in the Committee packet. Ray Friem, Executive Director Metro Transit, provided a brief overview. This study will provide the region's policy makers with information necessary to evaluate the proposed Northside-Southside MetroLink Corridor as a feasible transit product with a sustainable financial model. Management is seeking Committee approval for Bi-State Development (BSD) to seek a contract with a firm to provide transit-oriented development (TOD) planning and policy recommendations to BSD and its partners, including the City of St. Louis, St. Louis Development Corporation, East-West Gateway Council of Governments, et al., for economic development and value capture strategies along and around the proposed Northside-Southside MetroLink Corridor. In order to accomplish this task, Metro intends to engage a consulting firm through a competitive procurement in an amount not to exceed \$400,000, to assist in the performance of this assessment and contribute to the overall success of the project. Because of the time sensitive nature of this project and the desire to start the process before the February Board meeting, management is requesting Committee approval to forward to the Board for final approval at the November 17, 2017 Board meeting. A motion was made by Commissioner Gully and seconded by Commissioner Holman to approve this agenda item as presented in the briefing paper and forward to the Board for final approval. **Motion passed unanimously.**

9. Metro Transit Security System Update

8:07 a.m. The Metro Transit Security System Update was an informational item only and a brief update was provided by John Nations, President and Chief Executive Officer. Mr. Nations stated

that the main security concern on everybody's mind was the unfortunate shooting of one of Metro's operators. The news media reported that there were 12 shootings in the City of St. Louis over the past weekend, and one of the victims of those shootings was a MetroBus operator. He was not in a Metro vehicle or on Metro property at the time of this shooting. He was standing on a city street next to his vehicle when he was shot. Mr. Nations added that he was pleased to report that the operator is home and recovering from his injuries. It was a very dangerous weekend in the City of St. Louis but the Agency continues to work with the jurisdictions regarding security issues. Ray Friem, Executive Director Metro Transit, stated that because of some of the efforts of the Agency's Public Safety Department that the perpetrator has been taken into custody by the St. Louis City Police. The operator is recovering, and the Agency is doing everything it can to make sure he is comfortable and well taken care of going forward to get him back to work and part of the team. Commissioner Holman expressed her concerns for the operator and her gratitude to the Agency in the assistance being provided to the operator to help in his recovery. This agenda item was informational and no further action was required.

10. Unscheduled Business

8:10 a.m. There was no unscheduled business.

11. Call of Dates for Future Committee Meetings

8:10 a.m. The Committee was advised of upcoming meetings as follows:

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

12. 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).

8:10 a.m. Pursuant to the requirements of Bi-State Development Board Policy, Chapter 10, Section 10.080(D); (1); (2); (5); (8); (11); and (16), 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 Gully. A roll call vote was taken, and the Commissioners present, Holman, Buehlhorn, and Gully voted to approve this agenda item. **Motion passed unanimously, and the Open Session meeting was adjourned at 8:10 a.m.**


Deputy Secretary to the Board of Commissioners
Bi-State Development

**BI-STATE DEVELOPMENT
AUDIT, FINANCE & ADMINISTRATION COMMITTEE MEETING
OPEN SESSION MINUTES
OCTOBER 20, 2017**

Committee Members in Attendance

Constance Gully Chair
Vernal Brown
David Dietzel, (absent)
Vince Schoemehl, (absent)
Jeffrey Watson, (absent)

Other Commissioners in Attendance

Michael Buehlhorn

Staff in Attendance

John Nations, President and Chief Executive Officer
Barbara Enneking, General Counsel and Deputy Secretary
Shirley Bryant, Certified Paralegal
Jim Cali, Director of Internal Audit
Larry Jackson, Executive Vice President for Administration
Kathy Klevorn, Sr. Vice-President and Chief Financial Officer
Barbara Georgeff, Director of Executive Services
Patti Beck, Director Communications
Brenda Krieger, Executive Assistant
Mark Vago, Controller
Charles Stewart, Vice President Pension & Insurance
Kathy Brittin, Director Risk Management, Safety & Claims
Tammy Fulbright, Director Treasury Services
Maryanne Coley, Manager Benefits
David Toben, Director Benefits
Virginia Alt-Hildebrandt, Manager Administrative Services
Anita Dunn, Health and Welfare Plan Manager
Jonathan Frederick, Director Accounting & Budget
Kerry Kinkade, Vice President Chief Information Officer
Angela Staicoff, Sr. Internal Auditor
Gary Smith, Internal Audit Intern
Karl Tyminski, Sr. Internal Auditor, Part-time
Kelli Fitzpatrick, Sr. Internal Auditor, Part-time
Andrew Ghiassi, Manager Safety & Loss Control
Diana Bentz, Vice President Organizational Effectiveness
Jerry Valley, External Communications Manager

Others in Attendance

Scott Nickerson, Crowe Horwath LLP

1. Call to Order

8:00 a.m. Chair Gully called the Open Session Audit, Finance and Administration 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 were no public comments.

4. **Audit, Finance and Administration Committee Open Session Minutes: August 25, 2017**

8:01 a.m. The August 25, 2017 Open Session Audit, Finance and Administration Committee Meeting minutes were provided in the Committee packet. A motion to approve the minutes as presented was made by Commissioner Brown and seconded by Commissioner Buehlhorn. **Motion passed unanimously.**

5. **Sole Source Contract for Performance and Management Audit/Mass Transit Consultant Services**

8:01 a.m. The briefing paper regarding the sole source contract for Performance and Management Audit/Mass Transit Consultant Services and Attachments 5-1, 5-2 and 5-3 were provided in the Committee packet. Kathy Klevorn, Sr. Vice-President and Chief Financial Officer provided a brief overview. The Performance Management Audit Services are required under Article VI Section 618 of the Series 2002 Mass Transit Sales Tax Appropriation Bond Indenture that requires a review of MetroLink Infrastructure and Management Performance every two years; and St. Louis County Ordinance #24,264 (2010) that included a revision to Ordinance #24,245 (2009) which allowed the Prop A Sales Tax initiative to be placed on the April 2010 ballot in St. Louis County, requiring the Agency to enter into a contract for service and submit to a performance audit of its management and operations every three years. The original five (5) year contract was executed by Bi-State Development (BSD) in Fiscal Year (FY) 2011. IMG/Rebel (IMG) was the sole bidder in the FY 2011 competitive bid process, and they successfully performed the required audits under the original five (5) year contract. This contract was extended to complete the audit due May 2017. A solicitation for performance management services for the period FY 2018 to FY 2022 was issued in April 2017. Several firms showed interest, but failed to submit a proposal. Those firms were contacted and their responses were cataloged in the Follow-Up Solicitation Report. The general response was that the scope of work was geared to large consulting firms with experience auditing internal processes, performing financial audits, and auditing transportation systems and facilities. As a result of the Follow-Up Solicitation Report, the RFP was reissued to include verbiage that a Consulting Firm could partner with an Engineering Firm to fulfill BSD's requirements. Only one proposal was received from IMG/Rebel Advisory, Inc. with ABNA as the DBE subcontractor. Management recommends that the Audit, Finance and Administration Committee accept and forward to the Board for approval the request to award a five (5) year contract to IMG/Rebel Advisory, Inc. in the not-to-exceed amount of \$395,349. A motion was made by Commissioner Brown and seconded by Commissioner Buehlhorn to approve this agenda item as presented in the briefing paper and forward to the Board for final approval. **Motion passed unanimously.**

6. **Contract Modification: Employee Vision Plan Services**

8:04 a.m. The briefing paper regarding the contract modification for Employee Vision Plan Services was provided in the Committee packet. Dave Toben, Director of Benefits, introduced Anita Dunn, Health & Welfare Plan Manager to provide a brief overview. The health and welfare plan consultants and Bi-State Development (BSD) issued a solicitation on June 17, 2013, to retain a qualified firm to provide a fully insured voluntary vision plan for eligible employees and their dependents. Enrollment in the voluntary vision plan has continued to increase year over year at

levels not originally anticipated when first presented in August 2013. The vendor is performing at expectation and management's recommendation is for the Audit, Finance and Administration Committee to accept and refer to the Board for approval the request for additional funding for Option Years one (\$142,000) and two (\$150,500) for the Employee Vision Plan in a total contract amount not to exceed \$659,000 and award any future monetary and administrative contract modifications as needed. Charles Stewart, Vice President Pension & Insurance, informed the Committee that the vision benefit is fully paid for by employee contributions, BSD advance pays the monthly premium to EyeMed Vision Care Inc. A motion was made by Commissioner Brown and seconded by Commissioner Buehlhorn to approve this agenda item as presented in the briefing paper and forward to the Board for final approval. **Motion passed unanimously.**

7. Internal Audit Status Report – 1st Quarter FY2018

8:07 a.m. The Internal Audit Status Report, 1st Quarter FY 2018 was provided in the Committee packet. Jim Cali, Director Internal Audit, provided a brief overview. The Internal Audit Status Report provides the Board, the Audit Finance & Administration Committee, and senior management with a summary of the Internal Audit Department's (IAD) quarterly activity pertaining to the Annual Audit Plan. In addition to tracking the status of current audits and special projects, this report also highlights the follow-up activity related to the implementation of recommendations from prior audits. Mr. Cali introduced Sheah Thompson to the Committee, who began working in IAD as a college intern for the fall semester. During the 1st Quarter IAD has met with Crowe Horwath (Crowe), the Agency's external auditors, to assist them in the work they did for the Annual Financial Statement Audit. Also, related to the contract with Crowe, BSD reached an agreement with Crowe to begin the Quality Assessment Review of IAD, which is required once every three (3) years and which will begin in February 2018. 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. Internal Audit Follow-Up Summary – 1st Quarter FY2018

8:08 a.m. The Internal Audit Follow-Up Summary, 1st Quarter FY 2018 was provided in the Committee packet. Jim Cali, Director of Internal Audit, provided a brief overview. In accordance with Board Policy, the Internal Audit Department (IAD) is tasked with doing a follow-up of previously concluded audits. To ensure compliance, IAD regularly monitors the status of recommendations. Each recommendation has been reviewed and its status is either listed as "completed", "outstanding" or "overdue." During this quarter, IAD has been tracking 14 different audits and 113 recommendations. To date, management has worked diligently to close out 94 recommendations leaving 19 open, however, no recommendations are overdue. Management has done a great job implementing the recommendations and corrective action plans they committed to for the audits that are outstanding. Nine other audits with outstanding recommendations were also closed out during this quarter. This report was informational only and no Committee action was required. A copy of the report will be kept at the office of the Deputy Secretary.

9. August Treasury Report

8:09 a.m. The August Treasury Report was provided in the Committee packet. Tammy Fulbright, Director Treasury Services, provided a brief overview. BSD directed funds were approximately \$175 million with an average rate of return of .93% for the month of August, which is up about 40 basis points from last August. At this time of year, the Agency's Self-Directed Funds tend to tick downward until the Sales Tax Funds are received. Those funds were received in September. Currently, the One-Year Treasury are at 1.36%, the Two-Year Agency Bonds are at 1.67%, and the Three-Year is at 1.83%. The Feds have two more meetings this year, one in October and one in

December, with an expectation of a rate increase in December. The Fed's fund rate is expected to get up to approximately 1.5%. The Agency has investments maturing later this fall and hopes to take advantage of that rate increase in the early part of 2018. The Agency Trustee Directed Funds were at approximately \$57 million with an average rate of return of 1.37%. The Agency's October 1 payment also included a principle payment resulting in a pay down of approximately \$8.3 million. Rates are going to continue to move upward. The Fed Fund rate is expected to be approximately 2% by the end of 2018 and 3% by the end of 2019. That is good news for the Agency as rates move forward and increase. 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.

10. Pension Audit Updates

8:11 a.m. The Pension Audit Update report was provided in the Committee packet. Charles Stewart, Vice President Pension & Insurance, provided an overview. The Internal Audit Department issued a Pension Data Audit in March 2012 that identified policy, procedure, recordkeeping and internal control deficiencies that affected both financial reporting and the general administration of the pension plans. IAD recommended that the pension trustees engage an independent certified public accounting firm to perform an annual financial statement audit. That recommendation was implemented. The Financial audit reports for plan years ended 2017 were issued by Mayer Hoffman McCann, PC (MHM) in September 2017. MHM issued unqualified "clean" audit opinions for plan years ended 2017 for all three pension plans. All issues identified during the course of the audit were corrected prior to the completion of the audits. The 401(k) Retirement Savings Program audit report for year ended December 31, 2016 is in process. 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.

11. Unscheduled Business

8:16 a.m. There was no unscheduled business.

12. Call of Dates for Future Committee Meetings

8:16 a.m. The Board was advised of the upcoming meetings, as follows:

Board Meeting:

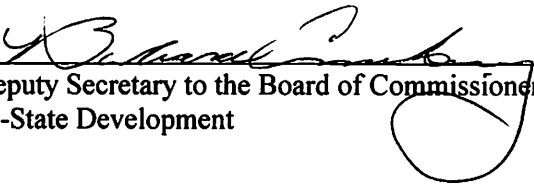
Friday, November 17, 2017, 8:00 a.m.

13. Adjournment to Executive Session

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).

8:17 a.m. Pursuant to the requirements of Section 10.080 (D) (1), (10), of the Bi-State Development Board Policy, Chapter 10, Section 10.080, Chair Gully requested a motion to allow the Committee to go into closed session. A motion to go into Executive Session was made by

Commissioner Brown and seconded by Commissioner Buehlhorn. A roll call vote was taken and the Commissioners present, Gully, Brown and Buehlhorn voted to approve this agenda item. **Motion passed unanimously, and the Open Session meeting was adjourned at 8:17 a.m.**



Deputy Secretary to the Board of Commissioners
Bi-State Development

Open Session Item

9(a)

**Bi-State Development
Agenda Item
Board of Commissioners
November 17, 2017**

From: John M. Nations, President and Chief Executive Officer
Subject: **Contract Modification: Employee Vision Plan Services**
Disposition: Approval
Presentation: Charles Stewart, Vice President of Pension & Insurance; David Toben, Director of Benefits; and Anita Dunn, Health & Welfare Plan Manager

Objective:

To present to the Board of Commissioners for approval a request to modify EyeMed Vision Care Incorporated, Employee Vision Plan services contract for a not-to-exceed amount of \$142,000 for Option Year one (1) and \$150,500 for Option Year two (2).

Committee Disposition:

This item was presented and discussed at the Audit, Finance & Administration Committee meeting on October 20, 2017. The Committee voted to recommend that the Board of Commissioners approve this request for additional funding.

Board Policy:

Board Policy, Chapter 50 – Purchasing, Section 50.010 Procurement and Contract Administration, states:

E. Award Authority

1. The Board of Commissioners shall approve the following procurements:
 - a. Competitive negotiation procurements which exceed \$500,000.00.
 - d. Procurements which exceed the amounts budgeted or otherwise approved by the Board of Commissioners for such project, function or service.

Funding Source:

This benefit is completely funded by employee payroll deductions, however, the Bi-State Development (BSD) Operating Budget pre-funds on a monthly basis to pay premium as billed by the vision plan vendor.

Background:

On June 17, 2013, our health and welfare plan consultants in concert with BSD issued Solicitation 13-RFP-5992-DR to retain a qualified firm to provide a fully insured voluntary vision plan for eligible employees and their dependents. An informational briefing paper was presented to the Finance and Administration Committee on August 16, 2013, detailing the procurement. The anticipated cost for the five (5) year period was expected to be less than \$500,000. BSD does not subsidize this employee benefit, however, pays monthly billed premium on the employee's behalf using operating funds. Employees contribute 100% of required premiums through pre-tax payroll deductions. A competitive negotiated five (5) year contract that was effective January 1, 2014, was awarded in September 2013, to EyeMed Vision Care Incorporated for three (3) base years and two (2) option years to be exercised at BSD's discretion.

Analysis:

Enrollment into the voluntary vision plan has continued to increase year over year at levels not originally anticipated when first presented in August 2013. The following grid presents actual annual premium expenses paid along with estimated costs for the remaining term of the contract.

Contract Year	Premium Amount
Base Year 1 – January 1, 2014 thru December 31, 2014	\$109,938.00
Base Year 2 – January 1, 2015 thru December 31, 2015	\$121,900.82
Base Year 3 – January 1, 2016 thru December 31, 2016	\$133,731.13
Option Yr. 1 – January 1, 2017 thru December 31, 2017	\$142,000.00*
Option Yr. 2 – January 1, 2018 thru December 31, 2018	\$150,500.00*
Total Estimated Cost	\$658,069.95
*Full Year Estimates	

The vendor is performing at expectation and we anticipate exercising our second option year. From January 2014 through September 2017, we have spent \$472,056.35 in total and anticipate exceeding \$500,000 by the end of Option Year (1). While the vision benefit is fully paid for by employee contributions, BSD advance pays the monthly premium to EyeMed Vision Care Incorporated and has now estimated the full cost of the five (5) year contract at \$658,069.95.

Board Action Requested:

Board of Commissioners to approve this request for additional funding for Option Years one (1) and two (2) for the Employee Vision Plan in an amount not to exceed **\$659,000.00** and award any future monetary and administrative contract modifications as needed.

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
MODIFYING A CONTRACT WITH EYEMED VISION CARE
INCORPORATED FOR EMPLOYEE VISION PLAN SERVICES**

PREAMBLES:

Whereas, The Bi-State Development Agency of the Missouri-Illinois Metropolitan District (the "Agency"/"BSD") is a body corporate and politic, created by an interstate compact between the States of Missouri and Illinois, acting by and through its Board of Commissioners (the "Board of Commissioners"); and

Whereas, the Agency is authorized by Mo. Rev. Stat. §§ 70.370 et seq. and 45 Ill. Comp. Stat. 100/1 et seq. (jointly referred to herein as the "Compact") to plan, construct, maintain, own and operate passenger transportation facilities, and to perform all other necessary and incidental functions, and to disburse funds for its lawful activities, to adopt rules and regulations for the proper operation of its passenger transportation facilities and conveyances, to contract and to be contracted with; and

Whereas, Board Policy Chapter 50, §50.010(A)(2) and §50.010(E)(1)(a) requires Board approval of all negotiated procurements exceeding \$500,000 and §50.010(E)(1)(d) requiring Board approval for all procurements which exceed the amounts budgeted or otherwise approved by the Board; and

Whereas, funding will be provided through employee payroll deductions; and

Whereas, on June 17, 2013 BSD in conjunction with the BSD health and welfare consultants issued Solicitation 13-RFP-5992-DR in order to retain a qualified firm to provide a fully insured voluntary vision plan for eligible employees and their dependents. A competitive negotiated five (5) year contract that was effective January 1, 2014 was awarded to EyeMed Vision Care Incorporated (EyeMed) for three (3) base years and two (2) option years to be exercised at BSD's discretion; and

Whereas, EyeMed is performing at expectation and BSD expects to exercise its second option year under the contract. However the now estimated full cost of the five (5) year contract is \$658,069.95 exceeding \$500,000 by the end of Option Year One (1) and therefore it is necessary to request additional funding for Options Years One (1) and Two (2); and

Whereas, it is feasible, necessary and in the public interest for the Agency to approve modification to the three (3) year contract, with two (2) one-year options with EyeMed Vision Care Incorporated for employee plan vision services in a not to exceed total contract amount of \$659,000, in accordance with the terms and conditions described herein.

NOW, THEREFORE, THE BOARD OF COMMISSIONERS OF THE BI-STATE DEVELOPMENT AGENCY OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT DOES HEREBY RESOLVE, DETERMINE AND ORDER AS FOLLOWS:

Section 1. Findings. The Board of Commissioners hereby finds and determines those matters set forth in the preambles hereof as fully and completely as if set out in full in this Section 1.

Section 2. Approval of the Contract Modification. The Board of Commissioners hereby approves the contract modification with EyeMed Vision Care Incorporated for employee plan vision services for a three (3) year contract with two (2) one-year options, in a not to exceed total contract amount of \$659,000, under and pursuant to this Resolution and the Compact for the authorized Agency purposes set forth in the preambles hereof and subject to the conditions hereinafter provided.

Section 3. Actions of Officers Authorized. The officers of the Agency, including, without limitation, the President and CEO, and Vice President of Procurement are hereby authorized and directed to execute all documents and take such actions as they may deem necessary or advisable in order to carry out and perform the purposes of this Resolution and the Contract Modification and the execution of such documents or taking of such action shall be conclusive evidence of such necessity or advisability.

Section 4. Severability. It is hereby declared to be the intention of the Board of Commissioners that each and every part, section and subsection of this Resolution shall be separate and severable from each and every other part, section and subsection hereof and that the Board of Commissioners intends to adopt each said part, section and subsection separately and independently of any other part, section and subsection. In the event that any part, section or subsection of this Resolution shall be determined to be or to have been unlawful or unconstitutional, the remaining parts, sections and subsections shall be and remain in full force and effect, unless the court making such finding shall determine that the valid portions standing alone are incomplete and are incapable of being executed in accordance with the intent of this Resolution.

Section 5. Rights Under Resolution Limited. No rights shall be conferred by this Resolution upon any person or entity other than the Agency and EyeMed Vision Care Incorporated.

Section 6. Governing Law. The laws of the State of Missouri shall govern this Resolution.

Section 7. No Personal Liability. No member of the Board of Commissioners, officer, employee or agent of the Agency shall have any personal liability for acts taken in accordance with this Resolution.

Section 8. Payment of Expenses. The Senior Vice President and CFO is hereby authorized and directed to pay or cause to be paid all costs, expenses and fees incurred in connection with or incidental to this Resolution and Contract Modification.

Section 9. Effective Date. This Resolution shall be in full force and effect from and after its passage and approval.

ADOPTED by the Board of Commissioners of The Bi-State Development Agency of the Missouri-Illinois Metropolitan District this 17th day of November, 2017.

In Witness Whereof, the undersigned has hereto subscribed his signature and caused the Seal of the Agency to be affixed.

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

By _____
Title _____

[SEAL]

ATTEST:

By _____
Deputy Secretary to the Board of Commissioners

Open Session Item

9(b)

**Bi-State Development
Board of Commissioners
Agenda Item
November 17, 2017**

From: John M. Nations, President and CEO
Subject: **Contract Award to Bridgestone/Firestone for Fleet Tire Leasing and Wheel Refinishing**
Disposition: Approval
Presentation: Raymond A Friem – Executive Director Metro Transit; and Larry Jackson, Executive Vice President of Administration

Objective:

To present to the Board of Commissioners for approval, a request for authorization to award, from a single bid, a five-year contract to Bridgestone/Firestone for leasing of tires, wheel refinishing, and in-house service for the revenue fleet.

Committee Disposition:

This item was presented and discussed at the Operations Committee Meeting on October 17, 2017. The Committee voted to recommend that the Board of Commissioners approve the request for authorization to award a single bid, five-year contract to Bridgestone/Firestone.

Board Policy:

Board Policy *Chapter 50.010, Section E.1.b.*, requires the Board of Commissioners shall approve Non-Competitive Procurements which exceed \$100,000.00.

It is the policy of the Agency to conduct all procurements in a manner which fosters full and open competition. In some cases, competition is not feasible or practical. Sole source procurements totaled 10.4% of all procurements over the last four quarters.

Funding Source:

Operations Funding

Background:

Solicitation 18-SB-104598-TJ Fleet Tire requirements was released July 19, 2017, amended August 29, 2017, with responses to questions from potential bidders, and closed September 18, 2017. The solicitation was viewed by 15 vendors. Four major tire companies and one local tire shop who viewed the solicitation were determined to be capable, potential bidders: Bridgestone/Firestone, Goodyear, Michelin North America, Hankook Tire and local supplier Froesel Tire.

Bidders were asked to offer both lease and purchase options for tires for 659 revenue vehicles expected to travel approximately 29,000,000 miles per year. Also included in the bid is wheel refinishing and in-house service. The bidder provided pricing for each of the five years.

Analysis:

The Sealed Bid was advertised in BSD's iSupplier Portal, BSD's web-based communication tool structured to allow bidders full and open access to view, communicate, and submit bids on active solicitations. Major tire manufacturers were invited to bid.

One bid was received from Bridgestone/Firestone. In accordance with FTA and BSD's policy, a query was conducted of all companies on the bidder's list to determine why only one bid was received. Michelin responded they had reviewed the bid documents and scope of work and determined they did not believe they could offer a competitive program.

Goodyear viewed the solicitation on August 17, 2017, but a response was not received from them despite their previously providing this service prior to 2007. Four attempts were made to contact Goodyear for information surrounding their "no response". Goodyear also did not respond to the 2012 solicitation.

The original bid is listed below:

Bridgestone/Firestone:

	<u>Lease Pricing Summary</u>	<u>Purchase Pricing Summary</u>
Year One	\$ 1,380,225.45	\$ 2,004,934.17
Year Two	1,435,407.72	2,085,026.17
Year Three	1,492,719.64	2,168,321.46
Year Four	1,552,254.79	2,254,948.93
Year Five	1,614,309.94	2,345,041.13
TOTALS	\$ 7,474,917.54	\$10,858,271.86

A comparison was done with the previous contract pricing which was awarded as a competitive bid for leasing and determined to be fair and reasonable. Bridgestone bid \$.00834/mile for the previous contract versus the current bid of \$.006807/mile (year one rates). This rate adjusts annually. The year five rate from Bridgestone/Firestone's previous contract was \$.010529 compared to \$.007964 for this new contract.

Board Action Requested:

Approval of the Board of Commissioners to award a single bid, five-year contract to Bridgestone/Firestone for a not-to-exceed amount of \$8,000,000 (to include the current fleet and allow for potential adjustments in fleet numbers or service) for fleet tire leasing, wheel refinishing and in-house service.

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
AUTHORIZING THE CONTRACT AWARD TO
BRIDGESTONE/FIRESTONE FOR TIRES AND SERVICES**

PREAMBLES:

Whereas, The Bi-State Development Agency of the Missouri-Illinois Metropolitan District (the "Agency"/"BSD") is a body corporate and politic, created by an interstate compact between the States of Missouri and Illinois, acting by and through its Board of Commissioners (the "Board of Commissioners"); and

Whereas, the Agency is authorized by Mo. Rev. Stat. §§ 70.370 et seq. and 45 Ill. Comp. Stat. 100/1 et seq. (jointly referred to herein as the "Compact") to plan, construct, maintain, own and operate passenger transportation facilities, and to perform all other necessary and incidental functions, and to disburse funds for its lawful activities, to adopt rules and regulations for the proper operation of its passenger transportation facilities and conveyances, to contract and to be contracted with; and

Whereas, Board Policy Chapter 50, §50.010(A)(8) and §50.010(E)(1)(b), requires Board approval of all Non-Competitive Procurements exceeding \$100,000; and

Whereas, funding is provided through the FY17 – 18 Operating Budget; and

Whereas, on July 19, 2017 Solicitation 18-SB-104598-TJ for Fleet Tire Requirements was released and amended August 29, 2017 and closed September 18, 2017. The solicitation was viewed by 15 vendors; four major tire companies and one local tire shop were determined to be capable, potential bidders. Only one bid was received, the bid from Bridgestone/Firestone (Bridgestone) for fleet tire leasing, wheel refinishing and in-house services; and

Whereas, a comparison was done with previous contract pricing and it was determined that the Bridgestone bid was fair and reasonable; and

Whereas, it is feasible, necessary and in the public interest for the Board of Commissioners to authorize the award of a five (5) year contract to Bridgestone/Firestone for fleet tire leasing, wheel refinishing and in-house services in an amount not to exceed amount of \$8,000,000, in accordance with the terms and conditions described herein.

NOW, THEREFORE, THE BOARD OF COMMISSIONERS OF THE BI-STATE DEVELOPMENT AGENCY OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT DOES HEREBY RESOLVE, DETERMINE AND ORDER AS FOLLOWS:

Section 1. Findings. The Board of Commissioners hereby finds and determines those matters set forth in the preambles hereof as fully and completely as if set out in full in this Section 1.

Section 2. Approval of a Contract. The Board of Commissioners hereby approves the award of a five (5) year contract to Bridgestone/Firestone for fleet tire leasing, wheel refinishing and in-house services in an amount not to exceed amount of \$8,000,000, under and pursuant to this Resolution and Compact for the authorized Agency purposes set forth in the preambles hereof and subject to the conditions hereinafter provided.

Section 3. Actions of Officers Authorized. The officers of the Agency, including, without limitation, the President and CEO, and Vice President of Procurement are hereby authorized and directed to execute all documents and take such actions as they may deem necessary or advisable in order to carry out and perform the

purposes of this Resolution and the Contract and the execution of such documents or taking of such action shall be conclusive evidence of such necessity or advisability.

Section 4. Severability. It is hereby declared to be the intention of the Board of Commissioners that each and every part, section and subsection of this Resolution shall be separate and severable from each and every other part, section and subsection hereof and that the Board of Commissioners intends to adopt each said part, section and subsection separately and independently of any other part, section and subsection. In the event that any part, section or subsection of this Resolution shall be determined to be or to have been unlawful or unconstitutional, the remaining parts, sections and subsections shall be and remain in full force and effect, unless the court making such finding shall determine that the valid portions standing alone are incomplete and are incapable of being executed in accordance with the intent of this Resolution.

Section 5. Rights Under Resolution Limited. No rights shall be conferred by this Resolution upon any person or entity other than the Agency and Bridgestone/Firestone.

Section 6. Governing Law. The laws of the State of Missouri shall govern this Resolution.

Section 7. No Personal Liability. No member of the Board of Commissioners, officer, employee or agent of the Agency shall have any personal liability for acts taken in accordance with this Resolution and Contract.

Section 8. Payment of Expenses. The Senior Vice President and CFO is hereby authorized and directed to pay or cause to be paid all costs, expenses and fees incurred in connection with or incidental to this Resolution and Contract.

Section 9. This Resolution shall be in full force and effect from and after its passage and approval.

ADOPTED by the Board of Commissioners of The Bi-State Development Agency of the Missouri-Illinois Metropolitan District this 17th day of November, 2017.

In Witness Whereof, the undersigned has hereto subscribed his signature and caused the Seal of the Agency to be affixed.

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

By _____
Title _____

[SEAL]

ATTEST:

By _____
Deputy Secretary to the Board of Commissioners

Open Session Item

9(c)

**Bi-State Development
Board of Commissioners
Agenda Item
November 17, 2017**

From: John M. Nations, President and CEO
Subject: **Amended Agreement Between Saint Louis County on Behalf of its Department of Human Services, Office of Family and Community Services, Veterans Program and Bi-State Development Agency of the Missouri-Illinois Metropolitan District (METRO) d/b/a Transportation Management Association**
Disposition: Approval
Presentation: Raymond A. Friem, Executive Director – Metro Transit; and Jeffrey Butler, General Manager Paratransit

Objective:

To present to the Board of Commissioners for approval, a request to renew the Intergovernmental Agreement with Saint Louis County on behalf of its Department of Human Services, Office of Family and Community Services, Veterans Program and Bi-State Development Agency of the Missouri-Illinois Metropolitan District (**METRO**) d/b/a Transportation Management Association.

Committee Disposition:

This item was presented and discussed at the Operations Committee Meeting on October 17, 2017. The Committee voted to recommend that the Board of Commissioners approve the Amended Agreement.

Board Policy:

The Collected Board Policies contain no provision applicable to the approval required for the Intergovernmental Agreement; however, best business practices dictate that this Agreement should be approved by the Board of Commissioners.

Funding Source:

Not applicable

Background:

In the fall of 1998, the Bi-State Development Agency submitted a proposal to the East-West Gateway Coordinating Council to establish a Transportation Management Association (**TMA**) to better serve the needs of residents and social service agencies in the St. Louis metropolitan area. Bi-State Development was the successful proposer and has developed the TMA and necessary infrastructure to support a regional service coordination effort. This cooperative association has joined together to provide the community with a coordinated information and referral network that includes unified communications, coordinated vehicle routing, trip scheduling, dispatching, vehicle maintenance, unified record keeping and customer service enhancements.

In March 2004, the TMA began to provide accessible transportation under an agreement with Saint Louis County on behalf of its Department of Human Services Office of Family and Community Services Veterans Program to provide disabled veterans transportation services to and from doctor and hospital appointments utilizing grant money that was awarded to the County from the Missouri Veterans Commission. This agreement has been extended each successive fiscal year through the current year with the necessary rate increases. The current agreement awaiting approval is for the amount not to exceed Fifty-One Thousand Dollars, (\$51,000) for the extension period (from July 1, 2017 to June 30, 2018).

Payments to the TMA are reimbursed according to the following fee scale:

Ambulatory Riders:

\$25.68 per ride including a \$0.30 fuel surcharge for the first six miles. Additional mileage cost of \$4.23 for each additional mile over the first six. A charge of \$4.50 for each additional ambulatory rider or care giver.

Wheel Chair or Lift Trip:

\$40.56 per ride including a \$0.40 fuel surcharge for the first eight miles. Additional mileage cost of \$5.02 for each additional mile over the first eight. A charge of \$4.50 for each additional ambulatory rider or care giver or \$12.00 for additional wheel chair riders.

No Shows and Late Cancellations with less than 2-hours notice will be billed at full rate.

Board Action Requested:

Approval of the Board of Commissioners to authorize the President and CEO to execute the annual Intergovernmental Agreement with Saint Louis County on behalf of its Department of Human Services, Office of Family and Community Services, Veterans Program for services provided for the period July 1, 2017 to June 30, 2018.

Attachment

**A RESOLUTION OF THE BOARD OF COMMISSIONERS OF THE BI-STATE
DEVELOPMENT AGENCY OF THE MISSOURI-ILLINOIS METROPOLITAN
DISTRICT APPROVING THE AMENDED AGREEMENT WITH ST LOUIS
COUNTY FOR THE COMMUNITY SERVICES VETERANS
TRANSPORTATION PROGRAM**

PREAMBLES:

Whereas, The Bi-State Development Agency of the Missouri-Illinois Metropolitan District (the “Agency”) is a body corporate and politic, created by an interstate compact between the States of Missouri and Illinois, acting by and through its Board of Commissioners (the “Board of Commissioners”); and

Whereas, the Agency is authorized by Mo. Rev. Stat. §§ 70.370 et seq. and 45 Ill. Comp. Stat. 100/1 et seq. (jointly referred to herein as the “Compact”) to purchase or lease, sell or otherwise dispose of, and to plan, construct, operate and maintain, or lease to others for operation and maintenance, passenger transportation facilities, and motor vehicle and other terminal or parking facilities; to contract with municipalities or other political subdivisions for the services or use of any facility owned or operated by the Agency, or owned or operated by any such municipality or other political subdivision; to contract and to be contracted with; and to perform all other necessary and incidental functions; and

Whereas, no Board Policy applies. However, Missouri Revised Statutes § 70.220, and § 70.230 requires agreements between municipalities or other units of government to be approved by the Governing Board of such entity; and

Whereas, with an initial grant from the East-West Gateway Coordinating Council the Agency established a Transportation Management Association (TMA) to better serve the needs of the residents and social service agencies in the St. Louis metropolitan area; and

Whereas, the TMA has joined together to provide the community with a coordinated information and referral network that includes unified communications, coordinated vehicle routing, trip scheduling, dispatching, vehicle maintenance, unified record keeping and customer service enhancements; and

Whereas, in March 2004 the TMA began delivering services under an agreement between the Agency and St. Louis County on behalf of its Department of Human Services, Office of Family and Community Services, Veterans Program to provide disabled veterans transportation services to and from doctors and hospital appointments and to utilize grant money that was awarded to St. Louis County from the Missouri Veterans Commission; and

Whereas, the Amended Agreement with St. Louis County is for an amount not to exceed \$51,000 for the extension period July 1, 2017 through June 30, 2018 for the delivery of disabled veterans transportation services; and

Whereas, it is feasible, necessary and in the public interest for the Agency to approve the Amended Agreement between the Agency and St. Louis County on behalf of its Department of Human Services, Office of Family and Community Services, Veterans Program in an amount not to exceed \$51,000 for the extension period July 1, 2017 through June 30, 2018, in accordance with the terms and conditions described herein.

**NOW, THEREFORE, THE BOARD OF COMMISSIONERS OF THE BI-STATE
DEVELOPMENT AGENCY OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT DOES
HEREBY RESOLVE, DETERMINE AND ORDER AS FOLLOWS:**

Section 1. Findings. The Board of Commissioners hereby finds and determines those matters set forth in the preambles hereof as fully and completely as if set out in full in this Section 1.

Section 2. Approval of the Amended Agreement. The Board of Commissioners hereby approves the Amended Agreement with St. Louis County on behalf of its Department of Human Services, Office of Family and Community Services, Veterans Program in an amount not to exceed \$51,000 for the extension period July 1, 2017 through June 30, 2018, under and pursuant to this Resolution and the Compact for the authorized Agency purposes set forth in the preambles hereof and subject to the conditions hereinafter provided.

Section 3. Form of the Amended Agreement. The form of the Amended Agreement (as provided in the Attachment to the Briefing Paper and made a part hereof), in substantially the form presented to this meeting is hereby approved, and officers of the Agency, including without limitation, the President and CEO, are hereby authorized and directed to execute and deliver and attest, respectively, the Amended Agreement, with such changes, modifications, insertions and omissions as may be deemed necessary or desirable to effect the Amended Agreement, with the necessity or desirability of such changes, modifications, insertions and omissions being conclusively evidenced by their execution thereof.

Section 4. Further Negotiation. The Board of Commissioners further authorizes and directs the officers of the Agency, including without limitation, the President and CEO, to negotiate with St. Louis County as may be necessary to finalize the terms and conditions of the Amended Agreement consistent with the Agency's Briefing Paper presented to the Board of Commissioners at the meeting approving this Resolution, and the officers of the Agency, including without limitation the President and CEO, are hereby further authorized and directed to make any such changes, modifications, insertions and omissions as may be consistent with the intent of this Resolution and as may be deemed necessary or desirable to finalize the Amended Agreement, with the necessity or desirability of such changes, modifications, insertions and omissions being conclusively evidenced by their execution thereof.

Section 5. Actions of Officers Authorized. The officers of the Agency, including, without limitation, the President and CEO, are hereby authorized and directed to execute all documents and take such actions as they may deem necessary or advisable in order to carry out and perform the purposes of this Resolution and the Amended Agreement and the execution of such documents or taking of such action shall be conclusive evidence of such necessity or advisability.

Section 6. Severability. It is hereby declared to be the intention of the Board of Commissioners that each and every part, section and subsection of this Resolution shall be separate and severable from each and every other part, section and subsection hereof and that the Board of Commissioners intends to adopt each said part, section and subsection separately and independently of any other part, section and subsection. In the event that any part, section or subsection of this Resolution shall be determined to be or to have been unlawful or unconstitutional, the remaining parts, sections and subsections shall be and remain in full force and effect, unless the court making such finding shall determine that the valid portions standing alone are incomplete and are incapable of being executed in accordance with the intent of this Resolution.

Section 7. Rights Under Resolution Limited. No rights shall be conferred by this Resolution upon any person or entity other than the Agency and St. Louis County.

Section 8. Governing Law. The laws of the State of Missouri shall govern this Resolution and the Amended Agreement.

Section 9. No Personal Liability. No member of the Board of Commissioners, officer, employee or agent of the Agency shall have any personal liability for acts taken in accordance with this Resolution and the Amended Agreement.

Section 10. Payment of Expenses. The Senior Vice President and CFO is hereby authorized and directed to pay or cause to be paid all costs, expenses and fees incurred in connection with or incidental to this Resolution and the Amended Agreement.

Section 11. This Resolution shall be in full force and effect from and after its passage and approval.

ADOPTED by the Board of Commissioners of The Bi-State Development Agency of the Missouri-Illinois Metropolitan District this 17th day of November, 2017.

In Witness Whereof, the undersigned has hereto subscribed his signature and caused the Seal of the Agency to be affixed.

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

By _____
Title _____

[SEAL]

ATTEST:

By _____
Deputy Secretary to the Board of Commissioners

Open Session Item 9 (c)

Attachment

**AGREEMENT
BY AND BETWEEN SAINT LOUIS
COUNTY ON BEHALF OF ITS
DEPARTMENT OF HUMAN SERVICES
OFFICE OF FAMILY AND COMMUNITY SERVICES
VETERANS PROGRAM
AND
BI-STATE DEVELOPMENT AGENCY OF THE
MISSOURI-ILLINOIS METROPOLITAN DISTRICT (METRO)
d\\b\\a TRANSPORTATION MANAGEMENT ASSOCIATION**

This amended agreement made and entered into on July 1, 2017, by and between Bi-State Development Agency of the Missouri-Illinois Metropolitan District (METRO) d\\b\\a Transportation Management Association, hereinafter referred to as "TMA" or "SUB-RECIPIENT" and Saint Louis County, on behalf of its Department of Human Services, Office of Family and Community Services, Veterans Program hereinafter referred to as "County" or "GRANTEE".

WITNESSETH:

WHEREAS, COUNTY has been awarded a grant from the Missouri Veterans Commission, and

WHEREAS, the purpose of said grant is to provide accessible transportation for disabled veterans to doctor and hospital appointments utilizing TMA's drivers and equipment, and

WHEREAS, the County Executive is authorized by Ordinance No. 26,801 to execute this agreement, and

NOW, THEREFORE, in consideration of the premises and mutual obligation herein stated, the parties do mutually agree as follows:

ARTICLE I – TERM OF AGREEMENT

1.1 The term of this agreement will expire June 30, 2018.

ARTICLE II – SCOPE OF WORK

2.1 The attached **Exhibit A** outlines the Scope of Work for the Veterans Service Officer Grant in regards to the GRANTEE and SUBRECIPIENT responsibilities.

ARTICLE III – COMPENSATION

3.1 Budget Compliance. The SUBRECIPIENT agrees to expend all funds in accordance with ARTICLE III of this agreement.

3.2 Reimbursement. The COUNTY agrees to reimburse the SUBRECIPIENT an amount not to exceed Fifty-One Thousand Dollars (\$51,000.00) from July 1, 2017 to June 30, 2018.

Payment will be reimbursed according to the following fee scale:

For ambulatory riders: \$25.68 per one-way trip for groups under eight persons a six mile minimum and \$4.23 for each additional mile, with a minimum fuel surcharge of \$.30 per one-way trip, or greater, as

4.7 Venue. In the event any actions or proceedings are initiated with respect to this Contract, the COUNTY and the SUBRECIPIENT agree that venue thereof shall be in St. Louis County, Missouri.

4.8 Independent Contractor. The relationship of the SUBRECIPIENT to the COUNTY shall be that of an independent contractor and no principal/agent or employer/employee relationship is created by this Contract.

4.9 Amendments of Contract. This Contract may be amended only upon the written agreement of the COUNTY and the SUBRECIPIENT.

ARTICLE V – TERMINATION

Termination of this Contract may occur, with or without cause, prior to the date agreed upon by the parties herein in the following manner:

5.1 It is understood and agreed that in the event funds from the Missouri Veterans Commission are not obtained and continued at a level sufficient to allow for the purchase of the specified services, the obligations of each party hereunder shall thereupon be terminated immediately upon receipt of written notice.

5.2 It is further understood and agreed that either party at any time may, with cause related to adequacy of performance, terminate this Contract immediately by written notice.

5.3 Any written notice of Contract termination shall be sent by certified mail, first class, postage paid, and notice shall be effective by deposit in the mail. Notices shall be sent to:

(1) Saint Louis County
c/o Andrea Jackson-Jennings, Director
Saint Louis County Department of Human Services
9666 Olive Blvd.
Suite 510
Olivette, MO 63132

(2) TMA/METRO
c/o Jeffrey Butler, General Manager, Paratransit
211 N. Broadway
Suite 700
St. Louis, MO 63102

reflected on Exhibit B, the Veterans Services Rate Sheet (attached hereto and incorporated by reference herein).

For additional ambulatory riders: \$4.50 each additional rider or care giver

For veterans using wheelchairs or other assistive devices: \$40.56 per one-way trip for an eight mile minimum fuel surcharge of \$.40 per one-way trip, or greater, and \$5.02 for each additional mile, as reflected on Exhibit B, the Veterans Services Rate Sheet (attached hereto and incorporated by reference herein).

Additional passengers: \$4.50 for each rider or care giver; additional wheelchair passengers @ \$12.00 each.

3.3 Reimbursement Requests. SUBRECIPIENT will submit monthly invoice for payment by the 5th business day of each month, beginning July 2017. Reimbursements will be made by the COUNTY within 30 days of receipt of requests that are deemed by county to be valid and complete. Requests for reimbursement that are received more than 60 days after the date the expenditure was incurred may not be reimbursed. A final invoice with proper documentation must be submitted no later than 60 days after the contract termination date. Invoices submitted after this date may not be processed for payment.

ARTICLE IV-GENERAL TERMS AND CONDITIONS

4.1 Compliance with Laws. The SUBRECIPIENT shall comply with all provisions of the Constitution and laws of the United States and the State of Missouri, and with the charter and Ordinances of Saint Louis County, as the same shall apply hereto.

4.2 Assurance of Access and Safety. The COUNTY assures compliance with the Americans with Disabilities Act (ADA) in regard to the operation of and provision of services specified in the Contract, and assures that all facilities used to carry out program activities meet ADA requirements and meet applicable health and safety standards.

4.3 Nondiscrimination in Provision of Services. The SUBRECIPIENT gives assurance and understands that this Contract is awarded in reliance on such assurance that the SUBRECIPIENT will not unlawfully exclude persons from services or employment under this Contract on the basis of sex, religion, race, national origin, age, disability or veteran status.

4.4 Assignment of Contract. The SUBRECIPIENT agrees not to assign, transfer, convey, sublet, or otherwise dispose of this Contract without the previous consent and written approval of the COUNTY, provided, however, that, as set forth in the SUBRECIPIENT'S response to the COUNTY'S proposal, TMA participating agencies will be performing certain of the services under this Contract.

4.5 Hold Harmless Agreement. The parties agree that each will be responsible for any personal injury or property damage liability, losses, costs, or expenses proximately caused by or resulting from the negligent acts or omissions of such party or any of its officers, employees, volunteers, clients, residents, or sub-contractors in the performance of this Contract, and neither party will make any claim with regard to the other party's responsibility for the same. Subject to applicable laws

4.6 Waiver. Failure of the COUNTY or SUBRECIPIENT to insist on performance of any of the terms of this Contract shall not be construed as a waiver of such terms and the same shall remain in full force and effect for the total Contract term.

ARTICLE VI - EXHIBITS AND ATTACHMENTS

The following exhibits are attached hereto and made a part of this contract.

Exhibit A - SCOPE OF WORK

Exhibit B - VETERANS SERVICES RATE SHEET

ARTICLE VII - AUTHORITY TO CONTRACT

SUBRECIPIENT assures that it possesses legal authority to enter into this contract; that an ordinance or resolution has been duly adopted or passed as an official act of the Contractor's governing body, authorizing participation in this contract, including all understandings and assurances contained therein, and directing and authorizing the person identified as the SUBRECIPIENT official representative to execute the contract.

IN WITNESS WHEREOF, the parties have caused this Contract to be signed by their authorized officials the day and year first above written.

BI-STATE DEVELOPMENT AGENCY OF
THE MISSOURI ILLINOIS
METROPOLITAN DISTRICT

BY: _____
John Nations, President and CEO

DATE:

SAINT LOUIS COUNTY, MISSOURI

BY: _____
Steven V. Stenger, County Executive

DATE:

ATTEST:

ATTEST:

Title
DATE:

Administrative Director
DATE:
APPROVED:

Director, Department of Human Services
DATE:

APPROVED AS TO LEGAL FORM:

County Counselor
DATE:

I hereby certify that balances sufficient to pay the contract sum remain in the appropriation accounts against which this obligation is to be charged, to the extent County continues to receive federal funds sufficient to pay contract sum.

APPROVED:

Accounting Officer
DATE:

Scope of Work

This section will detail our approach to the Scope of Work as outlined in the Request for Proposal. This section will start with the approach to the general requirements of the work, followed by our method of performance and finish with a detailed discussion of the transportation services to be provided.

A. General Requirements

A.1 Contract Duration

The TMA understands that services will begin on July 1, 2017 and will continue through June 30, 2018.

A2. Service Parameters

The following is a synopsis of the parameters of the services to be provided under this Request for Proposal:

- The St. Louis County Human Services Veterans Services Program will submit the individual trip requests for transportation services via facsimile up to 24 hours before the requested trip.
- The services will be limited exclusively to eligible veterans who reside in St. Louis County, Missouri.
- Veteran's status will be determined by submission of a certificate of discharge, a copy of form DD-214, or by a copy of a valid U.S. Department of Veterans Affairs Medical Center Patient I.D. Card. This information will be obtained through the St. Louis County Department of Human Services Veterans Program.
- The services will be curb-to-curb to and from the individual's residence to hospital and doctors' appointments primarily at the Missouri Veterans' Home, the John Cochran Veteran's Hospital and the Jefferson Barracks Veteran's Hospital.
- The services will be available to be provided to the veterans Monday through Friday between the hours of 4:00 a.m. to 1:00 a.m. of the following day.
- At the time of receipt of the trip information, the TMA Coordinator will enter the passenger's information into the computer system. The Coordinator will then schedule the trip for the passenger for the appropriate day and time, and they will also schedule a return pick up time 3 hours following the initial appointment time. The Coordinator will call the passenger informing them of both the pickup time and the return time.
- The Coordinator will also inform the passenger that on the day of service, if they are ready to return from their appointment in advance of the 3-hour pre-specified

return time, they will be instructed to call the TMA Customer Assistance Line. At that point, the Paratransit Dispatchers will schedule a return pickup time for them. On the other hand if passenger's appointment time exceeds the 3-hour return pickup time, the passenger will be placed in a "will call" status. When they are actually ready to return, the passenger can call the Customer Assistance line, and the Paratransit Dispatchers will schedule return pick up time for them.

Other Responsibilities of the TMA

- The TMA understands that it will carry adequate levels of liability insurance and will present documents to demonstrate the appropriate insurance coverages St. Louis County Human Services Veterans Services Program who will be named as additional insured.
- The TMA understands that it will provide an inclement weather policy and that it will be communicated to St. Louis County Human Services Veterans Services Program and is reasonable for the services proposed.
- The TMA will provide a comprehensive (24 hours) communication system for St. Louis County Human Services Veterans Services Program participants regarding scheduling. They will be able to access this system to inquire about routes in the event of inclement weather or to inform the Dispatch regarding cancellation of their services.
- The TMA will provide qualified van operators who are appropriately licensed for the vehicles they are operating. The TMA understands that all operators are expected to be courteous and demonstrate respect for persons with differing nationalities, ethnicities, and physical abilities.

Responsibilities of St. Louis County Human Services Veterans Services Program

- The St. Louis County Human Services Veterans Services Program will provide all requests for transportation up to 2:00 p.m. on the day preceding the transportation. This information will be provided by a prior approval of the St. Louis County Human Services Veterans Services Program staff that will be responsible for faxing the approved Authorization Form (See Appendix) to the TMA to complete the transportation request.
- The St. Louis County Human Services Veterans Services Program will provide a staff person that will be responsible for coordination of transportation requests and who will be available as the point of contact to research issues that might arise in service delivery.
- The St. Louis County Human Services Veterans Services Program will provide case management services that pre-screen and verify the eligibility for all individuals accessing the transportation system.

A.3 Contract Coordinator

The TMA currently has a Director of Paratransit Services who is responsible for contract management and a TMA Coordinator who is responsible for obtaining the passenger authorizations from the St. Louis County Human Services Veterans Services Program staff and the routing and scheduling of the individual participants in the program. These staff members will be on duty and available to the St. Louis County Human Services Veterans Services Program staff Monday – Friday from 8am – 5pm. The Manager of Special Services will also be available to attend the various meetings as required by St. Louis County Human Services Veterans Services Program under this proposal.

A.4 Scheduling and Dispatching

The TMA will provide all necessary routing, scheduling, and dispatching for the transportation services to be provided. It is assumed that St. Louis County Human Services Veterans Services Program will coordinate all participant communications for the duration of the program.

A detailed description of the TMA's sophisticated automated scheduling and dispatching system is contained later in this section under *Method of Performance*. The TMA currently has the Call-A-Ride fleet and the OATS fleet operational with Mobile Data Computers. The other TMA participating vendor fleets are currently scheduled through the TMA's automated system but manually dispatched with manifests at this time.

A.5 Staffing and Equipment

The TMA will provide all necessary personnel and equipment for the duration of the program. The TMA will provide all necessary backup personnel and equipment for the duration of the program to ensure the services are provided in a timely manner and that program participants are on time for their work shifts and job interviews.

A.6 Vehicles

The TMA will have over 200 vehicles available to provide this service. Because these vehicles are all painted with a paint scheme unique to each provider, the TMA logo will be clearly identifiable on all vehicles used in the service.

A.7 ADA Compliance

The TMA has over 150 wheelchair accessible vehicles in its combined fleet. All of these vehicles meet current ADA requirements. Additionally, the TMA has TTD service available Monday – Sunday from 7:30am – 4:30pm for those individuals that may need to call our Dispatch Center directly for any reason.

A.8 Quality Assurance Standards

The TMA is committed to Quality Assurance. Consumers must be protected by guaranteeing them a qualified, caring driver in a safe vehicle with equipment that works properly. Consumers must be guaranteed that they will be picked up on time and

delivered to their destinations in a timely fashion regardless of operational problems on the part of providers.

To ensure that these goals are met, the TMA has implemented a comprehensive Quality Assurance Standards program. All providers participating in any TMA service must meet these stringent standards. To ensure adherence to the TMA Quality Assurance Standards, the TMA performs on-site annual audits of all of the TMA participating Agencies. Moreover, to ensure that the operators chosen for the service have appropriate employment and personal histories, the TMA participates in the State of Missouri's Family Care Registry that appropriately checks the candidate's criminal convictions and identifies any possible history of adult or child abuse.

A.9 Inclement Weather Procedures

The TMA has a very detailed and comprehensive set of procedures to guide service delivery or cancellation as may be required during inclement weather. These procedures are contained in the Appendix.

A.10 Reporting

The TMA will provide St. Louis County Human Services Veterans Services Program with a monthly invoice showing the detail of the pickup and drop-off locations for each of the trips provided and the number of riders transported on each trip.

B. Method of Performance

This section will describe, in detail, the TMA's operational approach to delivering the services called for in this RFP. In order to facilitate understanding, the entire process of service delivery, beginning with taking the service request and ending with reporting on service delivery, is described in this section.

B.1 Prime/Subcontract Agreements

Metro d/b/a Bi-State Development Agency, d/b/a the Transportation Management Association, will execute provider agreements with all vendors providing transportation under this service. One purpose of these agreements is to assure that the service standards and insurance requirements are maintained by all participating agencies.

B.2 Confidentiality

Metro, the TMA, and all the vendors participating in this project have agreed to be bound by the most rigorous of standards pertaining to the confidentiality of St. Louis County Human Services Veterans Services Program clients served under this project. Only information directly necessary for the provision of transportation will be collected and transmitted to vendors actually providing services. Individually identifying data shall include:

- ◆ the passenger's name
- ◆ origin address
- ◆ destination address
- ◆ ambulation limitations and
- ◆ any other issues (e.g., visual or auditory constraints) which may have significance in the transportation of individuals.

No other data will be collected and retained about passengers, and the transmission of this information will only be made to authorized vendors who have agreed not to disclose this information for any purpose.

B.3 Dispatching and Communications

The Dispatch Center incorporates state-of-the-art technology with automated trip dispatch software and Mobile Data Computers (MDCs). Dispatchers send customer trips to the drivers in the field via computer and it displays on their MDC. As the drivers perform each trip, the MDCs automatically record key information from the vehicle odometer and clock and transmit this back to the Dispatch Center providing us with "real time" information on each vehicle. This data includes the "real estimated time of arrival" for each trip for every driver in the field enabling dispatchers to monitor trips and appointment times, and move trips to different vehicles when necessary to keep customer trips on time.

Because some of the vendors providing trips under this service may not have MDCs in their vehicles, manual dispatching will also take place. The automated dispatch software also prepares physical route sheets. These sheets will be printed and sent, via secured facsimile transmission, to those vendors who will require manual dispatch.

B.4 Quality Assurance Control

To ensure quality on-street operations *Call-A-Ride has five dedicated Operations Supervisors monitoring service* and responding to problems. Call-A-Ride also has procedures in place to *document and respond to all incidents that occur in the field*. One report is filled out by the driver documenting the incident and detail; the office report is filled out by the supervisory staff that followed-up on the incident and documents how the incident was resolved. All accidents and incidents involving St. Louis County Human Services Veterans Services Program clients shall be reported in writing within 24 hours of occurrence.

Call-A-Ride staff also capture all comments that customer would like to make whenever they call our offices, either at the Reservation Center, the Dispatch Center or our business offices. The staff fills out customer Contact Reports where complaints, commendations, suggestions or inquiries are recorded. Each call is investigated and the action taken is detailed on the form.

Call-A-Ride has also installed an automatic Digital Voice Recording system that records all telephone calls made to and from our Reservation and Dispatch Center. This system enables us follow up on difficult calls or situations as well as monitor quality control in these key functional areas.

B.5 Vehicle Specifications

Metro's current van fleet consists of 122 vehicles, all of which are wide-body raised-roof lift-equipped vans. A detailed fleet roster is contained in the Appendix.

- ◆ The Call-A-Ride fleet consists of Freightliners on M2 chassis converted by Champion Bus Inc. and Chevrolet one-and-a-half-ton vehicles converted by Eldorado Manufacturing that are wide-body raised-roof vehicles with seating for 3 forward facing wheelchair customers and/or 14 ambulatory customers.
- ◆ All of the vehicles in the Call-A-Ride fleet are equipped with two-way radios and Mobile Data Computers (MDCs) for continuous and instantaneous communication with our paratransit dispatch center. This state-of-the-art communication equipment enables us to respond quickly to customer requests and on-street conditions to keep customers "on time" for their important appointments.

The vehicles available for this service from the subcontractors are of three basic designs:

- ◆ 5-6 passenger automobiles or mini-vans
- ◆ 14-passenger maxi-vans, both with and without wheelchair accessibility
- ◆ 25 and 30-passenger extended chassis mini-buses, both with and without wheelchair accessibility.

All of the vehicles assigned to this service are equipped with dual air conditioning and heat to insure maximum passenger comfort throughout the vehicle and maintain interior temperatures within the range of acceptability.

All vehicles are equipped with first aid kits and fire extinguishers and satisfy all city, county, and state licensing and inspection requirements. All vehicles are also equipped with seat belts in order to ensure passenger safety.

Many of the vehicles planned for use on this service have been modified to accommodate passengers requiring transportation seated in their wheelchairs, and, as such, have raised-roofs and are equipped with ADA standard lifts and seven-point, strap-type wheelchair restraints to ensure passenger safety.

All vehicles used in this service will have two-way communication capabilities with the base office. In many cases, both voice and data communication capabilities will be available. But, even in those vehicles not equipped with on-board, mobile data Computers (MDC's), two-way radio communications will be available. Back-up

replacement vehicles of different types and sizes will be available in instances of mechanical breakdown or scheduled maintenance.

B.6 Vehicle Maintenance

The TMA recognizes that the quality of its service is directly related to the reliable performance of its vehicle fleet. Strong emphasis is placed on developing and implementing a comprehensive vehicle maintenance program. Full-time mechanics are employed at Metro to provide vehicle repairs and to perform a rigorous preventive maintenance program, which meets the proposed minimum manufacturer's vehicle maintenance procedures.

Metro's maintenance program. Vehicle maintenance is performed in a fully equipped maintenance shop located within the Main Shop Maintenance facility. In accordance with the operating principles of the TMA, all participating vendors are able to use the maintenance department and its trained staff to perform routine and unanticipated repairs. The shop has a full time staff of two foremen, one Assistant Superintendent (manager) and 14 trained mechanics with an average of 7 years' experience each in the maintenance of paratransit vehicles. All of the mechanics have had formal training through Metro's vocational training program including specialized training on items unique to paratransit vehicles. About 95% are also graduates of recognized Mechanic training programs.

In addition to the on-site maintenance, this shop is supported by Metro's Main Repair Facility. This facility has a staff of 80 other mechanics and performs all major repairs, such as bodywork, power train overhauls, and unit overhauls of over 400 different replaceable units on the vehicles. *Metro has mechanics on duty for road service or in-house maintenance 24 hours a day 7 days a week.*

Preventive maintenance inspections are performed at 3,000-mile intervals, with a mainframe computer program keeping track of when inspections are due, as well as all maintenance activities performed on each vehicle. Copies of all of our preventive maintenance inspection forms are attached. All inspections performed on Metro vehicles exceed the standards of local, county and state safety inspection requirements.

In addition to the scheduled preventive maintenance, every van operator prior to going into service with the van each day performs a pre-trip inspection. Any defects found are noted on defect card, and the defects are repaired when the van turns back into the shop. In the event that safety items or items that would cause an in-service failure are detected on the pre-trip inspection, these items are repaired prior to pull out, or the operator is assigned a different van until repairs can be made. A copy of the operator's defect card is also attached.

Metro also has a Quality Assurance Department, whose primary responsibility is to assure that all vans are maintained in accordance with manufacturer's recommendations. Quality Assurance also assures that all fluid, lubricants, and replacement parts used on the vans meet manufacturer's specifications.

The excellence of the Agency's paratransit maintenance program is reflected in daily operations. The vehicles are clean inside and out, they are well maintained, and they *are reliable averaging over 55,000 miles between in-service mechanical delays.*

Regular vehicle replacement. In addition to regular maintenance, the TMA members are involved in the regular replacement of vehicles through various public assistance programs. Utilizing funding available through the Federal Transportation Administration, vehicles deployed under this agreement will be newer models, which, when combined with the comprehensive maintenance program, enables the TMA members to offer greater reliability and reduced operating costs.

B.7 Insurance Requirements

As stated in the RFP, the contractor and all vehicles operating under this contract will be appropriately insured to cover any or all liability connected with the provision of service. The insurance coverage is to include, but not necessarily limited to, general liability, professional liability and other coverage.

The TMA certifies that all vendors operating under this agreement are currently insured with liability coverage meeting or exceeding the state's requirements and is prepared to provide written evidence of its insurance coverage including effective dates of coverage, limits of liability, insurers' names, policy numbers, endorsements by representatives of the insurance companies, or any related information needed by St. Louis Office for Veteran's Services.

Commercial Automobile Policy with the following limits:

\$ 100,000	Liability per individual
\$1,000,000	Combined Single Limit Liability

Workers Compensation Coverage: Various agencies use differing methods of complying with State requirements. Some use exclusively insurance agencies while others self-insure with excess limits coverage. In all cases where self-insurance is used, the self-insured programs have been approved by the Missouri Division of Workers Compensation and meet coverage specified by state statute.

Appendix

Veteran's Services - Transportation Authorization

Transportation Management Association

Fax: 314-335-3413 Phone: 314-982-1505 Dispatch: 314-289-5230
 Fax or email completed referral to: Reginald Wayne or Roi Williams

NEW () RECURRING APPT () CHANGE ()

CLIENT INFORMATION

<i>Passenger's Name:</i>		<i>Date of Birth</i>
<i>Home Address:</i>		
<i>City:</i>	<i>State:</i>	<i>Zip Code:</i>
<i>Home Phone</i>	<i>Male ()</i>	<i>Female ()</i>
<i>Medicaid #</i>	<i>DMA #</i>	<i>Social Security #</i>
<i>(Circle one) <u>Amblulatory</u> <u>Wheelchair</u> <u>Amblulatory needs Lift (same rate as wheelchair)</u></i>		
<i>Does this person need an Attendant to ride?</i>		<i>Yes () NO ()</i>
<i>Emergency Contact Person:</i>		<i>(other than home phone; please)</i>
<i>Name:</i>	<i>Relationship:</i>	<i>Phone: ()</i>

TRIP INFORMATION

<i>(If different from home address)</i> Pickup Location Name: _____ Street Address: _____ City: _____ State: _____ Zip Code: _____ Phone: () _____		Trip Times P/U _____ Appt: _____ Return : _____ (leave blank) <i>If client needs time to get to / from entrance – Please add/minus an extra 5 minutes to return & appt. We will add time for 15 min. window.</i>
Drop Off Location Name: _____ Street Address: _____ City: _____ State: _____ Zip Code: _____ Phone: _____ <i>Special Instructions:</i> _____		
Use same start and end date for a one time ride. Recurrent appt? weekly monthly		
Trip Start Date: _____ Trip End Date: _____		Day of Week: M T W R F
<i>You may fax trip requests up to one month in advance of appointment. Sorry, NO SAME DAY trip requests will be processed.</i>		
Faxed By: _____ Date: _____ Phone: _____		

Additional Comments:

OFFICE OF VETERANS AFFAIRS INFORMATION:

Marital status: Married Widowed Single Divorced Separated

Ethnicity: African American Caucasian Hispanic Native American Asian
Italian Other _____

Household income: \$0-4,999 \$5,000-9,999 \$10,000-14,999 \$15,000-19,999

\$20,000+ _____ Pension: VA: SSDI SSI:

Adults in household: **Children under 18 in household:**

MILITARY INFORMATION:

Branch:

Dates of Service:

Service-Connected Disability: Y N Rated at: % **Date/condition:**

Veteran status verified: DD214 VA card Other:

TRANSPORTATION INFORMATION:

Doctor	Clinic	Address	Phone

Previous transportation utilized by:

Health Concerns or additional information we should know about?

CVP USE ONLY

Release of information: Date mailed: Date returned:

Exhibit B

St. Louis County Veterans Transportation Program FY 2018 Rate Sheet				
ANY AMBULATORY TRIPS			ANY W/C OR LIFT TRIP	
Mileage Minimum	6		Mileage Minimum	8
total	\$ 4.23	\$ 25.38		\$ 5.02 \$ 40.16
add AMB @\$4.50 ea			add AMB pax @\$4.50 ea	
	\$ 4.50	\$.	add WC pax @\$12.00 ea	
Fuel Surcharge	\$ 0.05	\$ 0.30	Fuel Surcharge	\$ 0.05 \$ 0.40
Total		\$ 25.68	Total	\$ 40.56
6 Mile Minimum			8 Mile Minimum	

NoShows and Late Cancellations with less than 2-hours notice will be billed at full rate.

Cancellations made more than 2 hours in advance will not be charged.

There will be a 2.1% Rate Increase for Fiscal Year 2018.

The five cent per mile surcharge will continue related to the market fluctuations in the price of fuel.

**Bi-State Development
Board of Commissioners
Agenda Item
November 17, 2017**

From:	John M. Nations, President and CEO
Subject:	Wayfinding and Customer Communication Design Procurement of Services
Disposition:	Approval
Presentation:	Raymond A. Friem, Executive Director Metro Transit; and Jessica N. Mefford-Miller, Assistant Executive Director, Planning and System Development

Objective:

To present to the Board of Commissioners for approval, a request to enter into a contract with a firm selected through a competitive procurement process for the purpose of obtaining design services for wayfinding signage used across the transit system. Wayfinding signs are a customer communication system deployed at transit facilities including bus, light rail, and paratransit services. The project goal will be to provide Metro Transit with a set of design standards that can be implemented incrementally across the transit system, beginning with MetroBus stop signs and select MetroLink stations. This work is required to continue providing clear and consistent messaging to Metro customers and residents and visitors of the St. Louis region. The cost for this project is estimated at \$150,000 plus a 10% or \$15,000 contingency.

Committee Disposition:

This item was presented and discussed at the Operations Committee Meeting on October 17, 2017. The Committee voted to recommend that the Board of Commissioners approve this request to enter into a contract with a firm selected through a competitive procurement process for the purpose of obtaining design services for wayfinding signage used across the transit system.

Board Policy:

Board Policy *Chapter 50.010, Section E.1.a.*, requires the Board of Commissioners to approve all Competitive Negotiation Procurements which exceed \$500,000.

Funding Source:

Funding for the Wayfinding signage project is approved in the following grants: MO-2017-008 and MO-2017-034, as well as funding obtained for MetroBus Stop Signage Replacement (Phases 2 and 3) approved in grant MO-16-X048.

Background:

Metro's customer facilities, including bus stops, transit centers, and MetroLink stations, have been constructed or updated in several phases over the past twenty-five years, and several new initiatives will also soon launch, including implementation of the Gateway Card fare collection project; implementation of the Metro Reimagined MetroBus system redesign; and opening of the new Cortex MetroLink Station. Metro recognizes the need to provide clear, consistent, accessible, and attractive wayfinding and signage to our customers, residents, and visitors of the St. Louis region. To that end, funding has been secured through a series of competitive grant programs totaling more than \$2.5 million to begin updating wayfinding and signage across the transit system.

In the fall of 2016, Bi-State Development retained the services of MERJE to conduct a critical evaluation and documentation of the existing wayfinding and customer communication system. This six-month project was completed and finalized in July 2017, and provides a framework for updating and managing Metro's signage and wayfinding program. This audit included recommendations and

best practices for signage theme, content, messaging, and placement, as well as a strategy for maintaining clear and consistent signage throughout and following the forthcoming signage update.

Deliverables from this effort will include:

- Review of materials including the 2016-2017 Wayfinding Audit; Metro Signs of the System guide; Cross County MetroLink Station Finishes and Site Plans Overview, and any additional information provided by the Agency;
- Schematic design concepts including prototypical items including functional aspects, nomenclature, typography/symbols, static and dynamic signage/wayfinding, architectural elements, ADA requirements, electronic displays, audible communications, lettering processes, placement, sequence, modularity, materials, hardware, framing, fasteners, mounting methods, and maintenance;
- Refined design concepts for all elements included in schematic design concepts;
- Preliminary cost estimates for all materials, fabrication and installation of the Project.
- Final location plans, elevations, sections, and message schedules for all communication and graphic elements included in the Project;
- As an optional task, support of the Fabrication and Installation of the Project.

Analysis:

This design work, alongside the recommendations from the Wayfinding audit will result in a plan and design for updating Metro's wayfinding and customer communication that can be implemented over time within existing and potential resources. The first major effort in this project will be updating MetroBus system signage across Missouri, and updating signage at select MetroLink stations.

In order to accomplish this task, Metro intends to engage a consulting firm as both an extension of staff and as subject matter experts to assist in the performance of this assessment and contribute to the overall success of the project.

The timeliness of the Board schedule is a contributing factor in this request. The timeframe for accomplishment is to release an RFP, receive proposals and award a contract by December 31, 2017, with active work being accomplished at the start of 2018.

Board Action Requested:

Approval of the Board of Commissioners to authorize the President and CEO to award a consulting services contract, achieved through competitive procurement, in an amount not to exceed \$165,000 in order to perform design services to update the existing wayfinding and customer communication system for the Metro Transit System.

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
AUTHORIZING THE PRESIDENT AND CEO TO EXECUTE A CONSULTING
SERVICES CONTRACT FOR UPDATING EXISTING WAYFINDING AND
CUSTOMER COMMUNICATION FOR METRO TRANSIT SYSTEM**

PREAMBLES:

Whereas, The Bi-State Development Agency of the Missouri-Illinois Metropolitan District (the “Agency”/“BSD”) is a body corporate and politic, created by an interstate compact between the States of Missouri and Illinois, acting by and through its Board of Commissioners (the “Board of Commissioners”); and

Whereas, the Agency is authorized by Mo. Rev. Stat. §§ 70.370 et seq. and 45 Ill. Comp. Stat. 100/1 et seq. (jointly referred to herein as the “Compact”) to plan, construct, maintain, own and operate passenger transportation facilities, and to perform all other necessary and incidental functions, and to disburse funds for its lawful activities, to adopt rules and regulations for the proper operation of its passenger transportation facilities and conveyances, to contract and to be contracted with; and

Whereas, Board Policy Chapter 50, §50.010(A)(8) and §50.010(E)(1)(b), requires Board approval of all Non-Competitive Procurements exceeding \$100,000; and

Whereas, funding is provided through the following grants: MO-2017-008 and MO-2017-034 and MO-16-X048; and

Whereas, Metro Transit (Metro) recognizes the need to provide clear, consistent, accessible and attractive wayfinding and signage for customers, residents, and visitors to the St. Louis region; and

Whereas, in the fall of 2016 BSD retained the services of MEJE to conduct a critical evaluation and documentation of the existing Metro wayfinding and customer communication system. This six-month project was completed and finalized in July, 2017 and will provide the framework for updating and managing Metro’s signage and wayfinding program.

Whereas, BSD intends to engage a consulting firm as both an extension of BSD staff and as a subject matter expert to provide technical assistance in the comprehensive operational assessment and development of design concepts through a competitive procurement, in an amount not to exceed \$165,000; and

Whereas, it is feasible, necessary and in the public interest for the Board of Commissioners to authorize the President and CEO to execute a consulting services contract for assessment and design services to update wayfinding and customer communication for the Metro Transit System, in an amount not to exceed \$165,000, in accordance with the terms and conditions described herein.

NOW, THEREFORE, THE BOARD OF COMMISSIONERS OF THE BI-STATE DEVELOPMENT AGENCY OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT DOES HEREBY RESOLVE, DETERMINE AND ORDER AS FOLLOWS:

Section 1. Findings. The Board of Commissioners hereby finds and determines those matters set forth in the preambles hereof as fully and completely as if set out in full in this Section 1.

Section 2. Authorization of President and CEO to Execute the Contract. The Board of Commissioners hereby authorizes the President and CEO to execute a consulting services contract for assessment and design services to update wayfinding and customer communication for the Metro Transit System, in an amount

not to exceed amount of \$165,000, under and pursuant to this Resolution and Compact for the authorized Agency purposes set forth in the preambles hereof and subject to the conditions hereinafter provided.

Section 3. Actions of Officers Authorized. The officers of the Agency, including, without limitation, the President and CEO, and Vice President of Procurement are hereby authorized and directed to execute all documents and take such actions as they may deem necessary or advisable in order to carry out and perform the purposes of this Resolution and the Contract and the execution of such documents or taking of such action shall be conclusive evidence of such necessity or advisability.

Section 4. Severability. It is hereby declared to be the intention of the Board of Commissioners that each and every part, section and subsection of this Resolution shall be separate and severable from each and every other part, section and subsection hereof and that the Board of Commissioners intends to adopt each said part, section and subsection separately and independently of any other part, section and subsection. In the event that any part, section or subsection of this Resolution shall be determined to be or to have been unlawful or unconstitutional, the remaining parts, sections and subsections shall be and remain in full force and effect, unless the court making such finding shall determine that the valid portions standing alone are incomplete and are incapable of being executed in accordance with the intent of this Resolution.

Section 5. Rights Under Resolution Limited. No rights shall be conferred by this Resolution upon any person or entity other than the Agency, officers and employees.

Section 6. Governing Law. The laws of the State of Missouri shall govern this Resolution.

Section 7. No Personal Liability. No member of the Board of Commissioners, officer, employee or agent of the Agency shall have any personal liability for acts taken in accordance with this Resolution.

Section 8. Payment of Expenses. The Senior Vice President and CFO is hereby authorized and directed to pay or cause to be paid all costs, expenses and fees incurred in connection with or incidental to this Resolution.

Section 9. This Resolution shall be in full force and effect from and after its passage and approval.

ADOPTED by the Board of Commissioners of The Bi-State Development Agency of the Missouri-Illinois Metropolitan District this 17th day of November, 2017.

In Witness Whereof, the undersigned has hereto subscribed his signature and caused the Seal of the Agency to be affixed.

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

By _____
Title _____

[SEAL]

ATTEST:

By _____
Deputy Secretary to the Board of Commissioners

Open Session Item

9(e)

**Bi-State Development
Board of Commissioners
Agenda Item
November 17, 2017**

From:	John M. Nations, President and CEO
Subject:	Northside-Southside Pilot Program for Transit-Oriented Development Planning Procurement of Services
Disposition:	Approval
Presentation:	Raymond A. Friem, Executive Director Metro Transit; and Jessica N. Mefford-Miller, Assistant Executive Director, Planning and System Development

Objective:

To present to the Board of Commissioners for approval, a request to seek a contract with a firm to provide transit-oriented development (**TOD**) planning and policy recommendations to Bi-State Development (**BSD**) and its partners, including the City of St. Louis, St. Louis Development Corporation, and the East West Gateway Council of Governments, et al, for economic development and value capture strategies along and around the proposed Northside-Southside MetroLink Corridor. This work is intended to advance our local and regional capacity for effectively planning, funding, and implementing TOD that is supportive of the MetroLink project, the communities along that alignment, and which facilitates accessible, diverse, and multi-use development at each of the planned stations. BSD partnered with the organizations referenced above, and in 2016 received notification of a \$375,000 grant to support this project through the Federal Transit Administration's (**FTA**) Pilot Program for Transit-Oriented Development, which is intended to advance TOD within planned transit corridors. The cost estimate for this project is set at \$400,000.

Committee Disposition:

This item was presented and discussed at the Operations Committee Meeting on October 17, 2017. The Committee voted to recommend that the Board of Commissioners approve the request to seek a contract with a firm to provide TOD planning and policy recommendations to BSD and its partners for economic development and value capture strategies along and around the proposed Northside-Southside MetroLink Corridor.

Board Policy:

Board Policy *Chapter 50.010, Section E.1.a.*, requires the Board of Commissioners to approve all Competitive Negotiation Procurements which exceed \$500,000.

Funding Source:

This request will be supported by \$375,000 in funds received from an FTA Pilot Program for Transit-Oriented Development, and will be supplemented by a cash match of \$30,000 from St. Louis Development Corporation and \$125,721 in staff contributions from partnering organizations including the City of St. Louis, St. Louis Development Corporation, and BSD.

Background:

The purpose of this study is to put the region's policy makers in a position to evaluate the proposed Northside-Southside MetroLink Corridor as a feasible transit product with a sustainable financial model. Given the funding constraints at the federal, state, and local levels, staff is of the opinion that the construction of any new MetroLink extensions will require significant local funds, which the local jurisdictions do not currently possess. Such local funds, however, might be significantly enhanced if the construction of a MetroLink alignment produces significant development that financially supports the transit system. By way of example, if a new MetroLink extension cost \$2 billion and a minimum of half of that figure would have to come from local sources, staff believes

the prospects of building such an extension would be remote at best. However, if the alignment were to foster significant development and, for example, a special taxing district (or other value capture vehicle) were implemented along the alignment producing funds to offset the cost of the system, then the local share from traditional transportation taxes might ultimately prove to be significantly less than the estimate given above. As a real example, the new MetroLink Station at Cortex is illustrative; there, just about all of the cost of that station is from a federal grant and contributions from the entities surrounding that station, and marks the first time that private funds are being invested into the public transit system in St. Louis. Such partnerships offer realistic pathways to future expansion of the transit system, and this study will help bring data to this decision making process for policy makers. The idea for this particular study emanated from conversations with Mayor Slay in 2016, as he asked about all of the applicable data which would be necessary to effectively evaluate the Northside-Southside alignment.

The firm or team selected will provide key decision-makers with a framework for implementing strategies to achieve TOD-supportive policies, apply actionable economic tools, and set up a governance structure to support this work going forward. The firm will conduct an existing conditions evaluation of the market, physical infrastructure, and existing development patterns in the proposed Northside-Southside corridor, as well as the existing policies, implementation tools, and regulatory environment in place. The final plan will include recommendations on governance structures, policy and implementation tools, and a guide to necessary infrastructure and access improvements. These recommendations will also be applied to a number of potential station areas in the proposed corridor to exhibit what the process should look like. The timeframe for this project is approximately 12 months.

The project will be guided by the following six goals, each of which is supported by an array of strategies:

1. Enhance Economic Development
2. Facilitate Multi-Modal Activity
3. Increase Access to Transit Hubs for Pedestrian and Bicycle Traffic
4. Enable Mixed-Use Development
5. Identify Project Related Infrastructure Needs
6. Include Private Sector Participation

Project deliverables will include, but not be limited to:

1. Project Management Plan
2. Stakeholder Involvement Plan
3. Existing Conditions Evaluation
4. Preliminary Plan
5. Final Plan

Analysis:

This project is intended to create a cohesive, functional, and proactive plan for fully considering high-quality TOD *before* constructing major transit infrastructure. This approach will help enable the region to fully realize potential economic development, including economic prosperity, tax base creation, more inclusive communities, and greater access to opportunities in the Northside-Southside transit corridor, as well as other potential and existing transit corridors.

In order to accomplish this task, Metro intends to engage a consulting firm as both an extension of BSD and partner staff and as subject matter experts to assist in the performance of this assessment and contribute to the overall success of the project.

The timeliness of the Board schedule is a contributing factor in this request. The timeframe for accomplishment is to release an RFP, receive proposals and award a contract by December 31, 2017, with active work being accomplished at the start of 2018.

Board Action Requested:

Approval of the Board of Commissioners to authorize the President and CEO to award a consulting services contract, achieved through competitive procurement, in an amount not to exceed \$400,000 in order to provide TOD planning and policy recommendations to BSD and its partners for the proposed Northside-Southside Corridor.

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
APPROVING THE PRESIDENT AND CEO TO EXECUTE A CONTRACT FOR
CONSULTING SERVICES FOR NORTHSIDE-SOUTHSIDE TRANSIT
ORIENTED DEVELOPMENT PLANNING**

PREAMBLES:

Whereas, The Bi-State Development Agency of the Missouri-Illinois Metropolitan District (the “Agency”/“BSD”) is a body corporate and politic, created by an interstate compact between the States of Missouri and Illinois, acting by and through its Board of Commissioners (the “Board of Commissioners”); and

Whereas, the Agency is authorized by Mo. Rev. Stat. §§ 70.370 et seq. and 45 Ill. Comp. Stat. 100/1 et seq. (jointly referred to herein as the “Compact”) to plan, construct, maintain, own and operate passenger transportation facilities, and to perform all other necessary and incidental functions, and to disburse funds for its lawful activities, to adopt rules and regulations for the proper operation of its passenger transportation facilities and conveyances, to contract and to be contracted with; and

Whereas, Board Policy Chapter 50, §50.010(A)(8) and §50.010(E)(1)(b), requires Board approval of all sole source non-competitive procurements exceeding \$100,000; and

Whereas, the Northside-Southside Project (“Project”) will be funded by \$375,000 from an FTA Pilot Program for Transit Oriented Development, a cash match of \$30,000 from the St. Louis Development Corporation, and \$125,721 of in-kind staff contributions from partnering organizations including City of St. Louis, St. Louis Development Corporation and BSD; and

Whereas, the purpose of the Project is to enable the St. Louis region’s policy makers to evaluate the proposed Northside-Southside MetroLink Corridor as a feasible transit product with a sustainable financial model; and

Whereas, the consulting firm or team selected for this Project will provide key decision-makers with a framework for implementing strategies to achieve transit oriented development supportive policies, apply actionable economic tools, and set up a governance structure to support the Corridor development going forward. BSD expects to release an RFP, receive proposals and award a contract by December 31, 2017 with the work commencing the beginning of 2018; and

Whereas, it is feasible, necessary and in the public interest for the Agency to approve the President and CEO to execute a contract for consulting services in order to provide transit oriented development planning for the Northside-Southside Corridor in an amount not to exceed \$400,000, in accordance with the terms and conditions described herein.

NOW, THEREFORE, THE BOARD OF COMMISSIONERS OF THE BI-STATE DEVELOPMENT AGENCY OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT DOES HEREBY RESOLVE, DETERMINE AND ORDER AS FOLLOWS:

Section 1. Findings. The Board of Commissioners hereby finds and determines those matters set forth in the preambles hereof as fully and completely as if set out in full in this Section 1.

Section 2. Approval of the President and CEO to Execute the Contract. The Board of Commissioners hereby approves the President and CEO to execute the contract for consulting services in order to provide transit oriented development planning for the Northside-Southside Corridor in an amount not to exceed

\$400,000, under and pursuant to this Resolution and the Compact for the authorized Agency purposes set forth in the preambles hereof and subject to the conditions hereinafter provided.

Section 3. Actions of Officers Authorized. The officers of the Agency, including, without limitation, the President and CEO, and the Vice President of Procurement are hereby authorized and directed to execute all documents and take such actions as they may deem necessary or advisable in order to carry out and perform the purposes of this Resolution, including the payment of all costs, expenses and fees incurred in connection with or incidental to this Resolution and Contract; and the execution of such documents or taking of such action shall be conclusive evidence of such necessity or advisability.

Section 4. Severability. It is hereby declared to be the intention of the Board of Commissioners that each and every part, section and subsection of this Resolution shall be separate and severable from each and every other part, section and subsection hereof and that the Board of Commissioners intends to adopt each said part, section and subsection separately and independently of any other part, section and subsection. In the event that any part, section or subsection of this Resolution shall be determined to be or to have been unlawful or unconstitutional, the remaining parts, sections and subsections shall be and remain in full force and effect, unless the court making such finding shall determine that the valid portions standing alone are incomplete and are incapable of being executed in accordance with the intent of this Resolution.

Section 5. Rights Under Resolution Limited. No rights shall be conferred by this Resolution upon any person or entity other than the Agency officers and employees.

Section 6. Governing Law. The laws of the State of Missouri shall govern this Resolution and the Contracts.

Section 7. No Personal Liability. No member of the Board of Commissioners, officer, employee or agent of the Agency shall have any personal liability for acts taken in accordance with this Resolution and the Contract.

Section 8. This Resolution shall be in full force and effect from and after its passage and approval.

ADOPTED by the Board of Commissioners of The Bi-State Development Agency of the Missouri-Illinois Metropolitan District this 17th day of November, 2017.

In Witness Whereof, the undersigned has hereto subscribed his signature and caused the Seal of the Agency to be affixed.

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

By _____
Title _____

[SEAL]

ATTEST:

By _____
Deputy Secretary to the Board of Commissioners

Open Session Item

9(f)

**Bi-State Development
Agenda Item
Board of Commissioners
November 17, 2017**

From: John M. Nations, President and Chief Executive Officer
Subject: **Sole Source Contract for Performance and Management Audit/
Mass Transit Consultant Services**
Disposition: Approval
Presentation: Kathy S. Klevorn, Sr. Vice President and Chief Financial Officer; and Larry B. Jackson, Executive Vice President of Administration

Objective:

To present to the Board of Commissioners for approval a request for a sole source five (5) year contract with IMG/Rebel Advisory, Inc., (**IMG**) to perform Management and Performance Audits as specified by Article VI Section 618 of the Series 2002 Mass Transit Sales Tax Appropriation Bond Indenture and St. Louis County Ordinance #24,264.

Committee Disposition:

This item was presented and discussed at the Audit, Finance & Administration Committee meeting on October 20, 2017. The Committee voted to recommend that the Board of Commissioners approve this request for a sole source contract with IMG.

Board Policy:

Chapter 50 Purchasing, Section 50.010 Procurement and Contract Administration, (E) Award Authority, I.b. states:

1. The Board of Commissioners shall approve the following procurements:
 - b. Non-Competitive Procurements which exceed \$100,000

It is the policy of Bi-State Development to conduct all procurements in a manner which fosters full and open competition. In some cases, competition is not feasible or practical. Sole source procurements totaled 10.4% of all procurements over the last four quarters.

Funding Source:

Funding is provided in the operating budget.

Background:

Performance Management Audit Services are required under two authorizations. First, Article VI Section 618 of the Series 2002 Mass Transit Sales Tax Appropriation Bond Indenture required a review of MetroLink Infrastructure and management performance every two years. **See Attachment #2.** St. Louis County Ordinance #24,264 (2010), included the following revision (see *italics*) to Ordinance #24,245 (2009) which allowed the Prop A Sales Tax initiative to be placed on the April 2010 ballot in St. Louis County, *required the Agency to enter into a contract for service and submit to a performance audit of its management and operations every three years.* **See Attachment #1.**

Bi-State Development (**BSD**) executed the original five (5) year service contract in FY2011. The FY2011 competitive bid process produced a sole bidder, IMG/Rebel. IMG/Rebel successfully performed the required audits under the original five (5) year contract. This contract was extended to complete the audit due May 2017.

In April 2017, BSD issued a solicitation for performance management services for the period FY2018 to FY2022.

BSD and St. Louis County staff reviewed the Scope of Work, selection criteria, implementation plan and completion dates. The points criteria is 75% for technical and 25% for cost. A 15% DBE goal was established. The evaluation team was comprised of Metro's Chief Financial Officer, Executive Director Metro Transit, General Manager of MetroLink, and the Controller. Kathy Klevorn, Chief Financial Officer, chaired the committee.

BSD provided the initial Request for Proposal (17-RFP-104240-SG) to CPA and Management Consulting firms in order to generate additional interest.

Release RFP	April 20, 2017
Pre-Proposal Meeting	April 26, 2017
Questions Due	May 1, 2017
Proposals Due	May 19, 2017

BSD's Contracting Officer contacted firms that indicated interest, but failed to submit a proposal and cataloged their responses in the Follow-Up Solicitation Report. Generally, the responses were that Bi-State's scope is geared towards a large consulting firm with experience auditing internal processes, performing financial audits, and auditing transportation systems and facilities. With that in mind the RFP was reissued to include verbiage that a Consulting Firm could partner with an Engineering Firm to fulfill BSD's requirements. **See Attachment # 3 for Follow-Up Solicitation Report.**

Request for Proposal (18-RFP-104572-SG) was issued in order to generate additional interest from engineering firms. The following plan drove the solicitation:

Release RFP	July 7, 2017
Pre-Proposal Meeting	Not Applicable
Questions Due	July 12, 2017
Proposals Due	July 27, 2017

Analysis:

This solicitation generated much interest, but only one proposal, which was received from IMG/Rebel Advisory, Inc., with ABNA as the DBE subcontractor.

IMG is a national management and financial consulting firm with over 500 successful performance improvement and financial management engagements. ABNA Engineering (**ABNA**) is a partner in this audit and partnered with IMG on the 2011 contract as well. **ABNA** has participated in several Metro light rail construction projects and is familiar with Metro's infrastructure. With the issuance of the second RFP Metro's Contracting Officer contacted firms that indicated interest, but failed to submit a proposal due to the consultant's inability to assemble an engineering partner and meet the necessary timetable.

Proposal Summary:

	FY 2018	FY 2019	FY 2020	FY 2021	FY 2022
IMG/Rebel Advisory	\$ 108,399	\$ 140,018	\$ -0-	\$ 146,932	\$ -0-

Total Contract Amount \$ 395,349.00

Board Action Requested:

Board of Commissioners' approval to award a five year contract to IMG/Rebel Advisory, Inc., in the not-to-exceed amount of \$395,349.00.

Attachments:

1. St. Louis County Ordinance #24,264 (2010)
2. Special Bond Covenant Consultant – Article VI, Section 618
3. Follow-Up Solicitation Report

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
AUTHORIZING THE AWARD OF A CONTRACT TO INFRASTRUCTURE
MANAGEMENT GROUP FOR THE PERFORMANCE AND MANAGEMENT
AUDIT REQUIRED BY THE SERIES 2002 BOND INDENTURE**

PREAMBLES:

Whereas, The Bi-State Development Agency of the Missouri-Illinois Metropolitan District (the “Agency”/“BSD”) is a body corporate and politic, created by an interstate compact between the States of Missouri and Illinois, acting by and through its Board of Commissioners (the “Board of Commissioners”); and

Whereas, the Agency is authorized by Mo. Rev. Stat. §§ 70.370 et seq. and 45 Ill. Comp. Stat. 100/1 et seq. (jointly referred to herein as the “Compact”) to plan, construct, maintain, own and operate passenger transportation facilities, and to perform all other necessary and incidental functions, and to disburse funds for its lawful activities, to adopt rules and regulations for the proper operation of its passenger transportation facilities and conveyances, to contract and to be contracted with; and

Whereas, Board Policy Chapter 50, §50.010(A)(8) and §50.010(E)(1)(b), require Board approval of all Non-Competitive Procurements exceeding \$100,000; and

Whereas, in April, 2017 BSD issued a solicitation for a performance and management services audit as required by the 2002 Bond Indenture and St. Louis County Ordinance #24,264, for the period FY 2018 to FY 2022 with a further solicitation in July, 2017. The solicitations generated much interest but only one proposal which was received from Infrastructure Management Group (IMG/Rebel Advisory, Inc.) with ABNA Engineering as the DBE subcontractor in the amount of \$395,349 for the five year period; and

Whereas, it is feasible, necessary and in the public interest for the Board of Commissioners to award a contract to Infrastructure Management Group (IMG/Rebel Advisory, Inc.) for the performance and management audit required by the Series 2002 bond indenture for a five (5) year contract, in a not to exceed amount of \$395,349, in accordance with the terms and conditions described herein.

NOW, THEREFORE, THE BOARD OF COMMISSIONERS OF THE BI-STATE DEVELOPMENT AGENCY OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT DOES HEREBY RESOLVE, DETERMINE AND ORDER AS FOLLOWS:

Section 1. Findings. The Board of Commissioners hereby finds and determines those matters set forth in the preambles hereof as fully and completely as if set out in full in this Section 1.

Section 2. Section 2. Approval of the Contract. The Board of Commissioners hereby approves the award of the contract to Infrastructure Management Group (IMG/Rebel Advisory, Inc.) for the performance and management audit required by the Series 2002 bond indenture for a five (5) year contract, in a not to exceed amount of \$395,349, under and pursuant to this Resolution and Compact for the authorized Agency purposes set forth in the preambles hereof and subject to the conditions hereinafter provided.

Section 3. Actions of Officers Authorized. The officers of the Agency, including, without limitation, the President and CEO, and Vice President of Procurement are hereby authorized and directed to execute all documents and take such actions as they may deem necessary or advisable in order to carry out and perform the purposes of this Resolution and the Contract and the execution of such documents or taking of such action shall be conclusive evidence of such necessity or advisability.

Section 4. Severability. It is hereby declared to be the intention of the Board of Commissioners that each and every part, section and subsection of this Resolution shall be separate and severable from each and every other part, section and subsection hereof and that the Board of Commissioners intends to adopt each said part, section and subsection separately and independently of any other part, section and subsection. In the event that any part, section or subsection of this Resolution shall be determined to be or to have been unlawful or unconstitutional, the remaining parts, sections and subsections shall be and remain in full force and effect, unless the court making such finding shall determine that the valid portions standing alone are incomplete and are incapable of being executed in accordance with the intent of this Resolution.

Section 5. Rights Under Resolution Limited. No rights shall be conferred by this Resolution upon any person or entity other than the Agency and Infrastructure Management Group (IMG/Rebel Advisory, Inc.).

Section 6. Governing Law. The laws of the State of Missouri shall govern this Resolution.

Section 7. No Personal Liability. No member of the Board of Commissioners, officer, employee or agent of the Agency shall have any personal liability for acts taken in accordance with this Resolution and Contract.

Section 8. Payment of Expenses. The Senior Vice President and CFO is hereby authorized and directed to pay or cause to be paid all costs, expenses and fees incurred in connection with or incidental to this Resolution and Contract.

Section 9. This Resolution shall be in full force and effect from and after its passage and approval.

ADOPTED by the Board of Commissioners of The Bi-State Development Agency of the Missouri-Illinois Metropolitan District this 17th day of November, 2017.

In Witness Whereof, the undersigned has hereto subscribed his signature and caused the Seal of the Agency to be affixed.

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

By _____
Title _____

[SEAL]

ATTEST:

By _____
Deputy Secretary to the Board of Commissioners

Open Session Item 9(f)
Attachment 1

St. Louis County Ordinance # 24,264 (2010)

SECTION 1. Prior to distribution to the Bi-State Development Agency (“Metro”) of any of the half-cent sales tax revenues that may be authorized by St. Louis County voters at the election scheduled for April 6, 2010 pursuant to Section 94.660 R.S. Mo., Metro and St. Louis County shall first execute a contract pertaining to use of said funds.

SECTION 2. The contract authorized in Section 1 shall be executed by the County Executive and shall provide that any material expansions in Metro infrastructure including, but not limited to, the addition of any new rail or rapid bus service systems or such other similar expansion proposals shall only be pursued if federal funding is part of the funding mechanism for the project; that in addition to annual financial audits, Metro shall agree to submit to performance audits of its management and operations, conducted by an external audit body every three years at Metro’s expense; and for such other terms and conditions as are approved by the County Counselor.

Open Session Item 9(f)
Attachment 2

Special Bond Covenant Consultant- Article VI, Section 618

Article VI, Section 618 (a special covenant) within the Series 2002, 2005, 2007 and 2009 bond indentures requires a Consultant's Report as follows: Beginning with the fifth anniversary of revenue service of the (Cross County Light Rail) Project and biannually thereafter, the Agency covenants to employ, in an advisory capacity, a competent independent consulting firm having a favorable national report for skill and experience in the mass transit field; which firm shall be appointed by the Agency and shall be acceptable to the Trustee. The duties of such consulting firm shall include inspection of the MetroLink system facilities and maintenance programs performed under the MetroLink Structures Inspection Program dated August 26, 2002 (as revised), and making reports and recommendations to the Agency with respect thereto and with respect to any proposed changes in the rates of fare, service adjustments, budgets for operation, maintenance, capital replacements and modernization.

Follow-up Solicitation Report

Firm	Reason for not submitting a proposal
Brown Smith Wallace LLC	Did not have necessary engineering expertise that was requested
Crowe Horwath	Conflicted from bidding, as we are current external auditor
KPMG, LLP	Staff overbooked didn't feel could provide the service required at this particular time
Linda Goldstein Consulting	Project too big to handle and intended to contact other larger firms as subcontractor did not make it due to timeframe
TransPro Consulting	Didn't respond as the sub planning to work with wasn't available and didn't have sufficient time to coordinate with another
TranSystems Corp	Proposal was going to take a lot of effort wasn't comfortable with the time to do it right

**Bi-State Development
Board of Commissioners
2018 Board and Committee Meeting Schedule***
(All Meetings Begin at 8:00 a.m.)

Tuesday, January 16, 2018 (Tentative)*
Operations Committee

Friday, January 26, 2018 (Tentative)*
Audit, Finance & Administration Committee

Friday, February 23, 2018
Board Meeting

Tuesday, March 20, 2018 (Tentative)*
Operations Committee

Friday, March 23, 2018 (Tentative) *
Audit, Finance & Administration Committee
(Budget Review Meeting)

Friday, April 27, 2018
Board Meeting (Budget Approval)

Tuesday, May 15, 2018 (Tentative)*
Operations Committee

Friday, May 18, 2018 (Tentative)*
Audit, Finance & Administration Committee

Friday, June 22, 2018
Board Meeting

Tuesday, August 21, 2018 (Tentative)*
Operations Committee

Friday, August 24, 2018 (Tentative)*
Audit, Finance & Administration Committee

Friday, September 28, 2018
Board Meeting

Tuesday, October 16, 2018 (Tentative)*
Operations Committee

Friday, October 19, 2018 (Tentative)*
Audit, Finance & Administration Committee

Friday, November 16, 2018
Board Meeting

*Committee meeting dates are scheduled tentatively and will be confirmed by the Committee Chair.

November 17, 2017