

**BI-STATE DEVELOPMENT
BOARD OF COMMISSIONERS MEETING
OPEN SESSION MINUTES
FRIDAY, NOVEMBER 17, 2017**

Board Members in Attendance

Missouri

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

Illinois

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

Staff in Attendance

John Nations, President and Chief Executive Officer
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
Larry Jackson, Executive Vice President Administration
Patti Beck, Director of Communications
Dianne Williams, Vice President, Communications & Marketing
Charles Stewart, Vice President, Pension & Insurance
Mark Vago, Controller
Diana Wagner-Hilliard, Director Workforce Diversity/EEO
Ken Franklin, Vice President Government Relations & Policy Initiatives
Kathy Brittin, Director, Risk, Management Safety & Claims
Kent Swagler, Director, Corporate Compliance & Ethics
Tamara Fulbright, Director, Treasury Services
Diana Bentz, Vice President Organizational Effectiveness
David Toben, Director Benefits
Trenise Winters, General Manager MetroBus
Mary Lamie, Executive Director St. Louis Regional Freightway
Evan Glantz, Sr. Administrative Assistant – Freight District
Ted Zimmerman, Director of Marketing
Gary Smith, Financial Analyst I
Charles Priscu, Director of Labor Relations
Jonathan Frederick, Director Accounting & Budget
Angela Staicoff, Sr. Internal Auditor
Matthew Hibbard, Social Media Communications Manager

Michael Gibbs, Accountant III
Kelli Fitzpatrick, Sr. Internal Auditor/PT
Virginia Alt-Hildebrandt, Manager Administrative Services
Connie Welch, Manager Financial Operation-Transit

Others in Attendance

Steve Hartman,
Garrett Van Dyke

1. **Open Session Call to Order**
9:30 a.m. Chairman Dietzel called the Open Session Board Meeting to order at 9:30 a.m.
2. **Roll Call**
9:30 a.m. Roll call was taken.
3. **Minutes of September 22, 2017, Open Session Board Meeting**
9:30 a.m. The September 22, 2017, Open Session Board Meeting minutes were provided in the Board packet. A motion to approve the minutes was made by Commissioner Buehlhorn and seconded by Commissioner Schoemehl. **Motion passed unanimously.**
4. **Report of Treasurer**
9:31 a.m. The Treasurer's Report was provided in the Board packet, and a copy will be kept at the office of the Deputy Secretary. No presentation was made. This agenda item was informational only.
5. **Report of President**
9:31 a.m. Chairman Dietzel extended his condolences and asked for a moment of recognition in the passing of Bi-State Development's former President & CEO, Robert Baer. Mr. Nations also extended his condolences in the passing of Mr. Baer, whom he considered a friend and a great civic leader.

Mr. Nations informed the Board that Mary Lamie and the Regional Freightway hosted the fall Freightway Forum early this week. It was a very informative discussion about transportation. The Freightway has gained so much momentum over the last couple of years that the number of attendees exceeded the Board Room's capacity. Another space twice the size of the Board Room had to be reserved for this meeting that had more than 150 attendees. The mobile health clinics will be deployed over the next few weeks. As part of our ongoing effort to reach out and have better communication with our employees, management has initiated televised town hall meetings at different local Bi-State facilities. These televised meetings allow employees an opportunity to participate in question and answer sessions. These efforts have been very well received.

Given that this is the last Board meeting of the year, Mr. Nations thanked everybody for their service, particularly the Board of Commissioners who donate a tremendous amount of time to this organization's success. On behalf of himself and the entire BSD staff he wished the Board a happy holiday season. In closing, he thanked the staff for their service and wished everyone a safe and happy holiday season.

6. Operations Committee Report

9:34 a.m. Committee Chairman Buehlhorn reported that the Operations Committee met in Open Session on October 17, 2017, at 8:00 a.m., and that the draft minutes of that meeting were contained in the Board packet under Tab #6. He reported that four (4) 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(b) – Contract Award to Bridgestone/Firestone for Fleet Tire Leasing and Wheel Refinishing; 2) Consent Agenda Item #9(c) – Amended Agreement Between St. 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; 3) Consent Agenda Item #9(d) – Wayfinding and Customer Communication Design Procurement of Services; and Consent Agenda Item #9(e) – Northside-Southside Pilot Program for Transit Oriented Development Planning Procurement of Services. John Nations, President & CEO, and Ray Friem, Executive Director Metro Transit, also provided the Committee with an update regarding the Metro Transit Security System. That concluded the report of the Operations Committee.

7. Audit, Finance & Administration Committee Report

9:35 a.m. Committee Chair Gully reported that the Audit, Finance & Administration Committee met in Open Session on October 20, 2017, at 8:00 a.m., and that the draft minutes of that meeting were contained in the Board packet under Tab #7. She reported that two (2) items were being introduced on the Consent Agenda for Board consideration, with the Committee's recommendation for approval as follows: 1) Consent Agenda Item #9(a) – Contract Modification: Employee Vision Plan Services; and 2) Consent Agenda Item #9(f) – Sole Source Contract for Performance and Management Audit/Mass Transit Consultant Services. A briefing regarding the audit of the pension plans was provided to the Committee, with unqualified "clean" audit opinions for all three pension plans. The Committee reviewed the 1st Quarter FY18 Internal Audit Status Report and the 1st Quarter FY18 Internal Audit Follow-Up Summary. The August 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

9:37 a.m. There was no adjustment of the Consent Agenda.

9. Consent Agenda Item(s): 9(a) – Contract Modification: Employee Vision Plan Services (Audit, Finance & Administration Committee Recommends Approval) (Resolution #862); 9(b) – Contract Award to Bridgestone/Firestone for Fleet Tire Leasing and Wheel Refinishing (Operations Committee Recommends Approval) (Resolution #861); 9(c) – Amended agreement Between St. 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) (Resolution #856); and 9(d) – Wayfinding and Customer Communication Design Procurement of Services (Operations Committee Recommends Approval) (Resolution #863); 9(e) – Northside-Southside Pilot Program for Transit Oriented Development Planning Procurement of Services (Operations Committee Recommends Approval) (Resolution #858); and 9(f) – Sole Source Contract for Performance and Management

Audit/Mass Transit Consultant Services (Audit, Finance & Administration Committee Recommends Approval) (Resolution #864)

9:37 a.m. A motion to approve the Consent Agenda items was made by Commissioner Gully and seconded by Commissioner Buehlhorn. **Motion passed unanimously.**

10. 2018 Board and Committee Meeting Schedule

9:38 a.m. The 2018 Board and Committee Meeting Schedule was provided in the Board packet. A motion to approve the schedule as presented was made by Commissioner Schoemehl and seconded by Commissioner Gully. **Motion passed unanimously.**

11. Report of Nominating Committee and Election of Board Officers for 2018

9:40 a.m. A copy of the Nominating Committee report was provided as a handout to the Board of Commissioners. Commissioner Dietzel stated that the Nominating Committee participated in a conference call on Thursday, November 16, 2017. On a motion duly made and seconded, the Committee unanimously voted to recommend the following slate of individuals be nominated as Officers of the Bi-State Development Board of Commissioners, and further that the slate of Officers become effective upon the adjournment of the Board Meetings of November 17, 2017:

Constance Gully, Chair
Michael Buehlhorn, Vice Chairman
Aliah Holman, Treasurer
Justin Zimmerman, Secretary

A motion to approve the new slate of Officers for the Board of Commissioners was made by Commissioner Schoemehl and seconded by Commissioner Zimmerman. **Motion passed unanimously.**

12. Unscheduled Business

9:41 a.m. There was no unscheduled business.

Commissioner Dietzel stated that these past fourteen (14) years as a member of the Bi-State Development (BSD) Board of Commissioners has been a very rewarding experience, but he will be leaving the Board in January 2018. He has had the opportunity to meet wonderful people both past and present with whom he has remained friends; and hopes to continue his friendships with the current Board, CEO and staff. It has been a pleasure working with all the CEOs, John Nations, Robert Baer and Larry Salci. He personally thanked Ray Friem, Barbara Enneking, Barbara Georgeff, Shirley Bryant, Patti Beck, Jim Cali and the rest of the BSD staff for their commitment to the Agency and the Board. In many cases, Boards sometimes have their own agendas, but that was not the case with the BSD Board. This Board's agenda was the safety of its passengers and the safety and on-time performance of the trains and buses, for which staff continues to do an excellent job.

Commissioner Buehlhorn responded stating that although he hasn't been a Board member as long as Commissioner Dietzel, he didn't like the Board when he was initially appointed. Under the former Board Chairman Schoemehl and the current Board Chairman Dietzel, who has exhibited great leadership, this has become a great organization. As a member of the Board he appreciates the job Commissioner Dietzel has done as Chairman and thanked him for his service to the

Agency and the Community. In closing, Commissioner Buehlhorn asked for a round of applause in recognition of Commissioner Dietzel's service.

13. Public Comment

9:41 a.m. There was no public comment.


14. Call of Dates for Future Board Meetings

9:45 a.m. The Board was advised of the upcoming meetings, as follows:

Operations Committee:	Tuesday, January 16, 2018, 8:00 a.m.
Audit, Finance & Administration Committee:	Friday, January 26, 2018, 8:00 a.m.
Board Meeting:	Friday, February 23, 2018, 8:00 a.m.

15. 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).

9:45 a.m. Pursuant to the requirements of Section 10.080 (D) (1); (2); (5); (7); (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 Gully and seconded by Commissioner Schoemehl. A roll call vote was taken and the Commissioners present, Gully, Holman, Schoemehl, Buehlhorn, Dietzel, Zimmerman, and Watson voted to approve this agenda item. **Motion passed unanimously, and the Open Session meeting was adjourned at 9:45 a.m.**


Deputy Secretary to the Board of Commissioners
Bi-State Development