

**BI-STATE DEVELOPMENT
BOARD OF COMMISSIONERS MEETING
OPEN SESSION MINUTES
FRIDAY, FEBRUARY 23, 2018**

Board Members in Attendance

Missouri

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

Illinois

Michael S. Buehlhorn, Vice-Chair
David Dietzel, (via phone, disconnected 8:15 a.m.)
Irma Golliday, (via phone)
Jeffrey Watson
Justin Zimmerman, Secretary (via phone)

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
Charles Stewart, Vice President, Pension & Insurance
Mark Vago, Controller
Diana Wagner-Hilliard, Director Workforce Diversity/EEO
Ken Franklin, Vice President Government Relations & Policy Initiatives
Kent Swagler, Director Corporate Compliance & Ethics
Tamara Fulbright, Director, Treasury Services
Diana Bentz, Vice President Organizational Effectiveness
Mary Lamie, Executive Director St. Louis Regional Freightway
Michael Gibbs, Manager Financial Operation – Admin & Business Operations
Virginia Alt-Hildebrandt, Manager Administrative Services
Brandon Stevenson, Intern for Government Affairs
Matthew Hibbard, Social Media Communications Manager
Lindsey Erb, Marketing & Communications Manager
Jenny Nixon, Executive Director Tourism Innovation
Dave Sanders, Sr. Director Marketing & Partnerships
Scott Grott, General Manager MetroLink
Sarah Clarke, Director Gateway Arch Operations
Anita Dunn, Health and Welfare Plan Manager
Kerry Kinkade, Vice President – Chief Information Officer

Darcy Bates, Marketing & Communication Specialist
Cynthia Davis, Director Program Development & Grants
Jerry Vallely, External Communications Manager
Charles Priscu, Director Labor Relations
Erick Dahl, Director St. Louis Downtown Airport

Others in Attendance

Tom Curran, St. Louis County
Sarah Durrett, Founder of Combat Sexual Harassment
Scott Lasler, Dovetail
Jenna Green, Dovetail
Donna McDonald, Dovetail
Tom Etling, Dovetail
Frank Mares, Deputy Superintendent, Gateway Arch National Park
Michael Ward, Superintendent, Gateway Arch National Park
Jenna Todoroff, Common Ground PR

1. **Open Session Call to Order**
8:00 a.m. Chair Gully called the Open Session Board Meeting to order at 8:00 a.m.
2. **Roll Call**
8:00 a.m. Roll call was taken.
3. **Minutes of November 17, 2017, Open Session Board Meeting**
8:01 a.m. The November 17, 2017, Open Session Board Meeting minutes were provided in the Board packet. A motion to approve the minutes was made by Commissioner Holman and seconded by Commissioner Buehlhorn. **Motion passed unanimously.**
4. **Report of Treasurer**
8:01 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**
8:02 a.m. John Nations, President & CEO, introduced Michael Ward, Superintendent, Gateway Arch National Park, and also called Jenny Nixon, Executive Director Tourism Innovation, forward. Mr. Ward then presented the National Park Service Centennial Award to Bi-State Development. Mr. Ward explained that the award was being given to recognize BSD's support and service to the National Park Service during the Centennial. He explained that Jenny Nixon led the creation, coordination, implementation, and administration of the Missouri National Parks Passport Challenge to promote Missouri's six National Parks in celebration of the National Park Service Centennial. The Passport Challenge was an innovative and creative solution to promote the Centennial during the ongoing Gateway Arch construction project, effectively branding the Gateway Arch as the Gateway to Missouri's National Parks. Mr. Ward recognized Ms. Nixon and her staff, and remarked that having partners like Bi-State Development is "great." Mr. Nations thanked Mr. Ward for the honor and stated that was proud of the partnership. Mr.

Nations further commended Ms. Nixon and her staff, and expressed his appreciation to all involved.

6. Operations Committee Report

8:11 a.m. Committee Chairman Buehlhorn reported that the Operations Committee met in Open Session on January 16, 2018, 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 two (2) items were being introduced for Board consideration, with the Committee's recommendation of approval, as follows: 1) Agenda Item #8: MetroLink Structures Inspection Program Engineering Services; and 2) Agenda Item #9: Adoption of a Board Policy and Leasing Standards for Airport Operations. Ray Friem, Executive Director Metro Transit, also provided the Committee with an update on the FY18 First Quarter Operations Report and Capital Projects Update. The Committee also discussed capital maintenance, Metro Reimagined, and van passenger capabilities. That concluded the report of the Operations Committee.

7. Audit, Finance & Administration Committee Report

8:12 a.m. Committee Chair Holman reported that the Audit, Finance & Administration Committee met in Open Session on January 26, 2018, at 8:00 a.m., and that the draft minutes of that meeting were contained in the Board packet under Tab #7. Kent Swagler, Director Corporate Compliance & Ethics, provided the Committee with a presentation regarding the Compliance and Ethics "State of the Agency", which is scheduled to be presented to the Board under Agenda Item #10. Charles Stewart, Vice President, Pension & Insurance, provided the Committee with an update regarding the 2017 Pension Valuations and the 401(k) Plan Audit. The Committee also reviewed the Internal Audit Status Report and the Internal Audit Follow-Up Summary for the 2nd Quarter, FY18. The Treasury – Safekeeping Quarterly Accounts Audit for September 30, 2017, was also presented. The following three items were presented at the Committee meeting and are on the Board agenda: Agenda Items #11, #12 and #13, consisting of the Financial Statements, Performance Indicators, and Procurement Report for the First Quarter, FY18. The November 2017 Treasury Report was also presented at the meeting. That concluded the report of the Audit, Finance & Administration Committee.

8. MetroLink Structures Inspection Program Engineering Services (Operations Committee Recommends Approval)

8:13 a.m. A briefing paper regarding the MetroLink Structures Inspection Program Engineering Services was provided in the Board packet. Scott Grott, General Manager MetroLink, provided a brief overview. The MetroLink Standard for Structures Inspection and Maintenance has been developed in conformance with industry guidelines and state/federal regulatory requirements. The MetroLink Structures Inspection Program (SIP) is managed within the MetroLink Maintenance of Way Department. The Agency has historically retained the services of an engineering firm to provide the majority of the required expertise to conduct the required inspections. The Agency continues to expand its own capabilities to perform some of these inspections with qualified internal staff. The current SIP services is a five (5) year contract that expires early 2018. A procurement was issued to renew these services for the period 2018 – 2022. The management request is for Board approval to authorize the President & CEO and his designees to enter into a two (2) year contract with Juneau Associates, Inc. P.C., with three one (1) year options in the not-to-exceed amount of \$4,447,928.72 and to award monetary and administrative contract modifications as needed. A motion to approve this agenda item as presented was made by

Commissioner Buehlhorn, and seconded by Commissioner Brown. **Motion passed unanimously. (Resolution #881).**

9. Adoption of a Board Policy and Leasing Standards for Airport Operations (Operations Committee Recommends Approval)

8:15 a.m. A briefing paper, together with the draft of a Board Policy and Leasing Standards for Airport Operations was provided in the Board packet. Erick Dahl, Director St. Louis Downtown Airport, stated that this agenda item was presented and discussed in great detail at the January 16, 2018 Operations Committee meeting. No additional presentation was made and Mr. Dahl requested that the Board approve the proposed Board Policy, Chapter 130 of the Collected Policies of the Agency, *Airport Operations*; and the proposed Leasing Standards for Operation of the St. Louis Downtown Airport. In addition, it is recommended that the Board designate that the proposed Board Policy, Chapter 130 *Airport Operations*, **not** be tabled pursuant to *Article VI(D)* of the Board Policies, as it is in the best interest of the Agency that this Board Policy be approved at the February 23, 2018 Board meeting. A motion to approve this agenda item as presented was made by Commissioner Buehlhorn and seconded by Commissioner Holman. **Motion passed unanimously. (Resolution #882).**

10. Compliance and Ethics “State of the Agency” (Presented to Audit, Finance & Administration Committee)

8:17 a.m. A briefing paper, together with a PowerPoint presentation regarding the Compliance and Ethics “State of the Agency” was provided in the Board packet. Kent Swagler, Director Corporate Compliance & Ethics, provided a brief overview. This agenda item was presented and discussed at the Audit, Finance & Administration Committee on January 26, 2018; and was being presented to the Board as informational only. The presentation provided the current state of the Agency with respect to meeting its documented compliance requirements for calendar year 2017. This report also included the current status of compliance and ethics programs, initiatives, and training programs. This report was informational only and no Board action was required. A copy of this report will be kept at the office of the Deputy Secretary.

11. Financial Statements – First Quarter, Fiscal Year 2018 (Presented to Audit, Finance & Administration Committee)

8:24 a.m. The Financial Statements – First Quarter, FY18 report was provided in the Board packet. Agenda Items #11, #12, and #13 were presented and discussed in great detail at the January 26, 2018 Audit, Finance & Administration Committee meeting; and no additional presentation was made. These Agenda Items were presented as informational only and no Board action was required. Copies of these reports will be kept at the office of the Deputy Secretary.

12. Performance Indicators – First Quarter, Fiscal Year 2018 (Presented to Audit, Finance & Administration Committee)

8:24 a.m. The Performance Indicators – First Quarter, FY18 report was provided in the Board packet. See Agenda Item #11.

13. Procurement Activity Report – First Quarter, Fiscal Year 2018 (Presented to Audit, Finance & Administration Committee)

8:24 a.m. The Procurement Activity Report – First Quarter, FY18 was provided in the Board packet. See Agenda Item #11.

14. Unscheduled Business

8:25 a.m. There was no unscheduled business.

15. Public Comment

8:25 a.m. Sarah Durrett, an advocate for Combat Sexual Harassment, addressed the Board discussing sexual harassment and assault in the St. Louis metropolitan area. Ms. Durrett wants to distribute a survey regarding this issue and wants to collaborate with Bi-State Development in that effort. Ms. Durrett was asked to contact John Nations, President & CEO to further discuss this issue.

16. Call of Dates for Future Board Meetings

8:27 a.m. The Board was advised of the upcoming meetings, as follows:

Operations Committee:	Tuesday, March 13, 2018, 8:00 a.m.
Audit, Finance & Administration Committee:	Tuesday, March 27, 2018, 8:00 a.m.
Board Meeting:	Friday, April 27, 2018, 8:00 a.m.

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

8:27 a.m. Pursuant to the requirements of Section 10.080 (D) (1); (5); (7); (9); (10); (11); (16) and (17) of the Bi-State Development Agency’s Board Policy, Chapter 10, Chair Gully requested a motion to allow the Board to go into closed session. A motion to go into Executive Session was made by Commissioner Holman and seconded by Commissioner Buehlhorn. A roll call vote was taken and the Commissioners present, Brown, Gully, Holman, Schoemehl, Buehlhorn, Golliday, Zimmerman and Watson voted to approve this agenda item. **Motion passed unanimously, and the Open Session meeting was adjourned at 8:27 a.m.**