

**BI-STATE DEVELOPMENT  
BOARD OF COMMISSIONERS MEETING  
OPEN SESSION MINUTES  
FRIDAY, JUNE 22, 2018**

**Board Members in Attendance**

**Missouri**

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

**Illinois**

Michael S. Buehlhorn, Vice-Chair  
Derrick Cox  
Irma Golliday  
Jeffrey Watson (absent)  
Justin Zimmerman, Secretary (absent)

**Staff in Attendance**

John Nations, President and Chief Executive Officer  
Barbara Enneking, General Counsel and Deputy Secretary  
Barbara Georgeff, Director of Executive Services  
Kyra Nichols, Sr. Administrative Assistant  
Lisa Burke, Executive Assistant  
John Wagner, Director Research Institute  
Mary Lamie, Executive Director St. Louis Regional Freightway  
Mark Vago, Sr. VP Chief Financial Officer  
Cynthia Davis, Director Program Development & Grants  
Scott Grott, General Manager MetroLink  
Matthew Hibbard, Social Media Communications Manager  
Larry Jackson, Executive Vice President Administration  
Charles Stewart, Vice President, Pension & Insurance  
John Langa, Vice President Economic Development  
Diana Wagner-Hilliard, Director Workforce Diversity/EEO  
Richard Zott, Chief of Public Safety  
Gary Smith, Financial Analyst I  
Kathy Brittin, Director Risk Management Safety & Claims  
Andrew Ghiassi, Manager Safety & Loss Control  
Virginia Alt-Hildebrandt, Manager Administrative Services  
David Toben, Director of Benefits  
Ken Franklin, Vice President Government Relations & Policy Initiatives  
Jessica Mefford-Miller, Assistant Executive Director, Transportation Planning & System Development  
Charles Priscu, Director Labor Relations  
Karl Tyminski, Sr. Internal Auditor/PT  
Sophie Abo, Intern, BSD Research Institute  
Angela Staicoff, Sr. Internal Auditor  
Carmila Rivas, Internal Audit

Michael Gibbs, Manager Financial Oper-Admin & Business Oper  
Chris Poehler, Asst. Executive Director Engineering Systems  
Diana Bentz, Vice President Organizational Effectiveness  
Kelli Fitzpatrick, Sr. Internal Auditor/PT  
Jim Cali, Director Internal Audit  
Tamara Fulbright, Sr. Director Financial Planning & Treasury  
Kerry Kinkade, VP Chief Information Officer

**Others in Attendance**

Jeff White, CCM  
Elliott Davis, KTVI-TV  
Jacoby Charles, KTVI-TV  
Tom Curran, St. Louis County  
Jim Hickey, IDOT  
Joshua Katz, IDOT  
Alexis Billingsley, IDOT  
Jason Terry, Gilmore & Bell  
John Fox-Arnold, Lashly & Baer  
Justin Sobeck, MoDOT

1. **Open Session Call to Order**  
**2:00 p.m.** Chair Gully called the Open Session Board Meeting to order at 2:00 p.m.
2. **Roll Call**  
**2:00 p.m.** Roll call was taken.
3. **Minutes of April 27, 2018, Open Session Board Meeting**  
**2:00 p.m.** The April 27, 2018, Open Session Board Meeting minutes were provided in the Board packet. A motion to approve the minutes was made by Commissioner Cox and seconded by Commissioner Buehlhorn. **Motion passed unanimously.**
4. **Report of Treasurer – Third Quarter, FY2018**  
**2:01 p.m.** The Treasurer's Report was provided in the Board packet. No presentation was made. This agenda item was informational only. A copy of the report will be kept at the office of the Deputy Secretary.
5. **Report of President**  
**2:01 p.m.** John Nations, President & CEO, announced that the grand opening of the museum at the newly renamed Gateway Arch National Park was scheduled for Tuesday, July 3, 2018. Mr. Nations advised that there would be a 10:00 a.m. ribbon cutting and that the doors to the museum would open at noon. This is a big milestone for the Arch and the Agency, which was a decade in the making for the reconstruction and revamping of the Arch grounds. Mr. Nations recognized the efforts of Jenny Nixon, Executive Director Tourism Innovation, the entire Tourism Innovation team and other Agency staff on the completion of this project. Tumblers were distributed to the Commissioners and all the employees to commemorate several important anniversaries; including the 55<sup>th</sup> anniversary of Bi-State Development purchasing and operating the MetroBus System; and the 25<sup>th</sup> anniversary of the opening of the first MetroLink line. A few

months ago Metro Call-A-Ride (**CAR**) reached its 30<sup>th</sup> anniversary. Over the years, Metro Transit has provided more than one billion rides providing access to employment, education, recreation and many other destinations while becoming a national leader in efficiency and reliability. It is a record that makes everyone at Bi-State Development proud and allows us to serve our region in so many ways.

**6. Report Combined Audit, Finance & Administration/Operations Committee**

**2:03 p.m.** Committee Chair Holman reported that the combined Audit, Finance & Administration/Operations Committee met in Open Session on May 18, 2018, at 8:00 a.m., and that the draft minutes of that meeting were contained in the Board packet under Tab #6. She reported that five items were being introduced for Board consideration, with the Committee's recommendation of approval, as follows: 1) Consent Agenda Item #8(a) – Contract Award – Gateway Arch Public Relations and Communications Agency Services; Consent Agenda Item #8(b) – Contract Award for Eight Full Size Sedans; Consent Agenda Item #8(c) – Contract Award – Employee Vision Plan Services; Consent Agenda Item #8(d) – Sole Source Contract Award for Farebox System Maintenance; and Consent Agenda Item #8e) – Sole Source Contracts for Hardware and Software Maintenance. Agenda Item #9 – Conduit Bond Financing for Merchants Bridge Project was also presented with the Committee's recommendation for approval. The Committee reviewed the Treasury – Safekeeping Quarterly Accounts Audit for March 31, 2018, the Internal Audit Follow-Up Summary, and the Internal Audit Status Report for the Third Quarter of FY2018. The following three items on the Agenda were also presented at the Committee meeting: Agenda Items #10, #11 and #12, consisting of the Financial Statements, Performance Indicators, and Procurement Report for the Third quarter of FY2018. The March Treasury Report was also presented at the Committee meeting. That concluded the report.

**7. Adjustment of Consent Agenda**

**2:04 p.m.** There was no adjustment to the Consent Agenda, however prior to the vote on Agenda Item #8 Commissioner Cox requested clarification regarding the Agency's use of the eight (8) full sized sedans. In response, Mr. Nations stated that those sedans were non-revenue vehicles that the Agency uses for support staff in various areas of operations. The Agency has an extensive non-revenue fleet that are kept for a long period of time and the older vehicles are eventually replaced. Commissioner Holman added that the Committee also discussed the potential for evaluating fleet management opportunities in the future.

**8. Consent Agenda Item(s)**

**2:05 p.m. Consent Agenda Item(s): 8(a) – Contract Award Gateway Arch Public Relations and Communications Agency Services (Combined Audit, Finance & Administration/Operations Committee Recommends Approval) (Resolution #909); 8(b) - Contract Award for Eight Full Size Sedans (Combined Audit, Finance & Administration/Operations Committee Recommends Approval) (Resolution # 910); 8(c) – Contract Award for Employee Vision Plan Services (Combined Audit, Finance & Administration/Operations Committee Recommends Approval) (Resolution # 908); 8(d) – Sole Source Contract Award for Farebox System Maintenance (Combined Audit, Finance & Administration/Operations Committee Recommends Approval) (Resolution #905); 8(e) – Sole Source Contracts for Hardware and Software Maintenance (Combined Audit, Finance & Administration/Operations Committee Recommends Approval) (Resolution #913).** A motion to approve the Consent Agenda Items as presented was made by Commissioner Brown and seconded by Commissioner Buehlhorn. **Motion passed unanimously.**

**9. Conduit Bond Financing for Merchants Bridge Project (Audit, Finance & Administration/Operations Committee Recommends Approval)**

**2:06 p.m.** A briefing paper regarding the Conduit Bond Financing for Merchants Bridge Project was provided in the Board packet. Mary Lamie, Executive Director St. Louis Regional Freightway, and Jeff White, Financial Advisor with Columbia Capital, were introduced to present this agenda item. Ms. Lamie stated that the recommendation was for the Board to approve a resolution securing conduit financing in an amount not to exceed \$250 million for one or more series of bonds issued for the Merchants Rail Bridge (**the “Bridge”**). The Bridge is one of the region’s highest transportation priorities and it is in dire need of replacement. The Bridge is owned by the Terminal Railroad Association of St. Louis (**TRRA**). On behalf of the five Class 1 Railroads, Union Pacific, Norfolk Southern, CSX, Canadian National and BNSF, TRRA will be undertaking an approximately \$225 million project to renovate the 129 year old bridge. TRRA applied for both a low-cost Federal Railroad Rehabilitation & Improvement Financing (**RRIF**) loan and a Federal Infrastructure for Rebuilding America (**INFRA**) grant to partially fund the cost of the construction. It is anticipated that a locally-funded share of approximately \$45 million will be required. TRRA has requested that Bi-State Development (**BSD**) issue 30-year bonds on its behalf to cover the locally-funded share of the project. If the grant or loans do not materialize, TRRA would potentially look to additional issuance of bonds by BSD to cover the project’s costs. BSD would be undertaking this effort as a conduit issuer. It was anticipated that an additional series of BSD bonds would not likely be necessary if TRRA was successful in securing the RRIF loan and the INFRA Grant. However, TRRA received notice approximately three weeks ago that they were unsuccessful in securing the INFRA Grant. Although they have not made a final decision, there is a slim chance that the Class 1 Railroads would decide to collectively finance the Bridge. More information will be available in the next 3 to 12 months, but efforts are being made now to get the framework in place. Management requests Board approval of up to \$250 million in issuance authority for the project in one or more series of bonds. TRRA anticipates that the first issue would be \$50-\$60 million. Additionally, management is requesting that the final approval of the terms and conditions of each bond series be delegated to the Board Executive Committee. A motion to approve this agenda item as presented was made by Commissioner Schoemehl and seconded by Commissioner Buehlhorn. **Motion passed unanimously. (Resolution #904).**

**10. Financial Statements – Third Quarter, Fiscal Year 2018 (Presented to Combined Audit, Finance & Administration/Operations Committee)**

**2:09 p.m.** The Financial Statements, Third Quarter, FY2018 Report was provided in the Board packet. This agenda item was discussed in detail at the Combined Audit, Finance & Administration/Operations Committee meeting. No additional presentation was made. 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. Performance Indicators – Third Quarter, Fiscal Year 2018 (Presented to Combined Audit, Finance & Administration/Operations Committee)**

**2:09 p.m.** The Performance Indicators, Third Quarter, FY2018 Report was provided in the Board packet. This agenda item was discussed in detail at the Combined Audit, Finance & Administration/Operations Committee meeting. No additional presentation was made. 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.

**12. Procurement Activity Report – Third Quarter, Fiscal Year 2018 (Presented to Combined Audit, Finance & Administration/Operations Committee)**

**2:09 p.m.** The Procurement Activity Report, Third Quarter, FY2018 Report was provided in the Board packet. This agenda item was discussed in detail at the Combined Audit, Finance & Administration/Operations Committee meeting. No additional presentation was made. 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.

**13. Unscheduled Business**

**2:10 p.m.** There was no unscheduled business.

**14. Public Comment**

**2:10 p.m.** There was no public comment.

**15. Call of Dates for Future Board Meetings**

**2:10 p.m.** The Board was advised of the upcoming meetings, as follows:

Operations Committee:	Tuesday, August 21, 2018, 8:00 a.m.
Audit, Finance & Administration Committee:	Friday, August 24, 2018, 8:00 a.m.
Board Meeting:	Friday, September 28, 2018, 8:00 a.m.

**16. 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).**

**2:10 p.m.** Pursuant to the requirements of Section 10.080 (D) (1); (2); (3); (5); (7); (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 Golliday. A roll call vote was taken and the Commissioners present, Gully, Brown, Holman, Schoemehl, Buehlhorn, Cox, and Golliday voted to approve this agenda item. **Motion passed unanimously, and the Open Session meeting was adjourned at 2:10 p.m.**