

**BI-STATE DEVELOPMENT  
AUDIT, FINANCE & ADMINISTRATION COMMITTEE MEETING  
OPEN SESSION MINUTES  
AUGUST 24, 2018**

**Committee Members in Attendance**

Aliah Holman, Chair  
Constance Gully (via phone at 8:20 a.m.)  
Vince Schoemehl  
Jeffrey Watson (absent)  
Justin Zimmerman

**Other Commissioners in Attendance**

Vernal Brown  
Rose Windmiller

**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  
Barbara Georgeff, Director of Executive Services  
Mark Vago, Sr. Vice President Chief Financial Officer  
Patti Beck, Director Communications  
Brenda Krieger, Executive Assistant  
Michael Gibbs, Manager Financial Operations-Administration & Business Operations  
Adam Schisler, Budget System Administrator  
Dan Hinrichs, Business Analyst  
Angela Staicoff, Sr. Internal Auditor  
Kelli Fitzpatrick, Sr. Internal Auditor/PT  
Larry Jackson, Executive Vice President for Administration  
Jerry Valley, External Communications Manager  
Victoria Potter, Controller  
Connie Welch, Manager Financial Operations-Transit  
Amy Krekeler-Weber, EEO Specialist  
Diana Wagner- Hilliard, Director Workforce Diversity/EEO  
John Langa, Vice President Economic Development  
Greg Smith, Vice President Procurement & Inventory Management  
Kathy Brittin, Director Risk Management, Safety & Claims  
David Toben, Director Benefits  
Andrew Ghiassi, Manager Safety & Loss Control  
Kevin Kloever, Manager Insurance & Analysis  
Anita Dunn, Health and Welfare Plan Manager  
Diana Bentz, Vice President Organizational Effectiveness  
Kerry Kinkade, Supplier Diversity Manager  
Jessica Mefford-Miller, Interim Executive Director Metro Transit  
Virginia Alt-Hildebrandt, Manager Administrative Services  
Cynthia Davis, Director Program Development & Grants

Charles Stewart, Vice President Pension & Insurance  
John Wagner, Director Research Institute  
Tammy Fulbright, Sr. Director Financial Planning & Treasury  
Stacy McMurray, Director Organizational Development  
Julianne Stone, Vice President Strategic Initiatives  
Carmen Brothers, Retirement Plan Manager  
Ted Zimmerman, Interim Vice President Communications & Marketing

**Others in Attendance**

Justin Sobeck, MoDOT  
Jennifer McCloud

1. **Call to Order**  
**8:00 a.m.** Chair Holman 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 was no public comment.
4. **Audit, Finance and Administration Committee and Operations Committee Open Session Minutes: May 18, 2018**  
**8:01 a.m.** The May 18, 2018 Open Session Audit, Finance and Administration Committee and Operations Committee Meeting minutes were provided in the Committee packet. A motion to approve the minutes as presented was made by Commissioner Schoemehl and seconded by Commissioner Brown. Commissioner Windmiller abstained because she was not present at the May 18, 2018 combined Committee meeting. Commissioners Holman, Schoemehl, Zimmerman, and Brown voted “yes.” **Motion passed by majority vote.**
5. **Contract Modification: Additional Funds for Voluntary Critical Illness and Accident Insurance Program**  
**8:02 a.m.** The briefing paper regarding the Contract Modification for Additional Funds for Voluntary Critical Illness and Accident Insurance Program was provided in the Committee packet. David Toben, Director of Benefits, provided a brief overview of the contract modification requesting additional funding for the voluntary critical illness and off the job accident insurance programs. Mr. Toben advised that his is a 100% contributory benefit on the part of the employees, but Bi-State Development (**BSD**) does prefund the premium on a monthly basis and then collects that premium through payroll deductions throughout the month. Mr. Toben introduced Anita Dunn, Health and Welfare Plan Manager, to provide more detail. Ms. Dunn informed the Committee that this program was initially offered about four years ago. Because it was a new offering, BSD didn’t know what the participation levels would be, so industry standard numbers of about 15% were used. That level has increased to 18.9% enrollment in critical illness and 22.5% enrollment in accident. It has far exceeded expectations and as a result, the dollars requested up front from the

Board are not sufficient, and additional funding is required in the amount of \$232,000 to be able to carry this program to the end of the contract. Essentially, the Committee is being asked to take to the Board a recommendation to modify the contract in an amount not to exceed \$1.52 million. A motion for the Committee to approve and refer to the Board this agenda item as presented was made by Commissioner Schoemehl and seconded by Commissioner Zimmerman. **Motion passed unanimously.**

**6. Contract Award: Independent Audit Services**

**8:05 a.m.** A briefing paper regarding the Contract Award for the Independent Audit Services was provided in the Committee packet. Mark Vago, Sr. Vice President Chief Financial Officer, provided a brief overview. Ten years ago the Board adopted a policy requiring a rotation of audit partners and audit firms every five years. With the completion of FY18 audit and the upcoming current fiscal year audit the contract with Crowe Horwath will conclude their five year contract. A search for a new firm was conducted in the spring of 2018. Seven firms were interviewed and the recommendation is to award this contract to Rubin Brown for a five year term. A motion for the Committee to approve and refer to the Board for approval this agenda item as presented was made by Commissioner Schoemehl and seconded by Commissioner Brown. **Motion passed unanimously.**

**7. Contract Award: Light Vehicle Leasing & Maintenance Program**

**8:06 a.m.** A briefing paper regarding the Contract Award for the Light Vehicle Leasing & Maintenance Program was provided in the Committee packet. Larry Jackson, Executive Vice President for Administration, provided a brief presentation. Mr. Jackson advised that authorization was being requested to enter into a five year contract for leasing and maintenance of light vehicles with Enterprise Leasing. Historically BSD has always purchased vehicles and maintained them internally. The program will run for five years and it's an Indefinite Delivery/Indefinite Quantity (**IDIQ**) contract. There are no guarantees and no commitment to purchase or lease 210 vehicles, as this is a requirement type contract, so it will only be used for those vehicles that are deemed necessary. The leasing contract also includes an offsite full maintenance program through outside vendors, dealers and other shops, which will lighten the load on BSD's internal maintenance staff, which is currently extremely over-taxed, and will help reduce cost. A reduction in the present value over the next ten years is anticipated, if we were to stay at the full 210 fleet level. The cost would be approximately \$8.9 million if we continue to purchase and maintain the vehicles internally, versus \$6.6 million under the leasing program. Some discussion followed regarding the analysis and tracking the use, maintenance and costs. A motion for the Committee to approve and refer to the Board for approval this agenda item as presented was made by Commissioner Schoemehl and seconded by Commissioner Brown. **Motion passed unanimously.**

**8. State Safety Oversight – Internal Audit Process**

**8:10 a.m.** The briefing paper regarding the State Safety Oversight – Internal Audit Process was provided in the Committee packet. Jim Cali, Director of Internal Audit, introduced Justin Sobek, State Safety Oversight Representative from MoDOT. Mr. Cali advised that James Hickey from IDOT could not attend because of a family emergency. In 2009, the State Safety Oversight (**SSO**) program required the Internal Audit Department (**IAD**) to begin working with the Safety Department to perform various safety and security audits in accordance with the SSO's Triennial Audit program. The SSO Triennial Audit program requires 20 safety audits and 12 security audits be completed within a predetermined three year period. With the implementation of new FTA

regulations for SSO programs, changes to the BSD Internal Audit Process were needed. In order for the SSO to be in compliance with the provisions of the Moving Ahead for Progress in the 21<sup>st</sup> Century Act (**MAP-21**), coupled with the FTA's requirement for all SSO Agencies to develop and issue new SSO Rules as set forth in 49 Code of Federal Regulations (**CFR**) Part 674 issued in 2016. The new SSO issued in April 2018, referred to as the New Program Standard requires that all SSO audits must be conducted by individuals or firms that are independent from the function being audited; and be free from any conflict of interest or the appearance of a conflict of interest. This new audit standard now prohibits the Safety Department from performing any SSO audits. IAD is now responsible for performing all required SSO audits. In order for IAD to meet the New Program Standard audit requirements, changes to the SSO Internal Audit Process must be made. IAD proposes to meet these new challenges with the addition of a new auditor position. Management is requesting that the Committee approve the change in IAD's approval process for the Safety and Security Audits to meet the requirements put forth by the SSO.

Some discussion followed regarding Commissioner Windmiller's inquiry as to who the members of the Executive Safety and Security Committee were; whether the Safety and Security review covers both the operational safety of the actual trains and buses, as well as the safety and security of passenger, employees and the public; and whether BSD pays for these audits. Mr. Cali responded to the Commissioner confirming the membership of the Executive Safety and Security Committee, the scope of the audit review, and confirming that BSD pays the cost associated with this audit.

**\*\*Commissioner Gully joined the meeting via phone at 8:20 a.m.\*\***

A motion for the Committee to approve this agenda item as presented was made by Commissioner Zimmerman and seconded by Commissioner Brown. **Motion passed unanimously.**

**9. Internal Audit Status Report – 4<sup>th</sup> Quarter FY2018**

**8:22 a.m.** A briefing paper regarding the Internal Audit Status Report, 4<sup>th</sup> Quarter FY2018 was provided in the Committee packet. Jim Cali, Director Internal Audit, provided a brief overview. In accordance with Board Policy, the IAD reports quarterly on the status of their work product. As of June 30, 2018, IAD completed 19 Audits and 4 were substantially complete as of June 30, 2018. The objectives of the Internal Audit plan have been met. This report is informational only, and no Committee action is required. A copy of the report will be kept at the office of the Deputy Secretary.

**10. Internal Audit Follow-Up Summary – 4<sup>th</sup> Quarter FY2018**

**8:23 a.m.** The briefing paper regarding the Internal Audit Follow-Up Summary, 4<sup>th</sup> Quarter FY2018 was provided in the Committee packet. Jim Cali, Director of Internal Audit, provided a brief overview. The most important aspect of any audit is to make sure that management implements the recommendations identified during the audit. IAD is tracking 112 recommendations; 72 have been completed and implemented in full; 8 audits have been completed and closed during the fiscal year; and there are only 40 observations and recommendations that management is still working on. Mr. Cali advised that he was happy to report that none of the recommendations and the implementation for those are overdue at this time. Management has done a great job during this fiscal year to meet these obligations. This report is informational only, and

no Committee action is required. A copy of the report will be kept at the office of the Deputy Secretary.

**11. Treasury-Safekeeping Quarterly Accounts Audit Ending June 30, 2018**

**8:24 a.m.** The briefing paper regarding the Treasury-Safekeeping Quarterly Accounts Audit ending June 30, 2018 was provided in the Committee packet. Jim Cali, Director Internal Audit, provided a brief overview. In accordance with Board policy the Internal Audit Department (**IAD**) is tasked with reviewing the quarterly Safekeeping Account balances for all investment funds that are classified as Safekeeping Funds. IAD has determined that the Safekeeping Accounts exist, and the respective balances have been fairly presented.

John Nations, President & CEO, asked Mr. Cali to explain the timing listed in the variance. Mr. Cali explained that one of the custodians, Jefferson Bank, uses a different means to evaluate the outstanding investment. BSD uses the fair values standard which has been adopted by Government Accounting Standard Boards, GASB-72. Jefferson Bank confirms the value at par so their rates appear to be a bit different because of timing. When that investment reaches maturity, it will reach the full value of our investments. It is just a timing difference between the different methodologies of valuing that particular investment.

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.

**12. 4<sup>th</sup> Quarter Financial Statements**

**8:25a.m.** The 4<sup>th</sup> Quarter Financial Statements report was provided in the Committee packet. Mark Vago, Sr. Vice President Chief Financial Officer, provided a brief overview. Executive Services shows revenue of \$4.3 million. This income is primarily from management fees from the various business units as approved by the Board. The total expenses are \$3.9 million, and the expenses related to the annual meeting are included in other expenses. Income before depreciation is \$300,000.

The Gateway Arch Tram System shows a total revenue of approximately \$8 million; compared to last year, revenue is up almost 50%. Performance indicators show the tram ridership is up almost 50% at approximately \$800,000, comparable to the 2015 fiscal year levels. The reason it is up is because both trams are now open and operating.

The Riverfront Attractions have a revenue of approximately \$3 million. Cruises are up, passengers are up partly due to more traffic at the Gateway Arch, and no flood days this fiscal year. Expenses were \$2.6 million for income before depreciation of approximately \$500,000.

The St. Louis Downtown Airport revenue is up approximately 2.5% over the prior year, and in looking at the detail, almost every category is up just slightly over the prior year. The expenses were \$1.6 million. Last year there were some consulting and legal fees relating to some planned projects. That allowed the Airport to go from a negative \$2,000 loss last year to \$1,000 net income this year before depreciation. The fuel flowage gallons pumped is up over last year. Mr. Vago reminded the Committee that when looking at fuel in gallons in the performance indicators, the Airport does not sell the fuel; it is a service provided by pumping the fuel, and it is about 9.5 to 10 cents per gallon.

Metro Transit has revenue of \$306 million, with the largest component of the revenue being the St. Louis City, St. Louis County, and the St. Clair County District contracts for services. The individual passenger revenue number of \$41.8 million is down approximately \$3 million from the prior year, and ridership dropped about 7.9%. Expenses were \$305 million. The net income was \$600,000 before depreciation.

St. Louis Regional Freightway has revenue of \$160,000 and that is primarily fees from East-West Gateway Council of Governments, and expenses of \$911,000 for consulting and wages and benefits, for a loss of \$750,000.

Bi-State Development Research Institute has revenue of \$476,000, primarily grants related to the kiosk program and in kind non-cash contributions from BSD, and expenses of \$323,000, for a gain of \$153,000.

Arts in Transit Inc. has revenue of \$260,000 donations for services, and expenses of \$243,000 for net income of \$17,000.

Some discussion followed in response to Commissioner Windmiller's request for an explanation of what "inter funded administrative fees" were; and the source of funding for the Regional Freight District.

Charles Stewart, Vice President Pension & Insurance, continued the presentation discussing the Self Insurance Program. The self-insurance for health, casualty and workers compensation total expenditures are roughly \$51 million. The charges to the other BSD operating units for services generate revenue in the amount of approximately \$4.7 million. Casualty handles approximately 1,100 claims per year and workers compensation has approximately 280 claims on an average year. The charges to the operating units have been \$7 million and the claims have been \$6.3 million. Health and self-insurance funds show a \$7 million loss, which is up over \$6 million from the previous year. The primary cause of this increase can be attributed to the rising cost of medical claims, prescription drugs, and catastrophic claims. BSD's average employee is over 49 years old, and the average age of new hires is 43. Workforce evaluation is being conducted in an effort to encourage employees to seek preventative healthcare. BSD is also considering providing a family health clinic in one of its facilities to provide primary and preventive care services. This would be a significant cost to BSD and must be cost justified. More information will be provided at a future date. A rate increase is anticipated in the next year that will impact the Agency and the employees. Some discussion followed regarding the stop loss costs and the best way to address the growing expense. 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.

**13. 4<sup>th</sup> Quarter Performance Indicators**

**8:50 a.m.** The 4<sup>th</sup> Quarter Performance Indicators report was provided in the Committee packet. Mark Vago, Sr. Vice President Chief Financial Officer, provided a brief overview. Passenger tram ridership is up 50% over last year because both trams were operational. There were no flood days, and the number of cruises was up to just over 1000. The Airport is providing about the same amount of fuel flowage. Metro ridership is down from 41 million trips to about 38 million and the

big drop was farebox recovery. 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.

**14. 4<sup>th</sup> Quarter Treasury Report**

**8:51 a.m.** The 4<sup>th</sup> Quarter Treasury Report was provided in the Committee packet. Tammy Fulbright, Sr. Director Financial Planning & Treasury, provided a brief overview. Bi-State Directed Funds as of June 30, 2018, were \$206 million with an average rate of return of 1.61%. As of January 31, 2018 the Directed Funds were \$208 million with an average rate of return of 1.32%. BSD is currently awaiting final approval of appropriations from the funding jurisdictions, so at this time more liquidity will be maintained until funds are released to the Trustee. The current yield on treasury and government money market funds is at 1.75% or slightly above depending on the fund. The Trustee Directed Funds as of June 30, 2018 were \$46 million at an average rate of return of 2.00% and as of January 31, 2018, the fund was \$44 million at a rate of return of 1.76%. The current three month market rate is 2.03%, at six months it is 2.21%, at one year it is 2.41%, and thirty year is 2.96%. The two year Agency Bond rate is 2.74% and the three year Agency Bond rate is 2.81%. The Feds raised rates in March and June. They met August 1, but did not make any rate changes. The current Fed Fund rate is at 2%. The current expectation is that there will be two more increases this year, at least two in 2019, and two in 2020. This would get us to a Fed funds rate of 3.5%. 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.

**15. 4<sup>th</sup> Quarter Procurement Report**

**8:55 a.m.** The 4<sup>th</sup> Quarter Procurement Report was provided in the Committee packet. Greg Smith, Vice President Procurement & Inventory Management, provided a brief overview. Non-competitive procurement total was \$1.5 million or 8.7% of total Purchase Order commitment volume of \$17.4 million. The last 12 months rolling Non Competitive Procurements totaled \$9.2 million or 10% of the total Purchase Order commitment volume of \$91.4 million. The trends are all very positive. 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.

**16. Pension Plans, 401(k) Retirement Savings Program and OPEB Trust Investment Performance Update as of June 30, 2018**

**8:55a.m.** The briefing paper regarding the Pension Plans, 401(k) Retirement Savings Program and OPEB Trust Investment Performance Update as of June 30, 2018 was provided in the Committee packet. Charles Stewart, Vice President Pension & Insurance, provided a brief overview. BSD sponsors three defined benefit plans and one defined contribution plan for the Agency employees. It is the Board of Commissioners' responsibility to oversee the funded status of the plan and to oversee Trustee Administration. Year-to-Date June 30, 2018, Pension Plans, 401(k) Retirement Savings Program, and OPEB Investment Performance Reports were presented to the respective Trustees by Elwood Associates at the August 2018 Trustee meetings.

The 401(k) Retirement Savings Program total assets is \$57 million as of June 30, 2018, which is up from \$54.8 million as of year-end 2017. The Plan currently has approximately \$2.5 million in new contributions. Ellwood evaluated Lincoln Financial and has determined that for the price, BSD could not get the same service from another company. In the process of doing this evaluation, BSD received a \$30,000 reduction in fees from Lincoln Financial.

The Salaried Pension Plan total assets are \$72.6 million, up by \$5.0 million since the beginning of the calendar year. Cash flow was positive for the first two quarters of the year. A total of \$5.9 million in new contributions was offset by an outflow of \$2.4 million. The portfolio gained 2.3% during the first half of 2018. Since inception in 1988, the portfolio has gained 7.7% out-pacing its benchmark by 50 basis points. The portfolio also outperformed the current actuarial return target of 7.0%, thus meeting its objectives.

The IBEW Pension Plan total assets are \$5.4 million as of June 30, 2018. The portfolio's market value has increased steadily over the past 7 years since the market value fell to \$1.1 million in 2008. The plan was fully funded in late 2017 and the special contributions from the Union and BSD have ended and the cash flow into the plan has moderated.

ATU 788 Pension Plan total assets are \$139.7 million. Fund flows over the last few years have been relatively negative and the trend is continuing in 2018. Year to date cash inflows of \$7.2 million were less than the outflows of \$8.3 million. Investment gains of \$0.7 million offset the cash flow imbalances. The asset allocation changes approved by the Committee in 2013 helped fund performance and should help to mute the portfolio's downside volatility during market declines. Ellwood recommended and the committee approved liquidating two hedge funds and a new hedge fund structure at the August 2017 meeting. Ellwood also recommended that the plan contribute another \$1 million to \$2 million to the Davidson Kempner hedge fund to bring the allocation in line with the target guidelines. Ellwood also recommended replacing the Harbor International Fund with the Boston Partners International Equity Fund for a non-US equity manager.

The Other Post Employee Benefit (**OPEB**) trust ended the first half of 2018 with a total portfolio market value of \$32.4 million that is a \$3.4 million increase over the prior year. Elwood expressed continued confidence in the program's asset allocation and structure, but made one recommendation to replace the Harbor International Fund with another non-US equity manager. The portfolio asset allocation is in line with the target guidelines, and the cash balances remain low at \$17,552. The liability is \$70 million. A valuation is done every two years and the last valuation was June 30, 2017; there was a \$73 million unfunded liability at that time. The first four years have been invested conservatively. Some discussion followed regarding the OPEB liability and the long term goals set out by the Board.

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.

**17. FY19 Update on Risk Management Insurance Program**

**9:15a.m.** The briefing paper regarding the FY19 Update on Risk Management Insurance Program was provided in the Committee packet. Kathy Brittin, Director Risk Management, Safety & Claims, and Kevin Kloever, Manager Insurance & Analysis, provided brief overviews. BSD has self-insured a substantial portion of the risk for its transit operations: vehicle, rail, and general and workers compensation liability. Risk Management is responsible for the design, implementation and monitoring of the self-insurance and insurance programs. McGriff, Seibels & Williams of Missouri Inc., BSD's insurance consultant, provides insurance marketing services, loss control consulting and risk financing recommendations. BSD annually reviews and renews coverage on July 1 of each fiscal year. Property insurance was renewed with Lloyds of London. Workers

Compensation insurance, which is the excess over a \$1,000,000 self-insured limit was renewed with Arch Insurance. Excess liability insurance was renewed with Argonaut Insurance. Environmental coverage was added effective June 1, 2018, in order to cover liability associated with pollution clean-up, third party claims, emergency response, transportation and underground storage tanks. Coverage is provided by Allianz Insurance. Management liability insurance was newly purchased effective July 1, 2018. This coverage provides defense for errors and omissions against the Board, executives, and management. The insurance programs were renewed with comparable coverage terms and conditions. The overall premium increase of \$205,895 is reflective of an increase in property values, payroll exposure, higher liability limits, and new Environmental and Management liability coverages. 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.

**18. Unscheduled Business**

**9:25 a.m.** There was no unscheduled business.

**19. Call of Dates for Future Committee Meetings**

**9:25 a.m.** The Board was advised of the upcoming meetings, as follows:

|  |                                       |
|--|---------------------------------------|
| Board Meeting:                             | Friday, September 28, 2018, 8:00 a.m. |
| Operations Committee:                      | Tuesday, October 16, 2018, 8:00 a.m.  |
| Audit, Finance & Administration Committee: | Friday, October 19, 2018, 8:00 a.m.   |

**20. 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) to the requirements of Section 10.080 (D) (1), (3), (10), and (17) of the Bi-State Development Board Policy, Chapter 10, Section 10.080, Chair Holman 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 Zimmerman. A roll call vote was taken and the Commissioners present, Holman, Gully, Schoemehl, Zimmerman, Brown voted "yes". Commissioner Windmiller abstained because she was not going to attend the Executive Session Committee meeting. **Motion passed with a majority vote, and the Open Session meeting was adjourned at 9:26 a.m.****