



Board of Commissioners
February 22, 2019, 8:00 a.m.

Open Session Agenda

Notice of Meeting and Agenda

**Bi-State Development
Board of Commissioners
Friday, February 22, 2019, 8:00 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	Chair Gully
2. Roll Call	Quorum	M. Bennett
3. Minutes of November 8, 2018, Open Session Executive Selection Committee Meeting	Approval	Chair Gully
4. Minutes of November 16, 2018, Open Session Board of Commissioners Meeting	Approval	Chair Gully
5. Minutes of December 13, 2018, Open Session Board of Commissioners - Special Meeting	Approval	Chair Gully
6. Treasurer's Report	Information	Commissioner Holman
7. Report of President	Information	T. Roach
8. Report of Operations Committee	Information	Commissioner Buehlhorn
9. Report of Audit, Finance & Administration Committee	Information	Commissioner Holman
10. Adjustment of Consent Agenda	Information	Chair Gully
11. Consent Agenda Item(s)	Approval	Chair Gully
(a) Agreement with UMSL (Public Policy Administration Program) and Urban Land Institute-St. Louis for 2019 Offering of Chancellor's Certificate in Fundamentals of Economic Development (Operations Committee Recommends Approval)	Approval	J. Stone
(b) Contract Award: The Harlan Company for the Replacement of the Oil/Water Separator at the Brentwood Facility (Operations Committee Recommends Approval)	Approval	J. Mefford-Miller / L. Jackson / G. Smith
(c) Amendment to the Second Memorandum of Agreement between Bi-State and the City of St. Louis (Operations Committee Recommends Approval)	Approval	M. Lamie

Agenda	Disposition	Presentation
(d) Contract Modification: Extension of Gateway Arch Riverfront Marketing Agency Services (Operations Committee Recommends Approval)	Approval	M. Lamie / G. Smith
12. Quarterly Financial Statements – First Quarter Ending September 30, 2018	Information	M. Vago
13. Performance Indicators – First Quarter Ending September 30, 2018	Information	M. Vago
14. FY 2020 Budget Update	Information	M. Vago
15. Quarterly Procurement Report – First Quarter Fiscal Year 2019	Information	G. Smith
16. Compliance and Ethics “State of the Agency”	Information	K. Swagler
17. Approval to Establish Bi-State Development E-mail addresses for Board of Commissioners	Approval	M. Bennett
18. Unscheduled Business	Approval	Chair Gully
19. Public Comment*	Information	Chair Gully
20. Call of Dates for Future Board and Committee Meetings	Information	M. Bennett
21. Adjournment to Executive Session	Approval	Chair Gully
<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
EXECUTIVE SELECTION COMMITTEE
OPEN SESSION MINUTES
THURSDAY, NOVEMBER 8, 2018**

Board Members in Attendance

Missouri

Constance Gully, Chair
Vernal Brown
Aliah Holman, Treasurer
Rose Windmiller

Illinois

Michael Buehlhorn, Vice Chair
Derrick Cox
Irma Golliday
Jeffrey Watson, Committee Chair
Justin Zimmerman, Secretary

Staff in Attendance

Barbara Enneking, General Counsel & Deputy Secretary
Myra Bennett, Board Administrator

Others in Attendance

Joe Wiley, President, Quest Management Consultants
Mayor Lyda Krewson, City of St. Louis
Tom Curran, Senior Policy Advisor, St. Louis County

1. **Call to Order**
 12:00 p.m. Committee Chair Watson called the Open Session, Executive Selection Committee Meeting to order at **12:00 p.m.**. The meeting was held in the Board Conference Room, located on the 6th Floor of the Corporate Headquarters at 211 N. Broadway in St. Louis, Missouri.

2. **Roll Call**
 12:02 p.m. A roll call was taken, as noted above.

- 3. 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, Personnel, under 10.080(D)(3).**

12:04 p.m. Pursuant to the requirements of Section 10.080 (D)(3) of the Bi-State Development Agency’s Board Policy, Chapter 10, Committee Chair Watson requested a motion to allow the Board to go into closed session.

A motion to move into Executive Session was made by Commissioner Holman and seconded by Commissioner Brown.

A roll call vote was taken by Ms. Bennett, with the following results:

Ayes: Committee Chair, Watson, Chair Gully, Commissioners Brown, Buehlhorn, Cox, Golliday, Holman, Windmiller, and Zimmerman

Nays: None.

The motion passed unanimously, and the Open Session meeting was adjourned at approximately 12:05 p.m.

Open Session Item

4

**BI-STATE DEVELOPMENT
BOARD OF COMMISSIONERS MEETING
OPEN SESSION MINUTES
FRIDAY, NOVEMBER 16, 2018**

Board Members in Attendance

Missouri

Constance Gully, Chair
Aliah Holman, Treasurer
Fred Pestello
Rose Windmiller

Illinois

Michael S. Buehlhorn, Vice-Chair
Derrick Cox
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-Taylor, Corporate Legal Department Manager
Barbara Georgeff, Director of Executive Services
Myra Bennett, Manager of Board Administration
Jim Cali, Director Internal Audit
Diana Wagner-Hilliard, Director Workforce Diversity/EEO
Mark Vago, Sr. VP Chief Financial Officer
Scott Grott, General Manager MetroLink
Kent Swagler, Director Corporate Compliance & Ethics
John Langa, Vice President Economic Development
Ted Zimmerman, Vice President Communications & Marketing
Trenise Winters, General Manager MetroBus
Angela Staicoff, Sr. Internal Auditor
Kelli Fitzpatrick, Sr. Internal Auditor/PT
Larry Jackson, Executive Vice President Administration
Michael Gibbs, Manager Financial Operations – Admin & Business Operations
Greg Smith, Vice President Procurement & Inventory Management
Cynthia Davis, Director Program Development & Grants
Kevin Klover, Manager Insurance & Analysis
Amy Krekeler Weber, EEO Specialist
Tamara Fulbright, Sr. Director Financial Planning & Treasury
Jeffrey Braun, Director of Real Estate
Chris Poehler, Asst. Executive Director Engineering Systems
Matthew Hibbard, Social Media Communications Manager
Vernice Kelly, Director of Human Resources

David Toben, Director of Benefits
A.Q. Harris, Lieutenant
Daniel Donahue, Public Safety Officer
Liza Farr, Associate Project Manager – Economic Development
Patti Beck, Director Communications
Timothy Nittler, Director Capital Projects
Virginia Alt-Hildebrandt, Manager Administrative Services
Lisa Burke, Executive Assistant
Annissa Stanley, Casualty Claims Manager
Charles Stewart, Vice President Pension & Insurance

Others in Attendance

Tom Curran, St. Louis County
Marc Scheesse, Director of Government Relations – St. Louis University
Stewart Glenn, Clayton Police Department

1. **Open Session Call to Order**
8:09 a.m. Chair Gully called the Open Session Board Meeting to order at 8:09 a.m.
2. **Roll Call**
8:10 a.m. Roll call was taken as noted above. Commissioner Vernal Brown and Commissioner Irma Golliday were not in attendance.
3. **Minutes of September 28, 2018, Open Session Board Meeting**
8:10 a.m. The September 28, 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 Holman. **Motion passed unanimously.**
4. **Minutes of October 18, 2018, Open Session Executive Selection Committee Meeting**
8:11 a.m. The October 18, 2018, Open Session Executive Selection Committee 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.**
5. **Minutes of October 19, 2018, Open Session Executive Selection Committee Meeting**
8:11 a.m. The October 19, 2018, Open Session Executive Selection Committee Meeting minutes were provided in the Board packet. A motion to approve the minutes was made by Commissioner Cox and seconded by Commissioner Holman. **Motion passed unanimously.**
6. **Report of President**
8:11 a.m. John Nations, President & CEO, informed the Board of several recent personnel changes. He welcomed Dr. Fred Pestello to the Board of Commissioners. He noted that Barbara Georgeff, Director of Executive Services, is retiring, and today is her last working day. Mr. Nations stated that Ms. Georgeff has been an employee for over 33 years, has worked with five

Presidents and CEO's for Bi-State Development, and is a huge reason for his success. She will be missed. Mr. Nations welcomed Myra Bennett, as the Manager of Board Administration for Bi-State Development. He noted that Ms. Bennett will be responsible for all Board functions from this point forward. Mr. Nations thanked Shirley Bryant for her assistance with Board functions in the past, and congratulated her on her new position as Manager of Corporate Legal Services. He noted that Ted Zimmerman is the new Vice President of Marketing and Communications. Mr. Nations reported that he has accepted the resignation of Director of Research Institute, John Wagner, who has accepted a different position, and wished him well.

Mr. Nations noted that yesterday, Bi-State Development was the recipient of two awards from East-West Gateway. BSD received an award for the Arch River Project, as well as the Bike Share Program. Mr. Nations thanked Liza Farr, Associate Project Manager – Economic Development, for her work in initiating and leading the Bike Share project.

Chairman Gully presented John Nations, President and CEO, with a Proclamation from Bi-State Development for his service and leadership for the past eight years. She noted that, through his work and dedication, Bi-State Development has been successful in developing partnerships across the region.

7. Report of Operations Committee

8:21 a.m. Committee Chair Buehlhorn reported that the Operations Committee met on October 16, 2018, at 8:00 a.m., and the draft minutes of that meeting are contained in today's Board Packet under Tab #7. He stated that three items are being introduced on the Consent Agenda for Board consideration today, with the Committee's recommendation of approval, as follows: Consent Agenda Item #10(a): Contract Award: Midwest Transit – Purchase of Paratransit Vans; Consent Agenda Item #10(b): Contract Modification: MetroLink Elevator Rehabilitation – Phase 1; and Consent Agenda Item #10(c): Contract Award – Pharmacy Benefit Management Services. He reported that the Committee received an update by Jessica Mefford-Miller, Executive Director Metro Transit, regarding the Metro Reimagined project. In addition, the First Quarter Operations Summary was discussed, which included updates on ridership, service levels; electric buses; the CORTEX MetroLink Station; and new technology allowing text messages by customers.

8. Report of the Audit, Finance & Administration Committee

8:23 a.m. Committee Chair Holman reported that the Audit, Finance & Administration Committee met in Open Session on October 19, 2018, at 8:00 a.m., and that the draft minutes of that meeting were contained in the Board packet under Tab #8. She noted that two items are being introduced on the Consent Agenda for Board consideration, with the Committee's recommendation of approval, as follows: Consent Agenda Item #10(d): 22nd Amendment to the Bi-State Development Agency of the Missouri-Illinois Metropolitan District and Local 788 Amalgamated Transit Union, AFL-CIO, Employees' Pension Plan; and Consent Agenda Item #10(e): Amendment 2 to the Bi-State Development Agency 401(k) Retirement Savings Program. She noted that a Pension Audit update report was provided for review. In addition, the Internal Audit Status Report for First Quarter, for Fiscal Year 2019, and the Internal Audit Follow-Up Summary, for First Quarter, were reviewed by the Committee, as well as the August Treasury Report.

9. Adjustment of Consent Agenda

8:24 a.m. There was no adjustment to the Consent Agenda.

10. Consent Agenda Item(s)

8:24 a.m. Consent Agenda Item(s): 10(a) – Contract Award: Midwest Transit – Purchase of Paratransit Vans (Operations Committee Recommends Approval) (Resolution #929); 10(b) – Contract Modification: MetroLink Elevator Rehabilitation – Phase 1 (Operations Committee Recommends Approval) (Resolution #930); 10(c) – Contract Award – Pharmacy Benefit Management Services (Operations Committee Recommends Approval) (Resolution #931); 10(d) – 22nd Amendment to the Bi-State Development Agency of the Missouri-Illinois Metropolitan District and Local 788 Amalgamated Transit Union, AFL-CIO, Employees’ Pension Plan (Audit, Finance & Administration Committee Recommends Approval) (Resolution #932); 10(e) – Amendment 2 to the Bi-State Development Agency 401(k) Retirement Savings Program (Audit, Finance & Administration Committee Recommends Approval) (Resolution #933).

A motion to approve the Consent Agenda Items as presented was made by Commissioner Holman and seconded by Commissioner Buehlhorn. **Motion passed unanimously.**

11. Appointment of Assistant Secretary

8:24 a.m. The briefing paper regarding the appointment of Myra Bennett, Manager of Board Administration, as an Assistant Secretary was provided in the Board packet. John Nations, President and CEO, noted that this item has not been presented to a committee; however, due to the importance of having continuity of business operations, he granted permission for this item to be placed on the agenda for consideration. He noted that Barbara Enneking, General Counsel, serves as the Deputy Secretary of the Agency; however, Board policy allows for the appointment of Assistant Secretaries, who are granted the authority and duties of the Deputy Secretary, in his or her absence. Mr. Nations noted that Shirley Bryant, Manager of Corporate Legal Services, and Barbara Georgeff, Director of Executive Services, currently serve as Assistant Secretaries, and with Ms. Georgeff’s upcoming retirement, he feels that it is in the best interest of Bi-State Development to also appoint Ms. Bennett as Assistant Secretary.

A motion to approve this agenda item as presented was made by Commissioner Buehlhorn and seconded by Commissioner Holman. **Motion passed unanimously. (Resolution #934)**

12. 2019 Board and Committee Meeting Schedule

8:25 a.m. The tentative schedule of 2019 Board and Committee meetings was provided in the Board packet. John Nations noted that this schedule has been developed to aid in the scheduling of events and additional meetings throughout the year. He noted that there is an understanding that, on occasion, these dates may be modified by the Board.

A motion to approve the 2019 Board and Committee Meeting Schedule, as presented, was made by Commissioner Buehlhorn and seconded by Commissioner Holman. **Motion passed unanimously.**

13. Unscheduled Business

8:26 a.m. There was no unscheduled business.

14. Public Comment

8:26 a.m. Chairman Gully asked if there was anyone in attendance to speak during “Public Comments”. She noted that a card was received from Ms. Kathy Westley, and asked if Ms. Westley was in attendance. Being no response, Chairman Gully moved to the next agenda item.

15. Call of Dates for Future Board and Committee Meetings

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

Operations Committee:	Tuesday, January 15, 2019; 8:00 a.m.
Audit, Finance & Administration Committee:	Friday, January 25, 2019; 8:00 a.m.
Board Meeting:	Friday, February 22, 2019; 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).

8:27 a.m. Pursuant to the requirements of Section 10.080 (D) (1); (2); (3); (7); (10); (11); (16) and (17) of the Bi-State Development Agency’s Board Policy, Chapter 10, Chairman Gully requested a motion to allow the Board to go into closed session.

A motion to go into Executive Session was made by Commissioner Pestello and seconded by Commissioner Watson. A roll call vote was taken as follows:

Constance Gully, Chair – Yea	Michael S. Buehlhorn, Vice-Chair – Yea
Aliah Holman, Treasurer – Yea	Derrick Cox – Yea
Fred Pestello – Yea	Jeffrey Watson – Yea
Rose Windmiller – Yea	Justin Zimmerman, Secretary, (via phone) – Yea

Motion passed unanimously, and the Open Session meeting was adjourned at 8:28 a.m.

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
AWARDING A FIVE (5) YEAR, INDEFINITE DELIVERY/INDEFINITE
QUANTITY CONTRACT TO MIDWEST TRANSIT FOR THE PURCHASE OF
PARATRANSIT VANS**

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 50.010.E requires Board approval of Negotiated Procurements exceeding \$500,000; and

Whereas, the Agency operates Call-A-Ride paratransit service to customers throughout our service area in the City of St. Louis and St. Louis County. The current Call-A-Ride fleet operates approximately 6 million miles annually, has an average fleet age of 5.84 years and 316,390 miles. The initial sixty-nine (69) vehicles that are in critical need of replacement are nine (9) years old and average over 450,000 miles. This far exceeds the FTA required five (5) years or 150,000 miles; and

Whereas, the Agency issued solicitation 18-RFP-104994-DH on February 15, 2018 and sixteen (16) potential manufacturers and their dealers, listed on the FTA Transit Vehicle Manufacturers (TVM) approved listing were invited to participate. Four (4) bidders responded, offering choices of nine (9) different brands/configurations of vans; and

Whereas, Midwest Transit clearly had a higher technical score than all other vendors and was significantly less expensive than the other vendors. Midwest Transit, offering the Starcraft on the Chevrolet chassis, was deemed both responsive and responsible and appeared to offer the best value. Pricing remains firm for 180 days after contract award, and thereafter, pricing will be adjusted up or down based on the PPI Index change for category 1413 Truck/Bus bodies unadjusted; and

Whereas, it is feasible, necessary and in the public interest for the Agency to approve the award a five (5) year, Indefinite Delivery/Indefinite Quantity contract to Midwest Transit for the purchase of paratransit vans, 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. The Board of Commissioners hereby approves the five (5) year, Indefinite Delivery/Indefinite Quantity contract to Midwest Transit for the purchase of paratransit vans, 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 Midwest Transit.

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 the 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 the 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 16th day of November, 2018.


In Witness Whereof, the undersigned has hereto subscribed her 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 HARLAN COMPANY FOR WORK
ASSOCIATED WITH THE METROLINK ELEVATOR REHABILITATION
PROJECT EXTENDING THE PERIOD OF PERFORMANCE AND ADDING
THE EAST RIVERFRONT METROLINK STATION ELEVATORS**

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 50.010(G)(1) & (G)(2)., *Purchasing*, requires Board of Commissioners to approve cost modifications and contract extensions in excess of 180 days; and

Whereas, funding will be provided through Infrastructure Repair Additional Contingency - Federal Transit Administration (FTA) State of Good Repair Grant Number MO-54-0001, Prop M Local Match, FTA State of Good Repair Grant Number MO-2018-002 and St. Clair County Transit District (SCCTD) Local Match; and

Whereas, On May 9, 2017, Bi-State Development (BSD) awarded a firm, fixed price contract in the amount \$2,145,450 to Harlan Company to perform elevator rehabilitation at four MetroLink stations, including the following MetroLink stations and quantity of elevators: one (1) at Laclede’s Landing, two (2) at Convention Center, two (2) at 8th & Pine and one (1) at Union Station. Additional infrastructure repairs are needed for the complete rehabilitation of four (4) elevators (two at Convention Center and two at 8th and Pine Stations); and

Whereas, On September 21, 2018, St. Clair County Transit District (SCCTD) authorized local matching funds to activate project ML1620 Elevator Rehabilitation – Illinois – 2 units (East Riverfront Station Elevators);, and

Whereas, it is feasible, necessary and in the public interest for the Agency to approve the contract modification to the fixed price contract with Harlan Company to include in the scope of work the two (2) East Riverfront Elevators and the additional infrastructure repairs at four (4) elevators (two at Convention Center and two at 8th and Pine Stations), increasing the project budget to support additional infrastructure repairs, not to exceed \$819,000, and to extend performance period for the design and construction duration an additional eighteen (18) months, 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 Harlan Company to include in the scope of work the two (2) East Riverfront Elevators and additional infrastructure repairs at four (4) elevators (two at Convention Center and two at 8th and Pine Stations), increasing the project budget to support additional infrastructure repairs, not to exceed \$819,000, and to extend performance period for the design and construction duration an additional eighteen (18) months, 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 Harlan Company.

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 16th day of November, 2018.

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

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

By Constantine Gully
Title Chair

[SEAL]

ATTEST:

By W. Bruce Ambrey
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 A THREE (3) YEAR CONTRACT WITH EXPRESS
SCRIPTS FOR PHARMACY BENEFIT MANAGEMENT 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), require Board approval of all Competitive Negotiated Procurements exceeding \$500,000; and

Whereas, funding is provided through the BSD Operating Budget; and

Whereas, BSD is a member of the St. Louis Area Business Health Coalition (BHC) and participates in a purchasing cooperative for pharmacy benefit management services with approximately 43 other employers from the metropolitan region, representing over 300,000 area employees; and

Whereas, BHC engaged Gallagher Benefit Services pharmacy practice in October 2017, to conduct a request for proposal (RFP) process, including designing all bidding requirements. The RFP was released to four (4) vendors in February 2018. All four (4) responded. Results were presented in June 2018, and through extensive review and negotiations between two finalists, the BHC entered into a new master contract with Express Scripts effective October 1, 2018, for a three-year period; and

Whereas, Express Scripts was found to offer the most competitive pricing and cost management capabilities, while still maintaining flexibility for employers to craft their own plan of benefits, and the BHC/Express Scripts contract includes a provision for annual market checks to ensure continuing pricing competitiveness; and

Whereas, it is feasible, necessary and in the public interest for the Agency to approve this request to award Express Scripts a three (3) year contract for pharmacy benefit management services at an estimated total cost of \$25,000,000, for the years 2019 through 2021, 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. The Board of Commissioners hereby approves a three year contract with Express Scripts for pharmacy benefit management services, for the years 2019 through 2021, at an estimated total cost of \$25,000,000, under and pursuant to this Resolution and the Compact for the authorized Agency purposes set forth in the preamble hereof and subject to 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 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 Express Scripts.

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. 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 16th of November, 2018.

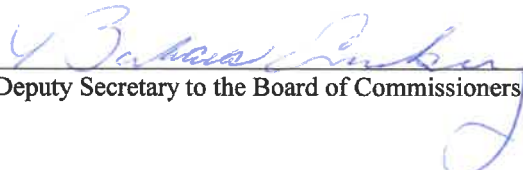
In Witness Whereof, the undersigned has hereto subscribed her signature and caused the Seal of the Agency to be affixed.

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 AUTHORIZING THE PRESIDENT AND CEO TO ADOPT
AMENDMENT #22 TO THE BI-STATE DEVELOPMENT AGENCY OF THE
MISSOURI-ILLINOIS METROPOLITAN DISTRICT AND LOCAL 788
AMALGAMATED TRANSIT UNION, AFL-CIO, EMPLOYEES' PENSION PLAN**

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, Board Policy 70.050(A)(3), 70.050(A)(4), and 70.050(A)(5), provide that the Board shall oversee Trustee administration of the pension and 401(k) retirement savings plans; approve amendments, benefit formulas and funding to the plans; and review plan investment policies, procedures and provisions; and

Whereas, per an original ATU Pension Plan provision, terminated employees with a vested pension benefit were not allowed to apply for that accrued benefit until reaching age 65, even if they were eligible under the Plan provisions to retire at the time they terminated from active employment; and

Whereas, the ATU Pension Plan Committee Trustees determined that a corrective amendment to the Local 788 Amalgamated Transit Union, AFL-CIO, Employees' Pension Plan was needed in order to allow a term-vested former employee to apply for their accrued pension benefit, prior to reaching age 65, based upon being originally eligible under the Plan when they terminated active employment, and to make technical clarifications of the language of the Plan regarding application for pension disability benefits, and response time frames related to approval or denial of application for benefits; and

Whereas, the ATU Pension Plan Committee Trustees discussed and approved Amendment #22 at their August 2, 2018 meeting; and

Whereas, it is feasible, necessary and in the public interest for the Board to authorize the President and CEO to adopt Amendment #22 to the Local 788 Amalgamated Transit Union, AFL-CIO, Employees' Pension Plan, 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 the President and CEO to Adopt ATU Pension Plan Amendment #22.

The Board of Commissioners hereby authorizes the President and CEO to adopt Amendment #22 to the Local 788 Amalgamated Transit Union, AFL-CIO, Employees' Pension Plan, 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 Amendment.

The form of the Amendment (Amendment #22 as provided in the Attachment to the Briefing Paper and made a part hereof), in the form presented to this meeting, is hereby approved, and officers of the Agency, including without limitation, the President and CEO and Vice President of Pension and Insurance, 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 adoption of the Amendment 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 the Local 788 Amalgamated Transit Union, AFL-CIO, Employees' Pension Plan.

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 16th day of November, 2018.

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

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

By *Constance Kelly*
Title *Chair*

[SEAL]

ATTEST:

By *Cheryl E. Eubank*
Deputy Secretary to the Board of Commissioners

Exhibit A

(Amendment #22 to the Local 788 Amalgamated Transit Union, AFL-CIO, Employees' Pension Plan)

**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 ADOPT
AMENDMENT #2 TO THE (401)(k) PROGRAM**

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, Board Policy 70.050(A)(3), 70.050(A)(4), and 70.050(A)(5), provide that the Board shall oversee Trustee administration of the pension and 401(k) retirement savings plans; approve amendments, benefit formulas and funding to the plans; and review plan investment policies, procedures and provisions; and

Whereas, the 401(k) Retirement Savings Program Committee Trustees determined that a corrective amendment to the 401(k) Program was needed in order to allow for 100% vesting of those employer only contributions, in the event the participant is disabled, attains the plan’s normal retirement age of 65, or upon death, while still within the five year vesting schedule timeframe; and

Whereas, at the direction of the 401(k) Plan Trustees the Pension & Insurance staff drafted Amendment #2 to the 401(k) Program to address accelerated vesting of non-elective employer contributions for participants in the event of their disability, attainment of the plan’s normal retirement age (65) or upon death; and

Whereas, the 401(k) Retirement Savings Program Committee Trustees discussed and approved Amendment #2 at their May 2, 2018 meeting; and

Whereas, it is feasible, necessary and in the public interest for the Board to authorize the President and CEO to adopt Amendment #2 to the Bi-State Development Agency 401(k) Retirement Savings Program, 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 the President and CEO to Adopt 401(k) Retirement Savings Program Amendment #2. The Board of Commissioners hereby authorizes the President and CEO to adopt Amendment #2 to the Bi-State Development Agency 401(k) Retirement Savings Program 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 Amendment. The form of the Amendment (Amendment #2 as provided in the Attachment to the Briefing Paper and made a part hereof), in the form presented to this meeting, is hereby approved, and officers of the Agency, including without limitation, the President and CEO and Vice President of Pension and Insurance , 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 adoption of the Amendment 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 the Bi-State Development Agency 401(k) Retirement Savings Program.

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.

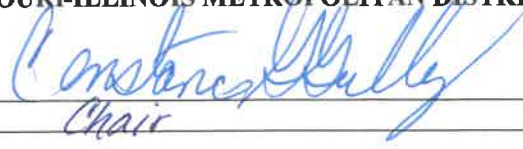
Section 8. Payment of Expenses. The Senior Vice President and CFO is hereby authorized and directed to pay or cause to be paid all costs, expenses and fees incurred in connection with or incidental to this Resolution.

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 16th day of November, 2018.

In Witness Whereof, the undersigned has hereto subscribed her 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:

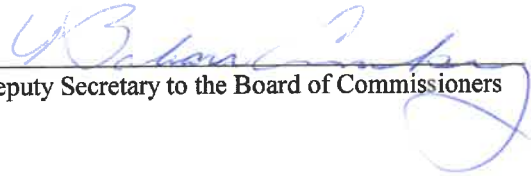
By 
Deputy Secretary to the Board of Commissioners

Exhibit A

(Amendment #2 to the Bi-State Development Agency 401(k) Retirement Savings Program)

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
APPROVING THE APPOINTMENT OF AN ASSISTANT SECRETARY**

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"); and

Whereas, the Agency is authorized under Chapter 10, Section 10.020, Article 3 (J) (3) of the Board Bylaws to appoint one or more Assistant Secretaries with the authority and duties of the Deputy Secretary, in the event the Deputy Secretary is absent or unable to act; and

Whereas, with the impending retirement of Barbara Georgeff, Director of Executive Services, and with Myra Bennett having been appointed to serve as the Manager of Board Administration for Bi-State Development (BSD) on October 22, 2018; and

Whereas, Ms. Georgeff, Director of Executive Services, currently manages all administrative functions for meetings of the Board and its Committees. For the ease of administration, Ms. Barbara Georgeff was previously appointed to perform the duties of Assistant Secretary in order to facilitate the handling of Agency business, and has in the past, served as Assistant Secretary for meetings of the Board in the absence of the Deputy Secretary; and

Whereas, due to the upcoming retirement of Ms. Georgeff, and in order that Agency business be handled appropriately and in a timely manner, it is appropriate that Ms. Bennett be appointed as an Assistant Secretary; and

Whereas, it is feasible, necessary and in the public interest of the Agency for the Board to approve the appointment of Myra Bennett as Assistant Secretary, with the authority and duties of Deputy Secretary, 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.

Section 2. Approval to Appoint Assistant Secretary: Pursuant to its Policies and for the authorized purpose set forth in the Preambles, the Board of Commissioners hereby approves the appointment of Myra Bennett as Assistant Secretary, with the authority and duties of Deputy Secretary, 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 are hereby authorized and directed to take such actions as they may deem necessary or advisable in order to carry out and perform the purposes of this Resolution.

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. 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 16th day of November, 2018.

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

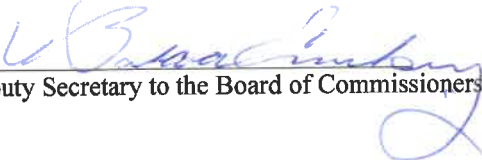
THE BI-STATE DEVELOPMENT AGENCY OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT

By: 

Title: Chair

(Seal)

ATTEST:


Deputy Secretary to the Board of Commissioners

Open Session Item

5

**BI-STATE DEVELOPMENT
BOARD OF COMMISSIONERS
SPECIAL MEETING – VIA PHONE CONFERENCE
OPEN SESSION MINUTES
THURSDAY, DECEMBER 13, 2018**

Board Members in Attendance

Missouri

Constance Gully, Chair
Vernal Brown
Aliah Holman, Treasurer
Rose Windmiller
Fred Pestello

Illinois

Michael Buehlhorn, Vice Chair
Derrick Cox
Irma Golliday
Jeffrey Watson
Justin Zimmerman, Secretary

Staff in Attendance

Barbara Enneking, General Counsel & Deputy Secretary

1. Call to Order

3:30 p.m. Chair Gully called the Open Session, Special Meeting of the Board of Commissioners to order at **3:30 p.m.** The meeting was held via phone conference in the Executive Offices, located on the 6th Floor of the Corporate Headquarters at 211 N. Broadway in St. Louis, Missouri.

2. Roll Call

3:31 p.m. A roll call was taken, as noted above.

3. 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, Personnel, under 10.080(D)(3).

3:33 p.m. Pursuant to the requirements of Section 10.080 (D)(3) 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 move into Executive Session was made by Commissioner Cox and seconded by Commissioner Windmiller.

A roll call vote was taken by Ms. Enneking, with the following results:

Ayes: Chair Gully, Commissioner Brown, Commissioner Buehlhorn, Commissioner Cox, Commissioner Golliday, Commissioner Pestello, Commissioner Holman, Commissioner Windmiller, Commissioner Watson and Commissioner Zimmerman

Nays: None.

The motion passed unanimously, and the Open Session meeting was adjourned at approximately 3:34 p.m.

Deputy Secretary to the Board of Commissioners
Bi-State Development
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**BI-STATE DEVELOPMENT
TREASURER'S REPORT
Quarter Ended September 28, 2018**

INVESTMENTS

Yields:

Bi-State investments had an average yield of 1.78% for the month of September, up from 1.61% in June. The Federal Reserve raised the Federal Funds Rate for the third time in 2018 to 2.25% in September. Federal Open Market Committee meeting minutes from September indicate members are confident in the rate of economic growth, and anticipate further gradual increases in the target rate.

Invested Funds:

In September, Bi-State directed \$183 million of cash and investments. Approximately 38% of the invested funds were invested in U.S. Treasury or U.S. Government Agency securities, and 2.5% were invested in collateralized Certificates of Deposit (CDs). The balance was invested in AAA rated money market funds. The average maturity of Bi-State investments was approximately 146 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%. Our current collateral requirement is approximately \$6.9 million.

FUEL HEDGING

In September, in conjunction with its diesel fuel hedging program, Bi-State had a *realized gain* of approximately \$198 thousand and an *unrealized gain* of \$3.5 million on the sale of Home Heating Oil #2 futures contracts. September oil prices ended the month at \$73.25 a barrel, a 4.9% 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 - QUARTERLY TREASURER'S REPORT SUMMARY



AS OF:		28-Sep-2018				31-Aug-2018				31-Jul-2018					
BI-STATE DIRECTED:	Wt. Avg. Maturity (1)	Dollars (,000 omitted)	Percentage Of Total	Rate	Market Value (2)	Wt. Avg. Maturity (1)	Dollars (,000 omitted)	Percentage Of Total	Rate	Market Value (2)	Wt. Avg. Maturity (1)	Dollars (,000 omitted)	Percentage Of Total	Rate	Market Value (2)
Cash	0	\$7,745	5.6%	0.00%	\$7,745	0	\$6,541	4.4%	0.00%	\$6,541	0	\$844	0.5%	0.00%	\$844
Repo Agreement/Sweep	3	0	0.0%	0.00%	0	3	3,854	2.6%	1.66%	3,854	1	8,205	5.0%	1.71%	8,205
Certificates of Deposit	41	3,000	2.2%	1.46%	3,000	69	3,000	2.0%	1.46%	3,000	100	3,000	1.8%	1.46%	3,000
U.S. Agencies (discounted)	84	1,476	1.1%	1.56%	1,493	112	1,476	1.0%	1.56%	1,490	143	1,476	0.9%	1.56%	1,487
U.S. Agencies (coupon)	516	34,895	25.0%	1.68%	34,497	530	35,895	24.4%	1.66%	35,530	561	35,895	21.9%	1.66%	35,469
U.S. Treasury Securities	106	12,257	8.8%	1.64%	12,333	115	14,734	10.0%	1.68%	14,815	79	16,739	10.2%	1.39%	16,845
Other Investments (3)	3	80,061	57.4%	1.90%	80,061	3	81,695	55.5%	1.86%	81,695	1	97,962	59.7%	1.74%	97,962
SUB-TOTAL BI-STATE	142	\$139,434	100.0%	1.80%	\$139,129	145	\$147,195	100.0%	1.77%	\$146,925	135	\$164,121	100.0%	1.68%	\$163,812
BI-STATE DIRECTED-PROP M:															
Certificates of Deposit	77	\$1,530	3.5%	1.31%	\$1,530	105	\$1,530	3.3%	1.31%	\$1,530	136	\$1,530	3.3%	1.31%	\$1,530
U.S. Agencies (coupon)	327	19,710	45.0%	1.55%	19,556	269	26,710	58.5%	1.43%	26,560	300	26,710	57.9%	1.43%	26,528
U.S. Treasury Securities	125	2,007	4.6%	1.75%	1,995	58	6,962	15.2%	1.75%	6,990	89	6,962	15.1%	1.75%	6,980
Other Investments (3)	3	20,600	47.0%	1.86%	20,600	3	10,489	23.0%	1.81%	10,489	1	10,905	23.7%	1.77%	10,905
SUB-TOTAL PROP M	157	\$43,847	100.0%	1.70%	\$43,681	170	\$45,691	100.0%	1.56%	\$45,569	192	\$46,107	100.0%	1.55%	\$45,943
TOTAL BI-STATE DIRECTED	146	\$183,281		1.78%	\$182,810	151	\$192,886		1.72%	\$192,494	147	\$210,228		1.65%	\$209,755
TRUSTEE DIRECTED:															
Cash	0	\$0	0.0%	0.00%	\$0	0	\$0	0.0%	0.00%	\$0	0	\$0	0.0%	0.00%	\$0
Municipal Bonds	1193	6,389	10.0%	2.75%	6,233	1278	6,540	11.4%	2.52%	6,404	1090	7,852	14.8%	2.36%	7,580
U.S. Agencies (coupon)	1143	12,764	19.9%	2.60%	12,551	1171	12,764	22.2%	2.60%	12,624	708	21,691	40.9%	2.19%	21,582
U.S. Treasury Securities	0	0	0.0%	0.00%	0	15	2,489	4.3%	1.00%	2,499	46	2,489	4.7%	1.00%	2,497
Other Investments (3)	3	45,031	70.2%	2.06%	45,031	3	35,826	62.2%	1.88%	35,826	1	20,947	39.5%	1.83%	20,947
SUB-TOTAL TRUSTEE	348	\$64,184	100.0%	2.24%	\$63,815	406	\$57,619	100.0%	2.03%	\$57,353	452	\$52,979	100.0%	1.97%	\$52,606
TOTAL BI-STATE & TRUSTEE	198	\$247,465		1.90%	\$246,625	210	\$250,505		1.79%	\$249,847	208	\$263,207		1.72%	\$262,361
LRV LEASE1:															
Cash	0	44	0.0%	0.00%	44	0	44	0.0%	0.00%	44	0	44	0.0%	0.00%	44
US Treasury Securities	94	6,878	5.8%	1.25%	6,894	122	6,878	5.8%	1.25%	6,890	153	6,878	5.8%	1.25%	6,884
Other Investments (4)		112,589	94.2%	5.80%	112,589		112,000	94.2%	5.80%	112,000		111,412	94.2%	5.80%	111,412
SUB-TOTAL LRV		\$119,511	100.0%	5.54%	\$119,527		\$118,922	100.0%	5.53%	\$118,934		\$118,334	100.0%	5.53%	\$118,340
Grand Total (5)		\$366,976			\$366,152		\$369,427			\$368,781		\$381,541			\$380,701

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* Date: *10/24/18*
 Terri Gudowicz Green, Mgr of Treas Ops
 Reviewed by: *Tammy Fulbright* Date: *10/24/18*
 Tammy Fulbright, Sr. Dir. of Financial Planning
 Approved by: *Mark G Vago* Date: *10/25/18*
 Mark Vago, Sr VP & CFO

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	1,104,244	0	0	0	0	0	1,104,244	1,104,244	FDIC\tri-party collateral(deposits).
BLACK ROCK	0	0	0	46,330,269	0	0	46,330,269	46,330,269	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	27,563,254	0	0	27,563,254	27,563,254	Money Market Fund (First Tier\Prime)
INVESCO	0	0	0	20,539,428	0	0	20,539,428	20,539,428	Money Market Fund (First Tier\Prime)
JEFFERSON BANK & TRUST	56,238	0	0	0	0	0	56,238	56,238	FDIC; repo collateral held at JBT.
JP MORGAN CHASE	(304,079)	0	0	0	0	0	(304,079)	(304,079)	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	6,367,929	0	0	3,091,049	0	0	9,458,978	9,458,978	FDIC\FRB collateral.
RBC DAIN RAUSCHER	0	0	0	5,231,427	0	0	5,231,427	5,231,427	Commodities Margin Acct. (fuel hedging)
RJ O'BRIEN	0	0	0	(2,095,334)	0	0	(2,095,334)	(2,095,334)	Commodities Trading Acct. (fuel hedging)
RELIANCE BANK	0	3,000,000	0	0	0	0	3,000,000	3,000,000	FDIC\FRB collateral.
U.S. BANK	(123,881)	0	0	0	0	0	(123,881)	(123,881)	FDIC\FRB Collateral.
FARM CREDIT BANK	0	0	0	0	35,388,217	0	35,388,217	34,999,684	Safekept at Bank of America (BOA).
FEDERAL HOME LOAN BANK	0	0	0	0	20,693,139	0	20,693,139	20,546,853	Safekept at Bank of America (BOA).
U.S. TREASURY	0	0	0	0	14,263,679	0	14,263,679	14,327,607	Safekept by BOA or designated agent.
OTHER	574,237	0	0	0	0	0	574,237	574,237	
sub-total Bi-State directed	7,744,794	4,529,985	0	100,660,093	70,345,035	0	183,279,907	182,809,016	
TRUSTEE DIRECTED DEBT ISSUES									
Cross County Bonds Series 2009, 2013 BANK OF NEW YORK -MELLON TRUST									
BANK OF NEW YORK	0	0	0	0	0	0	0	0	FDIC Insured.
GOLDMAN	0	0	0	45,031,348	0	0	45,031,348	45,031,348	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	12,551,310	Safekept at Bank of New York
MUNICIPAL BONDS	0	0	0	0	6,389,370	0	6,389,370	6,233,157	Safekept at Bank of New York
U.S. TREASURY	0	0	0	0	0	0	0	0	Safekept at Bank of New York
<i>sub-total</i>	0	0	0	45,031,348	19,153,594	0	64,184,942	63,815,815	
SUB-TOTAL TRUSTEE (BONDS)	0	0	0	45,031,348	19,153,594	0	64,184,942	63,815,815	
SUB-TOTAL BI-STATE AND TRUSTEE	7,744,794	4,529,985	0	145,691,441	89,498,629	0	247,464,849	246,624,831	
LRV Lease\Leaseback 2001 C1 C2									
FSA\AIG	0	0	0	112,588,770	0	0	112,588,770	112,588,770	Guaranteed Investment Contract (GIC).
US TREASURY	44,069	0	0	0	6,878,334	0	6,922,403	6,938,275	Safekept by Lease Trustee.
<i>sub-total</i>	44,069	0	0	112,588,770	6,878,334	0	119,511,173	119,527,045	
sub-total leases	44,069	0	0	112,588,770	6,878,334	0	119,511,173	119,527,045	
GRAND TOTAL	\$7,788,863	\$4,529,985	\$0	\$258,280,211	\$96,376,963	\$0	\$366,976,022	\$366,151,876	

* 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:

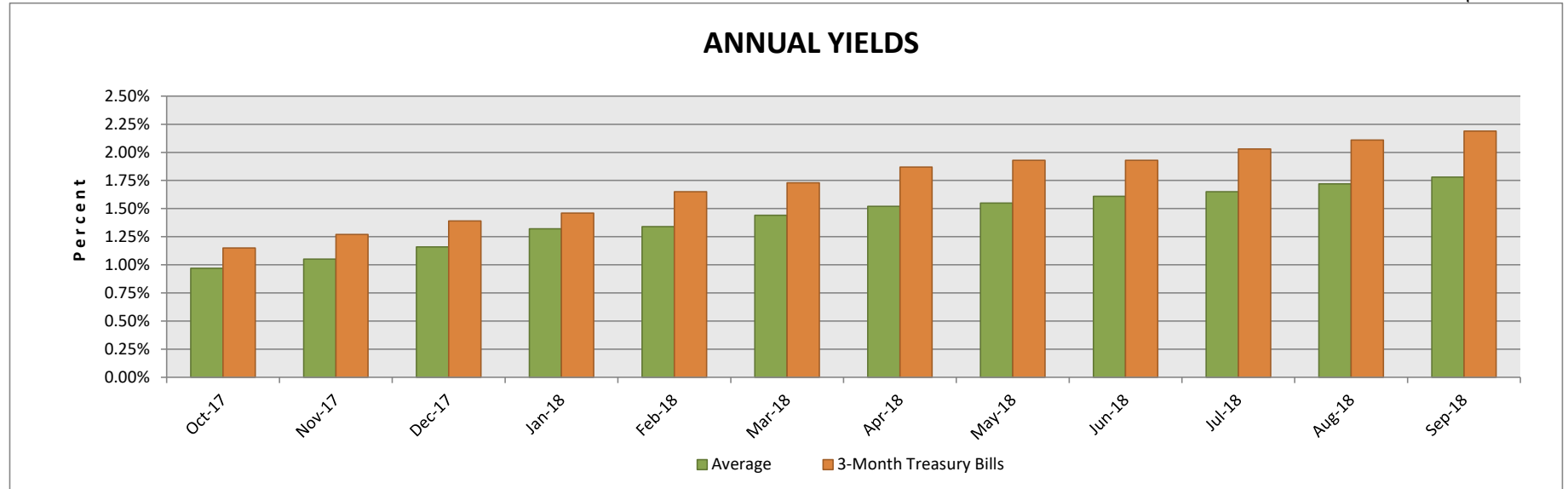
AAA Standard & Poor's, Moody's and Fitch rate credit quality on an A to C scale, with A generally regarded as "upper investment grade" and C as "speculative" (D would indicate default). Within each category are different gradients. The triple A rating indicates that the issuer's long term unsecured debt 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-17	Nov-17	Dec-17	Jan-18	Feb-18	Mar-18	Apr-18	May-18	Jun-18	Jul-18	Aug-18	Sep-18
Bi-State Investments	152,006	146,422	163,198	160,844	170,607	160,952	164,817	159,830	160,115	164,121	147,195	139,434
Bi-State Prop M Investments	47,120	47,185	47,255	47,373	47,220	47,429	45,519	45,871	46,034	46,107	45,691	43,847
Total	199,126	193,607	210,453	208,217	217,827	208,381	210,336	205,701	206,149	210,228	192,886	183,281
Trustee Investments	36,642	39,362	41,667	44,201	46,677	49,027	41,265	43,979	46,243	52,979	57,619	64,184

Yields/Rates Information	Oct-17	Nov-17	Dec-17	Jan-18	Feb-18	Mar-18	Apr-18	May-18	Jun-18	Jul-18	Aug-18	Sep-18
Bi-State	0.93%	1.03%	1.16%	1.32%	1.34%	1.44%	1.53%	1.57%	1.63%	1.68%	1.77%	1.80%
Prop M	1.11%	1.12%	1.15%	1.31%	1.32%	1.42%	1.48%	1.49%	1.54%	1.55%	1.56%	1.70%
Average	0.97%	1.05%	1.16%	1.32%	1.34%	1.44%	1.52%	1.55%	1.61%	1.65%	1.72%	1.78%
Trustee	1.52%	1.43%	1.79%	1.76%	1.88%	1.91%	1.96%	1.96%	2.00%	1.97%	2.03%	2.24%
3-Month Treasury Bills	1.15%	1.27%	1.39%	1.46%	1.65%	1.73%	1.87%	1.93%	1.93%	2.03%	2.11%	2.19%
1 Year Treasury	1.43%	1.62%	1.76%	1.90%	2.07%	2.09%	2.24%	2.23%	2.33%	2.44%	2.46%	2.59%
Fed Funds (target)	1.25%	1.25%	1.50%	1.50%	1.50%	1.75%	1.75%	1.75%	2.00%	2.00%	2.00%	2.25%
20-Year Municipals	3.65%	3.59%	3.44%	3.72%	3.85%	3.89%	3.97%	3.78%	3.87%	3.90%	3.96%	4.18%
SIFMA (BMA) Index (month end)	0.92%	0.97%	1.71%	1.08%	1.09%	1.59%	1.61%	1.06%	1.51%	1.29%	1.56%	1.56%



Diesel Fuel Hedging Program - FY 2019

Diesel Fuel Budget \ Actual Comparison:		Sep-18	Year to Date	Life to Date
a	Gallons consumed-actual	456,400	1,456,796	86,538,039
b=(c/a)	Average cost per gallon-actual	\$ 2.30	\$ 2.25	\$ 2.10
c	Total Diesel Fuel Cost-Actual	\$ 1,049,537	\$ 3,276,953	\$ 182,123,936
d	Gallons consumed- budget	455,814	1,416,434	90,380,955
e=(f/d)	Average cost per gallon- budget	\$ 1.85	\$ 1.85	\$ 2.31
f	Total Diesel Fuel Cost- Budget	\$ 843,256	\$ 2,620,403	\$ 209,115,808
g=(f-c)	Budget Variance (Unfavorable)	\$ (206,281)	\$ (656,550)	\$ 26,991,872
h	Realized Futures Gains (Losses)	\$ 197,786	\$ 570,562	\$ (578,615)
i=(c-h)	Net Cost of Fuel	\$ 851,751	\$ 2,706,391	\$ 182,702,551
j=(i-f)	Net Budget Variance (Unfavorable)	\$ (8,495)	\$ (85,988)	\$ 26,413,257
j=(i/f)	Net Cost of Fuel, Per Gallon, inc. Hedge	\$ 1.87	\$ 1.86	\$ 2.11
k=(e-i)	Net Budget Variance Per Gallon	\$ (0.02)	\$ (0.01)	\$ 0.20

Futures Activity:		Price of Barrel of Oil:	
		Date	Price
Futures Contracts Purchased	8		
Futures Contracts Sold	16	05/31/2018	\$ 67.04
Futures Contracts Net Change at month end	(8)	06/30/2018	\$ 74.15
Total Open Futures Contracts, at month end	122	07/31/2018	\$ 68.76
Futures Contracts Unrealized Gain/(Loss) *	\$3,498,029	08/31/2018	\$ 69.80
(% of Estimated Future Consumption)	81%	09/28/2018	\$ 73.25

* = 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 Oct 2018 through Dec 2019 (15 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 2018**

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+	Aa3	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
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 Treasury	AAAm		Aaa-mf				
Federated Government	AAAm		Aaa-mf				
Fidelity Government	AAAm		Aaa-mf				
Fidelity Treasury	AAAm		Aaa-mf				
Goldman Financial Government	AAAm		Aaa-mf				
Invesco Government and Agency	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+	<i>NA = Fitch overall bank ratings or LT debt ratings have been withdrawn</i>			
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	\$290,835,000	\$135,000,000	\$523,055,000
Lien on 1\4 cent Prop M, Prop M2, Prop A tax	Senior	Senior	Subordinate	
Stand alone credit rating (S&P\Moody's)	AA+\Aa3	AA+\Aa2	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 &10/1)	April, October	April, October	April, October	
Annual debt service:				
Interest - FY 2018	\$4,767,975	\$14,140,812	\$1,413,000	\$20,321,787
Principal - (Previous payment 10/1/17 - \$8,275,000) (next payment 10/1/18 - \$9,030,000)	\$0	\$9,030,000	\$0	\$9,030,000
total princ.&int.	\$4,767,975	\$23,170,812	\$1,413,000	\$29,351,787
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	

Open Session Item

8

**BI-STATE DEVELOPMENT
OPERATIONS COMMITTEE MEETING
OPEN SESSION MINUTES
January 15, 2019**

Committee Members in Attendance

Michael S. Buehlhorn
Derrick Cox
Irma Golliday, (absent)
Vernal Brown
Rose Windmiller (absent)

Other Commissioners in Attendance

Frank Pestello

Staff in Attendance

Taulby Roach, President and Chief Executive Officer
Barbara Enneking, General Counsel and Deputy Secretary
Myra Bennett, Manager of Board Administration
Matthew Hibbard, Social Media Communications Manager
Richard Zott, Chief of Public Safety
Jim Cali, Director Internal Audit
Mark Vago, Sr. VP Chief Financial Officer
Charles Stewart, Vice President, Pension & Insurance
Dave Sanders, Sr. Director of Marketing & Partnerships
Jenny Nixon, Executive Director of Tourism Innovation
Michael Gibbs, Manager of Financial Operations - Admin & Business Operations
Kent Swagler, Director Corporate Compliance & Ethics
Larry Jackson, Executive Vice President Administration
Scott Grott, General Manager MetroLink
Darren Curry, Chief Mechanical Officer
Tamara Fulbright, Sr. Director Financial Planning & Treasury
Syma Iqbal, Director of Financial Systems
Gary Smith, Internal Auditor
Angela Staicoff, Sr. Internal Auditor
Trenise Winters, General Manager MetroBus
Larry Rusbarsky, Director of Financial Planning and Budget
Jessica Mefford-Miller, Executive Director Metro Transit
Diana Bentz, Vice President Organizational Effectiveness
Virginia Alt-Hildebrandt, Manager Administrative Services
John Langa, Vice President Economic Development
Kerry Kinkade, VP Chief Information Officer
Patti Beck, Director Communications
Chris Poehler, Asst. Executive Director Engineering Systems
Evan Glantz, Executive Assistant

Lisa Burke, Executive Assistant
Brenda Krieger, Executive Assistant
Juliane Stone, Vice President - Strategic Initiatives

1. Open Session Call to Order

8:00 a.m. A meeting of the Operations Committee was held on January 15, 2019, at Bi-State Development Headquarters Board Room, One Metropolitan Square, 211 N. Broadway, Suite 650, St. Louis, Missouri 63102. Chairman Buehlhorn called the Open Session of the Operations Committee Meeting to order at 8:00 a.m.

2. Roll Call

8:00 a.m. Roll call was taken, as noted above.

3. Public Comment

8:00 a.m. There was no public comment.

4. Minutes of October 16, 2018, Open Session Board Meeting

8:00 a.m. The October 16, 2018, Open Session Board Meeting minutes were provided in the Committee packet. A motion to approve the minutes was made by Commissioner Cox and seconded by Commissioner Brown. Unanimous vote in favor. **Motion passed.**

5. Agreement with UMSL (Public Policy Administration Program) and Urban Land Institute-St. Louis for 2019 Offering of Chancellor's Certificate in Fundamentals of Economic Development

8:01 a.m. A briefing paper was provided in the Committee packet, regarding a request to refer to the Board of Commissioners, the approval of a memorandum of agreement with UMSL (Public Policy Administration Program) and Urban Land Institute-St. Louis for 2019 Offering of Chancellor's Certificate in Fundamentals of Economic Development. Julie Stone, Vice President, Strategic Initiatives, provided a brief overview, noting that a copy of the Memorandum of Agreement and last year's brochure are included in the packet. Ms. Stone stated that this program is a continuing education, non-credit course designed primarily for local government officials from the bi-state St. Louis region, but with relevance for participants from the private, nonprofit, university sectors and the community who wish to develop a knowledge of economic development principles to support informed decision-making. Six, three-hour modules must be completed to obtain the Certificate. Ms. Stone noted that, in addition to Bi-State Development, Urban Land Institute-St. Louis, CIC, and East-West Gateway Council of Governments partner with UMSL in the offering of this course. She noted that Bi-State Development has never lost money in partnering on this program, and the Urban Land Institute would cover the cost, if there were to be a loss. She also stated that this certificate is offered as a companion program to the Chancellor's Certificate in Fundamentals of Planning and Zoning, which has just completed its 15th year. Commissioner Cox posed questions pertaining to the financial cost to Bi-State Development in partnering on this program. Ms. Stone stated that the only investment of Bi-State is the contribution of Ms. Stone's time. President/CEO, Taulby Roach, stated that he attended this course the first year it was offered, and he noted that the course is effective in providing a thorough level of knowledge, at an affordable cost.

A motion to approve this agenda item as presented was made by Commissioner Pestello and seconded by Commissioner Cox. **Motion passed unanimously.**

6. Contract Award: The Harlan Company for the Replacement of the Oil/Water Separator at the Brentwood Facility

8:11 a.m. A briefing paper was provided in the Committee packet, regarding a request to refer to the Board of Commissioners, an authorization to award a contract to The Harlan Company for the replacement of the oil/water separator at the Brentwood Facility. Jessica Mefford-Miller, Executive Director Metro Transit, provided an overview of this issue, noting that the replacement of the oil/water separator has been on hold, due to the Metro project relating to the implementation of battery, electric buses. She stated that since the configuration for the electric buses has been completed, Metro can now move forward with this project. She noted that a request for proposals was advertised, and although 61 companies viewed the request, only one company submitted a bid on the project. Ms. Mefford-Miller stated that the companies were questioned as to the reasons they did not bid, and it appears that the uncertainty of the existing conditions, as well as some question as to the depth and placement of the separator, were cited causes. She noted that the Harlan Company has submitted a bid in the amount of \$404,800, which is within 4% of the engineer's estimate. Although the contractor currently does not meet the established DBE goal, Supplier Diversity will work with all parties to maximize participation. Committee discussion was held regarding the cost of the project and obstacles involved with this type of project.

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

7. Amendment to the Second Memorandum of Agreement between Bi-State and the City of St. Louis

8:14 a.m. A briefing paper was provided in the Committee packet, regarding a request to refer to the Board of Commissioners, approval of an amendment to the Second Memorandum of Agreement between Bi-State and the City of St. Louis, to permit Bi-State Development to locate the Riverboats on the Riverboat Mooring Site, the Dock barge on the Dock Barge Mooring Site, and the Heliport on the Heliport Site. Jennifer Nixon, Executive Director – Tourism Innovation, gave a brief overview of this issue, noting that the proposed amendment would extend the term of the Second MOA until December 31, 2022, and require the City Department of Streets to continue to issue the Riverboat Permit, Dock Barge Permit, and Heliport Permit during the extended term of the Second MOA.

A motion to approve this agenda item as presented was made by Commissioner Cox and seconded by Commissioner Pestello. **Motion passed unanimously.**

8. Contract Modification: Extension of Gateway Arch Riverfront Marketing Agency Services

8:16 a.m. A briefing paper was provided in the Committee packet, regarding a request that the Committee approve, and refer to the Board of Commissioners for approval, a contract extension and modification to expand the contract period of performance for the Gateway Arch Riverfront Marketing Agency Services by 180 calendar days. Jennifer Nixon, Executive Director – Tourism Innovation, gave a brief overview of this issue, noting that the original contract provided for a three-year contract with two (2) option years. She reported that Bi-State Development is currently in the second option year, which will expire on March 13, 2019. Ms. Nixon stated that staff is requesting that the Committee accept, and forward to the Board of Commissioners for approval, a request that the President & CEO issue a modification to extend the contract by six months, in the amount of \$208,000 with Dovetail, Inc. for continuity of services for the project completion. It

was noted that a Request for Proposals will be issued for any future services. Commissioner Buehlhorn asked if the requested contract extension would fall within the budget, and Ms. Nixon indicated that it would. Committee discussion was held regarding job performance of the current company, continuity of marketing and branding for Bi-State activities, and input on ideas for marketing. Commissioners indicated that they would like to be provided a briefing from Ted Zimmerman regarding marketing, branding, and the agency's communication plan.

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

9. 2nd Quarter Operations Summary

8:20 a.m. Jessica Mefford-Miller, Executive Director Metro Transit, provided a Metro Transit 2nd Quarter update to the Committee.

Ms. Mefford-Miller noted the recent snow event in the region. She stated that Metro plans for all aspects of known events such as this in advance. She stated that plans were in place by Thursday, and were implemented on Friday, aligning staff and pretreating platforms and walking areas. Ms. Mefford-Miller stated that the endeavors were a success and commended the dedication of her staff, noting that many individuals worked 36 hours during this event. She reported 23 bus accidents, 8 Call-A-Ride incidents, and three calls for tow service. In addition, she noted instances of community assistance where residents opened their doors to riders to use the restroom and get warm, as well as assist the Metro drivers when accidents occurred. Commissioner Cox asked if any of these incidents were videoed, but she indicated that they were not, to her knowledge. Commissioner Pestello asked that the Board of Commissioners direct the President/CEO to issue a letter of commendation to staff for their performance during this weather event. The Committee agreed.

Ms. Mefford-Miller provided statistics regarding the second quarter of the fiscal year. She noted that although ridership has continued to decrease, the rate is slower than in previous quarters. She attributed the decrease in ridership in part to the shorter baseball season for the St. Louis Cardinals, as well as more heightened attention by the media related to public safety, due to a high-profile music video filmed on Metro property. She noted a significant increase in the presence of Public Safety officers, which was up 150% from the previous quarter.

Ms. Mefford-Miller reported that the Metro Reimagined project is on schedule. She noted that the public input phase of the project has ended, and revisions to the plan are being made, based on the input received. Ted Zimmerman, Vice-President of Marketing and Communications, is working on the branding strategy for Metro. There will be a public engagement program during the summer of 2019, prior to the implementation of changes in fall 2019.

Ms. Mefford-Miller stated that they are nearing completion of the Central West End platform. Access has been closed, and it is anticipated that the platform will reopen in February. She also noted the extension of a pilot program to assist with pedestrian access control at five MetroLink stations - Fairview Heights, N. Hanley, Delmar, Forest Park-DeBaliviere and Central West End. The goal of this project is to make permanent the enhancements that were added to the stations for the recent station access pilot program, while adding two additional key stations. The bid documents were released on December 20th, and bids will be due in late January.

10. President/CEO Report

8:34 a.m. Bi-State Development President/CEO Taulby Roach addressed the Committee with the following information:

- Mr. Roach thanked everyone for their attendance at today's meeting, and for the support they have shown. He stated that he can see the dedication and commitment of the Bi-State staff.
- Mr. Roach reported that he has been working with Myra Bennett, Manager of Board Administration, regarding ways in which to increase communication with the Board of Commissioners. One of the changes that is being considered is the development of Bi-State e-mail accounts for Board Commissioners, in order to speed delivery of information to the Commissioners, as well as for record retention purposes.
- Mr. Roach noted that his focus continues to be security for Metro riders, noting that he rides Metro to work every day, with the exception of today, due to his busy meeting schedule. He noted that he is working with Jessica Mefford-Miller, Executive Director of Metro Transit, to develop an ongoing strategy for security. This includes increasing the number of public safety and security officers, changing the perception of security, and public outreach to develop confidence in the transit system.
- Mr. Roach noted that there will be important budget issues to address in the 2020 budget, and is asking staff to consider closely, possible changes that can be made. Budget issues will be discussed at the February 22, 2019 Board of Commissioners Meeting.

11. Unscheduled Business

8:39 a.m. There was no unscheduled business.

12. Call of Dates for Future Board and Committee Meetings

8:39 a.m. Myra Bennett, Manager of Board Administration, advised the Committee of the upcoming meetings, as follows:

Audit, Finance & Administration Committee:	Friday, January 25, 2019; 8:00 a.m.
Board Meeting:	Friday, February 22, 2019; 8:00 a.m.

- 13. 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).**

8:39 a.m. Pursuant to the requirements of Section 10.080 (D) (1-17) of the Bi-State Development Agency's Board Policy, Chapter 10, Committee Chair Buehlhorn requested a motion to allow the Committee to move into closed session.

A motion to move into Executive Session was made by Commissioner Cox and seconded by Commissioner Brown. A roll call vote was taken as follows:

Vernal Brown – Yea
Derrick Cox – Yea

Michael Buehlhorn – Yea
Frank Pestello – Yea

Motion passed unanimously, and the Open Session meeting was adjourned at 8:40 a.m.

Deputy Secretary to the Board of Commissioners
Bi-State Development

Open Session Item

9

BI-STATE DEVELOPMENT
AUDIT, FINANCE, & ADMINISTRATION COMMITTEE MEETING
OPEN SESSION MINUTES
January 25, 2019

Committee Members in Attendance

Aliah Holman
Constance Gully (via phone)
Justin Zimmerman (via phone)

Other Commissioners in Attendance

Rose Windmiller (entered the meeting at 8:07 AM)
Vernal Brown

Staff in Attendance

Taulby Roach, President and Chief Executive Officer
Barbara Enneking, General Counsel and Deputy Secretary
Myra Bennett, Manager of Board Administration
Jim Cali, Director Internal Audit
Jessica Mefford-Miller, Executive Director Metro Transit
Larry Jackson, Executive Vice President Administration
John Langa, Vice President Economic Development
Patti Beck, Director Communications
Diana Bentz, Vice President Organizational Effectiveness
Kathy Brittin, Director Risk Management Safety & Claims
Mark Vago, Sr. VP Chief Financial Officer
Matthew Hibbard, Social Media Communications Manager
Charles Stewart, Vice President, Pension & Insurance
Kent Swagler, Director Corporate Compliance & Ethics
Tamara Fulbright, Sr. Director Financial Planning & Treasury
Angela Staicoff, Sr. Internal Auditor
Kelli Fitzpatrick, Sr. Internal Auditor/PT
Brenda Krieger, Executive Assistant
Karl Tyminski, Sr. Internal Auditor/PT
Cynthia Davis, Director Program Development & Grants
Kerry Kinkade, VP Chief Information Officer
Sally Bender, Internal Auditor
Vicki Potter, Controller
Larry Rusbarsky, Director of Financial Planning and Budget
Greg Smith, Vice President of Procurement and Inventory Management
Gary Smith, Internal Auditor
Ted Zimmerman, Vice President of Marketing and Communications

1. Open Session Call to Order

8:00 a.m. A meeting of the Audit, Finance, & Administration Committee was held on January 25, 2019, at Bi-State Development Headquarters Board Room, One Metropolitan Square, 211 N. Broadway, Suite 650, St. Louis, Missouri 63102. Chairman Holman called the Open Session of the Audit, Finance, & Administration Committee Meeting to order at 8:00 a.m.

2. Roll Call

8:00 a.m. Roll call was taken, as noted above.

3. Public Comment

8:01 a.m. There was no public comment.

4. Minutes of October 19, 2018, Audit, Finance & Administration Committee Open Session Meeting

8:01 a.m. The October 19, 2018, Audit, Finance & Administration Committee Open Session meeting minutes were provided in the Committee packet. A motion to approve the minutes was made by Commissioner Brown and seconded by Commissioner Zimmerman. Unanimous vote in favor. **Motion passed.**

5. Revised Internal Audit Work Plans

8:02 a.m. A briefing paper was provided in the Committee packet, regarding the revised internal audit work plans. Jim Cali, Director of Internal Audit, (IAD) provided a brief overview, noting that, with the implementation of the Federal Transit Administration (FTA) new regulations for SSO Programs, changes to the Bi-State Development (BSD) Internal Audit Process are needed. In order for the SSO to be in compliance with the provisions of “The Moving Ahead for Progress in the 21st Century Act of 2012” (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 SSO issued in April 2018, the Bi-State Safety Oversight Program Standards Manual For Oversight Of MetroLink; herein, referred to as the New Program Standard. 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 of any conflict of interest and/or the appearance of a conflict of interest. The New Program Standard’s audit requirement now precludes the Safety Department from performing any SSO audits; therefore, the responsibility for performing all the required SSO audits now rests with the IAD.

With the addition of a new Internal Auditor, IAD will have the capacity to meet the FTA’s new safety audit requirements in the new “Public Transportation Agency Safety Plan” and “Safety Management System” (SMS), which means BSD will now also have to perform SSO style safety and security audits for both MetroBus and Call-A-Ride. In order to meet the New Program Standard’s audit requirement, coupled with the internal safety and security audit provisions contained in 49 CFR Part 674, IAD is establishing a new calendar year based SSO Audit Work Plan and is revising the current IAD Fiscal Year (FY) 2019 Audit Work Plan for the balance of the fiscal year.

A motion to accept the revised internal audit work plans was made by Commissioner Gully and seconded by Commissioner Brown. Unanimous vote in favor. **Motion passed.**

6. Treasury-Safekeeping Quarterly Accounts Audit – Ending September 30, 2018

8:04 a.m. A briefing paper was provided in the Committee packet, to inform the Committee of the results of the Treasury – Safekeeping Quarterly Accounts Audit, ending September 30, 2018. Jim Cali, Director of Internal Audit, provided a brief overview. He noted that, in applying the new GASB Statement No. 72 Fair Value Measurement and Application, IAD performed an examination of each bank/safekeeping custodian's account confirmations, as compared with the fair values for each investment presented in the Treasurer's Report dated September 30, 2018. Mr. Cali reported that IAD has determined that the Safekeeping Accounts exist, and the respective balances have been fairly presented. Chairman Holman noted that this information was presented for information only, and no action of the Committee is required.

7. Internal Audit Status Report – 2nd Quarter FY2019

8:05 a.m. A briefing paper was included in the Committee packet, to provide to the Committee the Internal Audit Department's Status Report for the 2nd quarter of fiscal year 2019. Jim Cali, Director of Internal Audit, provided a brief overview of this item, noting the following highlights of the report:

- IAD issued a solicitation for the audit of the medical claims related to the Bi-State Development Health Self-Insurance program to all of the Internal Audit firms that participate in the On-Call Internal Audit Services Contract. The firm of Brown Smith Wallace was selected for this engagement.
- IAD welcomes two (2) new Internal Auditors, to meet the increased work load created by the need for IAD to assume the responsibility for all State Safety Oversight (SSO) audits, Sally Bender, Internal Auditor (Part-Time), and Gary Smith, Internal Auditor. Both Sally and Gary participated in the IAD College Internship Program, and we are extremely happy to have them now as permanent members of the IAD staff.
- At the request of the Director of Workforce Diversity and EEO Administration, the Director of Internal Audit completed two (2) investigations.

It was noted by Chairman Holman that this information was presented for information only, and no action is required by the Committee at this time.

8. Internal Audit Follow-Up Summary -2nd Quarter FY2019

8:07 a.m. A briefing paper was included in the Committee packet, to provide to the Committee the follow-up summary findings, pertaining to the status of prior recommendations during the 2nd quarter of fiscal year 2019. Jim Cali, Director of Internal Audit, provided a brief overview noting that the Standards for the Professional Practice of Internal Auditing, Standard 2500 – Monitoring Process, states that, “The Chief Audit Executive should establish and maintain a system to monitor the disposition of audit results communicated to management.” To ensure compliance with this standard, Internal Audit regularly monitors the status of recommendations. Mr. Cali noted that there are currently 24 outstanding recommendations; however, none of them are “overdue” for implementation.

Chairman Holman noted that this information was presented for information only, and no action of the Committee is required.

9. Quarterly Financial Statements – First Quarter Ending September 30, 2018

8:09 a.m. Mark Vago, Senior Vice-President and Chief Financial Officer, provided an overview of the 2019 quarterly financial statements for the first quarter, period ending September 30, 2018, including performance indicators, for all Bi-State business divisions including: Executive Services, Gateway Arch Tram, Riverfront Attractions, St. Louis Downtown Airport, Metro, St. Louis Regional Freightway, Bi-State Development Research Institute, and Arts in Transit. In summary, funding for many projects is a significant concern, and President/CEO Roach and staff are actively pursuing additional funding streams to support Bi-State initiatives. Charles Stewart, Vice President Pension & Insurance, provided an overview of Health Self-Insurance Funds, noting increases in health insurance over the past year, with claims being the most significant expense. It was also noted that Casualty/Workers Comp appear to be “on track”, with the major cost also attributed to claims.

10. Performance Indicators – First Quarter Ending September 30, 2018

Mark Vago, Senior Vice-President and Chief Financial Officer, noted that an overview of the 2019 performance indicators for the first quarter, ending September 30, 2018, was presented along with the previous agenda item.

11. FY 2020 Budget Update

8:33 a.m. A briefing paper was included in the Committee packet, to provide the members an update on the fiscal year 2020 budget process. Mark Vago, Senior Vice-President and Chief Financial Officer, noted that due to recent employee separations and medical leave, the Budget and Financial Planning Department was left with 8 vacant positions. He stated that this has created a very difficult and challenging budget process, and under these circumstances, he would recommend moving the Budget Presentation, scheduled for March 22, 2019, to the Audit, Finance & Administration Committee scheduled for May 17, 2019. Mr. Vago noted that the additional time will allow the new budget team to acclimate to their new responsibilities, address any budget variances with senior staff, make any necessary business recommendations, and fully prepare a meaningful budget document and presentation for the Board. Commissioner Holman asked if the delay would have any repercussions. Mr. Vago stated that his only concern would be as it pertains to the Arch National Park Service; however, Bi-State is asking for a waiver letter regarding this matter.

12. Treasurer’s Report – First Quarter Ended September 28, 2018

8:35 a.m. Tammy Fulbright, Senior Director of Financial Planning and Treasury, provided an overview of the Treasurer’s Report for the First Quarter, ended September 28, 2018, as provided in the Committee packet, including rates of return, trustee directed funds, debt service payments, and bond payments. Commissioner Windmiller posed questions regarding the term of the bonds. President/CEO Roach stated that he looking at the possibility of recasting the long-term bonds. Authorization from the City has been received; however, it would require full County Council approval, as well.

13. Quarterly Procurement Report – First Quarter Fiscal Year 2019

8:41 a.m. A memorandum was provided in the Committee packet, to provide a summary of the quarterly procurement activity for the first quarter of fiscal year 2019. Gregory Smith, Vice President – Purchasing, Materials Management, and Supplier Diversity, provided an overview of this report, highlighting the graphs contained in the Procurement Activity Report, and Non-

Competitive Procurement Trend. Chairman Holman noted that this information was presented for information only, and no action of the Committee is required.

14. 2018 Pension Valuations Update

8:42 a.m. A briefing paper was included in the Committee packet, to provide the 2018 pension valuations for the company sponsored defined benefit pension plans. Charles Stewart, Executive Vice-President, Organizational Effectiveness, gave a brief overview of this issue. Mr. Stewart noted the following:

- As of June 1, 2018, the funded ratio for the Salaried Pension Plan was 82.2%, and the unfunded liability was \$15,943,478.
- As of April 1, 2018, the funded ratio for the IBEW Pension Plan was 99.0%, and the unfunded liability was \$51,232.
- As of April 1, 2018, the funded ratio for the Local 788, Amalgamated Transit Union, AFL-CIO Pension Plan was 65.6%, and the unfunded liability was \$71,793,758.

In addition, Mr. Stewart gave an overview of the information presented in the Comparative Summary of Valuation Results for each of the plans, noting the difference in the funding ratios from 2017 to 2018. Brief discussion was held by members of the Board of Commissioners regarding the unfunded liability, and the improvements made to the status of the pension plans in the last six years. Commissioner Gully commended Mr. Stewart for his work regarding this issue.

15. 401(k) Plan Audit Update

8:50 a.m. A briefing paper was provided to supply an update of the Bi-State Development Agency 401(k) Retirement Savings Program to the Committee. Charles Stewart, Executive Vice President Organizational Effectiveness, gave a brief overview of this issue, noting that Mayer Hoffman McMann P.C. (MHM) audited the financial statements of the Bi-State Development Agency 401(k) Retirement Savings Program as of December 31, 2017 and 2016 and issued an unqualified (clean) audit opinion. Mr. Stewart noted that approximately 1000 employees currently participate in the 401(k) plan, and he encourages all eligible employees to participate.

16. Compliance and Ethics “State of the Agency”

8:52 a.m. A briefing paper was included in the Committee packet regarding this item. Kent Swagler, Director of Corporate Compliance and Ethics, provided a “State of the Agency” presentation to the Committee, in order to supply an update regarding Bi-State Development’s Corporate Compliance and Ethics requirements and programs.

Mr. Swagler reviewed the Consolidated Compliance Requirements with the Committee, noting that all requirements are in compliance, including HIPPA.

Commissioner Gully, who was participating in the meeting via phone, left the meeting at approximately 8:55 a.m.

Mr. Swagler noted that the goal of Corporate Compliance and Ethics is to avert legal action, and utilizing industry estimates, nearly \$4 million in claims has been averted. Over 1330 employees have received training over the past year, and required webinar training has been implemented. He noted that over 80 employees assist with records retention, and part-time temporary help has assisted in converting paper documents to electronic files. He also provided an update on the E-Learning Management System that was implemented in 2015, and provided a Payment Card Industry Compliance update. Mr. Swagler summarized that with regard to Corporate Compliance Requirements, Adherence to Policies and Procedures, Employee Training Completion, and Records Retention and Information Security, Bi-State Development is compliant in all areas. He noted that required ethics training for all Board Commissioners will take place next month.

17. President/CEO Report

9:02 a.m. Bi-State Development President/CEO Taulby Roach addressed the committee with the following information:

- Mr. Roach noted that he will be implementing monthly staff meetings, to be held with Executive Staff. The first of these meetings will be held on February 11th.
- Mr. Roach expressed major concerns regarding the 2020 budget, concerning revenues versus expenses. He stated that staff will be working to develop a three-year plan (2020-2022) to address these issues. He noted that he has discussed these issues with staff, and has received some innovative suggestions. He challenges staff to continue to look for additional innovative solutions to address these issues.
- Mr. Roach noted that he has been working with Myra Bennett, Manager of Board Administrations, regarding ways in which to more effectively communicate and disseminate information to the Board of Commissioners. He noted that there is currently an issue with delay of e-mail communications to the Commissioners, and Ms. Bennett will be working with the IT department to implement Bi-State e-mail addresses for all Commissioners. An update will be given at the Board of Commissioners meeting on February 22, 2019.
- Mr. Roach noted that the country is in day 34 of the Federal government shut down, and he was approached by Ms. Mefford-Miller, Executive Director of Metro Transit, this morning, who presented an idea that Metro consider waiving its fees for government employees who are being affected by the government shutdown. Ms. Mefford-Miller addressed the Committee regarding this issue, and the Committee was supportive of this initiative. She noted that Metro should be able to disseminate information to the public regarding this initiative, through media releases within one day.

18. Unscheduled Business

9:13 a.m. There was no unscheduled business.

19. Call of Dates for Future Board and Committee Meetings

9:13 a.m. Myra Bennett, Manager of Board Administration, advised the Committee of the upcoming meetings, as follows:

Board of Commissioners Meeting:	Friday, February 22, 2019; 8:00 a.m.
Audit, Finance & Administration Committee Meeting:	Friday, March 22, 2019; 8:00 a.m.
Operations Committee Meeting:	Tuesday, March 26, 2019; 8:00 a.m.

- 20. 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).**

9:13 a.m. Pursuant to the requirements of Section 10.080 (D) (1-17) of the Bi-State Development Agency’s Board Policy, Chapter 10, Committee Chair Holman requested a motion to allow the Committee to move into closed session.

A motion to move into Executive Session was made by Commissioner Windmiller and seconded by Commissioner Brown. A roll call vote was taken as follows:

Aliah Holman – Yea	Rose Windmiller – Yea
Constance Gully (via phone) – Yea	Vernal Brown – Yea
Justin Zimmerman (via phone) – Yea	

Motion passed unanimously, and the Open Session meeting was adjourned at 9:14 a.m.

**Open Session Item
11(a)**

**Bi-State Development
Board of Commissioners
Agenda Item
February 22, 2019**

From: Taulby Roach, President and Chief Executive Officer
Subject: Agreement with UMSL (Public Policy Administration Program) and Urban Land Institute-St. Louis for 2019 Offering of Chancellor's Certificate in Fundamentals of Economic Development
Disposition: Approval
Presentation: Julianne Stone, Vice President, Strategic Initiatives

Objective:

To present to the Board of Commissioners, for discussion and passage, a request for approval of a Memorandum of Agreement with UMSL (Public Policy Administration Program) and Urban Land Institute-St. Louis for 2019 Offering of Chancellor's Certificate in Fundamentals of Economic Development.

Committee Disposition:

This item was presented and discussed at the Operations Committee meeting on January 15, 2019. The Committee voted to recommend that the Board of Commissioners approve a Memorandum of Agreement with UMSL (Public Policy Administration Program) and Urban Land Institute-St. Louis for 2019 Offering of Chancellor's Certificate in Fundamentals of Economic Development.

Board Policy:

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.

Funding Source:

UMSL (Public Policy Administration Program).

Background:

The Chancellor's Certificate in Fundamentals of Economic Development, to be offered March-May 2019, is entering its fourth year. This certificate is a continuing education, non-credit course designed primarily for local government officials from the bi-state St. Louis region, but with relevance for participants from the private, nonprofit, university sectors and the community who wish to develop a knowledge of economic development principles to support informed decision-making. The organizations partnering with UMSL are: Urban Land Institute-St. Louis, Bi-State Development, CIC, and East-West Gateway Council of Governments. Consisting of eight, three-hour modules that can be taken as a whole or individually, the course is offered weekly from 6:00-9:00 p.m. in space provided by CIC in the heart of the Cortex Innovation District as well as field trips to several development sites. The 2018 course was fully subscribed with overwhelmingly positive participant evaluations. Bi-State executives, John Langa and Julianne Stone, served as instructors and will participate again this year. This certificate is offered as a companion program

to the Chancellor's Certificate in Fundamentals of Planning and Zoning, which has just completed its 15th year.

Analysis:

Upon completion of the course, the UMSL Public Policy Administration Program has agreed to share 30% of revenue, after expenses, with Bi-State Development and 30% with Urban Land Institute-St. Louis, recognizing support and partnership in course design, administration and implementation. Bi-State has no financial exposure should course fees fail to cover expenses, as the Urban Land Institute-St. Louis has agreed to pay any outstanding expenses not covered by revenue. The course supports the continued need for quality, public sector training opportunities that address key issues across the St. Louis region, at a price point that lowers financial barriers to participation for public entities that may not have large training budgets. Supporting training in Fundamentals in Economic Development comports with the continued commitment of Bi-State Development to develop resources that strengthen regional economic development efforts.

Board Action Requested:

The Operations Committee recommends that the Board of Commissioners approve the Agreement with UMSL (Public Policy Administration Program) and Urban Land Institute-St. Louis for 2019 offering of the Chancellor's Certificate in Fundamentals of Economic Development.

Attachment 1: Draft 2019 Memorandum of Agreement (updated)

Attachment 2: 2019 Course Brochure (updated)

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY OF THE MISSOURI-
ILLINOIS METROPOLITAN DISTRICT APPROVING AN AGREEMENT
WITH THE URBAN LAND INSTITUTE AND THE UNIVERSITY OF
MISSOURI-ST. LOUIS FOR 2019 CHANCELLOR’S CERTIFICATE IN
FUNDAMENTALS OF ECONOMIC DEVELOPMENT**

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 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 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 require agreements between municipalities or other units of government to be approved by the Governing Board of such entity; and

Whereas, BSD is partnering with the Urban Land Institute (ULI) and the University of Missouri-St. Louis (UMSL) to provide the Chancellor’s Certificate in Fundamentals of Economic Development, to be offered March – May, 2019. This UMSL certificate is a continuing education, non-credit course designed primarily for local governmental officials from the bi-state St. Louis region, but may also benefit participants from the private, nonprofit, and university sectors who wish to develop a knowledge of economic development principals; and

Whereas, the course consists of eight, three-hour modules that can be taken as a whole or as individual modules and BSD executives will participate as guest speakers. Upon completion of the course, UMSL has agreed to share 30% of the revenues after expenses with BSD and 30% with ULI, in recognition of the support and partnering in course design, administration and implementation; and

Whereas, it is feasible, necessary and in the public interest for the Agency to enter into an Agreement with the Urban Land Institute and the University of Missouri-St. Louis for the 2019 Chancellor’s Certificate in Fundamentals of Economic Development, 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 Agreement. The Board of Commissioners hereby approves the Agreement with the Urban Land Institute and the University of Missouri-St. Louis for the 2019 Chancellor’s

Certificate in Fundamentals of Economic Development, 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 Agreement. The form of the Agreement (as provided in the Attachment to the Briefing Paper and made a part hereof), substantially in 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 Agreement, with such changes, modifications, insertions and omissions as may be deemed necessary or desirable to affect these 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, 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 Agreement and the execution of such documents or taking of such action 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 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 6. Rights Under Resolution Limited. No rights shall be conferred by this Resolution upon any person or entity other than the Agency, the Urban Land Institute, and the University of Missouri-St. Louis.

Section 8. Governing Law. The laws of the State of Missouri shall govern this Resolution and the 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 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 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 22nd day of February, 2019.

In Witness Whereof, the undersigned has hereto subscribed her 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 11(a)
Attachment 1

**Chancellor’s Certificate Program
Fundamentals of Economic Development
Agreement between
UMSL Public Policy Administration Program,
Urban Land Institute-St. Louis, and Bi-State Development Agency**

The University of Missouri-St. Louis Public Policy Administration Program (PPA) in cooperation with the Urban Land Institute-St. Louis (ULI) and The Bi-State Development Agency of the Missouri-Illinois Metropolitan District (BSDA) will offer a non-credit course in the fundamentals of economic development from March 6 – May 1, 2019.

This agreement describes the responsibilities of the cooperating parties and outlines the cost and revenue sharing arrangements. This agreement can be renewed on a yearly basis upon the agreement of all parties.

The East-West Gateway Council of Governments (EWG), and CIC-St. Louis will participate as non-revenue-sharing cooperating partners and as such are mentioned below but do not need to be signatories to this agreement.

Description and Fees:

- Fundamentals of Economic Development, consisting of 8 three-hour modules, will be offered on consecutive Wednesday evenings in spring 2019 with at least one skip-week built into the course schedule.
- Course fees will be \$500 per course (all modules) or \$75 per individual module.

Credits and Certificates

- An UMSL Chancellor’s Certificate in Fundamentals of Economic Development will be awarded to participants who complete at least 18 hours of coursework (completion of at least 6 modules).

Costs and Revenue

- ULI agrees to cover all costs/expenses described below that are not covered by generated revenue. ULI agrees to cover any deficit.
- If the course generates revenue beyond expenses, PPA, ULI and BSDA will divide such revenues after expenses on 40%/30%/30% basis (PPA 40%/ULI 30%/BSDA 30%). If revenue beyond expenses is disbursed, PPA will count its 6% administrative fee against its 40% share. Instructor fees will be passed through to ULI for payment.

Room fee	\$500 payable to ULI-STL which can then be transferred to CIC-St. Louis and Moulin Events to cover all room fees, as negotiated with these two entities.
Parking	Free parking offered by CIC@CET
Registration Services Fee	10% of Revenue
Brochure Printing/Postage/Labels	Variable: Depends on layout, number printed, cost of bulk mailing. For 2019, we will be initiate electronic distribution to test the viability of this approach.
Materials/Handouts/Nametags	Depends on amount and content
PPA Oversight Admin fee	6% of revenue (if revenue shortfall)
Faculty Costs	\$150 per module (If more than one instructor, fee is shared). \$40 per panelist. Faculty fees will be passed through to ULI to pay to instructors at the end of the program. Instructors may choose to donate their honorarium to ULI.

Responsibilities:**Curriculum**

- The cooperating partners will create and participate on a Curriculum Committee responsible for curriculum design, assessment and updates, and the identification of faculty.
- The Curriculum Committee will be responsible for review of course evaluations and any necessary follow-up.
- BSDA and ULI will schedule instructors, ensure that instructors are aware of their responsibilities, and see that instructors' needs are met.
- Course curriculum must be approved by PPA Program Director to qualify for Chancellor's Certificate status.

Marketing

- All partners including EWG will market the courses to its members and the community by all available communication tools.
- ULI with assistance from BSDA, will handle design and production of a marketing brochure.
- PPA will oversee printing and mailing of a marketing brochure.
- Coordinated by BSDA, EWG and ULI will provide mailing lists as appropriate.

Registration

- PPA will coordinate and oversee online and phone registration, attendance tracking, fee collection, and materials/handout production.
- BSDA will work with any participant who has a specific registration concern that cannot be handled by PPA.
- BSDA will work with PPA to develop content for website and registration pages.

Course Delivery

- CIC will provide classroom space and parking at CIC@CET (20 N. Sarah).
- BSDA will provide staff member to handle on-site sign-in and logistics assistance. Staff member will be comped for the course.
- PPA will provide participant reminders and notifications.
- BSDA will provide instructor participant reminders and notifications.
- PPA will provide sign-in sheets, nametags and table tents for each module.
- BSDA or ULI will be present at beginning of each module to provide introduction and announcements.
- ULI will create and maintain a Dropbox and assist course participants in accessing course materials and downloads.
- CIC will provide a staff contact to help with facility logistics.
- Class Field Learning Opportunities will be arranged by ULI and BSDA.
- Should there be a class cancellation, PPA will be responsible for informing all course participants. BSDA and ULI will be responsible for alternative arrangements within the framework of UMSL Chancellor's Certificate requirements.

Course Close-out

- PPA will approve and administer the creation and distribution of Chancellor's Certificates.
- PPA will handle financial statement production and course accounting, to be reviewed by ULI and BSDA.
- PPA will administer payment to partners per this agreement.
- ULI will be responsible for paying instructors fees after the final module has been taught.

On behalf of the Curators of the University of Missouri

Accepted by:

Catherine Jochens
UMSL Business Services

Date: _____

On behalf of the revenue-sharing partners

Accepted by:

Dan Sise
Interim Program Director
UMSL Public Policy Administration Program

Date: _____

Chip Crawford
District Council Chair
Urban Land Institute-St. Louis

Date: _____

President/CEO
The Bi-State Development Agency
of the Missouri-Illinois Metropolitan District

Date: _____

CHANCELLOR'S CERTIFICATE

Earn a noncredit UMSL Chancellor's Certificate in Fundamentals of Economic Development by completing six of eight modules. You may sign up for the entire course or for individual modules.

INSTRUCTORS

Course instructors are senior economic development professionals in Missouri and Illinois, representing nonprofit, public, and private perspectives.

SCHEDULE

Modules are held Wednesdays from 6–9 p.m. and include lecture, discussion, and tours. Again, you may sign up for the entire course or for individual modules.

LOCATIONS

Module locations include CIC@CET at Cortex, Excel Center on Gravois, Moulin on Chouteau Ave., and the Drury Plaza Hotel at the Streets of St. Charles.

TO REGISTER

umsl.edu/go/ecodev
(314) 516-8419

PARTNERSHIP

This fundamentals course is offered by the UMSL Public Policy Administration Program, the Urban Land Institute–St. Louis, and Bi-State Development.

Fundamentals of Economic Development

Economic Development

March—May 2019

This introductory program is designed for:

- ◆ *Public sector economic development commissioners and staff*
- ◆ *Special taxing district commissioners and staff*
- ◆ *Elected officials*
- ◆ *Community Development Corporation board members and staff*
- ◆ *Private sector specialists*
- ◆ *Citizens and students interested in economic/community development*

ECONOMIC DEVELOPMENT is key to regional success. This Chancellor's Certificate program, **Fundamentals of Economic Development**, covers introductory economic and community development concepts and tools to attract, assess, and support development and redevelopment opportunities in our communities. Course modules, held in the heart of the Cortex Innovation Community and on site at specific development sites, will lead participants through the steps necessary to develop and implement economic development plans and projects.

Fundamentals of Economic Development

March–May 2019

Module 1: Economic Development—A Public Perspective

MAR. 6

Learn about the role of local government in economic development and discuss the necessary conditions to foster a successful business climate. Consider the many facets of economic development and how they relate to different sectors and stakeholders.

Instructors: **Amy Hamilton**, City Manager, City of Richmond Heights, MO
Julianne Stone, Vice President, Strategic Initiatives, Bi-State Development
 Location: CIC@CET, 20 S. Sarah, 63110

Module 2: The Intersection of Community and Business

MAR. 13

Explore the connections between community development and economic development. Discuss the importance of place-making, infrastructure, and comprehensive planning for attracting residents, workers, and businesses. Understand the role of community-based organizations in supporting neighborhood economic development.

Instructor: **Matt Wetli**, Principal, Development Strategies
 Paul Woodruff, Executive Director, Prosperity Connection
 Location: Excel Center, 2828 Gravois Ave., 63118

Module 3: Planning Your Economic Development Future and Making It a Reality

MAR. 20

Discuss an economic development planning approach that includes market context analysis, stakeholder involvement, and local government roles. We will also consider steps in the implementation process via a tour and presentation of a planned mixed-use development on Chouteau Avenue in Lafayette Square.

Instructors: **Bob Lewis**, Assistant Professor, Urban Planning & Development, Saint Louis University
Bill O'Dell & Paul Hamilton, Developers, Chouteau Avenue Corridor Redevelopment
 Location: Jefferson Ballroom, 2017 Chouteau Ave., 63103

No class March 27

Module 4: Where the Rubber Meets the Road—Understanding the Developer's Perspective

APR. 3

The plan is in place. What's next? Understand the basics of the development process and the numbers that make the deal work, including the language of developers and contractors and the expectations of those with whom you are doing business.

Instructor: **John Langa**, Vice President, Economic Development, Bi-State Development
 Location: CIC@CET, 20 S. Sarah, 63110

Module 5: Ethical Economic Development Decision Making

APR. 10

Maintaining public trust is critical. In this highly-interactive session, we will explore how our individual and collective ethics and values impact critical decision-making in local government policy and economic development.

Instructor: **Wally Siewert**, Director, Civic Engagement & FOCUS Impact Fellows, Focus St. Louis
 Location: CIC@CET, 20 S. Sarah, 63110

Module 6: Why St. Louis? Business Attraction—Views from the Outside

APR. 17

Consider St. Louis from a business' perspective. Discuss the assets that allow the region to compete nationally. What data is important to consider and present to support business attraction? What work still needs to be done on marketing St. Louis to those interested in locating here or expanding their presence?

Instructors: **Steve Johnson**, CEO, Missouri Partnership
Doug Rasmussen, Director, Site Selection & Incentives Advisory, Duff & Phelps, LLC
Ruth Sergenian, Director, Economic Research and Analysis, St. Louis Regional Chamber
 Location: CIC@CET, 20 S. Sarah, 63110

Module 7: Where the Rubber Meets the Road II – Moving Dirt

APR. 24

Discuss the working relationship that is required to take a large-scale redevelopment project from draft to completion. We will tour the *Streets of St. Charles* with the Developer and the City's Economic Development Director. This phased project is the redevelopment of the former Noah's Ark restaurant and surrounding site.

Instructor: **David Leezer**, Director of Economic Development, City of St. Charles
 Location: Drury Plaza Hotel, 380 Mulholland Dr., St. Charles, 63303

Module 8: Regional Agencies and Local Economic Development

MAY 1

Discuss how a coordinated approach and intergovernmental collaboration can positively impact and protect economic development efforts at the local level. What is the role of large regional agencies and how do these agencies impact local economies?

Panel: **Rhonda Hamm-Niebruegge**, Director, St. Louis-Lambert International Airport
Mike Kearney, Director of Economic Development, Ameren Corporation
John Nations, Member, Evans & Dixon LLC
Susan Trautman, Executive Director, Great Rivers Greenway
 Location: CIC@CET, 20 S. Sarah, 63110

Registration

- Fundamentals of Economic Development
 Wednesdays, March 6–May 1, 2019, 6:00-9:00 p.m.
- Module 1: Economic Development: A Public Perspective—Mar. 6
- Module 2: The Intersection of Community and Business—Mar. 13
- Module 3: Planning Your Eco Devo Future and Making It A Reality—Mar. 20
- Module 4: Where the Rubber Meets the Road I: Understanding the Developer's Perspective—Apr. 3
- Module 5: Ethical Economic Development Decision Making—Apr. 10
- Module 6: Why St. Louis? Business Attraction: Views from the Outside —Apr. 17
- Module 7: Where the Rubber Meets the Road II: Moving Dirt—Apr. 24
- Module 8: Regional Agencies and Local Economic Development—May 1

No Class March 27

\$500 for 8 modules/\$75 per module

REGISTER ONLINE: umsl.edu/go/ecodev
(credit card payment or invoice option available)

QUESTIONS: Call (314) 516-6713
REGISTER BY MAIL: Detach entire panel and mail to
 MIMH Professional Training
 attn: UMSL Economic Development Certificate
 4633 World Parkway Circle
 St. Louis, MO 63134

REGISTER BY PHONE: Call (314) 516-8419
 Charge card or P.O. information must be provided.

Name _____

Address _____

City, State, ZIP _____

Phone: Day _____ Evening _____

Email _____

Jurisdiction/Employer _____

Title _____

_____ Entire course (\$500) = \$ _____ Pay by check. *Make checks payable to the University of Missouri-St. Louis*

_____ Individual modules (x\$75) = \$ _____ P.O. provided

Total = \$ _____ Bill me

BILLING ADDRESS IF DIFFERENT THAN ABOVE.

Address _____

City, State, ZIP _____

For those who register for the Entire Session, cancellations received five business days prior to the first date of the program will be refunded, less a \$25 processing fee. For those who register for Individual Modules, cancellations received five business days prior to the date of the module that you wish to cancel will be refunded, less a \$25 processing fee. If you are unable to attend, you may send a substitute, but we ask that you notify us of this change at parsonsg@umsl.edu. Unless you cancel as per the guidelines noted above, even if you do not attend class, you will be billed for the registration fee once you register. For those registering for the Entire Session, if payment is not received at least two days before the first class, we reserve the right to cancel your registration. For those registering for Individual Modules, if payment is not received at least two days before the module date, we reserve the right to cancel your registration.

Open Session Item

11(b)

**Bi-State Development
Board of Commissioners
Agenda Item
February 22, 2019**

From: Taulby Roach, President and Chief Executive Officer
Subject: **Contract Award: The Harlan Company for the Replacement of the Oil/Water Separator at the Brentwood Bus Facility**
Disposition: Approval
Presentation: Jessica Mefford-Miller, Executive Director Metro Transit; Larry Jackson, Executive Vice President of Administration; Greg Smith, Vice President Purchasing, Materials Management and Supplier Diversity

Objective:

To present to the Board of Commissioners, a request for authorization to award a contract to The Harlan Company for the Replacement of the Oil/Water Separator at the Brentwood Bus Facility.

Committee Disposition:

This item was presented and discussed at the Operations Committee meeting on January 15, 2019. The Committee voted to recommend that the Board of Commissioners approve a request to award a single bid contract to The Harlan Company in the amount of \$404,800 for construction services to replace the Oil/Water Separator at the Brentwood Bus Facility. The contract period shall not exceed eight months.

Board Policy:

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

Funding Source:

The project budget is supported by the current federal grants: MO-2016-026 and Prop M Funds.

Background:

Several years ago, the originally constructed Oil/Water Separator at the Brentwood MetroBus Facility failed. The existing separator was taken out of service, cleaned and filled with gravel. It is the intent of this project to remove the gravel that was previously placed, fill the old separator with flowable fill, and install a new Oil/Water Separator, along with all necessary plumbing connections and grading at the site.

Analysis:

Solicitation No. 18-SB-105225-CB for the replacement of the Oil/Water Separator at the Brentwood Bus Facility was issued July 16th, 2018. The sealed bid was advertised in BSD's iSupplier Portal, which is BSD's web-based communication tool, structured to allow bidders full and open access to view, communicate, and submit bids on active solicitations. Sixty-one (61) companies viewed the invitation to bid and were provided an electronic copy of the solicitation. Three (3) responded they would bid; however, only one company officially provided a bid.

On August 14, 2018, one bid was received from The Harlan Company. 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. Reasons included: 1) uncertainty of the existing conditions and 2) unclear scope of work.

The original bid is listed below:

The Harlan Company Bid	Independent Cost Estimate
\$404,800	\$387,600

In addition, The Harlan Company's revised cost proposal is within 4.4% of the Engineer's Estimate.

This contract has an established DBE goal of 8%. Harlan Company's initial bid submission did not commit to meet the established DBE goal. In situations when the contractor does not meet the established DBE goal, Bi-State must examine and determine if the contractor did a good faith effort to include DBE contractors. Supplier Diversity evaluated and accepted Harlan Company's good faith efforts, their plan which outlined areas for DBE subcontracting opportunities, and the 1.8% DBE participation obtained through trucking. Supplier Diversity will work with all parties to maximize participation.

Board Action Requested:

The Operations Committee recommends that the Board of Commissioners approve the request to award a single bid contract to The Harlan Company in the amount of \$404,800 for construction services to replace the Oil/Water Separator at the Brentwood Bus Facility. The contract period shall not exceed eight months.

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
APPROVING THE AWARD OF CONTRACT TO THE HARLAN COMPANY
FOR THE REPLACEMENT OF THE OIL/WATER SEPARATOR AT THE
BRENTWOOD BUS FACILITY**

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 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(E)(1)(b), requires Board approval of all Non-Competitive (“sole source” or “single bid”) Procurements exceeding \$100,000; and

Whereas, this Project is funded through FTA grant MO-54-2016-026 and Proposition M funds; and

Whereas, several years ago, the originally constructed Oil/Water Separator at the Brentwood MetroBus Facility failed; and

Whereas, the existing separator was taken out of service, cleaned and filled with gravel; and

Whereas, it is the intent of this project to remove the gravel that was previously placed, fill the old separator with flowable fill, and install a new Oil/Water Separator, along with all necessary plumbing connections and grading at the site; and

Whereas, on July 16, 2018, BSD issued Solicitation No. 18-SB-105225-CB for the replacement of the Oil/Water Separator at the Brentwood Bus Facility. The sealed bid was advertised in BSD’s iSupplier Portal, which is BSD’s web-based communication tool, structured to allow bidders full and open access to view, communicate, and submit bids on active solicitations. Sixty-one (61) companies viewed the invitation to bid and were provided an electronic copy of the solicitation. Three companies (3) responded that they would bid; however, only one company officially provided a bid; and

Whereas, on August 14, 2018, one bid was received from The Harlan Company in the amount of \$404,800 for the proposed work, and the revised cost proposal is within 4.4% of the Engineer’s Estimate; and

Whereas, it is feasible, necessary and in the public interest for the Agency to approve the award of a sole source contract to The Harlan Company, in the amount of \$404,800 for construction services to replace the Oil/Water Separator at the Brentwood Bus Facility, with a contract period not to exceed eight months, 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 Sole Source Contract. The Board of Commissioners hereby approves the award of a sole source contract to The Harlan Company, in the amount of \$404,800 for construction services to replace the Oil/Water Separator at the Brentwood Bus Facility, with a contract period not to exceed eight months, 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 and the Harlan Company.

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. 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 February, 2019.

In Witness Whereof, the undersigned has hereto subscribed her 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
11(c)**

**Bi-State Development
Board of Commissioners
Agenda Item
February 22, 2019**

From: Taulby Roach, President and Chief Executive Officer
Subject: **Amendment to the Second Memorandum of Agreement between Bi-State and the City of St. Louis**
Disposition: Approval
Presentation: Mary Lamie, Executive Director – St. Louis Regional Freightway

Objective:

To present to the Board of Commissioners, a request for approval of an Amendment to the Second Memorandum of Agreement between Bi-State Development (**BSD**) and the City of St. Louis (**City**), to permit BSD to locate the Riverboats on the Riverboat Mooring Site, the Dock Barge on the Dock Barge Moring Site, and the Heliport on the Heliport Site.

Committee Disposition:

This item was presented and discussed at the Operations Committee meeting on January 15, 2019. The Committee voted to recommend that the Board of Commissioners approve an Amendment to the Second Memorandum of Agreement between Bi-State Development (BSD) and the City of St. Louis (City), to permit BSD to locate the Riverboats on the Riverboat Mooring Site, the Dock Barge on the Dock Barge Moring Site, and the Heliport on the Heliport Site.

Board Policy:

The Collected Board Policies contain no provision applicable to the approval required for the Intergovernmental Agreement; however, Missouri Revised Statutes 70.220 and 70.230 require agreements between municipalities or other units of government to be approved by the Governing Board of such entity.

Funding Source:

The Riverboats Operating Fund will be able to fund all three permits.

Background:

On May 15, 2006, the City of St. Louis and BSD entered into a Memorandum of Agreement (“Agreement”), as amended by the Amendment to the Memorandum of Agreement, dated February 16, 2007, for BSD to place a heliport on the city Riverfront and to allow the riverboat docking barge to occupy wharf frontage on the St. Louis Riverfront.

The Second Memorandum of Agreement (“Second MOA”), dated December 31, 2011, extended the Agreement until December 31, 2018.

BSD is currently operating under annual permits granted by the City Department of Streets under the terms set forth in the above Second MOA.

Board of Commissioners
Amendment to the Second Memorandum of Agreement
between Bi-State and the City of St. Louis
February 22, 2019
Page 2

Analysis:

BSD wishes to amend the Second Memorandum of Agreement, in order to extend the term of the Second MOA until December 31, 2022, and to require the City Department of Streets to continue to issue the Riverboat Permit, Dock Barge Permit, and Heliport Permit during the extended term of the Second MOA.

Board Action Requested:

The Operations Committee recommends that the Board of Commissioners approve the attached Amendment to the Second Memorandum of Agreement.

Attachment 1: Amendment to the Second Memorandum of Agreement

Attachment 2: Second Memorandum of Agreement

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY
OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
APPROVING AN AMENDMENT TO THE SECOND MEMORANDUM OF
AGREEMENT BETWEEN BI-STATE DEVELOPMENT AGENCY AND THE
CITY OF ST. LOUIS, EXTENDING THE TERM OF THE AGREEMENT
AND REQUIRING ISSUANCE OF PERMITS**

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, the Collected Board Policies contain no provision applicable to the approval required for the Intergovernmental Agreement; however, Missouri Revised Statutes 70.220 and 70.230 require agreements between municipalities or other units of government to be approved by the Governing Board of such entity; and

Whereas, on May 15, 2006, the City of St. Louis and BSD entered into a Memorandum of Agreement (“Agreement”), as amended by the Amendment to the Memorandum of Agreement, dated February 16, 2007, for BSD to place a heliport on the city Riverfront and to allow the riverboat docking barge to occupy wharf frontage on the St. Louis Riverfront; and

Whereas, the Second Memorandum of Agreement (“Second MOA”), dated December 31, 2011, extended the Memorandum of Agreement until December 31, 2018, and BSD is currently operating under annual permits granted by the City Department of Streets under the terms set forth in the above Second MOA; and

Whereas, it is feasible, necessary and in the public interest for the Agency to approve the Amendment to the Second Memorandum of Agreement, in order to extend the term of the Second MOA until December 31, 2022, and to require the City Department of Streets to continue to issue the Riverboat Permit, Dock Barge Permit, and Heliport Permit during the extended term of the Second MOA, 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 Amendment to the Agreement. The Board of Commissioners hereby approves the Amendment to the Second Memorandum of Agreement, by and between the Agency and the City of St. Louis, Missouri, in order to extend the term of the Second MOA until December 31, 2022, and to require the City Department of Streets to continue to issue the Riverboat Permit, Dock Barge Permit, and Heliport Permit,

during the extended term of the Second MOA, 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 and the Amendment to the Agreement 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 City of St. Louis.

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 Amendment to the Agreement.

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 Amendment to the Agreement.

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 February, 2019.

In Witness Whereof, the undersigned has hereto subscribed her 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 11(c)
Attachment 1

AMENDMENT TO THE SECOND MEMORANDUM OF AGREEMENT

THIS AMENDMENT TO THE SECOND MEMORANDUM OF AGREEMENT (the "Amendment") is dated as of _____, 2019 (the "Effective Date"), by and between THE BI-STATE DEVELOPMENT AGENCY OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT (the "Agency") and THE CITY OF ST. LOUIS, MISSOURI (the "City").

WHEREAS, the Agency and the City entered into a Second Memorandum of Agreement dated December 31, 2011, whereby the City permits the Agency to locate the Riverboats on the Riverboat Mooring Site, the Dock Barge on the Dock Barge Mooring Site, and the Heliport on the Heliport Site pursuant to temporary annual permits subject to the terms and conditions therein (the "Agreement");

WHEREAS, the Agency and the City desire to amend the Agreement to extend the term of the Agreement in accordance with the terms and conditions set forth herein;

WHEREAS, Section 6.3 of the Agreement provides that any amendment or modification of the Agreement shall be authorized solely by the requisite vote of the governing body or department head of the City or the Agency granting such consent or by the officers authorized by such governing body or department head.

THEREFORE, the Agency and the City agree to amend the Agreement as follows:

1. All capitalized words used as defined terms in this Amendment shall have their meanings as set forth in the Agreement.
2. Section 6.6 of the Agreement, Agreement Term, is hereby amended in part to extend the term of the Agreement. Accordingly, the first sentence of Section 6.6 is hereby amended to delete the phrase "December 31, 2015" and replace it with "December 31, 2020." Further, the second sentence of Section 6.6 is hereby amended to delete the phrase "December 31, 2018" and replace it with "December 31, 2022."
3. The Recitals of the Agreement are hereby amended in part to require the City Department of Streets to continue to issue the Riverboat Permit, Dock Barge Permit, and Heliport Permit during the extended term of the Agreement. Accordingly, Paragraph 25 of the Recitals is hereby amended to delete the phrase "December 31, 2015" and replace it with "December 31, 2020."

4. Section 3.1 of the Agreement, Permit for Riverboat Mooring Site, is hereby amended in part to require the City to renew the Riverboat Permit during the extended term of the Agreement. Accordingly, the first sentence of Section 3.1(d) is hereby amended to delete the phrase "December 31, 2015" and replace it with "December 31, 2020" and to delete the phrase "December 31, 2018" and replace it with "December 31, 2022."
5. Section 3.2 of the Agreement, Permit for Dock Barge Mooring Site, is hereby amended in part to require the City to renew the Dock Barge Permit during the extended term of the Agreement. Accordingly, Section 3.2(d) is hereby amended to delete the phrase "December 31, 2015" and replace it with "December 31, 2020" and to delete the phrase "December 31, 2018" and replace it with "December 31, 2022."
6. Section 3.3 of the Agreement, Permit for Heliport Site, is hereby amended in part to require the City to renew the Heliport Permit during the extended term of the Agreement. Accordingly, Section 3.3(e) is hereby amended to delete the phrase "December 31, 2015" and replace it with "December 31, 2020" and to delete the phrase "December 31, 2018" and replace it with "December 31, 2022."
7. Except as amended by this Amendment, all other terms, provisions and sections of the Agreement shall remain in full force and effect.

Signature Page Follows

IN WITNESS WHEREOF, the duly authorized parties have executed this Amendment as of the day and year first above written.

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

THE CITY OF ST. LOUIS, MISSOURI

By: _____
Name:
Title:

By: _____
Mayor

ATTEST:

By: _____
Comptroller

By: _____
Name:
Title:

APPROVED AS TO FORM:

By: _____ City
Counselor

ATTEST:

By: _____
Register

Open Session Item 11(c)
Attachment 2

SECOND MEMORANDUM OF AGREEMENT

By and Between

THE CITY OF ST. LOUIS, MISSOURI

and

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

Dated as of December 31, 2011

SECOND MEMORANDUM OF AGREEMENT

THIS SECOND MEMORANDUM OF AGREEMENT (the "Agreement") is dated as of December 31, 2011, by and between THE CITY OF ST. LOUIS, MISSOURI (the "City"), a constitutional charter city and political subdivision of the State of Missouri created pursuant to Article VI, § 19 of the Missouri Constitution ("Constitution") upon the adoption of the Charter of the City of St. Louis (the "Charter"), and THE BI-STATE DEVELOPMENT AGENCY OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT ("Agency"), a legally constituted body corporate and politic created and existing by reason of a compact between the States of Missouri and Illinois which is codified at Sections 70.370 *et seq.* of the Missouri Revised Statutes, as amended, and 45 ILCS 100/1 *et seq.* of the Illinois Compiled Statutes, as amended, and as ratified by the United States Congress.

WITNESSETH:

WHEREAS, the City is authorized pursuant to the Charter and the Constitution and the laws of the State of Missouri to enter into contracts with the Agency and others; to provide and maintain a harbor and wharves and regulate the use thereof; to acquire, provide for, construct, regulate and maintain and do all things relating to all kinds of public buildings, structures, markets, places, works and improvements; and to exercise all powers granted or not prohibited to it by law or which it would be competent for the Charter to enumerate; and

WHEREAS, the Agency is authorized to acquire by gift, purchase or lease and to plan, construct, operate and maintain passenger transportation facilities; to contract with municipal or other political subdivisions for the services or use of any facility owned or operated by the Agency or owned or operated by such municipality or other political subdivision; to disburse funds for its lawful activities; and to perform all other necessary and incidental functions; and

WHEREAS, pursuant to Ordinance 56707, as codified in Section 21.20.030 of the Revised Code of the City of St. Louis, the City's Department of Streets, Traffic and Refuse ("Department of Streets") has the authority to issue temporary permits for time periods of up to one calendar year for portions of the City wharf; and

WHEREAS, in 1986, the City, upon recommendation of the Port Commission of the City of St. Louis and approval by the Board of Public Service of the City of St. Louis, entered into a lease agreement (the "Lease Agreement") with the James B. Eads Corporation, a Missouri Corporation, for mooring privileges upon that portion of the wharf of the City of St. Louis located Three Hundred Feet (300') starting at a point approximately One Thousand Four Hundred Feet (1400') north of the Poplar Street Bridge (approximately Station 1+20.68 on the Floodwall) and to extend Three Hundred Feet (300') northward (the "Riverboat Mooring Site"); and

WHEREAS, the Lease Agreement was, upon the recommendation of the Port Commission of the City of St. Louis and approval by the Board of Public Service of the City of St. Louis, amended in 1997 to provide for the mooring of the M/V Becky Thatcher and the M/V Tom Sawyer to be used for year-round cruise operations (collectively the "Riverboats"); and

WHEREAS, the Lease Agreement was, upon the recommendation of the Port Commission of the City of St. Louis and approval by the Board of Public Service of the City of St. Louis, assigned and assumed by the Agency in 2001; and

WHEREAS, the original term of the Lease Agreement extended until August 6, 1991, with additional five-year options arising in 1996, 2001 and 2006 (which have been exercised) and terminated on August 6, 2011; and

WHEREAS, on July 21, 2011, the Department of Streets issued a permit for temporary mooring of the Riverboats effective August 1, 2011 through December 31, 2011; and

WHEREAS, the City is willing to issue to the Agency annual permits (each a "Riverboat Permit") for the Riverboat Mooring Site in accordance with this Agreement; and

WHEREAS, the Agency previously requested that the City execute an amendment to the Lease Agreement to enlarge the Riverboat Mooring Site by 100 feet for the purpose of support of the Riverboats to be used for year-round cruise operations and for the mooring of a dock barge for office, restrooms, additional seating, and other facilities for the Agency's St. Louis Riverfront activities; and

WHEREAS, on June 29, 2005, the Department of Streets issued to the Agency a permit numbered 42136 for temporary mooring ("Dock Barge Permit") on the wharf for a dock barge ("Dock Barge") adjacent to the Riverboat Mooring Site, and located one hundred feet (100') starting at a point approximately 1,300 feet north of the Poplar Street Bridge and to extend northward 100 hundred feet ("Dock Barge Mooring Site") to accommodate the Dock Barge; and

WHEREAS, pursuant to the Memorandum of Agreement between the City and the Agency dated as of May 15, 2006, as amended ("First Memorandum"), the Department of Streets is obligated to issue annual Dock Barge Permits to the Agency through August 6, 2011; and

WHEREAS, on July 21, 2011, the Department of Streets issued a permit for temporary mooring of the Dock Barge effective August 1, 2011 through December 31, 2011; and

WHEREAS, the Agency previously requested that the City execute a new lease agreement to provide for the mooring on the wharf of a heliport barge ("Heliport Barge") to be used for the operation of scenic helicopter tours and public use on that portion of the wharf located two hundred feet (200') beginning at a point parallel with fifty feet (50') north of the

north leg of the Gateway Arch and to extend northward two hundred feet (200') (the "Heliport Site"); and

WHEREAS, on June 29, 2005, the Department of Streets issued to the Agency a permit number 42135 for temporary mooring ("Heliport Permit") on the wharf of the Heliport Barge; and

WHEREAS, pursuant to the First Memorandum, the Department of Streets is obligated to issue annual Heliport Permits to the Agency through August 6, 2011; and

WHEREAS, on July 21, 2011, the Department of Streets issued a permit for temporary mooring of the Heliport effective August 1, 2011 through December 31, 2011; and

WHEREAS, the Agency has expended approximately \$4,600,000 to acquire and equip the Riverboats, Dock Barge and Heliport; and

WHEREAS, the City has no obligation pursuant to the Lease Agreement: (i) to expand the Riverboat Mooring Site frontage; (ii) to amend or extend the Lease Agreement; or (iii) to lease or permit the Agency to occupy the Dock Barge Mooring Site and Heliport Site; and

WHEREAS, the U.S. Department of the Interior, acting by and through the National Park Service ("NPS") is currently engaged in the development of a long-term plan for the Jefferson National Expansion Memorial Park ("Park") including but not limited to the implementation of the Jefferson National Expansion Memorial Final General Management Plan/ Environmental Impact Statement ("Plan"); and

WHEREAS, the Plan called for an international design competition to connect and unify the streetscapes, roadways, and riverscape of the Park that are adjacent to portions of downtown St. Louis, the Mississippi River, and the riverfront in the State of Illinois facing the Gateway Arch; and

WHEREAS, Michael Van Valkenburgh Associates of Brooklyn (MVVA), New York, has been selected to work with the NPS and others to refine the proposal presented during such design competition, assess the feasibility and practicability of elements of the proposal, and develop a budget and funding plan; and

WHEREAS, it is not yet certain whether implementation of the Plan will include the City's development of the wharf ("Riverfront Plan") in such a manner that requires use of the Riverboat Mooring Site, the Dock Barge Mooring Site, or the Heliport Site for purposes other than the Agency's uses; and

WHEREAS, the City wishes to continue to temporarily allow the Agency to locate the Riverboats on the Riverboat Mooring Site, the Dock Barge on the Dock Barge Mooring Site, and the Heliport on the Heliport Site pursuant to temporary annual permits subject to the terms and

conditions of this Agreement (collectively, the Riverboat Mooring Site, the Dock Barge Mooring Site and the Heliport Site are the "Agency Mooring Sites"); and

WHEREAS, pursuant to Ordinance 56707, as codified in Section 21.20.030 of the Revised Code of the City of St. Louis, the Department of Streets shall continue to issue the Riverboat Permit, Dock Barge Permit and Heliport Permit (collectively "Agency Permits") for time periods of up to one calendar year until December 31, 2015, pursuant to this Agreement; and

WHEREAS, the Agency is willing to vacate the Agency Mooring Sites within 90 days of written request by the City provided that such request is made for the purpose of the City's implementation of the Riverfront Plan or other municipal purpose(s) as determined solely by the City (collectively "Municipal Purposes") and that the City provide the Agency with alternative temporary or non-temporary mooring locations further described in this Agreement; and

NOW, THEREFORE, in consideration of the mutual promises and covenants contained herein, the parties hereto agree as follows:

ARTICLE I

DEFINITIONS

Section 1.1 Definitions of Words and Terms. The words and terms as used in this Agreement shall have the following meanings:

"Agency" means the Bi-State Development Agency of the Missouri-Illinois Metropolitan District, a legally constituted body corporate and politic created and existing by reason of the Compact and its successors and assigns.

"Agency Mooring Sites" means the Riverboat Mooring Site, the Dock Barge Mooring Site and the Heliport Site.

"Agency Permits" means the Riverboat Permit, the Dock Barge Permit and the Heliport Permit.

"Agreement" means this Second Memorandum of Agreement, as from time to time amended in accordance with the terms hereof.

"Authorized Agency Representative" means the Senior Vice President, Business Enterprises or such other person at the time designated to act on behalf of the Agency as evidenced by a written certificate furnished to the parties hereto containing the specimen signature of such person and signed on behalf of the Agency by the Senior Vice President, Business Enterprises. Such certificate may designate an alternate or alternates, each of whom shall be entitled to perform all duties of the Authorized Agency Representative.

“Charter” means the Charter of the City of St. Louis.

“City” means The City of St. Louis, Missouri, a constitutional charter city and political subdivision of the State of Missouri, and its successors and assigns.

“Compact” means the compact between the States of Missouri and Illinois which is codified at Sections 70.370 *et seq.* of the Missouri Revised Statutes, as amended, and 45 ILCS 100/1 *et seq.* of the Illinois Compiled Statutes, as amended, and as ratified by the United States Congress.

“Dock Barge Permit” means the permits issued pursuant to this Agreement from time to time by the Department of Streets to the Agency doing business as Gateway Arch Riverboats in substantially the form attached hereto as Exhibit A and made a part hereof.

“Helicopter Permit” means the permits issued pursuant to this Agreement from time to time by the Department of Streets to the Agency doing business as Gateway Arch Riverfront Helicopter in substantially the form attached hereto as Exhibit B and made a part hereof.

“Lease Agreement” means the agreement entered into as of August 7, 1986, by and between the City of St. Louis and the James B. Eads Corporation, as amended, assigned and assumed by the Agency.

“Municipal Purposes” means the City’s implementation of the Riverfront Plan or other municipal purpose(s) as determined solely by the City.

“NPS” means the U.S. Department of the Interior, acting by and through the National Park Service.

“Plan” means the Jefferson National Expansion Memorial Final General Management Plan/ Environmental Impact Statement issued by the NPS.

“Riverboat Permit” means the permits issued pursuant to this Agreement from time to time by the Department of Streets to the Agency doing business as Gateway Arch Riverboats in substantially the form as attached as Exhibit C and made a part hereof.

“Riverboat Plan” means the City’s development of the wharf through the implementation of the Plan in such a manner that requires use of the Riverboat Mooring Site, the Dock Barge Mooring Site, or the Helicopter Site for purposes other than the Agency’s uses.

Section 1.2. Rules of Interpretation.

(a) Words of the masculine gender shall be deemed and construed to include correlative words of the feminine and neuter genders. Unless the context indicates otherwise,

words importing the singular number shall include the plural and vice versa, and words importing persons shall include firms, associations and corporations, including public bodies, as well as natural persons.

(b) All references in this Agreement to designated "Articles," "Sections" and other subdivisions are, unless otherwise specified, to the designated Articles, Sections and subdivisions of this instrument as originally executed. The words "herein," "hereof," "hereunder" and other words of similar import refer to this Agreement as a whole and not to any particular Article, Section or other subdivision.

(c) Whenever an item or items are listed after the word "including," such listing is not intended to be a listing that excludes items not listed.

ARTICLE II

REPRESENTATIONS

Section 2.1. Representations by the Agency. The Agency makes the following representations as the basis for the undertakings on the part herein contained:

(a) The Agency is an interstate compact agency created by and pursuant to the Compact as a body corporate and politic.

(b) The Agency has lawful power and authority under its Compact to enter into the transactions contemplated by this Agreement and to carry out its obligations hereunder. By proper action of its Board of Commissioners, the Agency has been duly authorized to execute and deliver this Agreement, acting by and through its duly authorized officers.

(c) No further actions or approvals by the Board of Commissioners are necessary in connection with this Agreement.

(d) The execution and delivery of this Agreement, the consummation of the transactions contemplated hereby, and the performance of or compliance with the terms and conditions of this Agreement by the Agency will not conflict with or result in a breach of any of the terms, conditions or provisions of, or constitute a default under, any restriction or any agreement or instrument to which the Agency is a party or by which it or any of its property is bound, or the Compact, the Agency's Bylaws or any order, rule or regulation applicable to the Agency or any of its property of any court or governmental body, or result in the creation or imposition of any prohibited lien, charge or encumbrance of any nature whatsoever upon any of the property or assets of the Agency under the terms of any instrument or agreement to which the Agency is a party.

Section 2.2. Representations by the City. The City makes the following representations as the basis for the undertakings on its part herein contained:

(a) The City is a constitutional charter city and political subdivision duly organized and existing under its Charter and the constitution and laws of the State of Missouri.

(b) The City has lawful power and authority to enter into this Agreement and to carry out its obligations hereunder. By proper action of the Board of Aldermen, the City has been duly authorized to execute and deliver this Agreement, acting by and through its duly authorized officers.

(c) No further actions or approvals by the Board of Aldermen are necessary in connection with this Agreement.

(d) The execution and delivery of this Agreement, the consummation of the transactions contemplated hereby, and the performance of or compliance with the terms and conditions of this Agreement by the City will not conflict with or result in a breach of any of the terms, conditions or provisions of, or constitute a default under, any mortgage, deed of trust, lease or any other restriction or any agreement or instrument to which the City is a party or by which it or any of its property is bound, or any order, rule or regulation applicable to the City or any of its property of any court or governmental body, or result in the creation or imposition of any prohibited lien, charge or encumbrance of any nature whatsoever upon any of the property or assets of the City under the terms of any instrument or agreement to which the City is a party.

(e) Pursuant to Ordinance 56707, as codified in Section 21.20.030 of the Revised Code of the City of St. Louis, the Department of Streets has the authority to issue the Agency Permits for time periods of up to one calendar year for portions of the City wharf.

ARTICLE III

MOORING RIGHTS AND ST. LOUIS RIVERFRONT IMPROVEMENTS

Section 3.1. Permit for Riverboat Mooring Site.

(a) (i) On or prior to January 1, 2012, the City shall cause the Department of Streets to issue to the Agency the Riverboat Permit located Three Hundred Feet (300') starting at a point approximately One Thousand Four Hundred Feet (1400') north of the Poplar Street Bridge (approximately Station 1+20.68 on the Floodwall) and to extend Three Hundred Feet (300') northward to provide for the mooring of the Riverboats to be used for year-round cruise operations for a term ending December 31, 2012, upon the same terms and conditions described in Sections 3.1(b).

(ii) Except as otherwise provided in the Riverboat Permit attached hereto as Exhibit C, any renewal or extension permit issued for the Riverboat Mooring Site pursuant to this Agreement shall not contain any conditions other than reasonable operational matters to be approved by an Authorized Agency Representative in advance.

(b) During the term of the Riverboat Permit, or renewal or extension thereof, the Agency agrees to abide by all applicable City Ordinances, State Laws, Federal Laws, Coast Guard, Federal Aviation Administration, Corps of Engineers and any other governmental regulatory requirements which could reasonably be construed to apply to the operation of riverboats affecting public health, safety, and/or quality of life, which agreement is made voluntarily by the Agency in consideration of the City's issuance of the Riverboat Permit, regardless of whether or not the Agency is obliged to comply with such Laws, Ordinances and/or regulatory requirements.

(c) The City reserves the right to revoke the Riverboat Permit as necessary for Municipal Purposes as set forth in Section 3.4 of this Agreement.

(d) The Riverboat Permit shall be renewed for a term or terms ending on December 31, 2015, however, should this Agreement be extended pursuant to Section 6.6, the Riverboat Permit may be extended by mutual agreement of the parties for subsequent one (1) year terms, not to extend beyond December 31, 2018. A renewed permit shall in no way be construed as a lease or an extension of, an expansion of or amendment to any Lease Agreement.

(e) To the extent permitted by law, the Agency is bound hereby to keep harmless and defend the City from all damages which may be sustained by it and all claims which may be made against it by reason of any injury to person or damage to property resulting from anything done in connection with the Riverboat Permit, and for this purpose an insurance policy providing coverage up to One Million Dollars (\$1,000,000) for injury to any one person, Three Million Dollars (\$3,000,000) for injury to any two or more persons, and Three Millions Dollars (\$3,000,000) for property damage, shall be filed with the Street Department or Port Authority before the Riverboat Permit is issued.

(f) If there are any conflicts or inconsistencies between the provisions of any renewal or extension permit issued for the Riverboat Mooring Site pursuant to this Agreement and the provisions of this Agreement, the provisions of this Agreement shall control.

Section 3.2. Permit for Dock Barge Mooring Site.

(a) (i) On or prior to January 1, 2012, the City shall cause the Department of Streets to issue to the Agency the Dock Barge Permit located 100 feet immediately south of the Riverboat Mooring Site for the purpose of support of the Riverboats to be used for year-round cruise operations and for the Dock Barge to provide office, restrooms, additional seating and other facilities for the Agency's St. Louis Riverfront activities for a term ending December 31, 2012, upon the same terms and conditions described in Section 3.2(b).

(ii) Except as otherwise provided in the Dock Barge Permit attached hereto as Exhibit A, any renewal or extension permit issued for the Dock Barge Mooring Site pursuant

to this Agreement shall not contain any conditions other than reasonable operational matters to be approved by an Authorized Agency Representative in advance.

(b) During the term of the Dock Barge Permit, or renewal or extension thereof, the Agency agrees to abide by all applicable City Ordinances, State Laws, Federal Laws, Coast Guard, Federal Aviation Administration, Corps of Engineers and any other governmental regulatory requirements which could reasonably be construed to apply to the operation of an office barge affecting public health, safety, and/or quality of life, which agreement is made voluntarily by the Agency in consideration of the City's issuance of the Dock Barge Permit, regardless of whether or not the Agency is obliged to comply with such Laws, Ordinances and/or regulatory requirements.

(c) The City reserves the right to revoke the Dock Barge Permit as necessary for Municipal Purposes as set forth in Section 3.4 of this Agreement.

(d) The Dock Barge Permit shall be renewed for a term or terms ending on December 31, 2015, however, should this Agreement be extended pursuant to Section 6.6, the Dock Barge Permit may be extended by mutual agreement of the parties for subsequent one (1) year terms, not to extend beyond December 31, 2018.

(e) To the extent permitted by law, the Agency is bound hereby to keep harmless and defend the City from all damages which may be sustained by it and all claims which may be made against it by reason of any injury to person or damage to property resulting from anything done in connection with the Dock Barge Permit, and for this purpose an insurance policy providing coverage up to One Million Dollars (\$1,000,000) for injury to any one person, Three Million Dollars (\$3,000,000) for injury to any two or more persons, and Three Millions Dollars (\$3,000,000) for property damage, shall be filed with the Street Department or Port Authority before the Dock Barge Permit is issued.

(f) If there are any conflicts or inconsistencies between the provisions of any renewal or extension permit issued for the Dock Barge Mooring Site pursuant to this Agreement and the provisions of this Agreement, the provisions of this Agreement shall control.

Section 3.3. Permit for Heliport Site.

(a) (i) On or prior to January 1, 2012, the City shall cause the Department of Streets to issue to the Agency the Heliport Permit located two hundred feet (200') beginning at a point parallel with fifty feet (50') north of the north leg of the Gateway Arch and to extend northward two hundred feet (200') for the mooring of the Heliport Barge to be used for the operation of scenic helicopter tours and public use for a term ending December 31, 2012, upon the terms and conditions described in Sections 3.3(b), (c) and (d).

(ii) Except as otherwise provided in the Heliport Permit attached hereto as Exhibit B, any renewal or extension permit issued for the Heliport Site pursuant to this Agreement shall not

contain any conditions other than reasonable operational matters to be approved by an Authorized Agency Representative in advance.

(b) The Heliport Barge will include one pad for scenic tour use ("Scenic Tour Use") and for public landing and parking ("Public Use"). Scenic Tour Use may be conducted on a daily basis from March 1 through November 30 in each of the years of operation. Public Use of the Heliport will be on a year-round basis. Daily hours of operation will be from 11:00 a.m. to sunset for Scenic Tour Use and during daylight hours for Public Use. The Agency shall neither advertise by mass media or by distribution of printed materials the availability of such Public Use nor solicit Public Use in any way, except the Agency may identify the Public Use by signage, disclose any Public Use information required by law and provide materials regarding Public Use upon request.

(c) (i) The Agency agrees, notwithstanding the hours of operation described above, to temporarily and completely suspend operations of the Heliport during periods of time requested by the City when such operation would, in the sole and unfettered judgment of the City, disrupt, disturb or interfere with riverfront or other events ("Event" or "Events"). The City may, in the City's sole and unfettered discretion, authorize the Agency to temporarily modify operations of the Heliport as required to eliminate such disruption, disturbance or interference, as an alternative to complete suspension of operations. The City agrees, to the extent possible, to provide the Agency with five days prior written notice, which notice shall be issued by the City, provided, however, that, if an Event is in progress and the City, in its sole and unfettered discretion, determines that Heliport operations are interfering with, disrupting, or disturbing the Event, the Agency shall immediately cause Heliport operations to cease or to be operated in a manner that eliminates such interference or disturbance to the City's satisfaction for the duration of the Event. The Agency shall provide the City with two emergency contact telephone numbers for Agency officials who have the authority to cause Heliport operations to immediately cease or be modified. The City agrees, to the extent possible, to keep the Agency informed of Events, and the Agency agrees to affirmatively consult regularly with the City as to the scheduling of any Events which would require suspension of Heliport operations.

(ii) For the purposes of provision 3.3(c)(i) of this Agreement and until the Agency is notified in writing by the City, Anne Chance, City of St. Louis Special Events Program Executive is the Authorized Representative of the City and, as such, is authorized by the City to act on its behalf. The City may change its Authorized Representative at any time by providing the Agency with written notice of the name of the new Authorized Representative.

(d) The Agency agrees to cause Heliport operations to be conducted in a manner that does not interfere with downtown business operations or residential living in any respect. During the term of the Heliport Permit, or renewal or extension thereof, the Agency further agrees to abide by all applicable City Ordinances, State Laws, Federal Laws, Coast Guard, Federal Aviation Administration, Corps of Engineers and any other governmental regulatory requirements which could reasonably be construed to apply to the operation of a Heliport and/or helicopter operations originating from a Heliport, affecting public health, safety, and/or quality

of life, which agreement is made voluntarily by the Agency in consideration of the City's issuance of the Heliport Permit, regardless of whether or not the Agency is obliged to comply with such Laws, Ordinances and/or regulatory requirements.

(e) The City reserves the right to revoke the Heliport Permit for Municipal Purposes as set forth in Section 3.4 of this Agreement.

(f) The Heliport Permit shall be renewed for a term or terms ending on December 31, 2015, however, should this Agreement be extended pursuant to Section 6.6, the Heliport Permit may be extended by mutual agreement of the parties for subsequent one (1) year terms, not to extend beyond December 31, 2018.

(g) To the extent permitted by law, the Agency is bound hereby to keep harmless and defend the City from all damages which may be sustained by it and all claims which may be made against it by reason of any injury to person or damage to property resulting from anything done in connection with the Heliport Permit, and for this purpose an insurance policy providing coverage up to One Million Dollars (\$1,000,000) for injury to any one person, Three Million Dollars (\$3,000,000) for injury to any two or more persons, and Three Millions Dollars (\$3,000,000) for property damage, shall be filed with the Street Department or Port Authority before the Heliport Permit is issued.

(h) If there are any conflicts or inconsistencies between the provisions of any renewal or extension permit issued for the Heliport Site pursuant to this Agreement and the provisions of this Agreement, the provisions of this Agreement shall control.

Section 3.4. Municipal Purposes

(a) In consideration of the City's agreement to renew the Agency Permits as provided in Sections 3.1, 3.2 and 3.3 above and as long as the Agency Permits have been issued and renewed in accordance with this Agreement and the City is in compliance with this Agreement, the Agency agrees to vacate the Agency Mooring Sites, at the Agency's cost, within 90 days of written request by the City for Municipal Purposes.

(b) With respect to the Riverboat Mooring Site and the Dock Barge Mooring Site it is the intent of this Agreement that the Agency is permitted to conduct riverboat and dock barge operations in a location within the boundaries of the City wharf, provided that such riverboat and dock barge operations, the exact location of such riverboat and dock barge operations, the design of the physical facilities housing such riverboat and dock barge operations, and the operations of the riverboat and dock barge shall all be in accordance with the Municipal Purposes, as determined solely by the City. Should the City request that the Agency vacate the Riverboat Mooring Site and the Dock Barge Mooring Site for Municipal Purposes, the City will provide the Agency with an alternate location for the Riverboats and Dock Barge, to the extent that an alternate location is possible. To the extent possible, the City agrees that such alternative temporary location shall be in the area on the wharf between the terminus of Chouteau Avenue at

Leonor K. Sullivan Blvd. and the McKinley Bridge. The Agency shall be permitted to occupy such temporary location until such time as the Municipal Purposes are sufficiently advanced to permit the non-temporary location of the Riverboats and Dock Barge in the wharf, in accordance with the Municipal Purposes implemented by the City. Any alternative temporary or non-temporary location put forth by the City shall be subject to the approval of the Army Corps of Engineers and any other governmental body having jurisdiction. The Agency agrees that any riverboat and dock barge related riverfront operations which it seeks to continue at any temporary or non-temporary relocated site or sites shall be subject to the provisions of a new long-term lease agreement or agreements with the City or annual permits from the City, which permits and/or leases may or may not be issued, in the City's sole discretion.

(c) With respect to the Heliport, should the City request that the Agency vacate the Heliport Site for Municipal Purposes, the City will provide the Agency with an alternate location for the Heliport Site, to the extent that an alternate location is possible. To the extent possible, such alternative Heliport permit location shall be at a location or locations identified by the City on the wharf between the terminus of Chouteau Avenue at Leonor K. Sullivan Blvd. and the McKinley Bridge, which location shall be made available by permit to the Agency. Any alternative location put forth by the City shall be subject to the approval of the Army Corps of Engineers and any other governmental body having jurisdiction. The Agency agrees that any Heliport-related riverfront operations which it seeks to continue at any relocated site or sites shall be subject to the provisions of a new long-term lease agreement or agreements with the City or annual permits from the City, which permits and/or leases may or may not be issued, in the City's sole discretion.

(d) Nothing herein shall require the Agency to seek new long-term lease agreements if the Agency, in its sole discretion, determines that the relocated site or sites are not suitable for such operations or that such operations are not economically feasible at the relocated site or sites.

ARTICLE IV

DEFAULT AND REMEDIES

Section 4.1. Events of Default. If any one or more of the following events occurs and is continuing, it is hereby defined as and declared to be and to constitute an Event of Default under this Agreement:

(a) Default in the due observance or performance of any other covenant, agreement, obligation or provision of this Agreement on the City's part to be observed or performed, and the continuance of such default for 60 days after the Agency has given to the City written notice specifying such default, or such longer period as shall be reasonably required to cure such default, provided that (i) the City has commenced such cure within said 60-day period, and (ii) the City diligently prosecutes such cure to completion; or

(b) Default in the due observance or performance of any other covenant, agreement, obligation or provision of this Agreement on the Agency's part to be observed or performed, and the continuance of such default for 60 days after the City has given to the Agency written notice specifying such default, or such longer period as shall be reasonably required to cure such default; provided that (i) the Agency has commenced such cure within said 60-day period, and (ii) the Agency diligently prosecutes such cure to completion.

Section 4.2. Remedies on Default. If any Event of Default has occurred and is continuing, then the Agency or the City may, at such party's election, take any one or more of the following actions:

(a) by mandamus or other suit, action or proceedings at law or in equity, to enforce its rights against the City or the Agency, as applicable, and its officers, agents and employees, and to require and compel duties and obligations required by the provisions of this Agreement; or

(b) take any other action at law or in equity to enforce this Agreement; or

(c) in the case of the City, remove the Agency's property from the Agency Mooring Sites and bill the Agency for the costs of removal. In the event that the City exercises this remedy, the City shall have no obligation whatsoever to return the removed Agency property to the Agency or to any other party related to the Agency by contract or otherwise, and the Agency agrees to the extent permitted by law to indemnify the City against any such liability. Further, the City shall be entitled to recover the City's costs of removal by requiring, via Ordinance or other mechanism, that the Agency pay the removal costs from the City's annual appropriation to the Agency and deducting such cost from such appropriation. The Agency agrees that the City may employ this remedy on default and the Agency will reimburse the City for all costs incurred in employing this remedy on default pursuant to this subparagraph, notwithstanding any laws, ordinances, or regulations of any sort which the Agency might otherwise invoke to avoid such payment.

Section 4.3. Rights and Remedies Cumulative. The rights and remedies reserved by the Agency and the City hereunder and those provided by law shall be construed as cumulative and continuing rights. No one of them shall be exhausted by the exercise thereof on one or more occasions. The Agency and the City shall each be entitled to specific performance and injunctive or other equitable relief for any breach or threatened breach of any of the provisions of this Agreement, notwithstanding availability of an adequate remedy at law, and each party hereby waives the right to raise such defense in any proceeding in equity.

Section 4.4. Waiver of Breach. No waiver of any breach of any covenant or agreement herein contained shall operate as a waiver of any subsequent breach of the same covenant or agreement or as a waiver of any breach of any other covenant or agreement.

ARTICLE V

ASSIGNMENTS

Section 5.1. No Assignment. Neither party to this Agreement shall assign the Agreement as a whole or part without the written consent of the other, nor shall either party assign any monies due or to become due hereunder without the previous written consent of the other party, all of which consents may be withheld in each party's sole and unfettered discretion.

Section 5.2. Third Party Beneficiaries. Notwithstanding anything contained in this Agreement to the contrary, no person or entity shall be deemed to be a third party beneficiary hereof, and nothing in this Agreement (either expressed or implied) is intended to confer upon any other person or entity any rights, remedies, obligations, or liabilities under or by reason of this Agreement.

ARTICLE VI

MISCELLANEOUS PROVISIONS

Section 6.1. Notices. All notices or other communications required or desired to be given hereunder shall be in writing and shall be deemed duly given when mailed by first class, registered or certified mail, postage prepaid, addressed as follows:

(a) To the Agency:

Bi-State Development Agency of the
Missouri-Illinois Metropolitan District
707 North First Street
St. Louis, Missouri 63102
Attention: General Counsel-Legal Notice Enclosed

(b) To the City:

City of St. Louis, Missouri
City Hall
Tucker and Market Streets
St. Louis, Missouri 63103
Attention: President of the Board of Public Service

City of St. Louis, Missouri
City Hall
Tucker and Market Streets
St. Louis, Missouri 63103
Attention: Special Events Program Executive, Board of Public Service

City of St. Louis Port Authority
c/o St. Louis Development Corporation
1015 Locust—Suite 1200
St. Louis, Missouri 63101
Attention: Executive Director

City of St. Louis, Missouri
City Hall, Room 314
Tucker and Market Streets
St. Louis, Missouri 63103
Attention: City Counselor's Office

All notices given by first class, certified or registered mail shall be deemed duly given three business days following the date they are so mailed. The Agency and the City may from time to time designate, by notice given hereunder to the other party, another address to which subsequent notices or other communications shall be sent.

Section 6.2. Immunity of Officers, Employees and Members of the City and the Agency. No recourse shall be had for any claim based upon any representation, obligation, covenant or agreement in this Agreement contained against any past, present or future officer, member, employee, director or agent of the City or the Agency, or, respectively, of any successor public or private corporation thereto, as such, either directly or through the City or the Agency, or respectively, any successor public or private corporation thereto, under any rule of law or equity, statute or constitution or by the enforcement of any assessment or penalty or otherwise, and all such liability of any such officers, members, employees, directors or agents as such is hereby expressly waived and released as a condition of and consideration for the execution of this Agreement.

Section 6.3. Amendments and Modifications. Any amendment or modification of this Agreement, or any consent required pursuant to the provisions of this Agreement, shall be authorized solely by the requisite vote of the governing body or department head of the City or the Agency granting such consent or, in the case of amendments or modifications by the governing body or department head of the party or by the officers authorized by governing such body or department head.

Section 6.4. Partial Invalidity. All provisions of this Agreement are material and substantive and therefore, if any provision of this Agreement or the application thereof to any person or circumstance shall to any extent be held void or invalid, then the entire Agreement shall be held invalid and of no force and effect.

Section 6.5. Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Missouri. In interpreting this Agreement, the provisions of the Compact shall prevail over any conflicting provisions of other Missouri laws.

Section 6.6. Agreement Term. This Agreement shall be in effect from and after its execution by all of the parties hereto and shall remain in effect until December 31, 2015, at which time this Agreement shall terminate unless the Agency and the City mutually agree to extend this Agreement. Should the parties elect to extend this Agreement, the extension(s) shall be for subsequent one (1) year terms, however, this Agreement shall not be extended beyond December 31, 2018.

Section 6.7. Execution in Counterparts. This Agreement may be executed simultaneously in counterparts, each of which shall be deemed to be an original and all of which shall constitute but one and the same instrument.

[Remainder of page left intentionally blank]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their respective officers or officials.

Executed by the City on December 31, 2011.

THE CITY OF ST. LOUIS, MISSOURI

Francis R. May
Mayor

Carolene Green
Comptroller

APPROVED AS TO FORM ONLY:

Pat Nagema
City Counselor

ATTEST:
James H. May
Register

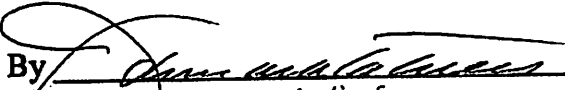
COMPTROLLER'S OFFICE
DOCUMENT # 53067

[Remainder of page left intentionally blank]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their respective officers or officials.

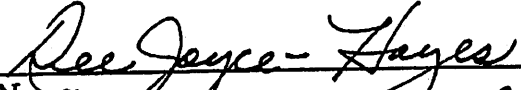
Executed by the Agency on Dec. 14, 2011.

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

By 
Name: John M. Nations
Title: President and CEO

[SEAL]

ATTEST:


Name:
Title: General Counsel

[Remainder of page left intentionally blank]

EXHIBIT A

Department of Streets Dock Barge Permit

CONDITIONS FOR TEMPORARY MOORING ON THE RIVERFRONT

- 1. The permittee agrees to vacate the mooring site(s), at the permittee's cost, within 90 days of written request by the City of St. Louis for the implementation of the Riverfront Plan or other municipal purpose(s) as determined solely by the City of St. Louis.**
- 2. Gangplanks and closings shall be located under the supervision and to the satisfaction of the Director of Streets.**
- 3. Gangplanks shall be properly barricaded with flashers during all hours of darkness.**
- 4. Gangplanks shall not impede entrances to buildings, fire lanes, or other vehicle and pedestrian access ways, without written permission from the owner and Director of Streets.**
- 5. Access shall be open to all fire plugs or other utilities.**
- 6. To the extent permitted by law, the permittee is bound hereby to keep harmless and defend the City of St. Louis from all damages which may be sustained by it and all claims which may be made against it by reason of any injury to person or damage to property resulting from anything done in connection with the permit, and for this purpose an insurance policy providing coverage up to One Million Dollars (\$1,000,000) for injury to any one person, Three Million Dollars (\$3,000,000) for injury to any two or more persons, and Three Millions Dollars (\$3,000,000) for property damage, shall be filed with the Street Department or Port Authority before the permit is issued.**
- 7. That the excursion boats are to be operated in accordance with the rules and regulation governing the use of the river. The "Port Service Area" is to be kept in a neat and orderly fashion and free from litter by the permittee. All litter, trash, etc., to be removed immediately or deposited in a dumpster box or boxes as may be required and emptied no later than 24 hours following departure.**
- 8. That, except for cooling water there shall be no discharge of waste into the river. All toilet waste will be disposed by professional contract at the cost of the permittee.**
- 9. That any arrangements for use of electricity, gas, light, heat, power, and telephone used, rendered, or supplied, must be made by the permittee at the full cost of the permittee with the approval of the Director of Streets.**

DOCK BARGE PERMIT CONDITIONS

- 10. Additionally, this permit contains the following conditions:**
 - A. The Agency agrees to abide by all applicable City Ordinances, State Laws, Federal Laws, Coast Guard, Federal Aviation Administration, Corps of Engineers and any other governmental regulatory requirements which could reasonably be construed to apply to the operation of an office barge affecting public health, safety, and/or quality of life, which agreement is made voluntarily by the Agency in consideration of the City's issuance of this Permit, regardless of whether or not the Agency is obliged to comply with such Laws, Ordinances and/or regulatory requirements.**

Permit fees are based on annual rental rates and will be \$4.31 per one hundred feet (100') per day payable in advance to the City of St. Louis Port Authority.

EXHIBIT B

Department of Streets Heliport Permit

CONDITIONS FOR TEMPORARY MOORING ON THE RIVERFRONT

- 1. The permittee agrees to vacate the mooring site(s), at the permittee's cost, within 90 days of written request by the City of St. Louis for the implementation of the Riverfront Plan or other municipal purpose(s) as determined solely by the City of St. Louis.**
- 2. Gangplanks and closings shall be located under the supervision and to the satisfaction of the Director of Streets.**
- 3. Gangplanks shall be properly barricaded with flashers during all hours of darkness.**
- 4. Gangplanks shall not impede entrances to buildings, fire lanes, or other vehicle and pedestrian access ways, without written permission from the owner and Director of Streets.**
- 5. Access shall be open to all fire plugs or other utilities.**
- 6. To the extent permitted by law, the permittee is bound hereby to keep harmless and defend the City of St. Louis from all damages which may be sustained by it and all claims which may be made against it by reason of any injury to person or damage to property resulting from anything done in connection with the permit, and for this purpose an insurance policy providing coverage up to One Million Dollars (\$1,000,000) for injury to any one person, Three Million Dollars (\$3,000,000) for injury to any two or more persons, and Three Millions Dollars (\$3,000,000) for property damage, shall be filed with the Street Department or Port Authority before the permit is issued.**
- 7. That the excursion boats are to be operated in accordance with the rules and regulation governing the use of the river. The "Port Service Area" is to be kept in a neat and orderly fashion and free from litter by the permittee. All litter, trash, etc., to be removed immediately or deposited in a dumpster box or boxes as may be required and emptied no later than 24 hours following departure.**
- 8. That, except for cooling water there shall be no discharge of waste into the river. All toilet waste will be disposed by professional contract at the cost of the permittee.**
- 9. That any arrangements for use of electricity, gas, light, heat, power, and telephone used, rendered, or supplied, must be made by the permittee at the full cost of the permittee with the approval of the Director of Streets.**

HELIPORT PERMIT CONDITIONS

10. Additionally, this permit contains the following conditions:

A. The Heliport Barge will include one pad for scenic tour use ("Scenic Tour Use") and for public landing and parking ("Public Use"). Scenic Tour Use will be conducted on a daily basis from March 1 through November 30 in each of the years of operation. Public Use of the Heliport will be on a year-round basis. Daily hours of operation will be from 11:00 a.m. to sunset for Scenic Tour Use and during daylight hours for Public Use. The Agency shall neither advertise by mass media or by distribution of printed materials the availability of such Public Use nor solicit Public Use in any way, except the Agency may identify the Public Use by signage, disclose any Public Use information required by law and provide materials regarding Public Use upon request.

B. (i) The Agency agrees, notwithstanding the hours of operation described above, to temporarily and completely suspend operations of the Heliport during periods of time requested by the City of St. Louis (the "City") when such operation would, in the sole and unfettered judgment of the City, disrupt, disturb or interfere with riverfront or other events (the "Event" or "Events"). The City may, in the City's sole and unfettered discretion, authorize the Agency to temporarily modify operations of the Heliport as required to eliminate such disruption, disturbance or interference, as an alternative to complete suspension of operations. The City agrees, to the extent possible, to provide the Agency with five days prior written notice, which notice shall be issued by the City, provided, however, that, if an Event is in progress and the City, in its sole and unfettered discretion, determines that Heliport operations are interfering with, disrupting, or disturbing the Event, the Agency shall immediately cause Heliport operations to cease or to be operated in a manner that eliminates such interference or disturbance to the City's satisfaction for the duration of the Event. The Agency shall provide the City with two emergency contact telephone numbers for Agency officials who have the authority to cause Heliport operations to immediately cease or be modified. The City agrees, to the extent possible, to keep the Agency informed of Events, and the Agency agrees to affirmatively consult regularly with the City as to the scheduling of any Events which would require suspension of Heliport operations.

(ii) For the purposes of this provision B and until the Agency is notified in writing by the City, Anne Chance, City of St. Louis Special Events Program Executive is the Authorized Representative of the City and, as such, is authorized by the City to act on its behalf. The City may change its Authorized Representative at any time by providing the Agency with written notice of the name of the new Authorized Representative.

- C. The Agency agrees to cause Heliport operations to be conducted in a manner that does not interfere with downtown business operations or residential living in any respect. The Agency further agrees to abide by all applicable City Ordinances, State Laws, Federal Laws, Coast Guard, Federal Aviation Administration, Corps of Engineers and any other governmental regulatory requirements which could reasonably be construed to apply to the operation of a Heliport and/or helicopter operations originating from a Heliport, affecting public health, safety, and/or quality of life, which agreement is made voluntarily by the Agency in consideration of the City's issuance of this Permit, regardless of whether or not the Agency is obliged to comply with such Laws, Ordinances and/or regulatory requirements.**

Permit fees are based on annual rental rates and will be \$4.31 per one hundred feet (100') per day payable in advance to the City of St. Louis Port Authority.

EXHIBIT C

Department of Streets Riverboat Permit

CONDITIONS FOR TEMPORARY MOORING ON THE RIVERFRONT

1. The permittee agrees to vacate the mooring site(s) at the permittee's cost, within 90 days of written request by the City of St. Louis for the implementation of the Riverfront Plan or other municipal purpose(s) as determined solely by the City of St. Louis.
2. Gangplanks and closings shall be located under the supervision and to the satisfaction of the Director of Streets.
3. Gangplanks shall be properly barricaded with flashers during all hours of darkness.
4. Gangplanks shall not impede entrances to buildings, fire lanes, or other vehicle and pedestrian access ways, without written permission from the owner and Director of Streets.
5. Access shall be open to all fire plugs or other utilities.
6. To the extent permitted by law, the permittee is bound hereby to keep harmless and defend the City of St. Louis from all damages which may be sustained by it and all claims which may be made against it by reason of any injury to person or damage to property resulting from anything done in connection with the permit, and for this purpose an insurance policy providing coverage up to One Million Dollars (\$1,000,000) for injury to any one person, Three Million Dollars (\$3,000,000) for injury to any two or more persons, and Three Millions Dollars (\$3,000,000) for property damage, shall be filed with the Street Department or Port Authority before the permit is issued.
7. That the excursion boats are to be operated in accordance with the rules and regulation governing the use of the river. The "Port Service Area" is to be kept in a neat and orderly fashion and free from litter by the permittee. All litter, trash, etc., to be removed immediately or deposited in a dumpster box or boxes as may be required and emptied no later than 24 hours following departure.
8. That, except for cooling water there shall be no discharge of waste into the river. All toilet waste will be disposed by professional contract at the cost of the permittee.
9. That any arrangements for use of electricity, gas, light, heat, power, and telephone used, rendered, or supplied, must be made by the permittee at the full cost of the permittee with the approval of the Director of Streets.

RIVERBOAT PERMIT CONDITIONS

- 10. Additionally, this permit contains the following conditions:**
- A. The Agency agrees to abide by all applicable City Ordinances, State Laws, Federal Laws, Coast Guard, Federal Aviation Administration, Corps of Engineers and any other governmental regulatory requirements which could reasonably be construed to apply to the operation of riverboats affecting public health, safety, and/or quality of life, which agreement is made voluntarily by the Agency in consideration of the City's issuance of this Permit, regardless of whether or not the Agency is obliged to comply with such Laws, Ordinances and/or regulatory requirements.**

Permit fees are based on annual rental rates and will be \$4.31 per one hundred feet (100') per day payable in advance to the City of St. Louis Port Authority.

**Bi-State Development
Board of Commissioners
Agenda Item
February 22, 2019**

From: Taulby Roach, President and Chief Executive Officer
Subject: **Contract Modification: Extension of Gateway Arch Riverfront Marketing Agency Services**
Disposition: Approval
Presentation: Mary Lamie, Executive Director – St. Louis Regional Freightway, and Gregory Smith, Vice President Purchasing, Materials Management and Supplier Diversity

Objective:

To present to the Board of Commissioners, a request for approval of a contract extension and modification to expand the contract period of performance 180 calendar days.

Committee Disposition:

This item was presented and discussed at the Operations Committee meeting on January 15, 2019. The Committee voted to recommend that the Board of Commissioners approve the request that the President & CEO issue a modification to extend the contract by six months, in the amount of \$208,000 with Dovetail, Inc. for continuity of services for the project completion, with the total revised contract amount not to exceed \$2,681,000.

Board Policy:

Board Policy Chapter 50.010 G., *Purchasing*, requires Board of Commissioners to approve contract extensions in excess of 180 days.

Board Policy Chapter 50.010 E., *Purchasing*, requires Board of Commissioners to approve procurements for a contract term, including options, which exceed five (5) years and Competitive Negotiation Procurements which exceed \$500,000.

Funding Source:

The funding source for this contract extension is Operating Revenue, specifically the Advertising & Promotion account for the Arch and Riverboat cost centers. The total contract extension amount will be split between the Gateway Arch and Riverboat cost centers 80% (\$166,894.46) / 20% (\$41,723.62), respectively, totaling \$208,618.08.

Background:

In March 2014, Bi-State Development (**BSD**) awarded a five (5) year Contract to Maring Weissman (D/B/A Dovetail) to provide marketing agency services to assist in the development and implementation of marketing activities for the Gateway Arch Riverfront. The services included marketing, advertising and web development. The contract was for three (3) base years and two (2) option years (March 14, 2014 – March 13, 2019). Currently, the contract is in Option Year 2 – March 14, 2018 – March 13, 2019; the annual contract amount for all five years is \$331,250 for a five-year not-to exceed total of \$1,656,250.

In September 2016, Board of Commissioners approval was obtained to expand the scope and overall contract for the purpose of rebranding the Gateway Arch Riverfront to reflect the new visitor experience as a result of the CityArchRiver (**CAR**) project and other changes at Jefferson National Expansion Memorial (now Gateway Arch National Park) at cost of \$816,750; which increased the not-to-exceed cost to \$2,473,000.

The current contract option year ends at what is effectively the beginning of the 2019 tourist season for the Gateway Arch and Riverboats. For the purposes of continuity of services through the end of the 2019 tourist season, a 180-day contract extension is being recommended.

Analysis:

The contract would be modified to include a 180-day contract extension (March 14, 2019 through September 10, 2019) in the amount of \$208,618.08 to cover the extended period of performance.

Committee Action Requested:

The Operations Committee recommends that the Board of Commissioners approve the request that the President & CEO to issue a modification to extend the contract six months in the amount of \$208,618.08 with Dovetail, Inc. for the purpose of continuity of services. The total revised contract amount would not exceed **\$2,681,618.08**.

**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 MARING WEISSMAN
(D/B/A DOVETAIL) FOR MARKETING SERVICES FOR GATEWAY ARCH
RIVERFRONT**

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(E) requires Board approval to approve procurements for a contract term, including options, which exceed five (5) years and Competitive Negotiation Procurements which exceed \$500,000, and §50.010(G)(2) requiring Board approval for contract extensions in excess of 180 days; and

Whereas, In March 2014, Bi-State Development (BSD) awarded a five (5) year Contract to Maring Weissman (D/B/A Dovetail) to provide marketing services to assist in the development and implementation of marketing activities for the Gateway Arch Riverfront, including marketing, advertising and web development; and

Whereas, the contract was for three (3) base years and two (2) option years (March 14, 2014 – March 13, 2019). Currently, the contract is in Option Year 2 – March 14, 2018 – March 13, 2019; the annual contract amount for all five years is \$331,250 for a five-year not-to exceed total of \$1,656,250; and

Whereas, in September 2016, Board of Commissioners approval was obtained to expand the scope and overall contract for the purpose of rebranding the Gateway Arch Riverfront to reflect the new visitor experience as a result of the CityArchRiver (CAR) project and other changes at Jefferson National Expansion Memorial (now Gateway Arch National Park) at cost of \$816,750; which increased the not-to-exceed cost to \$2,473,000; and

Whereas, the current contract option year ends at what is effectively the beginning of the 2019 tourist season for the Gateway Arch and Riverboats, and for the purposes of continuity of services through the end of the 2019 tourist season, a 180-day contract extension is being recommended, with an additional associated cost of \$208,618.08, to cover the extended period of performance, with a total revised contract amount not to exceed \$2,681,618.08; and

Whereas, it is feasible, necessary and in the public interest for the Agency to approve modifications to the contract with Dovetail, Inc. to extend the contract six (6) months, increasing the contract amount by \$208,618.08, for the purpose of continuity of services, with a total revised contract amount not to exceed \$2,681,618.08, 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 and Extension. The Board of Commissioners hereby approves modifications to the contract with Dovetail, Inc. to extend the contract six (6) months, increasing the contract amount by \$208,618.08, for the purpose of continuity of services, with a total revised contract amount not to exceed \$2,681,618.08, 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 Extension 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 Maring Weissman (D/B/A Dovetail).

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 the Contract Modification and Extension.

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 and Extension.

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 February, 2019.

In Witness Whereof, the undersigned has hereto subscribed her 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

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BI·STATE DEVELOPMENT

Gateway to growth. On both sides of the river.™

Bi-State Development Agency of the
Missouri-Illinois Metropolitan District

2019 Quarterly Financial Statements

First Quarter Ending September 30, 2018





To: John M. Nations
President and Chief Executive Officer

From: Mark G. Vago
Senior Vice President Finance and CFO

Date: November 1, 2018

Subject: Bi-State Development Financial Statements – September 2018

Enclosed is the financial statement package for September 30, 2018. Results, including the analysis and financial position, are provided by operating unit. These results are *unaudited* and subject to change. The financial statements presented are not prepared in conformity with U.S. Generally Accepted Accounting Principles (U.S. GAAP). A U.S. GAAP presentation would include, among other things, revenue and expenses identified as operating or non-operating and segregated accordingly, depreciation shown as an operating expense; full disclosure of all material financial and non-financial events with accompanying footnote disclosures; and a Management Discussion and Analysis (MD&A) section.

A summary of all Bi-State Development (BSD) business divisions and the self-insurance divisions indicate that the combined entity has assets of \$1.4 billion and a net income before depreciation of \$8.5 million for the three months ending September 30, 2018. When analyzing BSD's financial position, the primary focus is on income before depreciation. The majority of the capital program is funded through Federal grants - not profits from operations; therefore, depreciation is not funded. Net loss after depreciation is \$10.7 million. The BSD combined financials are reflected on pages 3-5.

A combining schedule of all business divisions can be viewed on pages 6-8. Within the complete package, each Bi-State Development entity has a comprehensive financial section including Financial Highlights, Statement of Financial Position, Statement of Activities, Detail Schedule of Wages and Benefits, Cash Receipts and Disbursement Schedule, Statement of Cash Flows, and Capital Expenditures for active projects as applicable. These sections are designed to give the reader a comprehensive understanding of the financial operation of each entity.

Table 1 below summarizes BSD Combined Income (Loss) before Depreciation by entity. For the three months ended September 30, 2018, BSD has a net income before depreciation of \$8.5 million compared to a budgeted income of \$0.7 million for a favorable variance of \$7.8 million. Metro and the Gateway Arch Tram represent most of BSD's income before depreciation.

Table 1
BSD Combined Net Income (Loss) before Depreciation and Transfers

	Year-to-Date				
	Actual	Budget	Prior Year	\$ Var Bgt	\$ Var Prior Yr
Enterprise Funds					
Executive Services	\$ 366,768	\$ 356,951	\$ 232,827	\$ 9,817	\$ 133,941
Gateway Arch Tram	1,361,414	1,587,303	510,911	(225,889)	850,503
Metro	5,623,825	(1,255,510)	8,892,156	6,879,335	(3,268,331)
St. Louis Downtown Airport	3,322	32,047	36,110	(28,725)	(32,788)
Riverfront Attractions	689,012	616,102	579,811	72,910	109,201
St. Louis Regional Freightway	(184,786)	(194,954)	(172,314)	10,168	(12,472)
BSD Research Institute	(15,531)	7,593	49,922	(23,124)	(65,453)
Arts In Transit, Inc.	6,724	6,901	29,138	(177)	(22,414)
Total Enterprise Funds	\$ 7,850,748	\$ 1,156,433	\$ 10,158,561	\$ 6,694,315	\$ (2,307,813)
Self-Insurance Funds					
Health	(258,784)	1,243	(2,712,519)	(260,027)	2,453,735
Casualty	423,194	(148,708)	250,771	571,902	172,423
Workers' Compensation	515,001	(297,056)	720,835	812,057	(205,834)
Total Self-Insurance Funds	\$ 679,411	\$ (444,521)	\$ (1,740,913)	\$ 1,123,932	\$ 2,420,324
Total Government Wide	\$ 8,530,159	\$ 711,912	\$ 8,417,648	\$ 7,818,247	\$ 112,511

Table 2 takes into account the impact of depreciation on the financial position of all enterprises resulting in a cumulative \$10.7 million loss.

Table 2
BSD Combined Net Income (Loss)

	Year-to-Date				
	Actual	Budget	Prior Year	\$ Var Bgt	\$ Var Prior Yr
Enterprise Funds					
Executive Services	\$ 366,768	\$ 356,341	\$ 232,827	\$ 10,427	\$ 133,941
Gateway Arch Tram	1,165,174	1,481,214	400,070	(316,040)	765,104
Metro	(13,579,128)	(20,112,033)	(10,054,742)	6,532,905	(3,524,386)
St. Louis Downtown Airport	(304,533)	(301,762)	(317,093)	(2,771)	12,560
Riverfront Attractions	626,241	549,791	515,430	76,450	110,811
St. Louis Regional Freightway	(184,786)	(194,954)	(172,314)	10,168	(12,472)
BSD Research Institute	(18,231)	4,893	49,922	(23,124)	(68,153)
Arts In Transit, Inc.	6,724	6,901	29,138	(177)	(22,414)
Total Enterprise Funds	\$ (11,921,771)	\$ (18,209,609)	\$ (9,316,762)	\$ 6,287,838	\$ (2,605,009)
Self-Insurance Funds					
Health	(258,784)	1,243	(2,712,519)	(260,027)	2,453,735
Casualty	804,393	615	397,435	803,778	406,958
Workers' Compensation	676,550	395	874,952	676,155	(198,402)
Total Self-Insurance Funds	\$ 1,222,159	\$ 2,253	\$ (1,440,132)	\$ 1,219,906	\$ 2,662,291
Total Government Wide	\$ (10,699,612)	\$ (18,207,356)	\$ (10,756,894)	\$ 7,507,744	\$ 57,282

The Finance Division is available for any questions concerning the September 30, 2018 financial report.

Thank you.

COMBINED FINANCIALS

BSD Combined Statement of Financial Position	3
BSD Combined Statement of Activities	5



**Bi-State Development Agency of the
Missouri-Illinois Metropolitan District
Bi-State Development Combined
Quarterly Statement of Financial Position
September 30, 2018
(unaudited)**

	Business Divisions Total	Self-Insurance Divisions Total	Total	Eliminations	Bi-State Development Combined Total
Assets					
Current assets					
Cash	\$ 134,086,950	\$ 20,841,299	\$ 154,928,249	\$ -	\$ 154,928,249
Investments	95,162,606	2,348,988	97,511,594	-	97,511,594
Accounts and notes receivable	33,434,409	77,968	33,512,377	-	33,512,377
Interfund accounts receivable	-	192,241	192,241	(192,241)	-
Restricted accounts receivable Federal, state and local assistance receivable	1,319,521 24,841,411	7,213 -	1,326,734 24,841,411	- -	1,326,734 24,841,411
Materials and supplies inventory	8,775,867	-	8,775,867	-	8,775,867
Other current assets	6,320,059	822,811	7,142,870	-	7,142,870
Total current assets	<u>303,940,823</u>	<u>24,290,520</u>	<u>328,231,343</u>	<u>(192,241)</u>	<u>328,039,102</u>
Capital assets					
Capital assets - motorbus	421,490,976	-	421,490,976	-	421,490,976
Capital assets - paratransit	18,928,309	-	18,928,309	-	18,928,309
Capital assets - lightrail	1,623,351,882	-	1,623,351,882	-	1,623,351,882
Capital assets	72,408,751	-	72,408,751	-	72,408,751
Total capital assets	2,136,179,918	-	2,136,179,918	-	2,136,179,918
Accumulated depreciation	(1,306,588,622)	-	(1,306,588,622)	-	(1,306,588,622)
Total capital assets, net	<u>829,591,296</u>	<u>-</u>	<u>829,591,296</u>	<u>-</u>	<u>829,591,296</u>
Land	100,618,913	-	100,618,913	-	100,618,913
Construction-in-process	15,843,379	-	15,843,379	-	15,843,379
Total capital assets	<u>946,053,588</u>	<u>-</u>	<u>946,053,588</u>	<u>-</u>	<u>946,053,588</u>
Non-current assets					
Restricted investments	112,588,770	-	112,588,770	-	112,588,770
Deferred charges	212,472	-	212,472	-	212,472
Other non-current assets, net amort	392,803	-	392,803	-	392,803
Total non-current assets	<u>113,194,045</u>	<u>-</u>	<u>113,194,045</u>	<u>-</u>	<u>113,194,045</u>
Total assets	<u>1,363,188,456</u>	<u>24,290,520</u>	<u>1,387,478,976</u>	<u>(192,241)</u>	<u>1,387,286,735</u>
Deferred outflow of resources					
Deferred pension loss	12,290,899	-	12,290,899	-	12,290,899
Deferred pension expense	2,705,100	-	2,705,100	-	2,705,100
Deferred unfunded OPEB loss	7,854,426	-	7,854,426	-	7,854,426
Deferred loss on debt refunding	2,289,724	-	2,289,724	-	2,289,724
Total deferred outflow of resources	<u>25,140,149</u>	<u>-</u>	<u>25,140,149</u>	<u>-</u>	<u>25,140,149</u>
Total	<u>\$ 1,388,328,605</u>	<u>\$ 24,290,520</u>	<u>\$ 1,412,619,125</u>	<u>\$ (192,241)</u>	<u>\$ 1,412,426,884</u>

**Bi-State Development Agency of the
Missouri-Illinois Metropolitan District
Bi-State Development Combined
Quarterly Statement of Financial Position
September 30, 2018
(unaudited)**

	Business Divisions Total	Self-Insurance Divisions Total	Total	Eliminations	Bi-State Development Combined Total
Liabilities					
Current liabilities					
Accounts payable	\$ 5,268,085	\$ -	\$ 5,268,085	\$ -	\$ 5,268,085
Interfund accounts payable	(2,015,147)	2,207,388	192,241	(192,241)	-
Accrued expenses	20,282,548	93,000	20,375,548	-	20,375,548
Other current liabilities	23,052,866	-	23,052,866	-	23,052,866
Total current liabilities	<u>46,588,352</u>	<u>2,300,388</u>	<u>48,888,740</u>	<u>(192,241)</u>	<u>48,696,499</u>
Current liab payable from restricted assets					
Accounts payable and retention	1,464,377	-	1,464,377	-	1,464,377
Accrued interest payable	10,372,227	-	10,372,227	-	10,372,227
Short-term self-insurance	140,487	9,290,000	9,430,487	-	9,430,487
Medical self-insurance liability	100	3,897,611	3,897,711	-	3,897,711
Current portion of long-term debt	9,189,693	-	9,189,693	-	9,189,693
Total current liabilities payable	<u>21,166,884</u>	<u>13,187,611</u>	<u>34,354,495</u>	<u>-</u>	<u>34,354,495</u>
from restricted assets	<u>21,166,884</u>	<u>13,187,611</u>	<u>34,354,495</u>	<u>-</u>	<u>34,354,495</u>
Total current liabilities	<u>67,755,236</u>	<u>15,487,999</u>	<u>83,243,235</u>	<u>(192,241)</u>	<u>83,050,994</u>
Non-current liabilities					
Other post-employment benefits	66,281,626	359,965	66,641,591	-	66,641,591
Long-term self-insurance	300,451	10,914,000	11,214,451	-	11,214,451
Long-term debt	530,602,264	-	530,602,264	-	530,602,264
Capital lease obligations	112,588,772	-	112,588,772	-	112,588,772
Unfunded pension liabilities	83,086,826	230,724	83,317,550	-	83,317,550
Other non-current liabilities	6,183,118	-	6,183,118	-	6,183,118
Total non-current liabilities	<u>799,043,057</u>	<u>11,504,689</u>	<u>810,547,746</u>	<u>-</u>	<u>810,547,746</u>
Total liabilities	<u>866,798,293</u>	<u>26,992,688</u>	<u>893,790,981</u>	<u>(192,241)</u>	<u>893,598,740</u>
Deferred Inflow of Resources					
Deferred gain on hedging instruments	3,498,029	-	3,498,029	-	3,498,029
Deferred Unfunded OPEB Gain	378,826	-	378,826	-	378,826
Deferred pension gain 788 ATU and cl	7,049,127	-	7,049,127	-	7,049,127
Deferred pension gain IBEW	171,705	-	171,705	-	171,705
Deferred pension gain salaried	2,424,789	-	2,424,789	-	2,424,789
Total deferred inflow of resources	<u>13,522,476</u>	<u>-</u>	<u>13,522,476</u>	<u>-</u>	<u>13,522,476</u>
Net Position					
Net position - capital investments	486,980,573	-	486,980,573	-	486,980,573
Net position	32,949,034	(3,924,327)	29,024,707	-	29,024,707
Net income (loss)	(11,921,771)	1,222,159	(10,699,612)	-	(10,699,612)
Total net position	<u>508,007,836</u>	<u>(2,702,168)</u>	<u>505,305,668</u>	<u>-</u>	<u>505,305,668</u>
Total	<u>\$ 1,388,328,605</u>	<u>\$ 24,290,520</u>	<u>\$ 1,412,619,125</u>	<u>\$ (192,241)</u>	<u>\$ 1,412,426,884</u>

**Bi-State Development Agency of the
Missouri-Illinois Metropolitan District
Bi-State Development Combined
Statement of Activities
For the Three Months Ended September 30, 2018
(unaudited)**

	Business Divisions Total	Self-Insurance Divisions Total	Total	Eliminations	Bi-State Development Combined Total
Revenue					
Passenger and service revenues	\$ 16,270,161	\$ -	\$ 16,270,161	\$ -	\$ 16,270,161
City of St. Louis	10,690,465	-	10,690,465	-	10,690,465
St. Louis County	38,752,639	-	38,752,639	-	38,752,639
St. Clair County Transit District	15,181,404	-	15,181,404	-	15,181,404
State of Missouri and Illinois	291,919	-	291,919	-	291,919
Federal funding	4,194,632	-	4,194,632	-	4,194,632
Other local/regional funding	67,190	-	67,190	-	67,190
Not-for-profit	13,520	-	13,520	-	13,520
Advertising, maint services, rental income	1,566,600	-	1,566,600	-	1,566,600
Interest income	871,507	100,794	972,301	-	972,301
Other operating revenue	292,508	-	292,508	-	292,508
Charges for services	-	12,315,239	12,315,239	(10,440,108)	1,875,131
Total revenue	88,192,545	12,416,033	100,608,578	(10,440,108)	90,168,470
Expense					
Wages and benefits	53,029,860	462,318	53,492,178	-	53,492,178
Services	8,078,604	67,596	8,146,200	-	8,146,200
Fuel and lube consumed	3,028,941	-	3,028,941	-	3,028,941
Materials and supplies	5,571,718	2,209	5,573,927	-	5,573,927
Utilities	2,211,686	1,913	2,213,599	-	2,213,599
Casualty and liability costs	1,965,004	274,269	2,239,273	-	2,239,273
Other expenses	1,317,860	20,461	1,338,321	-	1,338,321
Interest expense	4,729,029	-	4,729,029	-	4,729,029
Contribution to outside entities	357,249	-	357,249	-	357,249
Other non-operating expense	51,846	-	51,846	-	51,846
Claims paid and insurance administrative costs	-	10,907,856	10,907,856	(10,440,108)	467,748
Total expense	80,341,797	11,736,622	92,078,419	(10,440,108)	81,638,311
Income (loss) before depreciation	7,850,748	679,411	8,530,159	-	8,530,159
Depreciation and amortization expense	19,229,771	-	19,229,771	-	19,229,771
Net income (loss) before transfers	(11,379,023)	679,411	(10,699,612)	-	(10,699,612)
Net transfers in (out)	(542,748)	542,748	-	-	-
Net income (loss)	\$ (11,921,771)	\$ 1,222,159	\$ (10,699,612)	\$ -	\$ (10,699,612)

BUSINESS DIVISIONS

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**Bi-State Development Agency of the
Missouri-Illinois Metropolitan District
Business Divisions
Quarterly Statement of Financial Position
September 30, 2018
(unaudited)**

	Executive Services	Gateway Arch Tram	Riverfront Attractions	St. Louis Downtown Airport	Metro	St. Louis Regional Freightway	Bi-State Development Research Inst.	Arts In Transit, Inc.	Totals	Interfund Eliminations	Totals After Eliminations
Assets											
Current assets											
Cash	\$ 6,301,955	\$ 15,155,511	\$ 251,813	\$ 1,502,219	\$ 110,707,402	\$ 4,922	\$ 83,130	\$ 79,998	\$ 134,086,950	\$ -	\$ 134,086,950
Investments	-	-	-	-	95,162,606	-	-	-	95,162,606	-	95,162,606
Accounts and notes receivable	139,842	3,393	5,457	29,228	33,251,489	-	-	5,000	33,434,409	-	33,434,409
Interfund accounts receivable	-	-	-	-	5,728,806	-	-	-	5,728,806	(5,728,806)	-
Restricted accounts receivable	-	-	-	-	1,319,521	-	-	-	1,319,521	-	1,319,521
Federal, state and local assistance receivable	(371)	7,619	-	-	24,834,163	-	-	-	24,841,411	-	24,841,411
Materials and supplies inventory	-	-	46,197	65,457	8,664,213	-	-	-	8,775,867	-	8,775,867
Other current assets	113,705	64,761	110,420	71,921	5,914,252	-	45,000	-	6,320,059	-	6,320,059
Total current assets	6,555,131	15,231,284	413,887	1,668,825	285,582,452	4,922	128,130	84,998	309,669,629	(5,728,806)	303,940,823
Capital assets											
Capital assets - motorbus	-	-	-	-	421,490,976	-	-	-	421,490,976	-	421,490,976
Capital assets - paratransit	-	-	-	-	18,928,309	-	-	-	18,928,309	-	18,928,309
Capital assets - lightrail	-	-	-	-	1,623,351,882	-	-	-	1,623,351,882	-	1,623,351,882
Capital assets	-	16,906,441	5,103,118	50,138,642	-	-	260,550	-	72,408,751	-	72,408,751
Total capital assets	-	16,906,441	5,103,118	50,138,642	2,063,771,167	-	260,550	-	2,136,179,918	-	2,136,179,918
Accumulated depreciation	-	(7,767,383)	(4,058,798)	(36,158,238)	(1,258,604,203)	-	-	-	(1,306,588,622)	-	(1,306,588,622)
Total capital assets, net	-	9,139,058	1,044,320	13,980,404	805,166,964	-	260,550	-	829,591,296	-	829,591,296
Land	-	-	-	4,542,564	96,076,349	-	-	-	100,618,913	-	100,618,913
Construction-in-process	-	360,717	43,878	508,813	14,929,971	-	-	-	15,843,379	-	15,843,379
Total capital assets	-	9,499,775	1,088,198	19,031,781	916,173,284	-	260,550	-	946,053,588	-	946,053,588
Non-current assets											
Restricted investments	-	-	-	-	112,588,770	-	-	-	112,588,770	-	112,588,770
Deferred charges	-	-	-	212,472	-	-	-	-	212,472	-	212,472
Other non-current assets, net amort	-	-	-	-	392,803	-	-	-	392,803	-	392,803
Total non-current assets	-	-	-	212,472	112,981,573	-	-	-	113,194,045	-	113,194,045
Total assets	6,555,131	24,731,059	1,502,085	20,913,078	1,314,737,309	4,922	388,680	84,998	1,368,917,262	(5,728,806)	1,363,188,456
Deferred outflow of resources											
Deferred pension loss	-	-	-	-	12,290,899	-	-	-	12,290,899	-	12,290,899
Deferred pension expense	-	-	-	-	2,705,100	-	-	-	2,705,100	-	2,705,100
Deferred unfunded OPEB loss	-	-	-	-	7,854,426	-	-	-	7,854,426	-	7,854,426
Deferred loss on debt refunding	-	-	-	-	2,289,724	-	-	-	2,289,724	-	2,289,724
Total deferred outflow of resources	-	-	-	-	25,140,149	-	-	-	25,140,149	-	25,140,149
Total	\$ 6,555,131	\$ 24,731,059	\$ 1,502,085	\$ 20,913,078	\$ 1,339,877,458	\$ 4,922	\$ 388,680	\$ 84,998	\$ 1,394,057,411	\$ (5,728,806)	\$ 1,388,328,605

**Bi-State Development Agency of the
Missouri-Illinois Metropolitan District
Business Divisions
Quarterly Statement of Financial Position
September 30, 2018
(unaudited)**

	Executive Services	Gateway Arch Tram	Riverfront Attractions	St. Louis Downtown Airport	Metro	St. Louis Regional Freightway	Bi-State Development Research Inst.	Arts In Transit, Inc.	Totals	Interfund Eliminations	Totals After Eliminations
Liabilities											
Current liabilities											
Accounts payable	\$ 70,128	\$ 418,393	\$ 24,327	\$ 700	\$ 4,754,537	\$ -	\$ -	\$ -	\$ 5,268,085	\$ -	\$ 5,268,085
Interfund accounts payable	197,763	1,279,503	376,831	254,782	-	1,582,782	21,998	-	3,713,659	(5,728,806)	(2,015,147)
Accrued expenses	300,930	76,520	123,100	54,900	19,697,598	29,500	-	-	20,282,548	-	20,282,548
Other current liabilities	30,000	107,083	45,564	62,641	22,716,275	10,055	81,248	-	23,052,866	-	23,052,866
Total current liabilities	598,821	1,881,499	569,822	373,023	47,168,410	1,622,337	103,246	-	52,317,158	(5,728,806)	46,588,352
Current liab payable from restricted assets											
Accounts payable and retention	-	264,877	-	-	1,199,500	-	-	-	1,464,377	-	1,464,377
Accrued interest payable	-	98,458	-	-	10,273,769	-	-	-	10,372,227	-	10,372,227
Short-term insurance	-	-	-	-	140,487	-	-	-	140,487	-	140,487
Medical self-insurance liability	-	-	-	-	100	-	-	-	100	-	100
Current portion of long-term debt	-	159,693	-	-	9,030,000	-	-	-	9,189,693	-	9,189,693
Total current liabilities payable from restricted assets	-	523,028	-	-	20,643,856	-	-	-	21,166,884	-	21,166,884
Total current liabilities	598,821	2,404,527	569,822	373,023	67,812,266	1,622,337	103,246	-	73,484,042	(5,728,806)	67,755,236
Non-current liabilities											
Other post-employment benefits	892,268	-	308,979	347,222	64,599,182	133,975	-	-	66,281,626	-	66,281,626
Long-term insurance	-	-	-	-	300,451	-	-	-	300,451	-	300,451
Long-term debt	-	7,195,353	-	-	523,406,911	-	-	-	530,602,264	-	530,602,264
Capital lease obligations	-	-	-	-	112,588,772	-	-	-	112,588,772	-	112,588,772
Unfunded pension liabilities	160,559	41,576	243,268	12,344	82,625,585	3,494	-	-	83,086,826	-	83,086,826
Other non-current liabilities	-	-	-	-	6,183,118	-	-	-	6,183,118	-	6,183,118
Total non-current liabilities	1,052,827	7,236,929	552,247	359,566	789,704,019	137,469	-	-	799,043,057	-	799,043,057
Total liabilities	1,651,648	9,641,456	1,122,069	732,589	857,516,285	1,759,806	103,246	-	872,527,099	(5,728,806)	866,798,293
Deferred Inflow of Resources											
Deferred gain on hedging instruments	-	-	-	-	3,498,029	-	-	-	3,498,029	-	3,498,029
Deferred Unfunded OPEB Gain	-	-	-	-	378,826	-	-	-	378,826	-	378,826
Deferred pension gain 788 ATU and clerical	-	-	-	-	7,049,127	-	-	-	7,049,127	-	7,049,127
Deferred pension gain IBEW	-	-	-	-	171,705	-	-	-	171,705	-	171,705
Deferred pension gain salaried	-	-	-	-	2,424,789	-	-	-	2,424,789	-	2,424,789
Total deferred inflow of resources	-	-	-	-	13,522,476	-	-	-	13,522,476	-	13,522,476
Net Position											
Net position - capital investments	-	16,970,177	1,088,198	19,031,781	449,890,417	-	-	-	486,980,573	-	486,980,573
Net position - unrestricted	4,536,715	(3,045,748)	(1,334,423)	1,453,241	32,527,408	(1,570,098)	303,665	78,274	32,949,034	-	32,949,034
Net income (loss)	366,768	1,165,174	626,241	(304,533)	(13,579,128)	(184,786)	(18,231)	6,724	(11,921,771)	-	(11,921,771)
Total net position	4,903,483	15,089,603	380,016	20,180,489	468,838,697	(1,754,884)	285,434	84,998	508,007,836	-	508,007,836
Total	\$ 6,555,131	\$ 24,731,059	\$ 1,502,085	\$ 20,913,078	\$ 1,339,877,458	\$ 4,922	\$ 388,680	\$ 84,998	\$ 1,394,057,411	\$ (5,728,806)	\$ 1,388,328,605

**Bi-State Development Agency of the
Missouri-Illinois Metropolitan District
Business Divisions
Combining Statement of Activities by Business Division
For the Three Months Ended September 30, 2018
(unaudited)**

	Executive Services	Gateway Arch Tram	Riverfront Attractions	St. Louis Downtown Airport	Metro	St. Louis Regional Freightway	Bi-State Development Research Inst.	Arts In Transit, Inc.	Totals	Eliminations	Totals After Eliminations
Revenue											
Passenger and service revenues	\$ -	\$ 3,341,800	\$ 1,568,672	\$ 337,817	\$ 11,044,434	\$ -	\$ -	\$ -	\$ 16,292,723	\$ (22,562)	\$ 16,270,161
Interfund administrative fees	1,264,185	-	-	-	-	-	-	-	1,264,185	(1,264,185)	-
City of St. Louis	-	-	-	-	10,690,465	-	-	-	10,690,465	-	10,690,465
St. Louis County	-	-	-	-	38,752,639	-	-	-	38,752,639	-	38,752,639
St. Clair County Transit District	-	-	-	-	15,181,404	-	-	-	15,181,404	-	15,181,404
State of Missouri and Illinois	-	-	-	-	291,919	-	-	-	291,919	-	291,919
Federal funding	-	-	-	-	4,194,632	-	-	-	4,194,632	-	4,194,632
Other local/regional funding	-	-	-	-	67,190	-	-	-	67,190	-	67,190
Not-for-profit	-	-	-	-	-	-	-	13,520	13,520	-	13,520
Contributions	-	-	-	-	-	-	46,275	63,064	109,339	(109,339)	-
Advertising, maint services, rental income	3,900	11,397	47,568	30,644	1,466,891	6,200	-	-	1,566,600	-	1,566,600
Interest income	16,491	46,927	-	6,977	800,995	117	-	-	871,507	-	871,507
Other operating revenue	171,779	90,932	-	29,797	-	-	-	-	292,508	-	292,508
Total revenue	1,456,355	3,491,056	1,616,240	405,235	82,490,569	6,317	46,275	76,584	89,588,631	(1,396,086)	88,192,545
Expense											
Wages and benefits	738,299	628,909	504,600	200,046	50,871,859	86,147	36,135	28,321	53,094,316	(64,456)	53,029,860
Services	256,052	401,508	111,764	40,453	7,152,750	94,191	15,090	20,921	8,092,729	(14,125)	8,078,604
Fuel and lube consumed	-	-	30,730	6,229	2,991,982	-	-	-	3,028,941	-	3,028,941
Materials and supplies	5,197	74,044	188,318	14,582	5,288,645	932	-	-	5,571,718	-	5,571,718
Utilities	689	27,761	23,361	41,016	2,118,478	-	381	139	2,211,825	(139)	2,211,686
Casualty and liability costs	12,047	13,826	34,099	13,643	1,891,389	-	-	-	1,965,004	-	1,965,004
Other expenses	77,303	623,579	34,356	85,944	1,773,532	9,833	10,200	20,479	2,635,226	(1,317,366)	1,317,860
Interest expense	-	73,845	-	-	4,655,184	-	-	-	4,729,029	-	4,729,029
Contribution to outside entities	-	286,170	-	-	71,079	-	-	-	357,249	-	357,249
Other non-operating expense	-	-	-	-	51,846	-	-	-	51,846	-	51,846
Total expense	1,089,587	2,129,642	927,228	401,913	76,866,744	191,103	61,806	69,860	81,737,883	(1,396,086)	80,341,797
Income (loss) before depreciation	366,768	1,361,414	689,012	3,322	5,623,825	(184,786)	(15,531)	6,724	7,850,748	-	7,850,748
Depreciation and amortization expense	-	194,940	62,771	307,855	18,661,505	-	2,700	-	19,229,771	-	19,229,771
Net income (loss) before transfers	366,768	1,166,474	626,241	(304,533)	(13,037,680)	(184,786)	(18,231)	6,724	(11,379,023)	-	(11,379,023)
Net transfers in (out)	-	(1,300)	-	-	(541,448)	-	-	-	(542,748)	-	(542,748)
Net income (loss)	\$ 366,768	\$ 1,165,174	\$ 626,241	\$ (304,533)	\$ (13,579,128)	\$ (184,786)	\$ (18,231)	\$ 6,724	\$ (11,921,771)	\$ -	\$ (11,921,771)

EXECUTIVE SERVICES



**BI-STATE
DEVELOPMENT**

Gateway to growth. On both sides of the river.™

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Executive Services

For the Three Months Ended September 30, 2018

(Preliminary, subject to audit)

Fast Facts

Executive Services is a service company supporting all Bi-State Development operating units.

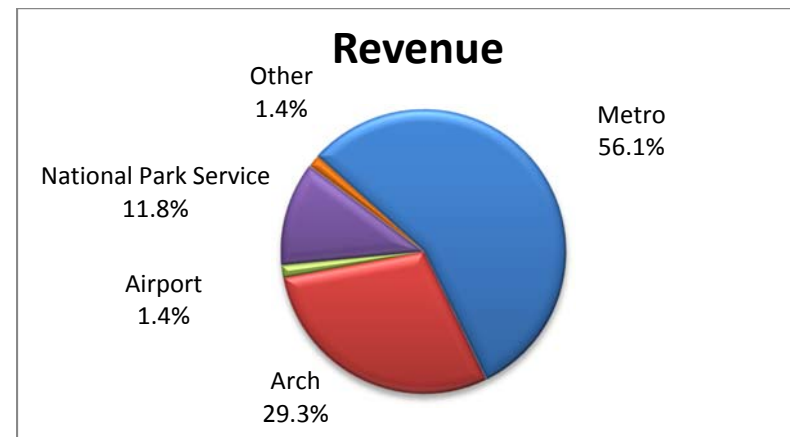
The Government Finance Officers Association of the United States recently presented BSD with the GFOA Award for Outstanding Achievement in Popular Annual Financial Reporting for its Fiscal Year 2017 Annual Financial Report.

Madison County Board Chairman Kurt Prenzler appointed Derrick Cox to the Bi-State Development Board of Commissioners. Commissioner Cox replaces David Dietzel on the Board of Commissioners.

Financial Data

Income before depreciation is \$366.8 thousand and 57.5% more than the prior year. Revenues are up 26.6% and expenses are up 18.8%, compared to fiscal year 2018.

Total revenue includes the management fee assessments to Bi-State Development business units and the National Park Service. Total revenue is \$1.5 million, the increase from fiscal year 2018, primarily due to increased tourism at the renovated Gateway Arch. Metro transit's management fee is assessed on a percent of Executive Services total operating expense.



Executive Services

For the Three Months Ended September 30, 2018

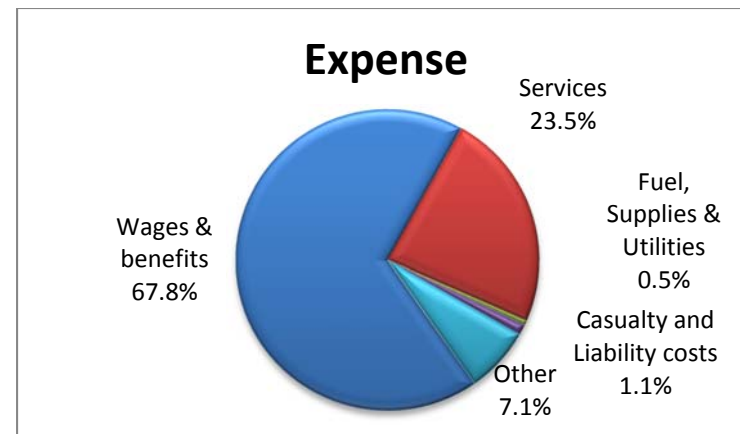
(Preliminary, subject to audit)

Total expense is \$1.1 million compared to \$.9 million in fiscal year 2018.

Wages and benefits are 5.6% greater than fiscal year 2018 and 1.2% less than budget, due to a year over year increase in personnel.

Services are 63.2% greater than fiscal year 2018 and 35.4% less than budget. An increase in auditor and consulting fees and data processing service contribute to the increase from prior fiscal year.

Other expenses are 31.5% higher than fiscal year 2018 due to higher expenses for travel, meetings, mileage, parking, and temporary help.



Executive Services
Quarterly Statement of Financial Position
September 30, 2018
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Assets							
Current assets							
Cash	\$ 6,301,955	\$ 3,783,084	\$ 2,518,871	66.6	\$ 4,221,526	\$ 2,080,429	49.3
Accounts and notes receivable	139,842	110,772	29,070	26.2	36,622	103,220	281.9
Interfund accounts receivable	-	2,137,390	(2,137,390)	(100.0)	1,692,752	(1,692,752)	(100.0)
Federal, state and local assistance receivable	(371)	-	(371)	n/a	-	(371)	n/a
Other current assets	113,705	2,924	110,781	n/a	146,460	(32,755)	(22.4)
Total current assets	<u>6,555,131</u>	<u>6,034,170</u>	<u>520,961</u>	8.6	<u>6,097,360</u>	<u>457,771</u>	7.5
Capital assets							
Capital assets	-	-	-	n/a	23,883	(23,883)	(100.0)
Accumulated depreciation	-	-	-	n/a	(23,883)	23,883	100.0
Total assets	<u>6,555,131</u>	<u>6,034,170</u>	<u>520,961</u>	8.6	<u>6,097,360</u>	<u>457,771</u>	7.5
Total	<u>\$ 6,555,131</u>	<u>\$ 6,034,170</u>	<u>\$ 520,961</u>	8.6	<u>\$ 6,097,360</u>	<u>\$ 457,771</u>	7.5

Executive Services
Quarterly Statement of Financial Position
September 30, 2018
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Liabilities							
Current liabilities							
Accounts payable	\$ 70,128	\$ 143,729	\$ (73,601)	(51.2)	\$ 88,879	\$ (18,751)	(21.1)
Interfund accounts payable	197,763	-	197,763	n/a	-	197,763	n/a
Accrued expenses	300,930	300,900	30	-	267,117	33,813	12.7
Other current liabilities	30,000	-	30,000	n/a	130,000	(100,000)	(76.9)
Total current liabilities	598,821	444,629	154,192	34.7	485,996	112,825	23.2
Non-current liabilities							
Other post-employment benefits	892,268	892,268	-	-	922,573	(30,305)	(3.3)
Unfunded pension liabilities	160,559	160,559	-	-	191,121	(30,562)	(16.0)
Total non-current liabilities	1,052,827	1,052,827	-	-	1,113,694	(60,867)	(5.5)
Total liabilities	1,651,648	1,497,456	154,192	10.3	1,599,690	51,958	3.2
Net Position							
Net position	4,536,715	4,264,843	271,872	6.4	4,264,843	271,872	6.4
Net income (loss)	366,768	271,871	94,897	34.9	232,827	133,941	57.5
Total net position	4,903,483	4,536,714	366,769	8.1	4,497,670	405,813	9.0
Total	\$ 6,555,131	\$ 6,034,170	\$ 520,961	8.6	\$ 6,097,360	\$ 457,771	7.5

Executive Services
Statement of Activities
For the Quarter Ended September 30, 2018
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Revenue										
Admin fees - Transit	\$ 817,190	\$ 894,847	\$ (77,657)	(8.7)	\$ 687,828	\$ 817,190	\$ 894,847	\$ (77,657)	(8.7)	\$ 687,828
Admin fees - Gateway Arch	426,733	490,241	(63,508)	(13.0)	312,925	426,733	490,241	(63,508)	(13.0)	312,925
Admin fees - Airport	20,262	22,199	(1,937)	(8.7)	19,552	20,262	22,199	(1,937)	(8.7)	19,552
National Park Service management fee	171,779	112,495	59,284	52.7	115,192	171,779	112,495	59,284	52.7	115,192
Other operating revenue	3,900	74,024	(70,124)	(94.7)	3,283	3,900	74,024	(70,124)	(94.7)	3,283
Interest income	16,491	11,500	4,991	43.4	11,149	16,491	11,500	4,991	43.4	11,149
Total revenue	<u>1,456,355</u>	<u>1,605,306</u>	<u>(148,951)</u>	<u>(9.3)</u>	<u>1,149,929</u>	<u>1,456,355</u>	<u>1,605,306</u>	<u>(148,951)</u>	<u>(9.3)</u>	<u>1,149,929</u>
Expense										
Wages and benefits ¹	738,299	746,963	8,664	1.2	699,437	738,299	746,963	8,664	1.2	699,437
Services	256,052	396,124	140,072	35.4	156,928	256,052	396,124	140,072	35.4	156,928
Materials and supplies	5,197	7,294	2,097	28.7	1,247	5,197	7,294	2,097	28.7	1,247
Utilities	689	1,841	1,152	62.6	707	689	1,841	1,152	62.6	707
Casualty and liability costs	12,047	-	(12,047)	-	-	12,047	-	(12,047)	-	-
Other expenses	77,303	96,133	18,830	19.6	58,783	77,303	96,133	18,830	19.6	58,783
Total expense	<u>1,089,587</u>	<u>1,248,355</u>	<u>158,768</u>	<u>12.7</u>	<u>917,102</u>	<u>1,089,587</u>	<u>1,248,355</u>	<u>158,768</u>	<u>12.7</u>	<u>917,102</u>
Income (loss) before depreciation	<u>366,768</u>	<u>356,951</u>	<u>9,817</u>	<u>2.8</u>	<u>232,827</u>	<u>366,768</u>	<u>356,951</u>	<u>9,817</u>	<u>2.8</u>	<u>232,827</u>
Depreciation and amortization expense	-	610	610	100.0	-	-	610	610	100.0	-
Net income (loss)	<u>\$ 366,768</u>	<u>\$ 356,341</u>	<u>\$ 10,427</u>	<u>2.9</u>	<u>\$ 232,827</u>	<u>\$ 366,768</u>	<u>\$ 356,341</u>	<u>\$ 10,427</u>	<u>2.9</u>	<u>\$ 232,827</u>

¹ - Detailed schedule included.

Executive Services
Detailed Schedule of Wages and Benefits
For the Quarter Ended September 30, 2018
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Personnel expense										
Wages	\$ 598,708	\$ 592,658	\$ (6,050)	(1.0)	\$ 542,942	\$ 598,708	\$ 592,658	\$ (6,050)	(1.0)	\$ 542,942
Company paid benefits										
Payroll related taxes and insurance										
FICA	36,496	45,338	8,842	19.5	36,794	36,496	45,338	8,842	19.5	36,794
Unemployment insurance	165	1,575	1,410	89.5	87	165	1,575	1,410	89.5	87
Worker's compensation insurance	-	1,807	1,807	100.0	-	-	1,807	1,807	100.0	-
Health and welfare										
Medical	47,313	38,838	(8,475)	(21.8)	40,594	47,313	38,838	(8,475)	(21.8)	40,594
Dental	1,578	1,228	(350)	(28.5)	1,267	1,578	1,228	(350)	(28.5)	1,267
Other post employment benefits	-	10,915	10,915	100.0	16,013	-	10,915	10,915	100.0	16,013
Life insurance / AD&D	1,001	324	(677)	(209.0)	934	1,001	324	(677)	(209.0)	934
Short and long term disability	3,768	3,190	(578)	(18.1)	3,478	3,768	3,190	(578)	(18.1)	3,478
FMLA administration expense	-	176	176	100.0	-	-	176	176	100.0	-
EAP expense	83	85	2	2.4	79	83	85	2	2.4	79
Retirement										
Pension expense	16,575	19,632	3,057	15.6	28,566	16,575	19,632	3,057	15.6	28,566
401 K contributions	32,612	31,197	(1,415)	(4.5)	28,683	32,612	31,197	(1,415)	(4.5)	28,683
Other										
Total company paid benefits	<u>139,591</u>	<u>154,305</u>	<u>14,714</u>	9.5	<u>156,495</u>	<u>139,591</u>	<u>154,305</u>	<u>14,714</u>	9.5	<u>156,495</u>
Total wages and benefits	<u>\$ 738,299</u>	<u>\$ 746,963</u>	<u>\$ 8,664</u>	1.2	<u>\$ 699,437</u>	<u>\$ 738,299</u>	<u>\$ 746,963</u>	<u>\$ 8,664</u>	1.2	<u>\$ 699,437</u>

**Executive Services
Cash Receipts and Disbursements Schedule
For the Quarter Ended September 30, 2018
(unaudited)**

<u>Description</u>	<u>Total</u>	<u>Executive Services Operating Fund</u>	<u>Investments Operating Fund</u>	<u>Other Restricted Fund</u>
Balance at July 1, 2018				
Cash & Investments	\$ 3,783,084	\$ 265	\$ 3,565,109	\$ 217,710
Add:				
Metro	232,183	80,570	151,613	-
Gateway Arch	507,834	-	507,834	-
St Louis Downtown Airport	6,798	6,798	-	-
Riverfront Attractions	420,013	420,013	-	-
St. Louis Regional Freightway	-	-	-	-
Investment maturity	2,073,851	56,012	2,017,839	-
Interest received	16,491	-	16,491	-
Total cash receipts	<u>3,257,170</u>	<u>563,393</u>	<u>2,693,777</u>	<u>-</u>
Interfund transfers	-	2,017,839	(2,017,839)	-
Less:				
Cash disbursements	(738,299)	(482,205)	(256,094)	-
Total cash disbursements	<u>(738,299)</u>	<u>(482,205)</u>	<u>(256,094)</u>	<u>-</u>
Balance at September 30, 2018				
Cash & Investments	<u>\$ 6,301,955</u>	<u>\$ 2,099,292</u>	<u>\$ 3,984,953</u>	<u>\$ 217,710</u>

Executive Services
Statement of Cash Flows
For the Three Months Ended September 30, 2018
(unaudited)

Cash flows from operating activities		Supplemental disclosure of cash flow information
Receipts from customers	\$ 146,609	
Payments to employees	(738,269)	Noncash Activities:
Payments to vendors	(493,623)	None
Payments for self-insurance	(12,047)	
Receipts (payments) from inter-fund activity	<u>3,599,338</u>	
Net cash provided by (used in) operating activities	<u>2,502,008</u>	
Cash flows from non capital financing activities		
Operating assistance received	371	
Net cash provided by (used in) non capital financing activities	<u>371</u>	
Cash flows from capital and related financing activities		
None		
Cash flow from capital and related financing activities	<u>-</u>	
Cash flows from investing activities		
Interest received	<u>16,491</u>	
Net cash provided by (used in) investing activities	<u>16,491</u>	
Net increase (decrease) in cash and cash equivalents	2,518,870	
Cash and cash equivalents, beginning of year	<u>3,783,085</u>	
Cash and cash equivalents, year to date	<u>\$ 6,301,955</u>	

Executive Services
Capital Expenditures for Active Projects
For the Quarter Ended September 30, 2018
(unaudited)

Description	<u>Budget</u>	<u>Current</u>	<u>Year-To-Date</u>	<u>Life-To-Date</u>	<u>Balance</u>
Project #	\$ -	\$ -	\$ -	\$ -	\$ -
Total Active Projects	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>



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Gateway Arch Tram

For the Three Months Ended September 30, 2018

(Preliminary, subject to audit)

Fast Facts

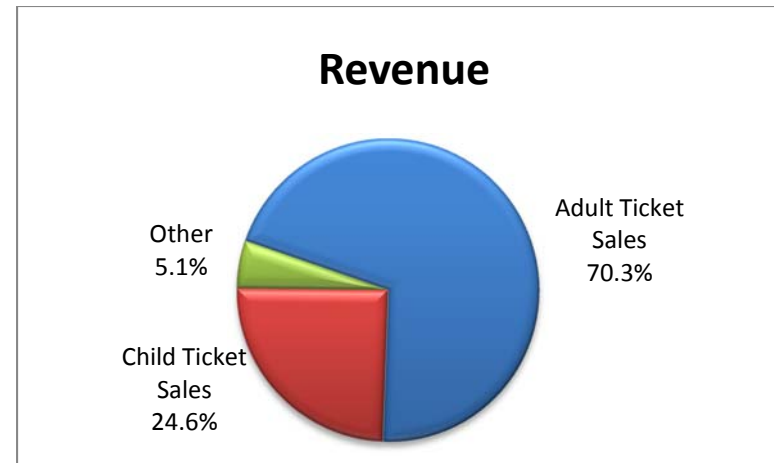
On July 3, 2018 CityArchRiver project partners – the National Park Service, Gateway Arch Park Foundation, Bi-State Development, Great Rivers Greenway, Jefferson National Parks Association and the City of St. Louis – marked the grand opening of the Museum at the Gateway Arch. Several celebratory events, including a ribbon cutting ceremony with local, regional and national dignitaries – including Secretary of the Interior Ryan Zinke – and a community celebration in the park’s North Gateway marked the completion of the \$380-million CityArchRiver project to renovate the national park, the St. Louis Riverfront and Kiener Plaza.

Attendance at the Arch continues to be strong as guests experience the new interactive exhibits and tour experience.

Financial Data

Income before depreciation for the Gateway Arch Tram is \$1.4 million.

Revenue is \$3.5 million and is \$0.8 million more than the prior year primarily due to a 24.3% increase in tram ticket sales as a result of both trams being operational and the Grand Opening of the renovated museum.



Gateway Arch Tram

For the Three Months Ended September 30, 2018

(Preliminary, subject to audit)

Total expense is \$2.1 million comparable to FY 2018.

Wages and benefits \$0.6 million in expense is 17.7% greater than prior year primarily due to the extra staffing needed since the Arch Trams are fully operational.

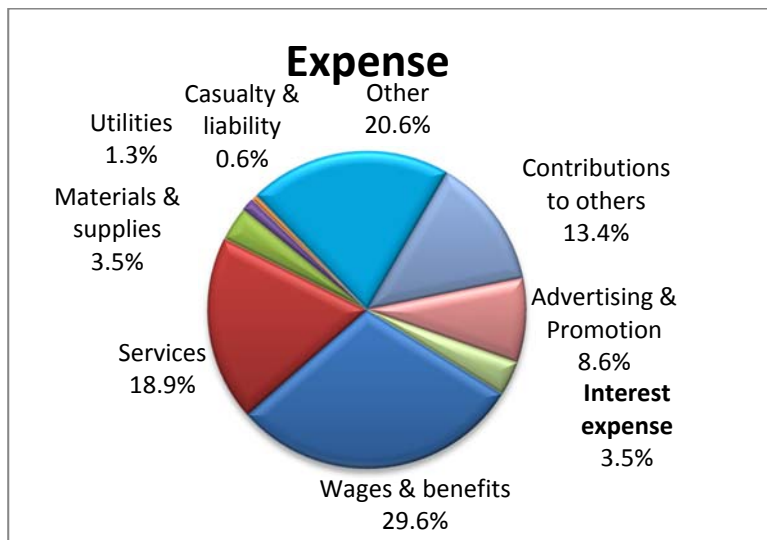
Services expense exceed prior year by \$130 thousand due to higher consultant fees, National Park Stand-By Mechanic and banking charges.

Contributions to outside entities is \$286 thousand. The majority of the payments were for expenses related to the Arch Rehabilitation project and the preservation of the stainless steel of the Arch.

Performance Data

Tram Ridership Comparison			
	<u>Adult</u>	<u>Child</u>	<u>Total</u>
FY19 Actual	250,557	87,384	337,941
FY19 Budget	249,772	93,528	343,300
FY18 Actual	203,355	65,581	268,936

Tram ridership was 1.6% less than budget. Tram ridership increased 25.7% compared to prior year. This was due to the Arch Trams being fully operational.



Gateway Arch Tram
Quarterly Statement of Financial Position
September 30, 2018
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Assets							
Current assets							
Cash	\$ 15,155,511	\$ 12,971,482	\$ 2,184,029	16.8	\$ 12,802,223	\$ 2,353,288	18.4
Accounts and notes receivable	3,393	29,215	(25,822)	(88.4)	103,435	(100,042)	(96.7)
Federal, state and local assistance receivable	7,619	11,378	(3,759)	(33.0)	(191,860)	199,479	104.0
Other current assets	64,761	34,923	29,838	85.4	64,731	30	-
Total current assets	<u>15,231,284</u>	<u>13,046,998</u>	<u>2,184,286</u>	16.7	<u>12,778,529</u>	<u>2,452,755</u>	19.2
Capital assets							
Capital assets	16,906,441	16,980,993	(74,552)	(0.4)	13,798,535	3,107,906	22.5
Accumulated depreciation	(7,767,383)	(7,587,262)	(180,121)	(2.4)	(6,969,002)	(798,381)	(11.5)
Total capital assets, net	<u>9,139,058</u>	<u>9,393,731</u>	<u>(254,673)</u>	(2.7)	<u>6,829,533</u>	<u>2,309,525</u>	33.8
Construction-in-process	<u>360,717</u>	<u>240,649</u>	<u>120,068</u>	49.9	<u>2,631,557</u>	<u>(2,270,840)</u>	(86.3)
Total capital assets	<u>9,499,775</u>	<u>9,634,380</u>	<u>(134,605)</u>	(1.4)	<u>9,461,090</u>	<u>38,685</u>	0.4
Total assets	<u>24,731,059</u>	<u>22,681,378</u>	<u>2,049,681</u>	9.0	<u>22,239,619</u>	<u>2,491,440</u>	11.2
Total	<u>\$ 24,731,059</u>	<u>\$ 22,681,378</u>	<u>\$ 2,049,681</u>	9.0	<u>\$ 22,239,619</u>	<u>\$ 2,491,440</u>	11.2

Gateway Arch Tram
Quarterly Statement of Financial Position
September 30, 2018
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Liabilities							
Current liabilities							
Accounts payable	\$ 418,393	\$ 551,337	\$ (132,944)	(24.1)	\$ 460,485	\$ (42,092)	(9.1)
Interfund accounts payable	1,279,503	287,222	992,281	345.5	319,005	960,498	301.1
Accrued expenses	76,520	76,500	20	-	74,500	2,020	2.7
Other current liabilities	107,083	155,778	(48,695)	(31.3)	95,454	11,629	12.2
Total current liabilities	<u>1,881,499</u>	<u>1,070,837</u>	<u>810,662</u>	<u>75.7</u>	<u>949,444</u>	<u>932,055</u>	<u>98.2</u>
Current liab payable from restricted assets							
Accounts payable and retention	264,877	264,877	-	-	259,888	4,989	1.9
Accrued interest payable	98,458	24,614	73,844	300.0	100,514	(2,056)	(2.0)
Current portion of long-term debt	159,693	159,693	-	-	153,469	6,224	4.1
Total current liabilities payable from restricted assets	<u>523,028</u>	<u>449,184</u>	<u>73,844</u>	<u>16.4</u>	<u>513,871</u>	<u>9,157</u>	<u>1.8</u>
Total current liabilities	<u>2,404,527</u>	<u>1,520,021</u>	<u>884,506</u>	<u>58.2</u>	<u>1,463,315</u>	<u>941,212</u>	<u>64.3</u>
Non-current liabilities							
Other post-employment benefits	-	-	-	n/a	5,411	(5,411)	(100.0)
Long-term debt	7,195,353	7,195,353	-	-	7,355,046	(159,693)	(2.2)
Unfunded pension liabilities	41,576	41,576	-	-	56,889	(15,313)	(26.9)
Total non-current liabilities	<u>7,236,929</u>	<u>7,236,929</u>	<u>-</u>	<u>-</u>	<u>7,417,346</u>	<u>(180,417)</u>	<u>(2.4)</u>
Total liabilities	<u>9,641,456</u>	<u>8,756,950</u>	<u>884,506</u>	<u>10.1</u>	<u>8,880,661</u>	<u>760,795</u>	<u>8.6</u>
Net Position							
Net position - capital investments	16,970,177	15,027,607	1,942,570	12.9	14,754,548	2,215,629	15.0
Net position	(3,045,748)	(1,733,376)	(1,312,372)	(75.7)	(1,795,660)	(1,250,088)	(69.6)
Net income (loss)	1,165,174	630,197	534,977	84.9	400,070	765,104	191.2
Total net position	<u>15,089,603</u>	<u>13,924,428</u>	<u>1,165,175</u>	<u>8.4</u>	<u>13,358,958</u>	<u>1,730,645</u>	<u>13.0</u>
Total	<u>\$ 24,731,059</u>	<u>\$ 22,681,378</u>	<u>\$ 2,049,681</u>	<u>9.0</u>	<u>\$ 22,239,619</u>	<u>\$ 2,491,440</u>	<u>11.2</u>

Gateway Arch Tram
Statement of Activities
For the Quarter Ended September 30, 2018
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Revenue										
Arch tickets	\$ 3,341,800	\$ 3,433,000	\$ (91,200)	(2.7)	\$ 2,689,254	\$ 3,341,800	\$ 3,433,000	\$ (91,200)	(2.7)	\$ 2,689,254
Other operating revenue	11,397	6,021	5,376	89.3	3,265	11,397	6,021	5,376	89.3	3,265
Other revenue	4,343	-	4,343	-	-	4,343	-	4,343	-	-
Service fee revenue	114,720	41,097	73,623	179.1	5,922	114,720	41,097	73,623	179.1	5,922
Interest income	46,927	31,985	14,942	46.7	22,149	46,927	31,985	14,942	46.7	22,149
Sales discount	(28,131)	(32,360)	4,229	13.1	(59,736)	(28,131)	(32,360)	4,229	13.1	(59,736)
Total revenue	<u>3,491,056</u>	<u>3,479,743</u>	<u>11,313</u>	<u>0.3</u>	<u>2,660,854</u>	<u>3,491,056</u>	<u>3,479,743</u>	<u>11,313</u>	<u>0.3</u>	<u>2,660,854</u>
Expense										
Wages and benefits ¹	628,909	547,929	(80,980)	(14.8)	534,240	628,909	547,929	(80,980)	(14.8)	534,240
Services	401,508	350,937	(50,571)	(14.4)	271,835	401,508	350,937	(50,571)	(14.4)	271,835
Materials and supplies	74,044	39,285	(34,759)	(88.5)	65,114	74,044	39,285	(34,759)	(88.5)	65,114
Utilities	27,761	39,391	11,630	29.5	13,303	27,761	39,391	11,630	29.5	13,303
Casualty and liability costs	13,826	15,877	2,051	12.9	13,868	13,826	15,877	2,051	12.9	13,868
Other expenses	623,579	545,231	(78,348)	(14.4)	586,402	623,579	545,231	(78,348)	(14.4)	586,402
Interest expense	73,845	73,448	(397)	(0.5)	75,385	73,845	73,448	(397)	(0.5)	75,385
Contribution to outside entities	286,170	280,342	(5,828)	(2.1)	589,796	286,170	280,342	(5,828)	(2.1)	589,796
Total expense	<u>2,129,642</u>	<u>1,892,440</u>	<u>(237,202)</u>	<u>(12.5)</u>	<u>2,149,943</u>	<u>2,129,642</u>	<u>1,892,440</u>	<u>(237,202)</u>	<u>(12.5)</u>	<u>2,149,943</u>
Income (loss) before depreciation	<u>1,361,414</u>	<u>1,587,303</u>	<u>(225,889)</u>	<u>(14.2)</u>	<u>510,911</u>	<u>1,361,414</u>	<u>1,587,303</u>	<u>(225,889)</u>	<u>(14.2)</u>	<u>510,911</u>
Depreciation and amortization expense	194,940	106,089	(88,851)	(83.8)	110,841	194,940	106,089	(88,851)	(83.8)	110,841
Net income (loss) before transfers	1,166,474	1,481,214	(314,740)	(21.2)	400,070	1,166,474	1,481,214	(314,740)	(21.2)	400,070
Net transfers in (out)	<u>(1,300)</u>	<u>-</u>	<u>(1,300)</u>	<u>-</u>	<u>-</u>	<u>(1,300)</u>	<u>-</u>	<u>(1,300)</u>	<u>-</u>	<u>-</u>
Net income (loss)	<u>\$ 1,165,174</u>	<u>\$ 1,481,214</u>	<u>\$ (316,040)</u>	<u>(21.3)</u>	<u>\$ 400,070</u>	<u>\$ 1,165,174</u>	<u>\$ 1,481,214</u>	<u>\$ (316,040)</u>	<u>(21.3)</u>	<u>\$ 400,070</u>

¹ - Detailed schedule included.

Gateway Arch Tram
Detailed Schedule of Wages and Benefits
For the Quarter Ended September 30, 2018
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Personnel expense										
Wages	\$ 530,258	\$ 443,083	\$ (87,175)	(19.7)	\$ 448,098	\$ 530,258	\$ 443,083	\$ (87,175)	(19.7)	\$ 448,098
Company paid benefits										
Payroll related taxes and insurance										
FICA	41,183	34,019	(7,164)	(21.1)	33,916	41,183	34,019	(7,164)	(21.1)	33,916
Unemployment insurance	2,474	7,291	4,817	66.1	2,357	2,474	7,291	4,817	66.1	2,357
Worker's compensation insurance	-	5,705	5,705	100.0	-	-	5,705	5,705	100.0	-
Health and welfare										
Medical	38,230	33,074	(5,156)	(15.6)	30,755	38,230	33,074	(5,156)	(15.6)	30,755
Dental	1,152	1,045	(107)	(10.2)	1,022	1,152	1,045	(107)	(10.2)	1,022
Other post employment benefits	-	3,034	3,034	100.0	5,411	-	3,034	3,034	100.0	5,411
Life insurance / AD&D	448	276	(172)	(62.3)	410	448	276	(172)	(62.3)	410
Short and long term disability	1,343	2,693	1,350	50.1	1,265	1,343	2,693	1,350	50.1	1,265
FMLA administration expense	-	149	149	100.0	-	-	149	149	100.0	-
EAP expense	69	72	3	4.2	65	69	72	3	4.2	65
Retirement										
Pension expense	4,144	4,952	808	16.3	8,327	4,144	4,952	808	16.3	8,327
401 K contributions	13,413	13,156	(257)	(2.0)	12,048	13,413	13,156	(257)	(2.0)	12,048
Other										
Uniform allowance	1,261	2,297	1,036	45.1	182	1,261	2,297	1,036	45.1	182
Miscellaneous benefits	3,840	-	(3,840)	-	-	3,840	-	(3,840)	-	-
Benefit costs applied to capital projects.	(8,906)	(2,917)	5,989	205.3	(9,616)	(8,906)	(2,917)	5,989	205.3	(9,616)
Total company paid benefits	<u>98,651</u>	<u>104,846</u>	<u>6,195</u>	<u>5.9</u>	<u>86,142</u>	<u>98,651</u>	<u>104,846</u>	<u>6,195</u>	<u>5.9</u>	<u>86,142</u>
Total wages and benefits	<u>\$ 628,909</u>	<u>\$ 547,929</u>	<u>\$ (80,980)</u>	<u>(14.8)</u>	<u>\$ 534,240</u>	<u>\$ 628,909</u>	<u>\$ 547,929</u>	<u>\$ (80,980)</u>	<u>(14.8)</u>	<u>\$ 534,240</u>

**Gateway Arch Tram
Cash Receipts and Disbursements Schedule
For the Quarter Ended September 30, 2018
(unaudited)**

Description	Total	Arch Collection Facility Fund	Arch Levy Pass Fund	JNEM Arch Operating Fund	JNEM Beneficial Fund	Exhibit Rehabilitation Fund	Motor Generator Sets Design Fund	Tucker Theater Fund	Other Restricted Fund	2014 Arch Bonds Project Fund	2014 Arch Bonds Debt Service Reserve Fund	2014 Arch Bonds Debt Service Fund	2014 Arch Bonds Debt Revenue Fund
Balance at July 1, 2018													
Cash & Investments	\$ 12,971,482	\$ 3,002,767	\$ 250	\$ 1,432,953	\$ 5,339,975	\$ 1,198,057	\$ 93,181	\$ 301,475	\$ 500,000	\$ 610,919	\$ 454,115	\$ 37,790	\$ -
Add:													
Revenue receipts	5,334,220	5,334,220	-	-	-	-	-	-	-	-	-	-	-
Interest received	46,928	-	-	8,139	25,108	5,145	414	1,338	-	2,806	2,067	250	1,661
Total cash receipts	<u>5,381,148</u>	<u>5,334,220</u>	<u>-</u>	<u>8,139</u>	<u>25,108</u>	<u>5,145</u>	<u>414</u>	<u>1,338</u>	<u>-</u>	<u>2,806</u>	<u>2,067</u>	<u>250</u>	<u>1,661</u>
Interfund transfers	-	(4,212,893)	-	-	2,309,826	-	-	-	-	-	-	113,122	1,789,945
Less:													
Cash disbursements	(3,197,119)	(1,180,700)	-	-	(118,573)	(82,519)	-	-	-	(23,721)	-	-	(1,791,606)
Total cash disbursements	<u>(3,197,119)</u>	<u>(1,180,700)</u>	<u>-</u>	<u>-</u>	<u>(118,573)</u>	<u>(82,519)</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(23,721)</u>	<u>-</u>	<u>-</u>	<u>(1,791,606)</u>
Balance at September 30, 2018													
Cash & Investments	<u>\$ 15,155,511</u>	<u>\$ 2,943,394</u>	<u>\$ 250</u>	<u>\$ 1,441,092</u>	<u>\$ 7,556,336</u>	<u>\$ 1,120,683</u>	<u>\$ 93,595</u>	<u>\$ 302,813</u>	<u>\$ 500,000</u>	<u>\$ 590,004</u>	<u>\$ 456,182</u>	<u>\$ 151,162</u>	<u>\$ -</u>

Gateway Arch
Statement of Cash Flows
For the Three Months Ended September 30, 2018
(unaudited)

Cash flows from operating activities		Supplemental disclosure of cash flow information
Receipts from customers	\$ 3,465,608	
Payments to employees	(628,889)	Noncash Activities:
Payments to vendors	(911,638)	None
Payments for self-insurance	(13,826)	
Receipts (payments) from inter-fund activity	<u>565,548</u>	
Net cash provided by (used in) operating activities	<u>2,476,803</u>	
Cash flows from non capital financing activities		
Operating assistance received	3,759	
Contributions to outside entities	(286,170)	
Net transfers	(1,300)	
Net cash provided by (used in) non capital financing activities	<u>(283,711)</u>	
Cash flows from capital and related financing activities		
Acquisitions of capital assets	<u>(55,990)</u>	
Cash flows from capital and related financing activities	<u>(55,990)</u>	
Cash flows from investing activities		
Interest received	<u>46,927</u>	
Net cash provided by (used in) investing activities	<u>46,927</u>	
Net increase (decrease) in cash and cash equivalents	2,184,029	
Cash and cash equivalents, beginning of year	<u>12,971,482</u>	
Cash and cash equivalents, year to date	<u>\$ 15,155,511</u>	

Gateway Arch Tram
Capital Expenditures for Active Projects
For the Quarter Ended September 30, 2018
(unaudited)

Description		<u>Budget</u>	<u>Current</u>	<u>Year-To-Date</u>	<u>Life-To-Date</u>	<u>Balance</u>
Project #						
1824	Load Zone Rehabilitation	x \$ 3,427,280	\$ 15,888	\$ 15,888	\$ 2,967,844	\$ 459,436
1825	JNEM Rail Station Improvements	z 359,612	-	-	104,755	254,857
1826	JNEM Arch Lobby Rehabilitation	y 1,087,107	6,340	6,340	927,969	159,138
1903	Arch Motor Generator Replacement	x 7,492,163	23,721	23,721	6,938,264	553,899
2034	Arch Ticketing Upgrade	y 468,668	-	-	412,584	56,084
2073	PGAV - Arch Welcoming Portal	44,000	-	-	13,238	30,762
2124	Gateway Arch Furnishings	156,000	4,989	4,989	113,414	42,586
2126	Professional Services to NPS	y 225,000	24,610	24,610	167,999	57,001
2131	JNEM Signage Project 2016	y 590,000	103,790	103,790	168,539	421,461
2186	Design Support House Exhibits	y 50,000	6,905	6,905	39,848	10,152
2197	TR Advisors, LLC	y 105,000	19,402	19,402	65,513	39,487
2203	Tucker Theatre Space	300,000	4,902	4,902	11,033	288,967
2221	Tucker Theatre Consultant	60,000	6,545	6,545	6,545	53,455
Total Active Projects		<u>\$ 14,364,830</u>	<u>\$ 217,092</u>	<u>\$ 217,092</u>	<u>\$ 11,937,545</u>	<u>\$ 2,427,285</u>

- x Projects are carryover from prior year.
- y Upon completion of this project, assets to be contributed to National Park Service (NPS).
- z Upon completion of this project, assets to be contributed to Metro Transit



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Metro

For the Three Months Ended September 30, 2018 (Preliminary, subject to audit)

Fast Facts

Metro Transit riders want faster trips and more frequent service, and in response, Metro is ready to launch Metro Reimagined – a new transit service plan for the St. Louis region. With this new plan, Metro will introduce 13 high-frequency MetroBus routes providing service 15 minutes or better during the day, and most other routes will operate every 30 minutes. In addition, Metro plans to introduce Wi-Fi, mobile ticketing and other new technologies to enhance the transit experience. A new draft plan is being shared with riders and the public so they can provide feedback, with changes to the system set to begin in 2019.

The Cortex MetroLink Station opened in the summer, the first MetroLink station to be built in more than a decade and the first to be constructed using a combination of public and private funding through a partnership between the Federal Transit Administration, Cortex, Washington University, BJC Healthcare, Great Rivers Greenway, the City of St. Louis, Citizens for Modern Transit, Metro Transit and Bi-State Development. Along with the completion of the Chouteau Greenway, just to the north of the new station, the Cortex MetroLink Station provides convenient service to the Cortex Innovation Community, one of the fastest growing job centers in St. Louis.

Metro Transit has been awarded \$1.5 million from the Federal Transit Administration to support the deployment of the latest in environmentally responsible, cost-effective electric bus technology into the MetroBus fleet. The grant funding is part of the Low- or No-Emission Grant program, which funds transit buses and infrastructure using advanced propulsion technologies. Metro Transit has partnered with Ameren Missouri to upgrade the Brentwood MetroBus Facility to

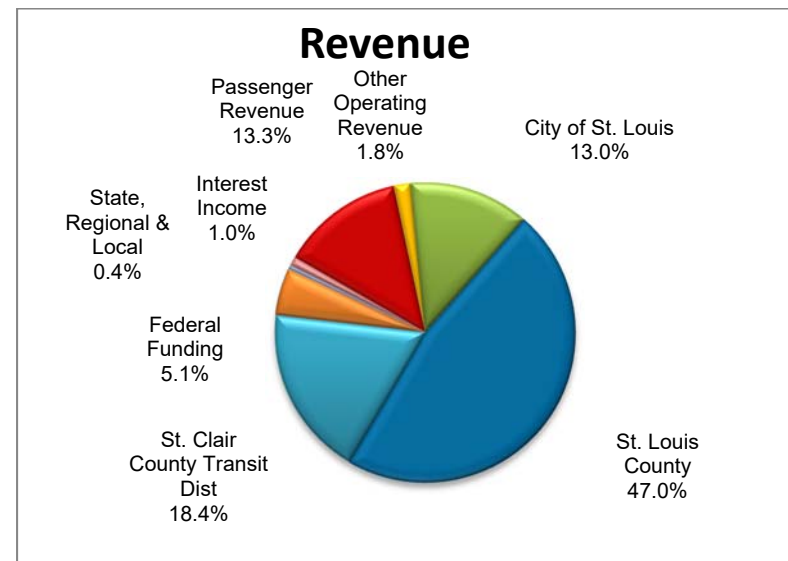
accommodate battery-electric technology. The first electric buses are scheduled to join the MetroBus fleet in 2020.

Financial Data

Income before depreciation for the three months ended September 30, 2018 was \$5.6 million. Compared to budget, revenue was down 2.2% and total expenses are favorable 10.2%.

Revenue

The chart below illustrates the relative size of each revenue source in fiscal year 2019.



Metro

For the Three Months Ended September 30, 2018 (Preliminary, subject to audit)

Passenger Revenue of \$11.1 million is .4% less than budget and 4.1% less than the prior year due to ridership decline.

Advertising, maintenance services and rental income are below budget by 18.0% due to the lower than expected shelter and bus advertising and ATS revenue.

Interest revenue is favorable to budget in FY 2019 due to longer term investment strategy and rising rates.

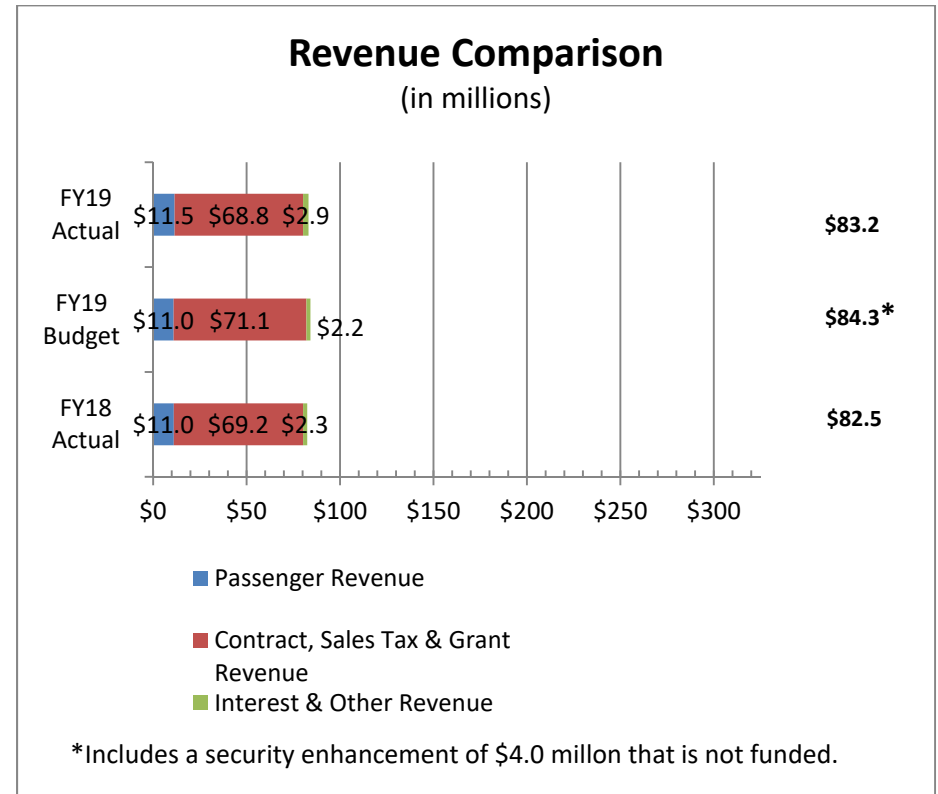
Contract, Sales Tax & Grant Revenue

Combined St. Louis City and County appropriations used in operations by Bi-State Development are support revenue to Bi-State Development from the local Missouri jurisdictions in return for services provided. The St. Louis half cent and Prop A county sales tax were accrued.

St. Clair County Transit District amount of \$15.2 million is 6.2% more than Budget. St. Clair County contracts for service and pays 100% of the cost.

Federal funding of \$4.2 million includes an accrual of federal vehicle maintenance funds of \$4.0 million used for revenue and non-revenue vehicle operating costs. Federal funding for non-capital projects decreased from budget expectations due to time spent on capital projects, i.e. Union station tunnels.

The Revenue Comparison chart reports revenue trends in each major revenue category.

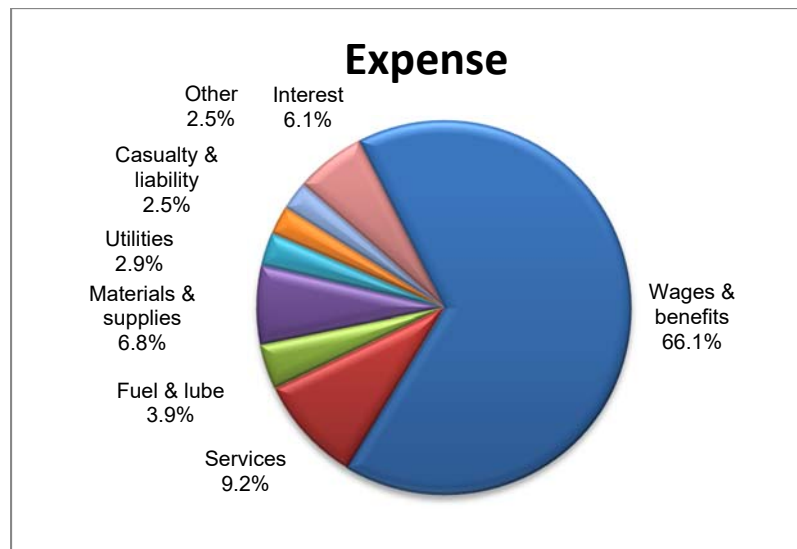


Metro

For the Three Months Ended September 30, 2018
(Preliminary, subject to audit)

Expense

The chart below illustrates the relative significance of each expense in FY 2019.



Wages and benefits of \$50.9 million are 0.3% favorable to budget. The favorable variance in wages and benefits is due to vacant positions.

Services of \$7.2 million are favorable to budget by 50.4% primarily due to lower outside services including \$4.0 million budgeted for enhanced security. The additional services were to be determined necessary by a memorandum of understanding between Metro, St. Louis County and the City of St. Louis.

Fuel and lube consumed is 0.7% unfavorable to budget due to higher cost per gallon.

Materials and supplies current year actual expense is favorable to budget by 13.9% due to favorable ticket stock spending.

Utilities are unfavorable to budget by only 1.9% which is comparable.

Casualty & liability expenditures are favorable to budget by 4.2% for self-insured claims that relate to MetroBus, MetroLink and Call-a-Ride.

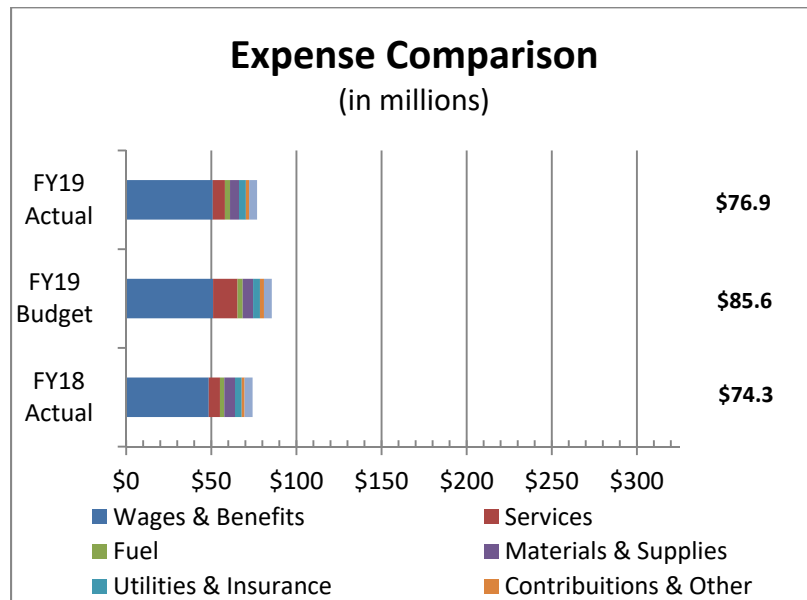
Interest expense is comparable to budget for Tower Leases and Cross County debt.

Other expense is made up of contributions to outside entities, which is unfavorable to budget.

Metro

For the Three Months Ended September 30, 2018
(Preliminary, subject to audit)

The chart below shows expense trends in each major expense category.



Performance Data

Passenger Boarding's (in millions – YTD)			
	FY2019	FY2018	FY2017
MetroBus	6.1	6.4	6.8
MetroLink	3.5	3.7	4.1
Call-A-Ride	<u>0.1</u>	<u>0.1</u>	<u>0.1</u>
Total System	9.7	10.2	11.0

Passenger Boarding's for the fiscal year 2019 are 4.0% below fiscal year 2018 and 11.4% below fiscal year 2017. The decrease between fiscal year 2019 and 2018 for MetroBus is 3.4%, MetroLink is 5.1% and the increase for Call-A-Ride is 1.3%.

Metro
Quarterly Statement of Financial Position
September 30, 2018
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Assets							
Current assets							
Cash	\$ 110,707,402	\$ 84,966,898	\$ 25,740,504	30.3	\$ 134,137,478	\$ (23,430,076)	(17.5)
Investments	95,162,606	132,762,761	(37,600,155)	(28.3)	94,634,994	527,612	0.6
Accounts and notes receivable	33,251,489	3,378,071	29,873,418	884.3	4,949,658	28,301,831	571.8
Interfund accounts receivable	5,728,806	860,519	4,868,287	565.7	-	5,728,806	n/a
Restricted accounts receivable	1,319,521	997,447	322,074	32.3	436,814	882,707	202.1
Federal, state and local assistance receivable	24,834,163	37,830,374	(12,996,211)	(34.4)	27,012,253	(2,178,090)	(8.1)
Materials and supplies inventory	8,664,213	8,562,412	101,801	1.2	9,698,378	(1,034,165)	(10.7)
Other current assets	5,914,252	4,692,186	1,222,066	26.0	3,470,214	2,444,038	70.4
Total current assets	<u>285,582,452</u>	<u>274,050,668</u>	<u>11,531,784</u>	4.2	<u>274,339,789</u>	<u>11,242,663</u>	4.1
Capital assets							
Capital assets - motorbus	421,490,976	424,767,431	(3,276,455)	(0.8)	377,120,848	44,370,128	11.8
Capital assets - paratransit	18,928,309	19,854,157	(925,848)	(4.7)	19,858,405	(930,096)	(4.7)
Capital assets - lightrail	1,623,351,882	1,610,861,527	12,490,355	0.8	1,609,358,226	13,993,656	0.9
Total capital assets	2,063,771,167	2,055,483,115	8,288,052	0.4	2,006,337,479	57,433,688	2.9
Accumulated depreciation	(1,258,604,203)	(1,244,282,823)	(14,321,380)	(1.2)	(1,190,258,717)	(68,345,486)	(5.7)
Total capital assets, net	<u>805,166,964</u>	<u>811,200,292</u>	<u>(6,033,328)</u>	(0.7)	<u>816,078,762</u>	<u>(10,911,798)</u>	(1.3)
Land	96,076,349	96,059,164	17,185	-	97,199,286	(1,122,937)	(1.2)
Construction-in-process	14,929,971	24,247,985	(9,318,014)	(38.4)	48,735,845	(33,805,874)	(69.4)
Total capital assets	<u>916,173,284</u>	<u>931,507,441</u>	<u>(15,334,157)</u>	(1.6)	<u>962,013,893</u>	<u>(45,840,609)</u>	(4.8)
Non-current assets							
Restricted investments	112,588,770	110,822,945	1,765,825	1.6	105,671,348	6,917,422	6.5
Other non-current assets, net amort	392,803	400,858	(8,055)	(2.0)	164,577	228,226	138.7
Total non-current assets	<u>112,981,573</u>	<u>111,223,803</u>	<u>1,757,770</u>	1.6	<u>105,835,925</u>	<u>7,145,648</u>	6.8
Total assets	<u>1,314,737,309</u>	<u>1,316,781,912</u>	<u>(2,044,603)</u>	(0.2)	<u>1,342,189,607</u>	<u>(27,452,298)</u>	(2.0)
Deferred outflow of resources							
Deferred pension loss	12,290,899	14,177,404	(1,886,505)	(13.3)	18,906,642	(6,615,743)	(35.0)
Deferred pension expense	2,705,100	2,705,100	-	-	2,279,298	425,802	18.7
Deferred unfunded OPEB loss	7,854,426	8,344,752	(490,326)	(5.9)	9,815,730	(1,961,304)	(20.0)
Deferred loss on debt refunding	2,289,724	2,388,640	(98,916)	(4.1)	2,684,955	(395,231)	(14.7)
Total deferred outflow of resources	<u>25,140,149</u>	<u>27,615,896</u>	<u>(2,475,747)</u>	(9.0)	<u>33,686,625</u>	<u>(8,546,476)</u>	(25.4)
Total	<u>\$ 1,339,877,458</u>	<u>\$ 1,344,397,808</u>	<u>\$ (4,520,350)</u>	(0.3)	<u>\$ 1,375,876,232</u>	<u>\$ (35,998,774)</u>	(2.6)

Metro
Quarterly Statement of Financial Position
September 30, 2018
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Liabilities							
Current liabilities							
Accounts payable	\$ 4,754,537	\$ 4,643,596	\$ 110,941	2.4	\$ 4,354,608	\$ 399,929	9.2
Interfund accounts payable	-	-	-	n/a	1,848,003	(1,848,003)	(100.0)
Accrued expenses	19,697,598	20,013,331	(315,733)	(1.6)	18,304,202	1,393,396	7.6
Other current liabilities	22,716,275	21,598,049	1,118,226	5.2	21,668,666	1,047,609	4.8
Total current liabilities	47,168,410	46,254,976	913,434	2.0	46,175,479	992,931	2.2
Current liab payable from restricted assets							
Accounts payable and retention	1,199,500	2,385,220	(1,185,720)	(49.7)	1,175,931	23,569	2.0
Accrued interest payable	10,273,769	5,136,884	5,136,885	100.0	10,480,644	(206,875)	(2.0)
Short-term insurance	140,487	140,487	-	-	140,487	-	-
Medical self-insurance liability	100	-	100	n/a	-	100	n/a
Current portion of long-term debt	9,030,000	9,030,000	-	-	8,275,000	755,000	9.1
Total current liabilities payable from restricted assets	20,643,856	16,692,591	3,951,265	23.7	20,072,062	571,794	2.8
Total current liabilities	67,812,266	62,947,567	4,864,699	7.7	66,247,541	1,564,725	2.4
Non-current liabilities							
Other post-employment benefits	64,599,182	64,599,182	-	-	67,068,774	(2,469,592)	(3.7)
Long-term insurance	300,451	287,216	13,235	4.6	288,000	12,451	4.3
Long-term debt	523,406,911	523,900,171	(493,260)	(0.1)	534,433,834	(11,026,923)	(2.1)
Capital lease obligations	112,588,772	110,822,946	1,765,826	1.6	105,671,350	6,917,422	6.5
Unfunded pension liabilities	82,625,585	82,625,585	-	-	98,239,149	(15,613,564)	(15.9)
Other non-current liabilities	6,183,118	6,212,083	(28,965)	(0.5)	6,287,664	(104,546)	(1.7)
Total non-current liabilities	789,704,019	788,447,183	1,256,836	0.2	811,988,771	(22,284,752)	(2.7)
Total liabilities	857,516,285	851,394,750	6,121,535	0.7	878,236,312	(20,720,027)	(2.4)
Deferred Inflow of Resources							
Deferred gain on hedging instruments	3,498,029	3,468,280	29,749	0.9	1,099,237	2,398,792	218.2
Deferred Unfunded OPEB Gain	378,826	404,080	(25,254)	(6.2)	-	378,826	n/a
Deferred pension gain 788 ATU and clerical	7,049,127	7,611,048	(561,921)	(7.4)	5,173,830	1,875,297	36.2
Deferred pension gain IBEW	171,705	185,316	(13,611)	(7.3)	121,725	49,980	41.1
Deferred pension gain salaried	2,424,789	2,656,301	(231,512)	(8.7)	1,428,429	996,360	69.8
Total deferred inflow of resources	13,522,476	14,325,025	(802,549)	(5.6)	7,823,221	5,699,255	72.9
Net Position							
Net position - capital investments	449,890,417	449,653,738	236,679	0.1	473,811,008	(23,920,591)	(5.0)
Net position	32,527,408	89,527,433	(57,000,025)	(63.7)	26,060,433	6,466,975	24.8
Net income (loss)	(13,579,128)	(60,503,138)	46,924,010	77.6	(10,054,742)	(3,524,386)	(35.1)
Total net position	468,838,697	478,678,033	(9,839,336)	(2.1)	489,816,699	(20,978,002)	(4.3)
Total	\$ 1,339,877,458	\$ 1,344,397,808	\$ (4,520,350)	(0.3)	\$ 1,375,876,232	\$ (35,998,774)	(2.6)

Metro
Statement of Activities
For the Quarter Ended September 30, 2018
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Revenue										
Passenger revenue	\$ 11,044,434	\$ 11,000,362	\$ 44,072	0.4	\$ 11,514,170	\$ 11,044,434	\$ 11,000,362	\$ 44,072	0.4	\$ 11,514,170
City of St. Louis ¹	10,690,465	9,899,543	790,922	8.0	9,862,832	10,690,465	9,899,543	790,922	8.0	9,862,832
St. Louis County ¹	38,752,639	36,356,097	2,396,542	6.6	37,721,796	38,752,639	36,356,097	2,396,542	6.6	37,721,796
St. Clair County Transit District ¹	15,181,404	14,300,290	881,114	6.2	16,437,483	15,181,404	14,300,290	881,114	6.2	16,437,483
State of Missouri and Illinois ¹	291,919	213,102	78,817	37.0	1,110	291,919	213,102	78,817	37.0	1,110
Federal funding ¹	4,194,632	5,067,943	(873,311)	(17.2)	4,497,442	4,194,632	5,067,943	(873,311)	(17.2)	4,497,442
Other local/regional funding ¹	67,190	5,227,852	(5,160,662)	(98.7)	233,422	67,190	5,227,852	(5,160,662)	(98.7)	233,422
Advertising, maint services, rental income	1,466,891	1,788,053	(321,162)	(18.0)	2,172,083	1,466,891	1,788,053	(321,162)	(18.0)	2,172,083
Other revenue	-	-	-	-	247,019	-	-	-	-	247,019
Interest income	800,995	474,856	326,139	68.7	504,874	800,995	474,856	326,139	68.7	504,874
Total revenue	82,490,569	84,328,098	(1,837,529)	(2.2)	83,192,231	82,490,569	84,328,098	(1,837,529)	(2.2)	83,192,231
Expense										
Wages and benefits ¹	50,871,859	51,041,787	169,928	0.3	48,470,351	50,871,859	51,041,787	169,928	0.3	48,470,351
Services	7,152,750	14,421,623	7,268,873	50.4	6,655,371	7,152,750	14,421,623	7,268,873	50.4	6,655,371
Fuel and lube consumed	2,991,982	2,971,708	(20,274)	(0.7)	2,536,556	2,991,982	2,971,708	(20,274)	(0.7)	2,536,556
Materials and supplies	5,288,645	6,141,086	852,441	13.9	6,276,763	5,288,645	6,141,086	852,441	13.9	6,276,763
Utilities	2,118,478	2,079,878	(38,600)	(1.9)	1,957,755	2,118,478	2,079,878	(38,600)	(1.9)	1,957,755
Casualty and liability costs	1,891,389	1,974,345	82,956	4.2	2,005,221	1,891,389	1,974,345	82,956	4.2	2,005,221
Other expenses	1,773,532	2,000,296	226,764	11.3	1,367,223	1,773,532	2,000,296	226,764	11.3	1,367,223
Interest expense	4,655,184	4,641,184	(14,000)	(0.3)	4,688,080	4,655,184	4,641,184	(14,000)	(0.3)	4,688,080
Contribution to outside entities	71,079	311,701	240,622	77.2	342,755	71,079	311,701	240,622	77.2	342,755
Other non-operating expense	51,846	-	(51,846)	-	-	51,846	-	(51,846)	-	-
Total expense	76,866,744	85,583,608	8,716,864	10.2	74,300,075	76,866,744	85,583,608	8,716,864	10.2	74,300,075
Income (loss) before depreciation	5,623,825	(1,255,510)	6,879,335	547.9	8,892,156	5,623,825	(1,255,510)	6,879,335	547.9	8,892,156
Depreciation and amortization expense	18,661,505	18,409,749	(251,756)	(1.4)	18,646,117	18,661,505	18,409,749	(251,756)	(1.4)	18,646,117
Net income (loss) before transfers	(13,037,680)	(19,665,259)	6,627,579	33.7	(9,753,961)	(13,037,680)	(19,665,259)	6,627,579	33.7	(9,753,961)
Net transfers in (out)	(541,448)	(446,774)	(94,674)	(21.2)	(300,781)	(541,448)	(446,774)	(94,674)	(21.2)	(300,781)
Net income (loss)	\$ (13,579,128)	\$ (20,112,033)	\$ 6,532,905	32.5	\$ (10,054,742)	\$ (13,579,128)	\$ (20,112,033)	\$ 6,532,905	32.5	\$ (10,054,742)

¹ - Detailed schedule included.

Metro
Detailed Schedule of Contract, Sales Tax and Grant Revenue
For the Quarter Ended September 30, 2018
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Contract, sales tax and grant revenue										
City of St. Louis 1/2 cent	\$ 5,318,746	\$ 4,826,692	\$ 492,054	10.2	\$ 5,395,865	\$ 5,318,746	\$ 4,826,692	\$ 492,054	10.2	\$ 5,395,865
City of St. Louis 1/4 cent	2,539,122	2,307,282	231,840	10.0	2,573,654	2,539,122	2,307,282	231,840	10.0	2,573,654
City of St. Louis Prop M2 (1/4 cent)	2,832,597	2,765,569	67,028	2.4	1,893,313	2,832,597	2,765,569	67,028	2.4	1,893,313
Total City of St. Louis	<u>10,690,465</u>	<u>9,899,543</u>	<u>790,922</u>	8.0	<u>9,862,832</u>	<u>10,690,465</u>	<u>9,899,543</u>	<u>790,922</u>	8.0	<u>9,862,832</u>
St. Louis County 1/2 cent	11,738,420	10,247,426	1,490,994	14.5	11,671,804	11,738,420	10,247,426	1,490,994	14.5	11,671,804
St. Louis County 1/4 cent	10,101,269	9,195,721	905,548	9.8	10,128,318	10,101,269	9,195,721	905,548	9.8	10,128,318
St. Louis County Prop A (1/2 cent)	16,912,950	16,912,950	-	-	15,921,674	16,912,950	16,912,950	-	-	15,921,674
Total St. Louis County	<u>38,752,639</u>	<u>36,356,097</u>	<u>2,396,542</u>	6.6	<u>37,721,796</u>	<u>38,752,639</u>	<u>36,356,097</u>	<u>2,396,542</u>	6.6	<u>37,721,796</u>
East-West Gateway Council of Govts.	40,000	40,000	-	-	40,000	40,000	40,000	-	-	40,000
Non-capital projects and other	27,190	5,187,852	(5,160,662)	(99.5)	193,422	27,190	5,187,852	(5,160,662)	(99.5)	193,422
Total other local	<u>67,190</u>	<u>5,227,852</u>	<u>(5,160,662)</u>	(98.7)	<u>233,422</u>	<u>67,190</u>	<u>5,227,852</u>	<u>(5,160,662)</u>	(98.7)	<u>233,422</u>
State of Missouri	291,919	188,102	103,817	55.2	-	291,919	188,102	103,817	55.2	-
Total State of Missouri	<u>291,919</u>	<u>188,102</u>	<u>103,817</u>	55.2	<u>-</u>	<u>291,919</u>	<u>188,102</u>	<u>103,817</u>	55.2	<u>-</u>
Total Missouri	<u>49,802,213</u>	<u>51,671,594</u>	<u>(1,869,381)</u>	(3.6)	<u>47,818,050</u>	<u>49,802,213</u>	<u>51,671,594</u>	<u>(1,869,381)</u>	(3.6)	<u>47,818,050</u>
Illinois										
St. Clair Transit District	15,181,404	14,300,290	881,114	6.2	16,437,483	15,181,404	14,300,290	881,114	6.2	16,437,483
State of Illinois	-	25,000	(25,000)	(100.0)	1,110	-	25,000	(25,000)	(100.0)	1,110
Total Illinois	<u>15,181,404</u>	<u>14,325,290</u>	<u>856,114</u>	6.0	<u>16,438,593</u>	<u>15,181,404</u>	<u>14,325,290</u>	<u>856,114</u>	6.0	<u>16,438,593</u>
Total local and state	<u>64,983,617</u>	<u>65,996,884</u>	<u>(1,013,267)</u>	(1.5)	<u>64,256,643</u>	<u>64,983,617</u>	<u>65,996,884</u>	<u>(1,013,267)</u>	(1.5)	<u>64,256,643</u>
Federal										
Vehicle maintenance	4,000,000	4,000,000	-	-	4,000,000	4,000,000	4,000,000	-	-	4,000,000
Non-capital grants (i.e. JARC)	194,632	1,067,943	(873,311)	(81.8)	497,442	194,632	1,067,943	(873,311)	(81.8)	497,442
Total federal	<u>4,194,632</u>	<u>5,067,943</u>	<u>(873,311)</u>	(17.2)	<u>4,497,442</u>	<u>4,194,632</u>	<u>5,067,943</u>	<u>(873,311)</u>	(17.2)	<u>4,497,442</u>
Total contract, sales tax and grant revenue	<u>\$ 69,178,249</u>	<u>\$ 71,064,827</u>	<u>\$ (1,886,578)</u>	(2.7)	<u>\$ 68,754,085</u>	<u>\$ 69,178,249</u>	<u>\$ 71,064,827</u>	<u>\$ (1,886,578)</u>	(2.7)	<u>\$ 68,754,085</u>

Metro
Detailed Schedule of Wages and Benefits
For the Quarter Ended September 30, 2018
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Personnel expense										
Wages	\$ 33,958,234	\$ 34,378,838	\$ 420,604	1.2	\$ 31,968,953	\$ 33,958,234	\$ 34,378,838	\$ 420,604	1.2	\$ 31,968,953
Company paid benefits										
Payroll related taxes and insurance										
FICA	2,380,665	2,627,650	246,985	9.4	2,253,801	2,380,665	2,627,650	246,985	9.4	2,253,801
Unemployment insurance	8,832	23,571	14,739	62.5	13,409	8,832	23,571	14,739	62.5	13,409
Worker's compensation insurance	2,138,659	1,393,967	(744,692)	(53.4)	2,255,682	2,138,659	1,393,967	(744,692)	(53.4)	2,255,682
Health and welfare										
Medical	6,544,460	6,365,763	(178,697)	(2.8)	5,565,362	6,544,460	6,365,763	(178,697)	(2.8)	5,565,362
Dental	158,459	155,137	(3,322)	(2.1)	149,228	158,459	155,137	(3,322)	(2.1)	149,228
Other post employment benefits	465,072	467,463	2,391	0.5	896,974	465,072	467,463	2,391	0.5	896,974
Life insurance / AD&D	149,256	105,085	(44,171)	(42.0)	55,784	149,256	105,085	(44,171)	(42.0)	55,784
Short and long term disability	57,485	56,351	(1,134)	(2.0)	55,797	57,485	56,351	(1,134)	(2.0)	55,797
FMLA administration expense	-	16,207	16,207	100.0	-	-	16,207	16,207	100.0	-
EAP expense	9,587	10,014	427	4.3	9,245	9,587	10,014	427	4.3	9,245
Retirement										
Pension expense	4,436,125	4,865,184	429,059	8.8	4,730,994	4,436,125	4,865,184	429,059	8.8	4,730,994
401 K contributions	460,201	463,378	3,177	0.7	414,574	460,201	463,378	3,177	0.7	414,574
Other										
Uniform allowance	189,693	208,456	18,763	9.0	196,972	189,693	208,456	18,763	9.0	196,972
Miscellaneous benefits	12,769	5,750	(7,019)	(122.1)	25	12,769	5,750	(7,019)	(122.1)	25
Benefit costs applied to capital projects	(97,638)	(101,027)	(3,389)	(3.4)	(96,449)	(97,638)	(101,027)	(3,389)	(3.4)	(96,449)
Total company paid benefits	<u>16,913,625</u>	<u>16,662,949</u>	<u>(250,676)</u>	<u>(1.5)</u>	<u>16,501,398</u>	<u>16,913,625</u>	<u>16,662,949</u>	<u>(250,676)</u>	<u>(1.5)</u>	<u>16,501,398</u>
Total wages and benefits	<u>\$ 50,871,859</u>	<u>\$ 51,041,787</u>	<u>\$ 169,928</u>	<u>0.3</u>	<u>\$ 48,470,351</u>	<u>\$ 50,871,859</u>	<u>\$ 51,041,787</u>	<u>\$ 169,928</u>	<u>0.3</u>	<u>\$ 48,470,351</u>

Metro
Cash Receipts and Disbursements Schedule
For the Quarter Ended September 30, 2018
(unaudited)

	Total	Revenue Fund	Operating Fund	Internally Restricted Fund	Missouri Local Funds	Commodity Fund	Insurance Fund	Cross County Trustee Funds	Other Restricted Fund
Balance July 1, 2018									
Cash & Investments	\$ 218,194,284	\$ 1,075,762	\$ 27,270,312	\$ 16,018,102	\$ 111,972,281	\$ 2,546,573	\$ 5,620,602	\$ 45,140,296	\$ 8,550,356
Add :									
Passenger Fares	10,712,761	10,712,761	-	-	-	-	-	-	-
City of St. Louis	10,983,942	-	5,318,746	-	-	-	-	5,665,196	-
St. Louis County	12,065,296	-	-	-	-	-	-	12,065,296	-
State of Illinois	143	-	143	-	-	-	-	-	-
St. Clair County	13,017,085	-	13,017,085	-	-	-	-	-	-
FTA	21,171,887	-	21,171,887	-	-	-	-	-	-
Commodity Fund	583,176	-	-	-	-	583,176	-	-	-
All Other	7,300,059	-	6,508,350	158,627	459,276	-	46,451	116,806	10,549
Cash Receipts	75,834,349	10,712,761	46,016,211	158,627	459,276	583,176	46,451	17,847,298	10,549
Interfund Transfers	-	(10,309,218)	17,517,371	-	(9,500,000)	-	2,291,847	-	-
Less:									
Cash Disbursements	(88,158,625)	(66,049)	(82,636,174)	-	(736,628)	-	(4,719,774)	-	-
Balance September 30, 2018									
Cash & Investments	205,870,008	1,413,256	8,167,720	16,176,729	102,194,929	3,129,749	3,239,126	62,987,594	8,560,905
Less:									
Pre-encumbrances & restrictions									
Local Match - Approved Grants	39,081,786	-	-	-	39,081,786	-	-	-	-
- Grant Applications	20,576,630	-	-	-	20,576,630	-	-	-	-
- Long Range Capital Programs (1)	42,536,513	-	-	-	42,536,513	-	-	-	-
Other restrictions	103,675,079	1,413,256	8,167,720	16,176,729	-	3,129,749	3,239,126	62,987,594	8,560,905
Total restrictions	205,870,008	1,413,256	8,167,720	16,176,729	102,194,929	3,129,749	3,239,126	62,987,594	8,560,905
Unencumbered Cash & Investments	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -

(1) Restricted to finance obligations.

Metro Transit
Statement of Cash Flows
For the Three Months Ended September 30, 2018
(unaudited)

Cash flows from operating activities

Receipts from customers	\$ (17,362,093)
Payments to employees	(51,187,592)
Payments to vendors	(18,631,862)
Payments for self-insurance	(1,878,054)
Receipts (payments) from inter-fund activity	<u>(5,685,477)</u>

Net cash provided by (used in) operating activities (94,745,078)

Cash flows from non capital financing activities

Operating assistance received	81,852,388
Contributions to outside entities	(71,079)
Net transfers	(541,448)
Nonoperating contributions	<u>(79,203)</u>

Net cash provided by (used in) non capital financing activities 81,160,658

Cash flows from capital and related financing activities

Acquisitions of capital assets	(4,513,070)
Contributed capital	<u>3,739,791</u>

Cash flows from capital and related financing activities (773,279)

Cash flows from investing activities

Proceeds from sale of investments	39,321,717
Interest received	<u>776,487</u>

Net cash provided by (used in) investing activities 40,098,204

Net increase (decrease) in cash and cash equivalents 25,740,505

Cash and cash equivalents, beginning of year 84,966,898

Cash and cash equivalents, year to date \$ 110,707,403

Supplemental disclosure of cash flow information

Noncash Activities:

Interest received on capital lease	\$ 1,765,825
Interest accrued on capital lease	(1,765,826)
Changes in Unfunded Pension Liability	1,079,463
Changes in Unrealized Loss on Fuel Hedge	29,749
Deferred Loss Amortization	98,916
Deferred charges	8,055
Capital tower lease interest amortization	(9,832)
Discounts on bonds	(1,728)
Premium on bonds	24,508
Gain on disposal of fixed assets	27,358
Deferred Unfunded OPEB Loss	465,072

Metro
Schedule of Aged Receivables
September 30, 2018
(unaudited)

Acct#	Less than 30 days	31-60 days	61-90 days	91-180 days	181-360 days	Over 361 days	Total
Due from Passes	\$ 324,765	\$ 9,835	\$ 13,737	\$ 21,504	\$ 33,665	\$ 114,547	\$ 518,052
Due from HR Arrears Pension	22,031	16,244	40,692	66,160	66,249	-	211,377
Due from HR Arrears Medical	1,611	884	498	1,044	874	4,087	8,998
Due from Mktng, Eng, Misc Other	522,715	-	192,794	4,517	624,724	86,772	1,431,521
Due from TMA/CAR	481,790	238,527	11,448	14,572	40,499	17,778	804,613
Due from Real Estate	118,531	-	140	1,025	2,672	-	122,368
Due from Grants	5,102,433	766,074	-	-	-	24,966	5,893,474
Due from ST. Louis County Sales Tax	28,651,370						28,651,370
Due from Payroll Advance	209,246	-	-	-	-	-	209,246
AR Accrual	1,524,683	-	-	-	-	-	1,524,683
Banking Transactions Over/Short	(1,311)	-	-	-	-	-	(1,311)
Due from St Clair County	5,340,795	5,155,166	-	-	-	-	10,495,961
Due from St Clair County - OPEB	9,305,136	-	-	-	-	-	9,305,136
Due from East-West Gateway	40,000	-	-	-	-	-	40,000
Interest Receivable	419,113	-	-	-	-	-	419,113
Allowance for Bad Debt	(229,430)	-	-	-	-	-	(229,430)
Total	\$ 51,833,479	\$ 6,186,730	\$ 259,309	\$ 108,821	\$ 768,683	\$ 248,149	\$ 59,405,172

Metro
Capital Expenditures for Active Projects
For the Quarter Ended September 30, 2018
(unaudited)

Description	Budget	Current	Year-To-Date	Life-To-Date	Balance
Project #					
1237 CAR Van Replacement FY07	\$ 3,467,603	\$ -	\$ -	\$ 2,930,041	\$ 537,562
1279 Fare Collection System Upgrade/Replacement (06 Earmark)	31,584,492	(45,824)	(45,824)	28,737,163	2,847,329
1361 Radio System CAD/AVL	23,869,707	813	813	14,483,265	9,386,442
1668 Embankment Erosion	z 3,223,073	-	-	646,926	2,576,147
1708 Feeder Wire/Water Mitigation MO--12	z 1,058,564	1,305	1,305	726,960	331,604
1722 Missouri Slopes Stability	z 7,538,247	21,498	21,498	901,909	6,636,338
1734 EADS Bridge Rehab Phase II	20,211,239	-	-	17,839,275	2,371,964
1739 Civic Center Transfer Center	11,092,600	10,291	10,291	10,408,022	684,578
1755 IT Systems Upgrade Yr 2 - FY13	1,225,750	-	-	1,129,403	96,347
1756 North County Transit Center	10,332,834	-	-	10,280,439	52,395
1817 Radio System Tower Sites	6,555,992	-	-	4,406,680	2,149,312
1844 Tactile Warning Strip Phase II	z 1,247,255	-	-	995,155	252,100
1848 Articulated Buses	11,416,297	-	-	6,490,426	4,925,871
1855 Arch Bike Trail	z 1,105,000	-	-	1,006,329	98,671
1862 North County Transit Phase II	1,698,710	-	-	1,664,717	33,993
1863 Bus Procurement Duluth II	11,220,899	-	-	10,895,813	325,086
1869 Phase 1 Audio Frequency Circuit	3,101,678	-	-	1,374,765	1,726,913
1885 TOI Operation Management Software	2,859,367	15,880	15,880	1,396,408	1,462,959
1887 TOI Transit Business Intellegence	1,031,572	10,000	10,000	45,902	985,670
1905 Buses - FY13 CMAQ	18,565,431	-	-	18,223,283	342,148
1937 Innovative High School Career	z 2,129,435	-	-	97,625	2,031,810

Metro
Capital Expenditures for Active Projects
For the Quarter Ended September 30, 2018
(unaudited)

Description	Budget	Current	Year-To-Date	Life-To-Date	Balance
Projects continued					
1941 Duluth Piggyback III 40'	\$ 12,694,943	\$ -	\$ -	\$ 12,357,708	\$ 337,235
1955 Spruce Street Bridge	7,549,171	942	942	7,392,659	156,512
1959 Z-Gate Ped Barriers & Fence	1,257,938	118,859	118,859	496,819	761,119
1960 Rail ROW Repairs-MP 0-15.4 MO	1,905,200	-	-	66,612	1,838,588
1962 Elevator Rehab - 8 Units - MO	2,749,100	61,527	61,527	1,058,896	1,690,204
1973 Portable Bus Lifting System - MO	1,018,482	-	-	918,365	100,117
1983 DC to AC Rail Car Upgrades	22,500,000	-	-	-	22,500,000
1991 Financial Report-Budget Software	1,056,763	34,952	34,952	806,073	250,690
1997 IL Bus Facility Rehabilitation	1,850,692	237,522	237,522	1,194,635	656,057
2000 Administrative Facility	1,604,600	-	-	1,176,677	427,923
2020 Feeder Wire-Water Mitigation	1,644,372	-	-	925,353	719,019
2030 FY15 100% 7 SCCTD Buses	2,076,050	-	-	2,069,685	6,365
2035 Mobile Data Terminal	1,050,000	42,517	42,517	425,168	624,832
2053 Buses FY15 Formula	3,238,353	-	-	-	3,238,353
2054 Call-A-Ride Vans (7) FY15	2,161,300	-	-	849,320	1,311,980
2057 Non-Rev Vehicles (16) MO FY14	1,146,145	215,526	215,526	729,883	416,262
2060 Boyle Street ML Station	14,165,816	2,756,317	2,756,317	12,602,234	1,563,582
2061 CWE ML Station Rehab	1,644,046	137,263	137,263	642,120	1,001,926
2070 DC to AC Propulsion YR 2	1,340,303	-	-	8	1,340,295
2077 Buses FY15 Bus Facility	3,615,724	-	-	3,513,584	102,140
2078 Buses FY14 CMAQ	5,210,000	-	-	4,819,108	390,892
2079 MO Buses	4,018,076	-	-	3,951,541	66,535
2081 Convention Center Escalator FY15 SGR	1,103,500	-	-	-	1,103,500

Metro
Capital Expenditures for Active Projects
For the Quarter Ended September 30, 2018
(unaudited)

Description	Budget	Current	Year-To-Date	Life-To-Date	Balance
Projects continued					
2094 CAR Vans (7) FY14 Fed Formula	\$ 1,479,456	\$ -	\$ -	\$ 849,320	\$ 630,136
2108 Buses (8) IDOT Reimburse SCCTD	3,792,738	-	-	3,545,571	247,167
2109 Union Station Tunnel	40,136,324	551,990	551,990	2,265,396	37,870,928
2113 TAM-EAM System Development	3,000,000	663,205	663,205	1,244,239	1,755,761
2119 Buses - FY15 CMAQ	10,000,000	-	-	9,853,470	146,530
2122 Buses - FY16 Bus Facility	3,504,438	-	-	-	3,504,438
2125 CAR Van Replacement FY15 STP	1,000,000	-	-	-	1,000,000
2143 CCTV Cameras	2,100,500	2,831	2,831	2,831	2,097,669
2145 Public Address System Upgrade	1,960,000	293	293	293	1,959,707
2149 Non-Revenue Vehicles MO (26) FY15/16	1,137,500	-	-	-	1,137,500
2175 Buses FY16 Fed Formula	1,356,532	-	-	-	1,356,532
2181 Buses FY17 Bus Formula	3,544,079	-	-	-	3,544,079
2205 IT Systems Upgrade FY15	1,713,739	8,377	8,377	187,285	1,526,454
2207 IT Systems Upgrade FY16	1,700,000	-	-	111,642	1,588,358
2222 LRV Destination Sign Replacement	2,560,000	-	-	-	2,560,000
2224 Buses FY16 CMAQ	10,000,000	-	-	-	10,000,000
2225 Van Purchase FY16 STP	2,890,000	-	-	-	2,890,000
2231 FY18 Preventive Maintenance	20,000,000	20,000,000	20,000,000	20,000,000	-
2233 Replace Concrete Rail Ties MO	1,198,282	-	-	-	1,198,282
2240 LRV Rehab and Replacement	3,057,565	-	-	-	3,057,565
2251 ML Station Security Enhancements	3,600,000	-	-	-	3,600,000
All others	*z 39,898,173	561,829	561,829	14,399,536	25,498,637
Total Active Projects	\$ 430,765,645	\$ 25,407,913	\$ 25,407,913	\$ 243,136,537	\$ 187,629,108

* "All Others" list all projects with a budget less than one million dollars

z Some Projects/Awards do not produce a fixed asset; they are considered operating expenditures

ST. LOUIS DOWNTOWN AIRPORT



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St. Louis Downtown Airport

For the Three Months Ended September 30, 2018

(Preliminary, subject to audit)

Fast Facts

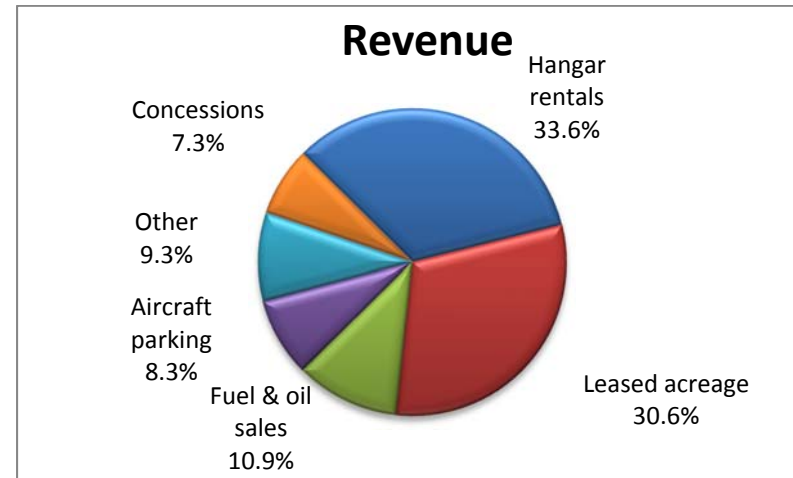
The St. Louis Downtown Airport recently hosted a national disaster training exercise, which involved an earthquake that caused widespread damage and injuries to numerous civilians. The National Disaster Medical System was activated and 35 people with simulated earthquake-related injuries were transported to the patient reception site at the St. Louis Downtown Airport. The full-scale exercise was conducted by the United States Department of Veterans Affairs to provide training for emergency responders, local hospitals and other partners to help prepare for a real national disaster.

Bi-State Development and St. Louis Downtown Airport hosted a diverse group of business leaders and industry experts on September 26 to talk about drones in what was the first of a three-part St. Louis Aviation Industry Forum. The forum aims to take a detailed look at the current and future applications of drones, the unique regulatory issues and challenges they present, and their potential long-term impact on aviation. The next two meetings were October 11 and 24, 2018.

Financial Data

Income before depreciation was \$3.3 thousand. This result is unfavorable compared to the prior fiscal year by \$32.8 thousand.

Revenue increased approximately \$10.3 thousand compared to prior fiscal year. Increased revenue is due to higher leased acreage income, aviation sales flowage, and interest income. Actual revenue was 8.7% less than budget.



St. Louis Downtown Airport

For the Three Months Ended September 30, 2018

(Preliminary, subject to audit)

Total **Expense** is \$401.9 thousand. This is an increase of \$43.1 thousand compared to FY18 and \$10.0 thousand under budget.

Wages and benefits are 17.9% less than fiscal year 2018.

Services increased \$19.0 thousand compared to the prior year due to more legal fees, consulting fees, maintenance services, and outside services.

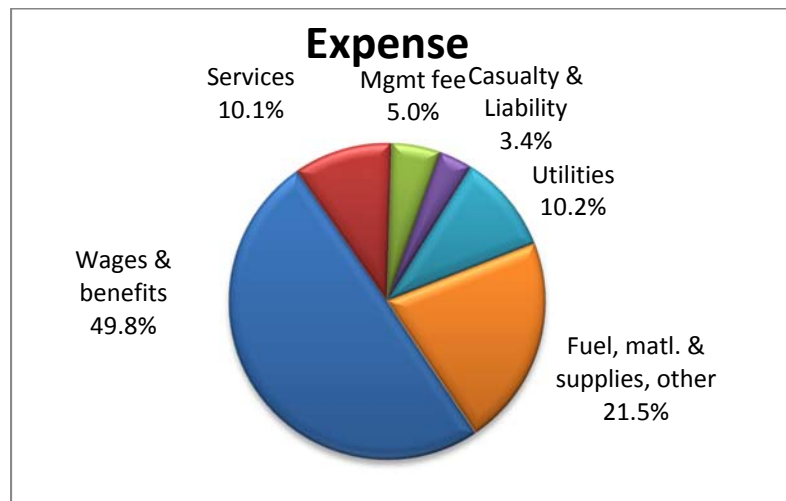
Utilities are 2.2% more than prior fiscal year 2018.

Performance Data

Performance Indicators			
YTD	Fuel sales (gallons)	Aircraft movements	Avg. based aircraft
FY19 Actual	495,857	24,381	914
FY19 Budget	443,408	22,500	960
FY18 Actual	465,971	26,051	946

Average based aircraft is thirty-two below prior year levels and forty-six below FY19 budget.

Aircraft movements decreased 6.4% from the prior year while fuel sales increased 6.4% over the prior year. Airport activity varies due to the economy, weather conditions, time of the year, and special events.



St. Louis Downtown Airport
Quarterly Statement of Financial Position
September 30, 2018
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Assets							
Current assets							
Cash	\$ 1,502,219	\$ 1,752,812	\$ (250,593)	(14.3)	\$ 410,338	\$ 1,091,881	266.1
Accounts and notes receivable	29,228	77,630	(48,402)	(62.3)	179,515	(150,287)	(83.7)
Materials and supplies inventory	65,457	65,457	-	-	61,074	4,383	7.2
Other current assets	71,921	-	71,921	n/a	73,057	(1,136)	(1.6)
Total current assets	<u>1,668,825</u>	<u>1,895,899</u>	<u>(227,074)</u>	(12.0)	<u>723,984</u>	<u>944,841</u>	130.5
Capital assets							
Capital assets	50,138,642	50,138,570	72	-	52,830,145	(2,691,503)	(5.1)
Accumulated depreciation	(36,158,238)	(35,850,382)	(307,856)	(0.9)	(36,275,178)	116,940	0.3
Total capital assets, net	<u>13,980,404</u>	<u>14,288,188</u>	<u>(307,784)</u>	(2.2)	<u>16,554,967</u>	<u>(2,574,563)</u>	(15.6)
Land	4,542,564	4,542,564	-	-	4,542,564	-	-
Construction-in-process	508,813	135,180	373,633	276.4	105,816	402,997	380.8
Total capital assets	<u>19,031,781</u>	<u>18,965,932</u>	<u>65,849</u>	0.3	<u>21,203,347</u>	<u>(2,171,566)</u>	(10.2)
Non-current assets							
Deferred charges	212,472	69,093	143,379	207.5	3,916	208,556	n/a
Total non-current assets	<u>212,472</u>	<u>69,093</u>	<u>143,379</u>	207.5	<u>3,916</u>	<u>208,556</u>	n/a
Total assets	<u>20,913,078</u>	<u>20,930,924</u>	<u>(17,846)</u>	(0.1)	<u>21,931,247</u>	<u>(1,018,169)</u>	(4.6)
Total	<u>\$ 20,913,078</u>	<u>\$ 20,930,924</u>	<u>\$ (17,846)</u>	(0.1)	<u>\$ 21,931,247</u>	<u>\$ (1,018,169)</u>	(4.6)

St. Louis Downtown Airport
Quarterly Statement of Financial Position
September 30, 2018
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Liabilities							
Current liabilities							
Accounts payable	\$ 700	\$ 12,577	\$ (11,877)	(94.4)	\$ 26,646	\$ (25,946)	(97.4)
Interfund accounts payable	254,782	369,740	(114,958)	(31.1)	352,555	(97,773)	(27.7)
Accrued expenses	54,900	54,900	-	-	72,700	(17,800)	(24.5)
Other current liabilities	62,641	4,140	58,501	n/a	4,369	58,272	n/a
Total current liabilities	<u>373,023</u>	<u>441,357</u>	<u>(68,334)</u>	(15.5)	<u>456,270</u>	<u>(83,247)</u>	(18.2)
Non-current liabilities							
Other post-employment benefits	347,222	347,222	-	-	364,530	(17,308)	(4.7)
Unfunded pension liabilities	12,344	12,344	-	-	57,516	(45,172)	(78.5)
Total non-current liabilities	<u>359,566</u>	<u>359,566</u>	<u>-</u>	-	<u>422,046</u>	<u>(62,480)</u>	(14.8)
Total liabilities	<u>732,589</u>	<u>800,923</u>	<u>(68,334)</u>	(8.5)	<u>878,316</u>	<u>(145,727)</u>	(16.6)
Net Position							
Net position - capital investments	19,031,781	18,965,932	65,849	0.3	21,203,347	(2,171,566)	(10.2)
Net position	1,453,241	2,431,987	(978,746)	(40.2)	166,677	1,286,564	771.9
Net income (loss)	(304,533)	(1,267,918)	963,385	76.0	(317,093)	12,560	4.0
Total net position	<u>20,180,489</u>	<u>20,130,001</u>	<u>50,488</u>	0.3	<u>21,052,931</u>	<u>(872,442)</u>	(4.1)
Total	<u>\$ 20,913,078</u>	<u>\$ 20,930,924</u>	<u>\$ (17,846)</u>	(0.1)	<u>\$ 21,931,247</u>	<u>\$ (1,018,169)</u>	(4.6)

St. Louis Downtown Airport
Statement of Activities
For the Quarter Ended September 30, 2018
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Revenue										
Airport parking	\$ 33,644	\$ 36,147	\$ (2,503)	(6.9)	\$ 33,964	\$ 33,644	\$ 36,147	\$ (2,503)	(6.9)	\$ 33,964
Leased acreage	123,923	137,686	(13,763)	(10.0)	79,954	123,923	137,686	(13,763)	(10.0)	79,954
Hangar rental	135,938	151,216	(15,278)	(10.1)	175,870	135,938	151,216	(15,278)	(10.1)	175,870
Aviation sales flowage	44,312	47,946	(3,634)	(7.6)	42,449	44,312	47,946	(3,634)	(7.6)	42,449
Other operating revenue	30,644	40,928	(10,284)	(25.1)	33,159	30,644	40,928	(10,284)	(25.1)	33,159
Concessions	29,672	29,286	386	1.3	28,718	29,672	29,286	386	1.3	28,718
Service fee revenue	125	50	75	150.0	-	125	50	75	150.0	-
Interest income	6,977	719	6,258	870.4	785	6,977	719	6,258	870.4	785
Total revenue	<u>405,235</u>	<u>443,978</u>	<u>(38,743)</u>	<u>(8.7)</u>	<u>394,899</u>	<u>405,235</u>	<u>443,978</u>	<u>(38,743)</u>	<u>(8.7)</u>	<u>394,899</u>
Expense										
Wages and benefits ¹	200,046	263,223	63,177	24.0	243,827	200,046	263,223	63,177	24.0	243,827
Services	40,453	29,134	(11,319)	(38.9)	21,451	40,453	29,134	(11,319)	(38.9)	21,451
Fuel and lube consumed	6,229	7,357	1,128	15.3	4,187	6,229	7,357	1,128	15.3	4,187
Materials and supplies	14,582	32,359	17,777	54.9	24,018	14,582	32,359	17,777	54.9	24,018
Utilities	41,016	49,127	8,111	16.5	40,445	41,016	49,127	8,111	16.5	40,445
Casualty and liability costs	13,643	11,093	(2,550)	(23.0)	13,343	13,643	11,093	(2,550)	(23.0)	13,343
Other expenses	85,944	19,638	(66,306)	(337.6)	11,518	85,944	19,638	(66,306)	(337.6)	11,518
Total expense	<u>401,913</u>	<u>411,931</u>	<u>10,018</u>	<u>2.4</u>	<u>358,789</u>	<u>401,913</u>	<u>411,931</u>	<u>10,018</u>	<u>2.4</u>	<u>358,789</u>
Income (loss) before depreciation	<u>3,322</u>	<u>32,047</u>	<u>(28,725)</u>	<u>(89.6)</u>	<u>36,110</u>	<u>3,322</u>	<u>32,047</u>	<u>(28,725)</u>	<u>(89.6)</u>	<u>36,110</u>
Depreciation and amortization expense	<u>307,855</u>	<u>333,809</u>	<u>25,954</u>	<u>7.8</u>	<u>353,203</u>	<u>307,855</u>	<u>333,809</u>	<u>25,954</u>	<u>7.8</u>	<u>353,203</u>
Net income (loss)	<u>\$ (304,533)</u>	<u>\$ (301,762)</u>	<u>\$ (2,771)</u>	<u>(0.9)</u>	<u>\$ (317,093)</u>	<u>\$ (304,533)</u>	<u>\$ (301,762)</u>	<u>\$ (2,771)</u>	<u>(0.9)</u>	<u>\$ (317,093)</u>

¹ - Detailed schedule included.

St. Louis Downtown Airport
Detailed Schedule of Wages and Benefits
For the Quarter Ended September 30, 2018
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Personnel expense										
Wages	\$ 136,599	\$ 186,872	\$ 50,273	26.9	\$ 160,832	\$ 136,599	\$ 186,872	\$ 50,273	26.9	\$ 160,832
Company paid benefits										
Payroll related taxes and insurance										
FICA	9,566	14,296	4,730	33.1	11,236	9,566	14,296	4,730	33.1	11,236
Unemployment insurance	9	525	516	98.3	162	9	525	516	98.3	162
Worker's compensation insurance	10,198	12,383	2,185	17.6	11,009	10,198	12,383	2,185	17.6	11,009
Health and welfare										
Medical	30,780	24,971	(5,809)	(23.3)	36,020	30,780	24,971	(5,809)	(23.3)	36,020
Dental	863	790	(73)	(9.2)	958	863	790	(73)	(9.2)	958
Other post employment benefits	-	3,437	3,437	100.0	4,619	-	3,437	3,437	100.0	4,619
Life insurance / AD&D	284	209	(75)	(35.9)	348	284	209	(75)	(35.9)	348
Short and long term disability	879	2,081	1,202	57.8	1,029	879	2,081	1,202	57.8	1,029
FMLA administration expense	-	114	114	100.0	-	-	114	114	100.0	-
EAP expense	43	54	11	20.4	53	43	54	11	20.4	53
Retirement										
Pension expense	-	5,007	5,007	100.0	6,123	-	5,007	5,007	100.0	6,123
401 K contributions	9,905	11,983	2,078	17.3	10,768	9,905	11,983	2,078	17.3	10,768
Other										
Uniform allowance	920	501	(419)	(83.6)	670	920	501	(419)	(83.6)	670
Total company paid benefits	<u>63,447</u>	<u>76,351</u>	<u>12,904</u>	<u>16.9</u>	<u>82,995</u>	<u>63,447</u>	<u>76,351</u>	<u>12,904</u>	<u>16.9</u>	<u>82,995</u>
Total wages and benefits	<u>\$ 200,046</u>	<u>\$ 263,223</u>	<u>\$ 63,177</u>	<u>24.0</u>	<u>\$ 243,827</u>	<u>\$ 200,046</u>	<u>\$ 263,223</u>	<u>\$ 63,177</u>	<u>24.0</u>	<u>\$ 243,827</u>

St. Louis Downtown Airport
Cash Receipts and Disbursements Schedule
For the Quarter Ended September 30, 2018
(unaudited)

<u>Description</u>	<u>Total</u>	<u>Revenue Fund</u>	<u>Investments Operating Fund</u>	<u>Other Restricted Fund</u>
Balance at July 1, 2018				
Cash & Investments	\$ 1,752,812	\$ 715	\$ 1,461,442	\$ 290,655
Add:				
Customer payments	523,987	523,987	-	-
Interest received	6,977	-	6,977	-
Total cash receipts	<u>530,964</u>	<u>523,987</u>	<u>6,977</u>	<u>-</u>
Interfund transfers	-	(6,798)	6,798	-
Less:				
Cash disbursements	<u>(781,557)</u>	<u>(354,877)</u>	<u>(426,680)</u>	<u>-</u>
Total cash disbursements	<u>(781,557)</u>	<u>(354,877)</u>	<u>(426,680)</u>	<u>-</u>
Balance at September 30, 2018				
Cash & Investments	<u>\$ 1,502,219</u>	<u>\$ 163,027</u>	<u>\$ 1,048,537</u>	<u>\$ 290,655</u>

**St. Louis Downtown Airport
Statement of Cash Flows
For the Three Months Ended September 30, 2018
(unaudited)**

Cash flows from operating activities		Supplemental disclosure of cash flow information
Receipts from customers	\$ 303,281	
Payments to employees	(200,046)	Noncash Activities:
Payments to vendors	(193,258)	None
Payments for self-insurance	(13,643)	
Receipts (payments) from inter-fund activity	<u>(135,220)</u>	
Net cash provided by (used in) operating activities	<u>(238,886)</u>	
Cash flows from non capital financing activities		
None		
Net cash provided by (used in) non capital financing activities	<u>-</u>	
Cash flows from capital and related financing activities		
Acquisitions of capital assets	(373,705)	
Contributed capital	<u>355,021</u>	
Cash flows from capital and related financing activities	<u>(18,684)</u>	
Cash flows from investing activities		
Interest received	<u>6,977</u>	
Net cash provided by (used in) investing activities	<u>6,977</u>	
Net increase (decrease) in cash and cash equivalents	(250,593)	
Cash and cash equivalents, beginning of year	<u>1,752,812</u>	
Cash and cash equivalents, year to date	<u>\$ 1,502,219</u>	

**St. Louis Downtown Airport
Schedule of Aged Receivables
September 30, 2018
(Unaudited)**

Customers owing over \$1,000	Less than 30 days	31-60 days	61-90 days	91-180 days	181-360 days	Over 361 days	Total
A & S Helicopters	\$ 1,307	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 1,307
Air & Sea Leasing	1,308	-	-	-	-	-	1,308
Aviation Business	3,334	1,543	1,562	3,479	-	-	9,918
Greater St. Louis Air & Space Museum	1,355	1,095	-	1,095	-	-	3,545
Gulfstream Aerospace Corporation	(54,633) ¹	(5,475) ¹	-	-	-	-	(60,108)
Jet Aviation - St. Louis, MO	8,582	114	-	-	(52) ¹	732	9,376
Midwest Aviation	1,209	-	-	-	-	-	1,209
Parks Aviation Holdings LLC	1,967	1,933	-	1,933	-	-	5,833
Parks College	108	-	-	1,069	-	-	1,177
VA St. Louis Health Care System	-	2,155	-	-	-	-	2,155
William Wilson	530	530	-	1,290	2,680	690	5,720
All other customers	57,322	(4,251) ¹	(1,348) ¹	721	(1,494) ¹	252	51,202
Allowance for Bad Debts	(3,414)	-	-	-	-	-	(3,414)
Total	\$ 18,975	\$ (2,356)	\$ 214	\$ 9,587	\$ 1,134	\$ 1,674	\$ 29,228

¹ Some customers pay ahead creating credit balances on this report. When that occurs, the customer is contacted to verify payment application or return.

St. Louis Downtown Airport
Capital Expenditures for Active Projects
For the Quarter Ended September 30, 2018
(unaudited)

Description	<u>Budget</u>	<u>Current</u>	<u>Year-To-Date</u>	<u>Life-To-Date</u>	<u>Balance</u>
Project #					
Runup taxiway, pad, enclosure	\$ 5,000,000	\$ -	\$ -	\$ -	\$ 5,000,000
Taxiway Bravo - Phase 2	4,840,200	-	-	-	4,840,200
Taxiway Bravo - Phase 1	4,755,151	-	-	-	4,755,151
Taxiway - Taxiway B Relocation, Phase 1: Fillet Impr.	1,168,865	373,634	373,634	373,634	795,231
Drainage Improvements	1,075,599	-	-	-	1,075,599
Earthwork - Grade Ditch Parallel to Main Runway	754,772	71	71	754,772	-
Curtiss Steinberg from Vector to Archview	322,680	-	-	-	322,680
Tandems Dump Truck with 12' Snow Blade	188,230	-	-	-	188,230
Environmental Assessment and ALP	165,000	-	-	116,037	48,963
Airport Terminal Roof - Phase 1	144,700	-	-	129,773	14,927
Airport Terminal Restaurant Sewer	95,103	-	-	-	95,103
80' Man Lift	84,536	-	-	-	84,536
Air Condition units on terminal	52,835	-	-	-	52,835
Airport Terminal Roof - Phase 3	48,402	-	-	-	48,402
Airport Terminal Roof - Phase 2	47,552	-	-	-	47,552
ARFF/Operations Vehicle	37,646	-	-	-	37,646
Airport signage	36,000	-	-	-	36,000
Total Active Projects	<u>\$ 18,817,271</u>	<u>\$ 373,705</u>	<u>\$ 373,705</u>	<u>\$ 1,374,216</u>	<u>\$ 17,443,055</u>

x Projects are carryover from prior year.

RIVERFRONT ATTRACTIONS



**BI-STATE
DEVELOPMENT**

Gateway to growth. On both sides of the river.™

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Riverfront Attractions

For the Three Months Ended September 30, 2018

(Preliminary, subject to audit)

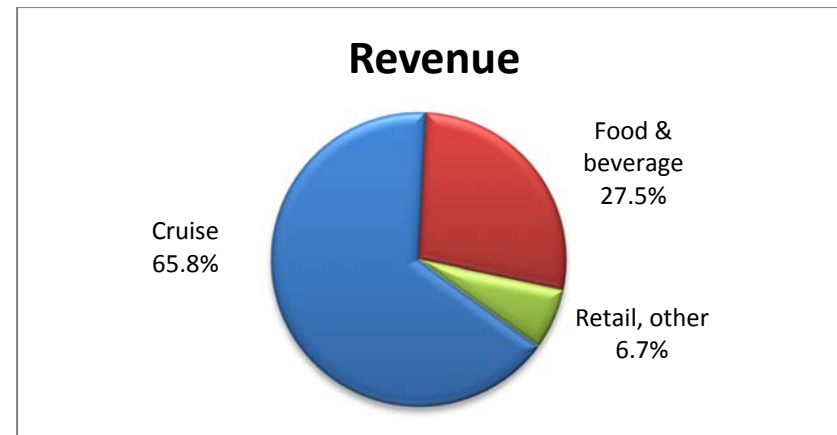
Fast Facts

Robert Hopkins is the new Director of Operations for the Riverboats at the Gateway Arch replacing Tom Dunn who retired after 17 years of service to Bi-State and 45 years on the St. Louis levee. Robert brings 24 years of experience in the cruise, maritime, and hospitably industries. Most recently, Robert served as Captain and Pilot for American Cruise Lines and was responsible for overseeing all ship operations and command of a 150 passenger cruise ship. Prior to this, he served as Managing Partner, General Manager and Captain for Romance Cruise Lines and St. Johns River Cruises in Florida. Robert holds a 200-ton Licensed Master Captain from the United States Coast Guard.

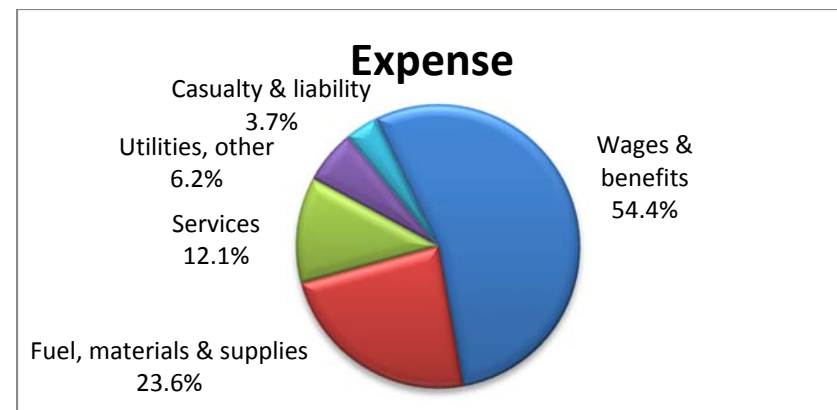
Financial Data

Income before depreciation for Riverfront Attractions is \$689.0 thousand compared to \$579.8 thousand in the prior year.

Revenue is \$1.6 million, which is 11.2% greater than the prior year, a direct result of increased passengers, cruises, and gift shop sales.



Total Expense is \$.9 million up 6.2% from last year.



Riverfront Attractions

For the Three Months Ended September 30, 2018

(Preliminary, subject to audit)

Services Expense are 16.5% less than the prior year due to decreased maintenance services.

The 3.9% increase in **fuel, materials and supplies** over the prior year primarily reflects the added fuel consumption cost resulting from the increased number of cruises.

Performance Data

Performance Indicators			
YTD	Passengers	Cruises	Passengers per Cruise
FY19 Actual	67,740	516	131
FY19 Budget	58,610	447	131
FY18 Actual	60,158	444	135

Total **riverboat passengers** are up 12.6% and cruises are up 16.2% over the prior year. Cruises are up due to an increase of charter cruises.

Riverboat days of operation are down from 92 to 90, a decrease of 2.2%, due to two flood days in September. Passenger attendance for FY19 cruises was strong, trending up, and cruises continue to be well attended.

Riverfront Attractions
Quarterly Statement of Financial Position
September 30, 2018
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Assets							
Current assets							
Cash	\$ 251,813	\$ 217,545	\$ 34,268	15.8	\$ 106,882	\$ 144,931	135.6
Accounts and notes receivable	5,457	9,331	(3,874)	(41.5)	14,186	(8,729)	(61.5)
Materials and supplies inventory	46,197	44,374	1,823	4.1	44,912	1,285	2.9
Other current assets	110,420	-	110,420	n/a	105,085	5,335	5.1
Total current assets	<u>413,887</u>	<u>271,250</u>	<u>142,637</u>	52.6	<u>271,065</u>	<u>142,822</u>	52.7
Capital assets							
Capital assets	5,103,118	5,109,041	(5,923)	(0.1)	5,098,609	4,509	0.1
Accumulated depreciation	(4,058,798)	(4,001,950)	(56,848)	(1.4)	(3,810,790)	(248,008)	(6.5)
Total capital assets, net	<u>1,044,320</u>	<u>1,107,091</u>	<u>(62,771)</u>	(5.7)	<u>1,287,819</u>	<u>(243,499)</u>	(18.9)
Construction-in-process	<u>43,878</u>	-	<u>43,878</u>	n/a	<u>10,432</u>	<u>33,446</u>	320.6
Total capital assets	<u>1,088,198</u>	<u>1,107,091</u>	<u>(18,893)</u>	(1.7)	<u>1,298,251</u>	<u>(210,053)</u>	(16.2)
Total assets	<u>1,502,085</u>	<u>1,378,341</u>	<u>123,744</u>	9.0	<u>1,569,316</u>	<u>(67,231)</u>	(4.3)
Total	<u>\$ 1,502,085</u>	<u>\$ 1,378,341</u>	<u>\$ 123,744</u>	9.0	<u>\$ 1,569,316</u>	<u>\$ (67,231)</u>	(4.3)

Riverfront Attractions
Quarterly Statement of Financial Position
September 30, 2018
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Liabilities							
Current liabilities							
Accounts payable	\$ 24,327	\$ 39,870	\$ (15,543)	(39.0)	\$ 23,810	\$ 517	2.2
Interfund accounts payable	376,831	875,769	(498,938)	(57.0)	763,451	(386,620)	(50.6)
Accrued expenses	123,100	123,100	-	-	109,794	13,306	12.1
Other current liabilities	45,564	33,580	11,984	35.7	40,616	4,948	12.2
Total current liabilities	<u>569,822</u>	<u>1,072,319</u>	<u>(502,497)</u>	(46.9)	<u>937,671</u>	<u>(367,849)</u>	(39.2)
Non-current liabilities							
Other post-employment benefits	308,979	308,979	-	-	324,850	(15,871)	(4.9)
Unfunded pension liabilities	243,268	243,268	-	-	281,766	(38,498)	(13.7)
Total non-current liabilities	<u>552,247</u>	<u>552,247</u>	<u>-</u>	-	<u>606,616</u>	<u>(54,369)</u>	(9.0)
Total liabilities	<u>1,122,069</u>	<u>1,624,566</u>	<u>(502,497)</u>	(30.9)	<u>1,544,287</u>	<u>(422,218)</u>	(27.3)
Net Position							
Net position - capital investments	1,088,198	1,107,091	(18,893)	(1.7)	1,298,251	(210,053)	(16.2)
Net position	(1,334,423)	(1,597,492)	263,069	16.5	(1,788,652)	454,229	25.4
Net income (loss)	626,241	244,176	382,065	156.5	515,430	110,811	21.5
Total net position	<u>380,016</u>	<u>(246,225)</u>	<u>626,241</u>	254.3	<u>25,029</u>	<u>354,987</u>	n/a
Total	<u>\$ 1,502,085</u>	<u>\$ 1,378,341</u>	<u>\$ 123,744</u>	9.0	<u>\$ 1,569,316</u>	<u>\$ (67,231)</u>	(4.3)

Riverfront Attractions
Statement of Activities
For the Quarter Ended September 30, 2018
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Revenue										
Cruise	\$ 1,082,892	\$ 1,042,020	\$ 40,872	3.9	\$ 963,109	\$ 1,082,892	\$ 1,042,020	\$ 40,872	3.9	\$ 963,109
Food and beverage	444,780	423,520	21,260	5.0	404,937	444,780	423,520	21,260	5.0	404,937
Retail	61,153	66,150	(4,997)	(7.6)	57,605	61,153	66,150	(4,997)	(7.6)	57,605
Other operating revenue	47,568	45,267	2,301	5.1	44,444	47,568	45,267	2,301	5.1	44,444
Sales discount	(20,153)	(16,410)	(3,743)	(22.8)	(16,786)	(20,153)	(16,410)	(3,743)	(22.8)	(16,786)
Total revenue	<u>1,616,240</u>	<u>1,560,547</u>	<u>55,693</u>	<u>3.6</u>	<u>1,453,309</u>	<u>1,616,240</u>	<u>1,560,547</u>	<u>55,693</u>	<u>3.6</u>	<u>1,453,309</u>
Expense										
Wages and benefits ¹	504,600	458,638	(45,962)	(10.0)	428,876	504,600	458,638	(45,962)	(10.0)	428,876
Services	111,764	125,261	13,497	10.8	133,829	111,764	125,261	13,497	10.8	133,829
Fuel and lube consumed	30,730	20,000	(10,730)	(53.7)	10,892	30,730	20,000	(10,730)	(53.7)	10,892
Materials and supplies	188,318	237,242	48,924	20.6	199,865	188,318	237,242	48,924	20.6	199,865
Utilities	23,361	25,149	1,788	7.1	26,261	23,361	25,149	1,788	7.1	26,261
Casualty and liability costs	34,099	39,807	5,708	14.3	35,628	34,099	39,807	5,708	14.3	35,628
Other expenses	34,356	38,348	3,992	10.4	38,147	34,356	38,348	3,992	10.4	38,147
Total expense	<u>927,228</u>	<u>944,445</u>	<u>17,217</u>	<u>1.8</u>	<u>873,498</u>	<u>927,228</u>	<u>944,445</u>	<u>17,217</u>	<u>1.8</u>	<u>873,498</u>
Income (loss) before depreciation	<u>689,012</u>	<u>616,102</u>	<u>72,910</u>	<u>11.8</u>	<u>579,811</u>	<u>689,012</u>	<u>616,102</u>	<u>72,910</u>	<u>11.8</u>	<u>579,811</u>
Depreciation and amortization expense	<u>62,771</u>	<u>66,311</u>	<u>3,540</u>	<u>5.3</u>	<u>64,381</u>	<u>62,771</u>	<u>66,311</u>	<u>3,540</u>	<u>5.3</u>	<u>64,381</u>
Net income (loss)	<u>\$ 626,241</u>	<u>\$ 549,791</u>	<u>\$ 76,450</u>	<u>13.9</u>	<u>\$ 515,430</u>	<u>\$ 626,241</u>	<u>\$ 549,791</u>	<u>\$ 76,450</u>	<u>13.9</u>	<u>\$ 515,430</u>

¹ - Detailed schedule included.

Riverfront Attractions
Detailed Schedule of Wages and Benefits
For the Quarter Ended September 30, 2018
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Personnel expense										
Wages	\$ 406,243	\$ 358,973	\$ (47,270)	(13.2)	\$ 332,847	\$ 406,243	\$ 358,973	\$ (47,270)	(13.2)	\$ 332,847
Company paid benefits										
Payroll related taxes and insurance										
FICA	30,326	27,465	(2,861)	(10.4)	24,706	30,326	27,465	(2,861)	(10.4)	24,706
Unemployment insurance	1,485	3,678	2,193	59.6	1,426	1,485	3,678	2,193	59.6	1,426
Worker's compensation insurance	-	2,545	2,545	100.0	-	-	2,545	2,545	100.0	-
Health and welfare										
Medical	25,444	23,920	(1,524)	(6.4)	21,215	25,444	23,920	(1,524)	(6.4)	21,215
Dental	888	849	(39)	(4.6)	826	888	849	(39)	(4.6)	826
Other post employment benefits	-	2,812	2,812	100.0	5,488	-	2,812	2,812	100.0	5,488
Life insurance / AD&D	395	224	(171)	(76.3)	360	395	224	(171)	(76.3)	360
Short and long term disability	1,201	5,419	4,218	77.8	1,196	1,201	5,419	4,218	77.8	1,196
FMLA administration expense	-	239	239	100.0	-	-	239	239	100.0	-
EAP expense	54	59	5	8.5	51	54	59	5	8.5	51
Retirement										
Pension expense	29,636	24,528	(5,108)	(20.8)	33,971	29,636	24,528	(5,108)	(20.8)	33,971
401 K contributions	7,137	6,827	(310)	(4.5)	6,591	7,137	6,827	(310)	(4.5)	6,591
Other										
Uniform allowance	1,791	1,100	(691)	(62.8)	199	1,791	1,100	(691)	(62.8)	199
Total company paid benefits	<u>98,357</u>	<u>99,665</u>	<u>1,308</u>	<u>1.3</u>	<u>96,029</u>	<u>98,357</u>	<u>99,665</u>	<u>1,308</u>	<u>1.3</u>	<u>96,029</u>
Total wages and benefits	<u>\$ 504,600</u>	<u>\$ 458,638</u>	<u>\$ (45,962)</u>	<u>(10.0)</u>	<u>\$ 428,876</u>	<u>\$ 504,600</u>	<u>\$ 458,638</u>	<u>\$ (45,962)</u>	<u>(10.0)</u>	<u>\$ 428,876</u>

Riverfront Attractions
Cash Receipts and Disbursements Schedule
For the Quarter Ended September 30, 2018
(unaudited)

<u>Description</u>	<u>Total</u>	<u>Operating Fund</u>	<u>Change Fund</u>
Balance at July 1, 2018			
Cash & Investments	\$ 217,545	\$ 211,645	\$ 5,900
Add:			
Revenue receipts	1,627,802	1,627,802	-
Total cash receipts	<u>1,627,802</u>	<u>1,627,802</u>	<u>-</u>
Interfund transfers	-	-	-
Less:			
Cash disbursements	(1,593,534)	(1,593,534)	-
Total cash disbursements	<u>(1,593,534)</u>	<u>(1,593,534)</u>	<u>-</u>
 Balance at September 30, 2018			
Cash & Investments	<u><u>\$ 251,813</u></u>	<u><u>\$ 245,913</u></u>	<u><u>\$ 5,900</u></u>

Riverfront Attractions
Statement of Cash Flows
For the Three Months Ended September 30, 2018
(unaudited)

Cash flows from operating activities		Supplemental disclosure of cash flow information
Receipts from customers	\$ 1,620,115	
Payments to employees	(504,600)	Noncash Activities:
Payments to vendors	(504,330)	None
Payments for self-insurance	(34,099)	
Receipts (payments) from inter-fund activity	<u>(498,938)</u>	
Net cash provided by (used in) operating activities	<u>78,148</u>	
Cash flows from non capital financing activities		
None		
Net cash provided by (used in) non capital financing activities	<u>-</u>	
Cash flows from capital and related financing activities		
None		
Acquisitions of capital assets	(43,880)	
Cash flows from capital and related financing activities	<u>(43,880)</u>	
Cash flows from investing activities		
None		
Net cash provided by (used in) investing activities	<u>-</u>	
Net increase (decrease) in cash and cash equivalents	34,268	
Cash and cash equivalents, beginning of year	<u>217,545</u>	
Cash and cash equivalents, year to date	<u>\$ 251,813</u>	

Riverfront Attractions
Capital Expenditures for Active Projects
For the Quarter Ended September 30, 2018
(unaudited)

Description	<u>Budget</u>	<u>Current</u>	<u>Year-To-Date</u>	<u>Life-To-Date</u>	<u>Balance</u>
Project #					
Becky Thatcher Inspection/Dry Docking	x \$ 175,000	\$ -	\$ -	\$ -	\$ 175,000
Total Active Projects	<u>\$ 175,000</u>	<u>\$ -</u>	<u>-</u>	<u>\$ -</u>	<u>\$ 175,000</u>

x Projects are carryover from prior year.

ST. LOUIS REGIONAL FREIGHTWAY



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St. Louis Regional Freightway

For the Three Months Ended September 30, 2018

(Preliminary, subject to audit)

Fast Facts

The St. Louis Regional Freightway held its third annual Freight Summit. The first of its kind, FreightWeek STL was a four-day conference, which brought together approximately 2,000 national industry leaders and experts to collaborate on the forward movement of America's growing freight industry.

The St. Louis Chapter of Women in Transportation International presented Executive Director Mary Lamie with the Woman of the Year Award. The 2018 award recognizes the contributions she has made to the transportation and engineering industries throughout her career, and her current work with the St. Louis Regional Freightway.

Two of the region's highest priority projects, the I-270 Mississippi River Chain of Rocks bridge replacement and the Merchants Rail Bridge, received over \$420 million in funding. Both were included on the Freightway's Multimodal Transportation list as the region's highest priorities. The nationally recognized Freight Development Committee helps set multimodal transportation priorities through public – private partnerships.

The Freightway earned over \$630,000 in media coverage this past year helping raise the region's profile as a World Class Freight and Logistics Hub. Coverage not just locally and regionally, but in national and international trade publications directly reaching shipping, carriers, developers, site selection professional and other key audiences.

Financial Data

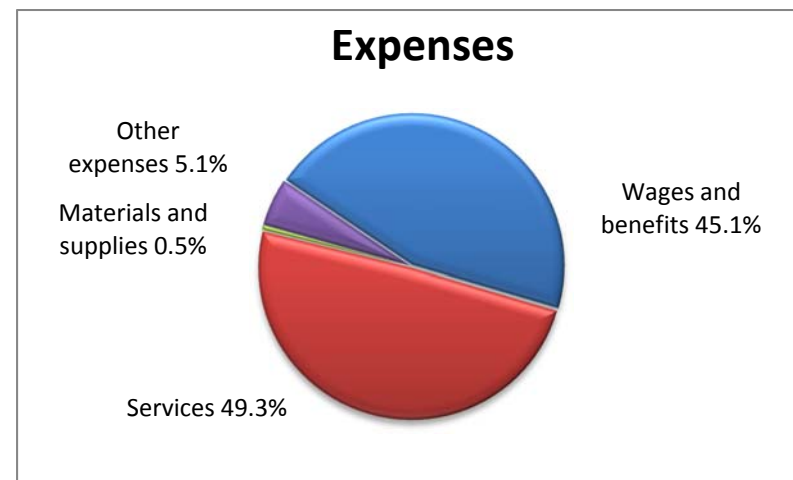
Net loss for the St. Louis Regional Freightway is \$184.8 thousand.

Revenue includes \$6.2 thousand for their meetings and summits.

Expense of \$191.1 thousand includes compensation and benefits of \$86.1 thousand.

Services were \$94.2 thousand due to consulting, legal fees, and immaterial office supplies expense.

All other expenses were \$10.8 thousand, primarily for dues and subscriptions and travel.



St. Louis Regional Freightway
Quarterly Statement of Financial Position
September 30, 2018
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Assets							
Current assets							
Cash	\$ 4,922	\$ 23,897	\$ (18,975)	(79.4)	\$ 49,035	\$ (44,113)	(90.0)
Accounts and notes receivable	-	4,255	(4,255)	(100.0)	25,210	(25,210)	(100.0)
Total current assets	4,922	28,152	(23,230)	(82.5)	74,245	(69,323)	(93.4)
Total assets	4,922	28,152	(23,230)	(82.5)	74,245	(69,323)	(93.4)
Total	<u>\$ 4,922</u>	<u>\$ 28,152</u>	<u>\$ (23,230)</u>	(82.5)	<u>\$ 74,245</u>	<u>\$ (69,323)</u>	(93.4)

St. Louis Regional Freightway
Quarterly Statement of Financial Position
September 30, 2018
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Liabilities							
Current liabilities							
Accounts payable	\$ -	\$ 25,006	\$ (25,006)	(100.0)	\$ -	\$ -	n/a
Interfund accounts payable	1,582,782	1,396,720	186,062	13.3	879,092	703,690	80.0
Accrued expenses	29,500	29,000	500	1.7	14,900	14,600	98.0
Other current liabilities	10,055	10,055	-	-	-	10,055	n/a
Total current liabilities	<u>1,622,337</u>	<u>1,460,781</u>	<u>161,556</u>	11.1	<u>893,992</u>	<u>728,345</u>	81.5
Non-current liabilities							
Other post-employment benefits	133,975	133,975	-	-	138,287	(4,312)	(3.1)
Unfunded pension liabilities	3,494	3,494	-	-	5,092	(1,598)	(31.4)
Total non-current liabilities	<u>137,469</u>	<u>137,469</u>	<u>-</u>	-	<u>143,379</u>	<u>(5,910)</u>	(4.1)
Total liabilities	<u>1,759,806</u>	<u>1,598,250</u>	<u>161,556</u>	10.1	<u>1,037,371</u>	<u>722,435</u>	69.6
Net Position							
Net position	(1,570,098)	(790,812)	(779,286)	(98.5)	(790,812)	(779,286)	(98.5)
Net income (loss)	(184,786)	(779,286)	594,500	76.3	(172,314)	(12,472)	(7.2)
Total net position	<u>(1,754,884)</u>	<u>(1,570,098)</u>	<u>(184,786)</u>	(11.8)	<u>(963,126)</u>	<u>(791,758)</u>	(82.2)
Total	<u>\$ 4,922</u>	<u>\$ 28,152</u>	<u>\$ (23,230)</u>	(82.5)	<u>\$ 74,245</u>	<u>\$ (69,323)</u>	(93.4)

**St. Louis Regional Freightway
Statement of Activities
For the Quarter Ended September 30, 2018**
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Revenue										
Partnership fees	\$ -	\$ 55,000	\$ (55,000)	(100.0)	\$ 37,500	\$ -	\$ 55,000	\$ (55,000)	(100.0)	\$ 37,500
Other revenue	6,200	10,000	(3,800)	(38.0)	-	6,200	10,000	(3,800)	(38.0)	-
Interest income	117	-	117	-	-	117	-	117	-	-
Total revenue	<u>6,317</u>	<u>65,000</u>	<u>(58,683)</u>	<u>(90.3)</u>	<u>37,500</u>	<u>6,317</u>	<u>65,000</u>	<u>(58,683)</u>	<u>(90.3)</u>	<u>37,500</u>
Expense										
Wages and benefits ¹	86,147	90,058	3,911	4.3	92,679	86,147	90,058	3,911	4.3	92,679
Services	94,191	142,500	48,309	33.9	117,164	94,191	142,500	48,309	33.9	117,164
Materials and supplies	932	696	(236)	(33.9)	86	932	696	(236)	(33.9)	86
Other expenses	9,833	26,700	16,867	63.2	(115)	9,833	26,700	16,867	63.2	(115)
Total expense	<u>191,103</u>	<u>259,954</u>	<u>68,851</u>	<u>26.5</u>	<u>209,814</u>	<u>191,103</u>	<u>259,954</u>	<u>68,851</u>	<u>26.5</u>	<u>209,814</u>
Net income (loss)	<u>\$ (184,786)</u>	<u>\$ (194,954)</u>	<u>\$ 10,168</u>	<u>5.2</u>	<u>\$ (172,314)</u>	<u>\$ (184,786)</u>	<u>\$ (194,954)</u>	<u>\$ 10,168</u>	<u>5.2</u>	<u>\$ (172,314)</u>

¹ - Detailed schedule included.

**St. Louis Regional Freightway
Detailed Schedule of Wages and Benefits
For the Quarter Ended September 30, 2018**

(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Personnel expense										
Wages	\$ 66,451	\$ 72,817	\$ 6,366	8.7	\$ 70,593	\$ 66,451	\$ 72,817	\$ 6,366	8.7	\$ 70,593
Company paid benefits										
Payroll related taxes and insurance										
FICA	4,278	5,571	1,293	23.2	4,635	4,278	5,571	1,293	23.2	4,635
Unemployment insurance	-	-	-	-	41	-	-	-	-	41
Worker's compensation insurance	-	218	218	100.0	-	-	218	218	100.0	-
Health and welfare										
Medical	10,413	6,375	(4,038)	(63.3)	8,968	10,413	6,375	(4,038)	(63.3)	8,968
Dental	285	196	(89)	(45.4)	238	285	196	(89)	(45.4)	238
Other post employment benefits	-	1,010	1,010	100.0	2,271	-	1,010	1,010	100.0	2,271
Life insurance / AD&D	141	52	(89)	(171.2)	122	141	52	(89)	(171.2)	122
Short and long term disability	518	315	(203)	(64.4)	423	518	315	(203)	(64.4)	423
FMLA administration expense	-	21	21	100.0	-	-	21	21	100.0	-
EAP expense	14	14	-	-	11	14	14	-	-	11
Retirement										
Pension expense	-	443	443	100.0	1,733	-	443	443	100.0	1,733
401 K contributions	4,047	3,026	(1,021)	(33.7)	3,644	4,047	3,026	(1,021)	(33.7)	3,644
Total company paid benefits	<u>19,696</u>	<u>17,241</u>	<u>(2,455)</u>	<u>(14.2)</u>	<u>22,086</u>	<u>19,696</u>	<u>17,241</u>	<u>(2,455)</u>	<u>(14.2)</u>	<u>22,086</u>
Total wages and benefits	<u>\$ 86,147</u>	<u>\$ 90,058</u>	<u>\$ 3,911</u>	<u>4.3</u>	<u>\$ 92,679</u>	<u>\$ 86,147</u>	<u>\$ 90,058</u>	<u>\$ 3,911</u>	<u>4.3</u>	<u>\$ 92,679</u>

**St. Louis Regional Freightway
Cash Receipts and Disbursements Schedule
For the Quarter Ended September 30, 2018
(unaudited)**

<u>Description</u>	<u>Total</u>	<u>Operating Fund</u>	<u>Externally Restricted</u>
Balance at July 1, 2018			
Cash & Investments	\$ 23,897	\$ 23,897	\$ -
Add:			
Revenue receipts	10,410	10,410	-
Interest	117	117	-
Total cash receipts	<u>10,527</u>	<u>10,527</u>	<u>-</u>
Interfund transfers	-	-	-
Less:			
Cash disbursements	<u>(29,502)</u>	<u>(29,502)</u>	<u>-</u>
Total cash disbursements	<u>(29,502)</u>	<u>(29,502)</u>	<u>-</u>
Balance at September 30, 2018			
Cash & Investments	<u>\$ 4,922</u>	<u>\$ 4,922</u>	<u>\$ -</u>

**St. Louis Regional Freightway
Statement of Cash Flows
For the Three Months Ended September 30, 2018
(unaudited)**

Cash flows from operating activities		Supplemental disclosure of cash flow information
Receipts from customers	\$ 10,955	
Payments to employees	(86,147)	Noncash Activities:
Payments to vendors	(129,963)	None
Receipts (payments) from inter-fund activity	<u>186,063</u>	
Net cash provided by (used in) operating activities	<u>(19,092)</u>	
 Cash flows from non capital financing activities		
None		
Net cash provided by (used in) non capital financing activities	<u>-</u>	
 Cash flows from capital and related financing activities		
None		
Cash flows from capital and related financing activities	<u>-</u>	
 Cash flows from investing activities		
Interest received	<u>117</u>	
Net cash provided by (used in) investing activities	<u>117</u>	
 Net increase (decrease) in cash and cash equivalents	(18,975)	
 Cash and cash equivalents, beginning of year	<u>23,897</u>	
 Cash and cash equivalents, year to date	<u>\$ 4,922</u>	

BI-STATE DEVELOPMENT RESEARCH INSTITUTE



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Bi-State Development Research Institute

For the Three Months Ended September 30, 2018

(Preliminary, subject to audit)

Fast Facts

The Bi-State Development Research Institute received the Community Development Award from North County Incorporated earlier this year. The Research Institute received the recognition for its tireless work to help improve the quality of life for Metro riders and residents through the Link Market and Links2Life Mobile Health Screening Unit programs, located at the Wellston and North Hanley Transit Centers.

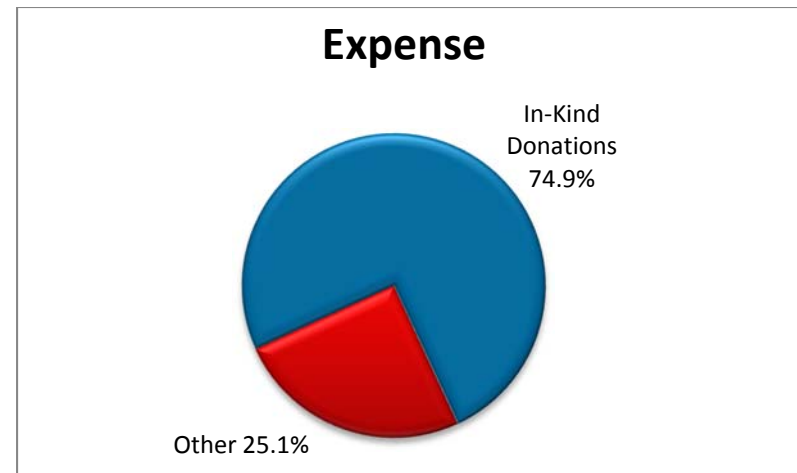
Missouri Foundation for Health awarded Bi-State Development Research Institute a \$20,000 grant for a Bike Share program. Funds are expected to be received in the second quarter.

Financial Data

Net Loss before depreciation is \$15.5 thousand.

Revenue from In-kind donations from Bi-State Development is \$46.3 thousand.

Expense totals \$61.8 thousand. The majority of expenses are related to In-Kind donations for wages and benefits, Outside Services, and Administrative Fees.



Bi-State Development Research Institute
Quarterly Statement of Financial Position
September 30, 2018
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Assets							
Current assets							
Cash	\$ 83,130	\$ 83,287	\$ (157)	(0.2)	\$ 98,628	\$ (15,498)	(15.7)
Accounts and notes receivable	-	-	-	n/a	429	(429)	(100.0)
Other current assets	45,000	60,000	(15,000)	(25.0)	90,000	(45,000)	(50.0)
Total current assets	128,130	143,287	(15,157)	(10.6)	189,057	(60,927)	(32.2)
Capital assets							
Capital assets	270,000	270,000	-	-	-	270,000	n/a
Accumulated depreciation	(9,450)	(6,750)	(2,700)	(40.0)	-	(9,450)	n/a
Total capital assets, net	260,550	263,250	(2,700)	(1.0)	-	260,550	n/a
Construction-in-process	-	-	-	n/a	135,000	(135,000)	(100.0)
Total capital assets	260,550	263,250	(2,700)	(1.0)	135,000	125,550	93.0
Total assets	388,680	406,537	(17,857)	(4.4)	324,057	64,623	19.9
Total	\$ 388,680	\$ 406,537	\$ (17,857)	(4.4)	\$ 324,057	\$ 64,623	19.9

Bi-State Development Research Institute
Quarterly Statement of Financial Position
September 30, 2018
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Liabilities							
Current liabilities							
Accounts payable	\$ -	\$ -	\$ -	n/a	\$ 3,000	\$ (3,000)	(100.0)
Interfund accounts payable	21,998	21,624	374	1.7	19,433	2,565	13.2
Other current liabilities	81,248	81,248	-	-	96,152	(14,904)	(15.5)
Total current liabilities	103,246	102,872	374	0.4	118,585	(15,339)	(12.9)
Total liabilities	103,246	102,872	374	0.4	118,585	(15,339)	(12.9)
Net Position							
Net position	303,665	155,550	148,115	95.2	155,550	148,115	95.2
Net income (loss)	(18,231)	148,115	(166,346)	(112.3)	49,922	(68,153)	(136.5)
Total net position	285,434	303,665	(18,231)	(6.0)	205,472	79,962	38.9
Total	\$ 388,680	\$ 406,537	\$ (17,857)	(4.4)	\$ 324,057	\$ 64,623	19.9

Bi-State Development Research Institute
Statement of Activities
For the Quarter Ended September 30, 2018
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Revenue										
Not for profit revenue	\$ -	\$ 21,000	\$ (21,000)	(100.0)	\$ 127,500	\$ -	\$ 21,000	\$ (21,000)	(100.0)	\$ 127,500
Contributions ¹	46,275	34,011	12,264	36.1	47,606	46,275	34,011	12,264	36.1	47,606
Total revenue	<u>46,275</u>	<u>55,011</u>	<u>(8,736)</u>	<u>(15.9)</u>	<u>175,106</u>	<u>46,275</u>	<u>55,011</u>	<u>(8,736)</u>	<u>(15.9)</u>	<u>175,106</u>
Expense										
Wages and benefits ¹	36,135	31,143	(4,992)	(16.0)	36,976	36,135	31,143	(4,992)	(16.0)	36,976
Services	15,090	5,619	(9,471)	(168.6)	77,578	15,090	5,619	(9,471)	(168.6)	77,578
Materials and supplies	-	130	130	100.0	-	-	130	130	100.0	-
Utilities	381	250	(131)	(52.4)	72	381	250	(131)	(52.4)	72
Interfund admin fees	10,140	9,776	(364)	(3.7)	10,558	10,140	9,776	(364)	(3.7)	10,558
Other expenses	60	500	440	88.0	-	60	500	440	88.0	-
Total expense	<u>61,806</u>	<u>47,418</u>	<u>(14,388)</u>	<u>(30.3)</u>	<u>125,184</u>	<u>61,806</u>	<u>47,418</u>	<u>(14,388)</u>	<u>(30.3)</u>	<u>125,184</u>
Income (loss) before depreciation	<u>(15,531)</u>	<u>7,593</u>	<u>(23,124)</u>	<u>(304.5)</u>	<u>49,922</u>	<u>(15,531)</u>	<u>7,593</u>	<u>(23,124)</u>	<u>(304.5)</u>	<u>49,922</u>
Depreciation and amortization expense	2,700	2,700	-	-	-	2,700	2,700	-	-	-
Net income (loss)	<u>\$ (18,231)</u>	<u>\$ 4,893</u>	<u>\$ (23,124)</u>	<u>(472.6)</u>	<u>\$ 49,922</u>	<u>\$ (18,231)</u>	<u>\$ 4,893</u>	<u>\$ (23,124)</u>	<u>(472.6)</u>	<u>\$ 49,922</u>

¹ - Contributions include in-kind donations of services, supplies and materials from other BSD business units.

**Bi-State Development Research Institute
Cash Receipts and Disbursements Schedule
For the Quarter Ended September 30, 2018
(unaudited)**

<u>Description</u>	<u>Total</u>	<u>Operating Fund</u>	<u>Restricted Fund</u>
Balance at July 1, 2018			
Cash & Investments	\$ 83,287	\$ 2,039	\$ 81,248
Add:			
Receipts	-	-	-
Total cash receipts	-	-	-
Interfund transfers	-	-	-
Less:			
Cash disbursements	(157)	(157)	-
Total cash disbursements	(157)	(157)	-
Balance at September 30, 2018			
Cash & Investments	<u>\$ 83,130</u>	<u>\$ 1,882</u>	<u>\$ 81,248</u>

Bi-State Development Research Institute
Statement of Cash Flows
For the Three Months Ended September 30, 2018
(unaudited)

Cash flows from operating activities		Supplemental disclosure of cash flow information	
Payments to employees	\$ (18)	Noncash Activities:	
Payments to vendors	(531)	In-kind donations	\$ 46,275
Receipts (payments) from inter-fund activity	<u>392</u>	In-kind wages and benefits	(36,117)
Net cash provided by (used in) operating activities	<u>(157)</u>	In-kind management fees	(10,158)
 Cash flows from non capital financing activities			
None			
 Cash flows from capital and related financing activities			
None			
Cash flows from capital and related financing activities	<u>-</u>		
 Cash flows from investing activities			
None			
Net cash provided by (used in) investing activities	<u>-</u>		
 Net increase (decrease) in cash and cash equivalents	(157)		
 Cash and cash equivalents, beginning of year	<u>83,287</u>		
Cash and cash equivalents, year to date	<u>\$ 83,130</u>		

Research Institute
Capital Expenditures for Active Projects
For the Quarter Ended September 30, 2018
(unaudited)

Description	<u>Budget</u>	<u>Current</u>	<u>Year-To-Date</u>	<u>Life-To-Date</u>	<u>Balance</u>
Project #					
MFH Food Kiosk Program	\$ 583,958	\$ -	-	\$ 473,512	\$ 110,446
Total Active Projects	<u>\$ 583,958</u>	<u>\$ -</u>	<u>-</u>	<u>\$ 473,512</u>	<u>\$ 110,446</u>

ARTS IN TRANSIT



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Arts In Transit, Inc.

For the Three Months Ended September 30, 2018

(Preliminary, subject to audit)

Fast Facts

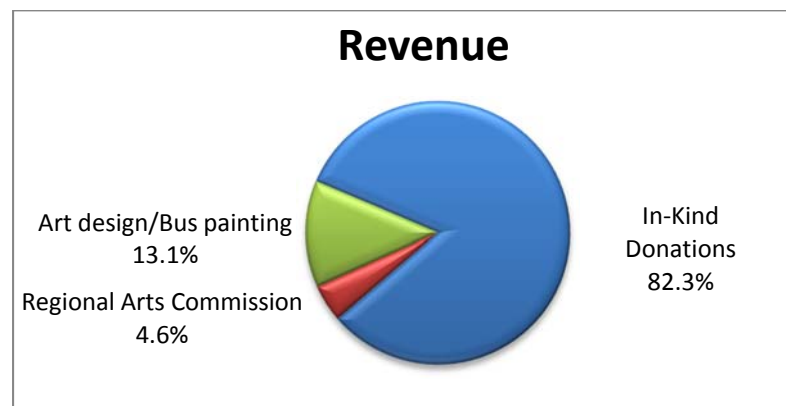
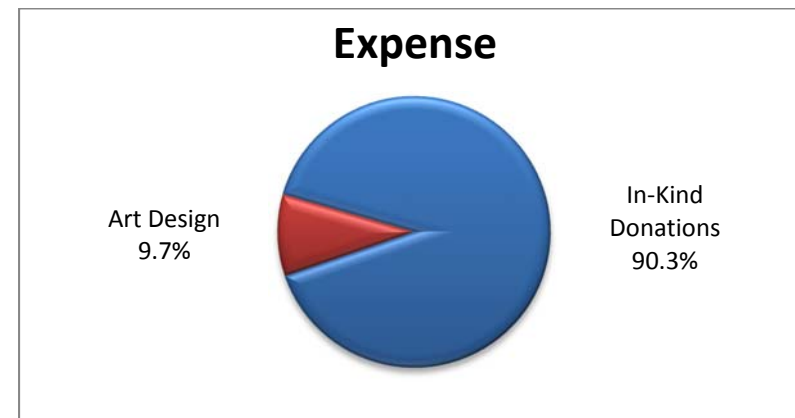
Metro Arts in Transit will receive \$10,000 from the Regional Arts Commission of St. Louis and \$10,117 from the Missouri Arts Council in public art grants. The grants will help fund public art programs like MetroScapes, MetroLines and Art in Motion, which enhance the public transit system, add beauty and art to the neighborhoods served by the Metro Transit system and support local artists.

Financial Data

Net Income is \$6.7 thousand.

Total revenue of \$76.6 thousand includes contributions from the Regional Arts Commission, proceeds from bus paintings, and the recognition of In-kind donations from the Bi-State Development Agency.

Expense of \$69.9 thousand consists of \$6.8 thousand for bus wrap services related to a bus painting, and includes \$63.1 thousand of In-kind donations from Bi-State Development.



Arts In Transit, Inc.
Quarterly Statement of Financial Position
September 30, 2018
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Assets							
Current assets							
Cash	\$ 79,998	\$ 71,066	\$ 8,932	12.6	\$ 86,833	\$ (6,835)	(7.9)
Accounts and notes receivable	5,000	8,000	(3,000)	(37.5)	4,000	1,000	25.0
Total current assets	<u>84,998</u>	<u>79,066</u>	<u>5,932</u>	7.5	<u>90,833</u>	<u>(5,835)</u>	(6.4)
Total assets	84,998	79,066	5,932	7.5	90,833	(5,835)	(6.4)
Total	<u>\$ 84,998</u>	<u>\$ 79,066</u>	<u>\$ 5,932</u>	7.5	<u>\$ 90,833</u>	<u>\$ (5,835)</u>	(6.4)

Arts In Transit, Inc.
Quarterly Statement of Financial Position
September 30, 2018
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Liabilities							
Current liabilities							
Interfund accounts payable	\$ -	\$ 792	\$ (792)	(100.0)	\$ -	\$ -	n/a
Total current liabilities	-	792	(792)	(100.0)	-	-	n/a
Total liabilities	-	792	(792)	(100.0)	-	-	n/a
Net Position							
Net position	78,274	61,695	16,579	26.9	61,695	16,579	26.9
Net income (loss)	6,724	16,579	(9,855)	(59.4)	29,138	(22,414)	(76.9)
Total net position	84,998	78,274	6,724	8.6	90,833	(5,835)	(6.4)
Total	<u>\$ 84,998</u>	<u>\$ 79,066</u>	<u>\$ 5,932</u>	7.5	<u>\$ 90,833</u>	<u>\$ (5,835)</u>	(6.4)

Arts In Transit, Inc.
Statement of Activities
For the Quarter Ended September 30, 2018
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Revenue										
Not for Profit Revenue	\$ 13,520	\$ 15,000	\$ (1,480)	(9.9)	\$ 37,000	\$ 13,520	\$ 15,000	\$ (1,480)	(9.9)	\$ 37,000
Contributions ¹	63,064	47,774	15,290	32.0	47,824	63,064	47,774	15,290	32.0	47,824
Total revenue	<u>76,584</u>	<u>62,774</u>	<u>13,810</u>	<u>22.0</u>	<u>84,824</u>	<u>76,584</u>	<u>62,774</u>	<u>13,810</u>	<u>22.0</u>	<u>84,824</u>
Expense										
Wages and benefits ¹	28,321	31,679	3,358	10.6	33,848	28,321	31,679	3,358	10.6	33,848
Services	20,921	16,628	(4,293)	(25.8)	10,062	20,921	16,628	(4,293)	(25.8)	10,062
Materials and supplies	-	5,453	5,453	100.0	1,119	-	5,453	5,453	100.0	1,119
Utilities	139	200	61	30.5	141	139	200	61	30.5	141
Interfund admin fees	8,061	-	(8,061)	-	9,420	8,061	-	(8,061)	-	9,420
Other expenses	12,418	1,913	(10,505)	(549.1)	1,096	12,418	1,913	(10,505)	(549.1)	1,096
Total expense	<u>69,860</u>	<u>55,873</u>	<u>(13,987)</u>	<u>(25.0)</u>	<u>55,686</u>	<u>69,860</u>	<u>55,873</u>	<u>(13,987)</u>	<u>(25.0)</u>	<u>55,686</u>
Net income (loss)	<u>\$ 6,724</u>	<u>\$ 6,901</u>	<u>\$ (177)</u>	<u>(2.6)</u>	<u>\$ 29,138</u>	<u>\$ 6,724</u>	<u>\$ 6,901</u>	<u>\$ (177)</u>	<u>(2.6)</u>	<u>\$ 29,138</u>

¹ - Detailed schedule included.

¹ - Contributions include in-kind donations of services, supplies and materials from other BSD business units.

Arts in Transit, Inc.
Cash Receipts and Disbursements Schedule
For the Quarter Ended September 30, 2018
(unaudited)

<u>Description</u>	<u>Total</u>	<u>Operating Fund</u>
Balance at July 1, 2018		
Cash & Investments	\$ 71,066	\$ 71,066
Add:		
Receipts	16,520	16,520
Total cash receipts	<u>16,520</u>	<u>16,520</u>
Interfund transfers	-	-
Less:		
Cash disbursements	<u>(7,588)</u>	<u>(7,588)</u>
Total cash disbursements	<u>(7,588)</u>	<u>(7,588)</u>
Balance at September 30, 2018		
Cash & Investments	<u>\$ 79,998</u>	<u>\$ 79,998</u>

Art In Transit, Inc.
Statement of Cash Flows
For the Three Months Ended September 30, 2018
(unaudited)

Cash flows from operating activities		Supplemental disclosure of cash flow information	
Receipts from customers	\$ 16,520	Noncash Activities:	
Payments to vendors	3,716	In-kind donations	\$ 63,064
Receipts (payments) from inter-fund activity	<u>(792)</u>	In-kind wages and benefits	(28,321)
Net cash provided by (used in) operating activities	<u>19,444</u>	In-kind services	(14,125)
		In-kind utilities	(139)
		In-kind management fees	(8,061)
		In-kind other operating expenses	(12,418)
Cash flows from non capital financing activities			
Nonoperating contributions	<u>(10,512)</u>		
Net cash provided by (used in) non capital financing activities	<u>(10,512)</u>		
Cash flows from capital and related financing activities			
None			
Cash flows from capital and related financing activities	<u>-</u>		
Cash flows from investing activities			
None			
Net cash provided by (used in) investing activities	<u>-</u>		
Net increase (decrease) in cash and cash equivalents	8,932		
Cash and cash equivalents, beginning of year	<u>71,066</u>		
Cash and cash equivalents, year to date	<u>\$ 79,998</u>		

SELF-INSURANCE FUNDS

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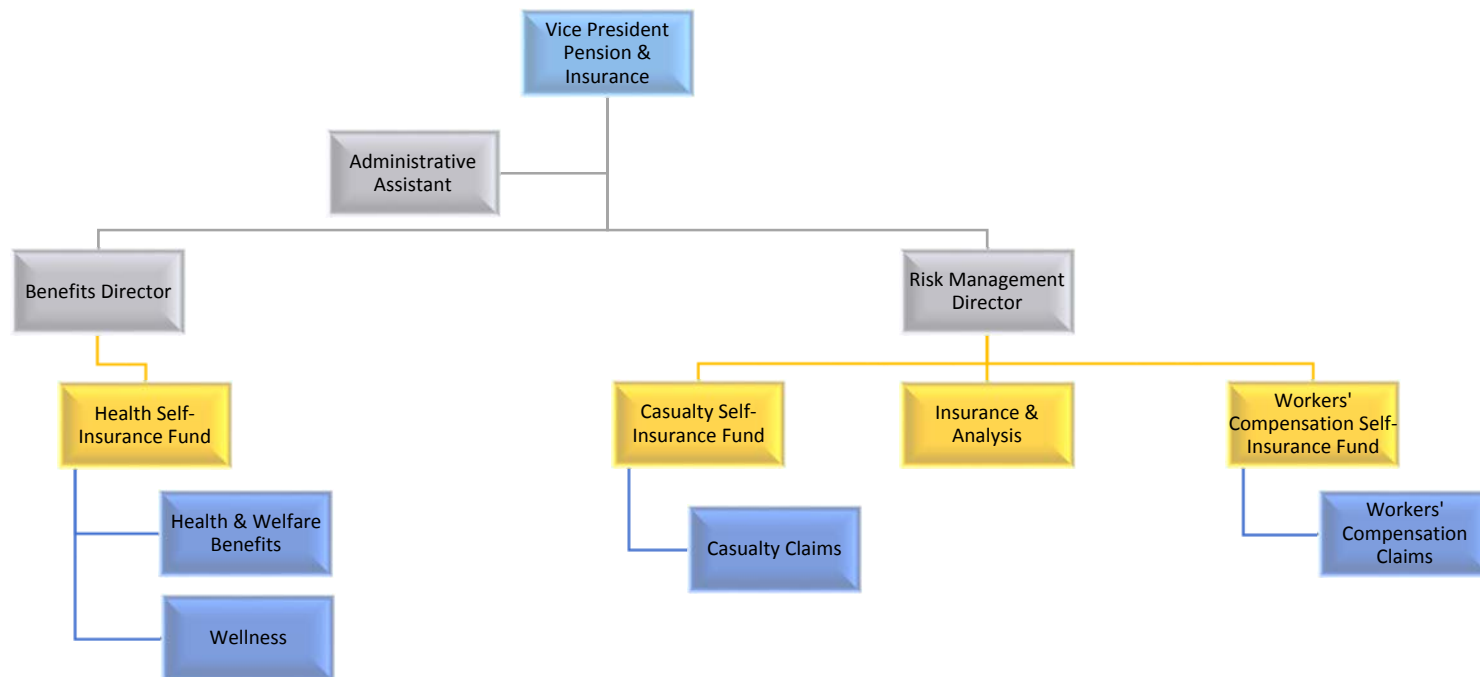
Self-Insurance Funds

For the Three Months Ended September 30, 2018

(Preliminary, subject to audit)

As directed by the BSD Board of Commissioners, in order to improve overall accountability, governance, accounting and reporting has been restructured and administration has been reorganized for the Health, Casualty and Workers Compensation Self-Insurance Funds. The objective is comprehensive management, accounting, and reporting for assets, sources of revenue, expenses and related administrative costs for these self-insured activities.

The major costs and administrative components of the Health Self-Insurance Fund reside in the Benefits Department. The major costs and administrative components of the Casualty and Workers Compensation Self-Insurance Funds reside in the Risk Management Department. The administration of these departments, and their related activities, has been reorganized to achieve the accountability and governance objectives as shown below:



**Bi-State Development Agency of the
Missouri-Illinois Metropolitan District
Self-Insurance Divisions
Quarterly Statement of Financial Position
September 30, 2018
(unaudited)**

	Health Self-Insurance Division	Casualty Self-Insurance Division	Workers Compensation Self-Insurance Division	Totals	Interfund Eliminations	Totals After Eliminations
Assets						
Current assets						
Cash	\$ 2,693,332	\$ 10,762,190	\$ 7,385,777	\$ 20,841,299	\$ -	\$ 20,841,299
Investments	-	-	2,348,988	2,348,988	-	2,348,988
Accounts and notes receivable	77,968	-	-	77,968	-	77,968
Interfund accounts receivable	-	183,947	8,294	192,241	(192,241)	-
Restricted accounts receivable	-	-	7,213	7,213	-	7,213
Other current assets	-	660,788	162,023	822,811	-	822,811
Total current assets	<u>2,771,300</u>	<u>11,606,925</u>	<u>9,912,295</u>	<u>24,290,520</u>	<u>(192,241)</u>	<u>24,098,279</u>
Total assets	<u>2,771,300</u>	<u>11,606,925</u>	<u>9,912,295</u>	<u>24,290,520</u>	<u>(192,241)</u>	<u>24,098,279</u>
Total	<u>\$ 2,771,300</u>	<u>\$ 11,606,925</u>	<u>\$ 9,912,295</u>	<u>\$ 24,290,520</u>	<u>\$ (192,241)</u>	<u>\$ 24,098,279</u>

**Bi-State Development Agency of the
Missouri-Illinois Metropolitan District
Self-Insurance Divisions
Quarterly Statement of Financial Position
September 30, 2018
(unaudited)**

	Health Self-Insurance Division	Casualty Self-Insurance Division	Workers Compensation Self-Insurance Division	Totals	Interfund Eliminations	Totals After Eliminations
Liabilities						
Current liabilities						
Interfund accounts payable	\$ 2,207,388	\$ -	\$ -	\$ 2,207,388	\$ (192,241)	\$ 2,015,147
Accrued expenses	33,200	40,700	19,100	93,000	-	93,000
Total current liabilities	2,240,588	40,700	19,100	2,300,388	(192,241)	2,108,147
Current liab payable from restricted assets						
Short-term self-insurance	-	3,315,000	5,975,000	9,290,000	-	9,290,000
Medical self-insurance liability	3,897,611	-	-	3,897,611	-	3,897,611
Total current liabilities payable from restricted assets	3,897,611	3,315,000	5,975,000	13,187,611	-	13,187,611
Total current liabilities	6,138,199	3,355,700	5,994,100	15,487,999	(192,241)	15,295,758
Non-current liabilities						
Other post-employment benefits	167,425	149,507	43,033	359,965	-	359,965
Long-term self-insurance	-	6,620,000	4,294,000	10,914,000	-	10,914,000
Unfunded pension liabilities	74,574	113,402	42,748	230,724	-	230,724
Total non-current liabilities	241,999	6,882,909	4,379,781	11,504,689	-	11,504,689
Total liabilities	6,380,198	10,238,609	10,373,881	26,992,688	(192,241)	26,800,447
Net Position						
Net position	(3,350,114)	563,923	(1,138,136)	(3,924,327)	-	(3,924,327)
Net income (loss)	(258,784)	804,393	676,550	1,222,159	-	1,222,159
Total net position	(3,608,898)	1,368,316	(461,586)	(2,702,168)	-	(2,702,168)
Total	\$ 2,771,300	\$ 11,606,925	\$ 9,912,295	\$ 24,290,520	\$ (192,241)	\$ 24,098,279

**Bi-State Development Agency of the
Missouri-Illinois Metropolitan District
Self-Insurance Divisions
Combining Statement of Activities by Business Division
For the Three Months Ended September 30, 2018
(unaudited)**

	Health Self-Insurance Division	Casualty Self-Insurance Division	Workers Compensation Self-Insurance Division	Totals	Eliminations	Totals After Eliminations
Revenue						
Employee medical contributions	\$ 1,734,365	\$ -	\$ -	\$ 1,734,365	\$ -	\$ 1,734,365
Employee dental contributions	130,871	-	-	130,871	-	130,871
Employee gym membership	1,121	-	-	1,121	-	1,121
Bi-State Dev medical contributions	6,711,795	-	-	6,711,795	(51,629)	6,660,166
Bi-State Dev dental contributions	163,423	-	-	163,423	(1,565)	161,858
Bi-State Dev EAP contributions	9,941	-	-	9,941	(91)	9,850
Healthy savings plan	(44,511)	-	-	(44,511)	-	(44,511)
Charges for services - Casualty	-	1,469,575	-	1,469,575	-	1,469,575
Charges for services - Workers Compensation	-	-	2,138,659	2,138,659	-	2,138,659
Interest Income	5,498	47,016	48,280	100,794	-	100,794
Total revenue	8,712,503	1,516,591	2,186,939	12,416,033	(53,285)	12,362,748
Expense						
Wages and benefits	214,393	158,592	89,333	462,318	-	462,318
Services	65,900	848	848	67,596	-	67,596
Materials and supplies	974	966	269	2,209	-	2,209
Utilities	1,242	532	139	1,913	-	1,913
Casualty and liability costs	-	220,262	54,007	274,269	-	274,269
Other expenses	3,508	-	16,953	20,461	-	20,461
Medical claims and prescriptions, less rebates	8,635,831	-	-	8,635,831	(53,285)	8,582,546
Stop loss, third party fees, Medicare Part D	49,439	-	-	49,439	-	49,439
Casualty claims paid	-	712,197	-	712,197	-	712,197
Workers Compensation claims paid	-	-	1,510,389	1,510,389	-	1,510,389
Total expense	8,971,287	1,093,397	1,671,938	11,736,622	(53,285)	11,683,337
Net income (loss) before transfers	(258,784)	423,194	515,001	679,411	-	679,411
Net transfers in (out)	-	381,199	161,549	542,748	-	542,748
Net income (loss)	\$ (258,784)	\$ 804,393	\$ 676,550	\$ 1,222,159	\$ -	\$ 1,222,159

HEALTH SELF-INSURANCE FUND



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Health Self-Insurance Fund

For the Three Months Ended September 30, 2018

(Preliminary, subject to audit)

Fast Facts

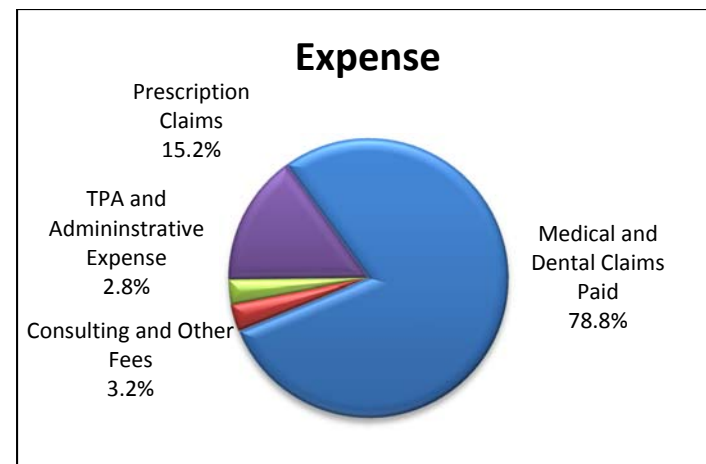
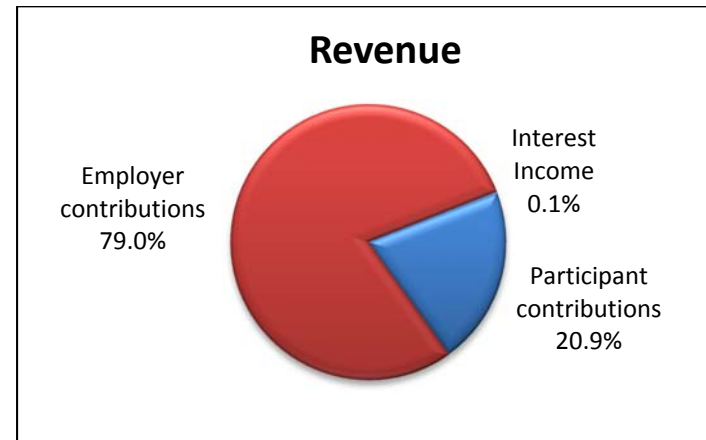
The Health Self-Insurance Fund (SIF) includes all operating revenue and expenses related to the organizations medical, prescription drug and dental employee benefit programs. Health SIF employer and employee/retiree contribution rates are set annually based on actuarial assessment of historical health claim costs, anticipated health care inflation, and plan management expenses along with plan participant demographic and enrollment data.

Financial Data

Revenue is generated by charging other BSD operational units for Health SIF provided employee benefit program services and collecting enrolled employee/retiree contributions through payroll and pension deductions. Fiscal year 2019 first quarter revenue of \$8.7 million consists of \$6.9 million in employer and \$1.8 million in plan participant contributions.

Expenses are generated by medical, prescription drug and dental claim costs, third party administrative fees, health and welfare plan consulting fees and internal benefit team operating costs. Fiscal year 2019 first quarter expenses of \$9.0 million consists of \$8.7 million or 96.8% related to direct medical and prescription benefit claims and third party claim processing fees, cost management programs, plan consulting fees and health care reform costs. Internal staff and wellness initiative costs are \$.3 million or 3.2%. Claim expenses are running 3% unfavorable to budget due to continued catastrophic medical claim experience, however, are down \$1.3 million from the

same period in fiscal year 2018. Currently there are 6 plan members with paid claims in excess of \$250,000. All continuing claimants are in catastrophic case management programs.



Health Self-Insurance Fund
Quarterly Statement of Financial Position
September 30, 2018
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Assets							
Current assets							
Cash and Cash Equivalents	\$ 2,693,332	\$ 1,544,652	\$ 1,148,680	74.4	\$ 1,464,814	\$ 1,228,518	83.9
Accounts and notes receivable	77,968	54,650	23,318	42.7	40,048	37,920	94.7
Total current assets	<u>2,771,300</u>	<u>1,599,302</u>	<u>1,171,998</u>	73.3	<u>1,504,862</u>	<u>1,266,438</u>	84.2
Total assets	<u>2,771,300</u>	<u>1,599,302</u>	<u>1,171,998</u>	73.3	<u>1,504,862</u>	<u>1,266,438</u>	84.2
Total	<u>\$ 2,771,300</u>	<u>\$ 1,599,302</u>	<u>\$ 1,171,998</u>	73.3	<u>\$ 1,504,862</u>	<u>\$ 1,266,438</u>	84.2

Health Self-Insurance Fund
Quarterly Statement of Financial Position
September 30, 2018
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Liabilities							
Current liabilities							
Accounts payable	\$ -	\$ 408,017	\$ (408,017)	(100.0)	\$ -	\$ -	n/a
Interfund accounts payable	2,207,388	454,169	1,753,219	386.0	3,423,497	(1,216,109)	(35.5)
Accrued expenses	33,200	33,200	-	-	44,700	(11,500)	(25.7)
Total current liabilities	<u>2,240,588</u>	<u>895,386</u>	<u>1,345,202</u>	150.2	<u>3,468,197</u>	<u>(1,227,609)</u>	(35.4)
Current liab payable from restricted assets							
Medical self-insurance liability	3,897,611	3,812,031	85,580	2.2	2,428,000	1,469,611	60.5
Total current liabilities payable from restricted assets	<u>3,897,611</u>	<u>3,812,031</u>	<u>85,580</u>	2.2	<u>2,428,000</u>	<u>1,469,611</u>	60.5
Total current liabilities	<u>6,138,199</u>	<u>4,707,417</u>	<u>1,430,782</u>	30.4	<u>5,896,197</u>	<u>242,002</u>	4.1
Non-current liabilities							
Other post-employment benefits	167,425	167,425	-	-	181,829	(14,404)	(7.9)
Unfunded pension liabilities	74,574	74,574	-	-	76,941	(2,367)	(3.1)
Total non-current liabilities	<u>241,999</u>	<u>241,999</u>	<u>-</u>	-	<u>258,770</u>	<u>(16,771)</u>	(6.5)
Total liabilities	<u>6,380,198</u>	<u>4,949,416</u>	<u>1,430,782</u>	28.9	<u>6,154,967</u>	<u>225,231</u>	3.7
Net Position							
Net position	(3,350,114)	(1,937,587)	(1,412,527)	(72.9)	(1,937,586)	(1,412,528)	(72.9)
Net income (loss)	(258,784)	(1,412,527)	1,153,743	81.7	(2,712,519)	2,453,735	90.5
Total net position	<u>(3,608,898)</u>	<u>(3,350,114)</u>	<u>(258,784)</u>	(7.7)	<u>(4,650,105)</u>	<u>1,041,207</u>	22.4
Total	<u>\$ 2,771,300</u>	<u>\$ 1,599,302</u>	<u>\$ 1,171,998</u>	73.3	<u>\$ 1,504,862</u>	<u>\$ 1,266,438</u>	84.2

Health Self-Insurance Fund
Statement of Activities
For the Quarter Ended September 30, 2018
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Revenue										
Employee medical contributions	\$ 1,734,365	\$ 1,768,629	\$ (34,264)	(1.9)	\$ 1,586,845	\$ 1,734,365	\$ 1,768,629	\$ (34,264)	(1.9)	\$ 1,586,845
Employee dental contributions	130,871	136,093	(5,222)	(3.8)	124,273	130,871	136,093	(5,222)	(3.8)	124,273
Employee gym membership	1,121	1,419	(298)	(21.0)	1,444	1,121	1,419	(298)	(21.0)	1,444
Bi-State Dev medical contributions	6,711,795	6,764,844	(53,049)	(0.8)	5,710,594	6,711,795	6,764,844	(53,049)	(0.8)	5,710,594
Bi-State Dev dental contributions	163,423	159,053	4,370	2.7	153,639	163,423	159,053	4,370	2.7	153,639
Bi-State Dev EAP contributions	9,941	10,296	(355)	(3.4)	9,588	9,941	10,296	(355)	(3.4)	9,588
Healthy Savings Plan	(44,511)	(42,175)	(2,336)	(5.5)	(47,774)	(44,511)	(42,175)	(2,336)	(5.5)	(47,774)
Interest income	5,498	-	5,498	-	-	5,498	-	5,498	-	-
Total revenue	8,712,503	8,798,159	(85,656)	(1.0)	7,538,609	8,712,503	8,798,159	(85,656)	(1.0)	7,538,609
Expense										
Wages and benefits ¹	214,393	214,528	135	0.1	219,984	214,393	214,528	135	0.1	219,984
Services	65,900	110,419	44,519	40.3	32,669	65,900	110,419	44,519	40.3	32,669
Materials and supplies	974	13,491	12,517	92.8	415	974	13,491	12,517	92.8	415
Utilities	1,242	745	(497)	(66.7)	1,240	1,242	745	(497)	(66.7)	1,240
Other expenses	3,508	13,807	10,299	74.6	1,856	3,508	13,807	10,299	74.6	1,856
Medical claims paid	7,355,368	5,960,434	(1,394,934)	(23.4)	8,211,621	7,355,368	5,960,434	(1,394,934)	(23.4)	8,211,621
Contra medical	(553,909)	(286,144)	267,765	93.6	(464,035)	(553,909)	(286,144)	267,765	93.6	(464,035)
Dental claims paid	269,217	260,622	(8,595)	(3.3)	233,780	269,217	260,622	(8,595)	(3.3)	233,780
Medical TPA fees	65,678	390,097	324,419	83.2	241,000	65,678	390,097	324,419	83.2	241,000
Prescription (RX) claims/admin fees	1,362,034	1,845,491	483,457	26.2	1,617,736	1,362,034	1,845,491	483,457	26.2	1,617,736
Medical stop loss	137,443	100,110	(37,333)	(37.3)	92,115	137,443	100,110	(37,333)	(37.3)	92,115
Other administrative and third party fees	49,439	173,316	123,877	71.5	62,747	49,439	173,316	123,877	71.5	62,747
Total expense	8,971,287	8,796,916	(174,371)	(2.0)	10,251,128	8,971,287	8,796,916	(174,371)	(2.0)	10,251,128
Net income (loss)	\$ (258,784)	\$ 1,243	\$ (260,027)	n/a	\$ (2,712,519)	\$ (258,784)	\$ 1,243	\$ (260,027)	n/a	\$ (2,712,519)

¹ - Detailed schedule included.

Health Self-Insurance Fund
Detailed Schedule of Wages and Benefits
For the Quarter Ended September 30, 2018
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Wages	\$ 162,162	\$ 161,278	\$ (884)	(0.5)	\$ 161,259	\$ 162,162	\$ 161,278	\$ (884)	(0.5)	\$ 161,259
Company paid benefits										
Payroll related taxes and insurance										
FICA	11,889	12,338	449	3.6	11,803	11,889	12,338	449	3.6	11,803
Unemployment insurance	63	-	(63)	-	156	63	-	(63)	-	156
Worker's compensation insurance	-	482	482	100.0	-	-	482	482	100.0	-
Health and welfare										
Medical	23,248	19,125	(4,123)	(21.6)	17,687	23,248	19,125	(4,123)	(21.6)	17,687
Dental	733	588	(145)	(24.7)	709	733	588	(145)	(24.7)	709
Other post employment benefits	-	2,516	2,516	100.0	4,785	-	2,516	2,516	100.0	4,785
Life Insurance / AD&D	339	155	(184)	(118.7)	334	339	155	(184)	(118.7)	334
Short and Long Term Disability	1,113	945	(168)	(17.8)	1,032	1,113	945	(168)	(17.8)	1,032
FMLA administration expense	-	63	63	100.0	-	-	63	63	100.0	-
EAP expense	42	41	(1)	(2.4)	43	42	41	(1)	(2.4)	43
Retirement										
Pension expense	4,971	8,246	3,275	39.7	13,238	4,971	8,246	3,275	39.7	13,238
401 K contributions	9,833	8,626	(1,207)	(14.0)	8,938	9,833	8,626	(1,207)	(14.0)	8,938
Other										
Miscellaneous benefits	-	125	125	100.0	-	-	125	125	100.0	-
Total company paid benefits	<u>52,231</u>	<u>53,250</u>	<u>1,019</u>	<u>1.9</u>	<u>58,725</u>	<u>52,231</u>	<u>53,250</u>	<u>1,019</u>	<u>1.9</u>	<u>58,725</u>
Total wages and benefits	<u>\$ 214,393</u>	<u>\$ 214,528</u>	<u>\$ 135</u>	<u>0.1</u>	<u>\$ 219,984</u>	<u>\$ 214,393</u>	<u>\$ 214,528</u>	<u>\$ 135</u>	<u>0.1</u>	<u>\$ 219,984</u>

Health Self-Insurance Fund
Cash Receipts and Disbursements Schedule
For the Quarter Ended September 30, 2018
(unaudited)

<u>Description</u>	<u>Total</u>	<u>Medical Self-Insurance</u>	<u>Medical Claims</u>	<u>Medical RRA</u>	<u>Medical HRA</u>	<u>Medical Investment</u>	<u>Medical Investment</u>
Balance at July 1, 2018							
Cash & investments	\$ 1,544,652	\$ 1,584,289	\$ (83,303)	\$ 15,429	\$ 28,236	\$ -	\$ -
Add:							
Funding from Metro	7,303,091	7,298,784	-	-	-	4,307	-
Receipts from Executive Services	482,167	482,167	-	-	-	-	-
Receipts from St. Louis Downtown Airport	228,782	228,782	-	-	-	-	-
Receipts from Riverfront Attractions	343,860	343,860	-	-	-	-	-
Receipts from Casualty Self-Insurance	100,499	100,499	-	-	-	-	-
Receipts from Workers Comp Self-Insurance	58,382	58,382	-	-	-	-	-
Interest received	5,498	5,498	-	-	-	-	-
Total cash receipts	<u>8,522,278</u>	<u>8,517,971</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>4,307</u>	<u>-</u>
Interfund transfers	-	-	-	-	-	-	-
Interfund transfers	-	(9,850,825.94)	6,526,299	64,116	267,349	0	2,993,061
Less:							
Cash disbursements	(7,373,597)	(251,433)	(6,747,076)	(64,116)	(310,972)	-	-
Total cash disbursements	<u>(7,373,597)</u>	<u>(251,433)</u>	<u>(6,747,076)</u>	<u>(64,116)</u>	<u>(310,972)</u>	<u>-</u>	<u>-</u>
Balance at September 30, 2018							
Cash & investments	<u>\$ 2,693,332</u>	<u>\$ 0</u>	<u>\$ (304,080)</u>	<u>\$ 15,429</u>	<u>\$ (15,386)</u>	<u>\$ 4,307</u>	<u>\$ 2,993,061</u>

Health Self-Insurance Fund
Statement of Cash Flows
For the Three Months Ended September 30, 2018
(unaudited)

Cash flows from operating activities		Supplemental disclosure of cash flow information
Receipts from customers	\$ (23,317)	
Payments to employees	(214,393)	Noncash Activities:
Payments to vendors	(479,642)	No disclosures.
Payments for self-insurance	(8,599,689)	
Receipts (payments) from inter-fund activity	<u>10,460,223</u>	
Net cash provided by (used in) operating activities	<u>1,143,182</u>	
 Cash flows from non capital financing activities		
None noted.		
Net cash provided by (used in) non capital financing activities	<u>-</u>	
 Cash flows from capital and related financing activities		
None noted.		
Cash flows from capital and related financing activities	<u>-</u>	
 Cash flows from investing activities		
None noted.		
Net cash provided by (used in) investing activities	<u>5,498</u>	
 Net increase (decrease) in cash and cash equivalents	1,148,680	
Cash and cash equivalents, beginning of year	<u>1,544,652</u>	
Cash and cash equivalents, year to date	<u>\$ 2,693,332</u>	

CASUALTY SELF-INSURANCE FUND



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Casualty Self-Insurance Fund

For the Three Months Ended September 30, 2018

(Preliminary, subject to audit)

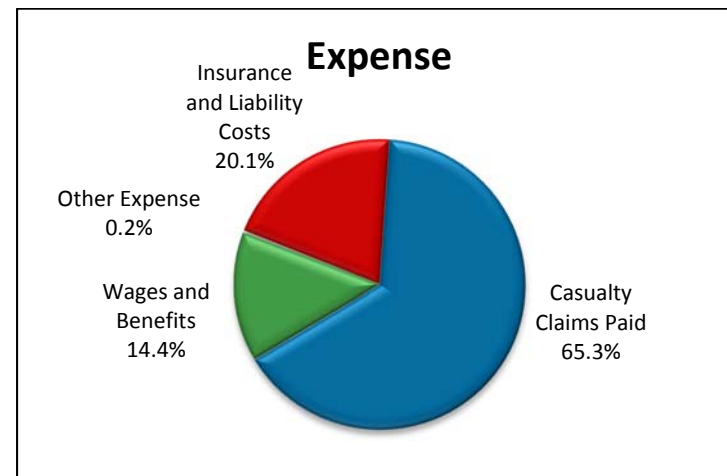
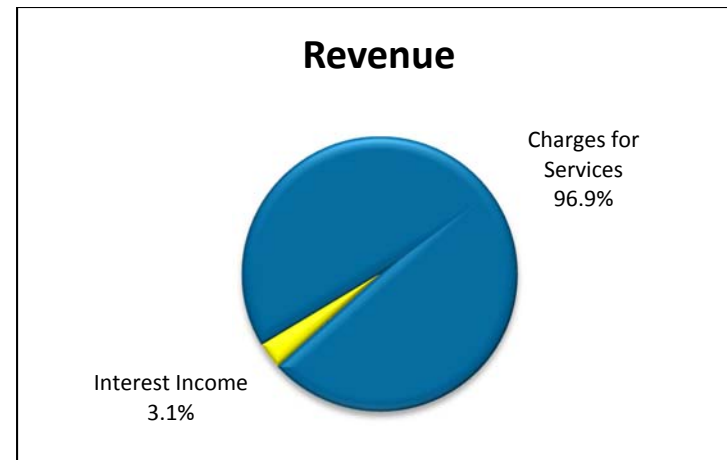
Fast Facts

The Casualty Self-Insurance Fund (SIF) includes all operating revenue and expenses related to the organization's casualty claims which includes vehicle liability and general liability claims.

Financial Data

Revenue for the Casualty SIF is generated by charging other BSD operational units based on ultimate claim costs. Charges for services through September 30, 2018 are \$1.5 million.

Expenses include: paid claims for vehicle liability and general liability claims; excess liability insurance premiums that provide coverage above the self-insured retention of \$1.1 million; wage and benefit costs for casualty claims adjusters and a portion of Risk Management personnel; actuarial and broker services fees; and administrative costs. September 30, 2018, total expenses are \$1.1 million. An actuarial assessment is performed by a third party annually to establish the ultimate claim cost.



Casualty Self-Insurance Fund
Quarterly Statement of Financial Position
September 30, 2018
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Assets							
Current assets							
Cash and Cash Equivalents	\$ 10,762,190	\$ 10,661,598	\$ 100,592	0.9	\$ 4,003,302	\$ 6,758,888	168.8
Interfund accounts receivable	183,947	140,932	43,015	30.5	5,739,099	(5,555,152)	(96.8)
Other current assets	660,788	-	660,788	n/a	611,476	49,312	8.1
Total current assets	<u>11,606,925</u>	<u>10,802,530</u>	<u>804,395</u>	7.4	<u>10,353,877</u>	<u>1,253,048</u>	12.1
Total assets	<u>11,606,925</u>	<u>10,802,530</u>	<u>804,395</u>	7.4	<u>10,353,877</u>	<u>1,253,048</u>	12.1
Total	<u>\$ 11,606,925</u>	<u>\$ 10,802,530</u>	<u>\$ 804,395</u>	7.4	<u>\$ 10,353,877</u>	<u>\$ 1,253,048</u>	12.1

Casualty Self-Insurance Fund
Quarterly Statement of Financial Position
September 30, 2018
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Liabilities							
Current liabilities							
Accrued expenses	\$ 40,700	40,700	\$ -	-	40,600	\$ 100	0.2
Total current liabilities	<u>40,700</u>	<u>40,700</u>	<u>-</u>	<u>-</u>	<u>40,600</u>	<u>100</u>	<u>0.2</u>
Current liab payable from restricted assets							
Short-term self-insurance	3,315,000	3,315,000	-	-	3,987,781	(672,781)	(16.9)
Total current liabilities payable from restricted assets	<u>3,315,000</u>	<u>3,315,000</u>	<u>-</u>	<u>-</u>	<u>3,987,781</u>	<u>(672,781)</u>	<u>(16.9)</u>
Total current liabilities	<u>3,355,700</u>	<u>3,355,700</u>	<u>-</u>	<u>-</u>	<u>4,028,381</u>	<u>(672,681)</u>	<u>(16.7)</u>
Non-current liabilities							
Other post-employment benefits	149,507	149,507	-	-	158,161	(8,654)	(5.5)
Long-term self-insurance	6,620,000	6,620,000	-	-	4,216,973	2,403,027	57.0
Unfunded pension liabilities	113,402	113,402	-	-	131,766	(18,364)	(13.9)
Total non-current liabilities	<u>6,882,909</u>	<u>6,882,909</u>	<u>-</u>	<u>-</u>	<u>4,506,900</u>	<u>2,376,009</u>	<u>52.7</u>
Total liabilities	<u>10,238,609</u>	<u>10,238,609</u>	<u>-</u>	<u>-</u>	<u>8,535,281</u>	<u>1,703,328</u>	<u>20.0</u>
Net Position							
Net position	563,923	1,421,161	(857,238)	(60.3)	1,421,161	(857,238)	(60.3)
Net income (loss)	<u>804,393</u>	<u>(857,240)</u>	<u>1,661,633</u>	<u>193.8</u>	<u>397,435</u>	<u>406,958</u>	<u>102.4</u>
Total net position	<u>1,368,316</u>	<u>563,921</u>	<u>804,395</u>	<u>142.6</u>	<u>1,818,596</u>	<u>(450,280)</u>	<u>(24.8)</u>
Total	<u>\$ 11,606,925</u>	<u>\$ 10,802,530</u>	<u>\$ 804,395</u>	<u>7.4</u>	<u>\$ 10,353,877</u>	<u>\$ 1,253,048</u>	<u>12.1</u>

Casualty Self-Insurance Fund
Statement of Activities
For the Quarter Ended September 30, 2018
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Revenue										
Charges for Services	\$ 1,469,575	\$ 1,346,250	\$ 123,325	9.2	\$ 1,292,561	\$ 1,469,575	\$ 1,346,250	\$ 123,325	9.2	\$ 1,292,561
Interest income	47,016	11,500	35,516	308.8	8,904	47,016	11,500	35,516	308.8	8,904
Total revenue	<u>1,516,591</u>	<u>1,357,750</u>	<u>158,841</u>	11.7	<u>1,301,465</u>	<u>1,516,591</u>	<u>1,357,750</u>	<u>158,841</u>	11.7	<u>1,301,465</u>
Expense										
Wages and benefits ¹	158,592	142,133	(16,459)	(11.6)	145,300	158,592	142,133	(16,459)	(11.6)	145,300
Services	848	14,375	13,527	94.1	-	848	14,375	13,527	94.1	-
Materials and supplies	966	1,025	59	5.8	1,067	966	1,025	59	5.8	1,067
Utilities	532	550	18	3.3	-	532	550	18	3.3	-
Casualty and liability costs	220,262	212,500	(7,762)	(3.7)	203,825	220,262	212,500	(7,762)	(3.7)	203,825
Other expenses	-	2,125	2,125	100.0	297	-	2,125	2,125	100.0	297
Casualty claims paid	712,197	1,133,750	421,553	37.2	700,205	712,197	1,133,750	421,553	37.2	700,205
Total expense	<u>1,093,397</u>	<u>1,506,458</u>	<u>413,061</u>	27.4	<u>1,050,694</u>	<u>1,093,397</u>	<u>1,506,458</u>	<u>413,061</u>	27.4	<u>1,050,694</u>
Net income (loss) before transfers	423,194	(148,708)	571,902	384.6	250,771	423,194	(148,708)	571,902	384.6	250,771
Net transfers in (out)	381,199	149,323	231,876	155.3	146,664	381,199	149,323	231,876	155.3	146,664
Net income (loss)	<u>\$ 804,393</u>	<u>\$ 615</u>	<u>\$ 803,778</u>	n/a	<u>\$ 397,435</u>	<u>\$ 804,393</u>	<u>\$ 615</u>	<u>\$ 803,778</u>	n/a	<u>\$ 397,435</u>

¹ - Detailed schedule included.

Casualty Self-Insurance Fund
Detailed Schedule of Wages and Benefits
For the Quarter Ended September 30, 2018
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Personnel expense										
Wages	\$ 113,538	\$ 103,430	\$ (10,108)	(9.8)	\$ 102,561	\$ 113,538	\$ 103,430	\$ (10,108)	(9.8)	\$ 102,561
Company paid benefits										
Payroll related taxes and insurance										
FICA	8,181	7,912	(269)	(3.4)	7,508	8,181	7,912	(269)	(3.4)	7,508
Unemployment insurance	103	105	2	1.9	49	103	105	2	1.9	49
Worker's compensation insurance	-	310	310	100.0	-	-	310	310	100.0	-
Health and welfare										
Medical	18,056	12,050	(6,006)	(49.8)	11,990	18,056	12,050	(6,006)	(49.8)	11,990
Dental	545	402	(143)	(35.6)	442	545	402	(143)	(35.6)	442
Other post employment benefits	-	1,500	1,500	100.0	3,113	-	1,500	1,500	100.0	3,113
Life Insurance / AD&D	230	106	(124)	(117.0)	193	230	106	(124)	(117.0)	193
Short and Long Term Disability	724	1,761	1,037	58.9	593	724	1,761	1,037	58.9	593
FMLA administration expense	-	84	84	100.0	-	-	84	84	100.0	-
EAP expense	31	28	(3)	(10.7)	26	31	28	(3)	(10.7)	26
Retirement										
Pension expense	13,260	11,471	(1,789)	(15.6)	15,519	13,260	11,471	(1,789)	(15.6)	15,519
401 K contributions	3,924	2,974	(950)	(31.9)	3,306	3,924	2,974	(950)	(31.9)	3,306
Total company paid benefits	<u>45,054</u>	<u>38,703</u>	<u>(6,351)</u>	<u>(16.4)</u>	<u>42,739</u>	<u>45,054</u>	<u>38,703</u>	<u>(6,351)</u>	<u>(16.4)</u>	<u>42,739</u>
Total wages and benefits	<u>\$ 158,592</u>	<u>\$ 142,133</u>	<u>\$ (16,459)</u>	<u>(11.6)</u>	<u>\$ 145,300</u>	<u>\$ 158,592</u>	<u>\$ 142,133</u>	<u>\$ (16,459)</u>	<u>(11.6)</u>	<u>\$ 145,300</u>

Casualty Self-Insurance Fund
Cash Receipts and Disbursements Schedule
For the Quarter Ended September 30, 2018
(unaudited)

Description	Total	Operating Cash	Cash Equivalent
Balance at July 1, 2018			
Cash & investments	\$ 10,661,598	\$ -	\$ 10,661,598
Add:			
Collections	43,719	43,719	-
Receipts from Metro	698,862	698,862	-
Interest received	47,016	47,016	-
Total cash receipts	<u>789,597</u>	<u>789,597</u>	<u>-</u>
Interfund transfers	-	593,369	(593,369)
Less:			
Disbursements to Health Self-Insurance	(689,005)	(689,005)	-
Total cash disbursements	<u>(689,005)</u>	<u>(689,005)</u>	<u>-</u>
Balance at September 30, 2018			
Cash & investments	<u>\$ 10,762,190</u>	<u>\$ 693,961</u>	<u>\$ 10,068,229</u>

Casualty Self-Insurance Fund
Statement of Cash Flows
For the Three Months Ended September 30, 2018
(unaudited)

Cash flows from operating activities		Supplemental disclosure of cash flow information
Receipts from customers	\$ 1,469,575	
Payments to employees	(158,592)	Noncash Activities:
Payments to vendors	(663,132)	No disclosures.
Payments for self-insurance	(932,460)	
Receipts (payments) from inter-fund activity	<u>(43,015)</u>	
Net cash provided by (used in) operating activities	<u>(327,624)</u>	
 Cash flows from non capital financing activities		
None noted.		
Net cash provided by (used in) non capital financing activities	<u>381,200</u>	
 Cash flows from capital and related financing activities		
None noted.		
Cash flows from capital and related financing activities	<u>-</u>	
 Cash flows from investing activities		
None noted.		
Net cash provided by (used in) investing activities	<u>47,016</u>	
 Net increase (decrease) in cash and cash equivalents	100,592	
Cash and cash equivalents, beginning of year	<u>10,661,598</u>	
Cash and cash equivalents, year to date	<u>\$ 10,762,190</u>	

WORKER'S COMPENSATION SELF-INSURANCE FUND



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Worker's Compensation Self-Insurance Fund

For the Three Months Ended September 30, 2018

(Preliminary, subject to audit)

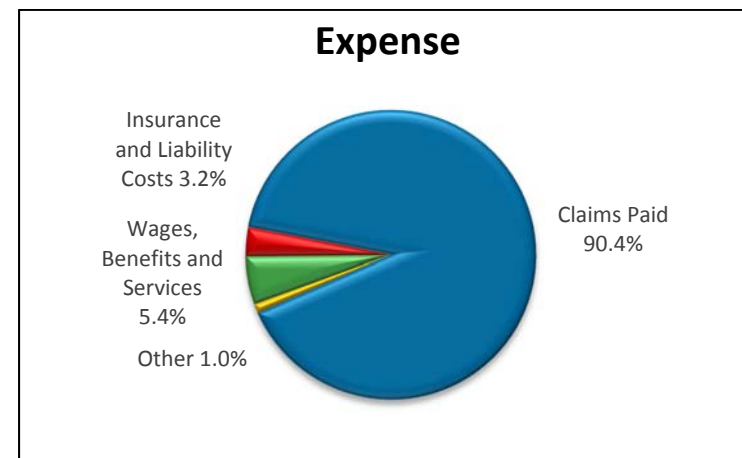
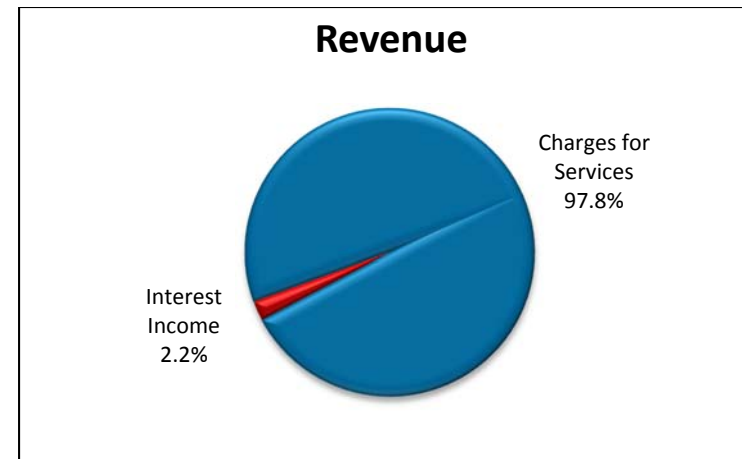
Fast Facts

The Workers' Compensation Self-Insurance Fund (SIF) includes all operating revenue and expenses related to the organization's workers' compensation claims.

Financial Data

Revenue for the workers' compensation SIF is generated by charging other BSD operational units based on ultimate claim costs. Total charges for services through September 30, 2018 are \$2.1 million.

Expenses include: paid claims; self-insurance fees for Missouri and Illinois; excess liability insurance premiums that provide coverage above the self-insured retention of \$1 million; wage and benefit costs for workers' compensation claims staff and a portion of Risk Management personnel; actuarial and broker services fees; and administrative costs. Total expenses at September 30, 2018 are \$1.7 million. An actuarial assessment is performed by a third party annually to establish the ultimate claim cost.



Workers Compensation Self-Insurance Fund
Quarterly Statement of Financial Position
September 30, 2018
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Assets							
Current assets							
Cash and Cash Equivalents	\$ 7,385,777	\$ 8,968,552	\$ (1,582,775)	(17.6)	\$ 8,356,112	\$ (970,335)	(11.6)
Investments	2,348,988	-	2,348,988	n/a	-	2,348,988	n/a
Accounts and notes receivable	-	-	-	n/a	131	(131)	(100.0)
Interfund accounts receivable	8,294	267,193	(258,899)	(96.9)	173,186	(164,892)	(95.2)
Restricted accounts receivable	7,213	-	7,213	n/a	-	7,213	n/a
Other current assets	162,023	-	162,023	n/a	159,458	2,565	1.6
Total current assets	<u>9,912,295</u>	<u>9,235,745</u>	<u>676,550</u>	7.3	<u>8,688,887</u>	<u>1,223,408</u>	14.1
Total assets	<u>9,912,295</u>	<u>9,235,745</u>	<u>676,550</u>	7.3	<u>8,688,887</u>	<u>1,223,408</u>	14.1
Total	<u>\$ 9,912,295</u>	<u>\$ 9,235,745</u>	<u>\$ 676,550</u>	7.3	<u>\$ 8,688,887</u>	<u>\$ 1,223,408</u>	14.1

Workers Compensation Self-Insurance Fund
Quarterly Statement of Financial Position
September 30, 2018
(unaudited)

	Current				Prior Year		
	Current Period	Prior Period	Dollar Change	Percent Change	Prior Year	Dollar Change	Percent Change
Liabilities							
Current liabilities							
Accounts payable	\$ -	\$ -	\$ -	n/a	\$ 88,519	\$ (88,519)	(100.0)
Accrued expenses	19,100	19,100	-	-	24,900	(5,800)	(23.3)
Total current liabilities	<u>19,100</u>	<u>19,100</u>	<u>-</u>	<u>-</u>	<u>113,419</u>	<u>(94,319)</u>	<u>(83.2)</u>
Current liab payable from restricted assets							
Short-term self-insurance	5,975,000	5,975,000	-	-	3,308,273	2,666,727	80.6
Total current liabilities payable from restricted assets	<u>5,975,000</u>	<u>5,975,000</u>	<u>-</u>	<u>-</u>	<u>3,308,273</u>	<u>2,666,727</u>	<u>80.6</u>
Total current liabilities	<u>5,994,100</u>	<u>5,994,100</u>	<u>-</u>	<u>-</u>	<u>3,421,692</u>	<u>2,572,408</u>	<u>75.2</u>
Non-current liabilities							
Other post-employment benefits	43,033	43,033	-	-	45,908	(2,875)	(6.3)
Long-term self-insurance	4,294,000	4,294,000	-	-	4,069,727	224,273	5.5
Unfunded pension liabilities	42,748	42,748	-	-	53,160	(10,412)	(19.6)
Total non-current liabilities	<u>4,379,781</u>	<u>4,379,781</u>	<u>-</u>	<u>-</u>	<u>4,168,795</u>	<u>210,986</u>	<u>5.1</u>
Total liabilities	<u>10,373,881</u>	<u>10,373,881</u>	<u>-</u>	<u>-</u>	<u>7,590,487</u>	<u>2,783,394</u>	<u>36.7</u>
Net Position							
Net position	(1,138,136)	223,448	(1,361,584)	(609.4)	223,448	(1,361,584)	(609.4)
Net income (loss)	676,550	(1,361,584)	2,038,134	149.7	874,952	(198,402)	(22.7)
Total net position	<u>(461,586)</u>	<u>(1,138,136)</u>	<u>676,550</u>	<u>59.4</u>	<u>1,098,400</u>	<u>(1,559,986)</u>	<u>(142.0)</u>
Total	<u>\$ 9,912,295</u>	<u>\$ 9,235,745</u>	<u>\$ 676,550</u>	<u>7.3</u>	<u>\$ 8,688,887</u>	<u>\$ 1,223,408</u>	<u>14.1</u>

Workers Compensation Self-Insurance Fund
Statement of Activities
For the Quarter Ended September 30, 2018
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Revenue										
Charges for Services	\$ 2,138,659	\$ 1,384,502	\$ 754,157	54.5	\$ 2,255,682	\$ 2,138,659	\$ 1,384,502	\$ 754,157	54.5	\$ 2,255,682
Interest income	48,280	33,812	14,468	42.8	15,629	48,280	33,812	14,468	42.8	15,629
Total revenue	<u>2,186,939</u>	<u>1,418,314</u>	<u>768,625</u>	54.2	<u>2,271,311</u>	<u>2,186,939</u>	<u>1,418,314</u>	<u>768,625</u>	54.2	<u>2,271,311</u>
Expense										
Wages and benefits ¹	89,333	151,093	61,760	40.9	134,644	89,333	151,093	61,760	40.9	134,644
Services	848	8,875	8,027	90.4	280	848	8,875	8,027	90.4	280
Materials and supplies	269	625	356	57.0	379	269	625	356	57.0	379
Utilities	139	150	11	7.3	-	139	150	11	7.3	-
Casualty and liability costs	54,007	56,250	2,243	4.0	88,519	54,007	56,250	2,243	4.0	88,519
Other expenses	16,953	113,875	96,922	85.1	18,814	16,953	113,875	96,922	85.1	18,814
Workers Compensation claims paid	1,510,389	1,384,502	(125,887)	(9.1)	1,307,840	1,510,389	1,384,502	(125,887)	(9.1)	1,307,840
Total expense	<u>1,671,938</u>	<u>1,715,370</u>	<u>43,432</u>	2.5	<u>1,550,476</u>	<u>1,671,938</u>	<u>1,715,370</u>	<u>43,432</u>	2.5	<u>1,550,476</u>
Net income (loss) before transfers	515,001	(297,056)	812,057	273.4	720,835	515,001	(297,056)	812,057	273.4	720,835
Net transfers in (out)	<u>161,549</u>	<u>297,451</u>	<u>(135,902)</u>	(45.7)	<u>154,117</u>	<u>161,549</u>	<u>297,451</u>	<u>(135,902)</u>	(45.7)	<u>154,117</u>
Net income (loss)	<u>\$ 676,550</u>	<u>\$ 395</u>	<u>\$ 676,155</u>	n/a	<u>\$ 874,952</u>	<u>\$ 676,550</u>	<u>\$ 395</u>	<u>\$ 676,155</u>	n/a	<u>\$ 874,952</u>

¹ - Detailed schedule included.

Workers Compensation Self-Insurance Fund
Detailed Schedule of Wages and Benefits
For the Quarter Ended September 30, 2018
(unaudited)

	Current					Year to Date				
	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year	Actual	Budget	\$ Favorable (Unfavorable)	% Fav (Unfav)	Prior Year
Personnel expense										
Wages	\$ 64,781	\$ 65,103	\$ 322	0.5	\$ 54,924	\$ 64,781	\$ 65,103	\$ 322	0.5	\$ 54,924
Company paid benefits										
Payroll related taxes and insurance										
FICA	4,734	4,980	246	4.9	3,990	4,734	4,980	246	4.9	3,990
Worker's compensation insurance	-	62,695	62,695	100.0	53,152	-	62,695	62,695	100.0	53,152
Health and welfare										
Medical	10,325	6,634	(3,691)	(55.6)	10,572	10,325	6,634	(3,691)	(55.6)	10,572
Dental	287	258	(29)	(11.2)	306	287	258	(29)	(11.2)	306
Other post employment benefits	-	915	915	100.0	1,653	-	915	915	100.0	1,653
Life Insurance / AD&D	139	68	(71)	(104.4)	116	139	68	(71)	(104.4)	116
Short and Long Term Disability	460	2,340	1,880	80.3	406	460	2,340	1,880	80.3	406
FMLA administration expense	-	98	98	100.0	-	-	98	98	100.0	-
EAP expense	18	18	-	-	15	18	18	-	-	15
Retirement										
Pension expense	4,972	4,628	(344)	(7.4)	6,324	4,972	4,628	(344)	(7.4)	6,324
401 K contributions	3,617	3,356	(261)	(7.8)	3,186	3,617	3,356	(261)	(7.8)	3,186
Total company paid benefits	<u>24,552</u>	<u>85,990</u>	<u>61,438</u>	71.4	<u>79,720</u>	<u>24,552</u>	<u>85,990</u>	<u>61,438</u>	71.4	<u>79,720</u>
Total wages and benefits	<u>\$ 89,333</u>	<u>\$ 151,093</u>	<u>\$ 61,760</u>	40.9	<u>\$ 134,644</u>	<u>\$ 89,333</u>	<u>\$ 151,093</u>	<u>\$ 61,760</u>	40.9	<u>\$ 134,644</u>

**Workers Compensation Self-Insurance Fund
Cash Receipts and Disbursements Schedule
For the Quarter Ended September 30, 2018
(unaudited)**

Description	Total	Operating Cash	Cash Equivalent	Investments
Balance at July 1, 2018				
Cash & investments	\$ 8,968,552	\$ -	\$ 8,968,552	\$ -
Add:				
Collections	24,321	24,321	-	-
Receipt from Investment	2,348,988	2,348,988	-	-
Receipts from Metro	458,956	458,956	-	-
Receipts from Riverboats	2,284	2,284	-	-
Interest received	41,067	41,067	-	-
Total cash receipts	<u>2,875,616</u>	<u>2,875,616</u>	<u>-</u>	<u>-</u>
Interfund transfers	-	(390,055)	(1,958,933)	2,348,988
Less:				
Disbursements to Metro	(2,051,023)	(2,051,023)	-	-
Disbursements to Health Self-Insurance	(58,380)	(58,380)	-	-
Total cash disbursements	<u>(2,109,403)</u>	<u>(2,109,403)</u>	<u>-</u>	<u>-</u>
Balance at September 30, 2018				
Cash & investments	<u>\$ 9,734,765</u>	<u>\$ 376,158</u>	<u>\$ 7,009,619</u>	<u>\$ 2,348,988</u>

Worker's Compensation Self-Insurance Fund
Statement of Cash Flows
For the Three Months Ended September 30, 2018
(unaudited)

Cash flows from operating activities		Supplemental disclosure of cash flow information
Receipts from customers	\$ 2,138,659	
Payments to employees	(89,333)	Noncash Activities:
Payments to vendors	(180,230)	None
Payments for self-insurance	(1,564,396)	
Receipts (payments) from inter-fund activity	<u>258,897</u>	
Net cash provided by (used in) operating activities	<u>563,597</u>	
 Cash flows from non capital financing activities		
Net transfers	<u>161,549</u>	
Net cash provided by (used in) non capital financing activities	<u>161,549</u>	
 Cash flows from capital and related financing activities		
None		
 Cash flows from investing activities		
Interest received	<u>41,067</u>	
Net cash provided by (used in) investing activities	<u>41,067</u>	
 Net increase (decrease) in cash and cash equivalents	766,213	
 Cash and cash equivalents, beginning of year	<u>8,968,552</u>	
Cash and cash equivalents, year to date	<u>\$ 9,734,765</u>	

STAFFING

Staffing Level Report. 106



**BI-STATE DEVELOPMENT
STAFFING LEVEL REPORT
September 2018**

	EMPLOYEES AT END OF MONTH				BUDGETED POSITIONS	VARIANCE	PERCENT VARIANCE
	PRIOR MONTH	ADDED	DELETED	CURRENT MONTH			
A.T.U. Maintenance & Operations:							
Light Rail Vehicle Operators	101	6	0	107	102	5	4.9%
PT Bus Operators	14	0	0	14	85	(71)	-83.5%
Bus Operators	884	27	(18)	893	828	65	7.9%
Van Operators	212	0	(12)	200	200	0	0.0%
Vehicle Maintenance	275	6	(2)	279	283	(4)	-1.4%
MetroBus Support Services and Facility Maintenance	23	0	0	23	25	(2)	-8.0%
Right of Way Maintenance	51	1	(2)	50	53	(3)	-5.7%
Revenue Operations & Maintenance	13	0	0	13	15	(2)	-13.3%
Materials Management	<u>20</u>	<u>0</u>	<u>1</u>	<u>21</u>	<u>27</u>	<u>(6)</u>	<u>-22.2%</u>
SUBTOTAL A.T.U. Maintenance & Operations	1,593	40	(33)	1,600	1,618	(18)	-1.1%
Other:							
A.T.U. Clerical Unit	44	1	0	45	52	(7)	-13.5%
I.B.E.W.	60	2	(1)	61	66	(5)	-7.6%
Salaried	497	4	(8)	493	540	(47)	-8.7%
SUBTOTAL Other	601	7	(9)	599	658	(59)	-9.0%
TOTAL	2,194	47	(42)	2,199	2,276	(77)	-3.4%
ARCH							
Salaried:	16	0	0	16	17	(1)	-5.9%
Hourly:*	106	6	(10)	102	84	18	21.4%
TOTAL ARCH	122	6	(10)	118	101	17	16.8%
AIRPORT							
	9	0	0	9	12	(3)	-25.0%
RIVERBOAT CRUISES							
Salaried:	14	0	0	14	11	3	27.3%
Hourly:*	63	1	(9)	55	49	6	12.2%
TOTAL RIVERBOAT CRUISES	77	1	(9)	69	60	9	15.0%
EXECUTIVE OFFICE							
	31	1	0	32	36	(4)	-11.1%
GRAND TOTAL	2,433	55	(61)	2,427	2,485	(58)	-2.3%

Does not include Security Officers, Interns or Temporary Employees

*Includes PT and Seasonal - Actual depends on availability; Budget based on average hours

8/30/18 dd

Open Session Item

13



BI • STATE DEVELOPMENT

Gateway to growth. On both sides of the river

Bi-State Development Agency of the
Missouri-Illinois Metropolitan District

2019 PERFORMANCE INDICATORS

First Quarter Ending September 30, 2018

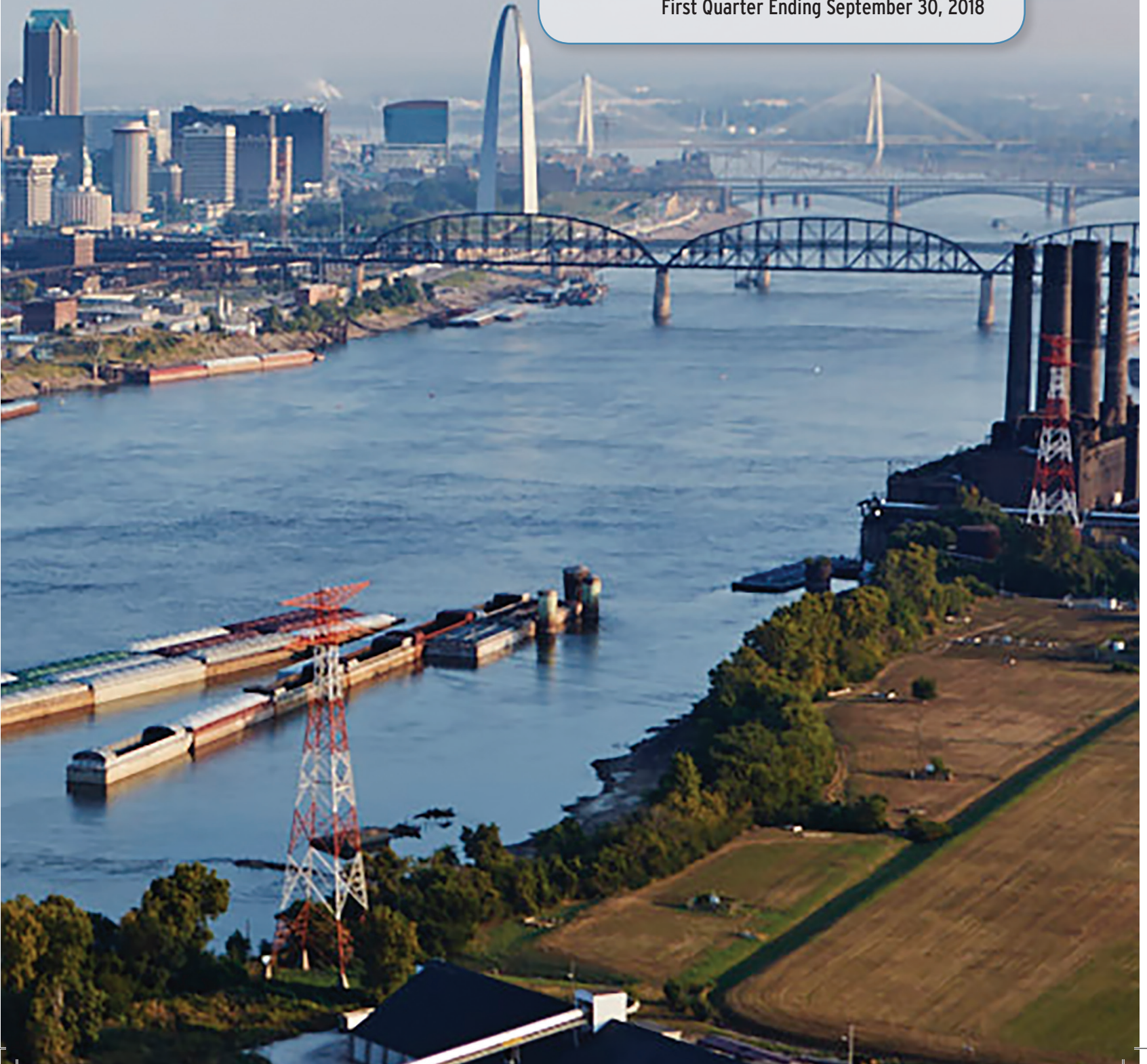


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EXECUTIVE SUMMARY

METRO

SERVICE CHANGES AND FARE INCREASES

Metro's quarterly service update went into effect in September with minor adjustments to 5 MetroBus routes. The prior quarterly service changes in June modified the operations of 19 MetroBus routes. Metro regularly monitors and reviews feedback from riders and bus operators and uses the feedback and other trip data to make updates to MetroBus routes and schedules each quarter. No fare increase is planned for FY 2019. The last fare increase was in FY 2015.

REVENUES AND EXPENSES

Passenger revenue of \$10.8 million is 6.5% less than the prior year as a result of lower ridership. Operating expenses at September 30th are 3.2% greater than prior year due to higher wages, benefits and fuel expenses.

RIDERSHIP AND OTHER CUSTOMER MEASURES

Passenger boardings for FY 2019 are 3.9% lower than the prior year. Boardings decreased 3.4% for MetroBus and 5.1% for MetroLink. Call-A-Ride boardings increased by 1.3%. Ridership was down due to a number of factors including lower fuel prices and an employment shift away from Metro's core service area as well as perceived security issues. Passenger injuries per 100,000 boardings are down 14.6% for the system. Customer complaints per 100,000 boardings is up 1.4% from the prior year.

BUSINESS MEASURES

The system average fare for FY 2019 is \$1.08. Farebox recovery is lower than the prior year due to the combination of lower passenger revenue and greater operating expense. Operating expense per revenue hour increased 3.6% and per passenger boarding increased 7.5% compared to the prior year. The increase is due to lower ridership and increased expenses.

OPERATING MEASURES

For the first three months of FY 2019, vehicle accidents per 100,000 vehicle miles is .9 which is 23.9% below prior year. Unscheduled absenteeism is 3.1% a decrease from prior year's 3.6%. Passenger boardings per revenue mile and revenue hour are below prior year due to lower ridership.



EXECUTIVE SUMMARY (Cont.)

GATEWAY ARCH

Tram ridership is 25.7% higher than last year now that the Arch Trams are fully operational. Income before depreciation of \$1.4 million is unfavorable compared to budget. This is due to higher than expected wages and benefits due to additional staffing needs. Services, materials and supplies and Agency fees are also unfavorable. Utilities are favorable to budget.

RIVERFRONT ATTRACTIONS

Riverboat passengers for the quarter ended September 30th were 15.6% greater than budget and 12.6% higher than FY 2018. Riverboat revenues were 3.6% higher than budget and 11.2% higher than last year. There were 69 more cruises in FY 2019 than budgeted and 72 more than in FY 2018. Expenses were 1.8% less than budget mostly due lower materials and supplies. Income before depreciation for the quarter ended September 30, 2018 was \$689.0 thousand compared to prior year's income of \$579.8 thousand.

ST LOUIS DOWNTOWN AIRPORT

Airport revenues were 8.7% less than budget and expenses were 2.4% less than budget resulting in income before depreciation of \$3.3 thousand. Airport activity varies because of the economy, special events and weather conditions. Aircraft movements decreased 6.4% from last year while the gallons of fuel sold increased 6.4% and the average number of aircraft based at the airport decreased 3.4% compared to last year.

ST. LOUIS REGIONAL FREIGHTWAY

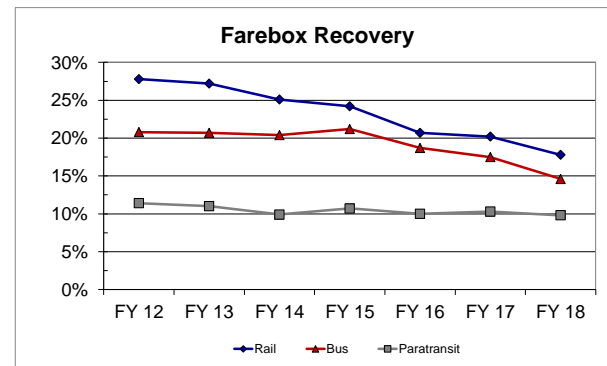
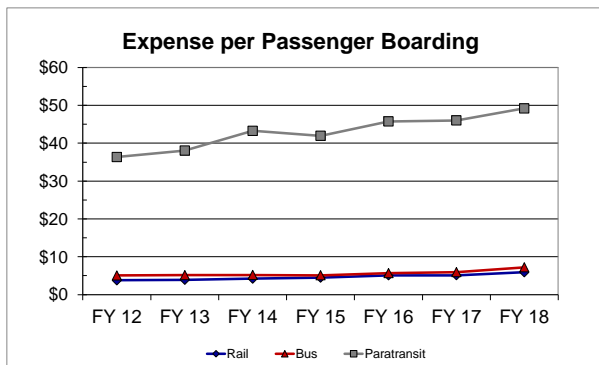
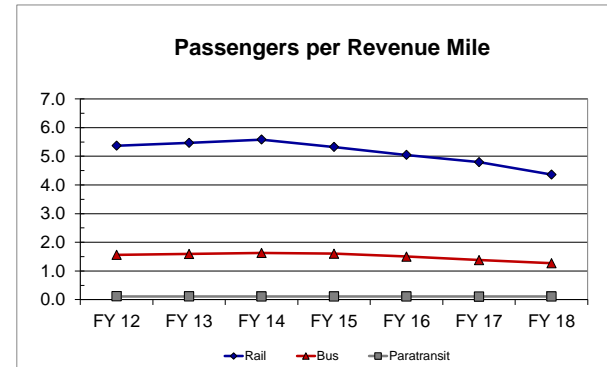
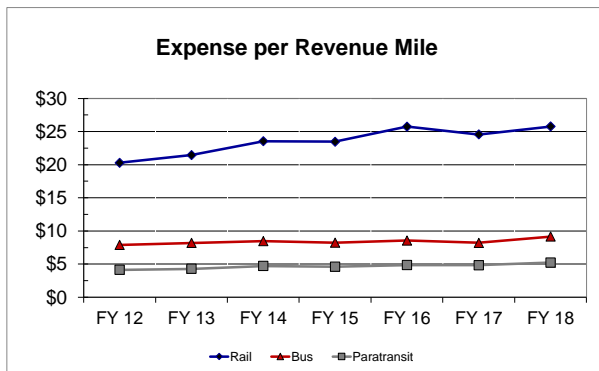
Net loss for the first quarter ended September 30th was \$184.8 thousand. Revenue was \$6.3 thousand. Expenses are 26.5% lower than budget due to less than anticipated expense for consulting, travel and meetings and advertising and promotion.

EXECUTIVE SERVICES

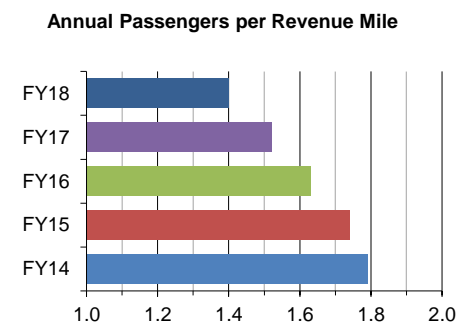
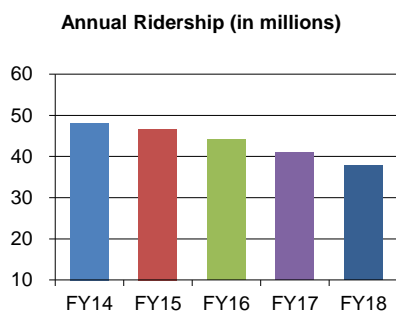
Income before depreciation for Executive Services was higher than budget by 2.8% as both total revenues and total expenses are lower than budget. The lower than budgeted revenues are primarily a result of lower management fees received from Metro Transit and the Gateway Arch. Total expenses are favorable to budget primarily due to lower consulting expenses and outside services. Other expenses are favorable to budget due to lower legal costs, Government Affairs services and planned costs for the Bi-State annual meeting.



ANNUAL TRANSIT PERFORMANCE



Metro System Profile

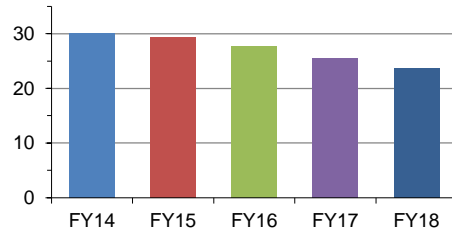


First Quarter Ended September 30

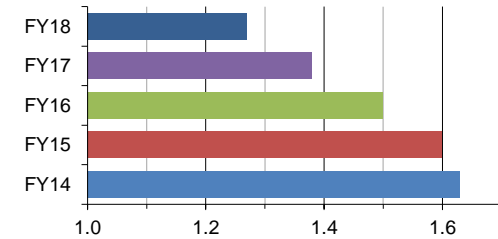
Goal	FY 2019	FY 2018	Change		FY 2017	FY 2016	FY 2015
				<u>Customer Measures</u>			
122,865	122,577	126,931	-3.4%	Average Weekday Ridership	136,549	148,536	159,512
9,873,760	9,799,436	10,200,599	-3.9%	Passenger Boardings	11,050,528	12,060,036	12,914,500
1.5	0.4	0.5	-14.6%	Passenger Injuries per 100,000 Boardings	1.9	1.6	1.2
10.0	16.3	16.1	1.4%	Customer Complaints per 100,000 Boardings	14.7	13.7	11.0
				<u>Business Measures</u>			
\$1.09	\$1.08	\$1.10	-1.4%	Average Fare (Includes Fixed & Special)	\$1.04	\$1.09	\$1.11
12.8%	14.5%	16.2%	-10.7%	Farebox Recovery	17.2%	21.2%	22.9%
\$170.87	\$154.81	\$149.43	3.6%	Operating Expense per Revenue Hour	\$135.63	\$144.45	\$134.77
\$8.69	\$7.30	\$6.79	7.5%	Operating Expense per Passenger Boarding	\$5.74	\$5.53	\$4.78
\$7.31	\$5.97	\$5.40	10.6%	Subsidy per Passenger Boarding	\$4.46	\$4.24	\$3.48
				<u>Operating Measures</u>			
1.84	0.93	1.23	-23.9%	Vehicle Accidents per 100,000 Vehicle Miles	1.68	1.76	1.54
3.1%	3.1%	3.6%	-13.9%	Unscheduled Absenteeism	3.8%	3.5%	3.0%
1.44	1.43	1.50	-4.2%	Passenger Boardings per Revenue Mile	1.62	1.77	1.89
20.82	21.21	22.01	-3.6%	Passenger Boardings per Revenue Hour	23.62	26.13	28.17

MetroBus Profile

Annual Ridership (in millions)



Annual Passengers per Revenue Mile

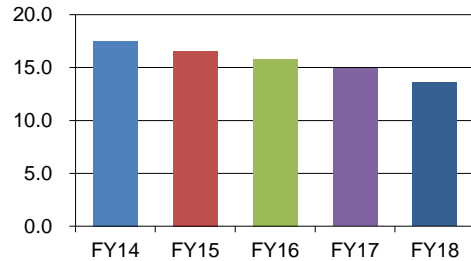


First Quarter Ended September 30

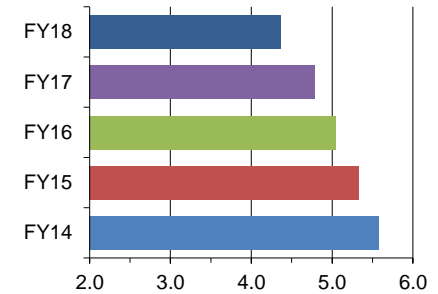
Goal	FY 2019	FY 2018	Change		FY 2017	FY 2016	FY 2015
Customer Measures							
75,645	76,757	79,047	-2.9%	Average Weekday Ridership	84,399	93,722	100,687
6,081,364	6,139,941	6,354,859	-3.4%	Passenger Boardings	6,812,101	7,547,124	8,039,048
2.3	0.5	0.6	-8.0%	Passenger Injuries per 100,000 Boardings	2.6	2.1	1.7
15.0	16.3	12.3	32.5%	Customer Complaints per 100,000 Boardings	14.1	13.2	13.6
Business Measures							
\$1.07	\$1.05	\$1.08	-3.1%	Average Fare (Fixed and Special)	\$1.02	\$1.07	\$1.10
13.3%	13.9%	16.2%	-14.3%	Farebox Recovery	17.2%	21.2%	23.1%
\$126.53	\$127.74	\$118.80	7.5%	Operating Expense per Revenue Hour	\$107.68	\$115.77	\$110.34
\$7.95	\$7.37	\$6.67	10.6%	Operating Expense per Passenger Boarding	\$5.67	\$5.39	\$4.77
Operating Measures							
2.25	1.24	1.83	-32.3%	Vehicle Accidents per 100,000 Vehicle Miles	2.42	2.52	2.06
91.0%	91.7%	91.9%	-0.2%	On-Time Performance	91.5%	91.1%	90.6%
1.28	1.31	1.35	-3.2%	Passenger Boardings per Revenue Mile	1.45	1.61	1.72
16.66	17.32	17.81	-2.8%	Passenger Boardings per Revenue Hour	19.00	21.47	23.13
99.9%	99.8%	99.8%	0.0%	Percent of Trips Completed	99.9%	99.8%	99.8%
22,000	21,915	21,267	3.0%	Revenue Miles Between Roadcalls	17,773	17,271	17,382

MetroLink Profile

Annual Ridership (in millions)



Annual Passengers per Revenue Mile

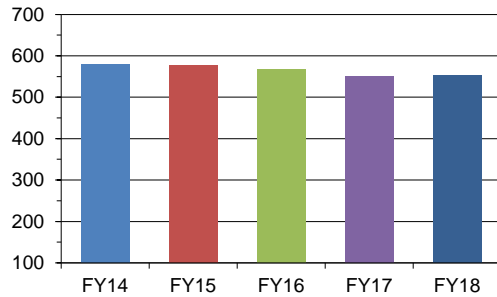


First Quarter Ended September 30

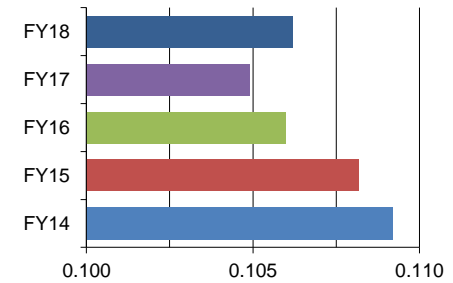
Goal	FY 2019	FY 2018	Change		FY 2017	FY 2016	FY 2015
				<u>Customer Measures</u>			
45,371	43,901	46,005	-4.6%	Average Weekday Ridership	50,290	52,865	56,877
3,655,509	3,518,529	3,706,639	-5.1%	Passenger Boardings	4,099,023	4,367,923	4,730,660
0.1	0.2	0.2	0.0%	Passenger Injuries per 100,000 Boardings	0.4	0.7	0.4
1.8	1.8	1.2	55.6%	Customer Complaints per 100,000 Boardings	1.8	2.8	1.2
				<u>Business Measures</u>			
\$1.07	\$1.05	\$1.08	-3.1%	Average Fare (Fixed and Special)	\$1.02	\$1.07	\$1.10
12.7%	19.0%	19.7%	-3.5%	Farebox Recovery	20.9%	26.5%	28.6%
\$791.54	\$595.80	\$605.45	-1.6%	Operating Expense per Revenue Hour	\$555.75	\$591.66	\$525.78
\$8.23	\$5.50	\$5.47	0.6%	Operating Expense per Passenger Boarding	\$4.50	\$4.54	\$3.71
				<u>Operating Measures</u>			
0.10	0.06	0.00	-	Vehicle Accidents per 100,000 Vehicle Miles	0.13	0.06	0.06
98.0%	97.8%	98.2%	-0.4%	On-Time Performance	97.2%	96.0%	97.9%
4.63	4.61	4.72	-2.2%	Passenger Boardings per Revenue Mile	5.27	5.54	6.01
104.96	108.33	110.78	-2.2%	Passenger Boardings per Revenue Hour	123.61	130.23	141.84
30,000	26,316	30,227	-12.9%	Vehicle Miles between Failures	22,882	26,285	54,302

Call-A-Ride Profile

Annual Ridership (in thousands)



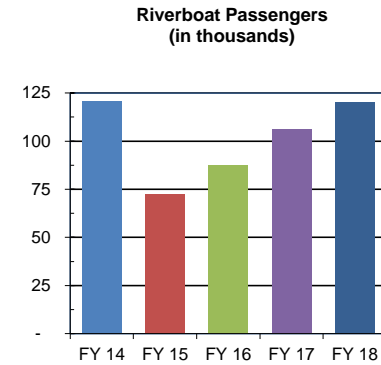
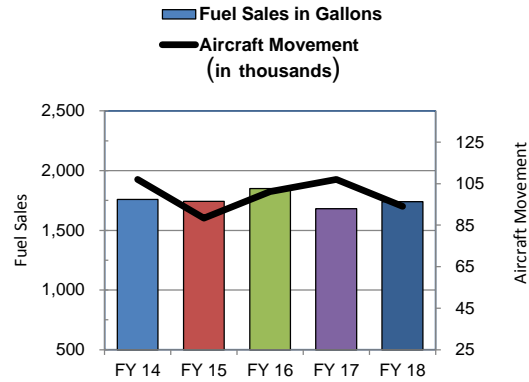
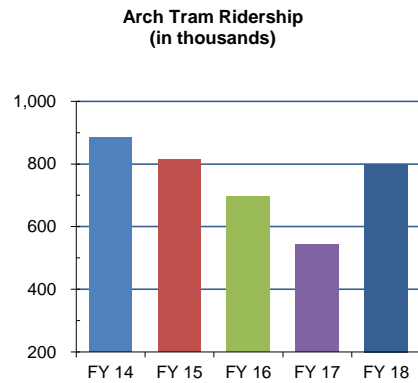
Annual Passengers per Revenue Mile



First Quarter Ended September 30

Goal	FY 2019	FY 2018	Change		FY 2017	FY 2016	FY 2015
				Customer Measures			
1,849	1,919	1,879	2.1%	Average Weekday Ridership	1,860	1,949	1,948
136,887	140,966	139,101	1.3%	Passenger Boardings	139,404	144,989	144,792
1.5	1.4	4.3	-67.1%	Passenger Injuries per 100,000 Boardings	11.5	6.9	4.8
15.0	26.2	53.9	-51.3%	Customer Complaints per 100,000 Boardings	26.5	22.8	30.4
				Business Measures			
\$2.40	\$2.63	\$2.51	4.9%	Average Fare	\$2.46	\$2.11	\$2.04
10.1%	11.6%	9.9%	16.6%	Farebox Recovery (excludes contractual)	10.5%	10.7%	10.5%
20.5%	18.7%	17.0%	9.6%	Revenue Recovery (includes contractual)	19.9%	23.3%	23.1%
\$94.94	\$91.78	\$90.35	1.6%	Operating Expense per Revenue Hour	\$84.29	\$80.17	\$76.13
\$51.35	\$48.84	\$47.59	2.6%	Operating Expense per Passenger Boarding	\$46.06	\$42.29	\$40.77
				Operating Measures			
1.25	0.75	0.29	163.0%	Vehicle Accidents per 100,000 Vehicle Miles	0.55	0.77	1.25
93.0%	93.8%	90.8%	3.3%	On-Time Performance	94.8%	93.3%	95.0%
0.11	0.10	0.10	-2.5%	Passenger Boardings per Revenue Mile	0.10	0.11	0.11
1.84	1.88	1.90	-1.1%	Passenger Boardings per Revenue Hour	1.83	1.90	1.87
50,000	20,554	31,555	-34.9%	Revenue Miles between Maintenance Failure	36,452	27,230	27,642

Bi-State Development Enterprises



First Quarter Ended September 30

Goal	FY 2019	FY 2018	Change	FY 2017	FY 2016	FY 2015
<u>Gateway Arch</u>						
	\$1,587,303	\$1,361,414	166.5%	\$1,039,951	\$555,478	\$816,318
	343,300	337,941	25.7%	282,884	313,500	327,008
<u>Riverfront Attractions</u>						
	\$616,102	\$689,012	18.8%	\$499,883	\$9,839	\$43,256
	58,610	67,740	12.6%	53,292	29,308	31,043
	447	516	16.2%	442	247	256
	92	90	-2.2%	92	63	55
<u>St. Louis Downtown Airport</u>						
	\$32,047	\$3,322	-90.8%	(\$38,423)	\$55,765	(\$20,729)
	443,408	495,857	6.4%	401,715	507,575	431,660
	22,500	24,381	-6.4%	30,468	23,433	23,874
	320	305	-3.4%	322	329	317
<u>Executive Services</u>						
	\$356,949	\$366,768	57.5%	\$302,572	\$325,943	\$415,849
<u>St. Louis Regional Freightway</u>						
	(\$194,954)	(\$184,786)	-7.2%	(\$60,025)	\$37,779	

Peer Performance - System

CHARACTERISTICS AND PERFORMANCE MEASURES		ST. LOUIS	BUFFALO	CLEVELAND	DALLAS	DENVER	MINNEAPOLIS	PITTSBURGH	PORTLAND	SACRAMENTO	SAN DIEGO	SAN JOSE	AVERAGE
Population of service area (in millions)	FY 16	1.57	0.98	1.41	2.38	2.92	1.84	1.42	1.56	1.03	2.46	1.93	1.77
	FY 15	1.62	0.98	1.41	2.35	2.88	1.84	1.42	1.56	1.04	2.46	1.88	1.77
	FY 14	1.54	1.18	1.41	2.33	2.88	1.84	1.42	1.54	1.04	2.22	1.88	1.75
Passenger Boardings (in millions)	FY 16	44.0	28.1	44.3	66.8	103.3	82.6	63.8	101.7	24.3	92.4	44.0	63.2
	FY 15	46.6	26.3	47.0	69.8	102.3	85.8	65.2	101.4	25.6	94.9	45.1	64.5
	FY 14	48.1	26.4	49.2	70.9	104.3	84.5	63.7	99.5	26.4	91.9	44.5	64.5
Average Weekday Passenger Boardings	FY 16	139,220	95,481	144,075	220,747	345,143	266,918	214,639	322,154	83,687	298,940	141,298	206,573
	FY 15	146,826	89,830	151,756	232,322	335,088	276,408	218,583	323,289	89,197	305,952	145,378	210,421
	FY 14	151,998	89,281	157,573	237,392	341,480	273,036	214,295	317,091	91,145	292,946	145,060	210,118
Average Saturday Passenger Boardings	FY 16	92,040	42,871	81,506	111,912	178,333	151,532	99,206	197,318	32,019	176,603	77,750	112,826
	FY 15	98,135	38,258	89,554	119,014	182,305	166,145	105,391	196,604	34,890	184,603	80,485	117,762
	FY 14	101,528	40,388	98,272	120,242	182,086	162,025	102,367	194,568	32,107	183,390	76,481	117,587
Average Sunday Passenger Boardings	FY 16	63,185	25,405	55,409	68,914	132,658	114,011	64,433	149,804	21,582	121,768	64,195	80,124
	FY 15	67,147	26,145	63,396	73,799	123,909	119,555	65,857	147,793	22,004	128,004	66,344	82,178
	FY 14	67,580	27,506	68,066	71,279	131,978	117,666	62,858	143,800	23,346	133,483	60,800	82,578
Vehicles in Operated in Maximum Service	FY 16	480	352	545	1,069	1,435	843	939	950	232	765	686	754
	FY 15	473	351	547	1,042	1,395	885	912	918	222	732	679	741
	FY 14	469	361	537	1,080	1,416	861	900	894	223	690	677	737
Farebox Recovery	FY 16	18.7%	20.1%	18.0%	14.0%	26.1%	24.6%	25.6%	29.5%	21.1%	39.0%	11.2%	22.6%
	FY 15	21.0%	25.3%	19.8%	15.0%	25.7%	25.2%	27.2%	31.5%	21.8%	40.6%	12.4%	24.1%
	FY 14	21.5%	29.2%	20.2%	15.7%	25.3%	27.1%	27.3%	30.3%	22.5%	41.2%	12.4%	24.8%
Subsidy per Passenger Boarding	FY 16	4.83	3.83	4.85	6.30	3.72	3.48	4.63	2.95	4.49	1.65	7.26	4.37
	FY 15	4.25	3.62	4.09	5.65	3.42	3.29	4.21	2.65	4.11	1.51	6.66	3.95
	FY 14	4.02	3.38	4.06	5.54	3.42	2.97	4.19	2.75	3.94	1.46	6.55	3.84

Source: National Transit Database - Calculations based on NTD definitions

Peer Performance - Bus

CHARACTERISTICS AND PERFORMANCE MEASURES		ST. LOUIS	BUFFALO	CLEVELAND	DALLAS	DENVER	MINNEAPOLIS	PITTSBURGH	PORTLAND	SACRAMENTO	SAN DIEGO	SAN JOSE	AVERAGE
Fleet Size	FY 16	394	320	402	648	1,047	902	727	648	222	595	511	583
	FY 15	390	316	396	636	1,127	907	705	643	219	605	507	586
	FY 14	383	322	391	861	1,101	905	701	608	225	582	452	594
Fleet Age (average in years)	FY 16	7.3	9.8	8.3	4.0	5.8	4.7	7.2	9.4	6.8	6.0	10.5	7.3
	FY 15	7.4	9.3	7.9	4.5	6.5	4.9	7.4	9.5	8.0	6.6	9.4	7.4
	FY 14	8.2	8.3	9.7	4.0	8.9	4.7	7.5	11.4	8.6	6.7	10.2	8.0
Passenger Boardings (in millions)	FY 16	27.7	22.7	34.8	33.5	73.3	58.9	53.7	60.0	12.1	51.9	32.6	41.9
	FY 15	29.4	21.7	37.3	36.4	75.5	62.1	54.8	62.1	13.7	53.9	33.0	43.6
	FY 14	30.1	21.6	34.4	37.4	76.7	67.8	53.4	59.7	13.7	51.3	32.9	43.5
Bus Boardings as a Percent of System Boardings	FY 16	62.9%	80.8%	78.6%	50.1%	70.9%	71.3%	84.1%	59.0%	49.7%	56.1%	74.1%	67.1%
	FY 15	63.1%	82.5%	79.4%	52.1%	73.8%	72.4%	84.0%	61.2%	53.5%	56.8%	73.2%	68.4%
	FY 14	62.6%	81.8%	70.0%	52.7%	73.5%	80.3%	83.8%	60.0%	51.7%	55.9%	73.8%	67.8%
Operating Expense (in millions)	FY 16	\$ 156.8	\$ 101.7	\$ 178.4	\$ 243.7	\$ 324.2	\$ 298.2	\$ 301.4	\$ 251.2	\$ 79.3	\$ 154.1	\$ 244.6	\$ 212.1
	FY 15	153.2	96.6	161.7	233.6	314.6	296.5	284.3	236.8	77.2	147.7	240.5	203.9
	FY 14	150.4	95.4	166.7	238.6	327.0	280.8	276.8	240.9	77.9	138.2	238.3	202.8
Operating Expense per Revenue Mile	FY 16	\$ 8.49	\$ 12.05	\$ 12.92	\$ 8.86	\$ 8.82	\$ 12.13	\$ 14.46	\$ 12.14	\$ 12.98	\$ 7.83	\$ 15.57	\$ 11.48
	FY 15	8.32	11.46	11.61	8.54	8.69	12.27	14.08	11.74	12.82	8.03	15.57	11.19
	FY 14	8.13	11.22	12.59	8.91	9.19	11.71	14.56	12.32	12.98	8.23	15.88	11.43
Operating Expense per Passenger Mile	FY 16	\$ 1.14	\$ 1.30	\$ 1.33	\$ 1.68	\$ 0.96	\$ 1.16	\$ 1.31	\$ 0.91	\$ 1.81	\$ 0.77	\$ 1.27	\$ 1.24
	FY 15	1.04	1.25	1.09	1.62	0.80	1.17	1.24	0.83	1.50	0.74	1.36	1.15
	FY 14	0.95	1.15	1.15	1.57	0.84	0.99	1.16	0.84	1.47	0.76	1.36	1.11
Operating Expense per Passenger Boarding	FY 16	\$ 5.66	\$ 4.48	\$ 5.45	\$ 7.27	\$ 4.43	\$ 5.06	\$ 5.62	\$ 4.19	\$ 6.55	\$ 2.97	\$ 7.50	\$ 5.38
	FY 15	5.20	4.45	4.75	6.42	4.17	4.77	5.18	3.81	5.64	2.74	7.28	4.95
	FY 14	5.00	4.42	4.84	6.38	4.27	4.14	5.18	4.03	5.71	2.69	7.25	3.84
Boardings per Revenue Mile	FY 16	1.5	2.7	2.6	1.2	2.0	2.4	2.6	2.9	2.0	2.6	2.1	2.2
	FY 15	1.6	2.6	3.0	1.3	2.1	2.6	2.7	3.1	2.3	2.9	2.1	2.4
	FY 14	1.6	2.5	2.6	1.4	2.2	2.8	2.8	3.1	2.3	3.1	2.2	2.4
Boardings per Revenue Hour	FY 16	20.0	28.9	27.3	15.5	26.0	28.8	33.8	32.7	21.8	28.7	24.1	26.1
	FY 15	21.6	27.6	32.4	16.9	27.3	30.7	35.7	35.4	24.9	32.3	25.0	28.2
	FY 14	22.1	27.7	30.0	18.0	28.7	33.1	36.0	35.8	24.9	32.6	26.0	28.6

Source: National Transit Database - Calculations based on NTD definitions

Peer Performance - Light Rail

CHARACTERISTICS AND PERFORMANCE MEASURES		ST. LOUIS	BUFFALO	CLEVELAND	DALLAS	DENVER	MINNEAPOLIS	PITTSBURGH	PORTLAND	SACRAMENTO	SAN DIEGO	SAN JOSE	AVERAGE
Fleet Size	FY 16	80	27	48	163	172	86	83	143	85	130	99	101
	FY 15	87	27	34	163	172	86	83	133	76	130	99	99
	FY 14	87	27	48	163	172	86	83	131	76	162	99	103
Fleet Age (average in years)	FY 16	17.3	31.9	35.0	13.9	10.7	5.5	24.6	16.7	21.1	12.9	14.7	18.6
	FY 15	16.3	30.9	31.0	13.0	9.7	4.5	23.6	18.0	19.1	11.9	13.7	17.4
	FY 14	15.3	29.9	33.0	12.0	8.7	3.5	22.6	17.0	18.1	14.1	12.7	17.0
Passenger Boardings (in millions)	FY 16	15.8	5.2	2.5	29.8	24.6	23.0	8.1	40.2	12.2	39.6	10.7	19.2
	FY 15	16.6	4.4	2.6	29.8	25.5	23.0	8.0	37.7	12.1	40.1	11.6	19.2
	FY 14	17.5	4.6	2.8	29.5	26.4	16.0	7.9	38.2	12.7	39.7	11.0	18.7
Rail Boardings as a Percent of System Boardings	FY 16	35.9%	18.5%	5.6%	44.6%	23.8%	27.8%	12.7%	39.5%	50.1%	42.8%	24.3%	29.6%
	FY 15	35.7%	16.8%	5.5%	42.8%	24.9%	26.8%	12.3%	37.2%	47.1%	42.2%	25.8%	28.8%
	FY 14	36.3%	17.6%	5.6%	41.5%	25.3%	18.9%	12.5%	38.4%	48.1%	43.2%	24.6%	28.4%
Operating Expense (in millions)	FY 16	\$ 79.6	\$ 23.6	\$ 13.5	\$ 178.4	\$ 104.6	\$ 66.5	\$ 60.3	\$ 128.6	\$ 58.9	\$ 75.5	\$ 92.4	\$ 80.17
	FY 15	73.3	22.2	13.5	168.2	111.0	64.7	55.7	111.5	56.9	73.1	81.3	75.59
	FY 14	73.3	22.2	13.5	168.2	111.0	64.7	55.7	111.5	56.9	73.1	81.3	75.59
Operating Expense per Vehicle Revenue Mile	FY 16	\$ 12.73	\$ 24.88	\$ 17.44	\$ 18.15	\$ 9.21	\$ 12.73	\$ 27.78	\$ 14.53	\$ 13.49	\$ 8.71	\$ 26.63	\$ 16.93
	FY 15	11.73	26.73	16.03	17.30	10.00	12.59	26.08	14.22	14.46	8.50	23.11	16.43
	FY 14	11.73	26.73	16.03	17.30	10.00	12.59	26.08	14.22	14.46	8.50	23.11	16.43
Operating Expense per Passenger Mile	FY 16	\$ 0.62	\$ 1.67	\$ 0.92	\$ 0.73	\$ 0.50	\$ 0.71	\$ 1.97	\$ 0.59	\$ 0.85	\$ 0.34	\$ 1.69	\$ 0.96
	FY 15	0.53	1.81	0.90	0.68	0.61	0.66	1.79	0.54	0.83	0.33	1.33	0.91
	FY 14	0.49	1.81	0.80	0.68	0.51	0.67	1.57	0.50	0.73	0.31	1.21	0.84
Operating Expense per Passenger Boarding	FY 16	\$ 5.04	\$ 4.52	\$ 5.49	\$ 5.99	\$ 4.26	\$ 2.90	\$ 7.42	\$ 3.20	\$ 4.82	\$ 1.91	\$ 8.62	\$ 4.92
	FY 15	4.40	5.03	5.19	5.64	4.35	2.81	6.92	2.95	4.72	1.82	7.17	4.64
	FY 14	4.10	4.77	4.71	5.60	3.88	3.06	6.69	2.83	4.31	1.80	6.82	3.84
Boardings per Vehicle Revenue Mile	FY 16	2.5	5.5	3.2	3.0	2.2	4.4	3.8	4.5	2.8	4.6	3.1	3.6
	FY 15	2.7	5.3	3.1	3.1	2.3	4.5	3.8	4.8	3.1	4.7	3.2	3.7
	FY 14	2.8	5.1	3.3	3.2	2.4	4.0	3.8	4.9	3.2	4.7	3.2	3.7
Boardings per Vehicle Revenue Hour	FY 16	62.9	52.8	46.1	63.7	40.6	54.0	47.9	70.6	55.3	80.9	51.1	56.9
	FY 15	65.8	54.8	51.1	65.1	40.5	48.6	49.2	72.2	58.3	78.7	50.1	57.7
	FY 14	64.6	73.5	55.1	65.2	41.8	62.0	50.5	74.2	62.2	63.0	54.1	60.6

Source: National Transit Database - Calculations based on NTD definitions

Peer Performance - Demand Response

CHARACTERISTICS AND PERFORMANCE MEASURES		ST. LOUIS	BUFFALO	CLEVELAND	DALLAS	DENVER	MINNEAPOLIS	PITTSBURGH	PORTLAND	SACRAMENTO	SAN DIEGO	SAN JOSE	AVERAGE
Fleet Size	FY 16	121	74	166	115	416	-	362	268	-	200	227	217
	FY 15	118	74	159	118	404	-	346	219	-	202	242	209
	FY 14	116	74	158	165	450	-	346	268	-	146	244	219
Fleet Age (average in years)	FY 16	5.5	5.7	4.2	3.7	3.7	-	5.8	4.3	-	4.4	4.4	4.6
	FY 15	4.5	5.1	4.3	2.8	5.0	-	4.5	5.6	-	6.0	3.7	4.6
	FY 14	5.8	4.1	4.9	1.8	4.5	-	5.6	3.7	-	4.1	2.9	4.2
Passenger Boardings (in millions)	FY 16	0.57	0.19	0.63	0.33	1.19	-	1.53	0.93	-	0.63	0.65	0.74
	FY 15	0.58	0.18	0.70	0.40	1.23	-	0.79	0.92	-	0.59	0.72	0.68
	FY 14	0.58	0.16	0.75	0.47	1.27	-	1.59	0.93	-	0.55	0.73	0.78
Demand-Response Boardings as a Percent of System Boardings	FY 16	1.3%	0.7%	1.4%	0.5%	1.2%	-	2.4%	0.9%	-	0.7%	1.5%	1.2%
	FY 15	1.2%	0.7%	1.5%	0.6%	1.2%	-	1.2%	0.9%	-	0.6%	1.6%	1.1%
	FY 14	1.2%	0.6%	1.5%	0.7%	1.2%	-	2.5%	0.9%	-	0.6%	1.6%	1.2%
Operating Expense (in millions)	FY 16	\$ 25.3	\$ 9.3	\$ 33.6	\$ 13.7	\$ 45.4	-	\$ 35.0	\$ 33.4	-	\$ 19.0	\$ 23.0	26.4
	FY 15	24.7	8.3	32.4	23.7	48.1	-	36.3	32.8	-	15.5	20.0	26.8
	FY 14	21.9	7.9	29.9	21.0	46.9	-	36.3	32.2	-	14.5	22.0	25.8
Operating Expense per Revenue Mile	FY 16	\$ 4.74	\$ 5.57	\$ 6.28	\$ 6.87	\$ 4.13	-	\$ 3.68	\$ 5.25	-	\$ 4.11	\$ 4.66	5.03
	FY 15	4.57	5.20	6.04	6.97	4.18	-	3.89	5.15	-	4.21	3.54	4.86
	FY 14	4.64	5.40	6.24	8.07	4.59	-	3.75	5.01	-	4.25	3.23	5.02
Operating Expense per Passenger Mile	FY 16	\$ 4.54	\$ 5.30	\$ 6.72	\$ 3.36	\$ 4.32	-	\$ 2.92	\$ 3.90	-	\$ 3.02	\$ 3.49	4.17
	FY 15	4.26	4.85	5.35	3.34	4.39	-	3.07	3.74	-	2.99	3.10	3.90
	FY 14	4.29	4.86	4.45	3.81	4.64	-	2.91	3.63	-	2.94	2.47	3.78
Operating Expense per Passenger Boarding	FY 16	\$ 44.59	\$ 49.58	\$ 52.97	\$ 40.76	\$ 38.26	-	\$ 22.92	\$ 36.04	-	\$ 30.13	\$ 35.28	38.95
	FY 15	42.28	48.96	45.64	41.73	37.07	-	23.89	35.25	-	29.41	29.11	37.04
	FY 14	42.53	50.63	43.07	50.56	37.85	-	22.74	35.33	-	28.38	27.47	3.84
Boardings per Revenue Mile	FY 16	0.1	0.1	0.1	0.2	0.1	-	0.2	0.2	-	0.1	0.1	0.1
	FY 15	0.1	0.1	0.1	0.2	0.1	-	0.2	0.1	-	0.1	0.1	0.1
	FY 14	0.1	0.1	0.1	0.2	0.1	-	0.2	0.1	-	0.1	0.1	0.1
Boardings per Revenue Hour	FY 16	1.9	1.9	1.9	2.1	1.7	-	2.3	2.0	-	2.5	2.6	2.1
	FY 15	1.9	1.8	2.0	2.1	1.8	-	2.4	2.0	-	2.6	2.6	2.1
	FY 14	1.9	1.9	2.0	1.8	1.8	-	2.6	2.0	-	2.7	2.6	2.1

* Minneapolis and Sacramento are not included in the Average

Source: National Transit Database - Calculations based on NTD definitions

Average Weekday Ridership

Period	MetroBus			MetroLink			Call-A-Ride			System		
	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change
1st Qtr YTD	76,757	79,047	-2.9%	43,901	46,005	-4.6%	1,919	1,879	2.1%	122,577	126,931	-3.4%
2nd Qtr YTD		77,847			43,696			1,870			123,413	
3rd Qtr YTD		75,380			42,066			1,867			119,312	
Full year		74,865			42,568			1,875			119,308	

July	73,047	74,070	-1.4%	41,329	44,258	-6.6%	1,839	1,803	2.0%	116,215	120,131	-3.3%
August	76,428	79,604	-4.0%	43,771	45,700	-4.2%	1,957	1,906	2.7%	122,156	127,210	-4.0%
September	80,797	83,466	-3.2%	46,602	48,058	-3.0%	1,962	1,929	1.7%	129,361	133,453	-3.1%
October		80,901			43,419			1,965			126,285	
November		77,528			41,696			1,846			121,070	
December		71,513			39,045			1,771			112,329	
January		67,881			37,329			1,799			107,009	
February		73,290			39,535			1,900			114,725	
March		70,163			39,553			1,881			111,597	
April		73,762			44,285			1,947			119,994	
May		73,510			44,072			1,860			119,442	
June		72,686			43,864			1,898			118,448	

Passenger Boardings

Period	MetroBus			MetroLink			Call-A-Ride			System		
	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change
1st Qtr YTD	6,139,900	6,354,800	-3.4%	3,518,500	3,706,700	-5.0%	141,000	139,100	1.4%	9,799,400	10,200,600	-3.9%
2nd Qtr YTD		12,307,900			6,967,100			277,800			19,552,800	
3rd Qtr YTD		17,769,900			10,012,000			413,700			28,195,600	
Full year		23,667,300			13,550,500			553,500			37,771,300	

July	1,953,600	1,983,400	-1.5%	1,147,200	1,198,200	-4.3%	45,600	43,800	4.1%	3,146,400	3,225,400	-2.4%
August	2,140,000	2,214,600	-3.4%	1,202,400	1,272,900	-5.5%	50,000	48,900	2.2%	3,392,400	3,536,400	-4.1%
September	2,046,300	2,156,800	-5.1%	1,168,900	1,235,600	-5.4%	45,400	46,400	-2.2%	3,260,600	3,438,800	-5.2%
October		2,152,400			1,178,300			48,900			3,379,600	
November		1,974,400			1,077,700			45,800			3,097,900	
December		1,826,300			1,004,400			44,000			2,874,700	
January		1,805,600			997,000			46,200			2,848,800	
February		1,764,700			968,300			42,600			2,775,600	
March		1,891,700			1,079,600			47,100			3,018,400	
April		1,907,400			1,158,300			46,400			3,112,100	
May		2,022,300			1,209,000			47,800			3,279,100	
June		1,967,700			1,171,200			45,600			3,184,500	

Boardings are rounded to the nearest hundred

Passengers by Jurisdiction

Period	MetroBus						MetroLink					
	Missouri			St. Clair			Missouri			St. Clair		
	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change
1st Qtr YTD	5,416,647	5,601,631	-3.3%	723,294	753,228	-4.0%	2,844,336	3,032,754	-6.2%	674,193	673,885	0.0%
2nd Qtr YTD	10,938,767			1,369,299			5,695,168			1,271,850		
3rd Qtr YTD	15,850,246			1,919,866			8,164,461			1,847,506		
Full year	21,022,224			2,645,317			11,027,196			2,523,247		

July	1,729,889	1,739,193	-0.5%	223,724	244,237	-8.4%	930,197	980,265	-5.1%	217,015	217,935	-0.4%
August	1,888,880	1,961,480	-3.7%	251,148	253,163	-0.8%	972,612	1,043,089	-6.8%	229,832	229,800	0.0%
September	1,797,878	1,900,958	-5.4%	248,422	255,828	-2.9%	941,527	1,009,400	-6.7%	227,346	226,150	0.5%
October	1,928,390			224,058			963,384			214,877		
November	1,769,993			204,447			879,758			197,963		
December	1,638,753			187,566			819,272			185,125		
January	1,625,857			179,748			810,987			186,062		
February	1,588,743			175,983			786,503			181,783		
March	1,696,879			194,836			871,803			207,811		
April	1,687,917			219,445			938,546			219,732		
May	1,770,154			252,165			976,993			232,051		
June	1,713,907			253,841			947,196			223,958		

Passenger Revenue

Period	MetroBus			MetroLink			Call-A-Ride *			System		
	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change
1st Qtr YTD	\$6,287,758	\$6,867,848	-8.4%	\$3,676,852	\$3,988,265	-7.8%	\$797,830	\$658,057	21.2%	\$10,762,440	\$11,514,170	-6.5%
2nd Qtr YTD		\$12,987,576			\$7,335,963			\$1,486,775			\$21,810,313	
3rd Qtr YTD		\$18,688,030			\$10,517,945			\$1,905,353			\$31,111,327	
Full year		\$24,947,721			\$14,208,424			\$2,677,553			\$41,833,698	

1st Qtr	\$6,287,758	\$6,867,848	-8.4%	\$3,676,852	\$3,988,265	-7.8%	\$797,830	\$658,057	21.2%	\$10,762,440	\$11,514,170	-6.5%
2nd Qtr		\$6,119,728			\$3,347,698			\$828,718			\$10,296,143	
3rd Qtr		\$5,700,454			\$3,181,982			\$418,577			\$9,301,014	
4th Qtr		\$6,259,692			\$3,690,479			\$772,200			\$10,722,371	

* Call-A-Ride passenger revenue does not include Medicaid and Department of Mental Health contractual subsidies.

Revenue Miles

Period	MetroBus			MetroLink			Call-A-Ride			System		
	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change
1st Qtr YTD	4,689,786	4,699,967	-0.2%	763,174	785,913	-2.9%	1,377,117	1,325,315	3.9%	6,830,078	6,811,195	0.3%
2nd Qtr YTD		9,334,845			1,567,716			2,634,892			13,537,453	
3rd Qtr YTD		13,918,214			2,339,115			3,927,507			20,184,836	
Full year		18,595,961			3,105,288			5,210,401			26,911,650	

July	1,569,564	1,557,395	0.8%	263,917	262,438	0.6%	435,921	419,136	4.0%	2,269,402	2,238,969	1.4%
August	1,622,408	1,616,680	0.4%	262,891	268,321	-2.0%	477,931	464,541	2.9%	2,363,229	2,349,542	0.6%
September	1,497,815	1,525,892	-1.8%	236,367	255,154	-7.4%	463,265	441,638	4.9%	2,197,447	2,222,684	-1.1%
October		1,579,218			266,324			465,637			2,311,178	
November		1,522,399			256,753			434,282			2,213,434	
December		1,533,261			258,726			409,658			2,201,645	
January		1,572,132			266,294			439,290			2,277,716	
February		1,428,010			238,821			403,518			2,070,350	
March		1,583,226			266,284			449,807			2,299,317	
April		1,530,513			255,704			433,926			2,220,143	
May		1,592,553			259,419			444,614			2,296,586	
June		1,554,681			251,051			404,354			2,210,086	

May not sum to total due to rounding

Total Miles

Period	MetroBus			MetroLink			Call-A-Ride			System		
	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change
1st Qtr YTD	5,414,404	5,412,301	0.0%	791,505	792,291	-0.1%	1,465,519	1,401,619	4.6%	7,671,427	7,606,212	0.9%
2nd Qtr YTD		10,726,436			1,579,042			2,795,094			15,100,571	
3rd Qtr YTD		15,989,207			2,356,337			4,163,424			22,508,968	
Full year		21,399,139			3,128,763			5,571,795			30,099,698	

July	1,809,516	1,791,846	1.0%	266,858	264,728	0.8%	470,144	443,204	6.1%	2,546,517	2,499,778	1.9%
August	1,874,602	1,861,334	0.7%	265,748	270,374	-1.7%	507,731	491,034	3.4%	2,648,080	2,622,742	1.0%
September	1,730,286	1,759,122	-1.6%	258,899	257,189	0.7%	487,645	467,381	4.3%	2,476,831	2,483,692	-0.3%
October		1,810,570			268,410			493,595			2,572,574	
November		1,745,237			258,716			465,035			2,468,988	
December		1,758,328			259,624			434,845			2,452,797	
January		1,805,092			268,328			466,106			2,539,526	
February		1,639,763			240,649			426,138			2,306,550	
March		1,817,917			268,318			476,086			2,562,321	
April		1,766,392			257,667			475,000			2,499,059	
May		1,842,526			261,584			487,757			2,591,866	
June		1,801,015			253,176			445,614			2,499,804	

May not sum to total due to rounding

Revenue Hours

Period	MetroBus			MetroLink			Call-A-Ride			System		
	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change
1st Qtr YTD	354,475	356,825	-0.7%	32,480	33,459	-2.9%	75,015	73,266	2.4%	461,970	463,551	-0.3%
2nd Qtr YTD	703,826			66,785			146,610			917,220		
3rd Qtr YTD	1,045,725			99,612			217,805			1,363,143		
Full year	1,400,372			132,381			290,331			1,823,084		

July	118,487	118,415	0.1%	11,269	11,186	0.7%	24,416	23,225	5.1%	154,173	152,827	0.9%
August	122,757	122,460	0.2%	11,150	11,404	-2.2%	26,461	25,655	3.1%	160,368	159,518	0.5%
September	113,230	115,950	-2.3%	10,061	10,869	-7.4%	24,138	24,386	-1.0%	147,430	151,206	-2.5%
October	118,433			11,330			25,919			155,682		
November	114,155			10,930			24,265			149,350		
December	114,412			11,066			23,160			148,638		
January	117,241			11,329			24,137			152,707		
February	106,574			10,171			21,894			138,639		
March	118,085			11,328			25,164			154,577		
April	115,900			10,896			23,901			150,697		
May	120,659			11,105			24,948			156,711		
June	118,089			10,768			23,677			152,534		

May not sum to total due to rounding

Total Hours

Period	MetroBus			MetroLink			Call-A-Ride			System		
	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change
1st Qtr YTD	382,120	384,141	-0.5%	33,038	33,966	-2.7%	80,993	78,744	2.9%	496,150	496,851	-0.1%
2nd Qtr YTD		758,361			67,521			157,636			983,518	
3rd Qtr YTD		1,127,411			100,837			233,996			1,462,243	
Full year		1,509,796			134,102			315,199			1,959,097	

July	127,746	127,360	0.3%	11,463	11,360	0.9%	26,774	24,909	7.5%	165,983	163,628	1.4%
August	132,374	131,928	0.3%	11,341	11,574	-2.0%	28,466	27,649	3.0%	172,180	171,151	0.6%
September	122,000	124,854	-2.3%	10,234	11,032	-7.2%	25,754	26,186	-1.6%	157,988	162,072	-2.5%
October		127,701			11,234			27,778			166,713	
November		123,084			11,092			26,280			160,456	
December		123,434			11,230			24,834			159,497	
January		126,558			11,497			25,956			164,011	
February		115,035			10,322			23,419			148,777	
March		127,456			11,496			26,985			165,938	
April		124,994			11,058			26,748			162,800	
May		130,124			11,277			27,909			169,309	
June		127,268			10,930			26,546			164,744	

May not sum to total due to rounding

Operating Expense by Mode

Period	MetroBus			MetroLink			Call-A-Ride			System		
	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change
1st Qtr YTD	\$45,281,152	\$42,391,453	6.8%	\$19,351,726	\$20,257,939	-4.5%	\$6,885,195	\$6,619,848	4.0%	\$71,518,073	\$69,269,240	3.2%
2nd Qtr YTD		\$85,137,490			\$39,899,695			\$13,451,884			\$138,489,071	
3rd Qtr YTD		\$129,475,661			\$56,722,297			\$20,331,869			\$206,529,827	
Full year		\$170,676,996			\$80,033,495			\$27,208,996			\$277,919,487	

1st Qtr	\$45,281,152	\$42,391,453	6.8%	\$19,351,726	\$20,257,939	-4.5%	\$6,885,195	\$6,619,848	4.0%	\$71,518,073	\$69,269,240	3.2%
2nd Qtr		\$42,746,037			\$19,641,756			\$6,832,036			\$69,219,829	
3rd Qtr		\$44,338,171			\$16,822,602			\$6,879,985			\$68,040,758	
4th Qtr		\$41,201,335			\$23,311,198			\$6,877,127			\$71,389,660	

FY 2017 contains audited amounts

Unscheduled Absenteeism

Period	Operators			Maintenance			Facility Support			Total		
	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change	FY 2019	FY 2018	Change
1st Qtr YTD	3.5%	4.1%	-0.5%	2.4%	2.4%	0.0%	1.2%	2.3%	-1.1%	3.1%	3.6%	-0.5%
2nd Qtr YTD		3.8%			2.7%			2.2%			3.4%	
3rd Qtr YTD		3.6%			2.3%			2.0%			3.2%	
Full year		3.5%			2.3%			1.8%			3.1%	

July	3.5%	5.3%	-1.8%	1.9%	2.0%	-0.1%	1.2%	2.2%	-1.1%	3.0%	4.4%	-1.4%
August	3.4%	3.4%	0.0%	2.5%	2.5%	0.0%	1.0%	2.5%	-1.4%	3.0%	3.2%	-0.1%
September	3.8%	3.5%	0.2%	2.8%	2.9%	-0.1%	1.4%	2.2%	-0.8%	3.4%	3.3%	0.1%
October		3.9%			3.2%			2.8%			3.6%	
November		3.7%			2.4%			2.2%			3.4%	
December		3.1%			3.4%			1.2%			2.9%	
January		2.9%			1.8%			2.0%			2.6%	
February		3.3%			1.3%			2.1%			2.9%	
March		3.2%			1.6%			0.6%			2.6%	
April		3.1%			2.2%			1.4%			2.8%	
May		3.4%			2.7%			1.4%			3.1%	
June		3.4%			1.9%			1.2%			2.9%	

Gateway Arch

	Income Before Depreciation and Transfers		
Quarter	FY 2019	FY 2018	Change
1st Qtr YTD	\$1,361,414	\$510,911	166.5%
2nd Qtr YTD		\$398,392	
3rd Qtr YTD		\$73,652	
Full Year		\$1,134,366	

	Tram Ridership		
Quarter	FY 2019	FY 2018	Change
1st Qtr YTD	337,941	268,936	25.7%
2nd Qtr YTD		409,697	
3rd Qtr YTD		533,464	
Full Year		799,576	

	Tram Ridership		
Month	FY 2019	FY 2018	Change
July	152,640	105,926	44.1%
August	117,330	103,844	13.0%
September	67,971	59,166	14.9%
October		58,015	
November		44,740	
December		38,006	
January		19,270	
February		27,595	
March		76,902	
April		62,728	
May		82,074	
June		121,310	

Riverfront Attractions

Riverboat Passengers			
Month	FY 2019	FY 2018	Change
July	33,008	29,632	11.4%
August	20,684	19,641	5.3%
September	14,048	10,885	29.1%
October		8,521	
November		2,193	
December		258	
January		-	
February		-	
March		5,419	
April		7,462	
May		13,863	
June		21,714	

Quarter	FY 2019	FY 2018	Change
1st Qtr YTD	67,740	60,158	12.6%
2nd Qtr YTD		71,130	
3rd Qtr YTD		76,549	
Full Year		119,588	

Income (Loss) Before Depreciation			
Quarter	FY 2019	FY 2018	Change
1st Qtr YTD	\$689,012	\$579,811	18.8%
2nd Qtr YTD		\$494,735	
3rd Qtr YTD		\$185,369	
Full Year		\$446,690	

Riverboat Cruises			
Quarter	FY 2019	FY 2018	Change
1st Qtr YTD	516	444	16.2%
2nd Qtr YTD		556	
3rd Qtr YTD		611	
Full Year		1,019	

Riverboat Days of Operation			
Quarter	FY 2019	FY 2018	Change
1st Qtr YTD	90	92	-2.2%
2nd Qtr YTD		155	
3rd Qtr YTD		182	
Full Year		273	

St. Louis Downtown Airport

	Fuel Sales in Gallons		
Month	FY 2019	FY 2018	Change
July	159,005	156,971	1.3%
August	167,513	170,223	-1.6%
September	169,339	138,777	22.0%
October		156,593	
November		133,282	
December		133,469	
January		133,453	
February		93,399	
March		166,453	
April		147,524	
May		136,585	
June		171,795	

Quarter	FY 2019	FY 2018	Change
1st Qtr YTD	495,857	465,971	6.4%
2nd Qtr YTD		889,315	
3rd Qtr YTD		1,282,620	
Full Year		1,738,524	

	Income (Loss) Before Depreciation		
Quarter	FY 2019	FY 2018	Change
1st Qtr YTD	\$3,322	\$36,110	-90.8%
2nd Qtr YTD		\$37,617	
3rd Qtr YTD		\$89,855	
Full year		\$107,893	

	Aircraft Movements		
Quarter	FY 2019	FY 2018	Change
1st Qtr YTD	24,381	26,051	-6.4%
2nd Qtr YTD		48,595	
3rd Qtr YTD		67,770	
Full Year		94,034	

	Average Based Aircraft		
Quarter	FY 2019	FY 2018	Change
1st Qtr YTD	305	315	-3.4%
2nd Qtr YTD		313	
3rd Qtr YTD		313	
Full Year		312	

St. Louis Regional Freightway

Net Income (Loss)

Quarter	FY 2019	FY 2018	Change
1st Qtr YTD	(\$184,786)	(\$172,314)	-7.2%
2nd Qtr YTD		(\$257,871)	
3rd Qtr YTD		(\$457,593)	
Full Year		(\$778,786)	

Quarter	FY 2019	FY 2018	Change
1st Qtr	(\$184,786)	(\$172,314)	-7.2%
2nd Qtr		(\$85,557)	
3rd Qtr		(\$199,721)	
4th Qtr		(\$321,192)	

Executive Services

Income (Loss) Before Depreciation

Quarter	FY 2019	FY 2018	Change
1st Qtr YTD	\$366,768	\$232,827	57.5%
2nd Qtr YTD		\$153,057	
3rd Qtr YTD		\$136,938	
Full Year		\$322,860	

Quarter	FY 2019	FY 2018	Change
1st Qtr	\$366,768	\$232,827	57.5%
2nd Qtr		(\$79,770)	
3rd Qtr		(\$16,119)	
4th Qtr		\$185,922	

Definitions

Transit

Customer complaint

Passenger or general public dissatisfaction expressed to Customer Service by phone call, letter or email for which there is no immediate, satisfactory explanation; includes operator behavior, service, equipment maintenance or suitability, or other concerns. System customer complaints have been restated to include complaints not specifically related to an operating facility.

Expense

Excludes depreciation, amortization, debt expense and the 2% sheltered workshop pass-through. Allocations by mode are based on a management-developed model. (See also "Operating Expense.")

Failure

Metro Call A Ride: Revenue service interruption whereby a vehicle is unable to complete the assigned run and must be removed from service because of a mechanical, wheelchair lift, or other equipment failure. Road hazard tire failures, vandalism, accidents, and other failures not related to maintenance of vehicles are not reported.

MetroLink: Revenue service interruption whereby a train is delayed by five minutes or more or removed from service for mechanical reasons.

Farebox recovery

Passenger revenue as a percent of operating expense.

Fleet size

Number of revenue vehicles at the end of the reporting period.

On-time performance

MetroBus and MetroLink: A trip is considered "on-time" if the vehicle departs within the time frame of 59 seconds before schedule or arrives within 4:59 minutes after schedule.

Metro Call-A-Ride: Appointments are made giving the passenger an estimated arrival time. A trip is considered on-time if arrival for the appointment is within 20 minutes before or after the appointment time.

Operating expense

Expense less leases and rentals, which is a National Transit Database definition. Allocations by mode are based on National Transit Database instructions which are different than the management-developed cost allocation model. (See also "Expense.")

Passenger boardings

Includes original revenue vehicle boardings and all transfers based on bus farebox counts, MetroLink ridership modeling using Automatic Passenger Counter (APC) technology, and actual Call-A-Ride passengers.

Transit

Passenger injury

Physical harm or alleged physical harm to a passenger or bystander involved in an Agency accident. One vehicle accident may result in multiple injuries.

Revenue hours

Time that MetroBus/Call-A-Ride vehicles or MetroLink trains operate in passenger service including special service.

Revenue miles

Distance that MetroBus/Call-A-Ride vehicles or MetroLink trains operate in passenger service including special service.

Revenue recovery

Passenger revenue, Transit Management Association revenue, and paratransit contractual revenue as a percent of expense.

Ridership

Total passenger boardings.

Roadcall

MetroBus revenue service interruption whereby the vehicle is delayed because of mechanical, tire, farebox, wheelchair lift or other equipment failure. A delay is not counted as a roadcall unless the delay is five minutes or more.

Subsidy

Subsidy as reported on "System Profile" - Expense less operating revenue except federal, state and local assistance.

Subsidy as reported on "Peer Performance - System" - Operating expense less passenger revenue.

Total hours

Revenue hours plus deadhead hours (e.g., from the facility to the start of a revenue trip).

Total miles

Revenue miles plus deadhead miles (e.g., from the facility to the start of a revenue trip).

Unscheduled absenteeism

Operator, mechanic and facility support sick time and unauthorized leave as a percent of current staffing, excluding overtime.

Vehicle accident

Incident in which an Agency vehicle makes physical contact with another vehicle, a fixed object or a person. It also includes derailments or leaving the road.

Vehicle miles

For MetroBus and Call-A-Ride, total miles and vehicle miles are the same. For MetroLink, total mileage for each car of a two-car train is included.

Non-Transit

Aircraft movement

Takeoff or landing recorded by the tower. Movements when the tower is closed are not included.

Airport fuel sales (gallons)

Number of gallons of aviation fuel delivered to the fixed base operators.

Arch tram ridership

Number of adult and child tickets sold.

Based aircraft

Average number of aircraft stored in owned or leased hangers or outside ramps. Quarterly, the amount represents the average of the month-end counts.

Riverfront Attractions

Includes the Gateway Arch Riverboats and bike rentals, operated by Metro, and a heliport owned by Metro but operated under contract by another party.

Open Session Item

14

**Bi-State Development
Board of Commissioners
Agenda Item
February 22, 2019**

From: Taulby Roach, President and Chief Executive Officer
Subject: **FY 2020 Budget Update**
Disposition: Information
Presentation: Mark G. Vago, Sr. Vice President and Chief Financial Officer

Objective:

To provide an update on the FY 2020 Budget process to the Board of Commissioners.

Board Policy:

Chapter 30 Audit, Finance and Budget, Section 30.030 Annual Budget, states:

B. Approval. The President & CEO will present the annual budget at a regularly scheduled meeting of the Board of Commissioners. The Board of Commissioners shall approve annual operating and capital budgets prior to the beginning of the ensuing fiscal year.

Funding Source:

No funding request for this matter.

Background:

Due to recent employee separations and medical leave, the Budget and Financial Planning Department was left with no full-time employees. This has created a very difficult and challenging budget process. The unforeseen circumstances forced the initial stages of the budget process to be completed using Excel. We are slowly staffing the Budget Department. During this transition period, Finance has been relying on outside consultants, along with Accounting and Treasury staff, to work on the FY 2020 budget and train newly hired budget staff.

Analysis:

Under these circumstances, I recommend moving the Budget Presentation, scheduled for March 22, 2019, to the Audit, Finance & Administration Committee on May 17, 2019. The additional time will allow the new budget team to acclimate to their new responsibilities, address any budget variances with senior staff, make any necessary business recommendations, and fully prepare a meaningful budget document and presentation for the Board.

Board Action Requested:

This item is provided for information only.

Memorandum

To: Audit, Finance and Administration Committee

From: Gregory A. Smith
Vice President Purchasing, Materials Management and Supplier Diversity

Date: November 15, 2019

**Subject: Quarterly Procurement Activity Report
First Quarter Fiscal Year 2019**

BSD Board Policy Chapter 50 Section 010 Paragraph N.3 requires that we provide quarterly reports to the Board relating to procurement activities, which exceed \$100,000, including contract modifications and award of options. The report format that has been used the past several years includes the key sections that are explained below.

Section 1 – Non-Competitive Procurement Trend

Federal regulations and Board Policy require that all procurements be conducted in a manner which fosters full and open competition. In certain instances however, competition is not feasible or practical. This section of the report summarizes the trend and relationship of non-competitive spend to total spend. All individual non-competitive contract awards exceeding \$100,000 are presented to the Board of Commissioners for approval prior to award. Other non-competitive expenditures must be approved by the appropriate Division Vice President, the Vice President of Procurement, and the President and CEO prior to award.

Section 2 – Procurement Contract Awards

This report lists all major (>\$100,000) contract awards during the reporting period and the relevant contract information for each. Information in this report is now listed in descending contract dollar value as requested previously by the Committee.

Section 3 – Contract Modifications

This report lists all contract modification actions executed during the period where the total revised contract amount exceeds \$100,000. Contract modifications include changes to contract scope, exercise of options and extensions, or other actions effecting the contract term. Information in this report is listed in descending contract dollar value as requested previously by the Committee.

Section 4 – Davis Bacon Act Projects

The Davis Bacon Act requires that all construction contracts financed with Federal assistance contain provisions requiring that all laborers and mechanics employed by the contractors or subcontractors to work on the project must be paid wages not less than those established for the area by the Secretary of Labor. The contractors listed in this section submit weekly “certified payrolls” to BSD, which we monitor in accordance with the regulatory requirements.

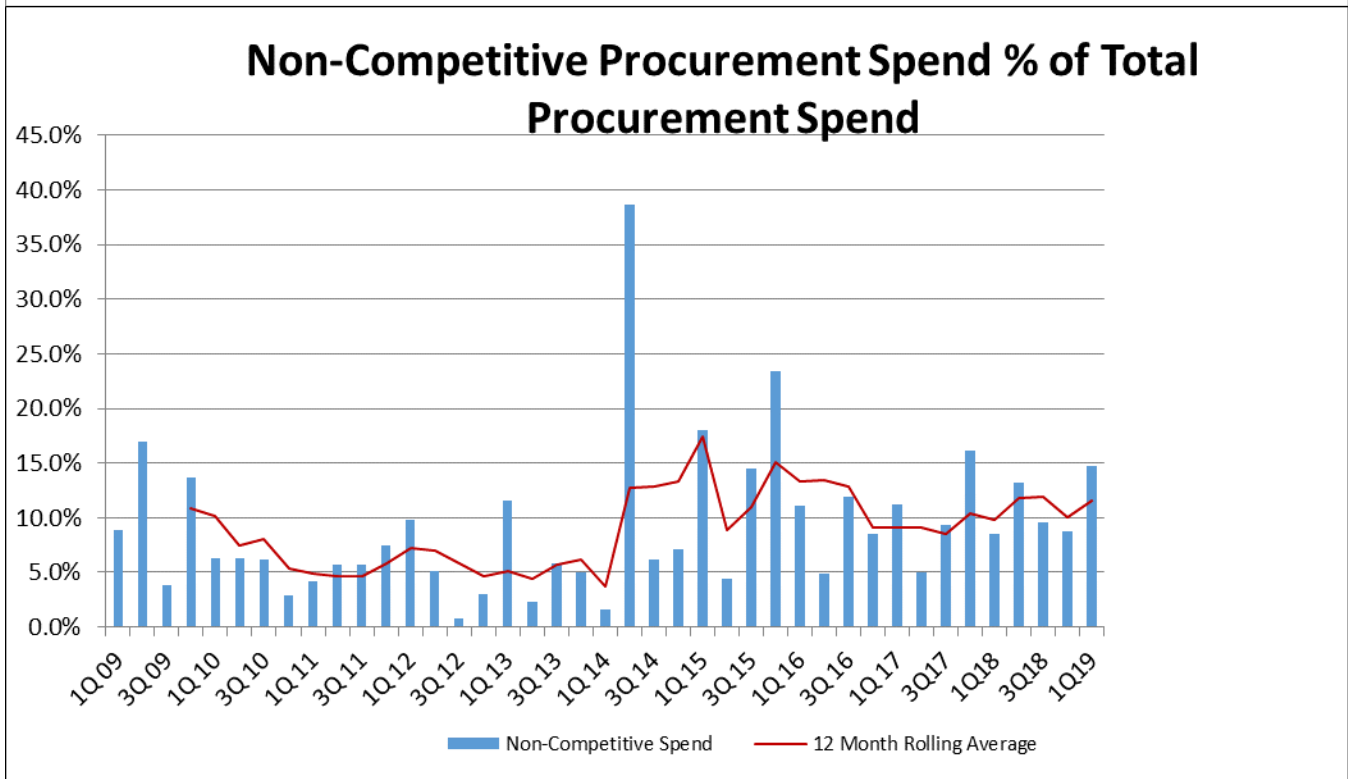
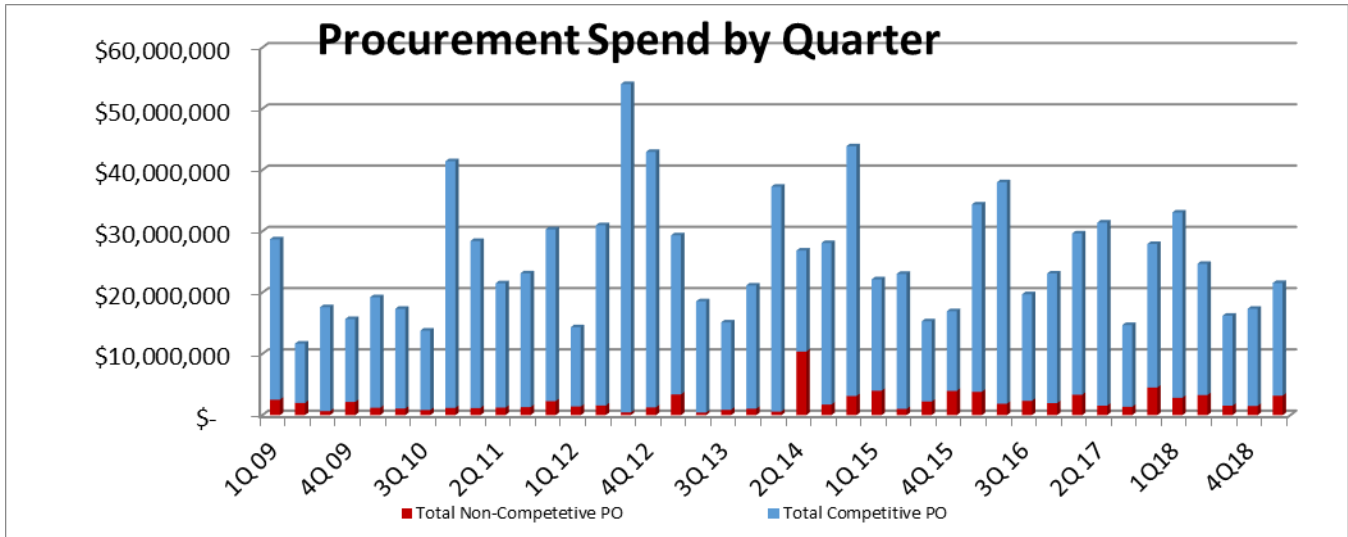
Section 5 – Procurement Card Administration

BSD’s Procurement Department administers a Procurement Card Program, which provides a means for cardholders to procure low-dollar goods and services independently. This program reduces the administrative burden of processing Purchase Orders and Check Requests for small dollar purchases (typically less than \$2500). The report included in this section details the overall volume of transactions and information related to procedural violations and administrative actions on those violations.

Please feel free to contact me with any suggestions, questions, or information requests that you may have.

Procurement Activity Report
Non-Competitive Procurement Trend
First Quarter FY2019

First Quarter 2019 Non-Competitive Procurements totaled \$3,182,170 or 14.8% of total Purchase Order Commitment volume of \$21,566,517. Rolling last 12 months Non-Competitive Procurements totaled \$9,521,758 or 11.9% of total Purchase Order Commitment volume of \$79,878,467.



**CONTRACT AWARDS EXCEEDING \$100,000
JULY1, 2018 - SEPTEMBER 30, 2018**

<u>Number</u>	<u>Rev</u>	<u>Description</u>	<u>Type</u>	<u>Order Date</u>	<u>Supplier</u>	<u>Amount</u>	<u>Buyer</u>	<u>Closure Status</u>	<u>DBE Goal</u>
60589	0	Sole Source-Scheidt & Bachmann-Fare Collection Software Support- Five Year Contract, Period of Performance August 1, 2018 - July 31, 2023	Contract Purchase Agreement	7/17/18	SCHEIDT & BACHMANN USA, INC	\$ 1,648,000.00	Johnson, Theresa	Open	0
61286	0	19-SB-105412-MD Switch Replacement/Upgrade, Base Year 1 Period of Performance September, 2018 to September, 2019	Standard Purchase Order	9/20/18	WORLD WIDE TECHNOLOGY HOLDING, LLC	\$ 1,223,817.00	Dillard, Marian Denise	Open	0
61379	0	Arch Transportation System Tram Mechanics and Materials; FY19 - July 2018 through June, 2019	Standard Purchase Order	9/28/18	NATIONAL PARK SERVICE	\$ 1,135,590.00	Dillard, Marian Denise	Open	0
61209	0	Sole Source Transit Master Annual Maintenance Agreement 07 01 18 - 06 30 19	Contract Purchase Agreement	9/12/18	TRAPEZE SOFTWARE GROUP	\$ 352,217.00	Johnson, Theresa	Open	0
60646	0	18-SB-105089-CB Feeder Wire Rehabilitation & Substation Watrproofing at MO-05, Period of Performance July 24, 2018 - December 7, 2018	Standard Purchase Order	7/23/18	WISSEHR ELECTRIC, INC	\$ 318,880.00	Bonds, Charcita M	Open	15%
60412		18-RFP-104933-DR Gateway Arch Public Relations / Communication Agency Services - Period of Performance October24,2018 - October 23,2023	Contract Purchase Agreement	7/10/18	COMMON GROUND PUBLIC RELATIONS	\$ 300,000.00	Rowey, Deborah M	Open	21%
60538	0	18-SB-105249-CB Union Station Tunnel Asbestos Abatement, Period of Performance 7/16/2018 thru 10/12/2018	Standard Purchase Order	7/12/18	MIDWEST ASBESTOS ABATEMENT CORP	\$ 118,880.00	Bonds, Charcita M	Open	0

Contract Modifications 1st Qtr FY19

July 1, 2018 - September 30, 2018

Contract #	Task Order	Mod #	Description	Reason for Mod	Contractor	DBE %	Original Contract Amount	Value of Previous Mods	Mod Date	Mod Amount	Revised Contract Amount	Funding Source	# Days Extend	# of Extension to Date
13-RFP-5980-SG		15	Security & Fare Enforcement Services	Additional Funds Time Extension	Securitas Security Services USA, Inc	10%	\$ 3,235,705	\$ 18,700,980	08/14/18	\$ 4,971,414	\$ 26,908,098	Operations	180	1
14-SB-99550-SM/CG		5	MetroLink Station Cleaning	Exercise Option Yr 2 Additional work	Katsam Enterprises	15%	\$ 5,770,470	\$ 1,981,201	09/24/18	\$ 2,048,878	\$ 9,800,548	Operations	0	0
17-SB-104149-DR		6	Cortex Sub Platform Box and Conduit Revision	Change in Scope	L. Keeley Construction	0%	\$ 6,405,349	\$ (32,282)	08/21/18	\$ 70,741	\$ 6,443,808	MO-79-X004 and Cortex	0	0
17-SB-104149-DR		4	Boyle Ave./CWE MetroLink Station - Facilities	Additional Work Additional Funds	L. Keeley Construction	0%	\$ 6,405,349	\$ (33,879)	07/17/18	\$ 2,592	\$ 6,374,062	MO-79-X004 and Cortex	0	0
17-SB-104149-DR		5	Boyle Ave./CWE MetroLink Station - Facilities	Correction on Funds Total	L. Keeley Construction	0%	\$ 6,405,349	\$ (31,287)	07/17/18	\$ -	\$ 6,374,062	MO-79-X004 and Cortex	180	1
17-SB-104149-DR	CO 9,12, &13	3	Boyle Ave./CWE MetroLink Station - Facilities	Change in Scope	L. Keeley Construction	0%	\$ 6,405,349	\$ (118,910)	07/17/18	\$ 85,036	\$ 6,371,475	MO-79-X004 and Cortex	0	0
16-SB-101993-CB	CO6	6	Jefferson National Expansion Memorial Arch Transportation System Motor-Generator Set Replacement	Change in Scope	The Harlan Company	7%	\$ 5,002,100	\$ 604,331	07/02/18	\$ -	\$ 5,606,431	Operations	90	1
15-101402-TJ		4	Missouri & Illinois Railcar Cleaning	Exercise Option Yr 2	MERS Goodwill	15%	\$ 1,221,569	\$ 1,344,420	08/24/18	\$ 976,967	\$ 3,542,957	Operations	0	0
16-RFP-102633-CB		2	Track Maintenance Services	Base Yr 3	Ironhorse, Inc.	0%	\$ 489,944	\$ 779,557	08/03/18	\$ 780,252	\$ 2,049,752	Operations	0	0
14-RFP-99256-DAB		3	Brentwood Facility Cleaning	Exercise Option Yr 3	ISS Facility Services, Inc.	25%	\$ 791,168	\$ 791,168	07/02/18	\$ 395,584	\$ 1,977,919	Operations	0	0

Contract Modifications 1st Qtr FY19

July 1, 2018 - September 30, 2018

Contract #	Task Order	Mod #	Description	Reason for Mod	Contractor	DBE %	Original Contract Amount	Value of Previous Mods	Mod Date	Mod Amount	Revised Contract Amount	Funding Source	# Days Extend	# of Extension to Date
14-SB-99459-TJ		3	DeBaliviere Center Cleaning	Exercise Option Yr 3 Additional Funds	ISS Facility Cleaning	15%	\$ 739,359	\$ 739,680	08/09/18	\$ 370,000	\$ 1,849,039	Operations	0	0
15-SB-101528-CG	Sole Source	2	Oracle Annual Maintnace E-Business Suite	Exercise Option Yr 2	Mythics, Inc.	0%	\$ 894,867	\$ 465,419	07/02/18	\$ 479,382	\$ 1,839,668	Operations	0	0
17-SB-104151-DGR		1	Boyle Avenue Station & CWE Platform Extension Package 2	Additional Work Time Extension	Railworks Track Services, Inc.	0%	\$ 1,808,394	\$ -	08/08/18	\$ -	\$ 1,808,394	MO-79-X004 Cortex	180	1
15-SB-101602-CG		2	Tree Maintenance Services	Exercise Option Yr 1	Happy Tree Service, LLC	0%	\$ 918,000	\$ 225,000	07/26/18	\$ 306,000	\$ 1,449,000	JNEM Beneficial Fund	0	0
15-SB-101602-CG		3	Tree Maintenance Services	Administrative Change	Happy Tree Services, LLC	0%	\$ 918,000	\$ 531,000	09/06/18	\$ -	\$ 1,449,000	N/A	0	0
13-SB-5989-CB		6	Missouri Ground Maintenance & Landscaping Services	Time Extension	Ideal Landscape Management, Inc.	17%	\$ 465,948	\$ 728,459	07/13/18	\$ 105,000	\$ 1,299,407	Operations	180	2
13-SB-5990-CB		5	Illinois Ground Maintenance & Landscaping	Additional Funds	Ideal Landscape Management, Inc.	15%	\$ 386,710	\$ 663,541	07/13/18	\$ 100,000	\$ 1,150,251	Operations	90	1
17-SB-104164-BH		2	Brentwood Bus Cleaning	Additional Funds	Inex Services Inc.	11%	\$ 598,712	\$ 224,202	07/17/18	\$ 36,400	\$ 859,314	Operations	0	0
17-SB-103489-DAB		2	Central Main Facilities Cleaning Svcs	Exercise Option Yr 1 Additional Funds	LRL Commercial Cleaning	12%	\$ 443,026	\$ 56,400	09/24/18	\$ 221,060	\$ 720,486	Operations	0	0
13-SB-6013-TJ		3	Missouri Yards & Shop Facility Cleaning	Additional Funds Time Extension	World Management	17%	\$ 333,542	\$ 222,361	08/22/18	\$ 27,000	\$ 582,903	Operations	90	1

Contract Modifications 1st Qtr FY19

July 1, 2018 - September 30, 2018

Contract #	Task Order	Mod #	Description	Reason for Mod	Contractor	DBE %	Original Contract Amount	Value of Previous Mods	Mod Date	Mod Amount	Revised Contract Amount	Funding Source	# Days Extend	# of Extension to Date
17-SB-104153-CG		3	Boyle Avenue Station and CWE Platform Extension Package 4 - Communications	Time Extension	Sachs Electric Company	9%	\$ 540,645	\$ -	07/19/18	\$ -	\$ 540,645	FTA MO-79-X004 Cortex	180	2
16-SB-102814-TJ		3	North County Transit Center Cleaning	Exercise Option Yr 2 Change in scope	MERS Goodwill	10%	\$ 140,483	\$ 153,283	07/27/18	\$ 243,782	\$ 537,548	Operations	90	1
18-SB-104776-DGR		1	JNEM Site Signage	Time Extension	The Harlan Company	0%	\$ 316,900	\$ -	07/25/18	\$ -	\$ 316,900	JNEM Beneficial Fund	106	1
16-SB-102491-TJ		2	Uniform Rental & Cleaning Services	Exercise Option Yr 1	Aramark	0%	\$ 167,773	\$ 35,000	08/14/18	\$ 107,297	\$ 310,070	Operations	1	0
15-RFP-101423-SG		4	Temporary Employee Services for Quality Control Observation (Spotter)	Exercise Option Yr 1	Above All Personnel	0%	\$ 50,650	\$ 195,300	07/02/18	\$ 50,650	\$ 296,600	Operations	0	0
17-SB-104294-TJ		1	St. Clair Yards & Shops	Additional Work	MERS Goodwill	10%	\$ 219,963	\$ -	09/18/18	\$ 15,000	\$ 234,963	Operations	0	0
17-RFP-103340-MD		1	On Call Public Relations and Community Engagement Support	Exercise Option Yr 1	The Hauser Group, Inc.	N/A	\$ 66,667	\$ -	09/25/18	\$ 120,000	\$ 186,667	Operations	0	0
16-RFP-102859-DR		3	Pre-Employment Background Investigation Services	Additional Funds	AccuSource, Inc.	0%	\$ 75,000	\$ 75,000	07/31/18	\$ 32,000	\$ 182,000	Operations	0	0
15-RFQ-101636-TJ		1	Fuel Price Risk Management Consulting Services	Exercise Option Yr 1	Linwood Capital LLC	0%	\$ 126,000	\$ -	08/10/18	\$ 42,000	\$ 168,000	Operations	0	0
16-RFP-102703-SG		2	Testing of Fire Protection Systems	Exercise Option Yr 1	Gateway Fire Protection Systems	0%	\$ 43,732	\$ 69,565	07/02/18	\$ 50,052	\$ 163,349	Operations	0	0

Contract Modifications 1st Qtr FY19

July 1, 2018 - September 30, 2018

Contract #	Task Order	Mod #	Description	Reason for Mod	Contractor	DBE %	Original Contract Amount	Value of Previous Mods	Mod Date	Mod Amount	Revised Contract Amount	Funding Source	# Days Extend	# of Extension to Date
18-SB-104831-MD		1	Phase 5 ADA MO MetroBus Stop Enhancement	Contract Correction	Raineri Construction LLC.	0%	\$ 143,336	\$ -	07/12/18	\$ -	\$ 143,336	MO-57-X006 Prop M	0	0
18-SB-104831-MD		2	Phase 5 ADA MO MetroBus Stop Enhancement	Change in Scope	Raineri Construction LLC.	0%	\$ 143,336	\$ -	07/27/18	\$ (6,475)	\$ 136,861	MO-57-X006 Prop M	0	0
17-RFP-103340-MD		1	On Call Public Relations and Community Engagement Support	Additional Funds Additional Work	The Vandiver Group, Inc.	0%	\$ 66,667	\$ -	08/02/18	\$ 51,000	\$ 117,667	Operations	0	0

Prevailing Wage Report Fiscal Year 2019 July 1, 2018 - September 30, 2018

Project: 16-SB-101993-CB JNEM ARCH TRANSPORTATION SYSTEM MOTOR-GENERATOR SET REPLACEMENT

Project Control ID: Is Community Hiring Goal a Requirement: No

Prime Contractor	Subcontractor	Sub Subcontractor	Sub Sub Subcontractor	Sub Sub Sub Subcontractor
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3148902351

THE HARLAN COMPANY

Start Date: 11/12/2015	End	End Date: 08/31/2017
Contract Amount: \$5,002,100.00		

1515 PAGE INDUSTRIAL BLVD. ,
ST. LOUIS , MO 63132

6363431211

Aschinger Electric

Start Date: 01/04/2016	End Date:	End Date: 03/31/2017
Contract Amount: \$0.00		

6182542323

Fire Safety Inc.

Start Date: 08/01/2016	End Date:	End Date: 03/31/2017
Contract Amount: \$0.00		

2704430680

Global Gear & Machine Co., Inc

Start Date: 11/30/2016	End Date:	End Date: 01/31/2017
Contract Amount: \$170,652.00		

6366802178

Integrated Facility Services, Inc.

Start Date: 02/08/2016	End Date:	End Date: 03/31/2017
Contract Amount: \$0.00		

6369389813

Meyer Painting Company

Start Date: 03/09/2016	End Date:	End Date: 03/31/2017
Contract Amount: \$0.00		

6189310729

Platinum Scaffolding

Start Date: 11/23/2015	End Date:	End Date: 02/29/2016
Contract Amount: \$22,192.00		

000821-200010765

Professional Environmental Engineers, Inc.

Start Date: 12/17/2015	End Date:	End Date: 07/31/2016
Contract Amount: \$30,507.00		

3142802800

St. Louis Steel

Start Date: 01/04/2016	End Date:	End Date: 07/31/2016
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3143681714

X-Cell Electric

Start Date: 01/04/2016	End Date:	End Date: 03/31/2017
Contract Amount: \$0.00		

Project: 16-SB-102360-CB METRO DOWNTOWN TRANSIT CENTER - FTA GRANT NO# MO-04-0013; MO-90-X296; MO-95-X261

Project Control ID: Is Community Hiring Goal a Requirement: No

Prime Contractor	Subcontractor	Sub Subcontractor	Sub Sub Subcontractor	Sub Sub Sub Subcontractor
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3148948888

KCI Construction

Start Date: **04/13/2016** End **10/03/2017**
Contract Amount: **\$7,267,000.00**

10315 Lake Bluff Drive ,
St. Louis , MO 63123

314.535.6063 Acme Glass	Start Date: 02/15/2017
6369490605 ACOUSTICAL CEILINGS INC	Start Date: 05/01/2017
3147766686 Allied Waterproofing Company, Inc.	Start Date: 03/01/2017
636-937-7500 Blakely Sheet Metal, LLC	Start Date: 02/01/2017
6362835031 C2 Service Group	Start Date: 05/01/2018
3142925069 Coatings Unlimited	Start Date: 09/28/2018
314-741-1637 Control Line, Inc.	Start Date: 07/01/2017
636-343-5769 CR Painting and More, Inc	Start Date: 06/15/2017
3144862038 D&L Painting and Drywall, LLC	Start Date: 03/01/2017
3145341030 David Mason & Associates	Start Date: 05/01/2018
3142003550 Enterprise Industrial Construction	Start Date: 07/15/2016

314-329-9300
Flooring Systems Start Date: **06/01/2017**

314-892-7622
Gateway Fire Protection Systems, Inc Start Date: **05/01/2017**

3149977440
GEOTECHNOLOGY, INC. Start Date: **06/01/2016**

6364091115
Hawkins Construction & Flatwork Contracting Start Date: **07/21/2017**

3145346664
ICS CONSTRUCTION SERVICES Start Date: **06/01/2017**

314-658-5203
Kaemmerlen Electric Company Start Date: **04/25/2016**

3148723400
KMEIER Roof Systems, Inc Start Date: **01/02/2017**

618-277-4280
MAYER LANDSCPAING INC Start Date: **06/01/2016**

3148431000
Merlo Plumbing Co Inc Start Date: **09/19/2016**

3143618090
MISSOURI TERRAZZO Start Date: **12/01/2016**

8477053863
Penn Services LLC Start Date: **11/01/2016**

6363494990
RF MEEH CO Start Date: **04/15/2017**

3146441666

Scally Waterproofing Start Date: 11/20/2016

5733925554
SURECUT LAWNCARE LLC Start Date: 03/01/2017

(636) 970-2710
XL Contracting Inc. Start Date: 07/01/2016

314-534-1030
DAVID MASON & ASSOC Start Date: 08/01/2016

Contract Amount: \$0.00

Project: 17-SB-103454-CB ELEVATOR REHAB - 8 UNITS - MO (FTA GRANTS MO-05-0028, MO-54-0001 AND PROP M)

Project Control ID: Is Community Hiring Goal a Requirement: No

Prime Contractor	Subcontractor	Sub Subcontractor	Sub Sub Subcontractor	Sub Sub Sub Subcontractor
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3148902351 THE HARLAN COMPANY			Start Date: 05/26/2017 Contract Amount: \$2,145,450.00	End 07/31/2018
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1515 PAGE INDUSTRIAL BLVD. ,
ST. LOUIS , MO 63132

314-522-9400 All American Painting Company			Start Date: 02/19/2018 Contract Amount: \$23,694.00	End Date: 09/06/2018
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6363431211 Aschinger Electric			Start Date: 02/19/2018 Contract Amount: \$179,920.00	End Date: 09/06/2018
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3147710868 BEETZ PLUMBING			Start Date: 04/16/2018	
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3146311554 Degenhardt Heating & Cooling, Inc.			Start Date: 02/19/2018 Contract Amount: \$184,695.00	End Date: 09/06/2018
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9729635273 ThyssenKrupp Elevator Corp.			Start Date: 02/14/2018 Contract Amount: \$1,100,246.00	End Date: 09/06/2018
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3149910800 THYSSENKRUPP ELEVATOR CORPORATION			Start Date: 02/14/2018 Contract Amount: \$1,100,246.00	End Date: 09/06/2018
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Project: 17-SB-104149-DR - BOYLE - CENTRAL WEST END METROLINK STATION - FACILITIES (FTA GRANT MO-79-X004 AND CORT

Project Control ID: Is Community Hiring Goal a Requirement: No

Prime Contractor	Subcontractor	Sub Subcontractor	Sub Sub Subcontractor	Sub Sub Sub Subcontractor
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3144215933

L. Keeley

Start Date: **06/29/2017**
Contract Amount: **\$6,405,349.00**

End **10/31/2018**

500 South Ewing Avenue , Suite G
St. Louis , MO 63103

3147850078

BRK ELECTRICAL CONTRACTORS LLC

Start Date: **07/03/2017**

6363524818

Brandt Contracting, Inc.

Contract ID: **17020-03**

Start Date: **07/01/2017**

End Date: **08/01/2017**

Contract Amount: **\$75,789.00**

6363495999

GERSTNER ELECTRIC

Contract ID: **SC#17020-01**

Start Date: **06/23/2017**

End Date: **05/31/2018**

Contract Amount: **\$377,037.00**

3148927550

Sager & Son

Contract ID: **17020-03**

Start Date: **07/01/2017**

End Date: **08/01/2017**

Contract Amount: **\$9,460.00**

618-274-0105

BUMPY'S STEEL ERECTION LLC

Start Date: **07/03/2017**

3147716200

Corrigan Company Mechanical Contractors

Start Date: **05/02/2018**

6369378300

D & S FENCING CO INC

Start Date: **07/03/2017**

LC9738124

D&S Fencing Co., Inc

Start Date: **07/03/2017**

314-291-1111

DRILLING SERVICE CO

Start Date: **02/20/2018**

3148436030

Kupferer Brothers Ironworks, Inc.

Start Date: **03/02/2018**

3142802800

St. Louis Steel

Start Date: **02/08/2018**

3144233338

Lorenz and Associates, Inc.	Start Date: 03/02/2018	
618-277-4280 MAYER LANDSCPAING INC	Start Date: 07/03/2017	
3147739954 Mechanical Solutions	Start Date: 11/01/2017	
636-257-3701 Precision Daylighting, Inc.	Start Date: 05/02/2018	End Date: 05/02/2018
6365197770 ROSCH Co	Start Date: 06/20/2018	
(636) 978-7770 ROSCH COMPANY	Start Date: 03/26/2018	
6036214090 SPAN SYSTEMS, INC.	Start Date: 07/03/2017	
636332889 ST. CHARLES GLASS & GLAZING	Start Date: 07/09/2018	
6364753500 THOMAS INDUSTRIAL COATINGS, INC.	Start Date: 03/05/2018	
6362257800 Traffic Control Company	Start Date: 07/03/2017	
3142976968 Trinity Masonry	Start Date: 01/10/2018	

Project: 17-SB-104151-DGR BOYLE AVE. STATION & CWE PLATFORM EXTENSION PACKAGE 2 - TRACK (MO-79-X004 AND CORTEX)

Project Control ID: Is Community Hiring Goal a Requirement: No

Prime Contractor **Subcontractor** **Sub Subcontractor** **Sub Sub Subcontractor** **Sub Sub Sub Subcontractor**

3142912233

RAILWORKS TRACK SERVICES

Start Date: **10/12/2017**

End **06/30/2018**

Contract Amount: \$1,808,394.00

4301 BRIDGETON INDUSTRIAL DRIVE ,
BRIDGETON , MO 63044-1204

3144215933

L. Keeley

Start Date: 03/26/2018

3143812277

N & J RAILROAD CONTRACTING

Start Date: 05/07/2018

Project: 17-SB-104152-CB BOYLE AVE STN AND CWE PLATFORM EXT PACKAGE 3 -SIGNALS FTA GRANT MO-79-X004 AND CORTE

Project Control ID: Is Community Hiring Goal a Requirement: No

Prime Contractor **Subcontractor** **Sub Subcontractor** **Sub Sub Subcontractor** **Sub Sub Sub Subcontractor**

6183987575

WISSEHR ELECTRICAL CONTRACTORS

Start Date: 07/30/2017
Contract Amount: \$726,787.03

End 07/31/2018

P.O. BOX 23798 ,
BELLEVILLE , IL 62223

Project: 17-SB-104153-CG BOYLE AVE STN AND CWE PLATFORM EXT PKG 4 - COMMUNICATIONS FTA GRANT MO-79-X004 & COR

Project Control ID: Is Community Hiring Goal a Requirement: No

Prime Contractor **Subcontractor** **Sub Subcontractor** **Sub Sub Subcontractor** **Sub Sub Sub Subcontractor**

3145322000

SACHS ELECTRIC

Start Date: 08/23/2017

End 03/01/2018
Date:

PO BOX 96 ,
ST. LOUIS , MO 63166

3144205550

Pearl Street Electric

Start Date: 08/18/2017

Project: 17-SB-104494-CB, REPAIR & REPLACE CONCRETE AT DEBALIVIERE BUS FACILITY FTA GRANT MO-90-X296 & PROP M

Project Control ID: Is Community Hiring Goal a Requirement: No

Prime Contractor **Subcontractor** **Sub Subcontractor** **Sub Sub Subcontractor** **Sub Sub Sub Subcontractor**

6183379494

L. KEELEY CONSTRUCTION, INC.

Start Date: 08/16/2017
Contract Amount: \$287,927.75

End 12/31/2017

2901 FALLING SPRINGS RD ,
SAUGET , IL 62206

3144215933

L. Keeley

Start Date: **08/28/2017** End **12/31/2017**
Contract Amount: **\$287,927.75**

500 South Ewing Avenue , Suite G
St. Louis , MO 63103

3145962311

JR CONCRETE SERVICES LLC

Start Date: **08/21/2017**

Project: 18-RFQ-105059-MD EMERSON PARK AND FAIRVIEW HEIGHTS - Z CROSSING GATES (MO-57-X006 and PROP M)

Project Control ID: Is Community Hiring Goal a Requirement: No

Prime Contractor	Subcontractor	Sub Subcontractor	Sub Sub Subcontractor	Sub Sub Sub Subcontractor
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3148902351

THE HARLAN COMPANY

Start Date: **05/01/2018** End **08/01/2018**
Contract Amount: **\$111,700.00**

1515 PAGE INDUSTRIAL BLVD. ,
ST. LOUIS , MO 63132

6363431211

Aschinger Electric

Start Date: **05/01/2018** End Date: **08/01/2018**
Contract Amount: **\$22,981.00**

Project: 18-SB-104831-MD PHASE 5 ADA MISSOURI METROBUS STOP ENHANCEMENT PROJECT - FTA GRANT FUNDED - MO-57-X00

Project Control ID: Is Community Hiring Goal a Requirement: No

Prime Contractor	Subcontractor	Sub Subcontractor	Sub Sub Subcontractor	Sub Sub Sub Subcontractor
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3146675913

RAINERI CONSTRUCTION

Start Date: **04/05/2018** End **07/31/2018**
Contract Amount: **\$143,336.00**

1300 Hampton Avenue Ste 200 ,
ST. LOUIS , MO 63109

Project: 18-SB-104938-CB ELECTRICAL INSTALLATION - ILLINOIS SECURITY GUARD SHACKS (MO-90-X296 AND SCCTD)

Project Control ID: Is Community Hiring Goal a Requirement: No

Prime Contractor	Subcontractor	Sub Subcontractor	Sub Sub Subcontractor	Sub Sub Sub Subcontractor
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6183987575

WISSEHR ELECTRICAL CONTRACTORS

Start Date: **03/26/2018** End **06/26/2018**
Contract Amount: **\$66,860.00**

P.O. BOX 23798 ,
BELLEVILLE , IL 62223

Project: 18-SB-105089-CB FEEDER WIRE REHABILITATION AND SUBSTATION WATERPROOFING AT MO-05

Project Control ID: **Is Community Hiring Goal a Requirement:** No

Prime Contractor **Subcontractor** **Sub Subcontractor** **Sub Sub Subcontractor** **Sub Sub Sub Subcontractor**

6183987575

WISSEHR ELECTRICAL CONTRACTORS

Start Date: **07/24/2018** End **12/07/2018**
Contract Amount: **\$318,800.00**

P.O. BOX 23798 ,
BELLEVILLE , IL 62223

6369378300
D & S FENCING CO INC

Start Date: **10/01/2018**
Contract Amount: **\$26,420.00**

Project: 18-SB-105153-CG Rehab & Overlay Repair Illinois Bus Facility Training Lot - FTA Funding MO-90-X296

Project Control ID: **Is Community Hiring Goal a Requirement:** No

Prime Contractor **Subcontractor** **Sub Subcontractor** **Sub Sub Subcontractor** **Sub Sub Sub Subcontractor**

3145677997

BYRNE & JONES CONSTRUCTION INC.

Start Date: **06/25/2018** End **10/01/2018**
Contract Amount: **\$211,900.00**

11745 REAR LACKLAND ,
ST. LOUIS , MO 63146

Project: 18-SS-104906-CB Emergency Temporary Shoring of Union Station Tunnel

Project Control ID: **Is Community Hiring Goal a Requirement:** No

Prime Contractor **Subcontractor** **Sub Subcontractor** **Sub Sub Subcontractor** **Sub Sub Sub Subcontractor**

6183379494

L. KEELEY CONSTRUCTION, INC.

Start Date: **01/06/2018** End **04/30/2018**
Contract Amount: **\$100,000.00**

2901 FALLING SPRINGS RD ,
SAUGET , IL 62206

Project: 18-SS-104908-CB Temporary Shoring & Barrier Curbs at Delmar Station

Project Control ID: **Is Community Hiring Goal a Requirement:** No

Prime Contractor **Subcontractor** **Sub Subcontractor** **Sub Sub Subcontractor** **Sub Sub Sub Subcontractor**

3148902351

THE HARLAN COMPANY

Start Date: **01/06/2018** End **03/31/2018**
Contract Amount: **\$50,000.00**

1515 PAGE INDUSTRIAL BLVD. ,
ST. LOUIS , MO 63132

Project: 18-SS-105288-CB CROSS COUNTY HANLEY BRIDGE - STEEL REPAIR (OPERATIONAL FUNDING)

Project Control ID: **Is Community Hiring Goal a Requirement:** No

Prime Contractor	Subcontractor	Sub Subcontractor	Sub Sub Subcontractor	Sub Sub Sub Subcontractor
6362963300 ST. LOUIS BRIDGE COMPANY				
		Start Date: 05/23/2018	End Date: 07/31/2018	
655 LANDMARK DRIVE , ARNOLD , MO 63010				

**PROCUREMENT CARD PROGRAM
ADMINISTRATIVE REVIEW STATICS
JULY 1, 2017 - June 30, 2018**

	1ST QUARTER FY19		FY2019 YTD TOTAL	
	TRANSACTION COUNT	TRANSACTION AMOUNT	TRANSACTION COUNT	TRANSACTION AMOUNT
TOTAL TRANSACTIONS	4067	\$ 1,393,988	4067	\$ 1,393,988
TRANSACTIONS REVIEWED	4067	\$ 1,393,988	4067	\$ 1,393,988
PERCENTAGE REVIEWED	100%	100%	100%	100%
TRANSACTIONS INVESTIGATED	11	\$ 17,679	11	\$ 17,679
PERCENTAGE OF TOTAL INVESTIGATED	0.3%	1.3%	0.3%	1.3%
CONFIRMED PROCEDURAL VIOLATIONS	0 TRANS 0 INCIDENTS	\$ -	0 TRANS 0 INCIDENTS	\$ -
CONFIRMED VIOLATION PERCENTAGE OF TOTAL	0.0%	0.0%	0.0%	0.0%
TRANSACTIONS WITH SALES TAX	36	\$ 387	36	\$ 387
SALES TAX CHARGED	22	\$ 152	22	\$ 152
PERCENTAGE OF TOTAL TRANSACTIONS WITH SALES TAX	0.9%	0.0%	0.9%	0.0%
REFUNDED SALES TAX	14	\$ 235	14	\$ 235

**Bi-State Development
Board of Commissioners
Agenda Item
February 22, 2019**

From: Taulby Roach, President and Chief Executive Officer
Subject: **Compliance and Ethics “State of the Agency”**
Disposition: Information
Presentation: Kent W. Swagler, Director of Corporate Compliance and Ethics

Objective:

To update the Board of Commissioners on the “State of the Agency” for Bi-State Development’s (BSD) Corporate Compliance and Ethics requirements and programs.

Committee Disposition:

This item was presented at the Audit, Finance & Administration Committee meeting on January 25, 2019, for informational purposes only.

Board Policy:

Chapter 100 Compliance Program. Although not required by a specific Board Policy, best practice dictates that the Director of Corporate Compliance and Ethics provide an annual update on the status of compliance and ethics requirements, issues, and programs.

Funding Source:

Funding is provided through operating funds.

Background:

The enclosed presentation will provide the current state of the Agency with respect to meeting its documented compliance requirements for calendar year 2018. Current status of compliance and ethics programs, initiatives, and training programs will also be presented.

Analysis:

Analysis to be presented will include compliance requirements status and results of division reviews across the entire agency.

Board Action Requested:

This material is presented to the Board of Commissioners for information only.

Attachment:

1. Compliance and Ethics “State of the Agency” presentation as of December 31, 2018.

Open Session Item 16(a)

Attachment



BI·STATE
DEVELOPMENT

Corporate Compliance & Ethics “State of the Agency” Report

As of December 31, 2018

Kent Swagler CCEP
Director, Corporate Compliance
Direct line (314) 923-3097
Cell (618) 789-5174
kswagler@bistatedev.org

Agenda

- Consolidated Compliance Requirements Reviews
- Employee Policy Compliance Update
- Compliance and Ethics Training Program Update
- Records Retention Reviews
- Payment Card Industry (PCI) Compliance Update

Consolidated Compliance Requirements List

Lists requirements with associated statute / regulatory references, required report status, and review status

- Reviewed/updated associated statute / regulatory references for all 338 requirements
 - 43 updated statutes; 6 new requirements
- 2018 annual review completed
- Issues identified, resolved, or in process with 6 requirements (down from 14 in 2017)
 - All inspection completion, documentation update related
- HIPAA annual self-assessment (42 requirements): No findings
- **Overall Rating for 2018: Compliant**

Employee Policy Compliance Update

- Updated or created 84 policies/procedures for compliance with statute or regulator updates
- All new employees receive email complete required policy readings
- 2014: Over 1,100 uncompleted readings aged over 18 months
- **2018: 14,074 readings completed within an average of 7 days**
- Policy reading and training records key in substantiating disciplinary actions, suspensions, and/or terminations for 11 BSD employee grievance/legal proceedings
 - Averted ~\$1.2M in additional settlements in 2018 *
 - 42 total proceedings, ~\$3.8M since 2011
- **Overall Rating for 2018: Compliant**

* (Legal/Compliance industry standard ~ \$100K - \$120K savings/litigation)

Compliance and Ethics Training Program

Completed training:

- Corporate Compliance and Ethics/Workplace Violence Prevention (337 new employees):
 - Salaried employees (73)
 - MetroLink and Call-A-Ride Operators (118)
 - MetroBus Operators (124)
 - Refresher webinar training (681 employees)
- Information Security/Records Management: 100%
 - 81 department managers; trained 12 new managers; annual refresher training to be conducted by March 1, 2019
 - HIPAA training includes TSMs, Dispatchers, and ADA services
- **Overall Rating for 2018: Compliant**

Compliance and Ethics Training Program

E-Learning Management System (eLMS) Initiative Update

- 2015 System Safety Office (SSO) Security Protective Measures Audit identified:
 - Several training departments currently exist across entire Agency:
 - MetroBus/Call-a-Ride Van, MetroLink, Mechanics; and
 - Agency-wide training (Compliance & Ethics, Safety, Emergency Management)
 - Each department that performs required training for their employees tracks this training separately
- Audit Recommendation: Corporate Compliance and Ethics Department investigate feasibility of a centralized database to track training to ensure all training is done timely and no employee is missed (**helps ensure legal/regulatory compliance too**)

Compliance and Ethics Training Program

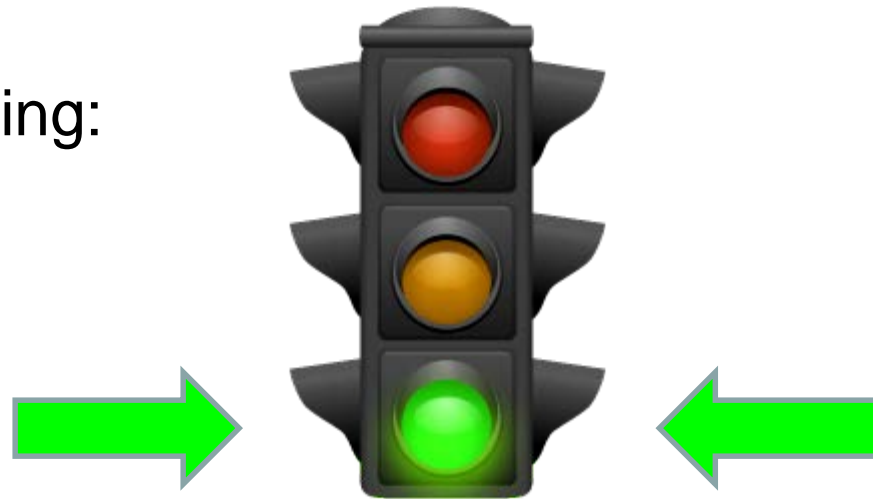
- eLMS expanded to Talent Management RFP
 - Server-based solution 3-5 times cost of cloud-based solution
 - Employee Hiring, Performance Management, and Succession Planning requirements added
- RFP awarded to Saba/Halogen in January 2018
 - Cloud-based solution with mobile device access capabilities
 - 50% the cost of Oracle cloud solution
- Current Status:
 - All initial training units configured
 - Automated enrollment configuration 85% complete
 - Facility access kiosks in process
 - Target implementation: Spring 2019

Payment Card Industry (PCI) Compliance Update

- **Project Scope:**
 - Review and evaluate logical and physical security controls protecting BSD credit card processing and storage environments
 - Develop security standards, policies, and procedures that address gaps
 - Implement strong network passwords and increase security awareness
- **Current Status:**
 - Completed 12 PCI Data Security Standard (DSS) requirement reviews
 - Implemented network, server, and database security standards
 - Implemented new Password Policy and 12-character passwords – October 1, 2018
 - PCI Project Initiative created to address network segmentation gaps and to keep Stakeholders updated on annual PCI DSS review process

Final Compliance Evaluation Rating for 2018

- Corporate Compliance Requirement: **Compliant**
- Adherence to Policies and Procedures: **Compliant**
- Employee Training Completion: **Compliant**
- Records Retention and Information Security: **Compliant**
- Overall Rating:



Open Session Item

17

**Bi-State Development
Board of Commissioners
Agenda Item
February 22, 2019**

From: Taulby Roach, President and Chief Executive Officer
Subject: **Approval to Establish Bi-State Development E-mail addresses for Board of Commissioners**
Disposition: Approval
Presentation: Taulby Roach, President/CEO, Myra Bennett, Manager of Board Administration

Objective:

To present to the Board of Commissioners, a request for approval for the establishment and use of Bi-State Development (**BSD**) e-mail addresses for all Board of Commission members, for use in all BSD communications.

Committee Disposition:

This agenda item directly affects only members of the Board of Commissioners; therefore, was not submitted for Committee consideration. I believe it is in the best interests of Bi-State Development, and not detrimental to our interests, for this matter to be considered and approved by the Board of Commissioners at its meeting on February 22, 2019.

Board Policy:

No specific Board Policy applies to this agenda item; however, this decision affects the operation of the Board of Commissioners directly, and staff feels that it is appropriate to obtain approval, prior to implementation of this change.

Funding Source:

Not applicable.

Background:

It has come to the attention of staff that e-mail communications to the Board of Commissioners are often delayed, specifically if Commissioners are using “gmail” accounts. This issue results in some Commissioners not receiving information in a timely manner. In addition, use of personal accounts for Bi-State communications, could make fulfillment of requests for information more difficult, should that type of records request be made.

Analysis:

Creation and use of BSD e-mail accounts for communication with the Board of Commissioners will ensure all Commissioners are receiving information in a timely manner, assist in keeping personal e-mails and BSD e-mails separate, and aid in being more responsive to requests for information.

Board Action Requested:

Management recommends that the Board of Commissioners approve the request for the establishment and use of Bi-State Development (BSD) e-mail addresses for all Board of Commissioners, for use in all BSD communications.