

**BI-STATE DEVELOPMENT
BOARD OF COMMISSIONERS MEETING
OPEN SESSION MINUTES
FRIDAY, APRIL 26, 2019**

Board Members in Attendance

Missouri

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

Illinois

Michael S. Buehlhorn, Vice-Chair
Derrick Cox – absent
Irma Golliday – via phone
Herbert Simmons
Justin Zimmerman, Secretary – via phone

Staff in Attendance

Taulby Roach, President and Chief Executive Officer
Barbara Enneking, General Counsel and Deputy Secretary
Myra Bennett, Manager of Board Administration
Patti Beck, Director Communications
Scott Grott, General Manager MetroLink
Jessica Mefford-Miller, Executive Director Metro Transit
Virgie L. Chaffen, Jr., Director Labor Relations
Michael Gibbs, Manager Financial Operations & Business Operations
Vernice Kelly, Director of Human Resources
Tamara Fulbright, Sr. Director Financial Planning & Treasury
Mark Vago, Sr. VP Chief Financial Officer
David Toben, Director of Benefits
Brenda Krieger, Executive Assistant
Charles Stewart, Executive Vice President, Organizational Effectiveness
Andrew Ghiassi, Manager Safety & Loss Control
Karl Tyminski, Sr. Internal Auditor/PT
Kerry Kinkade, VP Chief Information Officer
Lisa Burke, Executive Assistant
Angela Staicoff, Sr. Internal Auditor
Kelli Fitzpatrick, Sr. Internal Auditor/PT
Anita Dunn, Health and Welfare Plan Manager
Kevin Kloever, Manager Insurance & Analysis
Kathy Brittin, Director Risk Management Safety & Claims
Jeff Braun, Director Real Estate
Diana Bentz, Vice President Organizational Effectiveness
Larry Rusbarsky, Director Financial Planning & Budget

Trenise Winters, General Manager MetroBus
Chris Poehler, Asst. Executive Director Engineering Systems
Ted Zimmerman, VP Marketing & Communication
Jerry Vallely, External Communications Manager
Adrian Maggitt, Bus Operator
Gregory Smith, VP Procurement & Inventory Management
Cynthia Davis, Director Program Development & Grants
Elizabeth Moore, Light Rail Vehicle Operator
Andrea Richardson, Light Rail Vehicle Operator
Angela Gueno, Van Operator

Others in Attendance

Tracey Lober, Jacobs Engineering
Reginald Howard, ATU Local 788
Kate Polokonis, Ready by 21
Patrick McCulloh, RYEC
Nataly Garzen, RYEC
Danielle Anderson, RYEC
Reggie Cavitt, ATU Local 788
Catina Wilson, ATU Local 788
Donna Richardson, ATU Local 788
Brenda Jones, ATU Local 788
Jerrell Woolford, ATU Local 788
Shanise Johnson, SLJP
Jennifer Kuchiasi, WSP
SJ Creek, private citizen
Jay Osler, CBTU
Trina Clark James, NPower
Mitch Eagles, Stag
Andi Harping, Nine
Jeremy Brole, Kingdom House/RYEC
Noi Jones, SLATE
Taylor Mark, Trailnet
Erica M. Brook, resident, bus route #79

President and CEO Roach announced that Chair Gully will be a few minutes late; therefore, he would like to proceed with the presentation to former Commissioner, Jeffrey Watson, which was originally scheduled as Item #3.

President and CEO Roach stated that it is a bittersweet privilege for him to honor Commissioner Jeff Watson today and that he extended the gratitude of the entire St. Louis region for Commissioner Watson's commitment and work over the years. He stated that Commissioner Watson represents the very best of what it means to be a public servant. He noted that Watson joined the Bi-State Development Board of Commissioners in June 2003, and for more than 16 years, has unselfishly devoted his time and expertise to Bi-State Development and the needs of our community. He stated that, on behalf of everyone at Bi-State Development, he would like to offer his sincere gratitude and admiration for Watson's tireless and dedicated service.

Chair Constance Gully entered the meeting at approximately 8:06 a.m. She stated that, on behalf of the entire Board of Commissioners, she would like to thank Commissioner Watson for his 16 years of dedicated service to the region. She stated that his work has helped improve the quality of life for everyone in the bi-state area.

1. Open Session Call to Order

8:08 a.m. The Bi-State Development Board of Commissioners met on April 26, 2019 in the Board Room of Corporate Headquarters, located on the 6th Floor, 211 North Broadway, in St. Louis, Missouri. Chair Gully called the Open Session Board Meeting to order at 8:08 a.m.

2. Roll Call

8:08 a.m. Roll call was taken as noted above.

3. Recognition of Former Commissioner Jeffrey Watson

(This item was addressed, prior to the start of the meeting.)

4. Public Comment

8:10 a.m. Chair Gully noted the following:

The Public Comment portion of the meeting is an opportunity for the public to address the Board regarding issues of concern, and for the Board to take note of those concerns. It does not however, serve as a venue for a dialog between the Board of Commissioners and an individual.

The Board allows for public comments to be made at the written request of a member of the public, specifying the topic to be addressed, and provided to the Agency at least 48 hours prior to the meeting. Several public comment cards have been presented for today's meeting.

As a reminder, Board Policy provides that no public comment shall be allowed by parties, or their legal counsel, in connection with any matter involving a pending bid protest, litigation, or legal matter.

The following rules shall be observed:

- 1) All individuals shall state their name, address and topic for comment
- 2) All individuals shall address the Chair, and shall not proceed with public comment until recognized by the Chair
- 3) No disrespectful language may be used, and no comments with respect to personalities shall be made
- 4) An individual called to order by the Chair shall immediately desist from speaking until permitted to continue by the Chair; and
- 5) Public comment by an individual shall be limited to five minutes, unless permission to continue is given by motion adopted by the Board.

In addition, Chair Gully stated that the Agency has a collective bargaining agreement in place with the ATU 788 which provides for specific rules, policies and procedures regarding personnel issues and grievances; therefore, comments related to individual, personnel matters and grievances will not be discussed at this open meeting of the Bi-State Development Board.

Chair Gully noted that, from the comment cards submitted, it appears that several individuals have indicated that they will be speaking on the same topic. She asked that, since time is limited, if a previous speaker has already expressed the concern, please refrain from duplication and only speak if you have something new to add. She noted that individuals are always welcome to submit their concerns and comments to the Board and the Agency, in writing, at any time.

Chair Gully acknowledged that she has received a speaker card from Misty Jordan, and asked if Ms. Jordan was in attendance. There being no response, Chair Gully stated that she has received a speaker card from Jeffrey Miliken, but noted that the topic stated on the card is an issue that cannot be discussed at an open meeting session of the Board of Commissioners.

8:12 a.m. Reginald Howard, ATU Local 788, addressed the Board of Commissioners, asking for their support of the Transit Worker and Pedestrian Protection Act. He stated that the Bill supports safety risk reduction programs, including reduction of ergonomic injuries, and safety improvements, such as barriers, for protection of drivers. Chair Gully thanked Mr. Howard for bringing this issue to the Board's attention. President and CEO Roach stated that Bi-State is in support of this legislation, and it is Bi-State's obligation to protect its drivers.

8:18 a.m. Antoian Johnson, ATU Local 788, addressed the Board of Commissioners, regarding issues with cell phone communications and management's interpretation of the cell phone policy which is affecting operator safety, and placing the driver's employment in jeopardy. Chair Gully stated that the safety of the operators and ridership are the most important issues with the Board of Commissioners; however, there are processes and procedures in place to address personnel issues, and these issues cannot be discussed at an open meeting of the Board. Mr. Johnson stated that he feels that these issues have been brought to management's attention, but are not being addressed. Chair Gully stated that the Board will look into these issues.

Chair Gully noted that a speaker cards were also submitted by Judiette White, Allison Miller, Angela Gueno, and Darrel Green; however, the topics provided either fall under personnel matters or legal issues and cannot be discussed at an open meeting.

5. Minutes of February 22, 2019 Open Session Board of Commissioners Meeting

8:23 a.m. The February 22, 2019, Open Session Board of Commissioners Meeting minutes were provided in the Board packet for review. A motion to approve the minutes was made by Commissioner Windmiller and seconded by Commissioner Brown. Motion passed unanimously.

6. Treasurer's Report

8:23 a.m. Commissioner Gully noted that the Treasurer's Report, as included in the Board packet, was presented at the Combined Operations & Audit, Finance, and Administration Committee meeting on March 26, 2019. She asked Treasurer Holman if she had anything to add regarding this item. With there being no comments or questions from the Board of Commissioners, Commissioner Gully proceeded to Item #7.

7. Report of President

8:24 a.m. Taulby Roach, President and CEO, informed the Board that the Fiscal Year 2020 Budget is in the process of being finalized. He commended staff for their work. Mr. Roach stated that all aspects of security continues to be the focus of the organization. It was noted that the station renovation work continues; however, these projects are only 20% completed, at this time. Staff is currently in the hiring process, regarding the new leadership for the restructuring of the security department.

8. Report of Operations Committee

8:27 a.m. Committee Chair Buehlhorn reported that the Operations Committee met on March 26, 2019, at 8:00 a.m. in a Combined Meeting with the Audit, Finance & Administration Committee. The draft minutes of that meeting are contained in the Board Packet today under the tab noted as Items #8 & #9. He stated that the Committee is introducing two (2) items on the Consent Agenda for Board consideration, with the Committee's recommendation of approval. Those items include the following:

Consent Agenda Item #11(a): Contract Award: Modjeski and Masters – MetroLink – Downtown Tunnel Repairs and Standpipe Replacement Design; and

Consent Agenda Item #11(b): Contract Modification: Jacobs Engineering-General On-Call (GEC) Design and Engineering Consultant Services – Jacobs Engineering, Discipline Number 1 – Project No. 16-RFP-102111-CG

He noted that, in addition, at the March 26th meeting, a summary of a Metro Transit Operations Report was provided by Jessica Mefford-Miller, Executive Director of Metro Transit.

9. Report of the Audit, Finance & Administration Committee

8:28 a.m. Commissioner Buehlhorn presented the Audit, Finance and Administration Committee Report on behalf of Committee Chair Holman, who attended the Board meeting via telephone. He reported that the Audit, Finance & Administration Committee met in open session on March 26, 2019, at 8:00 a.m. in a Combined Meeting with the Operations Committee. Since this was a “combined” meeting, the draft minutes of that meeting are contained in the Board Packet under the tab noted as Items #8 & #9.

He noted that the Audit, Finance & Administration Committee is introducing one (1) item on the Consent Agenda for Board consideration, with the Committee's recommendation of approval. This item is noted as Consent Agenda Item #11(c): Board Policy, Section 70.050, Employee's Pension and 401(k) Retirement Savings Plan – Chairperson Appointment.

He noted that, at the March 26th meeting, the Committee approved the Revised FY2019 Internal Audit Work Plan, as well as the 2019 SSO Audit Work Plan.

In addition, the following items were presented for information only, and were reviewed by the Committee:

- FY 2019 External Audit – Client Service Plan from RubinBrown
- 2019 Quarterly Financial Statements – Second Quarter Ending December 31, 2018
- 2019 Performance Indicators – Second Quarter Ending December 31, 2018

- Quarterly Procurement Report – Second Quarter Fiscal Year 2019
- Treasurer’s Report – Quarter Ended December 31, 2018
- Pension Plans, 401(k) Retirement Savings Program & OPEB Trust Investment Performance Update as of December 31, 2018

10. Adjustment of Consent Agenda

8:30 a.m. There was no adjustment to the Consent Agenda.

11. Consent Agenda Items

8:30 a.m. Consent Agenda Items:

- (a) Contract Award: Modjeski and Masters – MetroLink – Downtown Tunnel Repairs and Standpipe Replacement Design (Operations Committee Recommends Approval) (Resolution #956)
- (b) Contract Modification: Jacobs Engineering-General On-Call (GEC) Design and Engineering Consultant Services – Jacobs Engineering, Discipline Number 1 – Project No. 16-RFP-102111-CG (Operations Committee Recommends Approval) (Resolution #957)
- (c) Board Policy, Section 70.050, Employee’s Pension and 401(k) Retirement Savings Plan – Chairperson Appointment (Audit, Finance & Administration Committee Recommends Approval) (Resolution #958)

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

8:31 a.m. Chair Gully noted that the following items were presented for information only, and asked if there were questions from Commissioners regarding any of these items.

- 12. FY 2019 External Audit – Client Service Plan from RubinBrown
- 13. 2019 Quarterly Financial Statements – Second Quarter Ending December 31, 2018
- 14. 2019 Performance Indicators – Second Quarter Ending December 31, 2018
- 15. Quarterly Procurement Report – Second Quarter Fiscal Year 2019
- 16. Pension Plans, 401(k) Retirement Savings Program & OPEB Trust Investment Performance Update as of December 31, 2018

There being none, Chair Gully moved to Item #17.

17. Unscheduled Business

8:31 a.m. President and CEO Roach noted that one “walk-in” item is being presented for consideration by the Board of Commissioners. Jessica Mefford-Miller, Executive Director Metro Transit, presented a briefing paper to the Board, noting a request that Bi-State Development (BSD) award a contract to Transportation Management & Design, Inc. (TMD), to conduct a comprehensive, operational analysis of existing MetroBus service in St. Clair County, Illinois, including recommendations for improvements to make service more attractive, productive and efficient for Metro Transit (Metro) and its customers. She noted that this item has not been presented to the Operations Committee; however, due to the importance of demonstrating a good-

faith effort to collaborate with the St. Clair County Transit District (SCCTD) to commence progress on a comprehensive operational analysis of the existing MetroBus service in St. Clair County, this item is being presented today for consideration under Unscheduled Business. Commissioner Windmiller posed questions regarding the evaluation process, since only one bid was received. Ms. Mefford-Miller stated that an internal evaluation committee reviewed the proposal regarding the following criteria: 1) Experience of the Firm, 2) Project Understanding, and 3) Project Approach. She stated that, based on TMD's best and final offer of \$235,582, for a revised scope of work, staff is recommending approval of the contract.

Commissioner Buehlhorn made a motion to authorize the President and CEO of Bi-State Development to award Transportation Management & Design, Inc., a Firm Fixed Price Level of Effort Term Contract in the amount of \$235,582, with a performance period of nine months, for the St. Clair County Transit District Comprehensive Operational Analysis 2019. Motion seconded by Commissioner Pestello. Motion passed by majority vote. Commissioner Simmons abstained from the vote.

18. Call of Dates for Future Board and Committee Meetings

8:34 a.m. The Board was advised of the upcoming meetings, as follows:

Operations Committee:	Tuesday	May 14, 2019	8:00 AM
Audit, Finance & Administration:	Friday	May 17, 2019	8:00 AM
Board of Commissioners Meeting:	Friday	June 28, 2019	8:00 AM


19. 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).

8:35 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, Chair Gully requested a motion to allow the Board to go into closed session.

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

Vernal Brown – Yea	Michael S. Buehlhorn, Vice-Chair – Yea
Constance Gully, Chair – Yea	Justin Zimmerman, Secretary – Yea
Aliah Holman, Treasurer – Yea	Irma Golliday – Yea
Fred Pestello – Yea	Herbert Simmons – Yea
Rose Windmiller – Yea	

Motion passed, and the Open Session meeting was adjourned at 8:37 a.m.



Deputy Secretary to the Board of Commissioners
Bi-State Development