

**BI-STATE DEVELOPMENT
BOARD OF COMMISSIONERS MEETING
OPEN SESSION MINUTES
FRIDAY, JUNE 28, 2019**

Board Members in Attendance

Missouri

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

Illinois

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

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
Patti Beck, Director Communications
Jason Powell, Sergeant
Jerry Vallely, External Communications Manager
Jamie Kenyen, General Maintenance Mechanic
Ray Macias, Manager Help Desk/Office Services
Dean Monroe, Bus Operator
Michael Gibbs, Manager Financial Operations & Business Operations
Mark Vago, Sr. VP Chief Financial Officer
Charles Stewart, Executive Vice President, Organizational Effectiveness
Tamara Fulbright, Sr. Director Financial Planning & Treasury
Angela Staicoff, Sr. Internal Auditor
Kelli Fitzpatrick, Sr. Internal Auditor/PT
Sally Bender, Internal Auditor PT
Brenda Krieger, Executive Assistant
Larry Jackson, Executive Vice President Administration
Cleo Billingsley, Bus Operator
Scott Grott, General Manager MetroLink
Gary Smith, VP Procurement & Inventory Management
Kent Swagler, Director Corporate Compliance & Ethics
Mary Lamie, Executive Vice President of Multi Modal Enterprises
Jackie Covington, Capital Budget Administrator & Analyst
David Toben, Director of Benefits
Virginia Alt-Hildebrandt, Manager Administrative Services
Larry Rusbarsky, Director Financial Planning & Budget
Shane Jennings, Manager IT ERP Systems

John Langa, Vice President Economic Development
Gregory Smith, VP Procurement & Inventory Management
Tim Nittler, Director Capital Projects
Trenise Winters, General Manager MetroBus
Ted Zimmerman, VP Marketing & Communication
Nichelle Young, Bus Operator
Kathy Brittin, Director Risk Management Safety & Claims
Diana Bentz, Vice President Organizational Effectiveness
Jessica Gershman, Assistant Executive Director Planning & Systems
Judonne Franklin, Bus Operator
Virgie L. Chaffen, Jr., Director Labor Relations
Jessica Mefford-Miller, Executive Director Metro Transit

Others in Attendance

Erica M. Brooks, Saving Suburban & Dale Ave, Bus Route #79
Gabriel Cornelius, Saving Suburban & Dale Ave, Bus Route #79
Misty Jordan, ATU Local 788
Gary Sneed, ATU Local 788
D. Bingham, ATU Local 788
D. Elliot, ATU Local 788
K. Stuffer, ATU Local 788
Mitch Eagles, Stag
Kim Cella, CMT
Reginald Howard, ATU Local 788
Antono Floyd, ATU Local 788
Donelson Woodard, ATU Local 788
Alicia Richardson, ATU Local 788
Christina Bailey, Radio One

1. Open Session Call to Order

8:00 a.m. The Bi-State Development Board of Commissioners met on June 28, 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 8:00 a.m.

2. Roll Call

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

3. Public Comment

8:01 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. Two cards have been presented for today's meeting. As a reminder, public comment by an individual is limited to five minutes, unless permission to continue is given by motion adopted by the Board.

Mitch Eagles addressed the Board stating that, as a transit user, he would like to say that it is not always easy for daily bus riders. He stated that he feels that Metro transit is very important to the community, and to help address issues such as climate change. He noted that, in April, his bus stop was suddenly gone, then it was back for a couple of days, and then gone again. Mr. Eagles stated that there seems to be a lack of communication, and people cannot be expected to use the transit system if changes are being made, and those changes are not being communicated to the ridership. He asked if there is a clear policy regarding a bus stop being removed, and regarding notification to the riders. If not, he asked if a policy could be implemented. Mr. Eagles stated that he loves using the transit system, and he appreciates the bus drivers, but he stated that he feels that the riders are not being informed of what is going on.

Erica Brooks addressed the Board regarding bus route #79, and stated that she hopes that the Board of Commissioners received the e-mails that she had sent. She stated that there has been lack of communication regarding proposed bus route changes, and she feels as though her comments are not being heard. She stated that she conducted a survey of bus riders and has submitted those surveys for consideration pertaining to proposed changes to bus route #79. Ms. Brooks stated that she has proposed that Bi-State Development accept Option #3 (an option which will alternate every 30 minutes between the two routes daily, as well as hourly on the weekend), and she asked for clarification of when the decision would be made, and when the actual schedule and routes will be made public. She also noted concerns for the elderly who use the system and the proposed "buddy system". (A demonstration was presented, noting some of the issues of using the proposed buddy system.) Chair Gully thanked Mr. Eagles and Ms. Brooks for their comments and concerns.

Ms. Jessica Mefford-Miller, Executive Director Metro Transit noted that Metro had indicated that they would continue to accept rider comments through June. She stated that it has been determined that Metro will retain bus route #79, under Option #3. She added that a complete list of routes should be released to the public in mid to late July.

4. Minutes of April 26, 2019 Open Session Board of Commissioners Meeting

8:19 a.m. The April 26, 2019, Open Session Board of Commissioners Meeting minutes were provided in the Board packet. A motion to approve the minutes was made by Commissioner Buehlhorn and seconded by Commissioner Holman. **Motion passed.**

5. Treasurer's Report

8:20 a.m. Commissioner Gully noted that the Treasurer's Report, as included in the Board packet, was presented at the Audit, Finance, and Administration Committee meeting on May 31, 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.

6. Report of President

8:20 a.m. Taulby Roach, President and CEO, stated that he would like to acknowledge the large group from ATU Local 788 which is in attendance at today's meeting and thanked them for their participation.

Mr. Roach noted that there was a tremendous turnout for the St. Louis Blues parade, and Metro Transit moved over 100,000 through the transit system that day. He stated that staff, from Bus Operators to the CEO, worked that day, assisting riders through the system. He expressed his gratitude to all employees who worked that day, and thanked them for a job well done. Mr. Roach noted there is more work to be done to improve the system, but stated that Bi-State Development is committed to working together to make those improvements happen.

Chair Gully congratulated Bi-State Development and Metro Transit for a job well done, and thanked all those who participated.

President and CEO Roach noted that previously, some questions had been posed by the Board of Commissioners, and written responses to those questions have been distributed at today's meeting in his memo to the Board of Commissioners, dated June 28, 2019. He stated that this information was e-mailed to the Commissioners as well, and stated that if there are any questions regarding any of the items, please contact his office.

7. Report of Operations Committee

8:23 a.m. Committee Chair Buehlhorn reported that the Operations Committee met on May 14, 2019, at 8:00 a.m., and the draft minutes of that meeting are contained in today's Board Packet under the tab noted as Item #7.

He stated that the Committee is introducing three (3) items on the Consent Agenda for Board consideration today, with the Committee's recommendation of approval, as follows:

Consent Agenda Item #10 (a): Gateway Arch Marketing and Advertising Agency Services;

Consent Agenda Item #10 (b): Contract Modification: Time Extension for Found Design (d.b.a. MERJE) for Systemwide Signage & Wayfinding Design; and

Consent Agenda Item #10 (c): Sole Source Contract: The Trapeze Group, Inc. for Replacement of AssetWorks FleetFocus with the Trapeze Enterprise Asset Management System and Implementation

He noted that, in addition, at the May 14th meeting, a Metro Transit Operations Report and final update of Metro Reimagined was provided by Jessica Mefford-Miller, Executive Director of Metro Transit, and a Bi-State Safety Oversight Update was provided by Andrew Ghiassi. These items are included in today's packet, for information only, under Items #15 through #17. He reported that discussion was also held regarding possible changes to Bi-State Board Policy with regard to public meetings, and that information is being submitted for Board approval under Item #13.

8. Report of the Audit, Finance & Administration Committee

8:25 a.m. Commissioner Holman stated that the Audit, Finance and Administration Committee Report met in open session on May 31, 2019, at 8:00 a.m., and the draft minutes of that meeting are contained in today's Board Packet under Item #8.

She stated that The Committee is introducing four (4) items on the Consent Agenda for consideration today, with the Committee's recommendation of approval, as follows:

Consent Agenda Item #10 (d): Change in Title for the Director of Internal Audit;

Consent Agenda Item #10 (e): Sole Source Contracts for Hardware and Software Maintenance;

Consent Agenda Item #10 (f): Contract Award – Voluntary Employee Benefit Insurance Program; and

Consent Agenda Item #10 (g): 25th Amendment to the Pension Plan for Salaried Employees of the Bi-State Development Agency of Missouri-Illinois Metropolitan District

She noted that two (2) additional items, which were presented at the May 31st meeting, have been included in the packet for Board approval. Those item include:

Item #11: Revisions to Board Policy, Section 30.050, Financial Reporting – Monthly; and

Item #12: Bi-State Development Operating and Capital Budget FY 2020 – 2022.

A PowerPoint presentation of the proposed FY 2020-2022 Operating and Capital Budgets was given by President/CEO Roach at this meeting.

She noted that Jim Cali, Director of Internal Audit, presented the following information to the Committee on May 31st:

- FY 2020 Risk Assessment & Audit Work Plan
- SSO – Safety Policy Audit
- SSO – Safety Goals & Objectives Audit
- IAD SSO – Status Report 1st Quarter Calendar Year 2019
- IAD Status Report 3rd Quarter FY 2019
- IAD Audit Follow-Up Summary 3rd Quarter FY 2019
- Treasury Safekeeping Report for December 31, 2018
- Treasury Safekeeping Report for March 31, 2019

Commissioner Holman stated that other reports were presented at the Committee Meeting, for information only, are noted on today's agenda, for reference, as Item #18 through Item #21.

9. Adjustment of Consent Agenda

8:28 a.m. There was no adjustment to the Consent Agenda.

10. Consent Agenda Items

8:28 a.m. Consent Agenda Items:

- (a) Gateway Arch Marketing and Advertising Agency Services (Operations Committee Recommends Approval) (Resolution #965)
- (b) Contract Modification: Time Extension for Found Design (d.b.a. MERJE) for Systemwide Signage & Wayfinding Design (Operations Committee Recommends Approval) (Resolution #966)
- (c) Sole Source Contract: The Trapeze Group, Inc. for Replacement of AssetWorks FleetFocus with the Trapeze Enterprise Asset Management System and Implementation (Operations Committee Recommends Approval) (Resolution #967)
- (d) Change in Title for the Director of Internal Audit (Audit, Finance & Administration Committee Recommends Approval) (Resolution #968)
- (e) Sole Source Contracts for Hardware and Software Maintenance (Audit, Finance & Administration Committee Recommends Approval) (Resolution #969)
- (f) Contract Award – Voluntary Employee Benefit Insurance Program (Audit, Finance & Administration Committee Recommends Approval) (Resolution #970)
- (g) 25th Amendment to the Pension Plan for Salaried Employees of the Bi-State Development Agency of Missouri-Illinois Metropolitan District (Audit, Finance & Administration Committee Recommends Approval) (Resolution #971)

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

11. Revisions to Board Policy, Section 30.050, Financial Reporting – Monthly (Audit, Finance & Administration Committee Recommends Approval, with revisions) (Resolution #972)

8:28 a.m. Chair Gully noted that this item was presented at the Audit, Finance and Administration Committee Meeting on May 31, 2019, and she asked if there were any questions or comments from the Board. Being none, a motion to approve the item, as presented, was made by Commissioner Brown and seconded by Commissioner Buehlhorn. **Motion passed unanimously.**

12. Bi-State Development Operating and Capital Budget FY 2020 – 2022 (Audit, Finance & Administration Committee Recommends Approval) (Resolution #973) -- (Included with the adoption of the budget is the authorization and approval of grant resolutions and agreements, noted as Resolution #974 – Resolution #980)

8:29 a.m. Chair Gully noted that this item was also presented at the Audit, Finance and Administration Committee Meeting on May 31, 2019, and she asked if there were any questions or comments from the Board. Being none, a motion to approve the item, as presented, was made by Commissioner Buehlhorn and seconded by Commissioner Brown. **Motion passed unanimously.**

13. Revision to Board Policies – Section 10.070 – Public Meetings (Resolution #981)

8:30 a.m. Chair Gully noted that this item is being presented to the Board for approval, due to the discussion and recommendations of the Board, as expressed at the May 14, 2019, Operations Committee Meeting, with regard to the conduct of open and closed Board meetings. She asked if there were any questions or comments. Being none, a motion to approve the item, as presented, was made by Commissioner Brown and seconded by Commissioner Homan. **Motion passed unanimously.**

14. Recommendation of Nominating Committee for Slate of Officers for Board of Commissioners for 2019-2020

8:30 a.m. Chair Gully stated that Nominating Committee met on June 12, 2019 via teleconference meeting, and is proposing the following slate of officers for 2019-2020, based upon the By-Laws, the current officers serving, and the tenure of the Commissioners:

Michael Buehlhorn (Illinois), Chair
Aliah Holman (Missouri), Vice-Chair
Justin Zimmerman (Illinois), Treasurer
Vernal Brown (Missouri), Secretary

Commissioner Golliday moved that the Board of Commissioners approve the proposed slate of officers for 2019-2020, with the new slate of Officers to become effective immediately upon the adjournment of today's meeting. The motion was seconded by Commissioner Brown.

Motion passed unanimously.

8:32 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.

- #15. Metro Transit Operations Report**
- #16. Metro ReImagined Final Update**
- #17. Bi-State Safety Oversight Update**
- #18. Credit Rating Agencies**
- #19. Quarterly Financial Statements – Third Quarter Ending March 31, 2019**
- #20. Performance Indicators – Third Quarter Ending March 31, 2019**
- #21. Quarterly Procurement Report – Third Quarter Fiscal Year 2019**

Being none, Chair Gully moved to Item #22.

22. Unscheduled Business

8:33 a.m. A briefing paper and resolution were distributed to the Board of Commissioners regarding a request for authorization to extend Contract 13-RFP-5980-SG, Security & Fare Enforcement Services with Securitas Security Services USA, Inc., for up to one hundred and eighty (180) days, with a total contract value, including extension, not to exceed \$36,500,000. Ms. Jessica Mefford-Miller, Executive Director Metro Transit, provided an overview of this issue, noting that the Board approved the extension of this contract in August 2018, and again in November 2018, due to a change in the scope of services of the contract. She noted that the scope of work for a new contract solicitation is being finalized at this time, and a Request for

Proposals will be issued in early July 2019. Ms. Mefford-Miller stated that the requested contract extension will allow sufficient time for the proposals to be received and evaluated, and provide a reasonable transition time to a new contract. Board discussion was held regarding the time frame of the proposed extension, time frame for awarding of a new contract for these services, current performance of Securitas, and the need for continued oversight.

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

Commissioner Buehlhorn stated that he would like to personally thank Chair Gully for her many years of leadership to the Board of Commissioners. Chair Gully stated that it has been a pleasure to serve as Chair of the Board, and she stated that she has full confidence in the new Executive Board.

23. Call of Dates for Future Board and Committee Meetings

8:43 a.m. Myra Bennett, Manager of Board Administration, advised the Commissioners of the upcoming meetings, as follows:

Operations Committee:	Tuesday	August 20, 2019	8:00 AM
Audit, Finance & Administration:	Friday	August 23, 2019	8:00 AM
Board of Commissioners Meeting:	Friday	September 27, 2019	8:00 AM

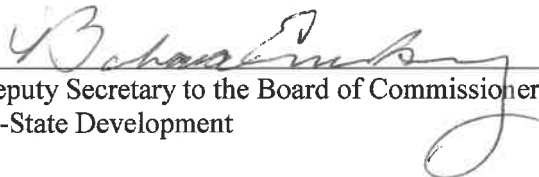
24. Adjournment to Executive Session – If such action is approved by a majority vote of the Bi-State Development Agency’s Board of Commissioners who constitute a quorum, the Board may go into closed session to discuss legal, confidential, or privileged matters pursuant to Bi-State Development Board Policy 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).

8:44 a.m. Pursuant to the requirements of Section 10.080 (D) (10) – Auditors, of the Bi-State Development Agency’s Board Policy, 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 Brown and seconded by Commissioner Buehlhorn. A roll call vote was taken as follows:

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

Motion passed unanimously, and the Open Session meeting was adjourned at 8:44 a.m.



Deputy Secretary to the Board of Commissioners
Bi-State Development