



Operations Committee
May 14, 2019
8:00 a.m.

Open Session Agenda

Notice of Meeting and Agenda

**Bi-State Development
Operations Committee
Tuesday, May 14, 2019 8:00 a.m.**

**Headquarters - Board Room, 6th Floor
One Metropolitan Square, 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 Bi-State Development 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	Chairman Buehlhorn
2. Roll Call	Quorum	M. Bennett
3. Public Comment	Information	Chairman Buehlhorn
4. Minutes from March 26, 2019, Combined Meeting of the Operations Committee and Audit, Finance & Administration Committee Meeting	Approval	Chairman Buehlhorn
5. Gateway Arch Marketing and Advertising Agency Services	Approval	M. Lamie / G. Smith
6. Contract Modification: Time Extension for Found Design (d.b.a. MERJE) for Systemwide Signage & Wayfinding Design	Approval	J. Mefford-Miller / L. Jackson / G. Smith
7. Sole Source Contract: The Trapeze Group, Inc. for Replacement of AssetWorks FleetFocus with the Trapeze Enterprise Asset Management System and Implementation	Approval	J. Mefford-Miller / D. Curry / K. Kinkade
8. Metro Transit Operations Report	Information	J. Mefford-Miller
9. Metro ReImagined Final Update	Information	J. Mefford-Miller
10. Bi-State Safety Oversight Update	Information	J Mefford-Miller / A. Ghiassi
11. Requesting Board Direction Regarding Executive Session Board Policy	Information	T. Roach / J. Cali / B. Enneking
12. Unscheduled Business	Approval	Chairman Buehlhorn
13. Call of Dates for Future Committee Meetings	Information	M. Bennett
14. Adjournment to Executive Session	Approval	Chairman Buehlhorn

Agenda	Disposition	Presentation
<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.

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 or 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.

Open Session Item

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**BI-STATE DEVELOPMENT
COMBINED OPERATIONS / AUDIT, FINANCE & ADMINISTRATION
COMMITTEE MEETING
OPEN SESSION MINUTES
March 26, 2019**

Operations Committee Members in Attendance

Michael S. Buehlhorn, Chair
Derrick Cox
Irma Golliday
Vernal Brown
Rose Windmiller

Other Commissioners in Attendance

Herbert Simmons
Fred Pestello (absent)

Audit, Finance & Administration Committee Members in Attendance

Aliah Holman, Chair
Constance Gully (absent) – *Entered the meeting at 8:06 a.m.*
Justin Zimmerman (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
Jessica Mefford-Miller, Executive Director Metro Transit
Larry Jackson, Executive Vice President Administration
John Langa, Vice President Economic Development
Patti Beck, Director Communications
Mary Lamie, Executive Director St. Louis Regional Freightway
Scott Grott, General Manager MetroLink
Kathy Brittin, Director Risk Management Safety & Claims
Mark Vago, Sr. VP Chief Financial Officer
Chris Poehler, Assistant Executive Director Engineering Systems
Matthew Hibbard, Social Media Communications Manager
Charles Stewart, Executive Vice President, Organizational Effectiveness
Diana Wagner-Hilliard, Director Workforce Diversity/EEO
Kent Swagler, Director Corporate Compliance & Ethics
Tamara Fulbright, Sr. Director Financial Planning & Treasury
Kelli Fitzpatrick, Sr. Internal Auditor/PT
David Toben, Director of Benefits
Amy Krekeler-Weber, EEO Specialist
Brenda Krieger, Executive Assistant to President and Chief Executive Officer
Cynthia Davis, Director Program Development & Grants

Jerry Vallely, External Communications Manager
Michael Gibbs, Manager of Financial Operation, Admin & Business Operations
Sally Bender, Internal Auditor
Jeff Braun, Director of Real Estate
Larry Rusbarsky, Director of Financial Planning and Budget
Carmen Brothers, Retirement Plan Manager
Tim Nittler, Director of Capital Projects
Vernice Kelly, Director of Human Resources
Ted Zimmerman, Vice President Marketing & Communications
Darren Curry, Chief Mechanical Officer
Greg Smith, Vice President Procurement & Inventory Management
Lisa Burke, Executive Assistant
Virgie Chaffen, Director of Labor Relations

Others in Attendance

Maggie Nothnagel, Ready by 21
Kaleb Lilly, RubinBrown LLP
Renita Duncan, RubinBrown LLP
Kate Poldumis, Ready by 21
Katie Kaufmann, Regional Youth Employment Coalition

1. Open Session Call to Order

8:00 a.m. Chairman Buehlhorn called the Open Session of the Combined Operations / Audit, Finance & Administration Committee Meeting to order at 8:00 a.m. in the Bi-State Development Board Meeting Room, located on the 6th Floor of the Corporate Headquarters, at 211 N. Broadway in St. Louis, Missouri.

2. Roll Call

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

3. Public Comment

8:01 a.m. Chair Buehlhorn asked if any speaker cards had been submitted.

Katie Kaufmann, Regional Youth Employment Coalition, addressed the Committee, thanking Bi-State Development for its past partnership with the Coalition, and asking for continuing support and partnership, with regard to discounted Metro passes during the summer to assist youth with transportation for summer employment. Ms. Kaufmann noted over 20,000 uses of the passes in last year's program. She noted that Mayor Krewson has called for the creation of 1000 jobs for youth for this summer. Commissioner Windmiller asked if Ms. Kaufmann had an estimated cost for the program, and Ms. Kaufmann stated approximately \$100,000.

Commissioner Gully entered the meeting at approximately 8:06 a.m.

- 4. Minutes of January 15, 2019, Open Session of the Operations Committee Meeting**
8:06 a.m. The minutes of the January 15, 2019, Open Session of the Operations Committee Meeting were provided in the Committee packet. A motion to approve the minutes was made by Commissioner Cox and seconded by Commissioner Golliday.

Motion passed with a majority vote, with 1 abstention, by Commissioner Windmiller.

- 5. Minutes of January 25, 2019, Open Session of the Audit, Finance & Administration Committee Meeting**

8:07 a.m. The minutes of the January 25, 2019, Open Session of the Audit, Finance & Administration Committee Meeting were provided in the Committee packet. A motion to approve the minutes was made by Commissioner Holman and seconded by Commissioner Brown.

Motion passed unanimously.

- 6. Contract Award: Modjeski and Masters – MetroLink – Downtown Tunnel Repairs and Standpipe Replacement Design**

8:07 a.m. A briefing paper was provided in the Committee packet, regarding a request to refer to the Board of Commissioners, an authorization to allow Bi-State Development (BSD) to award design and construction phase services for the Downtown Tunnel Repairs and Standpipe Replacement Project to Modjeski and Masters, based on the negotiated cost proposal submitted on October 12, 2018, totaling \$869,767.62. Chris Poehler, Assistant Executive Director of Engineering Systems, provided an overview of this issue, noting that on April 19, 2018, BSD issued Solicitation 18-RFP-105125-CB – Downtown Tunnel Repairs Standpipe Replacement Design, requesting proposals from qualified firms to provide the required design and construction phase services. He stated that the proposed work will require a Categorical Exclusion, as the Downtown Tunnel is included with the Eads Bridge on the National Register of Historic Places. Mr. Poehler stated that on October 12, 2018, Modjeski and Masters submitted a revised cost proposal of \$869,767.62, which is \$29,988.38 less than BSD's independent cost estimate of \$899,756.00. In addition, he noted that a Disadvantage Business Enterprises (DBE) goal of 8% was recommended for this project, and Modjeski and Masters' cost proposal provides for 34.7% DBE participation. Mr. Poehler stated that Modjeski and Masters will be responsible for designing the recommended short-term and long-term repairs described in the most recent tunnel inspection report, and they will also be responsible for the design of the replacement dry standpipe system of the Downtown Tunnel. Commissioner Holman asked if there is any information regarding other goals, such as for women owned businesses, etc. It was noted that, for use of Federal Funding, only the DBE is used. Commissioner Buehlhorn asked if an explanation could be given, regarding the definition of a "standpipe". Mr. Poehler noted that this is a device used for fighting fires, should one occur.

A motion to approve this agenda item, as presented, was made by Commissioner Golliday and seconded by Commissioner Brown.

Motion passed unanimously.

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

8:11 a.m. A briefing paper was provided in the Committee packet, regarding a request to refer to the Board of Commissioners, approval to authorize the President/CEO to modify the Jacobs Engineering contract for Architectural & Engineering Services, in a not-to-exceed amount of \$2,500,000, and award option years if the following criteria are met:

- Funding is available;
- The performance of the contract is satisfactory;
- The exercise of the option is in accordance with the terms and conditions of the option stated in the initial contract awarded; and
- The option price is determined to be better than prices available in the market or that the option is more advantageous offer at the time the option is exercised.

Chris Poehler, Assistant Executive Director of Engineering Systems, gave a brief overview of this issue, noting that, In April 2016, Bi-State Development (BSD) awarded contracts to qualified engineering firms for on-call services. BSD has many different types of projects from construction to maintenance, to casualty repair. The nature of the BSD system requires a diverse range of skills sets. Having access to these firms allows faster response to issues than seeking proposals from multiple firms for each small project as they develop. Jacobs Engineering was awarded the contract for “Discipline I”, which consists of: Architectural Engineering, Civil and Structural Engineering and Surveying, Environmental/Geotechnical Services and Materials Testing, and Mechanical Engineering. The Board of Commissioners’ approval was granted April 28, 2017, for Contract Modification One with Jacobs Engineering for General On-Call (GEC) Design and Engineering Consultant Services, increasing the contract amount from \$500,000 to \$1,500,000, with a \$150,000 limit for each individual task order. Twenty-four (24) task orders for “Discipline I” have been awarded or are pending award, and the Jacobs Engineering contract is expected to exceed the current \$1,500,000 limit, within the first option year, and Management believes that a contract increase in the engineering support provided by the Jacobs Engineering GEC contract is needed to ensure timely completion and quality outcomes for small projects of this type, over the remaining option years. The annual, total commitment to projects has increased each year, without changes to the scope of work, and it is believed that the contract not-to-exceed amount should be increased to \$2,500,000.

A motion to approve this agenda item, as presented, was made by Commissioner Golliday and seconded by Commissioner Cox.

Motion passed unanimously.

8. Metro Transit Operations Report

8:14 a.m. Jessica Mefford-Miller, Executive Director Metro Transit, presented a Metro Transit Operations Report to the Committees. She noted that system ridership remains down; however, the rate of loss seems to be leveling off. She added that the decline in ridership is similar to those of our peers in the transit industry.

Ms. Mefford-Miller reported that Metro will end FY2019 within its budget goals; with wages and benefits remaining favorable, primarily due to vacancies. She stated that service productivity is declining; however, the rate of decline is slowing, and looking ahead, she is hopeful that the Metro ReImagined service plan will more closely match service level to market demand, driving an increase in productivity beyond FY2020. Ms. Mefford-Miller reported that preventable accidents increased in YTD FY2019, due to an increase in new operator hires. She stated that, in recent months, Metro has introduced enhanced training initiatives to reduce the rise of preventable accidents. She noted that absenteeism is a critical challenge for Metro Transit, and management and labor continue to work to evaluate trends in absenteeism, as well as policies, contracts, and management strategies that can be applied to reduce overall absenteeism, specially unauthorized absences.

Ms. Mefford-Miller reported that Metro and its partners continue to improve security across the transit system. Increased personnel presence and communication regarding security are resulting in notable reductions in security-related, negative customer contacts. She also gave a brief overview of upcoming service and maintenance projects. This report was submitted for information only, and no Committee action is required.

At this point in the meeting, Commissioner Buehlhorn asked that Commissioner Holman Chair the meeting, to address the items that pertain to the Audit, Finance, and Administration Committee. Commission Holman then proceeded to Chair the meeting.

9. Board Policy, Section 70.050, Employee's Pension and 401(k) Retirement Savings Plan – Chairperson Appointment

8:29 a.m. A briefing paper was provided in the Committee packet, regarding a request to refer to the Board of Commissioners, approval to appoint Mark Vago, Chief Financial Officer, as the new Chairperson for the Salaried Pension Committee, for a term of two years. Charles A. Stewart, Executive Vice President - Organizational Effectiveness and Diana Bentz, Vice President - Talent Management, provided an overview of this item. He noted that a vacancy was left with the retirement of Jenny Nixon, and this vacancy on the Committee has been filled by the appointment of Shawn Murray. He also noted that, on April 27, 2018, the Board of Commissioners had appointed Jenny Nixon to continue to serve as Chairperson of the Salaried Administrative Pension Committee, until April 2019. It is now time to appoint a new Chairperson, with an effective date of April 26, 2019. Mr. Stewart noted that the Salaried Administrative Pension Committee Chair should be filled by a current, non-retired, member of the committee, and staff is recommending that Mark Vago, Chief Financial Officer, be appointed to serve as the Chairperson of this committee. This recommendation is based on Mark's experience serving on pension committees and his experience in Finance. Commissioner Gully asked if Mark Vago currently serves on this Committee, and Mr. Stewart indicated that he does.

A motion to approve this agenda item, as presented, was made by Commissioner Simmons and seconded by Commissioner Brown.

Motion passed unanimously.

- 10. FY 2019 External Audit – Client Service Plan from RubinBrown**
8:31 a.m. Mark Vago, Chief Financial Officer, provided the FY 2019 External Audit, Client Service Plan from RubinBrown for Bi-State Development (BSD) to the Committee. A brief summary was provided by Kaleb Lilly and Renita Duncan, RubinBrown. Ms. Duncan thanked the Board of Commissioners for the opportunity to perform the audit. She reviewed page 6 of the report, clarifying the various areas of risk, and identifying those areas of greatest risk. Mr. Lilly reviewed page 7 of the report, which notes the preliminary, significant risks that have been identified. He asked for Committee input on any other items that the Committee would like to see incorporated into the audit plan. He noted that if any complex financial issues arise in the near future, to please let the auditors know. Mr. Lilly also reviewed the Committee’s role in oversight and fraud considerations. Discussion was held. Mr. Vago noted that a timeline has been provided, regarding the audit process. This report was submitted for information only, and no Committee action is needed at this time.
- 11. 2019 Quarterly Financial Statements – Second Quarter Ending December 31, 2018**
8:42 a.m. Mark Vago, Senior Vice-President and Chief Financial Officer, provided an overview of the 2019 quarterly financial statements for the second quarter, period ending December 31, 2018, including performance indicators, for all Bi-State business divisions including: Executive Services, Gateway Arch Tram, Riverfront Attractions, St. Louis Downtown Airport, Metro Transit, St. Louis Regional Freightway, Bi-State Development Research Institute, and Arts in Transit.
- 12. 2019 Performance Indicators – Second Quarter Ending December 31, 2018**
8:52 a.m. Mark Vago, Senior Vice-President and Chief Financial Officer, noted that an overview of the 2019 performance indicators for the second quarter, ending December 31, 2018, was presented along with the previous agenda item. He stated that he would like to address the Committee and ask if the reports being provided contain the information they need. He said if too much, or too little, information is being provided, he would appreciate input from the Board of Commissioners, so that adjustments can be made to the reports. Chair Holman stated that she feels that the Board should have a discussion regarding this issue. The Commissioners agreed.
- 13. Quarterly Procurement Report – Second Quarter Fiscal Year 2019**
8:54 a.m. A memorandum was provided in the Committee packet, to provide a summary of the quarterly procurement activity for the second quarter of fiscal year 2019. Gregory Smith, Vice President – Purchasing, Materials Management, and Supplier Diversity, provided an overview of this report, noting that Second Quarter, 2019 Non-Competitive Procurements totaled \$2,749,639, or 10.1% of total Purchase Order Commitment volume of \$27,175,396. Chairman Holman noted that this information was presented for information only, and no action of the Committee is required.
- 14. Treasurer’s Report – Quarter Ended December 31, 2018**
8:55 a.m. Tammy Fulbright, Senior Director of Financial Planning and Treasury, provided an overview of the Treasurer’s Report for the Second Quarter, ended December 31, 2018, as provided in the Committee packet, including rates of return, trustee directed funds, debt service payments, and bond payments. This report was submitted for information only, and no Committee action is required.

15. Pension Plans, 401(k) Retirement Savings Program & OPEB Trust Investment Performance Update as of December 31, 2018

8:58 a.m. A briefing paper was included in the Committee packet, to provide the Committee the Pension Plans, 401(k) Retirement Savings Program and OPEB Trust Investment Performance Update as of December 31, 2018. Charles Stewart, Executive Vice-President, Organizational Effectiveness, gave a brief overview of this issue, noting that 2018 was not a good year for pension investments; however, the first two months of 2019 have indicated a turnaround in the market, reflecting gains. This report was submitted for information only, and no Committee action is required.

16. President/CEO Report

9:03 a.m. Bi-State Development President/CEO Taulby Roach addressed the Committees, noting that work continues on the FY2020 budget. He commended staff for their work in bringing the budget in line with BSD goals. Mr. Roach stated that he will speak to Mayor Krewson tomorrow with regard to the “Go Card” presentation, and possibility to partner with the Regional Youth Employment Coalition.

Mr. Roach stated that, as noted by Mr. Vago, it is important that staff know what information the Commissioners would like to see included in reports and packets, so that they are well informed on the decisions that BSD asks them to make. He stated that staff understands that the Commissioners volunteer their time to serve BSD, and the Commissioners’ time is valuable to us.

17. Unscheduled Business

9:06 a.m. There was no unscheduled business.

18. Call of Dates for Future Board and Committee Meetings

9:06 a.m. Myra Bennett, Manager of Board Administration, advised the Committee of the upcoming meetings, as follows:

Board of Commissioners Meeting:	Friday	April 26, 2019	8:00 AM
Operations Committee:	Tuesday	May 14, 2019	8:00 AM
Audit, Finance & Administration:	Friday	May 17, 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).

9:06 a.m. Pursuant to the requirements of Chapter 10, Section 10.080 (D) (1); (2); (3); (7); (10); (11); (16); and (17) of the Bi-State Development Agency's Board Policy, 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 Buehlhorn and seconded by Commissioner Simmons. A roll call vote was taken as follows:

Aliah Holman – Yea
Constance Gully – Yea
Vernal Brown – Yea
Rose Windmiller – Yea

Michael S. Buehlhorn – Yea
Derrick Cox – Yea
Irma Golliday – Yea
Herbert Simmons – Yea

Motion passed unanimously, and the Open Session meeting was adjourned at 9:07 a.m.

Deputy Secretary to the Board of Commissioners
Bi-State Development

Open Session Item

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**Bi-State Development
Agenda Item
Operations Committee
May 14, 2019**

From: Mary Lamie, Executive Director – Tourism Innovation
Subject: **Contract Award: Gateway Arch Marketing and Advertising Agency Services**
Disposition: Approval
Presentation: Mary Lamie, Executive Director – Tourism Innovation and Gregory A. Smith, Vice President Procurement, Material Management and Supplier Diversity

Objective:

To present to the Operations Committee for approval and referral to the Board of Commissioners, a request for authorization to award Contract 19-RFP-105970-MD – Gateway Arch Marketing Advertising Agency Services.

Background:

On March 12, 2019, Bi-State Development (**BSD**) issued solicitation 19-RFP-105970-MD-Gateway Arch Marketing Advertising Agency Services. The solicitation was issued to obtain proposals from qualified firms to provide Professional Counsel, Strategic Planning Services, and Brand Management for BSD’s Tourism Innovation enterprise, as well as the National Park Service (**NPS**).

These services are essential for BSD to interact effectively in a highly-matrixed partnership to ensure strategic, proactive, and seamless communication for all marketing and advertising activities related to BSD’s tourism brands. The contract consists of three (3) base years and two (2) option years. The contract period of performance will begin on July 1, 2019.

Analysis:

In response to the solicitation, four (4) proposals were received and forwarded to the evaluation team, which consisted of individuals within BSD, including Marketing & Communications and Operations, as well as the National Park Service. The proposals were reviewed, evaluated and scored in accordance with the evaluation requirements specified in the solicitation package. The technical evaluation criteria required that offerors include in their proposal:

- Experience and capabilities of the proposer
- Ability to deliver quality work at a low cost, on time and with short lead times
- Experience and skill sets of specific individuals to work on the account

On April 12, 2019, a consensus meeting was held with the evaluation team. As a result, BSD invited all four (4) firms to present their ideas, based on the following scenarios:

- Present a brief and preliminary plan on how to achieve the established per cruise ticket sales goal of 175 for the Riverboats’ Arch View Lunch Cruise.
- Present a brief and preliminary plan on ways to grow the percentage of online tram tickets by 5% to 10%.

Upon completion of the oral presentations conducted on April 18, 2019, the evaluation team revisited their consensus technical scores. The overall results consist of the consensus technical scores and cost scores combined. As a result of the procurement process, Paradigm New Media Group, Inc. is the highest ranking firm.

Firm:	Total Five Year Cost	Cost Score	Consensus Technical Score	Total Score
Paradigm	\$1,487,500	105.04	271.88	376.92
Pavlov	\$1,250,000	125.00	248.30	373.30
Dovetail	\$1,437,500	108.70	256.34	365.04
Magnetize	\$1,650,000	94.70	235.18	329.88

On April 23, 2019, BSD requested a Best & Final Offer from Paradigm; which resulted in a decrease in their total five-year cost of \$1,487,500 to \$1,425,000.

Committee Action Requested:

Management recommends that the Operations Committee approve, and forward to the Board of Commissioners for approval, a request to authorize the President & CEO to enter into a contract with the highest ranking firm, Paradigm New Media Group, Inc., whose proposal is most advantageous to BSD, with price and other factors considered, in a not-to-exceed amount of **\$1,567,500**. This amount includes a 10% contingency for potential unforeseen activities and events.

Funding Source:

This contract is funded 100% through operational funds. (Gateway Arch 80% and Riverboats 20%).

Open Session Item

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**Bi-State Development
Agenda Item
Operations Committee
May 14, 2019**

From: Jessica Mefford-Miller, Executive Director, Metro Transit
Subject: **Contract Modification: Time Extension for Found Design (d.b.a MERJE) for Systemwide Signage & Wayfinding Design**
Disposition: Approval
Presentation: Jessica Mefford-Miller, Executive Director, Metro Transit; Larry Jackson, Executive Vice President of Administration; Gregory A. Smith, Vice President Procurement, Material Management and Supplier Diversity

Objective:

To present to the Operations Committee, for discussion and referral to the Board of Commissioners, a request for approval of a no-cost, contract modification time extension, expanding the performance period until December 31, 2019, to Found Design, LLC (**d.b.a. MERJE**) for the scope of services identified in Contract Number 18-RFP-104818-CG Systemwide Signage & Wayfinding Design Project.

Background:

The signage and communication tools across the Metro Transit system were developed over the course of many years, and have been updated in part as new capital projects and service changes have occurred. Many of the signs require replacement due to age and wear, and among the varied signs and communication tools, there are inconsistencies in the way in which we display and share information and help our customers navigate our services. In response to these issues, in Fall 2018, Metro sought the services and expertise of a graphic and environmental design firm. The goal of the project is creating a set of design standards that can be implemented incrementally across the transit system, beginning with MetroBus stop signs and select MetroLink stations in 2019-2020.

On January 9, 2018, Bi-State Development (**BSD**) awarded a firm fixed price contract in the amount of \$159,784 to Found Design, LLC (d.b.a. MERJE), for a performance period of twelve months. The contractor is providing design development, signage programming, and production packages suitable for use at 38 MetroLink Stations, six MetroBus Transit Centers, and new on-street signs for bus shelters and bus stops.

The Systemwide Signage & Wayfinding Design Project consists of four distinct tasks and one optional task as shown below:

- Task 1: Data Collection and Design Parameters
- Task 2: Schematic Design
- Task 3: Design Development
- Task 4: Production Documents
- Optional Task: Fabrication Support

The completed project will result in a plan and design for updating Metro's wayfinding and customer communication that can be implemented over time within existing and potential resources. This work is required in order to provide clear and consistent messaging to Metro customers, residents and visitors of the St. Louis region.

Analysis:

MERJE has completed approximately 50% of their work. This contracted work is closely correlated to several Metro capital and operating projects, such as the opening of new transit facilities, the *Metro ReImagined* plan for a redesigned bus network, and the upcoming rebranding of Metro Transit. MERJE has been constrained by a number of different project timelines and has conducted its design and production work in discrete periods over time, according to Metro's needs. The original contract duration should have extended through the completion of each task, in order to adhere to the deliverables identified in the Scope of Services.

MERJE's work to date includes:

- Advising on signage for the opening of the new Cortex MetroLink station in July 2019;
- Stakeholder engagement, data collection, schematic designs, final designs, technical specifications for manufacturing, and expert advisement for the new MetroBus stop signs (to be introduced as part of *Metro ReImagined* in Fall 2019);
- Preliminary design concepts for MetroLink stations;
- Schematic designs for the pedestrian access control project, in which new signage is needed to complement controlled ingress/egress points, at five selected MetroLink stations, for security purposes.

The remaining work, which predominantly includes programming and design for signage at MetroLink stations and transit centers, as well as manufacturing specifications and expert advice on implementation, is anticipated to be completed by December 31, 2019.

Committee Action Requested:

Management recommends that the Operations Committee approve and forward to the Board of Commissioners for approval, a request to authorize the President & CEO to issue a contract modification for a no-cost, time extension for six months with MERJE, to continue their systemwide signage programming and design work with Metro.

Funding Source:

The Project is supported by Program Development and Grants – Project Number 2023 Task Number 11.91.08, Award Number MO-57-X006/Prop M.

**Bi-State Development
Agenda Item
Operations Committee
May 14, 2019**

From: Jessica Mefford-Miller, Executive Director Metro Transit
Subject: **Sole Source Contract Award: The Trapeze Software Group, Inc. for Replacement of AssetWorks FleetFocus with the Trapeze Enterprise Asset Management System and Implementation**
Disposition: Approval
Presentation: Jessica Mefford-Miller, Executive Director Metro Transit; Darren Curry, Chief Mechanical Officer and Kerry Kinkade, Chief Information Officer

Objective:

To present to the Operations Committee, for approval and referral to the Board of Commissioners, a Sole Source Contract with the Trapeze Software Group, Inc. for replacement of AssetWorks Fleet Focus with the Trapeze Enterprise Asset Management System, and implementation to expand the scope of Contract 17-RFP-103083-DR to include rolling stock assets.

Background:

In October 2006, Metro Transit (**Metro**) implemented MAXIMUS's (now doing business as AssetWorks) FleetFocus software to improve management of their maintenance program and maintenance of their bus and paratransit fleet. Since that time, there have been advances in vehicle technologies and improvements made to Metro's maintenance program, and simultaneously several new federal asset reporting requirements have been implemented. These changes have resulted in Metro outgrowing the current capabilities of the FleetFocus software.

Metro's implementation of FleetFocus is over twelve years old. Although upgrades have been performed to keep the software current, AssetWorks has stated that future development of software capabilities will be limited as it relates to transit industry needs. One particular area that Metro would like to employ is the use of telematics or vehicle intelligence. This will allow the vehicle to transmit system fault codes, location of equipment, and driver habits to the maintenance management system without physically accessing the equipment, and in some cases, generate maintenance work orders. AssetWorks' FleetFocus software cannot process all of the information that Metro requires, and has no current or future plans to expand its capabilities to meet these needs.

In February 2017, the Board of Commissioners approved a request to enter into a contract with Trapeze Software Group, Inc. to provide an Enterprise Asset Management (**EAM**) system software and implementation. The EAM implementation was in support of the Bi-State Development Transit Asset Management Program, which was designed to achieve "Total Asset Visibility" and provide asset management tools that will promote better management of safety-related public transportation capital assets. The scope of the implementation included Maintenance of Way/Right of Way and Facilities Management assets. The scope did not include rolling stock.

Analysis:

During the EAM implementation, the Vehicle Maintenance Department recognized that the new system provided all of the current capabilities of FleetFocus, as well as much desired new functionality. EAM has been designed and developed specifically for public transit by Trapeze. All features that go into the EAM product are designed to meet the asset, work, and materials management needs of the

public transit industry. BSD will be able to take advantage of all the new features built into the product because of feedback from the other large transit customers that employ the Trapeze EAM system.

EAM can be used to replace our current capabilities for rolling stock within Fleetfocus, allowing us to eliminate that software system. Having a single asset system will vastly improve BSD's ability to meet the Federal Transit Administration's (FTA) Transit Asset Management (TAM) Final Rule requirements and provide these additional benefits:

- A single lifecycle system for all transit assets, rolling and fixed. This promotes quicker and more effective reporting on all assets to the FTA and within Metro itself. It also simplifies training and standardization of procedures for use of the common system.
- Enhanced reporting to more efficiently comply with Progress in the 21st Century (MAP-21) / State of Good Repair National and Transit Database (NTD) reporting requirements
- We will only need to maintain and upgrade a single system, EAM. This eliminates the need to develop or maintain data interfaces between EAM and FleetFocus and FleetFocus and Oracle.
- Provides analytical capabilities giving us the ability to identify cost saving measures at all levels, for all assets. This will benefit Metro Transit with trend analysis on part and track equipment downtime, enhanced oversight of warranty and cost recovery options and promote more effective analysis of planned versus unplanned maintenance.
- Resolve/remove some of the limitations we are experiencing with our current FleetFocus implementation: limited work order capabilities; limited maintenance forecasting; and an inability to support telematics.

Moving rolling stock to EAM will result in a single system for all agency assets and allow us to retire FleetFocus. The implementation project and the first year maintenance fees would be grant funded. Money that we would have spent for maintenance of FleetFocus will then be used to offset the additional operating costs associated with the increased licensing necessary to support rolling stock. The impact to the operating budget would be minor, and the EAM system will provide opportunities to achieve efficiencies and savings that are difficult to achieve with two asset systems.

Committee Action Requested:

It is recommended that the Operations Committee approve, and refer to the Board of Commissioners for approval, a request to enter into a sole source contract with the Trapeze Software Group, Inc., in an amount not to exceed of **\$1,200,000**. This amount includes necessary all necessary software licenses and consulting services necessary to implement the new system, including migration of existing data from FleetFocus to EAM..

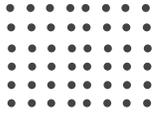
Funding Source:

Federal Transit Administration 5307 Federal formula funds. Funds include 80% Federal and 20% local match provided by Prop M funds.

Open Session Item

8

VISION



The Metro Transit team is committed to meeting the ever-changing needs of our customers and the communities we serve. We will continue to deliver service that our customers trust and depend on, while we work to create a more secure, more attractive and productive transit system. This new Metro Transit is centered around the experiences of our customers, and will be intended to deliver safe, reliable personal mobility solutions that connect our customers to the opportunities the St. Louis region offers.

Jessica Mefford-Miller

Jessica Mefford-Miller
Executive Director, Metro Transit

METRO TRANSIT OPERATIONS REPORT

May 14, 2019
Operations
Committee Meeting



PERFORMANCE

Metro Transit Operations At-A-Glance

3rd Quarter FY19 Performance Measure	MetroBus Fixed Route + Special Services	FY19 vs. FY18	MetroLink	FY19 vs. FY18	Call-A-Ride	FY19 vs. FY18
System Ridership	5,259,800	(3.7%)	2,986,100	(1.9%)	128,900	(5.1%)
Missouri	4,702,500	(4.3%)	2,986,000	(1.9%)	128,900	(5.1%)
Illinois	559,000	1.5%	569,200	(1.1%)	--	--
Revenue Miles	4,526,800	(0.7%)	756,700	(1.9%)	1,301,700	0.7%
Revenue Hours	336,800	(0.7%)	32,400	(-1.4%)	71,700	0.7%
On-Time Performance	93.0%	(1.1%)	98.2%	(-0.1%)	90.8%	2.8%
MetroBus + MetroLink Passenger Revenue	\$8,251,800	(1.3%)	Call-A-Ride TMA + Passenger Revenue		\$401,600	1.0%
MetroBus + MetroLink Average Fare	\$1.03	(1.3%)	Call-A-Ride Average Fare		\$3.11	1.0%

Metro Transit – Reimagining Mobility

BUDGET ADHERENCE

Budget & Expenses

3rd Quarter
JAN – MAR
FY 2019



Performance Measure	Actual	Budget	Budget Variance Over/(Under)	Budget Variance %
Total Operating Expenses	\$233,463,307	\$238,346,147*	\$4,882,840*	(2.0%*)
Passenger Revenue	\$29,912,317	\$30,777,761	(865,444)	(2.8%)
Total Operating Miles (MetroBus)	5,193,100	5,182,100	11,000	0.2%
Total Operating Hours (MetroBus)	363,300	364,400	(1,100)	(0.3%)
Total Operating Miles (MetroLink)	765,500	776,800	(11,300)	(1.5%)
Total Operating Hours (MetroLink)	32,950	33,550	(600)	(1.8%)

- ➔ *Wages and benefits remain favorable to budget, primarily due to vacancies.*
- ➔ *Ridership continues to fall, with notable loss in revenue for MetroBus and MetroLink.*

**Operating expenses shown here do not include the \$20M placeholder for additional security*

PRODUCTIVITY

Ridership & Service Levels

3rd Quarter
JAN – MAR
FY 2019



Performance Measure	MetroBus Fixed Route	FY19 vs. FY18	MetroLink	FY19 vs. FY18	Call-A-Ride	FY19 vs. FY18
Average Weekday Ridership	69,000	(-3.8%)	38,300	(-1.2%)	1,770	(-4.6%)
Passengers per Revenue Mile	1.2	(-3.0%)	3.9	+0.0%	0.1	(-5.7%)
Passengers per Revenue Hour	15.6	(-3.0%)	92.2	(-0.5%)	1.8	(-5.7%)

- ➔ *For the last 18 months, service productivity has held steady, with expected seasonal fluctuations.*
- ➔ *Looking ahead, we are hopeful that the Metro ReImagined service plan will more closely match service level to market demand, driving an increase in productivity beyond FY20.*

SYSTEM SAFETY

Vehicular Accidents

3rd Quarter
JAN – MAR
FY 2019



Performance Measure	MetroBus	FY19 vs. FY18	MetroLink	FY19 vs. FY18	Call-A-Ride	FY19 vs. FY18
Preventable Accidents	48	2.1%	--	--	21	91%
Non-Preventable Accidents	97	0.0%	--	--	13	8.3%
FTA Reportable*	--	--	6	200%	--	--
Non FTA Reportable**	--	--	2	100%	--	--

- ➔ Preventable accidents increased in 3rd Quarter FY19, due to an increase in new operator hires.
- ➔ In recent months, Safety has introduced enhanced training initiatives to reduce the rise of preventable accidents.

*Meets FTA definition of “light rail” accidents

** Does not meet FTA “light rail” accident definition

AVAILABILITY & RELIABILITY

Absences & Extra-Board

3rd Quarter
JAN – MAR
FY 2019



Performance Measure	MetroBus	FY19 vs. FY18	*MetroLink	FY19 vs. FY18	Call-A-Ride	FY19 vs. FY18
% Unauthorized / Sick Of Total Work Days	3.6%	+0.3%	0.8%	(2.2%)	3.3%	0.8%
% Worker’s Compensation Of Total Work Days	2.6%	+0.8%	3.6%	+1.3%	2.8%	(1.8%)
% Calculated Extra-board	23%	(0.7%)	25%	+0.4%	28%	(3.0%)

- ➔ Absenteeism is a critical challenge for Metro Transit; a trend that is consistent across the industry.
- ➔ Management and labor continue to work to evaluate trends in absenteeism, and policy, contractual, and management strategies that can be applied to reduce overall absenteeism, specially unauthorized absence.

*All MetroLink figures only represents only January & February statistics

VEHICLE MAINTENANCE

Scheduled Maintenance

3rd Quarter
JAN – MAR
FY 2019



Performance Measure	MetroBus	FY19 vs. FY18	MetroLink	FY19 vs. FY18	Call-A-Ride	FY19 vs. FY18
3 rd Q Routine Inspections	533	1.0%	329	(3.24%)	145	1.0%
YTD Percentage On-Time Inspections	99.63%	1.00%	99.5%	(0.40%)	96.65%	(3.35%)

- ➔ *The Vehicle Maintenance Division continues to consistently maintain its scheduled maintenance inspection program.*
- ➔ *The number of MetroLink inspections has diminished in FY19, due to a focus on maintaining and responding to failures across an aging fleet.*

VEHICLE MAINTENANCE

Vehicle Reliability

3rd Quarter
JAN – MAR
FY 2019



Performance Measure	MetroBus	FY19 vs. FY18	MetroLink	FY19 vs. FY18	Call-A-Ride	FY19 vs. FY18
Delays	588	(9.26%)	173	1.09%	170	1.68%
Mean Distance Between Delays	28,660	1.09%	27,155	(11.69%)	25,740	(43.08%)

- ➔ *Metro continues to perform as an industry leader in vehicle reliability, resulting in more predictable service for our customers, and less maintenance emphasis on repairing equipment failures.*
- ➔ *The third quarter saw a drop in vehicle reliability for MetroLink, and a significant drop for Call-A-Ride. This increase in delays, and erosion in reliability, reflects a relative high average fleet age for both modes. These trends will only be reversed by vehicle replacement.*

CUSTOMER FEEDBACK

Commendations & Complaints

3rd Quarter
JAN – MAR
FY 2019



Operating Division	Performance Measure	FY19	FY18	FY19 vs. FY18
COMMENDATIONS	System Total	491	558	(12%)
	MetroBus Total	194	423	2.1%
	MetroLink Total	27	19	42%
	Call-A-Ride Total	232	92	152%
	Service Planning & Scheduling Total	27	12	125%
	Public Safety & Security Total	11	12	-8.3%
COMPLAINTS	Complaint Types			
MetroBus	MetroBus Total	643	630	2.1%
	Operator Performance	355	291	22%
MetroLink	MetroLink Total	68	92	(26%)
	Operator Performance	27	10	170%
Call-A-Ride	Call-A-Ride Total	75	51	47%
	Operator Performance	27	10	170%
Other	Vehicle Maintenance & Equipment Total	18	10	80%
	Customer Interaction Total	236	237	(0.4%)
	Service Planning & Scheduling Total	48	82	(42%)
	Public Safety & Security Total	113	153	(26%)

➔ *Increased personnel presence and communication regarding security continue to result in in notable reductions in security-related negative customer contacts.*

➔ *As Call-A-Ride continues to work to add necessary operators, we are seeing a decrease in on-time performance and a corresponding increase in negative customer contacts, which are typically very low for this team. This trend is expected to improve as personnel levels grow, and absenteeism is reduced.*

RIDERSHIP TRENDS

Fiscal Year Outlook

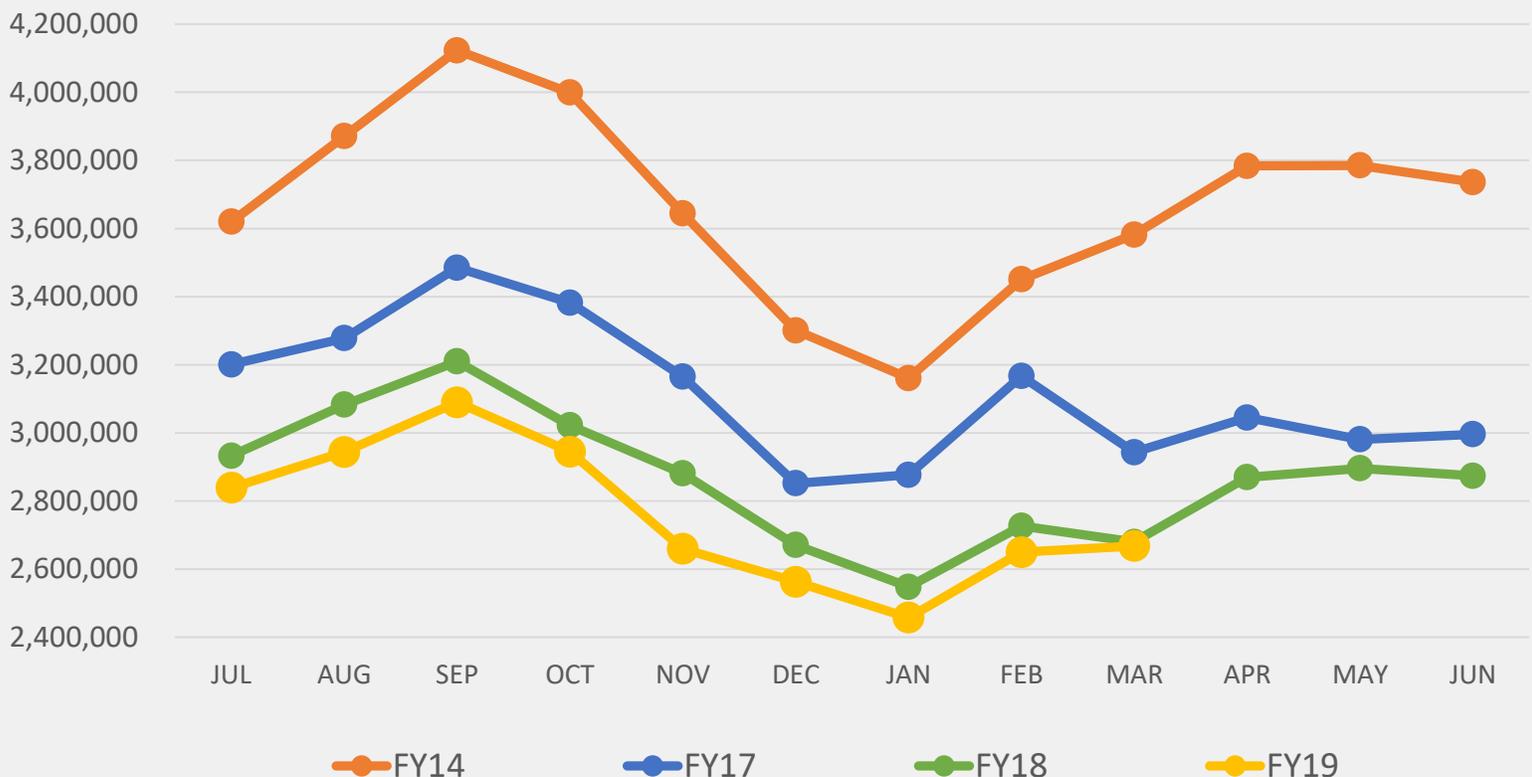
**FY17, FY18
& YTD FY19**



**vs.
Peak FY14
Ridership Levels**

- Sustained ridership declines since recent peak level ridership in FY14; generally follows national trends.**
- At (3.5%) system ridership decline rates in FY19 vs. FY18 are decelerating compared to decline rates in previous fiscal years.**
- At (3.9%) fixed-route passenger revenue decline rates in FY19 vs. FY18 are also decelerating, compared to decline rates in previous fiscal years.**
- Typically, long-term Call-A-Ride ridership trends are stable; however, recently Call-A-Ride figures are falling likely due to recent contractual changes with the Missouri Department of Mental Health.**

STANDARDIZED FIXED-ROUTE RIDERSHIP (TOTAL SYSTEM)



SECURITY UPDATE

Metro and our partners are committed to bolstering public safety on and around the Metro transit system, and in order to do that, we are in the process of developing an actionable public safety and law enforcement program.

APRIL 2019



Strengthening Relationships

- A well-coordinated network of law enforcement, public safety and contract security effectively deployed across the Metro Transit System is the most critical component of system security. Metro continues to work to strengthen relationships with law enforcement partners to execute the effective deployment of a coordinated security and police force.
 - On May 1, 2019, Metro and its partners commenced work on the Metro Transit System Security Assessment, a body of work following the MetroLink Security Assessment. This work will provide critical support necessary to create Metro's revised, comprehensive security program. This work will conclude in early 2020.
 - Metro and law enforcement partners continue to work toward the initial phase of a shared communication system in summer 2019. Ongoing work is focused on a governance policy for the initial talk group, and location and infrastructure requirements for a PSAP-supported dispatch center at an IL MetroLink Station location.
 - Metro is continuing to develop revised contracts for its three law enforcement partners, and has engaged industry expertise in scoping these contracts to ensure consistency with Metro's new direction for security.
 - Staff continues to actively participate in committees and stakeholder discussions focused on improving security across the transit system.

Teambuilding & Personnel Deployment

- Metro is defining the roles of each team tasked with providing security across the transit system, and is coordinating the deployment of these personnel.
 - Metro has redefined the leadership roles of our security program. In April 2019, Metro initiated a search process for the new lead of our comprehensive security program, the **General Manager of Public Safety**. This individual will provide strategic leadership to Metro Public Safety and will coordinate the work of law enforcement partners and contractors. The **Director of Security** will provide critical leadership to Metro's own Public Safety Officers. The **Manager of Contract Security** will provide leadership and oversight of Metro's contract security team.

SECURITY UPDATE

APRIL 2019



Creating Safer Spaces

- Metro is working to create vibrant, more attractive spaces where people feel safe. This is being accomplished through solutions that can be readily accomplished, as well as longer-term solutions that require investment.
 - Construction is underway for access control measures at five key MetroLink Stations including North Hanley, Delmar Loop, Forest Park – DeBaliviere, Central West End, and Fairview Heights. This construction will be complete in summer 2019.
 - Metro has begun the redesign of five original MetroLink Stations inclusive of Laclede’s Landing, Convention Center, 8th & Pine, Forest Park-DeBaliviere and Delmar MetroLink Stations. This redesign effort emphasizes placemaking, crime prevention through environmental design (CPTED), access control and public art. Reconstruction at these stations will occur incrementally at a pace dependent on available capital funding.

Leveraging Technology

- Technology is changing the way we think about mobility and security. Fare inspection, system surveillance and communications are critical tools for the deployment of an effective system safety and security program.
 - Following the approval of a memorandum of understanding (MOU) governing the sharing of our closed-circuit television (CCTV) camera feed in February 2019, staff is proceeding with the technical steps necessary to share this feed at the MetroLink Task Force Headquarters.
 - As we continue to monitor the success of pilot programs, staff is working to design a and assign resources to support a more permanent wifi program onboard Metro buses, MetroLink trains, and at key stations and operating facilities.

Open Session Item

9

From: Jessica Mefford-Miller, Executive Director, Metro Transit
Subject: *Metro ReImagined* Final Plan Update
Disposition: Information
Presentation: Jessica Mefford-Miller, Executive Director, Metro Transit

Objective:

To provide the Operations Committee with a progress overview of *Metro ReImagined*, Metro's vision for transit service for the next five to ten years. The *Metro ReImagined* plan is currently being finalized by Metro, with a public education campaign to share the updated bus network and service to launch in Spring/Summer 2019.

Background:

Travel patterns and preferences, and the array of mobility options available in metropolitan markets is rapidly changing. At the same time, transit systems across the country have experienced a decline in ridership in recent years, and Metro Transit (**Metro**) has been no exception. In order to respond to consumer demands and improve transit system productivity, some public transportation agencies have begun to examine the service they provide, to ensure that it better meets the market's travel demands in the most productive manner possible. The St. Louis region is facing similar challenges to our peers across the country, and determined that our transit network must evolve. In 2017, Metro engaged the consulting services and expertise of Transportation Management & Design, Inc. (**TMD**) to conduct a comprehensive operational analysis of transit service in the City of St. Louis and St. Louis County. Named *Metro ReImagined*, this examination and resulting plan for service offers a new vision for public mobility that is designed to improve Metro's system ridership, customer experience, and cost effectiveness. Additionally, this vision shifts Metro's role from a transportation provider to a convener of services that improves access to economic prosperity and enhanced quality of life.

Metro ReImagined is based on 18 months of in-depth analysis of system productivity, industry best practices, and public and customer feedback. Community outreach included engaging customers in Fall 2017 and Spring 2018, and dozens of meetings with key external partners and Metro staff. Those conversations generated approximately 2,200 total comments on the proposed modifications to bus service.

This analysis and engagement informed the development of guiding principles for the new network plan:

- Provide mobility based on existing and future needs
- Value personal mobility in the quality of life and economic vitality of the region
- Embrace national best practice strategies and innovative mobility options
- Work with our partners to build an effective and efficient integrated system
- Progress within our current and potential financial capacity

The BSD Operations Committee last received a project update in October 2018. Since then, Metro has shared the final draft of *Metro ReImagined* once again with its customers and the public, attending community meetings and holding individual conversations with concerned citizens, community leaders, and elected officials through Winter 2018-19. Vector Communications assisted with these outreach activities, and will continue to help with outreach strategy and execution of engaging customers through implementation of the service plan. Next, the Metro project team incorporated the final community feedback into a revised plan, which reflects not only the original analysis of system productivity and the fiscal constraints of our agency, but also a good-faith effort to be as responsive as possible to customer input.

Analysis:

The final *Metro ReImagined* plan is designed to create a more welcoming, intuitive transit experience for current and future customers. This plan outlines a core fixed-route MetroBus network that prioritizes service frequency and minimizes route deviations, and is supported by proposed market areas for “community mobility solutions” that will utilize alternative service strategies and new technologies to complete the transit network more effectively. This tiered network better matches service types to geographic markets across the region. Some of Metro’s route alignments will retain most of their current shape, while others are being modified to improve directness and travel time.

The main aspects of the service plan include:

- 10 high-frequency fixed routes that will provide **15-minute service** during varying periods of time in operating hours. Metro’s existing highest-performing bus routes – such as the #70 Grand and the #74 Florissant – will be included in this category, but riders will experience even greater frequency, especially during weekday daytime periods. These routes will serve markets across both the City of St. Louis and St. Louis County.
- The majority of the MetroBus routes in Missouri will operate primarily with frequencies of **30 minute service** during the daytime and 60 minutes during evenings and weekend periods. This tier of service will include some aberrations to that norm, either with 30-minute service during all operating hours, or 30-minute service only during peak hours or on certain segments of the route.
- Four **express routes** will provide only a few trips in the morning and evening peak operating hours on weekdays to serve specific job and population centers. These routes will operate with more limited stops and connect commuters directly to major employment centers including Downtown and the Central West End.
- For markets that may not be well suited for fixed-route, all-day service (due to low density, lack of transit-supportive infrastructure, or demand for short-distance trips), Metro will utilize a variety of **alternative mobility strategies**, such as on-demand services or limited fixed routes, that only operate at certain times of day. These services will complete Metro’s coverage, and are likely to be brokered by Metro and supported by partnerships with institutions and contracted operators.
- Weekend service will become uniform by route, such that any given route’s **Saturday and Sunday service will be the same**. This change should make service more predictable and simple.

Throughout Winter 2018, due to both customer input and financial constraints, a number of changes were implemented to achieve this final plan. These alterations included: changing route alignments to better suit community, employer, and institutional demands; further refining service frequency and span of service (for instance, removing early morning and late night trips across most routes) to reflect the greatest periods of demand; and tightening bus-to-bus connections at transit centers to create a more seamless network. This final *Metro ReImagined* plan reflects months of careful, balanced thought, in order to strengthen the transit network for the overall region, all within our existing financial capacity.

In Spring/Summer 2019, Metro/BSO staff along with Vector Communications will work together to both engage those customers who will be impacted by the plan, and to inform the general public about the improved ranges of services. These efforts are moving toward a Fall 2019 implementation.

Committee Action Requested:

No action required; for information only.

Funding Source:

Funding is accommodated within the FY17-19 Operating Budget.

Open Session Item

10

**Bi-State Development
Agenda Item
Operations Committee
May 14, 2019**

From: Jessica Mefford-Miller, Executive Director Metro Transit
Subject: **Bi-State Safety Oversight Update**
Disposition: Information
Presentation: Andrew Ghiassi, Director of Safety; James Hickey, Illinois SSO Program Manager; Justin Sobeck, Missouri SSO Program Manager.

Objective:

To provide the Operations Committee and Bi-State Development Board of Commissioners with an annual status report on the safety of Metro's rail fixed guideway system, as well as to discuss the Federal Transit Administration's forthcoming regulations, and their impacts to enhancing Metro Transit's current robust system safety and loss control program.

Background:

Metro Transit's Bi-State Safety Oversight reports to the Federal Transit Administration (FTA) and is regulated by Title 49 CFR Part 659. FTA's Section 5329 of MAP 21 requires the Bi-State Safety Oversight to provide an annual status report on the safety of the rail fixed guideway system to the Bi-State Development Board of Commissioners. The Missouri Department of Transportation and Illinois Department of Transportation are appointed as the State Safety Oversight for Metro Transit and share a collaborate approach to implementing an FTA complaint Joint State Safety Oversight Program for Metro Transit.

Analysis:

The Bi-State Safety Oversight oversees MetroLink Operations & Maintenance by verifying compliance with the FTA and state regulations. Specific requirements of Metro's safety and security programs that are subject to the review of the BSSO include:

1. Review and approval of Metro's System Safety Program Plan (**SSPP**)
 - a. System Safety Program Plan: A mandated system safety and loss control plan with twenty one oversight elements to ensure and verify the safety of Metro's rail fixed guideway system.
2. Review and approval of Metro's System Security Plan (**SSP**)
 - a. System Security Plan: A mandated security plan to ensure and verify our response for terrorist recognition as well as a comprehensive overview of Metro's security organization and programs.
3. Review and approval of Metro's Emergency Preparedness Program Plan (EPPP)
 - a. Emergency Preparedness Program Plan: A mandated emergency response plan for Metro's rail fixed guideway to ensure and verify emergency preparedness initiatives are implemented as well as to ensure first responders are familiarized with Metro's System.
4. Adoption of Metro's FTA reportable accident investigations.
5. Review and approval of the required, 21 internal safety and security audits.

The Safety Department will discuss the Bi-State Safety Oversight's collaborative efforts with Metro Transit, as well as a summary of the 2018 Triennial Review and regulation updates.

One important regulation update will focus on MAP-21 requirements specific to the Safety Management System (SMS). SMS is a new component to MAP-21 and requires transit agencies to implement a Safety Management System approach. SMS is a formal, top down approach of identifying hazards and controlling risks in a work and operational environment that continually monitors these methods for effectiveness.

Instituting the Safety Management System through our mandated Public Transportation Agency Safety Plan will ensure a robust comprehensive and compliant safety program, as well as strengthen our current system safety and loss control program.

Committee Action Requested:

No Committee action required. This item is for information only. The presentation will be forwarded to the Board of Commissioners.

Attachment: Bi-State Safety Oversight Presentation to the Board

Open Session Item 10
Attachment



METRO TRANSIT

BI-STATE SAFETY OVERSIGHT

Program Overview for the Bi-State Development
Board of Commissioners



OVERVIEW

TOPICS AND HIGHLIGHTS

Bi-State Safety Oversight Overview
Oversight Functions
System Safety Program Plan
2018 Triennial Review
State Oversight Certification
Collaboration
New Regulations
Safety Management System



OVERVIEW

MISSOURI AND ILLINOIS DEPARTMENT OF TRANSPORTATION OVERSIGHT TEAM

- MoDOT- (1) Program Manager
- IDOT-(1) Program Manager, (4) Program Support Members
- Transportation Resource Associates Contractor Support to Oversight Function



BSSO

VERIFIES
COMPLIANCE
WITH:

- Regulations
- The System Safety Program Plan (SSPP)
- The System Security Plan (SSP)
- The Emergency Preparedness Program Plan (EPPP)
- Metro's Incorporation of SMS into the forthcoming Agency Safety Plan (ASP)

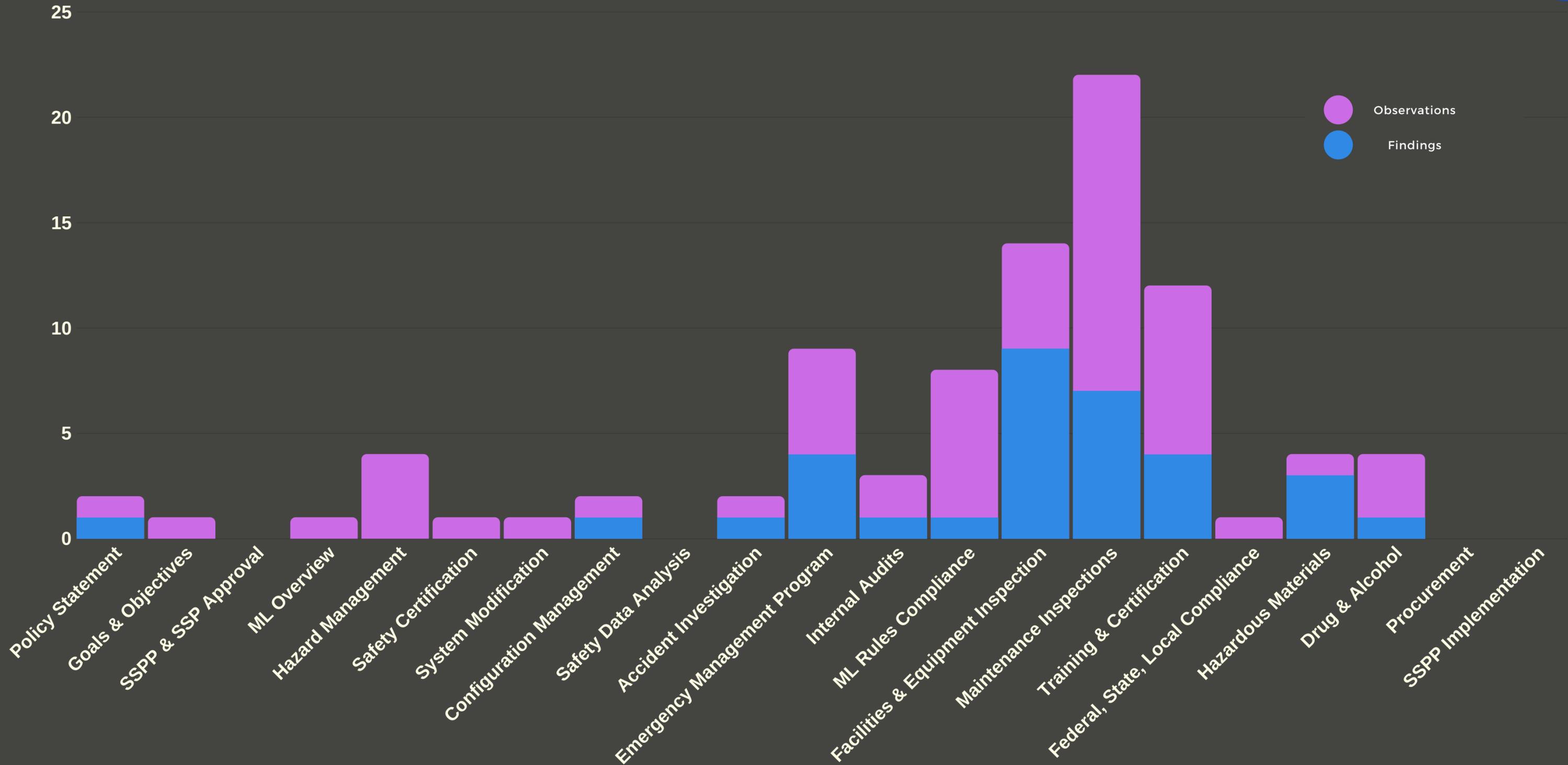


SYSTEM SAFETY PROGRAM PLAN

21 OVERSIGHT ELEMENTS



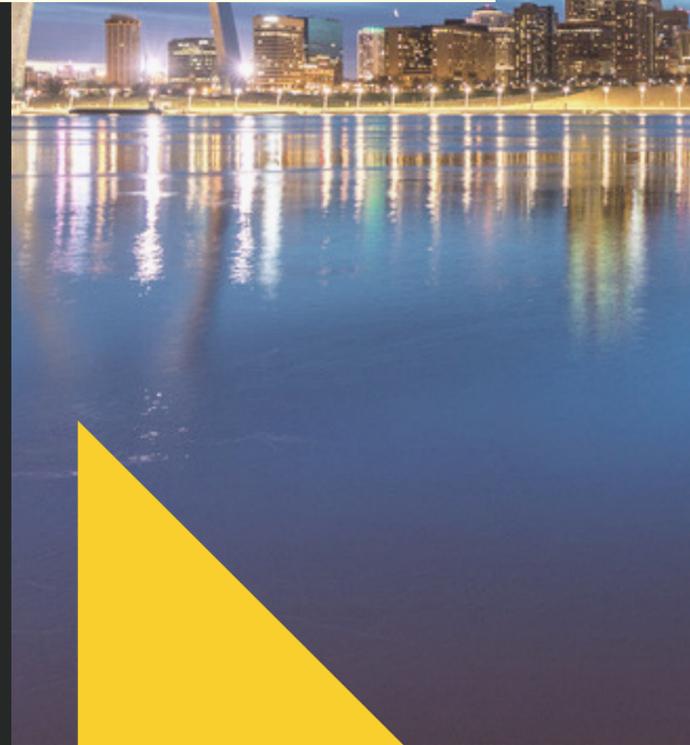
TRIENNIAL REVIEW OF SSPP (JULY 2018)





BSSO RECEIVES MAP-21 CERTIFICATION

Under 49 CFR Part 674 on 9/24/18



IMPACT TO METRO

- Increased Hazard Reporting
- Increased Event Reporting
- New BSSO Program Standard
- New Bus Safety Requirements
- Increased Presence of BSSO





FTA REPORTABLE EVENT CRITERIA

- A collision between a rail transit vehicle and another rail transit vehicle.
- A collision at a grade crossing resulting in serious injury or fatality.
- A collision with a person resulting in serious injury or fatality.
- A collision with an object resulting in serious injury or fatality.
- A runaway train.
- Evacuation due to life safety reasons.
- A derailment (mainline or yard).
- Fires resulting in a serious injury or fatality.



BSSO/METRO COLLABORATION

INTERNAL
AUDITS

EVENT
DEBRIEFS

SAFETY
MEETINGS

FACILITY
INSPECTIONS

SAFETY
CERTIFICATION

VEHICLE
INSPECTIONS

EXERCISES/
DRILLS

BSSO/METRO
MEETING

REGULATION UPDATES



**STATE SAFETY
OVERSIGHT**

**PUBLIC
TRANSPORTATION
SAFETY PROGRAM**

**PUBLIC
TRANSPORTATION
SAFETY CERTIFICATION
TRAINING PROGRAM**

**PUBLIC
TRANSPORTATION
AGENCY SAFETY PLAN**



SAFETY MANAGEMENT SYSTEM COMPONENTS

1

Safety
Management
Policy

2

Safety Risk
Management

3

Safety
Assurance

4

Safety
Promotion



TIMELINE

PHASE 1

- ✓ • Appoint the Accountable Executive
- ✓ • Designate SMS Leads
- ✓ • Brief Metro's Leadership on SMS Principles
- ✓ • Perform the SMS GAP Analysis
- ✓ • Conduct a Safety Culture Survey
- ✓ • Draft Metro's SMS Implementation Plan

PHASE 2

- ✓ • Design the Safety Risk Management Process
- ✓ • Build the Safety Assurance Function
- ✓ • Determine SMS Related Training and Communication

PHASE 3

- Operationalize SMS
- Dissolve the System Safety Program Plan



QUESTIONS?

safety@metrostlouis.org



Date: May 6, 2019

To: Commissioner Zimmerman

From: Taulby Roach, President & CEO
Barbara Enneking, General Counsel
James J. Cali, CPA, Director of Internal Audit

Subject: **Executive Session Agenda Items**

The purpose of this memo is to provide information regarding the Bi-State Development (BSD) Board Policy pertaining Executive Sessions of BSD Board meetings so as to assist in the determination if this current Board Policy and the actions of staff are in compliance with Board intent. Commissioner Zimmerman has specifically requested this information and this memo is directed to his attention, however, it is clearly of interest for the entire Board.

As a public entity, BSD recognizes the importance of conducting its business with openness, transparency and accountability with its constituents, as stated in Section 10.070 of the BSD Board Policies. (See Chapter 10, Board Policies of the Missouri-Illinois Metropolitan District, copy attached.) However as an interstate compact agency, the courts have held that BSD is not subject to the requirements of the Missouri Sunshine Act or the Illinois Freedom of Information Act which govern open records in those states. [*See, e.g., C.T. Hellmuth & Associates, Inc. v. Washington Metropolitan Area Transit Auth.*, 414 F. Supp. 408 (D. Md. 1976) (interstate compact authority was not subject to public information laws of one state); *see also KMOV-TV, Inc. v. Bi-State Development Agency*, 625 F. Supp. 2d 808 (E.D. Mo. 2008).] Therefore, in an effort to transact its business in the most equitable manner, the BSD Board has adopted Board Policies to govern its own public meetings and public records.

Like most public entities, records of BSD are open, however, Section 10.080 governing records, lists 17 reasons under which records of BSD may be closed. These exceptions were drafted based upon a review of the exceptions of both the Missouri and Illinois laws, and designed to reflect those exceptions. *See* Section 10.080, Board Policies. Further, the Board may close its meetings, or any part thereof, pursuant to Board Policy, Section 10.070(B)(5), for any of the circumstances listed for closing records in BSD's Public Records Policy. Consequently, if the subject to be discussed by the Board is provided as an exception to its Public Record Policy then closing the meeting, or a portion of the meeting, is appropriate.

As noted, in 2016, when developing the most recent modifications to Board Policy Chapter 10, a review of the public records laws for the states of Missouri and Illinois was taken into consideration. The Missouri Sunshine Law includes provisions for 24 categories of closed records and the Illinois Freedom of Information Act includes provisions for 34 closed records. In keeping with its mission to conduct business with openness and transparency, Board Policy Chapter 10 was constructed with only 17 unique closed records, which is significantly fewer exemptions than either Missouri or Illinois.

An example of an Agency public record exemption is Board Policy Section 10.080 (17) Protected by Law, which provides that the records and information which are protected from disclosure by law, including federal or state laws or rules or regulations are an exception to BSD's public records. Because BSD accepts federal funds from the Department of Transportation (DOT), 49 CFR Part 15 (copy attached) requires that BSD must hold closed meetings to discuss "Sensitive Security Information" (SSI) pertaining to the security of aviation, maritime, and public transit operations. Pursuant to the regulation all SSI classified items can never be released to the public. Given this DOT requirement and the other public record exemptions designed to protect sensitive or confidential information the Board must discuss certain matters in closed Executive Session.

Both Missouri and Illinois courts have recognized that while transparency in government is favored, there are public policy reasons behind closing discussions or records relating to certain topics. For example, discussing litigation, real estate and contract negotiations in a public session can compromise BSD's position in the litigation or transaction. Ultimately, this can result in greatly increased costs to BSD, and thus, increased expenditure of public funds.

With respect to the Missouri Sunshine Law, the Missouri Court of Appeals noted that the exception from disclosure "is simply legislative recognition that confidentiality is essential to the proper conduct of certain operations of public bodies." Brown v. Weir, 675 S.W.2d 135, 140 (Mo. App. E.D. 1984). "There also exists a proper concern for promoting free and open discussion among members of the Board." Brown, 675 S.W.2d at 140 (internal citations omitted). An example of required confidentiality is personnel situations, as the Missouri Court of Appeals explains:

The policy manifested by this exception is twofold: first, to promote candid discussion by members of the governmental body in considering the listed matters; second, to protect the employee's privacy. . . . The exception is also legislative recognition that confidentiality is essential to the conducting of certain operations by public entities.

Smith v. Sheriff, 982 S.W.2d 775 (Mo. App. E.D. 1998); (emphasis added) (internal citations omitted). See also Paskon v. Salem Memorial Hosp. Dist., 806 S.W.2d 417 (Mo. App. S.D. 1991). (purpose of exception allowing closed is to "encourage uninhibited discussion of qualifications and conduct of one who acts on behalf of public governmental body").

In Illinois there is a "deliberative process exemption" in the Illinois Public Record Act which the Illinois Court of Appeals has noted, "The deliberative process exemption is designed to protect the communications process in government agencies and encourage frank and open discussion among agency employees before a final decision is made . . ." Chicago Tribune Co. v. Cook County Assessor's Office, 109 N.E.3d 172 (Ill. App. 2018).

Note: The Policy does provide that BSD reserves the right to close any record which would be permitted to be closed under any exemption in Missouri or Illinois laws, as amended, if those laws were applicable to the BSD and that BSD also reserves the right to close any record at its discretion if it deems such closure to be in BSD's best interests; however Agency meetings have only been closed for the 17 specific listed reasons.

Further:

The policy reason for the deliberative process exemption is to encourage candid debates within agencies. Id. The government is entitled to withhold documents that reflect the agency's give-and-take leading up to its final decisions. The exemption is designed to protect the quality of the process leading up to the government agency's decision—not the disclosure of the final reports after significant time has passed.

Id. at 880. Thus, in some circumstances, there are policy and legal reasons to close records and meetings. Chapter 10.070-080 of BSD Policies is the Board's recognition of those policy concerns for BSD.

Moreover, like the Missouri and Illinois law, Board Policy Section 10.070(E) does provide that minutes of a meeting closed to the public or from a closed Executive Session may be available after the Board determines that it is no longer necessary to protect the public interest or the privacy of an individual by keeping them confidential. In determining whether closed minutes and votes should be opened, the Board shall be guided by its Public Records Policy and the exemptions set forth therein, and whether any matters considered in such closed meetings or sessions have since become public. The minutes or any parts thereof, and vote on such matter may be made public at the discretion of the Board and identified in the open meeting minutes as "Closed Session Items Made Public." Therefore there is a current Board Policy mechanism for making public the minutes of closed meetings, or portions thereof, which are no longer deemed required to be closed or in the public interest to become open.

cc: Board of Commissioners

Open Session Item 11
Attachment 1

COLLECTED BOARD POLICIES
OF THE
BI-STATE DEVELOPMENT AGENCY
OF THE
MISSOURI-ILLINOIS METROPOLITAN DISTRICT

Chapter 10. Board of Commissioners

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Section 10.010 Agency Compact and Implementing Statutes

Section 10.010.1 Agency Compact

COMPACT BETWEEN MISSOURI AND ILLINOIS CREATING THE BI-STATE DEVELOPMENT AGENCY AND THE BI-STATE METROPOLITAN DISTRICT.

The states of Missouri and Illinois enter into the following agreement:

ARTICLE I

They agree to and pledge each to the other faithful cooperation in the future planning and development of the Bi-State metropolitan district, holding in high trust for the benefit of its people and of the nation the special blessings and natural advantages thereof.

ARTICLE II

To that end the two states create a district to be known as the “Bi-State Metropolitan Development District” (herein referred to as “The District”) which shall embrace the following territory: The city of St. Louis and the counties of St. Louis and St. Charles and Jefferson in Missouri, and the counties of Madison, St. Clair, and Monroe in Illinois.

ARTICLE III

There is created “The Bi-State Development Agency of the Missouri-Illinois Metropolitan District” (herein referred to as “The Bi-State Agency”) which shall be a body corporate and politic. The Bi-State agency shall have the following powers:

- (1) To plan, construct, maintain, own and operate bridges, tunnels, airports and terminal facilities and to plan and establish policies for sewage and drainage facilities;
- (2) To make plans for submission to the communities involved for coordination of streets, highways, parkways, parking areas, terminals, water supply and sewage and disposal works, recreational and conservation facilities and projects, land use pattern and other matters in which joint or coordinated action of the communities within the areas will be generally beneficial;
- (3) To charge and collect fees for use of the facilities owned and operated by it;
- (4) To issue bonds upon the security of the revenues to be derived from such facilities; and, or upon any property held or to be held by it;
- (5) To receive for its lawful activities any contributions or moneys appropriated by municipalities, counties, state or other political subdivisions or agencies; or by the federal government or any agency or officer thereof;
- (6) To disburse funds for its lawful activities, and fix salaries and wages of its officers and employees;

(7) To perform all other necessary and incidental functions; and

(8) To exercise such additional powers as shall be conferred on it by the legislature of either state concurred in by the legislature of the other or by act of congress.

No property now or hereafter vested in or held by either state, or by any county, city, borough, village, township or other political subdivision, shall be taken by the Bi-State agency without the authority or consent of such state, county, city, borough, village, township or other political subdivision, nor shall anything herein impair or invalidate in any way any bonded indebtedness of such state, county, city, borough, village, township or other political subdivision, nor impair the provisions of law regulating the payment into sinking funds of revenues derived from municipal property, or dedicating the revenues derived from any municipal property to a specific purpose.

Unless and until otherwise provided, it shall make an annual report to the governor of each state, setting forth in detail the operations and transactions conducted by it pursuant to this agreement and any legislation there under.

Nothing contained in this compact shall impair the powers of any municipality to develop or improve terminal or other facilities.

The Bi-State agency shall from time to time make plans for the development of the district; and when such plans are duly approved by the legislatures of the two states, they shall be binding upon both states with the same force and effect as if incorporated in this compact.

The Bi-State agency may from time to time make recommendations to the legislatures of the two states or to the Congress of the United States, based upon study and analysis, for the improvement of transportation, terminal, and other facilities in the district.

The Bi-State agency may petition any interstate commerce commission (or like body), public service commission, public utilities commission (or like body), or any other federal, municipal, state or local authority, administrative, judicial or legislative, having jurisdiction in the premises, for the adoption and execution of any physical improvements, change in method, rate of transportation, system of handling freight, warehousing, docking, lightering, or transfer of freight, which, in the opinion of the Bi-State agency, may be designed to improve or better the handling of commerce in and through the district, or improve terminal and transportation facilities therein. It may intervene in any proceeding affecting the commerce of the district.

ARTICLE IV

The Bi-State agency shall consist of ten commissioners, five of whom shall be resident voters of the state of Missouri and five of whom shall be resident voters of the state of Illinois. All commissioners shall reside within the Bi-State district, the Missouri members to be chosen

by the state of Missouri and the Illinois members by the state of Illinois in the manner and for the terms fixed by the legislature of each state except as herein provided.

ARTICLE V

The Bi-State agency shall elect from its number a chairman, a vice chairman, and may appoint such officers and employees as it may require for the performance of its duties, and shall fix and determine their qualifications and duties.

Until otherwise determined by the legislatures of the two states no action of the Bi-State agency shall be binding unless taken at a meeting at which at least three members from each state are present, and unless a majority of the members from each state present at such meeting shall vote in favor thereof. Each state reserves the right hereafter to provide by law for the exercise of the veto power by the governor thereof over any action of any commissioner appointed there from.

Until otherwise determined by the action of the legislature of the two states, the Bi-State agency shall not incur any obligations for salaries, office or other administrative expenses, prior to the making of appropriations adequate to meet the same.

The Bi-State agency is hereby authorized to make suitable rules and regulations not inconsistent with the constitution or laws of the United States or of either state, or of any political subdivision thereof, and subject to the exercise of the power of congress, for the improvement of the district, which when concurred in or authorized by the legislatures of both states, shall be binding and effective upon all persons and corporations affected thereby.

The two states shall provide penalties for violations of any order, rule or regulation of the Bi-State agency, and for the manner of enforcing same.

ARTICLE VI

The Bi-State agency is authorized and directed to proceed with the development of the district in accordance with the articles of this compact as rapidly as may be economically practicable and is vested with all necessary and appropriate powers not inconsistent with the constitution or the laws of the United States or of either state, to effectuate the same, except the power to levy taxes or assessments.

It shall render such advice, suggestion and assistance to all municipal officials as will permit all local and municipal improvements, so far as practicable, to fit in with the plan.

ARTICLE VII

In witness thereof, we have hereunto set our hands and seals under authority vested in us by law.

(Signed) In the presence of:

(Signed)

*RSMo Section 70.370; 45 ILCS 100/1
Ratified by Congress, 64 Stat. 568 (January 3, 1950)*

Section 10.010.2 Compact Amendment: Additional Power

Additional powers of Bi-State agency.--

In further effectuation of that certain compact between the states of Missouri and Illinois heretofore made and entered into on September 20, 1949, the Bi-State Development Agency created by and under the aforesaid compact, is authorized to exercise the following powers in addition to those heretofore expressly authorized by the aforesaid compact:

1. 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;

2. To acquire by gift, purchase or lease; to plan, construct, operate, maintain, or lease to or contract with others for operation and maintenance; or lease, sell or otherwise dispose of to any person, firm or corporation, subject to such mortgage, pledge or other security arrangements that the Bi-State Development Agency may require, facilities for the receiving, transferring, sorting, processing, treatment, storage, recovery and disposal of refuse or waste, and facilities for the production, conversion, recovery, storage, use, or use and sale of refuse or waste derived resources, fuel or energy and industrial parks adjacent to and necessary and convenient thereto;

3. To contract with municipalities or other political subdivisions for the services or use of any facility owned or operated by the Bi-State agency, or owned or operated by any such municipality or other political subdivision;

4. To borrow money for any of the authorized purposes of the Bi-State Development Agency and to issue the negotiable notes, bonds or other instruments in writing of the Bi-State Development Agency in evidence of the sum or sums to be borrowed;

5. To issue negotiable refunding notes, bonds or other instruments in writing for the purpose of refunding, extending or unifying the whole or any part of its valid indebtedness from time to time outstanding, whether evidenced by notes, bonds or other instruments in writing;

6. To provide that all negotiable notes, bonds or other instruments in writing issued either pursuant to subdivision (4) or pursuant to subdivision (5) hereof shall be payable, both as to principal and interest, out of the revenues collected for the use of any facility or combination of facilities owned or operated or owned and operated by the Bi-State Development Agency, or out of any other resources of the Bi-State Development Agency, and may be further secured by a mortgage or deed of trust upon any property owned by the Bi-State Development Agency. All notes, bonds or other instruments in writing issued by the Bi-State Development Agency as herein provided shall mature in not to exceed thirty years from the date thereof, shall bear interest at a rate not exceeding fourteen percent per annum, and shall be sold for not less than ninety-five percent of the par value thereof. The Bi-State Development Agency shall have the power to prescribe the details of such notes, bonds or other instruments in writing, and of the issuance and sale thereof, and shall have power to enter into covenants with the holders of such notes, bonds or other instruments in writing, not inconsistent with the powers herein granted to the Bi-State Development Agency, without further legislative authority;

7. To condemn any and all rights or property, of any kind or character, necessary for the purposes of the Bi-State Development Agency, subject, however, to the provisions of the aforesaid compact; provided, however, that no rights or property of any kind or character, now or hereafter owned, leased, controlled, operated or used, in whole or in part, by any common carrier engaged in interstate commerce or by any grain elevator, shall be taken or appropriated by the Bi-State Development Agency without first obtaining the written consent and approval of such common carrier or of the owner or operator of such grain elevator. If the property to be condemned be situated in the state of Illinois, the said agency shall follow the procedure of the act of the state of Illinois providing for the exercise of the right of eminent domain, and if the property to be condemned be situated in the state of Missouri, the said agency shall follow the procedure provided by the laws of the state of Missouri for the appropriation of land or other property taken for telegraph, telephone or railroad rights-of-way;

8. To contract and to be contracted with, and to sue and to be sued in contract;

9. To issue bonds for industrial, manufacturing or commercial facilities located within the Bi-State metropolitan district upon the security of the revenue to be derived from such facilities; and, or upon any property held or to be held by it.

RSMo Section 70.373; 45 ILCS 110/1

Ratified by Congress January 7, 1959; further amended and ratified by Congress January 3, 1985

Section 10.010.3 Compact Amendment: Safety and Order

Power to employ persons to enforce rules--power of personnel, jurisdiction--issuance of citation--procedure upon arrest-- training--agency may adopt rules--violation of rules, penalty.—

1. The Bi-State Development Agency shall have the power to employ or appoint personnel to maintain safety and order and to enforce the rules and regulations of the agency upon the public mass transportation system, passenger transportation facilities, conveyances, and other property that the agency may own, lease, or operate, except Bi-State may only employ peace officers through contracts with law enforcement agencies within the Bi-State service area. The board of commissioners of the Bi-State Development Agency shall determine the qualifications and duties of such personnel, subject to the limitations set forth in this section.

2. All persons designated under subsection 1 of this section by the Bi-State Development Agency to serve as personnel shall have the power to give warnings or to issue citations for violations of the rules and regulations of the agency and for any violation of section 70.441* (or a similar section under Illinois law) to request identification from those violators, and to remove those violators from the passenger transportation facilities or other property owned, leased or operated by the agency. All contracted personnel who are certified as peace officers shall also have the power to detain and to make arrests for the purpose of enforcing the rules and regulations of the agency and the provisions of section 70.441* (or a similar section under Illinois law). The personnel designated by the Bi-State Development Agency under subsection 1 of this section are authorized to use only the equipment that is issued by the agency, and only while in the performance of their duties or while in direct transit to or from a duty assignment on the passenger transportation facilities and conveyances owned, controlled, or operated by the agency. No personnel shall be issued any weapons, which can cause bodily harm.

3. The jurisdiction of the personnel designated by the Bi-State Development Agency under subsection 1 of this section shall be limited to passenger transportation facilities and conveyances (including bus stops) owned, controlled, or operated by the agency, but this restriction shall not limit the power of such persons to make arrests throughout the area in which the agency operates any public mass transportation system for violations committed upon or against those facilities from within or outside those facilities while such personnel are in hot or close pursuit of the violator. Nothing contained in this section shall either:

(1) Relieve either signatory state or any political subdivision or agency of those states from its duty to provide police, fire, and other public safety service and protection;
or

(2) Limit, restrict or interfere with the jurisdiction of or the performance of duties of existing police, fire, and other public safety agencies.

4. A citation issued by personnel designated under subsection 1 of this section shall be considered a release on the personal recognizance of the violator, provided that

the citation shall contain a time and date for the appearance of the violator in circuit court to contest or admit the charges. Any violator failing to appear in circuit court when required to do so shall be subject to arrest upon order of the court. The circuit court may establish a schedule for the amount of fines for violations of section 70.441 (or a similar section under Illinois law). The court shall allow for the payment of the fine and court costs by mail instead of a court appearance for a violation in which the only penalty authorized by this section or section 70.441 is a fine.

5. Those designated as personnel under subsection 1 of this section shall, upon the apprehension or arrest of any person, either issue a summons or citation against the person or deliver the person to the duly constituted police or judicial officer of the signatory state or political subdivision where the arrest is made, for disposition as required by law.

6. The Bi-State Development Agency shall provide for the training of personnel designated under subsection 1 of this section by the agency, and for this purpose the agency may enter into contracts or agreements for security training. The training requirements for personnel of the agency that are given the power of arrest shall be as provided by state law and by regulation of the state agency or official designated by the state to establish those regulations.

7. The Bi-State Development Agency shall have the power to enter into agreements with the signatory states, their political subdivisions, the public safety agencies located in those states, and agencies of the federal government for mutual assistance and for the delineation of the functions and responsibilities between those designated as personnel under subsection 1 of this section and the duly constituted police, fire and other public safety agencies.

8. The Bi-State Development Agency shall have the power to adopt rules and regulations for the proper operation of its passenger transportation facilities and conveyances and for the proper conduct by all persons making use of its facilities and conveyances, including its parking lots and all property used by the public. Notwithstanding the provisions of article V of the compact creating the Bi-State Development Agency, any rules and regulations adopted under this subsection need not be concurred in or specifically authorized by the legislatures of either state. In the event that any such rules and regulations of the Bi-State Development Agency contravene the laws, rules or regulations of a signatory state or its agency, the laws, rules and regulations of the signatory state or its agency shall apply, and the conflicting portions of the rules or regulations of the Bi-State Development Agency shall be void within the jurisdiction of that signatory state. In the event that any rules or regulations of the Bi-State Development Agency contravene the ordinances of any political subdivisions of the signatory states, the conflicting ordinances shall be void in or upon all agency passenger transportation facilities and conveyances. The rules and regulations of the Bi-State Development Agency shall be uniform whenever possible throughout the area in which any passenger transportation facility or conveyance of the agency is located. The rules and regulations, and the amounts of fines for their violation adopted by the Bi-State Development Agency shall be adopted by the agency's board of commissioners in accordance with all standards of due process, including, but not limited to, the holding of public hearings and subsequent publication of the agency rules and regulations and the

amounts of fines for their violation in a manner designed to make them readily available to the public.

9. Unless a greater penalty is provided by the laws of the signatory states, any violation of the rules and regulations of the agency shall constitute an infraction for which the authorized punishment shall be a fine of not less than twenty-five dollars and not greater than two hundred fifty dollars, in addition to court costs.

10. The board of commissioners of the Bi-State Development agency shall establish the amount of fines for each violation of the rules and regulations of the agency within the limits of subsection 9 of this section.

11. Judges and clerks of the circuit courts having jurisdiction in the signatory states shall have the authority to impose, collect and enforce penalties for, and for failure to pay fines for, violations of the rules and regulations of the agency in the same manner as penalties are imposed, collected and enforced in the respective signatory states.

*RSMo Section 70.378; 45 ILCS 110/5
Ratified by Congress January 3, 1996*

Section 10.010.4 Implementing Statutes

[Note: The following statutes are essentially identical for Missouri and Illinois; differences between the two states' statutes are indicated by bracketed language or ellipsis where non-substantive language was omitted.]

Commissioners; appointment

Within ninety days after this act becomes effective the governor shall, by and with the advice and consent of the Senate, appoint five commissioners of the Bi-State Development Agency created by compact between the states of Missouri and Illinois. If the Senate is not in session at the time for making any appointment, the Governor shall make a temporary appointment as in case of a vacancy. All commissioners so appointed shall be qualified voters of the State of [Missouri/Illinois] and shall reside within the Bi-State Development District established by the compact.

RSMo Section 70.380; 45 ILCS 105/1

Term

Of the commissioners first appointed one shall be appointed to serve for a term of one year, one for two years, one for three years, one for four years and one for five years. At the expiration of the term of each commissioner and of each succeeding commissioner, the governor shall, by and with the advice and consent of the senate, appoint a successor who shall hold office for a term of five years if such successor is appointed to fill a commissioner position described in

subsection 1 of this section. If a commissioner is appointed to fill the commissioner position described in subsection 2 of this section, then such commissioner shall hold office for a term of three years. Each commissioner shall hold office until his or her successor has been appointed and qualified.

RSMo Section 70.390;

Of the Commissioners first appointed one shall be appointed to serve for a term of one year, one for two years, one for three years, one for four years and one for five years from the third Monday in January following his appointment. At the expiration of the term of each commissioner and of each succeeding commissioner, the governor shall, by and with the advice and consent of the Senate, appoint a successor who shall hold office for a term of five years. Each commissioner shall hold office until his successor has been appointed and qualified. One Commissioner shall be designated as chairman of the Illinois delegation.

45 ILCS 105/2

Vacancies

Vacancies occurring in the office of any commissioner shall be filled by appointment by the Governor, by and with the advice and consent of the Senate, for the unexpired term. In any case of vacancy, while the Senate is not in session, the Governor shall make a temporary appointment until the next meeting of the Senate, when he shall nominate some person to fill such office.

RSMo Section 70.400; 45 ILCS 105/3

Compensation

The commissioners shall serve without compensation but shall be entitled to be reimbursed for the necessary expenses incurred in the performance of their duties.

RSMo Section 70.410; 45 ILCS 105/4

Powers and duties

The commissioners shall have the powers and duties and be subject to the limitations provided for in the compact entered into between the two States, and together with five commissioners from the State of [Missouri/Illinois] shall form the “Bi-State Development Agency”.

RSMo Section 70.420; 45 ILCS 105/5

Conference by communications equipment

Conference by communications equipment. The commissioners of the Bi-State Development Agency may participate in a committee or board meeting by conference telephone or other communication equipment if all persons attending the meeting, including the general public, can hear and communicate with the commissioners when appropriate. Participation in a committee or board meeting in this manner by a commissioner shall constitute presence in person at the meeting. [The committee or board meetings referenced herein shall be considered public meetings subject to chapter 610, RSMo, and shall be reasonably accessible to the public.]

RSMo Section 70.421; 45 ILCS 105/9

Violations

(a) As used in this Section, the following terms have the following meanings:

1. “Agency” means the Bi-State Development Agency created by the Bi-State Development Compact Act.

2. “Conveyance” includes a bus, paratransit vehicle, light rail vehicle, rapid transit car or train, locomotive, or other vehicle used or held for use by the Agency as a means of transportation of passengers.

3. “Facilities” include all property and equipment, including, without limitation, rights of way and related trackage, rails, signals, power, fuel, communication and ventilation systems, power plants, stations, terminals, signage, storage yards, depots, repair and maintenance shops, yards, offices, parking lots, and other real estate or personal property used or held for or incidental to the operation, rehabilitation, or improvement of any public mass transportation system of the Agency.

4. “Person” means any individual, firm, co-partnership, corporation, association, or company.

5. “Sound production device” includes, but is not limited to, any radio receiver, phonograph, television receiver, musical instrument, tape recorder, cassette player, speaker device, and any sound amplifier.

(b) In interpreting or applying this Section, the following apply:

1. Any act otherwise prohibited by this Section is lawful if specifically authorized by agreement, permit, license, or other writing duly signed by an authorized officer of the Agency or if performed by an officer, employee, or designated agent of the Agency acting within the scope of his or her employment or agency.

2. Rules shall apply with equal force to any person assisting, aiding, or abetting another, including a minor, in any of the acts prohibited by the rules or assisting, aiding, or abetting another in the avoidance of any of the requirements of the rules.

3. The singular shall mean and include the plural; the masculine gender shall mean the feminine and the neuter genders; and vice versa.

(c) No person shall use or enter upon the conveyances of the Agency without payment of the fare or other lawful charges established by the Agency. Any person or any conveyance must have properly validated fare media in his or her possession. This ticket must be valid to or from the station the passenger is using and must have been used for entry for the trip when being taken.

(d) No person shall use any token, pass, badge, ticket, document, transfer, card, or fare media to gain entry to the facilities or conveyances of or make use of the services of the Agency, except as provided, authorized, or sold by the Agency and in accordance with any restriction on its use imposed by the Agency.

(e) No person shall enter upon parking lots designated by the Agency as requiring payment to enter, either by electronic gate or parking meters, where the cost of the parking fee is visibly displayed at each location, without payment of those fees or other lawful charges established by the Agency.

(f) Except for employees of the Agency acting within the scope of their employment, no person shall sell, provide, copy, reproduce, produce, or create any version of any token, pass, badge, ticket, document, transfer, card, or any other fare media or otherwise authorize access to or use of the facilities, conveyances, or services of the Agency without the written permission of an authorized representative of the Agency.

(g) No person shall put or attempt to put any paper, article, instrument, or item, other than a token, ticket, badge, coin, fare card, pass, transfer, other access authorization, or other fare media issued by the Agency and valid for the place, time, and manner in which used, into any fare box, pass reader, ticket vending machine, parking meter, parking gate, or other fare collection instrument, receptacle, device, machine, or location.

(h) Tokens, tickets, fare cards, badges, passes, transfers, or other fare media that have been forged, counterfeited, imitated, altered, or improperly transferred or that have been used in a manner inconsistent with this Section shall be confiscated.

(i) No person may perform any act that would interfere with the provision of transit service or obstruct the flow of traffic on facilities or conveyances or that would in any way interfere or tend to interfere with the safe and efficient operation of the facilities or conveyances of the Agency.

(j) All persons on or in any facility or conveyance of the Agency shall:

1. Comply with all lawful orders and directives of any Agency employee acting within the scope of his or her employment.

2. Obey any instructions on notices or signs duly posted on any Agency facility or conveyance.

3. Provide accurate, complete, and true information or documents requested by Agency personnel acting within the scope of their employment and otherwise in accordance with law.

(k) No person shall falsely represent himself or herself as an agent, employee, or representative of the Agency.

(l) No person on or in any facility or conveyance shall:

1. Litter, dump garbage, liquids, or other matter, or create a nuisance, hazard, or unsanitary condition (including, but not limited to, spitting or urinating, except in facilities provided).

2. Drink any alcoholic beverage or possess any opened or unsealed container of alcoholic beverage, except on premises duly licensed for the sale of alcoholic beverages, such as bars and restaurants.

3. Enter or remain in any facility or conveyance while his or her ability to function safely in the environment of the Agency transit system is impaired by the consumption of alcohol or by the taking of any drug.

4. Loiter or stay on any facility of the Agency.

5. Consume foods or liquids of any kind, except in those areas specifically authorized by the Agency.

6. Smoke or carry an open flame or lighted match, cigar, cigarette, pipe, or torch, except in those areas or locations specifically authorized by the Agency.

7. Throw or cause to be propelled any stone, projectile, or other article at, from, upon, or in a facility or conveyance.

(m) No weapon or other instrument intended for use as a weapon may be carried in or on any facility or conveyance, except for law enforcement personnel. For these purposes, a “weapon” includes, but not limited to, a firearm, switchblade knife, sword, any instrument of any kind known as a blackjack, billy club, or club, sandbag, metal knuckles, leather bands studded with metal, wood impregnated with metal filings or razor blades, except that this subsection shall not apply to a rifle or shotgun that is unloaded and carried in any enclosed case, box, or other container that completely conceals the item from view and identification as a weapon.

(n) No explosives, flammable liquids, acids, fireworks, or other highly combustible materials or radioactive materials may be carried on or in any facility or conveyance, except as authorized by the Agency.

(o) No person, except as specifically authorized by the Agency, shall enter or attempt to enter into any area not open to the public, including, but not limited to, motorman's cabs, conductor's cabs, bus operator's seat location, closed-off areas, mechanical or equipment rooms, concession stands, storage areas, interior rooms, tracks, roadbeds, tunnels, plants, shops, barns, train yards, garages, depots, or any area marked with a sign restricting access or indicating a dangerous environment.

(p) No person may ride on the roof, the platform between rapid transit cars, or on any other areas that are outside any rapid transit car or bus or other conveyance operated by the Agency.

(q) No person shall extend his or her hand, arm, leg, head, or other part of his or her person or extend any item, article, or other substance outside of the window or door of a moving rapid transit car, bus, or other conveyance operated by the Agency.

(r) No person shall enter or leave a rapid transit car, bus or other conveyance operated by the Agency except through the entrances and exits provided for that purpose.

(s) No animals may be taken on or into any conveyance or facility except the following:

1. An animal enclosed in a container, accompanied by the passenger, and carried in a manner that does not annoy other passengers.

2. Working dogs for law enforcement agencies, agency dogs on duty, dogs properly harnessed and accompanying blind or hearing impaired persons to aid those persons, or dogs accompanying trainers carrying a certificate of identification issued by a dog school.

(t) No vehicle shall be operated carelessly, negligently, or in disregard of the rights or safety of others or without due caution and circumspection or at a speed or in a manner as to be likely to endanger persons or property on facilities of the Agency. The speed limit on parking lots and access roads shall be posted as 15 miles per hour unless otherwise designated.

(u) Unless a greater penalty is otherwise provided by the laws of the State, any violation of this Section shall constitute a misdemeanor, and any person committing a violation of this Section shall be subject to arrest and, upon conviction in a court of competent jurisdiction, shall pay a fine in an amount not less than \$25 and no greater than \$250 per violation, in addition to court costs. Any default in the payment of a fine imposed under this Section without good cause shall result in imprisonment for not more than 30 days.

(v) Unless a greater penalty is provided by the laws of the State, any person convicted a second or subsequent time for the same offense under this Section shall be sentenced to pay a fine of not less than \$50 nor more than \$500, in addition to court costs, or to undergo imprisonment for up to 60 days, or both a fine and imprisonment.

(w) Any person failing to pay the proper fare, fee, or other charge for use of the facilities and conveyances of the Agency shall be subject to payment of that charge as part of the judgment against the violator. All proceeds from judgments for unpaid fares or charges shall be directed to the appropriate Agency official.

(x) As used in this Section, the term “conviction” includes all pleas of guilty and findings of guilt.

(y) Stalled or disabled vehicles may be removed from the roadways of the Agency property by the Agency and parked or stored elsewhere at the risk and expense of the owner.

(z) Motor vehicles that are left unattended or abandoned on the property of the Agency for a period of over 72 hours may be removed as provided for in Article II of Chapter 4 of the Illinois Vehicle Code [625 ILCS 5/4-201 et seq.], except that the removal may be authorized by personnel designated by the Agency.

RSMo Section 70.441; 45 ILCS 110/6 (Missouri and Illinois Statutes slightly different)

Section 10.020 Board Bylaws

**BYLAWS
of the
BI-STATE DEVELOPMENT AGENCY
of the
MISSOURI-ILLINOIS METROPOLITAN DISTRICT**

ARTICLE I – DEFINITIONS

A. Definitions. For all purposes of these By laws, unless the context clearly requires otherwise, the following terms shall have the following meanings:

1. Agency. The term “Agency” or “Bi-State Development Agency” shall refer to the Bi-State Development Agency of the Missouri-Illinois Metropolitan District, a governmental unit formed by an interstate compact between the States of Missouri and Illinois.

RSMo Section 70.370, Art. II; 45 ILCS 100/1, Art. II

2. Board. The term “Board” or “Board of Commissioners” shall refer to the Board of Commissioners of the Agency, the governing body of the Agency under the Compact.

RSMo Section 70.370, Art. IV; 45 ILCS 100/1, Art. IV

3. Chair. The term “Chair” shall refer to the Chair of the Board of Commissioners elected pursuant to these, the Compact and the policies and procedures of the Agency.

RSMo Section 70.370, Art. V; 45 ILCS 100/1, Art. V

4. Commissioner. The term “Commissioner” shall refer to a member of the Board of Commissioners of the Agency.

RSMo Section 70.370, Art. IV; 45 ILCS 100/1, Art. IV

5. Compact. The term “Compact” shall refer to the interstate compact entered into between States of Missouri and Illinois pursuant to Section 70.370 of the Missouri Revised Statutes and 45 ILCS 100/1 of the Illinois Compiled Statutes, respectively, each as amended, and approved by the Congress of the United States under Public Law 743, Chapter 829, approved August 31, 1950, pursuant to Article I, Section 10, Clause 3 of the United States Constitution.

6. District. The term “District” shall refer to the Missouri – Illinois Metropolitan District established under the Compact.

RSMo Section 70.370, Art. II; 45 ILCS 100/1, Art. II

7. President & Chief Executive Officer (President & CEO). The term “President & CEO” shall refer to the President & CEO of the Agency.

ARTICLE II – BOARD OF COMMISSIONERS

The Board of Commissioners of the Agency shall consist of those persons qualified and appointed pursuant to the provisions of the Compact.

RSMo Section 70.370, Art. IV; 45 ILCS 100/1, Art. IV

ARTICLE III – OFFICERS

A. Election of Officers. At a regular or special meeting called for that purpose, the members of the Board shall, in June of each year, elect from among the members of the Board a Chair and a Vice-Chair, one of whom shall be a resident of Illinois and one a resident of Missouri; a Secretary and a Treasurer, one of whom shall be a resident of Illinois and one a resident of Missouri.

B. Term of Office and Succession. All officers shall hold office for a term of one year or until their successors are elected and qualified. No Commissioner shall be eligible to serve more than two successive terms in the same office. Upon the expiration of two successive full terms in the office of Chair, no Commissioner who has the state of residence of the Chair whose successive terms shall have expired shall be eligible for election as Chair.

C. Vacancies. Upon the vacancy of the office of Chair for any reason during a term of office, the Vice-Chair shall succeed to the office of Chair for the balance of the unexpired term, unless the Board determines to elect from among the members of the Board an officer to fill such vacancy. Upon the vacancy of any other office for any reason during the term of office, the members of the Board shall, at the next regular or at a special meeting called for that purpose, elect from among the members of the Board an officer or officers to fill any such vacancy in accordance with the provisions of these .

D. Duties of Officers.

1. Chair. The Chair shall preside at all meetings of the Board, shall have general supervision of the affairs of the Agency, and shall see that all orders and resolutions of the Board are carried into effect; subject, however, to the right of the Board to delegate any specific powers to any

other officer or officers of the Agency. The Chair shall execute all documents requiring the seal of the Agency.

2. Vice Chair. The Vice-Chair shall perform such duties as shall be assigned by the Board or by the Chair. In the absence or disability of the Chair, the Vice-Chair shall perform the duties and exercise the powers of the Chair with the same force and effect as if performed by the Chair, and shall be subject to all restrictions imposed upon the Chair.
3. Secretary. The Secretary shall record or cause to be recorded all votes and the minutes of all proceedings of the Board in a minute book to be kept for that purpose. The Secretary shall keep or cause to be kept in safe custody the seal of the Agency and, when authorized by the Chair or Vice-Chair, shall affix the seal to any instrument requiring the seal and, when so ordered, provide an attestation thereof, shall give, or cause to be given, a notice as required of all meetings of the Board and shall perform such other duties as may be prescribed from time to time by the Board.
4. Treasurer. The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements in books of the Agency to be maintained for such purpose, shall deposit or cause to be deposited all moneys and other valuable effects of the Agency in the name and to the credit of the Agency in depositories designated by the Board or in accordance with its policies, and shall disburse or cause to be disbursed the funds of the Agency as may be ordered by the Board.
5. Other Officers. The Board may appoint such other officers and agents, as it shall deem expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

RSMo Section 70.370, Art. V; 45 ILCS 100/1, Art. V

E. Delegation of Power. In case of absence of any officer of the Agency or for any other reason that the Board may deem sufficient, the Board may delegate the powers or duties of such officer to any other officer or to any other officer or to any Commissioner for the time being.

F. Removal. Any officer elected or appointed by the Board may be removed at any time with or without cause by the Board.

G. Compensation. The members of the Board shall receive no salary. However, nothing contained herein shall be construed to preclude any Commissioner or officer from receiving expenses, if any, while in the exercise of Agency duties or in the performance of business of the Agency.

RSMo Section 70.410; 45 ILCS 105/4

H. Bonds. The Board may require any and all of the officers or employees to give bond to the Agency with sufficient surety or sureties, conditioned for the faithful performance of the duties of their respective offices, and to comply with such other conditions as may from time to time be required by the Board.

I. Area Representation. The Chair shall annually appoint with the advice and consent of the Board, at least one Commissioner to represent the City of St. Louis and each of the counties in the District. Commissioners will be appointed to only one such political subdivision. It is the representative's function to make this representation known to the chief executive officer and officials or appointees of that subdivision concerned with Agency matters so that each political area has access to the Board on matters that deserve Board attention.

J. Staff. The Board members will appoint the following positions that will report to the Board.

1. President & CEO. There shall be appointed a President & CEO of the Agency pursuant to the provisions of the Compact, these, Board Policy and other applicable law. The President & CEO shall be the chief executive officer of the Agency. The President & CEO shall have direct charge of, and be directly responsible to the Board of Commissioners for the operation of the Agency. The President & CEO shall, so far as his or her duties may permit, attend all meetings of the Board of Commissioners and of the Executive Committee. The President & CEO shall report as needed upon the progress, condition and needs of the Agency at each regular meeting of the Board of Commissioners, and recommend such measures as in his or her judgment will promote the Agency's interests. The President & CEO of the Agency shall be responsible to the Board of Commissioners for the various facilities of the Agency, procurement of staff; the establishment and maintenance of separate programs and services within the Agency; the relationships and coordination of activities; and the planning, development and carrying out of Agency projects. The President & CEO will provide staff assistance as necessary to assist any member of the Board in carrying out the responsibilities of the Board and of any Board office.
2. General Counsel (revised 6/27/08). The General Counsel shall be the chief legal officer of the Agency; shall be selected by the President & CEO, shall be selected in accordance with all applicable laws and regulations, and shall have such duties and responsibilities as may be designated by Board Policy or assigned by the President & CEO.

3. Deputy Secretary. There shall be appointed by the Board of Commissioners a Deputy Secretary of the Agency, who shall serve at the pleasure of the Board of Commissioners. The Deputy Secretary shall transcribe all of the proceedings of all meetings of the Board and its Committees; keep a journal of all proceedings of the Board in which journal the votes of ayes and nays of the Board shall be entered with any reasons for voting or objection to the action of the Board, if requested by any member of the Board; attest all contracts and papers and minutes of the Board and shall affix the Agency seal thereto when ordered to do so by the Board; keep and preserve in the manner prescribed by the Board all records, books, papers, and files belonging to the minutes of each meeting of the Board and prepare under the direction of the Board all reports, estimates, and etc., required by law and by the Board and generally do all things belonging to the office of Secretary of the Board that may be required by the Board. The records, books, papers, and files of the Agency maintained by the Deputy Secretary shall be available as provided by applicable law and Board Policy. The Board may appoint one or more Assistant Secretaries with the authority and duties of the Deputy Secretary in the absence or inability to act as the Deputy Secretary.
4. Internal Auditor. The Internal Auditor shall be appointed by the Board of Commissioners; and shall be the Chief Auditing Officer of the Agency, and serve at the pleasure of the Board of Commissioners.

K. Attendance. Members of the Board will make every effort to attend all board meetings, and meetings of committees to which members are assigned. If a Board member has three (3) absences from Board meetings in any fiscal year of the Agency, without such absences being excused by the Board at the request of the member, the Board may direct the Chair to petition the appropriate Governor to replace the Board member in question.

ARTICLE IV – COMMITTEES OF THE BOARD (revised 8/26/10, 11/18/11, and 11/18/16)

A. Executive Committee. There shall be an Executive Committee of the Board, which shall have the duties and powers enumerated herein and such other duties, and powers as may be prescribed by the Compact or other Board Policy. The Executive Committee shall be composed of the officers of the Board. The Executive Committee shall perform the following general functions and such other matters as may be referred to the Executive Committee from time to time:

1. Assist the Chair in reviewing all major policy issues and public policies affecting the strategic direction of the Agency
2. Assist the Chair in ensuring that the Agency’s continuing direction is consistent with its stated mission and goals

3. Review management recommendations regarding human resource issues and collective bargaining agreements
4. Review and recommend action on matters requiring Commission approval

B. Other Committees (revised 8/26/10, 11/18/11, and 11/18/16). Unless otherwise provided by Board Policy, applicable law, or agreements providing the establishment of committees, the Board Chairman shall, subject to such conditions as may be prescribed by the Board, appoint Board Commissioners to serve as members of standing committees of the Board. All standing committee members shall be appointed for a term of two years beginning in June of alternate years, or until their successors are appointed. Unless otherwise provided by Board Policy, or applicable law or agreement, the Board Chairman shall designate one Commissioner to serve as the chairman of each committee.

In appointing both committee members and committee chairmen, the Board Chairman shall ensure that both Missouri and Illinois Commissioners are fairly represented. Each committee shall be composed of three or more Commissioners, and shall be supported by Agency staff members whose positions in the Agency are appropriate to the purposes and responsibilities of that committee. Should a Commissioner vacate a committee position for any reason during his/her appointed term, or should the Board create a new committee, the Board Chairman shall appoint another Commissioner or Commissioners to fill such vacancy, or new committee positions, as soon as practicable.

Standing committees shall include an Executive Committee, a Nominating Committee, an Audit, Finance & Administration Committee, a Planning Committee, and an Operations Committee. In addition, the Board may, by motion or resolution, appoint other standing or temporary committees as it deems necessary and assign them such duties and powers as may be required to fulfill their purpose.

ARTICLE V – MEETINGS OF THE BOARD (revised 8/26/10)

A. Regular Board Meetings (revised 8/26/10). The regular meetings of the Board shall be held according to a schedule proposed by the Board Chairman and approved by the Board. The time of the meetings shall be 9:00 A.M. unless stated otherwise in the meeting notice.

B. Committee Meetings (revised 8/26/10). Committees shall meet as determined by the committee chairman or by the Board for the conduct of its business. Committees may recommend matters for action to the full Board, but such a recommendation is not required for the Board to act on a matter. A quorum of committee members is not required for a committee to meet or to make recommendations to the Board. Two or more Board committees may meet jointly when it is expedient to mutually discuss and recommend action on a particular matter. Unless otherwise prohibited by Board Policy, or applicable law or agreement, any Board member may attend any committee meeting and may vote on matters presented for that committee's consideration regardless of whether he/she is a member of that committee.

Each committee will be assisted by Agency employees designated by the President/CEO for the purpose of providing staff support to that committee. Pursuant to the statutory requirements governing public meetings, each committee shall provide advance public notice of the date, time and place of its upcoming meeting, and shall keep minutes of all of its proceedings. Minutes are to include the date, time and place of the meeting, the members present and absent, matters discussed by the committee, and the votes attributed to each member of the committee who is eligible to vote. All minutes shall be kept in the offices of the Agency, and the proceedings of each committee meeting shall be reported to the full Board at the Board's next regularly-scheduled or special meeting.

C. Special Meetings. Special meetings of the Board or Committees of the Board may be called at any time by the Board Chair or by two Commissioners; to be held at the principal office of the Agency or at such other place as may be designated in the notice and call of the meeting.

D. Place. All meetings of the Board or a Committee of the Board shall be held in the principal office of the Agency or at such other place as shall be determined from time to time by the Board, and the place at which said meeting shall be held shall be stated in the notice and call of the meeting.

E. Notice.

1. When and How Notice is Given. Written or printed notice of each meeting of the Board or a Committee of the Board, stating the place, day and hour of the meeting and the purpose or purposes for which the meeting is called, shall be delivered or given not less than five days before the date of the meeting, either personally or by mail to all Board members. The notice shall be accompanied by any material which is to be considered in connection with any action proposed to be acted upon at the meeting; provided, however, that nothing contained herein shall preclude a Commissioner from requesting consideration of any matter at any meeting of the Board.
2. Notice May be Given in Writing. Whenever the provisions of these policies require notice to be given to any Commissioner, they shall not be construed to mean personal notice; such notices may be given in writing or by mailing by first class mail, postage prepaid, addressed to such Commissioner at the address of such Commissioner as the same appears in the books of the Agency, and the time when the same shall be mailed will be deemed to be the time of the giving of such notice.
3. Waiver of Notice. A waiver of any notice in writing signed by a Commissioner, whether before or after the time stated in the said waiver for holding a meeting, shall be deemed equivalent to a notice required to be given to any Commissioner.

F. Quorum for Board Meetings. A quorum at any regular or special meeting of the Board shall consist of three Commissioners from the State of Illinois and three Commissioners from the State of Missouri. If a quorum is not present at a properly called meeting, the meeting may be adjourned by those present from time to time until a quorum is present and a notice of such adjourned meeting shall be sent to all Commissioners which notice shall contain the time and place of such adjourned meeting.

RSMo Section 70.370, Art. V; 45 ILCS 100/1, Art. V

G. Telephone Participation. Any member or members of the Board or of any Committee designated by the Board or by the Chair may participate in a meeting of the Commissioners or any Committee of the Board by means of conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other, and with the recording of that meeting becoming a part of the official Agency records. Participation in such a meeting shall constitute attendance and presence in person at the meeting of the member or members so participating. Telephone participation by Commissioners shall only be permitted when in the judgment of the Chair, the Acting Chair, or the President & CEO such participation is necessary to the conduct of Agency business.

RSMo Section 70.421; 45 ILCS 105/9

H. Meeting Conduct.

1. Roberts Rules of Order. The Chair will conduct board meetings under informal Roberts Rules of Order. Issues may be discussed by the Board as a committee of the whole. In order to ensure order, the Chair (or a majority motion) may, for an individual meeting, require strict adherence to Roberts Rules of Order, current U.S. edition.
2. Authorized Speakers. Persons authorized to speak at the board meetings are the Commissioners and President & CEO. Other Agency staff or agents may be called upon to participate in meetings at the sole discretion of the Board. Persons wishing to address the Commissioners may do so only upon an advance request (preferably in time for the public notice agenda) provided that the matter is appropriate, is delivered in an orderly and brief manner, and does not interfere with the Board's timely conduct of business as determined by the Chair.

ARTICLE VI – BOARD POLICIES

A. Any action by the Board of Commissioners establishing policy, administrative, business, or otherwise, shall be known as “Board Policies”.

B. Board Policies may be adopted by the Board, or may be amended or repealed, in whole or in part, at any meeting of the Board.

C. All Policies falling within the definition of Board Policies as herein defined, and in existence upon the date of the adoption of these, shall be a part of the Board Policies.

D. Unless otherwise designated by the Chair, all Board Policies shall be tabled for a period of one month and shall become effective upon adoption by the Board.

E. The Secretary of the Board of Commissioners shall keep all such Policies on file in his or her office, and may publish such Policies from time to time.

RSMo Section 70.370, Art. V; 45 ILCS 100/1, Art. V

ARTICLE VII – FINANCIAL MATTERS

A. Books and Accounts. The books, accounts, and records of the Agency, except as may otherwise be required by applicable law, may be kept at such place or places as the Board of Commissioners may from time to time designate. All books, accounts, records and documents of the Agency shall be open to inspection of the Commissioners at all times.

B. Funds. All monies coming into the possession of the Agency shall be deposited in the name of the Agency in such bank or banks or trust companies or credit unions or savings and loans or other depository institutions as the Board shall designate and shall be drawn out by check, or electronic funds transfer, by persons designated by resolution of the Board.

C. Audit. The books and accounts of the Agency shall be audited annually by a certified public accountant or firm of certified public accountants designated by the Board.

D. Fiscal Year. The fiscal year of the Agency shall date from July 1 of one year to June 30 of the next year unless otherwise provided by the Board.

RSMo Section 70.370, Art. III; 45 ILCS 100/1, Art. III

ARTICLE VIII – EMERGENCY ACTION/RESPONSE

A. The Chair, or President & CEO, is authorized to undertake whatever action is deemed necessary or appropriate to respond to, to deal with, or to manage the Agency, in an “emergency.” Such action need not comply with any applicable requirement of Agency, policies and procedures, which shall be deemed to be waived during any emergency.

B. For purposes of this provision, an “emergency” shall be deemed to include:

1. the occurrence of a catastrophic event, such as war, nuclear incident, or other national or local calamity;
2. situations posing immediate threat to public health or safety;
3. situations posing immediate threat to Agency personnel or property; and
4. such extraordinary circumstances that failing to take action will be detrimental to the activities of the Agency.

C. As soon as practicable after the taking of any such action in an emergency, the Chair shall report such action to the Board and such action will be considered by the Board at its next regular meeting.

D. This provision is not intended to supersede or repeal any emergency provision included in any specific Agency bylaw, policy or procedure.

ARTICLE IX – INDEMNIFICATION

A. The Agency shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative (other than an action by the Agency), by reason of the fact that such person is or was a Commissioner, officer or employee of the Agency, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Agency, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that such person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the Agency, and, with respect to any criminal action or proceeding, had reasonable cause to believe that such person's conduct was unlawful.

B. The Agency shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by the Agency to procure a judgment in its favor by reason of the fact that such person is or was a Commissioner, officer or employee of the Agency, against expenses, including attorneys' fees, and amounts paid in settlement actually and reasonable incurred by such person in connection with the defense or settlement of the action or suit if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Agency; except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of such person's duty to the Agency unless and only to the extent that the court in which the action or

suit was brought determines upon application that, despite the adjudication of liability and in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

C. To the extent that a Commissioner, officer or employee of the Agency has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in such paragraphs A and B, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by such person in connection with the action, suit or proceeding.

D. Any indemnification under such paragraphs A and B hereinabove, unless ordered by a court, shall be made by the Agency only as authorized in the specific case upon a determination that indemnification of the Commissioner, officer or employee is proper in the circumstances because such person has met the applicable standard of conduct set forth in this provision. The determination shall be made by the Board, by those Commissioners who were not parties to the action, suit, or proceeding.

E. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Agency in advance of the final disposition of the action, suit, or proceeding as authorized by the Board in the specific case upon receipt of an undertaking by or on behalf of the Commissioner, officer or employee to repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by the Agency as authorized in this provision.

F. The indemnification provided hereunder shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any other bylaw or any agreement, vote of disinterested Commissioners or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to such person who has ceased to be a Commissioner, officer or employee and shall inure to the benefit of the heirs, executors and administrators of such person.

G. The Agency shall provide any further indemnity, in addition to the indemnity authorized or contemplated under other paragraphs hereof, including subparagraph F, to any person who is or was a Commissioner, officer or employee; and provided further that no such indemnity shall indemnify any person from or on account of such person's conduct which was finally adjudged to have been knowingly fraudulent, deliberately dishonest or willful misconduct. The determination as to whether to increase the limits of said indemnification in any case shall be in the sole judgment and discretion of the Board and in no event shall the Board be required to increase such indemnification.

H. The Agency may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative (other than an action by the Agency, by reason of the fact that such person is or was an independent contractor of the Agency), against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding if such

person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Agency, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that such person did not act in good faith and in a manner which such person reasonable believed to be in or not opposed to the best interests of the Agency, and, with respect to any criminal action or proceeding, had reasonable cause to believe that such person's conduct was unlawful.

I. The Agency may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by of the Agency to procure a judgment in its favor by reason of the fact that such person is or was an independent contractor of the Agency, against expenses, including attorneys' fees, and amounts paid in settlement actually and reasonably incurred by such person in connection with the defense or settlement of the action or suit if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Agency; except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of such person's duty to the Agency unless and only to the extent that the court in which the action or suit was brought determines upon application that, despite the adjudication of liability and in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

J. To the extent that an independent contractor of the Agency has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in paragraph H, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses, including attorneys' fees, actually and reasonable incurred by such person in connection with the action, suit or proceeding.

K. Any indemnification under paragraph H herein above, unless ordered by a court, shall be made by the Agency only as authorized in the specific case upon a determination that indemnification of the independent contractor is proper in the circumstances because such person has met the applicable standard of conduct set forth in this provision. The determination shall be made by the Board, by those Commissioners who were not parties to the action, suit, or proceeding.

L. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Agency in advance of the final disposition of the action, suit, or proceeding as authorized by the Board in the specific case upon receipt of an undertaking by or on behalf of an independent contractor to repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by the Agency as authorized in this provision.

M. The indemnification provided herein shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any other bylaw or any agreement, vote of disinterested Commissioners or otherwise, both as to action in such persons'

official capacity and as to action in another capacity while holding such office, and shall continue as to such person who has ceased to be an independent contractor and shall inure to the benefit of the heirs, executors and administrators of such person.

N. The Agency shall provide any further indemnity, in addition to the indemnity authorized or contemplated under other paragraphs hereof, including subparagraph M, to any person who is or was an independent contractor; and provided further that no such indemnity shall indemnify any person from or on account of such person's conduct which was finally adjudged to have been knowingly fraudulent, deliberately dishonest or willful misconduct. The determination as to whether to increase the limits of said indemnification in any case shall be in the sole judgment and discretion of the Board and in no event shall the Board be required to increase such indemnification.

ARTICLE X – SEAL

The seal of the Agency shall consist of two concentric circles, between which shall be the name of the Agency with the year established, and the State names of Missouri and Illinois and in the center shall be shown the area comprising the Bi-State Metropolitan Development District.

ARTICLE XI – AMENDMENTS

Alterations, amendments, or repeals of these Bylaws may be made by a majority of the Commissioners from Illinois and a majority of the Commissioners from Missouri at any regular or special meeting, if the notice of such meeting contains a statement of the proposed alteration, amendment or repeal.

CERTIFICATION

I, _____, Secretary of the Board of Commissioners of the Bi-State Development Agency, do hereby certify that the above is a true and correct copy as adopted by the Board of Commissioners on a quorum present and voting in favor thereof.

Name
Secretary

Date

Section 10.030 Controlling Law

Bi-State Development Agency (the “Agency”) is an interstate compact entity created pursuant to Article I, Section 10, Clause 3 of the United States Constitution and the interstate compact entered into between the States of Missouri and Illinois pursuant to Section 70.370 of the Revised Statutes of Missouri and 45 ILCS 100/1 of the Illinois Compiled Statutes, respectively, each as amended, and ratified by the Congress of the United States (the “Agency Compact”). As an interstate compact entity, the Agency is not governed by the provisions of state law but by the provisions of the Agency Compact.

Section 10.040 Standing Committees (revised 5/22/09, 8/26/10; 3/25/11, 11/18/11 and 11/18/16)

A. Executive Committee (revised 8/26/10) The Executive Committee shall be composed of the officers of the Board, and shall perform its functions pursuant to the provisions of the Board Bylaws.

B. Committee Formation and Appointment of Members (revised 8/26/10) The Committees of the Board shall consist of those established pursuant to the Board Bylaws, and the appointment of members to the committees is governed by the provisions of the Bylaws. In addition to the regular assigned committee staff, a committee may request that any officer or employee of the Agency, the Agency’s outside counsel, its independent auditors or actuaries, or other outside consultants attend a particular committee meeting or meetings for the purpose of providing information or advice.

C. Standing Committees (Revised 8/26/10, 03/25/11 and 11/18/11)

1. NOMINATING COMMITTEE (Revised 11/18/16). The purpose of this Committee is to recommend a slate of officers to serve for the following year, which slate shall be presented to the Board for approval in June of each year. The Chairman of the Board shall appoint the members of the Nominating Committee, which shall be composed of two Missouri Commissioners and to Illinois Commissioners.

2. AUDIT FINANCE & ADMINISTRATION COMMITTEE (Revised 03/25/11, 11/18/11, and 11/18/16). The purpose of this Committee is to assist the Board in the oversight of the Agency’s financial management and operations, including the integrity of its financial statements, the appointment and performance of its internal and external auditors and its compliance with all legal and regulatory requirements. It shall have the authority, to the extent it deems necessary, to conduct investigations and to retain independent consultants in connection with its responsibilities. Additionally, the Committee has oversight of the development of the Agency’s capital and operating budgets, its cash management policies and procedures, and its policies and procedure for investments and the issuance of debt; implementing its pension, health and welfare benefits; and providing input and advocacy for the implementation of the Agency’s legislative, regulatory and public relations plans.

Specific responsibilities include, but are not limited to the following:

- To review the Agency's major financial risk exposures and the adequacy of the Agency's risk management assessment and control policies.
- To directly oversee the planning, staffing and work of any independent auditors retained to perform the annual financial audit of the Agency and issue an audit report, or to perform other audits, reviews or attests services.
- To appoint and directly oversee the work of the Director of Internal Audit and the Internal Audit Department staff, including reviewing all significant reports prepared by the internal auditing department, reviewing the internal audit plan for each upcoming year, and annually evaluating the performance of the Director of Internal Audit.

OTHER RELEVANT BOARD POLICY SECTIONS

SECTION 10.020 BOARD BY-LAWS

SECTION 30.010 ANNUAL AUDIT

SECTION 30.020 INTERNAL AUDIT

- To periodically review the Agency's financial status, its fiscal policies and procedures, its guidelines for issuing debt, and the investment of its cash reserves, and report any significant findings to the Board.
- To review the Agency's operating and capital budgets, its investment profile and performance, the Registration Statements filed with the SEC, and the Agency's business plan.
- To review and discuss the Agency's quarterly financial statements with Agency management and the Agency's internal auditor.
- To provide overall guidance with respect to the establishment, maintenance and administration of the Agency's pension, health and welfare benefits.
- Ensure that all pension and health plans are administered in accordance with statutory and regulatory requirements, and in a uniform and non-discriminatory manner.
- To review all proposed changes or amendments to the Agency's pension or health plans, and make recommendations to the Board regarding further Board actions that may be required.
- To ensure that each of the Agency's four Pension Plans is being funded in accord with actuarial recommendations, and that the investment of funds for each Plan is based on independent advice from qualified outside professionals and is within the parameters of the Plan's investment policy.
- To monitor legislative, regulatory and public relations issues facing the Agency and to advise and make recommendations regarding the Agency's plans in these areas.

- The committee will also review and make recommendations to the Board of Commissioners on such other matters as the Board of Commissioners or the Committee may deem appropriate at any time or from time to time.

3. PLANNING COMMITTEE (revised 11/18/11 and 11/18/16). The purpose of this Committee is to assist the appropriate Agency staff with the implementation and periodic updating of the Agency's Long-Range Transit Plan, and to provide general advice on overall long-range and strategic planning for the Agency.

4. OPERATIONS COMMITTEE (revised 11/18/11 and 11/18/16). The purpose of this Committee is to oversee all aspects of the Agency's operations, including the operation of Metro Transit, the St. Louis Regional Freightway, Bi-State Development Research Institute, Tourism Innovation Division (Arch, Riverboats), St. Louis Downtown Airport, the Economic Development Division, and any other of the Agency's business enterprises, whether not existing or hereafter arising. It is to provide operational and program oversight of all current and proposed operations plans to ensure that such plans accord with the strategic direction set for the Agency by the Board. The Committee will:

- Regularly review guidelines for the execution of the transit service, including system performance, geographical coverage, levels of service, and consumer interfaces.
- Monitor system safety issues and system performance in conformance with regulatory requirements under programs such as Title VI and ADA.
- Review management's recommendations concerning development opportunities created by the Agency's expansions of service and investments in infrastructure, and review activities supporting the implementation of the Moving Transit Forward Plan including regular updates of same.
- Review management's recommendations on the Agency's goal of increasing community awareness of and support for public transit; and to identify and foster partnerships with regional civic and business entities in order to enhance economic development. Economic development should be focused on the Agency fostering a regional foundation for private investment and job creation, and approaching such with an emphasis on the Agency's return on project investment.
- Make regular reports of its findings and/or recommendations to the full Board of Commissioners.
- The Committee will also review and make recommendations to the Board of Commissioners on such other matters as the Board of Commissioners or the Committee may deem appropriate at any time or from time to time.

Section 10.050 Ad Hoc Committees (Revised 11/18/16)

A. Membership. The Chair will appoint membership of Ad Hoc Committees and they will contain the appropriate number and mix of Commissioners to accomplish the tasks of the committee. Ad Hoc Committees can be a committee of the whole.

B. Purpose. Ad Hoc Committees shall consider such issues as appropriate for that particular committee. Examples of Ad Hoc committees include, but are not limited to; Executive Search Committee, General Counsel Selection Committee, and Interim Management Committee.

Section 10.060 Board and Committee Meetings (revised 09/23/16)

A. Compact and Bylaws to Control. The conduct of regular and special meetings of the Board of Commissioners and Committees thereof established pursuant to this Chapter 10 of the Collected Board Policies, including the provision of notice, place where such meetings are held, and applicable attendance and quorum requirements shall be done pursuant to and in accordance with the Board Bylaws and the Compact. The provisions of this section shall supplement such matters.

B. Agendas. The President & CEO shall prepare the agenda for Board and Committee meetings in accordance with the provisions of the Compact and Board Policy. He or she shall place such matters upon the agenda as may be requested by the Chair of the Board and such Committee or any Board Commissioner. Requests by a Committee or a Commissioner for the preparation of a report, policy or report for a Board Agenda, which in the opinion of the President & CEO will require the expenditure of significant staff time or funds, may not be acted upon by the President & CEO until approved by the Board.

C. Consent Agenda Procedure. The President & CEO may, at his discretion, place any item of business on the consent agenda, provided the item of business does not involve any advertised public hearing, does not require a super majority vote, and as to which no request has been made by a Commissioner to discuss the matter. The consent agenda shall be prepared by the President & CEO. An item of business placed on the consent agenda may be removed from such agenda at any time prior to the finalization of the consent agenda as set forth herein. An item of business shall be automatically removed from the consent agenda if a request is made by a Commissioner that they wish to speak or have discussion on the matter. An item included on the consent agenda shall not be debated or discussed by a Commissioner unless the Commissioner has requested an opportunity to speak on the matter prior to the finalization of the consent agenda. Items of business contained on the consent agenda shall be voted upon by the Board considering the consent agenda in its entirety and shall not be taken up for consideration as separate matters, except that nothing contained herein shall be construed to prohibit a Commissioner from voting individually on each separate item shown on the consent agenda.

A vote by a Commissioner for adoption of the consent agenda shall mean that the Commissioner has requested that his or her vote be recorded as an "aye" vote for each separate item on the consent agenda and shall be recorded as such. A vote against adoption of the consent agenda shall be recorded as a "nay" vote on each item placed on the consent agenda and shall be recorded as such. Provided, however, a Commissioner, when casting an "aye" or "nay" vote, may specifically exclude from such vote for approval or disapproval of the consent agenda specific items on the agenda, and in such event the minutes shall record the exceptions accordingly.

Consent agendas following this procedure may also be used for closed (executive) session agendas.

D. Order of Business.

1. Call to Order
2. Roll Call
3. Public Comment (requested pursuant to Board Policy)
4. Approval of Minutes
5. Report of Treasurer
6. Report of Chair
7. Report of President & CEO
8. Committee Reports
9. Approval and Adjustment of Agenda - Commissioners to indicate matters for deletion from Consent Agenda on which discussion is requested
10. Consent Agenda Items – which shall include all items recommended for Board action by a Board Committee except matters requiring a public hearing, matters which discussion is requested by a Commissioner, matters requiring a super majority vote, or matters on which a presentation is deemed desirable by the President & CEO
11. Committee Action Items
12. Unscheduled Business
13. Call of the Dates for Future Board and Committee Meetings
14. Adjournment

E. Conduct of Meetings; Rules of Order.

1. Rules of Order. The Chair will conduct Board meetings under informal Roberts Rules of Order. Issues may be discussed by the Board as a committee of the whole. In order to ensure order, the Chair (or a majority motion) may, for an individual meeting, require strict adherence to Roberts Rules of Order, current U.S. edition.
2. Conduct of Meetings. Persons authorized to speak at the Board meetings are the Commissioners and the President & CEO. Other Agency staff or agents may be called upon to participate in meetings at the sole discretion of the Board. Persons wishing to address the Commissioners may do so only pursuant to the Agency's public comment policy as set forth herein, provided that the matter is appropriate, is delivered in an orderly and brief manner, and does not interfere with the Board's timely conduct of business as determined by the Chair.

F. Public Comment.

1. Meetings of the Board and Committees shall provide for public comment in the following instances:
 - a. In connection with matters related to capital grant applications, fare increases and service changes, and changes to the paratransit plan as required by provision of applicable law
 - b. On motion adopted by the Board permitting public comment on a specified topic or topics
 - c. At the written request of a member of the public specifying the topic or topics to be addressed during such public comment and provided to the Agency's public information officer at least 48 hours prior to the Board or Committee meeting at which such public comment is requested. 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.
2. All public comments shall be made pursuant to the following rules:
 - a. All individuals shall state their name, address and topic for comment
 - b. All individuals shall address the Chair and shall not proceed with public comment until recognized by the Chair

- c. No disrespectful language may be used or comments with respect to personalities shall be made
- d. An individual called to order by the Chair shall immediately desist from speaking until permitted to continue by the Chair
- e. Public comment by an individual shall be limited to five minutes unless permission to continue is given by motion adopted by the Board

Section 10.070 Public Meetings (revised 9/26/08 and 09/23/16)

A. Policy. As an interstate compact agency, the Agency is not subject to the requirements of the Missouri or Illinois Open Records Laws. See *KMOV-TV, Inc. v. Bi-State Development Agency*, 625 F. Supp. 2d 808 (E.D. Mo. 2008). However, as a public entity, the Agency recognizes the importance of transparency and accountability with its constituents. As a result, the Agency adopts this Policy governing public meetings of the Agency.

B. Meetings, Notices and Emergencies.

1. Regular Meetings. The Agency shall give public notice of the schedule of regular meetings of the Board of Commissioners (the “Board”) at the beginning of each calendar year, stating the dates, times and places of such regular meetings. When it is necessary to reschedule a regular meeting, at least 10 days’ notice of such change, whenever possible, shall be given by publication on the Agency’s website.
2. Special Meetings; Emergencies. The Agency shall give public notice of any special meeting of the Board or its Committees at least 48 hours before such meeting, except a meeting held in the event of a bona fide emergency or a reconvened meeting where the original meeting was open to the public and (a) it is to be reconvened within 24 hours, and (b) an announcement of the time and place of the reconvened meeting was made at the original meeting. Public notice shall be given by posting a copy of the notice at the Agency’s Headquarters, 211 North Broadway, Suite 650, St. Louis, Missouri 63102. When it is necessary to hold a meeting on less than 48 hours notice, the nature of the good cause justifying the departure from the normal notice requirements shall be stated in the minutes.
3. Notice to News Media and Others. The Agency shall also supply copies of the schedule of regular meetings and notice of any special, emergency, rescheduled or reconvened meeting of the Board or its Committees to any news medium or member of the public that has filed an annual request for such notice with the Agency. Such annual request shall be filed with the

Agency and shall include an email address or telephone number within the territorial jurisdiction of the Agency at which such notice may be given.

4. Posting of Meeting Agenda. The tentative agenda of each regular meeting of the Board or its Committees and that of any special, rescheduled, or reconvened meeting shall be posted on the Agency's website at least 48 hours in advance of the holding of the meeting.
5. Notice of Closed Meetings or Vote. (Revised 9/26/08 and 09/23/16) Notice of any closed meeting or vote shall be provided by giving notice of the time, date and place of such meeting in the manner prescribed by this section. Such notice shall also state the reason for holding such closed meeting. The Agency may close its meetings, or parts thereof, for any of the circumstances listed for closing records in the Agency's Public Records Policy (Section 10.080). Any motion to go into closed (executive) session will state the reason for holding such closed (executive) session.

C. Accessibility. Each meeting shall be held at a place accessible to the public and at a time reasonably convenient to the public, unless for good cause such a place or time is impossible or impractical. When it is necessary to hold a meeting at a place that is not reasonably accessible to the public, or at a time that is not reasonably convenient to the public, the nature of the good cause justifying the departure from the normal requirements shall be stated in the minutes.

D. Disruption of Meetings. No person shall be allowed to conduct themselves during the proceedings of open meetings of the Board or its Committees in any manner, which disrupts the meetings. Public meetings of the Agency may be videotaped at the discretion of the Chair as long as such activity does not become disruptive. The Chair may order the removal of any disruptive person from the meeting.

E. Minutes. (revised 9/26/08 and 09/23/16) The Agency shall keep written minutes of all meetings of its Board and its Committees, which minutes shall include the following:

1. the date, time and place of the meeting;
2. the members of the Board recorded as either present or absent; and
3. a roll call vote during open session on the vote to go into closed (executive) session;
4. a roll call of all votes taken during closed (executive) session; and
5. a general description of all matters proposed, discussed or decided, and a record of any votes taken

The minutes of meetings open to the public shall be available for public inspection at the Agency's Headquarters within seven days of the approval of such minutes by the Board. Minutes of meetings closed to the public or closed (executive) sessions shall be available only after the Board determines that it is no longer necessary to protect the public interest or the privacy of an individual by keeping them confidential. In determining whether closed minutes and votes should be opened, the Agency shall be guided by its Public Records Policy and the exemptions set forth therein, and whether any matters considered in such closed meetings or sessions have since become public. The minutes or any parts thereof, and vote on such matter may be made public at the discretion of the Board and identified in the open meeting minutes as "Closed Session Items Made Public."

Section 10.080 Public Records (revised 09/23/16)

A. Policy. As an interstate agency, the Agency is not subject to the requirements of the Missouri or Illinois Open Records Laws. See *KMOV-TV, Inc. v. Bi-State Development Agency*, 625 F. Supp. 2d 808 (E.D. Mo. 2008). However, as a public entity, the Agency recognizes the importance of transparency and accountability with its constituents. As a result, the Agency adopts this Policy governing the public records of the Agency.

B. Definition "Public Record", any record, whether written or electronically stored, retained by the Agency, including any report, survey, memorandum, or other document or study prepared for the Agency by a consultant or other professional service paid for in whole or in part by public funds, including records created or maintained by private contractors under an agreement with the Agency or on behalf of the Agency. The term "public record" does not include 1) any internal memorandum or letter received or prepared by or on behalf of the Agency consisting of advice, opinions and recommendations in connection with the deliberative decision-making process of the Agency or any preliminary drafts, notes, recommendations, memoranda and other recordings in which opinions are expressed, or policies or actions are formulated, unless such records are presented at a public meeting; 2) off-line communications with the public on social media including but not limited to responses, messages, phone records, and emails; or 3) communications and other documents of independent business enterprises established by the Agency, such as the Research Institute, unless such documents are presented to the governing body of the enterprise or the Agency.

C. Custodian. (revised 6/27/08 and 09/23/16) The Agency hereby appoints the General Counsel as Custodian of the Agency's official records. The office of the General Counsel is located at the Agency's Headquarters, 211 North Broadway, Suite 700, St. Louis, Missouri 63102.

D. Closed Records. Circumstances under which Agency records are closed include, but are not limited to the following:

- (1) Legal: Actual or potential legal actions, causes of action or litigation involving the Agency, including but not limited to any confidential or privileged communications between the Agency or its representatives and its attorneys. Any

minutes, vote or settlement agreement relating to legal actions, causes of action or litigation involving the Agency or any agent or entity representing its interest or acting on its behalf or with its authority, including any insurance company, shall be made public upon final disposition of the matter voted upon or upon the signing by the parties of the settlement agreement, unless, prior to final disposition, the settlement agreement is ordered closed by a court. Legal work product shall be considered a closed record;

- (2) Real Estate: Leasing, purchase or sale of real estate by the Agency where public knowledge of the transaction might adversely affect the legal consideration therefor. However, any minutes, vote or public record approving a contract relating to the leasing, purchase or sale of real estate by the Agency shall be made public upon closing of the lease, purchase or sale of the real estate. Despite the provisions herein, any lease at the St. Louis Downtown Airport wherein the Agency is lessor shall be a closed record, except any rental and fees paid to the Agency thereunder shall be public;
- (3) Personnel: Hiring, firing, disciplining or promoting of particular employees by the Agency when personal information about the employee is discussed or recorded. However, any vote on a final decision, when taken by the Agency, to hire, fire, promote or discipline an employee shall be made available with a record of how each member voted to the public within seventy-two hours; provided however, that any employee so affected shall be entitled to prompt notice of such decision during the seventy-two-hour period before such decision is made available to the public. Individually identifiable personnel records, performance ratings or records pertaining to employees or applicants for employment, including but not limited to records reflecting any health, disability, drug and alcohol matters, and discrimination issues, except that this exemption shall not apply to the names, positions, salaries and lengths of service of officers and employees of the Agency once they are employed as such;
- (4) Health Proceedings: Non-Judicial mental or physical health proceedings involving identifiable persons, including medical, psychiatric, psychological, or alcoholism or drug dependency diagnosis or treatment;
- (5) Employee Negotiations: Records relating to collective negotiating or bargaining matters between the Agency or its representatives and its employees or representatives, including but not limited to any discussions, work product, offers or positions, except that any final contract or agreement shall be open;
- (6) Data Processing: Administrative or technical information associated with automated data processing operations, including but not limited to software, operating protocols, computer program abstracts, file layouts, source listings, object modules, load modules, user guides, documentation pertaining to all logical and physical design of computerized systems, employee manuals, and any other

information that, if disclosed, would jeopardize the security of the system or its data or the security of materials exempt under this Policy;

- (7) **Purchasing and Contracts:** Proposals and bids and related documents for any contract, grant, or agreement, including information which if it were disclosed would frustrate procurement or give an advantage to any person proposing to enter into a contractor agreement with the Agency, and any documents related to a negotiated contract, until an award or final selection is made or a contract is executed. Information prepared by or for the Agency in preparation of a bid solicitation, including but not limited to specifications for competitive bidding, shall be exempt until an award or final selection is made;
- (8) **Proprietary Interest:** Records relating to scientific and technological innovations in which the owner has a proprietary interest. Trade secrets and commercial or financial information obtained from a person or business where the trade secrets or commercial or financial information are furnished under a claim that they are proprietary, privileged or confidential, and that disclosure of the trade secrets or commercial or financial information would cause competitive harm to the person or business, and only insofar as the claim directly applies to the records requested;
- (9) **Hotlines:** Records relating to hotlines established for the reporting of abuse and wrongdoing, including the Agency's Compliance Program under Chapter 100 of Agency Policy, and any investigations and reports relating to such records;
- (10) **Auditors:** Confidential or privileged communications between the Agency and its auditors, including all auditor work product and materials prepared or compiled with respect to internal or external audits of the Agency;
- (11) **Security:** Vulnerability assessments; security measures (including security force measures, reports, policies and videos for Agency facilities, rail and bus); safety investigations and reports; operational guidelines; and response policies or plans that are designed to identify, prevent, or respond to potential incidents or attacks upon Agency patrons or systems, facilities, or installations, the destruction or contamination of which has the potential to endanger individual or public safety or health, but only to the extent that disclosure could reasonably be expected to jeopardize the effectiveness of the measures or the safety of the personnel who implement them or the public. Architects' plans, engineers' technical submissions, existing or proposed security systems, structural plans, and other construction related technical documents for Agency projects, but only to the extent that disclosure would compromise security or safety. The portion of a record that identifies security systems or access codes or authorization codes for security systems of Agency real property;
- (12) **Computers:** Records that identify the configuration of components or the operation of a computer, computer system, computer network, or

telecommunications network, and would allow unauthorized access to or unlawful disruption of a computer, computer system, computer network, or telecommunications network of the Agency. This exception shall not be used to limit or deny access to otherwise public records in a file, document, data file or database containing public records. Records related to the procurement of or expenditures relating to such computer, computer system, computer network, or telecommunications network, including the amount of moneys paid by, or on behalf of, the Agency for such computer, computer system, computer network, or telecommunications network shall be open;

- (13) Personal Access Codes: Credit card numbers, personal identification numbers, digital certificates, physical and virtual keys, access codes or authorization codes that are used to protect the security of electronic transactions between the Agency and a person or entity doing business with the Agency;
- (14) Personal Information: Personal information contained within public records, the disclosure of which would constitute a clearly unwarranted invasion of personal privacy, unless the disclosure is consented to in writing by the individual subjects of the information. “Unwarranted invasion of personal privacy” means the disclosure of information that is highly personal or objectionable to a reasonable person and in which the subject's right to privacy outweighs any legitimate public interest in obtaining the information. This shall include any personnel information exempt from disclosure under subsection (3), except that the disclosure of information that bears on the public duties of public employees and officials shall not be considered an invasion of personal privacy. Any personal information relating to Agency patrons, including but not limited to, medical information, shall be excluded pursuant to this section;
- (15) Insurance Information: Any and all proprietary information and records related to the operation of an intergovernmental risk management association or self-insurance pool or jointly self-administered health and accident cooperative or pool. Insurance or self-insurance (including any intergovernmental risk management association or self-insurance pool) claims (including but not limited to liability, workers' compensation, and equal employment), loss or risk management information, records, data, advice or communications;
- (16) Rail, Bus or Facilities Safety and Accidents: Any and all documents related to rail, bus or facilities safety and accidents, including security camera videos or footage, security, portions of system safety program plans, investigation reports, surveys, schedules, lists, data, or information compiled, collected, or prepared by the Agency in connection with internal or external investigations;
- (17) Protected by Law: Records and information which are protected from disclosure by law, including federal or state laws or rules or regulations.

In addition, although the Missouri Sunshine Law (Mo. Rev. Stat. § 610.010, et seq.) and Illinois Freedom of Information Act (5 Ill. Comp. Stat. § 140/1, et seq.) are not applicable to the Agency as an interstate compact agency, as a matter of policy, in addition the specific exemptions listed above, the Agency reserves the right to close any record of the Agency which would be permitted to be closed under any exemption in these Missouri or Illinois laws, as amended, if those laws were applicable to the Agency.

Notwithstanding anything else provided herein, the Agency also reserves the right to close any record at its discretion if the Agency deems such closure to be in the Agency's best interests.

E. Requests for Records. (Revised 6/27/08 and 09/23/16) Requests for Agency records must be in writing to the Custodian of Records, the General Counsel. The General Counsel will reply to a written request for Agency records within three business days of its receipt, except in the case of an emergency or for other reasonable cause, either arranging or determining access to the Agency records or denying the request.

F. Interpretation and Appeal. The determination of whether or not a particular record is exempt from disclosure is in the discretion of the Custodian of Records. Any person wishing to appeal such determination may, within 10 business days of the Custodian's determination, file an appeal with the President & CEO of the Agency, who shall respond to the appeal within 10 business days. The determination of the President & CEO shall be final.

G. Fees. (Revised 6/27/08 and 09/23/16) The Agency may charge fees not to exceed the actual cost of producing the requested records, including document search, review assembly and duplication of the requested records. The fees, including reasonable costs to be charged for the search, review, assembly and furnishing copies of the records shall be paid prior to production or reproduction of records requested. A non-refundable fee of \$25.00 shall be paid for each record request at the time of the request but such fee will be applied to the cost of production for any documents produced. The Custodian may choose to furnish documents without charge or at a reduced charge when the Custodian determines that a waiver or reduction of the fee is in the public interest because it is likely to contribute significantly to public understanding of the operations or activities of the Agency and it is not primarily in the commercial interest of the requestor.

Section 10.090 Information Requests

A. Policy. In order to facilitate the flow of information to Commissioners for use in performance of their duties, it is the policy of the Agency that Commissioners have access to information used by Agency staff in the performance of their jobs. Commissioners may request the information during Committee or Board meetings or through the President & CEO or Deputy Secretary to the Board.

B. Responses. Responses to Commissioners' requests for information on topics, which fall within the subject matter of a public meeting, will be provided to all Commissioners in regular informational mailings sent by the Deputy Secretary to the Board.

Section 10.100 Travel Expense Policy and Reimbursement Procedure

A. Policy. It is the policy of the Agency to authorize, fund and reimburse Commissioners, employees and independent contractors of the Agency for reasonable travel expenses incurred in the conduct of Agency business. "Agency Personnel" in this section, shall mean, unless otherwise noted, the members of the Board of Commissioners, employees, and persons doing business with the Agency or acting on behalf of the of the Agency pursuant to contract. Agency personnel are expected to exercise the same care in incurring expenses as a prudent person would exercise if traveling on personal business. Reimbursable travel expenses are limited to those expenses authorized and essential to the transaction of Agency business. These policies, and regulations promulgated by the President & CEO, shall govern the reimbursement of travel expenses.

B. The Board of Commissioners, as part of its annual budget shall approve a travel and expense budget for the Board. The President & CEO, as a part of the annual budgetary process, shall establish expense reimbursement procedures for the Board.

C. Pre-approval. All requests by Agency personnel for business travel shall be initiated by submitting completed forms requesting authorization for incurring travel expenses in the conduct of Agency business; Commissioners shall submit completed forms requesting authorization to the President & CEO.

D. Advance Funding. Cash advances are discouraged, but are available if approved in accordance with Agency procedures.

E. Travel Arrangements. Agency business travel may be accomplished by the method that most economically and advantageously serves the requirements of the Agency. Modes of travel may include airplane, train, bus, public mass transportation, private or Agency-owned automobile, rented car or taxi. Airline travel shall be coach, economy or business class in order to obtain the airfare providing the lowest convenient rate. Ground transportation shall be inexpensive and functional. The Board Chair or President & CEO may approve unusual travel arrangements.

F. Accommodations. The lowest available or governmental rate shall be sought in all instances.

G. Meal Charges. Agency personnel may elect during the period of Agency business travel, on a daily basis if desired, to seek reimbursement for meals by submitting receipts, or by accepting the per diem allowance for meals.

H. Entertainment and Meetings. Agency Personnel shall identify entertainment and meeting expenses related to non-Agency personnel on the request for travel authorization when such expenses can be reasonably foreseen. Expenses for spontaneous business meetings while traveling may be submitted for reimbursement, and shall include an explanation of the meeting. Reimbursement for the purchase of alcoholic beverages will not be made except in extraordinary situations.

I. Traveling with Spouse. Agency personnel may travel with spouses on business related travel. Travel expenses for spouses shall not be reimbursed by the Agency.

Open Session Item 11
Attachment 2

49 CFR Part 15 - PROTECTION OF SENSITIVE SECURITY INFORMATION

§ 15.1 Scope.

(a) *Applicability.* This part governs the maintenance, safeguarding, and disclosure of [records](#) and information that the Secretary of [DOT](#) has determined to be Sensitive Security Information, as defined in [§ 15.5](#). This part does not apply to the maintenance, safeguarding, or disclosure of classified national security information, as defined by [Executive Order 12968](#), or to other sensitive unclassified information that is not [SSI](#), but that nonetheless may be exempt from public disclosure under the [Freedom of Information Act](#). In addition, in the case of information that has been designated as critical infrastructure information under section 214 of the Homeland Security Act, the receipt, maintenance, or disclosure of such information by a Federal agency or employee is governed by section 214 and any implementing regulations, not by this part.

(b) *Delegation.* The authority of the Secretary under this part may be further delegated within [DOT](#).

§ 15.3 Terms used in this part.

In addition to the terms in [§ 15.3](#) of this chapter, the following terms apply in this part:

Administrator means the Under Secretary of Transportation for Security referred to in [49 U.S.C. 114\(b\)](#), or his or her designee.

Coast Guard means the United States Coast Guard.

Covered person means any organization, entity, individual, or other person described in [§ 15.7](#). In the case of an individual, *covered person* includes any individual applying for employment in a position that would be a covered person, or in training for such a position, regardless of whether that individual is receiving a wage, salary, or other form of payment. *Covered person* includes a person applying for certification or other form of approval that, if granted, would make the person a covered person described in [§ 15.7](#).

DHS means the Department of Homeland Security and any directorate, bureau, or other component within the Department of Homeland Security, including the United States Coast Guard.

DOT means the Department of Transportation and any operating administration, entity, or office within the Department of Transportation, including the Saint Lawrence Seaway Development Corporation and the Bureau of Transportation Statistics.

Federal Flight Deck Officer means a pilot participating in the [Federal Flight Deck Officer](#) Program under [49 U.S.C. 44921](#) and implementing regulations.

Maritime facility means any facility as defined in [33 CFR part 101](#).

Record includes any means by which information is preserved, irrespective of format, including a book, paper, drawing, map, recording, tape, film, photograph, machine-readable material, and any information stored in an electronic format. The term *record* also includes any draft, proposed, or recommended change to any [record](#).

Security contingency plan means a plan detailing response procedures to address a transportation security incident, threat assessment, or specific threat against transportation, including details of preparation, response, mitigation, recovery, and reconstitution procedures, continuity of government, continuity of transportation operations, and crisis management.

Security program means a program or plan and any amendments developed for the security of the following, including any comments, instructions, or implementing guidance:

- (1) An airport, aircraft, or aviation cargo operation;
- (2) A [maritime facility](#), vessel, or port area; or
- (3) A transportation-related automated system or network for information processing, control, and communications.

Security screening means evaluating a person or property to determine whether either poses a threat to security.

SSI means sensitive security information, as described in [§ 15.5](#).

Threat image projection system means an evaluation tool that involves periodic presentation of fictional threat images to operators and is used in connection with x-ray or explosives detection systems equipment.

TSA means the Transportation Security Administration.

Vulnerability assessment means any review, audit, or other examination of the security of a transportation infrastructure asset; airport; [maritime facility](#), port area, vessel, aircraft, train, commercial motor vehicle, or pipeline, or a transportation-related automated system or network, to determine its vulnerability to unlawful interference, whether during the conception, planning, design, construction, operation, or decommissioning phase. A *vulnerability assessment* may include proposed, recommended, or directed actions or countermeasures to address security concerns.

§ 15.5 Sensitive security information.

(a) *In general.* In accordance with [49 U.S.C. 40119\(b\)\(1\)](#), SSI is information obtained or developed in the conduct of security activities, including research and development, the disclosure of which the Secretary of [DOT](#) has determined would -

- (1) Constitute an unwarranted invasion of privacy (including, but not limited to, information contained in any personnel, medical, or similar file);
- (2) Reveal trade secrets or privileged or confidential information obtained from any person; or
- (3) Be detrimental to transportation safety.

(b) *Information constituting SSI.* Except as otherwise provided in writing by the Secretary of [DOT](#) in the interest of public safety or in furtherance of transportation security, the following information, and [records](#) containing such information, constitute SSI:

(1) *Security programs and contingency plans.* Any [security program](#) or [security contingency plan](#) issued, established, required, received, or approved by [DOT](#) or [DHS](#), including -

- (i) Any aircraft operator or airport operator [security program](#) or [security contingency plan](#) under this chapter;
- (ii) Any vessel, [maritime facility](#), or port area security plan required or directed under Federal law;
- (iii) Any national or area security plan prepared under [46 U.S.C. 70103](#); and
- (iv) Any security incident response plan established under [46 U.S.C. 70104](#).

(2) *Security Directives.* Any Security Directive or order -

- (i) Issued by [TSA](#) under [49 CFR 1542.303](#), [1544.305](#), or other authority;

(ii) Issued by the Coast Guard under the Maritime Transportation Security Act, [33 CFR part 6](#), or [33 U.S.C. 1221 et seq.](#) related to maritime security; or

(iii) Any comments, instructions, and implementing guidance pertaining thereto.

(3) *Information Circulars.* Any notice issued by [DHS](#) or [DOT](#) regarding a threat to aviation or maritime transportation, including any -

(i) Information Circular issued by [TSA](#) under [49 CFR 1542.303](#) or [1544.305](#), or other authority; and

(ii) Navigation or Vessel Inspection Circular issued by the Coast Guard related to maritime security.

(4) *Performance specifications.* Any performance specification and any description of a test object or test procedure, for -

(i) Any device used by the Federal government or any other person pursuant to any aviation or maritime transportation security requirements of Federal law for the detection of any weapon, explosive, incendiary, or destructive device or substance; and

(ii) Any communications equipment used by the Federal government or any other person in carrying out or complying with any aviation or maritime transportation security requirements of Federal law.

(5) *Vulnerability assessments.* Any [vulnerability assessment](#) directed, created, held, funded, or approved by the [DOT](#), [DHS](#), or that will be provided to [DOT](#) or [DHS](#) in support of a Federal [security program](#).

(6) *Security inspection or investigative information.*

(i) Details of any security inspection or investigation of an alleged violation of aviation or maritime transportation security requirements of Federal law that could reveal a security vulnerability, including the identity of the Federal special agent or other Federal employee who conducted the inspection or audit.

(ii) In the case of inspections or investigations performed by [TSA](#), this includes the following information as to events that occurred within 12 months of the date of release of the information: the name of the airport where a violation occurred, the airport identifier in the case number, a description of the violation, the regulation allegedly violated, and the identity of any aircraft operator in connection with specific locations or specific security procedures. Such information will be released after the relevant 12-month period, except that [TSA](#) will not release the specific gate or other location on an airport where an event occurred, regardless of the amount of time that has passed since its occurrence. During the period within 12 months of the date of release of the information, [TSA](#) may release summaries of an aircraft operator's, but not an airport operator's, total security violations in a specified time range without identifying specific violations or locations. Summaries may include total enforcement actions, total proposed civil penalty amounts, number of cases opened, number of cases referred to [TSA](#) or FAA counsel for legal enforcement action, and number of cases closed.

(7) *Threat information.* Any information held by the Federal government concerning threats against transportation or transportation systems and sources and methods used to gather or develop threat information, including threats against cyber infrastructure.

(8) *Security measures.* Specific details of aviation or maritime transportation security measures, both operational and technical, whether applied directly by the Federal government or another person, including -

(i) Security measures or protocols recommended by the Federal government;

(ii) Information concerning the deployments, numbers, and operations of Coast Guard personnel engaged in maritime security duties and Federal Air Marshals, to the extent it is not classified national security information; and

(iii) Information concerning the deployments and operations of [Federal Flight Deck Officers](#), and numbers of [Federal Flight Deck Officers](#) aggregated by aircraft operator.

(9) *Security screening information.* The following information regarding [security screening](#) under aviation or maritime transportation security requirements of Federal law:

(i) Any procedures, including selection criteria and any comments, instructions, and implementing guidance pertaining thereto, for screening of persons, accessible property, checked baggage, U.S. mail, stores, and cargo, that is conducted by the Federal government or any other authorized person.

(ii) Information and sources of information used by a passenger or property screening program or system, including an automated screening system.

(iii) Detailed information about the locations at which particular screening methods or equipment are used, only if determined by [TSA](#) to be [SSI](#).

(iv) Any security screener test and scores of such tests.

(v) Performance or testing data from security equipment or screening systems.

(vi) Any electronic image shown on any screening equipment monitor, including threat images and descriptions of threat images for threat image projection systems.

(10) *Security training materials.* [Records](#) created or obtained for the purpose of training persons employed by, contracted with, or acting for the Federal government or another person to carry out any aviation or maritime transportation security measures required or recommended by [DHS](#) or [DOT](#).

(11) *Identifying information of certain transportation security personnel.*

(i) Lists of the names or other identifying information that identify persons as -

(A) Having unescorted access to a secure area of an airport or a secure or restricted area of a [maritime facility](#), port area, or vessel or;

(B) Holding a position as a security screener employed by or under contract with the Federal government pursuant to aviation or maritime transportation security requirements of Federal law, where such lists are aggregated by airport;

(C) Holding a position with the Coast Guard responsible for conducting vulnerability assessments, security boardings, or engaged in operations to enforce maritime security requirements or conduct force protection;

(D) Holding a position as a Federal Air Marshal; or

(ii) The name or other identifying information that identifies a person as a current, former, or applicant for [Federal Flight Deck Officer](#).

(12) *Critical aviation or maritime infrastructure asset information.* Any list identifying systems or assets, whether physical or virtual, so vital to the aviation or maritime transportation system that the incapacity or destruction of such assets would have a debilitating impact on transportation security, if the list is -

(i) Prepared by [DHS](#) or [DOT](#); or

(ii) Prepared by a State or local government agency and submitted by the agency to [DHS](#) or [DOT](#).

(13) Systems security information. Any information involving the security of operational or administrative data systems operated by the Federal government that have been identified by the [DOT](#) or [DHS](#) as critical to aviation or maritime transportation safety or security, including automated information security procedures and systems, security inspections, and vulnerability information concerning those systems.

(14) Confidential business information.

(i) Solicited or unsolicited proposals received by [DHS](#) or [DOT](#), and negotiations arising therefrom, to perform work pursuant to a grant, contract, cooperative agreement, or other transaction, but only to the extent that the subject matter of the proposal relates to aviation or maritime transportation security measures;

(ii) Trade secret information, including information required or requested by regulation or Security Directive, obtained by [DHS](#) or [DOT](#) in carrying out aviation or maritime transportation security responsibilities; and

(iii) Commercial or financial information, including information required or requested by regulation or Security Directive, obtained by [DHS](#) or [DOT](#) in carrying out aviation or maritime transportation security responsibilities, but only if the source of the information does not customarily disclose it to the public.

(15) Research and development. Information obtained or developed in the conduct of research related to aviation or maritime transportation security activities, where such research is approved, accepted, funded, recommended, or directed by the [DHS](#) or [DOT](#), including research results.

(16) Other information. Any information not otherwise described in this section that [TSA](#) determines is [SSI](#) under [49 U.S.C. 114\(s\)](#) or that the Secretary of [DOT](#) determines is [SSI](#) under [49 U.S.C. 40119](#). Upon the request of another Federal agency, the Secretary of [DOT](#) may designate as [SSI](#) information not otherwise described in this section.

(c) Loss of SSI designation. The Secretary of [DOT](#) may determine in writing that information or [records](#) described in [paragraph \(b\)](#) of this section do not constitute [SSI](#) because they no longer meet the criteria set forth in [paragraph \(a\)](#) of this section.

§ 15.9 Restrictions on the disclosure of [SSI](#).

(a) Duty to protect information. A covered person must -

(1) Take reasonable steps to safeguard [SSI](#) in that person's possession or control from unauthorized disclosure. When a person is not in physical possession of [SSI](#), the person must store it a secure container, such as a locked desk or file cabinet or in a locked room.

(2) Disclose, or otherwise provide access to, [SSI](#) only to covered persons who have a need to know, unless otherwise authorized in writing by [TSA](#), the Coast Guard, or the Secretary of [DOT](#).

(3) Refer requests by other persons for [SSI](#) to [TSA](#) or the applicable component or agency within [DOT](#) or [DHS](#).

(4) Mark [SSI](#) as specified in [§ 15.13](#).

(5) Dispose of [SSI](#) as specified in [§ 15.19](#).

(b) Unmarked SSI. If a covered person receives a [record](#) containing [SSI](#) that is not marked as specified in [§ 15.20.13](#), the covered person must -

(1) Mark the [record](#) as specified in [§ 15.13](#); and

(2) Inform the sender of the [record](#) that the [record](#) must be marked as specified in [§ 15.13](#).

(c) *Duty to report unauthorized disclosure.* When a covered person becomes aware that [SSI](#) has been released to unauthorized persons, the covered person must promptly inform [TSA](#) or the applicable [DOT](#) or [DHS](#) component or agency.

(d) *Additional requirements for critical infrastructure information.* In the case of information that is both [SSI](#) and has been designated as critical infrastructure information under section 214 of the Homeland Security Act, any covered person who is a Federal employee in possession of such information must comply with the disclosure restrictions and other requirements applicable to such information under section 214 and any implementing regulations.

§ 15.11 Persons with a need to know.

(a) *In general.* A person has a need to know [SSI](#) in each of the following circumstances:

(1) When the person requires access to specific [SSI](#) to carry out transportation security activities approved, accepted, funded, recommended, or directed by [DHS](#) or [DOT](#).

(2) When the person is in training to carry out transportation security activities approved, accepted, funded, recommended, or directed by [DHS](#) or [DOT](#).

(3) When the information is necessary for the person to supervise or otherwise manage individuals carrying out transportation security activities approved, accepted, funded, recommended, or directed by the [DHS](#) or [DOT](#).

(4) When the person needs the information to provide technical or legal advice to a covered person regarding transportation security requirements of Federal law.

(5) When the person needs the information to represent a covered person in connection with any judicial or administrative proceeding regarding those requirements.

(b) *Federal employees, contractors, and grantees.*

(1) A Federal employee has a need to know [SSI](#) if access to the information is necessary for performance of the employee's official duties.

(2) A person acting in the performance of a contract with or grant from [DHS](#) or [DOT](#) has a need to know [SSI](#) if access to the information is necessary to performance of the contract or grant.

(c) *Background check.* The Secretary of [DOT](#) may make an individual's access to the [SSI](#) contingent upon satisfactory completion of a security background check and the imposition of procedures and requirements for safeguarding [SSI](#) that are satisfactory to the Secretary.

(d) *Need to know further limited by the DHS or DOT.* For some specific [SSI](#), [DHS](#) or [DOT](#) may make a finding that only specific persons or classes of persons have a need to know.

[[69 FR 28078](#), May 18, 2004, as amended at [70 FR 1381](#), Jan. 7, 2005]

§ 15.13 Marking [SSI](#).

(a) *Marking of paper records.* In the case of paper [records](#) containing [SSI](#), a covered person must mark the [record](#) by placing the protective marking conspicuously on the top, and the distribution limitation statement on the bottom, of -

(1) The outside of any front and back cover, including a binder cover or folder, if the document has a front and back cover;

(2) Any title page; and

(3) Each page of the document.

(b) *Protective marking.* The protective marking is: SENSITIVE SECURITY INFORMATION.

(c) *Distribution limitation statement.* The distribution limitation statement is:

WARNING: This [record](#) contains Sensitive Security Information that is controlled under [49 CFR parts 15 and 1520](#). No part of this [record](#) may be disclosed to persons without a “need to know”, as defined in [49 CFR parts 15 and 1520](#), except with the written permission of the [Administrator](#) of the Transportation Security Administration or the Secretary of Transportation. Unauthorized release may result in civil penalty or other action. For U.S. government agencies, public disclosure is governed by [5 U.S.C. 552](#) and [49 CFR parts 15 and 1520](#).

(d) *Other types of records.* In the case of non-paper [records](#) that contain [SSI](#), including motion picture films, videotape recordings, audio recording, and electronic and magnetic records, a covered person must clearly and conspicuously mark the records with the protective marking and the distribution limitation statement such that the viewer or listener is reasonably likely to see or hear them when obtaining access to the contents of the [record](#).

§ 15.15 [SSI](#) disclosed by [DOT](#).

(a) *In general.* Except as otherwise provided in this section, and notwithstanding the [Freedom of Information Act](#) ([5 U.S.C. 552](#)), the [Privacy Act](#) ([5 U.S.C. 552a](#)), and other laws, [records](#) containing [SSI](#) are not available for public inspection or copying, nor does [DOT](#) release such [records](#) to persons without a need to know.

(b) *Disclosure under the [Freedom of Information Act](#) and the [Privacy Act](#).* If a [record](#) contains both [SSI](#) and information that is not [SSI](#), [DOT](#), on a proper [Freedom of Information Act](#) or [Privacy Act](#) request, may disclose the [record](#) with the [SSI](#) redacted, provided the [record](#) is not otherwise exempt from disclosure under the [Freedom of Information Act](#) or [Privacy Act](#).

(c) *Disclosures to committees of Congress and the General Accounting Office.* Nothing in this part precludes [DOT](#) from disclosing [SSI](#) to a committee of Congress authorized to have the information or to the Comptroller General, or to any authorized representative of the Comptroller General.

(d) *Disclosure in enforcement proceedings -*

(1) *In general.* The Secretary of [DOT](#) may provide [SSI](#) to a person in the context of an administrative enforcement proceeding when, in the sole discretion of the Secretary, access to the [SSI](#) is necessary for the person to prepare a response to allegations contained in a legal enforcement action document issued by [DOT](#).

(2) *Security background check.* Prior to providing [SSI](#) to a person under [paragraph \(d\)\(1\)](#) of this section, the Secretary of [DOT](#) may require the individual or, in the case of an entity, the individuals representing the entity, and their counsel, to undergo and satisfy, in the judgment of the Secretary of [DOT](#), a security background check.

(e) *Other conditional disclosure.* The Secretary of [DOT](#) may authorize a conditional disclosure of specific [records](#) or information that constitute [SSI](#) upon the written determination by the Secretary that disclosure of such [records](#) or information, subject to such limitations and restrictions as the Secretary may prescribe, would not be detrimental to transportation safety.

(f) *Obligation to protect information.* When an individual receives [SSI](#) pursuant to paragraph (d) or (e) of this section that individual becomes a covered person under [§ 15.7](#) and is subject to the obligations of a covered person under this part.

(g) *No release under FOIA.* When [DOT](#) discloses [SSI](#) pursuant to paragraphs (b) through (e) of this section, [DOT](#) makes the disclosure for the sole purpose described in that paragraph. Such disclosure is not a public release of information under the [Freedom of Information Act](#).

(h) *Disclosure of Critical Infrastructure Information.* Disclosure of information that is both [SSI](#) and has been designated as critical infrastructure information under section 214 of the Homeland Security Act is governed solely by the requirements of section 214 and any implementing regulations.

§ 15.17 Consequences of unauthorized disclosure of [SSI](#).

Violation of this part is grounds for a civil penalty and other enforcement or corrective action by [DOT](#), and appropriate personnel actions for Federal employees. Corrective action may include issuance of an order requiring retrieval of [SSI](#) to remedy unauthorized disclosure or an order to cease future unauthorized disclosure.

§ 15.19 Destruction of [SSI](#).

(a) *DOT.* Subject to the requirements of the Federal [Records Act \(5 U.S.C. 105\)](#), including the duty to preserve [records](#) containing documentation of a Federal agency's policies, decisions, and essential transactions, [DOT](#) destroys [SSI](#) when no longer needed to carry out the agency's function.

(b) *Other covered persons -*

(1) *In general.* A covered person must destroy [SSI](#) completely to preclude recognition or reconstruction of the information when the covered person no longer needs the [SSI](#) to carry out transportation security measures.

(2) *Exception.* [Paragraph \(b\)\(1\)](#) of this section does not require a State or local government agency to destroy information that the agency is required to preserve under State or local law.