

**BI-STATE DEVELOPMENT  
BOARD OF COMMISSIONERS MEETING  
(Virtual Meeting)  
OPEN SESSION MINUTES  
November 20, 2020**

**Board Members in Attendance via Zoom**

**Missouri**

Rose Windmiller, Chair  
Vernal Brown, Secretary  
Constance Gully (joined the meeting at 8:32 a.m.)  
Fred Pestello  
Nate Johnson – Absent

**Illinois**

Justin Zimmerman, Vice Chair  
Herbert Simmons, Treasurer  
Irma Golliday  
Derrick Cox  
Terry Beach

**Staff in Attendance via Zoom**

Taulby Roach, President and Chief Executive Officer  
Brenda Deertz, Administrator/Executive Assistant to the President/CEO  
Barbara Enneking, General Counsel and Deputy Secretary  
Myra Bennett, Manager of Board Administration  
Jessica Mefford-Miller, Executive Director Metro Transit  
Charles Stewart, Executive Vice President Organizational Effectiveness  
Diana Bentz, Vice President Talent Management  
John Langa, Vice President Economic Development  
Tammy Fulbright, Sr. Director Financial Planning & Treasury

**Others in Attendance**

Chelsey Niezway, ASL Interpreter

1. **Open Session Call to Order**  
**8:30 a.m.** Chair Windmiller called the Open Session of the Bi-State Development Agency, Board of Commissioners Meeting to order at 8:30 a.m.
2. **Roll Call**  
**8:30 a.m.** Roll call was taken, as noted above.
3. **Public Comment**  
**8:32 a.m.** Chair Windmiller asked Ms. Bennett if any comments had been received. Ms. Bennett indicated that no comments were submitted for today's meeting.

*(Commissioner Gully entered the meeting at approximately 8:32 a.m.)*

**4. Approval of the Minutes from the September 25, 2020, Meeting of the Board of Commissioners, Open Session**

**8:33 a.m.** The minutes from the September 25, 2020, Meeting of the Board of Commissioners, Open Session were provided in the Board packet. A motion to approve the minutes was made by Commissioner Brown and seconded by Commissioner Beach. **The motion passed.** (Commissioner Pestello and Commissioner Cox abstained from the vote.)

**5. Report of the President**

**8:34 a.m.** President and Chief Executive Officer, Taulby Roach, gave a presentation to the Board of Commissioners regarding CARES funding, reviewing the allocations and use to stabilize the system. Mr. Roach reviewed the anticipated decreases in sales tax revenue and impacts due to decreases in passenger revenue, noting that CARES funding is being used to make up the difference. He noted that it will take some time for the system to return to pre-pandemic numbers with regard to ridership. Mr. Roach reported that a presentation has been made to staff, so that everyone understands the budgetary issues being faced, and he stated that he is proud of the steps being taken by staff. Commissioner Simmons asked if this presentation has been made to Mark Kern, St. Clair County Board Chair. Mr. Roach stated that he has not, at this point; however, he has spoken to Chairman Kern and to Ken Sharkey, SCCTD, regarding these issues. Commissioner Zimmerman asked that Mr. Roach re-send the CARES presentation to the Board. Commissioner Pestello commended Mr. Roach on his management of the CARES funding. Commissioner Windmiller asked if it is anticipated that there will be an additional round of CARES funding. Discussion was held regarding the possibility of additional funding, allocation of funding, and timeframe for expenditure of funds.

**6. Report of the Combined Operations Committee and Audit, Finance, & Administration Committee**

**8:48 a.m.** Chair Windmiller stated that a combined meeting of the Operations Committee and Audit, Finance, & Administration Committee was held on October 16, 2020 at 8:30 AM, and the draft minutes of that meeting are included in the Board packet under Tab #6.

She noted that the Operations Committee is introducing five (5) items on the Consent Agenda for consideration today, under Item #9, with the Committee's recommendation of approval, including:

Consent Agenda Item(s):

- a. Contract Modification: Time Extension of Contract with WSP USA, Inc. - MetroLink Station Enhancements (Resolution #1088)
- b. Union Station Tunnel Rehabilitation Design Services (Resolution #1089)
- c. 2020 Annual Surplus Property Holdings (Resolution #1090)
- d. Bi-State Development Research Institute Dissolution (Resolution #1091)
- e. St. Louis Downtown Airport Surplus Property Holdings (Resolution #1092)

Commissioner Windmiller also noted that, at the October Committee meeting, several reports were provided to the Committee, including:

- Bi-State Development 2021 – 2023 Strategic Plan
- Draft Fare Program Policy Direction

- Operations Report: Reshaping Metro Transit beyond COVID-19

She noted that this concludes her report for the Operations Committee meeting, and she asked that Commissioner Zimmerman provide the report for the Audit, Finance and Administration Committee portion of the combined meeting.

Commissioner Zimmerman stated that the Audit, Finance & Administration Committee is introducing three (3) items on the Consent Agenda for consideration today, under Item #9, with the Committee's recommendation of approval, including:

Consent Agenda Item(s):

- f. Contract Modification: Extension of Contract with Cigna Healthcare – Medical Plan Administration Services and Stop Loss Insurance Coverage (Resolution #1093)
- g. Contract Award: Health and Welfare Plan Consulting Services (Resolution #1094)
- h. Modification of Contract Awards for General Legal Services (Resolution #1095)

He also noted that, at the October Committee meeting, several reports were provided to the Committee, including:

- Pension Audit Updates
- IAD Audit Follow-Up Summary – 1st Qtr.-FY2021
- IAD Status Report – 1st Qtr.-FY2021
- IAD SSO-Status Report – 3rd Qtr.-Calendar Yr. 2020
- Treasurer's Report

**7. Report of the Security Sub-Committee**

**8:51 a.m.** Commissioner Simmons reported that, upon discussion with the Chairman of the Board and CEO Roach, a decision was made to hold meetings of the Security Sub-Committee on a quarterly basis. He noted that no meetings of this Committee have been held since the previous Board meeting. Commissioner Simmons stated that the next Committee meeting is scheduled to be held on January 14, 2021, and if there are no objections, going forward, the Committee's name will be changed to the "Safety and Security Committee", to better reflect the purpose of this committee.

**8. Adjustment of Consent Agenda**

**8:52 a.m.** Chair Windmiller asked if there are any adjustments to the Consent Agenda. No adjustments were made.

**9. Consent Agenda Items**

**8:52 a.m.** Consent Agenda Items:

- a. Contract Modification: Time Extension of Contract with WSP USA, Inc. - MetroLink Station Enhancements (Resolution #1088)
- b. Union Station Tunnel Rehabilitation Design Services (Resolution #1089)
- c. 2020 Annual Surplus Property Holdings (Resolution #1090)
- d. Bi-State Development Research Institute Dissolution (Resolution #1091)
- e. St. Louis Downtown Airport Surplus Property Holdings (Resolution #1092)

- f. Contract Modification: Extension of Contract with Cigna Healthcare – Medical Plan Administration Services and Stop Loss Insurance Coverage (Resolution #1093)
- g. Contract Award: Health and Welfare Plan Consulting Services (Resolution #1094)
- h. Modification of Contract Awards for General Legal Services (Resolution #1095)

A motion to approve the Consent Agenda Items, was made by Commissioner Simmons, and the motion was seconded by Commissioner Brown. **The motion passed unanimously.**

**10. Amendment 26 to Salaried Pension Plan – Highly Enhanced Retirement Opportunity (HERO) Incentivized Retirement Program (Resolution #1096)**

**8:52 a.m.** A briefing paper was provided in the Board packet, requesting that the Board of Commissioners approve a resolution to amend the BSD Salaried Pension Plan, incorporating Amendment 26, to include the Highly Enhanced Retirement Opportunity (HERO) incentivized retirement program. Charles Stewart, Executive Vice President Organizational Effectiveness, gave an overview of this issue, noting the purpose, eligibility requirements, and incentives included in the program. He noted that the program opened on September 8, 2020 and will close on November 30, 2020.

Commissioner Gully made a motion to approve the item, as presented, and the motion was seconded by Commissioner Brown. **The motion passed.**

**11. Amendment 3 to the Bi-State Development (BSD) 401k Plan – IBEW Collective Bargaining Agreement Changes (Resolution #1097)**

**8:55 a.m.** A briefing paper was provided in the Board packet, requesting that the Board of Commissioners approve a request to amend the Plan document to incorporate changes stemming from the Memorandum of Agreement between IBEW Local's 2 and 309 and BSD for the period July 1, 2019 through June 30, 2022. Charles Stewart, Executive Vice President Organizational Effectiveness, gave an overview of this issue noting that as a result of this MOA with the IBEW, changes are needed to the BSD 401(k) Plan in order to be in compliance with MOA Section 33, Pension, as follows: 1) Under Article IV – Section 33 (H) - Change the BSD contribution percentage from 1% to 2% of the employee base wage amount to the 401(k) plan. This increase is to be effective January 1, 2021; and 2) Under Article IV – Section 33 (L) - Voluntary participation in the 401(k) will now allow for a BSD match to elective contributions for IBEW participants hired before January 1, 2014. Effective the first pay period after January 1, 2021, BSD will match 50% on any amount voluntarily contributed by the employee to the Defined Contribution 401(k) Plan up to a maximum of 2% of employee's wage. Any voluntary contribution by the employee above 2% will not be matched.

Commissioner Beach made a motion to approve this item, as presented, and the motion was seconded by Commissioner Cox. **The motion passed unanimously.**

**12. Intergovernmental Agreement between the United States Army and Bi-State Development (Resolution #1098)**

**8:58 a.m.** A briefing paper was provided in the Board packet, requesting that the Board of Commissioners approve a request to authorize the President & CEO to execute an Intergovernmental Memorandum of Agreement between the United States Army and Bi-State

Development for participation in Partnership for Youth Success. Diana Bentz, Vice President Talent Management, provided a brief overview of this item. She noted that the U.S. Army Partnership for Youth Success (PaYS) program is a strategic partnership between the U.S. Army and private industry, academia, businesses, federal, state and local agencies. The program connects enlisting Soldiers and Reserve Officers' Training Corps (ROTC) Cadets to civilian companies, corporations, and government agencies for a guaranteed interview and possible employment after the Soldier's or Cadet's Army service requirements are fulfilled. Ms. Bentz noted that the Agency's participation in PaYS allows BSD to work with the Army Recruiting Companies, Reserves, National Guard and Colleges in the St. Louis Metro and Metro East area, ensuring we maintain a pool of quality candidates. She added that the Army provides training in over 350 positions, many of which are a strong match for the positions we need at BSD.

Commissioner Cox asked what other institutions partner with the Army regarding this program. Ms. Bentz noted that Coca Cola, Ameren, and several police departments participate in the program. Chair Windmiller asked what specific areas of the Agency would use this partnership. Ms. Bentz stated that she anticipates the program would be extremely useful for positions such as bus operators and mechanics; however, it may be used in the leadership realm, as well.

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

**13. Memorandum of Understanding between Citizens for Modern Transit, St. Clair County Transit District and Bi-State Development for the Development of a Bus Stop at Emerson Park MetroLink Station (Resolution #1104)**

**9:01 a.m.** A briefing paper was provided in the Board packet, requesting that the Board of Commissioners approve a request to authorize the President and CEO to execute a Memorandum of Understanding between Citizens for Modern Transit, St. Clair County Transit District and Bi-State Development for the development of a bus stop at the Emerson Park MetroLink Station. President & CEO Roach provided a brief overview of this issue, noting that project is similar to the Maplewood project. Under this agreement, CMT, SCCTD and BSD will work together to transform a bus stop at the Emerson Park MetroLink Station in East St. Louis, IL (City) into a first-rate, interactive, safe and fun space that endeavors to have a positive impact on the City, residents, their families and their communities while promoting transit and a safe environment around transit. It was noted in the briefing paper that CMT will manage its overall execution, select the firm and cover the cost of Project design estimated at \$15,000. SCCTD will own the Project for the lifetime of the infrastructure, including the equipment purchased by SCCTD, cover the cost of the infrastructure estimated at \$50,000, and take sole responsibility for maintenance and use supervision of the play infrastructure. BSD will provide access and site preparation, insurance and continuing maintenance, upkeep and repair after the Project is complete.

A motion to approve this agenda item, as presented, was made by Commissioner Gully and seconded by Commissioner Brown. **The motion passed.** (Commissioner Simmons abstained from the vote.)

**14. Approval of dates 2021 Meetings**

**9:03 a.m.** Chair Windmiller noted that a draft schedule of 2021 Board and Committee meeting dates was distributed to the Board of Commissioners in October, for review. She noted that staff

has received no objections to the proposed dates. Chair Windmiller noted that, if there are no objections, and no discussion, a motion to approve is needed.

A motion to approve the 2021 Board and Committee Meeting Schedule, as presented, was made by Commissioner Golliday and seconded by Commissioner Brown. **The motion passed.**

**15. Unscheduled Business**

**9:04 a.m.** Chair Simmons noted that on October 19<sup>th</sup>, he received an e-mail from Jessica Mefford-Miller, Executive Director Metro Transit, regarding the four items that he had requested regarding the SMART program, but did not receive any additional information. He asked the status. Ms. Mefford-Miller stated that she had prepared a draft briefing paper regarding that information, and asked Ms. Bennett if she had received it. Ms. Bennett stated that she does not believe that she received that information. Ms. Mefford-Miller will check the status and forward the information to Ms. Bennett for distribution to the Commissioners.

**16. Operations Report**

**9:05 a.m.** Jessica Mefford-Miller, Executive Director Metro Transit, provided a brief presentation to the Commissioners, providing performance information for Metro Transit, including ridership numbers, COVID response, and Safety & Security. She noted that she would be providing a detailed presentation at the next meeting, regarding Capital Programs.

**17. Call of Dates for Future Board and Committee Meetings**

**9:12 a.m.** Myra Bennett, Manager of Board Administration, advised the Committee of the upcoming meetings, as follows:

Board of Commissioners Special Meeting:	Monday	November 30, 2020	1:00 PM
Safety and Security Committee Meeting:	Thursday	January 14, 2020	8:30 AM
Audit, Finance & Administration Committee:	Friday	January 22, 2020	8:30 AM
Operations Committee Meeting:	Friday	January 22, 2020	9:30 AM
Board of Commissioners Meeting:	Friday	February 19, 2020	8:30 AM

**18. 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).**

**9:12 a.m.** Chair Windmiller requested a motion to allow the Committee to move into closed session as permitted under Bi-State Development Board Policy, Chapter 10, Section 10.080, (D) (1) – Legal; (D) (3) Personnel; and (D) (10) Auditors.

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

Rose Windmiller – Yea  
Constance Gully – Yea  
Vernal Brown – Yea  
Fred Pestello – Yea

Terry Beach – Yea  
Derrick Cox – Yea  
Irma Golliday – Yea  
Herbert Simmons – Yea  
Justin Zimmerman – Yea

**The motion passed unanimously, and the Committee moved into Executive Session at 9:13 a.m.**

**19. Reconvene to Open Session**

**9:43 a.m.** The Board of Commissioners reconvened to the Regular Meeting at approximately 9:43 a.m. Chair Windmiller noted that, per Board Policy, no final action votes will be taken in a closed (executive) session. For items requiring final action, a roll call vote shall be taken in open session.

Commissioner Gully made a motion to approve the minutes from the September 25, 2020, Board of Commissioners, Executive Session, as a closed record. The motion was seconded by Commissioner Brown.

Rose Windmiller – Yea  
Constance Gully – Yea  
Vernal Brown – Yea  
Fred Pestello – Yea

Terry Beach – Yea  
Derrick Cox – Yea  
Irma Golliday – Yea  
Herbert Simmons – Yea  
Justin Zimmerman – Yea

**The motion passed.**

Commissioner Golliday made a motion to approve the Consent Agenda items including:

- a) Intercompany Accounts Payable – Riverboat Operations (Resolution #1099)
- b) Draft – Year End Financial Audit (Resolution #1100)
- c) Draft – Procurement Card Program Audit (Resolution #1101)
- d) Draft – Audit of Failed DOT Medical Exams (Resolution #1102).

The motion was seconded by Commissioner Zimmerman.

Rose Windmiller – Yea  
Constance Gully – Yea  
Vernal Brown – Yea  
Fred Pestello – Yea

Terry Beach – Yea  
Derrick Cox – Yea  
Irma Golliday – Yea  
Herbert Simmons – Yea  
Justin Zimmerman – Yea

**The motion passed.**

Commissioner Simmons made a motion to approve the Settlement Authority for Liability Claim #VL2018073115 (Resolution #1103), as presented. The motion was seconded by Commissioner Cox.

Rose Windmiller – Yea  
Constance Gully – Yea  
Vernal Brown – Yea  
Fred Pestello – Yea

Terry Beach – Yea  
Derrick Cox – Yea  
Irma Golliday – Yea  
Herbert Simmons – Yea  
Justin Zimmerman – Yea

**The motion passed.**

Commissioner Beach made a motion to approve the Pandemic Pay Policy (Resolution #1105), as presented. The motion was seconded by Commissioner Gully.

Rose Windmiller – Yea  
Constance Gully – Yea  
Vernal Brown – Yea  
Fred Pestello – Yea

Terry Beach – Yea  
Derrick Cox – Yea  
Irma Golliday – Yea  
Herbert Simmons – Yea  
Justin Zimmerman – Yea

**The motion passed.**

**21. Adjournment**

**9:47 a.m.** Chair Windmiller asked if there was any further business, and being none, Commissioner Zimmerman made a motion to adjourn the meeting. The motion was seconded by Commissioner Brown. Unanimous vote in favor taken. The motion passed, and the meeting was adjourned at approximately 9:47 a.m.

  
Deputy Secretary to the Board of Commissioners  
Bi-State Development