

**BI-STATE DEVELOPMENT
COMBINED OPERATIONS / AUDIT, FINANCE & ADMINISTRATION
COMMITTEE MEETING
OPEN SESSION MINUTES
January 24, 2020**

Operations Committee Members in Attendance

Michael S. Buehlhorn
Derrick Cox – via phone
Irma Golliday
Vernal Brown
Rose Windmiller

Audit, Finance & Administration Committee Members in Attendance

Aliah Holman, Chair
Constance Gully
Justin Zimmerman
Herbert Simmons
Fred Pestello – Absent

Staff in Attendance

Taulby Roach, President and Chief Executive Officer
Barbara Enneking, General Counsel and Deputy Secretary
Brenda Deertz, Executive Assistant to the President and CEO
Myra Bennett, Manager of Board Administration
Jim Cali, Chief Audit Executive
D. Monroe, Metro Transit
Terry Kostel, Safety Auditor II
Andrew Ghiassi, Director of Safety & Chief Safety Officer
Ted Zimmerman, Vice President, Marketing and Communication
Scott Grott, General Manager MetroLink
John Langa, Vice President Economic Development
Mark Vago, Senior Vice President Chief Financial Officer
Jerry Vallely, External Communications Manager
Jamie Kenyon, General Maintenance Mechanic
Patti Beck, Director Communications
Virgie Chaffen, Director of Labor Relations
Greg Smith, Vice President Procurement and Inventory Management
Kelli Fitzpatrick, Sr. Internal Auditor/PT
Angela Staicoff, Sr. Internal Auditor
Gary Smith, Internal Auditor
Victoria Potter, Controller

Darren Curry, Chief Mechanical Officer
Stephen Berry, General Manager Public Safety
Tamara Fulbright, Sr. Director Financial Planning & Treasury
Tim Nittler, Director Capital Projects
Michael Gibbs, Manager Financial Operations – Admin & Business Operations
Larry Jackson, Executive Vice President Administration
Jessica Mefford-Miller, Executive Director Metro Transit
Connie Welch, Manager Financial Operations – Transit
Lisa Burke, Executive Assistant
Chance Baragary, Project Director – Arch
Virginia Alt-Hildebrandt, Manager Administrative Services
Larry Rusbarsky, Director Financial Planning & Budget
Carmen Brothers, Retirement Plan Manager
David Toben, Director of Benefits
Dawn Haney, Accountant III
Julie Beiser, Manager of Receivables
Kerry Kinkade, VP Chief Information Officer
Tedessa Murray, Employee Relations Partner
Andrea Jumper, Public Safety Research Analyst
Kathy Brittin, Director of Risk and Absence Management
Trenise Winters, General Manager MetroBus
Sally Bender, Internal Auditor PT
Karl Tyminski, Sr. Internal Auditor/PT

Others in Attendance

Catina Wilson, ATU Local 788
Reginald Howard, ATU Local 788
M. Schneider, West End Word
Paul Hampel, St. Louis County
Brian Kelly, KMOX
Kim Cella, CMT
Tom Sullivan
Jim Wild, EWGCOG
Craig Heller, Loop Trolley TDD
Erica Brooks
Mitch Eagles
Misty Jordan
Kae Pertan, STLPR
Craig Danley, Local 788
Jason Terry, Gilmore & Bell
Greg Dodson, Vector

1. Open Session Call to Order

8:30 a.m. Chairman Holman called the Open Session of the Combined Operations / Audit, Finance & Administration Committee 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 Holman noted that three speaker cards were submitted for today's meeting.

Mr. Mitch Eagles addressed the Board of Commissioners voicing opposition to the Loop Trolley. He stated that he feels that the Loop Trolley was the result of one man's efforts, and is not a means of transit, but rather a "toy". He stated that the project has failed miserably, and has now been shoved off onto Mr. Roach, to try to find a way to make it work. He stated that he appreciates Mr. Roach's work and creativity regarding this project; however, he feels that it will continue to operate poorly. Mr. Eagles stated that he would like to see the money spent on better and smarter transit for the area, and feels that the Loop Trolley would be pulling Bi-State Development away from "true" transit.

Mr. Tom Sullivan addressed the Board of Commissioners voicing opposition to the Loop Trolley. He stated that this issue and the proposal has been opposed by the St. Louis County Council and the City. He stated that the public has stated opposition to any additional funds being allocated to the project, and that the project is not financially feasible. Mr. Sullivan stated that the trolley has only achieved ten percent of its projected income, and he noted reports by Elliot Davis on the number of riders and system "breakdowns". He suggested that the representatives of the FTA are here to back up Mr. Roach's plan; however, the FTA is partially to blame. He stated that politicians wanted the project; however, it makes no sense to try to revive it.

Ms. Erica Brooks addressed the Board of Commissioners regarding the MetroReimagined plan. She cited issues with lack of connecting routes and issues regarding safety. She asked if Metro Transit would consider implementation of a turnstile system, noting high crime areas at North Hanley and Forrest Park. She stated that if Metro would focus on security consistently, as it does with baseball and hockey games, we would not have these issues. Ms. Brooks asked that Metro Transit focus on better access for North County residents, and installing Wi-Fi access for the North County buses.

4. Minutes of the October 18, 2019 Combined Operations Committee and Audit, Finance & Administration Committee, Open Meeting

8:47 a.m. The minutes of the October 18, 2019, Combined Operations Committee and Audit, Finance & Administration Committee, Open Meeting were provided in the Committee packet. A motion to approve the minutes was made by Commissioner Zimmerman and seconded by Commissioner Simmons. **The motion passed unanimously.**

5. Loop Trolley – Approval of Sustainability Plan and Management Agreement

8:47 a.m. President and CEO, Taulby Roach, stated that he had been charged with putting together a plan for the Board's consideration, regarding the Loop Trolley. He noted that the

Commissioners challenged him to come up with a plan, in which no new tax dollars would be needed to keep the Loop Trolley operating. He noted that the plan before the Board for consideration does not include any new tax money for the project, with the possibility of a long-term solution for the project.

Mr. Roach noted that the plan has changed somewhat, in that the proposed plan would include a management agreement, to limit liability to Bi-State. He noted that there would be no asset transfer. The plan includes increasing the hours of service for the trolley and increasing ridership. Mr. Roach reviewed the plan highlights and projected operating budget, as noted in the informational packet. He also stated that he has worked with the regional FTA Administrator, Mokhtee Ahmad, on development of this plan, and Mr. Ahmad is in attendance at today's meeting to address the Board.

Mr. Mokhtee Ahmad, Regional FTA Administrator, addressed the Board of Commissioners. He stated that when the program began 10 years ago, there was \$135 million available in FTA funds, to be distributed among five projects, each not to exceed \$25 million for this particular program. The Loop Trolley was one of the five projects that was successful in obtaining funding. He noted that it took approximately nine years to complete the infrastructure for the project, which still needs some "tweaks". Unfortunately, when looking at the operating funds and revenue for the project, it fell short. He noted that, in discussions with the TDD, conversations were held on how we could make the project viable, since a considerable amount of money has been invested in the project. He stated that Mr. Roach had informed him, that Bi-State Development could not get involved in this project if any additional local monies would be required. Mr. Ahmad stated that they looked into the grants and Federal funds that were available, and found that the Bi-State "flex funds", (remaining balances from previous projects), could be freed up for use on this project. He noted that this would provide for funding, so that no additional local funds would be needed. Mr. Ahmad stated that there is also a long term effect to be considered. He noted economic development that has occurred along that corridor, and the hope is, this economic growth will be part of the long term solution for the project.

Commissioner Buehlhorn stated that he has high respect for Mr. Ahmad, and he understands that Mr. Roach has "taken a beating" over this issue. He clarified that Bi-State Development is a member of the Loop Trolley TDD Board, not "Taulby Roach". Commissioner Buehlhorn stated that some people have expressed that they do not feel this is a "transit issue"; however, neither is the Arch. He stated that Bi-State Development is not solely "transit", but rather, they address regional, economic development. Commissioner Buehlhorn stated that he understands that this is a serious issue, and the FTA, St. Clair County, and Madison County are in a bind regarding this project. He stated that he understands that the outcome of the project can have area consequences; however, he is unable to support the project, as it stands.

Commissioner Holman posed questions regarding the future needs of Bi-State Development. Mr. Roach stated that over the past 10 years, \$265 million in federal funds have been secured for comparable, competitive projects. He expressed concern regarding the region's competitiveness, and noted that, should this project default, it could have a regional impact.

Commissioner Cox thanked Mr. Ahmad for attending today's meeting. He stated that he cannot justify using Federal transit dollars for a "trolley ride" when we have serious transit needs. He stated that he knows that some would disagree; however, he does not feel that this is transit. Commissioner Cox asked if we would lose future federal funding for projects, if we do not bail out the Loop Trolley. Mr. Ahmad stated no. Mr. Cox asked if the flex money, proposed for use with the Loop Trolley project could be reallocated for another project. Mr. Ahmad noted that it could be used for another project, as long as the other project meets certain criteria.

President and CEO Roach explained the process for the use of flex funds, and how the funds are re-categorized for "like" projects. He noted that the Loop Trolley meets the criteria, and allowed him to devise a plan, based on the directive of the "electeds" and the Board of Commissioners. Mr. Ahmad commented that the FTA has determined that the Loop Trolley is transit; it moves the general public from point to point.

Commissioner Zimmerman asked what other ways could the \$1.4 million in flex funds be used by Bi-State Development. Mr. Roach stated that it could be reallocated for our use; however, it would have to meet certain criteria.

Commissioner Simmons asked if the funds could be used for security. Mr. Roach stated that the money could not be used for security issues. It must be re-categorized as a "like use", per FTA requirements.

Commissioner Windmiller thanked Mr. Ahmad for his attendance at the meeting. She asked if the FTA would be in a position to litigate, if the trolley ceases to operate, and asked if this has happened in the past. Mr. Ahmad stated that the litigation would involve the Loop Trolley TDD and East West Gateway Council of Governments. He stated that the FTA has come close to litigation in the past, on a project; however, an agreement was reached, and the system stayed in operation.

Commissioner Buehlhorn stated that, if someone would like to offer the \$1.4 million to make the project work, he would support it; however, he does not like the idea of allocating extra FTA funds that belong to Bi-State Development for this project.

Commissioner Zimmerman noted that it is his understanding that wealthy individuals had pledged up to \$8 million for this project, and asked the status of those funds. Mr. Ahmad stated that promises were made; however, some have dropped out. When asked if the FTA has attempted to go after those funds, he indicated that the Loop Trolley TDD would have to do that. The FTA only goes after federal dollars. Mr. Ahmad stated that he felt that it just made sense for Metro to take over the project, since it is a transit agency.

Commissioner Simmons noted that he is not seeing support from St. Louis City or County, regarding this project. Mr. Roach stated that they are working through the process; however, some Council members do oppose the project. He noted that Council Member Trakas and Council Member Harder are opposed. Mr. Roach stated that he is working with County Executive, Dr. Sam Page; however, he has not issued a letter of support at this time. He noted

that Mayor Krewson has indicated that she would be happy to write a letter in support of the project.

Commissioner Gully stated that she has received no information from St. Louis City, St. Louis County, or from Illinois, and this project would need to have the support of the entire region. Discussion held regarding the basis of the budget for the project. Mr. Roach noted that this is only a preliminary budget. He did not feel that he should use additional staff time on this project, without authorization to proceed to the next step. Commissioner Gully asked for specifics regarding the positive impact that the Trolley has on economic development. Mr. Roach noted a 6% rise, year over year, as well as new projects such as the CVS at Skinker and Delmar, and TOD in Forrest Park. Commissioner Gully expressed concerns regarding challenges this project will have on staff. Mr. Roach noted that he is only trying to give an accurate read on a troubled public asset, and find a way it can be successful.

Commissioner Windmiller asked for specifics regarding the four year time frame, and asked if benchmarks would be established. Mr. Roach stated that it is going to take time to evaluate the rolling stock, and the FTA was in agreement on the assessment of the time frame. He stated that he knows the project will not be viable within one or two years.

Commissioner Zimmerman asked for additional information on ideas for increasing ridership, since a proposed increase is included in the projections. Ms. Fulbright noted that some of these figures are based on additional hours of service. Commissioner Zimmerman also expressed concerns of reports he has heard that individuals would be “required” to ride the Trolley.

Commissioner Cox stated that he does not have an issue with “suggesting” the use of a pass for employees; however does not agree with “forcing” them to ride the Trolley.

Commissioner Holman noted that the language on Mr. Roach’s presentation, pertaining to “Board Questions Regarding Loop Trolley from the December 10, 2019 Special Meeting”, question number 10, is not correct. She noted that last sentence should read, “If project moves forward, would need Bi-State to focus on racial equity issues throughout the transit system”, as opposed to the current wording “social equity”.

Being no further discussion, a motion to approve this agenda item, as presented, was made by Commissioner Windmiller. Chair Holman asked if there was a second. Being none, **the motion failed for lack of a second.**

6. **Contract Award – Microtransit Pilot Project**

10:06 a.m. A briefing paper was provided in the Committee packet, regarding a request to refer to the Board of Commissioners, for approval, a request for approval to enter into a contract with the most advantageous proposer to operate a new microtransit service that complements Metro’s existing fixed route service in the St. Louis region. Jessica Gershman, Assistant Executive Director, Planning & Systems, provided an overview of this issue, including an explanation of “Microtransit”. She noted that this service is often for shorter-length trips in defined zones, and it utilizes vehicles that are smaller than traditional fixed-route buses. Microtransit service hinges on a demand-responsive technology platform that allows for vehicles to be summoned on-call

when/where the customer desires, but also benefits from dynamic routing, to create shared rides and yield the efficiencies of public transit. It was noted that a Request for Proposals has been issued, with proposals due February 5th. It is anticipated that final figures for this project will be presented at the February 21st Board of Commissioners meeting.

*****Commissioner Gully and Commissioner Buehlhorn briefly stepped away from the meeting.*****

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

7. Contract Award – Gillig, To Purchase 4 Battery Electric Buses

10:10 a.m. A briefing paper was provided in the Committee packet, regarding a request to refer to the Board of Commissioners, for approval, a recommendation for the authorization to award a contract to Gillig, LLC, for the purchase of four (4) 40' Battery Electric buses to replace diesel buses currently in operation at the Brentwood division. Jessica Mefford-Miller, Executive Director Metro Transit, gave a brief overview of this item, noting previous Board approval for the purchase of fourteen (14) battery electric busses. She stated that the next item on the agenda will address construction of the infrastructure needed for the charging stations for the buses. A motion to approve this agenda item, as presented, was made by Commissioner Windmiller and seconded by Commissioner Brown. **The motion passed unanimously.**

8. Contract Award – Construction of Charging Infrastructure for Battery Electric Buses

10:13 a.m. A briefing paper was provided in the Committee packet, regarding a request to refer to the Board of Commissioners, for approval, a request to contract with the party selected in solicitation 20-RFP-106534-DGR for Construction of Charging Infrastructure for Battery Electric Buses. Tim Nittler, Director of Capital Projects, gave a brief overview of this item. It was noted that staff anticipates that final cost figures for this project will be presented at the February 21st Board of Commissioners meeting.

*****Commissioner Gully re-entered the meeting at approximately 10:16 a.m.*****

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

*****Commissioner Cox, who had been participating in the meeting via phone, excused himself from the meeting at approximately 10:17 a.m.*****

*****Commissioner Buehlhorn re-entered the meeting at approximately 10:17 a.m.*****

9. Contract Award – Transit and MetroLink Station Advertising Services

10:17 a.m. A briefing paper was provided in the Committee packet, regarding a request to refer to the Board of Commissioners, approval to award Contract 20-RFP-106478-SG for Transit and MetroLink Station Advertising Services to Vector Media for a three-year period, commencing April 1, 2020 and ending March 31, 2023, with two one-year options for renewal at Metro's discretion, extending the contract to March 31, 2025. Ted Zimmerman, Vice President Marketing

& Communications, provided a brief overview of this item. It was noted that Vector Media proposes guaranteed revenue for the three-year period of \$4,800,000, with additional guaranteed revenue of \$1,700,000 in Option Year 1, and \$1,750,000 in Option Year 2. Total guaranteed revenue for all 5 years (including 2 option years) will be \$8,250,000.

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

10. Bi-State Development Research Institute Pilot Food Kiosks Donation

10:18 a.m. A briefing paper was provided in the Committee packet, regarding a request to refer to the Board of Commissioners for approval the Bi-State Development Research Institute's (Institute) approval action for the donation of two (2) kiosks to The Link Market (TLM). John Langa, Vice President, Economic Development, provided a brief overview of this item. He introduced the former St. Louis County Council woman Hazel Erby, now St. Louis County Director of Diversity, Equity and Inclusion; Darlene Reed, St. Louis County; and Serena Teague, Link Market, who he has worked with on this project. Commissioner Holman asked how the program will move forward in the future, with the changes to the Research Institute. Mr. Langa stated that, as a bona fide 501 (c)(3), and with an updated business plan, TLM believes the project can be a success through its ownership of the kiosks. Should they take ownership, all program and kiosk responsibilities would be TLM's, and BSD's role would be reduced to that of a licensor, in the event TLM operates at a BSD location. All responsibilities, costs and liabilities would be TLM's, and should TLM choose to relocate a kiosk from, or sell a kiosk at, either the North Hanley or Wellston MetroLink station, they would need the County's prior written acknowledgment, and their license or use agreement with BSD would become null and void.

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

11. Contract Award – Design Services for Repurposing of Tucker Theater at the Gateway Arch

10:23 a.m. A briefing paper was provided in the Committee packet, regarding a request to refer to the Board of Commissioners, approval to contract with AECOM Technical Services, Inc. for Design Services for Repurposing of the Tucker Theater at the Gateway Arch, for an amount not to exceed \$3,500,000. Larry Jackson, Executive Vice President of Administration, and Chance Baragary, Project Director–Arch, provided a brief overview of this item. Mr. Jackson noted that Bi-State Development / Gateway Arch is pursuing a project to provide a fresh visitor experience in the 4,800 square foot space currently known as Tucker Theater, located within the Arch Visitor Center. Currently, *Monument to the Dream*, a documentary telling the story of construction of the Arch, is shown in this space. He stated that this film, while fascinating in content, is dated, a fact which is often the focus of visitor feedback. The project goals include providing a fresh perspective of this story in the same space to further supplement the overall park visitor experience, and to provide an attraction that appeals to a broader audience.

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

12. Police Assistance Services Agreement with the St. Louis City Metropolitan Police Department

10:26 a.m. A briefing paper was provided in the Committee packet, regarding a request to refer to the Board of Commissioners, approval of a Police Assistance Services Agreement with the St. Louis City Metropolitan Police Department. Taulby Roach, President and CEO, and Stephen Berry, General Manager, Department of Public Safety, provided a brief overview of this item. Commissioner Gully asked how consistent this agreement is to the agreements with St. Louis County and St. Clair County. Mr. Berry stated that the agreements are very consistent.

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

13. Sole Source Contract for Temporary Financial Consultant

10:35 a.m. A briefing paper was provided in the Committee packet, regarding a request to refer to the Board of Commissioners for approval, authorization to enter into a sole source contract with Robert Half, for Temporary Financial Consultant services, as budgeted for fiscal year 2020. Mark Vago, Senior Vice-President and Chief Financial Officer, provided a brief overview of this item, noting challenging staffing issues during the past year. President and CEO, Taulby Roach, commended Mark Vago and Tammy Fulbright for their work during this time.

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

14. Appointment of Successor Trustee for Light Rail Vehicle Lease Transactions

10:41 a.m. A briefing paper was provided in the Committee packet, regarding a request to refer to the Board of Commissioners for approval, a resolution authorizing the appointment of a successor trustee in connection with the 2001 Light Rail Vehicle Lease Transactions. Tammy Fulbright, Director of Treasury Services, provided a brief overview of this item, noting that the Agency has been notified by Wells Fargo of their intent to resign as Trustee for the 2001 Lease Transactions, and as a result, the Agency must appoint a successor trustee. Ms. Fulbright stated that in 2019, the Agency appointed BOKF, N.A. as the successor trustee for the Combined Lien Mass Transit Sales Tax Appropriation Refunding Bonds Series 2013 and Series 2019. The Agency desires to appoint BOKF, N.A. as the successor trustee for the 2001 Lease Transactions.

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

15. Contract Modification – Extension of Contract with Arthur J. Gallagher

10:42 a.m. A briefing paper was provided in the Committee packet, regarding a request to refer to the Board of Commissioners, approval of a contract extension for 14-RFP-9861-DR – Health and Welfare Consulting Services, with Arthur J. Gallagher through December 31, 2020, to assist BSD with its employee benefit strategic analysis. The extension will cost \$106,500, and will increase the not-to-exceed contract amount to \$907,434. David Toben, Director of Benefits, provided a brief overview of this item.

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

16. Metro Transit Operations Report

10:43 a.m. An operations report for Metro Transit was included in the Committee packet. Jessica Mefford-Miller, Executive Director of Metro Transit provided a summary of the report for the Committee. This item was submitted as information only, and no action was needed by the Committee.

17. 2019 Pension Valuations Update

10:49 a.m. A briefing paper was included in the Committee packet, to provide an update of the 2019 pension valuations for company sponsored defined benefit pension plans. Carmen Brothers, Retirement Plan Advisor, gave a brief overview of the pension valuations, noting the following:

- As of June 1, 2019, the funded ratio for the Salaried Pension Plan was 85.3% and the unfunded liability was \$13,640,644.
- As of April 1, 2019, the funded ratio for the IBEW Pension Plan was 97.9% and the unfunded liability was \$120,201.
- As of April 1, 2019, the funded ratio for the Local 788, Amalgamated Transit Union, AFL-CIO Pension Plan was 67.1% and the unfunded liability was \$69,825,666.

This item was submitted as information only, and no action was needed by the Committee.

18. 401(k) Plan Audit Update

10:50 a.m. A briefing paper was included in the Committee packet, to provide the Committee an update on the audit of the Bi-State Development Agency 401(k) Retirement Savings Program (BSD 401(k) Plan). Carmen Brothers, Retirement Plan Advisor, gave a brief overview of this item. Commissioner Zimmerman thanked staff for simplifying the reports. This item was submitted as information only, and no action was needed by the Committee.

19. Financial Statements

10:51 a.m. Mark Vago, Senior Vice-President and Chief Financial Officer, provided an overview of the 2020 quarterly financial statements for the first quarter, period ending September 30, 2019, including performance indicators, for all Bi-State business divisions including: Executive Services, Gateway Arch Tram, Riverfront Attractions, St. Louis Downtown Airport, Metro, St. Louis Regional Freightway, Bi-State Development Research Institute, and Arts in Transit.

20. Treasurer's Report

10:53 a.m. Tammy Fulbright, Senior Director of Financial Planning and Treasury, provided an overview of the Treasurer's Report for the quarter ended September 30, 2019.

21. Quarterly Procurement Report

10:54 a.m. A memorandum was provided in the Committee packet, to provide a summary of the quarterly procurement activity for the first quarter of fiscal year 2020. Gregory Smith, Vice President – Purchasing, Materials Management, and Supplier Diversity, provided an overview of this report, highlighting the graphs contained in the Procurement Activity Report, and Non-

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

Chair Holman noted that Agenda Items 22. through 26. contain status reports from the Internal Audit Department, submitted by Jim Cali, Chief Audit Executive for information only. She asked if there were any questions for Mr. Cali regarding any of these reports. Being none, the Committee proceeded to Item 27.

27. President/CEO Report

10:57 a.m. Bi-State Development President/CEO Taulby Roach stated that he has no report at this time.

28. Unscheduled Business

10:57 a.m. There was no unscheduled business.

29. Call of Dates for Future Board and Committee Meetings

10:57 a.m. Myra Bennett, Manager of Board Administration, advised the Committee of the upcoming meetings, as follows:

- Security Sub-Committee Meeting:	Thursday	February 13, 2020	8:30 AM
- Board of Commissioners Meeting:	Friday	February 21, 2020	8:30 AM
- Operations/Audit Finance Committee:	Friday	March 20, 2020	8:30 AM

30. 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).

10:58 a.m. Committee Chair Holman 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 and (D) (10) – Audit.

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

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

Michael S. Buehlhorn – Yea
Justin Zimmerman – Yea
Irma Golliday – Yea

Rose Windmiller – Yea

Herbert Simmons – Yea

Motion passed unanimously, and the Committee moved into Executive Session at 10:58 a.m.

31. Reconvene to Open Meeting

11:21 a.m. The Committee reconvened to the Open Meeting at approximately 11:21 a.m.

Chair Holman noted that, per recent changes to Board Policy, no final action votes will be taken in a closed meeting or closed (executive) session. For items requiring final action, a roll call vote shall be taken in open session.

Commissioner Windmiller made a motion to approve the Minutes from the October 18, 2019 Executive Session of the combined meeting of the Operations and Audit, Finance, & Administration Committee, as a closed record. The motion was seconded by Commissioner Golliday.

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

Michael S. Buehlhorn – Yea
Justin Zimmerman – Abstain
Irma Golliday – Yea
Herbert Simmons – Yea

The motion passed.

Commissioner Golliday made a motion to approve the Draft Office Supply Program Audit, as presented. The motion was seconded by Commissioner Brown.

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

Michael S. Buehlhorn – Yea
Justin Zimmerman – Yea
Irma Golliday – Yea
Herbert Simmons – Yea

The motion passed.

Commissioner Simmons made a motion to approve the Final Pharmacy Benefits – Express Scripts Clinical Edits Audit, as presented. The motion was seconded by Commissioner Brown.

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

Michael S. Buehlhorn – Yea
Justin Zimmerman – Yea
Irma Golliday – Yea
Herbert Simmons – Yea

The motion passed.

Commissioner Windmiller made a motion to approve the Draft Healthcare Claims Audit, as presented. The motion was seconded by Commissioner Gully.

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

Michael S. Buehlhorn – Yea
Justin Zimmerman – Yea
Irma Golliday – Yea
Herbert Simmons – Yea

The motion passed.

32. Adjournment

11:24 a.m. Chair Holman asked if there was any further business, being none, Commissioner Gully made a motion to adjourn the meeting. Motion was seconded by Commissioner Windmiller. Unanimous vote in favor taken. Motion passed, and the meeting was adjourned at approximately 11:24 a.m.



Deputy Secretary to the Board of Commissioners
Bi-State Development