

**BI-STATE DEVELOPMENT  
COMBINED OPERATIONS / AUDIT, FINANCE & ADMINISTRATION  
COMMITTEE MEETING  
OPEN SESSION MINUTES  
(Virtual Meeting – Immediately following Special Meeting)  
August 27, 2020**

**Operations Committee Members participating via Zoom**

Rose Windmiller, Chair  
Irma Golliday  
Vernal Brown  
Terry Beach  
Derrick Cox – Absent

**Audit, Finance & Administration Committee Members participating via Zoom**

Justin Zimmerman, Chair  
Herbert Simmons  
Fred Pestello  
Constance Gully – Joined Zoom meeting at approximately 9:30 a.m.  
Nate Johnson – Absent

**Staff participating via Zoom**

Taulby Roach, President and Chief Executive Officer  
Barbara Enneking, General Counsel and Deputy Secretary  
Myra Bennett, Manager of Board Administration  
Brenda Deertz, Administrator/Executive Assistant to the President/CEO  
Jessica Mefford-Miller, Executive Director Metro Transit  
Tammy Fulbright, Sr. Director, Financial Planning & Treasury  
Mary Lamie, Executive Vice President of Multi Modal Enterprises  
Angela M. Staicoff, Interim Director of Internal Audit  
Mark Vago, Sr. Vice President Chief Financial Officer  
Kent Swagler, Director of Corporate Compliance and Ethics  
Gregory Smith, Vice President – Purchasing, Materials Management, and Supplier Diversity  
Andrew J Ghiassi, Director of Safety  
Charles Stewart, Executive Vice President Organizational Effectiveness  
Kathy Brittin, Director Risk & Absence Management  
Chris Poehler, Assistant Executive Director Engineering Systems  
Stephen Berry, General Manager System Safety, Security & Emergency Management  
Karl Tyminski, Sr. Internal Auditor/PT  
Kevin Scott, General Manager Field Security  
Tim Nittler, Director Capital Projects

**Others participating via Zoom**

Justin Sobeck, MoDOT  
Alexis Billingslea, IDOT  
Joshua Katz, IDOT  
Jonathan Stevanovich, IDOT  
Karen Snead, ASL Interpreter  
Anna Walton, ASL Interpreter

**1. Open Session Call to Order**

**9:27 a.m.** Chair Windmiller called the Open Session of the Combined Operations / Audit, Finance & Administration Committee Meeting to order at 9:27 a.m.

**2. Roll Call**

**9:27 a.m.** Roll call was taken, as noted above.

**3. Public Comment**

**9:28 a.m.** Chair Windmiller will ask Ms. Bennett if any public comments have been received for today's meeting. Ms. Bennett noted that no public comments were submitted.

**4. Minutes of the May 21, 2020 Combined Operations Committee and Audit, Finance & Administration Committee, Open Meeting**

**9:28 a.m.** The minutes of the May 21, 2020, 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 Golliday and seconded by Commissioner Brown. (Commissioner Pestello abstained from the vote.) **The motion passed.**

**5. Single Bid Contract with Dove Equipment - Paint Booth Man Lifts Replacement**

**9:28 a.m.** A briefing paper was included in the meeting materials, presenting to the Operations Committee, for discussion, acceptance, and referral to the Board of Commissioners for approval, a request to award a single bid contract to Dove Equipment for the replacement of two man lifts located at Bi-State Development's Central Facility, in the not to exceed amount of \$133,509.00 for equipment, installation, demolition, and labor, which includes 10% contingency. Jessica Mefford-Miller, Executive Director Metro Transit, gave an overview of this item.

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

**Commissioner Gully joined the Zoom meeting at approximately 9:30 a.m.**

**6. Contract Modification: Time Extension of Contract with Jacobs Engineering for General On-Call GEC Design and Engineering Consultant Services**

**9:30 a.m.** A briefing paper was provided in the meeting materials, regarding a request to accept and refer to the Board of Commissioners, for approval, a request to authorize the President & CEO to execute a contract modification for a no cost time extension, with the end date of July 31, 2021, with Jacobs Engineering, for the continuation of On-Call GEC Design and Engineering

Consulting Services for task Orders/task Order modifications, created and executed under contract number 16-RFP-102111-CG. Chris Poehler, Assistant Executive Director Engineering Systems, provided an overview of this issue.

Commissioner Windmiller asked how the on-call services would be addressed, upon conclusion of the extension of contract. Mr. Poehler noted that bids were received and a new, three to five year contract has been awarded to WSP for these services. He noted that there will be a slight overlap regarding these contracts.

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

**7. Sole Source Contract with INIT for COPILOT Retrofit Project**

**9:32 a.m.** A briefing paper was provided in the Committee packet, regarding a request to refer to the Board of Commissioners, for approval, a contract with INIT, Innovations in Transportation, Inc., to retrofit the aged COPILOT equipment currently used on the MetroLink light rail system, in an amount not to exceed \$570,000. Jessica Mefford-Miller, Executive Director Metro Transit, gave a brief overview of this issue.

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

**8. License Agreement between Bi-State Development and Great Rivers Greenway for Chouteau Greenway Trail Improvements**

**9:34 a.m.** Chair Windmiller noted that she has been advised that this item is to be removed from today's agenda.

**9. Memorandum of Understanding Between St. Louis Regional Freightway, St. Louis Community College, and Schneider National Carriers for the Administration and Implementation of a Truck Driver Training and Apprenticeship Program**

**9:34 a.m.** A briefing paper was provided in the Committee packet, regarding a request to refer to the Board of Commissioners for approval, authorization for the President and CEO to execute the Memorandum of Understanding between St. Louis Regional Freightway, St. Louis Community College, and Schneider National Carriers, Inc., regarding the truck driver training and apprenticeship program. Mary Lamie, Executive Vice President of Multi Modal Enterprises, gave a brief overview of this issue, noting that a \$15,000 grant has been received from the U.S. Department of Labor to address the issue of the lack of qualified truck drivers, and provide class training and on the job training. Commissioner Beach stated that Ms. Lamie may wish to contact Rick Stubblefield, Executive Director Intergovernmental Grants, St. Clair County, and Tony Fuhrmann, Director Madison County Employment and Training, regarding this issue, indicating that Illinois is continuing to receive COVID funding for these types of apprenticeship programs.

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

**Operations Committee Chair Windmiller noted that Audit, Finance and Administration Committee Chair Zimmerman, will take over and chair the meeting at this point.**

**10. FY2021 Annual Audit Work Plan**

**9:37 a.m.** A briefing paper was provided in the Committee packet, regarding a request for approval of the FY2021 Annual Audit Work Plan. Angela M. Staicoff, Interim Director of Internal Audit, provided a brief overview of this issue.

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

**11. Bi-State Safety Oversight: 2019 Annual Update**

**9:39 a.m.** A briefing paper was provided in the Committee packet, regarding the Bi-State Safety Oversight – 2019 Annual Update. Andrew J Ghiassi, Director of Safety, provided a brief overview and PowerPoint presentation regarding this issue. He noted that Justin Sobeck-MoDOT, Alexis Billingslea-IDOT, Joshua Katz-IDOT and Jonathan Stevanovich-IDOT are participating in today's meeting, should the Board have any questions. President and CEO Roach noted that this update is provided with our State Oversight Partners. He stated that this includes an internal process for review by the Internal Audit Department, and noted that Stephen Berry has also been involved in the process regarding training. This item was presented for information only.

**12.–15. 9:48 a.m.** Chair Zimmerman noted that Items #12 through Item #15 consist of reports prepared by the Internal Audit Department, as information only, including:

12. IAD Audit Follow-Up Summary – 4th Qtr. FY2020
13. IAD Status Report – 4th Qtr. FY2020
14. IAD SSO-Status Report – 2nd Qtr.-Calendar Yr. 2020
15. Treasury-Safekeeping Accts. Audit, Ending June 30, 2020

Chair Zimmerman noted that Angela Staicoff, Interim Director of Internal Audit, is in attendance, if there are any questions pertaining to these reports. Discussion was held regarding Item #12, pages 1 and 2, concerning funds owed by the Gateway Arch and Riverfront Attractions to other areas of the Bi-State Development Agency. President and CEO Roach noted that several issues have affected these operations, including the COVID-19 situation and flooding. Chair Zimmerman asked that Mark Vago, Sr. Vice President Chief Financial Officer, provide a detailed update on these issues at the September Board of Commissioners meeting. Being no further questions, Chair Zimmerman proceeded to Item #16.

**16. Pension Plans, 401(k) Retirement Savings Program and OPEB Trust Investment Performance Update as of June 30, 2020**

**9:54 a.m.** A briefing paper was provided in the Committee packet, regarding the Pension Plans, 401(k) Retirement Savings Program and OPEB Trust Investment Performance Update as of June 30, 2020. Charles Stewart, Executive Vice President Organizational Effectiveness, provided a brief overview of the current status of each plan. This item was presented as information only, and no action of the Committee is required.

- 17. Update on Risk Management Insurance Program**  
**10:02 a.m.** A briefing paper was provided in the Committee packet, providing an update on the FY 2021 Risk Management Insurance Program. Kathy Brittin, Director Risk & Absence Management, gave an overview of each insurance program, and difficulties that have been encountered with several of the insurance programs. She noted that the total program has seen an increase in premiums of 49%, and currently, the program is 24.8% over budget. Commissioner Windmiller stated that she has experienced issues, such as those noted with the Excess Liability program, in her industry as well, and appreciates the work that is being done to keep the premiums as reasonable as possible. Commissioner Beach posed questions regarding Workers' Compensation for the Airport being a separate item. Ms. Brittin remarked that, since this operation is so specialized, it is unable to absorb large deductibles, and is therefore handled and insured separately. This item was presented as information only, and no action of the Committee was required.
- 18. Quarterly Financial Statements – 4<sup>th</sup> Quarter ended June 30, 2020**  
**10:17 a.m.** The quarterly financial statements for the 4<sup>th</sup> quarter, ended June 30, 2020, were provided in the Committee packet. Mark Vago, Sr. Vice President Chief Financial Officer, provided a brief overview of the status of each business division within the Bi-State Development Agency. This item was presented for information only, and no action of the Committee was required.
- 19. Treasurer's Report – Quarter Ended March 31, 2020**  
**10:22 a.m.** A summary was provided in the Committee packet, regarding the Treasurer's Report – Quarter Ended March 31, 2020. Tammy Fulbright, Sr. Director Financial Planning & Treasury, provided a brief overview of this issue, with focus on page 3 of the summary. She noted that the FY2021 budget has been approved by St. Louis City and St. Louis County. This item was presented for information only, and no action of the Committee was required.
- 20. Quarterly Procurement Report**  
**10:25 a.m.** A memorandum was provided in the Committee packet, to provide a summary of the quarterly procurement activity. Gregory Smith, Vice President – Purchasing, Materials Management, and Supplier Diversity, provided an overview of this report. This information was presented for information only, and no action of the Committee was required.
- 21. Compliance and Ethics “State of the Agency”**  
**10:26 a.m.** A briefing paper was provided in the Committee packet, regarding the “State of the Agency” for Bi-State Development's Corporate Compliance and Ethics requirements and programs. Kent Swagler, Director of Corporate Compliance and Ethics, provided an overview and presentation regarding this item. This item was presented for information only, and no action of the Committee was required.
- 22. Metro Transit Operations Report**  
**10:35 a.m.** An operations report for Metro Transit was included in the Committee packet. Jessica Mefford-Miller, Executive Director of Metro Transit, provided a verbal report for the

Committee, focusing on restoration of ridership, strategic goals of Metro Transit, and the COVID-19 response. She also noted that an online survey has been made available to the ridership to obtain input on how to better serve our customers. Commissioner Pestello noted that there are three trends across the nation, relating to ridership, including: 1) the unemployment rate, 2) more individuals working from home, and 3) safety concerns. He asked how Ms. Mefford-Miller is preparing for the future, in light of these trends. Ms. Mefford-Miller stated that there will probably be a need to reduce service levels in the short run, with a focus on making transit a more attractive choice, in order to increase ridership in the future. Commissioner Zimmerman asked that a summary be provided to the Board, of how the Lyft and Via usage is fitting into the system. Commissioner Simmons asked when raw data from the online survey would be available. Ms. Mefford-Miller noted that the data should be available next week, and she will share that information with the Commissioners. This item was submitted as information only, and no action is needed by the committee.

**23. President and CEO Report**

**11:02 a.m.** Bi-State Development President and CEO, Taulby Roach, addressed the Committee stating that the Agency is striving to be a “forward facing” organization, focusing on the issues in front of us, and moving towards fiscal stability, with the flexibility to adapt to the challenges ahead. Commissioner Pestello stated that he feels that Mr. Roach is “spot on” in his approach.

**24. Unscheduled Business**

**11:05 a.m.** There was no unscheduled business.

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

**11:05 a.m.** Myra Bennett, Manager of Board Administration, advised the Committee of the upcoming meetings, as follows:

Board of Commissioners Meeting:	Friday	September 25, 2020	8:30 AM
Security Sub-Committee Meeting:	Thursday	October 8, 2020	8:30 AM
Operations/Audit Finance & Administration:	Friday	October 16, 2020	8:30 AM

**26. 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).**

**11:06 a.m.** Chair Zimmerman 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 Windmiller and seconded by Commissioner Golliday. A roll call vote was taken as follows:

Rose Windmiller – Yea	Justin Zimmerman – Yea
Constance Gully – Yea	Terry Beach – Yea
Vernal Brown – Yea	Irma Golliday – Yea
Fred Pestello – Yea	Herbert Simmons – Yea

**The motion passed unanimously. The Committee moved to Executive Session at 11:06 a.m.**

**27. Reconvene to Open Meeting**

**11:47 a.m.** The Committee reconvened to the Open Meeting at approximately 11:47 a.m. Chair Zimmerman noted that, per Board Policy, no final action votes will be taken in a closed meeting or closed (executive) session.

Commissioner Windmiller made a motion to approve the Minutes from the May 21, 2020, 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.

Rose Windmiller – Yea	Justin Zimmerman – Yea
Constance Gully – Yea	Terry Beach – Yea
Vernal Brown – Yea	Irma Golliday – Yea
Fred Pestello – Abstain	Herbert Simmons – Yea

**The motion passed.**

Commissioner Gully made a motion to approve the Draft – Fuel Hedging Audit, as presented. The motion was seconded by Commissioner Windmiller.

Rose Windmiller – Yea	Justin Zimmerman – Yea
Constance Gully – Yea	Terry Beach – Yea
Vernal Brown – Yea	Irma Golliday – Yea
Fred Pestello – Yea	Herbert Simmons – Yea

**The motion passed.**

Commissioner Gully made a motion to approve the Draft-Disadvantaged Business Enterprise Audit, as presented. The motion was seconded by Commissioner Simmons.

Rose Windmiller – Yea	Justin Zimmerman – Yea
Constance Gully – Yea	Terry Beach – Yea

Vernal Brown – Yea  
Fred Pestello – Yea

Irma Golliday – Yea  
Herbert Simmons – Yea

**The motion passed.**

Commissioner Simmons made a motion to approve the Draft-Cortex MetroLink Station Construction Audit, as presented. The motion was seconded by Commissioner Beach.

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

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

**The motion passed.**

**28. Adjournment**

**11:51 a.m.** Chair Zimmerman asked if there was any further business, being none, Commissioner Gully made a motion to adjourn the meeting. The motion was seconded by Commissioner Brown. Unanimous vote in favor taken. Motion passed, and the meeting was adjourned at approximately 11:51 a.m.

  
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Deputy Secretary to the Board of Commissioners  
Bi-State Development

