

**BI-STATE DEVELOPMENT
BOARD OF COMMISSIONERS SPECIAL MEETING
(Virtual Meeting)
OPEN SESSION MINUTES
May 21, 2020
8:30 AM**

Board Members in Attendance via Zoom

Missouri

Aliah Holman, Vice Chair - Absent
Vernal Brown, Secretary
Constance Gully - Absent
Fred Pestello
Rose Windmiller

Illinois

Justin Zimmerman, Treasurer (Acting Chair)
Irma Golliday - Absent
Derrick Cox
Herbert Simmons
Terry Beach

Staff in Attendance via Zoom

Taulby Roach, President and Chief Executive Officer
Barbara Enneking, General Counsel and Deputy Secretary
Myra Bennett, Manager of Board Administration
Brenda Deertz, Executive Assistant
Jerry Vallely, External Communications Manager
Ted Zimmerman, Vice President Marketing & Communications

Others in Attendance via Zoom

Brett Runge, ASL Interpreter

1. **Open Session Call to Order**
8:30 a.m. Acting Chair Zimmerman called the Open Session of the Special Meeting of the Bi-State Development Agency, Board of Commissioners, to order at 8:30 a.m.
2. **Roll Call**
8:30 a.m. Roll call was taken, as noted above.
3. **Public Comment**
8:30 a.m. Chair Zimmerman noted that no speaker cards were submitted for today's meeting.
4. **Election of Officers**
8:32 p.m. Commissioner Simmons, Chair of the Nominating Committee, noted that a meeting of the Nominating Committee was held on May 14, 2020, at approximately 1:50 p.m., immediately following the Security Sub-Committee Meeting. He stated that the draft minutes of that meeting are included in your Board Packet under Tab #3.

Commissioner Simmons noted that, at that meeting, the Committee approved the following slate of officers for 2020-2021:

Rose Windmiller, Chair
Justin Zimmerman, Vice-Chairman
Herbert Simmons, Treasurer
Vernal Brown, Secretary

He reported that the Committee further approved that this slate of officers be forwarded to the full Board of Commissioners for approval at its next regular meeting on Friday, June 26, 2020, with the new slate of Officers to become effective immediately upon the adjournment of the meeting on June 26, 2020.

Commissioner Simmons noted that, although Board Policy indicates that the election of officers will take place in June of each year, the resignation in January of former Board Chair Buehlhorn and the upcoming appointment of a new Commissioner, who will replace Vice Chair Holman on June 1st, leaves the Board and the Agency without a Chairman or a Vice Chairman for the next several weeks; therefore, the Board may wish to consider suspending its policy of electing officers in June, and proceed with the election of officers at today's meeting. He stated that, if the Board is in agreement, a motion would be needed to suspend the Board Policy, and approve the proposed slate of officers for 2020-2021, as recommended by the Nominating Committee, with the new slate of officers to become effective immediately upon the adjournment of today's Combined Operations/Audit and Finance and Administration Committee Meeting.

Commissioner Beach made a motion to suspend Board Policy, Article III (A), regarding election of officers in June of each year and to approve the proposed slate of officers for 2020-2021, as recommended by the Nominating Committee, with the new slate of officers becoming effective immediately upon the adjournment of today's Combined Operations/Audit and Finance and Administration Committee Meeting. The motion was seconded by Commissioner Pestello. **The motion passed unanimously.**

5. **Adjournment to Executive Session – If such action is approved by a majority vote of the Bi-State Development Agency's Board of Commissioners who constitute a quorum, the Board may go into closed session to discuss legal, confidential, or privileged matters pursuant to Bi-State Development Board Policy Chapter 10, §10.080(D) Closed Records; Legal under §10.080(D)(1); Real Estate under §10.080(D)(2); Personnel under §10.080(D)(3); Health Proceedings under §10.080(D)(4); Employee Negotiations under §10.080(D)(5); Data Processing under §10.080(D)(6); Purchasing and Contracts under §10.080(D)(7); Proprietary Interest under §10.080(D)(8); Hotlines under §10.080(D)(9); Auditors under §10.080(D)(10); Security under §10.080(D)(11); Computers under §10.080(D)(12); Personal Access Codes under §10.080(D)(13); Personal Information under §10.080(D)(14); Insurance Information under §10.080(D)(15); Rail, Bus, or Facilities Safety and Accidents under §10.080(D)(16) or Protected By Law under §10.080(D)(17).**

8:35 a.m. Acting 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; (D) (2) – Real Estate; (D) (3) – Personnel; and (D) (10) – Auditors.

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

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

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

The motion passed unanimously, and the Board moved into executive session at 8:36 a.m.

Commissioner Aliah Holman & Commissioner Irma Golliday joined the meeting, via Zoom, at approximately 8:37 a.m.

Commissioner Fred Pestello left the meeting at approximately 9:15 a.m.

6. Reconvene to Open Session

9:15 a.m. The Board of Commissioners reconvened to the Regular Meeting at approximately 9:15 a.m.

Acting Chair Zimmerman noted that, per recent changes to 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 Windmiller made a motion to approve Consent Agenda Items: a) Draft Passenger Revenue - Farebox Audit (Resolution #1056); b) Draft Legal Fees Expense 5030301 Audit (Resolution #1057); and c) Restructuring of Financing Agreement, Brentwood-Meridian Garage (Resolution #1058). The motion was seconded by Commissioner Brown.

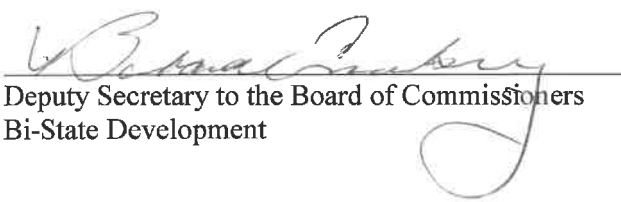
Aliah Holman – Yea
Rose Windmiller – Yea
Vernal Brown – Yea

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

Motion passed.

7. Adjournment

9:18 a.m. Acting Chair Zimmerman asked if there was any further business, being none, Commissioner Brown made a motion to adjourn the meeting. The motion was seconded by Commissioner Beach. Unanimous vote in favor was taken. The motion passed, and the meeting was adjourned at approximately 9:18 a.m.


Deputy Secretary to the Board of Commissioners
Bi-State Development