

**BI-STATE DEVELOPMENT
AUDIT, FINANCE & ADMINISTRATION COMMITTEE MEETING
OPEN SESSION MINUTES
(Virtual Meeting)
January 22, 2021**

**Immediately following
Special Meeting of Board of Commissioners at 8:30 AM**

Audit, Finance & Administration Committee Members participating via Zoom

Justin Zimmerman, Chair
Herbert Simmons
Fred Pestello
Nate Johnson

Other Commissioners participating via Zoom

Rose Windmiller
Derrick Cox
Vernal Brown
Terry Beach
Sam Gladney

Irma Golliday – 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
Crystal Messner, Chief Audit Executive
Tammy Fulbright, Interim Sr. Vice President Chief Financial Officer
Chris Poehler, Assistant Executive Director Engineering Systems
Gregory Smith, Vice President – Purchasing, Materials Management, and Supplier Diversity
Charles Stewart, Executive Vice President Organizational Effectiveness
Ted Zimmerman, Vice President Marketing and Communications

Others participating via Zoom

ASL Interpreter, Darrell Jacobs
ASL Interpreter, Robyn Karimi

1. **Open Session Call to Order**
8:36 a.m. Chair Zimmerman called the Open Session of the Audit, Finance & Administration Committee Meeting to order at 8:36 a.m.
2. **Roll Call**
8:36 a.m. Roll call was taken, as noted above.
3. **Public Comment**
8:37 a.m. Chair Zimmerman asked if any comment cards have been received for today's meeting. Ms. Bennett reported that no comment cards had been submitted.
4. **Minutes of the October 16, 2020 Combined Operations Committee and Audit, Finance & Administration Committee, Open Meeting**
8:37 a.m. The minutes of the October 16, 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 Windmiller and seconded by Commissioner Brown. (Commissioner Gladney abstained from the vote.) **The motion passed.**
5. **IAD Status Report – 2nd Qtr. – FY2021**
8:38 a.m. A briefing paper was included in the meeting materials regarding this item. Crystal Messner, Chief Audit Executive, stated that this item, as well as the next item are standard, quarterly reports, and noted that these items are being presented as information only.
6. **IAD SSO-Status Report – 4th Qtr. – Calendar Year 2020**
8:39 a.m. A briefing paper was included in the meeting materials regarding this item.
7. **Treasury Safekeeping Accounts Audit, Ending September 30, 2020**
8:40 a.m. A briefing paper was included in the meeting materials regarding this item. Chair Zimmerman asked if there are any questions regarding Items #5-#7. Being none, Chair Zimmerman moved to the next item of business.
8. **Quarterly Financial Statement – First Quarter Ending September 30, 2020**
8:41 a.m. Quarterly Financial Statements for the period ended September 30, 2020 was included in the meeting materials regarding this item. Tammy Fulbright, Interim Chief Financial Officer, provided highlights of revenues and expenses for each of the business divisions, within the Agency. Chair Zimmerman posed questions regarding the status of the Riverfront Attractions. President/CEO Roach stated that there is current scheduling throughout the current budget; however, conversations are being held with our partners regarding the effects of COVID on this division, and the need for support for the continued operation of this division. Mr. Roach noted that he will be bringing the responses from our partners back to the Board, for discussion in February.

Commissioner Windmiller asked if the losses experienced by Metro Transit were reimbursed through Federal funding. Ms. Fulbright noted that yes, those losses were offset, and Metro Transit should break even. President/CEO Roach stated that the CARES and Coronavirus Response and Relief Supplemental Appropriations Act (CRRSAA) funding is being carefully tracked. Commissioner Cox asked if all of the business divisions have experienced a loss across the board, due to COVID, and which had been profitable prior to COVID. Ms. Fulbright stated

that all divisions have experience losses, and she noted that typically the Arch is profitable, and the others tend to operate on a break even basis. This item was presented as information only.

9. Treasurer's Report

8:49 a.m. A Treasurer's Report was included in the meeting materials for review. Tammy Fulbright, Interim Chief Financial Officer, gave an overview of this item, reviewing cash, investments and returns for the Agency, as well as providing a fuel hedging update. This item was presented as information only.

10. Procurement Report

8:51 a.m. A Procurement Report was included in the meeting materials regarding this item. Gregory Smith, Vice President Purchasing, Materials Management, and Supplier Diversity, gave an overview of this item. This item was presented as information only.

11. 2020 Pension Valuation Updates

8:52 a.m. A briefing paper was provided in the Committee packet, regarding the 2020 Pension Valuations Updates. Charles Stewart, Executive Vice President Organizational Effectiveness, provided a brief overview of this issue, summarizing the funding status and unfunded amounts for the Salaried Employees' Pension Plan, IBEW Pension Plan, and the Local 788 Amalgamated Transit Union AFL-CIO Pension Plan. Commission Gladney posed questions regarding the unfunded amounts, and discussion was held. Mr. Stewart gave a brief history regarding the status of the ATU plan. This item was presented as information only.

12. 401(k) Plan Audit Update

8:57 a.m. A briefing paper was provided in the Committee packet, providing a 401(k) Plan Audit Update. Charles Stewart, Executive Vice President Organizational Effectiveness, provided a brief overview of this issue, noting a balance of approximately \$65.7 million, as of December 31, 2019, with approximately 870 active participants. This item was presented as information only.

13. President/CEO Report

8:58 a.m. Bi-State Development President/CEO Taulby Roach stated that he would like to welcome Crystal Messner, as the new Chief Audit Executive. He commended Ms. Messner for her professionalism, and he asked for continued support of Tammy Fulbright, as the Interim Chief Financial Officer for Bi-State Development. Mr. Roach noted that Charles Stewart, Executive Vice President Organizational Effectiveness, is a CPA, and has been providing additional assistance. He also reported that Jessica Mefford-Miller, Executive Director Metro Transit, has been working with Ms. Fulbright, in order to provide the necessary financial data for the upcoming budget, the first week of February 2021. President/CEO Roach stated that the Agency is developing plans regarding (CRRSAA) funding, a portion of which will go directly to the St. Clair County Transit District. He noted a reduction in tax revenue due to COVID, and stabilization efforts through the use of CARES funding. He thanked the Board of Commissioners for their continuing support.

22. Unscheduled Business

9:03 a.m. There was no unscheduled business.

15. Call of Dates for Future Board and Committee Meetings

9:03 a.m. Myra Bennett, Manager of Board Administration, advised the Committee of the upcoming meetings, as follows:

Board of Commissioners Meeting:	Friday February 19, 2021	8:30 AM
Audit, Finance, & Admin Committee Meeting:	Friday March 19, 2021	8:30 AM
Operations Committee Meeting:	Friday March 19, 2021	9:30 AM

- 16. 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).**

9:04 a.m. Committee 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) (3) – Personnel; and (D) (10) – Audit.

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

Rose Windmiller – Yea	Justin Zimmerman – Yea
Vernal Brown – Yea	Derrick Cox – Yea
Fred Pestello – Yea	Terry Beach – Yea
Nate Johnson – Yea	Herbert Simmons – Yea
Sam Gladney – Yea	

Motion passed unanimously, and the Committee moved into Executive Session at approximately 9:05 a.m.

- 17. Reconvene to Open Meeting**

9:32 a.m. The Committee reconvened to the Open Meeting at approximately 9:32 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 Beach made a motion to approve the Minutes from the October 16, 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 Pestello.

Rose Windmiller – Yea	Justin Zimmerman – Yea
Vernal Brown – Yea	Derrick Cox – Yea
Fred Pestello – Yea	Terry Beach – Yea

Nate Johnson – Yea
Sam Gladney – Yea

Herbert Simmons – Yea

The motion passed.

18. Adjournment

9:33 a.m. Chair Zimmerman asked if there was any further business, being none, Commissioner Windmiller made a motion to adjourn the meeting. The motion was seconded by Johnson. Unanimous vote in favor was taken. The motion passed, and the meeting was adjourned at approximately 9:33 a.m.



Deputy Secretary to the Board of Commissioners
Bi-State Development