

**BI-STATE DEVELOPMENT  
BOARD OF COMMISSIONERS MEETING  
(Virtual Meeting)  
OPEN SESSION MINUTES  
April 23, 2021**

**Board Members in Attendance via Zoom**

**Missouri**

Rose Windmiller, Chair  
Vernal Brown, Secretary – joined meeting at 8:53 AM  
Fred Pestello  
Nate Johnson  
Sam Gladney

**Illinois**

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

**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  
Tammy Fulbright, Sr. Vice President and Chief Financial Officer

**Others in Attendance**

Jenni Bevell, ASL Interpreter  
Rebecca Pursley, 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**  
**8:31 a.m.** Myra Bennett, Manager of Board Administration, noted that no comment cards were submitted.

Chair Windmiller noted that at least one of the Commissioners will not be able to attend the entire meeting today; therefore, she stated that if there are no objections, she would like to address Agenda Item 12. Bi-State Development Operating and Capital Budget FY2022 – 2024 and

Agenda Item 13. Resolution in Support of President and CEO, as the next items of business. There were no objections.

**12. Bi-State Development Operating and Capital Budget FY2022 – 2024 (Resolution #1127) (Included with the adoption of the FY2022 Budget is the authorization and approval of grant resolutions and agreements, noted as Resolution #1128 through Resolution #1134)**

**8:33 a.m.** President and CEO, Taulby Roach, stated that staff is moving forward to the next budget cycles. He stated that, if the Budget is approved today, he will be moving into conversations and presentations to our partners. He noted that this is his third year as CEO of BSD, and during this period the Agency Budget has been held to a 1.5% growth rate. Mr. Roach commended staff for their diligence in keeping costs manageable. He also stated that Tammy Fulbright, Sr. Vice President and Chief Financial Officer, has done a great job, moving the Agency through the budget process. He thanked staff, and specifically, Ms. Fulbright, for their work on the Budget. Commissioner Beach stated that he would like to clarify that our funding partners include, St. Louis City, St. Louis County, and St. Clair County. Mr. Roach confirmed that this is correct.

Being no additional questions or comments, a motion to approve the Bi-State Development Operating and Capital Budget FY2022 – 2024, including the authorization and approval of grant resolutions and agreements, (Resolution #1127 through Resolution #1134), as presented, was made by Commissioner Pestello and seconded by Commissioner Gladney.

**The motion passed unanimously.**

**13. Resolution in Support of President and CEO, Taulby Roach (Resolution #1135)**

**8:36 a.m.** Chair Windmiller asked Commissioners Beach and Pestello for comments. Commissioner Beach stated that he felt that it was appropriate to draft this resolution in support of President and CEO, Taulby Roach, and stated that he feels that the Resolution speaks for itself. Commissioner Pestello stated that he agrees with Commissioner Beach, and he feels that it is important for the Board of Commissioners to express their confidence in their President and CEO. Commissioner Simmons stated that he also agrees that this is important, especially in moving forward with future plans for the organization. Chair Windmiller stated that she fully supports this resolution, and the integrity of the President and CEO.

A motion to approve the Resolution, as presented, was made by Commissioner Golliday and seconded by Commissioner Gladney.

**The motion passed unanimously.**

**4. Approval of the Minutes from the February 19, 2020, Meeting of the Board of Commissioners, Open Session**

**8:39 a.m.** The minutes from the February 19, 2020, Meeting of the Board of Commissioners, were provided in the Board packet. A motion to approve the minutes, as presented was made by Commissioner Golliday and seconded by Commissioner Gladney.

**The motion passed unanimously.**

**5. Approval of the Minutes from the March 19, 2020, Special Meeting of the Board of Commissioners, Open Session**

**8:40 a.m.** The minutes from the March 19, 2020, Special Meeting of the Board of Commissioners, were provided in the Board packet. A motion to approve the minutes, as presented was made by Commissioner Beach and seconded by Commissioner Simmons.

**The motion passed unanimously.**

**6. Report of the President**

**8:41 a.m.** President and Chief Executive Officer, Taulby Roach, thanked the Board of Commissioners and stated that he is humbled by the passage of the Resolution (#1135).

Mr. Roach stated that the Agency is challenged at this time, noting a 50% reduction in ridership, and stated that the Agency is working to regain ridership with innovative programs and changes to the system. He noted that bold changes are needed, and stated that he is confident in his staff. He stated that he needs the support of the Board of Commissioners. He noted that the Agency is willing to adapt and adjust.

President and CEO Roach noted that the Agency is beginning to see the effects from the Highly Enhanced Retirement Option (HERO). He stated that the Agency celebrates its employees who are retiring with decades of experience, such as Larry Jackson, Executive Vice President of Administration, while also celebrating our employees such as Tom Curran, Tammy Fulbright, and Jessica Mefford-Miller, who are helping move the organization forward.

Mr. Roach noted that the Agency has received 8 Security Progress Cards from WSP, which show the progress that Metro Transit is making. He stated that the Agency will also have its supporters and critics; however, it is evident that progress is being made. Mr. Roach stated that, unfortunately, there will always be specific incidents that occur, which the Agency cannot predict or prevent. He noted that staff such as Kevin Scott and Vernon Summers need the support of the Board, as we move forward.

Commissioner Pestello noted the challenges that have been discussed relating to communications with dispatching. President and CEO Roach stated that the ultimate goal is to have one communication system, based at the Emerson Park location, but this must be coordinated with all of the police partners. He noted that the technology is in place, and all of the partners are now under contract, and the Agency has worked to rebuild trust with all of the partners. He noted that coordinating this effort with the three police jurisdictions has its challenges, but the Agency is making progress. Mr. Roach thanked Commissioner Simmons for assisting in this process, and noted that the Agency still needs to get agreement from St. Louis County.

Chair Windmiller thanked staff who are retiring for their service to the Agency. She stated that she has enjoyed working with the staff, and she appreciates their efforts. Chair Windmiller also welcomed the new employees to the Agency.

Chair Windmiller stated that Safety & Security communications is a very important issue, and she asked that the Committee and Board receive updates at each meeting regarding this matter.

**7. Report of the Audit, Finance, & Administration Committee**

**8:51 a.m.** Chair Windmiller stated that she will give the Audit, Finance, & Administration (AFA) Committee's report, in Commissioner Zimmerman's absence. She stated that a meeting of the Audit, Finance and Administration Committee was held on March 19, 2021, immediately following the Board of Commissioner's Special Meeting, and the draft minutes of that meeting are included in the Board Packet under Item #7.

She noted that the AFA Committee is introducing five (5) items on the Consent Agenda for consideration today, under Item #11, with the Committee's recommendation of approval.

Those item(s) include item 11:

- a. Sole Source – Stockless Office Supplies (Resolution #1115)
- b. Contract Award - Third Party Administrator Claim Services (Resolution #1116)
- c. Contract Award - Occupational Medicine (Resolution #1117)
- d. Board Policy, Section 70.050, Employee's Pension and 401(k) Retirement Savings Plan – Chairperson Appointment (Resolution #1118)
- e. Contract Awards for General Legal Counsel Services (Resolution #1119)

Chair Windmiller noted that, at the March Committee meeting, a presentation was made regarding the FY2022 Budget, which is also on the agenda for approval at today's meeting, under Item #12.

At the March Committee meeting, several informational items were presented to the Committee, including:

- Quarterly Financial Statement – Second Quarter
- Treasurer's Report
- Procurement Report
- Pension Plans, 401(k) Retirement Savings Program and OPEB
- Internal Audit Staffing Update

Chair Windmiller noted that Commissioner Zimmerman has submitted a written report for the AFA, Executive Session meeting, which was held on March 19<sup>th</sup>, and that information has been provided in the Executive Session materials.

**8. Report of the Operations Committee**

**8:53 a.m. (Commissioner Brown joined the meeting at approximately 8:53 a.m.)** Chair Windmiller stated that a virtual meeting of the Operations Committee was held on April 8, 2021, immediately following the Safety & Security Committee Meeting, and the draft minutes of that meeting are included in the Board Packet under Item #8. She noted that the Operations Committee is introducing four (4) items on the Consent Agenda for consideration, under Item #11, with the Committee's recommendation of approval.

Those item(s) include Item #11:

- h. Contract Modification: Bus Stop Signage Replacement Project (Resolution #1122)
- i. Single Bid: Track System Upgrades (Resolution #1123)

- j. Sole Source Contract Authorization for Professional Engineering Services – Phase 1 – Engineering & Design Support Services – Rehabilitation of the MetroLink Cross County Extension Tunnels & Stations (Resolution #1124)
- k. Contract Award - Cleaning of Railcars at Missouri & Illinois MetroLink Maintenance Facilities (Resolution #1125)

Chair Windmiller noted that an additional item, a “Memorandum of Agreement (MOA) with St. Louis County Regarding Compliance with COVID-19 Vaccination Dispensing Guidelines”, was approved by the Committee; however, this item has been removed from today’s consent agenda, due to a change in the administration of this contract.

In addition, Chair Windmiller noted that, at the April Committee meeting, an Operations Report was provided by Jessica Mefford-Miller, Executive Director Metro Transit, and she reported that an Executive Session was not held.

**9. Report of the Safety & Security Committee**

**8:56 a.m.** Commissioner Simmons reported that a virtual meeting of the Safety & Security Committee was held on April 8, 2021, and the draft minutes of that meeting are included in the Board Packet under Item #9. He noted that the Safety & Security Committee is introducing two (2) items on the Consent Agenda for your consideration today, under Item #11, with the Committee’s recommendation of approval.

Those item(s) include Item 11:

- f. Memorandum of Understanding with the City of Normandy, Missouri Police Department for Secondary Police Officers (Resolution #1120)
- g. Law Enforcement Services Agreement between Bi-State Development Agency and St. Clair County, Illinois for Services provided by the St. Clair County, Illinois Sheriff’s Department (Resolution #1121)

Commissioner Simmons noted that, at the April meeting, status updates were provided by Stephen Berry, regarding the change over from UCR Crime Reporting to NIBRS, updates to working documents (PTASP, SSP and EOP), and training. He reported that discussion was also held regarding the status of security communications, and he noted that an Executive Session was not held.

**10. Adjustment of Consent Agenda**

**8:57 a.m.** Chair Windmiller asked if there are any adjustments to the Consent Agenda. She reminded the Board that, as noted in the Operations Committee Report, Item I. Memorandum of Agreement (MOA) with St. Louis County Regarding Compliance with COVID-19 Vaccination Dispensing Guidelines, was removed from the Consent Agenda, due to a change in the administration of the contract.

**11. Consent Agenda Items**

**8:57 a.m.** Consent Agenda Items:

- a. Sole Source – Stockless Office Supplies (Resolution #1115)

- b. Contract Award - Third Party Administrator Claim Services (Resolution #1116)
- c. Contract Award - Occupational Medicine (Resolution #1117)
- d. Board Policy, Section 70.050, Employee's Pension and 401(k) Retirement Savings Plan – Chairperson Appointment (Resolution #1118)
- e. Contract Awards for General Legal Counsel Services (Resolution #1119)
- f. Memorandum of Understanding with the City of Normandy, Missouri Police Department for Secondary Police Officers (Resolution #1120)
- g. Law Enforcement Services Agreement between Bi-State Development Agency and St. Clair County, Illinois for Services provided by the St. Clair County, Illinois Sheriff's Department (Resolution #1121)
- h. Contract Modification: Bus Stop Signage Replacement Project (Resolution #1122)
- i. Single Bid: Track System Upgrades (Resolution #1123)
- j. Sole Source Contract Authorization for Professional Engineering Services – Phase 1 – Engineering & Design Support Services – Rehabilitation of the MetroLink Cross County Extension Tunnels & Stations (Resolution #1124)
- k. Contract Award - Cleaning of Railcars at Missouri & Illinois MetroLink Maintenance Facilities (Resolution #1125)

A motion to approve the Consent Agenda Items, as presented, was made by Commissioner Brown and seconded by Commissioner Johnson.

**The motion passed.**

**14. Discussion - Bi-State Development Agency Compact Agreement**

**8:58 a.m.** A memo was included in the Board packet, outlining the process for revision of the Agency Compact Agreement. President and CEO Roach noted that this Compact Agreement is dated; however, it is important that the document be reviewed, in its entirety, rather than based on a singular issue. General Counsel, Barbara Enneking, noted that she has outlined the process to move forward with revision to the Compact Agreement. She noted that the Agency will reach out to other entities, who operate under similar compacts in this process. Ms. Enneking noted that there has not been a complete review or significant changes made to the Agency's Compact Agreement in over 70 years.

Commissioner Windmiller stated that this will be a lengthy process, and will require a significant amount of staff time. She noted that any proposed changes would need the approval of both the Missouri and Illinois legislatures, and then Congress. Commissioner Gladney stated that we must look at this Agreement holistically, and he commended staff for initiating this process.

Chair Windmiller asked for a motion regarding the formation of an ad hoc committee to review the Bi-State Development Agency Compact Agreement, and to make recommendations to the Board of Commissioners, regarding possible changes to the document. The motion was made by Commissioner Beach and seconded by Commissioner Gladney.

**The motion passed unanimously.**

Chair Windmiller stated that she will be making appointments to the ad hoc Compact Committee shortly, and will notify the Board of Commissioners of those appointments.

**15. Unscheduled Business**

**9:03 a.m.** President and CEO, Taulby Roach, asked that Jessica Mefford-Miller give a brief explanation as to why the Consent Agenda item pertaining to the Memorandum of Agreement (MOA) with St. Louis County Regarding Compliance with COVID-19 Vaccination Dispensing Guidelines was removed from today's Agenda. Ms. Mefford-Miller explained that Bright Star will be administering the vaccines, and they will be working directly with St. Louis County; therefore, the BSD contract with St. Louis County will not be necessary. It was noted that approximately 829 team members have already received vaccinations.

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

**9:05 a.m.** Myra Bennett, Manager of Board Administration, advised the Committee of the upcoming meetings, as follows:

Audit, Finance & Administration Committee:	Friday	May 21, 2021	8:30 AM
Operations Committee Meeting:	Friday	May 21, 2021	9:30 AM
Board of Commissioners Meeting:	Friday	June 25, 2021	8:30 AM

**17. Adjournment to Executive Session (not needed)**

**9:06 a.m.** Chair Windmiller noted that, as the AFA Committee Chair Zimmerman has submitted a written Executive Session report included in the Board packet of meeting materials, the only items for consideration for the Executive Session Agenda today are the Approval of the Minutes of the February 19, 2021, Board of Commissioners, Executive Session Meeting, and the Approval of the Minutes of the March 19, 2021, Special Meeting of the Board of Commissioners, Executive Session. She stated that, if there are no corrections to these minutes, and if there is no discussion regarding these minutes, the Board could proceed to a vote to approve these minutes, without going into Executive Session.

Being no objections and no discussion to the minutes, Commissioner Golliday made a motion to approve the minutes from the February 19, 2021, Board Meeting, Executive Session, as presented, as a closed record. The motion was seconded by Commissioner Johnson. The poll of the Board being as follows:

Rose Windmiller – Yea	Herbert Simmons – Yea
Vernal Brown – Yea	Irma Golliday – Yea
Fred Pestello – Yea	Terry Beach – Yea
Nate Johnson – Yea	
Sam Gladney – Yea	

**The motion passed unanimously.**

Commissioner Simmons made a motion to approve the minutes from the March 19, 2021, Special Board Meeting, Executive Session, as presented, as a closed record. The motion was seconded by Commissioner Brown. The poll of the Board being as follows:

Rose Windmiller – Yea	Herbert Simmons – Yea
Vernal Brown – Yea	Irma Golliday – Yea
Fred Pestello – Yea	Terry Beach – Yea
Nate Johnson – Yea	

Sam Gladney – Yea

**The motion passed unanimously.**

**18. Adjournment**

**9:08 a.m.** Chair Windmiller asked if there was any further business, and being none, Commissioner Simmons made a motion to adjourn the meeting. The motion was seconded by Commissioner Golliday. Unanimous vote in favor taken. The motion passed, and the meeting was adjourned at approximately 9:09 a.m.

  
Deputy Secretary to the Board of Commissioners  
Bi-State Development